

TCC International Holdings Limited
台泥國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 1136

Annual Report 2010 年報



Contents

目錄

CORPORATE INFORMATION AND KEY DATES 公司資料及重要日期	2
CHAIRMAN'S STATEMENT 主席報告書	6
MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析	10
PROSPECTS AND FUTURE PLANS 展望及未來計劃	23
BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層簡歷	25
CORPORATE GOVERNANCE REPORT 企業管治報告	33
REPORT OF THE DIRECTORS 董事會報告書	40
INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書	55
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表	58
CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表	60
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表	62
CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表	63
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註	66
FINANCIAL SUMMARY 財務概要	184

Corporate Information and Key Dates

公司資料及重要日期

DIRECTORS

Koo, Cheng-Yun, Leslie (*Chairman*)

Wu Yih Chin (*Managing Director*)

Shan Weijian[#]

Chang, An-Ping, Nelson[#]

Chang, Kang-Lung, Jason[#]

Wang, Lishin, Elizabeth[#]

Liao Poon Huai, Donald^{*}

Chih Ching Kang, Kenneth^{*}

Shieh, Jen-Chung, Roger^{*}

[#] Non-executive Directors

^{*} Independent non-executive Directors

COMPANY SECRETARY

Cheung Chi Wah, Patrick

REGISTERED OFFICE

P.O. Box 309, Ugland House

Grand Cayman

KY1-1104

Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

16th Floor

Hong Kong Diamond Exchange Building

8-10 Duddell Street

Central

Hong Kong

董事

辜成允 (主席)

吳義欽 (董事總經理)

單偉建[#]

張安平[#]

張剛綸[#]

王立心[#]

廖本懷^{*}

池慶康^{*}

謝禎忠^{*}

[#] 非執行董事

^{*} 獨立非執行董事

公司秘書

張志華

註冊辦事處

P.O. Box 309, Ugland House

Grand Cayman

KY1-1104

Cayman Islands

總辦事處及主要營業地點

香港

中環

都爹利街8-10號

香港鑽石會大廈

16樓

Corporate Information and Key Dates

公司資料及重要日期

SOLICITORS

Morrison & Foerster LLP

AUDITOR

Deloitte Touche Tohmatsu

STOCK CODE

The Stock Exchange of Hong Kong Limited: 1136

WEBSITE

<http://www.tcchk.com>

SHARE REGISTRARS

Principal share registrar

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House, 68 Fort Street
P.O. Box 609
Grand Cayman KY1-1107
Cayman Islands

Branch share registrar

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

律師

美富律師事務所

核數師

德勤 • 關黃陳方會計師行

股份代號

香港聯合交易所有限公司：1136

網站

<http://www.tcchk.com>

股份過戶登記處

主要股份過戶登記處

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House, 68 Fort Street
P.O. Box 609
Grand Cayman KY1-1107
Cayman Islands

股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓1712-1716號舖

Corporate Information and Key Dates

公司資料及重要日期

PRINCIPAL BANKERS

Australia and New Zealand Banking Group Limited
Bank of China Limited
Bank of Communications Co., Ltd.
Bank Sinopac
Bank of Taiwan
BNP PARIBAS
BNP Paribas China
Calyon China
Cathay United Bank Company, Limited
Chinatrust Commercial Bank, Ltd.
China Merchants Bank Co., Ltd.
Citibank N.A.
DBS Bank (China) Limited
E. Sun Commercial Bank, Ltd.
Far Eastern International Bank
First Commercial Bank, Ltd.
Hang Seng Bank, Limited
HSBC Bank (Taiwan) Limited
Industrial and Commercial Bank of China (Asia) Limited
Land Bank of Taiwan Co., Ltd.
Luso International Banking Ltd.
Mega International Commercial Bank Co., Ltd.
Mizuho Corporate Bank, Ltd.
OCBC Bank
Platinum Natexis Banques Populaires
Shanghai Commercial & Savings Bank, Ltd.
Standard Chartered Bank (China) Limited
Standard Chartered Bank (Hong Kong) Limited
Taipei Fubon Commercial Bank Co., Ltd.
Taiwan Business Bank
Taiwan Cooperative Bank, Ltd.
Yuanta Commercial Bank Co., Ltd.

主要往來銀行

澳大利亞和新西蘭銀行集團有限公司
中國銀行股份有限公司
交通銀行股份有限公司
永豐商業銀行股份有限公司
臺灣銀行股份有限公司
法國巴黎銀行
法國巴黎銀行(中國)有限公司
東方滙理銀行(中國)有限公司
國泰世華商業銀行股份有限公司
中國信託商業銀行股份有限公司
招商銀行股份有限公司
花旗銀行有限公司
星展銀行(中國)有限公司
玉山商業銀行股份有限公司
遠東國際商業銀行股份有限公司
第一商業銀行股份有限公司
恒生銀行有限公司
滙豐(台灣)商業銀行股份有限公司
中國工商銀行(亞洲)有限公司
臺灣土地銀行股份有限公司
澳門國際銀行
兆豐國際商業銀行股份有限公司
瑞穗實業銀行
華僑銀行
法國外貿銀行股份有限公司
上海商業儲蓄銀行股份有限公司
渣打銀行(中國)有限公司
渣打銀行(香港)有限公司
台北富邦商業銀行股份有限公司
臺灣中小企業銀行
合作金庫商業銀行股份有限公司
元大商業銀行股份有限公司

Corporate Information and Key Dates

公司資料及重要日期

KEY DATES

Annual Results Announcement	17 March 2011
Annual Report sent to Shareholders	13 April 2011
Shares trade ex-dividend	23 May 2011
Closure of Register of Members	25-27 May 2011
Annual General Meeting	27 May 2011
Record Date of Final Dividend	27 May 2011
Payment of Final Dividend	13 June 2011

重要日期

全年業績公佈	二零一一年三月十七日
向股東寄發年報	二零一一年四月十三日
股份除息買賣	二零一一年五月二十三日
暫停辦理股份過戶 登記手續	二零一一年五月二十五至 二十七日
股東週年大會	二零一一年五月二十七日
末期股息記錄日期	二零一一年五月二十七日
派付末期股息	二零一一年六月十三日



The year 2010 signified the Group's successful transformation from a regional player to a formidable national cement manufacturer in Mainland China. Following years of organic expansion and merger and acquisition, the Group has achieved a sizeable scale of operation and an extensive geographical coverage, enlisting it among the top-tier cement enterprises in the country.

The Group has been pursuing its strategic goal of building a wide-spanned business platform capturing a significant share in some of the most vibrant cement markets in Mainland China. In doing so, the Group had, in the previous years, committed enormous management and capital resources in scaling up its self-developed plants and acquiring hefty operations with prominent local market presence.

Following its expansion to Jiangsu Province and Guangxi Autonomous Region through acquisition, the Group completed, at the end of April 2010, the merger of Upper Value Investments Limited ("Upper Value"), which was one of the largest take-over in China's cement industry.

Carefully structured acquisition enabled the Group to instantly uplift its annual attributable capacity and extend its market reach, as well as, to strengthen its earning power through the incorporation of profitable operations into its consolidated accounts.

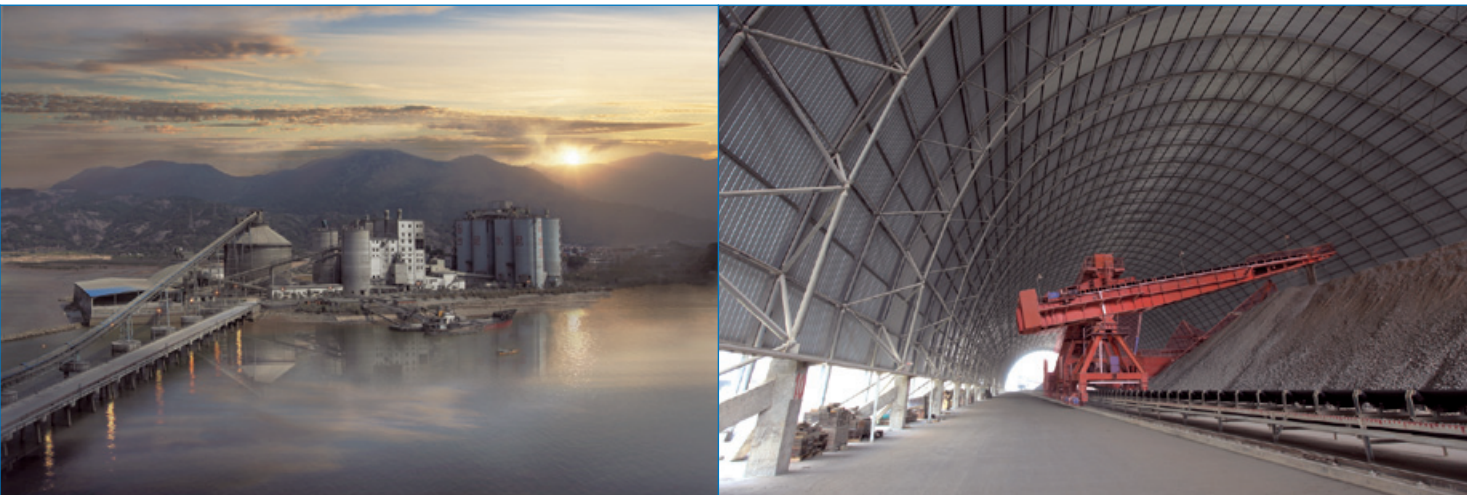
二零一零年度標誌著本集團成功由一家在中國大陸的地區性企業轉型為大型全國性水泥生產商。經過多年的自身擴張及向外兼併，本集團已形成相當經營規模及廣泛的地域覆蓋面，讓其躋身中國大陸領先水泥企業行列。

本集團一直貫徹其構建廣闊業務平台的戰略目標，以佔有中國大陸若干最具活力水泥市場的重大份額。為此，本集團在過去幾年投入龐大管理資源及資金，一方面擴大其自有廠房規模，並且併購在當地市場佔據主導地位的大型企業。

本集團透過收購將業務擴展至江蘇省及廣西壯族自治區後，於二零一零年四月底完成併購Upper Value Investments Limited (「Upper Value」)，這是中國水泥行業其中一項最大的收購活動。

通過精心策劃的收購讓本集團可即時提升其應佔年產能及擴大其市場覆蓋範圍，並同時透過將具有溢利貢獻的業務併入其綜合報表而增強其盈利能力。

Chairman's Statement 主席報告書



During the course of its corporate expansion, the Group's profitability was inevitably hindered by heavy fixed asset investment and capital outlay. However, such commitments began to pay off in 2010.

The positive outcome of our calculated expansion was evidenced in the Group's significantly enhanced performance in 2010. Benefiting from a substantially enlarged capacity, the Group was able to heighten its revenue and earnings on the back of enlarged sales volume. This along with improved average selling price of cement and clinker, as well as realisation of economies of scale had contributed to the Group a respectable gross profit margin during the year under review. Strengthened operation efficiency, in addition, had raised the Group's profit attributable to owners of the Company by 5.5 times when compared with that of the previous year.

Our establishment of a widened operation platform with an annual attributable capacity of over 40 million metric tons just came in time to greet the opportunities offered by the cement industry's consolidation.

本集團於實現其企業擴展過程中，需要進行大量固定資產投資及資本支出，期間難免對盈利能力造成影響。然而，這些投入於二零一零年開始為集團取得回報。

本集團於二零一零年顯著提升的業績證明其細心部署的擴張正顯現成效。受惠於產能大幅增長，通過擴大銷量，本集團得以提升其收益及盈利。上述的有利條件加上水泥及熟料平均售價改善及生產設施體現規模經濟效益，使到本集團於回顧年度內錄得可觀的毛利率，加上營運效率提升令本集團的本公司擁有人應佔溢利較去年度增長5.5倍。

本集團建設具備應佔年產能逾40,000,000公噸的擴大業務平台正好讓其可掌握中國大陸水泥行業整合帶來的機遇。



The restructuring navigated by the State government, is aimed at converting an industry filled with excess supply from predominately low-efficient small players to a high efficient sector dominating by leading regional and national manufacturers. Over the years, hundreds of millions metric tons of obsolete capacity had been phased out. The adding of new capacity has also been put to a halt under a State Council document promulgated in September 2009, unless approval for construction has been granted before that date.

On the other end of the pendulum, demand remained strong. Progress of massive infrastructure projects and development of private sector properties continued to drive the consumption of cement.

Government spending on a range of civil engineering developments will continue to pour into the market as works of these multi-regional transportation networks and utility facilities are expected to last for years. As for the property sector, the State's directive of providing 36 million units of social welfare housing, with 10 million units commencing construction in 2011, during the twelve-five-year plan, will sustain a healthy demand for construction materials.

中央政府主導的行業重組，旨在取締充斥市場大量低效小型生產商的過剩產能，取而代之是處於區域及全國領先地位的大型企業高效設備，從而提升整個行業的效益。在過去幾年，數以億公噸計的落後產能已被淘汰。根據國務院於二零零九年九月頒佈的文件，除非於該日期前取得建設批文，否則新增產能建設亦受限制。

另一方面，市場需求維持強勁。大量基建項目施工及私營物業開發繼續推動水泥消耗。

多項跨地域交通網絡及公共設施工程預期會持續數年，故政府用於一系列土木工程的開支將繼續投入市場。至於房地產開發，中央政府已指令要於十二、五計劃期間，提供36,000,000套社會福利住房，其中10,000,000套將於二零一一年動工興建，這將對建築材料持續帶來穩健需求。

Chairman's Statement 主席報告書

Our rapid expansion in recent years has extended the Group's market reach to nine provinces and one municipality of the Mainland China, covering many of the hotspots of the State's infrastructure and urbanisation investments, such as the Western and Southwestern regions. Furthermore, Guangdong province, the stronghold of the Group, is also experiencing expedited construction development in both the public and private sectors.

To intensify market penetration, we aim to widen our sales by providing swift response to market demand. This is going to be achieved through establishing logistic distribution centres adjacent to our key markets. These facilities, which will act as a hub between our production plants and the end-users, can significantly shorten our product delivery time. The first of these distribution centres is being planned in Dongguan, to support rapid urbanisation in the Pearl River Delta.

Our output will be further increased in the current year with the completion of four new production lines in various locations. Cost-effectiveness can also be improved by accelerating existing facility output through maintaining an optimum utilisation.

In addition, the Group will continue its effort in lowering unit costs and strengthening control of operation and administration expenses.

After building a formidable presence over a broadened landscape, the Group is entering a new phase of development, emphasising on qualitative rather than mere quantitative growth. The Group will capitalise on its economies of scale, and fine-tune its operation management to elevate efficiency as well as profitability. We are well aware that only with the improvement in return to shareholders, can we justify the Group's heavy commitment to its operation expansion.

Koo, Cheng-Yun, Leslie

Chairman

Hong Kong

17 March 2011

本集團近年的迅速擴張讓其市場覆蓋範圍擴展至中國大陸九個省份及一個直轄市，涵蓋西部及西南部等多個國家基建及城市化建設的重點投資地區。此外，本集團的主要根據地廣東省於公共及私營領域的建設發展亦在不斷提升。

在加強市場滲透方面，本集團計劃透過迅速回應市場需求以擴大銷售。為此我們將於鄰近本集團主要市場建設物流配送中心；該等設施作為本集團生產廠房和終端用戶間的接合點可大大縮短產品交付時間。首個配送中心計劃設於東莞，以支援珠江三角洲的快速城市化發展。

當位於多個地區的四條新生產線竣工後，本集團的產出於現年度將進一步增加。集團亦可透過充份發揮現有設施產能，增加產出以提升成本效益。

此外，本集團將繼續致力降低單位成本及加強對營運及行政支出控制。

本集團於經擴大的市場佈局上奠定了舉足輕重的行業地位。我們正踏入一個新的發展階段——我們將更著重營運素質的提升而非單純著眼於規模的增長。本集團將發揮其規模經濟效益，並優化營運管理以提升經營效率及盈利能力。我們深切了解，惟有提升股東回報，我們在業務擴張的龐大投入才顯得有價值。

主席

辜成允

香港

二零一一年三月十七日

MARKET OVERVIEW

The continued prosperity in the Mainland China economy had driven the country's fixed assets investment to leap by 23.8 per cent year-on-year in 2010. Strong capital flow, from both the public and private sectors, into infrastructure and housing development not only fuelled the demand for cement, but also sustained the product average selling price ("ASP") at a healthy level.

Following a modest adjustment during the traditional low season in the first quarter, cement price began to pick up in the second quarter of 2010. Resulting from the enforcement of the State's policy to restrict energy consumption and pollution emission in the second half of the year, the supply of cement in most parts of Mainland China retreated significantly, particularly from those obsolete facilities. The measure had pushed cement price further in the last quarter of 2010.

Benefiting from trimmed output and a strong ASP, large-scale cement manufacturers with prominent regional presence were able to enjoy broader profit margins, and to enlarge their market share through replacing the capacity from low-efficient smaller players.

Although there were about 190 million metric tons of additional clinker capacity put into operation in 2010, their impact on supply was largely offset by the elimination of obsolete facilities enforced by the State's stringent measures. A more balanced market situation had paved the way for a healthy industry development.

市場概況

於二零一零年，中國大陸經濟持續興旺推動國內固定資產投資按年上升23.8%。來自政府及私營機構用於基建及住宅發展的龐大現金流，一方面帶動對水泥的需求，同時讓水泥平均售價（「平均售價」）維持於穩健水平。

水泥價格經過回顧年度首季度傳統淡季的輕微調整後，於第二季度開始回升。在中央政府於下半年實施節能減排政策的影響下，中國大陸大部分地區的水泥供應大幅回落，其中老舊水泥生產設備所受影響尤甚。有關措施令水泥價格於二零一零年最後一個季度進一步提升。

受惠於產出減少及平均售價高企，具有區域領先地位的大型水泥生產商得以改善他們的毛利率，並可透過取代低效益的小型生產商的產能而擴大其市場份額。

儘管有約190,000,000公噸的新增熟料產能於二零一零年投產，惟中央政府嚴格執行淘汰老舊設備的措施，基本上抵銷了新增產能對供應造成的影響。供需更趨平衡的市場狀況為行業健康發展奠下基礎。

REVIEW OF OPERATIONS

During the year under review, the Group maintained its expansion strategy of enlarging its scale of operation and market coverage through merger and acquisition. The incorporation of Upper Value Investments Limited (“Upper Value”) into the Group served to further enhance its capacity and sales volume, in addition to the extension of the Group’s market reach to the Northeastern, Western and Southwestern regions of Mainland China.

With an escalated attributable capacity of approximately 40.4 million metric tons by the end of 2010, the Group achieved an aggregate sales volume of 28.5 million metric tons (excluding attributable sales volume from associated companies) during the year, with cement and clinker accounting for 59.1 per cent and 35.6 per cent of the total sales volume respectively, the balance being sales of slag powder.

Although only eight months of the Upper Value’s accounts were booked to the Group’s statement, their contribution to revenue and operating profit had been significant.

The Group reported a 105.5 per cent year-on-year surge in revenue, which amounted to HK\$8,125.9 million, riding on the back of improved sales volume and ASP. Gross profit margin had risen by about six percentage points to 18.8 per cent and lifted the Group’s gross profit to HK\$1,529.5 million, demonstrating an upsurge of 203.4 per cent from that of the previous year. Profit attributable to owners of the Company leaped by 5.5 times to HK\$784.1 million.

業務回顧

於回顧年度，本集團維持其一貫擴展策略，透過併購擴大經營規模及市場覆蓋面。將Upper Value Investments Limited（「Upper Value」）併入本集團令集團業務涵蓋的市場擴展至中國大陸東北、西部及西南地區，並且進一步提升整體產能及銷量。

本集團應佔產能於二零一零年底提升至約40,400,000公噸，而於年度內的總銷量則達28,500,000公噸（不包括來自聯營公司應佔銷量），水泥及熟料分別佔總銷量59.1%及35.6%，而其餘則為礦渣粉。

儘管僅有八個月的Upper Value賬目計入本集團的報表，但其對收益及經營溢利帶來可觀貢獻。

本集團因銷量及平均售價改善，收益按年增長105.5%，至8,125,900,000港元。毛利率上升約六個百分點至18.8%，令本集團的毛利上升至1,529,500,000港元，較去年上升203.4%。本公司擁有人應佔溢利更躍升5.5倍至784,100,000港元。

Management Discussion and Analysis

管理層討論及分析

Upper Value

The Group's attributable capacity had been raised by 13.6 million metric tons following the consolidation of Upper Value into its portfolio in May 2010. In addition, Upper Value's interests in various cement plants in Guangdong served to further cement the Group's dominant market presence in the province.

A total of 5.6 million metric tons (excluding sales volume from associated companies) of sales volume was booked from Upper Value during the year.

Yingde Dragon Mountain Cement Co., Ltd. ("YDM"), the largest existing facility wholly owned by Upper Value, generated a sales volume of 4.2 million metric tons for the eight months under review. The strong ASP of cement in Southern China, and efficient operation management had translated into satisfactory profit contribution from YDM.

Liaoning Changqing Cement Co., Ltd. ("Liaoning Changqing"), in which Upper Value had a 75 per cent interest, was situated in an area suffering from low product ASP. However, the operations managed to achieve a modest operating profit, leveraging on its unique strategic location and relatively lower production cost. Liaoning Changqing's effort in market development in the Northeastern region is expected to pay off in the year 2011.

Chongqing Changxing Cement Co., Ltd. ("Chongqing Changxing"), a wholly-owned subsidiary of Upper Value, only commenced mass production in November 2010. Chongqing Changxing reported an operating profit for the two months under operation. The facility was in the process of establishing its sales platform, in a market with heavy demand from both private housing and public infrastructure development.

Upper Value's non-controlling interests in three other facilities in Guangdong Province and Yunnan Province also generated significant results for the Group during the year.

Upper Value

於二零一零年五月將Upper Value併入本集團的業務組合後，本集團的應佔產能增加達13,600,000公噸。此外，Upper Value於廣東多間水泥廠所持的權益有助進一步鞏固本集團於省內的主導市場地位。

年度內Upper Value錄得銷量合共5,600,000公噸（不包括來自聯營公司的銷量）。

Upper Value全資擁有的最大現有設施—英德龍山水泥有限責任公司（「英德龍山」）—於賬目併入本集團報表的8個月內錄得銷量4,200,000公噸。華南地區水泥平均售價高企，加上高效的營運管理為英德龍山帶來理想溢利貢獻。

Upper Value擁有75%權益的遼寧昌慶水泥有限公司（「遼寧昌慶」）位於產品平均售價偏低的地區，然而憑藉其有利的地理位置及相對較低的生產成本，其業務取得小額經營溢利。遼寧昌慶對東北地區市場開發的投入預計將於二零一一年顯現成效。

Upper Value全資擁有的重慶昌興水泥有限公司（「重慶昌興」）剛於二零一零年十一月開始量產，惟其已於營運的兩個月期間錄得經營溢利。該地區擁有來自私營住宅及公營基建發展的龐大需求，該設施正建立銷售平台以開拓這個市場。

Upper Value於廣東省及雲南省的其他三項設施的非控股權益亦於年內為本集團提供可觀業績貢獻。

Management Discussion and Analysis

管理層討論及分析



Yingde

TCC Yingde Cement Company Limited ("TCC Yingde")'s four production lines had been running at over 90 per cent of its rated capacity throughout 2010. Close to optimum utilisation and an improved product ASP had contributed to favourable results for TCC Yingde.

8.3 million metric tons of output from TCC Yingde were sold during the year. Despite the suspension of construction work for three months in Guangzhou during the Asian Game, there was little impact on cement consumption in the Guangdong area. Rapid urbanisation and enormous infrastructure development, in particular in the Pearl River Delta region, continued to drive demand for cement. The significantly higher ASP enabled TCC Yingde to offset the impact of surged production costs and to enjoy a favourable gross profit margin.

英德

台泥(英德)水泥有限公司(「台泥(英德)」)的四條生產線於二零一零年的產能利用率達到90%以上。接近滿負荷生產及產品平均售價改善為台泥(英德)帶來理想的業績。

年內，台泥(英德)售出8,300,000公噸其產出的產品。儘管於亞運會期間，廣州有三個月暫停建築施工，惟對廣東地區水泥消耗量的影響輕微。快速的城市化進程及大規模的基礎建設發展繼續推動市場對水泥的需求，情況尤以珠江三角洲地區最為顯著。平均售價大幅上漲抵銷了生產成本上升的影響，令台泥(英德)錄得可觀毛利率。



Guigang

The Group completed the acquisition of TCC (Guigang) Cement Limited (“TCC (Guigang)”) in the last quarter of 2009. This was the first financial year that TCC (Guigang)’s full year performance was booked to the Group’s accounts.

TCC (Guigang) generated a sales volume of approximately 7.7 million metric tons of cement and clinker during the year. Its utilisation was affected by the low water level, during the first quarter of the year, of Xijiang, which was the plant’s main transportation route to the Guangdong market. TCC (Guigang) resumed its average utilisation when the Xijiang water level returned to its normal level in the second quarter.

Guangxi Autonomous Region was subject to the State’s control of power supply over high energy consumption industries. TCC (Guigang) managed to maintain its operational efficiency through the full application of its residual heat generation units.

Reduced output from the Region enabled TCC (Guigang) to enjoy a higher ASP. This along with enhanced cost-effectiveness, TCC (Guigang) reported a satisfactory profit during the year.

貴港

本集團於二零零九年最後一季完成收購台泥（貴港）水泥有限公司（「台泥（貴港）」）。這是台泥（貴港）的全年業績計入本集團賬目的首個財政年度。

台泥（貴港）於年內錄得水泥及熟料銷量約7,700,000公噸。於年內首季度，因該廠通往廣東市場的主要運輸路線西江水位偏低的原因，使其產能利用率受到影響。隨著西江水位於第二季度回升，台泥（貴港）得以回復正常運作。

廣西壯族自治區受國家對高耗能產業的限電管制。台泥（貴港）透過全面啟用其餘熱發電設備得以維持營運效率。

廣西地區的水泥／熟料產出減少令台泥（貴港）因平均售價上升而受惠，加上成本效益的提升，台泥（貴港）於年內錄得理想的溢利。

Management Discussion and Analysis

管理層討論及分析



Fuzhou

TCC Fuzhou Cement Company Limited (“TCC Fuzhou”)’s grinding plant reported a sales volume of 1.5 million metric tons. Following the completion of its facility overhaul in the first half of the year, TCC Fuzhou enjoyed a significant increase in output and sales volume in the last two quarters of the year. Furthermore, TCC Fuzhou began to consume clinker supplied by the Group’s Jurong plant, during the year, to realise further synergetic effect.

As a result, TCC Fuzhou managed to return to the black in 2010.

Jurong

The second production line of Jurong TCC Cement Company Limited (“Jurong TCC”) commenced operation in the first quarter of 2010. The inauguration of an additional production line had enhanced Jurong TCC’s output, as well as its overall operational efficiency due to economies of scale. In 2010, Jurong TCC’s sales volume increased by over 70 per cent from that of the previous year and amounted to 4.1 million metric tons. A substantially higher sales volume, compounded by inflated ASP in Eastern China, led to Jurong TCC’s resumption to a healthy profit in the year under review.

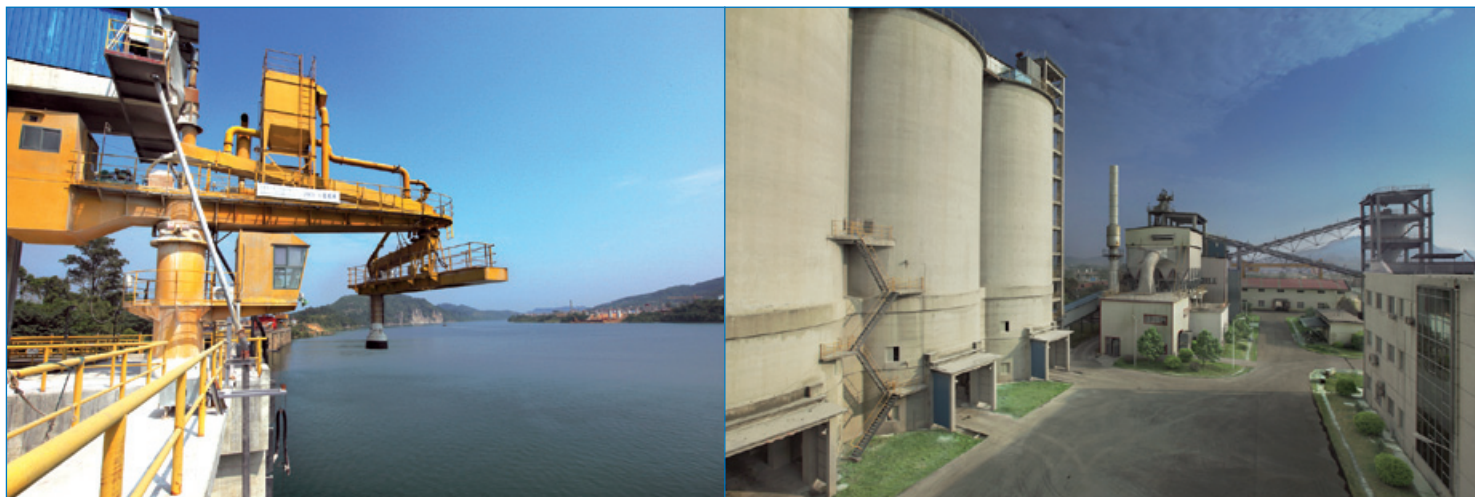
福州

福州台泥水泥有限公司（「福州台泥」）粉磨廠錄得銷量1,500,000公噸。於本年度上半年設備整修完成後，福州台泥於下半年度的產量及銷量均錄得大幅增長。此外，於本年度，福州台泥開始採用本集團句容廠房供應的熟料，以實現進一步協同效應。

基於上述原因，福州台泥於二零一零年得以轉虧為盈。

句容

句容台泥水泥有限公司（「句容台泥」）的第二條生產線已於二零一零年第一季度開始投產。新增生產線投產令句容台泥的產量提升，並讓其體現規模經濟效益，改善整體營運效率。句容台泥二零一零年的銷量較上年度增加逾70%，達到4,100,000公噸。於回顧年度，由於其銷量顯著增加，加上華東地區的平均售價上漲致令句容台泥恢復穩健溢利。



Liuzhou

TCC Liuzhou Construction Materials Company Limited (“TCC Liuzhou”), the Group’s 60 per cent owned joint venture in Guangxi, sold a total of 1.0 million metric tons of slag powder. Strong demand for and higher ASP of cement in Southern China led to a surge in slag powder prices and significantly improved earnings of TCC Liuzhou.

Hong Kong

The Hong Kong operations’ profitability had been strengthened by promising local market condition. The Group’s trading operations in Hong Kong reported a sales volume of 410,000 metric tons of cement during the year. The booming property market and implementation of various infrastructure projects had elevated the demand for, as well as prices of cement and concrete in Hong Kong.

OTHER SIGNIFICANT INVESTMENTS HELD

A net increase in fair value of HK\$59.2 million was recognized for held-for-trading investments upon stating them at market prices as at 31 December 2010 (31 December 2009: HK\$17.5 million).

柳州

本集團於廣西擁有60%權益的合營企業—柳州台泥新型建材有限公司（「柳州台泥」）—合共售出1,000,000公噸礦渣粉。華南地區對水泥的強勁需求及較高平均售價導致礦渣粉價格上升，因而令柳州台泥盈利大幅提高。

香港

香港業務的盈利能力因當地市況向好而提升。於回顧年度，本集團於香港的貿易業務共售出410,000公噸水泥。日益興旺的房地產市場及多項基礎建設項目的啟動，促使香港對水泥與混凝土的需求及價格上揚。

其他所持重大投資

按於二零一零年十二月三十一日的市場價格呈列後，已確認持作交易用途投資之公平值淨增加59,200,000港元（二零零九年十二月三十一日：17,500,000港元）。

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES, CAPITAL STRUCTURE AND GEARING RATIO

The Group adopts prudent treasury policies in managing cash resources and bank borrowings.

The current ratio of the Group as at 31 December 2010 and 2009 as follows:

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元 (Restated) (經重列)
Current assets	流動資產	7,263,395	3,017,279
Current liabilities	流動負債	6,325,390	6,804,239
Current ratio	流動比率	1.15	0.44

The Group's current ratio as at 31 December 2010 was 1.15 (31 December 2009: 0.44). The significant improvement of current ratio in 2010 and the strong liquidity position was attributable to the effective financial management of the Group.

流動資金、財務資源、資本架構及資產負債比率

本集團採用審慎之庫務政策以管理現金資源及銀行借貸。

於二零一零年及二零零九年十二月三十一日，本集團之流動比率如下：

於二零一零年十二月三十一日，本集團之流動比率為1.15（二零零九年十二月三十一日：0.44）。於二零一零年之流動比率顯著改善及穩固之流動資金狀況乃由於本集團之有效財務管理所致。

Management Discussion and Analysis

管理層討論及分析

Total cash and bank balances of the Group as at 31 December 2010 amounted to HK\$3,377.3 million (31 December 2009: HK\$1,090.7 million), of which HK\$29.5 million (31 December 2009: HK\$36.9 million) was pledged for general banking facilities or as performance guarantee in relation to certain sales contracts. Highly liquid short term investments, classified as held-for-trading investments, with a market value of HK\$327.1 million (31 December 2009: HK\$267.9 million) as at 31 December 2010, were also held by the Group.

The maturity profile of the Group's bank borrowings as at 31 December 2010 and 2009 as follows:

於二零一零年十二月三十一日，本集團之現金及銀行結餘總額為3,377,300,000港元（二零零九年十二月三十一日：1,090,700,000港元），其中29,500,000港元（二零零九年十二月三十一日：36,900,000港元）已為一般銀行融資作抵押或作為就若干銷售合約之履約保證。於二零一零年十二月三十一日，本集團亦持有市值為327,100,000港元（二零零九年十二月三十一日：267,900,000港元）之分類為持作交易用途投資之高流動性短期投資。

於二零一零年及二零零九年十二月三十一日，本集團銀行借貸之到期詳情如下：

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元 (Restated) (經重列)
Amount repayable:	須於以下期間償還之金額：		
Within one year	一年內	3,529,456	1,409,925
More than one year but not exceeding two years	超過一年但不超過兩年	4,293,609	1,118,434
More than two years but not exceeding five years	超過兩年但不超過五年	3,427,959	441,247
Over five years	五年以上	768,000	1,186
Carrying amount of bank loans that are repayable on demand due to breach of loan covenants (shown under current liabilities)	因違反貸款契約而須按要求償還之銀行貸款賬面值（列於流動負債項下）	-	3,742,655
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)	毋須自報告期結束時起一年內償還但載有按要求償還條文之銀行貸款賬面值（列於流動負債項下）	-	96,500
Total bank loans	銀行貸款總計	12,019,024	6,809,947

Management Discussion and Analysis

管理層討論及分析

There was no material effect of seasonality on the Group's borrowing requirement. As at 31 December 2010, HK\$3,822.2 million of the bank loans was denominated in HK\$, HK\$3,440.1 million in US\$ and HK\$4,756.7 million in RMB. All of the bank loans are of floating rate structures.

The gearing ratio of the Group as at 31 December 2010 and 2009 are as follows:

本集團之借貸需要並未受到重大季節性影響。於二零一零年十二月三十一日，銀行貸款中3,822,200,000港元以港元為貨幣單位、3,440,100,000港元以美元為貨幣單位及4,756,700,000港元以人民幣為貨幣單位。所有銀行貸款均為浮動利率模式。

於二零一零年及二零零九年十二月三十一日，本集團之資產負債比率如下：

		31.12.2010	31.12.2009
		二零一零年	二零零九年
		十二月三十一日	十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
			(Restated)
			(經重列)
Total bank loans	銀行貸款總額	12,019,024	6,809,947
Senior notes	優先票據	139,396	-
Amount due to immediate holding company	應付直屬控股公司款項	932,400	405,500
Total borrowings	借貸總額	13,090,820	7,215,447
Total assets	資產總值	27,029,512	15,079,932
Gearing ratio	資產負債比率	48.4%	47.8%

As at 31 December 2010, the Group's gearing ratio, expressed as the ratio of total borrowings (including total bank loans, senior notes and amount due to immediate holding company) divided by total assets, was 48.4% (31 December 2009: 47.8%). The slight increase in the Group's gearing ratio was mainly due to the new bank loans raised by the Group for the capital expenditure during the year. Although the gearing ratio increased, it is still maintained at a healthy level.

於二零一零年十二月三十一日，本集團之資產負債比率（以借貸總額（包括銀行貸款總額、優先票據及應付直屬控股公司款項）除以資產總值表示）為48.4%（二零零九年十二月三十一日：47.8%）。於年內，本集團之資產負債比率之輕微上升乃主要由於本集團就資本支出而籌集之新銀行貸款所致。儘管資產負債比率上升，其仍維持在穩健水平。

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS OR DISPOSALS

During the year, the Group acquired property, plant and equipment of approximately HK\$4,093.9 million, of which HK\$2,269.2 million was arising from the acquisition of Upper Value.

On 18 December 2009, the Company announced that on 11 December 2009 the Company had entered into a conditional acquisition agreement (the “Acquisition Agreement”) with Pro-Rise Business Limited, an independent third party to the Group, for the acquisition of the entire interest of Upper Value from the vendor and the assignment of certain shareholder loan as at 30 September 2009 to the Company (the “Acquisition”). Upper Value and its subsidiaries principally engaged in the business of manufacture and sale of clinker and cement in Mainland China. The acquisition price was HK\$3,800 million, which shall be satisfied by cash in accordance with the Acquisition Agreement. The Acquisition has completed on 30 April 2010.

Save for aforesaid, the Group had no significant investment, material acquisitions or disposals.

FUND RAISING ACTIVITIES

On 14 January 2010, the controlling shareholder of the Company entered into a placing agreement with a placing agent and the Company entered into a subscription agreement with its controlling shareholder in relation to a top-up placing, on a best effort basis, of 256,568,000 ordinary shares of the Company with independent investors at the placing price of HK\$3.30 per share (the “Top-up Placing”). The Top-up Placing was completed on 22 January 2010 and the total net proceeds raised from the Top-up Placing of approximately HK\$825.4 million, were applied towards funding the Acquisition of Upper Value, which was in accordance with the proposed application as stated in the announcement.

重大投資、重大收購或出售事項

年內，本集團收購物業、廠房及設備約4,093,900,000港元，其中2,269,200,000港元產生自收購Upper Value。

本公司於二零零九年十二月十八日宣佈，於二零零九年十二月十一日，本公司與本集團之獨立第三方Pro-Rise Business Limited訂立有條件收購協議（「收購協議」），以向賣方收購Upper Value之全部權益，及向本公司轉讓於二零零九年九月三十日之若干股東貸款（「收購事項」）。Upper Value及其附屬公司主要於中國大陸從事生產及銷售熟料及水泥業務。收購價為3,800,000,000港元，將根據收購協議以現金方式支付。收購事項已於二零一零年四月三十日完成。

除上文所述者外，本集團概無其他重大投資、重大收購或出售事項。

集資活動

於二零一零年一月十四日，本公司控股股東與配售代理訂立配售協議，而本公司與其控股股東訂立認購協議，內容有關按盡力基準以配售價每股3.30港元先舊後新方式配售本公司之256,568,000股普通股予獨立投資者（「先舊後新配售事項」）。先舊後新配售事項已於二零一零年一月二十二日完成，而自先舊後新配售事項集資所得款項淨額合共約為825,400,000港元，該款項乃根據公佈所述之建議用途而用作為收購Upper Value提供資金。

Management Discussion and Analysis

管理層討論及分析

On 17 May 2010, the Company announced a fully underwritten one-for-two rights issue of 1,098,544,023 ordinary shares at the issue price of HK\$2.10 per share. The rights issue became unconditional on 23 June 2010 and net proceeds of approximately HK\$2,286.0 million were raised by the Company, were applied towards repayment of the debt financing incurred by the Group to fund the Acquisition of Upper Value, which was in accordance with the proposed application as stated in the announcement.

CHARGE ON ASSETS

As at 31 December 2010, bank deposits amounting to HK\$29.5 million have been pledged by the Group as security for the letters of credit and similar obligations provided by banks in regard to the Group's purchase of plant equipments or as performance guarantee in relation to certain sales contracts.

As at 31 December 2010, certain property, plant and equipment and prepaid lease payments have been pledged to secure bank borrowings of the Group with the carrying amount of HK\$3,754.0 million and HK\$1,001.3 million respectively.

FOREIGN CURRENCY EXPOSURES

The Group utilized various methods to mitigate foreign currency exposures arising from the currency mismatch of construction material purchases and sales. To protect the benefits of shareholders, cost-efficient hedging methods will be considered in future foreign currency transactions.

No foreign exchange contracts were outstanding as at 31 December 2010.

於二零一零年五月十七日，本公司宣佈，以悉數包銷基準按發行價每股2.10港元，並按每持有兩股股份獲發一股供股股份進行供股而發行1,098,544,023股普通股。供股已於二零一零年六月二十三日成為無條件，而本公司集資所得款項淨額約為2,286,000,000港元，該款項已根據公佈所述之建議用途而用作償還本集團為收購Upper Value提供資金而產生之債務融資。

質押資產

於二零一零年十二月三十一日，29,500,000港元之銀行存款已由本集團抵押作為就購置廠房設備之信用證及銀行提供類似責任之抵押或作為就若干銷售合約之履約保證。

於二零一零年十二月三十一日，用作本集團銀行借款抵押品之若干物業、廠房及設備以及預付租賃款項賬面值分別為3,754,000,000港元及1,001,300,000港元。

外幣風險

本集團運用不同方法以減低因買賣建材之貨幣錯配所產生之外幣風險。為保障股東利益，於日後進行外幣交易時將考慮具有成本效益之對沖方法。

於二零一零年十二月三十一日，並無任何未完成之外匯兌換合約。

MAJOR CAPITAL COMMITMENTS

As at 31 December 2010, the Group's capital expenditure in respect to the acquisition of property, plant and equipment contracted but not provided for in the financial statements amounted to approximately HK\$1,903.0 million. The Group anticipates funding those commitments from its internal resources and bank borrowings.

EMPLOYEES

As at 31 December 2010, the Group had 4,778 full-time employees. Total expenses in wages and salaries of the Group for the year ended 31 December 2010 amounted to HK\$232.8 million. Discretionary bonuses, recommended by management and reviewed by the remuneration committee, are payable to employees in Hong Kong and senior management of overseas subsidiaries based on performance. In addition, the Directors may invite employees, including executive Directors (in which case approval of independent non-executive Directors is required), of the Company or any of its subsidiaries and associates to take up options to subscribe for shares of the Company. During the year, no share options were granted to Directors or employees.

主要資本承擔

於二零一零年十二月三十一日，本集團之已訂約但未於財務報表撥備之購置物業、廠房及設備之資本支出約為1,903,000,000港元。本集團預期以其內部資源及銀行借貸為該等承擔提供資金。

僱員

於二零一零年十二月三十一日，本集團共有4,778名全職僱員。本集團於截至二零一零年十二月三十一日止年度之工資及薪金總額達232,800,000港元。管理層可按香港僱員及海外附屬公司之高級管理層之表現建議向彼等發放酌情花紅，並由薪酬委員會審閱。此外，董事可邀請本公司或其任何附屬公司及聯營公司之僱員，包括執行董事（在此情況下須由獨立非執行董事批准），收取可認購本公司股份之購股權。年內，概無向董事或僱員授予任何購股權。



Prospects and Future Plans

展望及未來計劃

In Mainland China, consolidation of the cement industry steered by the State government is expected to drive the domestic cement industry towards a market equilibrium. The State's stringent control on the development of new production facility and the enforced elimination of obsolete capacity, which will amount to 300 million metric tons during the 12th five-year plan, will be able to effectively reduce excessive supply.

On the other hand, cement consumption is projected to rise on accelerated urbanisation, rural development and social welfare housing construction. In addition, the State's aggressive extension of its high-speed railway network and intensified infrastructure investment, including massive hydraulic engineering works, will widen cement demand from the public sector.

The cement industry's consolidation has given rise to opportunities for large scale cement manufacturers to broaden their operation scale and market share through taking over of smaller players, which are quickly losing their edges in the market.

The Group will continue its strategy of expansion through merger and acquisition, to maintain, as well as to uplift its nationwide market position. The Group is seeking to consolidate or strengthen its market influence through further acquisition in areas where it has already had a presence.

Organically, the Group's continued expansion of its existing facilities will provide further capacity to support its intensified market penetration. In 2011, the Group will add 8 million metric tons of cement and clinker capacity with the completion of four new production lines in Chongqing, Sichuan and Guizhou. To enhance logistic support to the Group's sales to the Pearl River Delta market, the first phase of a distribution centre is being planned in Dongguan. The facility is expected to be completed by the first half of 2012, and will enable the Group to react more flexibly to market demand in the affluent districts of the Guangdong Province.

在中國大陸，政府主導的水泥行業整合預期將促使國內水泥行業趨向市場供需平衡。國家嚴格限制新生產設施的建設及強制性淘汰落後產能（於第十二個五年計劃期間擬淘汰300,000,000公噸產能），將能有效銷減過剩供應。

另一方面，預期水泥銷售將隨著城市化步伐加快、農村發展及保障性住房建設而增加。此外，國家積極擴展高鐵網絡及增加包括大型水利工程項目等基礎建設投資，將擴大公營部門的水泥需求。

水泥行業的整合為大型水泥生產商創造機遇，讓他們可透過併購正迅速失去市場優勢的小型生產商而擴大其經營規模及市場份額。

本集團將繼續透過併購進行擴展的策略，以維持並提升其於全國市場的地位。本集團將於其已建立根據點的地區，尋求透過進一步收購，以鞏固或強化其市場影響力。

在自身產能擴張方面，本集團將繼續擴充其現有設施，進一步提升產能以配合其深化市場滲透。於二零一一年，本集團於重慶、四川及貴州共有四條新生產線竣工，將提供8,000,000公噸水泥及熟料的新增產能。為改善對珠江三角洲市場銷售的物流配送支援，本集團正就於東莞建設分銷中心首期工程進行規劃，該項目預期於二零一二年上半年竣工時，將讓本集團可更靈活應對廣東省富庶地區的市場需求。

Prospects and Future Plans

展望及未來計劃

With facilities in Guangdong Province, Guangxi Autonomous Region, Fujian Province, Jiangsu Province, Yunnan Province, Sichuan Province, Liaoning Province, Guizhou Province, Anhui Province and Chongqing municipality, the Group's operations span over 10 provinces in Mainland China.

Given a significantly enlarged operating platform, the Group is expected to benefit further from economies of scale in the current year. The completion of residual heat generation units in Chongqing and Liaoning facilities will contribute to better operational efficiency due to energy cost saving. In addition, the Jurong plant's residual heat generation unit will be in full operation in 2011.

The Mainland China's cement industry is undergoing a dramatic transition. The State government is determined to elevate the industry's efficiency by limiting excessive capacity and enforcing the application of advanced technology. By the year 2012, it is estimated that 84 per cent of Mainland China's cement capacity will be made up by modern dry process facilities. It is also expected that the total number of cement manufacturers will be significantly reduced, facilitating a more regulated competition.

Under such a backdrop, the Group is committed to maintain its growth momentum through both external merger and acquisition and organic expansion. The Group will further entrench its regional leading market position, while continuing its extension of geographical coverage. The Group aims to achieve a total attributable capacity of over 50 million metric tons by the end of 2011. It is the Group's belief that only with a formidable size of operation and a wide-spanned market reach will it be able to stay in the forefront of the market and survive the industry's consolidation.

本集團的設施分佈於廣東省、廣西自治區、福建省、江蘇省、雲南省、四川省、遼寧省、貴州省、安徽省及重慶直轄市，現有業務覆蓋中國大陸十個省份。

本集團經營平台的大幅擴闊，預期於本年度將進一步因規模經濟效益而受惠。位於重慶及遼寧設施的餘熱發電設備竣工後，將因能源成本節約，提高經營效益。此外，句容廠的餘熱發電設備亦將於二零一一年全面投入運作。

中國大陸的水泥行業正經歷重大轉型過程。中央政府決心透過限制過剩產能及廣泛應用先進技術以提升行業效益。到二零一二年，估計中國大陸的水泥產能中有84%為新型乾法水泥生產設施。此外，水泥生產商的總數目預期將會大幅減少，使競爭趨於有序。

本集團面對上述形勢，會致力透過對外併購及內部擴充以維持其增長動力。本集團將進一步鞏固其於區域內的市場主導地位，同時繼續將業務向其他地域伸延。本集團的目標是於二零一一年年底前實現應佔總產能突破50,000,000公噸。本集團相信，憑藉強大的營運規模及廣闊的市場覆蓋優勢，可穩佔中國大陸水泥市場領先地位，並可在行業整合的過程中穎脫而出。

Biographical Details of Directors and Senior Management

董事及高級管理層簡歷

DIRECTORS

Executive Directors

Mr. Koo, Cheng-Yun, Leslie

Mr. Koo, aged 56, is the Chairman and an executive Director of the Company. Mr. Koo is responsible for the overall policy and direction of the Group. He became a Director of Hong Kong Cement Manufacturing Company Limited (which carried on the Group's cement business in Hong Kong prior to the Group's re-organisation in September 1997) in July 1991. He is also the vice-chairman of Quon Hing Concrete Company Limited ("Quon Hing") and Director of Hong Kong Concrete Company Limited ("Hong Kong Concrete"), both being associated companies of the Group. He holds a Bachelor Degree in Accounting from the University of Washington and a Master Degree in Business Administration from the Wharton School of the University of Pennsylvania, USA. He is currently the Chairman and president of Taiwan Cement Corporation ("T'Cement"), the ultimate holding company of the Company. Mr. Koo also serves as the Chairman of China Synthetic Rubber Corporation, Chairman of Taiwan Prosperity Chemical Corporation, a Director of China Steel Chemical Co., Ltd., a Director of CTCL Corporation, the Chairman of Synpac (N.C.) Limited, USA and the Chairman of Continental Carbon Company, USA. T'Cement, China Synthetic Rubber Corporation, Taiwan Prosperity Chemical Corporation, CTCL Corporation and China Steel Chemical Co., Ltd. are companies listed on the Taiwan Stock Exchange.

Mr. Wu Yih Chin

Mr. Wu, aged 56, is the Managing Director and executive Director of the Company, the deputy managing Director of Hong Kong Concrete and a Director of Quon Hing and Yargoan Company Limited. He joined the Group in November 1993. Mr. Wu is responsible for the overall management, strategic planning and business development for the Group. He holds a Bachelor Degree in Business Administration from National Cheng Chi University, Taiwan and a Master Degree in Business Administration from the Wharton School of the University of Pennsylvania, USA. He has more than 30 years of experience in cement-related businesses.

董事

執行董事

辜成允先生

辜先生現年56歲，為本公司主席兼執行董事。辜先生負責制訂本集團之整體策略與方向。彼於一九九一年七月成為香港水泥有限公司董事，該公司為本集團於一九九七年九月重組前經營本集團之香港水泥業務。辜先生亦為港興混凝土有限公司（「港興」）之副主席及港九混凝土有限公司（「港九混凝土」）之董事，該兩間公司均為本集團之聯營公司。彼持有美國華盛頓大學之會計學學士學位與賓夕凡尼亞大學華頓學院之工商管理碩士學位。彼現任本公司之最終控股公司台灣水泥股份有限公司（「T'Cement」）董事長兼總經理。辜先生亦為中國合成橡膠股份有限公司董事長、信昌化學工業股份有限公司董事長、中鋼碳素化學股份有限公司董事、中鼎工程股份有限公司董事、美國Synpac (N.C.) Limited主席及美國大陸碳煙股份有限公司主席。T'Cement、中國合成橡膠股份有限公司、信昌化學工業股份有限公司、中鼎工程股份有限公司及中鋼碳素化學股份有限公司均為於台灣證券交易所上市之股份有限公司。

吳義欽先生

吳先生現年56歲，為本公司董事總經理兼執行董事、港九混凝土副董事總經理及港興與翼冠有限公司董事。彼於一九九三年十一月加入本集團，負責本集團之整體管理、策略規劃及業務發展。彼持有台灣國立政治大學之企業管理學士學位與美國賓夕凡尼亞大學華頓學院之工商管理碩士學位。吳先生在水泥相關業務擁有逾三十年經驗。

Biographical Details of Directors and Senior Management 董事及高級管理層簡歷

Non-executive Directors

Dr. Shan Weijian

Dr. Shan, aged 57, chairman and chief executive officer of PAG, an investment firm. He is also a director of a number of companies including T'Cement, Bank of China (Hong Kong) Limited, BOC Hong Kong (Holdings) Limited, Changhwa Commercial Bank, Ltd and Taishin Financial Holdings Co., Ltd. He was a senior partner of TPG, co-managing partner of Newbridge Capital, managing director of J.P. Morgan, an assistant professor at the Wharton School of the University of Pennsylvania and an investment officer at the World Bank in Washington DC. Dr. Shan graduated from the Beijing Institute of Foreign Trade with a major in English in 1979. He obtained a Master Degree in Business Administration from the University of San Francisco in 1981, and received a Masters of Arts in Economics and a PhD Degree in Business Administration from the University of California at Berkeley in 1984 and 1987 respectively.

Mr. Chang, An-Ping, Nelson

Mr. Chang, aged 58, is the brother-in-law of Mr. Koo, Cheng-Yun, Leslie who is the Chairman and an executive Director of the Company. Mr. Nelson Chang is also the uncle of two non-executive Directors of the Company, Mr. Chang, Kang-Lung, Jason and Ms. Wang, Lishin, Elizabeth. Mr. Nelson Chang graduated from New York University with a Master Degree in Business Administration. Mr. Nelson Chang is Directors of T'Cement and Chia Hsin Cement Corporation ("Chia Hsin Cement"), the parent company of a substantial shareholder of the Company named Chia Hsin Pacific Limited ("CHPL"). Mr. Nelson Chang is also a Director of CHPL. In addition, Mr. Nelson Chang is Directors of China Synthetic Rubber Corporation and Taiwan Prosperity Chemical Corporation. T'Cement, Chia Hsin Cement, China Synthetic Rubber Corporation and Taiwan Prosperity Chemical Corporation are companies listed on the Taiwan Stock Exchange.

非執行董事

單偉建博士

單博士現年57歲，現任太盟投資集團之主席兼首席執行官，且為多家公司包括T'Cement、中國銀行（香港）有限公司、中銀香港（控股）有限公司、彰化商業銀行股份有限公司及台新金融控股股份有限公司之董事。彼曾為TPG資深合夥人、美國新橋投資公司聯席執行合夥人、J.P. Morgan之董事總經理、美國賓夕凡尼亞大學華頓學院助理教授及於華盛頓之世界銀行之投資管理人員。單博士於一九七九年畢業於北京對外貿易學院，主修英語。彼於一九八一年取得三藩市大學工商管理碩士學位，並分別於一九八四年及一九八七年取得美國加州大學（柏克萊）經濟學文學碩士學位及工商管理博士學位。

張安平先生

張先生現年58歲，為本公司主席兼執行董事辜成允先生之妹夫，亦為本公司兩名非執行董事張剛綸先生之叔父及王立心女士之舅父。張安平先生畢業於紐約大學，持有工商管理碩士學位。張安平先生現時為T'Cement及嘉新水泥股份有限公司（「嘉新水泥」）（本公司主要股東—Chia Hsin Pacific Limited（「CHPL」）之母公司）之董事。張安平先生亦為CHPL之董事。此外，張安平先生為中國合成橡膠股份有限公司及信昌化學工業股份有限公司之董事。T'Cement、嘉新水泥、中國合成橡膠股份有限公司及信昌化學工業股份有限公司均為於台灣證券交易所上市之股份有限公司。

Biographical Details of Directors and Senior Management

董事及高級管理層簡歷

Mr. Chang, Kang-Lung, Jason

Mr. Chang, aged 39, is the nephew of Mr. Chang, An-Ping, Nelson, a non-executive Director of the Company and the cousin of Ms. Wang, Lishin, Elizabeth, also a non-executive Director of the Company. Mr. Jason Chang graduated from the Massachusetts Institute of Technology, Boston, U.S.A. with a Master Degree in Management of Technology. He also holds a Bachelor Degree of Arts from Carroll College, Helena, U.S.A. Mr. Jason Chang is a Director of Chia Hsin Cement, a company listed on the Taiwan Stock Exchange.

Ms. Wang, Lishin, Elizabeth

Ms. Wang, aged 37, is the niece of Mr. Chang, An-Ping, Nelson, a non-executive Director of the Company and the cousin of Mr. Chang, Kang-Lung, Jason, also a non-executive Director of the Company. Ms. Wang graduated from the Waseda University, Tokyo, Japan with a Master Degree in Organization Restructuring. She also holds a Bachelor Degree of Science in Finance from Boston College, Boston, U.S.A. Ms. Wang is a Director of Chia Hsin Cement, a company listed on the Taiwan Stock Exchange.

Independent non-executive Directors

Mr. Liao Poon Huai, Donald C.B.E., J.P.

Mr. Liao, aged 81, has been an independent non-executive Director of the Company since August 1997. He was educated at The University of Hong Kong and the University of Durham, the United Kingdom. He is a senior advisor to Mitsui & Co (HK) Limited. He retired from the Hong Kong civil service in 1989 and was the former Secretary for District Administration and the Secretary for Home Affairs. He served as a non-executive Director for The Hong Kong and Shanghai Banking Corporation Limited and The HSBC China Fund Limited. He has served on the Council of the Stock Exchange between 1991 and 1995. Mr. Liao was also appointed as an Official Member of the Hong Kong Legislative Council in 1980 and of the Hong Kong Executive Council in 1985.

張剛綸先生

張先生現年39歲，為本公司之非執行董事張安平先生之侄兒及亦為本公司非執行董事王立心女士之表哥。張剛綸先生畢業於美國波士頓麻省理工學院，持有技術管理碩士學位。彼亦持有美國海倫娜市卡洛學院之文學學士學位。張剛綸先生為於台灣證券交易所上市之股份有限公司嘉新水泥之董事。

王立心女士

王女士現年37歲，為本公司非執行董事張安平先生之外甥女及本公司非執行董事張剛綸先生之表妹。王女士畢業於日本東京早稻田大學，持有組織架構重組工商管理碩士學位。彼亦持有美國波士頓波士頓學院金融理學學士學位。王女士為於台灣證券交易所上市之股份有限公司嘉新水泥之董事。

獨立非執行董事

廖本懷先生 C.B.E., J.P.

廖先生現年81歲，自一九九七年八月起為本公司之獨立非執行董事，肄業於香港大學及英國達勒姆大學。廖先生現任Mitsui & Co (HK) Limited之高級顧問。彼於一九八九年退任香港公務員官職，並為前政務司及民政事務司。彼曾出任香港上海滙豐銀行有限公司及滙豐中國基金有限公司之非執行董事。彼亦於一九九一年至一九九五年間服務於聯交所理事會。廖先生於一九八零年獲委任為香港立法局之官守議員及於一九八五年獲委任為香港行政局官守議員。

Biographical Details of Directors and Senior Management

董事及高級管理層簡歷

Dr. Chih Ching Kang, Kenneth

Dr. Chih, aged 56, has been a Chief Architect Global Purchasing and Supply Chain of General Motors Corporation (“GM”) in Detroit US from 2007 to 2009. Before joining GM in 2007, Dr. Chih was the Director and Chief Information Officer of Orient Overseas Container Line Ltd., a subsidiary of Orient Overseas (International) Limited (“OOCL”) which is a company listed on the Main Board of the Stock Exchange. He also served as executive committee member of the Board of OOCL and was globally responsible for IT strategy, information systems development, information technology infrastructure, business process and ISO9000 facilitation. Dr. Chih also served as Directors of several OOCL subsidiary companies such as Cargo Smart Limited and IRIS Systems Limited. Before joining OOCL in 1993, Dr. Chih was the Senior Principal at American Airlines Decision Technologies. Dr. Chih also had extensive consulting experience in the US railroad transportation industry. Dr. Chih received an M.A. and a Ph.D. from Princeton University, an M.S. from the University of Texas at Austin and a B.S. from National Taiwan University.

Mr. Shieh, Jen-Chung, Roger

Mr. Shieh, aged 53, started his career with Ogilvy & Mather Advertising Taiwan since 1982. In 1999, he became managing Director of Enterprise IG, a consultancy company and a subsidiary of one of the world’s largest communications groups, WPP Group plc. In 2001, Mr. Shieh was relocated to Shanghai to set up Enterprise IG China and further develop its business and operations in the Greater China Region. He retired from WPP Group plc in 2005. Mr. Shieh has over 20 years of experience in advertising, public relations, corporate image and identity management.

池慶康博士

池博士現年56歲，於二零零七年至二零零九年間曾任職於美國底特律之通用汽車公司（「通用汽車」）之全球採購以及供應鏈管理之總建築師。池博士於二零零七年加盟通用汽車之前，曾為東方海外貨櫃航運有限公司董事兼資訊總裁，該公司為聯交所主板上市公司之東方海外（國際）有限公司（「東方海外」）之附屬公司。彼亦曾擔任東方海外董事會執行委員會成員，並整體負責資訊科技策略、資訊系統發展、資訊科技基礎建設、業務流程及促成獲取ISO9000認證。池博士亦曾擔任東方海外多間附屬公司之董事，包括貨訊通有限公司及IRIS Systems Limited。池博士於一九九三年加盟東方海外之前，曾為American Airlines Decision Technologies之高級主管。池博士亦於美國鐵路運輸業擁有豐富諮詢經驗。池博士持有普林斯頓大學碩士及博士學位、奧斯汀德州大學理科學士學位及國立台灣大學理科學士學位。

謝禎忠先生

謝先生現年53歲，於一九八二年加入台灣奧美廣告公司，並於一九九九年出任全球最大行銷傳播集團WPP Group plc旗下顧問附屬公司Enterprise IG之董事總經理。謝先生於二零零一年調任往上海成立Enterprise IG China，以進一步發展該公司在大中華地區之業務及營運。彼於二零零五年自WPP Group plc退任。謝先生於廣告、公共關係、企業形象及身份識別管理方面擁有逾二十年經驗。

Biographical Details of Directors and Senior Management

董事及高級管理層簡歷

SENIOR MANAGEMENT

Mr. Lu, Ker-Fu

President of TCC Yingde Cement Co., Limited

Mr. Lu, aged 57, holds a Bachelor Degree in Mechanical Engineering from Tamkang University, Taiwan and joined T'Cement in 1977. He has more than 30 years of experience in cement and engineering businesses, and had worked in head office and cement plants of T'Cement before joining the Group in April 2007.

Mr. Wang, Chien-Chuan

President of TCC (Guigang) Cement Limited

Mr. Wang, aged 50, holds a Bachelor Degree in Mechanical Engineering from Feng Chia University in Taiwan, and joined T'Cement in 1985. He has over 25 years of experience in cement and engineering businesses. Between 2003 and January 2008, he joined the Group as Chief Engineer in TCC Yingde Cement Co., Limited and was responsible for the construction planning and initial operation management of that plant. Mr. Wang joined TCC (Guigang) Cement Limited in April 2009.

Mr. Chen, Chi-Ching

President of TCC Fuzhou Cement Company Limited

Mr. Chen, aged 40, holds a Master Degree in the Department of Chemistry from National Taiwan University, and joined T'Cement in 1998. He has more than 10 years of relevant experience in cement manufacturing. He joined the Group in April 2007.

Mr. Chen, Chen-Yuan

President of Jurong TCC Cement Co., Limited

Mr. Chen, aged 47, holds a Bachelor Degree in the Department of Engineering from Feng Chia University in Taiwan, and joined T'Cement in 1992. He has more than 20 years of experience in cement-related engineering. He joined the Group in April 2007.

高級管理層

呂克甫先生

台泥(英德)水泥有限公司總經理

呂先生現年57歲，持有台灣淡江大學機械工程學士學位，並於一九七七年加入T'Cement，在水泥及工程業務方面擁有逾三十年經驗，及於二零零七年四月加入本集團前曾於T'Cement總部及水泥廠工作。

王建全先生

台泥(貴港)水泥有限公司總經理

王先生現年50歲，持有台灣逢甲大學機械工程學士學位。彼於一九八五年加入T'Cement，在水泥及工程業務方面擁有逾二十五年經驗，及於二零零三年至二零零八年一月加入本集團擔任台泥(英德)水泥有限公司之總工程師，負責該廠籌建及初期營運管理工作。彼於二零零九年四月加入台泥(貴港)水泥有限公司。

陳技璋先生

福州台泥水泥有限公司總經理

陳先生現年40歲，持有國立台灣大學化學碩士學位。彼於一九九八年加入T'Cement，擁有逾十年水泥製造相關經驗。彼於二零零七年四月加入本集團。

陳振源先生

句容台泥水泥有限公司總經理

陳先生現年47歲，持有台灣逢甲大學工學學士學位。彼於一九九二年加入T'Cement，擁有逾二十年水泥相關工程經驗。彼於二零零七年四月加入本集團。

Biographical Details of Directors and Senior Management

董事及高級管理層簡歷

Mr. Lin, Chun-Ting

President of Anhui King Bridge Cement Company Limited

Mr. Lin, aged 48, holds a Bachelor Degree in Chemical Engineering from Feng Chia University in Taiwan, and joined T'Cement in 1990. He has more than 20 years of experience in cement manufacturing and production management. He joined the Group in June 2010.

Mr. Wu, Chih-Feng

President of TCC Liuzhou Construction Materials Company Limited

Mr. Wu, aged 52, graduated in Marine Engineering from National Taiwan Ocean University. Mr. Wu has joined T'Cement since 1988. He has acquired practical experience through holding various posts responsible for plant construction planning, product dispatching management, storage and transportation management, standardized plant operation and advanced plant management. He joined the Group in October 2007.

Mr. Wu Jianping

President of Yingde Dragon Mountain Cement Co., Ltd

Mr. Wu, aged 45, graduated from Shanghai Tongji University and joined a large-scale cement group since 1988. He is now the chairman and president of several cement companies in the PRC. Mr. Wu has more than 20 years of experience in the production, operation and management of the cement industry. He joined the Group in April 2010.

Mr. Wu Likang

President of Prosperity Minerals (China) Limited Hangzhou Representative Office

Mr. Wu, aged 44, graduated in Silicate from Wuhan Industrial University. Mr. Wu is a senior cement expert of China's cement industry. He has held senior management positions in a large-scale cement group in the PRC. He has more than 20 years of experience in corporate strategic planning, plant design and planning, engineering construction, cement manufacturing and operational management. He joined the Group in April 2010.

林純廷先生

安徽朱家橋水泥有限公司總經理

林先生現年48歲，持有台灣逢甲大學化學工程學士學位。彼於一九九零年加入T'Cement，在水泥製造及生產管理方面擁有逾二十年經驗。彼於二零一零年六月加入本集團。

吳志峰先生

柳州台泥新型建材有限公司總經理

吳先生現年52歲，畢業於國立台灣海洋大學輪機工程學系專業。吳先生自一九八八年起加入T'Cement。彼通過擔任多項職務（負責工廠建設規劃、發貨管理、儲運管理、標準化工廠運作及先進工廠管理等工作）而獲得實際工作經驗。彼於二零零七年十月加入本集團。

吳建平先生

英德龍山水泥有限責任公司總經理

吳先生現年45歲，畢業於上海同濟大學，自一九八八年起加入一間大型水泥集團工作，現為多家中國水泥公司的董事長兼總經理。吳先生在水泥行業的生產、經營及管理方面擁有逾二十年的經驗。彼於二零一零年四月加入本集團。

吳黎康先生

昌興礦業(中國)有限公司杭州代表處總經理

吳先生現年44歲，畢業於武漢工業大學矽酸鹽專業。吳先生是中國水泥行業資深水泥專家，曾在國內大型水泥集團擔任高級管理職務，在企業戰略規劃、工廠設計規劃、工程建設、水泥製造、經營管理等方面擁有二十多年的經驗。彼於二零一零年四月加入本集團。

Biographical Details of Directors and Senior Management

董事及高級管理層簡歷

Mr. Zhang Mulin

*President of Liaoning Changqing Cement Co., Ltd and
President of TCC Chongqing Cement Company Ltd*

Mr. Zhang, aged 43, graduated in Business Administration from Wuhan Institute of Urban Construction. Mr. Zhang has held senior management positions in a large-scale cement group in the PRC. He has more than 20 years of experience in human resources management, corporate management, cement manufacturing and production operation. He joined the Group in April 2010.

Mr. Yao Chengfu

President of Guangan Changxing Cement Co., Ltd

Mr. Yao, aged 40, graduated in Mining Engineering from Hunan Xiangtan Mining Institute. Mr. Yao was the Deputy General Manager in a large-scale cement company in the PRC. He has more than 10 years of experience in mine management, cement manufacturing, production operation and engineering construction. He joined the Group in April 2010.

Mr. Yu Chunhua

President of Guizhou Anshun Changxing Cement Co., Ltd

Mr. Yu, aged 54, graduated in Cement Technology from Anhui University of Architecture. Mr. Yu has held senior management positions in several large-scale cement companies in the PRC, and has more than 20 years of experience in cement manufacturing, production operation and engineering construction. He joined the Group in April 2010.

張木林先生

遼寧昌慶水泥有限公司總經理及台泥(重慶)水泥有限公司總經理

張先生現年43歲，畢業於武漢城建學院企業管理專業。張先生曾在中國大型水泥集團擔任高級管理職務，在人力資源管理、企業管理、水泥製造、生產經營等方面擁有二十多年的經驗。彼於二零一零年四月加入本集團。

姚成府先生

廣安昌興水泥有限公司總經理

姚先生現年40歲，畢業於湖南省湘潭礦業學院採礦工程專業。姚先生曾在中國大型水泥公司擔任副總經理，在礦山管理、水泥製造、生產經營、工程建設等方面擁有十多年的經驗。彼於二零一零年四月加入本集團。

于春華先生

貴州安順昌興水泥有限責任公司總經理

于先生現年54歲，畢業於安徽建築工業學院水泥工藝專業。于先生曾在多家中國大型水泥公司擔任高級管理職務，在水泥製造、生產經營、工程建設等方面擁有二十多年的經驗。彼於二零一零年四月加入本集團。

Biographical Details of Directors and Senior Management

董事及高級管理層簡歷

Mr. Cheung Chi Wah, Patrick

Financial Controller and Company Secretary of the Group

Mr. Cheung, aged 40, joined the Group in September 2010 and is mainly responsible for the accounting and financial management and company secretarial matters of the Group. He holds an Honours Degree in Accountancy from The Hong Kong Polytechnic University and a Master Degree in Information Technology Management from The Chinese University of Hong Kong. He is an associate of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Prior to joining the Group, he had worked at a leading international accounting firm for about 5 years and had served senior management position in a listed company for over 10 years. He has over 15 years of professional experience in corporate finance, financial management, accounting and auditing.

張志華先生

本集團財務總監及公司秘書

張先生現年40歲，於二零一零年九月加入本集團，主要負責本集團之會計及財務管理以及公司秘書事務。張先生持有香港理工大學之會計榮譽學士學位及香港中文大學之資訊科技管理碩士學位。彼為香港會計師公會之會員及英國特許公認會計師公會之資深會員。加入本集團之前，他曾於一家著名國際會計師事務所任職約五年，並於一間上市公司出任高級管理職務逾十年。張先生於企業融資、財務管理、會計及審計方面擁有逾十五年專業經驗。

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the provisions of the Code on Corporate Governance Practices (the “CG Code”) set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) throughout the accounting year ended 31 December 2010, save for the exceptions that the Company has not fixed the terms of appointment for the non-executive Directors which deviates from the provision of A.4.1 of the CG Code. However, they are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision to the Company’s Articles of Association, and their appointment will be reviewed when they are due for re-election. As such, in the opinion of the Directors, the principle of CG Code A.4 that all Directors should be subject to re-election at regular intervals has been upheld.

CODES OF CONDUCT ON DIRECTORS’ SECURITIES TRANSACTION

The Company has adopted a code of conduct for securities transactions and dealings (the “Code of Conduct”) based on the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules. The terms of the Code of Conduct are no less exacting than the standards in the Model Code, and the Code of Conduct applies to all the relevant persons as defined in the Model Code, including the Directors of the Company, any employee of the Company, or a Director or employee of a subsidiary or holding company of the Company who, because of such office or employment, are likely to be in possession of unpublished price sensitive information in relation to the Company or its securities. Having made specific enquiry, all Directors have complied with the required standard set out in the Model Code throughout the year of 2010, save that, as his written notices of intended dealings, and the written clearances, have not been located amongst his own records or the Company’s records, one of the Directors cannot confirm that he fully complied with the requirements regarding such notices and clearances under Rule B8 of the Model Code in relation to certain of his share acquisitions made during the year.

企業管治常規

截至二零一零年十二月三十一日止會計年度，本公司一直遵守香港聯合交易所有限公司（「聯交所」）證券上市規則附錄14所載之企業管治常規守則（「企業管治守則」）的條文，惟本公司並未固定非執行董事之任期除外，此舉偏離企業管治守則之條文第A.4.1條。然而，該等非執行董事須根據本公司之組織章程細則條文於本公司之股東週年大會上輪值告退及膺選連任，並於彼等到期膺選連任時審閱其委任。因此，董事認為，本公司已遵從企業管治守則第A.4條之全體董事須定期膺選連任之原則。

董事進行證券交易之操守守則

本公司已根據上市規則附錄10所載之上市發行人董事進行證券交易之標準守則（「標準守則」）採納一套證券交易及買賣操守守則（「操守守則」）。操守守則之條款不遜於標準守則之標準，而操守守則適用於標準守則所界定之所有相關人士，包括本公司董事、本公司任何僱員，或本公司之附屬公司或控股公司之董事或僱員，而彼等因其職務或受聘可能獲得有關本公司或其證券之未公告股價敏感資料。經作出特定查詢後，除其中一位董事由於有關其證券買賣之書面通知及書面確認未能在其本人或公司之記錄中找到，故其未能就其於年內就有關其某些證券買賣已全部遵守標準守則第B8條有關通知及確認之規定外，全體董事於二零一零年全年已遵守標準守則所載之規定標準。

BOARD OF DIRECTORS

During the year, the Board comprised two executive and seven non-executive Directors of whom three are independent as defined by the Stock Exchange. The number of independent non-executive Directors and the non-executive Directors represents 33% and 44% of the Board respectively. To enhance independence and accountability, the role and responsibility of the Group Chairman, Mr. Koo, Cheng-Yun, Leslie and the Group Managing Director, Mr. Wu Yih Chin, is separated (the biographical details of the Directors are set out on pages 25 to 28).

In accordance with the Articles, all Directors appointed to fill a causal vacancy should be subject to election by shareholders at the first general meeting after their appointment. At every annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation.

The Board meets in person or through other electronic means of communication at least four times every year. The Board is responsible for overseeing the Group's businesses and development, formulating long term strategies and policies. The Board also monitors and controls operating and financial performance in pursuit of the Group's strategic objectives. All Directors and Board committees have recourse to external legal counsel and other professionals for independent advice at the Group's expense if they require it. The Board has delegated the day-to-day management and operation of the Group's businesses to management.

Pursuant to the requirements of the CG Code, two Board committees, namely, the Audit Committee and the Remuneration Committee were established to oversee particular aspects of the Group's affairs.

董事會

年內，董事會由兩名執行董事及七名非執行董事組成，其中三名具有聯交所定義之獨立性。獨立非執行董事及非執行董事之數目分別佔董事會之33%及44%。為加強獨立性及問責性，集團主席辜成允先生與集團董事總經理吳義欽先生之角色及職責已作區分（董事之簡歷詳情載於第25至28頁）。

根據細則，所有獲委任以填補臨時空缺之董事須於獲委任後之首次股東大會上由股東選任。於每屆股東週年大會上，三分之一之董事（倘人數並非三或三之倍數，則以最接近但不少於三分之一之人數為準）須輪值告退。

董事會每年至少舉行四次會議，董事可親身出席或透過其他電子通訊途徑參與。董事會負責監督本集團之業務及發展，制定長遠策略及政策。董事會亦監察及控制營運及財務表現，務求達至本集團之策略性目標。全體董事及董事委員會均可在彼等有需要時尋求外聘法律顧問及其他專業人士之獨立意見，費用由本集團承擔。董事會已將本集團業務之日常管理及營運交予管理層處理。

根據企業管治守則之規定，本公司已成立兩個董事委員會（即審核委員會及薪酬委員會），負責監督本集團事務之特定範疇。

Corporate Governance Report

企業管治報告

Details of the attendance of individual Directors at the Board meetings and the two Committees meetings during the year are set out in the table below:

各董事於年內於董事會會議及兩個委員會會議之出席率詳情載於下表：

		Meetings Attended/Held 出席／舉行會議		
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
Executive Directors	執行董事			
Mr. Koo, Cheng-Yun, Leslie	辜成允先生	5/5	N/A不適用	1/1
Mr. Wu Yih Chin	吳義欽先生	5/5	2/2*	1/1
Non-executive Directors	非執行董事			
Dr. Shan Weijian	單偉建博士	3/5	N/A不適用	N/A不適用
Mr. Chang, An-Ping, Nelson	張安平先生	3/5	N/A不適用	N/A不適用
Mr. Chang, Kang-Lung, Jason	張剛綸先生	4/5	N/A不適用	N/A不適用
Ms. Wang, Lishin, Elizabeth	王立心女士	4/5	2/2	N/A不適用
Independent non-executive Directors	獨立非執行董事			
Mr. Liao Poon Huai, Donald	廖本懷先生	3/5	2/2	1/1
Dr. Chih Ching Kang, Kenneth	池慶康博士	5/5	2/2	1/1
Mr. Shieh, Jen-Chung, Roger	謝禎忠先生	5/5	2/2	1/1

* The Director is not a member of the committee at the relevant time but attended the meetings by invitation.

* 該董事於有關時間並非委員會成員但應邀出席有關會議。

NOMINATION OF DIRECTORS

According to the Articles of the Company, the Board has the power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy or as an addition to the Board. The nomination should be taken into consideration of the nominee's qualification, ability and potential contributions to the Company.

AUDIT COMMITTEE

The Audit Committee was established in 1999 and its members comprise three independent non-executive Directors and a non-executive Director:

Mr. Liao Poon Huai, Donald (Chairman of the Committee)
Dr. Chih Ching Kang, Kenneth
Mr. Shieh, Jen-Chung, Roger
Ms. Wang, Lishin, Elizabeth

All members possess diversified industry experiences and appropriate professional qualifications as required under the Listing Rules.

The Audit Committee held two meetings during the year. Their major duties and responsibilities are set out in the terms of reference and the work conducted by the Audit Committee included the following matters:

1. Reviewed the Group's 2009 annual and 2010 interim reports, internal controls and corporate governance issues, financial and accounting policies and practices and made recommendations to the Board;
2. Recommended to the Board on the re-appointment of Deloitte Touche Tohmatsu as auditor and to develop policy on the engagement of an external auditor to supply non-audit services;

董事提名

根據本公司之細則，董事會有權不時及隨時委任任何人士為董事以填補臨時空缺或增加董事會人數。提名應考慮獲提名人士之資格、能力及對本公司之潛在貢獻。

審核委員會

審核委員會於一九九九年成立，成員為三名獨立非執行董事及一名非執行董事，包括：

廖本懷先生（委員會主席）
池慶康博士
謝禎忠先生
王立心女士

所有成員均擁有各種行業經驗及上市規則所要求之適當專業資格。

審核委員會於年內舉行兩次會議。其主要責任及職責載於職權範圍，而審核委員會之工作包括以下事宜：

1. 審閱本集團之二零零九年年報及二零一零年中期報告、內部監控及企業管治事項、財務及會計之政策與守則以及向董事會作出建議；
2. 就續聘德勤•關黃陳方會計師行為核數師向董事會提出建議，並制定委聘外聘核數師以提供非審計服務之政策；

3. Discussed with the external auditor their independence and the nature and scope of the audit; and
4. Discussed with the external auditor any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response.

The Committee reviewed the Group's internal control based on the information obtained from the external auditor and Company's management and was of the opinion that there are adequate internal controls in place in the Group.

REMUNERATION COMMITTEE

The Remuneration Committee consists of three independent non-executive Directors and two executive Directors:

Mr. Liao Poon Huai, Donald (Chairman of the Committee)
Mr. Koo, Cheng-Yun, Leslie
Mr. Wu Yih Chin
Dr. Chih Ching Kang, Kenneth
Mr. Shieh, Jen-Chung, Roger

Its major terms of reference are summarized as follows:

1. To formulate and recommend to the Board the policy for the remuneration of the executive Directors and other senior executives as designated by the Board;
2. To determine the individual remuneration package of each executive Director including basic salary, annual bonus plans and allocation of share options;

3. 與外聘核數師討論其獨立性及核數之性質及範圍；及
4. 與外聘核數師討論其就有關會計記錄、財務賬戶或監控系統及管理層回應而向管理層作出之任何重大查詢。

委員會根據自外聘核數師及本公司管理層獲取之資料檢討本集團之內部監控，並認為本集團已設有足夠之內部監控。

薪酬委員會

薪酬委員會包括三名獨立非執行董事及兩名執行董事：

廖本懷先生 (委員會主席)
辜成允先生
吳義欽先生
池慶康博士
謝禎忠先生

其主要職權範圍概述如下：

1. 制定及向董事會建議由董事會指定之執行董事及其他高級行政人員之薪酬政策；
2. 釐定各執行董事之個別薪酬組合，包括基本薪金、年度花紅計劃及分派購股權；

3. To consider and recommend to the Board any payment or compensation commitment to be made to an executive Director on termination of his contract;
 4. In formulating its policy, the Committee shall give due regard to the contents of the Listing Rules and shall also consider market forces and compare between different remuneration packages paid to directors of other companies of a similar size in comparable industries. The executive Directors may attend meetings of the Remuneration Committee when invited to do so, but not when their own remuneration is being discussed; and
 5. To determine any performance related remuneration schemes and executive share option schemes.
3. 考慮及向董事會建議就終止合約向執行董事支付之任何付款或補償性承擔；
 4. 在制定其政策時，委員會應充分考慮上市規則之內容，亦應考慮市場力量及比較可資比較行業類似規模之其他公司支付予其董事之不同薪酬組合。執行董事可在獲邀時出席薪酬委員會會議，惟於討論其本身薪酬之時除外；及
 5. 釐定任何與表現掛鈎之薪酬計劃及行政人員購股權計劃。

The Remuneration Committee is authorized by the Board to seek any information it requires from any employee of the Company in order to perform its duties.

薪酬委員會獲董事會授權向本公司任何僱員索取任何所需資料，以履行其職責。

In connection with its duties, the Remuneration Committee is required by the Board to select, set terms of reference for and appoint remuneration consultants, at the Company's expense as the Remuneration Committee deems necessary in order to perform its duties.

就其職責而言，薪酬委員會須於其認為履行其職責必須時按董事會要求選擇、制定職權範圍及委任薪酬顧問，費用由本公司承擔。

The Remuneration Committee sets the remuneration policy for the executive Directors and senior management. Specifically, the Remuneration Committee agrees their service contracts, salaries, other benefits, including bonuses and other terms and conditions of employment. It also agrees terms for their cessation of employment.

薪酬委員會制定執行董事及高級管理層之薪酬政策。尤其是薪酬委員會同意彼等之服務合約、薪金、其他福利，包括花紅及其他聘任之條款及條件。其亦同意彼等終止聘任之條款。

One meeting was held in 2010 with the attendance rate of 100%. No executive Director takes part in any discussion about his own remuneration.

本公司於二零一零年已經召開一次會議，出席率為100%。概無執行董事參與任何有關其本身薪酬之討論。

AUDITOR'S REMUNERATION

During the year, the fees charged to the accounts of the Company and its subsidiaries for the non-statutory audit services amounted to HK\$3,994,000. The non-statutory audit services consist of financial due diligence, tax compliance and the interim review. The cost of statutory audit services provided by external auditor was HK\$4,170,000. The responsibilities of the external auditor with respect to financial reporting are set out in the section of "Independent Auditor's Report" on pages 55 to 57.

CONNECTED TRANSACTIONS

During the year, the Group had issued announcement in respect of a number of "connected transactions", details of which have been included in the Report of the Directors on pages 40 to 54 and the related announcements.

FINANCIAL REPORTING

The Board recognizes its responsibility to prepare the Company's accounts which give a true and fair view and are in accordance with generally accepted accounting standards published by the Hong Kong Institute of Certified Public Accountants. Appropriate accounting policies are selected and applied consistently; judgments and estimates made are prudent and reasonable.

INTERNAL CONTROL

The Board is entrusted with the overall responsibility for maintaining an adequate internal control system and reviewing its effectiveness through the Audit Committee. The Company management maintains and monitors the systems of controls on an ongoing basis.

Based on the assessment made by the Company's management and external auditor during its statutory audit, the Audit Committee satisfied that the internal control system is sufficient to provide reasonable assurances that the Group's assets are safeguarded against loss from unauthorized use or disposition, transactions are properly authorized and proper accounting records are maintained. In addition, the Board considered that the resources, qualifications and experience of the staff responsible for the Company's accounting and financial reporting function, their training and budget are adequate. The system is designed to provide reasonable, but not absolute assurance against material misstatement or loss, and to manage rather than eliminate risks of failure in the Group's operational system.

核數師酬金

年內，本公司及其附屬公司賬目內就非法定核數服務扣除之費用為3,994,000港元。非法定核數服務包括稅務遵規及中期審閱。外聘核數師提供之法定核數服務成本為4,170,000港元。外聘核數師有關財務申報之責任載於第55至57頁「獨立核數師報告書」一節。

關連交易

年內，本集團就多項「關連交易」發出公告，詳情載於第40至54頁之董事會報告書及有關公告。

財務申報

董事會確認其有責任根據香港會計師公會頒佈之公認會計準則編製真實公平之公司賬目。於編製過程中已選用適當會計政策並貫徹應用；作出之判斷及估計乃審慎合理。

內部監控

董事會之整體責任為維持充足之內部監控系統，並透過審核委員會檢討其成效。本公司管理層按持續基準維持及監察控制系統。

根據本公司管理層及外聘核數師於進行法定審核時作出之評估，審核委員會信納內部監控系統足以提供合理保證，確保本集團之資產受到保障，以防遭未經授權使用或處置；確保交易獲適當授權及保存適當之會計紀錄。此外，董事會認為，負責本公司會計及財務申報職能之員工有足夠之資源、資歷及經驗，彼等之培訓及預算亦充足。有關系統旨在提供合理但非絕對保障以防出現重大錯誤陳述或損失，及管理而非消除本集團營運系統失效之風險。

The Directors are pleased to present their annual report together with the audited financial statements of the Group for the year ended 31 December 2010.

PRINCIPAL ACTIVITIES

The principal activities of the Group consist of the import and distribution of cement in Hong Kong, the manufacture and distribution of cement, clinker and slag powder in other areas of the People's Republic of China (the "PRC"). Through its associates, the Group is also engaged in the production and distribution of ready-mixed concrete in Hong Kong and the PRC. There were no significant changes in the nature of the Group's principal activities during the year.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2010 are set out in the consolidated statement of comprehensive income on pages 58 to 59. The Directors now recommend the payment of a final dividend of HK4.8 cents per share to the shareholders on the register of members on 27 May 2011, estimated to be HK\$158,190,000.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

SHARE CAPITAL

Details of movements during the year in the ordinary share capital and non-redeemable convertible preference shares of the Company are set out in note 33 and note 34 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

董事謹此欣然呈報本集團截至二零一零年十二月三十一日止年度之年報以及經審核財務報表。

主要業務

本集團之主要業務包括在香港經營水泥進口及分銷業務，在中華人民共和國（「中國」）其他地區經營水泥、熟料及礦渣粉製造及分銷業務。本集團亦透過其聯營公司在香港及中國從事生產及分銷預拌混凝土。本集團於本年度之主要業務性質並無任何重大變動。

業績及股息

本集團截至二零一零年十二月三十一日止年度之業績載於第58至59頁之綜合全面收益表。董事現建議向於二零一一年五月二十七日名列股東名冊之股東派付末期股息每股4.8港仙，預計將為158,190,000港元。

物業、廠房及設備

本集團於本年度之物業、廠房及設備變動詳情載於綜合財務報表附註15。

股本

本公司於本年度之普通股股本及不可贖回可轉換優先股之變動詳情載於綜合財務報表附註33及附註34。

優先購股權

本公司之公司組織章程細則或開曼群島法例並無載有本公司須按比例向現有股東發售新股份之優先購股權規定。

RESERVES

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 62.

At 31 December 2010, the Company's reserve, including the share premium and contributed surplus accounts, available for cash distribution and/or distribution in specie, computed in accordance with the Companies Law (2004 Revision) of the Cayman Islands, amounted to HK\$8,157,707,000. Under the laws of the Cayman Islands, a company may make distributions to its members from the share premium and contributed surplus accounts under certain circumstances.

DIRECTORS

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

Executive Directors:

KOO, Cheng-Yun, Leslie (*Chairman*)

WU Yih Chin (*Managing Director*)

Non-executive Directors:

SHAN Weijian

CHANG, An-Ping, Nelson

CHANG, Kang-Lung, Jason

WANG, Lishin, Elizabeth

Independent non-executive Directors:

LIAO Poon Huai, Donald

CHIH Ching Kang, Kenneth

SHIEH, Jen-Chung, Roger

儲備

本集團於本年度之儲備變動詳情載於第62頁之綜合權益變動表。

於二零一零年十二月三十一日，本公司可供現金分派及／或實物分派之儲備（包括股份溢價及繳入盈餘賬），根據開曼群島公司法（二零零四年修訂本）計算，達8,157,707,000港元。根據開曼群島法例，在若干情況下，公司可動用股份溢價及繳入盈餘賬向股東作出分派。

董事

於本年度及截至本報告日期止任職本公司之董事如下：

執行董事：

辜成允（主席）

吳義欽（董事總經理）

非執行董事：

單偉建

張安平

張剛綸

王立心

獨立非執行董事：

廖本懷

池慶康

謝禎忠

The Company has received annual confirmation from each of the independent non-executive Directors as regards their independence to the Company pursuant to Rule 3.13 of the Rules Governing the Listing Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company considers that each of the independent non-executive Directors is independent to the Company.

In accordance with Article 116 of the Articles of Association, Mr. Wu Yih Chin, Ms. Wang, Lishin, Elizabeth and Mr. Liao Poon Huai, Donald shall retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors of the Company and the senior management of the Group are set out on pages 25 to 32.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

There were no contracts of significance to which the Company, its holding companies, any of its fellow subsidiaries or subsidiaries was a party and in which a Director had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the year.

根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第3.13條，本公司已取得所有獨立非執行董事之年度獨立確認書。本公司據此確認彼等皆與本公司概無關連。

根據組織章程細則第116條，吳義欽先生、王立心女士及廖本懷先生須輪職告退，惟彼等合資格且願意於即將召開之股東週年大會膺選連任。

董事及高級管理層之履歷

本公司董事及本集團高級管理層之詳細履歷載於第25至32頁。

董事之服務合約

擬於即將召開之股東週年大會膺選連任之董事概無與本公司或其任何附屬公司訂立不可由委聘公司在一年內無須補償（法定補償除外）而予以終止之服務合約。

董事於重大合約之權益

董事於年末或年內任何時間概無於本公司或其任何控股公司、同系附屬公司及附屬公司參與訂立之重大合約中直接或間接擁有重大權益。

SHARE OPTION SCHEMES

Particulars of the Company's share option schemes are set out in note 35 to the consolidated financial statements.

On 23 May 2006, the old share option scheme was cancelled and a new share option scheme was adopted by the Company. No option under this new scheme has been granted from its first adoption to 31 December 2010.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 31 December 2010, the Directors, Chief Executive or their associates had interests in the shares and underlying shares of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO") as follows:

(i) Long positions in ordinary shares of the Company

Name of Directors	Capacity and nature of interest	Number of shares held	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
董事姓名	持有權益之身份及性質	所持股份數目	股本之百分比
KOO, Cheng-Yun, Leslie 辜成允	Directly beneficially owned 直接實益擁有	52,327,019	1.59%
WU Yih Chin 吳義欽	Directly beneficially owned 直接實益擁有	5,650,000	0.17%
CHANG, Kang-Lung, Jason 張剛綸	Directly beneficially owned 直接實益擁有	3,000,000	0.09%
		60,977,019	1.85%

購股權計劃

本公司之購股權計劃詳情載於綜合財務報表附註35。

舊購股權計劃於二零零六年五月二十三日已獲取消，而本公司於同日已採納一項新購股權計劃。自其首次採納之日起至二零一零年十二月三十一日止期間，本公司概無根據該新計劃授出任何購股權。

董事及行政總裁於證券之權益

於二零一零年十二月三十一日，根據本公司按證券及期貨條例（「證券及期貨條例」）第352條置存之登記冊所示，本公司之董事、行政總裁及其聯繫人士於本公司及其相聯法團之股份及相關股份之權益載列如下：

(i) 於本公司普通股之好倉

(ii) Long positions in shares and underlying shares of associated corporations

Taiwan Cement Corporation ("T'Cement")*

(ii) 於相聯法團股份及相關股份之好倉

台灣水泥股份有限公司 (「T'Cement」) *

Name of Directors	董事姓名	Number of shares held, capacity and nature of interest 所持之股份數目、身份及權益性質			Total	Approximately percentage of shareholding 約佔股權 百分比
		Directly beneficially owned 直接實益擁有	Through spouse or minor children 透過配偶或 未成年子女	Through controlled corporation 透過 受控制法團		
KOO, Cheng-Yun, Leslie	辜成允	46,827,543	91 (Note 1) (附註1)	372,423,838 (Note 2) (附註2)	419,251,472	11.36%
WU Yih Chin	吳義欽	121,944	-	-	121,944	0.01%
CHANG, An-Ping, Nelson	張安平	156,573	3,059,817 (Note 1) (附註1)	7,155,821	10,372,211	0.28%
LIAO Poon Huai, Donald	廖本懷	12,616	789,293 (Note 1) (附註1)	-	801,909	0.02%
CHIH Ching Kang, Kenneth	池慶康	50,000	-	-	50,000	0.01%

* The ultimate holding company of the Company.

* 本公司之最終控股公司。

Notes:

附註:

- (1) The shares are held by the respective Directors' spouses as the registered and beneficial shareholders.
- (2) Koo, Cheng-Yun, Leslie, together with his spouse, are interested in companies controlled by them, which holds 372,423,838 shares of T'Cement.

- (1) 股份由各董事之配偶作為登記及實益股東持有。
- (2) 辜成允及其配偶於彼等所控制之公司中擁有權益，而有關公司合共持有T'Cement 372,423,838股股份。

Save as disclosed above, as at 31 December 2010, the Company has not been notified of any interests or short positions were held or deemed to be held under Part XV of the SFO by any Director or Chief Executive of the Company or their respective associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or pursuant to the Model Code or which were required pursuant to Section 352 of the SFO to be recorded in the register referred to therein. Nor any of the Directors and the Chief Executive (including their spouses and children under the age of 18) had, as at 31 December 2010, any interest in, or had been granted any right to subscribe for the securities and options of the Company and its associated corporations within the meaning of the SFO, or had exercised any such rights.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year, there were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouses or minor children, or were any such rights exercised by the Directors; or was the Company, or any of its holding companies, fellow subsidiaries and subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

除上文所披露者外，於二零一零年十二月三十一日，本公司並無獲知會本公司之任何董事、行政總裁或其各自之聯繫人士持有於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券或根據證券及期貨條例第XV部被視為持有任何權益或淡倉，而須根據證券及期貨條例第XV部第7及8分部或根據標準守則知會本公司及聯交所，或須根據證券及期貨條例第352條而記入該條所提及之登記冊內。於二零一零年十二月三十一日，董事及行政總裁（包括其配偶及未滿18歲之子女）概無亦不曾獲授任何可認購本公司及其相聯法團（定義見證券及期貨條例）之證券及購股權之權益或權利，亦從未行使任何有關權利。

董事收購股份或債券之權利

本年度內本公司任何董事或彼等各自之配偶或未成年子女概未獲授權透過購入本公司股份或債券而得益，亦無董事行使該等權利；本公司或其任何控股公司、同系附屬公司及附屬公司概無參與任何安排，致使董事可收購任何其他公司之該等權利。

SHAREHOLDERS WITH NOTIFIABLE INTERESTS

As at 31 December 2010, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following shareholders had notified the Company of the relevant interests in the issued share capital of the Company.

擁有須申報權益之股東

於二零一零年十二月三十一日，根據本公司按證券及期貨條例第336條置存之主要股東登記冊所示，下列股東已知會本公司，彼等擁有本公司已發行股本之有關權益。

Name	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
名稱	持有權益之身份及性質	所持普通股數目	
TCC International Limited	Directly beneficially owned 直接實益擁有	1,861,802,000	56.49%
T'Cement (Note 1) T'Cement (附註1)	Through a controlled corporation 透過受控制法團	1,861,802,000	56.49%
Chia Hsin Pacific Limited ("CHPL")	Directly beneficially owned 直接實益擁有	525,199,500	15.94%
Chia Hsin Cement Corporation ("Chia Hsin Cement") (Note 2) 嘉新水泥股份有限公司 (「嘉新水泥」) (附註2)	Through a controlled corporation 透過受控制法團	525,199,500	15.94%

Notes:

附註：

- (1) T'Cement is interested in the shares of the Company by virtue of its beneficial ownership of the entire issued share capital of TCC International Limited.
- (2) Chia Hsin Cement is interested in the shares of the Company held by its subsidiary, CHPL.

- (1) T'Cement因實益擁有TCC International Limited全部已發行股本而擁有本公司股份之權益。
- (2) 嘉新水泥於其附屬公司CHPL持有之本公司股份中擁有權益。

Save as disclosed above, as at 31 December 2010, no other person had interests or short positions in the shares and underlying shares of the Company which were required to be disclosed to the Company or the Stock Exchange under the provisions of Divisions 2 and 3 of 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.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for less than 30% of the Group's total sales revenue. Purchases from the Group's five largest suppliers accounted for less than 30% of the Group's total purchases.

None of the Directors of the Company or any of their associates or any shareholders which, to the best knowledge of the Directors, own more than 5% of the Company's share capital, had any interest in any of the Group's five largest customers and suppliers during the year.

RELATED PARTIES AND CONTINUING CONNECTED TRANSACTIONS

Related party transactions, which fall within the definition stipulated in the Hong Kong Accounting Standard 24 "Related Party Disclosures", undertaken by the Group during the year are set out in note 44 to the consolidated financial statements. The transactions included in note 44 items (i) to (vii) to the consolidated financial statements also constitute continuing connected transactions as defined under Chapter 14A of the Listing Rules on the Stock Exchange.

除上述披露者外，於二零一零年十二月三十一日，概無其他人士於本公司之股份及相關股份持有權益或淡倉，而須根據證券及期貨條例第XV部第2及3分部之規定知會本公司及聯交所，或須記錄於本公司根據證券及期貨條例第336條存備之登記冊內。

主要客戶及供應商

於回顧年度內，向本集團五大客戶作出之銷售額佔本集團銷售收益總額30%以下。向本集團五大供應商作出之採購額佔本集團總採購額30%以下。

本年度內，本公司董事或彼等之任何聯繫人士或據董事所知擁有本公司股本5%以上之任何股東，概無於本集團任何五大客戶及供應商中擁有任何權益。

關連人士及持續關連交易

本集團於本年度按照香港會計準則第24條內「關連人士披露」訂明之定義進行之關連人士交易載列於綜合財務報表附註44。綜合財務報表附註44第(i)至(vii)項所載之交易亦同時構成聯交所上市規則第14A章所界定之持續關連交易。

The Directors have reviewed the following continuing connected transactions under which a conditional waiver from strict compliance with the continuing connected transaction requirements as set out in Chapter 14A of the Listing Rules has been obtained:

董事已對下列各項持續關連交易作出審核，該等持續關連交易已獲有條件豁免嚴格遵守上市規則第14A章所載有關持續關連交易之規定：

		Amount	Annual cap under the waiver granted by the Stock Exchange 根據聯交所 所授豁免之年度上限	Notes
		金額	根據聯交所 所授豁免之年度上限	附註
		HK\$'000	HK\$'000	
		千港元	千港元	
Leasing of a site on Tsing Yi Island, Hong Kong, from a fellow subsidiary of the Company	向本公司一間同系附屬公司租賃香港青衣島一塊地皮	4,320	4,320	1
Leasing of a site in Tondo, Manila, the Philippines, from an associate of the Company's ultimate holding company	向本公司之最終控股公司之一間聯營公司租賃菲律賓馬尼拉Tondo一塊地皮	1,115	1,115	1
Purchase of cement in Hong Kong from the Company's ultimate holding company and its subsidiaries	向本公司之最終控股公司及其附屬公司在香港購入水泥	23,727	152,000	2
Purchase of cement and/or clinker in the PRC from the Company's ultimate holding company and its subsidiaries	向本公司之最終控股公司及其附屬公司在中國購入水泥及／或熟料	58,408	82,000	2
Supply of cement to a substantial shareholder and its subsidiaries	向一名主要股東及其附屬公司供應水泥	5,611	112,000	2

Report of the Directors

董事會報告書

		Amount	Annual cap under the waiver granted by the Stock Exchange 根據聯交所 所授豁免之年度上限	Notes
		金額	根據聯交所 所授豁免之年度上限	附註
		HK\$'000	HK\$'000	
		千港元	千港元	
Receive of transportation and management services from fellow subsidiaries of the Company	由本公司之同系附屬公司提供運輸及管理服務	173,593	389,700	2
Supply of limestone to a subsidiary of a substantial shareholder	向一名主要股東之一間附屬公司供應石灰石	-	8,900	3
Purchase of slag from a subsidiary of a non-controlling shareholder	向一名非控股股東之一間附屬公司購入礦渣	-	63,000	3
Receive of logistic and unloading services from a fellow subsidiary of the Company	由本公司一間同系附屬公司提供物流及卸貨服務	-	20,000	3
Purchase of clinker from a subsidiary of a substantial shareholder	向一名主要股東之一間附屬公司購入熟料	-	350,000	3
Use of jetting service by a subsidiary of a substantial shareholder	一名主要股東之一間附屬公司使用噴氣式飛機運載服務	-	4,100	3
Supply of slag powder to a substantial shareholder and its subsidiaries	向一名主要股東及其附屬公司供應礦渣粉	-	19,000	4
Receive of maintenance services of a computer software system from fellow subsidiaries of the Company	由本公司之同系附屬公司提供電腦軟件系統維護服務	5,473	6,552	4

Notes:

- (1) The basis of the pricing policies for the above continuing connected transaction is set out in greater details in the prospectus of the Company dated 23 September 1997.
- (2) The basis of the price determination for the above continuing connected transactions is set out in greater details in circular to the shareholders of the Company dated 5 January 2010.
- (3) The basis of the price determination for the above continuing connected transaction is set out in greater details in circular to the shareholders of the Company dated 11 January 2008.
- (4) The basis of the price determination for the above continuing connected transaction is set out in greater details in the announcement to the shareholders of the Company dated 16 December 2009.

The Directors, including the independent non-executive Directors, confirmed that these continuing connected transactions have been approved by the board of Directors and, in their opinion, were:

- (a) conducted on normal commercial terms and in the ordinary and usual course of business of the Group;
- (b) fair and reasonable so far as the shareholders of the Company are concerned;
- (c) entered into either in accordance with the terms of the agreements governing such transactions or, where there are no such agreements, on terms that are no less favourable than those available to or from independent third parties; and
- (d) within the annual cap under the waiver granted by the Stock Exchange.

附註：

- (1) 上文之持續關連交易之定價政策基準已詳列於本公司日期為一九九七年九月二十三日之招股章程內。
- (2) 上文之持續關連交易之定價基準已詳列於二零一零年一月五日本公司致股東之通函內。
- (3) 上文之持續關連交易之定價基準已詳列於二零零八年一月十一日本公司致股東之通函內。
- (4) 上文之持續關連交易之定價基準已詳列於二零零九年十二月十六日本公司致股東之公告內。

董事（包括獨立非執行董事）確認該等持續關連交易經已獲董事會批准，並認為：

- (a) 在本集團日常及一般商業過程中按正常商業條款訂立；
- (b) 對本公司股東而言屬公平合理；
- (c) 根據規管該等交易之協議之條款或（倘無任何該等協議）根據不遜於提供予或可從獨立第三方獲得之條款訂立；及
- (d) 已根據聯交所所授豁免之年度上限為限。

Report of the Directors 董事會報告書

Pursuant to Rule 14A.38 of the Listing Rules, 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 an unqualified letter containing the auditor's findings and conclusions in respect of the continuing connected transactions in accordance with Rule 14A.38. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

All independent non-executive Directors have reviewed the continuing connected transactions and the report of the auditor and confirmed that the transactions have been entered into by the Company in the ordinary course of its business, on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

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

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

根據上市規則第14A.38條，本公司已聘用其核數師，遵照香港會計師公會發出之香港鑒證業務準則第3000號「對過往財務資料進行審核或審閱以外之鑒證業務」(「Assurance Engagements Other Than Audits or Reviews of Historical Financial Information」)及參考實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」(「Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules」)，就本集團持續關連交易作出匯報。核數師已根據上市規則第14A.38條發出無保留意見函件，當中闡述其就持續關連交易之調查及結論。本公司已將有關核數師函件副本送呈聯交所。

所有獨立非執行董事已審閱持續關連交易及核數師報告，並已確認交易乃由本公司在日常業務過程中進行，按一般商業條款訂立，及符合規管該等交易之協議之公平合理條款，並符合本公司股東之整體利益。

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司概無於年內購買、出售或贖回本公司之任何上市證券。

DISCLOSURES PURSUANT TO RULE 13.21 OF THE LISTING RULES

In accordance with the disclosure requirements of Rule 13.21 of the Listing Rules, the following disclosures are included in respect of the Company's loan agreements, which contain covenants requiring performance obligations of the controlling shareholder of the Company.

Pursuant to a loan agreement and an amendment to loan agreement dated 23 October 2008 and 30 June 2010, respectively, between the Company and certain banks relating to three-year term loan facility of HK\$500,000,000, a loan agreement and an amendment to loan agreement dated 30 July 2009 and 30 June 2010, respectively, between the Company and certain banks relating to a three-year term loan facility of HK\$750,000,000, and a loan agreement dated 3 September 2010 between the Company and certain banks relating to a three-year term loan facility of HK\$1,920,000,000 a termination event would arise if (i) T'Cement ceases to own legally and beneficially, at least 30% of the shares in the Company's capital or (ii) the Group fails to meet the financial covenants stipulated in the loan facility.

Pursuant to a loan agreement dated 16 May 2008 between the Company and a bank relating to a two-year loan facility of HK\$150,000,000 with final maturity date on 4 May 2011, a loan agreement dated 6 December 2010 between the Company and a bank relating to a two-year loan facility of HK\$128,000,000, a termination event would arise if (i) T'Cement ceases to own legally and beneficially, at least 30% of the shares in the Company's capital or (ii) the Group fails to meet the financial covenants stipulated in the loan facility.

根據上市規則第13.21條之規定作出披露

根據上市規則第13.21條之披露規定，以下披露由本公司簽訂之貸款協議，其中載有本公司控股股東須予履行之責任之條款。

根據本公司與若干銀行分別在二零零八年十月二十三日及二零一零年六月三十日訂立有關500,000,000港元之三年期貸款融資之貸款協議及貸款協議修訂、本公司與若干銀行分別在二零零九年七月三十日及二零一零年六月三十日訂立有關750,000,000港元之三年期貸款融資之貸款協議及貸款協議修訂，以及本公司與若干銀行在二零一零年九月三日訂立有關1,920,000,000港元之三年期貸款融資之貸款協議，如(i)T'Cement終止合法及實益擁有本公司股本中至少30%股份或(ii)本集團不能符合該等貸款融資所指定之財務條款，該等貸款協議將被視為發生終止事件。

根據本公司與一間銀行在二零零八年五月十六日訂立有關150,000,000港元之兩年期貸款融資（最終到期日為二零一一年五月四日）之貸款協議、本公司與一間銀行在二零一零年十二月六日訂立有關128,000,000港元之兩年期貸款融資之貸款協議，如(i)T'Cement終止合法及實益擁有本公司股本中至少30%股份或(ii)本集團不能符合該等貸款融資所指定之財務條款，該等貸款協議將被視為發生終止事件。

Pursuant to a loan agreement dated 19 May 2010 between the Company and a bank relating to a two-year loan facility of HK\$50,000,000, a termination event would arise if T'Cement ceases to own legally and beneficially, at least 30% of the shares in the Company's capital.

Pursuant to a loan agreement dated 14 April 2010 between the Company and a bank relating to a one-year loan facility of HK\$40,000,000, a loan agreement dated 15 June 2010 between the Company and a bank relating to a one-year loan facility of HK\$20,000,000, a termination event would arise if T'Cement ceases to own legally and beneficially, at least 30% of the shares in the Company's capital.

CORPORATE GOVERNANCE

Principal corporate governance practices as adopted by the Company are set out in the Corporate Governance Report on pages 33 to 39.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

根據本公司與一間銀行在二零一零年五月十九日訂立有關50,000,000港元之兩年期貸款融資之貸款協議，如T'Cement終止合法及實益擁有本公司股本中至少30%股份，該貸款協議將被視為發生終止事件。

根據本公司與一間銀行在二零一零年四月十四日訂立有關40,000,000港元之一年期貸款融資之貸款協議，本公司與一間銀行在二零一零年六月十五日訂立有關20,000,000港元之一年期貸款融資之貸款協議，如T'Cement終止合法及實益擁有本公司股本中至少30%股份，該等貸款協議將被視為發生終止事件。

企業管治

本公司採納之主要企業管治常規載於第33至39頁企業管治報告內。

酬金政策

本集團之僱員酬金政策由薪酬委員會按僱員之表現、資格及能力而訂立。

本公司之董事酬金由薪酬委員會參照本公司之經營業績、個別表現及可供比較之市場統計數字釐定。

AUDIT COMMITTEE AND REMUNERATION COMMITTEE

Details of the Company's Audit Committee and Remuneration Committee are set out in the Corporate Governance Report on pages 33 to 39.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules throughout the year ended 31 December 2010.

FINANCIAL SUMMARY

A summary of the Group's results and its assets and liabilities for the past five years is set out on page 184.

AUDITOR

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

By order of the Board

KOO, Cheng-Yun, Leslie
CHAIRMAN

Hong Kong
17 March 2011

審核委員會及薪酬委員會

本公司之審核委員會及薪酬委員會詳情載於第33至39頁企業管治報告內。

足夠公眾持股量

根據本公司所得之公開資料，並就董事所知，於截至二零一零年十二月三十一日止整個年度內，本公司符合上市規則之足夠公眾持股量規定，即本公司已發行股份不少於25%須由公眾持有。

財務摘要

本集團過往五年之業績、資產及負債摘要載於第184頁。

核數師

本公司將於即將召開之股東週年大會上提呈續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

承董事會命

主席
辜成允

香港
二零一一年三月十七日

Deloitte.

德勤

TO THE MEMBERS OF
TCC INTERNATIONAL HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of TCC International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 58 to 183, which comprise the consolidated statement of financial position as at 31 December 2010, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation 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 disclosure requirements of 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.

致台泥國際集團有限公司各股東

(於開曼群島註冊成立之有限公司)

吾等已審核列載於第58至183頁台泥國際集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括於二零一零年十二月三十一日之綜合財務狀況表，以及截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表連同主要會計政策摘要及其他附註解釋。

董事就綜合財務報表之責任

貴公司之董事須根據由香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實與公平之綜合財務報表，並負責採取董事認為必要之有關內部監控，以使該等綜合財務報表不存在重大失實陳述(不論是因欺詐或錯誤導致)。

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 our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

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

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

核數師之責任

吾等之責任是根據吾等之審核，對該等綜合財務報表提出意見，並根據吾等協定之委聘條款，僅向全體股東報告本行之意見，除此以外，本報告不可用作其他用途。吾等概不就本報告內容向任何其他人士承擔或負上任何責任。吾等乃根據香港會計師公會頒佈之香港審計準則進行審核工作。該等準則要求吾等遵守道德規範，並策劃及執行審核，以合理確定該等綜合財務報表是否不存在任何重大錯誤陳述。

審核涉及執行程序以取得與該等綜合財務報表所載數額及披露事項有關之審核憑證。所選用之程序由核數師作判斷，包括評估由於欺詐或錯誤而導致該等綜合財務報表存有重大錯誤陳述之風險。當核數師作出該等風險評估時，會考慮與該實體編製及真實與公平地列報綜合財務報表相關之內部監控，以設計適合當時情況之審核程序，但並非就實體之內部控制之成效發表意見。審核亦包括評價董事所採用之會計政策是否合適，及所作出之會計估計是否合理，以及評價綜合財務報表之整體呈列方式。

吾等相信吾等已得到足夠及適當之審核憑證以作為提供該審核意見之基礎。

Independent Auditor's Report

獨立核數師報告書

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 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 disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

17 March 2011

意見

吾等認為，該等綜合財務報表已根據香港財務報告準則真實與公平地反映 貴集團於二零一零年十二月三十一日之財務狀況及 貴集團於截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露規定妥為編製。

德勤 • 關黃陳方會計師行

執業會計師

香港

二零一一年三月十七日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		Notes 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Revenue	收益	6	8,125,854	3,953,940
Cost of sales	銷售成本		(6,596,337)	(3,449,871)
Gross profit	毛利		1,529,517	504,069
Investment income	投資收入	7	33,688	32,286
Other income, gains and losses	其他收入、收益及虧損	8	148,790	84,572
Selling and distribution expenses	銷售及分銷開支		(319,756)	(173,606)
General and administrative expenses	一般及行政開支		(342,496)	(151,772)
Finance costs	融資成本	9	(318,028)	(148,859)
Share of results of associates	應佔聯營公司之業績		731,715	146,690
			224,086	25,052
Profit before tax	除稅前溢利	10	955,801	171,742
Income tax expense	所得稅支出	12	(116,774)	(16,922)
Profit for the year	本年度溢利		839,027	154,820
Other comprehensive income	其他全面收益			
Exchange differences arising on translation to presentation currency	換算為呈列貨幣產生之匯兌差額		408,175	109,262
Gain on revaluation of property	重估物業收益		4,758	16,700
Income tax relating to revaluation of property	有關重估物業之所得稅		(795)	(2,862)
Share of other comprehensive income (loss) of associates	應佔聯營公司之其他全面收益(虧損)		40,515	(1,929)
Other comprehensive income for the year	本年度其他全面收益		452,653	121,171
Total comprehensive income for the year	本年度全面收益總額		1,291,680	275,991

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		Notes	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
		附註		
Profit for the year attributable to:	應佔本年度溢利：			
Owners of the Company	本公司擁有人		784,053	120,254
Non-controlling interests	非控股權益		<u>54,974</u>	<u>34,566</u>
			<u>839,027</u>	<u>154,820</u>
Total comprehensive income attributable to:	應佔全面收益總額：			
Owners of the Company	本公司擁有人		1,224,382	238,257
Non-controlling interests	非控股權益		<u>67,298</u>	<u>37,734</u>
			<u>1,291,680</u>	<u>275,991</u>
			2010 二零一零年	2009 二零零九年 (Restated) (經重列)
Earnings per share	每股盈利	14		
– Basic	— 基本		<u>HK28.4 cents港仙</u>	<u>HK8.0 cents港仙</u>
– Diluted	— 攤薄		<u>HK28.4 cents港仙</u>	<u>HK8.0 cents港仙</u>

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2010 於二零一零年十二月三十一日

			31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元 (Restated) (經重列)	1.1.2009 二零零九年 一月一日 HK\$'000 千港元 (Restated) (經重列)
Non-current assets	非流動資產				
Property, plant and equipment	物業、廠房及設備	15	12,816,206	8,815,063	5,053,368
Prepaid lease payments	預付租賃款項	16	1,599,818	907,934	702,429
Intangible assets	無形資產	17	2,648,561	812,578	7,839
Mining rights	採礦權	18	398,562	205,512	55,990
Interests in associates	聯營公司權益	20	1,414,776	116,808	116,285
Loan to an associate	聯營公司貸款	20	2,200	14,400	16,800
Long term deposits	長期按金		720	720	720
Loan receivables	應收貸款	21	109,740	84,750	-
Deposits for acquisition of property, plant and equipment and other assets	收購物業、廠房及設備及 其他資產之訂金		712,127	245,969	302,561
Deposits for acquisition of subsidiaries	收購附屬公司之訂金		-	804,410	-
Available-for-sale investments	可供出售投資	22	59,772	54,509	58,713
Deferred tax assets	遞延稅項資產	31	1,275	-	33
Pledged bank deposits	已抵押銀行存款	25	2,360	-	-
			19,766,117	12,062,653	6,314,738
Current assets	流動資產				
Inventories	存貨	23	895,105	671,108	410,283
Prepaid lease payments	預付租賃款項	16	40,695	24,881	20,019
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項		792,268	395,390	123,048
Loan receivables	應收貸款	21	21,240	12,121	49,309
Trade receivables	應收貿易賬款	24	1,811,954	553,872	210,435
Tax recoverables	可收回稅項		77	1,303	-
Held-for-trading investments	持作交易用途之投資	22	327,100	267,943	257,810
Pledged bank deposits	已抵押銀行存款	25	27,094	36,913	452
Time deposits	定期存款	25	24,780	85,137	111,703
Cash and bank balances	現金及銀行結餘	25	3,323,082	968,611	921,882
			7,263,395	3,017,279	2,104,941
Current liabilities	流動負債				
Trade payables	應付貿易賬款	26	1,623,329	681,993	311,572
Other payables and accrued liabilities	其他應付款項及應計負債		892,360	428,455	264,501
Tax payables	應付稅項		47,064	24,592	4,756
Bank loans	銀行貸款	27	3,529,456	5,249,080	1,590,520
Senior notes	優先票據	28	139,396	-	-
Amounts due to non-controlling shareholders	應付非控股股東款項	29	93,785	14,619	17,619
Amount due to immediate holding company	應付直屬控股公司款項	30	-	405,500	-
			6,325,390	6,804,239	2,188,968
Net current assets (liabilities)	流動資產(負債)淨值		938,005	(3,786,960)	(84,027)
Total assets less current liabilities	總資產減流動負債		20,704,122	8,275,693	6,230,711

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2010 於二零一零年十二月三十一日

			31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元 (Restated) (經重列)	1.1.2009 二零零九年 一月一日 HK\$'000 千港元 (Restated) (經重列)
Non-current liabilities	非流動負債				
Bank loans	銀行貸款	27	8,489,568	1,560,867	1,959,999
Amount due to immediate holding company	應付直屬控股公司款項	30	932,400	-	265,500
Long term payable	長期應付款項		9,133	-	-
Deferred tax liabilities	遞延稅項負債	31	364,091	202,634	143,748
			9,795,192	1,763,501	2,369,247
			10,908,930	6,512,192	3,861,464
Capital and reserves	股本及儲備				
Share capital – ordinary shares	股本 – 普通股	33	329,563	128,905	128,245
Share capital – non-redeemable convertible preference shares	股本 – 不可贖回可轉換優先股	34	-	65,117	-
Reserves	儲備		10,282,817	6,126,214	3,562,096
Equity attributable to owners of the Company	本公司擁有人應佔權益		10,612,380	6,320,236	3,690,341
Non-controlling interests	非控股權益		296,550	191,956	171,123
			10,908,930	6,512,192	3,861,464

The consolidated financial statements on pages 58 to 183 were approved and authorised for issue by the Board of Directors on 17 March 2011 and are signed on its behalf by:

第58至183頁之綜合財務報表已於二零一一年三月十七日獲董事會通過及授權發表，並由以下人士代為簽署：

KOO, CHENG-YUN, LESLIE

辜成允
CHAIRMAN
主席

WU YIH CHIN

吳義欽
MANAGING DIRECTOR
董事總經理

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

	Attributable to owners of the Company 本公司擁有人應佔														
	Share capital – ordinary shares 股本 – 普通股	Share capital – convertible preference shares 股本 – 可轉換優先股	Share premium 股份溢價	Share option reserve 購股權儲備	Contributed surplus 撥入盈餘	Capital reserve 資本儲備	Capital redemption reserve 資本贖回儲備	Land and building revaluation reserve 土地及樓宇重估儲備	Exchange fluctuation reserve 外匯浮動儲備	Statutory reserve fund 法定儲備基金	Other reserve 其他儲備	(Accumulated losses) retained profits (累計虧損) 保留溢利	Total equity 總計	Non-controlling interests 非控股權益	Total equity 總計
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2009 於二零零九年一月一日	128,245	-	3,159,340	2,040	208,263	2,076	5,130	29,562	294,539	27,391	-	(166,245)	3,680,341	171,123	3,861,464
Profit for the year 本年度溢利	-	-	-	-	-	-	-	-	-	-	-	120,254	120,254	34,566	154,820
Other comprehensive income for the year 本年度其他全面收益	-	-	-	-	-	-	13,638	106,142	(1,977)	-	-	-	118,003	3,168	121,171
Total comprehensive income for the year, net of tax 本年度全面收益總額，扣除稅項	-	-	-	-	-	-	13,638	106,142	(1,977)	-	-	120,254	238,257	37,734	275,991
Issue of share capital 股本發行	-	65,117	2,318,165	-	-	-	-	-	-	-	-	-	2,383,282	-	2,383,282
Exercise of share options 行使購股權	660	-	9,647	(1,951)	-	-	-	-	-	-	-	-	8,356	-	8,356
Dividends paid to non-controlling shareholders 派付非控股股東股息	-	-	-	-	-	-	-	-	-	-	-	-	-	(16,901)	(16,901)
Transfer to statutory reserve fund 轉撥至法定儲備基金	-	-	-	-	-	-	-	-	3,162	-	-	(3,162)	-	-	-
At 31 December 2009 於二零零九年十二月三十一日	128,905	65,117	5,487,152	89	208,263	2,076	5,130	43,400	400,661	28,576	-	(49,163)	6,320,236	191,956	6,512,192
Profit for the year 本年度溢利	-	-	-	-	-	-	-	-	-	-	-	784,063	784,063	54,974	839,027
Other comprehensive income for the year 本年度其他全面收益	-	-	-	-	-	-	3,963	434,401	(438)	2,403	-	-	440,329	12,324	452,653
Total comprehensive income for the year, net of tax 本年度全面收益總額，扣除稅項	-	-	-	-	-	-	3,963	434,401	(438)	2,403	-	784,063	1,224,382	67,298	1,291,660
Issue of new shares under placing 根據配售事項發行新股份	25,657	-	821,017	-	-	-	-	-	-	-	-	-	846,674	-	846,674
Conversion of non-redeemable convertible preference shares 轉換不可贖回可轉換優先股	65,117	(65,117)	-	-	-	-	-	-	-	-	-	-	-	-	-
Exercise of share options 行使購股權	30	-	439	(89)	-	-	-	-	-	-	-	-	380	-	380
Issue of new shares under rights issue 根據供股發行新股份	109,854	-	2,197,088	-	-	-	-	-	-	-	-	-	2,306,942	-	2,306,942
Transaction costs attributable to issue of new shares 發行新股份應佔交易成本	-	-	(42,292)	-	-	-	-	-	-	-	-	-	(42,292)	-	(42,292)
Payment of dividends 支付股息	-	-	-	-	-	-	-	-	-	-	-	(43,942)	(43,942)	-	(43,942)
Dividends paid to non-controlling shareholders 派付非控股股東股息	-	-	-	-	-	-	-	-	-	-	-	-	-	(23,991)	(23,991)
Acquisition of subsidiaries 收購附屬公司	-	-	-	-	-	-	-	-	-	-	-	-	-	61,287	61,287
Transfer to statutory reserve fund 轉撥至法定儲備基金	-	-	-	-	-	-	-	-	45,066	-	-	(45,066)	-	-	-
At 31 December 2010 於二零一零年十二月三十一日	329,563	-	8,468,404	-	208,263	2,076	5,130	47,363	835,082	73,204	2,403	645,822	10,612,380	296,550	10,908,930

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

	Notes	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
	附註		
Cash flows from operating activities	經營活動之現金流量		
Profit before tax	除稅前溢利	955,801	171,742
Adjustments for:	經以下調整：		
Interest expenses	利息開支	318,028	148,859
Interest income	利息收入	(19,074)	(17,989)
Dividend income from investments	投資股息收入	(14,614)	(14,297)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	609,569	330,791
Amortisation of prepaid lease payments	預付租賃款項攤銷	35,184	21,382
Amortisation of intangible assets	無形資產攤銷	15,064	2,062
Amortisation of mining rights	採礦權攤銷	15,055	3,481
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損	1,376	958
Share of results of associates	應佔聯營公司之業績	(224,086)	(25,052)
Exchange adjustments	匯兌調整	2,362	4,498
Operating cash flows before movements in working capital	營運資金變動前之 經營現金流量	1,694,665	626,435
Increase in inventories	存貨增加	(142,500)	(117,832)
Increase in prepayments, deposits and other receivables	預付款項、按金及 其他應收款項增加	(279,139)	(218,322)
(Increase) decrease in trade receivables	應收貿易賬款(增加)減少	(761,038)	87,762
Increase in held-for-trading investments	持作交易用途之投資增加	(59,157)	(10,133)
Increase in trade payables	應付貿易賬款增加	620,775	358,829
Decrease in other payables and accrued liabilities	其他應付款項及 應計負債減少	(310,717)	(201,315)
Cash generated from operations	經營所得現金	762,889	525,424
Income taxes paid	已付所得稅	(103,679)	(10,469)
Net cash generated from operating activities	經營活動所得之現金淨額	659,210	514,955

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		2010 二零一零年	2009 二零零九年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Cash flows from investing activities	投資活動之現金流量		
Interest received	已收利息	19,074	17,989
Dividend received from associates	已收聯營公司股息	54,111	22,600
Dividend received from investments	投資股息收入	14,614	14,297
Purchase of property, plant and equipment	購買物業、廠房及設備	(1,852,105)	(848,159)
Increase in prepaid lease payments	預付租賃款項增加	(50,887)	(6,968)
Purchase of intangible assets	購買無形資產	(676)	(8,378)
Purchase of mining rights	購買採礦權	(67,495)	(1,679)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備 之所得款項	322	401
Proceeds from disposal of intangible assets	出售無形資產之所得款項	-	2
Proceeds from disposal of available-for-sale investments	出售可供出售投資 之所得款項	-	5,713
Deposits paid for acquisition of subsidiaries	收購附屬公司之已付訂金	-	(804,410)
Repayment of advance to an associate	一間聯營公司償還墊款	12,200	2,400
Advance to loan receivables	墊支應收貸款	(41,400)	-
Repayment of loan receivables	償還應收貸款	12,336	82,388
Repayment of advance to non- controlling shareholders	非控股股東償還墊款	16,179	-
Increase in pledged bank deposits	已抵押銀行存款增加	(12,505)	(36,856)
Decrease in pledged bank deposits	已抵押銀行存款減少	24,437	395
Decrease in time deposits	定期存款減少	60,357	26,566
Net cash (outflow) inflow from acquisition of subsidiaries	收購附屬公司之現金 (流出)流入淨額	(2,842,868)	166,943
Net cash used in investing activities	投資活動所用現金淨額	(4,654,306)	(1,366,756)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
	Notes 附註		
Cash flows from financing activities	融資活動之現金流量		
Interest paid	已付利息	(377,716)	(174,877)
New bank loans raised	新增銀行貸款	9,960,538	2,285,092
Repayment of bank loans	償還銀行貸款	(6,168,105)	(1,345,956)
Purchase of senior notes	購買優先票據	(566,932)	-
Redemption of senior notes	贖回優先票據	(94,704)	-
Repayment to non-controlling shareholders	向非控股股東還款	(14,360)	(3,000)
Advance from immediate holding company	直屬控股公司墊款	526,900	118,160
Net proceeds from issue of shares	發行股份所得款項淨額	3,111,324	-
Proceeds from exercise of share options	行使購股權所得款項	380	8,356
Dividends paid to owners of the Company	已付本公司擁有人股息	(43,942)	-
Dividends paid to non-controlling shareholders	已付非控股股東股息	(23,991)	(16,901)
Net cash generated from financing activities	融資活動所得現金淨額	<u>6,309,392</u>	<u>870,874</u>
Net increase in cash and cash equivalents for the year	年內現金及現金等值淨額增加	2,314,296	19,073
Cash and cash equivalents at beginning of year	年初之現金及現金等值	968,611	921,882
Effect of foreign exchange rate changes	外匯匯率變動之影響	<u>40,175</u>	<u>27,656</u>
Cash and cash equivalents at end of year, represented by Cash and bank balances	年末之現金及現金等值，即現金及銀行結餘	<u>3,323,082</u>	<u>968,611</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

1. GENERAL INFORMATION

The Company is a public listed company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activities of the Company and its subsidiaries (the “Group”) consisted of the import and distribution of cement in Hong Kong, the manufacture and distribution of cement, clinker and slag powder in other areas of the People’s Republic of China (the “PRC”). Through its associates, the Group is also engaged in the production and distribution of ready-mixed concrete in Hong Kong and the PRC. There were no significant changes in the nature of the Group’s principal activities during the year.

The addresses of the registered office and principal place of business of the Company are disclosed in the “Corporate Information and Key Dates” section to the Annual Report.

The parent company of the Company is TCC International Limited (incorporated in the British Virgin Islands). In the opinion of the Directors, Taiwan Cement Corporation (“T’Cement”), a company incorporated and whose shares are listed in Taiwan, is the Company’s ultimate holding company.

The consolidated financial statements are presented in Hong Kong dollars (“HKD”) whereas the functional currency of the Company is Renminbi (“RMB”).

1. 一般資料

本公司為一家於開曼群島註冊成立之公眾上市公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。

本公司及其附屬公司（「本集團」）之主要業務包括在香港經營水泥進口及分銷業務，在中華人民共和國（「中國」）其他地區經營水泥、熟料及礦渣粉製造及分銷業務。本集團亦透過其聯營公司在香港及中國從事生產及分銷預拌混凝土。本集團於本年度之主要業務性質並無任何重大變動。

本公司之註冊辦事處及主要營業地點已於本年報「公司資料及重要日期」一節披露。

本集團之母公司為TCC International Limited（於英屬處女群島註冊成立）。董事認為，在台灣註冊成立及其股份在台灣上市之台灣水泥股份有限公司（「T’Cement」）為本公司之最終控股公司。

綜合財務報表以港元（「港元」）列值，而本公司之功能貨幣為人民幣（「人民幣」）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

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

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

HKFRS 2 (Amendments)	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 32 (Amendments)	Classification of rights issues
HKAS 39 (Amendments)	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 Interpretation 5	Presentation of financial statements – Classification by the borrower of a term loan that contains a repayment on demand clause

Except as described below, the application of the new and revised HKFRSs in the current year has had no material effect on the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已應用由香港會計師公會（「香港會計師公會」）頒佈之以下新訂及經修訂準則、修訂及詮釋。

香港財務報告準則第2號 （修訂本）	集團以現金結算以股份支付之交易
香港財務報告準則第3號 （於二零零八年經修訂）	業務合併
香港會計準則第27號 （於二零零八年經修訂）	綜合及獨立財務報表
香港會計準則第32號 （修訂本）	供股發行之分類
香港會計準則第39號 （修訂本）	合資格對沖項目
香港財務報告準則 （修訂本）	於二零零九年頒佈之香港財務報告準則之改進
香港財務報告準則 （修訂本）	香港財務報告準則第5號之修訂本，作為於二零零八年頒佈之香港財務報告準則之改進之一部份
香港（國際財務報告詮釋委員會）— 詮釋第17號	向擁有人分派非現金資產
香港詮釋第5號	財務報表之呈列— 借款人對載有按要求償還條款之定期貸款之分類

惟下文所述除外，於本年度應用新訂及經修訂香港財務報告準則對綜合財務報表並無重大影響。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

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

HKFRS 3 (as revised in 2008) “Business combinations”

HKFRS 3 (as revised in 2008) has been applied in the current year prospectively to business combinations of which the acquisition date is on or after 1 January 2010 in accordance with the relevant transitional provisions. Its application has affected the accounting for business combinations in the current year.

- HKFRS 3 (as revised in 2008) allows a choice on a transaction-by-transaction basis for the measurement of non-controlling interests (previously referred to as ‘minority’ interests) at the date of acquisition either at fair value or at the non-controlling interests’ share of recognised identifiable net assets of the acquiree. In the current year, in accounting for the acquisition of Upper Value Investments Limited (“Upper Value”), the Group has elected to measure the non-controlling interests at the non-controlling interests’ share of recognised identifiable net assets of the acquiree at the date of acquisition.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第3號（於二零零八年經修訂）「業務合併」

香港財務報告準則第3號（於二零零八年經修訂）已於本年度根據相關過渡條文就收購日期為二零一零年一月一日或之後之業務合併作出相應應用。其應用已影響本年度之業務合併。

- 香港財務報告準則第3號（於二零零八年經修訂）准許按個別交易基準選擇以公平值或以非控股權益分佔被收購方之已確認可識別資產淨值計量於收購日期之非控股權益（前稱「少數股東」權益）。於本年度，在收購Upper Value Investments Limited（「Upper Value」）入賬時，本集團選擇按於收購日期非控股權益分佔被收購方已確認可識別資產淨值計量非控股權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

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

HKFRS 3 (as revised in 2008) “Business combinations” (Continued)

- HKFRS 3 (as revised in 2008) changes the recognition and subsequent accounting requirements for contingent consideration. Previously contingent consideration was recognised at the acquisition date only if payment of the contingent consideration was probable and it could be measured reliably; any subsequent adjustments to the contingent consideration were always made against the cost of the acquisition. Under the revised Standard, contingent consideration is measured at fair value at the acquisition date; subsequent adjustments to the consideration are recognised against the cost of acquisition only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.
- HKFRS 3 (as revised in 2008) requires the recognition of a settlement gain or loss when the business combination in effect settles a pre-existing relationship between the Group and the acquiree.
- HKFRS 3 (as revised in 2008) requires acquisition-related costs to be accounted for separately from the business combination. As a result, the Group has recognised approximately HK\$12,414,000 of such costs as an expense in profit or loss and included in general and administrative expenses, whereas previously they would have been accounted for as part of the cost of the acquisition.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第3號（於二零零八年經修訂）「業務合併」（續）

- 香港財務報告準則第3號（於二零零八年經修訂）改變或然代價之確認及隨後會計處理規定。過往，或然代價僅於其有可能支付且其金額能被可靠地計量時方會於收購日期確認；或然代價之任何其後調整乃一直自收購成本中確認。根據經修訂準則，或然代價乃按收購日期之公平值計量；代價之其後調整僅於其在有關公平值之計量期間（最長為自收購日期起計12個月）內所獲取新資料中產生時方會於收購日期之收購成本中確認。分類為資產或負債之或然代價之所有其他其後調整乃於損益中確認。
- 香港財務報告準則第3號（於二零零八年經修訂）規定當業務合併有效結算本集團與被收購方間之預先存在關係時確認結算損益。
- 香港財務報告準則第3號（於二零零八年經修訂）規定收購相關成本將與業務合併分開入賬。因此，本集團已確認約12,414,000港元之該等成本為損益中的開支，並列入一般及行政開支，而過往此應作為收購成本之一部份入賬。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

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

HKFRS 3 (as revised in 2008) “Business combinations” (Continued)

In the current year, the application of HKFRS 3 (as revised in 2008) has affected the acquisition of Upper Value as follows:

Consolidated statement of financial position

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元
Acquisition-related costs expensed when incurred	產生時已支銷之收購相關成本	(12,414)
Decrease in goodwill recognised as a result of the application of HKFRS 3 (as revised in 2008)	因應用香港財務報告準則第3號（於二零零八年經修訂）而確認之商譽減少	(12,414)

Consolidated statement of comprehensive income

		2010 二零一零年 HK\$'000 千港元
Acquisition-related costs expensed when incurred	產生時已支銷之收購相關成本	(12,414)
Decrease in profit for the year as a result of the application of HKFRS 3 (as revised in 2008)	因應用香港財務報告準則第3號（於二零零八年經修訂）而產生之本年度溢利減少	(12,414)

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第3號（於二零零八年經修訂）「業務合併」（續）

於本年度，應用香港財務報告準則第3號（於二零零八年經修訂）對收購Upper Value產生以下影響：

綜合財務狀況表

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元
Acquisition-related costs expensed when incurred	產生時已支銷之收購相關成本	(12,414)
Decrease in goodwill recognised as a result of the application of HKFRS 3 (as revised in 2008)	因應用香港財務報告準則第3號（於二零零八年經修訂）而確認之商譽減少	(12,414)

綜合全面收益表

		2010 二零一零年 HK\$'000 千港元
Acquisition-related costs expensed when incurred	產生時已支銷之收購相關成本	(12,414)
Decrease in profit for the year as a result of the application of HKFRS 3 (as revised in 2008)	因應用香港財務報告準則第3號（於二零零八年經修訂）而產生之本年度溢利減少	(12,414)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

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

HKFRS 3 (as revised in 2008) “Business combinations” (Continued)

The impact on both basic and diluted earnings per share are summarised as below:

		2010 二零一零年	
		Basic earnings per share 每股基本盈利 HK cents 港仙	Diluted earnings per share 每股攤薄盈利 HK cents 港仙
Figures before adjustments	調整前數字	28.9	28.9
Adjustments arising from changes in accounting policies in relation to business combinations	有關業務合併之 會計政策變動 產生之調整	0.5	0.5
Figures after adjustments	調整後數字	28.4	28.4

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.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第3號（於二零零八年經修訂）「業務合併」（續）

對每股基本及攤薄盈利之影響概述如下：

		2010 二零一零年	
		Basic earnings per share 每股基本盈利 HK cents 港仙	Diluted earnings per share 每股攤薄盈利 HK cents 港仙
Figures before adjustments	調整前數字	28.9	28.9
Adjustments arising from changes in accounting policies in relation to business combinations	有關業務合併之 會計政策變動 產生之調整	0.5	0.5
Figures after adjustments	調整後數字	28.4	28.4

香港會計準則第17號之修訂本「租賃」

作為二零零九年頒佈之「香港財務報告準則之改進」之一部份，香港會計準則第17號「租賃」就租賃土地之分類作出修訂。在香港會計準則第17號之修訂前，本集團須將租賃土地分類為經營租賃並於綜合財務狀況表呈列為預付租賃款項。香港會計準則第17號之修訂本已刪除此項規定。有關修訂要求租賃土地應按香港會計準則第17號所載之一般原則分類，即以租賃資產所有權之所有風險及回報是否已絕大部份轉嫁予承租人為基準。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

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

Amendments to HKAS 17 “Leases” (Continued)

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. The adoption of amendment to HKAS 17 “Leases” had no material impact on the consolidated financial statements.

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 has applied HK INT 5 for the first time in the current year. HK INT 5 requires retrospective application.

In order to comply with the requirements set out in HK INT 5, the Group has changed its 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. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第17號之修訂本「租賃」

（續）

根據香港會計準則第17號之修訂本所載過渡條文，本集團根據其訂立租約時存在之資料對於二零一零年一月一日尚未屆滿之租賃土地之分類作重新評估。採納香港會計準則第17號之修訂本「租賃」對綜合財務報表並無重大影響。

香港詮釋第5號「財務報表之呈列—借款人對載有按要求償還條款之定期貸款之分類」

香港詮釋第5號「財務報表之呈列—借款人對載有按要求償還條款之定期貸款之分類」（「香港詮釋第5號」）澄清借款人應將載有賦予放款人無條件權利可隨時要求償還貸款之條款（「按要求償還條款」）之定期貸款分類為流動負債。本集團已於本年度首次應用香港詮釋第5號。香港詮釋第5號須追溯應用。

為符合香港詮釋第5號所載之規定，本集團已更改其有關具有按要求償還條款之定期貸款分類之會計政策。過往有關定期貸款之分類乃根據載於貸款協議之協定預定償還日期釐定。根據香港詮釋第5號，具有按要求償還條款之定期貸款乃分類為流動負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (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 a result, the Group’s bank loans that were repayable more than one year after the end of the reporting period but contain a repayment on demand clause with the aggregate carrying amount of approximately HK\$96,500,000 and HK\$150,000,000 has been reclassified from non-current liabilities to current liabilities as at 31 December 2009 and 1 January 2009 respectively. As at 31 December 2010, no bank loans (that are repayable more than one year after the end of the reporting period but contain a repayment on demand clause) have been classified as current liabilities. 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 that reflects the remaining contractual maturities.

Amendments to HKAS 32 “Classification of rights issues”

The amendments to HKAS 32 requires that rights issues, options or warrants to acquire a fixed number of the entity’s own equity instruments for a fixed amount of any currency are equity instruments if the entity offers the rights issues, options or warrants pro rata to all of its existing owners of the same class of its own non-derivative equity instruments. The Group and the Company have early adopted the amendments and the offer of rights by the Company to its shareholders on 23 June 2010 was then accounted for as an equity instrument, as required by the amendments, in the financial statements of the Group and the Company. The early adoption of the amendments has had no material impact on the reported results, basic and diluted earnings per share and the financial position of the Group.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港詮釋第5號「財務報表之呈列—借款人對載有按要求償還條款之定期貸款之分類」（續）

因此，本集團總賬面值分別為約96,500,000港元及150,000,000港元之銀行貸款（須於報告期末後之一年後償還，但載有按要求償還條款）已自於二零零九年十二月三十一日及二零零九年一月一日之非流動負債重新分類為流動負債。於二零一零年十二月三十一日，概無銀行貸款（須於報告期末後之一年後償還，但載有按要求償還條款）分類為流動負債。應用香港詮釋第5號對本年度及過往年度所呈報之損益並無任何影響。

有關定期貸款已呈列於反映餘下合約到期日之金融負債到期分析中之最早時段。

香港會計準則第32號之修訂本「供股發行之分類」

香港會計準則第32號之修訂本規定倘實體按比例提呈以任何貨幣之固定金額購入實體本身固定數量之股本工具之供股、購股權或認股權證予其同類別本身非衍生股本工具之所有現有擁有人，則該等供股、購股權或認股權證均屬股本工具。本集團及本公司已提早採納此修訂本，而本公司於二零一零年六月二十三日提呈供股權予其股東其後按該修訂本規定於本集團及本公司之財務報表內入賬列為股本工具。提早採納此修訂本並無對本集團之呈報業績、每股基本及攤薄盈利及本集團之財務狀況造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

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

New and revised standards, amendments and interpretations issued but not yet effective

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

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010 ¹
HKFRS 7 (Amendments)	Disclosures – Transfers of financial assets ³
HKFRS 9	Financial instruments ⁴
HKAS 12 (Amendments)	Deferred tax: Recovery of underlying assets ⁵
HKAS 24 (as revised in 2009)	Related party disclosures ⁶
HK (IFRIC) – INT 14 (Amendments)	Prepayments of a minimum funding requirement ⁶
HK (IFRIC) – INT 19	Extinguishing financial liabilities with equity instruments ²

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

² Effective for annual periods beginning on or after 1 July 2010.

³ Effective for annual periods beginning on or after 1 July 2011.

⁴ Effective for annual periods beginning on or after 1 January 2013.

⁵ Effective for annual periods beginning on or after 1 January 2012.

⁶ Effective for annual periods beginning on or after 1 January 2011.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂準則、修訂及詮釋

本集團並未提早應用以下已頒佈但尚未生效之新訂及經修訂準則、修訂及詮釋：

香港財務報告準則 (修訂本)	於二零一零年頒佈之香港財務報告準則之改進 ¹
香港財務報告準則第7號 (修訂本)	披露—轉讓金融資產 ³
香港財務報告準則第9號	金融工具 ⁴
香港會計準則第12號 (修訂本)	遞延稅項：收回相關資產 ⁵
香港會計準則第24號 (於二零零九年經修訂)	關連人士披露 ⁶
香港（國際財務報告詮釋委員會）—詮釋第14號 (修訂本)	最低資金要求之預付款項 ⁶
香港（國際財務報告詮釋委員會）—詮釋第19號	以股本工具抵銷金融負債 ²

¹ 於二零一零年七月一日或二零一一年一月一日（如適用）或之後開始之年度期間生效。

² 於二零一零年七月一日或之後開始之年度期間生效。

³ 於二零一一年七月一日或之後開始之年度期間生效。

⁴ 於二零一三年一月一日或之後開始之年度期間生效。

⁵ 於二零一二年一月一日或之後開始之年度期間生效。

⁶ 於二零一一年一月一日或之後開始之年度期間生效。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

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

New and revised standards, amendments and interpretations issued but not yet effective (Continued)

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. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂準則、修訂及詮釋（續）

香港財務報告準則第9號「金融工具」（於二零零九年十一月頒佈）引入金融資產分類及計量之新規定。香港財務報告準則第9號「金融工具」（於二零一零年十一月經修訂）增加有關金融負債及終止確認之規定。

- 根據香港財務報告準則第9號，所有於香港會計準則第39號「金融工具：確認及計量」範圍內之已確認金融資產隨後按攤銷成本或公平值計量。具體而言，業務模式以收取有合約現金流為目的，而有合約現金流僅為支付本金及尚未償還本金之利息而持有之債務投資，一般於其後之會計期間結束時按攤銷成本計量。所有其他債務投資及股本投資於其後之會計期間結束時按其公平值計量。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

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

New and revised standards, amendments 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 of the Company anticipate that HKFRS 9 that will be adopted in the Group's consolidated financial statements for financial year ending 31 December 2013 and that the application of the new standard will have impact on classification and measurement of available-for-sale investments reported in respect of the Group's financial assets and may affect the classification and measurement of the Group's other financial assets.

The Directors of the Company anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the financial performance and financial position of the Group.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂準則、修訂及詮釋（續）

- 就金融負債而言，重大變動與被指定為按公平值計入損益之金融負債有關。尤其是，根據香港財務報告準則第9號，就指定為按公平值計入損益之金融負債而言，由該項負債之信貸風險變動引起之金融負債公平值變動金額於其他全面收益呈列，除非於其他全面收益呈列該項負債信貸風險變動之影響將會導致或擴大損益之會計錯配。由金融負債之信貸風險引起之公平值變動其後不會於損益重新分類。而之前根據香港會計準則第39號之規定，指定為按公平值計入損益之金融負債之所有公平值變動金額均於損益中呈列。

香港財務報告準則第9號乃於二零一三年一月一日或之後開始之年度期間生效，並准許提早應用。

本公司董事預計香港財務報告準則第9號將於本集團截至二零一三年十二月三十一日止財政年度之綜合財務報表中予以採納，而應用此新準則將會對本集團金融資產所呈報可供出售投資之分類及計量造成影響，及或會對本集團其他金融資產之分類及計量造成影響。

本公司董事預期，應用其他新訂及經修訂準則、修訂或詮釋不會對本集團之財務表現及財務狀況造成任何重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

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

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

Basis of consolidation

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

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

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

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

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

3. 主要會計政策

該等綜合財務報表乃按過往成本法編製，惟若干物業及金融工具如下文所載主要會計政策所述乃按重估金額或公平值計算。

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表已載入聯交所證券上市規則及香港公司條例規定之適用披露。

綜合基準

綜合財務報表包括本公司及本公司控制之實體（其附屬公司）之財務報表。當本公司有權決定一個實體之財務及營運政策，從而透過其活動獲利時即取得該實體之控制權。

綜合全面收益表包括於本年度所購入或出售之附屬公司之業績，由有效收購日期起計或計至有效出售日期（倘適用）。

如有需要，附屬公司之財務報表會作出調整，以使其會計政策與本集團其他成員公司採用之會計政策一致。

所有集團內部交易、結餘、收入及開支已於綜合賬目時對銷。

於附屬公司之非控股權益與本集團之權益分開呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

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.

3. 主要會計政策 (續)

業務合併

於二零一零年一月一日或之後進行之業務合併

收購業務以收購法入賬。業務合併所轉讓之代價乃按計算為本集團轉讓資產收購日期的公平值、本集團轉嫁予被收購方前擁有人之負債與本集團為換取被收購方控制權而發行之股本權益總和之公平值計值。收購相關成本一般於產生時在損益中確認。

於收購日期，所收購可辨識資產及所承擔負債乃按其於收購日期之公平值確認，惟以下情況除外：

- 遞延稅項資產或負債及與僱員福利安排有關之負債或資產分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份支付款項之交易有關或以本集團以股份支付款項之交易取代被收購方以股份支付款項之交易有關之負債或權益工具，乃於收購日期按香港財務報告準則第2號「以股份支付款項」計量；及
- 根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」分類為持作出售之資產（或出售組別）根據該準則計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations (Continued)

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

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 is initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

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. 主要會計政策 (續)

業務合併 (續)

於二零一零年一月一日或之後進行之業務合併 (續)

商譽是以所轉撥之代價、非控股權益於被收購方中所佔金額、及收購方以往持有之被收購方權益之公平值(如有)之總和,減所收購可辨識資產及所承擔負債於收購日期之淨值後,所超出之差額計值。倘經過評估後,所收購可辨識資產與所承擔負債於收購日期之淨額高於轉撥之代價、非控股權益於被收購方中所佔金額以及收購方以往持有之被收購方權益之公平值(如有)之總和,則差額即時於損益內確認為議價收購收益。

屬現時擁有權權益並賦予擁有人權利,於清盤時按比例分佔實體之淨資產的非控股權益,可初步按非控股權益應佔被收購方可辨識資產淨值已確認金額的比例計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債,或然代價按其收購日期公平值計量並視為於業務合併中所轉撥代價之一部份。或然代價之公平值變動如適用計量期間調整則追溯調整,並根據商譽或議價收購收益作出相應調整。計量期間調整為於計量期間就於收購日期存在之事實及情況獲得之其他資料產生之調整。計量期間自收購日期起計,不超過一年。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

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.

3. 主要會計政策 (續)

業務合併 (續)

於二零一零年一月一日或之後進行之業務合併 (續)

或然代價之公平值變動之隨後入賬如不適用計量期間調整，則取決於或然代價如何分類。分類為權益之或然代價並無於隨後報告日期重新計量，而其隨後結算於權益內入賬。分類為資產或負債之或然代價根據香港會計準則第39號或香港會計準則第37號「撥備、或然負債及或然資產」（如適用）於隨後報告日期重新計量，而相應之收益或虧損於損益中確認。

倘業務合併分階段完成，本集團先前於被收購公司持有之股權重新計量至收購日期（即本集團獲得控制權當日）之公平值，而所產生之收益或虧損（如有）於損益中確認。過往於收購日期前於其他全面收入確認之被收購公司權益所產生金額重新分類至損益（倘有關處理方法適用於出售權益）。

先前持有之股權之價值變動於其他全面收入中確認及於收購日期之前於權益累計，而該價值變動於本集團獲得對被收購公司之控制權時重新分類至損益。

倘業務合併之初步會計處理於合併發生之報告期末前尚未完成，則本集團報告未完成會計處理之項目臨時數額。該等臨時數額會於計量期間（見上文）予以調整，或確認額外資產或負債，以反映於收購日期已存在而據所知可能影響該日已確認金額之事實與情況所取得之新資訊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations (Continued)

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.

Goodwill arising on acquisition was recognised as an asset and initially measured at cost, being the excess of the cost of the acquisition over the Group's interest in the recognised amounts of the identifiable assets, liabilities and contingent liabilities recognised. If, after assessment, the Group's interest in the recognised amounts of the acquiree's identifiable assets, liabilities and contingent liabilities exceeded the cost of the acquisition, the excess was recognised immediately in profit or loss.

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.

Business combinations achieved in stages were accounted for as separate steps. Goodwill was determined at each step. Any additional acquisition did not affect the previously recognised goodwill.

3. 主要會計政策 (續)

業務合併 (續)

於二零一零年一月一日前進行之業務合併

收購業務乃按收購法入賬。收購成本之計量乃按本集團為取得被收購公司之控制權而已給予之資產、已產生或承擔之負債及已發行之股本工具於交易當日之公平值總和，加上業務合併直接應佔成本計量。被收購公司符合相關確認條件之可識別資產、負債及或然負債於收購日期一般按其公平值確認。

收購所產生之商譽（即收購成本超出本集團所佔已確認可識別資產、負債及或然負債之已確認權益數額之部份）乃確認為資產，並初步按成本計量。倘於評估後，本集團所佔被收購公司可識別資產、負債及或然負債之已確認權益數額高於收購成本，則該超出部份即時於損益確認。

於收購公司之少數股東權益初步按少數股東權益所佔被收購公司之已確認資產、負債及或然負債之已確認數額比例計算。

或然代價倘及僅會於有可能發生及能夠可靠計量情況下方會確認。往後調整或然代價會確認於收購成本。

以分階段形式進行之業務合併按階段分別入賬。商譽於每階段分別確定。任何新增收購均不會影響以往已確認之商譽。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses and is presented as an intangible asset.

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of comprehensive income. An impairment loss for goodwill is not reversed in subsequent periods.

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

Interests in associates

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

3. 主要會計政策 (續)

商譽

收購一項業務所產生之商譽按成本減任何累計減值虧損入賬並列作無形資產。

就減值測試而言，商譽乃被分配到各現金產生單位，或預期從合併之協同效應中受益之現金產生單位組別。

已獲分配商譽之現金產生單位每年或當單位有可能出現減值之跡象時更頻繁地進行減值測試。就於某個報告期間之收購所產生之商譽而言，已獲分配商譽之現金產生單位於該報告期末前進行減值測試。當現金產生單位之可收回數額少於該單位之賬面值，則減值虧損將被首先分配，以削減分配到該單位，及其後以單位各資產之賬面值為基準按比例分配到該單位之其他資產之任何商譽之賬面值。商譽之任何減值虧損乃直接於綜合全面收益表之損益內確認。商譽之減值虧損於其後期間不可撥回。

於出售有關現金產生單位時，被資本化之商譽之應佔金額於出售時計入釐定損益之金額。

聯營公司權益

聯營公司是指一家投資者對其有重大影響之實體，而其並非為附屬公司或於合營企業之權益。重大影響乃指擁有參與該投資對象之財務及經營決策之能力，惟並不控制或共同控制該等政策。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Interests in associates (Continued)

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are 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 (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the 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. 主要會計政策 (續)

聯營公司權益 (續)

聯營公司之業績及資產與負債以權益會計法計入此等綜合財務報表內。根據權益法，於聯營公司之投資初步在綜合財務狀況表按成本確認，並於其後就確認本集團應佔該聯營公司之損益及其他全面收入而作出調整。當本集團應佔一間聯營公司之虧損等於或超越其於該聯營公司之權益（包括任何實質上構成本集團於該聯營公司之投資淨額之長期權益）時，本集團終止確認其應佔之進一步虧損。當本集團產生法定或推定責任或代表該聯營公司付款時，方會確認額外虧損。

任何收購成本超出本集團應佔於收購日期確認之聯營公司可識別資產、負債及或然負債公平淨值之差額乃確認為商譽。有關商譽計入該投資之賬面值。

本集團應佔可識別資產、負債及或然負債之公平淨值超逾收購成本之任何數額會於重估後立即於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Interests in associates (Continued)

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.

3. 主要會計政策 (續)

聯營公司權益 (續)

香港會計準則第39號的規定被應用以釐定是否需要就本集團於聯營公司的投資確認任何減值虧損。於需要時，該項投資的全部賬面值（包括商譽）會根據香港會計準則第36號「資產減值」以單一資產的方式進行減值測試，方法是比較其可收回金額（即使用價值與公平值減出售成本的較高者）與其賬面值。任何已確認的減值虧損構成該項投資的賬面值的一部份，有關減值虧損的任何撥回乃於該項投資的可收回金額其後增加的情況下根據香港會計準則第36號確認。

由二零一零年一月一日起，若出售聯營公司會導致本集團失去對該聯營公司之重大影響力，則任何保留之投資會按當日之公平值計量，並以其根據香港會計準則第39號首次確認為金融資產之公平值作其公允價值。先前保留權益應佔聯營公司賬面值與其公平值之間的差額，乃計入出售該聯營公司之損益。此外，本集團會將先前在其他全面收益就該聯營公司確認之所有金額入賬，基準與該聯營公司直接出售相關資產或負債的基準相同。因此，若該聯營公司先前已確認列於其他全面收益之損益，則會於出售相關資產或負債時重新分類至損益，當本集團失去對該聯營公司之重大影響力時，本集團將收益或虧損由權益重新分類至損益（作為重新分類調整）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Interests in associates (Continued)

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

Revenue recognition

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

Sales of goods are recognised when goods are delivered and risks and rewards of ownership have been passed.

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.

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

Leasing

Leases are classified as finance leases when 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.

3. 主要會計政策 (續)

聯營公司權益 (續)

倘一集團實體與其聯營公司交易，與該聯營公司交易所產生的損益僅會在有關聯營公司的權益與本集團無關的情況下，才會在本集團的綜合財務報表確認。

收益確認

收益按已收或應收代價的公平值計算，即日常業務中所售出貨品及所提供服務之應收款項減折扣、退貨及銷售相關稅項之數額。

貨品銷售乃於貨品交付及所有權之風險及回報轉讓後確認。

金融資產之利息收入乃參考尚未償還之本金及當時適用之實際利率按時間基準累計。實際利率指將估計日後所得現金按金融資產估計可使用年期折讓至資產賬面淨值之利率。

投資股息收入於本集團獲派股息之權利確立時確認。

租約

當租約之條款實質上將擁有權之絕大部分風險及回報轉移至承租人，租約被分類為融資租約。所有其他租約被分類為經營租約。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing *(Continued)*

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.

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, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease. 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. 主要會計政策 (續)

租約 (續)

本集團作為承租人

經營租賃應付租金按直線基準在各租賃期間確認為費用，惟另有系統基準更能反映耗盡租賃資產所得經濟利益之時間模式除外。

倘訂立經營租約可獲得租賃優惠，則有關優惠確認為負債。優惠的利益總額按直線基準確認為租金支出減少，惟另有系統基準更能反映耗盡租賃資產所得經濟利益之時間模式除外。

租賃土地和樓宇

倘租約包括土地及樓宇部份，則本集團根據對各部份的擁有權所附帶的絕大部份風險及回報是否已轉讓予本集團的評估，獨立將各部份分類評估為融資或經營租賃，除非明顯兩個部份均為經營租約，在該情況下，整份租約分類為經營租約。具體而言，最低租賃付款（包括任何一次過預付款項）乃按租賃土地部份及樓宇部份於租約開始時的租賃權益相對公平價值比例於土地及樓宇部份之間分配。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

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. 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.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded in the respective functional currency, i.e. the currency of the primary economic environment in which the entity operates, at the rates of 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 included 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.

3. 主要會計政策 (續)

租約 (續)

租賃土地和樓宇 (續)

倘能可靠分配租賃款項，作為經營租約入賬的租賃土地權益於綜合財務狀況表內呈列為「預付租賃款項」並按直線法於租賃期內攤銷。當租賃款項未能於土地及樓宇部份之間可靠分配時，整份租約一般分類為融資租約並作為物業、廠房及設備入賬。

外幣

於編製各集團實體之財務報表時，以該實體之功能貨幣以外貨幣（外幣）進行之交易乃按交易日期之適用匯率折算為各自之功能貨幣（即該實體經營所在之主要經濟環境所使用之貨幣）記錄。於報告期間結束時，以外幣列值之貨幣項目按該日之適用匯率重新換算。按公平值入賬及以外幣列值之非貨幣項目按公平值釐定當日之適用匯率重新換算。以外幣及按過往成本計算之非貨幣項目不進行重新換算。

因結算貨幣項目及換算貨幣項目而產生之匯兌差額，於該等差額產生期間之損益內確認。按公平值入賬之非貨幣項目因重新換算而產生之匯兌差額計入當期損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies (Continued)

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

From 1 January 2010 onwards, on the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

3. 主要會計政策 (續)

外幣 (續)

就綜合財務報表呈列而言，本集團之業務資產及負債乃按於報告期間結束時之適用匯率換算為本集團之呈列貨幣（即港元）。收入及開支項目按該年度之平均匯率換算，除非於該期間之匯率大幅波動則除外，於此情況下，則按交易日之匯率換算。產生之匯兌差額（如有）乃按於其他全面收益內確認及於權益（外匯浮動儲備）內累計。

自二零一零年一月一日起，出售海外業務（例如出售本集團於海外業務的全部權益，或出售涉及失去一間附屬公司（包括海外業務）控制權、失去一間共同控制實體（包括海外業務）的共同控制權、或失去對一間聯營公司（包括海外業務）的重大影響力）時有關本公司擁有人應佔業務的所有於權益中的累計匯兌差額將重新分類為損益。此外，就部分出售（即並不引致本集團失去控制權）一間附屬公司而言，按比例所佔的累計匯兌差額乃重新計入非控股權益且不會在於損益中確認。就所有其他部分出售（即部分出售聯營公司或共同控制實體並不引致本集團失去重大影響力或共同控制權）而言，按比例所佔的累計匯兌差額將重新分類至損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies (Continued)

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the exchange fluctuation reserve.

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 the 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 benefits scheme including Mandatory Provident Fund Scheme and the employee's pension schemes of the respective municipal government in various places in the PRC where the Group operates are charged as an expense when employees have rendered service entitling them to the contributions.

3. 主要會計政策 (續)

外幣 (續)

因於二零零五年一月一日或之後收購海外業務而對所購入之可識別資產作出之商譽及公平值調整被視為該海外業務之資產及負債，按報告期間結束時適用之匯率換算。所產生之匯兌差額在外匯浮動儲備中確認。

借貸成本

購買、興建或製造合資格資產之直接應佔借貸成本，乃撥充該等資產之成本，直至有關資產大致上可作擬定用途或銷售為止，而合資格資產為需較長時間預備以用於擬定用途或銷售之資產。借貸擬應用於合資格資產之短期投資所賺取之投資收入自合資格資本化之借貸成本中扣除。

所有其他借貸成本於發生期間在損益內確認。

退休福利成本

界定供款退休福利計劃付款包括強制性公積金計劃及本集團經營所在之中國各地市政府之僱員退休金計劃，於僱員提供服務而享有有關供款時入賬列作開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

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 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 differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

3. 主要會計政策 (續)

稅項

所得稅支出指現時應付稅項及遞延稅項之總額。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合全面收益表中所報溢利不同，此乃由於前者不包括在其他年度應課稅或可扣稅收入或開支，並且不包括不能課稅或不可扣稅之項目。本集團之當期稅項負債採用於報告期間結束時已頒佈或實質頒佈之稅率計算。

遞延稅項為就綜合財務報表資產及負債賬面值及用以計算應課稅溢利相應稅基之差額而確認之稅項。遞延稅項負債通常會就所有應課稅臨時差額確認。遞延稅項資產通常會在應課稅溢利足以用作抵扣臨時差額的限度內，才予以確認。若於一項交易中，因商譽或因企業合併以外原因初次確認其他資產及負債而引致之臨時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

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 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.

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.

3. 主要會計政策 (續)

稅項 (續)

遞延稅項資產之賬面值於報告期間結束時作檢討，並在沒可能會有足夠應課稅溢利恢復全部或部分資產價值時作調減。

遞延稅項負債就於與附屬公司及聯營公司之投資有關之應課稅暫時差額予以確認，除非本集團有能力控制暫時差額撥回，而暫時差額很可能不會於可見將來撥回。與該等投資及權益相關之可扣減臨時差額所產生之遞延稅項資產，僅在按可能出現可利用臨時差額扣稅之應課稅溢利時，並預期於可見將來撥回。

遞延稅項資產及負債乃按預期於負債獲償還或資產變現期間的適用稅率（以報告期末已生效或實質上已生效的稅率（及稅法）為基準）計算。遞延稅項負債及資產的計算，反映了本集團於報告期末所預期對收回或償還其資產及負債之賬面值的方式所產生的稅務結果。遞延稅項於損益確認，惟當其與於其他全面收益確認或直接於權益確認的項目相關（於該情況下，遞延稅項亦分別於其他全面收益確認或直接於權益確認）時除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to profit or loss over the useful lives of the related assets. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Property, plant and equipment

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

3. 主要會計政策 (續)

政府補助

政府補助乃當可合理保證本集團將符合其附帶之條件且該等補助將收取時方予確認。

政府補助於本集團確認補助擬補償的相關成本開支期間，有系統地於損益賬確認。特別是，首要條件為本集團應購買、建設或以其他方式收購非流動資產之政府補助乃於綜合財務狀況表內確認為有關資產賬面值的一項扣減，並於有關資產的可使用年期內轉撥至損益賬。用作補償本集團已產生開支或虧損或旨在為本集團提供即時財務資助（而無未來相關成本）的應收政府補助，乃於應收期間於損益賬確認。

物業、廠房及設備

持有作生產及行政用途之租賃土地及辦公室樓宇按其重估金額（即於重估日期之公平值減其後任何累積折舊及其後任何減值虧損）於綜合財務狀況表中列賬。重估將會定期進行，以使賬面值不會與於報告期末採用之公平值所釐定之金額相差過大。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment *(Continued)*

Any revaluation increase arising on revaluation of land and buildings is recognised in other comprehensive income and accumulated in the land and building 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 the profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of such land and buildings is recognised in profit or loss to the extent that it exceeds the balance, if any, held in the land and building revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus remaining in the land and building revaluation reserve is transferred directly to accumulated profits.

Property, plant and equipment (other than leasehold land and office building and construction in progress) are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses.

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

3. 主要會計政策 (續)

物業、廠房及設備 (續)

任何重估該等土地及樓宇所產生之重估增值均於其他全面收益確認並於土地及樓宇重估儲備累計，惟與該資產先前於損益賬確認為開支之重估減值對銷時除外，在此情況下，重估增值按先前已扣除之重估減值計入損益賬。重估該等土地及樓宇所產生之賬面淨值減少若超過該項資產於先前之有關重估土地及樓宇重估儲備之餘額（如有），則於損益賬確認。其後出售或棄用一項重估資產時，土地及樓宇重估儲備內餘下之應估重估盈餘將直接撥入累計溢利中。

物業、廠房及設備（租賃土地及辦公室樓宇以及在建工程除外）乃按成本減其後累計折舊及任何累計減值虧損列賬。

除在建工程外，折舊乃按物業、廠房及設備項目之估計可用年期及估計之殘值以直線法撇銷其成本或公平值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment *(Continued)*

Construction in progress represents property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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

Intangible assets

Intangible assets acquired separately

Intangible assets acquired separately and with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

3. 主要會計政策 (續)

物業、廠房及設備 (續)

在建工程指用作生產或自用用途之在建物業、廠房及設備。在建工程以成本扣除任何已確認減值虧損列賬。在建工程於竣工及可作擬定用途時分類為適當之物業、廠房及設備類別。該等資產於可作擬定用途時，按其他物業資產之基準作出折舊。

物業、廠房及設備項目於出售或當預期持續使用該資產將不會產生未來經濟利益時終止確認。於終止確認該資產時產生之任何收益或虧損（以出售所得款項淨額與該項目之賬面值之差額計算）乃計入於該項目終止確認年度之綜合全面收益表內。

無形資產

獨立收購之無形資產

獨立收購且擁有有限使用年期之無形資產按成本減累計攤銷及任何累計減值虧損呈列。擁有有限使用年期之無形資產以直線法於估計可使用年期內攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Intangible assets (Continued)

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill and are initially recognised of their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the profit or loss when the assets is derecognised.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

3. 主要會計政策 (續)

無形資產 (續)

於業務合併中所收購之無形資產

於業務合併中所收購之無形資產乃自商譽分開識別及確認，並初步確認彼等於收購日期之公平值（視為彼等之成本）。

初步確認後，擁有有限使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。擁有有限使用年期之無形資產以直線法於其估計可使用年內攤銷。

因終止確認無形資產而產生之損益按出售所得款項淨額與資產賬面值之差額計量，並於終止確認資產時於損益賬確認。

存貨

存貨乃按成本及可變現淨值之較低者列賬。成本包括直接材料與（倘適用）直接勞工成本及將存貨運往現有地點及達致現有狀況所涉及開支。成本按加權平均法計算。可變現淨值是根據估計售價減所有預期完工成本及就推廣、銷售及分銷而產生之成本後之價值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments

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

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"), loans 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. The accounting policies adopted in respect of each category of financial assets are set out below.

3. 主要會計政策 (續)

金融工具

倘集團實體成為工具合約條文之訂約方，則於綜合財務狀況表中確認金融資產及金融負債。金融資產及金融負債初步按公平值計算。因收購或發行金融資產及金融負債（不包括按公平值計入損益之金融資產及金融負債）而直接產生之交易成本，於初次確認時加入金融資產之公平值或自金融負債之公平值扣除（如適用）。因收購按公平值計入損益之金融資產或金融負債而直接產生之交易成本即時於綜合全面收益表確認。

金融資產

本集團之金融資產分類至以下三種分類之一，包括按公平值計入損益之金融資產（「按公平值計入損益」）、貸款及應收款項及可供出售金融資產。所有一般性購買或銷售金融資產按交易日期基準確認或終止確認。一般性購買或銷售為按於市場規定或慣例確立之時間期限內交付資產之金融資產之購買或銷售。每類金融資產採納之會計政策載列如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments *(Continued)*

Financial assets *(Continued)*

Effective interest method

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

Income is recognised on an effective interest basis for debt instruments other than those financial assets designated at FVTPL, of which interest income is included in investment income.

Financial assets at FVTPL

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

實際利率法

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入(包括所有支付或收取構成整體實際利率之費用及利率差價、交易成本及其他所有溢價或折價)按金融資產之預期使用年期,或較短期間(倘適用)實際折現之利率。

就債務工具(按公平值計入損益之金融資產除外,其利息收入計入投資收入)而言,收入按實際利率基準確認。

按公平值計入損益之金融資產

按公平值計入損益之金融資產分為兩個次類別,包括持作買賣之金融資產及於初步確認時指定按公平值計入損益之金融資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL (Continued)

A financial asset is classified as held for trading if:

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

Held for trading investments are measured at fair value, which 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 assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of the reporting period subsequent to initial recognition, loans and receivables (including trade receivables, other receivables, loan receivables, loan to an associate, time deposits, cash and bank balances and pledged bank deposits) are carried at amortised cost using the effective interest method, less any identified impairment losses.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

按公平值計入損益之金融資產 (續)

金融資產在以下情況分類持作買賣：

- 其主要為於不久將來出售而購買；或
- 其為本集團共同管理之已辨認金融工具組合之一部分，且最近有短期獲利之實際模式；或
- 其為衍生工具，但並非為指定及有效之對沖工具。

持作買賣投資乃以公平值計量，因重新計量而產生之公平值變動於出現期間直接在損益賬確認。在損益賬確認之淨損益不包括金融資產所賺取之任何股息或利息。

貸款及應收款項

貸款及應收款項為附帶固定或可釐定付款之非衍生性質金融資產，且並無在活躍市場報價。於首次確認後之報告期末，貸款及應收款項（包括應收貿易賬款、其他應收款項、應收貸款、聯營公司貸款、定期存款、現金及銀行結餘及已抵押銀行存款）採用實際利率法按攤銷成本，減任何已識別減值虧損列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Available-for-sale financial assets

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

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of the reporting period subsequent to initial recognition.

Impairment of financial assets

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

Objective evidence of impairment could include:

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

可供出售金融資產

可供出售金融資產為非衍生項目，無論是否指定或劃分為按公平值計入損益之金融資產、貸款及應收款項或持至到期投資。

就可供出售之股本投資而言，倘並無活躍市場之市價報價，而其公平值未能可靠計算，則可供出售之股本投資於首次確認後之報告期末按成本值減任何已識別減值虧損計算。

金融資產減值

在報告期末會評估金融資產（按公平值計入損益之金融資產除外）是否有任何減值跡象。倘若有任何客觀證據表明，由於一個或多個於初始確認金融資產後發生之事項，金融資產之估計未來現金流受到影響，則金融資產會予以減值。

減值之客觀證據可能包括：

- 發行人或交易對方出現嚴重財務困難；或
- 欠繳或拖欠利息或本金付款；或
- 借款人很有可能將宣告破產或進行財務重組。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments *(Continued)*

Impairment of financial assets (Continued)

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period of 90 – 180 days, observable changes in national or local economic conditions that correlate with default on receivables.

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產減值 (續)

對於若干種類之金融資產，例如應收貿易賬款，資產不會被單個評估減值而是作為一個整體評估。應收賬款組合減值之客觀證據可能包括本集團之過往收款經驗，組合內延遲還款至超逾90至180天之信貸期之次數增加，以及與應收賬款逾期有關之全國或地方經濟狀況明顯改變。

就以攤銷成本列值之金融資產而言，如果有客觀證據表明資產發生減值，則減值虧損會在綜合全面收益表中確認，並按資產賬面值與按原實際利率對估計未來現金流量進行折現後之現值兩者之間之差額計量。

有關以成本列值之金融資產，減值虧損按資產賬面值與按類似金融資產當時之市場回報率對估計未來現金流量進行折現後之現值兩者之間之差額計量。有關減值虧損不會在其後期間轉回。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments *(Continued)*

Impairment of financial assets (Continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in consolidated statement of comprehensive income. When trade receivables and other receivables are considered uncollectible, they are written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to consolidated statement of comprehensive income.

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 consolidated statement of comprehensive income 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.

3. 主要會計政策 (續)

金融工具 (續)

金融資產減值 (續)

對於所有金融資產，金融資產賬面值會直接因減值虧損而減少，但應收貿易賬款及其他應收款項除外，在此情況下，賬面值通過採用備抵賬減少。備抵賬賬面值之變動在綜合全面收益表中確認。當應收貿易賬款及其他應收款項視為不可收回，則會與備抵賬撇銷。以前撇銷而其後收回之款項，會計入綜合全面收益表。

有關以已攤銷成本計量之金融資產，在後續期間，如果減值虧損金額減少，而有關減少客觀上與確認減值虧損之後發生之事項有聯繫，則以前確認之減值虧損會透過綜合全面收益表轉回，但該轉回不應導致該資產在減值轉回日期之賬面值超過不確認減值情況下之已攤銷成本。

可供出售之股本投資之減值虧損將不會在其後期間於損益內撥回。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities including trade payables, other payables, bank loans, senior notes, amounts due to non-controlling shareholders and amount due to immediate holding company are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本權益

由集團實體發行之金融負債及股本工具按所訂立之合約安排性質，以及金融負債及股本工具之定義而分類。股本工具為證明本集團資產剩餘權益（經扣除其所有負債）之任何合約。

實際利率法

實際利率法乃計算金融負債之攤銷成本及按有關期間攤分利息開支之方法。實際利率乃將估計日後現金付款按金融負債之預期使用年期，或較短期間（倘適用）實際折現至於初步確認時之賬面淨值之利率。

利息支出按實際利率基準確認。

金融負債

金融負債包括應付貿易賬款、其他應付款項、銀行貸款、優先票據、應付非控股股東款項及應付直屬控股公司款項，其後按攤銷成本採用實際利率法計量。

股本工具

由本公司發行之股本工具按收取之款項入賬扣除直接發行成本。購回本公司自身之股本工具直接在權益中確認及扣除。購買、出售、發行或註銷本公司自身之股本工具不在損益中確認收益或虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments *(Continued)*

Financial liabilities and equity *(Continued)*

Non-redeemable convertible preference shares

Non-redeemable convertible preference shares in which the Group has no contractual obligation to redeem and will be only settled by the exchange of fixed number of the Group's own equity instruments is classified as equity instruments. On initial recognition, the fair value of the equity instrument is determined using the fair value of the Company's own ordinary share.

The balance will be transferred to share capital and share premium once preference shares are converted. Any excess of par value of issued ordinary shares will be transferred to share premium.

Derecognition

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire, or the 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 any cumulative gain or loss that had been recognised in other comprehensive income is recognised in consolidated statement of comprehensive income.

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.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本權益 (續)

不可贖回可轉換優先股

本集團並無合約責任贖回並將僅透過交換固定數目之本集團自身股本工具結算之不可贖回可轉換優先股分類為股本工具。於初步確認後，股本工具之公平值使用本公司自身普通股之公平值釐定。

一旦轉換優先股，餘額將轉撥至股本及股份溢價。超過已發行普通股面值之部分將轉至股份溢價。

終止確認

若從資產收取現金流之合約權利已屆滿，或資產已轉讓及本集團已將其於金融資產擁有權之絕大部分風險及回報轉移，則金融資產將被終止確認。終止確認其實體之金融資產時，資產賬面值與已收及應收代價及已於其他全面收益確認之任何累計損益之總和之差額，將於綜合全面收益表中確認。

倘於有關合約訂明之責任獲解除、取消或屆滿，則終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額乃於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Share-based payment transactions

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve).

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

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

3. 主要會計政策 (續)

以股份支付款項之交易

所獲服務之公平值參考購股權於授出日期之公平值釐定，於歸屬期內以直線法支銷，並相應增加股本（購股權儲備）。

本集團於報告期結束時修訂其對預期最終歸屬之購股權數目之估計。歸屬期內修訂該等估計之影響（如有）於損益中確認，並對購股權儲備作出相應調整。

購股權獲行使時，過往於購股權儲備確認之數額將轉撥至股份溢價。當購股權於歸屬日期後遭收回或於屆滿日期仍未獲行使，則過往於購股權儲備確認之數額將轉撥至累計虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment losses on tangible and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any 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. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

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

3. 主要會計政策 (續)

有形資產及無形資產(商譽除外)之減值虧損

本集團於報告期結束時審閱其有形資產及無形資產之賬面值，以釐定是否有跡象顯示該等資產已出現減值虧損。如有跡象顯示該等資產出現減值虧損，則估算其可收回金額以釐定減值虧損之限額，如有。如估計資產之可收回數額低於其賬面值，則該資產之賬面值削減至其可收回數額。除非有關資產根據另一標準入賬列為重估款項(在此情況下，減值虧損視為該標準項下之一項重估虧損)，否則減值虧損隨即確認為一項開支。

如其後減值虧損情況逆轉，則該資產之賬面值增加至其可收回數額之經修訂估計價值，惟如於過往年度並無就該資產確認任何減值虧損，則賬面值之增幅不得超逾已釐定之賬面值。除非有關資產根據另一標準入賬列為重估款項(在此情況下，減值虧損之撥回視為該標準項下之一項重估增加)，否則減值虧損之撥回隨即確認為收入。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies which are described in note 3, management has made various estimates based on past experience, expectations of the future and other information. 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, are discussed below.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the cash flow projection covering a 10-year period based on financial budgets approved by management and a discount rate of 7.9% (2009: 8%) per annum. Cash flow beyond the 5-year period are extrapolated with zero growth rate. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2010, the carrying amount of goodwill is approximately HK\$2,591,704,000 (31.12.2009: HK\$794,052,000).

4. 不確定估計主要來源

於應用本集團載於附註3之會計政策時，管理層根據過往經驗，對未來及其他資料之預期作出各種估計。於報告期結束時構成重大風險，導致下個財務年度資產及負債之賬面值須作出重大調整而有關未來之主要假設及不確定估計之其他主要來源披露如下：

商譽減值

釐定商譽是否減值須對商譽被分配至之現金產生單位之使用價值作出估計。使用價值之計算方法規定本集團按管理層所批准涵蓋期達10年之財務預算以及每年7.9%（二零零九年：8%）之折現率估計預測現金流量。於5年期之後之現金流量按零增長率推斷。倘實際未來現金流量少於預期值，則可能產生重大減值虧損。於二零一零年十二月三十一日，商譽之賬面值約為2,591,704,000港元（二零零九年十二月三十一日：794,052,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

5. SEGMENT INFORMATION

The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other operating segments. Summary details of the Group's operating and reportable segments are as follows:

- (i) the import, distribution and handling of cement segment which is the import, distribution and handling of cement in Hong Kong;
- (ii) the manufacture and distribution of cement, clinker and slag powder segment which is the manufacture and distribution of cement, clinker and slag powder in the PRC; and
- (iii) the investment holding segment which invests in listed and unlisted equity securities ranging from traditional businesses to high-technology businesses.

5. 分類資料

本集團之經營業務乃按業務之性質及該等業務所提供之產品及服務作出分類安排及管理。本集團各營運分類為一策略業務單位，所提供產品及服務之風險與回報均與其他營運分類有所不同。本集團之營運及可呈報分類之詳情如下：

- (i) 進口、分銷及處理水泥分類（即於香港進口、分銷及處理水泥）；
- (ii) 製造及分銷水泥、熟料及礦渣粉分類（即於中國製造及分銷水泥、熟料及礦渣粉）；及
- (iii) 投資控股分類（即投資於上市及非上市股本證券，當中包括傳統業務以至高科技業務）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

5. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following table presents revenue and results by reportable segments.

		Import, distribution and handling of cement		Manufacture and distribution of cement, clinker and slag powder 製造及分銷水泥、 熟料及礦渣粉		Investment holding		Consolidated	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Segment revenue	分類收益								
Sales to customers	銷售予客戶	232,608	146,305	7,893,246	3,807,635	-	-	8,125,854	3,953,940
Segment profit	分類溢利	31,976	11,350	893,835	189,029	31,128	18,813	956,939	219,192
Unallocated central administration costs	未分配中央行政成本							(13,388)	(6,013)
Unallocated other income	未分配其他收入							106,192	82,370
Finance costs	融資成本							1,049,743	295,549
Share of results of associates	應佔聯營公司之業績							(318,028)	(148,859)
								224,086	25,052
Profit before tax	除稅前溢利							955,801	171,742

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment profit represents the profit earned by each segment without allocation of central administration costs (including Directors' salaries), certain other income, finance costs and share of results of associates. This is the measure reported to Board of Directors, being the chief operating decision maker, for the purposes of resource allocation and performance assessment.

5. 分類資料 (續)

分類收益及業績

下表呈列按可呈報分類劃分之收益及業績。

可呈報分類之會計政策與本集團會計政策相同。分類溢利乃指在未分配中央行政成本(包括董事薪金)、若干其他收入、融資成本及應佔聯營公司之業績之情況下,各分類所賺取之溢利。此為向董事會(即主要營運決策者)報告以作資源分配及表現評估之方式。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

5. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

There are no inter-segment sales for both years.

The Group has no customers that contributed over 10% of the total revenue of the Group for both years.

The major product provided by the Group is manufacturing and distribution of cement, clinker and slag powder. No other products and services contribute over 10% of the total revenue of the Group for both years.

No analysis of the Group's assets and liabilities by reportable segments is disclosed as it is not regularly provided to the Board of Directors for review.

Geographical information

The Group operates in two principal geographical areas – Hong Kong and the PRC. The following table provides an analysis of the Group's revenue by geographical markets, irrespective of the origin of the goods and services:

	Hong Kong		The PRC		Others		Consolidated	
	香港		中國		其他		綜合	
	2010	2009	2010	2009	2010	2009	2010	2009
	二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue	分類收益							
Sales to customers	銷售予客戶							
	237,093	146,305	7,875,491	3,801,360	13,270	6,275	8,125,854	3,953,940

5. 分類資料 (續)

分類收益及業績 (續)

兩個年度均無分類間銷售。

兩個年度內本集團均無為本集團總收益貢獻10%以上之客戶。

本集團提供之主要產品為製造及分銷水泥、熟料及礦渣粉。兩個年度內均無其他產品及服務為本集團總收益貢獻10%以上。

本集團並無作出按可呈報分類劃分之資產及負債之分析披露，乃因其並無定期提供予董事會以供審閱。

地區資料

本集團於兩個主要地區—香港及中國經營。下表為按地區市場分析之本集團之收益（不論商品及服務之原產地）：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

5. SEGMENT INFORMATION (Continued)

Analyses of the Group's non-current assets by geographical location of the assets are as below:

	Hong Kong		The PRC		Others		Consolidated	
	香港		中國		其他		綜合	
	2010	2009	2010	2009	2010	2009	2010	2009
	二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Non-current assets	57,536	860,221	18,076,343	10,890,370	42,115	41,595	18,175,994	11,792,186
		非流動資產						

Note: Non-current assets excluded interests in associates, loan to an associate, loan receivables, available-for-sale investments, pledged bank deposits and deferred tax assets.

5. 分類資料 (續)

本集團按資產所在地區劃分之非流動資產分析如下：

附註：非流動資產不包括聯營公司權益、聯營公司貸款、應收貸款、可供出售投資、已抵押銀行存款及遞延稅項資產。

Other segment information

		Import, distribution and handling of cement		Manufacture and distribution of cement, clinker and slag powder		Investment holding		Consolidated	
		進口、分銷及處理水泥		製造及分銷水泥、熟料及礦渣粉		投資控股		綜合	
		2010	2009	2010	2009	2010	2009	2010	2009
		二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Amounts included in the measure of segment profit:	計量分類溢利時計入之金額：								
Depreciation and amortisation	折舊及攤銷	4,240	4,151	666,815	352,936	1,219	629	672,274	357,716
Dividends from listed equity investment	上市股本投資股息	-	-	-	-	14,614	14,297	14,614	14,297
Change in fair value of held-for-trading investments	持作交易用途之投資公平值變動	-	-	-	-	59,157	17,506	59,157	17,506
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit:	定期提供予主要經營決策者但未於計量分類溢利時計入之金額：								
Interest income	利息收入	-	-	10,924	17,752	8,150	237	19,074	17,989
Finance costs	融資成本	2	2	267,105	130,571	50,921	18,286	318,028	148,859

其他分類資料

6. REVENUE

Revenue represents invoiced amount of sales of cement, clinker and slag powder, net of trade discounts, returns and sales related taxes.

6. 收益

收益指扣除貿易折扣、退貨及相關銷售稅後之水泥、熟料及礦渣粉銷售發票額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

7. INVESTMENT INCOME

7. 投資收入

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Dividends from listed equity investments	上市股本投資股息	14,614	14,297
Interest income from senior notes	優先票據利息收入	8,059	-
Interest income	利息收入	11,015	17,989
		33,688	32,286

Investment income earned from financial assets, analysed by category of asset, is as follows:

金融資產所賺取之投資收入按資產類別之分析如下：

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Held-for-trading investments	持作交易用途之投資	14,614	14,297
Senior notes	優先票據	8,059	-
Loans and receivables (including cash and bank deposits)	貸款及應收款項 (包括現金及銀行存款)	11,015	17,989
		33,688	32,286

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

8. OTHER INCOME, GAINS AND LOSSES

8. 其他收入、收益及虧損

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Change in fair value of held-for-trading investments	持作交易用途之投資 公平值變動	59,157	17,506
Government grants (Note)	政府補貼 (附註)	31,261	50,388
Handling charges	手續費用	2,515	2,685
Management fee income	管理費收入	1,181	1,148
Net exchange gain	匯兌淨收益	35,587	-
Rental income	租金收入	1,038	621
Others	其他	18,051	12,224
		148,790	84,572

Note: The amount represents the incentive subsidies provided by the PRC local authorities to the Group to encourage investments in certain specific locations. There is no specific conditions attached to the grants, the Group recognised the grants upon receipts.

附註：該金額指中國地方機關向本集團提供之獎勵補貼，藉以鼓勵若干特別地區之投資。補貼概無附帶特別條件，本集團於收到補貼時予以確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

9. FINANCE COSTS

9. 融資成本

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on:	以下之利息：		
Bank loans wholly repayable	須於下列日期全數償還之 銀行貸款		
– within five years	一五年內	327,085	171,518
– more than five years	一超過五年	1,412	–
Loan from immediate holding company	應付直屬控股公司之貸款	10,787	3,359
Senior notes	優先票據	38,432	–
		<hr/>	<hr/>
Total borrowing costs	總借貸成本	377,716	174,877
Less: Amounts capitalised in construction in progress	減：於在建工程中 資本化金額	(59,688)	(26,018)
		<hr/>	<hr/>
		318,028	148,859

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying an average capitalisation rate to expenditure on qualifying assets. The increment of capitalisation rate is due to the inclusion of the higher interest rate of the senior notes which were acquired from acquisition of subsidiaries during the year.

年內撥充資本化之借貸成本均源自一般借貸額，並應用合資格資產開支之平均資本化利率計算。資本化年利率增加乃由於計入年內收購附屬公司而購入之優先票據之較高利率所致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

10. PROFIT BEFORE TAX

10. 除稅前溢利

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit before tax has been arrived at after charging the following:	除稅前溢利已扣除下列各項：		
Directors' remuneration (note 11)	董事酬金 (附註11)	5,586	7,882
Other staff cost	其他員工成本		
Salaries and other benefits	薪金及其他津貼	210,566	86,908
Other pension costs and mandatory provident fund contributions	其他退休金成本及強積金供款	16,637	7,499
		<u>232,789</u>	<u>102,289</u>
Total staff costs	總員工成本		102,289
Depreciation of property, plant and equipment (Note)	物業、廠房及設備折舊 (附註)	606,971	330,791
Amortisation of prepaid lease payments	預付租賃款項攤銷	35,184	21,382
Amortisation of intangible assets (included in cost of sales and general and administrative expenses)	無形資產攤銷 (已計入銷售成本及一般及行政開支)	15,064	2,062
Amortisation of mining rights (included in cost of sales)	採礦權攤銷 (已計入銷售成本)	15,055	3,481
Auditor's remuneration	核數師酬金	4,170	3,413
Operating lease payments in respect of rented premises	租賃物業之經營租賃租金	7,020	7,257
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	1,376	958
Share of tax of associates (included in share of results of associates)	應佔聯營公司稅項 (已計入應佔聯營公司之業績)	30,503	6,963

The Group has no forfeited contributions from the retirement benefit scheme for both years.

本集團於該兩個年度並無退休金計劃之已沒收供款。

Note: Depreciation charge of approximately HK\$2,598,000 (2009: nil) relating to plant and machinery used in buildings under construction was capitalised under construction in progress.

附註：與在建樓宇所使用之廠房及機器有關之折舊費用約2,598,000港元(二零零九年：無)已於在建工程項下予以資本化。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

Directors' emoluments

The emoluments paid or payable to each of the Directors are as follows:

		KOO, Cheng-Yun, Leslie 辜成允 HK\$'000 千港元	WU Yih Chin 吳義欽 HK\$'0000 千港元	SHAN Weijian 單偉建 HK\$'000 千港元	CHANG, An-Ping, Nelson 張安平 HK\$'000 千港元	CHANG, Kang-Lung, Jason 張剛倫 HK\$'000 千港元	WANG, Lishin, Elizabeth 王立心 HK\$'000 千港元	LIAO Poon Huai, Donald 廖本懷 HK\$'000 千港元	CHIH Ching Kang, Kenneth 池慶康 HK\$'000 千港元	SHIEH, Jen-Chung, Roger 謝祺忠 HK\$'000 千港元	Total 總計 HK\$'000 千港元
2010	二零一零年										
Fees	袍金	220	-	220	220	220	220	220	220	220	1,760
Other emoluments	其他酬金										
Salaries and other benefits	薪金及其他津貼	-	1,326	-	-	-	-	-	-	-	1,326
Performance related incentive bonus	與表現掛鈎之獎勵花紅	2,000	500	-	-	-	-	-	-	-	2,500
Total emoluments	總酬金	2,220	1,826	220	220	220	220	220	220	220	5,586
2009	二零零九年										
Fees	袍金	200	-	200	200	200	200	200	200	200	1,600
Other emoluments	其他酬金										
Salaries and other benefits	薪金及其他津貼	-	1,282	-	-	-	-	-	-	-	1,282
Performance related incentive bonus	與表現掛鈎之獎勵花紅	4,000	1,000	-	-	-	-	-	-	-	5,000
Total emoluments	總酬金	4,200	2,282	200	200	200	200	200	200	200	7,882

The performance related incentive bonus is determined with reference to the performance of the Group's operation.

The remunerations of Directors are determined by the remuneration committee having regard to the performance of individuals and market trends.

11. 董事及僱員酬金

董事酬金

已付或應付予各董事之酬金如下：

與表現掛鈎之獎勵花紅乃根據本集團營運表現而釐定。

董事薪酬乃經薪酬委員會參考個人表現及市場趨勢後而釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

Employees' emoluments

During the year, the five highest paid individuals included two (2009: two) Directors, details of whose emoluments are set out above. The emoluments of the remaining three (2009: three) highest paid individuals are as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Salaries and other benefits	薪金及其他津貼	2,573	2,474
Retirement benefits scheme contributions	退休金計劃供款	58	63
Performance related incentive bonus	與表現掛鈎之獎勵花紅	1,021	454
		3,652	2,991

Their emoluments were within the following bands:

		Number of employee 僱員人數	
		2010 二零一零年	2009 二零零九年
Up to HK\$1,000,000	不多於1,000,000港元	1	1
HK\$1,000,001 – HK\$2,000,000	1,000,001港元 – 2,000,000港元	2	2

During the year, no remuneration was paid by the Group to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2009: nil). None of the Directors has waived or agreed to waive any remuneration during the year (2009: nil).

11. 董事及僱員酬金 (續)

僱員酬金

本年內五名最高薪人士包括兩名(二零零九年: 兩名)董事, 其薪酬已載列於上文。其餘三名(二零零九年: 三名)最高薪人士之薪酬詳情載列如下:

其薪金介乎下列範圍:

於本年內, 本集團並無向董事或五名最高薪人士支付酬金, 以作彼等加入或加盟本集團之獎勵或作為離職之補償(二零零九年: 無)。概無董事於本年內放棄或同意放棄任何薪金(二零零九年: 無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

12. INCOME TAX EXPENSE

12. 所得稅支出

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current tax:	當期稅項：		
Hong Kong	香港	6,452	2,872
PRC Enterprise Income Tax	中國企業所得稅	106,920	24,121
Other jurisdictions	其他司法權區	96	161
Withholding tax	預扣稅	1,872	1,848
		<u>115,340</u>	<u>29,002</u>
Underprovision in prior years:	過往年度撥備不足：		
PRC Enterprise Income Tax	中國企業所得稅	141	-
Withholding tax	預扣稅	1,043	-
		<u>1,184</u>	<u>-</u>
Deferred tax (note 31):	遞延稅項 (附註31)：		
Current year	本年度	250	(12,080)
		<u>116,774</u>	<u>16,922</u>

Hong Kong Profits Tax is calculated at 16.5% (2009: 16.5%) of the estimated assessable profits for the year.

香港利得稅乃根據本年度之估計應課稅溢利按16.5% (二零零九年：16.5%)之稅率計算。

Under the Law of People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the enterprises in PRC is 25% from 1 January 2008 onwards.

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施規則，中國企業之稅率由二零零八年一月一日起為25%。

Pursuant to the relevant laws and regulations in the PRC, certain PRC subsidiaries of the Company are exempted from PRC Enterprise Income Tax for two years starting from their first profit-making year, followed by a 50% reduction for the next three years. The preferential tax exemptions or reduction are going to be expired starting from year 2011 to 2012.

根據中國有關法律及法規，本公司之若干中國附屬公司自首個獲利年度起連續兩年豁免繳納中國企業所得稅，而隨後三年獲減半寬免。稅項減免優惠將於二零一一年起至二零一二年止到期。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

12. INCOME TAX EXPENSE (Continued)

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

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

12. 所得稅支出 (續)

其他司法權區之稅項乃根據相關司法權區現行稅率計算。

年內之總稅項開支與綜合全面收益表內溢利之對賬如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit before tax	除稅前溢利	955,801	171,742
Tax at PRC Enterprise Income Tax rate of 25% (2009: 25%) (Note)	以中國企業所得稅率25% (二零零九年: 25%) 計算之稅項 (附註)	238,950	42,936
Tax effect of share of profits of associates	應佔聯營公司溢利之稅務影響	(56,022)	(6,263)
Tax effect of expenses that are not deductible in determining taxable profit	於釐定應課稅溢利時不可扣稅之支出之稅務影響	21,096	15,126
Tax effect of income that are not taxable in determining taxable profit	於釐定應課稅溢利時毋須課稅之收入之稅務影響	(15,541)	(7,654)
Underprovision in prior years	過往年度撥備不足	1,184	-
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	8,576	25,463
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(31,841)	(9,476)
Income tax on concessionary rate	按優惠稅率計算之所得稅	(57,477)	(30,179)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司不同稅率之影響	(3,066)	(12,864)
Withholding tax on undistributed earnings	未分配盈利之預扣稅	10,944	-
Others	其他	(29)	(167)
Tax expense for the year	本年度稅項支出	116,774	16,922

Note: The Group's major operating subsidiaries are located in the PRC and accordingly, income tax rate of 25% is adopted.

附註：本集團之主要經營附屬公司均位於中國，因此採用25%之所得稅率。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

13. DIVIDEND

The 2010 final dividend of HK4.8 cents (2009: HK2.0 cents) per share, amounting to approximately HK\$158,190,000 (2009: HK\$43,942,000), has been proposed by the Directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

The 2009 final dividend of HK2.0 cents per share totalling approximately HK\$43,942,000 was recognised as distribution during the year ended 31 December 2010. No dividend was recognised as distribution during the year ended 31 December 2009.

13. 股息

董事已建議派發二零一零年末期股息每股4.8港仙(二零零九年:2.0港仙),約為158,190,000港元(二零零九年:43,942,000港元),惟須待股東於應屆股東週年大會上批准後,方可作實。

於截至二零一零年十二月三十一日止年度內,本公司已確認分派二零零九年末期股息每股2.0港仙,總金額約為43,942,000港元。於截至二零零九年十二月三十一日止年度內,概無股息被確認為分派。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

14. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following data:

Earnings for the purposes of basic and diluted earnings per share

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度溢利	<u>784,053</u>	<u>120,254</u>

Number of shares

		2010 二零一零年 '000 千股	2009 二零零九年 '000 千股 (Restated) (經重列)
Weighted average number of ordinary shares and preference shares in issue for the purpose of basic earnings per share	計算每股基本盈利所用之已發行普通股及優先股加權平均股數	<u>2,759,817</u>	1,512,232
Effects of dilutive potential ordinary shares:	普通股潛在攤薄之影響：		
Share options	購股權	<u>103</u>	<u>173</u>
Weighted average number of ordinary shares in issue for the purpose of diluted earnings per share	計算每股攤薄盈利所用之已發行普通股加權平均股數	<u>2,759,920</u>	<u>1,512,405</u>

The weighted average number of ordinary shares for the purpose of basic earnings per share has been adjusted for the right issue made on 28 June 2010.

14. 每股盈利

本公司擁有人應佔每股基本盈利乃根據以下數據計算：

用以計算每股基本及攤薄盈利之盈利

股份數目

計算每股基本盈利所用之普通股加權平均數已就於二零一零年六月二十八日之供股發行作出調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Cement plant and facilities	Leasehold land and office building	Plant and machinery	Furniture, fixtures and office equipment 傢俬、裝置 及辦公室 設備	Motor vehicles	Lighters	Construction in progress	Total
		水泥廠 及設備	租賃土地 及辦公室樓宇	廠房及 機器	HK\$'000 千港元	汽車	躉船	在建工程	總數
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
COST OR VALUATION	成本或估值								
At 1 January 2009	於二零零九年一月一日	1,619,458	17,700	3,506,711	35,731	9,493	7,731	497,430	5,694,254
Exchange adjustments	匯兌調整	47,171	-	106,352	1,574	456	-	13,566	169,119
Additions	添置	1,396	-	980	484	-	-	927,909	930,769
Arising on acquisition of subsidiaries	收購附屬公司時產生	753,019	-	1,537,862	453,015	76,814	-	189,115	3,009,825
Disposals	出售	(16,641)	-	(1,463)	(3,707)	(1,382)	-	-	(23,193)
Transfers	轉撥	137,213	-	261,882	10,105	3,158	-	(412,358)	-
Surplus on revaluation	重估盈餘	-	16,700	-	-	-	-	-	16,700
At 31 December 2009	於二零零九年十二月三十一日	2,541,616	34,400	5,412,324	497,202	88,539	7,731	1,215,662	9,797,474
Exchange adjustments	匯兌調整	165,329	-	345,450	23,437	5,622	-	64,657	604,495
Additions	添置	577	-	18,341	4,557	12,645	-	1,788,601	1,824,721
Arising on acquisition of subsidiaries	收購附屬公司時產生	653,014	-	1,047,389	1,068	18,110	-	549,608	2,269,189
Disposals	出售	(607)	-	(481)	(1,273)	(2,247)	-	-	(4,608)
Transfers	轉撥	861,444	-	1,397,984	8,652	852	-	(2,268,932)	-
Surplus on revaluation	重估盈餘	-	3,600	-	-	-	-	-	3,600
At 31 December 2010	於二零一零年十二月三十一日	4,221,373	38,000	8,221,007	533,643	123,521	7,731	1,349,596	14,494,871
Comprising:	包括:								
At cost	成本值	4,221,373	-	8,221,007	533,643	123,521	7,731	1,349,596	14,456,871
At valuation 2010	二零一零年估值	-	38,000	-	-	-	-	-	38,000
		4,221,373	38,000	8,221,007	533,643	123,521	7,731	1,349,596	14,494,871
ACCUMULATED DEPRECIATION AND IMPAIRMENT	累計折舊及減值								
At 1 January 2009	於二零零九年一月一日	181,387	-	429,661	17,979	4,206	7,653	-	640,886
Exchange adjustments	匯兌調整	9,241	-	22,466	1,141	316	-	-	33,164
Provided for the year	本年度提撥	65,637	596	249,995	10,807	3,756	-	-	330,791
Elimination on revaluation	重估沖銷	-	(596)	-	-	-	-	-	(596)
Elimination on disposals	出售沖銷	(16,219)	-	(1,234)	(3,188)	(1,193)	-	-	(21,834)
At 31 December 2009	於二零零九年十二月三十一日	240,046	-	700,888	26,739	7,085	7,653	-	982,411
Exchange adjustments	匯兌調整	21,253	-	63,206	4,981	1,313	-	-	90,753
Provided for the year	本年度提撥	110,572	1,158	429,223	55,974	12,642	-	-	609,569
Elimination on revaluation	重估沖銷	-	(1,158)	-	-	-	-	-	(1,158)
Elimination on disposals	出售沖銷	(130)	-	(100)	(1,048)	(1,632)	-	-	(2,910)
At 31 December 2010	於二零一零年十二月三十一日	371,741	-	1,193,217	86,646	19,408	7,653	-	1,678,665
CARRYING VALUES	賬面值								
At 31 December 2010	於二零一零年十二月三十一日	3,849,632	38,000	7,027,790	446,997	104,113	78	1,349,596	12,816,206
At 31 December 2009	於二零零九年十二月三十一日	2,301,570	34,400	4,711,436	470,463	81,454	78	1,215,662	8,815,063
At 1 January 2009	於二零零九年一月一日	1,438,071	17,700	3,077,050	17,752	5,287	78	497,430	5,053,368

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

Cement plant and facilities	30 years
Leasehold land and office building	Over the unexpired term of lease
Plant and machinery	15 years
Furniture, fixtures and office equipment	5 years
Motor vehicles	5 – 10 years
Lighters	10 years

Included in construction in progress is interest capitalised of approximately HK\$59,688,000 (2009: HK\$26,018,000).

During the year, the Group acquired the property, plant and equipment on acquisition of subsidiaries. The property, plant and equipment was fair valued on the date of acquisition which was 30 April 2010 at HK\$2,269,189,000 by Vigers Appraisal & Consulting Limited, an independent firm of qualified professional valuers, at open market value on existing use basis.

15. 物業、廠房及設備 (續)

折舊是按各物業、廠房及設備的預計可用年限，在扣除估計殘值後（如有），使用直線法計算以撇銷其成本。所採用的預計可用年限如下：

水泥廠及設備	30年
租賃土地及辦公室樓宇	按租約未屆滿年期
廠房及機器	15年
傢俬、裝置及辦公室設備	5年
汽車	5至10年
躉船	10年

計入在建工程之資本化利息約為59,688,000港元（二零零九年：26,018,000港元）。

於年內，本集團在收購附屬公司之基礎上收購物業、廠房及設備。於收購日期（該日期為二零一零年四月三十日），獨立合資格專業估值師行威格斯資產評估顧問有限公司以現時用途按公開市價對物業、廠房及設備進行公平估值，估值為2,269,189,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The leasehold land and office building is situated in Hong Kong under long term leases and was revalued on 31 December 2010 at HK\$38,000,000 (31.12.2009: HK\$34,400,000) by Vigers Appraisal & Consulting Limited, an independent firm of qualified professional valuers, at open market value on existing use basis. The resulting surplus arising from the revaluation at 31 December 2010 of HK\$4,758,000 (31.12.2009: HK\$17,296) was dealt with in the land and building revaluation reserve. Had there not been any revaluation of this property, its carrying amount at cost less accumulated depreciation and any impairment losses at 31 December 2010 would be HK\$295,000 (2009: HK\$296,000).

16. PREPAID LEASE PAYMENTS

Leasehold land in the PRC under medium-term lease	位於中國以中期租約租賃之土地
Analysed for reporting purposes as:	分析作呈報用途：
Non-current portion	非流動部份
Current portion	流動部份

15. 物業、廠房及設備 (續)

獨立合資格專業估值師行威格斯資產評估顧問有限公司於二零一零年十二月三十一日對本集團根據長期租約位於香港之租賃土地及辦公室樓宇，按其現有用途之公開市值重估為38,000,000港元(二零零九年十二月三十一日：34,400,000港元)。於二零一零年十二月三十一日之重估盈餘為4,758,000港元(二零零九年十二月三十一日：17,296港元)，已於土地及樓宇重估儲備內處理。倘並無對此物業作出任何重估，於二零一零年十二月三十一日之成本賬面值減累計折舊及任何減值虧損後將為295,000港元(二零零九年：296,000港元)。

16. 預付租賃款項

	31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Leasehold land in the PRC under medium-term lease	1,640,513	932,815	722,448
Analysed for reporting purposes as:			
Non-current portion	1,599,818	907,934	702,429
Current portion	40,695	24,881	20,019
	1,640,513	932,815	722,448

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

17. INTANGIBLE ASSETS

17. 無形資產

		Goodwill 商譽 HK\$'000 千港元	Customer base 客戶基礎 HK\$'000 千港元	Computer software 電腦軟件 HK\$'000 千港元	Total 總數 HK\$'000 千港元
COST	成本				
At 1 January 2009	於二零零九年一月一日	3,722,639	31,901	9,914	3,764,454
Arising on acquisition of subsidiaries	收購附屬公司時產生	794,052	–	4,179	798,231
Additions	添置	–	–	8,378	8,378
Disposals	出售	–	–	(4)	(4)
Exchange adjustments	匯兌調整	–	–	240	240
At 31 December 2009	於二零零九年十二月三十一日	4,516,691	31,901	22,707	4,571,299
Arising on acquisition of subsidiaries	收購附屬公司時產生	1,797,652	51,985	–	1,849,637
Additions	添置	–	–	676	676
Exchange adjustments	匯兌調整	–	–	977	977
At 31 December 2010	於二零一零年十二月三十一日	6,314,343	83,886	24,360	6,422,589
AMORTISATION AND IMPAIRMENT	攤銷及減值				
At 1 January 2009	於二零零九年一月一日	3,722,639	31,901	2,075	3,756,615
Charge for the year	本年度攤銷	–	–	2,062	2,062
Eliminated on disposals	出售沖銷	–	–	(2)	(2)
Exchange adjustments	匯兌調整	–	–	46	46
At 31 December 2009	於二零零九年十二月三十一日	3,722,639	31,901	4,181	3,758,721
Charge for the year	本年度攤銷	–	11,552	3,512	15,064
Exchange adjustments	匯兌調整	–	–	243	243
At 31 December 2010	於二零一零年十二月三十一日	3,722,639	43,453	7,936	3,774,028
CARRYING VALUES	賬面值				
At 31 December 2010	於二零一零年十二月三十一日	2,591,704	40,433	16,424	2,648,561
At 31 December 2009	於二零零九年十二月三十一日	794,052	–	18,526	812,578
At 1 January 2009	於二零零九年一月一日	–	–	7,839	7,839

Goodwill is tested for impairment annually. Particulars regarding its impairment testing are disclosed in note 19. All other intangible assets are amortised over their estimated useful lives, using the straight-line method, at the following rates per annum:

Customer base	33.3%
Computer software	20%

商譽於每年進行減值測試。有關其減值測試詳情已於附註19披露。所有其他無形資產於其估計可用年期內以直線法按以下年率攤銷：

客戶基礎	33.3%
電腦軟件	20%

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

18. MINING RIGHTS

18. 採礦權

		HK\$'000 千港元
COST	成本	
At 1 January 2009	於二零零九年一月一日	60,460
Arising on acquisition of subsidiaries	收購附屬公司時產生	149,796
Additions	添置	1,679
Exchange adjustments	匯兌調整	1,649
		<hr/>
At 31 December 2009	於二零零九年十二月三十一日	213,584
Arising on acquisition of subsidiaries	收購附屬公司時產生	123,137
Additions	添置	68,933
Exchange adjustments	匯兌調整	16,785
		<hr/>
At 31 December 2010	於二零一零年十二月三十一日	422,439
AMORTISATION AND IMPAIRMENT	攤銷及減值	
At 1 January 2009	於二零零九年一月一日	4,470
Charge for the year	本年度攤銷	3,481
Exchange adjustments	匯兌調整	121
		<hr/>
At 31 December 2009	於二零零九年十二月三十一日	8,072
Charge for the year	本年度攤銷	15,055
Exchange adjustments	匯兌調整	750
		<hr/>
At 31 December 2010	於二零一零年十二月三十一日	23,877
CARRYING VALUES	賬面值	
At 31 December 2010	於二零一零年十二月三十一日	398,562
		<hr/>
At 31 December 2009	於二零零九年十二月三十一日	205,512
		<hr/>
At 1 January 2009	於二零零九年一月一日	55,990
		<hr/>

The mining rights are amortised using the straight-line method to allocate their cost over their estimated useful lives.

採礦權乃以直線法於其估計可使用年期內將其成本攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

19. IMPAIRMENT TESTING ON INTANGIBLE ASSETS

For the purposes of impairment testing, goodwill of approximately HK\$1,797,652,000 and customer base of approximately HK\$51,985,000 with a useful life of 3 years set out in note 32(i) have been allocated to the individual cash generating units ("CGUs"), Upper Value. In 2009, a goodwill of approximately HK\$794,052,000 set out in note 32(ii) have been allocated to the CGUs, TCC (Guigang) Cement Limited. Both are included in the segment of manufacture and distribution of cement, clinker and slag powder.

During the year ended 31 December 2010, management of the Group determines that there is no impairment of any of its CGUs containing goodwill and customer base.

The basis of the recoverable amount of the above CGUs and its major underlying assumptions are summarised below:

The recoverable amount of these CGUs have been determined based on a value in use calculation. That calculation uses cash flow projections covering a 10-year period, based on financial budgets approved by management and a discount rate of 7.9% (2009: 8%) per annum. Cash flows beyond the 5-year period are extrapolated with zero growth rate. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development.

19. 無形資產減值測試

就減值測試而言，附註32(i)所載之商譽約1,797,652,000港元及使用年期為3年之客戶基礎約51,985,000港元已獲分配予個別現金產生單位（「現金產生單位」）Upper Value。於二零零九年，附註32(ii)所載之商譽約794,052,000港元已獲分配予現金產生單位台泥（貴港）水泥有限公司。兩者被計入製造及經銷水泥、熟料及礦渣粉分部。

於截至二零一零年十二月三十一日止年度內，本集團之管理層釐定並無任何包括商譽及客戶基礎之現金產生單位減值。

上述現金產生單位之可收回數額及其主要相關假設之基準概述如下：

該等現金產生單位之可收回數額乃根據使用價值計算方法釐定。根據管理層所批准之財務預算以及每年7.9%（二零零九年：8%）之折現率，該計算方法使用涵蓋期達10年之現金流量預測。於5年期之後之現金流量乃按零增長率推斷。其他與估計現金流入／流出相關之使用價值計算方法之主要假設包括預算銷售及毛利，該等估計乃根據該單位之過往表現及管理層對市場發展之期望而作出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

20. INTERESTS IN ASSOCIATES AND LOAN TO AN ASSOCIATE

20. 聯營公司權益及聯營公司貸款

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Cost of investments in unlisted associates	非上市聯營公司之投資成本	1,142,821	55,343	55,343
Share of post-acquisition profits, and other comprehensive income, net of dividends received	攤佔收購後之溢利及其他全面收益(扣除已收股息)	271,955	61,465	60,942
		1,414,776	116,808	116,285
Loan to an associate	聯營公司貸款	2,200	14,400	16,800

The loan to an associate is interest-free, unsecured and will not be repaid within one year from the end of the reporting period.

聯營公司貸款為免息、無抵押且將不會於報告期末起一年內償還。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

20. INTERESTS IN ASSOCIATES AND LOAN TO AN ASSOCIATE (Continued)

Details of the Group's associates at 31 December 2010 are as follows:

Name of associate 聯營公司名稱	Place of incorporation and operation 註冊成立及營運地點	Proportion of ownership interest 擁有權益之比例	Proportion of voting power held 所持投票權比例	Principal activity 主要業務
Baoshan Kungang & K.Wah Cement Construction Materials Co. Ltd. (acquired in 2010) 保山昆鋼嘉華水泥建材有限公司(於二零一零年收購)	The PRC 中國	30%	30%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Hong Kong Concrete Company Limited 港九混凝土有限公司	Hong Kong 香港	31.5%	31.5%	Production and distribution of ready-mixed concrete 生產及分銷預拌混凝土
Kenic Investment Holdings Limited 堅力投資控股有限公司	British Virgin Islands/ Hong Kong 英屬處女群島/香港	40%	40%	Investment holding 投資控股

20. 聯營公司權益及聯營公司貸款 (續)

於二零一零年十二月三十一日本集團之聯營公司詳情載列如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

20. INTERESTS IN ASSOCIATES AND LOAN TO AN ASSOCIATE (Continued)

20. 聯營公司權益及聯營公司貸款 (續)

Name of associate	Place of incorporation and operation	Proportion of ownership interest	Proportion of voting power held	Principal activity
聯營公司名稱	註冊成立及營運地點	擁有權益之比例	投票權比例	主要業務
Prosperity Conch Cement Company Limited (acquired in 2010) 英德海螺水泥有限公司 責任公司(於二零一零年收購)	The PRC 中國	25%	25%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Quon Hing Concrete Company Limited 港興混凝土有限公司	Hong Kong 香港	50%	50%	Production and distribution of ready-mixed concrete 生產及分銷預拌混凝土
Yunnan Kungang & K.Wah Cement Construction Materials Co. Ltd. (acquired in 2010) 雲南昆鋼嘉華水泥建材有限公司(於二零一零年收購)	The PRC 中國	30%	30%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

20. INTERESTS IN ASSOCIATES AND LOAN TO AN ASSOCIATE (Continued)

Summarised financial information in respect of the Group's associates are set out below:

20. 聯營公司權益及聯營公司貸款 (續)

本集團之聯營公司之財務資料摘要如下：

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Total assets	總資產	6,609,449	524,702	559,677
Total liabilities	總負債	(1,551,360)	(245,659)	(277,151)
Net assets	資產淨額	5,058,089	279,043	282,526
Group's share of associates' net assets	本集團佔聯營公司之資產淨額	1,414,776	116,808	116,285
Revenue	收益	3,197,243	668,308	764,621
Profit for the year	本年度溢利	775,096	60,068	59,867
Other comprehensive income for the year	本年度其他全面收益	153,931	(3,550)	425
Group's share of profits and other comprehensive income of associates for the year	本集團佔本年度聯營公司之溢利及其他全面收益	264,601	23,123	30,182

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

21. LOAN RECEIVABLES

Non-current loan receivables 非流動應收貸款
Current loan receivables 流動應收貸款

21. 應收貸款

	31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Non-current loan receivables	109,740	84,750	-
Current loan receivables	21,240	12,121	49,309
	130,980	96,871	49,309

As at 31 December 2010, the loan receivables amounting to RMB111,000,000 (equivalent to HK\$130,980,000) are unsecured, non-interest bearing and will mature in 2013 to 2018.

As at 31 December 2009, the loan receivables include RMB2,500,000 (equivalent to HK\$2,825,000), RMB8,227,000 (equivalent to HK\$9,296,000), and RMB75,000,000 (equivalent to HK\$84,750,000) variable rate loans with reference to the benchmark loan rates of financial institutions set by The People's Bank of China maturing on 31 March 2010, 31 December 2010 and 1 March 2018 respectively. The loan receivables have an effective interest rate of 5.40% per annum.

於二零一零年十二月三十一日，應收貸款人民幣111,000,000元（相當於130,980,000港元）為無抵押、不計利息及將於二零一三年至二零一八年到期。

於二零零九年十二月三十一日，應收貸款之金額分別為人民幣2,500,000元（相當於2,825,000港元）、人民幣8,227,000元（相當於9,296,000港元）及人民幣75,000,000元（相當於84,750,000港元），乃參考中國人民銀行所制定之金融機構貸款基準利率之浮動息率計息，到期日分別為二零一零年三月三十一日、二零一零年十二月三十一日及二零一八年三月一日。應收貸款所附之實際利息為每年5.40%。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

22. INVESTMENTS

22. 投資

		31.12.2010	31.12.2009	1.1.2009
		二零一零年	二零零九年	二零零九年
		十二月三十一日	十二月三十一日	一月一日
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Available-for-sale investments	可供出售投資			
Unlisted equity securities, at cost	非上市股本證券，按成本	59,772	54,509	58,713
Held-for-trading investments	持作交易用途之投資			
Listed equity securities, at market value	上市股本證券，按市值			
Listed in Hong Kong	於香港上市	33,242	22,754	16,256
Listed elsewhere	於其他地方上市	238,613	195,221	185,830
		271,855	217,975	202,086
Quoted investment funds, at fair value	有價投資基金，按公平值	55,245	49,968	55,724
		327,100	267,943	257,810

Available-for-sale investments

The above unlisted investments represent investments in unlisted equity securities issued by private entities incorporated in Hong Kong and Taiwan. They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the Directors of the Company are of the opinion that their fair values cannot be measured reliably.

Held-for-trading investments

The fair values of the held-for-trading investments are determined based on the quoted market bid prices available on the relevant exchanges or prices provided by counterparty financial institutions. The quoted investment funds can be disposed of at the prices provided by the counterparty financial institutions on a regular basis.

可供出售投資

以上非上市投資為於香港及台灣註冊成立之私人實體發行之非上市股本證券投資。於報告期期末以成本減減值計量，原因為合理公平值之估計範圍非常重大，因此本公司董事認為彼等之公平值不能可靠地計量。

持作交易用途之投資

以上持作交易用途之投資之公平值乃根據相關交易所所報之市場買入價或對方金融機構所提供之價格釐定。有價投資基金可按對方金融機構定期提供之價格出售。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

23. INVENTORIES

		31.12.2010	31.12.2009	1.1.2009
		二零一零年	二零零九年	二零零九年
		十二月三十一日	十二月三十一日	一月一日
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Raw materials and consumables	原材料及易耗品	566,604	445,094	307,792
Work in progress	在製品	188,994	116,566	46,688
Finished goods	製成品	139,507	109,448	55,803
		895,105	671,108	410,283

23. 存貨

24. TRADE RECEIVABLES

		31.12.2010	31.12.2009	1.1.2009
		二零一零年	二零零九年	二零零九年
		十二月三十一日	十二月三十一日	一月一日
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Trade receivables from outsiders	應收外界人士之貿易賬款	1,802,324	546,237	199,651
Trade receivables from associates	應收聯營公司之貿易賬款	9,630	7,156	9,831
Trade receivables from related parties	應收關連人士之貿易賬款			
(Note)	(附註)	-	479	953
		1,811,954	553,872	210,435

24. 應收貿易賬款

Note: The related parties refer to the subsidiaries of a substantial shareholder of the Company.

附註：關連人士指本公司一名主要股東之附屬公司。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

24. TRADE RECEIVABLES (Continued)

Before accepting any new customers with credit limit, the Group assesses the historical background and credibility which are available in the market. The credit limit will be reference to the result of research. Credit limit will be reviewed once a year. More than 55% (31.12.2009: 85%) of the trade receivables that are neither past due nor impaired is recovered within three months after the end of reporting period. No provision has been made for the trade receivables as at 31 December 2010 (31.12.2009: nil).

The Group's policy is to allow a credit period of 90-180 days to its trade customers (including associates and related parties). The following is an aged analysis of trade receivables based on the invoice date at the end of the reporting period:

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
0-90 days	0-90日	1,004,410	480,682	181,646
91-180 days	91-180日	766,472	73,190	28,789
181-365 days	181-365日	41,072	-	-
		1,811,954	553,872	210,435

24. 應收貿易賬款 (續)

於接納任何具有賒賬限額之新客戶前，本集團會評估市場中可獲得之歷史背景及信用水平。賒賬限額將參照研究結果釐定。本集團將會每年審閱一次賒賬限額。超過55% (二零零九年十二月三十一日: 85%) 之應收貿易賬款既未過期又未發生減值，且會於報告期結束後三個月內收回。於二零一零年十二月三十一日，本集團並無就應收貿易賬款作出任何撥備 (二零零九年十二月三十一日: 無)。

本集團政策給予貿易客戶 (包括聯營公司及關連人士) 90至180日之賒賬期。以下為於報告期末之應收貿易賬款按發票日期之賬齡分析：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

24. TRADE RECEIVABLES (Continued)

At the reporting date, trade receivables of approximately HK\$41,072,000 (31.12.2009: nil) were past due for which the Group has not provided for impairment loss, as 95% of these amounts represent bank acceptance bills.

The Group will provide fully for any receivables over 365 days because historical experience is such that receivables that are past due beyond 365 days are generally not recoverable.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

25. PLEDGED BANK DEPOSITS/TIME DEPOSITS/CASH AND BANK BALANCES

Cash and bank balances comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less, which carry interest at market rates.

Bank balances carry interest at prevailing market rates which range from 0.01% to 1.44% (2009: 0.01% to 1.44%) per annum. The pledged bank deposits and time deposits carry interest at fixed rate ranging from 0.15% to 4.55% (2009: 0.15% to 3.60%) per annum. The pledged bank deposits will be released upon the settlement of relevant bank borrowings or the completion of relevant sale contracts.

Majority of the cash and bank balances were denominated in RMB which is not a freely convertible currency in the international market. The RMB exchange rate is determined by the Government of the PRC and the remittance of these funds out of the PRC is subject to exchange restrictions imposed by the Government of the PRC.

24. 應收貿易賬款 (續)

於報告日，應收貿易賬款約為41,072,000港元（二零零九年十二月三十一日：無）經已逾期但本集團並未就該等款項作出減值虧損撥備，此乃因為該等款項中的95%為銀行承兌匯票。

本集團將就超過365日之任何應收款項全額計提撥備，原因為根據歷史經驗，逾期超過365日之應收款項一般均無法收回。

本集團並無重大集中之信貸風險，其風險分散於許多交易對方及客戶。

25. 已抵押銀行存款／定期存款／現金及銀行結餘

現金及銀行結餘包括本集團持有之現金及原為三個月或少於三個月到期並按市場利率計息之短期銀行存款。

銀行結餘按當期市場利率介乎每年0.01%至1.44%（二零零九年：0.01%至1.44%）計息。已抵押銀行存款及定期存款按固定利率介乎每年0.15%至4.55%（二零零九年：0.15%至3.60%）計息。已抵押銀行存款將於結算有關銀行借貸或完成有關銷售合約後獲解除。

大部份之現金及銀行結餘均以人民幣計值，而人民幣不可於國際市場上自由兌換。人民幣匯兌率由中國政府釐定，而該等款項匯出中國境外須受中國政府實施之外匯限制所規限。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

26. TRADE PAYABLES

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Trade payables to outsiders	應付外界人士之貿易賬款	1,575,080	655,946	204,672
Trade payables to ultimate holding company	應付最終控股公司之貿易賬款	38,731	18,306	7,699
Trade payables to fellow subsidiaries	應付同系附屬公司之貿易賬款	9,518	2,656	94,357
Trade payables to a non-controlling shareholder of a subsidiary	應付一間附屬公司非控股股東之貿易賬款	-	5,085	4,844
		1,623,329	681,993	311,572

The following is an aged analysis of trade payables based on the invoice date at the end of the reporting period:

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
0-90 days	0-90日	1,174,129	653,342	299,101
91-180 days	91-180日	414,397	8,487	7,053
181-365 days	181-365日	23,088	11,326	1,937
Over 365 days	超過365日	11,715	8,838	3,481
		1,623,329	681,993	311,572

The trade balances due to the ultimate holding company, fellow subsidiaries and a non-controlling shareholder of a subsidiary are unsecured, interest-free and repayable in accordance with normal trading terms.

26. 應付貿易賬款

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Trade payables to outsiders	應付外界人士之貿易賬款	1,575,080	655,946	204,672
Trade payables to ultimate holding company	應付最終控股公司之貿易賬款	38,731	18,306	7,699
Trade payables to fellow subsidiaries	應付同系附屬公司之貿易賬款	9,518	2,656	94,357
Trade payables to a non-controlling shareholder of a subsidiary	應付一間附屬公司非控股股東之貿易賬款	-	5,085	4,844
		1,623,329	681,993	311,572

以下為於報告期末之應付貿易賬款按發票日期之賬齡分析：

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
0-90 days	0-90日	1,174,129	653,342	299,101
91-180 days	91-180日	414,397	8,487	7,053
181-365 days	181-365日	23,088	11,326	1,937
Over 365 days	超過365日	11,715	8,838	3,481
		1,623,329	681,993	311,572

應付最終控股公司、同系附屬公司及附屬公司非控股股東之貿易結餘為無抵押、免息及須按正常貿易條款償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

27. BANK LOANS

27. 銀行貸款

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元 (Restated) (經重列)	1.1.2009 二零零九年 一月一日 HK\$'000 千港元 (Restated) (經重列)
Secured	有抵押	3,289,015	390,653	675,752
Unsecured	無抵押	8,730,009	6,419,294	2,874,767
		12,019,024	6,809,947	3,550,519
The loans are repayable as follows:	貸款還款期如下:			
Within one year	一年內	3,529,456	1,409,925	1,440,520
More than one year but not exceeding two years	超過一年但不超過兩年	4,293,609	1,118,434	1,137,029
More than two years but not exceeding five years	超過兩年但不超過五年	3,427,959	441,247	822,970
Over five years	五年以上	768,000	1,186	-
Carrying amount of bank loans that are repayable on demand due to breach of loan covenants (shown under current liabilities)	因違反貸款契約而須按要求償還之銀行貸款賬面值(列於流動負債項下)	-	3,742,655	-
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)	毋須自報告期結束時起一年內償還但載有按要求的償還條文之銀行貸款賬面值(列於流動負債項下)	-	96,500	150,000
		12,019,024	6,809,947	3,550,519
Less: Amounts due for settlement within one year (shown under current liabilities)	減: 須於一年內償還之款項(列於流動負債項下)	(3,529,456)	(5,249,080)	(1,590,520)
Amounts due for settlement after one year	須於一年後償還之款項	8,489,568	1,560,867	1,959,999

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

27. BANK LOANS (Continued)

Note: In order to comply with requirements set out in HK INT 5, the Group has changed its accounting policy on classification of term loans with a repayment on demand clause. As a result, the Group's bank loans that contain a repayment on demand clause with the aggregate carrying amount of HK\$96,500,000 and HK\$150,000,000 has been reclassified from non-current liabilities to current liabilities as at 31 December 2009 and 1 January 2009 respectively. As at 31 December 2010, no bank loans (that are repayable more than one year after the end of the reporting period but contain a repayment on demand clause) have been classified as current liabilities.

During the year ended 31 December 2009, the Group breached certain financial covenants as stipulated in the loan agreements or banking facilities letters entered into by the Group, which are primarily related to the ratio of consolidated liabilities to consolidated tangible net worth and the current ratio of the Group with a total carrying amount of HK\$3,742.6 million. As at the reporting date, the Group has obtained waiver from all relevant banks for such breaches.

27. 銀行貸款 (續)

附註： 為符合香港詮釋第5號所載規定，本集團已更改分類載有按要求償還條文之定期貸款之會計政策。因此，本集團總賬面值為96,500,000港元及150,000,000港元之載有按要求償還條文之銀行貸款已分別於二零零九年十二月三十一日及二零零九年一月一日由非流動負債重新分類為流動負債。於二零一零年十二月三十一日，概無銀行貸款（屬於報告期結束後超過一年須償還但載有按要求償還條文）已分類為流動負債。

截至二零零九年十二月三十一日止年度，本集團違反其所訂立之貸款協議或銀行融資函件所訂明之若干財務契約，該等財務契約主要關於本集團綜合負債與綜合有形淨值之比率以及流動比率（總賬面值為3,742,600,000港元）。於報告日期，本集團已就該等違約取得所有相關銀行之豁免。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

27. BANK LOANS (Continued)

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

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Hong Kong dollars	港元	477,662	388,010	1,103,606
United States dollars	美元	3,440,104	1,060,289	802,308

All bank loans of the Group are variable-rate loans which carry interest with reference to Hong Kong Interbank Offered Rate ("HIBOR"), London Interbank Offered Rate ("LIBOR") and benchmark loan rates of financial institutions set by The People's Bank of China.

27. 銀行貸款 (續)

本集團以有關集團實體功能貨幣以外之貨幣計值之借貸如下：

本集團之所有銀行貸款為浮動息率貸款，乃參考香港銀行同業拆息（「香港銀行同業拆息」）、倫敦銀行同業拆息（「倫敦銀行同業拆息」）及中國人民銀行所制定之金融機構貸款基準利率計息。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

27. BANK LOANS (Continued)

As at the end of the reporting period, the Group has the following undrawn borrowing facilities:

Floating rate	浮動息率
- expiring within one year	- 於一年內屆滿
- expiring beyond one year	- 於一年後屆滿

27. 銀行貸款 (續)

於報告期結束時，本集團擁有下列尚未提取之借貸額度：

	31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
	971,644	1,040,594	506,741
	1,518,664	966,092	448,330
	2,490,308	2,006,686	955,071

28. SENIOR NOTES

On 9 May 2008, Upper Value issued US\$100,000,000 (equivalent to HK\$776,500,000) redeemable senior notes to certain institutional investors for the acquisition of cement and clinker plants in the PRC. On 17 March 2010, the Company entered into various agreements for the purchase of 70% senior notes from non-related noteholders with an aggregate outstanding principal amount of US\$63,000,000 (equivalent to HK\$489,195,000) for an aggregate purchase price of US\$73,011,000 (equivalent to HK\$566,932,000). The premium of the purchase price had been amortised over the maturity date and charged to profit or loss as interest expenses.

28. 優先票據

於二零零八年五月九日，Upper Value 發行 100,000,000 美元（相等於 HK\$776,500,000 港元）之可贖回優先票據予若干機構投資者以收購於中國之水泥及熟料廠。於二零一零年三月十七日，本公司訂立多項協議以向非關連票據持有人收購尚未認購本金總額為 63,000,000 美元（相等於 489,195,000 港元）之 70% 優先票據，總購買價為 73,011,000 美元（相等於 566,932,000 港元）。購買價之溢價已於到期日予以攤銷並於損益中扣除作為利息開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

28. SENIOR NOTES (Continued)

On 30 April 2010, the Group acquired the entire share capital of Upper Value and Upper Value became a wholly owned subsidiary of the Group (see note 32 (i)) while the senior notes remain valid until May 2011, which is the maturity date of the notes. The senior notes held by the Company have been eliminated in the consolidated statement of financial position since the acquisition of Upper Value.

The senior notes carry nominal interest at a fixed rate of 10% per annum payable semi-annually with effective interest rate of 22.89% and repayable by three instalments in May 2010, November 2010 and May 2011 after the acquisition. According to senior note's repayment schedule, all of the outstanding senior notes will be settled by May 2011.

29. AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS

The amounts due to non-controlling shareholders are interest-free, unsecured and repayable on demand.

30. AMOUNT DUE TO IMMEDIATE HOLDING COMPANY

The amount due to immediate holding company is carrying interest with reference to HIBOR and/or LIBOR, unsecured and will be repayable on 30 December 2012.

As at 31 December 2009, the amount due to immediate holding company was carried interest with reference to HIBOR and/or LIBOR, unsecured and fully repaid during 2010.

28. 優先票據 (續)

於二零一零年四月三十日，本集團收購 Upper Value 之全部股本，Upper Value 成為本集團之全資附屬公司（見附註32(i)），而優先票據直至二零一一年五月（即該等票據之到期日）繼續有效。本公司所持有之票據自收購 Upper Value 以來於綜合財務狀況表沖銷。

於收購後，優先票據之票面利息為每年固定利率10%，每半年應付實際利率22.89%並於二零一零年五月、二零一零年十一月及二零一一年五月按三份等額償還。根據優先票據之償還時間表，所有尚未償還之優先票據將於二零一一年五月償還。

29. 應付非控股股東款項

應付非控股股東款項為免息、無抵押及於要求時償還。

30. 應付直屬控股公司款項

應付直屬控股公司款項為參考香港銀行同業拆息及／或倫敦銀行同業拆息計息、無抵押且將於二零一二年十二月三十日償還。

於二零零九年十二月三十一日，應付直屬控股公司款項為參考香港銀行同業拆息及／或倫敦銀行同業拆息計息、無抵押且已於二零一零年內償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

31. DEFERRED TAX ASSETS/LIABILITIES

The major deferred tax assets (liabilities) recognised by the Group and the movements thereon during the year are as follows:

		Fair value adjustments on business combination	Accelerated tax depreciation	Revaluation of land and buildings	Revaluation of mining rights	Withholding tax on undistributed earnings	Others	Total
		有關業務合併之公平值調整	加速稅項折舊	土地及樓宇重估	採礦權重估	未分配盈利之預扣稅	其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2009	於二零零九年一月一日	(138,812)	(299)	(2,789)	-	(1,848)	33	(143,715)
Credit (charge) to profit or loss for the year	於年內損益計入(扣除) (附註12)	9,944	296	98	-	1,848	(106)	12,080
Arising on acquisition of subsidiaries	收購附屬公司時產生	(68,137)	-	-	-	-	-	(68,137)
Credit to other comprehensive income	於其他全面收益計入	-	-	(2,862)	-	-	-	(2,862)
At 31 December 2009	於二零零九年十二月三十一日	(197,005)	(3)	(5,553)	-	-	(73)	(202,634)
Exchange adjustments	匯兌調整	-	-	(341)	(193)	-	9	(525)
Credit (charge) to profit or loss for the year	於年內損益計入(扣除) (附註12)	9,330	(42)	678	251	(10,944)	477	(250)
Arising on acquisition of subsidiaries	收購附屬公司時產生	(114,569)	-	(7,999)	(4,530)	(31,514)	-	(158,612)
Credit to other comprehensive income	於其他全面收益計入	-	-	(795)	-	-	-	(795)
At 31 December 2010	於二零一零年十二月三十一日	(302,244)	(45)	(14,010)	(4,472)	(42,458)	413	(362,816)

The analysis of the deferred tax balances for financial reporting purposes is as follows:

31. 遞延稅項資產／負債

本集團於本年確認之主要遞延稅項資產(負債)及其變動如下:

作財務呈報用途之遞延稅項結餘分析如下:

		31.12.2010	31.12.2009	1.1.2009
		二零一零年	二零零九年	二零零九年
		十二月三十一日	十二月三十一日	一月一日
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Deferred tax liabilities	遞延稅項負債	(364,091)	(202,634)	(143,748)
Deferred tax assets	遞延稅項資產	1,275	-	33
		(362,816)	(202,634)	(143,715)

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

31. DEFERRED TAX ASSETS/LIABILITIES

(Continued)

The Group has tax losses of approximately HK\$212,946,000 (31.12.2009: HK\$308,289,000) available for offset against future taxable profits. Deferred tax assets have not been recognised in respect of these losses due to the unpredictability of future profit streams. Tax losses brought forward from prior years of approximately HK\$2,283,000 (31.12.2009: HK\$3,353,000) have been expired in current year. The unrecognised tax losses may be forward indefinitely except the losses of approximately HK\$159,262,000 (31.12.2009: HK\$288,909,000) that will expire in 2015.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect 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 temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to approximately HK\$681,547,000 (31.12.2009: HK\$147,147,000) 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.

31. 遞延稅項資產／負債 (續)

本集團之稅項虧損約為212,946,000港元(二零零九年十二月三十一日: 308,289,000港元), 可用於抵銷未來應課稅溢利。由於未來溢利來源難以預測, 因此並無就該等虧損確認遞延稅項資產。以往年度結轉之稅項虧損約2,283,000港元(二零零九年十二月三十一日: 3,353,000港元)已於本年屆滿。除約159,262,000港元(二零零九年十二月三十一日: 288,909,000港元)之虧損, 將於二零一五年屆滿外, 未確認稅項虧損可無限期結轉。

根據中國企業所得稅新稅法, 自二零零八年一月一日起, 將對中國附屬公司所獲溢利而宣派之股息徵收預扣稅。由於本集團有能力控制暫時差額撥回, 而暫時差額很可能不會於可見將來撥回, 故中國附屬公司之累計溢利應佔之暫時差額約681,547,000港元(二零零九年十二月三十一日: 147,147,000港元)並無於綜合財務報表內作出遞延稅項撥備。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

32. ACQUISITION OF SUBSIDIARIES

- (i) In order to enlarge the market share in the PRC, the Group completed the acquisition of the entire issued share capital of Upper Value on 30 April 2010. The Company acquired from Pro-Rise Business Limited (“Pro-Rise”), a third party, the entire issued share capital of Upper Value which principal activity is investment holding and its subsidiaries are engaged in manufacturing and distribution of cement and Pro-Rise assigned the shareholder loan as at 30 September 2009 to the Company at a cash consideration of HK\$3,800,000,000. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was approximately HK\$1,797,652,000.

Acquisition related costs amounting to approximately HK\$12,414,000 have been excluded from the cost of acquisition and have been recognised as an expense in the year, within the “general and administrative expenses” line item in the consolidated statement of comprehensive income.

32. 收購附屬公司

- (i) 為擴大於中國之市場份額，本集團於二零一零年四月三十日完成收購Upper Value全部已發行股本。本公司以現金代價3,800,000,000港元向一名第三方Pro-Rise Business Limited（「Pro-Rise」）收購Upper Value之全部已發行股本（Upper Value之主要業務為投資控股及其附屬公司乃從事水泥之製造及分銷業務），而Pro-Rise向本公司轉讓於二零零九年九月三十日之股東貸款。此收購事項已使用收購法入賬。因收購事項產生之商譽金額約為1,797,652,000港元。

年內，有關收購事項之成本約12,414,000港元並未計入收購事項之成本內，而於綜合全面收益表之「一般及行政開支」項目內確認為開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

(i) (Continued)

The net assets acquired in the transaction, and the goodwill arising, are as follows:

32. 收購附屬公司 (續)

(i) (續)

該交易所收購之資產淨值及所產生之商譽如下：

		Acquiree's carrying amounts at acquisition date	Fair value adjustments	Fair value
		於收購日期被收購公司之賬面金額	公平值調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets acquired:	所收購之資產淨值：			
Non-current assets	非流動資產			
Property, plant and equipment (Note 1)	物業、廠房及設備 (附註1)	2,261,097	8,092	2,269,189
Prepaid lease payments (Note 1)	預付租賃款項 (附註1)	274,392	389,638	664,030
Customer base (Note 1)	客戶基礎 (附註1)	-	51,985	51,985
Mining rights	採礦權	123,137	-	123,137
Interests in associates	聯營公司權益	951,236	136,242	1,087,478
Deposits for acquisition of property, plant and equipment	收購物業、廠房及設備之訂金	307,771	-	307,771
Deposits for acquisition of prepaid lease payments	收購預付租賃款項之訂金	22,484	-	22,484
Deposits for acquisition of mining rights	收購採礦權之訂金	28,816	-	28,816
Deferred tax assets	遞延稅項資產	873	-	873
Current assets	流動資產			
Inventories	存貨	81,497	-	81,497
Prepaid lease payments	預付租賃款項	-	8,561	8,561
Prepayments, deposits and other receivables (Note 2)	預付款項、按金及其他應收款項 (附註2)	117,739	-	117,739
Trade receivables (Note 2)	應收貿易賬款 (附註2)	497,044	-	497,044
Amount due from a non-controlling shareholder (Note 2)	應收非控股股東款項 (附註2)	16,179	-	16,179
Pledged bank deposits	已抵押銀行存款	3,017	-	3,017
Cash and bank balances	現金及銀行結餘	152,722	-	152,722
Current liabilities	流動負債			
Trade payables	應付貿易賬款	(320,561)	-	(320,561)
Other payables and accrued liabilities	其他應付款項及應計負債	(783,523)	-	(783,523)
Tax payables	應付稅項	(10,853)	-	(10,853)
Bank loans	銀行貸款	(514,650)	-	(514,650)
Senior notes	優先票據	(801,032)	-	(801,032)
Amount due to a non-controlling shareholder	應付非控股股東款項	(93,526)	-	(93,526)
Non-current liabilities	非流動負債			
Bank loans	銀行貸款	(685,257)	-	(685,257)
Deferred tax liabilities	遞延稅項負債	(44,915)	(114,570)	(159,485)
		<u>1,583,687</u>	<u>479,948</u>	<u>2,063,635</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

(i) (Continued)

Notes:

1. The fair value of the property, plant and equipment, prepaid lease payments and customer base of Upper Value are determined by an independent appraiser, Vigers Appraisal & Consulting Limited, at the acquisition date.

The fair value of the property, plant and equipment and prepaid lease payments were estimated by applying a combination of market and depreciation replacement approach.

The fair value of the customer base was estimated by applying an income approach. The following were the key model inputs used in determining the fair value:

- discount rate of 17.46%;
 - tax rate of 25%; and
 - annual exit rate of customers of 33%.
2. The trade and other receivables and amount due from a non-controlling shareholder acquired with a fair value of approximately HK\$630,962,000 had gross contractual amounts of approximately HK\$689,396,000. The best estimate at acquisition date of contractual cash flows not expected to be collected is approximately HK\$58,434,000.

Non-controlling interests

The non-controlling interests in Upper Value recognised at the acquisition date was determined with reference to the proportionate share of the acquiree's net assets at the acquisition date and amounted to approximately HK\$61,287,000.

32. 收購附屬公司 (續)

(i) (續)

附註:

1. Upper Value於收購日期之物業、廠房及設備、預付租賃款項及客戶基礎之公平值乃由獨立估值師威格斯資產評估顧問有限公司釐定。

物業、廠房及設備以及預付租賃款項之公平值乃應用市場及折舊重置法兩者進行估計。

客戶基礎之公平值乃應用收入法進行估計。以下為釐定公平值時所使用之主要模式輸入數據:

- 折現率為17.46%;
 - 稅率為25%; 及
 - 客戶年退出率為33%。
2. 已收購應收貿易賬款及其他應收款項以及應收非控股股東款項之公平值約為630,962,000港元, 其合約總額約為689,396,000港元。假設在最理想的情況下, 於收購日期之預期不可收回合約現金流量金額約為58,434,000港元。

非控股權益

Upper Value於收購日期確認之非控股權益乃經參考分佔被收購公司於收購日期之資產淨值之比例釐定, 其約為61,287,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

(i) (Continued)

		HK\$'000 千港元
Goodwill arising on acquisition	收購事項產生之商譽	
Consideration transferred	已轉讓代價	3,800,000
Plus: Non-controlling interests	加：非控股權益	61,287
Less: Fair value of identifiable net assets acquired	減：已收購可識別資產淨值之公平值	<u>(2,063,635)</u>
Goodwill arising on acquisition	收購時產生之商譽	<u>1,797,652</u>
Net cash outflow arising on acquisition	收購事項產生之現金流出淨額	
Cash consideration	現金代價	3,800,000
Less: Deposit paid in prior year	減：去年已付之訂金	(804,410)
Less: Cash and bank balances acquired	減：已收購之現金及銀行結餘	<u>(152,722)</u>
Net cash outflow arising on acquisition	於收購時產生之現金流出淨額	<u>2,842,868</u>

Goodwill arose in the acquisition of Upper Value because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Upper Value. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

The goodwill arising on this acquisition is on provisional basis, awaiting for the finalisation of the valuation of the identifiable assets and liabilities.

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

Note:

During the year, Upper Value contributed approximately HK\$1,521.4 million to the Group's revenue and approximately HK\$260.8 million to the Group's profit for the period between the date of acquisition and the end of the reporting period.

32. 收購附屬公司 (續)

(i) (續)

因合併成本包括控制權溢價，故收購 Upper Value 產生商譽。此外，就合併支付之代價實際上包括有關預期來自協同效益之利益金額、收益增長、未來市場發展，以及 Upper Value 之總體人手。由於該等利益不符合可辨識無形資產之確認標準，故並無與商譽分開確認。

此項收購產生之商譽乃按暫定基準計算，以待確認可識別的資產及負債估值完成。

因收購時產生之商譽預計不可扣稅。

附註：

年內，Upper Value 於收購日期及報告期末間之期間對本集團之收益及溢利分別貢獻約 1,521,400,000 港元及約 260,800,000 港元。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

(i) (Continued)

If the acquisition had been completed on 1 January 2010, the Group's total revenue for the year would have been approximately HK\$8,672.6 million, and profit for the year would have been approximately HK\$955.0 million. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2010, nor is it intended to be a projection of future results.

- (ii) The Group acquired 100% of the issued share capital of TCC International (Guangxi) Limited ("TCCI (Guangxi)"), which principal activity is investment holding and its subsidiary is engaged in manufacture and distribution of cement, from the immediate holding company on 24 September 2009 for a total consideration of HK\$2,383,282,000. This acquisition had been accounted for using the purchase method. The amount of goodwill arising as a result of the acquisition was approximately HK\$794,052,000.

32. 收購附屬公司 (續)

(i) (續)

倘收購事項已於二零一零年一月一日完成，則年內本集團總收益將約為8,672,600,000港元，期內溢利將約達955,000,000港元。備考資料乃僅供說明之用，且不可作為倘收購事項已於二零一零年一月一日完成，本集團實際可取得之收益及營運業績之指標，亦不擬作為未來業績之預測。

- (ii) 本集團於二零零九年九月二十四日以總代價2,383,282,000港元自直屬控股公司收購TCC International (Guangxi) Limited (「TCCI (Guangxi)」)之全部已發行股本，該公司主要從事投資控股，而其附屬公司從事製造及分銷水泥。該項收購已使用購買法入賬。因收購事項而產生之商譽金額約為794,052,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

(ii) (Continued)

The net assets acquired in the transaction, and the goodwill arising, are as follows:

		Acquiree's carrying amounts before combination 合併前 被收購公司之 賬面金額 HK\$'000 千港元	Fair value adjustments 公平值調整 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
Net assets acquired:	所收購之資產淨值:			
Property, plant and equipment (Note)	物業、廠房及設備 (附註)	2,907,597	102,228	3,009,825
Prepaid lease payments (Note)	預付租賃款項 (附註)	48,515	170,324	218,839
Intangible assets	無形資產	4,179	-	4,179
Mining rights	採礦權	149,796	-	149,796
Loan receivables	應收貸款	129,950	-	129,950
Inventories	存貨	142,993	-	142,993
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	54,020	-	54,020
Trade receivables	應收貿易賬款	431,199	-	431,199
Cash and bank balances	現金及銀行結餘	174,931	-	174,931
Trade payables	應付貿易賬款	(11,592)	-	(11,592)
Other payables and accrued liabilities	其他應付款項及應計負債	(365,269)	-	(365,269)
Bank loans	銀行貸款	(2,251,676)	-	(2,251,676)
Amount due to immediate holding company	應付直屬控股公司款項	(21,840)	-	(21,840)
Deferred tax liabilities	遞延稅項負債	-	(68,137)	(68,137)
		<u>1,392,803</u>	<u>204,415</u>	<u>1,597,218</u>
Goodwill	商譽			<u>794,052</u>
Total consideration	總代價			<u>2,391,270</u>
Total consideration satisfied by:	總代價之支付方式:			
Issuance of non-redeemable convertible preference shares (note 34)	發行不可贖回可轉換優先股 (附註34)			2,383,282
Direct expenses paid in connection with acquisition of subsidiaries	就收購附屬公司支付之 直接開支			<u>7,988</u>
Total consideration	總代價			<u>2,391,270</u>
Cash and bank balances acquired	所購得現金及銀行結餘			174,931
Direct expenses paid in connection with acquisition of subsidiaries	就收購附屬公司支付之 直接開支			<u>(7,988)</u>
Net cash inflow arising on acquisition	收購事項產生之現金 流入淨額			<u>166,943</u>

32. 收購附屬公司 (續)

(ii) (續)

該交易所購得淨資產及所產生之商譽如下:

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

(ii) (Continued)

Note: The fair value of the property, plant and equipment and prepaid lease payments of TCCI (Guangxi) were determined by an independent appraiser, Vigers Appraisal & Consulting Limited, at the acquisition date.

As the consideration for the acquisition of TCCI (Guangxi), 651,170,000 non-redeemable convertible preference shares with par value of HK\$0.1 each were issued. The fair value of the preference shares of the Company, determined using the published price of the ordinary shares of the Company available at the date of the acquisition, amounted to HK\$2,383,282,000.

Goodwill of approximately HK\$794,052,000 had been recognised from the acquisition due to the increase in fair value of the preference shares issued at the date of acquisition from the date of announcing the acquisition.

TCCI (Guangxi) contributed approximately HK\$473.4 million to the Group's revenue and approximately HK\$30 million to the Group's profit for the period between the date of acquisition and the end of 2009.

If the acquisition had been completed on 1 January 2009, the Group's total revenue for the year of 2009 would have been approximately HK\$4,928.9 million, and a loss for the year of 2009 would have been approximately HK\$9.1 million. The pro forma information was for illustrative purposes only and was not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2009, nor was it intended to be a projection of future results.

32. 收購附屬公司 (續)

(ii) (續)

附註：TCCI (Guangxi)於收購日期之物業、廠房及設備以及預付租賃款項之公平值乃由獨立估值師威格斯資產評估顧問有限公司釐定。

作為收購TCCI (Guangxi)之代價，已發行651,170,000股每股0.1港元之不可購回可轉換優先股。本公司優先股之公平值按收購日期本公司適用之普通股之公開叫價釐定，金額達2,383,282,000港元。

由於自收購事項公佈日期起於收購日期已發行優先股份之公平值增加，故自收購事項已確認約794,052,000港元之商譽。

自收購日期起至二零零九年年末止期間，TCCI (Guangxi)為本集團帶來約473,400,000港元之收益及為本集團帶來約30,000,000港元之溢利。

倘收購事項已於二零零九年一月一日完成，則二零零九年度本集團總收益將約為4,928,900,000港元，二零零九年度虧損將約達9,100,000港元。備考資料乃僅供說明之用，且不可作為倘收購事項已於二零零九年一月一日完成，本集團實際可取得之收益及營運業績之指標，亦不擬作為未來業績之預測。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

33. SHARE CAPITAL – ORDINARY SHARES

33. 股本—普通股

		Number of ordinary shares	
		普通股數目	
		'000	HK\$'000
		千股	千港元
Authorised:	法定股本：		
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股		
At 1 January 2009	於二零零九年一月一日	2,000,000	200,000
Increased during the year (Note 1)	於年內增加(附註1)	<u>348,830</u>	<u>34,883</u>
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及 二零一零年一月一日	2,348,830	234,883
Increased during the year (Note 2)	於年內增加(附註2)	<u>2,651,170</u>	<u>265,117</u>
At 31 December 2010	於二零一零年十二月三十一日	<u>5,000,000</u>	<u>500,000</u>
Issued and fully paid:	已發行及繳足股本：		
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股		
At 1 January 2009	於二零零九年一月一日	1,282,450	128,245
Exercise of share options (Note 3)	行使購股權(附註3)	<u>6,600</u>	<u>660</u>
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及 二零一零年一月一日	1,289,050	128,905
Issued under placing (Note 4)	根據配售事項已發行股份 (附註4)	<u>256,568</u>	<u>25,657</u>
Conversion of non-redeemable convertible preference shares (Note 5)	轉換不可贖回可轉換優先股 (附註5)	<u>651,170</u>	<u>65,117</u>
Exercise of share options (Note 6)	行使購股權(附註6)	<u>300</u>	<u>30</u>
Issued under rights issue (Note 7)	根據供股已發行股份(附註7)	<u>1,098,544</u>	<u>109,854</u>
At 31 December 2010	於二零一零年十二月三十一日	<u>3,295,632</u>	<u>329,563</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

33. SHARE CAPITAL – ORDINARY SHARES

(Continued)

Notes:

1. Pursuant to the resolutions passed at an extraordinary general meeting held on 27 July 2009, the authorised share capital of the Company was increased from HK\$200,000,000 divided into 2,000,000,000 ordinary shares of HK\$0.10 each to HK\$300,000,000 divided into 2,348,830,000 ordinary shares of HK\$0.10 each and 651,170,000 convertible preference shares of HK\$0.10 each by the creation of an additional 348,830,000 new ordinary shares of HK\$0.10 each and 651,170,000 new convertible preference shares of HK\$0.10 each.
2. Pursuant to the resolutions passed at an extraordinary general meeting held on 23 February 2010, the authorised share capital of the Company was increased from HK\$300,000,000 divided into 2,348,830,000 ordinary shares of HK\$0.10 each and 651,170,000 convertible preference shares of HK\$0.10 each to HK\$565,117,000 divided into 5,000,000,000 ordinary shares of HK\$0.10 each and 651,170,000 convertible preference shares of HK\$0.10 each by the creation of an additional 2,651,170,000 new ordinary shares of HK\$0.10 each.
3. During the year ended 31 December 2009, Mr. Koo, Cheng-Yun, Leslie and Mr. Wu Yih Chin, Directors of the Company, and other employees exercised share options amounting to 4,040,000, 450,000 and 2,110,000 shares, respectively, at a subscription price of HK\$1.266 per share.

33. 股本—普通股 (續)

附註：

1. 根據於二零零九年七月二十七日舉行之股東特別大會上通過之決議案，藉增設額外348,830,000股每股面值0.10港元之新普通股及651,170,000股每股面值0.10港元之新可轉換優先股，將本公司之法定股本由200,000,000港元（分為2,000,000,000股每股面值0.10港元之普通股）增至300,000,000港元（分為2,348,830,000股每股面值0.10港元之普通股及651,170,000股每股面值0.10港元之可轉換優先股）。
2. 根據於二零一零年二月二十三日舉行之股東特別大會上通過之決議案，藉增設額外2,651,170,000股每股面值0.10港元之新普通股，將本公司之法定股本由300,000,000港元（分為2,348,830,000股每股面值0.10港元之普通股及651,170,000股每股面值0.10港元之可轉換優先股）增至565,117,000港元（分為5,000,000,000股每股面值0.10港元之普通股及651,170,000股每股面值0.10港元之可轉換優先股）。
3. 於截至二零零九年十二月三十一日止年度內，本公司董事辜成允先生及吳義欽先生以及其他僱員按認購價每股1.266港元分別行使4,040,000股、450,000股及2,110,000股股份之購股權。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

33. SHARE CAPITAL – ORDINARY SHARES

(Continued)

Notes: (Continued)

- Reference was made to the two announcements of the Company dated 14 January 2010 and 22 January 2010, the controlling shareholder of the Company entered into a placing agreement with a placing agent and the Company entered into a subscription agreement with its controlling shareholder in relation to a top-up placing, on a best effort basis, of 256,568,000 ordinary shares of the Company were placed with independent investors at the placing price of HK\$3.30 per share, approximate to the market value at the announcement date. Completion of the transaction took place on 22 January 2010 and the Company raised total net proceeds of approximately HK\$825.4 million, which were applied towards funding the acquisition of Upper Value (note 32(i)).
- On 22 January 2010, 651,170,000 ordinary shares have been allotted and issued to the controlling shareholder of the Company upon the exercise of the convertible preferences shares.
- During the year ended 31 December 2010, employees of the Company exercised share options amounting 300,000 shares at a subscription price of HK\$1.266 per share.
- On 23 June 2010, the Company issued 1,098,544,023 ordinary shares, on the basis of one rights share for every two existing shares at the issue price of HK\$2.10 per share. The net proceeds of approximately HK\$2,286.0 million were raised by the Company, which were applied towards repayment of the debt financing incurred by the Group to fund the acquisition of Upper Value (note 32(i)). The new shares issued during the year rank pari passu in all respects with the existing shares in issue.

33. 股本—普通股 (續)

附註：(續)

- 謹此提述本公司日期為二零一零年一月十四日及二零一零年一月二十二日之兩份公佈，本公司控股股東與配售代理訂立配售協議，而本公司與其控股股東訂立認購協議，內容有關，按盡力基準以配售價每股3.30港元（近似於公佈日期之市值）以先舊後新方式配售本公司256,568,000股普通股予獨立投資者。該交易已於二零一零年一月二十二日完成，本公司集資所得款項總淨額約為825,400,000港元，已用作為收購Upper Value（附註32(i)）提供資金。
- 於二零一零年一月二十二日，651,170,000股普通股已於可轉換優先股獲行使時配發及發行予本公司之控股股東。
- 於截至二零一零年十二月三十一日止年度內，本公司之僱員按認購價每股1.266港元行使300,000股股份之購股權。
- 於二零一零年六月二十三日，本公司以發行價每股2.10港元，並按每持有兩股現有股份獲發一股供股股份之基準發行1,098,544,023股普通股。本公司集資所得款項淨額約為2,286,000,000港元，已用作償還本集團為收購Upper Value（附註32(i)）提供資金而產生之債務融資。於年內已發行之新股份於所有方面與已發行現有股份享有同等權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

34. SHARE CAPITAL – NON-REDEEMABLE CONVERTIBLE PREFERENCE SHARES (“PREFERENCE SHARES”)

34. 股本 – 不可贖回可轉換優先股 (「優先股」)

		Number of convertible preference shares 可轉換優先股數目	HK\$'000 千港元
		'000 千股	
Authorised:	法定股本：		
Preference Shares of HK\$0.10 each	每股面值0.10港元之優先股		
At 1 January 2009	於二零零九年一月一日	–	–
Increased during the year (note 33)	於年內增加 (附註33)	651,170	65,117
		<u>651,170</u>	<u>65,117</u>
At 31 December 2009 and 31 December 2010	於二零零九年十二月三十一日及 二零一零年十二月三十一日	<u>651,170</u>	<u>65,117</u>
Issued and fully paid:	已發行及繳足股本：		
Preference Shares of HK\$0.10 each	每股面值0.10港元之優先股		
At 1 January 2009	於二零零九年一月一日	–	–
Issued in consideration for acquisition of the issued share capital of TCCI (Guangxi) in 2009 (note 1)	於二零零九年作為收購 TCCI (Guangxi)之已發行股本 之代價而發行 (附註1)	651,170	65,117
		<u>651,170</u>	<u>65,117</u>
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及 二零一零年一月一日	651,170	65,117
Conversion of Preference Shares (note 2)	轉換優先股 (附註2)	(651,170)	(65,117)
		<u>(651,170)</u>	<u>(65,117)</u>
At 31 December 2010	於二零一零年十二月三十一日	<u>–</u>	<u>–</u>

The Preference Shares are non-redeemable, carry no voting right and each of the Preference Share is convertible into one ordinary share any time after issue.

優先股為不可贖回，不附帶投票權，且均可於發行後任何時間轉換為一股普通股。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

34. SHARE CAPITAL – NON-REDEEMABLE CONVERTIBLE PREFERENCE SHARES (“PREFERENCE SHARES”) (Continued)

Notes:

- (1) In the acquisition of TCCI (Guangxi), 651,170,000 Preference Shares of HK\$0.1 each (note 32(ii)) were issued for the acquisition of 100% of issued capital of TCCI (Guangxi). The transaction was completed on 24 September 2009.
- (2) On 22 January 2010, 651,170,000 Preference Shares had been converted into same number of ordinary shares by the subscription and the full exercise of the conversion rights attaching to the Preference Shares.

35. SHARE BASED PAYMENT TRANSACTIONS

Equity settled share option schemes

Old share option schemes

The Company operates a share option scheme (the “Old Share Option Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Old Share Option Scheme include directors, independent non-executive Directors, and employees of the Company and any of its subsidiaries and associates. The Old Share Option Scheme became effective upon the listing of the Company’s shares on the Stock Exchange on 5 October 1997 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The Old Share Option Scheme was cancelled on 23 May 2006.

As at 31 December 2010, all the granted share options under the Old Share Option Scheme were exercised.

34. 股本 – 不可贖回可轉換優先股 (「優先股」) (續)

附註：

- (1) 收購TCCI (Guangxi)過程中，本公司已發行651,170,000股每股面值0.1港元之優先股(附註32(ii))，以收購TCCI (Guangxi)之全部已發行股本。該交易於二零零九年九月二十四日完成。
- (2) 於二零一零年一月二十二日，651,170,000股優先股已透過認購事項及悉數行使優先股所附轉換權而轉換為相同數目之普通股。

35. 以股份支付款項之交易

以股本結算之購股權計劃

舊購股權計劃

本公司設有購股權計劃(「舊購股權計劃」)藉以鼓勵及回饋對本集團之成功經營作出貢獻之合資格參與者。舊購股權計劃之合資格參與者包括本公司及其任何附屬公司及聯營公司之董事、獨立非執行董事及僱員。舊購股權計劃於一九九七年十月五日，即本公司股份於聯交所上市日，正式開始生效，除非取消或修改，否則舊購股權計劃自生效日起計十年仍具有效力。舊購股權計劃已於二零零六年五月二十三日取消。

於二零一零年十二月三十一日，舊購股權計劃項下之所有已授出購股權均獲行使。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

35. SHARE BASED PAYMENT TRANSACTIONS 35. 以股份支付款項之交易 (續)

(Continued)

Equity settled share option schemes (Continued)

Old share option schemes (Continued)

Details of specific category of the share option under the Old Share Option Scheme are as follows:

以股本結算之購股權計劃 (續)

舊購股權計劃 (續)

舊購股權計劃項下具體類別購股權之詳情如下：

Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價
31 March 2006 二零零六年三月三十一日	6 months 六個月	1 October 2006 to 30 March 2011 二零零六年十月一日至 二零一一年三月三十日	HK\$1.266 1.266港元

The following table discloses movements of the Company's share options under the Old Share Option Scheme held by the Directors and certain employees during the year:

下表披露於年內本公司董事及若干僱員所持舊購股權計劃項下購股權之變動情況：

Name or category of participant 參與者姓名或類別	At 1 January 2009 於二零零九年 一月一日	Exercised during 2009 於二零零九年 內已行使	At 31 December 2009 於二零零九年 十二月三十一日	Exercised during 2010 於二零一零年 內已行使	At 31 December 2010 於二零一零年 十二月三十一日	Date of grant of share options 購股權授出日期	Exercise price of share options 購股權 行使價 HK\$ 港元
Directors 董事							
KOO, Cheng-Yun, Leslie 辜成允	4,040,000	(4,040,000)	-	-	-	31 March 2006 二零零六年三月三十一日	1.266
WU Yih Chin 吳義欽	450,000	(450,000)	-	-	-	31 March 2006 二零零六年三月三十一日	1.266
	4,490,000	(4,490,000)	-	-	-		
Other employees 其他僱員	2,410,000	(2,110,000)	300,000	(300,000)	-	31 March 2006 二零零六年三月三十一日	1.266
Total 總額	6,900,000	(6,600,000)	300,000	(300,000)	-		

The market price of the shares on the date of which options were exercised during the year was HK\$2.71 per share (2009: range from HK\$1.85 to HK\$3.69 per share).

於本年度購股權獲行使日期之股份市價為每股2.71港元(二零零九年：介乎每股1.85港元至3.69港元之間)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

35. SHARE BASED PAYMENT TRANSACTIONS

(Continued)

Equity settled share option schemes (Continued)

New share option schemes

On 23 May 2006, the Old Share Option Scheme was cancelled and a New Share Option Scheme (the “New Share Option Scheme”) was adopted. The purpose of the New Share Option Scheme is to enable the Directors to grant options to selected Eligible Persons as incentives or rewards for their contribution or potential contribution to the Group. The basis of eligibility of any of the Eligible Persons to the grant of options shall be determined by the Directors from time to time on the basis of the Directors’ opinion as to his contribution or potential contribution to the development and growth of the Group. Eligible Persons means any person falling within one of the following classes:

- (i) any Director or proposed Director (whether executive or non-executive, including any independent non-executive Director), employee of any member of the Group or any controlling shareholder, a person who controls the Company or any company controlled by a controlling shareholder (a “Category A Eligible Person”); or
- (ii) any holder of any securities issued by any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder (a “Category B Eligible Person”);

and, for the purposes of the New Share Option Scheme, shall include any company controlled by one or more persons belonging to any of the above classes of persons.

35. 以股份支付款項之交易 (續)

以股本結算之購股權計劃 (續)

新購股權計劃

於二零零六年五月二十三日，舊購股權計劃被取消，而新購股權計劃（「新購股權計劃」）於同日獲採納。新購股權計劃旨在賦予董事權力，將購股權授予指定合資格人士，作為彼等對本集團所作之貢獻或潛在貢獻之獎勵或報酬。任何合資格人士獲授購股權之資格，將由董事不時根據董事對彼就本集團發展及增長所作之貢獻或潛在貢獻之意見而釐定。合資格人士指任何屬於下列其中一類之人士：

- (i) 本集團任何成員公司或任何控股股東或任何由控股股東控制之公司任職之任何董事或候任董事（不論為執行或非執行，包括任何獨立非執行董事）、僱員（「A類合資格人士」）；或
- (ii) 本集團任何成員公司或任何控股股東或任何由控股股東控制之公司發行之任何證券之任何持有人（「B類合資格人士」）；

而就新購股權計劃而言，須包括屬上述任何一類之一名或多名人士控制之任何公司。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

35. SHARE BASED PAYMENT TRANSACTIONS

(Continued)

Equity settled share option schemes *(Continued)*

New share option schemes *(Continued)*

The total number of shares in respect of which options may be granted under the New Share Option Scheme is not permitted to exceed 10% of the shares in issue as at the date of adoption of the New Share Option Scheme. The Company can grant share options to subscribe upto 77,292,200 shares of the Company under the New Share Option Scheme. The 10% limit may be refreshed with the approval of shareholders of the Company.

The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Any option to be granted to a Director, chief executive or substantial shareholder of the Company (or any of their respective associates) must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options).

If a grant of options to a substantial shareholder or an independent non-executive Director (or any of their respective associates) will result in the total number of shares issued and to be issued upon exercise of options already granted and to be granted to such person under the New Share Option Scheme and any other share option schemes of the Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant representing in aggregate over 0.1% of the shares in issue; and in excess of HK\$5 million, such further grant of options is required to be approved by shareholders.

35. 以股份支付款項之交易 (續)

以股本結算之購股權計劃 (續)

新購股權計劃 (續)

因行使根據新購股權計劃授出之購股權而可予發行之股份總數，合共不得超過新購股權計劃獲採納當日已發行股份10%。本公司可根據新購股權計劃授出購股權，以認購最多77,292,200股本公司股份。經本公司股東批准後，該10%上限可予更新。

未經本公司股東批准，任何人士於任何一年內已經及可能獲授之購股權予以行使時所發行及將予發行之股份數目，不得超過本公司於任何時間已發行股份1%。凡向董事、本公司主要行政人員或主要股東（或彼等各自之任何聯繫人）授出購股權，須經獨立非執行董事（不包括本身為購股權承授人之任何獨立非執行董事）批准。

倘向本公司主要股東或獨立非執行董事（或彼等各自之任何聯繫人）授出任何購股權，將導致於截至及包括授出日期止任何12個月內因行使根據新購股權計劃及本公司任何其他購股權計劃已向該人士授出及將授出之購股權（包括已行使、已註銷及尚未行使之購股權）而發行及將發行之股份數目合共超過已發行股份0.1%及超過5,000,000港元，則進一步授出購股權須經股東批准。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

35. SHARE BASED PAYMENT TRANSACTIONS

(Continued)

Equity settled share option schemes *(Continued)*

New share option schemes *(Continued)*

The option period commences on the Commencement Date (the date upon which the options are deemed to be granted and accepted) of such options and ends on the close of business on the day immediately preceding the tenth anniversary thereof.

The exercise price per share shall be determined by the Board, being at least the highest of (i) the closing price of the shares on the date on which an option is offered to an Eligible Person, which must be a business day ("Offer Date"); (ii) the average closing price of the shares for the five trading days immediately preceding the offer date, and (iii) the nominal value of one share.

The New Share Option Scheme shall be valid and effective for a period of 10 years commencing on the adoption date of 23 May 2006. As at 31 December 2010, no option had been granted under the New Share Option Scheme since its adoption.

Share options do not counter rights on the holders to dividends or vote at shareholders meetings.

35. 以股份支付款項之交易 (續)

以股本結算之購股權計劃 (續)

新購股權計劃 (續)

購股權期間於該等購股權之起始日(購股權被視為已授出及已獲接納之日期)開始,並於其緊接十週年日期前一個營業日結束時屆滿。

每股股份行使價應由董事會釐定,即至少相等於以下三者中之最高者:(i)在向合資格人士提呈購股權當日(必須為營業日)(「要約日期」)之股份收市價;(ii)緊接要約日期前五個交易日之股份平均收市價;及(iii)一股股份面值。

新購股權計劃之有效期為十年,由採納當日(即二零零六年五月二十三日)起生效。於二零一零年十二月三十一日,自採納新購股權計劃以來概無據此授出任何購股權。

購股權並無附帶持有人獲享股息或於股東會議上投票之權利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

36. RESERVES

Contributed surplus

The contributed surplus of the Group represents the difference between the fair value of the combined net assets value of the subsidiaries involved in the Group reorganisation in September 1997 and the assets, liabilities and undertakings which relate to the import and distribution of cement carried out by Hong Kong Cement Manufacturing Company Limited prior to the Group reorganisation (the "Relevant Business"), as if they were acquired by the Group when the subsidiaries and the Relevant Business commenced operations, and the nominal value of the Company's shares issued in exchange therefor.

Statutory reserve fund

In accordance with the relevant PRC regulations applicable to wholly-foreign owned enterprises, certain PRC subsidiaries are required to appropriate an amount of not less than 10% of its annual after tax profit to the statutory reserve fund, which may be used to increase the paid-up capital of the PRC subsidiary.

36. 儲備

繳入盈餘

本集團之繳入盈餘指本集團於一九九七年九月進行重組涉及之附屬公司之合併資產淨值，以及假設當附屬公司及本集團重組前之香港水泥有限公司從事之水泥進口及分銷業務（「有關業務」）開始投入運作後已由本集團收購關於有關業務之資產、負債及業務之公平值，與作為換取代價之本公司已發行股份面值之差額。

法定儲備基金

根據有關適用於外商獨資企業之中國法規，若干中國附屬公司須將不少於每年除稅後溢利10%之款項提撥作法定儲備基金，該筆款項可作該中國附屬公司增加實繳資本之用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

37. RETIREMENT BENEFITS PLANS

The Group operates a defined contribution retirement benefits scheme under the Mandatory Provident Fund Ordinance (the "MPF Scheme") for employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries with maximum of HK\$1,000 per employee per month and are charged to the profit and loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Company's subsidiaries in the PRC are members of state-managed retirement benefit plans operated by the government of the PRC. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The total expense recognised in the consolidated statement of comprehensive income of approximately HK\$16,637,000 (2009: HK\$7,499,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

37. 退休福利計劃

本集團根據強制性公積金計劃條例，為合資格參與強積金計劃之僱員設立定額供款退休福利計劃（「強積金計劃」）。有關供款按有關僱員之基本薪金若干百分比計算，最高為每位僱員每月1,000港元，並於根據強積金計劃規則應付時自損益中扣除。強積金計劃之資產由獨立管理基金持有，與本集團資產分開管理。本集團之僱主供款一旦根據強積金計劃作出，即屬僱員所有，惟倘本集團之僱員在可全數收取供款前離職，則本集團之僱主自願供款將根據強積金計劃規則退還予本集團。

本集團位於中國之附屬公司之僱員為中國政府營辦之國家管理退休福利計劃之會員。該等附屬公司須按僱員薪金之某個指定百分比向退休福利計劃作出供款，為福利計劃提供資金。本集團有關退休福利計劃之唯一責任為作出指定供款。

本集團按計劃之規則指定之比率應付該等計劃之供款總額約為16,637,000港元（二零零九年：7,499,000港元），該費用已於綜合全面收益表確認入賬。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

38. 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 shareholders through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank loans, senior notes and amount due to immediate holding company, and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits/accumulated losses. The Directors of the Company review the capital structure on an annual basis. As part of this review, the Directors consider the cost of capital and the risks associates with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debts.

38. 資本風險管理

本集團之資本管理乃確保本集團內各實體將可以持續方式經營，同時透過適當平衡債務與股本結餘結構為股東帶來最大回報。過往年度本集團整體策略保持不變。

本集團之資本結構包括債務淨額（包括銀行貸款、優先票據及應付直屬控股公司款項）及本公司擁有人應佔權益（包括已發行股本、儲備及保留溢利／累計虧損）。本公司董事每年均會檢討資本架構。作為此項檢討之一部份，董事會考慮資本成本及與各類資本有關之風險。本集團將透過支付股息、發行新股份及購回股份，以及新發行債務或贖回現有債務平衡其整體資本架構。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

39. FINANCIAL INSTRUMENTS

Categories of financial instruments

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Financial assets	金融資產			
Fair value through profit or loss (FVTPL)	按公平值計入損益			
– held-for-trading investments	– 持作交易用途之投資	327,100	267,943	257,810
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值)	5,419,848	1,915,265	1,344,186
Available-for-sale investments	可供出售投資	59,772	54,509	58,713
Financial liabilities	金融負債			
Amortised cost	攤銷成本	15,264,834	8,045,013	4,308,702

Financial risk management objectives and policies

The Group's major financial instruments include equity investments, trade and other receivables, loan receivables, bank deposits and balances, trade and other payables, bank borrowings, senior notes, amounts due to non-controlling shareholders and amount due to immediate holding company. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include credit risk, interest rate risk, currency risk, other price risk and liquidity risk and the policies applied by the Group to mitigate these risks are set out below. Management monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

39. 金融工具

金融工具之類別

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
金融資產				
按公平值計入損益				
– 持作交易用途之投資		327,100	267,943	257,810
貸款及應收款項(包括現金及現金等值)		5,419,848	1,915,265	1,344,186
可供出售投資		59,772	54,509	58,713
金融負債				
攤銷成本		15,264,834	8,045,013	4,308,702

財務風險管理目標與政策

本集團之主要金融工具包括股本投資、應收貿易賬款及其他應收款項、應收貸款、銀行存款及結餘、應付貿易賬款及其他應付款項、銀行貸款、優先票據、應付非控股股東款項及應付直屬控股公司款項。該等金融工具之詳情已於有關之附註披露。下文載列與該等金融工具有關之風險(包括信貸風險、利率風險、貨幣風險、其他價格風險及流動資金風險)及本集團如何減低該等風險而採用之政策。管理層監察該等風險，以確保及時及有效地實行適當措施。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Credit risk

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

The credit risk on liquid funds is limited because the counterparties are banks with high credit-standing.

The Group mainly trades on terms based on prepayments and letters of credits in most of the transactions and as at 31 December 2010 the Group's accounts receivable spread over a number of counterparties. Thus, the management considers that the risk is adequately monitored and does not expect any counterparty to fail to meet its obligations.

39. 金融工具 (續)

財務風險管理目標與政策 (續)

信貸風險

於二零一零年十二月三十一日，因對方未能履行責任而令本集團蒙受財務損失，則本集團要承受之最大信貸風險乃因綜合財務狀況表所述各金融資產之賬面值而產生。為將信貸風險降至最低，本集團管理層已委派一組人員負責釐定信貸限額、信貸審批及其他監察程序，以確保採取跟進措施收回逾期之債項。此外，本集團於各報告期末檢討每項個別貿易債項之可收回數額，以確保就無法收回之數額作出足夠之減值虧損撥備。就此而言，董事認為本集團之信貸風險已大幅降低。

流動資金之信貸風險有限，原因是對方均為信譽良好之銀行。

在大部分交易中，本集團主要按照以預付款項及信用證為基準之條款進行交易，截至二零一零年十二月三十一日，本集團之應收賬款分散於多名對方身上。因此，管理層認為有關風險受到充分監控，並預期概無任何對方將不予履行其責任。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Credit risk (Continued)

The Group's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for all loan receivables (31.12.2009: 100%) and 96.9% (31.12.2009: 93.8%) of the trade receivables as at 31 December 2010.

The Group has also concentration of credit risk as the loan receivables were due from four (2009: three) borrowers within the government sector in the PRC.

In order to minimise the credit risk on the loan receivables, the management of the Group closely monitor the follow-up action taken to recover any overdue loans. In addition, the Group reviews the recoverable amount of each borrower at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors of the Company consider that the Group's credit risk on the loan receivables is significantly reduced.

Market risk

(i) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to the pledged bank deposits, time deposits and fixed rate senior notes. The Group is also exposed to cash flow interest rate risk in relation to floating-rate bank loans, loan receivables, amount due to an immediate holding company and bank balances. 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 fair value interest rate risk on bank deposits is insignificant as the fixed deposits are short-term.

39. 金融工具 (續)

財務風險管理目標與政策 (續)

信貸風險 (續)

本集團之信貸風險按地區而言主要集中於中國，於二零一零年十二月三十一日佔全部應收貸款（二零零九年十二月三十一日：100%）及應收貿易款項額之96.9%（二零零九年十二月三十一日：93.8%）。

由於本集團有四名（二零零九年：三名）來自中國的政府部門借款人之應收貸款，因此本集團亦須承受應收貸款集中之信貸風險。

為將應收貸款之信貸風險降至最低，本集團管理層密切監視為收回任何逾期貸款而採取之跟進措施。此外，本集團於報告期末檢討每個借款人之可收回數額，以確保就無法收回之數額作出足夠之減值虧損撥備。就此而言，本公司董事認為本集團應收貸款之信貸風險已大幅降低。

市場風險

(i) 利率風險

本集團面臨與已抵押銀行存款、定期存款及固定利率優先票據有關之公平值利率風險。本集團亦面臨與浮動息率銀行貸款、應收貸款、應付直屬控股公司款項及銀行結餘有關之現金流利率風險。本集團現時並無利率對沖政策。然而，管理層監控利率風險，並將於需要時考慮對沖重大利率風險。由於定期存款為短期，銀行存款之公平值利率風險甚微。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Market risk (Continued)

(i) Interest rate risk (Continued)

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR, LIBOR and benchmark loan rates of financial institutions set by The People's Bank of China arising from the Group's borrowings.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to variable interest rates for financial instruments at the end of the reporting period. The analysis is prepared assuming the loan receivables and bank balances in the PRC net of bank loans in the PRC at the end of the reporting period and net balance was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2010 would decrease/increase by approximately HK\$18,802,000 (2009: HK\$13,921,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank loans.

39. 金融工具 (續)

財務風險管理目標與政策 (續)

市場風險 (續)

(i) 利率風險 (續)

本集團之現金流利率風險主要集中在本集團之借貸產生之香港銀行同業拆息、倫敦銀行同業拆息及中國人民銀行所制定之金融機構基準貸款利率之波動。

敏感度分析

以下敏感度分析乃基於報告期末金融工具之浮動利率風險而釐定。此分析在假設於報告期末中國之應收貸款及銀行結餘扣除銀行貸款後，全年仍有尚未償還之餘額淨額之情況下所編製。50個基點之增減是向主要管理人員就利率風險作內部匯報時使用，而該基點代表管理層對可能合理出現之利率變動所作出之評估。

倘利率增/減50個基點且所有其他可變因素維持不變，則本集團截至二零一零年十二月三十一日止年度之除稅後溢利將減少/增加約18,802,000港元(二零零九年: 13,921,000港元)。這主要由於本集團之浮動息率銀行借貸之利率風險所致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Market risk (Continued)

(ii) Currency risk

The Group is mainly exposed to United States Dollars (“USD”) and HKD.

Certain inter-group balances, bank balances, bank loans and senior notes of the Group are denominated in foreign currencies. The Group currently does not have a foreign currency hedging policy in respect of foreign currency loan. However, management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

Sensitivity analysis

The following table details the Group’s sensitivity to a reasonably possible change of 5% in exchange rate of USD and HKD against relevant functional currency of RMB, while all other variables are held constant. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates.

39. 金融工具 (續)

財務風險管理目標與政策 (續)

市場風險 (續)

(ii) 貨幣風險

本集團主要涉及美元及港元風險。

本集團之若干集團內部結餘、銀行結餘、銀行貸款及優先票據以外幣列值。本集團現時並無有關外幣貸款之外幣對沖政策。然而，管理層嚴密監控相關外幣風險，並於有需要時考慮對沖重大外幣風險。

敏感度分析

下表詳列本集團就美元及港元兌有關功能貨幣人民幣之匯率可能有5%之合理變動之敏感度，同時所有其他變量不變。此敏感度分析僅包括尚未結清之外幣列值貨幣項目及於報告期末按外幣利率5%變動調整其換算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Market risk (Continued)

(ii) Currency risk (Continued)

Sensitivity analysis (Continued)

39. 金融工具 (續)

財務風險管理目標與政策 (續)

市場風險 (續)

(ii) 貨幣風險 (續)

敏感度分析 (續)

		2010 二零一零年 HK\$'000 千港元
Decrease (increase) in post-tax profit for the year	本年度除稅後溢利減少(增加)	
– if RMB weakens against USD	– 倘人民幣兌美元弱勢	(37,265)
– if RMB strengthens against USD	– 倘人民幣兌美元強勢	37,265
– if RMB weakens against HKD	– 倘人民幣兌港元弱勢	(17,912)
– if RMB strengthens against HKD	– 倘人民幣兌港元強勢	17,912
		2009 二零零九年 HK\$'000 千港元
Decrease (increase) in post-tax profit for the year	本年度除稅後虧損減少(增加)	
– if RMB weakens against USD	– 倘人民幣兌美元弱勢	(32,265)
– if RMB strengthens against USD	– 倘人民幣兌美元強勢	32,265
– if RMB weakens against HKD	– 倘人民幣兌港元弱勢	(14,550)
– if RMB strengthens against HKD	– 倘人民幣兌港元強勢	14,550

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Market risk (Continued)

(iii) Other price risk

The Group's equity investments at the end of the reporting period exposed the Group to equity security price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles. The Group's equity price risk is mainly concentrated on equity securities listed in Taiwan.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks in respect of held-for-trading investments at the reporting date.

If the prices of the respective held-for-trading investments had been 20% higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2010 would increase/decrease by approximately HK\$65,420,000 (2009: HK\$53,589,000) as a result of the changes in fair value of held-for-trading investments.

39. 金融工具 (續)

財務風險管理目標與政策 (續)

市場風險 (續)

(iii) 其他價格風險

本集團於報告期末之股本投資令本集團蒙受股本證券價格風險。管理層會透過維持具有不同風險程度之投資組合來管理此風險。本集團之股價風險主要集中於台灣上市之股本證券。

敏感度分析

以下敏感度分析乃根據於報告日期有關持作交易用途之投資之股價風險而釐定。

如果各項持作交易用途之投資之價格上升/下降20%且所有其他可變因素維持不變，則由於持作交易用途之投資公平值變動，致使本集團截至二零一零年十二月三十一日止年度之除稅後溢利將增加/減少約65,420,000港元(二零零九年：53,589,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Liquidity risk

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

The Group relies on bank loans as a significant source of liquidity. As at 31 December 2010, the Group has available unutilised bank loan facilities of approximately HK\$2,490,308,000 (31.12.2009: HK\$2,006,686,000). Details of which are set out in note 27.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group 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 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.

39. 金融工具 (續)

財務風險管理目標與政策 (續)

流動資金風險

就管理流動資金風險而言，本集團監察及保持管理層認為充足水平之現金及現金等值，以為本集團營運提供資金及減低現金流量波動之影響。管理層監控銀行貸款之動用情況，並確保符合貸款契約之規定。

本集團依靠銀行貸款作為流動資金之主要來源。於二零一零年十二月三十一日，本集團有可動用而尚未動用之銀行貸款額度約為2,490,308,000港元（二零零九年十二月三十一日：2,006,686,000港元）。其詳情載於附註27。

下表詳列本集團金融負債之其餘合同到期情況。就非衍生金融負債而言，該表乃根據本集團須付款之最早日期之金融負債中未折現現金流量編製。特別是，具有按要求償還條款的銀行貸款已計入最早時段（無論銀行是否有可能選擇行使其權利）。其他非衍生金融負債的到期日乃根據協定償還日期釐定。包括利息及本金現金流量。倘利息流為浮動利率，則未貼現金額將根據報告期末之利率曲線計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity and interest risk tables

39. 金融工具 (續)

財務風險管理目標與政策 (續)

流動資金風險 (續)

流動資金及利率風險表

	Repayable on demand 於要求時 償還 HK\$'000 千港元	1 – 3 months 一至三個月 HK\$'000 千港元	3 months to 1 year 三個月至 一年 HK\$'000 千港元	1 – 5 years 一至五年 HK\$'000 千港元	5 + years 五年以上 HK\$'000 千港元	Total undiscounted cash flows 未貼現 現金流總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
31.12.2010	二零一零年十二月三十一日						
Non-derivative financial liabilities	非衍生金融負債						
Trade and other payables							
Bank loans	3,834	1,618,062	449,200	-	-	2,071,096	2,071,096
Senior notes	-	428,416	3,594,386	7,999,465	792,292	12,814,559	12,019,024
Amounts due to non-controlling shareholders	-	8,010	142,724	-	-	150,734	139,396
Amount due to immediate holding company	93,785	-	-	-	-	93,785	93,785
Long term payable	-	2,687	8,062	943,149	-	953,898	932,400
	-	130	264	9,264	-	9,658	9,133
	<u>97,619</u>	<u>2,057,305</u>	<u>4,194,636</u>	<u>8,951,878</u>	<u>792,292</u>	<u>16,093,730</u>	<u>15,264,834</u>
31.12.2009 (Restated)	二零零九年十二月三十一日 (經重列)						
Non-derivative financial liabilities	非衍生金融負債						
Trade and other payables							
Bank loans	-	786,295	28,652	-	-	814,947	814,947
Amounts due to non-controlling shareholders	3,839,155	329,610	1,172,017	1,762,165	1,257	7,104,204	6,809,947
Amount due to immediate holding company	14,619	-	-	-	-	14,619	14,619
	-	2,416	412,747	-	-	415,163	405,500
	<u>3,853,774</u>	<u>1,118,321</u>	<u>1,613,416</u>	<u>1,762,165</u>	<u>1,257</u>	<u>8,348,933</u>	<u>8,045,013</u>
1.1.2009 (Restated)	二零零九年一月一日 (經重列)						
Non-derivative financial liabilities	非衍生金融負債						
Trade and other payables							
Bank loans	-	462,593	12,471	-	-	475,064	475,064
Amounts due to non-controlling shareholders	150,000	78,166	1,399,064	2,368,692	-	3,995,922	3,550,519
Amounts due to immediate holding company	17,619	-	-	-	-	17,619	17,619
	-	1,991	5,974	269,483	-	277,448	265,500
	<u>167,619</u>	<u>542,750</u>	<u>1,417,509</u>	<u>2,638,175</u>	<u>-</u>	<u>4,766,053</u>	<u>4,308,702</u>

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.

倘若浮動利率變動與報告期末釐定之利率估計不同，上文所載之非衍生金融負債的浮動利率工具金額可能有變。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity and interest risk tables (Continued)

Bank loans with a repayment on demand clause are included in the “repayable on demand “ time band in the above maturity analysis. As at 31 December 2009 and 1 January 2009, the aggregate undiscounted principal amounts of these bank loans amounted to HK\$96,500,000 and HK\$150,000,000, 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 in two years after the reporting date in accordance with the scheduled repayment dates set out in the loan agreements.

Fair value of financial assets and financial liabilities

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

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

39. 金融工具 (續)

財務風險管理目標與政策 (續)

流動資金風險 (續)

流動資金及利率風險表 (續)

於上述到期日分析中，包含於要求時償還條款之銀行貸款乃計入「按要求償還」之時間組別。於二零零九年十二月三十一日及二零零九年一月一日，該等銀行貸款之未貼現本金總額分別為96,500,000港元及150,000,000港元。經考慮本集團之財務狀況後，董事相信，銀行不大可能會行使其酌情權利要求即時還款。董事相信，該等銀行貸款將根據貸款協議之計劃還款日期於報告日期後兩年內償還。

金融資產及金融負債之公平值

金融資產及金融負債之公平值釐定如下：

- 具備標準條款及條件及於活躍流通市場買賣之金融資產及金融負債之公平值乃參考市場所報買入價釐定；及
- 其他金融資產及金融負債之公平值乃以折現現金流量分析為基準之一般公認定價模式釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

39. FINANCIAL INSTRUMENTS (Continued)

Fair value of financial assets and financial liabilities

(Continued)

The carrying amounts of trade and other receivables, loan receivables, pledged bank deposits, time deposits, cash and bank balances, trade and other payables, amounts due to non-controlling shareholders and senior notes approximate their respective fair values due to the relatively short maturity of these financial instruments. The Directors considered that the fair value of the loan to an associate at the end of the reporting period is not significantly different from its carrying amount. The Group's bank loans and amount due to immediate holding company are mainly variable-rate borrowings which are carrying at prevailing market rate. The carrying amount is approximate to their fair value. The fair values of other classes of financial assets and financial liabilities are disclosed in the respective notes to consolidated financial statements.

Fair value measurements recognised in the consolidated statement of financial position

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

39. 金融工具 (續)

金融資產及金融負債之公平值 (續)

應收貿易賬款及其他應收款項、應收貸款、已抵押銀行存款、定期存款、現金及銀行結餘、應付貿易賬款及其他應付款項、應付非控股股東款項及優先票據之賬面值與其各自之公平值相若，原因為該等金融工具均屬短期性質。董事認為聯營公司貸款之公平值於報告期末與其賬面值並無重大差異。本集團之銀行貸款及應付直屬控股公司款項主要為按現行市場利率計算之浮動息率借貸，賬面值與其公平值相若。其他類別之金融資產及金融負債之公平值於綜合財務報表之各附註披露。

於綜合財務狀況表確認之公平值計量

下表提供初步以公平值確認後所計量之金融工具分析，其按可觀察公平值程度分為一級。第一級公平值計量乃自己識別資產於活躍市場中所報未調整價格得出。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

39. FINANCIAL INSTRUMENTS (Continued)

Fair value of financial assets and financial liabilities

(Continued)

Fair value measurements recognised in the consolidated statement of financial position (Continued)

39. 金融工具 (續)

金融資產及金融負債之公平值 (續)

於綜合財務狀況表確認之公平值計量 (續)

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元
Held-for-trading investments	持作交易用途之投資		
Listed equity securities	上市股本證券	271,855	217,975
Quoted investment fund	有價投資基金	55,245	49,968
Total	合計	<u>327,100</u>	<u>267,943</u>

There were no transfers between Levels in the current year.

於本年度內各級之間並無轉讓。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

40. CAPITAL COMMITMENTS

40. 資本承擔

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Capital expenditure in respect of acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	已訂約但未於綜合財務報表撥備之購買物業、廠房及設備之資本支出	1,903,017	527,964
Capital expenditure in respect of acquisition of subsidiaries contracted for but not provided in the consolidated financial statements	已訂約但未於綜合財務報表撥備之收購附屬公司之資本支出	—	3,000,000
		1,903,017	3,527,964

41. OPERATING LEASE COMMITMENTS

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

41. 經營租約承擔

於報告期末，本集團就不可撤銷之經營租約之日後最低租賃款項擁有尚未履行之承擔，其屆滿期如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Within one year	一年內	6,123	6,202
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)	24,490	21,754
Over five years	超過五年	66,828	70,724
		97,441	98,680

Operating lease payments represent rentals payable by the Group for certain of its rented premises. Leases are negotiated for an average term of three years.

經營租約租金指本集團就其若干租賃物業應付之租金。議定租約平均長達三年。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

42. PLEDGE OF ASSETS

As at 31 December 2010, assets with the following carrying amounts have been pledged to secure borrowings of the Group (note 27) or comply with relevant sale contracts.

42. 資產抵押

於二零一零年十二月三十一日，以下賬面值之資產已抵押，以擔保本集團之借貸（附註27）或遵守有關銷售合約。

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	3,753,974	1,537,066
Prepaid lease payments	預付租賃款項	1,001,340	606,322
Pledged bank deposits	已抵押銀行存款	29,454	36,913
		4,784,768	2,180,301

43. MAJOR NON-CASH TRANSACTION

During the year ended 31 December 2009, the Company issued 651,170,000 Preference Shares for the acquisition of TCCI (Guangxi) and its subsidiary. The fair value as at the date of acquisition was HK\$3.66 per share and thus the total consideration was amounting to HK\$2,383,282,000.

43. 主要非現金交易

於截至二零零九年十二月三十一日止年度內，本公司就收購TCCI (Guangxi)及其附屬公司已發行651,170,000股優先股。於收購當日之公平值為每股3.66港元及因此總代價為2,383,282,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

44. RELATED PARTIES TRANSACTIONS

In addition to the transactions and balances set out in notes 9, 20, 24, 26, 29 and 30, the Group entered into the following material related party transactions during the year:

44. 關連人士交易

除於附註9、20、24、26、29及30所述之交易及結餘外，於本年度，本集團已進行下列重大關連人士交易：

			2010	2009
			二零一零年	二零零九年
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
(i)	Rental expenses payable to a fellow subsidiary	(i) 應付一間同系附屬公司之租金費用 (a)	4,320	4,320
(ii)	Rental expenses payable to a related party (Note 1)	(ii) 應付一名關連人士之租金費用 (附註1) (a)	1,115	1,054
(iii)	Purchases of cement and clinker from the ultimate holding company and a fellow subsidiary	(iii) 向最終控股公司及同系附屬公司購買水泥及熟料 (a)	82,135	329,411
(iv)	Sales of cement to a related party (Note 2)	(iv) 向一名關連人士銷售水泥 (附註2) (b)	5,611	11,771
(v)	Purchases of clinker from a related party (Note 3)	(v) 向一名關連人士購買熟料 (附註3) (b)	59,164	101,828
(vi)	Transportation and management services fee payable to fellow subsidiaries	(vi) 應付同系附屬公司之運輸及管理服務費 (a)	173,593	27,966
(vii)	Maintenance service fee of a computer software system payable to fellow subsidiaries	(vii) 應付同系附屬公司之電腦軟件系統之維護服務費 (a)	5,473	4,521
(viii)	Implementation service fee of a computer software system payable to fellow subsidiaries	(viii) 應付同系附屬公司之電腦軟件系統之實施服務費 (a)	-	7,177
(ix)	Management fee payable to a related party (Note 4)	(ix) 應付一名關連人士之管理費 (附註4) (a)	7,776	-
(x)	Trademark fee payable to a related party (Note 4)	(x) 應付一名關連人士之商標使用費 (附註4) (a)	4,355	-
(xi)	Sales of raw materials to an associate	(xi) 向一間聯營公司銷售原材料 (b)	6,484	-
(xii)	Purchases of raw materials from an associate	(xii) 向一間聯營公司購買原材料 (b)	7,222	-
(xiii)	Sales of cement to an associate	(xiii) 向一間聯營公司銷售水泥 (b)	59,301	39,168

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

44. RELATED PARTIES TRANSACTIONS

(Continued)

Notes:

- (1) The related party is an associate of the ultimate holding company.
- (2) The related party is the subsidiary of the substantial shareholder.
- (3) The related party is a subsidiary of the non-controlling shareholder of a subsidiary of the Company.
- (4) The related party is the holding company of the non-controlling shareholder of a subsidiary of the Company.
- (a) The prices of these transactions were determined between the parties with reference to the agreements signed.
- (b) The prices of these transactions were determined between the parties with reference to market prices.

During the year the remuneration of key management personnel which represents the short-term benefits of Directors remunerations is approximately HK\$5,586,000 (2009: HK\$7,882,000) as set out in note 11.

44. 關連人士交易 (續)

附註：

- (1) 該關連人士乃最終控股公司之聯營公司。
- (2) 該關連人士乃主要股東之附屬公司。
- (3) 該關連人士為本公司一間附屬公司之非控股股東之附屬公司。
- (4) 該關連人士為本公司一間附屬公司之非控股股東之控股公司。
- (a) 該等交易之價格由訂約雙方參考已簽訂之協議釐定。
- (b) 該等交易之價格由訂約雙方參考市場價格釐定。

誠如附註11所載，於年內，主要管理人員之薪酬（指董事酬金之短期福利）約為5,586,000港元（二零零九年：7,882,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

45. SUBSIDIARIES

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

45. 附屬公司

本公司於二零一零年及二零零九年十二月三十一日之主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股/ 註冊股本面值	Proportion of ownership interest 應佔擁有權益比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Anhui King Bridge Cement Company Limited* 安徽朱家橋水泥有限公司*	The PRC 中國	Registered capital US\$15,000,000 註冊股本 15,000,000美元	-	60%	Manufacture and distribution of slag powder 製造及分銷礦渣粉
Chiefolk Company Limited	Hong Kong 香港	Ordinary HK\$1,000,000 普通股 1,000,000港元	-	70%	Investment holding 投資控股
Chongqing Changxing Cement Co., Ltd* ¹ (acquired in 2010) (renamed to TCC Chongqing Cement Company Limited with effective from 24 January 2011) 重慶昌興水泥有限公司* ¹ (於二零一零年收購) (自二零一一年一月二十四日起易名為台泥(重慶)水泥有限公司)	The PRC 中國	Registered capital US\$65,000,000 註冊股本 65,000,000美元	-	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Guangan Changxing Cement Co., Ltd* ¹ (acquired in 2010) 廣安昌興水泥有限公司* ¹ (於二零一零年收購)	The PRC 中國	Registered capital US\$29,990,000 註冊股本 29,990,000美元	-	100%	Not yet commenced business 尚未開始營業

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

45. SUBSIDIARIES (Continued)

45. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股/ 註冊股本面值	Proportion of ownership interest 應佔擁有權益比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Guizhou Anshun Changxing Cement Co., Ltd* ¹ (acquired in 2010) 貴州安順昌興水泥有限責任公司* ¹ (於二零一零收購)	The PRC 中國	Registered capital US\$29,990,000 註冊股本 29,990,000美元	–	100%	Not yet commenced business 尚未開始營業
HKC Investments Limited 港泥投資股份有限公司	Taiwan 台灣	Ordinary NT\$695,000,000 普通股 695,000,000新台幣	–	100%	Investment holding 投資控股
Hong Kong Cement Company Limited	Hong Kong 香港	Ordinary HK\$10,000 普通股 10,000港元	–	100%	Import and distribution of cement 進口及分銷水泥
Jiangsu TCC Investment Co., Limited* ¹ 江蘇台泥投資有限公司* ¹	The PRC 中國	Registered capital US\$100,000,000 註冊股本 100,000,000美元	–	100%	Investment holding 投資控股
Jingyang Industrial Limited 京陽實業有限公司	Hong Kong 香港	Ordinary HK\$24,000,000 普通股 24,000,000港元	–	100%	Investment holding 投資控股

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

45. SUBSIDIARIES (Continued)

45. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股/ 註冊股本面值	Proportion of ownership interest 應佔擁有權益比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Jurong TCC Cement Co., Limited* ¹ 句容台泥水泥有限公司* ¹	The PRC 中國	Registered capital US\$203,000,000 註冊股本 203,000,000美元	–	100%	Mining of limestone and production and sales of cement and cement products 開採石灰石及生產及銷售 水泥及水泥產品
Koning Concrete Limited	Hong Kong 香港	Ordinary HK\$100 普通股100港元	–	100%	Investment holding 投資控股
Liaoning Changqing Cement Co., Ltd* ¹ (acquired in 2010) 遼寧昌慶水泥有限公司* ¹ (於二零一零年收購)	The PRC 中國	Registered capital US\$35,274,100 註冊股本 35,274,100美元	–	75%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
TCC Fuzhou Cement Co., Limited* ¹ 福州台泥水泥有限公司* ¹	The PRC 中國	Registered capital US\$16,250,000 註冊股本 16,250,000美元	–	100%	Manufacture and distribution of cement 製造及分銷水泥
TCC Fuzhou Yangyu Port Co., Limited* ¹ 福州台泥洋嶼碼頭有限公司* ¹	The PRC 中國	Registered capital US\$5,000,000 註冊股本 5,000,000美元	–	100%	Provision of port facility services 提供碼頭設施服務
TCC (Guigang) Cement Limited* ¹ 台泥(貴港)水泥有限公司* ¹	The PRC 中國	Registered capital US\$217,875,900 註冊股本 217,875,900美元	–	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

45. SUBSIDIARIES (Continued)

45. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股/ 註冊股本面值	Proportion of ownership interest 應佔擁有權益比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
TCC Hong Kong Cement Development Limited	British Virgin Island ("BVI")/Hong Kong 英屬處女群島 ([英屬處女群島]) /香港	Ordinary US\$10 Deferred*** US\$90 普通股10美元 遞延股*** 90美元	-	100%	Property holding 持有物業
TCC Liuzhou Company Limited 台泥柳州有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股10,000港元	-	70%	Investment holding 投資控股
TCC Liuzhou Construction Materials Company Limited* 柳州台泥新型建材有限公司*	The PRC 中國	Registered capital US\$13,500,000 註冊股本 13,500,000美元	-	42%**	Manufacture and distribution of slag powder 製造及分銷礦渣粉
TCC Yingde Cement Co., Limited* ¹ 台泥(英德)水泥有限公司* ¹	The PRC 中國	Registered capital US\$209,400,000 註冊股本 209,400,000美元	-	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Ulexite Investments Limited	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$200 普通股200美元	100%	-	Investment holding 投資控股
Upper Value Investments Limited (acquired in 2010) (於二零一零年收購)	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$10,100 普通股10,100美元	-	100%	Investment holding 投資控股

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

45. SUBSIDIARIES (Continued)

45. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股/ 註冊股本面值	Proportion of ownership interest 應佔擁有權益比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Yingde Dragon Mountain Cement Co., Ltd* ¹ (acquired in 2010) 英德龍山水泥有限責任公司* ¹ (於二零一零年收購)	The PRC 中國	Registered capital RMB428,110,000 註冊股本人民幣 428,110,000元	–	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
* Registered as equity joint venture registered under the PRC law.			* 登記為根據中國法例註冊之合營公司。		
* ¹ Registered as wholly foreign owned enterprise registered under the PRC law.			* ¹ 登記為根據中國法例註冊之外商獨資企業。		
** A subsidiary of TCC Liuzhou Company Limited, a non wholly-owned subsidiary of the Company and, the effective shareholding of the Group is 42%.			** 台泥柳州有限公司(本公司之非全資附屬公司及本集團之實際股權為42%)之附屬公司。		
*** The deferred shares of TCC Hong Kong Cement Development Limited are non-voting, carry no rights to dividends and are only entitled to a return of capital when the surplus exceeds US\$1,000,000,000,000,000,000,000,000.			*** TCC Hong Kong Cement Development Limited之遞延股並不附有投票權,亦不附有獲派股息之權利,且僅在盈餘超過1,000,000,000,000,000,000,000,000美元時,方有權獲退還股本。		

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

Apart from the senior notes as disclosed in note 28, none of the subsidiaries had in issue any debt securities at 31 December 2010.

上表列入董事認為主要影響本集團業績、資產或負債之本公司附屬公司。董事認為,載列其他附屬公司之詳情,令資料過於冗長。

除附註28所披露之優先票據外,於二零一零年十二月三十一日,概無附屬公司發行任何債務證券。

Financial Summary

財務概要

		2006 二零零六年 HK\$'000 千港元 (Restated) (經重列)	2007 二零零七年 HK\$'000 千港元 (Restated) (經重列)	2008 二零零八年 HK\$'000 千港元 (Restated) (經重列)	2009 二零零九年 HK\$'000 千港元 (Restated) (經重列)	2010 二零一零年 HK\$'000 千港元
Results	業績					
Revenue	收益	980,418	1,829,168	2,822,827	3,953,940	8,125,854
Profit (loss) for the year, before impairment loss on intangible assets and impairment loss of property, plant and equipment, attributable to owners of the Company	本公司擁有人應佔無形資產減值虧損及物業、廠房及設備減值虧損前本年度溢利(虧損)	(9,915)	215,994	(126,956)	120,254	784,053
Profit (loss) for the year, attributable to owners of the Company	本公司擁有人應佔本年度溢利(虧損)	(18,303)	(3,506,645)	(155,523)	120,254	784,053
Assets	資產					
Property, plant and equipment	物業、廠房及設備	1,611,004	3,873,850	5,053,368	8,815,063	12,816,206
Prepaid lease payments	預付租賃款項	64,728	714,897	702,429	907,934	1,599,818
Intangible assets	無形資產	206	39,447	7,839	812,578	2,648,561
Mining rights	採礦權	18,396	56,273	55,990	205,512	398,562
Interests in associates and loan to an associate	聯營公司權益及聯營公司貸款	130,584	130,199	133,085	131,208	1,416,976
Long term deposits	長期按金	1,756	720	720	720	720
Long term loan receivables	應收長期貸款	-	-	-	84,750	109,740
Deposits for acquisition of property, plant and equipment and other assets	收購物業、廠房及設備及其他資產之訂金	157,715	645,713	302,561	245,969	712,127
Deposits for acquisition of subsidiaries	收購附屬公司之訂金	-	-	-	804,410	-
Available-for-sale investments	可供出售投資	71,564	71,564	58,713	54,509	59,772
Deferred tax assets	遞延稅項資產	42	33	33	-	1,275
Pledged bank deposits	已抵押銀行存款	-	-	-	-	2,360
Current assets	流動資產	1,121,333	1,943,076	2,104,941	3,017,279	7,263,395
Total assets	總資產	3,177,328	7,475,772	8,419,679	15,079,932	27,029,512
Liabilities	負債					
Current liabilities	流動負債	965,705	1,441,178	2,188,968	6,804,239	6,325,390
Other non-current liabilities	其他非流動負債	891,426	1,967,728	2,225,499	1,560,867	9,431,101
Deferred tax liabilities	遞延稅項負債	2,834	147,885	143,748	202,634	364,091
Total liabilities	總負債	1,859,965	3,556,791	4,558,215	8,567,740	16,120,582



TCC International Holdings Limited
台泥國際集團有限公司

16th Floor, Hong Kong Diamond Exchange Building
8-10 Duddell Street, Central, Hong Kong
香港中環都爹利街 8-10 號香港鑽石會大廈 16 樓