

年報
Annual Report
2011



SUN CENTURY GROUP LIMITED
太陽世紀集團有限公司

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

(Stock Code 股份編號: 1383)

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Corporate Information 公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. CHAU Cheok Wa
Mr. ZENG Yunshu
Mr. LEE Chi Shing Caesar
Ms. YEUNG So Mui
Ms. CHENG Mei Ching
Ms. YEUNG So Lai
Mr. LEUNG Ming Ho Vincent

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. LI Jun
Mr. CHEUNG Ngai Lam
Mr. CHEUNG Kwok Yu
Mr. LUI Man Wah

COMPANY SECRETARY

Mr. LEE Chi Shing Caesar

AUDITOR

Andes Glacier CPA Limited

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
George Town
Grand Cayman KY1-1111
The Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PRC

Room 2101-2109
Tower F Xihaimingchu Building
No. 1 Taoyuan Road
Nan Shan District
Shenzhen 518052 Guangdong Province
The PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2108, 21/F., China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan
Hong Kong

董事會

執行董事

周焯華先生
曾雲樞先生
李志成先生
楊素梅女士
鄭美程女士
楊素麗女士
梁銘浩先生

獨立非執行董事

李 璿博士
張毅林先生
張國裕先生
呂文華先生

公司秘書

李志成先生

核數師

思捷會計師行有限公司

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
George Town
Grand Cayman KY1-1111
The Cayman Islands

中國主要營業地點

中國
廣東省深圳
南山區
桃園路1號
西海明珠大廈F座
2101-2109室
郵編：518052

香港主要營業地點

香港
上環
干諾道中168-200號
信德中心
招商局大廈21樓2108室

Corporate Information 公司資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Butterfield Fund Services (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
George Town
Grand Cayman
The Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Hong Kong

PRINCIPAL BANKERS

In Hong Kong:

DBS Bank (Hong Kong) Limited
Bank of China (Hong Kong) Limited
Bank of Communications Co., Ltd. Hong Kong Branch
The Hongkong and Shanghai Banking Corporation Limited

In the PRC:

China Construction Bank
Hua Xia Bank
China CITIC Bank

INVESTOR RELATIONS

For other information relating to the Company, please contact
Corporate Communications Department
website: www.hkg.net
e-mail: ir@hkg.net

開曼群島主要股份過戶登記處

Butterfield Fund Services (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
George Town
Grand Cayman
The Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東28號
金鐘匯中心26樓

主要往來銀行

在香港:

星展銀行(香港)有限公司
中國銀行(香港)有限公司
交通銀行股份有限公司香港分行
香港上海滙豐銀行有限公司

在中國:

中國建設銀行
華夏銀行
中信銀行

投資者關係

有關本公司的其他資料
請聯絡企業傳訊部
網址: www.hkg.net
電郵: ir@hkg.net

Properties Portfolio Overview 物業組合概覽

PROPERTY DEVELOPMENT BUSINESS

COMPLETED PROJECTS

Project name	Place	Site Area (m ²)	GFA (m ²)					Total	Saleable Area (m ²)	Commencement/ completion date	Interest attributable to the Group
			Residential	Shop	Office	Hotel	Others ⁽¹⁾				
Harbor City	Shenzhen	19,822	61,252	14,959	-	-	19,366	95,577	76,211	2002/Q2-2003/Q3	100%
Hong Long Plaza	Shenzhen	19,832	72,035	64,397	-	-	36,198	172,630	136,432	2005/Q1-2006/Q4	100%
Hong Long High Technology Industrial Park	Shenzhen	119,326	-	-	-	-	237,939	237,939	237,939	2005/Q2-2006/Q4	100%
Grace Garden	Meizhou	5,570	30,804	1,468	-	-	1,188	33,460	32,747	2007/Q4-2009/Q4	100%
Hong Long Century Plaza	Shenzhen	N/A	7,454	12,664	52,400	-	12,230	84,748	72,518	2008/Q2-2010/Q4	100%
			171,545	93,488	52,400	-	306,921	624,354	555,847		

PROPERTIES UNDER DEVELOPMENT/TO BE DEVELOPED

Project name	Place	Site Area (m ²)	GFA (m ²)					Total	Saleable Area (m ²)	Commencement/ completion date	Interest attributable to the Group
			Residential	Shop	Office	Hotel	Others ⁽¹⁾				
Zirui Garden	Shenzhen	43,538	90,015	8,002	-	-	36,732	134,749	98,017	2008/Q1-2012/Q4	100%
Ningjiang Uptown ⁽²⁾	Xingning	225,735	448,288	14,178	-	-	6,578	469,044	462,466	2007/Q3-2016/Q4	100%
Shenyang Hong Long Century Business Square ⁽²⁾	Shenyang	55,435	-	-	127,137	66,006	-	193,143	193,143	2010/Q2-2015/Q4	100%
Shengshi Yayuan	Shenyang	98,061	156,748	39,225	-	-	150	196,123	195,973	2010/Q2-2015/Q4	100%
Chaohu Vacation Water Town	Chaohu	122,636	102,777	10,500	-	-	3,000	116,277	113,277	2005/Q2-2013/Q4	100%
			797,828	71,905	127,137	66,006	46,460	1,109,336	1,062,876		

PROPERTY LEASING BUSINESS

Project name	Place	100% owned by the Group Leaseable area (m ²)
Hong Long Plaza ⁽²⁾	Shenzhen	64,397

Note:

- (1) Includes club house and car parking spaces
- (2) Sale and purchase agreement has been entered into for its disposal after the reporting period

Properties Portfolio Overview 物業組合概覽

物業開發業務 已完成項目

項目名稱	地點	土地面積 (m ²)	建築面積 (m ²)					可銷售面積 (m ²)	動工/ 竣工時間	本集團 所佔權益	
			住宅	商舖	寫字樓	酒店	其他 ⁽¹⁾				合計
港灣麗都	深圳	19,822	61,252	14,959	-	-	19,366	95,577	76,211	2002/Q2-2003/Q3	100%
鴻隆廣場	深圳	19,832	72,035	64,397	-	-	36,198	172,630	136,432	2005/Q1-2006/Q4	100%
鴻隆高科技工業園	深圳	119,326	-	-	-	-	237,939	237,939	237,939	2005/Q2-2006/Q4	100%
溫馨花園	梅州	5,570	30,804	1,468	-	-	1,188	33,460	32,747	2007/Q4-2009/Q4	100%
鴻隆世紀廣場	深圳	不適用	7,454	12,664	52,400	-	12,230	84,748	72,518	2008/Q2-2010/Q4	100%
			171,545	93,488	52,400	-	306,921	624,354	555,847		

在開發/待開發項目

項目名稱	地點	土地面積 (m ²)	建築面積 (m ²)					可銷售面積 (m ²)	動工/ 竣工時間	本集團 所佔權益	
			住宅	商舖	寫字樓	酒店	其他 ⁽¹⁾				合計
紫瑞花園	深圳	43,538	90,015	8,002	-	-	36,732	134,749	98,017	2008/Q1-2012/Q4	100%
寧江新城 ⁽²⁾	興寧	225,735	448,288	14,178	-	-	6,578	469,044	462,466	2007/Q3-2016/Q4	100%
瀋陽鴻隆世紀商業廣場 ⁽²⁾	瀋陽	55,435	-	-	127,137	66,006	-	193,143	193,143	2010/Q2-2015/Q4	100%
盛世雅苑	瀋陽	98,061	156,748	39,225	-	-	150	196,123	195,973	2010/Q2-2015/Q4	100%
巢湖假日水鎮	巢湖	122,636	102,777	10,500	-	-	3,000	116,277	113,277	2005/Q2-2013/Q4	100%
			797,828	71,905	127,137	66,006	46,460	1,109,336	1,062,876		

物業租賃業務

項目名稱	地點	本集團佔 100% 權益	可出租面積 (m ²)
鴻隆廣場 ⁽²⁾	深圳		64,397

註釋：

- (1) 含住客會所和停車位。
- (2) 已訂立買賣協議於報告期後出售。

Group Financial Summary 集團財務概要

RESULTS

業績

		For the year ended 31 December 截至12月31日止年度				
		2011	2010	2009	2008	2007
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Turnover	營業額	324,494	819,375	362,369	119,628	411,677
Net (decrease)/increase in fair value of investment properties	投資物業的公允值的(減少)/增加淨額	(752,000)	208,415	56,830	62,120	180,352
Impairment loss on inventories	存貨之減值虧損	(260,506)	-	-	-	-
(Loss)/Profit from operations	經營(虧損)/溢利	(1,257,948)	(118,689)	172,541	122,290	486,196
Net change in fair value of derivative financial instruments	衍生金融工具的公允值的變動淨額	14,267	15,977	(19,994)	58,533	(28,182)
Finance costs	融資成本	(156,023)	(160,934)	(87,843)	(90,227)	(55,091)
Gain on bargain purchase in respect of business combination	有關業務合併的議價購買收益	-	123,979	-	-	-
Gain on derecognition of available-for-sale financial assets	終止確認可供出售金融資產收益	33,306	-	-	-	-
Gain on disposal of subsidiaries	出售附屬公司的收益	81,873	200,801	-	-	-
Impairment loss on subsidiaries group classified as held for sale	分類為持作出售之附屬集團之減值虧損	(8,861)	-	-	-	-
(Loss)/Profit before tax	除稅前(虧損)溢利	(1,293,386)	61,134	64,704	90,596	402,923
Income tax	所得稅	175,259	(28,455)	(33,497)	(87,236)	(152,421)
(Loss)/Profit after tax	除稅後(虧損)/溢利	(1,118,127)	32,679	31,207	3,360	250,502
(Loss)/Profit attributable to owners of the Company	本公司擁有人應佔(虧損)/溢利	(1,118,121)	37,609	32,699	3,546	250,685

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

資產、負債及非控股權益

		At 31 December 於12月31日				
		2011	2010	2009	2008	2007
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Non-current assets	非流動資產	792,760	1,889,099	1,436,304	1,368,908	1,282,002
Current assets	流動資產	2,608,808	2,811,982	3,120,386	2,455,402	2,250,053
Current liabilities	流動負債	(2,199,367)	(1,523,929)	(1,210,385)	(1,255,575)	(822,079)
Non-current liabilities	非流動負債	(545,091)	(1,400,926)	(1,625,468)	(908,932)	(1,070,250)
Non-controlling interests	非控股權益	-	(995)	(2,732)	(13,082)	(12,268)
Equity attributable to owners of the Company	本公司擁有人應佔權益	657,110	1,775,231	1,718,105	1,646,721	1,627,458

Chairman's Statement 主席報告

The board (the "Board") of directors (the "Director") of Sun Century Group Limited (formerly known as Hong Long Holdings Limited) (the "Company") is pleased to announce the consolidated results of the Company and its subsidiaries (collectively referred as the "Group") for the year ended 31 December 2011.

DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2011 (2010: nil). The Group will formulate appropriate dividend policy in accordance with the development needs in the future.

REVIEW AND OUTLOOK

As the Chinese government introduced a series of austerity measures over monetary policy to contain speculation activities in the real estate market, the year 2011 was by any means a difficult year for both the Group and the real estate sector in the People's Republic of China (the "PRC"). Under such circumstances, the real estate market in the PRC experienced the severest and yet the most controversial regulatory policies in 2011. In general, the focus of the macro regulatory policies has shifted from the initial control over the real estate sector to affect related industries as well as the overall economic structure at present.

In review of the real estate industry for the year 2011, property developers, investors and residential buyers all held back by prudence. In 2011, the real estate market seemed to have weathered the storm as the housing prices remained stable amid the continued tightening control measures by the Chinese government which resulted in a significant decline in turnover volume.

太陽世紀集團有限公司(前稱鴻隆控股有限公司)(「本公司」)董事(「董事」)會(「董事會」)欣然公佈本公司及其附屬公司(統稱為「本集團」)截至2011年12月31日止年度的綜合業績。

股息

董事會不建議派發有關截至2011年12月31日止年度之末期股息(2010年:無)。本集團將因應未來的發展需要而制定合適的派息政策。

回顧及展望

不論對本集團或中華人民共和國(「中國」)內地房地產行業,2011年都是艱辛的一年,因為中國政府推出一系列嚴厲貨幣緊縮政策抑制房地產市場的投機活動。在此大潮中,中國房地產市場於2011年經歷了最嚴厲、最飽受爭議的監管政策。整體上,宏觀調控政策已從當初的房地產行業市場調整演變到今天的相關產業以及整體經濟結構的調整。

回顧2011年房地產行業,開發商、投資者及居民消費者均謹慎觀望。於2011年,中國房地產表面看似波瀾不驚,儘管中國政府持續採取緊縮控制措施令成交大跌,房價卻依然堅挺。

Chairman's Statement 主席報告

REVIEW AND OUTLOOK (CONT'D)

We anticipate that the policies on real estate industry will be further rationalised in 2012, contributing to a steady development of the industry. In the work meeting convened earlier in relation to the national housing and the urban-rural development, recommendation was made to support the reasonable housing demand from residents in the coming year and ensure that the demand for loans from the first time buyers will be entertained with high priority. We can see that the focus of the regulatory policies in 2012 will be suppression of speculations, increase in supply and channeling demand. Measures such as imposition of property tax in 70 large and medium cities, extension of purchase limitation to cities of county-level and lowering the deposit required for first-time property buyers and interest rate will be introduced and implemented by municipal governments. There will be segmentation in land supply. The supply of land for medium-to-low commodity housing will be increased so that the prices will fall while the high-end commodity housing will face with reduced supply driving prices up. Increase in supply for medium-to-low commodity housing will become a key area of work in the segment of commodity housing this year. 2012 marks the turning point where market participants will gradually establish a rational mentality. The real estate industry may return to a stage of normal development.

To address the problems arising from difficulties in financing, delay in completion of construction work, overstocking and pressures over loan repayment in the current real estate industry in the PRC, the Group concentrated on integrating its business in 2011. By the orderly disposal of its capital-intensive projects, the Group pooled together its capital resources on developing individual projects, so that construction work could be completed on schedule, the problem of overstocking would be alleviated and the pressure on funding would be relieved, preserving strength for the Group to capture the opportunities ahead. As we expect that the supply for high-end commodity housing will decrease and prices will go up, the development of the Group's business in future will focus on high-end commodity housing, as well as the development of real estate market in both the Yangtze Delta region and the Pearl River Delta region.

Although the Chinese government is expected to remain active in regulating the real estate industry, the urbanisation trend and the traditional concept of purchasing property for getting settled will still create stable demand for the real estate market. We believe that, through effective cost planning and management, we will still be able to perform well and provide return for our investors in the face of adversity.

回顧及展望 (續)

本集團預期國家將於2012年進一步理順房地產政策，使房地產業健康發展。在不久前召開的全國住房和城鄉建設工作會議中，提出明年將支持居民的合理購房需求，優先保證首次購房家庭的貸款需求。由此可見，2012年的調控政策重點為打擊投機、促進供應及引導需求。地方政府將會出台並實施諸如在70大中城市開征房產稅、將限購範圍擴大至縣級城市、降低首套住房貸款成數和利率等政策。土地供應將出現分化，中低商品房土地供應量增加、價格下跌，高端商品房供應減少、價格上漲。加大中低商品房的供應將成為今年在商品房領域的重要工作。2012年是一個轉折點。市場各方將逐步確立理性心態。房地產行業可能會回歸到一個正常產業發展的狀態。

為了針對現時國內房地產出現融資難、工期延遲、庫存積壓及還貸難的現象，本集團於2011年集中整合集團業務的工作，按部就班出售資本密集型的項目，把資金靠攏，集中資源開發個別項目，確保工期按時按量，減少庫存積壓，減低資金需要的壓力，保存本集團實力以待時機來臨。就著我們預期高端商品房供應減少和價格上漲的情況，本集團未來的業務發展，將以高端商品房為主，並將著眼於長三角及珠三角地帶的房地產開發。

雖然預期中國政府對房地產的調控依然積極，但城市化及中國人傳統購房生根的概念仍然為房地產市場提供穩定的需求。本集團有信心，只要做好成本計劃及管理，仍然能逆境自強，做出成績來回報本集團的投資者。

Chairman's Statement 主席報告

SOCIAL RESPONSIBILITY

The Group is committed to bear its social responsibility and contribute to the weak and poor. The employees of the Group have actively participated in various charity activities involving cultural education, disaster relief, environmental protection, health and hygiene, as well as public transportation of the municipal. The Group will continue to promote our corporate culture of dedicating sincerity and love to the community internally, and bear our related social responsibility.

ACKNOWLEDGEMENT

After more than a decade of stable development, the Group still relies on the trust and support of the shareholders, business partners and all the staff in facing the challenges ahead. On behalf of the Board, I would like to express the sincere thanks to all parties concerned.

CHAU Cheok Wa
Chairman

30 March 2012

社會責任

本集團樂於承擔其應盡的社會責任，奉獻力量扶弱濟貧。本集團的員工積極參與文化教育、賑災、環境保護、醫療衛生及市政交通等有關的公益活動。未來本集團將繼續在內部推行誠愛社會的企業文化，承擔相應的社會責任。

感謝

經歷逾十年的穩步發展，面向今後的挑戰，本集團仍要依賴股東、商業夥伴以及全體員工的信任和支持，本人謹代表董事會向各界衷心致謝。

周焯華
主席

2012年3月30日

Management Discussion and Analysis 管理層討論及分析

FINANCIAL REVIEW

Turnover: Turnover comprises of sales proceeds of properties delivered and property leasing income. The dramatic decrease in turnover for the year 2011 is owing to less gross floor area ("GFA") sold when compared with 2010. In 2011, we have delivered office units and shop of approximately 8,160m² GFA and residential units of approximately 6,340m² GFA, while we have delivered office units and shop of approximately 42,280m² GFA and residential units of approximately 44,190m² GFA in 2010. The selling price of office units and shop is much higher than that of residential units also resulted in the decrease in turnover.

Other net expenses: The increase in 2011 was mainly due to loss on disposal of investment properties of approximately RMB22,000,000 and no such expenses was recorded in 2010.

Other income: The increase in 2011 was mainly due to the reversal of over provision of accruals of approximately RMB9,847,000 and no such income was recorded in 2010.

Selling and distribution expenses: The decrease in 2011 was mainly due to the shrink of advertising and promotion expenses after the Hong Long Century Plaza has been delivered.

General and administrative expenses: The decrease in 2011 was mainly due to the disposal of subsidiaries as a result of integration of business.

Other operating expenses: The increase in 2011 was mainly due to the advisory for the Group re-organisation of approximately RMB9,500,000 and a compensation of approximately RMB44,800,000 for the cancellation of a property sales agreement.

Net (decrease)/increase in fair value of investment properties: The change in fair value was mainly due to the prevailing market conditions. In addition, the Group entered a sale and purchase agreement to dispose of Hong Long Plaza at consideration of RMB780 million after the reporting period, resulting in a loss of RMB715 million, such loss has been recognised as decrease in fair value of investment properties during the year ended 31 December 2011.

財務回顧

營業額：營業額包括交付物業的銷售所得及物業租賃收入。2011年的營業額急劇下跌是由於所出售的建築面積（「建築面積」）與2010年相比較少。於2011年，本集團交付了約8,160 m² 建築面積的寫字樓單位及店鋪及約6,340 m² 建築面積的住宅單位，而於2010年本集團交付了約42,280 m² 建築面積的寫字樓單位及店鋪及約44,190 m² 建築面積的住宅單位。寫字樓單位及店鋪的銷售遠高於住宅單位，營業額亦因此減少。

其他支出淨額：於2011年增加主要由於出售投資物業虧損約人民幣22,000,000元，而於2010年並未錄得此開支。

其他收入：於2011年增加主要由於撥回預提費用之超額撥備約人民幣9,847,000元，而於2010年並未錄得此收入。

銷售及分銷成本：於2011年減少主要由於鴻隆世紀廣場交付後進行的廣告及促銷活動收縮所致。

一般及行政費用：於2011年減少主要由於業務合併而出售附屬公司所致。

其他營運費用：於2011年增加主要由於為本集團重組顧問服務而支付約人民幣9,500,000元及因取消物業銷售協議所產生的賠償約人民幣44,800,000元。

投資物業公允值(減少)／增加淨額：公允值變動主要由於當前市況所致。再者，本集團於報告期後，簽定買賣協議以代價人民幣780,000,000元出售鴻隆廣場。因此，於2011年12月31日止年度內確認了人民幣715,000,000元之投資物業公允值減少。

Management Discussion and Analysis 管理層討論及分析

FINANCIAL REVIEW (CONT'D)

Impairment loss on inventories: The impairment represented (i) the difference between the recognised inventory costs in Chaohu Project and its fair value valued by an independent valuer and (ii) write down to net realisable value for underground car-parking spaces in Hong Long Century Plaza. No such impairment loss was recognised in 2010.

Net change in fair value of derivative financial instruments: In September 2007, the Company issued Senior Note with warrants. The change in fair value, as assessed by an independent valuer, has been recorded in the consolidated statement of comprehensive income. It is a non-cash item.

Gain on bargain purchase in respect of business combination: It was related to the gain on acquisition of a former subsidiary holding Dayawan Jade Hill project in 2010.

Gain on derecognition of available-for-sale financial assets: An available-for-sale financial asset has been derecognised in 2011 with a gain. However, no such item in 2010.

Gain on disposal of subsidiaries: During 2011, the Group disposed of various subsidiaries as a result of Group re-organisation. The gain in 2010 was related to the disposal of subsidiaries holding Huizhou Urban Upstream Landscape Villa project and the right to acquire certain office units in Tower A of Hong Long Century Plaza respectively.

Income tax: The tax credit was mainly due to the written back of deferred taxation liabilities as a result of the disposal of investment properties and the decrease in fair value of the remaining investment properties held by the Group in 2011.

SEGMENT ANALYSIS

In 2011, property development income and property leasing income accounted for approximately 88.92% (2010: 91.88%) and 11.08% (2010: 8.12%) respectively.

財務回顧(續)

存貨之減值虧損：減值乃(i)巢湖項目已確認庫存成本與其由獨立估值師評估之公允值之間的差額及(ii)鴻隆世紀廣場地下停車庫下調至可變現淨值。於2010年並沒有此減值虧損。

衍生金融工具的公允值變動淨額：於2007年9月，本公司發行附有認股權證的優先票據。該部分的公允值變動(由獨立估值師評估)已記錄於綜合全面收益表，其為非現金項目。

有關業務合併的議價購買收益：此乃有關於2010年收購一間持有大亞灣翡翠山城項目之前附屬公司的收益。

終止確認可供出售金融資產收益：於2011年終止確認一項可供出售金融資產而錄得收益。然而，於2010年並無此項目。

出售附屬公司收益：於2011年，由於本集團重組而出售若干附屬公司。於2010年度，此收益乃有關出售分別持有惠州鴻隆江山項目及擁有收購鴻隆世紀廣場A座若干寫字樓單位權利之附屬公司。

所得稅：稅項抵免主要由於出售投資物業之遞延稅項負債撥回及本集團於2011年所持有之餘下投資物業公允值減少。

分部分析

於2011年，物業發展收入及物業租賃收入分別約佔88.92%(2010年：91.88%)及11.08%(2010年：8.12%)。

Management Discussion and Analysis 管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES AND GEARING

Bank and cash balances and pledged deposits as at 31 December 2011 amounted to approximately RMB50.13 million (31 December 2010: RMB102.22 million) which including RMB4.42 million, US\$0.04 million, and HK\$55.99 million.

The Group had total borrowings of approximately RMB1,312.96 million as at 31 December 2011 (31 December 2010: RMB1,935.43 million), of which RMB865.96 million was repayable within one year and the remaining RMB447.00 million was repayable more than one year but not exceeding two years. The Group's borrowings carried interest at fixed or floating interest rates. The Group's total borrowings divided by total assets as at 31 December 2011 was 38.60% (31 December 2010: 41.17%).

As at 31 December 2011, the Group had current assets of approximately RMB2,608.81 million (31 December 2010: RMB2,811.98 million) and current liabilities of approximately RMB2,199.37 million (31 December 2010: RMB1,523.93 million).

CHARGE ON ASSETS

As at 31 December 2011, bank and other borrowings of approximately RMB1,222.60 million were secured by certain investment properties, inventories, prepaid land cost and pledged deposits of the Group of approximately RMB780.00 million, RMB654.32 million, RMB74.94 million and RMB0.86 million respectively.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

The Group's monetary assets, loans and transactions are principally denominated in Renminbi. All of the Group's borrowings are denominated in Renminbi. The Group did not engage in any derivative activities and did not commit to any financial instruments to hedge its balance sheet exposure as at 31 December 2011.

CONTINGENT LIABILITIES

For the details of contingent liabilities, please refer to the note 38 to the financial statements.

流動資金、財務資源及負債比率

於2011年12月31日，銀行及現金結餘及抵押存款約達人民幣50.13百萬元(2010年12月31日：人民幣102.22百萬元)，包括人民幣4.42百萬元、0.04百萬美元及55.99百萬港元。

於2011年12月31日，本集團的借貸總額約為人民幣1,312.96百萬元(2010年12月31日：人民幣1,935.43百萬元)，其中須於一年內償還的借貸為人民幣865.96百萬元，及餘額人民幣447.00百萬元須一年後但於兩年內償還。本集團借貸以定息或浮動息率計息。本集團於2011年12月31日的借貸總額除以總資產為38.60%(2010年12月31日：41.17%)。

於2011年12月31日，本集團有流動資產約人民幣2,608.81百萬元(2010年12月31日：人民幣2,811.98百萬元)及流動負債約人民幣2,199.37百萬元(2010年12月31日：人民幣1,523.93百萬元)。

對資產的抵押

於2011年12月31日，銀行及其他借貸約人民幣1,222.60百萬元由本集團分別約值人民幣780.00百萬元、人民幣654.32百萬元、人民幣74.94百萬元及人民幣0.86百萬元的若干投資物業、存貨、預付土地成本及抵押存款作抵押。

匯率波動風險及有關對沖

本集團的貨幣資產、貸款和交易主要以人民幣計值。本集團借貸全部以人民幣計值。於2011年12月31日，本集團並沒有參與任何衍生工具活動及並無對任何金融工具作出承擔以對沖資產負債表的風險。

或然負債

有關或然負債之詳情，謹請參考財務報表附註38。

Management Discussion and Analysis 管理層討論及分析

TREASURY POLICIES AND CAPITAL STRUCTURE

The Group adopts a prudent approach with respect to treasury and funding policies, with a focus on risk management and transactions that are directly related to the underlying business of the Group.

EMPLOYEES

As at 31 December 2011, the Group had a staff force of approximately 65 employees. Of this, most were stationed in the PRC. The remuneration of employees was in line with the market trend and commensurable to the level of pay in the industry. Remuneration of the Group's employees includes basic salaries, bonuses and long-term incentives (such as Share Option Scheme). Total staff costs incurred for the year 2011 was approximately RMB27.41 million.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year 2011 (2010: nil). A special dividend of HK\$0.15 per ordinary share was declared on 5 February 2010 and was recognised as distribution on 31 March 2010.

BUSINESS REVIEW

The Group is principally engaged in the development of middle to high end residential and commercial properties as well as leasing of commercial properties in Guangdong, Liaoning and Anhui Provinces, the PRC.

During the year ended 31 December 2011, the Group has disposed of two investment properties, namely Shenzhen Baorun Decorative Material Mall and Shenzhen Gangrun Commercial Plaza. At 31 December 2011, the Group's total leasable GFA has been decreased from approximately 75,000m² to 64,000m².

Summary of development and status of existing projects are reported in the following paragraphs.

財資政策及資本結構

本集團就其財資政策採取審慎策略，並專注於風險管理及與本集團之相關業務有直接關係之交易。

僱員

於2011年12月31日，本集團擁有約65名員工，其中絕大部分常駐中國。僱員的薪酬與市場趨勢一致，可與業內的薪酬水平相比。本集團僱員的薪酬包括基本薪金、花紅及長期獎勵（如認股權計劃）。2011年所產生的員工成本總額約為人民幣27.41百萬元。

末期股息

董事會不建議宣派2011年之末期股息（2010年：無）。每股普通股0.15港元的特別股息已於2010年2月5日宣派並於2010年3月31日確認為分派。

業務回顧

本集團主要在中國廣東省、遼寧省及安徽省從事中高檔住宅及商業物業的開發和商業物業的租賃業務。

截至2011年12月31日止年度，本集團已出售其兩項投資物業，即深圳寶潤裝飾材料城及深圳港潤商業廣場。於2011年12月31日，本集團可供租賃之總建築面積從約75,000m²減少至64,000m²。

現有項目之發展及狀況於下文概述。

Management Discussion and Analysis 管理層討論及分析

BUSINESS REVIEW (CONT'D)

PROJECTS UNDER DEVELOPMENT

Shenzhen Zirui Garden: Zirui Garden is in the boarder land of Luohu district and Buji of Longgang district of Shenzhen, on the hillside of the east side of Qingping expressway and Fengyi mountain tunnel. Zirui Garden consists of premier villas, residential units and retail shops with planned GFA of approximately 135,000m². The project is under construction with pre-sale and delivery in phases scheduled for 2012 onwards.

Chaohu Vacation Water Town: Vacation Water Town is situated in Zhongmiao Town of Chaohu in Anhui Province. Vacation Water Town consists of lake-side villas and residential units with planned GFA of approximately 116,000m². The Group planned to commence pre-sale of the residential project in phases on the fourth quarter of 2012 onwards.

Shenyang Project: Shenyang Project includes Shengshi Yayuan and Shenyang Hong Long Century Business Square, situated in Shenyang Tiexi Industrial New City of Shenyang Economic and Technological Development Zone of Liaoning Province. Shengshi Yayuan consists of high-end residence with planned GFA of approximately 196,000m². Shenyang Hong Long Century Business Square consists of office building and five-star hotel with planned GFA of approximately 193,000m². Both of Shengshi Yayuan and Shenyang Hong Long Century Business Square are under construction. After the reporting period, the Group proposed to dispose of Shenyang Hong Long Century Business Square to an independent third party with a consideration of RMB82 million. Details of this disposal had been set out in the Company's announcement dated 6 January 2012.

DISPOSAL OF PROJECTS/ASSETS

The Group disposed of certain projects and assets in 2011 and subsequent to the reporting period. We considered these are good opportunities for us to realise these investments at reasonable prices. In addition, we will no longer be required to provide further resources for these investments, so that the Group may relocate its resources to other investments which may generate higher returns for the Group.

The Group disposed of the following projects/assets in 2011:

- 1) a wholly owned subsidiary which shall develop urban regeneration projects at Guangchang North Street, Yuanling District and two other sites in Shenzhen at a consideration of RMB20,800,000.
- 2) a wholly owned subsidiary which shall develop Yinghua project at a consideration of RMB28,000,000.

業務回顧 (續)

發展中項目

深圳紫瑞花園: 紫瑞花園坐落在羅湖區與龍崗區布吉交界處，清平高速及風儀山隧道東側山坡上。紫瑞花園由高級別墅、住宅單位及零售商店鋪組成，規劃建築面積約135,000m²。此項目現正在開發中，並計劃於2012年起分階段預售及交付。

巢湖假日水鎮: 假日水鎮位於安徽省巢湖忠廟鎮。假日水鎮由湖濱別墅和住宅單位組成，規劃建築面積約116,000m²。本集團計劃2012年第四季度起開始分階段預售住宅項目。

瀋陽項目: 瀋陽項目包括盛世雅苑及瀋陽鴻隆世紀商業廣場，位於遼寧省瀋陽經濟技術開發區瀋陽鐵西產業新城。盛世雅苑由規劃建築面積約196,000m²的高檔住宅組成。瀋陽鴻隆世紀商業廣場由規劃建築面積約193,000m²的寫字樓及五星級酒店組成。兩個項目均在建設中。於報告期後，本集團計劃以代價人民幣82百萬元出售瀋陽鴻隆世紀商業廣場予一名獨立第三方。出售事項詳情載於本公司日期為2012年1月6日的公佈。

出售項目／資產

本集團已於2011年及於報告期間後出售若干項目及資產。本集團認為，此乃本集團以合理價格變現該等投資之良機。此外，本集團將不再需要向該等投資提供進一步資源，因此本集團可將其資源配置於可為本集團帶來更高回報之其他投資。

本集團已於2011年出售以下項目／資產：

- 1) 一間將開發園嶺區廣場北街城市更新項目及深圳兩處其他地盤之全資附屬公司，代價為人民幣20,800,000元。
- 2) 一間將開發英華項目之全資附屬公司，代價為人民幣28,000,000元。

Management Discussion and Analysis 管理層討論及分析

BUSINESS REVIEW (CONT'D)

DISPOSAL OF PROJECTS/ASSETS (CONT'D)

- 3) a 90% owned subsidiary which shall develop Dongguan Qiaotou project at a consideration of RMB4,000,000.
- 4) a wholly owned subsidiary which is developing Zhangjiakou Xiang Jiang City project at a consideration of HK\$80,000,000.
- 5) a wholly owned subsidiary which is developing Meizhou Grace Garden project at a consideration of RMB8,000,000.
- 6) a wholly owned subsidiary which shall develop Huaxing Plaza project at a consideration of RMB6,000,000.
- 7) a wholly owned subsidiary which previously owned a project, Jade Hill City, at a consideration of RMB19,000,000.
- 8) a wholly owned subsidiary which operating property management, at a consideration of RMB720,000.
- 9) an investment property namely Shenzhen Baorun Decorative Material Mall at a consideration of RMB30,000,000.
- 10) an investment property, shop unit 201 of Shenzhen Gangrun Commercial Plaza at a consideration of RMB30,000,100.
- 11) the land to be developed for Bauhinia Garden project at a consideration of RMB4,550,000.
- 12) an office unit approximately 800m² at Shenzhen at a consideration of approximately RMB3,734,000.

Subsequent to the reporting period, the Group disposed of the following project:

- 1) a wholly owned subsidiary which is developing Xingning Ningjiang Uptown project at a consideration of HK\$294,840,000.

Subsequent to the reporting period, the Group has entered agreements and proposed to dispose of the following projects/costs:

- 1) a wholly owned subsidiary which is developing Shenyang Hong Long Century Business Square at a consideration of RMB82,000,000.
- 2) an investment property, namely Hong Long Plaza at a consideration of RMB780,000,000.

業務回顧(續)

出售項目／資產(續)

- 3) 一間將開發東莞橋頭項目之90%附屬公司，代價為人民幣4,000,000元。
- 4) 一間正在開發張家口香江名城項目之全資附屬公司，代價為80,000,000港元。
- 5) 一間正在開發梅州溫馨花園項目之全資附屬公司，代價為人民幣8,000,000元。
- 6) 一間將開發華興廣場項目之全資附屬公司，代價為人民幣6,000,000元。
- 7) 一間之前擁有翡翠山城項目之全資附屬公司，代價為人民幣19,000,000元。
- 8) 一間經營物業管理之全資附屬公司，代價為人民幣720,000元。
- 9) 一項投資物業，名為深圳寶潤裝飾材料城，代價為人民幣30,000,000元。
- 10) 一項投資物業，名為深圳港潤商業廣場之201號店鋪單位，代價為人民幣30,000,100元。
- 11) 擬開發為紫荊花園項目之土地，代價為人民幣4,550,000元。
- 12) 一個位於深圳之約800m²寫字樓單位，代價為約人民幣3,734,000元。

於報告期間後，本集團已出售以下項目：

- 1) 一間正在開發興寧江新城項目之全資附屬公司，代價為294,840,000港元。

於報告期間後，本集團已簽定協議，擬出售以下項目／資產：

- 1) 一間正在開發瀋陽鴻隆世紀商業廣場之全資附屬公司，代價為人民幣82,000,000元。
- 2) 一項投資物業，名為鴻隆廣場，代價為人民幣780,000,000元。

Biographical Details of Directors 董事之履歷

EXECUTIVE DIRECTORS

Mr. Chau Cheok Wa, aged 37, was born in the Macao Special Administrative Region ("Macao") and is a Portuguese national. He joined the Company in September 2011 as executive director and acted as the Chairman of the Company on 8 November 2011. He received his education in Macao and has since then engaged in the business of operating and managing V.I.P. clubs, in which he has over ten years of experience, at the entertainment V.I.P. clubs at hotels in Macao. Under Mr. Chau's leadership, the number of entertainment V.I.P. clubs managed by Mr. Chau has soared from one to ten in the last five years, eight of which are at the five-star hotels in Macao including StarWorld Hotel Macau, Venetian Macao Resort Hotel, Grand Lisboa Macau, Wynn Macau (three V.I.P. clubs) and MGM Grand Macau; and one of which is at the entertainment V.I.P. club of the world-renowned Walker Hill in Seoul, the capital of the South Korea. Mr. Chau is currently an executive director and the chairman of Sun International Resources Limited (formerly known as Sun International Group Limited) (Stock Code: 08029) ("Sun International"), a company listed on the Growth Enterprise Market ("GEM Board") of The Stock Exchange of Hong Kong Limited ("Stock Exchange"). Mr. Chau is also a Committee Member of China Overseas Friendship Association (中華海外聯誼會).

Mr. Zeng Yunshu, aged 59, an executive director, a member of the remuneration committee of the Company. Mr. Zeng is founder of Hong Long Property Group Limited, the major operating subsidiary of the Group. Prior to the establishment of the Group, Mr. Zeng worked in the Xingning City and Meizhou municipal governments from 1981 to 1990. Mr. Zeng worked in Shenzhen Petrochemical Industry (Group) Co. Ltd. from 1991. Mr. Zeng was awarded the title of "Outstanding Contributor" for the development of Xingning's economy. Mr. Zeng has more than 19 years' experience in the development and management of properties since 1993. Currently, he is also a standing committee member of the People's Political Consultative Committee of Meizhou, Guangdong Province, and a member of the Hong Kong Institute of Directors.

執行董事

周焯華先生，37歲，於澳門特別行政區（「澳門」）出生，為葡萄牙籍公民。彼於2011年9月作為執行董事加入公司，並於2011年11月8日擔任本公司主席。彼於澳門接受教育，畢業後一直於澳門各酒店之娛樂場貴賓會從事營運及管理貴賓會業務，累積經驗逾十年。在周先生之帶領下，周先生所管理之娛樂場貴賓會數目在過去五年由一間增至十間，其中八間均設於澳門之五星級酒店，包括澳門星際酒店、澳門威尼斯人渡假村酒店、澳門新葡京酒店、澳門永利渡假酒店（三間貴賓會）及澳門美高梅金殿，其中一間設於南韓首都首爾市內世界馳名之華克山莊之娛樂場貴賓會。周先生於現時為太陽國際資源有限公司（前稱為太陽國際集團有限公司）（於香港聯合交易所有限公司「聯交所」創業板市場（「創業板」）上市，股份代號：08029）（太陽國際）之執行董事及主席。周先生亦為中華海外聯誼會之委員。

曾雲樞先生，59歲，本公司執行董事兼薪酬委員會之成員。曾先生為本集團主要經營附屬公司鴻隆地產之創始人。於成立本集團前，曾先生於1981年至1990年在興寧市及梅州市政府部門工作。1991年起，任職於深圳石化工業集團股份有限公司。曾先生因發展興寧經濟而獲得「傑出貢獻」獎。自1993年至今，曾先生在物業開發及管理方面擁有逾19年的豐富經驗。目前，彼亦是廣東省梅州市政協常委及香港董事學會會員。

Biographical Details of Directors 董事之履歷

EXECUTIVE DIRECTORS (CONT'D)

Mr. Lee Chi Shing Caesar, aged 48, joined the Company in September 2010 as executive director. Mr. Lee obtained a Professional Diploma in Accountancy from the Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) in 1985 and a Bachelor of Arts in Business Studies from the City Polytechnic of Hong Kong (now known as the City University of Hong Kong) in 1994. Mr. Lee had worked in the Inland Revenue Department for over 15 years after his graduation. In 2000, Mr. Lee joined Ernst and Young, an international accounting firm, as a senior manager. Mr. Lee later obtained a Master degree in International Accountancy from the City University of Hong Kong in 2001. Mr. Lee was an executive director of Tanrich Financial Holdings Limited (Stock code: 00812), a company listed on the Main Board of the Stock Exchange from 1 November 2004 to 29 June 2005. Mr. Lee was also an executive director of Info Communication Holdings Limited, a company (now renamed as Sage International Group Limited) (Stock code: 08082) listed on the Growth Enterprise Market of the Stock Exchange, from 23 November 2007 to 1 September 2010. Mr. Lee has been the executive director of Sun International, Newtree Group Holdings Limited (a company listed on the Main Board of the Stock Exchange) (Stock Code:01323) and TLT Lottainment Group Limited (a company listed on the Growth Enterprise Market of the Stock Exchange) (Stock Code: 08022) since 14 August 2006, 4 October 2011 and 28 October 2011 respectively. Mr. Lee is experienced in corporate management and internal control. Mr. Lee is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. In addition, Mr. Lee is a member of the Society of Registered Financial Planners.

Ms. Yeung So Mui, aged 35, joined the Company in October 2010 as executive director. Ms. Yeung is the founder and a director of Sparkle Life Charity Fund Limited. Ms. Yeung is experienced in corporate management.

Ms. Cheng Mei Ching, aged 30, joined the Company in September 2011 as executive director. Ms. Cheng holds a bachelors degree in commerce (marketing and advertising) from Curtin University of Technology in Perth, Western Australia. Ms. Cheng has over the past adopted a pragmatic and proactive management approach; and delivered solid performance in various areas, in particular corporate management and internal control. Ms. Cheng works at a subsidiary of Sun International since her graduation and is currently an executive director of Sun International. Ms. Yeung So Mui, an executive Director, is the sister-in-law of Ms. Cheng.

Ms. Yeung So Lai, aged 34, joined the Company in September 2011 as executive director. Ms. Yeung is presently a director of a number of private companies engaged in the business of bird's net trading and investment holding. Ms. Yeung is experienced in corporate management. Ms. Yeung is currently an executive director of Sun International. Ms. Yeung So Mui, an executive Director, is her sister.

執行董事(續)

李志成先生，48歲，於2010年9月加入本公司任執行董事。李先生於1985年獲香港理工學院(現為香港理工大學)頒發會計專業文憑，並於1994年獲香港城市理工學院(現為香港城市大學)頒發商學文學士學位。李先生畢業後於稅務局工作逾15年。於2000年，李先生加入一家國際會計師事務所—安永會計師事務所，出任高級經理。之後，李先生於2001年獲香港城市大學頒發國際會計碩士學位。李先生於2004年11月1日至2005年6月29日擔任敦沛金融控股有限公司(股份代號：00812)(於聯交所主板上市之公司)執行董事。李先生亦於2007年11月23日至2010年9月1日擔任訊通控股有限公司(現稱仁智國際集團有限公司)(股份代號：08082)(於聯交所創業板上市之公司)執行董事。李先生分別自2006年8月14日、2011年10月4日及2011年10月28日起擔任太陽國際、友川集團控股有限公司(於聯交所主板上市之公司)(股份代號：01323)及彩娛集團有限公司(於聯交所創業板上市之公司)(股份代號：08022)之執行董事。李先生於公司管理及內部控制方面經驗豐富。李先生為香港會計師公會及特許公認會計師公會資深會員。此外，李先生為註冊財務策劃師協會會員。

楊素梅女士，35歲，於2010年10月加入本公司任執行董事。楊女士為點點亮慈善基金有限公司的創辦人及董事，於企業管理方面擁有豐富經驗。

鄭美程女士，30歲，於2011年9月作為執行董事加入本公司，持有西澳洲珀斯科廷科技大學(Curtin University of Technology)商業學士(市場推廣與廣告)學位。鄭女士於過往採取務實積極的管理方法，在多個領域尤其是企業管理及內部控制方面表現卓越。鄭女士自畢業後於太陽國際一間附屬公司工作，現時亦為太陽國際之執行董事。執行董事楊素梅女士與鄭女士為妯娌關係。

楊素麗女士，34歲，於2011年9月作為執行董事加入本公司。楊女士現為多間從事燕窩貿易及投資控股業務之私營公司之董事。楊女士甚具企業管理經驗。楊女士現時為太陽國際之執行董事。楊女士為執行董事楊素梅女士的姐妹。

Biographical Details of Directors 董事之履歷

EXECUTIVE DIRECTORS (CONT'D)

Mr. Leung Ming Ho Vincent, aged 36, joined the Company in September 2011 as executive director. Mr. Leung holds a bachelor of business administration degree in marketing from the Hong Kong Baptist University. Mr. Leung has extensive experience in marketing and management and was the General Manager of Pro Vision Technology Ltd. Since 2011, he was appointed as Assistant to General Manager of Sun International.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Li Jun, aged 50, joined the Company in January 2007 as an independent non-executive director, the chairman of the remuneration committee and a member of the audit committee and the nomination committee, respectively. Dr. Li has extensive experience in enterprise management and investment risk control. Dr. Li is currently a non-executive director of Global Flex Holdings Limited (Stock Code: 00471) and an independent non-executive director of Zhejiang Glass Company, Limited (Stock Code: 00739) respectively, he resigned an executive director of Superb Summit International Timber Company Limited (Stock Code: 01228) on February 2009, all of the companies are listed on the Main Board of the Stock Exchange.

Mr. Cheung Ngai Lam, aged 43, joined the Company in January 2007 as an independent non-executive director, the chairman of audit committee, a member of the remuneration committee and nomination committee. Mr. Cheung is a member of the American Institute of Certified Public Accountants and CPA Australia. Mr. Cheung obtained a Bachelor Degree in Social Sciences from the University of Hong Kong, a Master of Accounting Degree from Curtin University of Technology, Perth, Australia and a Master of Science (Investment Management) Degree in Finance from the Hong Kong University of Science and Technology. He is an independent non-executive director of China Environmental Resources Group Limited (formerly known as Benefun International Holdings Limited) (Stock Code: 01130), a Hong Kong Main Board listed company, since 4 July 2008. Mr. Cheung currently works as the Corporate Development Director for Profound Heavy Industrial Limited. Mr. Cheung served at Deloitte Touche from 1991 to 1994, and he was the vice president and executive vice president of Daiwa Securities and Japan Asia Securities from 1994 to 2002 and 2002 to 2005 respectively. Mr. Cheung also worked as the Corporate Finance Director of Grant Thornton from 2005 to 2008. Mr. Cheung has extensive experience in the accounting area and capital market.

執行董事(續)

梁銘浩先生，36歲，於2011年9月作為執行董事加入本公司。梁先生持有香港浸會大學工商管理學士學位，專修市場學。梁先生擁有豐富的市場推廣及管理經驗，並曾擔任衛駿科技有限公司總經理。自2011年起，彼獲委任為太陽國際總經理助理。

獨立非執行董事

李珺博士，50歲，於2007年1月加入本公司，任獨立非執行董事、薪酬委員會主席、審核委員會及提名委員會成員。李博士於企業管理及投資風險控制方面擁有豐富經驗，現分別為佳邦環球控股有限公司(股份代號：00471)的非執行董事及浙江玻璃股份有限公司(股份代號：00739)的獨立非執行董事，於2009年2月辭任奇峰國際木業有限公司(股份代號：01228)的執行董事，上述公司均在聯交所主板上市。

張毅林先生，43歲，於2007年1月加入本公司，任獨立非執行董事、審核委員會主席、薪酬委員會及提名委員會會員。張先生為美國執業會計師公會會員及澳大利亞會計師公會會員。張先生擁有香港大學社科學士、澳大利亞柏斯科技大學會計碩士及香港科技大學理學碩士(投資管理學)。自2008年7月4日至今，為香港主板上市公司中國環境資源集團有限公司(前稱奮發國際控股有限公司(股份代號：01130))之獨立非執行董事。張先生現為偉業重工有限公司企業發展部總監。張先生曾於1991年至1994年在德勤會計師事務所任職，並於1994年至2002年和2002年至2005年期間分別擔任日資大和證券和日亞證券之副總裁和執行副總裁，並於2005年至2008年期間任均富會計師行之企業融資部總監。張先生於會計及資本市場方面累積了豐富經驗。

Biographical Details of Directors 董事之履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (CONT'D)

Mr. Cheung Kwok Yu, aged 41, joined the Company in September 2011 as an independent non-executive director, the chairman of nomination committee and a member of audit committee. Mr. Cheung has over 20 years of working experience in international accounting firms and law firms and listed companies in direct investment, accounting, legal, corporate finance and mergers and acquisitions. Mr. Cheung is a Chartered Financial Analyst charterholder and a professional accountant in Hong Kong, and is also qualified as a solicitor in Hong Kong. He has a Master degree in Applied Finance from the Macquarie University in Sydney and a Bachelor of Arts degree in Accountancy from the Hong Kong Polytechnic University. Mr. Cheung is currently an executive director of Pearl Oriental Innovation Limited (Stock Code: 00632). Mr. Cheung was also an independent non-executive director of Global Green Tech Group Limited (Stock Code: 00274) during the period from 25 September 2009 to 31 December 2010. All of the companies are listed on the Main Board of the Stock Exchange.

Mr. Lui Man Wah, aged 29, joined the Company in February 2012 as an independent non-executive director, a member of audit committee, remuneration committee and nomination committee. Mr. Lui graduated from the Hong Kong Polytechnic University with a Bachelor of Arts degree in business studies in 2004. He then obtained a Master of Commerce degree from the Macquarie University in 2005. He is currently the Vice President of the Equities Department of SBI E2 Capital Financial Services Limited. Prior to joining SBI E2 Capital Financial Services Limited, he had previously served in various financial institutions for over five years. He was Institutional Sales Manager of the Securities Department of Cinda International Limited from December 2009 to October 2010. From December 2008 to June 2009, he was the Vice President of Polaris (HK) Securities Limited.

獨立非執行董事 (續)

張國裕先生，41歲，於2011年9月加入本公司，為獨立非執行董事、提名委員會主席及審核委員會成員。張先生先後任職於國際會計、法律事務所及上市公司，在直接投資、會計、法律、企業融資及收購合併等工作具20年以上經驗。張先生為特許財務分析師資格持有人及香港專業會計師，亦為香港合資格律師。張先生持有悉尼麥格理大學(Macquarie University)應用金融碩士學位及香港理工大學會計系文學學士學位。張先生目前為東方明珠創業有限公司(股份代號：00632)之執行董事。張先生亦曾在2009年9月25日至2010年12月31日期間任高寶綠色科技集團有限公司(股份代號：0274)之獨立非執行董事，上述公司均在聯交所主板上市。

呂文華先生，29歲，於2012年2月加入本公司；為獨立非執行董事、審核委員會成員、薪酬委員會成員、提名委員會成員，呂先生2004年畢業於香港理工大學，擁有商業學文學士學位。彼其後於2005年獲得麥格理大學商業碩士學位。彼現任軟庫金滙金融服務有限公司證券部副總裁。於加入軟庫金滙金融服務有限公司之前，彼曾於多間金融機構就職，共歷時逾五年。於2009年12月至2010年10月，彼為Cinda International Limited 證券部機構銷售經理。於2008年12月至2009年6月，彼任寶來證券(香港)有限公司證券部副總裁。

Directors' Report 董事會報告

The Board is pleased to present their annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2011.

PRINCIPAL ACTIVITIES AND SUBSIDIARIES

The Company acts as an investment holding company. The Group is a real estate property developer in the PRC. The principal activities of its principal subsidiaries as at 31 December 2011 are set out in note 41 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

CHANGE OF COMPANY NAME

In order to provide the Company with a fresh and new corporate image and identity, on 1 February 2012, the shareholders of the Company at the extraordinary general meeting approved the change of the Company's name to "Sun Century Group Limited" and the adoption of "太陽世紀集團有限公司" as the Chinese name of the Company for identification purpose only. The new name and new Chinese name of the Company are effective commencing from 1 February 2012.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2011 and the state of affairs of the Group at that date are set out in the consolidated statement of comprehensive income on page 44 of this annual report.

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2011 (2010: nil).

On the Group's 10th anniversary and the 3rd anniversary of its listing, a special dividend of HK\$0.15 per ordinary share was declared on 5 February 2010 as a token of thanks to the continuous support and trust given by the shareholders. Relevant cash and scrip dividends in lieu of cash at HK\$1.29 per share were distributed to the shareholders on 31 March 2010. The Group will formulate appropriate dividend policy in accordance with the development needs in the future.

董事會欣然提呈本集團截至2011年12月31日止年度的年報及經審核綜合財務報表。

主要業務及附屬公司

本公司為投資控股公司。本集團為中國房地產開發商。於2011年12月31日，其主要附屬公司之主要業務載於財務報表附註41。本集團主要業務之性質於年內無重大改變。

更改公司名稱

為使本公司具備全新的企業形象及身份，於2012年2月1日，本公司股東於股東特別大會上同意將本公司名稱更改為「Sun Century Group Limited」及採納「太陽世紀集團有限公司」作為其中文名稱僅供識別。本公司新名稱及新中文名稱於2012年2月1日起生效。

業績及股息

本集團於截至2011年12月31日止年度之業績及本集團截至該日止之狀況載於第44頁之綜合全面收益表。

董事並不建議派發截至2011年12月31日止年度的末期股息(2010年：無)。

適逢本集團成立十週年及上市三週年，為回報股東一直以來的支持和信任，董事會於2010年2月5日宣派特別股息每股普通股0.15港元。有關現金及以每股1.29港元折算的股票股息已於2010年3月31日分派給各股東。本集團將因應未來的發展需要而制定合適的派息政策。

Directors' Report 董事會報告

RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and note 35 to the financial statements respectively.

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution comprise share premium, capital reserve and retained profits/accumulated losses. The Company's reserves available for distribution to the shareholders at 31 December 2011 were approximately RMB670,769,000 (2010: RMB693,616,000).

CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to approximately RMB1,403,000 (2010: RMB1,253,000).

INVESTMENT PROPERTIES

Details of the investment properties of the Group during the year are set out in note 18 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 17 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2011, the aggregate sales attributable to the Group's largest customer and the five largest customers taken together accounted for 19.01% and 42.87% of the aggregate of the Group's total turnover for the year.

During the year ended 31 December 2011, the aggregate purchases attributable to the Group's largest supplier and the five largest suppliers taken together accounted for 23.81% and 45.81% of the Group's total purchases for the year.

None of the Directors, their respective associates or, so far as the Directors are aware, any shareholder who owns more than 5% of the issued share capital of the Company has any interest in any of the said top five customers and suppliers of the Group for the year.

儲備

本集團及本公司年內儲備變動的詳情分別載於綜合權益變動表及財務報表附註35。

可供分派儲備

本公司的可供分派儲備包括股份溢價、資本儲備及保留溢利／累積虧損。本公司於2011年12月31日可供股東分派的儲備約為人民幣670,769,000元(2010年：人民幣693,616,000元)。

慈善捐款

本集團年內作出之慈善捐款約為人民幣1,403,000元(2010年：人民幣1,253,000元)。

投資物業

本集團於年內的投資物業詳情載於財務報表附註18。

物業、機器及設備

本集團及本公司於年內的物業、機器及設備詳情載於財務報表附註17。

主要客戶及供應商

截至2011年12月31日止年度，本集團最大客戶及五大客戶之總銷售額分別佔本集團本年度總營業額的19.01%及42.87%。

截至2011年12月31日止年度，本集團最大供應商及五大供應商之總採購額分別佔本集團本年度總採購的23.81%及45.81%。

概無董事、彼等各自之聯繫人、或就董事所知擁有本公司已發行股本5%以上之任何股東於年內擁有本集團上述任何五大客戶及供應商的權益。

Directors' Report 董事會報告

DIRECTORS

The Directors who held office during the year and up to the date of this report were:

EXECUTIVE DIRECTORS:

Mr. CHAU Cheok Wa (*appointed on 2 September 2011*) (*Chairman*)

Mr. ZENG Yunshu

Mr. ZENG Sheng (*resigned on 14 January 2011*)

Mr. JIN Leo

(*appointed on 29 July 2011 and resigned on 5 December 2011*)

Ms. YE Qingdong (*resigned on 30 November 2011*)

Mr. OUYANG Junxin (*resigned on 31 July 2011*)

Mr. LEE Chi Shing Caesar

Mr. CHAN Ting Lai (*resigned on 2 September 2011*)

Ms. YEUNG So Mui

Ms. HUANG Ling

(*appointed on 5 January 2011 and resigned on 5 December 2011*)

Ms. CHAU Sui Heng

(*appointed on 2 September 2011 and resigned on 31 December 2011*)

Ms. CHAN Wai Leng

(*appointed on 2 September 2011 and resigned on 31 December 2011*)

Ms. CHENG Mei Ching (*appointed on 2 September 2011*)

Ms. YEUNG So Lai (*appointed on 2 September 2011*)

Mr. LEUNG Ming Ho Vincent (*appointed on 2 September 2011*)

NON-EXECUTIVE DIRECTORS:

Mr. ZHANG Yijun

(*re-designated on 31 January 2011 and resigned on 3 November 2011*)

Mr. ZHANG Yiyun

(*re-designated on 30 June 2011 and resigned on 24 November 2011*)

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Dr. LI Jun

Mr. CHEUNG Ngai Lam

Mr. WANG Fosong (*resigned on 5 September 2011*)

Mr. LI Wai Keung (*retired on 27 May 2011*)

Mr. CHEUNG Kwok Yu (*appointed on 5 September 2011*)

Mr. LUI Man Wah (*appointed on 20 February 2012*)

董事

本公司年內及截至本報告日期之在任董事如下：

執行董事：

周焯華先生

(*於2011年9月2日獲委任*)(*主席*)

曾雲樞先生

曾勝先生(*於2011年1月14日辭任*)

JIN Leo先生(*於2011年7月29日獲委任*

及於2011年12月5日辭任)

葉慶東女士(*於2011年11月30日辭任*)

歐陽俊新先生(*於2011年7月31日辭任*)

李志成先生

陳鼎禮先生(*於2011年9月2日辭任*)

楊素梅女士

黃玲女士(*於2011年1月5日獲委任*

及於2011年12月5日辭任)

周瑞卿女士(*於2011年9月2日獲委任*

及於2011年12月31日辭任)

陳慧玲女士(*於2011年9月2日*

獲委任及於2011年12月31日辭任)

鄭美程女士(*於2011年9月2日獲委任*)

楊素麗女士(*於2011年9月2日獲委任*)

梁銘浩先生(*於2011年9月2日獲委任*)

非執行董事

張宜均先生(*於2011年1月31日調任*

及於2011年11月3日辭任)

張奕炎先生(*於2011年6月30日調任*

及於2011年11月24日辭任)

獨立非執行董事：

李珺博士

張毅林先生

王佛松先生(*於2011年9月5日辭任*)

李偉強先生(*於2011年5月27日退休*)

張國裕先生(*於2011年9月5日獲委任*)

呂文華先生(*於2012年2月20日獲委任*)

Directors' Report 董事會報告

BIOGRAPHICAL DETAILS OF THE DIRECTORS

The biographical details of the current Directors are set out on page 16 to page 19 of this annual report.

DIRECTORS' SERVICE CONTRACTS AND ROTATION

The appointment of each Directors is subject to retirement by rotation and, being eligible, offer themselves for re-election in accordance with the Company's articles of association. All of the executive Directors do not entered any service contract with the Company. Each of the independent non-executive directors (Dr. Li Jun, Mr. Cheung Ngai Lam, Mr. Cheung Kwok Yu and Mr. Lui Man Wah), who has been appointed to hold office until the end of the forthcoming general meeting, will retire at the forthcoming annual general meeting, and being eligible, offer themselves for re-election at the forthcoming annual general meeting save as Dr. Li Jun, Mr. Cheung Ngai Lam and Mr. Cheung Kwok Yu. Dr. Li Jun, Mr. Cheung Ngai Lam and Mr. Cheung Kwok Yu shall retire as an independent non-executive director at the end of the forthcoming annual general meeting and shall not offer themselves for re-election at the forthcoming annual general meeting.

In accordance with the provisions of the Company's articles of association, Mr. Chau Cheok Wa, Ms. Cheng Mei Ching, Ms. Yeung So Lai and Mr. Leung Ming Ho Vincent (who were appointed during the year), Mr. Zeng Yunshu and Mr. Lee Chi Shing Caesar shall retire from the Board by rotation at the forthcoming annual general meeting and being eligible, shall offer themselves for re-election save as Mr. Zeng Yunshu. Mr. Zeng Yunshu will retire as executive director at the end of the forthcoming annual general meeting and will not offer himself for re-election at the forthcoming annual general meeting.

Other than disclosed above, none of the Directors has entered or has proposed to enter into any service contract with the Company or any of its subsidiaries which is not expiring or determinable by the employing company within one year without payment of compensation other than statutory compensation.

DIRECTORS' EMOLUMENTS

Details of Directors' emoluments on a named basis are set out in note 13 to financial statements.

董事履歷

現任董事履歷詳情載於本年報第 16 至 19 頁。

董事之服務合約及輪席

各董事之委任須根據本公司組織章程細則輪席退任並合資格膺選連任。所有執行董事均未與本公司訂立服務合約。各獨立非執行董事(李珺博士、張毅林先生、張國裕先生及呂文華先生)的任期至應屆股東週年大會結束為止，彼等將於應屆股東週年大會退任，並符合資格於應屆股東週年大會上膺選連任，惟李珺博士、張毅林先生及張國裕先生除外。李珺博士、張毅林先生及張國裕先生將於應屆股東週年大會結束時退任獨立非執行董事一職及不會於應屆股東週年大會上候選連任。

根據本公司組織章程細則規定，周焯華先生、鄭美程女士、楊素麗女士及梁銘浩先生(分別於本年度內獲委任)及曾雲樞先生及李志成先生須於應屆股東週年大會輪席退任，惟彼等符合資格並願意膺選連任，惟曾雲樞先生除外。曾雲樞先生將於應屆股東週年大會結束時退任執行董事一職及不會於應屆股東週年大會上膺選連任。

除上述所披露者外，概無董事已或擬與本公司或任何其附屬公司訂立不可於一年內不支付賠償(法定賠償除外)則終止之服務合約。

董事酬金

按姓名分類之董事酬金詳情載於財務報表附註 13。

Directors' Report 董事會報告

ANNUAL CONFIRMATION FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company had received written confirmation from each of the independent non-executive directors of their independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and both the Board and the nomination committee considered that all independent non-executive directors are independent.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES

As at 31 December 2011, the interests of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (the "Associated Corporations") as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

LONG POSITION IN THE SHARES OF THE COMPANY

於本公司股份之好倉

Name of Director	董事姓名	Number of shares			Corporate interests	Number of underlying shares held under equity derivatives	Total	Percentage of aggregate interests to total number of shares in issue*
		Personal interests	Family interests	Corporate interests				佔已發行股份總數之百分比*
		個人權益	家族權益	公司權益	按股本衍生工具持有相關股份之數目	總計	%	
Mr. Chau Cheok Wa	周焯華先生	-	-	307,668,000 ²	-	307,668,000	25.00%	
Ms. Yeung So Mui	楊素梅女士	-	307,668,000 ³	-	-	307,668,000	25.00%	
Mr. Zeng Yunshu	曾雲樞先生	3,733,023 ¹	-	-	-	3,733,023	0.30%	
Dr. Li Jun	李 珺博士	-	-	-	1,000,000 ⁴	1,000,000	0.08%	
Mr. Cheung Ngai Lam	張毅林先生	-	-	-	1,000,000 ⁴	1,000,000	0.08%	

獨立非執行董事之年度確認書

本公司已收到各位獨立非執行董事有關彼等根據聯交所證券上市規則(「上市規則」)第3.13條發出的年度獨立的書面確認書，而董事會及提名委員會均認為所有獨立非執行董事均具獨立性。

董事於股份、相關股份或債券中之權益

於2011年12月31日，董事於本公司或其任何相聯法團(按證券及期貨條例第XV部之涵義)(「相聯法團」)之股份、相關股份及債券中擁有根據證券及期貨條例第352條須存置之登記冊所記錄或根據上市發行人董事進行證券交易之標準守則(「標準守則」)而另行知會本公司及聯交所之權益如下：

Directors' Report 董事會報告

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES (CONT'D)

Notes:

1. This represents interests held by the relevant Director as beneficial owner.
 2. This represents interests held by Mr. Chau Cheuk Wa through Fame Select Limited ("Fame Select"), which holds 307,668,000 shares of the Company. Mr. Chau Cheuk Wa has 50% interest in Fame Select, he is therefore deemed to be interested in 307,668,000 shares of the Company.
 3. This represents interests held by Mr. Cheng Ting Kong through Fame Select, which holds 307,668,000 shares of the Company. Mr. Cheng Ting Kong has 50% interest in Fame Select. Ms. Yeung So Mui is the spouse of Mr. Cheng Ting Kong and she is therefore deemed to be interested in 307,668,000 shares of the Company.
 4. This represents interests in options held by the relevant Director as a beneficial owner to subscribe for the relevant underlying shares granted by the Company under the Shares Option Scheme, details of which are set out in the section headed "Share Option".
- * The percentage has been adjusted based on the total number of shares of the Company in issue as at 31 December 2011 (i.e. 1,230,671,384 shares).

Save as disclosed above, as at 31 December 2011, none of the Directors had any other interests or short positions in the shares, underlying shares or debentures of the Company or any of its Associated Corporations which had been entered in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Connected Transactions" in this report and in note 40 to the financial statements, no other contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於股份、相關股份或債券中之權益(續)

附註：

1. 此指由相關董事作為實益擁有人持有之權益。
 2. 此指由周焯華先生透過 Fame Select Limited (「Fame Select」)持有之權益，而 Fame Select 持有本公司 307,668,000 股股份。周焯華先生於 Fame Select 擁有 50% 權益。因而彼視為擁有本公司 307,668,000 股股份之權益。
 3. 此指由鄭丁港先生透過 Fame Select 持有之權益，而 Fame Select 持有本公司 307,668,000 股股份。鄭丁港先生於 Fame Select 擁有 50% 權益。楊素梅女士為鄭丁港先生的配偶，因而彼視為擁有本公司 307,668,000 股股份之權益。
 4. 此指由相關董事作為實益擁有人持有之認股權權益，可認購根據認股權計劃授予之相關股份，有關詳情載於「認股權」一節。
- * 百分比已根據本公司於 2011 年 12 月 31 日已發行之股份總數(即 1,230,671,384 股)作出調整。

除上文所披露者外，於 2011 年 12 月 31 日，概無董事於本公司或其任何相聯法團之股份、相關股份或債券中擁有記入根據證券及期貨條例第 352 條所存置之登記冊或根據標準守則另行知會本公司及聯交所之任何其他權益或淡倉。

董事於重大合約的權益

除本報告「關連交易」一節及財務報表附註 40 披露者外，本公司或任何其附屬公司概無訂立任何董事於其中直接或間接擁有重大權益而於年結日或年內任何時間仍然生效的其他重大合約。

Directors' Report 董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year and up to the date of this annual report, none of the Directors are considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

As at 31 December 2011, the number of outstanding option shares granted by the Company under the Share Option Scheme to the Directors to subscribe for shares of the Company, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code is set out in the section headed "Share Option" of this report below.

Apart from the aforesaid, at no time during the year was the Company or its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

As at 31 December 2011, the interests of those persons (other than the Directors) in the shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name 名稱	Capacity in which shares were held 於所持有股份之身份	Number of shares 股份數目	Number of underlying shares held under equity derivatives 按股本衍生 工具持有相關 股份之數目	Percentage of shares to total number of shares in issue* % 股份佔已發行股份 總數之百分比*
Fame Select ¹	Beneficial owner 實益擁有人	307,668,000 (L)	–	25.00%
Green Auspice Limited ² 綠福有限公司	Beneficial owner 實益擁有人	144,357,754(L)	–	11.73%
CCB International (Holdings) Limited ("CCBIL") ³	Beneficial owner 實益擁有人	80,000,000(L)	– 80,000,000(S)	6.50% 6.50%

L: Long position 好倉

S: Short position 淡倉

董事於競爭業務中的權益

於年度及截至本年報日期止，概無董事直接或間接於與本集團業務構成競爭或可能構成競爭的任何業務中擁有權益(定義見上市規則)。

董事購買股份及債券的權利

於2011年12月31日，按照證券及期貨條例第352條須存置之登記冊所記錄或根據標準守則另行向本公司及聯交所知會，本公司根據首次公開發售前認股權及認股權計劃授予可認購本公司股份之尚未行使認股權數目載於本報告下文「認股權」一節。

除上述外，年內本公司或其附屬公司概無訂立任何安排，致使董事可透過購買本公司股份或任何其他法團之股份而獲益。

於本公司股本之主要權益

於2011年12月31日，於本公司股份擁有根據證券及期貨條例第336條本公司須存置之登記冊所記錄之權益之該等人士(董事除外)如下：

Directors' Report 董事會報告

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY (CONT'D)

Notes:

1. Fame Select owned as to 50% by Mr. Chau Cheok Wa and 50% by Mr. Cheng Ting Kong. As such, Mr. Chau Cheok Wa and Mr. Cheng Ting Kong were deemed to be interested in 307,668,000 shares of the Company held by Fame Select.
2. Green Auspice Limited was wholly owned by Ms. So Sok Ngo. As such, Ms. So Sok Ngo was deemed to be interested in 144,357,754 shares of the Company held by Green Auspice Limited
3. This represents interests held by Central Huijin Investment Limited ("Central Huijin") through CCBIL. Central Huijin has 57.09% indirectly interest in CCBIL. Central Huijin therefore deemed to be interested in 80,000,000 shares (long position) and 80,000,000 shares (short position) of the Company, respectively.

* The percentage has been adjusted based on the total number of shares of the Company in issue as at 31 December 2011 (i.e. 1,230,671,384 shares).

Save as disclosed above, as at 31 December 2011, the Company had not been notified of any interests and short positions in the shares and underlying shares of the Company which had been recorded in the register required to be kept under section 336 of the SFO.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, there was sufficiency of public float of the Company's securities as required under the Listing Rules up to the date of this report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association or the laws in the Cayman Islands.

於本公司股本之主要權益(續)

附註：

1. 周焯華先生和鄭丁港先生各自擁有Fame Select的50%權益。因此，彼等被視為於Fame Select持有的本公司307,668,000股股份中擁有權益。
2. 綠福有限公司由蘇淑娥女士全資擁有。因此，彼視為於綠福有限公司持有的本公司144,357,754股股份中擁有權益。
3. 此指由中央滙金投資有限責任公司(「中央滙金」)通過CCBIL持有之權益。中央滙金擁有CCBIL之57.09%間權益，中央滙金因而被視為擁有80,000,000股股份(好倉)和80,000,000股股份(淡倉)之本公司權益。

* 百分比已根據本公司於2011年12月31日已發行之股份總數(即1,230,671,384股)作出調整。

除上文所披露者外，於2011年12月31日，本公司並無獲知會於本公司股份及相關股份中擁有根據證券及期貨條例第336條須存置之登記冊所記錄之任何權益及淡倉。

公眾持股量

根據本公司所獲公開資料及就董事所知，本公司至本報告日期具有符合上市規則所規定本公司證券之充足公眾持股量。

優先權

本公司之公司組織章程或開曼群島法例並無有關優先權之條文。

SHARE OPTION

On 31 January 2007, in recognition of the contributions made by employees of the Group towards its growth and success, a share option scheme (the "Share Option Scheme") was adopted by the shareholder's written resolution of the Company.

The Listing Committee of Stock Exchange has granted the listing of, and permission to deal in the shares of the Company which may fall to be issued pursuant to the exercise of the options which granted and/or may be granted under the Share Option Scheme, subsequently.

As at 31 December 2011, a total of 36,935,000 share options were granted under the Share Option Scheme outstanding.

The following is a summary of the principal terms of the Share Option Scheme.

(A) SHARE OPTION SCHEME

Purpose

Recognise and acknowledge the contributions that the grantees had made or may make to the Group.

Participants

Eligible participants include:

- (a) any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company ("Affiliate");
- (b) the trustee of any trust the beneficiary of which or an discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or
- (c) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.

認股權

於2007年1月31日，為表彰本集團的僱員對其成長及成功所作出之貢獻，根據本公司之股東書面決議案，本公司亦採納一項認股權計劃（「認股權計劃」）。

聯交所上市委員會已批准因根據認股權計劃授出及／或可能授出之認股權獲行使而須予發行之本公司股份上市及買賣。

於2011年12月31日，共計36,935,000份認股權未獲行使。

以下乃認股權計劃之主要條款之概要。

(A) 認股權計劃

目的

表彰及感謝承授人過往或可能對本集團所作出之貢獻。

參與者

合資格參與者包括：

- (a) 本集團、本集團持有權益之公司或該公司附屬公司之任何董事、僱員、顧問、專業人員、客戶、供應商、代理、夥伴或諮詢人或承建商（「聯屬人」）；
- (b) 任何信託受託人之受益人或任何全權信託之全權對象，包括本集團或聯屬人之任何董事、僱員、顧問、專業人員、客戶、供應商、代理、夥伴、諮詢人或承建商；或
- (c) 本集團或聯屬人之任何董事、僱員、顧問、專業人員、客戶、供應商、代理、夥伴、諮詢人或承辦商所實益擁有之公司。

Directors' Report 董事會報告

SHARE OPTION (CONT'D)

(A) SHARE OPTION SCHEME (CONT'D)

Exercise price

Determined by the Board and shall not be less than the higher of:

- (a) the nominal value of the share;
- (b) the closing price of (1) one share on the Stock Exchange at the offer date, which must be a trading day; and
- (c) the average closing price of the share on the Stock Exchange for the five business days immediately preceding the offer date.

Total number of shares available for issue and the percentage of the issued shares capital that it represents as at the date of this annual report

123,067,138 shares, being approximately 5.89% of the issued shares of the Company.

Maximum entitlement of each participant

Not exceed 1% of the shares in issue in any 12-month period.

Period within which the securities must be taken up under the option

Subject to the discretion by the Board and, in the absence of which, from the date of acceptance to the earlier of the date on which such option lapses and 10 years from the date of offer.

Minimum period for which an option must be held before it can be exercised

Subject to the discretion by the Board.

Amount payable on acceptance

HK\$10.00 payable upon acceptance of the offer.

認股權 (續)

(A) 認股權計劃 (續)

行使價

由董事會釐定，且不得低於以下之最高者：

- (a) 股份之面值；
- (b) 於發售日期(須為營業日)股份在聯交所之每股收市價；及
- (c) 緊接發售日期前五個營業日股份在聯交所之平均收市價。

可發行股份總數及於本年報日期佔已發行股份之百分比

123,067,138股股份，佔本公司已發行股份約5.89%。

每名參與者之最高配額

不超過於任何十二個月期間已發行股份之1%。

根據認股權認購證券之期限

由董事會酌情釐定，而如並無釐定，由接納日期起至有關認股權失效之日及由授出日期起計滿十年(以較早發生者為準)。

認股權行使前必須持有之最短期限

由董事會酌情釐定。

接納時應付金額

於接納時應付10.00港元。

Directors' Report 董事會報告

SHARE OPTION (CONT'D)

(A) SHARE OPTION SCHEME (CONT'D)

Period within which calls/loans must be made/repaid

Not applicable.

Remaining life of the scheme

The scheme will be valid and effective until 31 January 2017, after which no further options will be granted but the provisions of the scheme shall remain in full force and effect in all other respects. Options complying with the provisions of the Listing Rules which are granted during the duration of the scheme and remain unexercised immediately prior to 31 January 2017 shall continue to be exercisable in accordance with their terms of grant, notwithstanding the expiry of the scheme.

(B) MOVEMENTS OF THE SHARE OPTION SCHEME

Movements of the share options, which were granted under the Share Option Scheme, during the year ended 31 December 2011 are listed below in accordance with rule 17.07 of the Listing Rules:

Category	類別	Date of grant 授出日期	During the year 年內				Lapsed/ cancelled 已註銷	As at 於 31.12.2011	Exercise price 行使價	Exercise period 行使期
			As at 於 1.1.2011	Granted 已授出	Exercised 已行使					
Director	董事									
Dr. Li Jun	李珺博士	15.05.2007	1,000,000	-	-	-	1,000,000	1.84	15.11.2007 - 14.05.2017	
Mr. Cheung Ngai Lam	張毅林先生	15.05.2007	1,000,000	-	-	-	1,000,000	1.84	15.11.2007 - 14.05.2017	
Continuous Contract Employees	持續合約僱員	15.05.2007	12,935,000	-	-	-	12,935,000	1.84	15.11.2007 - 14.05.2017	
		10.10.2007	1,000,000	-	-	-	1,000,000	2.99	10.04.2008 - 09.10.2017	
Consultants	顧問	15.05.2007	13,000,000	-	-	-	13,000,000	1.84	15.11.2007 - 14.05.2017	
		13.02.2008	8,000,000	-	-	-	8,000,000	1.70	13.08.2008 - 12.08.2018	
Total	總計		36,935,000	-	-	-	36,935,000			

認股權 (續)

(A) 認股權計劃 (續)

付款金額/貸款須作出/償還之期限

不適用。

該計劃之餘下年期

該計劃將生效及有效直至2017年1月31日，此後將不會授出任何認股權，但該計劃之條文於所有其他方面將維持十足效力及有效。於該計劃期內授出且於緊接2017年1月31日前仍未獲行使但符合上市規則條文之認股權，將可繼續根據彼等之授出條款予以行使，儘管該計劃之期限已屆滿。

(B) 認股權計劃之變動

截至2011年12月31日止年度內，根據認股權計劃授出之認股權變動如下(乃根據上市規則第17.07條載列)：

Directors' Report 董事會報告

SHARE OPTION (CONT'D)

(B) MOVEMENTS OF THE SHARE OPTION SCHEME (CONT'D)

Notes:

1. The vesting period for all the options granted is six months from the date of acceptance of the offer.
2. The exercise price of the share options is subject to the adjustment in case of right or bonus issues, or other similar changes in the Company's share capital.
3. When the share options are lapsed or cancelled, the amount previously recognised in capital reserve will be transferred to accumulated losses/retained profits.

PENSION SCHEMES

The pension schemes of the Group are primarily in form of contributions to the PRC statutory public welfare fund and Hong Kong's Mandatory Provident Funds respectively.

CONNECTED TRANSACTIONS

During the year, the Company did not have any connected transactions which were subject to requirements of the Listing Rules. Other transactions which exempted from the requirements of the Listing Rule are also disclosed in note 40 to the financial statements as related party transactions.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole and any substantial part of the business of the Company were entered into or existed during the year.

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

Save as disclosed in above, neither the Company nor any of its subsidiaries had purchased, sold, or redeemed any of the Company's listed securities during the year.

認股權 (續)

(B) 認股權計劃之變動 (續)

附註：

1. 所有已授出認股權之歸屬期為由接納授出日期起計六個月。
2. 認股權之行使價將因應供股或發行紅股或本公司股本之其他類似變動而作出調整。
3. 當認股權已失效或被註銷，早前於資本儲備確認之數額將轉撥至累計虧損／保留溢利。

退休金計劃

本集團之退休金計劃主要分別為中國法定公益金供款計劃及香港強制性公積金。

關連交易

年內，本公司並無任何其他須遵守上市規則規定之關連交易，其他豁免於上市規則規定之交易亦於財務報表附註40披露為關連人士交易。

管理合約

年內概無訂立或存在任何關於本公司業務全部及任何重要部分之管理及行政合約。

購買、出售或贖回本公司上市證券

年內，除以上所披露外，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after the reporting period as set out in note 42 to the financial statements.

AUDITOR

On 6 January 2011, KPMG, who acted as auditor of the Company for the period from 1 January 2006 to 31 December 2009, resigned and RSM Nelson Wheeler was appointed as auditor of the Company.

On 3 November 2011, RSM Nelson Wheeler, who acted as auditor of the Company for the period from 1 January 2010 to 31 December 2010, resigned and Andes Glacier CPA Limited was appointed as auditor of the Company to fill the casual vacancy and hold office until the conclusion of the forthcoming Annual General Meeting.

The consolidated financial statements for the year have been audited by Andes Glacier CPA Limited. A resolution will be submitted to the Annual General Meeting to re-appoint Andes Glacier CPA Limited, as auditor of the Company.

On behalf of the Board

Chau Cheok Wa
Chairman

30 March 2012

報告期後事項

報告期後發生之重大事項詳情載於財務報表附註42。

核數師

於2011年1月6日，於2006年1月1日至2009年12月31日止期間任本公司核數師的畢馬威會計師事務所辭任，而中瑞岳華(香港)會計師事務所獲委任為本公司核數師。

於2011年11月3日，於2010年1月1日至2010年12月31日止期間任本公司核數師的中瑞岳華(香港)會計師事務所辭任，而思捷會計師行有限公司獲委任為本公司核數師以填補填缺並任期至股東週年大會結束。

本年度的綜合財務報表乃由思捷會計師行有限公司審核。股東週年大會上將提呈一項決議案，續聘任思捷會計師行有限公司為本公司核數師。

代表董事會

周焯華
主席

2012年3月30日

Corporate Governance Report 企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board of Directors (the “Board”) of the Company is always committed to maintaining high standards of corporate governance. During the year ended 31 December 2011, the Company has complied with the principles set out in the Code on Corporate Governance Practices (the “CG Code Provision”) in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) except for the following deviations:

CG Code Provision A2.1 stipulates that the role of the Chairman and the chief executive officer should be separated and should not be performed by the same individual. Mr. Zhang Yijun, the ex-chief executive officer and an ex-executive director of the Company, has been re-designated as non-executive director of the Company since 31 January 2011. The role of the chief executive officer of the Company was shared among the members of the Board, which meets regularly to consider major matters affecting the operations of the Company. The Board considered that this structure does not impair the balance of power and authority between the Board and the management of the Company and believes that this structure enables the Group to make and implement decision promptly and efficiently. Since 1 November 2011, Mr. Qiu Bin has been appointed as chief executive officer of the Company, the CG Code Provision A2.1 then has been complied with. The Board believed that after the appointment of Mr. Qiu Bin as chief executive officer, the division of responsibilities between chairman and chief executive officer could be clearly defined and identified, which enhance the corporate governance of the Company to meet future development of the Group.

CG Code Provision A4.1 requires that Non-Executive Directors should be appointed for a specific term, subject to re-election. Except for Mr. Lui Man Wah, all existing non-executive Directors of the Company are not appointed for specific terms, but are subject to retirement by rotation and re-election at the Company’s Annual General Meeting (the “AGM”). The Articles of Association of the Company requires one-third of the Directors to retire by rotation. In the opinion of the Directors, it meets the same objective as the CG Code Provision A4.1.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company had complied with the Model Code for Securities Transactions by Directors as set out in Appendix 10 of the Listing Rules. After making inquiry of the Directors, the Company confirmed that the directors of the Company had complied with the provisions of the Model Code for Securities Transactions by Directors.

企業管治常規

本公司董事會(「董事會」)始終承諾保持高標準的企業管治。於截至2011年12月31日止年度，本公司已遵守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14內企業管治常規守則(「尊守則」)所載之原則，惟以下偏離除外：

企業管治守則第A2.1條規定，主席及行政總裁之職位須分開及不應由同一人擔任。張宜均先生為本公司前任行政總裁及前任執行董事，自2011年1月31日已被調任為本公司非執行董事。本公司行政總裁的角色由董事會成員共同分擔而董事會會定期舉行會議以審議影響本公司營運的重大事宜。董事會認為，此架構不會損害董事會與管理層之間的權力與授權的平衡，並相信此架構可令本集團迅速及有效地作出和實施決策。自2011年11月1日起，邱斌先生獲委任為本公司行政總裁，故守則第A2.1條已獲遵守。董事會認為，於邱斌先生獲委任為行政總裁後，主席與總裁之間職責的分工可清楚劃分及界定，有助提升本公司企業管治水平以面對本集團將來之發展。

守則第A4.1條要求，非執行董事須獲委任特定任期，並須於重選。除呂文華先生外，本公司其他所有現任非執行董事均未獲委任特定任期，惟須於本公司股東週年大會上(「股東週年大會」)輪值告退及重選。本公司組織章程細則要求三分之一的董事須輪值告退。董事認為，此規定與守則條文第A4.1條目標一致。

董事進行證券交易之標準守則

本公司已遵守上市規則附錄10所載有關董事進行證券交易之標準守則。經向本公司各董事具體查詢後，本公司確認本公司董事已遵守董事進行證券交易之標準守則條文。

Corporate Governance Report 企業管治報告

THE BOARD

The Board has a balance of skill and experience and a balanced composition of executive and non-executive Directors and is responsible for oversight of the management of the Company's business and affairs. The Board has delegated the day-to-day responsibility to the executive Directors and senior management of the Company.

28 board meetings were held during the year ended 31 December 2011. The attendance of the Directors is set out below:

董事會

董事會擁有全面之專長及經驗，且執行董事及非執行董事之組合亦均衡合理，董事會負責監控本公司之業務及事務管理。董事會已授權本公司執行董事及高級管理層負責日常管治職能。

董事會於截至2011年12月31日止年度舉行28次會議。董事出席會議次數載列如下：

Directors 成員		Attendance/Number of meetings entitled to attend 出席率/有權出席會議之數目
Executive Directors	執行董事	
Mr. CHAU Cheok Wa	周焯華先生	5/12
Mr. ZENG Yunshu	曾雲樞先生	13/28
Mr. ZENG Sheng	曾勝先生	2/2
Mr. JIN Leo	JIN Leo先生	0/13
Ms. YE Qingdong	葉慶東女士	10/24
Mr. OUYANG Junxin	歐陽俊新先生	6/12
Mr. LEE Chi Shing Caesar	李志成先生	21/28
Mr. CHAN Ting Lai	陳鼎禮先生	11/15
Ms. YEUNG So Mui	楊素梅女士	8/28
Ms. HUANG Ling	黃玲女士	3/23
Ms. CHAU Sui Heng	周瑞卿女士	4/11
Ms. CHAN Wai Leng	陳慧玲女士	4/11
Ms. CHENG Mei Ching	鄭美程女士	8/12
Ms. YEUNG So Lai	楊素麗女士	10/12
Mr. LEUNG Ming Ho Vincent	梁銘浩先生	10/12
Non-executive Directors	非執行董事	
Mr. ZHANG Yijun	張宜均先生	12/17
Mr. ZHANG Yiyao	張奕炎先生	11/22
Independent non-executive Directors	獨立非執行董事	
Dr. LI Jun	李珺博士	9/28
Mr. CHEUNG Ngai Lam	張毅林先生	11/28
Mr. WANG Fosong	王佛松先生	5/16
Mr. LI Wai Keung	李偉強先生	5/7
Mr. CHEUNG Kwok Yu	張國裕先生	2/12
Mr. LUI Man Wah	呂文華先生	0/0

Board and committee minutes are recorded in appropriate detail and are kept by the Company Secretary. Draft minutes are circulated to the Directors for comment within reasonable time after each meeting and the final version is open for Directors' inspection.

董事會及委員會會議記錄均妥為記錄，並由公司秘書保管。會議記錄草稿於每次會議後之合理時間內呈交各董事批閱，而最終定稿可供董事審閱。

Corporate Governance Report 企業管治報告

THE BOARD (CONT'D)

The Directors are able, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expenses. The Board shall resolve to provide separate appropriate independent professional advice to the Directors to assist the relevant Directors to discharge their duties.

The Company has received annual confirmations of independence from all existing independent non-executive Directors and considers them independent.

The Directors have no fixed terms of appointment but are subject to re-election at the AGM of the Company.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements of the Group for the relevant accounting periods under applicable statutory and regulatory requirements which give a true and fair view of the state of affairs, the results of operations and cash flows of the Group. In preparing the financial statements for the year ended 31 December 2011, suitable accounting policies have been adopted and applied consistently. The financial statements for the reporting year have been prepared on a going concern basis.

REMUNERATION COMMITTEE

The remuneration committee is responsible for ensuring that the Company has formal and transparent procedures for developing and overseeing its policies on the remuneration of the Directors and senior management. The committee's authorities and duties are set out in written terms of reference.

5 remuneration committee meetings were held during the year ended 31 December 2011. Members of the remuneration committee and the attendance of each member are set out below:

Directors

成員

Dr. LI Jun	李 珺博士
Mr. ZENG Yunshu	曾雲樞先生
Mr. CHEUNG Ngai Lam	張毅林先生
Mr. LI Wai Keung	李偉強先生
Mr. CHEUNG Kwok Yu	張國裕先生
Mr. LUI Man Wah	呂文華先生

董事會 (續)

經提出合理要求，董事可在適當情況下尋求獨立專業意見，有關費用由本公司承擔。董事會應議決向董事提供適合之獨立專業意見，以協助有關董事履行職務。

本公司已收到各現任獨立非執行董事就其獨立性作出之年度確認書，並認為彼等均為獨立人士。

各董事均無指定任期，惟須於本公司股東週年大會上膺選連任。

董事對財務報表之責任

董事負責根據適用之法定及監管規定編製真實且公平地反映本集團於各有關會計期間之財務狀況、經營業績及現金流量之財務報表。於編製截至2011年12月31日止年度之財務報表時，本公司已貫徹採納及應用適合之會計政策。申報年度之財務報表已按持續經營基準編製。

薪酬委員會

薪酬委員會負責確保本公司擁有正式及透明的程序，制訂及監督董事及高級管理層薪酬之政策。該委員會的授權及職責載於書面職權範圍內。

薪酬委員會於截至2011年12月31日止年度舉行5次會議。薪酬委員會成員及彼等之出席會議次數載列如下：

Attendance/Number of meetings entitled to attend 出席率／有權出席會議之數目

Dr. LI Jun	李 珺博士	5/5
Mr. ZENG Yunshu	曾雲樞先生	5/5
Mr. CHEUNG Ngai Lam	張毅林先生	5/5
Mr. LI Wai Keung	李偉強先生	2/2
Mr. CHEUNG Kwok Yu	張國裕先生	0/0
Mr. LUI Man Wah	呂文華先生	0/0

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REMUNERATION COMMITTEE (CONT'D)

The terms of reference of the remuneration committee are aligned with code provision set out in the CG Code Provision. Given below are main duties of the remuneration committee:

- (i) to make recommendations on the Company's policies and structure for all the remuneration of Directors;
- (ii) to propose the specific remuneration packages of the executive Directors, and to make recommendations on the remuneration of the non-executive Directors for the Board's approval;
- (iii) to review and propose performance-based remuneration for executive Directors by reference to corporate goals and objectives resolved by the Board from time to time; and
- (iv) to administer and make determinations with regard to the Company's share option scheme.

AUDIT COMMITTEE

The Company has set up an audit committee consisting of four independent non-executive Directors.

4 audit committee meetings were held during the year ended 31 December 2011. Attendance of the Members is set out below:

Directors		Attendance/Number of meetings entitled to attend
成員		出席率/有權出席會議之數目
Mr. CHEUNG Ngai Lam	張毅林先生	4/4
Dr. LI Jun	李 璿博士	3/4
Mr. WANG Fosong	王佛松先生	1/2
Mr. LI Wai Keung	李偉強先生	2/2
Mr. CHEUNG Kwok Yu	張國裕先生	1/1
Mr. LUI Man Wah	呂文華先生	0/0

薪酬委員會(續)

薪酬委員會的職權範圍與守則條文中所載條文一致。以下為薪酬委員會主要職責：

- (i) 就本公司有關董事所有薪酬的政策及架構提出推薦意見；
- (ii) 就執行董事的特別薪酬待遇提出建議，及就非執行董事的薪酬提出推薦意見以供董事會批准；
- (iii) 參照董事會不時議決的公司目標及宗旨、建議執行董事基於表現的薪酬；及
- (iv) 管理本公司的認股權計劃並就此作出決定。

審核委員會

本公司已設立由四位獨立非執行董事組成的審核委員會。

審核委員會於截至2011年12月31日止年度舉行4次會議。成員出席會議次數載列如下：

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AUDIT COMMITTEE (CONT'D)

The terms of reference of audit committee are aligned with the code provision set out in the CG Code Provision. Given below are the main duties of the audit committee:

- (i) to make recommendations with respect to the appointment, re-appointment and removal of the Company's external auditor, and to evaluate their independence, objectivity and effectiveness of the audit process;
- (ii) to review and monitor the interim and annual financial statements, reports and accounts of the Company, and to review significant and judgemental financial reporting issues contained therein;
- (iii) to review the Company's financial controls, internal controls and risk management systems; and
- (iv) to discuss with the management the system of internal controls, and to ensure that the management has discharged its duties and responsibilities in implementing an effective internal control system.

AUDITOR'S REMUNERATION

During the year ended 31 December 2011, the fees paid/payable to auditor in respect of audit services and non-audit services provided by the auditors to the Group were as follows:

Nature of services	服務性質	2011	2010
		RMB'000 人民幣千元	RMB'000 人民幣千元
Audit	核數		
– Current year	– 本年度	1,216	1,106
– Under provision in prior year	– 以往年度不足撥備	130	202
Others	其他	684	520
		2,030	1,828

審核委員會(續)

審核委員會職權範圍與守則條文中所載條文一致。以下為審核委員會主要職責：

- (i) 就委任、重新委任及罷免本公司的外聘核數師提出推薦意見，以及客觀評估彼等的獨立性及審核程序的成效；
- (ii) 檢討及監察本公司的中期及年度財務報表、報告及賬目，以及檢討其中所載的重大及決策性財務申報事宜；
- (iii) 檢討本公司的財務監控、內部監控及風險管理系統；及
- (iv) 與管理層討論內部監控系統，以及確保管理層於落實有效的內部監控系統方面已履行其職責及責任。

核數師酬金

截至2011年12月31日止年度，就核數師向本集團提供的核數服務及非核數服務而已付／應付予核數師的費用如下：

Corporate Governance Report 企業管治報告

NOMINATION COMMITTEE

The nomination committee is responsible to make recommendation to the Board on the appointment of Directors and the management of the Board's succession. The committee's authorities and duties are set out in written terms of reference.

5 nomination committee meetings were held during the financial year ended 31 December 2011. Members of the nomination committee and the attendance of each member are set out below:

Directors

成員

		Attendance/Number of meetings entitled to attend 出席率/有權出席會議之數目
Mr. Wang Fosong	王佛松先生	2/4
Mr. CHEUNG Kwok Yu	張國裕先生	0/0
Mr. CHEUNG Ngai Lam	張毅林先生	5/5
Dr. LI Jun	李 璿博士	5/5
Mr. LI Wai Keung	李偉強先生	2/2
Mr. LUI Man Wah	呂文華先生	0/0

The terms of reference of the nomination committee are aligned with code provision set out in the CG Code Provision. Given below are main duties of the nomination committee:

- (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (iii) to assess the independence of independent non-executive directors; and
- (iv) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the president (chief executive officer).

提名委員會

提名委員會負責就委任董事及董事會繼任管理向董事會提出推薦意見。委員會之授權及職責載於書面職權範圍。

提名委員會於截至2011年12月31日止年度舉行5次會議。提名委員會成員及其出席會議次數載列如下：

Attendance/Number of meetings entitled to attend 出席率/有權出席會議之數目

提名委員會職權範圍與守則條文中所載條文一致。以下為提名委員會主要職責：

- (i) 定期檢討董事會的架構、規模及組成(包括技能、知識及經驗)及就任何建議調整向董事會提出推薦建議；
- (ii) 物色具備合適資格可擔任董事之人士，及挑選獲提名出任董事之人士或就此向董事會提出推薦意見；
- (iii) 評估獨立非執行董事的獨立性；及
- (iv) 就有關委任或重新委任董事以及董事尤其是主席及總裁(行政總裁)繼任計劃的相關事宜向董事會提出推薦意見。

Corporate Governance Report 企業管治報告

INTERNAL CONTROLS

The Board has the responsibility to maintain an effective internal control system in order to protect the Group's assets and shareholders' interests. The Board and audit committee also conduct periodic reviews to ensure the effectiveness of the Group's internal control system. The internal control system includes a well established corporate structure and organisation with clearly defined lines of responsibility and authority. Each department is responsible for its daily operations, and is also required to implement and monitor the strategies and policies adopted by the Board and effective employment of the resources of the Company, in order to avoid misappropriation of resources and damages made to the Company's assets, and prevent against errors and fraud.

The Board and audit committee assess the effectiveness of the internal control system and procedures based on information derived from discussions with the management of the Company and its external auditor. The Board and audit committee believe that the existing internal control system is adequate and effective.

The review covers all material controls, including financial, operational and compliance controls and risk management functions as well as the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

The Board has established a clearly defined scope of activities, responsibility and authority for each department and its management staff within the Group. The Group has a defined goal for each department to accomplish, these goals were discussed in the Board meeting and pass on to the management through the executive directors. These goals will be implemented and closely monitored by the executive directors who shall review the operational and financial results from time to time, and to take any necessary actions for the improvement of its business activities.

內部監控

董事會有責任維持及檢討公司的內部監控系統，以保障集團的資產及股東的權益。董事會及審核委員會亦定期檢討本集團內部監控系統以確保其效用性。內部監控系統包括公司的結構和組織，清楚界定各部門的職責範圍和權屬。各部門不僅負責日常業務的操作，還需要實施及監察董事會所決定的政策、策略及整體的資源有效運用，以防止濫用資源、資產受損、乃防止錯失及欺詐行為的發生。

董事會及審核委員會參考公司管理層及外聘核數師所提供的資料，評估內部監控及其程序之有效性。董事會及審核委員會相信現時之內部監控系統已經足夠及有效地運用。

審閱涵蓋所有重大監控範疇，包括財務、營運和合規監控、風險管理職能以及資源足夠性、本公司會計及財務申報部門的員工資歷及經驗，以及彼等的培訓計劃及預算。

董事會對各行政管理人員設有清晰而明確的權責。本集團訂立明確的目標予各部門來完成，各項目標均在董事會會議決定後，由執行董事交給各管理部門執行。各執行董事會密切監察公司的各項業務、審閱業務進度和財務報告、檢討及作出相應的改善。

Corporate Governance Report 企業管治報告

INVESTOR RELATIONS

The Company ensures that fair and transparent disclosure is made for its business and financial performance through a variety of formal communication channels. Information regarding the Company will be published in its website: www.hkg.net. Interim and annual reports, circulars and notices of the Group will be despatched to Shareholders in due course. The website of the Company provides information such as e-mail address, correspondence address, telephone numbers etc. for inquiries, and provides information on business activities of the Company.

The Company's AGM of Shareholders is a good opportunity for communication between the Board and the Shareholders. Notice of AGM and related documents will be sent to Shareholders pursuant to the requirements of the Listing Rules, and will be published on the website of the Stock Exchange.

The Company will also meet with the investment community and respond to their inquiries about the status of the Company from time to time, so as to strengthen the contacts and communication between the Company and its investors.

投資者關係

本公司通過廣泛的正式溝通渠道確保其業務及財務業績披露之公平性及透明性。本公司相關信息將刊載於其網站：www.hkg.net。本公司中報及年報、通函及通知將及時地寄發予股東。本公司網站提供有關電子郵件地址、通訊地址、電話號碼等信息以及本公司業務活動相關信息供查詢。

本公司股東週年大會為董事會及投資者之交流提供絕好良機。股東週年大會通知以及相關文件將根據上市規則規定寄發予股東，並將在聯交所網站公布。

本公司亦將不時與投資界見面並回答彼等提出的有關本公司狀況的問題以加強本公司與投資者之間的聯繫與交流。

Independent Auditor's Report 獨立核數師報告



Andes Glacier CPA Limited

CERTIFIED PUBLIC ACCOUNTANTS

思捷會計師行有限公司

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SUN CENTURY GROUP LIMITED (FORMALLY KNOWN AS HONG LONG HOLDINGS LIMITED)

(Incorporated in the Cayman Islands with limited liability)

致太陽世紀集團有限公司
(前稱為鴻隆控股有限公司)股東
之獨立核數師報告
(於開曼群島註冊成立的有限公司)

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the consolidated financial statements of Sun Century Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 44 to 136 which comprise the consolidated statement of financial position as at 31 December 2011, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

綜合財務報表報告書

本核數師(以下簡稱「我們」)已審核列載於第44頁至第136頁太陽世紀集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2011年12月31日的綜合財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他說明資料。

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露要求編製真實而公平的綜合財務報表，以及就董事認為必要的有關內部監控負責，以確保編製綜合財務報表並無重大錯誤陳述(不論是因欺詐或錯誤而引起)。

AUDITOR'S RESPONSIBILITY

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

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見。我們謹向整體股東報告。除此以外，我們的報告書不可用作其他用途。我們概不就本報告書的內容，對任何其他人士負責或承擔法律責任。我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

Independent Auditor's Report 獨立核數師報告

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

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

OPINION

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

Andes Glacier CPA Limited

Hsu Yuk King, Mercedes

Practising Certificate Number: P03548

Hong Kong, 30 March 2012

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製真實而公平的綜合財務報表相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴集團於2011年12月31日的事務狀況及 貴集團截至該日止年度的業績及現金流量，並已按照香港《公司條例》之披露要求妥為編製。

思捷會計師行有限公司

徐玉琼

執業牌照號碼：P03548

香港，2012年3月30日

Consolidated Statement of Comprehensive Income 綜合全面收益表

For the year ended 31 December 2011 截至2011年12月31日止年度

		Notes 附註	2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
Turnover	營業額	6	324,494	1,132,896
Cost of sales	銷售成本		(270,857)	(864,086)
			53,637	268,810
Less: Sales return of properties sold	減：已售物業銷售退回	6	–	(313,521)
Cost of properties returned	退回物業成本		–	27,776
			–	(285,745)
Gross profit/(loss)	毛利/(毛損)		53,637	(16,935)
Other net expenses	其他支出淨額	7	(18,886)	(4,125)
Other income	其他收入	8	15,085	6,516
Selling and distribution expenses	銷售及分銷費用		(7,390)	(33,394)
General and administrative expenses	一般及行政費用		(54,544)	(63,097)
Other operating expenses	其他營運費用		(233,344)	(216,069)
Net (decrease)/increase in fair value of investment properties	投資物業的公允值的 (減少)/增加淨額	18	(752,000)	208,415
Impairment loss on inventories	存貨之減值虧損		(260,506)	–
Loss from operations	經營虧損		(1,257,948)	(118,689)
Net change in fair value of derivative financial instruments	衍生金融工具的公允值的 變動淨額		14,267	15,977
Finance costs	融資成本	10	(156,023)	(160,934)
Gain on bargain purchase in respect of business combination	有關業務合併的議價 購買收益		–	123,979
Gain on derecognition of available-for-sale financial assets	終止確認可供出售 金融資產的收益		33,306	–
Gain on disposal of subsidiaries	出售附屬公司的收益		81,873	200,801
Impairment loss on subsidiaries group classified as held for sale	分類為持作出售之附屬 集團之減值虧損	26(a)	(8,861)	–
(Loss)/Profit before tax	除稅前(虧損)/溢利		(1,293,386)	61,134
Income tax	所得稅	11	175,259	(28,455)
(Loss)/Profit and total comprehensive (expense)/income for the year	本年度(虧損)/溢利及 全面(開支)/收益總額	12	(1,118,127)	32,679
Attributable to:	以下人士應佔：			
Owners of the Company	本公司擁有人		(1,118,121)	37,609
Non-controlling interests	非控股權益		(6)	(4,930)
			(1,118,127)	32,679
			RMB cents	RMB cents
			人民幣分	人民幣分
				(Restated)
				(重列)
(Loss)/Earnings per share	每股(虧損)/盈利	16		
Basic and diluted	基本及攤薄		(73.18)	2.50

Consolidated Statement of Financial Position 綜合財務狀況表

At 31 December 2011 於2011年12月31日

		Notes 附註	2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	3,836	9,871
Investment properties	投資物業	18	780,000	1,614,100
Available-for-sale financial assets	可供出售金融資產	19	-	251,895
Deferred tax assets	遞延稅項資產	32	8,924	13,233
			792,760	1,889,099
Current assets	流動資產			
Inventories	存貨	20	1,273,475	1,782,393
Trade and other receivables	應收賬款及其他應收款	21	760,199	769,384
Consideration receivables	應收代價款	22	75,603	153,927
Trading securities	買賣證券	23	2,296	4,060
Pledged deposits	抵押存款	24	1,078	9,431
Bank and cash balances	銀行及現金結餘	25	49,049	92,787
			2,161,700	2,811,982
Subsidiaries group classified as held for sale – assets	分類為持作出售之 附屬集團 – 資產	26	447,108	-
Current liabilities	流動負債			
Trade and other payables, and accruals	應付賬款、其他應付款 及預提費用	27	963,766	378,286
Receipts in advance	預收賬款	28	18,046	120,745
Rental and other deposits	租賃及其他按金	29	11,768	11,792
Derivative financial liabilities	衍生金融負債	30	8	14,275
Bank and other borrowings	銀行及其他借貸	31	865,957	823,230
Current tax liabilities	即期稅項負債		138,414	175,601
			1,997,959	1,523,929
Subsidiaries group classified as held for sale – liabilities	分類為持作出售之 附屬集團 – 負債	26	201,408	-
Net current assets	流動資產淨額		409,441	1,288,053
Total assets less current liabilities	資產總值減流動負債		1,202,201	3,177,152
Non-current liabilities	非流動負債			
Bank and other borrowings	銀行及其他借貸	31	447,000	1,112,200
Deferred tax liabilities	遞延稅項負債	32	98,091	288,726
			545,091	1,400,926
NET ASSETS	資產淨額		657,110	1,776,226

Consolidated Statement of Financial Position 綜合財務狀況表

At 31 December 2011 於2011年12月31日

		Notes 附註	2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
Capital and reserves	資本及儲備			
Share capital	股本	33	11,971	11,971
Reserves	儲備	35	645,139	1,763,260
Equity attributable to owners of the Company	本公司擁有人應佔權益		657,110	1,775,231
Non-controlling interests	非控股權益		–	995
TOTAL EQUITY	權益總額		657,110	1,776,226

Approved by the Board of Directors on 30 March 2012

董事會於2012年3月30日批准並授權刊發。

Chau Cheok Wa

周焯華

Director

董事

Lee Chi Shing Caesar

李志成

Director

董事

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

For the year ended 31 December 2011 截至2011年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Merger reserve	Statutory reserve	Capital reserve	(Accumulated losses)/ retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	合併儲備	法定儲備	資本儲備	(累計虧損)/ 保留溢利	總計	非控股權益	權益總額
Notes	附註	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2010	於2010年1月1日	10,296	579,466	24,227	49,373	32,455	1,022,288	1,718,105	2,732	1,720,837
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	-	-	-	-	-	37,609	37,609	(4,930)	32,679
Issue of shares	發行股份	33(a)	704	66,182	-	-	-	66,886	-	66,886
		33(b)	220	20,615	-	-	-	20,835	-	20,835
		33(c)	167	24,592	-	-	(14,754)	10,005	-	10,005
Issue of scrip dividend shares	發行以股代息股份	15 & 33(d)	584	74,749	-	-	(75,333)	-	-	-
Special dividend paid in cash	以現金支付特別股息	15 & 33(d)	-	-	-	-	(78,209)	(78,209)	-	(78,209)
Share options cancelled	已註銷的認股權	36(c)	-	-	-	(7)	7	-	-	-
Acquisition of subsidiaries	收購附屬公司	37(a)	-	-	-	-	-	-	114,566	114,566
Disposal of subsidiaries	出售附屬公司	37(b)	-	-	-	-	-	-	(111,373)	(111,373)
Change in equity for the year	本年度權益變動	1,675	186,138	-	-	(14,761)	(115,926)	57,126	(1,737)	55,389
At 31 December 2010	於2010年12月31日	11,971	765,604	24,227	49,373	17,694	906,362	1,775,231	995	1,776,226
Loss and total comprehensive expense for the year	本年度虧損及全面支出總額	-	-	-	-	-	(1,118,121)	(1,118,121)	(6)	(1,118,127)
Disposal of subsidiaries	出售附屬公司	37(b)	-	-	-	-	-	-	(989)	(989)
Change in equity for the year	本年度權益變動	-	-	-	-	-	(1,118,121)	(1,118,121)	(995)	(1,119,116)
At 31 December 2011	於2011年12月31日	11,971	765,604	24,227	49,373	17,694	(211,759)	657,110	-	657,110

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2011 截至2011年12月31日止年度

	Notes 附註	2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營活動		
(Loss)/Profit before tax	除稅前(虧損)/溢利	(1,293,386)	61,134
Adjustments for	調整項目：		
Interest income	利息收入	(3,142)	(3,095)
Finance costs	融資成本	156,023	160,934
Amortisation and depreciation	攤銷及折舊	2,731	3,970
Gain on repurchase of Senior Note	購回優先票據的收益	-	2,988
Impairment losses on other receivables and loans and advance	其他應收款及貸款以及墊款的減值虧損	-	201,073
Impairment loss on prepaid land costs	預付土地成本的減值虧損	-	1,177
Other receivables written off	撇銷其他應收款	-	4,222
Gain/(Loss) on disposal of property, plant and equipment	出售物業、廠房及設備收益/(虧損)	20,714	(625)
Gain on derecognition of available-for-sale financial assets	終止確認可供出售金融資產的收益	(33,306)	-
Gain on bargain purchase in respect of business combination	有關業務合併的議價購買收益	-	(123,979)
Gain on disposal of subsidiaries	出售附屬公司的收益	(81,873)	(200,801)
Net decrease/(increase) in fair value of investment properties	投資物業的公允值的減少/(增加)淨額	752,000	(208,415)
Net change in fair value of derivative financial instruments	衍生金融工具的公允值的變動淨額	(14,267)	(15,977)
Net unrealised fair value losses on trading securities	買賣證券的未變現公允值虧損淨額	764	425
Impairment loss on inventories	存貨之減值虧損	260,506	-
Dividend income	股息收入	-	(193)
Net exchange losses	匯兌虧損淨額	-	(2,452)
Operating loss before working capital	營運資金變動前的經營虧損	(233,236)	(119,614)
Increase in inventories	存貨增加	(236,893)	(239,701)
Increase in trade and other receivables	應收賬款及其他應收款增加	(200,904)	(382,472)
Decrease in trading securities	買賣證券減少	-	1,034
Decrease in pledged deposits	抵押存款減少	1,615	47,422
Increase/(Decrease) in trade and other payables, and accruals	應付賬款、其他應付款及預提費用增加/(減少)	730,369	(77,217)
Increase in receipts in advance	預收賬款增加	69,122	116,525
(Decrease)/Increase in rental and other deposits	租賃及其他按金(減少)/增加	(24)	49
Cash generated from/(used) in operations	營運產生/(動用)的現金	130,049	(653,974)
Income tax paid	已付所得稅	(23,819)	(31,144)
Net cash generated from/(used in) operating activities	經營活動產生/(動用)的現金淨額	106,230	(685,118)

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2011 截至2011年12月31日止年度

	Notes 附註	2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
INVESTING ACTIVITIES 投資活動			
Purchase of property, plant and equipment	購置物業、廠房及設備	(2,906)	(14,370)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	6,796	9,976
Decrease in consideration receivable	應收代價款減少	88,927	–
Purchase of investment properties	購置投資物業	–	(1,473)
Proceeds from disposal of investment properties	出售投資物業所得款項	60,000	–
Acquisition of subsidiaries	收購附屬公司	37(a) –	3,220
Purchase of available-for-sale financial assets	購買可供出售金融資產	–	(216,795)
Proceeds from decognition of available-for-sale financial assets	終止確認可供出售金融資產所得款項	272,098	–
Disposal of subsidiaries	出售附屬公司	37(b) 139,193	428,808
Interest received	已收利息	3,142	674
Dividend received	已收股息	–	193
Net cash generated from investing activities	投資活動產生的現金淨額	567,250	210,233
FINANCIAL ACTIVITIES 融資活動			
Drawdown of bank loans	提取銀行貸款	230,357	2,058,157
Repayment of bank loans	償還銀行貸款	(783,980)	(1,364,525)
Repurchase of Senior Note	購回優先票據	–	(185,645)
Proceeds from issue of shares	發行股份所得款項	–	10,005
Interest paid	已付利息	(156,023)	(91,513)
Dividend paid	已付股息	–	(78,209)
Net cash (used in)/generated from financing activities	融資活動(動用)/產生的現金淨額	(709,646)	348,270
NET DECREASE IN CASH AND CASH EQUIVALENTS 現金及現金等價物的減少淨額			
Effect of foreign exchange rate changes	匯率變動的影響	–	2,452
CASH AND CASH EQUIVALENTS AT 1 JANUARY 1月1日的現金及現金等價物			
		92,787	216,950
CASH AND CASH EQUIVALENTS AT 31 DECEMBER 12月31日現金及現金等價物			
		56,621	92,787
ANALYSIS OF CASH AND CASH EQUIVALENTS 現金及現金等價物分析			
Bank and cash balances	銀行及現金結餘	49,049	92,787
Bank and cash balances classified as assets of subsidiaries group classified as held for sale	分類為持作出售之附屬集團之銀行及現金結餘	7,572	–
		56,621	92,787

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, George Town, Grand Cayman KY1-1111, the Cayman Islands. The address of its principal place of business is Room 2101-2109, Tower F, Xihaimingchu Building, No. 1 Taoyuan Road, Nan Shan District, Shenzhen 518052, Guangdong Province, the People's Republic of China (the "PRC"). The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in note 41 to the financial statements.

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting year beginning on 1 January 2011. HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced considering the potential impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

1. 一般資料

本公司於開曼群島註冊成立為有限公司。註冊辦事處的地址位於Cricket Square, Hutchins Drive, PO Box 2681, George Town, Grand Cayman KY1-1111, Cayman Islands。主要營業地點的地址為中華人民共和國(「中國」)深圳南山區桃園路1號西海明珠大廈F座2101-2109室。本公司的股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司是投資控股公司，其主要附屬公司的主要業務載於財務報表附註41。

2. 採納新訂及經修訂香港財務報告準則

於本年度，本集團已採納所有由香港會計師公會所頒佈且與其業務有關的新訂及經修訂香港財務報告準則(「香港財務報告準則」)，該等香港財務報告準則於其自2011年1月1日開始的會計年度生效。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則不會導致本集團之會計政策、本集團財務報表之呈列及本年度及先前年度之呈報金額產生重大變動。

本集團並無應用已頒佈但尚未生效的新增香港財務報告準則。本集團已開始評估新訂香港財務報告準則的影響，但現階段仍未能定斷新訂香港財務報告準則會否對本集團的經營業績及財務狀況構成重大影響。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

3. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance. These financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties, financial instruments classified as trading securities and derivative financial instruments which are carried at their fair values.

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise their judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these financial statements, are disclosed in note 4 to the financial statements.

The significant accounting policies applied in the preparation of these financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases. The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

3. 主要會計政策

此等財務報表乃根據香港財務報告準則、香港公認會計原則以及聯交所證券上市規則及香港公司條例之適用披露規定編製。此等財務報表乃按歷史成本常規編製，並就重估按公允值入賬之投資物業、分類為買賣證券的金融工具及衍生金融工具作出修訂。

財務報表乃遵照香港財務報告準則編製，當中須採用若干主要假設及估計，亦要求董事於應用該等會計政策過程中作出判斷。涉及關鍵判斷及對此等財務報表而言屬重大假設及估計之範疇，乃於財務報表附註4披露。

於編製此等財務報表時應用之重大會計政策載列如下。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至12月31日止之財務報表。附屬公司指本集團擁有控制權之實體。控制權指監管該實體之財務及營運政策以自其業務獲利之權力。在評估本集團是否控制另一實體時，會考慮現時可行使或可兌換之潛在投票權之存在及影響。

附屬公司在控制權轉移至本集團之日起綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。因出售附屬公司而導致失去控制權之盈虧為(i)出售代價之公允值加任何保留於該附屬公司之投資之公允值及(ii)本公司應佔該附屬公司資產淨值加任何有關該附屬公司之剩餘商譽及任何有關累計匯兌儲備兩者間之差額。

集團內公司間之交易、交易結餘及未變現溢利已對銷。未變現虧損亦會對銷，除非該交易有證據顯示所轉讓資產出現減值則作別論。附屬公司之會計政策已按需要變更，以確保與本集團所採納政策貫徹一致。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(a) Consolidation (Cont'd)

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

(b) Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

3. 主要會計政策(續)

(a) 綜合賬目(續)

非控股權益為非本公司直接或間接應佔之附屬公司權益。非控股權益於綜合財務狀況表及綜合權益變動表之權益內呈列。非控股權益於綜合全面收益表內呈列為非控股股東與本公司擁有人應佔本年度損益及全面收益總額之分配。

即使導致非控股權益出現虧損結餘，其盈虧及其他全面收益之各個組成部份仍歸屬予本公司擁有人及非控股股東。

對於附屬公司擁有權之變動，若無導致本集團失去其控制權，則列作權益交易入賬(即與擁有人以其股東身份進行之交易)。控股及非控股權益之賬面值會作出調整，以反映彼等於附屬公司之相關權益變動。對非控股權益作出調整之金額與已付或已收代價之公允值兩者間之任何差額會直接於權益確認，並歸屬予本公司擁有人。

(b) 業務合併及商譽

就業務合併，本集團採用收購會計處理法就收購附屬公司入賬。收購成本按收購日期所給予資產、所發行股本工具、所產生負債及或然代價之公允值計量。收購相關成本於產生成本及接受服務之期間內確認為開支。收購時有關附屬公司之可識別資產及負債按收購日期之公允值計量。

收購成本超出本公司應佔有關附屬公司可識別資產及負債公允淨值之差額以商譽列賬。本公司應佔可識別資產及負債公允淨值超出收購成本之差額，於綜合損益確認為議價收購之收益，並歸屬予本公司。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(b) Business combination and goodwill (Cont'd)

In a business combination achieved in stages, the previously held equity interest in the subsidiary is re-measured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, available-for-sale investment), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy (v) below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Renminbi ("RMB"), which is the Company's functional and presentation currency as well as the functional currency of the principal operating subsidiaries of the Group.

3. 主要會計政策 (續)

(b) 業務合併及商譽 (續)

於分階段進行之業務合併中，先前於附屬公司持有之股權按其收購日期之公允值重新計量，而所得盈虧於綜合損益內確認。有關公允值會加入收購成本以計算商譽。

倘先前於附屬公司持有之股權之價值變動已於其他全面收益（例如可供出售投資）確認，則已於其他全面收益確認之金額會按假設先前持有之股權已出售之相同基準確認。

商譽每年進行減值測試，或當有事件或情況變動顯示可能出現減值時則更頻繁地進行減值測試。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計量方法與下文會計政策 (v) 所述其他資產之計量方法相同。商譽減值虧損於綜合損益內確認，且其後不會撥回。就減值測試而言，商譽會分配至預期將從收購之協同效應中獲益之現金產生單位。

附屬公司之非控股權益初步按有關非控股股東佔該附屬公司於收購日期可識別資產及負債公允淨值之比例計量。

(c) 外幣換算

(i) 功能及呈列貨幣

本集團各實體之財務報表所列項目，均以該實體營運主要經濟環境所採用之貨幣（「功能貨幣」）計量。綜合財務報表乃以本公司之功能及呈列貨幣以及本集團主要營運附屬公司之功能貨幣人民幣（「人民幣」）呈列。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(c) Foreign currency translation (Cont'd)

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(d) Property, plant and equipment

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The estimated useful lives are as follows:

3. 主要會計政策(續)

(c) 外幣換算(續)

(ii) 各實體財務報表之交易及結餘

外幣交易於初步確認時按交易日期之適用匯率換算為功能貨幣。以外幣呈列之貨幣資產及負債按各報告期末適用之匯率換算。換算政策所產生之盈虧於損益確認。

按公允值計量之外幣非貨幣項目按釐定公允值當日之匯率換算。

倘非貨幣項目之盈虧於其他全面收益確認，則該盈虧之任何匯兌部份於其他全面收益確認。倘非貨幣項目之盈虧於損益確認，則該盈虧之任何匯兌部份於損益確認。

(d) 物業、廠房及設備

物業、廠房及設備均按成本扣除累計折舊及減值虧損列賬。

僅在與項目相關之日後經濟效益有可能流入本集團及能可靠計算項目成本之情況下，其後成本方會計入資產賬面值或確認為獨立資產(視適用情況而定)。所有其他維修及保養開支於其產生期間在損益確認。

物業、廠房及設備以直線法按足以撇銷其成本減餘值之比率，於估計可使用年期計算折舊。主要估計可使用年期之年率如下：

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策 (續)

(d) Property, plant and equipment (Cont'd)

- Buildings held for own use which are situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 40 years after the date of completion.
- Leasehold improvements are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 20 years.
- Furniture and fixtures 3-5 years
- Motor vehicles 4 years

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

(e) Investment properties

Investment properties are land and/or buildings held to earn rentals and/or for capital appreciation. An investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at its fair value based on valuation by an external independent valuer. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the period in which they arise.

If a property held for sale becomes investment property, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is recognised in profit or loss.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

(d) 物業、廠房及設備 (續)

- 持作自用位於租賃土地上樓宇按租約未屆滿年期與其估計可使用年期的較短者，由完成日期起不超過40年進行折舊。
- 租賃裝修按未屆滿租賃期與其估計可使用年期(不超過20年)的較短者進行折舊。
- 傢俱及裝置 3至5年
- 汽車 4年

本集團會於各報告期末檢討及調整(如適用)餘值、可使用年期及折舊方法。

出售物業、廠房及設備之盈虧為出售所得款項淨額與相關資產之賬面值兩者間之差額，於損益中確認。

(e) 投資物業

投資物業乃就賺取租金及/或作資本增值持有之土地及/或樓宇。投資物業初步按其成本(包括物業應佔之所有直接成本)計量。

於初步確認後，投資物業根據外聘獨立估值師作出的估值按公允值列值。投資物業之公允值變動所產生之盈虧於其產生期間之損益內確認。

倘持作出售的物業成為投資物業，則於轉讓日期此項目的賬面值與公允值產生的任何差額於損益中確認。

出售投資物業之盈虧為出售所得款項淨額與物業賬面值兩者間之差額，於損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(f) Leases

The Group as lease

(i) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

(ii) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

The corresponding liability to the lessor is included in the statement of financial position as finance lease payable. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Assets under finance leases are depreciated over the lease term or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 3(d).

3. 主要會計政策(續)

(f) 租約

本集團作為租用人

(i) 營運租約

不會將資產擁有權之大部份風險及回報轉移予本集團之租約，均列為營運租約。租賃款項(扣除出租人給予之任何優惠)按租期以直線法確認為開支。

(ii) 融資租約

凡將資產擁有權之大部份風險及回報轉移予本集團之租約，均列為融資租約。融資租約在開始時按租賃資產之公允值及最低租賃付款現值兩者之較低者(兩者均在租賃開始時釐定)撥充資本。

出租人之相應債務於財務狀況表中列作應付融資租約承擔。租賃款項按比例分配為財務費用及削減未付債務。財務費用在租賃期內各期間內分攤，以為餘下債務結餘得出貫徹之定期利率。

倘有可能本集團將取得資產的所有權，則融資租約的資產按資產年期於租賃期內折舊(載於附註3(d))。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策 (續)

(f) Leases (Cont'd)

The Group as lessor

(i) Operating leases

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

(g) Inventories

(i) Properties for future development/under development for sale

Properties for future development/under development for sale are stated at the lower of cost and net realisable value. Costs include acquisition costs, prepaid land lease payments, construction costs, borrowing costs capitalised and other direct costs attributable to such properties. Net realisable value is determined by reference to sale proceeds received after the reporting period less selling expenses and the anticipated costs to completion, or by estimates based on prevailing market condition. On completion, the properties are reclassified to properties held for sale at the then carrying amount. Properties for future development/under development for sale are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond normal operating cycle.

(ii) Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Costs of properties include acquisition costs, prepaid land lease payments, construction costs, borrowing costs capitalised and other direct costs attributable to such properties. Net realisable value is determined by reference to sale proceeds received after the reporting period less selling expenses, or by estimates based on prevailing market condition.

(f) 租約 (續)

本集團作為出租人

(i) 營運租約

不會將資產擁有權之大部份風險及回報轉移予租用人之租約，均列為營運租約。來自營運租約之租金收入按有關租期以直線法確認。

(g) 存貨

(i) 供出售未來發展／發展中物業

供出售未來發展／發展中物業按成本及可變現淨值之較低者入賬。成本包括收購成本、預付土地租賃款、建築成本、撥充資本之借貸成本及有關物業應佔之其他直接成本。可變現淨值乃參考報告期後收取的所得銷售款項扣除銷售開支及預計完成成本釐定，或根據當時市況作出估計。於竣工後，有關物業按其當時賬面值，重新分類為持作出售物業。除非相關在建物業項目的建築期預期於正常營運周期後才完成，否則供出售未來發展／發展中物業將列為流動資產。

(ii) 持作出售物業

持作出售物業按成本值及可變現淨值之較低者入賬。物業成本包括收購成本、預付土地租賃款、建築成本、撥充資本之借貸成本及有關物業應佔之其他直接成本。可變現淨值乃參考報告期後收取的所得銷售款項扣除銷售開支釐定，或根據當時市況作出估計。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

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

(i) Investments

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs except in the case of financial assets at fair value through profit or loss.

Investments are classified as either financial assets at fair value through profit or loss or available-for-sale financial assets.

(i) *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are either investments classified as held for trading or designated as at fair value through profit or loss upon initial recognition. These investments are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in profit or loss.

3. 主要會計政策(續)

(h) 確認及終止確認金融工具

金融資產及金融負債於本集團成為有關工具合約條文之訂約方時，於財務狀況表內確認。

當收取資產現金流之合約權利屆滿時，本集團轉讓相關資產擁有權之絕大部份風險及回報，或本集團既不轉讓亦不保留資產擁有權之絕大部份風險及回報，惟不保留資產之控制權，則終止確認為金融資產。於終止確認一項金融資產時，該項資產之賬面值與已收代價之差額及已於其他全面收益中確認之累計盈虧於損益中確認。

當相關合約中規定之責任獲解除、註銷或屆滿，則終止確認為金融負債。已終止確認之金融負債之賬面值與已付代價間之差額於損益中確認。

(i) 投資

投資是以購入或出售投資項目，根據市場情況按合同條款規定期限於交易日期確認入賬及終止確認，並按公允值加直接交易成本作初步計算，惟按公允值計入損益之金融資產則除外。

投資分類為按公允值計入損益的金融資產或可供出售金融資產。

(i) *按公允值計入損益的金融資產*

初步確認時，按公允值計入損益的金融資產均為持作買賣或指定為按公允值計入損益的投資。此等投資隨後按公允值計量。此等投資公允值變動引起的盈虧均在損益確認。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策 (續)

(i) Investments (Cont'd)

(ii) Available-for sale financial assets

Available-for-sale financial assets are non-derivative financial assets not classified as trade and other receivables, held-to-maturity investments or financial assets at fair value through profit or loss. Available-for-sale financial assets are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in other comprehensive income, until the investments are disposed of or there is objective evidence that the investments are impaired, at which time the cumulative gains or losses previously recognised in other comprehensive income are recognised in profit or loss. Interest calculated using the effective interest method is recognised in profit or loss. Impairment losses recognised in profit or loss for equity investments classified as available-for-sale financial assets are not subsequently reversed through profit or loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less accumulated impairment losses at the end of the reporting period subsequent to initial recognition. Impairment losses recognised in profit or loss are not subsequently reversed.

(j) Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

(i) 投資 (續)

(ii) 可供出售金融資產

可供出售金融資產指並無分類為應收賬款及其他應收賬款、持有至到期日之投資或按公允值計入損益之金融資產之非衍生金融資產。可供出售金融資產其後按公允值計量。因該等投資之公允值變動所產生之盈虧於其他全面收益中確認，直至該等投資售出或有客觀證據顯示投資出現減值為止，此時，先前於其他全面收益中確認之累計盈虧乃於損益中確認。利息以實際利率法計算於損益中確認。就分類為可供出售金融資產之股票投資之減值虧損於損益中確認，其後不會透過損益回撥。

就在交投活躍市場未有市場報價且其公允值未能可靠計量的待售股權投資，於初步確認後各報告期末乃按成本減累計減值虧損計量。於損益中確認的減值虧損其後不會撥回。

(j) 應收賬款及其他應收款

應收賬款及其他應收款為固定或可確定付款金額及沒有活躍市場報價之非衍生金融資產，初步按公允值確認，其後則以實際利率法按攤銷成本扣除減值撥備計算。應收賬款及其他應收款之減值撥備於有客觀證據顯示本集團無法按應收賬款之原有條款收回所有金額時作出。撥備金額為應收賬款賬面值與估計日後現金流量按初步確認時所用實際利率貼現之現值兩者間之差額。撥備金額於損益內確認。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(j) Trade and other receivables (Cont'd)

Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

(k) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

(l) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(i) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

3. 主要會計政策(續)

(j) 應收賬款及其他應收款(續)

倘應收賬款之可收回金額客觀上因確認減值後發生之事件增加，則減值虧損於往後期間撥回並在損益確認，惟應收賬款於撥回減值日期之賬面值不得超逾假設並無確認減值應存在之攤銷成本。

(k) 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物乃指銀行及手頭現金、銀行及其他財務機構之活期存款及可隨時轉換為確實數額之現金及存在非重大價值變動風險之短期高度流動投資項目。須於要求時償還之銀行透支為本集團現金管理之組成部份，亦會列作現金及現金等價物。

(l) 金融負債及股本工具

金融負債及股本工具乃按所訂立合約安排之內容及香港財務報告準則下金融負債及股本工具之釋義分類。股本工具為反映扣除所有負債後本集團資產剩餘權益之合約。下文載列就特定金融負債及股本工具所採納之會計政策。

(i) 借貸

借貸初步按公允值扣除所產生交易成本確認，其後以實際利率法按攤銷成本計量。

借貸分類為流動負債，除非本集團具無條件權力，遞延負債還款期至報告期後最少12個月則作別論。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(l) Financial liabilities and equity instruments (Cont'd)

(ii) Financial guarantee contract liabilities

Financial guarantee contract liabilities are measured initially at their fair values and are subsequently measured at the higher of:

- the amount of the obligations under the contracts, as determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets"; and
- the amount initially recognised less cumulative amortisation recognised in profit or loss on a straight-line basis over the terms of the guarantee contracts.

(iii) Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(iv) Equity instruments

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

(m) Derivative financial instruments

Derivative financial instruments are initially recognised and subsequently measured at fair value. Changes in the fair value of derivatives are recognised in profit or loss as they arise.

3. 主要會計政策 (續)

(l) 金融負債及股本工具 (續)

(ii) 財務擔保合約負債

財務擔保合約負債最初按其公允值計量，其後則按以下兩者中較高者計量：

- 根據香港會計準則第37號「撥備、或然負債及或然資產」確定之合約承擔金額；及
- 初步確認之金額減去於擔保合約期限內按直線基準於損益內確認之累計攤銷。

(iii) 應付賬款及其他應付款

應付賬款及其他應付款初步按公允值入賬，其後以實際利率法按攤銷成本計量，除非貼現影響甚微，於此情況下，則按成本入賬。

(iv) 股本工具

本公司發行之股本工具以已收所得款項減直接發行成本入賬。

(m) 衍生金融工具

衍生金融工具會初步確認及其後按公允值計量。衍生工具公允值變動於發生時在損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(n) Non-current assets held for sale

Non-current assets or disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

(o) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

3. 主要會計政策(續)

(n) 持作出售之非流動資產

非流動資產或出售組別之帳面值如可透過出售交易而非透過持續使用而收回，則會分類為持作出售。此條件僅於很有可能達成出售及資產(或出售組別)可於現況下即時出售時方可符合。管理層必須對出售作出承諾，而出售預期應可於分類日期起計一年內合資格確認為已完成出售。

當本集團承諾進行涉及失去一間附屬公司控制權之出售計劃時，不論本集團是否將於出售後保留前附屬公司之非控股權益，該附屬公司之所有資產及負債於符合上述分類為持作出售之條件時則分類為持作出售。

分類為持作出售之非流動資產(及出售組別)乃按資產以往帳面值及公平值兩者中之較低者減出售成本計量。

(o) 收入確認

收入乃按已收或應收代價的公允值計量，並在經濟效益可能流入本集團及收入金額可予準確計算的前提下確認。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策 (續)

(o) Revenue recognition (Cont'd)

(i) Sales of properties

Revenue from the sale of properties held for sale is recognised when the significant risks and rewards of ownership have been transferred to the buyers. The Group considers that the significant risks and rewards of ownership are transferred when the properties are completed and delivered to the buyers. Revenue from sales of properties excludes business tax and other sales related taxes and is after deduction of any trade discounts. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under receipts in advance.

(ii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the operating leases. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned. Rental income excludes business tax or other sales related taxes.

(iii) Property management income

Revenue from property management is recognised in the accounting period in which the services are rendered.

(iv) Dividend income

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established. Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

(v) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method.

(o) 收入確認 (續)

(i) 銷售物業

持作銷售物業的收入於已轉移所有權的主要風險及報酬予買家時確認。本集團認為所有權的主要風險及報酬在物業完成及交付給買家時作出轉移。銷售物業收入不包括營業稅及其他銷售相關稅項，並已扣除任何營業折扣。於收入確認日期前就出售物業收取的按金及分期付款，已計入財務狀況表的預收款項內。

(ii) 經營租賃的租金收入

經營租賃的應收租金收入於租賃期所涵蓋期間，按等額於損益內確認，但如有其他基準能更清楚地反映經營租賃所產生的收益模式時則除外。租賃獎勵於損益中確認為應收租賃淨付款總額的組成部分。或然租金於其產生的會計期間內確認為收入。租金收入不包括營業稅及其他銷售相關稅項。

(iii) 物業管理收入

物業管理收入於提供服務的會計期間確認。

(iv) 股息收入

股息收入乃當股東收取款項的權利確定時確認。上市投資的股息收入乃投資項目的股價除息時確認。

(v) 利息收入

利息收入按實際利率法以時間比例基準確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(p) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

The Group contributes to appropriate local defined contribution retirement schemes pursuant to the relevant labour rules and regulations in the PRC. Contributions to the schemes by the Group are recognised as an expense in profit or loss as incurred, to the extent that they are not capitalised as inventories.

(iii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

3. 主要會計政策(續)

(p) 僱員福利

(i) 僱員享有假期

僱員之年假及長期服務休假之權利乃於僱員應享有時確認。本集團已就截至報告期末止僱員已提供之服務而產生之年假及長期服務休假之估計負債作出撥備。

僱員之病假及產假不作確認，直至僱員正式休假為止。

(ii) 退休金責任

本集團根據香港《強制性公積金計劃條例》的規定向界定供款退休計劃作出供款。本集團及僱員對退休福利計劃之供款乃按照僱員基本薪金之百分比計算。扣自損益之退休福利計劃成本指本集團應向基金支付之供款。

根據中國相關勞動規則及規例向當地適當的定額供款退休計劃作出供款，本集團向計劃作出的供款於產生時在損益中確認為開支，惟未資本化為存貨者則除外。

(iii) 終止合約福利

本集團須通過周詳、正式之計劃(該計劃並無任何實際撤銷之可能性)，明確地表示終止僱用員工或對自願遣散之僱員提供福利，方會確認終止合約福利。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(q) Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions, with a corresponding increase in capital reserve.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and recognised as expense.

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

(r) Borrowing costs

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

3. 主要會計政策 (續)

(q) 股份付款

本集團向若干董事、僱員及顧問發放股本結算股份付款。

董事及僱員之股本結算股份付款於授出日期按股本工具的公允值計量(不包括非市場歸屬條件之影響)。按股本結算股份付款授出日期釐定之允平值，乃根據本集團估計股份最終歸屬及就非市場歸屬條件調整，按歸屬期以直線法支銷，於資本儲備計入相應增加。

顧問之股本結算股份付款以提供服務之公允值計量，或所提供的服務公允值不能可靠計量，以授出股本工具公允值計量。公允值乃於本集團接獲服務及確認為費用之日計量。

行使認股權時，早前於資本儲備已確認之數額將轉撥至股份溢價。倘認股權於歸屬日期後被沒收或於屆滿日期時仍未獲行使，早前於資本儲備已確認之數額將轉入(累計虧損)/保留溢利。

(r) 借貸成本

收購、建設或生產需長時間方準備就緒作擬定用途或出售之合資格資產而直接涉及之借貸成本均撥充資本作為該等資產之部份成本，直至資產大致上準備就緒作擬訂用途或出售為止。在特定借貸撥作合資格資產之支出前暫時用作投資所賺獲之投資收入，會自合資格撥充資本之借貸成本中扣除。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(r) Borrowing costs (Cont'd)

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

(s) Taxation

Income tax represents the sum of the current tax and deferred tax.

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

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the 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, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

3. 主要會計政策(續)

(r) 借貸成本(續)

就於一般情況及用作取得合資格資產而借入之資金而言，合資格撥充資本之借貸成本金額乃就用於該資產之開支應用資本化比率計算。資本化比率為本集團於期內尚未償還借貸(就取得合資格資產而借入之特定借貸除外)適用之加權平均借貸成本。

所有其他借貸成本均於產生期間在損益內確認。

(s) 稅項

所得稅為即期稅項與遞延稅項之總和。

應付稅項乃按本年度應課稅溢利計算。應課稅溢利與損益中確認之溢利不同，因應課稅溢利不包括其他年度之應課稅收入或可扣減開支項目，亦不包括毋須課稅或不可扣稅項目。本集團之即期稅項乃按報告期末前已頒佈或實質頒佈之稅率計算。

遞延稅項乃按財務報表中資產及負債之賬面值與用作計算應課稅溢利之相應稅基間之差額確認。遞延稅項通常會就所有應課稅暫時性差額確認，倘有應課稅溢利可用以抵銷可扣減暫時性差異、未動用稅項虧損或未動用稅項抵免，則會確認為遞延稅項資產。於一項交易中，倘因其他資產及負債之商譽或初步確認(業務合併除外)而產生之暫時性差額不影響應課稅溢利及會計溢利時，則不會確認該等資產及負債。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(s) Taxation (Cont'd)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries 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 when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(t) PRC Land Appreciation tax ("LAT")

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including land costs, borrowing costs, business taxes and all property development expenditures. LAT is recognised as an income tax. LAT paid is a deductible expense for PRC corporate income tax purposes.

3. 主要會計政策 (續)

(s) 稅項 (續)

遞延稅項就投資於附屬公司產生之應課稅暫時性差額確認，除非本集團能控制撥回暫時性差額以及暫時性差額在可見將來不會被撥回。

遞延稅項資產之賬面值於各報告期末均會作出檢討，並在預期不再有足夠應課稅溢利抵銷全部或部份資產時扣減。

遞延稅項乃以預期於償還負債或變現資產當期基於報告期末前已頒佈或實質頒佈之稅率計算。遞延稅項會於損益確認，倘遞延稅項與已於其他全面收益或直接於權益中確認之項目有關則除外，在此情況下，遞延稅項亦會於其他全面收益或直接於權益中確認。

倘有法定可行使權利將即期稅項資產及即期稅項抵銷，且兩者與同一稅務機構徵收之所得稅有關，而本集團擬按淨額基準結算即期稅項資產及負債，則可抵銷遞延稅項資產及負債。

(t) 中國土地增值稅 (「土地增值稅」)

中國土地增值稅是按土地價值的增加，以累進稅率30%至60%計算，為銷售物業所得款項減可扣減支出，包括土地成本、借貸成本、營業稅和所有物業發展開支。土地增值稅確認為所得稅。已付土地增值稅就中國企業所得稅而言是可扣減開支。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(u) Related parties

1. A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
2. An entity is related to the Group if any of the following conditions applies:
 - (i) 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).
 - (ii) 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).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

3. 主要會計政策(續)

(u) 關連人士

1. 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：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理層人員。
2. 倘符合下列任何條件，即該實體與本集團有關連：
 - (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一間實體為另一實體的聯營公司或合營企業(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企業)。
 - (iii) 兩間實體均為同一第三方的合營企業。
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(u) Related parties (Cont'd)

2. (Cont'd)

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in note 3(u)(1).
- (vii) A person identified in note 3(u)(1)(i) 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 members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(v) Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its assets except investment properties, deferred tax assets, inventories and financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

3. 主要會計政策 (續)

(u) 關連人士 (續)

2. (續)

- (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。
- (vi) 該實體受於3(u)(1)所述的人士控制或受共同控制。
- (vii) 於3(u)(1)(i)所述的人士對該實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

與該人士關係密切的家庭成員是指他們在與實體進行交易時，預期可能會影響該人士或受該人士影響的家庭成員。

(v) 資產減值

於各報告期末，本集團均會審閱其資產之賬面值(投資物業、遞延稅項資產、存貨及金融資產除外)，以釐定是否有任何跡象顯示該等資產已出現減值虧損。如有任何減值情況，則會估計資產之可收回金額，以釐定減值虧損之程度。如不能估計個別資產之可收回金額，則本集團會估計資產所屬現金產生單位之可收回金額。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(v) Impairment of assets (Cont'd)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit 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 (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years.

A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(w) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or nonoccurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow is remote.

3. 主要會計政策(續)

(v) 資產減值(續)

可收回金額為公允值減去出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃以稅前貼現率貼現至現值以反映市場現時所評估之金錢時值及資產特定風險。

倘資產或現金產生單位之可收回金額估計將少於賬面值，則資產或現金產生單位之賬面值會減少至其可收回金額。減值虧損會即時於損益確認，除非有關資產乃按重估金額列賬則除外，在該情況下，減值虧損視為重估減少。

倘其後撥回減值虧損，則資產或現金產生單位之賬面值會增至經修訂之預計可收回金額，惟增加後之賬面值不得超逾過往年度並無就資產或現金產生單位確認減值虧損應予釐定之賬面值(經扣除攤銷或折舊)。

減值虧損撥回會即時於損益確認，惟倘有關資產按重估金額列賬，則減值虧損撥回會視作重估增加處理。

(w) 撥備及或然負債

倘本集團因過往事件負上現有法律或推定責任而可能需要撥出以履行責任經濟利益並可作出可靠估計，則會就未有確定時間或金額之負債確認撥備。倘金錢之時間價值重大，撥備會以履行義務預期所需支出之現值列賬。

倘需要撥出經濟利益之可能性不大，或未能可靠估計有關金額，則除非撥出經濟利益之可能性極微，否則有關責任將列作或然負債披露。須視乎某宗或多宗未來事件是否發生才能確定存在與否之潛在責任，亦會披露為或然負債，除非撥出經濟利益之可能性極微則作別論。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(x) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(a) Key sources of estimation uncertainty

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

(i) Available-for-sale financial assets

The Group's available-for-sale financial assets include unlisted investments that do not have a quoted market price in an active market and the range of reasonable fair value estimates is considered so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably. Accordingly the Group has reflected these available-for-sale financial assets at cost less any impairment losses.

The Group determine whether an available-for sale financial asset is impaired in accordance with HKAS 39 "Financial Instruments: Recognition and Measurement". In addition, the Group evaluates, among others, the financial position of and business outlook for the investee, including factors such as industry and sector performance, operational and financing cash flows. The Group's estimates may be inaccurate and any change in the estimates would affect profit or loss in future years.

3. 主要會計政策(續)

(x) 報告期後事項

本集團於報告期末業務狀況之額外資料或顯示持續經營假設並不適當之報告期後事項為調整事項，並反映於財務報表。並非調整事項之報告期後事項，倘屬重大時，則於財務報表附註內披露。

4. 關鍵判斷及主要估計

(a) 估計不明朗因素之主要來源

有極大風險導致未來財政年度之資產與負債之賬面值出現重大調整之有關未來之主要假設，以及於報告期末估計不明朗因素之其他主要來源均於下文論述。

(i) 可供出售金融資產

本集團的可供出售金融資產包括於活躍市場上並無報價，以及合理公允值估計範圍實屬重大董事認為其公允值未能可靠計量的非上市投資。因此，本集團已按成本減任何減值虧損反映此等可供出售金融資產。

本集團根據香港會計準則第39號「金融工具：確認及計量」確定可供出售金融資產是否出現減值。另外，本集團評估(包括其他因素)被投資公司的財務狀況及業務前景，包括行業及分部表現、經營及融資現金流量等因素。本集團的估計未必準確，而估計的任何變動將影響日後年度之溢利或虧損。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONT'D)

(a) Key sources of estimation uncertainty (Cont'd)

- (ii) *Provision for completed properties held for sale and properties for future development and under development for sale*

As explained in note 3(g), the Group's completed properties held for sale and properties for future development and under development for sale are stated at the lower of cost and net realisable value. Based on the Group's recent experience and the nature of the subject properties, the Group makes estimates of the selling prices, the costs of completion in case for properties for future development and under development for sale, and the costs to be incurred in selling the properties based on prevailing market conditions.

If there is an increase in costs to completion or a decrease in net sales value, the net realisable value will decrease and this may result in provision for completed properties held for sale and properties for future development and under development for sale. Such provision requires the use of judgement and estimates. Where the expectation is different from the original estimate, the carrying value and provision for properties in the periods in which such estimate is changed will be adjusted accordingly.

In addition, given the volatility of the PRC property market and the unique nature of individual properties, the actual outcomes in terms of costs and revenue may be higher or lower than estimated at the reporting date. Any increase or decrease in the provision would affect profit or loss in future years.

4. 關鍵判斷及主要估計(續)

(a) 估計不明朗因素之主要來源(續)

- (ii) *持作出售的已竣工物業及供出售未來開發及發展中物業的準備*

如附註3(g)所解釋，本集團持作出售的已竣工物業、供出售未來開發及發展中物業乃以成本值及可變現淨值的較低者入賬。根據本集團的最近經驗及上述物業的性質，本集團基於現時的市場狀況，推算售價、供出售未來開發及發展中物業的竣工成本及出售該等物業所產生的成本。

倘竣工成本有所增加或銷售價值淨值有所減少，可變現價值淨額將會減少，繼而或會為持作出售的已竣工物業、未來開發物業及供出售的發展中物業提撥準備。該準備須予以判斷及估計。倘預期與原來估計有所不同，於該推算出現改動期內的物業賬面值及準備將會相應地調整。

此外，根據中國物業市場的波動及個別物業的特有性質，成本及收益的實際所得或會高於或低於在報告日所估計的所得。準備的任何增加或減少將對未來的溢利或虧損構成影響。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONT'D)

(a) Key sources of estimation uncertainty (Cont'd)

(iii) Impairment losses on prepaid project costs

The Group prepaid land and construction costs for certain projects located on the lands which the Group has not obtained title documents of the land use rights. The Group is in the process of obtaining title documents of these land use rights. Should the title documents of these land use rights cannot be obtained subsequently, certain prepaid costs may not be recoverable. The Group provides for impairment losses for the unrecoverable costs based on its estimation. The Group's estimates may be inaccurate and any change in the estimates would affect profit or loss in future years.

(iv) Impairment losses on loans and advances

The Group reviews the recoverability and ageing of loans and receivables and provides for impairment losses if the balances are not fully recoverable. The assessments involve estimation on the recoverability of these balances. The Group's estimates may be inaccurate and any change in estimates would affect profit or loss in future years.

4. 關鍵判斷及主要估計(續)

(a) 估計不明朗因素之主要來源(續)

(iii) 預付項目成本的減值虧損

本集團就位於其未獲取土地使用權的業權文件的若干項目，預付土地及建築成本。本集團現正採取行動獲取該等土地使用權的業權文件。倘本集團於日後未能獲取該等土地使用權的業權文件，若干預付成本或會不能收回。本集團根據其估計為不可收回的成本的減值虧損作準備。本集團的估計或會不準確，而該等估計的任何變動將影響來年的溢利或虧損。

(iv) 貸款及墊款的減值虧損

本集團審核貸款及墊款的可收回性及賬齡，倘餘額無法悉數收回，則將對減值虧損作撥備。有關評估涉及對餘額可收回性的估計。本集團的估計可能不準確，而估計亦可能須於日後年度進行調整。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONT'D)

(a) Key sources of estimation uncertainty (Cont'd)

(v) *Estimated income taxes (including LAT)*

The Group is subject to income taxes mainly in the PRC. Significant estimates are required in determining the amount of the provision for tax and the timing of payment of the related tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. 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 periods in which such determination are made.

(vi) *Derivative financial instruments*

The fair values calculated on the basis of well-established valuation techniques using current market parameters are theoretical values applicable at a given reporting date, and hence can only be used as an indicator of value realisable in a future sale. These techniques involve uncertainties and are significantly affected by the assumptions used and judgements made regarding risk characteristics of various financial instruments, discount rates, estimates of future cash flows, future expected loss and other factors. Changes in assumptions could significantly affect these estimates and the resulting fair values. Derived fair value estimates cannot necessarily be substantiated by comparison to independent markets and, in many cases, could not be realised in an immediate sale of the instruments.

4. 關鍵判斷及主要估計(續)

(a) 估計不明朗因素之主要來源(續)

(v) 估計所得稅(包括中國土地增值稅)

本集團主要須繳納中國之所得稅，於釐定相關稅項之稅項撥備金額及支付時間時，需要作出重大估計。於日常業務過程中有頗多未能確定最終稅項之交易及計算。倘該等事宜之最終稅務結果與初步記錄之金額不符，有關差異將影響作出釐定之期間內之所得稅及遞延稅項撥備。

(vi) 衍生金融工具

根據信譽卓著的估值方法採用當前市場參數計算的公允價值為適用於某一報告日期的理論價值，因此僅可用作日後出售時可變現價值的指標。該等方法涉及不明朗因素，及受到所採用假設、就各種金融工具的風險特徵作出的判斷、折現率、估計未來現金流量、未來預期虧損經驗及其他因素的顯著影響。假設變動可顯著影響該等估計及就此產生的公允價值。所推算的公允價值估計不一定能夠透過與獨立市場作比較而獲得證實，而在很多情況下，本集團均不能將該等工具直接出售以變現公允價值。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONT'D)

(a) Key sources of estimation uncertainty (Cont'd)

(vii) Valuation of investment properties

As described in note 18 to the financial statements, investment properties are stated at fair value based on the valuation performed by an independent firm of professional surveyors after taking into consideration the net rental income allowing for reversionary income potential.

In determining the fair value, the surveyors have based on a method of valuation which involves, inter alia, certain estimates including current market rents for similar properties in the same location and condition, appropriate discount rates and expected future market rents. In relying on the valuation report, the directors have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions.

(viii) Financial guarantee contracts

Details of guarantees provided by the Group are set out in note 38 to the financial statements. Based on expectations at the reporting date, the directors consider that it is more likely than not that such an amount will not be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

4. 關鍵判斷及主要估計(續)

(a) 估計不明朗因素之主要來源(續)

(vii) 投資物業的估值

誠如財務報表附註18所述，投資物業根據獨立專業測量師於考慮租金收入淨額及可能的復歸收入後所進行的估值按公允值列賬。

測量師根據涉及若干估計，其中包括目前市場上所處位置及狀況相同的同類物業租金、適當折現率及預期未來市場租金的估值方法釐定公允值。於倚賴估值報告時，董事已作出判斷及信納估值方法可反映目前市況。

(viii) 財務擔保合約

本集團提供擔保的詳情載於財務報表附註38。根據報告日之預期，董事認為很大可能毋須根據安排支付款項。然而，上述估計將視乎對手方根據擔保提出申索之可能性而有變，而提出申索之可能性則取決於對手方所持獲擔保財務應收款項出現信貸虧損之可能性。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

5. FINANCIAL INSTRUMENTS

5. 金融工具

(a) Categories of financial instruments

Financial assets	金融資產
Available-for-sale financial assets	可供出售金融資產
Trading securities	買賣證券
Loans and receivables (including bank and cash balances)	貸款及應收款 (包括銀行及現金結餘)
Financial liabilities	金融負債
Financial liabilities at amortised cost	按攤銷成本計量的金融負債
Derivative financial liabilities	衍生金融負債

(b) Financial risk management

(i) Foreign currency risk

The Group's activities expose it to a variety of financial risks: foreign currency risk, price risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

All the Group's revenue-generating activities were transacted in RMB. Exposure to foreign currency risks is mainly attributable to bank deposits, bank and other borrowings that are denominated in currencies other than RMB. Foreign currency risk is measured by employing sensitivity analysis, taking into account current and anticipated exposures.

At 31 December 2011, it is estimated that had the United States Dollars exchange rate (versus RMB) increased/decreased by 5% (2010: 5%), with all other variables remaining constant, the Group's loss after tax for the year would have increased/decreased by approximately RMB13,000 (2010: the Group's profit after tax would have decreased/increased by approximately RMB8,574,000).

(a) 金融工具的分類

2011	2010
RMB'000	RMB'000
人民幣千元	人民幣千元
-	251,895
2,296	4,060
172,887	747,945
2,288,491	2,325,508
8	14,275

(b) 財務風險管理

(i) 外幣風險

本集團業務須承受各種財務風險，包括外幣風險、價格風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃專注於金融市場不可預測之特性，務求降低對本集團財務表現帶來之潛在負面影響。

本集團所有產生收入的業務均以人民幣進行交易。所面對的外幣風險主要為銀行存款、銀行及其他借貸以人民幣以外的貨幣計值。外幣風險乃採用敏感度分析計量，並計及當前及預期的風險。

於2011年12月31日，在所有其他變量維持不變之情況下，如每美元兌人民幣匯率分別上調／下調5%（2010年：5%），則本集團於本年度的除稅後虧損估計將分別增加／減少約人民幣13,000元（2010年：本集團除稅後溢利將減少／增加約人民幣8,574,000元）。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

5. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(ii) Price risk

The Group's exposure to equity price risk is mainly attributable to the Warrants (note 30) issued by the Company. The Warrants are measured at fair value at the end of each reporting period and the Warrants' fair value are changed in response to the change in market price of the Company's shares.

At 31 December 2011, it is estimated that had the market price of the Company's shares increased/decreased by 10% (2010: 10%), with all other variables remaining constant, the Group's loss after tax for the year would have increased/decreased by approximately RMB3,456 (2010: the Group's profit after tax would have decreased/increased by approximately RMB4,339,000).

(iii) Credit risk

At 31 December 2011, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group has a defined credit policy. In addition, the Group reviews the ageing of its individual debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

5. 金融工具(續)

(b) 財務風險管理(續)

(ii) 價格風險

本集團面臨的股本價格風險主要由於本公司發行的認股權證(附註30)所致。認股權證於各報告期末按公允值計量，並且認股權證的公允值會因應本公司股份的市價變動而有所變化。

於2011年12月31日，在所有其他變量維持不變之情況下，如本公司股份的市價分別上升/下降10%(2010年：10%)，則本集團於本年度的除稅後虧損估計將分別減少/增加約人民幣3,456元(2010年：本集團除稅後溢利將減少/增加約人民幣4,339,000元)。

(iii) 信貸風險

於2011年12月31日，本集團之最高信貸風險自綜合財務狀況表所述各已確認金融資產之賬面值產生。信貸風險會因對手方未能履行責任而對本集團造成財務損失。

本集團擁有清晰的信貸政策。此外，本集團於各報告期末檢討個別債項之賬齡，以確保對不可收回金額計提足夠減值虧損。就此而言，本公司董事認為本集團之信貸風險已大幅降低。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

5. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(iii) Credit risk (Cont'd)

The credit risk on pledged deposits, bank and cash balances is limited because the counterparties are banks with high credit-ratings. The Group has arranged bank financing for certain purchasers of properties and provided guarantees to certain former subsidiaries, its tenant and business associates. Details of these guarantees are set out in note 38 to the financial statements.

(iv) Liquidity risk

Individual subsidiaries within the Group are responsible for their own cash management based on the Group's internal guidelines on liquidity requirement, including raising loans to cover the expected cash demand, and obtaining credit lines, subject to approval by the Board. The Group's objective is to strike a balance between continuity of funding and flexibility through the use of banking facility and other borrowings. The Group financed its operations and investment activities with internally generated cash flows, balanced with proceeds from the line of credit obtain from banks. There has been no default on repayment of interest and/or bank borrowings as at year end or at any time during the year.

5. 金融工具(續)

(b) 財務風險管理(續)

(iii) 信貸風險(續)

由於對手方為擁有高信貸評級之銀行，故抵押存款、銀行及現金結餘的信貸風險有限。本集團亦為若干物業買家提供銀行融資及為若干前附屬公司、其租戶及業務聯繫人士提供擔保。有關擔保的詳情列載於財務報表附註38。

(iv) 流動性風險

本集團個別附屬公司根據本集團有關流動資金規定的內部指引，自行負責其本身的現金管理，包括籌集貸款以應付預期的現金需求及獲得融資額，惟須取得董事會批准。本集團的目標是致力於透過運用銀行信貸及其他借貸達致資金持續性與靈活性之間的均衡。本集團以內部產生的現金流量為其經營業務及投資活動提供資金，同時以銀行獲授的融資額為補充。於年結或年內任何時間並無任何償還利息及／或銀行借款的違約情況。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

5. FINANCIAL INSTRUMENTS (CONT'D)

5. 金融工具(續)

(b) Financial risk management (Cont'd)

(b) 財務風險管理(續)

(iv) Liquidity risk (Cont'd)

(iv) 流動性風險(續)

The following tables show the remaining contractual maturities at the reporting date of the Group's non-derivative financial liabilities (excluding receipts in advance), which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group can be required to pay:

下表顯示本集團之非衍生金融負債(不包括預收賬款)於報告日之餘下合約到期日，乃根據合約未折現現金流量(包括使用合約利率計算之利息付款，或如屬浮動利率，則按於資產負債表日之利率計算)以及本集團可要求償還之最早日期計算：

		2011					
		Contractual undiscounted cash outflow					
		合約未折現現金流出					
		Within 1 year or on demand 一年內 或按要求 RMB'000 人民幣千元	More than 1 year but less than 2 years 一年以上但 少於兩年 RMB'000 人民幣千元	More than 2 years but less than 5 years 兩年以上但 少於五年 RMB'000 人民幣千元	More than 5 years 五年以上 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
Trade and other payables, and accruals	應付賬款、其他應付 賬款及預提費用	963,766	-	-	-	963,766	963,766
Rental and other deposits	租賃及其他按金	11,768	-	-	-	11,768	11,768
Bank and other borrowings	銀行及其他借貸	903,268	464,750	-	-	1,368,018	1,312,957
Total	合計	1,878,802	464,750	-	-	2,343,552	2,288,491

		2010					
		Contractual undiscounted cash outflow					
		合約未折現現金流出					
		Within 1 year or on demand 一年內 或按要求 RMB'000 人民幣千元	More than 1 year but less than 2 years 一年以上但 少於兩年 RMB'000 人民幣千元	More than 2 years but less than 5 years 兩年以上但 少於五年 RMB'000 人民幣千元	More than 5 years 五年以上 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
Trade and other payables, and accruals	應付賬款、其他應付 賬款及預提費用	378,286	-	-	-	378,286	378,286
Rental and other deposits	租賃及其他按金	2,160	714	2,477	6,441	11,792	11,792
Bank and other borrowings	銀行及其他借貸	932,519	677,187	245,574	364,630	2,219,910	1,935,430
Total	合計	1,312,965	677,901	248,051	371,071	2,609,988	2,325,508

The above table excluded all non-cash settled contractual liabilities.

上表不包括所有非現金結算之合約負債。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

5. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(v) Interest rate risk

The Group's interest rate risk arises primarily from interest-bearing assets and liabilities. It is the Group's intention to keep its borrowings at floating interest rate with an aim to reflect market costs of funding. It is this reason that cost of specific borrowings financing the Group's development projects would be capitalised at a rate reflecting market conditions. The Group's effect on changes in interest rate is considered immaterial to the Group's profit or loss.

Sensitivity analysis

At 31 December 2011, it is estimated that a general increase/decrease of 1% (2010: 1%) in interest rates, with all other variables held constant, would increase/decrease the Group's loss after tax for the year by approximately RMB9,847,000 (2010: decrease/increase the Group's profit after tax by RMB10,809,000).

(c) Fair values

The directors consider that the carrying amounts of the financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values. The following disclosures of fair value measurements use a fair value hierarchy which has 3 levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

5. 金融工具(續)

(b) 財務風險管理(續)

(v) 利率風險

本集團的利率風險主要來自於計息資產及負債。本集團有意繼續保留浮息借貸，藉以反映資金的市場成本，原因是為本集團開發項目提供資金的特定借貸成本將按反映市場情況之利率予以資本化。本集團認為利率變動對本集團溢利或虧損的影響極微。

敏感度分析

於2011年12月31日，在所有其他變量維持不變之情況下，如利率全面上调/下调1% (2010年：1%)，則本集團於本年度的除稅後虧損將增加/減少約人民幣9,847,000元(2010年：本集團之除稅後溢利減少/增加人民幣10,809,000元)。

(c) 公允值

董事認為綜合財務狀況表所列示金融資產及金融負債之賬面值與其各自公允值相若。以下乃按公允值計量分為三個公平價值層級之披露：

第1層：相同資產或負債之活躍市場報價(未經調整)。

第2層：第一層所包括之報價以外，資產或負債直接(即價格)或間接(即從價格推算)觀察得出之輸入數據。

第3層：並非根據可觀察市場數據得出之資產或負債輸入數據(無法觀察輸入數據)。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

5. FINANCIAL INSTRUMENTS (CONT'D)

5. 金融工具(續)

(c) Fair values (Cont'd)

(c) 公允值(續)

Disclosures of level in fair value hierarchy at 31 December 2011

於2011年12月31日的公允價值層級之披露：

		Level 1 第1層 RMB'000 人民幣千元	Level 2 第2層 RMB'000 人民幣千元	Level 3 第3層 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Assets	資產				
Trading securities	買賣證券				
– Listed	– 已上市	2,296	–	–	2,296
Liabilities	負債				
Derivative financial liabilities	衍生工具負債				
– Warrants	– 認股權證	–	–	8	8

During the year, decrease in derivative financial liabilities measured at fair value based on level 3 represented the fair value gain of approximately RMB14,267,000 recognised in the profit or loss.

年內，以第3級為基準按公允值計量的衍生金融負債減少指於損益中確認公允值收益約人民幣14,267,000元。

Disclosures of level in fair value hierarchy at 31 December 2010

於2010年12月31日的公允價值層級之披露：

		Level 1 第1層 RMB'000 人民幣千元	Level 2 第2層 RMB'000 人民幣千元	Level 3 第3層 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Assets	資產				
Trading securities	買賣證券				
– Listed	– 已上市	3,060	–	–	3,060
– Unlisted	– 非上市	–	1,000	–	1,000
		3,060	1,000	–	4,060
Liabilities	負債				
Derivative financial liabilities	衍生工具負債				
– Warrants	– 認股權證	–	–	14,275	14,275

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

6. TURNOVER

The principal activities of the Group are property development and property leasing in the PRC.

Turnover represents income from sales of properties, rental income and management fee income recognised during the year, net of business tax and other sales related taxes and discounts allowed. The amount of each significant category of revenue recognised in turnover during the year is as follows:

Sales of properties	銷售物業
Rental income	租金收入
Management fee income	管理費收入
Less: Sales return of properties sold	減：已售物業銷售退回

6. 營業額

本集團的主要業務為在中國從事物業開發及物業租賃。

營業額即於本年度內確認的銷售物業收入及租金收入及管理費用收入(已扣除營業稅及其他銷售有關稅項及折扣)。本年度內，已於營業額確認的各主要收益分類的金額如下：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
288,552	1,066,386
24,370	53,407
11,572	13,103
324,494	1,132,896
-	(313,521)
324,494	819,375

7. OTHER NET EXPENSES

Loss on repurchase of Senior Note	購回優先票據之虧損
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益
Loss on disposal of investment properties	出售投資物業之虧損
Net fair value losses on trading securities	買賣證券的公允值虧損淨額
Net exchange losses	匯兌虧損淨額
Net utilities expenses related to property leasing business	物業租賃業務相關之公共費用支出淨額
Waiver of other payables	豁免其他應付款
Others	其他

7. 其他支出淨額

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
-	(2,988)
1,386	625
(22,100)	-
(764)	(264)
(11)	(1,498)
(1,064)	-
3,600	-
67	-
(18,886)	(4,125)

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

8. OTHER INCOME

Interest income	利息收入
Reversal of over provision of accruals	撥回預提費用之超額撥備
Dividend income from unlisted investments	來自非上市投資的股息收入
Others	其他

8. 其他收入

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
3,142	3,095
9,847	-
-	193
2,096	3,228
15,085	6,516

9. SEGMENT INFORMATION

The Group has two reportable segments as follows:

Property development – this segment develops and sells office premises, residential and retail properties. Currently all the Group's property development activities are carried out in the PRC.

Property leasing – this segment leases retail properties to generate rental income and to gain from the appreciation in the properties' values in the long term. Currently the Group's entire investment property portfolio is located in the PRC.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business segment requires different marketing strategies.

The accounting policies of the operating segments are the same as those described in note 3 to the financial statements. Segment profits or losses do not include finance costs, net change in fair value of derivative financial instruments and corporate income and expenses. Segment assets include all current and non-current assets with the exception of trading securities, deferred tax assets and other corporate assets. Segment liabilities include all trade and other payables, accruals, receipts in advance and rental and other deposits.

9. 分部資料

本集團有如下兩個報告分部：

物業開發 – 本分部開發及銷售寫字樓、住宅及零售物業。現時本集團之所有物業開發業務均於中國進行。

物業租賃 – 本分部租賃零售物業以賺取租金收入和獲取長期物業升值收益。現時本集團之投資物業組合均位於中國。

本集團之報告分部為提供不同產品及服務之策略業務單位，由於各業務分部須應用不同市場策略，故報告分部乃分開管理。

經營分部之會計政策與財務報表附註3所述一致。分部損益不包括融資成本、金融衍生工具之公允值變動淨額及企業收入及開支。分部資產包括所有流動及非流動資產(除買賣證券、遞延稅項資產及其他企業資產外)。分部負債包括所有應付賬款及其他應付款、預提費用、預收賬款、租金及其他按金。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

9. SEGMENT INFORMATION (CONT'D)

Information about reportable segment profit or loss, assets and liabilities

For the year ended 31 December 2011 截至2011年12月31日止年度

Revenue from external customers	外來客戶收入
Segment loss	分部虧損
Other information:	其他資料：
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益
Loss on disposal of investment properties	出售投資物業之虧損
Reversal of over provision of accruals	撥回預提費用之超額撥備
Depreciation	折舊
Impairment loss on trade receivables	應收賬款減值虧損
Net decrease in fair value of investment properties	投資物業的公允值的減少淨額
Impairment loss on inventories	存貨之減值虧損
Gain on derecognition of available-for-sale financial assets	終止確認可供出售金融資產的收益
Gain on disposal of subsidiaries	出售附屬公司的收益
Impairment loss on subsidiaries group classified as held for sale	分類為持作出售之附屬集團之減值虧損
Additions to segment non-current assets	新增至分部的非流動資產

At 31 December 2011 於2011年12月31日

Segment assets	分部資產
Segment liabilities	分部負債

9. 分部資料(續)

有關須報告分部損益、資產及負債的資料

Property development 物業開發 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
288,552	35,942	324,494
368,357	763,461	1,131,818
1,386	-	1,386
-	22,100	22,100
9,847	-	9,847
1,935	730	2,665
160,157	1,106	161,263
-	752,000	752,000
260,506	-	260,506
33,306	-	33,306
80,799	1,074	81,873
8,861	-	8,861
306	21	327
2,437,073	813,109	3,250,182
1,123,726	20,229	1,143,955

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

9. SEGMENT INFORMATION (CONT'D)

9. 分部資料(續)

Information about reportable segment profit or loss, assets and liabilities (Cont'd)

有關須報告分部損益、資產及負債的資料(續)

		Property development 物業開發 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
For the year ended 31 December 2010	截至2010年12月31日止年度			
Revenue from external customers	外來客戶收入	752,865	66,510	819,375
Segment profit	分部溢利	48,693	242,758	291,451
Other information:	其他資料:			
Net increase in fair value of investment properties	投資物業公允值增加淨額	-	208,415	208,415
Depreciation	折舊	3,321	548	3,869
Gain on bargain purchase in respect of business combination	有關業務合併的議價購買收益	123,979	-	123,979
Gain on disposal of subsidiaries	出售附屬公司的收益	200,801	-	200,801
Impairment loss on prepaid land cost	預付土地成本減值虧損	1,177	-	1,177
Impairment losses on other receivables and loans and advances	其他應收款、貸款及墊款減值虧損	187,597	-	187,597
Other receivables written off	其他應收款撇銷	-	4,222	4,222
Additions to segment non-current assets	新增至分部的非流動資產	4,028	29,881	33,909
At 31 December 2010	於2010年12月31日			
Segment assets	分部資產	2,817,290	1,688,470	4,505,760
Segment liabilities	分部負債	430,207	71,389	501,596

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

9. SEGMENT INFORMATION (CONT'D)

9. 分部資料(續)

Reconciliations of reportable segment profit or loss, assets and liabilities

須報告分部損益、資產及負債的對賬

		2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
(Loss)/Profit	(虧損)/溢利		
Total (loss)/profit of reportable segments	須報告分部(虧損)/溢利總額	(1,131,818)	291,451
Other income and other net expenses	其他收入及其他支出淨額	2,082	1,988
Depreciation and amortisation	折舊及攤銷	(32)	(101)
Corporate finance costs	企業融資成本	(156,023)	(160,934)
Net change in fair value of derivative financial instruments	衍生金融工具公允價值變動淨額	14,267	15,977
Other corporate expenses	其他企業開支	(21,862)	(87,247)
Consolidated (loss)/profit before tax	除稅前綜合(虧損)/溢利	(1,293,386)	61,134
Assets	資產		
Total assets of reportable segments	須報告分部資產總額	3,250,182	4,505,760
Trading securities	買賣證券	2,296	4,060
Deferred tax assets	遞延稅項資產	8,924	13,233
Unallocated corporate assets	未能分類的企業資產	140,166	178,028
Consolidated total assets	綜合總資產	3,401,568	4,701,081
Liabilities	負債		
Total liabilities of reportable segments	須報告分部負債總額	1,143,955	501,596
Current tax liabilities	即期稅項負債	138,414	175,601
Deferred tax liabilities	遞延稅項負債	98,091	288,726
Unallocated corporate liabilities	未能分類的企業負債	1,363,998	1,958,932
Consolidated total liabilities	綜合總負債	2,744,458	2,924,855

Geographical information

地區資料

All the revenue generated by the Group for the two years ended 31 December 2011 and 2010 were attributable to customers based in the PRC. In addition, majority of the Group's non-current assets are located in the PRC. Accordingly, no geographical analysis is presented.

本集團於截至2011年及2010年12月31日止各兩個年度產生的所有收入均歸屬於中國的客戶。此外，本集團的大部分非流動資產均位於中國。因此，並未呈列地區分析。

Revenue from major customers

來自主要客戶的收入

During the year, revenue derived from the Group's largest customer which accounted for 10% or more of the Group's total revenue amounted to approximately RMB69,996,000. This revenue is attributable to the property development segment. During the year ended 31 December 2010, revenue derived from the Group's largest customer which accounted for 10% or more of the Group's total revenue amounted to approximately RMB466,240,000.

年內，本集團來自最大客戶的收入(佔本集團總收入10%或以上)約為人民幣69,996,000元。該收入歸屬於物業開發分部。截至2010年12月31日止年度，來自本集團最大客戶的收入佔本集團總收入約人民幣466,240,000元的10%或以上。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

10. FINANCE COSTS

10 融資成本

		2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
Interest on bank and other loans wholly repayable within five years	須於五年內全部償還的銀行貸款及其他借貸利息	178,423	212,025
Interest on Senior Note	優先票據利息	-	45,093
Total borrowing costs	借貸成本總額	178,423	257,118
Less: Amount capitalised	減：資本化金額	(22,400)	(96,184)
		156,023	160,934

The borrowing costs have been capitalised at interest rates ranging from 5.60% to 6.98% per annum (2010: 5.13% to 20.00% per annum).

借貸成本已分別按年利率介乎5.60%至6.98% (2010年：年利率5.13%至20.00%) 予以資本化。

11. INCOME TAX

11. 所得稅

(a) Taxation in the consolidated statement of comprehensive income:

(a) 綜合全面收益表內的稅項：

		2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
Current tax	即期稅項		
Hong Kong Profits Tax	香港利得稅		
- Under provision in respect of prior year	- 上年度不足撥備	16	-
PRC Corporate Income Tax	中國企業所得稅		
- Provision for the year	- 一年內撥備	13,343	56,255
- Under provision in respect of prior years	- 以往年度不足撥備	-	60
		13,359	56,315
LAT	中國土地增值稅		
- Provision for the year	- 一年內撥備	-	37,512
- Over provision in prior years	- 以往年度超額撥備	-	(151,610)
		-	(114,098)
		13,359	(57,783)
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時差異之產生及撥回		
		(188,618)	87,661
Effect of changes in tax rate on opening deferred tax balances	稅率變動對期初遞延稅項結餘的影響	-	(1,423)
		(188,618)	86,238
		(175,259)	28,455

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

11. INCOME TAX (CONT'D)

(a) Taxation in the consolidated statement of comprehensive income: (Cont'd)

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI. Hong Kong Profits Tax has been provided at a rate of 16.5% (2010: nil) on the estimated assessable profits arising in Hong Kong.

The provision for the PRC Corporate Income Tax is based on a statutory rate of 25% (2010: 25%) of the taxable profits determined in accordance with the relevant income tax rules and regulations in the PRC for the year ended 31 December 2011, except for certain subsidiaries of the Group located within the special economic zones in the PRC for which the applicable preferential tax rate is 24% (2010: 22%). The preferential tax rate will be increased to 25% for the year ending 31 December 2012. Accordingly, the deferred tax of the Group is recognised based on tax rates that are expected to apply to the period when the asset is realised or the liability is settled.

LAT is levied on properties developed by the Group for sale, at progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the proceeds of sales of properties less deductible expenditure including lease charges of land use rights, borrowing costs and all property development expenditure.

11. 所得稅(續)

(a) 綜合全面收益表內的稅項：(續)

根據開曼群島及英屬處女群島(「英屬處女群島」)的規則及規例，本集團毋須繳納開曼群島及英屬處女群島的任何所得稅。香港利得稅已就於香港所產生之估計應課稅溢利按稅率16.5%(2010年：無)作出準備。

中國企業所得稅準備乃按照中國截至2011年12月31日止年度相關的所得稅規則及規例釐定的25%(2010年：25%)應課稅溢利的法定比率計算，惟本集團若干位於中國經濟特區之附屬公司除外。該等附屬公司的適用優惠稅率為24%(2010年：22%)。優惠稅率將於2012年12月31日止年度上調至25%。因此，本集團的遞延稅項將於變現資產或償付負債時根據預期於該期間適用的稅率確認。

本集團銷售所發展的物業須按土地價值增幅以30%至60%的累進稅率繳納中國土地增值稅，根據有關規例，土地增值稅乃按出售物業所得款項減可扣稅開支(包括土地使用權租賃支出、借貸成本及所有物業發展開支)計算。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

11. INCOME TAX (CONT'D)

11. 所得稅(續)

(b) Reconciliation between income tax and accounting (loss)/profit at applicable tax rate:

(b) 按適用稅率計算的所得稅與會計(虧損)/溢利的對賬：

		2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
(Loss)/Profit before tax	除稅前(虧損)/溢利	(1,293,386)	61,134
Notional tax on (loss)/profit before tax calculated at 24% (2010: 22%) in Shenzhen	按深圳的稅率24% (2010年：22%)計算的除稅前(虧損)/溢利的名義稅項	(310,413)	13,449
Effect of changes in tax rate on opening deferred tax balances	稅率變動對期初遞延稅項結餘的影響	-	(1,423)
Tax effect on LAT deductible for calculation of income tax purpose	可在所得稅扣減的中國土地增值稅的稅項影響	-	(8,364)
Tax effect on reversal of LAT for calculation in prior years	計算以往年度中國土地增值稅撥回的稅項影響	-	22,670
Tax effect on change of tax rate	稅率變動的稅項影響	-	26,644
Tax effect of different tax rates applied to certain PRC subsidiaries	適用於若干中國附屬公司不同稅率的稅項影響	3,260	10,303
Tax effect of non-taxable revenue	毋須計稅收入的稅項影響	(6,824)	(23,975)
Tax effect of non-deductible expenses	不可扣減支出的稅項影響	126,994	87,902
Tax effect of unused tax losses not recognised	未予以確認未動用稅項虧損的稅項影響	6,301	15,366
LAT	中國土地增值稅	-	37,512
Reversal of LAT provided in prior years	以往年度撥備的中國土地增值稅撥回	-	(151,610)
Under-provision in prior years	以往年度不足撥備	16	60
Others	其他	5,407	(79)
Income tax	所得稅	(175,259)	28,455

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

12. (LOSS)/PROFIT AND TOTAL COMPREHENSIVE (EXPENSE)/ INCOME FOR THE YEAR

12. 本年度(虧損)/溢利及全面 (開支)/收益總額

		2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
Depreciation	折舊	2,731	4,277
Less: Amount capitalised	減：資本化金額	(34)	(307)
		2,697	3,970
Auditor's remuneration:	核數師酬金：		
– Current year	– 本年度	1,216	1,106
– Under provision in prior year	– 上年度不足撥備	130	202
– Other services	– 其他服務	684	520
		2,030	1,828
Staff costs including directors' emoluments:	員工成本包括董事酬金：		
– Salaries, bonus and allowances	– 工資、獎金和津貼	24,479	43,002
– Retirement benefit scheme contributions	– 退休福利計劃供款	2,935	2,010
		27,414	45,012
Less: Amount capitalised	減：資本化金額	(2,238)	(8,121)
		25,176	36,891
Operating lease charges in respect of:	以下各項的經營租賃費用：		
– Sub-leased properties	– 分租物業	5,846	7,531
– Office premises and staff quarters	– 辦公室及員工宿舍	4,800	1,275
Cost of inventories sold	存貨銷售成本	256,402	809,237
Impairment loss on trade receivables	應收賬款之減值虧損	161,263	–
Impairment losses on other receivables and loans and advance	其他應收賬款及貸款及墊款 之減值虧損	–	201,073
Impairment loss on prepaid land costs	預付土地成本之減值虧損	–	1,177
Other receivables written off	其他應收款撇銷	–	4,222
Direct outgoings (note)	直接開支(附註)	14,455	27,073

Note:

Direct outgoings represent operating lease charges (in respect of sub-leased properties which are disclosed separately above) and management fee expenses.

附註：

直接開支指上文獨立披露的轉租物業經營租賃費用及管理費開支。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

13. DIRECTORS' AND EMPLOYEE'S EMOLUMENTS

13. 董事及僱員酬金

The emoluments of each director are as follows:

各董事酬金如下：

Year ended 31 December 2011

截至 2011 年 12 月 31 日止年度

Name of director	董事姓名	Salaries and allowances			Retirement benefit scheme		Total
		Fees	薪金及津貼	Discretionary bonus	退休福利計劃供款	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<i>Executive directors</i>		<i>執行董事</i>					
CHAU Cheok Wa (Note (a))	周焯華(附註(a))	33	-	-	-	33	33
ZENG Yunshu	曾雲樞	-	867	-	10	877	877
ZENG Sheng (Note (b))	曾勝(附註(b))	-	52	-	1	53	53
JIN Leo (Note (c))	JIN Leo(附註(c))	33	131	-	-	164	164
YE Qingdong (Note (d))	葉慶東(附註(d))	-	413	-	7	420	420
OUYANG Junxin (Note (e))	歐陽俊新(附註(e))	-	227	-	5	232	232
LEE Chi Shing Caesar	李志成	91	-	-	-	91	91
CHAN Ting Lai (Note (f))	陳鼎禮(附註(f))	59	-	-	-	59	59
YEUNG So Mui	楊素梅	91	-	-	-	91	91
HUANG Ling (Note (g))	黃玲(附註(g))	-	275	-	-	275	275
CHAU Sui Heng (Note (h))	周瑞卿(附註(h))	33	-	-	-	33	33
CHAN Wai Leng (Note (h))	陳慧玲(附註(h))	33	-	-	-	33	33
CHENG Mei Ching (Note (a))	鄭美程(附註(a))	33	-	-	-	33	33
YEUNG So Lai (Note (a))	楊素麗(附註(a))	33	-	-	-	33	33
LEUNG Ming Ho Vincent (Note (a))	梁銘浩(附註(a))	33	-	-	-	33	33
<i>Non-executive directors</i>		<i>非執行董事</i>					
ZHANG Yijun (Note (i))	張宜均(附註(i))	83	152	-	8	243	243
ZHANG Yiyun (Note (j))	張奕炎(附註(j))	33	757	-	9	799	799
<i>Independent non-executive directors</i>		<i>獨立非執行董事</i>					
LI Jun	李珺	114	-	-	-	114	114
CHEUNG Ngai Lam	張毅林	114	-	-	-	114	114
WANG Fosong (Note (k))	王佛松(附註(k))	73	-	-	-	73	73
LI Wai Keung (Note (l))	李偉強(附註(l))	53	-	-	-	53	53
CHEUNG Kwok Yu (Note (m))	鄭國裕(附註(m))	41	-	-	-	41	41
Total	總計	983	2,874	-	40	3,897	3,897

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

13. DIRECTORS' AND EMPLOYEE'S EMOLUMENTS (CONT'D)

13. 董事及僱員酬金(續)

Year ended 31 December 2010

截至2010年12月31日止年度

Name of director	董事姓名	Fees 袍金 RMB'000 人民幣千元	Salaries and	Discretionary	Retirement	Total
			allowances 薪金 及津貼 RMB'000 人民幣千元		bonus 酌定花紅 RMB'000 人民幣千元	
<i>Executive directors</i>		<i>執行董事</i>				
ZENG Yunshu	曾雲樞	-	1,813	45	32	1,890
ZHANG Yijun	張宜均	-	2,012	30	33	2,075
ZHANG Yiyun	張奕炎	-	1,773	39	9	1,821
ZENG Sheng	曾勝	-	1,743	39	32	1,814
YE Qingdong	葉慶東	-	855	18	32	905
OUYANG Junxin	歐陽俊新	-	467	9	30	506
LEE Chi Shing Caesar (Note (n))	李志成(附註(n))	26	-	-	-	26
CHAN Ting Lai (Note (f))	陳鼎禮(附註(f))	26	-	-	-	26
YEUNG So Mui (Note (o))	楊素梅(附註(o))	26	-	-	-	26
HAN Qin Chun (Note (p))	韓秦春(附註(p))	-	-	-	-	-
<i>Independent non-executive directors</i>		<i>獨立非執行董事</i>				
LI Jun	李珺	131	-	-	-	131
CHEUNG Ngai Lam	張毅林	131	-	-	-	131
WANG Fosong	王佛松	131	-	-	-	131
LI Wai Keung (Note (l))	李偉強(附註(l))	103	-	-	-	103
Total	總計	574	8,663	180	168	9,585

Note:

附註：

- | | |
|--|----------------------------------|
| (a) appointed on 2 September 2011 | (a) 於2011年9月2日獲委任 |
| (b) resigned on 14 January 2011 | (b) 於2011年1月14日辭任 |
| (c) appointed on 29 July 2011 and resigned on 5 December 2011 | (c) 於2011年7月29日獲委任並於2011年12月5日辭任 |
| (d) resigned on 30 November 2011 | (d) 於2011年11月30日辭任 |
| (e) resigned on 31 July 2011 | (e) 於2011年7月31日辭任 |
| (f) appointed on 4 October 2010 and resigned on 2 September 2011 | (f) 於2010年10月4日獲委任及於2011年9月2日辭任 |
| (g) appointed on 5 January 2011 and resigned on 5 December 2011 | (g) 於2011年1月5日獲委任及於2011年10月5日辭任 |
| (h) appointed on 2 September 2011 and resigned on 31 December 2011 | (h) 於2011年9月2日獲委任及於2011年12月31日辭任 |
| (i) re-designated on 31 January 2011 and resigned on 3 November 2011 | (i) 於2011年1月31日調任及於2011年11月3日辭任 |
| (j) re-designated on 30 June 2011 and resigned on 24 November 2011 | (j) 於2011年6月30日調任及於2011年11月24日辭任 |
| (k) resigned on 5 September 2011 | (k) 於2011年9月5日辭任 |
| (l) appointed on 16 March 2010 and retired on 27 May 2011 | (l) 於2010年3月16日獲委任及於2011年5月27日退任 |

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

13. DIRECTORS' AND EMPLOYEE'S EMOLUMENTS (CONT'D)

13. 董事及僱員酬金 (續)

Note: (Cont'd)

- (m) appointed on 5 September 2011
- (n) appointed on 30 September 2010
- (o) appointed on 5 October 2010
- (p) resigned on 19 January 2010

There was no arrangement under which a director waived or agreed to waive any emoluments during the year.

The five highest individuals in the Group during the year included 3 (2010: 5) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining 2 individuals for the year ended 31 December 2011 is set out below:

Salaries and allowances	薪金及津貼
Retirement benefit scheme contributions	退休福利計劃供款

The emoluments of the 2 individuals with the highest emolument is within the following band:

Nil to HK\$1,000,000 (equivalent to approximately RMB818,000)	零至 1,000,000 港元 (相等於約人民幣 818,000 元)
--	--

During the year, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

附註：(續)

- (m) 於 2011 年 9 月 5 日獲委任
- (n) 於 2010 年 9 月 30 日獲委任
- (o) 於 2010 年 10 月 5 日獲委任
- (p) 於 2010 年 1 月 19 日辭任

並無安排董事於本年度放棄或同意放棄任何酬金。

本集團於本年度五名最高酬金人士包括 3 名董事 (2010 年：5 名)，其酬金載於上文分析。其餘 2 名截至 2011 年 12 月 31 日止年度的酬金總額如下：

2011 RMB'000 人民幣千元
1,114
20
1,134

其餘 2 名酬金最高的人士的酬金範圍如下：

Number of individuals 僱員數目 2011
2

本年度內，本集團概無向任何董事或最高薪酬的人士支付酬金，作為吸引彼等加入本集團或於加入本集團時的獎勵或離職補償。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

14. (LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated (loss)/profit attributable to owners of the Company includes a loss of approximately RMB22,847,000 (2010: RMB154,966,000) which has been dealt with in the financial statements of the Company.

15. DIVIDENDS

The directors do not recommend the payment of a final dividend for the year ended 31 December 2011 (2010: nil).

A special dividend of HK\$0.15 per ordinary share, in the form of cash or in the form of scrip dividend or a combination of these, was declared on 5 February 2010 and was recognised as distribution on 31 March 2010:

2010 special dividend

2010年特別股息

14. 本公司擁有人應佔(虧損)/溢利

本公司擁有人應佔綜合(虧損)/溢利包括約人民幣22,847,000元的虧損(2010年：人民幣154,966,000元)，該虧損已於本公司的財務報表中處理。

15. 股息

董事並無建議派付截至2011年12月31日止年度末期股息(2010年：無)。

每股普通股0.15港元(以現金方式或以股代息股份方式或綜合兩種方式)的特別股息，於2010年2月5日宣派並於2010年3月31日確認為分派：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
-	153,542

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16. (LOSS)/EARNINGS PER SHARE

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

(Loss)/Profit for the year attributable to owners of the Company and (loss)/earnings for the purpose of basic and diluted (loss)/earnings per share

本公司擁有人年內應佔(虧損)/盈利及計算每股基本及攤薄(虧損)/盈利之(虧損)/盈利

Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share

Weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of the share options outstanding during the year

Weighted average number of ordinary shares for the purpose of diluted (loss)/earnings per share

計算每股基本(虧損)/盈利之普通股加權平均數

視為行使於年內尚未行使之認股權時被視為以零代價發行之普通股加權平均數

計算每股攤薄(虧損)/盈利之普通股加權平均數

The weighted average number of ordinary shares for the purpose of calculating basic and diluted (loss)/earnings per share for both periods have been retrospectively adjusted for the effect of bonus element in connection to the open offer (see note 42(a) to the financial statements) completed in January 2012.

The Company's outstanding warrants had no dilutive effect on (loss)/earnings per share upon deemed exercise during the two years ended 31 December 2011.

16. 每股(虧損)/盈利

本公司擁有人應佔每股基本及攤薄(虧損)/盈利之計算基準如下：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
(1,118,121)	37,609

Number of shares

股份數目	
2011	2010 (restated) (經重列)
1,528,001,590	1,501,800,418
-	1,489,625
1,528,001,590	1,503,290,043

用作該兩個期間計算每股基本及攤薄(虧損)/盈利之股份加權平均數已就2012年1月完成之公開發售(見財務報表附註42(a))所產生紅利部分之影響而作出追溯調整。

本集團之尚未行使認股權證於被視為於截至2011年12月31日止各兩個年度內行使時並無對每股(虧損)/盈利產生攤薄影響。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Buildings held for own use		Furniture and fixtures	Motor vehicles	Total
		持作自用樓宇	Leasehold improvements 租賃裝修	RMB'000 人民幣千元	RMB'000 人民幣千元	
Cost	成本					
At 1 January 2010	於2010年1月1日	3,470	4,253	3,521	9,034	20,278
Additions	添置	9,634	576	3,154	1,006	14,370
Acquisition of subsidiaries	收購附屬公司	-	-	128	2,212	2,340
Disposal	出售	(9,634)	-	(325)	(1,631)	(11,590)
Disposal of subsidiaries	出售附屬公司	-	(730)	(558)	(3,275)	(4,563)
At 31 December 2010 and 1 January 2011	於2010年12月31日及2011年1月1日	3,470	4,099	5,920	7,346	20,835
Additions	添置	-	2,532	374	-	2,906
Disposal	出售	(3,470)	(3,882)	(127)	(1,296)	(8,775)
Disposal of subsidiaries	出售附屬公司	-	-	(589)	(552)	(1,141)
Transfer to subsidiaries group classified held for sale	轉移至分類為持作出售之附屬集團	-	-	(321)	(609)	(930)
At 31 December 2011	於2011年12月31日	-	2,749	5,257	4,889	12,895
Accumulated depreciation	累計折舊					
At 1 January 2010	於2010年1月1日	1,278	2,646	1,675	4,758	10,357
Charge for the year	本年度折舊	278	260	1,426	2,313	4,277
Disposal	出售	(76)	-	(282)	(1,220)	(1,578)
Disposal of subsidiaries	出售附屬公司	-	(600)	(335)	(1,157)	(2,092)
At 31 December 2010 and 1 January 2011	於2010年12月31日及2011年1月1日	1,480	2,306	2,484	4,694	10,964
Charge for the year	本年度折舊	67	712	995	957	2,731
Disposal	出售	(1,547)	(487)	(68)	(1,263)	(3,365)
Disposal of subsidiaries	出售附屬公司	-	-	(425)	(522)	(947)
Transfer to subsidiaries group classified held for sale	轉移至分類為持作出售之附屬集團	-	-	(166)	(158)	(324)
At 31 December 2011	於2011年12月31日	-	2,531	2,820	3,708	9,059
Carrying values	賬面值					
At 31 December 2011	於2011年12月31日	-	218	2,437	1,181	3,836
At 31 December 2010	於2010年12月31日	1,990	1,793	3,436	2,652	9,871

In 2010, the Group changed the estimated useful lives of certain furniture and fixtures from 5 years to 3 years and motor vehicles from 5 years to 4 years.

於2010年，本集團將若干傢俱及裝置的估計可使用年期由五年減至三年，汽車則由五年減至四年。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

18. INVESTMENT PROPERTIES

18. 投資物業

At 1 January	於1月1日
Transferred from inventories	轉撥自存貨
Additions	添置
Disposals	出售
Net (decrease)/increase in fair value	公允值增加/(減少)淨額
At 31 December	於12月31日

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
1,614,100	1,376,436
–	27,776
–	1,473
(82,100)	–
(752,000)	208,415
780,000	1,614,100

(a) All of the Group's investment properties held under operating lease for rental purposes are measured using the fair value model. The Group's investment properties were revalued as at 31 December 2011 by an independent firm of surveyors, Ascent Partners Transaction Services Limited (2010: revalued by Knight Frank Petty Limited), who has among their staff Fellows of the Hong Kong Institute of Surveyors with recent experience in the location and category of properties being valued, on a market value basis calculated by reference to the net rental income allowing for reversionary income potential.

(b) After 31 December 2011, the Group entered a sale and purchase agreement to dispose of Hong Long Plaza at RMB780 million. A decrease in fair value of RMB715 million loss has then been recognised during the year ended 31 December 2011.

(c) The Group's investment properties at their carrying amounts are analysed as follows:

In Shenzhen, PRC	中國深圳
– Long lease	– 長期租賃
– Medium-term lease	– 中期租賃

(a) 本集團投資物業在2011年12月31日已由擁有對被估值物業的位置及種類有近期經驗的香港測量師學會資深會員為僱員的獨立測量師行艾升資產交易服務有限公司(2010年：由萊坊測計師行有限公司重估)根據公開市場價值參考租金收入淨額並計及可能的復歸收入重估。

(b) 於2011年12月31日後，本集團簽訂買賣協議，以人民幣780,000,000元出售鴻隆廣場。人民幣715,000,000元之公允值減值因此而於2011年12月31日止年度內確認。

(c) 本集團投資物業按其賬面值分析如下：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
780,000	1,571,700
–	42,400
780,000	1,614,100

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18. INVESTMENT PROPERTIES (CONT'D)

- (d) The Group leases out certain investment properties under operating leases. The leases typically run for an initial period of one to twenty years, with an option to renew the lease after that date at which time all terms are renegotiated. None of the leases has significant contingent elements as at 31 December 2011.

The Group's total future minimum lease payments under noncancellable operating leases from investment properties are receivable as follows:

Within one year	一年內
In the second to fifth years inclusive	兩年至五年(首尾兩年包括在內)
After five years	五年後

- (e) At 31 December 2011, all investment properties of the Group were pledged against certain bank and other borrowings granted to the Group and details of which are set out in note 31(d) to the financial statements.

18. 投資物業(續)

- (d) 本集團根據經營租賃出租若干投資物業。通常該等租約初步均為期一至二十年及於該日後可選擇續租，而屆時所有條款均可重新協商。於2011年12月31日，該等租賃均不含重大或然因素。

本集團根據不可解除的經營租賃的投資物業在日後應收的最低租賃款項總額如下：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
34,711	36,952
122,782	140,203
215,586	248,905
373,079	426,060

- (e) 於2011年12月31日，本集團所有投資物業已作授予本集團若干銀行及其他貸款抵押之用，有關詳情載於財務報表附註31(d)。

19. AVAILABLE-FOR-SALE FINANCIAL ASSETS

Unlisted equity securities, at cost (note (a))	非上市股票，按成本(附註(a))
Unlisted limited partnership, at cost (note (b))	非上市有限合夥企業，按成本(附註(b))

19. 可供出售金融資產

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
-	249,395
-	2,500
-	251,895

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

19. AVAILABLE-FOR-SALE FINANCIAL ASSETS (CONT'D)

- (a) In January 2010, the Group entered into a share transfer and project cooperation agreement (the "Agreement") to acquire 100% equity interest in Shenzhen Huaxingguang Industrial Company Limited ("Huaxingguang"), a company established in the PRC with registered capital of RMB10,000,000 and is principally engaged in property development. Under the Agreement, the Group is required to pay RMB25 million to the vendors and to assume the debt amount of Huaxingguang of approximately RMB148,758,000. The vendors are also entitled to share the developed properties in accordance with the Agreement.

Pursuant to certain supplemental agreements subsequently entered by the Group, additional consideration of approximately RMB206,142,000 and a compensation of approximately RMB143,000,000 are also required to be paid by the Group to the vendors.

In 2010, 22% equity interest in Huaxingguang was transferred to the Group. However, the Group was required to pledge its 22% equity interest in Huaxingguang in favour of the vendors as performance guarantee for the full payment of the consideration. In the opinion of the directors of the Company, the Group has no significant influence over Huaxingguang as the remaining 78% of the issued capital is controlled by a third party independent of the Group. The Group has no representative on Huaxingguang's board of directors and has no right to appoint or remove a director to the board of directors until the Group obtained 55% of the equity interest in Huaxingguang. In view of the above, the directors of the Company concluded that the Group has no significant influence over Huaxingguang.

In 2011, after negotiations between the Group and the vendors of Huaxingguang, both parties agreed to rescind all share transfer and project cooperation agreements and supplemental agreements in relation to the acquisition of Huaxingguang. The Group's 22% equity interest in Huaxingguang with carrying amount of approximately RMB250,694,000 was therefore transferred back to the vendors at a consideration of RMB284,000,000.

At 31 December 2010, the Group's capital expenditure contracted for but not provided in the consolidated financial statements in respect of Huaxingguang amounted to approximately RMB273,505,000.

19. 可供出售金融資產(續)

- (a) 於2010年1月，本集團訂立一項股份轉讓及項目合作協議(「該協議」)，以收購深圳市華興廣實業有限公司(「華興廣」)全部股權，華興廣於中國成立，註冊資本為人民幣10,000,000元，主要從事物業開發。根據該協議，本集團須向賣方支付人民幣25,000,000元並承擔華興廣的債務約人民幣148,758,000元。賣方亦有權根據該協議享有開發物業。

根據本集團其後訂立的若干補充協議，本集團亦須向賣方支付額外代價約人民幣206,142,000元及補償約人民幣143,000,000元。

於2010年，華興廣的22%股權已轉讓至本集團。然而，本集團須以賣方為受益人抵押華興廣的22%股權作為悉數支付代價的履約保證。本公司董事認為，本集團對華興廣並無重大影響力，因為餘下78%的已發行股本由獨立於本集團的第三方控制。本集團於華興廣的董事會並無代表，亦無權委任或罷免董事會董事，直至本集團取得華興廣的55%股權。鑒於以上所述，本公司董事認為，本集團對華興廣並無重大影響力。

於2011年，經磋商，本集團與華興廣的賣方均同意撤銷所有與華興廣股權益有關之股份轉讓及項目合作協議及補充協議，因此，本集團於華興廣股權之賬面值約人民幣250,694,000元以代價人民幣284,000,000元轉回予賣方。

於2010年12月31日，本集團已訂約但未於綜合財務報表內就華興廣作出撥備的資本開支約為人民幣273,505,000元。

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19. AVAILABLE-FOR-SALE FINANCIAL ASSETS (CONT'D)

- (b) The Group's investment in a limited partnership, established in the PRC, was set up with the investment objective of investing in real estate in the PRC. At 31 December 2010, the Group's capital expenditure contracted for but not provided in the consolidated financial statements in respect of the unpaid capital contribution to the limited partnership amounted to approximately RMB22,500,000.

The investment was disposed of in 2011 through the disposal of a subsidiary.

The Group's available-for-sale financial assets are stated at cost less any impairment losses at the reporting date as these investments do not have a quoted market price in an active market and the range of reasonable fair value estimates is considered so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

19. 可供出售金融資產(續)

- (b) 本集團乃為投資於中國房地產的投資目標而投資於有限合夥企業(於中國成立)。於2010年12月31日，本集團已訂約但未於綜合財務報表內就有限合夥企業的未付資本作出撥備的資本開支約為人民幣22,500,000元。

該項投資於2011年透過出售一家附屬公司而予以出售。

本集團的可供出售金融資產按成本減任何減值虧損於報告日期列賬，因為該等投資並無活躍市場的市場報價，且合理公允價值估計範圍被視為較大，致使本公司董事認為其公允價值無法可靠計量。

20. INVENTORIES

Properties for future development and under development for sale	供出售的未來開發及發展中物業
Completed properties held for sale	持作出售的已竣工物業

- (a) The analysis of carrying value of leasehold land included in properties for future development and under development for sale and completed properties held for sale is as follows:

In PRC	中國
– Long leases	– 長期租賃
– Medium-term leases	– 中期租賃

20. 存貨

- (a) 包括在供出售的未來開發及發展中物業及持作出售的已竣工物業內的租賃土地賬面值分析如下：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
1,000,194	1,058,282
273,281	724,111
1,273,475	1,782,393

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
217,468	311,824
–	3,959
217,468	315,783

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20. INVENTORIES (CONT'D)

(a) (Cont'd)

Included above are amounts totalled approximately RMB15,288,000 (2010: RMB15,288,000) representing lease payment for land use rights of certain pieces of land in the PRC. The Group is in the process of applying for the land use right certificates subject to the approval from the relevant PRC authorities.

Based on the legal opinion obtained, the directors of the Company are of the opinion that the Group is the beneficial owner of the land use rights and is entitled to lawfully and validly use these land use rights.

(b) The amount of properties for future development and under development for sale expected to be recovered after more than one year is analysed as follows:

Properties for future development and under development for sale	供出售的未來開發及發展中物業
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Apart from the above, all inventories are expected to be recovered within one year.

(c) At 31 December 2011, certain inventories were pledged against bank loans granted to the Group and details of which are set out in note 31(d) to the financial statements.

(d) During the year ended 31 December 2010, included in the additions to the Group's properties for future development and under development for sale is an amount of approximately RMB240,217,000 which was acquired through acquisition of a subsidiary, Boshing Investments Limited. Boshing Investments Limited and its subsidiary, Chaohu Boshing Tourism Development Company Limited*, are principally engaged in property development. The directors are of the opinion that the acquisition of subsidiaries was in substance acquisition of assets, instead of acquisition of businesses, and therefore was not accounted for as a business combination.

* For identification purposes only

20. 存貨(續)

(a) (續)

上述金額包括合共約人民幣15,288,000元(2010年: 15,288,000)，即有關中國若干幅土地的土地使用權的租賃款項。本集團正申請土地使用權證，惟須待相關中國機構批准。

根據所獲得的法律意見，本公司董事認為本集團為土地使用權的實益擁有人，並有權合法有效使用該等土地使用權。

(b) 預期超過一年以後方可變現的供出售未來開發及發展中物業的金額分析如下：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
345,871	780,021

除上述外，所有其他存貨預期可在一年內變現。

(c) 於2011年12月31日，若干存貨被用作本集團獲授銀行貸款的抵押品，詳情載於財務報表附註31(d)。

(d) 於截至2010年12月31日止年度，本集團供出售的未來開發及發展中物業增加包括約人民幣240,217,000元，該款項乃透過收購一間附屬公司寶昇投資有限公司而獲得。寶昇投資有限公司及其附屬公司巢湖寶昇旅遊開發有限公司主要從事物業開發。董事認為，收購附屬公司實質為收購資產，而非收購業務，因此並無按業務合併入賬。

* 僅供識別

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21. TRADE AND OTHER RECEIVABLES

Trade receivables (note (a))	應收賬款(附註(a))
Other receivables (note (b))	其他應收款(附註(b))
Loans and advances (note (c))	貸款及墊款(附註(c))
Prepaid land costs (note (d))	預付土地成本(附註(d))
Prepayments and deposits	預付款及按金

- (a) Trade receivables are mainly arisen from leasing and sales of properties. Rental receivables from tenants are due on presentation of invoices and no credit terms for sales of properties unless otherwise specified in the underlying agreements with the purchasers.

The ageing analysis of trade receivables, based on invoice date for property leasing and delivery date for property sales, is as follows:

0 to 3 months	0至3個月
More than 3 months but less than 6 months	超過3個月但少於6個月
More than 6 months but less than 1 year	超過6個月但少於1年
Over 1 year	超過1年

21. 應收賬款及其他應收款

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
11,750	326,940
2,127	2,445
33,280	157,046
74,494	232,320
638,548	50,633
760,199	769,384

- (a) 應收賬款主要來自物業租賃及銷售。應收租戶租金於出具發票時到期，物業銷售並無信貸期限，與買家之相關協議另有規定則除外。

應收賬款按物業租賃的發票日期及物業銷售交付日期的賬齡分析如下：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
11,670	317,528
–	683
–	5,096
80	3,633
11,750	326,940

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21. TRADE AND OTHER RECEIVABLES (CONT'D)

(a) (Cont'd)

The ageing analysis of trade receivables which were past due but not impaired is as follows:

0 to 3 months	0至3個月
More than 3 months but less than 6 months	超過3個月但少於6個月
More than 6 months but less than 1 year	超過6個月但少於1年
Over 1 year	超過1年

The above receivables relate to a number of independent purchasers and tenants. In respect of the trade receivables arose from sales of properties, the directors of the Company consider that these receivables would be recovered and no allowance was made against these past due receivables. Regarding the rental receivables, rental deposits were held as collateral over the balances. As such, the directors consider that no allowance for impairment is necessary in respect of these balances.

(b) Included in other receivables is an amount due from a major construction contractor of approximately RMB167,597,000 (2010: RMB167,597,000). During the year ended 31 December 2010, a full allowance for impairment was made for the estimated irrecoverable amount.

21. 應收賬款及其他應收款(續)

(a) (續)

已逾期但尚未減值的應收賬款賬齡分析如下：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
11,670	42,711
—	683
—	5,096
80	3,633
11,750	52,123

上述應收款項涉及若干獨立買方及租戶。就銷售物業產生的應收賬款而言，董事認為該等應收款項能夠收回，故並無對該等逾期應收款項作出撥備。關於應收租金，租金按金乃作為餘額抵押品而持有。因此，董事認為並無必要就該等餘額作出減值撥備。

(b) 其他應收款項中包括應收主要建築承包商款項約人民幣167,597,000元(2010年：人民幣167,597,000元)。截至2010年12月31日止年度已就估計不可收回金額悉數作出減值撥備。

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21. TRADE AND OTHER RECEIVABLES (CONT'D)

(c) Included in loans and advances are amounts of approximately:

- (i) RMB80,349,000 made to a business associate in year 2010 that was unsecured, interest-bearing at 110% of 1 year RMB benchmark lending rate as determined from time to time by the People's Bank of China per annum. Apart from full allowance for impairment on interest receivable of approximately RMB13,476,000, no other impairment was provided against the principal of approximately RMB80,349,000. In March 2011, this principal sum was fully repaid.
- (ii) RMB40,000,000 (2010: RMB40,000,000) made to a business associate that is secured, interest-bearing at 110% of 1-3 year RMB benchmark lending rate as determined from time to time by the People's Bank of China per annum and interest receivable of approximately RMB7,164,000 (2010: RMB4,126,000). The sum is secured by 27 shops in Shenzhen Baorun Decorative Material Mall. In view of the uncertainty of the recovery of the outstanding amount, the directors consider that it is appropriate, to make an allowance for impairment of approximately RMB20,000,000 on the amount outstanding in excess the value of the pledged assets.
- (iii) RMB50,000,000 made to a business associate in year 2010 that was unsecured and interest-free and the sum was fully repaid during the year 2011.

(d) The Group's prepaid land costs comprise the following:

- (i) Included in prepaid land costs are amounts totalled of approximately RMB74,494,000 (2010: RMB134,506,000) relating to partial payment of land costs for acquisition of land use rights in the PRC upon successfully bidding at land auctions conducted by the PRC government and the related preparatory costs.

21. 應收賬款及其他應收款(續)

(c) 給予下列人士的貸款及墊款中，其中：

- (i) 於2010年業務聯繫人士的貸款及墊款人民幣80,349,000元為無抵押，按中國人民銀行每年不時釐定的一年期人民幣貸款基準利率110%計息。除就應收利息約人民幣13,476,000元悉數作出減值撥備外，概無就本金約人民幣80,349,000元作出減值撥備。於2011年3月，該本金已悉數償還。
- (ii) 業務聯繫人士的貸款及墊款約人民幣40,000,000元(2010年：人民幣40,000,000元)，為有抵押，按中國人民銀行每年不時釐定的一至三年期人民幣貸款基準利率的110%計息，應收利息約為人民幣7,164,000元(2010年：人民幣4,126,000元)。該等金額由深圳寶潤裝飾材料城27家店鋪抵押。由於收回未付款項之不確定性，董事認為，對超出資產抵押之餘額做出約人民幣20,000,000元撥備為合理的。
- (iii) 於2010年業務聯繫人士的貸款及墊款約人民幣50,000,000元為無抵押及免息，且該款項已於2011年悉數償還。

(d) 本集團預付土地成本包括如下：

- (i) 計入預付土地成本的合共約人民幣74,494,000元(2010年：134,506,000)乃涉及因成功中標中國政府土地拍賣後購買土地使用權而支付的部分土地成本以及相關籌辦費用。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

21. TRADE AND OTHER RECEIVABLES (CONT'D)

(d) (Cont'd)

- (ii) Included in prepaid land costs in year 2010 was amounts totalled of approximately RMB97,814,000 related to prepayment for land and relocation costs in respect of potential land development projects in the PRC.

22. CONSIDERATION RECEIVABLES

- (a) Included in the consideration receivables is an amount of RMB65,000,000 (2010: RMB85,000,000) arising from the disposal of the Group's subsidiary, Huizhou Yintaida Company Limited*. This consideration receivable was fully settled in March 2012.

- (b) Also included in the consideration receivables is an amount of approximately RMB10,603,000, being the balance of consideration receivable of RMB284,000,000 arising on the disposal of the Group's equity interests in Huaxingguang. Details of the disposal are disclosed in note 19(a) to the financial statements.

* For identification purposes only

21. 應收賬款及其他應收款(續)

(d) (續)

- (ii) 2010年計入預付土地成本的合共約人民幣97,814,000元乃涉及有關在中國潛在土地開發項目的預付土地及拆遷成本。

22. 應收代價

- (a) 應收代價亦包括人民幣65,000,000元(2010年：人民幣85,000,000元)，該款項乃來自本集團出售附屬公司惠州市銀泰達實業有限公司。該應收代價已於2012年3月悉結清。

- (b) 應收代價亦包括約人民幣10,603,000元，即出售本集團於華興廣之股權所產生之應收代價人民幣284,000,000元之餘額。有關出售詳情載於財務報表附註19(a)。

* 僅供識別

23. TRADING SECURITIES

Listed securities, outside Hong Kong, at fair value	香港境外上市證券(按公允值)
Unlisted fund, at fair value	非上市基金(按公允值)

The fair values of listed securities are based on quoted market bid prices.

The fair value of unlisted fund is established by reference to the price quoted by fund administrator.

23. 買賣證券

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
2,296	3,060
-	1,000
2,296	4,060

上市證券的公允值乃按市場買入價的報價計算。

非上市基金的公允值乃參考基金管理人所報的價格確定。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

24. PLEDGED DEPOSITS

- (a) Included in pledged deposits are:
- (i) Deposits of approximately RMB214,000 (2010: RMB8,353,000) pledged with certain banks as guarantee deposits for mortgage loan facilities granted by the banks to purchasers of the Group's properties.
- (ii) Deposits of approximately RMB864,000 (2010: RMB1,078,000) pledged with banks securing the Group's bank loans as set out in note 31(d).
- (b) The pledged deposits are denominated in RMB. Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.
- (c) At 31 December 2011, the pledged deposits are subjected to floating interest rate ranged from 0% to 0.50% (2010: 0% to 0.36%) per annum.

24. 抵押存款

- (a) 本集團抵押存款包括：
- (i) 現金約人民幣214,000元(2010年：人民幣8,353,000元)。該等現金乃為若干銀行授予本集團物業買方的按揭貸款融資作為保證按金存入該等銀行。
- (ii) 就一筆載於附註31(d)的銀行貸款而抵押予銀行約為人民幣864,000元(2010年：人民幣1,078,000元)的存款。
- (b) 抵押存款以人民幣計值。人民幣兌換外幣須遵守中國外匯管理條例及結匯、售匯及付匯管理規定。
- (c) 於2011年12月31日，抵押存款按年利率介乎0%至0.50%(2010年：0%至0.36%)的浮動利率計息。

25. BANK AND CASH BALANCES

The carrying amounts of the Group's bank and cash balances are denominated in the following currencies:

RMB	人民幣
United States Dollars	美元
Hong Kong Dollars	港元

Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

At 31 December 2011, bank balances of approximately RMB48,515,000 (2010: RMB90,096,000) are subjected to floating interest rate ranged from 0% to 0.50% (2010: 0% to 0.36%) per annum.

25. 銀行及現金結餘

本集團銀行及現金結餘的賬面值以下列貨幣計值：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
3,343	30,547
267	60,739
45,439	1,501
49,049	92,787

人民幣兌換外幣須遵守中國外匯管理條例及結匯、售匯及付匯管理規定。

於2011年12月31日，銀行結餘約人民幣48,515,000元(2010年：人民幣90,096,000元)按年利率介乎0%至0.50%(2010年：0%至0.36%)的浮動利率計息。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

26. SUBSIDIARIES GROUP CLASSIFIED AS HELD FOR SALE

In August 2011, the Group entered into a sale and purchase agreement to dispose of its 100% equity interest in Luxegood Developments Limited ("Luxegood") for a consideration of HK\$323,170,000 (equivalent to approximately RMB269,308,000). In December 2011, the Group entered into a supplemental agreement to adjust the consideration to HK\$294,840,000 (equivalent to approximately RMB245,700,000). The transaction was subsequently completed on 24 February 2012. The assets and liabilities attributable to Luxegood have been classified as a disposal group held for sale and are presented separately in the consolidated statement of financial position (see below). Luxegood is included in the Group's property development business for segment reporting purposes. The net carrying amount of the relevant assets and liabilities exceeds the net proceeds of disposal and accordingly, an impairment loss of RMB8,861,000 has been recognised.

(a) Assets of subsidiaries group classified as held for sale

Property, plant and equipment	物業、廠房及設備
Deferred tax assets	遞延稅項資產
Inventories	存貨
Trade and other receivables	應收賬款及其他應收款
Taxation recoverable	應收稅項
Pledged deposits	抵押存款
Bank and cash balances	銀行及現金結餘
Impairment loss recognised	已確認減值虧損

(b) Liabilities of subsidiaries group classified as held for sale

Trade and other payables	應付賬款及其他應付款
Receipt in advance	預收賬款
Bank and other borrowings	銀行及其他借貸

26. 分類為持作出售之附屬集團

於2011年8月，本集團訂立買賣協議，出售華佳發展有限公司(「華佳」)100%股權，代價為323,170,000港元(相等於約人民幣269,308,000元)。於2011年12月，本集團訂立補充協議，將代價調整為294,840,000港元(相等於約人民幣245,700,000元)。交易其後於2012年2月24日完成。應佔華佳的資產及負債已被分類為持作出售之附屬集團，並於其後於綜合財務狀況報表呈報(見下文)。華佳已就報告分部目的納入本集團的物業發展業務。相關資產及負債的賬面淨額大於出售所得款項淨額，並因此確認人民幣8,861,000元的減值虧損。

(a) 分類為持作出售之附屬集團資產

RMB'000 人民幣千元
606
177
399,631
40,220
6,188
1,575
7,572
455,969
(8,861)
447,108

(b) 分類為持作出售之附屬集團負債

RMB'000 人民幣千元
6,571
145,987
48,850
201,408

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

27. TRADE AND OTHER PAYABLES, AND ACCRUALS

Trade payables	應付賬款
Amounts due to directors	應付董事款項
Other creditors and accrued charges	其他應付款及預提費用

27. 應付賬款、其他應付款及預提費用

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
109,644	108,298
440	3,540
853,682	266,448
963,766	378,286

The ageing analysis of trade payables is as follows:

0 – 3 months or on demand	0至3個月或按要求
More than 3 months but less than 6 months	超過3個月但少於6個月
More than 6 months but less than 1 year	超過6個月但少於1年
Over 1 year	超過1年

應付賬款賬齡分析如下：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
109,644	100,226
–	2,748
–	592
–	4,732
109,644	108,298

28. RECEIPTS IN ADVANCE

Receipts in advance represented sales proceeds received from purchasers in connection with the Group's pre-sales of properties and prepaid rental from tenants of the Group's investment properties. All receipts in advance are expected to be settled within one year.

28. 預收賬款

預收賬款是指本集團自預售物業購買者收取的銷售所得款及自本集團投資物業的租戶收取的預付租金。所有預收賬款預期於一年內結算。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

29. RENTAL AND OTHER DEPOSITS

Included in rental and other deposits were approximately RMB11,768,000 (2010: RMB9,633,000) which are expected to be settled after more than one year. All other rental and other deposits are expected to be settled within one year.

30. DERIVATIVE FINANCIAL LIABILITIES

Warrants

認股權證

The Warrants, representing the fair value of the right to subscribe for the Company's ordinary share at the applicable exercise price, is determined by an independent valuer, Asset Appraisal Limited, using the Binomial option pricing model.

Each warrant may be exercised from the date of issue up to 2 October 2012 at an initial exercise price, subject to certain conditions of reset and adjustment, of HK\$3.36 per ordinary share of the Company. On 20 September 2008, the exercise price of the Warrants has been reset to HK\$1.68, being 50% of the initial exercise price of HK\$3.36.

Fair value of the Warrants and key assumptions are as follows:

Fair value at measurement date	計量日期的公允值
Share prices	股價
Exercise price	行使價
Expected volatility	預期波幅
Expected dividends	預期股息
Risk-free interest rate	無風險利率

29. 租賃及其他按金

租賃及其他按金中包括一筆預期於一年後償還為約人民幣 11,768,000 元的款項 (2010 年：人民幣 9,633,000 元)。所有其他租賃及其他按金均預期於一年內償還。

30. 衍生金融負債

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
8	14,275

認股權證 (相當於可按適用行使價認購本公司普通股的權利的公允值) 由獨立估值師資產評估顧問有限公司採用二項式期權定價模型計算。

每份認股權證可於發行日期起至 2012 年 10 月 2 日，按初始行使價每股本公司普通股 3.36 港元行使，惟須受若干重置及調整條件所規限。於 2008 年 9 月 20 日，認股權證之行使價已重設為 1.68 港元，為初始行使價 3.36 港元之 50%。

認股權證的公允值及主要假設如下：

2011	2010
HK\$0.0001	HK\$0.2071
HK\$0.177	HK\$1.13
HK\$1.68	HK\$1.68
85%	59%
0%	0%
0.24%	0.53%

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

31. BANK AND OTHER BORROWINGS

31. 銀行及其他借貸

		2011	2010
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank loans	銀行貸款		
– Secured	– 有抵押	1,112,600	1,030,150
– Unsecured	– 無抵押	–	400,000
		1,112,600	1,430,150
Other loans	其他貸款		
– Secured	– 有抵押	110,000	95,000
– Unsecured	– 無抵押	90,357	410,280
		200,357	505,280
		1,312,957	1,935,430

(a) The bank and other borrowings are repayable as follows:

(a) 應償還的銀行及其他借貸如下：

		2011	2010
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank and other loans	銀行及其他貸款		
on demand or within one year	於要求時或一年內償還	865,957	823,230
In the second year	第二年	447,000	621,600
In the third to fifth years, inclusive	第三至五年(含第五年)	–	185,000
After the five years	五年後	–	305,600
		447,000	1,112,200
		1,312,957	1,935,430
Less: Amount due from settlement with 12 months (shown under current liabilities)	減：應收12個月內結算的到期款項(列為流動負債)	(865,957)	(823,230)
Amount due for settlement after 12 months	應收12個月後結算的到期款項	447,000	1,112,200

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

31. BANK AND OTHER BORROWINGS (CONT'D)

31. 銀行及其他借貸(續)

(b) The carrying amounts of the Group's bank and other borrowings are denominated in the following currencies:

Hong Kong Dollars	港元
RMB	人民幣
United States Dollars	美元

(b) 本集團銀行及其他借貸的賬面值乃以下列貨幣計值：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
77,357	–
1,235,600	1,655,150
–	280,280
1,312,957	1,935,430

(c) The following table details the interest rate profile of the Group's bank and other borrowings at the reporting date:

Fixed rate borrowings:	固定利率借貸：
Bank and other loans	銀行及其他貸款
Variable rate borrowings:	浮動利率借貸：
Bank and other loans	銀行及其他貸款
Interest-free borrowings:	免息借貸：

(c) 下表詳述本集團銀行及其他借貸於報告日期的利率狀況：

2011		2010	
Effective interest rate		Effective interest rate	
實際利率	RMB'000	實際利率	RMB'000
%	人民幣千元	%	人民幣千元
2.00-30.00	627,957	5.84-20.00	209,472
6.318-8.00	672,000	5.13-8.45	1,525,150
N/A	13,000	N/A	200,808

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

31. BANK AND OTHER BORROWINGS (CONT'D)

- (d) At 31 December 2011, the Group's asset pledged as security for the Group's bank and other borrowing are as follows:

Investment properties	投資物業
Inventories	存貨
Prepaid land cost	預付土地成本
Pledged deposits	抵押存款

At 31 December 2011, included in bank and other borrowings are certain loans amounted to approximately RMB795,600,000 (2010: RMB1,258,622,000) guaranteed by a director of the Company, Mr. ZENG Yunshu and/or ex-director of the Company, Mr. ZENG Sheng.

At 31 December 2011, included in bank and other borrowings are certain loans amounted to approximately RMB120,000,000 (2010: RMB150,000,000) secured by certain certificates of land use rights of lands owned by a disposed subsidiary of the Group.

31. 銀行及其他借貸(續)

- (d) 於2011年12月31日，為本集團銀行及其他借貸而抵押的本集團資產如下：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
780,000	1,614,100
654,323	682,687
74,494	–
864	1,078
1,509,681	2,297,865

於2011年12月31日，銀行及其他借貸包括由本公司一名董事曾雲樞先生及／或本公司一名前任董事曾勝先生擔保的若干貸款約人民幣795,600,000元(2010年：人民幣1,258,622,000元)。

於2011年12月31日，銀行及其他借貸包括以本集團已出售附屬公司擁有的若干土地使用權證抵押的若干貸款約人民幣120,000,000元(2010年：人民幣150,000,000元)。

Notes to the Financial Statements 財務報表附註

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32. DEFERRED TAX

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

32. 遞延稅項

於綜合財務狀況表內確認的遞延稅項(資產)/負債部分及年內變動如下：

		Revaluation of investment properties	Depreciation allowances in excess of related depreciation	Temporary differences arising from deferred rent	Fair value adjustment on inventories	Total deferred tax liabilities	Temporary differences arising from LAT	Capitalisation of interest expenses	Total deferred tax assets
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2010	於2010年1月1日	219,512	8,049	4,073	-	231,634	(24,573)	(25,374)	(49,947)
Effect of changes in tax rate on opening deferred tax balances to profit and loss	稅率變動對計入損益的期初遞延稅項結餘的影響	-	-	-	-	-	-	(1,423)	(1,423)
Acquisition of subsidiaries	收購附屬公司	-	-	-	81,096	81,096	-	-	-
Charge/(Credit) to profit and loss	扣除/(計入)損益	52,105	4,484	503	-	57,092	20,826	9,743	30,569
Disposal of subsidiaries	出售附屬公司	-	-	-	(81,096)	(81,096)	135	7,433	7,568
At 31 December 2010	於2010年12月31日	271,617	12,533	4,576	-	288,726	(3,612)	(9,621)	(13,233)
Charge/(Credit) to profit and loss	扣除/(計入)損益	(188,175)	2,116	(4,576)	-	(190,635)	(2,888)	4,905	2,017
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	2,067	48	2,115
Transfer to subsidiaries group classified as held for sale	轉移至分類為持作出售之附屬集團	-	-	-	-	-	-	177	177
At 31 December 2011	於2011年12月31日	83,442	14,649	-	-	98,091	(4,433)	(4,491)	(8,924)

At 31 December 2011, the Group had unused tax losses of approximately RMB59,107,000 (2010: RMB57,960,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of RMB59,107,000 (2010: RMB57,960,000) will expire after five years from the year of assessment they relate to.

於2011年12月31日，本集團有未動用稅項虧損約人民幣59,107,000元(2010年：人民幣57,960,000元)可供抵押未來溢利。未來溢利流不可預測，故並無確認遞延稅項資產。計入未確認稅項虧損的虧損人民幣59,107,000元(2010年：人民幣57,960,000元)將自所涉及及課稅年度起五年後屆滿。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

33. SHARE CAPITAL

33. 股本

	Number of shares 股份數目		Share capital 股本	
	2011	2010	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Authorised: Ordinary shares of HK\$0.01 each				
法定： 每股面值0.01港元的普通股	30,000,000,000	30,000,000,000	300,000	300,000
Issued and fully paid: Ordinary shares of HK\$0.01 each At 1 January 2010				
已發行及繳足： 每股面值0.01港元的普通股 於2010年1月1日	1,230,671,384	1,040,250,000	12,307	10,403
	(a)	-	-	800
	(b)	-	-	250
	(c)	-	-	190
	(d)	-	-	664
At 31 December 2010 and 31 December 2011	1,230,671,384	1,230,671,384	12,307	12,307
			2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
RMB equivalent			11,971	11,971

Notes:

- (a) On 11 January 2010, the Company issued and allotted 80,000,000 ordinary shares of HK\$0.01 each at an issue price of HK\$0.95 per ordinary share to settle an upfront fee of approximately HK\$76,000,000 (equivalent to approximately RMB66,886,000) in relation to credit note issued by the Company. The premium on issue of shares amounted to approximately RMB66,182,000 was credited to the Company's share premium account. The new shares rank pari passu in all respects with the existing shares of the Company.

附註：

- (a) 於2010年1月11日，本公司以發行價每股普通股0.95港元發行及配發80,000,000股每股面值0.01港元的普通股，以結付有關本公司發行的信貸票據而產生的前期費用約76,000,000港元（相等於約人民幣66,886,000元）。發行股份的溢價約人民幣66,182,000元已計入本公司的股份溢價賬。新股份在所有方面與本公司現有股份享有同等權利。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

33. SHARE CAPITAL (CONT'D)

Notes: (Cont'd)

- (b) On 11 January 2010, the Company issued and allotted 25,000,000 ordinary shares of HK\$0.01 each at an issue price of HK\$0.95 per ordinary share to an independent third party for settlement of an advance received of approximately RMB20,835,000. The premium on issue of shares amounted to approximately RMB20,615,000 was credited to the Company's share premium account. The new shares rank pari passu in all respects with the existing shares of the Company.
- (c) On 9 February 2010, 19,000,000 ordinary shares of the Company were issued and allotted in relation to exercised share options pursuant to the share option scheme of the Company at the exercise price of HK\$0.60 per share for a total cash consideration of approximately HK\$11,400,000 (equivalent to approximately RMB10,005,000) of which approximately HK\$190,000 (equivalent to approximately RMB167,000) was credited to share capital and the balance of approximately HK\$11,210,000 (equivalent to approximately RMB9,838,000) was credited to share premium account. The new shares rank pari passu in all respects with the existing shares of the Company. Approximately RMB14,754,000 was transferred from capital reserve to share premium account.
- (d) On 31 March 2010, the Company issued and allotted 66,421,384 ordinary shares of HK\$0.01 each at an issue price of HK\$1.29 each in lieu of cash for special dividend pursuant to the scrip dividend circular dated 3 March 2010. The new shares rank pari passu in all respects with the existing shares of the Company.

Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

33. 股本(續)

附註：(續)

- (b) 於2010年1月11日，本公司以發行價每股普通股0.95港元向一名獨立第三方發行及配發25,000,000股每股面值0.01港元的普通股，以結付已收墊款約人民幣20,835,000元。發行股份的溢價約人民幣20,615,000元已計入本公司的股份溢價賬。新股份在所有方面與本公司現有股份享有同等權利。
- (c) 於2010年2月9日，本公司19,000,000股普通股因根據本公司認股權計劃以行使價每股0.60港元行使認股權而予以發行及配發，總現金代價約為11,400,000港元(相等於約人民幣10,005,000元)，其中約190,000港元(相等於約人民幣167,000元)已計入股本，而餘額約11,210,000港元(相等於約人民幣9,838,000元)已計入本公司的股份溢價賬。新股份在所有方面與本公司現有股份享有同等權利。約人民幣14,754,000元已由資本儲備轉撥至股份溢價賬。
- (d) 於2010年3月31日，本公司以發行價每股1.29港元發行及配發66,421,384股每股面值0.01港元的普通股，根據日期為2010年3月3日的以股代息計劃通函代替特別股息的現金。新股份在所有方面與本公司現有股份享有同等權利。

資本管理

本集團管理資本的首要目標是保障本集團的持續經營能力，可透過達到債務與權益之平衡為股東帶來最大回報。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

33. SHARE CAPITAL (CONT'D)

Capital management (cont'd)

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of the net debt-to-equity ratio. For this purpose the Group defines net debt as total debt (which includes trade and other payables, and accruals; derivative financial liabilities and bank and other borrowings), less pledged deposits; and bank and cash balances.

During 2011, the Group's strategy, which was unchanged from 2010 was to maintain the net debt-to-equity ratio in line with market expectations. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

The net debt-to-equity ratio at the reporting date is as follows:

Trade and other payables, and accruals	應付賬款、其他應付款 及預提費用	27	963,766	378,286
Derivative financial liabilities	衍生金融負債	30	8	14,275
Bank and other borrowings	銀行及其他借貸	31	1,312,957	1,935,430
Total debt	總負債		2,276,731	2,327,991
Less: Pledged deposits	減：抵押存款	24	(1,078)	(9,431)
Less: Bank and cash balances	減：銀行及現金結餘	25	(49,049)	(92,787)
Net debt	淨負債		2,226,604	2,225,773
Total equity	總權益		657,110	1,776,226
Net debt-to-equity ratio	淨負債對權益比率		338%	125%

The only externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares.

33. 股本(續)

資本管理(續)

本集團積極及定期對其資本架構進行檢討及管理，以在較高股東回報情況下可能伴隨的較高借貸水平與良好的資本狀況帶來的好處及保障之間取得平衡，並因應經濟環境的變化對資本架構作出調整。

本集團以淨負債對權益比率為基準監察其資本架構。為此本集團將淨負債界定為總負債(其包括應付賬款及其他應付款及預提費用、衍生金融負債及銀行及其他借貸)減去抵押存款及銀行及現金結餘。

於2011年內，本集團的策略與2010年保持不變，其淨負債對權益比率符合市場預期。為了維持或調整該比率，本集團或會調整已付予股東的股息金額、發行新股份、退還資本予股東、籌集新的債務融資或出售資產以減少負債。

於報告日期，淨負債對權益比率如下：

Note 附註	2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
	963,766	378,286
	8	14,275
	1,312,957	1,935,430
	2,276,731	2,327,991
	(1,078)	(9,431)
	(49,049)	(92,787)
	2,226,604	2,225,773
	657,110	1,776,226
	338%	125%

唯一外部資本需求為，為維持本集團於聯交所的上市地位，本集團須保持至少25%股份的公眾持股量。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

34. 本公司的財務狀況表

		2011	2010
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Property, plant and equipment	物業、廚房及設備	-	29
Investments in subsidiaries	於附屬公司的投資	1,217,782	1,026,556
Loans and advance	貸款及墊款	-	19,679
Prepayments and deposits	預付款項及按金	592,267	1,040
Bank balances and cash	銀行及現金結餘	45,460	5,676
Other payables and accruals	其他應付款項及預提費用	(84,816)	(5,584)
Amount due to subsidiaries	應付附屬公司款項	(1,007,007)	(244,480)
Current tax liabilities	本期稅項負債	(4,333)	(4,333)
Derivatives financial liabilities	衍生金融負債	(8)	(14,275)
Borrowings	借貸	(77,357)	(79,473)
NET ASSTS	資產淨值	681,988	704,835
Share capital	股本	11,971	11,971
Reserves	儲備	670,017	692,864
TOTAL EQUILTY	權益總額	681,988	704,835

35. RESERVES

35. 儲備

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of comprehensive income and consolidated statement of changes in equity.

(a) 本集團

本集團儲備及其變動的金額於綜合全面收益表及綜合權益變動表內呈列。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

35. RESERVES (CONT'D)

35. 儲備(續)

(b) Company

(b) 本公司

			Share premium 股份溢價	Merger reserve 合併儲備	Capital reserve 資本儲備	Retained profits/ (Accumulated losses) 保留溢利/ (累積虧損)	Total 總計
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2010	於2010年1月1日	579,466	(752)	32,455	218,819	829,988	
Loss for the year	本年度虧損	-	-	-	(154,966)	(154,966)	
Issue of shares	發行股份						
	33(a)	66,182	-	-	-	66,182	
	33(b)	20,615	-	-	-	20,615	
	33(c)	24,592	-	(14,754)	-	9,838	
Issue of script dividends shares	發行以股代息股份	15,33(d)	74,749	-	-	(75,333)	(584)
Special dividend paid in cash	現金支付的特別股息	15	-	-	-	(78,209)	(78,209)
Share options cancelled	已註銷的認股權	36(c)	-	-	(7)	7	-
At 31 December 2010	於2010年12月31日	765,604	(752)	17,694	(89,682)	692,864	
Loss for the year	本年度虧損	-	-	-	(22,847)	(22,847)	
At 31 December 2011	於2011年12月31日	765,604	(752)	17,694	(112,529)	670,017	

(c) Nature and purpose of reserves

(c) 儲備的性質及目的

(i) Share premium

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company subject to the provisions of the Memorandum and Articles of Association and provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(i) 股份溢價

根據開曼群島公司法，本公司股份溢價賬中的資金可供分派予本公司股東，惟受組織章程大綱及組織章程細則的條文所規限；且緊隨建議派發股息之日期後本公司將能夠在日常業務過程中償清其到期債務。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

35. RESERVES (CONT'D)

(c) Nature and purpose of reserves (cont'd)

(ii) Merger reserve

The merger reserve represents the difference between the nominal value of shares of the subsidiary acquired over the nominal value of the shares used by the Company exchange therefore.

(iii) Statutory reserve

The statutory reserve, which is non-distributable, is appropriated from the profit after tax of the Group's PRC subsidiaries under the applicable laws and regulations in the PRC.

(iv) Capital reserve

The capital reserve comprises the fair value of the actual or estimated number of unexercised share options granted by the Company recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 3(q) to the financial statements.

35. 儲備(續)

(c) 儲備的性質及目的(續)

(ii) 合併儲備

合併儲備乃指所收購的附屬公司股份的面值與本公司交易所用股份面值之間的差額。

(iii) 法定儲備

法定儲備不可分派，並根據中國適用法律及法規自本集團中國附屬公司的除稅後溢利中轉撥。

(iv) 資本儲備

資本儲備包括本公司所授出的未行使認股權實際或估計數目的公允值，乃根據財務報表附註3(q)中就股本結算以股份為基礎的付款而採納的會計政策確認。

36. EQUITY-SETTLED SHARE-BASED PAYMENT

The Company adopted a share option scheme on 31 January 2007 whereby the directors of the Company are authorised, at their discretion, to invite eligible participants such as employees and consultants of the Group, including directors of any company in the Group, to subscribe for shares of the Company. These options generally vest after six months to one year from the date of grant and are exercisable within a period of five to ten years. Each option gives the holder the right to subscribe for one ordinary share of the Company at a predetermined exercise price plus a consideration of HK\$10 per option holder.

36. 以權益結算及以股份為基礎的付款

本公司於2007年1月31日採納一項認股權計劃，據此本公司董事獲授權可酌情邀請本集團的僱員及顧問等合資格參與者(包括本集團旗下任何公司的董事)認購本公司股份。該等認股權一般自授出日期起滿六個月至一年後歸屬，及可於五至十年期間內行使。認股權持有人應付10港元作為代價，每份認股權賦予持有人權利，可按預定行使價認購一股本公司普通股。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

36. EQUITY-SETTLED SHARE-BASED PAYMENT (CONT'D)

36. 以權益結算及以股份為基礎的付款 (續)

(a) The terms and conditions of the grants that existed during the year are as follows, whereby all options are settled by physical delivery of shares:

(a) 年內尚存批授的條款及條件如下，據此所有認股權均以股份進行實物交付：

		Number of options 認股權數目	Vesting conditions 歸屬條件	Contractual life of options 認股權合約年期	Exercise price 行使價
Options granted to directors – on 15 May 2007	授予董事的認股權： – 於2007年5月15日	2,000,000	Six months from the date of grant 由授出日期起計滿六個月	1–years 10年	HK\$1.84 1.84港元
Options granted to employees – on 15 May 2007	授予僱員的認股權： – 於2007年5月15日	12,935,000	Six months from the date of grant 由授出日期起計滿六個月	1–years 10年	HK\$1.84 1.84港元
– on 10 October 2007	– 於2007年10月10日	1,000,000	Six months from the date of grant 由授出日期起計滿六個月	1–years 10年	HK\$2.99 2.99港元
Options granted to third parties – on 15 May 2007	授予第三方的認股權： – 於2007年5月15日	13,000,000	Six months from the date of grant 由授出日期起計滿六個月	1–years 10年	HK\$1.84 1.84港元
– on 13 February 2008	– 於2008年2月13日	8,000,000	Six months from the date of grant 由授出日期起計滿六個月	1–years 10年	HK\$1.70 1.70港元
		36,935,000			

(b) Terms of unexpired and unexercised share options at the reporting date:

(b) 於報告日期尚未屆滿及尚未行使的認股權的期限：

Exercise period 行使期	Exercise price 行使價	2011	2010
15 November 2007 to 14 May 2017 2007年11月15日至2017年5月14日	HK\$1.84 1.84港元	27,935,000	27,935,000
10 April 2008 to 9 October 2017 2008年4月10日至2017年10月9日	HK\$2.99 2.99港元	1,000,000	1,000,000
13 August 2008 to 12 August 2018 2008年8月13日至2018年8月12日	HK\$1.70 1.70港元	8,000,000	8,000,000
		36,935,000	36,935,000

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

36. EQUITY-SETTLED SHARE-BASED PAYMENT (CONT'D)

36. 以權益結算及以股份為基礎的付款(續)

(c) The number and weighted average exercised prices of share options are as follows:

(c) 認股權數目及其加權平均行使價如下：

		2011		2010	
		Weighted average exercise price 加權平均行使價	Number of options 認股權數目 '000 千股	Weighted average exercise price 加權平均行使價	Number of options 認股權數目 '000 千股
Outstanding at beginning of year	年初尚未行使	HK\$1.84	36,935	HK\$1.42	55,951
Exercised during the year	年內行使	N/A	-	HK\$0.60	(19,000)
Cancelled during the year	年內註銷	N/A	-	HK\$1.84	(16)
Outstanding at end of year	年終尚未行使	HK\$1.84	36,935	HK\$1.84	36,935
Exercise at end of year	年終可予行使	HK\$1.84	36,935	HK\$1.84	36,935

During the year ended 31 December 2010, 19,000,000 share options granted on 31 January 2007 were exercised. Approximately RMB14,754,000 was transferred from capital reserve to share premium accounts.

截至2010年12月31日止年度，於2007年1月31日授出的19,000,000份認股權已獲行使。約人民幣14,754,000元已由資本儲備轉撥至股份溢價賬。

During the year ended 31 December 2010, 16,000 share options granted on 15 May 2007 were cancelled. Accordingly, the fair value on grant date of the share options so cancelled of approximately RMB7,000 was transferred from the capital reserve to retained profits.

截至2010年12月31日止年度，於2007年5月15日授出的16,000份認股權已註銷。因此，已註銷認股權於授出日期的公允價值約人民幣7,000元已由資本儲備轉撥至保留溢利。

The options outstanding at 31 December 2011 had exercise prices of HK\$1.70, HK\$1.84 or HK\$2.99 and a weighted average remaining contractual life of 5.65 years.

於2011年12月31日尚未行使認股權的行使價為1.70港元、1.84港元或2.99港元，而加權平均餘下合約年期5.65年。

The options outstanding at 31 December 2010 had exercise prices of HK\$1.70, HK\$1.84 or HK\$2.99 and a weighted average remaining contractual life of 6.65 years.

於2010年12月31日尚未行使認股權的行使價為1.70港元、1.84港元或2.99港元，而加權平均餘下合約年期為6.65年。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

36. EQUITY-SETTLED SHARE-BASED PAYMENT (CONT'D)

36. 以權益結算及以股份為基礎的付款 (續)

(d) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on either the Black-Scholes pricing model or the binomial lattice model. The contractual life and expectations of early exercise of the share option were used as inputs into relevant models.

Fair value of share options and assumptions are as follows:

Fair value at measurement date	於計量日期的公允值
Share price	股價
Exercise price	行使價
Expected volatility (expressed as weighted average volatility used in the models)	預期波幅(以該等模式中採用的加權平均波幅表示)
Option life (expressed as weighted average life used in the models)	認股權年期(以該等模式中採用的加權平均年期表示)
Expected dividends	預期股息
Risk-free interest rate (based on Exchange Fund Notes)	無風險利率(以外匯基金票據計算)
Valuation model used	採用的估值模式

The expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information.

Share options were granted under a service condition. The condition has not been taken into account in the grant date fair value measurement of the services received. There was no market conditions associated with the share option grants.

(d) 認股權的公允值及假設

以授予認股權換取所收取服務的公允值乃參照所授予認股權的公允值計量。所授予認股權的公允值估計乃根據伯力克－舒爾斯定價模式或二項式點陣模式計量。認股權的合約年期及預期提早行使乃作為數據輸入有關模式。

認股權的公允值及假設如下：

	15 May 2007 2007年5月15日	10 October 2007 2007年10月10日	13 February 2008 2008年2月13日
Fair value at measurement date	HK\$0.47	HK\$0.64	HK\$0.54
Share price	HK\$1.84	HK\$2.93	HK\$1.61
Exercise price	HK\$1.84	HK\$2.99	HK\$1.70
Expected volatility (expressed as weighted average volatility used in the models)	48.9%	61.1%	56.2%
Option life (expressed as weighted average life used in the models)	3.25 years	10 years	10 years
Expected dividends	3.4%	1.21%	-
Risk-free interest rate (based on Exchange Fund Notes)	4.2%	4.3%	2.7%
Valuation model used	Black-Scholes	Binominal	Binominal

預期波幅乃根據歷史波幅(根據認股權的加權平均餘下年期計算)，並就根據公開可用資料調整任何預期變動的未來波幅。

認股權根據服務狀況批授。該狀況並無計及所收取服務於授出日期的公允值計量。並無與認股權批授有關的市場條件。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

37. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

37. 綜合現金流量表附註

(a) Acquisition of subsidiaries

On 23 April 2010, the Group entered into an agreement with a vendor, Shenzhen Huifenglian Investment Company Limited* ("SZ Huifenglian") to acquire 100% of the issued share capital of Shenzhen Hong Long Real Estate Company Limited* ("SZ HL Real Estate") since SZ Huifenglian and SZ HL Real Estate failed to repay to the Group of approximately RMB2,001,000 and RMB214,850,000 respectively and was in difficulty to raise funds for their property development project. The consideration of approximately RMB2,001,000 was satisfied by the offset against the same amount due by SZ Huifenglian. SZ HL Real Estate is an investment holding company, which together with its 52% subsidiaries, Huizhou Dayawan Yonghao Company Limited* ("HZ Dayawan Yonghao") and Huizhou Hongye Investment Development Company Limited* ("HZ Hongye") (collectively referred to as "SZ HL Real Estate Group") are principally engaged in property development.

The acquisition was completed on 23 April 2010. The Group recognised a gain on bargain purchase of approximately RMB123,979,000 in relation to this business combination. The directors of the Company are of the opinion that the gain on bargain purchase was resulted from a forced sale.

The directors consider that this acquisition will allow the Group to increase substantially its land reserves and have an additional and steady income source in the coming years.

* For identification only

(a) 收購附屬公司

於2010年4月23日，由於深圳市滙豐聯投資有限公司(「深圳滙豐聯」)及深圳市鴻隆置業有限公司(「鴻隆置業」)分別未能償還本集團約人民幣2,001,000元及人民幣214,850,000元且難以為其物業開發項目籌集資金，故本集團與賣方深圳滙豐聯訂立一項協議，以收購鴻隆置業的100%已發行股本。代價約人民幣2,001,000元乃以抵銷深圳滙豐聯應付等額的方式支付。鴻隆置業為投資控股公司，連同其擁有52%權益的附屬公司惠州大亞灣永昊實業有限公司(「惠州大亞灣永昊」)及惠州宏業投資開發有限公司(「惠州宏業」)(統稱「鴻隆置業集團」)主要從事物業發展項目。

該收購事項於2010年4月23日完成。本集團就此業務合併確認識價購買收益約人民幣123,979,000元。本公司董事認為，議價購買收益乃因強迫出售所致。

董事認為，該收購事項將使本集團大幅增加土地儲備，並於未來數年擁有額外穩定收入來源。

* 僅供識別

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

37. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)

37. 綜合現金流量表附註 (續)

(a) Acquisition of subsidiaries (Cont'd)

The fair value of the identifiable assets and liabilities of SZ HL Real Estate Group acquired as at the date of acquisition is as follows:

(a) 收購附屬公司(續)

所收購的鴻隆置業集團可識別資產及負債於收購日期的公允值如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	2,340
Other assets	其他資產	608
Available-for-sale financial assets	可供出售金融資產	2,500
Trading securities	買賣證券	1,000
Inventories	存貨	1,241,621
Prepayments, deposits and other receivables	預付款項、按金及其他應收款	34,887
Pledged deposits	抵押存款	10,496
Bank and cash balances	銀行及現金結餘	3,220
Trade and other payables, and accruals	應付賬款、其他應付款及預提費用	(315,094)
Amounts due to the Group	應付本集團款項	(259,936)
Bank and other borrowings	銀行及其他借貸	(400,000)
Deferred tax liabilities	遞延稅項負債	(81,096)
Net assets	資產淨值	240,546
Non-controlling interests	非控股權益	(114,566)
Gain on bargain purchase in respect of business combination	業務合併的議價購買收益	(123,979)
		<u>2,001</u>
Satisfied by	以下列方式支付：	
Consideration offsetting against the Group's receivable	抵銷本集團應收款項的代價	<u>2,001</u>
Net cash inflow arising on acquisition:	收購產生的現金流入淨額：	
Cash and cash equivalents acquired	所購入的現金及現金等價物	<u>3,220</u>

The non-controlling interest recognised at the acquisition date was measured by the non-controlling shareholders' proportionate share of the net fair value of the identifiable assets and liabilities of HZ Dayawan Yonghao and HZ Hongye at the acquisition date.

於收購日期確認的非控股權益乃以非控股權益按比例應佔惠州大亞灣永昊及惠州宏業可識別資產及負債於收購日期的公允淨值計量。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

37. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)

(a) Acquisition of subsidiaries (Cont'd)

SZ HL Real Estate Group's contribution of turnover and loss to the Group since the date of acquisition and up to 31 December 2010 are as follows:

Turnover contribution	營業額貢獻	-
Loss contribution	虧損貢獻	<u>4,033</u>

The contribution of turnover and loss to the Group for the year ended 31 December 2010 as if the acquisition had been completed on 1 January 2010 are as follows:

Turnover contribution	營業額貢獻	-
Loss contribution	虧損貢獻	<u>6,461</u>

The above proforma information is for illustrative purposes only and is not necessarily an indication of the turnover and results of operations that actually would have been achieved had the acquisition been completed on 1 January 2010, nor is intended to be a projection of future results.

On 10 November 2010, the Group entered into an agreement to dispose of its entire 52% equity interest in HZ Dayawan Yonghao and HZ Hongye. The directors consider that the disposal represented a good opportunity for the Group to realise its investments in HZ Dayawan Yonghao and HZ Hongye and to relocate its resources to other investments which may generate higher returns to the Group.

37. 綜合現金流量表附註 (續)

(a) 收購附屬公司(續)

鴻隆置業集團自收購日期起至2010年12月31日止對本集團貢獻的營業額及虧損如下：

RMB'000
人民幣千元

假設收購事項已於2010年1月1日完成，於截至2010年12月31日止年度對本集團貢獻的營業額如下：

RMB'000
人民幣千元

上述備考資料僅供說明，未必表示假設收購事項於2010年1月1日完成時實際達致的營業額及經營業績，亦並非對未來業績的預測。

於2010年11月10日，本集團訂立一項協議出售於惠州大亞灣永昊及惠州宏業的全部52%股權。董事認為，出售事項為本集團提供良機，可變現於惠州大亞灣永昊及惠州宏業的投資，並調配資源至可為本集團帶來較高回報的其他投資。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

37. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)

37. 綜合現金流量表附註 (續)

(b) Disposal of subsidiaries

During the year ended 31 December 2011, the Group disposed of certain subsidiaries. Net assets of the subsidiaries being disposed of at the date of disposal were as follows:

(b) 出售附屬公司

於2011年12月31日止年度，本集團出售若干附屬公司。出售附屬公司於出售日期的資產淨值如下：

	Shenzhen Hong Long Weiye Property Development Company Limited*	Shenzhen Yinghua Development Company Limited*	Dongguan Honghua Industrial Investment Company Limited*	Meizhou Hong Long Shi Ye Company Limited*	Shenzhen Hong Long Real Estate Company Limited*	Shenzhen Kong Long Property Management Company Limited*	Shenzhen Yiurui Investment Development Company Limited*	Total
	深圳市鴻隆偉業 房地產有限公司 RMB'000 人民幣千元	深圳市英華實業 發展有限公司 RMB'000 人民幣千元	東莞市鴻華實業 投資有限公司 RMB'000 人民幣千元	梅州市鴻隆實業 有限公司 RMB'000 人民幣千元	深圳市鴻隆 置業有限公司 RMB'000 人民幣千元	深圳市港隆 物業有限公司 RMB'000 人民幣千元	深圳市韻瑞 投資發展有限公司 RMB'000 人民幣千元	合共 RMB'000 人民幣千元
Property, plant and equipment	-	-	-	83	18	-	93	194
Available-for-sale financial assets	-	-	-	-	-	2,500	-	2,500
Deferred tax assets	-	-	-	2,115	-	-	-	2,115
Inventories	-	-	-	78,832	1,922	8,533	-	94,535
Trade and other receivables	20,698	93,959	19,924	30,542	3,721	-	27	169,869
Trading securities	-	-	-	-	-	1,000	-	1,000
Amount due from the Group	-	-	5,018	48,026	36,863	128,436	1,051	219,394
Current tax assets	-	-	-	-	4,823	-	-	4,823
Pledged deposits	-	-	-	5,030	133	-	-	5,163
Bank and cash balances	3	6	47	12,238	109	(15)	1,529	13,919
Trade and other payables, and accruals	(600)	(65,860)	(15,105)	(32,896)	(2,606)	(18,000)	(2,003)	(138,318)
Receipts in advances	-	-	-	(24,811)	(1,023)	-	-	(25,834)
Amounts due to the Group	(176)	(4,148)	-	(38,163)	-	-	(543)	(48,030)
Bank and other borrowings	-	-	-	(20,000)	-	-	-	(20,000)
Current tax liabilities	-	-	-	(9,600)	-	(28,138)	-	(37,738)
Net assets	19,925	23,957	9,884	51,396	43,960	94,316	154	243,592
Non-controlling interest	-	-	(989)	-	-	-	-	(989)
The Group balance disposed	176	4,148	(5,018)	(9,863)	(36,863)	(128,436)	(508)	(171,364)
Gain/(Loss) on disposal of subsidiaries	699	(105)	123	25,059	903	53,120	1,074	81,873
Total consideration – satisfied by cash	20,800	28,000	4,000	66,592	8,000	19,000	720	153,112
Net cash inflow arising from disposal:								
Cash consideration received	20,800	28,000	4,000	66,592	8,000	19,000	720	153,112
Cash and cash equivalent disposed of	(3)	(6)	(47)	(12,238)	(109)	15	(1,529)	(13,919)
	20,797	27,994	3,953	54,354	7,891	19,015	(809)	139,193

* For identification purpose only 僅供識別

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

37. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)

37. 綜合現金流量表附註 (續)

(b) Disposal of subsidiaries (Cont'd)

During the year ended 31 December 2010, the Group disposed of its entire 52% equity interest in HZ Dayawan Yonghao and HZ Hongye, 82% equity interest in Huizhou Yintaida Company Limited* and 100% equity interest in Hong Long Xingye Investment Company Limited*. Net assets of the above subsidiaries being disposed of at the date of disposal were as follows:

(b) 出售附屬公司(續)

於截至2010年12月31日止年度，本集團出售於惠州大亞灣永昊及惠州宏業的全部52%股權、於惠州市銀泰達實業有限公司的82%股權及於深圳市鴻隆興業投資有限公司的100%股權。出售的上述附屬公司於出售日期的資產淨值如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	2,471
Other assets	其他資產	448
Deferred tax assets	遞延稅項資產	7,568
Inventories	存貨	1,713,693
Trade and other receivables	應收賬款及其他應收款	192,598
Amount due from the Group	應收本集團款項	18,000
Current tax assets	流動稅項資產	1,912
Pledged deposits	抵押存款	27,212
Bank and cash balances	銀行及現金結餘	27,500
Trade and other payables, and accruals	應付賬款、其他應付款及預提費用	(470,462)
Receipts in advance	預收賬款	(108,037)
Amount due to the Group	應付本集團款項	(289,052)
Bank and other borrowings	銀行及其他借貸	(811,000)
Deferred tax liabilities	遞延稅項負債	(81,096)
Net assets	資產淨值	231,755
Non-controlling interests	非控股權益	(111,373)
Waiver of debts	免除債務	289,052
Gain on disposal of subsidiaries	出售附屬公司收益	200,801
Total consideration – satisfied by cash	總代價—以現金支付	610,235
Net cash inflow arising on disposal:	出售產生的現金流入淨額：	
Cash consideration received	已收現金代價	456,308
Cash and cash equivalents disposed of	所出售的現金及現金等價物	(27,500)
		428,808

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

37. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)

(c) Major non-cash transactions

Included in other payables and accruals are amounts of approximately RMB20,835,000 and RMB66,886,000 representing a short-term advance and an accrued upfront fee in relation to credit note issued by the Company during the year 2010, respectively, which have been settled by the issuance of 105,000,000 ordinary shares of the Company at an issue price of HK\$0.95 per ordinary shares.

During the year 2010, credit note of approximately RMB200,808,000 was settled directly by another loan raised with the same principal amount.

Included in additions to investment properties during the year 2010 is an amount of approximately RMB27,776,000 which was transferred from inventories.

During the year 2010, an advance from a third party of approximately RMB30,000,000 included in trade and other payables, and accruals at 31 December 2009 were transferred to receipts in advance for purchase of certain completed properties of the Group.

During the year 2010, the deposit paid of approximately RMB32,600,000 in prior year was transferred to available-for-sale financial assets.

Details of scrip dividend in lieu of cash are set out in note 33(d) to the financial statements.

37. 綜合現金流量表附註 (續)

(c) 主要非現金交易

於2010年度，計入其他應付款及預提費用的約人民幣20,835,000元及人民幣66,886,000元分別指短期墊款及有關本公司發行信貸票據的前期費用，並以發行價每股普通股0.95港元發行本公司105,000,000股普通股的方式結付。

於2010年度，信貸票據約人民幣200,808,000元乃由籌集的等額本金其他貸款直接結付。

年內投資物業增加包括轉撥自存貨的約人民幣27,776,000元。

於2010年度，一筆於2009年12月31日計入應付賬款、其他應付款及預提費用的第三方墊款約人民幣30,000,000元已轉撥至用於購買本集團若干竣工物業的預收賬款。

於2010年度，上一年度已付按金約人民幣32,600,000元已轉撥至可供出售金額資產。

以股代息詳情載於財務報表附註33(d)。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

38. CONTINGENT LIABILITIES

- (a) At 31 December 2011, the Group provided guarantees to certain banks in respect of mortgage facilities granted in connection with the mortgage loans entered into by purchasers of the Group's properties as follows:

Guarantees given to banks for mortgage facilities granted to purchasers 就買方獲授按揭融資額度向銀行提供擔保

Pursuant to the terms of the guarantees, if there are any defaults on the mortgages, the Group is responsible to repay the outstanding mortgage principals together with accrued interest and penalty owed by the defaulting purchasers to banks. The Group is then entitled to take over the legal title and possession of the related properties. The guarantees shall be released in accordance with the terms of the guarantee contracts, such as:

- (i) upon the issue of the relevant purchaser's property ownership certificate and in the custody of the bank; or
- (ii) up to a maximum of two years after the full repayment of mortgage loan by the relevant purchaser.

At 31 December 2011, the Directors do not consider it probable that a claim will be made against the Group under the above guarantees.

The fair value of the guarantees at date of inception is not material and is not recognised in the consolidated financial statements.

38. 或然負債

- (a) 於2011年12月31日，本集團就有關本集團物業買方訂立的按揭貸款而授出的按揭融資額度，向若干銀行提供擔保如下：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
30,462	332,810

根據擔保之條款，倘按揭出現違約情況，本集團須負責償還違約買方結欠銀行之未償還按揭本金連同應計利息及罰款。本集團之後有權接管相關物業的法定業權及所有權。有關擔保將根據擔保合約條款解除，如：

- (i) 相關買方的房屋所有權證獲頒發及由銀行保管；或
- (ii) 相關買方悉數償還按揭貸款後最多兩年。

於2011年12月31日，董事認為本集團因上述擔保而面臨索償的機會不大。

有關擔保於提供日期之公允值並不重大，因此並無於綜合財務報表確認。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

38. CONTINGENT LIABILITIES (CONT'D)

- (b) At 31 December 2011, the Group provided guarantees to certain banks and financial institutions to the extent of RMB1,131,000,000 (2010: RMB1,131,000,000) in respect of loan facilities granted to certain disposed subsidiaries. The maximum liability of the Group, at 31 December 2011, under the guarantees was the total facilities utilised by the disposed subsidiaries as at the same date which amounted to approximately RMB756,000,000. The guarantees shall be released, in accordance with the terms of the guarantee contracts, up to a maximum of two years after the full repayment of the loans.

At 31 December 2011, the Directors do not consider it probable that a claim will be made against the Group under the above guarantees since the loan facilities were also secured by certain certificates of land use rights of lands owned by the disposed subsidiaries and 100% equity interest of the disposed subsidiaries.

The fair value of the guarantees at date of inception is not material and is not recognised in the consolidated financial statements.

- (c) Pursuant to a purchase agreement of land use right and a supplement agreement both dated 31 January 2008, if the Group cannot complete the underlying property development project at Chaohu City, Anhui Province, the PRC ("Chaohu Project") on or before 31 December 2010, the vendor shall charge the Group a daily penalty of 0.1% on the land premium amount. At 31 December 2011, the Group experienced a delay in the construction progress and would not be able to meet the contractual construction completion date. However, up to the date of the approval of the financial statements, the Group has not received any enforcement notice from the vendor in relation to the above. Based on past experience, the Directors are of the opinion that the first phase of Chaohu Project shall be completed in 2012 and the Group will not be subject to any penalties relating to the delay in the contractual construction completion date. Hence, no provision has been made in the consolidated financial statements.
- (d) At 31 December 2011, the Group has been in litigation in relation to various claims totalled approximately RMB14,651,000. Based on the legal advice obtained, the directors of the Company believe that the Group has reasonable good chances of successfully defending those claims. Hence no provision has been made in the financial statements.

38. 或然負債(續)

- (b) 於2011年12月31日，本集團就授予若干已出售的附屬公司的貸款融資向若干銀行及金融機構提供擔保達人民幣1,131,000,000元(2010年：人民幣1,131,000,000元)。本集團2011年12月31日於擔保下的最高負債，為該已出售附屬公司於同日所動用的融資總額約人民幣756,000,000元。該擔保將根據擔保合約條款，即悉數償還按揭貸款後最多兩年內解除。

於2011年12月31日，因有關擔保亦以該已出售附屬公司所擁有的若干土地使用權證書及該已出售的附屬公司的全部股權作抵押，董事認為本集團因上述擔保而面臨索償的機會不大。

有關擔保於提供日期之公允值並不重大，因此並無於綜合財務報表確認。

- (c) 根據日期均為2008年1月31日的土地使用權購買協議及補充協議，倘本集團於2010年12月31日或之前未能完成於中國安徽省巢湖市的相關物業發展項目(「巢湖項目」)，賣方應按土地出讓金數額0.1%向本集團收取每日罰款。於2011年12月31日，本集團遇到施工進度延期，未能達到合同竣工日期。然而，截至財務報表批准日期，本集團尚未就上述事項收到賣方任何執行通知。根據過往經驗，董事認為，巢湖項目第一期將於2012年完成及本集團將不會就有關合同竣工日期延期受到任何處罰。因此，並無於綜合財務報表作出撥備。
- (d) 於2011年12月31日，本集團就合共約人民幣14,651,000元之多項索償而面臨訴訟。根據所取得之法律意見，本公司董事認為本集團有合理的機會於該等索償中勝訴。因此，並無於本財務報表作出撥備。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

39. LEASE COMMITMENTS

At 31 December 2011, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

Within one year	一年內
In the second to fifth years inclusive	第二年至第五年(含第五年)
After five years	五年以上

At 31 December 2011 the total future minimum sublease payments expected to be received under non-cancellable subleases amounted to approximately RMB Nil (2010: RMB37,316,000).

Operating lease payments represent rentals payable by the Group for its offices, staff quarters and sub-leased properties. Leases are typically negotiated for periods from two to fifteen years and do not include contingent rentals.

During the year, approximately RMB5,846,000 (2010: RMB7,531,000) was recognised in profit or loss as rental expenses in respect of sub-leased properties.

39. 租賃承擔

於2011年12月31日，不可撤銷經營租賃下應付日後最低租賃款項總額如下：

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
-	11,535
-	34,929
-	19,059
-	65,523

於2011年12月31日，根據不可撤銷分租應收的日後最低租賃款項總額約為人民幣零元(2010年：人民幣37,316,000元)。

經營租賃款項指本集團就其寫字樓、員工宿舍及分租物業應付的租金。租賃通常協定二至十五年期間，且不包括或然租金。

於本年度，約人民幣5,846,000元(2010年：人民幣7,531,000元)已於損益內確認為分租物業的租金開支。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

40. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group had the following transactions and balances with related parties during the year:

(a) Key management personnel compensation

The key management personnel of the Group comprises all directors, details of their emoluments were disclosed in note 13 to the financial statements.

(b) Balances with related parties

Included in trade and other receivables	計入應收賬款及其他應收款
Prepayments of construction materials to a related party, which is beneficially owned and controlled by Mr. ZENG Yunshu	向一名關連人士(由曾雲樞先生實益擁有及控制)預付建築材料款項
Included in trade and other payables, and accruals	計入應付賬款、其他應付款及預提費用
Amount due to a related party, which is beneficially owned and controlled by Mr. ZENG Yunshu	應付一名關連人士(由曾雲樞先生實益擁有及控制)款項
Included in bank and other borrowings	計入銀行及其他借貸
Amount due to shareholder, which is beneficially owned and controlled by Mr. Chau Cheok Wa and Mr. Chang Ting Kong, the spouse of Mr. Yeung So Miu, an executive Director	應付一名主要股東(由周焯華先生及鄭丁港先生，執行董事楊素梅之配偶，實益擁有及控制)款項

40. 關連人士交易

除於財務報表其他地方披露的該等關連人士交易及結餘外，本集團與關連人士於年內之交易及結餘如下：

(a) 主要管理人員薪酬

本集團的主要管理人員包括所有董事，彼等的薪酬詳情披露於財務報表附註 13。

(b) 與關連人士的結餘

2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
-	1,136
200	200
77,357	-

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

41. PRINCIPAL SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets and liabilities of the Group. To give details of other subsidiaries would in the opinion of the directors, result in particulars of excessive length. The class of shares held is ordinary unless otherwise stated.

41. 主要附屬公司

下表僅載列主要影響本集團業績、資產及負債的附屬公司的詳情。董事認為，提供其他附屬公司詳情將導致有關詳情過於冗長。除另有說明外，所持有的股份類別為普通股。

Name of subsidiaries 附屬公司名稱	Place of incorporation or registration 註冊成立／登記地點	Place of operation 經營地點	Issued and paid up capital 已發行及實繳資本	Percentage ownership interest/ voting power/ profit sharing		Principal activities 主要業務	Legal form 法定形式
				應佔擁有權權益／ 投票權／溢利百分比			
				Direct 直接 %	Indirect 間接 %		
Access Achievement Limited	BVI 英屬處女群島	The PRC 中國	US\$10,000 10,000美元	100	--	Investment holding 投資控股	Private limited liabilities company 私人有限公司
Hong Long Property Group Company Limited 鴻隆地產集團有限公司	The PRC 中國	The PRC 中國	RMB299,000,000 人民幣299,000,000元	--	100	Property development and property investment 物業開發及物業投資	Wholly foreign owned enterprises 外商獨資企業
Shenzhen Hong Long Commercial Management Company Limited 深圳市鴻隆商業管理有限公司	The PRC 中國	The PRC 中國	RMB10,680,000 人民幣10,680,000元	--	100	Property leasing and sub-leasing 物業租賃及轉租	Limited liabilities company 有限公司
Shenzhen Zirui Real Estate Development Limited [#] 深圳紫瑞房地產開發有限公司 (「深圳紫瑞」) [#]	The PRC 中國	The PRC 中國	RMB21,000,000 人民幣21,000,000元	--	100	Property development 物業開發	Limited liabilities company 有限公司

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

41. PRINCIPAL SUBSIDIARIES (CONT'D)

41. 主要附屬公司(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation or registration 註冊成立/登記地點	Place of operation 經營地點	Issued and paid up capital 已發行及實繳資本	Percentage ownership interest/ voting power/ profit sharing 應佔擁有權權益/ 投票權/溢利百分比		Principal activities 主要業務	Legal form 法定形式
				Direct 直接 %	Indirect 間接 %		
Shenyang Hong Long Real Estates Company Limited 深圳市鴻隆置業有限公司	The PRC 中國	The PRC 中國	RMB2,000,000 人民幣2,000,000元	–	100	Property development 物業開發	Limited liabilities company 有限公司
Hong Long Winfinder (Shenyang) Real Estates Company Limited 鴻隆致勝(瀋陽)置業有限公司	The PRC 中國	The PRC 中國	RMB74,000,000 74,000,000港元	–	100	Property development 物業開發	Wholly foreign owned enterprises 外商獨資企業
Chaohu Boshing Tourism Development Company Limited 巢湖寶昇旅遊開發有限公司	The PRC 中國	The PRC 中國	US\$2,790,000 2,790,800美元	–	100	Property development 物業開發	Wholly foreign owned enterprises 外商獨資企業

The Group acquired 90% of the equity interest of Shenzheng Zirui Real Estate Development Limited ("SZ Zirui") in 2008. According to the share transfer agreement entered, the vendor shall transfer the remaining 10% equity interest to the Group upon the delivery of certain properties to the vendor upon completion of construction. However, the vendor shall not share any profits in SZ Zirui and shall not participate in the financial and operating policies of SZ Zirui. Hence, the Group regards SZ Zirui as a wholly-owned subsidiary.

本集團於2008年收購深圳紫瑞的90%股權。根據股份轉讓協議，賣方將於向賣方交付若干竣工物業後向本集團轉讓餘下10%股權。然而，賣方不得分佔深圳紫瑞的任何溢利，且不得參與制訂深圳紫瑞的財務及營運政策。故此，本集團將深圳紫瑞視為全資附屬公司。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

42. EVENTS AFTER THE REPORTING PERIOD

- (a) On 4 January 2012, the Company raised approximately HK\$61,534,000 (equivalent to RMB49,227,000) before expenses for working capital of the Group and for settlement of outstanding projects construction cost, by way of issuing 615,335,692 shares of HK\$0.01 each at the subscription price of HK\$0.10 per share on the basis of one offer share for every two shares held on 8 December 2011, the record date of the open offer. Details of the open offer are set out in the prospectus of the Company dated 9 December 2011.
- (b) On 6 January 2012, Hong Long Property Group Limited ("Hong Long Property"), an indirect wholly-owned subsidiary of the Company, entered into an agreement with an independent third party for the disposal of its wholly-owned subsidiary Shenyang Hong Long Real Estates Company Limited which is principally engaged in the property development for the consideration of RMB82,000,000.
- (c) In January 2012, the Company issued convertible notes in the principal amount of HK\$30 million to an independent third party to raise general working capital for the Group. On 20 February 2012, 244,299,674 shares of HK\$0.01 each were issued by the Company on the conversion price of HK\$0.1228 per share as the note holder exercised the conversion rights attached to the convertible notes.

42. 報告其後事項

- (a) 於2012年1月4日，本公司於扣除開支前為本集團之營運資金籌集約61,534,000港元(相當於人民幣49,227,000元)及為未償還之項目建造成本清算按於記錄日期2011年12月8日每持有兩股股份可獲發一股發售股份之基準，以每股發售股份0.10港元之認購價透過公開發售方式發行615,335,692股每股面值0.01港元之股份。有關公開發售之詳情載於日期為2011年12月9日之本公司售股章程。
- (b) 於2012年1月6日，本公司的間接全資附屬公司鴻隆地產集團有限公司(「鴻隆地產」)與一名獨立第三方訂立一項協議以代價人民幣82,000,000元出售其全資附屬公司瀋陽鴻隆置業有限公司。瀋陽鴻隆置業有限公司主要從事物業發展。
- (c) 於2012年1月，本公司向一名獨立第三方發行本金金額30,000,000港元的可換股票據，以增加本集團的一般營運資金。於2012年2月20日，由於票據持有人行使可換股票據所附轉換權利，故244,299,674股每股面值0.01港元股份由本公司按每股0.1228港元的轉換價發行。

Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

42. EVENTS AFTER THE REPORTING PERIOD (CONT'D)

- (d) On about 5 March 2012, Shenzhen Branch of China Construction Bank (the "Bank") has filed a writ of civil proceedings (the "Writ") with Guangdong Higher People's Court against Shenzhen Hong Long Commercial Management Company Limited ("Hong Long Commercial Management"), Hong Long Property, both indirect wholly-owned subsidiaries of the Company and a former Director (the "Former Director") of the Company (the "Action"). The Action is relating to the loan contract dated 27 February 2009 and entered into between Hong Long Commercial Management and the Bank for a loan of RMB600 million (the "Loan") and the charge contract entered into between Hong Long Property and the Bank in 2009 pursuant to which Hong Long Property created a charge over five commercial units in Bao An District, Shenzhen with total GFA of about 64,447.13m² (the "Charged Properties") in favour of the Bank as security for the Loan. Pursuant to the Writ, the following orders are being sought by the Bank:
- (i) Hong Long Commercial Management shall repay the outstanding principal of the Loan of RMB440.6 million and the outstanding interest accrued thereon up to the date of the full repayment of the outstanding principal of the Loan;
 - (ii) the Bank shall have the right to dispose of the Charged Properties and priority to be compensated by the proceeds from such disposal;
 - (iii) Hong Long Property and the Former Director shall be jointly liable for the liabilities of Hong Long Management as guarantors; and
 - (iv) Hong Long Commercial Management, Hong Long Property and the Former Director shall bear the costs of the proceedings and other costs incurred by the Bank.

42. 報告其後事項(續)

- (d) 於約2012年3月5日，中國建設銀行深圳分行(「銀行」)向廣東省高級人民法院遞交控告(「訴訟」)深圳市鴻隆商業管理有限公司(「鴻隆商業管理」)、鴻隆地產(兩者均為本公司之間接全資附屬公司)及本公司一名前任董事(「前任董事」)之民事訴訟令狀(「令狀」)。訴訟內容有關鴻隆商業管理與銀行就人民幣600,000,000元之貸款(「貸款」)於2009年2月27日訂立之貸款合約及鴻隆地產與銀行於2009年訂立之抵押合約，根據抵押合約，鴻隆地產向銀行抵押位於深圳市寶安區的總樓面面積合共約64,447.13m²之五個商業單位(「抵押物業」)作為貸款之抵押品。根據令狀，銀行正尋求法院頒令如下：
- (i) 鴻隆商業管理償還貸款之未償還本金人民幣440,600,000元及由貸款日期計至悉數償還貸款之未償還本金日期累計之未付利息；
 - (ii) 銀行有權處置抵押物業並擁有優先權獲得該處置所得款項作為補償；
 - (iii) 鴻隆地產及前任董事作為擔保人對鴻隆商業管理的債務負共同責任；及
 - (iv) 鴻隆商業管理、鴻隆地產及前任董事承擔訴訟程序的成本及銀行產生的其他成本。

43. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 30 March 2012.

43. 批准財務報表

董事會已於2012年3月30日批准並授權刊發財務報表。

