



CHI CHEUNG INVESTMENT COMPANY, LIMITED

至祥置業有限公司

Stock Code 股份代號: 112

ANNUAL REPORT 2011 年年報

# Contents

## 目錄

CORPORATE INFORMATION	公司資料	2
PROFILES OF DIRECTORS AND SENIOR EXECUTIVE	董事及高級行政人員簡介	4
CHAIRMAN'S STATEMENT	主席報告書	6
FINANCIAL OPERATION REVIEW	財務經營回顧	10
CORPORATE GOVERNANCE REPORT	企業管治報告書	13
DIRECTORS' REPORT	董事會報告書	30
INDEPENDENT AUDITORS' REPORT	獨立核數師報告書	41
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	綜合全面收益報表	43
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	綜合財務狀況報表	44
STATEMENT OF FINANCIAL POSITION	財務狀況報表	45
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	綜合股本權益變動表	46
CONSOLIDATED STATEMENT OF CASH FLOWS	綜合現金流量表	47
NOTES TO THE FINANCIAL STATEMENTS	財務報表附註	49
FIVE-YEAR FINANCIAL SUMMARY	五年財務概要	91
SCHEDULE OF PROPERTIES	物業附表	92

\* Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.

\* 倘中英文版本出現歧義，概以英文版本為準。

# Corporate Information

## 公司資料

### DIRECTORS

#### *Executive Directors:*

Matthew Cheong, Veng-va (*Chairman*)

Teresa Poon, Mun-chie (*Chief Executive Officer*)

#### *Independent Non-executive Directors:*

Lai, Yun-hung

Mok, Hon-sang

Wong, Tik-tung

### AUDIT COMMITTEE

Wong, Tik-tung (*Chairman*)

Lai, Yun-hung

Mok, Hon-sang

### REMUNERATION COMMITTEE

Mok, Hon-sang (*Chairman*)

Lai, Yun-hung

Wong, Tik-tung

### NOMINATION COMMITTEE

(*Effective on 1st April, 2012*)

Lai, Yun-hung (*Chairman*)

Mok, Hon-sang

Wong, Tik-tung

### COMPANY SECRETARY

Lam, Kwong-wai

### SOLICITORS

Sit, Fung, Kwong & Shum

Chiu & Partners

Sidley Austin

### AUDITORS

HLB Hodgson Impey Cheng

Chartered Accountants

Certified Public Accountants

31st Floor, Gloucester Tower

The Landmark

11 Pedder Street

Central, Hong Kong

### 董事

#### 執行董事：

昌榮華 (主席)

潘敏慈 (行政總裁)

#### 獨立非執行董事：

賴恩雄

莫漢生

汪滌東

### 審核委員會

汪滌東 (主席)

賴恩雄

莫漢生

### 薪酬委員會

莫漢生 (主席)

賴恩雄

汪滌東

### 提名委員會

(於二零一二年四月一日生效)

賴恩雄 (主席)

莫漢生

汪滌東

### 公司秘書

林光蔚

### 律師

薛馮鄭岑律師行

趙不渝馬國強律師事務所

盛德律師事務所

### 核數師

國衛會計師事務所

英國特許會計師

香港執業會計師

香港中環

畢打街11號

置地廣場

告羅士打大廈31樓

## PRINCIPAL BANKERS

Chong Hing Bank Limited  
Standard Chartered Bank (Hong Kong) Limited

## REGISTERED OFFICE

26th Floor, MassMutual Tower  
38 Gloucester Road  
Wanchai, Hong Kong

## REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong

## WEBSITE

<http://www.chicheung.com>

## STOCK CODE

112

## BOARD LOT

2,000 Shares

## INVESTOR RELATIONS

For enquiries relating to investor relations, please contact:

Investor Relations Manager

Tel: (852) 2866 6999

Fax: (852) 2866 2822

(852) 2866 2833

E-mail: [investor.relations@chineseestates.com](mailto:investor.relations@chineseestates.com)

## 主要往來銀行

創興銀行有限公司  
渣打銀行(香港)有限公司

## 註冊辦事處

香港灣仔  
告士打道38號  
美國萬通大廈26樓

## 股份過戶登記處

卓佳秘書商務有限公司  
香港灣仔  
皇后大道東28號  
金鐘匯中心26樓

## 網址

<http://www.chicheung.com>

## 股份代號

112

## 買賣單位

2,000 股

## 投資者關係

有關投資者關係之查詢，請聯絡：

投資者關係經理

電話：(852) 2866 6999

傳真：(852) 2866 2822

(852) 2866 2833

電郵： [investor.relations@chineseestates.com](mailto:investor.relations@chineseestates.com)

# Profiles of Directors and Senior Executive 董事及高級行政人員簡介

## EXECUTIVE DIRECTORS

**Mr. Matthew CHEONG, Veng-va**, aged 54, has been an Executive Director and the Chairman of the Company since March 2006. Mr. Cheong is a chartered engineer. He holds a Bachelor Degree of Science from the University of Toronto, Canada, a Master Degree of Science in Automation Systems and Management and a Doctorate Degree of Engineering both from the City University of Hong Kong. He is also a member of The Hong Kong Institution of Engineers, The Royal Institute of Measurement and Control and The British Computer Society. Mr. Cheong is responsible for the general operations of the Company including information technology, corporate communications, human resources and administration. He has over 26 years of experience in the management and operations.

**Ms. Teresa POON, Mun-chie**, aged 41, has been an Executive Director and the Chief Executive Officer of the Company since March 2006. Ms. Poon holds a Bachelor Degree of Arts in Architectural Studies and a Master Degree of Architecture from The University of Hong Kong. She is a member of The Hong Kong Institute of Architects. Ms. Poon is a registered architect in Hong Kong and an authorised person under the List of Architects of the Building Authority. She has over 16 years of experience in the management and development of property projects.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. LAI, Yun-hung**, aged 60, has been an Independent Non-executive Director and a member of the audit committee and remuneration committee of the Company since December 2006. He has been appointed as the chairman of the nomination committee of the Company effective from April 2012. Mr. Lai is a partner of Lai & Wong, Certified Public Accountants as well as the managing director of Lai & C.K. Wong CPA Limited. He has over 32 years of working experience in audit and tax advice in audit firms, with exposure in listed and unlisted companies engaging in various industries including banks, financial institutions, manufacturing and trading companies, travel agencies and solicitors' firms. Mr. Lai is an associate member of The Institute of Chartered Accountants in England and Wales, a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and a fellow member (Practising) of the Hong Kong Institute of Certified Public Accountants. He is also an independent non-executive director of Lung Cheong International Holdings Limited, whose shares are listed on The Stock Exchange of Hong Kong Limited.

## 執行董事

昌榮華先生，54歲，自二零零六年三月起為本公司之執行董事及主席。昌先生為特許工程師。彼持有加拿大多倫多大學理學士學位及香港城市大學自動化系統及管理學碩士學位及工程學博士學位。彼並為香港工程師學會、英國皇家特許計量及控制學會及英國電腦學會會員。昌先生負責本公司一般營運事宜，包括資訊科技、企業傳訊、人力資源及行政管理。彼在企業管理及營運方面累積逾二十六年經驗。

潘敏慈小姐，41歲，自二零零六年三月起為本公司之執行董事及行政總裁。潘小姐持有香港大學建築學文學士學位及建築系碩士學位。彼為香港建築師學會會員。潘小姐為香港註冊建築師及建築事務監督認可之建築師名單內之認可人士。彼在物業項目管理及發展方面累積逾十六年經驗。

## 獨立非執行董事

賴恩雄先生，60歲，自二零零六年十二月起為本公司之獨立非執行董事、審核委員會及薪酬委員會成員。彼被委任為本公司提名委員會主席，於二零一二年四月生效。賴先生為執業會計師行賴恩雄、黃恩敬會計師行之合夥人及賴恩雄、黃鎮傑會計師行有限公司之董事總經理。彼於核數公司審核及稅務意見工作中累積逾三十二年經驗，具有各行各業之上市及非上市公司（包括銀行、金融機構、製造及貿易公司、旅行社及律師行）之工作經驗。賴先生分別為英格蘭及威爾斯特許會計師公會會員、英國特許公認會計師公會資深會員及香港會計師公會資深會員（執業）。彼亦為龍昌國際控股有限公司之獨立非執行董事，該公司之股份於香港聯合交易所有限公司上市。

## INDEPENDENT NON-EXECUTIVE DIRECTORS (cont'd)

**Mr. MOK, Hon-sang**, aged 63, has been an Independent Non-executive Director and a member of the audit committee of the Company since September 2004. He has also been acting as a member of the remuneration committee of the Company since June 2005 and became the chairman of the remuneration committee in July 2010. He has also been appointed as a member of the nomination committee of the Company effective from April 2012. Mr. Mok is the managing director of Cafe Royce Limited. Mr. Mok has engaged in retailing, financing and property investment and development for over 32 years.

**Mr. WONG, Tik-tung**, aged 55, has been an Independent Non-executive Director and the chairman of the audit committee of the Company since September 2004. He acted as the chairman of the remuneration committee of the Company from June 2005 till July 2010 and is currently a member of the remuneration committee. He has also been appointed as a member of the nomination committee of the Company effective from April 2012. Mr. Wong is the executive director, chief financial officer, company secretary, authorised representative and a member of each of the remuneration committee and the nomination committee of Wo Kee Hong (Holdings) Limited, whose shares are listed on The Stock Exchange of Hong Kong Limited. Mr. Wong is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and an associate member (Practising) of the Hong Kong Institute of Certified Public Accountants.

## SENIOR EXECUTIVE

**Mr. LAM, Kwong-wai**, aged 56, joined the Company in 2000 and is the Group Financial Controller and Company Secretary of the Company, Chinese Estates Holdings Limited (the holding company of the Company) and G-Prop (Holdings) Limited (a fellow subsidiary of the Company). Mr. Lam is a Certified Public Accountant (Practising) in Hong Kong and holds a Master Degree in Business Administration from the University of Warwick, United Kingdom. He also acts as a director for all subsidiaries of the Company. Mr. Lam has over 34 years of experience in auditing, finance and accounting.

## DISCLOSURE OF CHANGE OF INFORMATION OF DIRECTORS UNDER RULES 13.51(2) AND 13.51B(1) OF THE LISTING RULES

In March 2012, Mr. Lai, Yun-hung, Mr. Mok, Hon-sang and Mr. Wong, Tik-tung, being the Independent Non-executive Directors of the Company, have been appointed as members of the nomination committee of the Company with Mr. Lai appointed as the chairman of such committee effective on 1st April, 2012.

Mr. Wong, Tik-tung was appointed as a member of the nomination committee of Wo Kee Hong (Holdings) Limited, a listed company in Hong Kong in November 2011.

Save those changes mentioned above and in the Profiles of Directors, there is no change of information of each director that is required to be disclosed under Rules 13.51(2) and 13.51B(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, since publication of the 2011 interim report of the Company.

## 獨立非執行董事 (續)

莫漢生先生，63歲，自二零零四年九月起為本公司之獨立非執行董事及審核委員會成員。自二零零五年六月以來，彼出任本公司之薪酬委員會成員，並於二零一零年七月擔任本公司薪酬委員會主席。彼亦被委任為本公司提名委員會之成員，於二零一二年四月生效。莫先生為萊斯咖啡有限公司之董事總經理。莫先生從事零售、財務以及物業投資及發展逾三十二年。

汪滌東先生，55歲，自二零零四年九月起為本公司之獨立非執行董事及審核委員會主席。由二零零五年六月至二零一零年七月，彼擔任本公司薪酬委員會主席，現時為薪酬委員會之成員。彼亦被委任為本公司提名委員會之成員，於二零一二年四月生效。汪先生為和記行（集團）有限公司之執行董事、首席財務總監、公司秘書、授權代表、薪酬委員會及提名委員會之成員，該公司之股份於香港聯合交易所有限公司上市。汪先生為英國特許公認會計師公會資深會員及香港會計師公會會員（執業）。

## 高級行政人員

林光蔚先生，56歲，於二零零零年加入本公司，現任本公司、Chinese Estates Holdings Limited（本公司之控股公司）及金匡企業有限公司（本公司之同系附屬公司）之集團財務總監及公司秘書。林先生為香港執業會計師，持有英國華威大學工商管理碩士學位。彼亦擔任本公司所有附屬公司之董事。林先生在核數、財務及會計方面累積逾三十四年經驗。

## 按上市規則第13.51(2)及第 13.51B(1)條規定就董事資料變動之披露

於二零一二年三月，本公司獨立非執行董事賴恩雄先生、莫漢生先生及汪滌東先生被委任為本公司提名委員會之成員，賴先生被委任為該委員會主席，於二零一二年四月一日生效。

汪滌東先生於二零一一年十一月被委任為香港上市公司和記行（集團）有限公司之提名委員會之成員。

除上述及「董事簡介」內提及之變動外，自刊發本公司二零一一年中期報告以來，概無需按香港聯合交易所有限公司證券上市規則第13.51(2)及第13.51B(1)條規定而需披露每位董事資料之變動。

# Chairman's Statement

## 主席報告書

I would like to present the results of Chi Cheung Investment Company, Limited (the "Company") and its subsidiaries (collectively, the "Group") for the year ended 31st December, 2011 (the "Year") to the shareholders of the Company.

### RESULTS

Revenue for the Year decreased to HK\$19.5 million (2010: HK\$84.6 million). Gross profit for the Year recorded at HK\$19.3 million (2010: HK\$67.1 million). Profit attributable to owners of the Company for the Year was HK\$16.8 million compared to HK\$52.9 million with last year. The significant decline was mainly attributable to the sale of all remained godown units in Gemstar Tower, Hungghom, Kowloon in last year.

### DIVIDENDS

The Board of Directors of the Company (the "Board") recommended the payment of a final dividend of HK1 cent per share for the Year (2010: HK2 cents per share) to the shareholders whose names appear on the register of members on 1st June, 2012. Subject to the approval of the shareholders at the forthcoming annual general meeting to be held on 25th May, 2012 (the "AGM"), the recommended final dividend will be paid on or about 13th June, 2012 to the shareholders as registered at the close of business on 1st June, 2012.

Taken together with the interim dividend of HK1 cent per share paid on 23rd September, 2011, this will make a total dividend for the full year of HK2 cents per share in 2011 (2010: HK3 cents per share).

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 23rd May, 2012 to 25th May, 2012, both days inclusive. In order to be eligible to attend and vote at the AGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, namely Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 22nd May, 2012.

本人謹此呈報至祥置業有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一一年十二月三十一日止年度(「本年度」)之業績予本公司股東。

### 業績

本年度之收入減少至19,500,000港元(二零一零年:84,600,000港元)。本年度之毛利為19,300,000港元(二零一零年:67,100,000港元)。本年度之本公司擁有人應佔溢利為16,800,000港元,而去年則為52,900,000港元。有關數字重大下降主要是由於去年九龍紅磡駿昇中心餘下貨倉單位已全部售罄。

### 股息

本公司董事會(「董事會」)建議派發本年度之末期股息每股一港仙(二零一零年:每股二港仙)予於二零一二年六月一日已登記在股東名冊上之股東。待股東在即將於二零一二年五月二十五日召開之股東週年大會(「股東週年大會」)上批准通過後,建議派發之末期股息將於二零一二年六月十三日或前後派發予二零一二年六月一日辦公時間結束時已登記之股東。

連同於二零一一年九月二十三日已派發之中期股息每股一港仙,二零一一年全年度派發股息將合共為每股二港仙(二零一零年:每股三港仙)。

### 暫停辦理股東登記手續

為確定有權出席股東週年大會及投票之股東名單,本公司將自二零一二年五月二十三日起至二零一二年五月二十五日止(包括首尾兩天在內)暫停辦理股東登記手續。為符合資格出席股東週年大會及投票,所有股份過戶文件連同有關股票必須於二零一二年五月二十二日下午四時三十分前交回本公司的香港股份過戶登記處卓佳秘書商務有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

## CLOSURE OF REGISTER OF MEMBERS (cont'd)

The recommended final dividend is subject to the approval of the shareholders at the AGM. The record date for the recommended final dividend is at the close of business on 1st June, 2012. For determining the entitlement to the recommended final dividend, the register of members of the Company will be closed from 31st May, 2012 to 1st June, 2012, both days inclusive. In order to qualify for the recommended final dividend, all share transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, namely Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 30th May, 2012.

## BUSINESS REVIEW

During the Year under review, the financial returns from the loan to the Chinese Estates Group and certain long and short term floating and fixed rate notes (the "FRNs") constituted the primary source of income of the Group, whereas the car parking licence income formed the secondary source.

### Finance and Securities Investment

During the Year, the three-year revolving loan facility up to HK\$900 million at the interest rate of HIBOR plus 1% per annum was lent to the Chinese Estates Group in November 2008 expired on 3rd November, 2011. With the independent shareholders' approval, a new three-year revolving loan facility up to HK\$900 million at the interest rate of HIBOR plus 1.5% per annum was lent to the Chinese Estates Group on 3rd November, 2011.

As at 31st December, 2011, the Group has accrued an interest income from the aforesaid revolving loans in the sum of HK\$11.5 million.

During the Year, FRNs in the principal sum of about US\$2.0 million was redeemed in February 2011 whereas additional FRNs in the principal sum of US\$4.5 million was acquired in July 2011 and FRNs in the principal sum of US\$1.5 million was sold in October 2011. As at 31st December, 2011, the aggregate principal sum for investment in the FRNs amounted to US\$13.0 million. Overall, the FRNs brought to the Group an interest income of HK\$5.0 million for the Year. The fair value of the FRNs amounted to HK\$107.7 million as at 31st December, 2011, representing a net increase of HK\$9.7 million as compared to HK\$98.0 million as at 31st December, 2010.

## 暫停辦理股東登記手續 (續)

擬派末期股息須待股東於股東週年大會上批准後，方可作實。二零一二年六月一日辦公時間結束時為擬派末期股息之記錄日期。為確定股東獲派擬派末期股息的資格，本公司將自二零一二年五月三十一日起至二零一二年六月一日止（包括首尾兩天在內）暫停辦理股東登記手續。為符合資格收取擬派末期股息，所有股份過戶文件連同有關股票必須於二零一二年五月三十日下午四時三十分前交回本公司的香港股份過戶登記處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

## 業務回顧

回顧年內，提供予華人置業集團之貸款及若干長期及短期浮息及定息票據（「票據」）之財務回報構成本集團之主要收入來源，而停車位租賃收益構成次要來源。

### 融資及證券投資

年內，於二零零八年十一月借予華人置業集團，年息為香港銀行同業拆息加一厘，為數900,000,000港元之三年期循環貸款，已於二零一一年十一月三日期到。在取得本公司獨立股東之批准後，一筆為數900,000,000港元之新造三年期循環貸款，於二零一一年十一月三日借予華人置業集團，年息為香港銀行同業拆息加一點五厘。

於二零一一年十二月三十一日，本集團從上述循環貸款入賬之利息收入為11,500,000港元。

年內，本金面額約為2,000,000美元之票據於二零一一年二月贖回，而本金總面額為4,500,000美元之票據於二零一一年七月購入。另外，本金總面額為1,500,000美元之票據於二零一一年十月售出。於二零一一年十二月三十一日，票據之投資總本金額為13,000,000美元。整體上，年內，票據為本集團帶來5,000,000港元之利息收入。於二零一一年十二月三十一日，票據之公平值為107,700,000港元，較之於二零一零年十二月三十一日票據之公平值98,000,000港元，增加之淨額為9,700,000港元。



## BUSINESS REVIEW (cont'd)

### Investment Properties

As at 31st December, 2011, the Group held 50 car parking spaces in Gemstar Tower, Hunghom, Kowloon. The rental income from the car parking spaces amounted to about HK\$3.0 million for the Year, comparing to HK\$2.7 million of the preceding year.

During the Year, there was no more revenue contribution from the sale of godown units in Gemstar Tower, Hunghom, Kowloon as all the godown units had been sold, in comparison with the revenue contribution of HK\$66.4 million last year.

## PROSPECTS

The worldwide economic condition is turning sour and Hong Kong economy could not escape from this trend. The banking industry tends to be getting more conservative in making loan to the clientele for investment purpose, even though the financial market in Hong Kong is not short of money. As a result, the HIBOR rate tends to be flat. Notwithstanding the flat HIBOR rate and the prevailing extraordinary low interest rate under the pegged exchange rate system interlinked with the United States, the Company managed to obtain a higher interest rate from the Chinese Estates Group when making a new loan to it in November 2011 by raising the interest rate from HIBOR plus 1% per annum to HIBOR plus 1.5% per annum.

Overall, the Group takes a cautious stand in the economic performance in Hong Kong this year. The Group's fundamentals are still good and stable. With abundant cash reserve on hand, it helps the Group to maintain a prudent but flexible business strategy in the changing business environment. The revolving loan to the Chinese Estates Group, investment in the FRNs and licensing of the car parking spaces in Gemstar Tower will bring stable income to the Group, barring any unforeseeable adverse business and economic development.

## 業務回顧(續)

### 投資物業

於二零一一年十二月三十一日，本集團持有九龍紅磡駿昇中心五十個停車位。年內，來自停車位之租金收入約為3,000,000港元，而去年同期則為2,700,000港元。

年內，本集團並無從出售九龍紅磡駿昇中心之貨倉單位錄得收入，因為所有貨倉單位已全部售罄，而去年則錄得66,400,000港元之收入。

## 展望

環球經濟環境轉壞，而香港經濟亦難以迴避此趨勢。雖然香港之金融市場並無資金短缺，銀行業對客戶作投資用途之借貸愈趨保守。因此，香港銀行同業拆息率趨於持平。儘管持平之香港銀行同業拆息率，以及在與美國之聯繫匯率掛鈎之超低利率下，本公司向華人置業集團於二零一一年十一月作出新貸款時取得較高息率，由年息為香港銀行同業拆息加一厘調高至年息為香港銀行同業拆息加一點五厘。

整體上，本集團對本年香港之經濟表現採取警惕之立場。本集團之基礎仍良好及穩固。在掌握充裕之現金儲備有助本集團在轉變中之經營環境下維持審慎而靈活之經營策略。在沒有任何不可預見之不利業務及經濟發展下，借予華人置業集團之貸款、票據投資及駿昇中心停車位租賃，將為本集團帶來穩定之收入。

## APPRECIATION

I would like to take this opportunity to thank the shareholders of their continuing support, and my fellow Directors and those who have worked for the Group for their valuable contribution.

On behalf of the Board  
**Matthew Cheong, Veng-va**  
*Chairman*

Hong Kong, 8th March, 2012

## 致謝

本人謹藉此機會對股東一直以來的鼎力支持及各董事及竭誠為本集團付出寶貴貢獻之人士深表謝意。

代表董事會  
主席  
**昌榮華**

香港，二零一二年三月八日

# Financial Operation Review

## 財務經營回顧

### RESULTS

Revenue for the Year decreased to HK\$19.5 million (2010: HK\$84.6 million). Gross profit for the Year recorded at HK\$19.3 million (2010: HK\$67.1 million). Profit attributable to owners of the Company for the Year was HK\$16.8 million compared to HK\$52.9 million with last year. The significant decline was mainly attributable to the sale of all remained godown units in Gemstar Tower, Hunghom, Kowloon in last year.

The securities investments and finance segment generated a revenue of HK\$16.5 million during the Year (2010: HK\$15.5 million). For property leasing, rental income for the Year amounted to HK\$3.0 million (2010: HK\$2.7 million). No revenue was generated from the property development segment (2010: HK\$66.4 million) during the Year. Fair value of investment properties was increased by HK\$5.0 million for the Year whereas there was no change in fair value in last year.

Earnings per share for the Year recorded at HK4.97 cents (2010: HK15.63 cents).

### NET ASSET VALUE

At 31st December, 2011, the Group's net assets attributable to owners of the Company amounted to HK\$1,054.4 million as compared to HK\$1,049.4 million in preceding year. The movement in net assets was mainly due to the profit retained for the Year and payments of 2010 final dividends and 2011 interim dividends of HK\$10.2 million. Net asset value per share to owners of the Company was HK\$3.11 (2010: HK\$3.10).

### DEBT AND GEARING

At 31st December, 2011, time deposits, bank balances and cash amounted to HK\$12.3 million (2010: HK\$28.5 million).

The Group did not have any bank borrowings as at 31st December, 2011 (2010: Nil). The Group's income for the Year was denominated in Hong Kong dollars and United States dollars and no hedging for non-Hong Kong dollars assets or investments had been made during the Year.

### 業績

本年度之收入減少至19,500,000港元(二零一零年: 84,600,000港元)。本年度之毛利為19,300,000港元(二零一零年: 67,100,000港元)。本年度之本公司擁有人應佔溢利為16,800,000港元,而去年則為52,900,000港元。有關數字重大下降主要是由於去年九龍紅磡駿昇中心餘下貨倉單位已全部售罄。

於本年度,證券投資及融資分類錄得收入16,500,000港元(二零一零年: 15,500,000港元)。至於物業租賃,本年度之租金收入為3,000,000港元(二零一零年: 2,700,000港元)。於本年度,物業發展分類並無錄得收入(二零一零年: 66,400,000港元)。本年度投資物業之公平值增加5,000,000港元,而去年之公平值並無錄得變動。

本年度之每股盈利為4.97港仙(二零一零年: 15.63港仙)。

### 資產淨值

於二零一一年十二月三十一日,本公司擁有人應佔本集團之資產淨值達1,054,400,000港元,而去年則為1,049,400,000港元。資產淨值之變動乃主要由於本年度保留之溢利以及派付二零一零年末期股息及二零一一年中期股息10,200,000港元所致。本公司擁有人應佔之每股資產淨值為3.11港元(二零一零年: 3.10港元)。

### 債務及資本負債

於二零一一年十二月三十一日,定期存款、銀行結餘及現金為12,300,000港元(二零一零年: 28,500,000港元)。

於二零一一年十二月三十一日,本集團並無任何銀行借貸(二零一零年: 無)。本集團於本年度之收入以港元及美元計算,故於本年度並無就非港元資產或投資進行對沖。

## FOREIGN EXCHANGE EXPOSURE

The Group's investment, assets and liabilities are mainly denominated in Hong Kong dollars or United States dollars and no hedging has been made during the Year.

## PLEDGE OF ASSETS

At 31st December, 2011 and 2010, no assets were pledged by the Group to secure any banking facilities and the Group did not have any obligations under banking facility documentation.

## CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

The Group did not have any material capital commitments and contingent liabilities as at 31st December, 2011 and 2010.

## FINANCIAL AND INTEREST INCOME/EXPENSES

Interest income for the Year increased slightly to HK\$16.6 million (2010: HK\$15.5 million) within which included imputed interest income from floating and fixed rate notes of HK\$0.6 million (2010: HK\$0.6 million).

No interest expenses were recorded for the years ended 31st December, 2011 and 2010.

## REMUNERATION POLICIES AND SHARE OPTION SCHEME

During the Year, all the employees under the Group were transferred to fellow subsidiaries and as at 31st December, 2011, the Group did not employ any staff (2010: 7 staff). Employees were remunerated on the basis of their performance, experience and prevailing industry practice. Remuneration packages comprised salary and year-end discretionary bonus based on market conditions and individual performance. During the Year, the Group's staff costs excluding directors' emoluments of approximately HK\$1.3 million were recharged by the fellow subsidiaries of the Company.

No share option scheme was adopted for the Year.

## 外匯風險

於本年度，本集團之投資、資產及負債主要以港元或美元計算，故並無進行對沖。

## 資產抵押

於二零一一年及二零一零年十二月三十一日，本集團並無將任何資產抵押以取得銀行信貸，而本集團概無任何根據銀行信貸文件須履行之責任。

## 資本承擔及或然負債

於二零一一年及二零一零年十二月三十一日，本集團並無任何重大資本承擔及或然負債。

## 財務及利息收入／開支

本年度之利息收入輕微增加至16,600,000港元（二零一零年：15,500,000港元），該金額包括浮息及定息票據之名義利息收入600,000港元（二零一零年：600,000港元）。

截至二零一一年及二零一零年十二月三十一日止年度，本集團並無錄得任何利息開支。

## 酬金政策及購股權計劃

於本年度，本集團旗下所有僱員均已轉移至同系附屬公司，故於二零一一年十二月三十一日，本集團並無僱用任何職員（二零一零年：七名）。僱員按其表現、經驗及現時行業慣例獲得酬金。酬金（包括薪金及年終酌情花紅）乃根據市況及個人表現釐定。本年度，本公司同系附屬公司徵收之本集團僱員成本（不包括董事酬金）約為1,300,000港元。

本年度並無採納任何購股權計劃。

## PROPERTY VALUATION

A property valuation has been carried out by B.I. Appraisals Limited ("B.I. Appraisals"), independent qualified professional valuers, in respect of the Group's investment properties as at 31st December, 2011 and it was used in preparing 2011 final results. Property valuation as at 31st December, 2010 was also carried out by B.I. Appraisals. The valuation was based on either direct comparison approach assuming the property is capable of being sold in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant markets, or investment method by taking into account the current passing rents and the reversionary income potential of the property.

The Group's investment properties were valued at HK\$34.4 million as at 31st December, 2011 (2010: HK\$29.4 million), an increase in fair value of HK\$5.0 million (2010: Nil) was recognised in the consolidated statement of comprehensive income for the Year.

## 物業估值

獨立合資格專業估值師保柏國際評估有限公司（「保柏國際評估」）已就本集團於二零一一年十二月三十一日之投資物業進行物業估值，有關估值已用於編製二零一一年全年業績。保柏國際評估亦於二零一零年十二月三十一日進行物業估值。該估值乃以直接比較法假設該物業可以現況交吉出售及參照有關市場上可供比較之銷售證據，或投資法考慮該物業目前收取之租金及其復歸收入潛力。

本集團投資物業於二零一一年十二月三十一日之估值為34,400,000港元（二零一零年：29,400,000港元），而公平值增加5,000,000港元（二零一零年：無）已於本年度之綜合全面收益報表確認。

# Corporate Governance Report

## 企業管治報告書

### OBJECTIVE

The Board of Directors (the “Directors” or the “Board”) of the Company together with its subsidiaries (the “Group”) is committed to maintaining high standards of corporate governance so as to ensure high transparency and protection of shareholders’ interests in general. The Board endeavours to ensure effective self-regulatory practices, to maintain sound internal control system and to absorb high calibre members to the Board.

The purpose of this Corporate Governance Report is to present to shareholders how the Company has applied the principles in the Code on Corporate Governance Practices (the “CG Code”) under Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) throughout the year ended 31st December, 2011 (the “Year”).

### ADOPTED CODES

Since 2005, the Company has adopted the code provisions and certain recommended best practices set out in the CG Code to enhance corporate governance in the interests of the Company and its shareholders.

The Company has also adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 to the Listing Rules which may be revised from time to time as a code of conduct regarding securities transactions by the Directors. In addition, the Company has a separate written code of conduct on terms no less exacting than the Model Code for the relevant employees of the Company who are likely to be in possession of unpublished price-sensitive information in respect of their dealings in the securities of the Company (the “Employees’ Code”).

### 理念

本公司（連同其附屬公司，「本集團」）董事會（「董事」或「董事會」）銳意維持高度企業管治，以確保運作更具透明度及全面保障股東利益。董事會致力確保制訂有效之自我監管常規，以維持良好之內部監控制度及吸納卓越之成員加入董事會。

本企業管治報告書是向股東呈示本公司截至二零一一年十二月三十一日止年度（「本年度」）如何應用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四《企業管治常規守則》（「企管守則」）之原則。

### 採納之守則

自二零零五年起，本公司已採納載於企管守則之守則條文及若干建議最佳常規，以提高企業管治對本公司及股東之利益。

本公司亦已採納上市規則附錄十《上市發行人董事進行證券交易的標準守則》（「標準守則」）作為董事進行證券交易之操守準則。另外，本公司亦已就可能擁有未公布的股價敏感資料之相關僱員，制訂不遜於標準守則之書面操守守則，作為彼等進行本公司證券交易之指引（「僱員守則」）。

## BOARD OF DIRECTORS

### Structure

The Board currently comprises two Executive Directors and three Independent Non-executive Directors (the “INED(s)”). The INEDs represent more than one-third members of the Board. The Directors’ biographies are available on the Company’s website. There is no relationship among members of the Board and in particular, between the chairman and the chief executive officer. The INEDs are highly experienced professionals and businessmen with a broad range of expertise and experience in accounting, finance and business management and two of them have appropriate professional accounting qualification as required by the Stock Exchange.

The Board is responsible for directing and supervising the Company’s affairs. Each Director acts in good faith for the best interest of the Company. The Directors are collectively and individually responsible to the Company for the manner in which the affairs of the Company are managed, controlled and operated. They had devoted sufficient time and attention to the Company’s affairs during the Year.

All the Directors, including the INEDs, must retire by rotation at least once every three years, and no director shall hold office for a continuous period in excess of three years, or past the third annual general meeting, following the Director’s appointment or re-election, whichever is longer, without submitting himself/herself for re-election at the annual general meeting, under the articles of association of the Company. As such, the term of office of each Director has been specified under the Company’s Articles of Association.

### Assistance to Directors in Decision Making

Throughout their period in office, the Directors have been informed of the Group’s business, the competitive and regulatory environments in which it operates and other changes affecting the Group and the industry it operates in as a whole. They have also been advised on appointment of their legal and other duties and obligations as directors of a listed company and updated on changes to the legal and governance requirements of the Group and upon themselves as the Directors.

## 董事會

### 架構

董事會目前由兩位執行董事及三位獨立非執行董事（「獨立非執行董事」）組成。獨立非執行董事之人數超過董事會成員總數之三分之一。董事簡歷可於本公司網頁瀏覽。董事會成員之間，尤其是主席與行政總裁之間，並無關係。獨立非執行董事為極富經驗之專業人士及商界人士，在會計、金融及商業管理具備豐富專業知識及經驗，其中二人更具備聯交所規定之相關專業會計資格。

董事會負責領導及監督本公司事務。每位董事以本公司之最佳利益為前題，以誠信態度履行職責。董事知悉彼等在管理、控制及經營本公司事務上，共同及個別向本公司負責。年內，彼等已付出足夠時間及專注力以處理本公司事務。

根據本公司組織章程細則，所有董事（包括獨立非執行董事）須每三年最少輪換卸任一次，且規定董事在未於股東週年大會上膺選連任之情況下，出任董事職位之持續期間不得超過三年或獲委任或重選連任後超逾三次股東週年大會（兩者以較長期間為準）。因此，各董事之任期按本公司組織章程細則而特定。

### 給予董事決策之協助

本公司於董事在任期間，向彼等匯報有關本集團業務、經營所在地之競爭及規管環境，以及整體上影響本集團及其經營行業之其他變動的資料。彼等亦就委任為上市公司董事之法定及其他職能以及職責提供意見，並於彼等成為董事後更新有關本集團之法定及監管規定之變動。

## BOARD OF DIRECTORS (cont'd)

### Assistance to Directors in Decision Making (cont'd)

The Directors are given access to the secretary of the Company (the "Company Secretary") or independent professionals for advice at the Company's expense, when they deem it is necessary in order for them to carry out their responsibilities from time to time.

To enhance the Directors' consciousness on the importance of the directors' duties under common law and to comply with the requirement of the Companies Ordinance (Cap. 32, Laws of Hong Kong), a "Guide on Directors' Duties" in which the general principles a director should follow in the performance of his/her functions and exercise of his/her powers was distributed to the Directors.

### Conduct of Meetings

The Directors are consulted and properly briefed for matters to be included in the meeting agenda. The Board is supplied with relevant information as well as reports relating to operational and financial performance of the Group before each regular Board meeting. At least 14 days' notice of a regular Board meeting is given to all Directors to provide them with the opportunity to attend the meeting. Board papers are dispatched to all Directors at least 3 days before the meeting to ensure that they have sufficient time to review the papers and will be adequately prepared for the meeting. Senior management is invited to attend the meeting to address to the Board members' queries. This enables the Board to have pertinent data and insight for a comprehensive and informed evaluation as part of the Board's decision-making purpose.

The Chairman has delegated the responsibility to the Company Secretary for drawing up and approving the meeting's agenda for each Board meeting, taking into account of any matter proposed by the other Directors for inclusion in the agenda.

The proceedings of the Board at its meetings are generally monitored by the Chairman who would ensure that sufficient time is allocated for discussion and consideration of each item on the agenda. Equal opportunities are given to each Director to express his/her views and concerns.

Each Director has to declare his/her interest and to abstain from voting on any board resolution in which he/she or any of his/her associates has a material interest pursuant to the Company's Articles of Association and the Companies Ordinance (Cap. 32, Laws of Hong Kong).

## 董事會 (續)

### 給予董事決策之協助 (續)

董事可不時視乎履行其職責所需而尋求公司秘書(「公司秘書」)或獨立專業人士之意見，費用概由本公司承擔。

為提高董事對普通法下董事職責重要性之意識及遵守公司條例(香港法例第32章)之要求，一份載有董事於執行職能及行使權力時應遵守之一般原則之「董事責任指引」已分發予董事。

### 會議之舉行

董事可獲諮詢及簡報會議議程內所載之事宜，並於每次定期董事會會議前獲發有關本集團營運及財務表現之相關資料及報告。定期董事會會議通知於開會前最少十四日送交全體董事，供其選擇是否出席會議。董事會文件於會議舉行前最少三日發給全體董事，以確保彼等具備足夠時間審閱該文件，並為會議作好充份準備。高級管理層成員獲邀與會，解答董事會成員之提問。此舉令董事會在作出全面而知情之評估時，具有中肯之數據及認知，有助董事會作出決策。

主席已委派公司秘書負責在考慮各董事建議之議程後，編撰及批核每次董事會會議之議程。

董事會之議事程序一般由主席主持，以確保分配充裕之時間作出討論及考慮議程內之各個項目。每位董事均獲平等機會表達意見及其關注事宜。

根據本公司之組織章程細則及公司條例(香港法例第32章)，每位董事均須申報其權益，並就其本身或其任何聯繫人士擁有重大權益之任何董事決議案放棄投票。



## BOARD OF DIRECTORS (cont'd)

### Conduct of Meetings (cont'd)

All Directors have full access to the advice and services of the Company Secretary to ensure the Board's procedures, rules and regulations are followed. Draft and final versions of minutes of each Board meeting in sufficient details are sent to the Directors for comments and records within reasonable time after the meeting is held. The minutes of Board meetings and of the Board committees' meetings are kept by the Company Secretary, which are open for inspection by the Directors on reasonable notice.

Three Board meetings were held on 15th March, 8th August and 6th December for the Year. The Company Secretary and the Company's senior management had attended the Board meetings to report matters arising from corporate governance, risk management, statutory compliance, accounting, finance and business. The individual attendance of each Director at the Board meetings held during the Year is as follows:

Directors	No. of Board meetings attended/held (Percentage of attendance in total)	董事	出席／舉行 董事會會議數目 (總出席率)
<u>Executive Directors</u>			
Mr. Matthew Cheong, Veng-va (Chairman)	3/3 (100%)	執行董事 昌榮華先生 (主席)	3/3 (100%)
Ms. Teresa Poon, Mun-chie (Chief Executive Officer)	3/3 (100%)	潘敏慈小姐 (行政總裁)	3/3 (100%)
<u>Independent Non-executive Directors</u>			
Mr. Lai, Yun-hung	3/3 (100%)	獨立非執行董事 賴恩雄先生	3/3 (100%)
Mr. Mok, Hon-sang	3/3 (100%)	莫漢生先生	3/3 (100%)
Mr. Wong, Tik-tung	3/3 (100%)	汪滌東先生	3/3 (100%)

### Works Performed

During the Year, besides attending the Board meetings to consider and make decision on corporate governance, risk management, statutory compliance, accounting, finance and business matters, the Directors had brought independent opinion and judgment on the Company's strategy, performance and standards of conduct; had taken the lead where potential conflicts of interests arose; had served on Board committees; had ensured that the Board maintained high standards of financial and other mandatory reporting; carried out reviews on matters reported by the Board committees, and had provided adequate checks and balance to safeguard the interests of shareholders in general and the Company as a whole.

## 董事會 (續)

### 會議之舉行 (續)

全體董事有權全面尋求公司秘書之意見及服務，以確保遵守董事會程序、規則及規例。詳盡之各董事會會議記錄之草稿及定稿將於舉行會議後之合理時間內，送交董事提供意見及記錄。董事會會議及董事會轄下委員會會議之記錄由公司秘書存置，並可由董事發出合理通知下供其查閱。

董事會於本年度三月十五日、八月八日及十二月六日舉行共三次董事會會議。公司秘書及本公司高級管理層均已出席董事會會議，匯報企業管治、風險管理、法規遵守、會計、財務及業務相關之事宜。年內，各董事於董事會會議之出席率如下：

### 履行之工作

年內，除了出席董事會會議以考慮及決定企業管治、風險管理、法規遵守、會計、財務及業務事宜，董事對本公司之策略、表現及守則標準作出獨立意見及判斷；在有潛在利益衝突時發揮領導作用；出任董事會轄下委員會委員；確保董事會維持高水平之財務及其他強制申報準則；審閱董事會轄下委員會報告之事項；以及提供足夠審查及平衡以保障全體股東與本公司整體利益。

## BOARD OF DIRECTORS (cont'd)

### Works Performed (cont'd)

During the Year, the INEDs had actively participated in the Board meetings, brought independent judgment and given their comments to the information or reports submitted to the meetings.

Besides attending the Board or committee meetings, in order to make timely decision and have effective implementation of the Company's policy and practice, the Board had also adopted written resolutions signed by all Directors to make decision on corporate affairs from time to time.

As part of the continuing process on supervising the Company's affairs, the Directors, acting through by the Audit Committee, had reviewed the adequacy of resources, qualifications and experience of the Company's accounting staff and financial reporting function (which is being performed by the accounting staff of Chinese Estates Holdings Limited ("Chinese Estates"), the holding company), and their training programmes and budget in December 2011.

### Directors' Confirmation

The Company has received, from each INED, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the INEDs are independent.

Besides, having made specific enquiry of all Directors and the relevant employees, all Directors confirmed that they had complied with the required standard set out in the Model Code and the relevant employees had complied with the Employees' Code regarding securities transaction throughout the Year.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and Chief Executive Officer (the "CEO") are separate and not performed by the same individual. Mr. Matthew Cheong, Veng-va is the Chairman with responsibility for overseeing the function of the Board, formulating overall strategies and policies of the Company. Ms. Teresa Poon, Mun-chie is the CEO with responsibility for the overall business and operation of the Group. This segregation is clearly established and set out in writing to ensure a clear distinction between the Chairman's responsibility to manage the Board and CEO's responsibility to manage the Group's business.

## 董事會 (續)

### 履行之工作 (續)

年內，獨立非執行董事積極參與董事會會議，就會議事項作出獨立判斷及在提呈於會議上之資料或報告發表意見。

除了出席董事會或委員會會議，為了能及時作出決定及有效實施本公司之政策及實務，董事會亦不時採納全體董事書面決議書為公司事務作出決定。

作為持續監督本公司業務之程序，董事已於二零一一年十二月由審核委員會代行審閱本公司會計及財務匯報職能方面（由控股公司Chinese Estates Holdings Limited（「華置」）之會計員工履行）的資源、員工資歷及經驗與員工所接受的培訓課程及有關預算是否足夠。

### 董事之確認

本公司已接獲各獨立非執行董事之年度確認書，確認彼等符合上市規則第3.13條所載有關獨立性之規定。本公司認為全體獨立非執行董事均為獨立人士。

此外，本公司在向所有董事及有關僱員作出具體查詢後，所有董事確認彼等於年內一直遵守標準守則載列的所需標準，以及有關僱員於年內就進行證券交易一直遵守僱員守則。

## 主席及行政總裁

主席及行政總裁（「行政總裁」）之角色須予分開，且不得由同一個人擔任。昌榮華先生為主席，負責監督董事會職能、制訂本公司整體策略及政策。潘敏慈小姐為行政總裁，負責監督本集團之整體業務及運作。主席及行政總裁職能分配已清楚以書面訂立，以清楚劃分主席負責管理董事會，而行政總裁負責管理本集團業務。

## BOARD COMMITTEES

The Board has established Audit Committee and Remuneration Committee with defined roles and terms of reference. A Nomination Committee has also been formed and will commence functioning on 1st April, 2012.

### Audit Committee

#### Structure

The Audit Committee has been established since December 2000 with the roles to assist the Board in establishing formal and transparent arrangements for considering how it will apply the financial reporting and the internal control principles and for maintaining an appropriate relationship with the Company's external auditors (the "Independent Auditors"). It acts in an advisory capacity and makes recommendations to the Board.

All the Audit Committee members possess diversified industry experience. The Chairman has appropriate professional qualification, accounting or related financial management expertise as required by the Listing Rules. The Audit Committee is made up of the INEDs, namely:

Mr. Wong, Tik-tung (*Chairman*)  
Mr. Lai, Yun-hung  
Mr. Mok, Hon-sang

#### Function

The Audit Committee's terms of reference can be found on the Group's website. The major duties of the Audit Committee are summarised below:

- i) to make recommendations to the Board on the appointment, re-appointment and removal of the Company's Independent Auditors, review and monitor their independence and objectivity as well as the effectiveness of the audit process;
- ii) to monitor the integrity of the interim and annual consolidated financial statements, reports and accounts of the Company, and to review any significant financial reporting judgments contained in them; and
- iii) to review and ensure the effectiveness of the Company's financial control, internal control and risk management systems.

## 董事會轄下委員會

董事會已成立審核委員會及薪酬委員會，並界定其角色及職權範圍。提名委員會亦已成立，並將於二零一二年四月一日開始運作。

### 審核委員會

#### 架構

審核委員會於二零零零年十二月成立，其角色為協助董事會建立正式及具透明度之安排，讓董事會考慮如何應用財務匯報及內部監控原則，以及如何與本公司外部核數師（「獨立核數師」）維持恰當的關係。審核委員會具有顧問職能，並向董事會提供意見。

審核委員會全體成員具備多元化的業務經驗。主席具備了上市規則規定之相關專業資格、會計或相關財務管理專業知識。審核委員會由全體獨立非執行董事組成，彼等為：

汪滌東先生（主席）  
賴恩雄先生  
莫漢生先生

#### 職能

有關審核委員會之職權範圍，可瀏覽本集團網頁。審核委員會之主要職責概述如下：

- i) 就委任、重新委任及罷免本公司獨立核數師向董事會提供推薦意見、審核及監控彼等之獨立性及客觀性，以及審核程序之有效性；
- ii) 監察本公司中期及全年綜合財務報表、報告和賬目之真實性，以及審閱上述各項所載之任何重大財務報告之判斷；及
- iii) 審閱及確保本公司財務監控、內部監控及風險管理系統之有效性。

## BOARD COMMITTEES (cont'd)

### Audit Committee (cont'd)

#### Conduct of Meetings

The Audit Committee shall meet at least twice each year. The Company prepares and delivers an information memorandum that includes all relevant information about the meetings to the Audit Committee members at least 3 days prior to such meetings. During the Year, the Audit Committee members reviewed the information memorandum with due care and discussed with the Group Financial Controller (who is also the Company Secretary) and other senior management (if necessary) during the meetings.

During the Year, the Audit Committee held three meetings on 10th March, 4th August and 6th December, 2011 with the presence of the Company's senior management. Minutes drafted by the Company Secretary were circulated to the Audit Committee members for comments within a reasonable time after each meeting. Executed minutes were kept by the Company Secretary and copies of the minutes were sent to the Audit Committee members for records.

Individual attendance of each committee member at the meetings is as follows:

Members	No. of meetings attended/held (Percentage of attendance in total)	成員	出席／舉行會議數目 (總出席率)
Mr. Wong, Tik-tung (Chairman)	2/3 (66.67%)	汪滌東先生 (主席)	2/3 (66.67%)
Mr. Lai, Yun-hung	3/3 (100%)	賴恩雄先生	3/3 (100%)
Mr. Mok, Hon-sang	3/3 (100%)	莫漢生先生	3/3 (100%)

#### Works Performed

The works performed by the members of Audit Committee in the Year are summarised below:

- reviewed and considered the Group accounts and financial statements for the year ended 31st December, 2010 and interim accounts for 2011;
- reviewed, discussed and agreed with the Independent Auditors in respect of the audit fee for the year 2011; the terms of the engagement letters; the nature, scope of audit and reporting obligations for the Year;

## 董事會轄下委員會 (續)

### 審核委員會 (續)

#### 會議之舉行

審核委員會每年須最少開會兩次。本公司編製及派發資料備忘錄，內容包括會議時所需之所有資料，於審核委員會開會前最少三日提交予審核委員會成員。年內，審核委員會成員謹慎地審閱資料備忘錄，並於會議上與集團財務總監（彼亦為公司秘書）及其他高級管理層成員（如有需要）討論。

年內，審核委員會分別於二零一一年三月十日、八月四日及十二月六日舉行共三次會議，而本公司的高級管理層成員均有出席。公司秘書草擬的會議記錄已於每次會議後一段合理時間內交予審核委員會成員提供意見。公司秘書存置經簽署之會議記錄，有關副本亦已送交審核委員會成員以作記錄。

各委員會成員於該等會議之出席率如下：

#### 履行之工作

審核委員會成員於本年度履行之工作概述如下：

- 審閱及省覽本集團截至二零一零年十二月三十一日止年度之賬目及財務報表，以及二零一一年之中期賬目；
- 與獨立核數師審閱、討論及同意二零一一年核數費用；本年度委聘書之條款；核數之性質、範圍及申報責任；

## BOARD COMMITTEES (cont'd)

### Audit Committee (cont'd)

#### Works Performed (cont'd)

- iii) reviewed and assessed the adequacy and effectiveness of the Group's financial reporting and controls, internal control procedures and risk management systems;
- iv) reviewed the corporate governance practices and monitored the progress of compliance of the CG Code;
- v) carried out annual review on the continuing connected transactions of the Company (including those not having been made public and fallen outside Rule 14A.33 of the Listing Rules, if any) and their financial implication in their capacity as members of the independent board committee;
- vi) reviewed the performance of the properties of the Group for the year ended 31st December, 2010;
- vii) reviewed the adequacy of resources, qualifications and experience of the staff in accounting and financial reporting function, and the training programmes and budget;
- viii) in their capacity as members of independent board committee, gave an independent advice to the independent shareholders of the Company in respect of a new revolving loan facility up to HK\$900 million from the Company to the Chinese Estates Group; and
- ix) prepared and submitted to the Board an Audit Committee Report detailing the works performed by the Audit Committee during the Year, presented its findings and made recommendations for consideration by the Board.

On 6th March, 2012, the Audit Committee reviewed the Group's accounts and draft financial statements for the Year.

Overall, the Audit Committee is satisfied with the condition of the Company, including the corporate governance practices, internal control system, the conduct of the continuing connected transactions and adequacy of resources, qualifications and experience of the staff in accounting and financial reporting function (which is being performed by the accounting staff of Chinese Estates, the holding company), and the training programmes and budget.

## 董事會轄下委員會(續)

### 審核委員會(續)

#### 履行之工作(續)

- iii) 審閱及評估本集團之財務匯報及監控、內部監控程序及風險管理系統是否足夠及有效；
- iv) 檢討企業管治常規及監控遵循企管守則之進度；
- v) 以獨立董事委員會之身份，對本公司之持續關連交易(包括上市規則第14A.33條所涵蓋的範圍以外及無需披露者，如有)及其財務影響進行週年審閱；
- vi) 審閱本集團截至二零一零年十二月三十一日止年度之物業表現；
- vii) 審閱會計及財務匯報職能方面的資源、員工資歷及經驗與員工所接受的培訓課程及有關預算是否足夠；
- viii) 以獨立董事委員會成員身份，就本公司向華置集團提供為數900,000,000港元之新造循環貸款，向本公司之獨立股東提供獨立意見；及
- ix) 編製並向董事會呈交審核委員會報告，當中詳列審核委員會於年內已履行之工作，以及呈交其審核結果及向董事會提供建議以作考慮。

於二零一二年三月六日，審核委員會已審閱本集團本年度之賬目及財務報表之草稿。

整體而言，審核委員會滿意本公司現狀，包括企業管治實務、內部監控制度、持續關連交易之進行，以及本公司會計及財務匯報職能方面(由控股公司華置之會計員工履行)之資源、員工之資歷及經驗與員工所接受的培訓課程及有關預算是足夠的。

## BOARD COMMITTEES (cont'd)

### Audit Committee (cont'd)

#### Works Performed (cont'd)

In light of the recent amendments to the Listing Rules by the Stock Exchange, the Board had on 8th March, 2012 approved the amendments of the terms of reference of the Audit Committee which will become effective on 1st April, 2012. Details of the works performed by the Audit Committee to comply with the new requirements under the Listing Rules will be given in the corporate governance report for the financial year ending 31st December, 2012.

### Remuneration Committee

#### Structure

The Remuneration Committee has been established since June 2005 with the role to assist the Board in reviewing and determining the framework or broad policy for remuneration packages of the Directors and senior management, overseeing any major changes in employee benefit structures and considering other topics as defined by the Board.

The Remuneration Committee comprises all INEDs, namely:

Mr. Mok, Hon-sang (*Chairman*)  
Mr. Lai, Yun-hung  
Mr. Wong, Tik-tung

#### Function

The principal responsibilities of the Remuneration Committee are as follows:

- i) setting, reviewing and recommending to the Board for approving the Group's overall remuneration policy and strategy;
- ii) setting, reviewing and approving performance-based remuneration and individual remuneration packages for the Executive Directors and senior management including terms and conditions of employment as well as compensation payable due to loss or termination of office, and dismissal or removal for misconduct; and
- iii) recommending the Board on the remuneration of Non-executive Directors.

## 董事會轄下委員會 (續)

### 審核委員會 (續)

#### 履行之工作 (續)

按照最近聯交所對上市規則之修訂，董事會於二零一二年三月八日通過對審核委員會之職權範圍書之修訂，並將於二零一二年四月一日生效。審核委員會所履行之工作以遵守上市規則之新訂要求之詳情，將載列於截至二零一二年十二月三十一日止財政年度之企業管治報告書內。

### 薪酬委員會

#### 架構

薪酬委員會於二零零五年六月成立，其角色為協助董事會檢討及釐定董事及高級管理層之薪酬待遇或具體政策，監督僱員福利架構之任何重大變動，以及考慮董事會釐定之其他事項。

薪酬委員會由全體獨立非執行董事組成，彼等為：

莫漢生先生 (主席)  
賴恩雄先生  
汪滌東先生

#### 職能

薪酬委員會之主要職責如下：

- i) 制訂、檢討及建議董事會批准本集團之整體薪酬政策及策略；
- ii) 制訂、檢討及批准以表現為考慮基礎之薪酬，以及執行董事及高級管理層之個別薪酬待遇，包括僱傭條款及條件，以及因離職或終止受僱及因行為不當而遭解僱或罷免所產生需支付之賠償；及
- iii) 就非執行董事之薪酬向董事會提供意見。

## BOARD COMMITTEES (cont'd)

### Remuneration Committee (cont'd)

#### Function (cont'd)

The Remuneration Committee's terms of reference can be found on the Group's website.

The Remuneration Committee would consult the Chairman and/or the CEO about its proposals on remuneration of other Executive Directors and seek internal and external professional advices if considered necessary.

#### Conduct of Meetings

During the Year, the Remuneration Committee held two meetings on 10th March and 4th August, 2011 to discuss and ratify the payment of discretionary bonus for the year ended 31st December, 2010 to employees of the Company; and to consider and approve the annual remuneration of the Executive Directors for the Year.

Individual attendance of each committee member at the meetings is as follows:

Members	No. of meetings attended/held (Percentage of attendance in total)
Mr. Mok, Hon-sang ( <i>Chairman</i> )	2/2 (100%)
Mr. Lai, Yun-hung	2/2 (100%)
Mr. Wong, Tik-tung	1/2 (50%)

The INEDs are not entitled to any other emoluments for holding office as the INEDs except for their entitlement of an annual remuneration of HK\$180,000 determined by the Board subject to annual review with reference to the prevailing market condition. No share option scheme is adopted by the Company during the Year.

During the Year, the Remuneration Committee had carried out a review on the remuneration of the Executive Directors. After review, each of the Executive Directors (namely Mr. Matthew Cheong, Veng-va and Ms. Teresa Poon, Mun-chie) agreed to receive a remuneration of HK\$10,000 per annum on a nominal basis without making reference to the prevailing market condition.

## 董事會轄下委員會 (續)

### 薪酬委員會 (續)

#### 職能 (續)

有關薪酬委員會之職權範圍，可瀏覽本集團網頁。

薪酬委員會須就其他執行董事之薪酬建議諮詢主席及／或行政總裁，並在認為有需要時尋求內部及外界專業意見。

#### 會議之舉行

年內，薪酬委員會於二零一一年三月十日及八月四日，舉行共兩次會議，以討論並追認發放於二零一零年十二月三十一日年度之年終酌情花紅予本公司僱員，以及考慮及批准本年度執行董事之年度酬金。

各委員會成員於該等會議之出席率如下：

Members	No. of meetings attended/held (Percentage of attendance in total)	出席／舉行 會議數目 (總出席率)
Mr. Mok, Hon-sang ( <i>Chairman</i> )	2/2 (100%)	莫漢生先生 (主席) 2/2 (100%)
Mr. Lai, Yun-hung	2/2 (100%)	賴恩雄先生 2/2 (100%)
Mr. Wong, Tik-tung	1/2 (50%)	汪滌東先生 1/2 (50%)

獨立非執行董事除每年享有180,000港元之酬金外，並無就擔任獨立非執行董事收取任何其他酬金。有關酬金須由董事會參考當時市況而每年作出檢討。年內，本公司並無採納任何購股權計劃。

年內，薪酬委員會已就執行董事之酬金進行檢討。經檢討後，每位執行董事（即昌榮華先生及潘敏慈小姐）同意收取不按當時市況而釐定之名義酬金每年10,000港元。

## BOARD COMMITTEES (cont'd)

### Remuneration Committee (cont'd)

#### **Conduct of Meetings** (cont'd)

In light of the recent amendments to the Listing Rules by the Stock Exchange, the Board had on 8th March, 2012 approved the amendments of the terms of reference of the Remuneration Committee which will become effective on 1st April, 2012. Details of the works performed by the Remuneration Committee to comply with the new requirements under the Listing Rules will be given in the corporate governance report for the financial year ending 31st December, 2012.

### Nomination Committee

No Nomination Committee was established in view of the business requirement of the Company for the Year. During the Year, the Board was responsible for reviewing its composition, identifying and selecting suitable Board members, assessing independence of the INEDs, considering appointment or re-appointment of the Directors and succession planning for the Directors. The Board would exercise its power under Article 92 of the Articles of Association of the Company to appoint any person as a director either to fill as casual vacancy or as an addition to the Board whenever the business of the Company requires.

In light of the recent amendments to the Listing Rules by the Stock Exchange, the Board had on 8th March, 2012 approved the formation of the Nomination Committee which will start functioning on 1st April, 2012 with its members constituted by all the INEDs. The terms of reference of the Nomination Committee was also adopted which will become effective on 1st April, 2012. Details of the works performed by the Nomination Committee to comply with the new requirements under the Listing Rules will be given in the corporate governance report for the financial year ending 31st December, 2012.

## MANAGEMENT FUNCTIONS

The Executive Directors have defined clear directions on powers of management and delegate daily management and administration functions to the management. The functions reserved to the Board and those delegated to the senior management are reviewed from time to time. The Company would formalize the division of responsibility between the Board and the management when the operational requirement of the Group justifies such division.

## 董事會轄下委員會 (續)

### 薪酬委員會 (續)

#### **會議之舉行** (續)

按照最近聯交所對上市規則之修訂，董事會於二零一二年三月八日通過對薪酬委員會之職權範圍書之修訂，並將於二零一二年四月一日生效。薪酬委員會所履行之工作以遵守上市規則之新訂要求之詳情，將載列於截至二零一二年十二月三十一日止財政年度之企業管治報告書內。

### 提名委員會

本年度，鑑於本公司之業務狀況，本公司並無成立提名委員會。於本年度內，董事會負責檢討其組成、物色及甄選合適之董事會成員，評估獨立非執行董事之獨立性，考慮委任或重新委任董事，以及制訂董事之接任安排。董事會將按本公司之業務需要，根據本公司組織章程細則第92條行使其權力，委任任何人士填補董事空缺或作為新增董事會成員。

按照最近聯交所對上市規則之修訂，董事會於二零一二年三月八日通過成立提名委員會由全體獨立非執行董事組成，並將於二零一二年四月一日開始運作。董事會同時制訂提名委員會之職權範圍書，並將於二零一二年四月一日生效。提名委員會所履行之工作以遵守上市規則之新訂要求之詳情，將載列於截至二零一二年十二月三十一日止財政年度之企業管治報告書內。

## 管理層職能

執行董事就管理層的權力，給予清晰的指引，並指派管理層處理日常管理及行政職能。董事會所保留與委派予高級管理層之職能乃不時予以檢討。倘本集團之規模發展至須劃分董事會與管理層之職責時，本公司將制訂該等職責劃分。



## INDEPENDENT AUDITORS

Messrs HLB Hodgson Impey Cheng (“HLB”) were re-appointed as the Independent Auditors by shareholders at the 2011 annual general meeting of the Company. In order to maintain the independence and objectivity of the Independent Auditors (which for these purposes include any entity under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally), they will not be engaged for non-audit work unless it has been pre-approved by the Audit Committee.

Independent Auditors were engaged on an ad hoc basis to supply non-audit service, such as to provide a confirmation letter to the Board and to the Stock Exchange to confirm, among others, that the continuing connected transactions have not exceeded the stipulated cap for the transactions as required under Chapter 14A of the Listing Rules during the Year. The fundamental policy is to ensure that the engagement of the Independent Auditors for non-audit service will not harm their independence or cause any bias on audit works for the presentation of financial statements of the Group. During the Year, the fee for engaging Independent Auditors to carry out the works in connection with annual review of the continuing connected transactions amounted to HK\$20,000.

At the annual general meeting held on 26th May, 2011, HLB were re-appointed by the shareholders as the Independent Auditors of the Company at a fee to be agreed with the Board. The Audit Committee reviewed the terms of engagement letter of HLB in December 2011 and agreed with HLB the audit fees for auditing the financial statements of the Group for the Year at HK\$220,000.

The accounts for the Year were audited by HLB whose term of office will expire upon the forthcoming annual general meeting. In March 2012, the practice of HLB as partnership has been reorganized as HLB Hodgson Impey Cheng Limited. The Audit Committee has recommended to the Board that HLB Hodgson Impey Cheng Limited will be nominated for appointment as the new auditors of the Company at the forthcoming annual general meeting.

## 獨立核數師

國衛會計師事務所(「國衛」)已獲股東於本公司二零一一年股東週年大會上續聘為獨立核數師。為保持獨立核數師之獨立性及客觀性(就此而言包括與核數師行共同控制、擁有或管理之任何實體、或合理及知情第三方在接獲一切相關資料後合理認為在國家或國際方面屬核數師行一部分之任何實體),其將不會受聘進行非核數工作,除非已獲審核委員會事先批准。

獨立核數師於特別情況下提供非審核之服務,如年內按上市規則第14A章規定提供確認書予董事會及聯交所,以確認(連同其他事項)持續關連交易並無超過該交易既定之上限,作為該交易週年審閱之部分程序。本集團之基本政策乃確保獨立核數師對非審核服務之參與不會損害其獨立性或導致編製本集團財務報表時構成審核偏頗。年內,聘任獨立核數師就持續關連交易週年審閱所進行之工作費用為20,000港元。

於二零一一年五月二十六日舉行之股東週年大會上,國衛獲重選為本公司之獨立核數師,費用有待與董事會商討。審核委員會於二零一一年十二月審閱國衛之聘書之條款,並與國衛商定審核本年度本集團財務報表之審核費用為220,000港元。

本年度之賬目經由國衛審核,彼於即將舉行之股東週年大會上任滿。國衛於二零一二年三月已由合夥業務營運模式重組為國衛會計師事務所有限公司。審核委員會已向董事會建議,於本公司即將舉行之股東週年大會上提名委任國衛會計師事務所有限公司為本公司之新核數師。

## FINANCIAL REPORTING

The Company aims to present a clear, balanced and understandable assessment of its financial position and prospects. Financial results are announced as early as possible, with interim report and annual report as well as other price-sensitive announcements and financial disclosures published as required under the Listing Rules.

The management provides explanation, information and progress update to the Board for it to make an informed assessment of the financial and other issues put before the Board for approval and consideration.

Throughout the Year, the Directors had selected appropriate accounting policies and applied them consistently. The Directors acknowledge their responsibilities for preparing the financial accounts of the Group 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. A statement by the Independent Auditors about their reporting responsibilities for the Year is set out in this annual report.

The Independent Auditors did not report for the Year that there were any material uncertainties relating to events or conditions that might cast significant doubt upon the Company's ability to continue as a going concern.

## INTERNAL CONTROL

### Scope of Works

The Board recognizes its responsibility for establishment, maintenance and review of the internal control system that provides reasonable assurance on the reliability and integrity of financial and operational information, effective and efficient operations, safeguarding of assets and compliance with laws and regulations. The internal control system is designed to manage rather than to eliminate all risks of failure while its goal is to provide reasonable, not absolute, assurance regarding the achievement of organizational objectives. The Audit Committee is responsible to assist the Board for the annual review of the effectiveness of the internal control system of the Group.

With respect to procedures and internal control for handling and dissemination of price-sensitive information, the Company is aware of its obligations under the Listing Rules and the overriding principle that information which is expected to be price-sensitive should be announced promptly after it becomes known to and/or is the subject of a decision by the Directors or senior management of the Company, and conducts its affairs with close regard to the "Guide on disclosure of price-sensitive information" issued by the Stock Exchange.

To ensure sufficient resources provided to the Audit Committee, information and assessment of financial and internal controls, risk management systems were sent to the Audit Committee members. Internal control procedures of the Group had been commented by the committee members during the Year.

## 財務報告

本公司旨在對其財務狀況及前景作出清晰、平衡及可理解評估之呈報。財務業績以盡早發布為基礎，而中期報告及年報，連同其他股價敏感資料公布及財務披露則根據上市規則之規定而公布。

管理層向董事會提供解釋、資料及最新進度，讓董事會就財務及其他事項於提交董事會審批及考慮前，可作出知情評估。

於年內，董事已選取合適之會計政策並貫徹應用。董事確認彼等之責任為編製本集團之財務賬目，賬目須真實而公平，並根據香港會計師公會公布而普遍被採用之會計準則。獨立核數師就彼等於本年度之報告責任所發出之聲明已載於本年報內。

獨立核數師並無就本年度有關任何重大涉及可能對本公司持續經營能力存疑之事件或狀況之重大不確定因素作出報告。

## 內部監控

### 工作範疇

董事會確認其責任為制訂、維持及檢討內部監控制度，使它能就財務及營運資料之可靠性及完整性、營運效率及效能、資產保障以及法例及法規遵守方面提供合理之確定。內部監控制度乃為管理（而非完全消除）失責風險而設，旨在為達至機構目標而提供合理（而非絕對）確定。審核委員會負責協助董事會對本集團內部監控制度進行效用評估之年度審閱。

就處理及公布股價敏感資料之程序及內部監控方面，本公司知悉根據上市規則之責任，並知悉當董事或本公司高級管理層得悉股價敏感資料及／或彼將根據該等資料作出業務決定時，預期屬股價敏感資料須即時公布之優先原則。本公司須嚴格按照聯交所頒布之「股價敏感資料披露指引」處理其事務。

為確保審核委員會獲得足夠資源，財務及內部監控、風險管理系統之資料及評估已送交審核委員會成員。年內，本集團內部監控程序已由委員會成員批閱。

## INTERNAL CONTROL (cont'd)

### Audit Committee's Review

The Audit Committee had reviewed the financial control, internal control and risk management systems of the Company for the Year. It considered the internal control system effective and adequate as they allowed the Board to monitor the Group's overall financial position and to provide reasonable assurance that assets are safeguarded against unauthorized use or material financial misstatement; transactions were executed in accordance with management's authorization; and the accounting records were reliable for preparing financial information used within the business or for publication and reflecting accountability for assets and liabilities. Further reviews will be conducted on the request of any Audit Committee member, the Group Financial Controller, Company Secretary, or any Director.

The Audit Committee considered that the careful management of risk as a key management activity and concluded that the business risks, which could be strategic, operational, reputation-related or financial, should be understood and visible. The Board acknowledges the areas of concern and would devote to in-depth study with senior management in each situation about the level of acceptable risk and controls.

The Audit Committee and the Board considered that the Company had complied with the code provisions on internal control during the Year, and the internal control system is effective and adequate, as

- i) a framework of prudent and effective control has been established to enable risks to be identified, evaluated and managed; and
- ii) periodic review of the system of the internal control is carried out by the Audit Committee to ensure the effectiveness of such control.

### Internal Audit Function

The Company has established an internal audit function with the key tasks as below:

- i) assess and monitor internal control of the Group with unrestricted direct access right to any level of management whenever it considers necessary;
- ii) conduct comprehensive internal audits of the practices and procedures, incomes and expenditures, and internal control of all business units of the Group on a regular basis; and
- iii) carry out special reviews and investigations on areas of concern identified by the management for corrective actions.

## 內部監控 (續)

### 審核委員會之審閱

審核委員會已審閱本公司本年度之財務監控、內部監控及風險管理系統。審核委員會認為內部監控系統屬有效及足以讓董事會監察本集團之整體財務狀況及可合理確定資產不會被未授權使用或虛報重大財務資料；交易乃根據管理層之授權簽立；及會計記錄能可靠地編製供業務內使用或作刊發之財務資料，並反映資產及負債之可表述性。在任何審核委員會成員、集團財務總監、公司秘書或任何董事要求之情況下，可進行額外審閱。

審核委員會認為審慎之風險管理為主要管理活動，並認為業務風險，可能涉及策略、營運、聲譽或財務，須為明確及清晰。董事會明瞭所關注之範圍，並與高級管理層致力對各項情況之可承受風險水平及監控進行深入研究。

審核委員會及董事會認為本公司已於年內遵守內部監控之守則條文，而內部監控系統為足夠且有效，因為：

- i) 已設立審慎且有效監控之架構，以確保能識別、評估及管理風險；及
- ii) 審核委員會定期審閱內部監控系統，以確保有關監控之有效性。

### 內部稽核職能

本公司已制訂之內部稽核職能主要工作如下：

- i) 於其認為有需要時，以無限制權力直接接觸任何管理層，以評估及監察本集團之內部監控；
- ii) 定期就本集團之常規及程序、收入和開支，及所有業務單位之內部監控進行綜合內部稽核；及
- iii) 對管理層所識別關注之範疇進行特別檢討及調查，以作出糾正。

## SHAREHOLDERS' RIGHTS

The Company is committed to safeguarding the shareholders' and the Company's interests as a whole and encourages shareholders to attend general meetings of the shareholders to participate in the important decisions of the Company for which the shareholders' approval is required under the Listing Rules and the Companies Ordinance. The Company regards general meetings of the shareholders as an important event as it provides an important opportunity for direct communication between the Board and the shareholders. The Directors, including the INEDs were available to answer questions at the annual general meeting and extraordinary general meeting held in May 2011 and October 2011 respectively. The Chairman of the Audit Committee and Remuneration Committee, the Independent Auditors and the Chairman of the independent board committee were also available at the general meetings to address shareholders' queries.

With the implementation of poll voting in lieu of show of hands at all general meetings of the listed company, the shareholders can fully reflect their proprietary rights and interests by means of poll voting which is regarded as a fairer method of determination on business matters by the shareholders than voting on a show of hands at the general meetings. Notice of the annual general meeting, together with the annual report and circular, was sent to the shareholders more than 20 clear business days before the meeting whereas notice of the extraordinary general meeting together with circular, was sent to the shareholders more than 10 clear business days before the meeting. These can allow more time for the shareholders to digest information in the annual report and circulars, and to consider whether joining the meetings or not.

The Chairman of the Board and the CEO, when acting as the Chairman of the annual general meeting and extraordinary general meeting held on 26th May, 2011 and on 28th October, 2011 respectively, took the initiative to demand for a poll at the commencement of the meetings and explained the detailed procedures for conducting a poll to the shareholders. All resolutions were put to vote and passed by poll under the scrutiny of the independent share registrar. The poll results were made public by means of public announcements which were uploaded to the websites of the Company and the Stock Exchange.

Statutory announcements, financial and other information of the Group are made available on the Company's website, which is regularly updated.

Shareholders may put their enquires to the Board and also put forward proposals at general meetings by way of a written notice addressed to the Company Secretary at the registered office of the Company.

## 股東權利

本公司銳意保障股東及本公司之整體利益，並鼓勵彼等出席股東大會，以參與上市規則及公司條例要求股東批准之重要決策。鑑於股東大會為董事會與股東直接溝通之主要機會，故本公司視股東大會為一項重要事項。董事（包括獨立非執行董事）均已出席分別於二零一一年五月及二零一一年十月舉行之股東週年大會及股東特別大會並回答提問。審核委員會和薪酬委員會主席、獨立核數師及獨立董事委員會主席亦已出席股東大會並解答股東提問。

隨著上市公司於所有股東大會上實行以投票方式表決以代替舉手方式表決，股東以投票方式表決能全面反映股東之財產權益，且於股東大會上作為股東決定業務之辦法，較舉手方式表決更為公平。召開股東週年大會之通告，連同年報及通函，已在開會前超過二十個營業日發送予股東，而召開股東特別大會之通告連同通函，已在開會前超過十個營業日發送予股東，以讓股東有更多時間消化年報及通函之資料，及考慮是否參與會議。

董事會主席及行政總裁，分別於二零一一年五月二十六日及二零一一年十月二十八日舉行之股東週年大會及股東特別大會擔任主席時，於會議開始時主動要求以投票方式表決，並向股東解釋進行投票表決之詳細程序。在獨立股份過戶登記處之監察下，所有議案交大會以投票方式表決及通過。投票方式表決之結果以公布之方式，在本公司及聯交所之網頁上載公開。

本集團之法定公布、財務及其他資料可於本公司網頁瀏覽，並定期更新。

股東可向董事會作出提問，並以書面通知方式致本公司註冊辦事處向公司秘書提交於股東大會提呈之建議。

## INVESTOR RELATIONS

Accountability and transparency are indispensable for ensuring good corporate governance and, in this regard, timely communication with the shareholders, including institutional investors, is crucial. The Company considers good investor relations as a key part of its operations and continues to promote investor relations and enhances communications with the investors.

The Company maintains a corporate website ([www.chicheung.com](http://www.chicheung.com)) to make the corporate information available on the internet to facilitate its communication with shareholders and to provide important information to the investing public on corporate governance structure, policies and systems, profiles of the Directors and senior management as well as terms of reference of Board committees.

The Company welcomes suggestions from investors and shareholders, and invites them to share their views and suggestions by contacting the Investor Relations Team at [investor.relations@chineseestates.com](mailto:investor.relations@chineseestates.com).

## CODE ON CORPORATE GOVERNANCE PRACTICES

Since 2005, the Company has adopted the code provisions set out in the CG Code to enhance corporate governance in the interests of the Company and its shareholders.

The Company had applied the principles and complied with the requirements of the CG Code throughout the Year. Having carried out the review, none of the Directors was aware of any information that would reasonably indicate that the Company was during the Year, in compliance with the CG Code except for the deviations as follows:-

Under provision A.1.1 of the CG Code, the board of directors of a listed company should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals. Owing to the receipt of the notice of intention from the substantial shareholder to dispose of its controlling interests in the Company (the "Disposal") and consideration of the relevant works to cope with such change of control of the Company (although the transaction contemplated under the Disposal came to an abrupt end on 30th July, 2011), the second regular board meeting of the Company was deferred to 8th August, 2011 to review the quarterly results for the three months ended 31st March, 2011 and approve the 2011 interim results of the Group simultaneously.

## 投資者關係

問責制及透明度乃確保良好企業管治之不二法門。就此，與股東（包括機構投資者）定時溝通更屬不可或缺之部分。本公司認為良好投資者關係乃其運作之主要部分，並持續推廣投資者關係及加強與投資者之溝通。

本公司設有公司網頁([www.chicheung.com](http://www.chicheung.com))，使股東可透過互聯網取得公司資料，加強與股東之溝通，並提供重要資料予公眾投資者了解企業管治架構、政策及制度、董事及高級管理層簡介，以及董事會轄下委員會之職權範圍。

本公司歡迎投資者及股東提出意見，並誠邀彼等聯絡投資者關係部，分享彼等之意見及建議。投資者關係部之電郵：[investor.relations@chineseestates.com](mailto:investor.relations@chineseestates.com)。

## 企業管治常規守則

自二零零五年以來，本公司已採納企管守則所載之守則條文，以提升本公司及其股東之利益。

本公司於本年度全面應用企管守則內之原則，並已遵守該守則之規定。在作出審閱後，董事概不知悉有任何資料可合理顯示本公司於本年度內並無遵守企管守則，惟以下偏離者除外：—

根據企管守則條文第A.1.1條，上市公司之董事會應定期開會，董事會會議應每年召開至少四次，大約每季一次。因為收到主要股東之意向欲出售其在本公司之控股權益（「該出售」）及顧及配合本公司股權改變之有關工作（雖然該出售項下之交易於二零一一年七月三十日突然告終），本公司第二次定期董事會會議押後至二零一一年八月八日舉行，以同時審閱本集團截至二零一一年三月三十一日止三個月之季度業績及批准二零一一年中期業績。

## CODE ON CORPORATE GOVERNANCE PRACTICES (cont'd)

Under provision C.2.2 of the CG Code, the board of directors of a listed company should consider the adequacy of resources, qualifications and experience of staff of the listed company's accounting and financial reporting functions, and their training programmes and budget as part of internal control of the listed company in the annual corporate governance review. Under provision C.3.3(g) of the CG Code, the terms of reference of the audit committee of a listed company should include the duty to discuss with the management the system of internal control and ensure that management has discharged its duty to have an effective internal control system including the adequacy of resources, qualifications and experience of staff of the listed company's accounting and financial reporting functions, and their training programmes and budget. Although the Company does not for the time being engage any staff, the Board has secured the assistance of Chinese Estates, the holding company of the Company, to provide and to share with its accounting and financial reporting resources, including human resources, accounting programmes and other information system facilities to ensure that the Company has fulfilled the legal and the Listing Rules' requirements on the preparation of financial reporting and internal control. The Board believed that such arrangement with Chinese Estates would substantially reduce the cost of the Company in accounting, financial reporting and internal controls functions. The Audit Committee had carried out reviews in December 2011 on the adequacy of resources, qualifications and experience of the management staff of Chinese Estates who were responsible for accounting, financial reporting and internal control functions. Various training programmes had been conducted by well known audit firms for the managerial staff of Chinese Estates to enhance their knowledge, skill and work quality on accounting, financial reporting and internal control. The Board was satisfied with the current accounting labour resources, qualifications and experience of Chinese Estates. The Board shall continue to use its best endeavours to ensure high efficiency and effectiveness and independence of the financial reporting system and internal control system of the Company under the aforesaid arrangement with Chinese Estates.

## CONCLUSION

Notwithstanding there were deviations from the CG Code provisions, the Company trusts that it has achieved high standards of corporate governance during the Year. The Company believes that corporate governance principles and practices are essential to the business communities. Ongoing effort will be put to review its corporate governance practices from time to time so as to accommodate the changing circumstances. The Company will strive to maintain and strengthen the standard and quality of its corporate governance.

## 企業管治常規守則(續)

根據企管守則條文第C.2.2條，上市公司董事會於每年企業管治週年審閱時，應考慮上市公司在會計及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否充足，作為內部監控之一部分。根據企管守則條文第C.3.3(g)條，上市公司審核委員會之職權範圍內之責任應包括與管理層討論內部監控系統，確保管理層已履行職責建立有效的內部監控系統，包括考慮上市公司在會計及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否充足。儘管本公司現時並無員工，董事會已取得本公司之控股公司華置提供及分享其會計及財務報告資源，包括人力資源、會計程式及其他資訊系統設施，使本公司能履行法律及上市規則就預備財務報告及內部監控之規定。董事會相信與華置達成此安排將能重大減少本公司於會計、財務報告及內部監控功能之成本。審核委員會於二零一一年十二月已對華置負責會計、財務匯報及內部監控職能方面的管理層職員，就彼等之資源、員工資歷及經驗是否足夠進行審閱。由著名會計師事務所提供之多項培訓課程予華置管理層員工以加強彼等之於會計、財務報告及內部監控之知識、技巧及工作質素。董事會滿意華置現時之會計員工的資源、資歷及經驗。董事會亦會繼續盡最大努力按照上述與華置之安排下確保本公司之財務報告及內部監控系統具高效率及效益以及獨立性。

## 總結

儘管對企管守則條文有偏離者，本公司相信於本年度已達到高水平之企業管治。本公司相信企業管治原則及常規對商業社會而言至關重要，故本公司亦將持續不時檢討其企業管治常規，以符合環境上之轉變。本公司將致力維持及加強其企業管治標準及質素。

# Directors' Report

## 董事會報告書

The directors of the Company (the "Directors" or the "Board") present to the shareholders their report together with the audited financial statements of the Company and its subsidiaries (collectively, the "Group") for the year ended 31st December, 2011 (the "Year").

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities and other particulars of its subsidiaries as at 31st December, 2011 are set out in note 35 to the financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of comprehensive income on page 43.

An interim dividend for HK1 cent per share was declared for the Year (2010: HK1 cent per share). The Board resolved to recommend the payment of a final dividend of HK1 cent per share for the Year (2010: HK2 cents per share).

### SEGMENT INFORMATION

An analysis of the Group's revenue and contribution to profit for the Year by its principal activities is set out in note 8 to the financial statements.

### FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 91.

### INVESTMENT PROPERTIES

Movements in the investment properties during the Year are set out in note 16 to the financial statements.

A summary of the investment properties held by the Group as at 31st December, 2011 is set out in the schedule of properties on page 92.

### SHARE CAPITAL

Movements in the share capital of the Company during the Year are set out in note 27 to the financial statements.

本公司董事（「董事」）或（「董事會」）謹向股東提呈董事會報告書連同本公司及其附屬公司（統稱「本集團」）截至二零一一年十二月三十一日止年度（「本年度」）之經審核財務報表。

### 主要業務

本公司為投資控股公司，其附屬公司於二零一一年十二月三十一日之主要業務及其他資料載於財務報表附註35。

### 業績及分配

本集團於本年度之業績載於第43頁之綜合全面收益報表。

本年度宣派中期股息每股一港仙（二零一零年：每股一港仙）。董事會議決建議派發本年度之末期股息每股一港仙（二零一零年：每股二港仙）。

### 分類資料

本集團按主要業務劃分之本年度收入及溢利分析載於財務報表附註8。

### 財務概要

本集團過往五個財政年度之業績、資產與負債概要載於第91頁內。

### 投資物業

投資物業於年內之變動載於財務報表附註16。

本集團於二零一一年十二月三十一日持有之投資物業之概要載於第92頁之物業附表。

### 股本

本公司之股本於年內之變動載於財務報表附註27。

## RESERVES

Movements in the reserves of the Group and the Company during the Year are set out on page 46 and in note 28 to the financial statements respectively.

The Company's reserves available for distribution as at 31st December, 2011 amounted to HK\$497,010,000 (2010: HK\$497,400,000).

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the Year, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

## CHARITABLE DONATIONS

During the Year, no charitable donations had been made by the Group (2010: Nil).

## MAJOR SUPPLIERS AND CUSTOMERS

The aggregate purchases attributable to the Group's largest supplier and five largest suppliers amounted for 59% and 72% of the Group's total purchases for the Year.

The aggregate turnover attributable to the Group's largest customer and five largest customers accounted for 59% and 77% of the Group's total turnover for the Year.

Longman Limited ("Longman"), a wholly-owned subsidiary of Chinese Estates Holdings Limited ("Chinese Estates"), was one of the Group's five largest customers during the Year. As at 31st December, 2011, Chinese Estates, through its wholly-owned subsidiaries, beneficially owned 61.96% of the entire issued share capital of the Company, is deemed as a substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules")) of the Company.

Apart from aforesaid, none of the Directors, their associates, or any shareholder of the Company (which to the knowledge of the Directors owned more than 5% of the Company's issued shares) had interests in any of the Group's five largest suppliers and customers during the Year.

## 儲備

本集團及本公司之儲備於年內之變動情況分別載於第46頁及財務報表附註28。

於二零一一年十二月三十一日，本公司可供分派之儲備為497,010,000港元（二零一零年：497,400,000港元）。

## 購回、出售或贖回上市證券

年內，本公司或其任何附屬公司概無購回、出售或贖回本公司任何上市證券。

## 慈善捐款

年內，本集團概無作出慈善捐款（二零一零年：無）。

## 主要供應商及客戶

本年度本集團累計之最大供應商及五大供應商應佔之購貨總額分別佔本集團購貨總額之59%及72%。

本年度本集團累計之最大客戶及五大客戶應佔之營業總額分別佔本集團營業總額之59%及77%。

於本年度內，Chinese Estates Holdings Limited（「華置」）之全資擁有附屬公司 Longman Limited（「Longman」）乃本集團五大客戶之一。於二零一一年十二月三十一日，華置透過其全資擁有附屬公司，實益擁有本公司全部已發行股本61.96%，因此根據香港聯合交易所有限公司證券上市規則（「上市規則」）被視為本公司之主要股東。

除上述外，董事、彼等之聯繫人士或本公司任何股東（據董事所知擁有本公司已發行股份逾5%者）概無於本年度擁有本集團任何五大供應商或客戶之權益。



## DIRECTORS

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

### Executive Directors:

Mr. Matthew Cheong, Veng-va (*Chairman*)

Ms. Teresa Poon, Mun-chie (*Chief Executive Officer*)

### Independent Non-executive Directors:

Mr. Lai, Yun-hung

Mr. Mok, Hon-sang

Mr. Wong, Tik-tung

In accordance with Article 101 of the Company's Articles of Association, Mr. Lai, Yun-hung and Mr. Wong, Tik-tung will retire and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

## SERVICE CONTRACTS OF DIRECTORS

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

## DIRECTORS' AND CHIEF EXECUTIVE(S)' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 31st December, 2011, none of the Directors or chief executive(s) of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules. During the Year, none of the Directors or chief executive(s) of the Company, nor their spouses or children under the age of 18 years, were granted or had exercised any right to subscribe for any securities of the Company or its associated corporations.

## 董事

於年內及直至本報告日期止，董事為：

### 執行董事：

昌榮華先生（主席）

潘敏慈小姐（行政總裁）

### 獨立非執行董事：

賴恩雄先生

莫漢生先生

汪滌東先生

根據本公司組織章程細則第101條之規定，賴恩雄先生及汪滌東先生將卸任，惟彼等願於即將舉行之股東週年大會上膺選連任。

## 董事之服務合約

擬於即將舉行之股東週年大會上膺選連任之董事概無訂立本集團不可於一年內毋須支付賠償（法定賠償除外）而終止之服務合約。

## 董事及最高行政人員於本公司及相聯法團之證券權益

於二零一一年十二月三十一日，董事或本公司最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部所指的相聯法團）之股份、相關股份或債券中擁有根據證券及期貨條例第352條置存之登記冊所載錄或根據香港聯合交易所有限公司（「聯交所」）上市規則所載《上市發行人董事進行證券交易的標準守則》須知會本公司及聯交所之任何權益或淡倉。年內，董事或本公司最高行政人員以及彼等之配偶或十八歲以下子女概無獲授予或已行使任何可認購本公司或其相聯法團任何證券之權利。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY

## 主要股東於本公司之證券權益

As at 31st December, 2011, so far as are known to any Director or chief executive of the Company, the following parties (other than a Director or chief executive of the Company) were recorded in the register kept by the Company under section 336 of the SFO, or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:

據董事及本公司最高行政人員所知悉，於二零一一年十二月三十一日，本公司根據證券及期貨條例第336條須置存之登記冊所載錄或另行知會本公司，直接或間接擁有或被視為擁有本公司已發行股本5%或以上權益之人士（董事或本公司最高行政人員除外）如下：

Name 名稱	Number of Shares (ordinary share) 股份數目 (普通股)	Capacity 身份	Percentage of Issued Share Capital 已發行 股本百分比
Billion Up Limited	209,931,186 (Note 1) (附註1)	Beneficial owner 實益擁有人	61.96%
Lucky Years Ltd.	209,931,186 (Note 1) (附註1)	Interests in controlled corporation 於受控制公司之權益	61.96%
Chinese Estates Holdings Limited	209,931,186 (Note 1) (附註1)	Interests in controlled corporation 於受控制公司之權益	61.96%
Mr. Joseph Lau, Luen-hung 劉鑾雄先生	209,931,186 (Note 2) (附註2)	Interests in controlled corporation 於受控制公司之權益	61.96%
Global King (PTC) Ltd.	209,931,186 (Note 3) (附註3)	Trustee 信託人	61.96%
GZ Trust Corporation	209,931,186 (Note 3) (附註3)	Trustee and beneficiary of a trust 信託人及一項信託之受益人	61.96%
Mr. Li Ka-shing 李嘉誠先生	20,827,142 (Notes 4 & 5) (附註4及5)	Founder of discretionary trusts and interests of controlled corporations 酌情信託之創立人及 受控制公司之權益	6.15%

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN  
THE SECURITIES OF THE COMPANY (cont'd)

主要股東於本公司之證券權益  
(續)

Name 名稱	Number of Shares (ordinary share) 股份數目 (普通股)	Capacity 身份	Percentage of Issued Share Capital 已發行 股本百分比
Li Ka-Shing Unity Trustcorp Limited	20,827,142 (Notes 4 & 5) (附註4及5)	Trustee and beneficiary of a trust 信託人及一項信託之受益人	6.15%
Li Ka-Shing Unity Trustee Corporation Limited	20,827,142 (Notes 4 & 5) (附註4及5)	Trustee and beneficiary of a trust 信託人及一項信託之受益人	6.15%
Li Ka-Shing Unity Trustee Company Limited	20,827,142 (Notes 4 & 5) (附註4及5)	Trustee 信託人	6.15%
Cheung Kong (Holdings) Limited 長江實業(集團)有限公司	20,827,142 (Notes 4 & 5) (附註4及5)	Interests of controlled corporations 受控制公司之權益	6.15%
Hutchison Whampoa Limited 和記黃埔有限公司	20,827,142 (Note 4) (附註4)	Interests of controlled corporations 受控制公司之權益	6.15%
Hutchison International Limited 和記企業有限公司	20,827,142 (Note 4) (附註4)	Interests of a controlled corporation 一間受控制公司之權益	6.15%
Primetek Holdings Limited	20,827,142 (Note 4) (附註4)	Beneficial owner 實益擁有人	6.15%
Mr. Lai, Kwok-kwong 黎國光先生	28,482,000 (Note 6) (附註6)	Beneficial owner 實益擁有人	8.41%

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY (cont'd)

Notes:

1. Billion Up Limited is a wholly-owned subsidiary of Lucky Years Ltd., which in turn is a wholly-owned subsidiary of Chinese Estates Holdings Limited ("Chinese Estates"). By virtue of the SFO, Lucky Years Ltd. and Chinese Estates were deemed to be interested in the 209,931,186 shares of the Company held by Billion Up Limited.
2. Mr. Joseph Lau, Luen-hung, by virtue of his approximately 74.94% interests in the issued share capital of Chinese Estates, was deemed to be interested in the same interests stated against Chinese Estates under the SFO.
3. GZ Trust Corporation as trustee of a discretionary trust held units in a unit trust of which Global King (PTC) Ltd. is the trustee. Global King (PTC) Ltd. is entitled to exercise more than one-third of the voting power at the general meetings of Chinese Estates. Accordingly, Global King (PTC) Ltd. and GZ Trust Corporation were deemed to be interested in the same interests stated against Chinese Estates by virtue of the SFO.
4. Primetek Holdings Limited ("Primetek") is a wholly-owned subsidiary of Hutchison International Limited ("HIL"), which in turn is a wholly-owned subsidiary of Hutchison Whampoa Limited ("HWL"). By virtue of the SFO, each of HWL and HIL was deemed to be interested in the 20,827,142 shares of the Company beneficially owned by Primetek.
5. Li Ka-Shing Unity Holdings Limited, of which each of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard is interested in one-third of the entire issued share capital, owns the entire issued share capital of Li Ka-Shing Unity Trustee Company Limited ("TUT1"). TUT1 as trustee of The Li Ka-Shing Unity Trust ("UT1"), together with certain companies which TUT1 as trustee of UT1 is entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, hold more than one-third of the issued share capital of Cheung Kong (Holdings) Limited ("CKH"). Subsidiaries of CKH are entitled to exercise or control the exercise of more than one-third of the voting power at the general meetings of HWL.

In addition, Li Ka-Shing Unity Holdings Limited also owns the entire issued share capital of Li Ka-Shing Unity Trustee Corporation Limited ("TDT1") as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1") and Li Ka-Shing Unity Trustcorp Limited ("TDT2") as trustee of another discretionary trust ("DT2"). Each of TDT1 and TDT2 holds units in the UT1.

## 主要股東於本公司之證券權益 (續)

附註：

1. Billion Up Limited為 Lucky Years Ltd.之全資擁有附屬公司，而後者為Chinese Estates Holdings Limited (「華置」)之全資擁有附屬公司。根據證券及期貨條例，Lucky Years Ltd.及華置均被視為擁有Billion Up Limited 持有之209,931,186股本公司股份之權益。
2. 根據證券及期貨條例，劉鑾雄先生於華置已發行股本中擁有約74.94%權益，因此被視為擁有華置所擁有之相同權益。
3. GZ Trust Corporation (作為一項酌情信託之信託人)持有一項以Global King (PTC) Ltd.為信託人之單位信託基金之單位。Global King (PTC) Ltd.有權於華置之股東大會上行使三分之一以上之投票權。因此，根據證券及期貨條例，Global King (PTC) Ltd.及GZ Trust Corporation被視為擁有華置所擁有之相同權益。
4. Primetek Holdings Limited (「Primetek」)為和記企業有限公司 (「和記企業」)之全資擁有附屬公司，而後者為和記黃埔有限公司 (「和黃」)之全資擁有附屬公司。根據證券及期貨條例，和黃及和記企業個別被視為擁有Primetek所實益擁有之20,827,142股本公司股份之權益。
5. 由李嘉誠先生、李澤鉅先生及李澤楷先生各自擁有全部已發行股本之三分之一權益之Li Ka-Shing Unity Holdings Limited，擁有Li Ka-Shing Unity Trustee Company Limited (「TUT1」)之全部已發行股本。TUT1以The Li Ka-Shing Unity Trust (「UT1」)信託人之身份，連同若干公司 (TUT1以UT1信託人之身份有權在其股東大會上行使或控制行使三分之一以上之投票權之公司) 合共持有長江實業 (集團) 有限公司 (「長實」) 三分之一以上之已發行股本。長實之附屬公司有權在和黃之股東大會上行使或控制行使三分之一以上之投票權。

此外，Li Ka-Shing Unity Holdings Limited亦擁有Li Ka-Shing Unity Trustee Corporation Limited (「TDT1」) (The Li Ka-Shing Unity Discretionary Trust (「DT1」)之信託人) 及Li Ka-Shing Unity Trustcorp Limited (「TDT2」) (另一酌情信託 (「DT2」)之信託人) 之全部已發行股本。TDT1及TDT2各自持有UT1之單位。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY (cont'd)

Notes: (cont'd)

By virtue of the SFO, Mr. Li Ka-shing, being the settlor of DT1 and DT2 may be regarded as a founder of DT1 and DT2 and for the purpose of the SFO, each of Mr. Li Ka-shing, TDT1, TDT2, TUT1 and CKH was deemed to be interested in the 20,827,142 shares of the Company beneficially owned by Primetek.

- Of the 28,482,000 shares of the Company in which Mr. Lai, Kwok-kwong was interested, 6,000,000 shares were held by Powerplanet Limited, a company wholly-owned by Mr. Lai, Kwok-kwong. By virtue of the SFO, Mr. Lai, Kwok-kwong was deemed to be interested in the 6,000,000 shares of the Company held by Powerplanet Limited. The remaining 22,482,000 shares of the Company were beneficially owned by Mr. Lai, Kwok-kwong personally.

All the interests stated above represent long positions. As at 31st December, 2011, no short positions were recorded in the register kept by the Company under section 336 of the SFO.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

There were no arrangements to which the Company, its ultimate holding company, or any of its ultimate holding company's subsidiaries was a party to enable the Directors to acquire benefit by means of the acquisition of shares in, or debentures of, the Company or any other body corporate during the Year.

## DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in the "Connected Transactions" as mentioned below, there were no contracts of significance in relation to the Company's business, to which the Company or any of the Company's subsidiaries was a party, subsisting at the end of the Year or at any time during the Year, and in which a Director had, whether directly or indirectly, a material interest, nor there were any other contracts of significance in relation to the Company's business between the Company or any of the Company's subsidiaries and a controlling shareholder or any of its subsidiaries.

## 主要股東於本公司之證券權益 (續)

附註: (續)

根據證券及期貨條例，李嘉誠先生身為DT1及DT2之財產授予人，可被視為DT1及DT2之創立人；李嘉誠先生、TDT1、TDT2、TUT1及長實就證券及期貨條例而言個別被視為擁有Primetek所實益擁有之20,827,142股本公司股份之權益。

- 於黎國光先生持有權益之28,482,000股本公司股份中，6,000,000股股份由一間由黎國光先生全資擁有之公司Powerplanet Limited持有。根據證券及期貨條例，黎國光先生被視為擁有由Powerplanet Limited所持有之6,000,000股本公司股份之權益。餘下之22,482,000股本公司股份由黎國光先生個人實益擁有。

上述所有權益均為好倉。於二零一一年十二月三十一日，本公司按證券及期貨條例第336條置存之登記冊所載概無任何淡倉。

## 購買股份或債券之安排

本公司、其最終控股公司或其最終控股公司之任何附屬公司概無於本年度內作出任何安排，以使董事可藉購入本公司或任何其他法人團體之股份或債券而獲得利益。

## 董事及控權股東於合約之權益

除以下「關連交易」所述者外，本公司或本公司之任何附屬公司概無於年結時或本年度內任何時間訂立與本公司業務有關之重大合約而董事於其中直接或間接擁有重大權益，亦概無與控權股東或其任何附屬公司訂立與本公司業務有關之重大合約。

## CONNECTED TRANSACTIONS

In November 2008, the Company as lender made a conditional loan agreement with Longman as borrower, granting a three-year revolving facility of up to HK\$900 million, with Chinese Estates acting as guarantor for repayment of the loan (the "First Loan Transaction").

The First Loan Transaction constituted the continuing connected transactions of the Company. The First Loan Transaction was approved by the independent shareholders of the Company at the extraordinary general meeting held on 12th December, 2008. It expired on 3rd November, 2011.

In September 2011, before the expiry of the First Loan Transaction, the Company as lender made a conditional loan agreement with Longman as borrower, granting a three-year revolving facility of up to HK\$900 million, with Chinese Estates acting as guarantor for repayment of the loan commenced on 3rd November, 2011 (the "Second Loan Transaction"). The Second Loan Transaction was approved by the independent shareholders of the Company at the extraordinary general meeting held on 28th October, 2011.

As at 31st December, 2011, a total sum of HK\$900 million had been drawn by Longman.

Having reviewed the First Loan Transaction and the Second Loan Transaction, the Independent Non-executive Directors of the Company, pursuant to Rule 14A.37 of the Listing Rules on the requirement to carry annual review on all continuing connected transactions, other than fully exempt continuing connected transactions under the Listing Rules (if any), confirmed that the First Loan Transaction and the Second Loan Transaction, notwithstanding that they were not made in the ordinary and usual course of business of the Company, were made on normal commercial terms and in accordance with the relevant loan agreements governing on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

## 關連交易

於二零零八年十一月，本公司作為貸方與Longman作為借方簽訂一份有條件貸款協議，提供最高900,000,000港元為期三年之循環貸款，而華置則為償還貸款作為擔保人（「第一貸款交易」）。

第一貸款交易構成本公司持續關連交易。第一貸款交易於二零零八年十二月十二日由本公司之獨立股東批准，並於二零一一年十一月三日屆滿。

於二零一一年九月，就第一貸款交易將到期之前，本公司作為貸方與Longman作為借方簽訂一份有條件貸款協議，由二零一一年十一月三日起，提供最高900,000,000港元為期三年之循環貸款，而華置則為償還貸款作為擔保人（「第二貸款交易」）。第二貸款交易於二零一一年十月二十八日由本公司之獨立股東於特別股東大會上批准。

於二零一一年十二月三十一日，Longman已借取合共900,000,000港元。

在檢討第一貸款交易及第二貸款交易後，本公司之獨立非執行董事，根據上市規則第14A.37條就所有持續關連交易進行週年檢討之規定（除按上市規則完全豁免之持續關連交易者外（如有）），確認儘管第一貸款交易及第二貸款交易並非本公司之日常業務，該等交易是按照一般商業條款，並根據該等交易的協議條款進行，交易之條款屬公平及合理，且符合本公司股東之整體利益。

## CONNECTED TRANSACTIONS (cont'd)

The Company's auditors were 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 auditors had issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions in accordance with Rules 14A.38 of the Listing Rules. A copy of the auditors' letter had been submitted by the Company to the Stock Exchange.

Pursuant to Rule 14A.38 of the Listing Rules, the auditors of the Company confirmed that the First Loan Transaction and the Second Loan Transaction:

- (1) had received the approval of the Board;
- (2) had been entered into in accordance with the relevant agreements governing the First Loan Transaction and the Second Loan Transaction; and
- (3) had not exceeded the cap disclosed in the previous announcements made on 4th November, 2008 and 22nd September, 2011.

Save as mentioned above, there were no other discloseable non-exempted connected transactions or non-exempted continuing connected transactions under the Listing Rules.

Related party transactions, inclusive of the continuing connected transactions, entered into by the Group for the Year are disclosed in note 34 to the financial statements.

To the extent of the related party transactions as disclosed in note 34 to the financial statements constituted continuing connected transactions, the Company had complied with the relevant requirements under Chapter 14A of the Listing Rules during the Year.

## DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at 31st December, 2011, none of the Directors was interested in any business, which competed or was likely to compete, either directly or indirectly, with the Company's businesses.

## 關連交易(續)

本公司之核數師受委聘就本集團之持續關連交易，按照香港會計師公會所頒布之香港核證工作準則3000「歷史財務信息審計或審閱以外的鑒證業務」，以及參照《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」進行報告。核數師已按上市規則第14A.38條發出無保留信函，包含其對有關持續關連交易作出之調查及結論。本公司已向聯交所呈交上述之核數師信函副本。

本公司核數師已就上市規則第14A.38條確認第一貸款交易及第二貸款交易：

- (1) 已經由董事會批准；
- (2) 乃根據第一貸款交易及第二貸款交易之有關協議條款進行；及
- (3) 並無超逾先前分別於二零零八年十一月四日及二零一一年九月二十二日作出之公布所披露之上限。

除上文所述外，根據上市規則，並無其他不獲豁免關連交易或不獲豁免持續關連交易須作出披露。

由本集團本年度進行之關連人士交易，內含持續關連交易，已於財務報表附註34披露。

就財務報表附註34所披露之關連人士交易倘構成根據上市規則所界定之持續關連交易，本公司已於本年度內遵守上市規則第14A章的有關規定。

## 董事於競爭性業務之權益

於二零一一年十二月三十一日，董事概無於與本公司業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

## RETIREMENT BENEFIT SCHEMES

The Group operates two retirement benefit schemes:

- (1) the provident fund scheme as defined in the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the laws of Hong Kong (the "MPF Scheme"); and
- (2) the provident fund scheme as defined in the Occupational Retirement Schemes Ordinance, Chapter 426 of the laws of Hong Kong (the "Top-up Scheme").

Both the MPF Scheme and the Top-up Scheme were defined contribution schemes and the assets of both schemes were managed by their respective trustees accordingly.

The MPF Scheme was available to all employees aged 18 to 64 and with at least 60 days of service under the employment of the Group in Hong Kong. Contributions were made by the Group at 5% based on the staff's relevant income. The statutory maximum level of relevant income for contribution purpose is HK\$20,000 per month. Staff members were entitled to 100% of the Group's contributions together with accrued returns irrespective of their length of service with the Group, but the benefit was required by law to be preserved until the retirement age of 65. Forfeited contributions of MPF Scheme cannot be used by the Group to offset the existing level of contributions.

The Top-up Scheme was available to those employees with basic salary over HK\$20,000 and/or years of service over 5. Contributions to the Top-up Scheme were made by the Group at 5%, 7.5% or 10% of staff's basic salary (depending on the length of service) less the Group's mandatory contribution under the MPF Scheme. Staff members were entitled to 100% of the Group's contributions together with accrued returns after completing 10 years of service or more, or attaining the retirement age, or were entitled at a reduced scale between 30% to 90% of the Group's contributions after completing a period of service of at least 3 years but less than 10 years. The Top-up Scheme allowed any forfeited contributions (made by the Group for any staff member who subsequently left the Top-up Scheme prior to vesting fully in such contributions) to be used by the Group to offset the current level of contributions of the Group.

Particulars of contribution to these schemes are set out in note 33 to the financial statements.

## 退休福利計劃

本集團設有兩項退休福利計劃：

- (1) 香港法例第485章《強制性公積金計劃條例》所界定之公積金計劃（「強積金計劃」）；及
- (2) 香港法例第426章《職業退休計劃條例》所界定之公積金計劃（「補足計劃」）。

強積金計劃及補足計劃均為界定供款計劃，該等計劃之資產均相應由各自之受託人管理。

強積金計劃可供所有18至64歲受僱於香港最少60日之本集團僱員參加。本集團根據僱員之有關入息作出5%之供款。就供款而言，有關法定入息水平上限為每月20,000港元。不論其於本集團之服務年期，僱員均可取得100%本集團供款連同應計回報，惟根據法例，有關利益將保留至退休年齡65歲方可領取。本集團不可動用強積金計劃下之已沒收供款，以抵銷現有之供款水平。

補足計劃可供基本薪金超過20,000港元及／或年資超過5年之僱員參加。本集團乃根據僱員之基本薪金減去本集團根據強積金計劃作出之強制性供款，按其服務年期作出5%、7.5%或10%之補足計劃供款。僱員於服務滿10年或以上或到退休年齡時可取得100%本集團供款連同應計回報，而服務年期滿3年但不足10年之僱員則可按遞減比例取得30%至90%本集團供款。補足計劃容許本集團將任何已沒收供款（即本集團就任何可獲得全部供款前退出補足計劃之僱員而作出之供款）用以抵銷本集團現有之供款水平。

對該等計劃供款之詳情載於財務報表附註33。



## ADVANCES TO AN ENTITY

As at 31st December, 2011, pursuant to Rule 13.20 of the Listing Rules, the Group had made advances of HK\$900 million at HIBOR plus 1.5% per annum to Longman. The loan had been granted for the capital expenditure and general working capital of Chinese Estates and its subsidiaries. The loan is a three-year revolving facility, with Chinese Estates acting as the guarantor, but is unsecured, and repayable on demand with maturity date on 2nd November, 2014.

## PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed amount of public float during the Year and up to the date of this report as required under the Listing Rules.

## AUDITORS

The accounts for the Year were audited by Messrs HLB Hodgson Impey Cheng ("HLB") whose term of office will expire upon the forthcoming annual general meeting. In March 2012, the practice of HLB as partnership has been reorganized as HLB Hodgson Impey Cheng Limited. As such, HLB will not offer themselves for re-appointment as auditors of the Company at the annual general meeting. HLB have confirmed that there are no matters in connection with their retirement as auditors that need to be brought to the attention of the shareholders of the Company.

A resolution for the appointment of HLB Hodgson Impey Cheng Limited as new auditors of the Company for the ensuing year will be proposed at the forthcoming annual general meeting.

On behalf of the Board  
**Matthew Cheong, Veng-va**  
*Chairman*

Hong Kong, 8th March, 2012

## 給予某實體的貸款

於二零一一年十二月三十一日，根據上市規則第13.20條，本集團向Longman提供年利率以香港銀行同業拆息加一點五厘計息之貸款為900,000,000港元。該貸款乃供華置及其附屬公司用作資本開支及作為一般營運資金用途。該貸款乃三年期循環貸款，並由華置為擔保人，但無抵押而須於通知時償還，到期償還日為二零一四年十一月二日。

## 公眾持股量

根據本公司所得悉的公開資料及董事所知悉，本公司於本年度內及截至本報告書日已按上市規則規定維持指定數額的公眾持股量。

## 核數師

本年度之賬目經由國衛會計師事務所（「國衛」）審核，彼於即將舉行之股東週年大會上任滿。國衛於二零一二年三月已由合夥業務營運模式重組為國衛會計師事務所有限公司。因此，國衛將不會在股東週年大會提出重選彼為本公司核數師。國衛已確認概無有關彼退任事宜須本公司股東垂注。

本公司將於即將舉行之股東週年大會上提呈一項決議案，委任國衛會計師事務所有限公司為本公司來年之新核數師。

代表董事會  
主席  
**昌榮華**

香港，二零一二年三月八日

# Independent Auditors' Report

## 獨立核數師報告書



國衛會計師事務所  
Hodgson Impey Cheng

Chartered Accountants  
Certified Public Accountants

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

### TO THE SHAREHOLDERS OF CHI CHEUNG INVESTMENT COMPANY, LIMITED

*(incorporated in Hong Kong with limited liability)*

We have audited the consolidated financial statements of Chi Cheung Investment Company, Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 43 to 90, which comprise the consolidated and the company statements of financial position as at 31st December, 2011, 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 information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITORS' RESPONSIBILITY

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

### 致至祥置業有限公司股東 (於香港註冊成立之有限公司)

吾等已審核第43頁至第90頁所載至祥置業有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。此綜合財務報表包括於二零一一年十二月三十一日之綜合及公司財務狀況報表、與截至該日止年度之綜合全面收益報表、綜合股本權益變動表及綜合現金流量表，以及主要會計政策概要及其他資料說明。

### 董事編製綜合財務報表之責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及按照香港公司條例編製及真實而公平地列報該等綜合財務報表，以及負責貴公司董事認為必要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

### 核數師之責任

吾等負責根據吾等之審核結果對綜合財務報表發表意見。本報告謹按照香港公司條例第141條而僅向閣下編製，並不作其他用途。吾等不會就報告內容而向任何其他人士負責或承擔責任。吾等按照香港會計師公會頒布之香港核數準則進行審核工作。該等準則要求吾等在策劃和進行審核工作時須符合道德規範，使吾等能就綜合財務報表是否存有重要錯誤陳述作合理之確定。

## AUDITORS' RESPONSIBILITY (cont'd)

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 auditors' 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 auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors of the Company, as well as evaluating the overall presentation of the consolidated financial statements.

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

## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31st December, 2011 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

### **HLB Hodgson Impey Cheng**

Chartered Accountants  
Certified Public Accountants

Hong Kong, 8th March, 2012

## 核數師之責任(續)

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

吾等相信，就提出審核意見而言，吾等所獲審核憑證屬充分恰當。

## 意見

吾等認為，根據香港財務報告準則，綜合財務報表真實公平地反映 貴公司及 貴集團於二零一一年十二月三十一日之財務狀況以及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例妥為編製。

### **國衛會計師事務所**

英國特許會計師  
香港執業會計師

香港，二零一二年三月八日

# Consolidated Statement of Comprehensive Income

## 綜合全面收益報表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Revenue	收入	7	19,523	84,572
Cost of sales	銷售成本		(236)	(17,456)
Gross profit	毛利		19,287	67,116
Other income	其他收入	9	11	377
Transfer from equity on disposal of available-for-sale financial assets	出售待售金融資產時 由股本權益轉撥		(34)	—
Administrative expenses	行政開支		(4,323)	(4,504)
Fair value changes on investment properties	投資物業之公平值變動	16	5,000	—
Other gains and losses, net	其他收益及虧損淨額		116	24
Profit before tax	除稅前溢利		20,057	63,013
Income tax expense	所得稅開支	12	(3,234)	(10,072)
Profit for the year	本年度溢利	10	16,823	52,941
<b>Other comprehensive (expense) income</b>	<b>其他全面(支出)收益</b>			
Fair value changes on available-for-sale financial assets	待售金融資產之公平值變動		(1,740)	598
Reclassification relating to disposal of available-for-sale financial assets	就出售待售金融資產 重新分類		34	—
Other comprehensive (expense) income for the year (net of tax)	本年度其他全面(支出) 收益(除稅後)		(1,706)	598
<b>Total comprehensive income for the year</b>	<b>本年度全面收益總額</b>		<b>15,117</b>	<b>53,539</b>
<b>Profit for the year attributable to owners of the Company</b>	<b>本公司擁有人應佔 本年度溢利</b>		<b>16,823</b>	<b>52,941</b>
<b>Total comprehensive income for the year attributable to owners of the Company</b>	<b>本公司擁有人應佔 本年度全面收益總額</b>		<b>15,117</b>	<b>53,539</b>
<b>Earnings per share (HK cents)</b>	<b>每股盈利(港仙)</b>	15		
Basic and diluted	基本及攤薄		4.97	15.63

The accompanying notes form an integral part of these financial statements. 財務報表附註乃財務報表的一部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況報表

At 31st December, 2011 於二零一一年十二月三十一日

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment properties	投資物業	16	<b>34,400</b>	29,400
Furniture and equipment	傢具及設備	17	–	–
Available-for-sale financial assets	待售金融資產	19	<b>96,263</b>	82,307
			<b>130,663</b>	111,707
<b>Current assets</b>	<b>流動資產</b>			
Properties held for sale	持作出售物業	20	–	–
Available-for-sale financial assets	待售金融資產	19	<b>11,415</b>	15,673
Loan to a fellow subsidiary	借予同系附屬公司貸款	21	<b>900,000</b>	900,000
Amount due from a fellow subsidiary	同系附屬公司欠款	22	–	61
Debtors, deposits and prepayments	應收賬項、按金及預付款項	23	<b>2,917</b>	1,732
Tax recoverable	可收回稅款		–	1,267
Time deposits, bank balances and cash	定期存款、銀行結餘及現金	24	<b>12,284</b>	28,493
			<b>926,616</b>	947,226
<b>Current liabilities</b>	<b>流動負債</b>			
Amount due to a fellow subsidiary	欠負同系附屬公司款項	25	<b>144</b>	34
Creditors and accruals	應付賬項及應計款項	26	<b>413</b>	651
Deposits and receipts in advance	按金及預收款項		<b>309</b>	295
Tax liabilities	稅項負債		<b>1,514</b>	8,010
			<b>2,380</b>	8,990
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>924,236</b>	938,236
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>1,054,899</b>	1,049,943
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人之應佔股本權益</b>			
Share capital	股本	27	<b>3,388</b>	3,388
Share premium	股份溢價		<b>495,160</b>	495,160
Contribution from shareholders	股東注資		<b>20,719</b>	20,719
Securities investments reserve	證券投資儲備		<b>4,683</b>	6,389
Retained profits	保留溢利			
– Proposed final dividend	– 擬派末期股息		<b>3,388</b>	6,775
– Others	– 其他		<b>527,055</b>	517,008
<b>Total equity</b>	<b>股本權益總額</b>		<b>1,054,393</b>	1,049,439
<b>Non-current liability</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	30	<b>506</b>	504
			<b>1,054,899</b>	1,049,943

Approved and authorised for issue by the Board of Directors on 8th March, 2012 and signed on its behalf by:

已獲董事會於二零一二年三月八日批准及授權發布，並由下列董事代表董事會簽署：

**Matthew Cheong, Veng-va**  
Director

**昌榮華**  
董事

**Teresa Poon, Mun-chie**  
Director

**潘敏慈**  
董事

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

財務報表附註乃財務報表的一部分。

# Statement of Financial Position

## 財務狀況報表

At 31st December, 2011 於二零一一年十二月三十一日

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Furniture and equipment	傢具及設備	17	–	–
Investments in subsidiaries	附屬公司投資	18	181,679	181,679
Amounts due from subsidiaries	附屬公司欠款	18	117,318	110,686
			<b>298,997</b>	292,365
<b>Current assets</b>	<b>流動資產</b>			
Loan to a fellow subsidiary	借予同系附屬公司貸款	21	900,000	900,000
Amount due from a fellow subsidiary	同系附屬公司欠款	22	–	2
Debtors, deposits and prepayments	應收賬項、按金及預付款項	23	1,315	238
Tax recoverable	可收回稅款		–	1,267
Time deposits and bank balances	定期存款及銀行結餘	24	10,529	17,681
			<b>911,844</b>	919,188
<b>Current liabilities</b>	<b>流動負債</b>			
Amount due to a fellow subsidiary	欠負同系附屬公司款項	25	98	–
Creditors and accruals	應付賬項及應計款項	26	211	383
Tax liabilities	稅項負債		598	846
			<b>907</b>	1,229
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>910,937</b>	917,959
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>1,209,934</b>	1,210,324
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人之應佔股本權益</b>			
Share capital	股本	27	3,388	3,388
Share premium	股份溢價	28	495,160	495,160
Contribution from shareholders	股東注資	28	20,719	20,719
Retained profits	保留溢利			
– Proposed final dividend	– 擬派末期股息		3,388	6,775
– Others	– 其他		493,622	490,625
			<b>1,016,277</b>	1,016,667
<b>Total equity</b>	<b>股本權益總額</b>		<b>1,016,277</b>	1,016,667
<b>Non-current liability</b>	<b>非流動負債</b>			
Amount due to a subsidiary	欠負附屬公司款項	29	193,657	193,657
			<b>1,209,934</b>	1,210,324

Approved and authorised for issue by the Board of Directors on 8th March, 2012 and signed on its behalf by:

已獲董事會於二零一二年三月八日批准及授權發布，並由下列董事代表董事會簽署：

**Matthew Cheong, Veng-va**  
Director

**昌榮華**  
董事

**Teresa Poon, Mun-chie**  
Director

**潘敏慈**  
董事

The accompanying notes form an integral part of these financial statements. 財務報表附註乃財務報表的一部分。

# Consolidated Statement of Changes in Equity

## 綜合股本權益變動表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

		Share capital	Share premium	Contribution from shareholders	Securities investments reserve	Retained profits	Total equity
		股本	股份溢價	股東注資	證券投資儲備	保留溢利	股本權益總額
		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
				(Note) (附註)			
At 1st January, 2010	於二零一零年一月一日	3,388	495,160	20,719	5,791	477,618	1,002,676
Profit for the year	本年度溢利	-	-	-	-	52,941	52,941
Fair value changes on available-for-sale financial assets	待售金融資產之公平值變動	-	-	-	598	-	598
Total comprehensive income for the year	本年度全面收益總額	-	-	-	598	52,941	53,539
Final dividend paid	已付末期股息	-	-	-	-	(3,388)	(3,388)
Interim dividend paid	已付中期股息	-	-	-	-	(3,388)	(3,388)
At 31st December, 2010	於二零一零年十二月三十一日	3,388	495,160	20,719	6,389	523,783	1,049,439
Profit for the year	本年度溢利	-	-	-	-	16,823	16,823
Fair value changes on available-for-sale financial assets	待售金融資產之公平值變動	-	-	-	(1,740)	-	(1,740)
Reclassification relating to disposal of available-for-sale financial assets	就出售待售金融資產重新分類	-	-	-	34	-	34
Total comprehensive (expense) income for the year	本年度全面(支出)收益總額	-	-	-	(1,706)	16,823	15,117
Final dividend paid	已付末期股息	-	-	-	-	(6,775)	(6,775)
Interim dividend paid	已付中期股息	-	-	-	-	(3,388)	(3,388)
<b>At 31st December, 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>3,388</b>	<b>495,160</b>	<b>20,719</b>	<b>4,683</b>	<b>530,443</b>	<b>1,054,393</b>

Note:

Contribution from shareholders represents the excess of the fair value of the net assets acquired from Chinese Estates Holdings Limited over the consideration paid in relation to the asset transaction completed on 7th November, 2003.

附註:

股東注資指有關於二零零三年十一月七日完成的資產交易中，向Chinese Estates Holdings Limited收購之資產淨值的公平值超出所付代價之金額。

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

財務報表附註乃財務報表的一部分。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

		<b>2011</b>	2010
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>Operating activities</b>	<b>經營業務</b>		
Profit before tax	除稅前溢利	<b>20,057</b>	63,013
Adjustments for:	因下列事項之調整：		
Interest income	利息收入	<b>(16,554)</b>	(15,481)
Fair value changes on investment properties	投資物業之公平值變動	<b>(5,000)</b>	-
Transfer from equity on disposal of available-for-sale financial assets	出售待售金融資產時由股本權益轉撥	<b>34</b>	-
Net exchange loss (gain)	匯兌虧損(收益)淨額	<b>174</b>	(362)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	<b>(1,289)</b>	47,170
Decrease in properties held for sale	持作出售物業減少	-	16,504
Decrease in debtors, deposits and prepayments	應收賬項、按金及預付款項減少	<b>84</b>	115
(Decrease) increase in creditors and accruals	應付賬項及應計款項(減少)增加	<b>(238)</b>	2
Increase (decrease) in deposits and receipts in advance	按金及預收款項增加(減少)	<b>14</b>	(1,972)
Cash (used in) generated from operating activities	(用於)來自經營業務之現金	<b>(1,429)</b>	61,819
Net Hong Kong Profits Tax paid	已付香港利得稅淨額	<b>(8,461)</b>	(4,191)
<b>Net cash (used in) generated from operating activities</b>	<b>(用於)來自經營業務之現金淨額</b>	<b>(9,890)</b>	57,628
<b>Investing activities</b>	<b>投資業務</b>		
Redemption of available-for-sale financial assets	贖回待售金融資產	<b>15,582</b>	-
Proceeds on disposal of available-for-sale financial assets	出售待售金融資產所得款項	<b>11,590</b>	-
Purchases of available-for-sale financial assets	購買待售金融資產	<b>(38,151)</b>	-
Interest received	已收利息	<b>14,698</b>	14,910
Loan to a fellow subsidiary	借予同系附屬公司貸款	-	(47,000)
<b>Net cash generated from (used in) investing activities</b>	<b>來自(用於)投資業務之現金淨額</b>	<b>3,719</b>	(32,090)
<b>Financing activities</b>	<b>融資業務</b>		
Dividends paid	已付股息	<b>(10,163)</b>	(6,776)
Net advances from (repayment to) fellow subsidiaries	同系附屬公司墊款(還款)淨額	<b>171</b>	(54)
<b>Net cash used in financing activities</b>	<b>用於融資業務之現金淨額</b>	<b>(9,992)</b>	(6,830)



## Consolidated Statement of Cash Flows

### 綜合現金流量表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

		<b>2011</b>	2010
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>Net (decrease) increase in cash and cash equivalents</b>	現金及現金等值項目 (減少)增加淨額	<b>(16,163)</b>	18,708
<b>Cash and cash equivalents at 1st January</b>	於一月一日之現金及現金等值項目	<b>28,493</b>	9,759
<b>Effect of foreign exchange rate changes</b>	匯率變動之影響	<b>(46)</b>	26
<b>Cash and cash equivalents at 31st December</b>	於十二月三十一日之現金及現金等值項目	<b>12,284</b>	28,493
<b>Analysis of the balances of cash and cash equivalents</b>	現金及現金等值項目 結餘分析		
Time deposits, bank balances and cash	定期存款、銀行結餘及現金	<b>12,284</b>	28,493

The accompanying notes form an integral part of these financial statements. 財務報表附註乃財務報表的一部分。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 1. GENERAL INFORMATION

The Company is a public listed company incorporated in Hong Kong with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). Its ultimate holding company is Chinese Estates Holdings Limited ("Chinese Estates"), a company incorporated in Bermuda with its shares listed on the Stock Exchange. The address of the registered office of the Company is disclosed in the "Corporate Information" section of the annual report.

The consolidated and the company financial statements are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company and its subsidiaries ("Group") and all values are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

The Company's principal activity is investment holding and the principal activities of its subsidiaries are set out in Note 35.

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

The accounting policies adopted in the financial statements for the year ended 31st December, 2011 are consistent with those followed in the preparation of the Group's financial statements for the year ended 31st December, 2010 except as described below.

In the current year, the Group has applied, for the first time, the following new or revised standards, amendments and interpretations ("new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are effective for the Group's financial year beginning on 1st January, 2011. The new HKFRSs adopted by the Group in the financial statements are set out below:

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters
HKAS 24 (Revised)	Related Party Disclosures
HKAS 32 (Amendment)	Classification of Rights Issues
HK(IFRIC) – Int 14 (Amendments)	Prepayments of a Minimum Funding Requirement
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments

### 1. 一般資料

本公司為一間於香港註冊成立，而其股份於香港聯合交易所有限公司（「聯交所」）上市之公眾有限公司。其最終控股公司為Chinese Estates Holdings Limited（「華置」），一間於百慕達註冊成立，而其股份在聯交所上市之公司。本公司之註冊辦事處地址於本年報「公司資料」一節中披露。

此綜合及公司財務報表以港元（「港元」）呈列，港元亦為本公司與其附屬公司（「本集團」）之功能貨幣，除另有說明外，所有價值均四捨五入至最接近之千位數（千港元）。

本公司之主要業務為投資控股，而其附屬公司之主要業務載於附註35。

### 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」）

除下述者外，截至二零一一年十二月三十一日止年度之財務報表所採納之會計政策與編製本集團截至二零一零年十二月三十一日止年度之財務報表所依循者一致。

於本年度，本集團已首次應用香港會計師公會（「香港會計師公會」）頒布並對本集團於二零一一年一月一日開始之財政年度生效之下列新訂或經修訂準則、修訂及詮釋（「新香港財務報告準則」）。本集團財務報表所採納之新香港財務報告準則載列如下：

香港財務報告準則（修訂本）	2010年頒布之香港財務報告準則改進
香港財務報告準則第1號（修訂本）	首次採納者根據香港財務報告準則第7號對比較資料披露之有限豁免
香港會計準則第24號（經修訂）	關連人士披露
香港會計準則第32號（修訂本）	供股分類
香港（國際財務報告詮釋委員會）— 詮釋第14號（修訂本）	預付最低資金需求
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. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (cont’d)

HKAS 24 (Revised) clarifies and simplifies the definition of related parties. The new definitions emphasise a symmetrical view of related party relationships and clarify the circumstances in which persons and key management personnel affect related party relationships of an entity. The revised standard also introduces an exemption from the general related party disclosure requirements for transaction with a government and entities that are controlled, jointly controlled or significantly influenced by the same government as the reporting entity. The accounting policy for related parties has been revised to reflect the changes in the definition of related parties under the revised standard. The adoption of the revised standard did not have any impact on the financial position or performance of the Group.

In addition, the Group had early adopted the amendments to HKAS 12, “Deferred Tax: Recovery of Underlying Assets” which is effective for annual periods beginning on or after 1st January, 2012, in the financial year ended 31st December, 2010. The early adoption of this amendment has no significant impact on the Group’s results and financial position.

Save as described above, the application of the new HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior year adjustment has been required.

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

HKFRS 1 (Amendments)	Disclosures – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters <sup>1</sup>
HKFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets <sup>1</sup>
HKFRS 7 (Amendments)	Disclosures – Offsetting Financial Assets and Financial Liabilities <sup>3</sup>
HKFRS 7 and HKFRS 9 (Amendments)	Mandatory Effective Date of HKFRS 9 and Transition Disclosure <sup>5</sup>
HKFRS 9	Financial Instruments <sup>5</sup>
HKFRS 10	Consolidated Financial Statements <sup>3</sup>
HKFRS 11	Joint Arrangements <sup>3</sup>

## 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24號（經修訂）闡明及簡化關連人士之定義。新定義強調關連人士關係之對稱觀念，並闡明人士及主要管理人員影響實體之關連人士關係之情況。經修訂準則亦提出，與政府及受與報告實體相同之政府控制、共同控制或行使重大影響力之實體進行之交易所豁免之一般關連人士披露規定。有關關連人士之會計政策經修訂後，反映經修訂準則下關連人士之定義。採納經修訂準則對本集團之財務狀況或表現並無產生任何影響。

此外，於截至二零一零年十二月三十一日止財政年度，本集團提早採納於二零一二年一月一日或之後開始之年度期間生效之香港會計準則第12號「遞延稅項：收回相關資產」之修訂。提早採納此修訂對本集團之業績及財務狀況並無重大影響。

除上述者外，應用新香港財務報告準則不會對本會計期間或過往會計期間之業績及財務狀況之編製及呈列方法構成重大影響，故毋須作出往年調整。

本集團並未提早採納下列已頒布但仍未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第1號（修訂本）	披露－嚴重高通脹及剔除首次採納者之固定日期 <sup>1</sup>
香港財務報告準則第7號（修訂本）	披露－金融資產轉讓 <sup>1</sup>
香港財務報告準則第7號（修訂本）	披露－金融資產及金融負債之抵銷 <sup>3</sup>
香港財務報告準則第7號及香港財務報告準則第9號（修訂本）	香港財務報告準則第9號之強制生效日期及過渡披露 <sup>5</sup>
香港財務報告準則第9號	金融工具 <sup>5</sup>
香港財務報告準則第10號	綜合財務報表 <sup>3</sup>
香港財務報告準則第11號	共同安排 <sup>3</sup>

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

HKFRS 12	Disclosure of Interests in Other Entities <sup>3</sup>
HKFRS 13	Fair Value Measurement <sup>3</sup>
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income <sup>2</sup>
HKAS 19 (Revised in 2011)	Employee Benefits <sup>3</sup>
HKAS 27 (Revised in 2011)	Separate Financial Statements <sup>3</sup>
HKAS 28 (Revised in 2011)	Investments in Associates and Joint Ventures <sup>3</sup>
HKAS 32 (Amendments)	Presentation – Offsetting Financial Assets and Financial Liabilities <sup>4</sup>
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st July, 2011

<sup>2</sup> Effective for annual periods beginning on or after 1st July, 2012

<sup>3</sup> Effective for annual periods beginning on or after 1st January, 2013

<sup>4</sup> Effective for annual periods beginning on or after 1st January, 2014

<sup>5</sup> Effective for annual periods beginning on or after 1st January, 2015

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 the 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)

香港財務報告準則第12號	披露於其他實體之權益 <sup>3</sup>
香港財務報告準則第13號	公平值計量 <sup>3</sup>
香港會計準則第1號(修訂本)	其他全面收益項目之呈列 <sup>2</sup>
香港會計準則第19號(2011年經修訂)	僱員福利 <sup>3</sup>
香港會計準則第27號(2011年經修訂)	獨立財務報表 <sup>3</sup>
香港會計準則第28號(2011年經修訂)	於聯營公司及合營公司之投資 <sup>3</sup>
香港會計準則第32號(修訂本)	呈列—金融資產及金融負債之抵銷 <sup>4</sup>
香港(國際財務報告詮釋委員會)—詮釋第20號	露天礦場之生產階段之剝採成本 <sup>3</sup>

<sup>1</sup> 於二零一一年七月一日或之後開始之年度期間生效

<sup>2</sup> 於二零一二年七月一日或之後開始之年度期間生效

<sup>3</sup> 於二零一三年一月一日或之後開始之年度期間生效

<sup>4</sup> 於二零一四年一月一日或之後開始之年度期間生效

<sup>5</sup> 於二零一五年一月一日或之後開始之年度期間生效

香港財務報告準則第9號「金融工具」(於二零零九年十一月所頒布)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所修訂)加入金融負債及取消確認之規定。根據香港財務報告準則第9號，符合香港會計準則第39號「金融工具：確認及計量」範圍內之所有已確認金融資產其後按攤銷成本或公平值計算。尤其是為收取合約現金流量而以商業模式持有之債務投資，以及具有僅作為本金及未償還本金利息付款之合約現金流量之債務投資，一般於往後會計期末按攤銷成本計算。所有其他債務投資及股權投資於往後會計期末按公平值計算。

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

HKFRS 9 is effective for annual periods beginning on or after 1st January, 2015, with earlier application permitted. The application of HKFRS 9 might affect the classification, measurement and presentation of the Group’s financial assets and financial liabilities.

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

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated and the company financial statements have been prepared under the historical cost basis, except for investment properties and financial instruments, which are measured at their fair values, as explained in the accounting policies set out below.

### (a) Basis of consolidation

#### **Subsidiaries**

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

## 2. 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9號於二零一五年一月一日或之後開始之年度期間生效，並可提早應用。應用香港財務報告準則第9號可能影響本集團金融資產及金融負債分類、計量及呈列方法。

本集團現正評估該等新訂及經修訂香港財務報告準則之潛在影響，惟尚未釐定該等新訂及經修訂香港財務報告準則對本集團之經營業績及財務狀況之編製及呈列方法會否構成重大影響。該等新訂及經修訂香港財務報告準則或會導致日後業績及財務狀況之編製及呈列方法出現變動。

## 3. 主要會計政策概要

綜合及公司財務報表已根據香港會計師公會頒布之香港財務報告準則（包括所有適用之香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則、香港公司條例及聯交所證券上市規則（「上市規則」）規定之適用披露事項而編製。

綜合及公司財務報表乃根據歷史成本法編製，惟按公平值計算之投資物業及金融工具除外，有關之會計政策闡述如下。

### (a) 綜合賬目基準

#### **附屬公司**

附屬公司指本集團有權控制其財務及營運政策，且一般擁有其過半數投票權之持股量之所有實體。於評估本集團是否控制另一實體時，會考慮是否存在即時可行使或轉換之潛在投票權及其影響。附屬公司於控制權轉移至本集團當日起全數於本集團內綜合入賬，並於控制權終止當日起從本集團中剔除。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (a) Basis of consolidation (cont'd)

##### **Subsidiaries** (cont'd)

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments within the measurement period (a maximum of 12 months from the acquisition date). Cost also includes direct attributable costs of investment.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statement of comprehensive income.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated.

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

### 3. 主要會計政策概要(續)

#### (a) 綜合賬目基準(續)

##### **附屬公司(續)**

本集團採用會計收購法計算業務合併。收購附屬公司之轉讓代價為所轉讓資產、所產生負債及本集團所發行股本權益之公平值。所轉讓代價包括或然代價安排產生之任何資產或負債之公平值。收購相關成本於產生時列為開支。於業務合併時所收購之可辨別資產及所承擔之負債及或然負債，初步按收購日期之公平值計量。按逐項收購基準，本集團以公平值或非控股權益按比例應佔被收購人資產淨值，確認被收購人非控股權益。

於附屬公司之投資乃以成本扣除減值之方法入賬。成本經調整以反映於計量期間(最長由收購日期起計十二個月)因或然代價修訂產生之代價變動。成本亦包括投資之直接應佔費用。

如超出轉讓代價情況，被收購人之任何非控股權益金額及任何先前於被收購人之股本權益於收購日期之公平值超出所收購之可辨別資產淨值之公平值之差額乃列作商譽。倘在議價收購之情況下，該數額低於所收購附屬公司資產淨值之公平值，則有關差額將直接在綜合全面收益報表內確認。

集團內公司間之交易、結餘及交易之未變現收益會予以對銷。未變現虧損亦予以對銷。

附屬公司之全面收益及支出總額歸屬於本公司擁有人及非控股權益，即使會導致非控股權益產生赤字結餘。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (a) Basis of consolidation (cont'd)

##### **Transactions with non-controlling interests**

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the consolidated statement of comprehensive income.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to the consolidated statement of comprehensive income where appropriate.

#### (b) Impairment losses

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 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.

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

### 3. 主要會計政策概要 (續)

#### (a) 綜合賬目基準 (續)

##### **非控股權益交易**

本集團將其與非控股權益進行之交易視為與本集團股本權益擁有人之間進行之交易。向非控股權益購買，所支付之任何代價與所收購之附屬公司資產淨值賬面值相關部分之差額，於股本權益中入賬。向非控股權益進行出售所產生之盈虧亦於股本權益入賬。

倘本集團終止擁有控制權或重大影響力，其於該實體之任何保留權益按其公平值重新計量，而賬面值變動則於溢利或虧損中確認。公平值指初始賬面值並於其後入賬列作聯營公司、合營公司或金融資產之保留權益。此外，先前於其他綜合收益內確認與該實體有關之任何金額按本集團已直接出售有關資產或負債之方式入賬。這可能意味着先前在其他綜合收益內確認之金額重新分類至綜合全面收益報表。

倘於聯營公司之擁有權減少，而重大影響力獲保留，則先前於其他綜合收益內確認之金額僅有一定比例部分重新分類至綜合全面收益報表（如適用）。

#### (b) 減值虧損

於報告期末，本集團會檢討其有形及無形資產之賬面值，以釐定該等資產有否出現減值虧損之情況。倘估計資產之可收回金額低於其賬面值，則將該資產之賬面值減至其可收回金額。減值虧損則即時確認為開支。

如減值虧損於其後撥回，資產之賬面值會提高至經修訂之估計可收回金額，惟所提高之賬面值不得高於在過往年度未有就資產確認減值虧損之情況下之賬面值。減值虧損之撥回會即時確認為收入。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (c) Investment properties

Investment properties are properties held to earn rental income and/or for capital appreciation. On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair value of the investment properties are included in the consolidated statement of comprehensive income for the year in which they arise.

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

#### (d) Furniture and equipment

Furniture and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of furniture and equipment over their estimated useful lives and after taking into account their estimated residual value, using the straight-line method, at 10% per annum.

An item of furniture 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 asset) is included in the consolidated statement of comprehensive income in the year in which the item is derecognised.

#### (e) Properties held for sale

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

### 3. 主要會計政策概要 (續)

#### (c) 投資物業

投資物業為持作賺取租金收入及／或資本增值用途之物業。於首次確認時，投資物業乃按成本（包括任何直接應佔之開支）計量。於首次確認後，投資物業利用公平值計量。投資物業公平值變動所產生之盈虧會於產生年度計入綜合全面收益報表。

投資物業於出售時或當該投資物業被永久終止使用及預期由出售時起再無日後經濟利益時取消確認。取消確認物業所產生之任何盈虧（按出售所得款項淨額與資產賬面值之差額計算）於取消確認該物業年度內計入綜合全面收益報表。

#### (d) 傢具及設備

傢具及設備按成本減其後之累計折舊以及累計減值虧損列賬。

傢具及設備之折舊乃按其估計可使用年期及估計剩餘價值按年率10%以直線法計算，用以撇銷成本。

傢具及設備於出售時或當繼續使用資產預期不會產生日後經濟利益時取消確認。取消確認資產所產生之任何盈虧（按出售所得款項淨額與資產賬面值之差額計算）於取消確認該項目年度內計入綜合全面收益報表。

#### (e) 持作出售物業

已落成物業按其成本值及可變現淨值兩者中較低者列賬。可變現淨值參考於報告期末後收取之出售所得款項減出售之開支計算，或根據管理層按當時市況作出之估計釐定。



### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (f) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments. 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 the consolidated statement of comprehensive income.

#### **Financial assets**

The Group's financial assets are classified into one of the two categories, including 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 such category of financial assets are set out below.

#### *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 and 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.

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at fair value through profit or loss.

### 3. 主要會計政策概要 (續)

#### (f) 金融工具

當一集團實體成為金融工具合約條文之一方，則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量。收購或發行金融資產及金融負債（通過損益以反映公平值之金融資產及金融負債除外）直接應佔之交易成本乃於首次確認時加入金融資產或金融負債之公平值，或從金融資產或金融負債之公平值扣除（如適用）。收購通過損益以反映公平值之金融資產或金融負債直接應佔之交易成本即時於綜合全面收益報表內確認。

#### **金融資產**

本集團之金融資產分類為以下兩個類別其中之一，包括貸款及應收款項及待售金融資產。所有正常購買或銷售之金融資產，按交易日之基準確認及取消確認。正常購買或銷售金融資產是指按照市場規定或慣例須在一段期限內進行資產交付之金融資產買賣。就該類別金融資產採納之會計政策載列如下。

#### *實際利率法*

實際利率法為一種計算金融資產攤銷成本與於有關期間內分配利息收入之方法。實際利率為於初步確認時將金融資產預計年期或（如適用）更短期間內將估計未來現金收入（包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓）準確貼現至賬面淨值之利率。

除分類為通過損益以反映公平值之金融資產外，債務工具之利息收入按實際利率計算確認。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (f) Financial instruments (cont'd)

##### **Financial assets (cont'd)**

###### *Loans and receivables*

Loans and receivables (including loan to a fellow subsidiary, amount due from a fellow subsidiary/subsidiaries, debtors and deposits and time deposits, bank balances and cash) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are measured at amortised cost using the effective interest method, less any identified impairment losses.

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

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories under HKAS 39. Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated under the securities investments reserve until the financial asset is disposed of or determined to be impaired, at which time, the cumulative gain or loss previously accumulated in securities investments reserve is reclassified to the consolidated statement of comprehensive income (see the accounting policy in respect of impairment loss on financial assets below).

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

###### *Impairment of financial assets*

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

### 3. 主要會計政策概要 (續)

#### (f) 金融工具 (續)

##### **金融資產 (續)**

###### *貸款及應收款項*

貸款及應收款項 (包括借予同系附屬公司貸款、同系附屬公司/附屬公司欠款、應收賬項及按金以及定期存款、銀行結餘及現金) 為於交投活躍之市場內並無報價而附帶固定或可議定付款之非衍生金融資產。貸款及應收款項使用實際利率法按攤銷成本減任何已識別減值虧損計量。

###### *待售金融資產*

待售金融資產為非衍生項目，無論是被指派或並無分類為根據香港會計準則第39號之任何其他類別。於各報告期末，待售金融資產按公平值計量。公平值之變動於其他全面收益中確認，並於證券投資儲備中累計，直至該項金融資產被出售或釐定為已減值為止，屆時，以往於證券投資儲備累計之累計盈虧重新分類至綜合全面收益報表 (見下文有關金融資產減值虧損之會計政策)。

然而，利用實際利率法計算之利息會於綜合全面收益報表確認。

###### *金融資產減值*

金融資產 (通過損益以反映公平值者除外)，於報告期末評估有否出現減值跡象。當於首次確認金融資產後發生一項或多項事件，導致有客觀證據顯示金融資產之估計未來現金流量已受到影響時，則金融資產已經減值。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (f) Financial instruments (cont'd)

##### **Financial assets** (cont'd)

##### *Impairment of financial assets* (cont'd)

Objective evidence of impairment could include:

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

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

When available-for-sale financial assets are determined to be impaired, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to the consolidated statement of comprehensive income.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's 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. 主要會計政策概要 (續)

#### (f) 金融工具 (續)

##### **金融資產** (續)

##### *金融資產減值* (續)

減值客觀證據可包括：

- (i) 發行人或交易方出現嚴重財困；
- (ii) 無力支付或拖欠利息或本金額；或
- (iii) 借款人有可能破產或進行財務重組。

就應收貿易款項等若干類別之金融資產而言，被評為不會個別減值之資產會彙集評估減值。一組應收款項之減值客觀證據可包括本集團過往之收款經驗、組合內還款時間超過平均信貸期之延遲還款數目增加，以及與無力支付應收款項有關之國家或地方之經濟環境之明顯轉變。

當待售金融資產釐定為已減值，以往於其他全面收益確認之累計盈虧會重新分類至綜合全面收益報表。

就按攤銷成本列賬之金融資產而言，確認之減值虧損金額以資產之賬面值與按金融資產原實際利率貼現其估計未來現金流量之現值兩者之差額計算。

就按成本列賬之金融資產而言，減值虧損金額按資產之賬面值與按類似金融資產之現行市場回報率貼現其估計未來現金流量之現值兩者之差額計算。有關減值虧損將不會於往後期間撥回。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (f) Financial instruments (cont'd)

##### **Financial assets (cont'd)**

###### *Impairment of financial assets (cont'd)*

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectable, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in the 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 loss was recognised, the previously recognised impairment loss is reversed through the consolidated statement of comprehensive income to the extent that the carrying amount of the asset at the date the impairment loss is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

##### **Financial liabilities and equity**

Debt and equity instruments issued by a group entity are classified as either financial liabilities or equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities are classified into other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

### 3. 主要會計政策概要 (續)

#### (f) 金融工具 (續)

##### **金融資產 (續)**

###### *金融資產減值 (續)*

除應收貿易款項外，所有金融資產之賬面值會直接扣除其減值虧損。應收貿易款項之賬面值會利用撥備賬進行扣減。當應收貿易款項被視為不可收回時，則會撤銷撥備賬。倘之前已撤銷之款項於其後收回，則會計入撥備賬。撥備賬之賬面值變動於綜合全面收益報表確認。

就按攤銷成本計量之金融資產而言，倘減值虧損之金額於確認後之期間有所減少，而有關減少可以客觀地與確認減值虧損後發生之事件有關，之前已確認之減值虧損可透過綜合全面收益報表予以撥回，但於撥回減值虧損日期資產之賬面值不得超過該項資產原未確認減值時之攤銷成本。

就待售債務投資而言，倘該項投資之公平值增加可客觀地與確認減值虧損後之事件有關，則減值虧損將於其後撥回。

##### **金融負債及股本權益**

集團實體發行之債務及股本工具乃根據合約安排之內容及金融負債與股本工具之定義分類為金融負債或股本。

股本工具為可證明於本集團資產經扣除其所有負債後之剩餘權益之任何合約。本集團之金融負債分類為其他金融負債。就金融負債及股本工具而採納之會計政策載列如下。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (f) Financial instruments (cont'd)

##### **Financial liabilities and equity (cont'd)**

###### *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 (including all fees and 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 liability, or where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis other than financial liabilities classified as at fair value through profit or loss.

###### *Other financial liabilities*

Other financial liabilities (including amount due to a fellow subsidiary/subsidiary, creditors and accruals and deposits received) 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.

##### **Derecognition**

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

### 3. 主要會計政策概要 (續)

#### (f) 金融工具 (續)

##### **金融負債及股本權益 (續)**

###### *實際利率法*

實際利率法為一種計算金融負債攤銷成本與於有關期間內分配利息開支之方法。實際利率為於初步確認時將金融負債預計年期或(如適用)更短期間內將估計未來現金支出(包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓)準確貼現至賬面淨值之利率。

除分類為通過損益以反映公平值之金融負債外，利息開支按實際利率計算確認。

###### *其他金融負債*

其他金融負債(包括欠負同系附屬公司/附屬公司款項、應付賬項及應計款項及已收按金)其後乃採用實際利率法按攤銷成本計算。

###### *股本工具*

本公司發行之股本工具按已收所得款項扣除直接發行成本入賬。

##### **取消確認**

若從資產收取現金流量之權利已到期，或金融資產已轉讓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，則金融資產將被取消確認。於取消確認金融資產時，資產賬面值與已收及應收代價及已直接於股本權益確認之累計盈虧之差額，於綜合全面收益報表中確認。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (f) Financial instruments (cont'd)

##### **Derecognition** (cont'd)

For financial liabilities, they are removed from the consolidated statement of financial position 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 the consolidated statement of comprehensive income.

#### (g) Revenue recognition

Revenue from properties held for sale is recognised on the execution of a binding sales agreement. Payments received from the purchasers prior to this stage are recorded as deposits received on sales of properties and are grouped under current liabilities.

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

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 estimate future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

#### (h) 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.

### 3. 主要會計政策概要 (續)

#### (f) 金融工具 (續)

##### **取消確認** (續)

倘於有關合約之特定責任獲解除、取消或到期，金融負債會於綜合財務狀況報表中移除。取消確認之金融負債賬面值與已付及應付代價之差額乃於綜合全面收益報表中確認。

#### (g) 收入確認

持作出售物業之收入在執行具約束力之銷售協議時方予確認入賬。於上述階段前從買家收取之款項乃列作銷售物業之已收按金，並計入流動負債內。

租金收入包括就營業租約物業預先開出發票之租金，乃就有關租約年期按直線法於綜合全面收益報表中確認。

金融資產之利息收入乃就本金結餘按適用實際利率及時間比例計算。有關利率指於金融資產預計年期內將估計未來現金收入準確貼現至資產賬面淨值之利率。

#### (h) 稅項

所得稅開支指當期應付稅項及遞延稅項之總和。

當期應付稅項按年度應課稅溢利計算。應課稅溢利與綜合全面收益報表所報溢利不同，此乃由於其不包括在其他年度應課稅或可扣減之收入或開支項目，亦不包括永不課稅或扣減之項目。本集團之當期稅項負債於報告期末以已頒布或實質頒布之稅率計算。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (h) Taxation (cont'd)

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised. Current and deferred tax are recognised to the consolidated statement of comprehensive income, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same tax authority and the entity intends to settle its current tax assets and liabilities on a net basis.

### 3. 主要會計政策概要 (續)

#### (h) 稅項 (續)

遞延稅項按財務報表內資產及負債賬面值與用於計算應課稅溢利之相關稅基兩者之差異確認。遞延稅項負債通常會就所有應課稅暫時差異確認，而遞延稅項資產則限於較可能於日後取得應課稅溢利，並可用以抵銷可扣減暫時差異時確認。若暫時差異因商譽或因於一項既不影響應課稅溢利亦不影響會計溢利之交易（業務合併除外）中首次確認其他資產及負債而引致，則不會確認該等遞延稅項資產及負債。

本集團會就於附屬公司及聯營公司之投資以及合營公司權益所產生之應課稅暫時差異確認遞延稅項負債，惟本集團有能力控制暫時差異之撥回及暫時差異不大可能於可見將來撥回則另作別論。

遞延稅項資產之賬面值於各報告期末均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部分資產時減少。

遞延稅項乃按預期於負債償還或資產變現期間之適用稅率計算。當期稅項及遞延稅項會於綜合全面收益報表中確認，惟有關項目於其他全面收益或股本權益之中確認，其當期稅項及遞延稅項亦會於其他全面收益或直接於股本權益中確認。若當期稅項或遞延稅項乃因首次就業務合併入賬而產生，其稅務影響會納入業務合併之會計處理中。

如所得稅是由同一稅務當局徵收，而實體打算支付其當期稅項資產及稅項負債之淨額，有關遞延稅項資產及負債可以互相抵銷。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (i) Leasing

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

#### *The Group as lessor*

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

#### (j) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of 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 at 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 translation of monetary items, are recognised in the consolidated statement of comprehensive income in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the consolidated statement of comprehensive income for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

### 3. 主要會計政策概要(續)

#### (i) 租賃

凡租約條款規定將租賃資產擁有權之絕大部分風險及回報轉移至承租人之租約均列為財務租約。所有其他租約分類為營業租約。

#### *本集團為出租人*

營業租約之租金收入會以直線法按有關租約年期在綜合全面收益報表確認。磋商及安排營業租約時產生之初步直接成本會加入租賃資產之賬面值，並以直線法按租約年期確認為開支。

#### (j) 外幣

在編製個別集團實體之財務報表時，以實體功能貨幣以外之貨幣(外幣)進行之交易按交易日通用之匯率以有關功能貨幣(即該實體經營之主要經濟環境之貨幣)記錄。於報告期末，以外幣列值之貨幣項目以報告期末通用之匯率重新換算。以外幣列值並按公平值列賬之非貨幣項目以釐定公平值當日通用之匯率重新換算。以外幣列值並以歷史成本計量之非貨幣項目不會重新換算。

結算貨幣項目及換算貨幣項目時產生之匯兌差額於產生之期間在綜合全面收益報表中確認。重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入期間之綜合全面收益報表中，惟重新換算盈虧直接於其他全面收益確認之非貨幣項目產生之差額除外，在此情況下，匯兌差額亦會直接於其他全面收益中確認。



### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (k) Retirement benefit costs

Payments to defined contribution retirement benefit schemes are charged as an expense when employees have rendered service entitling them to the contributions.

#### (l) Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

#### (m) Related parties

(i) A person, or a close member of that person's family, is related to the Group if that person:

- (1) has control or joint control over the Group;
- (2) has significant influence over the Group; or
- (3) is a member of the key management personnel of the Group or the Group's parent.

### 3. 主要會計政策概要 (續)

#### (k) 退休福利成本

界定供款退休福利計劃之供款於僱員提供服務以有權取得供款時確認為開支。

#### (l) 撥備

當本集團因過往事件而承擔現有責任，導致本集團將有可能就該責任付款，而該責任款額能可靠地估計時確認撥備。

確認為撥備之款額乃於報告期末就支付現有責任所需之代價之最佳估計，當中已考慮涉及有關責任之風險及不確定因素。倘撥備使用估計支付現有責任之現金流進行計量，其賬面值即該等現金流之現值。

#### (m) 關連人士

(i) 倘屬以下人士，即該人士或與該人士關係密切的家庭成員與本集團有關連：

- (1) 控制或共同控制本集團；
- (2) 對本集團有重大影響力；或
- (3) 為本集團或本集團母公司的主要管理人員。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (m) Related parties (cont'd)

(ii) An entity is related to the Group if any of the following conditions applies:

- (1) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (2) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (3) both entities are joint ventures of the same third party.
- (4) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (5) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (6) the entity is controlled or jointly controlled by a person identified in (i).
- (7) a person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

### 3. 主要會計政策概要(續)

#### (m) 關連人士(續)

(ii) 倘符合下列任何條件，即該實體與本集團有關連：

- (1) 該實體與本集團屬同一集團之成員(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (2) 一實體為另一實體的聯營公司或合營公司(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營公司)。
- (3) 兩間實體均為同一第三方的合營公司。
- (4) 一實體為一第三方實體之合營公司，而另一實體為該第三方實體之聯營公司。
- (5) 該實體為本集團或本集團相關實體之僱員離職後福利計劃。
- (6) 該實體受(i)項所述人士控制或共同控制。
- (7) 於(i)(1)項所述人士對實體有重大影響力或屬該實體(或該實體之母公司)之主要管理人員。

個別人士關係密切的家庭成員是指與該實體交易時預期可影響該個別人士或受該個別人士影響的家庭成員。

#### 4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

##### **Critical judgments in applying accounting policies**

The following are the critical judgments, apart from those involving estimations, that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

##### **Investment properties**

The fair value of each investment property is individually determined at the end of each reporting period based on its market value and by adopting investment method, and/or direct comparison method, as appropriate. The valuation was relied on the discounted cash flow analysis and the capitalisation of income approach. The investment method is based upon estimates of future results and a set of assumptions specific to each property to reflect its tenancy and cashflow profile. The fair value of each investment property reflects, among other things, rental income from current term leases, term yield rate, assumptions about rental income from future reversion leases in light of current market conditions, the assumed occupancy rate and reversionary yield rate. Judgment by the valuers is required to determine the principal valuation factors, including term yield rate and reversionary yield rate. Such yield rates were adopted after considering the investment sentiments and market expectations of properties of similar nature. Direct comparison method assumes each of these properties is capable of being sold in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant markets. Should there be changes in assumptions due to change of market conditions, the fair value of the investment properties will change in future.

#### 4. 重大會計判斷及估計不明確 因素之主要來源

於應用本集團之會計政策（如附註3所述）時，管理層須對未能從其他方面確定之資產及負債之賬面值作出判斷、估計及假設。有關估計及相關假設乃以過往之經驗及其他被視為相關之因素為依據。實際結果可能與此等估計不盡相同。

有關估計及相關假設須持續檢討。若會計估計之修訂只影響該修訂期，該修訂會於該修訂期內確認；或如該修訂影響該修訂期及未來期間，則於修訂期及未來期間確認。

##### **應用會計政策之關鍵判斷**

除與估計有關者外，以下為管理層於應用本集團之會計政策過程中，已作出對財務報表已確認之數額有重大影響之關鍵判斷。

##### **投資物業**

每項投資物業之公平值於各報告期末根據其市價，並採納投資法及／或直接比較法（按適用情況而定）而個別釐定。估值依據貼現現金流量分析及資本化收入法計算。投資法以對各項物業未來業績之估計及一系列特定假設為依據，以反映其租賃及現金流狀況。每項投資物業之公平值反映（其中包括）現有租約期限之租金收入、租約期限之回報率、基於現時市況對未來復歸租約所得租金收入之假設、假設出租率及復歸回報率。於釐定主要估值因素（包括租約期限之回報率及復歸回報率）時須由估值師作出判斷。有關回報率於採納時已考慮投資氣氛及市場對類似性質物業之預期。直接比較法假設該等物業各自可以現況交吉出售及參照有關市場上可供比較之銷售證據。如市場狀況變化導致假設有任何變動，投資物業之公平值可能於未來變動。

#### 4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

##### Critical judgments in applying accounting policies (cont'd)

###### Income tax expense

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

#### 5. FINANCIAL INSTRUMENTS

##### (a) Categories of financial instruments:

###### The Group

###### Financial assets

Available-for-sale financial assets

Loans and receivables (including time deposits, bank balances and cash)

###### Financial liabilities

Amortised cost

###### The Company

###### Financial assets

Loans and receivables (including time deposits and bank balances)

###### Financial liabilities

Amortised cost

###### 本集團

###### 金融資產

待售金融資產

貸款及應收款項(包括定期存款、銀行結餘及現金)

###### 金融負債

攤銷成本

###### 本公司

###### 金融資產

貸款及應收款項(包括定期存款及銀行結餘)

###### 金融負債

攤銷成本

#### 4. 重大會計判斷及估計不明確因素之主要來源(續)

##### 應用會計政策之關鍵判斷(續)

###### 所得稅開支

本集團須繳納香港之所得稅。在釐定所得稅撥備時須作出重大判斷。在日常業務過程中，大部分交易及計算之最終稅務決定均不明確。本集團根據附加稅項會否到期之估計來確認預計稅項審核事宜之負債。倘此等事宜之最終稅務結果有別於初步錄得之金額，有關差額將對作出決定期間之所得稅及遞延稅項撥備構成影響。

#### 5. 金融工具

##### (a) 金融工具類別：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>The Group</b>	<b>本集團</b>		
<b>Financial assets</b>	<b>金融資產</b>		
Available-for-sale financial assets	待售金融資產	<b>107,678</b>	97,980
Loans and receivables (including time deposits, bank balances and cash)	貸款及應收款項(包括定期存款、銀行結餘及現金)	<b>915,052</b>	930,141
		<b>1,022,730</b>	1,028,121
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	<b>866</b>	968
		<b>866</b>	968
<b>The Company</b>	<b>本公司</b>		
<b>Financial assets</b>	<b>金融資產</b>		
Loans and receivables (including time deposits and bank balances)	貸款及應收款項(包括定期存款及銀行結餘)	<b>1,029,012</b>	1,028,462
		<b>1,029,012</b>	1,028,462
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	<b>193,966</b>	194,040
		<b>193,966</b>	194,040

## 5. FINANCIAL INSTRUMENTS (cont'd)

### (b) Financial risk management objectives and policies

The Group's and the Company's major financial instruments include available-for-sale financial assets, loan to a fellow subsidiary, amount due from a fellow subsidiary/subsidiaries, debtors, deposits paid, time deposits, bank balances and cash, amount due to a fellow subsidiary/subsidiary, creditors, accruals and deposits received. Details of these financial instruments are disclosed in respective notes. The risk associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no change to the Group's and the Company's risk exposure relating to financial instruments or the manner in which it manages and measures the risks.

#### Market risk

##### (i) Foreign currency risk

The majority of the Group's monetary assets and monetary liabilities by value and the rental income are denominated in HK\$, except the available-for-sale financial assets are denominated in United States dollars ("USD"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets at the end of the reporting period are as follows:

<b>The Group</b>	<b>本集團</b>
<b>Assets</b>	<b>資產</b>
USD	美元

#### Sensitivity analysis

As HK\$ are pegged to USD, it is assumed that there would be no material currency risk exposure between these two currencies and therefore is excluded from the analysis.

## 5. 金融工具(續)

### (b) 金融風險管理目標及政策

本集團及本公司之主要金融工具包括待售金融資產、借予同系附屬公司貸款、同系附屬公司／附屬公司欠款、應收賬項、已付按金、定期存款、銀行結餘及現金、欠負同系附屬公司／附屬公司款項、應付賬款、應計款項及已收按金。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

本集團及本公司有關金融工具之風險或管理及計量該等風險之方式並無變動。

#### 市場風險

##### (i) 外幣風險

本集團大部分貨幣資產及貨幣負債價值以及租金收入均以港元為貨幣單位，惟待售金融資產則以美元（「美元」）為貨幣單位。本集團現時並無任何外匯流動資產及負債之外幣對沖政策。本集團將密切監管其外幣風險，並於必要時考慮對沖重大外幣風險。

本集團以外幣計值之貨幣資產於報告期末之賬面值如下：

2011	2010
HK\$'000	HK\$'000
千港元	千港元
<b>109,823</b>	108,766

#### 敏感度分析

由於港元與美元掛鈎，故假設兩種貨幣之間並無重大貨幣風險，亦不會載於下文之分析內。

## 5. FINANCIAL INSTRUMENTS (cont'd)

### (b) Financial risk management objectives and policies (cont'd)

#### Market risk (cont'd)

##### (ii) Cash flow interest rate risk

The Group and the Company do not have any bank borrowings.

The Group and the Company have interest-bearing assets including available-for-sale financial assets, loan to a fellow subsidiary, time deposits and bank balances and is therefore exposed to cash flow interest rate risk. Details of which have been disclosed in respective notes. The Group and the Company currently do not have interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's and the Company's cash flow interest rate risk are mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rates ("HIBOR") and The London Interbank Offered Rates ("LIBOR").

#### Sensitivity analysis

If the floating rates had been 50 basis points higher/lower, the Group's and the Company's:

- profit before tax for the year ended 31st December, 2011 would increase/decrease by approximately HK\$4,609,000 and HK\$4,552,000 respectively (2010: HK\$4,747,000 and HK\$4,587,000). This is mainly attributable to the Group's and the Company's exposure to interest rates on its variable-rate financial assets; and
- no impact to the other component of equity for the years ended 31st December, 2011 and 2010.

## 5. 金融工具 (續)

### (b) 金融風險管理目標及政策 (續)

#### 市場風險 (續)

##### (ii) 現金流量利率風險

本集團及本公司並無任何銀行借貸。

本集團及本公司擁有之計息資產包括待售金融資產、借予同系附屬公司貸款、定期存款及銀行結餘，故須承擔現金流量利率風險（詳情於各附註披露）。本集團及本公司現時並無採用任何利率對沖政策。然而，管理層會監控利率風險，並於需要時考慮對沖重大利率風險。

本集團及本公司之現金流量利率風險主要集中於香港銀行同業拆息（「香港銀行同業拆息」）及倫敦銀行同業拆息（「倫敦銀行同業拆息」）之波動。

#### 敏感度分析

倘浮動利率上升／降低50個基點，則本集團及本公司：

- 截至二零一一年十二月三十一日止年度之除稅前溢利將分別增加／減少約4,609,000港元及4,552,000港元（二零一零年：4,747,000港元及4,587,000港元）。此乃主要由於本集團及本公司所承受之浮息金融資產之利率風險；及
- 截至二零一一年及二零一零年十二月三十一日止年度之股本權益內其他成份不受影響。

## 5. FINANCIAL INSTRUMENTS (cont'd)

### (b) Financial risk management objectives and policies (cont'd)

#### **Market risk** (cont'd)

##### (iii) Price risk

The Group's investments classified as available-for-sale financial assets are measured at fair value at the end of each reporting period and expose the Group to price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

#### Sensitivity analysis

If prices had been 5% higher/lower, the Group's:

- profit before tax for the years ended 31st December, 2011 and 2010 would not increase/decrease; and
- other component of equity for the year ended 31st December, 2011 would increase/decrease by approximately HK\$5,384,000 (2010: HK\$4,899,000).

#### **Credit risk**

The Group's and the Company's maximum exposures to credit risk in the event of the counterparties' failure to perform their obligations as at 31st December, 2011 in relation to each class of recognised financial assets are the carrying amounts of those assets. With respect to credit risk arising from loan to a fellow subsidiary, the Group's and the Company's exposure to risk of default of the counterparty is limited as the counterparty has good history of repayment. The Group's and the Company's time deposits are deposited with bank of high credit quality in Hong Kong.

## 5. 金融工具(續)

### (b) 金融風險管理目標及政策(續)

#### **市場風險**(續)

##### (iii) 價格風險

於各報告期末按公平值計量且由本集團分類為待售金融資產之投資令本集團面臨價格風險。管理層以設立不同風險水平之投資組合管理有關風險。此外，本集團已委任特別小組監管價格風險，並於必要時考慮對沖風險。

#### 敏感度分析

倘價格上升/下降5%，則本集團：

- 截至二零一一年及二零一零年十二月三十一日止年度之除稅前溢利不會增加/減少；及
- 截至二零一一年十二月三十一日止年度之股本權益內其他成份將增加/減少約5,384,000港元(二零一零年：4,899,000港元)。

#### **信貸風險**

本集團及本公司就倘若交易方未能履行彼等於二零一一年十二月三十一日有關各類已確認金融資產之責任所面對最大信貸風險為該等資產之賬面值。就借予同系附屬公司貸款所產生之信貸風險，由於交易方還款歷史良好，本集團及本公司所面對因交易方違約而產生之信貸風險有限。本集團及本公司之定期存款存於香港高信貸質素之銀行。

## 5. FINANCIAL INSTRUMENTS (cont'd)

### (b) Financial risk management objectives and policies (cont'd)

#### **Credit risk** (cont'd)

The Group and the Company made transactions with counterparties with acceptable credit quality in conformance to the Group treasury policies to minimise credit exposure. Acceptable credit ratings from reputable credit rating agencies and scrutiny of financials for non-rated counterparties are two important criteria in the selection of counterparties. The credit quality of counterparties will be closely monitored over the life of the transaction. The Group and the Company review their financial counterparties periodically in order to reduce credit risk concentrations relative to the underlying size and credit strength of each counterparty.

In an attempt to forestall adverse market movement, the Group and the Company also monitor potential exposures to each financial institution counterparties.

Other than concentration of credit risk on the loan to a fellow subsidiary, the Group and the Company do not have any other significant concentration of credit risk.

#### **Liquidity risk**

The Group and the Company manage liquidity risk by regularly monitoring current and expected liquidity requirements and ensuring sufficient liquid cash and intended credit lines of funding from major financial institutions to meet the Group's and the Company's liquidity requirements in the short and long term. The liquidity risk is under continuous monitoring by management. Management will raise bank borrowings whenever necessary.

At the end of the reporting period, the Group and the Company did not have significant exposure to liquidity risk.

The contractual maturities at the end of the reporting period of the Group's and the Company's financial liabilities which are required to be repaid within one year or on demand amounted to HK\$866,000 and HK\$309,000 respectively (2010: HK\$968,000 and HK\$383,000).

## 5. 金融工具 (續)

### (b) 金融風險管理目標及政策 (續)

#### **信貸風險** (續)

本集團及本公司與符合本集團庫務政策所訂信貸評級良好之交易方進行交易，以盡量降低信貸風險。揀選交易方之兩項重要原則，是由有信譽之信貸評級機構發出可接受之信貸評級，以及對沒有評級之交易方進行財務評審。本集團及本公司會在整個交易期內密切監察交易方之信貸質素。此外，本集團及本公司會定期為與其交易之財務機構進行評審，以減低與各交易方相關規模及信貸強度有關之集中信貸之風險。

為不利之市場變動預先作準備，本集團及本公司亦監察每間金融機構交易方之潛在風險。

除借予同系附屬公司貸款面臨之集中信貸風險外，本集團及本公司並無任何其他重大集中信貸風險。

#### **流動資金風險**

本集團及本公司管理流動資金風險之方法為定期監察現時及預測之流動資金需要，並確保具備足夠流動現金及取得計劃來自主要金融機構之融資，以應付本集團及本公司之短期及長期流動資金需要。管理層會持續監察流動資金風險，並將於必要時籌集銀行借貸。

於報告期末，本集團及本公司並無重大之流動資金風險。

於報告期末，須於一年內或按要求時償還之本集團及本公司之金融負債分別為866,000港元及309,000港元（二零一零年：968,000港元及383,000港元）。



## 5. FINANCIAL INSTRUMENTS (cont'd)

### (c) Fair value estimation

The fair value of financial assets and financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices respectively.

The directors of the Company ("Directors") consider that the carrying amounts of financial assets and financial liabilities recorded at amortised costs in the financial statements approximate to their fair values.

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

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

The following table shows the Group's analysis of financial instruments recorded at fair value by the fair value hierarchy:

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>The Group</b>	<b>本集團</b>				
<b>At 31st December, 2011</b>	<b>於二零一一年十二月三十一日</b>				
Available-for-sale financial assets	待售金融資產	<b>107,678</b>	-	-	<b>107,678</b>
At 31st December, 2010	於二零一零年十二月三十一日				
Available-for-sale financial assets	待售金融資產	97,980	-	-	97,980

There were no transfers amongst Level 1, Level 2 and Level 3 in the fair value hierarchy.

## 5. 金融工具(續)

### (c) 公平值估計

具備標準條款及條件並於活躍流通市場買賣之金融資產及金融負債之公平值乃分別參考市場買入及賣出價計算。

本公司董事(「董事」)認為，財務報表內按經攤銷成本入賬之金融資產及金融負債賬面值與公平值相若。

下表為於初次確認後按公平值計量之金融工具之分析，並根據公平值之可觀察程度分為第一至三級：

- 第一級：公平值計量參考同等之資產或負債於活躍市場取得之報價(未經調整)；
- 第二級：公平值計量為直接(由價格)或間接(參考價格)從可觀察之資產或負債所得之數據(於第一級之報價除外)；及
- 第三級：公平值計量由輸入參數，包括非從市場觀察所得之資產或負債數據(非可觀察數據)之估值技術產生。

下表顯示按公平值分級制所劃分按公平值記錄本集團之金融工具分析：

	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>The Group</b>				
<b>At 31st December, 2011</b>				
Available-for-sale financial assets	<b>107,678</b>	-	-	<b>107,678</b>
At 31st December, 2010				
Available-for-sale financial assets	97,980	-	-	97,980

公平值分級制內第一級、第二級及第三級之間並無轉撥。

## 6. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the abilities of the entities in the Group to continue as a going concern, so that it can continue to provide returns for shareholders of the Company and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Directors actively and regularly review and manage the Group's capital structure to maximise the returns to shareholders through the optimisation of the debt afforded by a sound capital position, and make adjustments to the capital structure in light of changes in economic conditions. The Group's overall strategy remains unchanged from 2010.

Consistent with others in the industry, the Group monitors its capital structure on the basis of the gearing ratio. At 31st December, 2011 and 2010, the Group's gearing ratio was undefined because the Group did not have any borrowings at the end of each reporting period.

## 7. REVENUE

Revenue represents the aggregate amounts received and receivable, analysed as follows:

Property rental income

Sales of properties held for sale

Interest income from available-for-sale financial assets

Interest income on loan to a fellow subsidiary

收入指已收及應收之合計金額，分析如下：

物業租金收入

持作出售物業銷售

待售金融資產之利息收入

借予同系附屬公司貸款之利息收入

## 6. 資本風險管理

本集團通過根據風險水平給予產品及服務相應定價，及確保按合理成本取得融資之方式管理資本，主要目標為保持本集團之實體持續經營之能力，以確保本集團能為本公司股東持續提供回報，並為其他權益相關者提供利益。

董事積極並定時檢討及管理本集團之資本架構，透過以完善資本狀況支持優化債務及於經濟條件發生變動時對資本架構作出調整，為股東爭取最大之回報。本集團整體策略與二零一零年保持不變。

本集團運用資本負債比率監察其資本結構，此舉與行業其他業者貫徹一致。於二零一一年及二零一零年十二月三十一日，由於本集團於各報告期末並無任何借貸，故並無界定資本負債比率。

## 7. 收入

2011 HK\$'000 千港元	2010 HK\$'000 千港元
2,977	2,672
—	66,430
5,013	4,997
11,533	10,473
<b>19,523</b>	<b>84,572</b>

## 8. OPERATING SEGMENTS

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

The Group has engaged three reportable segments – (i) property development; (ii) property leasing; and (iii) securities investments and finance. The segmentations are based on the information about the operations of the Group that management uses to make decisions.

Principal activities are as follows:

Property development	–	Property development and sales of properties
Property leasing	–	Property rental
Securities investments and finance	–	Securities investments and financing activities

The Group evaluates performance on the basis of profit or loss from operations before tax expense but not including the major non-cash items. The major non-cash item is fair value changes on investment properties. There is no intersegment revenue accountable for in both years.

The Group's measurement methods used to determine reported segment profit or loss remain unchanged from 2010.

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

Included in revenue arising from securities investments and finance of HK\$16,546,000 (2010: securities investments and finance of HK\$15,470,000 and property development of HK\$66,430,000) is revenue of approximately HK\$11,533,000 (2010: HK\$10,473,000 and HK\$66,430,000 respectively) which arose from the Group's one (2010: five) major customer and each customer accounted for more than 10% of the Group's total revenue.

## 8. 營運分類

本集團根據主要營運決策者用於作出策略決定時審閱之報告釐定營運分類。

本集團擁有三個可呈報分類—(i)物業發展；(ii)物業租賃；及(iii)證券投資及融資。本集團乃以管理層用作決策之營運資料進行分類。

主要業務活動如下：

物業發展	–	物業發展及物業銷售
物業租賃	–	物業租賃
證券投資及融資	–	證券投資及融資業務

本集團以扣除稅項開支前（惟不包括主要非現金項目）之經營溢利或虧損為基準評估表現。主要非現金項目為投資物業之公平值變動。於兩個年度並無可入賬之分類間收入。

本集團用於釐定已呈報分類溢利或虧損之計量方式自二零一零年起維持不變。

本集團可呈報分類為策略業務單元，以營運不同業務。彼等受個別管理，此乃由於各業務擁有不同市場，且要求不同市場策略。

於證券投資及融資產生之收入16,546,000港元（二零一零年：證券投資及融資15,470,000港元及物業發展66,430,000港元）中約11,533,000港元（二零一零年：分別10,473,000港元及66,430,000港元）之收入來自本集團一名（二零一零年：五名）主要客戶，而每名客戶佔本集團收入總額超過10%。

## 8. OPERATING SEGMENTS (cont'd)

Operating segment information is presented below:

### Consolidated Statement of Comprehensive Income

For the year ended 31st December, 2011

## 8. 營運分類 (續)

營運分類資料呈列如下：

### 綜合全面收益報表

截至二零一一年十二月三十一日止年度

		Property development	Property leasing	Securities investments and finance	Consolidated
		物業發展 HK\$'000 千港元	物業租賃 HK\$'000 千港元	證券投資 及融資 HK\$'000 千港元	綜合 HK\$'000 千港元
<b>Revenue</b>	<b>收入</b>				
Revenue from external customers	來自外部客戶之收入	-	2,977	16,546	19,523
<b>Results</b>	<b>業績</b>				
Segment results for reportable segments	可呈報分類之分類業績	-	2,771	16,338	19,109
Unallocated items	未分攤項目				
Interest income	利息收入				8
Other gains and losses, net	其他收益及虧損淨額				86
Unallocated corporate expenses, net	未分攤之公司開支淨額				(4,146)
Income tax expense	所得稅開支				(3,234)
<b>Core profit (excluding major non-cash item)</b>	<b>核心溢利 (不包括主要非現金項目)</b>				<b>11,823</b>
Major non-cash item	主要非現金項目				
- fair value changes on investment properties	- 投資物業之公平值變動				5,000
<b>Profit for the year attributable to owners of the Company</b>	<b>本公司擁有人應佔本年度溢利</b>				<b>16,823</b>

### Consolidated Statement of Financial Position

At 31st December, 2011

### 綜合財務狀況報表

於二零一一年十二月三十一日

		Property development	Property leasing	Securities investments and finance	Consolidated
		物業發展 HK\$'000 千港元	物業租賃 HK\$'000 千港元	證券投資 及融資 HK\$'000 千港元	綜合 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>				
Segment assets for reportable segments	可呈報分類之分類資產	-	34,413	1,010,432	1,044,845
Unallocated corporate assets	未分攤之公司資產				12,434
Consolidated total assets	綜合資產總額				1,057,279
<b>Liabilities</b>	<b>負債</b>				
Segment liabilities for reportable segments	可呈報分類之分類負債	-	309	-	309
Unallocated corporate liabilities	未分攤之公司負債				2,577
Consolidated total liabilities	綜合負債總額				2,886

## 8. OPERATING SEGMENTS (cont'd)

## 8. 營運分類 (續)

### Consolidated Statement of Comprehensive Income

For the year ended 31st December, 2010

### 綜合全面收益報表

截至二零一零年十二月三十一日止年度

	Property development 物業發展 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Securities investments and finance 證券投資及融資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>Revenue</b>				
Revenue from external customers	66,430	2,672	15,470	84,572
<b>Results</b>				
Segment results for reportable segments	49,302	2,344	15,832	67,478
Unallocated items				
Interest income				11
Other gains and losses, net				24
Unallocated corporate expenses, net				(4,500)
Income tax expense				(10,072)
<b>Core profit (excluding major non-cash item)</b>				52,941
Major non-cash item – fair value changes on investment properties				–
<b>Profit for the year attributable to owners of the Company</b>				52,941

### Consolidated Statement of Financial Position

At 31st December, 2010

### 綜合財務狀況報表

於二零一零年十二月三十一日

	Property development 物業發展 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Securities investments and finance 證券投資及融資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>Assets</b>				
Segment assets for reportable segments	–	29,502	999,465	1,028,967
Unallocated corporate assets				29,966
Consolidated total assets				1,058,933
<b>Liabilities</b>				
Segment liabilities for reportable segments	86	356	–	442
Unallocated corporate liabilities				9,052
Consolidated total liabilities				9,494

## 8. OPERATING SEGMENTS (cont'd)

### Geographical information

For the years ended 31st December, 2011 and 2010, all the Group's operations are located in Hong Kong. The Group's revenue is all derived from Hong Kong for both years.

## 9. OTHER INCOME

Included in other income are:

Interest income  
Exchange gain, net

其他收入包括：

利息收入  
匯兌收益淨額

## 8. 營運分類 (續)

### 地區資料

截至二零一一年及二零一零年十二月三十一日止年度，本集團在香港經營所有業務。在兩個年度本集團之收入全部來自香港。

## 9. 其他收入

2011 HK\$'000 千港元	2010 HK\$'000 千港元
8	11
-	362

## 10. PROFIT FOR THE YEAR

Profit for the year has been arrived at after (charging) crediting:

Total staff costs:  
Directors' emoluments  
Salaries and other benefits  
Retirement benefit scheme contributions

Auditors' remuneration  
Exchange loss, net

Gross rental income from investment properties  
Less: Direct operating expenses from investment properties that generated rental income during the year  
Direct operating expenses from investment properties that did not generate rental income during the year

本年度溢利已(扣除)計入：

僱員成本總額：  
董事酬金  
薪金及其他福利  
退休福利計劃供款

核數師酬金  
匯兌虧損淨額

投資物業之租金收入總額  
減：本年度產生租金收入之投資物業直接經營開支  
本年度並無產生租金收入之投資物業直接經營開支

## 10. 本年度溢利

2011 HK\$'000 千港元	2010 HK\$'000 千港元
(560)	(560)
(2,568)	(2,912)
(139)	(143)
<b>(3,267)</b>	(3,615)
(220)	(220)
(174)	-
<b>2,977</b>	2,672
(234)	(239)
(2)	(89)
<b>2,741</b>	2,344

## 11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

### (a) Directors' emoluments

Fees and other emoluments paid or payable to the Directors for the years ended 31st December, 2011 and 2010 were as follows:

Mr. Matthew Cheong, Veng-va	昌榮華先生	10	-	10
Ms. Teresa Poon, Mun-chie	潘敏慈小姐	10	-	10
Mr. Lai, Yun-hung	賴恩雄先生	180	-	180
Mr. Mok, Hon-sang	莫漢生先生	180	-	180
Mr. Wong, Tik-tung	汪濂東先生	180	-	180

No Directors waived any emoluments for the years ended 31st December, 2011 and 2010.

### (b) Employees' emoluments

Of the five individuals with the highest emoluments in the Group, two (2010: Nil) were Directors whose emoluments were included in (a). The emoluments of the remaining three (2010: five) individuals for the year ended 31st December, 2011 were as follows:

Salaries and other benefits	薪金及其他福利	976
Retirement benefit scheme contributions	退休福利計劃供款	45

The emoluments of individual employee were all less than HK\$1,000,000.

During the years ended 31st December, 2011 and 2010, no emoluments were paid by the Group to the five highest paid individuals, or Directors, as an inducement to join or upon joining the Group or as compensation for loss of office.

## 11. 董事及僱員之酬金

### (a) 董事酬金

截至二零一一年及二零一零年十二月三十一日止年度，已付或應付予各董事之袍金及其他酬金如下：

2011			2010		
Fee	Salaries and other emoluments	Total	Fee	Salaries and other emoluments	Total
袍金	薪金及其他酬金	總額	袍金	薪金及其他酬金	總額
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
10	-	10	10	-	10
10	-	10	10	-	10
180	-	180	180	-	180
180	-	180	180	-	180
180	-	180	180	-	180
560	-	560	560	-	560

董事概無於截至二零一一年及二零一零年十二月三十一日止年度內放棄收取任何酬金。

### (b) 僱員酬金

本集團五名最高薪酬人士中，兩名（二零一零年：無）為董事，彼等之酬金載於(a)項。截至二零一一年十二月三十一日止年度其餘三名（二零一零年：五名）個別人士之酬金如下：

2011	2010
HK\$'000	HK\$'000
千港元	千港元
976	2,529
45	123
1,021	2,652

個別僱員之酬金全部低於1,000,000港元。

於截至二零一一年及二零一零年十二月三十一日止年度內，本集團概無為吸引加入本集團或於加入本集團時或作為離職補償而向該五名最高薪酬人士或董事支付任何酬金。

## 12. INCOME TAX EXPENSE

## 12. 所得稅開支

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
The charge (credit) comprises:	支出(抵免)包括:		
Current tax:	當期稅項:		
Hong Kong	香港	3,233	10,070
Overprovision in prior years:	過往年度超額撥備:		
Hong Kong	香港	(1)	-
Deferred tax	遞延稅項	2	2
		<b>3,234</b>	<b>10,072</b>

Hong Kong Profits Tax is calculated at 16.5% (2010: 16.5%) on 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稅率16.5% (二零一零年: 16.5%) 計算。

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

本年度之所得稅支出與綜合全面收益報表之除稅前溢利對賬如下:

		2011		2010	
		HK\$'000 千港元	%	HK\$'000 千港元	%
Profit before tax	除稅前溢利	20,057		63,013	
Tax at the Hong Kong Profits Tax rate of 16.5% (2010: 16.5%)	按香港利得稅稅率16.5% (二零一零年: 16.5%) 計算之稅項	3,309	16.5	10,397	16.5
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	(110)	(0.6)	(254)	(0.4)
Tax effect of expenses not deductible for tax purpose	就稅務而言不可扣減開支之稅務影響	37	0.2	-	-
Utilisation of tax losses previously not recognised	運用先前未確認之稅務虧損	-	-	(73)	(0.1)
Tax effect of tax depreciation	稅項折舊之稅務影響	(1)	-	-	-
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	-	-	2	-
Overprovision in prior years	過往年度超額撥備	(1)	-	-	-
Tax charge for the year	本年度稅項支出	<b>3,234</b>	<b>16.1</b>	10,072	16.0



### 13. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

For the year ended 31st December, 2011, net profit of HK\$9,773,000 (2010: HK\$55,365,000) has been dealt with in the financial statements of the Company.

### 14. DIVIDENDS

- (a) Final dividend for 2010 paid on 17th June, 2011 of HK2 cents (2009: HK1 cent) per share
- (b) Interim dividend for 2011 paid on 23rd September, 2011 of HK1 cent (2010: HK1 cent) per share

Total dividends paid

- (a) 於二零一一年六月十七日已派付之二零一零年末期股息每股2港仙(二零零九年: 1港仙)
- (b) 於二零一一年九月二十三日已派付之二零一一年中期股息每股1港仙(二零一零年: 1港仙)

已派付股息總額

### 13. 本公司擁有人應佔溢利

截至二零一一年十二月三十一日止年度，純利9,773,000港元(二零一零年: 55,365,000港元)已於本公司財務報表內處理。

### 14. 股息

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>6,775</b>	3,388
<b>3,388</b>	3,388
<b>10,163</b>	6,776

Final dividend of HK1 cent (2010: HK2 cents) per ordinary share has been proposed by the Directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

董事建議派付末期股息每股普通股1港仙(二零一零年: 2港仙)，有待股東於應屆股東週年大會上批准。

### 15. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the profit attributable to owners of the Company of HK\$16,823,000 (2010: HK\$52,941,000) and on the weighted average number of 338,765,987 (2010: 338,765,987) ordinary shares in issue during the year.

Diluted earnings per share for the years ended 31st December, 2011 and 2010 was the same as the basic earnings per share as there were no diluting events during both years.

### 15. 每股盈利

每股基本及攤薄盈利乃根據本公司擁有人應佔溢利16,823,000港元(二零一零年: 52,941,000港元)及本年度已發行普通股之加權平均數338,765,987股(二零一零年: 338,765,987股)計算。

截至二零一一年及二零一零年十二月三十一日止年度，由於並無攤薄事項，故上述兩個年度之每股攤薄盈利與每股基本盈利相同。

## 16. INVESTMENT PROPERTIES

## 16. 投資物業

HK\$'000  
千港元

<b>The Group</b>	<b>本集團</b>	
<b>Fair value</b>	<b>公平值</b>	
At 1st January, 2010	於二零一零年一月一日	
and 31st December, 2010	及二零一零年十二月三十一日	29,400
Increase in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表中確認之公平值增加	5,000
<b>At 31st December, 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>34,400</b>

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

根據營業租約持有以賺取租金或作資本增值之本集團所有物業權益乃採用公平值模式計量，並分類及入賬列作投資物業。

Property valuations as at 31st December, 2011 and 2010 were carried out by B.I. Appraisals Limited ("B.I. Appraisals"), independent qualified professional valuers, in respect of the Group's investment properties. B.I. Appraisals holds a recognised professional qualification and has recent relevant experience. Property valuation was arrived at by reference to market evidence of transaction prices for similar properties at similar locations.

獨立合資格專業估值師保柏國際評估有限公司（「保柏國際評估」）已就本集團於二零一一年及二零一零年十二月三十一日之投資物業進行物業估值。保柏國際評估持有認可專業資格，並具備近期之相關經驗。物業估值乃參照類似地點同類物業之成交價之市場憑證釐定。

The valuation report for the investment properties as at 31st December, 2011 is signed by a director of B.I. Appraisals, who is a member of The Hong Kong Institute of Surveyors. The valuation is performed in accordance with The Hong Kong Institute of Surveyors Valuation Standards on Properties (1st Edition 2005) published by The Hong Kong Institute of Surveyors.

於二零一一年十二月三十一日，投資物業之估值報告由保柏國際評估之董事（香港測量師學會會員）簽署。該估值乃遵守香港測量師學會所頒布之物業估值準則（二零零五年第一版）進行重估。

The Group's investment properties are under medium-term leases in Hong Kong as at 31st December, 2011 and 2010.

於二零一一年及二零一零年十二月三十一日，本集團之投資物業於香港按中期租約持有。

## 17. FURNITURE AND EQUIPMENT

## 17. 傢具及設備

		HK\$'000 千港元
<b>The Group and the Company</b>	<b>本集團及本公司</b>	
<b>Cost</b>	<b>成本</b>	
At 1st January, 2010	於二零一零年一月一日	1,117
Written off	撇銷	(1,117)
		<hr/>
At 31st December, 2010 and 31st December, 2011	於二零一零年十二月三十一日 及二零一一年十二月三十一日	-
		<hr/>
<b>Depreciation</b>	<b>折舊</b>	
At 1st January, 2010	於二零一零年一月一日	1,117
Written off	撇銷	(1,117)
		<hr/>
At 31st December, 2010 and 31st December, 2011	於二零一零年十二月三十一日 及二零一一年十二月三十一日	-
		<hr/>
<b>Carrying amounts</b>	<b>賬面值</b>	
<b>At 31st December, 2010 and 31st December, 2011</b>	<b>於二零一零年十二月三十一日 及二零一一年十二月三十一日</b>	<b>-</b>
		<hr/> <hr/>

## 18. INVESTMENTS IN SUBSIDIARIES/AMOUNTS DUE FROM SUBSIDIARIES

## 18. 附屬公司投資／附屬公司欠款

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>The Company</b>	<b>本公司</b>		
Unlisted shares, at cost	非上市股份，按成本	<b>181,679</b>	181,679
		<hr/>	<hr/>
Amounts due from subsidiaries	附屬公司欠款	<b>118,717</b>	112,085
Less: impairment loss recognised in respect of the amounts due from subsidiaries	減：就附屬公司欠款確認之 減值虧損	<b>(1,399)</b>	(1,399)
		<hr/>	<hr/>
		<b>117,318</b>	110,686
		<hr/> <hr/>	<hr/> <hr/>

## 18. INVESTMENTS IN SUBSIDIARIES/AMOUNTS DUE FROM SUBSIDIARIES (cont'd)

The carrying amounts of the investments in subsidiaries are reduced to their recoverable amounts which are determined by reference to the estimation of future cash flows expected to be generated from the respective subsidiaries. The amounts due from subsidiaries are unsecured, interest-free and have no fixed repayment terms, except for an amount of HK\$118,195,000 (2010: HK\$110,481,000) is interest-bearing.

Particulars of the Group's subsidiaries as at 31st December, 2011 are set out in Note 35.

## 18. 附屬公司投資／附屬公司欠款(續)

附屬公司投資賬面值減少至其可收回金額，有關可收回金額乃參考預期來自各附屬公司之估計未來現金流量釐定。除為數118,195,000港元(二零一零年：110,481,000港元)之欠款須計息外，附屬公司欠款為無抵押、免息及並無固定還款期。

本集團附屬公司於二零一一年十二月三十一日之詳情載於附註35。

## 19. AVAILABLE-FOR-SALE FINANCIAL ASSETS

## 19. 待售金融資產

		<b>2011</b>	2010
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>The Group</b>	<b>本集團</b>		
Available-for-sale financial assets comprise:	待售金融資產包括：		
Unlisted floating rate notes (Note 1)	非上市浮息票據(附註1)	<b>11,415</b>	23,072
Unlisted fixed rate notes (Note 2)	非上市定息票據(附註2)	<b>96,263</b>	74,908
		<b>107,678</b>	97,980
Analysis for reporting purposes as:	作報告用途之分析：		
Non-current assets	非流動資產	<b>96,263</b>	82,307
Current assets	流動資產	<b>11,415</b>	15,673
		<b>107,678</b>	97,980

## 19. AVAILABLE-FOR-SALE FINANCIAL ASSETS (cont'd)

Notes:

- (1) The floating rate notes are unlisted and carry interest at LIBOR plus 0.23% (2010: LIBOR plus 0.23% to 0.25%) per annum, payable on quarterly basis, will mature in June 2012 (2010: from January 2012 to June 2012) and was classified as current asset.
- (2) The fixed rate notes are unlisted and carry interest from 4.75% to 6.50% (2010: 4.75% to 7.00%) per annum, payable on half-year basis, and will mature from February 2013 to August 2019 (2010: from February 2011 to March 2016).
- (3) Fair values of the floating and fixed rate notes were determined based on the quoted market bid prices available on the industry group.

## 20. PROPERTIES HELD FOR SALE

### The Group

At 1st January, 2010  
Disposals

At 31st December, 2010  
and 31st December, 2011

### 本集團

於二零一零年一月一日  
出售

於二零一零年十二月三十一日  
及二零一一年十二月三十一日

HK\$'000  
千港元

16,504  
(16,504)

-

## 21. LOAN TO A FELLOW SUBSIDIARY

### The Group and the Company

On 4th November, 2008, the Company, as lender, entered into a loan agreement with Longman Limited ("Longman"), a subsidiary of Chinese Estates, as borrower, and Chinese Estates, as guarantor, to grant a three-year revolving facility of up to HK\$900 million to Longman at an interest rate of HIBOR plus 1% per annum ("First Revolving Loan").

On 22nd September, 2011, the Company, as lender, entered into a new loan agreement to renew the First Revolving Loan in the same principal amount with the same parties for three-year commenced from 3rd November, 2011 at an interest rate of HIBOR plus 1.5% per annum ("Second Revolving Loan").

## 19. 待售金融資產(續)

附註:

- (1) 浮息票據為非上市證券，並按年利率倫敦銀行同業拆息加0.23厘(二零一零年：倫敦銀行同業拆息加0.23厘至0.25厘)計息，須按季付款，到期日為二零一二年六月(二零一零年：二零一二年一月至二零一二年六月)，已歸類為流動資產。
- (2) 定息票據為非上市證券，並按年利率4.75厘至6.50厘(二零一零年：4.75厘至7.00厘)計息，須每半年付款，到期日為二零一三年二月至二零一九年八月(二零一零年：二零一一年二月至二零一六年三月)。
- (3) 浮息及定息票據之公平值乃根據行業類別所報之市場買盤價釐定。

## 20. 持作出售物業

## 21. 借予同系附屬公司貸款

### 本集團及本公司

於二零零八年十一月四日，本公司(作為貸方)與華置之附屬公司Longman Limited(「Longman」，作為借方)及華置(作為擔保人)訂立一份貸款協議，以向Longman提供一筆最多900,000,000港元之三年期循環貸款融資，此貸款之年利率為香港銀行同業拆息加1厘(「第一筆循環貸款」)。

於二零一一年九月二十二日，本公司(作為貸方)與同一訂約方訂立一份新貸款協議，以相同本金款額重續第一筆循環貸款，自二零一一年十一月三日起計為期三年，此貸款之年利率為香港銀行同業拆息加1.5厘(「第二筆循環貸款」)。

## 21. LOAN TO A FELLOW SUBSIDIARY (cont'd)

For further details of the Second Revolving Loan, please refer to the Company's circular dated 12th October, 2011.

Name of fellow subsidiary	同系附屬公司名稱
Longman	Longman
– First Revolving Loan	– 第一筆循環貸款
– Second Revolving Loan	– 第二筆循環貸款

## 21. 借予同系附屬公司貸款(續)

有關第二筆循環貸款之更詳細資料，請參閱本公司日期為二零一一年十月十二日之通函。

Highest balance during the year	2011	2010
年內最高結餘	2011	2010
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
900,000	–	900,000
900,000	<b>900,000</b>	–

## 22. AMOUNT DUE FROM A FELLOW SUBSIDIARY

### The Group

Name of fellow subsidiary	同系附屬公司名稱
G-Prop (Holdings) Limited	金匡企業有限公司

Highest balance during the year	2011	2010
年內最高結餘	2011	2010
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
61	–	61

### The Company

Name of fellow subsidiary	同系附屬公司名稱
G-Prop (Holdings) Limited	金匡企業有限公司

Highest balance during the year	2011	2010
年內最高結餘	2011	2010
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
2	–	2

The amount due from a fellow subsidiary is unsecured, interest-free and repayable on demand. The Group and the Company do not hold collateral over the balance.

同系附屬公司欠款為無抵押、免息及按要求償還。本集團及本公司並無就結餘持有抵押。

## 23. DEBTORS, DEPOSITS AND PREPAYMENTS

### The Group and the Company

There were no trade receivables included in debtors, deposits and prepayments as at 31st December, 2011 and 2010.

## 24. TIME DEPOSITS, BANK BALANCES AND CASH

### The Group and the Company

The time deposits of the Group and the Company carry interests at prevailing market deposit rates and mature within one month. The Group and the Company do not hold collateral over the balance.

## 25. AMOUNT DUE TO A FELLOW SUBSIDIARY

### The Group and the Company

The amount due to a fellow subsidiary is unsecured, interest-free and repayable on demand.

## 26. CREDITORS AND ACCRUALS

### The Group and the Company

There were no trade payables included in creditors and accruals as at 31st December, 2011 and 2010.

## 23. 應收賬項、按金及預付款項

### 本集團及本公司

於二零一一年及二零一零年十二月三十一日，應收賬項、按金及預付款項內並無包括應收貿易款項。

## 24. 定期存款、銀行結餘及現金

### 本集團及本公司

本集團及本公司之定期存款按當時市場存款利率計息，並於一個月內到期。本集團及本公司並無就結餘持有抵押。

## 25. 欠負同系附屬公司款項

### 本集團及本公司

欠負同系附屬公司款項為無抵押、免息及按要求償還。

## 26. 應付賬項及應計款項

### 本集團及本公司

於二零一一年及二零一零年十二月三十一日，應付賬項及應計款項內並無包括應付貿易款項。

## 27. SHARE CAPITAL

## 27. 股本

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
<b>The Group and the Company</b>	<b>本集團及本公司</b>		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
Authorised:	法定股本：		
At 1st January, 2010,	於二零一零年一月一日、		
31st December, 2010	二零一零年十二月三十一日		
and 31st December, 2011	及二零一一年十二月三十一日	50,000,000,000	500,000
Issued and fully paid:	已發行及繳足股本：		
At 1st January, 2010,	於二零一零年一月一日、		
31st December, 2010	二零一零年十二月三十一日		
and 31st December, 2011	及二零一一年十二月三十一日	<b>338,765,987</b>	<b>3,388</b>

## 28. RESERVES

## 28. 儲備

### The Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

### 本集團

本集團於本年度及過往年度之儲備及其變動於綜合股本權益變動表呈列。

### The Company

### 本公司

		Share premium 股份溢價 HK\$'000 千港元	Contribution from shareholders 股東注資 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1st January, 2010	於二零一零年一月一日	495,160	20,719	448,811	964,690
Profit for the year	本年度溢利	—	—	55,365	55,365
Final dividend paid	已付末期股息	—	—	(3,388)	(3,388)
Interim dividend paid	已付中期股息	—	—	(3,388)	(3,388)
At 31st December, 2010	於二零一零年十二月三十一日	495,160	20,719	497,400	1,013,279
Profit for the year	本年度溢利	—	—	9,773	9,773
Final dividend paid	已付末期股息	—	—	(6,775)	(6,775)
Interim dividend paid	已付中期股息	—	—	(3,388)	(3,388)
<b>At 31st December, 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>495,160</b>	<b>20,719</b>	<b>497,010</b>	<b>1,012,889</b>

The Company's reserves available for distribution to owners as at 31st December, 2011 amounted to approximately HK\$497,010,000 (2010: HK\$497,400,000).

於二零一一年十二月三十一日，本公司可供分派予擁有人之儲備約為497,010,000港元（二零一零年：497,400,000港元）。



## 29. AMOUNT DUE TO A SUBSIDIARY

### The Company

The amount due to a subsidiary is unsecured, interest-free and has no fixed repayment term.

## 30. DEFERRED TAX LIABILITIES

### The Group

The following is the major deferred tax liabilities provided (assets recognised) by the Group and movements thereon during the current and prior reporting periods:

		Investment properties 投資物業 HK\$'000 千港元	Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1st January, 2010	於二零一零年一月一日	511	(9)	502
Charged to the consolidated statement of comprehensive income	於綜合全面收益報表扣除	-	2	2
At 31st December, 2010	於二零一零年十二月三十一日	511	(7)	504
Charged to the consolidated statement of comprehensive income	於綜合全面收益報表扣除	-	2	2
<b>At 31st December, 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>511</b>	<b>(5)</b>	<b>506</b>

For the purpose of the presentation in the consolidated statement of financial position, certain deferred tax liabilities and assets have been offset.

At the end of the reporting period, the Group did not have any unrecognised deferred tax assets (2010: Nil).

## 31. CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

At 31st December, 2011 and 2010, the Group and the Company did not have any material capital commitments and contingent liabilities.

## 29. 欠負附屬公司款項

### 本公司

欠負附屬公司款項為無抵押、免息及並無固定還款期。

## 30. 遞延稅項負債

### 本集團

以下為本集團於本報告期間及過往報告期間作出撥備之主要遞延稅項負債（確認資產）及其變動：

		Investment properties 投資物業 HK\$'000 千港元	Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1st January, 2010	於二零一零年一月一日	511	(9)	502
Charged to the consolidated statement of comprehensive income	於綜合全面收益報表扣除	-	2	2
At 31st December, 2010	於二零一零年十二月三十一日	511	(7)	504
Charged to the consolidated statement of comprehensive income	於綜合全面收益報表扣除	-	2	2
<b>At 31st December, 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>511</b>	<b>(5)</b>	<b>506</b>

為呈列綜合財務狀況報表，若干遞延稅項負債及資產已經對銷。

於報告期末，本集團並無任何未確認之遞延稅項資產（二零一零年：無）。

## 31. 資本承擔及或然負債

於二零一一年及二零一零年十二月三十一日，本集團及本公司並無任何重大資本承擔及或然負債。

## 32. OPERATING LEASES

At 31st December, 2011 and 2010, the Group and the Company did not have any material operating lease commitments.

## 33. RETIREMENT BENEFIT SCHEMES

The Group operates defined contribution retirement schemes in Hong Kong, namely the Occupational Retirement Scheme (“ORSO Scheme”) and the Mandatory Provident Fund Scheme (“MPF Scheme”). Contributions to the ORSO Scheme are based on a percentage of employees’ salaries ranging from 5% to 10%, depending upon the length of service of the employees. From 1st December, 2000, newly joined employees are compulsorily required to join the MPF Scheme. The employer and its employees are each required to make contributions to the scheme at rates specified in the rules of the MPF Scheme.

The total costs charged to the consolidated statement of comprehensive income of approximately HK\$139,000 (2010: HK\$143,000) represented contributions payable to these schemes by the Group for the year.

## 34. MATERIAL RELATED PARTY TRANSACTIONS

### Transactions:

Save as disclosed elsewhere in the financial statements, the Group and the Company had the following material transactions with related parties during the year:

### The Group and the Company

Interest income on loan to a fellow subsidiary

### 本集團及本公司

借予同系附屬公司貸款之  
利息收入

Interest income was charged on outstanding balance during the year, details are set out in Note 21.

### Balances:

Details of the balances with related parties at the end of the reporting period are set out in Notes 21, 22 and 25.

### Key management personnel emoluments:

Remuneration for key management personnel is disclosed in Note 11(a). The remuneration of the senior executives is determined by the Remuneration Committee having regard to the performance of individuals and market trends.

## 32. 營業租約

於二零一一年及二零一零年十二月三十一日，本集團及本公司並無任何重大營業租約承擔。

## 33. 退休福利計劃

本集團參與香港界定供款退休計劃之職業退休計劃（「職業退休計劃」）及強制性公積金計劃（「強積金計劃」）。本集團向職業退休計劃作出僱員薪酬之5%至10%供款（視乎僱員服務年資）。由二零零零年十二月一日起加入本集團之新僱員均須參加強積金計劃。僱主及僱員均需為強積金計劃規則內列明之比率供款。

於綜合全面收益報表扣除之總費用約為139,000港元（二零一零年：143,000港元），即本集團於本年度向該等計劃應付之供款。

## 34. 重大關連人士交易

### 交易：

除財務報表其他部分已披露者外，本集團及本公司於本年度與關連人士進行以下重大交易：

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>11,533</b>	10,473

利息收入根據年內尚欠結餘計算，詳情載於附註21。

### 結餘：

於報告期末，與關連人士之交易結餘詳情載於附註21、22及25。

### 主要管理人員酬金：

主要管理人員酬金於附註11(a)內披露。高級行政人員之酬金由薪酬委員會參考個別人士表現及市場趨勢後釐定。

### 35. PARTICULARS OF SUBSIDIARIES

At 31st December, 2011, the Company has direct and indirect interests in the following subsidiaries which are all private limited companies.

Name of subsidiaries	Place of incorporation or operation	Class of share	Fully paid share capital	Proportion of nominal value of paid-up capital held by the Company		Principal activities
				Directly	Indirectly	
附屬公司名稱	註冊成立或經營地點	股份類別	繳足股本	直接	間接	主要業務
Chi Cheung Management Services Limited 至祥管理服務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100%	–	Dormant 暫無營業
Chi Cheung (Nominees) Limited	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100%	–	Securities investment 證券投資
Jumbo Legend Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$2 2美元	100%	–	Investment holding 投資控股
View Success Investments Limited 景亨投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property investment and trading 物業投資及買賣

None of the subsidiaries had any debt securities subsisting at the end of the reporting period or at any time during the reporting period.

### 36. EVENTS AFTER THE REPORTING PERIOD

The Group and the Company do not have material events after the end of the reporting period.

### 37. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with the current year's presentation.

### 38. AUTHORISATION FOR ISSUE OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 8th March, 2012.

### 35. 附屬公司詳情

於二零一一年十二月三十一日，本公司直接及間接擁有下列附屬公司之權益，而該等附屬公司均為私人有限公司。

於報告期末或於報告期內任何時間，並無附屬公司擁有任何債務證券。

### 36. 報告期末後事項

報告期末後本集團及本公司概無重大事件發生。

### 37. 比較數字

若干比較數字已重新分類，以符合本年度之呈列方法。

### 38. 授權刊發財務報表

董事會已於二零一二年三月八日批准及授權刊發財務報表。

## Five-Year Financial Summary 五年財務概要

Summary of the results, assets and liabilities of the Group for the last five years is as follows:

本集團過去五年之業績、資產及負債概要如下：

		For the year ended 31st December, 截至十二月三十一日止年度				
		2011 HK\$'000 千港元	2010 HK\$'000 千港元	2009 HK\$'000 千港元	2008 HK\$'000 千港元	2007 HK\$'000 千港元
<b>Results</b>	<b>業績</b>					
Revenue	收入	19,523	84,572	23,558	143,087	69,974
Profit before tax	除稅前溢利	20,057	63,013	19,307	132,775	115,395
Income tax expense	所得稅開支	(3,234)	(10,072)	(1,446)	(16,089)	(7,805)
Profit for the year	本年度溢利	16,823	52,941	17,861	116,686	107,590
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	16,823	52,941	17,861	116,686	107,651
Non-controlling interests	非控股權益	-	-	-	-	(61)
		16,823	52,941	17,861	116,686	107,590
Basic and diluted earnings per share (HK cents) (Note)	每股基本及攤薄盈利 (港仙) (附註)	4.97	15.63	5.27	34.44	31.78
Final and interim dividends per share (HK cents)	每股末期及中期股息 (港仙)	2	3	2	1	-

Note: The calculation of the basic and diluted earnings per share is based on the profit attributable to owners of the Company for the years and on the weighted average number of shares in issue during the relevant years.

附註：每股基本及攤薄盈利乃根據當年度本公司擁有人應佔溢利及有關年度已發行股份之加權平均數計算。

		At 31st December, 於十二月三十一日				
		2011 HK\$'000 千港元	2010 HK\$'000 千港元	2009 HK\$'000 千港元	2008 HK\$'000 千港元	2007 HK\$'000 千港元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	資產總額	1,057,279	1,058,933	1,007,066	997,524	884,978
Total liabilities	負債總額	(2,886)	(9,494)	(4,390)	(12,785)	(16,939)
Total equity	股本權益總額	1,054,393	1,049,439	1,002,676	984,739	868,039
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	1,054,393	1,049,439	1,002,676	984,739	869,123
Non-controlling interests	非控股權益	-	-	-	-	(1,084)
		1,054,393	1,049,439	1,002,676	984,739	868,039
Net asset value per share attributable to owners of the Company (HK\$)	本公司擁有人應佔每股資產淨值 (港元)	3.11	3.10	2.96	2.91	2.57
Number of shares issued	已發行股份數目	338,765,987	338,765,987	338,765,987	338,765,987	338,765,987

## Schedule of Properties

### 物業附表

The following table sets forth the Group's properties as at 31st December, 2011:

下表載列本集團於二零一一年十二月三十一日之物業：

## INVESTMENT PROPERTIES

### 投資物業

Location	Lot Number	Usage	Category of the lease term	Group's interest
地點	地段編號	用途	租期類別	本集團所佔權益
<b>Gemstar Tower</b> The roof together with 50 car parking spaces on 1st to 3rd Floors No. 23 Man Lok Street Hung Hom, Kowloon Hong Kong <b>駿昇中心</b> 香港九龍紅磡 民樂街23號 天台及1樓至3樓 50個車位	Certain parts or shares of and in Hung Hom Inland Lot No. 545 紅磡內地段545號之 若干部分或份額	Car parking 泊車位	Medium 中期	100%

