



ANNUAL REPORT 2008
二 零 零 八 年 年 報

Stock Code 股份代號：190

HKC (HOLDINGS) LIMITED
香港建設(控股)有限公司

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

STRONG FOUNDATIONS



- 1 Heilongjiang 黑龍江
- 2 Inner Mongolia 內蒙古
- 3 Shenyang 瀋陽
- 4 Beijing 北京
- 5 Tianjin 天津
- 6 Hebei 河北
- 7 Shandong 山東
- 8 Shanghai 上海
- 9 Zhejiang 浙江
- 10 Chongqing 重慶
- 11 Guilin 桂林
- 12 Guangzhou 廣州
- 13 Shenzhen 深圳
- 14 Hong Kong 香港
- 15 Hainan 海南

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HONORARY CHAIRMAN

Mr. YU Ching Po

名譽主席

于鏡波先生

DIRECTORS

- * Mr. OEI Tjie Goan (*Chairman*)
- * Mr. LI Xueming (*Deputy Chairman*)
- * Mr. XU Zheng (*Deputy Chairman*)
- # Mr. OEI Kang, Eric (*Chief Executive Officer*)
- # Mr. TSANG Sai Chung, Kirk
- # Mr. CHAN Kwok Fong, Joseph
- # Mr. TANG Sau Wai, Tom
- * Ms. YEN Teresa
- * Mr. WAN Ming Sun
- * Mr. LIU Guolin
- * Mr. FAN Yan Hok, Philip
- @ Mr. CHUNG Cho Yee, Mico
- @ Mr. CHENG Yuk Wo
- @ Mr. Albert Thomas DA ROSA, Junior

Executive Director

* *Non-executive Director*

@ *Independent Non-executive Director*

董事

- * 黃志源先生(*主席*)
- * 李學明先生(*副主席*)
- * 徐征先生(*副主席*)
- # 黃剛先生(*行政總裁*)
- # 曾細忠先生
- # 陳國芳先生
- # 鄧守偉先生
- * 閻孟琪女士
- * 尹明山先生
- * 劉國林先生
- * 范仁鶴先生
- @ 鍾楚義先生
- @ 鄭毓和先生
- @ 羅凱栢先生

執行董事

* *非執行董事*

@ *獨立非執行董事*

COMPANY SECRETARY

Mr. TSANG Sai Chung, Kirk

公司秘書

曾細忠先生

AUDITOR

PricewaterhouseCoopers

核數師

羅兵咸永道會計師事務所

PRINCIPAL BANKERS

Bank of Communications Co., Ltd.
China Construction Bank Corporation
Dah Sing Bank, Limited
Hang Seng Bank Limited
Industrial and Commercial Bank of China Limited
The Bank of East Asia, Limited
The Hongkong and Shanghai Banking Corporation Limited

主要往來銀行

交通銀行股份有限公司
中國建設銀行股份有限公司
大新銀行有限公司
恒生銀行有限公司
中國工商銀行股份有限公司
東亞銀行有限公司
香港上海滙豐銀行有限公司

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STOCK CODE

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WARRANT CODE

314

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認股權證代號

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FINANCIAL HIGHLIGHTS

財務摘要

		2008 二零零八年 HK\$ million 百萬港元	2007 二零零七年 HK\$ million 百萬港元	2006 二零零六年 HK\$ million 百萬港元	2005 二零零五年 HK\$ million 百萬港元	2004 二零零四年 HK\$ million 百萬港元
(Loss)/profit for the year attributable to equity holders of the Company	本公司股東權益 持有人應佔 (虧損)/溢利	(2,646)	835	579	368	254
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
(Loss)/earnings per share	每股(虧損)/盈利	(0.33)	0.16	0.22	0.16	0.13



		2008 二零零八年 HK\$ million 百萬港元	2007 二零零七年 HK\$ million 百萬港元	2006 二零零六年 HK\$ million 百萬港元	2005 二零零五年 HK\$ million 百萬港元	2004 二零零四年 HK\$ million 百萬港元
Net current assets/(liabilities)	流動資產／(負債)淨額	1,833	5,938	787	137	(264)
Total equity	權益總額	11,582	13,385	3,840	2,122	1,597



CHAIRMAN'S STATEMENT

主席報告書



Chairman – Mr. Oei Tjie Goan
主席－黃志源先生

BUSINESS REVIEW

The year past has brought major economic pressure to bear on global markets. Now being referred to in some quarters as a global 'tsunami', the unfolding economic crisis originated in the United States but has quickly impacted on worldwide equity markets, while also directly hitting the banking sector.

China's economy had been riding high, but it slowed considerably during the year as the global economic crisis reduced overseas demand for its exports. This has directly affected the real estate market in China, traditionally sensitive to wider economic moods. Across the board we have seen construction projects slowing down, domestic demand for new properties dropping, and a general decline in property prices. HKC (Holdings) Limited ("HKC" or "the Company", with its subsidiaries, collectively, "the Group") has not been exempt from these trends, and our results for the year do show a significant decline compared with those for 2007.

One of the major reasons behind the net earnings decline was the need to adjust the fair value of the Group's properties in China to reflect the general fall in property prices. Given the China property markets are likely to improve, management believes a repetition of these substantial writeoffs is unlikely.

In addition to the property writeoffs, the Group had to register a non cash impairment loss on goodwill arising from the acquisition of Hong Kong Energy (Holdings) Limited ("HKE") (formerly known as J.I.C. Technology Company Limited), whose securities are listed on the main board of The Stock Exchange of Hong Kong Limited. With the world markets and oil prices declining sharply, sentiment towards alternative energy stocks like HKE also declined.

業務回顧

過去一年，全球市場須承受沉重經濟壓力。被形容為挾「海嘯」之勢橫掃全球之經濟危機源自美國，但迅即蔓延全球股市，同時直接衝擊銀行業。

中國經濟持續起飛，但年內已大幅放慢發展步伐，乃因全球經濟危機令海外市場對中國出口貨品之需求下降所致。此情況直接影響一向對宏觀經濟氣氛反應敏感之中國房地產市場。整體而言，建築工程全面放緩，新落成物業之國內需求下降，以及樓價普遍下跌。香港建設(控股)有限公司(「香港建設」或「本公司」，連同其附屬公司合稱「本集團」)亦不能倖免，年度業績顯示較二零零七年大幅下滑。

盈利淨額減少，主要原因之一為須就反映樓價全面下跌而調整本集團中國物業之公平值。由於中國物業市場有望好轉，管理層認為不可能重現大幅撇賬之情況。

除為物業撇賬外，本集團須就收購在香港聯合交易所有限公司主板上市公司香港新能源(控股)有限公司(「香港新能源」)(前稱J.I.C. Technology Company Limited)而產生之商譽作非現金減值虧損撥備。由於全球股市及油價急遽下挫，投資者對香港新能源等替代能源股之入市意欲亦隨之減弱。

BUSINESS REVIEW (continued)

There were two other important factors in shaping the Group's results for the year. One was the need to provide the impairment loss related to the Group's ethanol project in Chongqing. Oil prices, and as a result, ethanol prices have declined sharply since the plant began operation, resulting in operating losses. The second was lower than expected traffic flow for the Group's toll road in Guilin. However, recently, we have seen clear signs that traffic flow in Guilin is improving as the government has encouraged more drivers to use the toll road.

THE GROUP'S BOOK VALUE PER SHARE REMAINS HIGH

Despite the earnings loss, and resulting decline in book value, the value of the Group's assets remains high in comparison to the Group's current market capitalization. The investment properties have a book value per share of HK\$0.31, the property development assets have a book value per share of HK\$0.73; the infrastructure assets have a book value per share of HK\$0.06. Below is a breakdown of the value of our assets.

業務回顧(續)

導致本集團本年度之業績倒退尚有兩個重要因素。其一為須就本集團在重慶之乙醇項目作出減值虧損撥備。自廠房投產後，油價以至乙醇價格大幅下降，導致出現經營虧損。其二為本集團桂林收費公路之交通流量較預期為低。然而，由於政府鼓勵更多駕駛人士使用該條收費公路，最近桂林交通流量有顯著改善。

本集團每股賬面值維持高企

儘管盈利減少導致賬面值下降，本集團之資產值仍高於本集團目前之市值。投資物業之每股賬面值為0.31港元，物業開發資產之每股賬面值為0.73港元；基建資產之每股賬面值為0.06港元。以下為本公司劃分之資產價值。

		Book Value 賬面值 HK\$ Million 百萬港元	Book Value/Share 每股賬面值 HK\$ 港元
Investment Properties ⁽¹⁾	投資物業 ⁽¹⁾	2,582.9	0.31
Properties Under Development ⁽²⁾	發展中物業 ⁽²⁾	6,027.5	0.73
Infrastructure & Alternative Energy	基建及替代能源	486.1	0.06
Others and unallocated	其他及未分配	(26.5)	(0.01)
Group's cash	集團現金	2,511.8	0.31
Total equity	權益總額	11,581.8	1.40

(1) Peninsula Beijing Hotel, Shenzhen Jingguang Centre, Shenzhen Shun Hing Square, Guangzhou Citic Plaza, Shenzhen South Ocean Centre, Hong Kong East Ocean Centre and Beijing Legation Quarter

(2) Shanghai North Bund, Tianjin Hongqi Nan Road, Tianjin Tuanbo Lake, Nanxun International Building Market Centre, Shenyang South Lake Park, Shenyang Nanjing Road, Jiangmen, Yangpu Jing Guang Garden, Shanghai Sichuan North Road

(1) 北京王府半島酒店、深圳京廣中心、深圳信興廣場、廣州中信廣場、深圳南海中心、香港東海商業中心及北京前門23號

(2) 上海北外灘、天津紅旗南路、天津團泊湖、南潯國際建材城、瀋陽南湖公園、瀋陽南京路、江門、洋浦金港花園、上海四川北路

ACHIEVEMENTS

Despite the tough economic conditions of the year past, the Group successfully completed some projects and neared completion of others. Presales or operating revenues from these have begun to contribute to our bottom line. For example, our development of a complex of approximately 207,628 square metres to centralize suppliers of furniture and building materials in the Nanxun Economic Development District in Huzhou City, Zhejiang Province, is now at the final stages of construction, with advanced rentals and pre-sales beginning in late 2008. In Heilongjiang, the Group's large wind farms are in full operation and generating revenues. Although the wind resources were lower than expected, the Group is reviewing the situation and is exploring ways to better take advantage of the available wind resources. Meanwhile, in Shandong, our waste-to-energy plant is also up and running, and in Guilin our toll road has started full operations.

Furthermore, the Group has been selected as a constituent stock in the Hang Seng Composite Index, Hang Seng Mainland Composite Index, Hang Seng Composite Industry Index – Properties & Construction, Hang Seng Freefloat Composite Index and Hang Seng Mainland Freefloat Index, effective from 15th October 2008. This serves as a recognition of the Group's rapid progress as a major China property developer, but also indicates its increasing importance to the Hong Kong stock market.

OUTLOOK

China's key challenge for 2009 is to achieve a healthy growth rate of at least 8% for its economy. The global recession will not make this easy, but the Chinese government has spurred growth with its announcement of an RMB4 trillion stimulus package to boost economic expansion. In addition, the government is also offering tax deductions for companies purchasing certain local fixed assets such as machinery.

The Group is very positive about the potential of this government package, and we believe we will start seeing its effects mainly in the second half of 2009. Our own industry flourishes when domestic spending is strong. The stimulus package should encourage that by its massive investment in infrastructure, which will create more jobs and boost spending. Besides this, analysts are expecting the government to consider making further cuts in the lending rate and the cash reserve ratio to stimulate domestic spending. These are moves that, if implemented, are also likely to lead to a faster recovery of China's property market.

The Group is well positioned to take advantage of the normal property cycle. HKC has been more conservative in acquiring land bank without leveraging up its balance sheet. Most of its major projects are only at the beginning stages of the development process, and will not be completed until 2010-13. At that point, HKC anticipates that the mainland property markets will be much stronger, resulting in greater receptivity for our property launches.

成就

儘管去年經濟狀況嚴峻，本集團仍成功完成部分項目，其他項目亦接近完成。來自此等項目之預售或營運收入為本集團帶來盈利貢獻。舉例來說，本集團在浙江省湖州市南潯經濟開發區開發雲集傢俱及建材供應商之綜合中心，該中心佔地約207,628平方米，工程現已接近尾聲，且於二零零八年底展開招租及預售活動。在黑龍江，本集團之大型風力發電場已全面投產，並為本集團帶來收入。儘管風力資源較預期少，本集團正檢討形勢，並設法善用現有風力資源。與此同時，本集團在山東之垃圾發電廠亦已開始營運，而本集團在桂林之收費公路已開始全面投入營運。

此外，本集團獲納入恒生綜合指數、恒生中國內地綜合指數、恒生綜合行業指數—物業及工程、恒生流通綜合指數及恒生中國內地流通指數之成份股，自二零零八年十月十五日起生效。此乃本集團迅速發展為中國主要物業發展商之一項肯定，亦標誌著本集團在香港股票市場之地位日益重要。

展望

於二零零九年，中國之主要挑戰為確保其經濟平穩增長最少8%。要在全球經濟衰退下達成「保八」目標並非易事，惟中國政府已宣佈推出人民幣四萬億元之刺激經濟方案促進增長，推動經濟發展。此外，政府另為購買若干國產固定資產（如機器等）之公司推出減稅措施。

本集團非常看好此等政府方案之成效，相信將於二零零九年下半年開始奏效。當國內消費轉強時，本集團所屬行業亦會隨之興旺。刺激經濟方案透過大舉投資於基建項目創造更多職位及刺激消費，應可催生此有利形勢。除此之外，分析員預期政府將考慮進一步調低貸款利率及現金儲備比率，務求刺激國內消費。倘實施此等措施，可能令中國物業市場加快復甦。

本集團準備就緒，以在物業市場之正常循環週期中發揮優勢。香港建設在增購土地儲備方面更趨審慎，以不增加借貸比率為原則。本集團大部分大型項目僅處於開發初期，將於二零一零至一三年間方告落成。就現階段而言，香港建設預計內地物業市場將更為蓬勃，令本集團推出之物業更被廣泛接受。

OUTLOOK (continued)

The Group is particularly well positioned because, unlike many of its major competitors, we enjoy a low gearing ratio and are cash-rich. The Group's current gearing ratio is only 6.0%, excluding loans from minority shareholders. Moreover, there are no major debts that are coming due. Only HK\$399.0 million is due in 2009, HK\$303.8 million is due in 2010, HK\$2,508.2 million is due in 2011 and thereafter. Given the current cash is at HK\$2,511.8 million, HKC's balance sheet remains strong.

This puts us in an ideal position to grasp the many opportunities at the right time when the market rebounds. While we intend to be cautiously picking projects that have significant merit, our cash on hand is sufficient to support our requirements for working capital, as well as to cover the initial development costs of a number of projects. Backed by major international shareholders, and with a strong financial base, the Group is braced to deal with the sharp challenges of the immediate future and move positively towards its long-term goals.

In the meantime, we are adopting a very prudent strategy to help us ride out the ongoing downturn. We are limiting capital expenditures by slowing down expansion and land acquisition to reflect the current environment, and are rigorously screening new potential projects to make sure that only the best and most robust are pursued.

We are also looking to cut costs where possible, which may include developing Grade A properties at lower construction costs in certain places where the Group owns high-grade land bank such as Shanghai, Tianjin and Shenyang. Elsewhere, certain projects are being postponed or rescheduled to ensure that they eventually come on to the market at optimum times. Through measures such as these, we are embracing prudent policies to complement our low leverage and strong cash position, and put us in a strong position by comparison with many other property developers. I am positive that we can ride out the tough conditions that face us today and emerge stronger for the future.

ACKNOWLEDGEMENTS

On behalf of the Board, I would like to express my sincerest thanks to each of our business partners, employees, management and shareholders for their dedication and support, so critical to the long-term growth of the Group.

OEI Tjie Goan
Chairman

Hong Kong, 15th April 2009

展望(續)

本集團特別較其大部分主要競爭對手優勝之處，在於本集團之資產負債比率偏低及現金充裕。在剔除少數股東貸款後，本集團之資產負債比率僅為6.0%。此外，並無即將到期之重大債務。僅399,000,000港元、303,800,000港元及2,508,200,000港元分別於二零零九年、二零一零年及二零一一年或之後到期。由於流動現金為2,511,800,000港元，香港建設維持穩健資產負債狀況。

此狀況令本集團處於理想位置，可適時把握市場反彈帶來之商機。雖然本集團有意精挑細選具有重大發展價值之項目，但手頭現金仍然充裕，足可應付營運資金需求及多個項目之初期開發成本。在主要國際股東的支持下，加上穩固之財務基礎，本集團可應付短期內出現之艱鉅挑戰，且積極邁向長遠目標。

與此同時，本集團採取非常審慎之策略，有助帶領集團走出持續低迷之困境。本集團因應現時環境，透過暫緩擴充業務及收購土地來限制資本開支，並積極篩選具潛力之新項目，確保所選均為最優秀及最有作為的項目。

此外，本集團預期在可行情況下調低成本，包括在上海、天津及瀋陽等本集團擁有優質土地儲備之地區以較低建築成本發展甲級物業。至於其他地區方面，若干項目須押後發展或重訂發展時間表，確保項目最終在適當時機推出市場。透過此等措施，本集團貫徹審慎政策以配合其低負債水平及雄厚現金，令本集團處於較其他物業發展商有利之位置。本人有信心，本集團定能安渡現時所面對之困境，日後以更強姿態出現。

致謝

承蒙各業務夥伴、僱員、管理層及股東努力不懈及鼎力支持，對本集團之長遠發展至為重要，本人謹此代表董事會衷心感謝。

黃志源
主席

香港，二零零九年四月十五日

MANAGEMENT DISCUSSION & ANALYSIS

管理層討論及分析

CEO – Mr. Eric Oei
行政總裁 – 黃剛先生



FINANCIAL REVIEW

During the twelve months under review, turnover for the year ended 31st December 2008 amounted to HK\$294.7 million, a decrease of 58.3% over turnover of HK\$706.1 million for 2007. Meanwhile, gross profit for the year of HK\$52.1 million also represented a decrease over gross profit of HK\$102.7 million in the previous year. Net loss attributable to equity holders of the Company amounted to HK\$2,646.0 million for the year under review, whereas net profit in 2007 was HK\$834.6 million. The turnaround in results for 2008 arose from the downturn in the property market in the Mainland China and unprecedented volatility across global financial markets. Basic loss per share amounted to HK32.5 cents, compared with basic earnings per share in 2007 of HK15.8 cents.

The decline in results for the year under review as compared with 2007 can be attributed to four main factors:

- (1) a decrease in fair value of the Group's investment properties and properties under development in Hong Kong and the PRC;
- (2) an impairment loss on goodwill in relation to the Group's investment in Hong Kong Energy (Holdings) Limited, a subsidiary of the Company whose securities are listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange");
- (3) an impairment loss on concession rights and certain assets in relation to the Group's toll road project in Guilin, the PRC. This arose from lower than expected traffic volumes on the road as it has taken more time than expected for drivers to realize the cost and time savings of using the new road; and
- (4) an impairment loss on goodwill and certain fixed assets related to the Group's ethanol project in Chongqing, the PRC, as a result of the recent significant drop in ethanol prices.

財務回顧

於回顧十二個月期間內，截至二零零八年十二月三十一日止年度之營業額為294,700,000港元，較二零零七年之營業額706,100,000港元下降58.3%。年內毛利為52,100,000港元，亦較上年度之毛利102,700,000港元下降。回顧年內，本公司股東權益持有人應佔虧損淨額為2,646,000,000港元，而二零零七年則有純利834,600,000港元。二零零八年業績逆轉乃由於中國內地物業市場不景氣及全球金融市場出現前所未有的波動所致。每股基本虧損為32.5港仙，而二零零七年則錄得每股基本盈利15.8港仙。

回顧年度業績較二零零七年下降可歸因於以下四大因素：

- (1) 本集團在香港及中國之投資物業以及發展中物業之公平值減少；
- (2) 本集團於香港新能源(控股)有限公司(本公司之附屬公司，其證券於香港聯合交易所有限公司(「聯交所」)主板上市)之投資出現商譽減值虧損；
- (3) 本集團在中國桂林之收費公路項目之特許權及若干資產出現減值虧損。此乃由於讓駕駛者瞭解到使用新公路可節省金錢及時間需要的時間較預期為長，令公路交通流量較預期少；及
- (4) 由於乙醇價格近日大幅下跌，故本集團在中國重慶之乙醇項目商譽及若干固定資產減值虧損。

FINANCIAL REVIEW (continued)

Liquidity and Financial Resources

As at 31st December 2008, the Group's total borrowings (excluded loans from minority shareholders) amounted to HK\$3,211.0 million, representing a rise of 18.5% when compared with the equivalent figure of HK\$2,710.2 million as at 31st December 2007. Total borrowings as at 31st December 2008 included Hong Kong Dollar borrowings of HK\$59.8 million (2007: HK\$63.0 million) and Renminbi borrowings equivalent to HK\$3,151.2 million (2007: HK\$2,647.2 million).

The maturity dates for most of the Group's outstanding borrowings are spread over the next five years, with HK\$399.0 million repayable within one year or on demand, HK\$1,334.5 million repayable within two to five years, and HK\$1,477.5 million repayable after five years.

All of the Group's outstanding borrowings take the form of interest-bearing loans, with interest rates fixed at market prices.

As at 31st December 2008, the Group had restricted cash of HK\$674.9 million (2007: HK\$1,508.9 million) and unrestricted cash and cash equivalents amounting to HK\$1,836.9 million (2007: HK\$4,416.0 million).

The Group did not use financial instruments for financial hedging purposes during the year under review.

The Group will continue its efforts to create an optimum financial structure that best reflects the long-term interests of its shareholders, and will actively consider a variety of alternative sources of funding to finance future investments.

Details of Charges in Group Assets

During the year under review, the Group and certain of its subsidiaries had charged certain properties worth HK\$2,339.6 million (2007: HK\$1,815.6 million) as security for bank and other loans.

Gearing Ratio

The Group's gearing ratio as at 31st December 2008 was 6.0%, compared with the net cash position of approximately HK\$3,214.7 million as at 31st December 2007. This ratio represents total borrowings (excluding loans from minority shareholders) less cash and cash equivalents (including restricted cash) divided by total equity.

Contingent Liabilities

The Group had contingent liabilities in respect of a housing facility fund for a property held in the PRC. Details are set out in Note 41 to the consolidated financial statements.

財務回顧(續)

流動資金及財務資源

於二零零八年十二月三十一日，本集團之借款總額(不包括應付少數股東貸款)為3,211,000,000港元，較於二零零七年十二月三十一日之2,710,200,000港元增加18.5%。於二零零八年十二月三十一日之借款總額包括港元借款59,800,000港元(二零零七年：63,000,000港元)及相當於3,151,200,000港元(二零零七年：2,647,200,000港元)之人民幣借款。

本集團大部分尚未償還借款於未來五年內到期，其中399,000,000港元須於一年內或應要求償還，1,334,500,000港元須於二至五年內償還，而1,477,500,000港元則須於五年後償還。

本集團所有未償還借款均屬計息貸款，利息按市場利率釐定。

於二零零八年十二月三十一日，本集團有受限制現金674,900,000港元(二零零七年：1,508,900,000港元)及無限制現金及現金等價物1,836,900,000港元(二零零七年：4,416,000,000港元)。

回顧年內，本集團並無利用金融工具作財務對沖用途。

本集團將繼續致力建立最佳財務結構，以有效反映股東之長遠利益，並積極考慮各類融資方法為日後投資項目籌集資金。

本集團資產抵押詳情

回顧年內，本集團及其若干附屬公司將總值2,339,600,000港元(二零零七年：1,815,600,000港元)之物業作為銀行及其他貸款之抵押。

負債資本比率

本集團於二零零八年十二月三十一日之負債資本比率為6.0%，而於二零零七年十二月三十一日之現金淨額狀況約為3,214,700,000港元。此比率為借款總額(不包括少數股東貸款)減現金及現金等價物(包括受限制現金)除權益總額之比率。

或然負債

本集團就在中國持有一項物業產生的房屋公用設施專用基金承擔或然負債。有關詳情載於綜合財務報表附註41。

BUSINESS REVIEW

Property Investment, Development and Management

The Group holds a property investment portfolio made up of premium commercial and residential developments in Shenzhen, Guangzhou and Beijing. These continued to provide the Group with a steady stream of rental revenue across the year. The Group also holds interests in the Peninsula Beijing Hotel in Beijing.

During the first half of 2008, the Group acquired a 60% equity interest in Shanghai Guangtian Real Estate Development Company Limited, at an aggregated consideration of approximately RMB1.5 billion (equivalent to approximately HK\$1.7 billion). This company is principally engaged in developing a 26,820 sq. m. site at No. 4 Sichuan North Road in the Hongkou District of Shanghai. The site will be developed into an integrated commercial-retail complex consisting of two office buildings and a ground-level shopping arcade, and will have an above-ground floor area of approximately 164,420 sq.m. The Group is currently doing design work on the project, and working with the government to obtain the necessary approvals.

In March 2008, the Group entered into an agreement with CB Richard Ellis Strategic Partners Asia II, LP ("CBRE"), a wholly-owned subsidiary of CB Richard Ellis Group, Inc. The agreement involved the Group transferring to CBRE an interest in its property development project at Hong Qi Nan Road, Nankai District in Tianjin, at a consideration of US\$42.2 million (equivalent to approximately HK\$329.2 million). This site was obtained as a swap for another piece of land next to Tianjin's Olympic Sports Centre, made with the government authority of Tianjin Municipality. The site at Hong Qi Nan Road occupies an area of approximately 77,961 sq.m. and will be developed into a commercial property consisting of serviced and regular apartments.

The Group is also in the final stages of constructing its centralized site for suppliers of furniture and building materials in Huzhou City. The complex stands on a 207,628 sq.m. site in the Nanxun Economic Development District in Huzhou City, Zhejiang Province. The Group is currently accepting advance bookings for rentable properties and conducting pre-sales of the saleable part.

業務回顧

物業投資、發展及管理

本集團持有之物業投資組合由在深圳、廣州及北京之多項優質商住物業發展項目所組成。年內，該等投資物業繼續為本集團帶來穩定之租金收入來源。本集團亦持有北京王府半島酒店之權益。

於二零零八年上半年，本集團收購上海廣田房地產開發有限公司60%股本權益，合共代價約人民幣1,500,000,000元（約相當於1,700,000,000港元）。該公司主要業務為發展一幅位於上海市虹口區四川北路4號佔地26,820平方米之地盤。該地盤將發展為一項包括兩幢辦公室大樓及地面樓層購物商場之綜合商業零售項目，地面以上樓層之建築面積約為164,420平方米。本集團現正進行該項目之設計工作，並向政府申領所需批文。

於二零零八年三月，本集團與CB Richard Ellis Group, Inc.之全資附屬公司CB Richard Ellis Strategic Partners Asia II, LP（「CBRE」）訂立一份協議。該協議涉及由本集團向CBRE轉讓其於天津南開區紅旗南路之物業發展項目權益，代價為42,200,000美元（約相當於329,200,000港元）。此地塊乃透過以另一幅毗鄰天津奧林匹克體育中心之土地與天津市政府進行交換而取得。該幅位於紅旗南路之地塊佔地約77,961平方米，將發展為由酒店式和普通公寓組成之商業物業。

本集團在湖州市興建之傢俱及建材供應商綜合大樓已屆最後階段。該綜合大樓位於浙江省湖州市南潯經濟開發區，佔地207,628平方米。本集團現正就可出租物業預先辦理租務安排，並預售可出售部份。

BUSINESS REVIEW (continued)

Alternative Energy

In the first half of 2008, the Group completed the acquisition of 74.99% of the issued share capital in Hong Kong Energy (Holdings) Limited (formerly known as J.I.C. Technology Company Limited), a company listed on the main board of the Stock Exchange of Hong Kong. The Group intends to channel any new investment in the alternative energy businesses through HKE, making it the principal vehicle for wind power, biofuel and biomass projects. This strategic move will help secure long-term funding for expanding and developing high-potential projects.

For practical reasons, however, certain alternative energy projects remain under the umbrella of HKC for the time being. These include the Group's two 30MW wind power stations in Heilongjiang, where construction was completed and electricity began to be generated from late 2007.

Another alternative energy project under the wing of HKC is the Group's waste-to-energy plant, a joint venture with the China National Environmental Protection Corporation, a wholly-owned subsidiary of China Energy Conservation Investment Corporation ("CECIC"). Located in Shandong, China, the 25 MW capacity plant has begun operation and is generating revenue. The Group owns a 40% share, and CECIC owns the remaining 60%. Besides earning revenue from the generation of electricity, the plant is also earning revenue from fees for garbage treatment from the Linyi municipal government, trading within the Clean Development Mechanism, and the sale of ash-based materials. In the

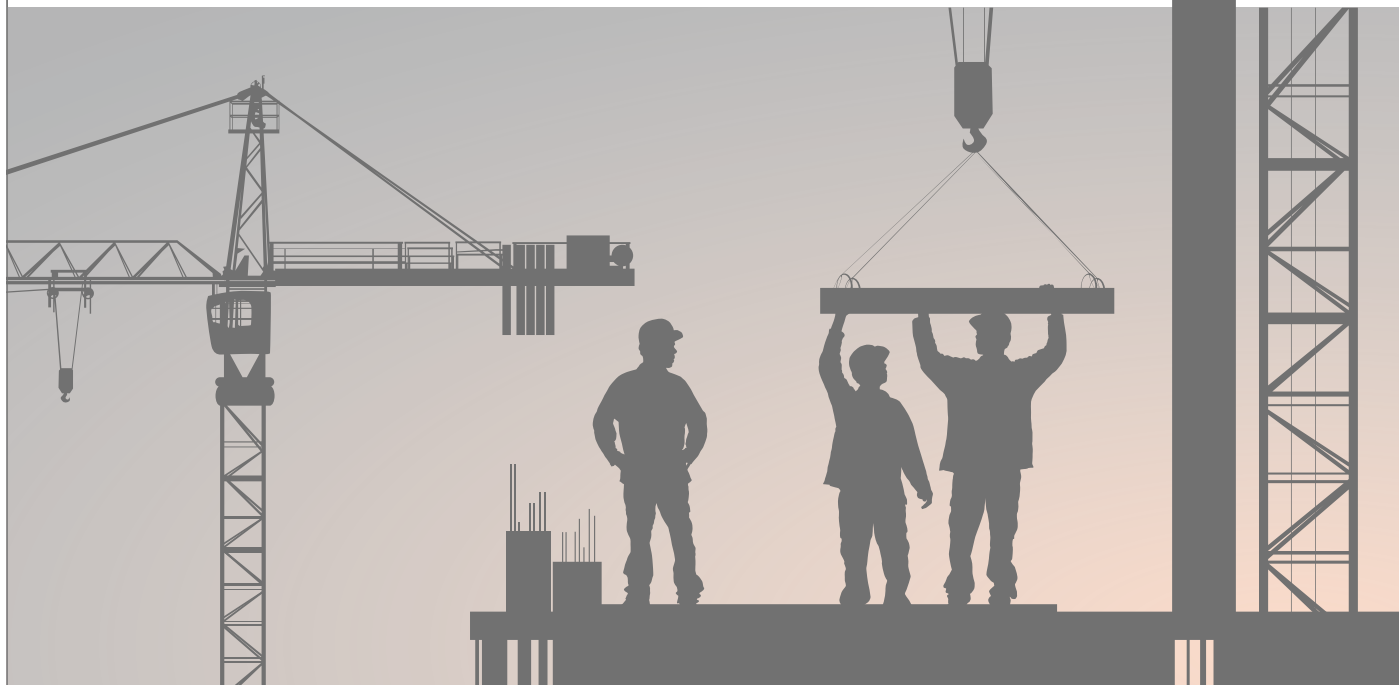
業務回顧(續)

替代能源

於二零零八年上半年，本集團完成收購香港新能源(控股)有限公司(前稱J.I.C. Technology Company Limited，為香港聯交所主板上市公司)已發行股本74.99%。本集團有意透過香港新能源進行替代能源業務之任何新投資，使其主力經營風力發電、生物燃料及生物質發電項目。此項策略部署將有助確保獲得長期資金供擴展及發展深具潛力之項目。

然而，基於實際理由，現時若干替代能源項目仍以香港建設之名義進行，包括本集團兩個位於黑龍江之30,000千瓦特風力發電廠，有關工程已經完成，而發電廠於二零零七年底開始發電。

另一項以香港建設名義進行之替代能源項目為本集團之垃圾發電廠，此乃與中國節能投資公司(「中節能」)之全資附屬公司中國環境保護公司經營之合營公司。該所產能為25,000千瓦特之發電廠位於中國山東省，已開始營運，並已產生收益。本集團及中節能分別擁有合營公司之40%及餘下60%權益。除發電賺取之收益外，該發電廠亦從臨沂市政府所收取



BUSINESS REVIEW (continued)**Alternative Energy (continued)**

first trial year, profits were lower than expected as high coal prices resulted in higher than expected costs. The boiler has now been modified so that less coal will be needed to produce power, and should result in an improvement in profitability.

Alternative energy projects under HKC and HKE have been depicted as below:

業務回顧(續)**替代能源(續)**

垃圾處理費、按照清潔能源發展機制進行交易及銷售灰基原料產生收益。在試產首年，由於煤炭價格上漲導致成本較預期為高，故溢利低於預期。鍋爐現已進行改裝，以減少發電所需之煤炭用量，從而提高盈利能力。

香港建設及香港新能源進行之替代能源項目如下：

Projects 項目	Type of energy 能源種類	Shareholding (%) 股權 (%)	Capacity (MW) 產能 (千瓦特)	Wind Turbine Arrangement 風機安排	Expected Commercial Operation 預期投入商業營運	Under 負責公司
Lunaobao, Hebei Province 河北省綠腦包	Wind power 風力發電	30%	100.5 MW 100,500千瓦特	67 sets of 1,500kW wind turbines 67 台1,500千瓦特風機	2010 二零一零年	HKE 香港新能源
Siziwang Qi Phase 2, Inner Mongolia 內蒙古四子王旗第二期	Wind power 風力發電	100%	49.5 MW 49,500千瓦特	33 sets of 1,500kW wind turbines 33台1,500千瓦特風機	2010 二零一零年	HKE 香港新能源
Mudanjiang, Heilongjiang 黑龍江牡丹江	Wind power 風力發電	86%-86.6%	2 x 30 MW 2 x 30,000千瓦特	70 sets of 52V/850kW wind turbines 70台52伏特/850千瓦特風機	September 2007 二零零七年九月	HKC 香港建設
Danjinghe, Hebei 河北單晶河	Wind power 風力發電	40%	200 MW 200,000千瓦特	A combination of 750kW, 800kW and 1,500kW wind turbines 750千瓦特、800千瓦特及1,500千瓦特風機組合	January 2009 December 2009/ December 2010 二零零九年一月/ 二零零九年十二月/ 二零一零年十二月	HKC 香港建設
Chongma. Phase I, Gansu Province 甘肅省昌馬第一期	Wind power 風力發電	40%	201 MW 201,000千瓦特	134 sets of 1,500kW wind turbines 134台1,500千瓦特風機	2010 二零一零年	HKC 香港建設
Siziwang Qi Phase 1, Inner Mongolia 內蒙古四子王旗第一期	Wind power 風力發電	100%	49.5 MW 49,500千瓦特	33 sets of 1,500kW wind turbines 33台1,500千瓦特風機	4Q.2009 二零零九年第四季度	HKC 香港建設
Linyi, Shangdong Province 山東省臨沂	Waste-to-energy 垃圾發電	40%	Electricity Generation – 25 MW Domestic Garbage Handling – 800 tonnes per day 發電量 – 25,000千瓦特 住宅垃圾處理量 – 每日 800噸		September 2007 二零零七年九月	HKC 香港建設

BUSINESS REVIEW (continued)

Infrastructure

Located in the Yangpu Economic Development Zone in Hainan, the Group's water supply plant continued to generate good returns. The plant is the sole supplier of raw water for industrial use in the area, so remains in an excellent position for achieving reliable long-term revenues. Recently, the Group entered into a supplemental agreement with the plant's largest customer, Jinhai Paper Pulping Industrial Company Limited, for a further three years of water supply.

The Group's Build-Operate-Transfer ("BOT") toll road project in Guilin, linking up with China's Western Expressway, has now been completed and is in full operation. In the earlier months, traffic flow has been disappointing. However, traffic flow has been steadily increasing this year, particularly as the government has been supportive in encouraging drivers to use the highway. As the economy rebounds, and as travelers become more accustomed to the new highway, traffic volumes on the toll road are expected to rise.

Construction

The Group is carrying out drainage improvements in the Tuen Mun and Sham Tseng areas of Hong Kong, under a contract from the Drainage Services Department of the HKSAR government worth approximately HK\$68.3 million.

OUTLOOK

Property Investment, Development and Management

Given the current market situation, the Group intends to focus for the time being on completing its range of existing projects. Land acquisition will be a lower priority while the market remains unsettled.

However, the Group's strong financial position means that it can remain open to acquiring distressed properties at good prices, should such opportunities arise. On the other hand, if development opportunities arise that require immediate cash injections, the Group may consider selling certain of its non-core investment properties as a way of raising the requisite cash.

業務回顧(續)

基建

本集團位於海南洋浦經濟開發區之供水廠繼續帶來理想回報。該供水廠為區內唯一工業用原水供應商，故在賺取長遠可靠收益上仍處於有利地位。最近，本集團與該供水廠最大客戶海南金海漿紙業有限公司訂立補充協議，延續供水三年。

本集團於桂林進行連接西部高速公路之「建設－營運－轉讓」收費公路項目現已竣工，並已全面投入服務。在初期數個月，交通流量較預期少。然而，今年交通流量已見穩步上升，特別是得到政府支持，鼓勵駕駛人士使用該高速公路。隨著經濟復甦及旅遊人士愈來愈習慣使用該段新高速公路，預期該收費公路之交通流量將會上升。

建築

本集團目前正根據香港特區政府渠務署批出價值約68,300,000港元之合約於香港屯門及深井區進行渠道改善工程。

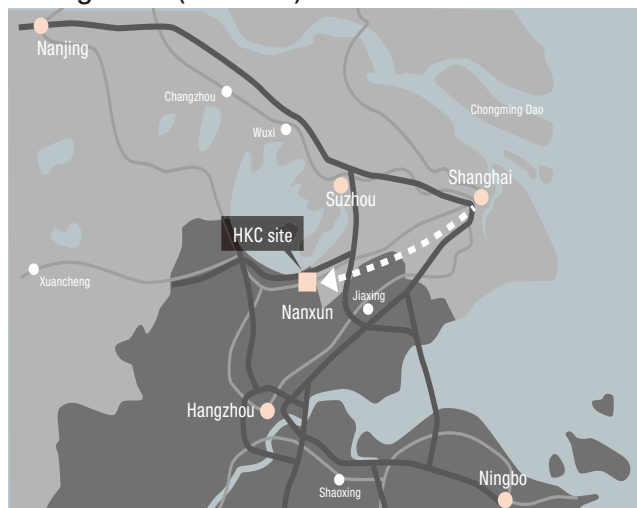
前景

物業投資、發展及管理

鑑於目前市況，本集團有意暫時專注於完成現有之項目。由於市場依然不穩定，收購土地將不在優先考慮之列。

然而，本集團財務狀況穩健，故不排除把握機會以低價購入斷供物業。此外，倘有發展商機急需注資，本集團或會考慮出售若干非核心投資物業，以籌集所需資金。

OUTLOOK (continued) Property Investment, Development and Management (continued)



Map of Nanxun Zhejiang China
浙江省南潯地圖

Certain projects planned for the coming year will go ahead as scheduled. The Group's Nanxun project will be completed in the first half of this year. Preleasing and presales have already begun. Construction of a major project in Hongkou in Shanghai has begun. This follows the Group's increase in its shareholding in Shanghai Jingang North Bund Real Estate Company Limited from 10% to 25%. The Company will develop a complex comprising a hotel, shopping mall and office premises on a 56,670 sq.m. site situated along the north side of Shanghai's International Cruise Terminal.

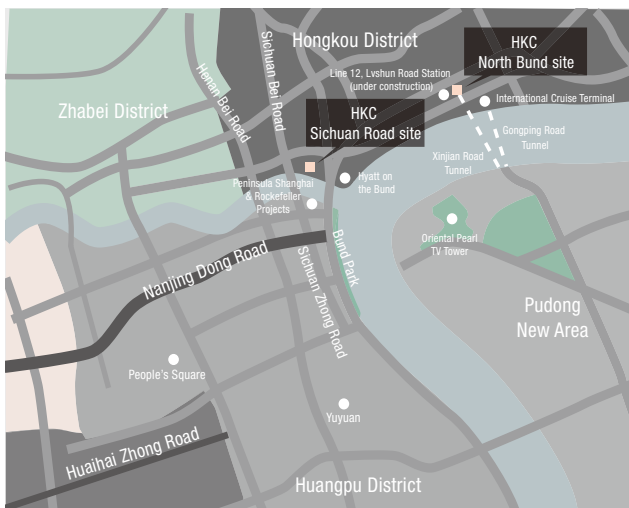
Construction of HKC's residential property project at Hong Qi Nan Road, in Tianjin's Nankai District, is estimated to begin in 3Q 2009, with presales targeted for the end of 2010. The government has expressed strong support for the project, designating it as one of Nankai District's most important projects.



Map of Tianjin
天津地圖

In Shenyang, construction is expected to begin this year on an office building on a commercial site located at the centre of Nanjing North Road in Heping District. Before beginning construction, HKC is exploring the possibility of acquiring an adjacent piece of land. The combined site area would further increase returns on the project.

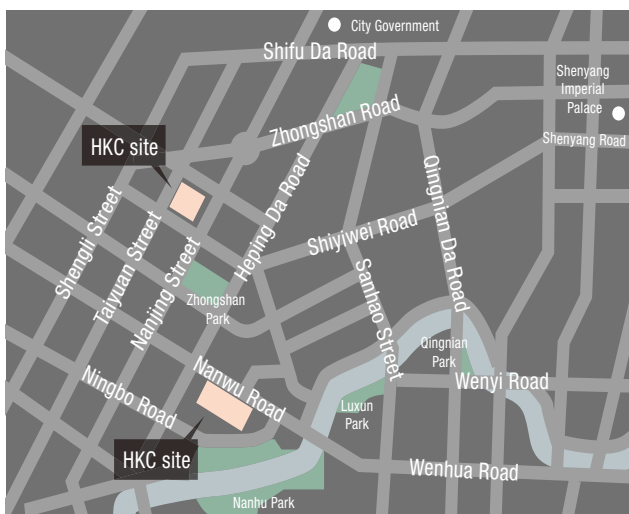
前景(續) 物業投資、發展及管理(續)



Map of Shanghai
上海地圖

計劃於來年展開之若干項目將如期進行。本集團之南潯項目將於今年上半年竣工，並已展開預租及預售工作。在上海虹口區之大型項目已經動工興建，此乃本集團於上海金港北外灘置業有限公司之股權由10%增至25%後開展之項目。本公司將在上海國際客運中心以北一幅面積為56,670平方米之地皮發展為包羅酒店、購物中心及辦公室物業之綜合項目。

香港建設於天津南開區紅旗南路住宅物業項目之建築工程預計於二零零九年第三季度展開，並訂於二零一零年底開始預售。政府已表示鼎力支持該項目，指定為南開區最重要項目之一。



Map of Shenyang
瀋陽地圖

瀋陽方面，位於和平區南京北路心臟地帶商業地塊之辦公室大樓可望於今年動工興建。施工前，香港建設正研究收購鄰近一幅土地之可行性。兩幅土地合共提供之地盤面積將進一步增加該發展項目之回報。

OUTLOOK (continued)

Property Investment, Development and Management (continued)

However, reflecting the Group's conservative stance, HKC has decided to slow down the pace of development of some of its projects. The lake reclamation for the Group's Tuanbo Lake property project in Tianjin, along the eastern shore of Tuanbo Lake in Jinhai County has been delayed, and will now begin in 2009 instead of 2008.

Similarly, construction on the Shenyang Ningbo Road residential project has been delayed until 2010. Completion of the relocation of residents has been delayed to summer of 2009. Therefore, no major capital expenditures will be incurred for 2009.

Alternative Energy

For practical reasons, a number of alternative energy projects remain within HKC despite the acquisition of HKE during the year. As time goes on, the Group will look into options for further restructuring its alternative energy projects, with the aim of generating operating synergies and similar benefits.

One of the alternative energy projects with which HKC is involved is its joint venture with the CECIC. This joint venture has been set up to invest in, construct and operate a 200MW capacity wind power plant in Hebei Province. Total investment in the project will amount to approximately RMB1.6 billion, with the Group and CECIC contributing 40% and 60% of the registered capital respectively. The first phase of this windfarm was completed early this year, and is now generating revenues. Early indications are that the wind resources are higher than initial projections. Another 50 MW of capacity will be completed by the end of 2009.

In July 2008, local government authorities accepted a joint tender submitted by the Group and CECIC for a wind power project in Jiuquan, Gansu Province. The Group and CECIC have established a joint venture that will invest in, construct and operate a wind power plant with a total of capacity of 201 MW. The Group and CECIC contributed 40% and 60% of the registered capital respectively for the project, with a total investment of approximately RMB1.7 billion (equivalent to approximately HK\$1.9 billion).

Another alternative energy project that will be launched soon is a first 49.5MW wind power plant in the Siziwang Qi area of Inner Mongolia in the PRC.

Employees

As at the end of December 2008, the Group's operations in Hong Kong and the Mainland China employed a total of approximately 400 employees. The Group also appoints technical and engineering consultants on contract terms for its ongoing construction projects. All employees are remunerated according to the nature of their jobs, their individual performances, the Group's overall performance, and prevailing marketing conditions.

前景(續)

物業投資、發展及管理(續)

然而，為貫徹本集團之保守立場，香港建設已決定減慢其若干項目之發展步伐。本集團於天津市靜海縣團泊湖東岸一帶進行之天津團泊湖物業項目填湖工程已延期，現將於二零零九年展開，而非二零零八年。

同樣地，瀋陽寧波路住宅項目之建築工程亦延期至二零一零年。遷徙居民之工作已延至二零零九年夏季方能完成。因此，於二零零九年將不會產生重大資本開支。

替代能源

儘管年內收購香港新能源，惟基於實際理由，目前仍有數個替代能源項目由香港建設持有。日後，本集團將研究進一步重組其替代能源項目之方案，務求產生營運協同效益及類似裨益。

香港建設參與之其中一項替代能源項目，為其與中節能組成之合營公司。該合營公司專為在河北省投資、建造及營運一所產能為200,000千瓦特之風力發電廠而成立。該項目投資總額將約達人民幣1,600,000,000元，本集團及中節能分別對註冊資本出資40%及60%。此風力場第一期工程已於今年初完竣，現已產生收益。初步情況顯示風力資源多於初步預測。預計於二零零九年底，將能完成另外50,000千瓦特產能。

於二零零八年七月，本集團與中節能合作競投一項於甘肅省酒泉之風力發電項目，並獲當地政府部門接納。本集團與中節能已成立合營公司，該合營公司將投資、建造及經營總產能達201,000千瓦特之風力發電廠。本集團及中節能分別對項目註冊資本出資40%及60%，總投資額約為人民幣1,700,000,000元(約相當於1,900,000,000港元)。

另一項即將展開之替代能源項目為於中國內蒙古四子王旗發展首個49,500千瓦特風力發電廠。

僱員

截至二零零八年十二月底，本集團在香港及中國內地合共約有400名僱員。本集團亦以合約形式就持續建築項目委任技術及工程顧問。所有僱員薪酬按其職務性質、個別工作表現、本集團整體業績及現行市場狀況而釐定。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to good corporate governance principles and practices and its board of directors (the “Directors” or the “Board”) recognizes that it is essential to safeguard the interests of shareholders, customers and employees and uphold accountability, transparency and responsibility of the Company.

The Company has applied the principles and complied with the code provisions and certain recommended best practices set out in the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) during the year ended 31st December 2008, save for the deviations with considered reasons stated in the following relevant paragraphs.

BOARD OF DIRECTORS

Board Composition

The Company has at all time during the year ended 31st December 2008 maintained a balanced board with strong independent element. The Board currently comprises fourteen Directors with four Executive Directors and ten Non-executive Directors, three of whom are independent. Each Director possesses expertise and experience and provides checks and balances for safeguarding the interests of the Group and the shareholders as a whole. Biographical details of the Directors and their relationships, where applicable, are set out in pages 31 to 36 of this Annual Report.

During the year, 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. The independence of the Independent Non-executive Directors was assessed in accordance with the applicable Listing Rules. Each of the Independent Non-executive Directors has provided to the Company an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of them to be independent.

企業管治常規

本公司致力達致良好之企業管治原則及常規，而其董事會（「董事」或「董事會」）明白，有關原則及常規對保障股東、客戶及僱員之利益以及維持本公司問責性、透明度及責任方面攸關重要。

於截至二零零八年十二月三十一日止年度，本公司一直採納及遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「企管守則」）之守則條文及若干建議最佳常規，惟若干偏離情況除外，有關理由詳情載於下文相關段落。

董事會

董事會之組成

本公司於截至二零零八年十二月三十一日止年度全年維持平衡且極具獨立性之董事會。董事會目前由十四名董事組成，當中包括四名執行董事及十名非執行董事，其中三名為獨立非執行董事。各董事均具備專業知識及經驗，可收相互監督及平衡之效，以保障本集團及股東整體利益。董事之履歷詳情連同與彼等之關係（如適用），載於本年報第31至36頁。

董事會於整個年度均符合上市規則之規定，委任最少三名獨立非執行董事，當中最少一名為具備合適專業資格或會計或相關財務管理知識之獨立非執行董事。本公司根據適用上市規則評估獨立非執行董事之獨立性。本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。本公司認為，所有獨立非執行董事均為獨立人士。

BOARD OF DIRECTORS (continued)

Chairman and Chief Executive Officer

The roles of Chairman and Chief Executive Officer of the Company were exercised by two different individuals. Mr. Oei Tjie Goan is the Chairman and Mr. Oei Kang, Eric is the Chief Executive Officer (“CEO”) of the Company. Their responsibilities had been clearly set out and approved by the Board. The Board considers that this arrangement facilitates the execution of the Group’s business strategies and maximizes effectiveness of its operation. The Board shall nevertheless review its structure from time to time and it will consider the appropriate move to take should suitable circumstance arise.

Responsibilities of Directors

The Board is responsible for the leadership and control of the Group and is collectively responsible for promoting the success of the Group by directing and supervising the Group’s affairs and formulating business strategies with a view to maximizing its financial performance and shareholders’ value.

All newly appointed Directors are given comprehensive documentations of the business operations of the Group and regulatory and statutory requirements as director together with briefing meetings with senior executives of the Group. Directors are provided with continuous updates on the latest changes in the Listing Rules, corporate governance practices and other relevant laws and regulations and are encouraged to participate in continuous professional development seminars to update their knowledge for discharging directors’ responsibilities.

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

Delegation by the Board

The management, consisting of the Executive Directors of the Company along with other senior executives, is delegated with responsibilities for implementing the strategy and direction as adopted by the Board from time to time, and conducting the day-to-day operations of the Group. Executive Directors and senior executives meet regularly to review the performance of the businesses of various business units of the Group as a whole, co-ordinate overall resources and make financial and operation decision. The Board also gives clear directions as to their powers of management including circumstances where management should report back, and will review the delegation arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group.

董事會(續)

主席及行政總裁

本公司主席及行政總裁分別由兩名人士擔任，黃志源先生出任本公司主席，而黃剛先生則出任本公司行政總裁（「行政總裁」）。彼等之職責已清晰界定並獲董事會批准，董事會認為，此項安排有助執行本集團之業務策略及擴大發揮其營運效能。然而，董事會將不時檢討該結構，並將考慮在合適情況出現時作出適當變動。

董事責任

董事會負責本集團之領導及監控，透過指導及監督本集團事務及制定業務策略擴大財務表現及股東價值，共同負責推動本集團邁向成功。

所有新委任之董事均獲發有關本集團業務運作之全面文件，及作為董事之規管及法定規定，並與本集團高級行政人員進行簡報會議。董事獲持續提供有關上市規則、企業管治常規守則以及其他相關法例及規例之最新變動更新資料，本公司亦鼓勵彼等參與持續專業發展研討會，以更新彼等對履行董事職責之知識。

本公司已安排適當責任保險，以彌償本集團董事因企業活動產生之責任。本公司每年檢討保險範圍。

董事會之授權

管理層（包括本公司執行董事）連同其他高級行政人員，獲授權負責執行董事會不時採納之政策及方針，履行本集團日常業務。執行董事與高級行政人員定期會面，整體審閱本集團各業務單位之業務表現、調整整體資源以及作出財務及經營決定。董事會亦就管理權力提供清晰指引，包括管理層須作出匯報之情況，並定期檢討授權安排以確保該等安排符合本集團需求。

BOARD OF DIRECTORS (continued)

Nomination, Appointment and Re-election of Directors

All new appointment of Directors and nomination of Directors proposed for re-election at the annual general meeting are first considered by the Nomination Committee. The Nomination Committee will assess the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision. Details of the role and function as well as a summary of the work performed by the Nomination Committee are set out under the heading of "Nomination Committee" below.

In accordance with the Company's Bye-laws, the nearest one-third of the Directors shall retire from office by rotation but are eligible for re-election by shareholders at the annual general meeting provided that every Director is subject to retirement by rotation at least once every three years. New appointments to the Board are also subject to re-election by shareholders at the next following annual general meeting.

All Non-executive Directors of the Company were appointed with no specific term, but are subject to the aforesaid rotation requirement in the Bye-laws. The rotating Directors who are subject to retirement and re-election at the 2009 annual general meeting are set out on page 39.

Meetings of the Board and Board Committees

The Directors meet from time to time to discuss and exchange ideas on the affairs of the Company. The Board has set up five Board Committees, namely the Audit Committee, the Nomination Committee, the Remuneration Committee, the Steering Committee and the Investment Committee, for overseeing particular aspects of the Group's affairs.

董事會(續)

提名、委任及重選董事

所有新委任之董事及於股東週年大會候任重選之董事提名均先經由提名委員會初步考慮。提名委員會將按誠信、經驗、技能以及履行職責付出之時間及努力等標準評估候選人或在任人。提名委員會之建議將於其後提交董事會以作決定。提名委員會之角色及職能以及所履行工作之概要載於下文「提名委員會」一節。

根據本公司之公司章程細則，人數最接近三分之一之董事須於股東週年大會輪值退任，惟彼等符合資格獲股東重選連任，每名董事須至少每三年輪值退任一次。董事會之新委任董事亦須於下一屆股東週年大會由股東重選連任。

本公司全體非執行董事並無固定任期，惟須遵守上述公司章程細則之輪值退任規定。於二零零九年股東週年大會輪值退任及重選連任之董事載於第39頁。

董事會及董事委員會會議

董事不時舉行會議，以討論本公司事務及交換意見。董事會已成立五個董事委員會，分別為審核委員會、提名委員會、薪酬委員會、執行委員會及投資委員會，以監察本集團各項事務。

BOARD OF DIRECTORS (continued)
Meetings of the Board and Board Committees
(continued)

During the year, the following meetings of the Board, the Audit Committee, the Nomination Committee and the Remuneration Committee were held and the attendance of the individual Directors at these meetings is set out in the table below:

董事會(續)
董事會及董事委員會會議(續)

年內，董事會、審核委員會、提名委員會及薪酬委員會曾舉行下列會議，各董事於該等會議之出席情況載於下表：

		Number of meetings attended/held 已出席／舉行會議數目		
	Board 董事會	Audit committee 審核委員會	Remuneration committee 薪酬委員會	Nomination committee 提名委員會
Executive Directors 執行董事				
Mr. OEI Kang, Eric 黃剛先生	4/4	2/2 (Note 附註)	2/2 (Note 附註)	2/2 (Note 附註)
Mr. CHEN Libo 陳立波先生 (resigned on 30th September 2008) (於二零零八年九月三十日辭任)	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. NG Chi Man, Michael 吳志文先生 (resigned on 15th June 2008) (於二零零八年六月十五日辭任)	1/3	N/A 不適用	N/A 不適用	N/A 不適用
Mr. TSANG Sai Chung, Kirk 曾細忠先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. CHAN Kwok Fong, Joseph 陳國芳先生	4/4	2/2 (Note 附註)	N/A 不適用	N/A 不適用
Mr. TANG Sau Wai, Tom 鄧守偉先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. CHAU Wing Hing 周永興先生 (appointed on 15th June 2008 and resigned on 9th October 2008) (於二零零八年六月十五日獲委任及 於二零零八年十月九日辭任)	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. SHI Jihua 施繼華先生 (appointed on 15th June 2008 and resigned on 9th October 2008) (於二零零八年六月十五日獲委任及 於二零零八年十月九日辭任)	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Non-executive Directors 非執行董事				
Mr. OEI Tjie Goan 黃志源先生	0/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. WANG Jun 王軍先生 (resigned on 17th April 2008) (於二零零八年四月十七日辭任)	0/2	N/A 不適用	N/A 不適用	N/A 不適用
Mr. LI Xueming 李學明先生	0/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. XU Zheng 徐征先生	0/4	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Teresa YEN 閻孟琪女士	2/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. WAN Ming Sun 尹明山先生 (appointed on 1st February 2008) (於二零零八年二月一日獲委任)	2/3	N/A 不適用	N/A 不適用	N/A 不適用
Mr. LIU Guolin 劉國林先生	2/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. FAN Yan Hok, Philip 范仁鶴先生	4/4	2/2	1/2	1/2
Independent Non-executive Directors 獨立非執行董事				
Mr. CHUNG Cho Yee, Mico 鍾楚義先生	1/4	2/2	0/2	0/2
Mr. CHENG Yuk Wo 鄭毓和先生	4/4	2/2	2/2	2/2
Mr. Albert Thomas DA ROSA, Junior 羅凱栢先生	2/4	2/2	2/2	2/2

Note: The Executive Directors attended the relevant meetings as invitees.

附註：執行董事以受邀請人身分出席有關會議。

BOARD OF DIRECTORS (continued)

Meetings of the Board and Board Committees (continued)

Notices of not less than fourteen days are given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting. For other Board and committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are dispatched to the Directors or committee members at least 3 days before the meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When directors or committee members are unable to attend a meeting, they are advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting.

Minutes of the board meetings and committee meetings are recorded in sufficient detail the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each board meeting and committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. All Directors have access to the company secretary who is responsible for ensuring that the board procedures are complied with and advising the Board on compliance matters.

Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors set out in Appendix 10 to the Listing Rules (the "Model Code") as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries, all Directors confirmed that they have complied with the required standards set out in the Model Code during the year ended 31st December 2008.

The Company has also adopted a code for dealing in the Company's securities by relevant employees, who are likely to be in possession of unpublished price-sensitive information in relation to the securities of the Group, on no less exacting terms than the Model Code.

董事會(續)

董事會及董事委員會會議(續)

本公司就所有定期舉行之董事會會議發出不少於十四天通知，以向全體董事提供機會出席定期會議及將相關事項納入議程。就其他董事會及委員會會議而言，一般將會作出合理通知。應於舉行會議前最少三天向董事送交議程及董事會文件，以確保彼等擁有充足時間審閱該等文件並就會議作充份準備。倘董事或委員會成員未能出席會議，彼等將於會議舉行前得悉將予討論之事項以使彼等獲得機會向主席發表彼等之意見。

董事會及委員會會議之會議記錄均充分載列董事會及委員會所考慮事項之詳情及所達成之決策，包括董事之任何提問。各董事會及委員會會議之會議記錄草擬本於會議舉行日期後一段合理時間內寄交董事，以獲取意見。全體董事均可與公司秘書聯絡，公司秘書須負責確保已遵守董事會程序，並就合規事宜向董事會提供意見。

董事有權於履行彼等之職務時徵求獨立專業意見，費用由本公司承擔，彼等亦鼓勵個別聯絡及諮詢本公司高級管理層。

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載董事進行證券交易的標準守則(「標準守則」)作為有關董事進行證券交易之操守守則。經向全體董事作出具體查詢後，全體董事均確認，彼等於截至二零零八年十二月三十一日止年度一直遵守標準守則載列之規定標準。

本公司亦已採納相關僱員買賣本公司證券之守則，該等僱員可能擁有有關本集團證券之未公佈股價敏感資料。有關守則條款不會較標準守則寬鬆。

REMUNERATION COMMITTEE

The Company had established a Remuneration Committee with written terms of reference. The Remuneration Committee, chaired by an Independent Non-executive Director, comprises four members namely Mr. CHUNG Cho Yee, Mico, Mr. CHENG Yuk Wo, Mr. Albert Thomas DA ROSA, Junior and Mr. FAN Yan Hok, Philip, three of whom are Independent Non-executive Directors.

The Remuneration Committee is responsible for making recommendations to the Board on the Company's remuneration policy and structure for Directors and senior management, and reviewing their remuneration packages. In arriving at its recommendations, the Remuneration Committee will consult with the Chairman and/or the CEO whenever it thinks fit and take into consideration factors such as the remuneration paid by comparable companies, skill, knowledge, time commitment and responsibilities of Directors.

During the year, the Remuneration Committee held two meetings and reviewed, inter alia, the remuneration policy and structure of the Company, the performance-based remuneration, the Directors' fees and the remuneration of the newly appointed Directors. No Director was involved in deciding his own remuneration at the meetings of the Committee. The attendance records of each member are set out on page 23. Details of the Directors' remuneration for the year are set out in Note 11 to the consolidated financial statements.

NOMINATION COMMITTEE

The Company had established a Nomination Committee with written terms of reference. The Nomination Committee, chaired by an Independent Non-executive Director, comprises four members namely Mr. CHUNG Cho Yee, Mico, Mr. CHENG Yuk Wo, Mr. Albert Thomas DA ROSA, Junior and Mr. FAN Yan Hok, Philip, three of whom are Independent Non-executive Directors. The Nomination Committee held two meetings during the year, the attendance details of each member are set out on page 23.

The Nomination Committee is responsible for reviewing the structure, size and composition of the Board, identifying suitable candidates for directorship, assessing the independence of Independent Non-executive Directors, and making recommendations to the Board regarding any proposed appointment or re-appointment.

薪酬委員會

本公司已成立薪酬委員會，並制訂其書面職權範圍。薪酬委員會由一名獨立非執行董事擔任主席，包括四名成員鍾楚義先生、鄭毓和先生、羅凱栢先生及范仁鶴先生，其中三名為獨立非執行董事。

薪酬委員會負責就本公司董事及高級管理層之薪酬政策及結構向董事會作出推薦建議，以及審閱彼等之薪酬組合。於達致其建議時，薪酬委員會於其認為合適時諮詢主席及／或行政總裁，並考慮可比較公司所支付薪酬、董事之技術、知識、所付出時間及職責等因素。

年內，薪酬委員會曾舉行兩次會議，以檢討(其中包括)公司薪酬政策及結構、表現掛鉤薪酬、董事袍金及新委任董事之薪酬。董事概無於委員會會議參與釐定彼本身之薪酬。各成員之出席記錄載於第23頁。年內董事薪酬詳情載於綜合財務報表附註11。

提名委員會

本公司已成立提名委員會，並制訂其書面職權範圍。提名委員會由一名獨立非執行董事擔任主席，包括四名成員鍾楚義先生、鄭毓和先生、羅凱栢先生及范仁鶴先生，其中三名為獨立非執行董事。提名委員會於年內曾舉行兩次會議，各成員之出席詳情載於第23頁。

提名委員會負責檢討董事會結構、規模及組成；物色適合擔任董事之候選人；評估獨立非執行董事之獨立性；以及就任何建議委任或重選連任向董事會作出建議。

NOMINATION COMMITTEE (continued)

During the year, the work performed by the Nomination Committee includes the following:

- reviewing the structure, size and composition of the Board;
- assessing the independence of Independent Non-executive Directors;
- assessing the qualification and experience of new candidates for directorships and making recommendations to the Board on matters relating to the appointment of directors.

AUDIT COMMITTEE

The Company had established an Audit Committee with written terms of reference which have been updated from time to time to align with the code provisions set out in the CG code. The Audit Committee, chaired by an Independent Non-executive Director, comprises four members namely Mr. CHUNG Cho Yee, Mico, Mr. CHENG Yuk Wo, Mr. Albert Thomas DA ROSA, Junior and Mr. FAN Yan Hok, Philip, three of whom are Independent Non-executive Directors.

The principal responsibilities of the Audit Committee are to, inter alia, review and supervise the Group's financial reporting process, internal control and risk management procedures, as well as oversee the adequacy of the accounting and financial reporting resources.

During the year, the Audit Committee held two meetings together with senior management and external auditor, the attendance details of each member are set out on page 23. The major work performed by the Audit Committee during the year included reviewing the interim and annual financial statements, the continuing connected transactions, the internal audit reports on the internal controls and risk management matters, as well as reviewing and recommending the re-appointment of external auditor.

AUDITOR'S REMUNERATION

For the year ended 31st December 2008, the fees in respect of audit and non-audit services provided to the Group by the Company's auditor amounted to approximately HK\$5.6 million and HK\$4.5 million respectively. The non-audit services mainly consist of tax advisory and due diligence services.

提名委員會(續)

年內提名委員會進行之工作包括：

- 檢討董事會之結構、規模及組成；
- 評估獨立非執行董事之獨立性；
- 評估董事新候選人之資格及經驗，並就委任董事之事宜向董事會提供推薦意見。

審核委員會

本公司已成立審核委員會，並制訂其不時更新之書面職權範圍，貫徹企管守則所載守則條文。審核委員會由一名獨立非執行董事擔任主席，包括四名成員鍾楚義先生、鄭毓和先生、羅凱栢先生及范仁鶴先生，其中三名為獨立非執行董事。

審核委員會之主要職責為(其中包括)審閱及監察本集團財務申報程序、內部監控、風險管理程序以及監察會計及財務申報資源是否足夠。

年內，審核委員會與高級管理層及外聘核數師曾舉行兩次會議，各成員之出席詳情載於第23頁。審核委員會年內主要進行之工作包括審閱中期及年度財務報表、持續關連交易、內部監控之內部審核報告、風險管理事宜、以及檢討外聘核數師之續聘及就此作出建議。

核數師酬金

截至二零零八年十二月三十一日止年度，有關本公司核數師向本集團提供之審核及非審核服務費用分別約為5,600,000港元及4,500,000港元。非審核服務主要包括稅務顧問及盡職調查服務。

INTERNAL CONTROLS

Internal control environment

The Group has had in place an integrated framework of internal controls which is consistent with the Committee of Sponsoring Organisations of the Treadway Commission's ("COSO") framework. Under the framework, the management is primarily responsible for the design, implementation and maintenance of internal controls while the Board and its audit committee oversee the actions of the management and monitor the effectiveness of the controls that have been put in place. The framework and activities taken are illustrated below:

內部監控

內部監控環境

本集團已設立與Committee of Sponsoring Organisations of the Treadway Commission (「COSO」)架構一致之內部監控綜合架構。根據該架構，管理層主要負責設計、實施及維持內部監控工作，而董事會及其審核委員會則負責監督管理層之行動及監察已設立之監控制度成效。該架構及所採取之措施說明如下：

Framework area 架構範疇	Activities taken 所採取措施
Control Environment 監控環境	<ul style="list-style-type: none">Management takes a hands-on approach and is fully committed to set the controls environment ensuring that individuals are controls conscious 管理層積極參與，致力建立監控環境，確保各人均具備監控意識The Board has set up relevant committees to ensure regulations are complied with and internal controls are carried out properly 董事會已設立相關委員會，以確保各項規例得以遵守，而內部監控得以妥善執行A code of conduct exists to guide individuals' integrity and ethic in daily operations 現存操守準則，就個別人士在日常營運中之誠信及道德操守，作出指引Management closely monitors the organization structure and the responsibilities of individuals granting appropriate authorities for them to handle assigned tasks 管理層密切監察組織結構及個人責任，作出適當授權，以便處理獲指派之工作Performance evaluations and recruitment procedures are available to ensure individuals are competent 設有表現評估及招聘程序，以確保個別人士表現稱職
Risk Assessment 風險評估	<ul style="list-style-type: none">Management has established clear strategic direction and business objectives 管理層設有清晰策略指引及業務目標Formal risk assessment involving the Board and the top management has been conducted to identify and analyse key risks associated with achieving the Group's objectives which form the basis for determining key control activities 董事會及高級管理層參與正式風險評估，以找出及分析跟達致本集團目標有關之主要風險，從而作為奠定主要監控活動之基礎
Control Activities 監控措施	<ul style="list-style-type: none">Policies/procedures on key control activities are established to ensure management directives are carried out 制定有關主要監控活動之政策／程序，以確保管理層之指示得以執行Ranges of activities including approvals, authorization, verifications, recommendations, performance reviews, asset security and segregation of duties are identified and implemented 識別及推行一系列措施，當中包括：批准、授權、核實、建議、表現審核、資產保護及職責劃分

INTERNAL CONTROLS (continued)
Internal control environment (continued)

內部監控(續)
內部監控環境(續)

Framework area 架構範疇	Activities taken 所採取措施
Information and Communication 資料及通訊	<ul style="list-style-type: none"> Pertinent information is identified, captured, processed and reported 識別、擷取、處理及匯報相關資料 Access to internal and external general information is available 可獲取內部及外界一般資訊 Management maintains an open-door policy to allow communication taking place both across and vertically through the Group 管理層維持公開政策，以容許集團內進行縱向及橫向之溝通
Monitoring 監察	<ul style="list-style-type: none"> Management closely monitors daily operations and the related controls 管理層密切監察日常運作及有關監控 Internal audit function, the Internal Control and Risk Management (“ICRM”) Department, with adequate resources and well qualified staff conducts annual internal controls review on major operating units and projects 具備充足資源及優秀員工之內部監控及風險管理部門(「內部監控部」)作為內部審核職能須每年審閱主要營運單位及項目之內部監控情況 External audit function ensures financial reporting and the related controls are proper and effective 外聘審核職能須確保財務匯報及相關監控屬恰當及有效 External tax advisor is engaged to ensure proper tax treatment and compliance on tax regulations 委任外聘稅務顧問，以確保稅務事宜處理妥當及遵守稅務規則 External legal advisor and internal company secretary and in-house legal counsel function ensures the compliance of regulations, standards and listing rules 外聘法律顧問及內部公司秘書及內部法律顧問須確保遵守有關規例、準則及上市規則

Risk assessment and management

The Group conducted an annual update on the risk assessment. Under the COSO framework, management identified difference in the objectives of the Group from last year assessment exercise and defined the related risk categories impacting those objectives. Four risk categories were considered: business, operational, financial and compliance. A systematic “top-down” approach was adopted to identify, source and evaluate individual risks and the interrelationships between risks in the key areas under those four categories, to which high priorities and resources were given. Mitigation strategies and plans with respect to each key risk identified were planned and put into action, which included establishing or enhancing internal controls and procedures.

Control processes

The Board establishes and maintains a sound internal control system through the following major processes:

- (i) Systems and procedures are in place to identify and measure risks on an ongoing basis. Senior management reviews and defines the annual risk assessment process and monitor the progress of risk mitigation plans.
- (ii) An organization structure with defined lines of responsibility and delegation of authority is devised.

風險評估及管理

本集團每年修訂風險評估。根據COSO架構，管理層找出本集團目標跟去年評估中目標的差異，以及影響該等目標之相關風險類別。所考慮之四項風險類別為：業務、營運、財務及守規。採用「由上而下」之方法，有系統識別、找出及評估在該四項類別下主要範疇中之個別風險及其相互關係，以便優先及劃撥資源處理該風險。本集團因應各已識別主要風險，計劃及推行對策及舒緩方案，其中包括建立或加強內部監控及程序。

監控程序

董事會透過下列主要程序，建立及維持有效之內部監控制度：

- (i) 建立制度及程序，持續找尋及計算風險。高級管理人員檢討及界定年度風險評估程序及監控風險舒緩計劃之進度。
- (ii) 制定具清晰職責及授權範圍之組織架構。

INTERNAL CONTROLS (continued)

Control processes (continued)

- (iii) The Board reviews its strategic plans and objectives on an annual basis.
- (iv) Financial performance is analysed against budget with variances being accounted for and appropriate actions are taken to rectify deficiencies.
- (v) Having been aware of the fact that all systems of internal control can only provide reasonable but not absolute assurance, the ICRM department is required to evaluate the adequacy and effectiveness of major controls over principal operations of the Group independently. Full access to all data and every operation of the Group is granted to the ICRM department. A risk-based approach is adopted which concentrates on areas of significant risks or where significant changes have occurred. Major findings and recommendations, if any, are reported to the Board and the audit committee after each review.

Annual internal control assessment

The Board is responsible for the Group's system of internal controls and for reviewing its effectiveness. The ICRM department conducts reviews of the effectiveness of the Group's system of internal controls, including those of its subsidiaries. The Board and the Audit Committee review the findings and recommendations of the ICRM department in the effectiveness after such reviews.

In respect of the year ended 31st December 2008, the Board considered the internal controls system effective and adequate.

Price-sensitive Information

With respect to procedures and internal controls for the handling and dissemination of price-sensitive information, the Group has performed the following actions:

- (i) Management and relevant personnel are made aware of the Group's obligations under the Listing Rules and the overriding principle that information which is expected to be price-sensitive and/or the subject of a major decision should be announced immediately.
- (ii) Management and relevant personnel are required to conduct the Group's affairs with close regard to the "Guide on Disclosure of Price-sensitive Information" issued by The Stock Exchange of Hong Kong Limited in 2002.
- (iii) Members of the Group's top management are identified and authorised to act as the Group's spokespersons and respond to external enquiries.

內部監控(續)

監控程序(續)

- (iii) 董事會每年檢討其策略計劃及目標。
- (iv) 將財務表現與預算作比較分析，考慮當中差異，並採取適當行動以修訂不足之處。
- (v) 於瞭解所有內部監控制度僅可提供合理而非絕對保證後，內部監控部須獨立評估本集團主要營運之主要監控是否足夠及有效。內部監控部可全面掌握本集團所有數據及各運作情況，並採納以風險為基礎之方法，集中評估有重大風險或會出現重大變動之範疇。檢討後，如有重大發現及推薦意見，會向董事會及審核委員會匯報。

年度內部監控評估

董事會負責本集團之內部監控制度及檢討其效能。內部監控部審查本集團及其附屬公司之內部監控制度效能。進行有關檢討後，董事會及審核委員會審閱內部監控部之結果及意見。

就截至二零零八年十二月三十一日止年度而言，董事會認為，有關內部監控制度屬有效及足夠。

股價敏感資料

就有關處理及發放對股價敏感資料之程序及內部監控方面，本集團已採取下列措施：

- (i) 管理層及有關人員已得悉本集團於上市規則下之責任及凌駕原則，即時公佈預期會影響股價之敏感資料及／或用作重大決定之資料。
- (ii) 管理層及有關人員需恪守香港聯合交易所有限公司於二零零二年頒佈之「股價敏感資料披露指引」，以進行本集團之事務。
- (iii) 本集團已選定高級管理層成員，並授權彼等擔任本集團發言人，以回應外界提問。

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31st December 2008 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows. In preparing the financial statements, the Directors have adopted generally accepted accounting standards in Hong Kong and suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on the going concern basis.

The statement of the Company's auditor about its reporting responsibilities on the financial statements of the Company is set out in the Independent Auditor's Report on pages 63 to 64.

COMMUNICATION WITH SHAREHOLDERS

The Board believes regular and timely communication with shareholders forms part of the Group's effort to help our shareholders understand our business better. Copies of the annual reports and interim reports of the Company are distributed to its shareholders in accordance with statutory and regulatory requirements and also to interested parties recorded in the Company's mailing lists. The publications of the Company, including financial reports, circulars and announcements, are also available on the Company's website at www.hkcholdings.com.

The Company acknowledges that general meetings are good communication channel with the shareholders. At the general meeting, each substantially separate issue will be considered by a separate resolution, including the election of individual directors, and the poll procedures will be clearly explained. The CEO attended the annual general meeting in the absence of the Chairman of the Board. Other members of the Board and the Chairmen of the relevant Board Committees are available to attend the annual general meeting to inter-face with, and answer questions from the shareholders.

董事於財務報表之責任

董事知悉彼等須負責編製截至二零零八年十二月三十一日止年度財務報表，真實及公平地反映本公司及本集團之業務狀況以及本集團之業績及現金流量。編製財務報表時，董事已採納並持續應用香港公認會計準則及適當之會計政策，作出審慎、公平及合理之判斷及評估，並按持續經營基準編製財務報表。

本公司核數師就彼等對本公司財務報表之申報責任聲明載於第63至64頁之獨立核數師報告。

與股東之溝通

董事會相信，定期及適時與股東溝通為本集團致力協助股東更深入瞭解本集團業務之一部分。本公司根據法定及監管規定向股東及於本公司郵寄名單中記錄之有意人士寄發本公司年報及中期報告。本公司之刊物，包括財務報告、通函及公佈亦於本公司網站www.hkcholdings.com可供查閱。

本公司明白股東大會為與股東溝通之良好渠道。於股東大會，將以獨立決議案方式考慮各重大個別事項，包括選舉個別董事，本公司亦將清楚解釋按股數投票表決之程序。行政總裁在董事會主席不在的時候出席股東週年大會。董事會其他成員及相關董事委員會主席均出席股東週年大會，與股東會面並回答股東提問。

DIRECTORS AND MANAGEMENT EXECUTIVES

董事及行政管理人員



MR. OEI TJIE GOAN

(Chairman and Non-executive Director)

A director of the Group since April 2004, 64-year old. Mr. OEI was a graduate of the Mathematics & Dynamics Department of Beijing University where he majored in Computational Mathematics. Involved in Asia's pulp and paper, finance, banking, property and agricultural industries since 1974, Mr. OEI sits on the board of two listed companies in Indonesia: PT. Indah Kiat Pulp & Paper Tbk. and PT. Pabrik Kertas Tjiwi Kimia Tbk. Mr. OEI Tjie Goan is the father of Mr. OEI Kang, Eric, an executive director and the Chief Executive Officer of the Company.

MR. LI XUEMING

(Deputy Chairman and Non-executive Director)

A director of the Group since March 1999, 61-year old. Mr. LI holds a Bachelor's Degree in Industrial Automation from Tsinghua University. Mr. LI was formerly the Vice-president of China Aerospace International Holdings Ltd. Mr. LI is also currently an executive director and Deputy General Manager of China Everbright Group Limited and China Everbright Holdings Company Limited. Mr. LI is the Chairman of Shanghai Everbright Convention and Exhibition Center Co., Ltd., Vice-chairman of China Everbright Industry Group Limited and China Everbright Investment Management Corporation. Mr. LI is also an executive director and Vice-chairman of China Everbright International Limited, a publicly listed company in Hong Kong.

MR. XU ZHENG

(Deputy Chairman and Non-executive Director)

A director of the Group since April 2004, 48-year old. Mr. XU holds a Master's Degree in Business Administration. A Senior Engineer (Professor Grade) in China, Mr. XU was formerly the Assistant Manager and Deputy Manager of Shanghai No. 2 Construction Co., Ltd. He has also served as Assistant to the General Manager, Deputy Chief Engineer and Deputy General Manager of Shanghai Construction (Group) General Corporation, and as General Manager of Shanghai Construction Co., Ltd. Mr. XU is currently an executive director and General Manager of Shanghai Construction (Group) General Corporation and Chairman of Shanghai Construction Co., Ltd.

黃志源先生

(主席兼非執行董事)

黃志源先生現年六十四歲，自二零零四年四月起一直出任本集團董事職務。黃先生畢業於北京大學數學與力學系，主修計算數學。黃先生自一九七四年起一直在亞洲地區從事造紙、財經及銀行業、物業及農業業務。黃先生現時為PT. Indah Kiat Pulp & Paper Tbk.及PT. Pabrik Kertas Tjiwi Kimia Tbk.之董事，該兩家公司均為印尼上市公司。黃志源先生乃本公司執行董事兼行政總裁黃剛先生之父親。

李學明先生

(副主席兼非執行董事)

李學明先生現年六十一歲，自一九九九年三月起一直出任本集團董事職務。李先生持有清華大學工業自動化學士銜。李先生曾任航天科技國際集團有限公司副總裁，現為中國光大(集團)總公司及中國光大集團有限公司執行董事兼副總經理。此外，李先生為上海光大會展中心有限公司董事長、中國光大實業(集團)有限責任公司及中國光大投資管理公司副董事長。李先生亦為香港上市公司中國光大國際有限公司之執行董事兼副主席。

徐征先生

(副主席兼非執行董事)

徐征先生現年四十八歲，自二零零四年四月起一直出任本集團董事職務。徐先生持有工商管理碩士學位，並為中國高級工程師(教授級)。彼曾任上海市第二建築有限公司之助理經理及副經理、上海建工(集團)總公司之助理總經理、副總工程師及副總經理，以及上海建工股份有限公司之總經理。徐先生現時為上海建工(集團)總公司之執行董事兼總經理，並為上海建工股份有限公司之主席。

MR. OEI KANG, ERIC

(Executive Director and Chief Executive Officer)

A director of the Group since April 2004, 38-year old. Mr. OEI also holds several directorships in other members of the Group. Mr. OEI was educated in the USA and obtained a Bachelor's Degree in Economics (with a minor in Electrical Engineering), and a Master's Degree in Business Administration. Earlier in his career, Mr. OEI worked with Peregrine Securities Ltd. and PCCW in Hong Kong, the LG Group in Seoul and McKinsey & Co. in Los Angeles, USA. Mr. OEI was appointed as the Chairman of the Steering Committee of the Group since February 2008. Mr. OEI is a son of Mr. OEI Tjie Goan, the Chairman of the Group. Mr. OEI is also the sole director and the sole shareholder of Creator Holdings Limited ("Creator"), the controlling shareholder of the Company. Mr. OEI currently is the Chairman and Chief Executive Officer of Hong Kong Energy (Holdings) Limited ("HKE"), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

MR. TSANG SAI CHUNG, KIRK

(Executive Director and Company Secretary)

A director of the Group since April 2004, 45-year old. Mr. TSANG also serves as a director of several other members of the Group. Mr. TSANG graduated from The University of Hong Kong with a Bachelor's Degree of Arts and also holds a Postgraduate Certificate in Laws from the same university. A qualified solicitor in Hong Kong, he has more than 15 years' experience in private practice and as an in-house counsel for various listed companies. Mr. TSANG was appointed as the Company Secretary and Legal Counsel of the Group since April 2004. Mr. TSANG was also appointed as the Chief Operation Officer of the Group since February 2008. Mr. TSANG currently is the Legal Counsel of Creator and an Executive Director and Company Secretary of HKE.

MR. CHAN KWOK FONG, JOSEPH

(Executive Director)

A director of the Group since June 2007, 49-year old. Mr. CHAN also serves as a director of several other members of the Group. Mr. CHAN holds a Bachelor of Arts degree in Economics from York University in Canada. He has over 20 years' solid experience in banking and finance field. He was appointed as the Chief Financial Officer of the Group since August 2006. Mr. CHAN currently is an Executive Director of HKE.

黃剛先生

(執行董事及行政總裁)

黃剛先生現年三十八歲，自二零零四年四月起出任本集團董事職務。黃先生亦於本集團其他成員公司出任董事職務。彼於美國升學，持有經濟學學士學位(副修電機工程)，以及持有工商管理碩士學位。彼曾任職於百富勤證券有限公司、香港電訊盈科、首爾(漢城)LG Group及美國洛杉磯McKinsey & Co.。黃先生於二零零八年二月獲委任為本集團執行委員會之主席。黃先生乃本集團主席黃志源先生之兒子。黃先生亦為本公司控股股東創達集團有限公司(「創達」)之唯一董事及唯一股東。黃先生現時為香港聯合交易所有限公司(「聯交所」)主板上市之香港新能源(控股)有限公司(「香港新能源」)之行政總裁及執行董事。

曾細忠先生

(執行董事及公司秘書)

曾細忠先生現年四十五歲，自二零零四年四月起出任本集團董事職務。曾先生亦於本集團其他成員公司出任董事職務。曾先生畢業於香港大學，持有文學士學位，並持有香港大學法律深造文憑。彼為香港合資格律師，擁有逾十五年私人執業及出任多間上市公司法律顧問之經驗。曾先生自二零零四年四月獲委任為本集團之公司秘書及法律顧問，並於二零零八年二月獲委任為本集團之營運總監。曾先生現時為創達之法律顧問及香港新能源之執行董事及公司秘書。

陳國芳先生

(執行董事)

陳國芳先生現年四十九歲，自二零零七年六月起出任本集團董事職務。陳先生於本集團其他成員公司出任董事職務。陳先生持有加拿大約克大學(York University)經濟學文學士學位。彼於銀行及金融業擁有逾20年穩固經驗。彼於二零零六年八月獲委任為本集團首席財務官。陳先生現時為香港新能源之執行董事。

MR. TANG SAU WAI, TOM

(Executive Director)

A director of the Group since April 2004, 51-year old. Mr. TANG also sits on the boards of several other members of the Group. A graduate of the University of Saskatchewan, Saskatoon, Canada, Mr. TANG holds a B.Sc. (Civil Engineering) and is both a Chartered Engineer and a Registered Professional Engineer (Civil, Geotechnical). His other qualifications include memberships of The Institution of Civil Engineers (MICE) and the Hong Kong Institution of Engineers (MHKIE). He joined the Group in August 2000 and was appointed as the Chief Technical Officer of the Group since February 2008. Before joining the Group, Mr. TANG worked with the Hip Hing Construction Group for 20 years. During his time with the Hip Hing Construction Group, he served as a Consulting Geotechnical Engineer of Paul Tong & Associates from 1980 to 1988 and as a director of Vibro (H.K.) Ltd., a civil engineering contractor specialising in foundations, from 1988 to 2000.

MS. TERESA YEN

(Non-executive Director)

A director of the Group since October 2007, 39-year old. Ms. YEN is a Senior Advisor to Cerberus Asia Capital Management, LLC ("Cerberus"), a substantial shareholder of the Company. In her capacity as Senior Advisor, Ms. YEN is responsible for advising the Cerberus group on all of its investments in the Greater China region, including the PRC, Hong Kong and Taiwan. Moreover, Ms. YEN brings particular expertise to real estate and real estate related transactions. Prior to joining Cerberus, she was part of the KPMG real estate consulting practice where she managed real estate consulting engagements involving United States, Japan, Korea and Taiwan, and worked extensively in the distressed debt market in Japan between 1999 and 2001. She also has corporate and real estate banking background from her earlier career with Sumitomo Bank, Long-Term Credit Bank of Japan and Heller Financial. Ms. YEN received her undergraduate degree from University of California at Berkeley and her master degree in business administration from University of Southern California, Marshall School of Business.

MR. WAN MING SUN

(Non-executive Director)

A director of the Group since February 2008, 35-year old. Mr. WAN holds a Bachelor of Arts degree in Economics from Illinois Wesleyan University in U.S.A. Mr. WAN is a Senior Equity Analyst for Penta Investment Advisers Ltd. ("Penta"), a substantial shareholder of the Company. He has over 10-years investment experience. Prior to joining Penta, Mr. WAN worked for UBS AG, Hong Kong as a Director of Sales Trading and was responsible for trading Asian equities and generating investment ideas for clients. Asiamoney's annual poll named Mr. WAN The Best Regional Sales Trader in 2003. Mr. WAN's knowledge of the real estate sector is extensive.

鄧守偉先生

(執行董事)

鄧守偉先生現年五十一歲，自二零零四年四月起出任本集團董事職務。鄧先生於本集團其他成員公司出任董事職務。鄧先生亦於本集團其他成員公司出任董事職務。鄧先生畢業於加拿大薩克其萬省Saskatoon的University of Saskatchewan，持有理學士(土木工程)學位，為註冊工程師及註冊專業工程師(土木、岩土)，亦是英國土木工程師學會(MICE)及香港工程師學會(MHKIE)會員。鄧先生於二零零零年八月加入本集團及於二零零八年二月獲委任為本集團技術總監。於加盟本集團前，鄧先生曾於協興建築集團公司任職二十年，於一九八零年至一九八八年期間出任唐玉麟土力工程顧問公司之岩土顧問工程師，後於一九八八年至二零零零年期間出任惠保(香港)有限公司之董事，該公司乃一間專門從事地基工程之土木工程承包商。

閻孟琪女士

(非執行董事)

閻孟琪女士現年三十九歲，自二零零七年十月起出任本集團董事職務。閻女士乃本公司主要股東Cerberus Asia Capital Management, LLC(「Cerberus」)之高級顧問。作為高級顧問，閻女士負責就Cerberus集團於大中華區(包括中國、香港及台灣)向該集團所有投資提供意見。此外，閻女士於房地產及房地產相關交易方面尤其具有專業知識。於加入Cerberus前，彼為畢馬威房地產諮詢事務部成員之一，任內負責管理有關美國、日本、韓國及台灣之房地產諮詢項目，並曾於一九九二至二零零一年間積極參與日本債務市場危機工作。彼早期亦曾任職Sumitomo Bank、Long-Term Credit Bank of Japan及Heller Financial，累積豐富企業及房地產銀行經驗。閻女士持有柏克萊加州大學(University of California at Berkeley)頒授之學士學位以及University of Southern California, Marshall School of Business頒授之工商管理碩士學位。

尹明山先生

(非執行董事)

尹明山先生現年三十五歲，自二零零八年二月起出任本集團董事職務。尹先生持有美國Illinois Wesleyan University經濟學文學士學位。尹先生為本公司主要股東Penta Investment Advisers Ltd.(「Penta」)之高級證券分析員。尹先生於投資擁有逾十年豐富之經驗。在加入Penta前，尹先生曾任職UBS AG, Hong Kong銷售貿易董事，負責買賣亞洲股票，並為客戶提供投資意見。於二零零三年，Asiamoney之年度選舉選出尹先生為地區最佳銷售交易員(The Best Regional Sales Trader)。尹先生於房地產擁有豐富之經驗。

MR. LIU GUOLIN

(Non-executive Director)

A director of the Group since July 2001, 58-year old. Mr. LIU is a graduate of Shanghai University of Finance & Economics where he majored in Infrastructure Financing. A Senior Accountant, Mr. LIU currently serves as a director and General Accountant of Shanghai Construction (Group) General Corporation and is also the Vice President of Shanghai Construction Co., Ltd. His career to date includes extensive experience in finance and corporate matters.

MR. FAN YAN HOK, PHILIP

(Non-executive Director)

A director of the Group since November 1999, 59-year old. Mr. FAN is presently an executive director and general manager of China Everbright International Limited, a Hong Kong listed company. Prior to joining China Everbright International Limited, Mr. FAN had been an executive director of CITIC Pacific Limited in charge of industrial projects in the PRC. His main academic qualifications include a Bachelor's Degree in Industrial Engineering and a Master's Degree in Operations Research from Stanford University, together with a Master's Degree in Management Science from Massachusetts Institute of Technology.

MR. CHUNG CHO YEE, MICO

(Independent Non-executive Director)

A director of the Group since April 2004, 48-year old. Mr. CHUNG graduated from the University College, University of London, England with a Law Degree in 1983. After qualifying as a solicitor in Hong Kong in 1986, Mr. CHUNG spent 2 years working with the commercial department of a local law firm. He subsequently joined the corporate finance department of Standard Chartered Asia Ltd., the investment banking arm of Standard Chartered Bank, in 1988. In 1990, Mr. CHUNG became a director and General Manager of Bond Corporation International Ltd., leaving to join China Strategic Holdings Limited in 1992. In March 1999, he joined the Pacific Century Group as executive director with responsibility for the group's merger and acquisition activities. Mr. CHUNG is currently an executive director of PCCW Limited and a non-executive chairman of Capital Strategic Investment Limited, both companies listed on the Stock Exchange. Mr. CHUNG was also a director of E2-Capital (Holdings) Limited (now known as CIAM Group Limited) and Pacific Century Insurance Holdings Limited (a company formerly listed on the Stock Exchange).

劉國林先生

(非執行董事)

劉國林先生現年五十八歲，自二零零一年七月起一直出任本集團之董事職務。劉先生畢業於上海財經大學基建財務專業，具有高級會計師職稱。現任上海建工(集團)總公司董事、總會計師，上海建工股份有限公司副董事長。劉先生在財務及公司事務方面有豐富的管理經驗。

范仁鶴先生

(非執行董事)

范仁鶴先生現年五十九歲，自一九九九年十一月起一直出任本集團之董事職務。范先生現任香港上市公司中國光大國際有限公司執行董事兼總經理，在加入中國光大國際有限公司前為中信泰富有限公司執行董事，主管中國工業業務。范先生持有史丹福大學頒授之工程學士銜及統籌學碩士銜，以及麻省理工學院管理科學碩士銜。

鍾楚義先生

(獨立非執行董事)

鍾楚義先生現年四十八歲，自二零零四年四月起一直出任本集團董事職務。鍾先生於一九八三年畢業於英國倫敦大學 University College，取得法律學位。鍾先生於一九八六年成為香港執業律師，其後在香港一家律師行之商業部門任職兩年。鍾先生於一九八八年加入渣打銀行之投資銀行分公司渣打(亞洲)有限公司之企業融資部。於一九九零年，鍾先生成為奔達國際有限公司之董事兼總經理，其後於一九九二年加盟中策集團有限公司。鍾先生於一九九九年三月加盟盈科拓展集團，並出任執行董事一職，負責盈科拓展集團之併購事項。鍾先生現為聯交所上市公司電訊盈科有限公司之執行董事及資本策略投資有限公司之非執行主席。鍾先生亦曾任金滙投資(集團)有限公司(現稱事安集團有限公司)及盈科保險集團有限公司(前聯交所上市公司)之董事。

MR. CHENG YUK WO

(Independent Non-executive Director)

A director of the Group since July 2004, 48-year old. Mr. CHENG holds a Master of Science Degree in Economics, Accounting and Finance and a Bachelor of Arts (Hons.) Degree in Accounting. He is a fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants, and a member of the Institute of Chartered Accountants of Ontario. His career includes more than 20 years' accounting and corporate advisory services expertise in several listed companies in Hong Kong. The co-founder of a Hong Kong merchant banking firm, Mr. CHENG is the proprietor of a certified public accountancy practice in Hong Kong. Mr. CHENG is currently an independent non-executive director of Capital Strategic Investment Limited, South China Land Limited, 21 Holdings Limited (formerly known as "GFT Holdings Limited"), Goldbond Group Holdings Limited, Chia Tai Enterprises International Limited and Chong Hing Bank Limited, all being Hong Kong listed companies. Mr. CHENG was also a non-executive director of Henry Group Holdings Limited until August 2008.

MR. ALBERT THOMAS DA ROSA, JUNIOR

(Independent Non-executive Director)

A director of the Group since September 2004, 55-year old. Mr. DA ROSA holds both Bachelor's and Master's Law Degrees from the University of Hong Kong. He was qualified as a solicitor in Hong Kong in 1980. He currently is a practicing solicitor and a partner of Messrs. Cheung, Tong & Rosa, Solicitors, Hong Kong. Mr. DA ROSA is a fellow of the Chartered Institute of Arbitrators and the Hong Kong Institute of Directors and also a member of the Hong Kong Securities Institute and the Society of Registered Financial Planners. He is a non-executive director (formerly independent non-executive director, redesignated on 30th September 2004) of TCL Multimedia Technology Holdings Limited (formerly known as TCL International Holdings Limited before 25th February 2005) and the company secretary of Y.T. Realty Group Limited and Yugang International Limited, all of which are companies listed on the Stock Exchange. Mr. DA ROSA serves as a Deputy Convenor and a member of the Solicitors Disciplinary Tribunal Panel and as a member of the Panel of the Board of Review (Inland Revenue) respectively. He also served as a member of the Academic and Accreditation Advisory Committee of the Securities and Futures Commission from February 2003 to March 2009.

鄭毓和先生

(獨立非執行董事)

鄭毓和先生現年四十八歲，自二零零四年七月起一直出任本集團之董事職務。鄭先生持有會計及財務經濟科學碩士學位及榮譽文學士學位(會計)。鄭先生為英格蘭及威爾斯特許會計師公會及香港會計師公會資深會員，並為加拿大安大略省特許會計師公會會員。彼擁有超過廿年會計及企業顧問服務之專業知識，並曾於香港多間上市公司擔任高級管理職位。鄭先生為香港一間商人銀行機構之共同創辦人，現為香港一間執業會計師行之擁有人。鄭先生現為聯交所上市公司資本策略投資有限公司、南華置地有限公司、21控股有限公司(前稱「真樂發控股有限公司」)、金榜集團控股有限公司、正大企業國際有限公司及創興銀行有限公司之獨立非執行董事。鄭先生亦曾任鎮科集團控股有限公司之非執行董事，直至二零零八年八月為止。

羅凱栢先生

(獨立非執行董事)

羅凱栢先生現年五十五歲，自二零零四年九月起一直出任本集團之董事職務。羅先生畢業於香港大學，持有法律學士學位，並在同一所大學取得法律碩士學位。羅先生於一九八零年獲得香港律師資格，現為香港執業律師，並為香港張秀儀、唐滙棟、羅凱栢律師行的合夥人。羅先生為英國仲裁學會及香港董事學會之資深會員，亦為香港證券專業學會及財務策劃師協會之會員。彼現時為香港聯合交易所有限公司上市之TCL多媒體科技控股有限公司(二零零五年二月二十五日前稱TCL國際控股有限公司)之非執行董事(在二零零四年九月三十日調任前為獨立非執行董事)及同為上市公司之渝太地產集團有限公司和渝港國際有限公司之公司秘書。羅先生擔任香港律師紀律審裁團之副召集人及委員及香港稅務上訴委員會小組成員。他亦曾於二零零三年二月至二零零九年三月期間擔任香港證券及期貨事務監察委員會學術評審諮詢委會之委員。

REPORT OF THE DIRECTORS

董事會報告書

The directors of the Company (the “Directors” or the “Board”) have pleasure in presenting to shareholders their report together with the audited financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31st December 2008.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activities of the Group are property development and investment, alternative energy investment and management, infrastructure and construction. The activities of its principal subsidiaries, associates and jointly controlled entities are set out in pages 194 to 204 of the consolidated financial statements.

An analysis of the Group’s performance for the year ended 31st December 2008 by geographical and business segments is set out in Note 5 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December 2008 are set out in the consolidated income statement on page 65.

The Directors resolved not to declare any final dividend for the year ended 31st December 2008 (2007: HK1.5 cents (final) and HK2.0 cents (special)).

The Company and its non-wholly owned subsidiary, Hong Kong Energy (Holdings) Limited (“HKE”), each of them proposed to make a bonus issue of warrants to its shareholders whose names appear on each of their Registers of Members on 30th April 2009 on the basis of 1 bonus warrant for every 10 shares held. Their respective subscription prices will be determined on 22nd April 2009 at a discount to the average closing price of their respective shares for the 5 consecutive trading days (up to and including 22nd April 2009).

The Company also proposed to reduce certain amount in its share premium account and transfer the reduced amount to the credit of its contributed surplus account for distribution to its shareholders whose names appear on the Register of Members on 30th April 2009 on the basis of one HKE bonus warrant for every approximately 144 shares held, which will be satisfied wholly by way of distribution in specie of the HKE bonus warrants to the Company. The proposed reduction

本公司董事(「董事」或「董事會」)欣然向股東提呈本公司及其附屬公司(統稱「本集團」)截至二零零八年十二月三十一日止年度之報告書及經審核財務報表。

主要業務及營業地區分析

本集團之主要業務是物業發展與投資、替代能源投資及管理、基建及建築業務。主要附屬公司、聯營公司及共同控制實體之業務載於綜合財務報表第194至204頁。

截至二零零八年十二月三十一日止年度，本集團按地區及業務分部劃分之業績分析列於綜合財務報表附註5。

業績及分派

本集團截至二零零八年十二月三十一日止年度之業績載於第65頁綜合損益表。

董事決議不派發截至二零零八年十二月三十一日止年度末期股息(二零零七年：1.5港仙(末期)及2.0港仙(特別))。

本公司及其非全資附屬公司香港新能源(控股)有限公司(「香港新能源」)，各自建議向其於二零零九年四月三十日名列股東名冊之股東發行紅利認股權證，基準為每持有10股股份獲發1份紅利認股權證。認購價將於二零零九年四月二十二日釐訂，較股份於截至二零零九年四月二十二日(包括該日)止連續5個交易日平均收市價有折讓。

本公司會另建議削減其股份溢價賬內若干金額，並將削減之金額轉撥至其繳入盈餘賬，以分派予其於二零零九年四月三十日名列股東名冊之股東，基準為每持有約144股股份獲發1份香港新能源紅利認股權證，分派將以實物分派方式全

RESULTS AND APPROPRIATIONS (continued)

of certain amount in its share premium account and the distribution will be subject to the approval of the shareholders at the special general meeting of the Company to be convened.

For details, please refer to the respective announcements of the Company and HKE both dated 15th April 2009 which were separately published on the websites of the Company, HKE and the Stock Exchange.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group and the Company during the year are set out in Note 19 to the consolidated financial statements.

PRINCIPAL PROPERTIES

Details of the principal properties held for development and investment purposes are set out on pages 206 to 208.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in Note 35 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Bye-laws of the Company ("Bye-Laws") and there is no restriction against such rights under the laws of Bermuda.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in Note 36 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31st December 2008, the Company had no distributable reserve to the shareholders in accordance with the Companies Act 1981 of Bermuda (as amended) (2007: HK\$334.6 million).

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 205.

DONATIONS

During the year, the Group made charitable and other donations amounting to approximately HK\$5.0 million (2007: HK\$0.7 million).

業績及分派(續)

數以本公司獲發之香港新能源紅利認股權證作出。建議削減股份溢價賬內若干金額及分派須待股東於即將召開之本公司股東特別大會上批准，方可作實。

詳情請參閱本公司與香港新能源各自日期為二零零九年四月十五日之公佈，該等公佈列載於本公司、香港新能源及聯交所網站。

物業、機器及設備

本集團及本公司之物業、機器及設備變動詳情載於綜合財務報表附註19。

主要物業

持有作發展及投資用途之主要物業詳情載於第206至208頁。

股本

年內，本公司之股本變動詳情載於綜合財務報表附註35。

優先認購股權

本公司之公司章程細則(「公司章程細則」)並無有關優先認購股權之條文，而百慕達法例亦無對優先認購股權有所限制。

儲備

年內，本公司及本集團之儲備變動詳情載於綜合財務報表附註36。

可供分派儲備

按照百慕達一九八一年公司法(修訂本)，於二零零八年十二月三十一日，本公司並無可供分派予股東之儲備(二零零七年：334,600,000港元)。

五年財務資料概要

本集團過去五個財政年度之業績以及資產及負債概要載於第205頁。

捐款

年內，本集團作出之慈善及其他捐款約為5,000,000港元(二零零七年：700,000港元)。

DIRECTORS

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

- * OEI Tjie Goan (*Chairman*)
- * WANG Jun (*Honorary Chairman*)
(resigned on 17th April 2008)
- * LI Xueming (*Deputy Chairman*)
- * XU Zheng (*Deputy Chairman*)
- # OEI Kang, Eric (*Chief Executive Officer*)
- # CHEN Libo (resigned on 30th September 2008)
- # NG Chi Man, Michael (resigned on 15th June 2008)
- # TSANG Sai Chung, Kirk
- # CHAN Kwok Fong, Joseph
- # TANG Sau Wai, Tom
- # CHAU Wing Hing (appointed on 15th June 2008 and resigned on 9th October 2008)
- # SHI Jihua (appointed on 15th June 2008 and resigned on 9th October 2008)
- * YEN Teresa
- * WAN Ming Sun (appointed on 1st February 2008)
- * LIU Guolin
- * FAN Yan Hok, Philip
- @ CHUNG Cho Yee, Mico
- @ CHENG Yuk Wo
- @ Albert Thomas DA ROSA, Junior

- # *Executive Director*
- * *Non-executive Director*
- @ *Independent Non-executive Director*

In accordance with Bye-law 87, Mr. OEI Tjie Goan, Mr. XU Zheng, Mr. TSANG Sai Chung, Kirk, Mr. LIU Guolin and Mr. CHUNG Cho Yee, Mico will retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election as Directors of the Company.

The Company has received from each Independent Non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange") and the Company considered all of them to be independent.

DIRECTORS' SERVICE 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 Group within one year without payment of compensation (other than statutory compensation).

董事

年內及於本報告日期之董事如下：

- * 黃志源(主席)
- * 王軍(榮譽主席)
(於二零零八年四月十七日辭任)
- * 李學明(副主席)
- * 徐征(副主席)
- # 黃剛(行政總裁)
- # 陳立波(於二零零八年九月三十日辭任)
- # 吳志文(於二零零八年六月十五日辭任)
- # 曾細忠
- # 陳國芳
- # 鄧守偉
- # 周永興(於二零零八年六月十五日獲委任及於二零零八年十月九日辭任)
- # 施繼華(於二零零八年六月十五日獲委任及於二零零八年十月九日辭任)
- * 閻孟琪
- * 尹明山(於二零零八年二月一日獲委任)
- * 劉國林
- * 范仁鶴
- @ 鍾楚義
- @ 鄭毓和
- @ 羅凱栢

- # 執行董事
- * 非執行董事
- @ 獨立非執行董事

根據公司章程細則第87條，黃志源先生、徐征先生、曾細忠先生、劉國林先生及鍾楚義先生將於應屆股東週年大會輪值告退，並符合資格願意膺選連任本公司董事。

本公司已根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第3.13條接獲各獨立非執行董事之年度獨立身份確認函，本公司因而認為全體非執行董事均為獨立人士。

董事服務合約

概無於應屆股東週年大會膺選連任之董事與本公司或其附屬公司訂立本集團不可於一年內予以終止而毋須賠償之服務合約(法定賠償除外)。

SHARE OPTION SCHEMES

Share Options of the Company

The Company's existing share option scheme (the "Option Scheme") was adopted on 16th June 2006. Particulars of the Option Scheme are set out below:

(a) Purpose

The principal purposes are to recruit and retain high caliber Eligible Persons (as defined below) and attract human resources that are valuable to the Group or any entity in which any member of the Group holds an equity interest ("Invested Entity") or Invested Entities, to recognise the significant contributions of the Eligible Persons to the growth of the Group or Invested Entities by rewarding them with opportunities to obtain ownership interest in the Company and to further motivate and give incentives to these Eligible Persons to continue to contribute to the long term success and prosperity of the Group or Invested Entities.

(b) Eligible Persons

Any employee (whether full time or part time), senior executive or officer, manager, director (including independent non-executive director) or consultant of any members of the Group or any Invested Entity who, in the sole discretion of the Board, have contributed or will contribute to the growth and development of the Group or any Invested Entity.

(c) Maximum number of shares available for issue

The total number of shares of the Company available for issue under the Option Scheme is 646,079,383 shares which represent approximately 7.83% of the issued share capital of the Company as at the date of this Annual Report.

(d) Maximum entitlement of each Eligible Person

The total number of shares of the Company issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:

- (i) each Eligible Person must not exceed 1% of the shares of the Company in issue;
- (ii) a substantial shareholder or an Independent Non-executive Director of the Company must not exceed 0.1% of the shares of the Company in issue and not exceed HK\$5 million in aggregate value.

購股權計劃

本公司之購股權

本公司於二零零六年六月十六日採納現有購股權計劃(「購股權計劃」)。該等購股權計劃詳情載列如下：

(a) 目的

主要目的為聘請及留聘優秀之合資格人士(定義見下文)及吸引對本集團或旗下任何成員公司持有股本權益之任何實體(「投資實體」)或投資實體有價值之人力資源、透過提供機會讓合資格人士取得本公司之擁有權權益，確認彼等對本集團或投資實體之增長所作出之重大貢獻，並進一步鼓勵及獎勵該等合資格人士繼續為本集團或投資實體之長遠成功作出貢獻。

(b) 合資格人士

董事會全權酌情認為任何曾經或將會對本集團或任何投資實體之增長及發展作出貢獻之本集團旗下任何成員公司或投資實體之全職或兼職僱員、高級行政人員或主要人員、經理、董事(包括獨立非執行董事)或顧問。

(c) 可供發行股份之最高數目

根據購股權計劃可供發行之本公司股份總數為646,079,383股，相當於本公司於本年報日期之已發行股本約7.83%。

(d) 各合資格人士之最高配額

於授出之任何十二個月期間，行使已授出購股權(不論已獲行使或尚未行使)時已發行及將予發行之本公司股份總數：

- (i) 每名合資格人士不得超過本公司已發行股份1%；
- (ii) 主要股東或本公司獨立非執行董事不得超過本公司已發行股份0.1%及總值5,000,000港元。

SHARE OPTION SCHEMES (continued)

Share Options of the Company (continued)

(e) *Period within which the shares must be taken up under an option*

An option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board may specify at the time of grant.

(f) *Minimum period, if any, for which an option must be held*

At the time of the grant of an option, the Board must specify the minimum period(s), if any, for which an option must be held before it can be exercised.

(g) *Period open for acceptance of an option and amount payable upon acceptance*

An offer of the grant of an option shall remain open for acceptance for a period of 10 business days from the date of offer and a consideration of HK\$1.0 must be paid upon acceptance.

(h) *Basis of determining the subscription price of an option*

The exercise price must be at least the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

(i) *Remaining life*

The Option Scheme has a life of 10 years and will expire on 16th June 2016 unless otherwise terminated in accordance with the terms of the Option Scheme.

購股權計劃(續)

本公司之購股權(續)

(e) *根據購股權須認購股份之期間*

購股權須於授出日期起計10年或董事會可能於授出時間指明之較短期間內行使。

(f) *持有購股權之最短期限(如有)*

於購股權授出時，董事會須訂明其可行使前持有之購股權最短期限(如有)。

(g) *公開接納購股權之期限以及接納時應付之金額*

提呈授出之購股權可自提呈日期起計十個營業日期間內繼續公開接納，接納時須支付1.0港元代價。

(h) *釐定購股權認購價之基準*

行使價須最少為以下較高者：(i)股份於授出日期在聯交所每日報價表所列收市價；(ii)股份緊接於授出日期前五個營業日在聯交所每日報價表所列平均收市價；及(iii)股份面值。

(i) *餘下年期*

根據購股權計劃之條款，除非另行終止，否則購股權計劃年期為十年，並將於二零一六年六月十六日屆滿。

SHARE OPTION SCHEMES (continued)

Share Options of the Company (continued)

Movements of share options during the year are as follows:

購股權計劃(續)

本公司之購股權(續)

年內購股權變動之詳情如下：

Name	Nature of interest	Number of share options 購股權數目				Outstanding at 31st December 2008 於二零零八年 十二月三十一日 未行使	Date of grant	Exercise period	Exercise price per share 每股行 使價 (HK\$) (港元)
		Outstanding at	Granted	Exercised	Cancelled/ Lapsed 已註銷／ 已失效				
		1st January							
		2008 於二零零八年 一月一日 未行使							
姓名	權益性質		已授出	已行使			授出日期	行使期	
Directors									
董事									
OEI Kang, Eric ("Mr. OEI") 黃剛(「黃先生」)	Personal 個人	562,500	–	–	–	562,500	15th December 2006 二零零六年十二月十五日	15th December 2007 to 14th December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.420
		937,500	–	–	–	937,500	15th December 2006 二零零六年十二月十五日	15th December 2008 to 14th December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.420
		–	300,000	–	–	300,000	1st February 2008 二零零八年二月一日	1st February 2009 to 31st January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.656
		–	450,000	–	–	450,000	1st February 2008 二零零八年二月一日	1st February 2010 to 31st January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.656
		–	750,000	–	–	750,000	1st February 2008 二零零八年二月一日	1st February 2011 to 31st January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.656
	Family 家族	562,500	–	–	–	562,500	15th December 2006 二零零六年十二月十五日	15th December 2007 to 14th December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.420
		937,500	–	–	–	937,500	15th December 2006 二零零六年十二月十五日	15th December 2008 to 14th December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.420

SHARE OPTION SCHEMES (continued)
Share Options of the Company (continued)

購股權計劃(續)
本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目				Outstanding at 31st December 2008 於二零零八年 十二月三十一日 未行使	Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行 使價 (HK\$) (港元)
		Outstanding at 1st January 2008 於二零零八年 一月一日 未行使	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷/ 已失效				
		-	300,000	-	-	300,000	1st February 2008 二零零八年二月一日	1st February 2009 to 31st January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.656
		-	450,000	-	-	450,000	1st February 2008 二零零八年二月一日	1st February 2010 to 31st January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.656
		-	750,000	-	-	750,000	1st February 2008 二零零八年二月一日	1st February 2011 to 31st January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.656
TSANG Sai Chung, Kirk ("Mr. TSANG") 個人 曾細忠(「曾先生」)	Personal 個人	3,000,000	-	(1,000,000) (note 3) (附註3)	-	2,000,000	15th December 2006 二零零六年十二月十五日	15th December 2007 to 14th December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.420
		5,000,000	-	-	-	5,000,000	15th December 2006 二零零六年十二月十五日	15th December 2008 to 14th December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.420
		-	1,600,000	-	-	1,600,000	1st February 2008 二零零八年二月一日	1st February 2009 to 31st January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.656
		-	2,400,000	-	-	2,400,000	1st February 2008 二零零八年二月一日	1st February 2010 to 31st January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.656
		-	4,000,000	-	-	4,000,000	1st February 2008 二零零八年二月一日	1st February 2011 to 31st January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.656

SHARE OPTION SCHEMES (continued)
Share Options of the Company (continued)

購股權計劃(續)
本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目				Outstanding at 31st December 2008 於二零零八年 十二月三十一日 未行使	Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行 使價 (HK\$) (港元)
		Outstanding at 1st January 2008 於二零零八年 一月一日 未行使	Granted	Exercised	Cancelled/ Lapsed 已註銷/ 已失效				
CHAN Kwok Fong, Joseph ("Mr. CHAN") 陳國芳(「陳先生」)	Personal 個人	1,000,000	-	-	-	1,000,000	15th December 2006 二零零六年十二月十五日	15th December 2007 to 14th December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.420
		1,500,000	-	-	-	1,500,000	15th December 2006 二零零六年十二月十五日	15th December 2008 to 14th December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.420
		2,500,000	-	-	-	2,500,000	15th December 2006 二零零六年十二月十五日	15th December 2009 to 14th December 2016 二零零九年十二月十五日至 二零一六年十二月十四日	1.420
		-	1,600,000	-	-	1,600,000	1st February 2008 二零零八年二月一日	1st February 2009 to 31st January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.656
		-	2,400,000	-	-	2,400,000	1st February 2008 二零零八年二月一日	1st February 2010 to 31st January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.656
TANG Sau Wai, Tom ("Mr. TANG") 鄧守偉(「鄧先生」)	Personal 個人	-	4,000,000	-	-	4,000,000	1st February 2008 二零零八年二月一日	1st February 2011 to 31st January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.656
		3,600,000	-	-	-	3,600,000	15th December 2006 二零零六年十二月十五日	15th December 2007 to 14th December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.420
		5,900,000	-	-	-	5,900,000	15th December 2006 二零零六年十二月十五日	15th December 2008 to 14th December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.420

SHARE OPTION SCHEMES (continued)
Share Options of the Company (continued)

購股權計劃(續)
本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目				Outstanding at 31st December 2008 於二零零八年 十二月三十一日 未行使	Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行 使價 (HK\$) (港元)
		Outstanding at 1st January 2008 於二零零八年 一月一日 未行使	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷/ 已失效				
		1,500,000	-	-	-	1,500,000	15th December 2006 二零零六年十二月十五日	15th December 2009 to 14th December 2016 二零零九年十二月十五日至 二零一六年十二月十四日	1.420
		-	800,000	-	-	800,000	1st February 2008 二零零八年二月一日	1st February 2009 to 31st January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.656
		-	1,200,000	-	-	1,200,000	1st February 2008 二零零八年二月一日	1st February 2010 to 31st January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.656
		-	2,000,000	-	-	2,000,000	1st February 2008 二零零八年二月一日	1st February 2011 to 31st January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.656
FAN Yan Hok, Philip ("Mr. FAN") 范仁鶴(「范先生」)	Personal 個人	-	600,000	-	-	600,000	1st February 2008 二零零八年二月一日	1st February 2009 to 31st January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.656
		-	900,000	-	-	900,000	1st February 2008 二零零八年二月一日	1st February 2010 to 31st January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.656
		-	1,500,000	-	-	1,500,000	1st February 2008 二零零八年二月一日	1st February 2011 to 31st January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.656

SHARE OPTION SCHEMES (continued)
Share Options of the Company (continued)

購股權計劃(續)
本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目					Date of grant	Exercise period	Exercise price per share
		Outstanding at 1st January 2008	Granted	Exercised	Cancelled/ Lapsed	Outstanding at 31st December 2008			
		於二零零八年 一月一日 未行使				於二零零八年 十二月三十一日 未行使			
姓名	權益性質		已授出	已行使	已註銷/ 已失效		授出日期	行使期	每股行 使價 (HK\$) (港元)
CHUNG Cho Yee, Mico ("Mr. CHUNG") 鍾楚義(「鍾先生」)	Personal 個人	-	600,000	-	-	600,000	1st February 2008 二零零八年二月一日	1st February 2009 to 31st January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.656
		-	900,000	-	-	900,000	1st February 2008 二零零八年二月一日	1st February 2010 to 31st January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.656
		-	1,500,000	-	-	1,500,000	1st February 2008 二零零八年二月一日	1st February 2011 to 31st January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.656
CHENG Yuk Wo ("Mr. CHENG") 鄭毓和(「鄭先生」)	Personal 個人	-	600,000	-	-	600,000	1st February 2008 二零零八年二月一日	1st February 2009 to 31st January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.656
		-	900,000	-	-	900,000	1st February 2008 二零零八年二月一日	1st February 2010 to 31st January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.656
		-	1,500,000	-	-	1,500,000	1st February 2008 二零零八年二月一日	1st February 2011 to 31st January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.656
Albert Thomas DA ROSA, Junior ("Mr. DA ROSA") 羅凱栢先生 (「羅先生」)	Personal 個人	-	600,000	-	-	600,000	1st February 2008 二零零八年二月一日	1st February 2009 to 31st January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.656
		-	900,000	-	-	900,000	1st February 2008 二零零八年二月一日	1st February 2010 to 31st January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.656

SHARE OPTION SCHEMES (continued)
Share Options of the Company (continued)

購股權計劃(續)
本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目				Outstanding at 31st December 2008 於二零零八年 十二月三十一日 未行使	Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行 使價 (HK\$) (港元)
		Outstanding at 1st January 2008 於二零零八年 一月一日 未行使	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷/ 已失效				
		-	1,500,000	-	-	1,500,000	1st February 2008 二零零八年二月一日	1st February 2011 to 31st January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.656
Sub-total 小計		27,000,000	35,000,000	(1,000,000)	-	61,000,000			
Employees and other participants (Note 1) 僱員及其他 參與人士 (附註1)		26,900,000	-	(3,500,000) (note 4) (附註4)	(3,100,000)	20,300,000	15th December 2006 二零零六年十二月十五日	15th December 2007 to 14th December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.420
		46,050,000	-	-	(10,100,000)	35,950,000	15th December 2006 二零零六年十二月十五日	15th December 2008 to 14th December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.420
		36,750,000	-	-	(6,000,000)	30,750,000	15th December 2006 二零零六年十二月十五日	15th December 2009 to 14th December 2016 二零零九年十二月十五日至 二零一六年十二月十四日	1.420
		3,330,000	-	-	(3,330,000)	-	7th June 2007 二零零七年六月七日	7th June 2008 to 6th June 2017 二零零八年六月七日至 二零一七年六月六日	1.948
		3,330,000	-	-	(3,330,000)	-	7th June 2007 二零零七年六月七日	7th June 2009 to 6th June 2017 二零零九年六月七日至 二零一七年六月六日	1.948
		3,340,000	-	-	(3,340,000)	-	7th June 2007 二零零七年六月七日	7th June 2010 to 6th June 2017 二零一零年六月七日至 二零一七年六月六日	1.948

SHARE OPTION SCHEMES (continued)
Share Options of the Company (continued)

購股權計劃(續)
本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目				Outstanding at 31st December 2008 於二零零八年 十二月三十一日 未行使	Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行 使價 (HK\$) (港元)
		Outstanding at 1st January 2008 於二零零八年 一月一日 未行使	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷/ 已失效				
		5,000,000	-	-	-	5,000,000	3rd July 2007 二零零七年七月三日	15th December 2007 to 2nd July 2017 二零零七年十二月十五日至 二零一七年七月二日	2.300
		2,500,000	-	-	-	2,500,000	3rd July 2007 二零零七年七月三日	15th December 2008 to 2nd July 2017 二零零八年十二月十五日至 二零一七年七月二日	2.300
		2,500,000	-	-	-	2,500,000	3rd July 2007 二零零七年七月三日	15th December 2009 to 2nd July 2017 二零零九年十二月十五日至 二零一七年七月二日	2.300
		1,800,000	-	-	(1,800,000)	-	3rd July 2007 二零零七年七月三日	3rd July 2008 to 2nd July 2017 二零零八年七月三日至 二零一七年七月二日	2.300
		2,700,000	-	-	(2,700,000)	-	3rd July 2007 二零零七年七月三日	3rd July 2009 to 2nd July 2017 二零零九年七月三日至 二零一七年七月二日	2.300
		4,500,000	-	-	(4,500,000)	-	3rd July 2007 二零零七年七月三日	3rd July 2010 to 2nd July 2017 二零一零年七月三日至 二零一七年七月二日	2.300
		-	35,980,000	-	(3,400,000)	32,580,000	1st February 2008 二零零八年二月一日	1st February 2009 to 31st January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.656
		-	53,970,000	-	(5,100,000)	48,870,000	1st February 2008 二零零八年二月一日	1st February 2010 to 31st January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.656

SHARE OPTION SCHEMES (continued)
Share Options of the Company (continued)

購股權計劃(續)
本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目				Outstanding at 31st December 2008 於二零零八年 十二月三十一日	Date of grant	Exercise period	Exercise price per share 每股行 使價 (HK\$) (港元)
		Outstanding at 1st January 2008 於二零零八年 一月一日	Granted	Exercised	Cancelled/ Lapsed 已註銷/ 已失效				
姓名	權益性質	未行使	已授出	已行使		未行使	授出日期	行使期	
		-	89,950,000	-	(8,500,000)	81,450,000	1st February 2008 二零零八年二月一日	1st February 2011 to 31st January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.656
Sub-total 小計		138,700,000	179,900,000	(3,500,000)	(55,200,000)	259,900,000			
Total 總計		165,700,000	214,900,000	(4,500,000)	(55,200,000)	320,900,000			

Notes:

- Mr. CHENG Sum Hing, Sam, Mr. NG Chi Man, Michael, Mr. CHEN Libo, Mr. CHAU Wing Hing and Mr. SHI Jihua resigned as executive directors of the Company with effect from 29th June 2007, 15th June 2008, 30th September 2008, 9th October 2008 and 9th October 2008 respectively. Details of the outstanding share options held by them during the year ended 31st December 2008 were accounted and described under the heading "Employees and other participants". Such details were previously accounted and described under the name of the respective Directors in the Company's annual report for the year ended 31st December 2007 and interim report for the six months ended 30th June 2008.
- The closing price of the shares of the Company immediately before the options granted on 1st February 2008 was HK\$1.63.
- The weighted average closing price of the shares of the Company immediately before the date on which the share options were exercised was HK\$2.18.
- The weighted average closing price of the shares of the Company immediately before the dates on which the share options were exercised was HK\$1.757.

附註：

- 鄭森興先生、吳志文先生、陳立波先生、周永興先生及施繼華先生分別於二零零七年六月二十九日、二零零八年六月十五日、二零零八年九月三十日、二零零八年十月九日及二零零八年十月九日辭任本公司執行董事。有關彼等於截至二零零八年十二月三十一日止年度持有之未行使購股權在「僱員及其他參與人士」一節闡釋及載述。有關詳情之前於本公司截至二零零七年十二月三十一日止年度之年報以及截至二零零八年六月三十日止六個月之中期報告在董事各自名下闡釋及載述。
- 緊接於二零零八年二月一日授出購股權前一日，本公司股份之收市價為1.63港元
- 緊接購股權獲行使前一日，本公司股份之加權平均收市價為2.18港元。
- 緊接購股權獲行使前一日，本公司股份之加權平均收市價為1.757港元。

SHARE OPTION SCHEMES (continued)

Share Options of the Company (continued)

Using the Binomial Valuation model, the fair value of 214,900,000 share options granted on 1st February 2008 was HK\$112.1 million for the year under review. The significant inputs into the model were share price of HK\$1.64 at the grant date, exercise price of HK\$1.656, volatility of 56.0%, dividend yield of 6.3%, an expected option life of 10 years and risk-free interest rate of 2.6%. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of weekly share prices over the last 12 months. The vesting period is between 1st February 2008 to 31st January 2011. The value of the share options is subject to a number of assumptions and with regard to the limitation of model. Therefore, the value may be subjective and difficult to determine. The assumptions of calculation of fair value of HK\$56.6 million granted on 15th December 2006 were described in Note 11 (c) of the annual financial statements for year ended 31st December 2006. The assumptions of calculation of fair value of HK\$19.7 million of share options granted on 7th June 2007 and 3rd July 2007 respectively were described in Note 10 (c) of the annual financial statements for the year ended 31st December 2007.

Share Options of the subsidiary of the Company

At the annual general meeting of HKE held on 27th May 2008, its old share option scheme adopted on 16th April 2002 (the "Old HKE Option Scheme") was terminated and a new share option scheme (the "New HKE Option Scheme") which contains terms substantially similar to the one adopted by the Company, was adopted. Details of these two share option schemes of HKE are summarized below.

購股權計劃(續)

本公司之購股權(續)

使用二項式估值模型計算，於二零零八年二月一日授出之214,900,000份購股權於回顧年內之公平值為112,100,000港元。輸入該模型的重大變數為於授出日期之股價1.64港元、行使價1.656港元、波幅56.0%、股息率6.3%、購股權預期年期10年，並按無風險利率2.6厘計算。以持續複合股份回報率之標準偏差計算之波幅乃根據過往十二個月之每週股價統計分析計算。歸屬期由二零零八年二月一日至二零一一年一月三十一日。購股權之價值受到多項假設及定價模式限制所影響。因此，其價值可能較主觀及難以釐定。計算於二零零六年十二月十五日授出之購股權之公平值56,600,000港元時所作假設已載述於截至二零零六年十二月三十一日止年度之年度財務報表附註11(c)。計算分別於二零零七年六月七日及二零零七年七月三日授出之購股權之公平值19,700,000港元時所作假設已載述於截至二零零七年十二月三十一日止年度之年度財務報表附註10(c)。

本公司附屬公司之購股權

於二零零八年五月二十七日舉行香港新能源之股東週年大會，該公司終止其於二零零二年四月十六日採納之舊購股權計劃(「香港新能源舊購股權計劃」)，並採納一項新購股權計劃(「香港新能源新購股權計劃」)，所載條款與本公司所採納者大致相同。該兩項香港新能源購股權計劃詳情概述如下。

SHARE OPTION SCHEMES (continued)
Share Options of the subsidiary of the Company
(continued)

購股權計劃(續)
本公司附屬公司之購股權(續)

	New HKE Option Scheme 香港新能源新購股權計劃	Old HKE Option Scheme 香港新能源舊購股權計劃
(a) Purpose 目的	<p>The principal purposes are to recruit and retain high calibre Eligible Persons (as defined below) and attract human resources that are valuable to the HKE Group or any entity in which any member of the HKE Group holds an equity interest ("Invested Entity" or "Invested Entities"), to recognise the significant contributions of the Eligible Persons to the growth of the HKE Group or Invested Entities by rewarding them with opportunities to obtain ownership interest in HKE and to further motivate and give incentives to these Eligible Persons to continue to contribute to the long term success and prosperity of the HKE or Invested Entities.</p> <p>主要目的為聘請及留聘優秀之合資格人士(定義見下文)以及吸引對香港新能源集團或旗下任何成員公司持有股本權益之任何實體(「投資實體」)有價值之人力資源、透過提供機會讓合資格人士取得香港新能源之擁有權權益，表揚彼等對香港新能源集團或投資實體之增長所作出重大貢獻，並進一步鼓勵及獎勵該等合資格人士繼續為香港新能源或投資實體之長遠成功作出貢獻。</p>	<p>The purposes are to provide incentives and rewards to those who contribute to the success of the HKE's operations.</p> <p>目的為鼓勵及獎勵對香港新能源之成功作出貢獻之人士。</p>
(b) Eligible Persons 合資格人士	<p>Any employee (whether full time or part time), senior executive or officer, manager, director (including executive, non-executive and independent non-executive director) or consultant of any members of the HKE Group or any Invested Entity who, in the sole discretion of the Board, have contributed or will contribute to the growth and development of the HKE Group or any Invested Entity.</p> <p>董事會全權酌情認為任何曾經或將會對香港新能源集團或任何投資實體之增長及發展作出貢獻之香港新能源集團旗下任何成員公司或投資實體之全職或兼職僱員、高級行政人員或主要人員、經理、董事(包括執行董事、非執行董事及獨立非執行董事)或顧問。</p>	<p>Eligible participants of the Old HKE Option Scheme include, among others, any employee of the HKE Group (including any Director of HKE or any of its subsidiaries) and those companies in the equity share capital of which HKE, directly or indirectly, had a 20 percent or greater beneficial interest but excluding HKE's subsidiaries.</p> <p>香港新能源舊購股權計劃之合資格人士包括(其中包括)香港新能源集團任何僱員，當中包括香港新能源或其任何附屬公司任何僱員，及香港新能源直接或間接實益擁有其股本權益20%或以上之公司，惟不包括香港新能源之附屬公司。</p>
(c) Maximum number of shares available for issue 可供發行股份之最高數目	<p>The total number of shares of HKE available for issue under the New HKE Option Scheme is 76,353,475 shares which represent 10% of the issued share capital of HKE as at the date of this Annual Report.</p> <p>根據香港新能源新購股權計劃可供發行之香港新能源股份總數為76,353,475股，相當於香港新能源於本年報日期之已發行股本約10%。</p>	<p>The maximum number of ordinary shares might be granted under the Old HKE Option Scheme cannot exceed 18,254,446 ordinary shares and this Old HKE Option Scheme has been terminated on 27th May 2008.</p> <p>根據香港新能源舊購股權計劃授出購股權涉及之普通股最高數目不得超過18,254,446股普通股，此香港新能源舊購股權計劃已於二零零八年五月二十七日終止。</p>

SHARE OPTION SCHEMES (continued)
Share Options of the subsidiary of the Company
(continued)

購股權計劃(續)
本公司附屬公司之購股權(續)

	New HKE Option Scheme 香港新能源新購股權計劃	Old HKE Option Scheme 香港新能源舊購股權計劃
(d) Maximum entitlement of each Eligible Person 各合資格人士之最高限額	<p>The total number of shares of HKE issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:</p> <p>於授出之任何十二個月期間，行使已授出購股權(不論已獲行使或尚未行使)時已發行及將予發行之香港新能源股份總數：</p> <p>(i) each Eligible Person must not exceed 1% of the shares of HKE in issue; 每名合資格人士不得超過香港新能源已發行股份1%；</p> <p>(ii) a substantial shareholder or an Independent Non-executive Director of HKE must not exceed 0.1% of the shares of HKE in issue and not exceed HK\$5 million in aggregate value. 主要股東或香港新能源獨立非執行董事不得超過香港新能源已發行股份0.1%及總值5,000,000港元。</p>	<p>The total number of shares of HKE issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:</p> <p>於授出之任何十二個月期間，行使已授出購股權(不論已獲行使或尚未行使)時已發行及將予發行之香港新能源股份總數：</p> <p>(i) each Eligible Person must not exceed 1% of the shares of HKE in issue; 每名合資格人士不得超過香港新能源已發行股份1%；</p> <p>(ii) a substantial shareholder or an Independent Non-executive Director of HKE must not exceed 0.1% of the shares of HKE in issue and not exceed HK\$5 million in aggregate value. 主要股東或香港新能源獨立非執行董事不得超過香港新能源已發行股份0.1%及總值5,000,000港元。</p>
(e) Period within which the shares must be taken up under an option 根據購股權須認購股份之期間	<p>An option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board may specify at the time of grant.</p> <p>購股權須於授出日期起計10年或董事會可能於授出時間指明之較短期間內行使。</p>	<p>An option must be exercised within 10 years from the date on which it is deemed to have been granted.</p> <p>購股權須於授出日期起計10年內行使。</p>
(f) Minimum period, if any, for which an option must be held 持有購股權之最短期限(如有)	<p>At the time of the grant of an option, the Board must specify the minimum period(s), if any, for which an option must be held before it can be exercised.</p> <p>於購股權授出時，董事會須訂明其可行使前持有之購股權最短期限(如有)。</p>	<p>An option might be exercised subject to the minimum period, if any, specified in the terms of grant.</p> <p>購股權授出須於授出條款訂明之最短期限(如有)內行使。</p>
(g) Period open for acceptance of an option and amount payable upon acceptance 接納購股權之期限以及接納時應付之金額	<p>An offer of the grant of an option shall remain open for acceptance for a period of 10 business days from the date of offer and a consideration of HK\$1.0 must be paid upon acceptance.</p> <p>提呈授出之購股權可自提呈日期起計十個營業日期間內可供接納，接納時須支付1.0港元代價。</p>	<p>An offer of the specified grant of share options would be deemed to have been accepted when the counterpart of the offer and acceptance letter is duly signed by the grantee together with a remittance in favour of HKE in the amount specified in the offer, being the consideration for the grant of the option, is received by HKE at the place specified in the option agreement within 28 days from the date of the offer or such other period as the Board may specify in writing.</p> <p>當承授人正式簽署授出建議及接納函件，以及於授出建議日期起計28日內或董事會可能以書面指定之其他期間內，香港新能源在購股權協議指定之地點收訖有關建議所訂明以香港新能源為受益人之款項(即授出購股權之代價)後，授出購股權之建議方被視為獲接納。</p>

SHARE OPTION SCHEMES (continued)
Share Options of the subsidiary of the Company
(continued)

購股權計劃(續)
本公司附屬公司之購股權(續)

	New HKE Option Scheme 香港新能源新購股權計劃	Old HKE Option Scheme 香港新能源舊購股權計劃
(h) Basis of determining the subscription price of an option 釐定購股權認購價之基準	<p>The exercise price must be at least the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.</p> <p>行使價須最少為以下較高者：(i)股份於授出日期在聯交所每日報價表所列收市價；(ii)股份緊接於授出日期前五個營業日在聯交所每日報價表所列平均收市價；及(iii)股份面值。</p>	<p>The exercise price of the option shall be determined by the Board, provided that it would not be less than the higher of: (i) the closing price of the HKE's ordinary shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of option, which must be a business day; (ii) the average of the closing share price of the HKE's ordinary share as stated in the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the ordinary shares of HKE.</p> <p>購股權行使價由董事會釐定，惟須最少為以下較高者：(i)香港新能源普通股於購股權授出日期(必須為營業日)在聯交所每日報價表所列收市價；(ii)香港新能源普通股緊接於授出日期前五個營業日在聯交所所列平均收市價；及(iii)香港新能源普通股面值。</p>
(i) Remaining life 餘下年期	<p>The New HKE Option Scheme has a life of 10 years and will expire on 27th May 2018 unless otherwise terminated in accordance with the terms of the New HKE Option Scheme.</p> <p>根據香港新能源新購股權計劃之條款，除非另行終止，否則香港新能源新購股權計劃年期為十年，將於二零一八年五月二十七日屆滿。</p>	<p>The Old HKE Option Scheme was terminated on 27th May 2008.</p> <p>香港新能源舊購股權計劃已於二零零八年五月二十七日終止。</p>
No option has been granted by HKE under the Old HKE Option Scheme since inception up to its termination on 27th May 2008.	自香港新能源舊購股權計劃開始至其於二零零八年五月二十七日終止當日，香港新能源並無據此授出任何購股權。	
No options had been granted by HKE under the New HKE Option Scheme since inception up to the year ended 31st December 2008.	自香港新能源新購股權計劃開始至截至二零零八年十二月三十一日止年度，香港新能源並無據此授出任何購股權。	

DIRECTORS' INTERESTS IN SECURITIES

At 31st December 2008, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules adopted by the Company were as follows:

(i) Long positions in the shares and underlying shares of the Company:

Name of Director	Nature of interest	Number of Shares	Approximate percentage of the existing issued share capital of the Company 佔本公司現有已發行股本概約百分比
董事姓名	權益性質	股份數目	
Mr. OEI 黃先生	Personal 個人	192,940,410 ¹	2.337%
	Corporate 公司	3,393,811,590 ²	41.113%
	Joint 共同	10,916,735 ³	0.132%
	Family 家族	3,000,000 ⁴	0.036%
Mr. TSANG 曾先生	Personal 個人	17,687,642 ⁵	0.214%
Mr. CHAN 陳先生	Personal 個人	13,000,000 ⁶	0.157%
Mr. TANG 鄧先生	Personal 個人	15,127,985 ⁷	0.183%
	Family 家族	180,057 ⁸	0.002%
Mr. FAN 范先生	Personal 個人	3,000,000 ⁹	0.036%
Mr. CHUNG 鍾先生	Personal 個人	3,000,000 ¹⁰	0.036%
Mr. CHENG 鄭先生	Personal 個人	3,000,000 ¹¹	0.036%
Mr. DA ROSA 羅先生	Personal 個人	3,000,000 ¹²	0.036%

董事於證券之權益

於二零零八年十二月三十一日，各董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」））第XV部之股份、相關股份及債券中擁有登記於證券及期貨條例第352條規定存置的登記冊之權益及淡倉；或根據本公司採納之上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）規定須知會本公司及聯交所之權益及淡倉如下：

(i) 於本公司股份及相關股份之好倉：

DIRECTORS' INTERESTS IN SECURITIES

(continued)

(ii) Long positions in the shares and underlying shares of associated corporation of the Company:

董事於證券之權益(續)

(ii) 於本公司相聯法團股份及相關股份之好倉：

Name of associated corporation	Name of Director	Nature of interest	Number of Shares	Approximate percentage of the existing issued share capital of the associated corporation 佔相聯法團現有已發行股本概約百分比
相聯法團名稱	董事姓名	權益性質	股份數目	
HKE 香港新能源	Mr. OEI 黃先生	Corporate 公司	572,598,298 ¹³	74.99%

Notes:

附註：

- The personal interest of Mr. OEI represents an interest in 172,673,100 shares of the Company, an interest in 17,267,310 underlying shares in respect of warrants issued by the Company and an interest in 3,000,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
 - The corporate interest of Mr. OEI represents an interest in 2,904,637,037 shares of the Company and an interest in 278,443,244 underlying shares in respect of warrants issued by the Company held by Creator Holdings Limited ("Creator"), a company beneficially and wholly owned by Mr. OEI, and an interest in 191,573,918 shares of the Company and an interest in 19,157,391 underlying shares in respect of warrants issued by the Company held by Genesis Capital Group Limited ("Genesis"), a company owned as to 50% by Mr. OEI and as to the remaining 50% by his wife, Mrs. OEI Valonia Lau ("Mrs. OEI").
 - The joint interest of Mr. OEI represents an interest in 5,454,305 shares of the Company and an interest in 5,462,430 underlying shares in respect of warrants issued by the Company jointly held with his wife, Mrs. OEI.
 - The family interest of Mr. OEI represents an interest in 3,000,000 underlying shares in respect of options granted by the Company to Mrs. OEI as detailed in "Share Option Schemes" section above.
 - The personal interest of Mr. TSANG represents an interest in 2,507,302 shares of the Company, an interest in 180,340 underlying shares in respect of warrants issued by the Company and an interest in 15,000,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
 - The personal interest of Mr. CHAN represents an interest in 13,000,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
- 黃先生之個人權益指於本公司172,673,100股股份之權益、與本公司所發行認股權證有關之17,267,310股相關股份權益及上文「購股權計劃」一節所詳述本公司所授出購股權有關之3,000,000股相關股份權益。
 - 黃先生之公司權益指由彼實益全資擁有之創達集團有限公司(「創達」)持有之2,904,637,037股本公司股份之權益及本公司所發行之認股權證有關之278,443,244股相關股份權益，以及由黃先生及彼之妻子劉慧女士(「黃太」)各自擁有50%權益之華創集團有限公司(「華創」)持有之191,573,918股本公司股份之權益及本公司所發行認股權證有關之19,157,391股相關股份權益。
 - 黃先生之共同權益指於本公司5,454,305股股份之權益，以及與本公司所發行認股權證有關之5,462,430股相關股份權益，所有股份由彼與妻子黃太共同持有。
 - 黃先生之家族權益指上文「購股權計劃」一節所詳述本公司授予黃太之購股權有關之3,000,000股相關股份權益。
 - 曾先生之個人權益指於2,507,302股本公司股份之權益、與本公司所發行認股權證有關之180,340股相關股份權益，以及與上文「購股權計劃」一節所詳述本公司所授出購股權有關之15,000,000股相關股份權益。
 - 陳先生之個人權益指於與上文「購股權計劃」一節所詳述本公司所授出購股權有關之13,000,000股相關股份權益。

DIRECTORS' INTERESTS IN SECURITIES

(continued)

(ii) Long positions in the shares and underlying shares of associated corporation of the Company: (continued)

Notes: (continued)

7. The personal interest of Mr. TANG represents an interest in 116,351 shares of the Company, an interest in 11,634 underlying shares in respect of warrants issued by the Company and an interest in 15,000,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
8. The family interest of Mr. TANG represents an interest in 163,536 shares in the Company and an interest in 16,521 underlying shares in respect of warrants issued by the Company held by his wife.
9. The personal interest of Mr. FAN represents an interest in 3,000,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
10. The personal interest of Mr. CHUNG represents an interest in 3,000,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
11. The personal interest of Mr. CHENG represents an interest in 3,000,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
12. The personal interest of Mr. DA ROSA represents an interest in 3,000,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
13. The corporate interest of Mr. OEI represents an interest in 572,598,298 shares held by the Company in HKE. Since the Company is held as to approximately 35.187% by Creator, a company wholly-owned by Mr. OEI, he is deemed to be interested in the same parcel of shares in which the Company is taken to be interested in HKE.

Save as disclosed above, as at 31st December 2008, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement that enabled the Directors of the Company or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事於證券之權益(續)

(ii) 於本公司相聯法團股份及相關股份之好倉： (續)

附註：(續)

7. 鄧先生之個人權益指於116,351股本公司股份之權益、與本公司所發行認股權證有關之11,634股相關股份權益，以及與上文「購股權計劃」一節所詳述本公司所授出購股權有關之15,000,000股相關股份權益。
8. 鄧先生之家族權益指於163,536股本公司股份之權益及與彼之妻子所持有由本公司發行之認股權證有關之16,521股相關股份權益。
9. 范先生之個人權益指與上文「購股權計劃」一節所詳述本公司所授出購股權有關之3,000,000股相關股份權益。
10. 鍾先生之個人權益指與上文「購股權計劃」一節所詳述本公司所授出購股權有關之3,000,000股相關股份權益。
11. 鄭先生之個人權益指與上文「購股權計劃」一節所詳述本公司所授出購股權有關之3,000,000股相關股份權益。
12. 羅先生之個人權益指與上文「購股權計劃」一節所詳述本公司所授出購股權有關之3,000,000股相關股份權益。
13. 黃先生之公司權益指本公司於香港新能源所持572,598,298股股份之權益。由於黃先生之全資公司創達持有約35.187%權益，故黃先生被視為於同一批本公司視作擁有權益之香港新能源股份中擁有權益。

除上文披露者外，於二零零八年十二月三十一日，概無董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份及債券中擁有登記於證券及期貨條例第352條規定存置的登記冊之任何權益或淡倉；或根據上市規則所載標準守則規定須知會本公司及聯交所之任何權益或淡倉。

董事購買股份或債券之權利

除上文披露者外，於本年內任何時間，本公司或其任何附屬公司概無訂立任何安排致使本公司董事或彼等各自之配偶或18歲以下子女可藉購入本公司或任何其他法人團體之股份或債券而獲益。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

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

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Mr. OEI Tjie Goan is the chairman and a director of PT. Sinar Mas, a company together with its subsidiaries, associates, including Asia Pulp & Paper Company, Ltd., and its holding companies (if any) (the "Sinar Mas Group") are engaged in, among other things, general trading and, property development and investment. One of the business activities of the Sinar Mas Group is property development and investment in the PRC.

Mr. OEI Kang, Eric, a member of the Oei family and a son of Mr. OEI Tjie Goan, does not have any directorship in the Sinar Mas Group.

Mr. LI Xueming is a director of China Everbright Group Limited and China Everbright Holdings Company Limited, together with their subsidiaries, associates, and holding companies (the "China Everbright Group") and Mr. FAN Yan Hok, Philip is a director of China Everbright International Limited, a member of the China Everbright Group. Part of its business activities include (i) property development and investment; (ii) alternative energy business; (iii) infrastructure business; and (iv) construction.

Mr. LIU Guolin and Mr. XU Zheng are directors and senior management in Shanghai Construction (Group) General Corporation (together with its subsidiaries, associates and holding companies (if any), the "Shanghai Construction Group") which is a former substantial Shareholder (as defined in Part XV of the SFO) as well as a sub-contractor and a joint venture partner for certain construction projects of the Group. One of its business activities is construction business in the PRC.

Having considered that the Company itself has its own management supervising the daily operation and making financial and business decisions, the Company can operate its business independently of, and at arm's length from the businesses of the Sinar Mas Group, China Everbright Group and the Shanghai Construction Group.

Save as disclosed above, none of the Directors or their respective associate(s) was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

董事於重大合約之權益

於年終或年內任何時間，本公司或其附屬公司並無訂立任何本公司董事直接或間接擁有重大權益之重大合約。

董事在競爭業務之權益

黃志源先生為PT. Sinar Mas主席兼董事。PT. Sinar Mas連同其附屬公司、聯營公司(包括亞洲漿紙業有限公司)及其控股公司(如有)(統稱「金光集團」)從事(其中包括)一般貿易以及物業發展與投資業務。金光集團業務之一為於中國從事物業發展及投資。

黃剛先生為黃氏家族之成員及黃志源先生之子，並無於金光集團擔任任何董事職務。

李學明先生為中國光大(集團)總公司及中國光大集團有限公司(連同其附屬公司、聯營公司及其控股公司統稱「中國光大集團」)董事，而范仁鶴先生則為中國光大集團成員公司中國光大國際有限公司董事。其部分業務包括(i)物業發展及投資；(ii)替代能源業務；(iii)基建業務；及(iv)建築。

劉國林先生及徐征先生均為上海建工(集團)總公司(連同其附屬公司、聯營公司及控股公司(如有)統稱「上海建工集團」)董事兼高級管理層成員。上海建工集團為前主要股東(定義見證券及期貨條例第XV部)兼本集團若干建築項目之分判商及合營夥伴。上海建工集團其中一項業務為於中國從事建築業務。

鑑於本公司擁有本身之管理層負責監督日常業務運作以及作出財務及商業決策，故本公司之業務運作能夠獨立於金光集團、中國光大集團及上海建工集團並與該等公司之業務公平運作。

除上文披露者外，董事或彼等各自之聯繫人士概無擁有足以或可能對本集團業務直接或間接構成競爭之業務權益。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

At 31st December 2008, the following persons (other than a director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of Part XV of the SFO:

主要股東於證券之權益

於二零零八年十二月三十一日，以下人士（董事或本公司主要行政人員除外）於本公司之股份及相關股份中擁有登記於證券及期貨條例第XV部第336條規定存置的登記冊之權益或淡倉：

Long positions in the shares and underlying shares of the Company

於本公司股份及相關股份之好倉

Name of Shareholder	Nature of interest	Number of shares	Approximate percentage of existing issued share capital of the Company 佔本公司現有已發行股本概約百分比
股東姓名／名稱	權益性質	股份數目	
Mrs. OEI 黃太	Personal 個人	3,000,000 ¹	0.036%
	Corporate 公司	210,731,309 ²	2.553%
	Joint 共同	10,916,735 ³	0.132%
	Family 家族	3,376,020,691 ⁴	40.898%
Creator 創達	Beneficial owner 實益擁有人	3,183,080,281 ⁵	38.560%
Stephen A. FEINBERG	Corporate 公司	1,569,511,900	19.013%
Cerberus Institutional Associates, L.L.C. ("Cerberus")	Corporate 公司	1,569,511,900 ⁶	19.013%
Promontoria Europe Investments XII LDC	Corporate 公司	1,569,511,900	19.013%
Promontoria Holding Cooperatie U.A.	Corporate 公司	1,569,511,900	19.013%
Penta Investment Advisers Limited ("Penta")	Investment manager 投資經理	1,530,873,339 ⁷	18.545%
John ZWAANSTRA	Corporate 公司	1,530,873,339	18.545%
Mercurius GP LLC	Founder of a discretionary trust 信託基金創辦人	755,123,648	9.148%
Penta Asia Fund, Ltd.	Corporate 公司	755,123,648	9.148%
Todd ZWAANSTRA	Trustee 信託人	755,123,648	9.148%

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES (continued)

Long positions in the shares and underlying shares of the Company (continued)

Notes:

1. The personal interest of Mrs. OEI represents an interest in 3,000,000 underlying shares in respect of options granted by the Company to her.
2. The corporate interest of Mrs. OEI represents an interest in 191,573,918 shares and an interest in 19,157,391 underlying shares in respect of warrants issued by the Company held by Genesis, a company owned as to 50% by Mrs. OEI and as to the remaining 50% by Mr. OEI.
3. The joint interest of Mrs. OEI represents an interest in 5,454,305 shares and an interest in 5,462,430 underlying shares in respect of warrants issued by the Company jointly held with Mr. OEI.
4. The family interest of Mrs. OEI represents an interest in 2,904,637,037 shares and an interest in 278,443,244 underlying shares in respect of warrants issued by the Company held by Creator, an interest in 172,673,100 shares and an interest in 17,267,310 underlying shares in respect of warrants issued by the Company held by Mr. OEI, and an interest in 3,000,000 underlying shares in respect of options granted by the Company to Mr. OEI.
5. The beneficial interest of Creator includes an interest in 2,904,637,037 shares and an interest in 278,443,244 underlying shares in respect of warrants issued by the Company. Mr. OEI is a director of Creator.
6. The beneficial interest of Cerberus includes an interest in 1,426,829,000 shares and an interest in 142,682,900 underlying shares in respect of warrants issued by the Company held by certain funds of Cerberus which are managed by Penta on a discretionary basis.
7. The investment manager interest of Penta includes an interest in 1,415,016,586 shares and an interest in 115,856,753 underlying shares in respect of warrants issued by the Company held by certain funds of Cerberus which are managed by Penta on a discretionary basis.

Save as disclosed above, as at 31st December 2008, the Company had not been notified by any person, other than directors and chief executive of the Company, who had interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept under section 336 of Part XV of the SFO.

CONTINUING CONNECTED TRANSACTIONS

Details of the continuing connected transactions are set out in Notes 43a and 43b to the consolidated financial statements.

主要股東於證券之權益(續)

於本公司股份及相關股份之好倉：(續)

附註：

1. 黃太之個人權益指與本公司授予黃太之購股權有關之3,000,000股相關股份。
2. 黃太之公司權益指於191,573,918股股份之權益，以及與本公司所發行認股權證有關而由華創(由黃太擁有50%權益之公司，其餘50%權益由黃先生持有)持有之19,157,391股相關股份權益。
3. 黃太之共同權益指與黃先生共同持有之5,454,305股股份，以及與本公司所發行認股權證有關之5,462,430股相關股份權益。
4. 黃太之家族權益指由創達所持有之2,904,637,037股股份之權益、及本公司所發行認股權證有關之278,443,244股相關股份權益、由黃先生持有之172,673,100股股份之權益及本公司所發行認股權證有關之17,267,310股相關股份權益，以及本公司向黃先生所授出購股權有關之3,000,000股相關股份權益。
5. 創達之實益權益包括於2,904,637,037股股份之權益，以及與本公司所發行認股權證有關之278,443,244股相關股份權益。黃先生為創達之董事。
6. Cerberus之實益權益包括於1,426,829,000股股份之權益，以及與本公司所發行認股權證有關而由Cerberus若干基金(由Penta全權管理)持有之142,682,900股相關股份之權益。
7. Penta之投資經理權益包括於1,415,016,586股股份之權益，以及與本公司所發行認股權證有關而由Cerberus若干基金(由Penta全權管理)持有之115,856,753股相關股份之權益。

除上文披露者外，於二零零八年十二月三十一日，本公司並不知悉有任何人士(本公司董事及主要行政人員除外)於本公司之股份及相關股份中擁有登記於證券及期貨條例第XV部第336條規定存置的登記冊之權益或淡倉。

持續關連交易

持續關連交易之詳情載於綜合財務報表附註43a及43b。

CONTINUING CONNECTED TRANSACTIONS

(continued)

Opinion from the Independent Non-executive Directors on the continuing connected transactions

In accordance with rule 14A.37 of the Listing Rules, the Independent Non-executive Directors of the Company have reviewed and approved the continuing connected transactions described in Notes 43a and 43b to the consolidated financial statements ("Continuing Connected Transactions") and confirmed that the Continuing Connected Transactions were carried out in accordance with the following principles:—

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms no less favourable than terms available to (or from) independent third parties;
- (c) in accordance with the terms of the relevant agreements governing the Continuing Connected Transactions; and
- (d) on a fair and reasonable basis and in the interest of the Company and its shareholders as a whole.

Report from the auditor on the continuing connected transactions

In accordance with rule 14A.38 of the Listing Rules, PricewaterhouseCoopers, the auditor of the Company, has performed certain agreed upon procedures in respect of the Continuing Connected Transactions and reported that the transactions entered into:—

- (a) were approved by the Board of the Company;
- (b) have been carried out in accordance with the terms of the relevant agreements governing the Continuing Connected Transactions; and
- (c) have not exceeded the relevant annual caps.

MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

持續關連交易(續)

獨立非執行董事對持續關連交易之意見

根據上市規則第14A.37條，本公司獨立非執行董事已審閱及批准載於綜合財務報表附註43a及43b之持續關連交易（「持續關連交易」），並確認交易乃於以下原則進行：

- (a) 本集團一般日常業務中；
- (b) 不遜於獨立第三方向（或自）本集團提供之一般商業條款；
- (c) 根據規管持續關連交易之相關協議條款；及
- (d) 按公平合理基準且符合本公司及其股東整體利益。

有關持續關連交易之核數師報告

根據上市規則第14A.38條，本公司核數師羅兵咸永道會計師事務所已就持續關連交易執行若干議定程序，並報告交易乃於以下情況訂立：

- (a) 經本公司董事會批准；
- (b) 根據監管持續關連交易之相關協議條款；及
- (c) 並無超出有關年度上限。

管理合約

本公司於年內並無訂立或擁有任何有關本公司全部或任何重大部分業務之管理及行政合約。

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of the Group's purchases and sales for the year attributable to its major suppliers and customers are as follows:

Purchases

The largest supplier	17%
Five largest suppliers in aggregate	44%

Sales

The largest customer	30%
Five largest customers in aggregate	87%

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

主要客戶及供應商

主要供應商及客戶於年內佔本集團購貨額及銷售量之百分比如下：

購貨額

最大供應商	17%
五大供應商合共	44%

銷售量

最大客戶	30%
五大客戶合共	87%

董事、彼等任何聯繫人士或本公司股東(據董事所知擁有本公司已發行股本超過5%者)概無於上述本集團五大供應商或客戶中擁有任何權益。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year ended 31st December 2008, the Company repurchased its ordinary shares on the Stock Exchange as follows:

購買、出售或贖回本公司上市證券

於截至二零零八年十二月三十一日止年度，本公司曾於聯交所購回之普通股如下：

Date of repurchase 購回日期	Total number of ordinary shares repurchased 已購回 普通股總數	Price paid per ordinary share 每股普通股之已付價格		Aggregate Consideration paid 已付代價總數 HK\$ 港元
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
16th January 2008 二零零八年一月十六日	21,126,000	1.81	1.61	36,249,260
17th January 2008 二零零八年一月十七日	6,533,000	1.87	1.73	11,750,540
22nd January 2008 二零零八年一月二十二日	33,607,000	1.77	1.52	57,002,710
18th March 2008 二零零八年三月十八日	51,932,000	1.67	1.20	81,063,050
19th September 2008 二零零八年九月十九日	587,000	0.73	0.72	423,640
	113,785,000			186,489,200

The repurchased shares were cancelled during the year and the issued share capital of the Company was reduced by the nominal value thereof.

購回股份已於年內註銷，而本公司已發行股本亦因而經該等股份之面值減少。

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

除上文披露者外，本公司或其任何附屬公司概無於年內購買、出售或贖回本公司任何上市證券。

CORPORATE GOVERNANCE

The Company's corporate governance practices are set out in the Corporate Governance Report on pages 20 to 30.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Specified employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with guidelines on no less exacting terms than the Model Code. A Code for Securities Dealings by Employees has also been adopted in this regard.

RETIREMENT BENEFITS SCHEMES

Information on the Group's retirement benefits schemes is set out in Note 12a to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

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

REVIEW OF THE AUDITED FINANCIAL STATEMENTS BY AUDIT COMMITTEE

The audit committee of the Company comprises three independent non-executive directors and one non-executive director with written terms of reference in accordance with the requirements of the Listing Rules, and reports to the Board. The audit committee has reviewed the audited consolidated financial statements for the year ended 31st December 2008.

AUDITOR

The consolidated financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for reappointment. A resolution for the reappointment of PricewaterhouseCoopers as auditor of the Company is to be proposed at the AGM.

On behalf of the board

OEI Kang, Eric

Chief Executive Officer

Hong Kong, 15th April 2009

企業管治

本公司之企業管治常規載於企業管治報告第20至30頁。

董事進行證券交易之標準守則

本公司已採納標準守則作為其本身董事進行證券交易之操守守則。可能擁有本集團尚未公開之股價敏感資料之特定僱員，亦須遵守不遜於標準守則條款之指引。本公司亦已就此採納僱員買賣證券守則。

退休福利計劃

本集團之退休福利計劃資料載於綜合財務報表附註12a。

足夠公眾持股量

根據本公司所獲公開資料及就董事所知，於本報告日期，本公司維持足夠公眾持股量，即根據上市規則規定，公眾持有本公司已發行股份25%以上。

審核委員會審閱經審核財務報表

本公司審核委員會包括三名獨立非執行董事及一名非執行董事，已根據上市規則規定制訂書面職權範圍，並須向董事會匯報。審核委員會已審閱本集團截至二零零八年十二月三十一日止年度之經審核綜合財務報表。

核數師

綜合財務報表已由告退並符合資格膺選連任之羅兵咸永道會計師事務所審核。有關重新委任羅兵咸永道會計師事務所為本公司核數師之決議案將於應屆股東週年大會提呈。

代表董事會

黃剛

行政總裁

香港，二零零九年四月十五日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



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太子大廈二十二樓
電話 (852) 2289 8888
傳真 (852) 2810 9888

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HKC (HOLDINGS) LIMITED (incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of HKC (Holdings) Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 65 to 204, which comprise the consolidated and company balance sheets as at 31st December 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 FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

獨立核數師報告 致香港建設(控股)有限公司股東 (於百慕達註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審核列載於第65至204頁香港建設(控股)有限公司(「貴公司」)及其附屬公司(以下合稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零零八年十二月三十一日的綜合及公司資產負債表與截至該日止年度的綜合損益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔的責任

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

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見，並按照百慕達一九八一年《公司法》第90條僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31st December 2008 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 15th April 2009

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

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

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零零八年十二月三十一日的事務狀況及 貴集團截至該日止年度的虧損及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零零九年四月十五日

CONSOLIDATED INCOME STATEMENT

綜合損益表

For the year ended 31st December 2008

截至二零零八年十二月三十一日止年度

		Note 附註	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Revenues	收益	5	294.7	706.1
Cost of sales	銷售成本	9	(242.6)	(603.4)
Gross profit	毛利		52.1	102.7
Other income	其他收入	6	900.1	574.4
Other and general expenses	其他及一般費用	7	(260.5)	(84.3)
Impairment losses on assets	資產減值虧損	8	(2,335.0)	(33.9)
Fair value adjustments on investment properties	投資物業公平值調整		(473.0)	536.8
Administrative expenses	行政費用	9	(454.2)	(278.3)
Selling and distribution costs	銷售及分銷成本	9	(10.1)	–
Operating (loss)/profit	經營(虧損)/溢利		(2,580.6)	817.4
Finance income	財務收入	10	63.2	81.4
Finance costs	融資成本	10	(237.2)	(162.3)
Finance costs – net	融資成本淨額	10	(174.0)	(80.9)
Share of losses less profits of associated companies	應佔聯營公司虧損減溢利	26	(85.5)	33.7
Share of losses less profits of jointly controlled entities	應佔合營公司虧損減溢利	27	(81.1)	(6.2)
Gain on disposal of associated companies	出售聯營公司收益		–	181.2
(Loss)/profit before income tax	所得稅前(虧損)/溢利		(2,921.2)	945.2
Income tax credit/(expense)	所得稅抵免/(支出)	13	111.5	(95.5)
(Loss)/profit for the year	本年度(虧損)/溢利		(2,809.7)	849.7
Attributable to:	以下應佔：			
Equity holders of the Company	本公司股東權益持有人	14	(2,646.0)	834.6
Minority interest	少數股東權益		(163.7)	15.1
			(2,809.7)	849.7
(Loss)/earnings per share for (loss)/profit attributable to equity holders of the Company, expressed in HK cents per share	本公司股東權益持有人應佔(虧損)/溢利之每股(虧損)/盈利，以每股港仙列示	15		
Basic	基本		(32.5)	15.8
Diluted	攤薄		(32.5)	15.7
Dividends	股息	16		
Interim and special	中期及特別股息		121.6	543.3
Proposed final and special	擬派末期及特別股息		–	283.7
			121.6	827.0

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31st December 2008

於二零零八年十二月三十一日

		Note 附註	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
ASSETS	資產			
Non-current assets	非流動資產			
Investment properties	投資物業	17	2,827.4	2,922.2
Prepaid land lease payments	預付土地租賃款	18	5,969.7	2,259.8
Property, plant and equipment	物業、機器及設備			
– Other property, plant and equipment	– 其他物業、機器及設備	19	937.1	921.0
– Construction in progress	– 在建工程	19	160.3	820.4
Intangible assets	無形資產	21	1,217.2	62.9
Properties under development	發展中物業	20	624.3	1,358.8
Derivative financial instrument	衍生金融工具	22	5.0	5.0
Available-for-sale financial assets	可供出售金融資產	24	23.8	25.8
Investments in associated companies	於聯營公司之投資	26	1,233.1	1,014.1
Investments in jointly controlled entities	於合營公司之投資	27	1,024.0	1,023.8
Other non-current receivables	其他非流動應收款		–	37.0
Total non-current assets	非流動資產總額		14,021.9	10,450.8
Current assets	流動資產			
Inventories	存貨	28	43.2	–
Properties held for sale	作銷售用途之物業	29	9.1	7.1
Financial assets at fair value through profit or loss	按公平值在損益表列賬 之金融資產	30	391.4	93.3
Trade and other receivables	應收賬款及其他應收款	31	443.8	978.2
Restricted cash	受限制現金	33	674.9	1,508.9
Cash and cash equivalents	現金及現金等價物	34	1,836.9	4,416.0
Total current assets	流動資產總額		3,399.3	7,003.5
Total assets	資產總額		17,421.2	17,454.3

		Note 附註	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
EQUITY	權益			
Capital and reserves attributable to equity holders of the Company	本公司股東權益持有人應佔資本及儲備			
Share capital	股本	35	82.5	82.2
Reserves	儲備	36	10,756.4	13,029.1
Proposed final and special dividends	擬派末期及特別股息	16	–	283.7
Equity attributable to equity holders of the Company	本公司股東權益持有人應佔權益		10,838.9	13,395.0
Minority interest	少數股東權益		742.9	(9.6)
Total equity	權益總額		11,581.8	13,385.4
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Borrowings	借款	37	3,197.1	2,458.7
Other non-current payables	其他非流動應付款	39	299.3	112.7
Deferred income tax liabilities	遞延所得稅負債	38	776.9	431.5
Total non-current liabilities	非流動負債總額		4,273.3	3,002.9
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款	39	1,154.6	720.6
Borrowings	借款	37	399.0	330.5
Current income tax liabilities	即期所得稅負債		12.5	14.9
Total current liabilities	流動負債總額		1,566.1	1,066.0
Total liabilities	負債總額		5,839.4	4,068.9
Total equity and liabilities	權益及負債總額		17,421.2	17,454.3
Net current assets	流動資產淨額		1,833.2	5,937.5
Total assets less current liabilities	資產總額減流動負債		15,855.1	16,388.3

OEI Kang, Eric
 CHAN Kwok Fong, Joseph
 Directors

黃剛
 陳國芳
 董事

BALANCE SHEET

資產負債表

As at 31st December 2008
於二零零八年十二月三十一日

	Note	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
ASSETS			
Non-current assets			
Investments in subsidiaries	25	18.4	150.0
Current assets			
Amounts due from subsidiaries	25	9,451.2	8,164.0
Financial assets at fair value through profit or loss	30	63.5	81.3
Other receivables	31	–	0.7
Restricted cash	33	–	440.8
Cash and cash equivalents	34	131.1	1,933.2
Total current assets		9,645.8	10,620.0
Total assets		9,664.2	10,770.0
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital	35	82.5	82.2
Reserves	36	9,411.2	10,401.0
Proposed final and special dividends	16	–	283.7
Total equity		9,493.7	10,766.9
LIABILITIES			
Current liabilities			
Other payables and accruals	39	74.1	3.1
Amount due to a subsidiary	25	96.4	–
Total liabilities		170.5	3.1
Total equity and liabilities		9,664.2	10,770.0

OEI Kang, Eric
CHAN Kwok Fong, Joseph
Directors

黃剛
陳國芳
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31st December 2008

截至二零零八年十二月三十一日止年度

		Note	Attributable to equity holders of the Company 本公司股東權益 持有人應佔 HK\$ Million 百萬港元	Minority interest 少數股東權益 HK\$ Million 百萬港元	Total equity 權益總額 HK\$ Million 百萬港元
		附註			
Balance at 1st January 2007	於二零零七年 一月一日結餘		3,903.4	(63.7)	3,839.7
Currency translation differences	匯兌換算差額	36	428.6	6.4	435.0
Available-for-sale financial assets: – fair value gain	可供出售金融資產： – 公平值收益	36	0.2	–	0.2
Net income recognised directly in equity	直接於權益確認之收入淨額		428.8	6.4	435.2
Profit for the year	本年度溢利		834.6	15.1	849.7
Total recognised income and expense	已確認收入及開支總額		1,263.4	21.5	1,284.9
Employee share option benefits	僱員購股權福利	36	36.7	–	36.7
Issue of new shares	發行新股份	35	45.8	–	45.8
Share premium arising from issue of shares	發行股份產生之 股份溢價	36	9,011.7	–	9,011.7
Exercise of bonus warrants	行使紅利認股權證	36	0.2	–	0.2
Exercise of share options	行使購股權	36	3.1	–	3.1
Share issue expenses	發行股份費用	36	(55.3)	–	(55.3)
Repurchase of shares	購回股份	35, 36	(14.2)	–	(14.2)
2006 final dividend	二零零六年末期股息	16	(288.8)	–	(288.8)
2007 interim dividend	二零零七年中期股息	16	(543.3)	–	(543.3)
Dividends paid to minority shareholders	已付少數股東股息		–	(1.1)	(1.1)
Write off minority shareholder receivable	撇銷少數股東應收款		–	32.9	32.9
Repayment of amounts due from minority shareholders	少數股東償還應付款		–	0.8	0.8
Release of reserves upon disposal of associated companies	出售聯營公司時解除儲備	36	36.2	–	36.2
Release of reserves upon further acquisition of a subsidiary	進一步收購一間附屬公司時 解除儲備	36	(3.9)	–	(3.9)
			8,228.2	32.6	8,260.8
Balance at 31st December 2007	於二零零七年 十二月三十一日結餘		13,395.0	(9.6)	13,385.4

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31st December 2008

截至二零零八年十二月三十一日止年度

			Attributable to equity holders of the Company 本公司股東權益 持有人應佔 HK\$ Million 百萬港元	Minority interest 少數股東權益 HK\$ Million 百萬港元	Total equity 權益總額 HK\$ Million 百萬港元
	Note 附註				
Balance at 1st January 2008		於二零零八年 一月一日結餘	13,395.0	(9.6)	13,385.4
Currency translation differences	36	匯兌換算差額	562.8	22.4	585.2
Available-for-sale financial assets: – fair value loss	36	可供出售金融資產： – 公平值虧損	(8.7)	–	(8.7)
Net income recognised directly in equity		直接於權益確認之收入淨額	554.1	22.4	576.5
Loss for the year		本年度虧損	(2,646.0)	(163.7)	(2,809.7)
Total recognised income and expense		已確認收入及開支總額	(2,091.9)	(141.3)	(2,233.2)
Employee share option benefits	36	僱員購股權福利	69.0	–	69.0
Issue of scrip dividends	35	以股代息計劃	1.4	–	1.4
Share premium arising from issue of scrip dividend	36	發行以股代息股份產生之 股份溢價	50.1	–	50.1
Exercise of bonus warrants	36	行使紅利認股權證	0.6	–	0.6
Exercise of share options	36	行使購股權	6.4	–	6.4
Repurchase of shares	35, 36	購回股份	(186.4)	–	(186.4)
Contribution from minority shareholders in subsidiaries		附屬公司少數股東注資	–	375.7	375.7
2007 final dividend	16	二零零七年末期股息	(283.7)	–	(283.7)
2008 interim dividend	16	二零零八年中期股息	(121.6)	–	(121.6)
Dividends paid to minority shareholders		已付少數股東股息	–	(2.9)	(2.9)
Acquisition of subsidiaries		收購附屬公司	–	519.1	519.1
Repayment of amounts due to minority shareholders		償還應付少數股東款項	–	1.9	1.9
			(464.2)	893.8	429.6
Balance at 31st December 2008		於二零零八年 十二月三十一日結餘	10,838.9	742.9	11,581.8

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31st December 2008

截至二零零八年十二月三十一日止年度

	Note 附註	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Cash flows from operating activities			
Cash generated from/(used in) operations	44(a)	365.4	(2,146.9)
Income tax paid, net		(5.5)	(0.8)
Net cash generated from/(used in) operating activities		359.9	(2,147.7)
Cash flows from investing activities			
Interest received		63.2	81.4
Dividend received		2.6	—
Purchase of property, plant and equipment		(691.9)	(665.6)
Purchase of financial assets at fair value through profit or loss		(242.6)	(77.7)
Purchase of available-for-sale financial assets		(5.6)	(21.5)
Purchase of intangible assets		(31.7)	—
Proceeds from disposal of			
– Property, plant and equipment		1.6	0.5
– Associated companies		—	505.0
Prepaid land lease payments		—	(197.9)
Investments in associated companies		(321.3)	(45.2)
Investment in a jointly controlled entity		—	(582.0)
Decrease/(increase) in net advances to associated companies		29.4	(66.0)
(Increase)/decrease in net advances to jointly controlled entities		(23.6)	2.8
Dividend received from an associated company		—	2.0
Profit distribution from jointly controlled entities		—	22.9
Purchase of subsidiaries (net of cash and cash equivalent acquired)	44(c)	(1,736.1)	(532.7)
Payment of outstanding cash consideration for acquisition of subsidiaries in prior year		—	(53.0)
Net cash used in investing activities		(2,956.0)	(1,627.0)

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31st December 2008

截至二零零八年十二月三十一日止年度

	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Cash flows from financing activities		
Proceeds from issuance of ordinary shares	-	8,517.8
Proceeds from exercise of share warrants and options	7.0	-
Payment for repurchase of ordinary shares	(186.4)	(14.2)
Share issue expenses	-	(55.3)
Repayment of bank and other loans	(1,382.9)	(622.0)
Decrease/(increase) in restricted cash	834.0	(1,214.7)
Increase in new bank and other loans	894.4	951.8
Contribution from minority shareholders in subsidiaries	375.7	-
Dividends paid to Company's shareholders (Net of the impact of scrip dividends)	(353.8)	(289.1)
Dividends paid to minority shareholders	(2.9)	(1.1)
Interest paid	(237.2)	(253.0)
Net cash (used in)/generated from financing activities	(52.1)	7,020.2
Net (decrease)/increase in cash and cash equivalents	(2,648.2)	3,245.5
Cash and cash equivalents at 1st January	4,416.0	1,062.5
Effect of foreign exchange rate changes	69.1	108.0
Cash and cash equivalents at 31st December	1,836.9	4,416.0

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1. GENERAL INFORMATION

HKC (Holdings) Limited (the “Company” or “HKC”) is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company and its subsidiaries (collectively the “Group”) are principally engaged in the business of property development and investment, alternative energy investment and management, infrastructure, and construction. The Group has investments and construction contracts mainly in Hong Kong and the Mainland China.

The shares of Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in million of units of Hong Kong dollars (HK\$ Million), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 15th April 2009.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

In 2008, the Group has changed the functional currency of the Company from Hong Kong dollars to Renminbi starting from December 2008 onwards. The details and impact on the financial statements are described in Note 2.4(a) below.

2.1 Basis of preparation

The consolidated financial statements of HKC (Holdings) Limited have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”). They have been prepared under the historical cost convention, as modified by the revaluation of investment properties, available-for-sale financial assets, financial assets and financial liabilities at fair value through profit or loss and derivative financial instrument.

1. 一般資料

香港建設(控股)有限公司(「本公司」或「香港建設」)為於百慕達註冊成立之有限責任公司。註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司及其附屬公司(合稱「本集團」)主要從事物業發展與投資、替代能源投資及管理、基建及承建工程之業務。本集團的投資及建設工程合約主要位於香港及中國內地。

本公司股份於香港聯合交易所有限公司主板上市。

除另有列明外，此等綜合財務報表以百萬港元(「百萬港元」)為單位列示。董事會已於二零零九年四月十五日批准刊發本綜合財務報表。

2. 主要會計政策概要

編製本綜合財務報表採納之主要會計政策載列如下。除另有說明外，該等政策已於所有呈報年度內貫徹應用。

於二零零八年，本集團將本公司的功能貨幣由港元更改為人民幣，自二零零八年十二月起開始。詳情及對財務報表之影響載於下文附註2.4(a)。

2.1 編製基準

香港建設(控股)有限公司之綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)編製。該等綜合財務報表按歷史成本慣例編製，惟已就投資物業、可供出售金融資產、按公平值在損益表列賬之金融資產及金融負債以及衍生金融工具之重估作出修訂。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

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

(a) *Amendments and interpretations effective in 2008*

HKAS 39, "Financial instruments: Recognition and measurement", amendment on reclassification of financial assets permits reclassification of certain financial assets out of the held-for-trading and available-for-sale categories if specified conditions are met. The related amendment to HKFRS 7, "Financial instruments: Disclosures", introduces disclosure requirements with respect to financial assets reclassified out of the held-for-trading and available-for-sale categories. The amendment is effective prospectively from 1st July 2008. This amendment does not have any impact on the Group's financial statements, as the Group has not reclassified any financial assets.

HK(IFRIC) – Int 12, "Service Concession Arrangements" applies to contractual arrangements whereby a private sector operator participates in the development, financing, operation and maintenance of infrastructure for public sector services. The adoption of the interpretation does not have any significant effect on the Group's financial statements.

2. 主要會計政策概要(續)

2.1 編製基準(續)

編製符合香港財務報告準則之財務報表時，須採用若干重大會計估計。管理層亦須在應用本集團會計政策的過程中作出判斷。涉及較多判斷或較複雜的範疇，或假設及估計對綜合財務報表有重大影響的範疇於附註4披露。

(a) 於二零零八年生效之修訂及詮釋

香港會計準則第39號「金融工具：確認及計量」，對金融資產重新分類之修訂容許若干金融資產如符合特定條件，從「持作買賣」及「可供出售」類別中重新分類。香港財務報告準則第7號「金融工具：披露」之相關修訂引入有關從「持作買賣」及「可供出售」類別中重新分類金融資產之披露規定。此項修訂已提前於二零零八年七月一日起生效。由於本集團並無重新分類任何金融資產，故此項修訂對本集團財務報表並無任何影響。

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」適用於由私營營運商參與公營服務基建之發展、融資、營運及維修之合約安排。採納該項詮釋對本集團之財務報表並無重大影響。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) Interpretations effective in 2008 but not relevant

The following interpretations to published standards are mandatory for accounting periods beginning on or after 1st January 2008 but are not relevant to the Group's operations:

- HK(IFRIC) – Int 11, “HKFRS 2 – Group and Treasury Share Transactions”
- HK(IFRIC) – Int 14, “HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction”

2. 主要會計政策概要(續)

2.1 編製基準(續)

(b) 於二零零八年生效但與本集團無關之詮釋

下列對已頒佈準則之詮釋於二零零八年一月一日或之後開始之會計期間強制採納，但與本集團之營運無關：

- 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(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－界定福利資產限額、最低資金規定及兩者相互關係」

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(c) *Standards, amendments and interpretations to existing standards that are not yet effective for the year ended 31st December 2008 and are mandatory for the Group's accounting periods beginning on or after 1st January 2009 or later periods as follows:*

New or revised standards, interpretations and amendments
新訂或經修訂準則、詮釋及準則修訂

		Effective for accounting periods beginning on or after 於以下日期或之後 開始之會計期間生效
HKAS 1 (Revised)	"Presentation of Financial Statements"	1st January 2009
香港會計準則第1號(經修訂)	「財務報表呈報」	二零零九年一月一日
HKAS 23 (Revised)	"Borrowing Costs"	1st January 2009
香港會計準則第23號(經修訂)	「借款成本」	二零零九年一月一日
HKAS 27 (Revised)	"Consolidated and Separate Financial Statements"	1st July 2009
香港會計準則第27號(經修訂)	「綜合及獨立財務報表」	二零零九年七月一日
HKAS 32 and HKAS 1 Amendments	"Puttable Financial Instruments and Obligations Arising on Liquidation"	1st January 2009
香港會計準則第32號及香港 會計準則第1號修訂本	「可沽售金融工具及清盤所產生責任」	二零零九年一月一日
HKAS 39 (amendment)	"Financial Instruments: Recognition and Measurement – Eligible hedged items"	1st July 2009
香港會計準則第39號(修訂本)	「金融工具：確認及計量－合資格對沖項目」	二零零九年七月一日
HKFRS 1 and HKAS 27 Amendments	"Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate"	1st January 2009
香港財務報告準則第1號及 香港會計準則第27號修訂本	「投資於附屬公司、合營公司或聯營公司之成本」	二零零九年一月一日
HKFRS 2 Amendment	"Share-based Payment Vesting Conditions and Cancellations"	1st January 2009
香港財務報告準則第2號修訂本	「股份付款－歸屬條件及註銷」	二零零九年一月一日
HKFRS 3 (Revised)	"Business Combinations"	1st July 2009
香港財務報告準則第3號(經修訂)	「業務合併」	二零零九年七月一日
HKFRS 8	"Operating Segments"	1st January 2009
香港財務報告準則第8號	「經營分部」	二零零九年一月一日
HK(IFRIC)-Int 13	"Customer Loyalty Programmes"	1st July 2008
香港(國際財務報告詮釋委員會) －詮釋第13號	「顧客長期支持計劃」	二零零八年七月一日
HK(IFRIC)-Int 15	"Agreements for the Construction of Real Estate"	1st January 2009
香港(國際財務報告詮釋委員會) －詮釋第15號	「房地產建造協議」	二零零九年一月一日
HK(IFRIC)-Int 16	"Hedges of a Net Investment in a Foreign Operation"	1st October 2008
香港(國際財務報告詮釋委員會) －詮釋第16號	「海外業務投資淨額」	二零零八年十月一日
HK(IFRIC)-Int 17	"Distributions of Non-cash Assets to Owners"	1st July 2009
香港(國際財務報告詮釋委員會) －詮釋第17號	「向擁有人分派非現金資產」	二零零九年七月一日
HK(IFRIC)-Int 18	"Transfers of Assets from Customers"	1st July 2009
香港(國際財務報告詮釋委員會) －詮釋第18號	「來自客戶之資產轉讓」	二零零九年七月一日

2. 主要會計政策概要(續)

2.1 編製基準(續)

(c) 截至二零零八年十二月三十一日止年度仍未生效惟自二零零九年一月一日或之後開始的本集團會計期間或較後期間起強制執行的準則、現有準則之修訂及詮釋如下：

Effective for
accounting
periods beginning
on or after
於以下日期或之後
開始之會計期間生效

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

- (c) *Standards, amendments and interpretations to existing standards that are not yet effective for the year ended 31st December 2008 and are mandatory for the Group's accounting periods beginning on or after 1st January 2009 or later periods as follows: (continued)*

Improvements to existing standards
現有準則之改進

HKAS 1 Amendment
香港會計準則第1號修訂本
HKAS 16 Amendment
香港會計準則第16號修訂本
HKAS 19 Amendment
香港會計準則第19號修訂本
HKAS 20 Amendment

香港會計準則第20號修訂本
HKAS 23 Amendment
香港會計準則第23號修訂本
HKAS 27 Amendment
香港會計準則第27號修訂本
HKAS 28 Amendment
香港會計準則第28號修訂本

HKAS 29 Amendment
香港會計準則第29號修訂本
HKAS 31 Amendment
香港會計準則第31號修訂本
HKAS 36 Amendment
香港會計準則第36號修訂本
HKAS 38 Amendment
香港會計準則第38號修訂本

HKAS 39 Amendment
香港會計準則第39號修訂本
HKAS 40 Amendment
香港會計準則第40號修訂本
HKAS 41 Amendment
香港會計準則第41號修訂本
HKFRS 5 Amendment

香港財務報告準則第5號修訂本
Amendment to HKFRS 7

香港財務報告準則第7號修訂本
Amendment to HK(IFRIC)-Int 9
and HKAS 39

香港(國際財務報告詮釋委員會)
— 詮釋第9號及香港會計
準則第39號修訂本

"Presentation of Financial Statements"
「財務報表呈報」

"Property, Plant and Equipment"
「物業、廠房及設備」

"Employee Benefits"
「僱員福利」

"Accounting for Government Grants and
Disclosure of Government Assistance"
「政府撥款之會計處理及政府資助之披露」

"Borrowing Costs"
「借款成本」

"Consolidated and Separate Financial Statements"
「綜合及獨立財務報表」

"Investments in Associates"
「聯營公司投資」

"Financial Reporting in Hyperinflationary Economies"
「嚴重通脹經濟中之財務報告」

"Interests in Joint Ventures"
「合營公司權益」

"Impairment of Assets"
「資產減值」

"Intangible Assets"
「無形資產」

"Financial Instruments: Recognition and Measurement"
「金融工具：確認及計量」

"Investment Property"
「投資物業」

"Agriculture"
「農業」

"Non-Current Assets Held for Sale and
Discontinued Operations"
「持作出售非流動資產及已終止業務」

"Financial Instruments: Disclosures – Improving
Disclosures about Financial Instruments"
「金融工具：披露－改進金融工具之披露」

"Reassessment of Embedded Derivatives and
Financial Instruments: Recognition and Measurement"
「重新評估內含衍生工具及
金融工具：確認及計量」

Effective for
accounting
periods beginning
on or after
於以下日期或之後
開始之會計期間生效

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年一月一日

1st January 2009
二零零九年七月一日

1st January 2009
二零零九年一月一日

二零零九年七月一日

2. 主要會計政策概要(續)

2.1 編製基準(續)

- (c) 截至二零零八年十二月三十一日止年度仍未生效惟自二零零九年一月一日或之後開始的本集團會計期間或較後期間起強制執行的準則、現有準則之修訂及詮釋如下：(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

- (c) *Standards, amendments and interpretations to existing standards that are not yet effective for the year ended 31st December 2008 and are mandatory for the Group's accounting periods beginning on or after 1st January 2009 or later periods as follows: (continued)*

The Group has not early adopted the above standards, amendments and interpretations and is not yet in a position to state whether substantial changes to the Group's accounting policies and presentation of the financial statements will result.

2.2 Consolidation

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up to 31st December.

(a) *Subsidiaries*

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

2. 主要會計政策概要(續)

2.1 編製基準(續)

- (c) 截至二零零八年十二月三十一日止年度仍未生效惟自二零零九年一月一日或之後開始的本集團會計期間或較後期間起強制執行的準則、現有準則之修訂及詮釋如下：(續)

本集團並無提早採納上述準則、修訂及詮釋，而目前亦不宜判斷採納該等準則、修訂及詮釋會否對本集團的會計政策及財務報表呈列方式帶來重大變動。

2.2 綜合基準

綜合財務報表包括本公司及其所有附屬公司截至十二月三十一日止之財務報表。

(a) *附屬公司*

附屬公司(包括特殊目的公司)為本集團有權規管其財務及營運政策之公司，有關股權一般涉及其過半數表決權，現時可行使或可轉換潛在表決權的存在及影響將於評定本集團是否控制另一公司時予以考慮。附屬公司於其控制權轉移至本集團當日起全面綜合入賬，於控制權終止當日起不再綜合入賬。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(a) Subsidiaries (continued)

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the consolidated income statement (Note 2.11).

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

In the Company's balance sheet the investments in subsidiaries are stated at cost less provision for impairment losses (Note 2.11). The results of subsidiaries are accounted by the Company on the basis of dividend received and receivable.

2. 主要會計政策概要(續)

2.2 綜合基準(續)

(a) 附屬公司(續)

本集團使用收購會計法為本集團所收購之附屬公司列賬。收購成本為於交易當日所獲資產之公平值、所發行之股本工具及所產生或承擔之負債，加上直接歸屬收購事項之成本。在商業合併過程中收購之可辨別資產、所承擔負債及或然負債，均於收購當日按其公平值作出初步計量，而毋須計及任何少數股東權益。收購成本超出本集團應佔所收購可辨別資產淨值之公平值之差額乃列作商譽。倘收購成本低於所收購附屬公司資產淨值之公平值，則有關差額將直接在綜合損益表內確認(附註2.11)。

集團內公司間之交易、結餘及集團公司之間進行交易之未變現收益均對銷。除非交易時有證據顯示所轉讓資產有所減值，否則未變現虧損亦會對銷。附屬公司之會計政策已就綜合財務報表作出必要修改，以確保與本集團採用之會計政策一致。

在本公司之資產負債表，於附屬公司之投資按成本扣除減值虧損撥備(附註2.11)列賬。附屬公司之業績由本公司按已收及應收股息入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(b) Transactions with minority interests

The Group applies a policy of treating transactions with minority interests as transactions with parties external to the Group. Disposals to minority interests result in gains and losses for the Group and are recorded in the consolidated income statement. Purchases from minority interests result in goodwill, being the difference between the consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary.

(c) Associated companies

Associated companies are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associated companies are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in associated companies includes goodwill (net of any accumulated impairment loss) identified on acquisition (Note 2.11).

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

2. 主要會計政策概要(續)

2.2 綜合基準(續)

(b) 與少數股東之交易

本集團應用之政策視與少數股東之交易為與本集團外界人士進行之交易。本集團因向少數股東出售而產生的損益於綜合損益表記錄。向少數股東購買所產生商譽，即所付代價與應佔有關購入附屬公司資產淨值賬面值之差額。

(c) 聯營公司

聯營公司為本集團對其有重大影響力但無控制權之公司，一般附帶有20%至50%表決權之股權。於聯營公司之投資以權益會計法入賬，初始按成本確認。本集團於聯營公司之投資包括收購時已識別之商譽(扣除任何累計減值虧損)(附註2.11)。

本集團應佔收購後聯營公司之溢利或虧損於綜合損益表內確認，而應佔收購後儲備之變動則於儲備賬內確認。投資賬面值會根據累計之收購後儲備變動而作出調整。如本集團應佔一家聯營公司之虧損等於或超過其於該聯營公司之權益(包括任何其他無抵押應收款)，則本集團不會確認進一步虧損，除非本集團已代聯營公司承擔責任或作出付款。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(c) Associated companies (continued)

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

In the Company's balance sheet the investments in associated companies are stated at cost less provision for impairment losses (Note 2.11). The results of associated companies are accounted for by the Company on the basis of dividend received and receivable.

(d) Jointly controlled entities

A jointly controlled entity is a contractual arrangement whereby the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity.

Investments in jointly controlled entities are accounted for by the equity method of accounting. The consolidated income statement includes the Group's share of the results of jointly controlled entities for the year, and the consolidated balance sheet includes the Group's share of the net assets of the jointly controlled entities and goodwill (net of any accumulated impairment loss) on acquisition (Note 2.11).

In the Company's balance sheet, the investments in jointly controlled entities are stated at cost less provision for impairment losses (Note 2.11). The results of jointly controlled entities are accounted for by the Company on the basis of dividends received and receivables.

2. 主要會計政策概要(續)

2.2 綜合基準(續)

(c) 聯營公司(續)

本集團與其聯營公司之間交易的未變現收益按本集團於聯營公司權益的數額對銷。除非交易時有證據顯示所轉讓資產有所減值，否則未變現虧損亦會對銷。聯營公司之會計政策於有需要時更改，以確保本集團所採納之會計政策貫徹一致。

在本公司之資產負債表內，於聯營公司之投資按成本扣除減值虧損撥備(附註2.11)列賬。聯營公司之業績由本公司按已收及應收股息入賬。

(d) 合營公司

合營公司為本集團與其他各方合作進行一項經濟活動之合約安排，該公司受共同控制，而任何參與方不可單方面控制有關經濟活動。

於合營公司之投資按權益會計法入賬。綜合損益表包括本集團於年內應佔合營公司之業績，而綜合資產負債表則包括本集團應佔合營公司之資產淨值及收購時產生之商譽(扣除任何累計減值虧損)(附註2.11)。

在本公司之資產負債表內，於合營公司之投資按成本扣除減值虧損撥備列賬(附註2.11)。合營公司之業績由本公司按已收及應收股息入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Segment reporting

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

In accordance with the Group's internal financial reporting and operating activities, the Group has determined that business segments be presented as the primary reporting format and geographical segments be presented as the secondary reporting format.

Inter-segment transfers or transactions are entered into under the normal commercial terms and conditions that would also be available to unrelated third parties.

Unallocated costs represent corporate expenses. Segment assets consist primarily of investment properties, toll road and electric/water utility plant and equipment, properties under development, properties held for sale, prepaid land lease payments. Unallocated assets comprise of restricted cash, cash and cash equivalents, available-for-sale financial assets and other financial assets at fair value through profit or loss. Segment liabilities comprise financial liability at fair value through profit or loss and operating liabilities. Unallocated liabilities comprise item such as taxation and borrowings.

Capital expenditure comprises additions to intangible assets and property, plant and equipment, including additions resulting from acquisitions through purchases of subsidiaries. Sales are based on the region in which the customers are located.

2. 主要會計政策概要(續)

2.3 分部報告

業務分部指從事提供產品或服務之一組資產及業務，而該組資產及業務須承擔之風險及回報與其他業務分部有別。地區分部乃在某特定經濟環境下從事提供產品或服務，而該分部須承擔之風險及回報與在其他經濟環境經營之分部有別。

根據本集團內部財務報告及營運業務，本集團決定以業務分部作為首要報告格式，而地域分部則為次要報告格式。

集團內分部間轉讓或交易按向無關連第三方提供之一般商業條款及條件訂立。

未分配成本指企業支出。分部資產主要包括投資物業；收費公路；發電／供水廠及設備；發展中物業；作銷售用途之物業及預付土地租賃款。未分配資產包括受限制現金、現金及現金等價物、可供出售金融資產及按公平值在損益表列賬之其他金融資產。分部負債包括按公平值在損益表列賬之金融負債及經營負債。未分配負債包括如稅項及借款等項目。

資本支出由無形資產以及物業、機器及設備的添置組成，包括透過購買附屬公司所產生收購添置。銷售額乃根據客戶所在地區計算。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company's functional currency is Renminbi. The consolidated financial statements are presented in Hong Kong dollars to facilitate analysis of the financial information of the Group, which is listed in Hong Kong. Following the commencement of the food and beverages business, pre-sale of properties under development and the operation in toll road in 2008, management considers the revenue income stream from PRC investment to the Company will start to outweigh Hong Kong and therefore changed the Company's functional currency from Hong Kong dollar to Renminbi with effect from December 2008 onwards. The change of functional currency has no significant financial impact to both the Group and the Company.

(b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

2. 主要會計政策概要(續)

2.4 外幣換算

(a) *功能及呈報貨幣*

本集團各實體之財務報表所包括之項目，乃按該實體經營所在之主要經濟環境之貨幣（「功能貨幣」）計量。本公司之功能貨幣為人民幣。綜合財務報表以港元呈列，以就於香港上市之本集團財務資料進行分析。隨著飲食業務、預售發展中物業以及收費公路營運於二零零八年展開，管理層認為，本公司來自中國投資之收入來源將開始超出香港，因此本公司功能貨幣自二零零八年十二月起由港元更改為人民幣。功能貨幣變動並無對本集團及本公司帶來嚴重財務影響。

(b) *交易及結餘*

外幣交易均按交易當日之現行匯率換算為功能貨幣。因該等交易結算及按結算日之匯率換算以外幣計值之貨幣資產及負債而產生之匯兌損益，均於綜合損益表確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation (continued)

(b) Transactions and balances (continued)

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security, and other changes in the carrying amount of the security. Translation differences related to changes in the amortised cost are recognised in profit or loss, and other changes in the carrying amount are recognised in equity.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation difference on non-monetary financial assets such as equities classified as available for sale are included in the available-for-sale investments reserve in equity.

(c) Group companies

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

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

2. 主要會計政策概要(續)

2.4 外幣換算(續)

(b) 交易及結餘(續)

分類為可供出售之外幣列值貨幣證券之公平值變動分析為證券攤銷成本變動產生之匯兌差額及證券賬面值之其他變動。有關攤銷成本變動之匯兌差額於損益表確認，而賬面值其他變動則於權益中確認。

非貨幣性金融資產及負債之匯兌差額，申報為公平值損益之部份。非貨幣性項目中諸如按公平值持有並於損益表處理之股本工具之匯兌差額，則申報列為公平值損益之部分。歸類為可供出售金融資產之股本證券等非貨幣性項目之匯兌差額，則計入權益之可供出售投資儲備。

(c) 集團公司

集團旗下所有實體如持有與呈報貨幣不一致之功能貨幣(其中並無任何公司持有通脹嚴重之經濟體系之貨幣)，其業績和財務狀況均按以下方法兌換為呈報貨幣：

- (i) 每項資產負債表之資產及負債均按照該資產負債表結算日之匯率換算為呈報貨幣；
- (ii) 每項綜合損益表之收入和開支均按照平均匯率換算為呈報貨幣，但若此平均匯率未能合理地反映各交易日之匯率所帶來之累計影響，則按照各交易日之匯率換算此等收入和開支；及
- (iii) 所有產生之匯兌差異均確認為權益之個別部份。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation (continued)

(c) Group companies (continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2.5 Property, plant and equipment

Properties are interests in buildings other than investment properties are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Water utility plant and equipment, electric utility plant and equipment, other plant and equipment, comprising plant and machineries, motor vehicles and furniture and fixtures are stated at cost less accumulated depreciation and accumulated impairment losses.

No depreciation is provided on properties under development.

Depreciation of property, plant and equipment is calculated using the straight-line method, to write off their cost over their estimated useful lives or remaining useful lives for those second-hand assets and the estimated useful lives are as follows:

Buildings	50 years
Water utility plant and equipment	15 years
Electric utility plant and equipment	20 years
Other plant and equipment	3 to 15 years

2. 主要會計政策概要(續)

2.4 外幣換算(續)

(c) 集團公司(續)

於綜合賬目時，換算海外公司投資淨額而產生之匯兌差異，均列入股東權益賬內。當出售部份海外業務時，此等匯兌差異將於損益表內確認為出售收益或虧損之一部份。

因收購海外公司而產生之商譽及公平值調整，均視作該海外公司之資產及負債處理，並以結算日之匯率換算。

2.5 物業、機器及設備

物業是指投資物業以外之樓宇權益，按歷史成本減累計折舊及減值虧損列賬。歷史成本包括直接因收購有關項目而動用之開支。供水廠及設備、發電廠及設備其他機器及設備包括機器及設備、汽車及傢俬以及固定裝置，按成本減累計折舊及累計減值虧損列賬。

並無就發展中物業作出提取折舊。

物業、機器及設備以直線法計算折舊，或對於二手資產使用剩餘可使用年期，於以下估計可使用年期撇減其成本：

樓宇	50年
供水廠及設備	15年
發電廠及設備	20年
其他機器及設備	3至15年

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Property, plant and equipment (continued)

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

All direct and indirect costs relating to the construction of property, plant and equipment, including borrowing costs during the construction period are capitalised as the costs of the assets, which are classified as properties under construction. No depreciation is provided on properties under construction.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.12).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other income/(expenses) in the consolidated income statement.

2. 主要會計政策概要(續)

2.5 物業、機器及設備(續)

每個結算日均會檢討資產之餘值及可使用年期，並會在適當情況下作出調整。

所有有關興建物業、機器及設備之成本包括建築工程期間之借款成本，有關款項乃資本化為在建工程之資產成本並分類為興建中物業。並無就興建中物業提取折舊。

其後成本僅於與該項目有關的未來經濟利益很有可能流入本集團及項目成本能夠可靠計量時，方計入資產賬面值或確認為一項獨立資產(視乎適用情況而定)。已置換之部件之賬面值已剔除確認。所有其他維修及保養費用於產生財政期間在綜合損益表扣除。

當資產之賬面值超過預計可收回款額時，資產賬面值即時撇減至其可收回款項(附註2.12)。

出售盈虧按比較所得款項與賬面值釐定，於綜合損益表內其他收入／(開支)確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property.

Investment property comprises land held under operating leases and buildings held under finance leases.

Land held under operating leases are classified and accounted for as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as if it were a finance lease.

Investment property is measured initially at its cost, including related transaction costs. After initial recognition, investment property is carried at fair value. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. These valuations are reviewed annually by Knight Frank Petty Limited ("Knight Frank"), an independent professional valuer.

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions.

The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property. Some of those outflows are recognised as a liability, including finance lease liabilities in respect of land classified as investment property, others, including contingent rent payments, are not recognised in the financial statements.

2. 主要會計政策概要(續)

2.6 投資物業

持有作為長期收取租金或為資本增值，而並非由本集團所佔用之物業乃分類為投資物業。

投資物業包括根據經營租約持有之土地及根據融資租約持有之樓宇。

當符合分類為投資物業之其他要求時，以經營租賃持有之土地亦分類及入賬作投資物業。經營租約乃當作融資租約入賬。

投資物業初步按成本列賬，並包括相關之交易費用。於初步確認後，投資物業會按公平值列賬。公平值按活躍市價釐定，倘有需要，會就指定資產於性質、地點或狀況三方面之任何差異作出調整。倘並無有關資料，本集團將會採用其他估值方法，例如活躍程度稍遜之市場的最近期價格或貼現現金流量預測。該等估值乃經獨立專業測量師萊坊測計師行有限公司(「萊坊」)每年檢討。

投資物業之公平值反映(其中包括)來自現有租賃之租金收入，以及按現有市場狀況對來自未來租賃的租金收入之假設。

公平值亦以類似方式反映預期有關物業之任何現金流出，其中若干現金流出確認為負債，包括分類為投資物業之融資租賃負債，其他項目(包括或然租金)不會在財務報表確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Investment properties (continued)

Subsequently expenditure is included in the asset's carrying amount only when it is probable that future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. All other repairs and maintenance costs are expensed in the consolidated income statement during the financial period in which they are incurred.

Changes in fair values are recognised in the consolidated income statement.

2.7 Prepaid land lease payments

Prepaid land lease payments are stated at cost and subsequently are amortised in the consolidated income statement on a straight-line basis over the period of the lease or when there is impairment, the impairment is expensed in the consolidated income statement. During the course of the properties development, the amortisation charged is included as part of the costs of the properties under development.

2.8 Completed properties held for sale

Properties held for sale are initially measured at the carrying amount of the property at the date of reclassification from properties under development. Properties remaining unsold at the end of the year are stated at the lower of cost and net realisable value.

Cost comprises development costs attributable to the unsold properties.

Net realisable value represents the management's estimated selling price based on prevailing market conditions less costs to be incurred in selling the property.

2. 主要會計政策概要(續)

2.6 投資物業(續)

當有關資產之未來經濟利益很有可能流入本集團，而資產成本能夠可靠地計量時，其後開支方會計入資產之賬面值。所有其他維修及保養成本於產生之財務期間內在綜合損益表支銷。

公平值之變動於綜合損益表確認。

2.7 預付土地租賃款

預付土地租賃款按成本列賬，其後須於租期以直線法在綜合損益表攤銷，或倘出現減值，減值會在綜合損益表中支銷。於物業發展過程中，攤銷開支列作發展中物業成本部份。

2.8 作銷售用途之落成物業

持作出售物業初步按物業於重新分類發展中物業日期之賬面值計量。於年結尚未出售之物業是按成本與可變現淨值兩者之較低者列賬。

成本包括未出售物業發展成本。

可變現淨值指管理層按照當時市況估計售價扣除出售物業所產生成本後之數額。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Properties under development

Properties under development comprises development cost of properties and the costs paid to acquire land use rights which are stated at cost.

Development cost of properties comprises construction costs, borrowing costs and professional fees incurred during the development period. Upon obtaining the land use right certificates, the costs paid for land use rights are transferred to prepaid land lease payments. On completion, the properties under development are transferred to either completed properties held for sale or investment properties.

2.10 Intangible assets

(a) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Separately recognised goodwill is tested for impairment at every reporting balance sheet date based on the higher of value in use and fair value less costs to sell and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

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

2. 主要會計政策概要(續)

2.9 發展中物業

發展中物業包括物業發展成本及就購入土地使用權已付成本，有關金額乃以成本列賬。

物業發展成本包括發展期間之建築成本、借款成本及專業費用。於取得土地使用權證時，土地使用權已付成本轉撥至預付土地租賃款。完成時，發展中物業會轉撥至作銷售用途之落成物業或投資物業。

2.10 無形資產

(a) 商譽

商譽指收購成本高出收購日本集團所佔收購附屬公司可辨認淨資產公平值之金額。收購附屬公司產生之商譽計入無形資產。獨立確認之商譽按使用價值及公平值減出售成本之較高者於各結算日進行減值測試，並按成本減累計減值虧損列賬。商譽之減值虧損不會撥回。計算出售企業之盈虧應包括與該企業相關之商譽之賬面值。

商譽會就減值測試目的分配至現金產生單位，並分配至預期根據經營分部已識別商譽產生的業務合併中得益之該等現金產生單位或多組現金產生單位。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Intangible assets (continued)

(b) Concession rights

The costs incurred for the construction or upgrade work or the acquisition of the toll road under the service concession arrangements of the Group with relevant local governments were accounted for intangible asset if the Group receives a right to charge users of the toll road.

These expenditures were depreciated on an units-of-usage basis, making reference to the proportion of actual traffic volume achieved for a particular period over the total projected traffic volume throughout the periods within which the Group is granted the rights to operate these toll road.

Land use rights acquired in conjunction with the service concession arrangement which the Group has no discretion or latitude to deploy for other services other than the use in the service concession are treated as intangible assets.

(c) Biomass technology

Separately acquired Biomass technology is shown at historical cost. Biomass technology has a finite useful life and is carried at cost less accumulated impairment and amortisation. Amortisation is calculated using the straight-line method over their estimated useful live of 5 years.

(d) Other intangible assets

Other intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Other intangible assets have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over their estimated useful live of 5 years.

2. 主要會計政策概要(續)

2.10 無形資產(續)

(b) 特許權

倘本集團獲權利向收費公路使用者收費，根據本集團與相關地方政府之服務特許權安排所進行收費公路建築或改善工程或收購所產生成本計入本集團無形資產。

此等開支按單位使用量基準，參考於特定期間達到之實際交通流量佔本集團獲授權經營該等收費公路之整個期間內預計總交通流量之比例計提折舊。

與服務特許權安排一併購入，但本集團並無決定權或自由提供服務特許權安排以外其他服務之土地使用權，將被視為無形資產。

(c) 生物質技術

獨立收購之生物質技術以歷史成本呈列。生物質技術可使用年期有限，並以成本減累計攤銷結轉。攤銷按估計可使用年期5年，採用直線法計算。

(d) 其他無形資產

業務合併時產生之其他無形資產於收購日期按公平值確認。其他無形資產可使用年期有限，並以成本減累計攤銷入賬。攤銷按估計可使用年期5年，採用直線法計算。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Impairment of investments in subsidiaries, associated companies, jointly controlled entities and non-financial assets

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

2.12 Impairment of property, plant and equipment, finite lived intangible assets and investments in subsidiaries and non-financial assets

At each balance sheet date, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent, if any, of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in the income statement.

2. 主要會計政策概要(續)

2.11 於附屬公司、聯營公司、合營公司及非金融資產之投資減值

可使用年期並無確定或尚未投入使用之資產毋須攤銷，但須最少於每年進行減值測試，或於有事件或情況有變化而顯示可能不可收回其賬面值時檢討減值。資產須於有事件或情況有變化而顯示可能不可收回其賬面值時，進行減值檢討。資產賬面值高出其可回收值之金額確認為減值虧損。可回收值指資產之公平值減出售費用及使用價值兩者較高之金額。於評核減值時，資產按最小單位分類以分開辨認現金流量（即現金產生單位）進行分組。出現減值之商譽以外資產，於每個呈報日期就撥回減值之可行性作出審閱。

2.12 物業、機器及設備、有限使用年期無形資產、於附屬公司之投資、以及非金融資產之減值

於各結算日，本集團檢討其物業、機器及設備以及無形資產之賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘存在任何該等跡象，將估計資產之可收回金額，以釐定減值虧損（如有）之程度。倘未能估計個別資產之可收回金額，本集團將估計資產所屬現金產生單位之可收回金額。

倘資產或現金產生單位之可收回金額估計低於其賬面值，資產或現金產生單位之賬面值則調低至其可收回金額。減值虧損即時於損益表確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.12 Impairment of property, plant and equipment and finite lived intangible assets (continued)

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

2.13 Construction contracts

Contract costs are recognised as expense in the period in when they are incurred. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. When the outcome of a construction contract can be estimated reliably and it is probable that the contract will be profitable, contract revenue is recognised over the period of the contract. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Variations in contract work, claims and incentive payments are included in contract revenue to the extent that may have been agreed with the customer and are capable of being reliably measured.

The Group uses the “percentage of completion method” to determine the appropriate amount to recognise in a given period. The stage of completion is measured by reference to contract costs incurred up to the balance sheet date as a percentage of total estimated costs for each contract. Costs incurred in the year in connection with future activity on a contract are excluded from contract costs in determining the stage of completion. They are presented as inventories, prepayments or other assets, depending on their nature.

2. 主要會計政策概要(續)

2.12 物業、機器及設備以及有限使用年期之無形資產之減值(續)

倘減值虧損其後撥回，則資產或現金產生單位之賬面值會調高至其經修訂估計可收回金額，惟已增加之賬面值不得超過倘資產或現金產生單位於過往年度並無確認減值虧損時之賬面值。撥回之減值虧損即時於損益表確認。

2.13 建築合約

合約成本於產生期間確認為開支。當建築合約的結果不能可靠估計，則合約收益按很有可能收回已產生之合約成本確認。當建築合約結果能夠可靠預計，且合約將有利可圖，合約收益於合約期間確認。當合約成本總額很有可能超出合約收益總額時，預計虧損會即時確認為開支。

合約工程、索償及獎勵金之變動，就可能與客戶達成協議並能可靠計量之數額計入合約收益。

本集團以「完成百分比法」確定於特定期間確認之合適款額。完工階段參照截至結算日已產生合約成本相對每份合約總預計成本之百分比計量。年內就合約日後活動產生之成本，於確定完工階段時，不計入合約成本，視性質按存貨、預付款或其他資產呈列。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Construction contracts (continued)

The Group presents as an asset the gross amount due from customers for contract work for all contracts in progress for which costs incurred plus recognised profits (less recognised losses) exceed progress billings. Progress billings not yet paid by customers and retention are included within “trade and other receivables”.

The Group presents as a liability the gross amount due to customers for contract work for all contracts in progress for which progress billings exceed costs incurred plus recognised profits (less recognised losses).

2.14 Financial assets

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

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

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

(b) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Group’s loans and receivables comprise ‘trade and other receivables’, ‘cash and cash equivalents’ and ‘restricted cash’ in the balance sheet (Note 2.19).

2. 主要會計政策概要(續)

2.13 建築合約(續)

倘在建工程合約所產生成本加上已確認溢利減已確認虧損超出進度發票額，本集團按資產呈列應收客戶合約工程款項總額。客戶尚未支付之進度發票額及保留金，計入「應收賬款及其他應收款」。

倘在建工程合約之進度發票額超出所產生成本加上已確認溢利減已確認虧損，本集團按負債呈列應付客戶合約工程款項總額。

2.14 金融資產

本集團將其金融資產分類如下：按公平值在損益表列賬、貸款及應收款以及可供出售。分類方式視乎購入金融資產目的而定。管理層在初步確認時決定其金融資產的分類。

(a) 按公平值在損益表列賬之金融資產

按公平值在損益表列賬之金融資產為持作買賣之金融資產。倘短期內購入之主要目的是在出售，則該金融資產於此類別分類。除非指定作對沖，否則衍生工具將分類為持作買賣。此類別資產分類為流動資產。

(b) 貸款及應收款

貸款及應收款為附帶固定或待定付款且並無在活躍市場報價之非衍生金融資產。該款項計入流動資產，惟到期日超過結算日後十二個月之款項則計入非流動資產。本集團之貸款及應收款包括資產負債表項目「應收賬款及其他應收款」、「現金及現金等價物」及「受限制現金」(附註2.19)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.14 Financial assets (continued)

(c) Available-for-sale financial assets

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

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Gains or losses arising from changes in fair value of the “financial assets at fair value through profit or loss” category are presented in the consolidated income statement within other income/(expenses), in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated income statement as part of other income when the Group’s right to receive payments is established.

2. 主要會計政策概要(續)

2.14 金融資產(續)

(c) 可供出售金融資產

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

定期買賣金融資產乃於買賣日期(即本集團承諾買賣有關資產當日)確認入賬。對於所有非按公平值在損益表列賬之金融資產，投資初步按公平值加交易成本確認。按公平值在損益表列賬之金融資產，初步按公平值確認，交易成本於綜合損益表支銷。金融資產於收取投資現金流量的權利屆滿或已經轉讓且本集團已轉讓擁有權絕大部分風險和回報時，解除確認金融資產。可供出售金融資產及按公平值在損益表列賬之金融資產其後按公平值列賬。貸款及應收款使用實際利率法按攤銷成本列賬。

因為「按公平值在損益表列賬之金融資產」類別的公平值變動而產生的盈虧，於產生期間綜合損益表列入其他收入／(開支)。按公平值在損益表列賬之金融資產所得股息收入，於本集團收取款項之權利確定時，於綜合損益表確認，作為其他收入之一部份。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.14 Financial assets (continued)

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences on monetary securities are recognised in profit or loss; translation differences on non-monetary securities are recognised in equity. Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in equity.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement as other income or expenses.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated income statement as part of other income. Dividends on available-for-sale equity instruments are recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

For the purposes of assessing the fair value of unlisted securities, the Group established fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

2. 主要會計政策概要(續)

2.14 金融資產(續)

以外幣為單位以及分類為可供出售之貨幣性證券之公平值變動，按照證券之攤銷成本變動與該證券賬面值之其他變動所產生之匯兌差額進行分析。貨幣性證券之匯兌差額於盈虧中確認；非貨幣性證券之匯兌差額則於權益中確認。分類為可供出售之貨幣性及非貨幣性證券之公平值變動乃於權益中確認。

當分類為可供出售之證券售出或減值時，在權益中確認之累計公平值調整列入綜合損益表內作為其他收入或開支。

採用實際利率法計算之可供出售證券利息於綜合損益表確認為其他收入一部分。可供出售股本工具之股息於本集團確立收款之權利時在綜合損益表確認為其他收入一部分。

為評估非上市證券之公平值，本集團利用重估技術設定公平值。這些技術包括利用近期公平原則交易、參考大致相同之其他工具、貼現現金流量分析及期權定價模式，並提高使用市場數據投入，且儘可能減少依賴實體特定之數據投入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.14 Financial assets (continued)

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

2.15 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2. 主要會計政策概要(續)

2.14 金融資產(續)

本集團在每個結算日評估是否有客觀證據證明金融資產或一組金融資產已經減值。對於分類為可供出售的股本證券，在釐定證券是否已經減值時，會考慮證券公平值有否大幅或長期跌至低於其成本值。若可供出售金融資產存在此等證據，按收購成本與當時公平值的差額減該金融資產之前在損益表確認的任何減值虧損計算之累計虧損自權益中剔除並在綜合損益表確認。在綜合損益表確認的股本工具減值虧損，不會透過綜合損益表撥回。

2.15 存貨

存貨按成本與可變現淨值之較低者列賬。成本以先進先出法釐定。製成品之成本包括原材料、直接勞工、其他直接成本及相關生產經常開支(依據正常營運能力計算)，當中不包括貸款成本。可變現淨值為在日常業務過程中之估計售價減適用之變動銷售費用。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.16 Trade and other receivables

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

2.17 Borrowings

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

2. 主要會計政策概要(續)

2.16 應收賬款及其他應收款

應收賬款及其他應收款，包括物業發展項目之已付按金，初期按公平值確認，其後以實際利率法按攤銷成本及減除任何減值撥備計算。應收賬款及其他應收款之減值撥備於出現客觀證據表明本集團無法按應收款之原有條款收回所有金額時確認。倘債務人出現重大財政困難，而有可能破產或進行財務重組，且逾期或拖欠還款，則視為應收賬款減值跡象。撥備之金額為資產賬面值與估計未來現金流量之現值（按原實際利率貼現計算）之差額。撥備金額於綜合損益表中其他費用內確認。當應收賬款不能收回時，將在綜合損益表內其他費用中撇銷。先前已撇銷之金額在其後撥回時乃計入綜合損益表中之其他收入。

2.17 借款

借款初步按公平值扣除已產生交易成本後確認。借款其後按攤銷成本列賬，所得款項（扣除交易成本）與贖回價值之任何差額則於借款期內以實際利率法於綜合損益表內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.17 Borrowings (continued)

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

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

2.18 Borrowing costs

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

2.19 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

2.20 Share capital

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

2.21 Trade payables

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

2. 主要會計政策概要(續)

2.17 借款(續)

倘可能提取部份或全部貸款額，就設立貸款融資所支付費用將確認為貸款交易成本。在此情況下，有關費用將遞延入賬直至提取貸款。倘無跡象顯示可能提取部份或全部貸款額，則有關費用將被資本化為流動資金服務預付款，並於有關貸款額期間攤銷。

除非本集團有權無條件將負債之結算遞延至結算日期後最少十二個月，否則借款分類為流動負債。

2.18 借款成本

就興建任何合資格資產產生的借款成本，於資產須完成備妥作擬定用途期間資本化。其他借款成本予以支銷。

2.19 現金及現金等價物

現金及現金等價物包括手頭現金、銀行通知存款、其他原到期日為三個月或以下之短期高流通性投資，以及銀行透支。銀行透支在資產負債表中列作流動負債項目下的借款。

2.20 股本

普通股分類為股本。發行新股份或購股權增加之直接應佔成本，於權益中列為所得款項之扣減項目(扣除稅項)。

2.21 應付賬款

應付賬款初步按公平值確認，其後以實際利率法按攤銷成本計量。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Financial liability at fair value through profit or loss

Financial liability at fair value through profit or loss is financial liability held for trading. A financial liability is classified in this category as designated by the Group upon initial recognition.

Gains or losses arising from changes in the fair value of the 'financial liability at fair value through profit or loss' category are presented in the consolidated income statement in the period in which they arise.

2.23 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised directly in equity. In this case, the tax is also recognised in equity.

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

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

2. 主要會計政策概要(續)

2.22 按公平值在損益表列賬之金融負債

按公平值在損益表列賬之金融負債為持作買賣之金融負債。於初步確認後，本集團指定該金融負債於此類別分類。

因為「按公平值在損益表列賬之金融負債」類別的公平值變動而產生的盈虧，於產生期間在綜合損益表列賬。

2.23 即期及遞延所得稅

本期間稅項支出包括即期及遞延稅項。稅項乃於綜合損益表確認，惟與直接在權益確認之項目有關者除外。在此情況下，稅項亦在權益確認。

即期所得稅開支以本集團附屬公司、聯營公司及合營公司營運及產生應課稅收入所在國家於結算日已頒佈或實質頒佈之稅法為基準計算。管理層定期就適用稅務規例須作出詮釋的情況評估報稅單，並按預期支付予稅務機關的適當數額計提合適的撥備。

遞延所得稅就資產及負債之稅基與綜合財務報表所示賬面值之間的暫時差額，以負債法確認。然而，倘於非業務合併的交易中初次確認資產或負債而產生遞延所得稅，而交易當時並無影響會計處理及應課稅溢利或虧損，則不會將遞延所得稅入賬。遞延所得稅按結算日前已實施或實際實施，並以在變現有關遞延所得稅資產或清償遞延所得稅負債時預期將會適用之稅率（及法例）而釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Current and deferred income tax (continued)

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

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

2.24 Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Defined contribution plans

The Group operates a mandatory provident fund scheme ("MPF") and employee pension schemes established by municipal government in the People's Republic of China ("PRC") for the eligible employees in Hong Kong and the PRC respectively.

2. 主要會計政策概要(續)

2.23 即期及遞延所得稅(續)

遞延所得稅資產是就可能有未來應課稅盈利而就此可使用暫時差異而確認。

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

2.24 僱員福利

(a) 僱員假期應享權利

僱員應享之年假及長期服務休假乃於僱員有權享有時確認。本公司將會就因僱員截至結算日之服務年資而產生之年假及長期服務休假之估計責任計算撥備。僱員應享病假及產假於僱員放假時方會確認。

(b) 定額供款計劃

本集團設有強制性公積金計劃(「強積金」)及由中華人民共和國(「中國」)市政府成立之僱員退休金計劃，分別供香港及中國之合資格僱員參與。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Employee benefits (continued)

(b) Defined contribution plans (continued)

The Group's and the employees' contributions with the MPF are complied to the related statutory requirements. The Group has no further payments obligations once the contributions have been paid. The Group's contributions to the MPF are expensed as incurred and are not reduced by contributions forfeited by those employees who leave MPF prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available. The asset of MPF is held separately from those of the Group in independently administered funds.

The Group's contribution to the employee pension schemes in the PRC is at a percentage in compliance with the requirements of respective municipal government.

(c) Share-based compensation

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

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

2. 主要會計政策概要(續)

2.24 僱員福利(續)

(b) 定額供款計劃(續)

本集團及僱員均按有關法例要求作出強積金供款。倘供款已付，本集團將無進一步付款責任。本集團對強積金之供款於產生時列作開支，而不會扣減僱員於全數享有供款前不再參與強積金而被沒收之供款。倘出現現金退款或未來款項扣減，預付供款將確認為資產。強積金之資產與本集團資產分開，由獨立管理之基金管理。

本集團就僱員退休金計劃之供款乃根據相關市政府規定之百分比而作出。

(c) 以股份作報酬

本集團設有以股權結算、以股份作報酬之計劃。據此，實體自僱員收取服務作為本集團股本工具之代價。就僱員提供服務而授出購股權之公平值確認為開支。將於歸屬期內支銷的總金額乃參考所授出購股權之公平值釐定(不包括任何非市場性質之服務及表現歸屬條件所產生之影響，例如盈利能力及銷售增長指標)。在假定預期可予以行使之購股權數目時，亦連同非市場性質之歸屬條件一併考慮。於各結算日，公司會調整對預期可予以行使之購股權數目所作之估計，並在綜合損益表確認修訂原來估計所產生之影響(如有)，於餘下歸屬期內對權益作出相應調整。

已收款項在扣除任何直接應計交易成本後於在行使購股權時撥入股本(面值)及股份溢價。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.25 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Where the Group expects a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.26 Revenue recognition

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

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

2. 主要會計政策概要(續)

2.25 撥備

當本集團因已發生之事件而產生現有的法律或推定責任、很有可能需要流出資源以償付責任，並且能可靠地估計有關金額時，則會確認撥備。倘本集團預期某項撥備可獲償付，例如根據保險合約作出償付，則會在肯定可獲償付之情況下確認為獨立資產。

倘有多項類似責任，會考慮整體責任類別以確定解除責任時是否需要流出資源。即使同類責任中有關任何一項流出之可能性低，亦確認撥備。

撥備按預期履行責任所需開支之現值，以可反映現時市場評估之貨幣時間價值及責任的特定風險之稅前比率計量。時間過去產生之撥備升幅確認為利息開支。

2.26 收益確認

收益指本集團在通常活動過程中出售貨品、物業及服務的已收或應收代價的公平值。收益在扣除營業稅及對銷集團內部銷售後列賬。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.26 Revenue recognition (continued)

- (i) Revenue from infrastructure and alternative energy are generated from water supply, electricity supply and toll road. They are recognised based on the following:
 - (a) Revenue arising from water supply is recognised based on water supplied as recorded by meters read during the year.
 - (b) Revenue arising from electricity supply is recognised when electricity is supplied to the provincial grid companies.
 - (c) Revenue arising from toll road is recognised when services are rendered.
- (ii) Rental income from investment properties is recognised on a straight-line basis over the terms of the respective leases.
- (iii) Revenue from individual construction contract is recognised under the percentage of completion method (Note 2.13).
- (iv) Sales of foods and beverages are recognised in the income statement at the point of sale to customer.
- (v) Revenue from sales of properties held for sale is recognised upon completion of the sale and purchase agreements or the issue of an occupation permit, by the relevant government authorities, whichever is the later. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the balance sheet under “trade and other payables”.
- (vi) Revenue from provision for software development service is recognised when the services are rendered.

2. 主要會計政策概要(續)

2.26 收益確認(續)

- (i) 基建及替代能源收益產生自供水、供電以及收費公路。其按下列方式確認：
 - (a) 自供水產生之收益，按年內讀錶所記錄之供應水量確認。
 - (b) 自供電產生之收益於向省級電網公司供電時確認。
 - (c) 自收費公路產生之收益於服務提供時確認。
- (ii) 來自投資物業之租金收入於有關租期內以直線法確認。
- (iii) 來自個別建築合約之收益根據完成比例法確認(附註2.13)。
- (iv) 飲食銷售按向客戶銷售之溢利於銷售點確認。
- (v) 出售作銷售用途之物業所得收益於完成買賣協議或有關政府當局發出入伙紙時(以較遲者為準)確認。於收益確認日期前已就出售物業所收取之按金及分期付款，列入資產負債表「應付賬款及其他應付款」內。
- (vi) 來自提供軟件開發服務之收益於提供有關服務後確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.26 Revenue recognition (continued)

- (vii) Dividend income is recognised when the right to receive payment is established.
- (viii) Interest income is recognised on a time proportion basis using the effective interest method.
- (ix) Property fee income is recognised when the services are rendered.
- (x) Consultancy fee income is recognised when the services are rendered.

2.27 Leases

(i) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in liabilities. The finance charges are charged to the income statement over the lease periods so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

(ii) Operating leases

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

2. 主要會計政策概要(續)

2.26 收益確認(續)

- (vii) 股息收入於確立收款之權利時確認。
- (viii) 利息收入使用實際利率法按時間比例確認。
- (ix) 物業費用收入於提供服務時確認。
- (x) 顧問費收入於提供服務時確認。

2.27 租賃

(i) 融資租賃

向本集團轉讓資產擁有權絕大部分風險及回報之租賃分類為融資租賃。融資租賃於租賃開始時按租賃物業公平值與最低租金現值之較低者撥充資本。每項租賃款於負債及融資費用之間分配，以達致佔尚未償還融資餘額固定比率。相對租金責任扣除融資開支後計入負債。融資開支於租賃期間計入損益表，以計算各期間負債餘額之定期利率。

(ii) 經營租賃

資產擁有權之絕大部分風險及回報歸於出租者之租賃，均歸類為經營租賃。根據經營租賃支付之款項在扣除自出租者收取之任何優惠後，於租賃期內以直線法在損益表中扣除。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.28 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

2.29 Dividend distribution

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

3. FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk, commodity price risk and interest rate risk), credit risk and liquidity risk. The Group's major financial instruments include trade and other receivables, cash and bank balances, derivative financial instruments, financial assets at fair value through profit or loss, available-for-sale financial assets, trade and other payables and bank loans. Details of these financial instruments are disclosed in respective notes.

2. 主要會計政策概要(續)

2.28 或然負債

或然負債乃因過去事件而可能出現之責任，而僅視乎日後會否出現一項或多項非本集團可完全控制之事件而確實。因過去事件而產生之現有責任，由於不大可能需要流出經濟利益或未能就該責任之數額作可靠估計而未有確認。

或然負債不會確認，但會於財務報表附註披露。倘情況有變可能導致經濟資源流出時，或然負債將確認為撥備。

2.29 派付股息

向本公司股東派付之股息於本公司股東批准派付股息之期間內在本集團之財務報表中確認為負債。

3. 財務風險管理

3.1 財務風險因素

本集團業務涉及多類財務風險：市場風險（包括外匯風險、價格風險、商品價格風險及利率風險）、信貸風險及流動資金風險。本集團之主要金融工具包括應收賬款及其他應收款、現金及銀行結餘、衍生金融工具、按公平值於損益表列賬之金融資產、可供出售金融資產、應付賬款及其他應付款以及銀行貸款。該等金融工具之詳情於各附註披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

It is the policy of the Group not to enter into derivative transactions for speculative purposes. The derivatives held are not for speculative purpose and cannot be traded in the market. They are part of an embedded investment rights to investment assets and are not exposed to market risk (including commodity pricing risk) since the gains and losses on the derivatives are offset by the losses and gains on the underlying assets.

The Group's Board of Directors focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below.

(a) Market risk

(i) Foreign exchange risk

The Group's operations are mainly in Hong Kong and the Mainland China. Entities within the Group are exposed to foreign exchange risk from future commercial transactions and monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency.

The Group currently does not have any foreign currency hedging policy. However, the management of the Group monitors the foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

If Renminbi had strengthened/weakened by 5% against Hong Kong dollar with all other variables held constant, the Group's loss before income tax would have been HK\$45.2 million higher/lower.

3. 財務風險管理(續)

3.1 財務風險因素(續)

本集團之政策為不會進行衍生交易作為投機用途。持有的衍生工具並非作投機用途，亦不能在市場上買賣。該等工具乃投資資產之嵌入式投資權利，故並不涉及市場風險(包括商品價格風險)，原因是衍生工具之盈虧被相關資產之盈虧所抵銷。

本集團董事會關注於未能預測之金融市場，並力求減低對本集團財務表現之潛在負面影響。董事會就管理各項風險進行檢討及議定政策，並概述如下。

(a) 市場風險

(i) 外匯風險

本集團主要於香港及中國大陸經營。本集團內各實體承受來自未來商業交易及以該實體功能貨幣以外貨幣列賬之貨幣資產及負債所產生外匯風險。

本集團現時並無任何外匯對沖政策。然而，本集團管理層密切監察外匯風險，並於需要時考慮對沖重大外匯風險。

倘人民幣兌港元升值／貶值5%，而所有其他因素維持不變，本集團除所得稅前虧損增加／減少45,200,000港元。

3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(ii) Price risk

The Group is exposed to price risk of investment fund because investment held by the Group are classified on the consolidated balance sheet as financial assets at fair value through profit or loss.

As at 31st December 2008, if the price of the investment fund held by the Group had increased/decreased by 5%, loss before income tax would have been decreased/increased by US\$0.4 million (equivalent to approximately HK\$3.2 million) (2007: profit for the year, increased/decreased by US\$0.5 million (equivalent to approximately HK\$3.9 million)).

(iii) Commodity price risk

The Group's exposure to commodity price risk relates primarily to the ethanol price and cost of raw materials which are influenced by supply and demand conditions. The Group historically has not entered into any commodity derivative instruments to hedge the exposure. Management will monitor such risk and consider hedging significant commodity price risk exposure should the need arise.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 價格風險

由於本集團持有之投資於綜合資產負債表分類為按公平值在損益表列賬之金融資產，故本集團面對投資基金價格風險。

於二零零八年十二月三十一日，倘本集團持有之投資基金價格增加／減少5%，除所得稅前虧損應減少／增加400,000美元（約相等於3,200,000港元）（二零零七年：年內溢利增加／減少500,000美元，約相等於3,900,000港元）。

(iii) 商品價格風險

本集團面對之商品價格風險主要與受供求情況影響之乙醇價格以及原材料成本有關。本集團過往並無採用任何商品衍生工具以對沖風險。管理層將於需要時監控該等風險並考慮對沖重大商品價格風險。

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綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(iv) Interest rate risk

The Group's interest-rate risk arises from bank borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk due to fluctuation of the prevailing market interest rates. The Group's income and operating cash flows are substantially dependent of changes in market interest rates.

The Group does not use any derivative contracts to hedge its exposure to interest rate risk. However, the management will consider hedging significant interest rate exposures should the need arise.

As at 31st December 2008, if interest rate had been increased/decreased 100 basis points with all other variables held constant, the Group's loss before income tax would have been increased/decreased by HK\$26.0 million (2007: profit for the year, decreased/increased by HK\$8.5 million).

(b) Credit risk

The Group is exposed to credit risk in its restricted cash, cash and cash equivalents, trade and other receivables and deposits paid for a property development project.

The carrying amount of restricted cash, cash and cash equivalents and trade and other receivables, represent the Group's maximum exposure to credit risk in relation to its financial assets.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(iv) 利率風險

本集團之利率風險源於銀行借款。由於現行市場利率波動，按浮動利率授出之借款導致本集團須面對現金流量利率風險。本集團之收入及經營現金流量大致上不受市場利率變動所影響。

本集團並無使用任何衍生合約對沖其面對之利率風險。然而，管理層將於需要時考慮對沖重大利率風險。

於二零零八年十二月三十一日，倘利率增加／減少100個點子，而所有其他因素維持不變，本集團之除所得稅前虧損應增加／減少26,000,000港元（二零零七年：年內溢利減少／增加8,500,000港元）。

(b) 信貸風險

本集團面對受限制現金、現金及現金等價物、應收賬款及其他應收款以及一項物業發展項目已付按金之信貸風險。

受限制現金、現金及現金等價物以及應收賬款及其他應收款之賬面值，代表本集團就其金融資產面對之最高信貸風險。

3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

To manage the credit risk associated with restricted cash and cash and cash equivalents, most of the deposits are mainly placed with certain state-owned banks in the PRC which are high-credit quality financial institutions and banks with high credit rankings in Hong Kong.

To manage the credit risk associated with trade and other receivables and deposits paid for a property development project, the Group adopts risk control to assess the credit quality of the customers and debtors, taking into accounts their financial positions and past experience.

There is no concentration of credit risk with respect to trade receivables from third party customers as the customer bases are widely dispersed in different sectors and industries.

In addition, the Group and the Company monitor the exposure to credit risk in respect of the financial assistance provided to subsidiaries, jointly controlled entities and associated companies through exercising control or significant influence over their financial and operating policy decisions and reviewing their financial positions on a regular basis.

(c) Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its current obligations when they fall due. The Group measures and monitors its liquidity through the maintenance of prudent ratio regarding to the liquidity structure of the overall assets, liabilities, loans and commitments of the Group. The Group also maintains a conservative level of liquid assets to ensure the availability of sufficient cash flows to meet any unexpected and material cash requirements in the course of ordinary business.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

為管理受限制現金以及現金及現金等價物之相關信貸風險，大部分存款主要存放於若干中國國有銀行，即高信貸質素之財務機構，以及於香港獲高信貸評級之銀行。

為管理應收賬款及其他應收款以及物業發展項目已付按金之相關信貸風險，本集團已採納風險控制，評估客戶及債務人之信貸質素，並考慮其財務狀況及過往記錄。

由於客戶分佈於不同界別及行業，故來自第三方客戶之應收賬款信貸風險並不集中。

此外，本集團及本公司透過對附屬公司、合營公司及聯營公司之財務及營運政策行使控制權或重大影響，並定期審閱該等公司之財務狀況，從而監察向該等公司提供財務資助承受之信貸風險。

(c) 流動資金風險

流動資金風險為本集團未能履行其到期即期責任之風險。本集團就整體資產、負債、貸款及承擔之流動資金架構，透過維持審慎比率計量及監察其流動資金。本集團亦維持流動資產於穩健水平，以確保具備充裕現金流量應付日常業務中任何未能預測之重大現金需求。

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綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The table below analyses the Group's and the Company's contractual maturity for its financial liabilities. The amounts disclosed in the table has been drawn up with reference to the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

下表分析本集團財務負債之合約到期日。下表披露之款額乃參考本集團須付款之最早日期財務負債之未貼現現金流量編製。

		Less than 1 year 一年內 HK\$ Million 百萬港元	Between 1 and 2 years 一至兩年 HK\$ Million 百萬港元	Between 2 and 5 years 二至五年 HK\$ Million 百萬港元	Over 5 years 五年以上 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
Group	本集團					
At 31st December 2008	於二零零八年 十二月三十一日					
Borrowings	借款	606.4	486.0	1,440.0	2,208.8	4,741.2
Finance lease liabilities	融資租賃負債	9.7	10.0	31.7	90.3	141.7
Trade and other payables	應付賬款及其他應付款	1,154.6	-	-	-	1,154.6
Other non-current payables	其他非流動應付款	-	-	237.9	61.4	299.3
At 31st December 2007	於二零零七年 十二月三十一日					
Borrowings	借款	501.0	338.9	1,201.6	1,797.0	3,838.5
Trade and other payables	應付賬款及其他應付款	720.6	-	-	-	720.6
Other non-current payables	其他非流動應付款	-	-	-	112.7	112.7
Company	本公司					
At 31st December 2008	於二零零八年 十二月三十一日					
Other payables and accruals	其他應付款及應計費用	74.1	-	-	-	74.1
Amount due to a subsidiary	應付一間附屬公司款項	96.4	-	-	-	96.4
At 31st December 2007	於二零零七年 十二月三十一日					
Other payables and accruals	其他應付款及應計費用	3.1	-	-	-	3.1

3. FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or conduct shares buy-back.

The Group monitors its capital structure by reviewing its gearing ratio and cash flows requirements, taking into account its future financial obligations and commitments for this purpose, the Group defines gearing ratio as net debt divided by total equity. Net debt is calculated as total borrowings less loans from minority shareholders (including current and non-current borrowings shown in the consolidated financial statements) less cash and cash equivalents and restricted cash. Total equity is shown in the consolidated balance sheet.

The gearing ratios at 31st December 2008 and 2007 were as follows:

3. 財務風險管理(續)

3.2 資本風險管理

本集團管理資本之宗旨為保障本集團持續經營業務之能力，務求為股東提供回報及為其他權益相關者帶來利益，並維持最佳的資本架構從而減少資金成本。

為保持或調整資本架構，本集團或會調整向股東派付之股息金額、發行新股或進行回購股份。

本集團透過檢討其資產負債比率及現金流量需求監察其資本架構，檢討時會考慮其未來財務責任及承擔。就此，本集團將資產負債比率界定為債務淨額除以權益總額。債務淨額按借款總額減少數股東貸款(包括綜合財務報表所示流動及非流動借款)減現金及現金等價物以及受限制現金計算。權益總額於綜合資產負債表列示。

於二零零八年及二零零七年十二月三十一日之資產負債比率如下：

		Group 本集團	
		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Current borrowings	流動借款	399.0	330.5
Non-current borrowings	非流動借款	2,812.0	2,379.7
Total borrowings (excluding loans from minority shareholders)	借款總額(不包括少數股東貸款)	3,211.0	2,710.2
Less: Cash and cash equivalents (including restricted cash)	減：現金及現金等價物(包括受限制現金)	(2,511.8)	(5,924.9)
Net debt/(cash) position	債務／(現金)淨額狀況	699.2	(3,214.7)
Total equity	權益總額	11,581.8	13,385.4
Gearing ratio	資本負債比率	6.0%	N/A不適用

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綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation

The fair value of financial instruments traded in active market is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price.

The unquoted financial instruments that are not in an active market is determined by using valuation techniques and arm's length transactions. The Group takes reference to recent market transactions, professional valuations where necessary and uses a variety of methods such as estimated discounted cash flows, and makes assumptions that are based on market conditions existing at each balance sheet date.

The carrying value less impairment provision of trade and other receivables and trade and other payables approximate their fair values due to their short maturities. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

3. 財務風險管理(續)

3.3 公平值估計

在活躍市場買賣的金融工具之公平值乃根據結算日之市場報價而釐定。本集團所持有金融資產所用市場報價為現行買入價。

並非在活躍市場買賣之無報價金融工具公平值乃使用估值方式及按公平交易釐定。本集團於需要時會參考近期市場交易、專業估值及採用如估計貼現現金流量多種方法，並按各結算日存在之市場作出假設。

賬面值減應收賬款及其他應收款減值撥備以及應付賬款及其他應付款與其公平值相若，乃由於其偏短之到期日性質所致。作為披露目的，財務負債的公平值是根據本集團同類金融工具的現行市場利率對未來合約現金流量貼現而估算。

4. 重大會計估計及判斷

本集團根據以往經驗及其他因素(包括對未來事件所作出在不同情況下相信屬合理之預期)，不斷對估計及判斷作出評估。

本集團對未來作出估計及假設。顧名思義，所得出之會計估算甚少與有關的實際結果相同。導致下一個財務年度資產及負債賬面值出現重大調整風險之估計及假設在下文論述。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(a) Valuation of investment properties/ recoverable amount of prepaid land lease payments

The fair value of each investment property and recoverable amount of prepaid land lease payments of which having impairment indicators is individually determined at each balance sheet date by independent valuer based on a market value assessment. Knight Frank was engaged to carry out the independent valuation of the Group's investment property and prepaid land lease payments portfolio as at 31st December 2008. This valuation was carried out in accordance with the Valuation Standards on Properties of the Hong Kong Institute of Surveyors which defines market value as "the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion".

Knight Frank has derived the valuation of the Group's investment property portfolio by capitalising the rental income derived from existing tenancies with due provision for reversionary income potential and where appropriate, by reference to market comparable transactions. The assumptions are based on market conditions existing at the balance sheet.

For the prepaid land lease payments, management determined the recoverable amount based on the valuation report prepared by Knight Frank. Knight Frank has adopted a direct comparison approach whenever market comparable transactions are available and assumed sale of the interests with the benefit of vacant possession.

Management has reviewed Knight Frank valuation and compared it with its own assumptions, with reference to comparable sales transaction data where such information is available, and has concluded that Knight Frank valuation of the Group's investment portfolio and prepaid land lease payments is reasonable.

4. 重大會計估計及判斷(續)

(a) 投資物業／預付土地租賃款可收回款額之估值

各投資物業之公平值及具有減值指標之預付土地租賃款可收回金額於各結算日由獨立估值師按市價評估個別釐定。萊坊已對本集團於二零零八年十二月三十一日之投資物業及預付土地租賃款組合進行獨立估值。該估值乃根據香港測量師學會之物業估值準則進行。該準則對市價之定義為「該物業於估值日在適當市場推銷後，由自願買方及自願賣方在知情、審慎及並無強迫之情況下，按公平原則進行交易而可交換之估計金額」。

萊坊已將現有租約所得出之租金收入資本化，並為約滿後新訂租金潛在變化及在適當情況下參考市場可比較交易而作出適當撥備，而得出本集團投資物業組合之估值。假設乃根據結算日存在之市場情況而作出。

就預付土地租賃款而言，萊坊於市場可比較交易存在，並假設權益交吉出售時應用直接比較法管理層根據萊坊編製之估值報告釐定可收回金額。

管理層已審閱萊坊之估值，並已參考可取得之同類銷售交易數據，與管理層本身的假設作比較，結果認為萊坊對本集團投資組合及預付土地租賃款的估值屬合理。

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綜合財務報表附註

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(a) Valuation of investment properties/recoverable amount of prepaid land lease payments (continued)

If the valuation of the investment properties and recoverable amount of the prepaid land lease payments had been 10% higher or lower than the value stated on the valuation report, the fair value deficit and impairment loss of the year arising from the Group's investment properties and prepaid land lease payments, in aggregate, would have been decreased/increased by HK\$811.0 million (2007: HK\$292.2million).

(b) Estimated impairment of concession right-toll road

The Group tests annually whether intangible assets have suffered any impairment in accordance with the accounting policy stated in Note 2.11. The calculations use pre-tax cash flow projections based on financial budgets approved by management.

The unit prices used for the analysis are determined by management with reference to the agreements approved by the government authorities. The weighted average growth rates used are consistent with the forecasts expected in the industry. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

If the discounted rate used in the value-in-use calculation had been 10% higher or lower than management's estimates at 31st December 2008, the loss of the year for the Group's concession right (toll road) would have been increased by HK\$154.2 million or decreased by HK\$186.1 million.

4. 重大會計估計及判斷(續)

(a) 投資物業／預付土地租賃款可收回款額之估值(續)

假設投資物業之估值及預付土地租賃款可收回款額較估值報告所列價值高出或低於10%，本年度自本集團投資物業及預付土地租賃款產生之公平值虧絀及減值虧損應合共減少／增加811,000,000港元(二零零七年：292,200,000港元)。

(b) 特許權－收費公路之估計減值

本集團根據附註2.11所述之會計政策對無形資產有否出現任何減值進行年度檢測，且已採用稅前現金流量預測按照管理層批准之財務預算計算。

分析使用之單位價格經管理層參考政府機關批准之協議釐定。所使用之加權平均增長率與行內之預期預測一致。使用之貼現率為可反映有關分部指定風險之稅前比率。

倘使用價值計算所用貼現率較管理層於二零零八年十二月三十一日之估計高或低10%，本集團特許權(收費公路)之年內虧損將增加154,200,000港元或減少186,100,000港元。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(c) Estimated impairment of goodwill

The Group tests annually whether goodwill is subject to any impairment losses, in accordance with the accounting policy stated in Note 2.11. The recoverable amounts of cash-generating units with goodwill being allocated have been determined based on the higher of fair value less cost to sell and value-in-use calculations.

If the recoverable amount of these cash generating business units had been 10% higher than management's estimates, the loss of the year for the Group's goodwill would have been decreased by HK\$65.6 million.

(d) Estimated of impairment of plant and equipment

Plant and equipment are reviewed by management for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amount is the higher of fair value less cost to sell and value in use of the plant and equipment. The management makes judgements on whether such events or changes in circumstances have occurred, and makes estimates in determining the recoverable amount. In the situation where value in use of plant and equipment cannot be assessed due to the uncertainties of the operation model in the future, management has assessed the respective recoverable amount solely based on the fair value less costs to sell. Provision is made when events or changes in circumstances indicate that the carrying amounts may not be realised.

4. 重大會計估計及判斷(續)

(c) 商譽減值估計

本集團每年根據附註2.11所述會計政策測試商譽是否出現任何減值虧損。商譽已獲分配之現金產生單位之可收回金額利用使用價值計算方式，按公平值減銷售成本之較高者釐定。

假設該現金產生業務單位之可收回金額較管理層之估計高10%，則本集團商譽之年內虧損將減少65,600,000港元。

(d) 機器及設備之減值估計

倘有任何事件或情況變動顯示賬面值或未能收回，管理層會審閱機器及設備有否出現減值虧損。可收回金額為公平值減銷售成本及機器及設備使用價值之較高者。管理層將就有否出現有關事件或情況變動作出判斷，並就釐定可收回金額進行估計。就因未來操作模式未明而未能評估機器及設備使用值之情況，管理層僅按公平值減出售成本評估各自之可收回金額。當事件或情況變動顯示賬面值或未能變現時，則會進行撥備。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(d) Estimated of impairment of plant and equipment (continued)

If the recoverable amount of the plant and equipment had been 10% higher or lower than management's estimates, the loss of the year for the Group's plant and equipment would have been decreased by HK\$35.2 million or increased by HK\$45.8 million.

(e) Income taxes

The Group is subject to income taxes in the Mainland China. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for potential tax exposures based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the income tax and deferred tax provision in the period in which such determination is made.

(f) Fair value of derivatives, financial assets/liabilities at fair value through profit or loss and other financial instruments

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at each balance sheet date. The Group uses discounted cash flow analysis for various available-for-sale financial assets that were not traded in active markets.

4. 重大會計估計及判斷(續)

(d) 機器及設備之減值估計(續)

倘機器及設備之可收回金額較管理層之估計高10%，本集團機器及設備之年內虧損將減少35,200,000港元或增加45,800,000港元。

(e) 所得稅

本集團於中國內地須繳納所得稅項。於釐定各所得稅項撥備時，須運用重大估計。於日常業務過程中未能準確釐定最終須繳納稅項之交易及計算相當繁多。本集團會以須否繳付額外稅項，作為應否將預期稅務爭議確認為負債之基準。若有關上述事項之最終稅款與原先之入賬額不同，則該差異將影響釐定稅款期間之所得稅項及遞延稅項撥備。

(f) 衍生工具及其他金融工具之公平值

並非於活躍市場買賣之金融工具公平值，以估值方式釐定。本集團運用判斷選擇多種方法，並主要根據於各結算日之市場實際情況作出假設。本集團以貼現現金流量分析並非於活躍市場買賣之多項可供出售金融資產。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(g) Revenue recognition

The Group uses the percentage-of-completion method in accounting for its fixed-price contracts to deliver construction services. The use of the percentage-of-completion method requires the Group to estimate the services performed to date as a proportion of the total services to be performed.

(h) Determination of fair value of share-based compensation

The Group uses the Binomial Model to determine the fair value of share options issued during the year. Under this model, the value of the share options is subject to a number of assumptions such as risk-free interest rate, expected life of the options and historical volatility based on annualised volatility of the closing price of the share. Therefore the value may be subjective and would change should any of the assumptions change.

(i) Allowances for bad and doubtful debts

The policy for allowance of bad and doubtful debts of the Group is based on the evaluation of collectability and ageing analysis of receivables and on management's judgment. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the creditworthiness and the past collection history of each customer.

(j) Allowances for inventory

The management of the Group reviews the ageing analysis at each balance sheet date, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for use in production. The management estimates the net realisable value for such finished goods and work in progress based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review on a product-by-product basis at each balance sheet date and makes allowance for obsolete items.

4. 重大會計估計及判斷(續)

(g) 收益確認

本集團就提供建築服務之固定價格合約採用完成百分比法計算。完成百分比法的採用規定本集團估計截至該日已履行之服務佔將予履行總服務之比例。

(h) 釐定以股份作報酬之公平值

本集團採用二項式估值模式釐定年內已發行購股權之公平值。根據此模式，購股權價值受多項假設影響，如無風險利率、購股權預期年期以及根據股份收市價每年波幅計算之過往波幅。因此，有關價值可能較主觀，並會隨著任何假設更改而變動。

(i) 呆壞賬撥備

本集團之呆壞賬撥備政策乃根據對應收款可收回程度之評估及賬齡分析以及管理層之判斷而定。評估該等應收款之最終變現時須作出大量判斷，包括各客戶目前之信譽及過往收賬記錄。

(j) 存貨撥備

本集團管理層於各結算日審閱賬齡分析，並就確定為不再適合用作生產之陳舊或滯銷存貨作出撥備。管理層主要根據最近期發票價格及現時市況，估計該等製成品及在製品之可變現淨值。本集團於各結算日審閱每項產品之存貨並就陳舊項目作出撥備。

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綜合財務報表附註

5. REVENUES AND SEGMENT INFORMATION

Revenues consists income from infrastructure and alternative energy projects, rental income from investment properties, revenue of contracting work from third parties, sales of properties held for sale and other operations, which are HK\$294.7 million and HK\$706.1 million for the years ended 31st December 2008 and 2007 respectively.

Infrastructure and alternative energy	基建及替代能源收入
Rental income	租金收入
Contract revenue	合約收益
Sales proceeds from properties held for sale	作銷售用途之物業銷售所得款項
Others	其他

5. 收益及分部資料

收益包括基建及替代能源項目之收入、投資物業之租金收入、來自第三方合約工程之收益、作銷售用途之物業銷售及其他業務，於截至二零零八年及二零零七年十二月三十一日止年度分別為294,700,000港元及706,100,000港元。

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
137.0	55.4
86.6	71.6
36.7	495.1
—	84.0
34.4	—
294.7	706.1

(a) Primary reporting format – business segments

The Group is organised into five main business segments:

- (1) Infrastructure and alternative energy;
- (2) Property investment and leasing;
- (3) Construction;
- (4) Property development and sales; and
- (5) Other operations.

(a) 主要呈報形式 – 業務分部

本集團由五個主要業務分部組成：

- (1) 基建及替代能源；
- (2) 物業投資及租賃；
- (3) 建築；
- (4) 物業發展及銷售；及
- (5) 其他業務。

5. REVENUES AND SEGMENT INFORMATION (continued)

(a) Primary reporting format – business segments (continued)

The segment results for the year ended 31st December 2008 are as follows:

5. 收益及分部資料(續)

(a) 主要呈報形式－業務分部(續)

截至二零零八年十二月三十一日止年度之分部業績如下：

		Infrastructure and alternative energy 基建及 替代能源 HK\$ Million 百萬港元	Property investment and leasing 物業投資 及租賃 HK\$ Million 百萬港元	Construction 建築 HK\$ Million 百萬港元	Property development and sales 物業發展 及銷售 HK\$ Million 百萬港元	Other operations 其他業務 HK\$ Million 百萬港元	Unallocated 未分配 HK\$ Million 百萬港元	Group 本集團 HK\$ Million 百萬港元
Total segment revenue	分部收益總額	137.0	88.1	267.6	-	34.4	-	527.1
Inter-segment revenue	分部間收益	-	(1.5)	(230.9)	-	-	-	(232.4)
Revenues	收益	137.0	86.6	36.7	-	34.4	-	294.7
Operating loss	經營虧損	(1,186.5)	(451.0)	(92.8)	(560.9)	(105.5)	(183.9)	(2,580.6)
Finance costs – net (Note 10)	融資成本淨額 (附註10)							(174.0)
Share of losses less profits of associated companies	應佔聯營公司虧損 減溢利	(10.2)	(75.3)	-	-	-	-	(85.5)
Share of losses less profits of jointly controlled entities	應佔合營公司虧損 減溢利	-	-	3.0	(84.1)	-	-	(81.1)
Loss before income tax	所得稅前虧損							(2,921.2)
Income tax credit (Note 13)	所得稅抵免(附註13)							111.5
Loss for the year	本年度虧損							(2,809.7)

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綜合財務報表附註

5. REVENUES AND SEGMENT INFORMATION (continued)

(a) Primary reporting format – business segments (continued)

The segment results for the year ended 31st December 2007 are as follows:

5. 收益及分部資料(續)

(a) 主要呈報形式－業務分部(續)

截至二零零七年十二月三十一日止年度之分部業績如下：

		Infrastructure and alternative energy 基建及 替代能源 HK\$ Million 百萬港元	Property investment and leasing 物業投資 及租賃 HK\$ Million 百萬港元	Construction 建築 HK\$ Million 百萬港元	Property development and sales 物業發展 及銷售 HK\$ Million 百萬港元	Other operations 其他業務 HK\$ Million 百萬港元	Unallocated 未分配 HK\$ Million 百萬港元	Group 本集團 HK\$ Million 百萬港元
Total segment revenue	分部收益總額	55.4	73.0	588.6	84.0	–	–	801.0
Inter-segment revenue	分部間收益	–	(1.4)	(93.5)	–	–	–	(94.9)
Revenues	收益	55.4	71.6	495.1	84.0	–	–	706.1
Operating profit	經營溢利	(8.1)	562.7	(81.9)	511.3	–	(166.6)	817.4
Finance costs – net (Note 10)	融資成本淨額(附註10)							(80.9)
Share of profits less losses of associated companies	應佔聯營公司溢利減虧損	–	33.7	–	–	–	–	33.7
Share of losses less profits of jointly controlled entities	應佔合營公司虧損減溢利	–	–	16.8	(23.0)	–	–	(6.2)
Gain on disposal of associated companies	出售聯營公司之收益	–	181.2	–	–	–	–	181.2
Profit before income tax	所得稅前溢利							945.2
Income tax expense (Note 13)	所得稅支出(附註13)							(95.5)
Profit for the year	本年度溢利							849.7

5. REVENUES AND SEGMENT INFORMATION (continued)

(a) Primary reporting format – business segments (continued)

Other segment items included in the consolidated income statement are as follows:

5. 收益及分部資料(續)

(a) 主要呈報形式－業務分部(續)

計入綜合損益表之其他分部項目如下：

		Year ended 31st December 2008 截至二零零八年十二月三十一日止年度							
		Infrastructure	and alternative energy 基建及 替代能源 HK\$ Million 百萬元	Property investment and leasing 物業投資 及租賃 HK\$ Million 百萬元	Construction 建築 HK\$ Million 百萬元	Property development and sales 物業發展 及銷售 HK\$ Million 百萬元	Other operations 其他業務 HK\$ Million 百萬元	Unallocated 未分配 HK\$ Million 百萬元	Group 本集團 HK\$ Million 百萬元
Depreciation	折舊	(57.5)	-	-	-	(2.7)	(6.8)	(8.5)	(75.5)
Amortisation	攤銷	(11.7)	-	-	-	(107.9)	(5.2)	(4.1)	(128.9)
Provision for impairment losses on:	減值虧損撥備：								
- prepaid land lease payments	- 預付土地租賃款	(70.1)	-	-	-	(982.2)	-	-	(1,052.3)
- intangible assets	- 無形資產	(462.4)	-	-	-	-	(16.6)	-	(479.0)
- goodwill	- 商譽	(223.1)	-	-	-	(110.6)	(42.0)	-	(375.7)
- property, plant and equipment	- 物業、機器及設備	(341.5)	-	-	-	-	-	-	(341.5)
- other receivables	- 其他應收款	(9.3)	-	-	-	(76.1)	-	-	(85.4)
- trade receivables	- 應收賬款	-	(1.1)	-	-	-	-	-	(1.1)
		Year ended 31 December 2007 截至二零零七年十二月三十一日止年度							
		Infrastructure	and alternative energy 基建及 替代能源 HK\$ Million 百萬元	Property investment and leasing 物業投資 及租賃 HK\$ Million 百萬元	Construction 建築 HK\$ Million 百萬元	Property development and sales 物業發展 及銷售 HK\$ Million 百萬元	Other operations 其他業務 HK\$ Million 百萬元	Unallocated 未分配 HK\$ Million 百萬元	Group 本集團 HK\$ Million 百萬元
Depreciation	折舊	(25.1)	-	-	-	-	-	(7.1)	(32.2)
Amortisation	攤銷	(1.6)	-	-	-	(14.7)	-	(1.6)	(17.9)
Provision for impairment losses on:	減值虧損撥備：								
- other receivables	- 其他應收款	-	-	-	-	(32.9)	-	-	(32.9)
- trade receivables	- 應收賬款	-	(1.0)	-	-	-	-	-	(1.0)
Write back of provision for impairment loss on properties held for sale	作銷售用途之物業 減值虧損撥備回撥	-	-	-	-	124.3	-	-	124.3

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5. REVENUES AND SEGMENT INFORMATION (continued)

(a) Primary reporting format – business segments (continued)

The segment assets and liabilities at 31st December 2008 and capital expenditure for the year then ended are as follows:

		Infrastructure and alternative energy 基建及替代能源 HK\$ Million 百萬港元	Property investment and leasing 物業投資及租賃 HK\$ Million 百萬港元	Construction 建築 HK\$ Million 百萬港元	Property development and sales 物業發展及銷售 HK\$ Million 百萬港元	Other operations 其他業務 HK\$ Million 百萬港元	Unallocated 未分配 HK\$ Million 百萬港元	Group 本集團 HK\$ Million 百萬港元
Assets	資產	2,330.6	2,873.6	231.3	6,381.7	150.1	3,196.8	15,164.1
Associated companies and jointly controlled entities	聯營公司及合營公司	416.1	816.7	(9.9)	1,033.9	-	0.3	2,257.1
Total assets	資產總額	2,746.7	3,690.3	221.4	7,415.6	150.1	3,197.1	17,421.2
Liabilities	負債	197.3	156.0	273.8	407.7	8.0	4,796.6	5,839.4
Capital expenditure	資本開支	628.6	26.8	1.4	47.8	12.7	15.8	733.1

Segment assets and liabilities are reconciled to entity assets and liabilities as follows:

分部資產及負債與實體資產及負債對賬如下：

		Assets 資產 HK\$ Million 百萬港元	Liabilities 負債 HK\$ Million 百萬港元
Segment assets/liabilities	分部資產／負債	11,967.3	1,042.8
Associated companies and jointly controlled entities	聯營公司及合營公司	2,257.1	-
Unallocated:	未分配：		
Prepaid land lease payments	預付土地租賃款	185.5	-
Property, plant and equipment	物業、機器及設備	59.1	-
Derivative financial instrument	衍生金融工具	5.0	-
Available-for-sale financial assets	可供出售金融資產	23.8	-
Financial assets at fair value through profit or loss	按公平值在損益表列賬之金融資產	391.4	-
Other receivables	其他應收款	20.2	-
Restricted cash	受限制現金	674.9	-
Cash and cash equivalents	現金及現金等價物	1,836.9	-
Non-current borrowings	非流動借款	-	3,197.1
Other non-current payables	其他非流動應付款	-	264.0
Deferred income tax liabilities	遞延所得稅負債	-	776.9
Other payables	其他應付款	-	147.1
Current borrowings	流動借款	-	399.0
Current income tax liabilities	即期所得稅負債	-	12.5
Total	總計	17,421.2	5,839.4

5. REVENUES AND SEGMENT INFORMATION (continued)

(a) Primary reporting format – business segments (continued)

The segment assets and liabilities at 31st December 2007 and capital expenditure for the year then ended are as follows:

		Infrastructure and alternative energy 基建及替代能源 HK\$ Million 百萬港元	Property investment and leasing 物業投資及租賃 HK\$ Million 百萬港元	Construction 建築 HK\$ Million 百萬港元	Property development and sales 物業發展及銷售 HK\$ Million 百萬港元	Other operations 其他業務 HK\$ Million 百萬港元	Unallocated 未分配 HK\$ Million 百萬港元	Group 本集團 HK\$ Million 百萬港元
Assets	資產	2,215.1	2,925.1	417.9	3,271.4	-	6,586.1	15,415.6
Associated companies and jointly controlled entities	聯營公司及合營公司	150.3	863.8	4.1	1,020.5	-	-	2,038.7
Total assets	資產總額	2,365.4	3,788.9	422.0	4,291.9	-	6,586.1	17,454.3
Liabilities	負債	41.4	201.2	475.8	3.2	-	3,347.3	4,068.9
Capital expenditure	資本開支	548.5	-	-	9.6	-	228.4	786.5

Segment assets and liabilities are reconciled to entity assets and liabilities as follows:

5. 收益及分部資料(續)

(a) 主要呈報形式－業務分部(續)

於二零零七年十二月三十一日之分部資產及負債以及截至該日止年度之資本開支如下：

分部資產及負債與實體資產及負債對賬如下：

		Assets 資產 HK\$ Million 百萬港元	Liabilities 負債 HK\$ Million 百萬港元
Segment assets/liabilities	分部資產／負債	8,829.5	721.6
Associated companies and jointly controlled entities	聯營公司及合營公司	2,038.7	-
Unallocated:	未分配：		
Prepaid land lease payments	預付土地租賃款	183.8	-
Property, plant and equipment	物業、機器及設備	51.2	-
Derivative financial instrument	衍生金融工具	5.0	-
Available-for-sale financial assets	可供出售金融資產	25.8	-
Financial assets at fair value through profit or loss	按公平值在損益表列賬之金融資產	93.3	-
Other receivables	其他應收款	302.1	-
Restricted cash	受限制現金	1,508.9	-
Cash and cash equivalents	現金及現金等價物	4,416.0	-
Non-current borrowings	非流動借款	-	2,458.7
Other non-current payables	其他非流動應付款	-	25.3
Deferred income tax liabilities	遞延所得稅負債	-	431.5
Other payables	其他應付款	-	86.4
Current borrowings	流動借款	-	330.5
Current income tax liabilities	即期所得稅負債	-	14.9
Total	總計	17,454.3	4,068.9

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5. REVENUES AND SEGMENT INFORMATION (continued)

(b) Secondary reporting format – geographical segments

The Group is organised into two main geographical segments, comprising Hong Kong and the Mainland China. There are no other significant identifiable separate geographical segments.

Revenues

Hong Kong
Mainland China
Others

收益

香港
中國內地
其他

Segment revenue is allocated based on the region in which the customers are located.

Segment assets

Hong Kong
Mainland China

分部資產

香港
中國內地

Associated companies and jointly controlled entities

Hong Kong
Mainland China

聯營公司及合營公司

香港
中國內地

Unallocated assets

未分配資產

Total assets

資產總額

Segment assets are allocated based on where the assets are located.

Capital expenditure

Hong Kong
Mainland China

資本開支

香港
中國內地

Capital expenditure is allocated based on where the assets are located.

5. 收益及分部資料(續)

(b) 次要呈報形式－地區分部

本集團共分為二個主要地區分部，由香港及中國內地組成，並無其他可識別的重大獨立地區分部。

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
35.4	213.8
245.4	492.3
13.9	—
294.7	706.1

分部收益乃根據客戶所在地區分配。

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
181.1	251.4
11,786.2	8,578.1
11,967.3	8,829.5
28.6	47.4
2,228.5	1,991.3
2,257.1	2,038.7
3,196.8	6,586.1
17,421.2	17,454.3

分部資產乃根據資產所在地區分配。

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
1.6	98.9
731.5	687.6
733.1	786.5

資本開支乃根據資產所在地區分配。

6. OTHER INCOME

6. 其他收入

		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Net gain arising from the loss and compensation of a piece of land (Note a)	一幅土地之虧損及補償產生之收益淨額(附註a)	794.0	—
Negative goodwill arising on acquisition of a subsidiary	收購一間附屬公司產生之負商譽	—	374.5
Negative goodwill arising on acquisition of an additional interest in a jointly controlled entity	收購一間合營公司額外權益產生之負商譽	—	52.2
Write back of provision for impairment loss on properties held for sale (Note b)	作銷售用途之物業減值虧損撥備回撥(附註b)	—	124.3
Write back of provision for impairment loss on trade receivables	應收賬款減值虧損撥備回撥	1.5	0.8
Fair value gain on financial assets at fair value through profit or loss, net	按公平值在損益表列賬之金融資產之公平值收益淨額	51.5	3.2
Property fee income	物業費收入	12.8	12.1
Consultancy fee income	顧問費收入	24.8	—
Dividend income	股息收入	2.6	—
Others	其他	12.9	7.3
		900.1	574.4

Notes:

- (a) On 26th March 2008, a piece of land originally held by the Group was offered by the local government authority to swap for another piece of land. As a result, with reference to the fair value of the new land on the date of swap and as of 31st December 2008, a gain of HK\$794.0 million was recognised. Subsequent to the swap of land, the land value has decreased which constituted an impairment loss, resulting in a loss of HK\$265.0 million as included in Note 8 of the consolidated financial statements.
- (b) In 2007, the Group agreed with the relevant local government authorities to develop a parcel of land in Jiangmen, which was vacant and undeveloped in prior years, into a residential and commercial complex. As a result, with reference to the valuation report prepared by Knight Frank, the provision for impairment loss of HK\$124.3 million was written back for the year ended 31st December 2007.

附註：

- (a) 於二零零八年三月二十六日，本集團原先持有之一幅土地由地方政府機關建議以交換另一幅土地。因此，參考於新土地交換日期當日及於二零零八年十二月三十一日之公平值後，確認794,000,000港元之收益。交換土地後，土地價值下跌，導致於綜合財務報表附註8所述之減值並帶來虧損265,000,000港元。
- (b) 於二零零七年，本集團與相關地方政府機關同意發展位於江門已空置多年及尚未開發之一塊土地，發展成為住宅及商業中心。因此，參考萊坊編製之估值報告後，於截至二零零七年十二月三十一日止年度已撥回減值虧損撥備124,300,000港元。

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綜合財務報表附註

7. OTHER AND GENERAL EXPENSES

7. 其他及一般費用

		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Amortisation:	攤銷：		
– prepaid land lease payments (Note 18)	– 預付土地租賃款 (附註18)	(113.5)	(16.3)
– intangible assets (Note 21)	– 無形資產(附註21)	(9.9)	(0.4)
Fair value losses on derivative financial instrument – options	衍生金融工具－期權之公平值 虧損	–	(3.0)
Net exchange losses	匯兌虧損淨額	(82.1)	(41.8)
Pre-operating expenses:	營運前開支：		
– property development projects	– 物業發展項目	(4.5)	(3.1)
– infrastructure projects	– 基建項目	(3.5)	(3.8)
Research and development expenses	研發費用	(6.9)	–
Write down of inventories (Note 28)	撇減存貨(附註28)	(19.7)	–
Tendering costs	投標成本	(3.1)	(0.7)
Others	其他	(17.3)	(15.2)
		(260.5)	(84.3)

8. IMPAIRMENT LOSSES ON ASSETS

8. 資產減值虧損

		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Provision for impairment losses on	減值虧損撥備		
– prepaid land lease payments, net	– 預付土地租賃款淨額	(1,052.3)	–
– intangible assets	– 無形資產	(479.0)	–
– goodwill	– 商譽	(375.7)	–
– property, plant and equipment	– 物業、機器及設備	(341.5)	–
– other receivables	– 其他應收款	(85.4)	(32.9)
– trade receivables	– 應收賬款	(1.1)	(1.0)
		(2,335.0)	(33.9)

Note:

The critical accounting estimates for the purposes of above impairment testing adopted by the Group are described in Note 4 to the consolidated financial statements.

附註：

就上述減值測試而言，本集團應用之主要會計估計載於綜合財務報表附註4。

9. EXPENSES BY NATURE

Expenses included in cost of sales, administrative expenses and selling and distribution costs are analysed as follows:

9. 按性質劃分之費用

已計入銷售成本、行政費用以及銷售及分銷費用之開支分析如下：

		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Employee benefit expenses (including directors' emoluments) (Note 12)	僱員福利開支(包括董事酬金) (附註12)	(139.6)	(92.0)
Employee share option benefits (Note 12)	僱員購股權福利 (附註12)	(69.0)	(36.7)
Depreciation of property, plant and equipment	物業、機器及設備折舊	(75.5)	(32.2)
Construction costs	建築成本	(67.6)	(484.5)
Corporate expenses	公司費用	(61.8)	(49.7)
Cost of sales for infrastructure and alternative energy	基建及替代能源銷售成本	(23.3)	(1.8)
Cost of sales for properties sold	已售物業銷售成本	–	(82.8)
Cost of sales for inventories	存貨銷售成本	(51.9)	–
Cost of sales for other operations	其他經營業務成本	(36.6)	–
Direct operating expenses arising from investment properties that generate rental income	可賺取租金收入之投資物業產生之 直接經營開支	(11.6)	(11.7)
Donations	捐款	(5.0)	(0.7)
Amortisation	攤銷		
– prepaid land lease payments (Note 18)	—預付土地租賃款 (附註18)	(1.2)	(1.2)
– toll road (included in cost of sales) (Note 21)	—收費公路(包括銷售成本) (附註21)	(4.3)	–
Auditor's remuneration	核數師酬金	(5.6)	(4.6)
Operating lease payments	經營租賃款項	(17.8)	(4.7)
Transportation expenses	運輸費用	(20.5)	(13.8)
Advertising costs	廣告成本	(2.5)	(3.3)
Property management fees	物業管理費用	(21.9)	(19.8)
Maintenance expenses on investment properties	投資物業維修費用	(15.3)	–
Printing expenses	印刷費	(2.1)	(4.7)
Other expenses	其他開支	(73.8)	(37.5)
Total cost of sales, administrative expenses and selling and distribution costs	銷售成本、行政費用以及 銷售及分銷成本總額	(706.9)	(881.7)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

10. FINANCE INCOME AND COSTS

10. 財務收入及融資成本

		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Interest expenses:	利息開支：		
Bank loans wholly repayable within 5 years	銀行貸款，須於五年內全部償還	(118.3)	(93.2)
Bank loans not wholly repayable within 5 years	銀行貸款，毋須於五年內全部償還	(137.4)	(113.6)
Other loans wholly repayable within 5 years	其他貸款，須於五年內全部償還	(14.1)	(39.9)
Other loans not wholly repayable within 5 years	其他貸款，毋須於五年內全部償還	(6.4)	(5.8)
		(276.2)	(252.5)
Less: capitalised in construction-in-progress	減：在建工程中資本化部份	39.0	90.2
Finance costs	融資成本	(237.2)	(162.3)
Finance income – interest income from bank deposits	財務收入－銀行存款之利息收入	63.2	81.4
Net finance costs	融資成本淨額	(174.0)	(80.9)

11. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

(a) Directors' emoluments

The remuneration of every director for the year ended 31st December 2008 is set out below:

Name of directors/ex-directors	董事／前任董事姓名	Fees	Salary & other benefits	Discretionary bonus	Employer's contribution to pension scheme	Total
		袍金	薪金及其他福利	酌情花紅	退休金計劃之僱主供款	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
OEI Tjie Goan	黃志源	95.8	—	—	—	95.8
WANG Jun ²	王軍 ²	25.0	—	—	—	25.0
LI Xueming	李學明	95.8	—	—	—	95.8
XU Zheng	徐征	95.8	—	—	—	95.8
OEI Kang, Eric	黃剛	95.8	8,325.0	—	12.0	8,432.8
CHEN Libo ²	陳立波 ²	70.8	5,276.0	—	9.0	5,355.8
NG Chi Man, Michael ²	吳志文 ²	41.4	2,588.0	—	6.0	2,635.4
TSANG Sai Chung, Kirk	曾細忠	95.8	3,090.0	—	12.0	3,197.8
TANG Sau Wai, Tom	鄧守偉	95.8	2,010.0	—	12.0	2,117.8
CHAN Kwok Fong, Joseph	陳國芳	95.8	2,340.8	—	12.0	2,448.6
CHAU Wing Hing ³	周永興 ³	31.6	1,276.2	—	4.5	1,312.3
SHI Jihua ⁴	施繼華 ⁴	31.6	1,179.2	—	4.5	1,215.3
WAN Ming Sun ¹	尹明山 ¹	91.5	—	—	—	91.5
YEN Teresa	閻孟琪	95.8	—	—	—	95.8
LIU Guolin	劉國林	95.8	—	—	—	95.8
FAN Yan Hok, Philip	范仁鶴	193.6	—	—	—	193.6
CHUNG Cho Yee, Mico	鍾楚義	193.6	—	—	—	193.6
CHENG Yuk Wo	鄭毓和	193.6	—	—	—	193.6
Albert Thomas DA ROSA, Junior	羅凱栢	193.6	—	—	—	193.6
		1,928.5	26,085.2	—	72.0	28,085.7

11. 董事及高級管理層酬金

(a) 董事酬金

各董事於截至二零零八年十二月三十一日止年度的酬金如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

(continued)

(a) Directors' emoluments (continued)

The remuneration of every director for the year ended 31st December 2007 is set out below:

Name of directors/ex-directors	董事／前任董事姓名	Fees	Special fees	Salary & other benefits	Discretionary bonus	Employer's contribution to pension scheme	Total
		袍金 HK\$'000 千港元	特別袍金 HK\$'000 千港元	薪金及 其他福利 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	退休金計劃 之僱主供款 HK\$'000 千港元	總額 HK\$'000 千港元
OEI Tjie Goan	黃志源	50.0	-	-	-	-	50.0
WANG Jun	王軍	50.0	-	-	-	-	50.0
LI Xueming	李學明	50.0	-	-	-	-	50.0
XU Zheng	徐征	50.0	-	-	-	-	50.0
OEI Kang, Eric	黃剛	50.0	-	5,201.7	5,795.0	12.0	11,058.7
CHEN Libo	陳立波	50.0	-	3,781.7	4,950.0	12.0	8,793.7
NG Chi Man, Michael	吳志文	29.2	-	1,943.3	3,208.3	7.0	5,187.8
TSANG Sai Chung, Kirk	曾細忠	50.0	-	1,532.7	910.0	12.0	2,504.7
TANG Sau Wai, Tom	鄧守偉	50.0	-	1,855.7	468.0	12.0	2,385.7
CHAN Kwok Fong, Joseph	陳國芳	25.3	-	854.4	985.8	6.1	1,871.6
CHENG Sum Hing, Sam ⁵	鄭森興 ⁵	24.7	-	921.3	-	5.9	951.9
YEN Teresa	閻孟琪	12.3	-	-	-	-	12.3
LIU Guolin	劉國林	50.0	-	-	-	-	50.0
FAN Yan Hok, Philip	范仁鶴	125.0	100.0	-	-	-	225.0
CHUNG Cho Yee, Mico	鍾楚義	125.0	100.0	-	-	-	225.0
CHENG Yuk Wo	鄭毓和	125.0	100.0	-	-	-	225.0
Albert Thomas DA ROSA, Junior	羅凱栢	125.0	100.0	-	-	-	225.0
		1,041.5	400.0	16,090.8	16,317.1	67.0	33,916.4

Notes:

- Mr. WAN Ming Sun was appointed as a non-executive director on 1st February 2008.
- Mr. WANG Jun, Mr. NG Chi Man, Michael and Mr. CHEN Libo resigned as executive director with effect from 17th April 2008, 15th June 2008 and 30th September 2008 respectively.
- Mr. CHAU Wing Hing was appointed as an executive director on 15th June 2008 and resigned with effect from 9th October 2008.
- Mr. SHI Jihua was appointed as an executive director on 15th June 2008 and resigned with effect from 9th October 2008.
- Mr. Cheng Sum Hing, Sam resigned as executive director with effect from 29th June 2007.

附註：

- 尹明山先生於二零零八年二月一日獲委任為非執行董事。
- 王軍先生、吳志文先生以及陳立波先生分別自二零零八年四月十七日、二零零八年六月十五日及二零零八年九月三十日起辭任執行董事。
- 周永興先生於二零零八年六月十五日獲委任為執行董事，及後於二零零八年十月九日辭任。
- 施繼華先生於二零零八年六月十五日獲委任為執行董事，及後於二零零八年十月九日辭任。
- 鄭森興先生自二零零七年六月二十九日起辭任執行董事。

11. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

(continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include five (2007: four) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining one individual in 2007 was as follows:

Basic salaries, housing allowances, share options, other allowances and benefits in kind	基本薪金、房屋津貼、購股權、其他津貼及實物利益
Bonus	花紅

The emoluments of the individual fell within the following band:

Emolument band	酬金範圍
HK\$3,000,001 – HK\$3,500,000	3,000,001港元 – 3,500,000港元

11. 董事及高級管理層酬金(續)

(b) 五名酬金最高人士

年內，本集團五名酬金最高人士包括五名(二零零七年：四名)董事，其酬金詳情已於上文分析反映。於二零零七年向其餘一名人士應付的酬金如下：

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
-	2.5
-	0.9
-	3.4

該名人士的酬金介乎下列範圍：

2008 二零零八年 Number of Individuals 人數	2007 二零零七年 Number of individuals 人數
-	1

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

12. EMPLOYEE BENEFIT EXPENSES

12. 僱員福利開支

		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Wages, salaries and other benefits	工資、薪金及其他福利	(161.1)	(99.9)
Employee share option benefits	僱員購股權福利	(69.0)	(36.7)
Pension costs – defined contribution plan (Note a)	退休金成本 一定額供款計劃(附註a)	(0.6)	(0.5)
(Provision for)/write back of provision for unused annual leave	未使用年假(撥備)/回撥	(0.6)	0.1
		(231.3)	(137.0)
Capitalised in properties under development	已於發展中物業撥充資本	4.7	6.3
Capitalised in inventories	已於存貨中撥充資本	1.4	–
Charged as construction costs	已在建築成本中扣減	4.6	2.0
Charged as cost of sales for other operations	已於其他經營銷售成本中扣減	12.0	–
Charged to income statement (Note 9)	已在損益表扣除(附註9)	(208.6)	(128.7)

Notes:

- (a) The Group operates the MPF scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employee's relevant income, subject to a cap of monthly relevant income of HK\$20,000. Contributions to the scheme vest immediately. The Group's contribution to the employee pension schemes in the PRC is at a percentage in compliance with the requirements of respective municipal government.
- (b) Contributions totaling HK\$0.2 million (2007: HK\$0.4 million) were payable under the MPF scheme at 31st December 2008.

附註：

- (a) 本集團按照香港強制性公積金計劃條例之規定設立一項強積金計劃，供根據香港僱傭條例受僱之僱員而設。強積金計劃是由獨立信託人管理之定額供款退休金計劃。根據強積金計劃，僱主及其僱員均須按照僱員相關入息之5%向計劃作出供款；但每月之相關入息以20,000港元為上限。計劃供款隨即悉數歸於僱員。本集團向中國僱員退休金計劃之供款乃按符合相關市政府規定之百分比作出。
- (b) 合共200,000港元(二零零七年：400,000港元)之供款須根據強積金計劃於二零零八年十二月三十一日支付。

13. INCOME TAX CREDIT/(EXPENSE)

Hong Kong profits tax has not been provided as the Group has sufficient tax losses brought forward to offset taxable profit for the year (2007: Nil). Mainland China income tax has been provided on the estimated assessable profits of subsidiaries operating in the Mainland China at the rates ranging from 18% to 25% (2007: 15% to 33%).

13. 所得稅抵免／(支出)

由於本集團擁有足夠承前稅項虧損以抵銷本年度應課稅溢利，故並無就香港利得稅作出撥備(二零零七年：無)。中國內地所得稅則按照在中國內地經營附屬公司之估計應課稅溢利，按介乎18%至25%之稅率(二零零七年：15%至33%)作出撥備。

Current income tax	即期所得稅
Mainland China income tax	中國內地所得稅
Over provision in prior years	以往年度超額撥備
Deferred income tax (Note 38)	遞延所得稅(附註38)
Credited/(charged) to the income statement	於損益表計入／(扣除)
Impact of new Corporate Income Tax Law (Note (a))	新企業所得稅法之影響(附註(a))

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
(2.8)	(5.2)
1.8	1.8
(1.0)	(3.4)
112.5	(84.5)
—	(7.6)
112.5	(92.1)
111.5	(95.5)

Notes:

- (a) On 16th March 2007, the National People's Congress approved the Corporate Income Tax Law of the People's Republic of China (the new "CIT Law"). The new CIT Law reduces (increases) the corporate income tax rate for domestic enterprises (foreign invested enterprises) from 33% (15% or 24%) to 25% with effect from 1st January 2008. The new CIT Law also provides for preferential tax rates, tax incentives for prescribed industries and activities, grandfathering provisions as well as determination of taxable profit. As a result of the new CIT Law, the carrying amount of net deferred tax liabilities for the year ended 31st December 2007 has been increased by HK\$7.6 million.

附註：

- (a) 於二零零七年三月十六日，全國人民代表大會批准中華人民共和國企業所得稅法(「新企業所得稅法」)。新企業所得稅法將國內企業(外資企業)之企業所得稅率由33%(15%或24%)調整至25%，自二零零八年一月一日起生效。新企業所得稅法亦規定優惠稅率、指定行業及活動之稅項優惠、過渡性條文及釐定應課稅溢利。新企業所得稅法導致截至二零零七年十二月三十一日止年度之遞延稅項負債淨額賬面金額增加7,600,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13. INCOME TAX CREDIT/(EXPENSE)

(continued)

Notes: (continued)

- (b) Share of income tax credit of associated companies amounting to HK\$7.8 million (2007: income tax expense of HK\$4.0 million) are included in the consolidated income statement as share of losses less profits of associated companies. Share of income tax credit of jointly controlled entities is HK\$18.5 million for the year ended 31st December 2008 (2007: Nil).

The tax of the Group's (loss)/profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to (losses)/profits of the consolidated entities as follows:

(Loss)/profit before income tax and share of results of associated companies and jointly controlled entities	除所得稅及應佔聯營公司及合營公司業績前(虧損)/溢利
Tax calculated at the domestic rates applicable to losses/(profits) in the respective countries	按有關國家之虧損/(溢利)所適用國內稅率計算之稅項
Expenses not deductible for taxation purposes	不可扣稅之費用
Income not subject to tax	毋須課稅收入
Tax losses not recognised	未確認之稅項虧損
Utilisation of previously unrecognised tax losses	運用過往年度未確認稅項虧損
Effect on opening deferred tax of change in tax rate	稅率變動對年初遞延稅項之影響
Over provision in prior years	以往年度超額撥備
Tax credit/(charge)	稅項抵免/(扣除)

The weighted average applicable tax rate was 23.7% (2007: 17.7%).

13. 所得稅抵免/(支出)(續)

附註：(續)

- (b) 應佔聯營公司的所得稅抵免為7,800,000港元(二零零七年：所得稅支出4,000,000港元)，按應佔聯營公司虧損減溢利計入綜合損益表。於截至二零零八年十二月三十一日止年度，合營公司之應佔所得稅抵免為18,500,000港元(二零零七年：零)。

本集團除所得稅前(虧損)/溢利之稅項，與採用加權平均稅率而適用於合併企業(虧損)/溢利之理論稅項，差額如下：

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
(2,754.6)	917.7
651.9	(162.5)
(473.4)	(93.9)
29.4	167.9
(98.4)	(1.2)
0.2	-
-	(7.6)
1.8	1.8
111.5	(95.5)

加權平均適用稅率為23.7%(二零零七年：17.7%)。

14. (LOSS)/PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The loss attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK\$809.0 million, including dividend from a subsidiary of HK\$200.0 million and provision for impairment losses on investment in and amounts due from subsidiaries amounting HK\$838.5 million (2007: profit attributable to equity holders of HK\$288.5 million, including dividend from a subsidiary of HK\$350.0 million and provision for impairment losses on investment in and amounts due from subsidiaries amounting HK\$0.5 million).

14. 本公司股東權益持有人應佔(虧損)/溢利

本公司股東權益持有人應佔虧損為809,000,000港元，包括應收一間附屬公司股息200,000,000港元及於附屬公司之投資及應收附屬公司款項減值虧損838,500,000港元(二零零七年：股東權益持有人應佔溢利288,500,000港元，包括應收一間附屬公司股息350,000,000港元及於附屬公司之投資及應收附屬公司款項減值虧損500,000港元)，已計入本公司財務報表。

15. (LOSS)/EARNINGS PER SHARE

(a) Basic

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

15. 每股(虧損)/盈利

(a) 基本

每股基本(虧損)/盈利乃根據本公司股東權益持有人應佔(虧損)/溢利除年內已發行普通股之加權平均數計算。

		2008 二零零八年	2007 二零零七年
(Loss)/profit attributable to equity holders of the Company (HK\$ Million)	本公司股東權益持有人應佔(虧損)/溢利 (百萬港元)	(2,646.0)	834.6
Weighted average number of ordinary shares in issue (Million)	已發行普通股之加權平均數 (百萬)	8,131.5	5,296.2
Basic (loss)/earnings per share (HK cents per share)	每股基本(虧損)/盈利 (每股港仙)	(32.5)	15.8

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15. (LOSS)/EARNINGS PER SHARE (continued)

(b) Diluted

Diluted (loss)/earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential shares arising from the exercise of the share options and bonus warrants. A calculation is made in order to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options and bonus warrants. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options and bonus warrants. For the year ended 31st December 2007, the number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options and bonus warrants.

Profit attributable to equity holders of the Company (HK\$ Million)	本公司股東權益持有人應佔溢利(百萬港元)	834.6
Weighted average number of ordinary shares in issue (Million)	已發行普通股之加權平均數(百萬)	5,296.2
Adjustment for share options and bonus warrants (Million)	購股權及紅利認股權證調整(百萬)	31.0
Weighted average number of ordinary shares for diluted earnings per share (Million)	計算每股攤薄盈利之普通股加權平均數(百萬)	5,327.2
Diluted earnings per share (HK cents per share)	每股攤薄盈利(每股港仙)	15.7

Diluted loss per share for the year ended 31st December 2008 is equal to the basic (loss)/earnings per share as the share options and bonus warrants outstanding during the year had anti-dilutive effects on the basic loss per share.

15. 每股(虧損)/盈利(續)

(b) 攤薄

每股攤薄(虧損)/盈利乃透過調整已發行普通股之加權平均數，以假設所有因行使購股權及紅利認股權證而產生之攤薄潛在股份均已獲兌換而計算。有關計算乃根據尚未行使購股權及紅利認股權證所附認購權之貨幣價值作出，用以釐定原應以公平值(釐定為本公司股份之全年平均市場股價)收購之股份數目。上文計算之股份數目乃與假設購股權及紅利認股權證獲行使而已發行之股份數目作比較。截至二零零七年十二月三十一日止年度，上述計算之股份數目乃與假設購股權及紅利認股權證行使而已發行之股份數目作比較。

由於年內未行使之購股權及紅利認股權證對每股基本虧損構成反攤薄影響，故截至二零零八年十二月三十一日止年度之每股攤薄虧損與每股基本(虧損)/盈利相同。

16. DIVIDENDS

16. 股息

Interim:

Special dividend paid, of nil (2007: HK2.0 cents) per ordinary share
Interim dividend paid, of HK1.5 cents (2007: HK8.0 cents) per ordinary share

中期：

已付特別股息，每股普通股零港仙（二零零七年：2.0港仙）
已付中期股息，每股普通股1.5港仙（二零零七年：8.0港仙）

Final:

Special dividend paid, of nil (2007: HK2.0 cents) per ordinary share
Final dividend proposed, of nil (2007: HK1.5 cents) per ordinary share

末期：

已派特別股息，每股普通股零港仙（二零零七年：2.0港仙）
擬派末期股息，每股普通股零港仙（二零零七年：1.5港仙）

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
-	108.7
121.6	434.6
-	162.1
-	121.6
121.6	827.0

The special dividend of HK2.0 cents per ordinary share and the final dividend of HK1.5 cents per ordinary share for the year ended 31st December 2007, totaling HK\$283.7 million (2006: HK\$288.8 million) was approved at the annual general meeting held on 27th May 2008 and paid in June 2008. It has been reflected as an appropriation of retained earnings for the year ended 31st December 2008.

截至二零零七年十二月三十一日止年度每股普通股2.0港仙之特別股息及每股普通股1.5港仙之末期股息合共283,700,000港元（二零零六年：288,800,000港元），已於二零零八年五月二十七日舉行之股東週年大會獲批准，並已於二零零八年六月派付。該金額已入賬列作截至二零零八年十二月三十一日止年度之保留溢利分配。

The Company offered to its shareholders a scrip dividend alternative. The details of scrip dividend schemes were described in the Note 35(c) to the financial statements.

本公司向其股東提供以股代息之選擇。以股代息計劃詳情載於財務報表附註35(c)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

17. INVESTMENT PROPERTIES

17. 投資物業

		Group 本集團	
		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
At 1st January	於一月一日	2,922.2	2,193.4
Exchange differences	匯兌差額	160.8	192.0
Finance lease payments capitalised	融資租賃款資本化	105.6	–
Transfer from construction-in-progress	自在建工程轉入	111.8	–
Fair value adjustments	公平值調整	(473.0)	536.8
At 31st December	於十二月三十一日	2,827.4	2,922.2

The investment properties were revalued at 31st December 2008 by an independent, professional qualified valuer Knight Frank. Valuations were based on an open market value.

投資物業由獨立專業合資格估值師萊坊於二零零八年十二月三十一日重估。估值乃按公開市值進行。

As at 31st December 2008, investment properties in Mainland China of HK\$1,215.7 million (2007: HK\$1,349.9 million) were pledged as securities for the Group's borrowings (Note 37).

於二零零八年十二月三十一日，中國內地價值1,215,700,000港元（二零零七年：1,349,900,000港元）之投資物業，已作為本集團所獲借款之抵押（附註37）。

The Group's interests in investment properties at their carrying values and the lease terms are analysed as follows:

本集團於投資物業之權益按其賬面值及租期分析如下：

		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
In Mainland China, held on:	於中國內地持有：		
Leases of between 10 to 50 years	介乎10至50年之租賃	2,827.4	2,922.2

18. PREPAID LAND LEASE PAYMENTS

The Group's interest in leasehold land and land use rights represented prepaid operating lease payments and their net carrying value are analysed as follows:

18. 預付土地租賃款

本集團於預付土地租賃款之權益指租賃土地及土地使用權，其賬面淨值分析如下：

		Group 本集團	
		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
At 1st January	於一月一日	2,259.8	224.6
Exchange differences	匯兌差額	243.4	72.1
Additions	添置	1,408.1	773.6
Acquisition of subsidiaries (Note 42)	收購附屬公司 (附註42)	2,909.8	1,189.0
Reclassification	重新分類		
– Transfer from properties under development upon obtaining land use right certificates	– 取得土地使用 權證時自發展 中物業轉入	1,220.3	–
– Transfer from a deposit paid for a property development project	– 自物業發展項目 之已付按金 轉入	–	16.5
– Transfer from construction- in-progress (Note 19)	– 自在建工程轉入 (附註19)	–	14.9
– Transfer to intangible assets (Note 21)	– 轉出至無形資產 (附註21)	(239.3)	31.4
Impairment losses (Note 8)	減值虧損(附註8)	(1,140.6)	–
Disposals	出售	(573.0)	–
Amortisation	攤銷		
– Capitalised in properties under development (Note 20)	– 已於發展中物業 資本化 (附註20)	(4.1)	(5.6)
– Capitalised in construction- in-progress	– 已於在建工程 資本化	–	(7.8)
– Recognised as expenses (Notes 7 and 9)	– 已確認為開支 (附註7及9)	(114.7)	(30.9)
At 31st December	於十二月三十一日	5,969.7	2,259.8
In Hong Kong, held on: Leases of between 10 to 50 years	於香港持有： 介乎10至50年之 租賃期	80.7	82.5
In Mainland China, held on: Leases of over 50 years Leases of between 10 to 50 years	於中國內地持有： 超過50年之租賃 介乎10至50年之 租賃期	1,077.0 4,812.0	1,240.3 937.0
		5,969.7	2,259.8

Certain bank borrowings are secured by the Group's prepaid land lease payment with carrying values of HK\$190.9 million (2007: HK\$18.8 million) (Note 37).

本集團賬面值 190,900,000 港元(二零零七年：18,800,000 港元)之預付土地租賃款已抵押以取得若干銀行借款(附註37)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

19. PROPERTY, PLANT AND EQUIPMENT

19. 物業、機器及設備

		Construction- in-progress 在建工程 HK\$ Million 百萬港元	Electric utility plant and equipment 發電廠及設備 HK\$ Million 百萬港元	Water utility plant and equipment 供水廠及設備 HK\$ Million 百萬港元	Group 本集團 Other plant and equipment 其他 機器及設備 HK\$ Million 百萬港元	Buildings 樓宇 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
At 1st January 2007	於二零零七年一月一日						
Cost	成本	860.3	–	235.8	46.1	16.4	1,158.6
Accumulated depreciation and impairment	累計折舊及減值	–	–	(16.7)	(28.5)	(4.8)	(50.0)
Net book amount	賬面淨值	860.3	–	219.1	17.6	11.6	1,108.6
Year ended 31st December 2007	截至二零零七年十二月三十一日止年度						
Opening net book amount	年初賬面淨值	860.3	–	219.1	17.6	11.6	1,108.6
Exchange differences	匯兌差額	65.7	(0.4)	16.1	0.4	0.6	82.4
Additions	添置	544.9	–	0.2	23.9	32.1	601.1
Transfer to prepaid land lease payments (Note 18)	轉出至預付土地租賃款(附註18)	(14.9)	–	–	–	–	(14.9)
Reclassification	重新分類	(635.6)	635.6	–	–	–	–
Disposals	出售	–	–	–	(0.8)	–	(0.8)
Depreciation	折舊	–	(7.8)	(17.4)	(8.9)	(0.9)	(35.0)
Closing net book amount	年終賬面淨值	820.4	627.4	218.0	32.2	43.4	1,741.4
At 31st December 2007	於二零零七年十二月三十一日						
Cost	成本	820.4	635.6	254.1	68.0	49.2	1,827.3
Accumulated depreciation and impairment	累計折舊及減值	–	(8.2)	(36.1)	(35.8)	(5.8)	(85.9)
Net book amount	賬面淨值	820.4	627.4	218.0	32.2	43.4	1,741.4
Year ended 31st December 2008	截至二零零八年十二月三十一日止年度						
Opening net book amount	年初賬面淨值	820.4	627.4	218.0	32.2	43.4	1,741.4
Exchange differences	匯兌差額	57.6	36.7	11.6	4.1	3.4	113.4
Additions	添置	644.3	1.9	–	44.2	1.5	691.9
Acquisition of subsidiaries (Note 42)	收購附屬公司(附註42)	142.3	–	–	177.3	102.7	422.3
Transfer to investment properties	轉出至投資物業	(111.8)	–	–	–	–	(111.8)
Transfer to intangible assets	轉出至無形資產	(1,319.2)	–	–	–	–	(1,319.2)
Reclassification	重新分類	(67.4)	–	–	–	67.4	–
Cost adjustments	成本調整	(5.9)	(14.3)	–	–	–	(20.2)
Disposals	出售	–	–	–	(1.5)	–	(1.5)
Depreciation	折舊	–	(32.6)	(18.9)	(21.4)	(4.5)	(77.4)
Impairment losses (Note 8)	減值虧損(附註8)	–	(80.0)	–	(165.1)	(96.4)	(341.5)
Closing net book amount	年終賬面淨值	160.3	539.1	210.7	69.8	117.5	1,097.4
At 31st December 2008	於二零零八年十二月三十一日						
Cost	成本	160.3	660.9	269.0	288.0	224.2	1,602.4
Accumulated depreciation and impairment	累計折舊及減值	–	(121.8)	(58.3)	(218.2)	(106.7)	(505.0)
Net book amount	賬面淨值	160.3	539.1	210.7	69.8	117.5	1,097.4

19. PROPERTY, PLANT AND EQUIPMENT (continued)

Depreciation expenses for property, plant and equipment of HK\$1.9 million (2007: HK\$2.8 million) have been capitalised in construction-in-progress under property, plant and equipment and properties under development which were included as part of the additions. Depreciation expenses of HK\$75.5 million (2007: HK\$32.2 million) has been charged in cost of sales, administrative expenses and selling and distribution costs (Note 9).

Certain bank borrowings are secured by the Group's certain properties, plant and equipment with carrying values of HK\$612.1 million (2007: HK\$446.9 million) (Note 37).

19. 物業、機器及設備(續)

物業、機器及設備以及發展中物業之折舊開支1,900,000港元(二零零七年: 2,800,000港元)已撥作物業、機器及設備之在建工程之資本作為添置之一部分,而折舊開支中75,500,000港元(二零零七年: 32,200,000港元)已作為銷售成本、行政費用及銷售及分銷成本入賬(附註9)。

本集團賬面值612,100,000港元(二零零七年: 446,900,000港元)之若干物業、機器及設備已抵押以取得若干銀行借款(附註37)。

20. PROPERTIES UNDER DEVELOPMENT

20. 發展中物業

Properties under development comprise:	發展中物業包括:
Land costs	土地成本
Construction costs and capitalised expenditure	建築成本及資本開支
Amortisation of prepaid land lease payments (Note 18)	預付土地租賃款攤銷 (附註18)

In 2007, a deposit amounting to HK\$1,000.2 million included in the properties under development was paid to acquire land use rights of which the certificates were yet to obtain as of 31st December 2007. The relevant certificates were obtained in 2008 and reclassified as prepaid land lease payments accordingly.

The properties under development are all located in the Mainland China.

Certain bank borrowings are secured by the Group's properties under development with carrying value of HK\$320.9 million (2007: Nil) (Note 37).

Group 本集團	
2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
–	1,139.6
620.2	213.6
4.1	5.6
624.3	1,358.8

於二零零七年已支付計入發展中物業之按金1,000,200,000港元,用作收購土地使用權,於二零零七年十二月三十一日尚未取得有關證書。有關使用權證已於二零零八年取得,並重新分類為預付土地租賃款。

發展中物業全部位於中國內地。

若干銀行借款由本集團發展中物業作抵押,該等發展中物業賬面值為320,900,000港元(二零零七年: 無)(附註37)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21. INTANGIBLE ASSETS

21. 無形資產

		Goodwill 商譽 HK\$ Million 百萬港元	Concession rights – toll road 特許權 – 收費公路 HK\$ Million 百萬港元	Group 本集團 Biomass technology 生物質技術 HK\$ Million 百萬港元	Other intangible assets 其他無形資產 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
At 1st January 2007	於二零零七年一月一日					
Cost	成本	6.3	33.6	–	23.7	63.6
Accumulated amortisation	累計攤銷	–	–	–	(0.3)	(0.3)
Net book amount	賬面淨值	6.3	33.6	–	23.4	63.3
Year ended 31st December 2007	截至二零零七年 十二月三十一日止年度					
Opening net book amount	年初賬面淨值	6.3	33.6	–	23.4	63.3
Amortisation charge (Note 7)	攤銷金額(附註7)	–	–	–	(0.4)	(0.4)
Closing net book amount	年終賬面淨值	6.3	33.6	–	23.0	62.9
At 31st December 2007	於二零零七年十二月三十一日					
Cost	成本	6.3	33.6	–	23.7	63.6
Accumulated amortisation	累計攤銷	–	–	–	(0.7)	(0.7)
Net book amount	賬面淨值	6.3	33.6	–	23.0	62.9
Year ended 31st December 2008	截至二零零八年十二月 三十一日止年度					
Opening net book amount	年初賬面淨值	6.3	33.6	–	23.0	62.9
Additions	添置	–	–	31.5	0.2	31.7
Acquisition of subsidiaries (Note 42)	收購附屬公司(附註42)	403.2	–	–	29.8	433.0
Transfer from construction-in-progress	自在建工程轉入	–	1,319.2	–	–	1,319.2
Transfer from prepaid land lease payments	自預付土地租賃款轉入	–	239.3	–	–	239.3
Amortisation charge (Notes 7 and 9)	攤銷金額(附註7及9)	–	(4.3)	(4.2)	(5.7)	(14.2)
Impairment losses (Note 8)	減值虧損(附註8)	(375.7)	(444.3)	–	(34.7)	(854.7)
Closing net book amount	年終賬面淨值	33.8	1,143.5	27.3	12.6	1,217.2
At 31st December 2008	於二零零八年十二月三十一日					
Cost	成本	409.5	1,592.1	31.5	53.0	2,086.1
Accumulated amortisation and impairment	累計攤銷及減值	(375.7)	(448.6)	(4.2)	(40.4)	(868.9)
Net book amount	賬面淨值	33.8	1,143.5	27.3	12.6	1,217.2

21. INTANGIBLE ASSETS (continued)

Impairment tests for goodwill

Goodwill has been allocated for impairment testing purpose to five individual cash-generating units ("CGUs"). These five individual CGUs each represents the lowest level within the Group at which the goodwill is monitored for internal management purposes.

The carrying amounts and impairment of goodwill allocated to business segments are as follows:

Infrastructure and alternative energy	基建及替代能源
– Ethanol plant	– 乙醇廠
– HKE	– 香港新能源
– Other	– 其他
Property development and sales	物業發展及銷售
– Shanghai property	– 上海物業
Property investment and leasing	物業投資及租賃
– Beijing property	– 北京物業
Other operations	其他業務
– Software development	– 軟件開發

For the purposes of goodwill impairment assessment, the Group has calculated the value in use and fair value less cost to sell for each of the above projects, where applicable. Impairment losses, if any, were determined based on the higher of which.

21. 無形資產(續)

商譽減值測試

商譽就減值測試獲分配至五大個別現金產生單位(「現金產生單位」)。該五大個別現金產生單位均為本集團內就內部管理用途監察商譽之最低水平。

獲分配至業務分部之商譽賬面值及減值如下：

	Carrying amount as at 1st January 2008 or at the date acquisition 於二零零八年 一月一日 或收購日期 之賬面值 Note 附註	Impairment losses for the year 年內之 減值虧損 HK\$ Million 百萬港元	Carrying amount as at 31st December 2008 於二零零八年 十二月三十一日 之賬面值 HK\$ Million 百萬港元
(i)	98.3	(98.3)	–
(ii)	118.5	(118.5)	–
	6.3	(6.3)	–
(iii)	110.6	(110.6)	–
(iv)	33.8	–	33.8
(v)	42.0	(42.0)	–
	409.5	(375.7)	33.8

就商譽減值評估而言，本集團已就上述各項目計算使用價值及公平值減銷售成本(如適用)，並根據上述較高者釐定減值虧損(如有)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21. INTANGIBLE ASSETS (continued)

Impairment tests for goodwill (continued)

(i) Ethanol plant

Following a significant drop in commodity prices in the last quarter of 2008, the demand of ethanol was impacted negatively. This resulted in an impairment loss recorded on goodwill of HK\$98.3 million which was determined based on an assessment of the Group's ethanol plant's fair value less cost to sale. In arriving the fair value of the most significant assets (namely land, property, plant and equipment and trade receivables), management has taken reference to the valuation report prepared by Knight Frank in respect of the land and the estimated recoverable amount of property, plant and equipment and trade receivables. Management believes that any reasonable possible change in the key assumptions on which the ethanol plant's recoverable amount is based would not cause ethanol plant's carrying amount to exceed its recoverable amount.

(ii) HKE

Following the decline of equity market in 2008, the market value as of 31st December 2008 of Hong Kong Energy Limited ("HKE") (formerly known as J.I.C. Technology Company Limited), a listed subsidiary in Hong Kong, has significantly decreased compared with the Group's acquisition price paid during the year. This constitutes an indication of impairment loss for the goodwill associated with this unit. As a result, management has assessed the recoverable amount of HKE based on a value-in-use calculation which has mainly been determined with reference to HKE's cash and cash equivalents on hand. The Group has made a goodwill impairment loss of HK\$118.5 million based on the above value-in-use assessment. Management believes that any reasonable possible change in the key assumptions on which the HKE's recoverable amount is based would not cause HKE's carrying amount to exceed its recoverable amount.

21. 無形資產(續)

商譽減值測試(續)

(i) 乙醇廠

商品價格於二零零八年第四季大幅下跌，乙醇需求亦因而受到負面影響，以致出現商譽減值虧損98,300,000港元，有關金額乃根據本集團乙醇廠之公平值減銷售成本之評估釐定。於達致大部分重大資產(土地、物業、廠房及設備以及應收賬款)之公平值時，管理層已參考萊坊就土地以及物業、廠房及設備以及應收賬款之估計可收回金額編製之估值報告。管理層相信，乙醇廠可收回金額之主要假設可能出現之任何合理變動不會導致乙醇廠之賬面值超出其可收回金額。

(ii) 香港新能源

股市於二零零八年下跌後，於香港上市的附屬公司香港新能源(控股)有限公司(「香港新能源」，前稱J.I.C. Technology Company Limited)於二零零八年十二月三十一日之市值亦因而較年內本集團已付之收購價大幅減少，有關減少反映與此單位有關之商譽減值虧損。因此，管理層已根據使用價值計算方法評估香港新能源可收回金額，有關金額主要經參考香港新能源之手頭現金及現金等價物後釐定。本集團已根據上述使用價值之評估作出商譽減值虧損118,500,000港元。管理層相信，香港新能源可收回金額之主要假設可能出現之任何合理變動不會導致香港新能源之賬面值超出其可收回金額。

21. INTANGIBLE ASSETS (continued)

Impairment tests for goodwill (continued)

(iii) Property development and sales – Shanghai property

The Shanghai property market has declined following reaching its peak in mid 2008. This has resulted in an impairment loss of HK\$110.6 million on goodwill being recorded which was determined based on the Group's Shanghai Guangtian's fair value less cost to sale. In arriving the fair value of the piece of land included in the Shanghai Guangtian, management has taken reference to the valuation report prepared by Knight Frank. The value of which was made by reference to comparable transactions and have also taken into account the construction costs that will be expended to complete the development. Management believes that any reasonable possible change in the key assumptions on which the Shanghai Property's recoverable amount is based would not cause Shanghai Property's carrying amount to exceed its recoverable amount.

(iv) Property investment and leasing – Beijing property

The recoverable amount of Beijing property has been determined based on a value-in-use calculation. That calculation is based on a projected net cash inflow from the property leasing units with reference to the valuation report prepared by Knight Frank. The property interest of valuation is based on profit rent originated from the lease term interest and its right in sub-letting and/or transferring the lease term interest of the property.

The value-in-use calculation uses pretax cash flow projections based on financial budgets approved by management covering a 12-year period cash flow, based on a discount rate of 5.75% taking into account the risk level of the business unit. Other key assumptions relate to estimation in sales, gross margin and operating cash outflows, based on the business unit's past performance and management expectations for future development of the market and the business. Management believes that any reasonable possible change in the key assumptions on which the Beijing property's recoverable amount is based would not cause Beijing property's carrying amount to exceed its recoverable amount.

21. 無形資產(續)

商譽減值測試(續)

(iii) 物業發展及銷售－上海物業

上海物業市場於二零零八年中達至高峰後下滑，以致出現商譽減值虧損110,600,000港元，有關金額乃根據本集團上海廣田之公平值減銷售成本釐定。於達致位於上海廣田之一幅土地之公平值時，管理層已參考由萊坊編製之估值報告。有關價值乃參考可比較交易，並已計及完成有關發展之建築成本而作出。管理層相信，上海物業可收回金額之主要假設可能出現之任何合理變動不會導致上海物業之賬面值超出其可收回金額。

(iv) 物業投資及租賃－北京物業

北京物業之可收回金額已根據使用價值計算法釐定。有關計算乃參考萊坊編製之估值報告後根據物業租賃單位產生之預計現金流入淨額作出。該物業權益之估值乃根據源自租賃年期利息及其分租及／或轉讓物業租賃年期利息權利所產生租金溢利作出。

經計及有關業務單位之風險水平後，使用價值按管理層批准之財政預算為基準之稅前現金流量預測計算。有關預測涵蓋十二年期間之現金流量，並按貼現率5.75%計算。其他主要假設與銷售、毛利率及經營現金流出使用之估算相關，並以業務單位之過往表現及管理層對未來市場及業務發展之預期作依據。管理層相信，北京物業可收回金額之主要假設可能出現之任何合理變動不會導致北京物業之賬面值超出其可收回金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21. INTANGIBLE ASSETS (continued)

Impairment tests for goodwill (continued)

(v) *Other operations – software development*

Following the outbreak of the global economic crisis, the demand of software development services has decreased. This has resulted in an impairment loss of HK\$42.0 million recorded on goodwill which was determined based on an assessment of the Group's software development's value-in-use calculations. The value-in-use calculation uses pretax cash flow projections based on financial budgets approved by management covering a five-year period cash flow beyond the next five financial years extrapolated by an annual growth rate, based on a discount rate of 17.79% taking into account the risk level of the business unit and an annual growth rate of 4.0% which does not exceed the industry average long-term growth rate. Other key assumptions relate to estimation in sales, gross margin and operating cash outflows, based on the business unit's past performance and management expectations for future development of the market and the business. Management believes that any reasonable possible change in the key assumptions on which the software's recoverable amount is based would not cause the software development's carrying amount to exceed its recoverable amount.

21. 無形資產(續)

商譽減值測試(續)

(v) *其他業務－軟件開發*

環球經濟危機爆發後，外界對軟件開發服務之需求一直下跌，以致商譽出現減值虧損42,000,000港元，有關金額乃根據本集團軟件開發使用價值計算之評估釐定。使用價值計算法使用稅前現金流預測，有關預測根據管理層批准涵蓋五個年度之財政預算得出，而其後五個財政年度之現金流量，乃在考慮到業務單位之風險水平後，按17.79%之貼現率及不超過行業長期平均增長率之年增長率4.0%推斷。其他主要假設與銷售、毛利率及經營現金流出使用之估算相關，並以業務單位之過往表現及管理層對未來市場及業務發展之預期作依據。管理層相信，軟件可收回金額之主要假設可能出現之任何合理變動不會導致軟件開發之賬面值超出其可收回金額。

21. INTANGIBLE ASSETS (continued)

Impairment test for concession rights – toll road

Following the commencement of the toll road in Guilin during the year, the actual traffic flow has recorded a lower than expected traffic flow which was projected during the tendering phase in 2004. This has resulted in an impairment loss of HK\$444.3 million being recorded based on the latest value in use assessment.

That value-in-use calculation uses cash flow projections based on financial budgets approved by management covering a five year period. Cash flows beyond the next five years extrapolated based on a discount rate of 10.5% taking into account the risk of the business unit and on 12.0% annual growth rate of which does not exceed the industry average long-term growth rate. Management believes that any reasonable possible change in the key assumptions on which the concession right's recoverable amount is based would not cause the concession right's carrying amount to exceed its recoverable amount.

22. DERIVATIVE FINANCIAL INSTRUMENT

Put option

認沽期權

The balance represents a put option right to sell the Group's 45% interest in Hong Kong Construction Kam Lung Limited, an associated company which was fair valued at 31st December 2008 and 2007.

21. 無形資產(續)

特許權－收費公路之減值測試

桂林收費公路於年內投入運作後，實際交通流量較於二零零四年投標時預測之預期交通流量為低，根據最新使用價值評估，導致出現減值虧損444,300,000港元。

有關使用價值計算方法使用根據管理層批准涵蓋五個年度之財政預算之現金流量預測。其後五個年度之現金流量，乃在考慮到業務單位之風險水平後，按10.5%之貼現率及不超過行業長期平均增長率之年增長率12.0%推斷。管理層相信，特許權可收回金額之主要假設可能出現之任何合理變動不會令特許權之賬面值超出其可收回金額。

22. 衍生金融工具

Group
本集團

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
5.0	5.0

餘額指出售本集團於一間聯營公司 Hong Kong Construction Kam Lung Limited 45%權益之認沽期權，已於二零零八年及二零零七年十二月三十一日按公平值列賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

23. FINANCIAL INSTRUMENTS BY CATEGORY

23. 按類別劃分之金融工具

Group	本集團	Loans and receivables 貸款及應收款 HK\$ Million 百萬港元	Assets at fair value through the profit or loss 按公平值在損益表列賬之資產 HK\$ Million 百萬港元	Derivative financial instrument 衍生金融工具 HK\$ Million 百萬港元	Available-for-sale 可供出售 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
Assets as per consolidated balance sheet	綜合資產負債表之資產					
31st December 2007	於二零零七年十二月三十一日					
Available-for-sale financial assets (Note 24)	可供出售金融資產 (附註24)	-	-	-	25.8	25.8
Financial assets at fair value through profit or loss (Note 30)	按公平值在損益表列賬之金融資產 (附註30)	-	93.3	-	-	93.3
Derivative financial instrument (Note 22)	衍生金融工具 (附註22)	-	-	5.0	-	5.0
Other non-current receivables	其他非流動應收款	37.0	-	-	-	37.0
Amounts due from associated companies (Note 26)	應收聯營公司款項 (附註26)	687.7	-	-	-	687.7
Trade and other receivables (Note 31)	應收賬款及其他應收款 (附註31)	978.2	-	-	-	978.2
Restricted cash (Note 33)	受限制現金 (附註33)	1,508.9	-	-	-	1,508.9
Cash and cash equivalents (Note 34)	現金及現金等價物 (附註34)	4,416.0	-	-	-	4,416.0
Total	總計	7,627.8	93.3	5.0	25.8	7,751.9
31st December 2008	於二零零八年十二月三十一日					
Available-for-sale financial assets (Note 24)	可供出售金融資產 (附註24)	-	-	-	23.8	23.8
Financial assets at fair value through profit or loss (Note 30)	按公平值在損益表列賬之金融資產 (附註30)	-	391.4	-	-	391.4
Derivative financial instrument (Note 22)	衍生金融工具 (附註22)	-	-	5.0	-	5.0
Amounts due from associated companies (Note 26)	應收聯營公司款項 (附註26)	658.3	-	-	-	658.3
Amounts due from jointly controlled entities (Note 27)	應收合營公司款項 (附註27)	10.9	-	-	-	10.9
Trade and other receivables (Note 31)	應收賬款及其他應收款 (附註31)	443.8	-	-	-	443.8
Restricted cash (Note 33)	受限制現金 (附註33)	674.9	-	-	-	674.9
Cash and cash equivalents (Note 34)	現金及現金等價物 (附註34)	1,836.9	-	-	-	1,836.9
Total	總計	3,624.8	391.4	5.0	23.8	4,045.0

23. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

23. 按類別劃分之金融工具(續)

		Liabilities at fair value through profit or loss 按公平值 在損益表 列賬之負債 HK\$ Million 百萬港元	Other financial liabilities at amortised cost 按攤銷 成本計算之 其他金融負債 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
Liabilities as per consolidated balance sheet	綜合資產負債表之 負債			
31st December 2007	於二零零七年十二月三十一日			
Other non-current payables	其他非流動應付款	—	112.7	112.7
Trade and other payables (Note 39)	應付賬款及其他應付款 (附註39)	—	720.6	720.6
Borrowings (Note 37)	借款(附註37)	—	2,789.2	2,789.2
Total	總計	—	3,622.5	3,622.5
31st December 2008	於二零零八年十二月三十一日			
Other non-current payables	其他非流動應付款	237.9	61.4	299.3
Trade and other payables (Note 39)	應付賬款及其他應付款 (附註39)	—	1,154.6	1,154.6
Borrowings (Note 37)	借款(附註37)	—	3,596.1	3,596.1
Total	總計	237.9	4,812.1	5,050.0

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

23. FINANCIAL INSTRUMENTS BY CATEGORY (continued) Company

23. 按類別劃分之金融工具(續)

本公司

		Loans and receivables	Assets at fair value through the profit or loss	Total
		按公平值在 損益表列賬 之資產	按公平值在 損益表列賬 之資產	總計
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
Assets as per balance sheet	資產負債表之資產			
31st December 2007	於二零零七年十二月三十一日			
Amounts due from subsidiaries (Note 25)	應收附屬公司之款項(附註25)	8,164.0	—	8,164.0
Financial assets at fair value through profit or loss (Note 30)	按公平值在損益表列賬 之金融資產(附註30)	—	81.3	81.3
Other receivables (Note 31)	其他應收款(附註31)	0.7	—	0.7
Restricted cash (Note 33)	受限制現金(附註33)	440.8	—	440.8
Cash and cash equivalents (Note 34)	現金及現金等價物 (附註34)	1,933.2	—	1,933.2
Total	總計	10,538.7	81.3	10,620.0
31st December 2008	於二零零八年十二月三十一日			
Amounts due from subsidiaries, net of provision (Note 25)	已扣除減值撥備後應收 附屬公司之款項(附註25)	9,451.2	—	9,451.2
Financial assets at fair value through profit or loss (Note 30)	按公平值在損益表列賬之 金融資產(附註30)	—	63.5	63.5
Cash and cash equivalents (Note 34)	現金及現金等價物(附註34)	131.1	—	131.1
Total	總計	9,582.3	63.5	9,645.8

23. FINANCIAL INSTRUMENTS BY CATEGORY (continued)
Company (continued)

23. 按類別劃分之金融工具(續)

本公司(續)

Other financial liabilities at amortised cost
按攤銷成本計算之其他金融負債
HK\$ Million
百萬港元

Liabilities as per balance sheet

資產負債表之負債

31st December 2007

於二零零七年十二月三十一日

Other payables and accruals (Note 39)

其他應付款及應計費用(附註39)

3.1

31st December 2008

於二零零八年十二月三十一日

Other payables and accruals (Note 39)

其他應付款及應計費用(附註39)

74.1

Amount due to a subsidiary (Note 25)

應付一間附屬公司款項(附註25)

96.4

Total

總計

170.5

24. AVAILABLE-FOR-SALE FINANCIAL ASSETS

24. 可供出售金融資產

Group
本集團

1st January

一月一日

2008
二零零八年
HK\$ Million
百萬港元

2007
二零零七年
HK\$ Million
百萬港元

25.8

Exchange differences

匯兌差額

4.1

Additions

添置

—

Net (losses)/gains transfer between equity (Note 36)

自權益轉撥之(虧損)/收益淨額(附註36)

21.5

0.2

31st December

十二月三十一日

23.8

Available-for-sale financial assets including the following:

可供出售金融資產包括下列各項：

Unlisted securities

非上市證券

Equity securities – PRC

股本證券－中國

21.5

Club debentures

會所債券

4.3

25.8

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

The net losses associated with available-for-sale financial assets do not consider as prolonged or significant decline in fair value. As a result, there was no impairment loss provision being provided for the available-for-sale financial assets as at 31st December 2008 (2007: Nil).

Available-for-sale financial assets are denominated in the following currencies:

Hong Kong dollar	港元
Renminbi	人民幣

The fair values of unlisted securities are based on discounted cash flows with reference to market interest rate and the risk premium specific to the unlisted securities.

24. 可供出售金融資產(續)

與可供出售金融資產有關之虧損淨額不會被視為長期或導致公平值大幅下跌。因此，於二零零八年十二月三十一日概無就可供出售金融資產作出減值虧損撥備(二零零七年：無)。

可供出售金融資產以下列貨幣計值：

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
4.2	3.3
19.6	22.5
23.8	25.8

未上市證券之公平值乃參考市場利率及非上市證券指定之風險溢價之貼現現金流量計算。

25. INVESTMENTS IN SUBSIDIARIES

Unlisted shares, at cost	非上市股份，按成本
Provision for impairment loss	減值虧損撥備
Amounts due from subsidiaries	應收附屬公司款項
Provision for impairment loss	減值虧損撥備
Amount due to a subsidiary	應付一間附屬公司款項

The balances with subsidiaries are unsecured, interest free, and not repayable within next twelve months. Their carrying amounts are not materially different from their fair values.

Particulars of the principal subsidiaries are set out on pages 194 to 202.

25. 於附屬公司之投資

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
181.1	150.0
(162.7)	—
18.4	150.0
10,127.0	8,164.0
(675.8)	—
(96.4)	—
9,373.2	8,314.0

與附屬公司間之結餘為無抵押、免息及毋須於未來十二個月內償還，且其賬面值與其公平值並無重大差異。

主要附屬公司之詳情載於第194至202頁。

26. INVESTMENTS IN ASSOCIATED COMPANIES

26. 於聯營公司之投資

Group's share of net assets	本集團應佔資產淨值
Amounts due from associated companies	應收聯營公司款項
Provision for impairment losses	減值虧損撥備

Balances with associated companies are unsecured, interest free and not repayable within next twelve months except for the amounts due from associated companies of HK\$90.6 million (2007: HK\$90.6 million) which bears interest at the Hong Kong dollar prime rate (2007: Hong Kong dollar prime rate).

The following financial information, after making adjustments to conform to the Group's significant accounting policies, represented the Group's aggregate share of assets, liabilities, revenue and results of associated companies, all of which are unlisted, are summarised as below:

Assets	資產
Liabilities	負債
Net assets	資產淨值
Revenues	收益
(Loss)/profit before income tax	所得稅前(虧損)/溢利
Income tax credit/(expense)	所得稅抵免/(開支)
(Loss)/profit for the year	本年度(虧損)/溢利

Details of principal associated companies are set out on page 203.

Group
本集團

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
597.6	349.2
658.3	687.7
(22.8)	(22.8)
1,233.1	1,014.1

除為數90,600,000港元(二零零七年: 90,600,000港元)之應收聯營公司款項是根據港元最優惠利率(二零零七年: 港元最優惠利率)計息外, 與聯營公司間之結餘並無抵押、免息及毋須於未來十二個月內償還。

下列財務資料乃經調整以符合本集團主要會計政策, 反映本集團合共應佔聯營公司(全部皆為非上市公司)之資產、負債、收益與業績概述如下:

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
2,707.8	1,833.8
(2,110.2)	(1,484.6)
597.6	349.2
56.3	76.3
(93.3)	37.7
7.8	(4.0)
(85.5)	33.7

就上述減值測試而言, 主要聯營公司之詳情載於第203頁。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

27. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES 27. 合營公司投資

		Group 本集團	
		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Group's share of net assets	本集團應佔資產淨值	1,018.4	1,041.8
Amounts due from/(to) jointly controlled entities, net	應收／(應付)合營公司款項淨額	10.9	(11.9)
Portion due within one year, classified as current assets	一年內到期分類為流動資產的部分	-	(0.8)
Provision for impairment losses	減值虧損撥備	(5.3)	(5.3)
		1,024.0	1,023.8

The following financial information, after making adjustments to conform to the Group's significant accounting policies, represented the Group's aggregate share of assets, liabilities, revenue and results of jointly controlled entities are summarised as below:

下列財務資料乃經調整以符合本集團主要會計政策，反映本集團合共應佔合營公司之資產、負債、收益及業績概述如下：

		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Assets	資產		
Non-current assets	非流動資產	1,103.9	1,027.3
Current assets	流動資產	106.2	91.0
		1,210.1	1,118.3
Liabilities	負債		
Non-current liabilities	非流動負債	(18.1)	-
Current liabilities	流動負債	(173.6)	(76.5)
		(191.7)	(76.5)
Net assets	資產淨值	1,018.4	1,041.8
Loss before income tax	所得稅前虧損	(99.6)	(6.2)
Income tax credit	所得稅抵免	18.5	-
Loss for the year	本年度虧損	(81.1)	(6.2)

27. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES (continued)

Notes:

- (a) Balances with jointly controlled entities are unsecured, interest free and not repayable within next twelve months. Their carrying amounts are not materially different from their fair values.
- (b) There are no material contingent liabilities relating to the Group's interest in the jointly controlled entities and contingent liabilities within the respective entities.
- (c) Details of principal jointly controlled entities are set out on page 204.

28. INVENTORIES

Ethanol manufacturing	乙醇製造
Raw materials	原材料
Finished goods	製成品
Consumables and others	消費品及其他

Inventories are stated at the lower of cost and net realisable value. The cost of inventories recognised as expense and included in "cost of sales" amounted to HK\$54.5 million (2007: Nil).

Following the drop in ethanol sales prices, a provision of HK\$19.7 million (2007: Nil) has been provided and included in the other and general expenses.

29. PROPERTIES HELD FOR SALE

At 31st December 2008, properties held for sale that are carried at net realisable value amounted to HK\$9.1 million (2007: HK\$7.1 million).

27. 合營公司投資(續)

附註：

- (a) 與合營公司間之結餘並無抵押、免息及毋須於未來十二個月內償還，且其賬面值與其公平值並無重大差異。
- (b) 並無重大有關本集團所佔合營公司權益的或然負債，而相關合營公司各自間亦無或然負債。
- (c) 主要合營公司之詳情載於第204頁。

28. 存貨

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
26.3	—
5.4	—
31.7	—
11.5	—
43.2	—

存貨乃按成本與可變現淨值列賬之較低者列賬。確認為開支並計入「銷售成本」之存貨成本為54,500,000港元(二零零七年：零)。

乙醇售價下跌後，已作出19,700,000港元(二零零七年：無)之撥備並計入其他及一般費用。

29. 作銷售用途之物業

於二零零八年十二月三十一日，持作銷售用途之物業按可變現淨值列賬，其金額為9,100,000港元(二零零七年：7,100,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

30. 按公平值在損益表列賬之金融資產

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Equity securities:	股本證券：				
– Listed in Hong Kong at market value	– 香港上市，按市值	0.1	0.3	0.1	0.3
– Unlisted	– 非上市	391.3	93.0	63.4	81.0
		391.4	93.3	63.5	81.3

Changes in fair values of financial assets at fair value through profit or loss are recorded in other income in the consolidated income statement (Note 6).

按公平值綜合在損益表列賬之金融資產之公平值變動，計入損益表內其他收入(附註6)。

The fair value of equity securities is based on the current bid price quoted in the market at the balance sheet date. The fair value of unquoted securities are based on arm's length transactions and discounted cash flow analysis which are prepared based on a variety of methods and makes assumptions that are based on market conditions existing at the balance sheet date.

上市股本證券之公平值乃根據於結算日市場所報當時買入價計算。無報價證券之公平值乃根據公平交易及使用多種方法及根據結算日之現行市況作出假設而編製之貼現現金流量分析釐定。

31. TRADE AND OTHER RECEIVABLES

31. 應收賬款及其他應收款

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Trade receivables	應收賬款	72.7	115.9	—	—
Less: provision for impairment of receivables	減：應收賬款 減值撥備	(13.3)	(19.8)	—	—
Trade receivables – net	應收賬款淨額	59.4	96.1	—	—
Bills receivable	應收票據	23.4	10.7	—	—
Retention receivables (Note a)	應收保留款額(附註a)	32.6	16.4	—	—
Other receivables and deposits, net of provisions	其他應收款及按金 (已扣除撥備)	185.4	539.8	—	0.7
Deposit paid for a property development project	物業發展項目之 已付按金	—	69.7	—	—
Gross amounts due from customers for contract works (Note 32)	應收客戶合約工程 款項總額 (附註32)	140.9	237.5	—	—
Amount due from a jointly controlled entity (Note c)	應收一間合營 公司款項(附註c)	—	0.8	—	—
Amounts due from related companies (Note c)	應收關連公司 款項(附註c)	2.1	7.2	—	—
		443.8	978.2	—	0.7

Notes:

- (a) At 31st December 2008, retention receivables amounting to HK\$32.6 million (2007: HK\$51.5 million) were included in current other receivables (2007: included in non-current receivables and current other receivables), depending on their expected date of receipt.

附註：

- (a) 於二零零八年十二月三十一日，應收保留款額為32,600,000港元(二零零七年：51,500,000港元)，已按照預期收款日列為其他流動應收款(二零零七年：分別列為非流動應收款以及其他流動應收款)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31. TRADE AND OTHER RECEIVABLES

(continued)

- (b) The ageing analysis of trade receivables at year end, net of provision for impairment of receivables, was as follows:

0 to less than 2 months	零至少於2個月
2 to less than 6 months	2至少於6個月
6 to less than 12 months	6至少於12個月
12 months and more	超過12個月

The Group's credit terms for the contracting business are negotiated with and entered into under normal commercial terms with its trade customers. Various group companies have different credit policies depending on the requirements of their markets and the businesses which they operate. Retention money receivables in respect of contracting services are settled in accordance with the terms of respective contracts.

There is no concentration of credit risk with respect to trade receivables, as the Group has a large number of customers.

- (c) Amounts due from a jointly controlled entity and related companies are unsecured, interest free and have no fixed terms of repayment.
- (d) Depending on the line of business, trade receivables that are less than 12 months past due are not considered impaired. These relate to a number of independent customers for whom there is no recent history of default. As at 31st December 2008, trade receivables of HK\$7.9 million (2007: HK\$69.4 million) were past due but not impaired. No other receivables were past due or impaired.

As at 31st December 2008, trade receivables of HK\$13.3 million (2007: HK\$19.8 million) were subject to impairment provision. A total provision of HK\$13.3 million was provided for the receivable. The balance was aged over 12 months.

31. 應收賬款及其他應收款

(續)

- (b) 於年結日，已扣除應收賬款減值撥備後應收賬款之賬齡分析如下：

Group 本集團	
2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
46.9	24.9
1.8	1.5
2.8	0.3
7.9	69.4
59.4	96.1

本集團建築合約業務之信貸條件是按照一般商業條款與客戶商議及簽訂。各集團公司之信貸政策會因應其市場需求及所經營業務而異。建築合約服務之應收保留款額按照個別合約之條款結算。

由於本集團客戶為數不少，故應收賬款並無信貸集中之風險。

- (c) 應收一間合營公司及關連公司之款項為無抵押、免息及並無固定還款期。
- (d) 視業務範圍而定，於12個月內到期之應收賬款毋須減值。此等賬款與數名並無近期欠款記錄之獨立客戶有關。於二零零八年十二月三十一日，已逾期但無減值之應收賬款為7,900,000港元（二零零七年：69,400,000港元）。並無其他應收款已過期或出現減值。

於二零零八年十二月三十一日，應收賬款13,300,000港元（二零零七年：19,800,000港元）須作出減值撥備。該等應收款已作撥備合共13,300,000港元，結餘之賬齡超過12個月。

31. TRADE AND OTHER RECEIVABLES

(continued)

- (e) The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

Hong Kong dollar	港元
Renminbi	人民幣
US dollar	美元

31. 應收賬款及其他應收款

(續)

- (e) 本集團之應收賬款及其他應收款之面值乃以下列貨幣計值：

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
183.7	241.9
258.4	658.4
1.7	77.9
443.8	978.2

- (f) Movements on the provision for impairment of trade receivables are as follows:

- (f) 應收賬款之減值撥備變動如下：

At 1st January	於一月一日
Exchange differences	匯兌差額
Provision for trade receivables impairment	應收賬款減值撥備
Write back of provision for impairment loss	減值虧損撥備回撥
Trade receivables written off during the year as uncollectible	年內撇銷為不可收回之應收賬款
At 31st December	於十二月三十一日

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
19.8	18.8
1.1	0.8
1.1	1.0
(1.5)	—
(7.2)	(0.8)
13.3	19.8

- (g) The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security.

- (g) 於報告日期之最高信貸風險為上述各類應收款之賬面值。本集團並無就擔保持有任何抵押品。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32. CONSTRUCTION CONTRACTS IN PROGRESS

32. 在建工程合約

		Group 本集團	
		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Contract costs incurred plus attributable profits recognised less provision for foreseeable losses	合約成本加已確認應佔溢利減可預見虧損撥備	3,000.3	2,970.3
Progress payments received and receivable	已收及應收進度付款	(2,904.0)	(2,769.2)
		96.3	201.1
Representing:	代表：		
Gross amounts due from customers for contract works included in trade and other receivables (Note 31)	計入應收賬款及其他應收款之應收客戶合約工程款項總額（附註31）	140.9	237.5
Gross amounts due to customers for contract works included in trade and other payables (Note 39)	計入應付賬款及其他應付款之應付客戶合約工程款項總額（附註39）	(44.6)	(36.4)
		96.3	201.1

33. RESTRICTED CASH

33. 受限制現金

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Restricted cash represents:	受限制現金指：				
Deposits placed with banks	存放於多家銀行之存款				
– for securing banking facilities granted to certain buyers of properties of the Group	– 就本集團若干物業買家獲授銀行融資	6.9	4.4	–	–
– for securing performance bonds and guarantees in respect of alternative energy projects	– 就若干替代能源項目取得履約保證及擔保	48.1	47.9	–	–
– for securing certain bank loans	– 就取得若干銀行貸款	292.2	565.4	–	–
Deposit placed with a bank	存放於一間銀行之存款				
– in the court procedure of preservation of property	– 作為進行財產保存的法律程序	73.7	–	–	–
– for issuing performance guarantees to certain third parties in respect of a property project	– 就一項物業項目向若干第三方發出履約保證	190.0	–	–	–
Escrow accounts relate to	託管賬目涉及				
– the acquisition of a property	– 收購一項物業	–	891.2	–	440.8
– the pre-sale deposits held for a property resettlement scheme	– 一項物業迴遷計劃之預售訂金	64.0	–	–	–
		674.9	1,508.9	–	440.8

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

34. CASH AND CASH EQUIVALENTS

34. 現金及現金等價物

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Cash and cash equivalents	現金及現金等價物				
comprises the following:	包括以下各項：				
Cash at bank and in hand	銀行及手頭現金	1,032.1	1,271.8	3.3	19.3
Short-term bank deposits	短期銀行存款	1,479.7	4,653.1	127.8	2,354.7
		2,511.8	5,924.9	131.1	2,374.0
Less: Restricted cash (Note 33)	減：受限制現金(附註33)	(674.9)	(1,508.9)	–	(440.8)
		1,836.9	4,416.0	131.1	1,933.2

34. CASH AND CASH EQUIVALENTS (continued)

34. 現金及現金等價物(續)

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Cash and cash equivalents	現金及現金等價物				
(a) Placed in banks in the PRC:	(a) 於中國各銀行存置：				
– denominated in Renminbi	– 以人民幣結算	1,009.7	1,512.9	–	–
– denominated in Hong Kong Dollar	– 以港元結算	717.5	592.1	–	–
– denominated in US Dollar	– 以美元結算	20.1	–	–	–
(b) Placed in banks in Hong Kong:	(b) 於香港各銀行存置：				
– denominated in Hong Kong Dollar	– 以港元結算	762.5	3,692.5	131.1	2,374.0
– denominated in US Dollar	– 以美元結算	2.0	127.4	–	–
		2,511.8	5,924.9	131.1	2,374.0

The effective interest rates at the balance sheet date were as follows:

於結算日之實際利率如下：

		2008 二零零八年			2007 二零零七年		
		HK\$ 港元	US\$ 美元	RMB 人民幣	HK\$ 港元	US\$ 美元	RMB 人民幣
Short-term bank deposits	短期銀行存款	0.05%-2.05%	1.15%	0.36%-3.51%	1.5%-3.9%	5.0%	0.7%-4.2%

The maximum exposure to credit risk at the reporting date is the carrying value of the cash and bank balances stated above.

於報告日期面對之最高信貸風險為上文所述之現金及銀行結餘賬面值。

The short-term bank deposits of the Group and the Company have original maturities of three months or less.

本集團及本公司短期銀行存款之原到期日為三個月或以下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

35. SHARE CAPITAL

35. 股本

		Note 附註	Number of shares 股數 (Million) (百萬)	Ordinary shares 普通股 HK\$ Million 百萬港元
Authorised	法定			
At 1st January 2007	於二零零七年一月一日		10,000.0	100.0
Increased on authorised shares	法定股份增加	(a)	20,000.0	200.0
At 31st December 2007, 1st January and 31st December 2008	於二零零七年十二月三十一日、 一月一日及二零零八年 十二月三十一日		30,000.0	300.0
Issued and fully paid	已發行及繳足			
At 1st January 2007	於二零零七年一月一日		3,646.0	36.5
Shares placements	配售股份	(b)	4,301.4	43.0
Issue of scrip dividend	以股代息計劃	(c)	274.3	2.8
Repurchase during the year	年內購回	(d)	(8.9)	(0.1)
Exercise of bonus warrants	行使紅利認股權證	(e)	0.1	—
Exercise of share options	行使購股權	(f)	2.2	—
At 31st December 2007	於二零零七年十二月三十一日		8,215.1	82.2
At 1st January 2008	於二零零八年一月一日		8,215.1	82.2
Issue of scrip dividend	以股代息計劃	(c)	148.7	1.4
Repurchase during the year	年內購回	(d)	(113.8)	(1.1)
Exercise of bonus warrants	行使紅利認股權證	(e)	0.3	—
Exercise of share options	行使購股權	(f)	4.5	—
At 31st December 2008	於二零零八年十二月三十一日		8,254.8	82.5

Notes:

附註：

- (a) By an ordinary resolution passed on 23rd November 2007, the authorised share capital of the Company increased to HK\$300,000,000 by the creation of an additional 20,000,000,000 shares of HK\$0.01 each, ranking pari passu with the existing share capital of the Company.

- (a) 於二零零七年十一月二十三日通過之普通決議案，藉增設20,000,000,000股每股面值0.01港元之額外股份（該等股份與本公司現有股本享有同等權益），從而使本公司法定股本增加至300,000,000港元。

35. SHARE CAPITAL (continued)

- (b) During 2007, the Company entered into certain placing agreements pursuant to which a total of 4,301,399,000 new ordinary shares of HK\$0.01 each were issued to certain independent investors and substantial shareholders. All these shares issued during the year ranking pari passu in all respects with the then existing shares.

Issue date 發行日期		Number of new ordinary shares issued 已發行 新普通股數目	Issue price per ordinary share 每股普通股之 發行價	Gross proceeds received 已收取所得 款項總額 HK\$ Million 百萬港元
12th February 2007	二零零七年二月十二日	729,927,000	HK\$1.37港元	1,000.0
12th March 2007	二零零七年三月十二日	437,595,000	HK\$1.37港元	599.5
23rd August 2007	二零零七年八月二十三日	450,000,000	HK\$2.80港元	1,260.0
23rd October 2007	二零零七年十月二十三日	1,997,560,000	HK\$2.05港元	4,095.0
23rd October 2007	二零零七年十月二十三日	686,317,000	HK\$2.273港元	1,560.0
		<u>4,301,399,000</u>		<u>8,514.5</u>

- (c) The Company offered to its shareholders a scrip dividend alternative under which the shareholders could elect to receive ordinary shares of HK\$0.01 each in lieu of cash dividend during the following dividend declaration and ordinary shares were issued under these schemes:

All shares issued in 2007 ranking pari passu in all respects with the then existing shares.

35. 股本(續)

- (b) 二零零七年內，本公司訂立若干配售協議，據此，合共4,301,399,000股每股面值0.01港元之新普通股已發行予若干獨立投資者及主要股東。年內發行之所有該等於股份在各方面均與當時現有股份享有同等權益。

Issue date 發行日期		Number of new ordinary shares issued 已發行 新普通股數目	Issue price per ordinary share 每股普通股之 發行價	Gross proceeds received 已收取所得 款項總額 HK\$ Million 百萬港元
12th February 2007	二零零七年二月十二日	729,927,000	HK\$1.37港元	1,000.0
12th March 2007	二零零七年三月十二日	437,595,000	HK\$1.37港元	599.5
23rd August 2007	二零零七年八月二十三日	450,000,000	HK\$2.80港元	1,260.0
23rd October 2007	二零零七年十月二十三日	1,997,560,000	HK\$2.05港元	4,095.0
23rd October 2007	二零零七年十月二十三日	686,317,000	HK\$2.273港元	1,560.0
		<u>4,301,399,000</u>		<u>8,514.5</u>

- (c) 本公司向其股東提呈以股代息計劃，據此，股東可於下列股息宣派期間選擇收取每股面值0.01港元之普通股以代替現金股息，並已根據該等計劃發行普通股：

於二零零七年發行之所有股份在各方面均與當時現有股份享有同等權益。

		Number of new ordinary shares issued 已發行 新普通股數目	Issue price per ordinary share 每股普通股之 發行價	Issue date 發行日期
Interim dividend for the year ended 31st December 2007	截至二零零七年十二月三十一日 止年度之中期股息	96,025,788	HK\$2.703 2.703港元	20th November 2007 二零零七年十一月二十日
Final dividend for the year ended 31st December 2006	截至二零零六年十二月三十一日 止年度之末期股息	178,229,608	HK\$1.59 1.59港元	29th June 2007 二零零七年六月二十九日
		<u>274,255,396</u>		

All shares issued in 2008 ranking pari passu in all respects with the then existing shares.

二零零八年發行之所有股份在各方面均與當時現有股份享有同等權益。

		Number of new ordinary shares issued 已發行 新普通股數目	Issue price per ordinary share 每股普通股之 發行價	Issue date 發行日期
Interim dividend for the year ended 31st December 2008	截至二零零八年十二月三十一日 止年度之中期股息	148,692,266	HK\$0.347 0.347港元	3rd December 2008 二零零八年十二月三日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

35. SHARE CAPITAL (continued)

- (d) For the year ended 31st December 2007, the Company repurchased a total of 8,858,000 of its own shares on SEHK, all of which have been cancelled as follows:-

Month/year 月/年		Number of shares repurchased 購回股份數目	Total purchase price HK\$ Million 總購買價 百萬港元	Purchase price per share 每股股份購買價	
				Highest HK\$ 最高 港元	Lowest HK\$ 最低 港元
August 2007	二零零七年八月	8,858,000	14.2	1.61	1.59

For the year ended 31st December 2008, the Company repurchased a total of 113,785,000 of its own shares on SEHK, all of which have been cancelled as follows:-

Month/year 月/年		Number of shares repurchased 購回股份數目	Total purchase price HK\$ Million 總購買價 百萬港元	Purchase price per share 每股股份購買價	
				Highest HK\$ 最高 港元	Lowest HK\$ 最低 港元
January 2008	二零零八年一月	61,266,000	104.9	1.87	1.52
March 2008	二零零八年三月	51,932,000	81.1	1.67	1.20
September 2008	二零零八年九月	587,000	0.4	0.73	0.72
		113,785,000	186.4		

- (e) On 30th November 2007, the Company issued 821,279,383 warrants on the basis of one warrant for every ten existing shares of the Company held by the shareholders ("bonus warrants"). The holders of bonus warrants are entitled to subscribe at any time during 30th November 2007 to 30th November 2009 for fully paid shares at a subscription price HK\$2.05 per share (subject to adjustment). During 2007, 111,173 new ordinary shares of HK\$0.01 each were issued upon the exercise of 111,173 units of bonus warrants.

For the year ended 31st December 2008, 302,245 new ordinary shares of HK\$0.01 each were issued upon the exercise of 302,245 units of bonus warrants. As at 31st December 2008, 820,865,965 units of bonus warrants remained outstanding.

35. 股本(續)

- (d) 截至二零零七年十二月三十一日止年度，本公司於聯交所購回其本身合共8,858,000股股份，全部該等股份已被註銷，詳情如下：

截至二零零八年十二月三十一日止年度，本公司於聯交所購回其本身合共113,785,000股股份，全部該等股份已被註銷，詳情如下：

- (e) 於二零零七年十一月三十日，本公司按股東每持有10股現有股份可獲發1份認股權證之基準，發行821,279,383份認股權證(「紅利認股權證」)。紅利認股權證持有人有權於二零零七年十一月三十日至二零零九年十一月三十日期間任何時間以認購價每股股份2.05港元(可予調整)認購繳足股份。二零零七年，111,173股每股面值0.01港元之新普通股已於行使111,173份紅利認股權證時發行。

截至二零零八年十二月三十一日止年度，302,245股每股面值0.01港元之新普通股於302,245份紅利認股權證獲行使時發行。於二零零八年十二月三十一日，尚有820,865,965份紅利認股權證仍未行使。

35. SHARE CAPITAL (continued)

- (f) Share options are granted to employees, senior executive or officer, manager, director or consultant of any members of the Group or any Invested Entity.

The exercise price must be at least the higher of

- (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant;
- (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a share.

An option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board may specify at the time of grant. An offer of the grant of an option shall remain open for acceptance for a period of 10 business days from the date of offer and a consideration of HK\$1 must be paid upon acceptance.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

35. 股本(續)

- (f) 本公司向本集團旗下任何成員公司或投資實體之僱員、高級行政人員或主要人員、經理、董事或顧問授出購股權。

行使價須最少為以下較高者：

- (i) 股份於授出日期在聯交所每日報價表所列收市價；
- (ii) 股份緊接於授出日期前五個營業日在聯交所每日報價表所列平均收市價；及
- (iii) 股份面值。

購股權須於授出日期起計10年或董事會可能於授出時間指明之較短期間內行使。提呈授出之購股權可自提呈日期起計十個營業日期間內繼續公開接納，接納時須支付1港元代價。

尚未行使之購股權數目及有關加權平均行使價變動如下：

		2008 二零零八年		2007 二零零七年	
		Average exercise price in HK dollar per share 每股平均 港元行使價	Options 購股權	Average exercise price in HK dollar per share 每股平均 港元行使價	Options 購股權
At 1st January	於一月一日	1.553	165,700,000	1.420	138,900,000
Granted	已授出	1.656	214,900,000	2.179	29,000,000
Exercised	已行使	1.420	(4,500,000)	1.420	(2,200,000)
Lapsed	已失效	1.732	(55,200,000)	—	—
At 31st December	於十二月三十一日	1.593	320,900,000	1.553	165,700,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

35. SHARE CAPITAL (continued)

Notes:

1. Mr. CHENG Sum Hing, Sam, Mr. NG Chi Man, Michael, Mr. CHEN Libo, Mr. CHAU Wing Hing and Mr. SHI Jihua resigned as executive directors of the Company with effect from 29th June 2007, 15th June 2008, 30th September 2008, 9th October 2008 and 9th October 2008 respectively. Details of the outstanding share options held by them during the year ended 31st December 2008 were accounted and described under the heading "Employees and other participants". Such details were previously accounted and described under the name of the respective Directors in the Company's annual report for the year ended 31st December 2007 and interim report for the six months ended 30th June 2008.
2. The closing price of the shares of the Company immediately before the options granted on 1st February 2008 was HK\$1.63.
3. The weighted average closing price of the shares of the Company immediately before the date on which the share options were exercised was HK\$2.18.
4. The weighted average closing price of the shares of the Company immediately before the dates on which the share options were exercised was HK\$1.757.

35. 股本(續)

附註：

1. 鄭森興先生、吳志文先生、陳立波先生、周永興先生及施繼華先生分別於二零零七年六月二十九日、二零零八年六月十五日、二零零八年九月三十日、二零零八年十月九日及二零零八年十月九日辭任本公司執行董事。有關彼等於截至二零零八年十二月三十一日止年度持有之未行使購股權在「僱員及其他參與人士」一節闡釋及載述。有關詳情之前於本公司截至二零零七年十二月三十一日止年度之年報以及截至二零零八年六月三十日止六個月之中期報告在董事各自名下闡釋及載述。
2. 緊接於二零零八年二月一日授出購股權前一日，本公司股份之收市價為1.63港元。
3. 緊接購股權獲行使前一日，本公司股份之加權平均收市價為2.18港元。
4. 緊接購股權獲行使前一日，本公司股份之加權平均收市價為1.757港元。

35. SHARE CAPITAL (continued)

Share options outstanding at the end of year have the following terms:

35. 股本(續)

於年終時尚未行使購股權之年期如下：

Date of grant 授出日期	Exercise period 行使期間	Exercise price 行使價 HK\$ 港元	Number of options 購股權數目	
			2008 二零零八年	2007 二零零七年
15th December 2006 二零零六年十二月十五日	15th December 2007 to 14th December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.420	28,025,000	35,625,000
15th December 2006 二零零六年十二月十五日	15th December 2008 to 14th December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.420	50,225,000	60,325,000
15th December 2006 二零零六年十二月十五日	15th December 2009 to 14th December 2016 二零零九年十二月十五日至 二零一六年十二月十四日	1.420	34,750,000	40,750,000
7th June 2007 二零零七年六月七日	7th June 2008 to 6th June 2017 二零零八年六月七日至 二零一七年六月六日	1.948	—	3,330,000
7th June 2007 二零零七年六月七日	7th June 2009 to 6th June 2017 二零零九年六月七日至 二零一七年六月六日	1.948	—	3,330,000
7th June 2007 二零零七年六月七日	7th June 2010 to 6th June 2017 二零一零年六月七日至 二零一七年六月六日	1.948	—	3,340,000
3rd July 2007 二零零七年七月三日	15th December 2007 to 2nd July 2017 二零零七年十二月十五日至 二零一七年七月二日	2.300	5,000,000	5,000,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

35. SHARE CAPITAL (continued)

Share options outstanding at the end of year have the following terms: (continued)

35. 股本(續)

於年終時尚未行使購股權之年期如下：(續)

Date of grant 授出日期	Exercise period 行使期間	Exercise price 行使價 HK\$ 港元	Number of options 購股權數目	
			2008 二零零八年	2007 二零零七年
3rd July 2007 二零零七年七月三日	15th December 2008 to 2nd July 2017 二零零八年十二月十五日至 二零一七年七月二日	2.300	2,500,000	2,500,000
3rd July 2007 二零零七年七月三日	15th December 2009 to 2nd July 2017 二零零九年十二月十五日至 二零一七年七月二日	2.300	2,500,000	2,500,000
3rd July 2007 二零零七年七月三日	3rd July 2008 to 2nd July 2017 二零零八年七月三日至 二零一七年七月二日	2.300	—	1,800,000
3rd July 2007 二零零七年七月三日	3rd July 2009 to 2nd July 2017 二零零九年七月三日至 二零一七年七月二日	2.300	—	2,700,000
3rd July 2007 二零零七年七月三日	3rd July 2010 to 2nd July 2017 二零一零年七月三日至 二零一七年七月二日	2.300	—	4,500,000
1st February 2008 二零零八年二月一日	1st February 2009 to 31st January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.656	39,580,000	—
1st February 2008 二零零八年二月一日	1st February 2010 to 31st January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.656	59,370,000	—

35. SHARE CAPITAL (continued)

Share options outstanding at the end of year have the following terms: (continued)

Date of grant 授出日期	Exercise period 行使期間	Exercise price 行使價 HK\$ 港元	Number of options 購股權數目	
			2008 二零零八年	2007 二零零七年
1st February 2008 二零零八年二月一日	1st February 2011 to 31st January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.656	98,950,000	—
At 31st December	於十二月三十一日		320,900,000	165,700,000

Using the Binomial Valuation model, the fair value of 214,900,000 share options granted on 1st February 2008 was HK\$112.1 million for the year under review. The significant inputs into the model were share price of HK\$1.64 at the grant date, exercise price of HK\$1.656, volatility of 56.0%, dividend yield of 6.3%, an expected option life of 10 years and risk-free interest rate of 2.6%. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of weekly share prices over the last 12 months. The vesting period is between 1st February 2008 to 31st January 2011. The value of the share options is subject to a number of assumptions and with regard to the limitation of model. Therefore, the value may be subjective and difficult to determine. The assumptions of calculation of fair value of HK\$56.6 million granted on 15th December 2006 were described in Note 11 (c) of the annual financial statements for year ended 31st December 2006. The assumptions of calculation of fair value of HK\$19.7 million of share options granted on 7th June 2007 and 3rd July 2007 were described in Note 10 (c) of the annual financial statements for the year ended 31st December 2007.

35. 股本(續)

於年終時尚未行使購股權之年期如下：(續)

使用二項式估值模型計算，於二零零八年二月一日授出之214,900,000份購股權於回顧年內之公平值為112,100,000港元。輸入該模型的重大變數為於授出日期之股價1.64港元、行使價1.656港元、波幅56.0%、股息率6.3%、購股權預期年期10年，並按無風險利率2.6厘計算。以持續複合股份回報率之標準偏差計算之波幅乃根據過往十二個月之每週股價統計分析計算。歸屬期由二零零八年二月一日至二零一一年一月三十一日。購股權之價值受到多項假設及定價模式限制所影響。因此，其價值可能較主觀及難以釐定。計算於二零零六年十二月十五日授出之購股權之公平值56,600,000港元時所作假設已載述於截至二零零六年十二月三十一日止年度之年度財務報表附註11(c)。計算於二零零七年六月七日及二零零七年七月三日授出之購股權之公平值19,700,000港元時所作假設已載述於截至二零零七年十二月三十一日止年度之年度財務報表附註10(c)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

36. RESERVES

Group

36. 儲備

集團

		Share premium (Note a)	Capital reduction reserve (Note b)	Capital redemption reserve (Note a)	Capital reserve	Employee share-based compensation reserve	Exchange reserve	Available- for-sale investments reserve	Retained earnings	Total
		股份溢價 (附註a)	股本削減儲備 (附註b)	資本贖回儲備 (附註a)	資本儲備	以股份支付 僱員酬金儲備	匯兌儲備	可供出售 投資儲備	保留溢利	總額
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Balance at 1st January 2007	於二零零七年一月一日結餘	1,366.3	784.1	14.6	151.3	9.2	57.2	1.5	1,482.7	3,866.9
Fair value gain on available-for-sale financial assets	可供出售金融資產之公平值收益	-	-	-	-	-	-	0.2	-	0.2
Exchange differences	匯兌差額	-	-	-	-	-	428.6	-	-	428.6
Release of reserves upon disposal of associated companies	出售聯營公司時 解除儲備	-	-	-	-	-	36.2	-	-	36.2
Employee share option benefits	僱員購股權福利	-	-	-	-	36.7	-	-	-	36.7
Issue of shares	發行股份	8,471.5	-	-	-	-	-	-	-	8,471.5
Issue of scrip dividend	以股代息計劃	540.2	-	-	-	-	-	-	-	540.2
Exercise of bonus warrants	行使紅利認股權證	0.2	-	-	-	-	-	-	-	0.2
Exercise of share options	行使購股權	3.1	-	-	-	-	-	-	-	3.1
Share issue expenses	發行股份費用	(55.3)	-	-	-	-	-	-	-	(55.3)
2006 final dividend	二零零六年末期股息	-	-	-	-	-	-	-	(288.8)	(288.8)
2007 interim dividend	二零零七年中期股息	-	-	-	-	-	-	-	(543.3)	(543.3)
Repurchase of shares	購回股份	(14.1)	-	-	-	-	-	-	-	(14.1)
Released on further acquisition of a subsidiary	於進一步收購附屬公司時解除	-	-	-	(3.9)	-	-	-	-	(3.9)
Reclassification of capital reduction reserve	股本削減儲備重新分類	-	(190.0)	-	-	-	-	-	190.0	-
Profit for the year	本年度溢利	-	-	-	-	-	-	-	834.6	834.6
Balance at 31st December 2007	於二零零七年十二月三十一日結餘	10,311.9	594.1	14.6	147.4	45.9	522.0	1.7	1,675.2	13,312.8
Retained by:	予以保留：									
Company and subsidiaries	本公司及附屬公司	10,311.9	594.1	14.6	147.4	45.9	458.7	1.7	1,564.7	13,139.0
Associated companies	聯營公司	-	-	-	-	-	4.6	-	110.3	114.9
Jointly controlled entities	合營公司	-	-	-	-	-	58.7	-	0.2	58.9
		10,311.9	594.1	14.6	147.4	45.9	522.0	1.7	1,675.2	13,312.8
Representing:	代表：									
Reserves at 31st December 2007	於二零零七年十二月三十一日之儲備									13,029.1
2007 proposed final and special dividend	二零零七年擬派末期及特別股息									283.7
										13,312.8

36. RESERVES (continued) Group

36. 儲備(續) 集團

		Share premium (Note a) 股份溢價 (附註a) HK\$ Million 百萬港元	Capital reduction reserve (Note b) 股本削減儲備 (附註b) HK\$ Million 百萬港元	Capital redemption reserve (Note a) 資本贖回儲備 (附註a) HK\$ Million 百萬港元	Capital reserve 資本儲備 HK\$ Million 百萬港元	Employee share-based compensation reserve 以股份支付 僱員酬金儲備 HK\$ Million 百萬港元	Exchange reserve 匯兌儲備 HK\$ Million 百萬港元	Available- for-sale investments reserve 可供出售 投資儲備 HK\$ Million 百萬港元	Retained earnings/ (accumulated losses) 保留溢利/ (累計虧損) HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Balance at 1st January 2008	於二零零八年一月一日結餘	10,311.9	594.1	14.6	147.4	45.9	522.0	1.7	1,675.2	13,312.8
Fair value loss on available-for-sale financial assets	可供出售金融資產之公平值虧損	-	-	-	-	-	-	(8.7)	-	(8.7)
Exchange differences	匯兌差額	-	-	-	-	-	562.8	-	-	562.8
Employee share option benefits	僱員購股權福利	-	-	-	-	69.0	-	-	-	69.0
Issue of scrip dividend	以股代息計劃	50.1	-	-	-	-	-	-	-	50.1
Exercise of bonus warrants	行使紅利認股權證	0.6	-	-	-	-	-	-	-	0.6
Exercise of share options	行使購股權	6.4	-	-	-	-	-	-	-	6.4
2007 final dividend	二零零七年末期股息	-	-	-	-	-	-	-	(283.7)	(283.7)
2008 interim dividend	二零零八年中期股息	-	-	-	-	-	-	-	(121.6)	(121.6)
Repurchase of shares	購回股份	(185.3)	-	-	-	-	-	-	-	(185.3)
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(2,646.0)	(2,646.0)
Balance at 31st December 2008	於二零零八年十二月三十一日結餘	10,183.7	594.1	14.6	147.4	114.9	1,084.8	(7.0)	(1,376.1)	10,756.4
Retained by:	予以保留：									
Company and subsidiaries	本公司及附屬公司	10,183.7	594.1	14.6	147.4	114.9	946.5	(7.0)	(1,317.0)	10,677.2
Associated companies	聯營公司	-	-	-	-	-	18.1	-	21.9	40.0
Jointly controlled entities	合營公司	-	-	-	-	-	120.2	-	(81.0)	39.2
		10,183.7	594.1	14.6	147.4	114.9	1,084.8	(7.0)	(1,376.1)	10,756.4
Representing:	代表：									
Reserves at 31st December 2008	於二零零八年十二月三十一日之儲備									10,756.4

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

36. RESERVES (continued) Company

36. 儲備(續) 公司

		Share premium 股份溢價 HK\$ Million 百萬港元	Employee share-based compensation reserve 以股份支付 僱員酬金儲備 HK\$ Million 百萬港元	Retained earnings 保留溢利 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Balance at 1st January 2007	於二零零七年一月一日結餘	1,366.3	1.5	878.2	2,246.0
Employee share option benefits	僱員購股權福利	–	36.7	–	36.7
Issue of shares	發行股份	8,471.5	–	–	8,471.5
Issue of scrip dividend	以股代息計劃	540.2	–	–	540.2
Exercise of bonus warrants	行使紅利認股權證	0.2	–	–	0.2
Exercise of share options	行使購股權	3.1	–	–	3.1
Share issue expenses	發行股份費用	(55.3)	–	–	(55.3)
2006 final dividend	二零零六年末期股息	–	–	(288.8)	(288.8)
2007 interim dividend	二零零七年中期股息	–	–	(543.3)	(543.3)
Repurchase of shares	購回股份	(14.1)	–	–	(14.1)
Profit for the year	本年度溢利	–	–	288.5	288.5
Balance at 31st December 2007	於二零零七年十二月三十一日結餘	10,311.9	38.2	334.6	10,684.7
Representing:	代表：				
Reserves at 31st December 2007	於二零零七年十二月三十一日之儲備				10,401.0
2007 proposed final and special dividend	二零零七年擬派末期及特別股息				283.7
					10,684.7

36. RESERVES (continued) Company

36. 儲備(續) 公司

		Share premium 股份溢價 HK\$ Million 百萬港元	Employee share-based compensation reserve 以股份支付僱員酬金儲備 HK\$ Million 百萬港元	Retained earnings/(Accumulated losses) 保留溢利/(累計虧損) HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Balance at 1st January 2008	於二零零八年一月一日結餘	10,311.9	38.2	334.6	10,684.7
Employee share option benefits	僱員購股權福利	—	69.0	—	69.0
Issue of scrip dividend	以股代息計劃	50.1	—	—	50.1
Exercise of bonus warrants	行使紅利認股權證	0.6	—	—	0.6
Exercise of share options	行使購股權	6.4	—	—	6.4
2007 final dividend	二零零七年末期股息	—	—	(283.7)	(283.7)
2008 interim dividend	二零零八年中期股息	—	—	(121.6)	(121.6)
Repurchase of shares	購回股份	(185.3)	—	—	(185.3)
Loss for the year	本年度虧損	—	—	(809.0)	(809.0)
Balance at 31st December 2008	於二零零八年十二月三十一日結餘	10,183.7	107.2	(879.7)	9,411.2
Representing:	代表：				
Reserves at 31st December 2008	於二零零八年十二月三十一日之儲備				9,411.2

Notes:

- (a) The applications of the share premium account and capital redemption reserve account are governed by section 48B and 49H of the Hong Kong Companies Ordinance respectively.

On 30th September 2005, by virtue of special resolutions of the Company with the sanction of an order of the High Court of the Hong Kong SAR, the nominal value of all the issued and paid up capital was reduced from HK\$1.00 to HK\$0.01 each, thereby reducing the issued and paid up capital of the Company to HK\$2,305.1 million and such amount was transferred to the Capital Reduction Reserve Account.

- (b) Last year, based on recommendations from Access Capital Limited, financial adviser, the directors and senior management had reviewed and assessed the Capital Reduction Reserve Account with reference to the outstanding amounts of creditors brought forward from the date of sanction of the reduction of capital. An amount of HK\$190.0 million was considered to be available for distribution as at 31st December 2007. Accordingly, the amount was reclassified from capital reduction reserve to retained earnings and available for distribution.

In 2008, no amount was reclassified from capital reduction reserve to retained earnings and available for distribution.

附註：

- (a) 股份溢價賬及資本贖回儲備賬之用途須分別受香港公司條例第48B及49H條所管轄。

於二零零五年九月三十日，根據經香港特區高等法院法令批准之本公司特別決議案，所有已發行及繳足股本之面值由每股1.00港元減至0.01港元，因此，本公司已發行及繳足股本減少2,305,100,000港元，有關金額轉撥至股本削減儲備賬。

- (b) 去年，根據財務顧問卓怡融資有限公司作出之建議，董事及高級管理層成員經參考自股本削減批准日期結轉之債權人未償還款項，審閱及評估股本削減儲備賬。於二零零七年十二月三十一日，為數190,000,000港元被視作可供分派。因此，有關金額自股本削減儲備賬已重新分類為保留溢利及可供分派。

於二零零八年，並無金額自股本削減儲備賬重新分類至保留溢利及可供分派。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

37. BORROWINGS – GROUP

37. 借款－集團

Non-current

Bank borrowings
Other loans, unsecured
Finance lease liabilities
Loans from minority shareholders

非流動

銀行借款
其他貸款，無抵押
融資租賃負債
少數股東貸款

Note
附註

(b)

(c)

Current

Bank borrowings
Other loans, unsecured
Finance lease liabilities

流動

銀行借款
其他貸款，無抵押
融資租賃負債

(b)

Total borrowings

借款總額

Bank borrowings are secured by the investment properties, prepaid land lease payments, properties, plant and equipment, properties under development, toll fee income, intangible assets, corporate guarantee and pledged deposits of the Group (Notes 17, 18, 19, 20, 21 and 33).

銀行借款由本集團之投資物業、預付土地租賃款、物業、機器及設備、發展中物業、收費公路收入、無形資產、公司擔保及抵押存款作抵押(附註17、18、19、20、21及33)。

	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
	2,613.2	2,260.1
	107.3	119.6
	91.5	–
	385.1	79.0
	3,197.1	2,458.7
	316.4	312.4
	73.1	18.1
	9.5	–
	399.0	330.5
	3,596.1	2,789.2

37. BORROWINGS – GROUP (continued)

- (a) The maturity of bank borrowings and other loans as at 31st December 2008 is as follows:

		Secured bank loans 有抵押 銀行貸款		Unsecured bank loans 無抵押 銀行貸款		Unsecured other loans 無抵押 其他貸款		Total 總額	
		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Within one year	一年內	316.4	280.2	-	32.2	73.1	18.1	389.5	330.5
In the second year	第二年	275.5	167.6	-	-	19.1	18.1	294.6	185.7
In the third to fifth year	第三年至第五年	946.9	809.0	-	-	57.5	54.4	1,004.4	863.4
After the fifth year	五年後	1,390.8	1,283.5	-	-	30.7	47.1	1,421.5	1,330.6
		2,929.6	2,540.3	-	32.2	180.4	137.7	3,110.0	2,710.2

The carrying amounts of the borrowings approximate their fair value.

借款之賬面值與其公平值相若。

- (b) At 31st December 2008, the Group has finance lease liabilities (2007: Nil) as follows:

- (b) 於二零零八年十二月三十一日，本集團之融資租賃負債(二零零七年：無)如下：

Gross finance lease liabilities
– minimum lease payments
Within one year
In the second year
In the third to fifth year
After the fifth year

融資租賃負債總額－最低租賃款項
一年內
第二年
第三年至第五年
五年後

Future finance charges on finance leases

融資租賃之未來融資費用

Present value of finance lease liabilities

融資租賃負債之現值

The present value of finance lease liabilities is as follows:

融資租賃負債之現值如下：

Within one year
In the second year
In the third to fifth year
After the fifth year

一年內
第二年
第三年至第五年
五年後

2008
二零零八年
HK\$ Million
百萬港元

9.7
10.0
31.7
90.3

141.7
(40.7)

101.0

9.5
9.2
26.3
56.0

101.0

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

37. BORROWINGS – GROUP (continued)

(c) The loans from minority shareholders are unsecured, interest-free and have no fixed terms of repayment.

(d) The effective interest rates at the balance sheet date were as follows:

Bank borrowings	銀行借款
Other loans	其他貸款

37. 借款－集團(續)

(c) 自少數股東之貸款為無抵押、免息及無固定還款期。

(d) 於結算日之實際利率如下：

2008 二零零八年		2007 二零零七年	
HK\$ 港元	RMB 人民幣	HK\$ 港元	RMB 人民幣
4.0%	5.94%–8.61%	5.11%–6.29%	5.27%–7.83%
-	2.82%–24.0%	-	2.82%–5.0%

(e) The carrying amounts of the borrowings are denominated in the following currencies:

(e) 借款之賬面值按下列貨幣計值：

Hong Kong dollar	港元
Renminbi	人民幣

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
138.8	142.0
3,457.3	2,647.2
3,596.1	2,789.2
339.7	225.2

The Group has the following undrawn borrowing facilities: 本集團有下列未動用借款信貸：

Floating rate	浮動利率
– expiring within one year	於一年內到期

38. DEFERRED INCOME TAX LIABILITIES

The major deferred income tax liabilities recognised and movements are as follows:

		Group 本集團		
		Fair value adjustments on investment properties 投資物業 公平值調整 HK\$ Million 百萬港元	Fair value adjustments on prepaid land lease payments 預付土地租賃款 公平值調整 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
At 1st January 2007	於二零零七年一月一日	18.3	–	18.3
Exchange differences	匯兌差額	26.3	13.0	39.3
Acquisition of a subsidiary (Note 42)	收購附屬公司(附註42)	–	281.8	281.8
Charged to income statement (Note 13)	於損益表扣除(附註13)	84.5	–	84.5
Impact of new CIT Law (Note 13)	新企業所得稅法之影響 (附註13)	7.6	–	7.6
At 31st December 2007	於二零零七年十二月三十一日	136.7	294.8	431.5
At 1st January 2008	於二零零八年一月一日	136.7	294.8	431.5
Exchange differences	匯兌差額	24.6	24.6	49.2
Acquisition of subsidiaries (Note 42)	收購附屬公司(附註42)	–	408.7	408.7
Credited to income statement (Note 13)	計入損益表(附註13)	(99.8)	(12.7)	(112.5)
At 31st December 2008	於二零零八年十二月三十一日	61.5	715.4	776.9

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefits through the future taxable profits are probable. The Group did not recognise deferred income tax assets of HK\$193.2 million (2007: HK\$128.0 million) in respect of tax losses of HK\$1,006.5 million (2007: HK\$734.0 million) to carry forward against future taxable income. These tax losses have no expiry dates except for the tax losses of HK\$318.5 million (2007: HK\$20.8 million) which will expire at various dates up to and including 2013 (2007: 2012).

38. 遞延所得稅負債

已確認之主要遞延所得稅負債及其變動如下：

倘有可能透過未來應課稅溢利將有關之稅項利益變現，則會就結轉之稅項虧損確認遞延稅項資產。本集團並無就稅項虧損1,006,500,000港元(二零零七年：734,000,000港元)而確認遞延所得稅項資產193,200,000港元(二零零七年：128,000,000港元)可作結轉，用以抵銷日後應課稅收入。該等稅項虧損並無到期日，惟318,500,000港元(二零零七年：20,800,000港元)之稅項虧損將於截至二零一三年(二零零七年：二零一二年)止各個日期到期。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

39. TRADE AND OTHER PAYABLES

39. 應付賬款及其他應付款

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Trade payables	應付賬款	55.6	89.4	—	—
Retention payables	應付保留款額	30.4	27.5	—	—
Other payables and accruals	其他應付款及應計費用	1,024.0	567.3	74.1	3.1
Gross amounts due to customers for contract works (Note 32)	應付客戶合約工程款項總額(附註32)	44.6	36.4	—	—
		1,154.6	720.6	74.1	3.1

(a) At 31st December 2008, retention payables for contracts in progress amounting to HK\$35.7 million (2007: HK\$84.6 million) were included in non-current payables and current other payables, depending on their expected date of payment.

(b) The ageing analysis of trade payables at year end was as follows:

(a) 於二零零八年十二月三十一日，在建工程合約之應付保留款額35,700,000港元(二零零七年：84,600,000港元)已分別視乎預期付款日，列為非流動應付款及其他流動應付款。

(b) 於年結日，應付賬款之賬齡分析如下：

		Group 本集團	
		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
0 to less than 2 months	零至少於2個月	10.3	24.9
2 to less than 6 months	2至少於6個月	0.6	7.2
6 to less than 12 months	6至少於12個月	5.1	6.7
12 months and more	超過12個月	39.6	50.6
		55.6	89.4

39. TRADE AND OTHER PAYABLES (continued)

The carrying amounts of the Group's trade and other payables are denominated in the following currencies:

Hong Kong dollar	港元
Renminbi	人民幣

- (c) Included in non-current payables is a financial liability at fair value through profit or loss being entered into during the year. A change in fair value amounting HK\$88.3 million has been reflected as part of the impairment losses on prepaid land lease payments. As of 31st December 2008, the net carrying amount is HK\$237.9 million (2007: Nil).

39. 應付賬款及其他應付款(續)

本集團應付賬款及其他應付款之賬面值按以下貨幣列值：

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
172.8	258.1
981.8	462.5
1,154.6	720.6

- (c) 計入非流動應付款之金額為於年內訂立之按公平值在損益表列賬之金融負債。已反映88,300,000港元之公平值變動，作為預付土地租賃款減值虧損之一部分。於二零零八年十二月三十一日，賬面淨值為237,900,000港元(二零零七年：無)。

40. COMMITMENTS

(a) Capital commitments

Capital expenditure at the balance sheet date but not yet incurred is as follows:

40. 承擔

(a) 資本承擔

於結算日已承擔但尚未產生之資本開支如下：

(i) Capital commitments undertaken by the Group

- (a) Property, plant and equipment
— Contracted but not provided for
(b) Property development projects
— Contracted but not provided for
(c) Capital contribution to joint venture projects in alternative energy
— Contracted but not provided for

(i) 本集團之資本承擔

- (a) 物業、機器及設備
— 已訂約但未撥備
(b) 物業開發項目
— 已訂約但未撥備
(c) 向替代能源合營項目注資
— 已訂約但未撥備

(ii) Capital commitments undertaken by the jointly controlled entities

- Property development projects
Contracted but not provided for the Group's share

(ii) 合營公司之資本承擔

- 物業開發項目
已訂約但未就本集團應佔部份作撥備

Group
本集團

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
752.3	186.6
382.7	631.9
243.0	—
1,378.0	818.5
74.2	28.3

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40. COMMITMENTS (continued)

(b) Commitments under operating leases

The aggregate future minimum lease payments under non-cancellable operating leases in respect of land and buildings are as follows:

No later than 1 year	一年內
Later than 1 year and no later than 5 years	一年至五年
Later than 5 years	超過五年

(c) Future minimum rental receivable

The future aggregate minimum rental receivable under non-cancellable operating leases are as follows:

No later than 1 year	一年內
Later than 1 year and no later than 5 years	一年至五年
Later than 5 years	超過五年

The Group leases out investment properties under operating leases. The lease runs for an initial period of one to ten years, with an option to renew the lease when all terms are renegotiated. Lease payments are usually increased annually to reflect market rentals. None of these leases include contingent rentals.

40. 承擔－集團(續)

(b) 根據經營租賃之承擔

根據有關土地及樓宇之不可撤銷經營租賃之未來最低租金總額如下：

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
11.2	3.1
32.5	1.4
58.2	—
101.9	4.5

(c) 未來最低應收租金

根據不可撤銷經營租賃之未來最低應收租金總額如下：

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
93.4	53.3
180.5	34.5
31.7	5.9
305.6	93.7

本集團根據經營租約將投資物業出租。租約初步為期一至十年，並且有權選擇在到期日後續期，屆時所有條款均可重新商定。租金一般會每年上調以反映市場租金。租約並不包括或然租金。

41. CONTINGENT LIABILITIES – GROUP

The Group's investment property located in Shenzhen, the PRC is subject to housing facility fund pursuant to 《深圳經濟特區住宅區物業管理條例》 adopted on 1st November 1994. Contingent liabilities of RMB75.8 million (equivalent to approximately HK\$86.0 million) (31st December 2007: RMB75.8 million (equivalent to approximately to HK\$81.3 million)) arising in this respect have been assessed by management with reference to a legal opinion. Management has requested relief from the relevant local government authorities on the grounds that certain amounts of maintenance costs were already spent for the purposes as specified under the requirement of housing facility fund, hence no further provision for the fund is considered necessary.

42. BUSINESS COMBINATION

- (i) On 4th March 2008, the Group completed to acquire 74.99% equity interest in HKE, a company listed on the main board of The Stock Exchange of Hong Kong Limited, at a cash consideration (including the professional fees) of HK\$413.4 million. HKE is currently engaged in the businesses of alternative energy and software development.

The acquired business did not significantly contribute to the Group's revenue and profit for both the period from the date of completion to 31st December 2008 and the year if the acquisition had occurred on 1st January 2008, except for the amount of HK\$42.0 million (the Group's share amounted to HK\$31.5 million) represented by the write off of goodwill.

Details of net assets acquired are as follows:

Purchase consideration – cash paid
Fair value of net assets acquired (see below)

收購代價－已付現金
所收購資產淨值之公平值（見下文）

HK\$ Million
百萬港元

(413.4)

294.9

Goodwill arising on acquisition of a subsidiary,
recognised as intangible assets

收購一間附屬公司產生之商譽，
已確認為無形資產

(118.5)

The excess of the cost of acquisition over the fair value of net assets acquired reflected the normal premium paid for such listed entity at the then market situation.

收購成本超出所收購資產公平淨值之金額反映按當時市況就該上市實體支付之一般溢價。

41. 或然負債－集團

根據於一九九四年十一月一日採納之《深圳經濟特區住宅區物業管理條例》，本集團於中國深圳之一項投資物業受限於房屋公用設施專用基金。已由管理層參考法律意見後評估就此產生之或然負債為人民幣75,800,000元（約相當於86,000,000港元）（二零零七年十二月三十一日：人民幣75,800,000元（約相當於81,300,000港元））。由於已根據房屋公用設施專用基金規定就所指定目的支付若干保養成本金額，管理層已向相關當地政府機關提出寬免要求，因此其認為毋須對基金作進一步撥備。

42. 業務合併

- (i) 於二零零八年三月四日，本集團完成收購於香港聯合交易所有限公司主板上市之香港新能源之74.99%股權，現金代價（包括專業費用）為413,400,000港元。香港新能源目前從事替代能源及軟件開發之業務。

除42,000,000港元之款項（本集團應佔其31,500,000港元）以撇銷商譽代表外，假設該項收購已於二零零八年一月一日進行，所收購業務並無為本集團自完成收購日期至二零零八年十二月三十一日期間及本年度之收益及溢利帶來重大貢獻。

所收購資產淨值之詳情如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

42. BUSINESS COMBINATION (continued)

The assets and liabilities arising from the acquisition are as follows:

42. 業務合併(續)

收購產生之資產及負債如下：

		Acquiree's carrying amount 被收購方之賬面值 HK\$ Million 百萬港元	Fair value 公平值 HK\$ Million 百萬港元
Property, plant and equipment	物業、機器及設備	1.3	1.3
Intangible assets	無形資產	29.8	29.8
Other receivables	其他應收款	1.8	1.8
Goodwill	商譽	42.0	42.0
Cash and cash equivalents	現金及現金等價物	338.2	338.2
Trade payables	應付賬款	(4.2)	(4.2)
Bank borrowings	銀行借款	(7.0)	(7.0)
Deferred tax liabilities	遞延稅項負債	(7.2)	(7.2)
Income tax liabilities	所得稅負債	(1.4)	(1.4)
		<u>393.3</u>	<u>393.3</u>
74.99% of net assets acquired	所收購74.99%資產淨值		<u>294.9</u>
Purchase consideration – cash paid	收購代價－已付現金		(413.4)
Cash and cash equivalents in subsidiary acquired	所收購附屬公司之現金 及現金等價物		<u>338.2</u>
Net cash outflow on acquisition	收購之現金流出淨額		<u>(75.2)</u>

- (ii) On 26th May 2008, the Group completed to acquire an aggregate 60% equity interest in Shanghai Guangtian Real Estate Development Limited ("Shanghai Guangtian") and certain shareholders' loans at an aggregate cash consideration of approximately RMB1.5 billion (equivalent to approximately HK\$1.7 billion). Shanghai Guangtian is a property company engaged in developing a parcel of land located at No. 4 Sichuan North Road of Hongkou District of Shanghai Municipality.

The acquired business did not significantly contribute to the Group's revenue and profit for both the period from the date of completion to 31st December 2008 and the year if the acquisition had occurred on 1st January 2008.

- (ii) 於二零零八年五月二十六日，本集團完成收購上海廣田房地產開發有限公司(「上海廣田」)合共60%股權及若干股東貸款，總現金代價約人民幣1,500,000,000元(約相當於1,700,000,000港元)。上海廣田為物業公司，從事發展位於上海市虹口區四川北路4號之一幅土地。

假設該項收購已於二零零八年一月一日進行，所收購業務並無為本集團自完成收購日期至二零零八年十二月三十一日期間及本年度之收益及溢利帶來重大貢獻。

42. BUSINESS COMBINATION (continued)

Details of net assets acquired are as follows:

42. 業務合併(續)

所收購資產淨值之詳情如下：

		HK\$ Million 百萬港元
Purchase consideration – cash paid	收購代價－已付現金	(1,694.9)
Less: Consideration for shareholders' loans assigned	減：就出讓股東貸款之代價	<u>1,078.7</u>
		(616.2)
Fair value of net assets acquired (see below)	所收購資產淨值之公平值（見下文）	<u>505.6</u>
Goodwill arising on acquisition of a subsidiary, recognised as intangible assets	收購一家附屬公司產生之商譽，已確認為無形資產	<u>(110.6)</u>
The excess of the cost of acquisition over the fair value of net assets acquired reflected the normal premium paid for such property development company at the then market situation.		
收購成本超出所收購資產公平淨值之金額反映按當時市況就該物業發展公司支付之一般溢價。		
The assets and liabilities arising from the acquisition are as follows:		
收購產生之資產及負債如下：		

		Acquiree's carrying amount 被收購方之賬面值 HK\$ Million 百萬港元	Fair value 公平值 HK\$ Million 百萬港元
Property, plant and equipment	物業、機器及設備	1.1	1.1
Prepaid land lease payments	預付土地租賃款	1,230.8	2,836.8
Other receivables	其他應收款	0.4	0.4
Cash and cash equivalents	現金及現金等價物	111.6	111.6
Other payables	其他應付款	(1.0)	(1.0)
Shareholder's loan	股東貸款	(1,078.7)	(1,078.7)
Other loans	其他貸款	(625.9)	(625.9)
Deferred tax liabilities	遞延稅項負債	<u>–</u>	<u>(401.5)</u>
		<u>(361.7)</u>	<u>842.8</u>
60.0% of net assets acquired	所收購60.0%資產淨值		<u>505.6</u>
Purchase consideration – cash paid	收購代價－已付現金		(1,694.9)
Cash and cash equivalents in subsidiary acquired	所收購附屬公司之現金及現金等價物		<u>111.6</u>
Net cash outflow on acquisition	收購之現金流出淨額		<u>(1,583.3)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

42. BUSINESS COMBINATION (continued)

- (iii) On 11th April 2008, the Group completed to acquire 100% equity share in Clear Concept Holdings Limited which holds an effective interest of 70.65% of Chongqing Huanqiu Petrochemical Company Limited ("Chongqing Huanqiu"). The aggregate cash consideration was RMB163.4 million (equivalent to approximately HK\$180.8 million). Chongqing Huanqiu is currently engaged in the manufacture, production and sale of industrial ethanol.

The acquired business did not significantly contribute to the Group's revenue and profit for both the period from the date of completion to 31st December 2008 and the year if the acquisition had occurred on 1st January 2008.

Details of net assets acquired are as follows:

Purchase consideration – cash paid
Fair value of net assets acquired (see below)

Goodwill arising on acquisition of a subsidiary, recognised as intangible assets

The excess of the cost of acquisition over the fair value of net assets acquired reflected the premium paid for the prospects for fuel ethanol in the Mainland China.

42. 業務合併(續)

- (iii) 於二零零八年四月十一日，本集團完成收購持有重慶環球石化有限責任公司(「重慶環球」)70.65%實際權益之明創控股有限公司100%權益股份，總現金代價約人民幣163,400,000元(約相當於180,800,000港元)。重慶環球目前從事製造、生產及銷售工業用乙醇。

假設該項收購已於二零零八年一月一日進行，所收購業務並無為本集團自完成收購日期至二零零八年十二月三十一日期間及本年度之收益及溢利帶來重大貢獻。

所收購資產淨值之詳情如下：

HK\$ Million
百萬港元

收購代價－已付現金 (180.8)
所收購資產淨值之公平值(見下文) 180.8

收購一家附屬公司產生之商譽，已確認為無形資產 —

收購成本超出所購資產公平淨值之金額反映於中國內地勘探燃料乙醇支付之溢價。

42. BUSINESS COMBINATION (continued)

(iii) (continued)

The assets and liabilities arising from the acquisition are as follows:

42. 業務合併(續)

(iii) (續)

收購產生之資產及負債如下：

		Acquiree's carrying amount 被收購方之 賬面值 HK\$ Million 百萬港元	Fair value 公平值 HK\$ Million 百萬港元
Property, plant and equipment	物業、機器及設備	277.0	277.0
Prepaid land lease payments	預付土地租賃款	73.0	73.0
Inventories	存貨	3.2	3.2
Other receivables	其他應收款	5.3	5.3
Goodwill	商譽	98.3	98.3
Cash and cash equivalents	現金及現金等價物	36.5	36.5
Trade and other payables	應付賬款及其他應付款	(31.7)	(31.7)
Bank borrowings and other loans	銀行借款及其他貸款	(216.7)	(216.7)
Minority interest	少數股東權益	(64.1)	(64.1)
		<u>180.8</u>	<u>180.8</u>
Net assets acquired	所收購資產淨值		<u>180.8</u>
Purchase consideration – cash paid	收購代價－已付現金		(180.8)
Cash and cash equivalents in subsidiary acquired	所收購附屬公司之現金及現金等價物		<u>36.5</u>
Net cash outflow on acquisition	收購之現金流出淨額		<u>(144.3)</u>

- (iv) On 18th January 2008, the Group completed to acquire an effective interest of 70.9% in The Legation Quarter Limited (“Legation”) at a cash consideration of US\$10.4 million (equivalent to approximately HK\$81.0 million). Legation is currently engaged in the catering and leasing business.

The acquired business did not significantly contribute to the Group's revenue and profit for both the period from the date of completion to 31st December 2008 and the year if the acquisition had occurred on 1st January 2008.

- (iv) 於二零零八年一月十八日，本集團完成收購四合投資經營管理有限公司(「四合投資」)70.9%實際權益，現金代價為10,400,000美元(約相當於81,000,000港元)。四合投資目前從事提供膳食及租賃業務。

假設該項收購已於二零零八年一月一日進行，所收購業務並無為本集團自完成收購日期至二零零八年十二月三十一日期間及本年度之收益及溢利帶來重大貢獻。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

42. BUSINESS COMBINATION (continued)

(iv) (continued)

Details of net assets acquired are as follows:

42. 業務合併(續)

(iv) (續)

所收購資產淨值之詳情如下：

HK\$ Million
百萬港元

Purchase consideration – cash paid	收購代價－已付現金	(81.0)
Fair value of net assets acquired (see below)	所收購資產淨值之公平值（見下文）	47.2
Goodwill arising on acquisition of a subsidiary, recognised as intangible assets	收購一家附屬公司產生之商譽，已確認為無形資產	(33.8)

The excess of the cost of acquisition over the fair value of net assets acquired reflected the normal premium paid for such a property investment company.

收購成本超出所購資產公平淨值之金額反映就該物業投資公司支付之正常溢價。

The assets and liabilities arising from the acquisition are as follows:

收購產生之資產及負債如下：

		Acquiree's carrying amount 被收購方之賬面值 HK\$ Million 百萬港元	Fair value 公平值 HK\$ Million 百萬港元
Property, plant and equipment	物業、機器及設備	0.6	0.6
Construction in progress	在建工程	142.3	142.3
Properties under development	發展中物業	33.3	33.3
Other receivables	其他應收款	2.6	2.6
Cash and cash equivalents	現金及現金等價物	147.7	147.7
Trade and other payables	應付賬款及其他應付款	(68.1)	(68.1)
Bank borrowings and other loans	銀行借款及其他貸款	(191.8)	(191.8)
		66.6	66.6

70.9% of net assets acquired	所收購70.9%資產淨值	47.2
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Purchase consideration – cash paid	收購代價－已付現金	(81.0)
Cash and cash equivalents in subsidiary acquired	所收購附屬公司之現金及現金等價物	147.7
Net cash inflow on acquisition	收購之現金流入淨額	66.7

43. RELATED-PARTY TRANSACTIONS

The significant material related-party transactions during the year were:

43. 關連人士交易

年內進行之重大關連人士交易如下：

	Note 附註	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
Income from/(expense to) entities controlled by key management and a shareholder (and his families) of the Company:–	收入來自／(開支應付)本公司主要管理層及一名股東(及彼之家族)所控制實體：		
– Management fee income received from Jinguang Property (Chengdu) Limited	– 已收金光置業(成都)有限公司之管理費收入 (a)	1.6	1.2
– Income from supply of water to Jinhai Paper and Pulping Industrial Company Limited	– 來自向海南金海漿紙業有限公司供水之收入 (b)	30.3	24.7
– Interest paid on shareholders' loans	– 已付股東貸款利息		
– Creator Holdings Limited	– 創達集團有限公司 (c)	(2.7)	(44.0)
– Genesis Capital Group Limited	– 華創集團有限公司 (d)	(5.3)	(26.1)
– OEI Kang, Eric	– 黃剛 (e)	–	(6.6)
		(8.0)	(76.7)

- (a) On 4th July 2007, the Group entered into a project management agreement with Jinguang Property (Chengdu) Limited ("Jinguang"), a company indirectly controlled by the Oei family for a period of 18 months commenced from 1st July 2007 for a total service fee of RMB2,180,000 (equivalent to approximately HK\$2,439,000). Income from Jinguang was conducted on terms as set out in the agreement governing this transaction. The agreement was ended at year end.

- (b) The Group entered a water supply agreement with Jinhai Paper Pulping Industrial Company Limited ("Jinhai"), a company indirectly controlled by the Oei family, for a period of 3 years commencing from 1st January 2006. Income from Jinhai was conducted on terms as set out in the agreement governing this transaction. The agreement was ended at year end.

On 12th January 2009, the Group entered into the supplemental agreement with Jinhai for extending the term of the water supply agreement for a further 3 years from 1st January 2009.

- (a) 於二零零七年七月四日，本集團與黃氏家族間接控制之金光置業(成都)有限公司(「金光置業」)訂立項目管理協議，自二零零七年七月一日起為期18個月，總服務費為人民幣2,180,000元(約相當於2,439,000港元)。應收金光置業之收入乃按規管此交易之協議所載條款釐定。有關合約已於年終時結束。

- (b) 本集團與黃氏家族間接控制之海南金海漿紙業有限公司(「金海」)訂立供水協議，自二零零六年一月一日起計為期三年。應收金海之收入乃按規管此交易之協議所載條款釐定。有關合約已於年終時結束。

於二零零九年一月十二日，本集團與金海訂立補充協議，將供水協議之年期自二零零九年一月一日起額外延長三年。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

43. RELATED-PARTY TRANSACTIONS

(continued)

(c) The Group entered into various loan agreements with Creator Holdings Limited ("Creator"), one of the substantial shareholders, under which the Group might borrow up to HK\$800.0 million or its equivalent in other currency from Creator during a period of 36 months from the date of the agreement. The loan was unsecured and interest bearing at HK dollar prime rate plus 2.0%. There was no outstanding amount due to Creator by the Group as at 31st December 2007 and 2008.

(d) On 8th October 2007, the Company entered into a revolving loan agreement with Genesis Capital Group Limited ("Genesis"), one of the substantial shareholders, under which the Group might borrow up to HK\$1,000.0 million for a period of 36 months from the date of such agreement. The loan was unsecured and interest bearing at HK dollar prime rate plus 2.0%. There was no outstanding amount due to Genesis by the Group as at 31st December 2007 and 2008.

(e) On 17th July 2007, the Group entered into an assignment agreement with Mr. OEI Kang, Eric ("Mr. Oei"), an Executive Director of the Company, and a local bank under which the bank agreed to and make available to Mr. Oei a term loan facility of up to US\$150.0 million (equivalent to approximately HK\$1,170.0 million) for a period of 3 weeks from the date of the assignment agreement. Mr. Oei had on-lent the loan of approximately HK\$1,170.0 million to the Group for business development. The loan was unsecured and interest bearing at HK dollar prime rate plus 2.0%. The assignment agreement was expired on 7th August 2007 and the shareholder's loan concerned was fully paid in 2007.

(f) Key management compensation

Director's fees	董事袍金
Salary and other benefits	薪金及其他福利
Discretionary bonus	酌情花紅
Employer's contribution to pension scheme	退休金計劃之僱主供款

43. 關連人士交易(續)

(c) 本集團與主要股東之一創達集團有限公司(「創達」)訂立多項貸款協議，據此，本集團可於有關協議日期起計36個月期間內向創達借入最高800,000,000港元或其他貨幣之等額。該筆貸款為無抵押及按港元最優惠利率加2.0%計息。本集團於二零零七年及二零零八年十二月三十一日並無任何尚未償還予創達之款項。

(d) 於二零零七年十月八日，本公司與主要股東之一華創集團有限公司(「華創」)訂立循環貸款協議，據此，本集團可於有關協議日期起計36個月期間內向華創借入最高1,000,000,000港元。該筆貸款為無抵押及按港元最優惠利率加2.0%計息。本集團於二零零七年及二零零八年十二月三十一日並無任何尚未償還予華創之款項。

(e) 於二零零七年七月十七日，本集團與本公司執行董事黃剛先生(「黃先生」)與一間本地銀行訂立轉讓協議，據此，該銀行同意向黃先生提供一筆最多150,000,000美元(約相當於1,170,000,000港元)之有期貸款融資，自轉讓協議日期起為期三星期。黃先生向本集團借出該筆貸款約1,170,000,000港元作業務發展用途。該筆貸款為無抵押及按港元最優惠利率加2.0%計息。轉讓協議已於二零零七年八月七日屆滿，有關股東貸款已於二零零七年清償。

(f) 主要管理層成員之補償

2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
1.9	1.4
26.1	16.1
-	16.3
0.1	0.1
28.1	33.9

44. NOTES TO CONSOLIDATED CASH FLOW STATEMENT

44. 綜合現金流量表附註

(a) Reconciliation of operating (loss)/profit to net cash used in operations

(a) 經營(虧損)/溢利與經營業務所用現金淨額之對賬

		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(2,921.2)	945.2
Finance income	融資收入	(63.2)	(81.4)
Depreciation and amortisation	折舊及攤銷	204.4	50.1
Employee share option benefits	僱員購股權福利	69.0	36.7
Negative goodwill released to income statement	撥回損益表之負商譽	-	(426.7)
(Gain)/loss on disposal of	出售下列項目之(收益)/虧損		
- property, plant and equipment	- 物業、機器及設備	(0.1)	0.3
- Associated companies	- 聯營公司	-	(181.2)
Net exchange losses	匯兌虧損淨額	82.1	41.8
Net gain arising from the loss and compensation of a piece of land	自一幅土地虧損及補償產生之收益淨額	(794.0)	-
Fair value adjustments on investment properties	投資物業公平值調整	473.0	(536.8)
Provision/(Write back of provision) for impairment loss on properties held for sale	作銷售用途之物業之減值虧損撥備/(撥備撥回)	0.2	(124.3)
Impairment losses on assets (Note 8)	資產減值虧損(附註8)	2,335.0	-
Net (write back of provision)/provision for impairment loss on trade and other receivables	應收賬款及其他應收款減值虧損(撥備撥回)/撥備淨額	(1.5)	0.2
Write down of inventories	存貨撇減	19.7	-
Fair value losses on derivative financial instrument - option	衍生金融工具公平值虧損-期權	-	3.0
Fair value gain on financial assets at fair value through profit or loss, net	按公平值於損益表列賬之金融資產之公平值收益淨額	(51.5)	(3.2)
Dividend income	股息收入	(2.6)	-
Finance costs	融資成本	237.2	162.3
Write off minority shareholders receivables	撇銷少數股東應收款	-	32.9
Share of losses less profits of associated companies	應佔聯營公司虧損減溢利	85.5	(33.7)
Share of losses less profits of jointly controlled entities	應佔合營公司虧損減溢利	81.1	6.2
Operating loss before working capital changes	營運資金變動前經營虧損	(246.9)	(108.6)
Increase in properties under development	發展中物業增加	(406.6)	(1,213.1)
Increase in prepaid land lease payments	預付土地租賃款增加	(41.1)	(575.7)
Decrease in properties held for sale	作銷售用途之物業減少	-	82.4
Decrease in other non-current receivables	其他非流動應收款減少	37.0	63.3
Increase in inventories	存貨增加	(51.3)	-
Decrease/(increase) in trade and other receivables	應收賬款及其他應收款減少/(增加)	472.2	(501.8)
Increase in other non-current payables and trade and other payables	其他非流動應付款以及應付賬款及其他應付款增加	604.0	105.8
(Decrease)/increase in minority interest	少數股東權益(減少)/增加	(1.9)	0.8
Cash generated from/(used in) operations	營業所得/(所用)現金	365.4	(2,146.9)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

44. NOTES TO CONSOLIDATED CASH FLOW STATEMENT (continued)

(b) Acquisition of subsidiaries

Net assets acquired
Property, plant and equipment
Construction in progress
Properties under development
Prepaid land lease payments
Intangible assets
Inventories
Other receivables
Goodwill
Cash and cash equivalents
Trade and other payables
Current income tax liabilities
Bank borrowings and other loans
Deferred tax liabilities
Shareholders' loan
Other loans
Minority interest

Goodwill on acquisition
Minority interest

Satisfied by:
Cash consideration
Shareholders' loan

44. 綜合現金流量表附註(續)

(b) 收購附屬公司

所收購資產淨值
物業、機器及設備
在建工程
發展中物業
預付土地租賃款
無形資產
存貨
其他應收款
商譽
現金及現金等價物
應付賬款及其他應付款
即期所得稅負債
銀行借款及其他貸款
遞延稅項負債
股東貸款
其他貸款
少數股東權益

收購產生之商譽
少數股東權益

以下列方式支付：
現金代價
股東貸款

2008
二零零八年
HK\$ Million
百萬港元

280.0
142.3
33.3
2,909.8
29.8
3.2
10.1
140.3
634.0
(105.0)
(1.4)
(415.5)
(408.7)
(1,078.7)
(625.9)
(64.1)

1,483.5
262.9
(455.0)

1,291.4

2,370.1
(1,078.7)

1,291.4

(c) Analysis of net outflow of cash and cash equivalents in respect of acquisition of subsidiaries

(c) 就收購附屬公司之現金及現金等價物流出淨額分析：

Cash consideration
Cash and cash equivalents acquired

現金代價
所收購現金及現金等價物

2008
二零零八年
HK\$ Million
百萬港元

(2,370.1)
634.0

(1,736.1)

(d) Non-cash transactions

The significant non-cash transaction was related to a piece of land held by the Group with net carrying amount of HK\$573.0 million which was swapped in exchange for another piece of land offered by local government authority. Details could be described in the Note 6(a).

(d) 非現金交易

重大非現金交易關於本集團以一幅賬面淨值為573,000,000港元之土地交換另一幅由地方政府機關提供之土地。詳情載於附註6(a)。

45. EVENTS AFTER BALANCE SHEET DATE

- (a) On 15th April 2009, the Company and its non-wholly owned subsidiary, Hong Kong Energy (Holdings) Limited ("HKE"), each of them proposed to make a bonus issue of warrants to their respective shareholders on the basis of 1 bonus warrant for every 10 shares held. Their respective subscription prices will be determined on 22nd April 2009 at a discount to the average closing price of their respective shares for the 5 consecutive trading days (up to and including 22nd April 2009).

There are no significant financial effects to the Company and HKE upon the grant of such bonus warrants.

- (b) On 15th April 2009, the Company proposed to reduce certain amount in its share premium account and transfer the reduced amount to the credit of its contributed surplus account for distribution to its shareholders on the basis of one HKE bonus warrant for every approximately 144 Company's shares held, which will be satisfied wholly by way of distribution in specie of the bonus warrants to be issued by HKE to be held by the Company. The proposed reduction of certain amount in its share premium account and the distribution will be subject to the approval of the shareholders at the special general meeting of the Company to be convened.

There is no significant financial impact to the Company arising from the distribution.

46. COMPARATIVE FIGURES

Certain comparative figures as set out in the consolidated financial statements and the related notes thereto have been reclassified to conform with the current year's presentations which was changed largely due to the adoption of new accounting standards.

45. 結算日後事項

- (a) 於二零零九年四月十五日，本公司及其非全資附屬公司香港新能源(控股)有限公司各自建議，向其各自之股東發行紅利認股權證，基準為每持有10股股份獲發1份紅利認股權證。認購價將於二零零九年四月二十二日按其各自之股份截至二零零九年四月二十二日(包括該日)止連續5個交易日平均收市價之折讓釐定。

授出有關紅利認購權證並無對本公司及香港新能源構成任何重大財務影響。

- (b) 於二零零九年四月十五日，本公司建議削減其股份溢價賬內若干金額，並將削減之金額轉撥至其繳入盈餘賬，以分派予其股東，基準為每持有約144股本公司股份獲發一份香港新能源紅利認股權證，分派將以實物分派方式全數以本公司獲發行之香港新能源紅利認股權證作出。建議削減股份溢價賬內若干金額及分派須待股東於即將召開之本公司股東特別大會上批准後，方可作實。

分派並無對本公司構成重大財務影響。

46. 比較數字

綜合財務報表及有關附註所載若干比較數字已重新分類，以符合本年度因採納新會計準則而大幅變動之呈報方式。

PRINCIPAL SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINTLY CONTROLLED ENTITIES

主要附屬公司、聯營公司及合營公司

Listed below are the principal subsidiaries, associated companies and jointly controlled entities which, in the opinion of the directors, principally affect the result and/or net assets of the Group.

下表載列董事認為對本集團業績及／或資產淨值有重大影響之主要附屬公司、聯營公司及合營公司詳情。

1. PRINCIPAL SUBSIDIARIES

1. 主要附屬公司

Name	Place of incorporation/ operation and kind of legal entity 註冊成立／ 經營地點及 法律實體類型	Principal activities	Issued share capital/ Paid up registered capital 已發行股本／ 實付註冊資本	Percentage of equity/ Paid up registered capital held 所持權益／ 實付註冊資本 百分比
(a) Investment holding 投資控股				
China Galaxy Holdings Limited* ⁺⁺ 中剛集團有限公司* ⁺⁺	Hong Kong 香港	Investment holding 投資控股	HK\$1 1港元	100%
China Harvest Holdings Limited ^{+Δ} 中行集團有限公司 ^{+Δ}	Hong Kong/PRC 香港／中國	Investment holding 投資控股	HK\$1,000,000 1,000,000港元	75% **
Dorboy Investment Limited ⁺ 禧發投資有限公司 ⁺	Hong Kong/PRC 香港／中國	Investment holding 投資控股	HK\$1,000 1,000港元	80%
Eden Investment Group Limited ^{+#} 伊甸投資集團有限公司 ^{+#}	British Virgin Islands/PRC 英屬處女群島／中國	Investment holding 投資控股	US\$1 1美元	100%
HKC (China) Management Company Limited ^{#Δ□} 香港建設(中國)管理有限公司 ^{#Δ}	PRC Wholly foreign-owned enterprise 中國 外商獨資企業	Provision of management services in the PRC 於中國提供管理服務	US\$4,000,000 4,000,000美元	100%
HKC Guilin Expressway Company Limited ⁺ 香港建設桂林高速公路有限公司 ⁺	Hong Kong/PRC 香港／中國	Investment holding 投資控股	HK\$1 1港元	100%
HKC Infrastructure (Holdings) Limited (formerly known as Hong Kong Infrastructure Limited) ^{+#} 香港建設基礎設施(控股) 有限公司(前稱香港基建 有限公司) ^{+#}	British Virgin Islands/PRC 英屬處女群島／中國	Investment holding 投資控股	US\$1 1美元	100%

1. PRINCIPAL SUBSIDIARIES (continued)

1. 主要附屬公司(續)

Name	Place of incorporation/ operation and kind of legal entity 註冊成立/ 經營地點及 法律實體類型	Principal activities	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本	Percentage of equity/ Paid up registered capital held 所持權益/ 實付註冊資本 百分比
名稱		主要業務		
(a) Investment holding (continued) 投資控股(續)				
HKC (Nanxun) Holdings Limited ⁺ 香港建設(南潯)建材城控股 有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$2 2港元	100%
HKC Property Investments (China) Limited ^{+#} 香港建設物業投資(中國) 有限公司 ^{+#}	British Virgin Islands/PRC 英屬處女群島/中國	Investment holding 投資控股	US\$1 1美元	100%
HKC Qingdao Investments Limited ⁺ 香港建設青島投資有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$1 1港元	100%
HKC Shenyang Heping Investments Limited ⁺ 香港建設瀋陽和平投資 有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$1 1港元	100%
HKC Shenyang Hunan Investments Limited ⁺ 香港建設瀋陽渾南投資 有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$1 1港元	100%
HKC (Yangpu) Water Supply Limited ⁺ 香港建設(洋浦)供水有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$10,000 10,000港元	100%
HKE (Chongqing) Holdings Limited ^{+#}	British Virgin Islands/PRC 英屬處女群島/中國	Investment holding 投資控股	US\$1 1美元	100%
HKE (Danjinghe) Wind Power Limited ⁺ 香港新能源(單晶河)風能有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$1 1港元	100%

PRINCIPAL SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINTLY CONTROLLED ENTITIES

主要附屬公司、聯營公司及合營公司

1. PRINCIPAL SUBSIDIARIES (continued)

1. 主要附屬公司(續)

Name	Place of incorporation/ operation and kind of legal entity 註冊成立/ 經營地點及 法律實體類型	Principal activities	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本	Percentage of equity/ Paid up registered capital held 所持權益/ 實付註冊資本 百分比
名稱		主要業務		
(a) Investment holding (continued) 投資控股(續)				
Hong Kong Construction (Interior Contracting) Limited ⁺ 香港建設(裝修工程)有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$10,000 10,000港元	100%
Hong Kong Construction Tianjin Tuan Po Hu Investment Limited ⁺ 香港建設天津團泊湖投資有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$1 1港元	100%
Hong Kong Energy (Holdings) Limited ^{+ΔΘ} 香港新能源(控股)有限公司 ^{+ΔΘ}	Cayman Islands/Hong Kong 開曼群島/香港	Investment holding 投資控股	HK\$7,635,347.55 7,635,347.55港元	74.99%
Hong Kong Energy (Holdings) Limited ^{+#} 香港新能源(控股)有限公司 ^{+#}	British Virgin Islands/PRC 英屬處女群島/中國	Investment holding 投資控股	US\$1 1美元	100%
Hong Kong New Energy (Si Zi Wang Qi) Wind Power Limited ⁺ 香港新能源(四子王旗)風能 有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$2 2港元	100%
Hong Kong New Energy (Si Zi Wang Qi II) Wind Power Limited ^{+Δ} 香港新能源(四子王旗二期)風能 有限公司 ^{+Δ}	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$1,000 1,000港元	74.99%
Ivy Garden Investments Limited ^{+#}	British Virgin Islands/PRC 英屬處女群島/中國	Investment holding 投資控股	US\$1 1美元	100%
Karborny Investment Limited ⁺	Hong Kong/ PRC 香港/中國	Investment holding 投資控股	HK\$10,000,000 10,000,000港元	100%

1. PRINCIPAL SUBSIDIARIES (continued)

1. 主要附屬公司(續)

Name	Place of incorporation/ operation and kind of legal entity 註冊成立/ 經營地點及 法律實體類型	Principal activities	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本	Percentage of equity/ Paid up registered capital held 所持權益/ 實付註冊資本 百分比
(a) Investment holding (continued) 投資控股(續)				
Noble Quest Enterprises Limited ^{Δ#}	British Virgin Islands/ Hong Kong 英屬處女群島/香港	Investment holding 投資控股	US\$1 1美元	100%
Sinoriver International Limited ^{Δ#} 中川國際有限公司 ^{Δ#}	British Virgin Islands/ PRC 英屬處女群島/中國	Investment holding 投資控股	US\$1 1美元	100%
The Legation Quarter Limited ^Δ 四合投資經營管理有限公司 ^Δ	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$82,105,263 82,105,263港元	70.9%
(b) Property investment 物業投資				
Hong Kong Construction (China) Engineering Company Limited ^{Δ#} 香港建設(中國)工程有限公司 ^{Δ#}	PRC Wholly foreign-owned enterprise 中國 外商獨資企業	Investment in apartments and shopping mall of South Ocean Centre, Shenzhen, the PRC 投資中國深圳南海中心的 住宅單位及商場	US\$85,500,000 85,500,000美元	100%
Karbony Real Estate Development (Shenzhen) Company Limited ^{Δ#} 祈福房地產開發(深圳)有限公司 ^{Δ#}	PRC Wholly foreign-owned enterprise 中國 外商獨資企業	Investment in offices, apartments and shopping mall of Shun Hing Square, Shenzhen, the PRC 投資中國深圳信興廣場的 辦公室、住宅單位及商場	US\$155,000,000 155,000,000美元	100%
Lipmar Hero Limited ^Δ	Hong Kong/ PRC 香港/中國	Investment in the parcel of land in Jiangmen 投資江門一幅土地	HK\$10,000 10,000港元	89.5%

PRINCIPAL SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINTLY CONTROLLED ENTITIES

主要附屬公司、聯營公司及合營公司

1. PRINCIPAL SUBSIDIARIES (continued)

1. 主要附屬公司(續)

Name	Place of incorporation/ operation and kind of legal entity 註冊成立/ 經營地點及 法律實體類型	Principal activities	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本	Percentage of equity/ Paid up registered capital held 所持權益/ 實付註冊資本 百分比
(b) Property investment (continued) 物業投資(續)				
Shenzhen Jing-Guang Development Company Limited ^{+#□} 深圳京廣發展有限公司 ^{+#}	PRC Wholly foreign-owned enterprise 中國 外商獨資企業	Investment in offices, apartments and shopping mall of Jing Guang Centre, Shenzhen, the PRC 投資中國深圳京廣中心 的辦公室、住宅單位 及商場	HK\$230,000,000 230,000,000港元	80%
Sky Universe Limited [#]	British Virgin Islands/ Hong Kong 英屬處女群島/香港	Property holding of 9/F., Tower 1 South Seas Centre, Tsimshatsui, Kowloon, Hong Kong 持有位於香港九龍尖沙咀南洋中心 1期9樓之物業	US\$1 1美元	100%
Sweet World Limited ⁺ 欣喜有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment in apartment of President Mansion, Shanghai, the PRC 投資中國上海總統公寓的 住宅單位	HK\$100 100港元	100%
Toplan Company Limited ⁺ 泰鵬有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment in apartment of South Ocean Centre, Shenzhen, the PRC 投資中國深圳南海中心的 住宅單位	HK\$3 3港元	100%
東江米巷花園(北京)餐飲有限公司 ^{+#△}	PRC Wholly foreign-owned enterprise 中國 外商獨資企業	Investment in property for restaurants and retails in Beijing, the PRC 投資中國北京物業作餐廳及零售	US\$10,660,000 10,660,000美元	70.9%

1. PRINCIPAL SUBSIDIARIES (continued)

1. 主要附屬公司(續)

Name	Place of incorporation/ operation and kind of legal entity 註冊成立/ 經營地點及 法律實體類型	Principal activities	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本	Percentage of equity/ Paid up registered capital held 所持權益/ 實付註冊資本 百分比
(c) Property development 物業發展(續)				
Huzhou Nanxun International Building Market Center Company Limited ^{+#□} 湖州南潯國際建材城有限公司 ^{+#}	PRC Wholly foreign-owned enterprise 中國 外商獨資企業	Development and operation of a building market centre in Huzhou, the PRC 於中國湖州發展及營運建材 市場中心	US\$48,000,000 48,000,000美元	100%
Shanghai Guangtian Real Estate Development Company Limited ^{+#△□} 上海廣田房地產開發有限公司 ^{+#△}	PRC Limited liability company 中國 有限責任公司	Real estate development in Hongkou District in Shanghai, the PRC 於中國上海市虹口區開發房地產	RMB900,000,000 人民幣900,000,000元	60%
Tianjin Jingang Real Estate Investment Company Limited ^{+#□} 天津市金港置業投資有限公司 ^{+#}	PRC Limited liability company 中國 有限責任公司	Real estate development in Nankai District in Tianjin, the PRC 於中國天津市南開區開發房地產	RMB500,000,000 人民幣500,000,000元	75% **
Tianjin Renai Properties Development Company Limited ^{+#} 天津市仁愛置業發展有限公司 ^{+#}	PRC Wholly foreign-owned enterprise 中國 外商獨資企業	Real estate development in Tuanbo Lake of Jinhai County in Tianjin, the PRC 於中國天津市靜海縣團泊湖 開發房地產	HK\$304,200,000 304,200,000港元	100%
Tianjin Ruigang Enterprise Management Company Limited ^{+#} 天津市瑞港企業管理有限公司 ^{+#}	PRC Wholly foreign-owned enterprise 中國 外商獨資企業	Real estate development in Tianjin, the PRC 於中國天津開發房地產	HK\$529,000,000 529,000,000港元	100%
香鑫置業(瀋陽)有限公司 ^{+#}	PRC Wholly foreign-owned enterprise 中國 外商獨資企業	Real estate development at Nanjing North Road in Heping District in Shenyang, the PRC 於中國瀋陽市和平區南京北路 開發房地產	HK\$500,000,000 500,000,000港元	100%

PRINCIPAL SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINTLY CONTROLLED ENTITIES

主要附屬公司、聯營公司及合營公司

1. PRINCIPAL SUBSIDIARIES (continued)

1. 主要附屬公司(續)

Name	Place of incorporation/ operation and kind of legal entity 註冊成立/ 經營地點及 法律實體類型	Principal activities	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本	Percentage of equity/ Paid up registered capital held 所持權益/ 實付註冊資本 百分比
(c) Property development (continued) 物業發展(續)				
鑫港置業(瀋陽)有限公司 ⁺⁺	PRC Wholly foreign-owned enterprise 中國 外商獨資企業	Real estate development at Ningbo Road in Heping District in Shenyang, the PRC 於中國瀋陽市和平區寧波路 開發房地產	HK\$928,000,000 928,000,000港元	100%
香港建設(青島)置業有限公司 ⁺⁺	PRC Wholly foreign-owned enterprise 中國 外商獨資企業	Real estate development in Qingdao, the PRC 於中國青島開發房地產	RMB200,000,000 人民幣200,000,000元	100%
(d) Infrastructure and alternative energy 基建及替代能源				
Asia Wind Power (Mudanjiang) Company Limited ^{++□} 亞洲風力發電(牡丹江)有限公司 ⁺⁺	PRC Sino-foreign equity joint venture 中國 中外合資企業	Construction and operation of a 30 megawatts wind-powered electricity generating station in Heilongjiang, the PRC 於中國黑龍江省建造及營運 一個發電量達30,000千瓦特 之風力發電廠	HK\$100,000,000 100,000,000港元	86%
Chongqing Huanqiu Petrochemical Company Limited ^{++△□} 重慶環球石化有限公司 ^{++△}	PRC Limited liability company 中國 有限責任公司	Investment in ethanol energy business in Chongqing, the PRC 於中國重慶投資乙醇能源業務	RMB180,470,000 人民幣180,470,000元	70.65%
HKC (Guilin) Expressway Company Limited ^{++□} 桂林港建高速公路有限公司 ⁺⁺	PRC Wholly foreign-owned enterprise 中國 外商獨資企業	Construction and operation of a toll road in Guilin, the PRC on a Build-Operate- Transfer contract 根據建造—經營—轉移 合同書建造及營運 中國桂林市收費公路	RMB543,900,000 人民幣543,900,000元	100%

1. PRINCIPAL SUBSIDIARIES (continued)

1. 主要附屬公司(續)

Name	Place of incorporation/ operation and kind of legal entity 註冊成立/ 經營地點及 法律實體類型	Principal activities	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本	Percentage of equity/ Paid up registered capital held 所持權益/ 實付註冊資本 百分比
(d) Infrastructure and alternative energy (continued) 基建及替代能源(續)				
Hong Kong Wind Power (Muling) Company Limited ^{+#} 香港風力發電(穆棱)有限公司 ^{+#}	PRC Sino-foreign equity joint venture 中國 中外合資企業	Construction and operation of a 30 megawatts wind-powered electricity generating station in Heilongjiang, the PRC 於中國黑龍江省建造及營運 一個發電量達30,000千瓦特 之風力發電廠	HK\$150,100,000 150,100,000港元	86.6%
Yangpu Water Supply Company Limited ^{+#} 洋浦供水有限責任公司 ^{+#}	PRC Sino-foreign equity joint venture 中國 中外合資企業	Operation and maintenance of raw water supply facilities and water supply services in Yangpu Economic Development Zone 於洋浦經濟開發區營運及 保養原水供應設施以及 供水服務	RMB181,285,714 人民幣181,285,714元	65%
港建新能源四子王旗風能有限公司 ^{+#}	PRC Sino-foreign equity joint venture 中國 中外合資企業	Construction and operation of a 49.5 megawatts wind-powered electricity generating station in Inner Mongolia, the PRC 於中國內蒙古建造及營運發電量 達49,500千瓦特之風力發電廠	RMB166,480,000 人民幣166,480,000元	100%
港能新能源四子王旗風能有限公司 ^{+#△}	PRC Sino-foreign equity joint venture 中國 中外合資企業	Construction and operation of a 49.5 megawatts wind-powered electricity generating station in Inner Mongolia, the PRC 於中國內蒙古建造及營運發電量 達49,500千瓦特之風力發電廠	RMB8,824,056 人民幣8,824,056元	74.99%

PRINCIPAL SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINTLY CONTROLLED ENTITIES

主要附屬公司、聯營公司及合營公司

1. PRINCIPAL SUBSIDIARIES (continued)

1. 主要附屬公司(續)

Name	Place of incorporation/ operation and kind of legal entity 註冊成立/ 經營地點及 法律實體類型	Principal activities	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本	Percentage of equity/ Paid up registered capital held 所持權益/ 實付註冊資本 百分比
(e) Construction/property services 建築／物業服務				
Hong Kong Construction (Hong Kong) Limited 香港建設(香港)工程有限公司	Hong Kong 香港	Provision of construction service 提供建設服務	HK\$150,000,000 150,000,000港元	100%
Hong Kong Construction (China) Engineering Company Limited*# 香港建設(中國)工程有限公司*#	PRC Wholly foreign-owned enterprise 中國 外商獨資企業	Provision of construction service 提供建設服務	US\$85,500,000 85,500,000美元	100%
Shenzhen Kumagai Property Management Company Limited*# 深圳熊谷物業管理有限公司*#	PRC Sino-foreign equity joint venture 中國 中外合資企業	Provision of property management service 提供物業管理服務	HK\$60,000,000 60,000,000港元	100%

2. PRINCIPAL ASSOCIATED COMPANIES

2. 主要聯營公司

Name 名稱	Issued share capital/ registered capital 已發行股本／ 註冊資本	Place of incorporation/ operation 註冊成立／ 經營地點	Group's equity interest 本集團之 股本權益
(a) Property 物業			
Hong Kong Construction SMC Development Limited ⁺⁺ 香港建設蜆殼發展有限公司 ⁺⁺	HK\$10,000,000 10,000,000港元	Hong Kong/PRC 香港／中國	40%
Hong Kong Construction (Investment) Limited ⁺⁺ 香港建設（置業）有限公司 ⁺⁺	HK\$10,000 10,000港元	Hong Kong 香港	20%
(b) Hotel management and operation 酒店管理及運作			
Hong Kong Construction Kam Lung Limited ⁺⁺	HK\$100,000 100,000港元	Hong Kong/PRC 香港／中國	45%
(c) Alternative energy 替代能源			
CECIC HKC (Gansu) Wind Power Company Limited ^{++△□} 中節能港建(甘肅)風力發電有限公司 ^{++△}	RMB189,317,900 人民幣189,317,900元	PRC 中國	40%
CECIC HKC Wind Power Company Limited ^{++□} 中節能港建風力發電(張北)有限公司 ⁺⁺	RMB545,640,000 人民幣545,640,000元	PRC 中國	40%
Linyi National Environmental New Energy Company Limited ⁺⁺ 臨沂中環新能源有限公司 ⁺⁺	RMB100,000,000 人民幣100,000,000元	PRC 中國	40%

PRINCIPAL SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINTLY CONTROLLED ENTITIES

主要附屬公司、聯營公司及合營公司

3. PRINCIPAL JOINTLY CONTROLLED ENTITIES

3. 主要合營公司

Name	Form of business structure/ Kind of legal entity 業務架構形式／ 法律實體類型	Place of establishment/ operation 成立／經營地點	Group's equity interest 本集團之股本權益
名稱			

Property development

物業發展

Shanghai Jingang North Bund Real Estate Company Limited ^{++□} 上海金港北外灘置業有限公司 ⁺⁺	Sino-foreign equity joint venture 中外合資企業	PRC 中國	25%
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Notes:

附註：

□ Unofficial English transliterations or translations for identification purposes only

□ 非正式英文字譯或翻譯，僅供識別

+ Interest held by subsidiaries

+ 權益由附屬公司持有

Not audited by PricewaterhouseCoopers

並非由羅兵咸永道會計師事務所審核

△ Newly set up or acquired in 2008

△ 於二零零八年新成立或收購

⊖ Hong Kong Energy (Holdings) Limited is listed on the SEHK of which the stock code is 987.

⊖ 香港新能源(控股)有限公司於聯交所上市，股份代號為987。

* On 3rd April 2009, the Group disposed of its entire shareholding in China Galaxy Holdings Limited to an independent third party. The management opined that the disposal will not cause any potential benefits or liabilities to the Group.

* 於二零零九年四月三日，本集團向獨立第三方出售其於中剛集團有限公司之全部股份。管理層認為，此次出售不會為本集團帶來任何潛在利益或負債。

** The companies are considered as wholly-owned subsidiaries of the Group from the accounting perspective, as the 25% shareholders of such companies are not entitled to receive any future dividends and sharing of residual interest.

** 由於該等公司之25%股東無權收取任何未來股息及應佔剩餘價值，故就會計角度而言，該等公司被視為本集團之全資附屬公司。

FIVE-YEAR FINANCIAL SUMMARY

五年財務資料概要

		2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元	2006 二零零六年 HK\$ Million 百萬港元	2005 二零零五年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元
Consolidated income statement	綜合損益表					
Revenues	收益	295	706	396	248	1,007
(Loss)/profit before income tax	所得稅前(虧損)/溢利	(2,921)	945	574	340	259
Income tax credit/(expense)	所得稅抵免/(支出)	111	(95)	4	20	(5)
(Loss)/profit for the year	本年度(虧損)/溢利	(2,810)	850	578	360	254
Minority interests	少數股東權益	164	(15)	1	8	–
(Loss)/profit attributable to equity holders of the Company	本公司股東權益持有人應佔(虧損)/溢利	(2,646)	835	579	368	254
Dividends	股息	122	827	419	116	–
Consolidated balance sheet	綜合資產負債表					
Net current assets/(liabilities)	流動資產/(負債)淨額	1,833	5,938	787	137	(264)
Non-current assets	非流動資產	14,022	10,450	5,177	3,344	2,657
Non-current liabilities	非流動負債	(4,273)	(3,003)	(2,124)	(1,359)	(796)
Net assets including minority interests	資產淨額(包括少數股東權益)	11,582	13,385	3,840	2,122	1,597
Share capital	股本	83	82	37	23	1,948
Reserves	儲備	10,756	13,313	3,867	2,071	(241)
Minority interests	少數股東權益	743	(10)	(64)	28	(110)
Total equity	權益總額	11,582	13,385	3,840	2,122	1,597
		2008 二零零八年 HK\$ 港元	2007 二零零七年 HK\$ 港元	2006 二零零六年 HK\$ 港元	2005 二零零五年 HK\$ 港元	2004 二零零四年 HK\$ 港元
(Loss)/earnings per share	每股(虧損)/盈利					
– basic	– 基本	(0.33)	0.16	0.22	0.16	0.13
– diluted	– 攤薄	(0.33)	0.16	0.22	0.16	0.13
Dividend per share	每股股息					
– attributable to the year	– 年度應佔	–	0.135	0.11	0.05	–
Return on total equity	權益總額回報率	(24.3%)	6.4%	15.1%	16.9%	15.9%

Notes:

附註：

- Return on total equity represents the current year's profit/loss for the year expressed as a percentage of the closing total equity for the year concerned.
- The comparative figures of the results of the Group for the year ended 31st December 2004 and the assets and liabilities of the Group as at 31st December 2004 have been restated as a result of the adoption of Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants.

- 股東權益總額回報率為本年度溢利/虧損於有關年度年終股東權益總額之百分比。
- 由於採納香港會計師公會頒佈的香港財務報告準則、香港會計準則及詮釋，本集團截至二零零四年十二月三十一日止年度的業績以及於二零零四年十二月三十一日的資產及負債的比較數字已重列。

SCHEDULE OF PRINCIPAL PROPERTIES (as at the date of the annual report)

主要物業一覽表(於本年報日期)

INVESTMENT PROPERTIES 投資物業

Location 地點	Existing use 目前用途	Term of lease 租賃期
The shopping mall, all car parking spaces and various apartment units South Ocean Centre Dongmen Road Central, Shenzhen, the PRC 購物商場、所有停車場 及多個住宅單位 中國深圳 東門中路 南海中心	Commercial/Residential 商業／住宅	Medium 中期
The shopping mall, all car parking spaces, various apartment units and 1/F, 2/F, 42/F, 52/F and 58/F offices Shun Hing Square, Di Wang Commercial Centre No. 5002 Shennan Road East, Luohu, Shenzhen, the PRC 購物商場、所有停車場、 多個住宅單位及 1樓、2樓、42樓、 52樓及58樓辦公室 中國深圳羅湖 深南東路5002號 信興廣場地王商業中心	Commercial/Residential 商業／住宅	Medium 中期
The shopping mall, all car parking spaces, various apartment units and offices Jingguang Centre Yanhe Road North, Luohu, Shenzhen, the PRC 購物商場、所有停車場、 多個住宅單位及辦公室 中國深圳羅湖 沿河北路 京廣中心	Commercial/Residential 商業／住宅	Medium 中期
Various units for restaurants and retails No. 23 Qianmen Dong Dajie Dongcheng Beijing, the PRC 多個作為餐廳及零售的單位 中國北京市 東城區前門東大街23號	Commercial 商業	Medium 中期

PROPERTIES UNDER DEVELOPMENT

發展中物業

	Location	Intended use	Shareholding	Site area (sq.m.)	GFA (sq.m.)	Attributable GFA (sq.m.)
	地點	擬定用途	股權百分比	地盤面積 (平方米)	樓面總面積 (平方米)	應佔樓面 總面積 (平方米)
1	A parcel of land located in the north side of the International Passenger Transportation Terminal of Hongkou District, Shanghai 位於上海市虹口區國際客運中心北側之一幅土地	Office, hotel and retail 辦公室、酒店及零售	25%	56,670.0	250,000.0	62,500.0
2	A parcel of land located at No.4 Sichuan North Road, Hongkou District, Shanghai 位於上海市虹口區四川北路4號之一幅土地	Office and commercial 辦公室及商業	60%	26,820.0	164,420.0	98,652.0
3	A parcel of land along the eastern shore of Tuanbo Lake, Jinhai County, Tianjin 位於天津市靜海縣團泊湖內東部沿岸一幅土地	Residential 住宅	100%	804,000.0	836,938.0	836,938.0
4	A parcel of land located south of Hongqi South Road, Nankai District, Tianjin 位於天津市南開區紅旗南路南側之一幅土地	Residential 住宅	75%	77,961.0	150,000.0	112,500.0
5	A parcel of land located at Ningpo Road, Heping District, Shenyang 位於瀋陽市和平區寧波路之一幅土地	Residential and retail 住宅及零售	100%	67,786.0	270,800.0	270,800.0
6	A parcel of land located at Nanjing North Road, Heping District, Shenyang 位於瀋陽市和平區南京北路之一幅土地	Office and commercial 辦公室及商業	100%	7,105.0	92,000.0	92,000.0

SCHEDULE OF PRINCIPAL PROPERTIES (as at the date of the annual report)

主要物業一覽表(於本年報日期)

PROPERTIES UNDER DEVELOPMENT (continued)

發展中物業(續)

	Location	Intended use	Shareholding	Site area (sq.m.)	GFA (sq.m.)	Attributable GFA (sq.m.)
	地點	擬定用途	股權百分比	地盤面積 (平方米)	樓面總面積 (平方米)	應佔樓面 總面積 (平方米)
7	A parcel of land located at Nanxun Economic Development District, Huzhou City, Zhejiang Province# 位於浙江省湖州市南潯經濟開發區之一幅土地#	Mix-use complex 綜合用途	100%	270,628.0	400,000.0	400,000.0
8	A parcel of land located at north of Hong Kong-Macau Pier, Jiangmen, Guangdong Province 位於廣東省江門市港澳碼頭北側之一幅土地	Residential and commercial 住宅及商業	89.5%	101,343.3	202,686.6	181,404.5
						2,054,794.5

The Nanxun project is expected to complete in the first half of this year. Preleasing and presales have already begun.

南潯項目預期將於本年度上半年完成，目前已開始預租及預售。

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