



SYMPHONY



2009

ANNUAL REPORT 周年報告

SYMPHONY HOLDINGS LIMITED 新豐集團有限公司

STOCK CODE 股份代號 01223



RETAIL



BRANDS



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MANUFACTURE

Chairman's Statement 主席報告

I am pleased to present the annual results of the Company for the year ended 31 December 2009.

FINANCIAL RESULTS

Continuing the profitability reported in the first half of 2009, Symphony Holdings Limited ("Symphony" or "Company", together with its subsidiaries, "Group") recorded a 23.2% increase in gross profit to HKD347,069,000 for the whole year ended 31 December 2009, notwithstanding a decline of 13.0% in turnover compared to last year. The appreciable increase in gross profit was predominantly due to the effective cost control programs adopted and strategic allocation of resources by the Group during the year.

BRANDING

2009 was still a cultivating year for the branding business of the Group. As a result of the prolonged world recession, the recovery of economy was at slow pace. In United States, the persistent high unemployment rate undermined the domestic consumption and affected the retail industry. While in the East, the retail market was slowed down. Nevertheless, the Group was strengthening its branding business.

The results of Pony and Hagggar were improving. During the year, we continued to implement a comprehensive restructuring in Pony. At the same time, we expanded the Pony licensee portfolio to include certain European and American conglomerates that the Group believed they will be positively pushing forward the Pony brand globally. Amongst, the Argentina licensee performed outstandingly and quadrupled its minimum royalty payable during the year. Another strategy for Pony is to diversify into Direct-to-Retail business. The management believes that the DTR model will benefit Pony by maintaining its existing global licensee relationship with minimum sales support. In 2010, Pony will continue to look for seasoned licensees in order to expand its global network. Meantime, it will strategically focus on re-launching its heritage line of footwear and develop fashionable products to meet the market trend and needs. On the other hand, Pony has successfully broadened its recognition in PRC in 2009. The turnover of Pony China for the year tripled while the number of points-of-sale increased to 89 spreading across the country. Owing to initial expansion of Pony in China, it is foreseen that certain set up cost will be incurred and the Group is cautious in monitoring its expenditure with the aim of achieving profit maximisation.

本人欣然呈報本公司截至2009年12月31日止年度業績。

財務業績

持續2009年上半年的盈利，新豐集團有限公司（「新豐」或「本公司」，連同其附屬公司統稱「本集團」）於截至2009年12月31日止全年錄得毛利上升23.2%至347,069,000港元，儘管相對去年營業額下調13.0%。毛利上升主要有賴本集團於年內實行有效的成本監控措施並策略性地分配資源。

品牌建立

2009年仍為本集團品牌建立業務的耕耘期。由於持久的經濟衰退，令經濟復甦步伐緩慢。於美國，失業率持續高企削弱本土消費，並直接影響零售業；至於亞洲國家，零售業發展亦放緩。雖然如此，本集團仍成功鞏固其品牌建立業務。

Pony及Hagggar的業績已逐步改善。年內，我們繼續為Pony進行全面的內部改革重組。與此同時，我們持續擴大Pony的商標許可使用商組合，當中包括若干本集團認為可正面提升Pony國際品牌地位的歐洲及美國企業集團。其中，以阿根廷的商標許可使用商表現最為突出，年內，其所應繳納的專利權金為最低須繳付專利權金額的4倍。Pony的另一項策略是擴展直接零售伙伴業務。管理層相信，該模式在保留其現有的環球商標許可使用商的同时，只需為伙伴提供最低限度的銷售支援，故Pony將可得益。於2010年，Pony會繼續尋找經驗豐富的商標許可使用商以擴大其環球網絡，同時，亦會策略性地集中重新發行其經典鞋履系列及時尚產品，以迎合市場趨勢和需求。除此以外，Pony已於2009年成功擴大其在中國的認受性。年內，Pony中國的銷售點增加3倍至89間，遍及全中國。由於Pony在中國的發展仍屬起步階段，預期將會涉及若干開設成本，本集團會謹慎監管其開支，從而達至最高利潤點。

Haggar forged its path during the year. By implementing stringent cost control policy, the efficiency at Haggar was improved. Moreover, Haggar has employed a seasoned marketing specialist to formulate an effective marketing strategy. It is expected that the EBITA of Haggar will further strengthen in 2010.

Being the licensee, distributor and/or franchisee for Speedo, Berghaus, Helly Hansen and Mango in China, the Group engaged in many important endeavours to encourage and improve the operations of the brands. Despite the fact that the PRC retail market, especially the sporting goods sector, was slowed down in 2009 weathering the global economic downturn, the Group maintained a steady growth in the branding business. During the year, sales of Speedo increased by 117%, adding 21 points-of-sale with most of them operated by franchisees. This strategy enabled the Group to increase its market share by appointing experienced franchisees and simultaneously reducing the management cost of the brand. In 2010, Speedo targets to sign up 66 franchised points-of-sale in second tier cities. Following the official launch of Berghaus at the British Embassy in Beijing last June, we have opened 9 Berghaus points-of-sale in strategic first tier city locations in China during the year. Berghaus plans to further open 20 directly managed and franchised points-of-sale in China in 2010. During the year, the turnover of Mango grew significantly and there are plans to open up to 5 Mango stores at high-traffic locations in selected key cities. The first Helly Hansen store will be opened at a prime Beijing location in April 2010, followed by approximately 10 more stores at strategic locations by the end of the year.

Having said that, the increase in raw material cost, the decline in selling price and the intensified promotional activities had impacted the profit margin in the industry. We remain cautiously optimistic about the growth of the PRC retail market given that the Group's competitive advantage of a basket of valuable brands.

RETAILING

JFT is a joint venture between the Company and Toyota Tsusho Corporation, a member of the renowned Japanese conglomerate, Toyota Motor Corporation, for the retailing and marketing of apparels, footwear and accessories originating from Japan, Europe and the United States. Following the grand opening in the busy shoppers-frequented Causeway Bay of its first flagship store in August last year, the second JFT store landed in Tsimshatsui, a highly concentrated tourist area in Hong Kong. JFT's current portfolio covers over 100 brands and includes Japanese top golf fashion

年內，Haggar致力建立其軌道。透過實施嚴謹的成本監控政策，Haggar的效益已獲提升。此外，Haggar已聘請富經驗的市場營運專家為其制定有效的市場策略。預期於2010年，Haggar的除利息、稅項及攤銷前盈利將會進一步增強。

作為速比濤、貝豪斯、Helly Hansen及芒果於中國的商標使用商、分銷商及／或特許經營商，本集團致力促進及改善該等品牌之營運。儘管於2009年，中國零售市場（尤其是運動用品方面）受環球經濟下滑所影響而放緩，本集團的中國品牌建立業務仍維持穩步增長。年內，速比濤的銷售額上升117%，並增加21個銷售點，大部份由特許經營商經營。此項策略可藉由委任富經驗的特許經營商而令本集團增加市場佔有率，同時，亦可減低品牌管理成本。於2010年，速比濤計劃於二線城市新簽訂66個特許經營銷售點。隨著去年六月於北京英國大使館舉行的正式發布登陸會，我們已於年內在國內一線城市開立9個貝豪斯銷售點。於2010年，貝豪斯亦計劃在中國進一步開設20個直接經營店及特許經營店。年內，芒果的營業額顯著增長，並有計劃會於主要指定城市的高人流地點另外開設約5間芒果店舖。Helly Hansen首間店舖將會於2010年4月在北京優越地點開幕，及至年底，預算會於策略性地點開設十數間Helly Hansen商店。

如前所述，原材料價格上升、零售價格下降及推廣活動加劇均影響業界毛利。有見本集團持有一籃子保貴品牌的競爭優勢，故我們對中國零售市場增長維持樂觀審慎態度。

零售

JFT為本公司與著名日本企業集團Toyota Motor Corporation的成員公司豐田通商株式會社成立的合營公司，以分銷及零售一些分別來自日本、歐洲及美國的服裝、鞋履及配件品牌。隨著去年8月於最繁忙的購物地區銅鑼灣開設首間旗艦店，JFT第二間分店已登陸另一個旅遊點尖沙咀。現時，JFT的品牌組合包括逾一百個品牌，其中有日本最知名的高爾夫球時尚品牌Heal Creek及Vivia Heart，及國際著

Chairman's Statement 主席報告

brand Heal Creek and Viva Heart, and the internationally renowned Edwin jeans. In March 2010, JFT became the exclusive distributor for Edwin in Hong Kong and Macau. There are plans to open up to 7 additional points-of-sale for Edwin in Hong Kong. On the whole, JFT strives every opportunity to expand its brand portfolio and point-of-sale as its prime strategy to enhance its value.

OUTLET MALL

Grasping the opportunity of blooming domestic consumption in China, the Company has plans to diversify to outlet mall business. During the year, the Company acquired the land use rights in Shenyang, China. The land is located at Hushi Tai Development Zone of Shenbei New District, which is a new administrative zone approved by the State Council as pilot new development in Northeast China. Superbly located adjacent to Puhe Road, the major highway of Shenbei, the Company will develop the land into a mixed-use development of factory outlet mall, entertainment complexes and eco-industrial attractions with an attributable gross floor area of 60,705 square metres, covering the world's premium brands at bargain. We are currently undergoing architectural design and preliminary leasing work. Construction work for the first phase is scheduled to commence in 2010. We believe that the outlet mall will create synergistic value to our brands and further strengthen our branding business.

MANUFACTURING

The footwear manufacturing division maintained satisfactory results despite the challenging business operating environment facing the Group in PRC. During the year, the Group has reorganised its production facilities and adopted a tightened cost control in its manufacturing plants. By relocating its production lines to Vietnam, our footwear manufacturing division benefited from its relatively low labour and transportation cost. Although the turnover of the footwear manufacturing division was slightly impacted by the migration of production facilities this year, the Group is confident that the reorganisation and consolidation will provide a profound interest to the manufacturing division. We expected to pick up the momentum in the years to follow.

名的Edwin牛仔褲。於2010年3月，JFT成為Edwin於香港及澳門的獨家分銷商，並有計劃為Edwin於香港新增設7個銷售點。總括來說，JFT以致力尋找機會拓展其品牌組合及銷售點作為其首要策略，以提高其價值。

購物中心

抓緊中國內需市場蓬勃的契機，本公司有計劃多樣化發展投入購物中心業務。年內，本公司競購得位於中國瀋陽的土地使用權，該土地位於虎石台開發區瀋北新區，為中國國務院批准為中國東北唯一的城市發展新區。位處優越的蒲河大道側（蒲河大道為瀋北的主要高速公路），總建築面積為60,705平方米，本公司會將該土地發展為一名牌特價商品購物中心、娛樂綜合設施及環保工業景點，以銷售世界各地之高級品牌特價商品。目前，我們正進行建築設計及初部招商活動，預期第一期工程將會於2010年展開。我們相信，名牌特價商品購物中心可為我們的品牌創造協同價值，並進一步加強我們的品牌建立業務。

生產製造

儘管面對中國具挑戰性的經營環境，本集團鞋履製造業務仍維持令人滿意的業績。年內，本集團重新整頓其生產設施，並於工廠實行嚴謹的成本控制措施。本集團亦受惠於生產線遷移至越南，享有較低之勞工及運輸成本。雖然鞋履製造業務的營業額受生產線遷移影響而稍為下調，本集團有信心該整頓及鞏固可為製造業務帶來深遠利益。我們預期，隨後數年製造業務將可重拾軌道。

OUTLOOK

The global economic downturn is a proven opportunity for us. As a result of effective cost control and precise expansion, we have achieved and improved efficiency of the Group. During the year, efforts have been made to lower our manufacturing cost margin, focus on our branding efforts, recruit talented personnel to strengthen our team as well as increase our market share strategically.

Although there will unquestionably continue to be uncertainties in the road ahead, we remain cautiously optimistic about the future of the global economic recovery. Despite the pressure on appreciation of Renminbi, weak United States dollars, unstable global political environment, trade protectionism and the credit threat in Europe, the Group continues to implement cautious policies to cope with and manage the mounting risk and cost arising from operations. In future, we aim at taking advantage of our current strengths to explore investment opportunities as well as develop projects that create synergy to our existing investments so as to maximise our shareholders' value. In particular, we are well-positioned in the China retail market, which is a strategic market given its upsurge of internal demands and consumption power. We believe that our branding business, retailing business and the future outlet mall development are well-aligned to benefit from the Chinese governmental policies on encouraging domestic consumption.

Chan Ting Chuen
Chairman

Hong Kong, 26 March 2010

展望

我們看到環球經濟下滑帶來的商機。由於有效的成本控制及精確的業務擴充，我們已實現並提升本集團的效益。於年內，我們致力降低製造業務的邊際成本，集中發展品牌建立業務，招聘有才幹的員工以鞏固我們的團隊，並策略性地拓展我們的市場佔有率。

毫無疑問，儘管不明朗因素仍會持續，我們對環球經濟復甦的前景仍維持樂觀審慎。雖然受壓於人民幣升值、弱美元、環球政局不穩、貿易保護主義及歐洲信貸威脅，本集團會繼續採取審慎政策以應付及管理營運所帶來的風險及成本增加。未來，我們目標尋找我們佔優的投資機會及開拓與現有投資具有協同效益的項目，藉以最大化股東價值。我們在中國零售市場佔有優勢，由於內需及銷費能力的急劇增加，中國零售市場為一重要的策略市場。我們相信我們的品牌建立業務、零售業務及未來的購物中心開發可完全的相互配合，受惠於中國政府的擴大內需政策。

主席
陳庭川

香港 • 2010年3月26日

Operation Review 業績表現

For the year ended 31 December 2009, the turnover of the Group decreased by 13.0% to HKD1,748,907,000, being adversely affected by decrease of orders from relocation of production facilities and soft consumer markets worldwide. Nevertheless, stringent cost control and strategic allocation of resources enabled the Group to return to profitability and thereby recording an increase in gross profit margin to 19.4%. Profit attributable to shareholders was HKD19,008,000. The improvement in efficiency in the branding business contributes to a substantial decrease by 42.3% in operating loss of jointly controlled entities.

The Company acquired the land use rights in Shenyang in 2009 and leased out one of its properties located in Hong Kong. Accordingly, the investment properties increased to HKD331,040,000,

During the year, the efficiency of the Company improved. Trade and other receivables greatly reduced by 52.6%. This was due to effective collection of debts and receivables. Trade and other payables were reduced through improved working relationship with suppliers. The decrease in inventory is attributable to product diversification and therefore reduced in costly raw materials for production.

The Group disposed of certain held-for-trading investment which comprises shares of various listed companies.

MANUFACTURING AND RETAILING BUSINESS MARKET INFORMATION

During the year, sales to the United States of America and Canada comprised 54.4% (2008: 49.6%) and orders to other European countries comprised 28.1% (2008: 31.6%) of the total sales and the remaining 17.5% (2008: 18.8%) was shared between Asia, Africa, Australia, Latin America and the Middle East.

截至2009年12月31日止年度，由於搬遷生產設施而減少訂單及世界零售市場疲弱的影響，本集團營業額下降13.0%至1,748,907,000港元。雖然如此，嚴格的成本監控及策略性的資源調配使本集團轉虧為盈，並錄得毛利率上升至19.4%。股東應佔溢利為19,008,000港元。而品牌建立業務的效益改善，使分佔共同控制實體經營虧損減少42.3%。

本公司於2009年購入瀋陽土地使用權，亦因出租其位於香港的物業，故此，投資物業增加至331,040,000港元。

年內，本集團的效率得到改善，有效回收債務及應收賬款，使貿易及其他應收賬款大幅減少52.6%；另外，由於改進與供應商的工合作關係，使貿易及其他應付賬款減少；而存貨減少則受惠於產品多樣化而減少採用成本高昂的原材料作生產用途。

本集團已出售若干持作買賣投資，當中包括不同上市公司之股份。

製造及零售業務 市場資訊

期內，美國及加拿大的銷售額佔本集團總營業額約54.4% (2008: 49.6%)，其他歐洲國家銷售佔總營業額28.1% (2008: 31.6%)，而營業額其餘的17.5% (2008: 18.8%) 則由亞洲、非洲、澳洲、拉丁美洲及中東等市場攤分。

PRODUCTION FACILITIES

As at 31 December 2009, the Group had an aggregate number of 35 production lines, of which 7 are in Panyu, 10 are in Zhongshan, 6 are in Fuzhou, and a further 12 are in Vietnam. During the year, the Group has closed down 4 production lines in Dongguan.

STORES NETWORK

The Group had directly managed and franchised stores in mainland China for the retail and distribution of 4 globally renowned brands. Below is a breakdown by brand and store type:

Speedo	速比濤
Pony	Pony
Berghaus	貝豪斯
Mango	芒果

CUSTOMER RELATIONSHIP MAINTENANCE AND RESEARCH AND DEVELOPMENT

Our extensive experience and working knowledge on manufacturing process, production materials and procurement allows us to work closely with our customers to achieve quality and efficiency and produce cost-effective products. Our dynamic brands development team provides their expertise and foresighted advice to our customers on the retail and wholesale market in mainland China. The maintenance of close relationship with our customers has built an in-depth understanding of their needs so that we are capable of anticipating and resolving their problems expeditiously and effectively. Our research and development team improves products design to maximise their comfort, endurance and functionality, and where necessary, introduces new technology to enhance their market appeal. Our value-added contributions enable us to maintain long-term partnership with our customers.

生產設施

於2009年12月31日，本集團共設有35條生產線，其中7條位於番禺、10條位於中山、6條位於福州及12條位於越南。年內，本集團已關閉位於東莞的4條生產線。

店鋪網絡

本集團於中國大陸有直接經營店與特許經營店，以零售及分銷4個環球知名品牌。按品牌和店鋪類型劃分的分析如下：

Directly managed stores 直接經營店	Franchised stores 特許經營店
45	65
68	21
9	-
2	-

維護顧客關係及研究與開發

本集團對生產過程、製造原料及採購方面的廣泛經驗與知識，讓我們與客戶緊密合作，以提供高質素、高效率及具生產成本效益的產品。而本集團富活力的品牌建立團隊為中國零售及分銷客戶提供專業及有遠見的建議。我們與客戶的緊密關係能有助深入了解客戶所需，故可有效預料客戶所面對的問題，並能迅速及有效地協助他們尋找解決方案。本集團的研究及開發隊伍能幫助客戶改良其等的產品設計，藉以大大提升產品的舒適度、耐用性與功能，更於有需要時引進新技術以提升產品的市場吸引力。能為客戶提供增值效益，使本集團成為客戶的長期伙伴。

Operation Review 業績表現

LIQUIDITY AND CAPITAL RESOURCES

As at 31 December 2009, the Group had bank balances and cash of HKD399,184,000 (2008: HKD280,963,000). The Group was offered banking facilities amounting to HKD236,250,000 (2008: HKD117,500,000), none of which had been utilised, indicating a zero gearing ratio on the basis of total borrowings over shareholders' fund. The banking facilities were secured by corporate guarantees from the Company and its certain subsidiaries.

HUMAN RESOURCES

As at 31 December 2009, the total number of employees of the Group was approximately 14,000. Employee cost (excluding directors' emoluments) amounted to approximately HKD358,950,000 (2008: HKD430,725,000).

In addition to competitive remuneration packages, discretionary bonuses and employee options are awarded to eligible staff of the Group based on their performance and individual merits.

流動資金及資本來源

於2009年12月31日，本集團的銀行結餘及現金為399,184,000港元(2008年：280,963,000港元)；而銀行為本集團提供的融資額度為236,250,000港元(2008年：117,500,000港元)，概無任何融資額度已被動用，顯示按借貸總額對股東資金比例計算的資產負債比率為零。銀行融資額度乃以本公司及其若干附屬公司作企業擔保。

人力資源

於2009年12月31日，本集團的僱員總數約為14,000人。僱員成本(不包括董事袍金)約為358,950,000港元(2008：430,725,000港元)。

合資格員工除享有具競爭力的薪酬外，亦可依據本集團業績及其等的個人表現獲發酌情花紅及僱員購股權。

EXECUTIVE DIRECTORS

Mr. Chan, Ting Chuen, aged 62, Chairman
(appointed on 9 March 2009)

Mr. Chan Ting Chuen joined the Group in 1997. Mr. Chan graduated with a Bachelor degree in civil engineering from the University of Hong Kong. Mr. Chan is also a director of each of Royal Pacific Limited, First Dynamic International Limited ("**First Dynamic**") and Well Success Investment Limited ("**Well Success**"), all of which are deemed or direct substantial shareholders of the Company under the Securities and Futures Ordinance ("**SFO**").

Mr. Sze, Sun Sun Tony, aged 58, Deputy Chairman and Managing Director
(appointed on 1 February 2005 and re-elected on 25 June 2007)

Mr. Sze Sun Sun Tony joined the Group in 1997. He has over 29 years experience in investment and property development in Hong Kong, mainland China and overseas markets. He is also a director of each of Alexon International Limited ("**Alexon**"), First Dynamic and Well Success, all of which are deemed or direct substantial shareholders of the Company under SFO.

Mr. Chang Tsung Yuan, aged 62, Deputy Chairman
(appointed on 1 February 2005 and re-elected on 10 June 2009)

Mr. Chang Tsung Yuan joined the Group at its inception in 1990 and is the founder of the manufacturing business of the Group. Mr. Chang is a substantial shareholder of Well Success, a direct substantial shareholder of the Company. Accordingly, he holds indirect interests in the Company. Mr. Chang is also the President of the manufacturing division of the Company and its subsidiaries. Mr. Chang has over 30 years of experience and knowledge in the footwear manufacturing industry.

Mr. Chan, Lu Min, aged 55
(appointed on 28 June 2002 and re-elected on 12 June 2008)

Mr. Chan Lu Min graduated from the Chung Hsing University in Taiwan and possesses 30 years of finance and accounting experience. Mr. Chan is also an executive director of Yue Yuen Industrial (Holdings) Limited ("**Yue Yuen**") (HKSE: 00551), a company engaged in shoes manufacturing that is listed on The Stock Exchange of Hong Kong Limited ("**Exchange**"). Yue Yuen is deemed a substantial shareholder of the Company under SFO.

執行董事

陳庭川先生 62歲，主席
(於2009年3月9日獲委任)

陳庭川先生於1997年加入本集團，持有香港大學土木工程學士學位。陳先生同時分別為Royal Pacific Limited、First Dynamic International Limited (「**First Dynamic**」)及Well Success Investment Limited (「**Well Success**」)的董事，按證券及期貨交易條例(「**證券及期貨交易條例**」)的定義，該等公司被視為或直接為本公司的主要股東。

施新新先生 58歲，副主席及董事總經理
(於2005年2月1日獲委任，並於2007年6月25日獲重選連任)

施新新先生於1997年加入本集團，並於香港、中國及海外投資及物業發展市場具有逾29年經驗。施先生亦為Alexon International Limited (「**Alexon**」)、First Dynamic及Well Success的董事，按證券及期貨條例的定義，該等公司被視為或直接為本公司的主要股東。

張聰淵先生 62歲，副主席
(於2005年2月1日獲委任，並於2009年6月10日獲重選連任)

張聰淵先生，於一九九零年本集團啓業時加入本集團，為本公司的創辦人。張先生為本公司的主要股東Well Success的主要股東，因此，其間接持有本公司權益。同時，張先生為本公司鞋類生產部及其附屬公司的總裁，並於鞋類製造業具有逾30年經驗及知識。

詹陸銘先生 55歲
(於2002年6月28日獲委任，並於2008年6月12日獲重選連任)

詹陸銘先生畢業於台灣國立中興大學，並擁有30年財務會計經驗。詹先生現為從事鞋類製造，並於香港聯合交易所有限公司(「**聯交所**」)上市的裕元工業(集團)有限公司(「**裕元**」)(股份代號：00551)的執行董事，按證券及期貨交易條例的定義，裕元被視為為本公司的主要股東。

Board of Directors 董事會

Ms. Chen, Fang Mei, aged 47
(appointed on 8 July 2009)

Ms. Chen Fang Mei graduated with a Bachelor degree of International Business from Soochow University in Taiwan in 1986 and has over 20 years of experience in investment and financial management. During 2001 to 2004, she was the vice president and head of underwriting of Citibank Securities (Taiwan) Limited. Ms. Chen is the spokesperson and vice president of Pou Chen Corporation ("Pou Chen") (TSE: 9904) since 2004. Pou Chen is a company listed on the Taiwan Stock Exchange Corporation and a deemed substantial shareholder of the Company under SFO. Ms. Chen is also an executive director of Eagle Nice (International) Holdings Limited (HKSE: 02368), a company engaged in the manufacturing and trading of sportswear and garments that is listed on the Exchange.

Dr. Ho, Ting Seng, aged 61
(appointed on 7 April 2006 and re-elected on 12 June 2008)

Dr. Ho Ting Seng graduated from the University of Malaya and holds both his Master and Doctor degrees from the University of Pennsylvania, United States of America. He previously worked as the first Chief Economist of Worldwide Operations at Federal Express Corporation. Before joining the Group, Dr. Ho ran his own consultancy business specialising in multi-model logistics network design to support direct sourcing and distribution activities of manufacturer clients in China and Asia.

NON-EXECUTIVE DIRECTORS

Mr. Li, I-Nan, aged 68
(appointed on 28 June 2002 and re-elected on 12 June 2008)

Mr. Li has many years of experience in the footwear business including sourcing and wholesale operations. He is an executive director of Yue Yuen, a company engaged in shoes manufacturing that is listed on the Exchange. Yue Yuen is a deemed substantial shareholder of the Company under SFO. Mr. Li holds a Bachelor degree and a Master of Arts degree from the National Chengchi University in Taiwan and a Master of Arts degree from the University of Southern California. In addition, Mr. Li is also a member of the audit committee of the Company ("**Audit Committee**").

陳芳美女士 47歲
(於2009年7月8日獲委任)

陳芳美女士於1986年畢業於台灣東吳大學，持有國際貿易學士學位，並擁有逾20年投資及財務管理經驗。於2001年至2004年期間，陳女士出任台灣花旗證券股份有限公司副總裁及承銷部主管。自2004年起，陳女士為寶成工業股份有限公司(「寶成」)(股份代號：9904)的執行協理，寶成於台灣證券交易所上市，按證券及期貨交易條例的定義，寶成被視為本公司的主要股東。陳女士亦為從事運動鞋履及服裝製造與貿易，並於聯交所上市的鷹美(國際)控股有限公司(股份代號：02368)的執行董事。

何挺博士 61歲
(於2006年4月7日獲委任，並於2008年6月12日獲重選連任)

何挺博士畢業於馬來亞大學，並持有美國賓夕凡尼亞大學碩士及博士學位。其曾任Federal Express Corporation首位全球營運首席經濟師；在加入本集團以前，何博士經營個人顧問業務，為中國及亞洲生產商提供支援直接採購及分銷活動的跨模式物流網絡設計工作。

非執行董事

李義男先生 68歲
(於2002年6月28日獲委任，並於2008年6月12日獲重選連任)

李義男先生從事鞋類業務多年，當中包括採購及批發業務。李先生現為從事鞋類製造，並於聯交所上市的裕元的執行董事，按證券及期貨交易條例的定義，裕元被視為本公司的主要股東。李先生持有台灣國立政治大學文學士及碩士銜及美國南加州大學頒授碩士銜。另外，李先生同時為本公司審核委員會(「**審核委員會**」)成員。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cheng, Kar Shing, aged 57
(appointed on 4 June 1997 and re-elected on 10 June 2009)

Mr. Cheng Kar Shing holds a Master degree in engineering from the University of California in Los Angeles, United States. Mr. Cheng has been a director of New World Hotels (Holdings) Limited (formerly known as NWD (Hotels Investments) Limited) since 1984 and New World Development Company Limited ("New World Development") since 1994. New World Development is a company listed on the Exchange (HKSE: 00017). He is also an executive director of New World China Land Limited (HKSE: 00917) and an independent non-executive director of King Fook Holdings Limited (HKSE: 00280). In addition, Mr. Cheng is also a member of each of the Audit Committee and the remuneration committee of the Company ("Remuneration Committee").

Mr. Feng, Lei Ming, aged 52
(appointed on 12 May 2003 and re-elected on 10 June 2009)

Mr. Feng Lei Ming graduated with an MBA in finance from the University of Memphis, Tennessee, United States of America. Mr. Feng has over 15 years of experience in the Hong Kong securities industry and is a registered responsible officer of various regulated activities with the Securities and Futures Commission of Hong Kong. He is currently the Managing Director of KGI Capital Asia Limited. Before he started to work in Hong Kong in 1994, Mr. Feng was responsible for sales planning at National Electric Appliance Corp. and A.C. Nielsen in Taiwan. In addition, Mr. Feng is also a member of the Audit Committee and the chairman of Remuneration Committee.

Mr. Ho, Shing Chak, aged 50
(appointed on 30 December 2004 and re-elected on 25 June 2007)

Mr. Ho Shing Chak is a certified public accountant in Hong Kong. He graduated from the Chinese University of Hong Kong with a Bachelor degree in business administration and holds a Bachelor of Laws degree from the Peking University. He previously worked for a reputable international accounting firm and is currently running his own business. Mr. Ho is a fellow member of the Association of Chartered Certified Accountants and is also an associate of the Hong Kong Institute of Certified Public Accountants. In addition, Mr. Ho is also the chairman of the Audit Committee and a member of the Remuneration Committee.

獨立非執行董事

鄭家成先生 57歲
(於1997年6月4日獲委任，並於2009年6月10日獲重選連任)

鄭家成先生持有美國加州大學洛杉磯分校工程碩士學位。自1984年起，鄭先生一直出任新世界酒店(集團)有限公司董事一職，並自1994年起兼任新世界發展有限公司(股份代號：00017) (「新世界發展」)的董事，新世界發展乃於聯交所上市。同時，鄭先生亦為新世界中國地產有限公司(股份代號：00917)的執行董事及景福集團有限公司(股份代號：00280)的獨立非執行董事。另外，鄭先生亦為審核委員會及本公司薪酬福利委員會(「薪酬福利委員會」)成員。

馮雷明先生 52歲
(於2003年5月12日獲委任，並於2009年6月10日獲重選連任)

馮雷明先生畢業於美國田納西州孟斐斯大學，並持有工商管理財務碩士學位。馮先生於香港證券業擁有逾15年經驗，為一香港證券及期貨事務監察委員會多項規管活動的註冊負責人員。馮先生現任凱基金融亞洲有限公司董事總經理。於1994年赴香港工作以前，馮先生於台灣的國際電化商品及A.C.尼爾森負責企劃行銷的工作。另外，馮先生現為審核委員會成員及薪酬福利委員會主席。

何成澤先生 50歲
(於2004年12月30日獲委任，並於2007年6月25日獲重選連任)

何成澤先生為香港執業會計師，持有香港中文大學工商管理學士學位，及北京大學法學士學位。何先生曾於一所知名會計師行工作，現時經營個人業務。何先生為英國特許公認會計師公會資深會員，並為香港會計師公會會員。另外，何先生亦為審核委員會主席及薪酬福利委員會成員。

Board of Directors 董事會

Mr. Huang, Shenglan, aged 58
(appointed on 8 July 2009)

Mr. Huang Shenglan holds a diploma in Arts from Huazhong Normal University, a master degree in International Economics from Huadong Normal University and a certificate in International Economic Law in Xiamen University. He also took the Advanced Management Programme from the Business School of Harvard University, United States of America. Mr. Huang has over 20 years of experience in the banking and corporate financing industry. He had been appointed the executive director of Everbright Bank of China, Beijing and China Everbright Technology Limited (currently China Haidian Holdings Limited) (HKSE: 00256). Mr. Huang has been serving as the Deputy General Manager of ICBC International Holdings Limited in Hong Kong since 2005. He has also been an independent non-executive director of each of Burwell Holdings Limited (HKSE: 00024) since 2004 and China LotSynergy Holdings Limited (HKSE: 08161) since 2002, both companies are listed on the Exchange. Since 2003, Mr. Huang has also been appointed an independent director of Chongqing Road & Bridge Co. Ltd. (SSE: 600106), a company listed on the Shanghai Stock Exchange.

黃勝藍先生 58歲
(於2009年7月8日獲委任)

黃勝藍先生持有華中師範大學文學文憑、華東師範大學國際經濟學碩士學位及廈門國際經濟法學證書。黃先生亦持有美國哈佛大學商學院高級管理課程證書。黃先生於銀行及企業融資業擁有逾20年經驗。其曾獲委任為中國(北京)光大銀行及中國光大科技有限公司(現為中國海澱集團有限公司)(股份代號:00256)的執行董事。自2005年起,黃先生一直擔任工銀國際控股有限公司的副總經理。另外,自2004年及2002年起,黃先生分別擔任寶威控股有限公司(股份代號:00024)與華彩控股有限公司(股份代號:08161)的獨立非執行董事,該兩間公司分別於聯交所上市。而由2003年開始,黃先生一直擔任於上海證券交易所上市的重慶路橋股份有限公司(股份代號:600106)之獨立董事。

The directors of Symphony Holdings Limited ("Symphony" or "Company", together with its subsidiaries "Group") ("Director") have pleasure in presenting the annual report ("Annual Report") and the audited consolidated financial statements for the year ended 31 December 2009.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are manufacturing and trading of footwear, trading, retailing and distribution of licensed products, property investment and investments holding. The activities of its principal subsidiaries and jointly controlled entities are set out in Notes 36 and 16 respectively to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2009 are set out in the consolidated statement of comprehensive income on pages 32 to 33 of the Annual Report.

No interim dividend was declared or paid during the year. As a final dividend for the year ended 31 December 2009, Directors recommended the payment of a final dividend of HKD0.013 per ordinary share to the shareholders whose names appear on the register of members of the Company on Monday, 14 June 2010. The total amount of final dividend payable is approximately HKD22,673,000.

PROPERTY, PLANT AND EQUIPMENT

The Group's buildings and freehold land were revalued at 31 December 2009. The revaluation resulted in a surplus of approximately HKD12,194,000 which was credited directly to the properties revaluation reserve.

During the year, the Group re-classified various building units and related prepaid lease payments with carrying amounts of approximately HKD21,113,000 and HKD25,200,000 respectively to investment properties.

Details of movements during the year in property, plant and equipment of the Group are set out in Note 10 to the consolidated financial statements.

新豐集團有限公司(「新豐」或「本公司」)·連同其附屬公司統稱「本集團」董事(「董事」)欣然呈報截至2009年12月31日止年度的周年報告(「年報」)及經審核綜合財務報表。

主營業務

本公司為一間投資控股公司。本集團的主營業務包括鞋履產品製造及貿易；商標產品貿易、零售及分銷；物業投資及投資控股。本公司主要附屬公司及共同控制實體的業務已分別載於本綜合財務報表附註36及16。

業績及撥款

本集團截至2009年12月31日止年度的業績已載於本年報第32頁至第33頁的綜合全面收益表。

年內，本公司並無宣派或派付中期股息。於截至2009年12月31日止年度，董事建議派付期末股息每股0.013港元予於2010年6月14日星期一所有名列本公司股東登記冊的本公司股東，期末股息總額約為22,673,000港元。

物業、廠房及設備

於2009年12月31日，本集團的樓宇及永久業權土地已獲重新估值，重新估值錄得重估盈餘約12,194,000港元，並已直接計入物業重估儲備。

年內，本集團重新分類不同樓宇單位及相關預付租賃款項為投資物業，分別以賬面值約21,113,000港元及25,200,000港元入賬。

年內，本集團的物業、廠房及設備的調撥詳情已載於本綜合財務報表附註10。

Directors' Report 董事報告

INVESTMENT PROPERTIES

The Group's investment properties at 31 December 2009 were fair valued by an independent firm of professional property valuers on an open market value basis. The net increase in fair value of approximately HKD57,750,000 was credited directly to profit or loss.

Details of movements in the investment properties of the Group during the year are set out in Note 11 to the consolidated financial statements.

SHARE CAPITAL

Details of share capital of the Company are set out in Note 24 to the consolidated financial statements.

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 December 2009, the reserves of the Company available for distribution to the shareholders of the Company ("Shareholders") were as follows:

Share premium	股份溢價
Contributed surplus	實繳盈餘
Share options reserve	購股權儲備
Accumulated profits	留存溢利

Under the Companies Act 1981 of Bermuda (as amended), the balances in a company's contributed surplus and share premium accounts are available for distribution. However, the company cannot declare or pay a dividend, or make a distribution out of contributed surplus and share premium if:

投資物業

於2009年12月31日，本集團的投資物業已由一間獨立專業物業估值師公司按公開市場價值準則進行公平價值重估，公平價值增加淨額約57,750,000港元已直接計入損益。

本年度，本集團的投資物業變動詳情已載於本綜合財務報表附註11。

股本

本公司股本變動詳情已載於本綜合財務報表附註24。

年內，概無本公司或其任何附屬公司已購買、出售或贖回任何本公司的上市股份。

本公司可分配儲備

於2009年12月31日，本公司可分配予本公司股東（「股東」）的儲備如下：

	2009	2008
	HKD'000	HKD'000
	千港元	千港元
	364,638	364,638
	63,561	63,561
	–	14,137
	89,794	70,598
	517,993	512,934

按百慕達1981公司法（經修訂），公司的實繳盈餘及股份溢價賬戶結餘均可供分配。惟在下列情況下，公司將不能夠公佈或派付股息、或以實繳盈餘或股份溢價進行分配：

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

DIRECTORS

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

EXECUTIVE DIRECTORS

Mr. Chan Ting Chuen (*Chairman*)
(*appointed as Chairman on 9 March 2009*)
Mr. Sze Sun Sun Tony (*Deputy Chairman and Managing Director*)
Mr. Chang Tsung Yuan (*Deputy Chairman*)
Mr. Li Kwok Lung Alfred Ronald (*resigned as Chairman and Executive Director on 23 January 2009*)
Mr. Chan Lu Min
Ms. Chen Fang Mei (*appointed on 8 July 2009*)
Dr. Ho Ting Seng
Mr. Ku Edward Y. (*deceased on 30 March 2009*)

NON-EXECUTIVE DIRECTOR

Mr. Li I Nan

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cheng Kar Shing
Mr. Feng Lei Ming
Mr. Ho Shing Chak
Mr. Huang Shenglan (*appointed on 8 July 2009*)

In accordance with the existing Bye-laws of the Company ("Bye-Laws"), Mr. Ho Shing Chak, Dr. Ho Ting Seng, Mr. Li I Nan and Mr. Sze Sun Sun Tony retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

No Director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within 1 year without payment of compensation other than statutory compensation.

- (a) 公司不能夠或於派付股息後將不能夠償還已到期的債務；或
- (b) 公司資產的可變現價值低於其負債及已發行股本與股份溢價賬的總和。

董事

於本年度及截至本報告日止，董事為：

執行董事

陳庭川先生(*主席*)
(*於2009年3月9日獲委任為主席*)
施新新先生(*副主席及董事總經理*)
張聰淵先生(*副主席*)
李國麟先生
(*於2009年1月23日辭任主席及執行董事*)
詹陸銘先生
陳芳美女士(*於2009年7月8日獲委任*)
何挺博士
顧裕生先生(*於2009年3月30日辭世*)

非執行董事

李義男先生

獨立非執行董事

鄭家成先生
馮雷明先生
何成澤先生
黃勝藍先生(*於2009年7月8日獲委任*)

根據本公司組織章程細則(「章程細則」)，何成澤先生、何挺博士、李義男先生及施新新先生將輪值告退，並符合資格於應屆股東周年大會予以重選連任。

概無董事與本集團訂立於1年後屆滿或僱主不得於1年內於毋須作出賠償(法定賠償除外)下將其終止的任何服務合約。

Directors' Report 董事報告

SHARE OPTIONS

Particulars of the Company's share option scheme adopted on 22 October 2001 ("2001 Scheme") are set out in Note 25 to the consolidated financial statements.

On 2 August 2006, the Company granted 166,050,000 share options at an exercise price of HKD1.032 each to Directors and the other eligible participants.

During the year ended 31 December 2009, none of the share options granted and outstanding was exercised. During the year, a number of 30,000,000 share options lapsed. On 31 August 2009, a total of 48,510,000 share options, representing the entire granted and outstanding share options expired.

購股權

本公司於2001年10月22日所採納之購股權計劃(「2001計劃」)的詳情已載於本綜合財務報表附註25。

於2006年8月2日，本公司按2001計劃授出166,050,000股購股權予董事及合資格參與者，每股行使價為1.032港元。

於截至2009年12月31日止財政年度，概無已授出而尚未行使的購股權已獲行使。年內，共30,000,000股購股權已失效；於2009年8月31日，48,510,000股購股權(代表全部已授出而尚未行使的購股權)已期滿。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2009, the interests and short positions of Directors and chief executives and their associates of the Company in the shares, underlying shares and debentures of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code"), were as follows:

LONG POSITIONS

Ordinary shares of HKD0.25 each in the Company ("Shares"):

董事和主要行政人員的權益及於股份與相關股份的短倉

根據證券及期貨交易條例第352條規定備存的登記冊所載，或根據香港聯合交易所有限公司(「聯交所」)上市公司董事進行證券交易的標準守則(「標準守則」)通知本公司及聯交所，於2009年12月31日，本公司董事及主要行政人員及其等關聯人士於本公司或其聯營公司的股份、相關股份及債券的權益或淡倉的載列如下：

長倉

本公司每股面值0.25港元的普通股份(「股份」)

Director 董事	Notes 附註	Number of issued ordinary shares held by 所持已發行普通股數量				Discretionary trust 全權信託	Total number of ordinary shares 普通股總數量	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
		Beneficial owner 受益人	Spouse and/or children under 18 配偶及/或 18歲以下子女	Controlled corporation 控股企業				
Chan Ting Chuen 陳庭川	1, 2	5,000,000	-	-	851,685,958	856,685,958	49.12%	
Chang Tsung Yuan 張聰淵	1, 4	6,000,000	-	-	-	6,000,000	0.34%	
Sze Sun Sun Tony 施新新	1, 3	-	-	851,685,958	-	851,685,958	48.83%	

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

Notes:

- As at 31 December 2009, Well Success Investment Limited ("**Well Success**") had a direct interest in 851,685,958 Shares. First Dynamic International Limited ("**First Dynamic**") held more than one-third of the issued share capital of Well Success. Accordingly, First Dynamic was deemed to be interested in 851,685,958 Shares.
- Royal Pacific Limited ("**Royal Pacific**") held more than one-third of the issued share capital of First Dynamic and is wholly-owned by TC Chan Family Holdings Limited ("**TCCFHL**"), which in turn is wholly-owned by TC Chan Family Holdings Limited ("**TCCM(PTC)L**"), which is a trustee of a discretionary trust. Ultimately, Royal Pacific was held by a discretionary trust, of which Mr. Chan Ting Chuen ("**Mr. Chan**") and his family members were the discretionary beneficiaries and Mr. Chan was the founder. Accordingly, Mr. Chan was deemed to be interested in 851,685,958 Shares. As at 31 December 2009, Mr. Chan was directly interested in 5,000,000 Shares.
- Alexon International Limited ("**Alexon**") held more than one-third of the issued share capital of First Dynamic. Mr. Sze Sun Sun Tony ("**Mr. Sze**") was interested in the entire issued share capital of Alexon and was therefore deemed to be interested in 851,685,958 Shares.
- Mr. Chang Tsung Yuan was a substantial shareholder of Well Success, in which he held 20% of its issued share capital.

Save as disclosed above and in the section "Share Options", none of the Directors, chief executives nor their associates had any interest or short position in any Shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2009.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in the section "Share Options", at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事和主要行政人員的權益及於股份與相關股份的短倉(續)

附註：

- 於2009年12月31日，Well Success Investment Limited (「**Well Success**」)直接持有本公司851,685,958股股份權益。First Dynamic Investment Limited (「**First Dynamic**」)持有Well Success逾三分一的已發行股本。因此，First Dynamic被視為持有851,685,958股股份權益。
- Royal Pacific Limited (「**Royal Pacific**」)持有First Dynamic逾三分一已發行股本，並由TC Chan Family Holdings Limited (「**TCCFHL**」)全資擁有，TCCFHL則由TC Chan Management (PTC) Limited (「**TCCM(PTC)L**」)全資擁有，TCCM(PTC)L為一全權信託的信託人，而Royal Pacific最終是由一全權信託持有，陳庭川先生(「**陳先生**」)及其家庭成員為該信託的全權信託受益人，陳先生同時為成立人。因此，陳先生被視為持有851,685,958股股份權益。於2009年12月31日，陳先生直接持有本公司5,000,000股股份權益。
- Alexon International Limited (「**Alexon**」)持有First Dynamic逾三分一已發行股本。施新新先生(「**施先生**」)持有Alexon全部已發行股本權益，故被視為持有本公司851,685,958股股份權益。
- 張聰淵先生為Well Success的主要股東，持有Well Success已發行股本20%權益。

除上文及「購股權」分段所披露外，於2009年12月31日，概無任何董事、主要行政人員或其等關聯人士於本公司或任何聯營企業持有任何股份、相關股份或債券的任何權益或淡倉。

購買股份或債券的安排

除上文「購股權」中披露以外，於本年度任何時間內，本公司或其任何附屬公司概無參與任何安排以使董事藉購入本公司或任何其他法人團體的股份或債券而獲得利益。

Directors' Report 董事報告

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 the Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained by the Company pursuant to Section 336 of SFO shows that, as at 31 December 2009, the following Shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

(1) LONG POSITIONS

Shares of HKD0.25 each of the Company

Shareholder 股東	Notes 附註	Capacity 資格	Number of issued Shares 已發行股份			Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
			Direct interests 直接權益	Deemed interests 被視為 持有權益	Total interests 總權益	
Well Success	1	Beneficial owner 受益人	851,685,958	-	851,685,958	48.83%
First Dynamic	1	Interest of controlled corporation 受控法人團體	-	851,685,958	851,685,958	48.83%
Royal Pacific	1	Interest of controlled corporation 受控法人團體	-	851,685,958	851,685,958	48.83%
TCCFHL	2	Interest of controlled corporation 受控法人團體	-	851,685,958	851,685,958	48.83%
TCCM(PTC)L	2	Trustee 信託人	-	851,685,958	851,685,958	48.83%

董事於重要合約的權益

於本年底或本年度任何時間內，概無董事於本公司或其任何附屬公司所訂立的重要合約中直接或間接獲得重大利益。

主要股東

根據證券及期貨交易條例第336條規定本公司備存的主要股東登記冊所載，公司獲悉股東於2009年12月31日持有的本公司已發行股本之相關權益及淡倉如下：

(1) 長倉

本公司每股0.25港元的股份

SUBSTANTIAL SHAREHOLDERS (CONTINUED)

(1) LONG POSITIONS (CONTINUED)

Shareholder 股東	Notes 附註	Capacity 資格	Number of issued Shares 已發行股份			Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
			Direct interests 直接權益	Deemed interests 被視為持有 權益	Total interests 總權益	
Mr. Chan 陳先生	2	Beneficial owner, founder and beneficiary of trust 受益人、信託成立人 及信託受益人	5,000,000	851,685,958	856,685,958	49.12%
Ng Shuk Fong ("Madam Ng") 吳淑芳 (「吳女士」)	2	Spouse and beneficiary of trust 配偶及信託受益人	-	856,685,958	856,685,958	49.12%
Alexon	1	Interest of controlled corporation 受控法人團體	-	851,685,958	851,685,958	48.83%
Mr. Sze 施先生	3	Beneficial owner 受益人	-	851,685,958	851,685,958	48.83%
Lau Yuk Wah ("Madam Lau") 劉玉華 (「劉女士」)	3	Spouse 配偶	-	851,685,958	851,685,958	48.83%
Frensham Investments Limited ("Frensham")	4	Beneficial owner and interest of controlled corporation 受益人及受控法人團體	83,999,430	851,685,958	935,685,388	53.65%
Pou Yuen Industrial (Holdings) Limited ("Pou Yuen") 寶元工業(集團)有限公司 (「寶元」)	4	Interest of controlled corporation 受控法人團體	-	935,685,388	935,685,388	53.65%

主要股東(續)

(1) 長倉(續)

Directors' Report 董事報告

SUBSTANTIAL SHAREHOLDERS (CONTINUED)

(1) LONG POSITIONS (CONTINUED)

Shareholder 股東	Notes 附註	Capacity 資格	Number of issued Shares 已發行股份			Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
			Direct interests 直接權益	Deemed interests 被視為持有 權益	Total interests 總權益	
Yue Yuen Industrial Limited ("Yue Yuen Industrial") 裕元工業有限公司(「裕元工業」)	4	Interest of controlled corporation 受控法人團體	-	935,685,388	935,685,388	53.65%
Pou Hing Industrial Company Limited ("Pou Hing")	4	Interest of controlled corporation 受控法人團體	-	935,685,388	935,685,388	53.65%
Yue Yuen Industrial (Holdings) Limited ("Yue Yuen") 裕元工業(集團)有限公司(「裕元」)	4	Interest of controlled corporation 受控法人團體	-	935,685,388	935,685,388	53.65%
Wealthplus Holdings Limited ("Wealthplus")	4	Interest of controlled corporation 受控法人團體	-	935,685,388	935,685,388	53.65%
Pou Chen Corporation ("Pou Chen") 寶成工業(集團)有限公司(「寶成」)	4	Interest of controlled corporation 受控法人團體	-	935,685,388	935,685,388	53.65%
Shah Capital Management		Beneficial owner 受益人	239,828,500	-	239,828,500	13.75%

主要股東(續)

(1) 長倉(續)

SUBSTANTIAL SHAREHOLDERS (CONTINUED)

(1) LONG POSITIONS (CONTINUED)

Notes:

- As at 31 December 2009, Well Success was directly interested in 851,685,958 Shares. First Dynamic held more than one-third of the issued share capital of Well Success. Each of Royal Pacific and Alexon held more than one-third of the issued share capital of First Dynamic. Accordingly, each of First Dynamic, Royal Pacific and Alexon was deemed to be interested in 851,685,958 Shares.
- Madam Ng is the wife of Mr. Chan, a director of the Company. Royal Pacific is wholly-owned by TCCFHL, which in turn is wholly-owned by TCCM(PTC)L, which is a trustee of a discretionary trust. Ultimately, Royal Pacific was held by a discretionary trust, of which Mr. Chan and his family members were the discretionary beneficiaries and Mr. Chan was the founder. As at 31 December 2009, Royal Pacific was deemed to be interested in 851,685,958 Shares (see Note 1), therefore both Mr. Chan and Madam Ng were deemed to be interested in 851,685,958 Shares. Furthermore, Mr. Chan was directly interested in 5,000,000 Shares. Accordingly, Madam Ng was deemed to be interested in a total of 856,685,958 Shares.
- Madam Lau is the wife of Mr. Sze, a director of the Company. As at 31 December 2009, Mr. Sze was interested in the entire issued share capital of Alexon, therefore he was deemed to be interested in 851,685,958 Shares (see Note 1). Accordingly, Madam Lau was deemed to be interested in a total of 851,685,958 Shares.
- Frensham was a wholly-owned subsidiary of Pou Yuen which in turn was a wholly-owned subsidiary of Yue Yuen Industrial. Yue Yuen Industrial was a wholly-owned subsidiary of Pou Hing which in turn was a wholly-owned subsidiary of Yue Yuen. Wealthplus, a wholly-owned subsidiary of Pou Chen, held over one-third of the entire issued share capital of Yue Yuen. As at 31 December 2009, Frensham held more than one-third of the issued share capital of Well Success and was therefore deemed to be interested in 851,685,958 Shares. In addition, Frensham had a direct interest in 83,999,430 Shares. Accordingly, all of Frensham, Pou Yuen, Yue Yuen Industrial, Pou Hing, Yue Yuen, Wealthplus and Pou Chen were or deemed to be interested in 935,685,388 Shares.

主要股東(續)

(1) 長倉(續)

附註：

- 於2009年12月31日，Well Success直接持有851,685,958股股份權益。First Dynamic持有Well Success逾三分之一已發行股本。Royal Pacific及Alexon分別持有First Dynamic逾三分之一已發行股本。因此，First Dynamic、Royal Pacific及Alexon分別被視為持有本公司851,685,958股股份權益。
- 吳女士為本公司董事陳先生的妻子。Royal Pacific由TCCFHL全資擁有，TCCFHL則由TCCM(PTC)L全資擁有，TCCM(PTC)L同時為一全權信託的信託人，而Royal Pacific最終是由一全權信託持有，陳先生及其家庭成員為該信託的全權信託受益人，而陳先生亦為成立人。於2009年12月31日，Royal Pacific被視為持有851,685,958股股份權益(見附註1)，故陳先生及吳女士均被視為持有851,685,958股股份權益。另，陳先生直接持有本公司5,000,000股股份權益，因此，吳女士被視為合共持有856,685,958股股份權益。
- 劉女士為本公司董事施先生的妻子。於2009年12月31日，施先生持有Alexon全部已發行股本，故被視為持有851,685,958股股份權益(見附註1)。因此，劉女士被視為持有共851,685,958股股份權益。
- Frensham為寶元的全資附屬公司，而寶元為裕元工業的全資附屬公司。裕元工業為Pou Hing的全資附屬公司，Pou Hing為裕元的全資附屬公司。Wealthplus為寶成的全資附屬公司，持有裕元逾三分之一權益。於2009年12月31日，Frensham持有Well Success逾三分之一已發行股本，故被視為持有851,685,958股股份權益。另，Frensham亦直接持有83,999,430股股份權益。因此，寶元、裕元工業、Pou Hing、裕元、Wealthplus及寶成均持有或被視為持有935,685,388股股份權益。

Directors' Report 董事報告

SUBSTANTIAL SHAREHOLDERS (CONTINUED)

(2) SHORT POSITIONS

The Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 December 2009.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors of the Company ("INEDs"), an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing Securities on the Exchange ("Listing Rules"). The Company considers all INEDs are independent.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate sales attributable to the Group's largest and top 5 customers were approximately 35% and 89% of the Group's total sales, respectively.

The aggregate purchases during the year attributable to the Group's 5 largest suppliers were less than 28% of the Group's total purchases.

None of the Directors, their associates or any Shareholders which, to the knowledge of the Directors, owned more than 5% of the Company's issued share capital, had any interests in the share capital of any of the 5 largest customers of the Group.

DONATIONS

During the year, the Group made charitable and other donations totalling approximately HKD73,000 (2008: HKD33,000).

主要股東(續)

(2) 短倉

於2009年12月31日，本公司概無獲悉本公司已發行股本中的任何其他相關權益或淡倉。

委任獨立非執行董事

根據聯交所證券上市規則(「上市規則」)第3.13條規定，本公司已取得各本公司獨立非執行董事(「獨立非執行董事」)的年度確認書，以確定其獨立性。本公司相信所有獨立非執行董事均為獨立人士。

主要客戶及供應商

年內，本集團的最大客戶及首5個最大客戶的銷售總額分別約佔本集團銷售總額的35%和89%。

年內，本集團向首5個最大供應商的採購總額合共少於本集團採購總額的28%。

按董事所知悉，概無持有本公司已發行股本逾5%權益的董事、其關聯人士或任何股東於本集團的首5個最大客戶中持有任何股本權益。

捐款

於本年度，本集團作出的慈善及其他捐款合共約73,000港元(2008: 33,000港元)。

EMOLUMENT POLICY

The Group's employee emolument policy is set up by the board of Directors of the Company ("Board") on the basis of the merit, qualification and competence of the Group's employees.

The emoluments of Directors are decided by the Board, as authorised by Shareholders at annual general meeting, having regard to the operating results of the Company, individual performance and prevailing market conditions.

The Remuneration Committee was set up in December 2005, advising the Board on the emoluments of Directors and senior management. The Company has adopted a share option scheme as an incentive to Directors and eligible employees, details of the scheme is set out in Note 25 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Bye-laws of the Company, or the laws of Bermuda, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2009.

CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the Corporate Governance Report on pages 24 to 29 of this Annual Report.

AUDITOR

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

On behalf of the Board

Chan Ting Chuen
CHAIRMAN

Hong Kong, 26 March 2010

薪酬政策

本集團的僱員薪酬政策乃由本公司董事會(「董事會」)按本集團員工的貢獻、資歷及能力而釐定。

本公司董事的薪酬乃由股東於股東周年大會授權董事會按本公司經營業績、其等個人表現及現行市場情況而釐訂。

薪酬福利委員會於2005年12月成立，負責就有關董事及高級管理層的薪酬向董事會作出建議。本公司已採納一項購股權計劃，作為對董事及合資格僱員的獎勵措施，計劃詳情已載於本綜合財務報表附註25。

優先購股權

本公司組織章程細則、或百慕達法律均無刊載有關優先購股權條文，以規定本公司須按比例向現有股東提呈發售新股。

充足公眾持股量

截至2009年12月31日止年度，本公司一直維持充足公眾持股量。

企業管治

本公司的企業管治原則及實務已載於本年報第24頁至第29頁的企業管治報告中。

核數師

在應屆股東周年大會上將提呈決議案重聘德勤•關黃陳方會計師核數師為本公司核數師。

代表董事會

主席
陳庭川

香港 • 2010年3月26日

Corporate Governance Report 企業管治報告

Symphony Holdings Limited ("**Symphony**" or "**Company**", together with its subsidiaries "**Group**") recognises the value and importance of achieving high standard of corporate governance, aiming at providing sufficient transparency, quality of disclosure as well as effective risk control to investors.

The Company has adopted and complied with the Code on Corporate Governance Practices ("**CG Code**") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Exchange**") ("**Listing Rules**") throughout the year ended 31 December 2009, only with deviations from code provision A.4.1 of the CG Code.

Under code provision A.4.1, non-executive directors should be appointed for a specific term and are subject to re-election. The directors of the Company ("**Directors**") (including non-executive Directors) were not appointed for a specific term but are subject to retirement by rotation and re-election at annual general meetings in accordance with Bye-law 87 of the Bye-laws of the Company ("**Bye-Laws**"). Each Director is effectively appointed under an average term of 3 years.

BOARD OF DIRECTORS

The primary role of the board of Directors of the Company ("**Board**") is to protect and enhance long-term shareholders' value. It focuses on the Group's overall strategic policy, monitors performance and offers proper supervision for effective management. As at 31 December 2009, the Board consisted of 11 Directors (including the Chairman of the Board ("**Chairman**")), amongst which 6 are executive Directors and 5 are Non-executive Directors of whom 4 are independent.

The posts of Chairman and Managing Director (being defined as Chief Executive Officer in the CG Code) are held separately by Mr. Chan Ting Chuen (Mr. Li Kwok Lung Alfred Ronald before 23 January 2009) and Mr. Sze Sun Sun Tony respectively. The Chairman provides leadership and management to the Board. On the other hand, the Managing Director focuses on managing the day-to-day operation of the business of the Group. This segregation of roles ensures the reinforcement of their independence, accountability and responsibility.

The Board has delegated the authority and responsibility for implementing business strategy and managing day-to-day administration and operations of the Group's business to the Managing Director and the senior management. While allowing management with substantial autonomy to run and to develop the business, the delegated functions and work tasks are periodically reviewed by the Board.

新豐集團有限公司(「**新豐**」或「**本公司**」，連同其附屬公司統稱「**本集團**」)認同貫徹良好企業管治的價值和其重要性，旨在為投資者提供足夠的透明度、披露品質及有效的風險監控。

本公司於截至2009年12月31日止財政年度內一直採納及遵守香港聯合交易所有限公司(「**聯交所**」)上市規則(「**上市規則**」)附錄14所載的企業管治常規守則(「**企業管治常規守則**」)，惟企業管治常規守則第A.4.1條則除外。

根據企業管治常規守則第A.4.1條規定，委任非執行董事須列明指定任期，並須重選連任。本公司董事(「**董事**」)(包括非執行董事)的委任並無指定任期，惟現行本公司組織章程細則(「**章程細則**」)第87條訂明，董事須於股東周年大會上輪值告退及重選，每名董事的有效任期平均為3年。

董事會

本公司董事會(「**董事會**」)的基本角色乃保障及提升長遠的股東價值，主要負責制定本集團的全面策略方針、監察本集團表現及為管理層提供有效合適的監督。於2009年12月31日，董事會由11名董事組成(包括董事會主席(「**主席**」))，當中6名為執行董事，餘下5名則為非執行董事，其中4名乃獨立非執行董事。

主席和董事總經理(企業管治常規守則定義為首席執行官)分別由陳庭川先生(2009年1月23日以前為李國麟先生)及施新新先生擔任。主席負責領導及管理董事會；另一方面，董事總經理主要負責管理本集團的日常營運。兩個明確劃分的不同職位可加強其等的獨立性、問責性及可靠性。

董事會已將本集團的業務策略之執行、日常管理及營運權力及職責交由董事總經理及高級管理層負責。於營運及業務發展方面，管理層獲授予重大的自主權，董事會定期對該等授權及工作任務進行檢討。

The independent non-executive Directors of the Company ("INEDs") came from diverse business and professional backgrounds, bringing in valuable expertise and experience that promotes the best interests of the Group and its shareholders. The Company has received, from each INEDs, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all INEDs are independent.

All Directors have full, timely and direct access to the services and advice from company secretary of the Company.

As at the date of this annual report, the Board consists the following members:

MEMBERS OF THE BOARD

Executive Director

Mr. Chan Ting Chuen (*Chairman*)
Mr. Sze Sun Sun Tony (*Deputy Chairman & Managing Director*)
Mr. Chang Tsung Yuan (*Deputy Chairman*)
Mr. Chan Lu Min
Ms. Chen Fang Mei
Dr. Ho Ting Seng

Non-executive Director

Mr. Li I Nan

Independent Non-executive Director

Mr. Cheng Kar Shing
Mr. Feng Lei Ming
Mr. Ho Shing Chak
Mr. Huang Shenglan

本公司獨立非執行董事(「獨立非執行董事」)乃來自不同行業及專業背景，憑藉其等的寶貴專業知識及經驗，為本集團及股東帶來最佳利益。本公司已獲各獨立非執行董事根據上市規則第3.13條規定就其等的獨立性發出的年度確認函，故相信其等均為獨立人士。

全體董事均可全面、即時及直接向本公司的公司秘書取得協助及建議。

於本年報日，董事會由下列成員組成：

董事會成員

執行董事

陳庭川先生(*主席*)
施新新先生(*副主席及董事總經理*)
張聰淵先生(*副主席*)
詹陸銘先生
陳芳美女士
何挺博士

非執行董事

李義男先生

獨立非執行董事

鄭家成先生
馮雷明先生
何成澤先生
黃勝藍先生

REMUNERATION COMMITTEE

The remuneration committee of the Company ("**Remuneration Committee**") was set up for the purpose of advising the Board on and reviewing the remuneration policy and its structure for Directors and senior management. The Remuneration Committee assesses performance and approves the terms of service contracts (if any) of executive Directors.

MEMBERS OF REMUNERATION COMMITTEE

Mr. Feng Lei Ming (*Chairman*)
Mr. Cheng Kar Shing
Mr. Ho Shing Chak

Remuneration package is performance-based and the recommended remuneration package comprises salaries, bonuses and share incentive scheme. During the year under review, Remuneration Committee considered that the packages of the executive Directors were fair and reasonable, taking into account business performance, market practices and competitive market conditions. Non-executive Directors are compensated with the aim to fairly represent their efforts and time dedicated to the Board.

AUDIT COMMITTEE

The audit committee of the Company ("**Audit Committee**") was established with specific written terms of reference ("**Terms of Reference**"). The Audit Committee oversees the audit process and provides an independent review of the effectiveness of the financial reporting process and the internal control.

MEMBERS OF AUDIT COMMITTEE

Mr. Ho Shing Chak (*Chairman*)
Mr. Cheng Kar Shing
Mr. Feng Lei Ming
Mr. Li I Nan

The Audit Committee is provided with sufficient resources to discharge its responsibilities. For the year ended 31 December 2009, the Audit Committee reviewed with external auditor, internal auditors and senior management the annual results of the Group as well as the accounting principles and practices being adopted, internal control and financial reporting matters. Our Financial Controller, senior management, internal auditors and the external auditors attended the meetings to respond to any queries raised by the Audit Committee.

薪酬福利委員會

本公司薪酬福利委員會(「**薪酬福利委員會**」)的成立，旨在向董事會建議及檢討董事與高級管理層的薪酬福利政策及結構。薪酬福利委員會亦會評估執行董事的表現及批核其等的服務合約年期(倘有)。

薪酬福利委員會成員

馮雷明先生(主席)
鄭家成先生
何成澤先生

薪酬待遇乃按個別人士的表現而釐定，建議的薪酬待遇包括工資、花紅及股份獎勵計劃。於本回顧年度，薪酬福利委員會參考公司業績表現、市場慣例及市場競爭情況，認為執行董事的福利待遇乃公平及合理。非執行董事的酬金旨在合理公平地反映其等在董事會所付出的貢獻及時間。

審核委員會

本公司審核委員會(「**審核委員會**」)書面制定其職權範圍(「**職權範圍**」)。審核委員會主要負責監管審計程序，並對財務報告程序及內部監控的成效提供獨立檢討。

審核委員會成員

何成澤先生(主席)
鄭家成先生
馮雷明先生
李義男先生

審核委員會已獲提供足夠資源以履行其職責。截至2009年12月31日止年度，審核委員會已連同外聘核數師、內部審計師和高級管理層審閱本集團的全年業績及其所採納的會計原則及慣例，並已討論內部監控及財務報告事宜。本集團的財務總監、高級管理層、內部審計師及外聘核數師均有參與會議以回應審核委員會的提問。

BOARD/COMMITTEES MEETINGS AND MINUTES

During the year under review, the Board conducted 11 meetings. Management provided appropriate and sufficient information to Directors and Committees members in a timely manner to keep them abreast of the latest developments of the Company to discharge their responsibilities. The attendance of individual members of the Board and other Committees meetings during the financial year ended 31 December 2009 is set out in the table below:

Directors 董事	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬福利委員會
Executive Directors	執行董事		
Chan Ting Chuen	陳庭川	10/11	–
Sze Sun Sun Tony	施新新	11/11	–
Chang Tsung Yuan	張聰淵	4/11	–
Li Kwok Lung Alfred Ronald (resigned on 23 January 2009)	李國麟(於2009年 1月23日辭任)	0/11	–
Chan Lu Min	詹陸銘	4/11	–
Chen Fang Mei (appointed on 8 July 2009)	陳芳美(於2009年 7月8日獲委任)	1/11	–
Ho Ting Seng	何挺	11/11	–
Ku Edward Y. (deceased on 30 March 2009)	顧渝生(於2009 年3月30日辭世)	3/11	–
Non-executive Director	非執行董事		
Li I Nan	李義男	4/11	2/2
Independent Non-executive Directors	獨立非執行董事		
Cheng Kar Shing	鄭家成	4/11	1/2
Feng Lei Ming	馮雷明	4/11	1/2
Ho Shing Chak	何成澤	4/11	2/2
Huang Shenglan (appointed on 8 July 2009)	黃勝藍(於2009年 7月8日獲委任)	1/11	–

Minutes of the Board and Committees meetings have been recorded in sufficient detail. Draft and final versions of minutes of the Board and Committees are sent to all Directors or Committees members for comments and records within a reasonable time after the meeting.

董事會／委員會會議及會議紀錄

於本回顧年度，董事會共召開11次會議。管理層已適時向董事及委員會成員提供正確及充足資料，使其等能掌握本公司的最新發展以履行其等的職責。截至2009年12月31日止財政年度，各董事會及其他委員會成員的會議出席紀錄如下表：

Directors 董事	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬福利委員會
Executive Directors	執行董事		
Chan Ting Chuen	陳庭川	10/11	–
Sze Sun Sun Tony	施新新	11/11	–
Chang Tsung Yuan	張聰淵	4/11	–
Li Kwok Lung Alfred Ronald (resigned on 23 January 2009)	李國麟(於2009年 1月23日辭任)	0/11	–
Chan Lu Min	詹陸銘	4/11	–
Chen Fang Mei (appointed on 8 July 2009)	陳芳美(於2009年 7月8日獲委任)	1/11	–
Ho Ting Seng	何挺	11/11	–
Ku Edward Y. (deceased on 30 March 2009)	顧渝生(於2009 年3月30日辭世)	3/11	–
Non-executive Director	非執行董事		
Li I Nan	李義男	4/11	2/2
Independent Non-executive Directors	獨立非執行董事		
Cheng Kar Shing	鄭家成	4/11	1/2
Feng Lei Ming	馮雷明	4/11	1/2
Ho Shing Chak	何成澤	4/11	2/2
Huang Shenglan (appointed on 8 July 2009)	黃勝藍(於2009年 7月8日獲委任)	1/11	–

董事會及委員會的會議已備充份詳細紀錄，會議紀錄的草稿及最終版本均已於會議後的合理時間內送交所有董事或委員會成員傳閱、評論及存檔。

NOMINATION OF DIRECTORS

The Company has not established a nomination committee but shall regularly review and consider whether such committee is required. All appointments, resignations and removals of Directors and the succession plan are subject to the approval of the Board.

Under the Bye-Laws, one-third of the Directors (including INEDs) must retire, becoming eligible for re-election at each annual general meeting. This year, Mr. Ho Shing Chak, Dr. Ho Ting Seng, Mr. Li I Nan and Mr. Sze Sun Sun Tony shall retire at the forthcoming annual general meeting and all being eligible to offer themselves for re-election. Details of their biography are set out in the circular to shareholders of the Company ("Shareholders").

On 23 January 2009, Mr. Li Kwok Lung Alfred Ronald resigned from his offices as Chairman and executive Director. On 30 March 2009, Mr. Ku Edward Y. passed away. On 8 July 2009, the Board appointed Ms. Chen Fang Mei and Mr. Huang Shenglan as executive Director and INED respectively.

As at 31 December 2009, none of the Directors has a service contract with the Company or any members of the Group that will not expire or is not determinable by the employer within 1 year without payment of compensation (other than statutory compensation).

AUDITOR'S REMUNERATION

A summary of remuneration paid to the external auditor of the Company, Messrs. Deloitte Touche Tohmatsu, for audit services and non-audit services for the financial years ended 31 December 2009 and 2008 is as follows:

Nature of services	服務性質
Audit services	審計服務
Other services	其他服務

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, each of them confirmed his compliance with the required standard set out in the Model Code for the financial year ended 31 December 2009.

董事提名

本公司並無成立提名委員會，惟將定期檢討及考慮是否需要成立該委員會。所有董事的委任、辭任與免職事宜及其繼任人政策，均須由董事會批准。

根據章程細則，三分一董事（包括獨立非執行董事）必須輪值告退，並於每年股東周年大會准予重選。本年度，何成澤先生、何挺博士、李義男先生及施新新先生將會於應屆股東周年大會輪值告退，惟均符合資格准予重選連任。其等的履歷詳情已載於本公司派發予本公司股東（「股東」）的通函內。

於2009年1月23日，李國麟先生辭任主席及執行董事職務；於2009年3月30日，顧渝生先生辭世。於2009年7月8日，陳芳美女士及黃勝藍先生分別獲董事會委任為執行董事及獨立非執行董事。

於2009年12月31日，概無任何董事與本公司或本集團任何成員公司存在或擬訂立於1年後屆滿或僱主不得於1年內於毋須作出賠償（法定賠償除外）下將其終止的任何服務合約。

核數師酬金

截至2009年及2008年12月31日止的財政年度，付予本公司獨立核數師德勤•關黃陳方會計師行所提供的審核服務及非審核服務的酬金綜合如下：

2009	2008
HKD'000	HKD'000
千港元	千港元
2,170	2,154
932	1,414

董事進行證券交易的標準守則

本公司已採納上市規則附錄10所載列的上市公司董事進行證券交易的標準守則（「標準守則」）。經向全體董事具體查詢後，各董事已確認其於截至2009年12月31日止財政年度一直遵從標準守則所載的標準要求。

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

Directors are responsible for overseeing the preparation of the financial statements of the Company for the year ended 31 December 2009 which give a true and fair view of the state of financial affairs of the Company.

Directors are responsible for keeping proper accounting records, for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors have reviewed the soundness, adequacy and application of accounting, financial and other controls and promoting effective control in the Group.

SHAREHOLDERS' COMMUNICATION

The Board recognises the significance of maintaining an effective two-way communication with its stakeholders. Designated management meets with research analysts and institutional investors on an on-going basis and provides them with the latest and comprehensive information about the corporate developments of the Group. In addition, the Company utilises its website (www.symphonyholdings.com) as a channel to provide updated information in a timely manner in order to strengthen the communication with its stakeholders.

SHAREHOLDERS' RIGHTS

Shareholders may convene a special general meeting in the following manner:

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition.

PUBLIC FLOAT

The Company has maintained sufficient public float at over 40% throughout the year ended 31 December 2009.

董事對財務報表的責任

董事須負責監管截至2009年12月31日止年度，本公司的財務報表的制定乃真實並合理地反映本公司的財務狀況事宜。

董事負責維持合適的會計紀錄，以保障本公司資產，並採取合理步驟以防止及偵查欺詐與其他違規行為。

董事已審閱本集團會計、財務及其他監控之採納的穩健性、足夠性及運用性，並促使本集團實施有效監控。

股東通訊

本集團認同跟其持份者維持雙向溝通的重要性，並會指派管理人員定期與研究分析師及企業投資者會面，向其等提供本集團的最新消息及企業發展的全面資訊。除此以外，本公司利用其網址www.symphonyholdings.com作為平台，實時提供本集團最新資訊，以加強與其持份者的溝通。

股東權益

股東可依以下途徑召開特別股東大會：

於寄存正式要求當日，持有本公司逾十分一附於本公司股東大會投票權的本公司已繳足股本的股東，可隨時向董事會或公司秘書提交書面要求，要求董事會召開股東特別大會。

公眾持股量

截至2009年12月31日止年度內，本公司一直維持逾40%的充足公眾持股量。

Deloitte. 德勤

TO THE MEMBERS OF SYMPHONY HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Symphony Holdings Limited ("Company") and its subsidiaries (collectively referred to as "Group") set out on pages 32 to 119 which comprise the consolidated statement of financial position as at 31 December 2009, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

致新豐集團有限公司股東
(於百慕達註冊成立的有限公司)

本核數師行已完成審核新豐集團有限公司(「貴公司」)及其附屬公司(以下合稱「貴集團」)載於第32頁至第119頁的綜合財務報表。此綜合財務報表包括2009年12月31日的綜合財務狀況表，與截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策及其他附註解釋。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及香港《公司條例》的披露要求而編製及真實並公平地呈列此等綜合財務報表。這責任包括設計、實施及維護有關編製及真實而公平地呈列綜合財務報表相關的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策，及按情況作出合理的會計估計。

核數師的責任

本核數師的責任乃根據我們的審核，對此等綜合財務報表提出意見，並按照《百慕達公司法例》第90條向全體股東報告，除此之外，本報告並無其他目的。本核數師不會就本報告的內容向任何其他人士承擔任何義務或接受任何責任。本核數師已根據香港會計師公會頒報的香港審計準則進行審核。該準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表並不存在任何重大陳述錯誤。

Independent Auditor's Report 獨立核數師報告

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2009 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong • 26 March 2010

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選用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綜合財務報表存有重大錯誤的陳述風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報綜合財務報表相關的內部監控，以設計對當時情況恰當的審核程序，但並非對該公司的內部監控效能發表意見。審核亦包括評價董事所採納的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

本核數師相信，我們已獲取充足及適當的會計憑證為我們的審核意見提供基礎。

意見

本核數師認為，此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 貴集團於2009年12月31日的事務狀況及 貴集團截至該日止年度的溢利及現金流量，並已按照香港《公司條例》的披露要求妥為編製。

德勤•關黃陳方會計師行
執業會計師

香港 • 2010年3月26日

Consolidated Statement of Comprehensive Income 綜合全面收益表

For the year ended 31 December 截至12月31日止年度

		Notes 附註	2009 HKD'000 千港元	2008 HKD'000 千港元
Revenue	營業額	4	1,784,907	2,050,584
Cost of sales	銷售成本		(1,437,838)	(1,768,865)
Gross profit	毛利		347,069	281,719
Other income	其他收入		34,427	38,853
Distribution and selling expenses	分銷及銷售開支		(149,114)	(127,843)
Administrative expenses	行政開支		(195,347)	(231,266)
Other expenses	其他開支		(7,430)	(3,360)
Net increase (decrease) in fair value of investment properties	投資物業公平價值增加(減少)淨額		57,750	(32,050)
Gain on disposal of subsidiaries	出售附屬公司盈餘	28	-	13,586
Impairment loss on goodwill	商譽減值虧損		-	(57,477)
Gain (Loss) on fair value changes of held-for-trading investments	持作銷售投資公平價值變化的盈餘(虧損)		716	(11,998)
Share of results of jointly controlled entities	佔共同控制實體業績		(58,498)	(101,409)
Profit (Loss) before tax	除稅前溢利(虧損)		29,573	(231,245)
Taxation	稅項	5	(10,785)	1,554
Profit (Loss) for the year	年度溢利(虧損)	6	18,788	(229,691)
Other comprehensive income (expense)	其他綜合收益(開支)			
Surplus arising on re-classification from prepaid lease payments to investment properties	重新分類預付租賃款項為投資物業所產生之盈餘		14,523	-
Deferred tax on surplus arising on re-classification from prepaid lease payments to investment properties	重新分類預付租賃款項為投資物業所產生之盈餘的遞延稅項		(2,413)	-
Surplus (deficit) arising on revaluation of properties	物業重估值所產生之盈餘(虧損)		12,194	(2,605)
Deferred tax (liability) asset arising on revaluation of properties	物業重估值所產生之遞延稅項(負債)資產		(3,145)	640
Effect of changes in tax rates	稅率變更的影響		-	253
Fair value gain (loss) on available-for-sale investments	可供銷售投資公平價值增加(虧損)		6,412	(6,899)
Re-classification adjustment to profit or loss upon disposal of available-for-sale investments	重新分類出售可供銷售投資於損益的調整		(2)	-
Exchange differences arising on translation of foreign operations	海外業務所產生的匯兌折算差異		(2,968)	27,945
Share of other comprehensive income of jointly controlled entities	佔共同控制實體其他綜合收益		5,320	(3,108)
Other comprehensive income for the year (net of tax)	年內其他綜合收益(除稅後淨額)		29,921	16,226
Total comprehensive income and expense for the year	年內綜合收益及開支總額		48,709	(213,465)

Consolidated Statement of Comprehensive Income 綜合全面收益表

For the year ended 31 December 截至12月31日止年度

		2009	2008
	<i>Notes</i>	HKD'000	HKD'000
	<i>附註</i>	千港元	千港元
Profit (Loss) for the year attributable to:	應佔年度溢利(虧損)：		
Owners of the Company	本公司擁有人	19,008	(226,508)
Minority interests	少數股東權益	(220)	(3,183)
		18,788	(229,691)
Total comprehensive income and expense attributable to:	應佔綜合收益及開支總額：		
Owners of the Company	本公司擁有人	48,920	(210,926)
Minority interests	少數股東權益	(211)	(2,539)
		48,709	(213,465)
Earnings (Loss) per share	每股盈利(虧損)		
Basic and diluted (HK cents)	基本及經攤薄(港仙)	1.09	(12.99)

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Consolidated Statement of Financial Position 綜合財務狀況表

At 31 December 於12月31日

		Notes 附註	2009 HKD'000 千港元	2008 HKD'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	242,532	282,741
Investment properties	投資物業	11	331,040	112,450
Prepaid lease payments	預付租賃款項	12	38,604	50,203
Interests in jointly controlled entities	共同控制實體權益	16	56,778	78,272
Advance to jointly controlled entities	墊款予共同控制實體	16	171,110	127,749
Available-for-sale investments	可供銷售投資	17	60,011	54,366
Deferred tax assets	遞延稅項資產	23	13,127	10,085
Tax recoverable	應退稅項		17,214	9,714
Club debentures	會所債券		2,003	2,003
			932,419	727,583
Current assets	流動資產			
Inventories	存貨	18	171,254	269,148
Amounts due from jointly controlled entities	應收共同控制實體款項	16	25,664	50,692
Trade and other receivables	貿易及其他應收賬款	19	217,808	459,061
Prepaid lease payments	預付租賃款項	12	1,050	1,301
Held-for-trading investments	持作買賣投資	20	321	4,055
Bank balances and cash	銀行結餘及現金	21	399,184	280,963
			815,281	1,065,220
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	22	311,305	395,027
Amounts due to jointly controlled entities	應付共同控制實體款項	16	17,650	28,006
Tax payable	應付稅項		54,969	55,641
			383,924	478,674
Net current assets	流動資產淨值		431,357	586,546

Consolidated Statement of Financial Position 綜合財務狀況表

At 31 December 於12月31日

		Notes	2009 HKD'000 千港元	2008 HKD'000 千港元
		附註		
Total assets less current liabilities	資產總值減流動負債		1,363,776	1,314,129
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	23	28,303	9,925
Net Assets	資產淨值		1,335,473	1,304,204
Capital and reserves	股本及儲備			
Share capital	股本	24	436,011	436,011
Share premium and reserves	股份溢價及儲備		866,842	835,362
Equity attributable to owners of the Company	本公司持有人 應佔權益		1,302,853	1,271,373
Minority interests	少數股東權益		32,620	32,831
			1,335,473	1,304,204

The financial statements on pages 32 to 119 were approved and authorised for issue by the board of directors of the Company on 26 March 2010 and are signed on its behalf by:

載於第32至第119頁的財務報表乃由本公司董事會於2010年3月26日批核及授權刊發，並由下列董事代表簽署：

CHAN Ting Chuen
陳庭川

SZE Sun Sun Tony
施新新

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

For the year ended 31 December 2009 截至2009年12月31日止年度

Atributable to owners of the Company

本公司權益持有人應佔

	Share capital	Properties			Translation reserve	Share options reserve	Accumulated profits	Total	Minority interests	Total
		Share premium	revaluation reserve	Investments revaluation reserve						
	股本	股份溢價	物業重估儲備	投資重估儲備	匯兌儲備	購股權儲備	累計溢利	總計	少數股東權益	總計
	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
THE GROUP										
At 1 January 2008	436,011	364,638	15,477	943	36,706	15,368	651,525	1,520,668	35,370	1,556,038
Loss for the year	-	-	-	-	-	-	(226,508)	(226,508)	(3,183)	(229,691)
Effect of change in tax rate	-	-	253	-	-	-	-	253	-	253
Deficit arising on revaluation of properties	-	-	(2,605)	-	-	-	-	(2,605)	-	(2,605)
Deferred tax asset arising on revaluation of properties	-	-	640	-	-	-	-	640	-	640
Fair value loss on available-for-sale investments	-	-	-	(6,899)	-	-	-	(6,899)	-	(6,899)
Exchange differences arising on translation of foreign operations	-	-	901	-	26,400	-	-	27,301	644	27,945
Share of other comprehensive income of jointly controlled entities	-	-	-	-	(3,083)	(25)	-	(3,108)	-	(3,108)
Other comprehensive income and expense for the year	-	-	(811)	(6,899)	23,317	(25)	-	15,582	644	16,226
Total comprehensive income and expense for the year	-	-	(811)	(6,899)	23,317	(25)	(226,508)	(210,926)	(2,539)	(213,465)
Lapse of share options	-	-	-	-	-	(1,206)	1,206	-	-	-
Dividends paid (Note 8)	-	-	-	-	-	-	(38,369)	(38,369)	-	(38,369)
At 31 December 2008	436,011	364,638	14,666	(5,956)	60,023	14,137	387,854	1,271,373	32,831	1,304,204

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

For the year ended 31 December 2009 截至2009年12月31日止年度

		Attributable to owners of the Company 本公司權益持有人應佔								
		Share capital	Share premium	Properties revaluation reserve	Investments revaluation reserve	Translation reserve	Share options	Accumulated profits	Minority interests	Total
		股本	溢價	物業重估儲備	投資重估儲備	匯兌儲備	購股權儲備	累計溢利	少數股東權益	總計
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Profit for the year	年度溢利	-	-	-	-	-	-	19,008	-	19,008
Surplus arising on re-classification from prepaid lease payments to investment properties	重新分類預付租賃款項為投資物業所產生之盈餘	-	-	14,523	-	-	-	-	-	14,523
Deferred tax on surplus on re-classification from prepaid lease payments to investment properties	重新分類預付租賃款項為投資物業產生之盈餘的遞延稅項	-	-	(2,413)	-	-	-	-	-	(2,413)
Surplus arising on revaluation of properties	物業重估產生之盈餘	-	-	12,194	-	-	-	-	-	12,194
Deferred tax liability arising on revaluation of properties	物業重估產生之遞延稅項負債	-	-	(3,145)	-	-	-	-	-	(3,145)
Fair value gain on available-for-sale investments	可供銷售投資公平價值增加	-	-	-	6,412	-	-	-	-	6,412
Re-classification adjustment to profit or loss upon disposal of available-for-sale investments	重新分類出售可供銷售投資於損益的調整	-	-	-	(2)	-	-	-	-	(2)
Exchange differences arising on translation of foreign operations	海外業務所產生的匯兌折算差異	-	-	-	-	(2,977)	-	-	9	(2,968)
Share of other comprehensive income of jointly controlled entities	佔共同控制實體其他綜合收益	-	-	-	-	5,320	-	-	-	5,320
Other comprehensive income and expense for the year	年度其他綜合收入及開支	-	-	21,159	6,410	2,343	-	-	9	29,921
Total comprehensive income and expense for the year	年度綜合收入及開支總額	-	-	21,159	6,410	2,343	-	19,008	(211)	48,709
Lapse of share options	購股權失效	-	-	-	-	-	(14,137)	14,137	-	-
Dividends paid (Note 8)	已付股息(附註8)	-	-	-	-	-	-	(17,440)	-	(17,440)
At 31 December 2009	於2009年12月31日	436,011	364,638	35,825	454	62,366	-	403,559	32,620	1,335,473

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 截至12月31日止年度

	Notes 附註	2009 HKD'000 千港元	2008 HKD'000 千港元
OPERATING ACTIVITIES			
經營活動			
Profit (loss) before tax		29,573	(231,245)
Adjustments for:	調整：		
Interest income	利息收入	(10,126)	(14,077)
Impairment loss on goodwill	商譽減值虧損	-	57,477
Share of results of jointly controlled entities	佔共同控制實體業績	58,498	101,409
Depreciation of property, plant and equipment	物業、廠房及設備折舊	41,346	40,354
Amortisation of prepaid lease payments	預付租賃款項攤銷	1,173	1,301
Loss (Gain) on disposal of property, plant and equipment	出售物業、廠房及設備虧損(收益)	3,592	(66)
Gain on disposal of investment property	出售投資物業收益	(30)	-
Gain on disposal of available-for-sale investments	出售可供銷售投資收益	(2)	-
Gain on disposal of subsidiaries	出售附屬公司的收益	-	(13,586)
(Increase) Decrease in fair value of investment properties	投資物業公平價值(增加)減少	(57,750)	32,050
Reversal of allowance for bad and doubtful debts	呆壞賬撥備回撥	(440)	(2,850)
Allowance for inventories, net	存貨備抵淨額	8,498	2,114
Operating cash flow before movements in working capital	營運資金變動前的經營現金流	74,332	(27,119)
Decrease in inventories	存貨減少	89,396	22,447
Decrease (Increase) in amounts due from jointly controlled entities	應收共同控制實體款項減少(增加)	25,028	(17,982)
Decrease (Increase) in trade and other receivables	貿易及其他應收賬款減少(增加)	231,474	(88,929)
Decrease in held-for-trading investments	持作買賣投資減少	3,734	1,373
Decrease in trade and other payables	貿易及其他應付賬款減少	(84,697)	(32,744)
Cash generated from (used in) operations	(用於)來自經營業務的現金	339,267	(142,954)
Purchase of tax reserve certificates	購買儲稅券	(7,500)	(9,714)
Overseas tax paid	已付海外稅項	(1,851)	(3,079)
Hong Kong Profits Tax refunded	退還香港利得稅	166	377
NET CASH FROM (USED IN) OPERATING ACTIVITIES	(用於)來自經營活動的現金淨額	330,082	(155,370)

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 截至12月31日止年度

		2009	2008
	Notes	HKD'000	HKD'000
	附註	千港元	千港元
INVESTING ACTIVITIES	投資活動		
Purchase of investment properties	購買投資物業	(117,027)	(87,222)
Investment in jointly controlled entities	共同控制實體投資	(53,625)	-
Advance to a jointly controlled entity	貸款予共同控制實體	(43,361)	(46,473)
Purchases of property, plant and equipment	購買物業、廠房及設備	(19,249)	(51,329)
Dividends received from a jointly controlled entity	已收共同控制實體股息	21,941	19,843
Interests received	已收利息	10,126	14,077
Proceeds from disposal of subsidiaries	出售附屬公司收益	9,000	96,000
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的收益	5,751	1,616
Proceeds from disposal of an investment property	出售一投資物業的收益	2,530	-
Proceeds from disposal of available-for-sale investments	出售可供銷售投資的收益	767	-
Increase in available-for-sale investments	可供銷售投資增加	-	(38,180)
Loan to a jointly controlled entity	貸款予一共同控制實體	-	(34,713)
Increase in prepaid lease payments	預付租賃款項增加	-	(1,944)
Decrease in structured deposits	結構性投資減少	-	62,240
NET CASH USED IN INVESTING ACTIVITIES	用於投資活動現金淨額	(183,147)	(66,085)
FINANCING ACTIVITIES	融資活動		
Dividends paid	已付股息	(17,440)	(38,369)
(Repayment to) advance from jointly controlled entities	(還款)貸款自共同控制實體	(10,356)	19,214
NET CASH USED IN FINANCING ACTIVITIES	用於融資活動現金淨額	(27,796)	(19,155)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加(減少)淨額	119,139	(240,610)
CASH AND CASH EQUIVALENTS BROUGHT FORWARD	承前現金及現金等價物結餘	280,963	519,494
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外匯匯率變更的影響	(918)	2,079
CASH AND CASH EQUIVALENTS CARRIED FORWARD, REPRESENTED BY BANK BALANCES AND CASH	結轉現金及現金等價物結餘即銀行結餘及現金	399,184	280,963

1. GENERAL

Symphony Holdings Limited (“**Symphony**” or “**Company**”, together with its subsidiaries “**Group**”) was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (“**Exchange**”). The address of the registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and the principal place of business of the Company is at the 10th Floor of Island Place Tower, 510 King’s Road, North Point, Hong Kong.

The functional currency of the Company is United States dollars (“**USD**”). The consolidated financial statements are presented in Hong Kong dollars (“**HKD**”) for the convenience of the shareholders of the Company (“**Shareholders**”), as the Company is listed in Hong Kong.

The principal activities of the Group are manufacturing and trading of footwear, trading, retailing and distribution of licensed products, property investment and investments holding. The principal activities of its principal subsidiaries are set out in Note 36.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“**HKFRSs**”)

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

HKAS 1 (Revised 2007)	Presentation of Financial Statements
HKAS 23 (Revised 2007)	Borrowing Costs
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation

1. 一般資料

新灃集團有限公司(「**新灃**」或「**本公司**」，連同其附屬公司統稱「**本集團**」)於百慕達註冊成立為獲豁免有限責任公司，其股份於香港聯合交易所有限公司(「**聯交所**」)上市。本公司註冊辦事處為 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda，其主要營業地點為香港北角英皇道510號港運大廈10樓。

本公司的應用貨幣為美元(「**美元**」)。由於本公司於香港上市，為方便本公司股東(「**股東**」)，本綜合財務報表以港元(「**港元**」)呈列。

本集團的主要業務為鞋履產品製造及貿易，商標產品貿易、零售及分銷，物業投資及投資控股，主要附屬公司的業務活動已載於附註36。

2. 採納新訂及經修訂香港財務報告準則(「**香港財務報告準則**」)

本年度，本集團已採納以下由香港會計師公會(「**香港會計師公會**」)頒布的新訂及經修訂準則、修訂本及詮釋(「**新訂及經修訂香港財務報告準則**」)：

香港會計準則第1號 (2007經修訂)	財務報表的呈列
香港會計準則第23號 (2007經修訂)	借貸成本
香港會計準則第32號 及1號(修訂本)	可沽售金融工具及 清盤時產生的責任

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segments
HK(IFRIC) – Int 9 & HKAS 39 (Amendments)	Embedded Derivatives
HK(IFRIC) – Int 13	Customer Loyalty Programmes
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation
HK(IFRIC) – Int 18	Transfers of Assets from Customers
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS 5 that is effective for annual periods beginning on or after 1 July 2009
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 in relation to the amendment to paragraph 80 of HKAS 39

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第1號及香港會計準則第27號(修訂本)	於附屬公司、共同控制實體或聯營公司的投資成本
香港財務報告準則第2號(修訂本)	歸屬條件及註銷
香港財務報告準則第7號(修訂本)	金融工具之披露改進
香港財務報告準則第8號	經營分類
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)	嵌入衍生工具
香港(國際財務報告詮釋委員會)–詮釋第13號	客戶忠誠計劃
香港(國際財務報告詮釋委員會)–詮釋第15號	興建房地產協議
香港(國際財務報告詮釋委員會)–詮釋第16號	海外業務對沖投資淨額
香港(國際財務報告詮釋委員會)–詮釋第18號	自客戶轉移資產
香港財務報告準則(修訂本)	於2008頒布的香港財務報告準則之改進，除於2009年7月1日或以後開始的年度期間生效的香港財務報告準則第5號之修訂
香港財務報告準則(修訂本)	於2009頒布的香港財務報告準則之改進，有關香港會計準則第39號第80段之修訂

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Except as described below, the adoption of the new and revised HKFRSs has had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods.

**NEW AND REVISED HKFRSs
AFFECTING PRESENTATION AND DISCLOSURE ONLY**

**HKAS 1 (REVISED 2007)
PRESENTATION OF FINANCIAL STATEMENTS**

HKAS 1 (Revised 2007) has introduced terminology changes (including revised titles for the financial statements) and changes in the format and content of the consolidated financial statements.

HKFRS 8 OPERATING SEGMENTS

HKFRS 8 is a disclosure standard that has resulted in a re-designation of the Group's reportable segments (see Note 4).

**IMPROVING DISCLOSURES ABOUT FINANCIAL INSTRUMENTS
(AMENDMENTS TO HKFRS 7 FINANCIAL INSTRUMENTS: DISCLOSURES)**

The amendments to HKFRS 7 expand the disclosures required in relation to fair value measurements in respect of financial instruments which are measured at fair value. The Group has not provided comparative information for the expanded disclosures in accordance with the transitional provision set out in the amendments. The amendments also expand and amend the disclosures required in relation to liquidity risk.

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

HKFRSs (Amendments) Amendment to HKFRS 5 as part of Improvements to HKFRSs 2008¹

HKFRSs (Amendments) Improvements to HKFRSs 2009²

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

除下述以外，採納新訂及經修訂香港財務報告準則概無對本集團現行及過往會計期間的綜合財務報表造成重大影響。

僅對呈列方式及披露構成影響的新訂及經修訂香港財務報告準則

香港會計準則第1號(2007經修訂)財務報表的呈列

香港會計準則第1號(2007經修訂)已引入一系列專門用語變更(包括財務報表標題變更)，及綜合財務報表呈列與內容的變更。

香港財務報告準則第8號經營分類

香港財務報告準則第8號為一披露標準，導致本集團可報告分部重新定位(見附註4)。

**金融工具之披露改進
(修訂財務報告準則第7號金融工具：披露)**

香港財務報告準則第7號之修訂本擴大按公平價值計量之金融工具對相關公平價值計量方法之披露規定。本集團並無按修訂本所提出之過渡性條文，就已擴大的披露要求提供比較數據。此修訂本亦擴大及更改有關流動資金風險之披露規定。

本集團並無提早採納下列已頒布惟尚未生效的新訂及經修訂準則、修訂本或詮釋。

香港財務報告準則 (修訂本) 修訂香港財務報告準則第5號，作為部份香港財務報告準則2008之改進¹

香港財務報告準則 (修訂本) 香港財務報告準則2009之改進²

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

HKAS 24 (Revised)	Related Party Disclosures ⁶
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ¹
HKAS 32 (Amendment)	Classification of Rights Issues ⁴
HKAS 39 (Amendment)	Eligible Hedged Items ¹
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters ³
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters ⁵
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions ³
HKFRS 3 (Revised)	Business Combinations ¹
HKFRS 9	Financial Instruments ⁷
HK(IFRIC)-Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement ⁶
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners ¹
HK(IFRIC)-Int 19	Extinguishing Financial Liabilities with Equity Instruments ⁵

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第24號 (經修訂)	關連人士之披露 ⁶
香港會計準則第27號 (經修訂)	綜合及獨立財務報表 ¹
香港會計準則第32號 (修訂本)	供股分類 ⁴
香港會計準則第39號 (修訂本)	合資格對沖項目 ¹
香港財務報告準則第1號 (修訂本)	首次採納者的額外豁免 ³
香港財務報告準則第1號 (修訂本)	首次採納香港財務報告準則第7號之披露對比較數字之有限程度豁免 ⁵
香港財務報告準則第2號 (修訂本)	集團以現金結算的按股份基礎付款的交易 ³
香港財務報告準則第3號 (經修訂)	業務合併 ¹
香港財務報告準則第9號	金融工具 ⁷
香港(國際財務報告詮釋委員會)-詮釋第14號 (修訂本)	最低資金要求之預付款項 ⁶
香港(國際財務報告詮釋委員會)-詮釋第17號	向持有人分派非現金資產 ¹
香港(國際財務報告詮釋委員會)-詮釋第19號	以股本工具撇減金融負債 ⁵

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

- ¹ Effective for annual periods beginning on or after 1 July 2009
- ² Amendments that are effective for annual periods beginning on or after 1 July 2009 and 1 January 2010, as appropriate
- ³ Effective for annual periods beginning on or after 1 January 2010
- ⁴ Effective for annual periods beginning on or after 1 February 2010
- ⁵ Effective for annual periods beginning on or after 1 July 2010
- ⁶ Effective for annual periods beginning on or after 1 January 2011
- ⁷ Effective for annual periods beginning on or after 1 January 2013

The application of HKFRS 3 (Revised) may affect the Group's accounting for business combination for which the acquisition date is on or after 1 January 2010. HKAS 27 (Revised) will affect the accounting treatment for changes in the Group's ownership interest in a subsidiary.

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

- ¹ 於2009年7月1日或以後開始的年度期間生效
- ² 修訂本乃於2009年7月1日或2010年1月1日(倘適用)或以後開始的年度期間生效
- ³ 於2010年1月1日或以後開始的年度期間生效
- ⁴ 於2010年2月1日或以後開始的年度期間生效
- ⁵ 於2010年7月1日或以後開始的年度期間生效
- ⁶ 於2011年1月1日或以後開始的年度期間生效
- ⁷ 於2013年1月1日或以後開始的年度期間生效

採納香港財務報告準則第3號(經修訂)有可能影響收購日為2010年1月1日或以後本集團的業務合併會計呈列方式；而香港會計準則第27號(經修訂)將會影響本集團於一附屬公司持有權益的變更之會計處理方法。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

HKFRS 9 "Financial Instruments" introduces new requirements for the classification and measurement of financial assets and will be effective from 1 January 2013, with earlier application permitted. The standard requires all recognised financial assets that are within the scope of HKAS 39 "Financial Instruments: Recognition and Measurement" to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows; and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. The application of HKFRS 9 will affect the classification and measurement of the Group's financial assets.

In addition, as part of Improvements to HKFRSs issued in 2009, HKAS 17 "Leases" has been amended in relation to the classification of leasehold land. The amendments will be effective from 1 January 2010, with earlier application permitted. Before the amendments to HKAS 17, leases were required to classify leasehold land as operating leases and presented as prepaid lease payments in the consolidated statement of financial position. The amendments have removed such a requirement. Instead, the amendments require the classification of leasehold land to be based on the general principles set out in HKAS 17, that are based on the extent to which risks and rewards incidental to ownership of a leased asset lie with the lessor or the lessee. The application of the amendments to HKAS 17 might affect the classification and measurement of the Group's leasehold land.

The directors of the Company ("Directors") anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the consolidated financial statements.

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第9號「金融工具」引進金融資產分類及計量之新規定，將由2013年1月1日起生效，並允許提早應用。該準則規定香港會計準則第39號「金融工具：確認及計量」範圍內所有已確認金融資產按攤銷成本或公平價值計量，特別是就(i)以業務模式持有以收取合約現金流量為目的之債務投資，及(ii)純粹為支付本金及未償還本金之利息而擁有合約現金流之債務投資，則一般按攤銷成本計量。所有其他債務投資及股本投資按公平價值計量。應用香港財務報告準則第9號可能影響本集團金融資產之分類及計量。

另外，作為部份於2009年頒布之香港財務報告準則之改進，香港會計準則第17號「租賃」有關租賃土地分類已經修訂，該修訂將於2010年1月1日生效，並准予提早採納。在香港會計準則第17號修訂之前，租賃需將租賃土地分類為經營租賃，並於綜合財務狀況表中以預付租賃款項呈列，該修訂已刪除該項規定。取而代之，有關修訂要求租賃土地須根據香港會計準則第17號所載之一般原則而劃分，即根據出租人或承租人就租賃資產之擁有權所承擔之風險及回報為基準。應用香港會計準則第17號的修訂本可能影響本集團之租賃土地之劃分。

本公司董事(「董事」)預期，採納其他新訂及經修訂準則、修訂本或詮釋將不會對本集團的業績及財務狀況造成重大影響。

3. SIGNIFICANT ACCOUNTING POLICIES

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

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

BASIS OF CONSOLIDATION

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

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

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

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

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

3. 主要會計政策

除以重估價值或公平價值計量之若干物業及金融工具外，綜合財務報表乃根據歷史成本基準而編製，並於下文會計政策中闡述。

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則而編製。此外，綜合財務報表包括聯交所證券上市規則（「**上市規則**」）及香港公司條例規定所適用之要求作披露。

綜合準則

本綜合財務報表合併本公司及本公司控制實體（其附屬公司）的財務報表。控制權乃指當本公司有權力管理一實體的財務及營運政策，並從其活動中獲得利益。

年內購置或出售的附屬公司的業績已於收購生效日或截至出售生效日止（倘適用）於本綜合損益表內列賬。

倘有需要，附屬公司的財務報表會作出調整，以切合本集團其他成員所採納的會計政策。

所有集團內部交易、結餘、收入及開支已於綜合賬目時對銷。

於綜合附屬公司的資產淨值中的少數股東權益與本集團的權益已被分開呈列。於資產淨值中的少數股東權益包括於原業務合併日期的該等權益金額及自合併日以來少數股東應佔權益變動。少數股東應佔虧損超越附屬公司股本中的少數股東權益會計入本集團的權益內，惟倘少數股東受具約束力的責任所規限並有能力作出額外投資以彌補該虧損則除外。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

BUSINESS COMBINATIONS

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

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

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

GOODWILL

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses and is presented separately in the consolidated statement of financial position.

3. 主要會計政策 (續)

業務合併

業務收購乃以收購法入賬。收購成本的計量，乃按於交易日所獲資產的公平價值總額、所產生或承擔的負債，及本集團所發行的股本工具以換取被併購者的控制權，加上業務合併任何直接應佔的成本。符合香港財務報告準則第3號業務合併所列準則，被併購者的可識別資產、負債及或然負債均於收購日按其公平價值確認。

收購產生的商譽會被確認為資產，並初步以成本計量，乃為業務合併成本超越本集團於該業務的已確認可辨認資產、負債及或然負債的公平價值淨值的權益的額外價值。倘於重新評定後，本集團於被併購者的可辨認資產、負債及或然負債的公平價值淨值的權益超越業務合併的成本，則該超出金額會即時於損益賬中確認。

被併購者的少數股東權益初步按少數股權益於已確認資產、負債及或然負債的公平價值淨值的比例計量。

商譽

收購業務所產生的商譽，乃以成本扣減任何累計減值虧損，並於綜合財務狀況表中分別呈列。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

GOODWILL (CONTINUED)

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

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

INVESTMENTS IN ASSOCIATES

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

3. 主要會計政策 (續)

商譽 (續)

為進行減值測試，收購所產生的商譽已被分配至各個相關現金產生單位，或現金產生單位組別，並預期可受惠於收購的協同效應。已獲分配商譽的現金產生單位會於每年及凡單位有可能出現減值現象時進行減值測試。於一財政年度因收購所產生的商譽，已獲分配商譽的現金產生單位會於該財政年度終結前進行減值測試。當現金產生單位的可收回金額少於該單位的賬面值，則減值虧損會被分配，以首先減少已分配至該單位的任何商譽的賬面值，其後以單位各資產的賬面值為基準按比例分配至該單位的其他資產。商譽的任何減值虧損乃直接於損益確認。商譽的減值虧損於繼後期間不予回撥。

於出售相關現金產生單位時，已資本化的商譽應佔金額已包含於出售時計入釐定損益的金額內。

聯營公司投資

聯營公司乃指投資者對其具有重大影響力，但並非附屬公司或合營公司權益。重大影響力乃指參與投資對象的財務及經營政策決策之權力，惟並不是控制或聯合控制該等政策。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

INVESTMENTS IN ASSOCIATES (CONTINUED)

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

Any excess of the Group's share of the net fair value of the identified assets, liabilities and contingent liabilities over the cost of acquisition, after assessment, is recognised immediately in profit or loss.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the interests of the Group in the relevant associate.

JOINT VENTURES

Jointly Controlled Entities

Joint venture arrangements which involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

3. 主要會計政策 (續)

聯營公司投資(續)

聯營公司的業績、資產及負債乃以權益會計法併入此等綜合財務報表。根據權益法，聯營公司投資乃按成本於綜合資產負債表中列賬，收購後的本集團應佔賬項變動均按聯營公司資產淨值扣減任何已辨認的減值虧損作出調整。當本集團應佔一聯營公司虧損相等於或超越其於該聯營公司的權益(包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司的投資淨額的一部分)，則本集團會停止確認分佔其的進一步虧損。額外應佔的虧損會被撥備，而負債僅以本集團已產生的法定或推定責任或代表該聯營公司作出付款為限獲確認。

任何本集團應佔已識別資產、負債及或然負債的公平價值淨值超越收購成本的部分，經評定後，會即時於損益確認。

當有一集團實體與本集團一聯營公司進行交易，則損益會以本集團於相關聯營公司中的權益為限而撇銷。

合營企業

共同控制實體

合資經營安排倘涉及成立一獨立實體而合營各方共同擁有該實體的經濟活動控制權，該實體則被視為共同控制實體。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

JOINT VENTURES (CONTINUED)

Jointly Controlled Entities (continued)

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

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities over the cost of acquisition, after assessment, is recognised immediately in profit or loss.

When a group entity transacts with a jointly controlled entity of the Group, profits or losses are eliminated to the extent of the Group's interest in the jointly controlled entity.

REVENUE RECOGNITION

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

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

3. 主要會計政策 (續)

合營企業 (續)

共同控制實體 (續)

共同控制實體的業績、資產及負債會以權益會計法併入綜合財務狀況表。根據權益法，共同控制實體投資乃以成本於綜合資產負債表中列賬，並就收購後本集團應佔共同控制實體資產淨值的變動扣除任何已辦認的減值虧損作出調整。當本集團應佔一共同控制實體的虧損相等於或超越其於該共同控制實體的權益（包括任何長期權益，而該長期權益實質上構成本集團於該共同控制實體的投資淨額的一部分），則本集團會停止確認其應佔的進一步虧損。額外應佔的虧損會被撥備，而負債僅以本集團已產生的法定或推定責任或代表該共同控制實體作出付款為限被確認。

任何本集團應佔已識別資產、負債及或然負債的公平價值淨值超越收購成本，經評定後，會即時於損益確認。

當有一集團實體與本集團一共同控制實體進行交易，則損益以本集團於該共同控制實體中的權益為限撤銷。

收益確認

收益乃按已收或應收代價的公平價值計量，並代表於一般業務過程中出售商品的應收款項，扣減折扣及相關銷售稅項。

商品銷售收益於商品交付及產權轉移時予以確認。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

REVENUE RECOGNITION (CONTINUED)

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

Rental income, including rental invoiced in advance from properties let under operating leases, is recognised on a straight-line basis over the period of the relevant lease.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes are stated at cost or fair value less subsequent accumulated depreciation.

Buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation less any subsequent accumulated depreciation. Freehold land is stated at revalued amount, being the fair value at the date of revaluation. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period.

Any revaluation increase arising on revaluation of freehold land and buildings is recognised in other comprehensive income and accumulated in properties revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is recognised in profit or loss to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to accumulated profits.

3. 主要會計政策 (續)

收益確認 (續)

金融資產所產生的利息收入乃參考未償還本金及所適用的實際利率按時間基準計算，實際利率是將金融資產在預計年期內的估計未來現金收入貼現至該資產首次確認時的賬面淨值之利率。

根據經營租賃出租物業的租金收入(包括預先發出租單)按相關租賃期以直線法確認。

物業、廠房及設備

物業、廠房及設備包括持作生產或供應商品或服務用途或作行政用途的樓宇，乃以成本或公平價值減去繼後的累計折舊而計量。

持作生產或供應商品或服務用途或作行政用途的樓宇，於綜合財務狀況表中以其重估價值入賬，即重估價值當天的公平價值扣減任何繼後累計折舊而入賬。永久業權土地以重估價值，即重估價值當天的公平價值而入賬。價值重估須在符合各項相關規則下進行，以使其賬面值不會與於本報告期末使用的公平價值釐定者存在重大差異。

任何重估永久業權土地及樓宇價值所產生的重估增值會以其他綜合收入確認並累計入物業重估儲備，除非該增值用於抵銷相同資產於過往的重估減值而於損益獲確認為開支，則該增值將計入損益，惟金額以先前扣除的減值為限。資產重估所產生的賬面淨值減值，若超過過往重估該資產有關的重估儲備的結餘(如有)，則按其超出的結餘作開支扣減。於日後出售或報廢重估資產，其應佔重估盈餘會撥入累計溢利。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Depreciation is provided to write off the cost or fair value of items of property, plant and equipment over their estimated useful lives and after taking into account of their estimated residual values, using the straight-line method.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by an end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in properties revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to accumulated profits.

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

INVESTMENT PROPERTIES

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

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

3. 主要會計政策 (續)

物業、廠房及設備 (續)

折舊乃用以撇銷物業、廠房及設備項目的成本或公平價值，按其等估計可使用年期並考慮其估計剩餘價值以直線法計量。

倘因項目擁有人的佔用期完結而改變物業使用目的，使物業、廠房及設備成為一項投資物業，該項目的賬面值與其公平價值的任何差額會在轉移日於其他綜合收入中確認，並累計於物業重估儲備。於日後出售或報廢該資產，相關的重估儲備將會直接轉移至累計溢利。

物業、廠房及設備項目於出售時或預期繼續使用該資產將不會產生任何未來經濟效益時會被取消確認。取消確認該資產所產生的任何收益或虧損（按該項目出售收益淨額及其賬面值的差額計算）會於該取消確認項目的期間計入損益。

投資物業

投資物業乃指持有物業作租金收入及／或資本增值用途。

於首次確認時，投資物業乃以成本計量，包括任何直接應佔開支。首次確認以後，投資物業會以公平價值模式按公平價值模式計量。投資物業公平價值變動所產生的收益或虧損會在其產生期間計入損益。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

INVESTMENT PROPERTIES (CONTINUED)

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction. Starting from 1 January 2009, investment properties under construction are measured at fair value at the end of the reporting period. Any difference between the fair value of the investment properties under construction and their carrying amounts is recognised in profit or loss in the period in which they arise.

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

LEASING

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

The Group as Lessor

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

The Group as Lessee

Operating lease payments are recognised as expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

3. 主要會計政策 (續)

投資物業 (續)

興建中的投資物業所引起的建築成本乃依興建中投資物業賬面值資本化。自2009年1月1日開始，興建中投資物業乃於報告期末以公平價值計量。任何興建中投資物業賬面值及公平價值差額，會於該差額產生的期間於損益中確認。

當出售或永久停止使用投資物業或預期不會從出售該項物業中獲得未來經濟收益時，該項投資物業不再獲確認。不再確認該資產所產生的任何收益或虧損（按出售所得款項淨額與該資產的賬面值的差額計算）會於不再確認該資產的期間計入損益。

租賃

當租賃條款將所涉及擁有權的絕大部分風險及回報轉移予承租人時，租賃會被分類為經營租賃。

本集團作為出租人

經營租賃的租金收入乃按相關租賃期以直線基準於損益確認。

本集團作為承租人

經營租賃付款乃按相關租賃期以直線基準確認為開支，作為訂立一項經營租賃的獎勵的已收及應收利益會以直線基準按租賃期確認作租金開支減少。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

LEASING (CONTINUED)

Leasehold Land and Building

The land and building elements of a lease of land and building are considered separately for the purpose of lease classification, unless the lease payments cannot be allocated reliably between the land and building elements, in which case, the entire contract is generally treated as a finance lease and accounted for as property, plant and equipment. To the extent the allocation of the lease payments can be made reliably, leasehold interests in land are accounted for as operating leases and amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model.

FOREIGN CURRENCIES

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

3. 主要會計政策 (續)

租賃 (續)

租賃土地及樓宇

土地及樓宇租賃項內的土地及樓宇應視乎租賃類別用途而個別考慮，除非租賃付款不能可靠地分配為土地及樓宇部分，則整份協議一般會被視為財務租賃，並計入物業、廠房及設備。倘該租賃付款能可靠地分配，土地租賃權益會計入經營租賃，並依租賃期以直線基準攤銷，惟以公平價值模式被分類及計入投資物業的租賃則除外。

外幣

於編製各個別集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)進行交易均會按交易日期所適用現行匯率換算為其功能貨幣(即該實體經營的主要經濟環境的貨幣)記賬。於報告期末，以外幣定值的貨幣項目均按當日現行匯率重新換算。按公平價值以外幣定值的非貨幣項目乃以公平價值釐定當日現行匯率重新換算。以外幣的歷史成本價值計量的非貨幣項目則毋須重新換算。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

FOREIGN CURRENCIES (CONTINUED)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income and accumulated in equity and will be re-classified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HKD) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (translation reserve).

RETIREMENT BENEFITS COSTS

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

TAXATION

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

3. 主要會計政策 (續)

外幣(續)

結算及折算貨幣性項目所產生之匯兌差額於其產生之期間確認於損益賬，惟構成本公司海外業務淨投資之貨幣項目所產生之匯兌差額則除外，此類匯兌差額於其他全面收益內確認並累計於股本，當出售海外業務時便由股東資金將會重新分類至損益賬中。以公平值入賬之非貨幣性資產重新折算所產生之匯兌額計入當期損益，重新折算之損益並直接於其他全面收益內確認之非貨幣性資產則除外，其匯兌差額亦直接於其他全面收益內確認。

為呈列綜合財務報表，本集團的海外業務的資產及負債乃按報告期末的現行匯率換算為本集團的呈列貨幣（即港元），而其收入及開支乃按年度的平均匯率進行換算，於其他綜合收益及累計股本（匯兌儲備）中確認。

退休福利成本

當僱員已為公司提供服務並符合獲得供款資格，付款予國家管理退休福利計劃及強制性公積金計劃會計入開支。

稅項

所得稅開支乃指現行應付稅項及遞延稅務總額。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

TAXATION (CONTINUED)

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

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

3. 主要會計政策 (續)

稅項 (續)

現行應付稅項乃基於本年度應課稅溢利計算。應課稅溢利與綜合全面收益中所報告的溢利的差額，乃由於應課稅溢利不包括在其他年度應課稅或可扣稅的收入及開支，亦不包括從未課稅及扣稅的項目。本集團的本期稅項負債乃按報告期末已實行或實質上已實行的稅率計算。

遞延稅項乃就綜合財務報表的資產及負債賬面值與計算應課稅溢利所用的相應稅基的差額而確認，並以資產負債表負債法處理。遞延稅項負債一般會就所有應課稅的臨時差額而確認，遞延稅項資產通常於很可能可對銷應課稅溢利應可扣減暫時差額的情況下才就所有可扣減暫時差額予以確認。倘暫時差額由商譽或由初步確認，一項不影響應課稅溢利或會計溢利之交易之其他資產及負債（業務合併除外）所產生，則有關資產及負債不予確認。

於附屬公司及聯營公司的投資及於合營企業的權益而產生的應課稅暫時性差額，均予確認遞延稅務負債，除非本集團可控制暫時性差額的回撥，而該等暫時性差額很有可能不會在可見的未來回撥。與該等投資及權益相關的可扣減臨時差額所產生的遞延稅項資產，僅在按可能出現可利用臨時差額扣稅之足夠應課稅溢利時，並預期於可見將來回撥時確認。

於報告期末，遞延稅項資產的賬面值會進行檢討，並在沒可能有足夠應課稅溢利以恢復全部或部分資產時作調減。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

TAXATION (CONTINUED)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

CLUB DEBENTURES

Club debentures are carried at cost less any subsequent accumulated impairment loss.

INVENTORIES

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

FINANCIAL INSTRUMENTS

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

3. 主要會計政策 (續)

稅項(續)

遞延稅項資產及負債是以預期資產兌現及負債償還時之稅率，並根據於報告期末已頒布或已實際頒布的稅率(或稅務法例)而計量。遞延稅項負債及資產的計量反映本集團於報告期末預期資產及負債的賬面值之收回或結算方式所帶來的稅項後果。若有關項目於全面收益或直接於股本中被確認，其遞延稅項便分別於全面收益或直接於股本中被確認，否則，遞延稅項於損益賬中被確認。

會所債券

會所債券乃以成本扣減任何繼後累計減值虧損而計量。

存貨

存貨乃按成本及可變現淨值的較低者列賬，成本則按加權平均法而釐定。

金融工具

金融資產及金融負債乃當一集團實體成為該工具合同條文的訂約方時在綜合財務狀況表中獲確認。金融資產及金融負債以公平價值初步計量。其應佔收購或發行金融資產及金融負債的直接交易成本(透過損益以公平價值列賬的金融資產及金融負債則除外)乃於首次確認時加入金融資產或金融負債的公平價值或自金融資產或金融負債的公平價值中扣除(倘適用)。收購透過損益以公平價值列賬的金融資產或金融負債的直接應佔交易成本會即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

FINANCIAL INSTRUMENTS (CONTINUED)

FINANCIAL ASSETS

The Group's financial assets are classified into one of the 3 categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and de-recognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective Interest Method

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

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

Financial Assets at Fair Value through Profit or Loss

Financial assets at FVTPL has two sub-categories, including financial assets held-for-trading and those designated at FVTPL on initial recognition.

3. 主要會計政策 (續)

金融工具 (續)

金融資產

本集團的金融資產被分為以下3個類別的其中一個類別，包括透過損益按公平價值計量的金融資產(「透過損益按公平價值計量的金融資產」)、貸款與應收賬款及可供銷售金融資產。所有定期購買或出售的金融資產乃按交易日的基準予以確認及取消確認。定期購買或出售金融資產乃指按市場規則或慣例所設定的時限內付運資產。

實際利率法

實際利率法用以計量一金融資產於相關期間的攤銷成本及分配利息收入的方法。實際利率乃指透過金融資產的預計年期或(倘適用)在較短期間內實際貼現預計未來現金收入(包括構成的實際利率、交易成本及其他溢價或折讓的一部分的所有已付及已收取的費用)的利率。

被分類為透過損益按公平價值計量的金融資產(其利息收入於收益或虧損淨額中列賬)以外的債務工具的利息收入，乃按實際利率基準予以確認。

透過損益按公平價值計量的金融資產

透過損益按公平價值計量的金融資產分為兩個細分類，包括持作買賣的金融資產及該等會於首次確認時被指定為透過損益按公平價值計量的金融資產。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

FINANCIAL INSTRUMENTS (CONTINUED)

FINANCIAL ASSETS (CONTINUED)

Financial Assets at Fair Value through Profit or Loss (continued)

A financial asset is classified as held-for-trading if:

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

A financial asset other than a financial asset held-for-trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract to be designated as at FVTPL.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from re-measurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividends or interests earned on the financial assets.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

透過損益按公平價值計量的金融資產 (續)

金融資產會被分類為持作買賣，倘：

- 主要的收購目的是於近期內將其出售；或
- 其為本集團共同管理的金融工具的已識別的金融組合的一部分，並於近期錄得實質短期完成獲利的模式；或
- 其為一衍生工具並未指定及有效成為對沖工具。

持作買賣的金融資產以外的金融資產可能於首次確認時被指定為透過損益按公平價值計量的金融資產，倘：

- 該指定可消除或相當大程度上減低計量或確認時可能出現的不一致；或
- 根據本集團已備檔的風險管理或投資策略，及內部提供的分組資料按其基準構成一組金融資產或金融負債或兩者相備的金融資產，並以公平價值基準管理及評估表現；或
- 構成一項，包含一個或多個嵌入的衍生工具的合約的部分，並且香港會計準則第39號允許整份合併合約指定為透過損益以公平價值入賬的金融資產。

透過損益按公平價值計量的金融資產會以公平價值計量，其公平價值變更會於其產生期間直接於損益確認，於損益確認的收益或虧損淨額不包括該金融資產的任何股息或利息收入。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

FINANCIAL INSTRUMENTS (CONTINUED)

FINANCIAL ASSETS (CONTINUED)

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including non-current advance to a jointly controlled entity, shareholder's loan to a jointly controlled entity, amounts due from jointly controlled entities, trade and other receivables and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

Available-for-sale Financial Assets

Available-for-sale financial assets are non-derivatives that are not classified as financial assets at FVTPL and loans and receivables.

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated in investments revaluation reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss (see accounting policy on impairment of financial assets below).

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

貸款及應收賬款

貸款及應收賬款為非衍生金融資產，附有固定或有付款限期，該付款並無在交投活躍的市場中報價。於首次確認後，貸款及應收賬款(包括非流動墊款予一共同控制實體、股東貸款予一共同控制實體、應收共同控制實體款項、貿易及其他應收賬款及銀行結餘及現金)，均按實際利率法以攤銷成本扣減任何已識別的減值虧損(請參閱以下金融資產的減值虧損會計政策)。

可供銷售金融資產

可供銷售金融資產為並無分類為透過損益按公平價值計量的金融資產以及貸款與應收賬款的非衍生工具。

可供銷售金融資產於報告期末以公平價值計量。公平價值的變動會於其他綜合收益中確認，並累計入投資重估儲備，直至該金融資產被出售或決定被減值時，過往於累計投資重估儲備的累計收益或虧損會重新分類至損益(請參閱下文金融資產減值虧損的會計政策)。

並無在交投活躍的市場中報價且其公平價值不能可靠計量的可供銷售股本投資，以及與該等無報價的股本工具相聯繫、且須通過交付該等股本工具進行結算的衍生工具，於報告期末，以成本扣減任何已識別減值虧損計量(請參閱下文金融資產減值的會計政策)。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

FINANCIAL INSTRUMENTS (CONTINUED)

FINANCIAL ASSETS (CONTINUED)

Impairment of Financial Assets

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

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

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

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

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

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值

不包括透過損益按公平價值計量的金融資產的金融資產於報告期末會被評估減值跡象。當有客觀證據顯示由於一項或多項於首次確認該金融資產後發生的事件，導致該金融資產的預計未來現金流已受影響，則金融資產會被減值。

可供銷售股本投資的公平價值出現重大或長期減值至低於其成本，會被視為減值的客觀證據。

所有其他金融資產的客觀減值證據包括：

- 發行人或對方的重大財務困難；或
- 未能履行或拖欠利息或本金付款責任；或
- 借款人有可能申請破產或財務重組。

對於以攤銷成本列賬的金融資產，當有實質證據顯示資產已減值時，減值虧損在損益中確認，並按該資產賬面值及按原先實際利率折讓的估計未來現金流量的現值差額而計量。

對於以成本價入賬的金融資產，減值虧損按該資產賬面值及與按相似金融資產的現行市場回報率折讓的估計未來現金流量現值的貼現值而計量。有關減值虧損不會在以後期間回撥。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

FINANCIAL INSTRUMENTS (CONTINUED)

FINANCIAL ASSETS (CONTINUED)

Impairment of Financial Assets (continued)

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

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

Impairment losses on available-for-sale equity investments will not be reversed in profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investments revaluation reserve. For available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

除了貿易應收賬款的賬面值會透過撥備賬進行減值外，所有金融資產的賬面值直接進行減值虧損。撥備賬內賬面值的變更在損益中確認。當貿易應收賬款被認為未能收回，將於撥備賬內註銷。以往被撇銷賬款倘於其後收回會在損益中入賬。

對於以攤銷成本作賬面值計量的金融資產，倘於以後期間，其減值虧損遞減而該等遞減可實質地聯繫至一項在減值虧損確認後發生事項，較早前確認的減值虧損會在損益賬回撥，惟減值虧損回撥當日資產賬面值不得超過倘減值虧損未被確認的應有攤銷成本。

可供銷售股本投資的減值虧損不會在以後期間於損益中回撥。任何在減值虧損後增加的公平價值會直接在股本確認。對於可供銷售債務投資，倘其公平價值增加可實質地聯繫至一項在減值虧損確認後發生事項，該等減值虧損在其後會被回撥。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

FINANCIAL INSTRUMENTS (CONTINUED)

FINANCIAL LIABILITIES AND EQUITY

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

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Effective Interest Method

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

Interest expense is recognised on an effective interest basis.

Financial Liabilities

Financial liabilities (including trade and other payables and amounts due to jointly controlled entities) are subsequently measured at amortised cost, using the effective interest method.

Equity Instruments

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

3. 主要會計政策 (續)

金融工具(續)

金融負債及股本

集團實體發行的金融負債及股本工具乃根據合同的實質安排與金融負債及股本工具的定義而分類。

股本工具乃指證明於扣減所有其負債後的該組資產的剩餘權益的任何合同。

實際利率法

實際利率法用以計量一金融負債的攤銷成本及分配利息開支於相關期間的方法。實際利率乃指透過金融負債的預計年期或(倘適用)較短期間實際貼現預計未來現金付款的利率。

利息開支乃按實際利率基準予以確認。

金融負債

金融負債(包括貿易及其他應付賬款以及應付共同控制實體款項)乃隨後採用實際利率法按已攤銷成本計量。

股本工具

本公司發行的股本工具乃按已收收益扣減直接發行成本記賬。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

FINANCIAL INSTRUMENTS (CONTINUED)

Financial Guarantee Contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 "Revenue".

De-recognition

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

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

3. 主要會計政策 (續)

金融資產(續)

財務擔保合同

財務擔保協議指發行人須按合約償還指定款項予持保人，以補償持保人因指定債務人無法償還根據原來或經修改之債務條款於到期日之欠款。本集團發行之財務擔保合同倘沒有指定按公平值列入損益，則初始時按公平值減除直接相關交易費用入賬。於首次確認後，本集團計量財務擔保合同是以 (i) 根據香港會計準則第 37 條「準備、或然負債和或然資產」決定之金額；及 (ii) 首次確認金額扣減 (如適用) 根據香港會計準則第 18 條「收益」確認之累積攤銷，以兩者中較高者結算。

終止確認

當從資產收取現金流之權利屆滿，或金融資產已予轉讓及本集團及本銀行已轉讓擁有金融資產之大部分風險及回報，金融資產則會取消確認。於取消確認金融資產時，資產之賬面值與已收及應收代價及已直接於其他全面收益內確認之累計收益或虧損總和之差額，於損益內確認。

當相關合約指定之債務被解除、註銷或屆滿時，金融負債則會取消確認。取消確認金融負債賬面值與已付及應付代價之差額，於損益內確認。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

SHARE-BASED PAYMENT TRANSACTIONS

Share Options Granted to Employees

The fair value of services received determined by reference to the fair value of share options granted at the grant date is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share options reserve).

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

At the time when the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When share options are forfeited, i.e. share options lapse as a result of resignation of employees after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated profits.

Share Options Granted to Consultants

Share options issued in exchange for services are measured at the fair values of the services received, unless that fair value cannot be reliably measured, in which case the services received are measured by reference to the fair value of the share options granted. The fair values of the services received are recognised as expenses with corresponding increase in equity (share options reserves), when the counterparties render services, unless the goods or services qualify for recognition as assets.

3. 主要會計政策 (續)

以股份支付的交易

授予僱員的購股權

倘於購股權授出日即時歸屬，則參考購股權授出日的購股權的公平價值而獲得的服務公平價值將悉數確認為開支，並在股本權益(購股權儲備)中作出相應增加。

於本報告期末，本集團修訂其預期最終歸屬購股權數量。歸屬期內，該修訂的影響(倘有)會於損益中確認，相關調整會計入購股權儲備。

當購股權被行使時，以前已被確認的購股權儲備將會被轉移至股本溢價中。倘購股權於歸屬日以後被沒收(即因歸屬期後僱員辭任而導致的購股權失效，或於到期日仍未行使)，則以往已獲確認於購股權儲備的金額將會轉移至累計溢利。

授予顧問的購股權

發行購股權以換取服務乃按已獲服務的公平價值計量，除非其公平價值不能可靠地計量，則此等服務會參考授出購股權日的公平價值而計量。當對方提供服務(除非該等服務符合資格以資產方式確認)，則該等服務的公平價值會確認為開支，並在股本權益(購股權儲備)中作出相應增加。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

IMPAIRMENT LOSSES OF TANGIBLE ASSETS AND INTANGIBLE ASSETS OTHER THAN GOODWILL (SEE THE ACCOUNTING POLICY IN RESPECT OF GOODWILL ABOVE)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indications 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 of the impairment loss, if any. In addition, intangible assets with indefinite useful lives are tested for impairment annually, and whenever there is an indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as revaluation decrease under that standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

3. 主要會計政策 (續)

有形資產及商譽以外的無形資產之減值 虧損(見上文有關商譽的會計政策)

於本報告期末，本集團檢討其有形及無形資產的賬面值，以決定該等資產有否減值虧損跡象。倘有任何減值虧損跡象出現，本集團會評估該資產的可回收價值，藉以決定減值虧損(倘有)之程度。除此以外，具有無限可使用年期的無形資產會於每年及當有跡象顯示其會減值時進行減值測試。倘估計一資產的可收回價值低於其賬面值時，該資產的賬面值會被減少至其可收回價值。減值虧損須即時確認為開支，除非相關資產根據另一準則以重估值列賬，則其減值虧損可依該準則以重估減值入賬。

倘減值虧損於日後回撥，該資產的賬面值可調高至其重新釐定的可收回價值，惟該增加的賬面值不可高於該資產於過往年度確定未有確認減值虧損前的賬面值。回撥減值虧損會即時被確認為收入，除非相關資產按其他準則以重估值列賬，其回撥減值虧損可依該準則以重估增值入賬。

4. SEGMENT INFORMATION

The Group has adopted HKFRS 8 "Operating Segments" with effect from 1 January 2009. HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to segments and to assess their performance. In contrast, the predecessor Standard (HKAS 14 "Segment Reporting") requires an entity to identify 2 sets of segment (business and geographical) using a risks and returns approach. In the past, the Group's primary reporting format was geographical segments by location of customers, irrespective of the origins of goods. The application of HKFRS 8 has resulted in a re-designation of the Group's reportable segments as compared with the primary reportable segments determined in accordance with HKAS 14.

In prior year, primary segment information was analysed on the basis of geographical markets based on the location of customers that the Group's goods were shipped to, i.e. United States of America, Canada, Europe, Asia, Australia and others. However, information reported to the chief operating decision maker, being the managing director of the Company, for the purpose of resources allocation and performance assessment focus more specifically on the operation efficiency by each operation unit, i.e. footwear manufacturing, retailing and sourcing and property investment. Financial information on segment results and segment assets are regularly provided to chief operating decision maker while no information of segment liabilities is provided. The Group's reportable segments under HKFRS 8 are therefore as follows:

1. Footwear manufacturing;
2. Retailing and sourcing – retailing and provision of sourcing services for branded apparel, swimwear and accessories; and
3. Property Investment.

Information regarding the above segments is reported below. Amounts reported for the prior year have been restated to reflect the change on basis of presentation of segment information under HKFRS 8.

4. 分部資料

本集團已採納自2009年1月1日開始生效的香港財務報告準則第8號「經營分類」，香港財務報告準則第8號要求經營分類參考內部報告對本集團之構成要素作分類，從而作出資源分配及評核分類表現。相反，其前準則香港會計準則第14號「分部報告」，則要求以風險及回報，以實體的「向主要管理人員呈報的內部財務報告」作為起點以辨認兩組分部（業務及地區）。過往，本集團的主要報告形式為按客戶所在地的地區分部，不論貨品來源地。比較香港會計準則第14號要求的基本報告分部，採納香港財務報告準則第8號已導致本集團的可報告分部重新定位。

於過往年度，分部資料乃根據本集團貨品運往客戶的所在地（即美國、加拿大、歐洲、亞洲、澳洲及其他地區）按地區市場為基準而作出分析。然而，用以資源調配及評定表現而呈報予主要營運決策者（即本公司董事總經理）資料則著重於每個營運單位，即鞋履製造、零售與採購及物業投資。有關業績分部及資產分部的財務資料會定時向主要營運決策者提供，惟並不包括負債分部資料。因此，按香港財務報告準則第8號而言，本集團的可報告分部如下：

1. 鞋履製造；
2. 零售與採購 – 品牌服裝、游泳服裝及配件零售並為其提供採購服務；及
3. 物業投資。

有關上述分部的資料報告如下表。已遵循香港財務報告準則第8號，對以往年度的數值作出重新整理。

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

4. SEGMENT INFORMATION (CONTINUED)

SEGMENT REVENUE AND RESULTS

The following is an analysis of the Group's revenue and results by reportable segment:

For the year ended 31 December 2009

REVENUE	營業額
External sales	對外銷售
Segment profit (loss)	分部溢利(虧損)
Corporate income:	企業收入：
Interest income	利息收入
Others	其他
Central administrative costs	中央行政成本
Share of results of jointly controlled entities	佔共同控制實體業績
Profit before tax	除稅前溢利

For the year ended 31 December 2008

REVENUE	營業額
External sales	對外銷售
Segment profit (loss)	分部溢利(虧損)
Corporate income:	企業收入：
Gain on disposal of subsidiaries	出售附屬公司盈餘
Interest income	利息收入
Others	其他
Central administrative costs	中央行政成本
Impairment loss on goodwill	商譽減值虧損
Share of results of jointly controlled entities	佔共同控制實體業績
Loss before tax	除稅前虧損

4. 分部資料(續)

分部營業額及業績

下表呈列本集團的按可報告分部營業額及業績分析：

截至 2009 年 12 月 31 日止年度

Footwear manufacturing	Retailing and sourcing	Property investment	Consolidated
鞋履製造	零售及採購	物業投資	綜合
HKD'000	HKD'000	HKD'000	HKD'000
千港元	千港元	千港元	千港元

1,701,530	77,178	6,199	1,784,907
113,461	(38,953)	63,515	138,023
			10,126
			496
			(60,574)
			(58,498)
			29,573

截至 2008 年 12 月 31 日止年度

Footwear manufacturing	Retailing and sourcing	Property investment	Consolidated
鞋履製造	零售及採購	物業投資	綜合
HKD'000	HKD'000	HKD'000	HKD'000
千港元	千港元	千港元	千港元

1,946,322	100,115	4,147	2,050,584
22,737	(28,264)	(28,708)	(34,235)
			13,586
			14,077
			213
			(66,000)
			(57,477)
			(101,409)
			(231,245)

4. SEGMENT INFORMATION (CONTINUED)

SEGMENT REVENUE AND RESULTS (CONTINUED)

The accounting policies of the reportable segments are the same as the accounting policies of the Group described in Note 3. Segment profit (loss) represents the profit (loss) earned or incurred by each segment without allocation of interest income, gain on disposal of subsidiaries, other income, central administrative costs, impairment loss on goodwill and share of results of jointly controlled entities. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and performance assessment.

SEGMENT ASSETS

The following is an analysis of the Group's assets by reportable segment:

Segment assets

Footwear manufacturing	鞋履製造
Retailing and sourcing	零售及採購
Property investment	物業投資
Total segment assets	分部資產總值
Unallocated	未分配
Consolidated assets	綜合資產

For the purposes of monitoring segment performances and allocating resources between segments:

All assets are allocated to reportable segments other than advance to jointly controlled entities, interests in jointly controlled entities, available-for-sale investments, deferred tax assets, tax recoverable, club debentures, amounts due from jointly controlled entities, held-for-trading investments and bank balances and cash.

4. 分部資料(續)

分部營業額及業績(續)

可報告分部的會計政策與本集團於附註3所披露會計政策相同。分部溢利(虧損)乃代表每個分部未分配利息收入、出售附屬公司盈餘、其他收入、中央行政成本、商譽減值虧損及佔共同控制實體業績所獲得或承擔的盈利(虧損)。此乃呈報主要營運決策者的報告用以分配資源及釐訂業績表現。

分部資產

按可報告分部的本集團資產分析如下：

分部資產

	2009 HKD'000 千港元	2008 HKD'000 千港元
	588,719	929,981
	44,952	49,577
	368,617	195,346
	1,002,288	1,174,904
	745,412	617,899
	1,747,700	1,792,803

用以監察分部表現及於分部間分配資源：

除墊款予共同控制實體、佔共同控制實體權益、可作銷售投資、遞延稅項資產、應退稅項、會所債券、應收共同控制實體款項、持作買賣投資和銀行結餘及現金外，所有資產會按可報告分部分配。

4. SEGMENT INFORMATION (CONTINUED)

REVENUE FROM MAJOR PRODUCTS AND SERVICES

The following is an analysis of the Group's revenue from its major products and services:

Footwear manufacturing	鞋履製造
Retailing and sourcing	零售及採購
Property investment	物業投資
Total revenue from major products and services	來自主要產品及服務的總收益

GEOGRAPHICAL INFORMATION

The Group's revenue from external customers and information about its non-current assets by geographical location of the assets are detailed below:

The People's Republic of China ("PRC")	中華人民共和國 (「中國」)
Taiwan	台灣
Hong Kong	香港
United States of America	美國
Canada	加拿大
Other European Countries	其他歐洲國家
Vietnam	越南
Other Asian Countries	其他亞洲國家
Others	其他

The geographical information for the revenue attributed to each foreign country is not available and the cost to develop it would be excessive.

4. 分部資料 (續)

來自主要產品及服務的收益

來自主要產品及服務的本集團收益分析如下：

	2009 HKD'000 千港元	2008 HKD'000 千港元
鞋履製造	1,701,530	1,946,322
零售及採購	77,178	100,115
物業投資	6,199	4,147
來自主要產品及服務的總收益	1,784,907	2,050,584

地區資料

本集團自外部客戶的收益及其非流動資產資料按資產所在地區分類的詳情如下：

Revenue from external customers 自外部客戶的收益		Non-current assets located 非流動資產所在地	
2009 HKD'000 千港元	2008 HKD'000 千港元	2009 HKD'000 千港元	2008 HKD'000 千港元
66,231	97,650	354,235	247,592
10,947	2,465	9,641	9,643
6,199	4,147	233,993	172,389
899,489	924,335	-	-
72,019	93,572	-	-
501,924	646,941	-	-
-	-	14,307	15,770
174,673	148,393	-	-
53,425	133,081	-	-
1,784,907	2,050,584	612,176	445,394

鑑於所需成本高昂，概無每個外地國家應佔收益的地區資料呈列。

4. SEGMENT INFORMATION (CONTINUED)

GEOGRAPHICAL INFORMATION (CONTINUED)

Note: Non-current assets excluded financial instruments, advance to jointly controlled entities, interests in jointly controlled entities, deferred tax assets, tax recoverable and club debentures of which the Group considered it is impracticable to decide the location of assets.

INFORMATION ABOUT MAJOR CUSTOMERS

Revenue from customers of the corresponding years contributing over 10% of the total sales, included in footwear manufacturing segment of the Group, all of which are as follows:

Customer A	顧客甲
Customer B	顧客乙
Customer C	顧客丙
Customer D	顧客丁

¹ Not applicable as the corresponding revenue did not contribute over 10% of the total sales of the Group.

5. TAXATION

Current tax:	本期稅項：
Hong Kong	香港
Current year	本年度
(Over)under provision	過往年度
in prior years	(超額)不足撥備
Other jurisdictions	其他司法區域
Current year	本年度
Under(over) provision	過往年度
in prior years	不足(超額)撥備
Deferred tax (Note 23):	遞延稅項(附註23)：
Current year	本年度
Taxation attributable to the Company and its subsidiaries	本公司及其附屬公司應佔稅項

4. 分部資料(續)

地區資料(續)

附註：由於本集團認為未能決定下列資產的所在地，故非流動資產不包括金融工具、墊款予共同控制實體、共同控制實體權益、遞延稅項資產、應退稅項及會所債券。

主要客戶資料

於過往年度佔總營業額10%以上的客戶收益(包含在本集團鞋履製造分部)的呈列如下：

	2009	2008
	HKD'000	HKD'000
	千港元	千港元
Customer A	626,196	628,918
Customer B	494,774	318,820
Customer C	217,464	212,620
Customer D	- ¹	258,940

¹ 由於相對比較收益貢獻不足本集團總營業額的10%，故不適用。

5. 稅項

	2009	2008
	HKD'000	HKD'000
	千港元	千港元
Current tax:		
Hong Kong		
Current year	66	37
(Over)under provision		
in prior years	(108)	412
Other jurisdictions		
Current year	884	4,670
Under(over) provision		
in prior years	165	(307)
	1,007	4,812
Deferred tax (Note 23):		
Current year	9,778	(6,366)
Taxation attributable to the Company and its subsidiaries	10,785	(1,554)

5. TAXATION (CONTINUED)

HONG KONG TAX

On 26 June 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 which reduced corporate profits tax rate from 17.5% to 16.5% effective from the year of assessment 2008/2009. Therefore, Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years of 2008 and 2009.

In March 2008, the Inland Revenue Department ("IRD") issued protective profits tax assessments notice, for an aggregate additional tax of HKD15,400,000, relating to the year of assessment of 2001/2002, that is, for the financial year ended 31 December 2001, against certain wholly-owned subsidiaries of the Company. The Group had lodged objections with IRD against the protective assessments. IRD agreed to hold over the tax claimed subject to the subsidiaries' purchase of tax reserve certificates ("TRCs") of HKD9,714,000 which was included in tax recoverable as at 31 December 2008 and 2009.

In March 2009, IRD further issued protective profits tax assessments notice, for an aggregate additional tax of HKD27,700,000, relating to the year of assessment of 2002/2003, that is, for the financial year ended 31 December 2002, against certain wholly-owned subsidiaries of the Company. The Group had lodged objections with IRD against the protective assessments. IRD agreed to hold over the tax claimed subject to the subsidiaries' purchase of TRCs of HKD7,500,000 which was included in tax recoverable as at 31 December 2009.

In January 2010, IRD issued another protective profits tax assessments notice, for an aggregate additional tax of HKD35,500,000, relating to the year of assessment of 2003/2004, that is, for the financial year ended 31 December 2003, against certain wholly-owned subsidiaries of Company. The Group had lodged objections with IRD against the protective assessments. IRD agreed to hold over the tax claimed subject to the subsidiaries' purchase of TRCs of HKD6,000,000.

5. 稅項(續)

香港稅項

於2008年6月26日，香港立法會通過2008年收入條例，自2008/2009課稅年度起，企業利得稅率由17.5%減為16.5%。因此，2008年及2009年的香港利得稅乃按年內估計應課稅溢利依稅率16.5%計算。

於2008年3月，稅務局(「稅務局」)發出一份保障性所得稅評稅通知書，有關本公司若干全資擁有附屬公司於2001/2002年度，截至2001年12月31日止財政年度的稅務評核，額外評稅總額約為15,400,000港元。本集團已就該保障性評稅向稅務局提呈反對。稅務局同意緩繳所徵收的全數稅款，惟該等附屬公司須購買9,714,000港元的儲稅券(「儲稅券」)，截至2008年及2009年12月31日止年度應退稅項中入賬。

於2009年3月，稅務局再發出一份保障性所得稅評稅通知書，有關本公司若干全資擁有附屬公司於2002/2003年度，截至2002年12月31日止財政年度的稅務評核，額外評稅總額約為27,700,000港元。本集團已就該保障性評稅向稅務局提呈反對。稅務局同意緩繳所徵收的全數稅款，惟該等附屬公司須購買7,500,000港元的儲稅券，並已於截至2009年12月31日止年度應退稅項中入賬。

於2010年1月，稅務局發出另一份保障性所得稅評稅通知書，有關本公司若干全資擁有附屬公司於2003/2004年度，即截至2003年12月31日止財政年度的稅務評核，額外評稅總額約為35,500,000港元。本集團已就該保障性評稅向稅務局提呈反對。稅務局同意緩繳所徵收的全數稅款，惟該等附屬公司須購買等值6,000,000港元的儲稅券。

5. TAXATION (CONTINUED)

HONG KONG TAX (CONTINUED)

Directors believe that no provision for Hong Kong Profits Tax in respect of the above mentioned protective assessments is necessary. In addition, the inquiries from IRD are still at fact-finding stage and IRD has not yet expressed any formal opinion on the potential tax liability, if any. The potential tax liability, if any, cannot be readily ascertained at this stage.

PRC TAX

The tax statuses for certain subsidiaries of the Group operating in PRC, including Zhongshan Jingmei Footwear Industry & Commerce Co. Ltd. 中山精美鞋業有限公司 ("Zhongshan Jingmei"), Fuqing Grand Galatica Footwear Co. Ltd. 福清宏太鞋業有限公司 ("Fuqing Grand Galatica") and Zhongshan Huali Footwear Industry & Commerce Co Ltd. 中山華利企業有限公司 ("Zhongshan Huali"), are as follows:

- Zhongshan Jingmei and Zhongshan Huali enjoyed the preferential tax rate of 12.5% (being 50% of the applicable tax rate of 25%) for the years from 2008 to 2010. Thereafter, the tax rate will increase to 25% from the year 2011 onwards;
- Fuqing Grand Galatica enjoyed the preferential tax treatment of 9% (being 50% of the applicable tax rate of 18%) for the year 2008 and that of 10% (being 50% of the applicable tax rate of 20%) for the year 2009. Thereafter, the tax rate will step up to 22%, 24% and 25% for the years 2010, 2011 and 2012 respectively.

For other PRC subsidiaries, the applicable tax rate was 25% during the year.

5. 稅項 (續)

香港稅項 (續)

董事相信本集團無須對上述的保障性評稅為香港利得稅進行撥備。另外，稅務局的查詢仍在搜證階段，稅務局並未發表任何潛在稅務負債(倘有)的正式意見。在現階段，該潛在稅務負債(倘有)並未能確認。

中國稅項

本集團若干於中國經營的附屬公司之稅務狀況，包括中山精美鞋業有限公司(「中山精美」)、福清宏太鞋業有限公司(「福清宏太」)及中山華利企業有限公司(「中山華利」)如下：

- 自2008年至2010年，中山精美及中山華利享有稅務優惠待遇，稅率為12.5% (即所適用稅率25%的50%)；由2011年起，稅率會增加至25%；及
- 於2008年，福清宏太享有稅務優惠待遇，稅率為9% (即所適用稅率18%的50%)；而於2009年，稅率則為10% (即所適用稅率20%的50%)；此後，2010年、2011年及2012年之稅率分別上升至22%、24%及25%。

年內，其他中國附屬公司的所適用稅率為25%。

5. TAXATION (CONTINUED)

VIETNAM TAX

Stateway Vietnam Footwear Co. Ltd ("**Stateway Vietnam**") was entitled to exemption from enterprise income tax for 4 years starting with the first profit-making year. For the following 9 years, Stateway Vietnam would be entitled to further tax preferential tax treatment in the form of 50.0% reduction in the applicable tax rate in Vietnam. Stateway Vietnam has not yet commenced its tax exemption period due to its loss position in 2008 and 2009. The tax exemption period is deemed to commence from 2010 onwards.

Continuance Vietnam Footwear Co. Ltd. ("**Continuance Vietnam**") was entitled to exemption from enterprise income tax for 2 years starting with the first profit-making year. For the following 3 years, Continuance Vietnam would be entitled to further tax preferential tax treatment in the form of 50.0% reduction in the applicable tax rate in Vietnam. Continuance Vietnam has not yet commenced its tax exemption period due to its loss position in 2008 and 2009. The tax exemption period is deemed to commence from 2010 onwards.

5. 稅項(續)

越南稅項

越南邦威企業有限公司(「**越南邦威**」)自首個錄得盈利年度開始獲4年稅務豁免，至隨後9年，越南邦威將可享有優惠稅務待遇，可獲減免越南當時所適用稅率的50%。由於越南邦威於2008年及2009年均未有錄得盈利，故仍未開始計算其稅務豁免年期，預期稅務豁免年期會自2010年開始。

越南躍昇鞋業有限公司(「**越南躍昇**」)自首個錄得盈利年度開始獲2年稅務豁免，至隨後3年，越南躍昇將可享有優惠稅務待遇，可獲減免越南當時所適用稅率的50%。由於越南躍昇於2008年及2009年均未有錄得盈利，故仍未開始計算其稅務豁免年期，預期稅務豁免年期會自2010年開始。

5. TAXATION (CONTINUED)

OTHERS

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The taxation for the year can be reconciled to profit (loss) before tax per the consolidated statement of comprehensive income as follows:

		2009 HKD'000 千港元	2008 HKD'000 千港元
Profit (Loss) before tax	除稅前溢利(虧損)	29,573	(231,245)
Tax at Hong Kong Profits Tax rate of 16.5%	依香港利得稅稅率 16.5% 計算	4,880	(38,155)
Tax effect of expenses not deductible for tax purpose	不獲扣減稅項的開支之稅務影響	524	13,661
Tax effect of income not taxable for tax purpose	無須課稅的收入之稅務影響	(2,198)	(5,082)
Tax effect of share of results of jointly controlled entities	佔共同控制實體業績之稅務影響	9,652	16,732
Underprovision in respect of prior years	過往年度不足撥備	57	105
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	7,685	11,409
Effect of tax exemptions granted to certain subsidiaries	授予若干附屬公司之稅務豁免影響	(10,873)	(2,237)
Income tax on concessionary rate	優惠稅率下的所得稅	(903)	-
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法區經營的附屬公司不同稅率之影響	50	875
Decrease in opening deferred tax liabilities resulting from a decrease in applicable tax rate	所適用稅率減少所產生的遞延稅務負債期初結餘減少	-	(209)
Deferred taxation on withholding tax arising on undistributed profits in PRC subsidiaries	中國附屬公司未分配盈利所產生的預扣稅遞延稅項	1,911	1,347
Taxation for the year	本年度稅項	10,785	(1,554)

In addition to the amount charged to profit or loss, deferred tax relating to the surplus on re-classification from prepaid lease payments to investment properties and revaluation of the Group's properties was charged or credited directly to other comprehensive income (see Note 23).

5. 稅項(續)

其他

其他司法區域所產生的稅項，乃依相關司法區域的現行稅率計算。

年度稅項在綜合全面收益表中除稅前溢利(虧損)對賬如下：

		2009 HKD'000 千港元	2008 HKD'000 千港元
Profit (Loss) before tax	除稅前溢利(虧損)	29,573	(231,245)
Tax at Hong Kong Profits Tax rate of 16.5%	依香港利得稅稅率 16.5% 計算	4,880	(38,155)
Tax effect of expenses not deductible for tax purpose	不獲扣減稅項的開支之稅務影響	524	13,661
Tax effect of income not taxable for tax purpose	無須課稅的收入之稅務影響	(2,198)	(5,082)
Tax effect of share of results of jointly controlled entities	佔共同控制實體業績之稅務影響	9,652	16,732
Underprovision in respect of prior years	過往年度不足撥備	57	105
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	7,685	11,409
Effect of tax exemptions granted to certain subsidiaries	授予若干附屬公司之稅務豁免影響	(10,873)	(2,237)
Income tax on concessionary rate	優惠稅率下的所得稅	(903)	-
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法區經營的附屬公司不同稅率之影響	50	875
Decrease in opening deferred tax liabilities resulting from a decrease in applicable tax rate	所適用稅率減少所產生的遞延稅務負債期初結餘減少	-	(209)
Deferred taxation on withholding tax arising on undistributed profits in PRC subsidiaries	中國附屬公司未分配盈利所產生的預扣稅遞延稅項	1,911	1,347
Taxation for the year	本年度稅項	10,785	(1,554)

除計入損益的金額，有關重新分類預付租賃款項至投資物業及重估本集團物業所錄得之盈餘的相關遞延稅項，會直接自其他綜合收益中計入或扣除(見附註23)。

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

6. PROFIT (LOSS) FOR THE YEAR

6. 年度溢利(虧損)

		2009 HKD'000 千港元	2008 HKD'000 千港元
Profit (Loss) for the year has been arrived at after charging:	年度溢利(虧損)已扣除下列各項:		
Directors' emoluments (Note 7)	董事袍金(附註7)	20,498	8,214
Other staff costs	其他僱員成本	358,950	430,725
Retirement benefits schemes contributions, excluding Directors	退休福利計劃供款, 不包括董事	16,907	16,177
		396,355	455,116
Auditor's remuneration	核數師酬金	2,530	2,565
Allowance for inventories, net	存貨備抵淨額	8,498	2,114
Amortisation of prepaid lease payments	預付租賃款項攤銷	1,173	1,301
Cost of inventories recognised as expense	確認為開支的存貨成本	1,437,838	1,768,865
Depreciation of property, plant and equipment	物業、廠房及設備折舊	41,346	40,354
Exchange losses	匯兌虧損	2,810	12,263
Research and development costs (included in administrative expenses)	研究及開發成本(包括行政開支)	23,649	38,282
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	3,592	-
and after crediting:	及已計入:		
Gain on disposal of property, plant and equipment	出售物業、廠房及設備盈餘	-	66
Gain on disposal of investment property	出售投資物業盈餘	30	-
Gain on disposal of available-for-sale investments	出售可供銷售投資盈餘	2	-
Net reversal of allowance for bad and doubtful debts	呆壞賬撥備回撥淨額	440	2,850
Exchange gains	匯兌收益	2,743	1,974
Gross rental income from investment properties	投資物業租金收入總額	6,199	4,147
Less: direct operating expenses from investment properties that generated rental income during the year	減: 於本年度產生租金收入的投資物業直接經營開支	(287)	(729)
		5,912	3,418
Interest income from:	利息收入:		
Bank deposits	銀行存款	1,569	7,680
Structured deposits	結構性存款	-	398
Available-for-sale investments	可供銷售投資	3,327	2,487
Trade debtors (Note)	貿易債務人(附註)	-	49
Loans to a jointly controlled entity	貸款予一共同控制實體	5,230	3,463

Note: Interest was charged to trade debtors with extended credit terms.

附註: 貿易債務人的利息收費附有可申延賬條款。

7. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS

7. 董事袍金及僱員薪酬

A. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the 13 (2008: 11) Directors were as follows:

2009

	Chan Lu Min 詹陸銘	Chan Ting 陳庭川	Chang Tsun 張聰淵	Chen Fang 陳芳美	Cheng Kar 鄭家成	Feng Lei 馮雷明	Ho Shing 何成澤	Ho Ting 何挺	Huang Sheng 黃勝藍	Ku Edward 顧煥生	Li Kwok Li I Nan 李義男	Lung Alfred 李國麟	Sze Sun Sun 施新新	Total 總金額
	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	
Fees 費用	120	-	-	60	96	96	96	-	48	30	96	60	-	702
Other emoluments 其他袍金														
Salaries and other benefits 薪金及其他 福利	-	1,200	1,473	-	-	-	-	1,200	-	-	-	12,800	2,016	18,689
Bonus (Note) 花紅(附註)	-	200	200	-	-	-	-	150	-	-	-	-	336	886
Contributions to retirement benefits schemes 退休福利 計劃 供款	-	60	-	-	-	-	-	60	-	-	-	-	101	221
Total emoluments 袍金總額	120	1,460	1,673	60	96	96	96	1,410	48	30	96	12,860	2,453	20,498

2008

	Chan Lu Min 詹陸銘	Chan Ting 陳庭川	Chang Tsun 張聰淵	Cheng Kar 鄭家成	Feng Lei 馮雷明	Ho Shing 何成澤	Ho Ting 何挺	Ku Edward 顧煥生	Li Kwok Li I Nan 李義男	Lung Alfred 李國麟	Sze Sun Sun 施新新	Total 總金額
	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
Fees 費用	-	-	-	96	96	96	-	-	96	720	-	1,104
Other emoluments 其他袍金												
Salaries and other benefits 薪金及其他 福利	120	1,200	1,473	-	-	-	1,080	120	-	-	2,016	6,009
Bonus (Note) 花紅(附註)	-	200	200	-	-	-	150	-	-	-	336	886
Contributions to retirement benefits schemes 退休福利 計劃 供款	-	60	-	-	-	-	54	-	-	-	101	215
Total emoluments 袍金總額	120	1,460	1,673	96	96	96	1,284	120	96	720	2,453	8,214

Note: The bonus is based on the performance of individuals and the entity.

附註：花紅按個別人士及公司的表現而發放。

No Director waived any emoluments for the year ended 31 December 2009 and 2008.

截至2009年及2008年12月31日止年度，概無董事放棄任何酬金。

7. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (CONTINUED)

B. EMPLOYEES' EMOLUMENTS

During the year ended 31 December 2009, the 5 highest paid individuals included 3 (2008: 3) Directors whose emoluments are disclosed in (A) above. The emoluments of the remaining 2 (2008: 2) individuals are as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefits schemes contributions	退休福利計劃供款

Their emoluments were within the following bands:

HKD1,000,001 to HKD1,500,000	1,000,001 港元至 1,500,000 港元
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8. DIVIDENDS

2008 final dividend of HKD0.010 (2008: 2007 final dividend of HKD0.022) per ordinary share paid	已派付 2008 年期末股息每普通股 0.010 港元 (2008 : 2007 年期末股息 0.022 港元)
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7. 董事袍金及僱員薪酬 (續)

B. 僱員薪酬

截至 2009 年 12 月 31 日止年度，本公司最高薪酬的 5 名人士，包括 3 名董事 (2008 年 : 3 名)，其等的薪酬已於上文 (A) 披露。其餘 2 名 (2008 年 : 2 名) 人士的薪酬如下：

2009 HKD'000 千港元	2008 HKD'000 千港元
2,800	2,577
120	65
2,920	2,642

其等的薪酬乃在下列範圍內：

2009 No. of employees 僱員人數	2008 No. of employees 僱員人數
2	2

8. 股息

2009 HKD'000 千港元	2008 HKD'000 千港元
17,440	38,369

8. DIVIDENDS (CONTINUED)

No interim dividend was declared or paid in 2008 and 2009. For the year ended 31 December 2009, a final dividend of HKD0.013 (2008: HKD0.010) per ordinary share, amounting to HKD22,673,000 (2008: HKD17,440,000) has been proposed by Directors and is subject to the approval of Shareholders in general meeting.

9. EARNINGS (LOSS) PER SHARE

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

Earnings (Loss)	盈利(虧損)
Profit (Loss) for the year attributable to owners of the Company (HKD)	本公司持有人應佔年度溢利(虧損)(港元)
Number of shares	股份數量
Number of ordinary shares in issue during the year	年內已發行的普通股數量

The computation of diluted earnings per ordinary share does not assume the exercise of share options for 2009 because the exercise price of the Company's option was higher than the average market price of the shares.

The computation of diluted loss per ordinary share does not assume the exercise of share options for 2008 because the exercise of the Company's outstanding share options has an anti-dilutive effect.

8. 股息(續)

2008年及2009年均無宣佈及派付中期股息。截至2009年12月31日止年度，董事擬派付期末股息每普通股0.013港元(2008：0.010港元)，總金額為22,673,000港元(2008：17,440,000港元)，惟須待股東於周年大會批准。

9. 每股盈利(虧損)

本公司普通股擁有人應佔基本及經攤薄的每股盈利(虧損)乃依下列數據計算：

	2009	2008
	19,008,000	(226,508,000)
	1,744,044,773	1,744,044,773

於2009年，鑑於本公司購股權的行使價均高於股份平均市價，計算經攤薄每普通股盈利不能假設行使購股權。

於2008年，鑑於行使本公司已發行而尚未行使的購股權會造成反攤薄效應，計算經攤薄每普通股盈利不能假設行使購股權。

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

10. PROPERTY, PLANT AND EQUIPMENT

10. 物業、廠房及設備

		Freehold land 永久業 權土地 HKD'000 千港元	Buildings 樓宇 HKD'000 千港元	Leasehold improve- ments 租賃物業 裝修 HKD'000 千港元	Plant and machinery 廠房及 設備 HKD'000 千港元	Furniture, fixtures and equipment 傢俱、 裝置及 設備 HKD'000 千港元	Motor vehicles 汽車 HKD'000 千港元	Total 總金額 HKD'000 千港元
COST OR VALUATION	成本或估值							
At 1 January 2008	於2008年1月1日	5,874	113,941	62,521	227,489	27,544	15,367	452,736
Exchange realignment	匯兌重列	(69)	6,821	3,359	13,550	947	807	25,415
Additions	添置	-	14,428	10,295	22,791	2,568	1,247	51,329
Deficit arising on revaluation	重估產生的虧損	-	(13,808)	-	-	-	-	(13,808)
Disposals	出售	-	-	(425)	(1,643)	(253)	(2,686)	(5,007)
At 31 December 2008	於2008年12月31日	5,805	121,382	75,750	262,187	30,806	14,735	510,665
Exchange realignment	匯兌重列	141	66	18	2	25	(35)	217
Additions	添置	-	-	8,441	6,483	3,162	1,163	19,249
Surplus arising on revaluation	重估產生之盈餘	445	6,237	-	-	-	-	6,682
Re-classified to investment properties	重新分類至投資物業	-	(21,113)	-	-	-	-	(21,113)
Disposals	出售	-	-	(13,679)	(28,591)	(4,087)	(3,599)	(49,956)
At 31 December 2009	於2009年12月31日	6,391	106,572	70,530	240,081	29,906	12,264	465,744
Comprising:	包含：							
At cost	成本	-	-	70,530	240,081	29,906	12,264	352,781
At valuation - 2009	估值 - 2009年	6,391	106,572	-	-	-	-	112,963
		6,391	106,572	70,530	240,081	29,906	12,264	465,744
DEPRECIATION AND AMORTISATION	折舊與 攤銷							
At 1 January 2008	於2008年1月1日	-	4,001	47,060	113,777	15,898	11,340	192,076
Exchange realignment	匯兌重列	-	254	2,492	6,190	635	583	10,154
Provided for the year	年度準備	-	6,948	5,078	23,421	3,741	1,166	40,354
Write back on revaluation	重估後回撥	-	(11,203)	-	-	-	-	(11,203)
Eliminated on disposals	出售時抵銷	-	-	(373)	(1,368)	(246)	(1,470)	(3,457)
At 31 December 2008	於2008年12月31日	-	-	54,257	142,020	20,028	11,619	227,924
Exchange realignment	匯兌重列	-	-	23	1	25	18	67
Provided for the year	年度準備	-	5,512	8,452	22,912	3,620	850	41,346
Write back on revaluation	重估後回撥	-	(5,512)	-	-	-	-	(5,512)
Eliminated on disposals	出售時抵銷	-	-	(10,697)	(23,061)	(3,384)	(3,471)	(40,613)
At 31 December 2009	於2009年12月31日	-	-	52,035	141,872	20,289	9,016	223,212
CARRYING VALUE	賬面值							
At 31 December 2009	於2009年12月31日	6,391	106,572	18,495	98,209	9,617	3,248	242,532
At 31 December 2008	於2008年12月31日	5,805	121,382	21,493	120,167	10,778	3,116	282,741

10. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The above items of property, plant and equipment are depreciated, after taking into account their estimated residual values, on a straight-line basis at the following rates per annum:

Freehold land	Nil
Buildings	2%-5%
Leasehold improvements	9%-45%
Plant and machinery	9%-45%
Furniture, fixtures and equipment	9%-20%
Motor vehicles	16%-20%

During the year ended 31 December 2009, certain property, plant and equipment of the Group were disposed of due to closure of a production plant in PRC.

The buildings of the Group located in PRC and Hong Kong were fair valued on 31 December 2009 by Prudential Surveyors International Limited ("Prudential"), an independent firm of professional property valuer, chartered surveyor. The freehold land and building of the Group located in Taiwan was fair valued as of the same date by ChiaTai Real Estate Appraiser Office ("ChiaTai"), an independent firm of property valuer, chartered surveyor. Prudential and Chia Tai are not connected with the Group. The revaluation of freehold land and buildings resulted in a surplus of HKD12,194,000 (2008: a deficit of HKD2,605,000) which was credited (2008: charged) directly to the properties revaluation reserve.

The valuations above adopted a direct comparison approach with reference to market comparable sales evidences available in the market.

If the freehold land and buildings had not been revalued, they would have been included in these consolidated financial statements at historical cost less accumulated depreciation of HKD5,946,000 and HKD91,389,000 respectively (2008: HKD5,805,000 and HKD109,245,000).

As at 31 December 2009, the Group has pledged buildings having a carrying value of HKD14,237,000 (2008: Nil) to secure general banking facilities granted to the Group which had not been utilised during the year.

10. 物業、廠房及設備(續)

上文所述的物業、廠房及設備的項目乃根據其等預計剩餘價值按下列年率以直線法折舊：

永久業權土地	零
樓宇	2%-5%
租賃物業裝修	9%-45%
廠房及設備	9%-45%
傢俱、裝置及設備	9%-20%
汽車	16%-20%

截至2009年12月31日止年度，由於本集團關閉一間位於中國的生產廠房，故已出售若干物業、廠房及設備。

於2009年12月31日，本集團位於中國及香港的樓宇已獨立專業物業估價師及特許測量師測建行有限公司(「測建行」)進行重估。本集團在台灣的永久業權土地及樓宇於同日由一獨立專業物業估價師及特許測量師佳泰不動產估價師事務所(「佳泰」)進行重估。測建行及佳泰與本集團並無關連。永久業權土地及樓宇的重估盈餘約12,194,000港元(2008：虧損約2,605,000港元)，並已直接在物業重估儲備計入(2008：扣除)。

上述估值乃以直接對比法並參考市場類似物業的實際成交價而釐定。

倘永久業權土地及樓宇並無重新估值，其等將分別以歷史成本扣減累計折舊為5,946,000港元及91,389,000港元(2008：5,805,000港元及109,245,000港元)計入綜合財務報表。

於2009年12月31日，本公司已抵押若干樓宇以擔保一授予本集團的一般銀行信貸融通，該等樓宇的賬面值為14,237,000港元(2008：無)。年內，該信貸融通未獲動用。

11. INVESTMENT PROPERTIES

11. 投資物業

		Investment properties under construction 興建中的 投資物業 HKD'000 千港元	Completed investment properties 已完成 投資物業 HKD'000 千港元	Total 總金額 HKD'000 千港元
FAIR VALUE	公平價值			
At 1 January 2008	於2008年1月1日	-	144,500	144,500
Additions	添置	-	96,422	96,422
Disposal of subsidiaries	出售附屬公司	-	(96,422)	(96,422)
Net decrease in fair value recognised in profit or loss	於損益確認的 公平價值減少淨值	-	(32,050)	(32,050)
At 31 December 2008	於2008年12月31日	-	112,450	112,450
Additions	添置	117,027	-	117,027
Re-classified from property, plant and equipment	自物業、廠房及設備 重新分類	-	21,113	21,113
Re-classified from prepaid lease payments	自預付租賃款項 重新分類	-	25,200	25,200
Net increase in fair value recognised in profit or loss	於損益確認的 公平價值增加淨值	2,290	55,460	57,750
Disposals	出售	-	(2,500)	(2,500)
At 31 December 2009	於2009年12月31日	119,317	211,723	331,040

All of the Group's leasehold interests in land and building held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The fair value of the Group's investment properties at 31 December 2009 and 2008 were arrived at on the basis of valuations carried out on that date by Prudential. The valuations of completed investment properties were arrived with reference to market comparable sales evidences available in the market and where appropriate on the basis of capitalisation of net income provided by management to Prudential. The valuations of the investment properties under construction were based on the sales prices, having regard to the enhancement to the possible joint site development of the investment properties.

本集團按經營租賃作租金收入或資本增值用途的所有土地及樓宇的租賃權益，乃以公平價值模式計量，並分類及以投資物業入賬。

於2009年及2008年12月31日，本集團投資物業的公平價值乃由測建行按進行重估當日的基準計量。此項估值乃參考市場類似物業的可比較銷售而釐定，倘合適，亦會按管理層提供予測建行的資本化淨收入計量。興建中的投資物業的估值乃按銷售價值，並考慮到可能聯合地盤發展而提升投資物業而釐定。

11. INVESTMENT PROPERTIES (CONTINUED)

As at 31 December 2009 and 2008, a large portion of the investment properties were rented out under operating leases. Details of operating lease arrangements are set out in Note 30.

As at 31 December 2009, the Group has pledged certain investment properties having a carrying value of HKD158,228,000 (2008: Nil) to secure general banking facilities granted to the Group which had not been utilised in 2009.

The carrying value of investment properties shown above comprises:

Properties in Hong Kong:	香港物業：
Long-term lease	長期租賃
Medium-term lease	中期租賃
Properties outside Hong Kong:	香港以外物業：
Medium-term lease	中期租賃

The Group had acquired the land use rights for 2 pieces of land in PRC. As at 31 December 2009, the Group has not obtained the formal title to these land interests and the carrying value was HKD119,317,000. In the opinion of Directors, the absence of formal titles of these land interests do not impair their value to the Group as the Group has paid the full purchase consideration of the land interests and the probability of being evicted on the ground of an absence of formal title is remote.

11. 投資物業(續)

於2009年及2008年12月31日，大部分投資物業已按經營租賃出租。經營租賃安排詳情已載於附註30。

於2009年12月31日，本公司已抵押若干投資物業以擔保一授予本集團的一般銀行信貸融通，該等投資物業的賬面值為158,228,000港元(2008：無)。於2009年，該信貸融通未獲動用。

上述投資物業的賬面值包括：

2009	2008
HKD'000	HKD'000
千港元	千港元
6,300	4,950
188,376	107,500
136,364	-
331,040	112,450

本集團於中國購入兩塊土地之土地使用權。於2009年12月31日，本集團尚未獲授予該等土地的正式業權，該等土地的賬面值為119,317,000港元。董事認為，該等土地之價值不會因欠缺該等土地權益之正式業權而減少，因本集團已就該等土地權益悉數繳付購買代價，且因欠缺正式業權而遭逐出的可能性甚低。

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

12. PREPAID LEASE PAYMENTS

The Group's prepaid lease payments comprise:

Leasehold land in Hong Kong:	香港的租賃土地：
Held under medium-term lease	以中期租賃持有
Leasehold land outside Hong Kong:	香港以外的租賃土地：
Held under medium-term lease	以中期租賃持有

Analysed for reporting purposes as:	分析作報告用途：
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Non-current assets	非流動資產
Current assets	流動資產

During the year, certain prepaid lease payments of the Group were re-classified to investment properties.

13. GOODWILL

COST	成本
At 1 January 2008,	於2008年1月1日、
31 December 2008 and 2009	2008年及2009年12月31日
IMPAIRMENT	減值
At 1 January 2008	於2008年1月1日
Impairment loss recognised in the year	年內確認的減值虧損
At 31 December 2008 and 2009	於2008年及2009年12月31日
CARRYING AMOUNT	賬面值
At 31 December 2009	於2009年12月31日
At 31 December 2008	於2008年12月31日

Particulars regarding impairment testing on goodwill are disclosed in Note 14.

12. 預付租賃款項

本集團的預付租賃款項包括：

2009	2008
HKD'000	HKD'000
千港元	千港元
20,294	29,720
19,360	21,784
39,654	51,504

38,604	50,203
1,050	1,301
39,654	51,504

年內，若干預付租賃款項已重新分類為投資物業。

13. 商譽

HKD'000
千港元

有關商譽的減值測試詳情已於附註14中披露。

14. IMPAIRMENT TESTING ON GOODWILL

For the purposes of impairment testing, goodwill set out in Note 13 was attributed to 2 cash generating units ("CGUs"), Misto Worldwide Limited and Nice Well Holdings Limited.

The recoverable amounts of the CGUs had been determined based on value in use calculations. That value in use calculations used cash flow projections based on financial budgets approved by management covering a 5-year period, and a discount rate of 12%. Both subsidiaries' cash flows were extrapolated without application of any growth rate. Another key assumption for the value in use calculations was the budgeted gross margin, which was determined based on the units' past performance and management's expectations for the market development.

Based on the above value in use calculations, it was determined that the carrying amount of the goodwill was no longer recoverable and accordingly, the Group recognised a full impairment loss of HKD57,477,000 in 2008.

15. INVESTMENT IN AN ASSOCIATE

Cost of investment in an associate – unlisted	於一聯營公司的投資成本 (非上市)
Share of post-acquisition losses and other comprehensive income	佔收購後虧損及其他 綜合收入

14. 商譽的減值測試

籍以計算減值測試，載於附註 13 的商譽分佔為 2 個現金產生單位（「現金產生單位」），分別為 Misto Worldwide Limited 及 Nice Well Holdings Limited。

現金產生單位可收回價值乃基於其使用中價值計量。此使用中價值的計量乃按由管理層已審批的 5 年財務預算的現金流量預測及以折扣率 12% 計算。該兩間附屬公司的現金流量推算並無計入任何增長率。另一項對使用中價值的主要假設為預算毛利，此乃基於單位過往業績表現及管理層對市場發展的預期而釐定。

根據上述的使用中價值的計量，商譽的賬面值被釐定為不再可回撥。因此，本集團於 2008 年悉數確認減值虧損約 57,477,000 港元。

15. 於一聯營公司的投資

2009/2008
HKD'000
千港元

26
(26)
<u>-</u>

15. INVESTMENT IN AN ASSOCIATE (CONTINUED)

As at 31 December 2009 and 2008, the Group had interests in the following associate:

Entity 公司	Form of business structure 經營架構	Place of incorporation/operation 註冊/營運地點	Class of share held 持有股份類別	Proportion of nominal value of issued capital held by the Group 本集團持有的已發行股本面值百分比	Principal activity 主要活動
Global Hero Group Limited 世雄集團有限公司	Incorporated 企業	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	Ordinary 普通股	33.46%	Dormant 閑置

15. 於一聯營公司的投資(續)

於2009年及2008年12月31日，本集團持有下述聯營公司權益：

16. INTERESTS IN JOINTLY CONTROLLED ENTITIES/ ADVANCE TO JOINTLY CONTROLLED ENTITIES/AMOUNTS DUE FROM/TO JOINTLY CONTROLLED ENTITIES

16. 共同控制實體權益/貸款予共同控制實體/應收/應付共同控制實體

		2009 HKD'000 千港元	2008 HKD'000 千港元
Interests in jointly controlled entities:	共同控制實體權益：		
Cost of unlisted investments in jointly controlled entities (Note i)	於共同控制實體非上市投資的成本(附註i)	225,906	172,281
Share of post-acquisition net losses and other comprehensive income, net of dividends received	佔收購後虧損淨額及其他綜合收入(未計已收股息)	(169,128)	(94,009)
		<u>56,778</u>	<u>78,272</u>
Advance to jointly controlled entities:	貸款予共同控制實體：		
Non-current advance to a jointly controlled entity (Note ii)	非流動貸款予一共同控制實體(附註ii)	108,335	64,974
Shareholders' loan to a jointly controlled entity (Note iii)	股東貸款予一共同控制實體(附註iii)	62,775	62,775
		<u>171,110</u>	<u>127,749</u>

**16. INTERESTS IN JOINTLY CONTROLLED ENTITIES/
ADVANCE TO JOINTLY CONTROLLED
ENTITIES/AMOUNTS DUE FROM/TO JOINTLY
CONTROLLED ENTITIES (CONTINUED)**

At 31 December 2009 and 2008, the Group had interests in the following jointly controlled entities:

**16. 共同控制實體權益/
貸款予共同控制實體/
應收/應付共同
控制實體 (續)**

於2009年及2008年12月31日，本集團持有以下共同控制實體權益：

Jointly controlled entity 共同控制實體	Place of incorporation 註冊地點	Class of share held 持有 股份類別	Proportion of nominal value of issued capital indirectly held by the Group 本集團持有的 已發行股本 面值百分比		Principal activities 主要經營活動
			2009	2008	
Smart Shine Industries Limited	BVI 英屬處女群島	Ordinary 普通股	50%	50%	Investment holding and footwear trading 投資控股及鞋履貿易
Grand Wealth Group Limited ("Grand Wealth") ("Grand Wealth")	BVI 英屬處女群島	Ordinary 普通股 Preferred 優先股 (Note iv) (附註iv)	50% 18%	50% 18%	Investment holding and men's apparel marketing and trading 投資控股及男士服裝營銷與貿易
China Ocean Resources Limited ("China Ocean") ("China Ocean")	BVI 英屬處女群島	Ordinary 普通股	50%	50%	Investment holding, trademark rights licensing and footwear trading 投資控股、商標 授權及鞋履貿易
JFT Holdings Limited ("JFT") 解放豐通控股有限公司 ("解放豐通")	Hong Kong 香港	Ordinary 普通股	50% (Note i) (附註i)	-	Investment holding and retailing of apparel, footwear and accessories 投資控股及服裝、 鞋履與配飾零售
Welcome Wealth Properties Limited ("Welcome Wealth") ("Welcome Wealth")	BVI 英屬處女群島	Ordinary 普通股	50% (Note i) (附註i)	-	Investment holding and footwear trading 投資控股及鞋履貿易
Splendours International Limited ("Splendours") 宏麗國際有限公司("宏麗")	BVI 英屬處女群島	Ordinary 普通股	50% (Note i) (附註i)	-	Footwear sourcing 鞋履採購

**16. INTERESTS IN JOINTLY CONTROLLED ENTITIES/
ADVANCE TO JOINTLY CONTROLLED
ENTITIES/AMOUNTS DUE FROM/TO JOINTLY
CONTROLLED ENTITIES (CONTINUED)**

Notes:

- i. During the year, the Group invested HKD53,625,000 as capital contribution into 3 newly established jointly controlled entities, namely, JFT, Welcome Wealth and Splendours.
- ii. During the year, the Group has made additional advance amounting to HKD43,361,000 to China Ocean, a jointly controlled entity. The total advance was unsecured, interest-free with no fixed term of repayment. The Group has no intention to exercise its right to demand repayment of the advance within the next 12 months from the reporting date. Directors believe the settlement of the advance is not likely to occur in the foreseeable future and that it is, in substance, a part of the Group's net investment in China Ocean. Accordingly, the amount is classified as non-current asset.
- iii. The shareholders' loan to Grand Weath was unsecured and interest-bearing at aggressive rates up to maturity which ranged from 8% to 11% (2008: 8%) per annum, and denominated in USD. The maturity date of the shareholders' loan is 30 June 2016. Directors believe the settlement of the advance is not likely to occur in the foreseeable future and that it is, in substance, a part of the Group's net investment in Grand Weath.
- iv. The preferred shares shall have the same right and privileges to income as the ordinary shares in the proportion of 99:1.

The amounts due from/to jointly controlled entities are unsecured, interest-free and repayable on demand. The amount due from jointly controlled entities is expected to be repaid within next 12 months from the reporting date and is classified as current asset.

**16. 共同控制實體權益/
貸款予共同控制實體
/應收/應付共同
控制實體 (續)**

附註：

- i. 本年度，本集團以出資額53,625,000港元投資於三間新成立之共同控制實體，分別為解放豐通、Welcome Wealth及宏麗。
- ii. 本年度，本集團額外墊款43,361,000港元予一共同控制實體China Ocean，總墊款額並無抵押，未付利息及無固定償款年期。由本報告日起的未來12個月內，本集團無意執行權利要求該共同控制實體償還該墊款。董事相信，該墊款不會於可見將來清還，故實質上是本集團於China Ocean的部份投資淨額。因此，該墊款被分類為非流動資產。
- iii. 給予Grand Weath的股東貸款未具擔保及付有利息，年利率按8%至11%（2008：8%）遞增至到期日，並以美元定值，股東貸款的到期日為2016年6月30日。董事相信，該股東貸款不會於可見將來清還，故實質上是本集團於Grand Weath的部份投資淨額。
- iv. 優先股將按99:1的比例擁有跟普通股等同的收入權利及特權。

應收/應付共同控制實體的款項為無抵押，免息，並須於要求償款時清還。預期應收共同控制實體款項會於自本報告日起的未來12個月內付清，故被分類為流動資產。

**16. INTERESTS IN JOINTLY CONTROLLED ENTITIES/
ADVANCE TO JOINTLY CONTROLLED
ENTITIES/AMOUNTS DUE FROM/TO JOINTLY
CONTROLLED ENTITIES (CONTINUED)**

The carrying amounts of amounts due from/to jointly controlled entities at the reporting date denominated in foreign currency (i.e. HKD) are as follows:

	Amounts due from 應收		Amounts due to 應付	
	2009 HKD'000 千港元	2008 HKD'000 千港元	2009 HKD'000 千港元	2008 HKD'000 千港元
HKD	40	3,982	-	393

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

		2009 HKD'000 千港元	2008 HKD'000 千港元
Current assets	流動資產	116,494	68,353
Non-current assets	非流動資產	182,345	178,578
Current liabilities	流動負債	(69,766)	(53,870)
Non-current liabilities	非流動負債	(172,295)	(114,789)
Income recognised in profit or loss	於損益中確認的收入	68,454	70,176
Expenses recognised in profit or loss	於損益中確認的開支	(126,952)	(171,585)
Other comprehensive income (expense)	其他綜合收入(開支)	5,320	(3,108)

**16. 共同控制實體權益/
貸款予共同控制實體/
應收/應付共同
控制實體(續)**

於報告日，本集團以外幣(即港元)結算的應收/應付共同控制實體款項的賬面值如下：

本集團於共同控制實體的應佔權益以權益法入賬之財務資料概述如下：

17. AVAILABLE-FOR-SALE INVESTMENTS

17. 可供銷售投資

		2009 HKD'000 千港元	2008 HKD'000 千港元
Listed investments:	上市投資：		
– Equity securities listed in Hong Kong	– 香港上市的股本證券	1	22
– Equity securities listed outside Hong Kong	– 香港以外地區上市的股本證券	–	775
– Debentures listed outside Hong Kong with fixed interest ranging from 7.200% to 8.375% per annum and maturity dates on 28 March 2013, 15 April 2013, 15 June 2013 and 15 December 2049	– 香港以外地區上市的債券，附有固定年利率7.200%至8.375%，到期日為2013年3月28日、2013年4月15日、2013年6月15日及2049年12月15日		
		41,530	35,089
Unlisted equity securities	非上市股本證券	41,531	35,886
Total	總金額	18,480	18,480
		60,011	54,366

As at 31 December 2008 and 2009, all listed investments were stated at fair value. Fair values were determined by reference to market bid prices quoted in relevant stock exchanges.

於2008年及2009年12月31日，所有上市投資均以公平價值呈列。公平價值乃參考相關交易所的買盤報價而釐定。

The unlisted equity securities above is the Group's investment in Full Pearl International Limited ("Full Pearl"), a company incorporated in BVI, whose subsidiaries are engaged in retailing business in PRC. The investment represents a 18.8% holding of the ordinary shares of Full Pearl and is measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that Directors are of the opinion that their fair values cannot be measured reliably.

上述非上市股本證券乃為本集團於富珍國際有限公司(「富珍」)的投資，富珍為一間於英屬處女群島註冊成立的公司，其附屬公司於中國從事零售業務。該投資乃指持有富珍18.8%普通股權益，並於報告期末按成本扣除減值而計量。因預測合理公平價值範圍距離太廣，故董事認為其等的公平價值未能可靠地計量。

18. INVENTORIES

18. 存貨

		2009 HKD'000 千港元	2008 HKD'000 千港元
Raw materials	原材料	41,374	74,614
Work in progress	在製品	43,150	68,369
Finished goods	製成品	86,730	126,165
		171,254	269,148

19. TRADE AND OTHER RECEIVABLES

Trade receivables	貿易應收賬款
Less: allowance for doubtful debts	減：呆賬撥備
Other receivables, prepayment and deposits	其他應收賬、預付款項及訂金
Total trade and other receivables	貿易及其他應收賬款總額

The Group allows an average credit period ranging from 60 to 90 days to its trade customers. Included in trade and other receivables are trade and bill receivables, net of allowance for doubtful debts of HKD163,123,000 (2008: HKD313,940,000). The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period:

0 to 30 days	0至30天
31 to 60 days	31至60天
61 to 90 days	61至90天
Over 90 days	逾90天

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits and score attributed to customers are reviewed twice a year. 99% (2008: 97%) of the trade receivables that are neither past due nor impaired have no default payment history.

Included in the Group's trade receivables balance are debtors with an aggregate carrying amount of HKD2,041,000 (2008: HKD9,158,000) which were past due at the reporting date but for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances. The average age of these receivables is 120 days (2008: 120 days).

19. 貿易及其他應收賬款

2009	2008
HKD'000	HKD'000
千港元	千港元
168,903	320,160
(5,780)	(6,220)
163,123	313,940
54,685	145,121
217,808	459,061

本集團為其貿易客戶提供為期60日至90日不等的平均信貸期。貿易及其他應收賬款包括為數163,123,000港元(2008: 313,940,000港元)的貿易及應收票據(扣除呆賬撥備)。於本報告期末，以發票日期為基礎，貿易應收賬款扣除呆賬撥備的賬齡分析如下：

2009	2008
HKD'000	HKD'000
千港元	千港元
156,222	242,559
4,518	58,416
342	3,807
2,041	9,158
163,123	313,940

於接納新顧客訂單前，本集團會採納一獨立信譽分數系統以估量該準客戶誠信素質，並釐定該客戶的信貸限額。客戶的信貸額及分數會每年進行2次檢討，99%(2008: 97%)非逾期或減值的貿易應收賬款並無拖欠付款紀錄。

本集團的貿易應收賬款結餘包括賬面總值約2,041,000港元(2008: 9,158,000港元)的應收賬款，該等賬款為已逾期，惟本集團並無減值虧損預備。本集團概無在此等結餘持有任何抵押品。此等應收賬款的平均賬齡為120天(2008: 120天)。

19. TRADE AND OTHER RECEIVABLES (CONTINUED)

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

Over 90 days 逾 90 天

Movement in the allowance for doubtful debts

Balance at beginning of the year	年初結餘
Impairment losses recognised on receivables	已於應收賬確認的減值虧損
Impairment losses reversed	減值虧損回撥
Balance at end of the year	年終結餘

At the end of the reporting period, the carrying amounts of the Group's trade and other receivables that were denominated in a currency (i.e. HKD) other than the functional currency of the relevant group entities were as follows:

HKD 港元

19. 貿易及其他應收賬款(續)

並無減值的逾期貿易應收賬款的賬齡：

2009 HKD'000 千港元	2008 HKD'000 千港元
2,041	9,158

呆賬撥備之變動

2009 HKD'000 千港元	2008 HKD'000 千港元
6,220	9,070
3,520	1,450
(3,960)	(4,300)
5,780	6,220

於本報告期末，本集團以相關集團實體功能貨幣外的貨幣(即港元)結算的貿易及其他應收款項的賬面值如下：

2009 HKD'000 千港元	2008 HKD'000 千港元
18	9,715

20. HELD-FOR-TRADING INVESTMENTS

Held-for-trading investments include: 持作買賣投資包括：

Listed equity securities in Hong Kong 香港上市的股本證券

20. 持作買賣投資

2009	2008
HKD'000	HKD'000
千港元	千港元

321	4,055
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21. BANK BALANCES AND CASH

The bank balances carried interests at prevailing market rates which ranged from 0.01% to 0.36% (2008: 0.36% to 1.15%) per annum during the year. The time deposits carried fixed interest rates ranging from 0.01% to 0.50% (2008: 0.05% to 2.99%) per annum.

At the end of the reporting period, the carrying amounts of the Group's bank balances and cash that were denominated in a currency (i.e. HKD) other than the functional currency of the relevant group entities were as follows:

HKD 港元

21. 銀行結餘及現金

年內，銀行結餘按現行市場年利率介乎0.01%至0.36%不等(2008：0.36%至1.15%)計息。定期存款按固定年利率0.01%至0.50%不等(2008：0.05%至2.99%)計息。

於本報告期末，本集團以相關集團實體功能貨幣以外的貨幣(即港元)計值的銀行結餘及現金的賬面值如下：

2009	2008
HKD'000	HKD'000
千港元	千港元

15,161	5,448
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22. TRADE AND OTHER PAYABLES

Trade payables	貿易應付賬款
Other payables, temporary receipt and accruals	其他應付賬款、臨時收款及應計賬款

Included in trade and other payables are trade and bills payables of HKD159,737,000 (2008: HKD237,381,000). The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

0 to 30 days	0至30天
31 to 60 days	31至60天
61 to 90 days	61至90天
Over 90 days	逾90天

The average credit period on purchases of goods is 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit time frame.

At the end of the reporting period, the carrying amounts of the Group's trade and other payables that were denominated in a currency (i.e. HKD) other than the functional currency of the relevant group entities were as follows:

HKD	港元
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22. 貿易及其他應付賬款

2009 HKD'000 千港元	2008 HKD'000 千港元
159,737	237,381
151,568	157,646
311,305	395,027

貿易及其他應收賬款包括為數159,737,000港元(2008: 237,381,000港元)的貿易及應收票據。於本報告期末，以發票日期為基礎，貿易應付賬款的賬齡分析如下：

2009 HKD'000 千港元	2008 HKD'000 千港元
82,072	84,484
39,827	83,394
16,594	30,457
21,244	39,046
159,737	237,381

購貨的平均信貸期為90天，本集團已制定財務風險管理政策以確保所有應付賬款均於信貸期限內結算。

於本報告期末，本集團以相關集團實體的功能貨幣以外的貨幣(即港元)計值的貿易及其他應付賬款的賬面值如下：

2009 HKD'000 千港元	2008 HKD'000 千港元
7,184	19,714

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

23. DEFERRED TAX

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

Deferred tax assets 遞延稅項資產
Deferred tax liabilities 遞延稅項負債

23. 遞延稅項

藉以財務報告用途的遞延稅項結餘分析如下表：

	2009 HKD'000 千港元	2008 HKD'000 千港元
Deferred tax assets	(13,127)	(10,085)
Deferred tax liabilities	28,303	9,925
	15,176	(160)

The following table shows the major deferred tax liabilities (assets) recognised by the Group and movements thereon during the current and prior years:

本集團已確認的主要遞延稅項負債(資產)，及其等於本年度及過往年度的變動情況如下表：

		Revaluation of properties	Revaluation of investment properties	Accelerated tax depreciation	Allowance for bad and doubtful debts	Undistributed earning of PRC's subsidiaries from 1 January 2008	Unrealised profit on inventories	Tax losses	Total
		樓宇重估價值	投資物業重估價值	加速稅項折舊	呆壞賬撥備	自2008年1月1日起中國附屬公司未分派盈利	未變現的存貨溢利	稅項虧損	總金額
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2008	於2008年1月1日	3,422	8,379	6,624	(1,139)	-	(308)	(9,879)	7,099
Effect of changes in tax rate (credit) charge to profit or loss	稅率變更的影響(計入)扣減自損益	-	(479)	(378)	65	-	18	565	(209)
Effect of changes in tax rates credit to other comprehensive income	稅率變更的影響計入其他綜合收入	(253)	-	-	-	-	-	-	(253)
(Credit) Charge to profit or loss	(計入)扣減自綜合損益表	-	(5,994)	(2,103)	522	1,347	71	-	(6,157)
Credit to other comprehensive income	計入其他綜合收益	(640)	-	-	-	-	-	-	(640)
At 31 December 2008	於2008年12月31日	2,529	1,906	4,143	(552)	1,347	(219)	(9,314)	(160)
Charge (Credit) to profit or loss	扣減(計入)損益	-	10,289	620	39	1,911	82	(3,163)	9,778
Charge to other comprehensive income	扣減其他綜合收益	5,558	-	-	-	-	-	-	5,558
At 31 December 2009	於2009年12月31日	8,087	12,195	4,763	(513)	3,258	(137)	(12,477)	15,176

23. DEFERRED TAX (CONTINUED)

At 31 December 2009, the Group had unused tax losses of HKD227,378,000 (2008: HKD161,627,000) available to offset against future profits. A deferred tax asset has been recognised in respect of such losses to the extent of HKD75,620,000 (2008: HKD56,446,000). No deferred tax asset has been recognised in respect of the remaining unused tax losses of HKD151,758,000 (2008: HKD105,181,000) due to the unpredictability of future profit streams. All tax losses may be carried forward indefinitely except for those arising from PRC which may be carried forward for 5 years.

24. SHARE CAPITAL

Authorised:	法定：		
At 1 January 2008, 31 December 2008 and 2009, at HKD0.25 each	於2008年1月1日、2008年及2009年12月31日，每股面值0.25港元		
Issued and fully paid:	已發行及繳足：		
At 1 January 2008, 31 December 2008 and 2009, at HKD0.25 each	於2008年1月1日、2008年及2009年12月31日，每股面值0.25港元		

23. 遞延稅項(續)

於2009年12月31日，本集團有未動用稅項虧損約227,378,000港元(2008：161,627,000港元)可供抵銷未來溢利。此外，已就該等虧損確認遞延稅項資產約75,620,000港元(2008：56,446,000港元)。由於不可預期未來的盈利趨勢，並無就剩餘未動用稅項虧損約151,758,000港元(2008：105,181,000港元)確認遞延稅項資產。所有稅項虧損可無限期結轉，惟來自中國並可結轉5年的稅項虧損則除外。

24. 股本

Number of shares 股份數目	Amount 金額 HKD'000 千港元
8,000,000,000	2,000,000
1,744,044,773	436,011

25. SHARE OPTION SCHEME

Pursuant to the share option scheme of the Company adopted on 22 October 2001 ("2001 Scheme"), the Company operates the 2001 Scheme for the purpose of providing eligible participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its Shareholders as a whole. All Directors, full-time employees and any other persons who, at the sole discretion of the Board, have contributed or will contribute to the Group are eligible to participate in the 2001 Scheme.

Shares which may be issued upon exercise of all options to be granted under the 2001 Scheme or any other share option scheme adopted by the Company must not in aggregate exceed 10% of the Shares in issue on the date of adoption.

25. 購股權計劃

根據本公司於2001年10月22日採納的購股權計劃(「2001計劃」)，本公司採用2001計劃旨在提供機會予合資格參與者取得本公司的產權權益，並鼓勵參與者以本公司及其股東的整體利益為依歸，致力提高本公司及其股份的價值。所有董事、全職僱員可按董事會酌情認為曾經或將會對本集團作出供獻的任何其他人士均合乎資格參與2001計劃。

因行使按2001計劃或任何其他本公司已採納的購股權計劃而獲授的所有購股權後可能發行的股份總數將不能夠超越本公司於採納當日已發行股份10%。

25. SHARE OPTION SCHEME (CONTINUED)

The Company may renew this 10% limit with Shareholders' approval provided that each such renewal may not exceed 10% of shares in the Company in issue as at the date of the Shareholders' approval.

The total number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2001 Scheme or any other share option scheme adopted by the Company must not exceed 30% of the shares in issue from time to time.

Unless approved by Shareholders, the total number of shares of the Company issued and to be issued upon the exercise of the options granted to each participant (including both exercised and unexercised options) under the 2001 Scheme or any other share option schemes adopted by the Company in any 12-month period must not exceed 1% of the shares of the Company in issue.

The period within which the options must be exercised will be specified by the Company at the time of grant. This period must expire no later than 10 years from the date of grant of the options. At the time of grant of the options, the Company may specify a minimum period for which an option must be held before it can be exercised. The offer of a grant of share options may be accepted within 14 days from the date on which the letter containing the offer is delivered to that participant and the amount payable on acceptance of an option is HKD1.00.

The subscription price for the Shares to be issued upon exercise of the options shall be no less than the higher of (i) the closing price of the Shares as stated in the daily quotation sheets issued by the Exchange on the date of grant; (ii) the average closing price of the Shares as stated in the daily quotation sheets issued by the Exchange for the 5 business days immediately preceding the date of grant; and (iii) the nominal value of each Share on the date of grant. The subscription price will be established by the Board at the time the option is offered to the participants.

No options may be granted under the 2001 Scheme after the date of the tenth anniversary of the adoption of the 2001 Scheme.

25. 購股權計劃 (續)

倘獲得股東批准，本公司可能更新此10%的限額，惟按此更新而獲授權發行的股份總數將不能夠超越本公司於股東批准當日已發行股份的10%。

因行使所有按2001計劃或任何其他本公司採納的購股權計劃而授予惟尚未行使的購股權而可能發行的本公司股份總數，將不能夠超過本公司不時已發行股份的30%。

除非獲股東批准，於任何12個月期間，本公司因行使按2001計劃或任何其他本公司採納的購股權計劃而授予各參與者的購股權（包括已行使及尚未行使的購股權），其已發行及將予發行的股份總數均不可超過本公司已發行股份的1%。

購股權必須行使的期間會由本公司在授出當日指定。此期限必須由授出購股權當日起10年內屆滿。於授出購股權時，本公司可能會訂明購股權的最短持有期限，待期限屆滿後方能夠行使。有關授出購股權的授予建議，參與者可於載有有關授權建議的函件的寄發日起14天內接受該建議，而每次接納此購股權建議的應付款項為1港元。

本公司按行使購股權而將發行的股份認購價將不會低於（以較高者為準）(i) 於授出購股權當日載列於聯交所每日發行的報價表的本公司股份收市價；(ii) 於緊接授出購股權前的5個工作天載列於聯交所每日發行的報價表的本公司股份平均收市價；及 (iii) 於授出購股權當日本公司股份的面值。認購價將由董事會於建議授出購股權予參與者當日確定。

於採納2001計劃起計10週年日後，概無購股權可按2001計劃而授出。

25. SHARE OPTION SCHEME (CONTINUED)

On 2 August 2006, the Company granted 166,050,000 share options to eligible participants at an exercise price of HKD1.032 pursuant to 2001 Scheme. The following table discloses details of the share options held by Directors, employees and a consultant and movements in such holding during the year ended 31 December 2009:

Name 名稱	Date of grant 授出日期 (d.m.y) (日.月.年)	Exercisable period 行使期限 (d.m.y) (日.月.年)	Exercise price per share 每股行使價 (HKD) (港元)	Number of share options 購股權數量			
				Outstanding at 1.1.2009 於 1.1.2009 尚未行使	Lapsed during the year 於年內 失效	Expired during the year 於年內 到期	Outstanding at 31.12.2009 於 31.12.2009 尚未行使
Category I: 類別 I: Directors 董事	02.08.2006	01.09.2006 – 31.08.2009	1.032	43,600,000	(16,500,000)	(27,100,000)	-
Category II: 類別 II: Employees 僱員	02.08.2006	01.09.2006 – 31.08.2009	1.032	33,910,000	(13,500,000)	(20,410,000)	-
Category III: 類別 III: Consultant 顧問	02.08.2006	01.09.2006 – 31.08.2009	1.032	1,000,000	-	(1,000,000)	-
				78,510,000	(30,000,000)	(48,510,000)	-

The consultant rendered consultancy service with regard to the setting up and management of PRC operations for the Group. The Group granted share options to him for recognising his service similar to those rendered by other employees.

25. 購股權計劃 (續)

於2006年8月2日，本公司根據2001計劃以每股行使價1.032港元授出166,050,000份購股權予合資格參予者。下表披露於截至2009年12月31日止年度，董事、僱員及一名顧問所持的購股權及其變動：

該顧問就成立及管理本集團於中國的營運提供顧問服務。本集團向其授出購股權乃認同其提供的服務與其他僱員相若。

25. SHARE OPTION SCHEME (CONTINUED)

The following table discloses details of the 2001 Scheme held by Directors, employees and a consultant and movements in such holdings during the year ended 31 December 2008:

Name 名稱	Date of grant 授出日期 (d.m.y) (日.月.年)	Exercisable period 行使期限 (d.m.y) (日.月.年)	Exercise price per share 每股行使價 (HKD) (港元)	Number of share options 購股權數量		
				Outstanding at 1.1.2008 於 1.1.2008 尚未行使	Lapsed during the year 於年內 失效	Outstanding at 31.12.2008 於 31.12.2008 尚未行使
Category I: 類別 I: Directors 董事	02.08.2006	01.09.2006 – 31.08.2009	1.032	43,600,000	-	43,600,000
Category II: 類別 II: Employees 僱員	02.08.2006	01.09.2006 – 31.08.2009	1.032	40,610,000	(6,700,000)	33,910,000
Category III: 類別 III: Consultant 顧問	02.08.2006	01.09.2006 – 31.08.2009	1.032	1,000,000	-	1,000,000
				<u>85,210,000</u>	<u>(6,700,000)</u>	<u>78,510,000</u>

26. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital and various reserves.

25. 購股權計劃 (續)

下表披露截至2008年12月31日止年度由董事、僱員及一名顧問所持有2001計劃的購股權詳情及其變動：

Name 名稱	Date of grant 授出日期 (d.m.y) (日.月.年)	Exercisable period 行使期限 (d.m.y) (日.月.年)	Exercise price per share 每股行使價 (HKD) (港元)	Number of share options 購股權數量		
				Outstanding at 1.1.2008 於 1.1.2008 尚未行使	Lapsed during the year 於年內 失效	Outstanding at 31.12.2008 於 31.12.2008 尚未行使
Category I: 類別 I: Directors 董事	02.08.2006	01.09.2006 – 31.08.2009	1.032	43,600,000	-	43,600,000
Category II: 類別 II: Employees 僱員	02.08.2006	01.09.2006 – 31.08.2009	1.032	40,610,000	(6,700,000)	33,910,000
Category III: 類別 III: Consultant 顧問	02.08.2006	01.09.2006 – 31.08.2009	1.032	1,000,000	-	1,000,000
				<u>85,210,000</u>	<u>(6,700,000)</u>	<u>78,510,000</u>

26. 資金風險管理

本集團管理其資本以保證本集團的實體可以持續經營，並優化負債及股權的平衡以最佳化利益相關者回報。本集團所有政策相比往年並無變更。

本集團的資本架構包括本公司權益持有人應佔權益(包括已發行股本及各項儲備)。

26. CAPITAL RISK MANAGEMENT (CONTINUED)

Directors review the capital structure of the Group regularly. As part of this review, Directors consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through new share issues as well as the issue of new debt or the redemption of existing debt.

27. FINANCIAL INSTRUMENTS

(A) CATEGORIES OF FINANCIAL INSTRUMENTS

Financial assets	金融資產
Fair value through profit or loss	透過損益按公平價值計量
– held-for-trading investments	– 持作買賣投資
Loans and receivables (including bank balances and cash)	貸款及應收賬款 (包括銀行結餘及現金)
Available-for-sale financial assets	可供銷售金融資產
Financial liabilities	金融負債
Amortised cost	攤銷成本

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

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

26. 資金風險管理 (續)

董事定期審閱本集團資本架構。作為審閱的一部分，董事會考慮與各類別資本相關的資本成本及風險。根據董事的推薦意見，本集團將通過支付股息、發行新股及購回股份以及發行新債務或贖回現有債務，平衡其整體資本架構。

27. 金融工具

(A) 金融工具類別

	2009	2008
	HKD'000	HKD'000
	千港元	千港元
	321	4,055
	766,709	875,248
	60,011	54,366
	208,136	299,067

(B) 金融風險管理目標及政策

本集團的主要金融工具包括可供銷售投資、應收及應付共同控制實體款項、貿易及其他應收賬款、持作買賣投資、銀行結餘及現金、貿易及其他應付賬款。以上金融工具的詳情載於相關附註。與此等金融工具相關的風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。減輕此等風險的政策已載列於下文。管理層透過管理及監控此等風險，確保可及時有效地採取適當措施。

27. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

MARKET RISK

(i) Currency Risk

Several subsidiaries of the Company have foreign currency sales and purchases, which expose the Group to foreign currency risk.

At the end of the reporting period, the carrying amounts of the Group's monetary assets and monetary liabilities that were denominated in a currency (i.e. HKD) other than the functional currency of the relevant group entities were as follows:

		Liabilities 負債		Assets 資產	
		2009 HKD'000 千港元	2008 HKD'000 千港元	2009 HKD'000 千港元	2008 HKD'000 千港元
HKD	港元	7,184	20,107	15,219	19,145

Sensitivity Analysis

The Group is mainly exposed to the fluctuation in USD/HKD exchange rate. However, the foreign currency risk is not significant as HKD is pegged to USD.

(ii) Interest Rate Risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank deposits and loan to a jointly controlled entity. Directors consider the Group's exposure to fair value interest rate risk is not significant as interest bearing bank deposits are within short maturity periods.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank deposits. It is the policy of the Group to keep its deposits at floating rate of interests so as to minimise the fair value interest rate risk.

The cash flow interest rate risk of the Group is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate arising from the USD denominated bank deposits of the Group.

27. 金融工具(續)

(B) 金融風險管理目標及政策(續)

市場風險

(i) 貨幣風險

本集團的若干附屬公司的銷售及購買乃以外幣結算，令本集團承受外幣風險。

於本報告期末，本集團以相關集團實體的功能貨幣以外的貨幣(即港元)結算的本集團貨幣資產及貨幣負債的賬面值如下：

敏感度分析

本集團主要承受美元／港元匯率波動風險。然而，由於港元跟美元掛鈎，故外幣風險並不顯著。

(ii) 利率風險

本集團就定息銀行存款及貸款予一共同控制實體而承擔公平價值利率風險。董事認為，由於計息銀行存款及貸款予一共同控制實體均為短期性，故本集團承擔的公平價值利率風險並不顯著。

本集團亦因可變利率結構性存款及銀行存款而面對現金流量利率風險。本集團的政策乃就其存款採用浮動利率以減低公平價值利率風險。

本集團的現金流量風險主要集中在香港銀行同業拆息利率及倫敦銀行同業拆息利率的波動，該等風險乃來自本集團以美元結算的銀行存款。

27. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

MARKET RISK (CONTINUED)

(ii) Interest Rate Risk (continued)

Sensitivity Analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivative and non-derivative instruments at the end of the reporting period. The analysis is prepared assuming these financial instruments outstanding at the end of the reporting date was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2009 would increase/decrease by HKD869,000 (2008: loss would decrease/increase by HKD863,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank deposits.

(iii) Other Price Risk

The Group is exposed to other price risk through its investments mainly in both equity and debt securities. The other price risk of the Group is mainly concentrated on debt securities listed outside Hong Kong. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

27. 金融工具(續)

(B) 金融風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

敏感度分析

以下敏感度分析主要基於在報告期末，衍生工具及非衍生工具的利率風險承擔。於本報告期末，本分析假設該等未兌現的金融工具於全年均並未兌現。本集團內部向主要管理人員匯報利率風險會採納50基點上升及下跌為基準，此亦代表管理層對利率的合理可能變動的評估。

倘利率上升／下降50基點，及其他所有可變因數維持不變，則本集團截至2009年12月31日止年度的溢利將會增加／減少869,000港元(2008：增加／減少863,000港元)。此乃主要由本集團來自可變利率結構性存款及銀行存款所產生利率風險所致。

(iii) 其他價格風險

本集團的股本及債務證券投資使其承擔其他價格風險。本集團的其他價格風險主要集中於在香港以外地區上市的債務工具。除此以外，本集團委派一專責隊伍，以監控其他價格風險，並於其產生時考慮對沖此風險承擔。

27. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

MARKET RISK (CONTINUED)

(iii) Other Price Risk (continued)

Sensitivity Analysis

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

If the prices of the respective listed equity and debt instruments had been 5% higher:

- profit for the year ended 31 December 2009 would increase by HKD13,000 (2008: loss for the year would decrease by HKD169,000) as a result of the changes in fair value of held-for-trading investments; and
- investments revaluation reserve would increase by HKD2,077,000 (2008: increase by HKD1,794,000) for the Group as a result of the changes in fair value of available-for-sale investments.

If the prices of the respective listed equity and debt instruments had been 5% lower:

- profit for the year ended 31 December 2009 would decrease by HKD13,000 (2008: loss for the year would increase by HKD169,000) as a result of the changes in fair value of held-for-trading investments; and
- investments revaluation reserve would decrease by HKD2,077,000 (2008: decrease by HKD7,750,000 which would be charged to the consolidated statement of comprehensive income, increasing the loss for the year of the same amount), for the Group as a result of the changes in fair value of available-for-sale investments.

The Group's sensitivity to available-for-sale investments and held-for-trading investments has not changed significantly from the prior year.

27. 金融工具(續)

(B) 金融風險管理目標及政策(續)

市場風險(續)

(iii) 其他價格風險(續)

敏感度分析

以下敏感度分析主要基於在報告日所承擔的股本價格風險。

倘相關上市股本及債務工具價格上升 5%：

- 鑒於持作買賣投資的公平價值變動，截至 2009 年 12 月 31 日止年度盈利增加 13,000 港元(2008：年度虧損減少 169,000 港元)；及
- 鑒於可供銷售投資的公平價值變動，本集團投資重估儲備增加 2,077,000 港元(2008：增加 1,794,000 港元)。

倘相關上市股本及債務工具價格下跌 5%：

- 鑒於持作買賣投資的公平價值變動，截至 2009 年 12 月 31 日止年度盈利增加 13,000 港元(2008：年度虧損增加 169,000 港元)；及
- 鑒於可供銷售投資的公平價值變動，本集團投資重估儲備將減少 2,077,000 港元(2008：投資重估儲備僅減少 7,750,000 港元)，該款項將於綜合全面收益表內扣除，導致年度虧損按相等金額增加。

對比往年，本集團對可供銷售投資及持作買賣投資的敏感度已重大改變。

27. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

CREDIT RISK

As at 31 December 2009, the maximum exposure of the Group to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position and the amount of contingent liabilities in relation to financial guarantee issued by the Group as disclosed in Note 29.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, Directors consider that the credit risk of the Group is significantly reduced.

At 31 December 2009, the credit risk on liquid funds is limited because the counterparties are banks with good reputation.

At 31 December 2009, the Group had concentration of credit risk in relation to bank balances as 90% (2008: 89%) of balances are placed with 5 banks (2008: 5 banks).

The Group also had concentration of credit risk in relation to trade receivables as 22% (2008: 29%) and 88% (2008: 81%) of the Group's total trade receivables were due from its largest customer and the 5 largest customers respectively within the footwear manufacturing segment. The credit risk in relation to these receivables is limited because they are footwear traders with well established brand names and market positioning and extensive geographical spread.

27. 金融工具(續)

(B) 金融風險管理目標及政策(續)

信貸風險

於2009年12月31日，倘交易對手未能就各類已確認的金融資產履行責任，則本集團所承擔且會對本集團造成財務損失的信貸風險最高為綜合資產財務狀況表所列相關已確認金融資產資產的賬面值，而有關於本集團發行的財務擔保或然負債於附註29中披露。

為將信貸風險減至最低，本集團的管理層已指派一隊人員負責釐定信貸限額、信貸批核及其他監控程序，以確保採取跟進行動以收回過期貸款。除此以外，本集團亦會於每個報告期末檢討各項貿易債項的可收回金額，以確保已就無法收回的金額作出足夠的減值虧損。就此而言，董事認為本集團的信貸風險已大幅減少。

於2009年12月31日，由於交易對手為信譽良好的銀行，故流動資金的信貸風險有限。

於2009年12月31日，本集團承受銀行結餘集中的信貸風險，原因在於90% (2008: 89%)的銀行結餘分別存放於5家銀行(2008: 5家銀行)。

本集團亦承受貿易應收賬款集中的信貸風險，因本集團最大客戶及5大客戶的應收貿易賬款分別佔本集團應收貿易賬款總額的22% (2008: 29%)及88% (2008: 81%)。由於其等均為知名品牌及市場定位極具規模的跨國企業，該等應收賬款的信貸風險有限。

27. FINANCIAL INSTRUMENTS (CONTINUED)

(b) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

LIQUIDITY RISK

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the operations of the Group and mitigate the effects of fluctuations in cash flows.

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

Liquidity and Interest Risk Tables

2009

Non-derivative financial liabilities 非衍生金融負債

Trade and other payables 貿易及其他應付款項
 Amounts due to jointly controlled entities 應付共同控制實體款項
 Financial guarantee contract 財務擔保合同

	Less than 1 month 少於 1個月 HKD'000 千港元	1-3 months 1-3 個月 HKD'000 千港元	Total undiscounted cash flows 未貼現 現金流總額 HKD'000 千港元	Carrying amount at 31.12.2009 於 31.12.2009 賬面值 HKD'000 千港元
	106,502	83,984	190,486	190,486
	17,650	-	17,650	17,650
	38,000	-	38,000	-
	162,152	83,984	246,136	208,136

27. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動資金風險

於管理流動資金風險方面，本集團監控及維持本集團管理層認為足夠為經營提供資金及減輕現金流波動影響的現金及現金等價物水平。

下表詳述本集團的非衍生金融負債尚餘合約年期，乃基於金融負債的未貼現現金流量及按本集團須最早償付的日期而載列，本表格包括本金的現金流。

流動資金及利率風險表

27. FINANCIAL INSTRUMENTS (CONTINUED)

(b) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

LIQUIDITY RISK (CONTINUED)

Liquidity and Interest Risk Tables (continued)

27. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動資金風險(續)

流動資金及利率風險表(續)

			Total undiscounted cash flows 未貼現 現金流總額 HKD'000 千港元	Carrying amount at 31.12.2008 於 31.12.2008 賬面值 HKD'000 千港元
	Less than 1 month 少於 1個月 HKD'000 千港元	1-3 months 1-3 個月 HKD'000 千港元		
2008				
Non-derivative financial liabilities	非衍生金融負債			
Trade and other payables	貿易及其他 應付款項	187,920	83,141	271,061
Amounts due to jointly controlled entities	應付共同控制 實體款項	28,006	-	28,006
		<u>215,926</u>	<u>83,141</u>	<u>299,067</u>

The amount included above for financial guarantee contract is the maximum amount the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

包括於財務擔保合約乃倘訂約方按該擔保安排索償時，本集團最高需清償之所有金額。預期截至本報告期末，本集團認為可能無須為該安排償付任何金額。然而，作為該訂約方的應收賬，此估量或會因訂約方承受信貸損失時，可能根據該擔保提出索償而變更。

27. FINANCIAL INSTRUMENTS (CONTINUED)

(c) FAIR VALUE

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

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

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

Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, all grouped into Level 1 based on the degree to which the fair value is observable. Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets.

		31.12.2009
		HKD'000
		千港元
Financial assets at FVTPL	透過損益按公平價值計量的金融資產	
Held-for-trading investments	持作買賣投資	321
Available-for-sale financial assets	可供銷售金融資產	
Listed equity securities	上市股本證券	1
Listed debentures	上市債券	41,530
Total	總金額	<u>41,852</u>

27. 金融工具(續)

(c) 公平價值

金融資產及金融負債的公平價值乃按下列因素決定：

- 附有一般規則及條件並於活躍流動市場交易的金融資產的公平價值乃參考市場開列的買入價及賣出價而釐定；及
- 其他金融資產及金融負債的公平價值乃按普遍採納的定價模式按貼現現金流分析為基準依現行市場可觀察的交易的價格或費率而釐定。

董事認為，於綜合財務報表按攤銷成本入賬的金融資產及金融負債的賬面值與其等的公平價值相若。

確認於綜合財務狀況表的公平價值計量

下表為金融工具在首次以公平價值確認之後而計量(所有均按其公平價值顯著的等級而歸類為第一級)的分析。第一級公平價值計量乃根據可辨認資產於交投活躍的市場中報價(未經調整)。

28. DISPOSAL OF SUBSIDIARIES

On 29 October 2008, the Group disposed of the entire issued share capital of a subsidiary, Bright Boom Holdings Limited ("Bright Boom"), an investment holding company. Bright Boom owned the entire issued share capital in Keenson Asia Limited ("Keenson"), which was principally engaged in property holding. The net assets of Bright Boom together with Keenson at the date of disposal were as follows:

NET ASSETS DISPOSED OF 已出售資產淨值

Investment properties	投資物業	
Other receivables	其他應收賬款	
Other payables	其他應付賬款	
		96,422
		1,030
		(1,038)
		96,414
Gain on disposal	出售時收益	13,586
Total consideration	總代價	110,000
Satisfied by:	按以下方式支付：	
Cash	現金	96,000
Deferred consideration (Note i)	遞延代價(註i)	9,000
Share consideration (Note ii)	股份代價(註ii)	5,000
		110,000
Cash inflow arising on disposal:	出售時產生的現金流量：	
Cash consideration	現金代價	96,000

Notes:

- i. The deferred consideration included in other receivables had been settled by cash by the purchaser in 2009.
- ii. The share consideration included in held-for-trading investments represents 4,000,000 shares of Bel Global Resources Holdings Limited, a company listed on the Exchange, at HKD1.25 per share at the acquisition date.

28. 出售附屬公司

於2008年10月29日，本公司出售一主要從事投資控股的附屬公司Bright Boom Holdings Limited (「Bright Boom」)的全部已發行股本。Bright Boom持有建新亞洲有限公司(「建新」)的全部已發行股本，建新主要從事物業持有。Bright Boom及建新於出售日期的資產淨值如下：

29.10.2008

HKD'000
千港元

註：

- i. 列入其他應收賬款的遞延代價將由買方於2009年以現金支付。
- ii. 列入持作買賣投資的股份代價指於收購日期4,000,000股百營環球資源控股有限公司(於聯交所上市的公司)的股份，每股作價1.25港元。

29. CONTINGENT LIABILITIES

As at 31 December 2009, the Group issued financial guarantee to a bank in respect of banking facilities granted to a jointly controlled entity. The aggregate amount that could be required to be paid if the guarantee was called upon in entirety amounted to HKD38,000,000 (2008: Nil), none of which has been utilised by the jointly controlled entity during the year.

30. OPERATING LEASES

THE GROUP AS LESSEE

The Group made the following minimum lease payments during the year as follows:

Operating lease rentals in respect of:	以下項目的經營 租賃租金：
Minimum lease payments	最低租賃款項
– Plants	– 廠房
– Retail shops	– 零售店
Contingent rentals	或然租金

At the end of the reporting period, the Group had commitments for future minimum lease payments for plants and retail shops under non-cancellable operating leases which fall due as follows:

Within one year	一年內
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)

29. 或然負債

於2009年12月31日，本集團為一共同控制實體的銀行融通向一銀行出具財務擔保，倘若履行該擔保，所需支付的總金額為38,000,000港元(2008：無)。年內，該共同控制實體並未動用該銀行融通。

30. 經營租賃

本集團為承租人

本集團於年內作出以下最低租賃款項：

	2009 HKD'000 千港元	2008 HKD'000 千港元
Operating lease rentals		
– Plants	33,734	32,086
– Retail shops	3,027	1,086
Contingent rentals	10,032	4,053
	46,793	37,225

於本報告期末，本集團承擔支付被歸類為不可取消的經營租賃的廠房及零售商舖的未來最低租賃款項，其到期日的分析如下：

	2009 HKD'000 千港元	2008 HKD'000 千港元
Within one year	24,732	38,447
In the second to fifth year inclusive	30,578	71,897
	55,310	110,344

30. OPERATING LEASES (CONTINUED)

THE GROUP AS LESSEE (CONTINUED)

Operating lease payments represent rental payable by the Group for certain of its plants and retail shops. Leases are negotiated for lease terms of 1 to 5 years.

The above lease commitments represent basic rents only and do not include contingent rents payable in respect of certain retail shops leased by the Group. In general, these contingent rents are calculated with reference to the turnover of relevant retail shops using pre-determined formulae. It is not possible to estimate in advance the amount of such contingent rent payable.

THE GROUP AS LESSOR

Property rental income earned during the year was HKD6,199,000 (2008: HKD4,147,000). All investment properties of the Group are held for rental purposes. The investment properties held for rental purposes have committed tenants in the next 2 years.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

Within one year	一年內
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)

30. 經營租賃(續)

本集團為承租人(續)

經營租賃款項乃指本集團應付其若干廠房及零售商舖的租金。租約經協商定為1至5年不等。

上述租賃承擔僅指基本租金，但不包括本集團租賃的若干零售商舖的應付或然租金。一般而言，該等或然租金乃參考相關零售商舖的營業額使用預先釐定的程式計算，事先估計應付有關或然租金的金額並不可行。

本集團為出租人

年內，所獲物業出租收入約為6,199,000港元(2008：4,147,000港元)。本集團的所有投資物業乃持作租賃用途。於未來2年，持作租賃用途的投資物業已有訂約租戶。

於本報告期末，本集團跟租戶訂立未來最低租賃款項合約如下：

	2009	2008
	HKD'000	HKD'000
	千港元	千港元
	5,899	4,893
	6,496	8,438
	12,395	13,331

31. CAPITAL COMMITMENT

Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	有關於綜合財務報表中提供的收購物業、廠房及設備合約之資本開支
Capital expenditure in respect of the construction of investment property authorised but not contracted for	有關已授權惟並未訂立合約的投資物業興建之資本開支

32. RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund Scheme ("MPF Scheme") for all its qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% or HKD1,000 in maximum of relevant payroll costs to the MPF Scheme, which contribution is matched by employees.

The subsidiaries of the Company in PRC are members of the state-managed retirement benefits scheme operated by the government of PRC. The retirement scheme contributions, which are based on a certain percentage of the salaries of the relevant subsidiaries' employees, are charged to the consolidated statement of comprehensive income in the period to which they relate and represent the amount of contributions payable by these subsidiaries to the scheme.

The Group also participated in defined contribution retirement schemes organised by the relevant local government authorities in other jurisdictions where the Group operates. Certain employees of the Group eligible for participating in the retirement schemes are entitled to retirement benefits from the schemes. The Group is required to make contributions to the retirement schemes up to time of retirement of the eligible employees, excluding those employees who resigned before their retirements, at a percentage that is specified by the local governments.

31. 資本承擔

2009 HKD'000 千港元	2008 HKD'000 千港元
------------------------	------------------------

1,880	958
252,041	-

32. 退休福利計劃

本集團為所有於香港的合資格僱員執行一項強制性公積金計劃(「強積金計劃」)。強積金計劃的資產與本集團的資產分開管理，並由信託人控制的基金持有。本集團會將相關的工資成本的5%或最高1,000港元作為強積金計劃供款，而僱員亦須繳納相等的供款。

本公司於中國的附屬公司為中國政府經營的國家管理退休福利計劃成員。此退休計劃供款乃按相關附屬公司僱員的工資的若干百分比計量，並於有關期內將此等附屬公司的應付退休計劃供款計入綜合全面收益表。

本集團亦參與本集團經營業務的其他司法權區的相關政府部門的界定供款退休計劃。本集團符合資格參加退休計劃的僱員有權享有該等計劃的退休福利。本集團須按當地政府規定的百分比率向該等退休計劃作出供款，直至合資格僱員退休為止，不包括於退休前辭任的有關僱員。

33. RELATED PARTY DISCLOSURES

(A) RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following transactions with its jointly controlled entities:

Nature of transactions	交易性質
Sales	銷售
Sourcing income	採購收入
Interest income	利息收入
Management fee income	管理費收入
Royalty fee charge	專利權金

(B) COMPENSATION OF KEY MANAGEMENT PERSONNEL

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

Short-term benefits	短期福利
Post-employment benefits	終止僱用後福利

On 23 January 2009, Mr. Li Kwok Lung Alfred Ronald ("Mr. Li") tendered his resignation as chairman and executive Director. At its own discretion, the Board resolved to make a payment of HKD12,800,000 to Mr. Li.

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

33. 關連人士披露

(A) 關連人士交易

年內，本集團與其共同控制實體進行以下交易：

	2009 HKD'000 千港元	2008 HKD'000 千港元
	21,376	100,984
	491	-
	5,230	3,463
	177	2,090
	(590)	(803)

(B) 主要管理人員報酬

年內，董事及其他主要管理人員的薪酬如下：

	2009 HKD'000 千港元	2008 HKD'000 千港元
	30,252	14,370
	591	456
	30,843	14,826

於2009年1月23日，李國麟先生（「李先生」）呈辭主席及執行董事。董事會酌情決議，本集團在其辭任後向李先生支付12,800,000港元。

董事及主要管理人員的薪酬乃由董事按個別表現及市場趨勢而釐定。

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

34. SUMMARISED STATEMENT OF FINANCIAL POSITION OF THE COMPANY

The following is the summarised statement of financial position of the Company as at 31 December 2009:

		2009 HKD'000 千港元	2008 HKD'000 千港元
Investments in subsidiaries	投資於附屬公司	988	988
Other receivables	其他應收賬款	251	721
Amounts due from subsidiaries	應收附屬公司款項	1,265,134	1,228,125
Bank balances and cash	銀行結餘及現金	203,986	97,418
		1,470,359	1,327,252
Other payables	其他應付賬款	521	556
Amounts due to subsidiaries	應付附屬公司	515,834	377,751
		516,355	378,307
		954,004	948,945
Capital and reserves	股本及儲備		
Share capital	股本	436,011	436,011
Reserves (Note)	儲備(註)	517,993	512,934
		954,004	948,945

Note:

註:

RESERVES

儲備

		Share premium HKD'000 千港元	Contributed surplus HKD'000 千港元	Share options reserve HKD'000 千港元	Retained profits HKD'000 千港元	Total HKD'000 千港元
At 1 January 2008	於2008年1月1日	364,638	63,561	15,343	58,791	502,333
Profit for the year	年度溢利	-	-	-	48,970	48,970
Dividend paid	已付股息	-	-	-	(38,369)	(38,369)
Lapse of share options	失效購股權	-	-	(1,206)	1,206	-
At 31 December 2008	於2008年12月31日	364,638	63,561	14,137	70,598	512,934
Profit for the year	年度溢利	-	-	-	22,499	22,499
Dividend paid	已付股息	-	-	-	(17,440)	(17,440)
Lapse of share options	失效購股權	-	-	(14,137)	14,137	-
At 31 December 2009	於2009年12月31日	364,638	63,561	-	89,794	517,993

The contributed surplus of the Company represents the excess of the fair value of the shares of the acquired subsidiaries and the nominal amount of the Shares issued for the acquisition at the time of the group reorganisation on 9 February 1995.

本公司於2009年12月31日的財務狀況表概覽如下：

	2009 HKD'000 千港元	2008 HKD'000 千港元
Investments in subsidiaries	988	988
Other receivables	251	721
Amounts due from subsidiaries	1,265,134	1,228,125
Bank balances and cash	203,986	97,418
	1,470,359	1,327,252
Other payables	521	556
Amounts due to subsidiaries	515,834	377,751
	516,355	378,307
	954,004	948,945
Capital and reserves		
Share capital	436,011	436,011
Reserves (Note)	517,993	512,934
	954,004	948,945

Note:

註:

RESERVES

儲備

		Share premium HKD'000 千港元	Contributed surplus HKD'000 千港元	Share options reserve HKD'000 千港元	Retained profits HKD'000 千港元	Total HKD'000 千港元
At 1 January 2008	於2008年1月1日	364,638	63,561	15,343	58,791	502,333
Profit for the year	年度溢利	-	-	-	48,970	48,970
Dividend paid	已付股息	-	-	-	(38,369)	(38,369)
Lapse of share options	失效購股權	-	-	(1,206)	1,206	-
At 31 December 2008	於2008年12月31日	364,638	63,561	14,137	70,598	512,934
Profit for the year	年度溢利	-	-	-	22,499	22,499
Dividend paid	已付股息	-	-	-	(17,440)	(17,440)
Lapse of share options	失效購股權	-	-	(14,137)	14,137	-
At 31 December 2009	於2009年12月31日	364,638	63,561	-	89,794	517,993

The contributed surplus of the Company represents the excess of the fair value of the shares of the acquired subsidiaries and the nominal amount of the Shares issued for the acquisition at the time of the group reorganisation on 9 February 1995.

本公司的實繳盈餘乃為所收購的附屬公司股份的公平價值，超過於1995年2月9日集團架構重組時，本公司因收購該附屬公司而發行的股份之面值。

35. KEY SOURCES OF ESTIMATION UNCERTAINTY

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

ESTIMATED IMPAIRMENT OF INTERESTS IN JOINTLY CONTROLLED ENTITIES AND ADVANCE TO JOINTLY CONTROLLED ENTITIES

Determining whether the interests in jointly controlled entities and advance to jointly controlled entities is impaired requires an estimation of the share of present value of the estimated future cash flows expected to be generated by the investees and the proceeds on ultimate disposal of the investments, and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. No impairment loss had been recognised in 2008 and 2009 as the recoverable amounts exceed the carrying amount of the interests in jointly controlled entities and advance to jointly controlled entities. As at 31 December 2009, the carrying amount of interests in jointly controlled entities and advance to jointly controlled entities were HKD56,778,000 (2008: HKD78,272,000) and HKD171,110,000 (2008: HKD127,749,000) respectively.

35. 估計不穩定因素的主要來源

對於將來的的主要假設及本報告日止的估計不穩定因素的其他主要來源(涉及導致下個財政年度的資產及負債的賬面值出現大幅調整的重大風險)的討論如下:

共同控制實體及墊款予共同控制實體的估計減值

確定共同控制實體及墊款予共同控制實體需要減值與否乃需要按估計預期投資對象未來所產生之現金流及最終出售該投資的收益，依適合的貼現率計算其現值。倘實際未來現金流量少於預期，則可能產生重大減值虧損。因可退回金額超逾共同控制實體及墊款予共同控制實體的賬面值，故於2008年及2009年並無確認減值虧損。於2009年12月31日，共同控制實體及墊款予共同控制實體的賬面值分別為56,778,000港元(2008: 78,272,000港元)及171,110,000港元(2008: 127,749,000港元)。

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

36. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries of the Company at 31 December 2009 and 2008 are as follows:

36. 主要附屬公司資料

於2009年及2008年12月31日，本公司的主要附屬公司詳情如下：

Subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及 經營地點	Paid up, issued and registered share capital 已繳足、 發行及 登記股本	Proportion of nominal value of issued/registered capital held by the Company 本公司持有的 已發行/登記 的股票面值比率				Principal activities 主要活動
			2009		2008		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Canray Int'l Limited	BVI 英屬處女群島	Ordinary USD1 普通股1美元	-	100%	-	100%	Footwear trading 鞋履貿易
Cashmaster Profits Limited	BVI 英屬處女群島	Ordinary USD1 普通股1美元	-	100%	-	100%	Footwear trading 鞋履貿易
Chi Yuen Developments Limited 資源發展有限公司	BVI/PRC 英屬處女群島/ 中國	Ordinary USD1 普通股1美元	-	100%	-	100%	Footwear manufacturing 鞋履製造
Cosmo Group Holdings Limited	BVI 英屬處女群島	Ordinary USD10,000 普通股10,000美元	100%	-	100%	-	Investment holding 投資控股
Continuance Enterprises Limited	BVI 英屬處女群島	Ordinary USD1 普通股1美元	-	100%	-	100%	Investment holding 投資控股
Guangzhou Panyu Xingtai Footwear Industry and Commerce Co. Ltd. 廣州番禺興泰鞋業有限公司	PRC (Co-operative joint venture) 中國 (合營企業)	Registered capital RMB68,260,876 註冊資本 68,260,876元人民幣	-	92.78%	-	92.78%	Footwear manufacturing 鞋履製造
Fuqing Grand Galafica 福清宏泰	PRC (Wholly foreign owned enterprise) 中國 (外商獨資企業)	Registered capital USD700,000 註冊資本 700,000美元	-	100%	-	100%	Footwear manufacturing 鞋履製造

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

36. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

36. 主要附屬公司資料(續)

Subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及 經營地點	Paid up, issued and registered share capital 已繳足、 發行及 登記股本	Proportion of nominal value of issued/registered capital held by the Company 本公司持有的 已發行/登記 的股票面值比率				Principal activities 主要活動
			2009		2008		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Holey Trading Limited 益寶貿易有限公司	Hong Kong 香港	Ordinary HKD2 普通股 2港元	-	100%	-	100%	Footwear trading 鞋履貿易
Liang Shing Industries Limited 良興實業有限公司	Hong Kong 香港	Ordinary HKD72,000 Non-voting deferred (Note) HKD1,428,000 普通股 72,000 港元 未具投票權的 遞延股(註) 1,428,000 港元	-	100%	-	100%	Provision of management services 提供管理服務
Liang Shing Industries (HK) Limited 良興實業(香港)有限公司	Hong Kong 香港	Ordinary HKD10,000 普通股 10,000 港元	-	100%	-	100%	Footwear marketing and trading 鞋履營銷及貿易
Lucky Port Trading Limited	Hong Kong 香港	Ordinary USD2 普通股 2美元	-	100%	-	100%	Footwear marketing and trading 鞋履營銷及貿易
Misto Worldwide Limited	BVI 英屬處女群島	Ordinary USD1 普通股 1美元	-	100%	-	100%	Investment holding 投資控股
Power Plus Limited	BVI 英屬處女群島	Ordinary USD1 普通股 1美元	-	100%	-	100%	Investment holding 投資控股

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

36. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

36. 主要附屬公司資料(續)

Subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及 經營地點	Paid up, issued and registered share capital 已繳足、 發行及 登記股本	Proportion of nominal value of issued/registered capital held by the Company 本公司持有的 已發行/登記 的股票面值比率				Principal activities 主要活動
			2009		2008		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Stateway Enterprises Limited 邦威企業有限公司	BVI 英屬處女群島	Ordinary USD1 普通股 1 美元	-	100%	-	100%	Footwear Trading 鞋履貿易
Symphony Resources Limited 新濠資源有限公司	Hong Kong 香港	Ordinary HKD2 普通股 2 港元	-	100%	-	100%	Trading of footwear, apparel, swimwear and accessories 鞋履、服裝、游泳 服裝及配件
Takson Asia Limited 得協有限公司	Hong Kong 香港	Ordinary HKD10,000 普通股 10,000 港元	-	100%	-	100%	Footwear purchasing 鞋履採購
Zenith Billion Trading Limited 峰億貿易有限公司	Hong Kong 香港	Ordinary HKD2 普通股 2 港元	-	100%	-	100%	Footwear trading 鞋履貿易
Zhongshan Jingmei 中山精美	PRC (Wholly foreign owned enterprise) 中國 (外商獨資企業)	Registered capital USD21,500,000 註冊資本 21,500,000 美元	-	100%	-	100%	Footwear manufacturing 鞋履製造

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

36. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

36. 主要附屬公司資料(續)

Subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及 經營地點	Paid up, issued and registered share capital 已繳足、 發行及 登記股本	Proportion of nominal value of issued/registered capital held by the Company 本公司持有的 已發行/登記 的股票面值比率				Principal activities 主要活動
			2009		2008		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Zhongshan Huali 中山華利	PRC (Wholly foreign owned enterprise) 中國 (外商獨資企業)	Registered capital USD2,500,000 註冊資本 2,500,000美元	-	100%	-	100%	Footwear manufacturing 鞋履製造
Stateway Vietnam 邦威(越南)	Vietnam (Wholly foreign owned enterprise) 越南 (外商獨資企業)	Registered capital VND119,989,391,000 註冊資本 119,989,391,000越南盾	-	100%	-	100%	Footwear manufacturing 鞋履製造
Continuance Vietnam 躍昇	Vietnam (Wholly foreign owned enterprise) 越南 (外商獨資企業)	Registered capital VND45,777,750,000 註冊資本 45,777,750,000越南盾	-	100%	-	100%	Footwear manufacturing 鞋履製造
南寧駿灃服飾有限公司	PRC (Wholly foreign owned enterprise) 中國 (外商獨資企業)	Registered capital RMB35,728,529 註冊資本 35,728,529元人民幣	-	100%	-	100%	Trading, retailing and distribution of apparel, swimwear and accessories 服裝、游泳服裝及 配件貿易、 零售及分銷

36. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Note: The holders of the non-voting deferred shares are neither entitled to vote nor any dividend and are, on a winding-up, only entitled out of the surplus assets of the Company, to a return of the capital after a total sum of HKD100,000,000,000,000 has been distributed to the holders of the ordinary shares of the Company.

None of the subsidiaries had issued any debt security at the end of the year or at any time during the year.

The above table lists the subsidiaries of the Company which, in the opinion of Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of Directors, result in particulars of excessive length.

36. 主要附屬公司資料(續)

註：無投票權的遞延股持有人並無賦予投票權力，亦不會享有任何股息派發，並於清盤時，只可在已配發100,000,000,000,000港元予本公司的普通股持有人後，方可獲分配本公司的剩餘資產。

於本報告期末或本年度任何時間內，概無附屬公司已發行債務股份。

董事認為，以上表列的本公司附屬公司為主要影響本集團業績及資產的公司。董事認為倘提供其他附屬公司的詳細資料會導致附屬公司資料部分過於冗長。

Financial Summary 財務摘要

		Year ended 31 December				
		截至 12 月 31 日止				
		2009	2008	2007	2006	2005
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元
RESULTS	業績					
Revenue	營業額	1,784,907	2,050,584	1,849,207	1,861,604	1,852,511
Profit (Loss) before tax	除稅前盈利(虧損)	29,573	(231,245)	116,252	222,172	257,635
Taxation	稅項	(10,785)	1,554	(18,216)	(7,444)	(21,888)
Profit (Loss) for the year	年度溢利(虧損)	18,788	(229,691)	98,036	214,728	235,747
Profit (Loss) attributable to:	應佔溢利(虧損):					
Owners of the Company	本公司持有人	19,008	(226,508)	94,929	207,287	215,950
Minority interests	少數股東權益	(220)	(3,183)	3,107	7,441	19,797
		18,788	(229,691)	98,036	214,728	235,747

		As at 31 December				
		於 12 月 31 日				
		2009	2008	2007	2006	2005
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	1,747,700	1,792,803	2,057,715	2,023,750	1,915,451
Total liabilities	負債總值	(412,227)	(488,599)	(501,677)	(505,171)	(480,290)
		1,335,473	1,304,204	1,556,038	1,518,579	1,435,161
Equity attributable to owners of the Company	本公司持有人應佔權益	1,302,853	1,271,373	1,520,668	1,480,868	1,404,891
Minority interests	少數股東權益	32,620	32,831	35,370	37,711	30,270
		1,335,473	1,304,204	1,556,038	1,518,579	1,435,161

Particulars of Major Properties 主要物業資料

(A) PROPERTIES HELD AS PROPERTY, PLANT AND EQUIPMENT

(A) 分類為物業、廠房及設備的物業

Name/location 名稱／地點		Lease term 租賃期	Gross floor area 總建築面積 (sq.ft.) (平方尺)	Use 用途	Effective held 有效持有 比率 (%)
Unit Nos. 6 to 10, portions of Unit Nos. 1 and 5, 10/F, Island Place Tower, No. 510 King's Road, North Point, Hong Kong	香港 北角 英皇道510號 港運大廈10樓 1至5號部份單位 及6至10號單位	Medium 中期	14,090	Commercial 商業	100
Unit 16-3, Lane 73, Rau Ping Road, Tsyh Torng, Yun Lin Hsien, Taiwan, R.O.C.	中華民國台灣 雲林縣 荊桐鄉 饒平路 73巷16之3	Long 長期	43,446	Industrial 工業	100
Land and factory complex at Zhangjiabian Village, Huaju Development Zone, Zhangshan City, Guangdong Province, People's Republic of China	中華人民共和國 廣東省中山市 火炬開發區 張家邊 土地及廠房	Medium 中期	2,019,511	Factory and Staff quarters 工廠及 員工宿舍	100

Particulars of Major Properties 主要物業資料

(B) PROPERTIES HELD AS INVESTMENT PROPERTIES

(B) 分類為投資物業的物業

Name/location 名稱/地點		Lease term 租賃期	Gross floor area 總建築面積 (sq.ft.) (平方尺)	Use 用途	Effective held 有效持有 比率 (%)
Unit Nos. 1 to 10, 3/F Island Place Tower, No. 510 King's Road, North Point, Hong Kong	香港 北角 英皇道510號 港運大廈3樓 1至10號單位	Medium 中期	20,090	Commercial 商業	100
Unit Nos. 2 to 4, portions of Unit Nos. 1 and 5 10/F, Island Place Tower, No. 510 King's Road, North Point, Hong Kong	香港 北角 英皇道510號 港運大廈10樓 2至4號單位及 1至5號部份單位	Medium 中期	6,000	Commercial 商業	100
Flat E, 8/F, One Island Place, No. 51 Tanner Road, North Point, Hong Kong	香港 北角 丹拿道51號 港運城1座 8樓E室	Medium 中期	975	Residential 住宅	100
Flat G, 18/F, One Island Place, No. 51 Tanner Road, North Point, Hong Kong	香港 北角 丹拿道51號 港運城1座 18樓G室	Medium 中期	1,013	Residential 住宅	100
Flat E, 11/F, Two Island Place, No. 55 Tanner Road, North Point, Hong Kong	香港 北角 丹拿道55號 港運城2座 11樓E室	Medium 中期	975	Residential 住宅	100

Particulars of Major Properties 主要物業資料

(B) PROPERTIES HELD AS INVESTMENT PROPERTIES (CONTINUED)

(B) 分類為投資物業的物業(續)

Name/location 名稱/地點		Lease term 租賃期	Gross floor area 總建築面積 (sq.ft.) (平方尺)	Use 用途	Effective held 有效持有 比率 (%)
Flat D, 8/F, Three Island Place, No. 61 Tanner Road, North Point, Hong Kong	香港 北角 丹拿道61號 港運城3座 8樓D室	Medium 中期	597	Residential 住宅	100
Portion B, 5/F, No. 32 Hung To Road, Kwun Tong, Kowloon Hong Kong	香港九龍 觀塘 鴻圖道32號 5樓B部	Medium 中期	4,462	Industrial 工業	100
Unit C, 2/F, Hop Ming Factory Building, No. 8 On Yip Street, Chai Wan, Hong Kong	香港 柴灣 安業街8號 合明工廠大廈 2樓C單位	Long 長期	4,864	Industrial 工業	100
Unit 3, Flat 113 to 114, 123 to 124, No. 21-1, Wenyi Road, Shenhe District, Shenyang People's Republic of China	中華人民共和國遼寧省 瀋陽市瀋河區文藝路 21-1號一層1-1-3、 1-1-4及二層1-2-3、 1-2-4商品房	Medium 中期	11,214	Commercial 商業	100
Lot No. Shenbei 2008-050 North Puhe Road, Hushi Tai Development Zone, Shenyang, Liaoning Province, People's Republic of China	中華人民共和國遼寧省 瀋陽市 虎石台發展區 蒲河大道北 瀋北2008-050號	Medium 中期	100,146	Commercial 商業	100
Lots No. Shenbei (G) 2008-017, North Puhe Road, Hushi Tai Development Zone, Shenyang, Liaoning Province, People's Republic of China	中華人民共和國遼寧省 瀋陽市 虎石台發展區 蒲河大道北 瀋北(G) 2008-017號	Medium 中期	45,166	Industrial 工業	100

Information to Stakeholders 利益相關者資訊

SHAREHOLDERS' MEETING

Details of the Annual General Meeting are set out in the Notice of Annual General Meeting to be sent to Shareholders together with a proxy form on or before 22 April 2010.

Date: Thursday, 17 June 2010
Time: 11:30 a.m.
Venue: The Boardroom, 10th Floor, Island Place Tower,
510 King's Road, North Point, Hong Kong

DIVIDEND

Final dividend: HKD0.013 per ordinary share
Book close period: Tuesday, 15 June 2010 to
Thursday, 17 June 2010
Payment date for final dividend: on or about Monday, 5 July 2010

CLOSURE OF REGISTER OF MEMBERS

In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at the 26th Floor of Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4.30 p.m. on Monday, 14 June 2010.

ANNUAL REPORT

The Annual Report containing financial statements and notes to the financial statements for the year ended 31 December 2009 is published on both the websites of the Company (www.symphonyholdings.com) and the Exchange (www.hkex.com.hk).

REGISTERED OFFICE

Address: Clarendon House, 2 Church Street
Hamilton HM11 Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Address: 10th Floor, Island Place Tower, 510 King's Road
North Point, Hong Kong
Email: info@symphonyholdings.com

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Name: The Bank of Bermuda Limited
Address: 6 Front Street
Hamilton HM11 Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Name: Tricor Tengis Limited
Address: 26th Floor, Tesbury Centre, 28 Queen's Road East
Wanchai, Hong Kong
Telephone: (852) 29801333
Facsimile: (852) 28108185

股東大會

股東周年大會有關詳情連同代表委任表格載於2010年4月22日或以前寄發予股東的股東周年大會通告內。

日期: 2010年6月17日星期四
時間: 上午11時30分
地點: 香港北角英皇道510號
港運大廈10樓大會議室

股息

期末股息: 每普通股0.013港元
暫停過戶期限: 2010年6月15日星期二至
2010年6月17日星期四
期末股息派付日期: 約於2010年7月5日星期一

暫停辦理股份過戶登記

股東如欲獲派付期末股息, 最遲須於2010年6月14日星期一下午4時30分以前, 將所有過戶文件及相關股票一併交回本公司的股份過戶登記處香港分處卓佳登捷時有限公司, 地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

年報

載有截至2009年12月31日止年度的本公司財務報表及財務報表附註的年報, 分別以英文及中文編製, 已於本公司網頁(www.symphonyholdings.com)及聯交所網頁(www.hkex.com.hk)刊載。

註冊辦事處

地址: Clarendon House, 2 Church Street
Hamilton HM11 Bermuda

總辦事處及香港

主要營業地點

地址: 香港北角英皇道510號
港運大廈10樓
電郵: info@symphonyholdings.com

主要股份過戶

登記處

名稱: The Bank of Bermuda Limited
地址: 6 Front Street
Hamilton HM11 Bermuda

股份過戶登記處

香港分處

名稱: 卓佳登捷時有限公司
地址: 香港灣仔皇后大道東28號
金鐘匯中心26樓
電話: (852) 29801333
傳真: (852) 28108185

OUTLET MALL





SYMPHONY

WWW.SYMPHONYHOLDINGS.COM