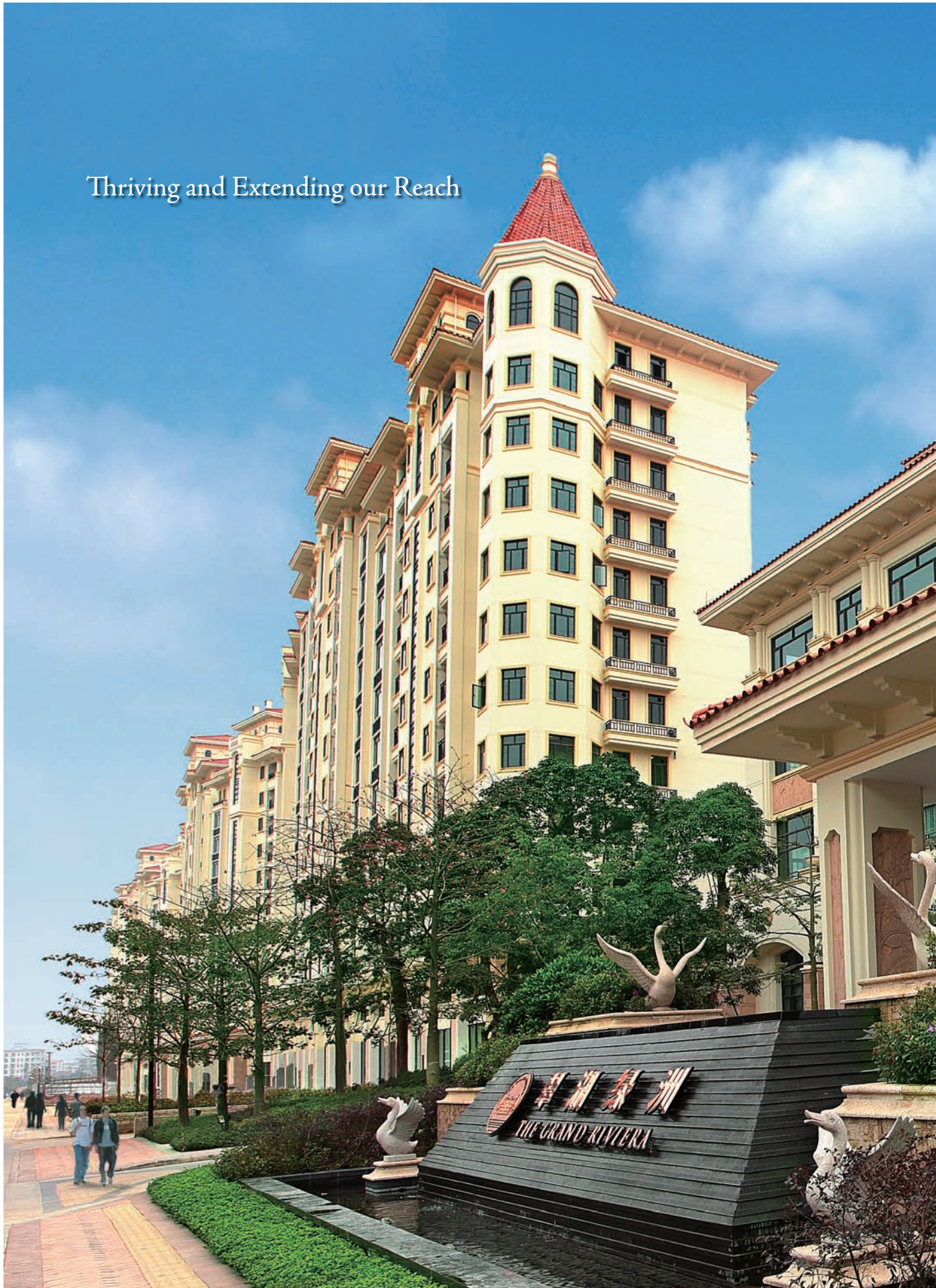




廖創興企業有限公司  
LIU CHONG HING INVESTMENT LIMITED

Thriving and Extending our Reach



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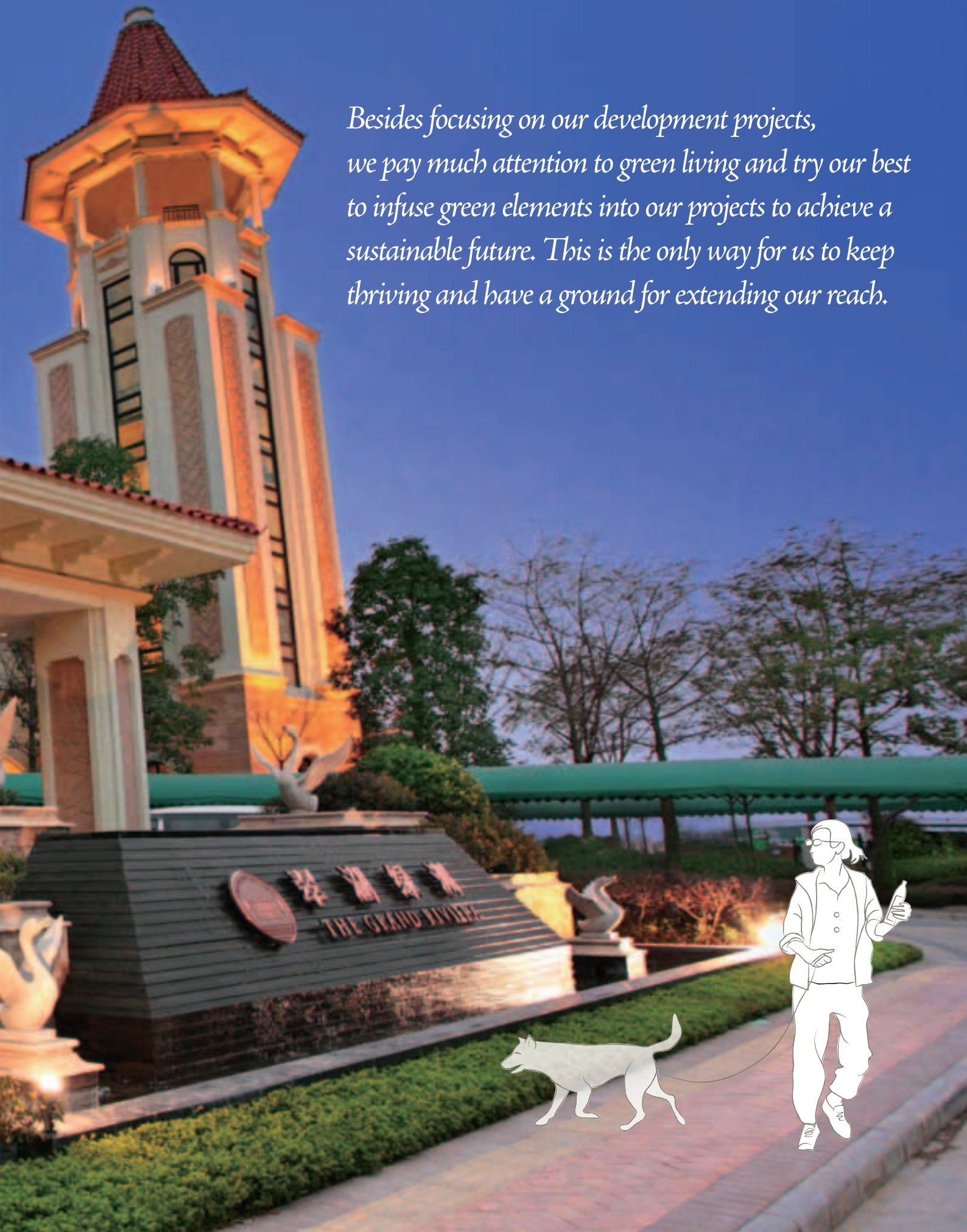
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*Besides focusing on our development projects, we pay much attention to green living and try our best to infuse green elements into our projects to achieve a sustainable future. This is the only way for us to keep thriving and have a ground for extending our reach.*



# Group's Major Businesses Profile

Beijing | Shanghai



**High-speed Line**  
 — Beijing – Tianjin  
 — Tianjin – Shanghai (Under Construction)

## Office/Commercial & Industrial

- 1 Chong Hing Finance Centre, Shanghai
- 2 Chong Hing Bank Centre
- 3 Western Harbour Centre
- 4 Chong Hing Square
- 5 Fung Shun Commercial Building
- 6 Bonsun Industrial Building

## Retails

- 7 Chong Yip Shopping Centre
- 8 Chong Hing Plaza, Guangzhou
- 9 The Westwood

## Residential

- 10 Le Palais, Guangzhou
- 11 The Grand Riviera, Foshan
- 12 Fairview Court
- 13 Chatham Garden

## Hotels

- 14 Hanting Express–Shanghai Shang Nan
- 15 Hanting Hotel–Shanghai Song Jiang Fang Ta
- 16 Hanting Express–Beijing Da Guan Yuen
- 17 Hanting Express–Guangzhou Yue Xiu Pan Fu

The Pearl River Delta

**High-speed Line**  
 — Guangzhou – Wuhan  
 — Hong Kong – Guangzhou (Under Construction)



South China Sea

Tuen Mun

LANTAU ISLAND



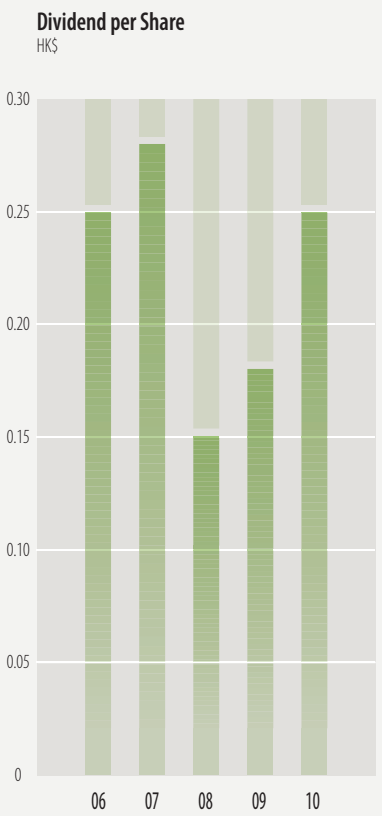
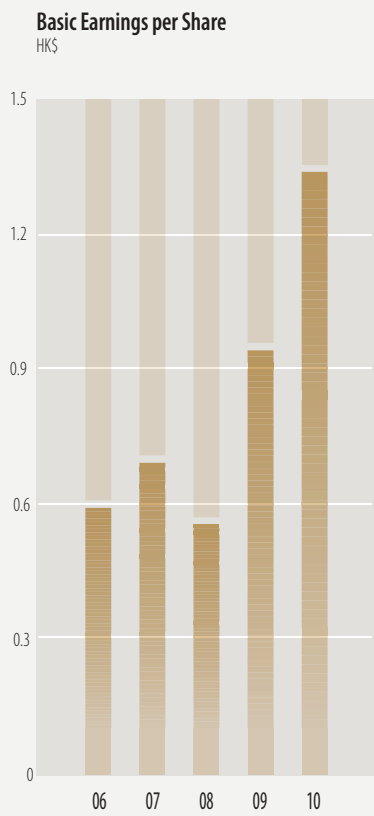
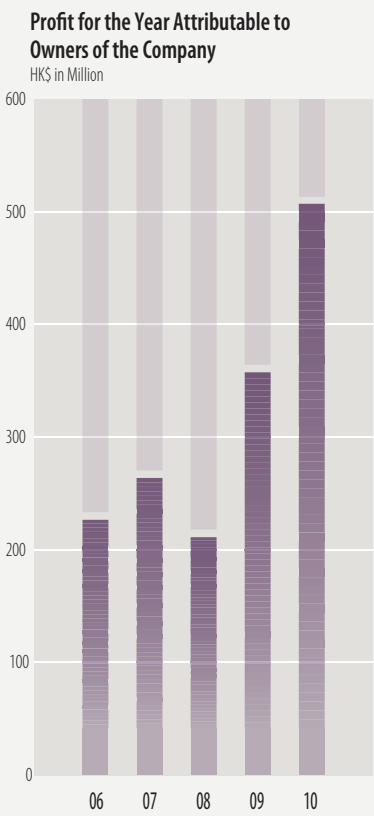
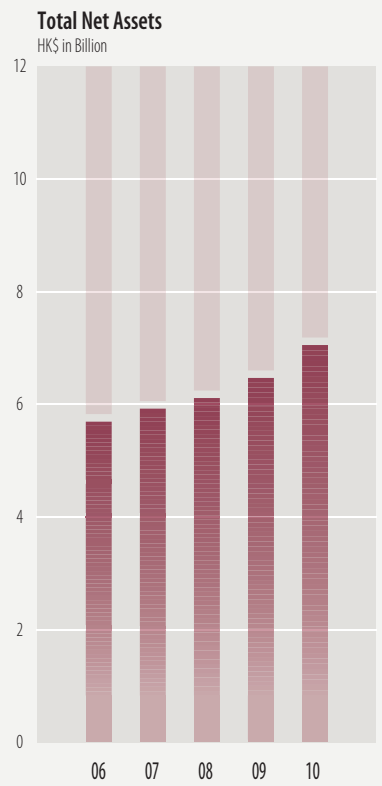
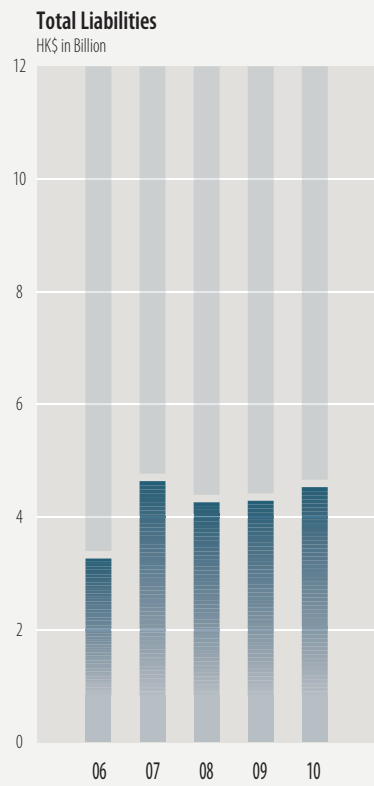
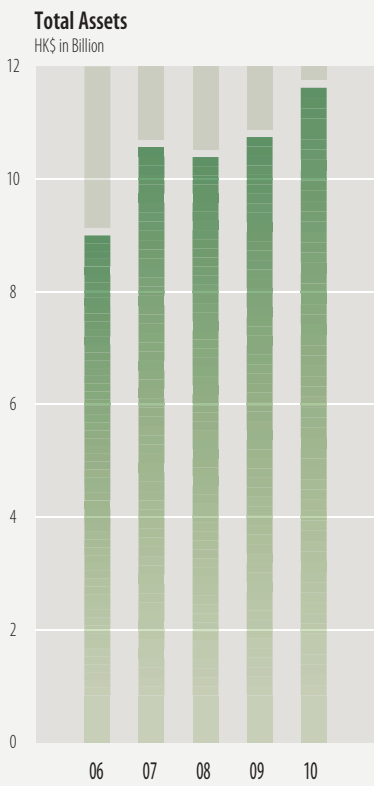


# Five-Year Financial Summary

	2006 HK\$'000	2007 HK\$'000	2008 HK\$'000	2009 HK\$'000	<b>2010 HK\$'000</b>
Total assets	9,022,139	10,617,091	10,413,952	10,814,596	<b>11,657,032</b>
Total liabilities	3,296,232	4,655,117	4,266,413	4,308,272	<b>4,561,310</b>
Total net assets	5,725,907	5,961,974	6,147,539	6,506,324	<b>7,095,722</b>
Net assets value per share	HK\$15.05	HK\$15.67	HK\$16.14	HK\$17.10	<b>HK\$18.66</b>
Debt-to-equity ratio*	30%	44%	44%	44%	<b>44%</b>
Profit for the year attributable to owners of the Company	223,141	263,114	209,326	356,091	<b>507,958</b>
Basic earnings per share	HK\$0.59	HK\$0.69	HK\$0.55	HK\$0.94	<b>HK\$1.34</b>
Dividend per share	HK\$0.25	HK\$0.28	HK\$0.15	HK\$0.18	<b>HK\$0.25</b>
Dividend payout ratio	42%	40%	27%	19%	<b>19%</b>

\* Debt-to-equity ratio represents bank loans and overdrafts and other long term liabilities, less cash and deposits with banks divided by equity which comprises of shareholders' funds and minority interests.

# Five-Year Financial Highlights Charts







*I am pleased to present to the shareholders the Company's operating results for the year 2010.*

*Dear Shareholders,*

*I am pleased to present to you a review of the Company's performance as well as my observations on the macro-economic environment for the year 2010.*

## **ECONOMIC REVIEW**

Hong Kong's economy remained strong in 2010. Gross domestic product for the third quarter rose by 6.8% in real terms. Total employment surged to the highest level since the first quarter of 2009, while unemployment rate dropped to 4%, reflecting a general recovery in the labour market. Since the launch of Quantitative Easing 2 ("QE2") in the US, there was an influx of hot money into Hong Kong. As a result of external factors, property prices were on a constant hike. Heated speculation has deepened the risk of a property bubble. However, despite the Hong Kong Government's various regulation measures introduced in April, August and November 2010, the local property market remained buoyant, recording the largest number of cases and amount in annual real estate registration since 1997. Across the border, although the PRC Government's anti-inflationary measures have slowed down property transactions, property prices (particularly in the secondary cities) have remained quite firm and stable.

On the stock market, the Hang Seng Index zigzagged throughout the year, plunging below 19,000 in May before peaking at around 25,000 in November, and eventually returning to around 23,000 by the end of the year. Over the year, the index fluctuated within a range of around 6,000 points.

## **BUSINESS RESULTS**

For the accounting year ended 31 December 2010, the audited profit attributable to owners of the Company amounted to approximately HK\$508 million (basic earnings per share: HK\$1.34), an increase of approximately 42.6% over the previous year.



*With green living as its design feature, a one kilometre "Avenue of Trees" was built for residents to enjoy the countryside living. Pre-sale of the first phase was launched in June, 2010 with an overwhelming response.*







The Board of Directors has proposed to recommend at the forthcoming Annual General Meeting to be held on Wednesday, 4 May 2011, the payment of a final cash dividend of HK\$0.15 per share. Together with the interim cash dividend of HK\$0.10 per share paid on 30 September 2010, the total cash dividend amounted to HK\$0.25 per share for the year 2010.



The Grand Riviera, Foshan

## **BUSINESS REVIEW**

### **BANKING BUSINESS**

The Company holds a 48.52% shareholding interest in Chong Hing Bank Limited (the "Bank"). The Bank has announced that its audited consolidated profit attributable to shareholders for the year ended 31 December 2010 amounted to HK\$476 million, an increase of 105.5% over that for the previous year. Total customer deposits increased 4.5% to HK\$63.5 billion. Total loans to customers rose 15.7% to HK\$37.9 billion. Total assets increased 6.1% to HK\$74.3 billion. Shareholders' funds (before final dividend), compared with the shareholders' funds for the previous year, increased 6.5% to HK\$6.6 billion. A final cash dividend of HK\$0.35 per share is proposed. Details on the Bank's financial results for the year ended 31 December 2010 may be found in its annual report, which is also published on [www.chbank.com.hk](http://www.chbank.com.hk).

### **HK PROPERTY BUSINESS**

#### **CHONG HING SQUARE**

Chong Hing Square maintained a high occupancy rate throughout the year, which stood at 97% as at 31 December 2010. This 20-storey retail/commercial building is located in the heart of Mongkok, Kowloon, and provides 184,000 square feet of retail space and entertainment facilities.



The Grand Riviera, Foshan club house

## CHONG YIP SHOPPING CENTRE

With an occupancy rate of 97% as at 31 December 2010, Chong Yip Shopping Centre remains one of the favourite shopping centres in the western part of Hong Kong Island with 45,000 square feet of retail space and entertainment facilities.

## WESTERN HARBOUR CENTRE

In 2010, this property continued to enjoy a 100% occupancy rate and a steady growth in rental income. This 28-storey full sea-view Grade A office building with a gross floor area of 140,000 square feet is located at Connaught Road West and within close proximity to the Western Harbour Tunnel. Feasibility studies of a redevelopment of this property have been taken and are being considered.

## FAIRVIEW COURT

This low-rise deluxe apartment block located in Repulse Bay is 80% let and its rental revenue is in line with market conditions.

## CHATHAM GARDEN PROJECT

Chatham Garden is a redevelopment project undertaken by the original shareholders of The Belcher's, in which the Group holds a 10% equity interest. It will consist of 366,000 square feet of residential and retail space. Construction of this property is well underway.

## TAI PO PROJECT

The Group acquired this 240,000 sq.ft. plot of land in Tai Po, New Territories, for long-term investment. Ongoing feasibility studies are being carried out and the Group will implement its development when the opportunity arises.

## PRC PROPERTY BUSINESS

### CHONG HING PLAZA, GUANGZHOU

Guangzhou Chong Hing Plaza was acquired by the Group as a distressed asset in 2006 and has since been revamped. With a prime location in Yue Xiu District of Guangzhou and a total area of 188,000 sq.ft., it was 99% let as at 31 December 2010, with an approximate 11% year-on-year increase in rental income.



Showflat of The Grand Riviera, Foshan

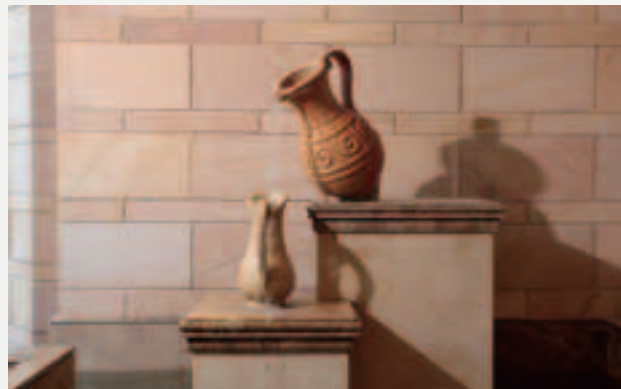


#### CHONG HING FINANCE CENTRE, SHANGHAI

This flagship property of the Group was completed in 2008. Located at 288 Nanjing Road West in Huangpu District of Shanghai, this 36-storey Grade A commercial building commands a strategic location and enviable view over The People's Square just across the street. With a total floor area of over 413,000 square feet of office space, 103,000 square feet of commercial space and 198 carparks, this property was 95% let in terms of office space and 100% let in terms of retail space as at 31 December 2010. The Group has invested more than RMB1.4 billion in this asset and intends to hold it as a long term investment. Total rental revenue generated from this property in 2010 was approximately HK\$105 million, representing a year-on-year increase of approximately 14%.

#### THE GRAND RIVIERA, FOSHAN

The Grand Riviera is a large-scale development project currently undertaken by the Group. Situated on a 2,760,000 sq.ft. plot of land at 1 Guilong Road, Luocun in the Nanhai District of Foshan, it is conveniently located within half an hour's drive from the Foshan financial district and within an hour's drive from downtown Guangzhou. The project boasts a landscape ratio of more than 40% and adopts a southern French approach to its design. With its



unique characteristics which include a 1 km-long car-free "avenue of trees", scenic lakes and landscape features, The Grand Riviera will offer a luxurious, relaxed and healthy living environment for its residents whilst at the same time becoming the new centre of attraction in Foshan. Construction of Phase I of The Grand Riviera, consisting of 847 flat units, over 90,000 sq.ft. of retail space and over 1,000 car parking spaces, is expected to be completed during this year. The pre-sale of some of the Phase I residential units had commenced since June 2010, with 342 flat units sold to date representing approximately RMB259.4 million in terms of revenue value.



Chong Hing Bank Centre



Chong Hing Finance Centre, Shanghai



Fairview Court

## BUDGET HOTEL PROJECT

Riding on the booming tourism industry in China and the her hosting of various international events such as The Shanghai Expo and The Asian Games in Guangzhou in 2010, the Group has invested in a budget hotel project currently consisting of two budget hotels in Shanghai, one in Guangzhou (which commenced operations in February 2010) and another one in Beijing, all of which are operated under the PRC domestic budget hotel chain known as "Hanting". Total revenue recorded in 2010 from such operations was approximately HK\$46.6 million.

## PROPERTY MANAGEMENT

Liu Chong Hing Property Management and Agency Limited, established in 1976, is a wholly-owned subsidiary of the Company and is principally responsible for managing certain properties developed by the Group. In recent years, it also expanded its operations to cover third party properties. Its revenue remained stable in 2010.

## ECONOMIC OUTLOOK

The US economy has shown an increasing momentum of recovery during 2010. However, in light of a high unemployment rate, the US Federal Reserve Board announced after its last rate fixing in 2010 that it would keep the target range for the federal funds rate at 0% to 0.25%. It also revealed the intention to continue with QE2 and the plan to buy US\$600 billion of long-term Treasury bonds. The announcements and extension of relief measures such as tax cuts and unemployment benefits have induced optimistic market sentiments towards the US economy. Nevertheless, the European debt crisis and deficits still loom over the world economy in 2011. We expect to see Asia, particularly China and Hong Kong, to continue to be the main region of investment activities in 2011.

In August 2010, the Working Meeting of the Hong Kong/ Guangdong Cooperation Joint Conference reviewed the latest work

Chatham Garden



Bonsun Industrial Building

progress of Hong Kong/Guangdong cooperation, particularly the implementation of the Framework Agreement on Hong Kong/Guangdong Cooperation (the “Framework Agreement”). The major tasks for 2011 were also discussed at the meeting. The Hong Kong Government strives to incorporate the relevant policies on Hong Kong/Guangdong cooperation in the Framework Agreement, especially those on the functional positioning of Hong Kong/Guangdong cooperation, into the National 12th Five-Year Plan, so as to further promote the mutual economic and social development of Guangdong and Hong Kong and build on existing strengths by establishing a financial cooperation region with Hong Kong taking the lead with its financial systems, to be supported by financial resources and services of Pearl River Delta cities.

Barring any drastic restrictive measures from the Hong Kong Government particularly in relation to foreign investments, we expect the local property market to continue its strong growth in

Western Harbour Centre



2011. We are also confident that the Mainland Chinese property markets will remain stable and healthy. As Hong Kong’s economy steadily recovers, the Mainland’s economy thrives and the internationalisation of Renminbi accelerates, we will continue to tap into the deepening economic and financial interaction between the Mainland and Hong Kong, thereby further consolidating our foundation for future growth.

### SINCERE ACKNOWLEDGEMENTS

I would like to express my heartfelt thanks to stakeholders and shareholders for their continued trust and support, to all my fellow directors for their wise stewardship, and to our senior management and staff for their commitment and dedication.

**Dr. Liu Lit Mo**

*Chairman and Managing Director*

Hong Kong, 2 March 2011



*Completed in 2008, this Grade-A office building offers high quality lettable office and commercial space. In 2010, rental revenue of Chong Hing Finance Centre has gained remarkable increment.*





The Board of Directors of Liu Chong Hing Investment Limited (the "Directors") has pleasure in presenting to the Shareholders their annual report together with the audited financial statements for the year ended 31 December 2010.

## PRINCIPAL ACTIVITIES

The principal activities of the Company are property investment and investment holding. The principal activities of the principal subsidiaries and associates are shown in notes 46 and 47 to the financial statements respectively.

## RESULTS AND STATE OF AFFAIRS

The results of the group for the year ended 31 December 2010 and the state of the Company's and the group's affairs at that date are set out on pages 64 to 128 of this annual report.



Chong Hing Finance Centre, Shanghai

## DIVIDENDS

An interim cash dividend of HK\$0.10 per share was paid to shareholders on 30 September 2010. The Directors recommend a final cash dividend of HK\$0.15 per share making a total cash dividend of HK\$0.25 per share for the year.

## RESERVES

Movements in reserves of the group during the year are set out in Consolidated Statement of Changes in Equity and the movements in reserves of the Company during the year are set out in note 37a to the financial statements.

The Company's reserves available for distribution to shareholders as at 31 December 2010 comprised the accumulated profits of HK\$1,799,293,000 (2009: HK\$1,877,521,000).



## Chong Hing Square



### INVESTMENT PROPERTIES/ASSETS HELD FOR SALE

Movements in investment properties and assets held for sale during the year are set out in notes 17 and 31 respectively to the financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the year are set out in note 18 to the financial statements.

### PROPERTIES UNDER DEVELOPMENT FOR SALE

Movements in properties under development for sale during the year are set out in note 19 to the financial statements.

### SHARE CAPITAL

Details of the share capital of the Company are set out in note 36 to the financial statements.

### SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme"), was adopted pursuant to a resolution passed on 25 April 2002, which replace the previous share option scheme, for the primary purpose of providing incentives to directors and eligible employees, and will expire on 24 April 2012. Under the Scheme, the Company may grant options to eligible employees, including executive directors of the Company and its subsidiaries, to subscribe for shares in the Company. Additionally, the Company may, from time to time, grant share options to outside eligible third parties at the discretion of the Board of Directors.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares in respect of which options may be granted to any individual is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.



Chong Yip Shopping Centre



The Westwood



Options may be exercised at any time from the date of grant of the share option to the 5th anniversary of the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of the nominal value of the Company's share on the date of grant, the average closing price of the shares for the five business days immediately preceding the date of grant, or the closing price of the shares on the date of grant.

No options have been granted under the above mentioned scheme since the Scheme was adopted.

### **SUBSIDIARIES AND ASSOCIATES**

Particulars relating to the subsidiaries and associates are set out in notes 46 and 47 to the financial statements respectively.

### **GROUP BORROWINGS AND INTEREST CAPITALISED**

Details of bank loans and other borrowings repayable within five years are set out in note 33 to the financial statements.

The group's interest capitalised during the year amounted to HK\$9,266,000 (2009: HK\$6,395,000).

### **BOARD OF DIRECTORS**

The Directors of the Company during the year and up to the date of this report are shown on page 46 of this annual report.

The term of office of each director, who has been longest in office, shall retire by rotation and offer themselves for reelection in accordance with the Company's Articles of Association.

Mr. Tong Tsin Ka, Mr. Ng Ping Kin, Peter, Mr. Kho Eng Tjoan, Christopher and Mr. Lee Wai Hung shall retire by rotation in accordance with Articles 92 and 99 of the Company's Articles of Association and, being eligible, offer themselves for reelection.

The biographical details of directors and senior management are set out on pages 48 to 53.

The Company has received from each Independent Non-executive Director an annual confirmation of his independent pursuant to rule 3.13 of the Listing Rules and the Company considered all Independent Non-executive Director are independent.

## CORPORATE GOVERNANCE

The Company is committed to achieve a high standard of corporate governance practices and has substantially complied with the Code on Corporate Governance Practices, as required under Appendix 14 of the Listing Rules. Guidelines and procedures for corporate governance of the Company are set out on pages 37 to 45.

## COMPLIANCE OF THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

All directors have confirmed that they complied with the required standards set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules throughout the review period.

## DIRECTORS' INTERESTS IN SHARE CAPITAL OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2010, the long/short positions of each of the directors and chief executives and their associates in the shares and underlying shares of the Company or any of the Company's associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")), as recorded in the register required to be kept under Section 352 of Part XV of the SFO, are set out below:

### (I) LONG POSITION IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

#### (A) THE COMPANY

*Liu Chong Hing Investment Limited*

Name of Director	Number of ordinary shares held			Total interests	Total interests as approximate % of the relevant issued share capital
	Personal interests (held as beneficial owner)	Family interests (interests of spouse or child under 18)	Corporate interests (interests of controlled corporation)		
Dr. Liu Lit Mo, <i>Chairman and Managing Director</i>	4,580,000	—	177,600,000 <i>(Notes 1 and 2)</i>	182,180,000	48.12%
Mr. Liu Lit Chi	141,668	—	216,723,064 <i>(Notes 1 and 3)</i>	216,864,732	57.28%
Dr. Liu Lit Chung	—	—	171,600,000 <i>(Note 1)</i>	171,600,000	45.33%
Mr. Andrew Liu	600,000	—	—	600,000	0.16%
Mr. Ng Ping Kin, Peter	20,000	—	—	20,000	0.01%

Notes:

- 171,600,000 shares in the Company are beneficially held by Liu's Holdings Limited, of which Dr. Liu Lit Mo, Mr. Liu Lit Chi and Dr. Liu Lit Chung are amongst its shareholders. The above numbers of shares are duplicated under the corporate interests for each of these directors.
- Eternal Wealth Limited, of which Dr. Liu Lit Mo and his associates are shareholders, beneficially holds 6,000,000 shares in the Company, and thus is included in the corporate interests of Dr. Liu Lit Mo.
- Alba Holdings Limited, of which Mr. Liu Lit Chi and his associates are shareholders, beneficially holds 45,123,064 shares in the Company, and thus is included in the corporate interests of Mr. Liu Lit Chi.

**(B) ASSOCIATE***Chong Hing Bank Limited (the "Bank")*

Name of Director	Number of ordinary shares held			Total interests as approximate % of the relevant issued share capital
	Personal interests (held as beneficial owner)	Family interests (interests of spouse or child under 18)	Corporate interests (interests of controlled corporation)	
Dr. Liu Lit Mo, <i>Chairman</i>	1,009,650	—	251,040,628 (Note 1)	252,050,278 57.94%
Mr. Liu Lit Chi, <i>Managing Director &amp; Chief Executive Officer</i>	313,248	—	253,303,839 (Notes 1 and 2)	253,617,087 58.30%
Mr. Andrew Liu	177,000	—	—	177,000 0.04%

Notes:

- The corporate interests in 251,040,628 shares are attributed as follows:
  - 211,040,628 shares held by the Company's wholly-owned subsidiary, Liu Chong Hing Estate Company, Limited ("Liu Chong Hing Estate"), in which each of Dr. Liu Lit Mo, Mr. Liu Lit Chi and Dr. Liu Lit Chung is deemed under the SFO to be interested through Liu's Holdings Limited, a private company holding approximately 45% of the Company's issued and fully-paid share capital; and
  - 40,000,000 shares held by The Bank of Tokyo-Mitsubishi UFJ, Limited ("BTMU"). Pursuant to an agreement in 1994, BTMU has granted an option to Liu Chong Hing Estate exercisable at any time during the term of that agreement to purchase all such shares and BTMU is required to offer to sell all such shares to Liu Chong Hing Estate in certain circumstances. By virtue of the interests of Dr. Liu Lit Mo, Mr. Liu Lit Chi and Dr. Liu Lit Chung in Liu Chong Hing Estate through Liu's Holdings Limited, each of them is deemed under the SFO to be interested in such shares.
- 2,263,211 shares are held by Alba Holdings Limited, shareholders of which include Mr. Liu Lit Chi and his associates. Accordingly, Mr. Liu Lit Chi is deemed under the SFO to be interested in such shares.

**(II) SHORT POSITION IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS**

Other than as stated above, as at 31 December 2010, no director, chief executive nor their associates of the Company had any interest or short position, whether beneficial or non-beneficial, in the shares or the underlying shares of equity derivatives of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).



## INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

As at 31 December 2010, the following person (other than the directors or the chief executives of the Company), had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO or as otherwise notified to the Company was as follows:

Name of Substantial Shareholder	Capacity	No. of ordinary shares held	% of the issued share capital
Liu's Holdings Limited	Beneficial owner	171,600,000 (Note 1)	45.33%
Alba Holdings Limited	Beneficial owner	45,123,064 (Note 2)	11.92%

All interests disclosed above represent long positions in the shares of the Company.

Notes:

1. Liu's Holdings Limited, a private company incorporated in Hong Kong, of which Dr. Liu Lit Mo, Mr. Liu Lit Chi and Dr. Liu Lit Chung are amongst its shareholders. Such corporate interests are also disclosed in the sub-section under "Directors' interests in Share Capital of the Company and its Associated Corporations".
2. Alba Holdings Limited, a private company incorporated in Hong Kong, is owned by Mr. Liu Lit Chi and his associates. Such corporate interests are also disclosed in the sub-section under "Directors' interests in Share Capital of the Company and its Associated Corporations".

Save as disclosed above, the Company had not been notified by any person (other than the directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company of 5% or more as at 31 December 2010 which were required to be disclosed to the Company under Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

## DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 43 to the Financial Statements, "Connected and Related Party Disclosures", no contracts of significance in relation to the group's business, to which the Company or any of the Company's subsidiaries was a party and in which a director of the Company had, whether directly or indirectly, a material interest, subsisted at the end of the year or at any time during the year.

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

None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not terminable within one year without payment of compensation (other than statutory compensation).

## CONNECTED AND RELATED PARTY TRANSACTIONS

### (I) RELATED PARTY TRANSACTIONS

The related party transactions between the group and the Bank and its subsidiaries (the "Bank group") during the year are described as follows:

- (a) The Bank group handled routine banking transactions for the group. Services provided by the Bank are cheque clearing, current, savings and deposit accounts, remittances and other banking facilities.
- (b) The Bank group provided securities and futures brokerage, nominee, data processing services, insurance agency and underwriting services to members of the group under normal commercial terms.
- (c) The Bank group leased several floors of Western Harbour Centre from the Company.
- (d) The Company through Liu Chong Hing Property Management and Agency Limited, a wholly-owned subsidiary, has provided property management, property consultant and property maintenance services to the Bank group.

Dr. Liu Lit Mo, Mr. Liu Lit Chi, Dr. Liu Lit Chung, Mr. Andrew Liu and Mr. Ng Ping Kin, Peter are interested, directly or indirectly, in the respective share capitals of the Company and/or the Bank.

### (II) CONNECTED PARTY TRANSACTIONS

In March 2010, the Company entered into a lease agreement with the landlord, a company wholly owned by Dr. Liu Lit Mo, chairman and managing director, and his spouse. The Company leased the property for a monthly rent of HK\$375,000 with retrospective effect from 1 January 2010 for a term of two years. For the year ended 31 December 2010, the aggregate rent paid by the Company to the landlord amounted to HK\$4,500,000.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions, details of which are also disclosed by the Group in note 43 to the financial statements, in accordance with Main Board Listing Rule 14A.38. A copy of the auditor's letter has been provided by the Company to The Stock Exchange of Hong Kong Limited.

In the opinion of the directors who do not have any interest, whether directly or indirectly, in the above transactions, the transactions were conducted in the ordinary course of business of the group on normal commercial terms.

## MAJOR CUSTOMERS AND SUPPLIERS

During the year, the group's purchases attributable to the group's five largest suppliers and the group's turnover attributable to the group's five largest customers were less than 30% respectively. None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's issued share capital) has any interest in the group's five largest suppliers or customers.

## PURCHASE, SALE OR REDEMPTION OF SHARES

During the year ended 31 December 2010, the Company and its subsidiaries have not purchased, sold or redeemed any of the shares in the Company.



## SHAREHOLDINGS INFORMATION

### TOP 10 LARGEST SHAREHOLDERS

According to the register of members of the Company as at 31 December 2010, the top 10 largest shareholders are as follows:

Name of Shareholder	Number of Shares held	%
1. Chong Hing (Nominees) Ltd.	132,624,238	35.03
2. HKSCC Nominees Limited	117,784,952	31.11
3. Bangkok Bank Public Co. Ltd.	41,580,000	10.98
4. Alba Holdings Ltd.	35,000,222	9.25
5. BTMU Nominees (HK) Ltd.	10,000,000	2.64
6. Win Ever (Nominees) Ltd.	8,000,000	2.11
7. Leung Hok Pang	5,076,000	1.34
8. To Man Tuen	2,238,000	0.59
9. Wragg Ltd.	1,674,000	0.44
10. Cheng Kee Hong	1,300,000	0.35
Total	355,277,412	93.84

### LOCATION OF SHAREHOLDERS

According to the register of members of the Company as at 31 December 2010, the location of shareholders are as follows:

Location of Shareholders	Number of Shares held	%
Hong Kong	378,503,140	99.9788
China and South East Asia	42,060	0.0111
Europe	12,800	0.0034
US and Canada	16,860	0.0044
Others	8,580	0.0023
Total	378,583,440	100

### SUFFICIENCY OF PUBLIC FLOAT

The group has maintained a sufficient public float throughout the year ended 31 December 2010.

### EVENT AFTER THE REPORTING PERIOD

Details of significant event occurring after the reporting period are set out in note 45 to the financial statements.

## DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Companies Ordinance requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the group as at the end of the financial year and of their respective profit or loss for the year then ended. In preparing the financial statements, the directors are required to select suitable accounting policies and apply them on a consistent basis, making judgments and estimates that are prudent, fair and reasonable; state the reasons for any significant departure from accounting standards; prepare the financial statements on the going concern basis, unless it is not appropriate to presume that the Company and the group will continue in business for the foreseeable future.

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

## AUDIT COMMITTEE

The members of the Audit Committee are shown on page 46. The principal duties of the Audit Committee are reviewing the internal controls and the financial reporting requirements of the group. The Audit Committee meeting will normally hold twice of each financial year immediate before the board of directors meeting for approving the interim and final results. The Committee is satisfied with the Company's internal control procedures and the financial reporting disclosures.

## COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has substantially complied throughout the year ended 31 December 2010 with those paragraphs of the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, with which it is required to report compliance.

## AUDITORS

The financial statements for the year have been audited by Messrs. Deloitte Touche Tohmatsu who have expressed their willingness to continue in office. Accordingly, a resolution will be submitted to the forthcoming annual general meeting to reappoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

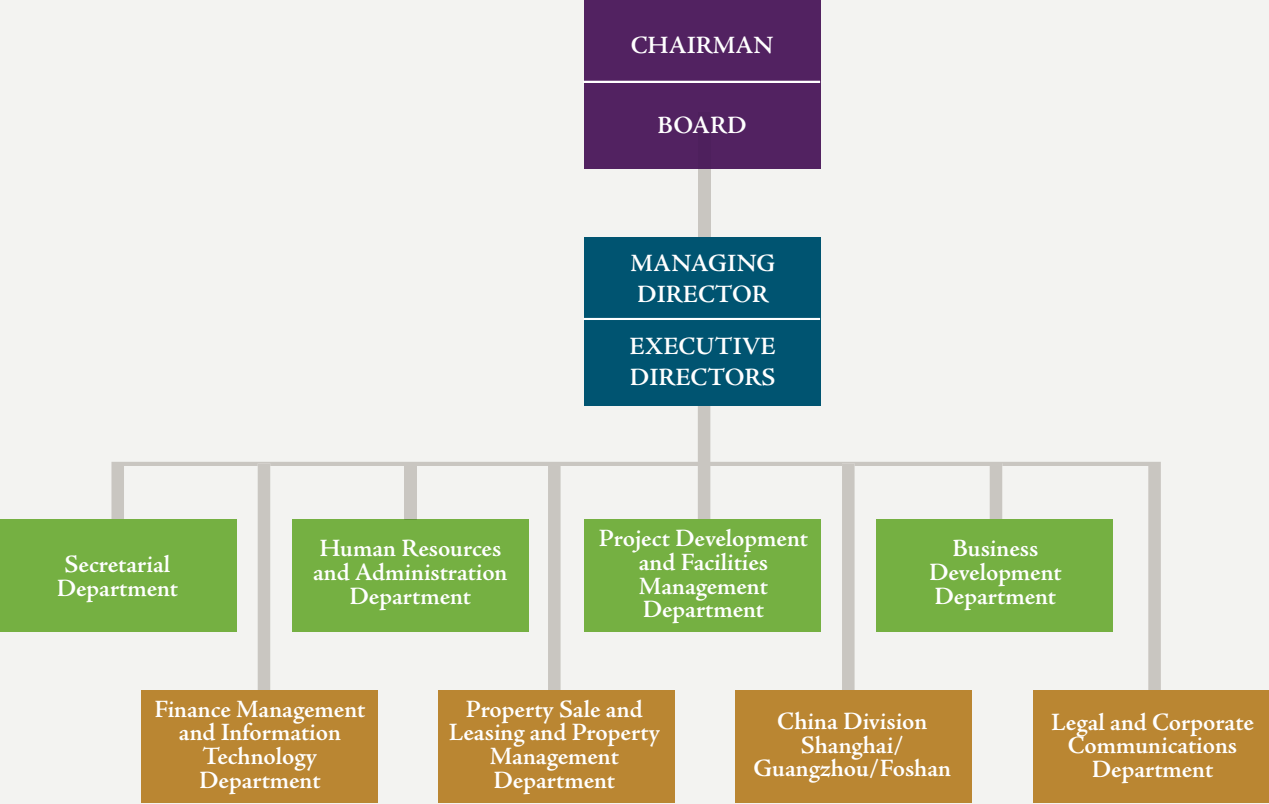
**Dr. Liu Lit Mo**

*Chairman and Managing Director*

Hong Kong, 2 March 2011



# Liu Chong Hing Investment Limited Simplified Organization Chart



The Remuneration Committee (“RC”) consists of four members, all Independent Non-executive Directors of the Company.

The main duty of the Committee is to formulate the Company’s remuneration policy as well as to make recommendation to the Board with regard to the structure of remuneration packages for all directors and senior management. When necessary and appropriate, the Chairman and Managing Director are consulted on such issues.

In determining the remuneration package, the RC needs to ensure that the remuneration offered is appropriate, reasonable and competitive. The terms of reference of the RC, setting out its role, responsibilities and duties, are duly authorized by the Board.

The RC has reviewed and discussed the following issues at its meetings:

1. Remuneration policy;
2. Remuneration for Chairman, Independent Non-executive Directors, Executive Directors and Non-executive Directors in the year of 2010;
3. Remuneration for directors and senior management in the year of 2010;
4. Annual performance bonus policy;
5. Existing share option policy;
6. Remuneration for Chairman, Independent Non-executive Directors, Executive Directors and Non-executive Directors in the year of 2011; and
7. Remuneration for directors and senior management in the year of 2011.

The RC is accountable to the Board and minutes of the meeting are circulated to the Board for information.

The RC meets when required but at least once per year.

## **Members of the Remuneration Committee**

Dr. Cheng Mo Chi, Moses (*Chairman*)

Mr. Ng Ping Kin, Peter

Mr. Tong Tsin Ka

Mr. Kho Eng Tjoan, Christopher

Hong Kong, 1 March 2011

The Audit Committee is made up of four members, all of whom are Independent Non-executive Directors.

The Committee oversees the financial reporting system and internal control procedures. In this process, management is principally responsible for the preparation of group financial statements including the selection of suitable accounting policies. External auditors are responsible for auditing and attesting to group financial statements and will report to the management of the Company from time to time on any weakness in controls which come to their attention. The Audit Committee oversees the respective work of management and external auditors to ensure the management has discharged its duty to have an effective internal control procedures.

It was reported that no major internal control weakness was found and all the recommendations previously suggested by auditors were agreed and implemented by the management in 2010.

The Audit Committee has reviewed and discussed with management and external auditors the 2010 consolidated financial statements included in the 2010 Annual Report. In this regard, the Committee had discussions with management with regard to new or changes in accounting policies as applied, and significant judgments affecting the group financial statements. The Committee also received reports and met with the external auditors to discuss the general scope of their audit work, their assessment of group internal controls.

Based on these review and discussions, and the report of the external auditors, the Audit Committee recommended to the Board of Directors approval of the consolidated financial statements for the year ended 31 December 2010 with the Auditors' Report thereon.

The Committee recommended to the Board that the shareholders be asked to re-appoint Deloitte Touche Tohmatsu as the Company's external auditors for 2011.

## **Members of the Audit Committee**

Mr. Tong Tsin Ka (*Chairman*)

Mr. Ng Ping Kin, Peter

Dr. Cheng Mo Chi, Moses

Mr. Kho Eng Tjoan, Christopher

Hong Kong, 1 March 2011



# Summary of Financial Highlights

	2010 HK\$'000	2009 HK\$'000	Change %
Revenue	<b>337,995</b>	293,602	15.1
Profit for the year attributable to owners of the Company	<b>507,958</b>	356,091	42.6
Basic earnings per share	<b>HK\$1.34</b>	HK\$0.94	42.6
Dividend per share			
Interim	<b>HK\$0.10</b>	HK\$0.08	25.0
Final	<b>HK\$0.15</b>	HK\$0.10	50.0
Total	<b>HK\$0.25</b>	HK\$0.18	38.9
Dividend payout ratio	<b>19%</b>	19%	—
Net assets value per share	<b>HK\$18.66</b>	HK\$17.10	9.1

*As the headquarter of the Group and Chong Hing Bank, Chong Hing Bank Centre was managed by its own property management subsidiary with environmental certification, providing professional and quality services.*



The Directors of Liu Chong Hing Investment Limited (the “Company”) announce the audited consolidated results of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2010.

## **BANKING OPERATION**

For the year ended 2010, the Group’s banking associate, Chong Hing Bank Limited (the “Bank”), reported a profit after taxation of HK\$476 million, representing an increase of 105.5% over that in 2009.

The year 2010 was a year of steady progress and growth for most of Asia. While many Western economies and the U.S. are still trying to find a steady path of sustained economic recovery and growth, Hong Kong and China have enjoyed good economic progress. We are optimistic that Hong Kong and China’s economy will continue to fare well in the year ahead.

## **PROPERTY INVESTMENT**

The year 2010 has continued to be an active year for Hong Kong’s property market, in particular many new price records were set in the residential sector of the market. We are cautiously optimistic that the property market will continue a healthy trend in 2011, although rise in prices may be slower than last year.

## **HONG KONG**

### **CHONG HING SQUARE**

Chong Hing Square, a popular ginza-type retail development situated in the heart of Mongkok, Kowloon, offers 184,000 square feet of retail and recreational space. This 20-storey building has been 97% let in 2010 with modest increase of rental revenue.

### **CHONG YIP SHOPPING CENTRE**

Chong Yip Shopping Centre is located in Western District with 45,000 square feet of retail and recreational space. This 2-storey shopping mall was 97% let in 2010 and rental revenue has remained stable.



Chong Hing Bank Centre



## The Grand Riviera, Foshan



## WESTERN HARBOUR CENTRE

Western Harbour Centre, a Grade-A office building at 181 Connaught Road West, Hong Kong, is conveniently located close to the Western Harbour Tunnel. This 28-storey 140,000 square feet development was 100% let in 2010 and rental revenue increased by 2% over the previous year.

## FAIRVIEW COURT

Fairview Court is a 6-unit luxury low-rise apartment building in Repulse Bay, Hong Kong, of which the Group owns 5 units. At 31 December 2010, 4 units are let out.

## PRC

### CHONG HING FINANCE CENTRE, SHANGHAI

Chong Hing Finance Centre is located at 288, Nanjing Road West, Huang Pu District, Shanghai. This 36-storey Grade-A building had been completed in early 2008, and offers 413,000 square feet of office space, 103,000 square feet of commercial and retail space, and 198 car park spaces at a prestigious location opposite People's Square.

The Group intends to retain this property for long-term rental purpose. Total investment in this project is about RMB1.4 billion. The Group owns 95% of this property and the remaining 5% is owned by a subsidiary of the Municipal Government of Huang Pu District, Shanghai. This office building is currently 95% let and is expected to bring RMB100 million in annual rental revenue when fully let.

## Chong Hing Plaza, Guangzhou



### CHONG HING PLAZA, GUANGZHOU

The Group acquired this well located 5-storey shopping mall in the central of Guangzhou in 2006. The shopping mall has a gross floor area of 188,000 square feet. The Group has recently completed renovations to upgrade this property thus making good improvement both of rental revenue and occupancy. This property is currently 99% let.

### PROPERTY DEVELOPMENT

#### HONG KONG

##### TAI PO, NEW TERRITORIES

In early 2007, the Group acquired a 240,000 square feet plot of land in Tai Po district, New Territories. Initial consultational studies and planning has begun, and the Group intends to seek eventual conversion of this land for future residential use.

#### PRC

##### THE GRAND RIVIERA, FOSHAN

In early 2007, the Group acquired a plot of land in Foshan, Guangzhou PRC. This 2,760,000 square feet land has been acquired through government land auction at a consideration of

RMB476,000,000 and its use is intended for composite development including both residential and retail. At present, the first phase of this development was launched in 2010, with over 847 flat units of sizes that ranges from 55 square metres to 350 square metres. Regarded as one of the most anticipated new development in Foshan and the overall Guangzhou vicinity, the Group is confident a vast number of buyers will be attracted to this high quality project. Since launch and up to 31 December 2010, the Group has sold 342 flat units (being 58% of first-batch put up for pre-sale) of Phase 1 of this development.

##### BUDGET HOTEL PROJECT

The Group has decided to capitalize on China's fast growing hospitality industry by venturing into a Budget Hotel Project. With strong demand for affordable hotel accommodation and a relative lack of such hotels for many business travellers, we believe this sector of the hotel industry offers strong growth aspects in the coming years. The Group currently has two hotels in Shanghai, one in Beijing, and one in Guangzhou. The hotels have benefited from The Shanghai Expo and The Asian Games in Guangzhou, and we expect business to gradually improve over 2011.



Lobby of Hanling Express — Shanghai Shang Nan



## CAPITAL STRUCTURE

The Group's shareholders' funds as at 31 December 2010 amounted to HK\$7,064 million, representing an increase of HK\$590 million as compared to that as at 31 December 2009. The increase in shareholders' funds was attributed to the Group's net profit for the year of HK\$508 million and net increase of various investment and revaluation reserves of HK\$158 million during the year, less payment of final dividend for 2009 and interim dividend for 2010 totalling HK\$76 million.

## FINANCE AND TREASURY OPERATIONS

### BANK BORROWINGS MOVEMENT

As at 31 December 2010, the Group's consolidated borrowings has been increased by HK\$111 million, from HK\$3,550 million to HK\$3,661 million. The Group's net borrowings after deducting cash and deposits has increased from HK\$2,854 million to HK\$3,092 million.

## CHANGE OF CASH FLOW

The Group's cash flow position has improved in 2010. The improvement was mainly due to the net cash inflow from the lease of Shanghai Chong Hing Finance Centre and Guangzhou Chong Hing Plaza.

Total rental revenue received from Shanghai Chong Hing Finance Centre and Guangzhou Chong Hing Plaza were HK\$105 million and HK\$23 million respectively. Also, cash proceeds from the pre-sale of The Grand Riviera, Foshan of HK\$135 million was received in 2010.

## MAJOR CAPITAL EXPENDITURE

The management is well aware that a higher gearing level will not only undermine the Company's long-term stability but also restrict its flexibility for any new business venture. The management had determined to closely monitoring the gearing. At the year ended, the debt-to-equity ratio has remained at 44% as in 2009.



**Budget Hotels****BANKING FACILITIES**

The total outstanding bank borrowings as at 31 December 2010 was 76% unsecured with almost 100% being on committed basis.

In managing the debt portfolio, the Group has endeavoured to maintain diversified sources to obtain the required funding. Currently, the major source of financing is still coming from the banking sector, in which the Group has bilateral banking facilities with over 13 banks, most of which have established long relationship with the Group.

The Group has also raised funding from arranging syndicated loans in the past. The management will consider to widen the funding source from capital market if both of the market conditions and terms are favourable to the Company.

**COST OF FUNDING**

In 2010, the net borrowing margins in the money market were increased continuously.

The Group's weighted average cost of borrowing was increased slightly during the year. The management expected that the cost of funding paid for renewal of banking facilities would be increased gradually as most banks would charge a higher interest rate to protect their business risk.

**LIQUIDITY RISK AND CASH BALANCES**

It is the Group's financial policy to maintain low leverage and high liquidity. To maintain sufficient liquidity will not only help the Group to fulfill all short term payment obligations but also to improve the Group's working capital.

Liquidity mainly comes from recurring rental income of various investment properties, cash sale proceeds from various completed development projects, dividend from Chong Hing Bank and committed banking facilities. The Group's undrawn committed facilities stood at HK\$757 million as at 31 December 2010. Together with deposits of HK\$569 million, the Group has available funding of over HK\$1,326 million.

## Sustainability and environmental management controls



## LOAN MATURITY ANALYSIS

Liquidity risk could be reduced by extending the loan tenors. The Group's debt maturity portfolio is spread out over a medium term, with more than 38% of debts becoming due within 2 years, and 12% of debts becoming due over 2 but within 5 years respectively. Such a maturity structure allows the Group taking more flexibility on refinancing measures.

## RISK MANAGEMENT

In managing interest rate and foreign exchange exposures, the Group may use certain derivative instruments such as interest rate swaps, cross currency swaps, forward rate agreements and foreign exchange contracts. It is the Group's policy to allow using derivatives as hedging purposes only.

With respect to the counterparty risk of the derivatives, the Group transacts only with financial institutions with strong investment-grade ratings.

## INTEREST RATE EXPOSURE

The volatility and uncertainty of the movement of interest rate may result in a potential negative impact to the Group's financial position. Given that, the management will actively involve and review the movement of interest rate so as to minimize the financial impact.

## FOREIGN EXCHANGE EXPOSURE

It is the Group's policy to minimize mismatch in currency and not to speculate in currency movement. During this year, a total amount of HK\$151 million was converted into Renminbi, mainly for paying construction costs in Foshan project.

Other foreign exchange exposure related to some major investment in Guangzhou, Shanghai and Foshan projects which all together amounted to the equivalent of about HK\$4,292 million or 37% of the Group's assets.



Caring company activities



Caring company presentation



The Management will be closely monitoring the currency movement of Renminbi as mainland property development projects denominated in Renminbi placed a significant portion to the Group's total assets. However, cash revenue received from Shanghai Chong Hing Finance Centre and Guangzhou Chong Hing Plaza and cash sales proceeds from Foshan could eliminate part of the foreign currency exposure against the payment of construction costs in Foshan project.

#### **EMPLOYEE AND EMOLUMENT POLICY**

As at 31 December 2010, the total numbers of employee of the Group was about 300. The Group's remuneration policy, having been advised and determined by the Remuneration Committee, will ensure that the pay levels of its employees are reasonable and competitive in the market and their total rewards including basic salary and bonus system are linked with their performance. The members and the work done of Remuneration Committee are shown on page 25.

#### **CORPORATE SOCIAL RESPONSIBILITIES**

The Group continues to encourage corporate social responsibility and sponsors a wide range of charitable activities.

The Hong Kong Council of Social Service conferred the Caring Company logo to the Group for the third year.



*After the extensive renovation work and alignment of the mix of tenants, Chong Hing Plaza, Guangzhou has maintained an obvious increase in rental income.*



Guangzhou Chong Hing Plaza

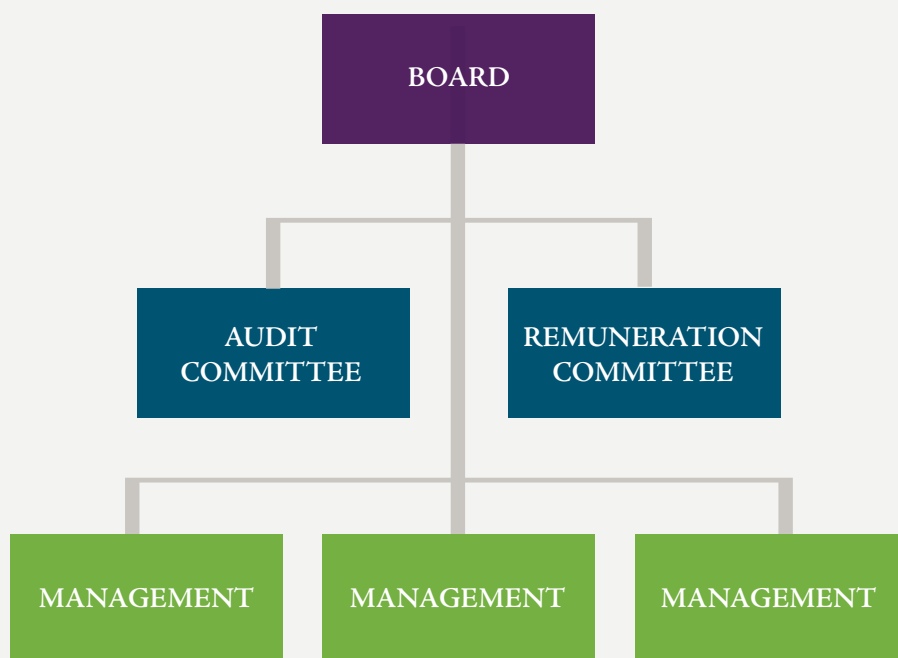


During the financial year ended 31 December 2010, the Company has substantially complied with the Code on Corporate Governance Practices (the “Code on Corporate Governance Practices”) in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) with the exception of part of deviation as set out under the paragraphs on “Chairman and Managing Director: clear division of responsibilities” and “Appointments, Re-election and Removal” below.

## **GUIDELINES AND PROCEDURES FOR CORPORATE GOVERNANCE OF THE COMPANY**

### **(A) CORPORATE GOVERNANCE CHART**

The Board is committed to maintain a high standard of corporate governance for the purpose of enhancing long term shareholders value. Set out below is the corporate governance chart adopted by the Company.



## (B) DIRECTORS

### (i) The Board: responsibility for leadership and control of the Company

- The Board is accountable to the shareholders for leadership and supervision of the senior management for the purpose of creating long term shareholders value by sustaining a growing and successful business.
- The principal task of the Board is to set objective, formulate strategy and to monitor the operating and financial performance.
- Duties of the Board include to approve interim reports and annual reports, announcements and press release of interim and final results, to consider the dividend policy, and approve the issue, allotment or disposal or grant of options in respect of unissued new shares of the Company.

### (ii) Chairman and Managing Director: clear division of responsibilities

- The role of Chairman and the Managing Director of the Company have not been segregated as required by the code provision A.2.1 of the Code. The Board considers this arrangement is in the best interest of the Company that by nature of the group's business which requires considerable market expertise and Dr. Liu Lit Mo, with his profound expertise in the property and banking business, shall continue in his dual capacity as the Chairman and Managing Director.
- Managing Director assumes overall responsibility for group's operation and performance by delegating duties to different executive directors and senior management to achieve targeted objectives. The Board gives clear directions to management as to their powers of management, circumstance in which the management should make report.

### (iii) Board Composition: balance and independence

- The Board currently comprises five Executive Directors, three Non-executive Directors and four Independent Non-executive Directors (representing about one-third of the full Board). During the year ended 31 December 2010, 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 appropriate professional qualifications, or accounting or related financial management expertise.
- The appointment of Independent Non-executive Director strictly adheres to the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules. The Company has received written confirmation of their independence from each of the Independent Non-executive Director.
- The Board considers that the four Independent Non-executive Directors are free from any business or other relationship which might interfere with the exercise of their independent judgment and each of Independent Non-executive Director brings their own relevant expertise to the Board.
- The presence of all Independent Non-executive Directors could ensure that the Board functions effectively and independently.
- All of the Independent Non-executive Directors are also the Committee Members of the two corporate governance committees, namely the Audit Committee and Remuneration Committee. In short, both committees have a majority of Independent Non-executive Directors.
- The biographies of the Directors appear on pages 48 to 53. These demonstrate diversity of experience and calibre of the Board in making management decisions.



**(iv) Appointments, Re-election and Removal**

- The Board as a whole is responsible for the selection and approval of candidates for appointment to the Board, and does not therefore establish a Nomination Committee.
- The four Directors who have been longest in office as at each annual general meeting will retire from office and be subjected to re-election.
- For newly appointed directors, they are required to submit themselves to shareholders for re-election to the Board at the first annual general meeting following their appointment.
- Code A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. Although the non-executive directors and the independent non-executive directors of the Company are not appointed for a specific term, all directors of the Company are subject to retirement by rotation at least once every three years in accordance with Article 99 of the Company's Articles of Association.
- Code A.4.2 stipulates that every director shall be subject to retirement by rotation at least once every three years. Under the existing Company's articles of association, all directors are subject to retirement by rotation except the Managing Director who shall not be subject to retirement by rotation under Articles 107 of the Companies articles of association.

**(v) Responsibilities of Directors: general duties, share dealings**

- The Directors fully appreciate their role and duties as directors with supportive commitment of creating a healthy corporate governance culture.
- On appointment, new Directors will be given an introduction to the group's major business activities, induction into their responsibilities and duties, and other regulatory requirements.
- The Company Secretary is responsible for keeping all Directors updated on Listing Rules and other relevant regulatory requirements.
- Throughout the year, Directors complied with the required standard set out in the Model Code in Appendix 10 of the Listing Rules regarding Securities Transactions by Directors of Listed Issuers.

**(C) BOARD PROCESS****(i) Meetings: matters reserved for full Board decision and general proceedings**

- In order to achieve a high standard of corporate governance and in compliance with the requirement as mentioned under Appendix 14 — Code on Corporate Governance Practices, the Board has performed to hold full Board meeting at least quarterly during the year 2010.
- Matters reserved for full Board decision include material bank facilities arrangement, material acquisitions and disposals of assets, material transactions with connected parties, significant investments including large capital projects, delegation of authority, treasury and risk management policy, any matters involving a conflict of interest for a substantial shareholder or director.
- All Directors have access to the Company Secretary who is responsible for ensuring that the Board procedures are complied with and advises the Board on corporate governance and compliance matters.

- The Company Secretary is responsible for taking minutes of Board and Board Committee meetings, which are normally circulated to Directors for comment within a reasonable time after each meeting and the final signed version is sent to all Directors for their records and open for Directors' inspection.
- All Directors are allowed to take independent professional advice at Company's expense.
- There is in place a directors' and officers' liabilities insurance cover.
- Details of Directors' 2010 meetings attendance are set out below:

	Number of meeting attended	Attendance Rate
<b>Executive Directors</b>		
Liu Lit Mo, <i>Chairman and Managing Director</i>	(4/4)	100%
Liu Lit Chi	(4/4)	100%
Liu Kam Fai, <i>Winston, Deputy Managing Director</i>	(4/4)	100%
Liu Kwun Shing, <i>Christopher</i> <i>(also alternate director to Dr. Liu Lit Chung)</i>	(4/4)	100%
Lee Wai Hung	(4/4)	100%
<b>Non-executive Directors</b>		
Liu Lit Chung	(0/4)	0%
Andrew Liu	(2/4)	50%
Liu Chun Ning, <i>Wilfred</i>	(1/4)	25%
<b>Independent Non-executive Directors</b>		
Ng Ping Kin, <i>Peter</i>	(0/4)	0%
Cheng Mo Chi, <i>Moses</i>	(2/4)	50%
Tong Tsin Ka	(4/4)	100%
Kho Eng Tjoan, <i>Christopher</i>	(2/2)	100%

## (ii) Supply of Information: quality and timeliness

- The Company attaches great importance to continually improve on the quality and timeliness of the dissemination of information to the Directors.
- The Chairman is responsible for ensuring adequate supply of information to the Directors.
- The agenda and accompanying board papers will be sent in full to all Directors in a timely manner (we aim to give relevant documents at least five clear days replacing current practice of at least three clear days in advance of meeting). Where appropriate, communications are sent electronically.
- Executive Directors are currently provided with quarterly management reports which showing the group's financial and operating results with detailed analysis of those major rental properties, property under development and other investments.
- Managing Director is currently holding monthly internal management meeting with various department heads to update Directors on their lines of business and to review performance for delegated assignment.

**(D) REMUNERATION OF DIRECTORS**

Procedures for Remuneration Committee to set Directors and Senior Management's remuneration policy:

- The Company has set up Remuneration Committee on 3 March 2005. Its terms of reference are to review and determine the remuneration packages for all Directors and Senior Management.
- The Remuneration Committee is chaired by the Independent Non-executive Director, Dr. Cheng Mo Chi, Moses and has a majority of Independent Non-executive Directors.
- Its other current members are Mr. Ng Ping Kin, Peter, Mr. Tong Tsin Ka and Kho Eng Tjoan, Christopher, all of them are Independent Non-executive Directors.
- The Committee meets at least once per annum.
- Details of 2010 Remuneration Committee meeting attendance are set out below:

	Number of meeting attended	Attendance Rate
<b>Members of Remuneration Committee</b>		
Cheng Mo Chi, Moses, <i>Chairman</i>	(1/1)	100%
Ng Ping Kin, Peter	(0/1)	0%
Tong Tsin Ka	(1/1)	100%
Kho Eng Tjoan, Christopher	(1/1)	100%
Cavior Liu, <i>Secretary</i>	(1/1)	100%

- The Committee is authorized by the Board to oversee and make recommendation on the remuneration of Executive Directors and Senior Management.
- No Director is involved in deciding his own remuneration. On matters other than those concerning him, the Chairman or Managing Director may be invited to Committee meetings to give advices.
- Committee members are allowed under certain procedures to take independent professional advice at Company's expense for making and determining the remuneration package proposal.
- The Committee will present a report to the Board after each meeting, which addresses its work and findings.
- The Committee will make recommendation to the Board regarding the remuneration, comprising directors' fees for all non-executive directors, for shareholders approval at the Annual General Meeting.
- Details on the mandate and summary of the work by the Remuneration Committee during the year are set out in the Remuneration Committee Report on page 25.
- The terms of reference of Remuneration Committee are available on the Company's website.



## (E) ACCOUNTABILITY AND AUDIT

### (i) Financial Reporting: balanced, clear and comprehensive assessment of Company's performance, position of prospects

- The Board believes that it presents a comprehensive, balanced and understandable assessment of the group position and prospects in all shareholder communications.
- The Board fully appreciates its responsibilities regarding the preparation of financial statements.

### (ii) Audit Committee and Auditors: terms of reference and relationship with management and external auditors

- The Audit Committee is chaired by the Independent Non-executive Director, Mr. Tong Tsin Ka and has a majority of Independent Non-executive Directors.
- Its other current members are Ng Ping Kin, Peter and Dr. Cheng Mo Chi, Moses and Kho Eng Tjoan, Christopher, all of them are Independent Non-executive Directors. All members have experience in reviewing and analyzing audited financial statements of public companies or major organization.
- The Committee meets not less than twice per annum. Meetings are also attended by invitation by the Managing Director and Executive Director who is in charge of finance matters.
- Details of 2010 Audit Committee meetings attendance are set out below:

	Number of meeting attended	Attendance Rate
<b>Members of Audit Committee</b>		
Tong Tsin Ka, <i>Chairman</i>	(2/2)	100%
Ng Ping Kin, Peter	(0/2)	0%
Cheng Mo Chi, Moses	(2/2)	100%
Kho Eng Tjoan, Christopher	(1/1)	100%
Lee Wai Hung, <i>Secretary</i>	(2/2)	100%

- Under its terms of reference, the Committee is required, amongst other things, to oversee the relationship with external auditors, to review the Company's interim and annual financial statements, and to evaluate group system of internal controls.
- There is an agreed procedure for Audit Committee members to take independent professional advice at Company's expense.

- Relationship with management and external auditors:
  - the Committee oversees the financial reporting system and internal control procedures.
  - management is principally responsible for the preparation of group financial statements including the selection of suitable accounting policies.
  - external auditors are responsible for auditing and attesting to group financial statements and will report to the management of the Company from time to time on any weakness in controls which come to their attention.
  - the Committee oversees the respective work of management and external auditors to endorse the processes and safeguards employed by them.
- The Committee presents a report or make advice to the Board after each meeting, which addresses its work and findings.
- Details on the mandate and work performed by the Audit Committee during the year are set out in the Audit Committee Report on page 26.
- The terms of reference of Audit Committee are available on the Company's website.

### **(iii) Auditors' Remuneration**

For the year ended 31 December 2010, the Auditors of the Company and its subsidiaries would receive approximately HK\$1.97 million for audit and audit related services (2009: HK\$1.88 million) as well as HK\$0.33 million for non-audit services (2009: HK\$0.75 million).

### **(iv) Internal Control: sound and effective system to safeguard shareholder interests and Company assets**

- Risk management is a crucial part of the group's strategic management to monitor the Company's overall financial position and to protect its assets.
- The group is committed to implementing effective risk management policies and internal control procedures to identify and manage the risks that the group may be exposed to.
- These policies and procedures are reviewed regularly by management together with the assistant by external auditors during the course of audit to ensure their effectiveness and compliance with Code on Corporate Governance Practices.
- The Managing Director and Executive Director will discuss with external Auditors in the Audit Committee meeting at least twice a year on key issues in relation to internal controls, audit finding and risk management.
- As concluded in 2010 Audit Committee meeting, no irregularities and major weakness in control were found by the Auditors.

## **(F) DELEGATION BY BOARD**

### **(i) Relationship with management**

- The Board and management (include different departmental heads) fully appreciate their respective roles with supportive commitments of creating a healthy corporate governance culture.
- The Board is responsible for overseeing the processes that management (include different departmental heads) has in place to identify business opportunities and risks.
- The Board's role is not to manage the business which responsibility remains vested with management and different departmental heads.

### **(ii) Board Committees: specific terms of reference and report to full Board**

- The Board currently has two Board Committees, namely the Audit Committee and Remuneration Committee with specific written terms of reference.
- The Audit and Remuneration Committee, being corporate governance committees, each has a 100% non-executive membership with a majority of Independent Non-executive Directors.
- Board Committees present their respective reports to the Board after each meeting, which addresses their work and findings.

## **(G) COMMUNICATION WITH SHAREHOLDERS**

### **(i) General communication programme with shareholders**

- The group is committed to maintain a policy of open and timely disclosure of relevant information on its activities to shareholders, subject to applicable legal requirements.
- Communication is made through:
  - the Company's annual and interim reports, which have been enhanced to present a comprehensive, balanced and understandable assessment of the group position and prospects.
  - notices of and explanatory memoranda for annual and other general meetings, which have been enhanced to provide shareholders with additional information in an understandable manner.
  - press releases on major developments of the group.
  - disclosures to the Stock Exchange and relevant regulatory bodies.
  - inquiries from investors, media or the public are responded by the Chief Financial Officer, Company Secretary or the appropriate members of senior management.
  - Company's website at <http://www.lchi.com.hk> from which shareholders can access information on the group. The website provides, inter alia, corporate announcements, press releases, annual reports, and corporate information of the group.



**(ii) Shareholder Communications: constructive use of annual general meetings, voting and general proceedings**

- The Board welcomes moves towards a more constructive use of Annual General Meetings and regards the Annual General Meetings as the principal opportunity to meet private shareholders.
- In 2010, almost all Executive Directors and a majority of Independent Non-executive Directors attended the Annual General Meeting.
- The Company arranges for the Annual Report and Financial Statements and related papers to be posted for shareholders so as to allow at least 20 clear business days (exclude Saturdays, Sundays and public holidays in Hong Kong) for consideration prior to the Annual General Meeting. And all other general meetings to be sent at least 10 clear business days (exclude Saturdays, Sundays and public holidays in Hong Kong).
- All ordinary shares of the Company have equal voting rights. Annual General Meeting proceedings are continually reviewed in the light of Code on Corporate Governance Practices.
- Separate resolutions are proposed at the meeting on each substantially separate issue, including the election of individual Directors.
- Preparation of a comprehensive Annual General Meeting circular containing:
  - re-election of Directors;
  - general Mandate to Repurchase Shares;
  - general Mandate to Issue Shares;
  - amendments to the Articles of Association, if any;
  - voting at Annual General Meeting; and
  - comprehensive information on each resolution to be proposed.

**(iii) Shareholder rights and Investor Relationship**

The Company's Articles contain the rights of shareholders to demand and the procedures for a poll voting on resolution at shareholders' meetings. Details of such rights to demand a poll and the poll procedures are included in all circulars in relation to shareholders' meetings and will be explained during the proceedings of shareholders' meetings. In case poll voting is conducted, the poll results will be posted on the websites of the Stock Exchange and the Company on the business day following the shareholders' meeting.

To promote effective communication, the Company maintains a website at <http://www.lchi.com.hk> where the Company's announcements, business development and operations, financial information, corporate governance practices and other information are posted.

Information on top 10 largest shareholders and location of shareholders is set out in Directors' Report on page 22.

## HONORARY CHAIRMAN

Mr. Liu Lit Man, GBS, J.P., F.I.B.A.

## BOARD OF DIRECTORS

### EXECUTIVE DIRECTORS

Dr. Liu Lit Mo, LLD, MBE, J.P. (Chairman and Managing Director)

Mr. Liu Lit Chi

Mr. Liu Kam Fai, Winston (Deputy Managing Director)

Mr. Liu Kwun Shing, Christopher

(also alternate director to Dr. Liu Lit Chung)

Mr. Lee Wai Hung

### NON-EXECUTIVE DIRECTORS

Dr. Liu Lit Chung, MBBS (Lon), MRCP(UK), F.R.C.P. (Lon)

Mr. Andrew Liu

Mr. Liu Chun Ning, Wilfred

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. The Hon. Lee Tung Hai, Leo, GBM, GBS, LLD, J.P.

(deceased on 8 June 2010)

Mr. Ng Ping Kin, Peter, MSc., J.P.

Dr. Cheng Mo Chi, Moses, GBS, OBE, LLB (HK), J.P.

Mr. Tong Tsin Ka, FCA (AUST.), FCPA, FCIS

Mr. Kho Eng Tjoan, Christopher

BES, M. Arch, HKIA, RIBA, ARAIA, MRAIC,

Assoc. AIA, Registered Architect, AP (Architect)

(appointment effective from 13 August 2010)

## COMPANY SECRETARY

Mr. Lee Wai Hung

## AUDIT COMMITTEE

Mr. Tong Tsin Ka (Chairman)

Mr. Ng Ping Kin, Peter

Dr. Cheng Mo Chi, Moses

Mr. Kho Eng Tjoan, Christopher

Mr. Lee Wai Hung (Secretary)

## REMUNERATION COMMITTEE

Dr. Cheng Mo Chi, Moses (Chairman)

Mr. Ng Ping Kin, Peter

Mr. Tong Tsin Ka

Mr. Kho Eng Tjoan, Christopher

Ms. Cavior Liu (Secretary)

**SENIOR MANAGEMENT**

Ms. Eva Liu,	Director of projects and maintenance
Mr. Luk Chi Chung,	Director of finance
Ms. Cavior Liu,	Director of human resources and administration
Mr. Pan Sze Yuen, Cecil,	Director of projects and maintenance
Miss Yan Yuet Lam, Charmaine,	Director of business development
Mr. Lam Shiu Cheung,	Director of China property
Mr. Lau Ping Leung, Stephen,	Director of quantity surveying
Mr. Wong Yuk Chi, Allen,	Deputy director of property management department
Mr. Tian Shao Geng,	Deputy general manager of Shanghai Huang Pu Liu Chong Hing Property Development Company Limited
Ms. Yeung Shui Wah, Hazel	Deputy general manager of Shanghai Huang Pu Liu Chong Hing Property Development Company Limited

**MANAGERS**

Mr. Jan Kwok Wai,	Senior project manager
Ms. Ngan Luen Hing,	Property manager (sale & leasing)
Mr. Tong Tse Hon,	Property manager (sale & leasing)
Mr. Ng Kam Chung,	Project manager
Mr. Tam King Hung	Project manager

**SOLICITORS**

Deacons
Gallant Y.T. Ho & Co.
P.C. Woo & Co.

**AUDITORS**

Deloitte Touche Tohmatsu
<i>Certified Public Accountants</i>

**BANKERS**

Chong Hing Bank Limited
Bank of China (Hong Kong) Limited
Bank of Communications Company Limited
China Merchants Bank Hong Kong Branch
Citic Bank International Limited
Dah Sing Bank, Limited
DBS Bank (Hong Kong) Limited
Fubon Bank (Hong Kong) Limited
Hang Seng Bank Limited
Industrial and Commercial Bank of China (Asia) Limited
Nanyang Commercial Bank, Limited
Shanghai Commercial Bank Limited
Standard Chartered Bank (Hong Kong) Limited
The Bank of Tokyo-Mitsubishi UFJ, Limited
The Royal Bank of Scotland
Wing Hang Bank, Limited
Wing Lung Bank Limited

**REGISTERED OFFICE**

25th Floor Chong Hing Bank Centre  
 24 Des Voeux Road Central  
 Hong Kong  
 Tel: (852)3768 9038 Fax: (852)3768 9008

**GUANGZHOU OFFICE**

Room 301, Le Palais  
 1 Yong Sheng Shang Sha  
 Donghu Road  
 Yue Xiu District  
 Guangzhou, P.R.C.  
 Tel: (8620) 8375 8993 Fax: (8620) 8375 8997

**SHANGHAI OFFICE**

36/F, Chong Hing Finance Centre  
 288 Nanjing Road West  
 Shanghai, P.R.C.  
 Tel: (8621) 6359 1000 Fax: (8621) 6327 6299

**FOSHAN OFFICE**

First Phase, The Grand Riviera  
 1 Guilong Road  
 West of Luocun, Luocun Street  
 Nanhai District, Foshan  
 Guangdong Province, PRC  
 Tel: (86757) 8126 6688 Fax: (86757) 8126 6669



## EXECUTIVE DIRECTORS

### DR. LIU LIT MO

*LLD, MBE, J.P.*

aged 73, is the Chairman and Managing Director of Liu Chong Hing Investment Limited. He was appointed as the Managing Director of the Company since 1972. Dr. Liu is also the Chairman of Chong Hing Bank Limited and a Director of China Motor Bus Company Limited. As for community service, Dr. Liu was the Chairman of Tung Wah Group of Hospitals in 1967 and is now serving as an Adviser of the Group. He had also been President of the Hong Kong Chiu Chow Chamber of Commerce, Chairman of Hong Kong Football Association and District Governor of District 3450, Rotary International. Presently, he is a member of the Board of Trustees of United College, The Chinese University of Hong Kong and a Manager of Liu Po Shan Memorial College. He was awarded Silver Jubilee Medal by Her Majesty the Queen in 1977. Dr. Liu was conferred an Honorary Degree of Doctor of Laws by Lingnan University in 2005. Dr. Liu is the brother of Mr. Liu Lit Chi and Dr. Liu Lit Chung, the father of Mr. Liu Kam Fai, Winston and an uncle of Mr. Andrew Liu, Mr. Liu Chun Ning, Wilfred and Mr. Liu Kwun Shing, Christopher.

### MR. LIU LIT CHI

aged 71, was appointed to the Board as an Executive Director of Liu Chong Hing Investment Limited since 1972. Mr. Liu, who was educated in Hong Kong and the United Kingdom, is the Managing Director and Chief Executive Officer of Chong Hing Bank Limited, and also a director of a number of other companies in Hong Kong and elsewhere. Mr. Liu is the brother of Dr. Liu Lit Mo and Dr. Liu Lit Chung, an uncle of Mr. Andrew Liu, Mr. Liu Chun Ning, Wilfred, Mr. Liu Kam Fai, Winston and Mr. Liu Kwun Shing, Christopher.

### MR. LIU KAM FAI, WINSTON

*BA., MSc.*

aged 44, was appointed an Executive Director of the Company since 1997 and he was re-designated as the Deputy Managing Director of the Company in August 2008. He holds a Master degree in Economics from the University of London, specializing in Finance and Macro Economic Policy. Mr. Liu oversees the Company's strategic development, project implementation, as well as all aspects of business operations. Besides, he has been appointed as a non-executive director of Freeman Financial Corporation Limited since January 2011, which is a public company listed on the Stock Exchange in Hong Kong. Save as disclosed above, Mr. Liu did not hold any directorship in any other listed public company in the last three years. Mr. Liu is the son of Dr. Liu Lit Mo, a nephew of Mr. Liu Lit Chi and Dr. Liu Lit Chung, a cousin of Mr. Andrew Liu, Mr. Liu Chung Ning, Wilfred and Mr. Liu Kwun Shing, Christopher.

### MR. LIU KWUN SHING, CHRISTOPHER

aged 35, was re-designated as an Executive Director of the Company in August 2008 having served as a Non-executive Director of the Company and Alternate Director to Dr. Liu Lit Chung (who is a Non-executive Director of the Company) since 2000. He has also been a director of Chong Hing Bank Limited (an associate of the Company) since 2000. A holder of a Master of Arts degree in Jurisprudence from the University of Oxford, Mr. Liu is a qualified solicitor in both Hong Kong and England & Wales. Prior to joining the Company on a full-time basis, he was a partner of Deacons in Hong Kong, with a primary focus in corporate finance, M&A and private equity matters, and currently remains an advisory legal counsel of the international law firm. Mr. Liu serves as a director of a number of subsidiaries of the Company. He is the son of Dr. Liu Lit Chung, a nephew of Dr. Liu Lit Mo and Mr. Liu Lit Chi, a cousin of Mr. Andrew Liu, Mr. Liu Chun Ning, Wilfred and Mr. Liu Kam Fai, Winston.

**EXECUTIVE DIRECTORS (CONTINUED)****MR. LEE WAI HUNG**

*LLB, FCCA, FCPA (Practising), ATiHK, MBA, PgD in CRE*

aged 48, is an Executive Director & Company Secretary of the Company. Mr. Lee holds a Bachelor of Law degree, a Master of Business Administration degree and Postgraduate Diploma in Construction and Real Estate. He is also a fellow of Hong Kong Institute of Certified Public Accountants (Practising) and a fellow member of the Association of Chartered Certified Accountants. Before joining the Company, Mr. Lee had worked in an international accounting firm for over six years. Mr. Lee has over twenty years of experience in corporate finance and accounting. Mr. Lee joined the Company in 1992 and was appointed as Director in 1994. Mr. Lee is primarily responsible for the Company's finance and secretarial matters.

**NON-EXECUTIVE DIRECTORS****DR. LIU LIT CHUNG**

*MBBS (Lon), MRCP (UK), F.R.C.P. (Lon)*

aged 61, became a Director in 1979 and also the Deputy Managing Director of the Company for over ten years. He holds a Medical degree from King's College Hospital, London University and is a Member of the Royal College of Physicians of the United Kingdom. He was awarded the Fellowship of Royal College of Physician of London for his work in Motor Neuron Disease. In 2005, he was further awarded the Honorary Fellowship by the Hong Kong College of Physicians. Dr. Liu is the brother of Dr. Liu Lit Mo and Mr. Liu Lit Chi, an uncle of Mr. Andrew Liu, Mr. Liu Chun Ning, Wilfred and Mr. Liu Kam Fai, Winston and the father of Liu Kwun Shing, Christopher.

**MR. ANDREW LIU**

aged 55, has been a Director since 1979. Mr. Liu is also a Non-executive Director of Chong Hing Bank Limited. He is the Chief Executive Officer of Uritas Capital Pte. Ltd. (formerly known as CCMP Capital Asia Pte. Ltd.). Mr. Liu, holder of a Master of Arts degree from the Oxford University in England, was a solicitor with Slaughter and May in London before joining Morgan Stanley & Co Inc in New York in 1981. Mr. Liu was promoted to Managing Director in 1990 before relocating to Morgan Stanley Asia Limited in Hong Kong, where he assumed the position of President and Managing Director until his resignation in September 1997. Mr. Liu remains associated with Morgan Stanley as an Advisory Director. Besides, he has been appointed as a non-executive director of Freeman Financial Corporation Limited since November 2010, which is a public company listed on the Stock Exchange in Hong Kong. Save as disclosed above, Mr. Liu did not hold any directorship in any other listed public company in the last three years. Mr. Liu is a nephew of Dr. Liu Lit Mo, Mr. Liu Lit Chi and Dr. Liu Lit Chung, a cousin of Mr. Liu Chun Ning, Wilfred, Mr. Liu Kam Fai, Winston and Mr. Liu Kwun Shing, Christopher.

**MR. LIU CHUN NING, WILFRED**

*BSc.*

aged 49, has been appointed as Director of the Company since 1997. He holds a Bachelor's degree in economics from University of Newcastle-upon-Tyne (UK). Mr. Liu is also an Executive Director of Chong Hing Bank Limited and is in charge of the securities business of the Bank. Besides, he is an independent non-executive director of S.A.S. Dragon Holdings Limited, Get Nice Holdings Limited and Seamless Green China (Holdings) Limited respectively, those are public companies listed on the Stock Exchange in Hong Kong. Save as disclosed above, Mr. Liu did not hold any directorship in any other listed public company in the last three years. Mr. Liu is a nephew of Dr. Liu Lit Mo, Mr. Liu Lit Chi and Dr. Liu Lit Chung, a cousin of Mr. Andrew Liu, Mr. Liu Kam Fai, Winston and Mr. Liu Kwun Shing, Christopher.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### MR. NG PING KIN, PETER

*MSc., J.P.*

aged 81, was appointed an Independent Non-executive Director of the Company since 1972 and he has served as a member of both the Audit Committee and the Remuneration Committee. Mr. Ng is an architect by profession and has held numerous offices within his profession and in relation to his public service activities. He was an appointed Member of the Urban Council for ten years and served as Chairman of the Food and Food Premises Select Committee. He was appointed as District Advisor to the Hong Kong Branch of Xinhua News Agency in 1994. He was a member of the Election Committee for the Chief Executive in 1996.

### DR. CHENG MO CHI, MOSES

*GBS, OBE, LLB (HK), J.P.*

aged 61, was appointed as an Independent Non-executive Director of the Company in August 1999 and he has served as Chairman of the Remuneration Committee and a member of the Audit Committee. Dr. Cheng is a practising solicitor and the senior partner of Messrs. P.C. Woo & Co.. Dr. Cheng was a member of the Legislative Council of Hong Kong. He is the Founder Chairman of the Hong Kong Institute of Directors of which he is now the Honorary President and Chairman Emeritus. He is also the President of International Association of Practising Lawyers. Dr. Cheng currently holds directorships in City Telecom (H.K.) Limited, China COSCO Holdings Company Limited, China Mobile Limited, China Resources Enterprise, Limited, Towngas China Company Limited, Kader Holdings Company Limited, K. Wah International Holdings Limited, Hong Kong Exchanges and Clearing Limited, Guangdong Investment Limited and Tian An China Investments Company Limited, all being public listed companies in Hong Kong. Dr. Cheng is also an independent non-executive director of ARA Asset Management Limited, a company whose shares are listed on Singapore Exchange Limited. His other directorships in public listed companies in the last 3 years include Beijing Capital International Airport Company Limited, Galaxy Entertainment Group Limited (formerly known as K. Wah Construction Materials Limited) and Shui On Construction and Materials Limited, all being public listed companies in Hong Kong, and ARA Asset Management (Fortune) Limited (formerly known as ARA Asset Management (Singapore) Limited) which is the manager of Fortune Real Estate Investment Trust, a real estate investment trust listed on Singapore Exchange Limited. Save as disclosed above, Dr. Cheng did not hold any directorship, whether in Hong Kong or overseas, in any other public listed companies in the previous 3 years.

### MR. TONG TSIN KA

*FCA (AUST.), FCPA, FCIS*

aged 72, was appointed an Independent Non-executive Director of the Company in September 2004 and he has served as the Chairman of Audit Committee and a member of the Remuneration Committee. Mr. Tong is a fellow of The Institute of Chartered Accountants in Australia, The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Certified Public Accountants respectively. In 1968, Mr. Tong commenced his own public accountancy practice and in 1970 founded his own accountancy firm, T. K. Tong & Co. (Chartered Accountants (AUST.), Certified Public Accountants), and has remained its principal to date.



**INDEPENDENT NON-EXECUTIVE DIRECTORS (CONTINUED)****MR. KHO ENG TJOAN, CHRISTOPHER**

*BES. M. Arch, HKIA, RIBA, ARAIA, MRAIC, Assoc. AIA, Registered Architect, AP (Architect)*

aged 48, was appointed an Independent Non-executive Director of the Company in August 2010 and he has served as a member of both the Audit Committee and the Remuneration Committee. Mr. Kho holds a Bachelor of Environmental Studies degree on Urban and Regional Planning and a Master of Architecture degree. He is an Authorized Person under the Buildings Ordinance, a Registered Architect under the Architects Registration Ordinance, a member of the Hong Kong Institute of Architects, a corporate member of Royal Institute of British Architects, an associate member of Royal Australian Institute of Architects, a member of Royal Architectural Institute of Canada and an associate member of American Institute of Architects. Mr. Kho was an Executive Committee of the University of Waterloo Alumni Association and a Committee Member of the University of Manitoba Alumni Association from 1989 to 1990. During the year from 1997 to 2003, he was a Director and Council Member of the Wah Yan (Hong Kong) Past Students Association Limited. Mr. Kho is also a Committee Member of the Professional Committee of the Hong Kong Federation of Fujian Associations since 2009.

**SENIOR MANAGEMENT****MS. EVA LIU**

*MA (Cantab), DipArch (Kingston), MA (City), ARB (UK), RIBA*

aged 47, Director of Projects & Maintenance. Ms. Liu is a Chartered Architect (UK), holding Master of Arts Degrees, in Architecture from the University of Cambridge, and Property Valuation And Law from The City University in London. She was in architectural practice in England before joining the Company in 1999. She is the daughter of Dr. Liu Lit Mo and the sister of Mr. Liu Kam Fai, Winston.

**MR. LUK CHI CHUNG**

*FCCA, CPA (Practising), MAEB*

aged 43, Director of Finance. Mr. Luk is a professional accountant, holding Master of Arts Degree in Electronic Business and has over fifteen years of experience in finance and accounting. Mr. Luk joined the Company in 1995 and is in charge of Finance Management Department and Information Technology Department.

**MS. CAVIOR LIU**

aged 46, Director of Human Resources & Administration. Ms. Liu holds a Bachelor degree in Psychology from University of British Columbia. She joined the Company in 2000, in charge of Human Resources & Administration Department. Ms. Liu is a school manager of Liu Po Shan Memorial College. She is the daughter of Dr. Liu Lit Mo and the sister of Mr. Liu Kam Fai, Winston.

**MR. PAN SZE YUEN, CECIL**

*MA (Cantab), DipArch (Cantab), RIBA*

aged 47, Director of Projects & Maintenance. Mr. Pan is a Chartered Architect (UK), holding Master of Arts Degree in Architecture from the University of Cambridge, and has over twenty years of experience as a practising architect in both UK and Hong Kong. Mr. Pan joined the Company in 2006.

## SENIOR MANAGEMENT (CONTINUED)

### MISS YAN YUET LAM, CHARMAINE

aged 36, Director of Business Development. Miss Yan was educated in Vancouver, Canada. Before joining the Company, Miss Yan had worked with various mainland companies at senior management post for leading and handling numerous successful real estate projects including the Shanghai Forest Manor, one of the top residential villa projects in Shanghai. In addition, Miss Yan has extensive experience in business club operations both in Beijing and Shanghai. Miss Yan is currently in charge of searching investment opportunities, and business acquisition and sale for the Company, as well as the Company's hotel business.

### MR. LAM SHIU CHEUNG

aged 50, Director of China Property. Mr. Lam joined the Company in 1994. He holds a Bachelor Degree in Civil Engineering and has over fifteen years of experience in development, construction and sales of real estate projects in the PRC.

### MR. LAU PING LEUNG, STEPHEN

*FHKIS, MHKIE, MHKICM, PFM*

aged 58, Director of Quantity Surveying. Mr. Lau is a professional surveyor and professional engineer and has over thirty years of experience in property development, building construction and quantity surveying. Mr. Lau joined the Company in 2009.

### MR. WONG YUK CHI, ALLEN

*MSc., MBA, MHIREA, FCIPFM*

aged 51, Deputy Director of Property Management Department. Mr. Wong joined the Company in 1997. He holds double Master Degrees in Property & Facility Management and Business Administration, and has over twenty years of experience in Property and Facility Management.

### MR. TIAN SHAO GENG

aged 73, the deputy general manager and senior engineer of Shanghai Huang Pu Liu Chong Hing Property Development Company Limited, was graduated from the Dalian University of Technology. In the 1960s–1970s, Mr. Tian was in China harbour construction and senior corporate management in No. 3 Harbour Bureau of the Ministry of Communications, Mr. Tian has been delegated by China Harbour Engineering Company (group) of the Ministry of Communications of the People's Republic of China to station in Hong Kong in 1983 for engaging in large construction works, such as ports, roads, bridges and airports, and development of real estate business. As one of the forerunners in China to be engaged in real estate business overseas, he has been successful in planning and developing various high-end real estate projects in Hong Kong and overseas. Since 1990s, he has been engaging in planning, development and construction of high-end offices, hotels, shopping malls and large-scale luxurious residential districts in Shanghai and Dalian. He began to act as the chief representative of Liu Chong Hing Investment Limited in Shanghai in 1993. With the long history of engaging in construction and real estate development in the PRC and overseas and acting as corporate senior management, Mr. Tian has gained rich experience in domestic and international construction and property sectors as well as wide recognition in the industry. Mr. Tian was elected into the "Chinese Experts and Talents Bank" and "Chinese Figures of the Century", and was appointed as special research fellow of "Institute of Humanity Science of China Management Science Research Institute" and senior research fellow in Chinese and Asia-Pacific Industries and doctor (honoris causa) of "Chinese Institute for Asia-Pacific Economic Development". He is a Member of the Hong Kong-Shanghai Economic Development Association, China Civil Engineering Society, Chinese Ocean Engineering Society, The Architectural Society of Shanghai, Chinese Hydraulic Engineering Society and so on.

**SENIOR MANAGEMENT (CONTINUED)****MS. YEUNG SHUI WAH, HAZEL**

*MBA (UK), BBA (Marketing), DBM*

aged 53, Deputy General Manager of Shanghai Huang Pu Liu Chong Hing Property Development Company Limited, is in charge of the business for marketing, leasing and property management services. Graduated from Hong Kong Baptist University, Ms. Yeung had attained a Diploma in Business Management and a Bachelor Degree in Marketing. She also holds a MBA Degree from Brunel University, West London of United Kingdom. Since establishment of the open economic policy of the PRC, Ms. Yeung has been participating in land development and property market in China. She has over 20 years of experience involving in many commercial and residential projects all over China's major cities. Before joining the Company, Ms. Yeung has taken up residential leasing and sales in Hong Kong. She has also provided consultancy services for market promotion of real estate development in commercial projects in the U.S.



# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Liu Chong Hing Investment Limited (the “Company”) for the year 2011 will be held at 27th Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong on Wednesday, 4 May 2011 at 12:00 noon for the following purposes:

1. To receive and adopt the audited Financial Statements together with Reports of the Directors and Auditors of the Company for the year ended 31 December 2010.
2. To approve the payment of the final cash dividend for the year ended 31 December 2010 of HK\$0.15 per share.
3. To re-elect Directors, namely, Mr. Tong Tsin Ka, Mr. Ng Ping Kin, Peter, Mr. Kho Eng Tjoan, Christopher and Mr. Lee Wai Hung and fix the directors’ remuneration for the year ending 31 December 2011 at HK\$150,000 for the chairman, HK\$150,000 for each of the independent non-executive directors, HK\$100,000 for each of the non-executive directors and each of the other directors.
4. To re-appoint Deloitte Touche Tohmatsu as Auditors and to authorize the Board of Directors to fix their remuneration.

As special business to consider and, if thought fit, pass with or without modifications the following ordinary resolutions:

## **ORDINARY RESOLUTION**

5. **“THAT**
  - (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission in Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of the shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; or
    - (iii) the date on which the authority set out in this resolution is revoked, renewed or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

## 6. "THAT

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any rights of subscription or conversion under any warrants, bonds, debentures, notes and any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; (iii) an issue of shares of the Company upon the exercise of the subscription rights attaching to any options granted under any share option scheme adopted by the Company; (iv) an issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Company's memorandum and articles of association from time to time; or (v) specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; or
- (iii) the date on which the authority set out in this resolution is revoked, renewed or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

"Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to holders of shares or any class of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company)."

# Notice of Annual General Meeting

7. "THAT conditional upon Ordinary Resolutions Nos. 5 and 6 set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution No. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 5 set out in the notice convening this meeting, provided that such extended amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution."
8. To transact any other business.

By Order of the Board

**Dr. Liu Lit Mo**

*Chairman and Managing Director*

Hong Kong, 23 March 2011

Notes:

1. A member of the Company entitled to attend and vote at the 2011 annual general meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The Register of Members of the Company will be closed from Wednesday, 27 April 2011 to Friday, 29 April 2011, (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the 2011 annual general meeting, and to qualify for the final cash dividend in question, all completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m., Tuesday, 26 April 2011.
4. As at the date hereof, the Board of Directors of the Company comprises Executive Directors: Dr. Liu Lit Mo (Chairman and Managing Director), Mr. Liu Lit Chi, Mr. Liu Kam Fai, Winston (Deputy Managing Director), Mr. Liu Kwun Shing, Christopher (also alternate director to Dr. Liu Lit Chung) and Mr. Lee Wai Hung; Non-executive Directors: Dr. Liu Lit Chung, Mr. Andrew Liu and Mr. Liu Chun Ning, Wilfred; and Independent Non-executive Directors: Mr. Ng Ping Kin, Peter, Dr. Cheng Mo Chi, Moses, Mr. Tong Tsin Ka and Mr. Kho Eng Tjoan, Christopher.

## FINANCIAL CALENDAR

As at 2 March 2011

Interim Results for six-month ended 30 June 2010	:	Announced on 11 August 2010
Annual Results for year ended 31 December 2010	:	Announced on 2 March 2011
Annual General Meeting	:	To be held on 4 May 2011
Dividends		
Interim cash dividend	:	HK\$0.10 per share
Paid on	:	30 September 2010
Proposed final cash dividend	:	HK\$0.15 per share
Payable on	:	5 May 2011
Ex-dividend date of final dividend	:	21 April 2011
Latest time to lodge transfer forms	:	4:30 pm on 26 April 2011
Closure of Register of Members	:	From 27 April 2011 to 29 April 2011 (both days inclusive)
Share Registrars and transfer office	:	Computershare Hong Kong Investor Services Limited Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East Wanchai, Hong Kong
Share listing	:	The Company's shares are listed on The Stock Exchange of Hong Kong Limited
Stock Code	:	194
Board lot	:	2,000 shares
No. of issued ordinary share	:	378,583,440 shares
Company's e-mail address	:	info@lchi.com.hk
Investors and Shareholders contact	:	Attention: Mr. Lee Wai Hung/Ms. Nelly Ng 23rd Floor, Chong Hing Bank Centre 24 Des Voeux Road Central, Hong Kong Tel: (852) 3768 9050 Fax: (852) 3768 9009 Website: <a href="http://www.lchi.com.hk">http://www.lchi.com.hk</a>

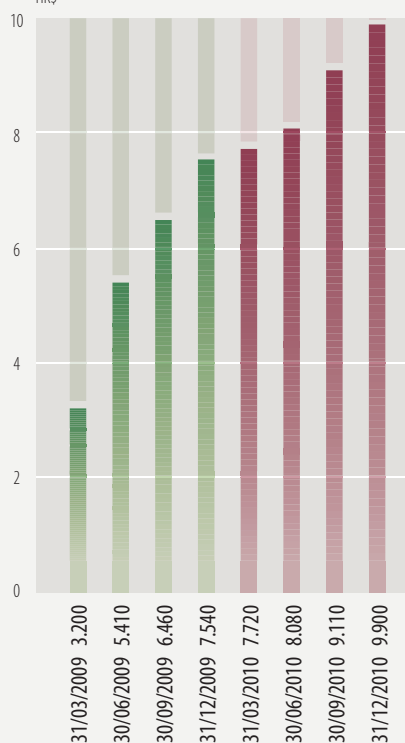


# Market Price Movement and Market Capitalization Chart

Lasting trading date of each month	Closing Price per share (HK\$)	Marketing Capitalization (HK\$ in million)
30/01/2009	3.180	1,204
27/02/2009	3.080	1,166
31/03/2009	3.200	1,211
30/04/2009	3.700	1,401
29/05/2009	6.050	2,290
30/06/2009	5.410	2,048
31/07/2009	5.860	2,218
31/08/2009	5.950	2,253
30/09/2009	6.460	2,446
30/10/2009	7.010	2,654
30/11/2009	7.800	2,953
31/12/2009	7.540	2,855
29/01/2010	7.040	2,665
26/02/2010	7.330	2,775
31/03/2010	7.720	2,923
30/04/2010	8.650	3,275
31/05/2010	7.700	2,915
30/06/2010	8.080	3,059
30/07/2010	9.250	3,502
31/08/2010	8.650	3,275
30/09/2010	9.110	3,449
29/10/2010	9.060	3,430
30/11/2010	9.470	3,585
31/12/2010	9.900	3,748

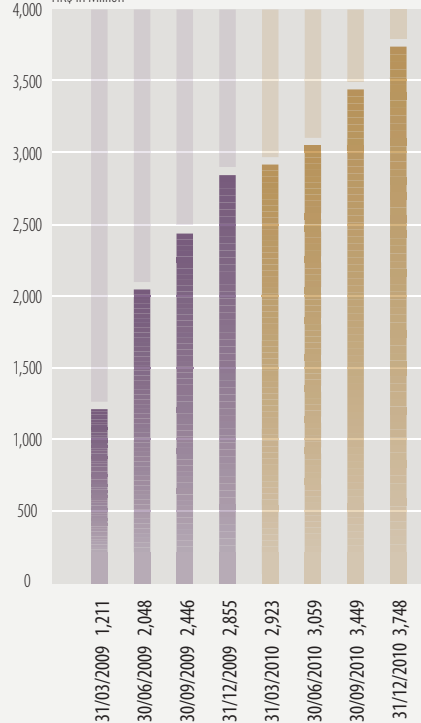
## Closing Price per Share

March 2009 to December 2010  
HK\$



## Market Capitalization

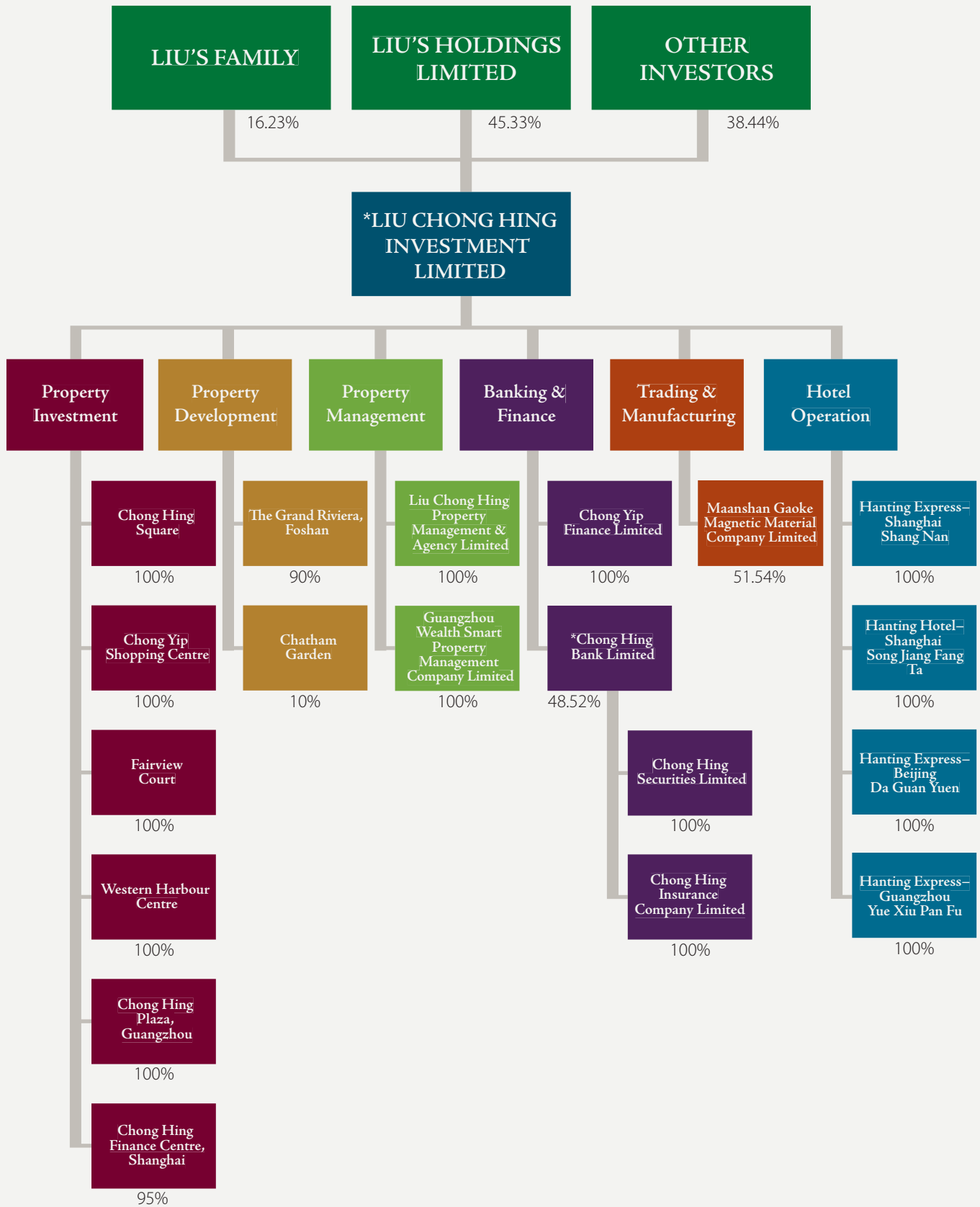
March 2009 to December 2010  
HK\$ in Million



Note: Closing price (HK\$) are extracted from the web site of the Hong Kong Stock Exchange Limited. (Stock code: 194)

# Liu Chong Hing Group Simplified Corporate Structure Chart

As at 31 December 2010



\*Listed on The Stock Exchange of Hong Kong Limited.

# Schedule of Major Properties Held by the Group and Associates

As at 31 December 2010

Description	Interest in the property attributable to the Group	Approximate site area (sq. ft.)	Total gross floor area (sq. ft.)	Existing use
<i>Hong Kong:</i>				
1. Western Harbour Centre 181–183 Connaught Road West	100%	11,500	200,000	O/P
2. Chong Yip Shopping Centre 402–404 Des Voeux Road West	100%	32,400	73,400	C/P
3. Fairview Court 94 Repulse Bay Road	100%	30,000	26,000	R/P
4. Chong Hing Bank Building 24 Des Voeux Road Central	48.52%	7,100	110,000	O
5. The Belcher's Inland Lot No. 8880 Pokfulam Hong Kong	10%	324,000	2,446,000 215,000 77,600 524,300	R C S P
			3,262,900	
<i>Kowloon and New Territories:</i>				
6. Chong Hing Square 593–601 Nathan Road, Mongkok	100%	12,300	184,000	C
7. Fung Shun Commercial Building 591 Nathan Road, Mongkok	48.52%	2,200	33,000	O
8. Bonsun Industrial Building 364–366 Sha Tsui Road, Tsuen Wan	100%	18,000	46,900	I/P
<i>People's Republic of China:</i>				
9. Le Palais No. 1 Yong Sheng Shang Sha Donghu Road Dongshan Road Yue Xin District Guangzhou	60%	139,000	1,223,000 36,600 138,300 135,600	R C S P
			1,533,500	
10. Chong Hing Plaza Nos. 829–831 Renmin Road North Yue Xiu District Guangzhou	100%	46,300	188,000	C
11. Chong Hing Finance Centre No. 288 Nanjing Road (W) Huang Pu District Shanghai	95%	55,000	103,000 413,000 180,000 32,000	C O P T
			728,000	
		677,800	6,385,700	

Description	Interest in the property attributable to the Group	Approximate site area (sq. ft.)	Total gross floor area (sq. ft.)	Main usage	Expected completion date	Status
<i>Properties under development</i>						
<i>Hong Kong:</i>						
1. Various Lots in D.D. 29 Ting Kok Road Tai Po	100%	240,000		R		Planning
2. Chatham Garden Redevelopment 424 Chatham Road North Hungghom, Kowloon	10%		305,000 61,000	R C	2012	Construction works in progress
			366,000			
<i>People's Republic of China:</i>						
3. The Grand Riviera 1 Guilong Road West of Luocun Luocun Street Nanhai District Foshan	90%	2,757,000	5,840,000 350,000 1,848,000 55,000 342,000	R C P S T	2011 (First-phase)	Construction works in progress
			8,435,000			
		2,997,000	8,801,000			

C = Commercial    I = Industrial    P = Car Park    R = Residential    O = Office    S = Clubhouse and recreational facilities  
T = Others



# Deloitte.

## 德勤

### **TO THE MEMBERS OF LIU CHONG HING INVESTMENT LIMITED**

*(incorporated in Hong Kong with limited liability)*

We have audited the consolidated financial statements of Liu Chong Hing Investment Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 64 to 128, which comprise the consolidated and Company's statements of financial position as at 31 December 2010, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Directors' Responsibility for the Consolidated Financial Statements**

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

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

**Auditor's Responsibility (Continued)**

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

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

**Opinion**

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2010, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

2 March 2011

	NOTES	2010 HK\$'000	2009 HK\$'000 (Restated)
Revenue	7	337,995	293,602
Direct costs		(75,663)	(60,936)
Gross profit		262,332	232,666
Investment income	9	1,629	5,119
Other income		38,628	2,818
Administrative and operating expenses		(161,466)	(147,421)
(Loss) gain on changes in fair value of investments held for trading		(77)	11,000
Gain on changes in fair value of investment properties	17	246,543	240,408
Gain on revaluation of leasehold land and buildings	18	252	1,825
Finance costs	10	(49,952)	(49,479)
Share of profit of associates	11	230,544	110,925
Profit before tax		568,433	407,861
Income tax expense	12	(65,540)	(57,295)
Profit for the year	13	502,893	350,566
Other comprehensive income			
Exchange differences arising on translation		98,274	7,838
Fair value gain on available-for-sale investments		35,078	29,242
Gain on revaluation of leasehold land and buildings		825	31
Share of other comprehensive income of associates		32,376	25,324
Income tax relating to components of other comprehensive income		(4,332)	(5,000)
Other comprehensive income for the year (net of tax)		162,221	57,435
Total comprehensive income for the year		665,114	408,001
Profit for the year attributable to:			
Owners of the Company		507,958	356,091
Non-controlling interests		(5,065)	(5,525)
		502,893	350,566
Total comprehensive income attributable to:			
Owners of the Company		666,252	413,265
Non-controlling interests		(1,138)	(5,264)
		665,114	408,001
Basic earnings per share	16	HK\$1.34	HK\$0.94

	NOTES	THE GROUP			THE COMPANY	
		31.12.2010 HK\$'000	31.12.2009 HK\$'000 (Restated)	1.1.2009 HK\$'000 (Restated)	31.12.2010 HK\$'000	31.12.2009 HK\$'000
<b>Non-current assets</b>						
Investment properties	17	6,099,456	5,772,823	5,506,774	695,700	673,900
Property, plant and equipment	18	52,871	71,550	71,089	2,540	2,423
Prepaid lease payments	20	29,522	30,415	31,308	—	—
Investments in subsidiaries	21	—	—	—	271,473	265,261
Interests/investments in associates	22	3,158,365	2,919,424	2,815,218	3	3
Available-for-sale investments	23	297,372	276,798	237,221	125,477	114,453
Amounts due from subsidiaries	24	—	—	—	3,622,771	3,491,591
Advances to an investee company	25	121,964	122,288	118,799	—	—
Loans receivable — due after one year	26	42,900	37,440	72,178	42,900	37,440
		<b>9,802,450</b>	9,230,738	8,852,587	<b>4,760,864</b>	4,585,071
<b>Current assets</b>						
Properties under development for sale	19	1,118,029	762,286	626,694	—	—
Inventories	27	11,088	10,816	10,375	—	—
Properties held for sale	27	6,518	6,518	6,518	2,808	2,808
Trade and other receivables	28	85,761	77,412	92,201	10,546	12,390
Available-for-sale investments	23	957	—	—	957	—
Investments held for trading	29	8,729	4,830	3,515	8,729	4,830
Prepaid lease payments	20	893	893	894	—	—
Loans receivable — due within one year	26	53,040	25,378	15,600	53,040	23,400
Fixed bank deposits with more than three months to maturity when raised	30	104,068	263,312	455,828	—	71,253
Bank accounts with Chong Hing Bank Limited and its subsidiaries	30	126,623	61,503	39,297	123,223	45,833
Other bank balances and cash	30	338,776	370,642	308,828	213,483	217,339
Assets held for sale	31	100	268	1,615	—	—
		<b>1,854,582</b>	1,583,858	1,561,365	<b>412,786</b>	377,853



	NOTES	THE GROUP			THE COMPANY	
		31.12.2010 HK\$'000	31.12.2009 HK\$'000 (Restated)	1.1.2009 HK\$'000 (Restated)	31.12.2010 HK\$'000	31.12.2009 HK\$'000
<b>Current liabilities</b>						
Trade and other payables	32	180,708	220,612	236,847	9,790	10,200
Deferred income	19	134,898	—	—	—	—
Taxation payable		11,600	11,660	10,986	—	—
Borrowings — due within one year	33	1,854,297	1,206,341	960,824	1,656,615	1,045,456
		<b>2,181,503</b>	1,438,613	1,208,657	<b>1,666,405</b>	1,055,656
<b>Net current (liabilities) assets</b>		<b>(326,921)</b>	145,245	352,708	<b>(1,253,619)</b>	(677,803)
<b>Total assets less current liabilities</b>		<b>9,475,529</b>	9,375,983	9,205,295	<b>3,507,245</b>	3,907,268
<b>Non-current liabilities</b>						
Borrowings — due after one year	33	1,807,033	2,343,184	2,573,216	1,464,296	1,909,581
Deferred taxation	34	572,774	526,475	484,540	69,720	64,324
Non-interest bearing advances from subsidiaries	35	—	—	—	123,054	54,288
		<b>2,379,807</b>	2,869,659	3,057,756	<b>1,657,070</b>	2,028,193
		<b>7,095,722</b>	6,506,324	6,147,539	<b>1,850,175</b>	1,879,075
<b>Capital and reserves</b>						
Share capital	36	378,583	378,583	378,583	378,583	378,583
Reserves	37	6,685,626	6,095,090	5,731,041	1,471,592	1,500,492
<b>Equity attributable to owners</b>						
<b>of the Company</b>		<b>7,064,209</b>	6,473,673	6,109,624	<b>1,850,175</b>	1,879,075
Non-controlling interests	37	31,513	32,651	37,915	—	—
<b>Total equity</b>		<b>7,095,722</b>	6,506,324	6,147,539	<b>1,850,175</b>	1,879,075

The financial statements on pages 64 to 128 were approved and authorised for issue by the Board of Directors on 2 March 2011 and are signed on its behalf by:

**Dr. Liu Lit Mo**

CHAIRMAN & MANAGING DIRECTOR

**Mr. Tong Tsin Ka**

CHAIRMAN OF AUDIT COMMITTEE

	Attributable to owners of the Company							Total	Non-controlling interests	Total
	Share capital	Special reserve	Property revaluation reserve	Investment revaluation reserve	Capital redemption reserve	Exchange reserve	Accumulated profits			
	HK\$'000	HK\$'000 (note i)	HK\$'000 (Note 37)	HK\$'000 (Note 37)	HK\$'000	HK\$'000 (Note 37)	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2009	378,583	75,747	1,449,637	1,509	2,952	270,168	3,931,028	6,109,624	37,915	6,147,539
Profit for the year	—	—	—	—	—	—	356,091	356,091	(5,525)	350,566
Other comprehensive income for the year	—	—	31	49,315	—	7,828	—	57,174	261	57,435
Total comprehensive income for the year	—	—	31	49,315	—	7,828	356,091	413,265	(5,264)	408,001
Dividends recognised as distribution (note 15)	—	—	—	—	—	—	(49,216)	(49,216)	—	(49,216)
At 31 December 2009	378,583	75,747	1,449,668	50,824	2,952	277,996	4,237,903	6,473,673	32,651	6,506,324
Profit for the year	—	—	—	—	—	—	507,958	507,958	(5,065)	502,893
Other comprehensive income for the year	—	—	825	59,708	—	97,761	—	158,294	3,927	162,221
Total comprehensive income for the year	—	—	825	59,708	—	97,761	507,958	666,252	(1,138)	665,114
Dividends recognised as distribution (note 15)	—	—	—	—	—	—	(75,716)	(75,716)	—	(75,716)
At 31 December 2010	378,583	75,747	1,450,493	110,532	2,952	375,757	4,670,145	7,064,209	31,513	7,095,722

Note:

- (i) The special reserve represents the difference between the consideration paid and the carrying values of the underlying assets and liabilities attributable to the additional interest in a subsidiary acquired during the year ended 31 December 2004.

	2010 HK\$'000	2009 HK\$'000 (Restated)
<b>OPERATING ACTIVITIES</b>		
Profit before tax	568,433	407,861
Adjustments for:		
Gain on revaluation of leasehold land and buildings	(252)	(1,825)
Amortisation of prepaid lease payments	893	894
Depreciation of property, plant and equipment	13,621	15,446
Gain on changes in fair value of investment properties	(246,543)	(240,408)
Loss (gain) on changes in fair value of investments held for trading	77	(11,000)
Finance costs	49,952	49,479
Imputed interest income on non-current interest-free advance to an investee company	(1,629)	(5,119)
Interest income	(10,025)	(15,696)
Loss on disposal of property, plant and equipment	11,883	372
Gain on disposal of assets held for sale	(904)	(611)
Share of profit of associates	(230,544)	(110,925)
Operating cash flows before movements in working capital	154,962	88,468
Increase in properties under development for sale	(346,477)	(129,197)
(Increase) decrease in loans receivable	(29,222)	17,160
Increase in inventories	(272)	(441)
(Increase) decrease in trade and other receivables	(12,249)	22,589
Purchase of investments held for trading	(3,976)	—
Proceeds from disposal of investments held for trading	—	9,685
Decrease in trade and other payables	(39,904)	(16,235)
Increase in deferred income	134,898	—
Cash used in operations	(142,240)	(7,971)
Hong Kong Profits Tax paid	(8,449)	(6,855)
The People's Republic of China Enterprise Income Tax paid	(10,852)	(7,831)
Interest received	10,025	15,696
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(151,516)</b>	<b>(6,961)</b>

	2010 HK\$'000	2009 HK\$'000 (Restated)
<b>INVESTING ACTIVITIES</b>		
Decrease in bank deposits with more than three months to maturity when raised	159,244	192,516
Dividend received from an associate	63,131	27,043
Return of capital contributions from investment funds	19,850	—
Proceeds from disposal of assets held for sale	1,105	1,958
Additional investment in an associate	(43,484)	—
Additional investments in available-for-sale investments	(4,350)	(8,705)
Purchase of property, plant and equipment	(3,750)	(14,387)
Additions of investment properties	—	(22,029)
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>191,746</b>	<b>176,396</b>
<b>FINANCING ACTIVITIES</b>		
New borrowings raised	2,138,874	1,466,501
Repayments of borrowings	(1,984,859)	(1,451,257)
Dividend paid	(75,716)	(49,216)
Interest paid	(59,218)	(55,874)
<b>NET CASH FROM (USED IN) FINANCING ACTIVITIES</b>	<b>19,081</b>	<b>(89,846)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>59,311</b>	<b>79,589</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>432,145</b>	<b>348,125</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>(26,057)</b>	<b>4,431</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>465,399</b>	<b>432,145</b>
Cash and cash equivalents at end of the year, represented by:		
Bank accounts with Chong Hing Bank Limited and its subsidiaries	126,623	61,503
Other bank balances and cash	338,776	370,642
	<b>465,399</b>	<b>432,145</b>



## 1. GENERAL

The Company is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). The address of the registered office and principal place of business of the Company is 25/F., Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars ("HK dollars"), which is also the functional currency of the Company.

The principal activities of the Company are property investment and investment holding. The principal activities of the principal subsidiaries and associates are shown in notes 46 and 47 respectively.

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

### NEW AND REVISED STANDARDS AND INTERPRETATIONS APPLIED IN THE CURRENT YEAR

In the current year, the Group and the Company have applied the following new and revised Standards, Amendments and Interpretations ("new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions
HKFRS 3 (as revised in 2008)	Business Combinations
HKAS 27 (as revised in 2008)	Consolidated and Separate Financial Statements
HKAS 39 (Amendment)	Eligible Hedged Items
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009
HKFRSs (Amendments)	Amendments to HKFRS 5 as part of Improvements to HKFRSs issued in 2008
HK(IFRIC)-Int 17	Distributions of Non-cash Assets to Owners
HK-Int 5	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
HK-Int 4 (Revised)	Leases — Determination of the Length of Lease Term in respect of Hong Kong Land Leases

Except as described below, the adoption of the new and revised HKFRSs in the current year has had no material effect on the amounts reported in the financial statements and/or disclosures set out in the financial statements of the Group and the Company.

#### **Amendments to HKAS 17 Leases**

As part of *Improvements to HKFRSs* issued in 2009, HKAS 17 *Leases* has been amended in relation to the classification of leasehold land. Before the amendments to HKAS 17, the Group was required to classify leasehold land as operating leases and to present leasehold land as prepaid lease payments in the consolidated statement of financial position. The amendments to HKAS 17 have removed such a requirement. The amendments require that the classification of leasehold land should be based on the general principles set out in HKAS 17, that is, whether or not substantially all the risks and rewards incidental to ownership of a leased asset have been transferred to the lessee.

In accordance with the transitional provisions set out in the amendments to HKAS 17, the Group reassessed the classification of unexpired leasehold land as at 1 January 2010 based on information that existed at the inception of the leases. Leasehold land with undetermined use has been reclassified from prepaid lease payments to investment properties retrospectively. This resulted in prepaid lease payments with the carrying amounts of HK\$20,325,000 and HK\$19,842,000 as at 1 January 2009 and 31 December 2009 respectively being reclassified to investment properties.

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

### NEW AND REVISED STANDARDS AND INTERPRETATIONS APPLIED IN THE CURRENT YEAR (CONTINUED)

#### Amendments to HKAS 17 Leases (Continued)

As at 31 December 2010, leasehold land with undetermined use with the fair value of HK\$21,000,000 has been included in investment properties.

The effects of changes in accounting policy described above on the results for the current and prior year by line items are as follows:

	2010 HK\$'000	2009 HK\$'000
Decrease in administrative expenses	532	483
Gain on changes in fair value of investment properties	—	(483)
Increase in profit for the year	532	—

The effects of the above changes in accounting policy on the financial positions of the Group as at 1 January 2009 and 31 December 2009 is as follows:

	As at 1.1.2009 (originally stated) HK\$'000		As at 31.12.2009 (originally stated) HK\$'000		As at 31.12.2009 (restated) HK\$'000	
	Adjustments HK\$'000	(restated) HK\$'000	Adjustments HK\$'000	(restated) HK\$'000	Adjustments HK\$'000	(restated) HK\$'000
Investment properties	20,325	5,506,774	19,842	5,752,981	5,772,823	5,772,823
Prepaid lease payments	(20,325)	32,202	(19,842)	51,150	31,308	31,308
Total effects on net assets	—	5,538,976	—	5,804,131	5,804,131	5,804,131

The above changes in accounting policies have negligible impact on the basic earnings per share for the year ended 31 December 2010 and 2009.

#### Hong Kong Interpretation 5 Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

Hong Kong Interpretation 5 *Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* (“HK Int 5”) clarifies that term loans that include a clause that gives the lender the unconditional right to call the loans at any time (“repayment on demand clause”) should be classified by the borrower as current liabilities. The Group and the Company have applied HK Int 5 for the first time in the current year. Hong Kong Interpretation 5 requires retrospective application.

In order to comply with the requirements set out in HK Int 5, the Group and the Company have changed their accounting policy on classification of term loans with a repayment on demand clause. In the past, the classification of such term loans were determined based on the agreed scheduled repayment dates set out in the loan agreements. Under HK Int 5, term loans with a repayment on demand clause are classified as current liabilities.

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

### NEW AND REVISED STANDARDS AND INTERPRETATIONS APPLIED IN THE CURRENT YEAR (CONTINUED)

#### *Hong Kong Interpretation 5 Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (Continued)*

As at 31 December 2010, a bank loan of the Group and the Company (that are repayable more than one year after the end of the reporting period but contain a repayment on demand clause) with an aggregate carrying amount of HK\$80,000,000 has been classified as current liabilities. As at 31 December 2009 and 1 January 2009, none of the Group’s and the Company’s bank loans outstanding was subject to the repayment on demand clause and the adoption of HK Int 5 has had no impact on the statements of financial position at that date. The application of HK Int 5 has had no impact on the reported profit or loss for the current and prior years.

Such term loans have been presented in the earliest time band in the maturity analysis for financial liabilities (see note 6b for details).

### NEW AND REVISED STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE

The Group has not early applied the following new and revised Standards, Amendments or Interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010 <sup>1</sup>
HKFRS 7 (Amendment)	Disclosures — Transfers of Financial Assets <sup>3</sup>
HKFRS 9	Financial Instruments <sup>4</sup>
HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets <sup>5</sup>
HKAS 24 (as revised in 2009)	Related Party Disclosures <sup>6</sup>
HKAS 32 (Amendments)	Classification of Rights Issues <sup>7</sup>
HK(IFRIC)-Int 14 (Amendments)	Prepayments of a Minimum Funding Requirement <sup>6</sup>
HK(IFRIC)-Int 19	Extinguishing Financial Liabilities with Equity Instruments <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2010 or 1 January 2011, as appropriate.

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2010.

<sup>3</sup> Effective for annual periods beginning on or after 1 July 2011.

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2013.

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2012.

<sup>6</sup> Effective for annual periods beginning on or after 1 January 2011.

<sup>7</sup> Effective for annual periods beginning on or after 1 February 2010.

HKFRS 9 Financial Instruments (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 Financial Instruments (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

- Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.

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

### NEW AND REVISED STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE (CONTINUED)

- In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors anticipate that HKFRS 9 will be adopted in the Group’s consolidated financial statements and the Company’s financial statement for financial year ending 31 December 2013. The application of the new standard will affect the classification and measurement of the Group’s available-for-sale investments and may affect the classification and measurement of other financial assets.

The amendments to HKAS 12 titled *Deferred Tax: Recovery of Underlying Assets* mainly deal with the measurement of deferred tax for investment properties that are measured using the fair value model in accordance with HKAS 40 *Investment Property*. Based on the amendments, for the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties measured using the fair value model, the carrying amounts of the investment properties are presumed to be recovered through sale, unless the presumption is rebutted in certain circumstances. The directors are in the process of assessing the impact of the application of the amendments to HKAS 12 on the financial statements.

### 3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The principal accounting policies are set out below.

#### BASIS OF CONSOLIDATION

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

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

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

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

Non-controlling interests in subsidiaries are presented separately from the Group’s equity therein.



**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****BASIS OF CONSOLIDATION (CONTINUED)****Allocation of total comprehensive income to non-controlling interests**

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Prior to 1 January 2010, losses applicable to the non-controlling interests in excess of the non-controlling interests in the subsidiary's equity were allocated against the interests of the Group except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.

**BUSINESS COMBINATIONS****Business combinations that took place on or after 1 January 2010**

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment transactions with share-based payment transactions of the Group are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or another measurement basis required by another standard.

Where the consideration the Group transfers in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and considered as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments being made against goodwill or gain on bargain purchase. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period about facts and circumstances that existed as of the acquisition date. Measurement period does not exceed one year from the acquisition date.

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### BUSINESS COMBINATIONS (CONTINUED)

##### ***Business combinations that took place on or after 1 January 2010 (Continued)***

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Changes in the value of the previously held equity interest recognised in other comprehensive income and accumulated in equity before the acquisition date are reclassified to profit or loss when the Group obtains control over the acquiree.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

##### ***Business combinations that took place prior to 1 January 2010***

Acquisition of businesses was accounted for using the purchase method. The cost of the acquisition was measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that met the relevant conditions for recognition were generally recognised at their fair value at the acquisition date.

The minority interest in the acquiree was initially measured at the minority interest's proportionate share of the recognised amounts of the assets, liabilities and contingent liabilities of the acquiree.

Contingent consideration was recognised, if and only if, the contingent consideration was probable and could be measured reliably. Subsequent adjustments to contingent consideration were recognised against the cost of the acquisition.

#### INVESTMENT PROPERTIES

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose.

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

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### PROPERTY, PLANT AND EQUIPMENT

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

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

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

Depreciation is provided so as to write off the cost or fair value of items of property, plant and equipment, less their residual values over their estimated useful lives using the straight-line method. The estimated useful lives residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries are included in the Company's statement of financial position at cost, less any identified impairment loss.

#### INVESTMENTS IN ASSOCIATES

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate equals or exceeds its interest in that associate, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of an associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment.

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### INVESTMENTS IN ASSOCIATES (CONTINUED)

The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year. In the Company's statement of financial position, investments in associates are stated at cost, as reduced by any identified impairment loss.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

From 1 January 2010 onwards, upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

#### PROPERTIES UNDER DEVELOPMENT FOR SALE

Properties under development for sale in the ordinary course of business are included in current asset at the lower of cost and net realisable value. It comprises the consideration for development expenditure (which includes cost of land use rights, construction costs and capitalised interest) directly attributable to the development of the properties.

#### PROPERTIES HELD FOR SALE

Properties held for sale are stated at the lower of the cost and net realisable value.

#### INVENTORIES

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

#### FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised in the Group's and Company's statements 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 or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.



### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### FINANCIAL INSTRUMENTS (CONTINUED)

##### *Financial assets*

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss ("FVTPL"), loan and receivables 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.

##### *Effective interest method*

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

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

##### *Financial assets at FVTPL*

Financial assets at FVTPL consist of financial asset held for trading.

A financial asset is classified as held for trading if:

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

Financial assets at FVTPL are stated at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset.

##### *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated or are not classified as financial assets at FVTPL, loans and receivables or held-to-maturing investments.

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

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, loans receivable, advances to investee companies, bank accounts with Chong Hing Bank Limited and its subsidiaries, fixed bank deposits with more than three months to maturity when raised, other bank balances and amounts due from subsidiaries of the Company) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### FINANCIAL INSTRUMENTS (CONTINUED)

##### *Financial assets (Continued)*

##### *Impairment loss on financial assets*

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

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

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

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

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

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets.

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

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

##### *Financial Liabilities and Equity*

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

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The Group's financial liabilities are generally classified into financial liabilities at FVTPL and other financial liabilities.

##### *Effective Interest Method*

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

Interest expense is recognised on an effective interest basis.

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### FINANCIAL INSTRUMENTS (CONTINUED)

##### *Financial Liabilities and Equity (Continued)*

###### *Financial liabilities*

Financial liabilities including bank and other borrowings, trade and other payables and advances from subsidiaries of the Company are subsequently measured at amortised cost, using the effective interest method.

###### *Equity instruments*

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

###### *Financial guarantee contracts*

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

###### *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 in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

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

#### PROVISIONS

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 obligation. Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect is material).

#### IMPAIRMENT LOSSES ON TANGIBLE ASSETS

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. An impairment loss is recognised as an expense immediately.

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### REVENUE RECOGNITION

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

**(i) Property development**

Revenue from sale of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers pursuant to the sales agreement and the collectability of related receivable is reasonably assumed. Deposits received on sales of properties prior to the above criteria on revenue recognition are included in the consolidated statement of financial position under current liabilities as deferred income.

**(ii) Return on investments**

Dividend income from investments including financial assets at fair value through profit or loss is recognised when the shareholder's right to receive payments have been established, whilst interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**(iii) Sales of goods**

Sales of goods are recognised when goods are delivered and title has passed.

**(iv) Management fee**

Management fee income is recognised when services are rendered.

**(v) Agency fee**

Agency fee income is recognised when services are rendered.

**(vi) Hotel operation income**

Hotel operation income is recognised when services are provided.

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

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

Deferred tax liabilities are recognised for taxable temporary differences associated with investments 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. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### TAXATION (CONTINUED)

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

#### BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

#### RETIREMENT BENEFIT COSTS

Payments to defined contribution retirement benefit plans and the Mandatory Provident Fund Scheme are charged as an expense when employees have rendered service entitling them to the contributions.

#### LEASING

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

##### *The Group as lessor*

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

##### *The Group as lessee*

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

##### *Leasehold land and building*

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.



### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### LEASING (CONTINUED)

##### *Leasehold land and building (continued)*

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease.

#### FOREIGN CURRENCIES

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rates of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the exchange reserve).

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

##### ESTIMATED IMPAIRMENT OF TRADE RECEIVABLES, LOANS RECEIVABLE AND ADVANCES TO INVESTEE COMPANIES

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. The carrying amount of trade receivables, loans receivable and advances to investee companies at 31 December 2010 is HK\$10,849,000, HK\$95,940,000 and HK\$121,964,000 (2009: HK\$6,671,000, HK\$62,818,000 and HK\$122,288,000) respectively.

##### ESTIMATED IMPAIRMENT OF AVAILABLE-FOR-SALE INVESTMENTS

The Group determines that available-for-sale investments are impaired when there has been a significant or prolonged decline in the fair value below its cost. This determination of what is significant or prolonged requires judgment. In making this judgment, the Group evaluates among other factors, the duration and extent to which the fair value of the investment is less than its cost. In addition, impairment may be appropriate when there is evidence of a deterioration in the financial health of the investee, industry and sector performance, change in technology and operational and financing cash flows. As at 31 December 2010, the carrying amount of available-for-sale investments is HK\$298,329,000 (2009: HK\$276,798,000).

#### 5. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of debt, which includes the borrowings disclosed in note 33, and equity attributable to owners of the Company, comprising issued share capital and various reserves.

The directors of the Company review the capital structure periodically. As part of this review, the directors consider the cost of capital and their associated risks. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

## 6. FINANCIAL INSTRUMENTS

### 6A. CATEGORIES OF FINANCIAL INSTRUMENTS

	THE GROUP			THE COMPANY	
	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000	31.12.2010 HK\$'000	31.12.2009 HK\$'000
<b>Financial assets</b>					
FVTPL					
Held for trading	8,729	4,830	3,515	8,729	4,830
Loans and receivables (including cash and cash equivalents)	862,305	952,633	1,090,533	4,063,414	3,898,969
Available-for-sale investments	298,329	276,798	237,221	126,434	114,453
<b>Financial liabilities</b>					
Amortised cost	3,763,824	3,694,944	3,696,131	3,250,820	3,015,983

### 6B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include available-for-sale investments, advances to an investee company, loans receivable, investment held for trading trade and other receivables, trade and other payables, borrowings, bank accounts with Chong Hing Bank Limited and its subsidiaries, fixed bank deposits with more than three months to maturity when raised and other bank balances. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### Market risk

##### (i) Currency risk

Several subsidiaries of the Group have foreign currency bank balances, fixed deposits, loans receivable and borrowings, which expose the Group to foreign currency risk.

The carrying amounts of the Group's and the Company's monetary assets and monetary liabilities at the reporting date that are denominated in currencies other than the relevant entities' functional currency are as follows:

	THE GROUP			
	Liabilities		Assets	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
United States dollars ("US\$")	—	—	280,291	309,742
HK dollars ("HK\$")	370,000	351,053	—	—
Renminbi ("RMB")	—	—	44,169	—

**6. FINANCIAL INSTRUMENTS (CONTINUED)**
**6B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**
**Market risk (Continued)**
*(i) Currency risk (Continued)*

	THE COMPANY			
	Liabilities		Assets	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
US\$	—	—	<b>280,291</b>	309,742
RMB	—	—	<b>44,169</b>	—

## Sensitivity analysis

The Group is mainly exposed to the fluctuation of US\$ against HK\$ and of the HK\$ against RMB. The following table details the Group's sensitivity to a 1% increase and decrease in HK\$ against US\$ and 5% increase and decrease in HK\$ against RMB. The respective percentages are the sensitivity rates used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding US\$ and HK\$ denominated monetary items and adjusts their translation at the year end for the respective percentages change in the exchange rates. A 1% strengthening of the HK\$ against US\$ and 5% strengthening of the HK\$ against RMB will increase (decrease) the Group's post-tax profit for the year by the following amount.

	THE GROUP		THE COMPANY	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
US\$ impact	<b>(2,803)</b>	(3,097)	<b>(2,803)</b>	(3,097)
HK\$ impact	<b>18,500</b>	17,553	—	—
RMB impact	<b>(2,208)</b>	—	<b>(2,208)</b>	—

Note: This is mainly attributable to the exposure outstanding on fixed bank deposits, other bank balances, loans receivable and bank borrowings denominated in US\$ or HK\$ at the end of the reporting period.

## 6. FINANCIAL INSTRUMENTS (CONTINUED)

### 6B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### *Market risk (Continued)*

##### *(ii) Interest rate risk*

The Group and the Company are exposed to fair value interest rate risk in relation to fixed rate bank deposits (see Note 30 for details). 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 the need arise.

The Group is also exposed to cash flow interest rate risk in relation to its variable-rate loans receivable, bank balances and bank borrowings. The Company is exposed to cash flow interest rate risk in relation to its amounts due from subsidiaries, loans receivable, bank balances and bank borrowings (see Notes 24, 26, 30 and 33 for details of these loans receivable and borrowings). It is the Group's policy to keep its borrowings at floating rates of interest so as to minimise the fair value interest rate risk.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly attributable to fluctuation of Hong Kong Interbank Offer Rate ("HIBOR").

#### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for the Group's and the Company's non-derivative instruments at the end of the reporting period. The analysis is prepared assuming the amount of variable rate amounts due from subsidiaries, loans receivable and bank and other borrowings outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point fluctuation is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant:

- the Group's post-tax profit for the year ended 31 December 2010 would decrease/increase by approximately HK\$17,827,000 (2009: decrease/increase by HK\$17,434,000).
- the Company's post-tax profit for the year ended 31 December 2010 would decrease/increase by approximately HK\$2,712,000 (2009: decrease/increase by HK\$4,610,000).



## 6. FINANCIAL INSTRUMENTS (CONTINUED)

### 6B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### *Market risk (Continued)*

##### *(iii) Other price risk*

The Group and the Company are exposed to equity price risk through its investments in equity securities. The Group is exposed to market price fluctuation through its investments in both listed and unlisted securities. The management will closely monitor the price movement of the securities and regularly review the performance and asset allocation of the portfolio.

The Group's equity price risk is mainly concentrated on listed and unlisted equity securities.

Sensitivity analysis

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

If the prices of the respective equity instruments had been 5% higher/lower:

- the Group's post-tax profit for the year ended 31 December 2010 would increase/decrease by HK\$436,000 (2009: increase/decrease by HK\$242,000) as a result of the changes in fair value of held-for-trading investments;
- the Company's post-tax profit for the year ended 31 December 2010 would increase/decrease by HK\$436,000 (2009: increase/decrease by HK\$242,000) as a result of the changes in fair value of held-for-trading investments;
- the Group's investment valuation reserve would increase/decrease by HK\$14,916,000 (2009: increase/decrease by HK\$13,840,000) as a result of the changes in fair value of available-for-sale investments; and
- the Company's investment valuation reserve would increase/decrease by HK\$6,322,000 (2009: increase/decrease by HK\$5,723,000) as a result of the changes in fair value of available-for-sale investments.

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

#### **Credit risk**

As at 31 December 2010, 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 is represented by the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Company's maximum exposure to credit risk which will cause a financial loss to the Company due to failure to discharge an obligation by the counterparties is arising from

- the carrying amount of the respective recognised financial assets as stated in the statement of financial position.
- the amount of contingent liabilities in relation to financial guarantee issued by the Company as disclosed in Note 44.

The Group had a significant concentration of credit risk at 31 December 2010, because (i) it had advanced approximately HK\$122 million (2009: HK\$122 million) to a single investee company and (ii) its loans receivable portfolio comprised loans of approximately HK\$92 million (2009: HK\$62 million) to three (2009: two) financial institutions. Based on past experience, the directors consider that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are considered to be fully recoverable.

## 6. FINANCIAL INSTRUMENTS (CONTINUED)

### 6B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### *Credit risk (Continued)*

The Company has a significant concentration of credit risk as all its advances were made to its subsidiaries.

In order to minimise the credit risk of debts, 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, management has regular liaison with the borrowers to understand their financial position and to identify any early sign of potential problems. Should any potential default situation arise, management will take prompt actions to safeguard the Company and Groups' assets. In this regard, the directors of the Company consider that the Company and Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

#### *Liquidity risk*

In the management of the liquidity risk, the Group and the Company monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance its operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group and the Company rely on bank borrowings as a significant source of liquidity. As at 31 December 2010, the Group and the Company had available unutilised bank loan facilities of approximately HK\$757 million (2009: HK\$1,010 million). Details of the amounts utilised at the end of the reporting period are set out in Note 33.

As at 31 December 2010, the Group's and the Company's current liabilities exceeded their current assets by approximately HK\$327 million and HK\$1,254 million, respectively, as a result of (i) a bank loan with carrying amount of approximately HK\$80 million has been classified as current liabilities upon the application of HK Int 5 and (ii) bank loans with carrying amount of approximately HK\$1,753 million are due to mature in the next 12 months from the end of the reporting period. The directors of the Company are confident that the Group and the Company will only be demanded to repay the HK\$80 million according to the bank loan scheduled repayment dates in 2014 and are able to renew the existing banking facilities when they expire as the Group and the Company have good quality assets that can be used as collaterals if necessary. In addition, the Group had available unutilised bank loan facilities of HK\$757 million as at 31 December 2010. Accordingly, the directors of the Company considered that the Company and the Group's liquidity risk is properly addressed and therefore prepared the consolidated financial statements on a going concern basis.

**6. FINANCIAL INSTRUMENTS (CONTINUED)**
**6B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**
**Liquidity risk (Continued)**

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

**Liquidity and interest risk tables**

	Weighted average interest rate %	On demand and less than 1 month HK\$'000	1-3 months HK\$'000	3 months to 1 year HK\$'000	1-5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31.12.2010 HK\$'000
<b>THE GROUP</b>							
<b>2010</b>							
<b>Non-derivative financial liabilities</b>							
Trade and other payables	—	102,494	—	—	—	102,494	102,494
Bank borrowings							
— variable rate	0.71	80,051	—	1,872,123	1,728,533	3,680,707	3,640,433
Amounts due to associates	0.15	1,174	—	—	—	1,174	1,174
Amounts due to minority shareholders	5.00	19,806	—	—	—	19,806	19,723
		203,525	—	1,872,123	1,728,533	3,804,181	3,763,824

**6. FINANCIAL INSTRUMENTS (CONTINUED)****6B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)***Liquidity risk (Continued)**Liquidity and interest risk tables (Continued)*

	Weighted average interest rate %	On demand and less than 1 month HK\$'000	1-3 months HK\$'000	3 months to 1 year HK\$'000	1-5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31.12.2009 HK\$'000
<b>THE GROUP</b>							
<b>2009</b>							
<b>Non-derivative financial liabilities</b>							
Trade and other payables	—	145,419	—	—	—	145,419	145,419
Bank borrowings							
— variable rate	1.08	50,045	167,953	970,196	2,394,120	3,582,314	3,520,504
Amounts due to associates	0.10	987	—	—	—	987	987
Amounts due to minority shareholders	3.27	28,034	—	—	—	28,034	28,034
		224,485	167,953	970,196	2,394,120	3,756,754	3,694,944

	Weighted average interest rate %	On demand and less than 1 month HK\$'000	1-3 months HK\$'000	3 months to 1 year HK\$'000	1-5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31.12.2010 HK\$'000
<b>THE COMPANY</b>							
<b>2010</b>							
<b>Non-derivative financial liabilities</b>							
Trade and other payables	—	6,855	—	—	—	6,855	6,855
Bank borrowings							
— variable rate	0.71	80,051	—	1,692,809	1,380,550	3,153,410	3,119,737
Amounts due to associates	—	1,174	—	—	—	1,174	1,174
Non-interest bearing advances from subsidiary	—	—	—	—	123,054	123,054	123,054
Financial guarantee contracts	—	—	—	—	967,100	967,100	—
		88,080	—	1,692,809	2,470,704	4,251,593	3,250,820

**6. FINANCIAL INSTRUMENTS (CONTINUED)**
**6B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**
**Liquidity risk (Continued)**
**Liquidity and interest risk tables (Continued)**

	Weighted average interest rate %	On demand and less than 1 month HK\$'000	1-3 months HK\$'000	3 months to 1 year HK\$'000	1-5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31.12.2009 HK\$'000
<b>THE COMPANY</b>							
<b>2009</b>							
<b>Non-derivative financial liabilities</b>							
Trade and other payables	—	6,658	—	—	—	6,658	6,658
Bank borrowings							
— variable rate	1.08	50,045	167,953	835,908	1,951,091	3,004,997	2,954,050
Amounts due to associates	—	987	—	—	—	987	987
Non-interest bearing advances							
from subsidiary	—	—	—	—	55,468	55,468	54,288
Financial guarantee contracts	—	—	—	—	949,714	949,714	—
		57,690	167,953	835,908	2,956,273	4,017,824	3,015,983

Bank loans with a repayment on demand clause are included in the “on demand and less than 1 month” time band in the above maturity analysis. As at 31 December 2010 and 31 December 2009, the aggregate undiscounted principal amounts of these bank loans were HK\$80,000,000 and nil respectively. Taking into account the Group’s financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank loans will be repaid four years after the reporting date in accordance with the scheduled repayment dates set out in the loan agreements. The aggregate principal and interest cash outflows will amount to HK\$84,416,000.

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

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.



## 6. FINANCIAL INSTRUMENTS (CONTINUED)

### 6C. FAIR VALUE

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

- the fair value of financial assets with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices;
- the fair value of unlisted available-for-sale investments that are stated at fair value are determined with reference to market values of underlying assets, or arrived at using valuation techniques, including market multiple approach and discounted cash flow techniques, which included some assumptions that are not supportable by observable market prices or rates, the inputs may include prices information, volatility statistics, liquidity statistics and other factors. In determining the fair value where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates, earnings growth factor and the adjusted discount factor;
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

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

#### ***Fair value measurements recognised in the statements of financial position***

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	31.12.2010			
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
THE GROUP				
<b>Financial assets at FVTPL</b>				
Non-derivative financial assets held for trading	8,729	—	—	8,729
<b>Available-for-sale financial assets</b>				
Listed equity securities	969	—	—	969
Listed debenture	1,164	—	—	1,164
Unlisted equity securities	—	—	296,196	296,196
Total	10,862	—	296,196	307,058

**6. FINANCIAL INSTRUMENTS (CONTINUED)**
**6C. FAIR VALUE (CONTINUED)**
*Fair value measurements recognised in the statements of financial position (Continued)*

	31.12.2010			
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
THE COMPANY				
<b>Financial assets at FVTPL</b>				
Non-derivative financial assets held for trading	8,729	—	—	8,729
<b>Available-for-sale financial assets</b>				
Listed equity securities	197	—	—	197
Listed debenture	1,164	—	—	1,164
Unlisted equity securities	—	—	125,073	125,073
Total	10,090	—	125,073	135,163

	31.12.2009			
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
THE GROUP				
<b>Financial assets at FVTPL</b>				
Non-derivative financial assets held for trading	4,830	—	—	4,830
<b>Available-for-sale financial assets</b>				
Listed equity securities	688	—	—	688
Listed debenture	1,164	—	—	1,164
Unlisted equity securities	—	—	274,946	274,946
Total	6,682	—	274,946	281,628

**6. FINANCIAL INSTRUMENTS (CONTINUED)****6C. FAIR VALUE (CONTINUED)***Fair value measurements recognised in the statements of financial position (Continued)*

	31.12.2009			Total HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
THE COMPANY				
<b>Financial assets at FVTPL</b>				
Non-derivative financial assets held for trading	4,830	—	—	4,830
<b>Available-for-sale financial assets</b>				
Listed equity securities	140	—	—	140
Listed debenture	1,164	—	—	1,164
Unlisted equity securities	—	—	113,149	113,149
<b>Total</b>	<b>6,134</b>	<b>—</b>	<b>113,149</b>	<b>119,283</b>

There were no transfers between the three Levels during both years.

**Reconciliation of Level 3 fair value measurements of financial assets**

## THE GROUP

	<b>Unlisted equity securities HK\$'000</b>
At 1 January 2009	236,943
Gain recognised in other comprehensive income	30,462
Purchases	7,541
At 31 December 2009	274,946
Gains recognised in other comprehensive income	36,750
Purchases	4,350
Return of capital contributions (note 23)	(19,850)
At 31 December 2010	296,196

Included in other comprehensive income is a gain of approximately HK\$34,797,000 (2009: HK\$28,832,000) related to unlisted equity securities held at the end of the reporting period and is reported as part of the changes in investment revaluation reserve.

**6. FINANCIAL INSTRUMENTS (CONTINUED)**

**6C. FAIR VALUE (CONTINUED)**

*Reconciliation of Level 3 fair value measurements of financial assets (Continued)*

THE COMPANY

	<b>Unlisted equity securities</b>
	HK\$'000
At 1 January 2009	87,075
Gain recognised in other comprehensive income	18,533
Purchases	7,541
At 31 December 2009	113,149
Gains recognised in other comprehensive income	27,424
Purchases	4,350
Return of capital contributions (note 23)	(19,850)
At 31 December 2010	125,073

**7. REVENUE**

Revenue represents the aggregate of the following amounts received and receivable during the year. An analysis of the Group's revenue for the year is as follows:

	<b>2010</b>	2009
	<b>HK\$'000</b>	HK\$'000
Gross rental income	<b>247,125</b>	228,687
Sales of goods	<b>18,207</b>	12,447
Interest income on loans receivable, available-for-sale investments, bank deposits and bank balances	<b>10,025</b>	15,696
Property management and agency fees	<b>14,701</b>	14,236
Hotel operation income	<b>46,565</b>	22,511
Dividend income from listed investments held for trading	<b>72</b>	25
Dividend income from an investee company	<b>1,300</b>	—
	<b>337,995</b>	293,602

## 8. SEGMENT INFORMATION

Information reported to the Board of Directors of the Company, being the chief operating decision maker, for the purposes of resources allocation or assessment of segment performance focuses on types of goods and services delivered or provided.

Specifically, the Group's operating and reportable segments under HKFRS 8 are as follows:

1. Property investment
2. Property development
3. Property management
4. Treasury investment
5. Trading and manufacturing
6. Hotel operation

## SEGMENT REVENUES AND RESULTS

The following is an analysis of the Group's revenue and results by operating segment.

### For the year ended 31 December 2010

	Property investment HK\$'000	Property development HK\$'000	Property management HK\$'000	Treasury investment HK\$'000	Trading and manufacturing HK\$'000	Hotel operation HK\$'000	Total HK\$'000	Eliminations HK\$'000	Consolidated HK\$'000
REVENUE									
External sales	247,125	—	14,701	11,397	18,207	46,565	337,995	—	337,995
Inter-segment sales	—	—	7,254	—	—	—	7,254	(7,254)	—
Total	247,125	—	21,955	11,397	18,207	46,565	345,249	(7,254)	337,995
Segment profit (loss)	382,772	(15,779)	(5,178)	36,477	(10,683)	232	387,841	—	387,841
Finance costs									(49,952)
Share of profit of associates									230,544
Profit before tax									568,433



**8. SEGMENT INFORMATION (CONTINUED)**
**SEGMENT REVENUES AND RESULTS (CONTINUED)**

For the year ended 31 December 2009

	Property investment HK\$'000	Property development HK\$'000	Property management HK\$'000	Treasury investment HK\$'000	Trading and manufacturing HK\$'000	Hotel operation HK\$'000	Total HK\$'000	Eliminations HK\$'000	Consolidated HK\$'000
REVENUE									
External sales	228,687	—	14,236	15,721	12,447	22,511	293,602	—	293,602
Inter-segment sales	—	—	7,162	—	—	—	7,162	(7,162)	—
Total	228,687	—	21,398	15,721	12,447	22,511	300,764	(7,162)	293,602
Segment profit (loss)	380,633	(28,034)	(7,629)	17,678	(1,958)	(14,275)	346,415	—	346,415
Finance costs									(49,479)
Share of profit of associates									110,925
Profit before tax									407,861

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 3. Segment profit/loss represents the profit earned by/loss from each segment without allocation of share of profit of associates and finance costs. In addition, administrative cost incurred by the treasury investment segment on behalf of other segments are allocated to respective reportable segments on the basis of revenues earned by individual reportable segments. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

Inter-segment sales are charged at prevailing market rates.

**SEGMENT ASSETS AND LIABILITIES**

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

**Segment assets**

	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000
Property investment	6,290,960	6,097,757	6,023,257
Property development	1,209,667	835,344	630,666
Property management	3,009	2,570	2,601
Treasury investment	4,043,885	3,765,124	3,637,671
Trading and manufacturing	68,345	75,931	84,093
Hotel operation	41,166	37,870	35,664
Total consolidated assets	11,657,032	10,814,596	10,413,952

**8. SEGMENT INFORMATION (CONTINUED)****SEGMENT ASSETS AND LIABILITIES (CONTINUED)****Segment liabilities**

	<b>31.12.2010</b>	31.12.2009	1.1.2009
	<b>HK\$'000</b>	HK\$'000	HK\$'000
Property investment	<b>163,964</b>	196,351	218,002
Property development	<b>135,379</b>	97	377
Property management	<b>5,528</b>	6,304	5,515
Treasury investment	<b>668</b>	5,650	691
Trading and manufacturing	<b>4,562</b>	4,083	6,310
Hotel operation	<b>5,505</b>	8,127	5,952
Total segment liabilities	<b>315,606</b>	220,612	236,847

For the purposes of monitoring segment performances and allocating resources between segments, all assets are allocated to reportable segments, and all liabilities are allocated to reportable segments other than taxation payable, borrowings and deferred tax liabilities.

**OTHER SEGMENT INFORMATION****2010**

	Property investment HK\$'000	Property development HK\$'000	Property management HK\$'000	Treasury investment HK\$'000	Trading and manufacturing HK\$'000	Hotel operation HK\$'000	Others HK\$'000	Consolidated HK\$'000
Capital additions (note i)	94	1,281	15	—	817	523	1,020	3,750
Depreciation and amortisation (note i)	3,277	379	20	—	1,131	7,863	951	13,621
Share of profit of associates (note ii)	96	—	—	230,448	—	—	—	230,544

**2009**

	Property investment HK\$'000	Property development HK\$'000	Property management HK\$'000	Treasury investment HK\$'000	Trading and manufacturing HK\$'000	Hotel operation HK\$'000	Others HK\$'000	Consolidated HK\$'000
Capital additions (note i)	4,646	421	—	—	13,196	17,403	750	36,416
Depreciation and amortisation (note i)	2,444	184	19	—	892	11,004	903	15,446
Share of profit of associates (note ii)	102	—	—	110,823	—	—	—	110,925

Notes:

- (i) Amounts included in measure of segment profit or loss or segment assets.
- (ii) Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss.

## 8. SEGMENT INFORMATION (CONTINUED)

### GEOGRAPHICAL INFORMATION

The Group's operations are located in Hong Kong and other parts of the People's Republic of China (the "PRC"). Certain of the Group's property investment, property development, trading and manufacturing and hotel operation businesses are located in the PRC. Others are located in Hong Kong.

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

	Sales		Non-current assets	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000 (restated)
Hong Kong	134,892	140,628	6,665,226	6,243,597
Shanghai	130,443	92,131	2,428,587	2,302,608
Guangzhou	40,277	37,377	347,843	338,049
Others	32,383	23,466	20,522	32,246
	<b>337,995</b>	293,602	<b>9,462,178</b>	8,916,500

Non-current assets excluded available-for-sale investments and loans receivable.

## 9. INVESTMENT INCOME

Investment income earned from financial assets not designated at fair value through profit or loss is as follows:

	2010 HK\$'000	2009 HK\$'000
Imputed interest income on advance to an investee company	1,629	5,119

## 10. FINANCE COSTS

	2010 HK\$'000	2009 HK\$'000
Interest on borrowings wholly repayable within five years:		
Bank loans	57,426	54,245
Other borrowings	1,792	1,629
	<b>59,218</b>	55,874
Less: Amount capitalised as cost of properties under development at a capitalisation rate ranged from 2.83% to 7.5% (2009: 0.9%) per annum	<b>(9,266)</b>	(6,395)
	<b>49,952</b>	49,479

**11. SHARE OF PROFIT OF ASSOCIATES**

	2010 HK\$'000	2009 HK\$'000
Share of profit of associates comprise:		
Share of profit of associates	275,164	126,552
Share of taxation of associates	(44,620)	(15,627)
	<b>230,544</b>	110,925

**12. INCOME TAX EXPENSE**

	2010 HK\$'000	2009 HK\$'000
The charge comprises:		
Hong Kong Profits Tax		
Current year	8,681	7,294
Underprovision in prior years	50	39
	<b>8,731</b>	7,333
PRC Enterprise Income Tax	<b>10,510</b>	8,027
	<b>19,241</b>	15,360
Deferred taxation (Note 34)		
Current year	46,299	41,935
	<b>65,540</b>	57,295

Hong Kong Profits Tax is calculated at 16.5% of the assessable profit for both years.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

## 12. INCOME TAX EXPENSE (CONTINUED)

The tax charge for the year can be reconciled to the profit per the consolidated statement of comprehensive income as follows:

	2010 HK\$'000	2009 HK\$'000
Profit before tax	568,433	407,861
Hong Kong Profits Tax at the rate of 16.5% (2009: 16.5%)	93,791	67,297
Tax effect of share of profit of associates	(38,040)	(18,305)
Tax effect of expenses not deductible for tax purpose	13,221	14,417
Tax effect of income not taxable for tax purpose	(7,418)	(7,795)
Underprovision in prior years	50	39
Tax effect of tax losses not recognised	55	2,398
Tax effect of utilisation of tax losses previously not recognised	(2,305)	(8,220)
Effect of different tax rates of subsidiaries operating in other jurisdictions	6,186	7,464
Tax charge for the year	65,540	57,295

## 13. PROFIT FOR THE YEAR

	2010 HK\$'000	2009 HK\$'000 (Restated)
Profit for the year has been arrived at after charging:		
Directors' emoluments (Note 14)	16,763	15,793
Other staff costs	33,881	29,190
Staff retirement scheme contributions, net of HK\$98,000 (2009: HK\$110,000) forfeited contributions	751	1,403
Total staff costs	51,395	46,386
Amortisation of prepaid lease payments (included in administrative and operating expenses)	893	894
Auditors' remuneration	2,135	1,912
Depreciation of property, plant and equipment	13,621	15,446
Operating lease rentals in respect of land and buildings	19,562	19,650
Loss on disposal of property, plant and equipment	11,883	372
and after crediting:		
Exchange gain	27,540	218
Gain on disposal of assets held for sale	904	611
Gross rental income from investment properties	247,125	228,687
Less: direct operating expenses from investment properties that generated rental income during the year	(31,176)	(29,659)
	215,949	199,028



**14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS****(A) DIRECTORS' EMOLUMENTS**

The emoluments paid or payable to each of the 13 (2009: 13) directors were as follows:

	Fees HK\$'000	Salaries and other benefits HK\$'000	Other emoluments Retirement scheme contributions HK\$'000	Total emoluments HK\$'000
<b>2010</b>				
Liu Lit Man	120	—	—	120
Liu Lit Mo	120	7,257	99	7,476
Liu Lit Chi	70	—	—	70
Liu Kam Fai, Winston	70	3,503	92	3,665
Lee Wai Hung	70	1,891	82	2,043
Liu Lit Chung	70	1,016	—	1,086
Liu Kwun Shing, Christopher	70	1,626	67	1,763
Andrew Liu	70	—	—	70
Liu Chun Ning, Wilfred	70	—	—	70
Lee Tung Hai, Leo	100	—	—	100
Ng Ping Kin, Peter	100	—	—	100
Cheng Mo Chi, Moses	100	—	—	100
Tong Tsin Ka	100	—	—	100
<b>Total</b>	<b>1,130</b>	<b>15,293</b>	<b>340</b>	<b>16,763</b>
<b>2009</b>				
Liu Lit Man	120	—	—	120
Liu Lit Mo	70	7,148	113	7,331
Liu Lit Chi	70	—	—	70
Liu Kam Fai, Winston	70	3,055	113	3,238
Lee Wai Hung	70	1,750	101	1,921
Liu Lit Chung	70	1,143	—	1,213
Liu Kwun Shing, Christopher	70	1,235	55	1,360
Andrew Liu	70	—	—	70
Liu Chun Ning, Wilfred	70	—	—	70
Lee Tung Hai, Leo	100	—	—	100
Ng Ping Kin, Peter	100	—	—	100
Cheng Mo Chi, Moses	100	—	—	100
Tong Tsin Ka	100	—	—	100
<b>Total</b>	<b>1,080</b>	<b>14,331</b>	<b>382</b>	<b>15,793</b>

#### 14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONTINUED)

##### (B) EMOLUMENTS OF HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, four (2009: four) individuals were directors of the Company whose emoluments are included in the disclosure set out in note (a) above. The emoluments of the remaining highest paid individual were as follows:

	2010 HK\$'000	2009 HK\$'000
Salaries and other benefits	1,168	1,183
Retirement scheme contributions	50	60
	<b>1,218</b>	1,243

(C) During the year, no emoluments were paid by the Group to any of the directors or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors have waived any emoluments during the year.

#### 15. DIVIDENDS

	2010 HK\$'000	2009 HK\$'000
Dividends recognised as distribution during the year:		
2010 interim dividend paid at HK\$0.10 (2009: 2009 interim dividend HK\$0.08) per share	37,858	30,287
2009 final dividend paid at HK\$0.10 (2009: 2008 final dividend HK\$0.05) per share	37,858	18,929
	<b>75,716</b>	49,216

The final dividend of HK\$0.15 in respect of the year ended 31 December 2010 (2009: final dividend of HK\$0.10 in respect of the year ended 31 December 2009) per share has been proposed by the directors and is subject to approval by the shareholders in general meeting.

#### 16. BASIC EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to the owners of the Company is based on the profit for the year attributable to owners of the Company of HK\$507,958,000 (2009: HK\$356,091,000) and on 378,583,440 (2009: 378,583,440) ordinary shares in issue during the year.

No diluted earnings per share has been presented as there were no potential ordinary shares in issue during the years 2009 and 2010.

**17. INVESTMENT PROPERTIES**

	THE GROUP	THE COMPANY
	HK\$'000	HK\$'000
FAIR VALUE		
At 1 January 2009 (as restated)	5,506,774	650,000
Currency realignment	3,612	—
Additions	22,029	—
Net increase in fair value recognised in profit or loss	240,408	23,900
At 31 December 2009 (as restated)	5,772,823	673,900
Currency realignment	80,090	—
Net increase in fair value recognised in profit or loss	246,543	21,800
At 31 December 2010	6,099,456	695,700

The fair values of the Group's investment properties at 31 December 2010 and 2009 have been arrived at on the basis of valuations carried out by Vigers Appraisal & Consulting Ltd., an independent firm of professional valuers not connected with the Group. The directors of Vigers Appraisal & Consulting Ltd. are members of the Institute of Valuers. The valuation was arrived at by reference to market evidence of transaction prices for similar properties in the same locations and conditions.

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

the carrying value of investment properties shown above comprises:

	THE GROUP			THE COMPANY	
	31.12.2010 HK\$'000	31.12.2009 HK\$'000 (Restated)	1.1.2009 HK\$'000 (Restated)	31.12.2010 HK\$'000	31.12.2009 HK\$'000
Properties held under:					
Long leases in Hong Kong	3,356,300	3,176,142	2,956,125	695,700	673,900
Long-term land use right in the PRC	337,334	325,517	302,539	—	—
Medium-term land use right in the PRC	2,385,122	2,255,764	2,233,810	—	—
Medium-term leases in Hong Kong	20,700	15,400	14,300	—	—
	<b>6,099,456</b>	5,772,823	5,506,774	<b>695,700</b>	673,900

**18. PROPERTY, PLANT AND EQUIPMENT**

	Leasehold land and buildings (note) HK\$'000	Plant and machinery HK\$'000	Furniture, fixtures, motor vehicles and computer equipment HK\$'000	Total HK\$'000
<b>THE GROUP</b>				
COST OR VALUATION				
At 1 January 2009	3,170	35,075	106,945	145,190
Currency realignment	—	(18)	50	32
Additions	—	13,196	1,191	14,387
Disposals	—	(1,840)	—	(1,840)
Surplus on revaluation	1,694	—	—	1,694
At 31 December 2009	4,864	46,413	108,186	159,463
Currency realignment	—	1,473	1,849	3,322
Additions	—	817	2,933	3,750
Disposals	—	(24,858)	(575)	(25,433)
Surplus on revaluation	904	—	—	904
At 31 December 2010	5,768	23,845	112,393	142,006
Comprising:				
At cost	—	23,845	112,393	136,238
At valuation — 2010	5,768	—	—	5,768
	5,768	23,845	112,393	142,006
DEPRECIATION AND AMORTISATION				
At 1 January 2009	—	23,438	50,663	74,101
Currency realignment	—	(12)	8	(4)
Charged for the year	162	892	14,392	15,446
Eliminated on disposals	—	(1,468)	—	(1,468)
Eliminated on revaluation	(162)	—	—	(162)
At 31 December 2009	—	22,850	65,063	87,913
Currency realignment	—	729	595	1,324
Charged for the year	173	1,131	12,317	13,621
Eliminated on disposals	—	(13,049)	(501)	(13,550)
Eliminated on revaluation	(173)	—	—	(173)
At 31 December 2010	—	11,661	77,474	89,135
CARRYING VALUE				
At 31 December 2010	5,768	12,184	34,919	52,871
At 31 December 2009	4,864	23,563	43,123	71,550
At 1 January 2009	3,170	11,637	56,282	71,089

**18. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)**

	Leasehold land and buildings (note) HK\$'000	Furniture, fixtures, motor vehicles and computer equipment HK\$'000	Total HK\$'000
<b>THE COMPANY</b>			
COST OR VALUATION			
At 1 January 2009	396	12,519	12,915
Additions	—	751	751
Surplus on revaluation	24	—	24
At 31 December 2009	420	13,270	13,690
Additions	—	1,020	1,020
Surplus on revaluation	38	—	38
At 31 December 2010	458	14,290	14,748
Comprising:			
At cost	—	14,290	14,290
At valuation — 2010	458	—	458
	458	14,290	14,748
DEPRECIATION AND AMORTISATION			
At 1 January 2009	—	10,371	10,371
Charged for the year	8	896	904
Eliminated on revaluation	(8)	—	(8)
At 31 December 2009	—	11,267	11,267
Charged for the year	9	941	950
Eliminated on revaluation	(9)	—	(9)
At 31 December 2010	—	12,208	12,208
CARRYING VALUE			
At 31 December 2010	458	2,082	2,540
At 31 December 2009	420	2,003	2,423

Note: This includes certain leasehold land as the allocation between the land and building element of certain properties cannot be made reliably.

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold land and buildings	Over the shorter of the term of the lease or 3%
Plant and machinery	10%
Furniture, fixtures, motor vehicles and computer equipment	10–20%



### 18. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The carrying value of land and buildings of the Group, which are all situated in the PRC, are held under medium-term land use rights.

The leasehold land and buildings of the Group were revalued on 31 December 2010 and 2009 by Vigers Appraisal & Consulting Ltd. The valuation was arrived at by reference to market evidence of transaction prices for similar properties in the same locations and conditions. Vigers Appraisal & Consulting Ltd. is not connected with the Group.

The resulting surplus arising on revaluation of the Group amounting to approximately HK\$1,077,000 (2009: HK\$1,856,000) has been dealt with as follows:

- (i) a surplus of approximately HK\$252,000 has been recognised as income (2009: HK\$1,825,000); and
- (ii) a surplus of approximately HK\$825,000 (2009: HK\$31,000) has been credited to the property revaluation reserve.

The amount of land and buildings of the Group and of the Company that would have been included in the financial statements at the end of the reporting period had these assets been carried at historical cost less accumulated depreciation and accumulated impairment loss is approximately HK\$3,727,000 and HK\$148,000 (2009: HK\$3,900,000 and HK\$157,000), respectively.

### 19. PROPERTIES UNDER DEVELOPMENT FOR SALE

The property under development for sale is expected to be recovered within one year after the reporting date. The deposits received for the sales of these properties under development were included in the consolidated statement of financial position under current liabilities as deferred income.

Included in properties under development for sale is net interest cost capitalised of approximately HK\$38,493,000 (2009: HK\$29,227,000).

### 20. PREPAID LEASE PAYMENTS

	31.12.2010 HK\$'000	THE GROUP	
		31.12.2009 HK\$'000 (Restated)	1.1.2009 HK\$'000 (Restated)
The Group's prepaid lease payments comprise:			
Leasehold land in the PRC — medium term	30,415	31,308	32,202
Analysed for reporting purposes as:			
Current assets	893	893	894
Non-current assets	29,522	30,415	31,308
	30,415	31,308	32,202

**21. INVESTMENTS IN SUBSIDIARIES**

	THE COMPANY	
	2010 HK\$'000	2009 HK\$'000
Cost of unlisted shares/capital contribution	472,413	451,334
Less: Impairment loss recognised	(200,940)	(186,073)
	<b>271,473</b>	265,261

In view of the accumulated losses and net liabilities position of certain subsidiaries, the directors of the Company consider that the carrying amount of investment in these subsidiaries cannot be recoverable and accordingly the investment costs in these subsidiaries have been fully impaired.

Particulars of the Company's principal subsidiaries as at 31 December 2010 and 2009 are set out in Note 46.

**22. INTERESTS/INVESTMENTS IN ASSOCIATES**

	THE GROUP			THE COMPANY	
	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000	31.12.2010 HK\$'000	31.12.2009 HK\$'000
Cost of investments in associates					
Listed in Hong Kong	399,223	355,739	355,739	—	—
Unlisted	3	3	3	3	3
Share of post-acquisition profits and other comprehensive income, net of dividends received	2,759,139	2,563,682	2,459,476	—	—
	<b>3,158,365</b>	2,919,424	2,815,218	<b>3</b>	3
Fair value of listed investments	4,495,165	3,145,242	1,924,172	—	—

Included in the cost of investment in associates is goodwill of HK\$13,150,000 (2009: HK\$13,150,000) arising on acquisition of additional interests in associates in 2007.

**22. INTERESTS/INVESTMENTS IN ASSOCIATES (CONTINUED)**

The summarised financial information in respect of the Group's associates is set out below:

	2010 HK\$'000	2009 HK\$'000
Total assets	74,293,902	70,010,228
Total liabilities	(67,711,104)	(63,831,228)
Net assets	6,582,798	6,179,000
The Group's share of net assets of associates	3,193,863	2,954,922
Revenue	1,178,890	1,185,248
Profit for the year	476,353	231,953
Other comprehensive income	57,945	42,500
The Group's share of profit and other comprehensive income of associates for the year	258,588	131,249

Particulars of the Group's principal associates as at 31 December 2010 are set out in note 47.

**23. AVAILABLE-FOR-SALE INVESTMENTS**

	THE GROUP			THE COMPANY	
	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000	31.12.2010 HK\$'000	31.12.2009 HK\$'000
Available-for-sale investments comprise:					
Listed investments:					
Equity securities listed outside Hong Kong, at fair value	969	688	278	197	140
Debenture listed outside Hong Kong with fixed interest rate of 9.5% and maturity date on 24 December 2014	1,164	1,164	—	1,164	1,164
Unlisted securities:					
Equity securities, at fair value	171,123	161,797	149,868	—	—
Investment funds (note)	125,073	113,149	87,075	125,073	113,149
	<b>298,329</b>	276,798	237,221	<b>126,434</b>	114,453
Analysed as:					
Current assets	957	—	—	957	—
Non-current assets	297,372	276,798	237,221	125,477	114,453
	<b>298,329</b>	276,798	237,221	<b>126,434</b>	114,453

Note: The investment funds invest in unlisted equity securities issued by private entities incorporated in Asia Pacific region. They are measured at fair value at the end of the reporting period. Investment funds with less than 12 months operation period before voluntary liquidation from the end of reporting period was classified as current assets.

The Group and the Company have committed to contribute a pre-determined capital amount in these investment funds and the realised gains or losses of these funds are recognised in the profit or loss. During the year, the investment funds have returned HK\$19,850,000 capital contributions to the Group and the Company and they may call upon further capital contribution if required up to the pre-determined capital amount.

## 24. AMOUNTS DUE FROM SUBSIDIARIES

### THE COMPANY

The amounts due from subsidiaries are unsecured and have no fixed repayment terms. Of the amounts, approximately HK\$2,482,661,000 (2009: HK\$1,920,146,000) bears variable interest at an effective interest rate ranging from 1.22% to 1.73% (2009: 1.093% to 1.426%) per annum (repriced semi-annually) and the remaining balance is non-interest bearing. The effective interest rate used in calculating the present value of the estimated discounted future cash flows of the non-interest bearing amounts due from subsidiaries is 1.46% (2009: 1.12%).

In the opinion of the Company's directors, the amounts due from subsidiaries will not be repayable in the next twelve months from the end of the reporting period and, accordingly, the amounts have been classified as non-current assets. The carrying amount of the amounts due from subsidiaries approximate to its fair value. The credit risk on amounts due from subsidiaries is limited as the subsidiaries are in sound financial positions. There is no collateral for the amounts due from subsidiaries.

## 25. ADVANCES TO AN INVESTEE COMPANY

The advances are unsecured, non-interest bearing and have no fixed repayment terms. The effective interest rate used in calculating the present value of the estimated discounted future cash flows of the advances is 1.60% (2009: 1.12%).

In the opinion of the Company's directors, the investee company will not fully repay the advances in the next twelve months from the end of the reporting period and, accordingly, the advances have been classified as non-current assets. There is no collateral for the advances.

## 26. LOANS RECEIVABLE

	THE GROUP			THE COMPANY	
	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000	31.12.2010 HK\$'000	31.12.2009 HK\$'000
Fixed-rate loans receivable	—	—	35,100	—	—
Variable-rate loans receivable	<b>95,940</b>	62,818	52,678	<b>95,940</b>	60,840
	<b>95,940</b>	62,818	87,778	<b>95,940</b>	60,840
Analysed as:					
Current assets	<b>53,040</b>	25,378	15,600	<b>53,040</b>	23,400
Non-current assets	<b>42,900</b>	37,440	72,178	<b>42,900</b>	37,440
	<b>95,940</b>	62,818	87,778	<b>95,940</b>	60,840

**26. LOANS RECEIVABLE (CONTINUED)**

The exposure of the Group's fixed-rate loans receivable to interest rate risks and their contractual maturity dates are as follows:

	<b>31.12.2010</b> HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000
Fixed-rate loans receivable:			
In more than two years but not more than five years	—	—	35,100
	<b>31.12.2010</b> HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000
Variable-rate loans receivable:			
Within one year	<b>53,040</b>	25,378	15,600
In more than one year but not more than two years	<b>42,900</b>	37,440	—
In more than two years but not more than five years	—	—	37,078
	<b>95,940</b>	62,818	52,678

The above variable-rate loans receivable carry interest rates at HIBOR plus a margin per annum. Interest rate is repriced every quarterly.

The credit risk on loans receivable is limited because the counterparties are financial institutions with high credit ratings assigned by international credit-rating agencies.

The ranges of effective interest rates on the Group's and the Company's loan receivable are as follows:

	<b>2010</b>	2009
Effective interest rate:		
Variable-rate loans receivable	<b>0.5% to 2.44%</b>	1.088% to 4.5%

The Group's and the Company's loans receivable that are denominated in a currency other than the functional currency of the relevant group entities are set out below:

	<b>Denominated in US\$</b> HK\$'000
As at 31 December 2010	95,940
As at 31 December 2009	60,840



## 27. INVENTORIES/PROPERTIES HELD FOR SALE

	THE GROUP		
	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000
The Group's inventories comprise:			
Raw materials	1,218	1,314	1,337
Work in progress	2,656	1,152	1,700
Finished goods	7,214	8,350	7,338
	<b>11,088</b>	10,816	10,375

The cost of inventories recognised as an expense during the year amounted to approximately HK\$13,393,000 (2009: HK\$11,070,220).

The inventories and properties held for sale are expected to be realised in the next twelve months from the end of the reporting period.

## 28. TRADE AND OTHER RECEIVABLES

Included in the balance are trade debts, further details of which are set out below.

The Group's credit policy allows its trade customers an average credit period of 30–90 days, other than customers from sales of properties, who satisfy the Group's credit evaluation. The aged analysis of trade receivables of HK\$10,849,000 (2009: HK\$6,671,000) presented based on the invoice date at the end of the reporting period which are included in trade and other receivables is as follows:

	THE GROUP	
	2010 HK\$'000	2009 HK\$'000
Within 30 days	3,984	3,961
Between 31 days to 90 days	4,243	1,640
Over 90 days	2,622	1,070
	<b>10,849</b>	6,671

The Company had no trade receivables at the end of the reporting period.

All of the Group's trade receivables are denominated in functional currency of its individual entities' of the Group.

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed periodically. Majority of the trade receivables that are neither past due nor impaired have no default payment history.

Included in the Group's trade receivable balance are debtors with an aggregate carrying amount of HK\$2,622,000 (2009: HK\$1,070,000) which were past due over 90 days at the reporting date for which the Group has not provided for impairment loss because management considers that the fundamental credit quality of these customers has not deteriorated. The Group does not hold any collateral over these balances.

**29. INVESTMENTS HELD FOR TRADING**

These are equity securities listed on The Stock Exchange of Hong Kong Limited and were stated at fair value at the end of the reporting period.

**30. BANK ACCOUNTS WITH CHONG HING BANK LIMITED AND ITS SUBSIDIARIES/FIXED BANK DEPOSITS WITH MORE THAN THREE MONTHS TO MATURITY WHEN RAISED/OTHER BANK BALANCES AND CASH**

Bank balances carry interest at market rates which range from 0.025% to 0.050% (2009: 0.025% to 0.050%) per annum. The fixed deposits carry fixed interest rates ranging from 0.02% to 1.70% (2009: 0.05% to 2.07%) per annum.

The Group's and the Company's bank balances and fixed deposits that are denominated in currencies other than the functional currency of the Company are set out below:

	Denominated in RMB HK\$'000	Denominated in US\$ HK\$'000
As at 31 December 2010	44,169	184,351
As at 31 December 2009	—	248,902

**31. ASSETS HELD FOR SALE**

	THE GROUP HK\$'000
At 1 January 2009	1,615
Currency realignment	3
Disposals	(1,350)
At 31 December 2009	268
Currency realignment	33
Disposals	(201)
At 31 December 2010	100

The assets held for sale are expected to be realised in the next twelve months from the end of the reporting period.

**32. TRADE AND OTHER PAYABLES**

At the end of the reporting period, included in trade and other payables are trade payables of HK\$10,565,000 (2009: HK\$9,957,000) and the aged analysis of which presented based on the invoice date is as follows:

	THE GROUP	
	2010 HK\$'000	2009 HK\$'000
Within 30 days	10,565	9,957

The Company had no trade payables at the end of the reporting period.

The average credit period on purchases of goods is 30 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

**33. BORROWINGS**

	THE GROUP			THE COMPANY	
	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000	31.12.2010 HK\$'000	31.12.2009 HK\$'000
Bank loans					
Secured	<b>886,285</b>	838,443	699,167	<b>365,589</b>	271,989
Unsecured	<b>2,754,148</b>	2,682,061	2,807,147	<b>2,754,148</b>	2,682,061
Total bank borrowings	<b>3,640,433</b>	3,520,504	3,506,314	<b>3,119,737</b>	2,954,050
Amounts due to associates (note (i))	<b>1,174</b>	987	780	<b>1,174</b>	987
Amounts due to non-controlling interests shareholders (note (ii))	<b>19,723</b>	28,034	26,946	—	—
	<b>3,661,330</b>	3,549,525	3,534,040	<b>3,120,911</b>	2,955,037
The maturity of borrowings is as follows:					
Carrying amount repayable*:					
Within one year	<b>1,753,400</b>	1,177,320	933,098	<b>1,575,441</b>	1,044,469
More than one year but not exceeding two years	<b>1,364,895</b>	1,404,809	1,020,177	<b>1,022,157</b>	1,309,957
More than two years but not exceeding three years	<b>442,138</b>	938,375	1,553,039	<b>442,139</b>	599,624
	<b>3,560,433</b>	3,520,504	3,506,314	<b>3,039,737</b>	2,954,050
Carrying amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	<b>80,000</b>	—	—	<b>80,000</b>	—
Amounts due to associates	<b>1,174</b>	987	780	<b>1,174</b>	987
Amounts due to non-controlling interests shareholders	<b>19,723</b>	28,034	26,946	—	—
	<b>3,661,330</b>	3,549,525	3,534,040	<b>3,120,911</b>	2,955,037
Less: Amount due within one year shown under current liabilities					
— Bank borrowings	<b>(1,833,400)</b>	(1,177,320)	(933,098)	<b>(1,655,441)</b>	(1,044,469)
— Amounts due to associates	<b>(1,174)</b>	(987)	(780)	<b>(1,174)</b>	(987)
— Amounts due to non-controlling interests shareholders	<b>(19,723)</b>	(28,034)	(26,946)	—	—
	<b>(1,854,297)</b>	(1,206,341)	(960,824)	<b>(1,656,615)</b>	(1,045,456)
Amounts due after one year					
— Bank borrowings	<b>1,807,033</b>	2,343,184	2,573,216	<b>1,464,296</b>	1,909,581

\* The amounts due are based on scheduled repayment dates set out in the loan agreements.

**33. BORROWINGS (CONTINUED)**

Notes:

- (i) These borrowings are unsecured, bear variable interest at an effective interest rate ranging from 0.05% to 0.25% (2009: 0.05% to 0.15%) per annum (repriced monthly) and repayable on demand.
- (ii) These borrowings are unsecured and repayable on demand, an amount of approximately HK\$15,788,000 (2009: HK\$18,566,000) bears variable interest at an effective interest rate of 5.00% (2009: 2.93% to 3.61%) per annum (repriced monthly), while the remaining amounts are non-interest bearing.

The Group's borrowings that are denominated in a currency other than the functional currency of the relevant group entities are set out below:

	<b>Denominated in HK\$</b>
	HK\$'000
As at 31 December 2010	370,000
As at 31 December 2009	351,053

All of the bank loans are variable-rate borrowings which carry interest at HIBOR plus a margin per annum. The effective interest rate is ranged from 0.48% to 2.43% (2009: 0.48% to 3.78%) per annum. Interest rates are repriced monthly. Details of assets pledged are set out in Note 39.

**34. DEFERRED TAXATION**

The following are the major deferred tax liabilities and assets recognised by the Group and the Company, movements thereon during the current and prior years.

	<b>Accelerated tax depreciation</b>	<b>Revaluation of properties</b>	<b>Tax losses</b>	<b>Total</b>
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>THE GROUP</b>				
At 1 January 2009	23,910	465,851	(5,221)	484,540
Charge (credit) to profit or loss	1,701	40,832	(598)	41,935
At 31 December 2009	25,611	506,683	(5,819)	526,475
Charge (credit) to profit or loss	489	46,502	(692)	46,299
At 31 December 2010	26,100	553,185	(6,511)	572,774
<b>THE COMPANY</b>				
At 1 January 2009	26,474	32,010	—	58,484
Charge to profit or loss	1,896	3,944	—	5,840
At 31 December 2009	28,370	35,954	—	64,324
(Credit) charge to profit or loss	(167)	5,563	—	5,396
At 31 December 2010	28,203	41,517	—	69,720

### 34. DEFERRED TAXATION (CONTINUED)

At the end of the reporting period, the Group had unused tax losses of HK\$320 million (2009: HK\$334 million) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$39 million (2009: HK\$35 million) of such losses. No deferred tax asset has been recognised in respect of the remaining tax loss of HK\$281 million (2009: HK\$299 million) due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

The Company had no unused tax losses at the end of the reporting period.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respects of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of the temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK\$5,331,000 (31 December 2009: HK\$2,384,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

### 35. NON-INTEREST BEARING ADVANCES FROM SUBSIDIARIES

The amounts are unsecured, non-interest bearing and have no fixed repayment terms. The effective interest rate used in calculating the present value of the estimated discounted future cash flows of these advances is 1.46% (2009: 1.12%) per annum. The advances are not repayable in the next twelve months from the end of the reporting period and, accordingly, the amounts have been classified as non-current liabilities.

### 36. SHARE CAPITAL

	2010 & 2009
	HK\$'000
Ordinary shares of HK\$1 each	
Authorised:	
At 1 January and 31 December	600,000
Issued and fully paid:	
At 1 January and 31 December	378,583

**37a. RESERVES****THE GROUP**

	Property revaluation reserve HK\$'000	Investment revaluation reserve HK\$'000	Total HK\$'000
<b>Revaluation reserve</b>			
At 1 January 2009	1,449,637	1,509	1,451,146
Gain on revaluation of leasehold land and buildings	31	—	31
Gain on fair value changes of available-for-sale investments	—	29,242	29,242
Share of gain on fair value changes of available-for-sale investments held by associates	—	25,073	25,073
Income tax relating to share of investment revaluation reserve of associates	—	(5,000)	(5,000)
At 31 December 2009	1,449,668	50,824	1,500,492
Gain on revaluation of leasehold land and buildings	825	—	825
Gain on fair value changes of available-for-sale investments	—	35,078	35,078
Share of gain on fair value changes of available-for-sale investments held by associates	—	28,962	28,962
Income tax relating to share of investment revaluation reserve of associates	—	(4,332)	(4,332)
At 31 December 2010	1,450,493	110,532	1,561,025

	2010 HK\$'000	2009 HK\$'000
<b>Exchange reserve</b>		
At 1 January	277,996	270,168
Exchange differences arising on translation	94,347	7,577
Share of exchange reserve of associates	3,414	251
At 31 December	375,757	277,996



**37a. RESERVES (CONTINUED)**

	Property revaluation reserve HK\$'000	Investment revaluation reserve HK\$'000	Capital redemption reserve HK\$'000	Accumulated profits HK\$'000	Total HK\$'000
<b>THE COMPANY</b>					
At 1 January 2009	263	—	2,955	1,258,589	1,261,807
Gain on revaluation of leasehold land and building	32	—	—	—	32
Gain on fair value changes of available-for-sale investments	—	18,616	—	—	18,616
Profit for the year	—	—	—	269,253	269,253
Total comprehensive income for the year	32	18,616	—	269,253	287,901
Dividends recognised as distribution	—	—	—	(49,216)	(49,216)
At 31 December 2009	295	18,616	2,955	1,478,626	1,500,492
Gain on revaluation of leasehold land and building	47	—	—	—	47
Gain on fair value changes of available-for-sale investments	—	27,481	—	—	27,481
Profit for the year	—	—	—	19,288	19,288
Total comprehensive income for the year	47	27,481	—	19,288	46,816
Dividends recognised as distribution	—	—	—	(75,716)	(75,716)
At 31 December 2010	342	46,097	2,955	1,422,198	1,471,592

**37b. NON-CONTROLLING INTERESTS**

	2010 HK\$'000	2009 HK\$'000
At 1 January	32,651	37,915
Share of profit for year	(5,065)	(5,525)
Share of exchange reserve	3,927	261
At 31 December	31,513	32,651

### 38. SHARE OPTION SCHEME

The Company's existing share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 25 April 2002, for the primary purpose of providing incentives to directors and eligible employees, and will expire on 24 April 2012. Under the Scheme, the Company may grant options to eligible employees, including executive directors of the Company and its subsidiaries, to subscribe for shares in the Company at HK\$10 per option. Additionally, the Company may, from time to time, grant share options to outside eligible third parties at the discretion of the Board of Directors.

Without prior approval from the Company's shareholders, the total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time. The number of shares in respect of which options may be granted to any individual is not permitted to exceed 10% of the shares of the Company in issue at any point in time.

Options may be exercised at any time from the date of grant of the share option to the 5th anniversary of the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of the nominal value of the Company's share on the date of grant, the average closing price of the shares for the five business days immediately preceding the date of grant, or the closing price of the shares on the date of grant.

No options have been granted under the Scheme since the Scheme was adopted.

### 39. PLEDGE OF ASSETS

At the end of the reporting period, the assets shown as below were pledged to banks to secure general banking facilities made available to the Group and the Company.

	THE GROUP		THE COMPANY	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
CARRYING VALUE				
Investment properties	4,098,637	3,859,272	695,700	673,900
Prepaid lease payments	30,415	31,308	—	—
	4,129,052	3,890,580	695,700	673,900

In addition, the Company also pledged the shares of a subsidiary in favour of a bank in support of the facilities granted to that subsidiary.

#### 40. COMMITMENTS

	THE GROUP		THE COMPANY	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Contracted for but not provided in the financial statements in respect of:				
Capital expenditure:				
— property development expenditure	230,368	367,985	—	—
— contributions to the capital of investment funds	152,977	138,832	152,977	138,832
	<b>383,345</b>	506,817	<b>152,977</b>	138,832

#### 41. OPERATING LEASE COMMITMENTS

##### THE GROUP AS LESSEE

At the end of the reporting period, the Group and the Company had commitments for future minimum lease payments under non-cancellable operating leases in respect of land and buildings which fall due as follows:

	THE GROUP		THE COMPANY	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Within one year	24,603	21,977	12,425	7,813
In the second to fifth year inclusive	50,651	63,214	80	7,733
In more than five years	68,375	112,411	—	—
	<b>143,629</b>	197,602	<b>12,505</b>	15,546

Operating lease payments represent rentals payable for certain of the Group's office, hotel premises and staff quarters. Leases are negotiated for an range of one to sixteen years and rentals are fixed throughout the leases period.

**41. OPERATING LEASE COMMITMENTS (CONTINUED)****THE GROUP AS LESSOR**

Property rental income earned by the Group during the year amounted to approximately HK\$247 million (2009: HK\$229 million). Most of the properties held have committed tenants for the next one to five years.

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

	THE GROUP		THE COMPANY	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Within one year	227,064	212,382	18,175	18,288
In the second to fifth year inclusive	254,777	278,846	12,502	18,248
In more than five years	7,005	12,378	—	—
	<b>488,846</b>	503,606	<b>30,677</b>	36,536

**42. RETIREMENT BENEFITS SCHEMES**

For its eligible employees in Hong Kong, the Group operates two defined contribution schemes — the scheme registered under the Occupational Retirement Schemes Ordinances (the “ORSO Scheme”) and the scheme registered under the Mandatory Provident Fund Scheme (the “MPF Scheme”). The ORSO Scheme is closed to new entry and newly eligible employees are required to join only the MPF Scheme.

Contributions payable by the Group to both the ORSO Scheme and the MPF Scheme are determined based on the rules underlying the respective schemes and are charged to statement of comprehensive income. The assets of both schemes are held separately from those of the Group, in funds under the control of trustees.

In addition, certain employees of the Group’s subsidiaries established in the PRC are members of state-managed retirement benefits schemes. The subsidiaries are required to contribute a certain percentage of their payroll costs to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to these retirement benefits schemes is to make the specified contributions.

### 43. CONNECTED AND RELATED PARTY DISCLOSURES

#### (A) RELATED PARTY TRANSACTIONS

During the year, the Group and the Company entered into the following significant transactions with related parties:

	THE GROUP		THE COMPANY	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Income received and receivable from associates				
Rental income	11,969	11,681	11,969	11,681
Management and other service fee income	5,373	5,384	5,373	5,384
Interest income	1,302	174	1,302	174
	<b>18,644</b>	17,239	<b>18,644</b>	17,239
Expenses paid and payable to an associate				
Interest expenses	1	1	1	1
Rental expenses	4,227	4,227	4,227	4,227
	<b>4,228</b>	4,228	<b>4,228</b>	4,228
Income received and receivable from subsidiaries				
Management and other service fee income	—	—	1,584	1,584
Interest income	—	—	67,376	63,347
	—	—	<b>68,960</b>	64,931
Expenses paid and payable to subsidiaries				
Management fee expenses	—	—	264	264
Expenses paid and payable to non-controlling interests shareholders				
Interest expenses	1,063	914	—	—

At the end of the reporting period, the Company had financial guarantees issued to a bank in support of banking facilities of an aggregate amount of HK\$967,100,000 (2009: HK\$949,714,000) granted to subsidiaries. The amounts utilised by the subsidiaries amounted to approximately HK\$521 million (2009: HK\$566 million) as at 31 December 2010.

#### (B) CONNECTED PARTY TRANSACTIONS

	THE GROUP		THE COMPANY	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Expenses paid and payable to a company held by a director of the Company				
Rental expenses	4,500	3,960	4,500	3,960

#### 43. CONNECTED AND RELATED PARTY DISCLOSURES (CONTINUED)

##### (C) RELATED PARTY BALANCES

Details of the Group's and the Company's outstanding balances with related parties, including bank accounts with Chong Hing Bank and its subsidiaries, at 31 December 2010, are set out in the statements of financial positions and Notes 24, 25, 30, 33 and 35.

##### (D) COMPENSATION OF KEY MANAGEMENT PERSONNEL

The emoluments of directors of the Group and the Company during the year were as follows:

	THE GROUP		THE COMPANY	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Short-term benefits	16,423	15,411	16,423	15,411
Post-employment benefits	340	382	340	382
	<b>16,763</b>	15,793	<b>16,763</b>	15,793

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

#### 44. CONTINGENT LIABILITIES

As at 31 December 2010, the Company had financial guarantees given to a bank in support of banking facilities granted to subsidiaries. The aggregate amounts that the Company could be required to pay if the guarantees were called upon in entirety amounted to HK\$967,100,000 (2009: HK\$949,714,000), of which an amount of HK\$520,695,000 (2009: HK\$566,454,000) was utilised by the subsidiaries and recognised in the Group's statement of financial position as liabilities.

#### 45. EVENT AFTER THE REPORTING PERIOD

On 2 March 2011, the Company entered into a conditional agreement for sale and purchase ("Agreement") with a wholly-owned subsidiary of the Company pursuant to which the Company agreed to sell and the subsidiary agreed to purchase an investment property held by the Company with a fair value of HK\$695.7 million as at 31 December 2010 at a consideration of HK\$800 million. The Agreement is subject to and conditional upon the approval by the shareholder at an extraordinary general meeting to be held on 4 May 2011.



**46. PRINCIPAL SUBSIDIARIES**

Particulars of the Company's principal subsidiaries as at 31 December 2010 and 2009 are as follows:

Name of subsidiary	Place of incorporation or establishment/ operations	Issued ordinary share capital/ registered capital	Proportion of nominal value of issued capital/registered capital held by the Company		Principal activities
			Directly	Indirectly	
			%	%	
Liu Chong Hing Estate Company, Limited	Hong Kong	HK\$10,000,000	100	—	Investment holding
Liu Chong Hing Godown Company, Limited	Hong Kong	HK\$72,000,000	100	—	Property investment
Liu Chong Hing Property Management and Agency Limited	Hong Kong	HK\$1,000,000	100	—	Property management and agency
Abaleen Enterprises Limited	Hong Kong	HK\$100,000	100	—	Property investment
Alain Limited	Hong Kong	HK\$9,500	100	—	Investment holding
Bonsun Enterprises Limited	Hong Kong	HK\$2,000,000	100	—	Property investment
Chong Yip Finance Limited	Hong Kong	HK\$1,000,000	100	—	Money lending
Devon Realty Limited	Hong Kong	HK\$200	100	—	Property investment
Donington Company Limited	Hong Kong	HK\$200	100	—	Property investment
EC Architecture & Design Company Limited	Hong Kong	HK\$100	—	90	Property development consultancy
Gem Gain Enterprises Limited	Hong Kong	HK\$30	100	—	Investment holding
Great Earnest Limited	Hong Kong	HK\$200	100	—	Property investment
Heng Kin Investment Limited	Hong Kong	HK\$2	100	—	Property investment
Hugh Glory Limited	Hong Kong	HK\$100	—	90	Investment holding
Hugh Wealth International Limited	Hong Kong	HK\$100	100	—	Investment holding
Jacot Limited	Hong Kong	HK\$2	100	—	Investment holding
Ko Yew Company Limited	Hong Kong	HK\$200	100	—	Property investment
Luxpolar Limited	Hong Kong	HK\$2	—	100	Property investment
Marble Kingdom Limited	Hong Kong	HK\$2	100	—	Investment holding
Prime Ocean Development Limited	Hong Kong	HK\$10,000	—	100	Property investment
Queen Profit International Investment Limited	Hong Kong	HK\$61,540	83.75	—	Investment holding
Speed World Investment Limited	Hong Kong	HK\$100	—	60	Investment holding
Top Team Limited	Hong Kong	HK\$200	100	—	Investment holding
Truegrow Investments Limited	Hong Kong	HK\$1	—	100	Investment holding
Wealth Good Investment Limited	Hong Kong	HK\$2	100	—	Investment holding
Yue Tung Ching Kee Company Limited	Hong Kong	HK\$2,000,000	100	—	Property investment

**46. PRINCIPAL SUBSIDIARIES (CONTINUED)**

Name of subsidiary	Place of incorporation or establishment/ operations	Issued ordinary share capital/ registered capital	Proportion of nominal value of issued capital/registered capital held by the Company		Principal activities
			Directly	Indirectly	
			%	%	
Foshan Nanhai Hugh Glory Property Development Company Limited ("Foshan Hugh Glory")	PRC	RMB500,000,000	—	90	Property development
Guangzhou Chong Hing Property Development Company Limited ("Guangzhou Chong Hing")	PRC	RMB170,000,000	—	60	Property development
Guangzhou Wealth Smart Property Management Company Limited ("Guangzhou Wealth Smart")	PRC	HK\$1,000,000	—	100	Property management
Maanshan Gaoke Magnetic Material Company Limited ("Maanshan Gaoke")	PRC	RMB65,370,000	—	51.5	Manufacturing of magnetic materials
Shanghai Huang Pu Liu Chong Hing Property Development Company Limited ("Shanghai Huang Pu")	PRC	US\$34,600,000	—	95	Property investment
Shanghai Truegrow Hotel Management Company Limited ("Shanghai Truegrow")	PRC	RMB27,607,596	—	100	Hotel operation and management
China Link Technologies Limited	British Virgin Islands/ Hong Kong	US\$100	100	—	Investment holding
Determined Resources Limited	British Virgin Islands/ Hong Kong	US\$1,000	100	—	Share investment
Terryglass Limited	British Virgin Islands/ Thailand	US\$1,000	100	—	Investment holding

Guangzhou Chong Hing is a sino-foreign cooperative enterprise while Maanshan Gaoke and Shanghai Huang Pu are sino-foreign equity joint ventures established in the PRC.

Foshan Hugh Glory, Guangzhou Wealth Smart and Shanghai Truegrow are sole foreign equity ventures established in the PRC.

None of the subsidiaries had any debt securities outstanding during the year and at the end of the reporting period.

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

#### 47. PRINCIPAL ASSOCIATES

Particulars of the Group's principal associates as at 31 December 2010 and 2009 are as follows:

Name of associate	Form of business structure	Place of incorporation/ operations	Class of share held	Proportion of nominal value of issued capital held by the Group		Proportion of voting power held		Principal activities
				2010	2009	2010	2009	
Chong Hing Bank Limited (listed in Hong Kong)	Incorporated	Hong Kong	Ordinary	<b>48.52%</b>	47.82%	<b>48.52%</b>	47.82%	Banking business
Falconmate Limited	Incorporated	Hong Kong	Ordinary	<b>50%</b>	50%	<b>50%</b>	50%	Property investment

The above table lists the associates of the Group which, in the opinion of the directors, principally affected the results of the year or form a substantial portion of the net assets of the Group. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.





廖創興企業有限公司  
LIU CHONG HING INVESTMENT LIMITED



25/F Chong Hing Bank Centre  
24 Des Voeux Road Central  
Hong Kong  
Tel: (852) 3768 9038  
Fax: (852) 3768 9008  
E-mail: [info@lchi.com.hk](mailto:info@lchi.com.hk)  
Website: [www.lchi.com.hk](http://www.lchi.com.hk)  
Stock Code: 194