



**中国太平**  
CHINA TAIPING

**中國太平保險控股有限公司**

China Taiping Insurance Holdings Company Limited

股份代碼 Stock Code : HK 00966

**二零一二年年報**  
**2012 Annual Report**



中国太平保險集團形象代言人 成龙

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# Corporate Information

## 公司資料

### DIRECTORS

#### Executive directors

WANG Bin *Chairman*  
SONG Shuguang *Vice Chairman*  
XIE Yiqun  
PENG Wei  
NG Yu Lam Kenneth *Chief Executive Officer*

#### Non-executive directors

LI Tao  
WU Jiesi\*  
CHE Shujian\*  
LEE Kong Wai Conway\*

\* *Independent*

### COMPANY SECRETARY

CHAN Man Ko *Chief Financial Officer*

### AUTHORIZED REPRESENTATIVES

NG Yu Lam Kenneth  
LI Tao

### REGISTERED OFFICE

22nd Floor, China Taiping Tower Phase I  
8 Sunning Road  
Causeway Bay  
Hong Kong

### ADMINISTRATIVE OFFICE

12th Floor, China Taiping Tower Phase II  
8 Sunning Road  
Causeway Bay  
Hong Kong  
Telephone : (852) 3602 9800  
Facsimile : (852) 2866 2262  
E-mail : mail@ctih.cntaiping.com

### 董事

#### 執行董事

王濱 *董事長*  
宋曙光 *副董事長*  
謝一群  
彭偉  
吳俞霖 *總裁*

#### 非執行董事

李濤  
武捷思\*  
車書劍\*  
李港衛\*

\* *獨立*

### 公司秘書

陳文告 *財務總監*

### 法定代表

吳俞霖  
李濤

### 註冊辦事處

香港  
銅鑼灣  
新寧道八號  
中國太平大廈第一期二十二樓

### 行政辦事處

香港  
銅鑼灣  
新寧道八號  
中國太平大廈第二期十二樓  
電話 : (852) 3602 9800  
傳真 : (852) 2866 2262  
電郵 : mail@ctih.cntaiping.com

## Corporate Information 公司資料

### REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited  
46th Floor, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### INDEPENDENT AUDITORS

Deloitte Touche Tohmatsu

### SOLICITOR

Woo, Kwan, Lee & Lo

### PRINCIPAL BANKERS

Agricultural Bank of China Hong Kong Branch  
Bank of China (Hong Kong) Limited  
China Construction Bank Corporation  
Hong Kong Branch  
Hang Seng Bank Limited

### WEBSITE

[www.ctih.cntaiping.com](http://www.ctih.cntaiping.com)

### STOCK MARKET LISTING

The Main Board of The Stock Exchange  
of Hong Kong Limited  
(Stock Code: HK 00966)

### 股份過戶登記處

香港證券登記有限公司  
香港皇后大道東一八三號  
合和中心四十六樓

### 獨立核數師

德勤•關黃陳方會計師行

### 律師

胡關李羅律師行

### 主要往來銀行

中國農業銀行香港分行  
中國銀行(香港)有限公司  
中國建設銀行股份有限公司  
香港分行  
恒生銀行有限公司

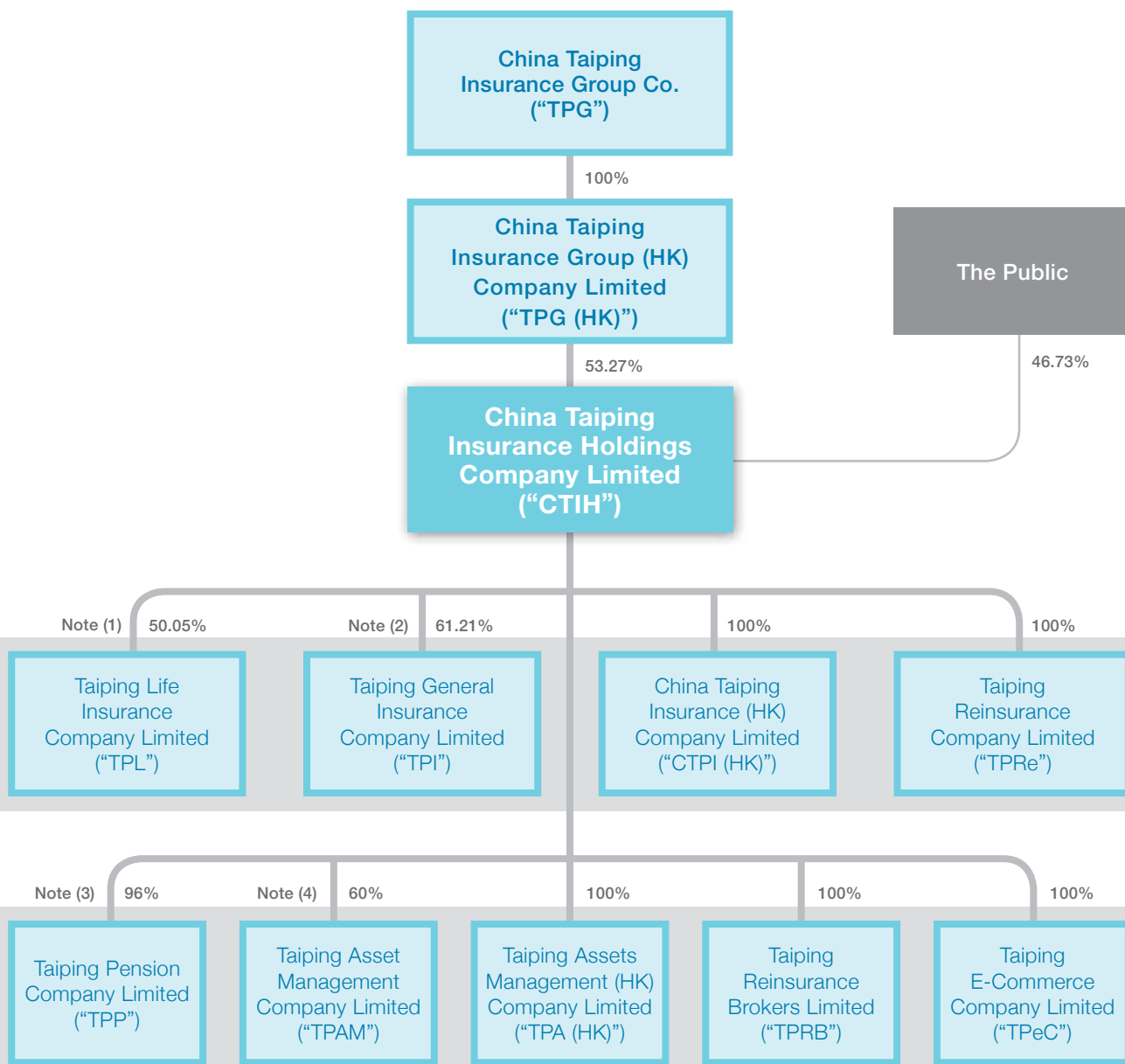
### 網站

[www.ctih.cntaiping.com](http://www.ctih.cntaiping.com)

### 上市證券交易所

香港聯合交易所有限公司主板  
(股份代號: HK 00966)

## Simplified Ownership Structure



Note (1): TPG and Ageas own the remaining 25.05% and 24.90% equity interests in TPL, respectively.

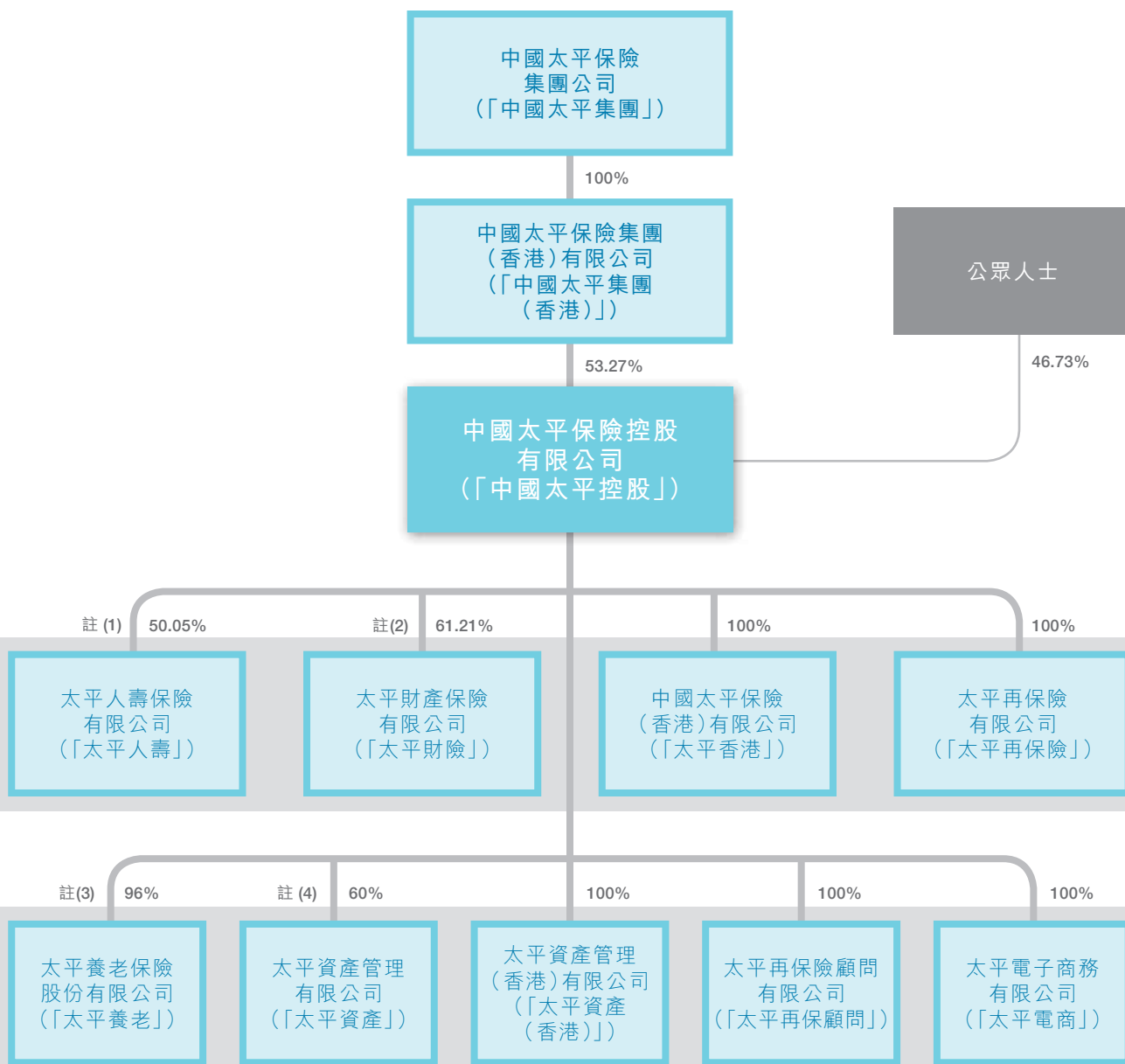
Note (2): TPG owns the remaining 38.79% equity interest in TPI.

Note (3): TPG owns the remaining 4% equity interest in TPP.

Note (4): TPG and Ageas own the remaining 20% and 20% equity interests in TPAM, respectively.

(As at 31 December 2012)

## 簡明公司架構



註(1)：中國太平集團及富傑分別持有太平人壽其餘之25.05%及24.90%權益。

註(2)：中國太平集團持有太平財險其餘之38.79%權益。

註(3)：中國太平集團持有太平養老其餘之4%權益。

註(4)：中國太平集團及富傑分別持有太平資產其餘之20%及20%權益。

(於二零一二年十二月三十一日)



# Chairman's Statement

## 2012 OPERATING PERFORMANCE REVIEW

With the global economy's sluggish recovery and China's stable, but slow, economic growth, the PRC insurance markets remained caught in a low growth environment. In such difficult and complicated economic conditions, CTIH was able to make rapid progress in many areas. The Company's overall operating competitiveness continued to develop, and CTIH's core businesses continued to expand, despite the prevailing difficult market trends. The Company's total gross premium income reached HK\$59,915.31 million, increasing by 20.1% year over year. Net profit attributable to shareholders was HK\$936.56 million, increasing by 71.0% over the Last Year. As of December 31, 2012, net assets attributable to shareholders was HK\$13,836.77 million, up by 19.4% since the end of 2011. Detailed descriptions of the operating performances and financial conditions of each operating business can be found in the Management Review and Analysis.

## BUSINESS PROGRESS AND RESULTS

In 2012, CTIH's operating results improved significantly. The Company focused on applying its best efforts to all aspects of its businesses, and progressed steadily in achieving its favorable position of "Being the First Mover and Outperforming the Market". Despite adverse market conditions, the life insurance business at TPL grew faster than industry averages. Current strategic initiatives will allow the life insurance business to achieve sustainable growth into the future. The property and casualty insurance business at TPI in the PRC was able to maintain its underwriting performance and net profitability, while increasing premium levels to rank ninth in the industry. In the investments and asset management operations, we continued to have conservatism and prudence as our base principles. By increasing customer value and pursuing innovative investment channels, our total assets and assets under management expanded rapidly in scale. The pension insurance operations improved markedly, with annuities under management increasing substantially. CTIH's unified e-business platform began operations. In Hong Kong, the operating performance of our subsidiaries also improved, enhancing our overall profitability.

After our parent company, TPG, became a Central Government, direct state-owned enterprise, we signed strategic cooperation agreements with three major banks, namely Agricultural Bank of China, China Construction Bank and Bank of Communications, and twelve large state-owned enterprises, including China National Petroleum Company and China Merchants Group, a remarkable set of outcomes in developing significant client relationships.

Our professional operations and solid financial management continued to be recognized by international credit rating agencies. Three operating subsidiaries of CTIH maintained their "A" level credit ratings.

## OPPORTUNITIES AND CHALLENGES

From a long-term point of view, with the Chinese government putting forth the goal of comprehensively developing China into a moderately prosperous society, historic opportunities for developing the insurance industries are emerging. Government policies aimed at doubling per capita income, urbanization, increasing information technology and assuring people's livelihood will soon be implemented, and the insurance industries will be bolstered by these initiatives. At the same time, we will need to face the challenges. Since 2011, premium growth for the life insurance industry has been caught in a bottleneck, and has followed an "L-shape" trend. Products, distribution channels, and business models have all faced major obstacles. In the future, along with the releasing of benefits from the government policies, the life insurance industry will enter a "U-shape" turnaround period. Whoever is the first to innovate their business model during this transitional period will be the winner.

## 董事長報告



WANG Bin 王濱  
Chairman 董事長

### 回顧二零一二年業績表現

在全球經濟緩慢復蘇、國內經濟緩中求穩的複雜艱難的總體環境下，在保險市場總體低迷的行業背景下，中國太平控股各項工作仍然取得快速理想的發展，綜合經營優勢初步顯現，主營業務逆勢而上，本集團實現總保費收入599.1531億港元，較去年同期增長20.1%。股東應佔溢利9.3656億港元，較去年同期增長71.0%。截至二零一二年底，本集團股東應佔淨資產138.3677億港元，較去年底增長19.4%。關於各業務單位的經營情況及財務表現，在「管理層回顧和分析」有詳細介紹。

### 工作進展及成效

二零一二年公司業績明顯提高，各項工作真抓實幹，穩步推進，形成了「爭先進位，跑贏大市」的良好局面。壽險業務發展逆勢上揚，增加戰略投入著力提升壽險業務的可持續發展後勁，業務增速顯著高於同業。內地產險業務繼續保持承保盈利和稅後盈利，保費規模已躋身行業第九名。投資與資產管理秉持穩健安全原則，提升客戶價值，創新渠道，帶動本集團總資產與管理資產規模的快速擴大；養老保險業務經營情況明顯好轉，累計管理年金規模快速擴大；本集團統一的電子商務平臺開始運行；在港保險成員公司經營改善，錄得可觀的利潤貢獻。

本公司母公司中國太平集團納入中央管理企業後，先後與中國農業銀行、中國建設銀行、交通銀行三大銀行、中石油及招商局等十二家大型央企簽訂戰略合作協議，在大客戶開拓取得顯著成效。

憑藉專業化的經營與穩健的財務管理，中國太平控股繼續獲得國際權威評級公司的高度關注。本集團旗下三家公司保持了國際「A」評級。

### 機遇與挑戰

從長期來看，中國政府提出了全面建設小康社會的目標，收入倍增、城鎮化、資訊化、保障民生等政策方向將為保險業發展繼續營造重要的歷史機遇。同時，我們也要正視面臨的挑戰，壽險業從二零一一年至今，保費增長瓶頸顯露，呈現出「L」型走勢，產品、渠道、商業模式都面臨巨大挑戰。未來隨著政策紅利的釋放，壽險業將步入「U」型轉型期，誰能在商業模式方面率先創新，誰將勝出。

# Chairman's Statement

## CORRECTLY UNDERSTANDING “BUILDING A NEW TAIPING IN 3 YEARS”

Last year, we put forth the strategic objective of “Building A New Taiping in 3 Years”. Let me emphasize that this goal is not to simply increase our scale. While it does include quantitative growth and benchmarks, even more important is enhancing the quality of our overall business. While maintaining priority on quality, efficiency and controlling risks, we will strive to double our total premium, total assets and net profit in 3 years time. We will build an integrated business model of “One Customer, One Taiping” to enhance our capabilities in management, service, innovation and cooperation. At the same time, in order to better seek opportunities in the future as the country develops, we must build a new Taiping that is strong in both quality and scale. Only in this way can we create greater long-term value for our customers, shareholders and society.

## ACKNOWLEDGEMENTS

On behalf of the Board of CTIH, I would like to express my heartfelt gratitude to all of our shareholders who have trusted and supported us for so many years. On behalf of the Board, I would also like to extend my sincere gratitude to all of the staff for their commitment and dedication to their work.

**WANG Bin**  
*Chairman*

Hong Kong, 19 March 2013

# 董事長報告

## 正確理解「三年再造一個新太平」

我們在去年提出「三年再造一個新太平」的戰略目標，我想強調這目標不是簡單的規模擴張，它既包含了量的增長，更應該是質的提高。在兼顧質量效益，風險可控的前提下，力爭三年時間在總保費，總資產和淨利潤方面翻一番。建立「一個客戶，一個太平」的綜合經營模式，提升管理能力、服務能力、創新能力、協同能力。同時，為未來更好地把握國家發展的機遇，建立一個質量及規模兼備的新太平是必需的，這樣才能為客戶、股東和社會創造更大的長遠價值。

## 致謝

本人謹此代表中國太平控股董事會，對多年來給予我們信任及支持的各位股東，致以衷心的感謝。我也代表董事會衷心感謝全體員工竭誠盡責執行各項任務。

董事長

王濱

香港，二零一三年三月十九日

# Management Review and Analysis

## 管理層回顧和分析

### OVERALL PERFORMANCE AT A GLANCE

2012 was a challenging year for the insurance industries of China. With the global economy's sluggish recovery and China's slow, yet stable, economic growth, the insurance market continued to be caught in a slow growth environment. In such difficult and complicated economic conditions, CTIH was able to deliver solid growth in value for its shareholders during the Year.

#### Profitability and shareholders' equity

- Net profit attributable to the shareholders increased by 71.0% to HK\$936.56 million, representing HK\$0.550 per share.
- Shareholders' equity increased by 19.4% to HK\$13,836.77 million, representing HK\$8.111 per share.

#### Value Creation

- Shareholders' group embedded value increased by 28.7% to HK\$22,171.96 million, representing HK\$12.997 per share.
- Gross premiums written increased by 20.1% to HK\$59,915.31 million. In respect of the first year regular life insurance premium, products with payment term of 10 years or above constituting most of the business.
- New business value of the life insurance business increased by 2.7% to HK\$2,304 million, representing a CAGR of 30.7% over the past five years.
- Embedded value of the life insurance business increased by 35.7% to HK\$29,286 million, representing a CAGR of 33.6% over the past five years.

### 整體表現概覽

二零一二年是中國保險業充滿挑戰的一年。在全球經濟緩慢復蘇、國內經濟緩中求穩的複雜艱難的總體環境下，在保險市場總體低迷的行業背景下，中國太平控股仍能於年內為股東取得穩健的價值增長。

#### 盈利能力及股東權益

- 股東應佔溢利淨額上升71.0%至9.3656億港元，折合每股0.550港元。
- 股東應佔權益上升19.4%至138.3677億港元，折合每股8.111港元。

#### 創造價值

- 股東應佔總內涵價值上升28.7%至221.7196億港元，折合每股12.997港元。
- 本集團的承保保費上升20.1%至599.1531億港元，當中的盈利能力較高的期繳保費大部份由十年期及以上的產品組成。
- 人壽保險業務的新業務價值增加2.7%至23.04億港元，過去五年的平均複合增長率達30.7%。
- 人壽保險業務的內涵價值增加35.7%至292.86億港元，過去五年的平均複合增長率達33.6%。

# Management Review and Analysis

## 管理層回顧和分析

### OVERALL PERFORMANCE AT A GLANCE *(Continued)*

#### Improvement in operations

- Market share of the life insurance business increased by 0.4pt to 3.7%, ranking as the seventh largest life insurer in the PRC.
- Market share of the property and casualty insurance business in the PRC increased by 0.2pt to 1.4%, ranking as the ninth largest property and casualty insurer in the PRC.
- Number of agents in the individual channel of the life insurance business increased by 25.6%.
- Overall persistency ratios of the life insurance business were maintained at very satisfactory levels, while the persistency ratios of the individual channel further improved.
- Combined ratio of the property and casualty insurance business in the PRC continued to improve for the fifth consecutive year to 99.8% and combined ratio of the property and casualty insurance business in HK improved meaningfully by 1.2pts to 97.7%.
- TPeC was formed and commenced operations. TPeC is a unified e-business platform mainly providing management services for the e-distribution channels of TPL and TPI.

#### Capital for sustainable growth

- The solvency margin ratio of the life insurance business as of 31 December 2012 was 164%. However, subsequent to the capital contribution of RMB2,500 million into TPL, which is expected to be completed during the first quarter of 2013, the pro forma solvency margin ratio for TPL as of 31 December 2012 would be approximately 209%.
- The capital of TPI has been increased by RMB500 million by the year end. The solvency margin ratio of TPI as of 31 December 2012 was maintained at a healthy level of 163%.

### 整體表現概覽 (續)

#### 營運改善

- 人壽保險業務的市場份額增加0.4點至3.7%，為內地第七大人壽保險公司。
- 財產保險業務的市場份額增加0.2點至1.4%，為內地第九大財產保險公司。
- 人壽保險業務的銷售代理隊伍人數增加25.6%。
- 人壽保險業務的整體續保率維持在令人滿意的水平，而個人代理渠道的續保率進一步提高。
- 內地財產保險業務的綜合成本率連續五年得到改善至99.8%，而香港財產保險業務的綜合成本率則改善1.2點至97.7%。
- 太平電商已成立及營運，是統一的電子商務平台，主要為太平人壽及太平財險提供電子分銷渠道的管理服務。

#### 注入資本確保持續增長

- 截至二零一二年十二月三十一日人壽保險業務的償付能力充足率為164%。在二零一三年一月向太平人壽增資人民幣25億元後，其備考償付能力充足率將增加至約209%。
- 二零一二年內，太平財險的註冊資本已增加人民幣5億元。截至二零一二年十二月三十一日太平財險的償付能力充足率維持在163%的健康水平。

# Management Review and Analysis

## 管理層回顧和分析

### OVERALL PERFORMANCE AT A GLANCE *(Continued)*

### 整體表現概覽 (續)

#### Asset management performance

#### 資產管理表現

- Net investment yield (mainly consisted of fixed investment income recognized in the income statement) increased by 0.9pt to 4.9%.
  - Assets under management increased by 25.3% to HK\$188,101 million.
- 淨投資收益率 (主要由固定利息投資收入所組成) 增長0.9點至4.9%；
  - 資產管理規模增加25.3%至1,881.01億港元。

#### Credit rating

#### 信用評級

- CTIH is rated BBB+ and BBB- by Fitch and S&P, respectively, while its operating subsidiaries were able to maintain their international credit ratings, which ranged from A- to A.
  - With such sound credit ratings and with global interest rates at historically low levels, CTIH took the opportunity to issue 10-year debt in the amount of US\$300 million at 4.125% in November 2012. CTIH also obtained a 5-year loan facility of US\$250 million at LIBOR plus 2.4% (effective rate) from a financial institution. Such loan facility was fully drawn in a single draw-down in January 2013.
- 中國太平控股分別獲惠譽及標準普爾BBB+及BBB-的評級，而其各營運附屬公司則維持其A-至A的國際信用評級。
  - 憑藉良好的信用評級及把握環球利率處於歷史低位的時機，中國太平控股於二零一二年十一月發行3億美元十年期4.125%債券，以及從一家金融機構取得2.5億美元五年期的貸款額度，利率為倫敦銀行同業拆息加2.4% (有效利率)，並一次性已於二零一三年一月全數提取。

#### Good Start in 2013

#### 開局理想

- In the first two months of 2013, premium growth in both life and property and casualty insurance business in the PRC have outperformed the market with 65.6% and 42.3% respectively, as compared with the same period in 2012.
- 二零一三年首兩個月，國內人壽保險及財產保險業務的保費收入相對二零一二年同期分別增加65.6%及42.3%，高於市場平均增長。



# Management Review and Analysis

## 管理層回顧和分析

### OUTLOOK

CTIH will continue to strive for its strategic objective of “building a new Taiping in three years”, with the financial goals of “doubling total premium, total assets and net profit, while maintaining quality, efficiency and risks at an acceptable level”.

- **Long Term Capital Raising and Funding**

The Group is exploring various proposals and measures to further enhance the financial capacity and capital management efficiency of the Group in order to support the business development of its subsidiaries. Among others, such proposals include increasing the Company’s shareholding in its non-wholly owned subsidiaries with the support of its controlling shareholder (including the possible acquisition of a 25.05% equity interest in TPL from TPG) and/or making other strategic investments, to be funded by the issuance of new equity as consideration. The Group will look into the feasibility of the various proposals.

- **Life Insurance Business – TPL**

The Group is cautiously optimistic about the prospects of the life insurance business in 2013. In 2013, TPL will continue to focus on building its agency force, in both quantitative (number of agents) and qualitative (productivity) terms. In the bancassurance channel, TPL will spend considerable efforts and resources in working with its bank partners in finding operating models which will increase the value of its product sales. Already in the first two months of 2013, sales through the bank channel have greatly improved, which paved a solid foundation for the future bancassurance cooperation.

### 展望

中國太平控股將繼續朝「三年再造一個新太平」，「在兼顧質量效益，風險可控的前提下，力爭三年時間在總保費、總資產和淨利潤方面翻一番」的戰略目標進發。

- **長效資本補充**

本集團正探討各種可行方案和措施，進一步提高本集團的財務實力和資本管理效率，以支持下屬公司業務發展。其中包括在控股股東支持下，通過發行新股為代價，增持非全資附屬公司的權益（包括可能收購中國太平集團持有的25.05%太平人壽權益）及／或進行其他戰略投資。

- **人壽保險業務－太平人壽**

本集團對二零一三年的人壽保險業務前景審慎樂觀。於二零一三年，太平人壽將繼續專注在質（產能）和量（代理數目）兩方面建設個人代理隊伍。在銀行保險渠道方面，太平人壽將投入努力和資源與銀行伙伴合作，尋求可提升產品銷售價值的營運模式。在二零一三年的首兩個月，銀行渠道的銷售已獲得很大提升，令銀行分銷渠道得到鞏固，有利於日後銀保合作的發展。



# Management Review and Analysis

## 管理層回顧和分析

### OUTLOOK (Continued)

- **Property and Casualty Insurance Business in the PRC – TPI**

Having now benefited from strong fundamentals and a positive pricing cycle for several years, pricing in the PRC property and casualty insurance sector are now showing signs of pressure. TPI in particular will continue to focus on improving its combined ratio, especially in the area of expenses, as the property and casualty insurance business in the PRC continues to gain economies of scale. The Group, however, continue to be cautiously optimistic about the operation's prospects for 2013, and believe that positive and satisfactory underwriting and earning results will be achieved.

- **Property and Casualty Insurance Business in Hong Kong – CTPI (HK)**

CTPI (HK) will continue to be cautious and conservative in running its operations and believes that it will continue to maintain its current market position in Hong Kong, and that satisfactory underwriting and operating results are achievable in 2013.

- **Reinsurance Business – TPRe**

Barring any unforeseen or significant adverse events in the coming year, TPRe expects to achieve overall positive operating results in 2013.

### 展望 (續)

- **內地財產保險業務—太平財險**

內地財產保險業的定價經歷過最近幾年的高峰週期，現開始感到下行的壓力。儘管如此，太平財險將繼續改善其綜合成本率，隨著業務持續增長形成規模經濟，費用率有望減低。本集團對二零一三年的業務前景審慎樂觀，並相信可取得令人滿意的承保和盈利業績。

- **香港財產保險業務—太平香港**

太平香港繼續謹慎穩健地營運，相信將能維持在香港的市場地位。預料二零一三年將取得令人滿意的承保和盈利業績。

- **再保險業務—太平再保險**

除非來年發生未能預見或重大的事件，太平再保險預期二零一三年應可取得整體營運利潤。

# Management Review and Analysis

## 管理層回顧和分析

### CONSOLIDATED FINANCIAL RESULTS

Readers and investors are advised to pay attention to the reinsurance business has changed its accounting policy during the Year when reading the consolidated financial results below, and in particular the prior year consolidated figures which have been restated, please refer to the reinsurance business section for details.

The financial highlights of the Group for the Year were as follows:

*For the year ended 31 December, HK\$ million*

### 綜合財務表現

務請讀者及投資者於閱覽以下綜合財務表現時注意年內再保險業務變更會計政策，特別是往年綜合數字已作相應重列，詳情請參閱再保險業務部份。

本集團年內重點財務表現如下：

*截至十二月三十一日止年度，百萬港元*

		2012	2011 (Restated) (重列)	Change 變化
Gross premiums written	毛承保保費	<b>59,915.31</b>	49,889.70	+20.1%
Profit from operations before taxation	除稅前經營溢利	<b>1,232.63</b>	944.46	+30.5%
Income tax credit	稅項抵免	<b>241.11</b>	27.72	+7.7 times 倍
Profit from operations after taxation	除稅後經營溢利	<b>1,473.74</b>	972.18	+51.6%
Net profit attributable to the owners	股東應佔溢利淨額	<b>936.56</b>	547.63	+71.0%
Basic earnings per share (HK\$)	每股基本盈利 (港元)	<b>0.550</b>	0.321	+0.229 dollar 元
Final dividend proposed	派發末期股息建議	–	–	–
Total equity	總權益	<b>20,992.42</b>	17,028.99	+23.3%
– Per share (HK\$)	– 每股 (港元)	<b>12.306</b>	9.986	+2.320 dollars 元
Owners' equity	股東應佔權益	<b>13,836.77</b>	11,589.64	+19.4%
– Per share (HK\$)	– 每股 (港元)	<b>8.111</b>	6.796	+1.315 dollars 元
Group embedded value	總內涵價值	<b>37,656.14</b>	28,502.55	+32.1%
– Per share (HK\$)	– 每股 (港元)	<b>22.074</b>	16.714	+5.360 dollars 元
Owners' group embedded value	股東應佔總內涵價值	<b>22,171.96</b>	17,229.10	+28.7%
– Per share (HK\$)	– 每股 (港元)	<b>12.997</b>	10.103	+2.894 dollar 元

# Management Review and Analysis

## 管理層回顧和分析

### CONSOLIDATED FINANCIAL RESULTS (Continued)

### 綜合財務表現(續)

The figures below are the results of the respective companies from their operations, before intra-group eliminations.

以下數字為集團內部對銷前，各公司的營運業績。

The net operating profit/(loss) by each business line is summarized below:

按各業務分類之經營淨溢利／(虧損)概述如下：

For the year ended 31 December, HK\$ million

截至十二月三十一日止年度，百萬港元

		2012	2011 (Restated) (重列)	Change 變化
<b>Life insurance</b>	人壽保險	<b>861.76</b>	780.60	+10.4%
<b>Property and casualty insurance</b>	財產保險	<b>770.91</b>	498.24	+54.7%
PRC operations	內地業務	<b>239.45</b>	152.61	+56.9%
Hong Kong operations	香港業務	<b>531.46</b>	345.63	+53.8%
<b>Reinsurance</b>	再保險	<b>112.08</b>	(41.86)	–
<b>Pension and group life insurance</b>	養老及團體人壽保險	<b>(128.58)</b>	(193.91)	-33.7%
<b>Asset management</b>	資產管理	<b>31.70</b>	29.13	+8.8%
<b>Insurance intermediary</b>	保險中介業務	<b>10.26</b>	4.13	+1.5 times 倍
<b>E-Commerce business</b>	電子商務業務	<b>(49.61)</b>	–	–
<b>Others <sup>1</sup></b>	其他 <sup>1</sup>	<b>(134.78)</b>	(104.15)	+29.4%
Net profit from operations	經營淨溢利	<b>1,473.74</b>	972.18	+51.6%
Non-controlling interests	非控股股東權益	<b>(537.18)</b>	(424.55)	+26.5%
Net profit attributable to the owners	股東應佔溢利淨額	<b>936.56</b>	547.63	+71.0%

<sup>1</sup> Others mainly include the results of the holding company and consolidation adjustments.

<sup>1</sup> 其他主要包括控股公司本部的經營成果及合併調整。

# Management Review and Analysis

## 管理層回顧和分析

### CONSOLIDATED FINANCIAL RESULTS (Continued)

### 綜合財務表現(續)

The following analysis shows the movement of the total equity of the Group.

以下為本集團總權益變化分析。

HK\$ million

百萬港元

		2012	2011 (Restated) (重列)
Total equity as at 1 January, as previously reported	於一月一日之總權益，如前呈報	<b>16,874.05</b>	18,481.87
Effect of changes in accounting policy	會計政策變更之影響	<b>154.94</b>	102.62
Total equity as at 1 January, as restated	於一月一日之總權益，重列後	<b>17,028.99</b>	18,584.49
Net operating profit recognized in income statement	確認於損益表之經營溢利淨額	<b>1,473.74</b>	972.18
Net changes in AFS investment reserve	可供出售投資儲備變化淨額	<b>2,104.64</b>	(3,285.06)
Revaluation gain arising from reclassification of own-use properties into investment properties	因自用物業重新分類為投資物業而產生之重估收益	<b>134.74</b>	411.70
Exchange gain arising from translation of financial statements of subsidiaries outside Hong Kong	因換算香港以外地區附屬公司財務報表的匯兌收益	<b>4.82</b>	614.56
Acquisition of additional equity interest in existing subsidiaries	購入現有附屬公司的額外權益	-	(349.27)
Capital contribution made to a subsidiary by its non-controlling shareholder	由附屬公司之非控股股東向其注入資本	<b>238.42</b>	67.57
Other movements <sup>2</sup>	其他變動 <sup>2</sup>	<b>7.07</b>	12.82
Total equity as at 31 December	於十二月三十一日之總權益	<b>20,992.42</b>	17,028.99
Attributable to:	應佔：		
Owners of the Company	本公司股東權益	<b>13,836.77</b>	11,589.64
Non-controlling interests	非控股股東權益	<b>7,155.65</b>	5,439.35
		<b>20,992.42</b>	17,028.99

<sup>2</sup> Other movements mainly include the amortization of the costs of Shares acquired under the Share Award Scheme and net proceeds received for Shares issued under the Share Option Scheme.

<sup>2</sup> 其他變動主要包括根據股份獎勵計劃而購入之股份的成本攤銷及根據認股權計劃發行新股所收取之款項淨額。

# Management Review and Analysis

## 管理層回顧和分析

### CONSOLIDATED FINANCIAL RESULTS (Continued)

The **gross premiums written** for the Year increased by 20.1% to HK\$59,915.31 million from HK\$49,889.70 million in the Last Year. Premium growth continued to be strong in the life insurance business and the property and casualty insurance business in the PRC.

The **net operating profit** for the Year was HK\$1,473.74 million (2011 *(restated)*: HK\$972.18 million). The higher net operating profit was due to the turnaround back to profitability at the reinsurance business and higher earnings at the property and casualty insurance businesses in the PRC and Hong Kong. The net operating profit attributable to the owners for the Year was HK\$936.56 million (2011 *(restated)*: HK\$547.63 million).

The **life insurance business** produced a net operating profit of HK\$861.76 million (2011: HK\$780.60 million). The modest level of earnings growth was achieved despite the sluggish life insurance market in 2012 and also the volatile and difficult equity market conditions in the PRC. The net operating profit attributable to the owners amounted to HK\$431.31 million (2011: HK\$390.69 million).

The **property and casualty insurance business** produced a net operating profit of HK\$770.91 million (2011: HK\$498.24 million), representing a strong increase of 54.7% year-over-year. The increase in earnings was the result of solid business expansion at TPI and CTPI (HK), and improvements in underwriting and strong investment gains at CTPI (HK). The net operating profit attributable to the owners amounted to HK\$678.03 million (2011: HK\$417.22 million).

### 綜合財務表現(續)

於本年度，毛承保保費由去年498.8970億港元增加20.1%至599.1531億港元。內地的人壽保險業務及財產保險業務保費收入保持強勁增長。

於本年度，經營溢利淨額為14.7374億港元（二零一一年（重列）：9.7218億港元）。再保險業務轉虧為盈和內地及香港的財產保險業務錄得較高盈利。年內股東應佔經營溢利淨額為9.3656億港元（二零一一年（重列）：5.4763億港元）。

人壽保險業務的經營溢利淨額為8.6176億港元（二零一一年：7.8060億港元）。儘管二零一二年人壽保險市場低迷及中國股票市況波動和困難，仍取得盈利增長。股東應佔經營溢利淨額為4.3131億港元（二零一一年：3.9069億港元）。

財產保險業務的經營溢利淨額為7.7091億港元（二零一一年：4.9824億港元），較去年大幅增長54.7%。盈利增加是由於太平財險的業務擴展及太平香港的承保改善及投資收益強勁。股東應佔經營溢利淨額為6.7803億港元（二零一一年：4.1722億港元）。

# Management Review and Analysis

## 管理層回顧和分析

### CONSOLIDATED FINANCIAL RESULTS (Continued)

The **reinsurance business** incurred a net operating profit of HK\$112.08 million (2011 (restated): operating loss of HK\$41.86 million), representing a return to profit for TPRe after its first ever loss year in 2011. TPRe's turnaround was mainly due to reinforced underwriting risk controls, an absence of major catastrophes, and strong investment income. The net operating profit attributable to the owners amounted to HK\$112.08 million (2011 (restated): operating loss of HK\$41.86 million).

The **pension and group life insurance businesses** incurred a net operating loss of HK\$128.58 million (2011: HK\$193.91 million). The loss was mainly due to the continued lack of economies of scale at the pension operations, which is still in its early stages of development. The net operating loss attributable to the owners amounted to HK\$123.44 million (2011: HK\$156.96 million).

The **asset management business** produced a net operating profit of HK\$31.70 million (2011: HK\$29.13 million). The net operating profit attributable to the owners amounted to HK\$20.16 million (2011: HK\$15.45 million).

### CONSOLIDATED INVESTMENT PERFORMANCE

#### Consolidated investment assets

The total investments of the Group are summarized as follows:

At 31 December, HK\$ million

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Debt securities	債務證券	121,916.45	55.5%	106,633.78	62.3%
Debt schemes	債權計劃	20,611.64	9.4%	9,596.43	5.6%
Equity securities	股本證券	7,799.61	3.6%	8,668.88	5.1%
Investment funds	投資基金	9,331.64	4.2%	5,672.44	3.3%
Cash and bank deposits	現金及銀行存款	56,137.22	25.5%	37,776.40	22.1%
Investment properties	投資物業	3,990.22	1.8%	2,915.58	1.6%
Total investments	投資總額	219,786.78	100.0%	171,263.51	100.0%

### 綜合財務表現(續)

再保險業務產生經營溢利淨額1.1208億港元(二零一一年(重列):經營虧損4,186萬港元),在其於二零一一年首次錄得虧損後迅速恢復盈利。太平再保險轉虧為盈是由於加強承保風險控制,並受惠於年內沒有重大賠款及理想的投資收入。股東應佔經營溢利淨額為1.1208億港元(二零一一年(重列):經營虧損4,186萬港元)。

養老及團體人壽保險業務產生經營虧損淨額1.2858億港元(二零一一年:1.9391億港元)。虧損主要是由於養老業務仍處於初期發展階段,缺乏足夠規模經濟效應。股東應佔經營虧損淨額為1.2344億港元(二零一一年:1.5696億港元)。

資產管理業務的經營溢利淨額為3,170萬港元(二零一一年:2,913萬港元)。股東應佔經營溢利淨額為2,016萬港元(二零一一年:1,545萬港元)。

### 綜合投資表現

#### 綜合投資資產

本集團的投資總值概述如下:

於十二月三十一日,百萬港元

# Management Review and Analysis

## 管理層回顧和分析

### CONSOLIDATED INVESTMENT PERFORMANCE

(Continued)

#### Consolidated investment assets (Continued)

The investments in securities are classified as Held-to-Maturity (“HTM”), Available-for-Sale (“AFS”), Held for Trading (“HFT”), Designated at fair value through profit or loss (“DVPL”) and Loans and Receivables (“LR”). The detailed breakdown by such classifications for the total investment portfolio of the Group was as follows:

At 31 December 2012, HK\$ million

	HTM 持有至到期日	AFS 可供出售	HFT/DVPL 持有作 交易用途/ 指定為通過 損益以反映 公允價值	LR 貸款及 應收款項	Total 總額
Debt securities 債務證券	92,139.32	27,635.50	618.07	1,523.56	121,916.45
Debt schemes 債權計劃	–	–	–	20,611.64	20,611.64
Equity securities 股本證券	–	7,799.33	0.28	–	7,799.61
Investment funds 投資基金	–	8,383.88	947.76	–	9,331.64
	<b>92,139.32</b>	<b>43,818.71</b>	<b>1,566.11</b>	<b>22,135.20</b>	<b>159,659.34</b>

At 31 December 2011, HK\$ million

	HTM 持有至到期日	AFS 可供出售	HFT/DVPL 持有作 交易用途/ 指定為通過 損益以反映 公允價值	LR 貸款及 應收款項	Total 總額
Debt securities 債務證券	83,475.82	21,846.26	97.43	1,214.27	106,633.78
Debt schemes 債權計劃	–	–	–	9,596.43	9,596.43
Equity securities 股本證券	–	8,648.47	20.41	–	8,668.88
Investment funds 投資基金	–	5,620.47	51.97	–	5,672.44
	<b>83,475.82</b>	<b>36,115.20</b>	<b>169.81</b>	<b>10,810.70</b>	<b>130,571.53</b>

### 綜合投資表現 (續)

#### 綜合投資資產 (續)

證券投資被歸類為持有至到期日、可供出售、持有作交易用途、指定為通過損益以反映公允價值及貸款及應收款項。本集團總投資組合按此歸類的分佈概述如下：

於二零一二年十二月三十一日，百萬港元

於二零一一年十二月三十一日，百萬港元



# Management Review and Analysis

## 管理層回顧和分析

### CONSOLIDATED INVESTMENT PERFORMANCE

(Continued)

#### Consolidated investment assets (Continued)

As at 31 December 2012, 95.8% of the Group's investment in debt securities from banks and other financial institutions has a credit rating of A or above (2011: 96.8%), while for debt securities from corporate entities, 97.3% has a credit rating of A or above (2011: 98.3%). The credit ratings for debt securities issued in the PRC refer to domestic credit ratings, while the rest of the ratings refer to international ratings.

The percentages of the Group's total investments held by each business segment in terms of carrying values at the end of the reporting period were as follows:

		2012	2011
Life insurance	人壽保險	87.2%	87.3%
Property and casualty insurance	財產保險	6.7%	7.2%
Reinsurance	再保險	3.4%	3.6%
Other businesses	其他業務	2.7%	1.9%
		<b>100.0%</b>	100.0%

#### Consolidated investment income

The total investment income of the Group on a pre-tax basis recognized in the consolidated income statement was as follows:

For the year ended 31 December, HK\$ million

		2012	2011	Change 變化
Net investment income <sup>1</sup>	淨投資收入 <sup>1</sup>	8,293.55	5,747.72	+44.3%
Net realized investment gains/(losses)	已實現投資收益/ (虧損)淨額	(1,117.72)	66.28	-
Net unrealized investment gains/(losses)	未實現投資收益/ (虧損)淨額	450.49	181.72	+1.5 times 倍
Net impairment gains/(losses) on securities	證券減值收益/ (虧損)淨額	(1,722.49)	(799.15)	+1.2 times 倍
Total investment income <sup>2</sup>	總投資收入 <sup>2</sup>	5,903.83	5,196.57	+13.6%
Net investment yield <sup>1</sup>	淨投資收益率 <sup>1</sup>	4.9%	4.0%	+0.9 pt 點
Total investment yield <sup>2</sup>	總投資收益率 <sup>2</sup>	3.4%	3.5%	-0.1 pt 點

<sup>1</sup> Net investment income mainly consists of fixed investment income such as interest income from debt securities and bank deposit. Net investment yield is derived from such net investment income.

<sup>2</sup> Total investment income is the summation of net investment income and the realized/unrealized investment gains/losses plus impairments. The total investment yield is derived from such total investment income.

### 綜合投資表現 (續)

#### 綜合投資資產 (續)

於二零一二年十二月三十一日，本集團持有之銀行及其他金融機構債務證券有95.8%的信用評級為A或以上（二零一一年：96.8%），而企業實體債務證券有97.3%的信用評級為A或以上（二零一一年：98.3%）。在中國發行的債務證券為當地的信用評級，而其他的評級為國際信用評級。

於報告期末各業務分類佔本集團投資總額賬面值的百分比如下：

#### 綜合投資收入

本集團確認於綜合損益表內之稅前總投資收入概述如下：

截至十二月三十一日止年度，百萬港元

<sup>1</sup> 淨投資收入主要由固定利息收入（例如債務證券及銀行存款的利息）組成。淨投資收益率以此計算。

<sup>2</sup> 總投資收入為淨投資收入、已實現和未實現收益/虧損及投資減值之總和。總投資收益率以此計算。



# Management Review and Analysis

## 管理層回顧和分析

### CONSOLIDATED INVESTMENT PERFORMANCE

*(Continued)*

#### Consolidated investment income *(Continued)*

The total investment income of the Group recognized in the consolidated income statement increased by 13.6% to HK\$5,903.83 million in the Year from HK\$5,196.57 million in the Last Year. While volatile equity market conditions in the PRC increased net realized investment losses and impairment, the heavy weightings and allocations to fixed income and bank deposits allowed the Group to generate significantly higher net investment income. As a result, the net investment yield for the consolidated investment portfolio was satisfactory in 2012.

According to the Group's impairment policy, investments in debt and equity securities other than those held for trading/designated at fair value through profit or loss are reviewed periodically to determine whether there is objective evidence of impairment. Objective evidence of impairment may include specific information about the issuer, but may also include information about material changes that have taken place in areas such as technology, markets, economic or legal, which taken together or taken alone may provide evidence that the cost of those debt and equity securities may not be recovered. Under such criterion, significant or prolonged declines in the fair value of an asset below its cost is also objective evidence of impairment. In 2012, amidst the challenging equity market conditions in the PRC, the net impairment loss on equities and investment funds recognized in the consolidated income statement was HK\$1,722.49 million (2011: HK\$799.15 million).

### 綜合投資表現 (續)

#### 綜合投資收入 (續)

本集團確認於綜合損益表內的總投資收入由去年的51.9657億港元上升13.6%至本年度的59.0383億港元。雖然中國股票市場波動令已實現投資虧損淨額及投資減值增加，但持有較多的固定收入證券及銀行存款顯著提高了本集團的淨投資收入。因此，二零一二年綜合投資組合的淨投資收益率令人滿意。

按本集團減值政策，會定期檢討除持有作交易用途／指定為通過損益以反映公允價值以外之債務及股本證券投資，以釐訂有否客觀證據顯示減值的需要。減值的客觀證據可包括有關發行人的具體個別資料，但亦包括例如有關科技、市場、經濟或法律方面一起或單獨發生重大變化的資料，而這些資料可提供證據顯示債務及股本證券的成本可能無法收回。在此前提下，資產的公允價值如大幅或長期下跌至低於其成本，亦被視為減值的客觀證據。於二零一二年，在走勢下行的中國股票市況下，綜合損益表內確認的股本證券及投資基金減值淨額為17.2249億港元（二零一一年：7.9915億港元）。

# Management Review and Analysis

## 管理層回顧和分析

### CONSOLIDATED INVESTMENT PERFORMANCE

(Continued)

### 綜合投資表現 (續)

#### Consolidated investment income (Continued)

#### 綜合投資收入 (續)

The details of the Group's investment income/(loss) on a pre-tax basis are summarized as follows:

本集團稅前投資收入／(虧損)之詳細分析如下：

For the year ended 31 December 2012, HK\$ million

截至二零一二年十二月三十一日止年度，百萬港元

		Recognized in the consolidated income statement 於綜合損益表內確認						Unrealized gains/(losses) recognized in the fair value reserve 於公允價值儲備內確認之未實現收益／(虧損)	Grand total 總額	
		Net investment income 淨投資收入			Net realized gains/(losses) 已實現收益／(虧損)淨額	Net unrealized gains/(losses) 未實現收益／(虧損)淨額	Net impairment gains/(losses) 減值收益／(虧損)淨額			Sub total 小計
		Interest income/(expense) 利息收入／(支出)	Dividend income 股息收入	Rental income 租金收入						
Debt securities	債務證券									
HTM	持有至到期日	3,985.38	-	-	-	-	3,985.38	-	3,985.38	
AFS	可供出售	1,136.50	-	-	52.92	-	1,189.42	14.56	1,203.98	
HFT/DVPL	持有作交易用途／指定為通過損益以反映公允價值	19.69	-	-	5.28	6.03	-	31.00	-	31.00
LR	貸款及應收款項	63.71	-	-	-	-	63.71	-	63.71	
Debt schemes	債權計劃									
LR	貸款及應收款項	803.40	-	-	-	-	803.40	-	803.40	
Equity securities	股本證券									
AFS	可供出售	-	171.98	-	(1,036.14)	-	(571.76)	2,032.32	596.40	
HFT	持有作交易用途	-	0.41	-	0.12	0.51	-	1.04	1.04	
Investment funds	投資基金									
AFS	可供出售	-	709.48	-	(140.35)	-	(1,150.73)	669.64	88.04	
HFT	持有作交易用途	-	4.25	-	(0.09)	0.18	-	4.34	4.34	
Cash and bank deposits	現金及銀行存款	1,888.27	-	-	-	-	1,888.27	-	1,888.27	
Investment properties	投資物業	-	-	89.72	0.54	439.28	-	529.54	529.54	
Securities sold/purchased under repurchase/resale agreements	賣出回購／買入返售證券	(579.24)	-	-	-	-	(579.24)	-	(579.24)	
Others	其他	-	-	-	-	4.49	4.49	-	4.49	
		7,317.71	886.12	89.72	(1,117.72)	450.49	(1,722.49)	2,716.52	8,620.35	

# Management Review and Analysis

## 管理層回顧和分析

### CONSOLIDATED INVESTMENT PERFORMANCE

### 綜合投資表現 (續)

(Continued)

#### Consolidated investment income (Continued)

#### 綜合投資收入 (續)

For the year ended 31 December 2011, HK\$ million

截至二零一一年十二月三十一日止年度，百萬港元

	Recognized in the consolidated income statement 於綜合損益表內確認						Unrealized gains/ (losses) recognized in the fair value reserve 於公允價值儲備內確認	Sub total 小計	Grand total 總額
	Net investment income 淨投資收入			Net realized gains/ (losses) 已實現收益/ (虧損)淨額	Net unrealized gains/ (losses) 未實現收益/ (虧損)淨額	Net impairment gains/ (losses) 減值收益/ (虧損)淨額			
	Interest income/ (expense) 利息收入/ (支出)	Dividend income 股息收入	Rental income 租金收入						
<b>Debt securities</b>	<b>債務證券</b>								
HTM				1.65	-	-	3,314.46	-	3,316.11
AFS	910.24	-	-	86.86	-	-	997.10	46.78	1,043.88
HFT	6.75	-	-	23.15	(4.62)	-	25.28	-	25.28
LR	38.17	-	-	-	-	-	38.17	-	38.17
<b>Debt schemes</b>	<b>債權計劃</b>								
LR	358.65	-	-	-	-	-	358.65	-	358.65
<b>Equity securities</b>	<b>股本證券</b>								
AFS	-	109.27	-	83.15	-	(466.85)	(274.43)	(2,672.26)	(2,946.69)
HFT	-	2.22	-	(11.27)	(4.55)	-	(13.60)	-	(13.60)
<b>Investment funds</b>	<b>投資基金</b>								
AFS	-	183.81	-	(117.23)	-	(332.30)	(265.72)	(1,656.69)	(1,922.41)
HFT	-	2.79	-	(0.03)	(4.34)	-	(1.58)	-	(1.58)
<b>Cash and bank deposits</b>	<b>現金及銀行存款</b>								
	999.58	-	-	-	-	-	999.58	-	999.58
<b>Investment properties</b>	<b>投資物業</b>								
	-	-	73.96	-	195.23	-	269.19	-	269.19
<b>Securities sold/ purchased under repurchase/resale agreements</b>	<b>賣出回購/ 買入返售證券</b>								
	(252.52)	-	-	-	-	-	(252.52)	-	(252.52)
<b>Others</b>	<b>其他</b>								
	0.34	-	-	-	-	-	0.34	-	0.34
	5,375.67	298.09	73.96	66.28	181.72	(799.15)	5,196.57	(4,282.17)	914.40

# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS

The Group's life insurance segment is operated by TPL, which is a PRC-incorporated company and is 50.05% owned by the Group. TPL is principally engaged in the underwriting of life insurance policies in Mainland China.

The figures below are the results of TPL from its operations, before intra-group eliminations.

The key financial data of the life insurance business is summarized below:

For the year ended 31 December, HK\$ million

### 人壽保險業務

本集團之人壽保險業務由太平人壽經營，太平人壽是在中國註冊成立之公司，由本集團擁有50.05%權益。太平人壽主要在內地從事承保人壽保險業務。

以下數字為集團內部對銷前，太平人壽的營運業績。

人壽保險業務之主要財務數據概述如下：

截至十二月三十一日止年度，百萬港元

		2012	2011	Change 變化
Gross premiums written and premium deposits	毛承保保費及保費存款	<b>45,478.38</b>	38,529.75	+18.0%
Less: Premium deposits of universal life products	減：萬能壽險產品之保費存款	<b>280.36</b>	28.51	+8.8 times 倍
Premium deposits of unit-linked products	投資連結產品之保費存款	<b>118.96</b>	285.81	-58.4%
Premium deposits of other products	其他產品之保費存款	<b>271.61</b>	286.59	-5.2%
Gross premiums written recognized in income statement	確認於損益表之毛承保保費	<b>44,807.45</b>	37,928.84	+18.1%
Policy fees	保單費收入	<b>145.11</b>	208.33	-30.4%
Net premiums written and policy fees	淨承保保費及保單費收入	<b>44,759.17</b>	37,888.49	+18.1%
Net earned premiums and policy fees	已賺取保費及保單費收入淨額	<b>44,779.67</b>	37,973.05	+17.9%
Net policyholders' benefits	保單持有人利益淨額	<b>(8,682.97)</b>	(6,182.01)	+40.5%
Net commission expenses	佣金支出淨額	<b>(3,941.25)</b>	(3,452.91)	+14.1%
Change in life insurance contract liabilities, net of reinsurance	壽險合約負債變化，減再保險	<b>(30,166.19)</b>	(27,039.28)	+11.6%
Total investment income	總投資收入	<b>4,651.18</b>	4,491.55	+3.6%
Administrative and other expenses	行政及其他費用	<b>(6,075.58)</b>	(5,136.99)	+18.3%
Finance costs	財務費用	<b>(443.21)</b>	(432.17)	+2.6%
Profit from operation before taxation	除稅前經營溢利	<b>546.32</b>	604.83	-9.7%
Profit from operation after taxation	除稅後經營溢利	<b>861.76</b>	780.60	+10.4%
Profit from operation attributable to the owners	股東應佔經營溢利	<b>431.31</b>	390.69	+10.4%

# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS (Continued)

### 人壽保險業務 (續)

The key operational data of the life insurance business is summarized below:

人壽保險業務之主要經營數據概述如下：

		2012	2011	Change 變化
Market share <sup>1</sup>	市場份額 <sup>1</sup>	<b>3.7%</b>	3.3%	+0.4 pt 點
Number of provincial branches	省級分公司數目	<b>34</b>	34	-
Number of sub-branches and marketing centers	支公司及市場推廣中心數目	<b>856</b>	798	+58
Number of customers	客戶數目			
– Individual	– 個人	<b>6,556,334</b>	5,995,262	+561,072
– Corporate	– 公司	<b>2,599</b>	6,502	-3,903
Distribution network	分銷網絡			
– Number of individual agents	– 個人代理數目	<b>57,860</b>	46,064	+11,796
– Number of bancassurance outlets	– 銀行保險銷售網點數目	<b>22,105</b>	18,938	+3,167
Agent productivity	代理產能			
– First year premium per agent and per month (HK\$)	– 每名代理每月首年保費 (港元)	<b>7,931.38</b>	7,897.34	+34.04
– Number of new policies per agent and per month	– 每名代理每月新保單數目	<b>1.80</b>	2.00	-0.20
Persistency ratios	第13個月之保費繼續率 <sup>2</sup>			
– 13th month <sup>2</sup>				
– Individual	– 個人	<b>92.3%</b>	92.0%	+0.3 pt 點
– Bancassurance	– 銀行保險	<b>92.9%</b>	93.2%	-0.3 pt 點
Compound persistency ratios	第25個月之保費複合繼續率 <sup>2</sup>			
– 25th month <sup>2</sup>				
– Individual	– 個人	<b>88.5%</b>	84.5%	+4.0 pts 點
– Bancassurance	– 銀行保險	<b>90.2%</b>	91.5%	-1.3 pts 點

<sup>1</sup> Based on premiums published by the CIRC.

<sup>1</sup> 據中國保監會刊發之保費計算。

<sup>2</sup> Based on the amount of premiums.

<sup>2</sup> 按保費金額。

# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS (Continued)

#### Operating Profit

The life insurance business produced a net operating profit of HK\$861.76 million during the Year (2011: HK\$780.60 million), representing an increase of 10.4% compared to Last Year. The net operating profit attributable to the owners amounted to HK\$431.31 million (2011: HK\$390.69 million).

#### Gross Premiums Written and Premium Deposits

TPL's gross premiums written recognized in the consolidated income statement increased by 18.1% to HK\$44,807.45 million from HK\$37,928.84 million in the Last Year. This growth was primarily driven by the improving agency force sales, which offset the continued low levels of sales in TPL's bancassurance channel.

TPL's gross premiums written and premium deposits by line of business were as follows:

For the year ended 31 December 2012, HK\$ million

		Gross premiums written recognized in the consolidated income statement 確認於綜合損益表內之毛承保保費	Premium deposits of universal life products 萬能壽險產品之保費存款	Premium deposits of unit-linked products 投資連結產品之保費存款	Premium deposits of other products 其他產品之保費存款	Total 總額	% of Total 佔總額百分比
Individual	個人代理	18,243.19	266.21	37.85	184.32	18,731.57	41.2%
Bancassurance	銀行保險	25,399.47	14.15	81.11	1.62	25,496.35	56.1%
Group	團體	147.59	-	-	85.67	233.26	0.5%
Other Channels <sup>1</sup>	多元銷售 <sup>1</sup>	1,017.20	-	-	-	1,017.20	2.2%
		44,807.45	280.36	118.96	271.61	45,478.38	100.0%

### 人壽保險業務 (續)

#### 經營溢利

本年度內，人壽保險業務之經營溢利淨額為8.6176億港元（二零一一年：7.8060億港元），較去年上升10.4%。股東應佔經營溢利淨額為4.3131億港元（二零一一年：3.9069億港元）。

#### 毛承保保費及保費存款

太平人壽確認於綜合損益表內的毛承保保費由去年之379.2884億港元上升18.1%至448.0745億港元。此增長主要由個人代理隊伍銷售的提升所帶動，抵銷了太平人壽的銀行保險銷售持續低企的影響。

太平人壽按業務劃分之毛承保保費及保費存款如下：

截至二零一二年十二月三十一日止年度，百萬港元

# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS (Continued)

### 人壽保險業務 (續)

For the year ended 31 December 2011, HK\$ million

截至二零一一年十二月三十一日止年度，百萬港元

		Gross premiums written recognized in the consolidated income statement	Premium deposits of universal life products	Premium deposits of unit-linked products	Premium deposits of other products	Total	% of Total
		確認於綜合損益表內之毛承保保費	萬能壽險產品之保費存款	投資連結產品之保費存款	其他產品之保費存款	總額	佔總額百分比
Individual	個人代理	14,409.79	-	89.71	165.28	14,664.78	38.1%
Bancassurance	銀行保險	22,294.53	28.51	196.10	1.57	22,520.71	58.4%
Group	團體	609.84	-	-	119.74	729.58	1.9%
Other Channels <sup>1</sup>	多元銷售 <sup>1</sup>	614.68	-	-	-	614.68	1.6%
		37,928.84	28.51	285.81	286.59	38,529.75	100.0%

<sup>1</sup> Other Channels is comprised of mainly telemarketing.

<sup>1</sup> 多元銷售主要由電話營銷組成。

Traditional product sales were strong in the individual agency distribution channel, increasing by 26.6% to HK\$18,243.19 million from HK\$14,409.79 million in the Last Year. This strong growth was primarily due to high levels of persistency and renewals. In 2012, TPL heightened its efforts to grow its agency force, and the number of TPL individual agents increased by 25.6% to 57,860 as of 31 December 2012 (2011: 46,064). Agent productivity remained satisfactory, which allowed the overall sales force to generate and support increasingly higher levels of premium. Despite continued challenging conditions in bank sales for the entire life insurance industry, premiums from the bank distribution channel increased to HK\$25,399.47 million from HK\$22,294.53 million in the Last Year, representing an increase of 13.9%.

傳統產品的銷售在個人代理分銷渠道方面表現強勁，由去年的144.0979億港元上升26.6%至182.4319億港元。如此強勁的增長主要是由於續保率維持在高水平。於二零一二年，太平人壽加大增聘個人代理隊伍的力度，於二零一二年十二月三十一日個人代理隊伍增加25.6%至57,860人（二零一一年：46,064人）。代理的產能令人滿意，整體銷售隊伍取得較高的保費收入。儘管整體人壽保險市場的銀行保險銷售下跌，太平人壽銀行保險渠道保費由去年222.9453億港元上升至253.9947億港元，增幅13.9%。

# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS (Continued)

### 人壽保險業務 (續)

During the Year, TPL continued to focus on the sales of products with regular premium features. The detailed breakdown of TPL's single premium products and regular premium products by line of business is summarized as follows:

於本年度內，太平人壽持續著重具期繳保費特色之產品銷售。太平人壽的躉繳保費產品及期繳保費產品的詳細分析如下：

For the year ended 31 December, HK\$ million

截至十二月三十一日止年度，百萬港元

#### Individual

#### 個人

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Single Premium	躉繳保費	42.38	0.2%	79.42	0.5%
Regular Premium	期繳保費				
– First Year	– 首年	4,420.01	24.2%	4,290.17	29.8%
– Renewal Year	– 續年	13,780.80	75.6%	10,040.20	69.7%
		<b>18,243.19</b>	<b>100.0%</b>	14,409.79	100.0%

#### Bancassurance

#### 銀行保險

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Single Premium	躉繳保費	11,116.80	43.8%	10,130.65	45.4%
Regular Premium	期繳保費				
– First Year	– 首年	2,387.75	9.4%	2,730.91	12.3%
– Renewal Year	– 續年	11,894.92	46.8%	9,432.97	42.3%
		<b>25,399.47</b>	<b>100.0%</b>	22,294.53	100.0%

#### Group

#### 團體

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Employee Benefit (“EB”) Annuity	僱員福利 年金	147.59	100.0%	606.10	99.4%
		–	–	3.74	0.6%
		<b>147.59</b>	<b>100.0%</b>	609.84	100.0%

#### Other Channels

#### 多元銷售

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Single Premium	躉繳保費	–	–	0.28	0.1%
Regular Premium	期繳保費				
– First Year	– 首年	459.37	45.2%	361.03	58.7%
– Renewal Year	– 續年	557.83	54.8%	253.37	41.2%
		<b>1,017.20</b>	<b>100.0%</b>	614.68	100.0%



# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS (Continued)

In 2012, the business sold through the agency force continued to be of high quality, with a high proportion of sales in products with longer duration and protection features. For individual first year regular premium, the premium by payment term and feature were as follows:

For the year ended 31 December, HK\$ million

#### Individual first year regular premium – by payment term

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
3 – 9 years	3 – 9年	887.38	20.1%	490.58	11.4%
10 – 19 years	10 – 19年	1,007.27	22.8%	1,321.44	30.8%
20 – 29 years	20 – 29年	2,294.27	51.9%	2,148.51	50.1%
30 years+	30年+	231.09	5.2%	329.64	7.7%
		<b>4,420.01</b>	<b>100.0%</b>	4,290.17	100.0%

#### Individual first year regular premium – by feature

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Short term savings	短期儲蓄型	348.02	7.9%	926.35	21.6%
Long term savings	長期儲蓄型	2,132.61	48.2%	1,667.71	38.9%
Long term protection	長期保障型	1,524.48	34.5%	1,269.30	29.6%
Others	其他	414.90	9.4%	426.81	9.9%
		<b>4,420.01</b>	<b>100.0%</b>	4,290.17	100.0%

### 人壽保險業務 (續)

於二零一二年，透過個人代理隊伍銷售的業務質量維持在高水平，當中銷售的大部份產品具期限長及更多保障特色。個人代理銷售期繳新單保費按繳費年期及產品形態分類載列如下：

於十二月三十一日，百萬港元

#### 個人首年期繳保費—按繳費期

#### 個人首年期繳保費—按產品形態

# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS (Continued)

Despite the challenging operating environment in bank branches, most of the products sold through the bank channel continued to be of long duration. For bancassurance first year regular premium, the premium by payment term was as follows:

#### Bancassurance first year regular premium – by payment term

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
5 – 9 years	5 – 9年	424.61	17.8%	580.44	21.2%
10 – 14 years	10 – 14年	1,949.04	81.6%	2,140.41	78.4%
Others	其他	14.10	0.6%	10.06	0.4%
		<b>2,387.75</b>	<b>100.0%</b>	2,730.91	100.0%

TPL's gross premiums written by region were as follows:

#### For the year ended 31 December, HK\$ million

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Sichuan	四川	4,988.53	11.1%	4,421.20	11.7%
Guangdong	廣東	3,936.90	8.8%	3,529.89	9.3%
Shandong	山東	3,805.09	8.5%	3,211.67	8.5%
Beijing	北京	2,956.27	6.6%	2,391.67	6.3%
Henan	河南	2,798.96	6.2%	2,247.55	5.9%
Others	其他	26,321.70	58.8%	22,126.86	58.3%
Total	總額	<b>44,807.45</b>	<b>100.0%</b>	37,928.84	100.0%

#### Highlight on Embedded Value

Despite the lower bancassurance first year regular premium sales, TPL's resilient agency force and its strong focus on quality and profitability supported the embedded value and new business value to increase. The embedded value of TPL (expressed in terms of HKD) increased 35.7% to HK\$29,286 million from HK\$21,574 million at the end of Last Year. The new business value after cost of capital for the Year increased to HK\$2,304 million from HK\$2,244 million at the end of Last Year, representing a growth of 2.7%. These latest actuarial figures of TPL are disclosed below in the section titled "Embedded Value of TPL".

### 人壽保險業務 (續)

儘管銀行渠道的銷售情況困難，經銀行分行銷售的期繳產品大部份仍為長年期繳產品。銀行保險首年期繳，按繳費年期劃分的保費分佈如下：

#### 銀行保險首年期繳保費－按繳費期

太平人壽按區域的毛承保保費分佈如下：

#### 於十二月三十一日，百萬港元

#### 內涵價值摘要

儘管銀行保險的首年期繳保費產品銷售下滑，但太平人壽個人銷售隊伍數目回升及其著重質量和盈利能力的策略，使太平人壽之內涵價值及新業務價值仍得到提升。太平人壽之內涵價值（以港幣折算）由去年底之215.74億港元增加35.7%至292.86億港元。本年度之新業務扣除資本成本後之價值為23.04億港元，較去年之22.44億港元，增長2.7%。這些太平人壽的最新精算數據於「太平人壽之內涵價值」一文內披露。

# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS (Continued)

### 人壽保險業務 (續)

#### Investment Performance

#### 投資表現

The composition of investments held by TPL was as follows:

太平人壽所持之投資組合如下：

At 31 December, HK\$ million

於十二月三十一日，百萬港元

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Debt securities	債務證券	108,769.46	56.7%	96,382.92	64.3%
Debt schemes	債權計劃	19,748.76	10.3%	9,012.33	6.0%
Equity securities	股本證券	7,372.51	3.8%	7,667.81	5.1%
Investment funds	投資基金	8,731.25	4.5%	5,391.91	3.6%
Cash and bank deposits	現金及銀行存款	44,693.42	23.3%	29,559.17	19.7%
Investment properties	投資物業	2,601.22	1.4%	2,023.90	1.3%
Total investments	投資總額	191,916.62	100.0%	150,038.04	100.0%

During the Year, TPL continued to be very cautious in its asset allocation for its investment portfolio. Equity investments were maintained at a relatively low percentage of the asset allocation, while debt securities, debt schemes and cash and bank deposits constituted a combined total of approximately 90.3% of the total invested assets as at 31 December 2012 (2011: 90.0%).

於本年度內，太平人壽對於其投資組合的資產配置仍然十分審慎。股本投資維持在資產配置的一個較低百分比，而債務證券、債權計劃、現金及銀行存款於二零一二年十二月三十一日合共佔投資資產總額約90.3%（二零一一年：90.0%）。

The classification of TPL's investments in securities under HTM, AFS, HFT and LR was as follows:

太平人壽歸類為持有至到期日、可供出售、持有作交易用途及貸款及應收款項的證券投資如下：

At 31 December 2012, HK\$ million

於二零一二年十二月三十一日，百萬港元

		HTM 持有至到期日	AFS 可供出售	HFT 持有作 交易用途	LR 貸款及 應收款項	Total 總額
Debt securities	債務證券	87,660.70	20,794.27	–	314.49	108,769.46
Debt schemes	債權計劃	–	–	–	19,748.76	19,748.76
Equity securities	股本證券	–	7,372.51	–	–	7,372.51
Investment funds	投資基金	–	7,817.94	913.31	–	8,731.25
		87,660.70	35,984.72	913.31	20,063.25	144,621.98

# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS (Continued)

### 人壽保險業務(續)

At 31 December 2011, HK\$ million

於二零一一年十二月三十一日，百萬港元

		HTM 持有至到期日	AFS 可供出售	HFT 持有作 交易用途	LR 貸款及 應收款項	Total 總額
Debt securities	債務證券	79,962.02	16,106.35	–	314.55	96,382.92
Debt schemes	債權計劃	–	–	–	9,012.33	9,012.33
Equity securities	股本證券	–	7,667.81	–	–	7,667.81
Investment funds	投資基金	–	5,391.48	0.43	–	5,391.91
		79,962.02	29,165.64	0.43	9,326.88	118,454.97

The debt securities classified by type and class were as follows: 債務證券按類別分類如下：

At 31 December, HK\$ million

於十二月三十一日，百萬港元

		2012	2011
Governments and central banks	政府及中央銀行	<b>32,014.37</b>	28,921.80
Banks and other financial institutions	銀行及其他金融機構	<b>51,648.59</b>	44,376.71
Corporate entities	企業實體	<b>25,106.50</b>	23,084.41
		<b>108,769.46</b>	96,382.92

# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS (Continued)

### 人壽保險業務(續)

The total investment income and the investment yield of TPL on a pre-tax basis recognized in the consolidated income statement were as follows:

太平人壽確認於綜合損益表內之稅前總投資收入及稅前投資收益率概述如下：

For the year ended 31 December, HK\$ million

截至十二月三十一日止年度，百萬港元

		2012	2011	Change 變化
Net investment income <sup>1</sup>	淨投資收入 <sup>1</sup>	<b>7,284.17</b>	4,973.22	+46.5%
Net realized investment gains/(losses)	已實現投資收益/ (虧損)淨額	<b>(1,035.09)</b>	124.60	-
Net unrealized investment gains/(losses)	未實現投資收益/ (虧損)淨額	<b>100.45</b>	85.35	+17.7%
Net impairment gains/(losses) on securities	證券減值收益/ (虧損)淨額	<b>(1,698.35)</b>	(691.62)	+1.5 times 倍
Total investment income <sup>2</sup>	總投資收入 <sup>2</sup>	<b>4,651.18</b>	4,491.55	+3.6%
Net investment yield <sup>1</sup>	淨投資收益率 <sup>1</sup>	<b>5.0%</b>	4.1%	+0.9 pt 點
Total investment yield <sup>2</sup>	總投資收益率 <sup>2</sup>	<b>3.1%</b>	3.6%	-0.5 pt 點

<sup>1</sup> Net investment income mainly consists of fixed investment income such as interest income from debt securities and bank deposit. Net investment yield is derived from such net investment income.

<sup>1</sup> 淨投資收入主要由固定利息收入(例如債務證券及銀行存款的利息)組成。淨投資收益率以此計算。

<sup>2</sup> Total investment income is the summation of net investment income and the realized/unrealized investment gains/losses plus impairments. The total investment yield is derived from such total investment income.

<sup>2</sup> 總投資收入為淨投資收入、已實現和未實現收益/虧損及投資減值之總和。總投資收益率以此計算。

TPL's total investment income was a gain of HK\$4,651.18 million during the Year, representing a slight increase from the gain of HK\$4,491.55 million in the Last Year. Although equity investments were maintained at a relatively low percentage of the asset allocation, the volatile equity market conditions in the PRC increased the net realized investment losses and impairment loss of the equity investment portfolio, leading to a lower total investment yield.

於本年度內，太平人壽錄得總投資收入收益46.5118億港元，較去年收益44.9155億港元上升。雖然股本投資維持在資產配置的相對較低百分比，但中國股票市場波動使股本投資的已實現虧損及投資減值增加，拖低總投資收益率。

# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS (Continued)

### 人壽保險業務 (續)

The details of TPL's investment income/(loss) on a pre-tax basis was as follows:

太平人壽稅前投資收入／(虧損)之詳細分析如下：

For the year ended 31 December 2012, HK\$ million

截至二零一二年十二月三十一日止年度，百萬港元

		Recognized in the consolidated income statement 於綜合損益表內確認					Unrealized gains/(losses) recognized in the fair value reserve 於公允價值儲備內確認之未實現收益／(虧損)	Grand total 總額
Net investment income 淨投資收入		Interest income/(expense) 利息收入／(支出)	Dividend income 股息收入	Rental income 租金收入	Net realized gains/(losses) 已實現收益／(虧損)淨額	Net unrealized gains/(losses) 未實現收益／(虧損)淨額	Net impairment gains/(losses) 減值收益／(虧損)淨額	Sub total 小計
Debt securities	債務證券							
HTM	持有至到期日	3,756.03	-	-	-	-	3,756.03	-
AFS	可供出售	818.97	-	-	4.17	-	823.14	(220.27)
HFT	持有作交易用途	0.01	-	-	2.38	-	2.39	-
LR	貸款及應收款項	17.94	-	-	-	-	17.94	-
Debt schemes	債權計劃							
LR	貸款及應收款項	759.44	-	-	-	-	759.44	-
Equity securities	股本證券							
AFS	可供出售	-	147.74	-	(959.21)	-	(552.59)	(1,364.06)
Investment funds	投資基金							
AFS	可供出售	-	699.17	-	(82.43)	-	(1,145.76)	(529.02)
HFT	持有作交易用途	-	0.97	-	-	-	0.97	-
Cash and bank deposits	現金及銀行存款	1,616.92	-	-	-	-	1,616.92	-
Investment properties	投資物業	-	-	44.66	-	100.45	145.11	-
Securities sold/purchased under repurchase/resale agreements	賣出回購／買入返售證券	(577.68)	-	-	-	-	(577.68)	-
		6,391.63	847.88	44.66	(1,035.09)	100.45	(1,698.35)	4,651.18
								2,311.67
								6,962.85

# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS (Continued)

### 人壽保險業務 (續)

For the year ended 31 December 2011, HK\$ million

截至二零一一年十二月三十一日止年度，百萬港元

		Recognized in the consolidated income statement 於綜合損益表內確認						Unrealized gains/ (losses) recognized in the fair value reserve 於公允價值儲備內確認之未實現收益/ (虧損)	Grand total 總額
		Net investment income 淨投資收入			Net realized gains/ (losses) 已實現收益/ (虧損)淨額	Net unrealized gains/ (losses) 未實現收益/ (虧損)淨額	Net impairment gains/ (losses) 減值收益/ (虧損)淨額	Sub total 小計	
		Interest income/ (expense) 利息收入/ (支出)	Dividend income 股息收入	Rental income 租金收入					
<b>Debt securities</b>	<b>債務證券</b>								
HTM	持有至到期日	3,113.79	-	-	-	-	-	3,113.79	-
AFS	可供出售	638.55	-	-	29.59	-	-	668.14	169.06
HFT	持有作交易用途	0.17	-	-	18.84	-	-	19.01	-
LR	貸款及應收款項	9.21	-	-	-	-	-	9.21	-
<b>Debt schemes</b>	<b>債權計劃</b>								
LR	貸款及應收款項	334.30	-	-	-	-	-	334.30	-
<b>Equity securities</b>	<b>股本證券</b>								
AFS	可供出售	-	79.47	-	169.39	-	(375.69)	(126.83)	(2,469.56)
HFT	持有作交易用途	-	1.51	-	(7.68)	-	-	(6.17)	-
<b>Investment funds</b>	<b>投資基金</b>								
AFS	可供出售	-	173.50	-	(85.54)	-	(315.93)	(227.97)	(1,611.49)
HFT	持有作交易用途	-	0.01	-	-	-	-	0.01	-
<b>Cash and bank deposits</b>	<b>現金及銀行存款</b>	845.02	-	-	-	-	-	845.02	-
<b>Investment properties</b>	<b>投資物業</b>	-	-	32.68	-	85.35	-	118.03	-
<b>Securities sold/ purchased under repurchase/resale agreements</b>	<b>賣出回購/ 買入返售證券</b>	(254.99)	-	-	-	-	-	(254.99)	-
		4,686.05	254.49	32.68	124.60	85.35	(691.62)	4,491.55	(3,911.99)
									579.56

# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS (Continued)

### 人壽保險業務 (續)

#### Net Policyholders' Benefits

#### 保單持有人利益淨額

The net policyholders' benefits of TPL are summarized as follows:

太平人壽之保單持有人利益淨額概述如下：

*For the year ended 31 December, HK\$ million*

*截至十二月三十一日止年度，百萬港元*

		2012	2011	Change 變化
Net claims	賠償淨額	<b>563.18</b>	651.37	-13.5%
Surrenders	退保額	<b>3,920.40</b>	2,706.98	+44.8%
Annuity, dividends and maturity payments	年金、分紅及到期付款	<b>3,107.74</b>	1,707.76	+82.0%
Interest allocated to investment contract	分配至投資合約之利益	<b>1,091.65</b>	1,115.90	-2.2%
		<b>8,682.97</b>	6,182.01	+40.5%

#### Administrative and Other Expenses

#### 行政及其他費用

The administrative and other expenses of TPL are summarized as follows:

太平人壽之行政及其他費用概述如下：

*For the year ended 31 December, HK\$ million*

*截至十二月三十一日止年度，百萬港元*

		2012	2011	Change 變化
Staff costs	員工成本	<b>3,419.31</b>	2,588.29	+32.1%
Rental expenses	租賃開支	<b>358.41</b>	283.68	+26.3%
Others	其他	<b>2,297.86</b>	2,265.02	+1.5%
		<b>6,075.58</b>	5,136.99	+18.3%



# Management Review and Analysis

## 管理層回顧和分析

### LIFE INSURANCE BUSINESS (Continued)

#### Financial Strength and Solvency Margin

The solvency margin ratios of TPL under the CIRC regulations were as follows:

At 31 December, RMB million

		2012	2011
Actual Solvency Margin	實際償付能力	9,167	8,096
Minimum Statutory Solvency Margin	最低法定償付能力	5,581	4,556
Solvency Margin Ratio <sup>1</sup>	償付能力充足率 <sup>1</sup>	164%	178%

<sup>1</sup> After the balance sheet date, the shareholders of TPL contributed additional capital in cash of RMB2,500 million into TPL. If such additional capital is incorporated, the pro forma solvency margin ratio as of 31 December 2012 would be 209%.

### 人壽保險業務 (續)

#### 財務實力及償付能力

太平人壽按中國保監會規定之償付能力充足率如下：

於十二月三十一日，百萬人民幣

<sup>1</sup> 於資產負債表日後，太平人壽股東向太平人壽以現金增資人民幣25億元。若計入該增資，於二零一二年十二月三十一日的備考償付能力充足率將約為209%。

### PROPERTY AND CASUALTY INSURANCE BUSINESS – PRC OPERATIONS CARRIED OUT BY TPI

The Group's property and casualty insurance segment in the PRC is operated by TPI. TPI is a PRC-incorporated company and is 61.21% owned by the Group. TPI is principally engaged in the underwriting of motor, marine and non-marine policies in Mainland China.

The equity of TPI held by the Group increased from 50.05% to 51.77% with effect from July 2011 upon the completion of the capital contribution agreement of TPI dated 23 December 2009, and further increased from 51.77% to 61.21% with effect from November 2011 upon the completion of the share transfer agreement of TPI dated 17 August 2011. The details of this capital contribution and share transfer are set out in the announcements of the Company dated 27 July 2011 and 17 August 2011, respectively.

### 財產保險業務 – 由太平財險營運之中國業務

本集團之內地財產保險業務由太平財險營運。太平財險為中國註冊公司並由本集團擁有61.21%權益。太平財險主要於內地從事承保車險、水險及非水險業務。

自二零一一年七月完成二零零九年十二月二十三日所簽訂之太平財險增資協議後，本集團於太平財險之權益由50.05%增加至51.77%，自二零一一年十一月完成二零一一年八月十七日簽訂的太平財險股權轉讓協議後，本集團於太平財險的權益由51.77%進一步增加至61.21%。此增資及股權轉讓的交易詳情請分別參閱本公司於二零一一年七月二十七日及二零一一年八月十七日之公告。

# Management Review and Analysis

## 管理層回顧和分析

### PROPERTY AND CASUALTY INSURANCE BUSINESS – PRC OPERATIONS CARRIED OUT BY TPI (Continued)

財產保險業務 – 由太平財險營運之中國業務 (續)

The figures below are the results of TPI from its operations, before intra-group eliminations.

以下數字為集團內部對銷前，太平財險的營運業績。

The key financial data of the property and casualty insurance business operated by TPI is summarized below:

由太平財險經營之財產保險業務之主要財務數據概述如下：

For the year ended 31 December, HK\$ million

截至十二月三十一日止年度，百萬港元

		2012	2011	Change 變化
Gross premiums written	毛承保保費	<b>9,547.83</b>	6,994.32	+36.5%
Net premiums written	淨承保保費	<b>8,018.44</b>	6,072.52	+32.0%
Net earned premiums	已賺取保費淨額	<b>7,212.53</b>	5,854.11	+23.2%
Net claims incurred	賠款淨額	<b>(3,762.71)</b>	(3,126.58)	+20.3%
Underwriting expenses	承保費用	<b>(3,293.96)</b>	(2,542.51)	+29.6%
Net commission expenses	佣金支出淨額	<b>(138.76)</b>	(179.18)	-22.6%
Underwriting profit	承保溢利	<b>17.10</b>	5.83	+1.9 time 倍
Total investment income	總投資收入	<b>288.01</b>	238.34	+20.8%
Other gain/(losses) and other income	其他收益／(虧損)及 其他收入	<b>39.89</b>	(0.29)	-
Other administrative expenses	其他行政費用	<b>(41.50)</b>	(34.65)	+19.8%
Finance costs	財務費用	<b>(54.35)</b>	(53.17)	+2.2%
Profit from operation before taxation	除稅前經營溢利	<b>249.15</b>	156.06	+59.7%
Profit from operation after taxation	除稅後經營溢利	<b>239.45</b>	152.61	+56.9%
Profit from operation attributable to the owners	股東應佔經營溢利	<b>146.57</b>	71.59	+1.0 time 倍
Technical reserves ratio	技術性儲備比率	<b>83.2%</b>	83.8%	-0.6 pt 點
Retained ratio	自留比率	<b>84.0%</b>	86.8%	-2.8 pts 點
Earned premiums ratio	已賺取保費率	<b>75.5%</b>	83.7%	-8.2 pts 點
Loss ratio <sup>1</sup>	賠付率 <sup>1</sup>	<b>52.2%</b>	53.4%	-1.2 pts 點
Expense ratio <sup>1</sup>	費用率 <sup>1</sup>	<b>47.6%</b>	46.5%	+1.1 pts 點
Combined ratio <sup>2</sup>	綜合成本率 <sup>2</sup>	<b>99.8%</b>	99.9%	-0.1 pt 點

<sup>1</sup> Both the loss ratio and expense ratio are based on net earned premiums.

<sup>1</sup> 賠付率及費用率均按已賺取保費淨額為基準計算。

<sup>2</sup> The combined ratio is the sum of the loss ratio and the expense ratio.

<sup>2</sup> 綜合成本率為賠付率與費用率的總和。

# Management Review and Analysis

## 管理層回顧和分析

### PROPERTY AND CASUALTY INSURANCE BUSINESS – PRC OPERATIONS CARRIED OUT BY TPI (Continued)

### 財產保險業務 – 由太平財險營運之中國業務 (續)

The key operational data of the property and casualty insurance business operated by TPI is summarized below:

由太平財險經營之財產保險業務之主要經營數據概述如下：

		2012	2011	Change 變化
Market share <sup>1</sup>	市場份額 <sup>1</sup>	1.4%	1.2%	+0.2 pt 點
Number of provincial branches	省級分公司數目	28	28	–
Number of sub-branches and marketing centers	支公司及市場推廣中心數目	360	335	+25
Number of customers	客戶數目			
– Individual	– 個人	2,022,276	1,400,465	+621,811
– Corporate	– 公司	177,654	186,964	-9,310
Distribution network	分銷網絡			
– Number of direct sales representatives	– 直接銷售代表數目	5,484	3,462	+2,022
– Number of insurance agents <sup>2</sup>	– 保險代理人數目 <sup>2</sup>	12,684	8,628	+4,056

<sup>1</sup> Based on premiums published by the CIRC.

<sup>1</sup> 據中國保監會刊發之保費計算。

<sup>2</sup> The number of insurance agents includes individual agents, professional agents and ancillary agents.

<sup>2</sup> 保險代理數量包括個人代理人、專業代理人及兼業代理人。

### Operating Profit

### 經營溢利

The property and casualty insurance business operated by TPI produced a net operating profit of HK\$239.45 million during the Year (2011: HK\$152.61 million). The net operating profit attributable to the owners amounted to HK\$146.57 million (2011: HK\$71.59 million). TPI's solid earnings growth was driven by a strong increase in premiums, stable underwriting performance, and stable investment returns.

本年度內，由太平財險經營之財產保險業務的經營溢利淨額為2.3945億港元（二零一一年：1.5261億港元）。股東應佔經營溢利淨額為1.4657億港元（二零一一年：7,159萬港元）。太平財險盈利穩步增長源於保費收入上升、穩定的承保表現及投資回報。

# Management Review and Analysis

## 管理層回顧和分析

### PROPERTY AND CASUALTY INSURANCE BUSINESS – PRC OPERATIONS CARRIED OUT BY TPI (Continued)

### 財產保險業務 – 由太平財險營運之中國業務 (續)

#### Gross Premiums Written

#### 毛承保保費

As the property and casualty insurance industry in the PRC continued to have strong growth of 18.0% in 2012, TPI's gross premiums written outperformed the market and achieved an increased of 36.5% to HK\$9,547.83 million from HK\$6,994.32 million in the Last Year. The detailed breakdown of TPI's gross premiums written was as follows:

於二零一二年，內地財產保險業整體市場增長持續強勁，增幅達18.0%，太平財險的毛承保保費跑贏大市上升36.5%，由去年的69.9432億港元上升至95.4783億港元。太平財險毛承保保費詳細分析如下：

For the year ended 31 December, HK\$ million

截至十二月三十一日止年度，百萬港元

Business Line 業務種類		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Motor	車險	7,713.37	80.8%	5,559.02	79.5%
Marine	水險	220.35	2.3%	193.50	2.8%
Non-marine	非水險	1,614.11	16.9%	1,241.80	17.7%
		<b>9,547.83</b>	<b>100.0%</b>	6,994.32	100.0%

TPI's gross premiums written by region were as follows:

太平財險按區域的毛承保保費分佈如下：

For the year ended 31 December, HK\$ million

截至十二月三十一日止年度，百萬港元

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Sichuan	四川	1,183.98	12.4%	1,015.47	14.5%
Shenzhen	深圳	753.79	7.9%	537.85	7.7%
Shanghai	上海	624.37	6.5%	474.50	6.8%
Guangdong	廣東	527.21	5.5%	370.30	5.3%
Zhejiang	浙江	525.41	5.5%	360.19	5.1%
Others	其他	5,933.07	62.2%	4,236.01	60.6%
Total	總額	<b>9,547.83</b>	<b>100.0%</b>	6,994.32	100.0%

## Management Review and Analysis

### 管理層回顧和分析

#### PROPERTY AND CASUALTY INSURANCE BUSINESS – PRC OPERATIONS CARRIED OUT BY TPI (Continued)

#### 財產保險業務 – 由太平財險營運之中國業務 (續)

##### Combined Ratio

##### 綜合成本率

TPI's expense ratio increased to 47.6% from 46.5% in the Last Year primarily due to business expansion. The loss ratio decreased favorably by 1.2 percentage points to 52.2% from 53.4% in the Last Year primarily due to the proactive risk selection of TPI's centralized underwriting platform. TPI's combined ratio remained stable at 99.8% during the Year when compared to 99.9% in the Last Year. TPI's loss ratios, expense ratios and combined ratios were as follows:

太平財險的費用率由去年46.5%上升至47.6%，主要是由於業務拓展引致成本上升。太平財險的集中承保平台，有效執行風險擇優的承保政策，賠付率由去年的53.4%下跌1.2個百分點至52.2%。本年度內太平財險的綜合成本率為99.8%，與去年的99.9%相約。太平財險之賠付率、費用率及綜合成本率情況如下：

##### For the year ended 31 December

##### 截至十二月三十一日止年度

		2012	2011
Loss ratio	賠付率	52.2%	53.4%
Expense ratio	費用率	47.6%	46.5%
Combined ratio	綜合成本率	99.8%	99.9%

##### Investment Performance

##### 投資表現

The composition of investments held by TPI was as follows:

太平財險所持之投資組合如下：

##### At 31 December, HK\$ million

##### 於十二月三十一日，百萬港元

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Debt securities	債務證券	4,601.99	44.9%	3,830.39	45.4%
Debt schemes	債權計劃	730.92	7.1%	523.65	6.2%
Equity securities	股本證券	118.88	1.2%	254.15	3.0%
Investment funds	投資基金	320.55	3.1%	187.93	2.2%
Cash and bank deposits	現金及銀行存款	4,473.15	43.7%	3,636.76	43.2%
Total invested assets	投資總額	10,245.49	100.0%	8,432.88	100.0%

During the Year, TPI continued to be very cautious in its asset allocation for its investment portfolio. Equity investments were kept at a low percentage of the asset allocation, while debt securities, debt schemes and cash and bank deposits constituted a combined total of approximately 95.7% of the total invested assets as at 31 December 2012 (2011: 94.8%).

於本年度內，太平財險對於其投資組合的資產配置仍然十分審慎。股本投資在資產配置維持在一個較低百分比，而債務證券、債權計劃、現金及銀行存款於二零一二年十二月三十一日合共佔投資資產總額約95.7%（二零一一年：94.8%）。

## Management Review and Analysis

### 管理層回顧和分析

#### PROPERTY AND CASUALTY INSURANCE BUSINESS – PRC OPERATIONS CARRIED OUT BY TPI (Continued)

#### 財產保險業務 – 由太平財險營運之中國業務 (續)

The classification of TPI's investments in securities under HTM, AFS, HFT, DVPL and LR was as follows:

太平財險歸類為持有至到期日、可供出售、持有作交易用途、指定為通過損益以反映公允價值及貸款及應收款項的證券投資如下：

At 31 December 2012, HK\$ million

於二零一二年十二月三十一日，百萬港元

		HTM 持有至到期日	AFS 可供出售	HFT/DVPL 持有作 交易用途/ 指定為通過 損益以反映 公允價值	LR 貸款及 應收款項	Total 總額
Debt securities	債務證券	1,210.38	2,799.64	246.66	345.31	4,601.99
Debt schemes	債權計劃	–	–	–	730.92	730.92
Equity securities	股本證券	–	118.88	–	–	118.88
Investment funds	投資基金	–	320.55	–	–	320.55
		<b>1,210.38</b>	<b>3,239.07</b>	<b>246.66</b>	<b>1,076.23</b>	<b>5,772.34</b>

At 31 December 2011, HK\$ million

於二零一一年十二月三十一日，百萬港元

		HTM 持有至到期日	AFS 可供出售	HFT/DVPL 持有作 交易用途/ 指定為通過 損益以反映 公允價值	LR 貸款及 應收款項	Total 總額
Debt securities	債務證券	826.28	2,647.07	11.66	345.38	3,830.39
Debt schemes	債權計劃	–	–	–	523.65	523.65
Equity securities	股本證券	–	254.15	–	–	254.15
Investment funds	投資基金	–	187.93	–	–	187.93
		<b>826.28</b>	<b>3,089.15</b>	<b>11.66</b>	<b>869.03</b>	<b>4,796.12</b>

## Management Review and Analysis

### 管理層回顧和分析

#### PROPERTY AND CASUALTY INSURANCE BUSINESS – PRC OPERATIONS CARRIED OUT BY TPI (Continued)

#### 財產保險業務 – 由太平財險營運之中國業務 (續)

The debt securities classified by type and class were as follows:

債務證券按類別分類如下：

At 31 December, HK\$ million

於十二月三十一日，百萬港元

		2012	2011
Governments and central banks	政府及中央銀行	591.59	588.84
Banks and other financial institutions	銀行及其他金融機構	1,739.83	1,520.99
Corporate entities	企業實體	2,270.57	1,720.56
		<b>4,601.99</b>	3,830.39

The total investment income and the investment yield of TPI's investments on a pre-tax basis recognized in the consolidated income statement were as follows:

太平財險確認於綜合損益表內之稅前總投資收入及稅前投資收益率概述如下：

For the year ended 31 December, HK\$ million

截至十二月三十一日止年度，百萬港元

		2012	2011	Change 變化
Net investment income <sup>1</sup>	淨投資收入 <sup>1</sup>	380.42	276.34	+37.7%
Net realized investment gains/(losses)	已實現投資收益/ (虧損)淨額	(92.07)	(30.18)	+2.1 times 倍
Net unrealized investment gains/(losses)	未實現投資收益/ (虧損)淨額	1.78	(1.32)	–
Net impairment gains/(losses) on securities	證券減值收益/ (虧損)淨額	(2.12)	(6.50)	-67.4%
Total investment income <sup>2</sup>	總投資收入 <sup>2</sup>	<b>288.01</b>	238.34	+20.8%
Net investment yield <sup>1</sup>	淨投資收益率 <sup>1</sup>	<b>4.1%</b>	3.8%	+0.3 pt 點
Total investment yield <sup>2</sup>	總投資收益率 <sup>2</sup>	<b>3.1%</b>	3.3%	-0.2 pt 點

<sup>1</sup> Net investment income mainly consists of fixed investment income such as interest income from debt securities and bank deposit. Net investment yield is derived from such net investment income.

<sup>1</sup> 淨投資收入主要由固定利息收入(例如債務證券及銀行存款的利息)組成。淨投資收益率以此計算。

<sup>2</sup> Total investment income is the summation of net investment income and the realized/unrealized investment gains/losses plus impairments. The total investment yield is derived from such total investment income.

<sup>2</sup> 總投資收入為淨投資收入、已實現和未實現收益/虧損及投資減值之總和。總投資收益率以此計算。

TPI's total investment income was HK\$288.01 million during the Year, representing a solid increase from the HK\$238.34 million in the Last Year. TPI's heavy weighting and allocation of assets in fixed income, bank deposits and cash resulted in a satisfactory yield for its investment portfolio.

本年內，太平財險錄得總投資收入2.8801億港元，較去年2.3834億港元穩步增加。太平財險的資產配置中，固定收入證券、銀行存款及現金的佔比較重，因此其投資組合仍取得令人滿意的收益率。

# Management Review and Analysis

## 管理層回顧和分析

### PROPERTY AND CASUALTY INSURANCE BUSINESS – PRC OPERATIONS CARRIED OUT BY TPI (Continued)

### 財產保險業務 – 由太平財險營運之中國業務 (續)

The details of TPI's investment income/(loss) on a pre-tax basis were as follows:

太平財險稅前投資收入／(虧損)之詳細分析如下：

For the year ended 31 December 2012, HK\$ million

截至二零一二年十二月三十一日止年度，百萬港元

	Recognized in the consolidated income statement 於綜合損益表內確認					Sub total 小計	Unrealized gains/(losses) recognized in the fair value reserve 於公允價值儲備內確認之未實現收益／(虧損)	Grand total 總額
	Net investment income 淨投資收入	Dividend income 股息收入	Net realized gains/(losses) 已實現收益／(虧損)淨額	Net unrealized gains/(losses) 未實現收益／(虧損)淨額	Net impairment gains/(losses) 減值收益／(虧損)淨額			
Debt securities 債務證券								
HTM 持有至到期日	43.48	-	-	-	-	43.48	-	43.48
AFS 可供出售	111.52	-	(3.88)	-	-	107.64	(6.27)	101.37
HFT/DVPL 持有作交易用途 ／指定為通過 損益以反映 公允價值	14.84	-	(1.16)	1.78	-	15.46	-	15.46
LR 貸款及應收款項	18.81	-	-	-	-	18.81	-	18.81
Debt schemes 債務計劃								
LR 貸款及應收款項	38.12	-	-	-	-	38.12	-	38.12
Equity securities 股本證券								
AFS 可供出售	-	5.32	(24.22)	-	(0.10)	(19.00)	27.56	8.56
Investment funds 投資基金								
AFS 可供出售	-	7.54	(62.81)	-	(2.02)	(57.29)	7.78	(49.51)
Cash and bank deposits 現金及銀行存款	142.08	-	-	-	-	142.08	-	142.08
Securities sold/ purchased under repurchase/resale agreements 賣出回購／ 買入返售證券	(1.29)	-	-	-	-	(1.29)	-	(1.29)
	367.56	12.86	(92.07)	1.78	(2.12)	288.01	29.07	317.08



# Management Review and Analysis

## 管理層回顧和分析

### PROPERTY AND CASUALTY INSURANCE BUSINESS – PRC OPERATIONS CARRIED OUT BY TPI (Continued)

### 財產保險業務 – 由太平財險營運之中國業務 (續)

For the year ended 31 December 2011, HK\$ million

截至二零一一年十二月三十一日止年度，百萬港元

	Recognized in the consolidated income statement 於綜合損益表內確認					Sub total 小計	Unrealized gains/ (losses) recognized in the fair value reserve 於公允價值 儲備內確認 之未實現 收益/ (虧損)	Grand total 總額
	Net investment income 淨投資收入		Net realized gains/ (losses) 已實現 收益/ (虧損)淨額	Net unrealized gains/ (losses) 未實現 收益/ (虧損)淨額	Net impairment gains/ (losses) 減值收益/ (虧損)淨額			
	Interest income/ (expense) 利息收入/ (支出)	Dividend income 股息收入						
<b>Debt securities</b>	<b>債務證券</b>							
HTM	40.75	-	-	-	-	40.75	-	40.75
AFS	87.39	-	(13.78)	-	-	73.61	37.10	110.71
HFT	0.31	-	0.29	(1.32)	-	(0.72)	-	(0.72)
LR	12.05	-	-	-	-	12.05	-	12.05
<b>Debt schemes</b>	<b>債權計劃</b>							
LR	21.88	-	-	-	-	21.88	-	21.88
<b>Equity securities</b>	<b>股本證券</b>							
AFS	-	5.19	30.30	-	(1.99)	33.50	(132.12)	(98.62)
<b>Investment funds</b>	<b>投資基金</b>							
AFS	-	9.56	(46.99)	-	(4.51)	(41.94)	(43.07)	(85.01)
<b>Cash and bank deposits</b>	<b>現金及銀行存款</b>							
	100.35	-	-	-	-	100.35	-	100.35
<b>Securities sold/ purchased under repurchase/resale agreements</b>	<b>賣出回購/ 買入返售證券</b>							
	(1.14)	-	-	-	-	(1.14)	-	(1.14)
	261.59	14.75	(30.18)	(1.32)	(6.50)	238.34	(138.09)	100.25

## Management Review and Analysis

### 管理層回顧和分析

#### PROPERTY AND CASUALTY INSURANCE BUSINESS – PRC OPERATIONS CARRIED OUT BY TPI (Continued)

財產保險業務 – 由太平財險營運之中國業務 (續)

##### Underwriting and Other Administrative Expenses

承保及其他行政費用

The underwriting and administrative expenses of TPI are summarized as follows:

太平財險之承保及其他行政費用概述如下：

For the year ended 31 December, HK\$ million

截至十二月三十一日止年度，百萬港元

		2012	2011	Change 變化
Staff costs	員工成本	965.07	767.16	+25.8%
Rental expenses	租賃開支	70.83	60.74	+16.6%
Business tax and additional charges	營業稅金及附加費用	531.35	393.05	+35.2%
Others	其他	1,768.21	1,356.21	+30.4%
		<b>3,335.46</b>	2,577.16	+29.4%

##### Financial Strength and Solvency Margin

財務實力及償付能力

The solvency margin ratios of TPI under the CIRC regulations were as follows:

太平財險按中國保監會規定之償付能力充足率如下：

At 31 December, RMB million

於十二月三十一日，百萬人民幣

		2012	2011
Actual Solvency Margin	實際償付能力	1,587	1,151
Minimum Statutory Solvency Margin	最低法定償付能力	976	756
Solvency Margin Ratio	償付能力充足率	163%	152%

# Management Review and Analysis

## 管理層回顧和分析

### PROPERTY AND CASUALTY INSURANCE BUSINESS – HONG KONG OPERATIONS CARRIED OUT BY CTPI (HK)

The Group's Hong Kong property and casualty insurance segment is operated by CTPI (HK). CTPI (HK) is a Hong Kong-incorporated company and is wholly-owned by the Group. CTPI (HK) is principally engaged in the underwriting of motor, marine and non-marine policies in Hong Kong.

The figures below are the results of CTPI (HK) from its operations, before intra-group eliminations.

The key financial data of the property and casualty insurance business operated in Hong Kong by CTPI (HK) is summarized below:

For the year ended 31 December, HK\$ million

### 財產保險業務 – 由太平香港營運之香港業務

本集團之香港財產保險業務由太平香港營運。太平香港為香港註冊公司，並由本集團全資擁有。太平香港主要於香港從事承保車險、水險及非水險業務。

以下數字為集團內部對銷前，太平香港的營運業績。

由太平香港經營的香港財產保險業務之主要財務數據概述如下：

截至十二月三十一日止年度，百萬港元

		2012	2011	Change 變化
Gross premiums written	毛承保保費	1,041.53	935.90	+11.3%
Reinsurance premiums written	再保險承保保費	426.04	16.34	+25.1 times 倍
Net premiums written	淨承保保費	1,087.14	622.44	+74.7%
Net earned premiums	已賺取保費淨額	894.52	599.00	+49.3%
Net claims incurred	賠款淨額	(418.77)	(312.78)	+33.9%
Underwriting expenses	承保費用	(124.64)	(149.67)	-16.7%
Net commission expenses	佣金支出淨額	(330.43)	(129.93)	+1.5 times 倍
Underwriting profit	承保溢利	20.68	6.62	+2.1 times 倍
Total investment income	總投資收入	546.80	354.58	+54.2%
Other gain and other income	其他收益及其他收入	13.20	6.71	+96.7%
Net exchange (loss)/gain	匯兌(虧損)/收益淨額	(3.19)	50.20	-
Net impairment losses write back of property	物業減值回撥淨額	14.34	33.58	-57.3%
Other administrative expenses	其他行政費用	(30.70)	(23.23)	+32.2%
Profit from operation before taxation	除稅前經營溢利	561.13	428.46	+31.0%
Profit from operation after taxation and attributable to the owners	除稅後及股東應佔經營溢利	531.46	345.63	+53.8%
Technical reserves ratio	技術性儲備比率	180.8%	223.6%	-42.8 pts 點
Retained ratio	自留比率	74.1%	65.4%	+8.7 pts 點
Earned premiums ratio	已賺取保費率	85.9%	64.0%	+21.9 pts 點
Loss ratio <sup>1</sup>	賠付率 <sup>1</sup>	46.8%	52.2%	-5.4 pts 點
Expense ratio <sup>1</sup>	費用率 <sup>1</sup>	50.9%	46.7%	+4.2 pts 點
Combined ratio <sup>2</sup>	綜合成本率 <sup>2</sup>	97.7%	98.9%	-1.2 pts 點

<sup>1</sup> Both the loss ratio and expense ratio are based on net earned premiums.

<sup>2</sup> The combined ratio is the sum of the loss ratio and the expense ratio.

<sup>1</sup> 賠付率及費用率均按已賺取保費淨額為基準計算。

<sup>2</sup> 綜合成本率為賠付率與費用率的總和。

# Management Review and Analysis

## 管理層回顧和分析

### PROPERTY AND CASUALTY INSURANCE BUSINESS – HONG KONG OPERATIONS CARRIED OUT BY CTPI (HK) (Continued)

#### Operating Profit

The property and casualty insurance business operated in Hong Kong by CTPI (HK) recorded a net operating profit attributable to the owners of HK\$531.46 million during the Year (2011: HK\$345.63 million). CTPI (HK) produced strong profit growth because of solid premium growth, improvements in underwriting, and strong investment gains.

#### Gross Premiums Written

Gross premiums written increased by 11.3% to HK\$1,041.53 million from HK\$935.90 million in the Last Year. During the Year, Hong Kong's continued strength in its economy and activity helped to grow the property and casualty insurance sector. The detailed breakdown of gross premiums written was as follows:

*For the year ended 31 December, HK\$ million*

Business Line 業務種類		% of Total		% of Total	
		2012	佔總額百分比	2011	佔總額百分比
Motor	車險	219.15	21.0%	198.83	21.2%
Marine	水險	212.92	20.5%	151.59	16.2%
Non-marine	非水險	609.46	58.5%	585.48	62.6%
		<b>1,041.53</b>	<b>100.0%</b>	935.90	100.0%

### 財產保險業務 – 由太平香港營運之香港業務 (續)

#### 經營溢利

本年度內，太平香港的香港財產保險業務股東應佔溢利淨額為5.3146億港元（二零一一年：3.4563億港元）。由於保費穩固增長、承保表現改善以及投資收益理想，太平香港的溢利錄得可觀的增長。

#### 毛承保保費

直接業務毛承保保費由去年之9.3590億港元上升11.3%至10.4153億港元。於本年度內，香港經濟持續強勁及活躍，有助財產保險業的增長。直接業務毛承保保費詳細分析如下：

*截至十二月三十一日止年度，百萬港元*

# Management Review and Analysis

## 管理層回顧和分析

### PROPERTY AND CASUALTY INSURANCE BUSINESS – HONG KONG OPERATIONS CARRIED OUT BY CTPI (HK) (Continued)

財產保險業務 – 由太平香港營運之香港業務 (續)

#### Net Claims Incurred and Combined Ratio

#### 淨賠款總額及綜合成本率

Net claims incurred increased by 33.9% to HK\$418.77 million from HK\$312.78 million in the Last Year. The expense ratio increased to 50.9% from 46.7% in the Last Year. The loss ratios, expense ratios and combined ratios were as follows:

淨賠款總額由去年之3.1278億港元上升33.9%至4.1877億港元。費用率由去年的46.7%上升至50.9%。賠付率、費用率及綜合成本率情況如下：

For the year ended 31 December

截至十二月三十一日止年度

		2012	2011
Loss ratio	賠付率	46.8%	52.2%
Expense ratio	費用率	50.9%	46.7%
Combined ratio	綜合成本率	97.7%	98.9%

#### Investment Performance

#### 投資表現

The composition of investments was as follows:

投資組合情況如下：

At 31 December, HK\$ million

於十二月三十一日，百萬港元

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Debt securities	債務證券	1,722.05	37.2%	1,485.69	38.0%
Equity securities	股本證券	151.42	3.3%	226.53	5.8%
Investment funds	投資基金	99.90	2.2%	26.51	0.7%
Cash and bank deposits	現金及銀行存款	919.08	19.8%	779.58	19.9%
Investment properties	投資物業	1,739.92	37.5%	1,389.85	35.6%
Total invested assets	投資總額	4,632.37	100.0%	3,908.16	100.0%

## Management Review and Analysis

### 管理層回顧和分析

#### PROPERTY AND CASUALTY INSURANCE BUSINESS – HONG KONG OPERATIONS CARRIED OUT BY CTPI (HK) (Continued)

During the Year, CTPI (HK) continued to be very cautious in its asset allocation for its investment portfolio. Equity investments were maintained at a relatively low percentage of the asset allocation, while debt securities and cash and bank deposits constituted a combined total of approximately 57.0% of the total invested assets as at 31 December 2012 (2011: 57.9%).

The classification of investments in securities under HTM, AFS, HFT and LR was as follows:

At 31 December 2012, HK\$ million

	HTM 持有至到期日	AFS 可供出售	HFT 持有作 交易用途	LR 貸款及 應收款項	Total 總額
Debt securities 債務證券	–	1,722.05	–	–	1,722.05
Equity securities 股本證券	–	151.42	–	–	151.42
Investment funds 投資基金	–	99.90	–	–	99.90
	–	1,973.37	–	–	1,973.37

At 31 December 2011, HK\$ million

	HTM 持有至到期日	AFS 可供出售	HFT 持有作 交易用途	LR 貸款及 應收款項	Total 總額
Debt securities 債務證券	–	1,485.69	–	–	1,485.69
Equity securities 股本證券	–	226.53	–	–	226.53
Investment funds 投資基金	–	26.51	–	–	26.51
	–	1,738.73	–	–	1,738.73

#### 財產保險業務 – 由太平香港營運之香港業務 (續)

於本年度內，太平香港對於其投資組合的資產配置仍然十分審慎。股本投資維持在資產配置的一個較低百分比，而債務證券、現金及銀行存款於二零一二年十二月三十一日合共佔投資資產總額約57.0%（二零一一年：57.9%）。

歸類為持有至到期日、可供出售、持有作交易用途及貸款及應收款項的證券投資如下：

於二零一二年十二月三十一日，百萬港元

於二零一一年十二月三十一日，百萬港元

## Management Review and Analysis 管理層回顧和分析

### PROPERTY AND CASUALTY INSURANCE BUSINESS – HONG KONG OPERATIONS CARRIED OUT BY CTPI (HK) (Continued)

財產保險業務 – 由太平香港營運之香港業務 (續)

The debt securities classified by type and class were as follows:

債務證券按類別分類如下：

At 31 December, HK\$ million

於十二月三十一日，百萬港元

		2012	2011
Governments and central banks	政府及中央銀行	5.33	5.32
Banks and other financial institutions	銀行及其他金融機構	1,250.45	1,202.02
Corporate entities	企業實體	466.27	278.35
		<b>1,722.05</b>	<b>1,485.69</b>

The total investment income and the investment yield on a pre-tax basis recognized in the consolidated income statement were as follows:

太平香港確認於綜合損益表內之稅前總投資收入及稅前投資收益率概述如下：

For the year ended 31 December, HK\$ million

截至十二月三十一日止年度，百萬港元

		2012	2011	Change 變化
Net investment income <sup>1</sup>	淨投資收入 <sup>1</sup>	187.48	170.60	+9.9%
Net realized investment gains/(losses)	已實現投資收益／ (虧損)淨額	32.28	42.05	-23.2%
Net unrealized gains/(losses) on investment properties	投資物業未實現收益／ (虧損)淨額	331.88	161.22	+1.1 times 倍
Impairment gains/(losses) on securities	證券減值收益／(虧損)	(4.84)	(19.29)	-74.9%
Total investment income <sup>2</sup>	總投資收入 <sup>2</sup>	546.80	354.58	+54.2%
Net investment yield <sup>1</sup>	淨投資收益率 <sup>1</sup>	4.1%	4.0%	+0.1 pt 點
Total investment yield <sup>2</sup>	總投資收益率 <sup>2</sup>	11.8%	8.4%	+3.4 pts 點

<sup>1</sup> Net investment income mainly consists of fixed investment income such as interest income from debt securities and bank deposit. Net investment yield is derived from such net investment income.

<sup>1</sup> 淨投資收入主要由固定利息收入(例如債務證券及銀行存款的利息)組成。淨投資收益率以此計算。

<sup>2</sup> Total investment income is the summation of net investment income and the realized/unrealized investment gains/losses plus impairments. The total investment yield is derived from such total investment income.

<sup>2</sup> 總投資收入為淨投資收入、已實現和未實現收益／虧損及投資減值之總和。總投資收益率以此計算。

# Management Review and Analysis

## 管理層回顧和分析

### PROPERTY AND CASUALTY INSURANCE BUSINESS – HONG KONG OPERATIONS CARRIED OUT BY CTPI (HK) (Continued)

### 財產保險業務 – 由太平香港營運之香港業務 (續)

Total investment income was HK\$546.80 million for the Year, representing an increase of 54.2% from HK\$354.58 million in the Last Year. CTPI (HK)'s investment property in Hong Kong experienced strong revaluations gains due to the robust property market in 2012. The total investment yield for the Year was a very satisfactory 11.8%.

本年內錄得總投資收入5.4680億港元，較去年3.5458億港元增加54.2%。受惠於二零一二年香港物業市場暢旺，香港的投資物業錄得較高的重估收益。本年內總投資收益率達11.8%，令人非常滿意。

The details of CTPI (HK)'s investment income/(loss) on a pre-tax basis were as follows:

太平香港稅前投資收入／（虧損）之詳細分析如下：

For the year ended 31 December 2012, HK\$ million

截至二零一二年十二月三十一日止年度，百萬港元

		Recognized in the consolidated income statement 於綜合損益表內確認						Unrealized gains/(losses) recognized in the fair value reserve 於公允價值儲備內確認之未實現	Grand total 總額
Net investment income 淨投資收入		Interest income 利息收入	Dividend income 股息收入	Rental income 租金收入	Net realized gains/(losses) 已實現收益／ （虧損）淨額	Net unrealized gains/(losses) 未實現收益／ （虧損）淨額	Net impairment gains/(losses) 減值收益／ （虧損）淨額	Sub total 小計	
Debt securities	債務證券								
AFS	可供出售	89.55	-	-	28.84	-	-	118.39	272.83
Equity securities	股本證券								
AFS	可供出售	-	8.00	-	(4.29)	-	(1.89)	1.82	41.17
Investment funds	投資基金								
AFS	可供出售	-	1.84	-	7.73	-	(2.95)	6.62	1.49
Cash and bank deposits	現金及銀行存款	12.60	-	-	-	-	-	12.60	12.60
Investment properties	投資物業	-	-	64.49	-	331.88	-	396.37	396.37
Others	其他	11.00	-	-	-	-	-	11.00	11.00
		113.15	9.84	64.49	32.28	331.88	(4.84)	546.80	735.46



# Management Review and Analysis

## 管理層回顧和分析

### PROPERTY AND CASUALTY INSURANCE BUSINESS – HONG KONG OPERATIONS CARRIED OUT BY CTPI (HK) (Continued)

### 財產保險業務 – 由太平香港營運之香港業務 (續)

For the year ended 31 December 2011, HK\$ million

截至二零一一年十二月三十一日止年度·百萬港元

	Recognized in the consolidated income statement 於綜合損益表內確認						Sub total 小計	Unrealized gains/ (losses) recognized in the fair value reserve 於公允價值 儲備內確認 之未實現 收益/ (虧損)	Grand total 總額	
	Net investment income 淨投資收入			Net realized gains/ (losses) 已實現 收益/ (虧損)淨額	Net unrealized gains/ (losses) 未實現 收益/ (虧損)淨額	Net impairment gains/ (losses) 減值收益/ (虧損)淨額				
	Interest income 利息收入	Dividend income 股息收入	Rental income 租金收入							
Debt securities AFS	債務證券 可供出售	88.70	-	-	42.24	-	-	130.94	(75.22)	55.72
Equity securities AFS	股本證券 可供出售	-	9.42	-	(16.45)	-	(9.17)	(16.20)	(45.47)	(61.67)
Investment funds AFS	投資基金 可供出售	-	-	-	16.26	-	(10.12)	6.14	(0.99)	5.15
Cash and bank deposits	現金及銀行存款	12.55	-	-	-	-	-	12.55	-	12.55
Investment properties	投資物業	-	-	57.44	-	161.22	-	218.66	-	218.66
Others	其他	2.49	-	-	-	-	-	2.49	-	2.49
		103.74	9.42	57.44	42.05	161.22	(19.29)	354.58	(121.68)	232.90

### Underwriting and Other Administrative Expenses

### 承保及其他行政費用

The underwriting and other administrative expenses are summarized as follows:

承保及其他行政費用概述如下：

For the year ended 31 December, HK\$ million

截至十二月三十一日止年度·百萬港元

		2012	2011	Change 變化
Staff costs	員工成本	108.73	129.27	-15.9%
Rental expenses	租賃開支	0.60	0.41	+46.3%
Others	其他	46.01	43.22	+6.5%
		155.34	172.90	-10.2%

# Management Review and Analysis

## 管理層回顧和分析

### PROPERTY AND CASUALTY INSURANCE BUSINESS – HONG KONG OPERATIONS CARRIED OUT BY CTPI (HK) (Continued)

財產保險業務 – 由太平香港營運之香港業務 (續)

#### Financial Strength and Solvency Margin

#### 財務實力及償付能力

The solvency margin ratios of CTPI (HK) under the Hong Kong Insurance regulations were as follows:

太平香港按香港保險條例之償付能力充足率如下:

At 31 December, HKD million

於十二月三十一日，百萬港元

		2012	2011
Actual Solvency Margin	實際償付能力	2,586	2,356
Minimum Statutory Solvency Margin	最低法定償付能力	139	131
Solvency Margin Ratio	償付能力充足率	1,857%	1,801%

### REINSURANCE BUSINESS

### 再保險業務

The Group's reinsurance business is operated by TPRE. TPRE is a Hong Kong-incorporated company and wholly-owned by the Group, and is mainly engaged in the underwriting of all classes of non-life reinsurance business around the globe, consisting mainly of short-tail, property reinsurance business in the Asia Pacific region. TPRE also engages in the underwriting of certain classes of long term (life) reinsurance business. TPRE has chosen not to engage in long-tail, liability reinsurance business from outside of Asia, such as from the United States and Europe.

本集團之再保險業務由本集團全資擁有之香港註冊公司太平再保險營運。太平再保險主要從事承保全球各類再保險業務，主要包括亞太地區的短尾巴財產再保險業務。太平再保險亦從事若干類別的長期（人壽）再保險業務。太平再保險選擇不承保亞洲以外如來自美國及歐洲的長尾巴責任險業務。

During the Year, TPRE has changed its accounting policy for the measurement of unearned premium provisions for the year ended 31 December 2012 in order to align itself with the other property and casualty insurance subsidiaries of the Group.

年內，太平再保險變更截至二零一二年十二月三十一日止年度未到期責任準備金的計量方法之會計政策，使再保險業務的計量方法於本集團內其他的財產保險附屬公司保持一致。

The above changes in accounting policy have been applied retrospectively and the comparative figures for 2011 have been restated accordingly.

上述之會計政策已追溯執行，二零一一年之比較數據亦已相應重列。

# Management Review and Analysis

## 管理層回顧和分析

### REINSURANCE BUSINESS (Continued)

The figures below are the results of TPRe from its operations, before intra-group eliminations.

The key financial data and key performance indicators of the reinsurance business are summarized below:

For the year ended 31 December, HK\$ million

### 再保險業務 (續)

以下數字為集團內部對銷前，太平再保險的營運業績。

再保險業務之主要財務數據及主要表現指標概述如下：

截至十二月三十一日止年度，百萬港元

		2012	2011 (Restated) (重列)	Change 變動
Gross premiums written	毛承保保費	3,435.30	3,431.08	+0.1%
Net premiums written	淨承保保費	3,073.24	3,073.66	-
Net earned premiums	已賺取保費淨額	2,994.50	2,905.24	+3.1%
Net claims incurred	賠款淨額	(2,291.52)	(2,131.55)	+7.5%
Underwriting expenses	承保費用	(75.04)	(73.10)	+2.7%
Net commission expenses	佣金支出淨額	(835.77)	(812.31)	+2.9%
Underwriting (loss)	承保(虧損)	(207.83)	(111.72)	+86.0%
Total investment income	總投資收入	328.49	130.66	+1.5 times 倍
Other (losses)/gain and other income	其他(虧損)/收益及其他收入	(1.69)	3.97	-
Net exchange gain	匯兌收益淨額	25.53	8.58	+2.0 times 倍
Other administrative expenses	其他行政費用	(13.42)	(12.48)	+7.5%
Profit from operation before taxation	除稅前經營溢利	131.08	19.01	+5.9 times 倍
Profit/(loss) from operation after taxation and attributable to the owners	除稅後及股東應佔經營溢利/(虧損)	112.08	(41.86)	-
Regulatory solvency margin ratio	監管償付能力充足比率	402.0%	389.7%	+12.3 pts 點
Technical reserves ratio	技術性儲備比率	171.1%	154.2%	+16.9 pts 點
Retained ratio	自留比率	89.5%	89.6%	-0.1 pt 點
Earned premiums ratio	已賺取保費率	87.2%	84.7%	+2.5 pts 點
Loss ratio <sup>1</sup>	賠付率 <sup>1</sup>	76.5%	73.4%	+3.1 pts 點
Expense ratio <sup>1 &amp; 3</sup>	費用率 <sup>1 &amp; 3</sup>	30.4%	30.5%	-0.1 pt 點
Combined ratio <sup>2</sup>	綜合成本率 <sup>2</sup>	106.9%	103.9%	+3.0 pts 點

<sup>1</sup> Both the loss ratio and expense ratio are based on net earned premiums.

<sup>2</sup> The combined ratio is the sum of the loss ratio and the expense ratio.

<sup>3</sup> The expense ratio is comprised of underwriting expenses and net commission expenses.

<sup>1</sup> 賠付率及費用率均按已賺取保費淨額為基準計算。

<sup>2</sup> 綜合成本率為賠付率與費用率的總和。

<sup>3</sup> 費用率包括承保費用及佣金支出淨額。

# Management Review and Analysis

## 管理層回顧和分析

### REINSURANCE BUSINESS (Continued)

#### Operating Profit/Loss

The reinsurance business incurred a net operating profit after tax of HK\$112.08 million during the Year (2011 *(restated)*: loss of HK\$41.86 million), representing a return to profit for TPRé after its first ever loss year in 2011. TPRé's turnaround was mainly due to reinforced risk controls on its reinsurance underwriting activity, an absence of major catastrophe loss events during the Year, and strong investment income. These positive results offset the underwriting deficit, which was solely caused by the sharp deterioration during the first half of the Year of the claims incurred for the 2011 Thai Flooding.

After a very difficult 2011 year, during which a few natural catastrophes impacted the Asian insurance markets significantly, the core Asian markets in which TPRé has major stakes were free from any major catastrophe during 2012. The 2012 combined ratio for TPRé's reinsurance business was 106.9% (2011 *(restated)*: 103.9%).

#### Gross Premiums Written

TPRé's gross premiums written for the Year increased by 0.1% to HK\$3,435.30 million from HK\$3,431.08 million in the Last Year. If the one-off, non-renewable reinsurance contract written with a certain Hong Kong client in 2011 is excluded, then TPRé would have registered premium growth of approximately 10% for the Year. The core Asian markets in which TPRé has major stakes have seen stricter underwriting terms and conditions together with a rise in premium charged on property reinsurance contracts, especially those exposed to natural catastrophes. TPRé continued to have favorable premium growth in Mainland China. TPRé also continued its territorial diversification strategy, and premium growth was achieved for most of its other territories.

### 再保險業務 (續)

#### 經營溢利／虧損

再保險業務產生經營溢利淨額1.1208億港元(二零一一年(重列):虧損4,186萬港元),在二零一一年首次錄得虧損後迅速恢復盈利。太平再保險轉虧為盈是由於加強承保風險的控制、年內沒有重大賠案及投資收入理想所致。此等因素抵銷了因二零一一年泰國水災的索賠於二零一二年上半年急劇轉壞帶來的影響。

經過非常困難的二零一一年,期間有幾宗自然災難對亞洲再保險市場造成顯著影響。然而,於二零一二年,在太平再保險參與度高的亞洲核心市場並無任何重大的災難索賠。太平再保險的再保險業務於二零一二年的綜合成本率為106.9%(二零一一年(重列):103.9%)。

#### 毛承保保費

太平再保險之毛承保保費由去年34.3108億港元上升0.1%至34.3530億港元。若不計及於二零一一年與香港某一客戶承保的一次性不續期的再保險合約,太平再保險年內保費增長將約為10%。年內,在太平再保險參與度高的亞洲核心市場,承保條款及條件變得收緊。太平再保險繼續在中國大陸取得可觀保費增長。太平再保險亦繼續其地區多元化的策略,並在大部份的其他地區取得保費增長。

# Management Review and Analysis

## 管理層回顧和分析

### REINSURANCE BUSINESS (Continued)

TPRe's geographical distribution of gross premiums written is summarized as follows:

For the year ended 31 December, HK\$ million

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Hong Kong & Macau	香港及澳門	431.94	12.6%	705.92	20.6%
Mainland China (& Taiwan)	中國大陸(及台灣)	1,521.36	44.3%	1,271.29	37.1%
Japan	日本	209.85	6.1%	180.63	5.3%
Rest of Asia	亞洲其他地區	668.97	19.4%	677.65	19.7%
Europe	歐洲	380.21	11.1%	391.59	11.4%
Others	其他	222.97	6.5%	204.00	5.9%
		<b>3,435.30</b>	<b>100.0%</b>	3,431.08	100.0%

### 再保險業務(續)

太平再保險按地區分佈劃分之毛承保保費簡報如下:

截至十二月三十一日止年度, 百萬港元

### Net Claims Incurred

2012 was a quiet year for TPRe in that no serious, major catastrophes hit its reinsurance portfolio. However, the 2011 Thai Flooding loss incurred amount deteriorated sharply during the first half of 2012, by around HK\$640 million, mainly due to late claims notifications from a number of ceding companies.

TPRe has implemented more vigorous risk control measures on its reinsurance portfolio, and the results of these measures have been positive for 2012, as the three largest incurred losses during the Year were significantly smaller compared to the Last Year.

### 淨賠款總額

二零一二年對太平再保險而言屬平靜的一年, 並無受嚴重的大災害所影響。然而, 二零一一年泰國水災的索賠金額於二零一二年上半年急劇轉壞約6.40億港元, 主要由於若干分保客戶遲報索賠通知所致。

太平再保險已就其再保險業務承保政策採取更嚴格的風險控制措施, 此等措施在二零一二年的效果正面, 年內的三大賠案的賠付金額較去年大幅減少。

# Management Review and Analysis

## 管理層回顧和分析

### REINSURANCE BUSINESS (Continued)

TPRe's top three major claims in terms of net retained losses during the Year were as follows:

*For the year ended 31 December 2012, HK\$ million*

		Date of loss 出險日期	Net retained loss incurred 自留賠付淨額
Hurricane Sandy in the U.S.A.	美國颶風桑迪	10/2012	39.86
Flooding in Manila, Philippines	菲律賓馬尼拉水災	8/2012	30.64
Motor Vessel, Costa Concordia Disaster in Italy	意大利內燃機船 歌詩達協和號災難	1/2012	16.98

Claims reserve provisions are regularly reviewed in conjunction with the claims development patterns, with more extensive studies and analyses conducted on the adequacy of large catastrophe claims reserves. During the Year, redundant loss reserve provisions of approximately HK\$215 million were released.

The net incurred loss ratio for the Year increased to 76.5% (2011 (restated): 73.4%).

### Investment Performance

The composition of investments held by TPRe was as follows:

*At 31 December, HK\$ million*

		2012	% of Total 佔總額百分比	2011	% of Total 佔總額百分比
Debt securities	債務證券	4,714.18	63.8%	4,083.86	65.6%
Debt schemes	債權計劃	46.86	0.6%	37.01	0.6%
Equity securities	股本證券	61.57	0.8%	419.88	6.7%
Investment funds	投資基金	103.79	1.4%	43.87	0.7%
Cash and bank deposits	現金及銀行存款	2,393.42	32.4%	1,569.01	25.2%
Investment properties	投資物業	73.72	1.0%	74.76	1.2%
Total invested assets	投資總額	7,393.54	100.0%	6,228.39	100.0%

### 再保險業務 (續)

太平再保險於年內以自留賠付淨額計算之三大賠案如下：

*截至二零一二年十二月三十一日止年度，百萬港元*

賠款儲備均定期連同賠付發展情況進行審閱，並對大災害賠款準備進行更廣泛的研究和分析。年內，賠款儲備冗餘回撥2.15億港元。

年內的賠付率淨額上升至76.5% (二零一一年(重列)：73.4%)。

### 投資表現

太平再保險持有之投資組合情況如下：

*於十二月三十一日，百萬港元*

# Management Review and Analysis

## 管理層回顧和分析

### REINSURANCE BUSINESS (Continued)

During the Year, the equity securities investments were reduced and the debt securities investments were enlarged in early 2012. By doing so, the recurrent interest income from debt securities was assured. Debt securities, debt schemes and cash and bank deposits constituted a combined total of approximately 96.8% of the total invested assets as at 31 December 2012 (2011: 91.4%).

The classification of TPR's investments in securities under HTM, AFS, HFT and LR was as follows:

At 31 December 2012, HK\$ million

		HTM 持有至到期日	AFS 可供出售	HFT 持有作 交易用途	LR 貸款及 應收款項	Total 總額
Debt securities	債務證券	3,211.93	1,143.38	22.18	336.69	4,714.18
Debt schemes	債權計劃	-	-	-	46.86	46.86
Equity securities	股本證券	-	61.57	-	-	61.57
Investment funds	投資基金	-	74.35	29.44	-	103.79
		<b>3,211.93</b>	<b>1,279.30</b>	<b>51.62</b>	<b>383.55</b>	<b>4,926.40</b>

At 31 December 2011, HK\$ million

		HTM 持有至到期日	AFS 可供出售	HFT 持有作 交易用途	LR 貸款及 應收款項	Total 總額
Debt securities	債務證券	2,651.97	990.31	45.38	396.20	4,083.86
Debt schemes	債權計劃	-	-	-	37.01	37.01
Equity securities	股本證券	-	419.88	-	-	419.88
Investment funds	投資基金	-	14.56	29.31	-	43.87
		<b>2,651.97</b>	<b>1,424.75</b>	<b>74.69</b>	<b>433.21</b>	<b>4,584.62</b>

### 再保險業務 (續)

年內，股本證券投資的佔比降低，並於二零一二年年初增加對債務證券的投資，這樣，確保了債務證券恆常的利息收入。債務證券、債權計劃、現金及銀行存款於二零一二年十二月三十一日合共佔投資資產總額約96.8%（二零一一年：91.4%）。

太平再保險歸類為持有至到期日、可供出售、持有作交易用途及貸款及應收款項的證券投資如下：

於二零一二年十二月三十一日，百萬港元

於二零一一年十二月三十一日，百萬港元

# Management Review and Analysis

## 管理層回顧和分析

### REINSURANCE BUSINESS (Continued)

### 再保險業務 (續)

The debt securities classified by type and class were as follows:

債務證券按類別分類如下：

At 31 December, HK\$ million

於十二月三十一日，百萬港元

		2012	2011
Governments and central banks	政府及中央銀行	569.81	628.48
Banks and other financial institutions	銀行及其他金融機構	2,275.19	2,105.46
Corporate entities	企業實體	1,869.18	1,349.92
		<b>4,714.18</b>	4,083.86

The debt securities classified by original currencies in their respective HKD equivalents were as follows:

債務證券按原貨幣分類之折合港元值如下：

At 31 December, HK\$ million

於十二月三十一日，百萬港元

		2012	2011
USD	美元	3,327.83	2,885.82
RMB	人民幣	650.18	542.79
EUR	歐羅	317.27	279.23
GBP	英鎊	230.12	214.34
AUD	澳元	78.43	74.54
Others	其他	110.35	87.14
		<b>4,714.18</b>	4,083.86



# Management Review and Analysis

## 管理層回顧和分析

### REINSURANCE BUSINESS (Continued)

### 再保險業務 (續)

The total investment income and the investment yield of TPre's investments on a pre-tax basis recognized in the consolidated income statement were as follows:

太平再保險確認於綜合損益表內之稅前總投資收入及稅前投資收益率概述如下：

For the year ended 31 December, HK\$ million

截至十二月三十一日止年度，百萬港元

		2012	2011	Change 變化
Net investment income <sup>1</sup>	淨投資收入 <sup>1</sup>	<b>319.03</b>	276.44	+15.4%
Net realized investment gains/(losses)	已實現投資收益/ (虧損)淨額	<b>(0.30)</b>	(74.57)	-99.6%
Net unrealized investment gains/(losses)	未實現投資收益/ (虧損)淨額	<b>16.14</b>	(4.16)	-
Net impairment gains/(losses) on securities	證券減值收益/ (虧損)淨額	<b>(6.38)</b>	(67.05)	-90.5%
Total investment income <sup>2</sup>	總投資收入 <sup>2</sup>	<b>328.49</b>	130.66	+1.5 times 倍
Net investment yield <sup>1</sup>	淨投資收益率 <sup>1</sup>	<b>4.7%</b>	4.5%	+0.2 pt 點
Total investment yield <sup>2</sup>	總投資收益率 <sup>2</sup>	<b>4.8%</b>	2.1%	+2.7 pts 點

<sup>1</sup> Net investment income mainly consists of fixed investment income such as interest income from debt securities and bank deposit. Net investment yield is derived from such net investment income.

<sup>1</sup> 淨投資收入主要由固定利息收入(例如債務證券及銀行存款的利息)組成。淨投資收益率以此計算。

<sup>2</sup> Total investment income is the summation of net investment income and the realized/unrealized investment gains/losses plus impairments. The total investment yield is derived from such total investment income.

<sup>2</sup> 總投資收入為淨投資收入、已實現和未實現收益/虧損及投資減值之總和。總投資收益率以此計算。

TPRe's total investment income was a gain of HK\$328.49 million for the Year, representing an increase from HK\$130.66 million in the Last Year. The growth of the debt securities portfolio generated larger net investment income to reduce the volatility of the total investment income for the Year.

本年度內，太平再保險錄得總投資收入溢利3.2849億港元，較去年1.3066億港元增加。債務證券組合的規模增長令淨投資收入增加，減低了年內總投資收入的波動性。

# Management Review and Analysis

## 管理層回顧和分析

### REINSURANCE BUSINESS (Continued)

### 再保險業務 (續)

The details of TPRE's investment income/(loss) on a pre-tax basis were as follows:

太平再保險的稅前投資收入/(虧損)之詳細分析如下:

For the year ended 31 December 2012, HK\$ million

截至二零一二年十二月三十一日止年度，百萬港元

		Recognized in the consolidated income statement 於綜合損益表內確認					Unrealized gains/(losses) recognized in the fair value reserve 於公允價值儲備內確認之未實現收益/(虧損)		Grand total 總額	
		Net investment income 淨投資收入			Net realized gains/(losses) 已實現收益/(虧損)淨額	Net unrealized gains/(losses) 未實現收益/(虧損)淨額	Net impairment gains/(losses) 減值收益/(虧損)淨額	Sub total 小計		
		Interest income/(expense) 利息收入/(支出)	Dividend income 股息收入	Rental income 租金收入						
Debt securities	債務證券									
HTM	持有至到期日	183.59	-	-	-	-	-	183.59	-	183.59
AFS	可供出售	67.50	-	-	21.41	-	-	88.91	46.84	135.75
HFT	持有作交易用途	1.60	-	-	3.94	4.13	-	9.67	-	9.67
LR	貸款及應收款項	17.17	-	-	-	-	-	17.17	-	17.17
Debt schemes	債權計劃									
LR	貸款及應收款項	2.04	-	-	-	-	-	2.04	-	2.04
Equity securities	股本證券									
AFS	可供出售	-	5.50	-	(26.11)	-	(6.38)	(26.99)	78.88	51.89
Investment funds	投資基金									
AFS	可供出售	-	0.74	-	(0.08)	-	-	0.66	(0.40)	0.26
HFT	持有作交易用途	-	2.72	-	-	0.20	-	2.92	-	2.92
Cash and bank deposits	現金及銀行存款	35.28	-	-	-	-	-	35.28	-	35.28
Securities sold under resale agreements	買入返售證券	2.37	-	-	-	-	-	2.37	-	2.37
Investment properties	投資物業	-	-	0.52	0.54	7.32	-	8.38	-	8.38
Others	其他	-	-	-	-	4.49	-	4.49	-	4.49
		309.55	8.96	0.52	(0.30)	16.14	(6.38)	328.49	125.32	453.81

# Management Review and Analysis

## 管理層回顧和分析

### REINSURANCE BUSINESS (Continued)

### 再保險業務 (續)

For the year ended 31 December 2011, HK\$ million

截至二零一一年十二月三十一日止年度，百萬港元

	Recognized in the consolidated income statement 於綜合損益表內確認							Unrealized gains/ (losses) recognized in the fair value reserve 於公允價值儲備內確認之未實現收益/ (虧損)	Grand total 總額	
	Net investment income 淨投資收入			Net realized gains/ (losses) 已實現收益/ (虧損)淨額	Net unrealized gains/ (losses) 未實現收益/ (虧損)淨額	Net impairment gains/ (losses) 減值收益/ (虧損)淨額	Sub total 小計			
	Interest income/ (expense) 利息收入/ (支出)	Dividend income 股息收入	Rental income 租金收入							
<b>Debt securities</b>	<b>債務證券</b>									
HTM	持有至到期日	158.20	-	-	1.65	-	-	159.85	-	159.85
AFS	可供出售	65.32	-	-	10.68	-	-	76.00	(52.50)	23.50
HFT	持有作交易用途	4.58	-	-	4.55	(3.66)	-	5.47	-	5.47
LR	貸款及應收款項	11.84	-	-	-	-	-	11.84	-	11.84
<b>Debt schemes</b>	<b>債權計劃</b>									
LR	貸款及應收款項	1.29	-	-	-	-	-	1.29	-	1.29
<b>Equity securities</b>	<b>股本證券</b>									
AFS	可供出售	-	13.56	-	(90.98)	-	(67.05)	(144.47)	(16.16)	(160.63)
<b>Investment funds</b>	<b>投資基金</b>									
AFS	可供出售	-	0.75	-	-	-	-	0.75	(1.13)	(0.38)
HFT	持有作交易用途	-	2.73	-	(0.47)	(4.34)	-	(2.08)	-	(2.08)
<b>Cash and bank deposits</b>	<b>現金及銀行存款</b>									
		15.83	-	-	-	-	-	15.83	-	15.83
<b>Securities sold under resale agreements</b>	<b>買入返售證券</b>									
		1.40	-	-	-	-	-	1.40	-	1.40
<b>Investment properties</b>	<b>投資物業</b>									
		-	-	0.94	-	3.84	-	4.78	-	4.78
		258.46	17.04	0.94	(74.57)	(4.16)	(67.05)	130.66	(69.79)	60.87

# Management Review and Analysis

## 管理層回顧和分析

### REINSURANCE BUSINESS (Continued)

### 再保險業務 (續)

#### Underwriting and Other Administrative Expenses

#### 承保及其他行政費用

The underwriting and other administrative expenses of TPRe are summarized as follows:

太平再保險的承保及其他行政費用概述如下：

For the year ended 31 December, HK\$ million

截至十二月三十一日止年度，百萬港元

		2012	2011	Change 變化
Staff costs	員工成本	44.79	46.63	-3.9%
Rental expenses	租賃開支	5.94	4.81	+23.5%
Others	其他	37.73	34.14	+10.5%
		<b>88.46</b>	85.58	+3.4%

### PENSION AND GROUP LIFE INSURANCE BUSINESSES

### 養老及團體人壽保險業務

The Group's pension and group life insurance businesses are operated by TPP. TPP is a PRC-incorporated company and is 96% owned by the Group. TPP is principally engaged in corporate and personal retirement insurance and annuity businesses, and group life insurance business in Mainland China.

本集團之養老及團體人壽保險業務由太平養老營運。太平養老為中國註冊公司並由本集團擁有96%權益。太平養老主要於內地從事企業及個人養老保險及年金業務及團體人壽保險業務。

As of 31 August 2011, the Group held an effective interest in TPP of 50.03%. With effect from September 2011, upon the completion of the share transfer agreement of TPP dated 31 December 2010, TPP became a direct 96%-owned subsidiary of the Company.

於二零一一年八月三十一日，本集團持有太平養老50.03%的有效權益。自二零一一年九月，在完成日期為二零一零年十二月三十一日的太平養老股份轉讓協議後，太平養老成為本公司直接擁有96%的附屬公司。

Beginning in the second half of 2011, TPL's group life insurance portfolio has been gradually transferred to TPP to be managed and run. Moving the group life insurance business to TPP will best rationalize and utilize the Group's customer base and resources. It is anticipated that the new business model will enable TPP to achieve the economies of scale which are critical and necessary for operating profitability in the pension business.

自二零一一年下半年開始，太平人壽的團體人壽保險業務逐步轉移至由太平養老管理及營運。這將優化及充分利用本集團的客戶基礎和資源。預期新的經營模式將令太平養老較易達致經濟規模，這是養老保險業務取得經營溢利的關鍵和必要的舉措。

# Management Review and Analysis

## 管理層回顧和分析

### PENSION AND GROUP LIFE INSURANCE BUSINESSES *(Continued)*

### 養老及團體人壽保險業務 (續)

The figures below are the results of TPP from its operations, before intra-group eliminations.

以下數字為集團內部對銷前，太平養老的營運業績。

The key financial data of the pension and group life insurance businesses is summarized below:

養老及團體人壽保險業務之主要財務數據概述如下：

For the year ended 31 December, HK\$ million

截至十二月三十一日止年度，百萬港元

		2012	2011	Change 變化
Gross premiums written	毛承保保費	1,136.43	641.48	+77.2%
Net premiums written	淨承保保費	841.23	514.65	+63.5%
Net earned premiums	已賺取保費淨額	789.31	371.85	+1.1 times 倍
Net policyholders' benefits	保單持有人利益淨額	(394.53)	(134.58)	+1.9 times 倍
Net commission expenses	佣金支出淨額	(65.93)	(41.48)	+59.0%
Change in insurance contract liabilities, net of reinsurance	保險合約負債變化，減再保險	(108.14)	(119.42)	-9.4%
Total investment income	總投資收入	74.90	24.55	2.1 times 倍
Pension administration fee income	養老保險管理服務費收入	113.84	98.45	+15.6%
Agency fee income	代理服務費收入	101.55	134.84	-24.7%
Administrative and other expenses	行政及其他費用	(665.91)	(531.38)	+25.3%
Loss from operation before and after taxation	除稅前及除稅後經營虧損	(128.58)	(193.91)	-33.7%
Loss from operation attributable to the owners	股東應佔經營虧損	(123.44)	(156.96)	-21.4%

The key operational data of the pension business is summarized below:

養老業務之主要經營數據概述如下：

		2012	2011	Change 變化
Annuity invested assets (HK\$ million)	企業年金投資資產 (百萬港元)	32,135	26,547	+21.1%
Annuity entrusted assets (HK\$ million)	企業年金受託資產 (百萬港元)	29,596	22,190	+33.4%
Number of enterprises in funds and schemes	養老年金計劃所涉及的企業數目	6,787	6,703	+84
Number of branches	分公司數目	17	14	+3

With seventeen branches operating in major provinces to serve its customers, TPP increased substantially its group life insurance premiums during the Year. The annuity under management also increased.

太平養老在全國主要省份設有十七間分公司為客戶提供服務，年內團體人壽保險的保費收入大幅增加。管理的年金規模亦上升。

# Management Review and Analysis

## 管理層回顧和分析

### PENSION AND GROUP LIFE INSURANCE BUSINESSES *(Continued)*

### 養老及團體人壽保險業務 (續)

#### Operating Result

#### 經營業績

The pension and group life insurance businesses incurred a net operating loss of HK\$128.58 million during the Year (2011: loss of HK\$193.91 million), representing a decrease of 33.7% compared to Last Year. The net operating loss attributable to the owners amounted to HK\$123.44 million (2011: loss of HK\$156.96 million).

養老及團體人壽保險業務產生經營虧損淨額1.2858億港元(二零一一年:虧損1.9391億港元),較去年減少33.7%。股東應佔經營虧損淨額為1.2344億港元(二零一一年:虧損1.5696億港元)。

#### Gross Premiums Written

#### 毛承保保費

TPP's gross premiums written for the Year increased significantly by 77.2% to HK\$1,136.43 million from HK\$641.48 million in the Last Year. The detailed breakdown of TPP's gross premiums written was as follows:

太平養老之毛承保保費由去年之6.4148億港元大幅上升77.2%至11.3643億港元。太平養老毛承保保費詳細分析如下:

*For the year ended 31 December, HK\$ million*

*截至十二月三十一日止年度, 百萬港元*

Business Line 業務種類		% of Total		% of Total	
		2012	佔總額百分比	2011	佔總額百分比
Health	健康險	721.38	63.5%	317.77	49.5%
Accident	意外險	326.62	28.7%	162.67	25.4%
Group Life	團體壽險	88.43	7.8%	161.04	25.1%
		<b>1,136.43</b>	<b>100.0%</b>	641.48	100.0%

# Management Review and Analysis

## 管理層回顧和分析

### ASSET MANAGEMENT BUSINESS

The Group's asset management business is operated by TPAM and TPA (HK), which are mainly engaged in the provision of investment consultancy services to the Group in managing its RMB and non-RMB investment portfolios, respectively. TPAM is a PRC-incorporated company and is 60% owned by the Group, while TPA (HK) is a Hong Kong-incorporated company and is wholly-owned by the Group.

During 2011, the Group held an effective interest in TPAM of 42.03%. With effect from 28 December 2011 upon the completion of the share transfer agreement of TPAM dated 31 December 2010, TPAM become a direct 60%-owned subsidiary of the Company.

**The figures below are the results of TPAM and TPA (HK) from their operations, before intra-group eliminations.**

The key financial data of the asset management business operated in the PRC by TPAM and in Hong Kong by TPA (HK) are summarized below:

*For the year ended 31 December, HK\$ million*

		2012	2011	Change 變化
Management fee income	管理費收入	192.80	164.90	+16.9%
Total investment income	總投資收入	13.80	7.41	+86.2%
Administrative and other expenses	行政及其他費用	(173.72)	(140.04)	+24.1%
Profit from operation before taxation	除稅前經營溢利	40.48	40.38	+0.2%
Profit from operation after taxation	除稅後經營溢利	31.70	29.13	+8.8%
Profit from operating attributable to the owners	股東應佔經營溢利	20.16	15.45	+30.5%

### 資產管理業務

本集團之資產管理業務由太平資產及太平資產(香港)營運，主要分別為本集團的人民幣及非人民幣投資組合提供投資顧問服務。太平資產為中國註冊公司並由本集團擁有60%權益，而太平資產(香港)則為香港註冊公司並由本集團全資擁有。

於二零一一年，本集團持有太平資產42.03%的有效權益。自二零一一年十二月二十八日，在完成日期為二零一零年十二月三十一日的太平資產股權轉讓協議後，太平資產成為本公司直接擁有60%的附屬公司。

以下數字為集團內部對銷前，太平資產及太平資產(香港)的營運業績。

由太平資產及太平資產(香港)於內地及香港營運的資產管理業務之主要財務數據概述如下：

*截至十二月三十一日止年度，百萬港元*

# Management Review and Analysis

## 管理層回顧和分析

### ASSET MANAGEMENT BUSINESS (Continued)

The key operational data of the asset management business is summarized below:

HK\$ million

		2012	2011	Change 變化
TPAM	太平資產			
Assets under management	資產管理規模	<b>177,949</b>	142,790	+24.6%
Including: Assets within the Group	包括：集團內資產	<b>160,663</b>	134,081	+19.8%
TPA (HK)	太平資產(香港)			
Assets under management	資產管理規模	<b>10,152</b>	7,299	+39.1%
Including: Assets within the Group	包括：集團內資產	<b>8,968</b>	6,366	+40.9%

### Operating Profit

The asset management business produced a net operating profit of HK\$31.70 million during the Year (2011: HK\$29.13 million), representing an increase of 8.8% compared to Last Year. The net operating profit attributable to the owners amounted to HK\$20.16 million (2011: HK\$15.45 million).

### LIQUIDITY AND FINANCIAL RESOURCES

The Group's cash and bank deposits as at 31 December 2012 amounted to HK\$56,137.22 million (2011: HK\$37,776.40 million).

### FINANCIAL LEVERAGE

The interest-bearing notes as at 31 December 2012 amounted to HK\$13,334.74 million (2011: HK\$11,040.73 million). As of December 31 2012, CTIH's consolidated financial leverage ratio (calculated by debt over the summation of debt plus equity) was 38.8% (2011: 39.3%). Following the draw-down of the US\$250 million bank loan facility in the first quarter of 2013, the Company's financial leverage ratio was approximately 42.1%. In November 2013, CTIH will be repaying US\$175 million to the noteholders of its senior bond issued in 2003. Also in November 2013, TPL plans to repay RMB1.5 billion of subordinated debt. Following these repayments, CTIH's pro forma consolidated financial leverage ratio would be approximately 36.5%.

### 資產管理業務(續)

資產管理業務之主要經營數據概述如下：

百萬港元

		2012	2011	Change 變化
TPAM	太平資產			
Assets under management	資產管理規模	<b>177,949</b>	142,790	+24.6%
Including: Assets within the Group	包括：集團內資產	<b>160,663</b>	134,081	+19.8%
TPA (HK)	太平資產(香港)			
Assets under management	資產管理規模	<b>10,152</b>	7,299	+39.1%
Including: Assets within the Group	包括：集團內資產	<b>8,968</b>	6,366	+40.9%

### 經營溢利

資產管理業務的經營溢利淨額為3,170萬港元(二零一一年：2,913萬港元)，較去年增加8.8%。股東應佔經營溢利淨額為2,016萬港元(二零一一年：1,545萬港元)。

### 流動資金及財務資源

於二零一二年十二月三十一日，本集團的現金及銀行存款為561.3722億港元(二零一一年：377.7640億港元)。

### 財務槓桿

二零一二年十二月三十一日須付息票據總額為133.3474億港元(二零一一年：110.4073億港元)。於二零一二年十二月三十一日，中國太平控股的綜合財務槓桿比率(債務/(債務+股本))為38.8%(二零一一年：39.3%)。在二零一三年首季提取2.5億美元銀行貸款融通後，本公司的財務槓桿比率約為42.1%。假若於二零一三年十一月，中國太平控股和太平人壽分別償還其到期的1.75億美元的債券和人民幣15億元的次級債務後，中國太平控股備考綜合財務槓桿比率將約為36.5%。



# Management Review and Analysis

## 管理層回顧和分析

### CAPITAL STRUCTURE

During the Year, CTIH issued 600,000 new shares (2011: 1,660,000 shares). All the shares were issued for cash under the Company's employee share option scheme. Net proceeds received for the shares issued for cash in aggregate amounted to HK\$1.73 million (2011: HK\$4.91 million).

### STAFF AND STAFF REMUNERATION

As at 31 December 2012, the Group had a total of 37,187 employees (2011: 31,661 employees), an increase of 5,526 employees. Total remuneration for the Year amounted to HK\$5,021.14 million (2011: HK\$3,965.27 million), an increase of 26.6%. Bonuses are linked to both the performance of the Group and the performance of the individual.

### CONTINGENT LIABILITIES

Other than those incurred in the normal course of the Group's insurance businesses, there were no outstanding litigation nor any other contingent liabilities as at 31 December 2012.

### EVENT AFTER THE REPORTING PERIOD

#### Draw-down of US\$250 million Loan Facility provided by a financial institution

Quicken Assets Limited, a wholly-owned subsidiary of CTIH, has entered into a loan agreement with a financial institution and obtained a loan facility of US\$250 million in December 2012. The loan facility is for five years, is unconditionally and irrevocably guaranteed by CTIH and bears interest at LIBOR plus 2.4% (effective rate). The proceeds of the loan facility will be used for financing the general working capital requirements of the Group. Such loan facility was fully drawn in a single draw-down in January 2013.

### 資本結構

本年度，中國太平控股發行600,000股新股（二零一一年：1,660,000股）。全部發行之新股均根據本公司僱員認股權計劃以現金代價發行。發行新股換取現金的總代價淨額為173萬港元（二零一一年：491萬港元）。

### 員工及員工酬金

於二零一二年十二月三十一日，本集團的僱員總人數達37,187人（二零一一年：31,661人），增加5,526人。本年度總酬金為50.2114億港元（二零一一年：39.6527億港元），增加26.6%。花紅與本集團的業績及員工的個人表現掛鉤。

### 或然負債

除在本集團日常保險業務中產生的訴訟外，於二零一二年十二月三十一日，本集團概無任何未決訴訟或或然負債。

### 報告期後事項

#### 提取由一家金融機構提供的2.5億美元貸款額度

於二零一二年十二月Quicken Assets Limited，中國太平控股的全資附屬公司，與一家金融機構簽訂貸款協議獲取2.5億美元貸款額度。貸款為期五年並由中國太平控股無條件及不可撤回地擔保，利率為倫敦銀行同業拆息加2.4%（有效利率）。貸款的所得款項將供本集團作一般營運資金。貸款額度已一次性於二零一三年一月全數提取。

# Independent Actuaries Report on Review of Embedded Value Information

## 關於內涵價值信息的獨立精算師審閱報告



普華永道

### Independent Actuaries Report on Review of Embedded Value information

### 關於內涵價值信息的獨立精算師審閱報告

#### To the Board of Directors of China Taiping Insurance Holdings Company Limited

#### 致中國太平保險控股有限公司 諸位董事

We have reviewed the Group Embedded Value of China Taiping Insurance Holdings Company Limited (“the Company” or “CTIH”) (“the Group EV”) and Embedded Value of Taiping Life Insurance Company Limited (“TPL”) (“the TPL EV”) set out on pages 75 to 84 of the Annual Report of the Company for the year ended 31 December 2012 (“the EV information”).

我們已經審閱了中國太平保險控股有限公司（下稱「貴公司」）或「中國太平控股」截至二零一二年十二月三十一日總內涵價值（「總內涵價值」）及太平人壽保險有限公司（下稱「太平人壽」）內涵價值（「太平人壽內涵價值」），該等信息在 貴公司二零一二年年報第75頁至第84頁予以披露（統稱「內涵價值信息」）。

The directors of the Company are responsible for the preparation and presentation of the EV information in accordance with the “Guidelines on Embedded Value Reporting of Life Insurance Companies” issued by the China Insurance Regulatory Commission (“the Guidelines”) and industry practice for publicly listed companies in Hong Kong. This responsibility includes designing, implementing and maintaining internal control relevant to the maintenance of underlying data and information on the in-force business and preparation of the EV information which is free from material misstatement, whether due to fraud or error; performing EV calculations; selecting and applying appropriate methodologies; and making assumptions that are consistent with market information and are reasonable in the circumstances.

貴公司的管理層有責任確保在準備和披露 貴公司內涵價值信息時符合中國保險監督管理委員會頒佈的《人身保險內涵價值報告編制指引》（下稱「指引」）的要求，並與香港上市公司的現行行業做法一致。這一責任不僅包括設計、實施並維護內部控制流程，確保有效業務的相關資料、信息，以及內涵價值信息的準備工作不存在由於欺詐或錯誤而造成的重大錯報；還包括選擇並應用適當的方法，根據市場信息確定合理的假設，以及計算內涵價值結果。

Our responsibility, as independent actuaries, is to perform certain review procedures set out in our letter of engagement and, based on these procedures, conclude whether the EV methodologies and assumptions are consistent with industry practice for publicly listed companies in Hong Kong, the Guidelines and available market information.

作為獨立的精算師，我們的責任是依據我們的業務約定書中確認的審閱流程進行審閱工作。根據我們的審閱工作，判斷內涵價值的方法和假設是否與指引要求和市場信息一致，是否與香港上市公司的現行行業做法一致。

We have reviewed the methodology and assumptions used in preparing the EV information, including the following:

我們審閱了 貴公司準備內涵價值信息時採用的方法和假設，包括：

- The Group EV as of 31 December 2012;
- Value of one-year new business of TPL issued during the year ended 31 December 2012; and
- Movement analysis of the TPL EV and sensitivity analysis of value in-force business and value of one-year new business of TPL.
- 審閱截至二零一二年十二月三十一日的總內涵價值；
- 審閱截至二零一二年十二月三十一日的太平人壽一年新業務價值；及
- 審閱太平人壽內涵價值的變動分析以及有效業務價值和一年新業務價值的敏感性分析。

## Independent Actuaries Report on Review of Embedded Value Information 關於內涵價值信息的獨立精算師審閱報告

Our review procedures included, but were not limited to, discussing with management of CTIH the methodology and assumptions, inspecting documentation relating thereto, and considering whether the methodologies are consistent with the Guidelines and industry practice for publicly listed companies in Hong Kong and whether the assumptions are consistent with available market information.

The preparation of EV information requires assumptions and projections to be made about future uncertain events, many of which are outside the control of CTIH. Therefore, actual experience may differ from these assumptions and projections, and this will affect the value of in-force business and the value of one-year new business.

In forming our conclusion, we have relied on the integrity, accuracy and completeness of audited and unaudited data and information provided by CTIH. Our work did not involve reperforming the EV calculations, nor verifying the data and information underlying the EV information.

Based on our review procedures, we have concluded that the methodologies and assumptions used in preparing the EV information are consistent with industry practice for publicly listed companies in Hong Kong, the Guidelines and with available market information.

This report has been prepared for and only for the Board of Directors of the Company in accordance with our letter of engagement and for no other purpose. We do not accept or assume responsibility for any other purpose or to any other person whom this report is shown or in whose hands it may come save where expressly agreed by our prior consent in writing.

**For and on behalf of PricewaterhouseCoopers Ltd.**  
**Shuyen Liu, FSA**

Hong Kong, 19 March 2013

我們的審閱工作包括但不僅限於：與中國太平控股的管理層討論內涵價值的評估方法與假設，檢查相關的文檔，以及評估內涵價值計算方法與假設是否與指引要求一致、是否與可獲得的市場信息一致，以及是否與香港上市公司的現行行業做法一致。

準備內涵價值信息時，需要預測很多中國太平控股無法控制的不確定事件，並就此作出假設。因此，中國太平控股實際經驗的結果很有可能跟預測的假設存在差異，而這種差異將對有效業務和一年新業務的價值的結果產生影響。

我們做出審閱意見時，我們依賴由中國太平控股提供的各種經審計和未經審計的數據和資料的真實性、準確性和完整性。我們的工作範圍並不包括重新計算內涵價值，也沒有檢驗內涵價值信息所用到的數據和相關信息。

根據我們的審閱工作，我們認為中國太平控股在準備內涵價值信息時所用的方法和假設與指引要求一致、與可獲得的市場信息一致，並與香港上市公司的現行行業做法一致。

我們的審閱報告僅限於 貴公司董事會使用，使用目的僅限於業務約定書中的約定，不得用於其他目的。除經我們事先書面同意之外，對於業務約定書中約定以外的其他第三方使用本報告或作為其他目的使用本報告，我們將不承擔任何責任。

代表PricewaterhouseCoopers Ltd.  
劉淑艷 精算師

香港，二零一三年三月十九日

# Embedded Value

## 內涵價值

### 1. BACKGROUND

The Group consists of three major business segments: the life insurance business, property and casualty insurance business and reinsurance business. The Group also has other companies and operations in the areas of investment holding, asset management, pensions and other businesses. The life insurance segment operated by TPL, a 50.05%-owned subsidiary, has become a significant part of the Group in terms of gross premiums written, total assets and profitability. In order to provide investors with additional information to evaluate the profitability and valuation of TPL, the Group discloses the Embedded Value and New Business Value of TPL in its Annual and Interim Results Announcements. The Embedded Value consists of the shareholders' adjusted net worth plus the present value of future expected cash flows to shareholders from the in-force business, less the cost of holding regulatory solvency capital to support the in-force business. The New Business Value represents an actuarially determined estimate of the economic value arising from the new life insurance business issued during the past one year.

The Group's two other major business segments (property and casualty insurance and reinsurance) and its other operations (collectively, "Other Core Operations") continue to develop well. To provide investors with further information on these operations, the Group also discloses the Group Embedded Value. The Group Embedded Value is defined as the Adjusted Net Worth of the Other Core Operations plus the Embedded Value of TPL. The Adjusted Net Worth of the Other Core Operations is determined by Hong Kong Financial Reporting Standards, with marked-to-market and goodwill adjustments. Please note that the Group Embedded Value calculation does not include any valuation for future new business.

### 1. 背景

本集團由三項主要業務分部組成：人壽保險業務、財產保險業務及再保險業務。本集團亦有其他公司經營投資控股、資產管理、養老保險及其他業務。太平人壽（本公司持有50.05%股權之附屬公司）運作之人壽保險分部就其毛承保保費額、總資產及盈利能力而言是本集團日益重要之部份。為向投資者提供額外資料以評估太平人壽之盈利能力及估值，本集團於年度及中期業績公告內披露太平人壽之內涵價值及新業務價值。內涵價值包括經調整股東資產淨值及未來有效業務可為股東創造之預期現金流之現值，扣減為支持有效業務而按照監管要求持有償付資本之成本。新業務價值乃指以精算方法評估的在過去一年售出的人壽保險新業務所產生的經濟價值。

本集團另外兩個主要業務分部（財產保險及再保險）及其他業務（統稱「其他核心業務」）繼續發展良好。為向投資者提供更多有關以上營運的資料，本集團披露集團的總內涵價值。總內涵價值乃定義為其他核心業務的經調整資產淨值，加上太平人壽的內涵價值。其他核心業務的經調整資產淨值按香港財務報告準則釐定，並對市價及商譽作出調整。請注意總內涵價值的計算並不包括日後任何新業務的估值。

# Embedded Value

## 內涵價值

### 2. BASIS OF PREPARATION

The Group has appointed PricewaterhouseCoopers (“PwC”), an international firm of consulting actuaries, to examine whether the methodology and assumptions used by TPL in the preparation of the Embedded Value and the New Business Value as at 31 December 2012 are consistent with standards generally adopted by insurance companies in the PRC. PwC has also examined the methodologies used by the Group in preparing the Group Embedded Value.

### 3. CAUTIONARY STATEMENT

The calculations of Embedded Value and the New Business Value of TPL are based on certain assumptions with respect to future experience. Thus, the actual results could differ significantly from what is envisioned when these calculations were made. In addition, the Group Embedded Value is also based on certain assumptions, and should not be viewed as the only benchmark for evaluating and valuing the businesses and operations of the Group. From an investor’s perspective, the valuation of CTIH is measured by the stock market price of the Company’s shares on any particular day. In valuing CTIH’s shares, investors should take into account not only the Embedded Value and the New Business Value of TPL and the Group Embedded Value, but also various other considerations. In addition, TPL is 50.05%-owned by the Company. The Embedded Value and the New Business Value of TPL as at 31 December 2012 as disclosed below should therefore not be applied 100% in valuing CTIH. Investors are advised to pay particular attention to this factor, as well as the other assumptions underlying the calculations of the Embedded Value and New Business Value of TPL and the Group Embedded Value, if they believe such calculations are important and material to the valuation of the Company.

### 2. 編製基準

本集團已委聘國際諮詢精算師普華永道（「普華永道」），審查太平人壽編製於二零一二年十二月三十一日內涵價值及新業務價值時所採用之方法及假設與中國的保險公司一般採納的準則是否一致。普華永道亦有審查本集團於編製總內涵價值時採用的方法。

### 3. 提示聲明

計算太平人壽的內涵價值及新業務價值乃基於有關未來經驗之若干假設。故此實際結果可能與作出該等計算時之預測有重大差異。此外，總內涵價值亦基於若干假設，因此不應視之為評價及評估本集團業務營運的唯一基準。從投資者角度看，中國太平控股之估值乃按照本公司股份於某個別日子之股市價格計量。於評估中國太平控股股份時，投資者不僅要慮及太平人壽的內涵價值及新業務價值和總內涵價值，而且亦應考慮到其他多項因素。此外，本公司擁有太平人壽之50.05%股權。因此，不應把下列所披露之於二零一二年十二月三十一日之太平人壽內涵價值及新業務價值全數作為中國太平控股的估值。倘若彼等認為該等因素重要，及對本公司之估值關係重大，投資者務須特別留意該因素，及其他支持計算太平人壽內涵價值及新業務價值計算及總內涵價值之因素。

# Embedded Value

## 內涵價值

### GROUP EMBEDDED VALUE

At 31 December, HK\$ million

### 總內涵價值

於十二月三十一日，百萬港元

			2012	2011 (Restated) (重列)
Adjusted net worth *	經調整資產淨值 *	<b>a</b>	<b>11,680</b>	10,189
Value of in-force business before cost of capital for TPL	太平人壽有效業務扣除 資本成本前之價值	<b>b</b>	<b>29,528</b>	21,375
Cost of capital for TPL	太平人壽資本成本	<b>c</b>	<b>3,552</b>	3,061
Value of in-force business after cost of capital for TPL	太平人壽有效業務扣除 資本成本後之價值	<b>d=b-c</b>	<b>25,976</b>	18,314
Group embedded value	總內涵價值	<b>e=a+d</b>	<b>37,656</b>	28,503
Attributable to:	應佔：			
Owners of the Company	本公司股東權益		<b>22,172</b>	17,229
Non-controlling interests	非控股股東權益		<b>15,484</b>	11,274
Group embedded value	總內涵價值		<b>37,656</b>	28,503

\* The adjusted net worth is based on CTIH's audited net asset value, after making the following major adjustments:

- (1) TPL's net asset value is measured on the PRC statutory basis;
- (2) Certain asset values have been adjusted to their market values;
- (3) Goodwill and intangible assets produced during consolidation have been deducted.

\* 經調整資產淨值是按中國太平控股經審計後資產淨值，及進行以下主要調整而計量：

- (1) 太平人壽資產淨值以中國法定準則計量；
- (2) 若干資產價值調整至市場價值；
- (3) 扣除合併賬產生的商譽及無形資產



## Embedded Value 內涵價值

### EMBEDDED VALUE OF TPL

#### 1. EMBEDDED VALUE

At 31 December, HK\$ million

			2012	2011
Adjusted net worth *	經調整資產淨值 *	<b>a</b>	<b>3,310</b>	3,260
Value of in-force business before cost of capital	有效業務扣除資本成本 前之價值	<b>b</b>	<b>29,528</b>	21,375
Cost of capital	資本成本	<b>c</b>	<b>3,552</b>	3,061
Value of in-force business after cost of capital	有效業務扣除資本成本 後之價值	<b>d=b-c</b>	<b>25,976</b>	18,314
Embedded Value	內涵價值	<b>e=a+d</b>	<b>29,286</b>	21,574
Attributable to:	應佔：			
Owners of the Company	本公司股東權益		<b>14,658</b>	10,798
Non-controlling interests	非控股股東權益		<b>14,628</b>	10,776
Embedded Value	內涵價值		<b>29,286</b>	21,574

\* Adjusted net worth is the shareholders' net assets of TPL as measured on a PRC statutory basis, with fair value adjustments to certain assets.

\* 經調整資產淨值是太平人壽按中國法定基準計量之股東資產淨值，並對若干資產的公允價值進行調整。

### 太平人壽之內涵價值

#### 1. 內涵價值

於十二月三十一日，百萬港元

## Embedded Value 內涵價值

### EMBEDDED VALUE OF TPL (Continued)

#### 2. NEW BUSINESS VALUE

HK\$ million

		For the Past 12 Months as of 31 December 2012 於二零一二年 十二月 三十一日 過去十二個月	For the Past 12 Months as of 31 December 2011 於二零一一年 十二月 三十一日 過去十二個月
New business value before cost of capital	新業務扣除資本成本前之價值	<b>a</b> 2,869	2,833
Cost of capital	資本成本	<b>b</b> 565	589
New business value after cost of capital	新業務扣除資本成本後之價值	<b>c=a-b</b> 2,304	2,244

In order to improve the competitiveness of TPL's products and to bring the embedded value and new business value more in line with the market for comparison purposes, the Company has decided to adjust the risk discount rate to 11.0% (previously 11.5%) and the actuarial assumptions on investment return from 4.65% increasing to 5.0% in 2020 and thereafter (previously 4.1% increasing to 4.5% in 2020 and thereafter), and the tax basis has been adjusted from the PRC statutory reserve to the Chinese Accounting Standard.

### 太平人壽之內涵價值 (續)

#### 2. 新業務之價值

百萬港元

為加強太平人壽產品的競爭能力及使內涵價值及新業務價值與市場保持比較一致的可比性，本公司決定把風險貼現率調整至11.0%（調整前為11.5%），投資回報的精算假設調整至4.65%，二零二零年及以後年度的投資回報逐年遞增至5.0%（調整前為4.1%，二零二零年及以後年度的投資回報逐年遞增至4.5%）及稅務計量基準由法定準備金更改為會計準備金計量。



## Embedded Value 內涵價值

### EMBEDDED VALUE OF TPL (Continued)

### 太平人壽之內涵價值 (續)

#### 2. NEW BUSINESS VALUE (Continued)

#### 2. 新業務之價值 (續)

The following analysis shows the impact of changes in assumptions to the New Business Value.

以下分析反映假設調整對新業務價值之影響。

		HK\$ million 百萬港元
New business value before assumption changes	假設調整前的新業務價值	2,145
Changes in the risk discount rate and the assumptions on investment return	調整風險貼現率及投資回報的假設	397
Change in tax basis	調整稅務計量基準	2,542 (238)
New business value after assumption changes	假設調整後的新業務價值	2,304

#### 3. MOVEMENT ANALYSIS OF EMBEDDED VALUE

#### 3. 內涵價值之動態分析

The following analysis shows the movement of the Embedded Value from 1 January 2012 to 31 December 2012.

以下分析反映自二零一二年一月一日至二零一二年十二月三十一日期間內涵價值之動態變化。

		Notes 附註	HK\$ million 百萬港元
Embedded Value as at 1 January 2012	於二零一二年一月一日之內涵價值		21,574
New business value	新業務之價值	a	2,304
Expected return on Embedded Value	內涵價值預期回報	b	2,263
Assumption and modeling changes	假設及模型變化	c	2,208
Investment return variance	投資回報差異	d	242
Dividend variance	分紅差異	e	417
Other experience variance	其他經驗差異	f	284
Exchange losses	匯率虧損	g	(6)
Embedded Value as at 31 December 2012	於二零一二年十二月三十一日之內涵價值		29,286

# Embedded Value

## 內涵價值

### EMBEDDED VALUE OF TPL (Continued)

#### 3. MOVEMENT ANALYSIS OF EMBEDDED VALUE (Continued)

Notes:

- (a) New business contribution from sales of new business in 2012.
- (b) Return on value of in-force business plus expected interest on adjusted net assets.
- (c) Changes from model improvements and assumption changes having an impact on the future distributable earnings of the in-force business.
- (d) Differences between the actual investment returns and expected investment returns in 2012.
- (e) Differences between the actual and expected policyholder dividend in 2012 and the increase of accumulated losses in participating funds in 2012, which is assumed to be recovered from future profit.
- (f) Differences between the actual experience and expected experience for mortality, morbidity, lapses, expenses, income tax and business taxes.
- (g) Exchange losses arising from the exchange rate of the RMB.

#### 4. KEY ASSUMPTIONS

TPL has adopted the best estimate approach in setting the assumptions used in the calculation of its embedded value and new business value. The assumptions have been based on the actual experience of TPL and certain benchmarks set by referencing general PRC economic conditions and the experience of other life insurance companies.

##### 4.1 Risk discount rate

The risk discount rate represents the long-term, post-tax cost of capital of the investor for whom the valuation is made, together with an allowance for risk, taking into account factors such as the political and economic environment in the PRC.

### 太平人壽之內涵價值 (續)

#### 3. 內涵價值之動態分析 (續)

附註：

- (a) 二零一二年新業務銷售之貢獻。
- (b) 有效業務回報加調整後淨資產預期利益。
- (c) 此項包括模型改進及假設改變所引起的變化，對未來有效業務之可分配收入將有所影響。
- (d) 此乃二零一二年實際投資回報與預期投資回報之間的差額。
- (e) 此乃二零一二年實際保單持有人分紅與預期保單持有人分紅之間的差額及二零一二年分紅基金的累計虧損增加，假定未來的盈利可抵銷該累計虧損。
- (f) 此乃實際經驗與預期經驗之間的差額主要包括死亡率、發病率、退保、費用、稅項及營業稅。
- (g) 人民幣兌換所產生的匯率虧損。

#### 4. 主要假設

太平人壽在設定計算內涵價值及新業務價值之假設時乃採納最佳估計方法。有關假設乃基於太平人壽之實際經驗，及參照中國之整體經濟狀況及其他壽險公司之經驗而設定之若干基準。

##### 4.1 風險貼現率

風險貼現率乃指接受估值之投資者之稅後長期資本成本，同時慮及中國有關政治經濟環境等因素對風險作出調整。

# Embedded Value

## 內涵價值

### EMBEDDED VALUE OF TPL (Continued)

#### 4. KEY ASSUMPTIONS (Continued)

##### 4.1 Risk discount rate (Continued)

As calculated, the discount rate is equal to the risk-free rate plus a risk premium. The risk free rate is based on the PRC ten-year government bond and the risk premium reflects the risk associated with future cash flows, including all of the risks which have not been considered in the valuation.

The risk discount rate currently applied by TPL is 11.0% (2011: 11.5%) for all in force and new business.

##### 4.2 Investment return

The investment returns have been assumed to be 4.65% in 2013 (2011: assumed to be 4.10% in 2012), increasing to 5.0% in 2020 and thereafter (2011: 4.5% in 2020 and thereafter).

##### 4.3 Expenses

Expenses have been projected based on benchmark assumptions.

##### 4.4 Tax

The tax rate is assumed to be 25% according to the tax regulations of the PRC.

##### 4.5 Mortality

The experience mortality rates have been based on 70% of the China Life Insurance Mortality Table (2000-2003) for non-annuitants, with a three-year selection period. For annuity products, 80% and 70% of the China Life Insurance Mortality Table (2000-2003) have been used for males and females, respectively.

### 太平人壽之內涵價值 (續)

#### 4. 主要假設 (續)

##### 4.1 風險貼現率 (續)

計算時，貼現率乃按無風險利率加風險溢價計算。無風險利率乃基於中國十年政府債券，而風險溢價反映與未來現金流有關之風險，包括所有在估值時未有慮及之風險。

太平人壽現時就其所有有效業務及新業務所採納之風險貼現率均為11.0% (二零一一年：11.5%)。

##### 4.2 投資回報

投資回報假設於二零一三年為4.65% (二零一一年：假設於二零一二年為4.10%)，於二零二零年及以後年度提高至5.0% (二零一一年：於二零二零年及以後年度為4.5%)。

##### 4.3 費用

費用乃根據基準假設而預計。

##### 4.4 稅項

根據中國訂定之稅務規例，稅率為25%。

##### 4.5 死亡率

經驗死亡率乃按中國人壽保險業經驗生命表 (2000-2003) 非養老金業務表，加三年選擇期之70%比率為基準計算，就年金產品而言，按中國人壽保險業經驗生命表 (2000-2003) 養老金業務表的男性及女性的比率分別為80%及70%為基準計算。

## Embedded Value 內涵價值

### EMBEDDED VALUE OF TPL (Continued)

#### 4. KEY ASSUMPTIONS (Continued)

##### 4.6 Morbidity

The experience morbidity rates have been based on 70% of the filing rates with a three-year selection period.

##### 4.7 Claim ratio

The experience morbidity assumptions have been based on the Group's own pricing tables. The loss ratios for short term accident and health insurance business have been assumed to be in the range of 35% to 53% (2011: 37% to 50%).

##### 4.8 Lapses

The lapse assumptions have been based on TPL's actuarial pricing assumptions and adjusted to reflect the results of its recent experience studies.

##### 4.9 Required capital

The required capital has been based on 100% of the minimum solvency margin (2011: 100%).

### 太平人壽之內涵價值 (續)

#### 4. 主要假設 (續)

##### 4.6 發病率

經驗發病率乃按報備發生率之70%比率加三年選擇期為基準計算。

##### 4.7 賠付率

發病率根據本集團本身的定價表假設計算。短期意外及健康險業務的賠付率乃假設以35%到53%之間的比率計算(二零一一年: 37%到50%)。

##### 4.8 退保

退保假設乃基於太平人壽之精算定價假設，並作出調整，以反映其最近之經驗考察結果。

##### 4.9 資本要求

資本要求是按最低償付能力的100%計算(二零一一年: 100%)。

## Embedded Value 內涵價值

### EMBEDDED VALUE OF TPL (Continued)

#### 5. SENSITIVITY TESTING

Sensitivity testing in respect of the following key assumptions are summarized below:

At 31 December 2012, HK\$ million

Assumptions 假設		Value of in-force business after cost of capital 有效業務於扣除 資本成本後 之價值	New business value after cost of capital 新業務於扣除 資本成本後 之價值
<b>Base scenario</b>	<b>基本情景</b>	<b>25,976</b>	<b>2,304</b>
Risk discount rate of 12%	風險貼現率為12%	24,506	2,003
Risk discount rate of 10%	風險貼現率為10%	27,630	2,654
Investment return increased by 25bp every year	投資回報每年提高25點子	26,963	2,465
Investment return decreased by 25bp every year	投資回報每年下跌25點子	24,965	2,146
10% increase in maintenance expenses	維持費用提高10%	25,772	2,273
10% decrease in maintenance expenses	維持費用下跌10%	26,163	2,340
10% increase in lapse rates	退保率提高10%	25,907	2,257
10% decrease in lapse rates	退保率下跌10%	26,024	2,352
10% increase in mortality and morbidity rates	死亡率及發病率 提高10%	25,785	2,253
10% decrease in mortality and morbidity rates	死亡率及發病率 下跌10%	26,151	2,358
Tax basis measured based the PRC statutory basis	稅務基準用中國法定 基準計量	24,414	2,542
Policyholder dividend increased from 70% to 80%	保單持有人股息由 70%提高至80%	22,907	1,958
Required capital at 150% of solvency margin	資本要求按150%的 償付能力	23,701	1,952

### 太平人壽之內涵價值 (續)

#### 5. 敏感性測試

有關如下主要假設之敏感性測試概述如下：

於二零一二年十二月三十一日，百萬港元

# Biographical Details of Directors, Company Secretary and Chief Financial Officer 董事、公司秘書及財務總監之履歷

## EXECUTIVE DIRECTORS

## 執行董事

### Mr. WANG Bin

### 王濱先生

*Chairman and Chairman of the Nomination Committee,  
Member of the Remuneration Committee  
Aged 54  
Joined the Board in 2012*

董事長兼提名委員會主席及薪酬委員會成員  
54歲  
於二零一二年加入董事會

Current Positions Held within CTIH Group 於中國太平控股集團 所擔任的現任職務	<b>TPI</b> 太平財險	Chairman, 2012-Present 董事長 (2012至今)
Current Key Positions Held in TPG 於中國太平集團 所擔任的現任主要職務	<b>TPG</b> 中國太平集團	Chairman, 2012-Present 董事長 (2012至今)
	<b>TPG (HK)</b> 中國太平集團 (香港)	Chairman, 2012-Present 董事長 (2012至今)
Past Offices 曾任職務	<b>Bank of Communications Co., Ltd.</b> 交通銀行股份有限公司	Executive Director 執行董事 Vice President 副行長  Served in several positions including Deputy General Manager and General Manager of the Beijing Branch, General Manager of the Tianjin Branch 歷任多項職務，包括北京分行行長、副行長， 天津分行行長
	<b>Agricultural Development Bank of China</b> 中國農業發展銀行	Served in several positions including Head of Planning Office, Office Assistant Manager and Office Manager, and Deputy General Manager and General Manager of Jiangxi Branch 歷任多項職務，包括籌備組辦公室負責人、辦 公室副主任及主任，以及江西分行副行長及 行長
Education, Qualification & Experience 學歷、專業資格及經驗	<b>Nankai University, China</b> 中國南開大學	Doctor of Philosophy in Economics 經濟學博士學位

## Biographical Details of Directors, Company Secretary and Chief Financial Officer 董事、公司秘書及財務總監之履歷

### Mr. SONG Shuguang

Vice Chairman

Aged 52

Joined the Board in 2004

宋曙光先生

副董事長

52歲

於二零零四年加入董事會

Current Positions Held within CTIH Group 於中國太平控股集團所擔任的現任職務	<b>TPL</b> 太平人壽	Director, 2001-Present 董事 (2001至今)
	<b>TPI</b> 太平財險	Director, 2001-Present 董事 (2001至今)
	<b>CTPI (HK)</b> 太平香港	Director, 2010-Present 董事 (2010至今)
	<b>TPAM</b> 太平資產	Director, 2007-Present 董事 (2007至今)
	<b>TPP</b> 太平養老	Director, 2005-Present 董事 (2005至今)
	<b>TPeC</b> 太平電商	Chairman, January 2013-Present 董事長 (2013年1月至今)
Current Key Positions Held in TPG 於中國太平集團所擔任的現任主要職務	<b>TPG</b> 中國太平集團	President, 2008-Present 總經理 (2008至今) Managing Director, 2002-Present 常務董事 (2002至今)
	<b>TPG (HK)</b> 中國太平集團 (香港)	President, 2008-Present 總經理 (2008至今) Managing Director, 2002-Present 常務董事 (2002至今)
Past Offices 曾任職務	<b>CIRC</b> 中國保監會	Chief Head of Finance & Accounting Department 財務會計部主管
	<b>PICC<sup>1</sup></b> 中國人民保險	Division Chief and Departmental Deputy General Manager 處長及部門副總經理
	<b>The State Planning Commission of the PRC</b> 中國國家計劃委員會	Deputy Director of the General Affairs Department and Policy & Legal and Policy Research 一般事務、政策、法律及政策研究等部門之副處長
Education, Qualification & Experience 學歷、專業資格及經驗	<b>Postgraduate School of Jilin University, China</b> 中國吉林大學研究生院	Master Degree in Economics 經濟碩士學位
	<b>Jilin University, China</b> 中國吉林大學	Bachelor Degree in Economics 經濟學士學位

Note:

<sup>1</sup> People's Insurance Company of China

## Biographical Details of Directors, Company Secretary and Chief Financial Officer 董事、公司秘書及財務總監之履歷

### Mr. XIE Yiqun

Aged 52

Joined the Board in 2004

謝一群先生

52歲

於二零零四年加入董事會

Current Positions Held Within CTIH Group 於中國太平控股集團 所擔任的現任職務	<b>TPL</b> 太平人壽	Director, 2001-Present 董事 (2001至今)
	<b>TPI</b> 太平財險	Director, 2004-Present 董事 (2004至今)
	<b>TPAM</b> 太平資產	Chairman, 2007-Present 董事長 (2007至今)
	<b>TPA (HK)</b> 太平資產 (香港)	Director, 2007 - Present 董事 (2007至今)
	<b>TPA (HK)</b> 太平資產 (香港)	Chairman, 2008-Present 董事長 (2008至今) Chief Executive Officer, 2004-Present 總裁 (2004至今) Director, 2004 - Present 董事 (2004至今)
	<b>TPP</b> 太平養老	Director, 2005-Present 董事 (2005至今)
Current Key Positions Held in TPG 於中國太平集團 所擔任的現任主要職務	<b>TPG</b> 中國太平集團	Vice President, 2004-Present 副總經理 (2004至今) Managing Director, 2004-Present 常務董事 (2004至今)
	<b>TPG (HK)</b> 中國太平集團 (香港)	Vice President, 2008-Present 副總經理 (2008至今) Managing Director, 2007-Present 常務董事 (2007至今)
Past Key Positions Held in TPG 於中國太平集團 所擔任的主要曾任職務	<b>TPL</b> 太平人壽	Chairman 董事長
	<b>China Taiping Insurance (UK) Co. Ltd.</b> 中國太平保險 (英國) 有限公司	Chairman 董事長 General Manager 總經理
	<b>China Taiping Insurance (Singapore) Pte Ltd.</b> 中國太平保險 (新加坡) 有限公司	Chairman 董事長 General Manager 總經理
	<b>CIC Holdings (Europe) Limited</b> 中國保險 (歐洲) 控股有限公司	Chairman 董事長
Past Offices 曾任職務	<b>PICC Zhejiang Branch</b> 中國人民保險浙江省分公司	General Manager of the Foreign Business Department 國際部總經理
	<b>PICC Wenzhou Branch</b> 中國人民保險溫州分公司	Deputy General Manager 副總經理
Education, Qualification & Experience 學歷、專業資格及經驗	<b>Middlesex University Business School in the United Kingdom</b> 英國米德賽克斯大學	Master of Arts in Chinese Management 中國管理學文學碩士學位
	<b>Nankai University, China</b> 中國南開大學	Insurance, Finance Department 金融系保險專業 Over 30 years of experience in the insurance and finance industries 擁有超過30年從事保險及金融的工作經驗



## Biographical Details of Directors, Company Secretary and Chief Financial Officer 董事、公司秘書及財務總監之履歷

### Mr. PENG Wei

Aged 47

Joined the Board in 2010

彭偉先生

47歲

於二零一零年加入董事會

Current Positions Held Within CTIH Group 於中國太平控股集團 所擔任的現任職務	<b>TPL</b> 太平人壽	Chairman 2011-Present 董事長 (2011至今) Director, 2011-Present 董事 (2011至今)
	<b>TPI</b> 太平財險	Director, 2012-Present 董事 (2012至今)
	<b>TPAM</b> 太平資產	Director, 2009-Present 董事 (2009至今)
	<b>TPP</b> 太平養老	Director, 2009-Present 董事 (2009至今)
	<b>TPeC</b> 太平電商	Director, January 2013-Present 董事 (2013年1月至今)
Current Key Positions Held in TPG 於中國太平集團 所擔任的現任主要職務	<b>TPG</b> 中國太平集團	Vice President, 2008-Present 副總經理 (2008至今) Managing Director, 2007-Present 常務董事 (2007至今)
	<b>TPG (HK)</b> 中國太平集團 (香港)	Vice President, 2008-Present 副總經理 (2008至今) Managing Director, 2005-Present 常務董事 (2005至今)
Past Key Positions Held Within CTIH Group 於中國太平控股集團 所擔任的主要曾任職務	<b>CTPI (HK)</b> 太平香港	Vice-Chairman 副董事長 Chief Executive Officer 行政總裁
	<b>TPI</b> 太平財險	Chairman 董事長
Past Offices 曾任職務	<b>Chinese Insurance Association of Hong Kong</b> 香港華商保險公會	Chairman 主席 Director 董事
	<b>Sinosafe General Insurance Company Limited in Shenzhen</b> 深圳華安財產保險股份有限公司	Executive Vice President 副總經理 Director 董事
	<b>Overseas Chinese Town Holding Company in Shenzhen</b> 深圳華僑城集團公司	General Manager of the Economics Development Department 經濟發展處處長 General Manager of the Strategy Management Department 策劃部總經理
Education, Qualification & Experience 學歷、專業資格及經驗	<b>Peking University, China</b> 中國北京大學	Master of Science Degree 理學碩士學位
		Senior Economist, over 18 years of experience in insurance and strategic management 高級經濟師，保險及策略管理方面擁有逾18年 經驗

## Biographical Details of Directors, Company Secretary and Chief Financial Officer 董事、公司秘書及財務總監之履歷

### Mr. NG Yu Lam Kenneth

Chief Executive Officer and Member of the Remuneration Committee

Aged 64

Joined the Board in 2000

吳俞霖先生

總裁及薪酬委員會成員

64歲

於二零零零年加入董事會

Current Positions Held

Within CTIH Group

於中國太平控股集團

所擔任的現任職務

**TPL**

太平人壽

**TPRe**

太平再保險

Director, 2005-Present

董事 (2005至今)

Director, 1986-Present

董事 (1986至今)

# Biographical Details of Directors, Company Secretary and Chief Financial Officer 董事、公司秘書及財務總監之履歷

## NON-EXECUTIVE DIRECTOR

## 非執行董事

### Mr. LI Tao

Member of the Audit Committee

Aged 40

Joined the Board in 2009

### 李濤先生

審核委員會成員

40歲

於二零零九年加入董事會

Current Positions Held Within CTIH Group 於中國太平控股集團 所擔任的現任職務	<b>TPL</b> 太平人壽	Director, 2011-Present 董事 (2011至今)
	<b>TPI</b> 太平財險	Director, 2009-Present 董事 (2009至今)
	<b>TPAM</b> 太平資產	Director, 2011-Present 董事 (2011至今)
	<b>TPP</b> 太平養老	Director, 2012-Present 董事 (2012至今)
	<b>TPA (HK)</b> 太平資產 (香港)	Director, 2010-Present 董事 (2010至今)
Current Key Positions Held in TPG 於中國太平集團 所擔任的現任主要職務	<b>TPG</b> 中國太平集團	Director, 2009-Present 董事 (2009至今) Chief Financial Officer, 2008-Present 財務總監 (2008至今) Company Secretary, 2011-Present 董事會秘書 (2011至今)
	<b>TPG (HK)</b> 中國太平集團 (香港)	Director, 2009-Present 董事 (2009至今) Chief Financial Officer, 2008-Present 財務總監 (2008至今)
Past Offices 曾任職務	<b>American International Assurance Company Limited, Shanghai Branch</b> 美國友邦上海分公司	Manager in the Internal Audit Department 稽核部部門經理 Manager in Accounts Department 會計部部門經理
	<b>CIRC</b> 中國保監會	Life Insurance Division 人身保險監管部
	<b>Coopers &amp; Lybrand in London</b> 永道會計師事務所 — 倫敦	Business Assurance Division 保險業務審計部
Education, Qualification & Experience 學歷、專業資格及經驗	<b>Fudan University, China</b> 中國復旦大學	EMBA 高級管理人員工商管理碩士學位
	<b>Wuhan University, China</b> 中國武漢大學	Bachelor of Arts Degree 文學學士學位
	<b>The Association of Chartered Certified Accountants of the United Kingdom</b> 英國特許會計師公會	Fellow 資深會員

# Biographical Details of Directors, Company Secretary and Chief Financial Officer 董事、公司秘書及財務總監之履歷

## INDEPENDENT NON-EXECUTIVE DIRECTORS

## 獨立非執行董事

### Dr. WU Jiesi

### 武捷思博士

Chairman of the Audit Committee, Member of the  
Remuneration Committee and the Nomination Committee  
Aged 61  
Joined the Board in 2000

審核委員會主席、薪酬委員會及提名委員會成員

61歲  
於二零零零年加入董事會

#### Other Current Offices 其他現任職務

**China Life Franklin Asset  
Management Co., Limited**  
中國人壽富蘭克林資產管理  
有限公司

Director  
董事

**Silver Base Group Holdings Limited**  
銀基集團控股有限公司

Non-executive Director  
非執行董事

**Shenzhen Investment Limited**  
深圳控股有限公司

Non-executive Director  
非執行董事

**China Water Affairs Group Limited**  
中國水務集團有限公司

Non-executive Director  
非執行董事

**Beijing Enterprises Holdings  
Limited**  
北京控股有限公司

Independent Non-executive Director  
獨立非執行董事

**Zhonghui Mining Industry  
Africa Limited**  
中輝礦業非洲有限公司

Chairman  
董事長

**China Aoyuan Property Group  
Limited**  
中國奧園地產集團股份有限公司

Vice Chairman  
董事會副主席  
Non-executive Director  
非執行董事

#### Past Offices 曾任職務

**China Merchants Bank Co., Ltd**  
招商銀行股份有限公司

Independent Non-executive Director  
獨立非執行董事

**Yingli Green Energy Holding  
Company Limited (listed on the  
New York Stock Exchange)**  
英利綠色能源有限公司  
(美國紐約證券交易所上市)

Independent Non-executive Director  
獨立非執行董事

**Hopson Development Holdings  
Limited**  
合生創展集團有限公司

Managing Director  
董事總經理  
Chief Executive Officer  
行政總裁

**Guangdong Tannery Limited**  
粵海制革有限公司

Honorary President  
名譽董事長

**Guangdong Investment Limited**  
粵海投資有限公司

Honorary President  
名譽董事長

**GDH Limited**  
廣東控股有限公司

Chairman  
董事長

**Guangdong Yue Gang Investment  
Holdings Company Limited**  
廣東省粵港投資控股有限公司

Chairman  
董事長

**Guangdong Province, China**  
中國廣東省

Assistant to the Governor  
省長助理

**Shenzhen Municipal Government,  
China**  
中國深圳市政府

Deputy Mayor  
副市長

**ICBC Shenzhen Branch**  
中國工商銀行深圳分行

President  
行長

#### Education, Qualification & Experience 學歷、專業資格及經驗

**Nankai University, China**  
中國南開大學

Professor of theoretical economics  
理論經濟學教授

Doctorate Degree in Economics  
經濟學博士學位

Extensive experience in finance and management  
擁有豐富的金融和管理經驗

# Biographical Details of Directors, Company Secretary and Chief Financial Officer

## 董事、公司秘書及財務總監之履歷

### Mr. CHE Shujian

Members of the Audit Committee, the Remuneration Committee and the Nomination Committee

Aged 70

Joined the Board in 2004

### 車書劍先生

審核委員會、薪酬委員會及提名委員會成員

70歲

於二零零四年加入董事會

Other Current Offices 其他現任職務	<p><b>China State Construction Engrg. Corp. Ltd.</b> (a company listed in Shanghai Stock Exchange) 中國建築股份有限公司 (一家於上海證券交易所上市的公司)</p> <p><b>Trony Solar Holdings Company Limited</b> 創益太陽能控股有限公司</p> <p><b>The Architectural Society of China</b> 中國建築學會</p>	<p>Independent Director 獨立董事</p> <p>Independent Non-executive Director 獨立非執行董事</p> <p>Council Chairman 理事長</p>
Past Offices 曾任職務	<p><b>China Travel International Investment Hong Kong Limited</b> 香港中旅國際投資有限公司</p> <p><b>China Travel Service (Holdings) Hong Kong Limited, the holding company of China Travel International Investment Hong Kong Limited</b> 香港中旅(集團)有限公司 (香港中旅國際投資有限公司之控股公司)</p> <p><b>China Overseas Holdings Limited, the holding company of China Overseas Land &amp; Investment Ltd.</b> 中國海外集團有限公司 (中國海外發展有限公司之控股公司)</p> <p><b>China Overseas Land &amp; Investment Ltd</b> 中國海外發展有限公司</p> <p><b>The State Council of China</b> 中國國務院</p> <p><b>The Ministry of Construction and Development of the State Council of China</b> 中國國家建設部</p> <p><b>The Northeast Academy of the China Civil Engineering Institute</b> 中國市政工程東北設計院</p>	<p>Chairman 董事長</p> <p>Chairman 董事長</p> <p>Director 董事</p> <p>Independent Non-executive Director 獨立非執行董事</p> <p>Investigator 稽查特派員</p> <p>Director of the Administrative Affairs Office 辦公廳主任</p> <p>Director 主任 Deputy Director 副院長 Dean of the Designing Laboratory 設計室院長</p>
Education, Qualification & Experience 學歷、專業資格及經驗	<p><b>School of Economics of Jilin University in China</b> 中國吉林大學經濟學院</p>	<p>Graduate 本科畢業</p> <p>Qualified senior engineer of economic management 高級(經濟管理)工程師</p> <p>Extensive experience in economic development and corporate management 具有豐富的經濟發展和企業管理經驗</p>

## Biographical Details of Directors, Company Secretary and Chief Financial Officer 董事、公司秘書及財務總監之履歷

### Mr. LEE Kong Wai Conway

Chairman of Remuneration Committee, Member of the Audit Committee  
and the Nomination Committee

Aged 58

Joined the Board in 2009

### 李港衛先生

薪酬委員會主席、審核委員會及提名委員會成員

58歲

於二零零九年加入董事會

Other Current Offices 其他現任職務	<p><b>NVC Lighting Holding Limited</b> 雷士照明控股有限公司</p> <p><b>Citic Securities Company Limited</b> (a company listed in Hong Kong Stock Exchange and Shanghai Stock Exchange) 中信證券股份有限公司 (一家於香港交易所及上海 證券交易所上市的公司)</p> <p><b>Tibet 5100 Water Resources Holdings Ltd.</b> 西藏5100水資源控股有限公司</p> <p><b>Gome Electrical Appliances Holdings Limited</b> 國美電器控股有限公司</p> <p><b>China Modern Dairy Holdings Limited</b> 中國現代牧業控股有限公司</p> <p><b>West China Cement Limited</b> 中國西部水泥有限公司</p> <p><b>Chaowei Power Holdings Limited</b> 超威動力控股有限公司</p> <p><b>Chinese People's Political Consultative Conference of Hunan Province in China</b> 中國人民政治協商會議湖南省</p>	<p>Independent Non-executive Director 獨立非執行董事</p> <p>Independent Non-executive Director 獨立非執行董事</p> <p>Independent Non-executive Director 獨立非執行董事</p> <p>Independent Non-executive Director 獨立非執行董事</p> <p>Independent Non-executive Director 獨立非執行董事</p> <p>Independent Non-executive Director 獨立非執行董事</p> <p>Independent Non-executive Director 獨立非執行董事</p> <p>Member 委員</p>
Past Offices 曾任職務	<p><b>Sino Vanadium Inc.</b></p> <p><b>One of the big four accounting firms</b> 其中一所四大會計師事務所</p>	<p>Independent Non-executive Director 獨立非執行董事</p> <p>Partner 合夥人</p>
Education, Qualification & Experience 學歷、專業資格及經驗	<p><b>Curtin University of Technology of Western Australia</b> 澳大利亞科廷理工大學</p> <p><b>Kingston University in London</b> 英國京士頓大學</p> <p><b>The Institute of Chartered Accountants in England and Wales</b> 特許會計師協會 — 英格蘭及威爾斯</p> <p><b>The Institute of Chartered Accountants in Australia</b> 澳大利亞公認會計師公會</p> <p><b>The Association of Chartered Certified Accountants</b> 英國特許會計師公會</p> <p><b>The Hong Kong Institute of Certified Public Accountants</b> 香港會計師公會</p> <p><b>The Macau Society of Registered Accountants</b> 澳門註冊會計師公會</p>	<p>Postgraduate Diploma in Business 工商深造文憑</p> <p>Bachelor of Arts Degree 文學士學位</p> <p>Member 會員</p> <p>Member 會員</p> <p>Member 會員</p> <p>Member 會員</p> <p>Member 會員</p>

## Biographical Details of Directors, Company Secretary and Chief Financial Officer 董事、公司秘書及財務總監之履歷

### COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER 公司秘書及財務總監

#### Mr. CHAN Man Ko

*Company Secretary and Chief Financial Officer*

*Aged 38*

陳文告先生

公司秘書及財務總監

38歲

Past Offices 曾任職務	<b>Deloitte Touche Tohmatsu</b> 德勤•關黃陳方會計師行	Audit Manager in the Financial Institutions Group 金融機構類審計經理
Education, Qualification & Experience 學歷、專業資格及經驗	<b>The Hong Kong Polytechnic University</b> 香港理工大學	Bachelor of Arts Degree in Accountancy 會計學文學學士學位
	<b>Hong Kong Institute of Certified Public Accountants</b> 香港會計師公會	Member and practicing member 會員及執業會計師
	<b>The Institute of Chartered Accountants in England and Wales</b> 特許會計師協會 — 英格蘭及威爾斯	Member 會員

# Report of the Directors

## 董事會報告書

The directors respectfully submit their annual report together with the audited financial statements for the year ended 31 December 2012.

董事會全人謹將截至二零一二年十二月三十一日止年度的年報及經審核財務報表呈覽。

### PRINCIPAL ACTIVITIES

The principal activity of Company is investment holding. The principal activities of the Company's subsidiaries are the underwriting of direct life insurance business in the PRC, direct property and casualty insurance business in the PRC and Hong Kong and all classes of global reinsurance business. The Group also carries on operations in pension and group life business, assets management, E-commerce for insurance and insurance intermediaries. The principal activities and other particulars of the subsidiaries are set out in note 17 of the consolidated financial statements.

### 主要業務

本公司的主要業務是投資控股。本公司之附屬公司的主要從事內地的直接人壽保險業務、內地及香港的直接財產保險業務及各類全球再保險業務。本集團也從事養老及團體保險、資產管理、保險有關的電子商務及保險中介業務。附屬公司的主要業務及其他資料載於綜合財務報表附註17。

The analyses of the principal activities of the operations of the Company and its subsidiaries during the financial year are set out in note 3 of the consolidated financial statements.

本公司及其附屬公司於本財政年度的主要業務分析載於綜合財務報表附註3。

The directors believe that an analysis of the profit contributions from each geographical area is not required for a proper appraisal of its businesses.

董事相信毋須分析各地區之溢利貢獻亦可對其業務作合理評估。

### MAJOR INSURANCE CUSTOMERS

The information in respect of the Group's gross premiums written and policy fees attributable to major insurance customers during the financial year is as follows:

### 主要保險客戶

主要保險客戶於本財政年度佔本集團的毛承保保費及保單費收入的資料臚列如下：

		Percentage of the Group's total gross premiums written and policy fees 佔本集團毛承保保費及保單費收入總額的百分比
The largest insurance customer	最大保險客戶	1.3%
Five largest insurance customers in aggregate	五大保險客戶合計	1.8%



# Report of the Directors

## 董事會報告書

### MAJOR INSURANCE CUSTOMERS (Continued)

In the five largest insurance customers in aggregate, no gross premiums written and policy fees were connected parties of which the shareholder of the Company (which to the knowledge of the directors own more than 5.0% of the Company's share capital) had an interest.

At no time during the Year have the directors, their associates or any shareholder of the Company (which to the knowledge of the directors own more than 5.0% of the Company's share capital) had any interest in these major insurance customers.

### CONSOLIDATED FINANCIAL STATEMENTS

The profit of the Group for the year ended 31 December 2012 and the state of the Company's and the Group's affairs at that date are set out in the consolidated financial statements on pages 137 to 331.

No interim dividend was declared during the Year (2011: Nil). The directors do not recommend the payment of a final dividend in respect of the year ended 31 December 2012 (2011: Nil).

### FIXED ASSETS

Details of the movements in fixed assets are set out in note 15 of the consolidated financial statements.

### SHARE CAPITAL

During the Year, shares were issued upon the exercise of options under the Company's share option scheme. Details of the movements in share capital of the Company during the Year are set out in note 37 of the consolidated financial statements.

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

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

### RESERVES

Details of the movements in reserves of the Company and the Group during the Year are set out in note 38 of the consolidated financial statements.

### 主要保險客戶 (續)

在五大保險客戶的總額內並無從本公司關連人士收取的毛承保保費及保單費收入。本公司關連人士是本公司股東(據董事所知持有本公司股本5.0%以上)擁有權益。

本公司的董事、其聯繫人士或任何股東(據董事所知持有本公司股本5.0%以上)均沒有於年內任何時間擁有這些主要保險客戶的任何權益。

### 綜合財務報表

本集團截至二零一二年十二月三十一日止年度的溢利和本公司及本集團於該日的財務狀況載於第137至331頁的綜合財務報表內。

本年度內並無宣派中期股息(二零一一年:無)。董事會不建議派發截至二零一二年十二月三十一日止年度末期股息(二零一一年:無)。

### 固定資產

固定資產的變動詳情載於綜合財務報表附註15。

### 股本

於年內本公司根據本公司認股權計劃所行使之認股權發行股份。有關本公司於年內股本變動的詳情載於綜合財務報表附註37。

### 購買、出售或贖回本公司的上市證券

本公司或任何其附屬公司於年內概無購入、出售或贖回任何本公司的上市證券。

### 儲備

本公司及本集團於年內儲備變動的詳情載於綜合財務報表附註38。

# Report of the Directors

## 董事會報告書

### DISTRIBUTABLE RESERVES

As at 31 December 2012, the Company's reserve available for distribution amounted to HK\$298.84 million (2011: HK\$223.31 million). In addition, the Company's share premium account of HK\$9,055.69 million as at 31 December 2012 (2011: HK\$9,053.22 million) may be distributed in the form of fully paid bonus shares.

### DONATIONS

During the Year, the Group made charitable donations of HK\$0.66 million (2011: HK\$0.44 million).

### DIRECTORS

The directors during the Year and up to the date of this annual report were:

#### Executive directors

WANG Bin (*appointed on 29 March 2012*)

SONG Shuguang

XIE Yiqun

PENG Wei

NG Yu Lam Kenneth

LIN Fan (*resigned on 29 March 2012*)

SHEN Koping Michael

(*resigned on 31 December 2012*)

LAU Siu Mun Sammy

(*resigned on 31 December 2012*)

#### Non-executive directors

LI Tao

WU Jiesi\*

CHE Shujian\*

LEE Kong Wai Conway\*

\* *Independent*

### 可分配儲備

於二零一二年十二月三十一日，本公司可供分配的儲備合共為2.9884億港元（二零一一年：2.2331億港元）。此外，本公司於二零一二年十二月三十一日有為數90.5569億港元（二零一一年：90.5322億港元）的股本溢價賬可以繳足紅股的形式作出分配。

### 捐款

於本年度內，本集團作出66萬港元（二零一一年：44萬港元）的慈善捐款。

### 董事會

於本年度及截至本年報之日的董事如下：

#### 執行董事

王濱（於二零一二年三月二十九日委任）

宋曙光

謝一群

彭偉

吳俞霖

林帆（已於二零一二年三月二十九日請辭）

沈可平

（已於二零一二年十二月三十一日請辭）

劉少文

（已於二零一二年十二月三十一日請辭）

#### 非執行董事

李濤

武捷思\*

車書劍\*

李港衛\*

\* 獨立

# Report of the Directors

## 董事會報告書

### DIRECTORS (Continued)

In accordance with Article 97 of the Company's articles of association, Messrs. Song Shuguang, Peng Wei, and Dr. Wu Jiesi, shall retire and, being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.

The proposed appointments will not have any specific term, but will be subject to retirement by rotation and re-election at the Company's Annual General Meeting in accordance with the Company's articles of association.

Subject to the approval of the shareholders at the Company's Annual General Meeting, the emoluments of the directors will be determined by the Remuneration Committee and the Board of Directors of the Company.

### CONFIRMATION OF INDEPENDENCE

The Company has received annual confirmation from each of the independent non-executive directors in regards to their independence from the Company and considers that each of the independent non-executive directors is independent from the Company.

### CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

In accordance with Rule 13.51B(1) of the Listing Rules, the changes to information required to be disclosed by Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) between 30 August 2012 (being the date of approval of the Company's Interim Report 2012 and 19 March 2013 (being the date of approval of the Company's 2012 Annual Report) as set out below:

#### Position held with the Company and other members of the Group and relationships with the controlling shareholders of the Company

Mr. Ng Yu Lam Kenneth ceased to be a director of TPI with effect from October 2012.

### 董事會 (續)

根據本公司的組織章程細則條文第97條，宋曙光先生、彭偉先生及武捷思博士將於即將召開的股東周年大會退任，而他們均符合資格及願膺選連任。

以上所建議的委任均無指定期限，但須按本公司的組織章程細則，在本公司股東周年大會輪值告退及膺選連任。

董事酬金將由本公司的薪酬委員會及董事會訂定，惟仍需股東在本公司股東周年大會上批准。

### 獨立性的確認

本公司已取得各獨立非執行董事每年確認其獨立性的確認函。本公司亦認為每位獨立非執行董事，確屬獨立於本公司的人士。

### 董事資料的變動

根據上市規則第13.51B(1)條，於二零一二年八月三十日（為通過本公司二零一二年中期報告當日）至二零一三年三月十九日（為通過本公司二零一二年年報當日）期間，董事按第13.51(2)條第(a)至(e)段及第(g)段規定披露資料的變動如下：

#### 有關於本公司及本集團內其他公司擔當職位及與本公司控股股東之關係的變動

於二零一二年十月，吳俞霖先生辭任太平財險董事職務。

# Report of the Directors

## 董事會報告書

### CHANGES TO INFORMATION IN RESPECT OF DIRECTORS *(Continued)*

#### Position held with the Company and other members of the Group and relationships with the controlling shareholders of the Company *(Continued)*

Mr. Wang Bin was appointed as a director and the chairman of TPI with effect from December 2012.

Mr. Peng Wei was appointed as a director of TPI with effect from December 2012.

Mr. Li Tao was appointed as a director of TPP with effect from December 2012.

Mr. Shen Koping Michael and Mr. Lau Siu Mun Sammy ceased to be executive directors of the Company with effect from December 2012.

Mr. Song Shuguang and Mr. Peng Wei were appointed as directors of TPeC with effect from January 2013.

#### Experience including other directorships in listed companies and major appointments

Mr. Lee Kong Wai Conway was appointed as an independent non-executive director of NVC Lighting Holding Limited, a company listed in the Hong Kong Stock Exchange, with effect from November 2012.

#### Changes in Director's emoluments

The changes in directors' emoluments are set out in note 9 of the consolidated financial statements.

Other than those disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

### 董事資料的變動 (續)

有關於本公司及本集團內其他公司擔當職位及與本公司控股股東之關係的變動 (續)

於二零一二年十二月，王濱先生獲委任為太平財險董事長。

於二零一二年十二月，彭偉先生獲委任為太平財險董事。

於二零一二年十二月，李濤先生獲委任為太平養老董事。

於二零一二年十二月，沈可平先生及劉少文先生辭任本公司執行董事職務。

於二零一三年一月，宋曙光先生及彭偉先生獲委任為太平電商董事。

#### 有關擔任其他上市公司董事職務及主要任命的變動

於二零一二年十一月，李港衛先生獲委任為雷士照明控股有限公司（一家於香港交易所上市的公司）之獨立非執行董事。

#### 董事酬金變化

董事酬金變化載於綜合財務報表附註9。

除上述外，本公司董事並無其他資料需根據上市規則第13.51B(1)條作出披露。

#### 董事的服務合約

擬於即將召開的股東周年大會中候選連任的董事概無與本公司或任何其附屬公司訂立於一年內不可在不予賠款（一般法定賠款除外）的情況下終止尚未屆滿的服務合約。

# Report of the Directors

## 董事會報告書

### DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

### 董事及最高行政人員的股份、相關股份及債權證的權益及淡倉

As at 31 December 2012, the interests or short positions of the directors and chief executive in the shares, underlying shares and debentures 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 under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

於二零一二年十二月三十一日，按證券及期貨條例第352條規定存置登記冊的記錄所載，或按上市公司董事進行證券交易的標準守則要求，已經知會本公司及聯交所，董事及最高行政人員在本公司及其相聯法團（根據證券及期貨條例第XV段的釋義）的股份、相關股份或債權證中擁有的權益及淡倉如下：

Long Positions in shares and underlying shares of the Company:

本公司股份及相關股份的好倉情況：

Name of directors	董事名稱	Shares		Underlying shares pursuant to share options	Awarded shares	Total interests	Percentage of issued share capital
		Beneficial Owner	Interest of Spouse				
		實益擁有人	配偶的權益	根據認股權的相關股份 (Note 1) (註1)	獎授股份 (Note 2) (註2)	總權益	佔已發行股份 %
Song Shuguang	宋曙光	10,000	–	800,000	–	810,000	0.05
Xie Yiqun	謝一群	–	–	500,000	–	500,000	0.03
Peng Wei	彭偉	70,000	–	400,000	–	470,000	0.03
Ng Yu Lam, Kenneth	吳俞霖	3,348,000	693,000	300,000	30,400	4,371,400	0.26
Li Tao	李濤	130,000	–	–	–	130,000	0.01

Notes:

註：

(1) These figures represent interests of options granted to the directors under the Share Option Scheme of the Company adopted on 23 January 2003 to acquire shares of the Company, further details of which are set out in the section "Share Option Scheme".

(1) 此乃根據於本公司二零零三年一月二十三日採納之認股權計劃授予董事的認股權可認購本公司的股份份數，詳情載於「認股權計劃」文內。

(2) These figures represent interests of awarded shares granted to the directors under the Employees' Share Award Scheme of the Company adopted on 10 September 2007, details of which are set out in the section "Share Award Scheme".

(2) 此乃根據於本公司二零零七年九月十日採納之僱員股份獎勵計劃授予董事的獎授股份，詳情載於「股份獎勵計劃」文內。

Save as disclosed above:

除上述者外：

(A) none of the directors of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO); and

(A) 並無任何董事擁有本公司或任何相聯法團（根據證券及期貨條例第XV段的釋義）任何股份、相關股份或債權證的權益或淡倉；與及

(B) during the Year, no directors of the Company nor any of their spouses or children under the age of 18 years held any rights to subscribe for equity or debt securities of the Company nor had there been any exercise of any such rights by any of them.

(B) 在本年度，並無任何董事或任何他們的配偶或未滿十八歲的子女擁有權利認購本公司的股本或債務證券，亦並無任何上述人士行使任何此等權利。

# Report of the Directors

## 董事會報告書

### SHARE OPTION SCHEME

The Company adopted the Old Scheme on 24 May 2000, and at the extraordinary general meeting of the Company held on 7 January 2003, the shareholders of the Company adopted the New Scheme and terminate the Old Scheme. The New Scheme has been expired on 6 January 2013 and no further options will be granted but in respect of all options which remain exercisable at the end of the period, the provisions of the New Scheme shall remain in full force and effect. The outstanding share options granted under the New Scheme as at the date of this annual report is 8,642,000 Shares (representing approximately 0.51% of the issued share capital of the Company as at the date of this annual report) are available for issue.

The New Scheme is in line with the prevailing requirements of Chapter 17 of the Listing Rules in relation to share option schemes.

The purpose of the New Scheme is for the Company to attract, retain and motivate participants to strive for the future development and expansion of the Group and to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the eligible participants and for such other purposes as may be approved from time to time.

Eligible participants of the New Scheme include any executive or non-executive directors of the Group or any employees (whether full-time or part-time) of the Group; any discretionary objects of a discretionary trust established by any employees, executive or non-executive directors of the Group; any consultants and professional advisers to the Group; any chief executives or substantial shareholders of the Company; any associates of director, chief executive or substantial shareholder of the Company; and any employees of substantial shareholders of the Company, as absolutely determined by the Board of Directors.

### 認股權計劃

本公司於二零零零年五月二十四日採納舊計劃及於本公司在二零零三年一月七日舉行的股東特別大會上，本公司股東批准採納新計劃，並終止舊計劃。新計劃已於二零一三年一月六日到期及不會再授出任何認股權，惟就於期限結束之時所有仍可行使的認股權而言，新計劃的條文將繼續全面有效。於本年報日期根據新計劃仍未行使已授出認股權為8,642,000股股份（於本年報日期佔本公司已發行股本約0.51%）可供發行。

新計劃符合上市規則第十七章有關認股權計劃當時的規定。

新計劃旨在吸引、挽留及激勵合資格的參與者，致力推動本集團日後的發展及擴充，並為本公司提供靈活的方法，以鼓勵、獎賞、酬謝、補償合資格的參與者及／或為合資格的參與者提供利益，以及為不時批准的其他目的而設。

新計劃之合資格參與者包括董事會可全權決定之本集團之任何執行或非執行董事或任何僱員（不論全職或兼職）；本集團任何僱員、執行或非執行董事所設立之全權信託之全權受益人；本集團之任何顧問及專業顧問；本公司任何行政總裁或主要股東；本公司董事、行政總裁或主要股東之任何聯繫人士；及本公司主要股東之僱員。



# Report of the Directors

## 董事會報告書

### SHARE OPTION SCHEME (Continued)

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes of the Company must not exceed 30.0% of the total number of Shares in issue from time to time (or such higher percentage as may be allowed under the Listing Rules).

The total number of shares issued and to be issued upon exercise of the options granted to each participant in any 12-month period up to and including the Grant Date shall not exceed 1.0% of the total number of Shares in issue, unless separately approved by the shareholders of the Company in a general meeting with such participant and his associates abstaining from voting.

The period under which an option may be exercised was determined by the board of directors at its discretion, save that the period shall commence on the date of acceptance by the Grantee and expire not later than 10 years after the date of acceptance. The amount payable on acceptance of an option is HK\$1.00. The full amount of the Subscription Price shall be paid on exercise of an option.

The Subscription Price in respect of each Share issued pursuant to the exercise of options granted under the New Scheme was determined by the board of directors with a price at least the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a Business Day;
- (b) a price being the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 Business Days immediately preceding the Offer Date; and
- (c) the nominal value of a Share.

### 認股權計劃(續)

根據新計劃及本公司任何其他認股權計劃已授出但仍未行使的所有認股權於行使時可予發行的股份最高數目，不得超逾不時已發行股份總數的30%（或上市規則可能允許的較高百分率）。

在任何十二個月期間（直至及包括授出日期）所授予每位參與者的認股權在行使時已發行及將發行的股份總數，不得超逾已發行股份總數的1.0%，除非獲本公司股東於股東大會上另行批准，而該參與者及其聯繫人士須放棄投票。

可行使認股權的期限將由董事會酌情決定，惟該期限應於承授人接納日期開始，而到期日不得多於從接納日期起計之十年期。接納一份認股權應付的款項為1.00港元。行使價的全數款項需於行使認股權時支付。

根據新計劃授出的認股權在行使時發行的每股股份的行使價由董事會釐定，而該價格最少應為（以最高者為準）：

- (a) 於提呈日期（必須為營業日）股份在聯交所每日報表所報的收市價；
- (b) 緊接提呈日期前五個營業日股份在聯交所每日報表所報的平均收市價；及
- (c) 股份的面值。

# Report of the Directors

## 董事會報告書

### SHARE OPTION SCHEME (Continued)

### 認股權計劃(續)

As of 31 December 2012, the directors and employees of the Company had the following interests in options to subscribe for shares of the Company (market value per share at 31 December 2012 was HK\$15.70) granted at nominal consideration under the Old Scheme and the New Scheme, respectively. Each unit of option gives the holder the right to subscribe for one share.

於二零一二年十二月三十一日，本公司的董事及僱員分別根據舊計劃及新計劃以名義價款獲賦予可認購本公司股份（於二零一二年十二月三十一日每股市價為15.70港元）的認股權中擁有以下權益。每份認股權賦予持有人認購一股股份的權利。

Directors 董事	No. of options outstanding at the beginning of the Year 於年初未行使的認股權數目	No. of options outstanding at the end of the Year 於年末未行使的認股權數目	Date granted 賦予日期	Period during which options exercisable 可行使認股權期間	No. of options granted during the Year 年內已授出的認股權數目	No. of shares acquired in exercise of options during the Year 年內行使認股權購入的股份數目	No. of options lapsed/reclassified during the Year 年內失效/重新分類的認股權數目	Price per share to be paid on exercise of options 行使認股權時應付的每股股價	<sup>1</sup> Market value per share at date of grant of options during the Year <sup>1</sup> 於年內授出認股權日期的每股價格	<sup>2</sup> Market value per share on exercise of options during the Year <sup>2</sup> 於年內行使認股權日期的每股價格
Song Shuguang 宋曙光	800,000	800,000	02/11/2005	23/11/2005 to 22/11/2015	-	-	-	HK\$2.875	-	-
Xie Yiqun 謝一群	500,000	500,000	02/11/2005	23/11/2005 to 22/11/2015	-	-	-	HK\$2.875	-	-
Peng Wei 彭偉	400,000	400,000	02/11/2005	23/11/2005 to 22/11/2015	-	-	-	HK\$2.875	-	-
Ng Yu Lam, Kenneth 吳俞霖	500,000	300,000	02/11/2005	23/11/2005 to 22/11/2015	-	200,000	-	HK\$2.875	-	HK\$12.02
Lin Fan (resigned on 29 March 2012) 林帆 (於2012年3月29日請辭)	700,000	-	12/09/2002	12/09/2002 to 11/09/2012	-	-	-700,000	HK\$3.225	-	-
	2,500,000	-	02/11/2005	23/11/2005 to 22/11/2015	-	-	-2,500,000	HK\$2.875	-	-
Shen Koping, Michael (resigned on 31 December 2012) 沈可平 (於2012年12月31日請辭)	175,000	-	29/12/2006	29/12/2006 to 28/12/2016	-	-	-175,000	HK\$9.800	-	-
	175,000	-	29/06/2007	29/06/2007 to 28/06/2017	-	-	-175,000	HK\$14.220	-	-
	175,000	-	31/12/2007	31/12/2007 to 30/12/2017	-	-	-175,000	HK\$21.400	-	-
	175,000	-	30/06/2008	30/06/2008 to 29/06/2018	-	-	-175,000	HK\$19.316	-	-
	175,000	-	31/12/2008	31/12/2008 to 30/12/2018	-	-	-175,000	HK\$11.920	-	-
	350,000	-	31/12/2009	31/12/2009 to 30/12/2019	-	-	-350,000	HK\$25.10	-	-
	175,000	-	30/06/2010	30/06/2010 to 29/06/2020	-	-	-175,000	HK\$25.91	-	-
	175,000	-	31/12/2010	31/12/2010 to 30/12/2020	-	-	-175,000	HK\$24.18	-	-
	175,000	-	30/06/2011	30/06/2011 to 29/06/2021	-	-	-175,000	HK\$17.58	-	-
	175,000	-	30/12/2011	30/12/2011 to 29/12/2021	-	-	-175,000	HK\$14.728	-	-
Lau Siu Mun, Sammy (resigned on 31 December 2012) 劉少文 (於2012年12月31日請辭)	300,000	-	02/11/2005	23/11/2005 to 22/11/2015	-	300,000	-	HK\$2.875	-	HK\$14.94



# Report of the Directors

## 董事會報告書

### SHARE OPTION SCHEME (Continued)

### 認股權計劃(續)

Directors 董事	No. of options outstanding at the beginning of the Year 於年初未行使的認股權數目	No. of options outstanding at the end of the Year 於年末未行使的認股權數目	Date granted 賦予日期	Period during which options exercisable 可行使認股權期間	No. of options granted during the Year 年內已授出的認股權數目	No. of shares acquired in exercise of options during the Year 年內行使認股權購入的股份數目	No. of options lapsed/reclassified during the Year 年內失效/重新分類認股權數目	Price per share to be paid on exercise of options 行使認股權時應付的每股股價	<sup>1</sup> Market value per share at date of grant of options during the Year <sup>1</sup> 於年內授出認股權日期的每股價格	<sup>2</sup> Market value per share on exercise of options during the Year <sup>2</sup> 於年內行使認股權日期的每股價格
Employees 僱員	4,017,000	3,917,000	02/11/2005	23/11/2005 to 23/11/2015	-	100,000	-	HK\$2.875	-	HK\$12.64
	-	175,000	29/12/2006	29/12/2006 to 28/12/2016	-	-	+175,000	HK\$9.800	-	-
	800,000	800,000	26/02/2007	26/02/2007 to 25/02/2017	-	-	-	HK\$9.490	-	-
	-	175,000	29/06/2007	29/06/2007 to 28/06/2017	-	-	+175,000	HK\$14.220	-	-
	-	175,000	31/12/2007	31/12/2007 to 30/12/2017	-	-	+175,000	HK\$21.400	-	-
	-	175,000	30/06/2008	30/06/2008 to 29/06/2018	-	-	+175,000	HK\$19.316	-	-
	-	175,000	31/12/2008	31/12/2008 to 30/12/2018	-	-	+175,000	HK\$11.920	-	-
	-	350,000	31/12/2009	31/12/2009 to 30/12/2019	-	-	+350,000	HK\$25.10	-	-
	-	175,000	30/06/2010	30/06/2010 to 29/06/2020	-	-	+175,000	HK\$25.91	-	-
	-	175,000	31/12/2010	31/12/2010 to 30/12/2020	-	-	+175,000	HK\$24.18	-	-
	-	175,000	30/06/2011	30/06/2011 to 29/06/2021	-	-	+175,000	HK\$17.58	-	-
	-	175,000	30/12/2011	30/12/2011 to 29/12/2021	-	-	+175,000	HK\$14.728	-	-

#### Notes:

- <sup>1</sup> Being the closing price quoted on the Stock Exchange immediately before the dates on which the options were granted during the Year.
- <sup>2</sup> Being the weighted average closing price quoted on the Stock Exchange immediately before the dates on which the options were exercised during the Year.

#### 註:

- <sup>1</sup> 年內緊接認股權授出日期前於聯交所所報的收市價。
- <sup>2</sup> 年內緊接認股權行使日期前於聯交所所報的加權平均收市價。

# Report of the Directors

## 董事會報告書

### SHARE OPTION SCHEME (Continued)

The assumptions used in estimating the fair value of the Company's share options granted during the Year are provided in note 40(a)(v) to the consolidated financial statements.

Share options were granted as part of a service condition. This service condition does not take into account the fair value measurement of the share options to be granted. There were no market conditions associated with the share options granted.

Apart from the foregoing, at no time during the Year was the Company, any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors or chief executives of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### SHARE AWARD SCHEME

The Share Award Scheme of the Company was adopted by the board of directors (the "Board") on 10 September 2007 ("Adoption Date"). Unless terminated earlier by the Board, the Share Award Scheme shall be valid and effective for a term of 10 years commencing from the Adoption Date, and after such period no new award of Shares shall be granted. A summary of some of the principal terms of the Share Award Scheme is set out below.

The purpose of the Share Award Scheme is to recognize and reward certain employees (including without limitation an employee who is also a director) of the Group and TPG and its subsidiaries for their contributions to the Group and to give long-term incentives for retaining them for the continued operations and development of the Group. The Share Award Scheme intends to provide long-term compensation and incentives such that current employees are incentivized to remain in the Group and TPG and its subsidiaries, and suitable professional recruits are attracted to join the Group and TPG and its subsidiaries, to further assist in the development of the Group.

### 認股權計劃(續)

有關於年度內授出本公司認股權的公允價值及假設載於綜合財務報表附註40(a)(v)。

認股權的授予為服務條件之一。該服務條件並未納入計算授出認股權的公允價值。並無市場條件與授予認股權有關。

除上述者外，本公司、任何其控股公司、附屬公司或同系附屬公司均沒有在本年度任何時間參與任何安排，致使本公司董事或最高行政人員或任何他們的配偶或未滿十八歲的子女，可以透過收購本公司或任何其他法團的股份或債權證而獲益。

### 股份獎勵計劃

董事會已於二零零七年九月十日（「採納日」）採納本公司的股份獎勵計劃。除非董事會提早終止計劃，否則，股份獎勵計劃由採納日期起十年內有效，於該期間後不得獎授新股份。股份獎勵計劃的主要條款總結如下。

股份獎勵計劃旨在肯定及表揚本集團及中國太平集團及其附屬公司若干僱員（包括身為董事的僱員）的貢獻，並給予長期鼓勵，讓他們繼續為本集團的持續營運及發展效力。現擬根據股份獎勵計劃提供長期薪酬及鼓勵，藉此吸引現有僱員留效本集團及中國太平集團及其附屬公司，並招徠合適的專業人才加盟本集團及中國太平集團及其附屬公司，進一步協助本集團的發展。

# Report of the Directors

## 董事會報告書

### SHARE AWARD SCHEME (Continued)

Under the Share Award Scheme, the Board or a committee (which consists of at least the chief executive officer and a director of the Company) delegated with the power of the Board may, from time to time, at its absolute discretion and subject to such terms and conditions as it may think fit select an employee for participation in the Share Award Scheme and determine the number of shares to be awarded. The Board shall not grant any award of shares which would result in the total number of shares which are the subject of awards of shares granted by the Board under the Share Award Scheme (but not counting any which have lapsed or have been forfeited) to represent in aggregate over 10% of the issued share capital of the Company as at the date of such grant. No award shall be granted to any selected employee which would result in the maximum number of awarded shares which are the subject of the awards of shares granted to such selected employee (including any which have lapsed or have been forfeited) under the Share Award Scheme in the 12-month period up to and including the date of such grant to represent in aggregate over 1% of the issued share capital of the Company as at the date of such grant.

As at 31 December 2012, the net total number of shares held under Share Award Scheme is 1,536,800 shares (2011: 1,555,400 shares). As at 31 December 2012, 567,600 shares were awarded to selected employees (2011: 604,000 shares) subject to the terms of the Share Award Scheme, but have not yet vested in such selected employees.

Details of the Shares awarded to the Directors are set out below:

### 股份獎勵計劃(續)

根據股份獎勵計劃，董事會或獲授予董事會權力的委員會（最少包含行政總裁及本公司一名董事）可不時全權酌情按照其認為合適的該等條款及條件，揀選僱員參與股份獎勵計劃作為入選僱員，並釐定將予獎授的股份數目。倘獎授將導致董事會根據股份獎勵計劃授出的股份（但不計任何已失效或已沒收的股份）合計超過本公司在有關授出日期當日已發行股本的10%，董事會將不會進行有關獎授。倘向任何入選僱員獎授股份，將導致該入選僱員於截至及包括有關授出日期止十二個月內根據股份獎勵計劃獲授出的獎授股份（包括任何已失效或已沒收的股份）數目上限超過授出日期本公司已發行股本的1%，則不得進行有關獎授。

於二零一二年十二月三十一日，根據股份獎勵計劃持有之股份淨額為1,536,800股（二零一一年：1,555,400股）。於二零一二年十二月三十一日，當中567,600股已根據股份獎勵計劃的條款獎授但未歸屬予選定僱員（二零一一年：604,000股）。

董事獲獎授股份的資料臚列如下：

Name of Directors 董事名稱	Date of award 獎授日期 (Note 1) (註1)	Number of awarded shares 獎授股份數目	Historical acquisition cost 歷史購入成本	Average fair value per share 每股平均公允價值 (Note 2) (註2)	Number of shares 股份數目		Period during which awarded shares to be vested 可獲歸屬獎授股份之期間
					Lapsed during the Year 於本年度內失效	As at 31 December 2012 於二零一二年十二月三十一日	
Ng Yu Lam, Kenneth 吳俞霖	11/11/2010	30,400	HK\$23.10	HK\$28.85	-	30,400	31/12/2012 to 30/12/2017

#### Notes:

- (1) The date of award refers to the date on which the selected employees agree to undertake to hold the awarded shares on the terms on which they are granted and agree to be bound by the rules of the Share Award Scheme.
- (2) The average fair value of the awarded shares is based on the closing price at the date of award and any directly attributable incremental costs.

#### 註：

- (1) 獎授日是指選定僱員同意承擔持有根據股份獎勵計劃獎授的股份，並受到該等條款約束當日。
- (2) 獎授股份每股平均公允價值是根據授出日的收市價及所有直接有關增量成本。

# Report of the Directors

## 董事會報告書

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

### 主要股東及其他人士的股份及相關股份的權益及淡倉

As of 31 December 2012, the interests and short positions of the shareholders, other than a director or chief executive of the Company, in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company under Section 336 of SFO were as follows:

於二零一二年十二月三十一日，按證券及期貨條例第336條規定存置之登記冊的記錄所載不屬於本公司董事或最高行政人員的股東在本公司的股份及相關股份中擁有的權益及淡倉如下：

Substantial shareholders 主要股東	Capacity 身份	Number of ordinary shares 普通股股數	Long position/ short position 好倉/淡倉	Percentage of issued share capital 佔已發行股份百分比
TPG 中國太平集團	Interest of controlled corporation 控股公司權益	908,689,405 (Note 1) (註1)	Long Position 好倉	53.27
TPG (HK) 中國太平集團(香港)	643,425,705 shares as beneficial owner and 265,263,700 shares (Note 2) as interest of controlled corporation 643,425,705股為實益擁有人及265,263,700股(註2)為控股公司權益	908,689,405	Long Position 好倉	53.27
Schroders Plc.	Investment Manager 投資經理	119,718,961	Long Position 好倉	7.02
JP Morgan Chase & Co. 摩根大通	1,434,400 shares as beneficial owner, 1,189,200 shares as investment manager and 99,756,709 shares as custodian corporation/ approved lending agent 1,434,400股為實益擁有人，1,189,200股為投資經理及99,756,709股為保管人—法團/核准借出代理人	102,380,309	Long Position 好倉	6.00
	Beneficial owner 實益擁有人	7,000	Short Position 淡倉	0.004
Commonwealth Bank of Australia 澳洲聯邦銀行	Interest of controlled corporation 控股公司權益	102,013,185	Long Position 好倉	5.98

Notes:

註:

(1) TPG's interest in the Company is held by TPG (HK), Easiwell Limited ("Easiwell"), Golden Win Development Limited ("Golden Win") and Manhold, all of which are wholly-owned subsidiaries of TPG.

(1) 中國太平集團於本公司之權益由中國太平集團(香港)、易和有限公司(「易和」)、金和發展有限公司(「金和」)及汶豪持有，各公司均為中國太平集團之全資附屬公司。

(2) 138,924,700 shares are held by Easiwell, 71,544,000 shares are held by Golden Win and 54,795,000 shares are held by Manhold.

(2) 138,924,700股股份由易和持有，71,544,000股股份由金和持有及54,795,000股股份由汶豪持有。

# Report of the Directors

## 董事會報告書

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

Save as disclosed above, the register required to be kept under section 336 of the SFO showed that the Company had not been notified of any interests or short positions in the Shares and underlying Shares of the Company as at 31 December 2012.

### DIRECTORS' INTEREST IN CONTRACTS

No contract of significance to which the Company, any of its holding companies, subsidiaries or fellow subsidiaries was a party in which a director of the Company had a material interest subsisted at the end of the Year or at any time during the Year.

### CONNECTED TRANSACTIONS

During the Year, the Group has not entered into any material connected transactions with TPG and its subsidiaries ("TPG Group").

### CONTINUING CONNECTED TRANSACTIONS

#### A. Reinsurance Transaction

##### (i) Reinsurance Services provided by TPRe

On 1 December 2011, TPRe, TPG and the Company entered into a master reinsurance agreement pursuant to which, TPRe agrees, and each of TPG and the Company agrees to respectively procure members of the TPG Group and the Connected Subsidiaries, to enter into various reinsurance contracts. Pursuant to the said reinsurance contracts, TPRe acts as reinsurer and accepts risks in return for premium from such members of the TPG Group and the Connected Subsidiaries. The Reinsurance Transactions consist of both treaty and facultative business and the range of risks covered includes all lines of general reinsurance risks and certain classes of long term reinsurance risks on both a proportional and non-proportional basis. TPRe will enter into the reinsurance contracts on the same basis as it accepts reinsurance business from other independent customers, and the terms and conditions of the reinsurance contracts, in which other independent third party reinsurers may also participate, will be negotiated on an arm's length basis and will be entered into on normal commercial terms.

### 主要股東及其他人士的股份及相關股份的權益及淡倉 (續)

除上述者外，按《證券及期貨條例》第336條規定存置之登記冊的記錄所示，本公司並無接獲通知任何有關於二零一二年十二月三十一日在本公司的股份及相關股份中擁有的權益及淡倉。

### 董事在合約擁有的權益

本公司、任何其控股公司、附屬公司或同系附屬公司於年結時或本年度任何時間，均沒有訂立任何本公司董事擁有重大權益的重要合約。

### 關連交易

本集團於年內與中國太平集團及其附屬公司（「中國太平集團系」）並無訂立任何重大的關連交易。

### 持續關連交易

#### A. 再保險交易

##### (i) 由太平再保險提供的再保險服務

於二零一一年十二月一日，太平再保險與中國太平集團及本公司簽訂再保險框架協議，據此太平再保險同意（及中國太平集團和本公司各自同意分別促使中國太平集團系成員公司及本集團關連附屬公司）訂定各種再保險合同。根據此等再保險合約，通過收取保費，太平再保險會以再保人的身份承擔中國太平集團系成員及本集團關連附屬公司的風險。再保險交易包括合約及臨時性再保險業務，而承保範圍包括全線一般再保險業務按比例及非比例的風險，亦包括某類別的長期再保險風險。太平再保險接納此等再保險業務的合約條款及條件與其他獨立第三者的再保險業務條款相同。而再保險合約的條款及條件（其他獨立第三者亦可據此參與），均經過正常基礎協商及按一般商業條款達成。

# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### A. Reinsurance Transaction (Continued)

##### (i) Reinsurance Services provided by TPRe (Continued)

It is expected that the amount of gross premium income ceded by the members of the TPG Group and the Connected Subsidiaries and underwritten by TPRe and the commission expenses payable by the TPRe in respect of the Reinsurance Transactions for each of the financial year ended 31 December from 2012 to 2014 will not exceed HK\$450 million and HK\$210 million, respectively (2009-2011: HK\$300 million and HK\$100 million respectively).

The proposed cap of the amount of gross premium income and commission expenses described above are determined by reference to the historical value of such transactions and the projected value on new business that are likely to be procured.

During the Year, the gross premiums written and the commission expenses paid in respect of business ceded by related companies were HK\$361.29 million (2011: HK\$284.89 million) and HK\$139.92 million (2011: HK\$99.00 million) respectively.

### 持續關連交易 (續)

#### A. 再保險交易 (續)

##### (i) 由太平再保險提供的再保險服務 (續)

預計由二零一二年至二零一四年截至十二月三十一日止的每個財政年度由中國太平集團系成員及本集團關連附屬公司分入並由太平再保險承保的再保險交易保費收入毛額及由太平再保險支付有關再保險交易的佣金支出將分別不會超過4.50億港元及2.10億港元(二零零九年至二零一一年:分別為3.00億港元及1.00億港元)。

上述建議的保費總收入及佣金支出上限是參考過往交易所產生的金額及計入可能獲得的新業務將會帶來的預計金額。

於年內關連公司分出業務的毛承保保費總額及佣金支出分別為3.6129億港元(二零一一年:2.8489億港元)及1.3992億港元(二零一一年:9,900萬港元)。



# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### A. Reinsurance Transaction (Continued)

##### (ii) Reinsurance Services provided by CTPI (HK)

On 31 August 2012, CTPI (HK), TPG and the Company entered into a master reinsurance agreement pursuant to which, CTPI (HK) agrees, and each of TPG and the Company agrees to respectively procure members of the TPG Group and the Connected Subsidiaries, to enter into various reinsurance contracts. Pursuant to the said reinsurance contracts, CTPI (HK) acts as reinsurer and accepts risks in return for premium from such members of the TPG Group and the Connected Subsidiaries. CTPI (HK) will enter into the reinsurance contracts on the same basis as it accepts reinsurance business from other independent customers, and the terms and conditions of the reinsurance contracts, will be negotiated on an arm's length basis and will be entered into on normal commercial terms.

It is expected that the amount of gross premium income ceded by the members of the TPG Group and the Connected Subsidiaries and underwritten by CTPI (HK) and the commission expenses payable by the CTPI (HK) in respect of the Reinsurance Transactions for the financial year ended 31 December 2012 will not exceed HK\$406 million and HK\$181 million, respectively.

### 持續關連交易 (續)

#### A. 再保險交易 (續)

##### (ii) 由太平香港提供的再保險服務

於二零一二年八月三十一日，太平香港與中國太平集團及本公司簽訂再保險框架協議，據此太平香港同意（及中國太平集團和本公司各自同意分別促使中國太平集團系成員公司及本集團關連附屬公司）訂定各種再保險合同。根據此等再保險合約，通過收取保費，太平香港會以再保人的身份承擔中國太平集團系成員及本集團關連附屬公司的風險。太平香港將訂立的再保險合約的準則會與其從其他獨立第三者接納再保險業務的準則相同，而該等再保險合約的條款及條件，將經過公平磋商及按一般商業條款達成。

預計截至二零一二年十二月三十一日止年度由中國太平集團系成員及本集團關連附屬公司分入並由太平香港承保的再保險交易保費收入毛額及由太平香港支付有關再保險交易的佣金支出將分別不會超過4.06億港元及1.81億港元。

# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### A. Reinsurance Transaction (Continued)

##### (ii) Reinsurance Services provided by CTPI (HK) (Continued)

The proposed cap of the amount of gross premium income and commission expenses described above are determined by reference to (i) the historical value of such transactions; (ii) the projected value on new business that are likely to be procured; and (iii) the expected appreciation of the RMB for transactions denominated in RMB.

During the Year, the gross premiums written and the commission expenses paid in respect of business ceded by related companies were HK\$397.12 million and HK\$178.48 million respectively.

Since the applicable percentage ratios in respect of the reinsurance services provided by TPre and CTPI (HK) are, in aggregate and on an annual basis, more than 0.1% but less than 5%, the Continuing Connected Transactions are only subject to reporting and announcement requirements and are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

### 持續關連交易 (續)

#### A. 再保險交易 (續)

##### (ii) 由太平香港提供的再保險服務 (續)

上述建議的保費總收入及佣金支出上限是參考以下因素而釐定：(i)該等交易過往交易所產生的金額；(ii)可能獲得的新業務預計將會帶來的金額；及(iii)關於以人民幣計算的交易，預期人民幣的升值情況。

於年內關連公司分出業務的毛承保保費總額及佣金支出分別為3.9712億港元及1.7848億港元。

由於有關太平再保險及太平香港所提供的再保險服務適用的百分比率，合計並逐年計算會多於0.1%但少於5%，根據上市規則第14A，有關該等持續關連交易，祇需要遵守申報及公告的規定，惟可獲豁免獨立股東批准的規定。



# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### B. Investment Management Services

(i) *Investment Management Services provided by TPA (HK)*

On 1 December 2011, TPA (HK), TPG and the Company entered into a Master TPA (HK) Investment Management Agreement, pursuant to which, TPA (HK) agrees, and each of TPG and the Company agrees to procure members of the TPG Group and the Connected Subsidiaries, to enter into various investment management agreements. Pursuant to the investment management agreements, TPA (HK) provides investment advice and investment management services to relevant members of the TPG Group or the Connected Subsidiaries in managing the Non-RMB Trust Fund (the non-RMB denominated investment fund of various trusts of which member of the TPG and its subsidiaries (excluding the Group) or the Connected Subsidiaries are the beneficiaries). TPA (HK) will receive from relevant members of the TPG Group or relevant Connected Subsidiaries management fees, performance bonus fees and other fees for its investment management services (together, the **“TPA (HK) Management Fees”**) and such TPA (HK) Management Fees will be calculated on the basis of (a) a certain percentage of the net asset value of the Non-RMB Trust Fund; and/or (b) a performance bonus fee representing a certain percentage of the amount of net investment return at the end of the relevant calendar year in excess of an amount equivalent to a certain percentage of the daily average balance of the settlor's subscription monies or the increase in the net asset value of the relevant Non-RMB Trust Fund managed by TPA (HK); and/or (c) such other bases as may be agreed by the parties to the relevant investment management agreement.

### 持續關連交易 (續)

#### B. 投資管理服務

(i) *由太平資產(香港)提供的投資管理服務*

於二零一一年十二月一日，太平資產(香港)、中國太平集團及本公司簽訂太平資產(香港)投資管理框架協議，據此太平資產(香港)同意(及中國太平集團和本公司各自同意分別促使中國太平集團系成員公司及本集團關連附屬公司)訂定各種投資管理服務協議。根據投資管理服務協議，太平資產(香港)向中國太平集團系相關成員或本集團關連附屬公司為其非人民幣信託基金(由中國太平集團系成員公司(不包括本集團)或本集團關連附屬公司為受益人的各類非人民幣計值信託投資基金)提供投資意見及投資管理服務。太平資產(香港)將向相關中國太平集團系成員公司及本集團關連附屬公司收取管理費、超額表現費及其他相關費用(統稱「太平資產(香港)管理費」)作為提供投資管理服務的代價，而該等太平資產(香港)管理費是按(a)非人民幣信託基金資產淨值之若干百分比計算；及/或(b)關於超額表現費，根據太平資產(香港)所管理的有關非人民幣信託基金於每個曆年結束時之投資回報淨值之若干百分比，高出相當於創立人認購款項每日平均結餘之若干百分比或有關非人民幣信託基金之資產淨值增加計算；及/或(c)經相關投資管理合同各訂約方同意的其他基準釐定。

# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### B. Investment Management Services (Continued)

##### (i) Investment Management Services provided by TPA (HK) (Continued)

It is expected that the TPA (HK) Management Fees to be paid by members of the TPG Group and the Connected Subsidiaries in respect of investment management services provided by TPA (HK) for each of the financial years ending 31 December from the financial years ended 31 December 2012, 2013 and 2014 will not exceed HK\$37.00 million, HK\$42.00 million and HK\$48.00 million respectively (2009-2011: HK\$30.50 million, HK\$35.10 million and HK\$40.30 million respectively). The proposed cap is determined by reference to the historical values of such transactions and the projected values on new business to be procured.

Since the applicable percentage ratios are, on an annual basis, more than 0.1% but less than 5%, the Continuing Connected Transactions are only subject to reporting and announcement requirements and are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

During the Year, the TPA (HK) Management Fees to be paid by the TPG Group and the Connected Subsidiaries in respect of investment management services provided by TPA (HK) was HK\$4.73 million (2011: HK\$5.38 million).

### 持續關連交易 (續)

#### B. 投資管理服務 (續)

##### (i) 由太平資產 (香港) 提供的投資管理服務 (續)

預計由二零一二年、二零一三年及二零一四年截至十二月三十一日止的每個財政年度由中國太平集團系成員公司及本集團關連附屬公司支付有關由太平資產 (香港) 提供的投資管理服務的管理費不會分別超過3,700萬港元、4,200萬港元及4,800萬港元 (二零零九年至二零一一年: 分別為3,050萬港元、3,510萬港元及4,030萬港元)。此建議的上限是參考過以往交易所產生的金額及計入可能獲得的新業務將會帶來的預計金額而釐定。

由於適用的百份比率, 逐年計算會多於0.1%但少於5%, 根據上市規則第14A, 有關該等持續關連交易, 祇需要遵守申報及公告的規定, 惟可獲豁免獨立股東批准的規定。

本集團於年內有關由太平資產 (香港) 提供的投資管理服務所收取的太平資產 (香港) 管理費為473萬港元 (二零一一年: 538萬港元)。

# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### B. Investment Management Services (Continued)

##### (ii) Investment Management Services provided by TPAM

On 1 December 2011, TPAM, and the Company entered into a Master TPAM Investment Management Agreement, pursuant to which, TPAM agrees, and the Company agrees to procure its subsidiaries, to enter into various investment management agreements. Pursuant to the investment management agreements, TPAM provides investment advice and investment management services to relevant members of the Group in managing the RMB Trust Fund (the RMB-denominated investment fund of various trusts of which members of the Group are the beneficiaries). TPAM will receive from relevant members of the Group management fees and other fees for its investment management services (together, the “**TPAM Management Fees**”) and such TPAM Management Fees will be calculated on the basis of (a) a certain percentage of the net asset value of the RMB Trust Fund; and/or (b) such other bases as may be agreed by the parties to the relevant investment management agreement.

It is expected that the TPAM Management Fees to be paid by members of the Group in respect of investment management services provided by TPAM for each of the financial years ending 31 December from the financial years ended 31 December 2012, 2013 and 2014 will not exceed HK\$160 million, HK\$198 million and HK\$263 million respectively (No proposed cap of the amount of investment management fee income of TPAM was disclosed in previous announcement(s) for the year ended 31 December 2011). The proposed cap is determined by reference to the historical values of such transactions, the projected values on new business to be procured and the expected appreciation of the RMB.

### 持續關連交易 (續)

#### B. 投資管理服務 (續)

##### (ii) 由太平資產提供的投資管理服務

於二零一一年十二月一日，太平資產及本公司簽訂太平資產投資管理框架協議，據此太平資產同意（及本公司同意促使其附屬公司）訂定各種投資管理服務協議。根據投資管理服務協議，太平資產向本集團相關成員公司為其人民幣信託基金（由本集團成員公司為受益人的各類人民幣計值信託投資基金）提供投資意見及投資管理服務。太平資產將向本集團相關成員公司收取管理費及其他收費（統稱「太平資產管理費」），而該等太平資產管理費是按(a)人民幣信託基金資產淨值之若干百分比計算；及／或(b)經投資管理協議的訂約方同意的其他基準。

預計由二零一二年、二零一三年及二零一四年截至十二月三十一日止的每個財政年度由本集團成員公司支付有關由太平資產提供的投資管理服務的管理費不會分別超過1.60億港元、1.98億港元及2.63億港元（先前的公告並無披露由太平資產提供的投資管理服務截至二零一一年十二月三十一日止年度的上限金額）。此建議的上限是參考過往交易所產生的金額、計入可能獲得的新業務將會帶來的預計金額及預期人民幣的升值情況而釐定。

# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### B. Investment Management Services (Continued)

##### (ii) Investment Management Services provided by TPAM (Continued)

Since the applicable percentage ratios are, on an annual basis, more than 0.1% but less than 5%, the Continuing Connected Transactions are only subject to reporting and announcement requirements and are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

During the Year, the TPAM Management Fees to be paid by the Group in respect of investment management services provided by TPAM was HK\$144.55 million (2011: HK\$124.81 million).

#### C. Insurance Cross Selling within the Group

##### (i) Insurance Agency Service provided by TPL

On 1 December 2011, TPL, and the Company entered into a Master TPL Insurance Agency Service Agreement, pursuant to which, TPL agrees, and the Company agrees to procure its subsidiaries, to enter into various agency service contracts. Pursuant to the agency service contracts, TPL will act as an agent of the relevant members of the Group in selling their insurance products on their behalf. TPL will receive from relevant members of the Group agency fees and other related fees (collectively, the "TPL Agency Fees") and such TPL Agency Fees will be calculated on the basis of (a) a certain percentage of the insurance premium for the insurance products distributed by TPL on behalf of the relevant Group member under the agency service contracts; and/or (b) such other bases as may be agreed by the parties to the relevant agency service contracts.

### 持續關連交易 (續)

#### B. 投資管理服務 (續)

##### (ii) 由太平資產提供的投資管理服務 (續)

由於適用的百分比率，逐年計算會多於0.1%但少於5%，根據上市規則第14A，有關該等持續關連交易，祇需要遵守申報及公告的規定，惟可獲豁免獨立股東批准的規定。

本集團於年內有關由太平資產提供的投資管理服務所收取的太平資產管理費為1.4455億港元（二零一一年：1.2481億港元）。

#### C. 集團內的保險交叉銷售服務

##### (i) 由太平人壽提供的保險銷售代理服務

於二零一一年十二月一日，太平人壽及本公司簽訂太平人壽保險銷售代理服務框架協議，據此太平人壽同意（及本公司同意促使其附屬公司）訂定各種銷售代理服務合同。根據此等銷售代理服務合同，太平人壽將以代理身份替本集團相關成員公司銷售其保險產品。太平人壽將向本集團相關成員公司收取代理手續費及其他相關費用（統稱「太平人壽代理手續費」）作為提供保險銷售代理服務的代價，而該等太平人壽代理手續費是按(a)太平人壽按銷售代理服務合同代本集團相關成員公司所分銷保險產品的保費之若干百分比計算；及／或(b)經銷售代理服務合同各訂約方同意的其他基準釐定。

# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### C. Insurance Cross Selling within the Group (Continued)

##### (i) Insurance Agency Service provided by TPL (Continued)

It is expected that the TPL Agency Fees to be paid by members of the Group in respect of the insurance agency service provided by TPL for each of the financial years ending 31 December from the financial years ended 31 December 2012, 2013 and 2014 will not exceed HK\$162 million, HK\$186 million and HK\$212 million respectively (No proposed cap of the amount of insurance agency services fee income of TPL was disclosed in previous announcement(s) for the year ended 31 December 2011). The proposed cap is determined by reference to the historical values of such transactions, the projected values on new business to be procured and the expected appreciation of the RMB.

Since the applicable percentage ratios are, on an annual basis, more than 0.1% but less than 5%, the Continuing Connected Transactions are only subject to reporting and announcement requirements and are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

During the Year, the TPL Agency Fees to be paid by members of the Group in respect of the insurance agency service provided by TPL was HK\$120.83 million (2011: HK\$81.22 million).

### 持續關連交易 (續)

#### C. 集團內的保險交叉銷售服務 (續)

##### (i) 由太平人壽提供的保險銷售代理服務 (續)

預計由二零一二年、二零一三年及二零一四年截至十二月三十一日止的每個財政年度由本集團成員公司支付有關由太平人壽提供的保險銷售代理服務的太平人壽代理手續費不會分別超過1.62億港元、1.86億港元及2.12億港元(先前的公告並無披露由太平人壽提供的保險代理銷售代理服務截至二零一一年十二月三十一日止年度的上限金額)。此建議的上限是參考過往交易所產生的金額、可能獲得的新業務預計將會帶來的金額及預期人民幣的升值情況而釐定。

由於適用的百份比率，逐年計算會多於0.1%但少於5%，根據上市規則第14A，有關該等持續關連交易，祇需要遵守申報及公告的規定，惟可獲豁免獨立股東批准的規定。

於年內由本集團成員公司所支付有關由太平人壽提供的保險銷售代理服務的太平人壽代理手續費為1.2083億港元(二零一一年：8,122萬港元)。

# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### C. Insurance Cross Selling within the Group (Continued)

##### (ii) Insurance Agency Service provided by TPP

On 1 December 2011, TPP, and the Company entered into a Master TPP Insurance Agency Service Agreement, pursuant to which, TPP agrees, and the Company agrees to procure the Connected Subsidiaries, to enter into various agency service contracts. Pursuant to the agency service contracts, TPP will act as an agent of the relevant Connected Subsidiaries in selling their insurance products on their behalf. TPP will receive from relevant Connected Subsidiaries agency fees and other related fees (collectively, the “**TPP Agency Fees**”) and such TPP Agency Fees will be calculated on the basis of (a) a certain percentage of the insurance premium for the insurance products distributed by TPP on behalf of the relevant Connected Subsidiaries under the agency service contracts; and/or (b) such other bases as may be agreed by the parties to the relevant agency service contracts.

As amended by a supplemental agreement dated 1 March 2012, it is expected that the TPP Agency Fees to be paid by Connected Subsidiaries in respect of the insurance agency service provided by TPP for each of the financial years ending 31 December from the financial years ended 31 December 2012, 2013 and 2014 will not exceed HK\$172.258 million, HK\$56.437 million and HK\$28.273 million respectively (No proposed cap of the amount of insurance agency services fee income of TPP was disclosed in previous announcement(s) for the year ended 31 December 2011). The proposed cap is determined by reference to the historical values of such transactions, the projected values on new business to be procured and the expected appreciation of the RMB.

### 持續關連交易 (續)

#### C. 集團內的保險交叉銷售服務 (續)

##### (ii) 由太平養老提供的保險銷售代理服務

於二零一一年十二月一日，太平養老及本公司簽訂太平養老保險銷售代理服務框架協議，據此太平養老同意（及本公司同意促使其關連附屬公司）訂定各種銷售代理服務合同。根據此等銷售代理服務合同，太平養老將以代理身份替本集團相關關連附屬公司銷售其保險產品。太平養老將向本集團相關關連附屬公司收取代理手續費及其他相關費用（統稱「太平養老代理手續費」）作為提供保險銷售代理服務的代價，而該等太平養老代理手續費是按(a)太平養老按銷售代理服務合同代本集團相關關連附屬公司所分銷保險產品的保費之若干百分比計算；及／或(b)經銷售代理服務合同各訂約方同意的其他基準釐定。

經日期為二零一二年三月一日的補充協議修訂，預計由二零一二年、二零一三年及二零一四年截至十二月三十一日止的每個財政年度由本集團關連附屬公司支付有關由太平養老提供的保險銷售代理服務的太平養老代理手續費不會分別超過1.72258億港元、5,643.7萬港元及2,827.3萬港元（先前的公告並無披露由太平養老提供的保險代理銷售代理服務截至二零一一年十二月三十一日止年度的上限金額）。此建議的上限是參考過以往交易所產生的金額、可能獲得的新業務預計將會帶來的金額及預期人民幣的升值情況而釐定。



# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### C. Insurance Cross Selling within the Group (Continued)

##### (ii) Insurance Agency Service provided by TPP (Continued)

Since the applicable percentage ratios are, on an annual basis, more than 0.1% but less than 5%, the Continuing Connected Transactions are only subject to reporting and announcement requirements and are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

During the Year, the TPP Agency Fees to be paid by Connected Subsidiaries in respect of the insurance agency service provided by TPP was HK\$101.55 million (2011: HK\$134.84 million).

#### D. Provision of Employee Benefits Insurance Services

On 1 March 2012, TPP, the Company and TPG entered into an Employee Benefits Framework Agreement, pursuant to which, TPP agrees, and each of the Company and TPG agrees to procure the Connected subsidiaries and members of the TPG Group, to enter into various employee benefits insurance services contracts. Pursuant to the employee benefits insurance services contracts, TPP provides employee benefits insurance service to Connected Subsidiaries and members of the TPG Group and the terms and conditions of such contracts will be negotiated on an arm's length basis and will be entered into on normal commercial terms.

It is expected that the aggregate premium to be received by TPP in respect of the employee benefits insurance services provided by TPP for the ten months ending 31 December 2012 will not exceed HK\$59.449 million. The proposed cap is determined by reference to the historical values of such transactions and the expected number of staff of the Connected Subsidiaries and members of the TPG Group who may join the employee benefits scheme under the Employee Benefits Framework Agreement for the year ending 31 December 2012.

### 持續關連交易 (續)

#### C. 集團內的保險交叉銷售服務 (續)

##### (ii) 由太平養老提供的保險銷售代理服務 (續)

由於適用的百份比率，逐年計算會多於0.1%但少於5%，根據上市規則第14A，有關該等持續關連交易，祇需要遵守申報及公告的規定，惟可獲豁免獨立股東批准的規定。

於年內由本集團關連附屬公司所支付有關由太平養老提供的保險銷售代理服務的太平養老代理手續費為1.0155億港元（二零一一年：1.3484億港元）。

#### D. 提供員工福利保險服務

於二零一二年三月一日，太平養老、本公司及中國太平集團簽訂員工福利保險框架協議，據此太平養老同意（而本公司及中國太平集團亦分別同意促使其關連附屬公司及中國太平集團系成員）訂定各種不同的員工福利保險合同。根據此等員工福利保險合同，太平養老向關連附屬公司及中國太平集團系成員提供員工福利保險服務，條款及條件將經相關合同各訂約方公平磋商及按一般商業條款磋商達成。

預計截至二零一二年十二月三十一日止十個月，太平養老就提供保險銷售代理服務所收取的保費總額不會超過5,944.9萬港元。此建議的上限是參考過以往交易所產生的金額，截至二零一二年十二月三十一日止年度預期可能根據員工福利保險框架協議加入員工福利計劃的關連附屬公司及中國太平集團系成員公司的員工數目而釐定。

# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### D. Provision of Employee Benefits Insurance Services (Continued)

Since the applicable percentage ratios are, on an annual basis, more than 0.1% but less than 5%, the Continuing Connected Transactions are only subject to reporting and announcement requirements and are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

During the period of ten months from 1 March 2012 to 31 December 2012, the aggregate premium received by TPP in respect of employee benefits insurance services provided by TPP was HK\$54.93 million.

#### E. Leasing of Properties to Connected Persons

On 1 March 2012, TPL, the Company and TPG entered into a TPL Leasing Framework Agreement, pursuant to which, TPL agrees, and each of the Company and TPG agrees to procure the Connected subsidiaries and members of the TPG Group, to enter into various tenancies to lease the relevant floors or areas of buildings or properties in the PRC owned by TPL from time to time during the term of the TPL Leasing Framework Agreement. Pursuant to the TPL Leasing Framework Agreement, the terms and conditions of each tenancy agreement (including rental and other fees payable under such agreements and the payment terms thereof) will be negotiated on an arm's length basis between the relevant contracting parties and will be entered into on normal commercial terms.

It is expected that the aggregate rental and other fees payable to TPL under the TPL Leasing Framework Agreement for the ten months ending 31 December 2012 and for the years ending 31 December 2013 and 2014 will not exceed HK\$31.084 million, HK\$42.158 million and HK\$51.405 million respectively. The proposed cap is determined by arm's length negotiations between the parties with reference to the historical transaction amounts and the prevailing market rates of rental and other fees payable for comparable properties.

### 持續關連交易 (續)

#### D. 提供員工福利保險服務 (續)

由於適用的百份比率，逐年計算會多於0.1%但少於5%，根據上市規則第14A，有關該等持續關連交易，祇需要遵守申報及公告的規定，惟可獲豁免獨立股東批准的規定。

由二零一二年三月一日至二零一二年十二月三十一日止十個月，太平養老就提供保險銷售代理服務所收取的保費總額為5,493萬港元。

#### E. 向關連人士租出物業

於二零一二年三月一日，太平人壽、本公司及中國太平集團簽訂太平人壽租賃框架協議，據此太平人壽同意（而本公司及中國太平集團亦分別同意促使其關連附屬公司及中國太平集團系成員）訂立各項租約於太平人壽租賃框架協議有效期內承租不時由太平人壽擁有位於中國的物業的若干樓面或面積。根據太平人壽租賃框架協議，各租賃協議的條款及條件（包括按該等協議應付的租金及其他費用及其支付條款），將經相關合同各訂約方公平磋商及按一般商業條款磋商達成。

預計截至二零一二年十二月三十一日止十個月、截至二零一三年及二零一四年十二月三十一日止年度按太平人壽租賃框架協議應付太平人壽的年度總租金及其他應付費用不會分別超過3,108.4萬港元、4,215.8萬港元及5,140.5萬港元。此建議的上限乃由各訂約方參考可比較物業的歷史交易金額及當前市值租金水平及其他應付費用後，經公平磋商釐定。



# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### E. Leasing of Properties to Connected Persons

(Continued)

Since the applicable percentage ratios are, on an annual basis, more than 0.1% but less than 5%, the Continuing Connected Transactions are only subject to reporting and announcement requirements and are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

During the period of ten months from 1 March 2012 to 31 December 2012, the aggregate rental and other fees payable to TPL was HK\$24.63 million.

#### F. Leasing of Properties by the Group

On 1 March 2012, TPR and the Company entered into a TPR Leasing Framework Agreement, pursuant to which, TPR agrees, and the Company agrees to procure members of the Group, to enter into various tenancies to lease various floors or parts of the Taiping Finance Tower (an office building located in Shanghai) during the term of the TPR Leasing Framework Agreement. Pursuant to the TPR Leasing Framework Agreement, the terms and conditions of each tenancy agreement (including rental and other fees payable under such agreements and the payment terms thereof) will be negotiated on an arm's length basis between the relevant contracting parties and will be entered into on normal commercial terms.

It is expected that the aggregate rental and other fees payable to TPR under the TPR Leasing Framework Agreement for the ten months ending 31 December 2012 and, for the year ending 31 December 2013 and 2014 will not exceed HK\$21.370 million, HK\$35.222 million and HK\$36.983 million respectively. The proposed cap is determined by arm's length negotiations between the parties with reference to the prevailing market rates of rental and other fees payable for comparable properties in Shanghai.

### 持續關連交易 (續)

#### E. 向關連人士租出物業 (續)

由於適用的百份比率，逐年計算會多於0.1%但少於5%，根據上市規則第14A，有關該等持續關連交易，祇需要遵守申報及公告的規定，惟可獲豁免獨立股東批准的規定。

由二零一二年三月一日至二零一二年十二月三十一日止十個月，應付太平人壽的租金及其他應付費用總額為2,463萬港元。

#### F. 本集團承租物業

於二零一二年三月一日，太平置業及本公司簽訂太平置業租賃框架協議，據此太平置業同意（而本公司同意促使其附屬公司）訂立各項租約於太平置業租賃框架協議有效期內承租太平金融大廈（一幢位於上海的辦公樓）的若干樓面或部份。根據太平置業租賃框架協議，各租賃協議的條款及條件（包括按該等協議應付的租金及其他費用及其支付條款），將經相關合同各訂約方公平磋商及按一般商業條款磋商達成。

預計截至二零一二年十二月三十一日止十個月、截至二零一三年及二零一四年十二月三十一日止年度按太平置業租賃框架協議應付太平置業的年度總租金及其他應付費用不會分別超過2,137萬港元、3,522.2萬港元及3,698.3萬港元。此建議的上限乃由各訂約方參考上海可比較物業的歷史交易金額及當前市值租金水平及其他應付費用後，經公平磋商釐定。

# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### F. Leasing of Properties by the Group (Continued)

Since the applicable percentage ratios are, on an annual basis, more than 0.1% but less than 5%, the Continuing Connected Transactions are only subject to reporting and announcement requirements and are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

During the period of ten months from 1 March 2012 to 31 December 2012, the aggregate rental and other fees payable to TPR was HK\$20.70 million.

#### G. Sharing of Back Office Services

On 23 November 2009, the Company entered into a Back Office Services Framework Agreement with Taiping Financial Service Centre (Shanghai) Company Limited ("TPFSC (Shanghai)") pursuant to which TPFSC (Shanghai) and its subsidiaries and associates (excluding the Group) ("TPFSC (Shanghai) Group") agreed to provide and the Group agreed to obtain the Back Office Services at a consideration determined on a cost sharing basis. The Back Office Services provided by TPFSC (Shanghai) Group under the Back Office Services Framework Agreement include (i) operating services including the underwriting and issuance of new policies, renewal and maintenance of in-force policies, claims handling and settlement and telephone enquiry services etc.; and (ii) information technology services including systems operation and maintenance and systems development.

### 持續關連交易 (續)

#### F. 本集團承租物業 (續)

由於適用的百份比率，逐年計算會多於0.1%但少於5%，根據上市規則第14A，有關該等持續關連交易，祇需要遵守申報及公告的規定，惟可獲豁免獨立股東批准的規定。

由二零一二年三月一日至二零一二年十二月三十一日止十個月，應付太平置業的租金及其他應付費用總額為2,070萬港元。

#### G. 共享後援運營服務

於二零零九年十一月二十三日，本公司與太平共享金融服務(上海)有限公司(「太平共享服務中心(上海)」)訂立後援運營服務框架協議，據此，太平共享服務中心(上海)及其附屬公司與聯繫人(本集團除外)(「太平共享服務中心(上海)集團」)同意提供而本集團同意接受後援運營服務，作價按成本共享基準釐定。太平共享服務中心(上海)集團根據後援運營服務框架協議將向本集團提供之後援運營服務，其中包括(i)運營服務，包括承保及出單作業、保全作業、理賠作業及電話諮詢服務等；及(ii)資訊科技服務，包括系統開發、操作及保養。

# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### G. Sharing of Back Office Services (Continued)

The TPFSC (Shanghai) Group will, according to the levels and items of services to be provided by the TPFSC (Shanghai) Group and upon consultation with its customers (including the Group), jointly determine with its customers (including the Group) the estimated annual costs of, and service items to be provided by, the TPFSC (Shanghai) Group. The TPFSC (Shanghai) Group will then provide the cost sharing proposal to the Group for its consent. The actual fees payable by the Group will be determined on a cost sharing basis and be based on the actual volume of Back Office Services provided by the TPFSC (Shanghai) Group to the Group and the entire operational costs of the TPFSC (Shanghai) Group (including any tax incurred by the TPFSC (Shanghai) Group) for providing the Back Office Services. The TPFSC (Shanghai) Group further undertakes that the fees chargeable to the Group for the Back Office Services will not exceed the estimated annual amounts for 3 years (2010 to 2012) as approved by the Company and TPFSC (Shanghai). The Company's prior written consent is required for any adjustment of such annual amounts.

Members of the Group and the TPFSC (Shanghai) Group will have the rights to enter into separate and definitive agreements from time to time to provide for the detailed terms of each single transaction in accordance with the principles set out in the Back Office Services Framework Agreement.

### 持續關連交易 (續)

#### G. 共享後援運營服務 (續)

太平共享服務中心(上海)集團將按照太平共享服務中心(上海)集團即將提供服務之水平及項目,並在向其客戶(包括本集團)諮詢後,與其客戶(包括本集團)共同釐定太平共享服務中心(上海)集團之估計年度成本及即將提供之服務項目。太平共享服務中心(上海)集團屆時將向本集團提供成本分攤計劃書,供本集團同意。本集團應付之實際年度費用,將按成本分攤基準釐定,並以太平共享服務中心(上海)集團向本集團提供後援運營服務之項目數量,以及太平共享服務中心(上海)集團與提供後援運營服務有關之全部營運成本(包括太平共享服務中心(上海)集團所產生之任何稅項)為基準。太平共享服務中心(上海)集團進一步承諾,本集團就後援運營服務之應付款將不超過經本公司及太平共享服務中心(上海)審批之三年(二零一零年至二零一二年)估計年度金額。該等年度金額若有任何調整,須經本公司事先以書面同意。

本集團及太平共享服務中心(上海)集團之成員公司將有權不時訂立個別最終協議,按照後援運營服務框架協議所載原則,規定各宗單一交易之詳細條款。

# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### G. Sharing of Back Office Services (Continued)

It is expected that the value of back office services provided by TPFSC (Shanghai) Group for each of the financial year ending 31 December 2010, 2011 and 2012 will not exceed HK\$234.67 million, HK\$333.05 million and HK\$402.78 million respectively. The aforesaid projected annual caps in respect of the Back Office Services are set by the Directors by reference to (i) the expected level of Back Office Services to be required by the Group with reference to the historical services requirements of the Group; (ii) the estimated costs to be incurred by the TPFSC (Shanghai) Group in providing the Back Office Services with reference to the historical costs incurred by the Group in operating the Back Office Services through members of the Group and the anticipated expansion of the Group's businesses; and (iii) the expected appreciation of the Renminbi. The service fee was agreed between the TPFSC (Shanghai) Group and the Group after arm's length negotiations.

Since the applicable percentage ratios are, on an annual basis, more than 0.1% but less than 5%, the Continuing Connected Transactions are only subject to reporting and announcement requirements and are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

During the Year, the value of back office services paid to TPFSC (Shanghai) Group was HK\$260.07 million (2011: HK\$214.36 million).

### 持續關連交易 (續)

#### G. 共享後援運營服務 (續)

預計由二零一零年、二零一一年及二零一二年截至十二月三十一日止的每個財政年度太平共享服務中心(上海)集團提供後援運營服務不會超過分別為2.3467億港元、3.3305億港元及4.0278億港元。有關後援運營服務之上述預期年度上限，乃董事參考下列各項後設定：(i)參考本集團過往需求而預期本集團對後援運營服務需求的水平；(ii)經考慮本集團過往透過本集團之成員公司進行後援運營服務所產生之歷史成本及本集團業務之預估擴張情況，太平共享服務中心(上海)集團提供後援運營服務時估計將會產生之成本；及(iii)預期人民幣升值。服務費乃太平共享服務中心(上海)集團與本集團經公平磋商後議定。

由於適用的百份比率，逐年計算會多於0.1%但少於5%，根據上市規則第14A，有關該等持續關連交易，祇需要遵守申報及公告的規定，惟可獲豁免獨立股東批准的規定。

於年內支付予太平共享服務中心(上海)集團的後援運營服務費用為2.6007億港元(二零一一年：2.1436億港元)。

# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### H. Sharing of Internal Audit Services

On 23 November 2009, the Company entered into the Internal Audit Services Framework Agreement with TPG pursuant to which the TPG Group agreed to provide and the Group agreed to obtain the Internal Audit Services at a consideration determined on a cost sharing basis. The Internal Audit Service provided by TPG Group to the Group under the Internal Audit Services Framework Agreement include without limitation internal audit services.

The TPG Group will, according to the levels and items of services to be provided by the TPG Group and upon consultation with its customers (including the Group), jointly determine with its customers (including the Group) the estimated annual costs of, and service items to be provided by, the TPG Group. The TPG Group will then provide the cost sharing proposal to the Group for its consent. The actual fees payable by the Group will be determined on a cost sharing basis and be based on the actual volume of Internal Audit Services provided by the TPG Group to the Group and the entire operational costs of the TPG Group (including any tax incurred by the TPG Group) for providing the Internal Audit Services. The TPG Group further undertakes that the fees chargeable to the Group for the Internal Audit Services will not exceed the estimated annual amounts for 3 years (2010 to 2012) as approved by the Company and TPG. The Company's prior written consent is required for any adjustment of such annual amounts.

Members of the Group and the TPG Group will have the rights to enter into separate and definitive agreements from time to time to provide for the detailed terms of each single transaction in accordance with the principles set out in the Internal Audit Services Framework Agreement.

### 持續關連交易 (續)

#### H. 共享內部審計服務

於二零零九年十一月二十三日，本公司與中國太平集團訂立內部審計服務框架協議，據此，中國太平集團系同意提供而本集團同意接受內部審計服務，作價按成本共享基準釐定。中國太平集團系根據內部審計服務框架協議將向本集團提供之內部審計服務，包括但不限於內部審計服務。

中國太平集團系將按照中國太平集團系即將提供服務之水平及項目，並在向其客戶（包括本集團）諮詢後，與其客戶（包括本集團）共同釐定中國太平集團系之估計年度成本及即將提供之服務項目。中國太平集團系屆時將向本集團提供成本分攤計劃書，供本集團同意。本集團應付之實際年度費用，將按成本分攤基準釐定，並以中國太平集團系向本集團提供內部審計服務之項目數量，以及中國太平集團系與提供內部審計服務有關之全部營運成本（包括中國太平集團系所產生之任何稅項）為基準。中國太平集團系進一步承諾，本集團就內部審計服務之應付款將不超過經本公司及中國太平集團審批之三年（二零一零年至二零一二年）估計年度金額。該等年度金額若有任何調整，須經本公司事先以書面同意。

本集團及中國太平集團系之成員公司將有權不時訂立個別最終協議，按照內部審計服務框架協議所載原則，規定各宗單一交易之詳細條款。

# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

#### H. Sharing of Internal Audit Services (Continued)

It is expected that the value of internal audit services provided by TPG Group for each of the financial year ending 31 December 2010, 2011 and 2012 will not exceed HK\$45.39 million, HK\$50.38 million and HK\$55.02 million respectively. The aforesaid projected annual caps in respect of the Internal Audit Services are set by the Directors by reference to (i) the expected level of Internal Audit Services to be required by the Group with reference to the historical services requirements of the Group; (ii) the estimated costs to be incurred by the TPG Group in providing the Internal Audit Services with reference to the historical costs incurred by the Group in operating the Internal Audit Services through members of the Group and the anticipated expansion of the Group's businesses; and (iii) the expected appreciation of the Renminbi. The service fee was agreed between the TPG Group and the Group after arm's length negotiations.

Since the applicable percentage ratios are, on an annual basis, more than 0.1% but less than 5%, the Continuing Connected Transactions are only subject to reporting and announcement requirements and are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

During the Year, the value of internal audit services paid to TPG Group was HK\$52.06 million (2011: HK\$48.80 million).

The independent non-executive directors of the Company have reviewed and confirmed that the continuing connected transactions in paragraphs A to H above were conducted in following manner:

- (i) entered into by the Group in the ordinary and usual course of its business;
- (ii) entered into on normal commercial terms or on terms no less favourable than terms available to or from independent third parties; and
- (iii) entered into in accordance with the terms of the relevant agreements governing such transactions and on terms that are fair and reasonable so far as the shareholders of the Company as a whole are concerned.

### 持續關連交易 (續)

#### H. 共享內部審計服務 (續)

預計由二零一零年、二零一一年及二零一二年截至十二月三十一日止的每個財政年度中國太平集團系提供內部審計服務不會超過分別為4,539萬港元、5,038萬港元及5,502萬港元。有關內部審計服務之上述預期年度上限，乃董事參考下列各項後設定：(i)參考本集團過往需求而預期本集團對內部審計服務需求的水平；(ii)經考慮本集團過往透過本集團之成員公司進行內部審計服務所產生之歷史成本及本集團業務之預估擴張情況，中國太平集團系提供內部審計服務時估計將會產生之成本；及(iii)預期人民幣升值。服務費乃中國太平集團系與本集團經公平磋商後議定。

由於適用的百分比率，逐年計算會多於0.1%但少於5%，根據上市規則第14A，有關該等持續關連交易，祇需要遵守申報及公告的規定，惟可獲豁免獨立股東批准的規定。

於年內支付予中國太平集團系的內部審計服務費用為5,206萬港元（二零一一年：4,880萬港元）。

獨立非執行董事已作出檢討，並確認載於以上A至H段的持續關連交易乃按以下方式進行：

- (i) 本集團於日常及一般業務當中訂立；
- (ii) 按一般商業條款進行，或根據不遜於給予或獲自獨立第三方的條款；及
- (iii) 根據規管該等交易的協議條款訂立及訂立條款對本公司股東整體而言乃屬公平合理。



# Report of the Directors

## 董事會報告書

### CONTINUING CONNECTED TRANSACTIONS

(Continued)

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group in pages 108 to 126 of the Annual Report in accordance with Main Board Listing Rule 14A.38. A copy of the auditor's letter has been provided by the Company to The Stock Exchange of Hong Kong Limited.

### INTEREST BEARING NOTES

Particulars of the interest bearing notes of the Company and the Group as at 31 December 2012 are set out in note 32 to the consolidated financial statements.

### FIVE YEAR SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 334 to 335.

### RETIREMENT SCHEMES

Particulars of the retirement schemes are set out in note 39 to the consolidated financial statements.

### CORPORATE GOVERNANCE

Information on the Company's corporate governance practices during the Year under review is set out in the "Corporate Governance Report" of the Company's 2012 annual report.

### 持續關連交易 (續)

本公司核數師獲委聘按照香港會計師公會頒布的香港鑒證業務準則第3000號下之「非審核或審閱過往財務資料之鑒證工作」規定，並參照實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，審查本集團之持續關連交易。根據上市規則第14A.38條，核數師已就本集團於年報第108至126頁所披露的持續關連交易之審查結果及結論，發出無保留意見函件。本公司已將有關函件之副本提交予香港聯合交易所有限公司。

### 需付息票據

本集團及本公司於二零一二年十二月三十一日有關需付息票據的摘要載於綜合財務報表附註32。

### 五年概要

本集團於過去五個財務年度的業績及資產與負債概要載於第334至335頁。

### 退休計劃

有關該等退休計劃的摘要載於綜合財務報表附註39。

### 企業管治

有關本年度的本公司企業管治常規的資料載於本公司二零一二年年報「企業管治報告書」之內文。

# Report of the Directors

## 董事會報告書

### AUDIT COMMITTEE

Further information on the composition of the Audit Committee and the work performed by the Audit Committee during the Year under review is set out in the Company's 2012 annual report under the section headed "Audit Committee" in the Corporate Governance Report.

### PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its directors, as at the date of this report, there is sufficient public float, as not less than 25.0% of the Company's issued shares are held by the public.

### AUDITOR

Messrs. Deloitte Touche Tohmatsu shall retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Messrs. Deloitte Touche Tohmatsu as auditor of the Company is to be proposed at the forthcoming annual general meeting.

By order of the Board

**WANG Bin**

*Chairman*

Hong Kong, 19 March 2013

### 審核委員會

有關審核委員會的成員組合及本年度的工作詳載於本公司二零一二年年報企業管治報告書標題「審核委員會」一段之內文。

### 公眾持股量

在本報告刊發之日，根據本公司取得的公開資料及就董事所知悉，本公司的公眾持股量是足夠的，此乃因為公眾持股量並不少於本公司已發行股本的25.0%。

### 核數師

德勤關黃陳方會計師行即將告退，並符合資格及願膺選續聘。由德勤關黃陳方會計師行續聘為本公司核數師的決議，將於即將召開的股東周年大會上提出。

承董事會命

**董事長**

**王濱**

香港，二零一三年三月十九日



# Corporate Governance Report

## 企業管治報告書

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to the establishment of good standards of corporate governance practices by emphasizing transparency, accountability and responsibility to our shareholders. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of our shareholders, to comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance practices.

During the Year under review, the Company has complied with the Code Provisions set out in the “Corporate Governance Code” contained in Appendix 14 of the Listing Rules (the “Code”) for the period between 1 April 2012 to 31 December 2012 and the old Code on Corporate Governance Practices for the period between 1 January 2012 to 31 March 2012, with the exception of code provision A.4.1 (appointment of non-executive directors for a specific term).

Non-executive directors are not appointed for a specific term, but are subject to retirement by rotation and re-election at the Company’s Annual General Meeting in accordance with the Company’s Articles of Association.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by directors. Having made specific enquiries of all of the directors, the Company confirms that all of the directors have complied with the required standards set out in the Model Code during the Year under review.

### BOARD OF DIRECTORS

The Board is collectively responsible for overseeing the management of the business and affairs of the Group. The Board currently is comprised of a total of nine directors, with five executive directors, one non-executive director, and three independent non-executive directors.

### 企業管治常規

本公司致力於制訂良好的企業管治常規，尤其著重公司透明度及問責性。董事會不時審閱其企業管治常規，以滿足股東期望及符合越趨嚴謹的監管要求，並履行其優質企業管治的承諾。

於本年度內，除守則第A4.1條（委任非執行董事指定的任期）外，本公司在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上市規則附錄14所載之企業管治守則（「守則」）及在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企業管治常規守則。

非執行董事是沒有指定的任期，惟須根據本公司組織章程細則於本公司的股東周年大會上輪值告退及膺選連任。

### 董事進行證券交易

本公司已採納上市規則附錄10所載的標準守則作為有關董事進行證券交易的守則。在向所有董事作出特定查詢後，所有董事確認於年內已遵守標準守則規定所載的要求標準。

### 董事會

董事會共同負責監察本集團的業務及各事務的管理工作。董事會現時由九位董事組成，包括五位執行董事、一位非執行董事及三位獨立非執行董事。

# Corporate Governance Report

## 企業管治報告書

### BOARD OF DIRECTORS (Continued)

The names of the directors are set out in the Company's 2012 annual report under the section headed "Corporate Information".

During the Year, the attendance records of the directors for Board meetings, various board committees and general meeting are as follows:

### 董事會 (續)

董事名單詳載於本公司二零一二年年報「公司資料」標題下之內文。

本年內，各董事出席董事會會議、各董事委員會會議及股東大會的出席紀錄如下：

		Attendance/No. of meetings 出席次數／會議次數				
		Board meetings 董事會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	General meeting 股東大會
<b>Executive Directors 執行董事</b>						
Mr. Wang Bin (appointed on 29 March 2012)	王濱先生 (於二零一二年三月二十九日委任)	2/2	1/1	1/1	-	1/1
Mr. Song Shuguang	宋曙光先生	3/4	-	-	-	1/1
Mr. Xie Yiqun	謝一群先生	4/4	-	-	-	1/1
Mr. Peng Wei	彭偉先生	4/4	-	-	-	1/1
Mr. Ng Yu Lam Kenneth	吳俞霖先生	4/4	-	1/1	-	1/1
Mr. Lin Fan (resigned on 29 March 2012)	林帆先生 (於二零一二年三月二十九日辭任)	1/2	-	-	-	1/1
Mr. Shen Koping Michael (resigned on 31 December 2012)	沈可平先生 (於二零一二年十二月三十一日辭任)	4/4	-	-	-	1/1
Mr. Lau Siu Mun Sammy (resigned on 31 December 2012)	劉少文先生 (於二零一二年十二月三十一日辭任)	4/4	-	-	-	1/1
<b>Non-executive Director 非執行董事</b>						
Mr. Li Tao	李濤先生	4/4	-	-	2/2	1/1
<b>Independent Non-executive Directors 獨立非執行董事</b>						
Dr. Wu Jiesi	武捷思博士	4/4	1/1	1/1	2/2	0/1
Mr. Che Shujian	車書劍先生	4/4	1/1	1/1	2/2	1/1
Mr. Lee Kong Wai Conway	李港衛先生	4/4	1/1	1/1	2/2	1/1

The Board formulates the overall strategy of the Group, monitors its financial performance and maintains an effective corporate governance structure in each individual subsidiary. Daily operations and administration are delegated to the management of each individual subsidiary. During the Year under review, none of the directors above has or maintained any financial, business, family or other material/relevant relationships with any of the other directors.

The non-executive director and the independent non-executive directors are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's articles of association.

董事會擬定本集團之整體策略，監管其財務表現及確保各間附屬公司具備有效的企業管治架構。日常營運及行政由各間附屬公司的管理層負責。於回顧年度，上述之董事概無與任何其他董事有或保持任何財務、業務、家族或其他重大／相關關係。

非執行董事及獨立非執行董事是沒有指定的任期，惟須根據本公司組織章程細則於本公司的股東周年大會上輪值告退及膺選連任。

# Corporate Governance Report

## 企業管治報告書

### DIRECTORS' TRAINING

Directors were given relevant guideline materials regarding the duties and responsibilities for being a director, relevant laws and regulations applicable to the directors and the duties of disclosures of interest. Such induction materials will also be provided to newly appointed directors. The directors confirmed that they have complied with the code provision A.6.5 by attending relevant seminars, training sessions and reading materials to develop and refresh their knowledge and skills.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Wang Bin was appointed as the chairman on 29 March 2012 to take over from Mr. Lin Fan, who resigned on the same date. The chief executive officer is Mr. Ng Yu Lam Kenneth. The roles of the chairman and the chief executive officer are clearly defined and segregated and are not exercised by the same individual.

### BOARD COMMITTEES

The Company currently has three board committees (namely Nomination Committee, Remuneration Committee and Audit Committee) with defined terms of reference which are posted on the websites of the Company and the Stock Exchange. The Board is responsible for performing the corporate governance duties as set out in the Corporate Governance Code.

During the year and up to the date of this report, the corporate governance duties performed by the Board were mainly set out below:

- formulated procedures for shareholders to propose a person for election as a director (which is posted on the Company's website) and the shareholders' communication policy;
- reviewed the training and continuous professional development of the directors; and
- reviewed compliance with the code and disclosure in the Corporate Governance Report.

### 董事培訓

各董事已獲提供有關擔任董事之職責及責任、適用於董事之相關法例及規例及權益披露之責任之相關指引資料，而於新任董事獲委任為董事後，亦會向其提供該等就任須知資料。董事確認彼等已透過出席相關主題之座談會、培訓課程及閱讀資料以發展及更新彼等之知識及技能及遵守守則條文第A.6.5條的規定。

### 董事長及總裁

王濱先生於二零一二年三月二十九日獲委任接替於同日辭任的林帆先生為董事長。總裁為吳俞霖先生。董事長及總裁的角色是清晰界定及分開的，並非由同一人士擔任。

### 董事委員會

本公司現設有三個董事委員會（分別為提名委員會、薪酬委員會及審核委員會），其界定的職權範圍已載於本公司及聯交所網站。董事會負責履行企業管治守則所載之企業管治職責。

年內及截至本報告日期，董事會所履行企業管治職責的主要工作如下：

- 制訂有關提名董事之程序之政策（相關政策刊載於本公司網站）及股東通訊政策；
- 審閱各董事的培訓及持續專業發展；及
- 審閱守則的合規情況及企業管治報告的披露。

# Corporate Governance Report

## 企業管治報告書

### NOMINATION COMMITTEE

A Nomination Committee with specific written terms of reference was established by the Company on 29 March 2012.

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of directors and assessing the independence of the independent non-executive directors to ensure that the Board has a balance of expertise, skills and experience.

The Nomination Committee is currently comprised of Mr. Wang Bin as chairman, and the three independent non-executive directors, namely Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lee Kong Wai Conway, as members.

During the period from 29 March 2012 to the date of this annual report, the Nomination Committee held two meetings. The subject matter of the work performed by the Nomination Committee are mainly set out below:

- reviewed the structure, size and composition of the Board;
- assessed the independence of the independent non-executive directors; and
- made recommendations to the Board on the appointment and reappointment of Directors.

### 提名委員會

本公司於二零一二年三月二十九日成立具有特定成文職權範圍的提名委員會。

提名委員會主要職責包括負責檢討董事會的組成、就董事的提名及委任制定相關的程序及評核獨立非執行董事的獨立性，以確保董事會之專業知識、技能及經驗取得平衡。

提名委員會的成員包括王濱先生為委員會主席及三位獨立非執行董事，分別為武捷思博士、車書劍先生及李港衛先生為委員會成員。

二零一二年三月二十九日起至本年報日期，提名委員會曾舉行二次會議。提名委員會所履行的主要工作如下：

- 檢討董事會架構、人數及組成；
- 評估獨立非執行董事的獨立性；及
- 就委任及重新委任董事向董事會提供建議。

# Corporate Governance Report

## 企業管治報告書

### REMUNERATION COMMITTEE

A Remuneration Committee with specific written terms of reference was established by the Company on 24 February 2005.

The principal duties of the Remuneration Committee include the making of recommendations to the Board on the Company's policy and structure for all remuneration of the directors and senior management; the establishment of a formal and transparent procedure for developing the policy on such remuneration and to determine the specific remuneration packages of all executive directors and senior management.

The main principles of the Group's remuneration policies are:

- (a) Remuneration should be determined by taking into consideration factors such as salaries paid by comparable companies, time commitment, responsibility, employment conditions elsewhere in the Group and the appropriateness of performance-based remuneration;
- (b) Performance-based remuneration should be reviewed and approved by reference to the corporate goals and objectives approved by the Board from time to time; and
- (c) No director should be involved in deciding his or her own remuneration.

Mr. Wang Bin, the chairman of the Company was appointed as the member of Remuneration Committee on 29 March 2012 to take the place of Mr. Lin Fan, who resigned as chairman and member of the Remuneration committee on the same date, Mr. Lee Kong Wai Conway was appointed as the chairman of the Remuneration Committee on the same date. The Remuneration Committee is currently comprised of the independent non-executive director, Mr. Lee Kong Wai Conway, as chairman and the other two independent non-executive directors, namely Dr. Wu Jiesi and Mr. Che Shujian, Mr. Wang Bin, and, Mr. Ng Yu Lam Kenneth, the chief executive officer of the Company, as members.

### 薪酬委員會

本公司於二零零五年二月二十四日成立具有特定成文權責範圍的薪酬委員會。

薪酬委員會的主要職責包括向董事會就公司所有董事及高級職員薪酬的政策及架構提交建議；設立正式及具透明度的程序以制定該等薪酬的政策及訂定全體執行董事及高級職員的薪酬待遇。

本集團薪酬政策之主要原則包括下列各項：

- (a) 薪酬應參考如同類公司提供的薪酬，工時、職責、集團內其他職位的僱用條件及應否按表現釐定薪酬等因素而釐定；
- (b) 在審閱及批准按表現而釐定的薪酬時，應參照董事會不時已修訂的公司目標；及
- (c) 董事不應參與釐定其自身的薪酬。

本公司董事長王濱先生於二零一二年三月二十九日獲委任接替於同日辭任薪酬委員會主席及委員的林帆先生為薪酬委員會委員。李港衛先生亦於同日獲委任為薪酬委員會主席。現時薪酬委員會的成員包括獨立非執行董事李港衛先生為委員會主席，餘下兩位獨立非執行董事，分別為武捷思博士及車書劍先生，連同王濱先生及本公司總裁吳俞霖先生為委員會委員。

# Corporate Governance Report

## 企業管治報告書

### REMUNERATION COMMITTEE (Continued)

During the period from 1 January 2012 to the date of this annual report, the Remuneration Committee held one meeting. The subject matters of the work performed by the Remuneration Committee are mainly set out below:

- approved the payment of the directors' bonuses for the year 2011, the remuneration of the directors and the discretionary bonuses to the directors of the Company;
- approved the appointment letters and service agreements of directors; and
- reviewed the Group's remuneration policies.

### AUDITOR'S REMUNERATION

Deloitte Touche Tohmatsu is the auditor of the Company. The services provided by them include audit and non-audit services. During the 2012 financial year, the fees paid and payable for the Group was HK\$20.74 million, of which statutory audit was HK\$7.36 million.

### AUDIT COMMITTEE

The Board has adopted new written terms of reference for the Audit Committee, which are in accordance with the Code. The Audit Committee meets with the Group's senior management and external auditors regularly to review the effectiveness of the internal control system and the interim and annual results of the Group.

The Audit Committee is comprised of the three independent non-executive directors, namely Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lee Kong Wai Conway, and the non-executive director, Mr. Li Tao. Dr. Wu Jiesi is the chairman of the Audit Committee.

### 薪酬委員會 (續)

二零一二年一月一日起至本年報日期，薪酬委員會曾舉行一次會議。薪酬委員會所履行的主要工作如下：

- 批准發放董事二零一一年度的花紅、董事薪酬及酌情花紅給予本公司的董事；
- 批准董事的委任函件及服務合約；及
- 審閱本集團的薪酬政策。

### 核數師酬金

德勤•關黃陳方會計師行為本公司的核數師。彼等所提供的服務包括審計及非審計服務。於二零一二年財務年度，有關本集團已付及應付的服務費為2,074萬港元，當中法定審計服務費為736萬港元。

### 審核委員會

董事會已根據守則採納新的審核委員會書面權責範圍。審核委員會經常與本集團高級管理層及外間核數師舉行會議，檢討本集團的內部監控系統的成效及中期與年度業績。

審核委員會的成員包括三位獨立非執行董事，分別為武捷思博士、車書劍先生及李港衛先生，及一位非執行董事李濤先生。審核委員會的主席由武捷思博士擔任。



# Corporate Governance Report

## 企業管治報告書

### AUDIT COMMITTEE (Continued)

During the period from 1 January 2012 to the date of this annual report, the Audit Committee held three meetings. The subject matter of the work performed by the Audit Committee are mainly set out below:

- reviewed the interim results, annual results and the system of internal controls of the Company and its subsidiaries for the 2012 financial year;
- reviewed and recommended the re-appointment of the auditors, approved the remuneration and terms of engagement of the auditors and assessed the auditors' independence, objectivity and the effectiveness of the audit process; and
- reviewed the arrangements employees can use, in confidence, to raise concerns about possible improprieties in the financial reporting, internal controls or other matters.

### DIRECTORS' RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

The directors acknowledge that it is their responsibility for preparing financial statements which give a true and fair view.

The statement of the auditor of the Company about their responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 332 to 333.

### INTERNAL CONTROL REVIEW

The Board has conducted a review of the system of internal controls of the Group in accordance with the Code. The Board has also considered the adequacy of resources, qualifications and experience of the staff of the Company's accounting and financial reporting function, and their training programmes and budget. The Board considers that all material internal controls of the Group are proper and effective.

### 審核委員會 (續)

二零一二年一月一日起至本年報日期，審核委員會曾舉行三次會議。審核委員會所履行的主要工作如下：

- 審閱本公司及其附屬公司二零一二年度的中期及年度業績與及內部監控系統；
- 檢討及建議核數師的重新委任、批准核數師的薪酬及聘用條款及檢討核數師的獨立客觀性及核數程序是否有效；及
- 檢討僱員可暗中就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注的安排。

### 董事負責編製財務報表

董事確認編製真實與公允的財務報表是彼等的責任。

有關本公司的核數師就財務報表應承擔的責任聲明，詳列於第332至333頁獨立核數師報告書內。

### 內部監控系統審查

董事會已根據守則對本集團的內部監控系統進行審查，董事會亦已考慮本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足。董事會認為本集團所有重要的內部監控均為適當及有效。

# Corporate Governance Report

## 企業管治報告書

### SHAREHOLDERS' RIGHTS

#### Convening of extraordinary general meeting on requisition by shareholders

Shareholder(s) holding at the date of the deposit of the requisition not less than one-twentieth of the paid-up capital of CTIH may request the Board to convene an extraordinary general meeting, pursuant to Section 113 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The objects of the meeting must be stated in the related requisition signed by the shareholders concerned and deposited at the registered office of the Company at 22/F, China Taiping Tower Phase I, 8 Sunning Road, Causeway Bay, Hong Kong, for the attention of the Company Secretary. The requisition may consist of several documents in like form, each signed by one or more of the shareholders concerned.

#### Procedures for putting forward proposals at shareholders' meetings by shareholders

To put forward a resolution in a general meeting, shareholders are requested to follow the requirements and procedures as set out in Section 115A of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). A copy of the requisition signed by the shareholders concerned (or 2 or more copies which between them contain the signatures of all the shareholders concerned) needs to be deposited at the registered office of the Company, and the concerned shareholders need to deposit or tender with the requisition a sum reasonably sufficient to meet the Company's expenses in giving effect to the requested action.

#### Procedures for directing shareholders' enquiries to the Board

Shareholders may send their enquiries and concerns to the Board by addressing them to our Investor Relations team, the contact details of which are as follows:

Investor Relations  
China Taiping Insurance Holdings Company Limited  
12/F, China Taiping Tower Phase II, 8 Sunning Road, Causeway Bay, Hong Kong

Telephone: (852) 3602 9888  
Fax: (852) 2866 2262  
Email: investor\_relations@ctih.cntaiping.com

### 股東權利

#### 應股東的請求召開股東特別大會

根據香港法例第32章《公司條例》第113條，股東可要求本公司董事安排召開股東特別大會，惟股東在存放請求書當日須持有不少於二十分之一的中國太平控股已繳足資本。該書面請求必須述明會議目的，並由有關的股東簽署及送遞致本公司註冊辦事處（地址為香港銅鑼灣新寧道八號中國太平大廈一期二十二樓），並註明致公司秘書。請求書可包含數份同樣格式的文件，而每份文件均由一名或多於一名有關的股東簽署。

#### 將股東的建議提呈予股東大會提的程序

當股東擬於股東大會上提呈一項決議，須依照香港法例第32章《公司條例》第115A條的要求及程序。有關股東須將一份由有關股東簽署的請求書（或兩份或多於兩份載有全體有關股東簽署的請求書）存放於本公司的註冊辦事處，及有關股東隨該請求書存放一筆合理地足以應付本公司為實行請求書的要求而作的開支的款項。

#### 將股東的查詢送達董事會的程序

股東可以書面形式經投資者關係團隊轉交彼等的查詢及關注事項予本公司的董事會，聯絡詳情如下：

投資者關係  
中國太平保險控股有限公司  
香港銅鑼灣新寧道八號中國太平大廈二期十二樓

電話：(852) 3602 9888  
傳真：(852) 2866 2262  
電郵：investor\_relations@ctih.cntaiping.com



# Corporate Governance Report

## 企業管治報告書

### SHAREHOLDERS' RIGHTS (Continued)

#### Procedures for directing shareholders' enquiries to the Board (Continued)

The Company Secretary will forward the enquiries and concerns to the Board and/or relevant board committees of the Company, where appropriate, to answer the shareholders' questions and/or to meet the shareholders' concerns.

### CONSTITUTIONAL DOCUMENTS

There was no change to the Company's Memorandum and Articles of Association during the Year. A copy of the latest consolidated version of the Memorandum and Articles of Association is posted on the website of the Company and the Stock Exchange.

### INVESTOR RELATIONS AND COMMUNICATIONS

The Company recognizes the importance of communication with the shareholders of the Company (the "Shareholders") and the investment community, and also recognizes the value of providing current and relevant information on the Company to the Shareholders and investors. The Company's corporate website, [www.ctih.cntaiping.com](http://www.ctih.cntaiping.com), features a dedicated Investor Relations section, and is aimed at facilitating effective communication with the Shareholders, investors and other stakeholders. With the website, corporate information, including both financial and non-financial information, are available electronically and in a timely manner. The latest information on the Company, including annual and interim reports, announcements, circulars, press releases as well as constitutional documents, are also available on the website.

### 股東權利 (續)

#### 將股東的查詢送達董事會的程序 (續)

公司秘書將轉交股東的查詢及關注事項予本公司董事會及／或有關的董事委員會（若適當），以便回覆股東的提問及／或與有關股東會面。

### 組織章程文件

本公司組織章程大綱及細則於二零一二年內並無變動。組織章程大綱及細則的最新綜合版本載於本公司及聯交所網站。

### 投資者關係及通訊

本公司明白與本公司股東（「股東」）及投資者保持良好溝通的重要性，也認識到向股東及投資者提供當前及相關資訊的價值。本公司透過設有投資者關係專頁的公司網站 [www.ctih.cntaiping.com](http://www.ctih.cntaiping.com) 推動與股東、投資者及其他權益持有人的有效通訊，適時發放公司資訊及其他相關的財務及非財務資料。本公司的最新資料包括年報、中期報告、公告及新聞稿以及組織章程文件。

# Consolidated Income Statement

## 綜合損益表

for the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度  
(Expressed in Hong Kong dollars)  
(以港幣列示)

			2012 二零一二年	2011 二零一一年 (Restated) (重列)
		Notes 附註	\$'000 千元	\$'000 千元
<b>Income</b>	<b>收入</b>			
Gross premiums written and policy fees	毛承保保費及保單費收入	4	60,060,418	50,098,038
Less: Premiums ceded to reinsurers and retrocessionaires	減：保費之再保份額及轉分份額		(2,334,443)	(1,968,198)
Net premiums written and policy fees	淨承保保費及保單費收入		57,725,975	48,129,840
Change in unearned premium provisions, net of reinsurance	未到期責任準備金變化，減再保險		(1,108,682)	(468,510)
Net earned premiums and policy fees	已賺取保費及保單費收入淨額		56,617,293	47,661,330
Net investment income	淨投資收入	5(a)	8,293,550	5,747,722
Net realized investment (losses)/gains	已實現投資(虧損)/收益淨額	5(b)	(1,117,725)	66,275
Net unrealized investment losses and impairment	未實現投資虧損及減值淨額	5(c)	(1,271,996)	(617,429)
Other income	其他收入	6(a)	467,413	343,315
Other gains	其他收益	6(b)	43,995	20,082
Total income	收入總額		63,032,530	53,221,295
<b>Benefits, losses and expenses</b>	<b>給付、賠款及費用</b>			
Net policyholders' benefits	保單持有人利益淨額	7(a)	(15,550,502)	(11,887,493)
Net commission expenses	佣金支出淨額	7(b)	(5,088,614)	(4,408,989)
Administrative and other expenses	行政及其他費用		(10,428,391)	(8,507,620)
Change in life insurance contract liabilities, net of reinsurance	壽險合約負債變化，減再保險		(30,274,336)	(27,158,701)
Total benefits, losses and expenses	給付、賠款及費用總額		(61,341,843)	(51,962,803)
<b>Profit from operations</b>	<b>經營溢利</b>		1,690,687	1,258,492
Share of results of associates	應佔聯營公司業績		140,575	251,499
Finance costs	財務費用	8(a)	(598,630)	(565,529)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	8	1,232,632	944,462
Income tax credit	稅項抵免	11(a)	241,113	27,718
<b>Profit after taxation</b>	<b>除稅後溢利</b>		1,473,745	972,180
<b>Attributable to:</b>	<b>應佔：</b>			
Owners of the Company	本公司股東權益	12	936,558	547,633
Non-controlling interests	非控股股東權益		537,187	424,547
			1,473,745	972,180
			<i>dollar</i> 元	<i>dollar</i> 元
<b>Earnings per share attributable to the owners of the Company</b>	<b>本公司股東應佔每股盈利</b>	14		
Basic	基本		0.550	0.321
Diluted	攤薄		0.547	0.319

The accompanying notes on pages 137 to 331 form an integral part of these consolidated financial statements.

第137至331頁所附附註為本綜合財務報表的組成部份。

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

for the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度  
(Expressed in Hong Kong dollars)  
(以港幣列示)

		2012 二零一二年	2011 二零一一年 (Restated) (重列)
	Notes 附註	\$'000 千元	\$'000 千元
<b>Profit after taxation</b>	除稅後溢利	<b>1,473,745</b>	972,180
Other comprehensive income:	其他全面收益：		
Exchange differences on translation of the financial statements of subsidiaries and associates outside Hong Kong	換算香港以外地區附屬公司及聯營公司財務報表的匯兌差額		
– Exchange difference arising during the year	– 本年度產生之匯兌差額	38(a) <b>4,821</b>	614,570
Revaluation gain arising from reclassification of own-use properties to investment properties	因自用物業重新分類為投資物業而產生之重估收益		
– Revaluation gain arising during the year	– 本年度來自重估的收益	15(a) <b>177,474</b>	547,402
– Net deferred tax	– 遞延稅項淨額	31(a) <b>(42,733)</b>	(135,701)
Available-for-sale securities	可供出售證券		
– Net fair value changes during the year	– 本年度公允價值變動淨額	<b>(231,645)</b>	(5,074,284)
– Reclassification adjustment to profit or loss on impairment	– 減值時重新分類至損益之調整	5(c) <b>1,722,488</b>	799,149
– Reclassification adjustment to profit or loss on disposal	– 出售時重新分類至損益之調整	<b>1,210,893</b>	(28,854)
– Net deferred tax	– 遞延稅項淨額	31(a) <b>(597,097)</b>	1,018,925
<b>Total comprehensive income/ (expense) for the year</b>	本年度全面收益／(支出)總額	<b>3,717,946</b>	(1,286,613)
<b>Attributable to:</b>	應佔：		
Owners of the Company	本公司股東權益	<b>2,240,073</b>	(702,854)
Non-controlling interests	非控股股東權益	<b>1,477,873</b>	(583,759)
		<b>3,717,946</b>	(1,286,613)

# Consolidated Statement of Financial Position

## 綜合財務狀況表

as at 31 December 2012  
於二零一二年十二月三十一日  
(Expressed in Hong Kong dollars)  
(以港幣列示)

			2012 二零一二年	2011 二零一一年 (Restated) (重列)	1 January 2011 二零一一年 一月一日 (Restated) (重列)
		Notes 附註	\$'000 千元	\$'000 千元	\$'000 千元
<b>Assets</b>	<b>資產</b>				
Statutory deposits	法定存款	25	2,504,822	2,332,794	1,466,793
Fixed assets	固定資產	15(a)			
– Property and equipment	– 物業及設備		3,855,714	4,048,360	3,280,857
– Investment properties	– 投資物業		3,990,218	2,915,574	1,304,112
– Prepaid lease payments	– 預付租賃付款		164,177	167,813	693,751
			8,010,109	7,131,747	5,278,720
Goodwill	商譽	16(a)	303,647	303,647	303,647
Intangible assets	無形資產	16(b)	264,509	264,791	261,408
Interest in associates	於聯營公司的權益	18	1,669,870	1,580,272	1,179,096
Deferred tax assets	遞延稅項資產	31(a)	140,721	145,524	141,609
Investments in debt and equity securities	債務及股本證券投資	19(a)	159,659,338	130,571,536	102,948,026
Securities purchased under resale agreements	買入返售證券	36	80,163	119,279	53,471
Amounts due from group companies	應收集團內公司款項	20(a)	13,395	29,348	9,257
Insurance debtors	保險客戶應收賬款	21	2,570,318	2,030,782	1,348,755
Reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備	22	2,574,748	2,425,300	2,037,690
Policyholder account assets in respect of unit-linked products	有關投資連結產品之保單持有人賬戶資產	44	3,141,049	3,729,117	4,909,273
Other debtors	其他應收賬款	23	8,347,689	5,252,836	6,590,021
Tax recoverable	可收回稅項		25,737	–	–
Pledged deposits at banks	已抵押銀行存款	24	223,159	187,677	160,613
Deposits at banks with original maturity more than three months	原到期日超過三個月 的銀行存款		36,091,607	17,520,847	11,495,414
Cash and cash equivalents	現金及現金等價物	26	17,317,630	17,735,080	16,289,214
			242,938,511	191,360,577	154,473,007
<b>Liabilities</b>	<b>負債</b>				
Life insurance contract liabilities	壽險合約負債	27	121,422,778	91,195,983	60,391,614
Unearned premium provisions	未到期責任準備金	28	6,092,431	4,641,632	3,954,038
Provision for outstanding claims	未決賠款準備	29	10,031,555	9,208,802	7,638,859
Investment contract liabilities	投資合約負債	30	25,981,726	31,368,490	36,278,241
Deferred tax liabilities	遞延稅項負債	31(a)	904,957	557,891	1,491,467
Interest-bearing notes	需付息票據	32	13,334,736	11,040,734	10,231,074
Securities sold under repurchase agreements	賣出回購證券	36	35,426,815	19,618,855	9,829,946
Amounts due to group companies	應付集團內公司款項	20(b)	34,699	36,763	1,113,915
Insurance creditors	保險客戶應付賬款	33	4,309,983	2,855,056	1,865,265
Other payables and accruals	其他應付及應計款項	34	4,041,891	3,477,250	2,567,830
Current taxation	當期稅項		302,043	296,282	476,005
Insurance protection fund	保險保障基金	35	62,480	33,848	50,264
			221,946,094	174,331,586	135,888,518
<b>Net assets</b>	<b>資產淨值</b>		20,992,417	17,028,991	18,584,489

# Consolidated Statement of Financial Position *(Continued)*

## 綜合財務狀況表 (續)

as at 31 December 2012  
於二零一二年十二月三十一日  
(Expressed in Hong Kong dollars)  
(以港幣列示)

			2012 二零一二年	2011 二零一一年 <i>(Restated)</i> (重列)	1 January 2011 二零一一年 一月一日 <i>(Restated)</i> (重列)
		Notes 附註	\$'000 千元	\$'000 千元	\$'000 千元
<b>Capital and reserves attributable to the owners of the Company</b>	本公司股東應佔資本及儲備				
Share capital	股本	37	85,294	85,264	85,181
Reserves	儲備	38(a)	13,751,475	11,504,376	12,729,822
			<b>13,836,769</b>	11,589,640	12,815,003
<b>Non-controlling interests</b>	非控股股東權益	38(a)	<b>7,155,648</b>	5,439,351	5,769,486
<b>Total equity</b>	總權益		<b>20,992,417</b>	17,028,991	18,584,489

Approved and authorized for issue by the board of directors on 19 March 2013.

董事會於二零一三年三月十九日核准及授權發布。

**WANG Bin**  
王濱  
Director  
董事

**SONG Shuguang**  
宋曙光  
Director  
董事

The accompanying notes on pages 137 to 331 form an integral part of these consolidated financial statements.

第137至331頁所附附註為本綜合財務報表的組成部份。

# Statement of Financial Position

## 財務狀況表

as at 31 December 2012  
於二零一二年十二月三十一日  
(Expressed in Hong Kong dollars)  
(以港幣列示)

		Notes 附註	2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
<b>Assets</b>	<b>資產</b>			
Fixed assets	固定資產	15(b)	349	393
Investments in subsidiaries	於附屬公司的投資	17	6,165,636	5,728,719
Interest in associates	於聯營公司的權益	18	6,937	6,937
Investments in debt and equity securities	債務及股本證券投資	19(b)	375,935	284,160
Deferred tax assets	遞延稅項資產	31(a)	–	798
Amounts due from group companies	應收集團內公司款項	20(a)	4,058,820	3,744,348
Other debtors	其他應收賬款	23	5,660	5,961
Cash and cash equivalents	現金及現金等價物	26	1,937,870	637,178
			<b>12,551,207</b>	<b>10,408,494</b>
<b>Liabilities</b>	<b>負債</b>			
Amounts due to group companies	應付集團內公司款項	20(b)	3,031,419	721,720
Other payables and accruals	其他應付款項及應計	34	44,099	302,901
			<b>3,075,518</b>	<b>1,024,621</b>
<b>Net assets</b>	<b>資產淨值</b>		<b>9,475,689</b>	<b>9,383,873</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	37	85,294	85,264
Reserves	儲備	38(b)	9,390,395	9,298,609
<b>Total equity</b>	<b>總權益</b>		<b>9,475,689</b>	<b>9,383,873</b>

Approved and authorized for issue by the board of directors on 19 March 2013.

董事會於二零一三年三月十九日核准及授權發布。

WANG Bin  
王濱  
Director  
董事

SONG Shuguang  
宋曙光  
Director  
董事

The accompanying notes on pages 137 to 331 form an integral part of these consolidated financial statements.

第137至331頁所附附註為本綜合財務報表的組成部份。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

for the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度  
(Expressed in Hong Kong dollars)  
(以港幣列示)

	Note 附註	Share capital 股本 \$'000 千元	Share premium 股份溢價 \$'000 千元	Capital reserve 資本儲備 \$'000 千元	Merger reserve 合併儲備 \$'000 千元
<b>Balance at 1 January 2012</b>	於二零一二年一月一日之結餘	<b>85,264</b>	<b>9,053,221</b>	<b>(2,040,175)</b>	<b>(1,683,920)</b>
Profit for the year	本年度溢利	-	-	-	-
Other comprehensive income for the year, net of deferred tax	本年度其他全面收益， 減遞延稅項	-	-	-	-
Total comprehensive income	全面收益總額	-	-	-	-
Shares issued under Share Option Scheme	根據認股權計劃發行之股份 37(a)	30	1,695	-	-
Share options exercised	行使認股權 38(a)	-	770	-	-
Share options lapsed	認股權失效 38(a)	-	-	-	-
Amortization arising from Share Award Scheme	來自股份獎勵計劃之攤銷 38(a)	-	-	-	-
Transfer to retained profit for revoked shares under Share Award Scheme	股份獎勵計劃之取消股份 轉入保留溢利 38(a)	-	-	-	-
Vested shares for Share Award Scheme	股份獎勵計劃之歸屬股份 38(a)	-	-	-	-
Capital contribution made to a subsidiary	向一家附屬公司注入資本	-	-	-	-
<b>At 31 December 2012</b>	於二零一二年十二月三十一日	<b>85,294</b>	<b>9,055,686</b>	<b>(2,040,175)</b>	<b>(1,683,920)</b>
<b>Balance at 1 January 2011 as previously stated</b>	於二零一一年一月一日之結餘， 如前呈列	85,181	9,046,775	(1,504,857)	(1,683,920)
Effect of change in accounting policy	會計政策變更之影響 1	-	-	-	-
Balance at 1 January 2011, as restated	於二零一一年一月一日之結餘， 重列	85,181	9,046,775	(1,504,857)	(1,683,920)
Profit for the year	本年度溢利	-	-	-	-
Other comprehensive income/(expense) for the year, net of deferred tax	本年度其他全面收益/ (支出)，減遞延稅項	-	-	-	-
Total comprehensive income/(expense)	全面收益/(支出)總額	-	-	-	-
Shares issued under Share Option Scheme	根據認股權計劃發行之股份 37(a)	83	4,830	-	-
Share options exercised	行使認股權 38(a)	-	1,616	-	-
Share options granted and vested	授出及歸屬認股權 38(a)	-	-	-	-
Amortization arising from Share Award Scheme	來自股份獎勵計劃之攤銷 38(a)	-	-	-	-
Transfer to retained profit for revoked shares under Share Award Scheme	股份獎勵計劃之取消股份 轉入保留溢利 38(a)	-	-	-	-
Vested shares for Share Award Scheme	股份獎勵計劃之歸屬股份 38(a)	-	-	-	-
Acquisition of additional interests in subsidiaries	購入附屬公司額外權益 17(iii) & 47B(b)	-	-	(560,209)	-
Deemed acquisition of additional interests in a subsidiary	被視為購入附屬公司額外權益 47B(c)	-	-	24,891	-
Capital contribution made to subsidiaries	向附屬公司注入資本	-	-	-	-
<b>At 31 December 2011</b>	於二零一一年十二月三十一日	<b>85,264</b>	<b>9,053,221</b>	<b>(2,040,175)</b>	<b>(1,683,920)</b>

Note: For the nature or purpose of reserves, please refer to note 38(c).

附註：有關儲備目的或性質，請參閱附註38(c)。



# Consolidated Statement of Changes in Equity (Continued)

## 綜合權益變動表 (續)

for the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

(Expressed in Hong Kong dollars)

(以港幣列示)

Exchange reserve 匯兌儲備 \$'000 千元	Fair value reserve 公允價值儲備 \$'000 千元	Employee share-based compensation reserve 以股份為本之僱員補償儲備 \$'000 千元	Shares held for Share Award Scheme 為股份獎勵計劃而持有之股份 \$'000 千元	Revaluation reserve 重估儲備 \$'000 千元	Retained profits 保留溢利 \$'000 千元	Attributable to owners of the Company 本公司股東應佔權益 \$'000 千元	Non-controlling interests 非控股股東權益 \$'000 千元	Total 總額 \$'000 千元
823,325	(1,275,421)	45,876	(33,378)	329,246	6,285,602	11,589,640	5,439,351	17,028,991
-	-	-	-	-	936,558	936,558	537,187	1,473,745
3,238	1,229,574	-	-	70,703	-	1,303,515	940,686	2,244,201
3,238	1,229,574	-	-	70,703	936,558	2,240,073	1,477,873	3,717,946
-	-	-	-	-	-	1,725	-	1,725
-	-	(770)	-	-	-	-	-	-
-	-	(3,208)	-	-	3,208	-	-	-
-	-	5,331	-	-	-	5,331	-	5,331
-	-	(343)	-	-	343	-	-	-
-	-	(455)	340	-	115	-	-	-
-	-	-	-	-	-	-	238,424	238,424
826,563	(45,847)	46,431	(33,038)	399,949	7,225,826	13,836,769	7,155,648	20,992,417
515,905	488,542	101,747	(90,912)	123,190	5,630,736	12,712,387	5,769,486	18,481,873
-	-	-	-	-	102,616	102,616	-	102,616
515,905	488,542	101,747	(90,912)	123,190	5,733,352	12,815,003	5,769,486	18,584,489
-	-	-	-	-	547,633	547,633	424,547	972,180
307,420	(1,763,963)	-	-	206,056	-	(1,250,487)	(1,008,306)	(2,258,793)
307,420	(1,763,963)	-	-	206,056	547,633	(702,854)	(583,759)	(1,286,613)
-	-	-	-	-	-	4,913	-	4,913
-	-	(1,616)	-	-	-	-	-	-
-	-	2,451	-	-	-	2,451	-	2,451
-	-	5,445	-	-	-	5,445	-	5,445
-	-	(111)	-	-	111	-	-	-
-	-	(62,040)	57,534	-	4,506	-	-	-
-	-	-	-	-	-	(560,209)	210,944	(349,265)
-	-	-	-	-	-	24,891	(24,891)	-
-	-	-	-	-	-	-	67,571	67,571
823,325	(1,275,421)	45,876	(33,378)	329,246	6,285,602	11,589,640	5,439,351	17,028,991

# Consolidated Statement of Cash Flows

## 綜合現金流量表

for the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

(Expressed in Hong Kong dollars)

(以港幣列示)

		2012 二零一二年	2011 二零一一年 (Restated) (重列)
	Notes 附註	\$'000 千元	\$'000 千元
<b>Operating activities</b>	<b>經營業務</b>		
Profit before taxation	除稅前溢利	1,232,632	944,462
Adjustments for:	就下列各項作出調整：		
– Depreciation of property and equipment	– 物業及設備折舊	305,537	306,478
– Amortization of intangible assets	– 無形資產攤銷	282	141
– Surplus on revaluation of investment properties	– 投資物業重估盈餘	(439,271)	(195,241)
– Employee share-based compensation benefits	– 以股份為本之僱員補償福利	2,123	7,896
– Amortization of prepaid lease payments	– 預付租賃付款攤銷	3,591	8,148
– Finance costs	– 財務費用	598,630	565,529
– Dividend income	– 股息收入	(886,120)	(298,096)
– Interest income	– 利息收入	(7,423,928)	(5,441,971)
– Share of results of associates	– 應佔聯營公司業績	(140,575)	(251,499)
– (Gain)/loss on disposal of property and equipment	– 出售物業及設備(收益)/虧損	(3,110)	467
– Gain on disposal of investment properties	– 出售投資物業收益	(540)	–
– Net realized and unrealized losses/ (gains) on listed and unlisted debt and equity securities classified as held-to-maturity and available-for-sale	– 歸類為持有至到期日及可供出售的上市及非上市債務及股本證券之已實現及未實現虧損/(收益)淨額	1,123,571	(54,433)
– Net unrealized gains on derivatives	– 衍生工具之未實現收益	(4,494)	–
– Write back of impairment loss of property and equipment	– 回撥物業及設備減值	(14,338)	(33,581)
– Impairment on debt and equity investments	– 債務及股本證券減值	1,722,488	799,149
– Reversal of impairment losses on insurance debtors and other debtors	– 回撥保險客戶應收賬款及其他應收賬款減值淨額	(66)	(2,336)
<b>Operating loss before changes in working capital</b>	<b>營運資金變動前之經營虧損</b>	<b>(3,923,588)</b>	<b>(3,644,887)</b>

## Consolidated Statement of Cash Flows (Continued)

### 綜合現金流量表 (續)

for the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

(Expressed in Hong Kong dollars)

(以港幣列示)

	Notes 附註	2012 二零一二年 \$'000 千元	2011 二零一一年 (Restated) (重列) \$'000 千元
(Increase)/decrease in held-for-trading securities	持有作交易用途證券 (增加)/減少	(841,342)	394,727
Increase in securities designated at fair value through profit or loss	指定為通過損益以反映公允價值證券增加	(554,972)	-
Increase in insurance and other debtors	保險客戶及其他應收賬款增加	(1,497,590)	(409,284)
Increase in insurance creditors and other payables and accrual	保險客戶應付賬款及其他應付及應計款項增加	2,237,801	1,586,703
Increase in provision for outstanding claims	未決賠款準備增加	822,178	1,425,923
Increase in reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備增加	(149,448)	(387,610)
Decrease in policyholder account assets in respect of unit-linked products	有關投資連結產品之保單持有人賬戶資產減少	588,068	1,180,156
Decrease in investment contract liabilities	投資合約負債減少	(5,362,720)	(6,558,881)
Increase in life insurance contract liabilities	壽險合約負債增加	30,141,537	27,180,640
Increase in unearned premium provisions	未到期責任準備金增加	1,447,391	534,427
Increase/(decrease) in insurance protection fund	保險保障基金增加/(減少)	28,632	(16,416)
Increase in loans and advances	貸款及應收款項增加	(1,018,857)	(491,413)
<b>Cash generated from operations</b>	<b>經營業務所產生之現金</b>	<b>21,917,090</b>	<b>20,794,085</b>
Hong Kong Profits Tax paid and payment for purchase of tax reserve certificates	已付香港利得稅及購入儲稅券付款	(18,845)	(44,426)
Tax paid outside Hong Kong	已付香港以外稅項	(48,910)	(245,040)
<b>Tax paid</b>	<b>已付稅項</b>	<b>(67,755)</b>	<b>(289,466)</b>
<b>Net cash from operating activities</b>	<b>經營業務所產生之現金淨額</b>	<b>21,849,335</b>	<b>20,504,619</b>

## Consolidated Statement of Cash Flows (Continued)

### 綜合現金流量表 (續)

for the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

(Expressed in Hong Kong dollars)

(以港幣列示)

	Notes 附註	2012 二零一二年 \$'000 千元	2011 二零一一年 (Restated) (重列) \$'000 千元
<b>Investing activities</b>	<b>投資業務</b>		
Increase in pledged deposits at banks	已抵押銀行存款增加	(35,482)	(27,064)
Increase in statutory deposits	法定存款增加	(172,028)	(866,001)
Increase in deposits at banks with original maturity more than three months	原到期日為三個月以上之銀行存款增加	(18,570,760)	(6,025,433)
Decrease/(increase) in amounts due from group companies	應收集團內公司款項減少/(增加)	15,953	(20,091)
Payment for purchase of debt securities and debt schemes classified as loans and receivables	購入被歸類貸款及應收款項之債務證券及債權計劃付款	(11,385,949)	(6,304,018)
Proceeds from redemption of loans and receivables	贖回貸款及應收款項所得款項	59,077	-
Payment for purchase of held-to-maturity debt securities	購入持有至到期債務證券付款	(8,998,767)	(18,947,053)
Proceeds from redemption of held-to-maturity debt securities	贖回持有至到期債務證券所得款項	328,888	1,090,110
Payment for purchase of available-for-sale securities	購入可供出售證券付款	(27,513,659)	(24,117,629)
Proceeds from sale of available-for-sale securities	出售可供出售證券所得款項	19,690,096	20,172,080
Decrease/(increase) in securities purchased under resale agreements	買入返售證券減少/(增加)	39,116	(65,808)
Interest income received	已收利息收入	6,637,994	5,029,573
Dividend income received	已收股息收入	886,120	298,096
Increase in securities sold under repurchase agreements	賣出回購證券增加	15,807,960	9,788,909
Payment for purchase of property and equipment	購入物業及設備付款	(761,743)	(372,562)
Proceeds from sale of property and equipment	出售物業及設備所得款項	88,824	3,590
Payment for purchase of investment properties	購入投資物業付款	(218,185)	(133,374)
Proceeds from sale of investment properties	出售投資物業所得款項	8,900	-
Payment for purchase of intangible assets	購入無形資產付款	-	(3,524)
Capital distribution from associate	聯營公司資本分配	36,745	7,757
Net cash inflow from disposal of a subsidiary	出售一間附屬公司之現金淨流入	-	1,267,914
<b>Net cash used in investing activities</b>	<b>投資業務所動用之現金淨額</b>	<b>(24,056,900)</b>	<b>(19,224,528)</b>

## Consolidated Statement of Cash Flows (Continued)

### 綜合現金流量表 (續)

for the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

(Expressed in Hong Kong dollars)

(以港幣列示)

		2012 二零一二年	2011 二零一一年 (Restated) (重列)
	Notes 附註	\$'000 千元	\$'000 千元
<b>Financing activities</b>	<b>融資活動</b>		
Decrease in amounts due to group companies	應付集團內公司款項減少	(2,064)	(1,077,152)
Proceeds from shares issued	發行股份所得款項	1,725	4,913
Proceeds from interest-bearing notes issued	發行需付息票據所得款項	2,298,143	370,050
Capital contributions made to subsidiaries by non-controlling shareholders	非控股股東向附屬公司注入資本	238,424	67,571
Payment for acquiring additional interest of subsidiaries	購入附屬公司額外權益付款	(293,080)	(110,832)
Proceeds from sale of interest of a subsidiary	出售一間附屬公司權益所得款項	-	54,646
Interest paid	支付利息	(523,784)	(546,100)
<b>Net cash from/(used in) financing activities</b>	<b>融資活動所產生/(動用)之現金淨額</b>	<b>1,719,364</b>	<b>(1,236,904)</b>
<b>Effect of changes in exchange rates</b>	<b>匯率轉變影響</b>	<b>70,751</b>	<b>1,402,679</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物(減少)/增加淨額</b>	<b>(417,450)</b>	<b>1,445,866</b>
<b>Cash and cash equivalents at 1 January</b>	於一月一日的現金及現金等價物	<b>17,735,080</b>	<b>16,289,214</b>
	26		
<b>Cash and cash equivalents at 31 December</b>	於十二月三十一日的現金及現金等價物	<b>17,317,630</b>	<b>17,735,080</b>
	26		

The accompanying notes on pages 137 to 331 form an integral part of these consolidated financial statements.

第137至331頁所附附註為本綜合財務報表的組成部份。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT

#### Significant Accounting Policies

##### (a) Statement of compliance

These financial statements have been prepared in accordance with the applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), and the applicable requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A summary of the significant accounting policies adopted by the Group is set out below.

##### (b) Basis of preparation of the financial statements

The consolidated financial statements comprise the Company and its subsidiaries (together referred to as the “Group”).

The functional currency of majority number of operating subsidiaries in the Group is RMB, the currency of the primary economic environment in which the respective entities in the Group operate. For the convenience of the consolidated financial statements users, the consolidated financial statements are presented in Hong Kong dollars.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- (i) investment properties;
- (ii) investments in debt and equity securities classified as available-for-sale, other than those carried at cost less impairment;
- (iii) investments in debt and equity securities classified as held-for-trading and designated at fair value through profit or loss;
- (iv) policyholder account assets in respect of unit-linked products; and
- (v) investment contract liabilities.

### 1 主要會計政策、會計政策改變及重列

#### 主要會計政策

##### (a) 遵例聲明

本財務報表已按照香港會計師公會頒布的適用《香港財務報告準則》(其統稱已包括個別適用的《香港財務報告準則》、《香港會計準則》及詮釋)編製，並符合適用的香港《公司條例》之規定。此外，本綜合財務報表亦符合《香港聯合交易所有限公司證券上市規則》有關的披露規定。以下是本集團採用的主要會計政策概要。

##### (b) 財務報表的編製基準

綜合財務報表包括本公司及其附屬公司(合稱為「本集團」)。

本集團內大部份營運附屬公司的功能貨幣為人民幣，功能貨幣為本集團有關實體公司經營的主要經濟環境內通行的貨幣。為方便綜合財務報表使用者，本綜合財務報表以港幣呈列。

除以下資產及負債是以公允價值列賬外，本財務報表是以歷史成本作為編製基準。有關詳情載列於下列會計政策：

- (i) 投資物業；
- (ii) 歸類為可供出售的債務及股本證券投資，按成本減任何累計減值列賬的則除外；
- (iii) 持有作交易用途及指定為通過損益以反映公允價值的債務及股本證券投資；
- (iv) 有關投資連結產品之保單持有人資產；及
- (v) 投資合約負債。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (b) Basis of preparation of the financial statements (Continued)

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the following year are discussed in note 48.

##### (c) Classification of contracts

###### (i) Insurance contracts

Contracts under which the Group accepts significant insurance risk from another party ("the policyholder") by agreeing to compensate the policyholder or other beneficiary if a specified uncertain future event ("the insured event") adversely affects the policyholder or other beneficiary are classified as insurance contracts. Insurance risk is risk other than financial risk that is transferred from the holder of a contract to the issuer. Financial risk is the risk of a possible future change in one or more of a specified interest rate, security price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index or other variable, provided in the case of a non-financial variable that the variable is not specific to a party of the contract.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (b) 財務報表的編製基準 (續)

按《香港財務報告準則》之要求，在編製財務報表時，管理層須作判斷、估計及假設從而影響政策實施及資產、負債、收入及支出之呈報金額。有關估計及假設乃按在既定情況下可合理地相信，根據過往之經驗及其他因素，作出判斷那些未能從其他來源確定的資產及負債的賬面值。實際結果可能與此等估計不盡相同。

有關估計及假設須不斷檢討。若修訂只影響該修訂期，會計估計的修訂於該修訂期內確認；或如該修訂影響本期及未來會計期，則於修訂期及未來會計期確認。

在附註48內，已載有管理層估計《香港財務報告準則》對下年度的財務報表及估計有重大影響引致可能產生重大的調整風險。

##### (c) 合約分類

###### (i) 保險合約

倘將來特定的不確定事件（「承保事件」）對另一方（「保單持有人」）有不利影響，而本集團透過合約接受來自該保單持有人或受益人的重大保險風險並同意賠償該保單持有人或受益人，該等合約歸類為保險合約。保險風險為由合約持有人轉移至發行人的財務風險以外之風險。財務風險指特定利率、證券價格、商品價格、匯率、價格或利率指數、信貸評級或信貸指數或其他變量等等的其中一項或多項將來可能出現變動的風險，惟倘為非財務變量，則並非專門針對合約的某一訂約方。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (c) Classification of contracts (Continued)

###### (i) Insurance contracts (Continued)

Insurance risk is significant if, and only if, an insured event could cause the Group to pay significant additional benefits. Once a contract is classified as an insurance contract it remains classified as an insurance contract until all rights and obligations are extinguished or have expired.

Some contracts of the Group have both the insurance and investment components. These contracts are required to be unbundled into the respective components as set out in note 1(d)(ix).

###### (ii) Investment contracts

Insurance policies that are not considered insurance contracts under HKFRS 4 are classified as investment contracts, which are accounted for under HKAS 39.

##### (d) Recognition and measurement of contracts

###### (i) Recognition of gross premiums written

Gross premiums written in respect of life insurance contracts are recognized as revenue when due from the policyholders. Gross premiums written from short-term accident and health insurance contracts are recognized when written.

Gross premiums written in respect of property and casualty insurance contracts are recognized as revenue when the amount is determined, which is generally when the risk commences.

Gross premiums written in respect of reinsurance contracts reflect business written during the year, and exclude any taxes or duties based on premiums. Premiums written include estimates for "pipeline" premiums and adjustments to estimates of premiums written in previous years.

Gross premiums written in respect of investment contracts and the investment component of unbundled contracts are accounted for as deposits and booked directly to a liability account.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (c) 合約分類 (續)

###### (i) 保險合約 (續)

當且僅當承保事件可能引致本集團賠付重大額外利益時，保險風險乃屬重大。一旦合約歸類為保險合約，在全部權利及義務獲解除或屆滿前，其將一直歸類為保險合約。

本集團一些合約包含保險及投資部份。這些合約需要按附註1(d)(ix)分拆有關部份。

###### (ii) 投資合約

根據香港財務報告準則第4號而不被視為保險合約之保單歸類為投資合約，並根據香港會計準則第39號列賬。

##### (d) 合約確認及計量

###### (i) 毛承保保費之確認

有關人壽保險合約的毛承保保費，於應收保單持有人時確認為收入。短期意外及健康險合約的毛承保保費，於承保時記入。

有關財產保險合約的毛承保保費於數額釐定後確認為收入，一般為風險開始時。

有關再保險合約的毛承保保費可反映年內已承保的保險業務，並經扣除任何保費稅項或稅務。承保保費包括「在途」保費估計及對過往年度承保保費估計作出的調整。

有關投資合約及已分拆合約的投資部份之毛承保保費按存款計入並直接於負債賬項入賬。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (d) Recognition and measurement of contracts (Continued)

###### (ii) Life insurance contract liabilities

Life insurance contract liabilities, other than universal life and unit-linked insurance contracts, are determined using a gross premium approach plus a residual margin. Under the gross premium approach, the assumptions used in the actuarial valuation of life insurance contract liabilities reflect the management's assessment of the expected best estimate of future policy cash flows subject to market based allowance for risk. The residual margin is estimated so that, after considering the effects of acquisition costs related to the acquisition of new business, including but not limited to commissions, underwriting, marketing and policy issue expenses, no gain or loss will be recognized on the initial recognition of the life insurance contract. Profits are expected to emerge over the life of the insurance contracts as the residual margins are released over the life of the contracts in proportion to insurance policies in force and allowance for risk is released.

###### (iii) Unearned premium provisions

The unearned premium provisions comprise the proportion of gross premiums written which is estimated to be earned in the following or subsequent financial years, computed on a time-apportioned basis, adjusted if necessary to reflect any variation in the incidence of risk during the period covered by the contract.

###### (iv) Provision for outstanding claims

Provision for outstanding claims comprises provision for the Group's estimate of the ultimate cost of settling all claims incurred but unpaid at the end of the reporting period, whether reported or not, and related internal and external claims handling expenses and an appropriate prudential margin. Provision for outstanding claims is assessed by reviewing individual claims and making allowance for claims incurred but not yet reported, the effect of both internal and external foreseeable events, such as changes in claims handling procedures, inflation, judicial trends, legislative changes and past experience and trends. Adjustments to claims provisions established in prior years are reflected in the consolidated financial statements for the year in which the adjustments are made and disclosed separately if material. The methods used, and the estimates made, are reviewed regularly.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (d) 合約確認及計量 (續)

###### (ii) 壽險合約負債

除萬能壽險及投資連結保險合約以外的壽險合約負債乃以毛承保保費計算法加上剩餘價差釐定。根據毛承保保費計算法，壽險合約負債精算估值之假設是反映管理層對未來保單現金流量所作出之預期最佳估計，以及按市場基準提撥風險準備。剩餘價差已考慮到獲得新業務的相關成本，包括但不限於佣金、承保、市場推廣及簽發保單之費用後，不會於首次確認壽險合約時確認任何損益估計。當剩餘價差在保單期內按有效保單及風險準備釋放之比例釋放，溢利預計將會在保險合約期內顯現。

###### (iii) 未到期責任準備金

未到期責任準備金包括毛承保保費中估計將於下個或其後財政年度賺取的部份，按時間劃分進行計算，如有必要，可予以調整，以反映合約承保期內風險產生的任何變動。

###### (iv) 未決賠款準備

未決賠款準備包括就本集團於報告期末已產生但尚未支付（不論是否已申報）的全部賠款最終結算成本所估計作出的準備，及相關內部及外部賠款處理費用以及合適的保守利潤。評估未決賠款準備時，需對個別賠款進行審核，並對已發生但尚未申報的賠款、內部及外部可預見事件（如賠款處理程序變動、通脹、司法趨勢、立法變動及過往經驗及趨勢等）的影響提撥準備。對於過往年度賠款準備作出的調整載於作出該等調整年度的綜合財務報表，如屬重大，須分開披露。所採用的方法及所作估計會定期檢討。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (d) Recognition and measurement of contracts (Continued)

###### (v) Liability adequacy test

At the end of each reporting period, liability adequacy tests are performed to determine if the life insurance contract liabilities are adequate. Current best estimates of all future contractual cash flows and related expenses, such as claims handling expenses, and investment income from assets backing the life insurance contract liabilities are used in performing these tests. Any deficiency is recognized in the income statement for the current year.

Provision is made for unexpired risks arising from property and casualty insurance contracts and reinsurance contracts where the expected value of claims and expenses attributable to the unexpired periods of policies in force at the end of the reporting period exceeds the unearned premium provisions in relation to such policies. The unexpired risk provision, which is included in provision for outstanding claims at the reporting date, is calculated by reference to classes of business which are managed together, after taking into account the future investment return on investments held to back the unearned premium provisions and the unexpired risk provision.

###### (vi) Investment contracts liabilities

Investment contract liabilities of the Group include liabilities arising from investment contracts that carry no significant insurance risk and also investment components of universal life contracts and unit-linked contracts that carry no significant insurance risk.

The liability of the investment component of an unbundled universal life contract is measured at amortized cost using effective interest rate while the liability arising from unit-linked contract is measured at fair value. The liability for the insurance component is calculated as the excess, if positive, of a gross premium liability over the account value. The liabilities of the insurance component of universal life contracts and unit-linked contracts are minimal and accordingly, the entire contracts are classified as investment contracts.

Assets related to unit-linked contracts are presented as “policyholder account assets in respect of unit-linked products” and are presented separately from the rest of the Group’s assets.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (d) 合約確認及計量 (續)

###### (v) 負債充足性測試

於各報告期末，本集團均會進行負債充足性測試，以確定壽險責任負債是否充足。在進行該等測試時，將採用目前對例如賠款處理費用等所有將來的合約現金流及相關費用的當期最佳估計以及就壽險合約負債所持資產的投資收入。任何虧絀會於當年的損益表內確認。

倘於報告期末未到期的有效保單應佔賠款及開支的估計價值超過就相關保單作出的未到期責任準備金，則會就財產保險合約及再保險合約的未到期風險撥備。包含於報告日期之未決賠款準備內的未到期風險準備金，乃參照與其一并管理的業務種類，並經計及為進行未到期責任準備金及未到期風險準備金而持有投資的未來投資回報計算。

###### (vi) 投資合約負債

本集團的投資合約負債包括沒有附帶重大保險風險的投資合約及萬能壽險合約及投資連結合約的投資部份所產生之負債。

萬能壽險合約已分拆投資部份之負債按有效利率方法計算之攤銷成本計量，而投資連結合約之負債按公允價值計量。保險部份之負債，按毛承保保費責任超過賬值的部份計算（如屬正數）。由於萬能壽險合約及投資連結合約的保險部份之負債非常少，因此整份合約歸類為投資合約。

有關投資連結合約的資產以「有關投資連結產品之保單持有人賬戶資產」呈列，並與本集團其他資產分開呈列。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (d) Recognition and measurement of contracts (Continued)

###### (vii) Policyholders' benefits

Policyholders' benefits include maturities, annuities, surrenders, claims and claims handling expenses, and policyholder dividend allocated in anticipation of a dividend declaration. Maturity and annuity claims are recognized as an expense when due for payment. Surrender claims are recognized when paid. Claims are recognized when notified but not settled and an estimate is made for claims incurred but not reported at the reporting date. Policyholder dividends are recognized when declared.

###### (viii) Embedded derivatives in insurance contracts

The Group has taken advantage of the exemptions available in HKFRS 4, Insurance Contracts, not to separate and fair value a policyholder's option to surrender an insurance contract for a fixed amount (or for an amount based on a fixed amount and an interest rate) even if the exercise price differs from the carrying amount of the host insurance liability.

###### (ix) Unbundling

The Group unbundles the investment component of insurance contracts when the Group can measure separately the investment component. Receipts and payments such as premiums, policy benefit and claims relating to the investment component, except for the policy fee income which is recognized in accordance with HKAS 18, are not recognized in the consolidated income statement but as financial assets and financial liabilities. The financial assets or financial liabilities arising from the investment component are accounted for under HKAS 39.

###### (x) Reinsurance

The Group cedes insurance/reinsurance in the normal course of business for the purpose of limiting its net loss potential through the diversification of its risks. Assets, liabilities, income and expense arising from ceded insurance/reinsurance contracts are presented separately from the assets, liabilities, income and expense arising from the related insurance contracts because the reinsurance arrangements do not relieve the Group from its direct obligations to its policyholders.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (d) 合約確認及計量 (續)

###### (vii) 保單持有人利益

保單持有人利益包括到期、年金、退保、賠款及賠款處理費用，以及按預期宣派及配發予保單持有人的紅利。到期及年金賠款於滿期給款時確認為開支。退保賠款於支付時予以確認。賠款於獲通知但未支付時予以確認及已發生但於結算日尚未報告時以估算確認。保單持有人的紅利於宣派時確認。

###### (viii) 嵌入在保險合約的衍生工具

本集團利用香港財務報告準則第4號「保險合約」的豁免，即使保單持有人的保險合約定額退保選擇權（或基於定額及利率的數額）的行使價與主保險合約負債的賬面值有所差異，此退保選擇權無需與主保險合約負債分離及按公允價值調整。

###### (ix) 分拆

如投資部份可分開計量，本集團將分拆保險合約的投資部份。有關投資部份的收入及支出，如保費、保單利益及賠款，除保單費收入按香港會計準則第18號確認外，並不在綜合損益表內確認，而確認為金融資產及金融負債。來自投資部份的金融資產及金融負債按香港會計準則第39號計入。

###### (x) 再保險

本集團在日常業務過程中會分出保險／再保險以分散風險，以限制其潛在賠款淨額。來自自己分出保險／再保險合約的資產、負債、收入及開支與有關保險合約的相關資產、負債、收入及開支分開呈列，原因為再保險安排並無解除本集團對保單持有人的直接責任。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (d) Recognition and measurement of contracts (Continued)

###### (x) Reinsurance (Continued)

Only contracts that give rise to a significant transfer of insurance risk are accounted for as reinsurance contracts. Rights under contracts that do not transfer significant insurance risk are accounted for as financial instruments.

The benefits to which the Group is entitled under its reinsurance contracts held are recognized as reinsurance assets. These assets consist of balances due from reinsurers, as well as other receivables (classified as reinsurance assets) that are dependent on the expected claims and benefits arising under related reinsured insurance contracts. Amounts recoverable from or due to reinsurers are measured consistently with the amounts associated with the reinsured insurance contracts and in accordance with the terms of each reinsurance contract. Reinsurance liabilities are primarily premiums payable for reinsurance contracts, which are recognized as an expense when due.

Amounts due/recoverable under reinsurance and the reinsurers' share of insurance contract provisions are assessed for impairment at end of each reporting period. Such assets are deemed impaired if there is objective evidence, as a result of an event that occurred after its initial recognition, that the Group may not recover all amounts due and that the event has a reliably measurable impact on the amounts that the Group will receive from the reinsurers. The impairment loss is calculated following the same method used for financial assets held at amortized cost and the carrying amount is reduced through the use of an allowance account similar to insurance receivables.

###### (xi) Commission

Commission include both amounts paid or payable to agents and brokers and amounts received or receivable from reinsurers. Commission expense is accounted for when paid or payable and therefore varies in line with insurance premiums written.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (d) 合約確認及計量 (續)

###### (x) 再保險 (續)

只有引致保險風險大部份轉移的合約，方可列作再保險合約。合約下並無轉移大部份保險風險的權利列作金融工具。

本集團依據持有的再保險合同而擁有的保險利益為再保險資產。這些資產包括取決於有關再保險合約之預期賠款及利益而引致的分保公司應收款及其他應收款（列為再保險資產）。分保公司的應收應付金額與有關再保險合同的約定金額一致並滿足再保險合同條款的規定。再保險負債主要是再保險合同的應付分保費，並在到期時確認為費用。

再保險應收／可收回款項及分保公司應佔保險合約準備均會於各報告期末進行減值評估。倘有客觀證據顯示，於該資產初次被確認後發生了一些事件，令本集團不可收回全部到期款項以及該事件可對本集團從分保公司收取的金額造成可靠地計量的影響。減值是按攤銷成本持有之金融資產所採用之相同方法計算，其賬面值透過準備賬沖減，與保險應收賬款相似。

###### (xi) 佣金

佣金包括應付或已付代理及經紀之金額及應收或已收再保險商之金額。佣金支出於支付或應付時計入。因此，計入方法會隨承保保費的種類而有所不同。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (e) Basis of consolidation

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

Income and expenses of subsidiaries acquired or disposed of during the year, except those acquired under common control combinations for which merger accounting method is used, are included in the consolidated income statement from the effective date of acquisition and up to the effective date of disposal, as appropriate.

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

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

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

##### *Allocation of total comprehensive income to non-controlling interests*

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

##### *Changes in the Group's ownership interests in existing subsidiaries*

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Company.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (e) 綜合基準

綜合財務報表包括本公司及本公司所控制之實體(其附屬公司)之財務報表。控制是指本公司有權掌管該實體之財務及營運政策，從而受惠於其經營活動。

本年度所購入或出售的附屬公司之收入及開支，除共同控制合併者使用合併會計法外，均自有效收購日期起計及至有效出售日期止(視情況而定)並包含於綜合損益表內。

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

所有集團內部交易、結餘、收益及開支已於編製綜合賬目時抵銷。

附屬公司的非控股股東權益與本集團當中的權益分開呈列。

##### *分配全面收益總額予非控股股東權益*

附屬公司的全面收益及開支總額歸於本公司股東權益及非控股股東權益，即使此舉會導致非控股股東權益出現虧絀結餘。

##### *本集團於現有附屬公司擁有權之變動*

本集團於現有附屬公司擁有權出現並無導致本集團失去該等附屬公司的控制權之變動，均以權益交易入賬。本集團之權益與非控股股東權益之賬面值均予以調整，以反映彼等於附屬公司之相關權益的變動。非控股股東權益所調整之款額與所付或所收代價之公允價值兩者之間的差額，均直接於權益確認並歸屬於本公司股東。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (e) Basis of consolidation (Continued)

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognized in other comprehensive income and accumulated in equity, the amounts previously recognized in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 *Financial Instruments: Recognition and Measurement* or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(o)). The results of subsidiaries are accounted for by the Company on the basis of dividends received or receivable.

##### (f) Associates

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognized in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (e) 綜合基準 (續)

倘本集團失去一間附屬公司之控制權，則其(i)於失去控制權當日取消按賬面值確認該附屬公司之資產(包括任何商譽)及負債，(ii)於失去控制權當日取消確認前附屬公司任何非控股權益(包括彼等應佔之其他全面收益之任何組成部份)之賬面值，及(iii)確認所收取代價之公允價值及任何保留權益之公允價值之總額，所產生之差額於損益內確認為本集團應佔之收益或虧損。倘該附屬公司之資產按重估金額或公允價值列賬，而相關累計收益或虧損已於其他全面收益內確認並累計入權益，則先前於其他全面收益確認並累計入權益之款額，將按猶如本集團已直接出售相關資產入賬(即按適用香港財務報告準則之規定重新分類至損益或直接轉撥至保留溢利)。於失去控制權當日於前附屬公司保留之任何投資之公允價值將根據香港會計準則第39號*金融工具：確認及計量*於其後入賬時被列作初步確認之公允價值，或(如適用)於初步確認時之於聯營公司或共同控制實體之投資成本。

在本公司的財務狀況表中，附屬公司投資是以成本減去減值(參看附註1(o))列賬。本公司把附屬公司之業績按已收及應收股息入賬。

##### (f) 聯營公司

聯營公司為本集團可行使重大影響力的實體，但並非附屬公司或於合營企業的權益。重大影響乃指參與投資對象之財務及經營政策決策但非控制或共同控制投資對象之權力。

聯營公司之業績與資產及負債，乃按權益會計法列入本綜合財務報表。根據權益法，於聯營公司之投資初步在綜合財務狀況表按成本確認，並於其後就確認本集團應佔該聯營公司之損益及其他全面收益而作出調整。當本集團應佔一間聯營公司虧損超出本集團於該聯營公司之權益時(包括任何實際上構成本集團於聯營公司投資淨值其中部份之長遠權益)，本集團會終止確認其應佔之進一步虧損。當本集團產生法定或推定責任或代表該聯營公司付款時，方會確認額外虧損。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (f) Associates (Continued)

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

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

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

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

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (f) 聯營公司 (續)

收購成本超出本集團於收購當日分佔有關共同控制實體可予識別資產、負債及或然負債公允淨值之差額，確認為商譽。有關商譽計入投資賬面值。

本集團應佔可識別資產、負債及或然負債之公允淨值超出收購成本之差額，於重新評估後隨即於損益確認。

香港會計準則第39號之規定予以應用，以釐定是否需要就本集團於聯營公司之投資確認任何減值。於需要時，該項投資之全部賬面值（包括商譽）會根據香港會計準則第36號資產減值以單一資產的方式進行減值測試，方法是比較其可收回金額（即使用價值與公允價值減出售成本之較高者）與賬面值。任何已確認之減值構成該項投資之賬面值的一部份，有關減值之任何撥回乃於該項投資之可收回金額其後增加之情況根據香港會計準則第36號確認。

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

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (f) Associates (Continued)

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

In the Company's statement of financial position, its investments in associates are stated at cost less impairment losses (see note 1(o)). The results of associates are accounted for by the Company on the basis of dividends received or receivable.

##### (g) Business combinations and goodwill

###### (i) Business combinations

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

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

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

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (f) 聯營公司 (續)

倘一集團實體與其聯營公司交易，與該聯營公司交易所產生之損益只會在有關聯營公司之權益與本集團無關的情況下，才會在本集團之綜合財務報表確認。

本公司財務狀況表所示於聯營公司的投資，是按成本減去減值入賬（參看附註1(o)）。本公司將聯營公司之業績按已收及應收股息入賬。

##### (g) 業務合併及商譽

###### (i) 業務合併

收購業務採用收購法入賬。業務合併之收購代價按公允價值計量，而計算方法為本集團所轉讓之資產、本集團向被收購方原股東產生之負債及本集團於交換被收購方之控制權發行之股權之總額。有關收購之費用於產生時確認於損益中。

所收購之可識別資產及所承擔之負債乃於收購日按公允價值確認，惟以下情況除外：

- 遞延稅項資產或負債及僱員福利安排所產生之資產或負債分別按香港會計準則第12號*所得稅*及第19號*僱員福利*確認及計量；
- 與被收購方以股份為基礎之付款支出安排有關或以本集團以股份為基礎之付款安排取代被收購方以股份為基礎之付款支出安排有關之負債及權益工具，乃於收購日期按香港財務報告準則第2號以股份為本之付款計量；及
- 根據香港財務報告準則第5號*持有作出售之非流動資產及終止業務*分類為持有作出售之資產（或出售組別）根據該準則計量。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (g) Business combinations and goodwill (Continued)

###### (i) Business combinations (Continued)

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

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

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

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (g) 業務合併及商譽 (續)

###### (i) 業務合併 (續)

商譽是以所轉撥之代價、非控股權益於被收購方中所佔金額、及收購方以往持有之被收購方股權之公允價值(如有)之總和,減所收購之可識別資產及所承擔之負債於收購日期之淨值後,所超出之差額計值。倘經過評估後,所收購之可識別淨資產與所承擔負債於收購日期之淨額高於轉撥之代價、非控股權益於被收購方中所佔金額以及收購方以往持有之被收購方股權之公允價值(如有)之總和,則差額即時於損益內確認為廉價收購收益。

屬現時擁有之權益且於清盤時讓持有人有權按比例分佔實體淨資產之非控股權益,可初步按公允價值或非控股權益應佔被收購方可識別資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他類型的非控股權益乃按其公允價值或(倘適用)按另一項準則規定的計量基準計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債,或然代價按其收購日期公允價值計量並視為於業務合併中所轉撥之代價一部份。或然代價之公允價值變動(如符合計量期間調整資格)可回顧調整,並對商譽或廉價收購收益作出相應調整。計量期間調整為於計量期間(計量期間不超過收購日期起計一年內)就於收購日期存在之事實及情況獲得額外資訊而引致之調整。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (g) Business combinations and goodwill (Continued)

###### (i) Business combinations (Continued)

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

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

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

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

Business combinations achieved in stages are accounted for as separate steps. Goodwill is determined at each step. Any additional acquisition does not affect the previously recognized goodwill.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (g) 業務合併及商譽 (續)

###### (i) 業務合併 (續)

不符合計量期間調整資格之或然代價公允價值變動的隨後入帳，取決於或然代價如何劃分。劃分為權益之或然代價並無於隨後申報日期重新計量，而是隨後於權益內入帳。劃分為資產或負債之或然代價根據香港會計準則第39號或香港會計準則第37號撥備、或然負債及或然資產（如適用）於隨後申報日期重新計量，而相應之收益或虧損於損益中確認。

倘業務合併分階段完成，本集團先持有被收購方權益重新計量至收購日期（即本集團獲得控制權當日）的公允價值，而所產生的收益或虧損（如有）於損益確認。在收購日前於其他全面收益中確認來自被收購方權益之金額，在權益出售時重新分類至損益。

先前持有的股權之價值變動於其他全面收益中確認及於收購日期前累計於權益，而該價值變動於本集團獲得收購方的控制權時重新劃分至損益。

倘於合併產生之報告期間結算日仍未完成業務合併之初步會計處理，本集團則就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期間（見上文）內作出調整，或確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況之新資料，而倘知悉該等資料，將會影響於當日確認之金額。

分開階段進行的業務合併乃分開階段計入。分別在每階段釐定商譽。任何額外的購入並不影響先前已確認的商譽。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (g) Business combinations and goodwill (Continued)

###### (ii) Acquisition of additional interest in subsidiaries

On acquisition of additional interest in subsidiaries, the difference between the cost of additional interest acquired and the decrease in the carrying amount of the non-controlling interest is recorded in capital reserve.

###### (iii) Goodwill

Goodwill arising on an acquisition of a business or a jointly controlled entity (which is accounted for using proportionate consolidation) is carried at cost less accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

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

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

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

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (g) 業務合併及商譽 (續)

###### (ii) 購入附屬公司額外權益

於購入附屬公司額外權益時，購入額外權益的成本及非控股股東權益賬面值減少之差異於資本儲備中錄入。

###### (iii) 商譽

收購業務或共同控制公司（按比例合併計及）所產生之商譽，按成本減累計減值（如有）列賬及於綜合財務狀況表分開呈列。

就減值測試而言，商譽分配至預期受惠於收購所產生協同效益之有關現金產生單位或一組現金產生單位。

獲分配商譽之現金產生單位會每年及當有跡象顯示該單位可能出現減值時進行減值測試。就因收購產生商譽之財政年度而言，獲分配商譽之現金產生單位會於該報告期末前進行減值測試。倘現金產生單位之可收回金額低於其賬面值，則減值會先用作減低任何分配至該單位之商譽賬面值，其後則按該單位內各項資產賬面值之比例分配至該單位之其他資產。商譽減值直接於綜合損益表的損益確認。商譽減值並不會於往後期間撥回。

於出售有關現金產生單位時，釐定出售所得損益包括已撥充資本化商譽應佔金額。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (g) Business combinations and goodwill (Continued)

###### (iv) Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognized separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see note 1 (o)).

##### (h) Investments in debt and equity securities

Investments in debt and equity securities are initially measured at fair value, which is their transaction price unless fair value can be more reliably estimated using valuation techniques whose variables include only data from observable markets. Attributable transaction costs are included in the fair value, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

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

Financial assets at fair value through profit or loss has two subcategories, including financial assets held-for-trading and those designated as at fair value through profit or loss on initial recognition.

A financial asset is classified as held-for-trading if:

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

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (g) 業務合併及商譽 (續)

###### (iv) 業務合併所獲得的無形資產

倘於業務合併收購之無形資產符合無形資產之定義，且其公允價值能可靠計量，則會予以識別及與商譽分開確認。該等無形資產之成本為於收購當日之公允價值。

於初次確認後，具有無限使用年期之無形資產可按成本減任何其後累計減值列賬（參看附註1(o)）。

##### (h) 債務及股本證券投資

債務及股本證券之投資初步按公允價值列賬。公允價值即其交易價，除非可以用估值技巧（其變數僅包括可觀察市場之數據）更可靠地估計其公允價值。應計交易成本包括在公允價值內，惟下文所指定者除外。該等投資其後按下列方式列賬，惟需視乎其類別而定：

###### (i) 通過損益以反映公允價值的金融資產

通過損益以反映公允價值的金融資產細分為兩類，包括持有作交易用途及於初始確認時被指定為通過損益以反映公允價值之金融資產。

金融資產被撥歸為持有作交易用途，如：

- (1) 收購之主要目的為於短期內出售；或
- (2) 屬本集團一併管理的已識別金融工具組合的一部份，並且具近期有實際短期套利模式；或
- (3) 其為不指定及有效作為對沖工具之衍生工具。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (h) Investments in debt and equity securities (Continued)

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

A financial asset other than a financial asset held-for-trading may be designated as at fair value through profit or loss upon initial recognition if:

- (1) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- (2) the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- (3) it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

At the end of each reporting period subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognized directly in profit or loss in the period in which they arise. The net gain or loss recognized in profit or loss excludes any dividend or interest earned on the financial assets and is included in the net unrealized investment gains/(losses) in the consolidated income statement.

###### (ii) Held-to-maturity securities

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity dates that the Group's management has the positive intention and ability to hold to maturity. Subsequent to initial recognition, held-to-maturity securities are stated in the statement of financial position at amortized cost using effective interest method less impairment losses (see note 1(o)).

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (h) 債務及股本證券投資 (續)

###### (i) 通過損益以反映公允價值的金融資產 (續)

除持有作交易用途的金融資產外，金融資產可能於初次確認被確認為通過損益以反映公允價值，如：

- (1) 按該訂值可以消除或大幅減少計量或確認出現的不一致的情況；或
- (2) 金融資產構成一組金融資產、金融負債或一組金融資產及負債，根據本集團明文規定的風險管理或投資策略，按公允價值基準管理及評估表現，而內部亦根據該基準呈報該組金融工具的資訊；或
- (3) 其組成內含一種或多種嵌入式衍生工具，而香港會計準則第39號允許整份合併合約（資產或負債）劃分為通過損益以反映公允價值。

於首次確認後之每個報告期末，通過損益以反映公允價值的金融資產乃按公允價值計量，而公允價值之變動則於產生期間直接於損益表確認。於損益表確認之收益或虧損淨額（不包括任何股息或於金融資產賺取之利息），是包含於綜合損益表內之未實現投資收益／（虧損）。

###### (ii) 持有至到期證券

持有至到期證券為非衍生工具之金融資產，並有固定或可釐定付款以及固定到期日的債務證券，而本集團及／或本公司有肯定能力及意向持有至到期。於首次確認後，持有至到期證券按有效利率計算的已攤銷成本減任何減值後記入財務狀況表（參看附註1(o)）。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (h) Investments in debt and equity securities (Continued)

###### (iii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At end of each reporting period subsequent to initial recognition, loans and receivables are carried at amortized cost using the effective interest method, less any identified impairment losses (see note 1(o)).

###### (iv) Available-for-sale securities

Investments in securities which do not fall into any of the above categories are classified as available-for-sale securities. Equity and debt securities held by the Group that are classified as available-for-sale and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of available-for-sale monetary financial assets relating to interest income calculated using the effective interest method and dividends on available-for-sale equity investments are recognised in income statement. Other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of fair value reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the fair value reserve is reclassified to profit or loss (see note 1(o)).

Investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognized in the statement of financial position at cost less impairment losses (see note 1(o)).

All regular way purchases or sales of investments in debt and equity securities are recognized and derecognized on a trade date basis.

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

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (h) 債務及股本證券投資 (續)

###### (iii) 貸款及應收款項

貸款及應收款項為附帶固定或可確定金額付款之非衍生金融資產，該等資產並非在交投活躍之市場掛牌。於首次確認後之每個報告期末，貸款及應收款項乃採用有效利率法按攤銷成本減任何已確定之減值後列賬（參看附註1(o)）。

###### (iv) 可供出售證券

未有分類為以上類別的證券投資，歸類為可供出售證券。由集團持有及在活躍市場交易，並已歸類為可供出售的債務及股本證券，於每個報告期末以其公允價值計量。可供出售貨幣性金融資產的賬面價值變動與按有效利率方法計算的利息及可供出售股本證券的股息有關的，於損益表內確認。其他可供出售證券的賬面價值變動於其他全面收益內確認及累計於公允價值儲備。當投資被出售或確認減值時，過往累計於公允價值儲備之收益或虧損，重新分類至損益表（參看附註1(o)）。

沒有活躍市場報價及其公允價值不能可靠地計量的股本證券投資，按成本減去減值後確認在財務狀況表內（參看附註1(o)）。

所有一般買賣之債務及股本證券投資皆以交易日基準確認及終止確認。

有效利率法乃計算金融資產之已攤銷成本及於相關期間攤分利息收入之方法。有效利率指按金融資產之預期可使用年期或較短期間內（如適用）實際折現估計未來現金收入（包括組成有效利率、交易成本及其他溢價或折價主要部份之已付或收到之全部費用）至金融資產初始確認時的賬面淨值之利率。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (i) Sales and repurchases/purchases and resale agreements

Securities sold under repurchase agreements represent short-term financing arrangements secured by the securities sold. The securities remain on the statement of financial position and a liability is recorded in respect of the consideration received. Interest is calculated based upon the effective interest method. The “securities sold under repurchase agreements” liabilities are carried in the statement of financial position at amortized cost. Conversely, securities purchased under resale agreements represent short-term lending arrangements secured by the securities purchased. The securities purchased are not recognized as financial assets on the statement of financial position and the consideration paid is recorded as “securities purchased under resale agreements” and carried in the statement of financial position at amortized cost. Interest is calculated using the effective interest method.

##### (j) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use.

Investment properties are stated in the statement of financial position at fair value. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognized in the income statement. Rental income from investment properties is accounted for as described in note 1(v)(iv).

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it was held under a finance lease, and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (i) 賣出回購／購入返售合約

賣出回購證券指以所出售的證券作抵押之短期財務安排。該等證券仍留在財務狀況表，並就所收取之代價記錄為負債。利息乃按有效利率方法計算。賣出回購證券負債是按已攤銷成本記入財務狀況表。相反，買入返售證券指以所購買的證券作抵押之短期借貸安排。該等證券不會於財務狀況表確認為金融資產，而已支付的代價會記入「買入返售證券」，並按已攤銷成本記入財務狀況表。利息乃按有效利率方法計算。

##### (j) 投資物業

土地及／或房屋若持有或以租約業權擁有，目的為賺取租金及／或實現資本增值為目的，列為投資物業。投資物業包括未明確日後用途之土地。

投資物業是以公允價值於財務狀況表列示。因公允價值變動或報廢或出售而產生的損益在損益表內確認。投資物業租金收入按附註1(v)(iv)所述計算。

集團是根據個別情況，把以經營租賃方式持有用作租金收入或資本增值（或二者皆是）的物業權益分類為投資物業。任何已歸類為投資物業的物業權益，當作持有融資租賃入賬。其他根據融資租賃租出的投資物業，採用同一會計政策入賬。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (k) Property and equipment

Property and equipment including buildings and leasehold land (classified as finance leases) held for use in supply of services, or for administrative purposes are stated at cost less subsequent accumulated depreciation and impairment losses (see note 1(o)).

Gains or losses arising from the retirement or disposal of an item of property and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognized in the income statement on the date of retirement or disposal.

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

- Land and buildings are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion.
- Other fixed assets 3 – 6 years

Where parts of an item of property and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

If an item of property and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognized in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (k) 物業及設備

物業及設備包括持有用於提供服務，或用於行政用途之樓宇及租賃土地（分類為融資租賃），乃按成本減後續累計折舊及累計減值列賬（參看附註1(o)）。

由報廢或出售物業及設備項目收益或虧損是按出售所得淨額與項目賬面金額之間的差額釐定，並於報廢或出售日在損益表內確認。

物業及設備折舊是根據下列分類，按預計可使用年期以直線法確認以沖銷其成本，減去其估計剩餘價值，如有：

- 土地及樓宇按尚餘租賃期及其估計可使用年期（以較短者為準）計提折舊，即於完成日期後不多於五十年。
- 其他固定資產 三至六年

倘某物業及設備項目之部份有不同可使用年期，該項目之成本須在各部份間按合理基準釐定，而各部份須分別計提折舊。資產及其剩餘價值之可使用年限（如有），須每年檢討。

當物業及設備項目因業主不再自用，證明其用途改變而成為投資物業時，該項目於轉撥當日之賬面金額及公允價值間任何差額於其他全面收益確認及累計於物業重估儲備內。日後出售或報廢該資產時，物業重估儲備將直接轉入保留溢利。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (l) Prepaid lease payments and buildings under construction

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

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

Properties in the course of construction for administrative purposes are carried at cost, less any recognized impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Group’s accounting policy. Such properties are classified to the appropriate categories of property and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

##### (m) Insurance debtors, other debtors and amounts due from group companies

Insurance debtors, other debtors and amounts due from group companies are initially recognized at fair value and thereafter stated at amortized cost using effective interest method less allowance for impairment (see note 1(o)), except where the receivables are interest-free or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (l) 預付租賃付款及發展中的樓宇

倘租賃包括土地及樓宇部份，則本集團根據對各部份之擁有權所附帶之絕大部份風險及回報是否已轉讓予本集團之評估，獨立將各部份分類評估為財務或經營租賃，除兩部份明顯為經營租賃，在該情況下，則整項租賃被歸類為經營租賃。具體而言，最低租賃付款（包括任何一次過預付款項）乃按租賃土地部份及樓宇部份於租約開始時之租賃權益相對公允價值比例於土地及樓宇部份之間分配。

倘能可靠分配租賃付款，作為營運租賃入賬之租賃土地權益於綜合財務狀況表內呈列為「預付租賃付款」並按直線法於租賃期內攤銷，被歸類為並作為投資物業及以公允價值模式列賬的則除外。當租賃付款未能於土地及樓宇部份之間可靠分配時，整份租約一般分類為融資租約並作為物業及設備入賬。

用作行政用途的在建物業乃以成本減任何已確認減值列賬。成本包括專業費及就合資格資產根據本集團會計政策撥充資本之借貸成本。該物業竣工後並可作其擬定用途時分類至物業及設備之適當類別。該等資產於可作其擬定用途時開始折舊，所按之基準與其他物業資產相同。

##### (m) 保險客戶應收賬款、其他應收賬款及應收集團內公司款項

保險客戶應收賬款、其他應收賬款及應收集團內公司款項在最初產生時以公允價值確認，其後按有效利率計算的已攤銷成本減去減值入賬（參看附註1(o)）。然而，如應收賬款是無息或折算現值後的影響不大，則按成本減去減值入賬。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (n) Insurance creditors and amounts due to group companies

Insurance creditors and amounts due to group companies are initially recognized at fair value and thereafter stated at amortized cost using effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

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

##### (o) Impairment of assets

###### (i) Impairment of financial assets other than those at fair value through profit or loss

Financial assets other than those at fair value through profit or loss are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganization;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (n) 保險客戶應付賬款及應付集團內公司款項

保險客戶應付賬款及應付集團內公司款項在最初產生時以公允值確認，其後按有效利率計算已攤銷成本入賬。然而，如折算現值後的影響不大，則按成本入賬。

有效利率法乃計算金融負債之已攤銷成本及於相關期間分攤利息成本之方法。有效利率指按金融負債之預期可使用年期或較短期間內（如適用）實際折現估計未來現金付款至負債初始確認時的賬面淨值之利率。

##### (o) 資產減值

###### (i) 除通過損益以反映公允價值外之金融資產減值

除通過損益以反映公允價值外之金融資產於每年報告期末檢討，以釐定有否客觀證據可以證明需要減值。減值之客觀證據包括集團注意到以下一項或多項虧損事項之可觀察數據：

- 債務人有重大財務困難；
- 違反合約，如拖欠償還利息或本金；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響；及
- 股本工具投資之公允價值大幅或長期下跌至低於其成本值。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (o) Impairment of assets (Continued)

###### (i) Impairment of financial assets other than those at fair value through profit or loss (Continued)

If any such evidence exists, any impairment loss is determined and recognized as follows:

- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities are not reversed in subsequent periods.
- For insurance and other debtors and other financial assets carried at amortized cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognized, the previously recognised impairment loss is reversed through the income statement to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

- For available-for-sale securities, the cumulative loss that has been recognized directly in other comprehensive income and accumulated in fair value reserve is removed from fair value reserve and is recognized in the income statement when the available-for-sale securities are disposed of or are determined to be impaired. The amount of the cumulative loss that is recognized in the income statement is the excess of the acquisition cost (net of any principal repayment and amortization) over the current fair value, less any impairment loss on that asset previously recognized in the income statement.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (o) 資產減值 (續)

###### (i) 除通過損益以反映公允價值外之金融資產減值 (續)

如任何此等證據存在，任何減值根據下列方法釐定及確認：

- 就按成本列賬的無報價股本證券而言，如果折算現值的影響重大，減值將按金融資產的賬面值及估計未來現金流根據相同金融資產的現時市場回報率折算後之現值，以兩者之差額計算。股本證券的減值並不會於往後期間被撥回。
- 就按攤銷成本列賬的保險及其他應收賬款及其他金融資產而言，如果折算現值的影響重大，減值按金融資產的賬面值及以原有有效利率（即該資產在初始確認時計算之有效利率）估計未來現金流折算為現值，以兩者之差額計算。

若在較後期間，減值的金額減少而該減少是可客觀地與撇銷後發生的事件有關連，往年確認之減值沖回損益表內，減值沖回的金額不能超過假設該資產於往年從來未有確認減值的賬面值。

- 就可供出售證券而言，當可供出售證券被出售或確定已減值，已直接確認在其他全面收益及累計於公允價值儲備內的累積虧損將被剔除，並於損益表內確認。須於損益表內確認累積虧損之金額，是購入成本（減去任何本金償還及攤銷）超出現時公允價值之差額，再減去往年已於損益表內確認的減值。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (o) Impairment of assets (Continued)

###### (i) Impairment of financial assets other than those at fair value through profit or loss (Continued)

Impairment losses recognized in the income statement in respect of available-for-sale equity securities are not reversed through the income statement. Any subsequent increase in the fair value of such assets is recognized directly in other comprehensive income and accumulated in fair value reserve.

Impairment losses in respect of available-for-sale debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognized. Reversals of impairment losses in such circumstances are recognized in the income statement.

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

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of insurance and other debtors, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognized in income statement. When an insurance or other debtor is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to income statement.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (o) 資產減值 (續)

###### (i) 除通過損益以反映公允價值外之金融資產減值 (續)

有關可供出售股本證券的已確認減值是不能沖回損益表。其後該資產之公允價值增加須直接在其他全面收益內確認及累計於公允價值儲備。

就可供出售債務證券而言，如其後該資產之公允價值增加，而該增加是可客觀地與確認減值後發生的事件有關連，減值可沖回。在此情況下，沖回減值於損益表內確認。

- 就若干類別之金融資產（如保險及其他應收賬款）而言，並無個別被評估為已減值之資產隨後將按組合基準評估減值。應收款組合減值之客觀證據可包括本集團之過往收款經驗、組合內延遲還款至超逾平均信貸期之次數增加，以及與應收款逾期有關之國家或地方經濟狀況明顯改變。

除保險及其他應收賬款之賬面值通過計提撥備削減外，所有金融資產之賬面值均直接按減值予以削減。撥備賬面值之變動於損益表內確認。當一項保險客戶及其他應收款被認為不可收回，其將從撥備撇銷。隨後追回以前撇銷之款項計入損益表。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (o) Impairment of assets (Continued)

###### (ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired:

- property and equipment;
- reinsurers' share of insurance contract provisions;
- investments in subsidiaries and associates;
- intangible asset; and
- goodwill.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for intangible asset and goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

###### (i) Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

###### (ii) Recognition of impairment losses

An impairment loss is recognized in the income statement whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (o) 資產減值 (續)

###### (ii) 其他資產減值

於各報告期末均會審閱內部及外部資料，以衡量下列資產有否出現減值：

- 物業及設備；
- 分保公司應佔保險合約準備；
- 附屬及聯營公司投資；
- 無形資產；及
- 商譽。

如任何此等徵兆存在，須估計該資產的可收回金額。此外，不論是否有任何減值迹象，每年亦會估計無形資產及商譽的可收回額。

###### (i) 計算可收回金額

資產的可收回金額以其公允價值減去銷售成本和使用價值兩者中的較高數額為準。在評估使用價值時，以除稅前折讓率將估計未來現金流量折讓至現值。該折讓率是反映市場當時所評估的貨幣時間價值和該資產的獨有風險。如果資產所產生的現金流入基本上不獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產類別（即現金產生單位）來釐定可收回金額。

###### (ii) 減值之確認

當資產或其所屬的現金生產單位的賬面值超過可收回金額時，須於損益表內確認減值。有關確認現金生產單位減值時，首先減低分配予現金生產單位（或其單位組別）之商譽賬面值，其後再按比例減低在該單位（或其單位組別）其他資產的賬面值，但該資產的賬面值不可低過其個別公允價值減出售成本或使用值（如可確定的話）。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (o) Impairment of assets (Continued)

###### (ii) Impairment of other assets (Continued)

###### (iii) Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognized in prior years. Reversals of impairment losses are credited to the income statement in the year in which the reversals are recognized.

##### (p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

##### (q) Interest-bearing borrowings

Interest-bearing borrowings are recognized initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between the amount initially recognized and redemption value being recognized in the income statement over the period of the borrowings using the effective interest method.

##### (r) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (o) 資產減值 (續)

###### (ii) 其他資產減值 (續)

###### (iii) 減值沖回

除商譽外的有關資產，如在用來釐定可收回金額的估計發生有利的變化，則減值會被沖回。商譽的減值不可沖回。

減值沖回只局限至該資產的賬面值，猶如從未於往年年度確認該等減值。減值沖回在被確認的年度計入損益表。

##### (p) 現金及現金等價物

現金及現金等價物包括銀行及庫存現金、存置於銀行及其他金融機構之即時存款、可隨時兌換作已知現金金額的短期且有高度流動性的投資，該等投資的到期日為其收購日期起三個月內，且受輕微價值變動的風險所影響。於要求時償還的銀行透支組成本集團的現金管理的一部份，亦就綜合現金流量表而計入現金及現金等價物一部份。

##### (q) 需付息借款

需付息借款在最初確認時按公允價值減去應佔交易費用。最初確認後，須付息借款按攤銷成本列賬，而最初確認數額與贖回價值之差額，按有效利率方法計算於借款期內在損益表中確認。

##### (r) 短期僱員福利及已訂定退休供款計劃供款

與僱員所提供的服務有關的薪金、年度花紅、有薪假期、已訂定退休供款計劃供款及非金錢利益的成本均累計在年度內。倘有任何遞延付款或還款而帶有重大影響，則該等金額乃以其現值列賬。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (s) Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

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

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (s) 利得稅

利得稅支出指當期應付稅項及遞延稅項總和。

當期應付稅項按年內應課稅溢利計算。由於應課稅溢利不包括其他年度的應課稅或可扣稅收入或開支項目，亦不包括毋須課稅或不可扣稅之項目，故與綜合損益表所列溢利不同。本集團當期稅項負債按於報告期末有規定或已有頒令實施之稅率計算。

遞延稅項就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之間的暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，遞延稅項資產於應課稅溢利可能用作扣減可扣減暫時差額時確認。倘商譽或由初次確認不影響應課稅溢利或會計溢利之交易（業務合併除外）之其他資產及負債產生暫時差額，有關資產及負債不予確認。

遞延稅項負債乃就附屬公司及聯營公司之投資產生之暫時應課稅項差異予以確認，惟若本公司能夠控制暫時差異之撥回而短期差異有可能於可見未來不能撥回則除外。遞延稅項資產於可能有足夠應課稅溢利可用作抵銷該投資及利益有關之可扣減暫時差異的情況下確認，暫時差異預期於可預見未來撥回。

遞延稅項資產之賬面值於各報告期末審閱，並於不再可能有足夠應課稅溢利以收回全部或部份資產時減少。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (s) Income tax (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax liabilities and deferred tax assets of such investment properties are measured in accordance with the above general principles set out in HKAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

Current and deferred tax is recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax is also recognized in other comprehensive income or directly in equity respectively. When current tax or deferred tax arises from initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

##### (t) Provisions and contingent liabilities

Provisions are recognized when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (s) 利得稅 (續)

遞延稅項資產及負債乃根據報告期末已制訂或實質制訂之稅率(及稅法)，按資產變現或負債清償期間之預期適用稅率計算。遞延稅項負債及資產之計量反映出倘按本集團預期於報告期末收回或結算其資產及負債賬面值計算的稅項結果。

就採用公允價值模式計量的投資物業之遞延稅項負債或遞延稅項資產而言，除非假設不成立，否則該等物業的賬面值假設可透過銷售收回。當投資物業可予折舊及在業務目標是隨時間而消耗投資物業所含有的絕大部分經濟利益的業務模式(而非透過出售)持有時，有關假設會不成立。倘有關假設不成立，則上述投資物業的遞延稅項負債及遞延稅項資產根據香港會計準則第12號所載的上述一般原則計量(即根據將如何收回有關物業的預期方式)。

當期及遞延稅項確認於損益，惟倘遞延稅項與於其他全面收益或直接於權益確認之項目有關，則當期及遞延稅項亦分別於其他全面收益或直接於權益中處理。當當期或遞延稅項乃因業務合併的初次會計處理而產生，稅項影響將包含於業務合併的會計處理內。

##### (t) 準備及或然負債

若本集團須就過往事件而承擔現有責任，及本集團有可能須結付該項責任，而該項責任的金額能可靠地計量，即會確認撥備。撥備乃根據報告期末結付現行責任所須代價之最佳估算釐定，並已計及履行責任之風險及不明朗因素。倘撥備按履行現行責任估計所需之現金流量計量，則其賬面值為有關現金流量之現值(如影響重大)。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (t) Provisions and contingent liabilities (Continued)

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

##### (u) Equity instruments

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

##### (v) Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognized in the income statement as follows:

###### (i) Gross premiums written from insurance contracts

The accounting policies for the recognition of revenue from insurance contracts are disclosed in note 1(d).

###### (ii) Policy fee income

Fees from investment contracts or investment components of insurance contracts are recognized in the period in which the services are provided.

###### (iii) Commission income

Commission income is recognized as revenue when received or receivable from reinsurers.

###### (iv) Rental income from operating leases

Rental income receivable under operating leases is recognized in the income statement in equal installments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognized in the income statement as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognized as income in the accounting period in which they are earned.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (t) 準備及或然負債 (續)

倘若含有經濟效益的資源外流的可能性不大，或是無法對有關數額作出可靠的估計，便會將該義務披露為或然負債；但假如這類資源外流的可能性極低則除外。須視乎某宗或多宗未來事件是否發生才能確定存在與否的潛在義務，亦會披露為或然負債；但假如這類資源外流的可能性極低則除外。

##### (u) 股本工具

本公司發行之股本工具按已收所得款項扣除直接發行成本入賬。

##### (v) 收入確認

收入是在經濟效益預期會流入本集團，以及能夠可靠地計算收入和成本（如適用）時，根據下列方法在損益表中確認：

###### (i) 保險合約毛承保保費

有關確認保險合約收益的會計政策，詳情載於附註1(d)。

###### (ii) 保單費收入

投資合約或保險合約投資部份的費用在提供服務期間確認。

###### (iii) 佣金收入

佣金收入在從再保險商收到及應收款項時確認為收入。

###### (iv) 經營租賃的租金收入

經營租賃的應收租金收入於相關租賃期的會計期間內，以等額方式在損益表內確認，除非另有基準能更清楚地反映源自運用租賃資產的利益模式。經營租賃協議涉及的激勵機制在損益表內列作應收租賃淨付款總額的一部份。或然租金在產生的會計期間內確認為收入。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (v) Revenue recognition (Continued)

###### (v) Income from asset management, insurance intermediary and pension businesses

Income from asset management, insurance intermediary and pension businesses are recognized when the service is rendered.

###### (vi) Dividends

Dividend income from investments is recognized when the shareholder's right to receive payment is established.

###### (vii) Interest income

Interest income is recognized as it accrues using the effective interest method.

##### (w) Translation of foreign currencies

Foreign currency transactions during the year are translated into the functional currencies of respective entities in the Group at the exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currencies of respective entities in the Group at the exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognized in the income statement.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated into the functional currencies of respective entities in the Group using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated into the functional currency of respective entities in the Group using the foreign exchange rates ruling at the dates the fair value was determined. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognized directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (v) 收入確認 (續)

###### (v) 資產管理、保險中介及養老保險業務的收入

資產管理、保險中介及養老保險業務的收入在提供服務時確認。

###### (vi) 股息

投資的股息收入在股東收取款項的權利確立時確認。

###### (vii) 利息收入

利息收入乃按有效利率方法累計確認。

##### (w) 外幣換算

年內的外幣交易按交易日的匯率換算為本集團內有關實體公司的功能貨幣。以外幣為單位的貨幣性資產及負債則按報告期末的匯率換算為本集團內有關實體公司的功能貨幣。匯兌收益及虧損均已記錄在損益表內。

按歷史成本以外幣計值之非貨幣資產及負債按交易日之匯率換算為本集團內有關實體公司的功能貨幣。以外幣計值並以公允值列賬之非貨幣資產與負債按釐定公允值當日之外幣匯率換算為本集團內有關實體公司的功能貨幣。因重新換算以公允價值列賬的非貨幣項目而產生之匯兌差額包含於當期的損益，惟倘若有關損益直接確認於其他全面收益的非貨幣項目而產生之匯兌差額，則有關匯兌差額亦直接於其他全面收益確認。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (w) Translation of foreign currencies (Continued)

The results of operations outside Hong Kong are translated into the Group's presentation currency (i.e. Hong Kong dollars) at approximately the average exchange rates for the year. Statement of financial position items are translated into Hong Kong dollars at the foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognized directly in a separate component of equity.

On the disposal of an operation outside Hong Kong (i.e. a disposal of the Group's entire interest in an operation outside Hong Kong, or a disposal involving loss of control over a subsidiary that includes an operation outside Hong Kong, or a disposal involving loss of significant influence over an associate that includes an operation outside Hong Kong), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal that does not result in the Group losing control over a subsidiary that includes an operation outside Hong Kong, the proportionate share of accumulated exchange differences are reattributed to non-controlling interests and are not recognized in profit or loss. For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

##### (x) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

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

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (w) 外幣換算 (續)

香港以外業務業績按大約相等於年內平均匯率折算為本集團之呈報貨幣，(即港元)。財務狀況表項目按報告期末之匯率折算為港元。產生之匯兌差額直接在股東權益內以一獨立組成部份確認。

出售香港以外業務(例如出售集團香港以外業務的全部利益，或涉及失去一間附屬公司控制權之出售(當中包括香港以外業務)，或涉及對一間聯營公司失去重大影響之出售(當中包括香港以外業務))，有關該業務本公司股東應佔所有累計於權益之匯兌差額，重新分類至損益。另外，部份出售但未導致集團失去控制權的附屬公司(當中包括香港以外業務)，其累計匯兌差額按相應比例計入非控股股東權益，而不計入損益。其他部份出售(例如部份出售不會導致集團失去重大影響、聯合控制的聯營公司權益)，按比例將累計匯兌差額重新分類至損益。

##### (x) 借款費用

購買、興建或生產合資格資產(即需經一段長時間方能作擬定用途或出售之資產)而直接產生之借款費用一律列入該資產之成本，直至資產之大部份已可作擬定用途或出售時為止。

特定借款用於合資格資產之前作為短暫投資所賺取之投資收入於符合資本化之借款費用中扣除。

所有其他借款費用在實際產生費用之時確認於損益。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (y) Leasing

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

##### *The Group as lessor*

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

##### *The Group as lessee*

Assets held under finance leases are recognized as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Group's policy on borrowing costs (see the accounting policy above). Contingent rentals are recognized as an expense in the period in which they are incurred.

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

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

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (y) 租賃

倘租約條款將擁有權之絕大部份風險及回報轉歸承租人所有時，有關租賃將列作融資租賃。所有其他租賃列作經營租賃。

##### *本集團作為出租人*

經營租賃之租金收入乃按相關租賃年期以直線法於損益確認。於協商及安排經營租賃時引致之初步直接成本乃加至租賃資產之賬面值，並按租期以直線法確認為開支。

##### *本集團作為承租人*

根據融資租賃持有之資產按租賃開始時之公允價值或（倘為較低者）按最低租賃付款之現值確認為本集團之資產。出租人之相應負債於綜合財務狀況表列作融資租賃承擔。租賃付款按比例於融資費用及減少租賃承擔之間作出分配，從而使該等負債應付餘額之息率固定。融資費用按租期直接於綜合損益表中扣除，以使該等負債於各會計期間之餘額維持基本固定之費率。財務費用確認於損益，而直接有關合資格資產的財務費用，則根據本集團對借款費用的政策（參看上述的會計政策）。或然租金於所產生之期間內列作開支。

經營租賃付款乃按租賃年期以直線法確認，除有其他系統化基準更能反映租賃資產所產生的經濟利益。經營租賃的或然租金於所產生之期間內列作開支。

當訂立經營租賃時收到租賃優惠時，該等優惠被確認為負債。各項優惠以直線法遞減經營性租賃支出確認。除有其他系統化基準更能反映租賃資產所產生的經濟利益。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (z) Share based payment transactions

###### (i) Share Option Scheme and Share Award Scheme

The fair value of share options and awarded shares granted to employees in an equity-settled share based payment transaction is recognized as an employment cost with a corresponding increase in the employee share-based compensation reserve within equity. In respect of share options, the fair value is measured at grant date using the Black Scholes pricing model, taking into account the terms and conditions upon which the options were granted. In respect of awarded shares, the fair value is based on the closing price at the grant date. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options and awarded shares, the total estimated fair value of the share options and awarded shares is spread over the vesting period, taking into account the probability that the share options and awarded shares will vest.

During the vesting period, the number of share options and awarded shares that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognized in prior years is charged/credited to the income statement for the year of the review, with a corresponding adjustment to the employee share-based compensation reserve. On vesting date, the amount recognized as an expense is adjusted to reflect the actual number of share options and awarded shares that vest (with a corresponding adjustment to the employee share-based compensation reserve).

The equity amount for the share options is recognized in the employee share-based compensation reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (z) 以股份為本支付之交易

###### (i) 認股權計劃及股份獎勵計劃

於股本償本之股份為本交易賦予員工的認股權及獎授股份之公允價值被確認為員工成本，並在股東權益內的以股份為本之僱員補償儲備作相應的增加。有關認股權之公允價值乃採用 Black Scholes 認股權定價模式，按認股權授予日及授予認股權的條款而計算。至於獎授股份方面，其公允價值是已支付之代價。當僱員須符合歸屬期條件才可無條件享有該等認股權及獎授股份，認股權及獎授股份的預計公允價值總額在歸屬期內攤分入賬，並已考慮認股權及獎授股份歸屬的或然率。

估計可歸屬認股權及獎授股份的數目須在歸屬期內作出檢討。任何已在往年確認的累積公允價值調整須在檢討期內的損益表支銷或回撥，並在以股份為本之僱員補償儲備作相應調整。在歸屬日，確認為支出之金額按歸屬認股權及獎授股份的實際數目作調整（並在以股份為本之僱員補償儲備作相應調整）。

屬認股權的權益金額在以股份為本之僱員補償儲備確認，直至當認股權被行使時（轉入股份溢價），或當認股權之有效期屆滿時（轉入保留溢利）。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Significant Accounting Policies (Continued)

##### (z) Share based payment transactions (Continued)

###### (ii) Shares held for Share Award Scheme

Where the shares of the Company are acquired under the Share Award Scheme, the consideration paid, including any directly attributable incremental costs, is presented as “Shares held for Share Award Scheme” and deducted from total equity.

When the awarded shares are transferred to the awardees upon vesting, the related weighted average cost of the awarded shares vested are credited to “shares held for Share Award Scheme”, and the related employment costs of the awarded shares vested are debited to the employee share-based compensation reserve. The difference between the related weighted average cost and the related employment costs of the awarded shares is transferred to retained profits.

Where the shares held for Share Award Scheme are revoked and the revoked shares are disposed of, the related gain or loss is transferred to retained profits, and no gain or loss is recognized in the income statement.

Where the cash or non-cash dividend distribution is declared in respect of the shares held for Share Award Scheme, the cash or fair value of the non-cash dividend is transferred to retained profits, and no gain or loss is recognized in the income statement.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 主要會計政策 (續)

##### (z) 以股份為本支付之交易 (續)

###### (ii) 為股份獎勵計劃而持有之股份

倘根據股份獎勵計劃下購入的公司股份，已支付之代價，包括所有直接有關的增量成本，被提出作為「為股份獎勵計劃而持有之股份」並從總權益中扣除。

當獎授股份於歸屬時轉至獲獎授人時，有關已歸屬獎授股份的加權平均成本計入「為股份獎勵計劃而持有之股份」的貸方及有關的員工成本計入以股份為本之僱員補償儲備借方。有關加權平均成本及有關獎勵計劃的員工成本之差額轉入保留溢利。

當取消為股份獎勵計劃而持有之股份時，取消之股份將出售有關損益轉入保留溢利，損益表不確認任何損益。

當為股份獎勵計劃而持有之股份宣派現金或非現金股息，分派之現金或非現金股息之公允價值轉入保留溢利，損益表不確認任何損益。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Changes in Accounting Policies and Restatement

In the current year, the Group has applied the following new and revised Hong Kong Financial Reporting Standards (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

Amendments to HKAS 12  
香港會計準則第12號之修訂

Amendments to HKAS 1

香港會計準則第1號之修訂

Amendments to HKFRS 7  
香港財務報告準則第7號之修訂

Deferred Tax – Recovery of Underlying Assets  
遞稅稅項－恢復潛在的資產

Presentation of Financial Statements (as part of the Annual Improvements to HKFRSs 2009-2011 Cycle issued in June 2012)  
財務報表呈報 (於二零一二年六月頒布的二零零九年至二零一一年度之香港報告準則之改進的一部份)

Financial Instrument Disclosures – Transfers of Financial Assets  
金融工具披露－金融資產的轉移

Except as described below, the application of the new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

#### Amendments to HKAS 12 Deferred Tax – Recovery of Underlying Assets

Under the amendments to HKAS 12 Deferred Tax: Recovery of Underlying Assets, investment properties that are measured using the fair value model in accordance with HKAS 40 “Investment Property” are presumed to be recovered entirely through sale for the purposes of measuring deferred taxes, unless the presumption is rebutted in certain circumstances.

The Group measures its investment properties using the fair value model. As a result of the application of the amendments to HKAS 12, the directors reviewed the Group’s investment property portfolios and concluded that all investment properties of the Group located in Hong Kong are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, and that the presumption set out in the amendments to HKAS 12 is not rebutted with respect to those properties located in Hong Kong. For those investment properties of the Group located in the PRC, they are depreciable and are held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale, and therefore the presumption is rebutted.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 會計政策改變及重列

本年度，本集團已應用下列由香港會計師公會頒布之新及經修訂香港財務報告準則。

除以下所述外，於本年度的新及經修訂香港財務報告準則對本集團於本年及往年度的財務表現及狀況及／或於此等綜合財務報表所載列的披露並無重大影響。

#### 香港會計準則第12號之修訂遞延稅項－恢復潛在的資產

根據香港會計準則第12號之修訂遞延稅項：恢復潛在的資產指出，根據香港會計準則第40號投資物業中以公允價值模式計量的投資物業，其遞延稅項會假設投資物業將可透過出售全數收回而計量，除非有相當的事實使此假設不成立。

本集團運用公允價值模式計量其投資物業。由於應用香港會計準則第12號之修訂，董事對本集團的投資物業組合進行審閱並得出本結論，認為本集團全部在香港的投資物業並非以隨時間消耗投資物業內之絕大部份經濟利益之業務模式而持有，所以有關該等物業在香港會計準則第12號之修訂的假設並沒有被推翻。本集團若干在中國的投資物業，此等物業是可折舊的並是隨時間消耗投資物業內之絕大部份經濟利益，而不是通過出售，因此以上假設並不成立。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Changes in Accounting Policies and Restatement (Continued)

##### Amendments to HKAS 12 Deferred Tax – Recovery of Underlying Assets (Continued)

As a result of the application of the amendments to HKAS 12, the Group does not recognize any deferred taxes on changes in fair value of the Group's investment properties located in Hong Kong as the Group is not subject to any income taxes on disposal of its investment properties. Previously, the Group recognized deferred taxes on changes in fair value of investment properties on the basis that the entire carrying amounts of the properties were recovered through use.

The directors consider that the impact of the adoption of the amendments to HKAS 12 is insignificant for prior years and current period, and accordingly, the amendments to HKAS 12 have not been applied retrospectively and cumulative effects have been recognized in current year's profit or loss.

##### Amendments to HKAS 1 Presentation of Financial Statements (as part of the Annual Improvements to HKFRSs 2009-2011 Cycle issued in June 2012)

Various amendments to HKFRSs were issued in June 2012, the title of which is *Annual Improvements to HKFRSs (2009-2011 Cycle)*. The effective date of these amendments is annual periods beginning on or after 1 January 2013.

In current year, the Group has applied for the first time the amendments to HKAS 1 in advance of the effective date (annual periods beginning on or after 1 January 2013).

HKAS 1 requires an entity that changes accounting policies retrospectively, or makes a retrospective restatement or reclassification to present a statement of financial position as at the beginning of the preceding period (third statement of financial position). The amendments to HKAS 1 clarify that an entity is required to present a third statement of financial position only when the retrospective application, restatement or reclassification has a material effect on the information in the third statement of financial position and that related notes are not required to accompany the third statement of financial position.

In the current year, the Group changed the accounting policy in relation to the method of computation of unearned premium provisions (see below), which has resulted in a material effect on the information in the consolidated statement of financial position as at 1 January 2011. In accordance with the amendments to HKAS 1, the Group has therefore presented a third statement of financial position as at 1 January 2011 with the related notes.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 會計政策改變及重列 (續)

##### 香港會計準則第12號之修訂遞延稅項-恢復潛在的資產 (續)

因此，在應用香港會計準則第12號之修訂時，由於本集團在出售其投資物業時毋須繳納任何的所得稅，本集團並沒有於在香港的投資物業的公允價值變動確認任何遞延稅項。在此之前，由於整個物業的賬面值是通過使用而收回，因此本集團就投資物業的公允價值變動確認遞延稅項。

各董事認為採納修訂的香港會計準則第12號對往前年度及本財務期所產生的影響並不重大，因此，香港會計準則第12號的修訂並沒有追溯應用及其累計影響已於本年的損益內確認。

##### 香港會計準則第1號之修訂財務報表呈報 (於二零一二年六月頒布的二零零九年至二零一一年度之香港報告準則之改進的一部份)

於二零一二年六月所頒布對香港財務報告準則之各項修訂，題為*香港財務報告準則(2009至2011週期)*之年度改進。該等修訂之生效日期為二零一三年一月一日或以後開始起之年期。

於本年度，本集團首次在香港會計準則第1號之修訂本生效日期(二零一三年一月一日或以後開始起之年期)前應用香港會計準則第1號之修訂本。

香港會計準則第1號要求企業追溯會計政策變動，或作出追溯重列或對於往前期間之期初(第三財務狀況表)所呈報財務狀況表重新歸類。香港會計準則第1號之修訂本澄清，僅在追溯應用、重報或重新歸類對第三財務狀況表之資料有重大的影響之情況下，企業才會被要求呈報第三財務狀況表，而相關附註並不需要附隨第三財務狀況表呈報。

於本年度，本集團變更有關未到期責任準備金的計算方法的會計政策(見下方)，導致對本綜合財務報表於二零一一年一月一日之財務狀況表內之資料有重大影響。根據香港會計準則第1號之修訂本，本集團呈報於二零一一年一月一日第三財務狀況表連同相關附註。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Changes in Accounting Policies and Restatement (Continued)

##### Amendments to HKFRS 7 – Disclosures – Transfers of Financial Assets

The Group has applied for the first time the amendments to HKFRS 7 *Disclosures – Transfers of Financial Assets* in the current year. The amendments increase the disclosure requirements for transactions involving the transfer of financial assets in order to provide greater transparency around risk exposures when financial assets are transferred.

The Group entered into repurchase agreements with an entity to sell held-to-maturity securities and available-for-sale securities subject to a master agreement to repurchase these securities at the agreed dates and prices. As the Group has not transferred the significant risks and rewards relating to these held-to-maturity securities and available-for-sale securities, it continues to recognise the full carrying amounts of the held-to-maturity securities and available-for-sale securities, and has recognised the cash received on the transfer as financial assets sold under repurchase agreements. The relevant disclosures have been made regarding the transfer of these held-to-maturity securities and available-for-sale securities, upon application of the amendments to HKFRS 7 (see Note 36).

##### Computation of Unearned Premium Provisions

In the current year, there is a change in the accounting policy in relation to the method of computation of unearned premium provisions for Reinsurance Business. In prior years, the acquisition costs of the reinsurance contracts were fully charged to profit or loss when the reinsurance contracts were entered into during the period. Under the new accounting policy, the acquisition costs of the reinsurance contracts are deferred and amortized throughout the coverage period of the reinsurance contracts in order to match with the recognition of premiums written. Such deferred acquisition costs are directly deducted from the unearned premium provisions at the end of each reporting period. After the change, the method of computation of unearned premium provisions of the Reinsurance Business will be consistent with other insurance business of the Group and be more comparable with other industry players to provide the best estimation of insurance liabilities.

### 1 主要會計政策、會計政策改變及重列 (續)

#### 會計政策改變及重列 (續)

##### 香港財務報告準則第7號之修訂金融工具披露 – 金融資產的轉移

本年度，本集團已首次應用香港財務報告準則第7號之修訂金融工具披露 – 金融資產的轉移。此修訂增加對金融資產轉移交易之披露要求，為已轉移金融資產的風險提供更高透明度。

本集團已與一家公司訂立回購協議出售持有至到期日證券及可供出售證券，並在主協議所約定的日期和價格購回這些證券。由於本集團並沒有把與此等持有至到期日及可供出售證券有關的重大風險及回報轉移，因此繼續確認持有至到期日及可供出售證券的全數賬面值，並把轉讓所收到的現金為賣出回購金融資產。有關此等持有至到期日及可供出售證券轉讓的相關披露，已應用對香港財務報告準則第7號的修訂（見附註36）。

##### 計算未到期責任準備金

於本財務期內，再保險業務有關未到期責任準備金的計算方法出現會計政策改變。在往年年度，期內簽訂的再保險合約，其展業成本全數計入當期損益。在新的會計政策下，再保險合約的展業成本將遞延並按再保險合約的覆蓋期間攤銷，以對應確認的承保保費。於各報告期末，該遞延展業成本直接從未到期責任準備金扣除。變更後的再保險業務未到期責任準備金計算方法將於本集團其他保險業務及與其他同業保持一致，並提供保險負債的最佳估計。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Changes in Accounting Policies and Restatement (Continued)

##### Computation of Unearned Premium Provisions (Continued)

The effects of the change in accounting policy on the results for the year ended 31 December 2012 are as follows:

		2012 二零一二年 \$'000 千元
Decrease in change in unearned premium provisions, net of reinsurance	減少未到期責任準備金變化，減再保險	47,559
Increase in profit for the year	本年度溢利增加	47,559
<b>Attributable to:</b> Owners of the Company	<b>應佔：</b> 本公司股東權益	<b>47,559</b>

The effects of the change in accounting policy on the financial position of the Group as at 31 December 2012 are as follows:

		2012 二零一二年 \$'000 千元
Decrease in reinsurers' share of insurance contract provisions	減少分保公司應佔保險合約準備	(60,952)
Decrease in unearned premium provisions	減少未到期責任準備金	263,455
Increase in net assets	資產淨值增	202,503
<b>Attributable to:</b> Owners of the Company	<b>應佔：</b> 本公司股東權益	<b>202,503</b>

### 1 主要會計政策、會計政策改變及重列 (續)

#### 會計政策改變及重列 (續)

##### 計算未到期責任準備金 (續)

變更會計政策對截至二零一二年十二月三十一日止年度業績之影響如下：

		2012 二零一二年 \$'000 千元
Decrease in change in unearned premium provisions, net of reinsurance	減少未到期責任準備金變化，減再保險	47,559
Increase in profit for the year	本年度溢利增加	47,559
<b>Attributable to:</b> Owners of the Company	<b>應佔：</b> 本公司股東權益	<b>47,559</b>

變更會計政策對本集團於二零一二年十二月三十一日的財務狀況影響如下：

		2012 二零一二年 \$'000 千元
Decrease in reinsurers' share of insurance contract provisions	減少分保公司應佔保險合約準備	(60,952)
Decrease in unearned premium provisions	減少未到期責任準備金	263,455
Increase in net assets	資產淨值增	202,503
<b>Attributable to:</b> Owners of the Company	<b>應佔：</b> 本公司股東權益	<b>202,503</b>



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Changes in Accounting Policies and Restatement (Continued)

The effects of the above change in accounting policy on the consolidated income statement for the year ended 31 December 2011 are summarized below:

### 1 主要會計政策、會計政策改變及重列 (續)

#### 會計政策改變及重列 (續)

上述之會計政策改變對截至二零一一年十二月三十一日止年度之綜合損益表的影響概述如下：

		31 December 2011 截至2011年 12月31日 止年度 (Originally stated) (原本呈列) \$'000 千元	Adjustment 調整 \$'000 千元	31 December 2011 截至2011年 12月31日 止年度 (Restated) (重列) \$'000 千元
<b>Income</b>	<b>收入</b>			
Gross premiums written and policy fees	毛承保保費及保單費收入	50,098,038	-	50,098,038
Less: Premiums ceded to reinsurers and retrocessionaires	減：保費之再保份額及轉分份額	(1,968,198)	-	(1,968,198)
Net premiums written and policy fees	淨承保保費及保單費收入	48,129,840	-	48,129,840
Change in unearned premium provisions, net of reinsurance	未到期責任準備金變化，減再保險	(520,838)	52,328	(468,510)
Net earned premiums and policy fees	已賺取保費及保單費收入淨額	47,609,002	52,328	47,661,330
Net investment income	淨投資收入	5,747,722	-	5,747,722
Net realized investment gains	已實現投資收益淨額	66,275	-	66,275
Net unrealized investment losses and impairment	未實現投資虧損及減值淨額	(617,429)	-	(617,429)
Other income	其他收入	343,315	-	343,315
Other gains	其他收益	20,082	-	20,082
Total income	收入總額	53,168,967	52,328	53,221,295
<b>Benefits, losses and expenses</b>	<b>給付、賠款及費用</b>			
Net policyholders' benefits	保單持有人利益淨額	(11,887,493)	-	(11,887,493)
Net commission expenses	佣金支出淨額	(4,408,989)	-	(4,408,989)
Administrative and other expenses	行政及其他費用	(8,507,620)	-	(8,507,620)
Change in life insurance contract liabilities, net of reinsurance	壽險合約負債變化，減再保險	(27,158,701)	-	(27,158,701)
Total benefits, losses and expenses	給付、賠款及費用總額	(51,962,803)	-	(51,962,803)

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Changes in Accounting Policies and Restatement (Continued)

The effects of the above change in accounting policy on the consolidated income statement for the year ended 31 December 2011 are summarized below: (Continued)

### 1 主要會計政策、會計政策改變及重列 (續)

#### 會計政策改變及重列 (續)

上述之會計政策改變對截至二零一一年十二月三十一日止年度之綜合損益表的影響概述如下：(續)

		31 December 2011 截至2011年 12月31日 止年度 (Originally stated) (原本呈列) \$'000 千元	Adjustment 調整 \$'000 千元	31 December 2011 截至2011年 12月31日 止年度 (Restated) (重列) \$'000 千元
<b>Profit from operations</b>	經營溢利	1,206,164	52,328	1,258,492
Share of results of associates	應佔聯營公司業績	251,499	-	251,499
Finance costs	財務費用	(565,529)	-	(565,529)
<b>Profit before taxation</b>	除稅前溢利	892,134	52,328	944,462
Income tax credit	稅項抵免	27,718	-	27,718
<b>Profit after taxation</b>	除稅後溢利	919,852	52,328	972,180
<b>Attributable to:</b>	應佔：			
Owners of the Company	本公司股東權益	495,305	52,328	547,633
Non-controlling interests	非控股股東權益	424,547	-	424,547
		919,852	52,328	972,180

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Changes in Accounting Policies and Restatement (Continued)

The effects of the above change in accounting policy on the consolidated statement of financial position as at 31 December 2011 are summarized below:

### 1 主要會計政策、會計政策改變及重列 (續)

#### 會計政策改變及重列 (續)

上述之會計政策改變對於二零一一年十二月三十一日之綜合財務狀況表的影響概述如下：

		As at 31 December 2011 於2011年 12月31日 止年度 (Originally stated) (原本呈列) \$'000 千元	Adjustment 調整 \$'000 千元	As at 31 December 2011 於2011年 12月31日 止年度 (Restated) (重列) \$'000 千元
<b>Assets</b>	<b>資產</b>			
Statutory deposits	法定存款	2,332,794	-	2,332,794
Fixed assets	固定資產			
- Property and equipment	- 物業及設備	4,048,360	-	4,048,360
- Investment properties	- 投資物業	2,915,574	-	2,915,574
- Prepaid lease payments	- 預付租賃付款	167,813	-	167,813
		7,131,747	-	7,131,747
Goodwill	商譽	303,647	-	303,647
Intangible assets	無形資產	264,791	-	264,791
Interest in associates	於聯營公司的權益	1,580,272	-	1,580,272
Deferred tax assets	遞延稅項資產	145,524	-	145,524
Investments in debt and equity securities	債務及股本證券投資	130,571,536	-	130,571,536
Securities purchased under resale agreements	買入返售證券	119,279	-	119,279
Amounts due from group companies	應收集團內公司款項	29,348	-	29,348
Insurance debtors	保險客戶應收賬款	2,030,782	-	2,030,782
Reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備	2,437,071	(11,771)	2,425,300
Policyholder account assets in respect of unit-linked products	有關投資連結產品之保單持有人賬戶資產	3,729,117	-	3,729,117
Other debtors	其他應收賬款	5,252,836	-	5,252,836
Pledged deposits at banks	已抵押銀行存款	187,677	-	187,677
Deposits at banks with original maturity more than three months	原到期日超過三個月 的銀行存款	17,520,847	-	17,520,847
Cash and cash equivalents	現金及現金等價物	17,735,080	-	17,735,080
		191,372,348	(11,771)	191,360,577

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Changes in Accounting Policies and Restatement (Continued)

The effects of the above change in accounting policy on the consolidated statement of financial position as at 31 December 2011 are summarized below: (Continued)

### 1 主要會計政策、會計政策改變及重列 (續)

#### 會計政策改變及重列 (續)

上述之會計政策改變對於二零一一年十二月三十一日之綜合財務狀況表的影響概述如下：  
(續)

		As at 31 December 2011 於2011年 12月31日 止年度 (Originally stated) (原本呈列) \$'000 千元	Adjustment 調整 \$'000 千元	As at 31 December 2011 於2011年 12月31日 止年度 (Restated) (重列) \$'000 千元
<b>Liabilities</b>	<b>負債</b>			
Life insurance contract liabilities	壽險合約負債	91,195,983	-	91,195,983
Unearned premium provisions	未到期責任準備金	4,808,347	(166,715)	4,641,632
Provision for outstanding claims	未決賠款準備	9,208,802	-	9,208,802
Investment contract liabilities	投資合約負債	31,368,490	-	31,368,490
Deferred tax liabilities	遞延稅項負債	557,891	-	557,891
Interest-bearing notes	需付息票據	11,040,734	-	11,040,734
Securities sold under repurchase agreements	賣出回購證券	19,618,855	-	19,618,855
Amounts due to group companies	應付集團內公司款項	36,763	-	36,763
Insurance creditors	保險客戶應付賬款	2,855,056	-	2,855,056
Other payables and accruals	其他應付及應計款項	3,477,250	-	3,477,250
Current taxation	當期稅項	296,282	-	296,282
Insurance protection fund	保險保障基金	33,848	-	33,848
		174,498,301	(166,715)	174,331,586
<b>Net assets</b>	<b>資產淨值</b>	16,874,047	154,944	17,028,991
<b>Capital and reserves attributable to the owners of the Company</b>	<b>本公司股東 應佔資本及儲備</b>			
Share capital	股本	85,264	-	85,264
Reserves	儲備	11,349,432	154,944	11,504,376
		11,434,696	154,944	11,589,640
<b>Non-controlling interests</b>	<b>非控股股東權益</b>	5,439,351	-	5,439,351
<b>Total equity</b>	<b>總權益</b>	16,874,047	154,944	17,028,991

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Changes in Accounting Policies and Restatement (Continued)

The effects of the above change in accounting policy on the consolidated statement of financial position as at 1 January 2011 are summarized below:

### 1 主要會計政策、會計政策改變及重列 (續)

#### 會計政策改變及重列 (續)

上述之會計政策改變對於二零一一年一月一日之綜合財務狀況表的影響概述如下：

		As at 1 January 2011 於2011年 12月31日 止年度 (Originally stated) (原本呈列) \$'000 千元	Adjustment 調整 \$'000 千元	As at 1 January 2011 於2011年 12月31日 止年度 (Restated) (重列) \$'000 千元
<b>Assets</b>	<b>資產</b>			
Statutory deposits	法定存款	1,466,793	-	1,466,793
Fixed assets	固定資產			
- Property and equipment	- 物業及設備	3,280,857	-	3,280,857
- Investment properties	- 投資物業	1,304,112	-	1,304,112
- Prepaid lease payments	- 預付租賃付款	693,751	-	693,751
		5,278,720	-	5,278,720
Goodwill	商譽	303,647	-	303,647
Intangible assets	無形資產	261,408	-	261,408
Interest in associates	於聯營公司的權益	1,179,096	-	1,179,096
Deferred tax assets	遞延稅項資產	141,609	-	141,609
Investments in debt and equity securities	債務及股本證券投資	102,948,026	-	102,948,026
Securities purchased under resale agreements	買入返售證券	53,471	-	53,471
Amounts due from group companies	應收集團內公司款項	9,257	-	9,257
Insurance debtors	保險客戶應收賬款	1,348,755	-	1,348,755
Reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備	2,048,350	(10,660)	2,037,690
Policyholder account assets in respect of unit-linked products	有關投資連結產品之保單持有人賬戶資產	4,909,273	-	4,909,273
Other debtors	其他應收賬款	6,590,021	-	6,590,021
Pledged deposits at banks	已抵押銀行存款	160,613	-	160,613
Deposits at banks with original maturity more than three months	原到期日超過三個月 的銀行存款	11,495,414	-	11,495,414
Cash and cash equivalents	現金及現金等價物	16,289,214	-	16,289,214
		154,483,667	(10,660)	154,473,007

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Changes in Accounting Policies and Restatement (Continued)

The effects of the above change in accounting policy on the consolidated statement of financial position as at 1 January 2011 are summarized below: (Continued)

### 1 主要會計政策、會計政策改變及重列 (續)

#### 會計政策改變及重列 (續)

上述之會計政策改變對於二零一一年一月一日之綜合財務狀況表的影響概述如下：(續)

		As at 1 January 2011 於2011年 12月31日 止年度 (Originally stated) (原本呈列) \$'000 千元	Adjustment 調整 \$'000 千元	As at 1 January 2011 於2011年 12月31日 止年度 (Restated) (重列) \$'000 千元
<b>Liabilities</b>	<b>負債</b>			
Life insurance contract liabilities	壽險合約負債	60,391,614	-	60,391,614
Unearned premium provisions	未到期責任準備金	4,067,314	(113,276)	3,954,038
Provision for outstanding claims	未決賠款準備	7,638,859	-	7,638,859
Investment contract liabilities	投資合約負債	36,278,241	-	36,278,241
Deferred tax liabilities	遞延稅項負債	1,491,467	-	1,491,467
Interest-bearing notes	需付息票據	10,231,074	-	10,231,074
Securities sold under repurchase agreements	賣出回購證券	9,829,946	-	9,829,946
Amounts due to group companies	應付集團內公司款項	1,113,915	-	1,113,915
Insurance creditors	保險客戶應付賬款	1,865,265	-	1,865,265
Other payables and accruals	其他應付及應計款項	2,567,830	-	2,567,830
Current taxation	當期稅項	476,005	-	476,005
Insurance protection fund	保險保障基金	50,264	-	50,264
		136,001,794	(113,276)	135,888,518
<b>Net assets</b>	<b>資產淨值</b>	18,481,873	102,616	18,584,489
<b>Capital and reserves attributable to the owners of the Company</b>	<b>本公司股東應佔 資本及儲備</b>			
Share capital	股本	85,181	-	85,181
Reserves	儲備	12,627,206	102,616	12,729,822
		12,712,387	102,616	12,815,003
<b>Non-controlling interests</b>	<b>非控股股東權益</b>	5,769,486	-	5,769,486
<b>Total equity</b>	<b>總權益</b>	18,481,873	102,616	18,584,489

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES, CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT (Continued)

#### Changes in Accounting Policies and Restatement (Continued)

##### Impact on basic earnings per share

		Year ended 31 December 截至12月31日止年度	
		2012 二零一二年 HK dollar 元	2011 二零一一年 HK dollar 元
Basic earnings per share before adjustment	調整前之每股基本盈利	0.522	0.291
Adjustment arising from change in accounting policy	因會計政策改變的調整	0.028	0.030
Reported basic earnings per share	呈列的每股基本盈利	0.550	0.321

##### Impact on diluted earnings per share

		Year ended 31 December 截至12月31日止年度	
		2012 二零一二年 HK dollar 元	2011 二零一一年 HK dollar 元
Diluted earnings per share before adjustment	調整前之每股攤薄盈利	0.519	0.289
Adjustment arising from change in accounting policy	因會計政策改變的調整	0.028	0.030
Reported diluted earnings per share	呈列的每股攤薄盈利	0.547	0.319

### 1 主要會計政策、會計政策改變及重列 (續)

#### 會計政策改變及重列 (續)

##### 對每股基本盈利的影響

		Year ended 31 December 截至12月31日止年度	
		2012 二零一二年 HK dollar 元	2011 二零一一年 HK dollar 元
Basic earnings per share before adjustment	調整前之每股基本盈利	0.522	0.291
Adjustment arising from change in accounting policy	因會計政策改變的調整	0.028	0.030
Reported basic earnings per share	呈列的每股基本盈利	0.550	0.321

##### 對每股攤薄盈利的影響

		Year ended 31 December 截至12月31日止年度	
		2012 二零一二年 HK dollar 元	2011 二零一一年 HK dollar 元
Diluted earnings per share before adjustment	調整前之每股攤薄盈利	0.519	0.289
Adjustment arising from change in accounting policy	因會計政策改變的調整	0.028	0.030
Reported diluted earnings per share	呈列的每股攤薄盈利	0.547	0.319



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT

#### (a) Risk management objectives, policies and processes for mitigating insurance risk

The Group is principally engaged in the underwriting of life insurance business in the PRC, property and casualty insurance business in the PRC and Hong Kong and reinsurance business around the world. The Group's management of insurance and financial risk is a critical aspect of the business. Insurance risks are managed through the application of various policies and procedures relating to underwriting, pricing, claims and reinsurance as well as experience monitoring.

The Group uses several methods to assess and monitor insurance risk exposures both for individual types of risks insured and overall risks. These methods include internal risk measurement models, sensitivity analyzes and scenario analyzes.

The theory of probability is applied to the pricing and provisioning for a portfolio of insurance contracts. The principal risk is that the frequency and severity of claims is greater than expected. Insurance events are, by their nature, random, and the actual number and size of events during any year may vary from those estimated using established statistical techniques.

#### (b) Underwriting strategy

##### *Life insurance business*

The Group operates its life insurance business in the PRC's life insurance market, offering a wide range of insurance products covering different types of individual and group life insurance, health insurance, accident insurance and annuity. With regard to the control of quality of the insurance policies underwritten, the Group has formulated strict operational procedures on underwriting and claims settlement to control risks on insurance underwriting.

##### *Property and casualty insurance business*

The Group is engaged in the underwriting of property and casualty insurance business in the PRC and Hong Kong. The Group focuses its property and casualty insurance business by offering a wide range of insurance products covering different types of property insurance (including compulsory motor insurance), liability insurance, credit insurance, guarantee insurance business and short-term accident and health insurance and the related reinsurance business. The Group has formulated strict operational procedures on underwriting and claims settlement to control risks on insurance underwriting.

### 2 保險、財務及資本風險管理

#### (a) 風險管理目標及降低保險風險政策和步驟

本集團的主要業務為承保內地人壽保險業務、內地及香港財產保險業務及全球各地再保險業務。本集團的保險及財務風險管理乃主要的業務領域。本集團藉應用各種與承保、定價、賠款及再保險以及經驗監測有關的政策及程序管理保險風險。

本集團採用多種方法評估及監測保險風險，包括個別類型的承保風險及整體風險。該等方法包括內部風險計量模式、敏感性分析及方案分析。

保險合約組合的定價及準備應用概率理論。主要風險為賠款次數及嚴重性超過預期。保險事件在性質上具有任意性，任何年度內事件的實際數目及結果可能與使用現行統計技術所估計者不同。

#### (b) 承保策略

##### *人壽保險業務*

本集團人壽保險業務營運於中國人壽保險市場，提供各種各樣的保險產品，包括不同類型的個人及團體人壽保險、健康險、意外險及年金。在承保的保單質量控制方面，本集團已設立嚴格的承保及理賠操作程序，以控制保險承保的風險。

##### *財產保險業務*

本集團從事承保內地及香港財產保險業務。本集團集中其財產保險業務，提供各種各樣的保險產品，包括不同類型的財產保險（包括機動車交通事故責任強制保險）、責任險、信用保險、保證保險及短期意外及健康險及有關之再保險業務。本集團已設立嚴格的承保及理賠操作程序，以控制保險承保風險。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (b) Underwriting strategy (Continued)

##### Reinsurance business

The Group's reinsurance portfolio is made up of a mix of business spreading across different geographic regions with emphasis towards Asian countries, covering property damage, marine cargo and hull and miscellaneous non-marine classes. Whilst diversifying its underwriting portfolio, the Group does not actively seek acceptance of any liability reinsurance business from customers operating outside of the Asia Pacific region, in particular, the United States of America. In the Asia Pacific region, where these are core-markets of the Group, liability reinsurance businesses are written on a limited scale in order to provide customers in the region with comprehensive reinsurance services.

#### (c) Reinsurance strategy

The Group purchases reinsurance protection from other reinsurers in the normal course of business in order to limit the potential for losses arising from unexpected and concentrated exposures. In assessing the credit worthiness of reinsurers, the Group takes into account, among other factors, ratings and evaluation performed by recognized credit rating agencies, their claims-paying and underwriting track record, as well as the Group's past experience with them.

#### (d) Asset and liability matching

The objective of the Group's asset and liability management is to match the Group's assets with liabilities on the basis of duration. The Group actively manages its assets using an approach that balances quality, diversification, asset and liability matching, liquidity and investment return. The goal of the investment process is to maximize investment returns at a tolerable risk level, whilst ensuring that the assets and liabilities are managed on a cash flow and duration basis.

However, in respect of life insurance business, under the current regulatory and market environment in the PRC, the Group is unable to invest in assets with a duration of sufficient length to match the duration of its life insurance liabilities. When the regulatory and market environment permits, the Group intends to gradually lengthen the duration of its assets. The Group monitors the duration gap between the assets and liabilities closely and prepares cash flow projections from assets and liabilities on a regular basis. Currently, the Group reduces the level of the asset-liability mismatch by:

### 2 保險、財務及資本風險管理 (續)

#### (b) 承保策略 (續)

##### 再保險業務

本集團的再保險組合由涵蓋不同地區的一系列業務組成，重點在於亞洲國家，包括財產損毀、貨運及船隻保險以及其他非海事保險。除多元化承保組合外，本集團並無積極從亞太地區以外（尤其是美國）營運的客戶尋求任何責任再保險業務。在亞太地區，即本集團的核心市場，本集團會有限度承保汽車責任再保險、工傷賠償及一般第三者責任險，為區內客戶提供全面再保險服務。

#### (c) 再保險策略

本集團於日常業務過程中向其他再保險公司購買再保險保障，以限制因不能預期及較集中風險而產生的潛在損失。在評估再保險公司的信用水平時，本集團會考慮認可信用評級機構的評級及評估、以往賠款及承保記錄及與本集團以往的交易經驗等因素。

#### (d) 資產與負債配比

本集團的資產與負債管理目標為按期限基準配比本集團的資產與負債。本集團通過平衡質素、多元組合、資產與負債配比、流動性與投資回報等方面來積極管理資產。投資過程的目標是在可容忍的風險程度內將投資回報提升至最高水平，同時確保資產與負債按現金流動及期限基準管理。

然而，有關人壽保險業務，有鑒於中國現行監管及市場環境，本集團未能投資於期限足以配比其壽險負債的資產。在監管及市場環境允許的情況下，本集團有意逐步延長其資產的期限。本集團密切監察資產與負債的期限差距，定期進行資產與負債的現金流預測。目前，本集團透過以下方法降低資產與負債不配的程度：

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (d) Asset and liability matching (Continued)

- actively seeking to acquire longer dated fixed rate debt investments with an acceptable level of yield;
- upon the maturity dates of fixed rate debt investments, rolling over the proceeds to longer dated fixed rate debt investments;
- disposing of some of the shorter dated fixed rate debt investments, particularly those with lower yields, and rolling over the proceeds to longer dated fixed rate debt investments; and
- investing in equities for the long term and in property holding company.

#### (e) Insurance risk

The risk under any one insurance contract is the possibility that the insured event occurs and the uncertainty of the amount of the resulting claim. By the very nature of an insurance contract, this risk is random and therefore unpredictable.

For a portfolio of insurance contracts where the theory of probability is applied to pricing and provisioning, the principal risk that the Group faces under its insurance contracts is that the actual claims and benefit payments exceed the carrying amount of the insurance liabilities. This could occur because the frequency or severity of claims and benefits may be greater than estimated. Insurance events are random and the actual number and amount of claims and benefits will vary from year to year from the estimate established using statistical techniques.

Experience shows that the larger the portfolio of similar insurance contracts, the smaller the relative variability about the expected outcome will be. In addition, a more diversified portfolio is less likely to be affected across the board by a change in any subset of the portfolio. The Group has developed its insurance underwriting strategy to diversify the type of insurance risks accepted and within each of these categories to achieve a sufficiently large population of risks to reduce the variability of the expected outcome.

### 2 保險、財務及資本風險管理 (續)

#### (d) 資產與負債配比 (續)

- 積極尋求取得收益水平可接受的較長期定息債務投資；
- 於定息債務投資到期後，將所得款項滾存入更長期的定息債務投資；
- 出售部份短期定息債務投資，尤其是收益率較低者，將收益滾存入更長期定息債務投資；及
- 長期投資股份及投資物業持有公司。

#### (e) 保險風險

每份保險合約的風險在於承保事件發生的可能性和由此引起的賠款金額的不確定性。從每份保險合約的根本性質來看，上述風險是隨機發生的，從而無法預計。

對於按照概率理論進行定價和計提準備的保險合約組合，本集團面臨的主要風險是實際賠付超出保險負債的賬面值。這種情況發生是由於賠付頻率或嚴重程度可能超出估計。保險事件的發生具隨機性，實際賠付的數量和金額每年都會與通過統計方法建立的估計有所不同。

經驗顯示具相似性質的保險合約組合越大，預計結果的相關可變性就越小。另外，一個更加分散化的組合受組合中的任何子組合變化影響的可能性較小。本集團已經建立起了分散承保風險類型的保險承保策略，並在每個類型的保險風險中保持足夠數量的保險合約總量，從而減少預期結果的不確定性。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (e) Insurance risk (Continued)

The concentration and mitigation of insurance risk in each business line are set out below:

##### (i) Life insurance business

###### Concentration of insurance risks

Concentration risk is the risk of incurring a major loss as a result of having a significant mortality or other insurance coverage on a particular person or a group of persons due to the same event. The Group manages the concentration of insurance risks by way of reinsurance arrangements with a maximum retention risk of RMB500,000 per person in life and personal accident policies and RMB200,000 on critical illness insurance. In addition, the Group purchases catastrophe protection for losses arising from claims involving multiple lives from the same event. The maximum retention risk is RMB1 million for each and every loss occurrence, and the total coverage is RMB100 million for each and every loss occurrence. The Group purchases surplus treaties and proportional treaties to cover life, accident and long term health risks. In addition, an excess of loss reinsurance contract is applied for any insurance contract with significant sum insured.

The distribution of sum insured per policy is summarized as follows:

RMB'000 人民幣千元	Before reinsurance 再保險前		After reinsurance 再保險後	
	Year ended 31 December 截至年十二月三十一日止年度		Year ended 31 December 截至年十二月三十一日止年度	
	2012	2011	2012	2011
	二零一二年	二零一一年	二零一二年	二零一一年
0-200	97.22%	98.04%	97.89%	98.27%
201-500	2.41%	1.71%	2.11%	1.73%
501-750	0.10%	0.06%	-	-
751-1,000	0.16%	0.13%	-	-
1,001-1,500	0.03%	0.03%	-	-
1,501-2,000	0.00%	0.02%	-	-
2,001-2,500	0.02%	0.00%	-	-
>2,500	0.06%	0.01%	-	-
	100.00%	100.00%	100.00%	100.00%

### 2 保險、財務及資本風險管理 (續)

#### (e) 保險風險 (續)

各業務的保險風險集中及保險風險管理載列如下：

##### (i) 人壽保險業務

###### 保險風險集中

集中風險指本集團因相同事件造成特定人士或一群人士發生重大死亡或屬於其他承保範圍而蒙受重大損失的風險。本集團透過再保險安排(壽險及個人意外保單的最高自留金限額風險為每人人民幣500,000元,重大疾病保險的最高自留金限額風險為每人人民幣200,000元)管理集中風險。此外,本集團就同一事故造成涉及人數眾多的保險賠款而產生的巨額賠償購買巨災保障保險。每宗事故的最高自留限額風險為人民幣100萬元,而再保險保障上限為人民幣1.00億元。本集團購買溢額合約保險及比例合約保險以保障壽險、意外風險保險及長期健康保險。此外,任何受保的重大金額保險合約均安排了超額賠款再保險合約。

每份保單的受保金額分佈概述如下：

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (e) Insurance risk (Continued)

##### (i) Life insurance business (Continued)

###### Management of risks

The key risk associated with life insurance contracts is the risk of potential loss arising with respect to a particular insurance product as a result of actual market conditions and loss experience being different from the assumed market conditions and loss experience used when designing and pricing the product.

The Group manages the risks by centralising the product design function at the head office level, headed by the chief appointed actuary and senior management in other key functional departments. Standards and guidelines are established to ensure that the risks associated with particular products are within the acceptable level. The pricing method, the solvency requirement, the profit margin, the loss experience, etc., are key considerations in designing a product.

In addition, the underwriting and claim processing departments strictly follow the established standards and procedures.

##### (ii) Property and casualty insurance business

###### Concentration of insurance risks

Within the insurance process, concentration of risk may arise where a particular event or series of events could impact heavily upon the Group's liabilities. Such concentrations may arise from a single insurance contract or through a small number of related contracts, and relate to circumstances where significant liabilities could arise.

The concentration of insurance risk before and after reinsurance by classes of business is summarized below, with reference to premiums written in the years ended 31 December 2012 and 2011.

### 2 保險、財務及資本風險管理 (續)

#### (e) 保險風險 (續)

##### (i) 人壽保險業務 (續)

###### 風險管理

壽險合約的主要風險為實際市場狀況導致特定保險產品產生潛在虧損，以及賠付經驗與假設的市場狀況及設計及定價產品所使用的賠付經驗不同而引致的潛在賠付風險。

本集團透過總部將產品設計功能中央化以管理風險，由委任的首席精算師及其他職能部門的高級管理層領導，設立標準及指引以確保特定保險產品的相關風險皆於可接受範圍內。定價方法、償付能力清償規定、利潤率及賠付經驗等均是設計保險產品時考慮的關鍵因素。

此外，承保及賠款處理部門嚴格遵守既定的標準及程序。

##### (ii) 財產保險業務

###### 保險風險集中

在保險程序中，集中的風險可能令當特定事件或一連串事件出現時嚴重影響本集團的負債。該等集中可能因單一保險合約或透過少量有關連合約引起，和涉及引起重大負債的情況。

關於截至二零一二年及二零一一年十二月三十一日止年度承保保費，按業務種類劃分再保險前及再保險後之保險風險集中情況概述如下。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (e) Insurance risk (Continued)

#### (e) 保險風險 (續)

#### (ii) Property and casualty insurance business (Continued)

#### (ii) 財產保險業務 (續)

#### Concentration of insurance risks (Continued)

#### 保險風險集中 (續)

TPI

太平財險

		Year ended 31 December 2012 截至二零一二年十二月三十一日止年度				
		Gross written premiums	Inward reinsurance premium	Premiums ceded to reinsurers	Net written premiums	Ceding ratio
		毛承保保費	再保險保費	再保份額	淨承保保費	分出比率
		\$'000	\$'000	\$'000	\$'000	%
		千元	千元	千元	千元	
Motor	車險	7,713,372	-	939,016	6,774,356	12.2%
Marine	水險	220,345	4,980	89,310	136,016	40.5%
Non-marine	非水險	1,614,112	47,564	553,609	1,108,067	34.3%
Total	總額	9,547,829	52,544	1,581,935	8,018,439	16.6%

TPI

太平財險

		Year ended 31 December 2011 截至二零一一年十二月三十一日止年度				
		Gross written premiums	Inward reinsurance premium	Premiums ceded to reinsurers	Net written premiums	Ceding ratio
		毛承保保費	再保險保費	再保份額	淨承保保費	分出比率
		\$'000	\$'000	\$'000	\$'000	%
		千元	千元	千元	千元	
Motor	車險	5,559,026	-	415,859	5,143,167	7.5%
Marine	水險	193,497	94	75,193	118,398	38.9%
Non-marine	非水險	1,241,801	6,625	437,472	810,954	35.2%
Total	總額	6,994,324	6,719	928,524	6,072,519	13.3%



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (e) Insurance risk (Continued)

#### (e) 保險風險 (續)

##### (ii) Property and casualty insurance business (Continued)

##### (ii) 財產保險業務 (續)

##### Concentration of insurance risks (Continued)

##### 保險風險集中 (續)

##### CTPI (HK)

##### 太平香港

		Year ended 31 December 2012 截至二零一二年十二月三十一日止年度				
		Gross written premiums	Inward reinsurance premium	Premiums ceded to reinsurers	Net written premiums	Ceding ratio
		毛承保保費	再保險保費	再保份額	淨承保保費	分出比率
		\$'000	\$'000	\$'000	\$'000	%
		千元	千元	千元	千元	
Motor	車險	219,147	388,453	27,676	579,924	12.6%
Marine	水險	212,924	15,678	116,157	112,445	54.6%
Non-marine	非水險	609,455	21,912	236,594	394,773	38.8%
Total	總額	1,041,526	426,043	380,427	1,087,142	36.5%

##### CTPI (HK)

##### 太平香港

		Year ended 31 December 2011 截至二零一一年十二月三十一日止年度				
		Gross written premiums	Inward reinsurance premium	Premiums ceded to reinsurers	Net written premiums	Ceding ratio
		毛承保保費	再保險保費	再保份額	淨承保保費	分出比率
		\$'000	\$'000	\$'000	\$'000	%
		千元	千元	千元	千元	
Motor	車險	198,832	118	25,454	173,496	12.8%
Marine	水險	151,591	1,135	86,047	66,679	56.8%
Non-marine	非水險	585,472	15,091	218,296	382,267	37.3%
Total	總額	935,895	16,344	329,797	622,442	35.2%



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (e) Insurance risk (Continued)

##### (ii) Property and casualty insurance business (Continued)

###### Management of risks

The Group delegates underwriting authority to experienced underwriters. Each underwriting department has an underwriting manual for each class of business. The underwriting manual is approved by the Business Management Committee and specifies the authority of underwriters at each level. Each underwriting manual clearly states the insurable risk, risks that can be insured on a limited scale and uninsurable risk as well as the probable maximum loss which underwriters at each level can underwrite. Risks that exceed the underwriting authority of the head of the underwriting department have to be reviewed and approved by the Business Management Committee. For claims handling, there is a procedures manual that lays down the operational procedures and controls required to mitigate the insurance risk.

The Group also arranges both treaty reinsurance and facultative reinsurance in accordance with international practice. Treaty reinsurance provides automatic reinsurance cover under specific reinsurance contract terms and conditions. Facultative reinsurance is reinsurance of individual risk. Each contract is arranged separately. The choice of reinsurance contract depends on market conditions, market practice and the nature of business. Facultative reinsurance is arranged when an individual risk is not covered by treaty reinsurance or exceeds treaty reinsurance capacity and exceeds its own underwriting capacity.

### 2 保險、財務及資本風險管理 (續)

#### (e) 保險風險 (續)

##### (ii) 財產保險業務 (續)

###### 風險管理

本集團把承保權委託給有經驗之核保人。每個承保部門在每個業務種類均有承保手冊。承保手冊經業務管理委員會核准及明確說明各個級別的核保人之權力。每本承保手冊清楚載列可承保之風險、限制承保之風險及禁止承保之風險、以及各級別核保人可承保之最大可能賠付。超越承保部門主管承保權之風險需由業務管理委員會審閱及核准。在賠款處理方面，程序手冊載列有需要之營運程序及控制以減輕保險風險。

本集團亦根據國際慣例安排合約分保及臨時分保。合約分保於特定再保險合約條款下提供自動再保險保障。臨時分保為個別風險之分保。每份合約皆個別洽商。再保險合約按市場狀況、市場慣例及業務性質選擇。當個別風險沒有在合約分保涵蓋或超出合約分保的容量且超出自身承保能力時，將安排臨時分保。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (e) Insurance risk (Continued)

##### (iii) Reinsurance business

###### Concentration of insurance risks

Concentration of risk arises from the accumulation of risks within a particular business line and geographic area. The Group's key methods in managing these risks are diversification of the business line and areas where the gross premiums are written. The tables below indicate the gross premiums written by business line and geographic territory for the year ended 31 December 2012.

By business line:

		% to total gross premiums written 佔毛承保保費總額百分比	
		2012 二零一二年	2011 二零一一年
Proportional treaty	比例合約	66.2%	68.2%
Non-proportional treaty	非比例合約	25.9%	24.3%
Facultative	臨時合約	7.9%	7.5%
		100.0%	100.0%

By geographical territory:

		% to total gross premiums written 佔毛承保保費總額百分比	
		2012 二零一二年	2011 二零一一年
Hong Kong & Macau	香港及澳門	12.6%	20.6%
Mainland China (& Taiwan)	中國大陸 (及台灣)	44.3%	37.1%
Japan	日本	6.1%	5.3%
Rest of Asia	亞洲其他地區	19.5%	19.7%
Europe	歐洲	11.1%	11.4%
Others	其他地區	6.4%	5.9%
		100.0%	100.0%

### 2 保險、財務及資本風險管理 (續)

#### (e) 保險風險 (續)

##### (iii) 再保險業務

###### 保險風險集中

風險集中因特定業務種類與地理區域的風險累積而產生。本集團管理該等風險的主要方法為分散保費總額的業務種類及地區。下表顯示截至二零一二年十二月三十一日止年度按業務種類及地理區域分佈的保費總額。

按業務種類：

		% to total gross premiums written 佔毛承保保費總額百分比	
		2012 二零一二年	2011 二零一一年
Proportional treaty	比例合約	66.2%	68.2%
Non-proportional treaty	非比例合約	25.9%	24.3%
Facultative	臨時合約	7.9%	7.5%
		100.0%	100.0%

按地理區域：

		% to total gross premiums written 佔毛承保保費總額百分比	
		2012 二零一二年	2011 二零一一年
Hong Kong & Macau	香港及澳門	12.6%	20.6%
Mainland China (& Taiwan)	中國大陸 (及台灣)	44.3%	37.1%
Japan	日本	6.1%	5.3%
Rest of Asia	亞洲其他地區	19.5%	19.7%
Europe	歐洲	11.1%	11.4%
Others	其他地區	6.4%	5.9%
		100.0%	100.0%

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (e) Insurance risk (Continued)

##### (iii) Reinsurance business (Continued)

###### Management of risks

The key risks associated with reinsurance contracts are those relating to underwriting.

The Group maintains underwriting teams who are responsible for the underwriting and sales of the Group's reinsurance products. The team promoting a certain product to a customer has the requisite expertise to determine whether the Group can meet the specific requirement of the customer within the Group's risk appetite. All inward business is screened and analyzed by the underwriting staff. The decision to underwrite and the level of risk exposure accepted are determined by reference to the underwriting guideline setting out the types of business desired, and the maximum capacity per risk and per zone. Such criteria are determined by considering factors including the risk exposure, the pricing, the profit potential, the class of business, the marketing strategy, the retrocession facilities available and the market trends.

The Group arranges prorata and excess of loss retrocessions for its different lines of reinsurance business, in order to enhance its underwriting capacity as well as to harmonise its net retained exposures. Proportional retrocessions have been arranged in respect of its non-marine reinsurance business from the Asia-Pacific territories. In addition, a series of excess of loss retrocession covers are also arranged to protect the Group against major catastrophic events.

### 2 保險、財務及資本風險管理 (續)

#### (e) 保險風險 (續)

##### (iii) 再保險業務 (續)

###### 風險管理

再保險合約的主要風險為與承保相關的風險。

本集團設有若干承保團隊負責承保及銷售本集團的再保險產品。向客戶推銷一種特定產品的團隊擁有專門技術，從而釐定本集團能否在本集團既定的風險承擔範圍內滿足客戶的特定要求。承保人員會篩選及分析所有承接的業務。承保的決定及風險水平參照以下各項釐定：承保指引設定所需業務的類型、每種風險及每區的最大承保能力。該等標準經考慮多種因素後釐定，包括風險因素、定價、盈利潛力、業務類別、市場推廣策略、可用轉分保險及市場趨勢等。

本集團亦安排比例及超賠轉分保險以擴大承保能力，並同時可優化自留風險。對亞太地區的非水險業務，本集團安排了比例轉分保險。此外，本集團的巨災風險現時通過一系列超賠轉分保險的方式保障。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk

#### (f) 財務風險

The carrying amounts of the Group's financial assets at the reporting date were as follows:

於報告日，本集團的金融資產之賬面值如下：

		The Group 本集團		The Company 本公司	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元	31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Financial assets	金融資產				
- held-to-maturity investments	- 持有至到期日投資	92,139,314	83,475,816	-	-
- available-for-sale investments	- 可供出售投資	43,818,703	36,115,211	375,935	284,160
- held-for-trading investments	- 持有作交易用途投資	1,011,152	169,810	-	-
- designated at fair value through profit or loss	- 指定為通過損益以反映公允價值	554,972	-	-	-
- loans and receivables	- 貸款及應收賬款				
- debt investments	- 債券投資	1,523,556	1,214,273	-	-
- debt schemes	- 債權計劃	20,611,641	9,596,426	-	-
- statutory deposits	- 法定存款	2,504,822	2,332,794	-	-
- securities purchased under resale agreements	- 買入返售證券	80,163	119,279	-	-
- amounts due from group companies	- 應收集團內公司款項	13,395	29,348	4,058,820	3,744,348
- other debtors	- 其他應收賬款	7,384,126	4,952,102	5,660	5,951
- pledged deposits at banks	- 已抵押銀行存款	223,159	187,677	-	-
- deposits at banks with original maturity more than three months	- 原到期日超過三個月 的銀行存款	36,091,607	17,520,847	-	-
- cash and cash equivalents	- 現金及現金等價物	17,317,630	17,735,080	1,937,870	637,178
		85,750,099	53,687,826	6,002,350	4,387,477
Policyholder account assets in respect of unit-linked products (note 44)	有關投資連結產品之保單持有人賬戶資產 (附註44)	3,141,049	3,729,117	-	-
		226,415,289	177,177,780	6,378,285	4,671,637

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk (Continued)

#### (f) 財務風險 (續)

The carrying amounts of the Group's financial liabilities at the reporting date were as follows:

於報告日，本集團之金融負債之賬面值如下：

		The Group 本集團		The Company 本公司	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元	31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Financial liabilities at fair value through profit or loss	指定為通過損益以反映公允價值之金融負債				
- Investment contract liabilities	- 投資合約負債	3,141,049	3,729,117	-	-
Financial liabilities measured at amortized cost	按攤銷成本之金融負債				
- Investment contract liabilities	- 投資合約負債	22,840,677	27,639,373	-	-
- Interest-bearing notes	- 需付息票據	13,334,736	11,040,734	-	-
- Securities sold under repurchase agreements	- 賣出回購證券	35,426,815	19,618,855	-	-
- Amounts due to group companies	- 應付集團內公司款項	34,699	36,763	3,031,419	721,720
		71,636,927	58,335,725	3,031,419	721,720
		74,777,976	62,064,842	3,031,419	721,720

Transactions in financial instruments and insurance assets/liabilities may result in the Group assuming financial risks. These include market risk, credit risk and liquidity risk. Each of these financial risks is described below, together with a summary of the ways in which the Group manages these risks.

金融工具及保險資產／負債交易可引致本集團須承擔若干財務風險。該等風險包括市場風險、信用風險及流動資金風險。各有關財務風險連同本集團管理該等風險的方法闡述如下。

There is no significant change in the Group's exposures to risk and how they arise, nor the Group's objectives, policies and processes for managing each of these risks.

不論本集團承受的風險及該些風險如何產生或本集團就管理上述每一項風險的目標、政策及過程，皆沒有重大改變。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (f) Financial risk (Continued)

##### (i) Market risk

Market risk can be described as the risk of change in fair value of a financial instrument due to changes in interest rates, equity prices or foreign currency exchange rates.

##### (a) Interest rate risk

Interest rate risk is risk to the earnings or market value of a fixed-rate financial instrument due to uncertain future market interest rates.

The Group monitors this exposure through periodic reviews of its financial instruments. Estimates of cash flows, as well as the impact of interest rate fluctuations relating to the investment portfolio are modelled and reviewed periodically.

The Group is exposed to fair value interest rate risk in relation to the debt investments classified as available-for-sale and held-for-trading of \$27,635.50 million and \$63.10 million respectively (31 December 2011: \$21,846.26 million and \$97.44 million respectively). A decrease of 50 basis points in interest rates of the debt investments classified as available-for-sale and held-for-trading, with all other variables held constant, has no significant effect on the Group's profit before tax and increase the Group's total equity by approximately 0.6% of the total investments held by the Group as at 31 December 2012 (31 December 2011: no significant effect on the Group's profit before tax and increase Group's total equity by approximately 0.5% of the total investments held by the Group).

### 2 保險、財務及資本風險管理 (續)

#### (f) 財務風險 (續)

##### (i) 市場風險

市場風險乃指因利率、股本價格或外幣匯率變動造成金融工具的公允價值變動而引致的風險。

##### (a) 利率風險

利率風險乃指因不確定的未來市場利率造成的固定利率金融工具盈利或市值風險。

本集團透過定期審核其金融工具監控該風險。投資組合的現金流量估值以及因利率變動所帶來的影響均進行定期模擬及審閱。

本集團須就276.3550億元及6,310萬元(二零一一年十二月三十一日: 218.4626億元及9,744萬元)分別歸類為可供出售及持有作交易用途的債務證券承擔利率風險。假設可供出售及持有作交易用途的債務投資利率下跌50點子,其他參數不變,並沒有對本集團稅前溢利造成明顯影響及令本集團總權益上升約相等於本集團截止二零一二年十二月三十一日的總投資額0.6%(二零一一年十二月三十一日:沒有對本集團稅前溢利造成明顯影響及令本集團總權益上升約相等於本集團總投資額0.5%)。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (f) Financial risk (Continued)

##### (i) Market risk (Continued)

##### (a) Interest rate risk (Continued)

The Company is exposed to fair value interest rate risk in relation to the debt investments classified as available-for-sale of \$317.43 million (31 December 2011: \$255.17 million). A decrease of 50 basis points in interest rates of the debt investments classified as available-for-sale, with all other variables held constant, the Company's total equity will be increased by approximately 0.3% of the total investments held by the Company as at 31 December 2012 (31 December 2011: the Company's total equity will be increased by approximately 0.7% of the total investments held by the Company).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for both derivative and non-derivative financial instruments in existence at that date. The analysis is performed on the same basis for 2011. The Group and the Company do not have significant amount of floating-rate financial instruments.

### 2 保險、財務及資本風險管理 (續)

#### (f) 財務風險 (續)

##### (i) 市場風險 (續)

##### (a) 利率風險 (續)

本公司須就3.1743億元(二零一一年十二月三十一日: 2.5517億元)歸類為可供出售的債務證券承擔利率風險。假設可供出售及持有作交易用途的債務投資利率下跌50點子,其他參數不變,將令本集團總權益上升約相等於本集團截止二零一二年十二月三十一日的總投資額0.3%(二零一一年十二月三十一日:令本集團總權益上升約相等於本集團總投資額0.7%)。

上述的敏感性分析是假設利率變動於報告期末發生及被應用於該日存在的衍生及非衍生金融工具的利率風險上。分析乃按二零一一年之相同基準而作出。本集團及本公司沒有重大金額的浮息金融工具。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (f) Financial risk (Continued)

##### (i) Market risk (Continued)

##### (b) Equity price risk

The Group has a portfolio of marketable equity securities, which is carried at fair value and is exposed to price risk. As the financial risks of unit-linked contracts are fully undertaken by the policyholders, the assets related to unit-linked products are not included in the analysis of equity price risk below. This risk is defined as the potential loss in market value resulting from an adverse change in prices.

The Group manages the equity price risk by investing in a diverse portfolio of high quality and liquid securities.

The Group's investment in equity securities and investment funds was carried at a fair value of \$14,584.14 million (31 December 2011: \$11,793.53 million), representing 6.6% (31 December 2011: 6.9%) of total investments held by the Group.

A 10% increase/decrease in market value of the equity securities and investment funds classified as available-for-sale and held-for-trading and held by the Group as at 31 December 2012, with all other variables held constant, would increase/decrease the Group's profit before tax by \$94.80 million and fair value reserve by \$1,363.61 million (31 December 2011: Group's profit before tax by \$7.24 million and fair value reserve by \$1,172.11 million).

The Company's investment in equity securities and investment funds was carried at a fair value of \$58.50 million (31 December 2011: \$28.99 million), representing 2.5% (31 December 2011: 3.1%) of total investments held by the Company.

### 2 保險、財務及資本風險管理 (續)

#### (f) 財務風險 (續)

##### (i) 市場風險 (續)

##### (b) 股本價格風險

本集團的有價股本證券組合以公允價值列賬及須承擔價格風險。由於投資連結合約之財務風險全部由保單持有人承擔，投資連結產品之資產並沒有包括於以下之股本價格風險分析中。該風險指因價格的不利變動而造成的市值潛在損失。

本集團透過投資於高質素的多元化流動證券組合管理其股本價格風險。

本集團的股本證券投資及投資基金以公允價值145.8414億元(二零一一年十二月三十一日: 117.9353億元)列賬，佔本集團持有之總投資額6.6%(二零一一年十二月三十一日: 6.9%)。

假設於二零一二年十二月三十一日本集團持有之可供出售及持有作交易用途股本證券及投資基金的市值上升/下跌10%，其他參數不變，將令本集團稅前溢利和公允價值儲備分別上升/下跌約9,480萬元及13.6361億元(二零一一年十二月三十一日: 本集團稅前溢利和公允價值儲備分別上升/下跌約724萬元及11.7211億元)。

本公司的股本證券投資及投資基金以公允價值5,850萬元(二零一一年十二月三十一日: 2,899萬元)列賬，佔本公司持有之總投資額2.5%(二零一一年十二月三十一日: 3.1%)。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (f) Financial risk (Continued)

##### (i) Market risk (Continued)

##### (b) Equity price risk (Continued)

A 10% increase/decrease in market value of the equity securities and investment funds classified as available-for-sale and held by the Company as at 31 December 2012, with all other variables held constant, will increase/decrease the fair value reserve by \$5.85 million (31 December 2011: increase/decrease the fair value reserve by \$2.90 million).

##### (c) Foreign exchange risk

In respect of the life insurance and property and casualty insurance business in the PRC, premiums are received in RMB and the insurance regulation in the PRC requires insurers to hold RMB assets. Therefore the foreign exchange risk in respect of RMB for the Group's PRC operations is not significant.

In respect of the property and casualty insurance business in Hong Kong, almost all the premiums are received in HKD and USD. The currency position of assets and liabilities is monitored by the Group periodically.

In respect of the reinsurance business, premiums are received mainly in HKD and USD and also in a number of Asian currencies which follow closely the USD currency rate movement. The Group aims to hold assets in these currencies in broadly similar proportion to its insurance liabilities.

### 2 保險、財務及資本風險管理 (續)

#### (f) 財務風險 (續)

##### (i) 市場風險 (續)

##### (b) 股本價格風險 (續)

假設於二零一二年十二月三十一日本公司持有之可供出售股本證券及投資基金的市值上升/下跌10%，其他參數不變，將令本公司稅前溢利和公允價值儲備分別上升/下跌約585萬元（二零一一年十二月三十一日：令公允價值儲備分別上升/下跌約290萬元）。

##### (c) 外匯風險

就人壽保險業務及在內地之財產保險業務而言，保費以人民幣計值，而中國保險法例規定保險公司持有人民幣資產。因此，本集團的內地業務有關人民幣的外匯風險並不重大。

就在香港之財產保險業務而言，幾乎所有的保費均以港元及美元計值。資產及負債之貨幣持倉由本集團定期監控。

就再保險業務而言，保費主要以港幣及美元計值，同時亦以多種緊隨美元匯率變動的亞洲貨幣計值。本集團致力維持以該等貨幣持有資產的比例與其保險負債大致相同。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk (Continued)

#### (f) 財務風險 (續)

##### (i) Market risk (Continued)

##### (i) 市場風險 (續)

##### (c) Foreign exchange risk (Continued)

##### (c) 外匯風險 (續)

The following table presents the carrying values of financial and insurance assets and liabilities in the consolidated statement of financial position in HKD equivalent by major currencies:

下表呈現於綜合財務狀況表內按主要貨幣分類的金融及保險資產及負債之港幣賬面等值：

#### The Group

#### 本集團

31 December 2012  
二零一二年十二月三十一日

		RMB 人民幣 \$'000 千元	USD 美元 \$'000 千元	HKD 港幣 \$'000 千元	Other foreign currencies 其他外幣 \$'000 千元	Total 總額 \$'000 千元
<b>Financial and insurance assets:</b>	<b>金融及保險資產：</b>					
Statutory deposits	法定存款	2,434,475	-	-	70,347	2,504,822
Investments in debt and equity securities	債務及股本證券投資	152,554,827	5,456,212	892,923	755,376	159,659,338
- debt securities and debt schemes	- 債務證券及債權計劃	136,352,848	5,361,704	80,340	733,197	142,528,089
- equity securities/ investment funds	- 股本證券/ 投資基金	16,201,979	94,508	812,583	22,179	17,131,249
Policyholder account assets in respect of unit-linked products	有關投資連結產品之保單持有人賬戶資產	3,141,049	-	-	-	3,141,049
Securities purchased under resale agreements	買入返售證券	80,163	-	-	-	80,163
Amounts due from group companies	應收集團內公司款項	3,687	-	9,695	13	13,395
Other debtors	其他應收賬款	7,111,282	102,355	97,522	72,967	7,384,126
Insurance debtors	保險客戶應收賬款	1,646,833	113,007	293,960	516,518	2,570,318
Reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備	1,439,877	205,856	849,514	79,501	2,574,748
Pledged deposits at banks	已抵押銀行存款	-	211,939	-	11,220	223,159
Deposits at banks with original maturity more than three months	原到期日超過三個月之銀行存款	35,687,310	380,917	23,380	-	36,091,607
Cash and cash equivalents	現金及現金等價物	13,488,418	2,611,640	722,567	495,005	17,317,630
		217,587,921	9,081,926	2,889,561	2,000,947	231,560,355

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (f) Financial risk (Continued)

##### (i) Market risk (Continued)

##### (c) Foreign exchange risk (Continued)

#### The Group

### 2 保險、財務及資本風險管理 (續)

#### (f) 財務風險 (續)

##### (i) 市場風險 (續)

##### (c) 外匯風險 (續)

#### 本集團

31 December 2012  
二零一二年十二月三十一日

		RMB 人民幣 \$'000 千元	USD 美元 \$'000 千元	HKD 港幣 \$'000 千元	Other foreign currencies 其他外幣 \$'000 千元	Total 總額 \$'000 千元
<b>Financial and insurance liabilities:</b>	<b>金融及保險負債：</b>					
Investment contract liabilities	投資合約負債	25,981,726	-	-	-	25,981,726
Interest-bearing notes	需付息票據	9,681,170	3,653,566	-	-	13,334,736
Securities sold under repurchase agreements	賣出回購證券	35,426,815	-	-	-	35,426,815
Life insurance contract liabilities	壽險合約負債	121,422,778	-	-	-	121,422,778
Unearned premium provisions	未到期責任準備金	5,375,325	114,820	288,959	313,327	6,092,431
Provision for outstanding claims	未決賠款準備	4,664,294	899,505	2,126,247	2,341,509	10,031,555
Insurance creditors	保險客戶應付賬款	3,696,333	118,160	439,156	56,334	4,309,983
Amounts due to group companies	應付集團內公司款項	33,718	-	981	-	34,699
		206,282,159	4,786,051	2,855,343	2,711,170	216,634,723
Net assets/(liabilities)	資產/(負債)淨值	11,305,762	4,295,875	34,218	(710,223)	14,925,632

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk (Continued)

#### (f) 財務風險 (續)

##### (i) Market risk (Continued)

##### (i) 市場風險 (續)

##### (c) Foreign exchange risk (Continued)

##### (c) 外匯風險 (續)

#### The Company

#### 本公司

31 December 2012  
二零一二年十二月三十一日

		RMB 人民幣 \$'000 千元	USD 美元 \$'000 千元	HKD 港幣 \$'000 千元	Other foreign currencies 其他外幣 \$'000 千元	Total 總額 \$'000 千元
<b>Financial assets:</b>	<b>金融資產：</b>					
Investments in debt and equity securities	債務及股本證券投資	-	354,774	21,161	-	375,935
- debt securities	- 債務證券	-	317,433	-	-	317,433
- equity securities/ investment funds	- 股本證券/ 投資基金	-	37,341	21,161	-	58,502
Amounts due from group companies	應收集團內公司款項	1,046	85,030	3,972,744	-	4,058,820
Other debtors	其他應收賬款	117	5,025	191	-	5,333
Cash and cash equivalents	現金及現金等價物	390,672	1,533,903	13,284	11	1,937,870
		391,835	1,978,732	4,007,380	11	6,377,958
<b>Financial liabilities:</b>	<b>金融負債：</b>					
Amount due to group companies	應付集團內公司款項	148,660	2,313,021	569,770	(32)	3,031,419
		148,660	2,313,021	569,770	(32)	3,031,419
Net assets/(liabilities)	資產/(負債)淨值	243,175	(334,289)	3,437,610	43	3,346,539

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk (Continued)

#### (f) 財務風險 (續)

##### (i) Market risk (Continued)

##### (i) 市場風險 (續)

##### (c) Foreign exchange risk (Continued)

##### (c) 外匯風險 (續)

#### The Group

#### 本集團

31 December 2011 (Restated)  
二零一一年十二月三十一日 (重列)

		RMB 人民幣 \$'000 千元	USD 美元 \$'000 千元	HKD 港幣 \$'000 千元	Other foreign currencies 其他外幣 \$'000 千元	Total 總額 \$'000 千元
<b>Financial and insurance assets:</b>	<b>金融及保險資產：</b>					
Statutory deposits	法定存款	2,299,244	-	-	33,550	2,332,794
Investments in debt and equity securities	債務及股本證券投資	124,053,479	4,713,746	1,120,546	683,765	130,571,536
- debt securities and debt schemes	- 債務證券及債權計劃	110,876,841	4,619,792	81,187	652,390	116,230,210
- equity securities/ investment funds	- 股本證券/ 投資基金	13,176,638	93,954	1,039,359	31,375	14,341,326
Policyholder account assets in respect of unit-linked products	有關投資連結產品之保單持有人賬戶資產	3,729,117	-	-	-	3,729,117
Securities purchased under resale agreements	買入返售證券	119,279	-	-	-	119,279
Amounts due from group companies	應收集團內公司款項	27,090	8	2,250	-	29,348
Other debtors	其他應收賬款	4,781,547	76,255	75,983	18,317	4,952,102
Insurance debtors	保險客戶應收賬款	1,393,930	206,177	140,928	289,747	2,030,782
Reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備	1,136,152	144,174	1,055,048	89,926	2,425,300
Pledged deposits at banks	已抵押銀行存款	-	175,219	-	12,458	187,677
Deposits at bank with original maturity more than three months	原到期日超過三個月 的銀行存款	17,171,553	348,963	331	-	17,520,847
Cash and cash equivalents	現金及現金等價物	15,765,141	628,860	768,189	572,890	17,735,080
		170,476,532	6,293,402	3,163,275	1,700,653	181,633,862

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk (Continued)

#### (f) 財務風險 (續)

##### (i) Market risk (Continued)

##### (i) 市場風險 (續)

##### (c) Foreign exchange risk (Continued)

##### (c) 外匯風險 (續)

#### The Group

#### 本集團

31 December 2011 (Restated)  
二零一一年十二月三十一日 (重列)

		RMB 人民幣 \$'000 千元	USD 美元 \$'000 千元	HKD 港幣 \$'000 千元	Other foreign currencies 其他外幣 \$'000 千元	Total 總額 \$'000 千元
<b>Financial and insurance liabilities:</b>	<b>金融及保險負債：</b>					
Investment contract liabilities	投資合約負債	31,368,490	-	-	-	31,368,490
Interest-bearing notes	需付息票據	9,682,975	1,357,759	-	-	11,040,734
Securities sold under repurchase agreements	賣出回購證券	19,618,855	-	-	-	19,618,855
Life insurance contract liabilities	壽險合約負債	91,195,983	-	-	-	91,195,983
Unearned premium provisions	未到期責任準備金	3,885,377	181,917	366,122	208,216	4,641,632
Provision for outstanding claims	未決賠款準備	4,173,571	814,002	2,038,855	2,182,374	9,208,802
Insurance creditors	保險客戶應付賬款	2,395,214	82,189	354,647	23,006	2,855,056
Amounts due to group companies	應付集團內公司款項	36,479	-	284	-	36,763
		162,356,944	2,435,867	2,759,908	2,413,596	169,966,315
Net assets/(liabilities)	資產/(負債)淨值	8,119,588	3,857,535	403,367	(712,943)	11,667,547



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk (Continued)

#### (f) 財務風險 (續)

##### (i) Market risk (Continued)

##### (i) 市場風險 (續)

##### (c) Foreign exchange risk (Continued)

##### (c) 外匯風險 (續)

#### The Company

#### 本公司

31 December 2011  
二零一一年十二月三十一日

	RMB 人民幣 \$'000 千元	USD 美元 \$'000 千元	HKD 港幣 \$'000 千元	Other foreign currencies 其他外幣 \$'000 千元	Total 總額 \$'000 千元
<b>Financial assets:</b>	<b>金融資產：</b>				
Investments in debt and equity securities	債務及股本證券投資				
– debt securities	–	255,167	28,993	–	284,160
– equity securities	–	255,167	–	–	255,167
Amounts due from group companies	–	–	28,993	–	28,993
Other debtors	61	3,255	3,744,348	–	3,744,348
Cash and cash equivalents	419,501	109,904	2,635	–	5,951
			107,773	–	637,178
	419,562	368,326	3,883,749	–	4,671,637
<b>Financial liabilities:</b>	<b>金融負債：</b>				
Amounts due to group companies	應付集團內公司款項				
	148,363	6,315	567,042	–	721,720
	148,363	6,315	567,042	–	721,720
Net assets/(liabilities)	資產/(負債)淨值				
	271,199	362,011	3,316,707	–	3,949,917

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk (Continued)

#### (f) 財務風險 (續)

##### (ii) Credit risk

##### (ii) 信用風險

Credit risk is the risk of economic loss resulting from the failure of one of the obligors to make full payment of principal or interest when due.

信用風險是指債務人到期未能完全支付本金或利息而引起經濟損失的風險。

The Group is exposed to credit risks primarily associated with bank deposits, money market funds, insurance debtors, investments in debt securities, reinsurance arrangements with reinsurers and other debtors etc.

本集團主要會承受的信用風險與銀行存款、貨幣市場基金、保險客戶應收賬款、債務證券投資、分保公司再保險安排及其他應收賬款有關。

The maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at the end of the reporting period is the carrying amount of the assets as shown in the table below:

因交易對手未能履行責任而於報告期末需承受的最高信用風險為下表載列之資產賬面值：

#### The Group

#### 本集團

		31 December 2012 二零一二年 十二月三十一日		31 December 2011 (Restated) 二零一一年 十二月三十一日 (重列)	
		\$'000 千元	% of Total 佔總額百分比	\$'000 千元	% of Total 佔總額百分比
Statutory deposits and deposits with banks	法定存款及銀行存款	55,914,059	26.5%	37,588,721	23.0%
Investments in debt securities and debt schemes	債務證券及債權計劃投資	142,528,089	67.6%	116,230,210	71.2%
Reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備	2,574,748	1.2%	2,425,300	1.5%
Insurance debtors	保險客戶應收賬款	2,570,318	1.2%	2,030,782	1.3%
Other debtors	其他應收賬款	7,384,126	3.5%	4,952,102	3.0%
		<b>210,971,340</b>	<b>100.0%</b>	<b>163,227,115</b>	<b>100.0%</b>

#### The Company

#### 本公司

		31 December 2012 二零一二年 十二月三十一日		31 December 2011 二零一一年 十二月三十一日	
		\$'000 千元	% of Total 佔總額百分比	\$'000 千元	% of Total 佔總額百分比
Deposits with banks	銀行存款	1,937,870	85.7%	637,178	70.9%
Investments in debt securities	債務證券投資	317,433	14.0%	255,167	28.4%
Other debtors	其他應收賬款	5,333	0.3%	5,951	0.7%
		<b>2,260,636</b>	<b>100.0%</b>	<b>898,296</b>	<b>100.0%</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (f) Financial risk (Continued)

##### (ii) Credit risk (Continued)

For the distribution of investments in debt securities by class for 31 December 2012 and 2011, please refer to note 3(b) and 3(e) respectively.

To reduce the credit risk associated with the investments in debt securities, the Group has established detailed credit control policy. In addition, the risk level of the various investment sectors is continuously monitored with the investment mix adjusted accordingly. In respect of the debt securities invested by life insurance and property and casualty insurance business in the PRC, the investment procedures manual, which is managed by an investment committee, includes the minimum acceptable domestic credit rating of the issuers as required by the CIRC. Any non-compliance or violation of the manual will be followed up and rectification action will be taken immediately. In respect of the debt securities invested by property and casualty insurance business in Hong Kong, it is the Group's policy to invest in bonds with ratings of investment grade or above. In respect of the debt securities invested by reinsurance business, the Group restricts investments in debt securities with international credit ratings generally not below the investment grade, i.e. BBB or higher, except for certain sovereign rated securities.

As at 31 December 2012, 95.8% of the Group's investments in debt securities from banks and other financial institutions has a credit rating of A or above (2011: 96.8%), while for debt securities from corporate entities, 97.3% has a credit rating of A or above (2011: 98.3%). The credit ratings for debt securities issued in the PRC refer to domestic credit ratings, while the rest of the ratings refer to international ratings.

The Group does not have any significant concentration of credit risk arising from the investments in debt securities since the investment portfolio is well diversified.

The credit risk on bank balances is limited because the relevant banks are with high credit ratings.

In assessing the need for impairment allowances, management considers factors such as credit quality, portfolio size, concentrations, and economic factors.

The credit risk associated with insurance debtors and other debtors will not cause a material impact on the Group's consolidated financial statements taking into consideration of their collateral held and/or maturity term of no more than one year as at 31 December 2012.

### 2 保險、財務及資本風險管理 (續)

#### (f) 財務風險 (續)

##### (ii) 信用風險 (續)

於二零一二年及二零一一年十二月三十一日債務證券投資按類別的分佈，請分別參考附註3(b)及3(e)。

為降低與債務證券投資有關的信用風險，本集團制定一套詳盡的信用控制政策。此外，不同投資行業的風險水平透過調整投資組合而獲得持續監控。有關人壽保險及於內地之財產保險業務的債務證券投資，投資程序手冊，由投資委員會管理，列出包括按中國保監會要求的發行人之最低可接受本地信貸評級。任何不合規或違反手冊將立即被跟進及改正。有關於香港之財產保險業務的債務證券投資，投資於擁有投資等級的債券乃本集團之政策。有關再保險業務的債務證券投資，本集團限制對信貸評級一般低於投資等級（即低於BBB）的債務證券投資，但部份主權評級證券除外。

於二零一二年十二月三十一日，本集團持有之銀行及其他金融機構債務證券有95.8%的信用評級為A或以上（二零一一年：96.8%），而企業實體債務證券有97.3%的信用評級為A或以上（二零一一年：98.3%）。在中國發行的債務證券為當地的信用評級，而其他的評級為國際信用評級。

由於投資組合已被多元化，本集團並沒有任何來自債務證券投資的重大信用風險集中。

銀行存款之信用風險有限，原因是有關銀行擁有高信用級別。

在評定減值準備的需要時，管理人員考慮的因素包括信用質素、組合規模、集中程度及經濟因素。

有關保險客戶應收賬款及其他應收賬款之信用風險，考慮到持有之抵押品及／或於二零一二年十二月三十一日之到期條款不超過一年後，將不會對本集團之綜合財務報表帶來重大影響。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (f) Financial risk (Continued)

##### (ii) Credit risk (Continued)

The credit risk at Company level is mainly concentrated in the amounts due from subsidiaries, and is managed by assessing the recoverability of the repayment from those subsidiaries. The management monitors on a regular basis the availability of funds among the Group and the assets held by the subsidiaries are considered sufficient to cover the amounts due from them. Hence, the Company's exposure to credit risks at the end of the reporting period is considered immaterial.

##### (iii) Liquidity risk

The Group has to meet daily calls on its cash resources, notably from claims arising from its life insurance contracts, property and casualty insurance contracts and reinsurance contracts. There is, therefore, a risk that cash will not be available to settle liabilities when due.

The Group manages this risk by formulating policies and general strategies of liquidity management to ensure that the Group can meet its financial obligations in normal circumstances and that an adequate stock of high-quality liquid assets is maintained in order to contain the possibility of a liquidity crisis.

Apart from liquidity management and regulatory compliance, the Group always strives to maintain a comfortable liquidity cushion as a safety net for coping with unexpected large funding requirements and to maintain a contingency plan to be enacted should there be a company specific crisis.

The following table details the remaining contractual obligations for its non-derivative financial liabilities based on the agreed repayment terms, except for investment contract liabilities which are based on expected maturity dates. It has been drawn up based on the undiscounted cash flows of financial liabilities by reference to the earliest date on which the Group can be required to pay and includes both interest and principal cash flows. The table excludes life insurance contract liabilities, assuming that all surrender and transfer options are exercised and result in all life insurance contracts being presented as falling due within one year or less.

### 2 保險、財務及資本風險管理 (續)

#### (f) 財務風險 (續)

##### (ii) 信用風險 (續)

在公司層面之信用風險主要集中於應收附屬公司款項，並通過評估該些附屬公司還款之可收回性進行管理。管理層定期監察集團內的資金情況及附屬公司持有足夠資產以涵蓋它們之應付款項。因此，本公司於報告期末之信用風險不大。

##### (iii) 流動性風險

本集團須滿足其現金資源的每日調用，尤其是其人壽保險合約、財產保險合約及再保險合約產生的賠款費用，因此存在現金不足以償還到期負債的風險。

本集團透過制定流動資金管理的政策及一般策略管理該風險，以確保本集團滿足正常財務需求及備存充裕的高質素流動資產，以應對可能產生的流動資金危機。

除流動資金管理及監管遵從外，本集團通常會留存適度的流動資金緩衝額作為應對意外大筆資金需求的安全措施，以及制定應急計劃以應付公司的特定危機。

下表載列非衍生工具金融負債根據議定還款條款的餘下合約責任情況，而投資合約負債則根據預期到期日列示。此乃參考本集團需要支付的最早日期之未折現金融負債現金流而編製，並包括利息及本金現金流。下表不包括人壽保險合約負債，假設所有退保及轉讓選擇權被行使，令所有呈列之人壽保險合約於一年或以內到期。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk (Continued)

#### (f) 財務風險 (續)

##### (iii) Liquidity risk (Continued)

##### (iii) 流動性風險 (續)

#### The Group

#### 本集團

		1 year or less 一年 或以下 \$'000 千元	5 years or less but over 1 year 五年或 以下但 超過一年 \$'000 千元	After 5 years 五年後 \$'000 千元	Total undiscounted cashflows 未折現現金流 總額 \$'000 千元	Carrying value at 31 December 於 十二月三十一日 之賬面值 \$'000 千元
<b>At 31 December 2012</b>	<b>於二零一二年 十二月三十一日</b>					
Financial and insurance liabilities:	金融及保險負債：					
Interest-bearing notes	需付息票據	3,878,163	2,568,305	11,801,362	18,247,830	13,334,736
Investment contract liabilities	投資合約負債	5,832,837	10,722,255	11,873,589	28,428,681	25,981,726
Securities sold under repurchase agreements	賣出回購證券	35,427,052	-	-	35,427,052	35,426,815
Amounts due to group companies	應付集團內公司款項	34,699	-	-	34,699	34,699
Provision for outstanding claims	未決賠款準備	4,829,775	4,257,464	944,316	10,031,555	10,031,555
Insurance creditors	保險客戶應付賬款	4,309,670	313	-	4,309,983	4,309,983
		<b>54,312,196</b>	<b>17,548,337</b>	<b>24,619,267</b>	<b>96,479,800</b>	<b>89,119,514</b>
<b>At 31 December 2011</b>	<b>於二零一一年 十二月三十一日</b>					
Financial and insurance liabilities:	金融及保險負債：					
Interest-bearing notes	需付息票據	578,085	6,026,378	9,031,037	15,635,500	11,040,734
Investment contract liabilities	投資合約負債	3,574,705	8,660,706	29,718,666	41,954,077	31,368,490
Securities sold under repurchase agreements	賣出回購證券	19,645,617	-	-	19,645,617	19,618,855
Amounts due to group companies	應付集團內公司款項	36,763	-	-	36,763	36,763
Provision for outstanding claims	未決賠款準備	4,988,256	3,362,914	857,632	9,208,802	9,208,802
Insurance creditors	保險客戶應付賬款	2,855,056	-	-	2,855,056	2,855,056
		<b>31,678,482</b>	<b>18,049,998</b>	<b>39,607,335</b>	<b>89,335,815</b>	<b>74,128,700</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (f) Financial risk (Continued)

##### (iii) Liquidity risk (Continued)

#### The Company

		1 year or less 一年或以下 \$'000 千元	5 years or less but over 1 year 五年或 以下但 超過一年 \$'000 千元	After 5 years 五年後 \$'000 千元	Total undiscounted cashflows 未折現現金 總額 \$'000 千元	Carrying value at 31 December 於 十二月三十一日 之賬面值 \$'000 千元
At 31 December 2012	於二零一二年 十二月三十一日					
Financial liabilities:	金融負債:					
Amounts due to group companies	應付集團內公司款項	816,183	383,711	2,794,648	3,994,542	3,031,419
At 31 December 2011	於二零一一年 十二月三十一日					
Financial liabilities:	金融負債:					
Amounts due to group companies	應付集團內公司款項	730,598	-	-	730,598	721,720

#### (g) Capital management

The Group's key business operations are its life insurance business, the property and casualty insurance business and the reinsurance business, which are conducted through its subsidiaries. The Group manages its capital to ensure that the entities conducting the life insurance business, the property and casualty insurance business and reinsurance business will be able to meet statutory solvency requirements in the jurisdictions in which they operate. The Group's capital management initiatives also strive to maintain a surplus for future business expansion opportunities. The Group's overall capital management strategy remains unchanged from the prior year. The statutory solvency requirements for life insurance business, property and casualty insurance business and reinsurance business are set out in the Solvency Reporting Standards for Insurance Companies issued by CIRC and Hong Kong Insurance Companies Ordinance. The Group's capital includes the components of total equity and interest-bearing notes. The Group complied with the various solvency requirements throughout the year.

#### (h) Claims development

Claims development information for the property and casualty insurance business and reinsurance business is disclosed below in order to illustrate the insurance risk inherent in the Group. The tables provide a review of current estimates of the cumulative claims and demonstrate how the estimated claims have changed at subsequent reporting or underwriting year-ends. The estimates increased or decreased as losses are paid and more information becomes known about the frequency and severity of unpaid claims.

### 2 保險、財務及資本風險管理 (續)

#### (f) 財務風險 (續)

##### (iii) 流動性風險 (續)

#### 本公司

		1 year or less 一年或以下 \$'000 千元	5 years or less but over 1 year 五年或 以下但 超過一年 \$'000 千元	After 5 years 五年後 \$'000 千元	Total undiscounted cashflows 未折現現金 總額 \$'000 千元	Carrying value at 31 December 於 十二月三十一日 之賬面值 \$'000 千元
At 31 December 2012	於二零一二年 十二月三十一日					
Financial liabilities:	金融負債:					
Amounts due to group companies	應付集團內公司款項	816,183	383,711	2,794,648	3,994,542	3,031,419
At 31 December 2011	於二零一一年 十二月三十一日					
Financial liabilities:	金融負債:					
Amounts due to group companies	應付集團內公司款項	730,598	-	-	730,598	721,720

#### (g) 資本管理

本集團之主要業務為人壽保險業務、財產保險業務及再保險業務，其業務皆透過附屬公司進行。本集團之資本管理，是確保從事人壽保險業務、財產保險業務及再保險業務之公司將可符合業務經營相關司法權區之法定償付能力規定。本集團之資本管理策略亦致力為未來業務擴展機會維持充裕資金。本集團之整體資本管理策略與去年保持不變。人壽保險業務及財產保險業務及再保險業務之法定償付能力規定載於由中國保監會頒佈之《保險公司償付能力報告編報規則》及香港保險公司條例內。本集團之資本包括總權益組成部份及需付息票據。本集團整年皆符合各償付能力之要求。

#### (h) 賠款發展

披露財產保險業務及再保險業務的賠款發展資料的目的旨在說明本集團內在的保險風險。下列表格乃是對累積賠款當前估計的回顧，並說明估計賠款額於其後報告或承保年度年結日的變動情況。估計賠款額隨著賠付而增加或減少，並會揭示出更多有關未支付賠款額的頻次及嚴重性的信息。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (h) Claims development (Continued)

##### Analysis of claims development – gross of reinsurance for TPI

For the year ended 31 December 2012

		Accident year 意外年度					Total 總額
		2008 \$'000 千元	2009 \$'000 千元	2010 \$'000 千元	2011 \$'000 千元	2012 \$'000 千元	\$'000 千元
<i>Estimate of cumulative claims</i>	<i>估計累計賠款</i>						
At the end of accident year	於意外年度年結時	3,138,746	2,939,888	3,362,397	3,868,375	4,696,982	
One year later	一年後	3,070,169	2,995,493	3,191,742	3,430,100	-	
Two years later	兩年後	3,185,454	3,177,752	3,092,304	-	-	
Three years later	三年後	3,343,803	3,100,239	-	-	-	
Four years later	四年後	3,327,196	-	-	-	-	
Estimate of cumulative claims	估計累計賠款	3,327,196	3,100,239	3,092,304	3,430,100	4,696,982	17,646,821
Cumulative payments to date	迄今累計付款	(3,272,921)	(3,018,687)	(2,903,149)	(2,924,277)	(2,504,861)	(14,623,895)
Liabilities recognized in the statement of financial position	確認於財務狀況表的負債	54,275	81,552	189,155	505,823	2,192,121	3,022,926
Liabilities in respect of accident years 2007 and earlier	於二零零七年意外年度及以前的負債						204,085
Total liabilities included in the statement of financial position	確認於財務狀況表的總負債						3,227,011

For the year ended 31 December 2011

		Accident year 意外年度					Total 總額
		2007 \$'000 千元	2008 \$'000 千元	2009 \$'000 千元	2010 \$'000 千元	2011 \$'000 千元	\$'000 千元
<i>Estimate of cumulative claims</i>	<i>估計累計賠款</i>						
At the end of accident year	於意外年度年結時	1,901,570	3,138,746	2,939,888	3,362,397	3,868,375	
One year later	一年後	1,792,027	3,070,169	2,995,493	3,191,742	-	
Two years later	兩年後	1,796,711	3,185,454	3,177,752	-	-	
Three years later	三年後	1,858,523	3,343,803	-	-	-	
Four years later	四年後	1,954,140	-	-	-	-	
Estimate of cumulative claims	估計累計賠款	1,954,140	3,343,803	3,177,752	3,191,742	3,868,375	15,535,812
Cumulative payments to date	迄今累計付款	(1,927,379)	(3,257,420)	(2,966,867)	(2,661,299)	(1,954,072)	(12,767,037)
Liabilities recognized in the statement of financial position	確認於財務狀況表的負債	26,761	86,383	210,885	530,443	1,914,303	2,768,775
Liabilities in respect of accident years 2006 and earlier	於二零零六年意外年度及以前的負債						165,698
Total liabilities included in the statement of financial position	確認於財務狀況表的總負債						2,934,473



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (h) Claims development (Continued)

##### Analysis of claims development – net of reinsurance for TPI

For the year ended 31 December 2012

		Accident year 意外年度					Total 總額
		2008 \$'000 千元	2009 \$'000 千元	2010 \$'000 千元	2011 \$'000 千元	2012 \$'000 千元	\$'000 千元
<i>Estimate of cumulative claims</i>	<i>估計累計賠款</i>						
At the end of accident year	於意外年度年結時	2,381,620	2,539,543	2,936,648	3,404,191	4,069,016	
One year later	一年後	2,427,124	2,634,679	2,812,917	3,026,779	-	
Two years later	兩年後	2,519,078	2,802,694	2,742,525	-	-	
Three years later	三年後	2,664,312	2,748,989	-	-	-	
Four years later	四年後	2,643,333	-	-	-	-	
Estimate of cumulative claims	估計累計賠款	2,643,333	2,748,989	2,742,525	3,026,779	4,069,016	15,230,642
Cumulative payments to date	迄今累計付款	(2,609,563)	(2,683,972)	(2,595,360)	(2,613,675)	(2,236,736)	(12,739,306)
Liabilities recognized in the statement of financial position	確認於財務狀況表的負債	33,770	65,017	147,165	413,104	1,832,280	2,491,336
Liabilities in respect of accident years 2007 and earlier	於二零零七年意外年度及以前的負債						174,399
Total liabilities included in the statement of financial position	確認於財務狀況表的總負債						2,665,735

For the year ended 31 December 2011

		Accident year 意外年度					Total 總額
		2007 \$'000 千元	2008 \$'000 千元	2009 \$'000 千元	2010 \$'000 千元	2011 \$'000 千元	\$'000 千元
<i>Estimate of cumulative claims</i>	<i>估計累計賠款</i>						
At the end of accident year	於意外年度年結時	1,520,294	2,381,620	2,539,543	2,936,648	3,404,191	
One year later	一年後	1,434,394	2,427,124	2,634,679	2,812,917	-	
Two years later	兩年後	1,444,382	2,519,078	2,802,694	-	-	
Three years later	三年後	1,497,195	2,664,312	-	-	-	
Four years later	四年後	1,575,258	-	-	-	-	
Estimate of cumulative claims	估計累計賠款	1,575,258	2,664,312	2,802,694	2,812,917	3,404,191	13,259,372
Cumulative payments to date	迄今累計付款	(1,553,838)	(2,598,570)	(2,640,018)	(2,386,654)	(1,760,656)	(10,939,736)
Liabilities recognized in the statement of financial position	確認於財務狀況表的負債	21,420	65,742	162,676	426,263	1,643,535	2,319,636
Liabilities in respect of accident years 2006 and earlier	於二零零六年意外年度及以前的負債						147,097
Total liabilities included in the statement of financial position	確認於財務狀況表的總負債						2,466,733

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (h) Claims development (Continued)

##### Analysis of claims development – gross of reinsurance for CTPI (HK)

For the year ended 31 December 2012

		Accident year 意外年度					Total 總額
		2008 \$'000 千元	2009 \$'000 千元	2010 \$'000 千元	2011 \$'000 千元	2012 \$'000 千元	\$'000 千元
<i>Estimate of cumulative claims</i>	<i>估計累計賠款</i>						
At the end of accident year	於意外年度年結時	978,265	582,129	618,956	698,862	720,922	
One year later	一年後	635,594	588,167	547,117	626,253	-	
Two years later	兩年後	595,284	540,591	590,651	-	-	
Three years later	三年後	556,566	573,990	-	-	-	
Four years later	四年後	563,391	-	-	-	-	
Estimate of cumulative claims	估計累計賠款	563,391	573,990	590,651	626,253	720,922	3,075,207
Cumulative payments to date	迄今累計付款	(445,581)	(342,685)	(282,129)	(177,676)	(146,539)	(1,394,610)
Liabilities recognized in the statement of financial position	確認於財務狀況表的負債	117,810	231,305	308,522	448,577	574,383	1,680,597
Liabilities in respect of accident years 2007 and earlier	於二零零七年意外年度及以前的負債						210,616
Total liabilities included in the statement of financial position	確認於財務狀況表的總負債						1,891,213

For the year ended 31 December 2011

		Accident year 意外年度					Total 總額
		2007 \$'000 千元	2008 \$'000 千元	2009 \$'000 千元	2010 \$'000 千元	2011 \$'000 千元	\$'000 千元
<i>Estimate of cumulative claims</i>	<i>估計累計賠款</i>						
At the end of accident year	於意外年度年結時	623,315	978,265	582,129	618,956	698,862	
One year later	一年後	552,175	635,594	588,167	547,117	-	
Two years later	兩年後	507,245	595,284	540,591	-	-	
Three years later	三年後	450,395	556,566	-	-	-	
Four years later	四年後	415,184	-	-	-	-	
Estimate of cumulative claims	估計累計賠款	415,184	556,566	540,591	547,117	698,862	2,758,320
Cumulative payments to date	迄今累計付款	(340,114)	(380,756)	(270,383)	(211,092)	(64,681)	(1,267,026)
Liabilities recognized in the statement of financial position	確認於財務狀況表的負債	75,070	175,810	270,208	336,025	634,181	1,491,294
Liabilities in respect of accident years 2006 and earlier	於二零零六年意外年度及以前的負債						198,175
Total liabilities included in the statement of financial position	確認於財務狀況表的總負債						1,689,469

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (h) Claims development (Continued)

##### Analysis of claims development – net of reinsurance for CTPI (HK)

For the year ended 31 December 2012

		Accident year 意外年度					Total 總額
		2008 \$'000 千元	2009 \$'000 千元	2010 \$'000 千元	2011 \$'000 千元	2012 \$'000 千元	\$'000 千元
<i>Estimate of cumulative claims</i>	<i>估計累計賠款</i>						
At the end of accident year	於意外年度年結時	654,304	408,665	392,784	440,204	373,321	
One year later	一年後	387,612	383,830	360,330	419,670	-	
Two years later	兩年後	346,174	372,822	402,275	-	-	
Three years later	三年後	335,955	400,249	-	-	-	
Four years later	四年後	345,121	-	-	-	-	
Estimate of cumulative claims	估計累計賠款	345,121	400,249	402,275	419,670	373,321	1,940,636
Cumulative payments to date	迄今累計付款	(253,167)	(237,393)	(174,197)	(122,781)	(74,893)	(862,431)
Liabilities recognized in the statement of financial position	確認於財務狀況表的負債	91,954	162,856	228,078	296,889	298,428	1,078,205
Liabilities in respect of accident years 2007 and earlier	於二零零七年意外年度及以前的負債						109,199
Total liabilities included in the statement of financial position	確認於財務狀況表的總負債						1,187,404

For the year ended 31 December 2011

		Accident year 意外年度					Total 總額
		2007 \$'000 千元	2008 \$'000 千元	2009 \$'000 千元	2010 \$'000 千元	2011 \$'000 千元	\$'000 千元
<i>Estimate of cumulative claims</i>	<i>估計累計賠款</i>						
At the end of accident year	於意外年度年結時	391,379	654,304	408,665	392,784	440,204	
One year later	一年後	340,374	387,612	383,830	360,330	-	
Two years later	兩年後	345,727	346,174	372,822	-	-	
Three years later	三年後	316,657	335,955	-	-	-	
Four years later	四年後	296,322	-	-	-	-	
Estimate of cumulative claims	估計累計賠款	296,322	335,955	372,822	360,330	440,204	1,805,633
Cumulative payments to date	迄今累計付款	(247,040)	(202,989)	(178,409)	(123,201)	(53,232)	(804,871)
Liabilities recognized in the statement of financial position	確認於財務狀況表的負債	49,282	132,966	194,413	237,129	386,972	1,000,762
Liabilities in respect of accident years 2006 and earlier	於二零零六年意外年度及以前的負債						101,846
Total liabilities included in the statement of financial position	確認於財務狀況表的總負債						1,102,608

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (h) Claims development (Continued)

##### Analysis of claims development – gross of reinsurance for TPR

For the year ended 31 December 2012

		Underwriting year 承保年度					Total 總額
		2007 \$'000 千元	2008 \$'000 千元	2009 \$'000 千元	2010 \$'000 千元	2011 \$'000 千元	\$'000 千元
<i>Estimate of cumulative claims (note)</i> 估計累計賠款 (註)							
At the end of underwriting year	於承保年度年結時	1,050,587	842,040	1,102,624	2,049,249	1,215,625	
One year later	一年後	1,343,934	1,444,193	2,141,938	3,462,921	-	
Two years later	兩年後	1,293,801	1,285,906	2,089,192	-	-	
Three years later	三年後	1,146,645	1,217,335	-	-	-	
Four years later	四年後	1,095,303	-	-	-	-	
Estimate of cumulative claims	估計累計賠款	1,095,303	1,217,335	2,089,192	3,462,921	1,215,625	9,080,376
Cumulative payments to date	迄今累計付款	(975,927)	(934,304)	(1,322,792)	(1,501,222)	(45,166)	(4,779,411)
Liabilities recognized in the statement of financial position	確認於財務狀況表的負債	119,376	283,031	766,400	1,961,699	1,170,459	4,300,965
Liabilities in respect of underwriting years 2007 and earlier	於二零零七年承保年度及以前的負債						249,222
Total liabilities included in the statement of financial position	確認於財務狀況表的總負債						4,550,187

Note: Above balances exclude the claims liabilities for the life reinsurance business.

註：上述數額不包括人壽再保險業務之賠款負債。

### 2 保險、財務及資本風險管理 (續)

#### (h) 賠款發展 (續)

##### 賠款發展分析 – 太平再保險之未扣除再保險毛額

截至二零一二年十二月三十一日止年度

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (h) Claims development (Continued)

##### Analysis of claims development – gross of reinsurance for TPRe (Continued)

For the year ended 31 December 2011

		Underwriting year 承保年度					Total 總額
		2007 \$'000 千元	2008 \$'000 千元	2009 \$'000 千元	2010 \$'000 千元	2011 \$'000 千元	\$'000 千元
<i>Estimate of cumulative claims (note)</i> 估計累計賠款 (註)							
At the end of underwriting year	於承保年度年結時	813,412	1,050,587	842,040	1,102,624	2,049,249	
One year later	一年後	1,157,883	1,343,934	1,444,193	2,141,938	-	
Two years later	兩年後	1,199,548	1,293,801	1,285,906	-	-	
Three years later	三年後	1,163,480	1,146,645	-	-	-	
Four years later	四年後	1,066,009	-	-	-	-	
Estimate of cumulative claims	估計累計賠款	1,066,009	1,146,645	1,285,906	2,141,938	2,049,249	7,689,747
Cumulative payments to date	迄今累計付款	(883,291)	(899,094)	(820,253)	(865,240)	(160,392)	(3,628,270)
Liabilities recognized in the statement of financial position	確認於財務狀況表的負債	182,718	247,551	465,653	1,276,698	1,888,857	4,061,477
Liabilities in respect of underwriting years 2006 and earlier	於二零零六年承保年度及以前的負債						219,729
Total liabilities included in the statement of financial position	確認於財務狀況表的總負債						4,281,206

Note: Above balances exclude the claims liabilities for the life reinsurance business.

註：上述數額不包括人壽再保險業務之賠款負債。

### 2 保險、財務及資本風險管理 (續)

#### (h) 賠款發展 (續)

##### 賠款發展分析 – 太平再保險之未扣除再保險毛額 (續)

截至二零一一年十二月三十一日止年度

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (h) Claims development (Continued)

##### Analysis of claims development – net of reinsurance for TPRE

For the year ended 31 December 2012

		Underwriting year 承保年度					Total 總額
		2008 \$'000 千元	2009 \$'000 千元	2010 \$'000 千元	2011 \$'000 千元	2012 \$'000 千元	\$'000 千元
<i>Estimate of cumulative claims (note)</i> 估計累計賠款 (註)							
At the end of underwriting year	於承保年度年結時	922,454	788,175	1,044,956	1,744,919	1,146,649	
One year later	一年後	1,172,974	1,312,205	1,874,500	2,994,129	-	
Two years later	兩年後	1,128,945	1,150,550	1,919,808	-	-	
Three years later	三年後	995,722	1,097,796	-	-	-	
Four years later	四年後	944,978	-	-	-	-	
Estimate of cumulative claims	估計累計賠款	944,978	1,097,796	1,919,808	2,994,129	1,146,649	8,103,360
Cumulative payments to date	迄今累計付款	(833,348)	(856,855)	(1,254,694)	(1,153,453)	(52,580)	(4,150,930)
Liabilities recognized in the statement of financial position	確認於財務狀況表的負債	111,630	240,941	665,114	1,840,676	1,094,069	3,952,430
Liabilities in respect of underwriting years 2007 and earlier	於二零零七年承保年度及以前的負債						227,176
Total liabilities included in the statement of financial position	確認於財務狀況表的總負債						4,179,606

Note: Above balances exclude the claims liabilities for the life reinsurance business.

#### (h) 賠款發展 (續)

##### 賠款發展分析 – 太平再保險之減去再保險淨額

截至二零一二年十二月三十一日止年度

註：上述數額不包括人壽再保險業務之賠款負債。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

#### (h) Claims development (Continued)

##### Analysis of claims development – net of reinsurance for TPRe (Continued)

For the year ended 31 December 2011

		Underwriting year 承保年度					Total 總額
		2007 \$'000 千元	2008 \$'000 千元	2009 \$'000 千元	2010 \$'000 千元	2011 \$'000 千元	\$'000 千元
<i>Estimate of cumulative claims (note)</i> 估計累計賠款 (註)							
At the end of underwriting year	於承保年度年結時	752,167	922,454	788,175	1,044,956	1,744,919	
One year later	一年後	994,736	1,172,974	1,312,205	1,874,500	-	
Two years later	兩年後	1,042,789	1,128,945	1,150,550	-	-	
Three years later	三年後	1,021,230	995,722	-	-	-	
Four years later	四年後	929,961	-	-	-	-	
Estimate of cumulative claims	估計累計賠款	929,961	995,722	1,150,550	1,874,500	1,744,919	6,695,652
Cumulative payments to date	迄今累計付款	(767,994)	(763,028)	(762,420)	(818,308)	(161,412)	(3,273,162)
Liabilities recognized in the statement of financial position	確認於財務狀況表的負債	161,967	232,694	388,130	1,056,192	1,583,507	3,422,490
Liabilities in respect of underwriting years 2006 and earlier	於二零零六年承保年度及以前的負債						196,049
Total liabilities included in the statement of financial position	確認於財務狀況表的總負債						3,618,539

Note: Above balances exclude the claims liabilities for the life reinsurance business.

#### (h) 賠款發展 (續)

##### 賠款發展分析 – 太平再保險之減去再保險淨額 (續)

截至二零一一年十二月三十一日止年度

註：上述數額不包括人壽再保險業務之賠款負債。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS

The Group is organized primarily based on different types of businesses. The information reported to the Board, being the chief operating decision maker, for the purpose of resources allocation and performance assessment, are prepared and reported on such basis. Accordingly, the Group's operating segments are detailed as follows:

- Life insurance business;
- Property and casualty insurance business;
- Reinsurance business; and
- Other businesses which comprised of the asset management business, insurance intermediary business, E-commerce for insurance, pension and group life business.

Information regarding the above segments is reported below.

Management monitors the operating results of the Group's business units separately for the purpose of performance assessment.

### 3 營運分部

本集團主要由各項業務組成。向董事會（即主要營運決策者）呈報以資源分配及評估表現之資料，亦按此基準編製及呈報。因此，本集團營運分部的詳情臚列如下：

- 人壽保險業務；
- 財產保險業務；
- 再保險業務；及
- 其他業務，包括資產管理業務、保險中介業務、保險有關之電子商務、養老及團體保險業務。

有關上述分部的資料呈列如下。

管理層透過監控本集團各業務單位之營運業績以評估分部表現。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS (Continued)

#### a. Segmental income statement for 2012

		Life insurance	Property and casualty insurance	Reinsurance	Other businesses	Inter-segment elimination and adjustment	Total
		人壽保險	財產保險	再保險	其他業務	內部對銷及調整	總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
<b>Income</b>	<b>收入</b>						
Gross premiums written	毛承保保費	44,807,453	10,589,355	3,435,304	1,135,816	(52,621)	59,915,307
Policy fees	保單費收入	145,111	-	-	-	-	145,111
		44,952,564	10,589,355	3,435,304	1,135,816	(52,621)	60,060,418
Less: Premiums ceded to reinsurers and retrocessionaires	減：保費之再保份額及轉份額	(193,398)	(1,483,774)	(362,065)	(295,206)	-	(2,334,443)
Net premiums written and policy fees	淨承保保費及保單費收入	44,759,166	9,105,581	3,073,239	840,610	(52,621)	57,725,975
Change in unearned premium provisions, net of reinsurance	未到期責任準備金變化，減再保險	20,505	(998,533)	(78,738)	(51,916)	-	(1,108,682)
Net earned premiums and policy fees	已賺取保費及保單費收入淨額	44,779,671	8,107,048	2,994,501	788,694	(52,621)	56,617,293
Net investment income (note (i))	淨投資收入 (註(i))	7,284,172	567,910	319,032	155,574	(33,138)	8,293,550
Net realized investment losses (note (ii))	已實現投資虧損淨額 (註(ii))	(1,035,096)	(59,788)	(299)	(22,542)	-	(1,117,725)
Net unrealized investment (losses)/gains and impairment (note (iii))	未實現投資 (虧損)/收益及減值淨額 (註(iii))	(1,597,892)	326,695	9,761	(10,183)	(377)	(1,271,996)
Other income	其他收入	299,064	48,040	1,114	469,360	(350,165)	467,413
Other gains	其他收益	94	15,053	24,914	3,934	-	43,995
Segment income	分部收入	49,730,013	9,004,958	3,349,023	1,384,837	(436,301)	63,032,530
<b>Benefits, losses and expenses</b>	<b>給付、賠款及費用</b>						
Net policyholders' benefits	保單持有人利益淨額	(8,682,969)	(4,181,484)	(2,291,517)	(394,532)	-	(15,550,502)
Net commission expenses	佣金支出淨額	(3,941,246)	(468,047)	(835,770)	(65,930)	222,379	(5,088,614)
Administrative and other expenses	行政及其他費用	(6,075,576)	(3,490,800)	(88,461)	(970,527)	196,973	(10,428,391)
Change in life insurance contract liabilities, net of reinsurance	壽險合約負債變化，減再保險	(30,166,192)	-	-	(108,144)	-	(30,274,336)
		(48,865,983)	(8,140,331)	(3,215,748)	(1,539,133)	419,352	(61,341,843)
<b>Profit/(loss) from operations</b>	<b>經營溢利/(虧損)</b>	864,030	864,627	133,275	(154,296)	(16,949)	1,690,687
Share of results of associates	應佔聯營公司業績	125,510	-	-	15,065	-	140,575
Finance costs	財務費用	(443,213)	(54,352)	(2,194)	(112,062)	13,191	(598,630)
<b>Profit/(loss) before taxation</b>	<b>除稅前溢利/(虧損)</b>	546,327	810,275	131,081	(251,293)	(3,758)	1,232,632
Income tax credit/(charge)	稅項抵免/(支出)	315,439	(39,370)	(19,001)	(11,441)	(4,514)	241,113
<b>Profit/(loss) after taxation</b>	<b>除稅後溢利/(虧損)</b>	861,766	770,905	112,080	(262,734)	(8,272)	1,473,745
Non-controlling interests	非控股股東權益						(537,187)
<b>Profit attributable to owners</b>	<b>股東應佔溢利</b>						936,558

Segment revenue (including gross premium written and policy fees) and segment profit/(loss) represents the revenue and profit/(loss) earned by each segment which is the measure reported to the Board for the purpose of resource allocation and assessment of segment performance.

分部收入 (包括毛承保保費及保單費收入) 及分部溢利/(虧損) 指各分部收入及溢利/(虧損)，此乃向董事會呈報之方法，以進行資源分配及評估分部表現。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS (Continued)

#### a. Segmental income statement for 2012 (Continued)

### 3 營運分部 (續)

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

	Life insurance 人壽保險 \$'000 千元	Property and casualty insurance 財產保險 \$'000 千元	Reinsurance 再保險 \$'000 千元	Other businesses 其他業務 \$'000 千元	Inter-segment elimination and adjustment 內部對銷及調整 \$'000 千元	Total 總額 \$'000 千元
<b>Note (i): Net investment income</b>	<b>註(i): 淨投資收入</b>					
Interest income from debt securities	債務證券利息收入					
- Held-to-maturity	3,756,031	43,476	183,589	2,285	-	3,985,381
- Available-for-sale	818,968	201,063	67,502	48,968	-	1,136,501
- Held-for-trading	7	-	1,600	1,624	-	3,231
- Designated at fair value through profit or loss	-	14,840	-	1,619	-	16,459
- Loans and receivables	17,940	18,808	17,176	9,786	-	63,710
Interest income from debt schemes	債權計劃利息收入					
- Loans and receivables	759,438	38,124	2,037	3,800	-	803,399
Dividend income from equity securities	股本證券股息收入					
- Available-for-sale	147,738	13,313	5,500	5,433	-	171,984
- Held-for-trading	-	-	-	408	-	408
Dividend income from investment funds	投資基金股息收入					
- Available-for-sale	699,171	9,378	744	183	-	709,476
- Held-for-trading	967	-	2,720	565	-	4,252
Bank deposits and other interest income	銀行存款及其他利息收入					
Rentals receivable from investment properties	44,664	64,492	515	-	(19,948)	89,723
Net interest expenses on securities sold/purchased under repurchase/resale agreements	(577,677)	(1,292)	2,368	(2,634)	-	(579,235)
	7,284,172	567,910	319,032	155,574	(33,138)	8,293,550
<b>Note (ii): Net realized investment gains/(losses)</b>	<b>註(ii): 已實現投資收益/(虧損)淨額</b>					
Debt securities	債務證券					
- Available-for-sale	4,170	24,955	21,407	2,386	-	52,918
- Held-for-trading	2,381	-	3,939	120	-	6,440
- Designated at fair value through profit or loss	-	(1,159)	-	-	-	(1,159)
Equity securities	股本證券					
- Available-for-sale	(959,207)	(28,507)	(26,106)	(22,317)	-	(1,036,137)
- Held-for-trading	-	-	-	115	-	115
Investment funds	投資基金					
- Available-for-sale	(82,440)	(55,077)	(79)	(2,756)	-	(140,352)
- Held-for-trading	-	-	-	(90)	-	(90)
Gain on disposal of investment properties	-	-	540	-	-	540
	(1,035,096)	(59,788)	(299)	(22,542)	-	(1,117,725)

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS (Continued)

#### a. Segmental income statement for 2012 (Continued)

### 3 營運分部 (續)

#### a. 2012年分類損益表 (續)

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

		Life insurance 人壽保險 \$'000 千元	Property and casualty insurance 財產保險 \$'000 千元	Reinsurance 再保險 \$'000 千元	Other businesses 其他業務 \$'000 千元	Inter-segment elimination and adjustment 內部對銷及調整 \$'000 千元	Total 總額 \$'000 千元
<b>Note (iii): Net unrealized investment (losses)/gains and impairment</b>	<b>註(iii): 未實現投資(虧損)/收益及減值淨額</b>						
Debt securities	債務證券						
- Held-for-trading	- 持有作交易用途	-	-	4,128	123	-	4,251
- Designated at fair value through profit or loss	- 指定為通過損益以反映公允價值	-	1,781	-	-	-	1,781
Equity securities	股本證券						
- Held-for-trading	- 持有作交易用途	-	-	-	513	-	513
Investment funds	投資基金						
- Held-for-trading	- 持有作交易用途	-	-	204	(22)	-	182
Derivative financial instruments	衍生金融工具	-	-	4,494	-	-	4,494
Surplus on revaluation of investment properties	投資物業重估盈餘	100,452	331,876	7,320	-	(377)	439,271
Impairment loss recognized:	減值確認:						
- Available-for-sale equity securities and investment funds	- 可供出售股本證券及投資基金	(1,698,344)	(6,962)	(6,385)	(10,797)	-	(1,722,488)
		(1,597,892)	326,695	9,761	(10,183)	(377)	(1,271,996)

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS (Continued)

### 3 營運分部 (續)

#### b. Segmental statement of financial position for 2012

#### b. 2012年分類財務狀況表

		31 December 2012 二零一二年十二月三十一日					
		Life insurance 人壽保險 \$'000 千元	Property and casualty insurance 財產保險 \$'000 千元	Reinsurance 再保險 \$'000 千元	Other businesses 其他業務 \$'000 千元	Inter-segment elimination and adjustment 內部對銷及調整 \$'000 千元	Total 總額 \$'000 千元
Statutory deposits	法定存款	1,479,924	584,570	70,347	369,981	-	2,504,822
Property and equipment	物業及設備	2,682,401	951,695	82,598	84,626	54,394	3,855,714
Investment properties	投資物業	2,601,218	1,739,920	73,720	-	(424,640)	3,990,218
Prepaid lease payments	預付租賃付款	62,438	101,739	-	-	-	164,177
Debt securities (note (i))	債務證券 (註(i))	108,769,458	6,324,042	4,714,181	2,108,767	-	121,916,448
Equity securities (note (iii))	股本證券 (註(iii))	7,372,513	270,296	61,567	108,388	(13,155)	7,799,609
Investment funds (note (iii))	投資基金 (註(iii))	8,731,253	420,454	103,787	76,146	-	9,331,640
Debt schemes (note (iv))	債權計劃 (註(iv))	19,748,763	730,918	46,864	85,096	-	20,611,641
Cash and bank deposits	現金及銀行存款	43,213,497	4,807,658	2,323,071	3,288,170	-	53,632,396
Goodwill	商譽	-	-	-	-	303,647	303,647
Intangible assets	無形資產	-	3,101	-	-	261,408	264,509
Interest in associates	於聯營公司的權益	1,525,088	-	-	19,297	125,485	1,669,870
Reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備	(14,612)	2,012,512	410,447	166,401	-	2,574,748
Policyholder account assets in respect of unit-linked products	有關投資連結產品之保單持有人賬戶資產	3,141,049	-	-	-	-	3,141,049
Other segment assets	其他分部資產	8,272,773	1,805,291	1,068,014	631,272	(599,327)	11,178,023
<b>Segment assets</b>	<b>分部資產</b>	<b>207,585,763</b>	<b>19,752,196</b>	<b>8,954,596</b>	<b>6,938,144</b>	<b>(292,188)</b>	<b>242,938,511</b>
Life insurance contract liabilities	壽險合約負債	121,192,112	-	-	230,666	-	121,422,778
Unearned premium provisions	未到期責任準備金	256,742	4,536,153	973,829	325,707	-	6,092,431
Provision for outstanding claims	未決賠款準備	109,850	5,118,224	4,559,241	244,240	-	10,031,555
Investment contract liabilities	投資合約負債	25,418,923	-	-	562,803	-	25,981,726
Interest-bearing notes	需付息票據	8,817,881	863,289	-	3,653,566	-	13,334,736
Securities sold under repurchase agreements	賣出回購證券	34,936,713	345,316	-	144,786	-	35,426,815
Deferred tax liabilities	遞延稅項負債	846,201	35,081	-	762	22,913	904,957
Other segment liabilities	其他分部負債	4,266,087	2,834,447	363,516	1,881,394	(594,348)	8,751,096
<b>Segment liabilities</b>	<b>分部負債</b>	<b>195,844,509</b>	<b>13,732,510</b>	<b>5,896,586</b>	<b>7,043,924</b>	<b>(571,435)</b>	<b>221,946,094</b>
<b>Non-controlling interests</b>	<b>非控股股東權益</b>						<b>(7,155,648)</b>
<b>Net assets attributable to the owners of the Company</b>	<b>本公司股東應佔資產淨值</b>						<b>13,836,769</b>

Segment assets and segment liabilities represent the assets/liabilities recorded by each segment which is the measure reported to the Board for the purpose of resource allocation and assessment of segment performance.

分部資產及分部負債指各分部資產／負債，此乃向董事會呈報之方法，以進行資源分配及評估分部表現。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS (Continued)

### 3 營運分部 (續)

#### b. Segmental statement of financial position for 2012 (Continued)

#### b. 2012年分類財務狀況表 (續)

		31 December 2012 二零一二年十二月三十一日				Inter-segment elimination and adjustment 內部對銷及 調整	Total 總額
		Life insurance 人壽保險 \$'000 千元	Property and casualty insurance 財產保險 \$'000 千元	Reinsurance 再保險 \$'000 千元	Other businesses 其他業務 \$'000 千元	\$'000 千元	\$'000 千元
<b>Note (i): Debt securities</b>	<b>註(i): 債務證券</b>						
By category:	按種類:						
- Held-to-maturity	- 持有至到期日	87,660,700	1,210,383	3,211,932	56,299	-	92,139,314
- Available-for-sale	- 可供出售	20,794,274	4,521,689	1,143,382	1,176,158	-	27,635,503
- Held-for-trading	- 持有作交易用途	-	-	22,183	40,920	-	63,103
- Designated at fair value through profit or loss	- 指定為通過損益以 反映公允價值	-	246,654	-	308,318	-	554,972
- Loans and receivables	- 貸款及應收款項	314,484	345,316	336,684	527,072	-	1,523,556
		<b>108,769,458</b>	<b>6,324,042</b>	<b>4,714,181</b>	<b>2,108,767</b>	<b>-</b>	<b>121,916,448</b>
By class:	按類別:						
- Governments and central banks	- 政府及中央銀行	32,014,369	596,913	569,806	194,090	-	33,375,178
- Banks and other financial institutions	- 銀行及其他金融機構	51,648,589	2,990,280	2,275,190	944,234	-	57,858,293
- Corporate entities	- 企業實體	25,106,500	2,736,849	1,869,185	970,443	-	30,682,977
		<b>108,769,458</b>	<b>6,324,042</b>	<b>4,714,181</b>	<b>2,108,767</b>	<b>-</b>	<b>121,916,448</b>
<b>Note (ii): Equity securities</b>	<b>註(ii): 股本證券</b>						
By category:	按種類:						
- Available-for-sale	- 可供出售	7,372,513	270,296	61,567	108,103	(13,155)	7,799,324
- Held-for-trading	- 持有作交易用途	-	-	-	285	-	285
		<b>7,372,513</b>	<b>270,296</b>	<b>61,567</b>	<b>108,388</b>	<b>(13,155)</b>	<b>7,799,609</b>
<b>Note (iii): Investment funds</b>	<b>註(iii): 投資基金</b>						
By category:	按種類:						
- Available-for-sale	- 可供出售	7,817,940	420,454	74,353	71,129	-	8,383,876
- Held-for-trading	- 持有作交易用途	913,313	-	29,434	5,017	-	947,764
		<b>8,731,253</b>	<b>420,454</b>	<b>103,787</b>	<b>76,146</b>	<b>-</b>	<b>9,331,640</b>
<b>Note (iv): Debt schemes</b>	<b>註(iv): 債權計劃</b>						
By category:	按種類:						
- Loans and receivables	- 貸款及應收款項	19,748,763	730,918	46,864	85,096	-	20,611,641

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS (Continued)

#### c. Other segmental information for 2012

### 3 營運分部 (續)

#### c. 2012年其他分類資料

31 December 2012  
二零一二年十二月三十一日

		Life insurance 人壽保險 \$'000 千元	Property and casualty insurance 財產保險 \$'000 千元	Reinsurance 再保險 \$'000 千元	Other businesses 其他業務 \$'000 千元	Inter-segment elimination and adjustment 內部對銷及調整 \$'000 千元	Total 總額 \$'000 千元
Capital expenditure	資本開支	468,533	124,962	1,996	56,540	-	652,031
Depreciation and amortization	折舊及攤銷	201,880	80,406	2,830	21,866	2,146	309,128
Significant non-cash (income)/ expenses (net exchange (gain)/ loss and net unrealized investment (gains)/ losses and impairment)	重大非現金(收入)/支出(匯兌(收益)/虧損及未實現投資(收益)/虧損及減值淨額)	1,597,182	(323,119)	(35,293)	2,918	3,827	1,245,515



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS (Continued)

#### d. Segmental income statement for 2011

### 3 營運分部 (續)

#### d. 2011年分類損益表

Year ended 31 December 2011 (Restated)  
截至二零一一年十二月三十一日止年度 (重列)

		Life insurance 人壽保險 \$'000 千元	Property and casualty insurance 財產保險 \$'000 千元	Reinsurance 再保險 \$'000 千元	Other businesses 其他業務 \$'000 千元	Inter-segment elimination and adjustment 內部對銷及調整 \$'000 千元	Total 總額 \$'000 千元
<b>Income</b>	<b>收入</b>						
Gross premiums written	毛承保保費	37,928,838	7,930,219	3,431,083	640,934	(41,370)	49,889,704
Policy fees	保單費收入	208,334	-	-	-	-	208,334
		38,137,172	7,930,219	3,431,083	640,934	(41,370)	50,098,038
Less: Premiums ceded to reinsurers and retrocessionaires	減：保費之再保份額及轉分份額	(248,684)	(1,235,258)	(357,424)	(126,832)	-	(1,968,198)
Net premiums written and policy fees	淨承保保費及保單費收入	37,888,488	6,694,961	3,073,659	514,102	(41,370)	48,129,840
Change in unearned premium provisions, net of reinsurance	未到期責任準備金變化，減再保險	84,562	(241,851)	(168,416)	(142,805)	-	(468,510)
Net earned premiums and policy fees	已賺取保費及保單費收入淨額	37,973,050	6,453,110	2,905,243	371,297	(41,370)	47,661,330
Net investment income (note (i))	淨投資收入 (註(i))	4,973,223	446,937	276,439	70,715	(19,592)	5,747,722
Net realized investment gains/(losses) (note (ii))	已實現投資收益/(虧損)淨額 (註(ii))	124,599	11,869	(74,571)	4,378	-	66,275
Net unrealized investment (losses)/gains and impairment (note (iii))	未實現投資(虧損)/收益及減值淨額 (註(iii))	(606,274)	134,109	(71,212)	(18,889)	(55,163)	(617,429)
Other income	其他收入	191,808	33,077	1,001	453,137	(335,708)	343,315
Other (losses)/gains	其他(虧損)/收益	(55,838)	57,112	11,561	7,247	-	20,082
Segment income	分部收入	42,600,568	7,136,214	3,048,461	887,885	(451,833)	53,221,295
<b>Benefits, losses and expenses</b>	<b>給付、賠款及費用</b>						
Net policyholders' benefits	保單持有人利益淨額	(6,182,005)	(3,439,361)	(2,131,552)	(134,575)	-	(11,887,493)
Net commission expenses	佣金支出淨額	(3,452,910)	(309,111)	(812,319)	(41,476)	206,827	(4,408,989)
Administrative and other expenses	行政及其他費用	(5,136,992)	(2,750,052)	(85,581)	(705,189)	170,194	(8,507,620)
Change in life insurance contract liabilities, net of reinsurance	壽險合約負債變化，減再保險	(27,039,277)	-	-	(119,424)	-	(27,158,701)
		(41,811,184)	(6,498,524)	(3,029,452)	(1,000,664)	377,021	(51,962,803)
<b>Profit/(loss) from operations</b>	<b>經營溢利/(虧損)</b>	789,384	637,690	19,009	(112,779)	(74,812)	1,258,492
Share of results of associates	應佔聯營公司業績	247,618	-	-	3,881	-	251,499
Finance costs	財務費用	(432,171)	(53,171)	-	(80,187)	-	(565,529)
<b>Profit/(loss) before taxation</b>	<b>除稅前溢利/(虧損)</b>	604,831	584,519	19,009	(189,085)	(74,812)	944,462
Income tax credit/(charge)	稅項抵免/(支出)	175,770	(86,281)	(60,873)	(12,007)	11,109	27,718
<b>Profit/(loss) after taxation</b>	<b>除稅後溢利/(虧損)</b>	780,601	498,238	(41,864)	(201,092)	(63,703)	972,180
Non-controlling interests	非控股股東權益						(424,547)
<b>Profit attributable to owners</b>	<b>股東應佔溢利</b>						547,633

Segment revenue (including gross premium written and policy fees) and segment profit/(loss) represents the revenue and profit/(loss) earned by each segment which is the measure reported to the Board for the purpose of resource allocation and assessment of segment performance.

分部收入(包括毛承保保費及保單費收入)及分部溢利/(虧損)指各分部收入及溢利/(虧損)，此乃向董事會呈報之方法，以進行資源分配及評估分部表現。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS (Continued)

#### d. Segmental income statement for 2011 (Continued)

### 3 營運分部 (續)

#### d. 2011年分類損益表 (續)

Year ended 31 December 2011 (Restated)  
截至二零一一年十二月三十一日止年度 (重列)

	Life insurance 人壽保險 \$'000 千元	Property and casualty insurance 財產保險 \$'000 千元	Reinsurance 再保險 \$'000 千元	Other businesses 其他業務 \$'000 千元	Inter-segment elimination and adjustment 內部對銷及調整 \$'000 千元	Total 總額 \$'000 千元
<b>Note (i): Net investment income</b>	<b>註(i): 淨投資收入</b>					
Interest income from debt securities	債務證券利息收入					
- Held-to-maturity	3,113,788	40,750	158,206	1,720	-	3,314,464
- Available-for-sale	638,547	176,097	65,315	30,277	-	910,236
- Held-for-trading	170	311	4,578	1,693	-	6,752
- Loans and receivables	9,208	12,054	11,837	5,065	-	38,164
Interest income from debt schemes	債權計劃利息收入					
- Loans and receivables	334,297	21,881	1,294	1,179	-	358,651
Dividend income from equity securities	股本證券股息收入					
- Available-for-sale	79,470	14,616	13,555	1,627	-	109,268
- Held-for-trading	1,514	-	-	710	-	2,224
Dividend income from investment funds	投資基金股息收入					
- Available-for-sale	173,498	9,561	750	-	-	183,809
- Held-for-trading	14	-	2,730	51	-	2,795
Bank deposits and other interest income	845,022	115,360	15,836	26,192	(2,488)	999,922
Rentals receivable from investment properties	32,679	57,443	942	-	(17,104)	73,960
Net interest expenses on securities sold/purchased under repurchase/resale agreements	(254,984)	(1,136)	1,396	2,201	-	(252,523)
	4,973,223	446,937	276,439	70,715	(19,592)	5,747,722
<b>Note (ii): Net realized investment gains/(losses)</b>	<b>註(ii): 已實現投資收益/(虧損)淨額</b>					
Debt securities	債務證券					
- Held-to-maturity	-	-	1,655	-	-	1,655
- Available-for-sale	29,588	28,464	10,677	18,135	-	86,864
- Held-for-trading	18,838	285	4,550	(523)	-	23,150
Equity securities	股本證券					
- Available-for-sale	169,388	13,857	(90,982)	(9,115)	-	83,148
- Held-for-trading	(7,684)	-	-	(3,591)	-	(11,275)
Investment funds	投資基金					
- Available-for-sale	(85,531)	(30,737)	(471)	(495)	-	(117,234)
- Held-for-trading	-	-	-	(33)	-	(33)
	124,599	11,869	(74,571)	4,378	-	66,275

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS (Continued)

#### d. Segmental income statement for 2011 (Continued)

### 3 營運分部 (續)

#### d. 2011年分類損益表 (續)

Year ended 31 December 2011 (Restated)  
截至二零一一年十二月三十一日止年度 (重列)

	Life insurance 人壽保險 \$'000 千元	Property and casualty insurance 財產保險 \$'000 千元	Reinsurance 再保險 \$'000 千元	Other businesses 其他業務 \$'000 千元	Inter-segment elimination and adjustment 內部對銷及調整 \$'000 千元	Total 總額 \$'000 千元
<b>Note (iii): Net unrealized investment (losses)/gains and impairment</b>	<b>註(iii): 未實現投資(虧損)/收益及減值淨額</b>					
Debt securities						
- Held-for-trading	-	(1,317)	(3,663)	357	-	(4,623)
Equity securities						
- Held-for-trading	-	-	-	(4,554)	-	(4,554)
Investment funds						
- Held-for-trading	-	-	(4,344)	-	-	(4,344)
Surplus on revaluation of investment properties	85,346	161,218	3,840	-	(55,163)	195,241
Impairment loss recognized on:						
- Available-for-sale equity securities and investment funds	(691,620)	(25,792)	(67,045)	(14,692)	-	(799,149)
	(606,274)	134,109	(71,212)	(18,889)	(55,163)	(617,429)

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS (Continued)

#### e. Segmental statement of financial position for 2011

		31 December 2011 (Restated) 二零一一年十二月三十一日 (重列)					Inter-segment elimination and adjustment	Total
		Life insurance	Property and casualty insurance	Reinsurance	Other businesses	內部對銷及 調整	總額	
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
		千元	千元	千元	千元	千元	千元	
Statutory deposits	法定存款	1,480,200	510,669	33,550	308,375	-	2,332,794	
Property and equipment	物業及設備	2,815,846	903,602	85,470	50,547	192,895	4,048,360	
Investment properties	投資物業	2,023,896	1,389,854	74,760	-	(572,936)	2,915,574	
Prepaid lease payments	預付租賃付款	63,807	104,006	-	-	-	167,813	
Debt securities (note (i))	債務證券 (註(i))	96,382,915	5,316,079	4,083,863	850,927	-	106,633,784	
Equity securities (note (iii))	股本證券 (註(iii))	7,667,811	480,679	419,883	112,811	(12,300)	8,668,884	
Investment funds (note (iii))	投資基金 (註(iii))	5,391,905	214,439	43,866	22,232	-	5,672,442	
Debt schemes (note (iv))	債權計劃 (註(iv))	9,012,332	523,653	37,005	23,436	-	9,596,426	
Cash and bank deposits	現金及銀行存款	28,078,965	3,905,669	1,535,459	1,923,511	-	35,443,604	
Goodwill	商譽	-	-	-	-	303,647	303,647	
Intangible assets	無形資產	-	3,383	-	-	261,408	264,791	
Interest in associates	於聯營公司的權益	1,399,099	-	-	55,664	125,509	1,580,272	
Reinsurers' share of insurance contract provisions	分保公司應佔 保險合約準備	168,772	1,436,441	753,370	66,717	-	2,425,300	
Policyholder account assets in respect of unit-linked products	有關投資連結產品之 保單持有人賬戶資產	3,729,117	-	-	-	-	3,729,117	
Other segment assets	其他分類資產	5,349,380	1,469,338	1,066,544	313,024	(620,517)	7,577,769	
<b>Segment assets</b>	<b>分部資產</b>	<b>163,564,045</b>	<b>16,257,812</b>	<b>8,133,770</b>	<b>3,727,244</b>	<b>(322,294)</b>	<b>191,360,577</b>	
Life insurance contract liabilities	壽險合約負債	91,073,806	-	-	122,177	-	91,195,983	
Unearned premium provisions	未到期責任準備金	308,986	3,169,772	946,119	216,755	-	4,641,632	
Provision for outstanding claims	未決賠款準備	227,012	4,623,942	4,286,130	71,718	-	9,208,802	
Investment contract liabilities	投資合約負債	30,945,350	-	-	423,140	-	31,368,490	
Interest-bearing notes	需付息票據	8,819,525	863,450	-	1,357,759	-	11,040,734	
Securities sold under repurchase agreements	賣出回購證券	19,002,105	616,750	-	-	-	19,618,855	
Deferred tax liabilities	遞延稅項負債	510,911	31,381	-	273	15,326	557,891	
Other segment liabilities	其他分類負債	2,935,814	2,477,730	320,691	1,571,792	(606,828)	6,699,199	
<b>Segment liabilities</b>	<b>分部負債</b>	<b>153,823,509</b>	<b>11,783,025</b>	<b>5,552,940</b>	<b>3,763,614</b>	<b>(591,502)</b>	<b>174,331,586</b>	
<b>Non-controlling interests</b>	<b>非控股股東權益</b>						<b>(5,439,351)</b>	
<b>Net assets attributable to the owners of the Company</b>	<b>本公司股東應佔 資產淨值</b>						<b>11,589,640</b>	

Segment assets and segment liabilities represent the assets/liabilities recorded by each segment which is the measure reported to the Board for the purpose of resource allocation and assessment of segment performance.

分部資產及分部負債指各分部資產／負債，此乃向董事會呈報之方法，以進行資源分配及評估分部表現。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS (Continued)

### 3 營運分部 (續)

#### e. Segmental statement of financial position for 2011 (Continued)

#### e. 2011年分類財務狀況表 (續)

		31 December 2011 (Restated) 二零一一年十二月三十一日 (重列)				Inter-segment elimination and adjustment	Total 總額
		Life insurance 人壽保險 \$'000 千元	Property and casualty insurance 財產保險 \$'000 千元	Reinsurance 再保險 \$'000 千元	Other businesses 其他業務 \$'000 千元	內部對銷及 調整 \$'000 千元	\$'000 千元
<b>Note (i): Debt securities</b>	<b>註(i): 債務證券</b>						
By category:	按種類:						
- Held-to-maturity	- 持有至到期日	79,962,019	826,283	2,651,975	35,539	-	83,475,816
- Available-for-sale	- 可供出售	16,106,353	4,132,761	990,311	616,836	-	21,846,261
- Held-for-trading	- 持有作交易用途	-	11,655	45,376	40,403	-	97,434
- Loans and receivables	- 貸款及應收款項	314,543	345,380	396,201	158,149	-	1,214,273
		<b>96,382,915</b>	<b>5,316,079</b>	<b>4,083,863</b>	<b>850,927</b>	<b>-</b>	<b>106,633,784</b>
By class:	按類別:						
- Governments and central banks	- 政府及中央銀行	28,921,799	594,154	628,475	195,155	-	30,339,583
- Banks and other financial institutions	- 銀行及其他金融機構	44,376,714	2,723,009	2,105,459	254,826	-	49,460,008
- Corporate entities	- 企業實體	23,084,402	1,998,916	1,349,929	400,946	-	26,834,193
		<b>96,382,915</b>	<b>5,316,079</b>	<b>4,083,863</b>	<b>850,927</b>	<b>-</b>	<b>106,633,784</b>
<b>Note (ii): Equity securities</b>	<b>註(ii): 股本證券</b>						
By category:	按種類:						
- Available-for-sale	- 可供出售	7,667,811	480,679	419,883	92,403	(12,300)	8,648,476
- Held-for-trading	- 持有作交易用途	-	-	-	20,408	-	20,408
		<b>7,667,811</b>	<b>480,679</b>	<b>419,883</b>	<b>112,811</b>	<b>(12,300)</b>	<b>8,668,884</b>
<b>Note (iii): Investment funds</b>	<b>註(iii): 投資基金</b>						
By category:	按種類:						
- Available-for-sale	- 可供出售	5,391,474	214,439	14,561	-	-	5,620,474
- Held-for-trading	- 持有作交易用途	431	-	29,305	22,232	-	51,968
		<b>5,391,905</b>	<b>214,439</b>	<b>43,866</b>	<b>22,232</b>	<b>-</b>	<b>5,672,442</b>
<b>Note (iv): Debt schemes</b>	<b>註(iv): 債權計劃</b>						
By category:	按種類:						
- Loans and receivables	- 貸款及應收款項	9,012,332	523,653	37,005	23,436	-	9,596,426

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS (Continued)

#### f. Other segmental information for 2011

### 3 營運分部 (續)

#### f. 2011年其他分類資料

		31 December 2011 二零一一年十二月三十一日					
		Life insurance 人壽保險 \$'000 千元	Property and casualty insurance 財產保險 \$'000 千元	Reinsurance 再保險 \$'000 千元	Other businesses 其他業務 \$'000 千元	Inter-segment elimination and adjustment 內部對銷及調整 \$'000 千元	Total 總額 \$'000 千元
Capital expenditure	資本開支	1,083,961	122,419	937	23,856	-	1,231,173
Depreciation and amortization	折舊及攤銷	205,994	74,424	2,730	18,934	12,544	314,626
Significant non-cash (income)/expenses (net exchange (gain)/loss and net unrealized investment (gains)/losses and impairment)	重大非現金(收入)/支出(匯兌(收益)/虧損及未實現投資(收益)/虧損及減值淨額)	(662,087)	158,701	(62,637)	(11,610)	(55,164)	(632,797)

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 OPERATING SEGMENTS (Continued)

#### Geographical distribution:

More than 95% (2011: 94%) of the Group's total income is derived from its operations in the PRC (other than Hong Kong and Macau).

The Group's information about its non-current assets by geographical location of the assets are detailed below:

		31 December 2012 二零一二年十二月三十一日		
		Hong Kong and Macau 香港及澳門	PRC (other than Hong Kong and Macau) 中國(香港及 澳門除外)	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元
Non-current assets (other than financial instruments, deferred tax assets and rights arising under insurance contracts)	非流動資產 (金融工具、遞延 稅項資產及有關 保險合約之 權利除外)	2,196,874	6,381,391	8,578,265
		31 December 2011 二零一一年十二月三十一日		
		Hong Kong and Macau 香港及澳門	PRC (other than Hong Kong and Macau) 中國(香港及 澳門除外)	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元
Non-current assets (other than financial instruments, deferred tax assets and rights arising under insurance contracts)	非流動資產 (金融工具、遞延 稅項資產及有關 保險合約之 權利除外)	1,870,782	5,829,403	7,700,185

#### Information about major customers:

There were no customers for the year ended 31 December 2012 and 2011 contributing over 10% of the total gross premiums written and policy fees of the Group.

### 3 營運分部 (續)

#### 地區分佈：

本集團超過95% (二零一一年：94%)的總收入來自於中國業務(香港及澳門除外)。

下表詳列本集團按資產地區分佈之非當期資產：

		31 December 2012 二零一二年十二月三十一日		
		Hong Kong and Macau 香港及澳門	PRC (other than Hong Kong and Macau) 中國(香港及 澳門除外)	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元
Non-current assets (other than financial instruments, deferred tax assets and rights arising under insurance contracts)	非流動資產 (金融工具、遞延 稅項資產及有關 保險合約之 權利除外)	2,196,874	6,381,391	8,578,265
		31 December 2011 二零一一年十二月三十一日		
		Hong Kong and Macau 香港及澳門	PRC (other than Hong Kong and Macau) 中國(香港及 澳門除外)	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元
Non-current assets (other than financial instruments, deferred tax assets and rights arising under insurance contracts)	非流動資產 (金融工具、遞延 稅項資產及有關 保險合約之 權利除外)	1,870,782	5,829,403	7,700,185

#### 主要客戶資料：

於二零一二年及二零一一年十二月三十一日並無客戶為本集團毛承保保費及保單費收入帶來逾10%之貢獻。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 4 GROSS PREMIUMS WRITTEN AND POLICY FEES 4 毛承保保費及保單費收入

#### Principal activities 主要業務

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are the underwriting of direct life insurance business, property and casualty insurance business and all classes of reinsurance business. Apart from these, the Group also carries on operations in pension and group life business, asset management, E-commerce for insurance and insurance intermediaries.

#### 主要業務

本公司的主要業務是投資控股。本公司之附屬公司的主要業務是承接直接人壽保險業務、財產保險業務及各類再保險業務。此外，本集團也從事養老及團體人壽保險、資產管理、保險有關的電子商務及保險中介業務。

		Year ended 31 December 2012 截至二零一二年十二月三十一日止年度				Total 總額
		Life insurance contracts 人壽保險合約 \$'000 千元	Property and casualty insurance contracts 財產保險合約 \$'000 千元	Reinsurance contracts 再保險合約 \$'000 千元	Other businesses - group life contracts 其他業務 - 團險合約 \$'000 千元	\$'000 千元
Gross premiums written	毛承保保費收入	44,807,453	10,589,355	3,435,304	1,083,195	59,915,307
Policy fees	保單費收入	145,111	-	-	-	145,111
		44,952,564	10,589,355	3,435,304	1,083,195	60,060,418

		Year ended 31 December 2011 截至二零一一年十二月三十一日止年度				Total 總額
		Life insurance contracts 人壽保險合約 \$'000 千元	Property and casualty insurance contracts 財產保險合約 \$'000 千元	Reinsurance contracts 再保險合約 \$'000 千元	Other businesses - group life contracts 其他業務 - 團險合約 \$'000 千元	\$'000 千元
Gross premiums written	毛承保保費收入	37,928,838	7,930,219	3,431,083	599,564	49,889,704
Policy fees	保單費收入	208,334	-	-	-	208,334
		38,137,172	7,930,219	3,431,083	599,564	50,098,038

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 4 GROSS PREMIUMS WRITTEN AND POLICY FEES (Continued)

### 4 毛承保保費及保單費收入 (續)

#### Principal activities (Continued)

In respect of life insurance contracts, the detailed breakdown are as follows:

#### 主要業務 (續)

有關人壽保險合約的詳細分析如下：

		Year ended 31 December 2012 截至二零一二年十二月三十一日止年度				
		Individual 個人代理 \$'000 千元	Bancassurance 銀行保險 \$'000 千元	Group 團體 \$'000 千元	Other Channels 多元銷售 \$'000 千元	Total 總額 \$'000 千元
Single Premium	躉繳保費	42,378	11,116,797	-	-	11,159,175
Regular Premium	期繳保費					
- First Year	- 首年	4,420,010	2,387,752	-	459,377	7,267,139
- Renewal Year	- 續年	13,780,808	11,894,918	-	557,826	26,233,552
Employee Benefit ("EB")	僱員福利	-	-	147,587	-	147,587
Annuity	年金	-	-	-	-	-
		<b>18,243,196</b>	<b>25,399,467</b>	<b>147,587</b>	<b>1,017,203</b>	<b>44,807,453</b>

		Year ended 31 December 2011 截至二零一一年十二月三十一日止年度				
		Individual 個人代理 \$'000 千元	Bancassurance 銀行保險 \$'000 千元	Group 團體 \$'000 千元	Other Channels 多元銷售 \$'000 千元	Total 總額 \$'000 千元
Single Premium	躉繳保費	79,421	10,130,651	-	274	10,210,346
Regular Premium	期繳保費					
- First Year	- 首年	4,290,165	2,730,905	-	361,033	7,382,103
- Renewal Year	- 續年	10,040,204	9,432,972	-	253,372	19,726,548
Employee Benefit ("EB")	僱員福利	-	-	606,103	-	606,103
Annuity	年金	-	-	3,738	-	3,738
		<b>14,409,790</b>	<b>22,294,528</b>	<b>609,841</b>	<b>614,679</b>	<b>37,928,838</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 4 GROSS PREMIUMS WRITTEN AND POLICY FEES (Continued) 4 毛承保保費及保單費收入 (續)

#### Principal activities (Continued)

For life insurance and investment contracts, the individual first year regular premium by payment term and feature are as follows:

For the year ended 31 December

#### By Payment Term

		2012 二零一二年	% of Total 佔總額百分比	2011 二零一一年	% of Total 佔總額百分比
3-9 years	3-9年	887,386	20.1%	490,575	11.4%
10-19 years	10-19年	1,007,271	22.8%	1,321,440	30.8%
20-29 years	20-29年	2,294,268	51.9%	2,148,513	50.1%
30 years+	30年+	231,085	5.2%	329,637	7.7%
		<b>4,420,010</b>	<b>100.0%</b>	<b>4,290,165</b>	<b>100.0%</b>

#### By Feature

		2012 二零一二年	% of Total 佔總額百分比	2011 二零一一年	% of Total 佔總額百分比
Short term savings	短期儲蓄型	348,015	7.9%	926,352	21.6%
Long term savings	長期儲蓄型	2,132,614	48.2%	1,667,713	38.9%
Long term protection	長期保障型	1,524,483	34.5%	1,269,300	29.6%
Others	其他	414,898	9.4%	426,800	9.9%
		<b>4,420,010</b>	<b>100.0%</b>	<b>4,290,165</b>	<b>100.0%</b>

For life insurance and investment contracts, the bancassurance first year regular premium by payment term were as follows:

#### By Payment Term

		2012 二零一二年	% of Total 佔總額百分比	2011 二零一一年	% of Total 佔總額百分比
5-9 years	5-9年	424,610	17.8%	580,438	21.2%
10-14 years	10-14年	1,949,036	81.6%	2,140,404	78.4%
Others	其他	14,106	0.6%	10,063	0.4%
		<b>2,387,752</b>	<b>100.0%</b>	<b>2,730,905</b>	<b>100.0%</b>

#### 主要業務 (續)

有關人壽保險及投資合約，個人首年期繳保費按繳費期及產品形態的分類如下：

截至十二月三十一日止年度

#### 按繳費期

#### 按產品形態

有關人壽保險及投資合約，銀行保險首年期繳保費按繳費期的分類如下：

#### 按繳費期

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 5 INVESTMENT INCOME

### 5 投資收入

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
<b>Net investment income (note (a))</b>	<b>淨投資收入 (註(a))</b>	<b>8,293,550</b>	5,747,722
<b>Net realized investment (losses)/ gains (note (b))</b>	<b>已實現投資 (虧損)/ 收益淨額 (註(b))</b>	<b>(1,117,725)</b>	66,275
<b>Net unrealized investment losses and impairment (note (c))</b>	<b>未實現投資虧損及 減值淨額 (註(c))</b>	<b>(1,271,996)</b>	(617,429)
		<b>5,903,829</b>	5,196,568
<b>(a) Net investment income</b>	<b>(a) 淨投資收入</b>		
Interest income from debt securities (note (i)):	債務證券利息收入 (註(i)):		
– Held-to-maturity	– 持有至到期日	<b>3,985,381</b>	3,314,464
– Available-for-sale	– 可供出售	<b>1,136,501</b>	910,236
– Held-for-trading	– 持有作交易用途	<b>3,231</b>	6,752
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	<b>16,459</b>	–
– Loans and receivables	– 貸款及應收款項	<b>63,710</b>	38,164
		<b>5,205,282</b>	4,269,616
Interest income from debt schemes (note (i))	債權計劃利息收入 (註(i))	<b>803,399</b>	358,651
Dividend income from equity securities (note (ii)):	股本證券股息收入 (註(ii)):		
– Available-for-sale	– 可供出售	<b>171,984</b>	109,268
– Held-for-trading	– 持有作交易用途	<b>408</b>	2,224
		<b>172,392</b>	111,492
Dividend income from investment funds (note (iii)):	投資基金股息收入 (註(iii)):		
– Available-for-sale	– 可供出售	<b>709,476</b>	183,809
– Held-for-trading	– 持有作交易用途	<b>4,252</b>	2,795
		<b>713,728</b>	186,604
Bank deposits and other interest income	銀行存款及其他利息收入	<b>1,888,261</b>	999,922
Gross rentals receivable from investment properties	應收投資物業租金毛額	<b>92,586</b>	75,922
Less: direct outgoings	減: 直接支出	<b>(2,863)</b>	(1,962)
Net rentals receivable from investment properties	應收投資物業租金淨額	<b>89,723</b>	73,960
Net interest expenses on securities sold/purchased under repurchase/ resale agreements	賣出回購/買入返售證券利息費用淨額	<b>(579,235)</b>	(252,523)
		<b>8,293,550</b>	5,747,722

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 5 INVESTMENT INCOME (Continued)

### 5 投資收入 (續)

Notes:

註:

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
(i) Interest income from debt securities and debt schemes:	(i) 債務證券及債權計劃利息收入:		
	Listed Unlisted	上市 非上市	737,640 3,890,627
		<b>818,492</b> <b>5,190,189</b>	
(ii) Dividend income from equity securities:	(ii) 股本證券股息收入:		4,628,267
	Listed Unlisted	上市 非上市	109,589 1,903
		<b>171,522</b> <b>870</b>	
(iii) Dividend income from investment funds:	(iii) 投資基金股息收入:		111,492
	Listed Unlisted	上市 非上市	94,457 92,147
		<b>172,392</b> <b>17,169</b> <b>696,559</b>	
		<b>713,728</b>	186,604

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 5 INVESTMENT INCOME (Continued)

### 5 投資收入 (續)

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
<b>(b) Net realized investment gains/(losses)</b>	<b>(b) 已實現投資收益／(虧損)淨額</b>		
Debt securities (note (i)):	債務證券 (註(i)):		
– Held-to-maturity	– 持有至到期日	–	1,655
– Available-for-sale	– 可供出售	52,918	86,864
– Held-for-trading	– 持有作交易用途	6,440	23,150
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	(1,159)	–
		58,199	111,669
Equity securities (note (ii)):	股本證券 (註(ii)):		
– Available-for-sale	– 可供出售	(1,036,137)	83,148
– Held-for-trading	– 持有作交易用途	115	(11,275)
		(1,036,022)	71,873
Investment funds (note (iii)):	投資基金 (註(iii)):		
– Available-for-sale	– 可供出售	(140,352)	(117,234)
– Held-for-trading	– 持有作交易用途	(90)	(33)
		(140,442)	(117,267)
Gain on disposal of investment properties	出售投資物業收益	540	–
		(1,117,725)	66,275

Notes:

註:

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
(i) Net realized investment gains/(losses) on debt securities:	(i) 債務證券已實現投資收益／(虧損)淨額:		
Listed	上市	50,344	112,357
Unlisted	非上市	7,855	(688)
		58,199	111,669
(ii) Net realized investment gains/(losses) on equity securities:	(ii) 股本證券已實現投資收益／(虧損)淨額:		
Listed	上市	(1,039,094)	61,681
Unlisted	非上市	3,072	10,192
		(1,036,022)	71,873
(iii) Net realized investment gains/(losses) on investment funds:	(iii) 投資基金已實現投資收益／(虧損)淨額:		
Listed	上市	(560,582)	(57,524)
Unlisted	非上市	420,140	(59,743)
		(140,442)	(117,267)

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 5 INVESTMENT INCOME (Continued)

### 5 投資收入 (續)

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
<b>(c) Net unrealized investment (losses)/gains and impairment</b>	<b>(c) 未實現投資 (虧損) / 收益及減值淨額</b>		
Debt securities (note (i)):	債務證券 (註(i)):		
– Held-for-trading	– 持有作交易用途	4,251	(4,623)
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	1,781	–
		6,032	(4,623)
Equity securities (note (ii)):	股本證券 (註(ii)):		
– Held-for-trading	– 持有作交易用途	513	(4,554)
Investment funds (note (iii)):	投資基金 (註(iii)):		
– Held-for-trading	– 持有作交易用途	182	(4,344)
Derivative financial instruments	衍生金融工具	4,494	–
Surplus on revaluation of investment properties	投資物業重估盈餘	439,271	195,241
Impairment loss recognized:	確認減值:		
– Available-for-sale equity securities and investment funds	– 可供出售股本證券及投資基金	(1,722,488)	(799,149)
		<b>(1,271,996)</b>	<b>(617,429)</b>

Notes:

註:

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
(i) Net unrealized investment gains/(losses) on debt securities:	(i) 債務證券未實現投資收益/(虧損)淨額:		
Listed	上市	6,032	(4,166)
Unlisted	非上市	–	(457)
		6,032	(4,623)
(ii) Net unrealized investment gains/(losses) on equity securities:	(ii) 股本證券未實現投資收益/(虧損)淨額:		
Listed	上市	513	(4,554)
Unlisted	非上市	–	–
		513	(4,554)
(iii) Net unrealized investment gains/(losses) on investment funds:	(iii) 投資基金未實現投資收益/(虧損)淨額:		
Listed	上市	(22)	(3,892)
Unlisted	非上市	204	(452)
		182	(4,344)



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 6 OTHER INCOME/OTHER GAINS

#### (a) Other income

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
Fee income from provision of asset management services	提供資產管理服務費收入	60,093	43,573
Fee income from provision of insurance intermediary services	提供保險中介服務費收入	29,260	31,851
Fee income from provision of pension administration services	提供養老保險管理服務費收入	113,843	98,451
Interest income on secured loans to policyholders	保單持有人有抵押貸款利息收入	106,221	66,305
Others	其他	157,996	103,135
		<b>467,413</b>	<b>343,315</b>

#### (b) Other gains

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
Gain/(loss) on disposal of property and equipment	出售物業及設備收益/(虧損)	3,110	(467)
Net impairment losses written back on property and equipment	物業及設備減值回撥淨額	14,338	33,581
Net exchange gain/(loss)	匯兌收益/(虧損)淨額	26,481	(15,368)
Reversal of net impairment losses on insurance debtors and other debtors	保險客戶應收賬款及其他應收賬款減值回撥淨額	66	2,336
		<b>43,995</b>	<b>20,082</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 7 NET POLICYHOLDERS' BENEFITS AND NET COMMISSION EXPENSES

### 7 保單持有人利益淨額及佣金支出淨額

#### (a) Net policyholders' benefits

#### (a) 保單持有人利益淨額

		Year ended 31 December 2012 截至二零一二年十二月三十一日止年度				
		Life insurance contracts 人壽保險合約 \$'000 千元	Property and casualty insurance contracts 財產保險合約 \$'000 千元	Reinsurance contracts 再保險合約 \$'000 千元	Other businesses – group life contracts 其他業務 – 團險合約 \$'000 千元	Total 總額 \$'000 千元
Claims and claim adjustment expenses	賠款及賠款調整支出	695,583	5,003,681	2,413,862	545,501	8,658,627
Less: Reinsurers' and retrocessionaires' share	減: 再保及轉分份額	(132,401)	(822,197)	(122,345)	(180,587)	(1,257,530)
Surrenders	退保	563,182	4,181,484	2,291,517	364,914	7,401,097
Annuity, dividends and maturity payments	年金、分紅及滿期給款	3,920,405	–	–	1,445	3,921,850
Interest allocated to investment contracts	分配至投資合約之利益	3,107,731	–	–	28,173	3,135,904
		1,091,651	–	–	–	1,091,651
		8,682,969	4,181,484	2,291,517	394,532	15,550,502

		Year ended 31 December 2011 截至二零一一年十二月三十一日止年度				
		Life insurance contracts 人壽保險合約 \$'000 千元	Property and casualty insurance contracts 財產保險合約 \$'000 千元	Reinsurance contracts 再保險合約 \$'000 千元	Other businesses – group life contracts 其他業務 – 團險合約 \$'000 千元	Total 總額 \$'000 千元
Claims and claim adjustment expenses	賠款及賠款調整支出	812,254	3,765,474	2,624,717	169,745	7,372,190
Less: Reinsurers' and retrocessionaires' share	減: 再保及轉分份額	(160,891)	(326,113)	(493,165)	(43,626)	(1,023,795)
Surrenders	退保	651,363	3,439,361	2,131,552	126,119	6,348,395
Annuity, dividends and maturity payments	年金、分紅及滿期給款	2,706,983	–	–	–	2,706,983
Interest allocated to investment contracts	分配至投資合約之利益	1,707,761	–	–	8,456	1,716,217
		1,115,898	–	–	–	1,115,898
		6,182,005	3,439,361	2,131,552	134,575	11,887,493

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

#### 7 NET POLICYHOLDERS' BENEFITS AND NET COMMISSION EXPENSES (Continued)

##### (b) Net commission expenses

		Year ended 31 December 2012 截至二零一二年十二月三十一日止年度				
		Life insurance contracts 人壽保險合約 \$'000 千元	Property and casualty insurance contracts 財產保險合約 \$'000 千元	Reinsurance contracts 再保險合約 \$'000 千元	Other businesses – group life contracts 其他業務 – 團險合約 \$'000 千元	Total 總額 \$'000 千元
Gross commission expenses	毛佣金支出	3,865,681	973,016	900,333	92,119	5,831,149
Reinsurance commission income	再保險佣金收入	(22,763)	(607,583)	(64,563)	(47,626)	(742,535)
Net commission expenses	佣金支出淨額	3,842,918	365,433	835,770	44,493	5,088,614

		Year ended 31 December 2011 截至二零一一年十二月三十一日止年度				
		Life insurance contracts 人壽保險合約 \$'000 千元	Property and casualty insurance contracts 財產保險合約 \$'000 千元	Reinsurance contracts 再保險合約 \$'000 千元	Other businesses – group life contracts 其他業務 – 團險合約 \$'000 千元	Total 總額 \$'000 千元
Gross commission expenses	毛佣金支出	3,361,411	683,365	876,808	64,856	4,986,440
Reinsurance commission income	再保險佣金收入	(41,128)	(448,454)	(64,489)	(23,380)	(577,451)
Net commission expenses	佣金支出淨額	3,320,283	234,911	812,319	41,476	4,408,989

#### 7 保單持有人利益淨額及佣金支出淨額 (續)

##### (b) 佣金支出淨額

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 8 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

### 8 除稅前溢利

除稅前溢利已扣除／(抵免)：

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
<b>(a) Finance costs:</b>	<b>(a) 財務費用：</b>		
Interest on interest-bearing notes	需付息票據利息		
– payable within 5 years	– 於五年內支付	216,373	213,839
– not payable within 5 years	– 不須於五年內支付	372,080	351,690
Interest on other loan	其他貸款利息	10,177	–
		<b>598,630</b>	<b>565,529</b>
<b>(b) Staff costs (including directors' remuneration):</b>	<b>(b) 員工成本 (包括董事酬金)：</b>		
Salaries, wages, bonuses and other benefits	薪金、工資、花紅及其他利益	4,684,844	3,700,088
Employee share-based compensation benefits	以股份為本之僱員補償利益	5,331	7,896
Contributions to defined contribution retirement plans	已訂定供款退休計劃供款	330,960	257,282
		<b>5,021,135</b>	<b>3,965,266</b>
<b>(c) Other items:</b>	<b>(c) 其他項目：</b>		
Auditor's remuneration	核數師酬金		
– audit services	– 核數服務	7,361	6,985
– tax services	– 稅務服務	154	549
Depreciation of property and equipment	物業及設備折舊	305,537	306,478
Operating lease charges in respect of properties	有關物業的經營租賃費用	475,248	368,989
Business tax and additional charges	營業稅及附加	632,649	497,825
Share of associates' taxation charge	佔聯營公司稅項支出	39,870	21,892
Amortization of prepaid lease payments	預付租賃付款攤銷	3,591	8,148
Amortization of intangible assets	無形資產攤銷	282	141

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 9 DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance was as follows:

### 9 董事及行政總裁酬金

根據香港《公司條例》第161條列報的董事酬金如下：

		Year ended 31 December 2012 截至二零一二年十二月三十一日止年度					
		Salaries and other emoluments	Discretionary bonuses	Share based payments	Retirement scheme contributions	Total	
		Directors' fees					
		\$'000	\$'000	\$'000	\$'000	\$'000	
		千元	千元	千元	千元	千元	
Executive directors:	執行董事：						
Wang Bin (appointed on 29 March 2012)	王濱 (於2012年3月29日委任)	-	-	-	-	-	
Lin Fan <sup>1</sup> (resigned on 29 March 2012)	林帆 <sup>1</sup> (於2012年3月29日請辭)	-	143	331	21	495	
Song Shuguang <sup>1</sup>	宋曙光 <sup>1</sup>	-	515	1,193	54	1,762	
Xie Yiqun <sup>1</sup>	謝一群 <sup>1</sup>	-	486	1,126	14	1,626	
Peng Wei <sup>1</sup>	彭偉 <sup>1</sup>	-	486	1,126	14	1,626	
Ng Yu Lam, Kenneth <sup>2</sup>	吳俞霖 <sup>2</sup>	-	2,117	600	14	3,023	
Shen Koping, Michael (resigned on 31 December 2012)	沈可平 (於2012年12月31日請辭)	-	1,508	409	14	1,931	
Lau Siu Mun, Sammy (resigned on 31 December 2012)	劉少文 (於2012年12月31日請辭)	-	1,526	306	180	2,214	
Non-executive directors:	非執行董事：						
Li Tao	李濤	-	-	-	-	-	
Wu Jiesi	武捷思	300	-	-	-	300	
Che Shujian	車書劍	300	-	-	-	300	
Lee Kong Wai Conway	李港衛	200	-	-	-	200	
		800	6,781	5,091	494	13,477	

<sup>1</sup> According to the regulations of the PRC relevant authorities, the directors' salary, other emoluments and discretionary bonus for 2012 has not yet been finalized.

<sup>2</sup> Mr. Ng Yu Lam Kenneth's annual basic salary had been revised to \$2,099,500 with effect from 1 July 2012.

<sup>1</sup> 根據國家有關部門的規定，二零一二年度最終董事薪金、其他酬金及酌定花紅仍在確認中。

<sup>2</sup> 吳俞霖先生的每年薪酬已於二零一二年七月一日起調整為2,099,500元。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 9 DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

### 9 董事及行政總裁酬金 (續)

		Year end 31 December 2011 截至二零一一年十二月三十一日止年度					
		Salaries and other emoluments	Discretionary bonuses	Share based payments	Retirement scheme contributions	Total	
		薪金及 其他酬金	酌定花紅	股份為 本支付	退休 計劃供款	總額	
		\$'000	\$'000	\$'000	\$'000	\$'000	
		千元	千元	千元	千元	千元	
Executive directors:	執行董事:						
Lin Fan <sup>3</sup> (resigned on 29 March 2012)	林帆 <sup>3</sup> (於2012年3月29日請辭)	-	561	1,300	-	55	1,916
Song Shuguang <sup>3</sup>	宋曙光 <sup>3</sup>	-	505	1,170	-	49	1,724
Xie Yiqun <sup>3</sup>	謝一群 <sup>3</sup>	-	477	1,105	-	12	1,594
Peng Wei <sup>3</sup>	彭偉 <sup>3</sup>	-	477	1,105	-	12	1,594
Ng Yu Lam, Kenneth Shen Koping, Michael (resigned on 31 December 2012)	吳俞霖 沈可平 (於2012年12月31日請辭)	-	1,926	733	292	12	2,963
Lau Siu Mun, Sammy (resigned on 31 December 2012)	劉少文 (於2012年12月31日請辭)	-	908	752	2,451	12	4,123
		-	1,444	662	202	180	2,488
Non-executive directors:	非執行董事:						
Li Tao	李濤	-	-	-	-	-	-
Wu Jiesi	武捷思	300	-	-	-	-	300
Che Shujian	車書劍	300	-	-	-	-	300
Lee Kong Wai Conway	李港衛	200	-	-	-	-	200
		800	6,298	6,827	2,945	332	17,202

<sup>3</sup> According to the regulations of the PRC relevant authorities, the directors' salary, other emoluments and discretionary bonus for 2011 has been finalized as disclosed above.

<sup>3</sup> 根據國家有關部門的規定，二零一一年度最終董事薪金、其他酬金及酌定花紅情況披露如上。

The above emoluments include the value of share options granted and shares awarded to certain directors under the Company's share option scheme and share award scheme, respectively, as estimated at the date of grant and award. The details of these benefits in kind are disclosed under the paragraph "share option scheme" and "share award scheme" in the directors' report and note 40.

上述酬金包括分別根據本公司的認股權計劃及股份獎勵計劃授予部份董事的認股權及股份於授予日及獎授日的預計價值。有關此等實物收益的詳情載於董事會報告書的「認股權計劃」、「股份獎勵計劃」及附註40內。

Mr. Ng Yu Lam, Kenneth is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

吳俞霖先生亦為本公司的行政總裁，上述之酬金已包括他作為行政總裁而提供服務的酬金。

Discretionary bonuses for directors are based on performance and duties of directors, Company's performance and the prevailing market conditions and is decided by the Board and the remuneration committee of the Company.

董事酌定花紅按董事之表現及職務、本公司之業績與盈利能力以及現行市況，並由董事會及薪酬委員會釐定。

No directors waived any emoluments in the years ended 31 December 2012 and 2011.

於二零一二年及二零一一年十二月三十一日止年度，概無董事放棄收取董事酬金。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 10 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, one (31 December 2011: two) is director whose emoluments are disclosed in note 9. The emoluments of the remaining four (31 December 2011: three) individuals are as follows:

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
Salaries and other emoluments	薪金及其他酬金	8,685	5,886
Discretionary bonuses	酌定花紅	6,164	6,601
Share based payments	股份為本支付	-	-
Retirement scheme contributions	退休計劃供款	-	-
		<b>14,849</b>	<b>12,487</b>

The emoluments of the individuals with the highest emoluments are within the following bands:

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 Number of individuals 人數	2011 二零一一年 Number of individuals 人數
\$			
元			
3,000,001 – 3,500,000		1	-
3,500,001 – 4,000,000		3	1
4,000,001 – 4,500,000		-	2

### 10 最高酬金人士

在五位最高酬金的人士中，一位（二零一一年十二月三十一日：兩位）為董事，有關的酬金詳情載於附註9。另外四位人士（二零一一年十二月三十一日：三位）的酬金總額如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
Salaries and other emoluments	薪金及其他酬金	8,685	5,886
Discretionary bonuses	酌定花紅	6,164	6,601
Share based payments	股份為本支付	-	-
Retirement scheme contributions	退休計劃供款	-	-
		<b>14,849</b>	<b>12,487</b>

該等最高酬金人士的酬金在以下範圍內：

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 Number of individuals 人數	2011 二零一一年 Number of individuals 人數
\$			
元			
3,000,001 – 3,500,000		1	-
3,500,001 – 4,000,000		3	1
4,000,001 – 4,500,000		-	2



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 11 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT 11 綜合損益表內的稅項

(a) Taxation in the consolidated income statement represents:

(a) 綜合損益表所示的稅項為：

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
<b>Current tax – Hong Kong Profits Tax</b>	<b>當期稅項 – 香港利得稅</b>		
Provision for the year	年度稅款準備	27,650	410
(Over)/under-provision in respect of prior years	(多提)/少提以往年度準備	(53)	53,000
		<b>27,597</b>	<b>53,410</b>
<b>Current tax – Outside Hong Kong</b>	<b>當期稅項 – 香港以外地區</b>		
Provision for the year	年度稅款準備	50,679	52,436
Over-provision in respect of prior years	多提以往年度準備	(32,502)	(17,587)
		<b>18,177</b>	<b>34,849</b>
<b>Deferred tax credit (note)</b>	<b>遞延稅項抵免 (註)</b>		
Origination and reversal of temporary differences	暫時性差異之起源及轉回	(286,887)	(115,977)
Income tax credit	稅項抵免	(241,113)	(27,718)

Note: For details of deferred tax recognized, refer to note 31(a).

註：遞延稅項確認之詳情，請參看31(a)。

The provision for Hong Kong Profits Tax represents the Group's estimated Hong Kong Profits Tax liability calculated at the standard tax rate of 16.5% (31 December 2011: 16.5%) on its assessable profits from property and casualty insurance, reinsurance, asset management and insurance intermediary businesses, except for its assessable profits from the business of reinsurance of offshore risks, which is calculated at 8.25% (31 December 2011: 8.25%), one-half of the standard tax rate.

香港利得稅準備是指本集團根據來自財產保險、再保險、資產管理及保險中介業務的應評稅溢利，按16.5%（二零一一年十二月三十一日：16.5%）的標準稅率計算的估計應繳香港利得稅，但來自離岸風險的再保險業務的應評稅溢利則按標準稅率的一半，即8.25%（二零一一年十二月三十一日：8.25%）計算。

Taxation outside Hong Kong for subsidiaries outside Hong Kong is calculated at the rates prevailing in the relevant jurisdictions. Under the Enterprise Income Tax Law of the PRC, the enterprise income tax rates for domestic companies in the PRC is 25% (31 December 2011: in different provinces in the PRC range from 24% to 25%).

香港以外附屬公司於香港以外地區的稅項以相關司法管轄區的現行稅率計算。根據中華人民共和國企業所得稅法，適用於中國內地企業的企業所得稅率為25%（二零一一年十二月三十一日：於各不同省份的稅率範圍為24%至25%）。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 11 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (Continued)

### 11 綜合損益表內的稅項 (續)

#### (b) Reconciliation between tax charge and accounting profit at applicable tax rates:

#### (b) 稅項支出與會計溢利按適用稅率的稅項之對賬：

		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 (Restated) (重列)
		\$'000 千元	\$'000 千元
Profit before taxation	稅前溢利	1,232,632	944,462
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	按相關管轄地區適用的溢利稅率計算稅前溢利的名義稅項	260,881	191,693
Tax effect of non-deductible expenses	不可扣減費用之稅項影響	167,611	83,167
Tax effect of non-taxable income	毋須課稅收入之稅項影響	(631,687)	(374,379)
Tax effect of temporary difference not recognized	未確認的暫時性差異之稅項影響	(55,478)	(5,253)
Effect of tax concession granted to the business of reinsurance with offshore risks	來自離岸風險的再保險業務之稅項優惠	(6,387)	6,347
Tax effect of tax losses not recognized	未確認的稅項虧損之稅項影響	42,964	83,626
Tax effect of change in accounting policy	會計政策改變之稅項影響	16,825	-
Tax effect of prior years' tax losses utilized this year	往年度稅項虧損在本年度使用之稅項影響	(10,039)	(55,158)
Tax effect of different tax rates in branches located outside the head office	位於總公司以外之分公司的不同稅率之稅務影響	6,752	6,826
(Over)/under-provision in prior years	(多提)/少提往年度準備	(32,555)	35,413
Tax credit for the year	本年度稅項抵免	(241,113)	(27,718)

### 12 PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY

### 12 本公司股東應佔溢利/(虧損)

The consolidated profit/(loss) attributable to owners of the Company includes loss of the Company of \$36,293,000 (31 December 2011: profit of \$46,263,000) which has been dealt with in the financial statements of the Company.

本公司股東應佔綜合溢利/(虧損)包括一筆已列入本公司財務報表的本公司虧損36,293,000元(二零一一年十二月三十一日:溢利46,263,000元)。

### 13 DIVIDENDS

No dividend was proposed, approved or paid during 2012 or 2011, nor has any dividend been proposed, approved or paid since the end of the reporting periods.

### 13 股息

於二零一二年及二零一一年並無擬派、核准或支付股息，於報告期後亦沒有擬派、核准或支付股息。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 14 EARNINGS PER SHARE

#### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to owners of the Company of \$936,558,000 (31 December 2011 as restated: \$547,633,000) and the weighted average number of ordinary shares in issue during the year, excluding shares held for the Share Award Scheme, of 1,704,096,489 (31 December 2011: 1,702,986,359).

#### (b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to owners of the company of \$936,558,000 (31 December 2011 as restated: \$547,633,000) and the weighted average number of 1,712,451,032 ordinary shares (31 December 2011: 1,713,969,353) after adjusting for the effects of the potential dilution from ordinary shares issuable under the Company's Share Option Scheme and Share Award Scheme.

#### (c) Reconciliations

Weighted average number of ordinary shares less shares held for Share Award Scheme used in calculating basic earnings per share	用作計算每股基本盈利的扣除股份獎勵計劃而持有之股份後的普通股加權平均股數		
Effect of Share Option Scheme	認股權計劃的影響		
Effect of Share Award Scheme	股份獎勵計劃的影響		
Weighted average number of ordinary shares used in calculating diluted earnings per share	用作計算每股攤薄盈利的普通股加權平均股數		

### 14 每股盈利

#### (a) 每股基本盈利

每股基本盈利是按照本公司股東應佔溢利936,558,000元(二零一一年十二月三十一日重列: 547,633,000元)及不包括為股份獎勵計劃而持有之股份的年內已發行普通股的加權平均數1,704,096,489股(二零一一年十二月三十一日: 1,702,986,359)計算。

#### (b) 每股攤薄盈利

每股攤薄盈利是按照本公司股東應佔溢利936,558,000元(二零一一年十二月三十一日重列: 547,633,000元)及已就本公司認股權計劃及股份獎勵計劃所有具備潛在攤薄影響的可發行普通股作出調整得出的普通股加權平均數1,712,451,032股(二零一一年十二月三十一日: 1,713,969,353)計算。

#### (c) 對賬

	31 December 2012 二零一二年 十二月三十一日 Number of shares 股份數目	31 December 2011 二零一一年 十二月三十一日 Number of shares 股份數目
	1,704,096,489	1,702,986,359
	6,817,743	9,427,594
	1,536,800	1,555,400
	1,712,451,032	1,713,969,353

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 15 FIXED ASSETS

#### (a) The Group

### 15 固定資產

#### (a) 本集團

		Property and equipment 物業及設備					Investment properties 投資物業				Total 總額
		Land and buildings 土地及 建築物	Construction in progress 在建工程	Furniture and fixtures 傢具及 固定裝置	Computer equipment 電腦設備	Motor vehicles 汽車	Sub-total 小計	Completed investment properties 已完成的 投資物業	Investment properties under construction 發展中的 投資物業	Prepaid lease payments 預付 租賃付款	
<b>Cost or valuation:</b>	<b>成本或估值:</b>										
At 1 January 2011	於二零一一年一月一日	3,003,292	122,457	341,272	606,433	170,481	4,243,935	1,304,112	-	731,592	6,279,639
Exchange adjustments	匯率調整	99,032	11,266	14,992	27,709	8,287	161,286	943	-	52,976	215,205
Additions	增置	757,518	111,699	66,282	135,038	27,262	1,097,799	1,404	131,970	-	1,231,173
Disposals	出售	-	-	(8,862)	(28,507)	(15,967)	(53,336)	-	-	-	(53,336)
Reclassification	重新分類	18,113	(44,103)	-	25,990	-	-	-	-	-	-
Surplus on revaluation	重估盈餘	-	-	-	-	-	-	163,315	31,926	-	195,241
Surplus on revaluation upon transfer from land and buildings and prepaid lease payments to investment properties	重估盈餘轉自土地及建築物及預付租賃付款至投資物業	233,466	-	-	-	-	233,466	-	-	313,936	547,402
Transfer from prepaid lease payments and construction in progress to investment properties under construction (Note 15(e))	轉自預付租賃付款及在建工程至發展中的投資物業(附註15(e))	-	(89,336)	-	-	-	(89,336)	-	972,202	(913,614)	(30,748)
Transfer from land and buildings to completed investment properties	轉自土地及建築物至已完成的投資物業	(407,453)	-	-	-	-	(407,453)	394,967	-	-	(12,486)
Transfer from completed investment properties to land and buildings	轉自已完成的投資物業至土地及建築物	85,265	-	-	-	-	85,265	(85,265)	-	-	-
At 1 January 2012	於二零一二年一月一日	3,789,233	111,983	413,684	766,663	190,063	5,271,626	1,779,476	1,136,098	184,890	8,372,090
Exchange adjustments	匯率調整	(586)	(20)	(69)	(132)	(11)	(818)	(102)	220	(35)	(735)
Additions	增置	43,227	58,367	83,534	181,054	67,664	433,846	350	217,835	-	652,031
Disposals	出售	(3,134)	-	(72,090)	(76,324)	(20,097)	(171,645)	(8,360)	-	-	(180,005)
Reclassification	重新分類	22,084	(9,563)	1,108	8,669	-	22,298	(737)	(21,561)	-	-
Surplus on revaluation	重估盈餘	-	-	-	-	-	-	312,336	126,935	-	439,271
Surplus on revaluation upon transfer from land and buildings to investment properties	重估盈餘轉自土地及建築物至投資物業	177,474	-	-	-	-	177,474	-	-	-	177,474
Transfer from construction in progress to land and buildings	轉自在建工程至土地及建築物	45,064	(45,064)	-	-	-	-	-	-	-	-
Transfer from land and buildings to completed investment properties	轉自土地及建築物至已完成的投資物業	(505,571)	-	-	-	-	(505,571)	482,752	-	-	(22,819)
Transfer from completed investment properties to land and buildings	轉自已完成的投資物業至土地及建築物	35,024	-	-	-	-	35,024	(35,024)	-	-	-
At 31 December 2012	於二零一二年十二月三十一日	3,602,815	115,703	426,167	879,930	237,619	5,262,234	2,530,691	1,459,527	184,855	9,437,307
<b>Representing:</b>	<b>代表:</b>										
Cost	成本	3,602,815	115,703	426,167	879,930	237,619	5,262,234	-	-	184,855	5,447,089
Valuation - 2012	估值 - 二零一二年	-	-	-	-	-	-	2,530,691	1,459,527	-	3,990,218
		3,602,815	115,703	426,167	879,930	237,619	5,262,234	2,530,691	1,459,527	184,855	9,437,307

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 15 FIXED ASSETS (Continued)

#### (a) The Group (Continued)

### 15 固定資產 (續)

#### (a) 本集團 (續)

		Property and equipment 物業及設備					Investment properties 投資物業			Prepaid lease payments 預付租賃付款	Total 總額
		Land and buildings 土地及建築物	Construction in progress 在建工程	Furniture and fixtures 傢具及固定裝置	Computer equipment 電腦設備	Motor vehicles 汽車	Sub-total 小計	Completed investment properties 已完成的投資物業	Investment properties under construction 發展中的投資物業		
<b>Accumulated depreciation and impairment: 累計折舊及減值:</b>											
At 1 January 2011	於二零一一年一月一日	363,463	-	176,126	339,386	84,103	963,078	-	-	37,841	1,000,919
Exchange adjustments	匯率調整	17,614	-	9,149	17,653	4,640	49,056	-	-	1,836	50,892
Charge for the year	本年度折舊	88,643	-	86,951	103,137	27,747	306,478	-	-	8,148	314,626
Written back on disposal	出售時撥回	-	-	(2,951)	(35,006)	(11,322)	(49,279)	-	-	-	(49,279)
Impairment loss written back	減值回撥	(33,581)	-	-	-	-	(33,581)	-	-	-	(33,581)
Transfer from prepaid lease payments to investment properties under construction	轉自預付租賃付款至發展中的投資物業	-	-	-	-	-	-	-	-	(30,748)	(30,748)
Transfer from land and buildings to completed investment properties	轉自土地及建築物至已完成的投資物業	(12,486)	-	-	-	-	(12,486)	-	-	-	(12,486)
At 1 January 2012	於二零一二年一月一日	423,653	-	269,275	425,170	105,168	1,223,266	-	-	17,077	1,240,343
Exchange adjustments	匯率調整	209	-	158	327	111	805	-	-	10	815
Charge for the year	本年度折舊	85,695	-	61,652	126,197	31,993	305,537	-	-	3,591	309,128
Written back on disposal	出售時撥回	(1,098)	-	(31,253)	(35,344)	(18,236)	(85,931)	-	-	-	(85,931)
Reclassification	重新分類	-	-	686	(686)	-	-	-	-	-	-
Impairment loss written back	減值回撥	(14,338)	-	-	-	-	(14,338)	-	-	-	(14,338)
Transfer from land and buildings to completed investment properties	轉自土地及建築物至已完成的投資物業	(22,819)	-	-	-	-	(22,819)	-	-	-	(22,819)
At 31 December 2012	於二零一二年十二月三十一日	471,302	-	300,518	515,664	119,036	1,406,520	-	-	20,678	1,427,198
<b>Net book value: 賬面淨值:</b>											
At 31 December 2012	於二零一二年十二月三十一日	3,131,513	115,703	125,649	364,266	118,583	3,855,714	2,530,691	1,459,527	164,177	8,010,109
At 31 December 2011	於二零一一年十二月三十一日	3,365,580	111,983	144,409	341,493	84,895	4,048,360	1,779,476	1,136,098	167,813	7,131,747

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 15 FIXED ASSETS (Continued)

#### (b) The Company

		Furniture and fixtures 傢具及 固定裝置 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Total 總額 \$'000 千元
<b>Cost:</b>	<b>成本：</b>			
At 1 January 2011	於二零一一年一月一日	2,886	816	3,702
Additions	增置	252	-	252
At 1 January 2012	於二零一二年一月一日	3,138	816	3,954
Additions	增置	85	-	85
At 31 December 2012	於二零一二年十二月三十一日	3,223	816	4,039
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>			
At 1 January 2011	於二零一一年一月一日	2,640	816	3,456
Charge for the year	本年度折舊	105	-	105
At 1 January 2012	於二零一二年一月一日	2,745	816	3,561
Charge for the year	本年度折舊	129	-	129
At 31 December 2012	於二零一二年十二月三十一日	2,874	816	3,690
<b>Net book value:</b>	<b>賬面淨值：</b>			
At 31 December 2012	於二零一二年十二月三十一日	349	-	349
At 31 December 2011	於二零一一年十二月三十一日	393	-	393

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 15 FIXED ASSETS (Continued)

#### (c) Land and buildings

The analysis of net book value of land and buildings was as follows:

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
In Hong Kong	香港		
– Long leases	– 長期租賃	460,413	459,965
– Medium-term leases	– 中期租賃	2,151	4,285
Outside Hong Kong	香港以外地區		
– Medium-term leases	– 中期租賃	2,668,949	2,901,330
		<b>3,131,513</b>	<b>3,365,580</b>

#### (d) Investment properties

The analysis of net book value of investment properties was as follows:

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
<b>Completed investment properties</b>	<b>已完成的投資物業</b>		
In Hong Kong	香港		
– Long leases	– 長期租賃	1,702,711	1,364,915
– Medium-term leases	– 中期租賃	2,200	9,700
Outside Hong Kong	香港以外地區		
– Long leases	– 長期租賃	825,780	404,861
<b>Investment properties under construction</b>	<b>發展中的投資物業</b>		
Outside Hong Kong	香港以外地區		
– Long leases	– 長期租賃	1,459,527	1,136,098
		<b>3,990,218</b>	<b>2,915,574</b>

### 15 固定資產 (續)

#### (c) 土地及樓宇

土地及樓宇賬面淨值的分析如下：

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
In Hong Kong	香港		
– Long leases	– 長期租賃	460,413	459,965
– Medium-term leases	– 中期租賃	2,151	4,285
Outside Hong Kong	香港以外地區		
– Medium-term leases	– 中期租賃	2,668,949	2,901,330
		<b>3,131,513</b>	<b>3,365,580</b>

#### (d) 投資物業

投資物業賬面淨值的分析如下：

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
<b>Completed investment properties</b>	<b>已完成的投資物業</b>		
In Hong Kong	香港		
– Long leases	– 長期租賃	1,702,711	1,364,915
– Medium-term leases	– 中期租賃	2,200	9,700
Outside Hong Kong	香港以外地區		
– Long leases	– 長期租賃	825,780	404,861
<b>Investment properties under construction</b>	<b>發展中的投資物業</b>		
Outside Hong Kong	香港以外地區		
– Long leases	– 長期租賃	1,459,527	1,136,098
		<b>3,990,218</b>	<b>2,915,574</b>



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 15 FIXED ASSETS (Continued)

#### (d) Investment properties (Continued)

The investment properties of the Group located in Hong Kong were revalued at dates of transfer and as of 31 December 2012 and 2011 by independent firms of surveyors, Asset Appraisal Limited and Jones Lang LaSalle Sallmanns Limited, who have among their staff, associates of the Hong Kong Institute of Surveyors. The investment properties of the Group located outside Hong Kong were revalued at dates of transfer and as of 31 December 2012 and 2011 by independent real estate appraisal company, Shenzhen Tianjian Guozhonglian Asset Appraisal and Valuation Company Limited. The valuation for completed investment properties was arrived at by reference to market evidence of transaction prices for similar properties and on the basis of capitalization approach. The valuation for investment properties under construction was arrived on the basis of hypothetical development method. A revaluation surplus of \$439,271,000 (31 December 2011: \$195,241,000) has been recognized in the consolidated income statement (see note 5(c)).

The Group leases out investment properties under operating leases. The leases typically run for an initial period of two to three years, with an option to renew the lease after that date at which time all terms are renegotiated. Lease payments are usually reviewed every two to three years to reflect market rentals. None of the leases includes contingent rentals.

The gross carrying amounts of the investment properties of the Group held for use in operating leases were \$2,479,513,000 (31 December 2011: \$1,726,028,000).

The time period in which the Group's total future minimum lease payments under non-cancellable operating leases are receivable is as follows:

### 15 固定資產 (續)

#### (d) 投資物業 (續)

本集團位於香港的投資物業已於轉移日期及二零一二年及二零一一年十二月三十一日經由獨立測量師行—中誠達資產評估顧問有限公司及仲量聯行西門有限公司(該些行僱員包括若干香港測量師學會會員)重新估值。本集團位於中國的投資物業已於轉移日期及二零一一年及二零一二年十二月三十一日經由獨立測量師行—深圳天健國眾聯資產評估土地房地產估價有限公司重新估值。有關已完成的投資物業的估值乃參考市場上同類物業之成交價以及根據收益估價法而釐定。至於有關發展中的投資物業的估值則根據假設開發法而釐定。為數439,271,000元(二零一一年十二月三十一日:195,241,000元)的重估盈餘已記入綜合損益表內(參看附註5(c))。

本集團以經營租賃租出投資物業。這些租賃一般初步為期二至三年，並且有權選擇在到期日後續期，屆時所有條款均可重新商定。租賃付款額通常會每二至三年檢討，以反映市場租金。各項租賃均不包括或然租金。

本集團持作經營租賃的投資物業之賬面總額為2,479,513,000元(二零一一年十二月三十一日:1,726,028,000元)。

本集團根據不可解除的經營租賃在日後應收的最低租賃付款總額的時段如下：

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Within 1 year	一年內	92,619	73,522
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	98,308	96,230
After 5 years	五年後	8,302	10,855
		<b>199,229</b>	<b>180,607</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 15 FIXED ASSETS (Continued)

#### (e) Prepaid lease payments

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Prepaid lease payments comprises: 預付租賃付款包括：			
Leasehold land outside Hong Kong – Long lease	位於香港以外地區之租賃土地 – 長期租賃	164,177	167,813
Current	當期	2,248	2,249
Non-current	非當期	161,929	165,564
		164,177	167,813

During last year, the Group had finalized a development plan which determined that certain portion of the leasehold land outside Hong Kong would be used for leasing purpose and thus should be classified as investment properties. Accordingly, a carrying amount of this relevant leasehold land of \$568,930,000 has been transferred to investment properties at a fair value of \$882,866,000 on 1 July 2011, based on revaluation by independent real estate appraisal company, Shenzhen Tianjian Guozhonglian Asset Appraisal and Valuation Company Limited. The valuation was arrived at by reference to market evidence of transaction prices for similar properties.

The remaining leasehold land continued to be held for construction of properties is primarily for own use.

### 15 固定資產 (續)

#### (e) 預付租賃付款

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Prepaid lease payments comprises: 預付租賃付款包括：			
Leasehold land outside Hong Kong – Long lease	位於香港以外地區之租賃土地 – 長期租賃	164,177	167,813
Current	當期	2,248	2,249
Non-current	非當期	161,929	165,564
		164,177	167,813

上年度內，本集團敲定了一個發展計劃確定香港以外地區的租賃土地的若干部份將用作出租用途並因此應列作投資物業。相應地，有關此塊租賃土地的賬面值568,930,000元於二零一一年七月一日以公允價值882,866,000元轉移至投資物業。有關的公允價值乃經由獨立房地產估價有限公司—深圳天健國眾聯資產評估土地房地產估價有限公司重新估值。此估值乃參考市場上同類物業之成交價而釐定。

餘下的租賃土地為繼續持有以興建物業主要作自用。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 16 GOODWILL AND INTANGIBLE ASSETS

### 16 商譽及無形資產

#### (a) Goodwill

#### (a) 商譽

		The Group 本集團 \$'000 千元
<b>Cost:</b>	<b>成本：</b>	
At 1 January 2011, 31 December 2011 and 2012	於二零一一年一月一日、二零一一年及二零一二年十二月三十一日	626,923
<b>Impairment loss:</b>	<b>減值：</b>	
At 1 January 2011, 31 December 2011 and 2012	於二零一一年一月一日、二零一一年及二零一二年十二月三十一日	323,276
<b>Carrying amount:</b>	<b>賬面淨值：</b>	
At 31 December 2012	於二零一二年十二月三十一日	303,647
At 31 December 2011	於二零一一年十二月三十一日	303,647

#### (b) Intangible assets

#### (b) 無形資產

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
<b>Cost:</b>	<b>成本：</b>		
At 1 January Addition	於一月一日 增置	264,932 -	261,408 3,524
		264,932	264,932
<b>Amortization:</b>	<b>攤銷：</b>		
At 1 January Charge for the year	於一月一日 本年度攤銷	141 282	- 141
		423	141
<b>Carrying amount:</b>	<b>賬面淨值：</b>		
At 31 December	於十二月三十一日	264,509	264,791

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 16 GOODWILL AND INTANGIBLE ASSETS (Continued)

#### (b) Intangible assets (Continued)

The intangible assets mainly represent the trade name acquired in the acquisition of TPI in 2008, which is subject to annual impairment test. The relief-from-royalty approach is adopted to determine the fair value of trade name. At the end of each reporting period, the management of the Group reassessed the assumptions of this approach. As at 31 December 2012, the valuation of the trade name is determined based on the future premiums estimated by TPI and discounted at 14% (2011: 14%). The trade name is considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The trade name will not be amortized until its useful life is determined to be finite.

Particulars of the impairment testing are disclosed below.

#### (c) Impairment tests on goodwill and intangible assets with indefinite useful lives

For impairment testing, goodwill and intangible assets with indefinite useful lives at 31 December 2011 and 2012 were allocated to cash generating units in the following operating segments:

Life insurance	人壽保險
Property and casualty insurance	財產保險

### 16 商譽及無形資產 (續)

#### (b) 無形資產 (續)

無形資產主要代表於二零零八年收購太平財險時購入之商號，並須進行年度的減值測試。商號之公允價值以免納專利權使用費方法釐定。於報告期末，本集團管理層重新評估此方法之假設。於二零一二年十二月三十一日，商號的評估乃根據太平財險估計的未來保費增長及以貼現率14% (二零一一年：14%) 而釐定。本集團管理層認為由於預期該商號將無限期提供淨現金流，所以其具無限可使用年期。該商號不會攤銷，直至就可使用年期進行評估後，可使用年期被定為有限。

減值測試之詳情如下。

#### (c) 商譽及無限期可用年數無形資產的減值測試

在減值測試時，於二零一一年及二零一二年十二月三十一日之商譽及沒有使用限期的無形資產按以下營運分部分配至各現金生產單位：

	Goodwill 商譽 \$'000 千元	Intangible assets 無形資產 \$'000 千元	Total 總額 \$'000 千元
Life insurance 人壽保險	154,909	–	154,909
Property and casualty insurance 財產保險	148,738	261,408	410,146
	303,647	261,408	565,055

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 16 GOODWILL AND INTANGIBLE ASSETS (Continued)

#### (c) Impairment tests on goodwill and intangible assets with indefinite useful lives (Continued)

The recoverable amount of the cash generating units containing goodwill or intangible assets was determined based on the value-in-use calculation. This calculation uses cash flow projection which represents what management believes is the best estimate of what the cash generating units are able to achieve in their business life. The directors determined the cash flow projection based on past performance and its expectation for market development. The directors believed any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount. Management of the Group determines that there are no impairments of its cash generating units containing goodwill and intangible assets.

In respect of life insurance business, the recoverable amount was determined based on TPL's appraisal value, which consists of the adjusted net worth plus the present value of inforce business and the new business value after cost of capital.

In respect of property and casualty business, the recoverable amount was determined by estimating and discounting the future cash flows to its present value using a discount rate of 14% (2011: 14%).

### 17 INVESTMENTS IN SUBSIDIARIES

Unlisted shares, at cost	非上市股份·成本
Less: Impairment loss	減: 減值

The following list contains details of the Company's principal subsidiaries at the end of the reporting period. The class of shares held is ordinary unless otherwise stated.

All of these are controlled subsidiaries as defined under note 1(e) and have been consolidated into the Group's financial statements.

### 16 商譽及無形資產 (續)

#### (c) 商譽及無限期可用年數無形資產的減值測試 (續)

含商譽或無形資產的現金產生單位的可收回金額，按使用價值計算釐定。此計算使用現金流預測，代表管理層相信現金產生單位於其商業生命中能實現之最佳估計。董事根據過往表現及未來市場發展釐定現金流預測。董事相信若這些假設有任任何合理改變，亦不會導致賬面總值超越可收回總值。本集團管理層認為其含商譽及無形資產之現金產生單位並沒有減值。

有關人壽保險業務，可收回金額以太平人壽之評估價值釐定。評估價值為經調整之資產淨值、扣除資本成本後之有效業務價值及新業務價值現值之總和。

有關財產保險業務，可收回金額以貼現率為14%估計及折算未來現金流至現值釐定(二零一一年: 14%)。

### 17 於附屬公司的投資

		The Company 本公司	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
		6,509,815	6,072,898
		(344,179)	(344,179)
		<b>6,165,636</b>	5,728,719

下表載列本公司的主要附屬公司於報告期末的詳情。除非另有說明，否則所持的股份類別指普通股。

該等附屬公司均為附註1(e)所界定的受控制附屬公司，並已綜合於本集團的財務報表內。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 17 INVESTMENTS IN SUBSIDIARIES (Continued)

### 17 於附屬公司的投資 (續)

Name of company 公司名稱	Place of incorporation and operation 註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及繳足股本的詳情		Proportion of ownership interest 應佔權益百分比						Principal activity 主要業務
				Group's effective interest 本集團的實際權益		Held by the Company 由本公司所持權益		Held by subsidiaries 由附屬公司持有		
				31 December 十二月三十一日						
2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年			
Taiping Reinsurance Company Limited (Note (i)&(v)) 太平再保險有限公司 (註(i)及(v))	Hong Kong 香港	Ordinary 普通 \$1,250,000,000	Ordinary 普通 \$1,000,000,000	100%	100%	-	-	100%	100%	Reinsurance business 再保險業務
		Deferred 遞延 \$600,000,000	Deferred 遞延 \$600,000,000							
Taiping Life Insurance Company Limited (Note (ii), (iv)) 太平人壽保險有限公司 (註(ii)·(iv))	PRC 中國	RMB 人民幣 3,730,000,000	RMB 人民幣 3,730,000,000	50.05%	50.05%	50.05%	50.05%	-	-	Life insurance business 人壽保險業務
Taiping General Insurance Company Limited (Notes (i), (iii), (iv) & (v)) 太平財產保險有限公司 (註(i)·(iii)·(iv)及(v))	PRC 中國	RMB 人民幣 2,570,000,000	RMB 人民幣 2,070,000,000	61.21%	61.21%	61.21%	61.21%	-	-	Property and casualty insurance business 財產保險業務
Taiping Pension Company Limited (Note (ii), (iv)) 太平養老保險股份有限公司 (註(ii)·(iv))	PRC 中國	RMB 人民幣 1,500,000,000	RMB 人民幣 1,500,000,000	96%	96%	96%	96%	-	-	Pension and Group Life business 養老及團體 保險業務
Taiping Asset Management Company Limited (Note (ii), (iv) & Note 47B (b)) 太平資產管理有限公司 (註(ii)·(iv)及附註47B(b))	PRC 中國	RMB 人民幣 100,000,000	RMB 人民幣 100,000,000	60%	60%	60%	60%	-	-	Asset management business in the PRC 於中國之 資產管理業務
Taiping Assets Management (HK) Company Limited 太平資產管理(香港) 有限公司	Hong Kong 香港	\$212,000,000	\$212,000,000	100%	100%	100%	100%	-	-	Asset management business in Hong Kong 於香港之 資產管理業務
Taiping Reinsurance Brokers Limited (Note (i)) 太平再保險顧問 有限公司 (註(i))	Hong Kong 香港	Ordinary 普通 \$4,000,000	Ordinary 普通 \$4,000,000	100%	100%	-	-	100%	100%	Insurance broking 保險經紀
		Deferred 遞延 \$1,000,000	Deferred 遞延 \$1,000,000							
The Ming An (Holdings) Company Limited 民安(控股)有限公司	Cayman Islands/ Hong Kong 開曼群島 /香港	\$290,638,400	\$290,638,400	100%	100%	-	-	100%	100%	Investment holding 投資控股
China Taiping Insurance (HK) Company Limited (Note (i)) 中國太平保險(香港)有限公司 (註(i))	Hong Kong 香港	Ordinary 普通 \$2,386,000,000	Ordinary 普通 \$2,386,000,000	100%	100%	-	-	100%	100%	Property and casualty insurance in Hong Kong 於香港之 財產保險業務
		Deferred 遞延 \$200,000,000	Deferred 遞延 \$200,000,000							

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 17 INVESTMENTS IN SUBSIDIARIES (Continued)

### 17 於附屬公司的投資 (續)

Name of company 公司名稱	Place of incorporation and operation 註冊成立及經營地點	Particulars of issued and paid up capital 已發行及繳足股本的詳情	Proportion of ownership interest 應佔權益百分比								Principal activity 主要業務		
			Group's effective interest 本集團的實際權益				Held by the Company 由本公司所持權益					Held by subsidiaries 由附屬公司持有	
			2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年			
Quicken Assets Limited	BVI/ Hong Kong 英屬維爾京 群島/香港	US\$1美元	US\$1美元	100%	100%	100%	100%	-	-	Property holding 持有物業			
CIH (BVI) Limited	BVI/ Hong Kong 英屬維爾京 群島/香港	US\$1美元	US\$1美元	100%	100%	100%	100%	-	-	Financing 融資			
Share China Assets Limited 舍亞中國資產有限公司	BVI/ Hong Kong 英屬維爾京 群島/香港	US\$1美元	US\$1美元	100%	100%	100%	100%	-	-	Investment holding 投資控股			
China Taiping Capital Limited (Note (vii)) (註(vii))	BVI/ Hong Kong 英屬維爾京 群島/香港	US\$1美元	-	100%	-	100%	-	-	-	Financing 融資			
Taiping E-Commerce Company Limited (Note (i)&(viii)) 太平電子商務有限公司 (註(i)及(viii))	PRC 中國	RMB 人民幣 50,000,000	-	100%	-	100%	-	-	-	E-commerce for insurance 有關保險之 電子商務			
Taiping Senior Living Investments Co., Ltd. (Note (i)&(ix)) 太平養老產業投資有限公司 (註(i)及(ix))	PRC 中國	RMB 人民幣 580,000,000	-	50.05%	-	-	-	100%	-	Elderly care investment and asset management 養老產業投資 與資產管理			

Notes:

- (i) Holders of the non-voting deferred shares in TPre, TPRB and CTPI (HK) are not entitled to share profits, receive notice of or attend or vote at any general meeting of these companies. On the winding-up of these companies, the holders of the non-voting deferred shares are not entitled to the distribution of the net assets of these companies for the first \$100 billion; the balance of net assets, if any, over the first \$100 billion shall be distributed among the holders of the ordinary shares and non-voting distributed shares pari passu among themselves in proportion to their respective shareholdings.
- (ii) These companies are PRC limited companies.
- (iii) In August 2011, the Company entered into a share transfer agreement with ICBC (Asia), an independent third party of the Group, to acquire a 9.44% equity interest in TPI from ICBC (Asia) for a consideration of RMB264,000,000. The details of transaction were set out in the announcement of the Company dated 17 August 2011.

In July 2011, the Company and TPG completed the contribution of RMB285,836,665 and RMB214,163,335 to the registered capital of TPI, respectively. The shareholding interest of TPI held by the Group has consequently increased by 1.72% (Note 47B(c)).

註:

- (i) 於太平再保險、太平再保顧問及太平香港的無投票權遞延股份的持有人無權獲得這些公司的溢利、收取這些公司的任何股東周年大會的通知、出席股東周年大會或在會上投票。在這些公司清盤時，無投票權遞延股份的持有人無權獲分這些公司首100,000,000,000元的資產淨值；超過首100,000,000,000元的資產淨值餘額（如有）則根據普通股及無投票權遞延股份持有人各自的持股量按比例進行分配。
- (ii) 這些公司都是中國有限公司。
- (iii) 在二零一一年八月，本公司與工銀亞洲（獨立於本集團的第三方）訂立股權轉讓協議向工銀亞洲購入太平財險9.44%權益，代價為人民幣264,000,000元。交易詳情載列於本公司日期為二零一一年八月十七日之公告。

在二零一一年七月，本公司及中國太平集團完成向太平財險增入註冊資本分別為人民幣285,836,665元及人民幣214,163,335元。因此，本集團持有太平財險的權益增加1.72%（附註47B(c)）。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 17 INVESTMENTS IN SUBSIDIARIES (Continued)

Notes: (Continued)

- (iv) China Taiping Insurance Group Co, the ultimate holding company of the Company, holds 38.79%, 25.05%, 4% and 20% in TPI, TPL, TPP and TPAM, respectively.
- (v) In September 2012, the registered capital of TPre has been increased by 250 million to 1,850 million. CTIH has contributed such additional capital in cash.
- (vi) In June and December 2012, the registered capital of TPI has been increased by RMB300 million and RMB200 million to RMB2,570 million, respectively, CTIH and TPG have contributed such additional capital in cash in the amount of RMB306.05 million and RMB193.95 million, respectively, in proportion to their respective equity interests in TPI.
- (vii) In October 2012, China Taiping Capital Limited was established in BVI and is a wholly-owned subsidiary of CTIH.
- (viii) In July 2012, TPeC was established in the PRC by CTIH.
- (ix) In October 2012, TPSI was established in the PRC by TPL.

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 of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

### 18 INTEREST IN ASSOCIATES

Unlisted shares, at cost	非上市股份·成本	-	-
Share of post-acquisition profits and other comprehensive income, net of dividends received	應佔購入後的溢利及其他全面收益，減去已收股息	1,549,747	1,454,763
Unrealized profit	未實現溢利	120,123	125,509
		<b>1,669,870</b>	1,580,272

The unrealized profit represents the gain on disposal of properties from TPR, an associate of the Company, to TPL, a subsidiary of the Company. The construction of these properties was completed in September 2011 and the ownership of these properties was transferred to TPL for owner-occupation purpose.

### 17 於附屬公司的投資 (續)

註：(續)

- (iv) 中國太平保險集團公司·本公司的最終控股公司·分別持有太平財險·太平人壽·太平養老及太平資產38.79%·25.05%·4%及20%。
- (v) 在二零一二年九月·太平再保險的註冊資本增加2.50億元至18.50億元。中國太平控股以現金增入該等額外資本。
- (vi) 在二零一二年六月及十二月·太平財險的註冊資本分別增加人民幣3.00億元及2.00億元至人民幣25.70億元。中國太平控股及中國太平集團分別按其各自於太平財險的股權比例以人民幣3.0605億元及人民幣1.9395億元現金增入該等資本。
- (vii) 在二零一二年十月·China Taiping Capital Limited 於英屬維爾京群島註冊成立·為中國太平控股的全資附屬公司。
- (viii) 在二零一二年七月·中國太平控股於中國成立太平電商。
- (ix) 在二零一二年十月·太平人壽於中國成立太平養老產投。

上表所列本公司之附屬公司·乃董事會認為與本集團本年度業績有重要關係·或構成本集團主要資產之附屬公司。若盡錄其他附屬公司之資料·董事會認為將過於冗長。

### 18 於聯營公司的權益

		The Group 本集團		The Company 本公司	
		31 December 十二月三十一日		31 December 十二月三十一日	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Unlisted shares, at cost	非上市股份·成本	-	-	6,937	6,937
Share of post-acquisition profits and other comprehensive income, net of dividends received	應佔購入後的溢利及其他全面收益，減去已收股息	1,549,747	1,454,763	-	-
Unrealized profit	未實現溢利	120,123	125,509	-	-
		<b>1,669,870</b>	1,580,272	<b>6,937</b>	6,937

未實現溢利代表太平置業(本集團一間聯營公司)向太平人壽(本公司一間附屬公司)出售物業的收益。該些物業已於二零一一年九月建成·相關的擁有權已轉移至太平人壽作自用用途。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 18 INTEREST IN ASSOCIATES (Continued)

The following list contains details of the Company's principal associates, all of which are unlisted corporate entities or partnership:

### 18 於聯營公司的權益 (續)

下表載列本公司的主要聯營公司詳情，該等聯營公司全部均為非上市企業實體／合夥企業：

Name of associates 聯營公司名稱	Form of business structure 業務結構形式	Place of incorporation and operation 註冊成立及經營地點	Particulars of issued and paid up capital 已發行及繳足股本的詳情		Proportion of ownership interest 應佔權益百分比						Principal Activity 主要業務
					Group's effective interest 本集團的實際權益		Held by the Company 由本公司所持權益		Held by subsidiaries 由附屬公司所持權益		
					2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年	
CMT ChinaValue Capital Partners, L.P. (Note (iii)) (註(iii))	Limited partnership 有限合夥企業	Cayman Islands/ Hong Kong 凱曼群島／香港	-	-	-	20.48%	-	-	-	20.48%	Dissolved 已解散
CMT ChinaValue Capital Advisors Limited	Incorporated 註冊成立	Hong Kong 香港	\$1,000	\$1,000	46%	46%	-	-	46%	46%	Advisory services 顧問服務
Huatai Insurance Agency & Consultant Service Limited (Note (iii)) 華泰保險經紀有限公司(註(iii))	Incorporated 註冊成立	PRC 中國	RMB 人民幣 40,000,000	RMB 人民幣 40,000,000	25%	25%	25%	25%	-	-	Insurance agency and consultancy 保險代理及顧問
Taiping Real Estate Shanghai Company Limited (Note (iii)) 太平置業(上海)有限公司(註(iii))	Incorporated 註冊成立	PRC 中國	RMB 人民幣 980,000,000	RMB 人民幣 980,000,000	19.52%	19.52%	-	-	39%	39%	Property development 物業發展

Notes:

- (i) The company is a PRC limited company.
- (ii) The limited partnership dissolved in 2012.

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

註：

- (i) 上述公司為一間中國有限公司。
- (ii) 有限合夥企業於二零一二年度解散。

上表所列本公司之聯營公司，乃董事會認為與本集團本年度業績有重要關係，或構成本集團主要資產淨值之聯營公司。若盡錄其他聯營公司之資料，董事會認為將過於冗長。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 18 INTEREST IN ASSOCIATES (Continued)

#### Summary of financial information of associates

		Assets 資產 \$'000 千元	Liabilities 負債 \$'000 千元	Equity 股東權益 \$'000 千元	Revenues 收益 \$'000 千元	Profit 溢利 \$'000 千元
31 December 2012	二零一二年十二月三十一日					
100 per cent	百分之一百	5,756,703	1,988,499	3,768,204	395,076	390,221
Group's effective interest	本集團的有效權益	2,207,128	750,461	1,669,870	131,067	140,575
31 December 2011	二零一一年十二月三十一日					
100 per cent	百分之一百	5,566,495	1,925,477	3,641,018	1,061,926	988,085
Group's effective interest	本集團的有效權益	2,100,773	726,665	1,580,272	380,233	251,499

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES

#### (a) The Group

		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Debt securities (Note (i))	債務證券 (註(i))	121,916,448	106,633,784
Equity securities (Note (ii))	股本證券 (註(ii))	7,799,609	8,668,884
Investment funds (Note (iii))	投資基金 (註(iii))	9,331,640	5,672,442
Debt schemes (Note (iv))	債權計劃 (註(iv))	20,611,641	9,596,426
		<b>159,659,338</b>	<b>130,571,536</b>

### 18 於聯營公司的權益 (續)

#### 聯營公司的財務資料概要

### 19 債務及股本證券投資

#### (a) 本集團

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES (Continued)

### 19 債務及股本證券投資 (續)

#### (a) The Group (Continued)

#### (a) 本集團 (續)

		Governments and central banks 政府及 中央銀行 \$'000 千元	Banks and other financial institutions 銀行及其他 金融機構 \$'000 千元	Corporate entities 企業實體 \$'000 千元	Total 總額 \$'000 千元
<b>(i) Debt securities</b>	<b>(i) 債務證券</b>				
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>				
<b>Held-to-maturity:</b>	<b>持有至到期日:</b>				
- Listed in Hong Kong	- 在香港上市	-	141,625	428,545	570,170
- Listed outside Hong Kong	- 在香港以外地區上市	103,716	1,390,058	3,065,407	4,559,181
- Unlisted	- 非上市	22,196,875	49,362,038	15,451,050	87,009,963
		22,300,591	50,893,721	18,945,002	92,139,314
Fair value of securities	證券公允價值	22,544,563	50,030,019	18,716,182	91,290,764
Market value of listed securities	上市證券市值	114,866	1,689,327	3,671,605	5,475,798
<b>Available-for-sale:</b>	<b>可供出售:</b>				
- Listed in Hong Kong	- 在香港上市	41,270	146,219	249,295	436,784
- Listed outside Hong Kong	- 在香港以外地區上市	3,543,211	1,865,982	7,045,553	12,454,746
- Unlisted	- 非上市	6,299,533	4,012,987	4,431,453	14,743,973
		9,884,014	6,025,188	11,726,301	27,635,503
Fair value of securities	證券公允價值	9,884,014	6,025,188	11,726,301	27,635,503
Market value of listed securities	上市證券市值	3,584,481	2,012,201	7,294,848	12,891,530
<b>Held-for-trading:</b>	<b>持有作交易用途:</b>				
- Listed outside Hong Kong	- 在香港以外地區上市	-	14,431	11,674	26,105
- Unlisted	- 非上市	36,998	-	-	36,998
		36,998	14,431	11,674	63,103
Fair value of securities	證券公允價值	36,998	14,431	11,674	63,103
Market value of listed securities	上市證券市值	-	14,431	11,674	26,105
<b>Designated at fair value through profit or loss:</b>	<b>指定為通過損益以反映公允價值:</b>				
- Unlisted	- 非上市	-	554,972	-	554,972
Fair value of securities	證券公允價值	-	554,972	-	554,972
<b>Loans and receivables:</b>	<b>貸款及應收款項:</b>				
- Unlisted	- 非上市	1,153,575	369,981	-	1,523,556
Fair value of securities	證券公允價值	1,244,752	369,981	-	1,614,733
<b>Total debt securities</b>	<b>債務證券總額</b>	<b>33,375,178</b>	<b>57,858,293</b>	<b>30,682,977</b>	<b>121,916,448</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES (Continued)

### 19 債務及股本證券投資 (續)

#### (a) The Group (Continued)

#### (a) 本集團 (續)

		Governments and central banks 政府及 中央銀行 \$'000 千元	Banks and other financial institutions 銀行及其他 金融機構 \$'000 千元	Corporate entities 企業實體 \$'000 千元	Total 總額 \$'000 千元
<b>(i) Debt securities (continued)</b>	<b>(i) 債務證券 (續)</b>				
At 31 December 2011	於二零一一年十二月三十一日				
<b>Held-to-maturity:</b>	<b>持有至到期日:</b>				
- Listed in Hong Kong	- 在香港上市	-	160,209	188,948	349,157
- Listed outside Hong Kong	- 在香港以外地區上市	103,623	1,119,662	2,641,770	3,865,055
- Unlisted	- 非上市	22,221,676	41,901,346	15,138,582	79,261,604
		22,325,299	43,181,217	17,969,300	83,475,816
Fair value of securities	證券公允價值	23,113,590	42,713,111	17,689,723	83,516,424
Market value of listed securities	上市證券市值	111,275	1,272,869	2,869,935	4,254,079
<b>Available-for-sale:</b>	<b>可供出售:</b>				
- Listed in Hong Kong	- 在香港上市	41,930	154,716	64,499	261,145
- Listed outside Hong Kong	- 在香港以外地區上市	3,610,461	1,802,119	5,231,343	10,643,923
- Unlisted	- 非上市	3,110,615	4,273,164	3,557,414	10,941,193
		6,763,006	6,229,999	8,853,256	21,846,261
Fair value of securities	證券公允價值	6,763,006	6,229,999	8,853,256	21,846,261
Market value of listed securities	上市證券市值	3,652,391	1,956,835	5,295,842	10,905,068
<b>Held-for-trading:</b>	<b>持有作交易用途:</b>				
- Listed outside Hong Kong	- 在香港以外地區上市	-	21,524	11,637	33,161
- Unlisted	- 非上市	37,005	27,268	-	64,273
		37,005	48,792	11,637	97,434
Fair value of securities	證券公允價值	37,005	48,792	11,637	97,434
Market value of listed securities	上市證券市值	-	21,524	11,637	33,161
<b>Designated at fair value through profit or loss:</b>	<b>指定為通過損益以反映公允價值:</b>				
- Unlisted	- 非上市	-	-	-	-
Fair value of securities	證券公允價值	-	-	-	-
<b>Loans and receivables:</b>	<b>貸款及應收款項:</b>				
- Unlisted	- 非上市	1,214,273	-	-	1,214,273
Fair value of securities	證券公允價值	1,212,747	-	-	1,212,747
<b>Total debt securities</b>	<b>債務證券總額</b>	<b>30,339,583</b>	<b>49,460,008</b>	<b>26,834,193</b>	<b>106,633,784</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES (Continued)

#### (a) The Group (Continued)

The held-to-maturity debt securities include an amount of \$681,051,000 (31 December 2011: \$275,639,000) which are maturing within one year. None of the securities are past due or impaired.

The fair value of the unlisted debt securities classified as held-to-maturity and available-for-sale were mainly determined by generally accepted pricing models including discounted cash flow technique.

The debt securities classified as loans and receivables will be matured from 2013 to 2016 (31 December 2011: 2012 to 2021) and bear interest ranging from 4% to 6% (31 December 2011: 4% to 6%) per annum. The fair value of the unlisted debt securities classified as loans and receivables are determined with reference to the estimated cashflow discounted using current market interest rates as at the end of the reporting period.

### 19 債務及股本證券投資 (續)

#### (a) 本集團 (續)

持有至到期日的債務證券包括價值 681,051,000 元 (二零一一年十二月三十一日: 275,639,000 元) 的債務證券, 為於一年內到期。沒有證券逾期或減值。

持有至到期日及可供出售的非上市證券之公允價值乃主要根據包括折算現金流量方法之公認定價模式而釐定。

分類為貸款及應收款項的債務證券將於二零一三年至二零一六年 (二零一一年: 二零一二年至二零二一年) 到期及利率為每年 4% 至 6% (二零一一年: 4% 至 6%)。分類為貸款及應收款項的非上市債務證券之公允價值乃參考於報告期末按目前市場利率之折算現金流量分析而釐定。

		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
<b>(ii) Equity securities</b>	<b>(ii) 股本證券</b>		
<b>Available-for-sale:</b>	<b>可供出售:</b>		
– Listed in Hong Kong	– 在香港上市	288,028	1,020,478
– Listed outside Hong Kong	– 在香港以外地區上市	4,964,190	5,080,199
– Unlisted, at cost	– 非上市, 按成本	2,547,106	2,547,799
		<b>7,799,324</b>	8,648,476
Fair value of securities	證券公允價值	<b>5,252,218</b>	6,100,677
Market value of listed securities	上市證券市值	<b>5,252,218</b>	6,100,677
<b>Held-for-trading:</b>	<b>持有作交易用途:</b>		
– Listed in Hong Kong	– 在香港上市	–	16,547
– Listed outside Hong Kong	– 在香港以外地區上市	285	3,861
		<b>285</b>	20,408
Fair value of securities	證券公允價值	<b>285</b>	20,408
Market value of listed securities	上市證券市值	<b>285</b>	20,408
<b>Total equity securities</b>	<b>股本證券總額</b>	<b>7,799,609</b>	8,668,884

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES (Continued)

#### (a) The Group (Continued)

The unlisted equity securities are issued by private entities incorporated in the PRC. They are measured at cost at the end of the reporting period as the management considers that their fair values cannot be measured reliably.

(iii) Investment funds	(iii) 投資基金
<b>Available-for-sale:</b>	<b>可供出售：</b>
– Listed outside Hong Kong	– 在香港以外地區上市
– Unlisted	– 非上市
Fair value of investment funds	投資基金公允價值
Market value of investment funds	上市投資基金市值
<b>Held-for-trading:</b>	<b>持有作交易用途：</b>
– Listed outside Hong Kong	– 在香港以外地區上市
– Unlisted	– 非上市
Fair value of investment funds	投資基金公允價值
Market value of investment funds	上市投資基金市值
<b>Total investment funds</b>	<b>投資基金總額</b>

The Group invests in open-ended or close-ended investment funds with underlying assets of equity, bond or composite funds.

(iv) Debt schemes	(iv) 債權計劃
<b>Loans and receivables:</b>	<b>貸款及應收款項：</b>
– Unlisted	– 非上市
Fair value of securities	證券公允價值

### 19 債務及股本證券投資 (續)

#### (a) 本集團 (續)

非上市股本證券由中國註冊成立之私人機構發行。由於管理層認為其公允價值不能可靠地計量，所以於報告期末均按成本列賬。

31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
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3,411,856	3,155,453
4,972,020	2,465,021
<b>8,383,876</b>	<b>5,620,474</b>
<b>8,383,876</b>	<b>5,620,474</b>
<b>3,411,856</b>	<b>3,155,453</b>
<b>18,909</b>	23,693
<b>928,855</b>	28,275
<b>947,764</b>	51,968
<b>947,764</b>	51,968
<b>18,909</b>	23,693
<b>9,331,640</b>	<b>5,672,442</b>

本集團投資開放式或封閉式投資基金，其相關資產包括股票、債券或綜合基金。

31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
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<b>20,611,641</b>	9,596,426
<b>19,480,985</b>	9,034,893



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES (Continued)

#### (a) The Group (Continued)

The debt schemes relate to finance for infrastructure projects in the PRC. The debt schemes will be matured from 2015 to 2021 (31 December 2011: 2015 to 2021) and bear interest ranging from 5% to 7% (31 December 2011: 5% to 6%) per annum. The fair value of the debt schemes are determined with reference to the estimated cashflow discounted using current market interest rates as at the end of the reporting period.

Analysed for reporting purposes as:

### 19 債務及股本證券投資 (續)

#### (a) 本集團 (續)

債權計劃為中國基建項目相關融資。債權計劃將於二零一五年至二零二一年(二零一一年:二零一五年至二零二一年)到期及利率為每年5%至7%(二零一一年:5%至6%)。債權計劃之公允價值乃參考於報告期末按目前市場利率之折算現金流量分析而釐定。

就呈報目的分析:

		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Held-to-maturity	持有至到期日		
– Current	– 當期	681,051	275,639
– Non-current	– 非當期	91,458,263	83,200,177
Available-for-sale	可供出售		
– Current	– 當期	1,861,829	651,183
– Non-current	– 非當期	41,956,874	35,464,028
Held-for trading	持有作交易用途		
– Current	– 當期	1,011,152	169,810
– Non-current	– 非當期	–	–
Designated at fair value through profit or loss	指定為通過損益以反映公允價值		
– Current	– 當期	554,972	–
– Non-current	– 非當期	–	–
Loans and receivables	貸款及應收款項		
– Current	– 當期	647,467	60,484
– Non-current	– 非當期	21,487,730	10,750,215
		<b>159,659,338</b>	<b>130,571,536</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES (Continued)

#### (a) The Group (Continued)

The following table shows an analysis of investment in debt and equity securities recorded at fair value by level of the fair value hierarchy:

### 19 債務及股本證券投資 (續)

#### (a) 本集團 (續)

下表為以公允價值計量的債務及股本證券投資按層次披露的分析：

		Level 1 第一類 \$'000 千元	Level 2 第二類 \$'000 千元	Level 3 第三類 \$'000 千元	Total 總額 \$'000 千元
At 31 December 2012	於二零一二年十二月三十一日				
Available-for-sale	可供出售	25,064,212	16,207,385	-	41,271,597
Held-for-trading	持有作交易用途	963,629	47,523	-	1,011,152
Designated at fair value through profit or loss	指定為通過損益以反映公允價值	-	554,972	-	554,972
At 31 December 2011	於二零一一年十二月三十一日				
Available-for-sale	可供出售	22,601,270	10,966,142	-	33,567,412
Held-for-trading	持有作交易用途	114,302	55,508	-	169,810
Designated at fair value through profit or loss	指定為通過損益以反映公允價值	-	-	-	-

Notes:

Level 1 – Quoted market price

Level 2 – Valuation techniques using observable inputs

Level 3 – Valuation techniques with significant unobservable inputs

註：

第一類 – 市場報告

第二類 – 估值方法 – 採用可觀察數據

第三類 – 估值方法 – 採用涉及重大不可觀察數據

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES (Continued)

### 19 債務及股本證券投資 (續)

#### (b) The Company

#### (b) 本公司

		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Debt securities (Note (i))	債務證券 (註(i))	317,433	255,167
Equity securities (Note (ii))	股本證券 (註(ii))	37,341	28,993
Investment funds (Note (iii))	投資基金 (註(iii))	21,161	-
		<b>375,935</b>	<b>284,160</b>
<b>(i) Debt securities</b>	<b>(i) 債務證券</b>		
Available-for-sale	可供出售		
- Listed in Hong Kong	- 在香港上市	15,596	-
- Listed outside Hong Kong	- 在香港以外地區上市	301,837	255,167
		<b>317,433</b>	<b>255,167</b>
Fair value of securities	證券公允價值	<b>317,433</b>	<b>255,167</b>
Market value of listed securities	上市證券市值	<b>317,433</b>	<b>255,167</b>
<b>(ii) Equity securities</b>	<b>(ii) 股本證券</b>		
Available-for-sale	可供出售		
- Listed in Hong Kong	- 在香港上市	-	28,993
- Listed outside Hong Kong	- 在香港以外地區上市	37,341	-
		<b>37,341</b>	<b>28,993</b>
Fair value of securities	證券公允價值	<b>37,341</b>	<b>28,993</b>
Market value of listed securities	上市證券市值	<b>37,341</b>	<b>28,993</b>
<b>(iii) Investment funds</b>	<b>(iii) 投資基金</b>		
Available-for-sale	可供出售		
- Unlisted	- 非上市	21,161	-
Fair value of investment funds	投資基金公允價值	<b>21,161</b>	<b>-</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES (Continued)

#### (b) The Company (Continued)

Analysed for reporting purposes as:

		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Available-for-sale	可供出售		
– Current	– 當期	37,341	28,993
– Non-current	– 非當期	338,594	255,167
		<b>375,935</b>	<b>284,160</b>

The following table shows an analysis of investment in debt and equity securities recorded at fair value by level of the fair value hierarchy:

		Level 1 第一類 \$'000 千元	Level 2 第二類 \$'000 千元	Level 3 第三類 \$'000 千元	Total 總額 \$'000 千元
At 31 December 2012	於二零一二年十二月三十一日				
Available-for-sale	可供出售	354,774	21,161	-	375,935
At 31 December 2011	於二零一一年十二月三十一日				
Available-for-sale	可供出售	284,160	-	-	284,160

Notes:

Level 1 – Quoted market price

Level 2 – Valuation techniques using observable inputs

Level 3 – Valuation techniques with significant unobservable inputs

#### (b) 本公司 (續)

就呈報目的分析：

		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Available-for-sale	可供出售		
– Current	– 當期	37,341	28,993
– Non-current	– 非當期	338,594	255,167
		<b>375,935</b>	<b>284,160</b>

下表為以公允價值計量的債務及股本證券投資按層次披露的分析：

		Level 1 第一類 \$'000 千元	Level 2 第二類 \$'000 千元	Level 3 第三類 \$'000 千元	Total 總額 \$'000 千元
At 31 December 2012	於二零一二年十二月三十一日				
Available-for-sale	可供出售	354,774	21,161	-	375,935
At 31 December 2011	於二零一一年十二月三十一日				
Available-for-sale	可供出售	284,160	-	-	284,160

註：

第一類 – 市場報告

第二類 – 估值方法 – 採用可觀察數據

第三類 – 估值方法 – 採用涉及重大不可觀察數據

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 20 AMOUNTS DUE FROM/(TO) GROUP COMPANIES 20 應收／(應付)集團內公司款項

#### (a) Due from group companies

#### (a) 應收集團內公司款項

		The Group 本集團		The Company 本公司	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元	31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Amount due from the ultimate holding company	應收最終控股公司款項	-	460	-	-
Amounts due from fellow subsidiaries	應收同系附屬公司款項	13,395	28,888	-	-
Amounts due from subsidiaries	應收附屬公司款項	-	-	4,058,820	3,744,348
		<b>13,395</b>	<b>29,348</b>	<b>4,058,820</b>	<b>3,744,348</b>

Included in the amounts due from subsidiaries, is the amount due from Share China Assets Limited ("SCA") of \$3,537,328,000 (31 December 2011: \$3,537,294,000). SCA is a wholly owned subsidiary of the Company and is a special purpose vehicle of the Company to hold the 100% equity interest of MAH. The above amount due from SCA to the Company is expected to be settled upon the possible realignment of ownership structure of SCA.

應收附屬公司款項當中包括之3,537,328,000元(二零一一年十二月三十一日:3,537,294,000元)為應收舍亞中國資產有限公司(「舍亞中國」)款項。舍亞中國為本公司之全資附屬公司及本公司用作持有民安控股全部權益之特定項目公司。上述舍亞中國應付本公司之款項，預期在可能優化舍亞中國之股權架構後結算。

#### (b) Due to group companies

#### (b) 應付集團內公司款項

		The Group 本集團		The Company 本公司	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元	31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Amount due to the ultimate holding company	應付最終控股公司款項	2,236	85	-	39
Amount due to the immediate holding company	應付直接控股公司款項	8	8	-	-
Amounts due to fellow subsidiaries	應付同系附屬公司款項	32,455	36,670	50	-
Amounts due to subsidiaries	應付附屬公司款項	-	-	3,031,369	721,681
		<b>34,699</b>	<b>36,763</b>	<b>3,031,419</b>	<b>721,720</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 20 AMOUNTS DUE FROM/(TO) GROUP COMPANIES (Continued)

#### (b) Due to group companies (Continued)

Included in the amounts due to subsidiaries are \$164,268,000, \$547,992,000 and \$2,303,941,000 (31 December 2011: \$714,807,000), which are unsecured, repayable after more than one year and bear interest at a rate of 1.6%, 3.0% and 4.125% respectively (2011: 1.6%) per annum.

Other amounts due from/(to) group companies are unsecured, interest free and repayable on demand.

### 21 INSURANCE DEBTORS

Amounts due from insurance customers 應收保險客戶款項  
Less: allowance for impaired debts 減：減值賬款準備 (附註(b))  
(Note (b))

Deposits retained by cedants 分保人保留的按金

Included in the amounts of insurance debtors is \$2,430,140,000 (2011: \$1,967,065,000), which is expected to be recovered within one year.

Amounts due from insurance customers include amounts due from fellow subsidiaries of \$9,729,000 (31 December 2011: \$8,451,000) which are insurance related in nature.

### 20 應收／(應付)集團內公司款項 (續)

#### (b) 應付集團內公司款項 (續)

應付附屬公司款項當中包括164,268,000元、547,992,000元及2,303,941,000元(二零一一年十二月三十一日：714,807,000元)為無抵押、於超過一年後償還，並分別以固定年利率1.6%、3.0%及4.125%計息(二零一一年：1.6%)。

其他應收／(應付)集團內公司款項均無抵押、免息，並須於要求時償還。

### 21 保險客戶應收賬款

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Amounts due from insurance customers	應收保險客戶款項	2,567,147	2,043,101
Less: allowance for impaired debts	減：減值賬款準備 (附註(b))	(119,815)	(120,267)
Deposits retained by cedants	分保人保留的按金	2,447,332 122,986	1,922,834 107,948
		<b>2,570,318</b>	<b>2,030,782</b>

保險客戶應收賬款包括一筆2,430,140,000元(二零一一年：1,967,065,000元)之款項，預期在一年內可以收回。

應收保險客戶款項包括應收同系附屬公司款項9,729,000元(二零一一年十二月三十一日：8,451,000元)，有關款項屬保險性質。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 21 INSURANCE DEBTORS (Continued)

#### (a) Ageing analysis

The following is an ageing analysis of the amounts due from insurance customers:

Neither past due nor impaired	未逾期及未減值
– Uninvoiced	– 未開具發票
– Current	– 現已到期
Past due but not impaired	已逾期但無減值
– Less than 3 months	– 少於三個月
– More than 3 months but less than 12 months	– 超過三個月但少於十二個月
– More than 12 months	– 超過十二個月
Past due and impaired	已逾期及已減值

Amounts due from insurance customers that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Amounts due from insurance customers that were past due but not impaired relate to a number of independent policyholders and reinsurers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

The amount of impaired debts is \$119,815,000 (31 December 2011: \$120,267,000). Various actions have been taken to recover the debts, but these debts have not been recovered and hence impairment is provided.

### 21 保險客戶應收賬款 (續)

#### (a) 賬齡分析

應收保險客戶款項賬齡分析如下：

The Group 本集團	
31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
560,253	454,492
1,415,846	1,166,783
336,172	241,127
130,926	57,763
4,135	2,669
119,815	120,267
<b>2,567,147</b>	<b>2,043,101</b>

應收保險客戶之未逾期及未減值之款項乃與最近並無違約紀錄之一系列客戶有關。

已逾期但無減值之應收保險客戶款項乃與多名與本集團保持良好紀錄的獨立保單持有人及再保險人有關。按照過往經驗，管理層相信，由於信貸質素並無重大變動，且該等結餘仍被視為可全數收回，因此毋須就有關結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品。

減值債務為119,815,000元（二零一一年十二月三十一日：120,267,000元）。我們已採取各種各樣的行動收回債務，但這些債務仍未收回，因此計提減值。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 21 INSURANCE DEBTORS (Continued)

#### (b) Movement in the allowance for impaired debts

		The Group 本集團	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
At 1 January	於一月一日	120,267	118,605
Reversal of impairment losses	減值回撥	(397)	(3,546)
Exchange difference	匯兌差額	(55)	5,214
Uncollectible amounts written off	已撇銷不可收回金額	-	(6)
At 31 December	於十二月三十一日	119,815	120,267

### 21 保險客戶應收賬款 (續)

#### (b) 減值賬款準備變動

### 22 REINSURERS' SHARE OF INSURANCE CONTRACT PROVISIONS

The reinsurers' share of insurance contract provisions represents the reinsurers' share of life insurance contract liabilities, unearned premium provisions and provision for outstanding claims arising from the life insurance, property and casualty insurance and reinsurance businesses.

### 22 分保公司應佔保險合約準備

分保公司應佔保險合約準備份額，代表再保險公司於由人壽保險、財產保險及再保險業務產生的壽險合約負債、未到期責任準備金及未決賠款準備的份額。

		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	The Group 本集團 31 December 2011 二零一一年 十二月三十一日 (Restated) (重列) \$'000 千元	1 January 2011 二零一一年 一月一日 (Restated) (重列) \$'000 千元
Life insurance contract liabilities (Note 27)	壽險合約負債 (附註27)	(97,131)	36,126	13,034
Unearned premium provisions (Note 28)	未到期責任準備金 (附註28)	955,181	615,359	527,979
Provision for outstanding claims (Note 29)	未決賠款準備 (附註29)	1,716,698	1,773,815	1,496,677
		2,574,748	2,425,300	2,037,690

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 23 OTHER DEBTORS

### 23 其他應收賬款

		The Group 本集團		The Company 本公司	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元	31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Other debtors and deposits	其他應收賬款及按金	5,804,108	3,727,071	5,660	5,961
Interest receivable from interest-bearing financial assets	帶利息金融資產之應收利息	3,182,988	2,395,064	4,487	3,332
Deposits for the purchase of property	購入物業之按金	341,035	13,138	-	-
Tax certificate paid to Hong Kong Inland Revenue Department	支付予香港稅務局的儲稅券	54,957	52,902	-	-
Business tax prepaid	預付營業稅	435,055	174,598	-	-
Rental and utility deposits	租金及公共事業按金	79,534	70,578	191	191
Prepayments	預付款	132,516	60,096	327	10
Others	其他	1,578,023	960,695	655	2,428
Less: allowance for impaired debts (Note (a))	減：減值賬款準備 (註(a))	(24,134)	(23,093)	-	-
		5,779,974	3,703,978	5,660	5,961
Loans and advances (Note (b))	貸款及墊款 (註(b))	2,567,715	1,548,858	-	-
		8,347,689	5,252,836	5,660	5,961

#### (a) Movement in the allowance for impaired debts:

#### (a) 減值賬款準備變動：

		The Group 本集團	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
At 1 January	於一月一日	23,093	20,913
Impairment losses recognized	已確認減值虧損	331	1,210
Exchange difference	匯兌差異	710	970
At 31 December	於十二月三十一日	24,134	23,093

The amount of impaired debts is \$24,134,000 (31 December 2011: \$23,093,000). We have taken various actions to recover the debts, but these debts have not yet been recovered.

減值債務為24,134,000元(二零一一年十二月三十一日：23,093,000元)。我們已採取各種各樣的行動收回債務，但該筆債務仍未收回。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 23 OTHER DEBTORS (Continued)

(b) Loans and advances are repayable with the following terms:

		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元	Interest rate 利率	Repayment term 還款期
Secured loans: - to policyholders	有抵押按揭貸款： - 給予保單持有人	2,567,715	1,548,858	6.4%	Less than 6 months 六個月以內

There was no amount due but unpaid, nor any impairment made against the principal amount or interest on these loans as of 31 December 2011 and 2012.

### 23 其他應收賬款 (續)

(b) 貸款及墊款的還款期如下：

於二零一一年及二零一二年十二月三十一日，沒有已到期但未支付，也沒有任何對這些貸款的本金或利息作出任何撥備。

### 24 PLEDGED DEPOSITS AT BANKS

The deposits at banks of \$223,159,000 (31 December 2011: \$187,677,000) are pledged to banks to secure letters of credit issued by the bank on behalf of the Group. All the pledged deposits at banks are expected to be settled within one year.

### 25 STATUTORY DEPOSITS

Certain subsidiaries of the Group have placed \$2,434,475,000 (31 December 2011: \$2,299,244,000) with banks as capital guarantee funds, pursuant to the relevant PRC insurance rules and regulations. The funds can only be used with the prior approval of the relevant authorities in the event that the PRC subsidiaries cannot meet the statutory solvency requirements or go into liquidation.

In addition, a subsidiary of the Group has pledged a deposit of \$70,347,000 (31 December 2011: \$33,550,000) registered in favour of the Monetary Authority of Singapore pursuant to section 14A of the Singapore Insurance Act.

### 24 已抵押銀行存款

銀行存款中一筆為數223,159,000元(二零一一年十二月三十一日：187,677,000元)已抵押予銀行作為銀行代表本集團發出信用狀提供保證。所有的已抵押銀行存款預計在一年內支付。

### 25 法定存款

本集團若干附屬公司根據中國有關保險法規的規定將為數2,434,475,000元(二零一一年十二月三十一日：2,299,244,000元)的款項存於銀行，作為資本保證基金。該筆款項只可在該附屬公司不能達到法定償付能力要求或清盤時，並得到有關政府部門批准，方可動用。

此外，本集團一間附屬公司根據新加坡保險條例第14A規定持有一筆為數70,347,000元(二零一一年十二月三十一日：33,550,000元)的抵押存款，登記人為新加坡金融管理局。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 26 CASH AND CASH EQUIVALENTS

### 26 現金及現金等價物

		The Group 本集團		The Company 本公司	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元	31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Deposits with banks and other financial institutions with original maturity less than three months	原到期日少於三個月的銀行及其他財務機構存款	9,051,741	8,716,781	1,874,309	627,920
Cash at bank and in hand	銀行及庫存現金	8,265,889	9,018,299	63,561	9,258
Cash and cash equivalents in the statement of financial position and the statement of cash flow	在財務狀況表及現金流量表的現金及現金等價物	17,317,630	17,735,080	1,937,870	637,178

### 27 LIFE INSURANCE CONTRACT LIABILITIES

### 27 壽險合約負債

		2012 二零一二年 Reinsurers' share			2011 二零一一年 Reinsurers' share		
		Gross 總額 \$'000 千元	再保險 公司份額 \$'000 千元	Net 淨額 \$'000 千元	Gross 總額 \$'000 千元	再保險 公司份額 \$'000 千元	Net 淨額 \$'000 千元
Balance as at 1 January	於一月一日結餘	91,195,983	(36,126)	91,159,857	60,391,614	(13,034)	60,378,580
Premiums written during the year	年內承保保費	44,066,602	(60,619)	44,005,983	37,009,430	(38,686)	36,970,744
Surrenders	退保	(3,921,850)	-	(3,921,850)	(2,706,983)	-	(2,706,983)
Annuity, dividend and maturity payments	年金、分紅及滿期給款	(3,135,904)	-	(3,135,904)	(1,716,217)	-	(1,716,217)
Other movements	其他變動	(6,867,311)	193,418	(6,673,893)	(5,405,591)	16,748	(5,388,843)
Exchange alignment	匯兌調整	85,258	458	85,716	3,623,730	(1,154)	3,622,576
Balance as at 31 December	於十二月三十一日結餘	121,422,778	97,131	121,519,909	91,195,983	(36,126)	91,159,857

#### Key assumptions used in estimating the life insurance contract liabilities

The insurance contract provisions have been established based upon the following key assumptions:

- Discount rates which vary by the type of contract;
- Mortality/morbidity rates based on the China Life Insurance Mortality Table (2000-2003); and
- Lapse rates based on 100% of pricing assumptions.

#### 評估壽險合約負債採納的主要假設

壽險合約的儲備乃基於以下主要假設而作出：

- 貼現率隨合約種類而變動；
- 死亡率／發病率根據中國人壽保險業經驗生命表計算（二零零零年至二零零三年）；及
- 作廢率根據定價假設100%計算。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 27 LIFE INSURANCE CONTRACT LIABILITIES (Continued)

### 27 壽險合約負債 (續)

Sensitivities of changes in key assumptions:

主要假設變動的敏感度：

		Impact on profit after tax and total equity 對除稅後溢利及 總權益的影響 HK\$' million 百萬港元
<b>31 December 2012</b>	<b>二零一二年十二月三十一日</b>	
1% increase in interest rate	利率增加1%	2,942.61
10% decrease in mortality/morbidity rate	死亡率/發病率減少10%	472.96
<b>31 December 2011</b>	<b>二零一一年十二月三十一日</b>	
1% increase in interest rate	利率增加1%	2,373.37
10% decrease in mortality/morbidity rate	死亡率/發病率減少10%	352.75

During the year, there were no significant changes in the key assumptions used in estimating the life insurance contract liabilities.

於本年內，評估壽險合約負債採納的主要假設，並無重大變動。

### 28 UNEARNED PREMIUM PROVISIONS

### 28 未到期責任準備金

	31 December 2012 二零一二年十二月三十一日			31 December 2011 (Restated) 二零一一年十二月三十一日 (重列)			1 January 2011 (Restated) 二零一一年一月一日 (重列)		
	Reinsurers' share		Net	Reinsurers' share		Net	Reinsurers' share		Net
Gross	再保險 公司份額	淨額		Gross	再保險 公司份額		淨額	Gross	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千元	千元	千元	千元	千元	千元	千元	千元	千元
Life insurance (Note (i)) 人壽保險 (註(i))	256,742	(57,830)	198,912	308,986	(89,457)	219,529	399,683	(108,114)	291,569
Property and casualty insurance (Note (ii)) 財產保險 (註(ii))	4,536,153	(747,427)	3,788,726	3,169,772	(381,840)	2,787,932	2,781,081	(350,078)	2,431,003
Reinsurance (Note (iii)) 再保險 (註(iii))	973,829	(39,605)	934,224	946,119	(90,633)	855,486	756,857	(69,787)	687,070
Other businesses (Note (iv)) 其他業務 (註(iv))	325,707	(110,319)	215,388	216,755	(53,429)	163,326	16,417	-	16,417
	<b>6,092,431</b>	<b>(955,181)</b>	<b>5,137,250</b>	<b>4,641,632</b>	<b>(615,359)</b>	<b>4,026,273</b>	<b>3,954,038</b>	<b>(527,979)</b>	<b>3,426,059</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 28 UNEARNED PREMIUM PROVISIONS (Continued)

### 28 未到期責任準備金 (續)

Notes:

註:

(i) Analysis of movement in the unearned premium provisions for the life insurance business:

(i) 人壽保險業務的未到期責任準備金變化分析:

		31 December 2012 二零一二年十二月三十一日			31 December 2011 (Restated) 二零一一年十二月三十一日 (重列)		
		Reinsurers' share		Net	Reinsurers' share		Net
		Gross	再保險 公司份額		總額	Gross	
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Balance as at 1 January	於一月一日結餘	308,986	(89,457)	219,529	399,683	(108,114)	291,569
Premiums written during the year	年內承保保費	813,967	(132,778)	681,189	1,000,363	(209,998)	790,365
Premiums earned during the year	年內已賺取保費	(865,976)	164,282	(701,694)	(1,108,405)	233,478	(874,927)
Exchange alignment	匯兌調整	(235)	123	(112)	17,345	(4,823)	12,522
Balance as at 31 December	於十二月三十一日結餘	256,742	(57,830)	198,912	308,986	(89,457)	219,529

(ii) Analysis of movement in the unearned premium provisions for the property and casualty insurance business:

(ii) 財產保險業務的未到期責任準備金變化分析:

		31 December 2012 二零一二年十二月三十一日			31 December 2011 (Restated) 二零一一年十二月三十一日 (重列)		
		Reinsurers' share		Net	Reinsurers' share		Net
		Gross	再保險 公司份額		總額	Gross	
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Balance as at 1 January	於一月一日結餘	3,169,772	(381,840)	2,787,932	2,781,081	(350,078)	2,431,003
Premiums written during the year	年內承保保費	10,589,355	(1,483,774)	9,105,581	7,930,219	(1,235,258)	6,694,961
Premiums earned during the year	年內已賺取保費	(9,226,288)	1,119,240	(8,107,048)	(7,672,039)	1,218,929	(6,453,110)
Exchange alignment	匯兌調整	3,314	(1,053)	2,261	130,511	(15,433)	115,078
Balance as at 31 December	於十二月三十一日結餘	4,536,153	(747,427)	3,788,726	3,169,772	(381,840)	2,787,932

(iii) Analysis of movement in the unearned premium provisions for the reinsurance business:

(iii) 再保險業務的未到期責任準備金變化分析:

		31 December 2012 二零一二年十二月三十一日			31 December 2011 (Restated) 二零一一年十二月三十一日 (重列)		
		Reinsurers' share		Net	Reinsurers' share		Net
		Gross	再保險 公司份額		總額	Gross	
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Balance as at 1 January	於一月一日結餘	946,119	(90,633)	855,486	756,857	(69,787)	687,070
Premiums written during the year	年內承保保費	3,435,304	(362,065)	3,073,239	3,431,083	(357,424)	3,073,659
Premiums earned during the year	年內已賺取保費	(3,407,594)	413,093	(2,994,501)	(3,241,821)	336,578	(2,905,243)
Balance as at 31 December	於十二月三十一日結餘	973,829	(39,605)	934,224	946,119	(90,633)	855,486

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 28 UNEARNED PREMIUM PROVISIONS (Continued)

Notes: (Continued)

(iv) Analysis of movement in the unearned premium provisions for other business:

		31 December 2012 二零一二年十二月三十一日			31 December 2011 (Restated) 二零一一年十二月三十一日 (重列)		
		Gross 總額 \$'000 千元	Reinsurers' share 再保險 公司份額 \$'000 千元	Net 淨額 \$'000 千元	Gross 總額 \$'000 千元	Reinsurers' share 再保險 公司份額 \$'000 千元	Net 淨額 \$'000 千元
Balance as at 1 January	於一月一日結餘	216,755	(53,429)	163,326	16,417	-	16,417
Premiums written during the year	年內承保保費	1,010,079	(295,206)	714,873	518,609	(126,832)	391,777
Premiums earned during the year	年內已賺取保費	(901,456)	238,499	(662,957)	(323,582)	74,610	(248,972)
Exchange alignment	匯兌調整	329	(183)	146	5,311	(1,207)	4,104
Balance as at 31 December	於十二月三十一日結餘	325,707	(110,319)	215,388	216,755	(53,429)	163,326

### 28 未到期責任準備金 (續)

註: (續)

(iv) 其他業務的未到期責任準備金變化分析:

### 29 PROVISION FOR OUTSTANDING CLAIMS

Life insurance (Note (i)) 人壽保險 (註(i))  
Property and casualty insurance (Note (iii)) 財產保險 (註(iii))  
Reinsurance (Note (iii)) 再保險 (註(iii))  
Other businesses (Note (iv)) 其他業務 (註(iv))

Notes:

(i) Analysis of movement in the provision for outstanding claims for the life insurance business:

		2012 二零一二年			2011 二零一一年		
		Gross 總額 \$'000 千元	Reinsurers' share 再保險 公司份額 \$'000 千元	Net 淨額 \$'000 千元	Gross 總額 \$'000 千元	Reinsurers' share 再保險 公司份額 \$'000 千元	Net 淨額 \$'000 千元
Balance as at 1 January	於一月一日結餘	227,012	(43,189)	183,823	218,737	(50,301)	168,436
Claims paid during the year	年內已付賠款	(812,307)	150,829	(661,478)	(814,776)	170,283	(644,493)
Claims incurred during the year	年內索賠	695,583	(132,401)	563,182	812,254	(160,891)	651,363
Exchange alignment	匯兌調整	(438)	72	(366)	10,797	(2,280)	8,517
Balance as at 31 December	於十二月三十一日結餘	109,850	(24,689)	85,161	227,012	(43,189)	183,823

### 29 未決賠款準備

註:

(i) 人壽保險業務的未決賠款準備變化分析:



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 29 PROVISION FOR OUTSTANDING CLAIMS (Continued)

Notes: (Continued)

- (ii) Analysis of movement in the provision for outstanding claims for the property and casualty insurance business:

		2012 二零一二年			2011 二零一一年		
		Gross 總額 \$'000 千元	Reinsurers' share 再保險 公司份額 \$'000 千元	Net 淨額 \$'000 千元	Gross 總額 \$'000 千元	Reinsurers' share 再保險 公司份額 \$'000 千元	Net 淨額 \$'000 千元
Balance as at 1 January	於一月一日結餘	4,623,942	(1,054,601)	3,569,341	4,295,023	(1,177,819)	3,117,204
Claims paid during the year	年內已付賠款	(4,509,843)	611,944	(3,897,899)	(3,568,151)	471,879	(3,096,272)
Claims incurred during the year	年內索賠	5,003,681	(822,197)	4,181,484	3,765,474	(326,113)	3,439,361
Exchange alignment	匯兌調整	444	(231)	213	131,596	(22,548)	109,048
Balance as at 31 December	於十二月三十一日結餘	5,118,224	(1,265,085)	3,853,139	4,623,942	(1,054,601)	3,569,341

- (iii) Analysis of movement in the provision for outstanding claims for the reinsurance business:

		2012 二零一二年			2011 二零一一年		
		Gross 總額 \$'000 千元	Reinsurers' share 再保險 公司份額 \$'000 千元	Net 淨額 \$'000 千元	Gross 總額 \$'000 千元	Reinsurers' share 再保險 公司份額 \$'000 千元	Net 淨額 \$'000 千元
Balance as at 1 January	於一月一日結餘	4,286,130	(662,737)	3,623,393	3,124,689	(268,557)	2,856,132
Claims paid during the year	年內已付賠款	(2,140,751)	414,239	(1,726,512)	(1,463,276)	98,985	(1,364,291)
Claims incurred during the year	年內索賠	2,413,862	(122,345)	2,291,517	2,624,717	(493,165)	2,131,552
Balance as at 31 December	於十二月三十一日結餘	4,559,241	(370,843)	4,188,398	4,286,130	(662,737)	3,623,393

- (iv) Analysis of movement in the provision for outstanding claims for other business:

		2012 二零一二年			2011 二零一一年		
		Gross 總額 \$'000 千元	Reinsurers' share 再保險 公司份額 \$'000 千元	Net 淨額 \$'000 千元	Gross 總額 \$'000 千元	Reinsurers' share 再保險 公司份額 \$'000 千元	Net 淨額 \$'000 千元
Balance as at 1 January	於一月一日結餘	71,718	(13,288)	58,430	410	-	410
Claims paid during the year	年內已付賠款	(373,548)	137,936	(235,612)	(100,064)	30,637	(69,427)
Claims incurred during the year	年內索賠	545,501	(180,587)	364,914	169,745	(43,626)	126,119
Exchange alignment	匯兌調整	569	(142)	427	1,627	(299)	1,328
Balance as at 31 December	於十二月三十一日結餘	244,240	(56,081)	188,159	71,718	(13,288)	58,430

### 29 未決賠款準備 (續)

註：(續)

- (ii) 財產保險業務的未決賠款準備變化分析：

- (iii) 再保險業務的未決賠款準備變化分析：

- (iv) 其他業務的未決賠款準備變化分析：

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 30 INVESTMENT CONTRACT LIABILITIES

#### (a) Unit-linked products

		The Group 本集團	
		2012 二零一二年	2011 二零一一年
		\$'000 千元	\$'000 千元
Balance as at 1 January	於一月一日結餘	3,729,117	4,909,273
Premiums received during the year	年內已收保費	118,955	285,808
Investment loss allocated to investment contracts	分配至投資合約之投資損失	(18,628)	(828,326)
Surrenders and others	退保及其他	(685,714)	(849,179)
Exchange alignment	匯兌調整	(2,681)	211,541
Balance as at 31 December	於十二月三十一日結餘	3,141,049	3,729,117

#### (b) Universal life and other products

		The Group 本集團	
		2012 二零一二年	2011 二零一一年
		\$'000 千元	\$'000 千元
Balance as at 1 January	於一月一日結餘	27,639,373	31,368,968
Premiums received during the year	年內已收保費	777,449	962,911
Interest allocated to investment contracts, net of management fee	分配至投資合約之利益，減管理費	857,794	1,004,763
Surrenders and others	退保及其他	(6,412,576)	(7,134,858)
Exchange alignment	匯兌調整	(21,363)	1,437,589
Balance as at 31 December	於十二月三十一日結餘	22,840,677	27,639,373

### 30 投資合約負債

#### (a) 投資連結產品

		The Group 本集團	
		2012 二零一二年	2011 二零一一年
		\$'000 千元	\$'000 千元
Balance as at 1 January	於一月一日結餘	3,729,117	4,909,273
Premiums received during the year	年內已收保費	118,955	285,808
Investment loss allocated to investment contracts	分配至投資合約之投資損失	(18,628)	(828,326)
Surrenders and others	退保及其他	(685,714)	(849,179)
Exchange alignment	匯兌調整	(2,681)	211,541
Balance as at 31 December	於十二月三十一日結餘	3,141,049	3,729,117

#### (b) 萬能壽險及其他產品

		The Group 本集團	
		2012 二零一二年	2011 二零一一年
		\$'000 千元	\$'000 千元
Balance as at 1 January	於一月一日結餘	27,639,373	31,368,968
Premiums received during the year	年內已收保費	777,449	962,911
Interest allocated to investment contracts, net of management fee	分配至投資合約之利益，減管理費	857,794	1,004,763
Surrenders and others	退保及其他	(6,412,576)	(7,134,858)
Exchange alignment	匯兌調整	(21,363)	1,437,589
Balance as at 31 December	於十二月三十一日結餘	22,840,677	27,639,373

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 31 DEFERRED TAX ASSETS AND LIABILITIES

#### (a) Deferred tax assets and liabilities recognized:

##### The Group

The components of deferred tax assets/(liabilities) (prior to the offsetting of balances within the same taxation jurisdiction) recognized in the consolidated statement of financial position and the movements during the year were as follows:

Deferred tax arising from:	遞延稅項來自:	Difference in depreciation allowances and related depreciation	Revaluation of properties	Fair value adjustment arising from business combination of properties	Fair value adjustment of available-for-sale securities	Life insurance contract liabilities	Unused tax losses	Securities held for trading	Others	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元	千元
At 1 January 2012	於二零一二年一月一日	(30)	(208,801)	(79,222)	922,322	(1,070,598)	152,251	(231,480)	103,191	(412,367)
(Charged)/credited to consolidated income statement	於綜合損益表(支出)/抵免	7,705	(29,627)	-	105,856	-	171,410	(2,573)	34,116	286,887
Charged to other comprehensive income	於其他全面收益列入	-	(42,733)	-	(597,097)	-	-	-	-	(639,830)
Exchange difference	匯兌調整	-	(61)	-	175	199	595	31	135	1,074
At 31 December 2012	於二零一二年十二月三十一日	7,675	(281,222)	(79,222)	431,256	(1,070,399)	324,256	(234,022)	137,442	(764,236)
At 1 January 2011	於二零一一年一月一日	406	(49,288)	(79,222)	(208,535)	(1,019,980)	186,837	(224,671)	44,595	(1,349,858)
(Charged)/credited to consolidated income statement	於綜合損益表(支出)/抵免	(436)	(23,575)	-	119,474	-	(38,289)	4,243	54,560	115,977
(Charged)/credited to other comprehensive income	於其他全面收益(列入)/回撥	-	(135,701)	-	1,018,925	-	-	-	-	883,224
Exchange difference	匯兌調整	-	(237)	-	(7,542)	(50,618)	3,703	(11,052)	4,036	(61,710)
At 31 December 2011	於二零一一年十二月三十一日	(30)	(208,801)	(79,222)	922,322	(1,070,598)	152,251	(231,480)	103,191	(412,367)

### 31 遞延稅項資產及負債

#### (a) 已確認遞延稅項資產及負債:

##### 本集團

在綜合財務狀況表所確認的遞延稅項資產/(負債)(與同一徵稅地區之結餘抵銷前)的組合及本年度的變動情況如下:

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 31 DEFERRED TAX ASSETS AND LIABILITIES (Continued)

#### (a) Deferred tax assets and liabilities recognized: (Continued)

##### The Group (Continued)

		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Net deferred tax asset recognized in the consolidated statement of financial position	已確認於綜合財務狀況表的遞延稅項資產淨額	140,721	145,524
Net deferred tax liability recognized in the consolidated statement of financial position	已確認於綜合財務狀況表的遞延稅項負債淨額	(904,957)	(557,891)
		<b>(764,236)</b>	<b>(412,367)</b>

##### The Company

The components of deferred tax assets recognized in the statement of financial position and the movements during the year were as follows:

Deferred tax arising from:	遞延稅項來自：	Fair value adjustment of available-for- sale securities 可供出售證券 公允價值調整 \$'000 千元
At 1 January 2012	於二零一二年一月一日	798
Charged to other comprehensive income	於其他全面收益列入	(798)
At 31 December 2012	於二零一二年十二月三十一日	-
At 1 January 2011	於二零一一年一月一日	516
Credited to other comprehensive income	於其他全面收益回撥	282
At 31 December 2011	於二零一一年十二月三十一日	798

### 31 遞延稅項資產及負債 (續)

#### (a) 已確認遞延稅項資產及負債：(續)

##### 本集團 (續)

	31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Net deferred tax asset recognized in the consolidated statement of financial position	140,721	145,524
Net deferred tax liability recognized in the consolidated statement of financial position	(904,957)	(557,891)
	<b>(764,236)</b>	<b>(412,367)</b>

##### 本公司

於財務狀況表確認的遞延稅項資產的組合及本年度的變動情況如下：

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 31 DEFERRED TAX ASSETS AND LIABILITIES (Continued)

#### (b) Deferred tax assets not recognized

At 31 December 2012, the Group did not recognize deferred tax assets in respect of certain tax losses of \$1,104,000,000 (31 December 2011: \$994,000,000). Of this amount, the total tax loss of \$710,000,000 (31 December 2011: \$587,000,000) can be carried forward up to five years after the year in which the loss was originated to offset future taxable profits, while the remaining tax losses do not expire under current tax legislation.

### 31 遞延稅項資產及負債 (續)

#### (b) 未確認的遞延稅項資產

於二零一二年十二月三十一日，本集團未有確認1,104,000,000元（二零一一年十二月三十一日：994,000,000元）之稅項虧損而產生的遞延稅項資產。於該數額內，710,000,000元（二零一一年十二月三十一日：587,000,000元）稅項虧損總額可以在發生虧損年起計，最多不多於五年，用作抵銷未來之應評稅利潤，尚餘的稅項虧損額在目前的稅務條例則並無期限。

### 32 INTEREST-BEARING NOTES

### 32 需付息票據

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
USD notes due 2013 (Note (a))	於二零一三年到期的 美元票據 (註(a))	1,355,423	1,357,759
RMB subordinated notes due 2013 (Note (b))	於二零一三年到期的 人民幣次級票據 (註(b))	1,849,905	1,850,250
RMB subordinated notes due 2018 (Note (c))	於二零一八年到期的 人民幣次級票據 (註(c))	2,528,204	2,528,675
RMB subordinated notes due 2019 (Note (d))	於二零一九年到期的 人民幣次級票據 (註(d))	369,981	370,050
RMB subordinated notes due 2020 (Note (e))	於二零二零年到期的 人民幣次級票據 (註(e))	4,563,099	4,563,950
RMB subordinated notes due 2021 (Note (f))	於二零二一年到期的 人民幣次級票據 (註(f))	369,981	370,050
USD notes due 2022 (Note (g))	於二零二二年到期的 美元票據 (註(g))	2,298,143	-
		<b>13,334,736</b>	<b>11,040,734</b>
Fair value of interest-bearing notes	需付息票據公允價值	<b>12,701,248</b>	<b>10,377,236</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 32 INTEREST-BEARING NOTES (Continued)

Notes:

- (a) On 12 November 2003, a subsidiary of the Group issued 5.8% notes for the principal amount of USD175,000,000 at a discount. The notes are listed on the Singapore Exchange Securities Trading Limited and will be redeemed on 12 November 2013 at their principal amount. Interest on the notes is payable semi-annually in arrears. The effective interest rate applied to the notes is 5.9%.

The notes may be redeemed by the subsidiary, at its option, at any time at par plus accrued interest, in the event of certain tax changes as described under "Conditions of the Notes – Redemption and Purchase" in the offering circular dated 3 November 2003.

The notes issued are unconditionally and irrevocably guaranteed by the Company.

- (b) On 23 October 2005, TPL, a subsidiary of the Group issued 4.45% subordinated notes at par for the principal amount of RMB1,500,000,000. The notes will be redeemed on 30 November 2013 at par value and cannot be repaid on demand before then. Interest on the notes is payable annually in arrears.

The notes issued are free of any collateral and guarantee.

- (c) During September and December 2008, TPL and TPI, subsidiaries of the Group issued 6.3% subordinated notes at par for the principal amount of RMB1,350,000,000 and RMB700,000,000, respectively. The notes will mature during September and October 2018 but the notes can be redeemed at the fifth anniversary year of the issue date at par value at the discretion of TPL and TPI. Interest on the notes is payable annually in arrears.

The notes issued by TPL are free of any collateral and guarantee. The notes issued by TPI are free of any collateral but are unconditionally and irrevocably guaranteed by TPG.

- (d) On 16 March 2009, TPL, a subsidiary of the Group issued 5.6% subordinated notes at par for the principal amount of RMB300,000,000. The notes will mature during March 2019 but the notes can be redeemed at the fifth anniversary year of the issue date at par value at the discretion of TPL. Interest on the notes is payable annually in arrears.

The notes issued are free of any collateral and guarantee.

- (e) On 28 October 2010, TPL, a subsidiary of the Group issued 4.8% subordinated notes at par for the principal amount of RMB3,700,000,000. The notes will mature during October 2020 but the notes can be redeemed at the fifth anniversary year of the issue date at par value at the discretion of TPL. Interest on the notes is payable annually in arrears.

The notes issued are free of any collateral and guarantee.

- (f) On 23 February 2011, TPL, a subsidiary of the Group issued 4.8% subordinated notes at par for the principal amount of RMB300,000,000. The notes will mature during February 2021 but the notes can be redeemed at the fifth anniversary year of the issue date at par value at the discretion of TPL. Interest on the notes is payable annually in arrears.

The notes issued are free of any collateral and guarantee.

### 32 需付息票據 (續)

註:

- (a) 於二零零三年十一月十二日，本集團一家附屬公司以折讓價發行了本金價值175,000,000美元5.8%的票據。票據在新加坡證券交易所上市，本金將於二零一三年十一月十二日贖回。票據利息每半年於期末支付。應用於票據之有效利率為5.9%。

如二零零三年十一月三日發行通函「票據的條件—購買及贖回」內文所提及有關某些稅項改變發生之時，附屬公司有權在任何時間以票面值加上應計利息把票據贖回。

票據由本公司提供無條件及不可撤銷的擔保。

- (b) 於二零零五年十月二十三日，太平人壽，本集團一家附屬公司，以票面值發行了本金價值1,500,000,000元人民幣4.45%的次級票據。票據將於二零一三年十一月三十日以票面值贖回及於該日期前不可被即時償還。票據利息每年於期末支付。

票據並無任何抵押品及擔保。

- (c) 於二零零八年九月及十二月，太平人壽及太平財險，本集團之附屬公司分別以票面值發行了本金價值1,350,000,000元人民幣及700,000,000元人民幣6.3%的次級票據。票據將分別於二零一八年九月及十月到期，但票據可以由太平人壽及太平財險酌定於發行日的第五週年以票面值贖回。票據利息每年於期末支付。

太平人壽發行之票據並無任何抵押品及擔保。太平財險發行之票據並無任何抵押品但由中國太平集團提供無條件及不可撤銷的擔保。

- (d) 於二零零九年三月十六日，太平人壽，本集團一家附屬公司以票面值發行了本金價值300,000,000元人民幣5.6%的次級票據。票據將於二零一九年三月贖回，但票據可以由太平人壽酌定於發行日的第五週年以票面值贖回。票據利息每年於期末支付。

票據並無任何抵押品及擔保。

- (e) 於二零一零年十月二十八日，太平人壽，本集團一家附屬公司以票面值發行了本金價值3,700,000,000元人民幣4.8%的次級票據。票據將於二零二零年十月贖回，但票據可以由太平人壽酌定於發行日的第五週年以票面值贖回。票據利息每年於期末支付。

票據並無任何抵押品及擔保。

- (f) 於二零一一年二月二十三日，太平人壽，本集團一家附屬公司以票面值發行了本金價值300,000,000元人民幣4.8%的次級票據。票據將於二零二一年二月贖回，但票據可以由太平人壽酌定於發行日的第五週年以票面值贖回。票據利息每年於期末支付。

票據並無任何抵押品及擔保。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 32 INTEREST-BEARING NOTES (Continued)

Notes: (Continued)

- (g) On 21 November 2012, a subsidiary of the Group issued 4.125% notes for the principal amount of USD300,000,000 at a discount of 0.728%. The notes are listed on The Stock Exchange of Hong Kong Limited and will be matured on 21 November 2022 but the notes can be redeemed at anytime at par plus accrued interest and premium at the discretion of the subsidiary. Interest on the notes is payable semi-annually in arrears. The directors considered that the fair value of redemption option of notes issued is insignificant and not recognized in the financial statements.

The notes may be redeemed by the subsidiary, at its option, at any time at par plus accrued interest, in the event of certain tax changes as described under "Conditions of the Notes – Redemption and Purchase" in the offering circular dated 14 November 2012.

The notes issued are unconditionally and irrevocably guaranteed by the Company.

### 32 需付息票據 (續)

註：(續)

- (g) 於二零一二年十一月二十一日，本集團一家附屬公司以折讓0.728%發行了本金價值300,000,000美元4.125%的票據。票據在香港證券交易所上市，並將於二零一二年十一月二十一日到期，但票據可由附屬公司酌情於任何時間以票面值加上累計利息及溢價贖回。票據利息每半年於期末支付。董事認為票據發行的贖回選擇權之公允價值並不重大及並無確認於財務報表內。

如二零一二年十一月十四日發行通函「票據的條件—購買及贖回」內文所提及有關某些稅項改變發生之時，附屬公司有權在任何時間以票面值加上應計利息把票據贖回。

票據由本公司提供無條件及不可撤銷的擔保。

### 33 INSURANCE CREDITORS

### 33 保險客戶應付賬款

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Amounts due to insurance customers	應付保險客戶款項	914,984	725,791
Amounts due to insurance intermediaries	應付保險中介款項	731,222	395,106
Deposits retained from retrocessionaires	轉分保險人保留的按金	235,578	169,246
Prepaid premiums received	預收保費	2,428,199	1,564,913
		<b>4,309,983</b>	<b>2,855,056</b>

All of the amounts due to the insurance creditors are expected to be settled within one year.

The amounts due to insurance customers include amounts due to fellow subsidiaries of \$1,657,000 (31 December 2011: \$1,104,000) which are insurance related in nature.

所有保險客戶應付賬款預期將於一年內清償。

應付保險客戶款項包括應付同系附屬公司款項為1,657,000元(二零一一年十二月三十一日：1,104,000元)，有關款項屬保險性質。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 33 INSURANCE CREDITORS (Continued)

The following is an ageing analysis of the amounts due to insurance customers:

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Current	現時	798,752	694,059
More than 3 months but less than 12 months	超過三個月 但少於十二個月	98,202	21,719
More than 12 months	超過十二個月	18,030	10,013
		<b>914,984</b>	<b>725,791</b>

### 34 OTHER PAYABLES AND ACCRUALS

All of the other payables and accruals are expected to be settled within one year.

### 35 INSURANCE PROTECTION FUND

The amount represents the amount payable to the insurance protection fund at end of the reporting period. According to the CIRC's Order (2008) No. 2 "Administration rule on insurance protection fund", the insurance protection fund is calculated on the basis of 0.8% of retained premium for accident and short-term health policies, 0.15% of retained premium for long-term life and long-term health policies with guaranteed interest, and 0.05% of retained premium for long-term life policies without guaranteed interest. The ceiling of the fund for a life insurance company is 1% of its total assets and for a property and casualty insurance company is 6% of its total assets.

### 33 保險客戶應付賬款 (續)

應付保險客戶款項之賬齡分析如下：

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
Current	現時	798,752	694,059
More than 3 months but less than 12 months	超過三個月 但少於十二個月	98,202	21,719
More than 12 months	超過十二個月	18,030	10,013
		<b>914,984</b>	<b>725,791</b>

### 34 其他應付及應計款項

所有其他應付及應計款項預期將於一年內清償。

### 35 保險保障基金

金額代表於報告期末應付保險保障基金之金額。根據中國保監會令[2008]2號《保險保障基金管理辦法》，保險保障基金的提撥是按個人意外及短期健康保單自留保費的0.8%、含保證利息的長期人壽及長期健康保險保單自留保費的0.15%及不含保證利息的長期人壽保單自留保費的0.05%。當人壽保險的保險保障基金餘額達到總資產的1%時，不再提取保險保障基金，而財產保險公司則為總資產的6%。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 36 SECURITIES PURCHASED UNDER RESALE AGREEMENTS/SECURITIES SOLD UNDER REPURCHASE AGREEMENTS

The Group entered into transactions in which it transferred financial assets directly to third parties. As the Group has not transferred the significant risks and rewards relating to these securities, it continues to recognize the full carrying amount and has recognised the cash received on the transfer as securities sold under repurchase agreements. The following were the Group's held-to-maturity securities and available-for-sale securities as at 31 December 2012 that were transferred to an entity with terms to repurchase these securities at the agreed dates and prices. These securities are either measured at amortised cost or carried at fair value respectively in the Group's consolidated statement of financial position.

### 36 買入返售證券／賣出回購證券

本集團進行交易把其金融資產直接轉讓至第三者。由於本集團並沒有把與此等證券有關的重大風險及回報轉移，因此繼續確認全數的賬面值，並把轉讓所收到的現金確認為賣出回購證券。於二零一二年十二月三十一日，本集團以商定的日期和價格之回購條款而轉移至另一實體的持有至到期日證券及可供出售證券如下。此等證券於本集團的綜合財務狀況表中分別按攤銷成本計量或以公允價值持有。

		31 December 2012 二零一二年十二月三十一日		
		Held-to-maturity securities 持有至到期日證券 \$'000 千元	Available-for-sale securities 可供出售證券 \$'000 千元	Total 總額 \$'000 千元
Carrying amount of transferred assets	轉移資產的賬面值	31,717,099	7,752,037	39,469,136
Carrying amount of associated liabilities – securities sold under repurchase agreements	相關負債的賬面值 – 賣出回購證券	30,397,136	5,029,679	35,426,815
Net position	淨值	1,319,963	2,722,358	4,042,321

		31 December 2011 二零一一年十二月三十一日		
		Held-to-maturity securities 持有至到期日證券 \$'000 千元	Available-for-sale securities 可供出售證券 \$'000 千元	Total 總額 \$'000 千元
Carrying amount of transferred assets	轉移資產的賬面值	18,084,300	4,748,388	22,832,688
Carrying amount of associated liabilities – securities sold under repurchase agreements	相關負債的賬面值 – 賣出回購證券	16,988,539	2,630,316	19,618,855
Net position	淨值	1,095,761	2,118,072	3,213,833

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 36 SECURITIES PURCHASED UNDER RESALE AGREEMENTS/SECURITIES SOLD UNDER REPURCHASE AGREEMENTS (Continued)

Conversely, the Group also enters into short-term investment arrangements secured by the securities purchased. The securities purchased are not recognized on the statement of financial position.

All of the securities purchased under resale agreements and securities sold under repurchase agreements are denominated in RMB and will be settled within one year from the end of the reporting period. The carrying amount of the securities purchased under resale agreements and securities sold under repurchase agreements approximate to their fair value.

As at 31 December 2012, most of the securities purchased under resale agreements and the securities sold under repurchase agreements will mature within 49 days (31 December 2011: within 9 days), with interest rates of 6% (31 December 2011: 5%-11%) and 3%-8% (31 December 2011: 3%-11%) per annum respectively.

### 36 買入返售證券／賣出回購證券 (續)

相反，本集團亦進行以買入的證券作抵押的短期投資安排。買入的證券並不確認於財務狀況表。

所有買入返售證券及賣出回購證券以人民幣為單位及將在報告期末後一年內支付。買入返售證券及賣出回購證券之賬面值約相等於其公允價值。

於二零一二年十二月三十一日，大部份的買入返售證券及賣出回購證券將於四十九日內（二零一一年十二月三十一日：九日內）到期，年利率分別為6%（二零一一年十二月三十一日：5%-11%）及3%-8%（二零一一年十二月三十一日：3%-11%）。

### 37 SHARE CAPITAL

### 37 股本

		31 December 2012 二零一二年十二月三十一日		31 December 2011 二零一一年十二月三十一日	
		No. of shares 股份數目	\$'000 千元	No. of shares 股份數目	\$'000 千元
<b>Authorized:</b>	法定股本：				
Ordinary shares of \$0.05 each	每股面值0.05元普通股	2,000,000,000	100,000	2,000,000,000	100,000
<b>Issued and fully paid:</b>	已發行及繳足股本：				
At 1 January	於一月一日	1,705,275,092	85,264	1,703,615,092	85,181
Shares issued under Share Option Scheme (note (a))	根據認股權計劃發行的股份 (註(a))	600,000	30	1,660,000	83
At 31 December	於十二月三十一日	1,705,875,092	85,294	1,705,275,092	85,264

All of the shares issued by the Company rank pari passu and do not carry pre-emptive rights.

- (a) During the year ended 31 December 2012, options were exercised to subscribe for 600,000 ordinary shares (see note 40(a)) in the Company at a consideration of \$1,725,000 of which \$30,000 was credited to share capital and the balance of \$1,695,000 was credited to the share premium account.

During the year ended 31 December 2011, options were exercised to subscribe for 1,660,000 ordinary shares (see note 40(a)) in the Company at a consideration of \$4,913,000 of which \$83,000 was credited to share capital and the balance of \$4,830,000 was credited to the share premium account.

本公司所發行的所有股份均享有同等權益，並沒有附帶任何優先權。

- (a) 截至二零一二年十二月三十一日止年度，曾行使認股權認購本公司普通股股份600,000股（參看附註40(a)），總價款為1,725,000元。其中30,000元已計入股本，餘數1,695,000元已計入股份溢價賬。

截至二零一一年十二月三十一日止年度，曾行使認股權認購本公司普通股股份1,660,000股（參看附註40(a)），總價款為4,913,000元。其中83,000元已計入股本，餘數4,830,000元已計入股份溢價賬。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 38 RESERVES

#### (a) The Group

### 38 儲備

#### (a) 本集團

		Share premium	Capital reserve	Merger reserve	Exchange reserve	Fair value reserve	Employee share-based compensation reserve	Shares held for Share Award Scheme	Revaluation reserve	Retained profits	Sub-total	Non-controlling interests	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
At 1 January 2012	於二零一二年一月一日	9,053,221	(2,040,175)	(1,683,920)	823,325	(1,275,421)	45,876	(33,378)	329,246	6,285,602	11,504,376	5,439,351	16,943,727
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	936,558	936,558	537,187	1,473,745
Other comprehensive income for the year:	本年度其他全面收益:												
Revaluation gain arising from reclassification of own-use properties into investment properties	因自用物業重新分類為投資物業而產生之重估收益	-	-	-	-	-	-	-	70,703	-	70,703	64,038	134,741
Exchange differences on translation of the financial statements of subsidiaries	換算附屬公司賬項的匯兌差異	-	-	-	3,238	-	-	-	-	-	3,238	1,583	4,821
Available-for-sale securities (note 6):	可供出售證券 (註 6):	-	-	-	-	1,229,574	-	-	-	-	1,229,574	875,065	2,104,639
- changes in fair value	- 公允價值變化	-	-	-	-	7,711	-	-	-	-	7,711	(239,356)	(231,645)
- deferred tax recognized	- 確認遞延稅項	-	-	-	-	(305,933)	-	-	-	-	(305,933)	(291,164)	(597,097)
- transferred to profit or loss	- 轉至損益表	-	-	-	-	1,527,796	-	-	-	-	1,527,796	1,405,585	2,933,381
Total comprehensive income	全面收益總額	-	-	-	3,238	1,229,574	-	-	70,703	936,558	2,240,073	1,477,873	3,717,946
Shares issued under Share Option Scheme	根據認股權計劃發行股份	1,695	-	-	-	-	-	-	-	-	1,695	-	1,695
Share options exercised	已行使認股權	770	-	-	-	-	(770)	-	-	-	-	-	-
Share options lapsed	認股權失效	-	-	-	-	-	(3,208)	-	-	3,208	-	-	-
Amortization arising from Share Award Scheme	來自股份獎勵計劃之攤銷	-	-	-	-	-	5,331	-	-	-	5,331	-	5,331
Transfer to retained profit for revoked shares under Share Award Scheme	股份獎勵計劃之取消股份轉入保留溢利	-	-	-	-	-	(343)	-	-	343	-	-	-
Vested share for Share Award Scheme	股份獎勵計劃之歸屬股份	-	-	-	-	-	(455)	340	-	115	-	-	-
Capital contribution made to subsidiary	向附屬公司注入資本	-	-	-	-	-	-	-	-	-	-	238,424	238,424
At 31 December 2012	於二零一二年十二月三十一日	9,055,686	(2,040,175)	(1,683,920)	826,563	(45,847)	46,431	(33,038)	399,949	7,225,826	13,751,475	7,155,648	20,907,123

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 38 RESERVES (Continued)

#### (a) The Group (Continued)

### 38 儲備 (續)

#### (a) 本集團 (續)

		Share premium	Capital reserve	Merger reserve	Exchange reserve	Fair value reserve	Employee share-based compensation reserve	Shares held for Share Award Scheme	Revaluation reserve	Retained profits	Sub-total	Non-controlling interests	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
At 1 January 2011 as previously reported	於二零一一年一月一日，如前呈列	9,046,775	(1,504,857)	(1,683,920)	515,905	488,542	101,747	(90,912)	123,190	5,630,736	12,627,206	5,769,486	18,396,692
Effect of change in accounting policy	會計政策變更之影響	-	-	-	-	-	-	-	-	102,616	102,616	-	102,616
At 1 January 2011, as restated	於二零一一年一月一日，重列	9,046,775	(1,504,857)	(1,683,920)	515,905	488,542	101,747	(90,912)	123,190	5,733,352	12,729,822	5,769,486	18,499,308
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	547,633	547,633	424,547	972,180
Other comprehensive income/(expense) for the year:	本年度其他全面收益/(支出)：												
Revaluation gain arising from reclassification of own-use properties into investment properties	因自用物業重新分類為投資物業而產生之重估收益	-	-	-	-	-	-	-	206,056	-	206,056	205,645	411,701
Exchange differences on translation of the financial statements of subsidiaries	換算附屬公司財務報表的匯兌差異	-	-	-	307,420	-	-	-	-	-	307,420	307,150	614,570
Available-for-sale securities (note 9):	可供出售證券 (註9)：	-	-	-	-	(1,763,963)	-	-	-	-	(1,763,963)	(1,521,101)	(3,285,064)
- changes in fair value	- 公允價值變化	-	-	-	-	(2,746,077)	-	-	-	-	(2,746,077)	(2,328,207)	(5,074,284)
- deferred tax recognized	- 確認遞延稅項	-	-	-	-	514,071	-	-	-	-	514,071	504,854	1,018,925
- transferred to profit or loss	- 轉至損益表	-	-	-	-	468,043	-	-	-	-	468,043	302,252	770,295
Total comprehensive income/(expense)	全面收益/(支出)總額	-	-	-	307,420	(1,763,963)	-	-	206,056	547,633	(702,854)	(583,759)	(1,286,613)
Shares issued under Share Option Scheme	根據認股權計劃發行股份	4,830	-	-	-	-	-	-	-	-	4,830	-	4,830
Share options exercised	已行使認股權	1,616	-	-	-	-	(1,616)	-	-	-	-	-	-
Share options granted and vested	已授出及已歸屬認股權	-	-	-	-	-	2,451	-	-	-	2,451	-	2,451
Amortization arising from Share Award Scheme	來自股份獎勵計劃之攤銷	-	-	-	-	-	5,445	-	-	-	5,445	-	5,445
Transfer to retained profit for revoked shares under Share Award Scheme	股份獎勵計劃之取消股份轉入保留溢利	-	-	-	-	-	(111)	-	-	111	-	-	-
Vested share for Share Award Scheme	股份獎勵計劃之歸屬股份	-	-	-	-	-	(62,040)	57,534	-	4,506	-	-	-
Acquisition of additional interests in subsidiaries	購入附屬公司額外權益	-	(560,209)	-	-	-	-	-	-	-	(560,209)	210,944	(349,265)
Deemed acquisition of additional interests in a subsidiary	被視為購入附屬公司額外權益	-	24,891	-	-	-	-	-	-	-	24,891	(24,891)	-
Capital contribution made to subsidiaries	向附屬公司注入資本	-	-	-	-	-	-	-	-	-	-	67,571	67,571
At 31 December 2011	於二零一一年十二月三十一日	9,053,221	(2,040,175)	(1,683,920)	823,325	(1,275,421)	45,876	(33,378)	329,246	6,285,602	11,504,376	5,439,351	16,943,727

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 38 RESERVES (Continued)

#### (a) The Group (Continued)

Notes:

		2012 二零一二年				
		Life insurance 人壽保險 \$'000 千元	Property and casualty insurance 財產保險 \$'000 千元	Reinsurance 再保險 \$'000 千元	Other businesses 其他業務 \$'000 千元	Total 總額 \$'000 千元
<b>Note (i)</b>	<b>註(i)</b>					
Debt securities	債務證券	(220,267)	148,166	46,841	39,824	14,564
Equity securities	股本證券	1,864,672	66,912	78,878	21,859	2,032,321
Investment funds	投資基金	667,266	2,645	(404)	128	669,635
		<b>2,311,671</b>	<b>217,723</b>	<b>125,315</b>	<b>61,811</b>	<b>2,716,520</b>
Deferred tax charged to reserves	於儲備入賬之遞延稅項	(577,918)	(6,452)	(11,383)	(1,344)	(597,097)
Share of associates	聯營公司份額	-	-	-	(14,784)	(14,784)
Shared by non-controlling interests	非控股股東應佔權益	(866,010)	(8,772)	-	(283)	(875,065)
		<b>867,743</b>	<b>202,499</b>	<b>113,932</b>	<b>45,400</b>	<b>1,229,574</b>

		2011 二零一一年				
		Life insurance 人壽保險 \$'000 千元	Property and casualty insurance 財產保險 \$'000 千元	Reinsurance 再保險 \$'000 千元	Other businesses 其他業務 \$'000 千元	Total 總額 \$'000 千元
<b>Note (i)</b>	<b>註(i)</b>					
Debt securities	債務證券	169,059	(38,124)	(52,500)	(31,656)	46,779
Equity securities	股本證券	(2,469,564)	(177,584)	(16,161)	(8,947)	(2,672,256)
Investment funds	投資基金	(1,611,494)	(44,066)	(1,133)	-	(1,656,693)
		<b>(3,911,999)</b>	<b>(259,774)</b>	<b>(69,794)</b>	<b>(40,603)</b>	<b>(4,282,170)</b>
Deferred tax charged to reserves	於儲備入賬之遞延稅項	977,999	33,249	6,822	855	1,018,925
Share of associates	聯營公司份額	-	-	-	(21,819)	(21,819)
Shared by non-controlling interests	非控股股東應佔權益	1,465,536	53,413	-	2,152	1,521,101
		<b>(1,468,464)</b>	<b>(173,112)</b>	<b>(62,972)</b>	<b>(59,415)</b>	<b>(1,763,963)</b>

Included in the retained profits is an amount of \$427,693,000 (2011: \$287,118,000), being the retained profits attributable to associates.

保留溢利當中包括聯營公司的保留溢利，為數427,693,000元（二零一一年：287,118,000元）。

Included in the fair value reserve is a deficit of \$24,840,000 (2011: deficit of \$10,056,000), being the fair value reserves attributable to associates.

公允價值儲備當中包括聯營公司的公允價值儲備，為數虧絀24,840,000元（二零一一年：虧絀10,056,000元）。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 38 RESERVES (Continued)

#### (b) The Company

		Share premium	Fair value reserve	Employee share-based compensation reserve	Shares held for Share Award Scheme	Retained profits	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
At 1 January 2012	於二零一二年一月一日	9,053,221	(20,532)	35,978	(13,898)	243,840	9,298,609
Shares issued under Share Option Scheme	根據認股權計劃發行股份	1,695	-	-	-	-	1,695
Available-for-sale securities:	可供出售證券:						
- Changes in fair value (note (i))	- 公允價值變化 (註(i))	-	39,089	-	-	-	39,089
- Deferred tax recognized (Note 31(a))	- 確認遞延稅項 (附註31(a))	-	(798)	-	-	-	(798)
Profit for the year	本年度溢利	-	-	-	-	51,800	51,800
Share options exercised	行使認股權	770	-	(770)	-	-	-
Share options lapsed	認股權失效	-	-	(3,208)	-	3,208	-
Vested share for Share Award Scheme	股份獎勵計劃歸屬獎授股份	-	-	-	-	-	-
At 31 December 2012	於二零一二年十二月三十一日	9,055,686	17,759	32,000	(13,898)	298,848	9,390,395

### 38 儲備 (續)

#### (b) 本公司



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 38 RESERVES (Continued)

#### (b) The Company (Continued)

		Share premium 股份溢價 \$'000 千元	Fair value reserve 公允價值儲備 \$'000 千元	Employee share-based compensation reserve 以股份為本之僱員補償儲備 \$'000 千元	Shares held for Share Award Scheme 為股份獎勵計劃而持有之股份 \$'000 千元	Retained profits 保留溢利 \$'000 千元	Total 總額 \$'000 千元
At 1 January 2011	於二零一一年一月一日	9,046,775	12,196	84,221	(60,857)	(2,109,494)	6,972,841
Shares issued under Share Option Scheme	根據認股權計劃發行股份	4,830	-	-	-	-	4,830
Available-for-sale securities:	可供出售證券:						
- Changes in fair value (note (i))	- 公允價值變化 (註(i))	-	(33,010)	-	-	-	(33,010)
- Deferred tax recognized (Note 31(a))	- 確認遞延稅項 (註31(a))	-	282	-	-	-	282
Profit for the year	本年度溢利	-	-	-	-	2,351,215	2,351,215
Share options exercised	行使認股權	1,616	-	(1,616)	-	-	-
Share options granted and vested	授出及歸屬認股權	-	-	2,451	-	-	2,451
Vested share for Share Award Scheme	股份獎勵計劃歸屬獎授股份	-	-	(49,078)	46,959	2,119	-
At 31 December 2011	於二零一一年十二月三十一日	9,053,221	(20,532)	35,978	(13,898)	243,840	9,298,609

		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
Note (i) Changes in fair value	註(i) : 公允價值變化		
Debt securities	債務證券	37,158	(31,298)
Equity securities	股本證券	1,890	(1,712)
Investment funds	投資基金	41	-
		<b>39,089</b>	<b>(33,010)</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 38 RESERVES (Continued)

#### (c) Nature or purpose of reserves

##### (i) Capital reserve

The capital reserve represents the differences between the net assets value of the subsidiaries acquired and the fair value of the shares issued by the Company as consideration for the acquisition.

##### (ii) Reserves required under local regulatory requirements

In accordance with the Company Law of the PRC, a subsidiary established in the PRC is required to allocate 10% of its profits after tax to the statutory surplus reserve. No allocation to the statutory surplus reserve is required after the balance of such reserve reaches 50% of the registered capital of the subsidiary.

##### (iii) Merger reserve

Merger reserve represents the difference in (i) the fair value of the shares issued as a consideration paid to TPG (HK) for the acquisition of MAH and (ii) the share capital and share premium of MAH under the acquisition.

##### (iv) Share premium

The application of the share premium account is governed by Sections 48B and 49H of the Hong Kong Companies Ordinance.

##### (v) Exchange reserve

The exchange reserve is comprised of all of the foreign exchange differences arising from the translation of the financial statements of the operations outside Hong Kong into the Group's presentation currency. The reserve is dealt with in accordance with the accounting policy set out in note 1(w).

##### (vi) Fair value reserve

The fair value reserve is comprised of the cumulative net change in the fair value of available-for-sale securities held at the end of the reporting period and is dealt with in accordance with the accounting policy set out in note 1(h)(iv).

##### (vii) Employee share-based compensation reserve

The employee share-based compensation reserve is comprised of the fair value of the actual or estimated number of unexercised share options and unvested awarded shares granted to employees of the Group recognized in accordance with the accounting policy adopted for share based payments set out in note 1(ab)(i).

### 38 儲備 (續)

#### (c) 儲備目的或性質

##### (i) 資本儲備

資本儲備是指所收購附屬公司之資產淨值與本公司作為收購代價所發行股份公允價值的差額。

##### (ii) 國內法規規定須設立之儲備

根據中國公司法，一間於中國成立之附屬公司須分配其除稅後溢利之10%作為其法定盈餘儲備。當有關儲備結餘達該附屬公司註冊股本50%，則毋須分配至法定盈餘儲備。

##### (iii) 合併儲備

合併儲備代表以下兩者之差異(i)支付予中國太平集團(香港)有關購入民安控股代價所發行的股份之公允價值，及(ii)根據購入民安控股之股本及股份溢價。

##### (iv) 股份溢價

股份溢價賬目的運用，受香港《公司條例》第48B及第49H條所管轄。

##### (v) 匯兌儲備

匯兌儲備包括換算所有香港以外業務賬項至本集團之呈報貨幣所產生的匯兌差異。此儲備根據有關附註1(w)所載的會計政策處理。

##### (vi) 公允價值儲備

公允價值儲備包括根據有關附註1(h)(iv)所載的會計政策處理於報告期末可供出售證券的累計公允價值變動淨額。

##### (vii) 以股份為本之僱員補償儲備

以股份為本之僱員補償儲備包括根據已採納有關附註1(ab)(i)所載的股權支付會計政策確認授予本集團僱員之實際或估計未行使認股權及未歸屬獎授股份數目的公允價值。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 38 RESERVES (Continued)

#### (c) Nature or purpose of reserves (Continued)

##### (viii) Shares held for Share Award Scheme

The Shares held for Share Award Scheme is the consideration paid, including any directly attributable incremental costs for purchase of shares under the Share Award Scheme, in accordance with the accounting policy set out in note 1(ab)(ii).

##### (ix) Revaluation reserve

The revaluation reserve represents the revaluation of fair value of the assets and liabilities from the additional acquisition of TPI relating to previously held interest in TPI as associates and the revaluation of fair value of certain properties from land and building to investment properties.

### 39 EMPLOYEE RETIREMENT BENEFITS

The Group operates a MPF scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance and one Staff Provident Fund Scheme (the "SPF scheme") under the Occupational Retirement Schemes Ordinance for employees employed under the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employers and its employees are each required to make contributions to the MPF scheme at 5% of the employees' relevant income, subject to a cap of a monthly relevant income of \$25,000 (\$20,000 before 1 June 2012). Contributions to the scheme vest immediately. Under the SPF scheme, the Group is required to make contributions based on a certain percentage of the relevant employees' salaries which is dependent on their length of service with the Group. Forfeited contributions to the SPF scheme are used to reduce the Group's future contributions.

As stipulated by the labour regulations of the PRC, certain subsidiaries of the Group participate in various defined contribution retirement plans authorized by municipal and provincial governments for its staff. These subsidiaries are required to contribute at a rate of 10% to 22% (31 December 2011: 10% to 22%) of the salaries, bonuses and certain allowances of their staff to the retirement plans. A member of the plans is entitled to a pension equal to a fixed proportion of the salary prevailing at his or her retirement date.

The Group has no other material obligations for the payment of its staff's retirement and other post-employment benefits other than the contributions described above.

### 38 儲備 (續)

#### (c) 儲備目的或性質 (續)

##### (viii) 為股份獎勵計劃而持有之股份

為股份獎勵計劃而持有之股份是已支付之代價，並根據附註1(ab)(ii)內的會計政策，包括在股份獎勵計劃下購買股份的所有直接相關的增量成本。

##### (ix) 重估儲備

重估儲備代表額外購入太平財險時，有關過往持有太平財險權益為聯營公司的資產及負債之公允價值重估。此外，亦包括若干物業由土地及樓宇重新分類至投資物業之公允價值重估。

### 39 僱員退休福利

根據香港強制性公積金計劃條例適用於按香港僱傭條例僱用的員工，本集團參與了一項強制性公積金計劃（「強積金計劃」），及根據職業退休計劃條例提供一項僱員公積金計劃（「公積金計劃」）。此強積金計劃是通過獨立信託人管理，屬已訂定供款退休計劃。根據此強積金計劃，僱主及僱員雙方均須按僱員之相關收入5%供款至此計劃，惟相關之收入上限為25,000元（二零一二年六月一日前為20,000元）。供款須即時投入計劃。就公積金計劃，本集團須按有關僱員薪金按其於本集團服務年期而定之百分比作供款。公積金之沒收供款用作扣減本集團日後供款。

根據中國勞工條例，本集團若干附屬公司為其僱員參加了由市及省政府組織的不同類型已訂定供款退休計劃。這些附屬公司須按其僱員的薪金、花紅及某些津貼的10%至22%（二零一一年十二月三十一日：10%至22%）供款給那些退休計劃。參與計劃的成員可以領取相等於在其退休之時薪金的一個固定比例的退休金。

本集團除作出上述已訂定的供款外，毋須支付退休金或任何其他離職後的進一步責任。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 40 EQUITY COMPENSATION BENEFITS

#### (a) Share Option Scheme

The Group has two share option schemes. Under the Old Scheme, the directors of the Company were authorized, at their discretion, to invite employees of the Group, including directors of any company in the Group, to take up options to subscribe for shares of the Company. Options granted between 24 May 2000 and 31 December 2002 were granted under the Old Scheme and in accordance with the requirements of Chapter 17 of the Listing Rules which came under effect on 1 September 2001.

A new share option scheme which is in line with the prevailing requirements of Chapter 17 of the Listing Rules was adopted on 7 January 2003.

All of the share options are settled in equity.

#### (i) Movements in share options

		2012 二零一二年 Number 數目	2011 二零一一年 Number 數目
At 1 January	於一月一日	12,442,000	13,752,000
Granted	已授出	-	350,000
Lapsed	已失效	(3,200,000)	-
Exercised (note 37)	已行使 (附註37)	(600,000)	(1,660,000)
At 31 December	於十二月三十一日	8,642,000	12,442,000
Options vested as at 31 December	於十二月三十一日已歸屬的認股權	8,642,000	12,442,000

### 40 股本補償福利

#### (a) 認股權計劃

本集團擁有兩項認股權計劃。根據舊計劃，本公司董事有權酌情邀請本集團僱員（包括本集團內任何公司的董事）接納可認購本公司股份的認股權。在二零零零年五月二十四日至二零零二年十二月三十一日所授出的認股權均是按舊計劃及於二零零一年九月一日起生效的上市條例第十七章的規定而授出。

新認股權計劃是根據於二零零三年一月七日起生效的上市條例第十七章的規定而授出。

所有認股權是以股權支付。

#### (i) 認股權的變動

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 40 EQUITY COMPENSATION BENEFITS (Continued)

### 40 股本補償福利 (續)

#### (a) Share Option Scheme (Continued)

#### (a) 認股權計劃 (續)

(ii) Terms of unexpired and unexercised share options at the end of the reporting period

(ii) 於報告期末尚未屆滿及尚未行使的認股權之年期

Date granted 授出日期	Exercise period 行使期	Exercise price 行使價 \$ 元	2012 二零一二年 Number 數目	2011 二零一一年 Number 數目
12/09/2002 to 23/09/2002	12/09/2002 to 22/09/2012	3.225	–	700,000
02/11/2005	23/11/2005 to 27/11/2015	2.875	5,917,000	9,017,000
29/12/2006	29/12/2006 to 28/12/2016	9.800	175,000	175,000
26/02/2007	26/02/2007 to 25/02/2017	9.490	800,000	800,000
29/06/2007	29/06/2007 to 28/06/2017	14.220	175,000	175,000
31/12/2007	31/12/2007 to 30/12/2017	21.400	175,000	175,000
30/06/2008	30/06/2008 to 29/06/2018	19.316	175,000	175,000
31/12/2008	31/12/2008 to 30/12/2018	11.920	175,000	175,000
31/12/2009	31/12/2009 to 30/12/2019	25.100	350,000	350,000
30/06/2010	30/06/2010 to 29/06/2020	25.910	175,000	175,000
31/12/2010	31/12/2010 to 30/12/2020	24.180	175,000	175,000
30/06/2011	30/06/2011 to 29/06/2021	17.580	175,000	175,000
30/12/2011	30/12/2011 to 29/12/2021	14.728	175,000	175,000
			<b>8,642,000</b>	<b>12,442,000</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 40 EQUITY COMPENSATION BENEFITS (Continued)

#### (a) Share Option Scheme (Continued)

(iii) Details of share options (lapsed)/granted during the year. The options were granted for \$1 in consideration.

Exercise period 行使期	Exercise price 行使價 \$ 元	2012 二零一二年 Number 數目	2011 二零一一年 Number 數目
12/09/2002 to 11/09/2012	3.225	(700,000)	–
23/11/2005 to 22/11/2015	2.875	(2,500,000)	–
30/06/2011 to 29/06/2021	17.580	–	175,000
30/12/2011 to 29/12/2021	14.728	–	175,000
		(3,200,000)	350,000

(iv) Details of share options exercised during the year

Exercise date 行使日	Exercise price 行使價 \$ 元	Market value per share at exercise date 行使日 每股市價 \$ 元	Proceeds received 所得款項 \$'000 千元	Number 數目
<u>2012</u>				
03/04/2012	2.875	17.68	863	300,000
25/06/2012	2.875	12.22	287	100,000
10/07/2012	2.875	11.66	575	200,000
			1,725	600,000
<u>2011</u>				
			4,913	1,660,000

### 40 股本補償福利 (續)

#### (a) 認股權計劃 (續)

(iii) 年內 (失效) / 授出的認股權詳情。認股權均為以代價1元授出。

(iv) 年內行使的認股權詳情

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 40 EQUITY COMPENSATION BENEFITS (Continued)

#### (a) Share Option Scheme (Continued)

##### (v) Fair value of share options and assumptions

HKFRS 2 requires that, when the Group grants employees options to acquire shares of the Company, the Group recognizes the fair value of the options granted as an expense in the consolidated income statement with a corresponding increase in the employee share-based compensation reserve within equity.

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on the Black-Scholes pricing model. The contractual life of the option is used as an input into this model.

Fair value of share options and assumptions:

Fair value at measurement date (\$)	於計量日的公允價值(元)	7.368792	6.638611
Share price (\$)	股價(元)	17.580	14.400
Exercise price (\$)	行使價(元)	17.580	14.728
Expected volatility (note i)	預期波動率(註i)	33.969%	41.273%
Option life (Year)	認股權年期(年)	10	10
Expected dividends (note ii)	預期股息(註ii)	0.77%	0.77%
Risk-free interest rate (note iii)	無風險利率(註iii)	2.271%	1.465%

Notes:

- (i) The expected volatility is based on the historical volatility of the share price one year immediately preceding the grant date.
- (ii) Expected dividends are based on historical dividends since the listing of the Company.
- (iii) Risk-free interest rate is based on the yield of the 10-year Hong Kong Exchange Fund Note.

Share options were granted under a service condition. This condition has not been taken into account in the fair value measurement of the services received on the grant date. There were no market conditions associated with the share option grants.

### 40 股本補償福利 (續)

#### (a) 認股權計劃 (續)

##### (v) 認股權的公允價值及假設

按香港財務報告準則第2號規定，當本集團向僱員授出認股權，本集團須按授出認股權的公允價值於綜合損益表內確認為支出，並在股東權益內的以股份為本之僱員補償儲備作相應增加。

獲得服務以換取認股權的公允價值按授出認股權的公允價值計量。授出認股權之估計公允價值按Black-Scholes認股權定價模式。認股權的合約年期須輸入該模式。

認股權的公允價值及假設：

Date of grant	授出日
30 June 2011	30 December 2011
二零一一年	二零一一年
六月三十日	十二月三十日

註：

- (i) 預計波幅是根據授出日過往一年股價的波幅。
- (ii) 預期股息按本公司上市以來過往的股息。
- (iii) 無風險利率按十年期香港外匯基金票據的孳息率。

認股權的授予須符合服務條件。該條件並未納入計算於授予日獲得服務的公允價值。並無市場條件與授予認股權有關。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 40 EQUITY COMPENSATION BENEFITS (Continued)

#### (b) Share Award Scheme

The purpose of the Share Award Scheme is to recognize and reward certain employees (including without limitation to an employee who is also a director) of the Group and TPG and its subsidiaries for their contributions to the Group and to give long-term incentives for retaining them for the continued operations and development of the Group.

The Share Award Scheme of the Company was adopted by the Board on 10 September 2007. A summary of the principal terms of the Share Award Scheme is set out in the Share Award Scheme Section of the Report of the Directors.

#### (i) Movements in the number of awarded shares and their related average fair value were as follows:

	於一月一日
At 1 January	於一月一日
Awarded (note a)	已獎授 (註a)
Vested (note b)	已歸屬 (註b)
Revoked (note c)	已取消 (註c)
At 31 December (note d)	於十二月三十一日 (註d)

#### Notes:

- (a) Included in the total number of awarded shares, no shares are purchased from the market during the year ended 31 December 2012 (31 December 2011: nil).
- (b) The amount represents awarded shares vested during the year.
- (c) The amount represents awarded shares lapsed automatically, according to the conditions under the Employees' Share Award Scheme.
- (d) At the end of the year, the average fair value per share is \$25.42 (31 December 2011: \$25.38). The average fair value of the awarded shares is based on the closing price at the date of award and any directly attributable incremental costs.

Apart from the awarded shares, as at 31 December 2012, 969,200 shares (31 December 2011: 951,400 shares) are deemed as unallocated shares which are held under Share Award Scheme and are available for future award and/or disposal pursuant to the rules of Share Award Scheme.

### 40 股本補償福利 (續)

#### (b) 股份獎勵計劃

股份獎勵計劃旨在肯定及表揚本集團及中國太平集團及其附屬公司的僱員 (包括身為董事的僱員) 對本集團作出貢獻及提供長效激勵讓他們繼續為本集團的持續營運及發展努力。

董事會於二零零七年九月十日採納本公司的股份獎勵計劃。股份獎勵計劃的主要條款概要載於董事會報告書「股份獎勵計劃」標題下的內文。

#### (i) 獎授股份數目變化及其有關平均公允價值如下:

	2012 二零一二年 Number 數目	2011 二零一一年 Number 數目
At 1 January	604,000	3,465,800
Awarded (note a)	-	-
Vested (note b)	(18,600)	(2,847,600)
Revoked (note c)	(17,800)	(14,200)
At 31 December (note d)	567,600	604,000

#### 註:

- (a) 截至二零一二年十二月三十一日止年度包括在已獎授股份數目中，並無股獎授股份於期內從市場購入 (二零一一年十二月三十一日：無)。
- (b) 數額代表於年內歸屬的獎授股份。
- (c) 數額代表根據僱員股份獎勵計劃自動失效之獎授股份。
- (d) 於年末平均每股公允價值為25.42元 (二零一一年十二月三十一日：25.38元)。獎授股份的每股平均公允價值是根據獎授日之收市價，包括任何直接有關增量成本。

除已獎授股份外，於二零一二年十二月三十一日，969,200股 (二零一一年十二月三十一日：951,400股) 被視為未分配的股份以股份獎勵計劃持有，可供日後根據股份獎授計劃獎勵及/或出售。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 40 EQUITY COMPENSATION BENEFITS (Continued)

### 40 股本補償福利 (續)

#### (b) Share Award Scheme (Continued)

#### (b) 股份獎勵計劃 (續)

(ii) Details of the awarded shares vested are as follows:

(ii) 歸屬的獎授股份詳情如下：

Date of award 獎授日期	Average fair value per share 每股平均公允價值 \$ 元	Number of awarded shares vested 歸屬的獎授股份數目	Year ended 31 December 2012 截至二零一二年 十二月三十一日止年度	Number of awarded shares vested 歸屬的獎授股份數目	Year ended 31 December 2011 截至二零一一年 十二月三十一日止年度
			Cost of related awarded shares (including acquisition transaction costs) 相關獎授股份成本 (包括購入交易費用) \$'000 千元		Cost of related awarded shares (including acquisition transaction costs) 相關獎授股份成本 (包括購入交易費用) \$'000 千元
31/12/2007	21.60	-	-	2,241,000	46,332
20/05/2008	22.40	-	-	561,000	10,333
16/06/2008	19.24	-	-	9,000	199
22/02/2010	24.45	18,600	340	36,600	669
		18,600	340	2,847,600	57,533

(iii) The remaining vesting periods of the awarded shares outstanding are as follows:

(iii) 獎授股份的餘下歸屬期如下：

Remaining vesting period 餘下歸屬期	At 31 December 2012 Number of awarded shares 於二零一二年 十二月三十一日 獎授股份數目	Remaining vesting period 餘下歸屬期	At 31 December 2011 Number of awarded shares 於二零一一年 十二月三十一日 獎授股份數目
	Vested 已到期		567,600
1 year 1年	-	1 year 1年	604,000
	567,600		604,000

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 41 MATURITY PROFILE

The following table details the Group's contractual maturity for some of its financial assets and financial liabilities.

#### (a) The Group

### 41 到期情況

下表載列本集團若干金融資產及金融負債的合約到期情況詳情。

#### (a) 本集團

	Repayable on demand 接獲 要求時償還 \$'000 千元	3 months or less 三個月 或以下 \$'000 千元	1 year or less but over 3 months 一年或以下 但超過 三個月 \$'000 千元	5 years or less but over 1 year 五年或以下 但超過一年 \$'000 千元	After 5 years 五年後 \$'000 千元	Undated 未有限 \$'000 千元	Total 總額 \$'000 千元
<b>At 31 December 2012</b>							
<b>Assets</b>							
Deposits at banks and other financial institutions (including statutory deposits)	5,838,407	5,326,764	5,621,649	30,861,350	-	-	47,648,170
Pledged deposits at banks Certificates of deposit (under held-to-maturity)	-	223,159	-	-	-	-	223,159
Certificates of deposit (under available-for-sale)	-	-	-	5,028	-	-	5,028
Debt securities (under held-to-maturity)	-	146,508	534,543	6,251,258	85,207,005	-	92,139,314
Debt securities (under available-for-sale)	-	37,074	1,191,588	6,909,712	19,195,404	296,697	27,630,475
Debt securities (under held-for-trading)	-	-	3,922	36,998	-	22,183	63,103
Debt securities (under designated at fair value through profit or loss)	-	431,645	123,327	-	-	-	554,972
Debt securities and debt schemes (under loans and receivables)	-	369,981	277,486	4,526,157	16,961,573	-	22,135,197
Securities purchased under resale agreements	-	80,163	-	-	-	-	80,163
Loans and advances	-	-	2,567,715	-	-	-	2,567,715
	5,838,407	6,615,294	10,320,230	48,590,503	121,363,982	318,880	193,047,296
<b>Liabilities</b>							
Interest-bearing notes	-	-	3,205,328	-	10,129,408	-	13,334,736

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 41 MATURITY PROFILE (Continued)

### 41 到期情況 (續)

#### (a) The Group (Continued)

#### (a) 本集團 (續)

		Repayable on demand 接獲 要求時償還 \$'000 千元	3 months or less 三個月 或以下 \$'000 千元	1 year or less but over 3 months 一年或以下 但超過 三個月 \$'000 千元	5 years or less but over 1 year 五年或以下 但超過一年 \$'000 千元	After 5 years 五年後 \$'000 千元	Undated 未有限 \$'000 千元	Total 總額 \$'000 千元
At 31 December 2011	於二零一一年 十二月三十一日							
<b>Assets</b>	<b>資產</b>							
Deposits at banks and other financial institutions (including statutory deposits)	銀行及其他財務 機構存款 (包括法定存款)	6,721,530	2,094,718	716,335	18,791,139	246,700	-	28,570,422
Pledged deposits at banks	已抵押予銀行的存款	-	187,677	-	-	-	-	187,677
Certificates of deposit (under held-to-maturity)	存款證 (持有至到期日)	-	77,722	-	-	-	-	77,722
Certificates of deposit (under available-for-sale)	存款證 (可供出售)	-	-	-	4,951	7,822	-	12,773
Debt securities (under held-to-maturity)	債務證券 (持有至到期日)	-	133,215	63,673	4,050,630	79,150,576	-	83,398,094
Debt securities (under available-for-sale)	債務證券 (可供出售)	-	201,518	109,867	5,096,580	16,142,247	283,276	21,833,488
Debt securities (under held-for-trading)	債務證券 (持有作交易用途)	-	-	1,153	76,792	1,382	18,107	97,434
Debt securities and debt schemes (under loans and receivables)	債務證券及債權計劃 (貸款及應收款項)	-	-	60,484	3,219,902	7,530,313	-	10,810,699
Securities purchased under resale agreements	買入返售證券	3,084	116,195	-	-	-	-	119,279
Loans and advances	貸款及墊款	-	-	1,548,858	-	-	-	1,548,858
		6,724,614	2,811,045	2,500,370	31,239,994	103,079,040	301,383	146,656,446
<b>Liabilities</b>	<b>負債</b>							
Interest-bearing notes	需付息票據	-	-	-	3,208,009	7,832,725	-	11,040,734

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 41 MATURITY PROFILE (Continued)

### 41 到期情況 (續)

#### (b) The Company

#### (b) 本公司

		Repayable on demand 接獲要求 時償還 \$'000 千元	3 months or less 三個月 或以下 \$'000 千元	1 year or less but over 3 months 一年或以下 但超過 三個月 \$'000 千元	5 years or less but over 1 year 五年或以下 但超過一年 \$'000 千元	After 5 years 五年後 \$'000 千元	Undated 未有期限 \$'000 千元	Total 總額 \$'000 千元
<b>At 31 December 2012</b>	<b>於二零一二年 十二月三十一日</b>							
<b>Assets</b>	<b>資產</b>							
Deposits at banks and other financial institutions	銀行及其他 財務機構存款	-	1,874,309	-	-	-	-	1,874,309
Debt securities	債務證券	-	-	-	40,042	277,391	-	317,433
Amounts due from group companies	應收集團內 公司款項	4,058,820	-	-	-	-	-	4,058,820
		<b>4,058,820</b>	<b>1,874,309</b>	<b>-</b>	<b>40,042</b>	<b>277,391</b>	<b>-</b>	<b>6,250,562</b>
<b>At 31 December 2011</b>	<b>於二零一一年 十二月三十一日</b>							
<b>Assets</b>	<b>資產</b>							
Deposits at banks and other financial institutions	銀行及其他 財務機構存款	-	627,920	-	-	-	-	627,920
Debt securities	債務證券	-	-	-	26,519	228,648	-	255,167
Amounts due from group companies	應收集團內 公司款項	3,744,348	-	-	-	-	-	3,744,348
		<b>3,744,348</b>	<b>627,920</b>	<b>-</b>	<b>26,519</b>	<b>228,648</b>	<b>-</b>	<b>4,627,435</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 42 FAIR VALUES OF FINANCIAL INSTRUMENTS

#### (a) Fair value

All financial instruments are stated at fair value or carried at amounts not materially different from their fair values as of 31 December 2011 and 2012, except for held-to-maturity investments as set out in note 19(a)(i) and interest-bearing notes as set out in note 32.

#### (b) Estimation of fair values

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

- The fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to recent transaction price or quoted market bid prices and ask prices respectively;
- The fair value of other financial assets and financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices or rates from observable current market transactions as input; and
- The fair value of unlisted investment funds and unlisted debt securities included in financial assets at fair value through profit or loss and available-for-sale investments were established by reference to the prices quoted by respective fund administrators or by using valuations techniques including the use of recent arm's length transactions.

### 43 COMMITMENTS

- (a) Capital commitments outstanding to property and equipment and investments outstanding as of 31 December 2012 were as follows:

		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
Contracted for but not provided	已訂約但未反映		
– property and equipment	– 物業及設備	251,000	269,388
– investment properties	– 投資物業	730,362	730,498
– investments in associates	– 聯營公司投資	–	6,746
		<b>981,362</b>	1,006,632
Authorized but not contracted for	批准但未訂約	<b>2,304,242</b>	–

### 42 金融工具的公允價值

#### (a) 公允價值

除附註19(a)(i)所載有關持有至到期投資及附註32所載有關需付息票據外，所有金融工具均是以公允價值或與其於二零一一年十二月三十一日和二零一二年同日的公允價值相若的金額入賬。

#### (b) 公允價值估計

金融資產及金融負債之公允價值乃按以下情況釐定：

- 具有標準條款及條件並於活躍流通市場買賣之金融資產及金融負債之公允價值乃分別參考最近交易價格或市場所報買入賣出價釐定；
- 其他金融資產及金融負債（不包括衍生工具）之公允價值按折算現金流量分析之公認定價模式或採用從目前市場交易觀察所得之價格而釐定；及
- 包含於透過損益以反映公允價值及可供出售之非上市投資基金及非上市債務證券之公允價值，乃參考有關的基金管理人所提供之報價或使用估值技巧（包括使用近期經正常基礎協商之交易）而釐定。

### 43 承擔

- (a) 於二零一二年十二月三十一日有關物業及設備及投資的資本性承擔如下：

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 43 COMMITMENTS (Continued)

- (b) As of 31 December 2012, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
Within 1 year	一年內	367,565	298,008
After 1 year but within 5 years	一年後但五年內	455,401	329,093
After 5 years	五年後	12,119	14,631
		<b>835,085</b>	<b>641,732</b>

The Group leases a number of properties under operating leases. The leases typically run for an initial period of 1 to 6 years, with an option to renew the leases when all terms are renegotiated. Lease payments are usually reviewed annually to reflect market rentals. None of the leases includes contingent rentals.

- b) 於二零一二年十二月三十一日，根據不可解除的經營租賃在日後應付的最低租賃付款額如下：

	2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
	367,565	298,008
	455,401	329,093
	12,119	14,631
	<b>835,085</b>	<b>641,732</b>

本集團以經營租賃租入部份物業。這些租賃一般初步為期一至六年，並有權選擇在到期日後續期，屆時所有條款均可重新商定。租賃付款通常會逐年檢討，以反映市場租金。各項租賃均不包括或然租金。

### 44 POLICYHOLDER ACCOUNT ASSETS IN RESPECT OF UNIT-LINKED PRODUCTS

Investments in held-for-trading securities	持有作交易用途之證券投資		
– Debt securities	– 債務證券	190,895	235,020
– Equity securities	– 股本證券	789,828	562,268
– Investment funds	– 投資基金	1,459,953	1,517,125
Money market fund	貨幣市場基金	69,032	16,128
Deposits at banks with original maturity more than three months	原到期日超過三個月的銀行存款	20,966	–
Cash and cash equivalents	現金及現金等價物	539,051	1,360,225
Other debtors	其他應收賬款	66,268	31,321
Securities purchased under resale agreements	買入返售證券	5,056	7,030
		<b>3,141,049</b>	<b>3,729,117</b>

The above assets are held for policyholders of unit-linked products.

### 44 有關投資連結產品之保單持有人賬戶資產

		The Group 本集團	
		31 December 2012 二零一二年 十二月三十一日 \$'000 千元	31 December 2011 二零一一年 十二月三十一日 \$'000 千元
		190,895	235,020
		789,828	562,268
		1,459,953	1,517,125
		69,032	16,128
		20,966	–
		539,051	1,360,225
		66,268	31,321
		5,056	7,030
		<b>3,141,049</b>	<b>3,729,117</b>

上述資產為為投資連結產品的保單持有人而持有。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 45 CONTINGENT LIABILITIES

Other than those incurred in the normal course of the Group's insurance businesses, there was no outstanding litigation nor any other contingent liabilities as of 31 December 2012.

### 46 EVENT AFTER THE REPORTING PERIOD

- (a) Quicken Assets Limited, a wholly-owned subsidiary of CTIH, has entered into a loan agreement with a financial institution and obtained a loan facility of US\$250 million in December 2012. The loan facility is for five years, is unconditionally and irrevocably guaranteed by CTIH and bears interest at LIBOR plus 2.4% (effective rate). The proceeds of the loan facility will be used for financing the general working capital requirements of the Group. Such loan facility was fully drawn in a single draw-down in January 2013.
- (b) CTIH, together with TPG and Ageas have decided to increase the capital of TPL by RMB2,500 million to RMB6,230 million. CTIH, TPG and Ageas have contributed such additional capital in cash in the amount of RMB1,251.25 million, RMB626.25 million and RMB622.50 million, respectively, in proportion to their respective equity interests in TPL during January 2013. This additional capital contribution will allow TPL to further strengthen its solvency position to support its business development.
- (c) CTIH, together with TPG have decided to increase the capital of TPP by RMB200 million. CTIH and TPG have contributed such additional capital in cash in the amount of RMB192 million and RMB8 million, respectively, in proportion to their respective equity interests in TPP during January 2013. This additional capital contribution will allow TPP to further strengthen its financial position to support its business development.

### 45 或然負債

除上述所披露及在本集團日常保險業務中產生的訴訟外，於二零一二年十二月三十一日，本集團概無任何未決訴訟或其他或然負債。

### 46 報告期後事件

- (a) 於二零一二年十二月Quicken Assets Limited，中國太平控股的全資附屬公司，與一家金融機構簽訂貸款協議獲取2.50億美元貸款額度。貸款為期五年並由中國太平控股無條件及不可撤回地擔保，利率為倫敦銀行同業拆息加2.4%（有效利率）。貸款的所得款項將供本集團作一般營運資金。貸款額度已一次性於二零一三年一月全數提取。
- (b) 中國太平控股，連同中國太平集團及富傑已決定增加太平人壽註冊資本人民幣25.00億元至人民幣62.30億元。於二零一三年一月，中國太平控股、中國太平集團及富傑已分別按其各自於太平人壽的股權比例以人民幣12.5125億元、人民幣6.2625億元及人民幣6.2250億元現金增入該等資本。此增資將強化太平人壽的償付能力以支持其業務發展。
- (c) 中國太平控股，連同中國太平集團已決定增加太平養老註冊資本人民幣2.00億元。於二零一三年一月，中國太平控股及中國太平集團已分別按其各自於太平養老的股權比例以人民幣1.92億元及人民幣800萬元現金增入該等資本。此增資將強化太平養老的財務狀況以支持其業務發展。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 47 MATERIAL RELATED PARTY TRANSACTIONS

#### A. Recurring transaction with related parties

The following is a summary of significant recurring transactions entered into between the Group and its related parties during the year:

		For the year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
		Note 註	
Business ceded by related companies:	關連公司分出的業務：	(i)	
– Gross premiums written	– 毛承保保費		97,066
– Commission expenses paid	– 佣金支出		71,294
Back office service	後援營運服務費	(ii)	21,941
Internal audit service	內部審計服務費	(iii)	260,074
Investment management fee and redemption income	投資管理費及贖回費收入	(iv)	52,059
Training fee paid	支付培訓費	(v)	1,990
Rental income	租金收入	(vi)	–
Rental expense	租金支出	(vii)	14,170
Employee benefit insurance service	員工福利保險服務	(viii)	20,702
			2,383
			1,926

#### Notes:

- (i) Certain fellow subsidiaries of the Group ceded business to and received commission from subsidiaries of the Company.
- (ii) A fellow subsidiary of the Group provides back office services to the Group and receives service fee from the Group.
- (iii) The ultimate holding company of the Company provides internal audit services to the Group and receives service fee from the Group.
- (iv) A subsidiary of the Company provided investment consultancy services to and received investment management fees and redemption income from certain fellow subsidiaries of the Group.
- (v) The company and certain subsidiaries of the Group have entered into agreements with TPG in respect of the provision of training services by TPG and its subsidiaries to the Group.
- (vi) A subsidiary of the Company leased a number of offices to immediate holding company of the Company and certain fellow subsidiaries of the Group and received rental income. The terms and conditions of these tenancy agreements were negotiated on an arm's length and were entered into on normal commercial terms.
- (vii) A fellow subsidiary of the Company leased a number of offices to the Group and received rental income. The terms and conditions of these tenancy agreement were negotiated on an arm's length and were entered on normal commercial terms.
- (viii) A subsidiary of the Company provided employee benefit insurance services to and received premium from the ultimate holding company of the Company and certain fellow subsidiaries of the Group.

#### 註：

- (i) 本集團若干同系附屬公司向本公司附屬公司轉介業務及向其收取佣金。
- (ii) 本集團一間同系附屬公司向本集團提供後援營運服務及向本集團收取服務費。
- (iii) 本公司之最終控股公司向本集團提供內部審計服務及向本集團收取服務費。
- (iv) 本公司一間附屬公司向本集團若干同系附屬公司提供投資顧問服務，並向其收取投資管理費及贖回費收入。
- (v) 本公司及若干附屬公司與中國太平集團就中國太平集團及其附屬公司向本集團提供培訓服務訂立協議。
- (vi) 本公司一間附屬公司向本公司直接控股公司及若干同系附屬公司出租多個辦公室，並收取租金收入。該等租賃合同之條款及條件乃以公司原則釐定並按一般商業條款所訂立。
- (vii) 本公司一間同系附屬公司向本集團出租多個辦公室，並收取租金收入。該等租賃合同之條款及條件乃以公平原則釐定並按一般商業條款所訂立。
- (viii) 本公司一間附屬公司向本公司的最終控股公司及若干同系附屬公司提供員工福利保險服務並收取保費。

### 47 重大關連人士交易

#### A. 與關連人士的經常交易

以下是本集團與關連人士於年內進行的重大經常交易概要：

		For the year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
		Note 註	

Business ceded by related companies:	關連公司分出的業務：	(i)	
– Gross premiums written	– 毛承保保費		97,066
– Commission expenses paid	– 佣金支出		71,294
Back office service	後援營運服務費	(ii)	21,941
Internal audit service	內部審計服務費	(iii)	260,074
Investment management fee and redemption income	投資管理費及贖回費收入	(iv)	52,059
Training fee paid	支付培訓費	(v)	1,990
Rental income	租金收入	(vi)	–
Rental expense	租金支出	(vii)	14,170
Employee benefit insurance service	員工福利保險服務	(viii)	20,702
			2,383
			1,926

#### Notes:

- (i) Certain fellow subsidiaries of the Group ceded business to and received commission from subsidiaries of the Company.
- (ii) A fellow subsidiary of the Group provides back office services to the Group and receives service fee from the Group.
- (iii) The ultimate holding company of the Company provides internal audit services to the Group and receives service fee from the Group.
- (iv) A subsidiary of the Company provided investment consultancy services to and received investment management fees and redemption income from certain fellow subsidiaries of the Group.
- (v) The company and certain subsidiaries of the Group have entered into agreements with TPG in respect of the provision of training services by TPG and its subsidiaries to the Group.
- (vi) A subsidiary of the Company leased a number of offices to immediate holding company of the Company and certain fellow subsidiaries of the Group and received rental income. The terms and conditions of these tenancy agreements were negotiated on an arm's length and were entered into on normal commercial terms.
- (vii) A fellow subsidiary of the Company leased a number of offices to the Group and received rental income. The terms and conditions of these tenancy agreement were negotiated on an arm's length and were entered on normal commercial terms.
- (viii) A subsidiary of the Company provided employee benefit insurance services to and received premium from the ultimate holding company of the Company and certain fellow subsidiaries of the Group.

#### 註：

- (i) 本集團若干同系附屬公司向本公司附屬公司轉介業務及向其收取佣金。
- (ii) 本集團一間同系附屬公司向本集團提供後援營運服務及向本集團收取服務費。
- (iii) 本公司之最終控股公司向本集團提供內部審計服務及向本集團收取服務費。
- (iv) 本公司一間附屬公司向本集團若干同系附屬公司提供投資顧問服務，並向其收取投資管理費及贖回費收入。
- (v) 本公司及若干附屬公司與中國太平集團就中國太平集團及其附屬公司向本集團提供培訓服務訂立協議。
- (vi) 本公司一間附屬公司向本公司直接控股公司及若干同系附屬公司出租多個辦公室，並收取租金收入。該等租賃合同之條款及條件乃以公司原則釐定並按一般商業條款所訂立。
- (vii) 本公司一間同系附屬公司向本集團出租多個辦公室，並收取租金收入。該等租賃合同之條款及條件乃以公平原則釐定並按一般商業條款所訂立。
- (viii) 本公司一間附屬公司向本公司的最終控股公司及若干同系附屬公司提供員工福利保險服務並收取保費。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 47 MATERIAL RELATED PARTY TRANSACTIONS (Continued)

#### B. Non-recurring transactions with related parties

The Group has entered into the following significant non-recurring transactions with related parties during the year:

- (a) On 30 May 2012, a wholly owned subsidiary of TPG (HK) (the "Lender") and the Company (the "Borrower") entered into a loan agreement, to borrow an unsecured, interest-bearing term loan of \$600,000,000 from the Lender for a term of 3 years. The interest rate was agreed to be Hong Kong Interbank Offered Rate plus an interest margin of 2.1%. There was no undertaking or security provided by the Company as a condition to or otherwise in connection with the grant of the loan. On 27 November 2012, the loan agreement was terminated and the principal with accrued interest has been repaid.
- (b) On 28 December 2011, TPL, TPI and the Company entered into a supplemental agreement ("TPAM Supplemental Agreement") and TPA(HK) and Ageas entered into a supplemental agreement ("Ageas Supplemental Agreement") to amend the terms of the share transfer agreement for the Company to purchase in aggregate a 60% equity interest in TPAM ("TPAM Share Transfer Agreement") from TPL and TPI, and the terms of the share transfer agreement for TPA(HK) to sell a 12% equity interest in TPAM ("TPAM Ageas Agreement") to Ageas, respectively. Upon the execution of the supplemental agreements mentioned above, the TPAM Share Transfer Agreement (as amended by the TPAM Supplemental Agreement) and the TPAM Ageas Agreement (as amended by the Ageas Supplemental Agreement) became unconditional and the transaction was considered as complete on the same date. The details of the transaction were set out in the announcement of the Company dated 28 December 2011.
- (c) On 27 July 2011, relevant approvals for the respective contributions of RMB214,163,335 and RMB285,836,665 by TPG and the Company to the registered capital of TPI have been obtained. Accordingly, the capital increase of TPI from RMB1,570,000,000 to RMB2,070,000,000 has been completed. The shareholding interest of TPI held by the Group has increased from 50.05% to 51.77%. The details of the transaction were set out in the announcement of the Company dated 27 July 2011.

### 47 重大關連人士交易 (續)

#### B. 與關連人士的非經常交易

本集團與關連人士於年內進行以下重大的非經常交易：

- (a) 於二零一二年五月三十日，中國太平集團（香港）的一家全資附屬公司（「借出人」）及本公司（「借入人」）訂立貸款協議，向借出人借入一筆600,000,000元的無抵押押付息有期貨款，為期3年。利息為香港銀行同業拆息加2.1%。本公司並無作出任何承諾或提供抵押品作為批出貸款的條件或與批出貸款有關。於二零一二年十一月二十七日，貸款協議終止，而本金及應計利息均以償還。
- (b) 於二零一一年十二月二十八日，太平人壽、太平財險及本公司訂立補充協議（「太平資產補充協議」）及太平資產（香港）及富傑訂立補充協議（「Ageas補充協議」），分別修訂由中國太平控股從太平人壽及太平財險購入太平資產合供60%股權的股權轉讓協議（「太平資產股權轉讓協議」）及由太平資產（香港）出售太平資產12%股權予富傑的股權轉讓協（「太平資產Ageas協議」）之條款。於簽訂上述兩份補充協議後，太平資產股權轉讓協議（經太平資產補充協議修訂）及太平資產Ageas協議（經Ageas補充協議修訂）已變為無條件及有關交易已於同日完成。此交易之詳情請參閱本公司於二零一一年十二月二十八日之公告。
- (c) 於二零一一年七月二十七日，有關由中國太平集團及本公司分別向太平財險註冊資本投入人民幣214,163,335元及人民幣285,836,665元已取得相關批准。因此，太平財險已完成註冊資本由人民幣1,570,000,000元增加至人民幣2,070,000,000元。本集團持有太平財險的權益已由50.05%增加至51.77%。此交易之詳情請參閱本公司於二零一一年七月二十七日之公告。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 47 MATERIAL RELATED PARTY TRANSACTIONS (Continued)

#### B. Non-recurring transactions with related parties (Continued)

- (d) On 29 April 2011, CTPI (HK), a subsidiary of the Company, and China Insurance Group Investment Company Limited ("CIGICL") (an indirect wholly-owned subsidiary of TPG) entered into an agreement to terminate the share transfer agreement dated 10 December 2010 in relation to CTPI (HK)'s acquisition of 30% equity interest in the 深圳福田燃機電力有限公司 (Futian Gas Turbine Power Company Limited) from CIGICL, due to the conditions precedent to share transfer agreement have not been met. The details of the transaction were set out in the announcement of the Company dated 29 April 2011 and 10 December 2010.

The Group operates in an economic environment predominated by enterprises controlled, jointly controlled or significantly influenced by the PRC government through its numerous authorities, affiliates or other organizations (collectively "State-Owned Entities"). During the year, the Group had transactions with State-Owned Entities including but not limited to the sales of insurance policies and banking related services. These transactions are conducted in the ordinary course of the Group's insurance business on terms similar to those that would have been entered into with non-state-owned entities. The Group has also established its pricing strategy and approval processes for its major insurance products. Such pricing strategy and approval processes do not depend on whether the customers are State-Owned Entities or not. Having due regard to the substance of the relationships, the directors believe that none of these transactions are related party transactions that require separate disclosure.

#### C. Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

Short-term benefits	短期職工福利
Share based payments	股份為本支付
Post-employment benefits	僱員退休福利

### 47 重大關連人士交易 (續)

#### B. 與關連人士的非經常交易 (續)

- (d) 於二零一一年四月二十九日，因股份轉讓協議之先決條件未能達成，太平香港，本公司一間附屬公司，及中國保險集團投資有限公司（「中保投資」）（中國太平集團之間接全資附屬公司）訂立協議終止有關於二零一零年十二月十日所訂立，由太平香港向中保投資收購深圳福田燃機電力有限公司30%股權的股份轉讓協議。此交易之詳情請參閱本公司於二零一一年四月二十九日及二零一零年十二月十日之公告。

本集團正處於一個以國家控制實體佔主導地位的經濟制度下營運，那些國家控制實體是由中國政府通過其政府機構、代理機構、附屬機構或其他機構擁有、共同擁有或受重大影響的（統稱為「國有實體」），本集團於年度內與國有實體進行包括但不限於保單銷售及銀行相關服務之交易，該些交易所執行的條款跟本集團日常保險業務過程中與非國有實體進行交易所執行的條款相似。本集團亦已制定就其主要保險產品的定價策略及審批程序。該等定價策略及審批程序與客戶是否國有實體無關。經考慮其關係的性質後，董事相信該等交易並非須獨立披露之關連人士交易。

#### C. 關鍵管理人員薪酬

本年度董事及其他關鍵管理層成員的薪酬概述如下：

For the year ended 31 December  
截至十二月三十一日止年度

	2012 二零一二年 \$'000 千元	2011 二零一一年 \$'000 千元
Short-term benefits	12,672	13,925
Share based payments	494	2,945
Post-employment benefits	311	332
	<b>13,477</b>	<b>17,202</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 48 ACCOUNTING ESTIMATES AND JUDGEMENTS 48 會計估計及判斷

The preparation of financial statements under HKFRSs requires management to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses as well as the related disclosures. Changes in assumptions may have a significant impact on the financial statements in the periods where the assumptions are changed. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

#### (a) Impairment of goodwill and intangible assets

The Group assesses annually if the goodwill and intangible assets associated with the acquisition of subsidiaries and associates have suffered any impairment losses in accordance with the accounting policy stated in note 1(o). The recoverable amount of the goodwill and intangible assets is determined using discounted cash flows which require the use of estimated revenue from business operations, investment returns and an appropriate discount rate. As at 31 December 2012, the carrying amount of goodwill and intangible assets were \$303.65 million (31 December 2011: \$303.65 million) and \$264.51 million (31 December 2011: \$264.79 million) respectively.

#### (b) Held-to-maturity investments

The Group classifies non-derivative financial assets with fixed or determinable payments and fixed maturity and where the Group has a positive intention and ability to hold the assets to maturity as held-to-maturity investments. In making this judgement, the Group evaluates its intention and ability to hold such investments until maturity.

If the Group fails to hold these investments to maturity other than for certain specific circumstances, the Group would have to reclassify the entire portfolio of held-to-maturity investments as available-for-sale investments, as such portfolio of investments would be deemed to have been tainted. This would result in the held-to-maturity investments being measured at fair value instead of at amortized cost.

根據香港財務報告準則編製財務報表時，管理層須作出重要估計及假設，因而影響到所列報之資產、負債、收入及開支，以至相關披露之金額。更改假設或會對更改假設之期間的財務報表造成重大影響。引致下個財政年度內之資產及負債之賬面值有重大調整主要風險之估計及假設論述如下：

#### (a) 商譽及無形資產減值

本集團每年按照附註1(o)所述之會計政策評估與收購附屬公司及聯營公司有關之商譽及無形資產是否蒙受任何減值。商譽及無形資產之可收回金額乃使用已折現現金流量釐定，已折現現金流量須使用經營業務估計收入、投資回報及適當之折現率進行計算。於二零一二年十二月三十一日，商譽及無形資產的賬面值分別為3.0365億元（二零一一年十二月三十一日：3.0365億元）及2.6451億元（二零一一年十二月三十一日：2.6479億元）。

#### (b) 持有至到期投資

本集團將有固定或可確定付款金額及固定期限而本集團又有明確意向及有能力持至到期日非衍生工具金融資產，分類為持有至到期投資。於作出此判斷時，本集團評估其持有該等投資直至到期之意向及能力。

除在若干特定情況下外，倘本集團未能持有該等投資至到期，本集團將必須把持有至到期投資之整個投資組合，重新分類為可供出售投資，因該投資組合已被視為受影響。這將導致持有至到期投資按公允價值而非按攤銷成本計算。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 48 ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

### 48 會計估計及判斷 (續)

#### (c) Impairment of available-for-sale financial assets

The Group follows the guidance of HKAS 39 when determining whether there has been a significant or prolonged decline in the fair value of an investment in available-for-sale financial assets below its cost. This determination requires significant judgement. In making this judgement, the Group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost. As at 31 December 2012, the carrying amount of available-for-sale financial assets were \$41,271.60 million (31 December 2011: \$33,567.41 million).

#### (d) Determination of insurance liabilities

The Group's insurance liabilities are mainly comprised of unearned premium provisions of \$6,092.43 million (31 December 2011: \$4,641.63 million), provision for outstanding claims of \$10,031.56 million (31 December 2011: \$9,208.80 million) and life insurance contract liabilities of \$121,422.78 million (31 December 2011: \$91,195.98 million). The Group determines estimates for premiums and claims data not received from ceding companies at the date of the consolidated financial statements on the basis of historical information, actuarial analyzes, financing modeling and other analytical techniques. The directors continually review the estimates and make adjustments as necessary, but actual results could differ significantly from what is envisioned when these estimates are made.

#### (e) Deferred tax liabilities

As at 31 December 2012, a deferred tax liability of \$1,070 million (as at 31 December 2011: \$1,071 million) has been recognized in the Group's consolidated statement of financial position, as a result of the increase in profit for prior years due to the change in accounting policies on insurance contracts of one of its subsidiary in the PRC. The PRC tax rules and regulations up to the date of the report are not clear enough to support no provision of tax liability is required for the profits related to the current and previous years. In view of its nature, it is of the opinion of the directors that such a provision should be presented as a deferred tax liability as set out in note 31. In cases there are further developments in the tax rules and regulations, a material reversal of deferred tax liability may arise, which would be recognized in profit or loss for the period in which such a reversal takes place.

#### (c) 可供出售金融資產減值

本集團於決定可供出售金融資產之公允價值有否大幅或長期下跌至低於其成本時，乃按照香港會計準則第39號之指引作出決定。此決定需要重大的判斷。於作出此判斷時，本集團評估（包括其他因素）投資之公允價值少於其成本之年期及程度。於二零一二年十二月三十一日，可供出售金融資產的賬面值為412.7160億元（二零一一年十二月三十一日：335.6741億元）。

#### (d) 釐定保險負債

本集團之保險負債主要包括未到期責任準備金60.9243億元（二零一一年十二月三十一日：46.4163億元）、未決賠款準備100.3156億元（二零一一年十二月三十一日：92.0880億元）及壽險合約負債1,214.2278億元（二零一一年十二月三十一日：911.9598億元）。本集團因於綜合財務報表日期仍未收到分保公司所提供之保費及賠款金額數據而作出之估計，並按歷史資料、精算分析、財務模型及其他分析技巧而確定此等估計。董事不斷檢討有關之估計，並在有需要時作出調整，但實際結果可能與作出估計時預計的結果差別很大。

#### (e) 遞延稅項負債

於二零一二年十二月三十一日，本集團之綜合財務狀況表內已確認一筆為數10.70億元之遞延稅項負債（於二零一一年十二月三十一日：10.71億元），與一間於中國之附屬公司往前年度因保險合約會計政策變更而上升之溢利有關。截至本報告日之中國稅務法規並未有清楚支持無須為本年及往前年度之溢利計提稅項負債。鑑於其性質，董事認為該等準備應按附註31所述，以遞延稅項負債呈列。在稅務法規進一步發展的情況下，重大遞延稅項負債可能獲得回撥，並將在確認於損益之期間回撥。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 48 ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (f) Fair value of investment properties

The fair value of investment properties was determined based on valuations conducted by independent firms of professional valuers using generally accepted property valuation techniques which involve certain assumptions. Favourable or unfavourable change to these assumptions would result in changes in the fair value of the Group's investment properties and corresponding adjustment to the amount of gain or loss reported in profit or loss.

#### (g) Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties located in Hong Kong are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in measuring the Group's deferred taxation on investment properties, the directors have determined that the presumption that the carrying amounts of investment properties located in Hong Kong measured using the fair value model are recovered entirely through sale is not rebutted. For those investment properties of the Group located in the PRC, they are depreciable and are held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale, and therefore the presumption is rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of investment properties located in Hong Kong as the Group is not subject to any income taxes on disposal of its investment properties.

### 49 PARENT AND ULTIMATE HOLDING COMPANIES

The immediate holding company and the ultimate holding company as of 31 December 2012 are China Taiping Insurance Group (HK) Company Limited (incorporated in Hong Kong) and China Taiping Insurance Group Co. (established in the PRC), respectively. China Taiping Insurance Group Co. is ultimately controlled by the State Council of the PRC.

### 48 會計估計及判斷 (續)

#### (f) 投資物業的公允價值

投資物業的公允價值乃根據由獨立專業評估公司以公認的物業評估方法的評估而釐定，當中涉及若干假設。該等假設的有利或不利變化將導致本集團投資物業的公允價值產生變化及相應對收益或虧損的調整於損益呈報。

#### (g) 投資物業的遞延稅項

就採用公允價值模式計量的投資物業之遞延稅項負債或遞延稅項資產而言，董事對本集團的投資物業組合進行審閱並得出本結論，認為本集團全部在香港的投資物業並非以隨時間消耗投資物業內之絕大部份經濟利益之業務模式而持有，而非透過出售。因此，在計量本集團投資物業之遞延稅項時，董事已確定以公允價值模式計量的香港投資物業，其賬面值乃完全透過出售而收回的假設並未被駁回。本集團若干在中國的投資物業，此等物業是可折舊的並是隨時間消耗投資物業內之絕大部份經濟利益，而不是透過出售，則以上假設並不成立。因此，由於本集團在出售其投資物業時毋須繳納任何的所得稅，本集團並沒有於在香港的投資物業的公允價值變動確認任何遞延稅項。

### 49 母公司及最終控股公司

於二零一二年十二月三十一日的直屬控股公司及最終控股公司分別為於香港成立的中國太平保險集團(香港)有限公司及於中國成立的中國太平保險集團公司。中國太平保險集團公司隸屬於中國國務院。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 50 POSSIBLE IMPACT OF NEW HKFRSs ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2012

Up to the date of issue of these financial statements, the HKICPA has issued the following new and revised HKFRSs which are not yet effective for the year ended 31 December 2012 and which have not been adopted in these financial statements.

### 50 已在截至二零一二年十二月三十一日止年度前頒布但尚未生效的新訂香港財務報告準則所可能產生的影響

在此等財務報表發布日期前，香港會計師公會頒布了以下新及經修訂香港財務報告準則，但此等新及經修訂準則於截至二零一二年十二月三十一日止年度尚未生效，因此亦尚未應用於此等財務報表。

Amendments to HKFRSs 香港財務報告準則之修訂	Annual Improvements to HKFRSs 2009-2011 Cycle, except for the amendments to HKAS 1 <sup>1</sup> 二零零九至二零一一年度之香港財務報告準則之改進，香港會計準則第1號之修訂除外 <sup>1</sup>
Amendments to HKFRS 7 香港財務報告準則第7號之修訂	Disclosures – Offsetting Financial Assets and Financial Liabilities <sup>1</sup> 披露—金融資產及金融負債之對銷 <sup>1</sup>
Amendments to HKFRS 9 and HKFRS 7 香港財務報告準則第9號及香港財務報告準則第7號之修訂	Mandatory Effective Date of HKFRS 9 and Transition Disclosures <sup>3</sup> 香港財務報告準則第9條強制生效日期及過渡性披露 <sup>3</sup>
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 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號之修訂	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance <sup>1</sup> 綜合財務報表、聯合安排及其他實體之權益披露：過渡指引 <sup>1</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 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號之修訂	Investment Entities <sup>2</sup> 投資企業 <sup>2</sup>
HKFRS 9 香港財務報告準則第9號	Financial Instruments <sup>3</sup> 金融工具 <sup>3</sup>
HKFRS 10 香港財務報告準則第10號	Consolidated Financial Statements <sup>1</sup> 綜合財務報表 <sup>1</sup>
HKFRS 11 香港財務報告準則第11號	Joint Arrangements <sup>1</sup> 聯合安排 <sup>1</sup>
HKFRS 12 香港財務報告準則第12號	Disclosure of Interests in Other Entities <sup>1</sup> 其他實體之權益披露 <sup>1</sup>
HKFRS 13 香港財務報告準則第13號	Fair Value Measurement <sup>1</sup> 公允價值計量 <sup>1</sup>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 50 POSSIBLE IMPACT OF NEW HKFRSs ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2012 (Continued)

### 50 已在截至二零一二年十二月三十一日止年度前頒布但尚未生效的新訂香港財務報告準則所可能產生的影響 (續)

HKAS 19 (as revised in 2011) 香港會計準則第19號 (二零一一年之修訂)	Employment Benefits <sup>1</sup> 僱員福利 <sup>1</sup>
HKAS 27 (as revised in 2011) 香港會計準則第27號 (二零一一年之修訂)	Separate Financial Statements <sup>1</sup> 獨立財務報表 <sup>1</sup>
HKAS 28 (as revised in 2011) 香港會計準則第28號 (二零一一年之修訂)	Investments in Associates and Joint Ventures <sup>1</sup> 於聯營公司及合營企業之投資 <sup>1</sup>
Amendments to HKAS 1 香港會計準則第1號之修訂	Presentation of Items of Other Comprehensive Income <sup>4</sup> 其他全面收益項目的呈列 <sup>4</sup>
Amendments to HKAS 32 香港會計準則第32號之修訂	Offsetting Financial Assets and Financial Liabilities <sup>2</sup> 金融資產及金融負債之對銷 <sup>2</sup>

Note:

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2013
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2014.
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2015.
- <sup>4</sup> Effective for annual periods beginning on or after 1 July 2012.

#### Annual Improvements to HKFRSs 2009-2011 Cycle issued in June 2012

The *Annual Improvements to HKFRSs 2009-2011 Cycle* include a number of amendments to various HKFRSs. The amendments are effective for annual periods beginning on or after 1 January 2013. Amendments to HKFRSs include the amendments to HKAS 16 *Property, Plant and Equipment* and the amendments to HKAS 32 *Financial Instruments: Presentation*.

The amendments to HKAS 16 clarify that spare parts, stand-by equipment and servicing equipment should be classified as property, plant and equipment when they meet the definition of property, plant and equipment in HKAS 16 and as inventory otherwise. The directors anticipate that the application of the amendments will not have a material effect on the Group's consolidated financial statements.

The amendments to HKAS 32 clarify that income tax on distributions to holders of an equity instrument and transaction costs of an equity transaction should be accounted for in accordance with HKAS 12 *Income Taxes*.

註:

- <sup>1</sup> 由二零一三年一月一日或以後開始之年期起生效
- <sup>2</sup> 由二零一四年一月一日或以後開始之年期起生效
- <sup>3</sup> 由二零一五年一月一日或以後開始之年期起生效
- <sup>4</sup> 由二零一二年七月一日或以後開始之年期起生效

#### 二零零九至二零一一年度之香港財務報告準則之改進 (二零一二年六月頒布)

香港財務報告準則之年度改進 (2009至2011周期) 包括對多項香港財務報告準則的各項修訂。該等修訂於二零一三年一月一日或之後開始的年度期間生效。香港財務報告準則的修訂本包括對香港會計準則第16號物業、廠房及設備修訂本及香港會計準則第32號金融工具：呈報修訂本。

香港會計準則第16號修訂本澄清，零部件、後備設備及使用中設備一旦符合香港會計準則第16號項下物業、廠房及設備的定義，則應分類為物業、廠房及設備，否則應分類為存貨，本公司董事預期應用此等修訂將不會對本集團的綜合財務報表造成重大影響。

香港會計準則第32號修訂本澄清，向權益工具持有人作出分派以及股權交易的交易成本之所得稅應根據香港會計準則第12號所得稅入賬。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 50 POSSIBLE IMPACT OF NEW HKFRSs ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2012 (Continued)

#### Amendments to HKAS 32 Offsetting Financial Assets and Financial Liabilities and amendments to HKFRS 7 Disclosures – Offsetting Financial Assets and Financial Liabilities

The amendments to HKAS 32 clarify existing application issues relating to the offsetting requirements. Specifically, the amendments clarify the meaning of “currently has a legally enforceable right of set-off” and “simultaneous realisation and settlement”.

The amendments to HKFRS 7 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreement or similar arrangement.

The amended offsetting disclosures are required for annual periods beginning on or after 1 January 2013 and interim periods within those annual periods. The disclosures should also be provided retrospectively for all comparative periods. However, the amendments to HKAS 32 are not effective until annual periods beginning on or after 1 January 2014, with retrospective application required. It is not practicable to provide a reasonable estimate of the effect until a detailed review has been completed.

#### HKFRS 9 Financial Instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 amended in 2010 includes the requirements for the classification and measurement of financial liabilities and for derecognition.

HKFRS 9 requires all recognized financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognized in profit or loss.

### 50 已在截至二零一二年十二月三十一日止年度前頒布但尚未生效的新訂香港財務報告準則所可能產生的影響 (續)

#### 香港會計準則第32號(修訂)金融資產及金融負債之對銷及香港財務報告準則第7號之修訂披露—金融資產及金融負債之對銷

修訂之香港會計準則第32號釐清現行對銷要求的應用。修訂明確釐清「目前有法律上可執行之權利對銷權」及「同時兌現與清償」的界定。

修訂之香港財務報告準則第7號要求個體披露關於金融工具在執行總淨額計算協議或類似安排下之對銷權及相關安排之資料(例如從抵押品入賬要求)。

經修訂之對銷披露要求於二零一三年一月一日或以後開始之年期及該年期間內之中期間生效及所有比較期間均需追溯該等揭露。但新修訂之香港會計準則第32號生效於二零一四年一月一日或以後開始之年期，生效時亦需追溯該等揭露。在完成詳細檢討前，並無法提供有關影響之合理估計。

#### 香港財務報告準則第9號金融工具

於二零零九年頒佈的香港財務報告準則第9號對金融資產的分類及計量提出新要求。於二零一零年修訂之香港財務報告準則第9號對金融負債的分類及計量及撤銷確認提出要求。

香港財務報告準則第9號要求生效於香港會計準則第39號金融工具：確認及計量中全部確認的金融資產隨後以攤銷成本或公允價值計量。此準則明確指出債務投資持作收取契約的現金流及契約中的現金流是唯一用來支付本金及未償還本金的利息一般在隨後的會計期末以攤銷成本計量。其他債務投資及股本投資均在隨後的報告期末以公允價值計量。此外，根據香港財務報告準則第9號，個體有不可撤回的選擇權把股本投資(非持有作交易用途)隨後的公允價值計量轉變呈列於其他全面收益內，一般只有投資股息收入確認於損益中。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 50 POSSIBLE IMPACT OF NEW HKFRSs ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2012 (Continued)

#### HKFRS 9 Financial Instruments (Continued)

The most significant effect of HKFRS 9 regarding the classification and measurement of financial liabilities relates to the presentation of changes in the fair value of a financial liability (designated as at fair value through profit or loss) attributable to changes in the credit risk of that liability. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

HKFRS 9, as amended, will be effective for annual periods beginning on or after 1 January 2015, with early adoption permitted. The Group is considering the implications of HKFRS 9, the impact on the Group and timing of its adoption by the Group. The directors anticipate that the application of the new Standard may have a significant impact on amounts reported in respect of the Group's financial assets and financial liabilities. Regarding the Group's financial assets, it is not practicable to provide a reasonable estimate of that effect until a detail review has been completed.

#### New and revised Standards on consolidation, joint arrangements, associates and disclosures

In June 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (as revised in 2011) and HKAS 28 (as revised in 2011).

Key requirements of these five standards are described below.

HKFRS 10 replaces the parts of HKAS 27 *Consolidated and Separate Financial Statements* that deal with consolidated financial statements and HK (SIC)-Int 12 *Consolidation – Special Purpose Entities*. HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios.

### 50 已在截至二零一二年十二月三十一日止年度前頒布但尚未生效的新訂香港財務報告準則所可能產生的影響 (續)

#### 香港財務報告準則第9號金融工具 (續)

就金融負債之分類及計量而言，香港財務報告準則第9號最重大影響乃有關金融負債信貸風險變動應佔該負債（被歸類為為通過損益以反映公允價值）公允價值變動之會計處理方法。尤其是，根據香港財務報告準則第9號，就被歸類為為通過損益以反映公允價值之金融負債而言，該負債信貸風險變動應佔之財務負債公允價值變動金額於其他全面收益呈列，除非於其他全面收益確認負債之信貸風險變動影響會導致或擴大於損益之會計錯配。金融負債信貸風險應佔之公允價值變動其後不會重新分類至損益。過往，根據香港會計準則第39號，指定為通過損益以反映公允價值之金融負債公允價值變動之全部金額於損益確認。

經修訂的香港財務報告準則第9號將於二零一五年一月一日或以後開始之年期生效，並可提早採納。本集團正考慮香港財務報告準則第9號的含意、對本集團的影響及本集團採納的時間。董事預期應用新準則可能對本集團金融資產及金融負債的呈報構成重大影響。就有關本集團的金融資產，在完成詳細檢討前，並無法提供有關影響之合理估計。

#### 新頒佈及經修訂之綜合、聯合安排、聯營公司及披露準則

於二零一一年六月，有一套包含五項有關綜合、聯合安排、聯營公司及披露的準則頒佈，當中包括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（二零一一年修訂）及香港會計準則第28號（二零一一年修訂）。

以上五項準則的主要要求敘述如下：

香港財務報告準則第10號取代香港會計準則第27號綜合及獨立財務報表有關綜合財務報表部份及香港（會計準則解釋委員會）一詮釋第12條綜合－特別目的個體。此外，香港財務報告準則第10號包括控制權的新定義，包含三部份：（一）對被投資者之權力，（二）從參與被投資者活動中所涉及及不同形式的回報之風險或權益，及（三）利用對被投資者的權力影響投資者回報的金額。香港財務報告準則第10號就複雜的情況提供更廣泛指引。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
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### 50 POSSIBLE IMPACT OF NEW HKFRSs ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2012 (Continued)

#### New and revised Standards on consolidation, joint arrangements, associates and disclosures (Continued)

HKFRS 11 replaces HKAS 31 Interests in Joint Ventures. HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified. HK (SIC) – Int 13 Jointly Controlled Entities – Non-monetary Contributions by Venturers will be withdrawn upon the effective date of HKFRS 11. Under HKFRS 11, joint arrangements are classified as joint operations or joint ventures, depending on the rights and obligations of the parties to the arrangements. In contrast, under HKAS 31, there are three types of joint arrangements: jointly controlled entities, jointly controlled assets and jointly controlled operations. In addition, joint ventures under HKFRS 11 are required to be accounted for using the equity method of accounting, whereas jointly controlled entities under HKAS 31 can be accounted for using the equity method of accounting or proportionate consolidation.

HKFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in HKFRS 12 are more extensive than those in the current standards.

In July 2012, the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 were issued to clarify certain transitional guidance on the application of these five HKFRSs for the first time.

These five standards, together with the amendments relating to the transitional guidance, are effective for annual periods beginning on or after 1 January 2013. Earlier application is permitted provided that all of these five standards are applied early at the same time.

The directors anticipate that these five standards will be adopted in the Group's consolidated financial statements for the annual period beginning 1 January 2013. The application of these five standards may have significant impact on amounts reported in the consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect until a detailed review has been completed.

### 50 已在截至二零一二年十二月三十一日止年度前頒布但尚未生效的新訂香港財務報告準則所可能產生的影響 (續)

#### 新頒佈及經修訂之綜合、聯合安排、聯營公司及披露準則 (續)

香港財務報告準則第11號取代香港會計準則第31號合營公司權益。香港財務報告準則第11號針對將兩個或以上擁有合營控制權的團體之共同安排作分類。香港(會計準則解釋委員會)一詮釋第13號共同控制個體—非貨幣性投入的合營公司,將於香港財務報告準則第11條生效日起被取消。按照香港財務報告準則第11號,共同安排是根據其安排中團體的權利和義務分類為合營經營或合營公司兩種。相反,按照香港會計準則第31號,共同安排分為共同控制個體,共同控制資產及共同控制經營三類。此外,按照香港財務報告準則第11條,合營公司需採用權益會計法入賬。然而按照香港會計準則第31號,合營公司可以權益會計法或比例會計法入賬。

香港財務報告準則第12號是一項披露的準則並生效於個體對其持有的附屬公司、聯合安排、聯營公司及/或未綜合結構性個體。一般而言,香港財務報告準則第12號比現行的準則提出更廣泛的披露要求。

於二零一二年七月,頒布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號之修訂以釐清首次應用以上五項香港財務報告準則的一些過渡性指引。

以上五項準則,連同有關過渡性指引之修訂,皆生效於二零一三年一月一日或以後開始之年期,並允許提前應用,但必須五項準則均同時提前應用。

董事預期該五項準則將於二零一三年一月一日開始之年期間應用於本集團的綜合財務報表。該五項準則的應用可能對綜合財務報表的呈報金額有重大的影響。然而,在完成詳細檢討前,並無法提供有關影響之合理估計。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 50 POSSIBLE IMPACT OF NEW HKFRSs ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2012 (Continued)

#### Amendments to HKFRS 10, HKFRS 12 and HKAS 27 Investment Entities

The amendments to HKFRS 10 introduce an exception to consolidating subsidiaries for an investment entity, except where the subsidiaries provide services that relate to the investment entity's investment activities. Under the amendments to HKFRS 10, an investment entity is required to measure its interests in subsidiaries at fair value through profit or loss.

To qualify as an investment entity, certain criteria have to be met. Specifically, an entity is required to:

- obtain funds from one or more investors for the purpose of providing them with professional investment management services;
- commit to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- measure and evaluate performance of substantially all of its investments on a fair value basis.

Consequential amendments to HKFRS 12 and HKAS 27 have been made to introduce new disclosure requirements for investment entities.

The amendments to HKFRS 10, HKFRS 12 and HKAS 27 are effective for annual periods beginning on or after 1 January 2014, with early application permitted. The directors anticipate that the application of the amendments will have no effect on the Group as the Company is not an investment entity.

### 50 已在截至二零一二年十二月三十一日止年度前頒布但尚未生效的新訂香港財務報告準則所可能產生的影響 (續)

#### 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號投資實體之修訂本

香港財務報告準則第10號之修訂本引入一項有關就投資實體綜合附屬公司的豁免，惟倘該等附屬公司提供與該投資實體的投資活動有關的服務的情況除外。根據香港財務報告準則第10號之修訂本，一間投資實體須以通過損益以反映公允值計的方式計量其於附屬公司的權益。

為符合作為一家投資實體，該實體必須符合若干準則。具體而言，該實體須為：

- 從一名或以上的投資者獲取資金，以向投資者提供專業投資管理服務；
- 向其投資者承諾，其業務目的為純粹為從資本升值、投資收入或同時兩者中獲取回報而作出資金投資；及
- 按公允價值基準計量及評估其絕大部分投資的表現。

已對香港財務報告準則第12號及香港會計準則第27號作出相應的修訂，以為投資實體引入新的披露規定。

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號之修訂本於2014年1月1日或之後開始之年期生效，並容許提早應用。本公司董事預期，應用該等修訂本將不會對本集團產生影響，因為本公司並不是一家投資實體。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 50 POSSIBLE IMPACT OF NEW HKFRSs ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2012 (Continued)

#### HKFRS 13 Fair Value Measurement

HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The Standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of HKFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in HKFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under HKFRS 7 *Financial Instruments: Disclosures* will be extended by HKFRS 13 to cover all assets and liabilities within its scope.

HKFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors anticipate that HKFRS 13 will be adopted in the Group's consolidated financial statements for the annual period beginning 1 January 2013 and that the application of the new Standard may affect the amounts reported in the consolidated financial statements and result in more extensive disclosures in the consolidated financial statements.

Except as described above, the directors anticipate that the application of the other new and revised HKFRS will not have material impact on the Group's financial performance and positions for the coming financial years and/or on the disclosures set out in these consolidated financial statements.

### 50 已在截至二零一二年十二月三十一日止年度前頒布但尚未生效的新訂香港財務報告準則所可能產生的影響 (續)

#### 香港財務報告準則第13號公允價值計量

香港財務報告準則第13號就公允價值的計量和披露建立了單一指引來源。此準則界定公允價值的定義，制定計量公允價值的架構及公允價值計量的披露規定。香港財務報告準則第13號的應用範圍廣泛；除指定情況下，此準則皆生效於金融與非金融工具項目，而其他香港財務報告準則則要求或准許公允價值計量及披露。香港財務報告準則第13號下的披露要求較現有的準則更廣泛。例如現時計量及定性披露只要求香港財務報告準則第7號*金融工具披露*下的金融工具根據三個公允價值層披露，這將會覆蓋至香港財務報告準則第13號範圍下所有資產及負債。

香港財務報告準則第13號於二零一三年一月一日或以後開始之年期生效，並允許提前應用。

董事預期將於二零一三年一月一日開始之年期間於本集團之綜合財務報表內應用香港財務報告準則第13號，而新準則之應用可能對綜合財務報表所呈報的數字產生影響，並令綜合財務報表內需作更廣泛的披露。

除以上所述外，董事預期其他新及經修訂的香港財務報告準則將不會對本集團在未來年度的財務表現及狀況及／或此等綜合財務報表的披露帶來重大影響。



# Independent Auditor's Report

## 獨立核數師報告書



### Independent auditor's report to the members of China Taiping Insurance Holdings Company Limited *(Incorporated in Hong Kong with limited liability)*

We have audited the consolidated financial statements of China Taiping Insurance Holdings Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 137 to 331, which comprise the consolidated and company statements of financial position as at 31 December 2012, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITOR'S RESPONSIBILITY

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

### 致中國太平保險控股有限公司股東 之獨立核數師報告書 *(於香港註冊成立的有限公司)*

本核數師(以下簡稱「我們」)已審核列載於第137至第331頁中國太平保險控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表。此綜合財務報表包括於二零一二年十二月三十一日的綜合財務狀況表及公司的財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》編製真實公平的綜合財務報表，並實施彼等認為必要的內部控制，避免綜合財務報表因欺詐或錯誤而出現重大失實陳述。

### 核數師的責任

我們的責任是根據我們的審核達致有關該等綜合財務報表的意見，並按照香港《公司條例》第141條規定僅向閣下整體報告，除此之外本報告別無其他目的。我們概不就本報告書的內容對任何其他人士負上或承擔任何責任。我們已根據香港會計師公會頒佈的香港審計準則進行審核。該等準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等財務報表是否確無任何重大失實陳述。

# Independent Auditor's Report

## 獨立核數師報告書

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

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

### OPINION

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

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong

19 March 2013

審核涉及執程序以獲取綜合財務報表所載金額及披露資料的審核憑證。所選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失實陳述的風險。評估該等風險時，核數師考慮與公司編製真實公平綜合財務報表相關的內部控制，以設計適當的審核程序，而非為對公司內部控制的效能發表意見。審核亦包括評價董事所採用會計政策的合適性及所作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證充足適當，足以為我們的審核意見提供基礎。

### 意見

我們認為，綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團二零一二年十二月三十一日的事務狀況及 貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的規定妥為編製。

**德勤•關黃陳方會計師行**  
執業會計師  
香港

二零一三年三月十九日

# Five Year Financial Summary

## 五年財務概要

(Expressed in Hong Kong dollars)  
(以港幣列示)

### RESULTS

### 業績

		2012	2011	2010	2009	2008
			(Restated)			
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
<b>Income</b>	<b>收入</b>					
Gross premiums written and policy fees	毛承保保費及保單費收入	60,060,418	50,098,038	48,759,312	31,022,721	15,232,332
Less: Premiums ceded to reinsurers and retrocessionaires	減：保費之再保份額及轉分份額	(2,334,443)	(1,968,198)	(1,942,229)	(1,687,546)	(1,238,874)
Net premiums written and policy fees	淨承保保費及保單費收入	57,725,975	48,129,840	46,817,083	29,335,175	13,993,458
Change in unearned premium provisions, net of reinsurance	未到期責任準備金變化，減再保險	(1,108,682)	(468,510)	(835,923)	(207,164)	(270,187)
Net earned premiums and policy fees	已賺取保費及保單費收入淨額	56,617,293	47,661,330	45,981,160	29,128,011	13,723,271
Investment income	投資收入	5,903,829	5,196,568	5,479,949	4,482,861	2,408,713
Other income	其他收入	467,413	343,315	228,473	194,414	98,964
Other gains/(losses)	其他收益/(虧損)	43,995	20,082	(163,041)	(64,964)	(166,453)
Total income	收入總額	63,032,530	53,221,295	51,526,541	33,740,322	16,064,495
<b>Benefits, losses and expenses</b>	<b>給付、賠款及費用</b>					
Net policyholders' benefits	保單持有人利益淨額	(15,550,502)	(11,887,493)	(9,798,554)	(9,425,750)	(6,323,399)
Net commission expenses	佣金支出淨額	(5,088,614)	(4,408,989)	(4,104,719)	(3,557,697)	(2,846,818)
Administrative and other expenses	行政及其他費用	(10,428,391)	(8,507,620)	(8,138,148)	(6,728,888)	(4,384,987)
Change in life insurance contract liabilities, net of reinsurance	壽險合約負債變化，減再保險	(30,274,336)	(27,158,701)	(27,543,760)	(12,252,385)	(2,713,406)
Goodwill impairment and amortization	商譽減值及攤銷	-	-	-	-	(73,276)
Total benefits, losses and expenses	給付、賠款及費用總額	(61,341,843)	(51,962,803)	(49,585,181)	(31,964,720)	(16,341,886)
<b>Profit/(loss) from operations</b>	<b>經營溢利/(虧損)</b>	<b>1,690,687</b>	<b>1,258,492</b>	<b>1,941,360</b>	<b>1,775,602</b>	<b>(277,391)</b>
Share of results of associates	應佔聯營公司業績	140,575	251,499	8,947	22,744	(134,086)
Gain on disposal of a subsidiary	出售一間附屬公司收益	-	-	1,263,113	-	-
Finance costs	財務費用	(598,630)	(565,529)	(353,264)	(317,950)	(183,383)
<b>Profit/(loss) before taxation</b>	<b>除稅前溢利/(虧損)</b>	<b>1,232,632</b>	<b>944,462</b>	<b>2,860,156</b>	<b>1,480,396</b>	<b>(594,860)</b>
Income tax (charge)/credit	稅項(支出)/抵免	241,113	27,718	(206,689)	(292,760)	32,485
<b>Profit/(loss) after taxation</b>	<b>除稅後溢利/(虧損)</b>	<b>1,473,745</b>	<b>972,180</b>	<b>2,653,467</b>	<b>1,187,636</b>	<b>(562,375)</b>
<b>Attributable to:</b>	<b>應佔：</b>					
Owners of the Company	本公司股東權益	936,558	547,633	2,244,793	825,737	(486,092)
Non-controlling interests	非控股股東權益	537,187	424,547	408,674	361,899	(76,283)
		1,473,745	972,180	2,653,467	1,187,636	(562,375)

Note: The results for the years ended 31 December 2012 and 2011 have been prepared in accordance with the computation of unearned premium provisions as set out on pages 183 to 191 of the Annual Report. However, the results for years ended 31 December 2010, 2009 and 2008 have not been restated accordingly.

註：截至二零一二年及二零一一年十二月三十一日止年度之業績，已根據載於年報第183至191頁之未到期責任準備金之計算而編製。然而，截至二零一零年、二零零九年及二零零八年十二月三十一日止年度之業績，並沒有作相應重列。

# Five Year Financial Summary (Continued)

## 五年財務概要 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### RESULTS (Continued)

### 業績 (續)

		2012	2011	2010	2009	2008
			(Restated)			
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Statutory deposits	法定存款	2,504,822	2,332,794	1,466,793	1,350,037	1,215,598
Fixed assets	固定資產	8,010,109	7,131,747	5,278,720	5,064,190	4,933,912
Goodwill and intangible assets	商譽及無形資產	568,156	568,438	565,055	565,055	565,055
Interest in associates	於聯營公司的權益	1,669,870	1,580,272	1,179,096	101,149	138,563
Deferred tax assets	遞延稅項資產	140,721	145,524	141,609	96,210	91,660
Investments in debt and equity securities	債務及股本證券投資	159,659,338	130,571,536	102,948,026	74,089,895	56,278,526
Securities purchased under resale agreements	買入返售證券	80,163	119,279	53,471	34,072	-
Amounts due from group companies	應收集團內公司款項	13,395	29,348	9,257	20,208	7,769
Insurance debtors	保險客戶應收賬款	2,570,318	2,030,782	1,348,755	1,343,827	1,318,471
Reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備	2,574,748	2,425,300	2,048,350	2,087,662	2,306,347
Policyholder account assets in respect of unit-linked products	有關投資連結產品之保單持有人賬戶資產	3,141,049	3,729,117	4,909,273	5,078,319	4,269,892
Other debtors	其他應收賬款	8,347,689	5,252,836	6,590,021	2,575,684	2,148,712
Tax recoverable	可收回稅項	25,737	-	-	-	1,640
Pledged deposits at banks	已抵押銀行存款	223,159	187,677	160,613	92,225	185,729
Cash and cash equivalents and deposits at bank with original maturity more than three months	現金及現金等價物及原到期日超過三個月的銀行存款	53,409,237	35,255,927	27,784,628	19,032,498	14,555,181
Total assets	總資產	242,938,511	191,360,577	154,483,667	111,531,031	88,017,055
Less: Total liabilities	減：總負債	(221,946,094)	(174,331,586)	(136,001,794)	(96,193,202)	(75,866,531)
Non-controlling interests	非控股股東權益	(7,155,648)	(5,439,351)	(5,769,486)	(5,041,118)	(5,123,225)
		13,836,769	11,589,640	12,712,387	10,296,711	7,027,299
Share capital	股本	85,294	85,264	85,181	85,103	71,086
Reserves	儲備	13,751,475	11,504,376	12,627,206	10,211,608	6,956,213
		13,836,769	11,589,640	12,712,387	10,296,711	7,027,299
		dollar 元	dollar 元	dollar 元	dollar 元	dollar 元
<b>Earnings/(loss) per share</b>	<b>每股盈利/(虧損)</b>					
Basic	基本	0.550	0.321	1.320	0.527	(0.313)
Diluted	攤薄	0.547	0.319	1.309	0.521	(0.313)

## Definitions

*In the annual report, the following expressions shall have the following meanings unless the context requires otherwise:*

“Ageas”	Ageas Insurance International N.V.
“Board”	the board of Directors
“BVI”	British Virgin Islands
“CIRC”	China Insurance Regulatory Commission
“Code”	Corporate Governance Code as set out in Appendix 14 of the Listing Rules
“Connected Subsidiaries”	the non-wholly-owned subsidiaries of the Company which are or shall during the term of the relevant continuing connected transactions become connected persons of the Company.
“CTPI (HK)”	China Taiping Insurance (HK) Company Limited
“Directors”	The directors of the Company, including the independent non-executive directors
“Grantee”	A person who has been granted the right to accept the Company’s offer of share options
“HKAS”	Hong Kong Accounting Standard
“HKFRS”	Hong Kong Financial Reporting Standard
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HK(IFRIC)-Int”	Hong Kong (International Financial Reporting Interpretations Committee)-Interpretation
“ICBC”	The Industrial and Commercial Bank of China
“ICBC (Asia)”	Industrial and Commercial Bank of China (Asia) Limited
“Independent Shareholders”	Shareholder(s) other than TPG, ICBC (Asia) and their respective associates
“Last Year”	The year ended 31 December 2011
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“MAH”	The Ming An (Holdings) Company Limited
“Manhold”	Manhold Limited
“MPF scheme”	Mandatory Provident Fund Scheme
“SFO”	Securities and Futures Ordinance
“Share(s)”	Share(s) of HK\$0.05 each in the capital of the Company

## 釋義

於本年報中，除文義另有所指外，下列詞彙具有以下涵義：

「富傑」	指	荷蘭富傑保險國際股份有限公司
「中國保監會」	指	中國保險監督管理委員會
「守則」	指	上市規則附錄14所載列之企業管治守則
「關連附屬公司」	指	於相關的持續關連交易的有效期內為或將構成本公司關連人士的本公司非全資附屬公司
「太平香港」	指	中國太平保險(香港)有限公司
「董事」	指	本公司董事，包括獨立非執行董事
「承授人」	指	被授予權利可以接納本公司所賦予之認股權之人仕
「中國工銀」	指	中國工商銀行
「工銀亞洲」	指	中國工商銀行(亞洲)有限公司
「獨立股東」	指	除中國太平集團、工銀亞洲及其各自的聯繫人以外之股東
「去年」	指	截至二零一一年十二月三十一日止之年度
「上市規則」	指	聯交所證券上市規則
「民安控股」	指	民安(控股)有限公司
「汶豪」	指	汶豪有限公司
「股份」	指	本公司股本中每股面值0.05港元之股份

## Definitions

“Share Award Scheme”	CIIH Employees’ Share Award Scheme adopted on 10 September 2007
“the Stock Exchange”	The Stock Exchange of Hong Kong Limited
“the Company” or “CTIH”	China Taiping Insurance Holdings Company Limited
“the Group”	CTIH and its subsidiaries
“the PRC”	The People’s Republic of China
“the Year”	The year ended 31 December 2012
“TPA (HK)”	Taiping Assets Management (HK) Company Limited,
“TPAM”	Taiping Asset Management Company Limited
“TPeC”	Taiping E-Commerce Company Limited
“TPG”	China Taiping Insurance Group Co.
“TPG (HK)”	China Taiping Insurance Group (HK) Company Limited
“TPI”	Taiping General Insurance Company Limited
“TPL”	Taiping Life Insurance Company Limited
“TPP”	Taiping Pension Company Limited
“TPR”	Taiping Real Estate Shanghai Company Limited
“TPRB”	Taiping Reinsurance Brokers Limited
“TPRe”	Taiping Reinsurance Company Limited
“TPSI”	Taiping Senior Living Investments Company Limited
“the Old Scheme”	Share option scheme of the Company adopted on 24 May 2000 and terminated on 7 January 2003
“the New Scheme”	Share option scheme of the Company adopted on 7 January 2003
“RMB”	Renminbi
“HKD”	Hong Kong dollars
“USD”	United States dollars
“EUR”	Euro
“GBP”	British Pound
“AUD”	Australian dollars



## 釋義

「股份獎勵計劃」	指	於二零零七年九月十日所採納之中保國際僱員股份獎勵計劃
「聯交所」	指	香港聯合交易所有限公司
「本公司」或「中國太平控股」	指	中國太平保險控股有限公司
「本集團」	指	中國太平控股及其附屬公司
「中國」	指	中華人民共和國
「本年度」	指	截至二零一二年十二月三十一日止之年度
「太平資產(香港)」	指	太平資產管理(香港)有限公司
「太平資產」	指	太平資產管理有限公司
「太平電商」	指	太平電子商務有限公司
「中國太平集團」	指	中國太平保險集團公司
「中國太平集團(香港)」	指	中國太平保險集團(香港)有限公司
「太平財險」	指	太平財產保險有限公司
「太平人壽」	指	太平人壽保險有限公司
「太平養老」	指	太平養老保險股份有限公司
「太平置業」	指	太平置業(上海)有限公司
「太平再保顧問」	指	太平再保險顧問有限公司
「太平再保險」	指	太平再保險有限公司
「太平養老產投」	指	太平養老產業投資有限公司
「舊計劃」	指	本公司於二零零零年五月二十四日所採納之認股權計劃，於二零零三年一月七日已終止
「新計劃」	指	本公司於二零零三年一月七日所採納之認股權計劃

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## 中國太平保險控股有限公司

China Taiping Insurance Holdings Company Limited

營業地址:

香港銅鑼灣新寧道8號中國太平大廈第2期12樓

Business Address:

12/F, China Taiping Tower, Phase II, 8 Sunning Road,  
Causeway Bay, Hong Kong

電話 Tel : (852) 3602 9800

傳真 Fax : (852) 2866 2262

電郵 Email : [mail@ctih.cntaiping.com](mailto:mail@ctih.cntaiping.com)

網址 Website : <http://www.ctih.cntaiping.com>