



CHINA STAR INVESTMENT HOLDINGS LIMITED
中國星投資有限公司*

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code 股份代號：00764)

ANNUAL REPORT 2009 年報



* For identification purpose only
僅供識別

Corporate Information	2
公司資料	
Chairman's Statement	4
主席報告	
Management Discussion and Analysis	5
管理層討論及分析	
Corporate Governance Report	19
企業管治報告	
Report of the Directors	32
董事會報告	
Profiles of Directors	47
董事履歷	
Independent Auditors' Report	49
獨立核數師報告	
Consolidated Income Statement	52
綜合收益表	
Consolidated Statement of Comprehensive Income	54
綜合全面收益表	
Consolidated Statement of Financial Position	55
綜合財務狀況表	
Statement of Financial Position	57
財務狀況表	
Consolidated Statement of Changes in Equity	58
綜合股本變動表	
Consolidated Statement of Cash Flows	60
綜合現金流量表	
Notes to the Consolidated Financial Statements	63
綜合財務報表附註	
Five-Year Financial Summary	196
五年財務概要	

BOARD OF DIRECTORS

Executive directors

Mr. Lei Hong Wai (*Chairman*)
Mr. Chan Kin Wah, Billy

Independent non-executive directors

Mr. Tang Chak Lam, Gilbert
Mr. Ho Wai Chi, Paul
Mr. Lien Wai Hung

COMPANY SECRETARY

Mr. Chan Kin Wah, Billy

MEMBERS OF AUDIT COMMITTEE

Mr. Tang Chak Lam, Gilbert
Mr. Ho Wai Chi, Paul
Mr. Lien Wai Hung

MEMBERS OF REMUNERATION COMMITTEE

Mr. Lei Hong Wai
Mr. Tang Chak Lam, Gilbert
Mr. Lien Wai Hung

MEMBERS OF NOMINATION COMMITTEE

Mr. Lei Hong Wai
Mr. Tang Chak Lam, Gilbert
Mr. Lien Wai Hung

MEMBERS OF FINANCE COMMITTEE

Mr. Chan Kin Wah, Billy
Mr. Ho Wai Chi, Paul

REGISTERED OFFICE

Clarendon House
2 Church Street
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Bermuda

董事會

執行董事

李雄偉先生(主席)
陳健華先生

獨立非執行董事

鄧澤林先生
何偉志先生
連偉雄先生

公司秘書

陳健華先生

審核委員會成員

鄧澤林先生
何偉志先生
連偉雄先生

薪酬委員會成員

李雄偉先生
鄧澤林先生
連偉雄先生

提名委員會成員

李雄偉先生
鄧澤林先生
連偉雄先生

財務委員會成員

陳健華先生
何偉志先生

註冊辦事處

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Hamilton HM11
Bermuda

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Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

The Bank of Bermuda Limited
Bank of Bermuda Building
6 Front Street
Hamilton HM11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Standard Limited
Share Registration Public Office
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

AUDITORS

HLB Hodgson Impey Cheng
Chartered Accountants
Certified Public Accountants

PRINCIPAL BANKERS

Hang Seng Bank Limited
Bank of China (Hong Kong) Limited

STOCK CODE

764

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Hamilton HM11
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香港股份過戶登記分處

卓佳標準有限公司
證券登記服務處
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皇后大道東28號
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核數師

國衛會計師事務所
英國特許會計師
香港執業會計師

主要往來銀行

恒生銀行有限公司
中國銀行(香港)有限公司

股份代號

764

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Chairman's Statement

主席報告

To our Shareholders

Despite a difficult first quarter of 2009, central banks and governments managed to avoid a collapse in the financial system with massive stimulus packages across the board. 2009 ended with the theme of gradual recovery. Followed by heavy government stimulus packages, the Group's operating environments have improved in the second half of 2009. Gross profit from continuing operations increased by 65% from HK\$27.70 million in the first half of 2009 to HK\$45.65 million in the second half.

As there is a continued doubt about how long governments could afford to maintain the stimulus which was the primary driver of the gradual recovery, we continue to adopt a prudent and cautious approach to the Group's operations. Given the Group is not able to secure a sufficient quantity of films at reasonable prices for distribution and the cost of maintaining a film distribution network is high, the Group has further scaled down its film distribution operations in the second half of 2009 in order to improve the Group's cost structure and position it to better compete for success in the year to come.

Despite heavy government stimulus packages, employment and personal income remain weak. We believe that 2010 remains challenging. We also believe that such kind of economic environment provides opportunities to the Group to invest with reasonable prices. We will continue to explore new business developments to diversify the Group's businesses and broaden its revenue base.

Finally, I would like to take this opportunity to extend our appreciation to all fellow directors and employees for their invaluable efforts, dedication and commitment to the Group and to thank all shareholders and business associates for their continuous support.

Lei Hong Wai
Chairman

Hong Kong, 26 April 2010

致股東

儘管二零零九年第一季度充滿挑戰，各地之中央銀行及政府均全面推行刺激方案，力保金融體系之穩定性，二零零九年底，經濟已開始逐步回穩。受惠於政府之刺激方案，本集團於二零零九年下半年得享較佳之經營環境。持續經營業務之毛利由二零零九年上半年之27,700,000港元上升65%至下半年之45,650,000港元。

政府所推行之刺激方案乃為經濟逐步復甦之主要動力，惟持續推行之可行性仍然存疑，故本公司繼續以審慎及謹慎之態度經營本集團。有鑒於本集團未能以合理價格取得充足數量之電影予以發行，而且維持電影分銷網絡之成本高企，本集團已於二零零九年下半年進一步縮減其電影分銷業務之規模，務求改善本集團之成本架構，迎接來年之業務高峰。

儘管政府施行強效刺激方案，僱員及個人收入仍然疲弱。本公司相信，二零一零年仍面面對重重障礙。本公司亦相信，經濟陰霾能為本公司提供合適價格之投資機會。本公司將繼續嘗試發展新業務，多元化本集團之業務及擴闊其收益基礎。

最後，本人謹此向全體董事及僱員之努力、熱誠及承擔致以衷心謝意，亦感謝所有股東及業務夥伴長久以來之支持。

主席
李雄偉

香港，二零一零年四月二十六日

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

During the year, the Group disposed of its entire interest in the issued share capital of Shinhan-Golden Faith International Development Limited (“Shinhan-Golden”) and World East Investments Limited (“World East”) together with the loans due by each of them to the Group. The major assets of Shinhan-Golden and World East are their interests in the registered capital of 北京莎瑪房地產開發有限公司 (“Beijing Suoma”). The principal activity of Beijing Suoma is property investment. Accordingly, the results of Shinhan-Golden and World East and their subsidiaries, namely Beijing Suoma, 上海昇平文化發展有限公司 (“Shanghai Shengping”) and Beijing Jianguo Real Estate Development Co., Limited (collectively the “Disposal Group”) are presented separately as discontinued operations.

Profit for the year ended 31 December 2009 from continuing and discontinued operations was HK\$416,562,000, whereas the Group recorded a loss of HK\$224,508,000 for the previous year.

Results of continuing operations

During the year ended 31 December 2009, the Group recorded a revenue of HK\$74,711,000, a 288% increase from HK\$19,253,000 for the previous year. The significant increase in revenue was attributable to the full year effect of the Group’s expansion into provision of management services business in August 2008 and the turnaround in the performance of sales of financial assets. Of the total turnover amount, HK\$60,491,000 or 81% was generated from provision of management services and HK\$14,220,000 or 19% was generated from sales of financial assets. Profit for the year ended 31 December 2009 from continuing operations was HK\$422,138,000, whereas the Group recorded a loss of HK\$96,736,000 for the

管理層討論及分析

財務回顧

年內，本集團出售其於Shinhan-Golden Faith International Development Limited (「Shinhan-Golden」) 及 World East Investments Limited (「World East」) 已發行股本之全部權益連同彼等各自結欠本集團之貸款。Shinhan-Golden 及 World East 之主要資產為其於北京莎瑪房地產開發有限公司 (「北京莎瑪」) 註冊資本之權益。北京莎瑪之主要業務為物業投資。因此，Shinhan-Golden 與 World East 及其附屬公司北京莎瑪、上海昇平文化發展有限公司 (「上海昇平」) 及 Beijing Jianguo Real Estate Development Co., Limited (統稱「出售集團」) 之業績分開呈列為已終止經營業務。

截至二零零九年十二月三十一日止年度來自持續經營及已終止經營業務之溢利為 416,562,000 港元，而本集團去年則錄得虧損 224,508,000 港元。

持續經營業務之業績

截至二零零九年十二月三十一日止年度，本集團錄得收益 74,711,000 港元，較去年 19,253,000 港元增加 288%。收益顯著增加乃由於本集團於二零零八年八月擴充至提供管理服務之全年影響所致及金融資產之銷售業績轉虧為盈。總營業額中，60,491,000 港元或 81% 由提供管理服務產生，而 14,220,000 港元或 19% 則由銷售金融資產產生。截至二零零九年十二月三十一日止年度來自持續經營業務之溢利為 422,138,000 港元，而本集團去年則錄得虧損 96,736,000 港元。轉虧為盈乃主要由於收購方於聯營公司可識別淨資產公平值之權益超出收購成本之數額之收益 702,500,000 港元及於過往年度進行收購之合

Management Discussion and Analysis

管理層討論及分析

previous year. The turnaround was mainly attributed to a gain on excess of acquirer's interest in fair value of associates' identifiable net assets over cost of acquisition of HK\$702,500,000 and a gain on adjustment to cost of combination in respect of an acquisition in prior year of HK\$103,434,000, which were partly offset by impairment loss on intangible assets of HK\$117,320,000 and losses on disposal of subsidiaries and associates of HK\$328,888,000.

Cost of sales for the year ended 31 December 2009 amounted to HK\$1,362,000, which was wholly related to provision of management services. Based on the turnover of HK\$60,491,000, the gross profit margin for provision of management services was 97.75%.

As there was a V-shaped recovery in Hong Kong equity market in 2009, the Group increased its sales of financial assets activities and posted a gain on sales of financial assets of HK\$14,220,000 during the year.

Other revenue and other income increased by 391% from HK\$2,427,000 in the year ended 31 December 2008 to HK\$11,905,000 in the year ended 31 December 2009. The significant increase was due to interest income of HK\$5,102,000 arising from loan advanced to and convertible note receivable from China Star Entertainment Limited ("CSEL") (stock code: 326) and imputed interest income of HK\$5,901,000 arising from promissory note receivable.

Administrative expenses (before depreciation, impairment loss recognised in respect of trade receivables and loss on disposal of property, plant and equipment) amounted to HK\$16,634,000 for the year ended 31 December 2009, a 35% decrease from HK\$25,768,000 for the previous year. The decrease was mainly attributable to the payment of consultancy fee of HK\$1,650,000 and tax surcharge of HK\$3,637,000 in the year ended 31 December

併成本之調整收益103,434,000港元所致，部份由無形資產減值虧損117,320,000港元及出售附屬公司及聯營公司之虧損328,888,000港元抵銷。

截至二零零九年十二月三十一日止年度之銷售成本為1,362,000港元，全部與提供管理服務有關。按營業額60,491,000港元計算，提供管理服務之毛利率為97.75%。

由於二零零九年香港股票市場出現V形復甦，故本集團於年內增加其銷售金融資產活動，並錄得銷售金融資產之收益14,220,000港元。

其他收益及其他收入由截至二零零八年十二月三十一日止年度2,427,000港元增加391%至截至二零零九年十二月三十一日止年度11,905,000港元。大幅增加乃由於墊付予中國星集團有限公司(「CSEL」)(股份代號：326)之貸款及應收CSEL可換股票據產生之利息收入5,102,000港元及應收承付票之估算利息收入5,901,000港元所致。

截至二零零九年十二月三十一日止年度，行政開支(扣除折舊、已確認貿易應收款項減值虧損及出售物業、廠房及設備之虧損前)為16,634,000港元，較去年25,768,000港元減少35%。減少乃主要由於截至二零零八年十二月三十一日止年度支付顧問費1,650,000港元及附加稅3,637,000港元，而截至二零零九年十二月三十一日止年度並無有關開支所致。此外，截至二零零九年十二月三十一

Management Discussion and Analysis

管理層討論及分析

2008, whereas no such expenses in the year ended 31 December 2009. In addition, the Group recorded a decrease in legal and professional fees of HK\$3,150,000 in the year ended 31 December 2009 due to the increased corporate activities in the previous year.

During the year, the directors reassessed the recoverable amounts of management services agreements held by Rich Daily Group Limited (“Rich Daily”) with reference to the valuations performed by an independent firm of professional valuers. In light of the non-achievement of the service fee income guarantee for the 12-month ended 30 June 2009, an impairment loss on intangible assets of HK\$117,320,000 was recognised.

As the closing price per share in China Star Film Group Limited (formerly known as Golife Concepts Holdings Limited (“CSFGL”)) (stock code: 8172) dropped to HK\$0.315 on 31 December 2009, the Group recognised a loss on fair value change in conversion options embedded in convertible note receivable from CSFGL of HK\$64,542,000.

Pursuant to the sale and purchase agreement dated 28 February 2008 relating to the acquisition of Rich Daily, Mr. Ng Cheuk Fai has irrevocably and unconditionally guaranteed to the Group that the service fee income of Rich Daily for the 12-month ended 30 June 2009 shall not be less than HK\$72,000,000. However, the actual service fee income of Rich Daily for the 12-month ended 30 June 2009 was HK\$57,224,000. According to the sale and purchase agreement, the consideration for acquiring Rich Daily has to be adjusted from HK\$504,000,000 to HK\$400,566,000. The adjustment to the consideration of HK\$103,434,000 was settled by deducting HK\$72,000,000 from a convertible note payable to Well Will Investment Limited on a dollar for dollar basis and cash payment of HK\$31,434,000 from Mr. Ng Cheuk Fai. As a result,

日止年度，本集團錄得法律及專業費用減少3,150,000港元，乃由於上一年度之公司交易增加所致。

年內，董事參考由獨立專業估值師行進行之估值，重新評估Rich Daily Group Limited (「Rich Daily」)所持有管理服務協議之可收回金額。鑑於在截至二零零九年六月三十日止十二個月無法達致保證服務費收入，本公司已確認無形資產減值虧損117,320,000港元。

由於中國星電影集團有限公司(前稱寶利福控股有限公司(「CSFGL」))(股份代號：8172)於二零零九年十二月三十一日之每股收市價下跌至0.315港元，故本集團已確認應收CSFGL可換股票據內含之兌換選擇權之公平值變動虧損64,542,000港元。

根據於二零零八年二月二十八日就收購Rich Daily訂立之買賣協議，吳卓徽先生已不可撤回及無條件地向本集團擔保，Rich Daily於截至二零零九年六月三十日止十二個月之服務費收入將不少於72,000,000港元。然而，Rich Daily於截至二零零九年六月三十日止十二個月之實際服務費收入為57,224,000港元。根據買賣協議，收購Rich Daily之代價須由504,000,000港元調整為400,566,000港元。代價之調整金額103,434,000港元已透過按等額基準自應付Well Will Investment Limited之可換股票據扣除72,000,000港元及吳卓

Management Discussion and Analysis

管理層討論及分析

the Group recorded a gain on adjustment to cost of combination in respect of an acquisition in prior year of HK\$103,434,000 and a loss on cancellation of convertible note payable of HK\$18,247,000.

Finance costs increased by 141% from HK\$3,350,000 in the year ended 31 December 2008 to HK\$8,086,000 in the year ended 31 December 2009. The increase was mainly due to the full year effect of the imputed interest expense on convertible notes payable to Well Will Investment Limited as the convertible notes were issued in August 2008.

The Group recorded a tax credit of HK\$14,493,000 which represented deferred tax credits of HK\$14,078,000 on release of impairment loss on intangible assets and HK\$415,000 on imputed interest expense on convertible notes payable.

Results of discontinued operations

Loss from property investment improved by 96% from HK\$127,772,000 in the year ended 31 December 2008 to HK\$5,576,000 in the year ended 31 December 2009. This improvement was mainly attributable to the recognition of a loss on fair value change in investment properties of HK\$74,045,000 and an impairment loss on goodwill of HK\$40,382,000 in the year ended 31 December 2008, whereas the Group recorded a gain on fair value change in investment properties of HK\$2,002,000 and no impairment loss on goodwill in the year ended 31 December 2009.

Liquidity and financial resources

During the year ended 31 December 2009, the Group mainly funded its operations through a combination of cash generated from operations, equity attributable to the Company's owners, bank borrowings, convertible notes payable and issuance of new shares. Equity attributable to the Company's owners at 31 December 2009 amounted to HK\$1,371,044,000 (2008: HK\$894,423,000).

徽先生之現金款項31,434,000港元支付。因此，本集團錄得於過往年度進行收購之合併成本之調整收益103,434,000港元及註銷應付可換股票據之虧損18,247,000港元。

融資費用由截至二零零八年十二月三十一日止年度3,350,000港元增加141%至截至二零零九年十二月三十一日止年度8,086,000港元。增加乃主要由於在二零零八年八月發行可換股票據而應付Well Will Investment Limited之可換股票據之估算利息開支之全年影響所致。

本集團錄得稅項抵免14,493,000港元，乃為撥回無形資產之減值虧損產生之遞延稅項抵免14,078,000港元及應付可換股票據之估算利息開支產生之遞延稅項抵免415,000港元。

已終止經營業務之業績

物業投資之虧損由截至二零零八年十二月三十一日止年度127,772,000港元改善96%至截至二零零九年十二月三十一日止年度5,576,000港元。此改善乃主要由於截至二零零八年十二月三十一日止年度確認投資物業之公平值變動虧損74,045,000港元及錄得商譽減值虧損40,382,000港元所致，而截至二零零九年十二月三十一日止年度本集團錄得投資物業之公平值變動收益2,002,000港元，且並無商譽減值虧損所致。

流動資金及財務資源

於截至二零零九年十二月三十一日止年度，本集團主要透過營運所產生現金、本公司擁有人應佔股權、銀行借貸、應付可換股票據及發行新股份，為其營運提供資金。於二零零九年十二月三十一日，本公司擁有人應佔股權為1,371,044,000港元(二零零八年：894,423,000港元)。

At 31 December 2009, the cash and cash equivalents of the Group amounted to HK\$275,802,000 (2008: HK\$7,218,000). The significant increase in cash and cash equivalents was mainly attributable to the repayment of HK\$220,000,000 to the Group by Shanghai Shengping and the funds raised from issuance of new shares.

At 31 December 2009, the total borrowings of the Group amounted to HK\$54,563,000 (2008: HK\$106,403,000), representing the liability component of the convertible note of HK\$72,000,000 which is unsecured, interest bearing at 5% per annum and maturing on 28 August 2018. The decrease in total borrowings was mainly attributable to the cancellation of a convertible note of HK\$72,000,000 in settling the adjustment to the consideration for acquiring Rich Daily. The gearing ratio calculated as a percentage of total borrowings over equity attributable to the Company's owners was 4% (2008: 12%).

Net current assets and current ratio

At 31 December 2009, the Group's net current assets and current ratio were HK\$450,386,000 (2008: HK\$602,720,000) and 40.5 (2008: 2.3), respectively.

Capital structure

On 9 January 2009, 39,000,000 new shares of HK\$0.01 each were issued at a price of HK\$0.102 per share by way of top-up subscription of new shares under general mandate raising HK\$3,820,000 (net of expenses) for reducing the Group's bank borrowings.

On 11 February 2009, 200,000,000 new shares of HK\$0.01 each were issued at a price of HK\$0.102 per share by way of placing of new shares under specific mandate raising HK\$19,870,000 (net of expenses) for reducing the Group's bank borrowings.

於二零零九年十二月三十一日，本集團之現金及現金等價物為275,802,000港元(二零零八年：7,218,000港元)。本集團之現金及現金等價物大幅增加，乃主要由於上海昇平向本集團償還220,000,000港元及發行新股份籌集之資金所致。

於二零零九年十二月三十一日，本集團之借貸總額為54,563,000港元(二零零八年：106,403,000港元)，為72,000,000港元之可換股票據之負債部份，乃無抵押、按年利率5%計息及於二零一八年八月二十八日到期。借貸總額減少乃主要由於註銷72,000,000港元之可換股票據以支付收購Rich Daily代價調整所致。按借貸總額除以本公司擁有人應佔股權百分比計算之負債比率為4%(二零零八年：12%)。

流動資產淨值及流動比率

於二零零九年十二月三十一日，本集團之流動資產淨值及流動比率分別為450,386,000港元(二零零八年：602,720,000港元)及40.5(二零零八年：2.3)。

資本結構

於二零零九年一月九日，本公司根據一般授權透過先舊後新認購新股份之方式按每股0.102港元之價格發行39,000,000股每股面值0.01港元之新股份，籌集3,820,000港元(扣除開支)，以減少本集團之銀行借貸。

於二零零九年二月十一日，本公司根據特別授權透過配售新股份之方式按每股0.102港元之價格發行200,000,000股每股面值0.01港元之新股份，籌集19,870,000港元(扣除開支)，以減少本集團之銀行借貸。

Management Discussion and Analysis

管理層討論及分析

On 20 February 2009, the directors proposed the following changes to the capital of the Company in order to reduce the overall transaction and handling costs for dealing in the Company's shares:

- (a) share consolidation — that every ten issued existing shares of HK\$0.01 each be consolidated into one issued consolidated share of HK\$0.10; and
- (b) capital reduction — that (i) the total number of consolidated shares of HK\$0.10 each in the issued share capital of the Company following the share consolidation be rounded down to a whole number by cancelling the fractional share arising from the share consolidation; (ii) the nominal value of each of the issued consolidated shares of HK\$0.10 be reduced to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.09 on each issued consolidated share; and (iii) the amount of credit arising from capital reduction be credited to the contributed surplus account of the Company.

The capital reorganisation was approved by the shareholders on 22 April 2009 and became effective on 23 April 2009.

On 2 March 2009, 300,000,000 new shares of HK\$0.01 each were issued at a price of HK\$0.091 per share by way of placing of new shares under specific mandate raising HK\$26,850,000 (net of expenses) for reducing the Group's bank borrowings.

於二零零九年二月二十日，為減少買賣本公司股份之整體交易及手續費用，董事建議對本公司股本作出以下變動：

- (a) 股份合併 — 將每十股每股面值0.01港元之已發行現有股份合併為一股面值0.10港元之已發行合併股份；及
- (b) 股本削減 — (i) 透過註銷股份合併產生之零碎股份，將股份合併後本公司已發行股本中每股面值0.10港元之合併股份總數下調至整數；(ii) 透過自繳足股本註銷每股已發行合併股份0.09港元，將每股面值0.10港元之已發行合併股份面值削減至0.01港元；及(iii) 將股本削減產生之進賬金額撥入本公司之實繳盈餘賬。

股本重組於二零零九年四月二十二日獲股東批准，並於二零零九年四月二十三日生效。

於二零零九年三月二日，本公司根據特別授權透過配售新股份之方式按每股0.091港元之價格發行300,000,000股每股面值0.01港元之新股份，籌集26,850,000港元(扣除開支)，以減少本集團之銀行借貸。

On 30 March 2009, 367,093,498 new shares of HK\$0.01 each were issued at a subscription price of HK\$0.10 per share by way of open offer to the qualifying shareholders of the Company on the basis of one new share for every two existing shares held on 6 March 2009 raising HK\$34,339,000 (net of expenses) for financing possible diversified investments and general working capital of the Group.

On 10 September 2009, 22,000,000 new shares of HK\$0.01 each were issued at a price of HK\$0.42 per share by way of top-up subscription of new shares under general mandate raising HK\$9,030,000 (net of expenses) for general working capital of the Group.

On 29 December 2009, 56,000,000 new shares of HK\$0.01 each were issued to Thought Diamond International Limited at a price of HK\$0.50 per share raising HK\$27,700,000 (net of expenses) for possible diversified investments of the Group.

Disposal of subsidiaries and acquisition of associated companies

On 8 April 2009, the Group sold its interests in the entire issued share capital of Shinhan-Golden and World East together with the loans due by each of them to the Group to Mega Shell Services Limited ("Mega Shell"), a wholly-owned subsidiary of CSFGL, at a consideration of HK\$212,732,000. The consideration was settled in the following manner (a) the cash payment of HK\$6,847,000, (b) the issue of 11,769,194 new shares in CSFGL credited as fully paid at an issue price of HK\$0.50 per share, (c) the issue of a promissory note of HK\$100,000,000 by CSFGL and (d) the issue of a convertible note of HK\$100,000,000 by CSFGL with an initial conversion price of HK\$0.50 per conversion share (subject to adjustment). A loss on disposal of subsidiaries of HK\$48,868,000 and a gain on excess of acquirer's

於二零零九年三月三十日，本公司透過向其合資格股東提呈之公開發售，以於二零零九年三月六日每持有兩股現有股份獲發一股新股份之基準，按每股0.10港元之認購價發行367,093,498股每股面值0.01港元之新股份，籌集34,339,000港元(扣除開支)，以撥付本集團之可能多元化投資及本集團之一般營運資金。

於二零零九年九月十日，本公司根據一般授權透過先舊後新認購新股份之方式按每股0.42港元之價格發行22,000,000股每股面值0.01港元之新股份，籌集9,030,000港元(扣除開支)，以撥付本集團之一般營運資金。

於二零零九年十二月二十九日，本公司按每股0.50港元之價格發行56,000,000股每股面值0.01港元之新股份予Thought Diamond International Limited，籌集27,700,000港元(扣除開支)，以撥付本集團之可能多元化投資。

出售附屬公司及收購聯營公司

於二零零九年四月八日，本集團向CSFGL之全資附屬公司Mega Shell Services Limited (「Mega Shell」)出售其於Shinhan-Golden及World East全部已發行股本之權益連同彼等各自結欠本集團之貸款，代價為212,732,000港元。代價以下列方式支付：(a) 支付現金6,847,000港元；(b) 按每股0.50港元之發行價發行11,769,194股入賬列作繳足之CSFGL新股份；(c) CSFGL發行100,000,000港元承付票；及(d) CSFGL按初步兌換價每股兌換股份0.50港元(可予調整)發行100,000,000港元可換股票據。本公司已確認出售附屬公司之

Management Discussion and Analysis

管理層討論及分析

interest in fair value of associates' identifiable net assets over cost of investment of HK\$16,286,000 were recognised. The disposal together with the related transactions were approved by the shareholders on 12 February 2009.

On completion of the disposal of Shinhan-Golden and World East, the Group was interested in 20.36% of the issued share capital of CSFGL.

On 23 April 2009, the Group signed an undertaking to subscribe for 94,153,552 new shares in CSFGL at a subscription price of HK\$0.10 per share to which the Group was entitled to under the open offer to the qualifying shareholders of CSFGL on the basis of eight new shares for every one existing share as announced by CSFGL on the same date. The subscription price for the new shares in CSFGL amounted to HK\$9,415,000. The reasons for the Group for entering into the undertaking are to maintain its substantial level of shareholding interest in CSFGL and to facilitate the open offer for raising additional capital to strengthen CSFGL's capital base. The open offer was completed on 2 July 2009.

During the year ended 31 December 2009, CSFGL issued new shares pursuant to a private placement and upon exercise of share options causing a dilution on the Group's interest in CSFGL to 15.66% at the year end. Accordingly, the Group recognised a loss on deemed disposal of an associate of HK\$6,629,000. Despite the Group's interest in CSFGL stood at 15.66%, it was accounted for investment in associate as the Group has retained its significant influence over CSFGL by having a representation on the board of directors of CSFGL.

During the year ended 31 December 2009, CSFGL recorded a profit attributable to its owners of HK\$26,099,000 and contributed a profit of HK\$6,372,000 to the Group.

虧損 48,868,000 港元及收購方於聯營公司可識別淨資產公平值之權益超出投資成本之數額 16,286,000 港元。出售連同有關交易已於二零零九年二月十二日經股東批准。

於出售 Shinhan-Golden 及 World East 完成後，本集團擁有 CSFGL 已發行股本之 20.36% 權益。

於二零零九年四月二十三日，本集團簽訂承諾書，以按 CSFGL 於同日所公佈，按每持有一股現有股份獲發八股新股份之基準，以本集團根據向 CSFGL 合資格股東提呈之公開發售可享有之股份每股 0.10 港元之認購價，認購 94,153,552 股 CSFGL 新股份。CSFGL 新股份之認購價為 9,415,000 港元。本集團訂立承諾書之理由為維持其於 CSFGL 之實質持股權益水平，並促進公開發售籌集額外資金加強 CSFGL 之資本基礎。公開發售於二零零九年七月二日完成。

於截至二零零九年十二月三十一日止年度，CSFGL 根據私人配售及因行使購股權而發行新股份，導致本集團於 CSFGL 之權益於年末攤薄至 15.66%。因此，本集團確認視作出售聯營公司之虧損 6,629,000 港元。儘管本集團於 CSFGL 之權益維持於 15.66%，惟由於本集團透過於 CSFGL 之董事會中有代表，對 CSFGL 仍保留其重大影響力，故 CSFGL 入賬列作於聯營公司之投資。

於截至二零零九年十二月三十一日止年度，CSFGL 錄得其擁有人應佔溢利 26,099,000 港元，並為本集團帶來 6,372,000 港元溢利。

Management Discussion and Analysis

管理層討論及分析

On 29 April 2009, the Company made a loan of HK\$200,000,000 to CSEL pursuant to the conditional loan agreement dated 11 March 2009. The loan was unsecured, interest bearing at prime rate as quoted by The Hong Kong and Shanghai Banking Corporation Limited per annum and maturing on 28 April 2012. The loan made to CSEL was approved by the shareholders, other than Mr. Heung Wah Keung, Ms. Chen Ming Yin, Tiffany and their associates, on 22 April 2009.

On 21 September 2009, the Group subscribed the convertible note of HK\$200,000,000 from CSEL pursuant to the conditional subscription agreement dated 23 July 2009. The subscription price of the convertible note was satisfied by setting off the loan of HK\$200,000,000 made by the Company to CSEL on 29 April 2009. The convertible note was unsecured, interest bearing at prime rate as quoted by The Hong Kong and Shanghai Banking Corporation Limited per annum and maturing on 20 September 2012. The convertible note entitled the Group to convert the outstanding principal amount into shares in CSEL at an initial conversion price of HK\$0.20 per share (subject to adjustment). The subscription of the convertible note was approved by the shareholders, other than Mr. Heung Wah Keung, Ms. Chen Ming Yin, Tiffany and their associates, on 14 September 2009.

During the second half of 2009, the Group converted the convertible note of HK\$200,000,000 entirely into 1,000,000,000 shares in CSEL at a conversion price of HK\$0.20 per share. As a result, the Group recorded a gain on fair value change in convertible note of HK\$55,244,000, which represented the difference between the fair value of the convertible note of HK\$255,244,000 and their carrying amount of HK\$200,000,000 and a gain on excess of acquirer's interest in fair value of associates' identifiable net assets over cost of investment of HK\$686,214,000. On 10 December 2009, the Group disposed of

於二零零九年四月二十九日，本公司根據於二零零九年三月十一日訂立之有條件貸款協議向CSEL作出200,000,000港元之貸款。該筆貸款為無抵押、按香港上海滙豐銀行有限公司所報之最優惠年利率計息，並於二零一二年四月二十八日到期。向CSEL作出之貸款於二零零九年四月二十二日獲向華強先生、陳明英女士及彼等之聯繫人士以外之股東批准。

於二零零九年九月二十一日，本集團根據於二零零九年七月二十三日訂立之有條件認購協議向CSEL認購200,000,000港元之可換股票據。可換股票據之認購價透過抵銷本公司於二零零九年四月二十九日向CSEL作出之貸款200,000,000港元支付。可換股票據為無抵押、按香港上海滙豐銀行有限公司所報之最優惠年利率計息，並於二零一二年九月二十日到期。可換股票據賦予本集團權力，可按初步兌換價每股0.20港元(可予調整)將未償還本金額兌換為CSEL之股份。認購可換股票據於二零零九年九月十四日獲向華強先生、陳明英女士及彼等之聯繫人士以外之股東批准。

於二零零九年下半年內，本集團按兌換價每股0.20港元將200,000,000港元可換股票據全數兌換為1,000,000,000股CSEL股份。因此，本集團錄得可換股票據之公平值變動收益55,244,000港元(即可換股票據公平值255,244,000港元與其賬面值200,000,000港元之差額)，以及收購方於聯營公司可識別淨資產公平值之權益超出投資成本之數額之收益686,214,000港元。於二零零九年十二月十

Management Discussion and Analysis

管理層討論及分析

320,000,000 shares in CSEL to independent third parties at a price of HK\$0.20 per share and recorded a loss on partial disposal of an associate of HK\$280,020,000.

During the year ended 31 December 2009, CSEL made a profit attributable to its owners of HK\$204,388,000 and contributed a profit of HK\$16,116,000 to the Group.

Loan to Shanghai Shengping

As at the date of completion of the disposal of Shinhan-Golden and World East, Shanghai Shengping (a subsidiary of World East) was indebted to the Group in the sum of HK\$375,536,000. Pursuant to the sale and purchase agreement, the loan made to Shanghai Shengping by the Group was not settled immediately upon completion and CSFGL has provided a guarantee to the Group for a term of maximum of three financial years ending 31 December 2011 to secure the repayment. If any part of the loan has not been settled on the day falling on the fifth anniversary of the date of completion, CSFGL will issue a convertible note to settle the outstanding balance of the loan.

During the year ended 31 December 2009, Shanghai Shengping repaid HK\$220,000,000 to the Group. At 31 December 2009, the outstanding balance of the loan was HK\$155,536,000.

The loan is secured by a corporate guarantee given by CSFGL, interest-free and has no fixed terms of repayment.

Pledge of assets

At 31 December 2009, no assets of the Group were pledged.

日，本集團按每股0.20港元之價格向獨立第三方出售320,000,000股CSEL股份，並錄得部份出售聯營公司之虧損280,020,000港元。

於截至二零零九年十二月三十一日止年度，CSEL錄得其擁有人應佔溢利204,388,000港元，並為本集團帶來16,116,000港元溢利。

向上海昇平貸款

於出售Shinhan-Golden及World East完成日期，上海昇平(World East之附屬公司)結欠本集團為數375,536,000港元。根據買賣協議，本集團向上海昇平作出之貸款並無於完成時即時清償，而CSFGL已向本集團提供擔保，年期最多為截至二零一一年十二月三十一日止三個財政年度，作為還款擔保。倘任何貸款部份並無於完成日期起計五週年當日清償，則CSFGL將發行可換股票據，以清償有關貸款。

於截至二零零九年十二月三十一日止年度內，上海昇平向本集團償還220,000,000港元。於二零零九年十二月三十一日，貸款之未償還結餘為155,536,000港元。

有關貸款以CSFGL提供之公司擔保作抵押，乃免息及無固定還款期。

資產抵押

於二零零九年十二月三十一日，本集團並無抵押資產。

Commitments

At 31 December 2009, the Group had no material commitments.

Exchange risk and hedging

During the year ended 31 December 2009, the majority of the Group's transactions, assets and liabilities are denominated in Hong Kong dollars and Renminbi. Accordingly, no financial instruments for hedging purposes have been used by the Group.

Contingent liabilities

At 31 December 2009, the Group had no material contingent liabilities.

Employees and remuneration policy

At 31 December 2009, headcount of the Group was 21 (2008: 22 for continuing operations; 96 for discontinued operations). Staff costs (including directors' remuneration) for continuing operations and discontinued operations amounted to HK\$8,903,000 (2008: HK\$9,574,000) and HK\$942,000 (2008: HK\$4,615,000) in the year ended 31 December 2009, respectively. In addition to basic salaries, provident fund and discretionary bonus, staff benefits include medical scheme and share options.

承擔

於二零零九年十二月三十一日，本集團並無重大承擔。

外匯風險及對沖

於截至二零零九年十二月三十一日止年度，本集團大部份交易、資產及負債均以港元及人民幣為單位。因此，本集團並無使用任何金融工具作對沖用途。

或然負債

於二零零九年十二月三十一日，本集團並無重大或然負債。

僱員及薪酬政策

於二零零九年十二月三十一日，本集團之僱員人數為21人(二零零八年：持續經營業務：22人；已終止經營業務：96人)。截至二零零九年十二月三十一日止年度，持續經營及已終止經營業務之員工成本(包括董事酬金)分別為8,903,000港元(二零零八年：9,574,000港元)及942,000港元(二零零八年：4,615,000港元)。除基本薪金、公積金及酌情花紅外，員工福利亦包括醫療計劃及購股權。

Management Discussion and Analysis

管理層討論及分析

Operations Review

Continuing operations

During the year ended 31 December 2009, no revenue was generated from the Group's film distribution business as the Group was not able to secure a sufficient quantity of films at reasonable prices for distribution. As the cost of maintaining a distribution network is high, the Group has further scaled down its film distribution operations in the second half of 2009 in order to improve its cost structure.

Following a range of quantitative easing measures carried out by central banks, the market sentiment improved and global equities rallied. During the year ended 31 December 2009, the Group reactivated its sale of financial assets business. As Hong Kong stock market rallied sharply in the third quarter of 2009, the Group took profit on its Hong Kong equities by selling all of them in September 2009 and recorded a gain on sales of financial assets of HK\$14,220,000.

During the year ended 31 December 2009, Rich Daily generated services fee income amounted to HK\$60,491,000. Rich Daily is a management services provider to the concierge departments of gaming promoters. The monthly service fee earned by Rich Daily is calculated at 0.03% of the monthly rolling turnover generated by the gaming promoters. Following the outbreak of global financial crisis, Rich Daily recorded a drop in its services fee income from September 2008 to February 2009. With Beijing's efforts to reflate the Chinese economy, the Group has seen a gradual improvement on the monthly service fee income since March 2009. The directors believe that Rich Daily strengthens the Group's profitability and cash inflow.

業務回顧

持續經營業務

於截至二零零九年十二月三十一日止年度，由於本集團無法以合理價格取得足夠數量影片發行，故本集團之電影發行業務並無產生收益。由於維持發行網絡之成本高昂，故本集團已於二零零九年下半年進一步縮減其電影發行業務之規模，以改善其成本結構。

中央銀行採取一連串量化寬鬆措施後，市場氣氛有所改善，全球股市亦見回升。於截至二零零九年十二月三十一日止年度，本集團恢復其銷售金融資產業務。由於二零零九年第三季香港股市顯著反彈，故本集團於二零零九年九月出售其全部香港股票獲利，並錄得銷售金融資產之收益14,220,000港元。

於截至二零零九年十二月三十一日止年度，Rich Daily產生服務費收入60,491,000港元。Rich Daily為博彩中介人之禮賓部之管理服務供應商。Rich Daily賺取之每月服務費乃按博彩中介人產生之每月累計營業額之0.03%計算。爆發全球金融危機後，Rich Daily於二零零八年九月至二零零九年二月錄得服務費收入下跌。由於北京致力令中國經濟再次出現通脹，故本集團可見每月服務費收入自二零零九年三月以來逐步改善。董事相信，Rich Daily加強本集團之盈利能力及現金流入。

Best Season Holdings Corp. (“Best Season”), a 75% owned subsidiary of the Company, has been established to invest in, manage and conduct branding for real estate and/or related properties in Macau. Due to the downturn in Macau’s property market in the second half of 2008 and the concentration on the Group’s resources on newly expanded business, the business development of Best Season has temporarily been suspended. As a result, no contribution was made from Best Season for the year ended 31 December 2009.

Discontinued operations

During the period from 1 January 2009 to 8 April 2009, the Disposal Group generated an average monthly rental income of HK\$1,045,000 and achieved an average monthly occupancy of 18%. The unsatisfactory occupancy was a direct result of weak leasing demand in the first half of 2009. The weaken demand for serviced apartments in Beijing primarily resulted from the negative impact of the global financial crisis which caused a cut in the number of expatriates staff stationed in Beijing by multinational companies.

Future Prospects

Given the Hong Kong stock market performed so well in 2009, there may be a consolidation in the second and third quarters of 2010. The directors believe that any consolidation in Hong Kong equities presents an opportunity to the Group for building a stocks portfolio for sustainable growth. The Group will continue to adopt a prudence approach in investing Hong Kong equities to enhance the returns to its shareholders.

本公司擁有75%之附屬公司Best Season Holdings Corp. (「Best Season」) 經已成立，以為澳門之房地產及／或相關物業進行投資、管理及建立品牌形象。由於二零零八年下半年澳門物業市場轉差及本集團將資源集中於新擴充業務，故Best Season之業務發展暫停。因此，截至二零零九年十二月三十一日止年度，Best Season並無帶來貢獻。

已終止經營業務

於二零零九年一月一日至二零零九年四月八日期間，出售集團產生平均每月租金收入1,045,000港元，並錄得平均每月入住率18%。入住率未如理想，乃二零零九年上半年租賃需求疲弱直接導致。北京之服務式公寓需求疲弱，乃主要由於全球金融危機造成負面影響，導致眾多跨國公司削減駐北京之海外員工人數所致。

未來前景

鑑於二零零九年香港股市表現相當理想，二零一零年第二季及第三季可能會出現整固。董事相信，香港股票之任何整固為本集團建立股票投資組合持續增長之良機。本集團將在投資於香港股票方面繼續採取審慎態度，以增加股東回報。

Management Discussion and Analysis

管理層討論及分析

With Macau's gaming revenue surged to its highest-ever quarterly figure in the fourth quarter of 2009, the directors believe that the provision of management services business will continue to contribute positively to the Group in coming years.

Although the global economy shown a sign of improvement in 2009, the directors believe that 2010 remains challenging. However, the directors consider that such kind of economics climate provides opportunities to the Group to invest with reasonable prices. The Group will actively seek investment opportunities to diversify its businesses and broaden its revenue base.

Events After the Reporting Period

Subsequent to 31 December 2009, Riche (BVI) Limited, a wholly-owned subsidiary of the Company, entered into a conditional sale and purchase agreement with Mr. Man Kong Yui, an independent third party, relating to the acquisition of a 4.5% interest in the issued share capital of Hantec Holdings Investment Limited, at a consideration of HK\$18,000,000. The consideration was satisfied by Riche (BVI) Limited procuring the Company to allot and issue 26,420,000 new shares credited as fully paid to Mr. Man upon completion. Please refer to the Company's announcements dated 31 March and 9 April 2010 for details.

The conditional sale and purchase agreement was completed on 16 April 2010.

隨著澳門博彩收益於二零零九年第四季急升至其每季歷史高位，董事相信，提供管理服務業務將於未來數年繼續為本集團帶來正面貢獻。

儘管全球經濟於二零零九年已見改善跡象，惟董事相信二零一零年仍充滿挑戰。然而，董事認為此經濟氣候為本集團提供機會以合理價格作出投資。本集團將積極物色投資機會以多元化其業務及擴大其收益基礎。

呈報期後事項

於二零零九年十二月三十一日後，本公司之全資附屬公司Riche (BVI) Limited與獨立第三方文剛銳先生訂立有條件買賣協議，內容有關按18,000,000港元之代價收購亨達集團控股投資有限公司已發行股本之4.5%權益。代價以Riche (BVI) Limited促使本公司於完成時向文先生配發及發行26,420,000股入賬列作繳足之新股份支付。詳情請參閱本公司於二零一零年三月三十一日及四月九日刊發之公佈。

有條件買賣協議於二零一零年四月十六日完成。

CORPORATE GOVERNANCE PRACTICES

The board of directors of the Company (the “Board”) is committed to maintaining high standards of corporate governance, in line with the principles of the code provisions of the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

In the opinion of the Board, the Company has complied with the Code throughout the year ended 31 December 2009, except that the non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation and re-election pursuant to the Company’s bye-laws.

The Board periodically reviews and improves the corporate governance practices and standards of the Company with a view to continuously improve the Company’s corporate governance practices by assessing their effectiveness with evolving standards to meet changing circumstances and needs.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules for securities transactions by the directors of the Company. All the members of the Board have confirmed that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2009.

FINANCIAL REPORTING

The Board is responsible for presenting a balanced, clear and comprehensible assessment of the Company’s annual and interim reports, price-sensitive announcements and other financial disclosure required under the Listing Rules.

企業管治常規

本公司董事會(「董事會」)致力維持良好之企業管治水平，符合香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載企業管治常規守則(「守則」)之守則條文之原則。

董事會認為，本公司於截至二零零九年十二月三十一日止年度內一直遵守守則，惟本公司非執行董事之委任並無指定任期，且須根據本公司之公司細則輪值告退及膺選連任。

董事會定期審閱及改善本公司之企業管治常規及標準，通過不斷演變以迎合不斷改變之情況及需要之守則，來評估其有效性，從而不斷改善本公司之企業管治常規。

董事證券交易

本公司已就本公司董事進行證券交易採納上市規則附錄十所載之上市公司董事進行證券交易的標準守則(「標準守則」)。全體董事會成員已確認，彼等於截至二零零九年十二月三十一日止年度內一直遵守標準守則所載之所訂標準。

財務報告

董事會負責對本公司年度及中期報告、股價敏感公佈及上市規則規定之其他財務披露事項作出持平、清晰及易明之評估。

FINANCIAL REPORTING *(Continued)*

The directors acknowledge that it is their responsibilities for preparation of the financial statements of the Group and ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The directors also ensure that the timely publication of the financial statements of the Group.

The directors confirm that, to the best of their knowledge, information and belief, having made all enquires, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the external auditors of the Company, HLB Hodgson Impey Cheng, about their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditors' Report on pages 49 to 51.

BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic direction and financial performance. The management, consisting of executive directors along with other senior executives, is delegated the authority and responsibility by the Board for the management of the Group. In addition, the Board has also delegated various responsibilities to the four committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Finance Committee, to assist the Board in discharging its duties and to oversee particular aspects of the Group's activities.

財務報告(續)

董事確認編製本集團財務報表乃彼等之責任，並確保財務報表遵守法律規定及適用會計準則。董事亦確保適時刊發本集團之財務報表。

董事經作出一切合理查詢後確認，就彼等所知、所得資料及所信，彼等並不知悉任何有關可能對本公司持續經營能力造成重大質疑之重大不明朗因素。

本公司外聘核數師國衛會計師事務所對彼等對本公司財務報表之申報責任發出之聲明載於第49至51頁之獨立核數師報告內。

董事會

董事會負責領導及控制本公司，並監督本集團之業務、策略性方向及財務表現。董事會已授予管理層(包括執行董事及其他高級行政人員)權力及責任管理本集團。此外，董事會亦將不同責任授予四個委員會(審核委員會、薪酬委員會、提名委員會及財務委員會)，以協助董事會履行其職責及監督本集團活動之特定範疇。

BOARD OF DIRECTORS *(Continued)*

Decisions on important matters are specifically reserved to the Board while decisions on the Group's general operations are delegated to the management. Important matters include those affecting the Group's strategic policies, major investment and funding decisions and major commitments relating to the Group's operations.

The day-to-day management of the Group is delegated to the management. This delegation of authority includes responsibility for developing and formulating business plans and budgets of the Group for the Board's approval, operating the Group's businesses within the parameters set by the Board, keeping the Board informed of material developments of the Group's businesses, identifying and managing operation and other risk and implementing the policies and processes approved by the Board.

The composition of the Board reflects the necessary balance skills and experience desirable for effective leadership of the Company and independence in decision-making.

董事會(續)

重要事宜之決策特定由董事會作出，而本集團一般營運之決策則交由管理層作出。重要事宜包括對本集團之策略性政策、主要投資及融資，以及對其他有關本集團營運主要承擔構成影響之事宜。

管理層獲授權負責本集團之日常管理。該等授權包括負責發展及制定本集團之業務計劃及預算以供董事會批准、在董事會定下之範圍內經營本集團業務、向董事會提供本集團業務重大發展之最新資料、確定及管理營運及其他風險，並實行董事會批准之政策及程序。

董事會之組成反映其有效領導本公司及保持決策獨立性而具備適當所需均衡技巧及經驗。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (Continued)

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

Executive directors:

Mr. Lei Hong Wai
(appointed on 18 January 2010)
Mr. Chan Kin Wah, Billy
(appointed on 18 January 2010)
Mr. Heung Wah Keung
(resigned on 1 February 2010)
Ms. Chen Ming Yin, Tiffany
(resigned on 1 February 2010)

Independent non-executive directors:

Mr. Tang Chak Lam, Gilbert
Mr. Ho Wai Chi, Paul
Mr. Lien Wai Hung

There is no relationship between members of the Board, except that Mr. Heung Wah Keung is the husband of Ms. Chen Ming Yin, Tiffany.

During the year ended 31 December 2009, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received from each of the independent non-executive directors an annual written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

董事會(續)

年內及截至本報告日期，本公司董事包括：

執行董事：

李雄偉先生
(於二零一零年一月十八日獲委任)
陳健華先生
(於二零一零年一月十八日獲委任)
向華強先生
(於二零一零年二月一日辭任)
陳明英女士
(於二零一零年二月一日辭任)

獨立非執行董事：

鄧澤林先生
何偉志先生
連偉雄先生

除向華強先生為陳明英女士之丈夫外，各董事間概無關係。

於截至二零零九年十二月三十一日止年度內，董事會一直遵守上市規則有關委任最少三名獨立非執行董事而最少一名獨立非執行董事具備適當專業資格或會計或相關財務管理專長之規定。

本公司已收到各獨立非執行董事根據上市規則第3.13條之規定所發出有關其獨立性之年度確認書。本公司認為全體獨立非執行董事均具獨立性。

BOARD OF DIRECTORS (Continued)

During the year ended 31 December 2009, four full regular board meetings were held and the attendance of each director is set out below:

Name of director	董事姓名	Number of meetings attended 出席會議次數	Attendance rate 出席率
Mr. Heung Wah Keung	向華強先生	4/4	100%
Ms. Chen Ming Yin, Tiffany	陳明英女士	4/4	100%
Mr. Tang Chak Lam, Gilbert	鄧澤林先生	4/4	100%
Mr. Ho Wai Chi, Paul	何偉志先生	4/4	100%
Mr. Lien Wai Hung	連偉雄先生	4/4	100%

CHAIRMAN AND VICE CHAIRMAN

During the year ended 31 December 2009, the Chairman of the Board, Mr. Heung Wah Keung, was responsible for the leadership and effective running of the Board, while the Vice Chairman, Ms. Chen Ming Yin, Tiffany, taking the role of chief executive officer, was responsible for recommending policy and strategic directions for Board's approval, implementing the strategies and policies adopted by the Board, and conducting the day-to-day management of the Group.

For ensuring the balance of power and authority, the division of responsibilities between the Chairman of the Board and the Vice Chairman were clearly defined and have been set out in writing which was approved by the Board on 31 August 2005.

董事會(續)

於截至二零零九年十二月三十一日止年度內已舉行四次全體董事會會議，而各董事之出席記錄載列如下：

Name of director	董事姓名	Number of meetings attended 出席會議次數	Attendance rate 出席率
Mr. Heung Wah Keung	向華強先生	4/4	100%
Ms. Chen Ming Yin, Tiffany	陳明英女士	4/4	100%
Mr. Tang Chak Lam, Gilbert	鄧澤林先生	4/4	100%
Mr. Ho Wai Chi, Paul	何偉志先生	4/4	100%
Mr. Lien Wai Hung	連偉雄先生	4/4	100%

主席與副主席

於截至二零零九年十二月三十一日止年度，董事會主席向華強先生負責領導董事會有效運作，而副主席陳明英女士(擔任行政總裁)則負責就政策及策略性方向提出建議以供董事會批准；及實行董事會所採納之策略及政策，並負責本集團之日常管理。

為確保權力和授權平衡，董事會主席及副主席之職責已清楚區分，並已載於董事會於二零零五年八月三十一日批准之書面文件。

TERMS OF NON-EXECUTIVE DIRECTORS

Code provision A.4.1 of the Code requires that non-executive directors should be appointed for a specific term, subject to re-election. The term of office for the non-executive directors of the Company is subject to retirement from office by rotation and is eligible for re-election in accordance with the provisions of the Company's bye-laws. At each annual general meeting, one-third of the directors for the time being, (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation. As such, the Company considers that such provision is sufficient to meet the underlying objective of this code provision.

BOARD COMMITTEES

The Board has established four committees with clearly defined written terms of reference. The main roles and responsibilities of these committees, including all authorities delegated to them by the Board, as set out in the terms of reference, are published on the Company's website, www.chinastar.com. The independent views and recommendations of the four committees ensure proper control of the Group and the continual achievement of the high corporate governance standards expected of a listed company. The chairman of each committee reports the outcome of the committee's meetings to the Board for further discussions and approvals.

The majority of the members of each board committees are independent non-executive directors. The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

非執行董事之任期

守則之守則條文 A.4.1 規定，非執行董事之委任應有指定任期，並須接受重新選舉。非執行董事須根據本公司之公司細則規定輪值告退及膺選連任。於各股東週年大會上，當時董事之三分之一（或倘人數並非三之倍數，則為最接近但不超過三分之一之數）須輪值告退。因此，本公司認為該等規定足以符合此守則條文之相關目標。

董事委員會

董事會已成立以書面具體列明職權範圍之四個委員會。該等委員會之主要職責及責任（包括所有獲董事會授予之權力）載於職權範圍內，刊登於本公司網站 www.chinastar.com。四個委員會之獨立觀點及建議確保妥善控制本集團及持續達致預期上市公司應有之高企業管治水平。各委員會之主席向董事會報告委員會會議之結果，以供進一步討論及批准。

各董事委員會之大部分成員為獨立非執行董事。董事委員會提供充足資源以履行彼等之責任，並應合理要求，可在適當情況下尋求獨立專業意見，費用由本公司承擔。

BOARD COMMITTEES (Continued)

Remuneration Committee

During the year ended 31 December 2009, the Remuneration Committee comprised two independent non-executive directors, namely Mr. Tang Chak Lam, Gilbert and Mr. Lien Wai Hung, and one executive director, namely Ms. Chen Ming Yin, Tiffany. Ms. Chen Ming Yin, Tiffany was the chairman of the Remuneration Committee.

The Remuneration Committee is responsible for making recommendations to the Board on the Company's remuneration policy and structure of directors and senior management. The Remuneration Committee is also responsible for establishing a formal and transparent procedure for developing policy on such remuneration policy and structure to ensure that no director or any of his/her associates will involve in deciding his/her own remuneration.

In determining any specific package for directors, the Remuneration Committee takes into account factors such as salaries paid by comparable companies, time commitment, responsibilities of the directors, employment conditions elsewhere in the Group and whether any part of the remuneration package should be performance-based.

During the year ended 31 December 2009, the Remuneration Committee met once to review the remuneration packages of the directors and senior management. All the committee members attended the meeting.

董事委員會(續)

薪酬委員會

於截至二零零九年十二月三十一日止年度，薪酬委員會由兩名獨立非執行董事鄧澤林先生及連偉雄先生，以及一名執行董事陳明英女士組成。陳明英女士為薪酬委員會主席。

薪酬委員會負責就本公司董事及本集團高級管理人員之所有薪酬政策及架構向董事會提出建議。薪酬委員會亦負責就有關薪酬政策及架構建立正式及具透明度之制訂政策程序，以確保並無董事或其任何聯繫人士將參與決定其本身之薪酬。

於釐訂任何董事特定待遇時，薪酬委員會已考慮可資比較公司所付薪金、董事所付出之時間及責任、本集團其他部門之僱用條件及是否薪酬待遇之某部份須依表現計算等因素。

於截至二零零九年十二月三十一日止年度內，薪酬委員會已舉行一次會議，以檢討董事及高級管理層之薪酬待遇。全體委員會成員均已出席會議。

BOARD COMMITTEES (Continued)

Nomination Committee

During the year ended 31 December 2009, the Nomination Committee comprised one executive director, namely Mr. Heung Wah Keung, and two independent non-executive directors, namely Mr. Tang Chak Lam, Gilbert and Mr. Lien Wai Hung. Mr. Heung Wah Keung was the chairman of the Nomination Committee.

The main function of the Nomination Committee is to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes, identify individuals suitable and qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships and assess the independence of independent non-executive directors. In addition, the Nomination Committee makes recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular, the Chairman and the Vice Chairman.

During the year ended 31 December 2009, the Nomination Committee met once to review the structure, size and composition of the Board. All the committee members attended the meeting.

董事委員會(續)

提名委員會

於截至二零零九年十二月三十一日止年度，提名委員會由一名執行董事向華強先生，以及兩名獨立非執行董事鄧澤林先生及連偉雄先生組成。向華強先生為提名委員會主席。

提名委員會之主要職能為定期檢討董事會之架構、規模及組成(包括技能、知識及經驗)，並就任何擬作出之變動向董事會提出建議、確定合適及合資格成為董事會成員之人士，並挑選提名有關人士出任董事或就此向董事會提出建議，以及評估獨立非執行董事之獨立性。此外，提名委員會就有關董事委任或重新委任及董事(尤其是主席及副主席)繼任計劃事宜向董事會提出建議。

於截至二零零九年十二月三十一日止年度內，提名委員會已舉行一次會議，以檢討董事會之架構、規模及組成。全體委員會成員均已出席會議。

BOARD COMMITTEES (Continued)

Finance Committee

During the year ended 31 December 2009, the Finance Committee comprised one executive director, namely Mr. Heung Wah Keung, and one independent non-executive director, namely Mr. Ho Wai Chi, Paul. Mr. Heung Wah Keung was the chairman of the Finance Committee.

The main function of the Finance Committee is to review and approve banking facilities and financial instruments to be granted or issued by the Company for the Group's needs, the provision of corporate guarantees by the Company for its subsidiaries and associates, financial assistant of the Company and the provision of financing to third parties.

During the year ended 31 December 2009, no Finance Committee meeting was held.

Audit Committee

The Audit Committee comprises three independent non-executive directors, namely Mr. Tang Chak Lam, Gilbert, Mr. Ho Wai Chi, Paul and Mr. Lien Wai Hung. Mr. Tang Chak Lam, Gilbert is the chairman of the Audit Committee.

The main function of the Audit Committee is to assist the Board to oversee the financial reporting system, risk management and internal control procedures and the external audit function.

董事委員會(續)

財務委員會

於截至二零零九年十二月三十一日止年度，財務委員會由一名執行董事向華強先生，以及一名獨立非執行董事何偉志先生組成。向華強先生為財務委員會主席。

財務委員會之主要職能為檢討及批准本公司就本集團需要將授出或發行之銀行融資及金融工具、本公司為其附屬公司及聯營公司提供之公司擔保、本公司之財政資助以及向第三方提供融資。

於截至二零零九年十二月三十一日止年度內，財務委員會並無舉行會議。

審核委員會

審核委員會由三名獨立非執行董事鄧澤林先生、何偉志先生及連偉雄先生組成。鄧澤林先生為審核委員會主席。

審核委員會之主要職責為協助董事會監督財務報告制度、風險管理及內部監控程式及外部審核職能。

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

The Audit Committee reviews the interim and annual reports before submission to the Board for approval. The Audit Committee annually assesses the appointment of the external auditors, taking into account the quality and rigor of the audit, the quality of the audit service provided, the auditing firm's quality control procedures, relationships between the external auditors and the Company, and the independence of the external auditors.

During the year ended 31 December 2009, two Audit Committee meetings were held. All the committee members attended the meetings.

The Audit Committee has reviewed the accounting principles and policies adopted by the Company and discussed with management the internal controls and financial reporting matters. To monitor the integrity of the financial statements of the Company, the Audit Committee reviewed the unaudited interim results and audited annual results for 2009 and was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure had been made.

At the meeting held on 23 April 2010, the Audit Committee concluded that it was satisfied with its review of the audit fee, process and effectiveness, independence and objectivity of HLB Hodgson Impey Cheng. The Audit Committee has therefore recommended to the Board that HLB Hodgson Impey Cheng be re-appointed as the Company's external auditors at the annual general meeting in 2010.

董事委員會(續)

審核委員會(續)

審核委員會在提交董事會批准前審閱中期報告及年報。審核委員會每年評估外聘核數師之委聘、考慮核數師行之品質控制程式、核數師行提供服務之質素、核數師行之品質控制程序、外聘核數師與本公司之間之關係及外聘核數師之獨立性。

於截至二零零九年十二月三十一日止年度內已舉行兩次審核委員會會議。全體委員會成員均已出席會議。

審核委員會已審閱本公司所採納之會計原則及政策，並與管理層討論內部監控及財務報告事宜。為監察本公司財務報表之完整性，審核委員會已審閱二零零九年未經審核中期業績及經審核年度業績，並認為該等業績乃遵照適用會計原則及規定編製，並已作出足夠披露。

於二零一零年四月二十三日舉行之會議上，審核委員會確認信納對國衛會計師事務所之核數費用、程序及有效性，獨立性及客觀性進行之檢討。審核委員會因此向董事會建議於二零一零年股東週年大會上續聘國衛會計師事務所為本公司之外聘核數師。

INDEPENDENT AUDITORS' REMUNERATION

During the year, the Company engaged HLB Hodgson Impey Cheng to perform audit services and non-audit services and incurred audit services fees of HK\$600,000 and non-audit services fees of HK\$1,107,000.

INTERNAL CONTROLS

The Board is responsible for overseeing the Group's internal control system and to ensure that a sound and effective internal control system is maintained. The Board is responsible for approving and reviewing internal control policy while the responsibility of day-to-day management of operational risks and implementation of mitigation measures lies with the management. As the internal control system is designed to manage the Group's risks within an acceptable risk profile, rather than to eliminate the risk of failure, and to achieve the business objectives of the Group. Accordingly, it can only provide reasonable assurance but not absolute assurance against material misstatement of management and financial information and records or against financial losses or fraud.

Key control procedures of the Group's internal control system are as follows:

- Segregation of duties and functions of the respective operational departments of the Group
- Monitoring the strategic plan and performance
- Designing an effective accounting and information system
- Controlling price-sensitive information

獨立核數師酬金

年內，本公司委聘國衛會計師事務所進行核數服務，以及非核數服務，並產生核數服務費600,000港元及非核數服務費1,107,000港元。

內部監控

董事會負責監督本集團之內部監控系統，並確保維持一個健全及有效之內部監控系統。董事會負責批准及審閱內部監控政策，管理層則負責經營風險之日常管理並實施舒緩措施。由於內部監控系統旨在將本集團之風險管理於某一可接受之風險範圍內(而非杜絕失誤之風險)，並達至本集團之業務目標。因此，內部監控系統僅可對於管理及財務信息及記錄之重大錯誤陳述，或財務損失及欺詐提供合理保障，而非絕對保障。

本集團內部監控系統之主要控制程序如下：

- 區分本集團各經營部門之職責及職能
- 監察策略方案及表現
- 設計一套有效之會計及資訊系統
- 控制股價敏感之資料

INTERNAL CONTROLS *(Continued)*

The Board has established an on-going process for identifying, evaluating and managing the significant risks faced by the Group and this process includes updating the internal control manual when there are changes to business environment or regulatory guidelines.

The Group has conducted an annual review of the effectiveness of its internal control system covering all material controls, including financial, operational and compliance as well as risk management. Besides the Group has also engaged HLB Hodgson Impey Cheng Consultants Limited (the “Consultant”) to conduct review and make recommendations for the improvement and strengthening of the internal control system.

The review by the Consultant is conducted with reference to the principles outlined in Internal Control and Risk Management — A Basic Framework issued by the Hong Kong Institute of Certified Public Accountants. The assessment covers the major internal controls and measures, including financial, operational and compliance as well as risk management. Any material non-compliance or failures in internal controls maintained by the Group’s management and relevant recommendations for improvements are reported to the Audit Committee.

Based on the assessments made by the Consultant, the Audit Committee and the Board considered that the key areas of the Group’s internal control system are reasonably implemented with room for improvement. The Group shall use its best endeavour to implement the recommendations made by the Consultant in order to further improve the internal control system.

內部監控(續)

董事會已確立持續程序，以確定、評估及管理本集團所面對之重大風險，該程序包括當營商環境或規例指引變更時，更新內部監控系統。

管理層每年對其內部監控系統之有效性進行檢討，涵蓋包括財務、營運及合規之所有重大監管及風險管理。此外，本集團亦聘請國衛顧問有限公司(「顧問」)進行內部監控檢討、提出建議以改善及強化內部監控系統。

顧問所進行之檢討乃參考香港會計師公會頒佈之「內部監控與風險管理 — 基本架構」所概述之原則進行。評估涵蓋主要內部監控及措施，包括財務、經營、合規及風險管理。任何重大不合規事宜或內部監控失效由本集團管理層記錄及有關改進建議則向審核委員會報告。

根據顧問所作之評估，審核委員會及董事會認為本集團內部監控系統之主要環節均已合理落實，並有改進空間。本集團須竭力落實顧問所作之建議，以進一步改善內部監控系統。

COMMUNICATION WITH SHAREHOLDERS

The Company reports to its shareholders twice a year. Interim and annual results are announced to keep shareholders informed of the Group's performance and operations. The general meetings of the Company provide a forum for communication between the shareholders and the Board. All shareholders are encouraged to attend the annual general meeting to discuss the progress of the Group's business. The Chairman of the Board as well as chairman of the Audit Committee, Remuneration Committee, Nomination Committee and Finance Committee, or in their absence, other members of the respective committees, and where applicable, the independent Board Committee, are available to answer questions at the shareholders' meeting. Separate resolutions are proposed at shareholders' meeting on each substantial issue, including the re-election of directors. Our corporate website which contains corporate information, interim and annual reports, announcements and circulars issued by the Company, enables the Company's shareholders to access information on the Group on a timely basis.

與股東之溝通

本公司每年向其股東報告兩次，公佈中期報告及年報以便股東得悉本集團表現及營運之資料。本公司股東大會提供一個股東與董事會溝通之平台。本公司鼓勵全體股東出席股東週年大會以討論本集團業務之進度。董事會主席，以及審核委員會、薪酬委員會、提名委員會及財務委員會之主席或(在彼等缺席之情況下)各委員會之其他成員及獨立董事委員會(如適用)將於股東大會上解答提問。本公司將於股東大會上就各重大事宜(包括重選董事)提呈獨立決議案。本公司之公司網站載有公司資料、中期報告及年報、本公司刊發之公佈及通函，使本公司股東可及時獲得本集團資料。

Report of the Directors

董事會報告

The directors present their annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2009.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries and associates are set out in notes 38 and 20 respectively to the consolidated financial statements.

In prior years, the Group was also engaged in property investment. This operation was discontinued in the current year (see note 31).

RESULTS AND APPROPRIATION

The results of the Group for the year ended 31 December 2009 are set out in the consolidated income statement on pages 52 to 53.

The directors do not recommend the payment of a final dividend for the year ended 31 December 2009 (2008: Nil). No interim dividend was paid during the year (2008: Nil).

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years ended 31 December 2009 is set out on page 196.

FIXED ASSETS

Details of movements during the year in the property, plant and equipment and investment properties of the Group are set out in notes 16 and 17 respectively to the consolidated financial statements.

董事會謹此呈報本集團截至二零零九年十二月三十一日止年度之年報及經審核綜合財務報表。

主要業務

本公司為投資控股公司。其附屬公司及聯營公司之主要業務分別載於綜合財務報表附註38及20。

於往年度，本集團亦從事物業投資。此業務已於本年度終止經營（見附註31）。

業績及分派

本集團截至二零零九年十二月三十一日止年度之業績載於第52至53頁之綜合收益表。

董事不建議派發截至二零零九年十二月三十一日止年度之末期股息（二零零八年：無）。年內並無派發中期股息（二零零八年：無）。

五年財務概要

本集團截至二零零九年十二月三十一日止最近五個財政年度之業績、資產及負債概要載於第196頁。

固定資產

年內本集團之物業、廠房及設備於變動詳情分別載於綜合財務報表附註16及17。

SHARE CAPITAL AND SHARE OPTIONS

Details of movements during the year in the share capital of the Company are set out in note 32 to the consolidated financial statements.

Particulars of the Company's share option scheme and details of movements during the year in the share options of the Company are set out in note 44 to the consolidated financial statements.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2009.

RESERVES

Details of movements during the year in the reserves of the Group and of the Company are set out in the consolidated statement of changes in equity on pages 58 to 59 and in note 33 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution to shareholders at 31 December 2009 amounted to HK\$141,004,000 (2008: HK\$148,241,000). In addition, the Company's share premium may be distributed in the form of fully-paid bonus shares.

CONVERTIBLE NOTES PAYABLE

Details of convertible notes payable of the Company are set out in note 36 to the consolidated financial statements.

股本及購股權

年內本公司股本變動詳情載於綜合財務報表附註32。

本公司購股權計劃資料及年內本公司購股權變動詳情載於綜合財務報表附註44。

買賣及贖回本公司之上市證券

於截至二零零九年十二月三十一日止年度內，本公司或其任何附屬公司概無買賣或贖回本公司任何上市證券。

儲備

年內本集團及本公司儲備變動之詳情分別載於第58至59頁之綜合股本變動表及綜合財務報表附註33。

可分派儲備

本公司於二零零九年十二月三十一日可供分派予股東之儲備為141,935,000港元(二零零八年：141,004,000港元)。此外，本公司之股份溢價可以繳足紅股之方式分派。

應付可換股票據

本公司之應付可換股票據詳情載於綜合財務報表附註36。

Report of the Directors

董事會報告

DIRECTORS

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

Executive directors:

Mr. Lei Hong Wai
(appointed on 18 January 2010)
Mr. Chan Kin Wah, Billy
(appointed on 18 January 2010)
Mr. Heung Wah Keung
(resigned on 1 February 2010)
Ms. Chen Ming Yin, Tiffany
(resigned on 1 February 2010)

Independent non-executive directors:

Mr. Tang Chak Lam, Gilbert
Mr. Ho Wai Chi, Paul
Mr. Lien Wai Hung

In accordance with Bye-law 87 of the Company's bye-laws, Mr. Ho Wai Chi, Paul and Mr. Lien Wai Hung retire by rotation at the forthcoming annual general meeting and pursuant to Bye-law 86(2) of the Company's bye-laws, Mr. Lei Hong Wai and Mr. Chan Kin Wah, Billy retire at the forthcoming annual general meeting. All the retiring directors, being eligible, offer themselves for re-election.

Biographical details of the directors are set out under the section headed "Profiles of Directors" on pages 47 to 48.

董事

年內及截至本報告日期之本公司董事如下：

執行董事：

李雄偉先生
(於二零一零年一月十八日獲委任)
陳健華先生
(於二零一零年一月十八日獲委任)
向華強先生
(於二零一零年二月一日辭任)
陳明英女士
(於二零一零年二月一日辭任)

獨立非執行董事：

鄧澤林先生
何偉志先生
連偉雄先生

根據本公司之公司細則第87條，何偉志先生及連偉雄先生將於應屆股東週年大會上輪值告退，及根據本公司之公司細則第86(2)條，李雄偉先生及陳健華先生將於應屆股東週年大會上輪值告退。所有退任董事均符合資格膺選連任。

董事之履歷詳情載於第47至48頁之「董事履歷」一節內。

DIRECTORS' SERVICE CONTRACTS

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

CONFIRMATION OF INDEPENDENCE

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

- a. On 11 March 2009, the Company entered into the conditional loan agreement with China Star Entertainment Limited ("CSEL"), pursuant to which the Company has conditionally agreed to make available an unsecured loan facility of up to HK\$200,000,000 to CSEL. As Mr. Heung Wah Keung, Ms. Chen Ming Yin, Tiffany and their associates were interested in 1,143,722,019 shares of CSEL, representing approximately 23.88% of the issued share capital of CSEL, Mr. Heung Wah Keung and Ms. Chen Ming Yin, Tiffany were considered to have interests in the conditional loan agreement. Please refer to the Company's circular dated 30 March 2009 for further details.

The conditional loan agreement was approved by the shareholders of the Company, other than Mr. Heung Wah Keung, Ms. Chen Ming Yin, Tiffany and their associates, on 22 April 2009.

董事之服務合約

擬於應屆股東週年大會上膺選連任之董事概無訂有本集團於一年內不付賠償(法定賠償除外)則不可終止之服務合約。

確認獨立性

本公司已收到各獨立非執行董事根據上市規則第3.13條之規定所發出有關其獨立性之年度確認書。本公司認為全體獨立非執行董事均具獨立性。

董事於重大合約之權益

- a. 於二零零九年三月十一日，本公司與中國星集團有限公司(「CSEL」)訂立有條件貸款協議，據此，本公司已有條件同意向CSEL提供最多達200,000,000港元之貸款融資。由於向華強先生、陳明英女士及其聯繫人士於CSEL中擁有1,143,722,019股CSEL股份(佔CSEL之全部已發行股本約23.88%)之權益，向華強先生及陳明英女士被視為於有條件貸款協議中擁有權益。進一步詳情請參閱本公司於二零零九年三月三十一日刊發之通函。

有條件貸款協議已於二零零九年四月二十二日獲向華強先生及陳明英女士以外之本公司股東批准。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE *(Continued)*

b. On 23 July 2009, the Company entered into the conditional subscription agreement with CSEL, pursuant to which CSEL has conditionally agreed to issue and the Company has conditionally agreed to subscribe or procure subscription for the convertible bond in the principal amount of HK\$200,000,000. The subscription price of the convertible bond should be satisfied by setting off against the loan of HK\$200,000,000 made by the Company to CSEL on 29 April 2009. As Mr. Heung Wah Keung, Ms. Chen Ming Yin, Tiffany and their associates were interested in 70,403,099 shares of CSEL, representing approximately 5.43% of the issued share capital of CSEL, Mr. Heung Wah Keung and Ms. Chen Ming Yin, Tiffany were considered to have interests in the conditional subscription agreement. Please refer to the Company's circular dated 28 August 2009 for further details.

The conditional subscription agreement was approved by the shareholders of the Company, other than Mr. Heung Wah Keung, Ms. Chen Ming Yin, Tiffany and their associates, on 14 September 2009.

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

董事於重大合約之權益(續)

b. 於二零零九年七月二十三日，本公司與CSEL訂立有條件認購協議，據此，CSEL已有條件同意發行，而本公司已有條件同意認購或安排認購本金額為200,000,000港元之可換股債券。可換股債券之認購價將以抵銷本公司於二零零九年四月二十九日向CSEL提供之200,000,000港元貸款之方式支付。由於向華強先生、陳明英女士及其聯繫人士於CSEL中擁有70,403,099股CSEL股份(佔CSEL之全部已發行股本約5.43%)之權益，向華強先生及陳明英女士被視為於有條件認購協議中擁有權益。進一步詳情請參閱本公司於二零零九年八月二十八日刊發之通函。

有條件認購協議已於二零零九年九月十四日獲向華強先生及陳明英女士以外之本公司股東批准。

除上述所披露者外，於年終或年內任何時間，概無本公司或其任何附屬公司訂立而本公司董事直接或間接於其中擁有重大權益之重大合約仍然生效。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

董事於競爭業務之權益

During the year ended 31 December 2009, the following directors of the Company had interests in the following businesses (apart from the Company's businesses) conducted through the company named below, its subsidiaries, associates or other investment forms which are to compete or likely to compete, either directly or indirectly, with the principal businesses of the Group conducted during the year.

於截至二零零九年十二月三十一日止年度內，本公司以下董事於以下透過下列公司、其附屬公司、聯營公司或其他投資形式進行而直接或間接與本公司於年內進行之主要業務構成或可能構成競爭之業務(本公司業務除外)中擁有權益：

Directors 董事	Name of company 公司名稱	Nature of interests 權益性質	Nature of competing business 競爭業務性質
Mr. Heung Wah Keung 向華強先生	CSEL	Chairman and executive director of CSEL CSEL之主席兼執行董事	Film distribution 電影發行
Ms. Chen Ming Yin, Tiffany 陳明英女士	CSEL	Vice chairman and executive director of CSEL CSEL之副主席兼執行董事	Film distribution 電影發行
Mr. Ho Wai Chi, Paul 何偉志先生	CSEL	Independent non-executive director of CSEL CSEL之獨立非執行董事	Film distribution 電影發行

Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS (Continued)

Directors' Interests in Shares and Underlying Shares

At 31 December 2009, the interests of the directors and chief executive of the Company and their associates in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

Long positions

- a. Ordinary shares of HK\$0.01 each of the Company

Director	Capacity	Interests in shares	Interests in underlying shares	Total interests in shares	Percentage of the issued share capital of the Company
董事	身份	股份權益	相關股份權益	股份總權益	佔本公司已發行股本百分比
Mr. Heung Wah Keung 向華強先生	Held by controlled corporation 由受控制公司持有	32,928,286	—	32,928,286	17.50%
Ms. Chen Ming Yin, Tiffany 陳明英女士	Held by controlled corporation 由受控制公司持有	32,928,286	—	32,928,286	17.50%

董事於競爭業務之權益(續)

董事於股份及相關股份之權益

於二零零九年十二月三十一日，按本公司根據證券及期貨條例(「證券及期貨條例」)第352條存置之登記冊所記錄，或按本公司及聯交所根據上市公司董事進行證券交易的標準守則所獲通知，本公司若干董事及其聯繫人士於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份中擁有之權益如下：

好倉

- a. 本公司每股面值0.01港元之普通股

DIRECTORS' INTERESTS IN COMPETING BUSINESS (Continued)

Directors' Interests in Shares and Underlying Shares (Continued)

Long positions (Continued)

b. Ordinary shares of HK\$0.01 each of CSEL

Director	Capacity	Interests in shares	Interests in underlying shares	Total interests in shares	Percentage of the issued share capital of CSEL
董事	身份	股份權益	相關股份權益	股份總權益	佔CSEL已發行股本百分比
Mr. Heung Wah Keung 向華強先生	Beneficial owner 實益擁有人	—	26,367	26,367	0.00%
	Held by spouse 由配偶持有	—	700,026,367	700,026,367	30.48%
	Held by controlled corporation 由受控制公司持有	137,025	—	137,025	0.00%
		137,025	700,052,734	700,189,759	30.48%
Ms. Chen Ming Yin, Tiffany 陳明英女士	Beneficial owner 實益擁有人	—	700,026,367	700,026,367	30.48%
	Held by spouse 由配偶持有	—	26,367	26,367	0.00%
	Held by controlled corporation 由受控制公司持有	137,025	—	137,025	0.00%
		137,025	700,052,734	700,189,759	30.48%

Other than the holdings disclosed above, none of the directors, chief executive and their associates, had any interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations at 31 December 2009.

董事於股份及相關股份之權益(續)

董事於股份及相關股份之權益(續)

好倉(續)

b. CSEL 每股面值 0.01 港元之普通股

除上文所披露之持股量外，於二零零九年十二月三十一日，概無本公司董事、主要行政人員及其聯繫人士於本公司或其任何相聯法團之任何股份、相關股份或債券中擁有任何權益或淡倉。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

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

MANAGEMENT CONTRACT

Beijing Suoma has a management services contract with 尚明居物業管理(上海)有限公司 (“Shama”) in respect of its investment properties in Beijing, the People’s Republic of China for a period of ten years, with an option for Shama to extend another two “five-year period”, starting from the date of handover of the investment properties to Shama for management. On 8 April 2009, the Group disposed of its entire interest in Beijing Suoma.

Other than as disclosed above, the Company and its subsidiaries had no management contract subsisted at the end of the year or at any time during the year.

購買股份或債券之安排

於年內任何時間，本公司或其任何附屬公司概無參與任何安排，致使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

管理合約

北京莎瑪(「莎瑪」)與尚明居物業管理(上海)有限公司就其於中華人民共和國北京之投資物業訂有為期十年之管理服務合約，莎瑪有權選擇自投資物業交由莎瑪管理當日起計，延長年期兩個五年期間。於二零零九年四月八日，本集團出售其於北京莎瑪之全部權益。

除上述所披露者外，於年終或年內任何時間，本公司及其附屬公司並無存續管理合約。

SUBSTANTIAL SHAREHOLDERS

At 31 December 2009, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following shareholders had notified the Company of relevant interests in the issued share capital of the Company:

Long positions — ordinary shares of HK\$0.01 each of the Company

Name	Notes	Capacity	Interest in shares	Interest in underlying shares	Total interest	Percentage of the issued share capital of the Company
名稱	附註	身份	股份權益	相關股份權益	總權益	佔本公司已發行股本百分比
Thought Diamond International Limited	1	Beneficial owner 實益擁有人	56,000,000	—	56,000,000	29.77%
Mr. Cheung Kwok Fan 張國勳先生	1	Held by controlled corporation 受控制公司之權益	56,000,000	—	56,000,000	29.77%
Classical Statue Limited	2	Beneficial owner 實益擁有人	32,928,286	—	32,928,286	17.50%
Glenstone Investments Limited	2	Held by controlled corporation 受控制公司之權益	32,928,286	—	32,928,286	17.50%
Porterstone Limited	2	Held by controlled corporation 受控制公司之權益	32,928,286	—	32,928,286	17.50%
Ms. Chen Ming Yin, Tiffany 陳明英女士	2	Held by controlled corporation 受控制公司之權益	32,928,286	—	32,928,286	17.50%

主要股東

於二零零九年十二月三十一日，本公司根據證券及期貨條例第336條存置之主要股東登記冊顯示，下列股東已知會本公司擁有本公司已發行股本之有關權益：

好倉 — 本公司每股面值0.01港元之普通股

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS (Continued)

Long positions — ordinary shares of HK\$0.01 each of the Company (Continued)

Name	Notes	Capacity	Interest in shares	Interest in underlying shares	Total interest	Percentage of the issued share capital of the Company
名稱	附註	身份	股份權益	相關股份權益	總權益	佔本公司已發行股本百分比
Mr. Heung Wah Keung 向華強先生	2	Held by controlled corporation 受控制公司之權益	32,928,286	—	32,928,286	17.50%
Asia Vest Partners VII Limited	3	Held by controlled corporation 受控制公司之權益	1,294,921	—	1,294,921	9.95%
Asia Vest Partners X Limited	3	Held by controlled corporation 受控制公司之權益	1,294,921	—	1,294,921	9.95%
Asia Vest Partners Limited	3	Held by controlled corporation 受控制公司之權益	1,294,921	—	1,294,921	9.95%
Mr. Andrew Nan Sherrill 南國熙先生	3	Held by controlled corporation 受控制公司之權益	1,294,921	—	1,294,921	9.95%

Notes:

- Thought Diamond International Limited is wholly owned by Mr. Cheung Kwok Fan.
- Classical Statue Limited is a wholly-owned subsidiary of Glenstone Investments Limited. Glenstone Investments Limited is owned as to 60% by Porterstone Limited and as to 40% by Mr. Heung Wah Keung. Porterstone Limited is wholly owned by Ms. Chen Ming Yin, Tiffany.
- The number of shares was adjusted for the share consolidations that became effective on 30 April 2008 and 23 April 2009.

主要股東(續)

好倉 — 本公司每股面值0.01港元之普通股(續)

Name	Notes	Capacity	Interest in shares	Interest in underlying shares	Total interest	Percentage of the issued share capital of the Company
名稱	附註	身份	股份權益	相關股份權益	總權益	佔本公司已發行股本百分比
Mr. Heung Wah Keung 向華強先生	2	Held by controlled corporation 受控制公司之權益	32,928,286	—	32,928,286	17.50%
Asia Vest Partners VII Limited	3	Held by controlled corporation 受控制公司之權益	1,294,921	—	1,294,921	9.95%
Asia Vest Partners X Limited	3	Held by controlled corporation 受控制公司之權益	1,294,921	—	1,294,921	9.95%
Asia Vest Partners Limited	3	Held by controlled corporation 受控制公司之權益	1,294,921	—	1,294,921	9.95%
Mr. Andrew Nan Sherrill 南國熙先生	3	Held by controlled corporation 受控制公司之權益	1,294,921	—	1,294,921	9.95%

附註：

- Thought Diamond International Limited 由張國勳先生全資擁有。
- Classical Statue Limited 為 Glenstone Investments Limited 之全資附屬公司。Glenstone Investments Limited 由 Porterstone Limited 及向華強先生分別擁有 60% 及 40%。Porterstone Limited 由陳明英女士全資擁有。
- 股份數目已就於二零零八年四月三十日及二零零九年四月二十三日生效之股份合併作出調整。

SUBSTANTIAL SHAREHOLDERS (Continued)

Long positions – ordinary shares of HK\$0.01 each of the Company (Continued)

Other than as disclosed above, the Company had not been notified of any other relevant interests or short positions in the issued share capital of the Company at 31 December 2009.

DISCLOSURE PURSUANT TO RULES 13.13 AND 13.20 OF THE LISTING RULES

a. Corporate guarantee provided by the Company

Pursuant to the sale and purchase agreement dated 26 November 2008 relating to the disposal of the Group's interests in the entire issued share capital of Shinhan-Golden and World East together with the loans due by each of them to the Group, the Company has undertaken with Mega Shell, the purchaser, to maintain its guarantee dated 11 September 2006 in favour of Hang Seng Limited, Fuzhou Branch to remain in full force and effect in all respect until the loan facilities granted to Beijing Suoma are repaid or settled in full absolutely. Other than the corporate guarantee provided by the Company, the loan facilities are secured by certain of Beijing Suoma's investment properties and bank deposits. The loan facilities mature on 10 September 2011. The provision of corporate guarantee was approved by the shareholders on 12 February 2009.

In September 2009, Beijing Suoma repaid the loan facilities in full and the corporate guarantee given by the Company in favour of Hang Seng Limited, Fuzhou Branch, was released.

主要股東(續)

好倉 — 本公司每股面值0.01港元之普通股(續)

除上文所披露者外，本公司並無獲知會於二零零九年十二月三十一日擁有本公司已發行股本之任何其他有關權益或淡倉。

根據上市規則第13.13及13.20條作出之披露

a. 本公司提供之公司擔保

根據日期為二零零八年十一月二十六日之買賣協議(內容有關出售本集團於Shinhan-Golden及World East之全部已發行股本連同其各自結欠本集團之貸款之權益)，本公司已向買方Mega Shell承諾維持日期為二零零六年九月十一日、以恒生銀行有限公司福州分行為受益人之擔保在各方面一直具有十足效力及作用，直至向北京莎瑪授出之貸款融資獲全數絕對償還或清償為止。除本公司提供之公司擔保外，貸款融資以北京莎瑪之若干投資物業及銀行存款作為抵押。貸款融資於二零一一年九月十日到期。提供公司擔保已於二零零九年二月十二日獲股東批准。

於二零零九年九月，北京莎瑪已悉數償還貸款融資，而本公司以恒生銀行有限公司福州分行為受益人之擔保已獲解除。

DISCLOSURE PURSUANT TO RULES 13.13 AND 13.20 OF THE LISTING RULES

(Continued)

b. Loan to Shanghai Shengping

On 8 April 2009 (being the date of completion of the disposal of Shinhan-Golden and World East), Shanghai Shengping, a subsidiary of World East, was indebted to the Group in the sum of HK\$375,536,000. Pursuant to the sale and purchase agreement, the loan made to Shanghai Shengping by the Group was not settled immediately upon completion and CSFGL has provided a guarantee to the Group for a term of maximum of three financial years ending 31 December 2011 to secure the repayment. If any part of the loan has not been settled on the day falling on the fifth anniversary of the date of completion, CSFGL will issue a convertible note to settle the outstanding balance of the loan. The loan to Shanghai Shengping was approved by the shareholders on 12 February 2009.

During the year ended 31 December 2009, Shanghai Shengping repaid HK\$220,000,000 to the Group.

At 31 December 2009, the loan amounted to HK\$155,536,000, which is secured by a corporate guarantee given by CSFGL, interest-free and has no fixed terms of repayment.

RETIREMENT BENEFITS SCHEME

Details of the Group's retirement benefits scheme are set out in note 45 to the consolidated financial statements.

根據上市規則第 13.13 及 13.20 條作出 之披露(續)

b. 向上海昇平貸款

於二零零九年四月八日(即出售 Shinhan-Golden 及 World East 完成日期), World East 之附屬公司上海昇平結欠本集團為數 375,536,000 港元。根據買賣協議,本集團向上海昇平提供之貸款並無於完成時即時清償,而 CSFGL 已向本集團提供擔保,年期最多截至二零一一年十二月三十一日止三個財政年度,作為還款擔保。倘任何部份款項並無於完成日期起計五週年當日清償,則 CSFGL 將發行可換股債券,以清償向上海昇平貸款之未償還結餘。向上海昇平貸款已於二零零九年二月十二日獲股東批准。

截至二零零九年十二月三十一日止年度,上海昇平償還 220,000,000 港元予本集團。

於二零零九年十二月三十日,向上海昇平貸款為 155,536,000 港元以 CSFGL 提供之擔保作抵押、免息及無固定還款期。

退休福利計劃

本集團之退休福利計劃詳情載於綜合財務報表附註 45。

PRE-EMPTIVE RIGHTS

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

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

Details of the compliance by the Company with the Code on Corporate Governance Practices are set out on pages 19 to 31.

SUFFICIENCY OF PUBLIC FLOAT

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

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group's turnover amounted to HK\$74,711,000. Of the turnover amount, HK\$60,491,000 was generated from provision of management services and HK\$14,220,000 was generated from sales of financial assets. There was not supplier to the Group.

The Group has provided management services to three customers. In 2009, the largest customer and the combined contribution from the three customers accounted for 30% and 81% of the Group's total turnover respectively.

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

優先認購權

本公司之公司細則或百慕達法例並無有關優先認購權之規定，使本公司須按比例向現有股東發售新股份。

遵守企業管治常規守則

本公司遵守企業管治常規守則情況之詳情載於第19至31頁。

足夠公眾持股量

於截至二零零九年十二月三十一日止年度內，本公司一直維持足夠公眾持股量。

主要客戶及供應商

年內，本集團之營業額達74,711,000港元。營業額之中，60,491,000港元產生自提供管理服務，及14,220,000港元產生自出售金融資產。本集團並無供應商。

本集團已向三名客戶提供管理服務。於二零零九年，最大客戶及三名客戶合共之貢獻分別佔本集團之總營業額之30%及81%。

於年內任何時間，董事、董事之聯繫人士或本公司股東(就董事所知擁有本公司股本5%以上)於本集團任何三名客戶中擁有權益。

Report of the Directors

董事會報告

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events occurring after the reporting period are set out in note 49 to the consolidated financial statements.

INDEPENDENT AUDITORS

The consolidated financial statements for the year ended 31 December 2009 have been audited by HLB Hodgson Impey Cheng who retire and, being eligible, offer themselves for re-appointment.

On Behalf of the Board

Lei Hong Wai
Chairman

Hong Kong, 26 April 2010

呈報期後事項

重大呈報期後事項之詳情載於綜合財務報表附註49。

獨立核數師

截至二零零九年十二月三十一日止年度之綜合財務報表已由國衛會計師事務所審核，該核數師將退任，惟符合資格並願意續聘連任。

代表董事會

主席
李雄偉

香港，二零一零年四月二十六日

EXECUTIVE DIRECTORS

Mr. Lei Hong Wai, aged 43, was appointed as an executive director of the Company and the Chairman of the Board on 18 January 2010 and 1 February 2010, respectively. Mr. Lei is responsible for the development of the overall strategic planning and management of the Group. He has over eight years of extensive experience in corporate management, investment and business development. He was an executive director of the Company during the period from 28 September 2001 to 13 October 2005. He was a director of The Chamber of Hong Kong Listed Companies Limited, which promotes interaction amongst its members which are listed companies in Hong Kong and the People's Republic of China, in 2002. He was the chairman and an executive director of Brilliant Arts Multi-Media Holding Limited (now known as Xing Lin Medical Information Technology Company Limited), a company listed on the Growth Enterprise Market operated by the Stock Exchange, during the period from 10 July 2007 to 24 June 2009.

Mr. Chan Kin Wah, Billy, aged 47, was appointed as an executive director of the Company on 18 January 2010. Mr. Chan is responsible for the financial management of the Group. He has over 15 years of experience in accounting and financial control. He is a member of the Hong Kong Institute of Certified Public Accountants, a CPA member of CPA Australia and a non-practicing member of the Chinese Institute of Certified Public Accountants. He holds a Bachelor of Administration Degree from the University of Ottawa in Canada and a Master of Commerce Degree in Professional Accounting from the University of New South Wales in Australia. He is currently an independent non-executive director of Ching Hing (Holdings) Limited, a company listed on the Main Board of the Stock Exchange, and Eternite International Company Limited, a company listed on the Growth Enterprise Market operated by the Stock Exchange.

執行董事

李雄偉先生，現年43歲，分別於二零一零年一月十八日及二零一零年二月一日獲委任為本公司之執行董事及董事會之主席。李先生負責本集團整體策略計劃之發展及管理。彼擁有超過八年企業管理、投資及業務發展之廣泛經驗。彼於二零零一年九月二十八日至二零零五年十月十三日期間為執行董事。於二零零二年，彼擔任香港上市公司商會之董事，該商會之工作為促進其成員公司(乃香港及中華人民共和國之上市公司)間之互動合作。於二零零七年七月十日至二零零九年六月二十四日期間，彼為采藝多媒體控股有限公司(現稱杏林醫療信息科技有限公司)之主席兼執行董事，該公司於聯交所營運之創業板上市。

陳健華先生，現年47歲，於二零一零年一月十八日獲委任為本公司之執行董事。陳先生負責本集團之財務管理。彼擁有超過15年會計及財務監控之經驗。彼為香港會計師公會之會員、澳洲會計師公會之高級會員及中國註冊會計師協會之非執業會員。彼持有加拿大渥太華大學之工商管理學士學位及澳洲新南威爾斯大學之專業會計商學碩士學位。彼現為聯交所主板上市公司正興(集團)有限公司及創業板上市公司永恒國際股份有限公司之獨立非執行董事。

Profiles of Directors

董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tang Chak Lam, Gilbert, aged 59, is a practicing solicitor in Hong Kong since 1987 and is a senior partner of Messrs. Gilbert Tang & Co.. He joined the Company in February 2002. He was a director of Pok Oi Hospital in 1993 and a member of the Kowloon West Advisory Committee of Hong Kong Bank Foundation District Community Programme between July 1991 and November 1995. Mr. Tang holds a Bachelor of Law Degree from the University of Buckingham in the United Kingdom, and a Diploma in Chinese Law from the University of East Asia in Macau.

Mr. Ho Wai Chi, Paul, aged 59, is the sole proprietor of Paul W. C. Ho & Company, Certified Public Accountants (Practising), and is an associate of the Institute of Chartered Accountants in England and Wales, United Kingdom and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Ho joined the Company in September 2004.

Mr. Lien Wai Hung, aged 46, is a practicing solicitor in Hong Kong since 1997 and is a partner of Messrs. Leung & Lien, a firm of solicitors in Hong Kong. He graduated from the University of East London with a LLB Degree in the United Kingdom. Mr. Lien joined the Company in April 2005.

獨立非執行董事

鄧澤林先生，現年59歲，自一九八七年起為香港執業律師，並為鄧澤林廖國華律師行之高級合夥人。鄧先生於二零零二年二月加入本公司，曾於一九九三年出任博愛醫院總理，並於一九九一年七月至一九九五年十一月期間出任滙豐銀行慈善基金社區發展計劃九龍西區諮詢委員會委員。鄧先生持有英國白金漢大學之法律學士學位及澳門東亞大學之中國法律文憑。

何偉志先生，現年59歲，為執業會計師何偉志會計師行之獨資擁有人，亦為英國英格蘭及威爾斯特許會計師公會之會員及香港會計師公會之資深會員。何先生於二零零四年九月加入本公司。

連偉雄先生，現年46歲，自一九九七年起為香港執業律師，並為香港之律師事務所梁心端連偉雄律師事務所之合夥人。連先生於英國東倫敦大學畢業，取得法律文學士學位。連先生於二零零五年四月加入本公司。



Chartered Accountants
Certified Public Accountants

31/F, Gloucester Tower 香港
The Landmark 中環
11 Pedder Street 畢打街11號
Central 置地廣場
Hong Kong 告羅士打大廈31樓

**TO THE SHAREHOLDERS OF
CHINA STAR INVESTMENT HOLDINGS LIMITED**
(Incorporated in Bermuda with limited liability)

致中國星投資有限公司股東
(於百慕達註冊成立之有限公司)

We have audited the consolidated financial statements of China Star Investment Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 52 to 195, which comprise the consolidated and company statements of financial position as at 31 December 2009, the consolidated income statement, 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.

吾等已審核第52至195頁所載之中國星投資有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，包括於二零零九年十二月三十一日的綜合及公司財務狀況表及截至該日止年度的綜合收益表、綜合全面收益表、綜合股本變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

**DIRECTORS' RESPONSIBILITY FOR THE
FINANCIAL STATEMENTS**

董事編製財務報表之責任

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

貴公司董事須遵照香港會計師公會頒佈的香港財務報告準則以及香港公司條例的披露規定，負責編製及真實公平地呈列此等財務報表。該責任包括設計、實施及維持與編製及真實公平地呈列綜合財務報表有關之內部監控，以確保其並無重大錯誤陳述(不論由欺詐或錯誤引起)；選擇及應用適當會計政策；並在不同情況下作出合理之會計估算。

Independent Auditors' Report

獨立核數師報告

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981 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 financial statements are free from material misstatement.

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

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

核數師之責任

吾等負責根據吾等之審核結果對該等財務報表發表意見。本報告謹按照一九八一年百慕達公司法第90條而僅向閣下作出，並不作其他用途。吾等不會就本報告內容向任何其他人士負責或承擔任何責任。

吾等按照香港會計師公會頒佈的香港核數準則進行審核工作。該等準則要求吾等在策劃及進行審核工作時須符合道德規範，使吾等能就財務報表是否存有重大錯誤陳述作合理之確定。

審核範圍包括進程序以取得與財務報表所載數額及披露事項有關之審核憑證。選用之程序須視乎核數師之判斷，包括評估財務報表之重大錯誤陳述（不論由欺詐或錯誤引起）之風險。在作出該等風險評估時，核數師將考慮與公司編製並真實公平地呈列財務報表有關之內部監控，以為不同情況設計適當審核程序，但並非旨在就公司內部監控是否有效表達意見。審核範圍亦包括評估所用會計政策之恰當性，本公司董事所作出之會計估算之合理性，並就財務報表之整體呈列方式作出評估。

吾等相信，就提出審核意見而言，吾等所獲審核憑證屬充分恰當。

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.

HLB Hodgson Impey Cheng
Chartered Accountants
Certified Public Accountants

Hong Kong, 26 April 2010

意見

吾等認為，根據香港財務報告準則，該等綜合財務報表真實公平地反映了 貴集團及 貴公司於二零零九年十二月三十一日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例的披露要求妥為編製。

國衛會計師事務所
英國特許會計師
香港執業會計師

香港，二零一零年四月二十六日

Consolidated Income Statement

綜合收益表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (Restated) (重列)
Continuing operations	持續經營業務			
Turnover	營業額	7	74,711	19,253
Cost of sales	銷售成本		(1,362)	(493)
Gross profit	毛利		73,349	18,760
Other revenue and other income	其他收益及其他收入	8	11,905	2,427
Administrative expenses	行政開支		(17,563)	(26,462)
Impairment loss recognised in respect of goodwill	已確認商譽減值虧損		—	(101,965)
Impairment loss recognised in respect of intangible assets	已確認無形資產減值虧損	19	(117,320)	—
Loss arising on change in fair value in respect of conversion options embedded in convertible note receivable	應收可換股票據內含之兌換選擇權之公平值變動產生之虧損	28	(64,542)	—
Gain arising on change in fair value in respect of convertible note designated as at fair value through profit or loss	指定按公平值計入損益表之可換股票據公平值變動產生之收益	29	55,244	—
Adjustment to cost of combination in respect of an acquisition in prior year	於過往年度進行收購之合併成本調整	18	103,434	—
Loss on cancellation of convertible note payable	註銷應付可換股票據之虧損	36	(18,247)	—
Loss on partial disposal of an associate	部份出售聯營公司之虧損	20	(280,020)	—
Loss on disposal of subsidiaries	出售附屬公司之虧損	40	(48,868)	—
Share of results of associates	應佔聯營公司業績	20	724,988	—
Loss on deemed disposal of an associate	視作出售聯營公司之虧損	20	(6,629)	—
Profit/(loss) from operations	經營溢利/(虧損)	9	415,731	(107,240)
Finance costs	融資費用	10	(8,086)	(3,350)

Consolidated Income Statement

綜合收益表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (Restated) (重列)
Profit/(loss) before taxation	除稅前溢利／(虧損)		407,645	(110,590)
Income tax credit	所得稅抵免	13	14,493	13,854
Profit/(loss) for the year from continuing operations	來自持續經營業務之本年度溢利／(虧損)		422,138	(96,736)
Discontinued operations	已終止經營業務			
Loss for the year from discontinued operations	來自己終止經營業務之本年度虧損	31	(5,576)	(127,772)
Profit/(loss) for the year	本年度溢利／(虧損)		416,562	(224,508)
Profit/(loss) attributable to owners of the Company	本公司擁有人應佔溢利／(虧損)		416,562	(224,508)
Dividend	股息	15	—	—
Earnings/(loss) per share	每股盈利／(虧損)	14		
From continuing operations	來自持續經營業務			
Basic and diluted	基本及攤薄		HK395.08 cents港仙	HK(49.56) cents港仙
From discontinued operations	來自己終止經營業務			
Basic and diluted	基本及攤薄		HK(5.22) cents港仙	HK(65.46) cents港仙
From continuing and discontinued operations	來自持續經營及已終止經營業務			
Basic and diluted	基本及攤薄		HK389.86 cents港仙	HK(115.02) cents港仙

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註構成本綜合財務報表之一部分。

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		Note 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Profit/(loss) for the year	本年度溢利／(虧損)		416,562	(224,508)
Other comprehensive income for the year (after tax and reclassification adjustments):	本年度其他全面收益 (除稅及重新分類 調整後)：			
Share of exchange reserve change of associates	應佔聯營公司 匯兌儲備變動	20	(99)	—
Exchange differences on translating foreign operations	折算海外業務 之匯兌差額		483	34,550
Total comprehensive income/ (loss) for the year	本年度總全面收益 ／(虧損)		416,946	(189,958)
Attributable to:	以下人士應佔：			
Owners of the Company	本公司擁有人		416,946	(189,958)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2009 於二零零九年十二月三十一日

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	1,838	2,155
Investment properties	投資物業	17	—	—
Goodwill	商譽	18	—	—
Intangible assets	無形資產	19	339,537	456,857
Interests in associates	於聯營公司之權益	20	641,908	—
Promissory note receivable	應收承付票	21	31,853	—
Convertible note receivable	應收可換股票據	22	3,670	—
Available-for-sale financial assets	可供出售之金融資產		172	172
			1,018,978	459,184
Current assets	流動資產			
Trade receivables	貿易應收款項	23	6,022	6,839
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	24	1,015	1,627
Loan to an associate	向聯營公司貸款	25	155,536	—
Amount due from an associate	應收聯營公司款項	26	5,103	—
Conversion options embedded in convertible note receivable	應收可換股票據內含之兌換選擇權	28	18,316	—
Cash and cash equivalents	現金及現金等價物	30	275,802	7,218
			461,794	15,684
Assets of disposal group classified as held for sale	分類為持作出售之出售組別資產	31	—	1,049,412
			461,794	1,065,096
Total assets	資產總值		1,480,772	1,524,280
EQUITY	股權			
Capital and reserves attributable to owners of the Company	本公司擁有人應佔股本及儲備			
Share capital	股本	32	1,881	1,952
Reserves	儲備		1,369,163	892,471
Total equity	股權總額		1,371,044	894,423

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2009 於二零零九年十二月三十一日

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
LIABILITIES	負債			
Current liabilities	流動負債			
Accruals and other payables	應計費用及其他應付款項	34	10,200	32,956
Trade deposits received	已收貿易按金		477	477
Amount due to a related company	應付關連公司款項	35	—	600
Tax payable	應付稅項		731	731
			11,408	34,764
Liabilities of disposal group classified as held for sale	分類為持作出售之出售組別負債	31	—	427,612
			11,408	462,376
Non-current liabilities	非流動負債			
Convertible notes payable	應付可換股票據	36	54,563	105,803
Deferred taxation	遞延稅項	37	43,757	61,678
			98,320	167,481
Total liabilities	負債總額		109,728	629,857
Total equity and liabilities	股權及負債總額		1,480,772	1,524,280
Net current assets	流動資產淨值		450,386	602,720
Total assets less current liabilities	資產總值減流動負債		1,469,364	1,061,904

The consolidated financial statements were approved and authorised for issued by the board of directors on 26 April 2010 and signed on its behalf by:

Lei Hong Wai
李雄偉
Director
董事

Chan Kin Wah, Billy
陳健華
Director
董事

綜合財務報表已於二零一零年四月二十六日經董事會批准及授權刊發，並由下列人士代表簽署：

Statement of Financial Position

財務狀況表

At 31 December 2009 於二零零九年十二月三十一日

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
ASSETS	資產			
Non-current asset	非流動資產			
Interests in subsidiaries	於附屬公司之權益	38	215,091	366,305
Current assets	流動資產			
Deposits, prepayments, and other receivables	按金、預付款項及其他應收款項	24	101	—
Loan to an associate	向關連公司貸款	25	155,536	—
Amount due from an associate	應收聯營公司款項	26	3,973	—
Cash and cash equivalents	現金及現金等價物	30	40,027	278
			199,637	278
Total assets	資產總值		414,728	366,583
EQUITY	股權			
Capital and reserves attributable to owners of the Company	本公司擁有人應佔資本及儲備			
Share capital	股本	32	1,881	1,952
Reserves	儲備	33	308,509	214,983
Total equity	股權總額		310,390	216,935
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Convertible notes payable	應付可換股票據	36	54,563	105,803
Deferred taxation	遞延稅項	37	3,012	6,855
			57,575	112,658
Current liabilities	流動負債			
Accruals and other payables	應計費用及其他應付款項	34	3,042	1,080
Amounts due to subsidiaries	應付附屬公司款項		43,721	35,910
			46,763	36,990
Total liabilities	負債總額		104,338	149,648
Total equity and liabilities	股權及負債總額		414,728	366,583
Net current assets/(liabilities)	流動資產/(負債)淨值		152,874	(36,712)
Total assets less current liabilities	資產總值減流動負債		367,965	329,593

The financial statements were approved and authorised for issued by the board of directors on 26 April 2010 and signed on its behalf by:

Lei Hong Wai
李雄偉
Director
董事

Chan Kin Wah, Billy
陳健華
Director
董事

財務報表已於二零一零年四月二十六日經董事會批准及授權刊發，並由下列人士代表簽署：

Consolidated Statement of Changes in Equity

綜合股本變動表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Capital reserve	Contributed surplus	Special reserve	Share-based payment reserve	Convertible notes reserve	Exchange reserve	(Accumulated losses)/ Retained profits	Sub-total	Non-controlling interests	Total
		股本	股份溢價	資本儲備	實繳盈餘	特別儲備	以股份形式支付儲備	股票換儲備	匯兌儲備	保留溢利	小計	少數股東權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(Note a) (附註 a)	(Note b) (附註 b)	(Note c) (附註 c)	(Note d) (附註 d)	(Note e) (附註 e)	(Note f) (附註 f)				
At 1 January 2008	於二零零八年一月一日	195,186	813,058	19,844	80,103	(19,955)	28,442	-	36,734	(107,332)	1,046,080	3,896	1,049,976
Capital reorganisation (note 32(a))	股本重組(附註 32(a))												
- capital reduction	- 股本削減	(193,235)	-	-	193,235	-	-	-	-	-	-	-	-
- share premium cancellation	- 註銷股份溢價	-	(813,058)	-	813,058	-	-	-	-	-	-	-	-
- set-off accumulated losses against contributed surplus	- 從實繳盈餘中撇銷累計虧損	-	-	-	(518,374)	-	-	-	-	518,374	-	-	-
Exercise of share options	行使購股權	1	-	-	-	-	-	-	-	-	1	-	1
Share-based payment expenses	以股份形式支付之開支	-	-	-	-	-	3,608	-	-	-	3,608	-	3,608
Acquisition of remaining interest in a subsidiary	收購一間附屬公司之剩餘權益	-	-	-	-	-	-	-	-	-	-	(3,896)	(3,896)
Issuance of convertible notes payable - equity component	發行應付可換股票據 - 股權部分	-	-	-	-	-	-	41,547	-	-	41,547	-	41,547
Deferred tax recognised	已確認之遞延稅項	-	-	-	-	-	-	(6,855)	-	-	(6,855)	-	(6,855)
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	-	-	-	34,550	(224,508)	(189,958)	-	(189,958)
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日及二零零九年一月一日	1,952	-	19,844	568,022	(19,955)	32,050	34,692	71,284	186,534	894,423	-	894,423
Issue of new shares	發行新股份	9,841	115,516	-	-	-	-	-	-	-	125,357	-	125,357
Cost of issuance of new shares	發行新股份成本	-	(1,136)	-	-	-	-	-	-	-	(1,136)	-	(1,136)
Capital reorganisation (note 32(h))	股本重組(附註 32(h))												
- capital reduction	- 股本削減	(9,912)	-	-	9,912	-	-	-	-	-	-	-	-
- set off accumulated losses against contributed surplus	- 從實繳盈餘中撇銷累計虧損	-	-	-	(9,912)	-	-	-	-	9,912	-	-	-
Release on disposal of subsidiaries (note 40)	出售附屬公司時解除(附註 40)	-	-	-	-	19,955	-	-	(71,703)	(19,955)	(71,703)	-	(71,703)
Share of reserves of associates	應佔聯營公司儲備	-	-	-	-	-	-	-	(99)	-	(99)	-	(99)
Share-based payment expense	以股份形式支付之開支	-	-	-	-	-	3,729	-	-	-	3,729	-	3,729
Cancellation of convertible note payable	註銷應付可換股票據	-	-	-	-	-	-	(20,774)	-	20,774	-	-	-
Reversal of deferred tax upon cancellation of convertible notes payable (note 36)	註銷應付可換股票據時撥回遞延稅項(附註 36)	-	-	-	-	-	-	3,428	-	-	3,428	-	3,428
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	-	-	-	483	416,562	417,045	-	417,045
At 31 December 2009	於二零零九年十二月三十一日	1,861	114,380	19,844	568,022	-	35,779	17,346	(35)	613,827	1,371,044	-	1,371,044

Consolidated Statement of Changes in Equity

綜合股本變動表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

Notes:

- (a) The capital reserve of the Group represents the difference of the share capital and share premium of the subsidiaries and the nominal value of the 880 shares issued by Riche (BVI) Limited (formerly known as Ocean Shores (BVI) Limited) prior to the allotment of 120 shares to Classical Statue Limited and the amount arising from issue of share by a subsidiary.
- (b) The contributed surplus account of the Group represents the net amount transferred from the share capital, share premium account and to the retained profits/accumulated losses account pursuant to the special resolution passed at the special general meetings held on 22 August 2003 and 30 April 2008.
- (c) The special reserve of the Group represents the difference between the fair value and the contracted value of consideration in respect of the acquisition of Shinhan-Golden Faith International Development Limited during the year ended 31 December 2006. The special reserve was transferred to the retained profits when Shinhan-Golden Faith International Development Limited was disposed during the year.
- (d) Share-based payment reserve represents the fair value of services estimated to be received in exchange for the grant of the relevant share options over the relevant vesting periods, the total of which is based on the fair value of the share options at grant date. The amount for each period is determined by spreading the fair value of the options over the relevant vesting period (if any) and is recognised as staff costs and related expenses with a corresponding increase in the share-based payment reserve.
- (e) Under Hong Kong Accounting Standard 32 “Financial Instruments: Presentation”, convertible notes issued and split into their liability and equity components at initial recognition by recognising the liability component at its fair value which is determined using a market interest rate for similar non-convertible debts and attributing to the equity component the difference between the proceeds from issue and the fair value of the liability component. The liability component is subsequently carried at amortised cost. The equity component is recognised in the convertible notes reserve until the convertible notes are either converted (in which case it is transferred to share premium) or the convertible notes are redeemed (in which case it is released directly to retained profits).
- (f) Exchange reserve represents exchange differences relating to the translation of the net assets of the Group’s foreign operations from their functional currencies to the Group’s presentation currency (i.e. Hong Kong dollars) are recognised directly in other comprehensive income and accumulated in the exchange reserve. Such exchange differences accumulated in the exchange reserve are reclassified to profit or loss on the disposal of the foreign operations.

附註：

- (a) 本集團資本儲備乃指附屬公司之股本及股份溢價與向Classical Statue Limited配發120股股份前Riche (BVI) Limited (前稱Ocean Shores (BVI) Limited)所發行之880股股份之面值及因附屬公司發行股份所產生之款項差額。
- (b) 本集團之實繳盈餘賬指根據於二零零三年八月二十二日及二零零八年四月三十日舉行之股東特別大會上通過之特別決議案自股本、股份溢價賬轉撥至保留溢利／累計虧損賬之淨額。
- (c) 本集團之特別儲備乃指有關於截至二零零六年十二月三十一日止年度內收購之代價之公平值及合約價值間之差額。Shinhan-Golden Faith International Development Limited已於年內售出，特別儲備於其時轉撥至保留溢利。
- (d) 以股份形式支付儲備指於相關歸屬期內授出相關購股權以換取估計將獲服務之公平值，其總額乃根據購股權於授出日期之公平值計算。各期間之金額乃透過將購股權公平值於相關歸屬期(如有)內攤分，並確認為員工成本及相關費用，並於以股份形式支付儲備作相應增加。
- (e) 根據香港會計準則第32號「金融工具：呈報」，已發行可換股票據於初步確認時按為負債及權益部分，負債部分乃按採用類似不可換股債券之市場利率釐定其公平值予以確認，權益部分則包括發行之所得款項與負債部分公平值之差額。負債部分其後按攤銷成本列賬。權益部分於可換股票據儲備確認，直至可換股票據獲兌換(於此情況下其將轉撥至股份溢價)或可換股票據獲贖回(於此情況下其將直接解除至保留溢利)。
- (f) 匯兌儲備指有關本集團海外業務之資產淨值由其功能貨幣換算為本集團之呈列貨幣(即港元)之匯兌差額，其直接於其他全面收入中確認及於匯兌儲備中累計。該等於匯兌儲備累計之匯兌差額於出售海外業務時重新分類為損益。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

	Notes	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Profit/(loss) before taxation from continuing operations	來自持續經營業務之 除稅前溢利／(虧損)	407,645	(110,590)
Loss before taxation from discontinued operations	來自已終止經營業務之 除稅前虧損	(4,975)	(149,986)
Profit/(loss) before taxation	除稅前溢利／(虧損)	402,670	(260,576)
<i>Adjustments for:</i>	調整：		
Interest income	利息收入	(11,886)	(3,639)
Impairment loss recognised in respect of trade receivables	已確認貿易應收款項減值 虧損	396	—
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之 (收益)／虧損	(20)	3
Gain arising on change in fair value in respect of investment properties	投資物業之公平值變動 所產生收益	—	74,045
Loss arising on change in fair value in respect of conversion options embedded in convertible note receivable	應收可換股票據內含轉換權 之公平值變動 所產生虧損	64,542	—
Gain arising on change in fair value in respect of convertible note designated as at fair value through profit or loss	指定按公平值計入損益表之 可換股票據公平值變動 產生之收益	(55,244)	—
Finance costs	融資費用	8,086	28,639
Depreciation of property, plant and equipment	物業、廠房及設備折舊	533	5,033
Impairment loss recognised in respect of goodwill	已確認商譽減值虧損	—	142,347
Impairment loss recognised in respect of intangible assets	已確認無形資產減值虧損	117,320	—
Adjustment to cost of combination in respect of an acquisition in prior year	於過往年度進行收購之 合併成本調整	(103,434)	—
Loss on cancellation of convertible note payable	註銷應付可換股票據之虧損	18,247	—
Loss on partial disposal of an associate	部份出售聯營公司之虧損	280,020	—
Loss on disposal of subsidiaries	出售附屬公司之虧損	48,868	—
Loss on deemed disposal of an associate	視作出售聯營公司之虧損	6,629	—
Share of results of associates	應佔聯營公司業績	(724,988)	—
Share-based payment expenses	以股份形式支付之開支	3,729	3,608

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

	Notes	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	55,468	(10,540)
Decrease in inventories	存貨減少	—	3,814
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)	421	(5,806)
Decrease in deposits, prepayment and other receivables	按金、預付款項及其他應收款項減少	612	20,505
(Decrease)/increase in accruals and other payables	應計費用及其他應付款項(減少)/增加	(22,756)	27,672
Decrease in receipts in advance	預收款項減少	(175)	(7,094)
Decrease in amount due to a related company	應付關連公司款項減少	(5,703)	(101)
Cash generated from operations	營運所產生現金	27,867	28,450
Tax refund	退回稅項	—	3,736
Net cash generated from operating activities	經營活動所產生之現金淨額	27,867	32,186
INVESTING ACTIVITIES	投資活動		
Adjustment to cost of combination in respect of an acquisition in prior year	就過往年度收購之合併成本調整	31,433	—
Interest received	已收利息	—	3,639
Interest paid	已付利息	(3,723)	—
Repayment from loan to an associate	償還聯營公司貸款	220,000	—
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	39	—
Proceeds from partial disposal of an associate	局部出售聯營公司之所得款項	63,310	—
Loan to a related company	關連公司貸款	(200,000)	—
Acquisition of an associate	收購一間聯營公司	(9,415)	—
Net cash outflow of disposal of subsidiaries	出售附屬公司之現金流出淨額	(67,547)	—
Effect from acquisition of interests in subsidiaries	收購附屬公司之權益之影響	39	(364,821)
Additions of investment properties	投資物業添置	—	(42,202)
Purchase of property, plant and equipment	購買物業、廠房及設備	(236)	(22,397)
Net cash generated from/(used in) investing activities	投資活動所產生/(所用)之現金淨額	33,861	(425,781)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

	Notes	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
FINANCING ACTIVITIES	融資活動		
Interest paid	已付利息	—	(25,289)
Issuance of new shares and exercise of share options	發行新股份及行使購股權	125,357	1
Cost of issuance of new shares	發行新股份成本	(1,136)	—
Repayment of secured bank loan	償還有抵押銀行貸款	—	(28,602)
Net cash generated from/(used in) from financing activities	融資活動所產生/(所用)之現金淨額	124,221	(53,890)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	185,949	(447,485)
Effect of foreign exchange rate changes	外匯兌換率之影響	483	5,459
Cash and cash equivalents at beginning of year	年初之現金及現金等價物	89,370	531,396
Cash and cash equivalents at end of year	年終之現金及現金等價物	275,802	89,370
Analysis of the balances of cash and cash equivalents	現金及現金等價物結存分析		
Included in cash and cash equivalents per the consolidated balance sheet	計入綜合資產負債表所載之現金及現金等價物	30 275,802	7,218
Included in assets of disposal group classified as held for sale	計入分類為持作出售之出售組別資產	31 —	82,152
		275,802	89,370

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

1. GENERAL INFORMATION

The Company was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The address of the registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company’s principal activity is investment holding and the principal activities of its subsidiaries and associates are set out in notes 38 and 20 respectively to the consolidated financial statements.

The consolidated financial statements are presented in thousands of units of Hong Kong Dollars (HK\$’000), which is the same as the functional currency of the Company.

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

The accounting policies adopted in the audited consolidated financial statements for the year ended 31 December 2009 are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2008 except as described below.

The Group has applied, for the first time, a number of new and revised standards, amendments and interpretations (the “new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), which are effective for the Group’s financial year beginning on 1 January 2009.

1. 一般資料

本公司為於百慕達註冊成立之獲豁免有限公司，而其股份在香港聯合交易所有限公司（「聯交所」）上市。

本公司之註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司之主要業務為投資控股，而其附屬公司及聯營公司之主要業務分別載於綜合財務報表附註38及20。

綜合財務報表以千港元（千港元）呈列，港元亦為本公司之功能貨幣。

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

編製截至二零零九年十二月三十一日止年度之經審核綜合財務報表所採用之會計政策與編製本集團截至二零零八年十二月三十一日止年度之年度財務報表所依循者相符一致，惟下述者除外。

本集團首次應用多項香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂準則、修訂本及詮釋（「新香港財務報告準則」），此等新香港財務報告準則於二零零九年一月一日開始之本集團財政年度生效。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

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

HKFRS (Amendments)	Annual improvements to HKFRSs issued in 2008*
HKFRS (Amendments)	Improvement to HKFRSs issued in 2009 in relation to the amendment to paragraph 80 of HKAS 39
HKAS 1 (Revised)	Presentation of Financial Statements
HKAS 23 (Revised)	Borrowing Costs
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation
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 and 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

* Except for the amendment to HKFRS 5 that is effective for the annual periods beginning on or after 1 July 2009.

2. 應用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 (修訂本)	於二零零八年頒佈之香港財務報告準則之年度改進*
香港財務報告準則 (修訂本)	於二零零九年頒佈之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
香港會計準則第1號 (經修訂)	呈列財務報表
香港會計準則第23號 (經修訂)	借貸成本
香港會計準則第32號及第1號 (修訂本)	可沽售金融工具及於清盤時產生之責任
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之投資成本
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)	金融工具披露之改進
香港財務報告準則第8號	營運分部
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)	內含衍生工具
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	建設房地產協議
香港(國際財務報告詮釋委員會) – 詮釋第16號	海外業務投資淨額對沖
香港(國際財務報告詮釋委員會) – 詮釋第18號	來自客戶之資產轉讓

* 惟香港財務報告準則第5號之修訂於二零零九年七月一日或其後開始之年度期間生效除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

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

The application of the new HKFRSs has resulted in the following changes:

- (a) HKAS 1 (Revised) “Presentation of Financial Statements” separates owner and non-owner changes in equity. The statement of changes in equity includes only details of transactions with owners, with non-owner changes in equity presented as a single line. In addition, the standard introduced the statement of comprehensive income, it presents all items of recognised income and expense, either in one single statement, or in two linked statements. The Group has elected to present two linked statements.
- (b) The amendments to HKFRS 7 “Improving Disclosures about Financial Instruments”, enhances disclosures about fair value measurement and liquidity risk of the Group’s financial instruments. A three-level fair value hierarchy has been introduced to categorise the fair value measurements according to the degree to which they are based on observable market data. The Group has not provided comparative information for the expanded disclosures in accordance with the transitional provisions set out in the amendments.
- (c) HKFRS 8 “Operating Segments” replaces HKAS 14 “Segment Reporting”. The new standard requires a ‘management approach’, under which segment information is presented on the same basis as that used for internal reporting purposes. This has resulted in an increase in the number of reportable segments presented. In addition, the segments are reported in a manner that is more consistent with the internal reporting provided to the chief operating decision-maker.

Save as described above, there is no material effect on the consolidated financial statements of the Group for the current or prior accounting periods by adopting the new HKFRSs, thus no prior period adjustment has been required.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

應用新香港財務報告準則導致以下變動：

- (a) 香港會計準則第1號(經修訂)「呈列財務報表」將擁有人與非擁有人股權變動分開。股本變動表僅包括與擁有人進行交易之詳情，而非擁有人之股權變動則以單項呈列。此外，該準則引入全面收益表，於單份報表或兩份有聯繫之報表內呈列所有已確認收支項目。本集團已選擇呈列兩份有聯繫之報表。
- (b) 香港財務報告準則第7號之修訂「金融工具披露之改進」加強對本集團金融工具之公平值計量及流動資金風險之披露事項。該修訂引入分為三個級別之公平值等級，公平值計量按可觀察市場數據計算之程度將其分類。本集團並無根據該等修訂所載之過渡性條文就經擴大之披露事項提供比較資料。
- (c) 香港財務報告準則第8號「營運分部」取代香港會計準則第14號「分部報告」。該項新訂準則規定採用「管理方法」，據此分部資料須按用作內部報告之相同基準呈列，導致所呈列之可呈報分部數目增加。此外，分部資料按與向主要營運決策人提供之內部報告較一致之方式呈報。

除上述者外，採納新香港財務報告準則並無對本會計期間或過往會計期間之本集團綜合財務報表構成重大影響，故毋須作出前期調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

3. IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not early adopted the following “new HKFRSs” that have been issued but are not yet effective.

HKFRS (Amendments)	Amendment to HKFRS 5 as part of improvements to HKFRSs in 2008 ¹
HKFRS (Amendments)	Annual Improvements to HKFRSs 2009 ²
HKFRS 1 (Revised)	First time Adoption of Hong Kong Financial Reporting Standards ¹
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters ³
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions ³
HKFRS 3 (Revised)	Business Combinations ¹
HKFRS 9	Financial Instruments ⁷
HKAS 24	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
HK(IFRIC) – Int 14 (Amendment)	Prepayment of a Minimum Funding Requirement ⁶
HK(IFRIC) – Int 17	Distribution of Non-cash Assets to Owners ¹
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments ⁵

- ¹ Effective for annual periods beginning on or after 1 July 2009
- ² 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

3. 已頒佈但尚未生效香港財務報告準則之影響

本集團並無提早採納以下已頒佈但尚未生效之「新香港財務報告準則」。

香港財務報告準則(修訂本)	香港財務報告準則第5號之修訂，為二零零八年香港財務報告準則之改進一部份 ¹
香港財務報告準則(修訂本)	二零零九年香港財務報告準則之年度改進 ²
香港財務報告準則第1號(經修訂)	首次採納香港財務報告準則 ¹
香港財務報告準則第1號(修訂本)	首次採納者之額外豁免 ³
香港財務報告準則第2號(修訂本)	集團現金結算以股份支付之交易 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
香港會計準則第24號	關連人士披露 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)	供股之分類 ⁴
香港會計準則第39號(修訂本)	合資格對沖項目 ¹
香港(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 ⁶
香港(國際財務報告詮釋委員會) – 詮釋第17號	向擁有人分派非現金資產 ¹
香港(國際財務報告詮釋委員會) – 詮釋第19號	以股本工具清償金融負債 ⁵

- ¹ 於二零零九年七月一日或其後開始之年度期間生效
- ² 於二零零九年七月一日及二零一零年一月一日(按適用)或其後開始之年度期間生效
- ³ 於二零一零年一月一日或其後開始之年度期間生效
- ⁴ 於二零一零年二月一日或其後開始之年度期間生效
- ⁵ 於二零一零年七月一日或其後開始之年度期間生效
- ⁶ 於二零一一年一月一日或其後開始之年度期間生效
- ⁷ 於二零一三年一月一日或其後開始之年度期間生效

3. IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

The application of HKFRS 3 (Revised) “Business Combination” may affect the accounting for business combination for which the acquisition date is on or after 1 January 2010. HKAS 27 (Revised) “Consolidated and Separate Financial Statements” will affect the accounting treatment for changes in the Group’s ownership interest in a subsidiary that do not result in a loss of control, which will be accounted for as equity transactions.

HKFRS 9 “Financial Instruments” introduces new requirements for the classification and measurement of financial assets and will be effective from 1 January 2013, with early application permitted. Under HKFRS 9, all recognised financial assets that are currently in the scope of HKAS 39 will be measured at either amortised cost or fair value. A debt instrument that (1) is held within a business model whose objective is to collect the contractual cash flows and (2) has contractual cash flows that are solely payments of principal and interest on the principal amount outstanding are generally measured at amortised cost. All other debt instruments and equity instruments must be measured at fair value with gains or losses recognised in profit or loss. The application of HKFRS 9 might effect the classification and measurement of the Group’s financial assets.

The Group is in the process of assessing the potential impact of these new HKFRSs but is not yet in a position to determine whether these new HKFRSs will have a significant impact on how its results of operations and financial position are prepared and presented. These new HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

3. 已頒佈但尚未生效香港財務報告準則之影響(續)

應用香港財務報告準則第3號(經修訂)「業務合併」可能影響收購日期為二零一零年一月一日或其後之業務合併之會計處理。香港會計準則第27號(經修訂)「綜合及獨立財務報表」將影響本集團於附屬公司擁有權變動(不會導致失去控制權)之會計處理，而有關變動將以股本交易入賬。

香港財務報告準則第9號「金融工具」引入金融資產分類及計量之新規定，將由二零一三年一月一日起生效，並允許提早應用。根據香港財務報告準則第9號，目前香港會計準則第39號範圍內所有已確認金融資產將按攤銷成本或公平值計量。(1)在目的是收取合約現金流量之業務模式內持有之債務工具，及(2)純粹為支付本金及未償還本金之利息而擁有合約現金流量之債務工具，一般按攤銷成本計量。所有其他債務工具及股本工具必須按公平值計量，並於損益表確認盈虧。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。

本集團現正評估該等新香港財務報告準則之潛在影響，惟尚未能確定該等新香港財務報告準則會否對本集團編製及呈列其經營業績及財務狀況之方式構成重大影響。該等新香港財務報告準則可能導致日後編製及呈列業績及財務狀況之方式出現變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

(a) Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”), and Interpretations (“Ints”) issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements included applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared under historical cost convention except for certain financial assets at fair value through profit or loss, investment properties, conversion options embedded in convertible note receivable and convertible note designated as at fair value through profit or loss which are carried at fair value. The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies.

4. 主要會計政策概要

編製該等綜合財務報表時應用之主要會計政策載列如下。除另有指明外，該等政策於呈列之所有年度獲貫徹應用。

(a) 編製基準

綜合財務報表乃根據香港會計師公會頒佈之所有適用香港財務報告準則(當中包括所有適用之個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(「詮釋」))及香港公認會計原則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例規定之適用披露事項。

綜合財務報表乃根據歷史成本慣例編製，惟以公平值入賬之按公平值計入損益表之若干金融資產、投資物業、應收可換股票據內含之兌換選擇權及指定按公平值計入損益表之可換股票據除外。編製符合香港財務報告準則之綜合財務報表須使用若干關鍵會計估計，管理層亦有必要在應用本公司之會計政策過程中作出判斷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

The Group's books and records are maintained in Hong Kong Dollars ("HK\$") as the directors of the Company control and monitor the performance and financial position of the Group in HK\$.

(b) Basis of consolidation

Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operation policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable are considered when assessing whether the Group controls another entity.

4. 主要會計政策概要(續)

(a) 編製基準(續)

由於本公司董事以港元(「港元」)監控及監察本集團之業績及財務狀況，故本集團之賬冊及紀錄以港元設置。

(b) 綜合基準

附屬公司

附屬公司指本集團有權監管其財務及經營政策之所有實體(包括特定用途實體)，本集團通常擁有其過半數投票權。於評估本集團是否控制另一實體時，會考慮現時可予行使之潛在投票權之存在及影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of consolidation (Continued)

Subsidiaries (Continued)

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

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

4. 主要會計政策概要(續)

(b) 綜合基準(續)

附屬公司(續)

附屬公司自其控制權轉移予本集團當日起全面綜合入賬，並於該控制權終止當日停止綜合入賬。

本集團採用收購會計法為本集團所收購之附屬公司列賬。收購成本為於交易當日所獲資產之公平值、所發行之股權工具及所產生或承擔之負債，加上直接歸屬於收購事項之成本。在業務合併過程中所收購之可識別資產、所承擔之負債及或然負債，均於收購當日按其公平值作出初步計量，而毋須計及任何非控股股東權益。收購成本超出本集團應佔所收購之可辨別淨資產之差額乃列作商譽。倘收購成本低於所收購附屬公司淨資產之公平值，則有關差額將直接在綜合損益表內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of consolidation (Continued)

Subsidiaries (Continued)

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

Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Interests in associates are accounted by the equity method of accounting and are initially recognised at cost. The Group's interest in associates includes goodwill (net of any impairment losses) identified in acquisition.

4. 主要會計政策概要(續)

(b) 綜合基準(續)

附屬公司(續)

所有重大集團內公司間交易、結餘及未變現收益均予以抵銷。未變現虧損亦予以抵銷，除非交易有證據顯示所轉讓資產出現減值。本公司對附屬公司之會計政策於必要情況下已予修訂，以確保符合本集團所採納之政策。

聯營公司

聯營公司乃本集團具有重大影響力，惟並無控制權之所有實體，本集團通常擁有其20%至50%之投票權。於聯營公司之權益乃以權益會計法入賬，並初步按成本列賬。本集團於聯營公司之權益包括於收購中確認之商譽(已扣除任何減值虧損)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of consolidation (Continued)

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, interests 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 profit or loss and of changes in equity of the associate, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes 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.

4. 主要會計政策概要(續)

(b) 綜合基準(續)

聯營公司(續)

聯營公司之業績及資產與負債均採用權益會計法計入綜合財務報表。根據權益法，於聯營公司之投資乃按成本值於綜合財務狀況表列賬，並就本集團應佔聯營公司損益及權益變動(扣除任何已識別之減值虧損)之收購後變動作出調整。如本集團之應佔聯營公司虧損相等於或超過其於聯營公司之權益(包括實質上構成本集團於聯營公司淨投資之任何長期權益)，則本集團終止確認其應佔之進一步虧損。僅於本集團已產生法定或推定責任或代表該聯營公司支付款項時，方就額外應佔虧損作出撥備及確認負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of consolidation (Continued)

Associates (Continued)

On acquisition of the investment any difference between the cost of the investment and the investor's share of the net fair values of the associate's identifiable assets, liabilities and contingent liabilities is accounted for in accordance with HKFRS 3 (Revised) "Business Combinations". Therefore:

- (i) Goodwill relating to an associate is included in the carrying amount of the investment. However, amortisation of that goodwill is not permitted and is therefore not included in the determination of the investor's share of the associate's profits or losses.
- (ii) Any excess of the investor's share of the net fair value of the associate's identifiable assets, liabilities and contingent liabilities over the cost of the investment is excluded from the carrying amount of the investment and is instead included as income in the determination of the investor's share of the associate's profit or loss in the period in which the investment is acquired.

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

Dilution gains and losses in associates are recognised in the consolidated income statement.

4. 主要會計政策概要(續)

(b) 綜合基準(續)

聯營公司(續)

於收購投資時，投資成本與投資者所佔聯營公司可識別資產、負債及或然負債之公平值淨額之任何差異乃根據香港財務報告準則第3號(經修訂)「業務合併」列賬。因此：

- (i) 有關聯營公司之商譽計入投資之賬面值。然而，商譽不得予以攤銷且因而不計入釐定投資者所佔聯營公司之損益內。
- (ii) 投資者所佔聯營公司可識別資產、負債及或然負債之公平值淨額超出投資成本之任何金額不予計入投資之賬面，反而於收購投資之期間就釐定投資者所佔聯營公司之損益計入收入內。

倘集團實體與本集團之聯營公司進行交易，則損益將以本集團於相關聯營公司之權益為限進行對銷。

於聯營公司之攤薄收益及虧損於綜合收益表確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiaries, associates and jointly controlled entities at the date of acquisition. Goodwill on acquisitions of subsidiaries is presented separately in the statement of financial position. Goodwill on acquisitions of associates or jointly controlled entities is included in interests in associates or jointly controlled entities and is tested for impairment as part of the overall balance. Separately recognised goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed.

4. 主要會計政策概要(續)

(c) 商譽

商譽乃指收購成本較本集團應佔被收購附屬公司或業務於收購當日之資產淨值之公平價值多出之數額。於收購附屬公司時所產生之商譽乃於財務狀況表獨立呈列。於收購聯營公司或共同控制實體時所產生之商譽乃進行減值測試，作為整體結餘之一部分。獨立確認之商譽每年均會進行減值測試，並以成本減累計減值虧損列賬。商譽之減值虧損不予撥回。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) 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 acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent reporting periods.

On subsequent disposal of a subsidiary, jointly-controlled entity and associate, the gain or loss on disposal is calculated by reference to the net assets at the date of disposal, including the attributable amount of goodwill which remains unamortised and any relevant reserves, as appropriate.

4. 主要會計政策概要(續)

(c) 商譽(續)

就減值檢測而言，收購產生之商譽會分配至預期可自收購之協同效益獲益之各相關現金產生單位或各組現金產生單位組別。經分配商譽之現金產生單位會每年及於有跡象顯示該單位可能出現減值時進行減值檢測。就於一個呈報期進行收購產生之商譽而言，經分配商譽現金產生之單位會於該呈報期末前進行減值檢測。倘現金產生單位之可收回金額低於其賬面值，則減值虧損會先用作減低任何分配至該單位之商譽之賬面值，其後則按該單位內各項資產賬面值之比例分配至該單位之其他資產。商譽之任何減值虧損將直接於綜合收益表確認。商譽減值虧損不會於往後呈報期間撥回。

於其後出售附屬公司、共同控制實體及聯營公司時，出售之損益乃參考於出售日期之資產淨值(包括仍未攤銷之商譽應佔金額及任何相關儲備(如適用)計算)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Revenue recognition

Revenue from distribution of films is recognised when video products or master materials of films are delivered to customers and the title has passed.

Revenue from sub-licensing of film rights is recognised upon delivery of master materials of films to customers.

Revenue from sales of financial assets at fair value through profit or loss is recognised when sale and purchase contracts became unconditional.

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

Service fee income is recognised when the services are rendered.

Dividend income from investments is recognised when the shareholders' right to receive payment has been established.

4. 主要會計政策概要(續)

(d) 收益確認

發行電影所得收益於影視產品或電影母帶材料付運予客戶及所有權轉移時入賬。

轉授電影發行權所得收益在將電影母帶材料付運予客戶時入賬。

出售按公平值計入損益表之金融資產所得收益乃於買賣合約成為無條件時入賬。

租金收入(包括在經營租約下之物業提早發出之發票之租金)以直線法按各自之租約年期入賬。

服務費收入於提供服務時入賬。

投資之股息收入乃於股東可獲派息之權利確立時入賬。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Revenue recognition (Continued)

Interest income is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

(e) Impairment of assets

Internal and external sources of information are reviewed at the end of each reporting period to determine whether there is any indication of impairment of assets, or whether there is any indication that an impairment loss previously recognised no longer exists or may have decreased. If any such indication exists, the recoverable amount of the asset is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. An impairment loss is charged to the consolidated income statement in the reporting period in which it arises, unless the asset is carried at a revalued amount, when the impairment loss is accounted for in accordance with the relevant policy for that revalued asset.

4. 主要會計政策概要(續)

(d) 收益確認(續)

利息收入乃根據尚未償還本金額及適用利率按時間比例入賬。

(e) 資產減值

於每個呈報期，均會審閱內在及外來資料來源，以確定是否有任何跡象顯示資產出現減值，或是否有任何跡象顯示早前已確認之減值虧損已不再存在或可能已經減少。倘存在任何該等跡象，則會估計資產之可收回金額。每當資產之賬面值超過其可收回金額時，均會確認減值虧損。減值虧損於產生呈報期內自綜合收益表扣除，惟倘有關資產按重估值入賬，則根據該重估資產之相關會計政策將減值虧損入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Impairment of assets (Continued)

Calculation of recoverable amount

The recoverable amount of an asset is the higher of its net selling price and value in use. The net selling price is the amount obtainable from the sale of an asset in an arm's length transaction while value in use is the present value of estimated future cash flows expected to arise from the continuing use of any asset and from its disposal at the end of its useful life. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of asset that generates cash inflows independently (i.e. a cash-generating unit).

Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been change in the estimates used to determine the recoverable amount. An impairment loss of goodwill is reversed only if the loss was caused by a specific external event of an exceptional nature that is not expected to recur, and the increase in recoverable amount relates the reversal effect of that specific event.

4. 主要會計政策概要(續)

(e) 資產減值(續)

計算可收回金額

資產之可收回金額為其淨售價與使用價值兩者中之較高者。淨售價為於公平磋商交易中銷售資產所得之金額，而使用價值則為預期將因持續使用任何資產或自於其可使用年期結束時將其出售所產生之估計未來現金流量之現值。倘資產並無產生在很大程度上獨立於其他資產之現金流入，則可收回金額乃就能獨立產生現金流入之最小組別資產(即現金產生單位)而釐定。

減值虧損撥回

就商譽以外之資產而言，倘用以釐定可收回金額之估計發生變化，則會將減值虧損撥回。商譽之減值虧損僅於虧損乃因性質特殊且預期不會再次發生之特定外來事件所引致，而可收回金額之增加與該特定事件之影響有關，方予撥回。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Impairment of assets (Continued)

Reversals of impairment losses (Continued)

A reversal of impairment losses is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior periods. Reversals of impairment losses are credited to the consolidated income statement in the reporting period in which the reversals are recognised.

(f) Taxation

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

The tax currently payable is based on taxable profit for the reporting period. Taxable profit is the profit for the reporting period, determined in accordance with the rules established by the taxation authorities, upon which income taxes are payable.

4. 主要會計政策概要(續)

(e) 資產減值(續)

減值虧損撥回(續)

減值虧損撥回限於倘並無於過往年度確認減值虧損而原應釐定之資產賬面值。減值虧損撥回乃於確認撥回之呈報期計入綜合收益表。

(f) 稅項

所得稅支出指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按呈報期之應課稅溢利計算。應課稅溢利為於應付所得稅時根據稅務機關制定之規則釐定之呈報期內溢利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Taxation (Continued)

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary difference can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than 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 investment in subsidiaries and associates, 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.

The carrying amount of deferred tax assets is reviewed at the end of each 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 assets to be recovered.

4. 主要會計政策概要(續)

(f) 稅項(續)

遞延稅項為就財務報表中資產及負債之賬面值及計算應課稅溢利所用相應稅基間之差額而須支付或收回之稅項，並採用資產負債表負債法處理。遞延稅項負債通常會就所有應課稅暫時差額確認，而遞延稅項資產乃按可能出現可利用暫時差額扣稅之應課稅溢利時提撥。若於一項交易中，因商譽(或負商譽)或因業務合併以外原因初步確認其他資產及負債而引致之暫時差額既不影響應課稅溢利，亦不影響會計溢利，則不會確認該等資產及負債。

遞延稅項負債乃按因附屬公司及聯營公司投資而引致之應課稅暫時差額而確認，惟若本集團可控制暫時差額撥回而暫時差額有可能將於可見將來不會撥回之情況除外。

遞延稅項資產之賬面值於每個呈報期末作檢討，並於沒可能有足夠應課稅溢利收回全部或部份資產時作調減。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Taxation (Continued)

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

(g) Property, plant and equipment

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

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment has been put into operation, such as repairs and maintenance, is normally charged to the consolidated income statement in the reporting period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of that asset.

4. 主要會計政策概要(續)

(f) 稅項(續)

遞延稅項乃按預期於負債清償或資產變現之呈報期之適用稅率計算。遞延稅項於綜合收益表中扣除或計入綜合收益表，惟倘遞延稅項直接在股權中扣除或計入股權之情況(在此情況下遞延稅項亦會於股權中處理)除外。

(g) 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及累計減值虧損列賬。

一項資產之成本包括其購買價及任何將資產運往擬定用途之工作環境及地點之直接應佔成本。於物業、廠房及設備投入生產後所引致之支出，如維修及保養等，一般均會於支出該等費用之呈報期內從綜合收益表內扣除。倘若可清楚顯示支出已致使預期因使用物業、廠房及設備而獲取之日後經濟利益增加，該支出則會資本化，列作該項資產之額外成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Property, plant and equipment (Continued)

Depreciation is provided to write off the cost of property, plant and equipment, using the straight-line method, over their estimated useful lives. The principal annual rates are as follows:

Leasehold improvements	33.3%
Office equipment	20%
Motor vehicles	20%
Furniture and fixtures	15%

The gain or loss arising from disposal of property, plant and equipment is determined as the difference between the net sale proceeds and the carrying amount of the relevant asset and is recognised in the consolidated income statement in the reporting period the asset is derecognised.

(h) Investment properties

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

4. 主要會計政策概要(續)

(g) 物業、廠房及設備(續)

折舊乃按物業、廠房及設備之估計可使用年期以直線法計提撥備，以撇銷其成本。主要年率如下：

租賃物業裝修	33.3%
辦公室設備	20%
汽車	20%
傢俬及裝置	15%

出售物業、廠房及設備產生之盈虧乃按出售所得款項淨額與有關資產賬面值之差額而釐定，並於該資產解除確認之呈報期在綜合收益表內確認。

(h) 投資物業

投資物業於初步確認時，以成本(包括任何直接應佔開支)計量。初步確認後，投資物業以公平值模式計量。投資物業公平值變動產生之盈虧於產生年度計入綜合收益表內。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Investment properties (Continued)

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

(i) Investments in subsidiaries

A subsidiary is an enterprise controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. In the Company's statement of financial position, investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

4. 主要會計政策概要(續)

(h) 投資物業(續)

於出售後或當投資物業永久停止使用或預期不會從出售該項投資物業中獲得任何未來經濟利益時，即解除確認投資物業。解除確認投資物業產生之任何盈虧(按銷售所得款項淨額與該資產之賬面值兩者之差額計算)，於該投資物業解除確認之年度計入綜合收益表內。

(i) 於附屬公司之投資

附屬公司是一家由本公司控制之企業。倘本公司有權直接或間接監管某企業之財務及營運政策，以從其業務中取得利益，則屬擁有控制權。在本公司之財務狀況表中，附屬公司投資乃按成本扣除減值虧損撥備入賬。附屬公司之業績乃由本公司按已收及應收股息基準入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Intangible assets (other than goodwill)

Intangible assets acquired separately are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less any accumulated amortisation and any accumulated impairment losses. Expenditure on internally generated goodwill and brands is recognised as an expense in the reporting period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to consolidated income statement on a straight-line basis over the assets' estimated useful lives from the date when they are available for use.

Both the estimate useful lives and method of amortisation are reviewed annually.

(k) Inventories

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

Inventories on stock of properties, which are held for trading, are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to sale proceeds received after the reporting period less selling expenses, or by management estimates based on the prevailing market conditions.

4. 主要會計政策概要(續)

(j) 無形資產(商譽除外)

分開購入之無形資產初步按成本確認。於初步確認後，具有限可使用年期之無形資產按成本減任何累計攤銷及任何累計減值虧損列賬。內部產生商譽及品牌之開支於呈報期內確認為開支。

具有限可使用年期之無形資產攤銷由資產可供使用日期起按資產估計可使用年期以直線法自綜合收益表扣除。

估計可使用年期及攤銷方法均會每年檢討。

(k) 存貨

製成品存貨按成本及可變現淨值之較低者列賬。成本採用先入先出法計算。

持作買賣之物業存貨按成本及可變現淨值之較低者列賬。可變現淨值乃經參考於呈報期後收取之銷售所得款項減銷售開支釐定，或由管理層根據當時之市況作出估計。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial instruments

Financial assets and financial liabilities are recognised on the 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 consolidated income statement.

Financial assets

The Group's financial assets are classified into one of the four categories, including financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The Group's major financial assets fall within the category of loans and receivables and available-for-sale financial assets respectively and the accounting policies adopted are set out below.

4. 主要會計政策概要(續)

(I) 金融工具

當集團實體成為工具合約條文之訂約方時，金融資產及金融負債乃於財務狀況表確認。金融資產及金融負債初步按公平值計量。因收購或發行金融資產及金融負債(透過損益按公平值處理之金融資產及金融負債除外)而直接應佔之交易成本乃於首次確認時按適用情況加入或扣自該金融資產或金融負債之公平值。收購透過損益按公平值處理之金融資產及金融負債而直接應佔之交易成本即時於損益內確認。

金融資產

本集團之金融資產歸類至下列四個類別之其中一個，包括透過損益按公平值處理之金融資產、貸款及應收款項、持有至到期日之投資及可供出售之金融資產。所有透過正常方式購買或出售之金融資產乃按交易日基準確認及解除確認。透過正常方式進行之購買或出售乃指按市場規則或慣例設定之時間框架內交付資產之金融資產購買或銷售。本集團之主要金融資產分別屬於貸款及應收款項及可供出售之金融資產，而所採納之會計政策乃載列於下文。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial instruments (Continued)

Financial assets (Continued)

Effective interest method

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

Income is recognised on an effective interest basis for debt instruments other than those financial assets designated as at fair value through profit or loss, of which interest income is included in net gains or losses.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of each reporting period subsequent to initial recognition, loans and receivables including other receivables, short-term loans receivable, short-term loan to a fellow subsidiary and time deposits, bank balances and cash are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

4. 主要會計政策概要(續)

(I) 金融工具(續)

金融資產(續)

實際利息法

實際利息法為計算金融資產之攤銷成本及於相關期間分配利息收入之方法。實際利率為實際折算金融資產根據預期可使用年期或較短期間(如適用)估計未來現金收入(包括組成實際利率主要部分之已付或已收定點費用、交易成本及其他溢價或折扣)之確定利率。

債務工具之利息按實際利率基準確認，惟指定為按公平值計入損益之務資產除外，其利息收入乃計入淨收益或虧損。

貸款及應收款項

貸款及應收款項為非衍生金融資產，具有固定或可決定金額，且並無在交投活躍之市場上報價。於初步確認後之每個呈報期末，貸款及應收款項(包括其他應收款項、應收短期貸款、應付同系附屬公司之短期貸款及定期存款)、銀行結餘及現金乃以實際利息法按攤銷成本減任何已識別減值虧損(見下文所載有關金融資產減值虧損之會計政策)列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial instruments (Continued)

Financial assets (Continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories under HKAS 39. At the end of each reporting period subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, except for impairment losses and foreign exchange gains and losses, until the financial asset is derecognised, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in the consolidated statement of comprehensive income (see accounting policy in respect of impairment loss on financial assets below).

For the purpose of recognising foreign exchange gains and losses, a monetary available-for-sale financial asset is treated as if it were carried at amortised cost in the foreign currency. Accordingly, for such a financial asset, exchange differences resulting from changes in carrying amount are recognised in the consolidated income statement.

However, interest calculated using the effective interest method is recognised in the consolidated income statement.

4. 主要會計政策概要(續)

(I) 金融工具(續)

金融資產(續)

可供出售之金融資產

可供出售之金融資產乃指定或並未分類為香港會計準則第39號項下之任何其他類別之非衍生工具。於初步確認後之每個呈報期末，可供出售之金融資產按公平值計量。公平值變動於權益內確認(外匯損益之減值虧損除外)，直至解除確認金融資產為止，其時將以往於權益內確認之累計收益或虧損從權益剔除，並於綜合全面收益表內確認(見下文所載有關金融資產減值虧損之會計政策)。

就確認外匯損益而言，一項貨幣可供出售金融資產將予處理，如同其按該外幣之攤銷成本列賬。因此，就該項金融資產而言，因賬面值變動而產生之滙兌差額乃於綜合損益表確認。

然而，使用實際利息法計算之利率乃於綜合損益表確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial instruments (Continued)

Financial assets (Continued)

Available-for-sale financial assets (Continued)

Any impairment losses on available-for-sale financial assets are recognised in statement of comprehensive income. Impairment losses on available-for-sale equity investments will not reverse in subsequent reporting periods. 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.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss has two subcategories, including financial assets held for trading and those designated at fair value through profit or loss on initial recognition.

4. 主要會計政策概要(續)

(I) 金融工具(續)

金融資產(續)

可供出售之金融資產(續)

可供出售金融資產之任何減值虧損乃於全面收益表確認。可供出售股本投資之減值虧損將不會於其後之呈報期間撥回。就可供出售債務投資而言，倘該項投資之公平值增加能客觀地連繫至確認減值虧損後發生之事件，則減值虧損將於其後撥回。

按公平值計入損益表之金融資產

按公平值計入損益表之金融資產有兩個分類，包括持作買賣之金融資產及該等指定於初步確認時按公平值計入損益表之金融資產。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) 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:

- (i) it has been acquired principally for the purpose of selling in the near future; or
- (ii) 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
- (iii) 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 at fair value through profit or loss upon initial recognition if:

- (i) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- (ii) 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

4. 主要會計政策概要(續)

(I) 金融工具(續)

金融資產(續)

按公平值計入損益表之金融資產(續)

倘出現下列情況，金融資產分類為持作買賣：

- (i) 購進之主要目的為於短期內將之變賣；或
- (ii) 其為由本集團共同管理之已識別金融工具組合之一部分，並於近期有實際之短期獲利特點；或
- (iii) 其為一種並不能作為指定及有效對沖工具之衍生工具。

倘出現下列情況，持作買賣之金融資產以外之金融資產可於初步確認時指定為按公平值計入損益表之金融資產：

- (i) 該指定撇銷或大幅減低可能出現之計量或確認不一致之情況；或
- (ii) 金融資產組成一組金融資產或金融負債各部分或兩者，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial instruments (Continued)

Financial assets (Continued)

Financial assets at fair value through profit or loss (Continued)

- (iii) it forms parts of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated at fair value through profit or loss.

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

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each 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 impacted.

4. 主要會計政策概要(續)

(I) 金融工具(續)

金融資產(續)

按公平值計入損益表之金融資產(續)

- (iii) 金融資產組成包括一種或以上內含衍生工具之合約部分，而香港會計準則第39號允許整份合併合約(資產或負債)指定為按公平值計入損益表列賬。

於初步確認後之每個結算日，按公平值計入損益表之金融資產按公平值計量，公平值變動於產生期間內直接於綜合收益表內確認。於損益內確認之收益或虧損淨額不包括該項金融資產所賺取之任何股息及利息。

金融資產之減值

金融資產(按公平值計入損益者除外)於呈報期就出現之減值跡象作出評估。倘有客觀證據顯示，金融資產之預計未來現金流量因金融資產初步確認後發生之一項或多項事件而受到影響，則金融資產出現減值。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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:

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

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

4. 主要會計政策概要(續)

(I) 金融工具(續)

金融資產(續)

金融資產之減值(續)

可供出售股本投資方面，該投資之公平價值長期明顯下降至低於其成本值時，即被視為減值之客觀證據。

其他金融資產方面，減值之客觀證據可包括：

- (i) 發行人或交易對手出現重大財政困難；或
- (ii) 欠繳或遲繳利息或本金額；或
- (iii) 借款人有可能面臨破產或財務重組。

就若干類別之金融資產(如應收貿易賬款)而言，不會單獨作出減值之資產會於其後彙集一併評估減值。應收賬款組合出現減值之客觀證據包括本集團過往收款記錄、組合內超過平均信貸期之延期付款數字上升，以及國家或地區經濟狀況出現明顯變動而導致該應收賬款未能償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For financial assets carried at amortised cost, an impairment loss is recognised in the consolidated income statement 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 reporting periods.

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 the consolidated statement of comprehensive income. When a trade receivable is considered uncollectable, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to the consolidated income statement.

4. 主要會計政策概要(續)

(I) 金融工具(續)

金融資產(續)

金融資產之減值(續)

就按攤銷成本計值之金融資產而言，當有客觀證據顯示資產減值時於綜合損益表內確認減值虧損，及按賬面值與估計未來現金流之現值（以原定實際利率折算）間之差異計量。

按成本值列賬之資產，其減值虧損金額之計算方法為資產面值及以類似金融資產現時市場回報率貼現後之估計未來現金流量之現值兩者之差額。有關減值虧損不可於以後呈報期間撥回。

金融資產之賬面值因其減值虧損而直接減少，惟應收貿易賬款之賬面值則透過使用撥備賬而減少。所有撥備賬之賬面值變動均於綜合全面收益表內確認。倘應收賬款被視為不可收回，則於撥備賬內撇銷。其後收回之已撇銷數額乃計入綜合損益表。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For financial assets measured at amortised cost, if, in a subsequent reporting period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss 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 the consolidated income statement in subsequent reporting periods. Any increase in fair value subsequent to impairment loss is recognised directly in equity.

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 asset of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. 主要會計政策概要(續)

(I) 金融工具(續)

金融資產(續)

金融資產之減值(續)

就按攤銷成本計量之金融資產而言，倘減值虧損之數額於其後之呈報期減少，而有關減少可以客觀地與確認減值虧損後之某一事件聯繫，則原先確認之減值虧損於損益中予以撥回，惟於撥回減值當日之資產賬面值不得超逾假設未確認減值時之攤銷成本。

可供出售股本投資之減值虧損不會其後之呈報期間於綜合收益表撥回。減值虧損後之任何公平值增加均直接於權益內確認。

金融負債及股本權益

由集團實體發行之金融負債及股本權益工具按所訂立之合約安排性質，以及金融負債及股本權益工具之定義而分類。

權益工具為帶有本集團資產經扣除其所有負債後之剩餘權益之任何合約。本公司發行之權益工具按所得款項(扣除直接發行成本)記錄。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial instruments (Continued)

Financial liabilities and equity (Continued)

The Group's financial liabilities are mainly comprised of other financial liabilities which include accruals and other payable and amounts due to fellow subsidiaries which fall within the category of other financial liabilities. These financial liabilities are subsequently measured at amortised cost, using the effective interest rate method.

Convertible notes payable

Convertible notes payable issued by the Company that contain both the liability and conversion option components are classified separately into respective items on initial recognition. Conversion option will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible notes payable and the fair value assigned to the liability component, representing the conversion option for the holder to convert the notes into equity, is included in equity (convertible bonds reserve).

4. 主要會計政策概要(續)

(I) 金融工具(續)

金融負債及股本權益(續)

本集團之金融負債主要包括其他金融負債(包括應計費用及其他應付款項, 以及應付同系附屬公司之款項(屬其他金融負債))。該等金融負債其後利用實際利息法按經攤銷成本計量。

應付可換股票據

本公司發行之應付可換股票據包含負債及權益部分, 並於初步確認時分開歸類於各自之項目。倘可換股期權將透過以固定金額之現金或其他金融資產換取固定數目之本公司股本工具而結算, 則分類為股本工具。

於初步確認時, 負債部分之公平值乃按同類非可換股債項之現行市場息率釐定。發行可換股票據所得款項淨額與歸入負債部分之公平價值的差額(代表持有人將票據轉換為權益之兌換期權)計入權益(可換股票據儲備)。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial instruments (Continued)

Convertible notes payable (Continued)

In subsequent reporting periods, the liability component of the convertible notes payable is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible notes reserve until the embedded option is exercised (in which case the balance stated in convertible notes reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible notes reserve will be released to the retained profits. No gain or loss is recognised in the consolidated income statement upon conversion or expiration of the option.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss from fair value changes is recognised in consolidated income statement.

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when their economic risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in consolidated income statement.

4. 主要會計政策概要(續)

(I) 金融工具(續)

應付可換股票據(續)

於其後期間，可兌換票據之負債部分採用實際利息法按攤銷成本入賬。權益部分(即將負債部分轉換為本公司普通股之期權)將保留於可換股票據儲備內，直至內含期權獲行使，屆時於可換股票據儲備呈列之餘額將轉撥至股份溢價。若該期權於到期日仍未獲行使，則於可換股票據儲備呈列之結餘將被用於撥入保留溢利。期權於兌換或失效時之損益概不會於綜合收益表內確認。

衍生金融工具

衍生工具於訂立衍生工具合約當日按公平值進行初步確認，並於其後在各呈報期末重新計量其公平值。公平值變動之所產生收益或虧損於綜合收益表內確認。

非衍生主合約所含衍生工具於其經濟風險及特質與主合約者並無緊密連繫，以及主合約並非按公平值計量而其公平值變動並非於綜合收益表內確認時被視作獨立衍生工具。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial instruments (Continued)

Derecognition

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

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

Determination of fair value

The fair value for financial instruments traded in active markets at the end of the reporting period is based on their quoted market price or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

4. 主要會計政策概要(續)

(I) 金融工具(續)

終止確認

若從資產收取現金流量之權利已到期，或金融資產已轉讓，而本集團或本公司已將其於金融資產擁有權之絕大部份風險及回報轉移，則金融資產將被取消確認。於取消確認金融資產時，資產賬面值與已收代價及已直接於權益確認之累計損益之總和之差額乃於綜合收益表中確認。

當有關合約之特定責任獲解除、取消或到期，金融負債將予以取消確認。已取消確認之金融負債之賬面值與已付代價之差額乃於綜合收益表中確認。

公平值之釐定

於呈報期末，於活躍市場買賣之金融資產之公平值乃根據所報市價或經銷商報價(好倉之買入價及淡倉之要價)釐定，而無扣減任何交易成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Financial instruments (Continued)

Determination of fair value (Continued)

For all other financial instruments not listed in an active market, the fair value is determined by using appropriate valuation techniques. Valuation techniques include discounted cash flow analysis, comparison to similar instruments for which market observable prices exist, option pricing models and other relevant valuation models.

(m) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the consolidated income statement.

(n) Cash and cash equivalents

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

4. 主要會計政策概要(續)

(l) 金融工具(續)

公平值之釐定(續)

就所有非於活躍市場上市之金融資產，其公平值乃採用合適評估技術釐定。評估技術包括折現現金流量分析、與市場現有可知價格之類似工具進行比較、期權定價模式及其他相關估值模式。

(m) 貿易及其他應收款項

貿易及其他應收款項初步以公平值確認，其後則利用實際利率法按攤銷成本扣除減值撥備計量。倘有客觀證據顯示本集團將無法按應收款項之原有條款收回所有款項，即就貿易及其他應收款項設定減值撥備。撥備金額為資產賬面值與按實際利率折現之估計未來現金流量之現值兩者之差額。撥備金額於綜合收益表確認。

(n) 現金及現金等價物

現金及現金等價物包括手頭現金、銀行通知存款、原到期日為三個月或以下之其他短期高流動性投資，以及銀行透支。銀行透支在綜合財務狀況表之流動負債內借貸中列示。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability, including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

(p) Leases

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and rewards of ownership of the assets concerned to the Group. Assets held under finance leases are capitalised at the lower of fair values or the present value of the minimum lease payments. The corresponding liability to the lessor, net of interest charges, is included in the consolidated statement of financial position as a finance lease obligation. Finance costs are charged to the consolidated income statement over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each reporting period.

4. 主要會計政策概要(續)

(o) 借貸

借貸初步按公平值並扣除產生之交易成本確認。交易成本為收購、發行或出售某項金融資產或金融負債直接所佔之新增成本，包括支付予代理人、顧問、經紀及交易商之費用及佣金、監管機關及證券交易所之徵費，以及過戶及印花稅。借貸其後按攤銷成本列賬，所得款項(扣除交易成本)與贖回價值兩者之任何差額採用實際利率法於借貸期間內在綜合收益表確認。

(p) 租約

凡租約條款將資產擁有權之絕大部份風險及回報轉移往本集團之租約，均列作融資租約。根據融資租約持有之資產按公平值或最低租金現值(以較低者為準)撥充資本。向出租人履行之有關責任(已扣除有關利息支出)於綜合財務狀況表內列作融資租約承擔。融資費用將按有關租期自綜合收益表扣除，以定期定額扣除出每個呈報期之承擔餘額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Leases (Continued)

All other leases are classified as operating leases and the annual rentals are charged to the consolidated income statement on a straight-line basis over the relevant lease term.

(q) Translation of foreign currencies

Functional and presentation currency

Items included in the consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements are presented in Hong Kong Dollars.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the rates prevailing at the end of the reporting date of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement, except when deferred in equity as qualifying cash flow hedges or qualifying net investment hedges.

4. 主要會計政策概要(續)

(p) 租約(續)

所有其他租約均列作經營租約，而年度租金以直線法按有關租期自綜合收益表扣除。

(q) 外幣兌換

功能及呈列貨幣

列入本集團綜合財務報表之項目均以實體主要經營所在經濟環境之貨幣(功能貨幣)計量。財務報表以港元呈列。

交易及結餘

外幣業務以交易發生當日之匯率折算為功能貨幣。因上述交易結算及按呈報期末之現行匯率換算以外幣計值之貨幣資產及負債而產生之匯兌盈虧，均於綜合收益表確認，惟當在股權內遞延為合資格現金流量對沖或合資格投資淨額對沖時除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Translation of foreign currencies (Continued)

Transactions and balances (Continued)

Translation differences on non-monetary items, such as equity instruments held at fair value through profit or loss, are reported as part of the fair value gain or loss. Transaction difference on non-monetary items, such as equities classified as available-for-sale financial assets, are included in the fair value reserve in equity.

Group companies

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

- (a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period;
- (b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

4. 主要會計政策概要(續)

(q) 外幣兌換(續)

交易及結餘(續)

非貨幣項目(如按公平值計入損益表之股本工具)之匯兌差額均呈報為公平值盈虧之一部分。非貨幣項目(如分類為可供銷售之金融資產之股權)之匯兌差額均於股權內計入公平值儲備。

集團公司

所有功能貨幣與呈列貨幣不同之本集團實體(全部均無嚴重通脹經濟體系之貨幣)之業績及財務狀況均以下列方法換算為呈列貨幣：

- (a) 於呈報期末，在各財務狀況所列之資產及負債均於結算日予以換算；
- (b) 各收益表所列之收入及開支均按平均匯率換算(除非該平均匯率不足以合理地估計交易當日通行匯率之累計影響，如屬此情況，收入及開支則於交易當日換算)；及

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Translation of foreign currencies (Continued)

Group companies (Continued)

- (c) all resulting exchange differences are recognised as a separate component of equity.

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

(r) Employee benefits

Bonuses

The Group recognises a liability for bonuses when there is a contractual obligation and the amount can be estimated reliably.

Retirement benefit obligations

The Group operates the Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds.

4. 主要會計政策概要(續)

(q) 外幣兌換(續)

集團公司(續)

- (c) 所有因此而產生之匯兌差額會分開確認為股權之個別組成部份。

收購海外實體產生之商譽及公平值調整當作該海外實體之資產及負債處理，並按收市匯率換算。

(r) 僱員福利

花紅

本集團於有合約責任及金額能夠可靠地估計時就花紅確認負債。

退休福利責任

本集團為根據香港強制性公積金計劃條例安排所有按香港僱傭條例聘用之僱員參與強制性公積金計劃(「強積金計劃」)。強積金計劃為定額供款計劃，其資產由獨立信託管理基金持有。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Employee benefits (Continued)

Retirement benefit obligations (Continued)

Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% to 10% of the employees' relevant income, with the employees' contributions subject to a cap of monthly relevant income of HK\$20,000. The Group's contributions to the MPF Scheme are expensed as incurred. 5% of relevant income vests immediately upon the completion of service in the relevant service period, while the remaining portion vests in accordance with the MPF Scheme's vesting scales. Where employees leave the MPF Scheme prior to the full vesting of the employer's contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

4. 主要會計政策概要(續)

(r) 僱員福利(續)

退休福利責任(續)

根據強積金計劃，僱主及其僱員均須按僱員相關收入之5%至10%向計劃作出供款，而僱員供款以每月相關收入20,000港元為上限。本集團向強積金計劃作出之供款於產生時支銷。相關收入之5%於相關服務期間服務完成時即時歸屬僱員，而其餘部份乃根據強積金計劃之應享比例歸屬僱員。倘僱員於僱主供款全數歸屬前退出強積金計劃，沒收之供款金額將用作扣減本集團之應付供款。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Employee benefits (Continued)

Share-based compensation

The fair value of the employee services received in exchange for the grant of the share options and restricted share awards is recognised as an expense in the consolidated income statement.

The total amount to be expensed over the vesting period is determined with reference to the fair value of the share options and restricted share awards granted. At the end of each reporting period, the Company revises its estimates of the number of share options that are expected to become exercisable and the number of restricted share awards that become vested. It recognises the impact of the revision of original estimates, if any, in the consolidated income statement, and a corresponding adjustment to equity in the consolidated statement of financial position will be made over the remaining vesting periods.

The proceeds received, net of any directly attributable transaction costs, are credited to share capital and share premium accounts when the share options are exercised and when the restricted share awards are vested.

4. 主要會計政策概要(續)

(r) 僱員福利(續)

以股份形式支付之薪酬

授予購股權及有限制股份獎勵所換取之僱員服務之公平值於綜合收益表確認為支出。

於歸屬期內列作支出之總金額乃參照已授予之購股權及有限制股份獎勵之公平值釐定。於每個呈報期末，本公司會修訂其估計預期可予行使之購股權數目及預期可予歸屬之有限制股份獎勵數目，並於綜合收益表內確認修訂原估計數字(如有)之影響及在餘下歸屬期間對綜合財務狀況表之股權作相應調整。

當購股權獲行使時及有限制股份獎勵已歸屬時，所收取之款項於扣除任何直接應佔之交易成本後計入股本及股份溢價內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Share options granted to consultants

Share options issued in exchange for goods or services are measured at the fair values of the goods or services received, unless that fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the share options granted. The fair value received are recognised as expenses immediately, unless the goods or services qualify for recognition as assets. Corresponding adjustment has been made to equity (share options reserve).

(t) Borrowing costs

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

4. 主要會計政策概要(續)

(s) 授予顧問之購股權

為交換貨品或服務而發行之購股權以所獲得貨品或服務之公平值計量，惟倘公平值無法可靠計量，則已收貨品或服務乃參考所授出購股權之公平值計量。除非貨品或服務合資格被確認為資產，否則已收貨品或服務之公平值會即時確認為開支，而權益(購股權儲備)亦會相應調整。

(t) 借貸成本

建造任何合資格資產產生之借貸成本於須完成及預備資產作擬定用途期間內撥充資本。其他借貸成本列作開支。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

4. 主要會計政策概要(續)

(u) 或然負債及或然資產

或然負債乃因過往事件而可能產生之責任，而其存在與否僅由不屬本集團全然掌握之一件或以上未確定未來事件之發生或不發生所確定。或然負債亦可以是因過往未確認事件而產生之現有責任，而由於不大可能導致經濟資源流失，又或者責任金額不能可靠地計量而未予以確認。或然負債雖未予確認，惟於綜合財務報表附註披露。倘外流可能性發生變動，以致有可能流失時，則確認為撥備。

或然資產乃指因過往事件而可能獲得之資產，其存在僅可視乎將來發生或不發生一件或以上非本集團所能完全控制之不確定未來事件予以確定。或然資產雖未予確認，惟當一項經濟收益可能流入時於財務報表附註披露。當流入可實際確定時，則確認資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Related party transaction

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influences. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(w) Financial guarantees issued and provisions

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within creditors and accruals. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in the consolidated income statement on initial recognition of any deferred income.

4. 主要會計政策概要(續)

(v) 關連人士交易

倘一方有能力直接或間接控制另一方，或於作出財務及營運決定時發揮重大影響力，則雙方被視為有關連。倘彼等受共同控制或共同重大影響，則亦被視為有關連。倘資源或責任於關連人士間轉移，則該項交易被視為關連人士交易。

(w) 已發出之財務擔保及撥備

財務擔保是指擔保受益人(「持有人」)要求發行人(即擔保人)支付指定金額，以賠償持有人因指定負債人未能按債務工具條款依期還款所造成損失之合約。

倘本集團發出財務擔保，該擔保之公平值(即交易價格，除非該公平值能確實地估計)最初確認為應付賬款及應計費用內之遞延收入。倘在發行該擔保時收取或可收取代價，該代價則根據適用於該類資產之本集團政策確認。倘有關代價尚未收取或應予收取，於最初確認任何遞延收入時，即時開支於綜合收益表內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(w) Financial guarantees issued and provisions (Continued)

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligations. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the end of the reporting period, and are discounted to present value where the effect is material.

(x) Disposal groups classified as held for sale and discontinued operations

Disposal groups classified as held for sale

A disposal group is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the disposal group is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

Immediately before classification as held for sale, the measurement of all individual assets and liabilities in a disposal group is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the disposal group, is recognised at the lower of its carrying amount and fair value less costs to sell.

4. 主要會計政策概要(續)

(w) 已發出之財務擔保(續)

當本集團具有一項因過往事件導致之當前責任，且很有可能本集團被要求履行該項責任時，即確認撥備。撥備乃依據董事於呈報期末對履行該項責任所需開支之最佳估計而計量，若影響重大則將金額折現為現值。

(x) 分類為持作出售之出售組別及已終止經營業務

分類為持作出售之出售組別

倘出售組別之賬面值很有可能是通過銷售交易而非通過持續使用收回及出售組別可按現況出售，則出售組別分類為持作出售。出售組別是指在一次交易中一併出售之一組資產，以及與該等資產直接相關並於交易中轉出之一組負債。

緊接分類為持作出售前，出售組別中所有資產及負債之計量與分類前所採用之會計政策保持一致。初步分類為持作出售後直至出售完畢，出售組別按其賬面值及公平值減銷售成本之較低者確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Disposal groups classified as held for sale and discontinued operations (Continued)

Disposal groups classified as held for sale (Continued)

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in the consolidated income statement. As long as a disposal group is classified as held for sale, the non-current asset is not depreciated or amortised.

Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operation, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale (as referred to in (i) above), if earlier. It also occurs when the operation is abandoned.

4. 主要會計政策概要(續)

(x) 分類為持作出售之出售組別及已終止經營業務(續)

分類為持作出售之出售組別(續)

初步分類為持作出售及於持作出售時其後重新計量而產生之減值虧損均於綜合收益表內確認。出售組別分類為持作出售期間，非流動資產均不予折舊或攤銷。

已終止經營業務

已終止經營業務乃本集團業務其中一部分，其業務及現金流量可明顯地與本集團餘下業務區分，指營運業務或地區範圍之重要獨立一環，或為出售營運業務或地區範圍重要獨立一環之單方面協調計劃之一部分，或屬於專為轉售而收購之附屬公司。

於出售後或當業務符合持作出售(如上文(i)所述)之準則(倘較早)時，即可分類為已終止經營業務，亦可於該業務被放棄時產生。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Disposal groups classified as held for sale and discontinued operations (Continued)

Discontinued operations (Continued)

Where an operation is classified as discontinued, a single amount is presented on the face of the consolidated income statement, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

4. 主要會計政策概要(續)

(x) 分類為持作出售之出售組別及已終止經營業務(續)

已終止經營業務(續)

倘某項業務分類為已終止經營，則於綜合收益表單獨列示，包括：

- 已終止經營業務之除稅後損益；及
- 按公平值減銷售成本後所得金額進行計量所確認之除稅後盈虧，或於出售時對構成已終止經營業務之資產或出售組別所確認之除稅後盈虧。

5. 關鍵會計估計及判斷

估算及判斷會被持續評估，並根據過往經驗及其他因素進行評估，包括在有關情況下相信為合理之對未來事件之預測。

本集團對未來作出估計及假設。所得之會計估計如其定義，很少會與其實際結果相同。很大機會導致下一呈報期之資產與負債之賬面值作出重大調整之估計及假設討論如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(a) Impairment of goodwill and intangible assets

The Group performs annual tests on whether there has been impairment of goodwill and intangible assets in accordance with the accounting policy stated in notes 4(c) and 4(j) to the consolidated financial statements respectively. The recoverable amounts of cash-generating units are determined based on value-in-use calculations. These calculations require the use of estimates and assumptions made by management on the future operation of the business, pre-tax discount rates, and other assumptions underlying the value-in-use calculations. Information about the assumptions and the risk factors on impairment of goodwill and intangible assets is stated in notes 18 and 19 to the consolidated financial statements respectively.

(b) Trade receivables

The aged debt profile of trade debtors is reviewed on a regular basis to ensure that the trade debtor balances are collectible and follow up actions are promptly carried out if the agreed credit periods have been exceeded. However, from time to time, the Group may experience delays in collection. Where recoverability of trade debtor balances is called into doubts, specific provisions for impairments are made based on credit status of the customers, the aged analysis of the trade receivable balances and write-off history. Certain receivables may be initially identified as collectible, yet subsequently become uncollectible and result in a subsequent write-off of the related receivables to the consolidated income statement. Changes in the collectibility of trade receivables for which provisions are not made could affect our results of operations.

5. 關鍵會計估計及判斷(續)

(a) 商譽及無形資產減值

本集團分別按照綜合財務報表附註4(c)及4(j)所載之會計政策每年對商譽及無形資產是否出現任何減值進行測試。現金產生單位之可收回金額乃按使用價值計算。該等計算須採用管理層就日後業務營運及除稅前折現率所作之估計及假設，以及其他計算使用價值時所作之假設。有關商譽及無形資產減值之假設及風險因素之資料分別載於綜合財務報表附註18及19。

(b) 貿易應收賬款

本集團定期檢討貿易應收賬款之賬齡，以確保可收回貿易應收賬款餘額，並可於協定信貸期逾期後即時採取跟進行動。然而，本集團收賬不時會出現延誤。倘貿易應收賬款餘額之可收回機會存疑，則本集團會根據客戶之信貸狀況、貿易應收賬款餘額之賬齡分析及撇賬紀錄，作出特別減值撥備。若干應收款項可初步確認為可收回，惟其後可能無法收回而須於綜合收益表內撇銷相關應收款項。倘未有為收回機會出現變化之貿易應收款項作出撥備，則可能會對營運業績構成影響。

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(c) Useful lives of property, plant and equipment

In accordance with HKAS 16, the Group estimates the useful lives of property, plant and equipment in order to determine the amount of depreciation expenses to be recorded. The useful lives are estimated at the time the assets are acquired based on historical experience, the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the market demands or service output of the assets. The Group also performs annual reviews on whether the assumptions made on useful lives continue to be valid.

(d) Income taxes

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

5. 關鍵會計估計及判斷(續)

(c) 物業、廠房及設備之可使用年期

本集團根據香港會計準則第16號估計物業、廠房及設備之可使用年期，從而釐定須記賬之折舊費用金額。本集團於購入資產時，根據過往經驗、資產之預期使用量、損耗程度，以及技術會否因市場需求或資產之服務產量有變而變成過時，估計其可使用年期。本集團亦會於每年作出檢討，以判斷對資產可使用年期作出之假設是否仍然合理。

(d) 所得稅

本集團須於多個司法權區繳納所得稅。釐定所得稅全球撥備時須作出重大判斷。於日常業務過程中，不少交易及計算之最終稅務釐定均不確定。本集團按對該等額外稅項會否到期支付之估計，就預計稅務審核問題確認負債。倘該等事宜之最終稅務後果與初步記錄之金額不同，則該等差額將影響作出該釐定期間之所得稅及遞延稅項撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

6. OPERATING SEGMENTS

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions.

For management purposes, the Group currently engages in four operating divisions — (i) distribution; (ii) sub-licensing; (iii) sales of financial assets and (iv) provision of management services. The segmentations are based on the information about the operations of the Group that management uses to make decisions.

Principal activities are as follows:

- | | | |
|-------|----------------------------------|--|
| (i) | Distribution | Distribution of films |
| (ii) | Sub-licensing | Sub-licensing of film rights |
| (iii) | Sales of financial assets | Sales of financial assets at fair value through profit or loss |
| (iv) | Provision of management services | Provision of management services to concierge departments of gaming promoters appointed by Macau casinos |

The Group's reportable segments are strategic business units that operate different activities. They are managed separately because each business unit has different market and requires different marketing strategies.

Further, the business units are also managed to operate in different countries separately. Revenue and result are attributed to countries on the basis of the assets located.

6. 營運分部

本集團按主要營運決策人所審閱用以作出策略性決定之報告釐定其營運分部。

就管理而言，本集團現時從事四個營運部門 — (i) 發行；(ii) 轉授發行權；(iii) 銷售金融資產及 (iv) 提供管理服務。該等分部乃按有關管理層用以作出決定之本集團營運資料劃分。

主要業務如下：

- | | | |
|-------|--------|------------------------|
| (i) | 發行 | 發行電影 |
| (ii) | 轉授發行權 | 轉授電影發行權 |
| (iii) | 銷售金融資產 | 銷售按公平值計入損益表之金融資產 |
| (iv) | 提供管理服務 | 向澳門賭場委任之博彩中介人禮賓部提供管理服務 |

本集團之可呈報分部乃經營不同業務之策略性單位。由於各業務單位有不同市場，且需要採用不同市場推廣策略，故該等分部乃分開管理。

此外，各業務單位亦於不同國家分開經營管理。收益及業績乃按資產所在地編配至各個國家。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

6. OPERATING SEGMENTS (Continued)

An analysis of the Group's reportable segment results, assets, liabilities, and other selected financial information for the year by operating segment is as follow:

For the year ended 31 December 2009

6. 營運分部(續)

本年度本集團按營運分部劃分之可呈報分部業績、資產、負債及其他選定財務資料分析如下：

截至二零零九年十二月三十一日止年度

		Distribution	Sub-licensing	Sales of financial assets	Provision of management services	Consolidated
		發行	轉授發行權	銷售	提供	綜合
		HK\$'000	HK\$'000	金融資產	管理服務	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Continuing operations	持續經營業務					
Revenue	收益					
Revenue from external customers	來自對外客戶之收益	—	—	14,220	60,491	74,711
Results	業績					
Segment results for reportable segment	可呈報分部之分部業績	—	—	14,220	59,129	73,349
Other revenue and other income	其他收益及其他收入					11,905
Administrative expenses	行政開支					(17,563)
Finance costs	融資費用					(8,086)
Share of results of associates	應佔聯營公司業績					724,988
Profit before taxation and discontinued operations	扣除稅項及已終止經營業務前溢利					784,593
Income tax credit	所得稅抵免					14,493
Profit for the year from continuing operations attributable to owners of the Company	本公司擁有人應佔來自持續經營業務之本年度溢利					799,086
Discontinued operations	已終止經營業務					
Loss for the year from discontinued operations attributable to owners of the Company	本公司擁有人應佔來自已終止經營業務之本年度虧損					(5,576)
Core profit (excluding major non-cash items)	核心溢利(不包括主要非現金項目)					793,510
Major non-cash items	主要非現金項目					
— Adjustment to cost of combination in respect of an acquisition in prior year	— 於過往年度進行收購之合併成本調整					103,434
— Impairment loss recognised in respect of intangible assets	— 已確認無形資產減值虧損					(117,320)
— Loss arising on change in fair value in respect of conversion options embedded in convertible note receivable	— 應收可換股票據內含之兌換選擇權之公平值變動產生之虧損					(64,542)
— Loss on disposal of subsidiaries	— 出售附屬公司之虧損					(48,868)
— Loss on deemed disposal of an associate	— 視作出售聯營公司之虧損					(6,629)
— Loss on partial disposal of an associate	— 部份出售聯營公司之虧損					(280,020)
— Gain arising on change in fair value in respect of convertible note designated as at fair value through profit or loss	— 指定按公平值計入損益表之可換股票據公平值變動產生之收益					55,244
— Loss on cancellation of convertible note payable	— 註銷應付可換股票據之虧損					(18,247)
						416,562

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

6. OPERATING SEGMENTS (Continued)

6. 營運分部(續)

		Distribution	Sub-licensing	Sales of financial assets	Provision of management services	Consolidated
		發行	轉授發行權	銷售 金融資產	提供 管理服務	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Assets and liabilities	資產及負債					
Assets	資產					
Segment assets for reportable segment	可呈報分部之分部資產					
– Hong Kong	– 香港	56,979	–	114,054	–	171,033
– Macau	– 澳門	–	–	–	110,015	110,015
		56,979	–	114,054	110,015	281,048
Interests in associates	於聯營公司之權益					641,908
Unallocated corporate assets	未分配集團資產					557,816
Consolidated total assets	綜合資產總值					1,480,772
Liabilities	負債					
Segment liabilities for reportable segment	可呈報分部之分部負債					
– Hong Kong	– 香港	(40,207)	–	(13,713)	–	(53,290)
– Macau	– 澳門	–	–	–	(31,306)	(31,306)
		(40,207)	–	(13,713)	(31,306)	(85,226)
Unallocated corporate liabilities	未分配集團負債					(24,502)
Consolidated total liabilities	綜合負債總額					(109,728)
Other segment information	其他分部資料					
Depreciation and amortisation	折舊及攤銷	448	–	–	85	533
Additions to non-current assets (other than financial instruments and deferred tax assets)	添置非流動資產(金融工具及遞延稅項資產除外)	–	235	–	1	236

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

6. OPERATING SEGMENTS (Continued)

6. 營運分部(續)

For the year ended 31 December 2008

截至二零零八年十二月三十一日止年度

		Distribution	Sub-licensing	Sales of financial assets	Provision of management services	Consolidated
		發行	轉授發行權	銷售 金融資產	提供 管理服務	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Continuing operations	持續經營業務					
Revenue	收益					
Revenue from external customers	來自對外客戶之收益	—	2,000	(962)	18,215	19,253
Results	業績					
Segment results for reportable segment	可呈報分部之分部業績	—	2,000	(962)	17,722	18,760
Other revenue and other income	其他收益及其他收入					2,427
Administrative expenses	行政開支					(26,462)
Finance costs	融資費用					(3,350)
Loss before taxation and discontinued operations	扣除稅項及已終止經營業務前虧損					(8,625)
Income tax credit	所得稅抵免					13,854
Profit for the year from continuing operations attributable to owners of the Company	本公司擁有人應佔來自持續 經營業務之本年度溢利					5,229
Discontinued operations	已終止經營業務					
Loss for the year from discontinued operations attributable to owners of the Company	本公司擁有人應佔來自已終止經 營業務之本年度虧損					(127,772)
Core loss (excluding major non-cash item)	核心虧損 (不包括主要非現金項目)					(122,543)
Major non-cash item	主要非現金項目					
— Impairment loss recognised in respect of goodwill	— 已確認商譽減值 虧損					(101,965)
						(224,508)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

6. OPERATING SEGMENTS (Continued)

6. 營運分部(續)

		Distribution	Sub-licensing	Sales of financial assets	Provision of management services	Consolidated
		發行	轉授發行權	銷售	提供	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Assets and liabilities	資產及負債					
Assets	資產					
Segment assets for reportable segment	可呈報分部之分部資產					
– Hong Kong	– 香港	9,559	2,019	–	–	11,578
– Macau	– 澳門	–	–	–	461,301	461,301
		9,559	2,019	–	461,301	472,879
Unallocated corporate assets	未分配集團資產					1,989
Assets of disposal group classified as held for sale	分類為持作出售之出售組別資產					1,049,412
Consolidated total assets	綜合資產總值					1,524,280
Liabilities	負債					
Segment liabilities for reportable segment	可呈報分部之分部負債					
– Hong Kong	– 香港	(722)	–	–	–	(722)
– Macau	– 澳門	–	–	–	(54,823)	(54,823)
		(722)	–	–	(54,823)	(55,545)
Unallocated corporate liabilities	未分配集團負債					(146,700)
Liabilities of disposal group classified as held for sale	分類為持作出售之出售組別負債					(427,612)
Consolidated total liabilities	綜合負債總額					(629,857)
Other segment information	其他分部資料					
Depreciation and amortisation	折舊及攤銷					
– Continuing operations	– 持續經營業務	691	–	–	–	691
– Discontinued operations	– 已終止經營業務	–	–	–	–	4,342
						5,033
Additions to non-current assets (other than financial instruments and deferred tax assets)	添置非流動資產(金融工具及遞延稅項資產除外)					
– Continuing operations	– 持續經營業務	864	–	–	–	864
– Discontinued operations	– 已終止經營業務	–	–	–	–	63,359
– Unallocated expenses	– 未分配開支	–	–	–	–	1,240
						65,463

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

6. OPERATING SEGMENTS (Continued)

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the year (2008: Nil).

Segment results represent the profit earned/(loss incurred) by each segment without allocation of administrative expenses, finance costs and income tax credit/(expense). This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

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

- all assets are allocated to reportable segments other than goodwill. Assets used jointly by segments are allocated on the basis of the revenues earned by individual segments; and
- all liabilities are allocated to reportable segments other than current and deferred tax liabilities. Liabilities for which segments are jointly liable are allocated in proportion to segment assets.

6. 營運分部(續)

上文呈報之收益指對外客戶產生之收益。年內並無分部間之銷售(二零零八年：無)。

分部業績指自各分部賺取之溢利/(產生之虧損)，惟並無分配行政開支、融資費用及所得稅抵免/(開支)。此乃就分配分部資源及評估分部表現而向主要營運決策人呈報之基準。

為監察分部表現及分配分部資源：

- 除商譽外，所有資產均分配至可呈報分部。分部共同使用之資產按個別分部賺取之收益分配；及
- 除流動及遞延稅項負債外，所有負債均分配至可呈報分部。分部共同產生之負債按比例分配至分部資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

6. OPERATING SEGMENTS (Continued)

Geographical information

The Group mainly operates in Hong Kong and Macau. The Group's revenue from continuing operations from external customers and information about its non-current assets by geographical location are detailed below:

		Revenue from		Non-current assets	
		external customers			
		來自對外客戶之收益		非流動資產	
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	14,220	1,038	679,441	2,327
Macau	澳門	60,491	18,215	339,537	456,857
		74,711	19,253	1,018,978	459,184

Information about major customers

Included in revenues arising from provision of management services of HK\$60,491,000 (2008: HK\$18,215,000) are revenues of HK\$22,684,000 (2008: HK\$9,742,000) which arose from sales to the Group's largest customer.

6. 營運分部(續)

地區資料

本集團主要於香港及澳門經營。本集團按地區劃分之來自持續經營業務對外客戶之收益及有關其非流動資產之資料詳列如下：

有關主要客戶之資料

提供管理服務產生之收益60,491,000港元(二零零八年：18,215,000港元)包括銷售予本集團最大客戶產生之收益22,684,000港元(二零零八年：9,742,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

7. TURNOVER

7. 營業額

	Continuing operations		Discontinued operations		Consolidated	
	持續經營業務		已終止經營業務		綜合	
	2009	2008	2009	2008	2009	2008
	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Sub-licensing of film rights	轉授電影發行權	2,000	—	—	—	2,000
Sales of financial assets at fair value through profit or loss, net (note)	銷售按公平值計入損益表之金融資產淨額(附註)	14,220	(962)	—	—	14,220
Rental income	租金收入	—	3,102	20,826	3,102	20,826
Service fee income	服務費收入	60,491	18,215	—	—	60,491
		74,711	19,253	3,102	20,826	77,813
						40,079

Note:

The gains or losses from sales of financial assets at fair value through profit or loss are recorded in "turnover" on a net basis.

An analysis of sales of financial assets at fair value through profit or loss is as follows:

附註：

出售按公平值計入損益表之金融資產所產生之盈虧乃按淨額基準於「營業額」中記錄。

銷售按公平值計入損益表之金融資產之分析如下：

	2009	2008	
	二零零九年	二零零八年	
	HK\$'000	HK\$'000	
	千港元	千港元	
Proceed from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益表之金融資產之所得款項	15,470	2,627
Cost of financial assets at fair value through profit or loss	按公平值計入損益表之金融資產之成本	(1,250)	(3,589)
		14,220	(962)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

8. OTHER REVENUE AND OTHER INCOME

8. 其他收益及其他收入

	Continuing operations		Discontinued operations		Consolidated	
	持續經營業務		已終止經營業務		綜合	
	2009	2008	2009	2008	2009	2008
	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Other revenue	其他收益					
Interest income on loan to a related company	向關連公司貸款之利息收入					
	3,972	—	—	—	3,972	—
Interest income on convertible note receivable	應收可換股票據之利息收入					
	1,130	—	—	—	1,130	—
Interest income on bank deposits	銀行存款之利息收入					
	1	2,427	465	1,212	466	3,639
	5,103	2,427	465	1,212	5,568	3,639
Other income	其他收入					
Imputed interest income on:	下列項目之估算利息：					
— convertible note receivable	— 應收可換股票據					
	881	—	—	—	881	—
— promissory note receivable	— 應收承付票					
	5,901	—	—	—	5,901	—
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益					
	20	—	—	—	20	—
Sundry income	雜項收入					
	—	—	47	45	47	45
	6,802	—	47	45	6,849	45
	11,905	2,427	512	1,257	12,417	3,684

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

9. PROFIT/(LOSS) FROM OPERATIONS

9. 經營溢利／(虧損)

Profit/(loss) from operations has been arrived after charging:

經營溢利／(虧損)已扣除下列各項：

	Continuing operations		Discontinued operations		Consolidated	
	持續經營業務		已終止經營業務		綜合	
	2009	2008	2009	2008	2009	2008
	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Auditors' remuneration	600	600	—	—	600	600
Depreciation of property, plant and equipment	533	691	1,293	4,342	1,826	5,033
Impairment loss recognised in respect of trade receivables	396	—	—	—	396	—
Loss on disposal of property, plant and equipment	—	3	—	—	—	3
Share-based payment expenses in respect of consultancy services	1,330	985	—	—	1,330	985
Operating lease rentals in respect of rented premises	1,403	1,640	19	174	1,422	1,814
Staff costs including directors' remuneration						
— salaries and other allowances	6,394	6,808	942	4,615	7,336	11,423
— contributions to retirement benefits scheme	110	143	—	—	110	143
— share-based payment expenses	2,399	2,623	—	—	2,399	2,623
	8,903	9,574	942	4,615	9,845	14,189

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

10. FINANCE COSTS

10. 融資費用

	Continuing operations		Discontinued operations		Consolidated	
	持續經營業務		已終止經營業務		綜合	
	2009	2008	2009	2008	2009	2008
	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Interest expense on secured bank loan wholly repayable within five years						
須於五年內悉數償還之 有抵押銀行貸款利息開支	—	—	5,678	25,289	5,678	25,289
Imputed interest expense on convertible notes payable						
應付可換股票據之 估算利息開支	8,086	3,350	—	—	8,086	3,350
	8,086	3,350	5,678	25,289	13,764	28,639

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

11. DIRECTORS' EMOLUMENTS

The aggregate amount of emoluments payable to the directors of the Company during the year was HK\$360,000 (2008: HK\$360,000). The remuneration of each director for the years ended 31 December 2009 and 2008 is as below:

11. 董事酬金

年內應付予本公司董事之酬金總額為360,000港元(二零零八年:360,000港元)。截至二零零九年及二零零八年十二月三十一日止年度，每名董事之薪酬如下：

Name of director	董事姓名	Fees		Salaries and bonuses		Contributions to retirement benefit scheme		Share-based payment expenses		Total	
		袍金	袍金	薪金及花紅	薪金及花紅	退休福利計劃供款	退休福利計劃供款	以股份形式支付之開支	以股份形式支付之開支	總計	總計
		2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Mr. Heung Wah Keung	向華強先生	-	-	-	-	-	-	-	-	-	-
Ms. Chen Ming Yin, Tiffany	陳明英女士	-	-	-	-	-	-	-	-	-	-
Mr. Tang Chak Lam, Gilbert	鄧澤林先生	120	120	-	-	-	-	-	-	120	120
Mr. Ho Wai Chi, Paul	何偉志先生	120	120	-	-	-	-	-	-	120	120
Mr. Lien Wai Hung	連偉雄先生	120	120	-	-	-	-	-	-	120	120
		360	360	-	-	-	-	-	-	360	360

During the year, no emoluments were paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors of the Company has waived any emoluments during the year.

年內，本集團並無向本公司董事支付酬金，作為加入本集團之獎勵或離職補償。概無本公司董事於年內放棄任何酬金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

12. FIVE HIGHEST PAID INDIVIDUALS

The emoluments paid to the five highest paid individuals of the Group during the year were as follow:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 <i>HK\$'000</i> 千港元
Salaries and other allowances	薪金及其他津貼	4,037	4,699
Contributions to retirement benefits scheme	退休福利計劃供款	42	48
Share-based payment expenses	以股份形式支付之開支	907	376
		4,986	5,123

None of the five highest paid individuals of the Group was a director of the Company (2008: Nil).

Their emoluments were within the following bands:

		Number of employees 僱員人數	
		2009 二零零九年	2008 二零零八年
Nil – HK\$1,000,000	零至1,000,000港元	4	3
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	—	1
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至2,000,000港元	—	—
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至2,500,000港元	1	1

12. 五名最高薪人士

年內已付予本集團五名最高薪人士之酬金如下：

本集團五名最高薪人士中並無本公司之董事(二零零八年：無)。

彼等之酬金介乎以下範圍：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

13. INCOME TAX CREDIT/(EXPENSE)

13. 所得稅抵免／(開支)

	Continuing operations		Discontinued operations		Consolidated	
	持續經營業務		已終止經營業務		綜合	
	2009	2008	2009	2008	2009	2008
	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Current tax credit	-	13,854	-	-	-	13,854
Deferred taxation (note 37)	14,493	-	(601)	22,214	13,892	22,214
	14,493	13,854	(601)	22,214	13,892	36,068

No provision for Hong Kong Profits Tax, the PRC Corporate Income Tax or Macau Complementary Profits Tax has been made for the year ended 31 December 2009 (2008: Nil) as the Group either has no estimated assessable profits or its estimated assessable profits are wholly absorbed by the estimated tax losses brought forward.

On 26 June 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 which includes reduction in corporate profits tax rate by 1% to 16.5% effective from the year of assessment 2008/2009. Accordingly, Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits of certain subsidiaries in Hong Kong for the year ended 31 December 2009 (2008: 16.5%).

An objection was lodged by Ocean Shores Licensing Limited ("OSLL"), a wholly-owned subsidiary of the Company, against the estimated assessments for the years of assessment from 1994/1995 to 2000/2001 in relation to the offshore claims of sub-licensing income. Provision for taxation of HK\$22,238,000 had been made in the Company's 2007 audited consolidated financial statements. In February 2008, OSLL reached a compromise settlement on the estimated assessments with the Inland Revenue Department for settling the estimated tax liabilities in an aggregate amount of HK\$12,021,000, which included a surcharge of HK\$3,637,000. Therefore, a tax credit of HK\$13,854,000 was recognised in the year ended 31 December 2008.

由於本集團概無估計應課稅溢利或其估計應課稅溢利已由承前估計稅務虧損全部抵銷，故截至二零零九年十二月三十一日止年度並無就香港利得稅、中國企業所得稅或澳門補充利得稅作出撥備(二零零八年：無)。

於二零零八年六月二十六日，香港立法會通過《二零零八年收入條例草案》，當中包括將企業利得稅調低1%至16.5%，由二零零八／二零零九評稅年度生效。因此，截至二零零九年十二月三十一日止年度之香港利得稅按若干香港附屬公司之估計應課稅溢利之16.5% (二零零八年：16.5%)計算。

本公司之全資附屬公司Ocean Shores Licensing Limited (「OSLL」)就轉授發行權收入之離岸申索，針對一九九四／一九九五至二零零零／二零零一課稅年度之估計評稅提出反對。本公司已於二零零七年之經審核綜合財務報表中作出22,238,000港元之稅項撥備。於二零零八年二月，OSLL與稅務局協商解決估計評稅，以結清合共12,021,000港元之未償還稅款，當中包括3,637,000港元之附加費。因此，於截至二零零八年十二月三十一日止年度已確認13,854,000港元之稅務抵免。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

13. INCOME TAX CREDIT/(EXPENSE)

(Continued)

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

13. 所得稅抵免／(開支)(續)

本年度稅項可與綜合收益表內之除稅前溢利／(虧損)對賬如下：

	Continuing operations 持續經營業務				Discontinued operations 已終止經營業務				Consolidated 綜合			
	2009 二零零九年 HK\$'000 千港元		2008 二零零八年 HK\$'000 千港元		2009 二零零九年 HK\$'000 千港元		2008 二零零八年 HK\$'000 千港元		2009 二零零九年 HK\$'000 千港元		2008 二零零八年 HK\$'000 千港元	
	% 百分比	% 百分比	% 百分比	% 百分比	% 百分比	% 百分比	% 百分比	% 百分比	% 百分比	% 百分比	% 百分比	
Profit/(loss) before taxation 除稅前溢利／(虧損)	407,645		(110,590)		(4,975)		(149,986)		402,670		(260,576)	
Taxation at income tax rate of 16.5% (2008:16.5%) 按所得稅稅率 16.5% (二零零八年：16.5%) 計算之稅項	(67,261)	(16.5)	18,246	16.5	821	16.5	24,747	16.5	(66,440)	(16.5)	42,993	16.5
Effect of different tax rates of subsidiaries operating in other jurisdictions 於其他司法權區經營附屬公司不同稅率之影響	2,933	0.7	819	0.7	474	9.5	9,294	6.2	3,407	0.8	10,113	3.9
Tax effect of income that is not taxable in determining taxable profits 在釐定應課稅溢利時不可課稅收入之稅務影響	142,537	35.0	2,229	2.0	330	6.7	200	0.1	142,867	35.5	2,429	0.9
Tax effect of expenses that are not deductible in determining taxable profits 在釐定應課稅溢利時不可扣稅支出之稅務影響	(74,860)	(18.4)	(17,684)	(16.0)	(2,226)	(44.8)	(7,379)	(4.9)	(77,086)	(19.1)	(25,063)	(9.7)
Tax losses not yet recognised 未確認稅務虧損	(3,797)	(0.9)	(3,610)	(3.2)	—	—	(26,862)	(17.9)	(3,797)	(0.9)	(30,472)	(11.7)
Tax refund 退稅	—	—	13,854	12.5	—	—	—	—	—	—	13,854	5.3
Deferred tax credit/(expense) 遞延稅項抵免	14,941	3.7	—	—	—	—	22,214	14.8	14,941	3.7	22,214	8.6
Taxation credit/(expense) for the year 本年度稅項抵免	14,493	3.6	13,854	12.5	(601)	(12.1)	22,214	14.8	13,892	3.5	36,068	13.8

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

14. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings/(loss) per share is based on the profit/(loss) attributable to owners of the Company for the years ended 31 December 2009 and 2008 and the weighted average number of ordinary shares in issue during these years.

The calculation of basic earnings/(loss) per share is based on the following data:

14. 每股盈利／（虧損）

每股基本盈利／（虧損）乃按截至二零零九年及二零零八年十二月三十一日止年度本公司擁有人應佔溢利／（虧損）及該等年度內已發行普通股加權平均數計算。

每股基本盈利／（虧損）乃根據下列數據計算：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Profit/(loss) for the year attributable to owners of the Company	本公司擁有人應佔 本年度溢利／（虧損）		
From continuing operations	來自持續經營業務	422,138	(96,736)
From discontinued operations	來自已終止經營業務	(5,576)	(127,772)
From continuing and discontinued operations	來自持續經營及 已終止經營業務	416,562	(224,508)
		2009 二零零九年 '000 千股	2008 二零零八年 '000 千股 (Restated) (重列)
Number of ordinary shares	普通股數目		
Weighted average number of ordinary shares in issue during the year	年內已發行普通股 加權平均數	106,850	195,187

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

14. EARNINGS/(LOSS) PER SHARE

(Continued)

The weighted average number of ordinary shares in issue for the purposes of basic earnings/(loss) per share has been adjusted to take into the effect of the share consolidations that became effective on 2 May 2008 and 23 April 2009. Details of the share consolidations are set out in note 32 to the consolidated financial statements.

Diluted earnings/(loss) per share for the years ended 31 December 2009 and 2008 were the same as the basic earnings/(loss) per share. The Company's outstanding share options and convertible notes payable were not included in the calculation of diluted earnings/(loss) per share because the effects of the conversion of the Company's outstanding share options and convertible notes payable were anti-dilutive.

15. DIVIDEND

The directors of the Company do not recommend the payment of any dividend for the year ended 31 December 2009 (2008: Nil).

14. 每股盈利／(虧損)(續)

於計算每股基本盈利／(虧損)時所用之已發行普通股加權平均數已作出調整，以計入於二零零八年五月二日及二零零九年四月二十三日生效之股份合併之影響。股份合併之詳情載於綜合財務報表附註32。

截至二零零九年及二零零八年十二月三十一日止年度之每股攤薄盈利／(虧損)與每股基本盈利／(虧損)相同。由於兌換本公司之未行使購股權及應付可換股票據具有反攤薄作用，故計算每股攤薄盈利／(虧損)時並無包括本公司之未行使購股權及應付可換股票據。

15. 股息

本公司董事並不建議派發截至二零零九年十二月三十一日止年度之任何股息(二零零八年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

The Group

本集團

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本					
At 1 January 2008	於二零零八年一月一日	2,381	5,114	1,257	1,098	9,850
Additions	添置	1,074	20,510	813	—	22,397
Disposals	出售	—	(2)	—	(5)	(7)
Exchange alignments	匯兌調整	—	290	—	—	290
Transfer to assets of disposal group classified as held for sale (note 31)	轉撥至分類為持作出售 之出售組別資產 (附註31)	(709)	(25,752)	—	—	(26,461)
At 31 December 2008 and 1 January 2009	於二零零八年十二月 三十一日及二零零九年 一月一日	2,746	160	2,070	1,093	6,069
Additions	添置	—	—	236	—	236
Disposals	出售	—	—	(156)	—	(156)
At 31 December 2009	於二零零九年 十二月三十一日	2,746	160	2,150	1,093	6,149
Accumulated depreciation	累計折舊					
At 1 January 2008	於二零零八年一月一日	1,665	664	791	730	3,850
Charged for the year	本年度費用	439	4,283	256	55	5,033
Elimination on disposals	出售時對銷	—	(1)	—	(3)	(4)
Exchange alignments	匯兌調整	—	75	—	—	75
Transfer to assets of disposal group classified as held for sale (note 31)	轉撥至分類為持作出售 之出售組別資產 (附註31)	(79)	(4,961)	—	—	(5,040)
At 31 December 2008 and 1 January 2009	於二零零八年十二月 三十一日及二零零九年 一月一日	2,025	60	1,047	782	3,914
Charged for the year	本年度費用	240	20	227	46	533
Elimination on disposals	出售時對銷	—	—	(136)	—	(136)
At 31 December 2009	於二零零九年 十二月三十一日	2,265	80	1,138	828	4,311
Net book value	賬面淨值					
At 31 December 2009	於二零零九年 十二月三十一日	481	80	1,012	265	1,838
At 31 December 2008	於二零零八年 十二月三十一日	721	100	1,023	311	2,155

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

17. INVESTMENT PROPERTIES

17. 投資物業

The Group

本集團

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
At 1 January	於一月一日	—	887,450
Additions	添置	—	36,495
Transfer from inventories	轉撥自存貨	—	5,707
Gain arising on change in fair value recognised in the consolidated income statement	綜合收益表中已確認之公平值變動產生之收益	—	(74,045)
Exchange alignment	匯兌調整	—	51,353
Transfer to assets of disposal group classified as held for sale (note 31)	轉撥至分類為持作出售之出售組別資產 (附註31)	—	(906,960)
At 31 December	於十二月三十一日	—	—

The fair value of the Group's investment properties as at 31 December 2008 has been arrived at on the basis of the valuation carried out on that date by Grant Sherman Appraisal Limited, an independent firm of professional valuers not connected with the Group, is a member of the Hong Kong Institute of Valuers and has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

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

At 31 December 2008, the investment properties of the Group were located in the PRC and re-classified as assets of disposal group classified as held for sale. Certain investment properties with a fair value of approximately HK\$853,835,000 have been pledged to secure banking facilities granted to the Group.

本集團投資物業於二零零八年十二月三十一日之公平值，乃按中證評估有限公司於該等日期進行之估值達致。中證評估有限公司為與本集團概無關連之獨立專業估值師行，並為香港測量師公會會員，具有適當資歷，並曾於近期為相關地點之同類物業作出估值。

本集團所有按經營租約為賺取租金或以資本增值為目的所持有之物業權益採用公平值模式計算，並分類為投資物業入賬。

於二零零八年十二月三十一日，本集團之投資物業均於中國，並重新分類為分類為持作出售之出售組別資產。若干公平值約853,835,000港元之投資物業已抵押以取得授予本集團之銀行融資。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

18. GOODWILL

18. 商譽

		The Group 本集團 HK\$'000 千港元
Cost	成本	
At 1 January 2008	於二零零八年一月一日	117,412
Acquisition of subsidiaries (notes a and b)	收購附屬公司 (附註(a)及(b))	102,891
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日 及二零零九年一月一日	220,303
Disposal of subsidiaries (note (c))	出售附屬公司 (附註(c))	(926)
At 31 December 2009	於二零零九年十二月三十一日	219,377
Accumulated impairment	累計減值	
At 1 January 2008	於二零零八年一月一日	77,956
Impairment loss recognised	已確認減值虧損	142,347
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日 及二零零九年一月一日	220,303
Disposal of subsidiaries (note (c))	出售附屬公司 (附註(c))	(926)
At 31 December 2009	於二零零九年十二月三十一日	219,377
Carrying amounts	賬面值	
At 31 December 2009	於二零零九年十二月三十一日	—
At 31 December 2008	於二零零八年十二月三十一日	—

Notes:

(a) On 29 May 2008, the Group further acquired 3.3% of the registered capital of 北京莎瑪房地產開發有限公司 (“北京莎瑪”), a then wholly owned subsidiary of the Company. The total cash consideration of the acquisition was approximately HK\$4,824,000. As a result, a goodwill of approximately HK\$926,000 was recognised from this acquisition.

附註：

(a) 於二零零八年五月二十九日，本集團進一步收購北京莎瑪房地產開發有限公司(「北京莎瑪」，本公司當時之全資附屬公司)註冊資本之3.3%。收購之總現金代價約為4,824,000港元。因此，是次收購確認商譽約926,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

18. GOODWILL (Continued)

Notes: (Continued)

- (b) On 29 August 2008, the Group acquired a 100% of the issued share capital of Rich Daily Group Limited (“Rich Daily”). The total consideration of the acquisition was HK\$504,000,000, which was settled by cash and issuance of convertible notes payable (note 39). As a result, a goodwill of approximately HK\$101,965,000 was arisen from the acquisition of Rich Daily.
- (c) On 8 April 2009, the Group disposed of 100% interests in Shinhan-Golden Faith International Development Limited (“Shinhan Golden”) and World East Investment Limited (“World East”) to China Star Film Group Limited (formerly known as Golife Concepts Holdings Limited) (“CSFGL”) at consideration of HK\$212,732,000, which was settled by cash, convertible note receivable, promissory note receivable and ordinary shares of CSFGL.
- (d) Adjustment to cost of combination in respect of an acquisition in prior year

Pursuant to the conditional sale and purchase agreement dated 28 February 2008 (the “Sales and Purchase Agreement”) relating to the acquisition of the entire issued share capital of Rich Daily (the “Acquisition”), Mr. Ng Cheuk Fai has irrevocably and unconditionally guaranteed to the Group that the services fee of Rich Daily for the period from 1 July 2008 to 30 June 2009 (the “Relevant Period”) shall not less than HK\$72,000,000. In the event that the actual service fee of Rich Daily for the Relevant Period is less than HK\$72,000,000, the consideration of the Acquisition shall be adjusted by seven times the shortfall. The adjustment shall be initially deducted from a convertible note in a principal amount of HK\$72,000,000 payable to Well Will Investment Limited, the vendor, on a dollar for dollar basis. If the convertible note payable is insufficient to settle the adjustment, Mr. Ng Cheuk Fai has undertaken to pay the Group the balance in cash.

As the actual service fee of Rich Daily for the Relevant Period amounted to HK\$57,224,000, the guarantee for service fee for the Relevant Period has not achieved. According to the Sale and Purchase Agreement, the adjustment to the consideration of the Acquisition was HK\$103,434,000, of which HK\$72,000,000 was deducted from the convertible note payable on a dollar for dollar basis and HK\$31,434,000 was settled in cash by Mr. Ng Cheuk Fai.

18. 商譽(續)

附註：(續)

- (b) 於二零零八年八月二十九日，本集團收購 Rich Daily Group Limited (「Rich Daily」) 已發行股本之100%。按公平值計算，收購之總代價約為504,000,000港元，以現金及發行可換股票據之方式支付(附註39)。因此，收購 Rich Daily 確認商譽約101,965,000港元。
- (c) 於二零零九年四月八日，本集團出售其於 Shinhan-Golden Faith International Development Limited (「Shinhan-Golden」) 及 World East Investment Limited (「World East」) 之100%權益予中國星電影集團有限公司(前稱為寶利福控股有限公司，「CSFGL」)，代價為212,732,000港元，乃以現金、應收可換股票據、應收承付票及 CSFGL 普通股清償。
- (d) 於過往年度進行收購之合併成本調整

根據收購 Rich Daily 之全部已發行股本(「收購」)而於二零零八年二月二十八日訂立之有條件買賣協議(「買賣協議」)，吳卓徽先生已不可撤回及無條件地向本集團擔保，二零零八年七月一日至二零零九年六月三十日期間(「相關期間」)之服務費將不少於72,000,000港元。倘相關期間之服務費擔保少於72,000,000港元，則收購之代價將調整差額之七倍。調整將首先按等價基準從支付予 Well Will Investment Limited (賣方) 之可換股票據扣除72,000,000港元。倘可換股票據不足以支付調整金額，則吳卓徽先生已承諾以現金支付餘額。

由於 Rich Daily 於相關期間之實際服務費為57,224,000港元，故未能達致相關期間之服務擔保。根據買賣協議，代價之調整為103,434,000港元，當中72,000,000港元乃自可換股票據按等價基準扣減，而31,434,000港元乃由吳卓徽先生以現金清償。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

18. GOODWILL (Continued)

Notes: (Continued)

(d) (Continued)

As the consideration for the Acquisition was adjusted from HK\$504,000,000 to HK\$400,566,000, an adjustment to cost of combination in respect of an acquisition of approximately HK\$103,434,000 was credited to the consolidated income statement.

Impairment of goodwill

For the year ended 31 December 2008, the directors of the Company reassessed the recoverable amounts of the cash-generating units (“CGUs”) with reference to the valuations performed by Grant Sherman Appraisal Limited, an independent firm of professional valuers, and determined that an impairment loss of HK\$142,347,000 was recognised.

The recoverable amounts of the CGUs are determined from value-in-use calculations. One of the key assumptions for the value-in-use calculations is the discount rate. For the year ended 31 December 2008, discount rates of 16.03% per annum for property investment and 17.68% per annum for provision of management services were applied in the value-in-use models which use cash flow projections based on the financial forecasts approved by the directors of the Company. The valuers estimate discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risk specific to the CGUs.

18. 商譽(續)

附註：(續)

(d) (續)

由於收購之代價已由504,000,000港元調整至400,566,000港元，收購之合併成本調整約103,434,000港元於綜合收益表入賬。

商譽減值

於截至二零零八年十二月三十一日止年度內，在參照獨立專業估值師行中證評估有限公司進行之估值後，本公司董事已重新評審現金產生單位(「現金產生單位」)之可收回金額，並釐定減值虧損142,347,000港元已獲確認。

現金產生單位之可收回金額乃按使用價值計算而定。使用價值計算之其中一項主要假設為折現率。截至二零零八年十二月三十一日止年度，應用在使用價值模式之折現率為就物業投資而言每年16.03%及就提供管理服務而言每年17.68%乃採用依據本公司董事批准之財務預測作出之現金流量預測。估值師以除稅前折現率估計折現率，除稅前折現率反映金額之時間價值及現金產生單位之特定風險之市場評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

19. INTANGIBLE ASSETS

19. 無形資產

		The Group 本集團 HK\$'000 千港元
Cost	成本	
At 1 January 2008	於二零零八年一月一日	—
Acquisition of a subsidiary (note 39)	收購一間附屬公司(附註39)	456,857
At 31 December 2008, 1 January 2009 and 31 December 2009	於二零零八年十二月三十一日， 二零零九年一月一日及二零零九年 十二月三十一日	456,857
Accumulated impairment	累計減值	
At 1 January 2008, 31 December 2008 1 January 2009	於二零零八年一月一日、 二零零八年十二月三十一日及 二零零九年一月一日	—
Impairment loss recognised	已確認減值虧損	(117,320)
At 31 December 2009	於二零零九年十二月三十一日	(117,320)
Carrying amounts	賬面值	
At 31 December 2009	於二零零九年十二月三十一日	339,537
At 31 December 2008	於二零零八年十二月三十一日	456,857

The intangible assets represent the carrying amounts of services agreements held by Rich Daily. The intangible assets have indefinite useful lives and no amortisation have been made.

For the year ended 31 December 2009, the directors of the Company reassessed the recoverable amounts of the services agreements with reference to the valuation performed by Grant Sherman Appraisal Limited, an independent firm of professional valuers, and determined that an impairment loss of HK\$117,320,000 was recognised (2008: Nil).

無形資產指 Rich Daily 所持有服務協議之賬面值。無形資產具有無限可使用年期，亦無作出攤銷。

截至二零零九年十二月三十一日止年度，在參照獨立專業估值師行中證評估有限公司進行之估值後，本公司董事已重新評審服務協議之可收回金額，並釐定117,320,000港元(二零零八年：無)之減值虧損已獲確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

19. INTANGIBLE ASSETS (Continued)

The recoverable amounts of the services agreements were assessed by reference to value-in-use calculation. A discount rate of 19.12% per annum (2008: 17.68%) was applied in the value-in-use model which uses cash flow projections based on financial forecasts approved by the directors of the Company covering a ten-year period. There are a number of assumptions and estimates involved for the preparation of the cash flow projections for the period covered by the forecast. Key assumptions include gross margin and growth rate which are determined by the management of the Group based on its expectation for market development. The discount rate used is pre-tax and reflects specific risks relating to the industry.

19. 無形資產(續)

服務協議之可收回金額是參照使用價值計算方式評估。應用在使用價值模式之折現率為每年19.12% (二零零八年：17.68%)，採用依據本公司董事批准之財務預測作出之現金流量預測，所涵蓋之期間為十年。編製預測所涵蓋期間之現金流量預測涉及多項假設及估計。主要假設包括毛利率及增長率，該等數字是由本集團管理層根據其預期市場之發展而釐定。所用折現率是除稅前，且反映與行業有關之特定風險。

20. INTERESTS IN ASSOCIATES

20. 於聯營公司之權益

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cost of investments in associates listed in Hong Kong	於香港上市之聯營公司之投資成本	266,778	—
Excess of acquirer's interest in fair value of associates' identifiable net assets over cost of acquisition (notes a (i) and b (i))	收購方於聯營公司可識別淨資產公平值之權益超出收購成本之數額 (附註a (i)及b (i))	702,500	—
Partial disposal of an associate (note b (ii))	部份出售聯營公司之虧損 (附註b (ii))	(343,130)	—
Loss on deemed disposal of an associate (note a (ii))	視作出售聯營公司之虧損 (附註a (ii))	(6,629)	—
Share of exchange reserve change of associates	應佔聯營公司匯兌儲備變動	(99)	—
Share of post-acquisition results and net of dividend received	應佔收購後業績及扣除已收股息	22,488	—
		641,908	—

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

20. INTERESTS IN ASSOCIATES (Continued)

At 31 December 2009, the Group had interests in the following associates:

Name of associate	Country/place of incorporation	Principal place of operation	Class of shares held	Proportion of voting power held	Principal activities
聯營公司名稱	註冊成立國家/地點	主要營運地點	所持股份類別	所持投票權之比例	主要業務
CSFGL	the Cayman Islands and continued in Bermuda 開曼群島，並於百慕達存續	Hong Kong 香港	Ordinary 普通股	15.66%	Investment holding 投資控股
China Star Entertainment Limited ("CSEL") 中國星集團有限公司 ("CSEL")	Bermuda 百慕達	Hong Kong 香港	Ordinary 普通股	29.61%	Investment holding 投資控股

Notes:

(a) CSFGL

- (i) On 8 April 2009, CSFGL issued 11,769,194 new shares at a price of HK\$0.50 per share to the Group for settling part of the consideration for acquiring the entire issued share capital of Shinhan-Golden and World East together with the loans due by each of them to the Group. The 11,769,194 new shares represented 20.36% of the issued share capital of CSFGL as enlarged by the issue of 11,769,194 new shares and the fair value of which is HK\$2,118,000. As a result, the Group recorded an excess of acquirer's interest in fair value of associates' identifiable net assets over cost of acquisition of HK\$16,286,000 which is included as income in the determination of the investors' share of CSFGL and its subsidiaries' profit for the year ended 31 December 2009.
- (ii) During the year, CSFGL issued new shares pursuant to a private placement and upon exercise of share options which caused a dilution on the Group's interest in CSFGL from 20.36% to 15.66%. As a result, the Group recorded a loss on deemed disposal of an associate of HK\$6,629,000. The directors of the Company consider that the Group has retained significant influence over CSFGL by the representation of the Group on the board of directors of CSFGL despite the interest held by the Group is below 20% and the Group has continuously accounted for CSFGL as its associate for the year ended 31 December 2009.

20. 於聯營公司之權益(續)

於二零零九年十二月三十一日，本集團於以下聯營公司中擁有權益：

附註：

(a) CSFGL

- (i) 於二零零九年四月八日，CSFGL按每股0.50港元之價格向本集團發行11,769,194股新股份，以支付向本集團收購Shinhan-Golden及World East全部已發行股本連同彼等各自結欠本集團之貸款之部份代價。該11,769,194股新股份佔CSFGL經發行11,769,194股新股份擴大之已發行股本20.36%，而其公平值為2,118,000港元。因此，本集團錄得收購方於聯營公司可識別淨資產公平值之權益超出收購成本之數額16,286,000港元，已於釐定投資者應佔CSFGL及其附屬公司於截至二零零九年十二月三十一日止年度之溢利時計作收入。
- (ii) 年內，CSFGL根據私人配售及因行使購股權而發行新股份，導致本集團於CSFGL之權益由20.36%攤薄至15.66%。因此，本集團錄得視作出售聯營公司虧損6,629,000港元。本公司董事認為本集團透過於CSFGL董事會中有代表，對CSFGL仍保留重大影響力，故儘管本集團所持權益少於20%，本集團於截至二零零九年十二月三十一日止年度仍繼續將CSFGL入賬列為其聯營公司。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

20. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(a) CSFGL (Continued)

- (iii) On 2 July 2009, the Group subscribed 94,153,552 new shares in CSFGL under the open offer announced on 23 April 2009. The consideration for subscription of the new ordinary shares amounted to HK\$9,415,000.
- (iv) At 31 December 2009, the fair value of the Group's interest in CSFGL, based on published quoted price on the Stock Exchange, was HK\$33,366,000 and the carrying amount of the Group's interest was HK\$27,465,000.

(b) CSEL

- (i) As a result of the conversion of the CSEL Note (as defined in note 29), CSEL has become an associate of the Company and the Group recognised an excess of acquirer's interest in fair value of associates' identifiable net assets over cost of acquisition of HK\$686,214,000 which is included as income in the determination of the investors' share of CSEL and its subsidiaries' profit for the year ended 31 December 2009.
- (ii) On 10 December 2009, the Group disposed of 320,000,000 shares in CSEL to independent third parties at a price of HK\$0.20 per share. As the net asset value of the 320,000,000 shares in CSEL was HK\$343,130,000 and the consideration (after deducting transaction costs) was HK\$63,110,000, the Group recorded a loss on partial disposal of an associate of HK\$280,020,000.
- (iii) At 31 December 2009, the fair value of the Group's interest in CSEL, based on published quoted price on the Stock Exchange, was HK\$124,440,000 and the carrying amount of the Group's interest in CSEL was HK\$614,443,000.

20. 於聯營公司之權益(續)

附註：(續)

(a) CSFGL(續)

- (iii) 於二零零九年七月二日，本集團根據於二零零九年四月二十三日公佈之公開發售認購94,153,552股CSFGL新股份。認購新普通股之代價為9,415,000港元。
- (iv) 於二零零九年十二月三十一日，本集團於CSFGL之權益之公平值(根據聯交所報價格計算)為33,366,000港元，而本集團權益之賬面值為27,465,000港元。

(b) CSEL

- (i) 於兌換CSEL票據(按附註29所定義)後，CSEL已成為本公司之聯營公司，而本集團已確認收購方於聯營公司可識別淨資產公平值之權益超出收購成本之數額686,214,000港元，其已於釐定投資者應佔CSEL及其附屬公司於截至二零零九年十二月三十一日止年度之溢利時計作收入。
- (ii) 於二零零九年十二月十日，本集團按每股0.20港元之價格，向獨立第三方出售320,000,000股CSEL股份。由於320,000,000股CSEL股份之資產淨值為343,130,000港元，而代價(扣除交易成本後)為63,110,000港元，故本集團錄得部份出售聯營公司之虧損280,020,000港元。
- (iii) 於二零零九年十二月三十一日，根據聯交所報價格，本集團於CSEL之權益之公平值為124,440,000港元，而本集團於CSEL之權益賬面值為614,443,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

20. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(b) CSEL (Continued)

Summarised financial information in respect of the Group's associates is as follows:

		2009 二零零九年 HK\$'000 千港元
Total assets	資產總值	3,784,503
Total liabilities	負債總額	(1,289,730)
Net assets	資產淨值	2,494,773
Group's share of net assets of associates	本集團應佔聯營公司淨資產	641,908
		2009 二零零九年 HK\$'000 千港元
Total revenue	收益總額	567,652
Total profit for the year	本年度溢利總額	190,494
Group's share of profit of associates	本集團應佔聯營公司溢利	22,488
Group's share of other comprehensive income of associates	本集團應佔聯營公司其他全面收益	(99)

20. 於聯營公司之權益(續)

附註：(續)

(b) CSEL(續)

有關本集團聯營公司之財務資料概要如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

21. PROMISSORY NOTE RECEIVABLE

21. 應收承付票據

		The Group 本集團 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	—
Subscription of promissory note receivable	認購應收承付票據	25,952
Imputed interest income	估算利息收入	5,901
At 31 December 2009	於二零零九年十二月三十一日	31,853

As detailed in note 40 to the consolidated financial statements, CSFGL issued a promissory note in a principal amount of HK\$100,000,000 to the Group for settling part of the consideration for acquiring the entire issued share capital of Shinhan-Golden and World East together with the loans due by each of them to the Group. The Group measured the promissory note receivable initially at fair value and subsequently at amortised cost.

The fair value of this promissory note receivable as at the date of its issue is HK\$25,952,000. The effective interest rate of the promissory note receivable is 30.97%.

The promissory note receivable is unsecured, interest-free and maturing on 7 April 2014.

誠如財務報表附註40所詳述，CSFGL向本集團發行本金額為100,000,000港元之承付票據，以支付收購Shinhan-Golden及World East全部已發行股本之部份代價以及其各自欠付本集團之貸款。本集團初步按公平值及其後按攤銷成本計量應收承付票據。

本應收承付票據於其發行日期之公平值為25,952,000港元。應收承付票據之實際利率為30.97%。

應收承付票據乃無抵押、免息，並將於二零一四年四月七日期到期。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

22. CONVERTIBLE NOTE RECEIVABLE

The convertible note receivable contains two components, debts and conversion options components.

The debt component of the convertible note receivable was accounted for as loans and receivables while the conversion options component of convertible note receivable was accounted for as derivative financial instruments.

The movement of the debt component of the convertible note receivable from CSFGL for the year is set out below:

		The Group 本集團 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	—
Subscription of convertible note	認購可換股票據	2,789
Imputed interest income on convertible note	可換股票據之估算利息收入	2,011
Interest income received and receivable	已收及應收利息收入	(1,130)
At 31 December 2009	於二零零九年十二月三十一日	3,670

(a) As detailed in note 40 to the consolidated financial statements, CSFGL issued convertible note (the “GSFGL Note”) in a principal amount of HK\$100,000,000 to the Group for settling part of the consideration for acquiring the entire issued share capital of Shinhan-Golden and World East together with the loans due by each of them to the Group. The CSFGL Note entitles the Group to convert it into ordinary shares of CSFGL at an adjusted conversion price of HK\$0.229 per share (subject to adjustment) during the period from 8 April 2009 to 7 April 2019. The CSFGL Note is unsecured, interest-free and maturing on 7 April 2019.

The debt component of CSFGL Note is measured at amortised cost and the effective interest rate of the debt component of the CSFGL Note is 43.04%. At 31 December 2009, the fair value of the CSFGL Note was HK\$18,316,000.

22. 應收可換股票據

應收可換股票據包括兩部分：負債及兌換選擇權部分。

應收可換股票據之負債部分乃入賬為借貸，而應收可換股票據之選擇權部分乃入賬為衍生金融工具。

應收 CSFGL 之可換股票據債務部分於本年度之變動載列如下：

(a) 誠如綜合財務報表附註40所述，CSFGL向本集團發行本金額100,000,000港元之可換股票據（「CSFGL票據」）以支付收購Shinhan-Golden及World East全部已發行股本之部分代價以及其各自欠付本集團之欠款。CSFGL票據賦予本集團權力，於二零零九年四月八日至二零一九年四月七日期間按經調整兌換價每股0.229港元（可予整調）將其兌換為CSFGL之普通股。CSFGL票據為無抵押、免息及將於二零一九年四月七日期間到期。

CSFGL票據之負債部分乃按攤銷成本計量，而CSFGL票據負債部分之實際利率為43.04%。於二零零九年十二月三十一日，CSFGL票據之公平值為18,316,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

23. TRADE RECEIVABLES

23. 貿易應收款項

		The Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
0-30 days	零至30日	6,022	4,443
31-60 days	31至60日	—	—
61-90 days	61至90日	—	—
Over 90 days	90日以上	396	2,396
		6,418	6,839
Less: Impairment loss recognised	減: 已確認減值虧損	(396)	—
		6,022	6,839

Notes:

- (a) The following is an aged analysis of the trade receivables net of impairment loss at the end of the reporting period:

附註:

- (a) 於呈報期末，貿易應收款項扣除減值虧損後之賬齡分析如下：

		The Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
0-30 days	零至30日	6,022	4,443
31-60 days	31至60日	—	—
61-90 days	61至90日	—	—
Over 90 days	90日以上	—	2,396
		6,022	6,839

The Group allows an average credit period of 90 days to its customers.

本集團給予其客戶平均90日之信貸期。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

23. TRADE RECEIVABLES (Continued)

Notes: (Continued)

- (b) Aging of trade receivables which are past due but not impaired are as follows:

0-30 days	零至30日
31-60 days	31至60日
61-90 days	61至90日
Over 90 days	90日以上

At 31 December 2009, the Company has no trade receivables past due but not impaired (2008: HK\$2,396,000).

- (c) Aging of impaired trade receivables is as follows:

0-30 days	零至30日
31-60 days	31至60日
61-90 days	61至90日
Over 90 days	90日以上

- (d) The directors of the Company consider the carrying amounts of trade receivables approximate to their fair values.

23. 貿易應收款項(續)

附註：(續)

- (b) 已逾期但未減值貿易應收款項之賬齡如下：

The Group
本集團

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
----------------------------------	----------------------------------

0-30 days	零至30日	—	—
31-60 days	31至60日	—	—
61-90 days	61至90日	—	—
Over 90 days	90日以上	—	2,396
		—	2,396

於二零零九年十二月三十一日，本集團並無已逾期但未減值之貿易應收款項(二零零八年：2,396,000港元)。

- (c) 已減值貿易應收款項之賬齡如下：

The Group
本集團

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
----------------------------------	----------------------------------

0-30 days	零至30日	—	—
31-60 days	31至60日	—	—
61-90 days	61至90日	—	—
Over 90 days	90日以上	396	—
		396	—

- (d) 本公司董事認為貿易應收款項之賬面值與其公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

24. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

24. 按金、預付款項及其他應收款項

		The Group 本集團		The Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Deposits	按金	842	827	—	—
Prepayments	預付款項	162	15	—	—
Other receivables	其他應收款項	11	785	101	—
		1,015	1,627	101	—

The carrying amounts of the deposits, prepayments and other receivables approximate to their fair values.

按金、預付款項及其他應收款項之賬面值與其公平值相若。

25. LOAN TO AN ASSOCIATE

25. 向聯營公司貸款

		The Group and the company 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
上海昇平文化發展有限公司 ("Shanghai Shengping")	上海昇平文化發展有限公司 ("上海昇平")	155,536	—

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

25. LOAN TO AN ASSOCIATE (Continued)

On 8 April 2009 (being the date of completion of the Disposal), Shanghai Shengping, a subsidiary of World East, was indebted to the Group in the sum of HK\$375,536,000. Pursuant to the sale and purchase agreement of the Disposal, the loan made to Shanghai Shengping by the Group was not settled immediately upon completion and CSFGL has provided a guarantee to the Group for a term of maximum of three financial years ending 31 December 2011 to secure the repayment. If any part of the loan has not been settled on the day falling on the fifth anniversary of the date of completion, CSFGL will issue a convertible note to settle the outstanding balance of the loan. During the year, Shanghai Shengping repaid HK\$220,000,000 to the Group.

The loan to CSFGL is secured by a corporate guarantee given by CSFGL, interest-free and has no fixed terms of repayment.

26. AMOUNT DUE FROM AN ASSOCIATE

The amount due is unsecured, interest-free and has no fixed terms of repayment.

25. 向聯營公司貸款(續)

於二零零九年四月八日(即出售完成日期), World East 附屬公司上海昇平結欠本集團為數375,536,000港元。根據出售之買賣協議,本集團向上海昇平作出之貸款並無於完成時即時清償,而CSFGL已向本集團提供擔保,年期最多為截至二零一一年十二月三十一日止三個財政年度,作為還款擔保。倘任何貸款部份並無於完成日期起計五週年當日清償,則CSFGL將發行可換股票據,以清償有關貸款。年內,上海昇平向本集團償還220,000,000港元。

有關貸款以CSFGL提供之擔保作抵押,乃免息及無固定還款期。

26. 應收聯營公司款項

	The Group 本集團		The Company 本公司	
	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
CSEL	5,103	—	3,973	—

該款項為無抵押、免息及並無固定還款期。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

27. LOAN TO A RELATED COMPANY

On 29 April 2009, the Company made a loan of HK\$200,000,000 to CSEL pursuant to the conditional loan agreement dated 11 March 2009. The Company may at any time before the maturity date demand a repayment of the whole or part of the loan by serving 20 business days prior written notice to CSEL. The loan made to CSEL was approved by the shareholders, other than Mr. Heung Wah Keung, Ms. Chen Ming Yin, Tiffany and their associates, on 22 April 2009. On 21 September 2009, the loan was utilised to subscribe the convertible notes of HK\$200,000,000 issued by CSEL pursuant to the conditional subscription agreement dated 23 July 2009 (note 29).

The loan was unsecured, interest bearing at prime rate as quoted by The Hong Kong and Shanghai Banking Corporation Limited per annum and maturing on 28 April 2012.

28. CONVERSION OPTIONS EMBEDDED IN CONVERTIBLE NOTE RECEIVABLE

Conversion options embedded in convertible note receivable represented the conversion option element of the CSFGL Note and are measured at fair value using a binomial option pricing model, at initial recognition and at the end of reporting period.

The movement of the conversion options component of the CSFGL Note for the year is set out below:

27. 向關連公司貸款

於二零零九年四月二十九日，本公司根據於二零零九年三月十一日訂立之有條件貸款向CSEL作出200,000,000港元之貸款。本公司可於到期日前任何時間透過向CSEL送達20個營業日之事先書面通知要求償還全部或部分貸款。向CSEL作出之貸款於二零零九年四月二十二日獲向華強先生、陳明英女士及彼等之聯繫人士以外之股東批准。於二零零九年九月二十一日，該筆貸款已動用以認購CSEL根據日期為二零零九年七月二十三日之有條件認購協議發行之200,000,000港元可換股票據(附註29)。

該筆貸款為無抵押、按香港上海滙豐銀行有限公司所報之最優惠年利率計算，並於二零一二年四月二十八日到期。

28. 應收可換股票據之內含兌換選擇權

內含於應收可換股票據之兌換選擇權乃指CSFGL票據之兌換選擇權因素，並於初步確認及呈報期末採用二項式期權定價模式按公平值計量。

CSFGL票據之兌換選擇權部分於年內之變動如下：

		The Group 本集團 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	—
Subscription of convertible note	認購可換股票據	
— conversion options component	— 兌換選擇權部分	82,858
Loss arising on change in fair value in respect of conversion options component	因兌換選擇權部分之公平值變動產生之虧損	(64,542)
At 31 December 2009	於二零零九年十二月三十一日	18,316

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

28. CONVERSION OPTIONS EMBEDDED IN CONVERTIBLE NOTE RECEIVABLE

(Continued)

Binomial option pricing model is used for valuation for conversion option element of the CSFGL Note. The inputs into the model of the CSFGL Note as at 8 April 2009 (being the date of subscription) and 31 December 2009, were as follows:

	8 April 2009 二零零九年 四月八日	31 December 2009 二零零九年 十二月三十一日
Stock price 股份價格	HK\$0.545 0.545 港元	HK\$0.315 0.315 港元
Conversion price 兌換價	HK\$0.5 per share 每股 0.5 港元	HK\$0.229 per share 每股 0.229 港元
Volatility 波幅	119.64%	123.18%
Dividend yield 股息收益率	Zero 零	Zero 零
Option life 期權年期	10 years 10 年	9.27 years 9.27 年
Risk free rate 無風險利率	2.101%	2.512%

28. 應收可換股票據之內含兌換選擇權 (續)

二項式期權定價模式乃用以評估 CSFGL 票據之兌換期權部分。各 CSFGL 票據於二零零九年四月八日(即認購日期)及二零零九年十二月三十一日之模式輸入參數如下：

29. CONVERTIBLE NOTE DESIGNATED AS AT FAIR VALUE THROUGH PROFIT OR LOSS

On 21 September 2009, the Group subscribed the convertible note (the "CSEL Note") in a principal amount of HK\$200,000,000 from CSEL pursuant to the conditional subscription agreement dated 23 July 2009. The subscription price of the convertible note was satisfied by setting off the loan of HK\$200,000,000 made by the Company to CSEL on 29 April 2009 (note 27). The CSEL Note entitles the Group to convert to ordinary shares in CSEL at an initial conversion price of HK\$0.20 per share (subject to adjustment). The CSEL Note was unsecured, interest bearing at prime rate as quoted by The Hong Kong and Shanghai Banking Corporation Limited per annum and maturing on 20 September 2012. The subscription of the CSEL Note was approved by the shareholders, other than Mr. Heung Wah Keung, Ms. Chen Ming Yin, Tiffany and their associates, on 14 September 2009.

The CSEL Note was designated as financial assets at fair value through profit or loss as the CSEL Note met the criteria for the category of financial assets at fair value through profit or loss.

During the year, the Group converted the entire CSEL Note to 1,000,000,000 shares in CSEL at a conversion price of HK\$0.20 per share. As a result, the Group recognised a gain arising on change in fair value in respect of convertible note of HK\$55,244,000, which represent the difference between the fair value of the CSEL Note upon conversion of HK\$255,244,000 and the carrying amount of the CSEL Note of HK\$200,000,000.

29. 指定為按公平值計入損益表之可換股票據

於二零零九年四月二十九日，本公司根據於二零零九年三月十一日訂立之有條件認購協議認購CSEL發行本金額200,000,000港元之可換股票據(「CSEL票據」)。可換股票據之認購價透過抵銷本公司於二零零九年四月二十九日向CSEL作出貸款200,000,000港元支付(附註27)。可換股票據賦予本集團權力，可按初步兌換價每股0.20港元(可予調整)將未償還本金額兌換為CSEL普通股。CSEL票據為無抵押、按香港上海滙豐銀行有限公司所報之最優惠年利率計算，並於二零一二年四月二十日到期。認購CSEL票據於二零零九年四月二十二日獲向華強先生、陳明英女士及彼等之聯繫人士以外之股東批准。

由於CSEL票據符合按公平值計入損益表之金融資產之準則，故本集團將CSEL票據指定為按公平值計入損益表之金融資產。

年內，本集團按兌換價每股0.20港元將CSEL票據全數兌換為1,000,000,000股CSEL股份。因此，本集團錄得可換股票據公平值變動收益55,244,000港元(即CSEL票據公平值255,244,000港元與其賬面值200,000,000港元之差額)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

29. CONVERTIBLE NOTE DESIGNATED AS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

The fair value of the CSEL Note as at 21 September 2009 (being the date of subscription) was measured using a binomial option pricing model. The inputs into the model were as follows:

	21 September 2009
Stock price	HK\$0.171
Conversion price	HK\$0.2 per share
Volatility	95.63%
Dividend yield	11.06%
Option life	3 years
Risk free rate	0.941%

29. 指定為按公平值計入損益表之可換股票據(續)

CSEL 票據於二零零九年九月二十一日(即認購日期)之公平值乃採用二項式期權定價模式按公平值計量。所用模式輸入之資料如下：

	二零零九年九月二十一日
股價	0.171 港元
兌換價	每股 0.2 港元
波幅	95.63%
股息率	11.06%
購股權年期	3 年
無風險利率	0.941%

30. CASH AND CASH EQUIVALENTS

(a) Statement of financial position

	The Group 本集團		The Company 本公司	
	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cash and cash equivalents 現金及現金等價物	275,802	7,218	40,027	278

30. 現金及現金等價物

(a) 財務狀況表

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

30. CASH AND CASH EQUIVALENTS

(Continued)

(b) Cash and cash equivalents at the end of the financial years as shown in the consolidated cash flows statement can be reconciled to the related items in the consolidated statement of financial position as follows:

	The Group 本集團		The Company 本公司	
	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cash and cash equivalents Included in cash and cash equivalents as per consolidated statement of financial position	275,802	7,218	40,027	278
Included in assets of disposal group classified as held for sale (note 31)	—	82,152	—	—
	275,802	89,370	40,027	278

30. 現金及現金等價物(續)

(b) 綜合現金流量表所示於財政年度結算日之現金及現金等價物可與綜合資產負債表之有關項目對賬如下：

(c) The carrying amounts of cash and bank balances are denominated in the following currencies:

	The Group 本集團		The Company 本公司	
	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Renminbi United States of America Dollars	—	82,136	—	—
Hong Kong Dollars	275,802	7,198	40,027	278
	275,802	89,370	40,027	278

(c) 現金及銀行結餘之賬面值以下列貨幣列值：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

30. CASH AND CASH EQUIVALENTS

(Continued)

(c) (Continued)

The conversion of Renminbi denominated balances into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC Government.

31. ASSETS AND LIABILITIES OF DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

On 26 November 2008, Riche (BVI) Limited entered into a conditional sale and purchase agreement (the "Agreement") with Mega Shell Services Limited ("Mega Shell"), a wholly-owned subsidiary of CSFGL, relating to the sale of the entire issued share capital of Shinhan-Golden and World East, both of them are wholly-owned subsidiaries of the Company, to Mega Shell at a consideration of HK\$211,466,310 (subject to adjustment). On completion, the consideration was adjusted to HK\$212,732,000 which was settled by Mega Shell in the following manner: (a) HK\$5,581,713 (subject to adjustment) to be paid in cash; (b) HK\$5,884,597 by procuring CSFGL to allot and issue 117,691,940 new shares in CSFGL credited as fully paid; (c) HK\$100,000,000 by procuring CSFGL to issue a convertible note; and (d) HK\$100,000,000 by procuring CSFGL to issue a promissory note.

The Agreement was approved by the shareholders at the special general meeting of the Company held on 12 February 2009 and completed on 8 April 2009.

30. 現金及現金等價物(續)

(c) (續)

以人民幣列值之結餘兌換為外幣須遵照中國政府頒佈之外匯管制規則及規例。

31. 分類為持作出售之出售組別資產及負債以及已終止經營業務

於二零零八年十一月二十六日，Riche (BVI) Limited (「Riche」) 與CSFGL之全資附屬公司Mega Shell Services Limited (「Mega Shell」) 訂立有條件買賣協議(「協議」)，內容有關向Mega Shell出售本公司之全資附屬公司Shinhan-Golden及World East之全部已發行股本，代價為211,466,310港元(可予調整)。於完成時，代價調整至212,732,000港元，已由Mega Shell按下列方式支付：(a)5,581,713港元(可予調整)將以現金支付；(b)5,884,597港元透過促使CSFGL配發及發行11,769,194股入賬列作繳足之CSFGL新股份支付；(c)100,000,000港元透過促使CSFGL發行可換股票據支付；及(d)100,000,000港元透過促使CSFGL發行承付票支付。

協議已於本公司於二零零九年二月十二日舉行之股東特別大會上獲股東批准，並於二零零九年四月八日完成。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

31. ASSETS AND LIABILITIES OF DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (Continued)

31. 分類為持作出售之出售組別資產及負債以及已終止經營業務(續)

Assets of disposal group classified as held for sale

分類為持作出售之出售組別資產

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	—	21,421
Investment properties	投資物業	—	906,960
Inventories	存貨	—	28,969
Trade receivables	貿易應收款項	—	212
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	—	9,698
Cash and cash equivalents	現金及現金等價物	—	82,152
		—	1,049,412

Liabilities of disposal group classified as held for sale

分類為持作出售之出售組別負債

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Accruals and other payables	應計費用及其他應付款項	—	13,961
Receipts in advance	預收款項	—	39,470
Secured bank loan	有抵押銀行貸款	—	319,418
Deferred taxation	遞延稅項	—	54,763
		—	427,612

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

31. ASSETS AND LIABILITIES OF DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (Continued)

31. 分類為持作出售之出售組別資產及負債以及已終止經營業務(續)

Analysis of the results of discontinued operations

已終止經營業務之業績分析

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Turnover	營業額	3,102	20,826
Cost of sales	銷售成本	(1,652)	(7,176)
Gross profit	毛利	1,450	13,650
Other revenue and other income	其他收益及其他收入	512	1,257
Gain/(loss) arising on change in fair value in respect of investment properties	投資物業之公平值變動產生之收益/(虧損)	2,002	(74,045)
Impairment loss recognised in respect of goodwill	已確認商譽減值虧損	—	(40,382)
Administrative expenses	行政開支	(3,261)	(25,177)
Profit/(loss) from discontinued operations	來自已終止經營業務之溢利/(虧損)	703	(124,697)
Finance costs	融資費用	(5,678)	(25,289)
Loss before taxation from discontinued operations	來自已終止經營業務之除稅前虧損	(4,975)	(149,986)
Income tax (expense)/credit	所得稅(開支)/抵免	(601)	22,214
Loss for the year from discontinued operations	來自已終止經營業務之本年度虧損	(5,576)	(127,772)
Loss attributable to the owners of the Company	本公司擁有人應佔虧損	(5,576)	(127,772)

Analysis of the cash flows from discontinued operations

已終止經營業務之現金流量分析

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Operating cash flows	經營現金流量	44,252	160,660
Investing cash flows	投資現金流量	(52,668)	(63,073)
Financing cash flows	融資現金流量	(22,301)	(53,891)
		(30,717)	43,696

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

32. SHARE CAPITAL

32. 股本

Movements in the share capital of the Company during the year were as follows:

本公司年內之股本變動如下：

		Number of shares		Share capital	
		股份數目		股本	
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		'000	'000	HK\$'000	HK\$'000
		千股	千股	千港元	千港元
Ordinary share of HK\$0.01 each (2008: HK\$0.01 each)	每股面值0.01港元 (二零零八年: 每股面值0.01港元) 之普通股				
<i>Authorised:</i>	<i>法定:</i>				
At 1 January	於一月一日	2,000,000	6,000,000	20,000	600,000
Capital reorganisation	股本重組				
– share consolidation (notes a(i) and h(i))	– 股份合併 (附註a(i)及h(i))	(1,800,000)	(5,400,000)	–	–
– capital reduction (notes a(ii) and h(ii))	– 股本削減 (附註a(ii)及h(ii))	–	–	(18,000)	(594,000)
Increase in authorised share capital (note b)	增加法定股本 (附註b)	–	1,400,000	–	14,000
At 31 December	於十二月三十一日	200,000	2,000,000	2,000	20,000
<i>Issued and fully paid:</i>	<i>已發行及繳足:</i>				
At 1 January	於一月一日	195,187	1,951,860	1,952	195,186
Exercise of share options (note c)	行使購股權 (附註c)	–	10	–	1
Issuance of new shares (note d)	發行新股份 (附註d)	39,000	–	390	–
Issuance of new shares (note e)	發行新股份 (附註e)	200,000	–	2,000	–
Issuance of new shares (note f)	發行新股份 (附註f)	300,000	–	3,000	–
Issuance of new shares (note g)	發行新股份 (附註g)	367,093	–	3,671	–
Capital reorganisation	股本重組				
– share consolidation (notes a(i) and h(i))	– 股份合併 (附註a(i)及h(i))	(991,152)	(1,756,683)	–	–
– capital reduction (notes a(ii) and h(ii))	– 股本削減 (附註a(ii)及h(ii))	–	–	(9,912)	(193,235)
Issuance of new shares (note i)	發行新股份 (附註i)	22,000	–	220	–
Issuance of new shares (note j)	發行新股份 (附註j)	56,000	–	560	–
At 31 December	於十二月三十一日	188,128	195,187	1,881	1,952

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

32. SHARE CAPITAL (Continued)

Notes:

- (a) On 30 April 2008, the shareholders approved the following changes to the capital of the Company:
- (i) the share consolidation on the basis of every ten issued and unissued ordinary shares of HK\$0.10 each in the share capital of the Company into one ordinary share of HK\$1.00 each in the share capital of the Company;
 - (ii) immediate after completion of the share consolidation in (i) above, the reduction of the nominal value of all issued and unissued ordinary shares of HK\$1.00 each in the share capital of the Company from HK\$1.00 each to HK\$0.01 each; and
 - (iii) the cancellation of the entire amount of HK\$813,058,000 standing to the credit of the share premium account of the Company at 31 December 2007 by transferring such credit amount to the contributed surplus account of the Company and the application of HK\$518,374,000 in the contributed surplus account to set off against the accumulated losses of the Company of HK\$518,374,000 at 31 December 2006 entirely.

The capital reorganisation became effective on 2 May 2008.

- (b) On 19 December 2008, the shareholders approved the increase in the authorised share capital of the Company from HK\$6,000,000, divided into 600,000,000 ordinary shares of HK\$0.01 each, to HK\$20,000,000, divided into 2,000,000,000 ordinary shares of HK\$0.01 each, by the creation of an additional 1,400,000,000 new ordinary shares of HK\$0.01 each.
- (c) On 8 April 2008, the Company allotted and issued 10,009 new ordinary shares of HK\$0.10 each pursuant to the exercise of share options granted to an employee of the Group. The exercise price was HK\$0.1146 per share.
- (d) On 9 January 2009, 39,000,000 new ordinary shares of HK\$0.01 each were allotted and issued at a price of HK\$0.102 per share by way of top-up subscription of new shares under general mandate. The net proceeds of approximately HK\$3,820,000 were intended to be used for reducing the Group's bank borrowings.

32. 股本(續)

附註：

- (a) 於二零零八年四月三十日，股東批准以下本公司股本變動：
- (i) 股份合併，基準為本公司股本中每十股每股面值0.10港元之已發行及未發行股份合併為一股本公司股本中每股面值1.00港元之股份；
 - (ii) 緊隨上述(i)之股份合併完成後，將本公司股本中每股面值1.00港元之所有已發行及未發行股份之面值由每股1.00港元削減至每股0.01港元；及
 - (iii) 註銷本公司於二零零七年十二月三十一日之股份溢價賬全部進賬金額813,058,000港元，方式為將該進賬金額轉撥至本公司之實繳盈餘賬，並應用實繳盈餘賬中之518,374,000港元以完全抵銷本公司於二零零六年十二月三十一日之累計虧損518,374,000港元。

股本重組於二零零八年五月二日生效。

- (b) 於二零零八年十二月十九日，股東批准透過增設1,400,000,000股每股面值0.01港元之新股份，將本公司之法定股本由6,000,000,000港元(分為600,000,000股每股面值0.01港元之股份)增加至20,000,000,000港元(分為2,000,000,000股每股面值0.01港元之股份)。
- (c) 於二零零八年四月八日，本公司因授予本集團僱員之購股權獲行使而配發及發行10,009股每股面值0.10港元之新股份。行使價為每股0.1146港元。
- (d) 於二零零九年一月九日，本公司根據一般授權透過先舊後新認購之方式，按每股0.102港元之價格配發及發行39,000,000股每股面值0.01港元之新普通股。所得款項淨額約3,820,000港元擬用作減少本集團之銀行借貸。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

32. SHARE CAPITAL (Continued)

Notes: (Continued)

- (e) On 11 February 2009, 200,000,000 new ordinary shares of HK\$0.01 each were allotted and issued at a price of HK\$0.102 per share by way of placing of new shares under specific mandate. The net proceeds of approximately HK\$19,870,000 were intended to be used for reducing the Group's bank borrowings.
- (f) On 2 March 2009, 300,000,000 new ordinary shares of HK\$0.01 each were allotted and issued at a price of HK\$0.091 per share by way of placing of new shares under specific mandate. The net proceeds of approximately HK\$26,850,000 were intended to be used for reducing the Group's bank borrowings.
- (g) On 30 March 2009, 367,093,498 new ordinary shares of HK\$0.01 each were allotted and issued at a subscription price of HK\$0.10 per share by way of open offer to the qualifying shareholders on the basis of one new share for every two existing shares held on 6 March 2009. The net proceeds of approximately HK\$34,339,000 were intended to be used for financing possible diversified investments and general working capital of the Group.
- (h) On 22 April 2009, the shareholders approved the following changes to the capital of the Company:
- (i) share consolidation: that every ten issued and existing ordinary shares of HK\$0.01 each in the issued share capital of the Company be consolidated into one issued ordinary share of HK\$0.10 (the "Consolidated Shares") in the issued share capital of the Company; and
- (ii) capital reduction – that (i) the total number of the Consolidated Shares in the issued share capital of the Company following the share consolidation be rounded down to a whole number by cancelling the fractional share arising from the share consolidation; (ii) the nominal value of each of the issued Consolidated Shares of HK\$0.10 be reduced to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.09 on each issued Consolidated Share; and (iii) the amount of credit arising from capital reduction be credited to the contributed surplus account of the Company.

The capital reorganisation became effective on 23 April 2009.

32. 股本(續)

附註：(續)

- (e) 於二零零九年二月十一日，本公司透過根據特別授權配售新股份之方式，按每股0.102港元之價格配發及發行200,000,000股每股面值0.01港元之新普通股。所得款項淨額約19,870,000港元擬用作減少本集團之銀行借貸。
- (f) 於二零零九年三月二日，本公司透過根據特別授權配售新股份之方式，按每股0.091港元之價格配發及發行300,000,000股每股面值0.01港元之新普通股。所得款項淨額約26,850,000港元擬用作減少本集團之銀行借貸。
- (g) 於二零零九年三月三十日，本公司透過以於二零零九年三月六日每持有兩股現有股份獲發一股新股份之基準向合資格股東公開發售股份之方式，按每股0.10港元之價格配發及發行367,093,498股每股面值0.01港元之新普通股。所得款項淨額約34,339,000港元擬用作撥付本集團之可能多元化投資及本集團之一般營運資金。
- (h) 於二零零九年四月二十二日，股東批准對本公司股本作出以下變動(「股本重組」)：
- (i) 股份合併：將每十股本公司已發行股本中每股面值0.01港元之已發行現有股份合併為一股本公司股本中面值0.10港元之已發行普通股(「合併股份」)；及
- (ii) 股本削減 — (i) 透過註銷股份合併產生之零碎股份，將股份合併後本公司已發行股本中之合併股份總數下調至整數；(ii) 透過自繳足股本註銷每股已發行合併股份0.09港元，將每股面值0.10港元之已發行合併股份面值削減至0.01港元；及(iii) 將股本削減產生之進賬金額撥入本公司之實繳盈餘賬。

股本重組於二零零九年四月二十三日生效。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

32. SHARE CAPITAL (Continued)

Notes: (Continued)

- (i) On 10 September 2009, 22,000,000 new ordinary shares of HK\$0.01 each were allotted and issued at a price of HK\$0.42 per share by way of top-up subscription of new shares under general mandate. The net proceeds of approximately HK\$9,030,000 were intended to be used for general working capital of the Group.
- (j) On 29 December 2009, 56,000,000 new ordinary shares of HK\$0.01 each were allotted and issued to Thought Diamond International Limited at a price of HK\$0.50 per share. The net proceeds of approximately HK\$27,700,000 were intended to be used for possible diversified investments of the Group.

32. 股本(續)

附註：(續)

- (i) 於二零零九年九月十日，根據一般授權以先舊後新配售之方式按每股0.42港元之價格配發及發行22,000,000股每股面值0.01港元之新普通股。所得款項淨額約9,030,000港元擬用作本集團之一般營運資金。
- (j) 於二零零九年十二月二十九日，Thought Diamond International Limited按每股0.50港元之價格獲配發及發行56,000,000股每股面值0.01港元之新普通股。所得款項淨額約27,700,000港元擬用作本集團之可能多元化投資。

33. RESERVES

The Company

		Share premium	Contributed surplus	Share-based payment reserve	Convertible notes reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元 (note) (附註)	以股份形式 支付儲備 HK\$'000 千港元	可換股 票據儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	813,058	163,456	28,442	—	(742,010)	262,946
Capital reorganisation (note 32)	股本重組 (附註32)						
— capital reduction	— 股本削減	—	193,235	—	—	—	193,235
— share premium cancellation	— 註銷股份溢價	(813,058)	813,058	—	—	—	—
— set-off accumulated losses against contributed surplus	— 從實繳盈餘中撇銷累計虧損	—	(518,374)	—	—	518,374	—
Share-based payment expenses	以股份形式 支付之開支	—	—	3,608	—	—	3,608
Issuance of convertible notes payable – equity component	發行應付可換股票據 — 股權部分	—	—	—	41,547	—	41,547
Deferred tax recognised	已確認之遞延稅項	—	—	—	(6,855)	—	(6,855)
Loss for the year	本年度虧損	—	—	—	—	(279,498)	(279,498)

33. 儲備

本公司

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

33. RESERVES (Continued)

33. 儲備(續)

The Company (Continued)

本公司(續)

		Share premium	Contributed surplus	Share-based payment reserve	Convertible notes reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元 (note) (附註)	以股份形式 支付儲備 HK\$'000 千港元	可換股 票據儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
At 31 December 2008	於二零零八年 十二月三十一日	—	651,375	32,050	34,692	(503,134)	214,983
Capital reorganisation (note 32)	股本重組 (附註32)						
— capital reduction	— 股本削減	—	9,912	—	—	—	9,912
— set off accumulated losses against contributed surplus	— 從實繳盈餘中撤銷 累計虧損	—	(9,912)	—	—	9,912	—
Issuance of new shares	發行新股份	114,380	—	—	—	—	114,380
Cancellation of convertible note payable	註銷應付可換股 票據	—	—	—	(17,346)	—	(17,346)
Share-based payment expenses	以股份形式支付 之開支	—	—	3,729	—	—	3,729
Loss for the year	本年度虧損	—	—	—	—	(17,149)	(17,149)
At 31 December 2009	於二零零九年 十二月三十一日	114,380	651,375	35,779	17,346	(510,371)	308,509

Note:

The contributed surplus account of the Company represents the difference between the underlying net assets of the subsidiaries acquired by the Company as at the date of the group reorganisation and the nominal amount of the Company's share capital issued as consideration for the acquisition as well as the net amount transferred from share premium account and to accumulated losses account pursuant to a special resolution passed at the special general meeting held on 22 August 2003.

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

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

附註：

根據於二零零三年八月二十二日舉行之股東特別大會上通過之特別決議案，本公司之實繳盈餘賬指本公司所收購之附屬公司於集團重組日期之相關資產淨值與本公司作為收購代價之所發行股本之面值及自股本、股份溢價賬轉撥至累計虧損賬之淨額之差額。

根據百慕達一九八一年公司法(經修訂)，本公司之實繳盈餘賬可予分派。惟倘出現下列情況，則本公司不得宣派或派付股息或在實繳盈餘中作出分派：

- 本公司現時或於分派後無法償還其到期負債；或
- 本公司資產可變現價值降低於其負債、已發行股本及股份溢價賬之總和。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

34. ACCRUALS AND OTHER PAYABLES

34. 應計費用及其他應付款項

		The Group 本集團		The Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Accruals	應計費用	6,414	6,571	3,042	1,080
Other payables	其他應付款項	3,786	26,385	—	—
		10,200	32,956	3,042	1,080

The carrying amounts of accruals and other payables approximate to their fair values.

應計費用及其他應付款項之賬面值與其公平值相若。

35. AMOUNT DUE TO A RELATED COMPANY

35. 應付關連公司款項

		The Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
CSEL		—	600

The amount due to CSEL is unsecured, non-interest bearing and has no fixed terms of repayment.

應付CSEL款項為無抵押、免息及無固定還款期。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

36. CONVERTIBLE NOTES PAYABLE

On 29 August 2008, the Company issued two convertible notes with a principal amount of HK\$72,000,000 each to Well Will Investment Limited for settling part of the consideration for acquiring Rich Daily. Each of the convertible notes bears interest at a rate of 5% per annum and carries a right to convert the principal amount into shares of HK\$0.01 each in the share capital of the Company at an adjusted conversion price of HK\$16.00 per share (subject to adjustment). The effective interest rate of the liability component of each of the convertible notes is 9.75% per annum.

During the year, a convertible note with a principal amount of HK\$72,000,000 was cancelled for settling the adjustment to the consideration for acquiring the entire issued share capital of Rich Daily and a loss on cancellation of convertible note payable of HK\$18,247,000 was recognised. Details of the adjustment to the consideration are set out in note 18 the consolidated financial statements.

The movements of the liability component of the convertible notes during the year ended 31 December 2009 and 2008 are as follows:

36. 可換股票據

於二零零八年八月二十九日，本公司向 Well Will Investment Limited 發行兩份本金額 72,000,000 港元之可換股票據，以清償收購 Rich Daily 之部份代價。可換股票據各自按年利率 5 厘計息，並附帶權利可按經調整兌換價每股 16.00 港元(可予調整)將本金額兌換為本公司股本中每股面值 0.01 港元之股份。可換股票據各自負債部分之實際利率為年利率 9.75 厘。

年內，本金額為 72,000,000 港元之可換股票據已予註銷，以清償收購 Rich Daily 全部已發行股本之代價調整金額，而註銷應付可換股票據 18,247,000 港元已予以確認。有關代價調整金額之詳情載於綜合財務報表附註 18。

可換股票據負債部分於截至二零零九年及二零零八年十二月三十一日止年度內之變動如下：

		The Group and the Company 本集團及本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
At 1 January	於一月一日	105,803	—
Proceeds of issue	發行所得款項	—	144,000
Equity component	股權部分	—	(41,547)
Liability component at the date of issue	於發行日期之負債部分	105,803	102,453
Cancellation of a convertible note of HK\$72,000,000	註銷 72,000,000 港元之可換股票據	(53,753)	—
Imputed interest expense for the year	本年度之估算利息開支	8,051	3,350
Interest expense paid and payable	已付及應付利息開支	(5,538)	—
At 31 December	於十二月三十一日	54,563	105,803

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

37. DEFERRED TAXATION

The followings are the major deferred tax liabilities and assets recognised and movements thereon:

The Group

		Accelerated tax depreciation	Estimated tax losses	Revaluation of investment properties	Convertible notes payable 應付	Intangible assets	Total
		加速稅項折舊 HK\$'000 千港元	估計稅務虧損 HK\$'000 千港元	投資物業重估 HK\$'000 千港元	可換股票據 HK\$'000 千港元	無形資產 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2008	於二零零八年 一月一日	254	(254)	73,502	—	—	73,502
Acquisition of a subsidiary (note 39)	收購一間附屬公司 (附註39)	—	—	—	—	54,823	54,823
Issuance of convertible notes payable	發行應付可換股票據	—	—	—	6,855	—	6,855
Exchange alignment	匯兌調整	—	—	3,475	—	—	3,475
Credit to consolidated income statement	計入綜合收益表	—	—	(22,214)	—	—	(22,214)
Transfer to liabilities of disposal group classified as held for sale (note 31)	轉撥至分類為持作出 售之出售組別負債 (附註31)	—	—	(54,763)	—	—	(54,763)
At 31 December 2008 And 1 January 2009	於二零零八年十二月 三十一日及二零零 九年一月一日	254	(254)	—	6,855	54,823	61,678
Released on cancellation of convertible note payable	註銷應付可換股票 據時解除	—	—	—	(3,428)	—	(3,428)
Released on impairment loss recognised in respect of intangible assets	就無形資產確認減值 虧損時解除	—	—	—	—	(14,078)	(14,078)
Credit to consolidated income statement	計入綜合收益表	—	—	—	(415)	—	(415)
At 31 December 2009	於二零零九年 十二月三十一日	254	(254)	—	3,012	40,745	43,757

37. 遞延稅項

以下為主要已確認遞延稅項負債及資產及有關變動：

本集團

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

37. DEFERRED TAXATION (Continued)

37. 遞延稅項(續)

The Company

本公司

		Convertible notes 可換股票據 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	—
Issuance of convertible notes payable	發行應付可換股票據	6,855
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日及 二零零九年一月一日	6,855
Release on cancellation of convertible note payable	註銷應付可換股票據時解除	(3,428)
Credit to income statement	計入收益表	(415)
At 31 December 2009	於二零零九年十二月三十一日	3,012

The Group

本集團

At 31 December 2009, the Group had unused estimated tax losses of approximately HK\$63,179,000 (2008: HK\$205,791,000) available for offsetting against future taxable profits. A deferred tax asset of approximately HK\$254,000 (2008: HK\$254,000) has been recognised. No deferred tax asset has been recognised in respect of the remaining balance of approximately HK\$62,925,000 (2008: HK\$37,557,000) due to the unpredictability of future profit streams.

於二零零九年十二月三十一日，本集團有約2,345,000港元(二零零八年：205,791,000港元)之未動用估計稅務虧損可供抵銷日後應課稅溢利。約254,000港元(二零零八年：254,000港元)之遞延稅項資產已獲確認。由於未能預計日後之溢利，故並無就餘額約22,346,000港元(二零零八年：37,557,000港元)確認遞延稅項資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

38. INTERESTS IN SUBSIDIARIES

38. 於附屬公司之權益

		The Company	
		本公司	
		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted shares, at cost	非上市股份，按成本	83,553	83,553
Impairment loss recognised	已確認減值虧損	(83,553)	(83,553)
		—	—
Amounts due from subsidiaries	應收附屬公司款項	1,195,287	1,339,161
Impairment loss recognised	已確認減值虧損	(980,196)	(972,856)
		215,091	366,305

The carrying amounts of the interests in subsidiaries are reduced to their recoverable amounts which are determined by reference to the estimation of future cash flows expected to be generated from the respective subsidiaries.

The amounts due from subsidiaries are unsecured, interest-free and have no fixed repayment terms. In the opinion of the directors of the Company, the carrying amounts of the amounts due from subsidiaries at 31 December 2009 and 2008 approximate to their fair values.

於附屬公司之權益之賬面值獲調減至其可收回金額，有關可收回金額乃參考預期將從各附屬公司產生之估計未來現金流量釐定。

應收附屬公司款項為無抵押、免息及無固定還款期。本公司董事認為，於二零零九年及二零零八年十二月三十一日，應收附屬公司款項之賬面值與其公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

38. INTERESTS IN SUBSIDIARIES (Continued)

Details of the Company's subsidiaries at 31 December 2009 are set out as follows:

38. 於附屬公司之權益(續)

本公司之附屬公司於二零零九年十二月三十一日之詳情載列如下：

Name of subsidiary 附屬公司名稱	Country/ place of incorporation 註冊成立 國家/地點	Particulars of issued share capital/ registered capital 已發行股本/ 註冊資本詳情	Principal activities 主要業務
Best Season Holdings Corp.	British Virgin Islands 英屬處女群島	100 ordinary shares of US\$1 each 100 股每股面值 1 美元 之普通股	Dormant 暫無營業
Bluelagoon Investment Holdings Limited	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 1 股面值 1 美元之普通股	Investment holding, sales of financial assets, distribution of films and sub-licensing of film rights in the PRC 投資控股、銷售金融資產、 於中國發行電影及 轉授電影發行權
Dragon Leader Limited	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 1 股面值 1 美元之普通股	Investment holding 投資控股
Gainful Fortune Limited	British Virgin Islands 英屬處女群島	160,000,100 ordinary shares of HK\$1 each 160,000,100 股每股面 值 1 港元之普通股	Holding of film rights 持有電影發行權
Legend Rich Limited	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 1 股面值 1 美元之普通股	Investment holding 投資控股
Ocean Shores Licensing Limited	British Virgin Islands 英屬處女群島	10,000 ordinary shares of US\$1 each 10,000 股每股面值 1 美元之普通股	Holding of film rights outside Hong Kong 於香港以外地區持有電影 發行權

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

38. INTERESTS IN SUBSIDIARIES (Continued)

38. 於附屬公司之權益(續)

Name of subsidiary 附屬公司名稱	Country/ place of incorporation 註冊成立 國家/地點	Particulars of issued share capital/ registered capital 已發行股本/ 註冊資本詳情	Principal activities 主要業務
Rich Joy Investments Limited 富樂投資有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之 普通股	Dormant 暫無營業
Riche Advertising Limited	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 1股面值1美元之普通股	Sales of financial assets 銷售金融資產
Riche (BVI) Limited	British Virgin Islands 英屬處女群島	1,000 ordinary shares of US\$1 each 1,000股每股面值1美元 之普通股	Investment holding in Hong Kong 於香港投資控股
Riche Distribution Limited 豐采發行有限公司	Hong Kong 香港	1,000,000 ordinary shares of HK\$1 each 1,000,000股每股面值 1港元之普通股	Sub-licensing of film rights in Hong Kong and sales of financial assets 於香港轉授電影發行權及 銷售金融資產
Riche Multi-Media Limited 豐采多媒體有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之 普通股	Distribution of films and other video features in the PRC 於中國發行電影及其他影 視特輯
Riche Pictures Limited 豐采影畫有限公司	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 1股面值1美元之普通股	Investment holding in Hong Kong 於香港投資控股

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

38. INTERESTS IN SUBSIDIARIES (Continued)

38. 於附屬公司之權益(續)

Name of subsidiary 附屬公司名稱	Country/ place of incorporation 註冊成立 國家/地點	Particulars of issued share capital/ registered capital 已發行股本/ 註冊資本詳情	Principal activities 主要業務
Riche Video Limited 豐采錄影有限公司	Hong Kong 香港	10 ordinary shares of HK\$100 each 20,000 non-voting deferred shares of HK\$100 each* 10股每股面值100港元 之普通股 20,000股每股面值100 港元之無投票權遞延 股份*	Distribution of video products in Hong Kong 於香港發行影視產品
Rich Daily Group Limited	British Virgin Islands 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值1美元 之普通股	Provision of management services 提供管理服務
Stable Income Limited 堅益有限公司	Hong Kong 香港	1,000,000 ordinary shares of HK\$1 each 1,000,000股每股面值 1港元之普通股	Travel business 旅遊業務

* The non-voting deferred shares, which are not held by the Group, carry practically no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of Riche Video Limited nor to participate in any distribution on winding up.

* 該等無投票權遞延股份實際並無權利分享股息、接收任何豐采錄影有限公司股東大會之通告、出席該等大會或在會上投票之權利，在清盤時亦不可享有任何分派。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

38. INTERESTS IN SUBSIDIARIES (Continued)

The Company directly holds the interest in Riche (BVI) Limited. All other subsidiaries are indirectly held by the Company.

All of the subsidiaries are wholly owned by the Company, except Best Season Holdings Corp. which is 75% owned by the Group.

None of the subsidiaries had any debt securities outstanding at the end of the reporting period, or at any time during the reporting period.

39. ACQUISITION OF A SUBSIDIARY

On 29 August 2008, the Group acquired the entire issued share capital of Rich Daily at an initial consideration of HK\$504,000,000, which was satisfied by the Group by paying HK\$360,000,000 in cash and issuing of convertible notes payable in an aggregate principal amount of HK\$144,000,000. The amount of goodwill arising from the acquisition was approximately HK\$101,965,000.

Rich Daily entered into three services agreements with three gaming promoters in Macau for the provision of management services to their concierge departments. The service fee income is calculated at 0.03% of the rolling turnover generated by the gaming promoters.

38. 於附屬公司之權益(續)

本公司直接持有 Riche (BVI) Limited 之權益。所有其他附屬公司均由本公司間接持有。

所有附屬公司均由本公司全資擁有，惟 Best Season Holdings Corp. 由本集團擁有 75%。

各附屬公司於呈報期末或本年度任何時間均無任何尚未贖回之債務證券。

39. 收購一間附屬公司

於二零零八年八月二十九日，本集團收購 Rich Daily 之全部已發行股本，初步代價為 504,000,000 港元，由本集團以現金支付 360,000,000 港元，以及發行本金總額 144,000,000 港元之應付可換股票據支付。因收購而產生之商譽約為 101,965,000 港元。

Rich Daily 與三名澳門博彩推廣員就向其禮賓部提供管理服務訂立三份服務協議。服務費收入乃按博彩推廣員所產生累計營業額之 0.03% 計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

39. ACQUISITION OF A SUBSIDIARY

(Continued)

39. 收購一間附屬公司(續)

		Acquiree's carrying amount before combination 合併前被收購 公司賬面值 HK\$'000 千港元	Fair value adjustment 公平值調整 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
Intangible assets (note)	無形資產(附註)	—	456,857	456,857
Cash and bank balances	現金及銀行結餘	1	—	1
Deferred taxation	遞延稅項	—	(54,823)	(54,823)
Net assets acquired	所收購資產淨值	1	402,034	402,035
Goodwill	商譽			101,965
				504,000
Fair value of purchase consideration settled by:	以下列方式支付購買代價之公平值：			
Cash	現金			360,000
Issuance of convertible notes payable (note)	發行應付可換股票據(附註)			144,000
				504,000
Net cash flows from acquisition of a subsidiary:	收購一間附屬公司之現金流量淨額：			
Cash paid	已付現金			(360,000)
Cash and bank balances acquired	所收購現金及銀行結餘			1
				(359,999)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

39. ACQUISITION OF A SUBSIDIARY

(Continued)

Note:

The fair values of the intangible assets and the convertible notes payable were determined based on the valuations performed by Grant Sherman Appraisal Limited, an independent firm of professional valuers and not connected with the Group, as at the date of acquisition.

Details of the acquisition were disclosed in the Company's circular dated 30 May 2008.

During the year ended 31 December 2008, Rich Daily contributed a profit of approximately HK\$18,215,000 to the Group since the date of acquisition. If the acquisition had been completed on 1 January 2008, turnover for the year ended 31 December 2008 would have been HK\$18,215,000 and profit for the year ended 31 December 2008 would have been HK\$18,215,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of turnover and results of the Group actually would have been achieved had the acquisition been completed on 1 January 2008, nor is it intended to be a projection of future results.

40. DISPOSAL OF SUBSIDIARIES

On 8 April 2009, the Company disposed of 100% interests in Shinhan-Golden and World East to Mega Sell at an aggregate consideration of HK\$120,564,000 (at fair value) which was satisfied by cash of HK\$6,847,000, the convertible note receivable with a fair value of HK\$85,647,000, the promissory note receivable with a fair value of HK\$25,952,000 and 11,769,194 new ordinary shares in CSFGL with a fair value of HK\$2,118,000.

39. 收購一間附屬公司(續)

附註：

無形資產及應付可換股票據之公平值乃按與本集團概無關連之獨立專業估值師行中證評估有限公司於收購日期進行之估值釐定。

收購之詳情於本公司於二零零八年五月三十日刊發之通函中披露。

於截至二零零八年十二月三十一日止年度內，Rich Daily自收購日期以來為本集團帶來溢利約18,215,000港元。倘收購已於二零零八年一月一日完成，則截至二零零八年十二月三十一日止年度之營業額將為18,215,000港元，而截至二零零八年十二月三十一日止年度之溢利將為18,215,000港元。備考資料僅供說明，且不一定反映本集團在收購於二零零八年一月一日完成之情況下應實際達致之營業額及業績，亦不擬作為未來業績預測。

40. 出售附屬公司

於二零零九年四月八日，本公司向Mega Sell出售於Shinhan-Golden及World East之100%權益，總代價為120,564,000港元(按公平值)，乃以以下方式支付：現金6,847,000港元、公平值為85,647,000港元之可換股票據、公平值為25,952,000港元之應收承付票據，以及公平值為2,118,000港元之11,769,194股CSFGL之新普通股。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

40. DISPOSAL OF SUBSIDIARIES (Continued)

40. 出售附屬公司(續)

The net assets of Shinhan-Golden and World East at the date of disposal were as follows:

於出售日期，Shinhan-Golden及World East之淨資產如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	20,130
Investment properties	投資物業	920,564
Inventories	存貨	28,969
Trade receivables	貿易應收款項	184
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	6,660
Cash and cash equivalents	現金及現金等價物	51,434
Amount due to ultimate holding company	應付最終控股公司款項	(375,536)
Accruals and other payables	應計費用及其他應付款項	(13,469)
Receipts in advance	預收款項	(39,644)
Secured bank loans	有抵押銀行貸款	(302,794)
Deferred taxation	遞延稅項	(55,363)
Translation reserve	匯兌儲備	(71,703)
Net assets disposed of	已出售淨資產	169,432
Loss on disposal	出售虧損	(48,868)
Total consideration	總代價	120,564
Satisfied by:	以下列方式支付：	
Cash	現金	6,847
Fair value of shares in CSFGL	CSFGL 股份之公平值	2,118
Fair value of promissory note receivable	應收承付票之公平值	25,952
Fair value of convertible note receivable	應收可換股票據之公平值	85,647
		120,564
Net cash outflow arising from the disposal:	出售產生之現金流出淨額：	
Cash consideration received	已收現金代價	6,847
Less: Cash and bank balances disposed	減：已出售現金及銀行結餘	(51,434)
		(44,587)

During the year ended 31 December 2009, the above subsidiaries were engaged in investment holding and had contributed turnover of HK\$3,102,000 and loss of HK\$5,576,000 to the Group.

於截至二零零九年十二月三十一日止年度，上述附屬公司從事投資控股，並為本集團帶來營業額3,102,000港元及虧損5,576,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

41. COMMITMENTS

(a) Lease commitments

As lessee

At the reporting date, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of rented premises which fall due as follows:

		The Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within one year	一年內	1,836	845
In the second to fifth year inclusive	第二至第五年 (包括首尾 兩年)	1,703	473
		3,539	1,318

Operating lease payments represented rentals payable by the Group for its office premises. Leases are mainly negotiated for an average term of two years and rentals are fixed for an average of two years.

As lessor

At the end of the reporting period, the Group had contracted with tenants for future minimum lease payments under non-cancellable operating leases in respect of the Group's investment properties, which fall due as follows:

41. 承擔

(a) 租賃承擔

作為承租人

於呈報日期，本集團根據於下列期限到期之租賃物業不可撤銷經營租約之日後最低租金承擔如下：

經營租金指本集團辦公室物業應付之租金。租約主要就平均兩年租期磋商，而租金平均兩年固定不變。

作為出租人

於呈報期末，本集團根據與租戶訂約於下列期限到期之本集團投資物業不可撤銷經營租約之日後最低租金如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

41. COMMITMENTS (Continued)

41. 承擔(續)

(a) Lease commitments (Continued)

(a) 租賃承擔(續)

		The Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within one year	一年內	—	4,492

(b) Other commitments

(b) 其他承擔

(i) At the end of the reporting period, the Group had capital commitments contracted but not provided for in the consolidated financial statements:

(i) 於呈報期末，本集團擁有已訂約但未於綜合財務報表作出撥備之資本承擔：

		The Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Renovation works in respect of the investment properties	有關投資物業之裝修工程	—	10,408

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

41. COMMITMENTS (Continued)

(b) Other commitments (Continued)

(ii) At 31 December 2008, the Group had the following commitments:

(a) Pursuant to the undertaking letters issued by the owners of Shanghai Shengping during the year ended 31 December 2003, they will transfer their ownership in the registered capital of Shanghai Shengping to the Group at a price to be determined by the valuers in the PRC when the laws in the PRC allow foreign investors to own more than 51% in the registered capital of Shanghai Shengping.

(b) Pursuant to a facility agreement dated 11 May 2007 entered into between Rich Joy Investments Limited, a wholly-owned subsidiary of the Company, and Best Season Holdings Corp. ("Best Season"), a 75% owned subsidiary of the Group, Rich Joy Investments Limited agreed to grant Best Season a revolving facility of up to HK\$200,000,000 for the purpose of its business and working capital requirements.

42. CONTINGENCIES

At 31 December 2009 and 2008, the Group had neither material contingent assets nor liabilities.

41. 承擔(續)

(b) 其他承擔(續)

(ii) 於二零零八年十二月三十一日，本集團有以下其他承擔：

(a) 根據上海昇平文化發展有限公司之擁有人於截至二零零三年十二月三十一日止年度內發出之承諾書，倘中國法例容許外國投資者擁有上海昇平文化發展有限公司註冊資本超過51%之權益，則彼等將按中國估值師釐定之價格轉讓其於上海昇平文化發展有限公司註冊資本之擁有權予本集團。

(b) 根據富樂投資有限公司(本公司之全資附屬公司)與Best Season Holdings Corp. (「Best Season」，本集團擁有75%之附屬公司)於二零零七年五月十一日訂立之融資協議，富樂投資有限公司已同意就其業務及營運資金所需向Best Season授出循環融資最多200,000,000港元。

42. 或然事項

於二零零九年及二零零八年十二月三十一日，本集團並無重大或然資產或負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

43. BANKING FACILITIES

At 31 December 2009, the Group had no secured bank loan.

At 31 December 2008, the Group's secured bank loan of approximately HK\$319,418,000 was secured by:

- (a) a legal charge over certain of the Group's investment properties with the fair value of approximately HK\$853,835,000;
- (b) a legal charge over the Group's bank deposits with balance of approximately HK\$23,470,000; and
- (c) a corporate guarantee provided by the Company.

44. SHARE-BASED PAYMENT TRANSACTIONS

The Company's share option scheme (the "Option Scheme") was adopted on 21 January 2002 to replace the share option scheme adopted on 19 January 2000 and will expire on 20 January 2012. The purpose of the Option Scheme is to enable the board of directors of the Company to grant share options to selected eligible persons as incentives or rewards for their contribution or potential contribution to the Group.

43. 銀行融資

於二零零九年十二月三十一日，本集團並無有抵押銀行貸款。

於二零零八年十二月三十一日，本集團之有抵押銀行貸款約319,418,000港元乃以下列各項作抵押：

- (a) 本集團公平值約853,835,000港元之若干投資物業之法定押記；
- (b) 本集團銀行存款結存約23,470,000港元之法定押記；及
- (c) 由本公司提供之公司擔保。

44. 以股份形式支付之交易

本公司於二零零二年一月二十一日採納購股權計劃（「購股權計劃」），以取代於二零零零年一月十九日採納之購股權計劃，並將於二零一二年一月二十日屆滿。購股權計劃旨在讓本公司董事會可向選定合資格人士授出購股權作為彼等對本集團之貢獻或潛在貢獻之獎勵或回報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

44. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Under the Option Scheme, the board of directors of the Company may grant share options to the following eligible persons:

- (a) any director or proposed director, employee or proposed employee of, or any individual for the time being seconded to work for, any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder.
- (b) any holder of any securities issued by any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder.
- (c) any business or joint venture partner, contractor, agent or representative of,
 - (i) any person of entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to;
 - (ii) any supplier, producer or licensor of films, television programmes, video features, goods or services to;
 - (iii) any customer, licensee (including any sub-licensee) or distributor of films, television programmes, video features, goods or services of; or
 - (iv) any landlord or tenant (including any subtenant) of, any member of the Group or any controlling shareholder or a company controlled by a controlling shareholder.

44. 以股份形式支付之交易(續)

根據購股權計劃，本公司董事會可向以下合資格人士授出購股權：

- (a) 本集團之任何成員公司或任何控權股東或任何由控權股東控制之公司之任何董事或候任董事、僱員或候任僱員，或任何當時臨時調派之人士。
- (b) 持有本集團之任何成員公司或任何控權股東或任何由控權股東控制之公司所發行任何證券之人士。
- (c) 本集團之任何成員公司或任何控權股東或任何由控權股東控制之公司
 - (i) 獲提供研究、開發或其他技術支援或任何顧問、諮詢、專業或其他服務之公司之任何人士；
 - (ii) 獲提供電影、電視節目、影視產品、貨物或服務之任何供應商、製片商或授權人；
 - (iii) 獲提供電影、電視節目、影視產品、貨物或服務之任何客戶、授權人(包括任何轉授受權人)或發行商；或
 - (iv) 任何業主或租戶(包括任何分租租戶)，之任何業務或合營夥伴、承包商、代理人或代表。

44. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The maximum number of shares which may be issued upon exercise of all share options to be granted by the Company under the Option Scheme and any other share option schemes of the Company must not exceed 10% of the Company's shares in issue as at the date of approval of the Option Scheme. Such limit may be refreshed by shareholders in general meeting from time to time. The maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Options Scheme and any other share option schemes of the Company must not exceed 30% of the Company's shares in issue from time to time.

The maximum number of shares issued or to be issued upon exercise of share options granted under the Option Scheme and any share option schemes of the Company to any eligible person in any 12 months period shall not exceed 1% of the Company's shares in issue. Any further grant in excess of such limit must be separately approved by shareholders with such eligible person and his associates abstaining from voting.

Any grant of share options to a director, chief executive or substantial shareholder of the Company (or any of their associates) must be approved by independent non-executive directors. In addition, any grant of share options to a substantial shareholder or an independent non-executive directors of the Company (or any of their associates) in excess of 0.1% of the Company's shares in issue and having an aggregate value in excess of HK\$5,000,000 in any 12 months period, is required to be approved by shareholders in general meeting in accordance with the Listing Rules.

44. 以股份形式支付之交易(續)

因行使本公司根據購股權計劃及本公司任何其他購股權計劃將予授出之所有購股權而可予發行之最高股份數目，不得超過批准購股權計劃當日本公司已發行股份10%。該限額可由本公司於股東大會上不時更新。因行使根據購股權計劃及本公司任何其他購股權計劃授出之所有未行使而有待行使之購股權而可予發行之最高股份數目，不得超過不時之本公司已發行股份30%。

於任何12個月期間內因行使根據購股權計劃及本公司任何其他購股權計劃授出之購股權而向任何合資格人士發行或將予發行之最高股份數目，不得超過本公司已發行股份1%。進一步授出超過該限額之購股權須經股東另行批准，而該合資格人士及其聯繫人士須放棄投票。

向本公司董事、主要行政人員或主要股東(或彼等之任何聯繫人士)授出任何購股權必須經獨立非執行董事批准。此外，於任何12個月期間內向本公司主要股東或獨立非執行董事(或彼等之任何聯繫人士)授出超過本公司已發行股份0.1%而總值超過5,000,000港元之購股權，須根據上市規則於股東大會上經股東批准。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

44. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

An offer of the grant of share options must be accepted within 30 days inclusive of the day on which such offer is made, with a payment of HK\$1 by the grantee to the Company. The exercise period of the share options granted is determinable by the board of directors, but in any event shall not exceed ten years from the date of grant.

The exercise price of share options is determined by the board of directors provided that it shall be at least the highest of:

- (a) the closing price of the Company's shares as stated in the daily quotation sheet issued by the Stock Exchange on the date on which a share option is offered to an eligible person, which must be a business day; and
- (b) the average closing price of the Company's shares as stated in the daily quotation sheet issued by the Stock Exchange for the five business days immediately preceding the date on which a share option is offered to an eligible person, provided that the exercise price per share shall in no event be less than the nominal value of the Company's share.

44. 以股份形式支付之交易(續)

授出購股權建議必須於作出該建議之日(包括該日)起計30日內由承授人向本公司支付1港元接納。已授出購股權之行使期由董事會釐定，惟無論如何不得超過授出日期起計十年。

購股權行使價由董事會釐定，惟必須至少為下列之最高者：

- (a) 本公司股份於向合資格人士授出購股權當日(必須為營業日)於聯交所公佈之每日報價表所述之收市價；及
- (b) 本公司股份於緊接授出日期前五個營業日之平均聯交所收市價，惟每股行使價無論如何不得低於本公司股份之面值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

44. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

44. 以股份形式支付之交易(續)

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

下表披露年內本公司購股權之變動：

Category of participants	Date of grant	Exercise period (note a)	Exercise price per share before the open offer and the capital reorganisation	Exercise price per share after the open offer and the capital reorganisation (note b)	Outstanding at 1.1.2009	Adjustment for the open offer and capital reorganisation	Granted during 2009	Exercised during 2009	Lapsed during 2009	Outstanding at 31.12.2009
參與者類別	授出日期	行使期 (附註a)	股本重組完成前之每股行使價	股本重組完成後之每股行使價 (附註b)	於二零零九年一月一日尚未行使	就公開發售及股本重組作出調整	於二零零九年授出	於二零零九年行使	於二零零九年失效	於二零零九年十二月三十一日尚未行使
Employees 僱員	8.3.2002	8.3.2002 – 7.3.2012	HK\$26.150港元	HK\$271.19港元	1,889,326	(1,707,141)	–	–	–	182,185
Employees 僱員	13.12.2004	13.12.2004 – 12.12.2014	HK\$19.510港元	HK\$202.33港元	2,741,511	(2,477,151)	–	–	–	264,360
Employees and consultants 僱員及顧問	22.3.2007	22.3.2007 – 21.3.2017	HK\$4.730港元	HK\$49.05港元	1,503,506	(1,358,526)	–	–	–	144,980
Employees and consultants 僱員及顧問	31.5.2007	31.5.2007 – 30.5.2017	HK\$7.040港元	HK\$73.01港元	7,868,446	(7,109,703)	–	–	–	758,743
Employees and consultants 僱員及顧問	11.7.2007	11.7.2007 – 10.7.2009	HK\$6.340港元	HK\$65.75港元	9,798,342	(8,853,502)	–	–	(944,840)	–
Employees and consultants 僱員及顧問	20.3.2008	20.3.2008 – 19.3.2010	HK\$1.146港元	HK\$11.88港元	12,742,999	(11,514,210)	–	–	–	1,228,789
Employees and consultants 僱員及顧問	28.7.2009	28.7.2009 – 27.7.2010	–	HK\$0.64港元	–	–	11,000,000	–	–	11,000,000
Employees and consultants 僱員及顧問	30.10.2009	30.10.2009 – 29.10.2010	–	HK\$0.60港元	–	–	11,010,000	–	–	11,010,000
					36,544,130	(33,020,233)	22,010,000	–	(944,840)	24,589,057
Exercisable at the end of the year 於年終可行使										24,589,057

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

44. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Notes:

- (a) The exercise period commenced on the date of grant.
- (b) The exercise prices per share and the number of share options have been adjusted for the open offer completed on 30 March 2009 and the capital reorganisation that became effective on 23 April 2009 (note 32).

The fair value of the share options granted during the years ended 31 December 2009 and 2008 were HK\$3,729,000 and HK\$3,608,000 respectively which had been expensed as share-based payment expenses during the years.

44. 以股份形式支付之交易(續)

附註：

- (a) 行使期於授出日期開始。
- (b) 每股行使價及購股權數目已分別按於二零零九年三月三十日完成之公開發售及於二零零九年四月二十三日生效之股本重組作出調整(附註32)。

截至二零零九年及二零零八年十二月三十一日止年度授出之購股權之公平值分別為3,729,000港元及3,608,000港元，已於年內列作以股份形式支付之開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

44. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The fair values of the share options granted on 28 July 2009 and 30 October 2009 were measured, using a binomial option pricing model, by Grant Sherman Appraisals Limited, an independent firm of professional valuers. The following table lists the inputs to the model used:

		28 July 2009 二零零九年 七月二十八日	30 October 2009 二零零九年 十月三十日
Option life	購股權年期	1 year 1年	1 year 1年
Grant date share price	授出日期股價	HK\$0.64 0.64港元	HK\$0.60 0.60港元
Exercise price	行使價	HK\$0.64 0.64港元	HK\$0.60 0.60港元
Expected volatility (%)	預期波幅(%)	111.18%	111.68%
Expected lives of share options	購股權預期年期	1 year 1年	1 year 1年
Dividend yield (%)	股息率(%)	0%	0%
Risk-free interest rate	無風險利率	0.09%	0.14%

The expected lives of share options are based on the historical data over the past five years and are not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

44. 以股份形式支付之交易(續)

於二零零九年七月二十八日及二零零九年十月三十日授出之購股權之公平值乃於授出日期由獨立專業估值師行中證評估有限公司採用二項式期權定價模式計量。下表列示輸入所用模式之資料：

購股權預期年期乃按過去五年之歷史數據計算，不一定表示可能出現之行使模式。預期波幅反映歷史波幅表示未來趨勢之假設，亦不一定是實際結果。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

44. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

No other feature of the share options granted was incorporated into the measurement of fair value.

At 31 December 2009, the Company had 24,589,057 share options outstanding under the Option Scheme (2008: 36,544,130), representing 13.07% (2008: 18.72%) of the issued share capital of the Company.

45. RETIREMENT BENEFITS SCHEMES

With effect from 1 December 2000, the Group has set up a defined contribution retirement scheme, the Mandatory Provident Fund Scheme (the “MPF Scheme”), for all the eligible employees of the Group. The Group did not provide retirement benefits for its employees prior to set up of the MPF Scheme.

Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries up to a maximum of HK\$1,000 per employee and they can choose to make additional contributions. The employer’s monthly contributions are calculated at 5% of each employee’s monthly salaries up to a maximum of HK\$1,000 (the “Mandatory Contribution”). The employees are entitled to 100% of the employer’s Mandatory Contribution upon their retirement at the age of 65 years old, death or total incapacity.

44. 以股份形式支付之交易(續)

概無其他已授出購股權之特點在計量公平值時計算在內。

於二零零九年十二月三十一日，本公司有24,589,057份根據購股權計劃授出之尚未行使購股權(二零零八年：36,544,130份)，佔本公司已發行股本13.07%(二零零八年：18.72%)。

45. 退休福利計劃

自二零零零年十二月一日起，本集團為所有合資格僱員設立一項定額供款退休計劃——強制性公積金計劃(「強積金計劃」)。於設立強積金計劃前，本集團並無為僱員提供任何退休福利。

根據強積金計劃，僱員均須按其月薪5%(最多以每僱員1,000港元為限)作出供款，並可選擇作出額外供款。僱主每月之供款乃按各僱員月薪5%(最多以1,000港元為限)計算(「強制性供款」)。僱員可於65歲退休、逝世或完全失去工作能力時全數獲得僱主之強制性供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

46. MATERIAL RELATED PARTY TRANSACTIONS

(a) Save as disclosed elsewhere in these consolidated financial statements, the Group entered into the following material related party transactions during the years ended 31 December 2009 and 2008:

(i) During the year, the Group entered into the following transactions with CSEL:

46. 重大關連人士交易

(a) 除本綜合財務報表其他地方所披露者外，於截至二零零九年及二零零八年十二月三十一日止年度內，本集團進行下列重大關連人士交易：

(i) 年內，本集團與CSEL進行下列交易：

Nature of transaction	交易性質	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Paid or payable to:	已付或應付賬款：		
Salaries	薪金	500	(1,260)
Amount due by the Group	本集團應付款項	—	(600)
Loan advanced by the Group	本集團之已墊付貸款	200,000	—
Subscription of convertible note	認購可換股票據	200,000	—
Received or receivable from:	已收或應收賬款：		
Loan repaid to the Group	向本集團償還貸款	200,000	—
Interest income on:	以下各項之利息收入：		
— loan advanced	— 已墊付貸款	3,972	—
— convertible note	— 可換股票據	1,130	—

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

46. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

- (ii) On 28 February 2008, the Group and CSEL entered into a deed of variation pursuant to which the parties mutually agreed to further extend the long-stop date in the conditional sale and purchase agreement dated 1 August 2007 from 28 February 2008 to 31 March 2008.
- (iii) On 31 March 2008, the Group and CSEL entered into a deed of variation pursuant to which the parties mutually agreed to further extend the long-stop date in the conditional sale and purchase agreement dated 1 August 2007 from 31 March 2008 to 30 May 2008.
- (iv) On 29 May 2008, the Group and CSEL entered into a deed of variation pursuant to which the parties mutually agreed to further extend the long-stop date in the conditional sale and purchase agreement dated 1 August 2007 from 30 May 2008 to 31 July 2008.
- (v) On 31 July 2008, the Group and CSEL entered into a deed of variation pursuant to which the parties mutually agreed to further extend the long-stop date in the conditional sale and purchase agreement dated 1 August 2007 from 31 July 2008 to 31 October 2008.

46. 重大關連人士交易(續)

(a) (續)

- (ii) 於二零零八年二月二十八日，本集團與CSEL訂立修訂契據，據此，訂約方互相同意將於二零零七年八月一日訂立之有條件買賣協議之最後期限由二零零八年二月二十八日進一步延長至二零零八年三月三十一日。
- (iii) 於二零零八年三月三十一日，本集團與CSEL訂立修訂契據，據此，訂約方互相同意將於二零零七年八月一日訂立之有條件買賣協議之最後期限由二零零八年三月三十日進一步延長至二零零八年五月三十日。
- (iv) 於二零零八年五月二十九日，本集團與CSEL訂立修訂契據，據此，訂約方互相同意將於二零零七年八月一日訂立之有條件買賣協議之最後期限由二零零八年五月三十日進一步延長至二零零八年七月三十一日。
- (v) 於二零零八年七月三十一日，本集團與CSEL訂立修訂契據，據此，訂約方互相同意將於二零零七年八月一日訂立之有條件買賣協議之最後期限由二零零八年七月三十一日進一步延長至二零零八年十月三十一日。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

46. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

- (vi) On 31 October 2008, the Group and CSEL entered into a deed of variation pursuant to which the parties mutually agreed to further extend the long-stop date in the conditional sale and purchase agreement dated 1 August 2007 from 31 October 2008 to 31 January 2009.
- (vii) On 23 December 2008, the Group entered into a deed of termination with CSEL to terminate the conditional sale and purchase agreement dated 1 August 2007.

(b) Compensation for key management personnel

Remuneration for key management personnel, including amount paid to the directors of the Company and certain of the highest paid employees, as disclosed in notes 11 and 12 to the consolidated financial statements, is as follows:

46. 重大關連人士交易(續)

(a) (續)

- (vi) 於二零零八年十月三十一日，本集團與CSEL訂立修訂契據，據此，訂約方互相同意將於二零零七年八月一日訂立之有條件買賣協議之最後期限由二零零八年十月三十一日進一步延長至二零零九年一月三十一日。
- (vii) 於二零零八年十二月二十三日，本集團與CSEL訂立終止契據，以終止於二零零七年八月一日訂立之有條件買賣協議。

(b) 主要管理人員薪酬

主要管理人員薪酬(包括綜合財務報表附註11及12所披露支付予本公司董事及若干最高薪僱員之金額)如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Salaries and other allowances	薪金及其他津貼	3,412	4,080
Contributions to retirement benefits scheme	退休福利計劃供款	18	24
Share-based payment expenses	以股份形式支付之開支	3,524	349
		6,954	4,453

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

47. PLEDGE OF ASSETS

At 31 December 2008, the Group pledged certain of its investment properties with fair value of HK\$853,835,000 and its bank deposits of approximately HK\$23,470,000 which were held by 北京莎瑪 to secure the secured bank loan amounted to HK\$319,418,000.

47. 資產抵押

於二零零八年十二月三十一日，本集團已抵押其由北京莎瑪持有公平值為853,835,000港元之若干投資物業及約23,470,000港元之銀行存款，以作為獲取有抵押銀行貸款319,418,000港元之擔保。

48. FINANCIAL RISK MANAGEMENT

(a) Categories of financial instruments

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Financial assets	金融資產		
Loans and receivables (including cash and bank balances)	貸款及應收款項(包括現金及銀行結餘)	479,113	106,505
Available-for-sale financial assets	可供出售之金融資產	172	172
Financial assets at fair value through profit or loss	按公平值計入損益表之金融資產	18,316	—
Financial liabilities	金融負債		
Amortised cost	攤銷成本	65,240	473,215

48. 財務風險管理

(a) 金融工具之類別

48. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk — foreign currency risk, credit risk, liquidity risk and cash flow and fair value interest-rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(i) Market risk — Foreign currency risk

The Group operates in Hong Kong, the PRC and Macau and is exposed to foreign currency risk arising from various currency exposures, primarily with respect to Renminbi. The Group does not hedge foreign currency translation risk because translation gains or losses do not affect the projected Company's cash flows or the Group's annual results.

Sensitivity analysis

The following table demonstrates the sensitivity to a reasonably possible change in foreign currency exchange rates, with all other variables held constant, of the Company's profit or loss before taxation (due to changes in the fair value of monetary assets and liabilities).

48. 財務風險管理(續)

(b) 財務風險因素

本集團之活動承受多種財務風險：市場風險 — 外匯風險、信貸風險、流動資金風險及現金流量及公平值利率風險。本集團之整體風險管理計劃專注於財務市場之難預測性，務求盡量減低對本集團財務表現之潛在不利影響。

(i) 市場風險 — 外匯風險

本集團於香港、中國及澳門經營，並須承受由不同貨幣產生之外匯風險，主要與人民幣有關。由於匯兌盈虧並無影響本公司之現金流量或本集團之年度業績，故本集團並無對沖外匯風險。

敏感度分析

下表呈示假設所有其他變數維持不變，本公司除稅前溢利或虧損對外幣匯率(由於貨幣資產及負債公平值變動)出現合理可能變動之敏感度。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

48. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Financial risk factors (Continued)

(i) Market risk – Foreign currency risk (Continued)

Sensitivity analysis (Continued)

48. 財務風險管理(續)

(b) 財務風險因素(續)

(i) 市場風險 — 外匯風險(續)

敏感度分析(續)

		Increase/ (decrease) in Renminbi rate	Increase/ (decrease) in profit/ (loss) before taxation
		人民幣匯率 上升/(下跌) %	溢利/(虧損) 增加/(減少) HK\$'000 千港元
		百分比	千港元
2009	二零零九年		
If Renminbi weakens against Hong Kong Dollar	倘人民幣兌港元貶值	—	—
If Renminbi strengthens against Hong Kong Dollar	倘人民幣兌港元升值	—	—
2008	二零零八年		
If Renminbi weakens against Hong Kong Dollar	倘人民幣兌港元貶值	5	4,107
If Renminbi strengthens against Hong Kong Dollar	倘人民幣兌港元升值	(5)	(4,107)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

48. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Financial risk factors (Continued)

(ii) Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and the financial guarantees issued by the Group arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

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 debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

Included in loan to an associate, amount due from an associate, promissory note receivable and convertible note receivable amounting to HK\$155,536,000, HK\$5,103,000, HK\$31,853,000 and HK\$3,670,000 respectively, as at 31 December 2009 (2008: Nil), which expose the Group to the concentration of credit risk on two counterparties. Other than that, the Group have no other significant concentration of credit risk.

48. 財務風險管理(續)

(b) 財務風險因素(續)

(ii) 信貸風險

本集團所承受由於對手方未有履行義務及本集團所發出財務擔保而將導致本集團出現財務損失之最高信貸風險為於綜合財務狀況表所列相關已確認金融資產之賬面值。

為盡量減低信貸風險，本集團管理層已授權專責小組負責釐定信貸限額、信貸批准及其他監管程序，以確保已採取以下行動收回逾期債項。此外，本集團於各呈報期末檢討各個別債項之可收回金額，以確保已就不可收回金額作出充分減值虧損。就此而言，本公司董事認為本集團之信貸風險獲重大減低。

於二零零九年十二月三十一日，本集團之信貸風險包括於分別為數155,536,000港元、5,103,000港元、31,853,000港元及3,670,000港元之向聯營公司貸款、應收聯營公司款項、應收承兌票據及應收可換股票據(二零零八年：無)，令本集團承受之信貸風險集中於兩名對手方。除此以外，本集團並無其他重大信貸風險集中。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

48. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Financial risk factors (Continued)

(iii) Liquidity risk

The Group manages its liquidity risk by ensuring it has sufficient liquid cash balances to meet its payment obligations as they fall due.

The Group closely monitors its exposure to liquidity risk by reviewing the cash position report monthly. It analyses efficiency of fund management appropriately on the drawdown of bank loans and appoint dedicated personnel to ensure loans are serviced on a timely and accurate basis.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of the financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

48. 財務風險管理(續)

(b) 財務風險因素(續)

(iii) 流動資金風險

本集團透過確保充足流動現金結存履行到期付款責任，以管理其流動資金風險。

本集團透過每月檢討現金狀況報告密切監察其承受之流動資金風險。該報告適當地分析銀行貸款提款之資金管理之效率，以及委任專責人員以確保貸款及時及準確支付。

下表詳列本集團就其非衍生金融負債之餘下合約到期日。該表已根據按本集團被要求支付之最早日期之金融負債未折現現金流量而編製。該表包括利息及本金現金流量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

48. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Financial risk factors (Continued)

(iii) Liquidity risk (Continued)

		Less than 1 month	1 to 3 months	3 months to 1 year 三個月 至一年	1 to 5 years	Over 5 years	Total
		少於一個月 HK\$'000 千港元	一至三個月 HK\$'000 千港元	三個月 至一年 HK\$'000 千港元	一至五年 HK\$'000 千港元	五年以上 HK\$'000 千港元	總計 HK\$'000 千港元
2009	二零零九年						
Continuing operations	持續經營業務						
Accruals and other payables	應計費用及其他應付款項	10,025	—	—	—	—	10,025
2008							
Continuing operations							
Accruals and other payables	應計費用及其他應付款項	32,956	—	—	—	—	32,956
Receipts in advance	預收款項	477	—	—	—	—	477
Discontinued operations							
Accruals and other payables	應計費用及其他應付款項	13,961	—	—	—	—	13,961
Receipts in advance	預收款項	39,470	—	—	—	—	39,470
Secured bank loan	有抵押銀行貸款	—	17,526	17,006	284,886	—	319,418
		86,864	17,526	17,006	284,886	—	406,282

48. 財務風險管理(續)

(b) 財務風險因素(續)

(iii) 流動資金風險(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

48. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Financial risk factors (Continued)

(iv) Cash flows and fair value interest rate risk

The Group's cash flows interest-rate risk arises from bank borrowings. The Group's fair value interest rate risk mainly arises from fixed-rate short-term bank deposits. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should need arises.

Sensitivity analysis

The sensitivity analysis below presents the effects on the Group's post-tax profit or loss for the year (as a result of change in interest expense on floating rate borrowings). For floating-rate borrowings, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. The sensitivity to interest rate used is considered reasonable given the market forecasts available at the end of the reporting period and under the economic environments in which the Group operates, with all other variables held constant.

48. 財務風險管理(續)

(b) 財務風險因素(續)

(iv) 現金流量及公平值利率風險

本集團之現金流量利率風險來自銀行借貸。本集團之公平值利率風險主要來自定息短期銀行存款。本集團現時並無任何利率對沖政策。然而，管理層會監控利率風險，並將考慮於需要時對沖重大利率風險。

敏感度分析

下列敏感性分析呈列對本集團之本年度除稅後溢利或虧損之影響(由於浮息借貸之利息支出變動)。就浮息借貸而言，該分析乃假設於呈報期末之未償還負債於全年內尚未償還而編製。鑑於假設所有其他變數維持不變，於呈報期末所得市場預測及在本集團經營所在經濟環境下，所用利率敏感度被視為合理。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

48. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Financial risk factors (Continued)

(iv) Cash flows and fair value interest rate risk (Continued)

Sensitivity analysis (Continued)

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Hong Kong dollars	港元		
If interest rate was 2% (2008: 2%) higher	倘利率上升2% (二零零八年：2%)		
Post-tax profit or loss for the year	本年度除稅後溢利或虧損	—	(492)
If interest rate was 2% (2008: 2%) lower	倘利率下跌2% (二零零八年：2%)		
Post-tax profit or loss for the year	本年度除稅後溢利／虧損	—	492

(c) Fair value estimation

The carrying amounts of the Group's financial assets, including cash and cash equivalents, trade receivables, deposits, prepayments and other receivables, loan to an associate, amount due from an associate, conversion options embedded in convertible note receivable and financial liabilities, including accruals and other payables, and amount due to a related company, approximate to their fair values due to their short maturities. The face values less any credit adjustments for financial assets and liabilities with a maturity of less than one year are assumed to approximate to their fair values.

48. 財務風險管理(續)

(b) 財務風險因素(續)

(iv) 現金流量及公平值利率風險(續)

敏感度分析(續)

(c) 公平值估計

本集團金融資產(包括現金及現金等價物、貿易應收款項、按金、預付款項及其他應收款項、向聯營公司貸款、應收聯營公司款項、應收可換股票據之內含兌換選擇權)及金融負債(包括應計費用及其他應付款項及應付關連公司款項)之賬面值因其於短期內到期，故與其公平值相若。到期日為少於一年之金融資產及負債之面值減任何信貸調整乃假設為與其公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

48. FINANCIAL RISK MANAGEMENT

(Continued)

(c) Fair value estimation (Continued)

The fair values of financial liabilities for disclosure purposes are estimated by discounting the future contractual cash flows at the current market interest rate available to the Group for similar financial instruments.

The fair value of financial assets and financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices respectively.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: quoted prices in active markets for the same instrument (i.e., without modification or repackaging);

48. 財務風險管理(續)

(c) 公平值估計(續)

供披露之金融負債公平值乃按本集團同類金融工具現時之市場利率折現未來合約現金流量而估計。

具有一般條款及條件並於活躍流動市場買賣之金融資產及負債公平值乃分別參考市場報價及賣盤價釐定。

本集團就釐定及披露財務工具之公平值採用以下等級：

級別1：按相同工具在活躍市場之報價(未經調整或重新包裝)；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

48. FINANCIAL RISK MANAGEMENT

(Continued)

(c) Fair value estimation (Continued)

Level 2: quoted prices in active markets for similar assets or liabilities or other valuation techniques for which all significant inputs are based on observable market data; and

Level 3: valuation techniques for which any significant input are not based on observable market data.

The following table shows an analysis of financial instruments recorded at fair value by the fair value hierarchy:

	Level 1 級別1 HK\$'000 千港元	Level 2 級別2 HK\$'000 千港元	Level 3 級別3 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2009				
Conversion options embedded in convertible note receivable	—	—	18,316	18,316

There were no transfers between Levels 1, 2 and 3 in the current year.

(d) Capital risk management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern, maintains a strong credit rating and healthy ratios in order to support its business and enhance shareholders' value.

48. 財務風險管理(續)

(c) 公平值估計(續)

級別2：類似資產或負債或在活躍市場之報價或其他估值技術，而該技術採用之所有重大輸入資料乃基於可觀察市場數據；及

級別3：所採用之任何重大輸入資料並無基於可觀察市場數據之估值技術。

下表顯示以公平值等級按公平值記錄之金融工具分析：

年內，級別1、2及3之間並無轉撥。

(d) 資本風險管理

本集團管理資本之主要目標為保障本集團持續經營之能力，維持強大信貸評級及穩健比率以支持其業務及提升股東價值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

48. FINANCIAL RISK MANAGEMENT

(Continued)

(d) Capital risk management (Continued)

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or raise and repay debts. The Group's capital management objectives, policies or processes were unchanged during the years 2009 and 2008.

The Company monitors capital using gearing ratio, which is the Group's total borrowings over equity attributable to owners of the Company. The gearing ratios as at 31 December 2009 and 2008 were as follows:

48. 財務風險管理(續)

(d) 資本風險管理(續)

本集團管理其資本結構並根據經濟情況變動作出調整。為維持或調整資本結構，本集團可調整向股東派發之股息、向股東退還資本、發行新股份或籌集及償還債項。於二零零九年及二零零八年，本集團之資本管理目標、政策或程序維持不變。

本公司採用負債比率(即本集團總借貸除以本公司擁有人應佔股權)監察資本。於二零零九年及二零零八年十二月三十一日之負債比率如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Amounts due to related companies	應付關連公司款項	—	600
Convertible notes payable	應付可換股票據	54,563	105,803
Total borrowings	總借貸	54,563	106,403
Equity attributable to owners of the Company	本公司擁有人應佔 股權	1,371,044	894,423
Gearing ratio	負債比率	4.0%	11.9%

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

49. SUBSEQUENT EVENTS

Subsequent to 31 December 2009, Riche (BVI) Limited entered into a conditional sale and purchase agreement with Mr. Man Kong Yui, an independent third party, relating to the acquisition of a 4.5% interest in the issued share capital of Hantec Holdings Investment Limited at a consideration of HK\$18,000,000. The consideration was satisfied by Rich (BVI) Limited procuring the Company to allot and issue 26,420,000 new ordinary shares credit as fully paid to Mr. Man upon completion. Please refer to the Company's announcements dated 31 March and 9 April 2010 for details.

The conditional sale and purchase agreement was completed on 16 April 2010.

50. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 April 2010.

49. 結算日後事項

於二零零九年十二月三十一日後，Riche (BVI) Limited與文剛銳先生(獨立第三方)就以代價18,000,000港元收購亨達集團控股投資有限公司已發行股本之4.5%訂立有條件買賣協議。代價乃以Riche (BVI) Limited促使本公司於完成時向文先生配發及發行26,420,00股新普通股列賬為繳足。詳情請參閱本公司日期為二零一零年三月三十一日之公佈。

有條件買賣協議已於二零一零年四月十六日完成。

50. 批准財務報表

財務報表已於二零一零年四月二十六日經董事會批准及授權刊發。

Five-Year Financial Summary

五年財務概要

		For the years ended 31 December 截至十二月三十一日止年度				
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元 (Restated) (重列)	2006 二零零六年 HK\$'000 千港元 (Restated) (重列)	2005 二零零五年 HK\$'000 千港元 (Restated) (重列)
Results	業績					
Turnover	營業額	74,711	19,253	7,722	9,375	17,965
Profit/(loss) from operations	經營溢利/(虧損)	415,731	(107,240)	(44,749)	(11,484)	(29,324)
Finance costs	融資費用	(8,086)	(3,350)	—	(9,615)	(340)
Profit/(loss) before taxation	除稅前溢利/(虧損)	407,645	(110,590)	(44,749)	(21,099)	(29,664)
Tax credit/(expense)	稅項抵免/(支出)	14,493	13,854	—	(195)	—
Profit/(loss) for the year from continuing operation	來自持續經營業務之本年度溢利/(虧損)	422,138	(96,736)	(44,749)	—	—
(Loss)/profit for the year from discontinued operation	來自已終止經營業務之本年度(虧損)/溢利	(5,576)	(127,772)	70,443	—	—
Profit/(loss) for the year	本年度溢利/(虧損)淨額	416,562	(224,508)	25,694	(21,294)	(29,664)
Dividends	股息	—	—	—	—	—

ASSETS AND LIABILITIES

資產及負債

		At 31 December 於十二月三十一日				
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Total assets	資產總值	1,480,772	1,524,280	1,542,452	922,228	235,227
Total liabilities	負債總額	(109,728)	(629,857)	(492,476)	(518,696)	(67,617)
Shareholders' funds	股東資金	1,371,044	894,423	1,049,976	403,532	167,610

CHINA STAR INVESTMENT HOLDINGS LIMITED
中國星投資有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 00764)

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