

# 星島 SING TAO 新聞集團

星島新聞集團有限公司  
SING TAO NEWS CORPORATION LIMITED



# 2012 ANNUAL REPORT 年報

( Stock Code 股份代號 : 1105 )

# Contents

## 目錄

Corporate Information 公司資料	2
Chairman's Statement 主席報告	4
Major Events of the Year 年度大事紀要	6
Major Awards of the Year 年度主要獎項	10
Management Discussion and Analysis 管理層討論及分析	12
Directors and Senior Management 董事及高級管理層	18
Corporate Governance Report 企業管治報告	24
Report of the Directors 董事會報告	34
Independent Auditors' Report 獨立核數師報告	41
Consolidated Income Statement 綜合收益表	43
Consolidated Statement of Comprehensive Income 綜合全面收益表	44
Consolidated Statement of Financial Position 綜合財務狀況表	45
Consolidated Statement of Changes in Equity 綜合權益變動表	47
Consolidated Statement of Cash Flows 綜合現金流量表	48
Statement of Financial Position 財務狀況表	52
Notes to Financial Statements 財務報表附註	53
Schedule of Major Properties 主要物業概覽	173
Five Year Financial Summary 五年財務概要	176

# Corporate Information

## 公司資料

### EXECUTIVE DIRECTORS

Mr. Ho Tsu Kwok, Charles (*Chairman*)  
Mr. Lo Wing Hung (*Chief Executive Officer*)  
Ms. Judy Inn  
Mr. Jia Hongping  
Mr. Lai Ting Yiu  
Mr. Lau Chung Man, Louis  
Mrs. Sy Wong Chor Fong  
Mr. Yang Yiu Chong, Ronald Jeffrey

### NON-EXECUTIVE DIRECTOR

Mr. Ho Kent Ching Tak

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Ho Chiu King, Pansy Catilina  
Mr. King Richard Yun Zing  
Mr. Lee Cho Jat  
Mr. Tung Chee Chen

### QUALIFIED ACCOUNTANT

Mr. Lau Chung Man, Louis

### COMPANY SECRETARY

Ms. Ip Ka Yee

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### PRINCIPAL OFFICE

3/F., Sing Tao News Corporation Building  
3 Tung Wong Road  
Shau Kei Wan  
Hong Kong

### AUDITORS

Ernst & Young  
Certified Public Accountants  
22/F, CITIC Tower  
1 Tim Mei Avenue  
Central  
Hong Kong

### 執行董事

何柱國先生(主席)  
盧永雄先生(行政總裁)  
邢珠迪女士  
賈紅平先生  
黎廷瑤先生  
劉仲文先生  
施黃楚芳女士  
楊耀宗先生

### 非執行董事

何正德先生

### 獨立非執行董事

何超瓊女士  
金元成先生  
李祖澤先生  
董建成先生

### 合資格會計師

劉仲文先生

### 公司秘書

葉嘉儀女士

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 總辦事處

香港  
筲箕灣  
東旺道3號  
星島新聞集團大廈3樓

### 核數師

安永會計師事務所  
執業會計師  
香港  
中環  
添美道1號  
中信大廈22樓

**BERMUDA LEGAL ADVISERS**

Conyers, Dill and Pearman  
2901 One Exchange Square  
8 Connaught Place  
Central  
Hong Kong

百慕達法律顧問

Conyers, Dill and Pearman  
香港  
中環  
康樂廣場8號  
交易廣場第1期2901室

**PRINCIPAL REGISTRAR AND TRANSFER OFFICE**

Butterfield Fulcrum Group (Bermuda) Limited  
26 Burnaby Street  
Hamilton HM11  
Bermuda

主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited  
26 Burnaby Street  
Hamilton HM11  
Bermuda

**HONG KONG BRANCH REGISTRAR AND  
TRANSFER OFFICE**

Tricor Tengis Limited  
26/F, Tesbury Centre  
28 Queen's Road East  
Hong Kong

香港股份過戶登記處分處

卓佳登捷時有限公司  
香港  
皇后大道東28號  
金鐘滙中心26樓

**PRINCIPAL BANKERS**

Standard Chartered Bank  
The Hongkong and Shanghai Banking Corporation Limited  
Nanyang Commercial Bank, Ltd.

主要往來銀行

渣打銀行  
香港上海滙豐銀行有限公司  
南洋商業銀行有限公司

**CORPORATE WEBSITE**

[www.singtaonewscorp.com](http://www.singtaonewscorp.com)

公司網站

[www.singtaonewscorp.com](http://www.singtaonewscorp.com)

**CORPORATE E-MAIL**

[info@singtaonewscorp.com](mailto:info@singtaonewscorp.com)

公司電郵地址

[info@singtaonewscorp.com](mailto:info@singtaonewscorp.com)

# Chairman's Statement

## 主席報告

Competition in the free newspaper market continued to be intense in 2012. With new entrants having joined the fray since the second half of 2011, the market was inundated with double the volume of free papers and 50% more copies of newspapers in total than before. On the one hand, this put the incumbent players to the test – not only the free newspapers but also, to different extents, paid newspapers and other media segments. On the other hand, this allowed the free newspaper market as a whole to expand and more quickly develop into a mainstream media. Free newspapers' share of total newspaper advertising has increased to 38% in 2012, from 30% in 2010 and 32% in 2011.

In the background, the Hong Kong economy only saw a modest growth of 1.4% in 2012, dragged by an austere global economic environment characterized by the protracted euro debt crisis and fragile recovery of the advanced economies. The local stock market fluctuated during the year and was for the most part lackluster, whilst the property market continued to surge especially in prices. The overall advertising market was shored up by relatively solid private consumption expenditure. However, although total newspaper advertising grew year-on-year, the majority of the growth was taken up by free newspapers and paid newspapers in fact recorded a decline. Among paid newspapers, the mass-market ones experienced the biggest attrition, and not only in advertising revenue but also in circulation and readership.

The intensified competition among free newspapers turned out to have only minor impact on the Group. After more than a year, the new comers have not made clear inroads into the market and the Group's leading position has remained intact. The revenue of the Group's core Media operations in 2012 was relatively stable despite the acutely competitive environment; however, the Group's profitability was affected given the additional costs associated in particular with a higher circulation volume of *Headline Daily* to take on the competition.

With its number 1 position unchallenged, *Headline Daily* remained as the largest-circulating and most widely-read newspaper in Hong Kong, and both its circulation and readership currently overwhelm its competitors by a large margin. And notwithstanding the taxing circumstances, *Headline Daily* was able to achieve an increase in both its advertising volume and page rates during the year. This may be attributable to the competitive strengths of *Headline Daily* which have been established over the years and further enhanced in the face of the competition. The comprehensive and popular editorial content of *Headline Daily* rendered it the free newspaper of choice to readers, while its superior reader profile and proven advertising effectiveness also made it the preferred product to advertisers.

激烈的競爭繼續籠罩著二零一二年的免費報章市場。隨著新競爭者於二零一一年下半年加入戰團，市場上免費報章的發行量較之前倍增，而所有報章的總發行量亦飆升50%。一方面，不僅是現有的免費報章要面對考驗，收費報章以及其他媒體亦受到不同程度的衝擊。另一方面，整體免費報章市場因而擴大及更迅速發展為主流媒體。免費報章佔整個報章廣告市場的份額由二零一零年的30%及二零一一年份的32%增加至二零一二年的38%。

環球經濟仍然受到歐債危機持續未了及先進經濟體復甦乏力所拖累，香港亦未能獨善其身，二零一二年經濟僅輕微增長1.4%。於本年度內，本地股票市場波動，大部分時間均表現欠佳，而地產市場則繼續暢旺，物業價格不斷攀升。私人消費開支堅挺，帶動廣告市場續有增長。然而，雖然整體報章廣告按年上升，但增幅主要來自免費報章，收費報章反而錄得下跌。在收費報章中，大眾化市場報章最為受壓，在廣告收入與發行量及讀者人數方面都被削弱。

免費報章之間競爭加劇，但對本集團的影響輕微。經過超過一年，新的競爭者不能成功搶佔主要市場份額，本集團的領導地位未受動搖。儘管競爭劇烈，本集團核心媒體業務於二零一二年的收入大致保持平穩；然而，《頭條日報》為迎接競爭而增加發行量，導致成本上升並對本集團的溢利有所影響。

《頭條日報》穩坐全港第一之位，依然是香港發行量最大和讀者人數最多的報章。目前，其發行量及讀者人數皆大幅拋離競爭對手。雖然環境嚴峻，但《頭條日報》之廣告量及廣告頁收費於本年度仍然有所增長。這可歸因於《頭條日報》的競爭優勢，多年來基調良好，面對競爭時更趨強愈強。《頭條日報》編採內容全面，廣受歡迎，讀者在眾份免費報章中多以《頭條日報》為首選，其優質讀者群及不容置疑的廣告效能亦使其成為廣告客戶的不二之選。

# Chairman's Statement

## 主席報告

The Group's paid Media products, including Sing Tao Daily and the Magazine operations, held up rather well in 2012 and made respectable contribution to the Group's results. Sing Tao Daily was one of only few paid newspapers to be relatively unaffected by the challenge from free newspapers, thanks to its unique positioning as a high quality middle-class newspaper focusing on providing value-add content to its readers. Our Magazine operations led by the flagship East Week continued to grow its advertising revenue, and at the same time made significant progress in developing its multi-media business.

In my Statement last year, I expressed optimism for the long term success of our free newspaper business, and my confidence in this has been boosted by our performance in facing the challengers during the year. As said, growth of the free newspaper market has been heightened by the competition and market share is being gained from paid newspapers and other media at a rate like never before. Headline Daily has proven its predominance over its competitors, and in due course the process of elimination will knock out the weaker players, with the strongest standing to benefit the most from an enlarged and more developed market. Not only are we confident that Headline Daily will emerge as a leading mass-market mainstream newspaper, we also firmly believe in the future of free newspapers as a form of new media.

In conclusion, I would like to offer my thanks to our directors, management and staff whose hard work and enthusiasm has made our achievements this year possible. I also extend my gratitude to our advertisers, readers and shareholders for their ongoing support.

**Ho Tsu Kwok, Charles**  
*Chairman*

Hong Kong, 26 March 2013

本集團之收費媒體產品，包括《星島日報》及雜誌業務，於二零一二年穩步發展，為本集團業績作出不俗的貢獻。《星島日報》以優質中產報章的獨特定位，加上專注於為其讀者提供增值內容，成為少數未受免費報章所威脅的收費報章之一。以旗艦刊物《東周刊》為首的雜誌業務繼續增加廣告收入，並在發展多媒體業務方面取得重要進展。

在去年的主席報告內，我表示對旗下免費報章業務的長遠成功感到樂觀，年內我們在挑戰重重下所得的成績，更加強了我的信心。一如所述，免費報章的成長受競爭所推動，不斷從收費報章及其他媒體吸納市場份額，而且速度是前所未見。《頭條日報》顯然超越對手，在競爭的過程中，較弱的參與者將會被淘汰，而最強的將會屹立在更大更成熟的市場，從而得益最多。我們不僅深信《頭條日報》將成為具領導地位的大眾化市場主流報章，亦對免費報章作為一種新媒體的未來前景充滿信心。

最後，本人謹此衷心感謝各董事、管理層及員工，他們辛勤工作，充滿熱誠，讓我們在本年度取得成果。本人亦同時對各廣告商、讀者及股東所給予的忠誠支持致以謝意。

**何柱國**  
*主席*

香港，二零一三年三月二十六日

# Major Events of the Year

## 年度大事紀要



「2012年度傑出領袖選舉」頒獎典禮上的開幕儀式由香港特別行政區行政長官梁振英先生與星島新聞集團主席何柱國先生共同主持。是屆五個獎項組別包括「工商／金融」、「社區／公共事務」、「教育／科研」、「文化／演藝」與「體育」。「傑出領袖選舉」得到社會各界的支持和認同，已成為標示着香港成功故事、饒富意義的年度權威盛事。

At the presentation ceremony of "Leader of the Year 2012" officiated by Mr. Leung Chun Ying, Chief Executive of the HKSAR, and Mr. Charles Ho, Chairman of Sing Tao News Corporation, winners in the five categories – "Commerce & Industry / Finance", "Community / Public Affairs", "Education / Research", "Culture / Performing Arts" and "Sports" – were acknowledged for their exceptional contribution to Hong Kong. The "Leader of the Year Award" is now a prominent annual event and a showcase of many success stories of Hong Kong.



# Major Events of the Year 年度大事紀要

一年一度的「星島全港校際辯論比賽」及由《星島日報》、《親子王》與EDUplus.com.hk合辦的「全港直資中小學校展暨小一入學博覽」，在學界享譽盛名。

The annual "Sing Tao Inter-School Debating Competition" and the "HK Direct Subsidy Scheme Schools & Primary Schools Admission Expo" jointly organized by Sing Tao Daily, Smart Parents and EDUplus.com.hk are highly praised in the academic sector.



《親子王》於年內添增嶄新內容，又優化會員制度加強互動，是全港最受歡迎的親子育才周刊。

As the best-read parenting publication in Hong Kong, Smart Parents further enriched its content and introduced new attractions to its membership scheme.

《星島日報》的教育內容一向備受推崇，為切合師生家長的需要，全面加強中、英、通識教材及文憑試應試內容，並出版通識天書系列及在其教育版和教育網站提供全方位學習資料。

Sing Tao Daily's content on education has always been well recognized by teachers, students and parents. To serve their needs, it has enhanced its content on languages, liberal studies and DSE, as well as provided specialized guidebooks and comprehensive learning materials through its education section and website.



《星島日報》致力以高增值內容服務中產讀者。於2012年初，《星島日報》率先推出「食玩王」小冊子，每周隨報附送，為讀者提供餐飲消閒推介；10月起由「手電王」接上，解構各款手提電話及平板電腦。此外，周六的《星島足球》增加版面，逢周日則送上不同系列的食譜。

Sing Tao Daily's high value-add content is tailored for its middle-class readers. In 2012, it pioneered the free "Smart Guide" booklet, including "Eat and Play" series and "Mobile phone and Tablet PC" series. In addition, "Sing Tao Soccer" published on Saturdays was expanded, and a variety of cookbooks were offered on Sundays.



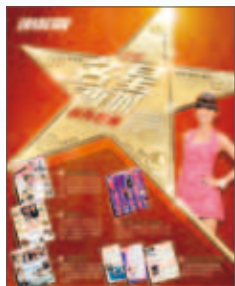


# Major Events of the Year 年度大事紀要



為慶祝創刊七周年，《頭條日報》於7月推出全新宣傳活動，展示其創意及輝煌成績。《頭條日報》不斷強化內容，除了加入一系列名人明星專欄外，周六版新推《V·A Valuable Weekend》副刊，搜羅最新時尚、玩樂、美容、飲食及消閒資訊。同時，《頭條日報》全面接通各大流動平台，通過iPhone、iPad及Android手機和平板電腦程式為讀者帶來優質電子閱讀體驗。

《頭條日報》與讀者一起為環保出力，於東鐵綫、馬鞍山綫和西鐵綫共十三個港鐵站內啟動回收傳閱計畫，讓更多讀者可取閱，同時減少紙張耗費。



To mark its 7th anniversary, Headline Daily launched an all-new promotion campaign to convey its success based on an innovative business model. In addition to a series of new columns by celebrity contributors, Headline Daily introduced "V·A Valuable Weekend" in its Saturday features section, providing the most up-to-date information on lifestyle, entertainment, beauty, dining and recreation. Also, Headline Daily is now available via a comprehensive range of mobile platforms including iPhone, iPad and Android smart phone and tablet apps.



In support of environmental protection, Headline Daily launched a recycling scheme at thirteen stations along the East Rail Line, Ma On Shan Rail Line and West Rail Line of the MTR. The scheme allows the newspapers to be read by more readers and reduces paper wastage.

《頭條日報》不僅是香港最多人閱讀的報章，更擁有最多投資讀者。《頭條財經報》獨立版加強內容，提供最新財經市況及更多獨家名家專欄。《頭條財經網》則加推互動資訊，例如六大專家於「頭條解籤」為讀者解答各類投資問題。



Headline Daily is not only the most widely-read newspaper in Hong Kong, it is also the newspaper with the largest number of readers who are investors. Headline Finance paper has strengthened its content to include the latest market updates and exclusive columns, while Headline Finance website has added interactive information such as a Q&A forum hosted by market professionals.



《英文虎報》於年內開拓兩個新的派發渠道。除了進駐港鐵機場快線各車站，又與OK便利店合作，讀者可憑換領咭或刊印在《頭條日報》及《親子王》的印花免費換領《英文虎報》。

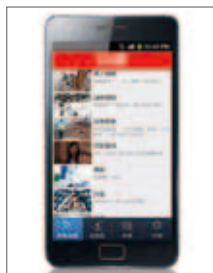
The Standard initiated two new distribution channels during the year. The newspaper is now available at all MTR Airport Express stations, and can also be redeemed at Circle-K convenience stores with a redemption card or coupons in Headline Daily or Smart Parents.

# Major Events of the Year 年度大事紀要



本集團旗下的雜誌舉辦多項活動，包括《東周刊》的「香港服務大獎」及「大中華優秀品牌大獎」、《東TOUCH》的「TOUCH Brands及TOUCH Icon頒獎典禮」、《電腦廣場》的「香港I.T. 至尊大獎」及「科技峰會」。此外，《JET》舉行「十年一刻」創作展以慶祝創刊十周年。於年內，雜誌業務繼續發展其多媒體平台，《東周刊》推出Android版，《東TOUCH》、《電腦廣場》及《JET》分別推出革新iPad版。

The Group's magazines hosted a number of reputable events - "Hong Kong Service Awards" and "Greater China Super Brands Award" by East Week; "TOUCH Brands & TOUCH Icon Awards" by East TOUCH; "Best of I.T. Award" and "Technology Forum" by PC Market. In addition, JET celebrated its 10th anniversary with an art exhibition. During the year, additions to the Magazine unit's multi-media platform included East Week's Android app and new iPad apps for East TOUCH, PC Market and JET.



《星島日報》海外版一向重視中西文化交流。紐約辦事處贊助由香港駐紐約經貿處主辦的「香港盃普通話演講大賽」，而澳洲辦事處則舉辦「星島盃澳洲大學辯論比賽」。三藩市及洛杉磯辦事處亦參與了不同的推廣活動。

Sing Tao Daily's overseas editions have always been active in promoting integration of Chinese and western cultures. Sing Tao New York sponsored the Chinese Speech Contest organized by the Hong Kong Economic and Trade office, and Sing Tao Australia held a "Uni-students Chinese Debate". The San Francisco and Los Angeles offices also participated in a range of marketing events.



# Major Awards of the Year

## 年度主要獎項



### Hong Kong News Awards 2012

#### 2012年香港最佳新聞獎

#### Best Arts and Culture News Reporting

##### 最佳文化藝術新聞報道

- Winner : Sing Tao Daily  
冠軍 : 《星島日報》  
主題 : 文化長征系列
- 1st Runner-up : Sing Tao Daily  
亞軍 : 《星島日報》  
主題 : 文化產業系列之「文化區的契機」
- Merit 1 : Sing Tao Daily  
優異1 : 《星島日報》  
主題 : 文化產業系列之演藝人才培訓及藝團支援

#### Best Science News Reporting

##### 最佳科學新聞報道

- 1st Runner-up : Sing Tao Daily  
亞軍 : 《星島日報》  
主題 : 青年科研創新天系列
- 2nd Runner-up : Sing Tao Daily  
季軍 : 《星島日報》  
主題 : 延續本草傳奇系列
- Merit 2 : Headline Daily  
優異2 : 《頭條日報》  
主題 : 「化腐為奇」科學系列

#### Best News Reporting

##### 最佳新聞報道

- 1st Runner-up : Sing Tao Daily  
亞軍 : 《星島日報》  
主題 : 中共十八大新領導層系列
- Merit 1 : Sing Tao Daily  
優異1 : 《星島日報》  
主題 : 貧窮線下系列報道
- Merit 2 : Sing Tao Daily  
優異2 : 《星島日報》  
主題 : 南丫島海難系列報道

#### Best Young Reporter

##### 最佳新人

- 1st Runner-up : Sing Tao Daily  
亞軍 : 《星島日報》  
主題 : 1. 「亡命小巴」暴雨百公里狂飆  
2. 住「棺」72小時比想像震撼難過  
3. 五豐行壟斷牛市 市民任割
- 2nd Runner-up : Headline Daily  
季軍 : 《頭條日報》  
主題 : 2. 復明媽媽笑望一屋盛女  
3. 平價藥研發 跨步邁進

#### Best News Writing (Chinese)

##### 最佳新聞寫作 (中文組)

- 1st Runner-up : Sing Tao Daily  
亞軍 : 《星島日報》  
主題 : 危城攝記揭開死神真面目
- 2nd Runner-up : Sing Tao Daily  
季軍 : 《星島日報》  
主題 : 玉樹印記 災民苦對天 牛羊餓死路

#### Best Business News Writing (Chinese)

##### 最佳經濟新聞寫作 (中文組)

- Winner: Sing Tao Daily  
冠軍 : 《星島日報》  
主題 : 前海塵滿面 香港危與機 毗鄰潛力厚 主動創雙贏
- Merit 1: Sing Tao Daily  
優異1 : 《星島日報》  
主題 : 新股國際化 南柯夢一場?

#### Best Scoop

##### 最佳獨家新聞

- 2nd Runner-up : Sing Tao Daily  
季軍 : 《星島日報》  
主題 : 中共十八大新領導層系列

#### Best News Writing (English)

##### 最佳新聞寫作 (英文組)

- 1st Runner-up : The Standard  
亞軍 : 《英文虎報》  
主題 : Taking a hiding

#### Photographic Section (Features)

##### 圖片組 (特寫組)

- 2nd Runner-up : Sing Tao Daily  
季軍 : 《星島日報》  
主題 : 棺材房

#### Photographic Section (Sport)

##### 圖片組 (體育組)

- Merit 2 : Sing Tao Daily  
優異2 : 《星島日報》  
主題 : 凌空解圍

#### Best News Page Design

##### 最佳新聞版面設計

- Winner: Sing Tao Daily  
冠軍 : 《星島日報》  
主題 : 新中國邊境戰爭系列報道
- 1st Runner-up : Sing Tao Daily  
亞軍 : 《星島日報》  
主題 : 牛價飆升之謎系列報道

#### Focus at the Frontline 2012

##### 《前線·焦點2012》新聞攝影比賽

#### Spot News

##### 突發新聞組

- Honorable Mention : East Week  
優異獎 : 《東周刊》

#### People

##### 人物組

- 2nd Runner-up : East Week  
季軍 : 《東周刊》

# Major Awards of the Year 年度主要獎項



## Chinese Media Design Competition 首屆中國傳媒設計大獎

### Category: Newspaper Design 報紙設計類

#### 最佳策劃設計 (特刊)

- Gold Award : Sing Tao Daily  
金獎 : 《星島日報》  
主題 : CID系列、青海玉樹印記系列

- Bronze Award : Headline Daily  
銅獎 : 《頭條日報》  
主題 : 2010-2011施政報告號外

#### 中國最美都市報

- Silver Award : Sing Tao Daily  
銀獎 : 《星島日報》  
主題 : 榮歸  
綠巴遭的士狂撼 飛插隧道七死傷

#### 最佳封面設計

- Merit : Headline Daily  
佳作獎 : 《頭條日報》  
主題 : 2010-2011施政報告號外

### Category: Books and Magazines Design 書刊設計類

#### 最佳策劃設計

- Bronze Award : Investment Weekly  
銅獎 : 《投資王周刊》  
主題 : 揭外資大鱷掙貨路線  
港股打終極翻身戰

#### 最佳封面設計

- Bronze Award : Sing Tao News Corporation  
Annual Report 2009  
銅獎 : 星島新聞集團2009年報
- Merit : Sing Tao Daily Hong Kong Stock  
Directory  
佳作獎 : 《星島日報香港股票指南》

## 11th Asia Media Awards 第十一屆亞洲媒體大獎

### Best in Design Award (Magazine Cover Design)

#### 最佳雜誌封面

- Bronze Award : Investment Weekly  
銅獎 : 《投資王周刊》  
主題 : 揭外資大鱷掙貨路線  
港股打終極翻身戰

## 12th Consumer Rights Reporting Awards 第十二屆消費者權益新聞報道獎

### Category: News

#### 組別 : 新聞

- Gold Award : Sing Tao Daily  
金獎 : 《星島日報》  
主題 : 食署夜搜住實總部抽驗  
記者做雜工查真相

### Category: Features

#### 組別 : 特寫

- Silver Award : East Week  
銀獎 : 《東周刊》  
主題 : 血清美容 現毀容危機

## 2012 New York Community Media Alliance Ippies Awards 2012紐約社區媒體聯盟艾比斯新聞獎

### Best Investigative / In-depth Story

#### 最佳調查報道 / 深入故事獎

- Second Place : Sing Tao Daily ( Eastern US Edition )  
亞軍 : 《星島日報》美東版  
主題 : 華兵陳宇暉受虐死軍中

### Best Photo Essay or Online Slideshow

#### 最佳圖片故事或網上圖輯獎

- Second Place : Sing Tao Daily ( Eastern US Edition )  
亞軍 : 《星島日報》美東版  
主題 : 911十周年—撫今追昔

## 2011 / 2012 NAM Ethnic Media Awards for Northern California & Central Valley 2011 / 2012新美國傳媒北加州及中谷族 裔媒體獎

### Outstanding Hyperlocal Report / Feature(In-Language Publications) 最佳地方新聞獎 (非英語類)

- Winner : Sing Tao Daily ( US Western Edition )  
最佳獎 : 《星島日報》美西版  
主題 : 唐人街碩果僅存的衣廠

### Outstanding Investigative / In-Depth Story (In-Language Publications)

#### 最佳深入報道獎 (非英語類)

- Winner : Sing Tao Daily ( US Western Edition )  
最佳獎 : 《星島日報》美西版  
主題 : 廖梓源軍中凌虐系列報道

### Outstanding Arts, Culture & Entertainment Story

#### 最佳文化藝術報道獎

- Winner : Sing Tao Daily ( US Western Edition )  
最佳獎 : 《星島日報》美西版  
主題 : 電音三太子登陸美國

### Outstanding Photojournalism

#### 最佳新聞攝影獎

- Honorable Mention : Sing Tao Daily  
( US Western Edition )  
榮譽獎 : 《星島日報》美西版

## 2012 Asian American Journalist Association Annual Awards 2012美國亞裔記者協會年度大獎

### Dr. Suzanne Ahn Award for Civil Rights & Social Justice 安蘇珊醫生民權與社會正義獎

- Sing Tao Daily ( Eastern US Edition )  
《星島日報》美東版  
主題 : 華兵陳宇暉受虐死軍中

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL RESULTS

The consolidated revenue of Sing Tao News Corporation Limited (the “Company”) and its subsidiaries (the “Group”) for the financial year ended 31 December 2012 (the “Year”) amounted to approximately HK\$2,211 million as compared with approximately HK\$2,391 million last year. Profit attributable to owners of the Company amounted to approximately HK\$120 million as compared with approximately HK\$139 million last year.

Given the continued volatility and the unclear trend during the Year, the Group’s treasury investment has been conducted cautiously and recorded a positive investment return.

The board of directors of the Company (the “Board”) proposed a final dividend of HK4.0 cents per share. The dividend for the Year shall be HK7.5 cents per share.

### FINANCIAL REVIEW

#### Liquidity and Financial Resources, Gearing Ratio, Charges on Group’s Assets

The Group maintained a strong financial position with a net cash position throughout the Year. During the Year, the Group paid approximately HK\$62 million for deposits and purchases of items of property, plant and equipment. As at 31 December 2012, the Group had a net cash balance (calculated with reference to the Group’s cash balances and total borrowings) of approximately HK\$608 million (31 December 2011: approximately HK\$536 million).

The gearing ratio, defined as long-term borrowings to equity, was zero as at 31 December 2012 (31 December 2011: zero). As at 31 December 2012 and 2011, the Group had not pledged any asset.

### 財務業績

截至二零一二年十二月三十一日止財政年度（「本年度」），星島新聞集團有限公司（「本公司」）及其附屬公司（「本集團」）之綜合收入為約2,211,000,000港元，去年則為約2,391,000,000港元。本公司擁有人應佔溢利約120,000,000港元，去年則為約139,000,000港元。

有鑑於本年度內持續波動，亦並無清晰的趨勢，本集團的庫務投資已審慎進行，並錄得正面投資回報。

本公司董事會（「董事會」）建議派發末期股息每股4.0港仙。本年度之股息將為每股7.5港仙。

### 財務回顧

#### 流動資金及財務資源、資本負債比率及本集團資產抵押

於本年度，本集團之財務狀況維持穩健，全年保持淨現金狀況。於本年度，本集團就購買物業、廠房和設備及有關按金已支付約62,000,000港元。於二零一二年十二月三十一日，本集團之現金結餘淨額（經參考本集團之現金結餘及總借款計算）約為608,000,000港元（二零一一年十二月三十一日：約536,000,000港元）。

於二零一二年十二月三十一日，資本負債比率（即長期借貸與資本之比率）為零（二零一一年十二月三十一日：零）。於二零一二年及二零一一年十二月三十一日，本集團並無抵押任何資產。

# Management Discussion and Analysis

## 管理層討論及分析

### Capital Structure, Exposure to Fluctuations in Exchange Rates

The Group adopts a prudent approach in managing its treasury function and uses different hedging methods to minimize the impact of foreign exchange fluctuations on its financial performance.

### Contingent Liabilities

Save as the corporate guarantee given to banks to secure the banking facilities, as at 31 December 2012, the Group did not have any contingent liability or claim which the directors of the Company (the “Directors”) considered to be material.

### BUSINESS REVIEW

#### Media and Media-related Operations

The local media industry was in a phase of transformation in 2012, with intense competition in the free newspaper market setting off a chain of repercussions which affected not only the incumbent free newspapers but also paid newspapers and other media segments. New players have entered the free newspaper market since the second half of 2011, leading to a doubling in volume of free newspapers and a 50% surge in the total amount of newspapers in circulation. Faced with this cut-throat competitive environment, the Group’s Media operations held up rather well and recorded only a slight drop in revenue, from approximately HK\$2,053.8 million in 2011 to approximately HK\$2,024.0 million in 2012, mainly due to reduced revenue from overseas and Mainland China. At the same time, the Group maintained a higher circulation volume of Headline Daily and invested in other improvements as part of its competition strategy, which temporarily resulted in lower profit margins; accordingly, segment profit of the Media operations registered a decrease to approximately HK\$145.5 million in 2012, from approximately HK\$181.3 million in 2011.

### 資本結構、匯率波動風險

本集團審慎管理其司庫功能，並採用不同的對沖方法，務求將外匯波動對其財務表現造成之影響減至最低。

### 或然負債

除為銀行備用額向銀行提供公司擔保外，本集團於二零一二年十二月三十一日並無任何本公司董事（「董事」）認為屬重大的或然負債或索償。

### 業務回顧

#### 媒體與媒體相關業務

於二零一二年，本地媒體行業處於轉變階段，免費報章市場競爭激烈，不僅對現有免費報章造成衝擊，亦波及到收費報章及其他媒體領域。新的免費報章於二零一一年下半年加入市場，使免費報章的發行量倍增，而全港報章的總發行量隨之暴漲50%。縱使面對惡性競爭環境，本集團的媒體業務仍然相當堅穩，收入由二零一一年約2,053,800,000港元減少至二零一二年約2,024,000,000港元，跌幅輕微，主要是來自海外及中國大陸的收入縮減所致。同時，本集團的《頭條日報》維持了較高的發行量，並進一步投資以加強其競爭力，令利潤率暫時有所下降，因此，媒體業務的經營溢利由二零一一年約181,300,000港元減少至二零一二年約145,500,000港元。

# Management Discussion and Analysis

## 管理層討論及分析

### Newspapers

According to admanGo, Hong Kong's total newspaper advertising revenue went up by 9% in 2012 on a year-on-year basis. However, the increase was almost entirely accounted for by free newspapers, and paid newspapers in fact saw a decline of 1%. This indicates that the intensified competition among free newspapers has led to an expansion in their overall market share, at the expense of paid newspapers and especially the mass-market ones. The development of free newspapers into a mainstream media, sped up by the heightened competition, has caused readers as well as advertisers to switch from some traditional paid newspapers.

Headline Daily is well positioned to benefit from this development. In the midst of the severe competition, Headline Daily continued its lead and remained firmly as the number 1 free newspaper in Hong Kong. Its average daily circulation was raised to over 880,000 copies in 2012 in response to the competition, and its current circulation volume exceeds that of its closest rival by more than 50%. As the most widely-read newspaper in Hong Kong, Headline Daily's average readership of 1,513,000 in 2012 (according to the latest survey by Ipsos Media Atlas) also surpassed other newspapers by over 40%. In addition, the same survey ranked the stand-alone Headline Finance paper as the most popular financial newspaper in Hong Kong with the largest readership. During the year, Headline Daily continued to enhance its content to further gain readers' loyalty, such as the launch of an all-new Saturday features section named "V•A Valuable Weekend". Headline Daily reinforced itself as the free newspaper preferred not just by readers but also advertisers, and became more and more recognized as a cost-effective mass-market advertising medium. Consequently, the advertising revenue of Headline Daily was untouched by the new market entrants and continued to rise in 2012, albeit at a slower rate given that the presence of more competitors has put a cap on growth in advertising page rates.

### 報章

根據admanGo的統計，於二零一二年，香港整體報章廣告收入按年上升9%。然而，該增長幾乎全部來自免費報章，收費報章的廣告收入反跌1%。這顯示免費報章的競爭已促使其市場份額擴大，並動搖到大眾化收費報章。在劇烈競爭的帶動之下，免費報章從傳統收費報章吸納讀者及廣告客戶，發展成為主流媒體。

《頭條日報》已準備就緒，正可受惠於此發展趨勢。雖然身處熾熱的競爭中，《頭條日報》繼續穩據全港第一免費報章之位。因應競爭情況，《頭條日報》於二零一二年將其每日平均發行量增加至超過880,000份，而目前《頭條日報》的發行量相比最接近的對手多出超過50%。作為全港最多人閱讀的報章，《頭條日報》於二零一二年之平均讀者人數達1,513,000人（根據Ipsos Media Atlas最新調查所得），亦遠超其他報章40%以上。此外，根據同一調查，獨立派發的《頭條財經報》成為全港讀者人數最多的財經報章。於本年度內，《頭條日報》繼續強化內容以進一步爭取讀者的忠實支持，例如推出全新的星期六副刊，名為「V•A Valuable Weekend」。《頭條日報》不僅成為讀者首選的免費報章，同時亦愈來愈獲認為具成本效益的大眾市場廣告媒體，成為廣告客戶的必然之選。因此，《頭條日報》之廣告收入未受新加入的市場參與者所威脅，於二零一二年繼續增長，但由於競爭環境局限了廣告頁收費的上升，廣告收入的增幅較溫和。

# Management Discussion and Analysis

## 管理層討論及分析

Although paid newspapers in general were confronted with the challenge from free newspapers, Sing Tao Daily was largely unaffected and delivered satisfactory results in 2012. As a middle-class newspaper, Sing Tao Daily differentiated itself from mass-market newspapers by focusing on high value-add content. Renowned for its education and lifestyle sections, Sing Tao Daily continued to offer high quality content in these areas. In addition to making available a range of Liberal Studies guidebooks and learning references tailored for the new DSE examination system, it pioneered the free “Smart Guide” series, a handy booklet bundled with the newspaper which carried the newest tips on “Eat and Play” and “Mobile Phone and Tablet PC”. These and other specialized content carved out a niche in the market for Sing Tao Daily and allowed it to maintain a relatively stable readership. Advertising revenue was also stable thanks to good growth in high-yield categories such as automobiles, watches and other luxury goods.

The Standard performed in line with expectations in 2012. The competition in the free newspaper market had some slight impact in general, but The Standard remained resilient in terms of its advertising. It continued to gain market share in new advertising categories, such as overseas properties, and supplemented its revenue with special projects. In order to further refine its circulation network, two new distribution channels were initiated in 2012 – The Standard is now available at all MTR Airport Express stations, and may be redeemed at Circle-K convenience stores with coupons or redemption cards. These schemes allowed The Standard to reach its targeted readers more effectively and also improved the cost efficiency of distributing the newspaper.

The overseas operations of Sing Tao Daily were adversely affected by the weak global economy in 2012, characterized by a recession in Europe and tepid recovery in the US. In addition, traditional newspapers in overseas markets faced challenges from other media including free newspapers and the internet. Given these, Sing Tao Daily's overseas operations were diligent in improving their editorial quality, directing their sales efforts at the new immigrant Chinese communities and streamlining their business organizations to control costs. As a result, the overseas operations only suffered a minor setback in profitability, with the key markets in the US and Canada proving to be the most resistant to the testing conditions.

儘管收費報章普遍面對免費報章的嚴峻挑戰，但《星島日報》大致未受影響，二零一二年的業績令人滿意。《星島日報》作為一份服務中產讀者的報章，專注於提供高增值內容，從而與大眾化市場報章有所區別。《星島日報》一向以其優質教育及生活時尚內容見稱，並不斷提升其質素。除了為新的中學文憑試制度編製的一系列通識教育天書及學習參考資料外，《星島日報》亦率先免費推出「食玩王」及「手電王」小冊子，隨報附送，兩個系列先後提供餐飲消閒及手提電話的最新資訊。憑藉這些為目標讀者專門而設的內容，《星島日報》成功在市場奠立獨有地位，其讀者人數得以維持相對穩定。此外，受惠於汽車、手錶及其他奢華產品等高邊際利潤廣告類別的良好增長，《星島日報》的廣告收入亦見平穩。

《英文虎報》於二零一二年之表現符合預期。雖然免費報章市場之競爭對《英文虎報》稍有影響，惟其在廣告收入方面仍然保持平穩。《英文虎報》繼續在新廣告類別如海外物業取得更大的市場份額，而特別項目的廣告則帶來額外收入。為進一步優化其發行網絡，該報於二零一二年開拓了兩個新派發渠道：《英文虎報》現於港鐵機場快線各車站派發，亦於Circle-K便利店供讀者憑換領券或換領咭換取。這些新的發行渠道不但讓《英文虎報》更有效直達目標讀者手中，而且改善派發報章的成本效益。

於二零一二年，環球經濟疲弱，歐洲經濟陷入衰退，美國復甦乏力，對《星島日報》之海外業務構成負面影響。此外，海外市場的傳統報章面對來自免費報章及互聯網等其他媒體的競爭。面對這些挑戰，《星島日報》海外業務努力改善編採質素，廣告銷售主攻新移民華人社區，並精簡業務架構，務求控制成本。因此，海外業務的利潤僅受到輕微影響，其中美國及加拿大之主要市場最為堅韌。



# Management Discussion and Analysis

## 管理層討論及分析

### Magazines

The Group's Magazine unit continued to deliver respectable growth in advertising revenue and profit in 2012. In particular, the flagship magazine East Week recorded the most notable progress in financial results, thanks to its professional and exclusive news reporting which gave it rising recognition as an influential current affairs magazine. PC Market also saw significant improvement in performance, as the advertising market for digital and computer products took a positive turn in 2012 while at the same time the magazine undertook measures to save editorial and printing costs. The other titles including East Touch, JET, Spiral and Caz Buyer maintained a steady trend.

The magazine sector in Hong Kong was to some extent afflicted by the free newspapers' competition which, coupled with the growing prevalence of new forms of media, caused a general decline in magazine circulation sales and readership. To counter against this as well as to broaden its advertising revenue sources, the Group's Magazine unit committed additional resources during the year to build up its multi-media business. The magazines' websites were continuously being upgraded, and a range of iPhone, iPad and Android applications were introduced for all the titles. East Week's website, combining content both from the magazine and specially made for online viewing, gathered increasing traffic. The full contents of PC Market, East Touch and JET have been made available via tablet and smart phone devices on a paid subscription basis, giving readers a novel experience which meets with their latest buying and reading habits. These efforts have helped to sustain the readership of the Group's magazines and provide a platform for capturing new cross-media advertising revenue.

### Non-Media Operations

#### Trading

Revenue of the Group's Trading unit further decreased in 2012 from approximately HK\$330.3 million in 2011 to approximately HK\$179.8 million, as the Group continued to rationalize the non-core Trading business. The camera distribution market in the PRC remained competitive and the Trading unit consciously focused on selling higher-margin products to maximize its profit. This also allowed the unit to further reshape its operational structure and cut costs; although profit margins thus improved, the contraction in business volume still resulted in a decline in segment profit from approximately HK\$10.2 million in 2011 to approximately HK\$8.2 million in 2012.

### 雜誌

本集團雜誌業務於二零一二年的廣告收入及盈利皆錄得不錯的升幅。旗艦雜誌《東周刊》之財務業績進展尤其顯著，其專業及獨家的新聞報道使其成為愈來愈具有影響力的時事雜誌，備受認同。另外，《電腦廣場》的表現大為改善，此乃由於數碼及電腦產品的廣告市場於二零一二年好轉，同時該雜誌亦採取措施減省編採及印刷成本。其餘雜誌包括《東TOUCH》、《JET》、《游絲腕錶雜誌》和《車買家》，則保持穩定趨勢。

香港雜誌行業在某程度上亦受到免費報章競爭的牽連，加上新形式的媒體漸趨流行，導致雜誌發行銷售額及讀者人數普遍向下。為抗衡此趨勢及使其廣告收入來源更多元化，本集團的雜誌部門於本年度投入額外資源以發展其多媒體業務。除了各雜誌的網站不斷升級外，全線雜誌皆已推出不同的iPhone、iPad及Android應用程式。《東周網》結合《東周刊》部分內容與專為該網站而製作的內容，瀏覽量不斷增加。《電腦廣場》、《東TOUCH》及《JET》則通過平板電腦及智能手機以收費訂閱形式提供原文網上版本，配合讀者最新的購買和閱讀習慣，帶來嶄新體驗。經過這些努力，各雜誌的讀者人數得以維持平穩，雜誌業務亦建立了跨媒體平台以開拓新的收入來源。

### 非媒體業務

#### 貿易

隨著本集團繼續減縮其非核心的貿易業務，該業務的收入由二零一一年約330,300,000港元進一步下降至二零一二年約179,800,000港元。有見及中國大陸攝影器材分銷市場仍然競爭處處，貿易部門刻意將業務集中在較高利潤的產品以儘量增加其盈利，同時亦可更精簡其營運架構以節省成本。雖然貿易業務的利潤率因而得以改善，但業務的收縮仍導致經營溢利由二零一一年約10,200,000港元減少至二零一二年約8,200,000港元。

# Management Discussion and Analysis

## 管理層討論及分析

### PROSPECTS

2013 may have begun on a more positive note across the globe with financial and fiscal conditions having somewhat stabilized, but economic confidence remains fragile and a full-fledged recovery in the advanced economies is yet to be seen. As such, the overall outlook for 2013 is dotted with uncertainty.

In Hong Kong, the newspaper industry saw unprecedented competition in 2012. Although the Group may claim initial victory, given that *Headline Daily* has successfully defended its number 1 position in the free newspaper market, the curtains have not yet come down and we must remain vigilant and keep delivering our best to readers and advertisers to ensure our long term success. As the free newspaper market increasingly expands its sphere, there is ample room for growth open to *Headline Daily* as its market leader. While Management notes that the competitive conditions may continue to affect our current profit margins, we view the prospects of our free newspapers positively and are committed to a further year of progress in 2013.

### EMPLOYEES

As at 31 December 2012, the Group had approximately 2,356 employees.

The Group remunerates its employees based on individual and business performance. Competitive salaries and benefits are paid to attract and retain quality staff. Other employee benefits include medical insurance, discretionary bonus, share options and provident fund schemes.

### 展望

環球金融及財政狀況回穩，為二零一三年帶來一個較好的開端。然而，經濟信心仍然脆弱，先進經濟體系尚未完全復甦，二零一三年之整體前景依然受到各種不明朗因素所困擾。

在香港，報業於二零一二年陷入前所未有的競爭狀況。《頭條日報》成功穩守免費報章市場的領導地位，取得初步勝利，但是最終結果還須拭目以待，我們必須隨時警惕自己，繼續竭盡所能服務讀者及廣告客戶，以確保長遠持續成功。免費報章市場不斷擴闊其領域，提供增長空間，而《頭條日報》作為該行業之冠，必能繼續成長。雖然短期內本集團的利潤率或會繼續受制於目前的競爭環境，但管理層對免費報章的前景感到樂觀，並致力於二零一三年再取佳績。

### 僱員

於二零一二年十二月三十一日，本集團共有約2,356名員工。

本集團根據其僱員之個人表現及其業績，給予僱員具吸引力之薪酬及福利，以吸引及挽留優質員工。其他僱員福利包括醫療保險、酌情花紅、認股權及公積金計劃。

# Directors and Senior Management

## 董事及高級管理層

### EXECUTIVE DIRECTORS

**Mr. Ho Tsu Kwok, Charles** (63) has been the Chairman and an Executive Director of the Company and a director of various subsidiaries of the Company since 2000. He is also an independent non-executive director of Shun Tak Holdings Limited. Mr. Ho contributes much to public affairs. He is a member of the Standing Committee of the Chinese People's Political Consultative Conference. In addition, he is an honorary general committee member of The Chinese Manufacturers' Association of Hong Kong, an economic consultant of Shandong Provincial Government of the People's Republic of China, an honorary trustee of Peking University, and a trustee of University of International Business and Economics in China. Mr. Ho is the father of Mr. Ho Kent Ching Tak, a Non-Executive Director of the Company.

**Mr. Lo Wing Hung** (50) has been an Executive Director of the Company since 2002. He is the Chief Executive Officer of the Company and also a director of various subsidiaries of the Company. He joined the Group as Chief Editor of Sing Tao Daily in 1999. He was the Chief Executive Officer of the newspaper group of the Company prior to his appointment as the Chief Executive Officer of the Company in April 2005. Mr. Lo has extensive experience in the media industry. Prior to joining the Group, he worked for a number of major newspaper and television companies in Hong Kong. He is the vice chairman of The Newspaper Society of Hong Kong.

**Ms. Judy Inn** (49) has been an Executive Director of the Company since 2006 and a director of a subsidiary of the Company. She is responsible for the Group's multi-media business. From 2000 to 2002, she was an Executive Director of the Company and the Chief Operating Officer of the Group. In 2004, she was a special advisor to the Chairman of the Company. Between 1992 and 2000, she worked for PCCW Limited ("PCCW"). She was the senior vice president of the PCCW's Interactive Multimedia Services, leading the development of the Netvigator Portal and Interactive TV services. Between 1992 and 1995, Ms. Inn was the group manager of the corporate affairs in PCCW. Ms. Inn holds a Bachelor of Arts degree from The University of Hong Kong and a Master of Arts degree from the University of London.

### 執行董事

**何柱國先生**(63)自二零零零年起擔任本公司主席兼執行董事及本公司多間附屬公司之董事。彼亦擔任信德集團有限公司之獨立非執行董事。何先生參與多項公共事務。何先生現為中國人民政治協商會議全國常務委員會委員。此外，何先生亦為香港中華廠商聯合會名譽會董、中國山東省政府經濟顧問、北京大學名譽校董、及對外經濟貿易大學校董。何先生為本公司非執行董事何正德先生之父親。

**盧永雄先生**(50)自二零零二年起擔任本公司之執行董事，現任本公司之行政總裁兼本公司多間附屬公司之董事。盧先生於一九九九年加入本集團出任《星島日報》之總編輯，於二零零五年四月被委任為本公司之行政總裁前曾任本集團報章業務之行政總裁。彼於傳媒業界擁有豐富經驗，在加盟本集團前，曾在多家香港主要報章及電視台工作。盧先生現為香港報業公會副主席。

**邢珠迪女士**(49)自二零零六年起擔任本公司之執行董事及本公司一附屬公司之董事，負責本集團的多媒體業務。於二零零零年至二零零二年期間，彼曾出任本公司執行董事兼本集團之營運總裁。於二零零四年，彼出任本公司主席之特別顧問。於一九九二年至二零零零年期間，彼任職於電訊盈科有限公司（「電訊盈科」）。彼曾擔任電訊盈科互動多媒體服務之高級副總裁，帶領「網上行」啟航站及互動電視服務之發展。於一九九二年至一九九五年期間，邢女士為電訊盈科企業事務部之集團經理。邢女士持有香港大學文學士學位及倫敦大學文學碩士學位。

## Directors and Senior Management

### 董事及高級管理層

**Mr. Jia Hongping** (49) has been an Executive Director of the Company since 2000. He is the Chief Representative of the Beijing office of the Group and also a director of various subsidiaries of the Company. Mr. Jia brings with him a wealth of experience in management, investment and government relations to the Group. Prior to joining the Group, he worked in various capacities in the government departments under the China State Council. In 1998, Mr. Jia joined the Lear Corporation China Limited as executive director and chief representative of its Beijing office. He holds a Bachelor's degree from the Beijing Institute of Technology University.

**Mr. Lai Ting Yiu** (61) has been an Executive Director of the Company since 2004. He is the Chief Executive Officer of the magazine group and also a director of various subsidiaries of the Company. He is responsible for overseeing the publication of magazines of the Group. He joined the Group in 1999 as the Executive Chief Editor of Sing Tao Daily. Prior to joining the Group, he held various key positions in various renowned media companies.

**Mr. Lau Chung Man, Louis** (54) has been an Executive Director of the Company since 2005. He is the Chief Financial Officer of the Company and also a director of various subsidiaries of the Company. He is primarily responsible for overseeing the finance and overall operations of the Group. He is a Chartered Accountant and holds a Bachelor's degree in Commerce and Administration from Victoria University of Wellington in New Zealand. He is a member of the New Zealand Society of Accountants, a certified public accountant of the Hong Kong Institute of Certified Public Accountants and has extensive experience in corporate management, accounting and finance. He is an independent non-executive director of AviChina Industry & Technology Company Limited.

**Mrs. Sy Wong Chor Fong** (72) has been an Executive Director of the Company since 1996 and is a director of various subsidiaries of the Company. She has been engaged in the import and export trading business for many years. She has over 30 years of experience in the distribution of consumer products in China, including distribution of photographic products.

**賈紅平先生**(49)自二零零零年起擔任本公司之執行董事，現任本集團北京代表處之首席代表兼本公司多間附屬公司之董事。賈先生在企業管理、投資策略及政府關係等各方面均擁有豐富經驗。彼於加盟本集團前，曾在隸屬於中國國務院的多個部門歷任要職。一九九八年，賈先生擔任美國李爾中國有限公司執行董事兼其北京代表處首席代表。賈先生持有北京理工大學工科學士學位。

**黎廷瑤先生**(61)自二零零四年起擔任本公司之執行董事，現任本集團雜誌業務之行政總裁兼本公司多間附屬公司之董事，專責管理本集團雜誌出版業務。彼於一九九九年加盟本集團擔任《星島日報》之執行總編輯，於加盟本集團前，曾於多家著名的傳媒公司擔任要職。

**劉仲文先生**(54)自二零零五年起擔任本公司之執行董事，現任本公司之首席財務總監兼本公司多間附屬公司之董事，專責管理本集團財務及整體的營運。劉先生為特許會計師，並持有新西蘭威靈頓維多利亞大學工商管理學士學位。彼為新西蘭會計師學會會員及於香港會計師公會註冊為會計師，並在企業管理、會計及財務方面擁有豐富的經驗。劉先生現為中國航空科技工業股份有限公司之獨立非執行董事。

**施黃楚芳女士**(72)自一九九六年起擔任本公司之執行董事及本公司多間附屬公司之董事。彼擁有豐富的進出口貿易經驗，從事中國消費品分銷業務逾30年，包括分銷攝影器材之經驗。

## Directors and Senior Management

### 董事及高級管理層

---

**Mr. Yang Yiu Chong, Ronald Jeffrey** (46) has been an Executive Director of the Company since 2001 and a director of various subsidiaries of the Company. He is responsible for developing the Group's printing operations and other investments. Mr. Yang gained wealth of experience in finance and investment arena and had participated in numerous corporate finance activities for several listed companies in Hong Kong as well as worked at a leading international bank. Prior to joining the Group, he held senior positions in Leefung Asco Printers Holdings Limited, responsible for the group's financial affairs and business development. He is also a non-executive director of Karce International Holdings Company Limited.

#### NON-EXECUTIVE DIRECTOR

**Mr. Ho Kent Ching Tak** (32) has been a Non-Executive Director of the Company since 2010. Mr. Ho has years of experience in media business development, wealth management, and investments focusing on high-tech industries. He is currently a general partner of Harbor Pacific Capital, a Silicon Valley-based private investment firm focused on venture capital and growth equity investments in the United States and Asia. Prior to founding Harbor Pacific Capital, Mr. Ho worked at Goldman Sachs in the United States, Amerinvest Group in Greater China and Sing Tao Newspapers in San Francisco. He holds a Bachelor's degree in Economics and a certificate in the Markets and Management Program from Duke University and a Master's degree in Business Administration from Stanford University. Mr. Ho is the son of Mr. Ho Tsu Kwok, Charles, the Chairman of the Company.

**楊耀宗先生**(46)自二零零一年起擔任本公司之執行董事及本公司多間附屬公司之董事，負責拓展本集團之印刷業務及其他投資。楊先生在財務及投資領域累積多年豐富經驗，期間參與不少香港上市公司的企業融資活動，並曾在一家首要的國際銀行任職。彼於加盟本集團前，曾在利豐雅高印務集團有限公司擔任高級職位，負責管理該集團之財政事務及業務發展。彼現亦為泰盛實業集團有限公司之非執行董事。

#### 非執行董事

**何正德先生**(32)自二零一零年起擔任本公司非執行董事。何先生於媒體業務發展、資產管理及高科技工業的投資方面擁有多年經驗。彼現為Harbor Pacific Capital的首席合夥人，該公司為一家以矽谷為基地的私募投資公司，集中於美國及亞洲的創業基金及增長資產投資。在創辦Harbor Pacific Capital前，何先生曾於美國高盛、大中華區之美投集團及美國三藩市星島報業工作。何先生持有美國杜克大學經濟學學士學位及市場與管理學課程證書，以及美國史丹福大學工商管理碩士學位。何先生為本公司主席何柱國先生之兒子。

# Directors and Senior Management

## 董事及高級管理層

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. Ho Chiu King, Pansy Catilina** (50) has been an Independent Non-Executive Director of the Company since 2001. She is the managing director of Shun Tak Holdings Limited, chief executive officer and director of Shun Tak-China Travel Shipping Investments Limited, appointed representative of a company, which is a corporate director of Sociedade de Turismo e Diversões de Macau, S.A.R.L., chairperson and executive director of MGM China Holdings Limited, chairman of Macau Tower Convention & Entertainment Centre, vice chairman of the board of directors of Macau International Airport Company Limited and executive director of Air Macau Company Limited. She was previously a non-executive director of Qin Jia Yuan Media Services Company Limited. Besides gearing her efforts in business endeavors, Ms. Ho also serves on a host of economic, social and public services. In mainland China, such participation and services include being standing committee member of Beijing Municipal Committee of the Chinese People's Political Consultative Conference, standing committee member of All-China Federation of Industry and Commerce and vice president of its Chamber of Tourism, vice-chairperson of the China Society for Promotion of The Guangcai Program. In Hong Kong, she serves as honorary president of the Hong Kong Federation of Women and vice chairperson of its council, founding honorary advisor and director of The University of Hong Kong Foundation for Educational Development and Research, and vice president of The Hong Kong Girl Guides Association. In Macau, Ms. Ho acts as committee member of The Government of Macau SAR Tourism Development Committee and vice chairperson of Macau Convention and Exhibition Association. Internationally, Ms. Ho is a member of the board of UNDP – Peace and Development Foundation, member of Sotheby's International Advisory Board and executive committee member of the World Travel and Tourism Council. Ms. Ho holds a Bachelor's degree in marketing and international business management from the University of Santa Clara. She received an Honorary Doctorate Degree in Business Administration from the Johnson and Wales University in May 2007.

### 獨立非執行董事

**何超瓊女士**(50)自二零零一年起擔任本公司獨立非執行董事。何女士現任信德集團有限公司董事總經理，同時亦為信德中旅船務投資有限公司之行政總裁兼董事，其為一間公司之委任代表(該公司為澳門旅遊娛樂有限公司之公司董事)、美高梅中國控股有限公司董事長兼執行董事、澳門旅遊塔會展娛樂中心主席、澳門國際機場專營股份有限公司董事局副主席，及澳門航空股份有限公司執行董事。彼曾擔任勤+緣媒體服務有限公司之非執行董事。除專注其集團的企業營運和業務發展外，何女士亦參與眾多社會公益事務。在國內，彼為中國人民政治協商會議北京市委員會常委、中華全國工商業聯合會常委會委員暨工商聯旅遊業商會副會長、中國光彩事業促進會副會長。在香港，何女士為香港各界婦女聯合協進會名譽會長及其理事會副主席，並身兼香港大學教研發展基金創會名譽顧問及董事，及香港女童軍總會副會長。在澳門，彼擔任澳門特區政府旅遊發展委員會成員及澳門會議展覽業協會副會長。何女士亦被委任為聯合國開發計劃署 - 和平發展基金會董事局成員、蘇富比拍賣行國際顧問委員會委員，及世界旅遊業商會理事會執行委員會委員。何女士擁有美國加州聖克萊大學市場學及國際商業管理學士學位。彼於二零零七年五月獲得強森威爾斯大學工商管理榮譽博士學位。

## Directors and Senior Management

### 董事及高級管理層

**Mr. King Richard Yun Zing** (45) has been an Independent Non-Executive Director of the Company since 2004. He is a managing director of investment banking at UBS AG. He is principally responsible for providing corporate finance services to clients in China and Hong Kong. He has over 10 years of investment banking experience in advising corporations, governments and entrepreneurs in financing strategies. Previously, he was a senior member of JP Morgan's investment banking team in Asia, and was a member of the board of directors of J.P. Morgan Securities (Asia Pacific) Limited. Prior to joining JP Morgan, he held senior positions at various renowned institutions including Credit Lyonnais Securities Asia Limited and CITIC Pacific Limited, a Hong Kong listed conglomerate. He holds a Bachelor's degree in Economics from Columbia University in New York.

**Mr. Lee Cho Jat** (80) has been an Independent Non-Executive Director of the Company since 2005. In 1998, Mr. Lee was awarded the "Silver Bauhinia Star" by The Government of the HKSAR. He is now the president of The Newspaper Society of Hong Kong, the president of The Chinese Language Press Institute, permanent honorary chairman of the Hong Kong Publishing Federation and honorary chairman of Sino United Publishing (Holdings) Limited, The Commercial Press (H.K.) Ltd. and Hong Kong Commercial Newspapers Co., Ltd. Mr. Lee started his career in newspaper publishing industry after graduated from secondary school in 1952 and has over 50 years of experience in the media industry devoting to promote Chinese culture. Mr. Lee was awarded Outstanding Achievement Award of Hong Kong Print Awards in 1997. Mr. Lee successfully changed traditional state-owned companies such as The Commercial Press (H.K.) Ltd., Joint Publishing (Hong Kong) Company Limited, Chung Hwa Book Co., (H.K.) Ltd. and C&C Joint Printing Co., (H.K.) Ltd., into fast-developing modernized international enterprises, which, under his leadership, become paragons of the industry. Mr. Lee was appointed a committee member of The Preliminary Working Committee for The Preparatory Committee for the HKSAR of The Standing Committee of The National People's Congress in 1994 and was further appointed as a member of The Preparatory Committee for the HKSAR of The National People's Congress, participated in the preparation of the establishment of The Government of the HKSAR. He was appointed as a member of the Antiquities Advisory Board of the HKSAR in 1999. Mr. Lee was appointed a member of 8th, 9th and 10th National Committee of the Chinese People's Political Consultative Conference. In 2009, Mr. Lee has been elected the "Hundred of the Greats of Publishing in the 60 years of New China" which is the greatest honor in the publishing industry in China. Mr. Lee was granted an Honorary Doctorate of Arts from Chu Hai College in July 2011.

**金元成先生**(45)自二零零四年起擔任本公司獨立非執行董事。金先生現為瑞士銀行投資銀行事務之董事總經理，主要負責為中國及香港的客戶提供企業融資服務。金先生在投資銀行界積逾10年經驗，專為集團、政府及企業提供融資策劃。他曾出任摩根大通亞洲投資銀行組之高級人員，以及摩根大通證券(亞太)有限公司之董事會成員。彼於加盟摩根大通前，曾於多家知名機構出任要職，包括里昂證券有限公司及香港上市集團中信泰富有限公司。金先生持有紐約哥倫比亞大學經濟學學士學位。

**李祖澤先生**(80)自二零零五年起擔任本公司獨立非執行董事。於一九九八年，李先生榮獲香港特別行政區政府頒授「銀紫荊星章」。彼現任香港報業公會會長、世界中文報業協會會長、香港出版總會永遠榮譽會長、以及聯合出版(集團)有限公司、商務印書館(香港)有限公司及香港商報有限公司之名譽董事長。李先生自一九五二年中學畢業後投身報章出版業，在傳媒業界積逾50年經驗，致力推動中國文化。李先生於一九九七年榮獲香港印製大獎之「傑出成就大獎」。李先生成功將商務印書館(香港)有限公司、三聯書店(香港)有限公司、中華書局(香港)有限公司及中華商務聯合印刷(香港)有限公司等傳統國營公司轉變為發展迅速之現代化國際企業，而該等公司在其領導下亦成為業界翹楚。李先生曾於一九九四年獲委任為全國人民代表大會常務委員會香港特別行政區籌委會預備工作委員會委員，及後獲委任為全國人民代表大會香港特別行政區籌備委員會委員，參與籌備成立香港特別行政區政府。彼曾於一九九九年獲委任為香港特別行政區政府古物諮詢委員會委員。李先生為中國人民政治協商會議第八、九、十屆委員。二零零九年，李先生當選為「新中國60年百名優秀出版人物」，是中國出版界的最高榮譽。二零一一年七月，李先生獲珠海書院頒授「名譽文學博士」。

# Directors and Senior Management

## 董事及高級管理層

**Mr. Tung Chee Chen** (70) has been an Independent Non-Executive Director of the Company since 2002. He is the chairman, president and chief executive officer of Orient Overseas (International) Limited. Mr. Tung graduated from the University of Liverpool, England, where he received his Bachelor of Science degree and acquired a Master's degree in Mechanical Engineering at the Massachusetts Institute of Technology in the United States. Mr. Tung is also an independent non-executive director of Wing Hang Bank, Limited, BOC Hong Kong (Holdings) Limited, Cathay Pacific Airways Limited and U-Ming Marine Transport Corp. He was previously an independent non-executive director of PetroChina Company Limited and Zhejiang Expressway Co., Ltd.

### SENIOR MANAGEMENT

All the executive directors of the Company are respectively responsible for the various aspects of the business and operation of the Group. These executive directors of the Company are regarded as the members of the senior management team of the Group.

**董建成先生**(70)自二零零二年起擔任本公司獨立非執行董事，現為東方海外(國際)有限公司主席、總裁兼行政總裁。董先生曾分別獲英國利物浦大學頒授理學學士學位及美國麻省理工學院頒發機械工程碩士學位。董先生現亦為永亨銀行有限公司、中銀香港(控股)有限公司、國泰航空有限公司及裕民航運股份有限公司之獨立非執行董事。董先生曾擔任中國石油天然氣股份有限公司及浙江滬杭甬高速公路股份有限公司之獨立非執行董事。

### 高級管理層

本公司的所有執行董事均分別負責本集團的各項業務及營運。所有執行董事均被視為本集團高級管理層。



# Corporate Governance Report

## 企業管治報告

The Directors believe that good corporate governance practices serve as an effective risk management for the Company and hence, the shareholders of the Company will benefit from the high standard of corporate governance.

The Company has adopted the code provisions set out in the Code on Corporate Governance Practices (the “Former Code”) and the Corporate Governance Code, which is applicable to financial reports covering a period after 1 April 2012 (the “New Code”), contained 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”). The Company has complied with the applicable code provisions set out in the Former Code during the period from 1 January 2012 to 31 March 2012 as well as the New Code during the period from 1 April 2012 to 31 December 2012 with deviations from certain code provisions specified and explained below.

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 of the Listing Rules. The Company has made specific enquiries to all Directors who have confirmed that, during the Year, they have complied with the required standard set out in the Model Code.

### THE BOARD

As at 31 December 2012, the Board consists of 13 directors including 8 executive directors, 1 non-executive director and 4 independent non-executive directors (“INEDs”). Names and biographical details of the Directors are set out under the section headed “Directors and Senior Management” on pages 18 to 23.

The Board is responsible for leadership and control of the Company. The Board reviews and approves the objectives, strategies, direction and policies of the Group, the annual budget and the management structure of the Company. The Board also reviews the Group’s performance in light of the Group’s objectives, business plans and budgets.

The Board has delegated the responsibility of the day-to-day operations of the Group to the management of the Company.

The Chairman of the Board is Mr. Ho Tsu Kwok, Charles and the Chief Executive Officer (the “CEO”) of the Group is Mr. Lo Wing Hung. The roles of the Chairman and the CEO are separate. The Chairman is primarily responsible for the management and effective performance of the Board. The CEO is primarily responsible for the day-to-day management of the business of the Group.

董事相信，良好的企業管治常規對本公司來說即有效之風險管理。因此，本公司之股東將受惠於高水平之企業管治。

本公司已採納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所載之《企業管治常規守則》（「舊守則」）及《企業管治守則》，其適用於涵蓋二零一二年四月一日後期間的財務報告（「新守則」）的守則條文。本公司於二零一二年一月一日至二零一二年三月三十一日期間已遵守《舊守則》適用的守則條文，以及於二零一二年四月一日至二零一二年十二月三十一日期間已遵守《新守則》適用的守則條文，惟下文列明及闡釋當中有偏離部分守則條文。

本公司已採納上市規則附錄10所載之上市公司董事進行證券交易的標準守則（「標準守則」）。本公司在進行具體查詢後，全體董事均確認於本年度內，彼等已遵守標準守則所列明之規定標準。

### 董事會

於二零一二年十二月三十一日，董事會由十三位董事組成，包括八位執行董事、一位非執行董事及四位獨立非執行董事（「獨立非執行董事」）。董事姓名及其簡介載於第18至23頁之「董事及高級管理層」一節內。

董事會肩負領導及監控本公司的責任，董事會檢討及批准本集團之目標、策略、方向及政策，以及本公司之年度預算及管理架構。董事會並會根據本集團之目標、業務計畫及預算，從而檢討本集團之表現。

董事會將本集團之日常業務工作委派予本公司之管理層負責。

董事會主席為何柱國先生，本集團行政總裁則為盧永雄先生。主席和行政總裁的角色分開，主席主要負責管理及有效地運作董事會，行政總裁則主要負責本集團業務的日常管理。

# Corporate Governance Report

## 企業管治報告

All non-executive directors were appointed for a fixed term ending on 31 December 2014 with renewal option subject to retirement and re-election by rotation under the Bye-laws of the Company.

In compliance with the code provision A.6.5, all Directors should participate in continuous professional development (the “CPD”) to develop and refresh their knowledge and skills. The Company has adopted its own policy on Directors’ CPD. During the Year, the Company encouraged all Directors to attend or give speeches at training courses, seminars or conferences which were relevant to their respective duties and responsibilities at the Company’s expenses, and provided relevant materials and updates for their reading. According to the records provided by the Directors, the Directors participated in the following CPD programmes from 1 April 2012 to 31 December 2012:

所有非執行董事之任期均為固定任期，並將於二零一四年十二月三十一日終止，任期屆滿後，可選擇連任，惟須根據本公司之公司細則輪值告退及重選。

為遵守守則條文A.6.5，所有董事應參與持續專業發展（「持續專業發展」），發展並更新其知識及技能。本公司已就董事的持續專業發展自行採納了其政策。於本年度，本公司鼓勵所有董事出席與其職務及責任相關的培訓課程、研討會或會議，或於該等培訓課程、研討會或會議發表演說，費用由本公司繳付；以及本公司亦向董事提供了相關的材料和更新資料以供他們閱讀。根據董事提供所接受培訓的紀錄，彼等於二零一二年四月一日至二零一二年十二月三十一日期間參與了以下持續專業發展項目：

Directors	董事	Type of CPD programmes 持續專業發展項目類型		
		Attending training courses, seminars or conferences 出席培訓課程、研討會或會議	Giving speeches at training courses, seminars or conferences 於培訓課程、研討會或會議發表演說	Reading materials or updates 閱讀材料或更新資料
<i>Executive Directors:</i>		<i>執行董事：</i>		
Ho Tsu Kwok, Charles ( <i>Chairman</i> )	何柱國 ( <i>主席</i> )			✓
Lo Wing Hung ( <i>CEO</i> )	盧永雄 ( <i>行政總裁</i> )			✓
Judy Inn	邢珠迪			✓
Jia Hongping	賈紅平			✓
Lai Ting Yiu	黎廷瑤		✓	✓
Lau Chung Man, Louis	劉仲文	✓		
Sy Wong Chor Fong	施黃楚芳			✓
Yang Yiu Chong, Ronald Jeffrey	楊耀宗	✓		
<i>Non-Executive Director:</i>		<i>非執行董事：</i>		
Ho Kent Ching Tak	何正德			✓
<i>INEDs:</i>		<i>獨立非執行董事：</i>		
Ho Chiu King, Pansy Catilina	何超瓊			✓
King Richard Yun Zing	金元成	✓		
Lee Cho Jat	李祖澤	✓		✓
Tung Chee Chen	董建成	✓		✓

# Corporate Governance Report

## 企業管治報告

Pursuant to rule 3.10A of the Listing Rules, the Company must, by 31 December 2012, appoint such number of INEDs that represents at least one-third of the Board. Currently, the Company has 4 INEDs which is just short of the one-third requirement. The Company, after reasonable endeavour, has not been able to identify suitable new candidate as an INED of the Company, therefore additional time is required. The Company shall endeavour to take appropriate measures as soon as practicable to fulfil the requirement.

根據上市規則第3.10A條，本公司必須於二零一二年十二月三十一日或之前委任至少佔董事會成員人數三分之一的獨立非執行董事。本公司現有四位獨立非執行董事，正少於三分之一的規定。本公司作出合理努力後仍未能物色適合擔任本公司新獨立非執行董事的候選人，故需要額外時間物色適當人選。本公司會盡力採取適當措施在切實可行的範圍內儘快符合該規定。

Attendance record of Directors in 2012 is set out below:

二零一二年各董事的出席紀錄如下：

		Board	Audit Committee	Remuneration Committee	Nomination Committee	Corporate Governance Committee	Annual General Meeting ("AGM")
		董事會	審核委員會	薪酬委員會	提名委員會	企業管治委員會	股東週年大會 (「股東週年大會」)
Number of meetings held in 2012	二零一二年舉行的會議次數	3	2	1	0	2	1
<b>Directors</b>	<b>董事</b>						
<i>Executive Directors:</i>	<i>執行董事：</i>						
Ho Tsu Kwok, Charles ( <i>Chairman</i> )	何柱國 ( <i>主席</i> )	3					0
Lo Wing Hung ( <i>CEO</i> )	盧永雄 ( <i>行政總裁</i> )	3		1	—		1
Judy Inn	邢珠迪	3					1
Jia Hongping	賈紅平	1					0
Lai Ting Yiu	黎廷瑤	3					1
Lau Chung Man, Louis	劉仲文	3				2	1
Sy Wong Chor Fong	施黃楚芳	3					0
Yang Yiu Chong, Ronald Jeffrey	楊耀宗	3					1
<i>Non-Executive Director:</i>	<i>非執行董事：</i>						
Ho Kent Ching Tak	何正德	1					0
<i>INEDs:</i>	<i>獨立非執行董事：</i>						
Ho Chiu King, Pansy Catilina	何超瓊	1	1	1	—		0
King Richard Yun Zing	金元成	1	2	1	—		0
Lee Cho Jat	李祖澤	3	1		—		0
Tung Chee Chen	董建成	3					1

The Board held 3 regular meetings instead of 4 as required by the code provision A.1.1 for efficiency consideration during the Year. The regular meetings were held to consider and approve, among other things, the annual results, interim results and annual budget of the Group.

According to the code provisions A.6.7 and E.1.2, the Chairman of the Board and all non-executive directors of the Company shall attend the AGM of the Company. The Chairman of the Board and all non-executive directors except Mr. TUNG Chee Chen were unable to attend the AGM held in 2012 due to an unexpected business engagement.

### REMUNERATION COMMITTEE

The Board has established a remuneration committee and its terms of reference are available on both the Company and the Stock Exchange websites. The Remuneration Committee comprised 3 members and a majority of the members are INEDs. The Committee is chaired by Ms. Ho Chiu King, Pansy Catilina, with Mr. King Richard Yun Zing and Mr. Lo Wing Hung as members.

The Committee has adopted the model (as described in the code provision B.1.2(c)), for which the Committee shall determine, with delegated responsibilities, the remuneration packages of individual Directors and senior management.

During the Year, the Committee approved the discretionary bonus for the executive directors based on their performances and the increment in their basic salary. The emoluments of each of the Directors are set out in this annual report on pages 104 to 105.

### NOMINATION COMMITTEE

The Board has established a nomination committee and its terms of reference are available on both the Company and the Stock Exchange websites. The Nomination Committee comprised 4 members and a majority of the members are INEDs. The Committee is chaired by Mr. Lee Cho Jat, with Ms. Ho Chiu King, Pansy Catilina, Mr. King Richard Yun Zing and Mr. Lo Wing Hung as members.

因成本與效益的考慮，董事會於本年度舉行了三次定期會議而非守則條文A.1.1所規定的四次。董事會的定期會議考慮及批准(其中包括)本集團之全年業績、中期業績及年度預算。

根據守則條文A.6.7及E.1.2，董事會主席及所有本公司非執行董事須出席本公司之股東週年大會。董事會主席、除董建成先生外的所有非執行董事因有未能預計之商業事務處理而未能出席本公司於二零一二年舉行之股東週年大會。

### 薪酬委員會

董事會已成立薪酬委員會，其職權範圍載於本公司及聯交所網站。薪酬委員會由三名委員組成，大部分委員均為獨立非執行董事。委員會主席為何超瓊女士，委員包括金元成先生及盧永雄先生。

委員會已採納了守則條文B.1.2(c)所述模式，委員會獲董事會轉授責任，釐定個別董事及高級管理人員的薪酬待遇。

於本年度，委員會已按各執行董事之表現批准彼等之酌情花紅及增加彼等之基本薪金。各董事之酬金列載於本年報第104至105頁。

### 提名委員會

董事會已成立提名委員會，其職權範圍載於本公司及聯交所網站。提名委員會由四名委員組成，大部分委員均為獨立非執行董事。委員會主席為李祖澤先生，委員包括何超瓊女士、金元成先生及盧永雄先生。

# Corporate Governance Report

## 企業管治報告

The Committee's principal roles and functions are:

- (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board; and
- (iii) to assess the independence of INEDs.

During the Year, there was no change in the composition of the Board, and thus, no meeting was called.

### CORPORATE GOVERNANCE COMMITTEE

The Board has established a corporate governance committee which comprises 2 members. The Committee is chaired by Mr. Lau Chung Man, Louis, with the Company Secretary, Ms. Ip Ka Yee as a member.

The Committee's principal roles and functions are:

- (i) to develop, review, implement and monitor the Company's policies and practices on corporate governance and make recommendations to the Board so as to comply with the legal and regulatory requirements;
- (ii) to review and monitor the training and CPD of Directors;
- (iii) to review the contribution required from a Director to perform his/her responsibilities to the Company;
- (iv) to develop, review, implement and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees; and
- (v) to review the Company's annual Corporate Governance Report.

委員會的主要角色及職能：

- (i) 檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- (ii) 物色具備合適資格可擔任董事的人士，並挑選或就此向董事會提供意見；及
- (iii) 評定獨立非執行董事的獨立性。

於本年度，由於董事會的組合沒有變動，委員會因此沒有召開會議。

### 企業管治委員會

董事會已成立企業管治委員會，由兩名委員組成，委員會主席為劉仲文先生，委員包括公司秘書葉嘉儀女士。

委員會的主要角色及職能：

- (i) 制定、檢討、執行及監察本公司的企業管治政策及常規，並向董事會提出建議，以遵守法律及監管的規定；
- (ii) 檢討及監察董事的培訓及持續專業發展；
- (iii) 檢討董事履行其職責為本公司帶來所需的貢獻；
- (iv) 制定、檢討、執行及監察董事及僱員的操守準則及合規手冊(如有)；及
- (v) 檢討本公司的年度《企業管治報告》。

Summary of the work performed by the Committee during the Year:

- Reviewed the annual Corporate Governance Report contained in the Company's 2011 annual report;
- Prepared materials and updates relevant to the Company's business for Directors' reading in compliance with the code provision A.6.5 on Directors' CPD; and
- Developed the Company's policy and procedures for disclosure of inside information because of the new Part XIVA of the Securities and Futures Ordinance effective on 1 January 2013 which has imposed statutory obligation of disclosure of inside information by listed corporations.

### AUDIT COMMITTEE

The Board has established an audit committee and its terms of reference are available on both the Company and the Stock Exchange websites. The Audit Committee comprised 3 members and all of them are INEDs. The Committee is chaired by Mr. King Richard Yun Zing, with Ms. Ho Chiu King, Pansy Catilina and Mr. Lee Cho Jat as members.

Summary of the work performed by the Committee during the Year:

- Reviewed the audited accounts for the year ended 31 December 2011;
- Reviewed the interim report for the six months ended 30 June 2012; and
- Reviewed the internal audit reports including the review and evaluation of internal controls.

於本年度委員會的工作概要：

- 檢討附於本公司二零一一年年報的年度《企業管治報告》；
- 為遵守守則條文A.6.5規定董事的持續專業發展，編纂了與本公司業務相關的材料和更新資料以供董事閱讀；及
- 就因於二零一三年一月一日《證券及期貨條例》新增第XIVA部，施加上市法團披露內幕消息的法定責任，制定了本公司的內幕消息披露政策及程序。

### 審核委員會

董事會已成立審核委員會，其職權範圍載於本公司及聯交所網站。審核委員會由三名委員組成，所有委員均為獨立非執行董事。委員會主席為金元成先生，委員包括何超瓊女士及李祖澤先生。

於本年度委員會的工作概要：

- 審閱截至二零一一年十二月三十一日止年度之經審核賬目；
- 審閱截至二零一二年六月三十日止六個月之中期業績報告；及
- 審閱內部審核報告，包括對內部監控作出檢討及評核。

# Corporate Governance Report

## 企業管治報告

### AUDITORS' REMUNERATION

During the Year, the remuneration payable to the Group's external auditors, Messrs. Ernst & Young, is set out below:

Services rendered	提供之服務	Fee payable 應付費用
		HK\$'000 千港元
Audit services	審計服務	4,719
Non-audit services	非審計服務	249
Total	合計	4,968

### ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the financial statements for each financial year which give a true and fair view of the state of affairs of the Group and in presenting balanced and clear interim and annual financial statements, other price-sensitive announcements and other financial statements disclosures. The reporting responsibilities of the external auditors are set out in this annual report on pages 41 to 42.

The Board is responsible for the system of internal control of the Group and reviews the effectiveness of the system of internal control through the Audit Committee. The Internal Audit Department independently reviewed the major operating and financial control of the Group on an on-going basis and covered all major operations of the Group on a rotational basis. The Internal Audit Department reported twice each year to the Audit Committee and the Directors on significant findings on internal controls.

### COMPANY SECRETARY

Ms. Ip Ka Yee has been appointed as the Company Secretary of the Company in place of Ms. Cheng Lai Chu with effect from 14 September 2012. She is a full-time employee of the Group, has day-to-day knowledge of the Company and has complied with the relevant professional training requirement under rule 3.29 of the Listing Rules.

### 核數師酬金

於本年度，應付予本集團之外聘核數師安永會計師事務所之酬金列載如下：

### 責任承擔及核數

董事確認就每年財政年度編製財務報表為其職責，該等財務報表真實與公允地反映本集團之財務狀況，以及提呈平衡及清晰之中期及年度財務報表、其他對股價敏感而刊登之公告及其他財務報表之披露。外聘核數師之申報職責載述於本年報第41至42頁內。

董事會須就本集團內部監控制度負責，並透過審核委員會檢討內部監控制度之成效。內部審核部門持續獨立檢討本集團之主要營運及財務監控，並以循環方式涵蓋本集團所有主要營運業務。內部審核部門就內部監控之重要發現每年向審核委員會及董事報告兩次。

### 公司秘書

葉嘉儀女士被委任為本公司之公司秘書，代替鄭麗珠女士，於二零一二年九月十四日生效。彼為本集團全職僱員，對本公司的日常事務有所認識，並已遵守上市規則第3.29條有關專業培訓的規定。

### SHAREHOLDERS' RIGHTS

The Company sets out the shareholders' rights on:

- (a) How shareholders can convene a special general meeting (the "SGM")

Pursuant to bye-law 58 of the Company's Bye-laws and section 74 of the Bermuda Companies Act 1981 (as amended) (the "Act"), shareholders holding not less than one-tenth of the paid up capital of the Company with voting right can submit a written requisition to convene a SGM for the transaction of any business specified in such requisition.

The written requisition must:

- (i) state the purposes of the SGM;
- (ii) be signed by the requisitionists (which may consist of several documents in like form each signed by one or more requisitionists); and
- (iii) be deposited at the registered office of the Company at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda for the attention of the Company Secretary.

Such SGM shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such SGM, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a SGM.

- (b) How to put forward proposals at shareholders' meetings

Pursuant to sections 79 and 80 of the Act, shareholders can submit a written requisition to move a resolution at a general meeting (the "GM") if they:

- (i) represent not less than one-twentieth of the total voting rights of all shareholders having at the date of the requisition a right to vote at the GM; or
- (ii) are not less than 100 shareholders.

### 股東權利

本公司列出股東權利關於：

- (a) 股東如何可以召開股東特別大會（「股東特別大會」）

根據本公司之公司細則第58條及百慕達一九八一年公司法（經修訂）（「公司法」）第74條，持有本公司已繳足股本不少於十分之一賦予表決權的股東可提出書面要求召開股東特別大會以處理於該請求書中所指的任何事項。

該請求書必須：

- (i) 列明該股東特別大會的目的；
- (ii) 由請求人士簽署（可包含數份同樣格式的文件並由一位或多位請求人士簽署）；及
- (iii) 送交本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，註明公司秘書收啟。

該股東特別大會須於在接獲請求書後兩個月內舉行。若董事未能在接獲該請求書後21天內開展召開該股東特別大會，則該等請求人士或佔全體請求人士一半以上總表決權的請求人士，可自行召開股東特別大會。

- (b) 如何在股東大會上提出建議

根據公司法第79及80條，股東可提出書面要求在股東大會（「股東大會」）上動議決議，如彼等：

- (i) 佔在該請求書提出的日期有權在股東大會上表決的所有股東的總表決權中不少於二十分之一的股東；或
- (ii) 是不少於100名股東。



# Corporate Governance Report

## 企業管治報告

The written requisition must:

- (1) state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with at the GM;
- (2) be signed by the requisitionists (which may be contained in one document or in several documents in like form);
- (3) be deposited at the registered office of the Company at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda for the attention of the Company Secretary not less than 6 weeks before the GM in the case of a requisition requiring notice of a resolution and not less than 1 week before the GM in the case of any other requisition, however, if after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company, a GM is called for a date 6 weeks or less after the copy has been deposited, the copy though not deposited within the time required as referred to in the above shall be deemed to have been properly deposited for the purposes thereof; and
- (4) be accompanied by a sum of money reasonably sufficient to meet the Company's expenses in giving effect thereto.

(c) How shareholders can propose a person for election as a Director

As regards proposing a person for election as a Director at a GM, please refer to the procedures available on both the Company and the Stock Exchange websites.

該請求書必須：

- (1) 列明有關決議案，連同一份不多於1,000字的陳述書，內容有關擬動議的決議案所提述的事宜，或有關將在股東大會上處理的事務；
- (2) 由請求人士簽署（可包含於一份或數份同樣格式的文件內簽署）；
- (3) 送交本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，註明公司秘書收啟。如屬須發出決議案通知的情況，該請求書須在該股東大會舉行前不少於6個星期送達；如屬任何其他情況，則須在該股東大會舉行前不少於1個星期送達，但如須發出決議案通知的請求書在送達本公司的註冊辦事處後，有關方面在該請求書送達後6個星期或較短期間內的某一日召開股東大會，則該請求書雖然並非在上述所規定的時間內送達，但就此而言，亦須當作已恰當地送達；及
- (4) 連同合理及足夠款項，用以支付本公司就此施行所作出的開支。

(c) 股東如何可以推薦人選參選董事

關於推薦人選在股東大會上參選董事的事宜，請參閱載於本公司及聯交所網站的有關程序。

(d) How enquiries be put forward to the Board

The Company has already adopted an effective and efficient way of receiving enquiries from its shareholders through the corporate e-mail as well as its principal office in Hong Kong and therefore, will continue these channels of communication.

Shareholders may send their enquiries to the Board by addressing them to the Company Secretary (whose contact details are set out below). The Company Secretary will properly forward the enquiries to the Board for appropriate action:

The Company Secretary  
Sing Tao News Corporation Limited  
3/F., Sing Tao News Corporation Building,  
3 Tung Wong Road, Shau Kei Wan, Hong Kong  
Email: investor@singtaonewscorp.com

### INVESTOR RELATIONS

There is no significant change in the Company's constitutional documents during the Year. The memorandum of association and the bye-laws of the Company are available on both the Company and the Stock Exchange websites.

(d) 如何向董事會提出查詢

本公司已採用有效率和有效益的方法，透過公司電郵及其香港的總辦事處接收其股東的查詢。因此，本公司會繼續使用這些溝通途徑。

股東可透過公司秘書(其聯絡資料如下)向董事會提出查詢，公司秘書會轉交該等查詢給董事會作恰當處理：

公司秘書  
星島新聞集團有限公司  
香港筲箕灣東旺道3號  
星島新聞集團大廈3樓  
電郵：investor@singtaonewscorp.com

### 投資者關係

於本年度，本公司的組織章程文件沒有重大變動。本公司的組織章程大綱及公司細則載於本公司及聯交所網站。

# Report of the Directors

## 董事會報告

The Directors present their report and the audited financial statements of the Group for the year ended 31 December 2012.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the Company's principal subsidiaries are set out in note 45 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

### RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2012 and the state of affairs of the Company and the Group at that date are set out in this annual report on pages 43 to 172.

The Directors recommend a final dividend of HK4.0 cents per ordinary share in respect of the year ended 31 December 2012 payable on 23 May 2013 to shareholders whose names appear on the register of members of the Company on 15 May 2013. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the equity section of the statement of financial position. Together with the interim dividend of HK3.5 cents per ordinary share paid to shareholders on 20 September 2012, the total annual dividend will amount to HK7.5 cents per ordinary share for the financial year (2011: HK9.5 cents).

### SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements, is set out on page 176 of this annual report. The summary does not form part of the audited financial statements.

### PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of the movements in the property, plant and equipment of the Company and the Group, and investment properties of the Group during the year are set out in notes 14 and 15 to the financial statements, respectively. Further details of the Group's investment properties are set out on pages 174 to 175 of this annual report.

董事謹提呈本集團截至二零一二年十二月三十一日止年度之年報及經審核財務報表。

### 主要業務

本公司之主要業務為投資控股，其主要附屬公司之主要業務載於財務報表附註45內。本集團之主要業務性質在本年度內並無重大變動。

### 業績及股息

本集團截至二零一二年十二月三十一日止年度之溢利及本公司與本集團於當日之業務狀況載於本年報第43至172頁。

董事建議於二零一三年五月二十三日向於二零一三年五月十五日名列於本公司股東名冊內之股東派發截至二零一二年十二月三十一日止年度之末期股息每股普通股4.0港仙。此項建議已記錄在財務報表中，並在財務狀況表內之股本項下列作保留溢利之分配。連同於二零一二年九月二十日向股東派發中期股息每股普通股3.5港仙，本財政年度之全年股息總額將為每股普通股7.5港仙（二零一一年：9.5港仙）。

### 財務資料概要

本集團過去五個財政年度之已公佈的業績及資產、負債，以及非控制性權益概要（乃摘錄自經審核財務報表）載於本年報第176頁。此概要並不屬於經審核財務報表之一部份。

### 物業、廠房與設備及投資物業

本公司與本集團之物業、廠房與設備及本集團之投資物業於本年度之變動詳情分別載於財務報表附註14及15內。本集團投資物業之詳細資料載於本年報第174至175頁。

#### SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the Company's share capital and share options during the year are set out in notes 32 and 33 to the financial statements, respectively.

#### PRE-EMPTIVE RIGHTS

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

#### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year, the Company repurchased certain of its shares on the Stock Exchange and these shares were subsequently cancelled by the Company. Further details of these transactions are set out in note 32 to the financial statements.

Save as disclosed above, the Company had not redeemed, and neither had the Company nor any of its subsidiaries purchased or sold any of the Company's listed securities during the year.

#### RESERVES

Details of the movements in the reserves of the Company and the Group during the year are set out in note 34(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

#### DISTRIBUTABLE RESERVES

As at 31 December 2012, the Company's reserves available for cash distribution and/or distribution in specie, calculated in accordance with the provisions of the Bermuda Companies Act 1981 (as amended), amounted to approximately HK\$775,978,000 (2011: approximately HK\$858,608,000), of which HK\$33,509,000 has been proposed as a final dividend for the year.

#### CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling HK\$114,000.

#### 股本及購股權

本公司之股本及購股權於本年度之變動詳情分別載於財務報表附註32及33內。

#### 優先購買權

本公司之公司細則或百慕達法例中並無優先購買權之規定，強制本公司須按比例向其現時股東提呈發售新股。

#### 購買、贖回或出售本公司之上市證券

於年內，本公司在聯交所購回其若干股份，而該等股份其後由本公司註銷。該等交易之詳細資料載於財務報表附註32內。

除上文所披露外，於本年度本公司並無贖回，及本公司或其任何附屬公司並無購買或出售本公司任何上市證券。

#### 儲備

本公司與本集團之儲備於本年度之變動詳情分別載於財務報表附註34(b)及綜合權益變動表內。

#### 可供分派儲備

於二零一二年十二月三十一日，本公司根據百慕達一九八一年公司法(經修訂)規定計算可供現金分派及/或實物分派之儲備約為775,978,000港元(二零一一年：約858,608,000港元)，其中33,509,000港元已擬作本年度之末期股息。

#### 慈善捐款

本集團於本年度捐出慈善捐款合共114,000港元。

# Report of the Directors

## 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the aggregate amount of revenue attributable to the Group's five largest customers represented less than 30% of the Group's total revenue. The aggregate amount of purchases attributable to the Group's five largest suppliers represented about 38% of the Group's total purchases and the purchase attributable to the Group's largest supplier was about 10% of the Group's total purchases.

During the year ended 31 December 2012, none of the Directors or their associates or the shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

### DIRECTORS

The Directors during the year were:

#### Executive directors:

Mr. Ho Tsu Kwok, Charles  
Ms. Judy Inn  
Mr. Jia Hongping  
Mr. Lai Ting Yiu  
Mr. Lau Chung Man, Louis  
Mr. Lo Wing Hung  
Mrs. Sy Wong Chor Fong  
Mr. Yang Yiu Chong, Ronald Jeffrey

#### Non-executive director:

Mr. Ho Kent Ching Tak

#### Independent non-executive directors:

Ms. Ho Chiu King, Pansy Catilina  
Mr. King Richard Yun Zing  
Mr. Lee Cho Jat  
Mr. Tung Chee Chen

According to bye-law 87 of the Company's bye-laws, Mr. Ho Tsu Kwok, Charles, Ms. Ho Chiu King, Pansy Catilina, Mr. Lai Ting Yiu, Mr. Tung Chee Chen and Mr. Yang Yiu Chong, Ronald Jeffrey will retire by rotation at the forthcoming annual general meeting of the Company (the "AGM"). Mr. Tung Chee Chen does not seek for re-election. Mr. Ho Tsu Kwok, Charles, Ms. Ho Chiu King, Pansy Catilina, Mr. Lai Ting Yiu and Mr. Yang Yiu Chong, Ronald Jeffrey being eligible, will offer themselves for re-election at the AGM. Details of the Directors' standing for re-election are set out in the circular to the shareholders sent together with this annual report.

### 主要客戶及供應商

於回顧年度，本集團五大客戶之營業總額佔本集團營業總額不足30%。本集團五大供應商之採購總額佔本集團採購總額約38%，而本集團最大供應商之採購額佔本集團採購總額約10%。

截至二零一二年十二月三十一日止年度，董事、彼等之聯繫人士或據董事所知任何擁有本公司已發行股本5%以上之股東，一概無擁有本集團五大客戶或供應商之任何實益權益。

### 董事

本年度之董事如下：

#### 執行董事：

何柱國先生  
邢珠迪女士  
賈紅平先生  
黎廷瑤先生  
劉仲文先生  
盧永雄先生  
施黃楚芳女士  
楊耀宗先生

#### 非執行董事：

何正德先生

#### 獨立非執行董事：

何超瓊女士  
金元成先生  
李祖澤先生  
董建成先生

根據本公司之公司細則第87條，何柱國先生、何超瓊女士、黎廷瑤先生、董建成先生及楊耀宗先生須於本公司即將舉行之股東週年大會（「股東週年大會」）上輪值告退。惟董建成先生不再膺選連任，而何柱國先生、何超瓊女士、黎廷瑤先生及楊耀宗先生符合資格且願意在股東週年大會上膺選連任。預備重選的董事資料載於連同本年報寄發予股東之通函內。

The Company has received annual confirmations of independence from Ms. Ho Chiu King, Pansy Catilina, Mr. King Richard Yun Zing, Mr. Lee Cho Jat and Mr. Tung Chee Chen and considers them to be independent.

### **DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES**

Biographical details of the Directors and the senior management of the Group are set out on pages 18 to 23 of this annual report.

### **DIRECTORS' SERVICE CONTRACTS**

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### **DIRECTORS' REMUNERATION**

The directors' fees are subject to shareholders' approval at general meetings of the Company every year. Other emoluments are determined and approved by the Company's board of directors with reference to Directors' duties, responsibilities and performance and the results of the Group.

### **DIRECTORS' INTERESTS IN CONTRACTS**

Save as disclosed in note 41 to the financial statements, none of the Directors had a material interest, whether directly or indirectly, in any contracts of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

本公司已接獲何超瓊女士、金元成先生、李祖澤先生及董建成先生之年度獨立確認書，認為彼等均為獨立人士。

### **董事及高級管理層履歷**

董事及本集團高級管理層之履歷載於本年報第18至23頁。

### **董事之服務合約**

董事概無與本公司或其任何附屬公司訂立本集團不可於一年內不作補償（法定補償除外）而終止之服務合約。

### **董事酬金**

董事之袍金須在本公司每年股東大會上獲股東批准後方可作實。其他報酬乃由本公司董事會參照董事職務、責任與表現以及本集團業績而釐定及批准。

### **董事之合約權益**

除財務報表附註41所披露外，董事概無於本年度訂立對本集團業務有重大影響，而本公司或其任何附屬公司為合約方之一，且直接或間接擁有任何重大權益之合約。

# Report of the Directors

## 董事會報告

### DIRECTORS' INTERESTS

As at 31 December 2012, the interests of the Directors in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO") were as follows:

### 董事權益

於二零一二年十二月三十一日，董事於本公司之股份及相關股份中，擁有根據證券及期貨條例（「證券及期貨條例」）第352條存置之登記冊所記錄之權益如下：

Name of director	Notes	Number of ordinary shares held, capacity and nature of interest 所持普通股數目、身份及權益性質			Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
		Personal interests 個人權益	Corporate interests 公司權益	Total 總數	
Mr. Ho Tsu Kwok, Charles	何柱國先生 (1)	-	426,197,500	426,197,500	50.89%
Ms. Judy Inn	邢珠迪女士	1,300,000	-	1,300,000	0.15%
Mr. Jia Hongping	賈紅平先生	2,000,000	-	2,000,000	0.23%
Mr. Lai Ting Yiu	黎廷瑤先生	2,000,000	-	2,000,000	0.23%
Mr. Lau Chung Man, Louis	劉仲文先生	2,000,000	-	2,000,000	0.23%
Mrs. Sy Wong Chor Fong	施黃楚芳女士 (2)	1,202,000	81,959,500	83,161,500	9.93%
Mr. Yang Yiu Chong, Ronald Jeffrey	楊耀宗先生	1,350,000	-	1,350,000	0.16%

Notes:

- (1) Of these shares, 424,948,000 and 1,249,500 shares were held by Luckman Trading Limited ("Luckman") and Yosham Limited, respectively, which were beneficially owned by Mr. Ho Tsu Kwok, Charles.
- (2) The corporate interests of 81,959,500 shares were held by Stagelight Group Limited ("Stagelight"), which was beneficially owned by Mrs. Sy Wong Chor Fong.

Save as disclosed herein, none of the Directors had any interest and short positions in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept pursuant to Section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in Appendix 10 of the Listing Rules.

附註：

- (1) 該等股份當中，424,948,000股及1,249,500股分別由Luckman Trading Limited（「Luckman」）及Yosham Limited持有。該兩間公司均由何柱國先生實益擁有。
- (2) 公司權益之股份81,959,500股由Stagelight Group Limited（「Stagelight」）持有，該公司由施黃楚芳女士實益擁有。

除本文所披露者外，概無董事於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份中，擁有根據證券及期貨條例第352條存置之登記冊所記錄或根據上市規則附錄10所載之標準守則須知會本公司及聯交所之任何權益及淡倉。

### DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed in the share option schemes disclosures in note 33 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the Directors or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

As at 31 December 2012, those persons, other than the Directors or chief executive of the Company, who had the interests of 5% or more of the issued share capital of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, were as follows:

Name	Notes	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital
名稱	附註	身份及權益性質	所持普通股數目	佔本公司已發行股本之百分比
Luckman	(1)	Beneficial owner 實益擁有人	424,948,000	50.75%
Hong Kong Tobacco Company Limited ("HK Tobacco")	(2)	Deemed interest 視為擁有之權益	424,948,000	50.75%
Stagelight	(3)	Beneficial owner 實益擁有人	81,959,500	9.78%
FIL Limited		Investment manager 投資經理	50,310,000	6.00%

### 董事收購股份之權利

除購股權計劃披露於財務報表附註33外，本公司於本年度並無向任何董事或彼等各自之配偶或未滿十八歲之子女授出任何權利，可藉購入本公司之股份或債權證而獲益，或彼等於本年度亦無行使該等權利；或本公司或其任何附屬公司亦無訂立任何安排，致使董事於任何其他法人團體擁有該等權利。

### 主要股東與其他人士之權益

於二零一二年十二月三十一日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，下列人士（本公司之董事或行政總裁除外）擁有本公司已發行股本5%或以上之權益：



# Report of the Directors

## 董事會報告

### Notes:

- (1) The interests of Mr. Ho Tsu Kwok, Charles, held through a controlled corporation, duplicate with those disclosed in the section "Directors' interests" above.
- (2) Pursuant to an option agreement dated 20 June 2001 and seven supplemental agreements entered into between Luckman and HK Tobacco on 19 July 2002, 19 July 2003, 19 July 2006, 19 July 2007, 19 July 2008, 19 July 2010 and 19 July 2012, respectively, HK Tobacco was granted an option to purchase from Luckman 33,000,000 ordinary shares of the Company. Under Sections 317 and 318 of the SFO, HK Tobacco is deemed to be interested in all the 424,948,000 ordinary shares of the Company held by Luckman.
- (3) The interests of Mrs. Sy Wong Chor Fong, held through a controlled corporation, duplicate with those disclosed in the section "Directors' interests" above.

Save as disclosed herein, the Company had not been notified of any other interests or short positions being held by any person in the shares and underlying shares of the Company.

### PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

### AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the AGM.

ON BEHALF OF THE BOARD

**Ho Tsu Kwok, Charles**  
*Chairman*

Hong Kong, 26 March 2013

### 附註：

- (1) 何柱國先生透過一家控制法團持有之權益與上文「董事權益」一節內所披露之權益相同。
- (2) 根據Luckman與香港煙草於二零零一年六月二十日訂立之購股權協議及分別於二零零二年七月十九日、二零零三年七月十九日、二零零六年七月十九日、二零零七年七月十九日、二零零八年七月十九日、二零一零年七月十九日及二零一二年七月十九日訂立之七份補充協議，香港煙草獲授購股權，可向Luckman收購本公司普通股33,000,000股。根據證券及期貨條例第317及318條，香港煙草被視為擁有Luckman所持有之全部424,948,000股本公司普通股之權益。
- (3) 施黃楚芳女士透過一家控制法團持有之權益與上文「董事權益」一節內所披露之權益相同。

除本文所披露者外，本公司並不獲悉任何人士持有本公司之股份及相關股份的任何其他權益或淡倉。

### 公眾持股量

按照本公司公開可得之資料及就董事所知，於本報告日期，本公司已發行股本總額之最少25%乃由公眾人士持有。

### 核數師

安永會計師事務所將於股東週年大會上退任，會上將提呈一項決議案續聘安永會計師事務所為本公司之核數師。

承董事會命

**何柱國**  
*主席*

香港，二零一三年三月二十六日



**Ernst & Young**  
22/F CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong  
Tel: +852 2846 9888  
Fax: +852 2868 4432  
www.ey.com

安永會計師事務所  
香港中環添美道1號  
中信大廈22樓  
電話: +852 2846 9888  
傳真: +852 2868 4432

**To the shareholders of Sing Tao News Corporation Limited**  
*(Incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of Sing Tao News Corporation Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 43 to 172, which comprise the consolidated and company statements of financial position as at 31 December 2012, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

**DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the 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.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

**致星島新聞集團有限公司全體股東**  
*(於百慕達註冊成立的有限公司)*

我們已審核載於第43頁至172頁的星島新聞集團有限公司(「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二零一二年十二月三十一日的綜合財務狀況表和公司財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表、綜合現金流量表以及主要會計政策概要和其他解釋資料。

**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和香港公司條例之披露規定編製綜合財務報告使其真實而公允地列報，以及制定董事認為必要的相關的內部控制，以使綜合財務報告不存在由於欺詐或錯誤而導致的重大錯誤陳述。

**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。我們的報告依據百慕達一九八一年公司法第90條僅為全體股東編製，而並不可作其他目的。我們概不就本報告的內容對其他任何人士負責或承擔責任。

我們已根據香港會計師公會頒佈的香港審核準則的規定執行審核。這些準則要求我們遵守職業道德規範，並規劃及執行審核，從而獲得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 Auditors' Report

## 獨立核數師報告



To the shareholders of Sing Tao News Corporation Limited  
(Incorporated in Bermuda with limited liability) (continued)

### AUDITORS' RESPONSIBILITY (continued)

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

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

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2012, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Ernst & Young**  
Certified Public Accountants

Hong Kong  
26 March 2013

致星島新聞集團有限公司全體股東  
(於百慕達註冊成立的有限公司) (續)

### 核數師的責任 (續)

審核涉及執行情序以獲取有關綜合財務報表所載金額和披露資料的審核證據。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制真實而公允地列報綜合財務報表相關的內部控制，以設計適當的審核程序，但並非對公司的內部控制的有效性發表意見。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，我們所獲得的審核證據充足且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允地反映 貴公司和 貴集團於二零一二年十二月三十一日的財務狀況及 貴集團截至該日止年度的溢利和現金流量，並已按照香港公司條例的披露規定妥為編製。

**安永會計師事務所**  
執業會計師

香港  
二零一三年三月二十六日

# Consolidated Income Statement

## 綜合收益表

Year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		Notes 附註	2012 二零一二年 <i>HK\$'000</i> 千港元	2011 二零一一年 <i>HK\$'000</i> 千港元
REVENUE	收入	5	<b>2,210,908</b>	2,390,903
Cost of sales	銷售成本		<b>(1,506,170)</b>	(1,644,501)
Gross profit	毛利		<b>704,738</b>	746,402
Other income and gains	其他收入及收益	5	<b>35,862</b>	13,717
Distribution costs	分銷成本		<b>(297,888)</b>	(281,517)
Administrative expenses	行政開支		<b>(321,866)</b>	(319,044)
Other expenses	其他開支		<b>(14,388)</b>	(14,120)
Finance costs	融資成本	6	<b>(598)</b>	(537)
Share of profits and losses of:	應佔下列公司溢利及虧損：			
Jointly-controlled entities	共同控制公司		<b>44,914</b>	25,814
An associate	一間聯營公司		<b>(5,792)</b>	(24,801)
Impairment of amounts due from jointly-controlled entities	應收共同控制公司款項減值	19	<b>(2,767)</b>	(7,440)
Loss on disposal of an investment in an associate	出售一間聯營公司之投資的虧損	20	<b>(6,433)</b>	-
PROFIT BEFORE TAX	除稅前溢利	7	<b>135,782</b>	138,474
Income tax credit/(expense)	所得稅抵減／(開支)	10	<b>(15,667)</b>	153
PROFIT FOR THE YEAR	本年度溢利		<b>120,115</b>	138,627
Attributable to:	以下人士應佔：			
Owners of the Company	本公司擁有人	11	<b>120,229</b>	138,668
Non-controlling interests	非控股權益		<b>(114)</b>	(41)
			<b>120,115</b>	138,627
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY – (HK cents)	本公司普通股權持有人應佔每股溢利 – (港仙)			
Basic	基本	13	<b>14.31</b>	15.94
Diluted	攤薄		<b>14.17</b>	15.60

Details of the dividends payable and proposed for the year are disclosed in note 12 to the financial statements.

有關本年度應付股息及建議股息的詳情在財務報表附註12內披露。

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

Year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		Notes 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
PROFIT FOR THE YEAR	本年度溢利		<b>120,115</b>	138,627
OTHER COMPREHENSIVE INCOME	其他全面收益			
Gains on property revaluation	物業重估收益	14	<b>29,302</b>	11,944
Income tax effect	所得稅影響		<b>(7,654)</b>	(2,880)
			<b>21,648</b>	9,064
Available-for-sale investments:	可供出售投資：			
Changes in fair value	公平值變動	21	<b>110</b>	1,017
Income tax effect	所得稅影響		-	-
			<b>110</b>	1,017
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額		<b>6,545</b>	(4,005)
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	除稅後年度其他全面收益淨額		<b>28,303</b>	6,076
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年度全面收益總額		<b>148,418</b>	144,703
Attributable to:	以下人士應佔：			
Owners of the Company	本公司擁有人		<b>148,532</b>	144,744
Non-controlling interests	非控股權益		<b>(114)</b>	(41)
			<b>148,418</b>	144,703

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 December 2012 二零一二年十二月三十一日

		Notes 附註	2012 二零一二年 <b>HK\$'000</b> 千港元	2011 二零一一年 <b>HK\$'000</b> 千港元
<b>NON-CURRENT ASSETS</b>				
	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	<b>760,946</b>	760,839
Investment properties	投資物業	15	<b>44,180</b>	38,304
Goodwill	商譽	16	<b>857</b>	857
Other intangible assets	其他無形資產	17	<b>10,586</b>	11,712
Investments in jointly-controlled entities	於共同控制公司之投資	19	<b>142,766</b>	138,202
Investment in an associate	於一間聯營公司之投資	20	-	42,267
Available-for-sale investments	可供出售投資	21	<b>30,047</b>	44,559
Deposit for an investment	投資訂金	22	<b>27,443</b>	27,443
Deferred tax assets	遞延稅項資產	31	<b>11,494</b>	13,027
Other deposits paid	其他已繳按金		<b>31,829</b>	21,847
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>1,060,148</b>	1,099,057
<b>CURRENT ASSETS</b>				
	<b>流動資產</b>			
Inventories	存貨	23	<b>95,039</b>	97,995
Trade receivables	應收賬款	24	<b>531,014</b>	561,531
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	25	<b>46,156</b>	47,865
Financial assets at fair value through profit or loss	按公平值記入損益賬之財務資產	26	<b>68,423</b>	48,314
Tax recoverable	可收回稅項		<b>11,628</b>	5,902
Cash and cash equivalents	現金及現金等值項目	27	<b>611,783</b>	540,008
<b>Total current assets</b>	<b>流動資產總值</b>		<b>1,364,043</b>	1,301,615
<b>CURRENT LIABILITIES</b>				
	<b>流動負債</b>			
Trade and bills payables	應付賬款及票據	28	<b>112,794</b>	134,920
Other payables and accruals	其他應付款項及應計款項	29	<b>252,413</b>	250,057
Tax payable	應付稅項		<b>55,617</b>	62,471
Finance lease and hire purchase contract payables	融資租約及租購合約應付款項	30	<b>862</b>	1,121
<b>Total current liabilities</b>	<b>流動負債總值</b>		<b>421,686</b>	448,569
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>942,357</b>	853,046
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>已減流動負債之資產總值</b>		<b>2,002,505</b>	1,952,103

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 December 2012 二零一二年十二月三十一日

		Notes 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
TOTAL ASSETS LESS CURRENT LIABILITIES	已減流動負債之資產總值		<b>2,002,505</b>	1,952,103
NON-CURRENT LIABILITIES	非流動負債			
Finance lease and hire purchase contract payables	融資租約及租購合約應付款項	30	<b>3,130</b>	2,683
Deferred tax liabilities	遞延稅項負債	31	<b>48,302</b>	40,885
Total non-current liabilities	非流動負債總值		<b>51,432</b>	43,568
Net assets	資產淨值		<b>1,951,073</b>	1,908,535
EQUITY	股權			
Equity attributable to owners of the Company	本公司擁有人應佔股權			
Issued capital	已發行股本	32	<b>167,466</b>	173,806
Reserves	儲備		<b>1,749,902</b>	1,692,555
Proposed final dividend	建議末期股息	12	<b>33,509</b>	41,864
			<b>1,950,877</b>	1,908,225
Non-controlling interests	非控股權益		<b>196</b>	310
Total equity	股權總額		<b>1,951,073</b>	1,908,535

**Lo Wing Hung**  
盧永雄  
Director  
董事

**Lau Chung Man, Louis**  
劉仲文  
Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		Attributable to owners of the Company												
		本公司擁有人應佔												
		Available-for-sale												
		Issued	Share	Share	Asset	investment	Exchange		Proposed			Non-	Total	
		ordinary	premium	option	revaluation	revaluation	fluctuation	Other	Retained	final	Total	controlling	equity	
		share	Contributed	reserve	reserve	reserve	reserve	reserves	profits	dividend		interests		
		capital	surplus											
		account												
		已發行	繳入盈餘	購股權	資產	投資重估	匯兌	其他儲備	保留溢利	擬派	總計	非控股	股權總額	
		普通股	股份	儲備	重估儲備	儲備	波動儲備		未派股息			權益		
		股本	溢價類	儲備	重估儲備	儲備	波動儲備	其他儲備	保留溢利	未派股息	總計	權益	股權總額	
		附註	附註32	附註34(a)	附註32	附註34(a)	附註32	附註34(a)	附註32	附註34(a)	附註32	附註34(a)	附註32	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		(Note 32)	(Note 32)	(Note 34(a))	(Note 32)	(Note 34(a))	(Note 32)	(Note 34(a))	(Note 32)	(Note 34(a))	(Note 32)	(Note 34(a))	(Note 32)	
At 1 January 2011	於二零一一年一月一日	174,023	25,421	413,825	9,744	67,030	4,610	40,418	19,960	1,050,602	43,511	1,849,144	351	1,849,495
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	138,668	-	138,668	(41)	138,627
Other comprehensive income for the year:	年度其他全面收益：													
Gains on property revaluation	物業重估收益	-	-	-	-	9,064	-	-	-	-	-	9,064	-	9,064
Changes in fair value of available-for-sale investments, net of tax	可供出售投資公平值變動，扣除稅項	-	-	-	-	-	1,017	-	-	-	-	1,017	-	1,017
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	-	(4,005)	-	-	-	(4,005)	-	(4,005)
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	9,064	1,017	(4,005)	-	138,668	-	144,744	(41)	144,703
Repurchase of shares	購回股份	32	(557)	(4,566)	-	-	-	-	-	-	-	(5,123)	-	(5,123)
Issue of ordinary shares	發行普通股	32	340	1,937	-	(770)	-	-	-	-	-	1,507	-	1,507
Equity-settled share option arrangements	股權結算購股權安排	33	-	-	614	-	-	-	-	-	-	614	-	614
Final 2010 dividend declared	已宣派二零一零年末期股息	-	-	-	-	-	-	-	-	(32)	(43,511)	(43,543)	-	(43,543)
Interim 2011 dividend	二零一一年中期股息	12	-	-	-	-	-	-	-	(39,118)	-	(39,118)	-	(39,118)
Proposed final 2011 dividend	擬派二零一一年末期股息	12	-	-	-	-	-	-	-	(41,864)	41,864	-	-	-
At 31 December 2011 and at 1 January 2012	於二零一一年十二月三十一日及於二零一二年一月一日	173,806	22,792	413,825	9,588	76,094	5,627	36,413	19,960	1,108,256	41,864	1,908,225	310	1,908,535
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	120,229	-	120,229	(114)	120,115
Other comprehensive income for the year:	年度其他全面收益：													
Gains on property revaluation	物業重估收益	-	-	-	-	21,648	-	-	-	-	-	21,648	-	21,648
Changes in fair value of available-for-sale investments, net of tax	可供出售投資公平值變動，扣除稅項	-	-	-	-	-	110	-	-	-	-	110	-	110
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	-	6,545	-	-	-	6,545	-	6,545
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	21,648	110	6,545	-	120,229	-	148,532	(114)	148,418
Repurchase of shares	購回股份	32	(6,400)	(22,865)	(5,935)	-	-	-	-	-	-	(35,200)	-	(35,200)
Issue of ordinary shares	發行普通股	32	60	215	-	(46)	-	-	-	-	-	229	-	229
Equity-settled share option arrangements	股權結算購股權安排	33	-	-	262	-	-	-	-	-	-	262	-	262
Final 2011 dividend declared	已宣派二零一一年末期股息	12	-	-	-	-	-	-	-	-	(41,864)	(41,864)	-	(41,864)
Interim 2012 dividend	二零一二年中期股息	12	-	-	-	-	-	-	-	(29,307)	-	(29,307)	-	(29,307)
Proposed final 2012 dividend	擬派二零一二年末期股息	12	-	-	-	-	-	-	-	(33,509)	33,509	-	-	-
Transfer upon disposal of a then associate	出售當時一間聯營公司時轉出	-	-	-	-	(5,711)	-	-	-	5,711	-	-	-	-
At 31 December 2012	於二零一二年十二月三十一日	167,466	142*	407,890*	9,804*	92,031*	5,737*	42,958*	19,960*	1,171,380*	33,509	1,950,877	196	1,951,073

\* These reserve accounts comprise the consolidated reserves of HK\$1,749,902,000 (2011: HK\$1,692,555,000) in the consolidated statement of financial position.

\* 這些儲備賬戶構成了綜合財務狀況表中的綜合儲備1,749,902,000港元(二零一一年: 1,692,555,000港元)。



# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2012 截至二零一二年十二月三十一日止年度

	Notes 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務之現金流量		
Profit before tax	除稅前溢利	<b>135,782</b>	138,474
Adjustments for:	已作出下列調整：		
Finance costs	融資成本	6	537
Impairment of amounts due from jointly-controlled entities	應收共同控制公司款項 減值	<b>2,767</b>	7,440
Share of profits and losses of jointly-controlled entities	應佔共同控制公司之溢利 及虧損	<b>(44,914)</b>	(25,814)
Share of profits and losses of an associate	應佔一間聯營公司之溢利 及虧損	<b>5,792</b>	24,801
Loss on disposal of an associate	出售一間聯營公司之虧損	<b>6,433</b>	-
Bank interest income	銀行利息收入	5	(4,426)
Investment income	投資收入	5	(631)
Dividend income from listed equity investments	來自上市股本投資之股息 收入	5	(1,859)
Dividend income from an unlisted available-for-sale investment	來自一項非上市可供出售 投資之股息收入	5	(2,893)
Fair value losses/(gains), net on:	公平值虧損/(收益)之淨額：		
Financial assets at fair value through profit or loss	按公平值記入損益賬之 財務資產	5	17,684
Derivative financial instruments – transactions not qualifying as hedges	衍生金融工具 – 不符合 對沖資格之交易	5	1,320
Impairment losses on available-for-sale investments	可供出售投資減值虧損	7	9,000
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備 項目之收益	5	(431)
Depreciation	折舊	7	80,370
Revaluation surplus on land and buildings	土地及樓宇重估盈餘	7	(1,528)
Changes in fair values of investment properties	投資物業公平值變動	7	(1,643)
Amortisation of intangible assets	無形資產攤銷	7	1,125
Impairment of trade receivables	應收賬款減值	7	4,828
Equity-settled share option expense	股權結算購股權開支	7	614
		<b>183,935</b>	246,968

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		2012	2011
		二零一二年	二零一一年
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
CASH FLOWS FROM OPERATING ACTIVITIES <i>(continued)</i>	經營業務之現金流量 (續)		
Decrease in inventories	存貨減少	<b>2,956</b>	9,261
Decrease/(increase) in trade receivables, prepayments, deposits and other receivables	應收賬款、預付款項、按金及其他應收款項減少/(增加)	<b>29,573</b>	(42,286)
Increase in financial assets at fair value through profit or loss	按公平值記入損益賬之財務資產增加	<b>(17,544)</b>	(7,344)
Decrease/(increase) in derivative financial instruments	衍生金融工具減少/(增加)	<b>1,274</b>	(1,320)
Increase/(decrease) in trade and bills payables, and other payables and accruals	應付賬款及票據、其他應付款項及應計款項增加/(減少)	<b>(19,839)</b>	1,309
Cash generated from operations	經營業務所產生現金	<b>180,355</b>	206,588
Hong Kong profits tax paid	已繳香港利得稅	<b>(22,854)</b>	(7,659)
Overseas tax paid	已繳海外稅項	<b>(3,850)</b>	(12,270)
Net cash flows from operating activities	經營業務產生之現金流量淨額	<b>153,651</b>	186,659

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2012 截至二零一二年十二月三十一日止年度

	Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資業務之現金流量		
Interest received	已收利息	5,062	4,426
Investment income	投資收入	3,105	631
Dividends received from jointly-controlled entities	來自共同控制公司之 已收股息	47,415	7,752
Dividends received from listed equity investments	來自上市股本投資之 已收股息	1,988	1,859
Dividends received from an unlisted available-for-sale investment	來自一項非上市可供出售 投資之已收股息	78	2,893
Capital refund from an unlisted available-for-sale investment	來自一項非上市可供出售投資 的資金退回	1,500	-
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(29,930)	(115,807)
Deposits paid for purchases of items of property, plant and equipment	購買物業、廠房及設備項目 之已繳按金	(31,829)	(21,847)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目 所得款項	3,187	8,218
Increase in amounts due from jointly-controlled entities	應收共同控制公司款項增加	(7,233)	(1,133)
Decrease/(increase) in an amount due from an associate	應收一間聯營公司款項 減少/(增加)	15,983	(5,561)
Proceeds from disposal of an associate	出售一間聯營公司之所得款項	14,059	-
Proceeds from disposal of a subsidiary	出售一間附屬公司之所得款項	-	-
Purchase of an available-for-sale investment	購買一項可供出售投資	-	(2,454)
Increase in non-pledged time deposits with original maturity of more than three months when acquired	於取得時到期日超過三個月之 無抵押定期存款增加	(44,016)	(27,132)
Net cash flows used in investing activities	投資業務使用之現金流量淨額	(20,631)	(148,155)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		Notes 附註	2012 二零一二年 <i>HK\$'000</i> 千港元	2011 二零一一年 <i>HK\$'000</i> 千港元
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		<b>融資活動之現金流量</b>		
Proceeds from issue of ordinary shares	發行普通股所得款項	32	<b>229</b>	1,507
Repurchase of ordinary shares	購回普通股	32	<b>(35,200)</b>	(5,123)
Capital element of finance lease rental payments	融資租約繳款之資本部份		<b>(3,657)</b>	(6,711)
Interest paid	已繳利息	6	<b>(488)</b>	(401)
Interest element of finance lease rental payments	融資租約繳款之利息部份	6	<b>(110)</b>	(136)
Dividends paid	已派股息		<b>(71,171)</b>	(82,661)
Net cash flows used in financing activities	融資活動使用之現金流量淨額		<b>(110,397)</b>	(93,525)
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>現金及現金等值項目增加/(減少)淨額</b>		
Cash and cash equivalents at beginning of year	年初之現金及現金等值項目		<b>22,623</b>	(55,021)
Effect of foreign exchange rate changes, net	匯率變動之影響淨額		<b>502,652</b>	555,782
			<b>5,136</b>	1,891
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終之現金及現金等值項目</b>		<b>530,411</b>	502,652
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>		<b>現金及現金等值項目結餘分析</b>		
Cash and bank balances	現金及銀行結餘	27	<b>348,687</b>	368,821
Non-pledged time deposits	無抵押定期存款	27	<b>263,096</b>	171,187
Cash and cash equivalents as stated in the statement of financial position	財務狀況表內所述的現金及現金等值項目		<b>611,783</b>	540,008
Non-pledged time deposits with original maturity of more than three months when acquired	於取得時到期日超過三個月之無抵押定期存款		<b>(81,372)</b>	(37,356)
Cash and cash equivalents as stated in the statement of cash flows	現金流量表內所述的現金及現金等值項目		<b>530,411</b>	502,652

# Statement of Financial Position

## 財務狀況表

31 December 2012 二零一二年十二月三十一日

		Notes 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>		<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	14	<b>3,820</b>	3,600
Investments in subsidiaries	於附屬公司之投資	18	<b>950,226</b>	1,067,878
Total non-current assets			<b>954,046</b>	1,071,478
<b>CURRENT ASSETS</b>		<b>流動資產</b>		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	25	<b>1,774</b>	1,453
Cash and bank balances	現金及銀行結餘	27	<b>5,832</b>	1,011
Total current assets			<b>7,606</b>	2,464
<b>CURRENT LIABILITIES</b>		<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計款項	29	<b>5,379</b>	6,556
Total current liabilities			<b>5,379</b>	6,556
<b>NET CURRENT ASSETS/(LIABILITIES)</b>		<b>流動資產/(負債)淨值</b>		
Net assets			<b>956,273</b>	1,067,386
<b>EQUITY</b>		<b>股權</b>		
Issued capital	已發行股本	32	<b>167,466</b>	173,806
Reserves	儲備	34(b)	<b>755,298</b>	851,716
Proposed final dividend	建議末期股息	12	<b>33,509</b>	41,864
Total equity			<b>956,273</b>	1,067,386

**Lo Wing Hung**  
盧永雄  
Director  
董事

**Lau Chung Man, Louis**  
劉仲文  
Director  
董事

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 1. CORPORATE INFORMATION

Sing Tao News Corporation Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

During the year, the Group was involved in the following principal activities:

- media
- property holding
- trading of photographic products
- investment holding

In the opinion of the directors, Luckman Trading Limited, which is incorporated in the British Virgin Islands, is the Company's controlling shareholder.

#### 2.1. BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, leasehold land and buildings, derivative financial instruments and certain investments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

### 1. 公司資料

星島新聞集團有限公司為在百慕達註冊成立之有限公司。本公司之註冊辦事處位於 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本集團年內從事之主要業務如下：

- 媒體
- 物業持有
- 攝影器材貿易
- 投資控股

董事認為於英屬處女群島註冊成立之Luckman Trading Limited為本公司之控股股東。

#### 2.1. 編製之基準

財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）（其亦包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）編製，並符合香港公認會計原則及香港公司條例之披露規定。財務報表乃以歷史成本法編製，惟投資物業、租賃土地及樓宇、衍生金融工具及若干投資乃按公平值計算。本財務報表以港元（「港元」）呈列，除另有註明者外，所有數值均四捨五入至千位數。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.1. BASIS OF PREPARATION (continued)

#### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2012. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if it results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate.

### 2.1. 編製之基準(續)

#### 綜合賬目之基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零一二年十二月三十一日止年度之財務報表。附屬公司與本公司之財務報表的報告期間相同，並採用一致會計政策編製。附屬公司之業績由收購日期(即本集團取得控制權之日)起計綜合入賬，並繼續綜合入賬至該等控制權終止之時為止。集團內公司間之結餘、交易、集團內公司間交易所引致之未變現盈虧及股息均於綜合賬目時全數抵銷。

附屬公司之虧損乃歸屬於非控股權益，即使此舉引致結餘虧絀。

一間附屬公司之所有權權益發生變動(並未失去控制權)，則按權益交易入賬。

倘本集團失去對一間附屬公司之控制權，則其撤銷確認(i)該附屬公司之資產(包括商譽)及負債、(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計換算差額；及確認(i)所收代價之公平值、(ii)所保留任何投資之公平值及(iii)損益賬中任何因此產生之盈餘或虧損。先前於其他全面收益表內確認之本集團應佔部份重新分類為損益或保留溢利(如適用)。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.2. CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters</i>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Transfers of Financial Assets</i>
HKAS 12 Amendments	Amendments to HKAS 12 <i>Income Taxes – Deferred Tax: Recovery of Underlying Assets</i>

Other than as further explained below regarding the impact of amendments to HKAS 12, the adoption of the revised HKFRSs has had no significant financial effect on these financial statements.

The HKAS 12 Amendments clarify the determination of deferred tax for investment property measured at fair value and introduce a rebuttable presumption that deferred tax on investment property measured at fair value should be determined on the basis that its carrying amount will be recovered through sale. Furthermore, the amendments incorporate the requirement previously in HK(SIC)-Int 21 *Income Taxes – Recovery of Revalued Non-Depreciable Assets* that deferred tax on non-depreciable assets, measured using the revaluation model in HKAS 16, should always be measured on a sale basis. Prior to the adoption of the amendments, deferred tax with respect to the Group's investment properties was provided on the basis that the carrying amount will be recovered through use, and accordingly the profits tax rate had been applied to the calculation of deferred tax arising on the revaluation of the Group's investment properties. Upon the adoption of HKAS 12 Amendments, deferred tax in respect of the Group's investment properties is provided on the presumption that the carrying amount will be recovered through sale. The adoption of the amendments did not have any significant impact on the financial position or performance of the Group.

### 2.2. 會計政策和披露之變動

本集團編制本年度財務報表時首次採用以下經修訂的香港財務報告準則。

香港財務報告準則第1號 (修訂本)	修訂香港財務報告準則第1號 「首次採用香港財務報告準則： 嚴重惡性通貨膨脹和為首次 採用者取消固定日期」
香港財務報告準則第7號 (修訂本)	修訂香港財務報告準則第7號 「金融工具：披露： 金融資產轉移」
香港會計準則第12號 (修訂本)	修訂香港會計準則第12號 「所得稅：遞延稅項： 收回相關資產」

除如下文所進一步闡釋(有關香港會計準則第12號之修訂)外，採納該等經修訂的香港財務報告準則並無對該等財務報表產生重大財務影響。

香港會計準則第12號(修訂本)澄清如何釐定按公平值計量的投資物業的遞延稅項。修訂引入可推翻推定，按公平值計量的投資物業的遞延稅項應按其賬面金額將會透過銷售收回的基礎釐定。此外，修訂納入先前載於香港(常設詮釋委員會)–詮釋第21號「所得稅：已重估非折舊資產的收回」的要求，即使用香港會計準則第16號的重估模式計量的非折舊資產的遞延稅項應永遠按銷售基礎計量。於採用修訂前，有關本集團投資物業的遞延稅項根據賬面金額將通過使用收回的基礎計提，因此，計算因重估本集團投資物業而出現的遞延稅項時已經應用利得稅稅率。於採用香港會計準則第12號(修訂本)後，有關本集團投資物業的遞延稅項會根據賬面金額將會透過銷售收回的推定計提。採用修訂對本集團的財務狀況或表現並無任何重大影響。



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.3. ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans</i> <sup>2</sup>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities</i> <sup>2</sup>
HKFRS 9	<i>Financial Instruments</i> <sup>4</sup>
HKFRS 10	<i>Consolidated Financial Statements</i> <sup>2</sup>
HKFRS 11	<i>Joint Arrangements</i> <sup>2</sup>
HKFRS 12	<i>Disclosure of Interests in Other Entities</i> <sup>2</sup>
HKFRS 10, HKFRS 11 and HKFRS 12 Amendments	Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 – <i>Transition Guidance</i> <sup>2</sup>
HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments	Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – <i>Investment Entities</i> <sup>3</sup>
HKFRS 13	<i>Fair Value Measurement</i> <sup>2</sup>
HKAS 1 Amendments	Amendments to HKAS 1 <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i> <sup>1</sup>
HKAS 19 (2011)	<i>Employee Benefits</i> <sup>2</sup>
HKAS 27 (2011)	<i>Separate Financial Statements</i> <sup>2</sup>
HKAS 28 (2011)	<i>Investments in Associates and Joint Ventures</i> <sup>2</sup>
HKAS 32 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i> <sup>3</sup>
HK(IFRIC)-Int 20	<i>Stripping Costs in the Production Phase of a Surface Mine</i> <sup>2</sup>
Annual Improvements 2009-2011 Cycle	Amendments to a number of HKFRSs issued in June 2012 <sup>2</sup>

### 2.3. 已頒佈但尚未生效的香港財務報告準則

本集團在編製這些財務報表時尚未採用下列已發佈但尚未生效的新制訂和經修訂的香港財務報告準則。

香港財務報告準則第1號 (修訂本)	修訂香港財務報告準則第1號 「首次採用香港財務報告準則：政府貸款」 <sup>2</sup>
香港財務報告準則第7號 (修訂本)	修訂香港財務報告準則第7號 「金融工具：披露：金融資產和金融負債的互相抵消」 <sup>2</sup>
香港財務報告準則第9號	「金融工具」 <sup>4</sup>
香港財務報告準則第10號	「綜合財務報表」 <sup>2</sup>
香港財務報告準則第11號	「聯合安排」 <sup>2</sup>
香港財務報告準則第12號	「披露於其他實體的權益」 <sup>2</sup>
香港財務報告準則第10號、 香港財務報告準則 第11號及香港財務 報告準則第12號(修訂本)	修訂香港財務報告準則第10號、 香港財務報告準則第11號及 香港財務報告準則第12號： 「過渡指引」 <sup>2</sup>
香港財務報告準則第10號、 香港財務報告準則第12號 及香港會計準則第27號 (二零一一年) (修訂本)	修訂香港財務報告準則第10號、 香港財務報告準則第12號及 香港會計準則第27號 (二零一一年)：「投資實體」 <sup>3</sup>
香港財務報告準則第13號	「公平值計量」 <sup>2</sup>
香港會計準則第1號 (修訂本)	修訂香港會計準則第1號 「財務報表的列報：其他全面 收益項目的列報」 <sup>1</sup>
香港會計準則第19號 (二零一一年)	「僱員福利」 <sup>2</sup>
香港會計準則第27號 (二零一一年)	「單獨財務報表」 <sup>2</sup>
香港會計準則第28號 (二零一一年)	「聯營和合營投資」 <sup>2</sup>
香港會計準則第32號 (修訂本)	修訂香港會計準則第32號 「金融工具：列報：金融資產 和金融負債的互相抵消」 <sup>3</sup>
香港(國際財務報告詮釋 委員會)–詮釋第20號	「露天礦場生產期的拆卸成本」 <sup>2</sup>
「年度改進(二零零九年至 二零一一年循環)」	於二零一二年六月發出對若干香 港財務報告準則的修訂 <sup>2</sup>

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.3. ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

- 1 Effective for annual periods beginning on or after 1 July 2012
- 2 Effective for annual periods beginning on or after 1 January 2013
- 3 Effective for annual periods beginning on or after 1 January 2014
- 4 Effective for annual periods beginning on or after 1 January 2015

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

The HKFRS 7 Amendments require an entity to disclose information about rights to set-off and related arrangements (e.g., collateral agreements). The disclosures would provide users with information that is useful in evaluating the effect of netting arrangements on an entity's financial position. The new disclosures are required for all recognised financial instruments that are set off in accordance with HKAS 32 *Financial Instruments: Presentation*. The disclosures also apply to recognised financial instruments that are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are set off in accordance with HKAS 32. The Group expects to adopt the amendments from 1 January 2013.

HKFRS 9 issued in November 2009 is the first part of phase 1 of a comprehensive project to entirely replace HKAS 39 *Financial Instruments: Recognition and Measurement*. This phase focuses on the classification and measurement of financial assets. Instead of classifying financial assets into four categories, an entity shall classify financial assets as subsequently measured at either amortised cost or fair value, on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. This aims to improve and simplify the approach for the classification and measurement of financial assets compared with the requirements of HKAS 39.

### 2.3. 已頒佈但尚未生效的香港財務報告準則 (續)

- 1 於二零一二年七月一日或以後開始的年度期間生效
- 2 於二零一三年一月一日或以後開始的年度期間生效
- 3 於二零一四年一月一日或以後開始的年度期間生效
- 4 於二零一五年一月一日或以後開始的年度期間生效

預期適用於本集團的香港財務報告準則的進一步資料如下：

香港財務報告準則第7號(修訂本)要求實體披露有關互相抵銷權利及相關安排(例如抵押品協議)的資料。披露將為使用者提供評估互抵安排對實體財務狀況的影響有用的資料。根據香港會計準則第32號「金融工具：列報」互相抵銷的所有已確認金融工具均須作出新披露。披露亦適用於受可強制執行總互抵安排或類似協議約束的已確認金融工具，無論其是否根據香港會計準則第32號被抵銷。本集團預期由二零一三年一月一日起採用修訂。

於二零零九年十一月發布的香港財務報告準則第9號為完全代替香港會計準則第39號「金融工具：確認和計量」的綜合項目的第一階段的第一部分。這階段專注於金融資產的分類和計量。實體不再將金融資產分類為四個類別，而是根據實體管理金融資產的業務模式及金融資產的合約現金流量特徵，按其後按攤銷成本或公平價值計量而將金融資產分類。與香港會計準則第39號的要求比較，這旨在改進和簡化金融資產分類和計量的方法。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.3. ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

In November 2010, the HKICPA issued additions to HKFRS 9 to address financial liabilities (the “Additions”) and incorporated in HKFRS 9 the current derecognition principles of financial instruments of HKAS 39. Most of the Additions were carried forward unchanged from HKAS 39, while changes were made to the measurement of financial liabilities designated at fair value through profit or loss using the fair value option (“FVO”). For these FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in other comprehensive income (“OCI”). The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability’s credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. However, loan commitments and financial guarantee contracts which have been designated under the FVO are scoped out of the Additions.

HKAS 39 is aimed to be replaced by HKFRS 9 in its entirety. Before this entire replacement, the guidance in HKAS 39 on hedge accounting and impairment of financial assets continues to apply. The Group expects to adopt HKFRS 9 from 1 January 2015. The Group will quantify the effect in conjunction with other phases, when the final standard including all phases is issued.

HKFRS 10 establishes a single control model that applies to all entities including special purpose entities or structured entities. It includes a new definition of control which is used to determine which entities are consolidated. The changes introduced by HKFRS 10 require management of the Group to exercise significant judgement to determine which entities are controlled, compared with the requirements in HKAS 27 and HK(SIC)-Int 12 *Consolidation – Special Purpose Entities*. HKFRS 10 replaces the portion of HKAS 27 *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements. It also addresses the issues raised in HK(SIC)-Int 12. Based on the preliminary analyses performed, HKFRS 10 is not expected to have any impact on the currently held investments of the Group.

### 2.3. 已頒佈但尚未生效的香港財務報告準則 (續)

於二零一零年十一月，香港會計師公會就財務負債頒佈香港財務報告準則第9號之新增規定（「新增規定」），並將香港會計準則第39號金融工具之現有取消確認原則納入香港財務報告準則第9號內，因此指定為按公平值計入損益之財務負債之計量將透過公平值選擇（「公平值選擇」）計算。就該等公平值選擇負債而言，由信貸風險變動而產生的負債公平值變動金額，必須於其他全面收益（「其他全面收益」）中呈列。除非於其他全面收益中就負債之信貸風險呈列公平值變動，會於損益中產生或擴大會計差異，否則其餘公平值變動金額於損益呈列。然而，新增規定並不涵蓋按公平值選擇納入之貸款承諾及財務擔保合約。

香港財務報告準則第9號旨在完全代替香港會計準則第39號。於全面取代前，香港會計準則第39號於對沖會計及財務資產之減值方面的指引繼續適用。本集團預期將由二零一五年一月一日起採納香港財務報告準則第9號。本集團將會於包括所有階段的最終準則發出時連同其他階段量化有關影響。

香港財務報告準則第10號訂立適用於所有實體（包括特殊目的實體或結構實體）的單一控制模式。其包括「控制」的新定義，其用作決定哪些實體進行綜合處理。與香港會計準則第27號及香港（常設詮釋委員會）—詮釋第12號「綜合：特殊目的實體」相比，香港財務報告準則第10號所引進的變動要求本集團管理層行使重大判斷，以決定哪些實體進行綜合處理。香港財務報告準則第10號更換香港會計準則第27號「綜合財務報表和單獨財務報表」處理綜合財務報表會計的部分。其亦處理香港（常設詮釋委員會）—詮釋第12號內所提出的議題。根據所進行的初步分析，預期香港財務報告準則第10號將不會對本集團目前所持有的投資構成任何影響。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.3. ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 11 replaces HKAS 31 *Interests in Joint Ventures* and HK(SIC)-Int 13 *Jointly Controlled Entities – Non-Monetary Contributions by Venturers*. It describes the accounting for joint arrangements with joint control. It addresses only two forms of joint arrangements, i.e., joint operations and joint ventures, and removes the option to account for joint ventures using proportionate consolidation.

HKFRS 12 includes the disclosure requirements for subsidiaries, joint arrangements, associates and structured entities previously included in HKAS 27 *Consolidated and Separate Financial Statements*, HKAS 31 *Interests in Joint Ventures* and HKAS 28 *Investments in Associates*. It also introduces a number of new disclosure requirements for these entities.

In July 2012, the HKICPA issued amendments to HKFRS 10, HKFRS 11 and HKFRS 12 which clarify the transition guidance in HKFRS 10 and provide further relief from full retrospective application of these standards, limiting the requirement to provide adjusted comparative information to only the preceding comparative period. The amendments clarify that retrospective adjustments are only required if the consolidation conclusion as to which entities are controlled by the Group is different between HKFRS 10 and HKAS 27 or HK(SIC)-Int 12 at the beginning of the annual period in which HKFRS 10 is applied for the first time. Furthermore, for disclosures related to unconsolidated structured entities, the amendments will remove the requirement to present comparative information for periods before HKFRS 12 is first applied.

The amendments to HKFRS 10 issued in December 2012 include a definition of an investment entity and provide an exception to the consolidation requirement for entities that meet the definition of an investment entity. Investment entities are required to account for subsidiaries at fair value through profit or loss in accordance with HKFRS 9 rather than consolidate them. Consequential amendments were made to HKFRS 12 and HKAS 27 (2011). The amendments to HKFRS 12 also set out the disclosure requirements for investment entities. The Group expects that these amendments will not have any impact on the Group as the Company is not an investment entity as defined in HKFRS 10.

### 2.3. 已頒佈但尚未生效的香港財務報告準則 (續)

香港財務報告準則第11號取代香港會計準則第31號「合營企業中的權益」及香港(常設詮釋委員會)－詮釋第13號「共同控制實體：合營者所作出的非金錢貢獻」。其描述共同控制的共同安排的會計。其只處理兩種形式的共同安排(即聯合經營及合營企業)，並移除以比例綜合法就合營企業入賬的選擇。

香港財務報告準則第12號載有先前香港會計準則第27號「綜合財務報表和單獨財務報表」、香港會計準則第31號「合營企業中的權益」及香港會計準則第28號「對聯營投資」內所載有關附屬公司、共同安排、聯營及結構實體的披露要求。其亦引進若干有關該等實體的新披露要求。

於二零一二年七月，香港會計師公會發出對香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號的修訂，其澄清香港財務報告準則第10號內的過渡性指引，並為完全追溯應用該等準則提供進一步寬免，將要求限制於僅就上一比較期間提供經調整比較資料。修訂澄清，只有如果於首次應用香港財務報告準則第10號的年度期間開始時，香港財務報告準則第10號及香港會計準則第27號或香港(常設詮釋委員會)－詮釋第12號之間有關哪些實體由本集團控制的綜合結論不同，方需要作出追溯調整。此外，對於有關未綜合結構實體的披露，修訂將移除列報於首次應用香港財務報告準則第12號前的期間的比較資料的要求。

於二零一二年十二月發出對香港財務報告準則第10號的修訂包括投資實體的定義，並為符合投資實體定義的實體的綜合規定提供例外情況。投資實體須根據香港財務報告準則第9號以按公平值記入損益賬的方式就附屬公司入賬，而並非對其作綜合處理。因此，香港財務報告準則第12號及香港會計準則第27號(二零一一年)已經作出修訂。對香港財務報告準則第12號的修訂亦載列有關投資實體的披露要求。由於本公司並非香港財務報告準則第10號所界定的投資實體，因此本集團預期，修訂對本集團將不會構成任何影響。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.3. ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Consequential amendments were made to HKAS 27 and HKAS 28 as a result of the issuance of HKFRS 10, HKFRS 11 and HKFRS 12. The Group expects to adopt HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (2011), HKAS 28 (2011), and the subsequent amendments to these standards issued in July and December 2012 from 1 January 2013.

HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but provides guidance on how fair value should be applied where its use is already required or permitted under other HKFRSs. The Group expects to adopt HKFRS 13 prospectively from 1 January 2013.

The HKAS 1 Amendments change the grouping of items presented in OCI. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, net gain on hedge of a net investment, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) would be presented separately from items which will never be reclassified (for example, actuarial gains and losses on defined benefit plans and revaluation of land and buildings). The amendments will affect presentation only and have no impact on the financial position or performance. The Group expects to adopt the amendments from 1 January 2013.

HKAS 19 (2011) includes a number of amendments that range from fundamental changes to simple clarifications and re-wording. The revised standard introduces significant changes in the accounting for defined benefit pension plans including removing the choice to defer the recognition of actuarial gains and losses. Other changes include modifications to the timing of recognition for termination benefits, the classification of short-term employee benefits and disclosures of defined benefit plans. The Group expects to adopt HKAS 19 (2011) from 1 January 2013.

### 2.3. 已頒佈但尚未生效的香港財務報告準則 (續)

由於發出香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號，因此對香港會計準則第27號及香港會計準則第28號作出相應修訂。本集團預期將會由二零一三年一月一日起採用香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號、香港會計準則第27號(二零一一年)及香港會計準則第28號(二零一一年)，以及其後於二零一二年七月及十二月就該等準則發出的修訂。

香港財務報告準則第13號提供公平值的精確定義及公平值計量的單一來源及用於各香港財務報告準則的披露規定。準則並無更改本集團須採用公平值的情況，惟就在根據其他香港財務報告準則已經規定或允許採用的情況下公平值應如何應用提供指引。本集團預期將會由二零一三年一月一日起按未來適用法採用香港財務報告準則第13號。

香港會計準則第1號(修訂本)更改在其他全面收益內列報的項目的分組。可在未來某一時間重新分類(或再循環)至損益的項目(例如，淨投資套期的淨收益、換算海外業務的匯兌差額、現金流量套期的淨變動，以及可供出售財務資產的淨損益)，與永不重新分類的項目(例如，界定利益計劃的精算損益以及土地及樓宇的重估)會分開列報。修訂只會影響到列報，對財務狀況或表現並無任何影響。本集團預期將會由二零一三年一月一日起採用修訂。

香港會計準則第19號(二零一一年)包括由根本改變到簡單澄清及修改文字的若干修訂。經修訂準則對界定福利退休金計劃的會計處理引進重大變動，包括移除延遲確認精算損益的選擇。其他變動包括修改確認終止利益的時間、短期僱員福利的分類及有關界定福利計劃的披露資料。本集團預期將會由二零一三年一月一日起採用香港會計準則第19號(二零一一年)。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.3. ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The HKAS 32 Amendments clarify the meaning of “currently has a legally enforceable right to setoff” for offsetting financial assets and financial liabilities. The amendments also clarify the application of the offsetting criteria in HKAS 32 to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 January 2014.

The *Annual Improvements to HKFRSs 2009-2011 Cycle* issued in June 2012 sets out amendments to a number of HKFRSs. The Group expects to adopt the amendments from 1 January 2013. There are separate transitional provisions for each standard. While the adoption of some of the amendments may result in changes in accounting policies, none of these amendments are expected to have a significant financial impact on the Group. Those amendments that are expected to have a significant impact on the Group's policies are as follows:

- (a) HKAS 1 *Presentation of Financial Statements*: Clarifies the difference between voluntary additional comparative information and the minimum required comparative information. Generally, the minimum required comparative period is the previous period. An entity must include comparative information in the related notes to the financial statements when it voluntarily provides comparative information beyond the previous period. The additional comparative information does not need to contain a complete set of financial statements.

In addition, the amendments clarifies that the opening statement of financial position as at the beginning of the preceding period must be presented when an entity changes its accounting policies; makes retrospective restatements or makes reclassifications, and that change has a material effect on the statement of financial position. However, the related notes to the opening statement of financial position as at the beginning of the preceding period are not required to be presented.

### 2.3. 已頒佈但尚未生效的香港財務報告準則 (續)

香港會計準則第32號(修訂本)澄清抵銷金融資產和金融負債時「當前具有法律上可執行的抵銷權」的含義。修訂亦澄清，香港會計準則第32號內抵銷準則對應用並非同時的總額結算機制的結算系統(例如中央結算所系統)的應用。本集團將會於二零一四年一月一日採用修訂，預期修訂對本集團的財務狀況或表現並無任何影響。

於二零一二年六月頒佈之「香港財務報告準則年度改進(二零零九年至二零一一年循環)」載列若干香港財務報告準則之修訂。本集團預期將由二零一三年一月一日起採用修訂。各準則有獨立過渡條文。雖然採納若干修訂可能引致會計政策之變動，惟預期該等修訂對本集團並無重大財務影響。預期對本集團政策有重大影響的修訂如下：

- (a) 香港會計準則第1號「財務報表的列報」：澄清自願額外比較資料與最低要求比較資料的分別。一般而言，最低要求比較期為上一期間。當實體自願提供上一期間以外的比較資料時，實體須在財務報表相關附註內包括比較資料。額外比較資料無須載有一整套財務報表。

此外，修訂澄清，當實體更改其會計政策時，須列報上一期間起始日的期初財務狀況表，作出追溯重列或作出重新分類，及該更改對財務狀況表有重大影響。然而，上一期間起始日的期初財務狀況表無須提供相關附註。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.3. ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

- (b) HKAS 32 *Financial Instruments: Presentation*: Clarifies that income taxes arising from distribution to equity holders are accounted for in accordance with HKAS 12 *Income Taxes*. The amendment removes existing income tax requirements from HKAS 32 and requires entities to apply the requirements in HKAS 12 to any income tax arising from distributions to equity holders.

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries are stated at cost less any impairment losses.

#### Joint ventures

A joint venture is an entity set up by contractual arrangement, whereby the Group and other parties undertake an economic activity. The joint venture operates as a separate entity in which the Group and the other parties have an interest.

The joint venture agreement between the venturers stipulates the capital contributions of the joint venture parties, the duration of the joint venture and the basis on which the assets are to be realised upon its dissolution. The profits or losses from the joint venture's operations and any distributions of surplus assets are shared by the venturers, either in proportion to their respective capital contributions, or in accordance with the terms of the joint venture agreement.

### 2.3. 已頒佈但尚未生效的香港財務報告準則 (續)

- (b) 香港會計準則第32號「金融工具：列報」：澄清向權益持有人作出分派所產生的所得稅依據香港會計準則第12號「所得稅」入賬。修訂移除香港會計準則第32號現有的所得稅要求，並要求實體將香港會計準則第12號的要求應用於向權益持有人作出分派所產生的任何所得稅。

### 2.4. 主要會計政策概要

#### 附屬公司

附屬公司指本公司直接或間接控制其財務及營運政策，以從中取得利益之公司。

附屬公司業績只按已收及應收股息計入本公司之收益表。本公司於附屬公司之權益乃按成本減去減值虧損列值。

#### 合營企業

合營企業乃一間根據合約性安排而成立之公司，據此，本集團與其他各方經營一項商業業務。合營企業以一個獨立實體經營而本集團與其他各方均擁有其權益。

各合營者之間之合營協議訂明各合營者於合營企業之出資額、合營企業經營之年期及在其解散時變現資產之基準。合營企業經營的損益及任何盈餘資產之分派乃由各合營者按各自之出資額比例或按照合營協議之條款而攤分。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Joint ventures (continued)

A joint venture is treated as:

- (a) a subsidiary, if the Group has unilateral control, directly or indirectly, over the joint venture;
- (b) a jointly-controlled entity, if the Group does not have unilateral control, but has joint control, directly or indirectly, over the joint venture;
- (c) an associate, if the Group does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture's registered capital and is in a position to exercise significant influence over the joint venture; or
- (d) an equity investment accounted for in accordance with HKAS 39, if the Group holds, directly or indirectly, less than 20% of the joint venture's registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture.

#### Jointly-controlled entities

A jointly-controlled entity is a joint venture that is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly-controlled entity.

### 2.4. 主要會計政策概要(續)

#### 合營企業(續)

合營企業於下列情況下乃被視為：

- (a) 附屬公司，如本集團對該合營企業擁有單方面直接或間接控制權；
- (b) 共同控制公司，如本集團對該合營企業並無單方面直接或間接控制權，但可直接或間接共同控制該合營企業；
- (c) 聯營公司，如本集團不可單方面或共同直接或間接控制該合營企業，惟通常直接或間接持有其不少於20%之註冊資本，並可對該合營企業行使重大影響力；或
- (d) 根據香港會計準則第39號列賬的股權投資，如本集團直接或間接持有該合營企業不足20%之註冊資本，且不可直接或間接共同控制該合營企業或對其行使重大影響力。

#### 共同控制公司

共同控制公司指受聯合控制之合營企業，令參與各方不會單方面控制共同控制公司之經濟活動。



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Jointly-controlled entities (continued)

The Group's investments in jointly-controlled entities are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and reserves of jointly-controlled entities is included in the consolidated income statement and consolidated reserves, respectively. Where the profit sharing ratio is different from the Group's equity interest, the share of post-acquisition results of the jointly-controlled entities is determined based on the agreed profit sharing ratio. Unrealised gains and losses resulting from transactions between the Group and its jointly-controlled entities are eliminated to the extent of the Group's investments in the jointly-controlled entities, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of jointly-controlled entities is included as part of the Group's investments in jointly-controlled entities.

#### Associate

An associate is an entity, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's investment in an associate is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring in line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and reserves of an associate is included in the consolidated income statement and consolidated reserves, respectively. Unrealised gains and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's investment in the associate, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of an associate is included as part of the Group's investment in an associate and is not individually tested for impairment.

### 2.4. 主要會計政策概要(續)

#### 共同控制公司(續)

本集團於共同控制公司之投資乃按權益法核算，按本集團應佔共同控制公司之淨資產扣除減值損失於綜合財務狀況表中呈列。可能存在的不同的會計政策已經調整一致。本集團應佔共同控制公司收購後業績和儲備份額分別計入綜合收益表及綜合儲備中。當應佔經營成果之比例不同於本集團於共同控制公司所佔之權益比例時，收購後本集團應佔共同控制公司經營成果之份額由共同控制方協議決定。本集團與其共同控制公司進行交易而出現的未實現損益會互相抵銷，金額以本集團於共同控制公司的權益為限，但如果未實現虧損證明所轉讓資產發生減值則除外。收購共同控制公司產生之商譽包括在本集團於共同控制公司投資內。

#### 聯營公司

聯營公司乃本集團長期整體持有其不少於20%之股本投票權並可對其發揮重大影響力，但並非歸類為附屬公司或共同控制公司之公司。

本集團於一間聯營公司之投資，乃以權益會計法，按本集團應佔之資產淨值減去任何減值虧損後，列於綜合財務狀況表內。可能存在的不同的會計政策已經調整一致。本集團應佔一間聯營公司之收購後業績及儲備分別計入綜合收益表及綜合儲備內。本集團與其聯營公司進行交易而出現的未實現損益會互相抵銷，金額以本集團於聯營公司的投資為限，但如果未實現虧損證明所轉讓資產發生減值則除外。收購一間聯營公司產生之商譽包括在本集團於一間聯營公司投資內而不單獨進行減值測試。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Business combination and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of HKAS 39 is measured at fair value with changes in fair value either recognised in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of HKAS 39, it is measured in accordance with the appropriate HKFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

### 2.4. 主要會計政策概要(續)

#### 業務合併及商譽

業務合併乃以購買法入賬。轉讓之代價乃以收購日期的公平值計算，該公平值為本集團轉讓的資產於收購日期的公平值、本集團自被收購方之前度擁有人承擔的負債，及本集團發行以換取被收購方控制權的股本權益的總和。於各業務合併中，有關為目前所有者權益及賦予其持有人在清盤時可按比例分得淨資產的於被收購方的非控股權益，本集團可選擇以公平值或被收購方可識別資產淨值的應佔比例計算。非控股權益的所有其他組成部分均按公平值計量。收購相關成本於產生時列為開支。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件，評估將承接的財務資產及負債，以作出適合的分類及標示，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

如企業合併分階段進行，之前持有的股權按其於收購日期的公平值重新計量，產生的任何損益在損益中確認。

收購方將轉讓的任何或然代價按收購日期的公平值確認。屬金融工具並分類為資產或負債及屬於香港會計準則第39號範圍內的或然代價按公平值計量，其公平值變動在損益中或作為其他全面收益的變動確認。如果或然代價不屬於香港會計準則第39號範圍內，其根據適當的香港財務報告準則計量。分類為權益的或然代價不重新計量，其之後的結算在權益中入賬。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Business combination and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed in these circumstances is measured based on the relative value of the disposed operation and the portion of the cash-generating unit retained.

### 2.4. 主要會計政策概要(續)

#### 業務合併及商譽(續)

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前由持有的被收購方股權的公平值總額，超逾與所收購可識別資產淨值及所承擔負債的差額。如總代價及其他項目低於所收購資產淨值的公平值，於評估後其差額將於損益內確認為議價收購收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行檢討。本集團於十二月三十一日進行商譽之年度減值測試。為進行減值測試，因業務合併而購入的商譽自購入之日被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或現金產生單位組別，而無論本集團其他資產或負債是否已分配予該等單位或單位組別。

減值乃通過評估與商譽有關的現金產生單位(或現金產生單位組別)的可收回金額釐定。當現金產生單位(或現金產生單位組別)的可收回金額低於賬面金額時，減值虧損便予以確認。已就商譽確認的減值虧損不得於未來期間撥回。

倘商譽分配至現金產生單位(或現金產生單位組別)的部份而該單位的部份業務已出售，則在釐定出售收益或虧損時，與所出售業務相關的商譽會計入該業務的賬面值。在該等情況下出售的商譽，乃根據所出售業務的相對價值及現金產生單位的保留份額進行計量。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets, investment properties and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the income statement in the period in which it arises in those expense categories consistent with the function of the impaired asset, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill and certain financial assets is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

### 2.4. 主要會計政策概要 (續)

#### 非財務資產之減值

倘有顯示出現減值，或當需要對資產（存貨、遞延稅項資產、財務資產、投資物業及商譽除外）每年作減值測試，則估計資產之可收回金額。資產之可收回金額按資產或現金產生單位之使用價值，以及其公平值減出售成本之較高者計算，並就各個別資產而釐訂，除非資產並未能在大致獨立於其他資產或組別資產之情況下賺取現金流入，則在此情況下，將釐訂資產所屬之現金產生單位之可收回金額。

減值虧損只於資產之賬面值超過其可收回金額時確認。於估計使用價值時，估計未來現金流量用反映當時市場對貨幣時間價值以及與資產相關特定風險之評估之除稅前貼現率而貼現出其現值。減值虧損按該減值資產之功能所屬開支分類於其產生之期間在收益表中支銷，除非資產乃按重估價值列賬，則減值虧損乃根據該項重估資產之有關會計政策入賬。

於各報告期末，將評估是否有跡象顯示之前確認之減值虧損已不會出現或可能已減少。倘出現有關顯示，則估計可收回金額。之前確認之資產（商譽及若干財務資產除外）減值虧損只於用以釐訂資產之可收回金額之估計出現變動始能撥回，惟該數額不得超過有關資產於過往年度並未有確認減值虧損而予以釐訂之賬面值（扣除任何折舊／攤銷）。撥回之該減值虧損乃於其產生之期間計入收益表，除非資產仍按重估價值列賬，則撥回減值虧損，乃根據該項重估資產之有關會計政策入賬。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and 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 of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group 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;
  - (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 (a); and
  - (vii) a person identified in (a)(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).

### 2.4. 主要會計政策概要(續)

#### 關連人士

在下列情況下，則一方被視為與本集團有關：

- (a) 個人或與該個人關係密切的家庭成員與報告實體相關聯，如果該個人：
  - (i) 對本集團實施控制或共同控制；
  - (ii) 對本集團實施重大影響；或者
  - (iii) 是本集團或其母公司的關鍵管理人員的成員；

或

- (b) 如果適用以下任何情形，則某實體與報告實體相關聯：
  - (i) 該實體和本集團是同一集團的成員；
  - (ii) 某一實體是另一實體(或是該另一實體的母公司、附屬公司或同系附屬公司)的聯營企業或合營企業；
  - (iii) 兩家實體都是相同第三方的合營企業；
  - (iv) 某一實體是第三方的合營企業並且另一實體是該第三方的聯營企業；
  - (v) 該實體是為本集團或與本集團關聯的實體的僱員福利而設的離職後福利計劃；
  - (vi) 該實體受(a)項所述個人的控制或共同控制；及
  - (vii) (a)(i)項所述的個人對該實體實施重大影響或是該實體(或其母公司)的關鍵管理人員的成員。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost or valuation less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the income statement. Any subsequent revaluation surplus is credited to the income statement to the extent of the deficit previously charged. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

### 2.4. 主要會計政策概要 (續)

#### 物業、廠房及設備及折舊

除在建工程以外，物業、廠房及設備按成本值或估值減去累計折舊及任何減值虧損列賬。物業、廠房及設備項目之成本值包括其購買價及促使有關資產達致其營運狀況及地點作擬定用途所產生之任何直接應計成本。

物業、廠房及設備項目投產後所產生之支出，例如維修及保養，通常於產生支出期間自收益表扣除。在符合確認準則的情況下，主要檢查的支出會視為更換而資本化為資產賬面值。如果物業、廠房及設備的主要部分須不時重置，則本集團會將有關部分確認為獨立資產，具有指明的使用年限及據此折舊。

進行估值之頻率應足以確保重估資產之公平值不會與其賬面值有重大差異。物業、廠房及設備價值之變動乃作為資產重估儲備變動處理。倘若重估儲備總數不足以填補其虧絀(按個別資產基準計)，則多出之虧絀會於收益表內扣除。其後如有任何重估盈餘，會以先前扣除之虧絀為限，計入收益表。重新估值之資產如予出售，資產重估儲備中就先前估值所變現之有關部份會轉至保留盈利，作為儲備變動。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost or valuation of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Freehold land	Not depreciated
Leasehold land	Over the shorter of the lease terms or 2% to 5%
Buildings	2% to 5%
Plant and machinery	6% to 50%
Leasehold improvements	Over the shorter of the lease terms or 20% to 33%
Furniture, fixtures, equipment and others	10% to 30%
Motor vehicles	20% to 25%

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

### 2.4. 主要會計政策概要(續)

#### 物業、廠房及設備及折舊(續)

折舊乃以直線法按各項物業、廠房及設備之估計可使用年期撇銷其成本值或估值至其餘值。折舊之主要年率如下：

永久業權土地	無
租賃土地	按租賃期及2%至5%之較短者
樓宇	2%至5%
廠房及機器	6%至50%
租賃物業裝修	按租賃期及20%至33%之較短者
傢俬、裝置、設備及其他	10%至30%
汽車	20%至25%

倘物業、廠房及設備項目之各部份有不同之可使用年期，則有關項目之成本值或估值將按各部份之合理基礎分配，而每部份將作個別折舊。

餘值、可使用年期及折舊法乃於各財政年度結算日予以檢討，並作調整(如適用)。

物業、廠房及設備項目(包括初始確認的任何重大部分)於出售或當預期不會從其使用或出售獲取未來經濟利益時不再確認。物業、廠房及設備出售或報廢所產生之任何收益或損失於不再確認之年度之收益表中確認，為有關資產出售所得款項淨額與賬面值之間差額。

在建工程指在建的建築物，按成本減去減值虧損計量且不計提折舊。成本包括建築期內的直接建築成本及資本化的相關借款的借款成本。在建工程竣工且可供使用時，將重新分類至物業、廠房及設備的恰當類別。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

#### Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with finite useful lives represent purchased data library, copyrights, trademarks and domain names which are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 10 to 20 years.

### 2.4. 主要會計政策概要(續)

#### 投資物業

投資物業為於持作賺取租金收入及／或資本增值(而非用於使用生產或供應貨品或服務或行政目的)或作日常業務過程中出售之土地及樓宇之權益(包括就原應符合投資物業定義之物業根據經營租賃而持有之租賃權益)。該等物業初步以成本(包括交易成本)列賬。於初步確認後，投資物業以反映於報告期末之市況之公平值列賬。

投資物業之公平值之變動所產生之盈虧，計入所產生年度之收益表。

報廢或出售投資物業之任何盈虧，在報廢或出售年度在收益表中確認。

#### 無形資產(商譽除外)

單獨取得的無形資產在初始確認時按成本計量。企業合併中取得的無形資產的成本是其在購買日的公平值。無形資產之可使用年期評估為有限或無限。年期有限之無形資產其後按可使用年期內攤銷，並評估是否有跡象顯示無形資產可能出現減值。可使用年期有限之無形資產之攤銷年期及攤銷方法至少於各財政年度末檢討一次。

有限可使用年期之無形資產指所購入之資料庫、版權、商標及域名，按成本值扣減任何減值虧損列賬，並以直線法按估計可使用年期10至20年攤銷。



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Intangible assets (other than goodwill) (continued)

An intangible asset with an indefinite useful life represents a motor vehicle registration mark, which is tested for impairment annually individually. Such intangible asset is not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

#### Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the income statement so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases net of any incentives received from the lessor are charged to the income statement on the straight-line basis over the lease terms.

### 2.4. 主要會計政策概要(續)

#### 無形資產(商譽除外)(續)

無限可使用年期之無形資產指汽車登記號碼，於每年按個別作減值測試。該無形資產不予攤銷。具無限年期之無形資產之可使用年期於每年作評估，以釐定無限可使用年期之評估是否持續可靠。如不可靠，則可使用年期之評估自此由按無限年期更改為有限年期計量。

#### 租賃

融資租約指資產擁有權(除法定業權外)所涉之絕大部份回報及風險屬於本集團之租約。於融資租約開始時，租賃資產之成本按最低租金之現值撥充資本，並連同債務(不包括利息部份)記錄，以反映採購及融資。根據已撥充資本之融資租約所持有之資產(包括融資租約之預付土地租賃款項)計入物業、廠房及設備，並按租期與資產估計可使用年期之較短者計算折舊。此等租約之融資成本自收益表扣除，以為租約年期內提供一個固定定期扣除率。

透過融資性質之租購合約之資產，以財務租賃形式入賬，但於估計可使用期間折舊。

經營租約乃指資產擁有權所涉之絕大部份回報及風險仍屬於出租者之租約。倘本集團為出租者，本集團根據經營租約所租賃之資產乃計入非流動資產，經營租約之應收租金乃於租約期內以直線法形式計入收益表。倘本集團為承租者，經營租約之應付租金(扣除已收出租人提供之任何獎勵)均按照租約年期以直線法自收益表扣除。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leases (continued)

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

#### Investments and other financial assets

##### Initial recognition and measurement

Financial assets within the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

##### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

### 2.4. 主要會計政策概要(續)

#### 租賃(續)

經營租約之預付土地租賃款項，初步以成本列賬，並隨後於租期內以直線法確認。倘租賃款項不能可靠分配至土地及樓宇元素，則整筆租賃款項將計入土地及樓宇成本，作為物業、廠房及設備之財務租賃。

#### 投資及其他財務資產

##### 初步確認和計量

香港會計準則第39號範疇下之財務資產，歸入按公平值記入損益賬之財務資產、貸款及應收款項及可供出售之財務投資，或歸入被指定為有效對沖工具的衍生工具(如適用)。本集團在初始確認時決定其財務資產的分類。財務資產初步確認時以公平值加上交易費用計量，惟按公平值記入損益賬之財務資產除外。

所有定期購買或出售財務資產乃按交易日(即本集團承諾購買或出售資產之日)基準確認。定期購買或出售乃購買或出售財務資產，並要求於市場上按規則或慣例設定之時間框架內付運資產。

##### 其後計量

財務資產視乎其分類進行其後計量如下：

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (continued)

##### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the income statement. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

Financial assets designated upon initial recognition at fair value through profit or loss are designated at the date of initial recognition and only if the criteria under HKAS 39 are satisfied.

The Group evaluates its financial assets at fair value through profit or loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets and management's intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify them. The reclassification from financial assets at fair value through profit or loss to loans and receivables, available-for-sale financial assets or held-to-maturity investments depends on the nature of the assets. This evaluation does not affect any financial assets designated at fair value through profit or loss using the fair value option at designation, as these instruments cannot be reclassified after initial recognition.

### 2.4. 主要會計政策概要(續)

#### 投資及其他財務資產(續)

##### 按公平值記入損益賬之財務資產

按公平值記入損益賬之財務資產包括持作買賣之財務資產及於初步確認時指定按公平值記入損益賬之財務資產。倘購入財務資產乃旨在短期內出售，則分類為持作買賣。衍生工具(包括個別嵌入衍生工具)亦分類為持作買賣財務資產，惟被指定為香港會計準則第39號所界定的有效對沖工具者則除外。

按公平值記入損益賬之財務資產在財務狀況表以公平值入賬，有關公平值淨變動在收益表中確認。公平值變動淨額不包括就該等財務資產而賺取的任何股息或利息，其根據下文所載有關「收入確認」的政策確認。

只有滿足香港會計準則第39號的標準，在初始確認時指定為按公平值記入損益賬之財務資產才可在初始確認時指定為按公平值記入損益賬的資產。

本集團會評估其按公平值記入損益賬之財務資產(持作買賣)，以評估於近期出售的意向是否仍然合適。在稀少情況下，當市場不活躍導致本集團無法買賣該等財務資產及管理層在可見將來出售的意向出現重大改變，本集團可能選擇將其重分類。由按公平值記入損益賬之財務資產重分類為貸款和應收款項、可供出售財務資產或持有至到期的金融投資須視乎資產性質而定。該項評估對任何指定按公平值記入損益賬之財務資產並無影響，因為該等工具於初始確認後不能重新分類。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (continued)

##### Financial assets at fair value through profit or loss (continued)

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the income statement. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

##### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the income statement. The loss arising from impairment is recognised in the income statement in finance costs for loans and in other expenses for receivables.

##### Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

### 2.4. 主要會計政策概要 (續)

#### 投資及其他財務資產 (續)

##### 按公平值記入損益賬之財務資產 (續)

如果嵌入衍生工具的經濟特徵和風險與主合同的經濟特徵和風險並不緊密相關，且主合同並非持作買賣或指定為按公平值記入損益賬，則主合同的嵌入衍生工具將作為單獨衍生工具處理，並按公平值記錄。該等嵌入衍生工具按公平值計量，有關公平值變動在收益表內確認。只有在合同條款變動大幅修改原所需的現金流量，方會重新評估。

##### 貸款與應收款項

貸款與應收款項為有固定或可釐定付款且沒有在活躍市場上報價之非衍生財務資產。初始計量後，此等資產以利用實際利率法按攤銷成本減任何減值撥備計量。攤銷成本經計及收購時之任何折讓或溢價後計算，並計入屬實際利率組成部份之費用或成本。實際利率攤銷包括在收益表的其他收入及收益。減值產生的虧損確認於收益表的融資成本(如果是貸款)及其他開支(如果是應收款項)。

##### 可供出售的財務投資

可供出售的財務投資指上市及非上市權益性投資及債務證券之非衍生財務資產。分類為可供出售的股本投資為既無分類為持作買賣，亦無指定為按公平值記入損益賬者。這類別的債務證券為有意持有一段不確定時間以及可因應流動資金需要及因應市場狀況變動而出售者。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (continued)

##### Available-for-sale financial investments (continued)

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the income statement in other expenses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the income statement as other income in accordance with the policies set out for “Revenue recognition” below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets and management’s intent to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets. Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or to maturity. Reclassification to the held-to-maturity category is permitted only when the Group has the ability and intent to hold until the maturity date of the financial asset.

### 2.4. 主要會計政策概要(續)

#### 投資及其他財務資產(續)

##### 可供出售的財務投資(續)

初步確認後，可供出售的財務投資其後以公平值計量，而未變現盈虧則確認為可供出售投資重估儲備內的其他全面收益，直至投資不再確認(屆時，累計盈虧會在收益表確認為其他收益)或直至投資被釐訂為減值為止(屆時，累計盈虧會從可供出售投資重估儲備重新分類至收益表的其他開支)。持有可供出售的財務投資時所賺取的利息及股息分別呈報為利息收入及股息收入，並根據下文所載有關「收入確認」的政策在收益表內確認為其他收入。

倘非上市權益性投資之公平值不能可靠地計量，原因是(a)合理公平值估計之範圍變動，對投資屬重大；或(b)範圍內多項估計之可能性，不能合理估計以及用於估計公平值，則該等投資以成本減任何減值虧損列賬。

本集團會評估其可供出售財務資產，以評估為近期出售的能力和意向是否仍然合適。在稀少情況下，當市場不活躍導致本集團無法買賣該等財務資產及管理層在可見將來出售的意向出現重大改變，本集團可能選擇將該等財務資產重分類。當財務資產符合貸款和應收款項的定義，而本集團有意亦有能力在可見將來持有該等資產或持有至到期，可重分類至貸款和應收款項。只有在本集團有能力亦有意持有至財務資產到期日時，方可重分類至持有至到期類別。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (continued)

##### Available-for-sale financial investments (continued)

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the income statement.

#### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group’s continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

### 2.4. 主要會計政策概要 (續)

#### 投資及其他財務資產 (續)

##### 可供出售的財務投資 (續)

有關從可供銷售類別重分類的財務資產，其於重新分類日期的公平值賬面金額成為其新的攤銷成本，資產之前在股權中確認的任何盈虧會在投資剩餘年期以實際利率法攤銷至損益。新的攤銷成本與到期金額兩者之間的任何差額亦會在資產剩餘年期以實際利率法攤銷。如果資產其後確定已經減值，則記錄在股權的金額會重分類至收益表。

#### 不再確認之財務資產

財務資產 (或倘適用，作為財務資產或類似財務資產組別之一部份) 在下列情況不再確認：

- 從資產收取現金流量之權利已屆滿；或
- 本集團已轉讓其從資產收取現金流量之權利，或已承擔根據「過手」安排而在沒有重大延誤下悉數將已收取現金流量支付有關第三者之責任；且(a)本集團已經將資產之大致所有風險及回報轉讓，或(b)本集團並無轉讓或保留資產之大致所有風險及回報，但已轉讓資產之控制權。

倘本集團已轉讓從資產收取現金流量之權利或已經訂立過手安排，其評估其是否保留與該資產相關的風險和回報以及有關程度。如果其沒有轉讓或保留資產之大致所有風險及回報亦無轉讓資產之控制權，資產乃按本集團於資產之持續參與而確認。在該情況下，本集團亦確認相關負債。轉讓的資產及相關負債按反映本集團保留的權利和責任的基準計量。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Derecognition of financial assets (continued)

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

#### Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

### 2.4. 主要會計政策概要 (續)

#### 不再確認之財務資產 (續)

持續參與倘屬就所轉讓資產提供擔保，則以資產之原賬面值以及本集團可能須償還之代價最高金額之較低者計量。

#### 財務資產減值

本集團於各報告期末評估有否任何客觀證據顯示財務資產或財務資產組別出現減值。如果及只有如果存在客觀證據表明，資產初始確認後發生的一項或多項事件（發生「虧損事項」）導致減值，而虧損事項對財務資產或財務資產組的預計未來現金流量的影響能可靠地估計，則財務資產或財務資產組會視為出現減值。減值證據可包括債務人或一組債務人發生重大財務困難，拖欠利息或本金的支付，彼等很可能破產或進行其他財務重組，以及有可觀察數據表示預計未來現金流量出現可量度的減少，例如與拖欠相聯繫的欠款或經濟狀況的改變。

#### 以攤銷成本列賬之財務資產

有關以攤銷成本列賬之財務資產，本集團首先單獨評估是否存在客觀證據表明個別重要性的財務資產或非具個別重要性的財務資產合計來進行共同評估。如果本集團決定並無客觀證據表明個別評估的財務資產（不論是否具有重要性）出現減值，則會將該資產包括在一組信用風險特徵相似的財務資產，並集體評估減值。個別評估減值並確認或繼續確認減值的資產不會包括在集體減值評估中。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (continued)

##### Financial assets carried at amortised cost (continued)

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the income statement.

##### Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

### 2.4. 主要會計政策概要 (續)

#### 財務資產減值 (續)

##### 以攤銷成本列賬之財務資產 (續)

倘有客觀證據顯示出現減值虧損，虧損乃按資產賬面值與估計未來現金流量之現值（不包括尚未發生的未來信用虧損）之差額計算。估計未來現金流量之現值利用財務資產原本實際利率（即於初步確認時計算之實際利率）折現。如果貸款屬浮動利率，則量度任何減值虧損的折現率為當時的實際利率。

資產之賬面值透過利用撥備賬而減少。虧損在收益賬中確認。利息收入繼續按減少後的賬面值累計，累計的利率為量度減值虧損時用以將未來現金流量折現的利率。當並無實際希望可於未來收回時，貸款及應收款項及任何相關備抵會一併撇銷。

倘於隨後期間，估計減值虧損之金額增加或減少，而其可客觀地與確認減值後發生之事件連繫，則透過調整撥備賬而增加或減少之前確認的減值虧損。如果撇銷金額其後收回，則收回金額會記入收益表的其他開支。

##### 按成本列賬之資產

倘有客觀證據顯示，非以公平值列賬之非報價股本工具，乃因其公平值不能可靠地計量（或就涉及且必須透過交付有關非報價股本工具之衍生資產）而出現減值虧損，減損之金額乃為資產賬面值與利用類似財務資產之當時市場回報率貼現估計未來現金流量現值之差額。該等資產之減值虧損不予撥回。



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (continued)

##### Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. The determination of what is “significant” or “prolonged” requires judgement. “Significant” is evaluated against the original cost of the investment and “prolonged” against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement – is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

### 2.4. 主要會計政策概要(續)

#### 財務資產減值(續)

##### 可供出售的財務投資

有關可供出售的財務投資，本集團在每個報告期末評估是否存在客觀證據表明一項投資或一組投資出現減值。

倘可供出售之財務資產減值，一筆相等於其成本(扣除任何本金及攤銷)與其當時公平值差額，減之前在收益表中確認之任何減值虧損，乃由其他全面收益轉出，並在收益表內確認。

在分類為可供出售的股本投資的情況下，客觀證據包括投資公平值大幅或長期跌至低於成本。決定何謂「大幅」或「長期」需要判斷。「大幅」會因應投資原成本評估，而「長期」會考慮公平值低於其原成本的時間。如果存在減值證據，累積虧損(按收購成本與當時公平值兩者之間的差額，減投資先前在收益表內確認的減值虧損計量)會從其他全面收益轉出，並在收益表內確認。分類為可供出售股本工具之減值虧損，不會在收益表中撥回。其公平值如果在減值後增加，會直接在其他全面收益中確認。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (continued)

##### Available-for-sale financial investments (continued)

In the case of debt instruments classified as available for sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement. Future interest income continues to be accrued based on the reduced carrying amount of the asset and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. Impairment losses on debt instruments are reversed through the income statement if the increase in fair value of the instruments can be objectively related to an event occurring after the impairment loss was recognised in the income statement.

#### Financial liabilities

##### Initial recognition and measurement

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, derivative financial instruments, and finance lease and hire purchase contract payables.

##### Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

### 2.4. 主要會計政策概要 (續)

#### 財務資產減值 (續)

##### 可供出售的財務投資 (續)

在分類為可供出售的債務工具的情況下，評估減值的準則與以攤銷成本列賬的財務資產相同。但是，記錄的減值金額為累積虧損，其按攤銷成本與當時公平值兩者之間的差額，減投資先前在收益表內確認的任何減值虧損計量。未來利息收入繼續按資產減少後的賬面值累計，累計的利率為量度減值虧損時用以將未來現金流量折現的利率。利息收入記錄為財務收入的一部分。倘債務工具之公平值增加可客觀地與減值虧損於收益表確認後所發生之事項相關，則有關減值虧損將透過收益表予以撥回。

#### 財務負債

##### 初始確認和計量

屬香港會計準則第39號範圍以內的財務負債分類為按公平值記入損益賬之財務負債、貸款和借款，或指定為有效對沖工具的衍生工具（視何者適用而定）。本集團於初始確認時決定其財務負債的分類。

初始確認時，所有財務負債均按公平值確認，如屬貸款和借款，則減去應佔交易成本。

本集團的財務負債包括貿易及其他應付款項、衍生金融工具及融資租約及租購合約應付款項。

##### 其後計量

財務負債的後續計量視乎其分類如下：

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial liabilities (continued)

##### *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the income statement. The net fair value gain or loss recognised in the income statement does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

##### *Loans and borrowings*

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

### 2.4. 主要會計政策概要(續)

#### 財務負債(續)

##### *按公平值記入損益賬之財務負債*

按公平值記入損益賬之財務負債包括持作買賣之財務負債和初始確認時指定為按公平值記入損益賬之財務負債。

倘購入財務負債如旨在短期內出售，則分類為持作買賣。這類別包括本集團所訂立而並非指定為香港會計準則第39號所界定的對沖關係中對沖工具的衍生金融工具。除個別嵌入衍生工具定值為有效對沖工具，否則分類為持作買賣。持作買賣之負債之盈虧在收益表中確認。在收益表內確認的公平值損益淨額不包括就該等財務負債而收取的任何利息。

只有滿足香港會計準則第39號的標準，在初始確認時指定為按公平值記入損益賬之財務負債才可在初始確認時指定為按公平值記入損益賬的負債。

##### *貸款和借款*

初始確認後，計息貸款和借款其後以實際利率法按攤銷成本計量，惟倘貼現之影響並不重大，於此情況下，則按成本列賬。倘負債不再確認，則盈虧在收益表中透過實際利率法攤銷程式確認。

攤銷成本計算時會考慮任何收購折讓或溢價以及構成實際利率整體部分的費用或成本。實際利率法攤銷包括在收益表內的融資成本。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial liabilities (continued)

##### Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

#### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### 2.4. 主要會計政策概要 (續)

#### 財務負債 (續)

##### 財務擔保合同

本集團所發行的財務擔保合同指指明債務人未有根據債務工具的條款於到期時付款，則須就持有人所招致的損失向其付款以補還持有人的合同。一份財務擔保合同初始計量按其公平值加直接歸屬於發出該等擔保的交易費用確認。初始確認後，本集團按以下兩者中的較高者計量財務擔保合同：(i)於報告期末對結算現有義務所需支出的最佳估計金額；及(ii)初始確認的金額減(若適用)累計攤銷額後的餘額。

#### 不再確認財務負債

倘負債下之責任獲履行或註銷或屆滿，財務負債不再確認。

當現有財務負債被同一貸款人以明顯不同之條款提供之另一財務負債取代，或現有負債之條款大幅修訂，例如交換或修訂，則被視為不再確認原負債而確認新負債，而相關之賬面金額之差額，在收益表中確認。

#### 金融工具的抵消

倘目前在可行使合法權利將確認的金額互相抵消，並有意按淨額基準結算，或同時實現該資產和清償該負債，則財務資產和財務負債會互相抵消，在財務狀況表報告淨額。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Fair value of financial instruments

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; option pricing models; and other valuation models.

#### Derivative financial instruments

The Group invests in certain derivative financial instruments, such as forward currency contracts and equity and commodity contracts, for trading purposes. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the income statement.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the actual cost, first-in, first-out basis or weighted average basis, where appropriate and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### 2.4. 主要會計政策概要(續)

#### 金融工具的公平值

在活躍市場買賣之金融工具之公平值，乃參考市場報價或交易商報價(好倉為買價，而淡倉則為賣價)而釐訂，且不會扣除任何交易成本。金融工具如無活躍市場，則利用合適的估值技巧計算公平值。有關技巧包括按最近公平磋商之市場交易、參考大致相同之另一工具之當時市值、折現現金流量分析、期權定價模式及其他估值模式。

#### 衍生金融工具

本集團就買賣用途而投資於若干衍生金融工具，例如遠期貨幣合約以及股權及商品合約。該等衍生金融工具初步以訂立衍生工具之日以公平值確認，並隨後以公平值再計算。倘公平值為正數，衍生工具以資產入賬，而公平值倘為負數，則以負債入賬。

衍生工具之公平值變動所產生之盈虧，直接計入收益表。

#### 存貨

存貨按成本值與可變現淨值兩者中之較低者列賬。成本值乃根據實際成本、先入先出法或加權平均法(取適用者)計算。就在製品及製成品而言，成本值包括直接材料、直接人工及適當比例之經常性費用。可變現淨值以估計售價扣除完成及出售時預期所產生之任何估計成本計算。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

#### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

#### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

### 2.4. 主要會計政策概要(續)

#### 現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括留存現金及活期存款以及可隨時轉換為已知數額現金、並無重大價值變動風險及一般於購入時三個月內到期之短期可變現投資，減須於要求時即時償還之銀行透支，並構成本集團現金管理方面不可或缺之一部份。

就財務狀況表而言，現金及現金等值項目包括並無限制用途之手頭及銀行現金(包括定期存款)。

#### 撥備

倘因過往事項而產生之現時責任(法律或推定)，且將來極可能需有資源流出以應付有關責任時，則予以確認為撥備，惟責任所涉及之數額必須能可靠地估計。

倘貼現之影響屬重大時，所確認撥備之數額乃為預期須支付有關責任之未來開支於報告期末之現值。因時間流逝而導致所貼現之現值增加之數額，乃計入收益表之融資成本中。

#### 所得稅

所得稅包括當期及遞延稅項。有關在損益以外確認的項目的所得稅，在損益以外(在其他全面收益或直接在股權中)確認。

即期及過往期間之即期稅務資產及負債，以在報告期末已執行的或實質上已執行的稅率(和稅法)為基礎，根據本集團經營所在國家的現行詮釋和相關常規，按預期從稅務機關收回或向稅務機關支付之款項計算。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax (continued)

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, an associate and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, an associate and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

### 2.4. 主要會計政策概要 (續)

#### 所得稅 (續)

遞延稅項，按負債法，就於報告期末之資產及負債之稅基及其於財務報表中之賬面值之所有暫時性差異作出撥備。

除以下情況外，所有應課稅暫時性差異均被確認為遞延稅項負債：

- 倘若遞延稅項負債之產生是由於並非業務合併之交易中初次確認之資產或負債及不影響會計溢利或應計稅利潤或虧損除外；及
- 有關從附屬公司，一間聯營公司及合營企業權益之投資中產生之應課稅暫時性差異，倘若撥回暫時性差異之時間是可受控制及暫時性差異於可預見之將來可能不會撥回除外。

所有可被扣減暫時性差異及未被動用之稅項資產與未被動用之稅務虧損之結轉均被確認為遞延稅項資產。確認遞延稅項資產只限於有可能出現之未來應計稅利潤用以抵扣可扣減暫時性差異，及未被動用之稅項資產及未被動用之稅務虧損之結轉：

- 倘若遞延稅項資產是有關於並非業務合併之交易中初次確認之資產或負債之可扣減暫時性差異及不影響會計溢利或應計稅利潤或虧損除外；及
- 有關從附屬公司，一間聯營公司及合營企業權益之投資中產生之可扣減暫時性差異，遞延稅項資產只限於暫時性差異有可能於可預見將來撥回及未來應計稅利潤將會出現以抵扣暫時性差異時確認。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax (continued)

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 future taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) advertising income, when the advertisements have been published or broadcasted;
- (b) circulation income, when the newspapers and magazines have been delivered;
- (c) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (d) rental income, on a time proportion basis over the lease terms;

### 2.4. 主要會計政策概要 (續)

#### 所得稅 (續)

遞延稅項資產之賬面值於每個報告期末審閱，並扣減至當不再可能有足夠之未來應計稅利潤讓所有或部份遞延稅項資產被動用為止。未確認遞延稅項資產於每個報告期末重評估，並在有可能有足夠應計稅利潤讓所有或部份遞延稅項資產被收回時可將過往未被確認之遞延稅項資產確認。

遞延稅項資產及負債以預期當資產被變現或負債被清還時之適用稅率衡量，並根據於報告期末已頒佈或大致上頒佈之稅率及稅務法例為基準。

倘有合法可執行權利將當期稅項資產及當期稅項負債抵銷，且遞延稅項資產每同一應課稅公司及同一稅務機關有關，則遞延稅項資產可與遞延負債互相抵銷。

#### 收入確認

收入乃於本集團有可能獲得經濟利益及當收益能可靠地計算時，按下列基準確認入賬：

- (a) 廣告收入於廣告刊登或廣播時入賬；
- (b) 發行收入於報章雜誌交貨時入賬；
- (c) 貨品之銷售於擁有權之重大風險及回報均已轉嫁予買家時入賬，惟本集團必須並無維持該等已出售貨品一般與擁有權有關之管理權，亦無實際控制權；
- (d) 租金收入按租賃年期以時間比例計算入賬；



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (continued)

- (e) from the rendering of services, when the services have been rendered;
- (f) interest and investment income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial assets;
- (g) securities transactions are accounted for on a trade date basis; and
- (h) dividend income, when the shareholders' right to receive payment has been established.

#### Employee benefits

##### Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined using the Black-Scholes option pricing model, further details of which are given in note 33 to the financial statements.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

### 2.4. 主要會計政策概要(續)

#### 收入確認(續)

- (e) 提供服務之收入於提供服務後入賬；
- (f) 利息及投資收入按累計基準利用實際利率法計算，而實際利率法指在預期金融工具年內收取之估計未來現金流量貼現至財務資產賬面淨值之利率；
- (g) 證券交易乃按交易日基準入賬；及
- (h) 股息收入於股東獲得收款之權利確立時入賬。

#### 僱員福利

##### 以股份為基礎之付款

本公司設有購股權計劃，旨在給予為本集團業務成功作出貢獻之合資格參與者鼓勵及獎勵。本集團僱員(包括董事)按以股付款形式收取酬金，而僱員則提供服務作為股本工具之代價(「股權結算交易」)。

於二零零二年十一月七日後授予而與僱員之股本結算交易之成本，參考購股權授出之日之公平值計算。公平值利用「柏力克-舒爾斯」期權定價模式釐訂，有關進一步詳情載於財務報表附註33。

股權結算交易之成本在表現及／或服務條件獲達成之期間，連同股本之相應升幅一併確認。在股權結算交易於各報告期末至歸屬日期間確認之累計開支，反映所過去歸屬期以及本集團就最後歸屬之股本工具之數目之最佳估計。期內在收益表扣除或計入收益表之金額，指於該段期初及期終所確認之累計開支變動。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Employee benefits (continued)

##### Share-based payments (continued)

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

### 2.4. 主要會計政策概要(續)

#### 僱員福利(續)

##### 以股份為基礎之付款(續)

並未最後歸屬之獎勵，不會確認開支，除股權結算交易涉及按市場或不歸屬條件而歸屬者，而在此情況下，該等獎勵不論市場或不歸屬條件是否獲達成，仍被視為歸屬，但必須符合所有其他表現及／或服務條件。

倘股權結算交易之條款被修訂，則確認最低開支，猶如條款未被修改及給予的原條款獲履行。此外，任何修訂將確認開支，增加股份付款之公平值總額，或對以修訂日期計算有關公平值之僱員有利。

倘股權結算獎勵被註銷，則被視為已於註銷日期被歸屬，而未就獎勵確認之開支則即時確認。這包括在本集團或僱員控制範圍以內的不歸屬條件未能獲履行的任何給予。然而，倘被註銷獎勵被新獎勵所取代，則被視為於授出之日期替代獎勵處理，而所註銷及新獎勵之處理方法，乃猶如其為前段所述修訂原獎勵。

尚未行使購股權之攤薄影響，於計算每股盈利時，被反映為額外股份攤薄。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Employee benefits (continued)

##### *Pension schemes and other retirement benefits*

The Group operates defined contribution retirement benefit schemes in Hong Kong and overseas for those employees who are eligible and have elected to participate in the schemes. Contributions are made based on a percentage of the participating employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the schemes. The assets of the schemes are held separately from those of the Group in independently administered funds. When an employee leaves the Mandatory Provident Fund Exempted ORSO retirement benefit scheme in Hong Kong or other retirement benefit schemes overseas prior to his/her interest in the Group's employer contributions vesting fully, the ongoing contributions payable by the Group may be reduced by the relevant amount of forfeited contributions. In respect of the Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme"), the Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a specific amount for the employees in Mainland China, pursuant to the local municipal government regulations. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

### 2.4. 主要會計政策概要(續)

#### 僱員福利(續)

##### *退休福利計劃及其他退休福利*

本集團為其香港及海外合資格並已參與計劃之僱員設立定額供款退休福利計劃。根據該等計劃之規則，供款額按參與計劃僱員之基本薪金之某一百分比計算繳付，並將須繳之供款於收益表內扣除。退休福利計劃之資產與本集團之資產分開，由一獨立管理之基金持有。倘僱員於可全數領取本集團之僱主供款前退出獲豁免強制性公積金職業退休計劃條例之退休福利計劃或其他海外退休福利計劃，則本集團持續應付之供款額可減去該筆被沒收之供款額。就強制性公積金退休福利計劃(「強積金計劃」)而言，本集團之僱主供款乃全數歸於參與強積金計劃供款之僱員。

本集團於中國內地經營業務之附屬公司之僱員須參與由地方市政府設立之中央退休金計劃。此等附屬公司須根據地方市政府之規定為中國僱員作出指定數額供款。供款根據中央退休金計劃規則在應付時自收益表扣除。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., 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. The capitalisation of such borrowing costs ceases when 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 capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because bye-law 140 of the Company's bye-laws grants the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

### 2.4. 主要會計政策概要(續)

#### 借貸成本

收購、建造或生產合資格資產(即需頗長時間才可作擬定用途或銷售之資產)之直接歸屬的借貸成本撥充資本作為該等資產之部份成本。有關借貸成本在資產大致可作擬定用途或銷售時不再撥充資本。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收入須自撥充資本之借貸成本中扣除。所有其他借貸成本於產生期間在收益表支銷。借貸成本包括實體借用資金產生之利息及其他成本。

#### 股息

董事擬派之末期股息，經股東於股東大會上批准後，會於財務狀況表內分類列為從股權項下之保留溢利之一項獨立分配。該等股息獲股東批准及宣佈派發後則確認為負債。

由於本公司之公司細則第140條授予董事權力以宣佈派發中期股息，故中期股息是同時提出及宣派。因此，中期股息於提出及宣派時隨即確認為負債。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss are also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries, jointly-controlled entities and an associate are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

### 2.4. 主要會計政策概要(續)

#### 外幣

財務報表乃以港元(即本公司之功能及呈報貨幣)呈列。本集團內各公司釐訂本身之功能貨幣，而計入各公司財務報表之項目乃利用該功能貨幣而計量。本集團實體列賬之外幣交易初步按交易日期彼等各自適用的功能貨幣匯率入賬。以外幣計值之貨幣資產及負債，按報告期末之匯率換算為功能貨幣。結算或折算貨幣項目的差額在收益表中確認。

以外幣歷史成本計算之非貨幣項目，利用初步交易之日之匯率換算。以外幣按公平值計算之非貨幣項目，利用釐訂公平值之日之匯率換算。折算按公平值計量的非貨幣項目所產生的損益的處理方法與有關項目公平值變動的損益一致(即公平值損益分別在其他全面收益或損益中確認的折算差額亦分別在其他全面收益或損益中確認)。

若干海外附屬公司、共同控制公司及一間聯營公司之功能貨幣並非港元。於報告期末，該等公司之資產及負債按報告期末之匯率換算為本公司呈列貨幣，而其收益表乃按年內之加權平均匯率換算為港元。所得出匯兌變動在其他全面收益中確認，並累積於匯兌波動儲備。出售境外業務時，有關該特定境外業務之其他全面收益組成部分，在收益表中確認。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies (continued)

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### *Operating lease commitments – Group as lessor*

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

### 2.4. 主要會計政策概要 (續)

#### 外幣 (續)

因收購海外業務而產生的任何商譽及對因收購產生的資產及負債賬面值的任何公平值調整，均被視為該海外機構的資產及負債，並以結算匯率換算。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量當日之匯率換算為港元。海外附屬公司之全年經常性現金流量則按年內之加權平均匯率換算為港元。

### 3. 重大會計判斷及估計

編製本集團的財務報表要求管理層作出會影響收入、開支、資產和負債的報告金額及其隨附披露的判斷、估計和假設，並作出或然負債披露。有關該等假設和估計的不確定性可能導致可能須於未來對受影響資產或負債的賬面值作出重大調整的結果。

#### 判斷

於應用本集團之會計政策時，管理層已作出下列對財務報表所確認金額有最重大影響之判斷，涉及估計者除外：

#### *經營租約承擔 – 本集團作為出租人*

本集團就其投資物業組合訂立商用物業租約。本集團已根據對安排條款及條件之評估，根據其經營租約所出租之物業擁有權釐訂所有重大風險及回報。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Judgements (continued)

##### *Classification between investment properties and owner-occupied properties*

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

##### *Impairment of assets*

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the Group has to exercise judgement in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by the management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

### 3. 重大會計判斷及估計 (續)

#### 判斷 (續)

##### *投資物業及業主自用物業間之分類*

本集團釐訂物業是否符合投資物業，並已制定作出該判斷之準則。投資物業為持有作賺取租金或作資本增值或同時為兩者之物業。因此，本集團考慮物業賺取現金流量是否大致與本集團持有之其他資產不同。

部份物業包含持有作賺取租金或作資本增值之部份，亦包含持作用於生產或供應貨品或服務或行政用途之部份。倘該等部份可以獨立出售（或根據融資租約獨立出租），本集團將該等部份分開入賬。倘該等部份不能獨立出售，則僅於僅有微不足道之部份，乃持作用於生產或供應貨品或服務或行政用途，物業始屬投資物業。

就個別物業基準作出判斷以釐訂附屬服務是否對物業重要而決定物業不符合成為投資物業之資格。

##### *資產減值*

釐定資產有否出現減值或過往導致減值之情況不再存在時，本集團須就資產減值範圍作出判斷，特別是評估：(1)有否出現可能影響資產價值之事件或影響資產價值之該等事件已不存在；(2)資產賬面值是否獲得日後現金流量現值淨額支持，而日後現金流量按持續使用資產評估或剔除確認估計；及(3)編製現金流量預測所用合適主要假設包括現金流量預測是否以合適比率折算。倘管理層所選用以決定減值水平之假設（包括現金流量預測所用折算率或增長率假設）有變，或對減值檢測所用現值淨額構成重大影響。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### 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 described below.

#### Impairment of available-for-sale investments

The Group classifies certain assets as available for sale and recognises movements of their fair values in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in the income statement. In addition, certain of the Group's unlisted investments included in available-for-sale investments were stated at cost less impairment because the range of reasonable fair value estimates is so significant that the directors are of the opinion that the fair values cannot be measured reliably. The Group assesses at the end of each reporting period whether there are any indicators of impairment for these unlisted investments. These unlisted investments are tested for impairment when there are indicators that their carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount. In determining the recoverable amount, management considers various factors, such as value in use, available data for disposing of such assets and other factors relevant to these unlisted investments. At 31 December 2012, provision for impairment losses of HK\$26,715,000 (2011: HK\$16,047,000) has been made for available-for-sale investments. The carrying amount of available-for-sale assets was HK\$30,047,000 (2011: HK\$44,559,000).

### 3. 重大會計判斷及估計 (續)

#### 估計不明朗因素

於報告期末就會對下一財政年度之資產及負債賬面值造成重大調整之重大風險之有關未來之主要假設，以及估計不明朗因素之主要來源概述如下：

#### 可供出售投資減值

本集團將若干資產分類為可供出售，並在權益確認其公平值變動。當公平值下跌時，管理層對價值下跌作出假設，以決定是否應在收益表確認減值。此外，本集團若干包括在可供出售投資的非上市投資按成本減減值計量，原因為合理公平值估計的範圍太大，以致董事認為，公平值不能可靠地計量。本集團於各報告期末評估有否任何跡象顯示該等非上市投資已經減值。當存在跡象顯示其賬面值可能不可收回，該等非上市投資會進行減值測試。當資產或現金產生單位的賬面值超過其可收回金額，即存在減值。於釐訂可收回金額時，管理層考慮多個因素，例如使用價值，處置有關資產的可得數據，以及有關該等非上市投資的其他因素。於二零一二年十二月三十一日，已經就可供出售投資計提減值虧損準備26,715,000港元(二零一一年：16,047,000港元)。可供出售資產賬面值為30,047,000港元(二零一一年：44,559,000港元)。



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### Impairment of trade receivables

The Group makes impairment provision for trade receivables based on an assessment of the recoverability of trade receivables. Impairment provision is made for trade receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgement and estimates. Where the expectation on the recoverability of trade receivables is different from the original estimate, such difference will impact the carrying value of trade receivables and impairment provision in the periods in which such estimate has been changed. The aggregate carrying amount of trade receivables as at 31 December 2012 amounted to HK\$531,014,000 (2011: HK\$561,531,000).

##### Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

##### Estimation of fair value of properties

The best evidence of fair value is current prices in an active market of similar lease or transactions. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making its judgement, the Group considers information from fair market value by reference to independent valuations. This conclusion is supported by independent professional appraisers who were engaged by the Group during the year to perform valuations on the Group's properties. The carrying amounts of land and buildings and investment properties at 31 December 2012 were HK\$358,731,000 (2011: HK\$338,893,000) and HK\$44,180,000 (2011: HK\$38,304,000), respectively.

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素(續)

##### 貿易應收款項減值

本集團須按照貿易應收款項之可收回性之評估結果就貿易應收款項作出減值撥備。倘事件或情況變化顯示貿易應收款項可能無法收回，則須對該等結餘作出減值撥備。分辨不良債務需要運用判斷及估計。倘有關收回貿易應收款項之預期與原先估計有別，則該差額將對該估計出現變化之期間之貿易應收款項之賬面值及減值撥備構成影響。於二零一二年十二月三十一日之貿易應收款項賬面值為531,014,000港元(二零一一年：561,531,000港元)。

##### 非財務資產(商譽除外)之減值

本集團於每一報告期末評估是否有任何跡象表明非財務資產已經發生減值。不確定年期的無形資產每年進行減值測試，並於出現有關跡象時進行減值測試。其他非財務資產在有跡象表明可能不能收回賬面值時進行減值測試。當資產或現金產生單位賬面值超過其可收回金額時，即存在減值，可收回金額按其公平值減出售費用和使用價值兩者中的較大者計算。公平值減出售費用按類似資產按公平原則進行具約束力的銷售交易所得的數據或可觀察市場價格減出售資產的增量成本。計算使用價值時，管理層需要估計資產或現金產生單位之預期未來現金流量，並選擇適合的貼現率以計算該等現金流量之現值。

##### 估計物業的公平值

公平值的最佳證據為在活躍的市場中類似租賃或交易的現行價格。在缺乏有關資料的情況下，本集團釐定合理範圍內的公平值估計金額。在作出判斷時，本集團會考慮參考獨立估值所得的公平市場價值資料。有關結論獲本集團於年度內委聘就本集團物業進行估值的獨立專業估價人支持。於二零一二年十二月三十一日，土地及樓宇以及投資物業的賬面值分別為358,731,000港元(二零一一年：338,893,000港元)及44,180,000港元(二零一一年：38,304,000港元)。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

#### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the media segment publishes and distributes newspapers, magazines and books to readers in Hong Kong, Canada, the United States of America, Europe and Australia, and sells the respective content of such publications in Hong Kong and Mainland China;
- (b) the trading segment trades photographic products; and
- (c) the others segment comprises the Group's Internet and information consultancy services, investment and property holding business together with corporate expense items.

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that finance costs are excluded from such measurement.

Segment assets exclude deferred tax assets and tax recoverable. Segment liabilities exclude finance lease and hire purchase contract payables, tax payable and deferred tax liabilities.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

#### 4. 經營分部資料

就管理而言，本集團根據產品及服務組織成業務單位，三個報告分部如下：

- (a) 媒體分類主要向香港、美加、歐洲和澳洲之讀者發行和分派報章、雜誌及書籍，及於香港及中國內地銷售上述刊物之相關內容；
- (b) 貿易分類主要是攝影器材貿易；及
- (c) 其他分類包括本集團之互聯網及資訊顧問服務、投資及物業持有業務與公司開支項目。

管理層分開監督各經營分部的業績，以決定如何分配資源及評估表現。分部表現根據報告分部溢利／（虧損）評估，而其以經調整除稅前溢利計量。經調整除稅前溢利的計量與本集團除稅前溢利互相一致，惟其計量並不包括融資成本。

分部資產不包括遞延稅項資產及可收回稅項。分部負債不包括融資租約及租購合約應付款項、應付稅項及遞延稅項負債。

分類業務相互間之銷售與轉讓會參考與第三方進行銷售當時之市場售價而釐定。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

### 4. 經營分部資料(續)

Year ended 31 December 2012 截至二零一二年十二月三十一日止年度		Media 媒體	Trading 貿易	Others 其他	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Segment revenue:</b>	分部收入：				
Sales to external customers	向外界客戶銷售	2,023,959	179,821	7,128	2,210,908
Intersegment sales	分部業務間之銷售	827	-	177,022	177,849
		2,024,786	179,821	184,150	2,388,757
Reconciliation:	對賬：				
Elimination of intersegment sales	分部業務間之銷售的對銷				(177,849)
Revenue	收入				2,210,908
<b>Segment results</b>	分部業績	145,505	8,197	(17,322)	136,380
Reconciliation:	對賬：				
Finance costs	融資成本				(598)
Profit before tax	除稅前溢利				135,782
<b>Segment assets</b>	分部資產	1,714,999	137,916	548,154	2,401,069
Reconciliation:	對賬：				
Corporate and unallocated assets	公司和未分類資產				23,122
Total assets	資產總值				2,424,191
<b>Segment liabilities</b>	分部負債	293,611	2,862	68,734	365,207
Reconciliation:	對賬：				
Corporate and unallocated liabilities	公司和未分類負債				107,911
Total liabilities	負債總值				473,118
<b>Other segment information:</b>	其他分部資料：				
Share of profits and losses of:	應佔下列公司溢利及虧損：				
Jointly-controlled entities	共同控制公司	46,875	-	(1,961)	44,914
An associate	一間聯營公司	-	-	(5,792)	(5,792)
Impairment losses recognised in the income statement	收益表中確認的減值虧損	5,362	-	10,668	16,030
Depreciation and amortisation	折舊及攤銷	73,092	388	9,770	83,250
Bank interest income	銀行利息收入	3,006	513	1,543	5,062
Investments in jointly-controlled entities	於共同控制公司之投資	123,479	-	19,287	142,766
Capital expenditure*	資本開支*	81,374	12	6,065	87,451

\* Capital expenditure consists of additions to property, plant and equipment, intangible assets and investment properties.

\* 資本開支包括添置物業、廠房及設備、無形資產，以及投資物業。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

### 4. 經營分部資料(續)

Year ended 31 December 2011 截至二零一一年十二月三十一日止年度		Media 媒體	Trading 貿易	Others 其他	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Segment revenue:</b>	<b>分部收入：</b>				
Sales to external customers	向外界客戶銷售	2,053,778	330,296	6,829	2,390,903
Intersegment sales	分部業務間之銷售	2,135	–	164,042	166,177
		2,055,913	330,296	170,871	2,557,080
Reconciliation:	對賬：				
Elimination of intersegment sales	分部業務間之銷售的對銷				(166,177)
Revenue	收入				2,390,903
<b>Segment results</b>	<b>分部業績</b>	181,296	10,222	(52,507)	139,011
Reconciliation:	對賬：				
Finance costs	融資成本				(537)
Profit before tax	除稅前溢利				138,474
<b>Segment assets</b>	<b>分部資產</b>	1,786,776	130,558	464,409	2,381,743
Reconciliation:	對賬：				
Corporate and unallocated assets	公司和未分類資產				18,929
Total assets	資產總值				2,400,672
<b>Segment liabilities</b>	<b>分部負債</b>	316,453	7,362	61,162	384,977
Reconciliation:	對賬：				
Corporate and unallocated liabilities	公司和未分類負債				107,160
Total liabilities	負債總值				492,137
<b>Other segment information:</b>	<b>其他分部資料：</b>				
Share of profits and losses of:	應佔下列公司溢利及虧損：				
Jointly-controlled entities	共同控制公司	27,033	–	(1,219)	25,814
An associate	一間聯營公司	–	–	(24,801)	(24,801)
Impairment losses recognised in the income statement	收益表中確認的減值虧損	12,268	–	9,666	21,934
Depreciation and amortisation	折舊及攤銷	68,122	406	12,967	81,495
Bank interest income	銀行利息收入	3,468	283	675	4,426
Investments in jointly-controlled entities	於共同控制公司之投資	120,537	–	17,665	138,202
Investment in an associate	於一間聯營公司之投資	–	–	42,267	42,267
Capital expenditure	資本開支	170,559	75	6,216	176,850

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

#### Geographical information

##### (a) Revenue from external customers

		2012 二零一二年	2011 二零一一年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Hong Kong and Mainland China (country of domicile)	香港及中國(居住國)	<b>1,686,576</b>	1,845,823
North America	北美	<b>417,200</b>	426,008
Australia, New Zealand and Europe	澳洲、新西蘭及歐洲	<b>107,132</b>	119,072
		<b>2,210,908</b>	2,390,903

The revenue information above is based on the locations of the customers.

上述收入資料以客戶所處區域為準。

##### (b) Non-current assets

		2012 二零一二年	2011 二零一一年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Hong Kong and Mainland China (country of domicile)	香港及中國(居住國)	<b>767,976</b>	807,761
North America	北美	<b>277,776</b>	274,899
Australia, New Zealand and Europe	澳洲、新西蘭及歐洲	<b>2,902</b>	3,370
		<b>1,048,654</b>	1,086,030

The non-current asset information above is based on the locations of the assets and excludes deferred tax assets.

上述非流動資產資料以資產所處區域為準，且並不包括遞延稅項資產。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net advertising income, after trade discounts; circulation income, after allowances for returns; net invoiced value of goods sold, after allowances for returns and trade discounts; gross rental income received and receivable and the value of services rendered during the year.

An analysis of revenue, other income and gains is as follows:

### 5. 收入、其他收入及收益

收入(亦為本集團之營業額)包括年內廣告收入淨額(已扣除貿易折扣)、發行收入(已扣除退貨撥備)、已售貨物發票淨值(已扣除退貨及貿易折扣)、已收及應收租金收入總額以及已提供服務之價值。

收入、其他收入及收益之分析如下：

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
<b>Revenue</b>	<b>收入</b>		
Advertising income	廣告收入	1,599,760	1,597,013
Circulation income	發行收入	289,631	313,282
Radio broadcasting advertising income	電台廣播廣告收入	21,481	22,027
Sales of photographic products	銷售攝影器材產品	179,341	329,892
Gross rental income	租金收入總額	4,585	4,357
Content sales and news service income	內容銷售及新聞服務收入	31,774	30,438
Others	其他	84,336	93,894
		<b>2,210,908</b>	<b>2,390,903</b>
<b>Other income</b>	<b>其他收入</b>		
Bank interest income	銀行利息收入	5,062	4,426
Investment income	投資收入	3,105	631
Dividend income from listed equity investments	來自上市股本投資之股息收入	1,988	1,859
Dividend income from an unlisted available-for-sale investment	來自一項非上市可供出售投資之股息收入	78	2,893
Others	其他	12,420	13,286
		<b>22,653</b>	<b>23,095</b>
<b>Other gains/(losses)</b>	<b>其他收益/(虧損)</b>		
Fair value gains/(losses), net on:	公平值收益/(虧損)之淨額：		
Financial assets at fair value through profit or loss	按公平值記入損益賬之財務資產	2,565	(17,684)
Derivative financial instruments – transactions not qualifying as hedges	衍生金融工具 – 不符合對沖資格之交易	1,274	(1,320)
Investment properties	投資物業	5,170	1,643
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益	56	431
Exchange gains, net	匯兌收益，淨額	4,144	7,552
		<b>13,209</b>	<b>(9,378)</b>
Other income and gains	其他收入及收益	<b>35,862</b>	<b>13,717</b>

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 6. FINANCE COSTS

### 6. 融資成本

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Interest on bank loans and overdrafts wholly repayable within five years	須於五年內悉數償還之 銀行貸款及透支利息	488	401
Interest on finance leases	融資租賃利息	110	136
		<b>598</b>	537

### 7. PROFIT BEFORE TAX

### 7. 除稅前溢利

The Group's profit before tax is arrived at after charging/(crediting):

本集團之除稅前溢利已扣除/(計入):

		Notes 附註	2012 二零一二年	2011 二零一一年
			HK\$'000 千港元	HK\$'000 千港元
Cost of inventories sold	已出售存貨成本		700,821	831,140
Depreciation	折舊	14	82,124	80,370
Revaluation surplus on land and buildings*	土地及樓宇重估盈餘*		-	(1,528)
Changes in fair values of investment properties	投資物業公平值變動	15	(5,170)	(1,643)
Impairment loss on an available-for-sale investment*	一項可供出售投資 減值虧損*	21	10,668	9,000
Amortisation of intangible assets*	無形資產攤銷*	17	1,126	1,125
Auditors' remuneration:	核數師酬金:			
Current year	本年度		5,177	4,962
Underprovision in prior years	過往年度撥備不足		451	192
			<b>5,628</b>	5,154
Minimum leases payments under operating leases:	根據經營租賃而支付 之最低租賃款項:			
Land and buildings	土地及樓宇		41,534	38,987
Other equipment	其他設備		273	520
			<b>41,807</b>	39,507

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 7. PROFIT BEFORE TAX (continued)

The Group's profit before tax is arrived at after charging/(crediting): (continued)

### 7. 除稅前溢利(續)

本集團之除稅前溢利已扣除/(計入): (續)

	Notes 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Employee benefits expense (including directors' remuneration (note 8)):	僱員福利開支(包括董事酬金(附註8)):		
Wages, salaries, allowances and benefits in kind	工資、薪酬、津貼及實物福利	654,705	628,479
Equity-settled share option expense	股權結算購股權開支	33	614
Retirement benefits schemes contributions	退休福利計劃供款	27,351	25,649
Less: Forfeited contributions	減: 沒收之供款	-	-
Net retirement benefits schemes contributions**	退休福利計劃供款淨額**	27,351	25,649
		<b>682,318</b>	654,742
Gross rental income	租金收入總額	(4,585)	(4,357)
Less: direct outgoings	減: 直接開支	3,298	3,380
Net rental income	租金收入淨額	(1,287)	(977)
Impairment of trade receivables	應收賬款減值	24	4,828

\* The revaluation surplus on land and buildings, impairment loss on an available-for-sale investment and the amortisation of intangible assets for the year are included in "Other expenses" in the consolidated income statement.

\*\* At 31 December 2012, there were no forfeited contributions available to the Group to reduce its contributions to retirement benefits schemes in future years (2011: Nil).

\* 年內土地及樓宇重估盈餘、可供出售投資減值虧損及無形資產攤銷計入綜合收益表內「其他開支」內。

\*\* 於二零一二年十二月三十一日，並無可供本集團於扣減未來年度退休福利計劃供款之沒收供款額(二零一一年: 無)。



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and Section 161 of the Hong Kong Companies Ordinance, is as follows:

### 8. 董事酬金

根據香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例第161條披露之年內董事酬金如下：

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Fees	袍金	720	836
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	33,546	32,305
Discretionary bonuses	酌情花紅	3,462	1,685
Employee share option benefits	僱員購股權福利	-	-
Retirement benefits scheme contributions	退休福利計劃供款	176	72
		<b>37,184</b>	34,062
		<b>37,904</b>	34,898

#### (a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

#### (a) 獨立非執行董事

年內向獨立非執行董事支付之袍金如下：

		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Ms. Ho Chiu King, Pansy Catilina	何超瓊女士	150	150
Mr. King Richard Yun Zing	金元成先生	180	180
Mr. Lee Cho Jat	李祖澤先生	150	150
Mr. Tung Chee Chen	董建成先生	120	120
		<b>600</b>	600

There were no other emoluments payable to the independent non-executive directors during the year (2011: Nil).

年內，概無向獨立非執行董事支付其他酬金(二零一一年：無)。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 8. DIRECTORS' REMUNERATION (continued)

### 8. 董事酬金 (續)

#### (b) Executive directors and non-executive directors

#### (b) 執行董事及非執行董事

		Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Employee share option benefits	Retirement benefits contributions	Total remuneration
		袍金	薪金、津貼及實物福利	酌情花紅	僱員購股權福利	退休福利計劃供款	酬金總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>2012</b>	<b>二零一二年</b>						
Executive directors:	執行董事：						
Mr. Ho Tsu Kwok, Charles	何柱國先生	-	9,834	414	-	14	10,262
Ms. Judy Inn	邢珠迪女士	-	2,627	110	-	14	2,751
Mr. Jia Hongping	賈紅平先生	-	1,615	2,000	-	92	3,707
Mr. Lai Ting Yiu	黎廷瑤先生	-	3,186	152	-	14	3,352
Mr. Lau Chung Man, Louis	劉仲文先生	-	2,733	115	-	14	2,862
Mr. Lo Wing Hung	盧永雄先生	-	8,743	368	-	14	9,125
Mrs. Sy Wong Chor Fong	施黃楚芳女士	-	2,404	202	-	-	2,606
Mr. Yang Yiu Chong, Ronald Jeffrey	楊耀宗先生	-	2,404	101	-	14	2,519
		-	33,546	3,462	-	176	37,184
Non-executive director:	非執行董事：						
Mr. Ho Kent Ching Tak	何正德先生	120	-	-	-	-	120
		120	33,546	3,462	-	176	37,304
<b>2011</b>	<b>二零一一年</b>						
Executive directors:	執行董事：						
Mr. Ho Tsu Kwok, Charles	何柱國先生	-	9,479	398	-	12	9,889
Ms. Judy Inn	邢珠迪女士	-	2,532	106	-	12	2,650
Mr. Jia Hongping	賈紅平先生	-	1,506	53	-	-	1,559
Mr. Lai Ting Yiu	黎廷瑤先生	-	3,093	177	-	12	3,282
Mr. Lau Chung Man, Louis	劉仲文先生	-	2,634	111	-	12	2,757
Mr. Lo Wing Hung	盧永雄先生	-	8,427	354	-	12	8,793
Mrs. Sy Wong Chor Fong	施黃楚芳女士	-	2,317	389	-	-	2,706
Mr. Yang Yiu Chong, Ronald Jeffrey	楊耀宗先生	-	2,317	97	-	12	2,426
		-	32,305	1,685	-	72	34,062
Non-executive directors:	非執行董事：						
Mr. Ho Kent Ching Tak	何正德先生	120	-	-	-	-	120
Mr. Leung Chun Ying	梁振英先生	116	-	-	-	-	116
		236	32,305	1,685	-	72	34,298

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2011: Nil).

年內概無董事放棄或同意放棄任何酬金之安排(二零一一年：無)。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three directors (2011: three directors), details of whose remuneration are set out in note 8 above, and two (2011: two) non-director employees. Details of the remuneration of the remaining two non-director, highest paid employees (2011: two non-director, highest paid employees) are as follows:

		<b>Group</b> 本集團	
		<b>2012</b> 二零一二年	2011 二零一一年
		<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	<b>13,330</b>	12,713
Discretionary bonuses	酌情花紅	<b>862</b>	858
Employee share option benefits	僱員購股權福利	-	222
Retirement benefits scheme contributions	退休福利計劃供款	<b>28</b>	24
		<b>14,220</b>	13,817

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

		<b>Number of employees</b> 僱員人數	
		<b>2012</b> 二零一二年	2011 二零一一年
HK\$6,500,001 to HK\$7,000,000	6,500,001港元至7,000,000港元	-	2
HK\$7,000,001 to HK\$7,500,000	7,000,001港元至7,500,000港元	<b>2</b>	-
		<b>2</b>	2

### 9. 最高薪酬的五位僱員

年內最高薪酬的五位僱員包括三位董事(二零一一年:三位董事),其酬金詳情載於以上附註8;及兩位(二零一一年:兩位)非董事僱員。餘下兩名非董事最高薪酬的僱員(二零一一年:兩名非董事最高薪酬的僱員)之酬金詳情如下:

酬金屬以下類別之非董事最高薪酬的僱員人數如下:

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 10. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2011: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates.

### 10. 所得稅

香港利得稅乃按年內於香港產生之估計應課稅溢利以16.5% (二零一一年：16.5%) 稅率撥備。於其他地區之應課稅溢利之稅項乃按本集團有業務經營之國家之現行稅率計算。

		2012 二零一二年	2011 二零一一年
		<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元
Group	本集團		
Current:	即期：		
Charge for the year:	年內支出：		
The People's Republic of China:	中華人民共和國：		
Hong Kong	香港	<b>18,949</b>	6,278
Elsewhere	其他地區	<b>217</b>	6
Elsewhere	其他地區	<b>3,845</b>	7,493
Overprovision in prior years	過往年度超額撥備	<b>(8,720)</b>	(13,115)
Deferred (note 31)	遞延(附註31)	<b>1,376</b>	(815)
Total tax expense/(credit) for the year	年內稅務開支/(抵免)總額	<b>15,667</b>	(153)

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 10. INCOME TAX (continued)

A reconciliation of the tax expense/(credit) applicable to profit/(loss) before tax at the statutory rates for the countries/jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax charge/(credit) at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

### 10. 所得稅(續)

按本公司及其大部份附屬公司所在國家／司法管轄區之法定稅率計算之適用於除稅前溢利／(虧損)之稅項開支／(抵免)，與實際稅率計算之稅項開支／(抵免)之對賬，以及適用稅率(即法定稅率)與實際稅率之對賬如下：

		Hong Kong		Mainland China		North America		Australia, New Zealand and Europe 澳洲、新西蘭 及歐洲		Total	
		香港		中國內地		北美				總計	
		HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
		千港元		千港元		千港元		千港元		千港元	
<b>Group - 2012</b>	<b>本集團 - 二零一二年</b>										
Profit/(loss) before tax	除稅前溢利／(虧損)	117,615		(21,066)		44,225		(4,992)		135,782	
Tax at the statutory tax rate	按法定稅率計算之稅項	19,406	16.5	(5,270)	25.0	13,585	30.7	(609)	12.2	27,112	19.9
Adjustments in respect of current tax of previous periods	以往期間之當期稅項調整	(7,534)	(6.4)	-	-	(1,186)	(2.7)	-	-	(8,720)	(6.4)
Profits and losses attributable to jointly-controlled entities and an associate	共同控制公司及一間聯營公司應佔損益	93	0.1	4,153	(19.7)	(14,531)	(32.8)	-	-	(10,285)	(7.6)
Income not subject to tax	毋須納稅之收入	(2,121)	(1.8)	(402)	1.9	(284)	(0.6)	(307)	6.2	(3,114)	(2.3)
Expenses not deductible for tax	不可扣稅之開支	2,473	2.1	1,735	(8.2)	3,025	6.8	3,992	(80.0)	11,225	8.2
Tax losses utilised from previous periods	運用以往期間之稅務虧損	(4,260)	(3.6)	-	-	-	-	-	-	(4,260)	(3.1)
Tax losses not recognised	並無確認之稅務虧損	4,174	3.5	-	-	-	-	-	-	4,174	3.1
Temporary differences not recognised	並無確認之臨時性差額	(557)	(0.5)	-	-	92	0.2	-	-	(465)	(0.3)
Tax charge/(credit) at the Group's effective rate	按本集團實際稅率計算之稅項開支／(抵免)	11,674	9.9	216	(1.0)	701	1.6	3,076	(61.6)	15,667	11.5

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 10. INCOME TAX (continued)

### 10. 所得稅(續)

		Hong Kong		Mainland China		North America		Australia, New Zealand and Europe and Europe 澳洲、新西蘭 及歐洲		Total	
		香港		中國內地		北美				總計	
		HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
		千港元		千港元		千港元		千港元		千港元	
Group - 2011	本集團—二零一一年										
Profit/(loss) before tax	除稅前溢利/(虧損)	137,060		(30,621)		28,849		3,186		138,474	
Tax at the statutory tax rate	按法定稅率計算之稅項	22,615	16.5	(7,657)	25.0	9,387	32.5	1,611	50.6	25,956	18.7
Adjustments in respect of current tax of previous periods	以往期間之當期稅項調整	(5,919)	(4.3)	(96)	0.3	(7,108)	(24.6)	8	0.2	(13,115)	(9.5)
Profits and losses attributable to jointly-controlled entities and an associate	共同控制公司及一間聯營公司應佔損益	-	-	6,505	(21.2)	(8,785)	(30.4)	-	-	(2,280)	(1.6)
Income not subject to tax	毋須納稅之收入	(3,934)	(2.9)	(2,309)	7.5	(427)	(1.5)	(156)	(4.9)	(6,826)	(4.9)
Expenses not deductible for tax	不可扣稅之開支	4,588	3.3	3,466	(11.3)	1,354	4.7	1,753	55.0	11,161	8.1
Tax losses utilised from previous periods	運用以往期間之稅務虧損	(24,393)	(17.8)	-	-	-	-	-	-	(24,393)	(17.6)
Tax losses not recognised	並無確認之稅務虧損	7,480	5.5	-	-	-	-	-	-	7,480	5.4
Temporary differences not recognised	並無確認之臨時性差額	1,770	1.3	-	-	94	0.3	-	-	1,864	1.3
Tax charge/(credit) at the Group's effective rate	按本集團實際稅率計算之稅項開支/(抵免)	2,207	1.6	(91)	0.3	(5,485)	(19.0)	3,216	100.9	(153)	(0.1)

The share of tax attributable to jointly-controlled entities and an associate amounting to HK\$13,317,000 (2011: HK\$10,140,000) is included in "Share of profits and losses of jointly-controlled entities and an associate" on the face of the consolidated income statement.

共同控制公司及一間聯營公司應佔稅項為13,317,000港元(二零一一年:10,140,000港元),已計入綜合收益表內「應佔共同控制公司及一間聯營公司溢利及虧損」內。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

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

The consolidated profit attributable to owners of the Company for the year includes a loss of HK\$5,524,000 (2011: HK\$4,359,000) which has been dealt with in the financial statements of the Company (note 34(b)).

### 12. DIVIDENDS

Interim – HK3.5 cents (2011: HK4.5 cents) per ordinary share

Proposed final – HK4.0 cents (2011: HK5.0 cents) per ordinary share

中期－每股普通股3.5港仙  
(二零一一年：4.5港仙)

擬派末期股息－每股普通股4.0港仙  
(二零一一年：5.0港仙)

	2012 二零一二年	2011 二零一一年
	HK\$'000 千港元	HK\$'000 千港元

	29,307	39,118
--	--------	--------

	33,509	41,864
--	--------	--------

	<b>62,816</b>	80,982
--	---------------	--------

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

### 13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares in issue during the year.

The calculation of diluted earnings per share for the year is based on the profit for the year attributable to ordinary equity holders of the Company, as used in the basic earnings per share calculation. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

### 11. 本公司擁有人應佔溢利

本公司擁有人應佔年內綜合溢利包括已於本公司財務報表(附註34(b))處理之虧損5,524,000港元(二零一一年：4,359,000港元)。

### 12. 股息

本年度之擬派末期股息須經本公司股東於應屆股東週年大會上批准，方可作實。

### 13. 本公司普通股權持有人應佔每股溢利

每股基本溢利乃按年內本公司普通股權持有人應佔溢利及年內已發行普通股之加權平均數計算。

每股攤薄溢利乃按用於計算每股基本溢利之年內本公司普通股權持有人應佔溢利計算。計算時所用之普通股加權平均數為計算每股基本溢利所用之年內已發行之普通股數目，以及假設普通股加權平均數於所有具攤薄潛力之普通股被視作獲行使或兌換成普通股時已以無償形式發行。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (continued)

The calculations of the basic and diluted earnings per share are based on:

### 13. 本公司普通股權持有人應佔每股溢利(續)

每股基本及攤薄溢利乃按下列基準計算：

		2012 二零一二年	2011 二零一一年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
<b>Earnings</b>	<b>溢利</b>		
Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculation	本公司普通權益持有人應佔溢利用作計算每股基本溢利	<b>120,229</b>	138,668
		<b>Number of shares</b> 股份數目	
		2012 二零一二年	2011 二零一一年
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	年內已發行普通股加權平均數用作計算每股基本溢利	<b>840,169,588</b>	869,859,034
Effect of dilution – weighted average number of ordinary shares:	攤薄影響 – 普通股加權平均數：		
Share options	購股權	<b>8,347,424</b>	19,140,081
		<b>848,517,012</b>	888,999,115



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 14. PROPERTY, PLANT AND EQUIPMENT

### 14. 物業、廠房及設備

Group

本集團

		Land and buildings	Construction in progress	Plant and machinery	Leasehold improve- ments 租賃 物業裝修	Furniture, fixtures, equipment and others 傢俬、裝置、 設備及其他	Motor vehicles 汽車	Total
		土地及樓宇	在建工程	廠房及機器	租賃 物業裝修	傢俬、裝置、 設備及其他	汽車	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>31 December 2012</b>	<b>二零一二年十二月三十一日</b>							
Cost or valuation:	成本值或估值：							
At 1 January 2012	於二零一二年一月一日	338,893	-	600,200	77,442	206,607	7,602	1,230,744
Additions	添置	-	24,254	11,349	2,915	16,151	953	55,622
Disposals	出售	-	-	(1,442)	(3,057)	(13,530)	(1,460)	(19,489)
Surplus on revaluation	重估盈餘	19,508	-	-	-	-	-	19,508
Exchange realignment	匯兌調整	330	-	-	16	443	48	837
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>	<b>358,731</b>	<b>24,254</b>	<b>610,107</b>	<b>77,316</b>	<b>209,671</b>	<b>7,143</b>	<b>1,287,222</b>
Analysis of cost or valuation:	成本值或估值分析：							
At cost	按成本值	-	24,254	610,107	77,316	209,671	7,143	928,491
At 31 December 2012	於二零一二年十二月三十一日							
professional valuation	之專業估值	358,731	-	-	-	-	-	358,731
		358,731	24,254	610,107	77,316	209,671	7,143	1,287,222
Accumulated depreciation:	累計折舊：							
At 1 January 2012	於二零一二年一月一日	-	-	237,068	55,052	174,719	3,066	469,905
Provided during the year	年內撥備	9,794	-	49,142	9,126	12,184	1,878	82,124
Disposals	出售	-	-	(1,091)	(3,057)	(10,786)	(1,424)	(16,358)
Write-back on revaluation	重估撥回	(9,794)	-	-	-	-	-	(9,794)
Exchange realignment	匯兌調整	-	-	-	10	353	36	399
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>	<b>-</b>	<b>-</b>	<b>285,119</b>	<b>61,131</b>	<b>176,470</b>	<b>3,556</b>	<b>526,276</b>
Net book value:	賬面淨值：							
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>	<b>358,731</b>	<b>24,254</b>	<b>324,988</b>	<b>16,185</b>	<b>33,201</b>	<b>3,587</b>	<b>760,946</b>

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 14. PROPERTY, PLANT AND EQUIPMENT (continued)

### 14. 物業、廠房及設備 (續)

Group (continued)

本集團 (續)

		Land and buildings	Plant and machinery	Leasehold improve- ments	Furniture, fixtures, equipment and others	Motor vehicles	Total
		土地及樓宇	廠房及機器	租賃 物業裝修	傢俬、裝置、 設備及其他	汽車	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>31 December 2011</b>	<b>二零一一年十二月三十一日</b>						
Cost or valuation:	成本值或估值：						
At 1 January 2011	於二零一一年一月一日	333,593	476,434	67,546	200,804	8,031	1,086,408
Additions	添置	-	125,825	9,832	16,627	2,813	155,097
Disposals	出售	-	(2,059)	-	(11,582)	(3,405)	(17,046)
Surplus on revaluation	重估盈餘	3,782	-	-	-	-	3,782
Exchange realignment	匯兌調整	1,518	-	64	758	163	2,503
At 31 December 2011	於二零一一年十二月三十一日	338,893	600,200	77,442	206,607	7,602	1,230,744
Analysis of cost or valuation:	成本值或估值分析：						
At cost	按成本值	-	600,200	77,442	206,607	7,602	891,851
At 31 December 2011 professional valuation	於二零一一年十二月三十一日 之專業估值	338,893	-	-	-	-	338,893
		338,893	600,200	77,442	206,607	7,602	1,230,744
Accumulated depreciation:	累計折舊：						
At 1 January 2011	於二零一一年一月一日	-	194,968	43,665	166,783	2,300	407,716
Provided during the year	年內撥備	9,690	44,159	11,334	13,182	2,005	80,370
Disposals	出售	-	(2,059)	-	(5,860)	(1,340)	(9,259)
Write-back on revaluation	重估撥回	(9,690)	-	-	-	-	(9,690)
Exchange realignment	匯兌調整	-	-	53	614	101	768
At 31 December 2011	於二零一一年十二月三十一日	-	237,068	55,052	174,719	3,066	469,905
Net book value:	賬面淨值：						
At 31 December 2011	於二零一一年十二月三十一日	338,893	363,132	22,390	31,888	4,536	760,839

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 14. PROPERTY, PLANT AND EQUIPMENT (continued)

### 14. 物業、廠房及設備(續)

#### Company

#### 本公司

		Land and building 土地及 樓宇	Leasehold improvements 租賃物業 裝修	Furniture, fixtures and equipment 傢俬、裝置 及設備	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>31 December 2012</b>	<b>二零一二年十二月三十一日</b>				
Cost or valuation:	成本值或估值：				
At 1 January 2012	於二零一二年一月一日	3,600	1,581	334	5,515
Surplus on revaluation	重估盈餘	220	-	-	220
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>	<b>3,820</b>	<b>1,581</b>	<b>334</b>	<b>5,735</b>
Analysis of cost or valuation:	成本值或估值分析：				
At cost	按成本值	-	1,581	334	1,915
At 31 December 2012 professional valuation	於二零一二年十二月三十一日 之專業估值	3,820	-	-	3,820
		3,820	1,581	334	5,735
Accumulated depreciation:	累計折舊：				
At 1 January 2012	於二零一二年一月一日	-	1,581	334	1,915
Provided during the year	年內撥備	71	-	-	71
Write-back on revaluation	重估撥回	(71)	-	-	(71)
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>	<b>-</b>	<b>1,581</b>	<b>334</b>	<b>1,915</b>
Net book value:	賬面淨值：				
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>	<b>3,820</b>	<b>-</b>	<b>-</b>	<b>3,820</b>

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 14. PROPERTY, PLANT AND EQUIPMENT (continued)

### 14. 物業、廠房及設備 (續)

Company (continued)

本公司 (續)

		Land and building 土地及 樓宇	Leasehold improvements 租賃物業 裝修	Furniture, fixtures and equipment 傢俬、裝置 及設備	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>31 December 2011</b>	<b>二零一一年十二月三十一日</b>				
Cost or valuation:	成本值或估值：				
At 1 January 2011	於二零一一年一月一日	3,400	1,581	334	5,315
Surplus on revaluation	重估盈餘	200	-	-	200
At 31 December 2011	於二零一一年十二月三十一日	3,600	1,581	334	5,515
Analysis of cost or valuation:	成本值或估值分析：				
At cost	按成本值	-	1,581	334	1,915
At 31 December 2011 professional valuation	於二零一一年十二月三十一日 之專業估值	3,600	-	-	3,600
		3,600	1,581	334	5,515
Accumulated depreciation:	累計折舊：				
At 1 January 2011	於二零一一年一月一日	-	1,581	334	1,915
Provided during the year	年內撥備	67	-	-	67
Write-back on revaluation	重估撥回	(67)	-	-	(67)
At 31 December 2011	於二零一一年十二月三十一日	-	1,581	334	1,915
Net book value:	賬面淨值：				
At 31 December 2011	於二零一一年十二月三十一日	3,600	-	-	3,600

The net book value of the Group's property, plant and equipment held under finance leases and hire purchase contracts included in the total amounts of furniture, fixtures, equipment and others at 31 December 2012 amounted to HK\$3,912,000 (2011: HK\$3,281,000).

本集團根據融資租約及租購合約持有之物業、廠房及設備計入於二零一二年十二月三十一日傢俬、裝置、設備及其他之賬面淨值為3,912,000港元(二零一一年：3,281,000港元)。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 14. PROPERTY, PLANT AND EQUIPMENT (continued)

The land and buildings of the Group included above are held under the following lease terms:

### 14. 物業、廠房及設備(續)

上述本集團之土地及樓宇按下列租賃年期持有：

		Mainland			Total 合計
		Hong Kong 香港	China 中國內地	Elsewhere 其他地區	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>31 December 2012</b>	<b>二零一二年十二月三十一日</b>				
At valuation:	按估值：				
Freehold	永久業權	–	–	102,893	102,893
Long term leases	長期租賃	25,650	24,652	–	50,302
Medium term leases	中期租賃	175,900	29,636	–	205,536
		201,550	54,288	102,893	358,731
<b>31 December 2011</b>	<b>二零一一年十二月三十一日</b>				
At valuation:	按估值：				
Freehold	永久業權	–	–	97,081	97,081
Long term leases	長期租賃	17,030	21,632	–	38,662
Medium term leases	中期租賃	177,750	25,400	–	203,150
		194,780	47,032	97,081	338,893

The Company's land and building is situated in Mainland China and is held under a long term lease.

本公司之土地及樓宇位於中國內地，並以長期租賃持有。

All of the Group's and the Company's land and buildings were revalued individually at the end of the reporting period by Chung, Chan & Associates, independent professionally qualified valuers, at aggregate values of HK\$358,731,000 and HK\$3,820,000 (2011: HK\$338,893,000 and HK\$3,600,000), respectively, on an open market value, existing state basis.

本集團與本公司之所有土地及樓宇已經分別於報告期末由獨立專業合資格估值師衡量行按公開市值及現況個別地估值為合共358,731,000港元及3,820,000港元(二零一一年：338,893,000港元及3,600,000港元)。

Revaluation surplus of HK\$29,302,000 (2011: HK\$11,944,000) resulting from the revaluations on the Group's land and buildings has been credited to other comprehensive income during the year. In prior year, revaluation surplus of HK\$1,528,000 resulting from the revaluations on the Group's land and buildings had been credited to the income statement (note 7). A revaluation surplus of HK\$291,000 (2011: HK\$267,000) resulting from the revaluation on the Company's land and building has been credited to the Company's other comprehensive income (note 34(b)) during the year.

於本年度內，由本集團土地及樓宇之重估產生之重估盈餘29,302,000港元(二零一一年：11,944,000港元)已計入其他全面收益。於去年，由本集團土地及樓宇之重估產生之重估盈餘1,528,000港元已計入收益表(附註7)。於本年度內，由本公司土地及樓宇重估產生之重估盈餘291,000港元(二零一一年：267,000港元)已計入本公司之其他全面收益(附註34(b))。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 15. INVESTMENT PROPERTIES

### 15. 投資物業

		<b>Group</b> 本集團	
		2012 二零一二年	2011 二零一一年
		<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元
Carrying amount at 1 January	於一月一日之賬面值	<b>38,304</b>	37,246
Net gain from fair value adjustments (note 7)	公平值調整收益淨額(附註7)	<b>5,170</b>	1,643
Exchange realignment	匯兌調整	<b>706</b>	(585)
Carrying amount at 31 December	於十二月三十一日之賬面值	<b>44,180</b>	38,304

The Group's investment properties are held under the following lease terms:

本集團之投資物業按下列租賃年期持有：

		<b>Hong Kong</b> 香港	<b>Elsewhere</b> 其他地區	<b>Total</b> 合計
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
At valuation:	按估值：			
Freehold	永久業權	-	31,550	31,550
Long term leases	長期租賃	12,630	-	12,630
		12,630	31,550	44,180

The Group's investment properties were revalued on 31 December 2012 by Chung, Chan & Associates, independent professionally qualified valuers, at an aggregate value of HK\$44,180,000, on an open market value, existing state basis.

本集團之投資物業已經於二零一二年十二月三十一日由獨立專業合資格估值師衡量行按公開市值及現況估值為總值44,180,000港元。

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 39(a) to the financial statements.

根據經營租約租予第三方之投資物業之進一步主要詳情載於財務報表附註39(a)。

Further particulars of the Group's investment properties are included on pages 174 to 175.

本集團之投資物業之進一步詳情載於第174至175頁。

### 16. GOODWILL

### 16. 商譽

		<b>Group</b> 本集團	
		2012 二零一二年	2011 二零一一年
		<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元
Cost and net carrying amount: At 1 January and at 31 December	成本及賬面淨值： 於一月一日及於十二月三十一日	<b>857</b>	857

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 17. OTHER INTANGIBLE ASSETS

### 17. 其他無形資產

Group		本集團		Total 合計
		With finite useful lives 有限 可使用年期	With indefinite useful life 無限 可使用年期	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>31 December 2012</b>	<b>二零一二年十二月三十一日</b>			
Cost:	成本值：			
At 1 January 2012 and 31 December 2012	於二零一二年一月一日及 二零一二年十二月三十一日	22,404	100	22,504
Accumulated amortisation:	累計攤銷：			
At 1 January 2012	於二零一二年一月一日	10,792	-	10,792
Amortisation provided during the year	年內攤銷撥備	1,126	-	1,126
At 31 December 2012	於二零一二年十二月三十一日	11,918	-	11,918
Net book value:	賬面淨值：			
At 31 December 2012	於二零一二年十二月三十一日	10,486	100	10,586
<b>31 December 2011</b>	<b>二零一一年十二月三十一日</b>			
Cost:	成本值：			
At 1 January 2011 and 31 December 2011	於二零一一年一月一日及 二零一一年十二月三十一日	22,404	100	22,504
Accumulated amortisation:	累計攤銷：			
At 1 January 2011	於二零一一年一月一日	9,667	-	9,667
Amortisation provided during the year	年內攤銷撥備	1,125	-	1,125
At 31 December 2011	於二零一一年十二月三十一日	10,792	-	10,792
Net book value:	賬面淨值：			
At 31 December 2011	於二零一一年十二月三十一日	11,612	100	11,712

As at 31 December 2012, intangible assets with finite useful lives represented purchased data library, copyrights, trademarks and domain names. Intangible asset with an indefinite useful life represents a motor vehicle registration mark.

於二零一二年十二月三十一日，有限可使用年期之無形資產指所購入之資料庫、版權、商標及域名。無限可使用年期之無形資產指汽車登記號碼。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 18. INVESTMENTS IN SUBSIDIARIES

### 18. 於附屬公司之投資

		Company 本公司	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本值	110,150	110,150
Less: Impairment	減：減值	(105,150)	(105,150)
		5,000	5,000
Due from subsidiaries	應收附屬公司款項	989,971	1,102,391
Less: Impairment of amounts due from subsidiaries	減：應收附屬公司款項減值	(751)	(751)
		989,220	1,101,640
Due to subsidiaries	應付附屬公司款項	(43,994)	(38,762)
		950,226	1,067,878

The amounts due from/to subsidiaries are unsecured, interest-free and have no fixed terms of repayment. In the opinion of the directors, these advances are considered as quasi-equity loans to the subsidiaries.

At the end of the reporting period, an impairment loss has been made for an unlisted investment in a subsidiary with a carrying amount of HK\$105,150,000 (before deducting the impairment loss) (2011: HK\$105,150,000) because the subsidiary has been loss-making for some time. There was no movement in impairment of investment cost and impairment of amounts due from subsidiaries during the current year.

Particulars of the principal subsidiaries are set out in note 45 to the financial statements.

應收／應付附屬公司之款項屬無抵押、免息及無固定還款期。董事認為，該等墊款視為給予附屬公司之準股權貸款。

於報告期末，賬面值105,150,000港元（於扣除減值虧損前）（二零一一年：105,150,000港元）之非上市附屬公司投資已經確認減值虧損，因該附屬公司已虧損一段時間。於本年度內，投資成本減值及應收附屬公司款項減值並無變動。

主要附屬公司詳情載於財務報表附註45內。



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 19. INVESTMENTS IN JOINTLY-CONTROLLED ENTITIES

### 19. 於共同控制公司之投資

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Share of net assets	應佔資產淨值	122,346	122,248
Due from jointly-controlled entities	應收共同控制公司款項	39,536	75,156
Less: Impairment of amounts due from jointly-controlled entities	減：應收共同控制公司款項減值	(19,116)	(59,202)
		<b>142,766</b>	138,202

The amounts due from jointly-controlled entities are unsecured, interest-free and have no fixed terms of repayment.

應收共同控制公司款項為無抵押、免息及無固定還款期。

At the end of the reporting period, impairment losses have been made for certain amounts due from jointly-controlled entities with an aggregate carrying value of HK\$19,116,000 (before deducting the impairment loss) (2011: HK\$59,202,000) because the jointly-controlled entities have been loss-making for some time.

於報告期末，若干賬面值合共19,116,000港元（於扣除減值虧損前）（二零一一年：59,202,000港元）的應收共同控制公司款項已確認減值虧損，原因為共同控制公司已虧損一段時間。

The movements in the provision for impairment of amounts due from jointly-controlled entities are as follows:

應收共同控制公司款項減值準備的變動如下：

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
At 1 January	於一月一日	59,202	87,130
Impairment losses made	已作出減值虧損	2,767	7,440
Written off	撇銷	(42,853)	(35,368)
At 31 December	於十二月三十一日	<b>19,116</b>	59,202

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 19. INVESTMENTS IN JOINTLY-CONTROLLED ENTITIES (continued)

Particulars of the Group's principal jointly-controlled entities, all of which are held indirectly by the Company, are as follows:

### 19. 於共同控制公司之投資(續)

本公司間接持有之本集團主要共同控制公司之詳情如下：

Name 名稱	Place of incorporation/ registration 註冊成立/ 登記地點	Nominal value of issued shares/ registered capital 已發行股份面值/ 註冊資本	Percentage of ownership interest attributable to the Group 本集團 應佔所有權權益百分比		Principal activities 主要業務
			2012 二零一二年	2011 二零一一年	
大華圖書報刊銷售(北京) 有限責任公司#	People's Republic of China ("PRC") 中華人民共和國 (「中國」)	RMB30,000,000 registered capital 人民幣30,000,000元 註冊資本	<b>49</b>	49	Distribution of print-media publications in Mainland China 發行中國內地 平面媒體印刷品
北京大華弘景期刊發行 有限責任公司#	PRC 中國	RMB4,080,000 registered capital 人民幣4,080,000元 註冊資本	<b>24.98</b>	24.98	Distribution of print-media publications in Mainland China 發行中國內地 平面媒體印刷品
廣州如茶文化傳播 有限公司#	PRC 中國	RMB2,040,800 registered capital 人民幣2,040,800元 註冊資本	<b>12.74</b>	12.74	Distribution of print-media publications in Mainland China 發行中國內地 平面媒體印刷品
北京經華智業教育科技 有限公司# *	PRC 中國	RMB15,400,000 registered capital 人民幣15,400,000元 註冊資本	<b>70</b>	70	Provision of on-line and off-line corporate and vocational training and related services 提供網上和 非網上企業 與職業培訓 及相關服務

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 19. INVESTMENTS IN JOINTLY-CONTROLLED ENTITIES (continued)

### 19. 於共同控制公司之投資(續)

Name 名稱	Place of incorporation/ registration 註冊成立/ 登記地點	Nominal value of issued shares/ registered capital 已發行股份面值/ 註冊資本	Percentage of ownership interest attributable to the Group 本集團 應佔所有權權益百分比		Principal activities 主要業務
			2012 二零一二年	2011 二零一一年	
Sing Tao Daily Limited	Canada 加拿大	CA\$10,000 Class A common shares 10,000加元 類別A普通股	25	25	Newspaper publishing 報章發行
Sing Tao Newspapers (Canada 1988) Limited	Canada 加拿大	CA\$2,021,871 Series 1 common shares CA\$15,780,809 Series 2 common shares 2,021,871加元 第1類普通股 15,780,809加元 第2類普通股	50	50	Newspaper publishing 報章發行

The above table lists the jointly-controlled entities of the Group which, in the opinion of the directors, principally affected the Group's share of profits and losses in jointly-controlled entities for the year. To give details of all the Group's jointly-controlled entities would, in the opinion of the directors, result in particulars of excessive length.

# Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

\* The joint venture agreement relating to the establishment of 北京經華智業教育科技有限公司 stipulates that all resolutions of its board of directors must be approved by two-thirds of its members. As the Group is only entitled to appoint three members out of five members of the board of directors, the joint venture has been accounted for as a jointly-controlled entity.

董事認為上表列出之本集團共同控制公司，主要影響本集團本年度所佔共同控制公司之溢利及虧損。董事認為詳細交待本集團所有共同控制公司之詳情會令篇幅過於冗長。

# 並非由香港安永會計師事務所或其他國際安永會計師事務所成員審核

\* 有關成立北京經華智業教育科技有限公司之合營協議訂明其董事會的全部決議案必須獲三分之二董事會成員的批准。鑑於本集團僅有權於該合營企業五名董事會成員中委任其中三名成員，該合營企業已入賬列作共同控制公司。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 19. INVESTMENTS IN JOINTLY-CONTROLLED ENTITIES (continued)

The following table illustrates the summarised financial information of the Group's jointly-controlled entities:

### 19. 於共同控制公司之投資(續)

本集團之共同控制公司之財務資料概述分析如下：

		2012 二零一二年	2011 二零一一年
		<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元
Share of the jointly-controlled entities' assets and liabilities:	分佔共同控制公司之資產及負債：		
Current assets	流動資產	<b>221,951</b>	213,774
Non-current assets	非流動資產	<b>54,507</b>	67,198
Current liabilities	流動負債	<b>(149,395)</b>	(157,933)
Non-current liabilities	非流動負債	<b>(4,717)</b>	(791)
Net assets	資產淨值	<b>122,346</b>	122,248
Share of the jointly-controlled entities' results:	分佔共同控制公司之業績：		
Revenue	收入	<b>398,833</b>	406,567
Other income	其他收入	<b>32,707</b>	1,779
Total expenses	總開支	<b>431,540</b>	408,346
Tax	稅項	<b>(13,317)</b>	(10,140)
Profit after tax	除稅後溢利	<b>44,914</b>	25,814

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 20. INVESTMENT IN AN ASSOCIATE

### 20. 於一間聯營公司之投資

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Share of net assets	應佔資產淨值	-	7,125
Due from an associate	應收一間聯營公司款項	-	35,142
		-	42,267

The amount due from an associate was unsecured, interest-free and had no fixed terms of repayment. During the year, the investment in the associate was disposed of together with the amount due from the associate to an independent third party, resulting in a loss on disposal of approximately HK\$6,433,000.

應收一間聯營公司之款項為無抵押、免息及並無固定還款期。於本年度內，本集團出售於該聯營公司之投資及應收該聯營公司款項予獨立第三方，導致出現出售虧損約6,433,000港元。

Particulars of the associate, which was held indirectly by the Company, were as follows:

本公司間接持有之一間聯營公司之詳情如下：

Name 名稱	Place of incorporation 註冊成立地點	Registered capital 註冊資本	Percentage of ownership interest attributable to the Group 本集團應佔 所有權權益百分比		Principal activity 主要業務
			2012 二零一二年	2011 二零一一年	
北京新華電廣影視技術有限公司("XAV") (「新華電廣」) #*	PRC 中國	RMB13,000,000 人民幣13,000,000元	-	28.95	Property development 物業發展

# Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

# 並非由香港安永會計師事務所或其他國際安永會計師事務所成員審核

\* The Articles of Association of XAV stipulate that all resolutions of its board of directors must be approved by two-thirds of its members. The Group was only entitled to appoint one out of three directors in the board of directors of XAV. Accordingly, XAV had been accounted for as an associate of the Group.

\* 新華電廣的公司章程細則規定，有關其董事會的全部決議案必須獲三分之二董事會成員的批准。本集團僅有權於新華電廣三名董事會成員中委任其中一名成員。因此，新華電廣已入賬列作本集團的一間聯營公司。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 20. INVESTMENT IN AN ASSOCIATE (continued)

The following table sets out the summarised financial information of the Group's associate extracted from the financial statements of the associate:

		2012 二零一二年	2011 二零一一年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Assets	資產	-	768,400
Liabilities	負債	-	(742,494)
Revenue	收入	-	-
Loss	虧損	-	(85,666)

### 20. 於一間聯營公司之投資(續)

本集團之聯營公司之財務資料摘自該聯營公司之財務報表，其概述如下：

### 21. AVAILABLE-FOR-SALE INVESTMENTS

		2012 二零一二年	2011 二零一一年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Investment securities:	投資證券：		
Overseas listed equity securities, at fair value	於海外之上市股本證券， 按公平值	47	47
Unlisted equity securities, at cost	非上市股本證券，按成本值	22,556	37,178
Unlisted debt securities, at fair value	非上市債務證券，按公平值	7,444	7,334
		<b>30,047</b>	44,559

### 21. 可供出售投資

During the year, the gross fair value gain in respect of the Group's available-for-sale investments recognised in other comprehensive income amounted to HK\$110,000 (2011: HK\$1,017,000). In addition, an impairment loss of HK\$10,668,000 (2011: HK\$9,000,000) was directly charged to the income statement for the year.

於本年度內，本集團在其他全面收益中確認之可供出售投資之公平值收益總額為110,000港元(二零一一年：1,017,000港元)。此外，減值虧損10,668,000港元(二零一一年：9,000,000港元)已直接於本年度的收益表扣除。

The above investments consist of investments in equity securities which are designated as available-for-sale financial assets and have no fixed maturity date or coupon rate.

上述投資包括界定為可供出售財務資產且無固定到期日或票息率之股本證券投資。

The fair values of listed equity investments are based on quoted market prices, and the fair values of unlisted debt securities are based on recent transaction prices.

上市股本投資之公平值按所報市價釐定，而非上市債務證券之公平值則按近日交易價釐定。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 21. AVAILABLE-FOR-SALE INVESTMENTS (continued)

The Group's investment in unlisted equity securities includes an interest in the Class A issued share capital of Wang Strategic Capital Partners (I) Limited ("Wang"), which exceeds 20% of the nominal value of Wang's issued shares of that class at 31 December 2012. The Group has no control nor significant influence over the financial and operating policies of Wang. Wang is incorporated in the Cayman Islands.

The Group's unlisted equity securities with an aggregate carrying amount of HK\$22,556,000 (2011: HK\$37,178,000) as at 31 December 2012 are stated at cost less impairment because their fair values could not be reliably measured as at the end of the reporting period. The directors of the Company consider that the fair value cannot be measured reliably.

### 22. DEPOSIT FOR AN INVESTMENT

During the year ended 31 December 2009, the Group paid an amount to Wang as a further investment, which is subject to completion of the statutory registration process as at 31 December 2012. In the opinion of the directors, the investment is intended to be held for a long term purpose and the deposit was classified as a non-current asset in the consolidated statement of financial position as at 31 December 2012. Subsequent to the end of the reporting period on 6 March 2013, the Group received the refund of the deposit from Wang.

### 23. INVENTORIES

### 21. 可供出售投資(續)

於二零一二年十二月三十一日，本集團的非上市股本證券包括Wang Strategic Capital Partners (I) Limited (「Wang」)類別A已發行股本的權益，其超過Wang該類已發行股份面值之20%。本集團對Wang的財務和經營政策並無控制權或重大影響。Wang於開曼群島註冊成立。

本集團於二零一二年十二月三十一日賬面值合共為22,556,000港元(二零一一年：37,178,000港元)之非上市股本證券以成本減去減值列值，原因為其公平值於報告期末不能可靠地計量。本公司董事認為公平值不能可靠地計量。

### 22. 投資訂金

於截至二零零九年十二月三十一日止年度，本集團向Wang支付款項作為進一步投資，於二零一二年十二月三十一日，仍有待完成有關法定登記程序。董事認為，有關投資擬長期持有，因此，於二零一二年十二月三十一日，訂金在綜合財務狀況表內分類為非流動資產。於報告期末後，於二零一三年三月六日，本集團收到Wang退回訂金。

### 23. 存貨

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Raw materials	原材料	87,761	87,189
Finished goods	製成品	1,506	1,759
Inventories held for resale	持作轉售之存貨	5,772	9,047
		<b>95,039</b>	<b>97,995</b>

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 24. TRADE RECEIVABLES

### 24. 應收賬款

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Trade receivables	應收賬款	544,397	574,435
Impairment	減值	<b>(13,383)</b>	(12,904)
		<b>531,014</b>	561,531

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally for a period of one month, extending up to three months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

除了新客戶一般須提前付款外，本集團與其客戶之貿易主要採取記賬形式進行，信貸期一般為一個月，主要客戶可延長至三個月。各客戶均設有最高信貸額。本集團對其尚未清償應收賬款維持嚴格控制，並設有信貸監控部門以儘量減低信貸風險。高級管理層經常檢討逾期未付之結餘。考慮到上述各項及本集團之應收賬款乃與大量多元化客戶有關，故並無信貸風險集中之情況。本集團並無就其應收賬款持有任何抵押品或其他信用提升物。應收賬款為免息。



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 24. TRADE RECEIVABLES (continued)

An aged analysis of trade receivables as at the end of the reporting period, based on the payment due date, is as follows:

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Current to 30 days	即期至30天	376,204	392,366
31 to 60 days	31至60天	66,859	75,336
61 to 90 days	61至90天	41,016	37,196
91 to 120 days	91至120天	19,224	25,626
Over 120 days	超過120天	41,094	43,911
		<b>544,397</b>	574,435

The movements in the provision for impairment of trade receivables are as follows:

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
At 1 January	於一月一日	12,904	16,087
Impairment losses recognised (note 7)	已確認減值虧損(附註7)	2,595	4,828
Amounts written off as uncollectible	不能收回而撇銷的金額	(2,174)	(8,017)
Exchange realignment	匯兌調整	58	6
At 31 December	於十二月三十一日	<b>13,383</b>	12,904

The individually impaired trade receivables with an aggregate carrying amount before provision of HK\$13,383,000 (2011: HK\$12,904,000) relate to customers that were in financial difficulties or were in default of payments and the receivables are not expected to be recoverable.

### 24. 應收賬款(續)

於報告期末，應收賬款根據款項到期日之賬齡分析載列如下：

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Current to 30 days	即期至30天	376,204	392,366
31 to 60 days	31至60天	66,859	75,336
61 to 90 days	61至90天	41,016	37,196
91 to 120 days	91至120天	19,224	25,626
Over 120 days	超過120天	41,094	43,911
		<b>544,397</b>	574,435

應收賬款減值撥備的變動如下：

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
At 1 January	於一月一日	12,904	16,087
Impairment losses recognised (note 7)	已確認減值虧損(附註7)	2,595	4,828
Amounts written off as uncollectible	不能收回而撇銷的金額	(2,174)	(8,017)
Exchange realignment	匯兌調整	58	6
At 31 December	於十二月三十一日	<b>13,383</b>	12,904

個別減值的應收賬款總賬面值(未扣除準備前)13,383,000港元(二零一一年：12,904,000港元)乃有關有財政困難或欠繳款項的客戶，預期該等應收款項不可收回。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 24. TRADE RECEIVABLES (continued)

An aged analysis of the trade receivables that are not considered to be impaired is as follows:

### 24. 應收賬款(續)

認為並無減值的應收賬款的賬齡分析如下：

		<b>Group</b> 本集團	
		<b>2012</b> 二零一二年	2011 二零一一年
		<b>HK\$'000</b> 千港元	HK\$'000 千港元
Current to 30 days	即期至30天	<b>376,204</b>	392,366
31 to 60 days	31至60天	<b>66,859</b>	75,048
61 to 90 days	61至90天	<b>40,844</b>	36,376
91 to 120 days	91至120天	<b>17,324</b>	23,948
Over 120 days	超過120天	<b>29,783</b>	33,793
		<b>531,014</b>	561,531

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

既無逾期亦無減值的應收款項與為數眾多的多元化客戶相關，彼等並無近期欠繳記錄。

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

逾期但並無減值的應收款項乃有關若干獨立客戶，彼等與本集團交易的記錄良好。根據以往經驗，本公司董事認為，該等結餘無須計提減值撥備，因有關信用質素並無重大改變，且仍然認為可全數收回有關結餘。

As at 31 December 2011, included in the Group's trade receivables was an amount due from an associate of HK\$11,193,000, which was repayable on similar credit terms to those offered to the major customers of the Group.

於二零一一年十二月三十一日，計入本集團應收賬款包括應收一間聯營公司款項11,193,000港元。該款項之信貸期與本集團之主要客戶相近。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 25. 預付款項、按金及其他應收款項

		Group 本集團		Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Prepayments	預付款項	13,419	13,013	1,017	655
Deposits and other receivables	按金及其他應收款項	32,737	34,852	757	798
		<b>46,156</b>	47,865	<b>1,774</b>	1,453

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

上述資產既無逾期亦無減值。上述結餘所包括的財務資產乃有關最近並無欠繳記錄的應收款項。

### 26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 26. 按公平值記入損益賬之財務資產

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Listed equity securities, at market value:	上市股本證券，按市值：		
Hong Kong	香港	29,792	16,459
Elsewhere	其他地方	1,272	1,225
Unlisted debt securities, at fair value	非上市債務證券，按公平值	24,959	30,630
Exchange rate-linked deposit, at fair value	匯率掛鉤存款，按公平值	12,400	—
		<b>68,423</b>	48,314

The above investments at 31 December 2011 and 2012 were classified as held for trading and were, upon initial recognition, designated by the Group as financial assets at fair value through profit or loss. The fair values for the above unlisted debt securities and exchange rate-linked deposit as at 31 December 2012 were determined based on the quoted prices from investment banks.

於二零一一年及二零一二年十二月三十一日，上述投資分類為持作買賣用途，於初始確認時，本集團將其指定為按公平值記入損益賬之財務資產。於二零一二年十二月三十一日，上述非上市債務證券及匯率掛鉤存款之公平值按投資銀行所報價格而釐定。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 27. CASH AND CASH EQUIVALENTS

### 27. 現金及現金等值項目

		Group 本集團		Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	348,687	368,821	5,832	1,011
Non-pledged time deposits	無抵押定期存款	263,096	171,187	-	-
Cash and cash equivalents	現金及現金等值項目	611,783	540,008	5,832	1,011

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$109,652,000 (2011: HK\$62,255,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and deposits are deposited with creditworthy banks with no recent history of default.

於報告期末，本集團以人民幣（「人民幣」）為單位之現金及銀行結餘為109,652,000港元（二零一一年：62,255,000港元）。人民幣並不可自由兌換為其他貨幣，然而，根據中國大陸之外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准可透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

存於銀行之現金按每日銀行存款利率之浮息計息。短期定期存款按本集團之即時現金所需，定存一日至三個月不等，並按各自之短期定期存款利率賺取利息。銀行結餘及存款乃存放於信譽良好的銀行，其並無近期失責記錄。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 28. TRADE AND BILLS PAYABLES

An aged analysis of trade and bills payables as at the end of the reporting period, based on the payment due date, is as follows:

		<b>Group</b> <b>本集團</b>	
		<b>2012</b> 二零一二年	2011 二零一一年
		<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元
Current to 30 days	即期至30天	<b>99,588</b>	105,597
31 to 60 days	31至60天	<b>5,041</b>	18,304
61 to 90 days	61至90天	<b>1,893</b>	1,580
91 to 120 days	91至120天	<b>2,456</b>	2,904
Over 120 days	超過120天	<b>3,816</b>	6,535
		<b>112,794</b>	134,920

The trade payables are non-interest-bearing and are normally settled on 60-day terms.

### 29. OTHER PAYABLES AND ACCRUALS

Other payables are non-interest-bearing and have an average payment term of three months.

### 28. 應付賬款及票據

於報告期末，應付賬款及票據根據款項到期日之賬齡分析載列如下：

		<b>Group</b> <b>本集團</b>	
		<b>2012</b> 二零一二年	2011 二零一一年
		<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元
Current to 30 days	即期至30天	<b>99,588</b>	105,597
31 to 60 days	31至60天	<b>5,041</b>	18,304
61 to 90 days	61至90天	<b>1,893</b>	1,580
91 to 120 days	91至120天	<b>2,456</b>	2,904
Over 120 days	超過120天	<b>3,816</b>	6,535
		<b>112,794</b>	134,920

應付款項並不計息且一般須於60日償還。

### 29. 其他應付款項及應計款項

其他應付款項並不計息，平均付款期為三個月。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 30. FINANCE LEASE AND HIRE PURCHASE CONTRACT PAYABLES

The Group leases certain of its furniture, fixtures and equipment for its media business. These leases are classified as finance leases and have remaining lease terms ranging from one to six years.

At 31 December 2012, the total future minimum lease payments under finance leases and their present values were as follows:

### 30. 融資租約及租購合約應付款項

本集團租賃其媒體業務之若干傢俬、裝置及設備。該等租約屬融資租約，餘下之租期為一至六年不等。

於二零一二年十二月三十一日，根據融資租約之未來最低總租金及其現值如下：

Group	Minimum lease payments	Minimum lease payments	Present value of minimum lease payments	Present value of minimum lease payments	
本集團	最低租金	最低租金	最低租金之現值	最低租金之現值	
	2012	2011	2012	2011	
	二零一二年	二零一一年	二零一二年	二零一一年	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	
Amounts repayable:	應償還款項：				
Within one year	一年內	970	1,196	862	1,121
In the second year	第二年	870	827	796	793
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)	2,269	1,912	2,179	1,890
After five years	五年後	155	-	155	-
Total minimum finance lease payments	最低融資租金總額	4,264	3,935	3,992	3,804
Future finance charges	未來融資費用	(272)	(131)		
Total net finance lease payables	融資租約應付款項總淨額	3,992	3,804		
Portion classified as current liabilities	歸類為流動負債之部份	(862)	(1,121)		
Non-current portion	非流動部份	3,130	2,683		

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 30. FINANCE LEASE AND HIRE PURCHASE CONTRACT PAYABLES (continued)

Other information:

		2012 二零一二年		2011 二零一一年			
		Effective interest rate (%) 實際利率(%)	Maturity 到期	Effective interest rate (%) 實際利率(%)	Maturity 到期		
		HK\$'000 千港元		HK\$'000 千港元			
Current	即期	0-18	2013	862	0-18	2012	1,121
Non-current	非即期	0-18	2018	3,130	0-18	2016	2,683
				<b>3,992</b>			<b>3,804</b>

All finance lease payables are denominated in Hong Kong dollars and bear interest at fixed interest rates. The carrying amounts of the Group's current borrowings approximate to their fair values. The carrying amounts and the fair values of the Group's non-current borrowings are as follows:

### 30. 融資租約及租購合約應付款項(續)

其他資料：

所有融資租約應付款項乃以港元計值，並按固定利率計息。本集團之即期借款之賬面值，與其公平值相若。本集團之非即期借款之賬面值及其公平值如下：

		Carrying amounts 賬面值		Fair values 公平值	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Finance lease payables	融資租約應付款項	<b>3,130</b>	2,683	<b>2,690</b>	2,431

The fair value of finance lease payables has been calculated by discounting the expected future cash flows at the prevailing interest rates.

融資租約應付款項之公平值根據當時利率貼現預期未來現金流量計算。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 31. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

#### Deferred tax liabilities

#### Group

### 31. 遞延稅項

年內遞延稅項負債及資產之變動如下：

#### 遞延稅項負債

#### 本集團

		Depreciation allowance in excess of related depreciation	Fair value adjustments arising from acquisition of an additional interest in a jointly- controlled entity	Revaluation of properties	Recognition of tax losses	Total
		超過相關 折舊之 折舊免稅額	收購共同 控制公司 額外權益 而出現的 公平值調整	重估物業	稅項虧損 之確認	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2011	於二零一一年一月一日	42,754	4,864	30,048	(40,027)	37,639
Deferred tax charged/(credited) to the income statement during the year (note 10)	年內於收益表內 扣除/(計入)之 遞延稅項(附註10)	15,736	-	(849)	(14,431)	456
Deferred tax charged to asset revaluation reserve during the year	年內於資產重估 儲備中扣除之 遞延稅項	-	-	2,788	-	2,788
Exchange realignment	匯兌調整	2	-	-	-	2
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日	58,492	4,864	31,987	(54,458)	40,885
Deferred tax charged/(credited) to the income statement during the year (note 10)	年內於收益表內 扣除/(計入)之 遞延稅項(附註10)	(3,822)	-	(565)	4,056	(331)
Deferred tax charged to asset revaluation reserve during the year	年內於資產重估 儲備中扣除之 遞延稅項	-	-	7,746	-	7,746
Exchange realignment	匯兌調整	2	-	-	-	2
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>	<b>54,672</b>	<b>4,864</b>	<b>39,168</b>	<b>(50,402)</b>	<b>48,302</b>



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 31. DEFERRED TAX (continued)

#### Deferred tax assets

#### Group

		Depreciation in excess of related depreciation allowance 超過相關 折舊免稅額 之折舊	Revaluation of properties 重估物業	Provisions 撥備	Recognition of tax losses 稅項虧損 之確認	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2011	於二零一一年一月一日	685	-	3,597	7,558	11,840
Deferred tax credited/(charged) to the income statement during the year (note 10)	年內於收益表內 計入/(扣除)之 遞延稅項(附註10)	(679)	-	2,307	(357)	1,271
Deferred tax charged to asset revaluation reserve during the year	年內於資產重估 儲備中扣除之 遞延稅項	-	(92)	-	-	(92)
Exchange realignment	匯兌調整	-	-	13	(5)	8
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日	6	(92)	5,917	7,196	13,027
Deferred tax credited/(charged) to the income statement during the year (note 10)	年內於收益表內 計入/(扣除)之 遞延稅項(附註10)	(6)	-	1,030	(2,731)	(1,707)
Deferred tax credited to asset revaluation reserve during the year	年內於資產重估 儲備中計入之 遞延稅項	-	92	-	-	92
Exchange realignment	匯兌調整	-	-	41	41	82
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>	<b>-</b>	<b>-</b>	<b>6,988</b>	<b>4,506</b>	<b>11,494</b>

### 31. 遞延稅項(續)

#### 遞延稅項資產

#### 本集團

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 31. DEFERRED TAX (continued)

#### Deferred tax assets (continued)

At the end of the reporting period, the Group had tax losses arising in Hong Kong of approximately HK\$874,544,000 (2011: approximately HK\$899,931,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets in respect of tax losses of approximately HK\$541,768,000 (2011: approximately HK\$536,138,000) have not been recognised as they have arisen in certain subsidiaries that have been loss-making for some time and in the opinion of the directors, it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

At 31 December 2012, there was no significant unrecognised deferred tax liability (2011: Nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries or jointly-controlled entities.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

### 32. SHARE CAPITAL

#### Shares

		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Authorised:	法定股本：		
2,354,256,546 ordinary shares of HK\$0.2 each	2,354,256,546股普通股 每股面值0.2港元	<b>470,851</b>	470,851
1,291,486,908 5% redeemable cumulative convertible preference shares of HK\$0.1 each	1,291,486,908股每股面值0.1港元 之5%累積可贖回可轉換優先股	<b>129,149</b>	129,149
		<b>600,000</b>	600,000
Issued and fully paid:	已發行及繳足股本：		
837,330,517 (2011: 869,030,517) ordinary shares of HK\$0.2 each	837,330,517股 (二零一一年：869,030,517股) 普通股每股面值0.2港元	<b>167,466</b>	173,806

### 31. 遞延稅項(續)

#### 遞延稅項資產(續)

於報告期末，本集團有來自香港之稅項虧損約874,544,000港元(二零一一年：約899,931,000港元)可無限期用於抵銷產生此等虧損之公司之未來應計稅溢利。由於此等虧損乃來自若干錄得虧損已有一段時間之公司，而且董事認為其不太可能產生用於抵銷可抵扣稅務虧損的應稅利潤，故並無就稅務虧損約541,768,000港元(二零一一年：約536,138,000港元)確認遞延稅項資產。

於二零一二年十二月三十一日，並無就本集團若干附屬公司或共同控制公司之未匯繳盈利的應付稅項之重大未確認遞延稅項負債(二零一一年：無)。

本公司向其股東支付股息並未對所得稅構成影響。

### 32. 股本

#### 股份

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 32. SHARE CAPITAL (continued)

#### Shares (continued)

During the year, movements in the Company's issued ordinary share capital are as follows:

		Number of ordinary shares in issue	Issued ordinary share capital	Share premium account	Total
	Notes 附註	已發行 普通股數目	已發行 普通股股本	股份 溢價賬	總計
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2011	於二零一一年一月一日	870,112,537	174,023	25,421	199,444
Repurchase of shares	購回股份	(2,784,000)	(557)	(4,566)	(5,123)
Exercise of share options	行使購股權	1,701,980	340	1,937	2,277
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日及 二零一二年一月一日	869,030,517	173,806	22,792	196,598
Repurchase of shares	購回股份 (a)	(32,000,000)	(6,400)	(22,865)	(29,265)
Exercise of share options	行使購股權 (b)	300,000	60	215	275
At 31 December 2012	於二零一二年十二月三十一日	837,330,517	167,466	142	167,608

Notes:

- (a) During the year, the Company repurchased a total of 32,000,000 of its own shares through the Stock Exchange for an aggregate consideration of approximately HK\$35,200,000. The price per share paid by the Company for the purchase of shares during the year was HK\$1.1.

All the repurchased shares were cancelled by the Company upon such repurchase and, accordingly, the issued share capital of the Company was reduced by the nominal value of these shares. The premium payable on the repurchase was charged against the share premium account and the contributed surplus.

The directors considered that, as the Company's shares are trading at a discount to the expected net asset value per share, the repurchase of shares would be beneficial to the Company.

### 32. 股本(續)

#### 股份(續)

年內，本公司已發行普通股股本之變動如下：

	Number of ordinary shares in issue	Issued ordinary share capital	Share premium account	Total
	已發行 普通股數目	已發行 普通股股本	股份 溢價賬	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元

At 1 January 2011	於二零一一年一月一日	870,112,537	174,023	25,421	199,444
Repurchase of shares	購回股份	(2,784,000)	(557)	(4,566)	(5,123)
Exercise of share options	行使購股權	1,701,980	340	1,937	2,277
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日及 二零一二年一月一日	869,030,517	173,806	22,792	196,598
Repurchase of shares	購回股份 (a)	(32,000,000)	(6,400)	(22,865)	(29,265)
Exercise of share options	行使購股權 (b)	300,000	60	215	275
At 31 December 2012	於二零一二年十二月三十一日	837,330,517	167,466	142	167,608

附註：

- (a) 於本年度內，本公司在聯交所購回其本身股份合共32,000,000股，總代價約為35,200,000港元。本公司在本年度內支付購回的股份每股價格為1.1港元。

本公司購回股份後註銷所有被購回的股份，本公司之已發行股本因此按該等股份之面值而削減。購回股份應付之溢價在股份溢價賬及繳入盈餘中扣除。

董事認為，由於本公司之股份以每股預期資產淨值之折讓價買賣，故購回股份對本公司有利。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 32. SHARE CAPITAL (continued)

#### Shares (continued)

Notes: (continued)

- (b) During the year, the subscription rights attaching to 300,000 share options were exercised at the subscription prices of HK\$0.564 and HK\$1.16 per share (note 33), resulting in the issue of 300,000 shares of HK\$0.2 each for a total cash consideration, before expenses, of HK\$229,000. An amount of HK\$46,000 was transferred from the share option reserve to the share premium account upon the exercise of the share options.

#### Share options

Details of the Company's share option schemes and the share options granted under the schemes are included in note 33 to the financial statements.

### 33. SHARE OPTION SCHEMES

#### (1) Share Option Scheme adopted on 14 June 1996 (the "1996 Scheme")

The 1996 Scheme was adopted by the Company on 14 June 1996 for the purpose of providing incentives and rewards to eligible persons including the employees and directors of the Company or any of its subsidiaries. The exercise period of the share options granted under the 1996 Scheme is determinable by the directors, and commences after a certain holding period and ends on the tenth anniversary of the date of grant of the share options.

As at 1 January 2012, there were 200,000 share options outstanding under the 1996 Scheme. During the year, no share option was granted under the 1996 Scheme. A total of 200,000 outstanding share options previously granted under the 1996 Scheme at an exercise price of HK\$0.564 per share were exercised, resulting in the issue of 200,000 new ordinary shares for a total consideration, before expenses, of HK\$113,000, which was received by the Company.

As at 31 December 2012, there were no share options outstanding under the 1996 Scheme. The last exercise period of the share options granted under the 1996 Scheme ended on 21 March 2012.

In compliance with the amended Chapter 17 of the Listing Rules, on 28 May 2002, the 1996 Scheme was terminated and a new share option scheme was adopted.

### 32. 股本(續)

#### 股份(續)

附註:(續)

- (b) 於本年度內，賦予認購權之購股權300,000股已被行使，行使價分別為每股0.564港元及1.16港元(附註33)，致使發行300,000股每股面值為0.2港元之股份，總現金代價在扣除開支前為229,000港元。在行使該等購股權後，金額46,000港元由購股權儲備轉撥至股份溢價賬。

#### 購股權

有關本公司購股權計劃及根據計劃授出購股權之詳情載於財務報表附註33。

### 33. 購股權計劃

#### (1) 於一九九六年六月十四日採納的購股權計劃(「一九九六年計劃」)

於一九九六年六月十四日，本公司採納一九九六年計劃，以向合資格人士(包括本公司或其任何附屬公司之僱員及董事)提供獎勵和回報。根據一九九六年計劃授出之購股權之行使期由董事釐定，行使期由某段持有期完結後起至購股權授出之日十週年屆滿止。

於二零一二年一月一日，根據一九九六年計劃授出而尚未行使之購股權為200,000股。於本年度內，並無根據一九九六年計劃授出購股權。先前根據一九九六年計劃授出而尚未行使之購股權合共200,000股(行使價為每股0.564港元)已獲行使，致使發行200,000股新普通股，本公司在扣除開支前收訖總代價113,000港元。

於二零一二年十二月三十一日，並無任何根據一九九六年計劃授出而尚未行使之購股權。根據一九九六年計劃授予的購股權的最後行使期已經於二零一二年三月二十一日結束。

根據上市規則第17章(經修訂)，於二零零二年五月二十八日，一九九六年計劃被終止，並採納新購股權計劃。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 33. SHARE OPTION SCHEMES (continued)

#### (2) Share Option Scheme adopted on 28 May 2002 (the "2002 Scheme")

The 2002 Scheme was adopted by the Company on 28 May 2002 and had a term of 10 years commencing from 28 May 2002, unless otherwise terminated in accordance with the terms of the 2002 Scheme.

Summary of the 2002 Scheme is set out below:

##### (a) Purpose

The 2002 Scheme seeks to recognise and acknowledge the contributions or potential contributions made or to be made by the participants to the Group, to motivate the participants to optimise their performance and efficiency for the benefit of the Group, and to maintain or attract business relationship with the participants whose contributions are or may be beneficial to the growth of the Group.

##### (b) Participants

The board of directors may at its absolute discretion invite anyone from the following classes of participants to take up options to subscribe for shares of the Company:

- (i) any part-time or full-time employee or officer of any member of the Group or of any associate;
- (ii) any director (executive or non-executive) of any member of the Group or of any associate; or
- (iii) any supplier, agent, customer, business associate, distributor, professional or other adviser of, or consultant or contractor to, any member of the Group.

### 33. 購股權計劃(續)

#### (2) 於二零零二年五月二十八日採納的購股權計劃(「二零零二年計劃」)

於二零零二年五月二十八日，本公司採納二零零二年計劃，由二零零二年五月二十八日起為期10年，除非另行根據二零零二年計劃的條款終止。

二零零二年計劃概述如下：

##### (a) 目的

二零零二年計劃目的為確認參與者為本集團所作出或將作出之貢獻或潛在貢獻，從而激勵參與者發揮潛能及提高效率以惠及本集團，並且維繫及促進與對本集團增長有所貢獻或可能有貢獻之參與者之業務關係。

##### (b) 參與者

董事會可全權酌情邀請下列參與者界別之任何人士購入購股權，以認購本公司股份：

- (i) 本集團成員公司或任何聯營公司之任何兼職或全職僱員或主管；
- (ii) 本集團成員公司或任何聯營公司之任何董事(執行或非執行)；或
- (iii) 本集團成員公司之任何供應商、代理、客戶、業務夥伴、分銷商、專業人士、諮詢人、顧問或承包商。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 33. SHARE OPTION SCHEMES (continued)

#### (2) Share Option Scheme adopted on 28 May 2002 (the "2002 Scheme") (continued)

##### (c) Total number of shares available for issue

The total number of shares which may be issued upon exercise of all options to be granted under the 2002 Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the shares in issue as at the date of approval of the 2002 Scheme (excluding options which have lapsed) (the "General Mandate").

The Company may, at any time, refresh the General Mandate by obtaining the approval of shareholders of the Company in a general meeting. The Company may also seek separate approval by its shareholders in a general meeting for granting options beyond the General Mandate or the refreshed limit provided that the options in excess of the limit are granted to participants specifically identified before such approval is sought.

The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2002 Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue.

##### (d) Maximum entitlement of each participant

Unless separately approved by shareholders in a general meeting in the manner as prescribed in the Listing Rules, the total number of shares issued and to be issued upon exercise of share options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares then in issue.

### 33. 購股權計劃(續)

#### (2) 於二零零二年五月二十八日採納的購股權計劃(「二零零二年計劃」)(續)

##### (c) 可供發行之股份總數

因行使根據二零零二年計劃及本公司任何其他購股權計劃授出之所有購股權(不包括已失效之購股權)而可予發行之股份總數,合共不得超過二零零二年計劃獲批准日期當日已發行股份之10%(「一般授權」)。

本公司可在任何時間在股東大會上取得本公司股東批准更新一般授權。本公司亦可在股東大會上另行取得其股東批准授出超過一般授權或更新限額之購股權,惟超過該限額之購股權僅授予在尋求該批准前特別指定之參與者。

因根據二零零二年計劃及本公司任何其他購股權計劃已授出而尚未行使及仍有待行使之所有購股權獲行使而可予發行之股份數目整體限額,不得超過已發行股份之30%。

##### (d) 各參與者最多可獲之股份

在任何十二個月期間各參與者因行使向彼等授出之購股權(包括已行使及尚未行使之購股權)而發行及將發行之股份總數,不得超過當時已發行股份之1%,惟根據上市規則規定獲股東於股東大會另行通過則除外。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 33. SHARE OPTION SCHEMES (continued)

#### (2) Share Option Scheme adopted on 28 May 2002 (the "2002 Scheme") (continued)

##### (e) Period within which the shares must be taken up

The period during which a share option may be exercised in accordance with the terms of the 2002 Scheme shall be the period set out in the relevant offer letter provided that such period expires no later than the tenth anniversary of the date on which it is granted.

##### (f) Basis of determining the exercise price

The exercise price shall be the highest of:

- (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant share options;
- (ii) the average of the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant of the relevant share options; and
- (iii) the nominal value of the Company's shares.

##### (g) Remaining life

The 2002 Scheme expired on 27 May 2012.

A resolution was passed by the shareholders of the Company in the annual general meeting held on 27 May 2005 to refresh the General Mandate limit to 10% of the number of the shares of the Company in issue as at 27 May 2005. Such refreshment of the General Mandate limit will enable the Company to grant options carrying the rights to subscribe for up to a total of 91,717,753 shares (adjusted due to consolidation of the Company's shares on 18 May 2006) of the Company under the 2002 Scheme and other scheme(s) of the Company, if any.

### 33. 購股權計劃(續)

#### (2) 於二零零二年五月二十八日採納的購股權計劃(「二零零二年計劃」)(續)

##### (e) 必須認購股份之期間

根據二零零二年計劃條款，可行使購股權之期間為有關建議函件所列明之期間，惟該等期間必須不遲於購股權授出日期後十週年屆滿。

##### (f) 行使價的釐定基準

行使價以下列較高者為準：

- (i) 授出有關購股權當日本公司股份在聯交所日報表所載的收市價；
- (ii) 緊接授出有關購股權日期前五個交易日本公司股份在聯交所日報表所載的平均收市價；及
- (iii) 本公司股份面值。

##### (g) 餘下期限

二零零二年計劃已於二零一二年五月二十七日屆滿。

於二零零五年五月二十七日舉行之股東週年大會上，本公司股東通過一項決議案，批准更新有關於二零零五年五月二十七日本公司已發行股份數目10%之一般授權上限。更新一般授權上限將使本公司能根據二零零二年計劃及本公司其他計劃(如有)授出賦予權利認購本公司股份合共最高達91,717,753股之購股權(因本公司股份於二零零六年五月十八日合併而予以調整)。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 33. SHARE OPTION SCHEMES (continued)

#### (2) Share Option Scheme adopted on 28 May 2002 (the "2002 Scheme") (continued)

At 1 January 2012, there were 31,560,520 share options outstanding under the 2002 Scheme. During the year, no share option was granted under the 2002 Scheme. A total of 100,000 outstanding share options previously granted under the 2002 Scheme at an exercise price of HK\$1.16 per share were exercised, resulting in the issue of 100,000 new ordinary shares for a total consideration, before expenses, of HK\$116,000, which was received by the Company.

As at 31 December 2012, there were 31,460,520 share options outstanding under the 2002 Scheme, with an exercise period from 3 May 2006 to 11 April 2020 and exercise prices ranging from HK\$0.73 to HK\$1.16 per share. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 31,460,520 (2011: 31,760,520) additional shares of HK\$0.2 each, which represented approximately 3.76% of the existing issued ordinary share capital of the Company at the end of the reporting period.

On 23 May 2012, the 2002 Scheme was terminated and a new share option scheme was adopted. Upon the termination of the 2002 Scheme, all outstanding share options previously granted under the 2002 Scheme will remain valid and exercisable in accordance with their terms of issue.

### 33. 購股權計劃(續)

#### (2) 於二零零二年五月二十八日採納的購股權計劃(「二零零二年計劃」)(續)

於二零一二年一月一日，根據二零零二年計劃授出而尚未行使之購股權為31,560,520股。於本年度內，並無根據二零零二年計劃授出購股權。先前根據二零零二年計劃授出而尚未行使之購股權合共100,000股(行使價為每股1.16港元)已獲行使，致使發行100,000股新普通股，本公司在扣除開支前收訖總代價116,000港元。

於二零一二年十二月三十一日，根據二零零二年計劃授出而尚未行使之購股權為31,460,520股，該等購股權之行使期由二零零六年五月三日起至二零二零年四月十一日止，行使價介乎每股0.73港元至1.16港元。悉數行使餘下之購股權時，將會致使本公司在現時之股本結構下發行每股面值0.2港元之額外股份31,460,520股(二零一一年：31,760,520股)，佔本公司於報告期末現有已發行普通股股本約3.76%。

於二零一二年五月二十三日，二零零二年計劃被終止，並採納新購股權計劃。於二零零二年計劃終止後，所有先前根據二零零二年計劃授予而尚未行使之購股權將繼續有效，並可根據其發行條款行使。



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 33. SHARE OPTION SCHEMES (continued)

#### (3) Share Option Scheme adopted on 23 May 2012 (the "2012 Scheme")

The 2012 Scheme was adopted by the Company on 23 May 2012 and has a term of 10 years commencing from 23 May 2012, unless otherwise terminated in accordance with the terms of the 2012 Scheme.

Summary of the 2012 Scheme is set out below:

##### (a) Purpose

The 2012 Scheme seeks to recognise and acknowledge the contributions or potential contributions made or to be made by the participants to the Group, to motivate the participants to optimise their performance and efficiency for the benefit of the Group, and to maintain or attract business relationship with the participants whose contributions are or may be beneficial to the growth of the Group.

##### (b) Participants

The board of directors may at its absolute discretion invite anyone from the following classes of participants to take up options to subscribe for shares of the Company:

- (i) any part-time or full-time employee or officer of any member of the Group or of any associate;
- (ii) any director (executive or non-executive) of any member of the Group or of any associate; or
- (iii) any supplier, agent, customer, business associate, distributor, professional or other adviser of, or consultant or contractor to, any member of the Group.

### 33. 購股權計劃(續)

#### (3) 於二零一二年五月二十三日採納的購股權計劃(「二零一二年計劃」)

於二零一二年五月二十三日，本公司採納二零一二年計劃，由二零一二年五月二十三日起為期10年，除非另行根據二零一二年計劃的條款終止。

二零一二年計劃概述如下：

##### (a) 目的

二零一二年計劃目的為確認參與者為本集團所作出或將作出之貢獻或潛在貢獻，從而激勵參與者發揮潛能及提高效率以惠及本集團，並且維繫及促進與對本集團增長有所貢獻或可能有貢獻之參與者之業務關係。

##### (b) 參與者

董事會可全權酌情邀請下列參與者界別之任何人士購入購股權，以認購本公司股份：

- (i) 本集團成員公司或任何聯營公司之任何兼職或全職僱員或主管；
- (ii) 本集團成員公司或任何聯營公司之任何董事(執行或非執行)；或
- (iii) 本集團成員公司之任何供應商、代理、客戶、業務夥伴、分銷商、專業人士、諮詢人、顧問或承包商。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 33. SHARE OPTION SCHEMES (continued)

#### (3) Share Option Scheme adopted on 23 May 2012 (the "2012 Scheme") (continued)

##### (c) Total number of shares available for issue

The total number of shares which may be issued upon exercise of all options to be granted under the 2012 Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the shares in issue as at the date of approval of the 2012 Scheme (excluding options lapsed) (the "Mandate Limit").

The Company may, at any time, refresh the Mandate Limit by obtaining the approval of shareholders of the Company in a general meeting. The Company may also seek separate approval by its shareholders in a general meeting for granting options beyond the Mandate Limit or the refreshed limit provided that the options in excess of the limit are granted to participants specifically identified before such approval is sought.

The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2012 Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue.

##### (d) Maximum entitlement of each participant

Unless separately approved by shareholders in a general meeting in the manner as prescribed in the Listing Rules, the total number of shares issued and to be issued upon exercise of share options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares then in issue.

### 33. 購股權計劃(續)

#### (3) 於二零一二年五月二十三日採納的購股權計劃(「二零一二年計劃」)(續)

##### (c) 可供發行之股份總數

因行使根據二零一二年計劃及本公司任何其他購股權計劃授出之所有購股權(不包括已失效之購股權)而可予發行之股份總數,合共不得超過二零一二年計劃獲批准日期當日已發行股份之10%(「授權限額」)。

本公司可在任何時間在股東大會上取得本公司股東批准更新授權限額。本公司亦可在股東大會上另行取得其股東批准授出超過授權限額或更新限額之購股權,惟超過該限額之購股權僅授予在尋求該批准前特別指定之參與者。

因根據二零一二年計劃及本公司任何其他購股權計劃已授出而尚未行使及仍有待行使之所有購股權獲行使而可予發行之股份數目整體限額,不得超過已發行股份之30%。

##### (d) 各參與者最多可獲之股份

在任何十二個月期間各參與者因行使向彼等授出之購股權(包括已行使及尚未行使之購股權)而發行及將發行之股份總數,不得超過當時已發行股份之1%,惟根據上市規則規定獲股東於股東大會另行通過則除外。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 33. SHARE OPTION SCHEMES (continued)

#### (3) Share Option Scheme adopted on 23 May 2012 (the "2012 Scheme") (continued)

##### (e) Period within which the shares must be taken up

The period during which a share option may be exercised in accordance with the terms of the 2012 Scheme shall be the period set out in the relevant offer letter provided that such period expires no later than the tenth anniversary of the date on which it is granted.

##### (f) Basis of determining the exercise price

The exercise price must be at least the higher of:

- (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant share options; and
- (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the relevant share options.

##### (g) Remaining life

The 2012 Scheme will expire on 22 May 2022.

No share option has been granted under the 2012 Scheme since 23 May 2012, its date of adoption. During the year ended 31 December 2012, no share was allotted and issued pursuant to the 2012 Scheme.

### 33. 購股權計劃(續)

#### (3) 於二零一二年五月二十三日採納的購股權計劃(「二零一二年計劃」)(續)

##### (e) 必須認購股份之期間

根據二零一二年計劃條款，可行使購股權之期間為有關建議函件所列明之期間，惟該等期間必須不遲於購股權授出日期後十週年屆滿。

##### (f) 行使價的釐定基準

行使價以下列較高者為準：

- (i) 授出有關購股權當日本公司股份在聯交所日報表所載的收市價；及
- (ii) 緊接授出有關購股權日期前五個營業日本公司股份在聯交所日報表所載的平均收市價。

##### (g) 餘下期限

二零一二年計劃將於二零二二年五月二十二日屆滿。

自二零一二年計劃採納日期二零一二年五月二十三日以來，並無根據二零一二年計劃授予任何購股權。於截至二零一二年十二月三十一日止年度內，並無根據二零一二年計劃配發及發行任何股份。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 33. SHARE OPTION SCHEMES (continued)

During the year, movements of share options granted to the directors and eligible employees under the share option schemes of the Company are as follows:

### 33. 購股權計劃(續)

年內，各董事及合資格僱員根據本公司購股權計劃獲授予之購股權變動如下：

Name or category of participant	Date of grant of share options	Number of share options			Exercise period of share options	Exercise price of share options (Note 1) 購股權行使價 (附註1)
		At 1 January 2012	Exercised during the year	At 31 December 2012		
參與者姓名或類別	購股權授出日期	於二零一二年一月一日	於二零一二年 年內行使	於二零一二年 十二月三十一日	購股權行使期	HK\$ 港元
<b>Directors</b>						
<b>董事</b>						
Under the 2002 Scheme 根據二零零二年計劃						
Ms. Judy Inn 邢珠迪女士	27-06-06	1,000,000	-	1,000,000	27-06-07 to 26-06-16	0.920
Mr. Lau Chung Man, Louis 劉仲文先生	23-05-05	1,000,000	-	1,000,000	23-05-06 to 22-05-15	0.776
Mr. Lo Wing Hung 盧永雄先生	04-05-05	18,000,000	-	18,000,000	04-05-06 to 03-05-15	0.770
Mr. Yang Yiu Chong, Ronald Jeffrey 楊耀宗先生	28-10-05	1,180,000	-	1,180,000	28-10-06 to 27-10-15	0.730
Total 合計		21,180,000	-	21,180,000		
<b>Other employees (in aggregate)</b>						
<b>其他僱員(合共)</b>						
Under the 1996 Scheme 根據一九九六年計劃						
	01-03-02	200,000	(200,000) (Note 2) (附註2)	-	01-06-02 to 21-03-12	0.564
Under the 2002 Scheme 根據二零零二年計劃						
	03-05-05	4,372,500	-	4,372,500	03-05-06 to 02-05-15	0.770
	28-10-05	1,940,000	-	1,940,000	28-10-06 to 27-10-15	0.730
	19-01-06	750,000	-	750,000	18-01-07 to 18-01-16	0.820
	12-04-10	3,318,020	(100,000)	3,218,020	12-04-11 to 11-04-20	1.160
		10,380,520	(100,000) (Note 3) (附註3)	10,280,520		
Total 合計		10,580,520	(300,000)	10,280,520		
Grand total 總數		31,760,520	(300,000)	31,460,520		

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 33. SHARE OPTION SCHEMES (continued)

Notes:

1. The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
2. The weighted average closing price of the shares of the Company immediately before the date on which the options were exercised was HK\$1.13.
3. The weighted average closing price of the shares of the Company immediately before the dates on which the options were exercised was HK\$1.21.

The Group recognised a share option expense of HK\$262,000 during the year ended 31 December 2012 (2011: HK\$614,000).

At the date of approval of these financial statements, the Company had 31,060,540 share options outstanding under the schemes, which represented approximately 3.71% of the Company's shares in issue as at that date.

### 34. RESERVES

#### (a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 47 of these financial statements.

The Group's contributed surplus represents (i) the excess of the nominal value of the shares issued by Perfect Treasure Holdings (BVI) Limited in exchange for the aggregate nominal value of the issued capital of subsidiaries acquired pursuant to the group reorganisation in 1996, prior to the listing of the Company's shares, amounting to HK\$9,899,000, and (ii) the credit of HK\$488,930,000 arising from the reduction of share premium account in 2003 less the distribution of HK\$18,181,000 in 2003 and the debits of HK\$5,935,000, HK\$1,073,000, HK\$34,307,000 and HK\$31,443,000 arising from the repurchase of shares during the years ended 31 December 2012, 2008, 2007 and 2006, respectively.

### 33. 購股權計劃(續)

附註：

1. 購股權之行使價須就有關供股、發行紅股或本公司股本出現之其他類似變動而作出調整。
2. 本公司股份在緊接購股權獲行使的有關日期之前的加權平均收市價為1.13港元。
3. 本公司股份在緊接購股權獲行使的有關日期之前的加權平均收市價為1.21港元。

本集團於截至二零一二年十二月三十一日止年度內確認購股權開支為262,000港元(二零一一年：614,000港元)。

於批准本財務報表日期，本公司根據計劃授出而尚未行使之購股權為31,060,540股，佔本公司於當日已發行之股份約3.71%。

### 34. 儲備

#### (a) 本集團

本集團於本年度及過往年度之儲備數額及其變動已呈列於本財務報表第47頁之綜合權益變動表。

本集團之繳入盈餘為(i) Perfect Treasure Holdings (BVI) Limited發行股份之面值，超過本公司股份上市前，用作交換根據一九九六年集團重組時收購附屬公司已發行股本總面值之部分，金額達9,899,000港元，加上(ii)二零零三年削減股份溢價賬所產生之488,930,000港元進賬減去二零零三年分派之18,181,000港元以及於截至二零一二年、二零零八年、二零零七年及二零零六年十二月三十一日止年度內因購回股份而分別減去5,935,000港元、1,073,000港元、34,307,000港元及31,443,000港元。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 34. RESERVES (continued)

### 34. 儲備(續)

#### (b) Company

#### (b) 本公司

		Share premium account 溢價賬	Contri- buted surplus 繳入盈餘	Asset revaluation reserve 資產 重估儲備	Share option reserve 購股權 儲備	Retained profits 保留溢利	Proposed final dividend 擬派 末期股息	Total 總計
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2011	於二零一一年一月一日	25,421	508,876	2,325	9,744	393,241	43,511	983,118
Total comprehensive income for the year	年度全面收益總額	-	-	267	-	(4,359)	-	(4,092)
Repurchase of shares	購回股份	32 (4,566)	-	-	-	-	-	(4,566)
Issue of ordinary shares	發行普通股	32 1,937	-	-	(770)	-	-	1,167
Equity-settled share option arrangements	股權結算購股權安排	33 -	-	-	614	-	-	614
Final 2010 dividend declared	已宣派之二零一零年末期股息	-	-	-	-	(32)	(43,511)	(43,543)
Interim 2011 dividend	二零一一年中期股息	12 -	-	-	-	(39,118)	-	(39,118)
Proposed final 2011 dividend	擬派二零一一年末期股息	12 -	-	-	-	(41,864)	41,864	-
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日及二零一二年一月一日	22,792	508,876	2,592	9,588	307,868	41,864	893,580
Total comprehensive income for the year	年度全面收益總額	-	-	291	-	(5,524)	-	(5,233)
Repurchase of shares	購回股份	32 (22,865)	(5,935)	-	-	-	-	(28,800)
Issue of ordinary shares	發行普通股	32 215	-	-	(46)	-	-	169
Equity-settled share option arrangements	股權結算購股權安排	33 -	-	-	262	-	-	262
Final 2011 dividend declared	已宣派之二零一一年末期股息	-	-	-	-	-	(41,864)	(41,864)
Interim 2012 dividend	二零一二年中期股息	12 -	-	-	-	(29,307)	-	(29,307)
Proposed final 2012 dividend	擬派二零一二年末期股息	12 -	-	-	-	(33,509)	33,509	-
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>	<b>142</b>	<b>502,941</b>	<b>2,883</b>	<b>9,804</b>	<b>239,528</b>	<b>33,509</b>	<b>788,807</b>

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 34. RESERVES (continued)

#### (b) Company (continued)

The contributed surplus of the Company represents (i) the excess of the fair value of the shares of the subsidiaries acquired pursuant to the group reorganisation in 1996, prior to the listing of the Company's shares, over the nominal value of the Company's shares issued in exchange therefor, amounting to approximately HK\$104,950,000, and (ii) the credit of approximately HK\$488,930,000 arising from the reduction of share premium account in 2003 less the distribution of approximately HK\$18,181,000 in 2003 and the debits of HK\$5,935,000, HK\$1,073,000, HK\$34,307,000 and HK\$31,443,000 arising from the repurchase of shares during the years ended 31 December 2012, 2008, 2007 and 2006, respectively. Under the Companies Act 1981 of Bermuda (as amended), the Company may make distributions to its members out of the contributed surplus under certain circumstances.

The share option reserve of the Group and the Company comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited.

### 34. 儲備(續)

#### (b) 本公司(續)

本公司之繳入盈餘為(i)本公司股份上市前根據一九九六年集團重組所收購之附屬公司之股份公平值，高出本公司為交換該等股份而發行之股份面值之差額，即約104,950,000港元，及(ii)二零零三年削減股份溢價賬所產生之約488,930,000港元進賬減去二零零三年分派之約18,181,000港元以及於截至二零一二年、二零零八年、二零零七年及二零零六年十二月三十一日止年度內因購回股份而分別減去5,935,000港元、1,073,000港元、34,307,000港元及31,443,000港元。根據百慕達一九八一年公司法(經修訂)，本公司可在若干情況下，以繳入盈餘向股東作出分派。

本集團及本公司購股權儲備包括已授出但尚未行使之購股權之公平值，詳見財務報表附註2.4有關以股份為基礎之付款之會計政策。若相關購股權獲行使，該金額即轉撥往股份溢價賬；若相關購股權到期或被沒收，則轉撥往保留溢利。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 35. DISPOSAL OF A SUBSIDIARY

### 35. 出售一間附屬公司

		2012 二零一二年	2011 二零一一年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Net assets disposed of:	出售的淨資產：		
Available-for-sale investment	可供出售投資	2,454	-
Bank balance	銀行結餘	1,205	-
Other payables	其他應付款項	(2,454)	-
		<b>1,205</b>	-
Gain on disposal of a subsidiary	出售附屬公司的收益	-	-
		<b>1,205</b>	-
Satisfied by cash	以現金支付	1,205	-

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

對於出售一間附屬公司現金及現金等值項目的淨流入分析如下：

		2012 二零一二年	2011 二零一一年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Cash consideration	現金代價	1,205	-
Bank balance disposed of	出售的銀行結餘	(1,205)	-
Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	有關出售附屬公司的現金及現金等值項目的淨流入	-	-

### 36. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### 36. 綜合現金流量表附註

#### Major non-cash transaction

#### 主要非現金交易

During the year, the Group entered into finance lease arrangements in respect of property, plant and equipment with a total capital value at the inception of the leases of approximately HK\$3,845,000 (2011: approximately HK\$3,282,000).

年內，本集團就物業、廠房及設備訂立融資租約安排，於租賃起始時之資本總值約為3,845,000港元（二零一一年：約3,282,000港元）。



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 37. FINANCIAL GUARANTEES

	Notes 附註	Group 本集團		Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Guarantees to banks for trade facilities granted to subsidiaries	就附屬公司獲授之一般貿易信貸向銀行作出之擔保 (a)	-	-	268,700	268,700
Guarantees to banks for treasury facilities granted to subsidiaries	就附屬公司獲授之財資信貸向銀行作出之擔保 (b)	-	-	1,389,000	1,389,000
		-	-	1,657,700	1,657,700

Notes:

- (a) At 31 December 2012, the Company had outstanding corporate guarantees of approximately HK\$268,700,000 (2011: approximately HK\$268,700,000) issued in favour of banks to secure general trade facilities granted to its subsidiaries. These subsidiaries have utilised the facilities to the extent of approximately HK\$18,373,000 as at 31 December 2012 (2011: HK\$6,120,000).
- (b) At 31 December 2012, the Company had outstanding corporate guarantees of approximately HK\$1,389,000,000 (2011: approximately HK\$1,389,000,000) issued in favour of banks to secure treasury facilities granted to its subsidiaries. The subsidiaries have not utilised the facilities as at 31 December 2012 (2011: Nil).

At 31 December 2012, guarantees given by the Company to banks in connection with facilities granted and utilised by its subsidiaries amounted to HK\$18,373,000 (2011: HK\$6,120,000) are repayable on demand.

### 38. PENDING LITIGATIONS

The Group has received claims made against certain subsidiaries for damages in respect of alleged defamation. Based on legal opinion, the directors are of the opinion that adequate provision has been made in the financial statements to cover any potential liabilities arising from the litigations.

### 37. 財務擔保

	Notes 附註	Group 本集團		Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Guarantees to banks for trade facilities granted to subsidiaries	就附屬公司獲授之一般貿易信貸向銀行作出之擔保 (a)	-	-	268,700	268,700
Guarantees to banks for treasury facilities granted to subsidiaries	就附屬公司獲授之財資信貸向銀行作出之擔保 (b)	-	-	1,389,000	1,389,000
		-	-	1,657,700	1,657,700

附註：

- (a) 於二零一二年十二月三十一日，本公司就其附屬公司獲授之一般貿易信貸對銀行有未解除之公司擔保約268,700,000港元(二零一一年：約268,700,000港元)。於二零一二年十二月三十一日，該等附屬公司已動用信貸約18,373,000港元(二零一一年：6,120,000港元)。
- (b) 於二零一二年十二月三十一日，本公司就其附屬公司獲授之財資信貸對銀行有未解除之公司擔保約1,389,000,000港元(二零一一年：約1,389,000,000港元)。於二零一二年十二月三十一日，該等附屬公司並無動用任何信貸(二零一一年：無)。

於二零一二年十二月三十一日，本公司就其附屬公司獲授及動用的融資提供予銀行的擔保18,373,000港元(二零一一年：6,120,000港元)須於要求時償還。

### 38. 等候待判決之訴訟

本集團接獲若干附屬公司因涉及誹謗而遭提出之申索。根據法律意見，董事認為本集團已就此在財務報表中作出足夠撥備以償還任何可能因訴訟而產生之債務。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 39. OPERATING LEASE ARRANGEMENTS

#### (a) As lessor

The Group leases certain investment properties (note 15) under operating lease arrangements, with leases negotiated for terms ranging from one to fifteen years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At 31 December 2012, the Group had total future minimum lease rental receivables under non-cancellable operating leases with its tenants falling due as follows:

		<b>Group</b> 本集團	
		<b>2012</b> 二零一二年	2011 二零一一年
		<b>HK\$'000</b> 千港元	HK\$'000 千港元
Within one year	一年內	<b>2,298</b>	3,466
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	<b>7,257</b>	8,757
After five years	五年後	<b>8,697</b>	7,028
		<b>18,252</b>	19,251

#### (b) As lessee

The Group leases certain of its office properties and printing equipment under operating lease arrangements. Leases for these properties and printing equipment are negotiated for terms ranging from one to seven years.

### 39. 經營租約安排

#### (a) 作為出租人

本集團根據經營租約安排租出若干投資物業(附註15)，經磋商之租約為期一至十五年。租約之條款一般規定租客須支付保證金，亦規定租金可定期按當時市況調整。

於二零一二年十二月三十一日，本集團根據於下列期間屆滿之不可撤銷經營租約應收之未來最低租金總額為：

#### (b) 作為承租人

本集團根據經營租約安排租賃若干辦公室物業及印刷設備。經磋商之物業及印刷設備之租約為期一至七年。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 39. OPERATING LEASE ARRANGEMENTS (continued)

#### (b) As lessee (continued)

At 31 December 2012, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	40,130	18,343
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	56,464	31,761
After five years	五年後	342	-
		<b>96,936</b>	50,104

At the end of the reporting period, the Company had no operating lease commitments (2011: Nil).

### 40. COMMITMENTS

In addition to the operating lease commitments detailed in note 39(b) above, the Group had the following commitments at the end of the reporting period:

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Capital commitments:	資本承擔：		
Contracted, but not provided for	已訂約但未撥備	54,906	2,630
Authorised, but not contracted for	已授權但未簽約	-	44,366
		<b>54,906</b>	46,996

At the end of the reporting period, the Company had no capital commitment (2011: Nil).

### 39. 經營租約安排(續)

#### (b) 作為承租人(續)

於二零一二年十二月三十一日，本集團根據於下列期間屆滿之不可撤銷經營租約應付之未來最低租金總額為：

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	40,130	18,343
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	56,464	31,761
After five years	五年後	342	-
		<b>96,936</b>	50,104

於報告期末，本公司概無任何經營租賃承擔(二零一一年：無)。

### 40. 承擔

除上文附註39(b)所述之經營租賃承擔外，本集團於報告期末有以下承擔：

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Capital commitments:	資本承擔：		
Contracted, but not provided for	已訂約但未撥備	54,906	2,630
Authorised, but not contracted for	已授權但未簽約	-	44,366
		<b>54,906</b>	46,996

於報告期末，本公司並無資本承擔(二零一一年：無)。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 41. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

### 41. 關連人士交易

- (a) 除財務報表之其他地方詳述之交易與結餘外，本集團於年內亦與關連人士訂立下列之重大交易：

		Notes 附註	Group 本集團	
			2012 二零一二年	2011 二零一一年
			HK\$'000 千港元	HK\$'000 千港元
Rental income received from a jointly-controlled entity	來自一間共同控制公司之已收租金收入	(i)	554	564
Advertising income received from an associate	來自一間聯營公司之已收廣告收入	(i)	-	11,088
News service fee income received from jointly-controlled entities	來自共同控制公司之已收新聞服務費用收入	(ii)	18,656	18,504
Service fee income received from jointly-controlled entities	來自共同控制公司之已收服務費用收入	(iii)	4,241	610
Service fee income received from an associate	來自一間聯營公司之已收服務費用收入	(iii)	-	3,960

Notes:

- (i) The rental and advertising income were determined between the parties with reference to the prevailing market price.
- (ii) The news service fee was charged on an annual fixed amount basis pursuant to the relevant news service agreement.
- (iii) The service fee was charged at cost plus a pre-determined mark-up.

附註：

- (i) 租金及廣告收入由有關各方參考現行市價釐定。
- (ii) 新聞服務費用根據相關新聞服務協議每年定額收費。
- (iii) 服務費用根據成本加預定加成收費。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 41. RELATED PARTY TRANSACTIONS (continued)

(b) Outstanding balances with related parties:

Details of the Group's balances with jointly-controlled entities and an associate as at the end of the reporting period are disclosed in notes 19, 20 and 24 to the financial statements, respectively.

(c) Compensation of key management personnel of the Group:

### 41. 關連人士交易 (續)

(b) 與關連人士之未結清金額：

本集團與共同控制公司及一間聯營公司於報告期末之結餘詳情分別於財務報表附註19、20及24披露。

(c) 本集團主要管理人員之薪酬：

		2012 二零一二年	2011 二零一一年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Short term employee benefits	短期僱員福利	37,728	34,826
Post-employment benefits	退休後福利	176	72
Share-based payments	以股份為基礎之付款	-	-
Total compensation paid to key management personnel		<b>37,904</b>	34,898

Further details of directors' emoluments are included in note 8 to the financial statements.

董事酬金其他詳情於財務報表附註8披露。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 42. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each category of financial instruments as at the end of the reporting period are as follows:

#### Group

31 December 2012

#### Financial assets

		Notes 附註	Financial assets at fair value through profit or loss- held for trading 按公平值記入 損益賬的財務 資產-持作買賣	Loans and receivables 貸款與 應收款項	Available- for-sale financial assets 可供出售的 財務資產	Total 合計
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Investments in jointly-controlled entities	於共同控制公司的投資	19	-	20,420	-	20,420
Available-for-sale investments	可供出售投資	21	-	-	30,047	30,047
Trade receivables	應收賬款	24	-	531,014	-	531,014
Financial assets included in prepayments, deposits and other receivables	包括在預付款項、按金及其他應收款項的財務資產		-	13,555	-	13,555
Financial assets at fair value through profit or loss	按公平值記入損益賬的財務資產	26	68,423	-	-	68,423
Cash and cash equivalents	現金及現金等值項目	27	-	611,783	-	611,783
			68,423	1,176,772	30,047	1,275,242

#### Financial liabilities

#### 財務負債

		Notes 附註	Financial liabilities at amortised cost 以攤銷成本列賬 的財務負債
			HK\$'000 千港元
Trade and bills payables	應付賬款及票據	28	112,794
Financial liabilities included in other payables and accruals	包括在其他應付款項及應計款項之財務負債		171,831
Finance lease and hire purchase contract payables	融資租約及租購合約應付款項	30	3,992
			288,617

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 42. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

#### Group

31 December 2011

#### Financial assets

		Notes 附註	Financial assets at fair value through profit or loss- held for trading 按公平值記入 損益賬的財務 資產-持作買賣	Loans and receivables 貸款與 應收款項	Available- for-sale financial assets 可供出售的 財務資產	Total 合計
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Investments in jointly-controlled entities	於共同控制公司的投資	19	-	15,954	-	15,954
Investment in an associate	於一間聯營公司的投資	20	-	35,142	-	35,142
Available-for-sale investments	可供出售投資	21	-	-	44,559	44,559
Trade receivables	應收賬款	24	-	561,531	-	561,531
Financial assets included in prepayments, deposits and other receivables	包括在預付款項、按金及 其他應收款項的財務資產		-	15,153	-	15,153
Financial assets at fair value through profit or loss	按公平值記入損益賬的 財務資產	26	48,314	-	-	48,314
Cash and cash equivalents	現金及現金等值項目	27	-	540,008	-	540,008
			48,314	1,167,788	44,559	1,260,661

#### Financial liabilities

#### 財務負債

		Notes 附註	Financial liabilities at amortised cost 以攤銷成本列賬 的財務負債
			HK\$'000 千港元
Trade and bills payables	應付賬款及票據	28	134,920
Financial liabilities included in other payables and accruals	包括在其他應付款項及應計 款項之財務負債		162,746
Finance lease and hire purchase contract payables	融資租約及租購合約應付款項	30	3,804
			301,470

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 42. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

### 42. 金融工具分類(續)

Company

本公司

Financial assets

財務資產

		Notes 附註	Loans and receivables 貸款及應收款項	
			2012 二零一二年	2011 二零一一年
			HK\$'000 千港元	HK\$'000 千港元
Financial assets included in prepayments, deposits and other receivables	包括在預付款項、按金及其他應收款項的財務資產		2	84
Cash and cash equivalents	現金及現金等值項目	27	5,832	1,011
			<b>5,834</b>	1,095

Financial liabilities

財務負債

		Notes 附註	Financial liabilities at amortised cost 以攤銷成本列賬之財務負債	
			2012 二零一二年	2011 二零一一年
			HK\$'000 千港元	HK\$'000 千港元
Due to subsidiaries	應付附屬公司款項	18	43,994	38,762
Financial liabilities included in other payables and accruals	包括在其他應付款項及應計款項之財務負債		5,379	6,556
			<b>49,373</b>	45,318



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 43. FAIR VALUE AND FAIR VALUE HIERARCHY

The carrying amounts and fair values of the Group's and the Company's financial instruments are as follows:

#### Group

		Carrying amounts 賬面值		Fair values 公平值	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Financial assets</b>	<b>財務資產</b>				
Investments in jointly-controlled entities	於共同控制公司的投資	20,420	15,954	20,420	15,954
Investment in an associate	於一間聯營公司的投資	-	35,142	-	35,142
Available-for-sale investments, at fair value	按公平值列賬的可供出售投資	7,491	7,381	7,491	7,381
Trade receivables	應收賬款	531,014	561,531	531,014	561,531
Financial assets included in prepayments, deposits and other receivables	包括在預付款項、按金及其他應收款項的財務資產	13,555	15,153	13,555	15,153
Financial assets at fair value through profit or loss	按公平值記入損益賬的財務資產	68,423	48,314	68,423	48,314
Cash and cash equivalents	現金及現金等值項目	611,783	540,008	611,783	540,008
		<b>1,252,686</b>	1,223,483	<b>1,252,686</b>	1,223,483
<b>Financial liabilities</b>	<b>財務負債</b>				
Trade and bills payables	應付賬款及票據	112,794	134,920	112,794	134,920
Financial liabilities included in other payables and accruals	包括在其他應付款項及應計款項之財務負債	171,831	162,746	171,831	162,746
Finance lease and hire purchase contract payables	融資租約及租購合約應付款項	3,992	3,804	3,552	3,552
		<b>288,617</b>	301,470	<b>288,177</b>	301,218

### 43. 公平值及公平值等級制度

本集團及本公司金融工具的賬面值及公平值如下：

#### 本集團

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 43. FAIR VALUE AND FAIR VALUE HIERARCHY (continued)

### 43. 公平值及公平值等級制度(續)

#### Company

#### 本公司

		Carrying amounts		Fair values	
		賬面值		公平值	
		2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Financial assets</b>	<b>財務資產</b>				
Financial assets included in prepayments, deposits and other receivables	包括在預付款項、按金及其他應收款項的財務資產	2	84	2	84
Cash and bank balances	現金及銀行結餘	5,832	1,011	5,832	1,011
		<b>5,834</b>	1,095	<b>5,834</b>	1,095
<b>Financial liabilities</b>	<b>財務負債</b>				
Due to subsidiaries	應付附屬公司款項	43,994	38,762	43,994	38,762
Financial liabilities included in other payables and accruals	包括在其他應付款項及應計款項之財務負債	5,379	6,556	5,379	6,556
		<b>49,373</b>	45,318	<b>49,373</b>	45,318

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

財務資產及負債的公平值以該工具自願交易方(強迫或清盤出售除外)當前交易下的可交易金額入賬。下列方法及假設乃用以估計公平值：

The fair values of cash and cash equivalents, trade receivables, trade and bills payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals, and investments in an associate and jointly-controlled entities, approximate to their carrying amounts largely due to the short term maturities of these instruments.

由於該等工具的短期到期性質，現金及現金等值項目、應收賬款、應付賬款及票據、包括在預付款項、按金及其他應收款項的財務資產、包括在其他應付款項及應計款項之財務負債，以及於一間聯營公司及共同控制公司的投資的公平值大致上與其賬面值相若。

The fair values of finance lease and hire purchase contract payables have been calculated by discounting the expected future cash flows using rates currently available for instruments on similar terms, credit risk and remaining maturities.

融資租約及租購合約應付款項的公平值乃使用當前適用於具備類似條款、信貸風險及餘下到期日工具的利率，貼現預期未來現金流量計算。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 43. FAIR VALUE AND FAIR VALUE HIERARCHY

(continued)

#### Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active market for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

### 43. 公平值及公平值等級制度 (續)

#### 公平值等級制度

本集團採用下列等級制度釐定及披露金融工具之公平值：

等級一：根據相同資產或負債於活躍市場的報價(未調整)計量之公平值

等級二：根據估值技術(對列賬公平值有重大影響的各項輸入參數均可直接或間接觀察者)計量的公平值

等級三：根據估值技術(對列賬公平值有重大影響的各項輸入參數並非有可觀察市場數據支持者(不可觀察輸入參數))計量的公平值

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 43. FAIR VALUE AND FAIR VALUE HIERARCHY (continued)

#### Fair value hierarchy (continued)

Assets measured at fair value:

#### Group

As at 31 December 2012

### 43. 公平值及公平值等級制度(續)

#### 公平值等級制度(續)

按公平值計量的資產：

#### 本集團

於二零一二年十二月三十一日

	Level 1 等級一	Level 2 等級二	Level 3 等級三	Total 合計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Available-for-sale investments:				
Equity investments	47	-	-	47
Debt investments	7,444	-	-	7,444
Financial assets at fair value through profit or loss:				
Equity investments	31,064	-	-	31,064
Debt investments	24,959	-	-	24,959
Exchange rate-linked deposit	-	12,400	-	12,400
	<b>63,514</b>	<b>12,400</b>	<b>-</b>	<b>75,914</b>

As at 31 December 2011

於二零一一年十二月三十一日

	Level 1 等級一	Level 2 等級二	Level 3 等級三	Total 合計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Available-for-sale investments:				
Equity investments	47	-	-	47
Debt investments	7,334	-	-	7,334
Financial assets at fair value through profit or loss:				
Equity investments	17,684	-	-	17,684
Debt investments	30,630	-	-	30,630
	<b>55,695</b>	<b>-</b>	<b>-</b>	<b>55,695</b>

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2011: Nil).

於本年度內，概無在等級一及等級二之間轉撥及轉入或轉出等級三之公平值計量(二零一一年：無)。

The Group did not have any financial liabilities measured at fair value as at 31 December 2012 and 2011.

於二零一二年及二零一一年十二月三十一日，本集團並無任何按公平值計量的財務負債。

The Company did not have any financial assets and financial liabilities measured at fair value as at 31 December 2012 and 2011.

於二零一二年及二零一一年十二月三十一日，本公司並無任何按公平值計量的財務資產及財務負債。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

#### 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise finance lease and hire purchase contract payables, and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The Group also enters into derivative transactions, including principally forward currency contracts, for trading purpose.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, interest rate risk and market risk. The board reviews and agrees policies for managing such risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 2.4 to the financial statements.

##### Credit risk

The Group trades only with recognised and creditworthy third parties, jointly-controlled entities and an associate. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, available-for-sale financial assets, equity investments at fair value through profit or loss, amounts due from jointly-controlled entities, other receivables and certain derivative financial instruments, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

#### 44. 財務風險管理目標及政策

本集團之主要金融工具(衍生工具除外)包括融資租約及租購合約應付款項,以及現金及短期存款。該等金融工具之主要目的為籌集資金以敷本集團經營所需。本集團有不同財務資產及負債(例如應收賬款及應付賬款),主要來自其經營業務。

本集團亦訂立多項衍生工具交易,主要包括作買賣用途之遠期貨幣合約。

本集團金融工具之主要風險為信貸風險、流動資金風險、利率風險及市場風險。董事會檢討及協定管理有關風險之政策,並概述如下。本集團有關衍生產品之會計政策載於財務報表附註2.4。

##### 信貸風險

本集團只會與認可及信譽良好之第三方、共同控制公司及聯營公司進行交易。本集團之政策為有意以提供信貸期形式進行交易之客戶,必須接受信貸審核程序。此外,本集團會不斷監察應收款項結餘,而本集團所承受之呆賬風險極微。非以有關經營單位之功能貨幣計值之交易,本集團在未得信貸監控部主管特定批准前,不會提供信貸期。

本集團其他財務資產之信貸風險,包括現金及現金等值項目、可供出售財務資產、按公平值記入損益賬之權益性投資、應收共同控制公司款項、其他應收款項及若干衍生金融工具,來自對手方之失責,而最大之風險相等於該等工具之賬面值。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

#### 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

##### Credit risk (continued)

Since the Group trades only with recognised and creditworthy third parties, jointly-controlled entities and an associate, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed in different sectors and industries.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 24 to the financial statements.

##### Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flow from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and finance leases. The Group's policy is that not more than 20% of its interest-bearing bank borrowings should mature in any 12-month period. 23% of the Group's debts (defined as the aggregate of finance lease and hire purchase contract payables) would mature in less than one year as at 31 December 2012 (2011: 30%) based on the carrying values of borrowings reflected in the financial statements.

#### 44. 財務風險管理目標及政策(續)

##### 信貸風險(續)

由於本集團只會與認可及信譽良好之第三方、共同控制公司及聯營公司進行交易，故無須取得抵押品。信貸風險集中的問題按客戶／對手方、按地理區域及按界別管理。由於本集團應收賬款的客戶基礎廣泛分布於不同界別及行業，因此不存在信貸風險嚴重集中的問題。

有關本集團因應收賬款而面對之信貸風險的進一步定量數據，載於財務報表附註24。

##### 流動資金風險

本集團運用循環流動資金計劃工具監察其資金短缺的風險。該工具計及其金融工具及財務資產(例如應收賬款)的到期日以及預計經營業務現金流量。

本集團的目標是運用銀行透支、銀行貸款及融資租賃以保持融資的持續性與靈活性的平衡。本集團的政策是，不多於20%的計息銀行借款應於12個月內到期。於二零一二年十二月三十一日，根據財務報表內所反映的借款賬面值，本集團23%(二零一一年：30%)的債務(定義為融資租約及租購合約應付款項合計)在不足一年內到期。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Liquidity risk (continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

#### Group

		2012 二零一二年			
		Less than 1 year 少於1年	1 to 5 years 1至5年	Over 5 years 超過5年	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade and bills payables	應付賬款及票據	112,794	-	-	112,794
Other payables and accruals	其他應付款項及應計款項	171,831	-	-	171,831
Finance lease and hire purchase contract payables	融資租約及租購合約應付款項	970	3,139	155	4,264
		<b>285,595</b>	<b>3,139</b>	<b>155</b>	<b>288,889</b>
		2011 二零一一年			
		Less than 1 year 少於1年	1 to 5 years 1至5年	Over 5 years 超過5年	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade and bills payables	應付賬款及票據	134,920	-	-	134,920
Other payables and accruals	其他應付款項及應計款項	162,746	-	-	162,746
Finance lease and hire purchase contract payables	融資租約及租購合約應付款項	1,196	2,739	-	3,935
		298,862	2,739	-	301,601

### 44. 財務風險管理目標及政策 (續)

#### 流動資金風險 (續)

於報告期末，根據合約未折現付款額，本集團財務負債的到期情況如下：

#### 本集團

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

#### 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

##### Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as all of the Group's debts are at fixed interest rates. The interest rates and terms of repayment of the finance lease and hire purchase contract payables of the Group are disclosed in note 30 to the financial statements.

##### Market risk

The Group trades in financial instruments, including derivatives, equity securities and debt securities.

Market risk represents the risk that the fair values or future cash flows of financial instruments will fluctuate due to changes in market variables, such as interest rates, foreign exchange rates and equity prices. The Group is exposed to market risk through its derivative financial instruments and other investments.

The Group has investment guidelines that set out its overall business strategies, its tolerance for risk and its general risk management philosophy, and it has established processes to monitor and control various trading transactions in a timely and accurate manner.

##### (i) Foreign exchange risk

Foreign exchange risk is the risk that the value of an asset, liability or highly probable forecast transaction denominated in a foreign currency will fluctuate because of changes in the foreign exchange rate. When seeking to optimise the returns on its funds available for investment, the Group may invest in investments denominated in currencies other than the Hong Kong dollar from time to time.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit before tax and equity.

#### 44. 財務風險管理目標及政策(續)

##### 利率風險

本集團之收入及經營現金流量很大程度上獨立於市場利率之變動，因本集團所有債項均按固定利率計算利息。本集團融資租約及租購合約應付款項之利率及還款期於財務報表附註30披露。

##### 市場風險

本集團買賣金融工具，包括衍生工具、股本證券及債務證券。

市場風險指金融工具之公平值或未來現金流量將因利率、匯率及股價等市場變數而波動。本集團因其衍生工具及其他投資而承受市場風險。

本集團具備投資指引，載列其整體業務策略、其承受風險程度及其一般風險管理理念，並設立程序監管及控制各種交易以及時及準確之方式進行。

##### (i) 外匯風險

外匯風險指以外幣為單位的資產、負債或預料大有可能進行的交易之價值因外幣匯率改變而波動的風險。尋求優化可供投資資金的回報時，本集團可能不時投資於以港元以外貨幣為單位的投資。

下表說明了於報告期末，本集團除稅前溢利及股權對人民幣匯率的合理可能變動的敏感性，所有其他變項均保持不變。



# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Market risk (continued)

##### (i) Foreign exchange risk (continued)

		Increase/ (decrease) in RMB rate 人民幣匯率 上升/(下降)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少)	Increase/ (decrease) in equity* 權益* 增加/(減少)
		%	HK\$'000 千港元	HK\$'000 千港元
<b>2012</b>	<b>二零一二年</b>			
If the Hong Kong dollar weakens against RMB	如果港元相對人民幣轉弱	2%	732	-
If the Hong Kong dollar strengthens against RMB	如果港元相對人民幣轉強	(2%)	(732)	-
2011	二零一一年			
If the Hong Kong dollar weakens against RMB	如果港元相對人民幣轉弱	2%	600	-
If the Hong Kong dollar strengthens against RMB	如果港元相對人民幣轉強	(2%)	(600)	-

\* Excluding retained profit

##### (ii) Equity and commodity price risks

Equity and commodity price risks are risks that the fair values of financial assets and derivative financial instruments decrease as a result of changes in the levels of equity indices and commodity prices and the values of individual securities or commodities. The Group is exposed to equity and commodity price risks arising from individual investments classified as held for trading. The Group's investments are listed or linked to securities listed on stock exchanges in Hong Kong and the United States of America and are valued at quoted market prices or quoted prices from investment banks.

### 44. 財務風險管理目標及政策 (續)

#### 市場風險 (續)

##### (i) 外匯風險 (續)

		Increase/ (decrease) in RMB rate 人民幣匯率 上升/(下降)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少)	Increase/ (decrease) in equity* 權益* 增加/(減少)
		%	HK\$'000 千港元	HK\$'000 千港元
<b>2012</b>	<b>二零一二年</b>			
If the Hong Kong dollar weakens against RMB	如果港元相對人民幣轉弱	2%	732	-
If the Hong Kong dollar strengthens against RMB	如果港元相對人民幣轉強	(2%)	(732)	-
2011	二零一一年			
If the Hong Kong dollar weakens against RMB	如果港元相對人民幣轉弱	2%	600	-
If the Hong Kong dollar strengthens against RMB	如果港元相對人民幣轉強	(2%)	(600)	-

\* 不包括保留溢利

##### (ii) 權益及商品價格風險

權益及商品價格風險指財務資產及衍生金融工具的公平值因股本證券指數及商品價格水平及個別證券或商品價值變動而減少的風險。本集團因個別分類為持作買賣投資而面對權益及商品價格風險。本集團的投資乃在香港及美國的證券交易所上市或與在該等地區上市之證券有聯繫，其按市場報價或投資銀行報價估值。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Market risk (continued)

#### (ii) Equity and commodity price risks (continued)

The following table demonstrates the sensitivity to every 10% change in the fair value of the financial assets, with all other variables held constant and before any impact on tax, of the Group's profit before tax and equity, based on their carrying amount at the end of the reporting period.

		2012 二零一二年	2011 二零一一年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Investments listed in:	在下列地區上市的投資：		
Hong Kong	香港	2,979	1,646
Unlisted investments at fair value:	非上市投資，按公平值：		
Held for trading	持作買賣	2,496	3,063

#### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. As at 31 December 2012, the Group complied with the externally imposed capital requirements and there was no indication of breach of covenants. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2012 and 2011.

### 44. 財務風險管理目標及政策(續)

#### 市場風險(續)

#### (ii) 權益及商品價格風險(續)

下表顯示本集團除稅前溢利及股權對財務資產的公平值(根據其於報告期末的賬面值)每變動10%的敏感度，所有其他變項均保持不變，且並無計及對稅項的任何影響。

#### 資本管理

本集團資本管理的主要目標為保障本集團繼續按持續經營基準營業的能力，並維持穩健的資本比率，以支持其業務及儘量增加股東價值。

本集團在考慮到經濟狀況及相關資產的風險特徵後管理其資本架構，並對其作出調整。維持或調整資本架構時，本集團可能會調整支付予股東的股息、退還資本予股東或發行新股份。於二零一二年十二月三十一日，本集團亦已符合被施加的外在資本要求，且並無違反契諾的跡象。於截至二零一二年及二零一一年十二月三十一日止年度內，管理資本的目標、政策或程序並無變動。

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 45. PARTICULARS OF SUBSIDIARIES

Particulars of the Company's principal subsidiaries are as follows:

### 45. 附屬公司詳情

本公司主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued share/registered capital 已發行股份面值/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Chinese Information Radio	United States of America 美國	US\$100,000 common stock 100,000美元普通股	-	100	Radio broadcasting 電台廣播
Flash Bright Development Limited 亮馳發展有限公司	Hong Kong 香港	HK\$5,000,000 ordinary shares 5,000,000港元普通股	-	100	Distribution of photographic products 攝影器材分銷
Job Market Publishing Limited 求職廣場出版有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元普通股	-	100	Newspaper publishing 報章發行
Land Profit Development Limited	British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 ordinary share 1美元普通股	-	100	Securities trading and investment 證券買賣及投資
Perfect Treasure Investment Limited 栢寶發展有限公司	Hong Kong 香港	HK\$100,000 ordinary shares 100,000港元普通股	-	100	Securities trading and investment 證券買賣及投資
Premier Printing Group Limited 出版之友印務集團有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元普通股	-	100	Printing 印刷
Sing Tao Magazine Group Limited 星島雜誌集團有限公司	British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 ordinary share 1美元普通股	-	100	Magazine publishing and advertising agency 雜誌發行及廣告代理

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 45. PARTICULARS OF SUBSIDIARIES (continued)

### 45. 附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued share/registered capital 已發行股份面值/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔 股本百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Sing Tao (Canada) Limited	Canada 加拿大	CA\$1 common share 1加元 普通股	-	100	Investment holding and property holding 投資控股及 物業持有
Sing Tao Educational Publications Limited 星島教育出版社有限公司	Hong Kong 香港	HK\$10,000 ordinary shares 10,000港元 普通股	-	100	Book publishing 書籍發行
Sing Tao Limited 星島有限公司	Hong Kong 香港	HK\$77,650,000 ordinary shares 77,650,000港元 普通股	-	100	Newspaper publishing 報章發行
Sing Tao Newspapers Los Angeles Ltd.	United States of America 美國	US\$100,000 common stock 100,000美元 普通股	-	100	Newspaper publishing 報章發行
Sing Tao Newspapers New York Ltd.	United States of America 美國	US\$5,550,000 common stock 5,550,000美元 普通股	-	100	Newspaper publishing 報章發行
Sing Tao Newspapers Pty. Limited	Australia 澳洲	AU\$250,000 ordinary shares 250,000澳元 普通股	-	100	Newspaper publishing 報章發行
Sing Tao Newspapers San Francisco Ltd.	United States of America 美國	US\$2,335,000 common stock 2,335,000美元 普通股	-	100	Newspaper publishing 報章發行
Sing Tao (U.K.) Ltd.#	United Kingdom 英國	GBP100 ordinary shares 100英鎊 普通股	-	100	Newspaper publishing 報章發行

# Notes to Financial Statements

## 財務報表附註

31 December 2012 二零一二年十二月三十一日

### 45. PARTICULARS OF SUBSIDIARIES (continued)

### 45. 附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued share/registered capital 已發行股份面值/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
北京星島滙通媒體技術服務有限公司**	PRC/ Mainland China 中國/中國內地	RMB23,000,000 registered capital 人民幣23,000,000元 註冊資本	-	100	Software development 軟件開發
北京新華在線信息技術有限公司#	PRC/ Mainland China 中國/中國內地	RMB50,000,000 registered capital 人民幣50,000,000元 註冊資本	-	92.5	Provision of value-added PRC business information 提供中國業務之增值資訊
廣州市皓玥商貿發展有限公司#	PRC/ Mainland China 中國/中國內地	RMB5,000,000 registered capital 人民幣5,000,000元 註冊資本	-	100	Wholesale and retail trading 批發及零售貿易

# Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

\* The subsidiary is registered as a wholly-foreign-owned enterprise under the PRC law

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets and/or liabilities of the Group. To give details of all the Company's subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

# 並非由香港安永會計師事務所或其他國際安永會計師事務所成員審核

\* 該附屬公司按照中國法例註冊為一間外商獨資企業

董事認為，上表所列為主要影響本年度業績，或構成本集團資產及/或負債淨值之主要部份之本公司附屬公司。董事認為，若詳列本公司所有附屬公司，篇幅將過於冗長。

### 46. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 March 2013.

### 46. 批核本財務報表

董事會於二零一三年三月二十六日批核並授權刊發本財務報表。

# Schedule of Major Properties

## 主要物業概覽

31 December 2012 二零一二年十二月三十一日

Address	Lot No.	Use	Approx. gross floor area 總樓面 面積約數 (square feet) (平方呎)	Group's interest 集團 所佔權益 %	Lease expiry 租約 屆滿年期	Main occupants 主要佔用者
(I) PROPERTIES HELD FOR OWNER OCCUPATION: 持作自用之物業：						
<i>Located in Hong Kong</i> 位於香港						
1. Rooms 1401-06, 14/F, Car Po Commercial Building, No. 37-43 Pottinger Street, Central 砵典乍街37-43號 嘉寶商業大廈 14樓1401-06室	Inland Lot No. 2 內地段2號	Commercial 商業	4,279	100	2842	Flash Bright Development Limited 亮馳發展有限公司
2. 7 Chun Cheong Street, Tseung Kwan O, Industrial Estate, Tseung Kwan O 將軍澳 將軍澳工業邨 駿昌街7號	Lot No. 39 地段39號	Industrial 工業	156,798	100	2047	Premier Printing Group Limited 出版之友印務 集團有限公司
<i>Located in Mainland China</i> 位於中國內地						
3. Unit 8E, Lan Yuan Mansion, Beijing Jindao Garden, No. 1 Xibahe Nan Road, Chaoyang District, Beijing, Hebei Province 河北省北京市朝陽區 西壩河南路1號 北京金島花園 蘭苑樓8E室	N/A 不適用	Residential 住宅	1,132	100	2064	Sing Tao News Corporation Limited 星島新聞集團有限公司
4. Units 501 and 502, The Spaces International Centre, No. 8 Dongdaqiao Road, Chaoyang District, Beijing 北京市朝陽區 東大橋路8號院1號樓 尚都國際中心 501室及502室	N/A 不適用	Commercial 商業	10,064	100	2052	Sing Tao News Corporation Limited 星島新聞集團有限公司

# Schedule of Major Properties

## 主要物業概覽

31 December 2012 二零一二年十二月三十一日

Address	Lot No.	Use	Approx. gross floor area 總樓面 面積約數 (square feet) (平方呎)	Group's interest 集團 所佔權益 %	Lease expiry 租約 屆滿年期	Main occupants 主要佔用者
(I) PROPERTIES HELD FOR OWNER OCCUPATION: (continued) 持作自用之物業：(續)						
<i>Located in the United States of America</i> 位於美國						
5. 215 Littlefield Avenue, South San Francisco	Lot 7 Block 4	Industrial 工業	14,900	100	Freehold interest 永久權益	Sing Tao Newspapers San Francisco Ltd.
6. 188 Lafayette Street, New York	Lot 40 Block 473	Industrial 工業	16,200	100	Freehold interest 永久權益	Sing Tao Newspapers New York Ltd.
7. 17059 Green Drive, City of Industry, Los Angeles	Tract No. 26265 Lot 7	Industrial 工業	63,500	100	Freehold interest 永久權益	Sing Tao Newspapers Los Angeles Ltd.
(II) INVESTMENT PROPERTIES: 投資物業：						
<i>Located in Hong Kong</i> 位於香港						
1. Rooms 1305-06, 13/F, Car Po Commercial Building, No.37-43 Pottinger Street, Central 中環 砵典乍街37-43號 嘉寶商業大廈 13樓1305-06室	Inland Lot No. 2 內地段2號	Commercial 商業	1,632	100	2842 (long term) (長年期)	Independent third parties 獨立第三方
2. Room 1504, 15/F, Car Po Commercial Building, No.37-43 Pottinger Street, Central 中環 砵典乍街37-43號 嘉寶商業大廈 15樓1504室	Inland Lot No. 2 內地段2號	Commercial 商業	471	100	2842 (long term) (長年期)	Vacant 空置

# Schedule of Major Properties

## 主要物業概覽

31 December 2012 二零一二年十二月三十一日

Address	Lot No.	Use	Approx. gross floor area 總樓面 面積約數 (square feet) (平方呎)	Group's interest 集團 所佔權益 %	Lease expiry 租約 屆滿年期	Main occupants 主要佔用者
(II) INVESTMENT PROPERTIES: (continued)						
投資物業：(續)						
<i>Located in Canada</i>						
位於加拿大						
3. 411-417 Dundas Street West, Toronto, Ontario	Part of lots 6 and 7 Plan D-116	Commercial 商業	23,000	100	Freehold interest 永久權益	Sing Tao Newspapers (Canada 1988) Limited



# Five Year Financial Summary

## 五年財務概要

A summary of the published results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

本集團過去五個財政年度之已刊發業績、資產及負債以及非控股權益概要乃摘錄自已刊發經審核財務報表如下。

### RESULTS

### 業績

		Year ended 31 December 截至十二月三十一日止年度				
		2012 二零一二年	2011 二零一一年	2010 二零一零年	2009 二零零九年	2008 二零零八年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue	收入	<b>2,210,908</b>	2,390,903	2,909,661	2,574,964	2,432,780
Profit/(loss) for the year	本年度溢利／(虧損)	<b>120,115</b>	138,627	237,241	114,536	(142,014)
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	<b>120,229</b>	138,668	240,443	121,139	(141,984)
Non-controlling interests	非控股權益	<b>(114)</b>	(41)	(3,202)	(6,603)	(30)
		<b>120,115</b>	138,627	237,241	114,536	(142,014)

### ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

### 資產、負債及非控股權益

		2012 二零一二年	2011 二零一一年	2010 二零一零年	2009 二零零九年	2008 二零零八年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Total assets	資產總值	<b>2,424,191</b>	2,400,672	2,348,924	2,135,531	2,097,652
Total liabilities	負債總值	<b>(473,118)</b>	(492,137)	(499,429)	(484,934)	(570,101)
Non-controlling interests	非控股權益	<b>(196)</b>	(310)	(351)	(32,164)	(43,225)
		<b>1,950,877</b>	1,908,225	1,849,144	1,618,433	1,484,326

星島 SING TAO  
新聞集團

SING TAO NEWS CORPORATION LIMITED  
星島新聞集團有限公司

