



**ALLIED PROPERTIES (H.K.) LIMITED**

**聯合地產(香港)有限公司**

(Stock Code 股份代號 : 56)

**2012**

Annual Report  
年報

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### BOARD OF DIRECTORS

Arthur George Dew  
*Chairman and Non-Executive Director*  
Lee Seng Hui  
*Chief Executive and Executive Director*  
Li Chi Kong  
*Executive Director*  
Mark Wong Tai Chun  
*Executive Director*  
Steven Samuel Zoellner  
*Independent Non-Executive Director*  
Alan Stephen Jones  
*Independent Non-Executive Director*  
David Craig Bartlett  
*Independent Non-Executive Director*

### EXECUTIVE COMMITTEE

Lee Seng Hui *Chairman*  
Li Chi Kong  
Mark Wong Tai Chun

### AUDIT COMMITTEE

Alan Stephen Jones *Chairman*  
Arthur George Dew  
Steven Samuel Zoellner  
David Craig Bartlett

### REMUNERATION COMMITTEE

Alan Stephen Jones *Chairman*  
Arthur George Dew  
Steven Samuel Zoellner  
David Craig Bartlett

### NOMINATION COMMITTEE

Arthur George Dew *Chairman*  
Steven Samuel Zoellner  
David Craig Bartlett

### BANKERS

Bank of China (Hong Kong) Limited  
China CITIC Bank International Limited  
Fubon Bank (Hong Kong) Limited  
Public Bank (Hong Kong) Limited  
Standard Chartered Bank (Hong Kong) Limited  
Wing Hang Bank, Limited

### REGISTERED OFFICE

22nd Floor  
Allied Kajima Building  
138 Gloucester Road  
Wanchai  
Hong Kong  
Tel : 2519 2288  
Fax : 2598 5518 / 2598 0419  
E-mail : contactapl@aphk.com

### SHARE REGISTRAR

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

### COMPANY SECRETARY

Lau Tung Ni

### AUDITOR

Deloitte Touche Tohmatsu

### SOLICITORS

Fred Kan & Co.  
P. C. Woo & Co.

### STOCK CODE

56

### WEBSITES

<http://www.alliedproperties.com.hk>  
<http://www.irasia.com/listco/hk/alliedproperties/index.htm>

## Chairman's Statement

I am pleased to present to shareholders of Allied Properties (H.K.) Limited ("Company") the annual results of the Company and its subsidiaries (collectively the "Group") for the year 2012. The performance of the Group this year remained solid.

### FINANCIAL RESULTS

For the year ended 31st December, 2012, the Group's revenue was HK\$4,233.0 million (2011: HK\$4,047.9 million). Profit attributable to the owners of the Company was HK\$1,710.4 million in 2012 (2011: HK\$1,950.5 million), the decrease from 2011 being mainly due to a lower fair value gain on revaluation of investment properties of the Group and a decreased contribution from Tian An China Investments Company Limited. The earnings per share amounted to HK24.67 cents, as compared to HK27.15 cents in 2011.

### DIVIDEND

The Board has recommended a final dividend of HK3 cents per share for the year ended 31st December, 2012 (2011: HK1.5 cents per share) payable to the shareholders of the Company ("Shareholders") whose names appear on the register of members of the Company on Friday, 21st June, 2013.

It should be noted that the Company undertook share repurchases for cancellation during the year at an aggregate consideration of approximately HK\$590.6 million. Accordingly, both net asset value per share and earnings per share have been enhanced.

### CLOSURE OF REGISTERS OF MEMBERS AND WARRANT HOLDERS

#### (1) For determining the entitlement to attend and vote at the forthcoming annual general meeting of the Company ("2013 AGM")

The 2013 AGM is scheduled to be held on Friday, 7th June, 2013. For determining the entitlement to attend and vote at the 2013 AGM, the register of members and the register of warrant holders of the Company will be closed from Wednesday, 5th June, 2013 to Friday, 7th June, 2013 (both days inclusive), during which period no transfer of shares and warrants of the Company will be registered. In order for a Shareholder to be eligible to attend and vote at the 2013 AGM, all transfer forms accompanied by the relevant share certificates or in the case of warrant holders, all subscription forms accompanied by the relevant warrant certificates and exercise money, must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 4th June, 2013.

#### (2) For determining the entitlement to the proposed final dividend

The proposed final dividend is subject to the approval by the Shareholders at the 2013 AGM. For determining the entitlement to the proposed final dividend for the year ended 31st December, 2012, the register of members and the register of warrant holders of the Company will be closed from Wednesday, 19th June, 2013 to Friday, 21st June, 2013 (both days inclusive), during which period no transfer of shares and warrants of the Company will be registered. In order for a Shareholder to qualify for the proposed final dividend, all transfer forms accompanied by the relevant share certificates or in the case of warrant holders, all subscription forms accompanied by the relevant warrant certificates and exercise money, must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 18th June, 2013. Subject to approval by the Shareholders at the 2013 AGM, dividend warrants are expected to be despatched to the Shareholders by post on or around Wednesday, 17th July, 2013.

## FUTURE PROSPECTS

The "Review of Operations" by the Chief Executive, which immediately follows this statement, incorporates the Group's business outlook for the future.

## APPRECIATION

We have enjoyed a solid year of performance despite the lacklustre global economy in 2012. The Group expects there will continue to be various economic challenges in 2013. We believe that with its prudent strategy, and the dedication, loyalty, professionalism of its staff, the Group is well prepared to meet these challenges.

I would like to express the Group's appreciation for the efforts of our staff and look forward to their continued support. I would also like to thank my fellow Directors, our professional advisors and our Shareholders for their support during the year.



**Arthur George Dew**  
*Chairman*

Hong Kong, 27th March, 2013

## INTRODUCTION

The core businesses of the Company and its subsidiaries and associates consist of property investment, property development, hospitality related activities and financial services. The Company is a subsidiary of Allied Group Limited (“Allied Group”). The Company’s interests in property investment and development and hospitality related activities in Hong Kong are mainly held through its wholly owned subsidiaries or the 50% owned Allied Kajima Limited (“Allied Kajima”), and in respect of property investment and development and hospitality related activities in The People’s Republic of China, through Tian An China Investments Company Limited (“Tian An”), being an associate held by the Company. The Company’s financial services business is mainly conducted through the Company’s 55.64% holding in Sun Hung Kai & Co. Limited (“Sun Hung Kai”) as well as Sun Hung Kai’s effective 58.18% holding in United Asia Finance Limited (“UAF”). Allied Overseas Limited (“AOL”), a 73.00% subsidiary of the Company, is engaged in the business of provision of elderly care services and medical and aesthetic equipment distribution.

## FINANCIAL REVIEW

### Financial Results

The revenue of the Group for 2012 was HK\$4,233.0 million, an increase of HK\$185.1 million when compared with the year 2011.

The profit attributable to the owners of the Company for the year was HK\$1,710.4 million (2011: HK\$1,950.5 million as restated), a decrease of HK\$240.1 million. Earnings per share amounted to HK24.67 cents (2011: HK27.15 cents as restated).

In interpreting this year’s profit attributable to the owners of the Company, we should take note of the following significant factors:

- a lower fair value gain on revaluation of investment properties of the Group; and
- a decreased contribution from Tian An.

### Material Acquisitions and Disposals

There were no material acquisitions or disposals of subsidiaries, associated companies or jointly controlled entities during the year.

## FINANCIAL REVIEW (CONT'D)

### Financial Resources, Liquidity and Capital Structure

At the end of the reporting period, the current ratio (current assets/current liabilities) of the Group was 2.7 times, which decreased slightly from the 2.9 times applicable at the end of the preceding year.

During the year, the group of Sun Hung Kai issued US\$350 million 6.375% US dollar denominated guaranteed notes under a US\$2 billion guaranteed medium term note programme. The notes are listed on The Stock Exchange of Hong Kong Limited and are permitted to deal by way of debts issued to professional investors. The notes will mature on 26th September, 2017 and are guaranteed by Sun Hung Kai. After deducting the discount on issue of 0.316% and transaction costs, the net proceeds received by the Sun Hung Kai group was US\$345.5 million (equivalent to HK\$2,678.5 million). During the year, Sun Hung Kai group purchased part of the notes with a total nominal value of US\$4 million from the market at a consideration of HK\$31.2 million.

At the end of the reporting period, the Group's net borrowings amounted to HK\$3,564.6 million (2011: HK\$4,315.1 million), representing bank and other borrowings, amounts due to fellow subsidiaries, notes and bonds totalling HK\$9,658.0 million (2011: HK\$8,314.8 million) less bank deposits, bank balances and cash of HK\$6,093.4 million (2011: HK\$3,999.7 million) and the Group had equity attributable to owners of the Company of HK\$20,892.7 million (2011: HK\$19,790.3 million, restated). Accordingly, the Group's gearing ratio of net borrowings to equity attributable to owners of the Company was 17.1% (2011: 21.8%).

During the year, 29,904 warrants were exercised, resulting in the issuance of 29,904 ordinary shares at a subscription price of HK\$2.00 per share. Accordingly 1,390,591,630 warrants were outstanding at 31st December, 2012. Exercise in full of the outstanding warrants would result in the issue of 1,390,591,630 additional shares with an aggregate subscription value of approximately HK\$2,781.2 million.

During the year, the Company repurchased 561,947,428 own shares at an aggregate consideration of approximately HK\$590.6 million, details of which are outlined in the section "Purchase, Sale or Redemption of Securities" in Directors' Report.

Subsequent to the year end, 1,667 warrants were converted into 1,667 shares and accordingly the total number of issued shares increased to 6,803,922,511 shares.

**FINANCIAL REVIEW (CONT'D)****Financial Resources, Liquidity and Capital Structure (Cont'd)**

	2012 HK\$ Million	2011 HK\$ Million
Bank loans and overdrafts are repayable as follows:		
On demand or within one year	3,783.2	2,128.1
More than one year but not exceeding two years	1,248.4	2,474.9
More than two years but not exceeding five years	278.5	930.5
Bank loans with a repayment on demand clause are repayable as follows:		
Within one year	605.4	588.6
More than one year but not exceeding two years	188.5	35.2
More than two years but not exceeding five years	126.4	314.7
	<u>6,230.4</u>	<u>6,472.0</u>
Other borrowings repayable within one year	8.7	8.6
Other borrowings with a repayment on demand clause repayable within one year	23.2	23.1
Amounts due to fellow subsidiaries	201.4	1,255.3
Renminbi denominated bonds repayable within five years	500.9	555.8
US dollar denominated notes repayable within five years	2,693.4	–
	<u>3,427.6</u>	<u>1,842.8</u>
	<u><b>9,658.0</b></u>	<u><b>8,314.8</b></u>

## FINANCIAL REVIEW (CONT'D)

### Financial Resources, Liquidity and Capital Structure (Cont'd)

The banking facilities of the Group are reviewed from time to time and new banking facilities will be obtained or renewed to meet the funding requirements for capital commitments, investments and operations of the Group.

Other than the Renminbi denominated bonds and US dollar denominated notes, most of the bank and other borrowings of the Group and the amount due to a fellow subsidiary are charged at floating interest rates. There are no known seasonal factors in the Group's borrowing profile.

### Risk of Foreign Exchange Fluctuation

The Group is required to maintain foreign currency exposure to cater for its recurring operating activities and present and potential investment activities, meaning it will be subject to reasonable exchange rate exposure. However, the Group will closely monitor this risk exposure as required.

### Contingent Liabilities

Details of contingent liabilities are set out in note 48 to the consolidated financial statements.

### Material Litigation Update

Details regarding material litigation giving rise to contingent liabilities, namely proceedings relating to Chang Zhou Power Development Company Limited, a mainland China joint venture, are set out in paragraph (b) of note 48 to the consolidated financial statements on "Contingent Liabilities".

### Pledge of Assets

Details regarding pledge of assets are set out in note 52 to the consolidated financial statements.

## OPERATIONAL REVIEW

### Properties

#### *Hong Kong*

- The Group's rental income from its Hong Kong property portfolio continued to record a steady increase.
- The net gain in value of the Group's property portfolio, including investment properties owned by Sun Hung Kai, was HK\$630.1 million during the year, lower than 2011 which was HK\$912.7 million.
- The Group's Ibis Hong Kong North Point, a 275-room budget hotel, recorded a healthy increase in revenue and profit, benefiting from higher average room rates resulting from a strong demand from visitors to Hong Kong.
- Allied Kajima, 50% indirectly owned by the Group and holding various properties including Allied Kajima Building, Novotel Century Hong Kong hotel ("Novotel Century") and Sofitel Philippine Plaza Hotel ("SPPH"), recorded a profit increase of 18% compared to 2011.

While Allied Kajima had a slightly lower revaluation gain of its investment properties, Novotel Century achieved higher revenue and profit. SPPH is also now fully operational with the re-opening of its main food and beverage outlets which were closed following the 2011 typhoon.

#### *Mainland China*

- The profit attributable to the owners of Tian An was HK\$401.4 million (2011: HK\$747.0 million as restated), representing a decrease of 46.3%.
- Tian An continued to focus on the development of cyberparks. It now has a total of 14 cyberparks over 12 cities. These cyberparks are in various phases of construction but a majority are at a pre-sales and pre-letting stage for their respective phases.
- Tian An has commenced its first urban renewal project in Huawei New City Area in Longgang District of Shenzhen. Site clearance for phase 1 of the project with gross floor area of 550,000m<sup>2</sup> has been completed and Tian An has commenced foundation works.
- The separate listing of Tian An's cement division, Allied Cement Holdings Limited, was accomplished in January 2012, raising gross proceeds of HK\$165 million.

## OPERATIONAL REVIEW (CONT'D)

### Financial Services

#### *Broking and finance*

- Sun Hung Kai recorded a profit attributable to its owners of HK\$1,036.4 million (2011: HK\$1,032.4 million).
- With the Hong Kong stock market trading and IPO fund raising volumes dropping by 23% and 65% respectively when compared to 2011, the revenue and operating income from loan business and commission fee based business under the Wealth Management and Brokerage operation and Capital Market operation decreased in 2012. However, the effect was offset by the gain from disposal of some available-for-sale investments and an increase in profit from financial instruments.
- The Capital Market operation took part in twelve IPO-related underwriting transactions, three secondary fund-raising exercises and four financial advisory-related transactions, all of which were successfully completed.
- Sun Hung Kai is more optimistic about the market in 2013 and is encouraged by its drive to tap into mid-to-small cap sectors, with increased resources devoted to underwriting and financial advisory-related transactions.
- Sun Hung Kai raised US\$350 million by issuing guaranteed notes due in 2017, thereby diversifying its funding sources.

#### *Consumer Finance*

- UAF, a subsidiary of Sun Hung Kai, continued the strong growth of its business in mainland China while the local business remained relatively stable in the face of increased competition from the major banks.
- The gross loan balance of UAF's China business increased by 69% in 2012, accounting for 30% (2011: 20%) of UAF's total. Its loan balance in Hong Kong dropped slightly due to the competitive environment in personal loan markets and slower growth in mortgages as investors in the property market became more cautious. UAF's total loans (after impairment allowances) reached HK\$8.3 billion, 10% higher than that at the end of 2011.
- During 2012, UAF added a further 25 new branches in mainland China and a new branch in Hong Kong. At 31st December, 2012, UAF had a total of 125 branches, with 79 branches in mainland China and 46 branches in Hong Kong.
- UAF will continue to innovate with its loan products to cater for market demand and will pursue further money lending licenses in cities in China that it believes may show growth potential.

### Investments

#### *AOL*

- The profit for the year of AOL increased from HK\$13.2 million in 2011 to HK\$96.0 million in 2012. The increase in profit was principally due to the fair value gain on financial instruments at fair value through profit or loss of HK\$54.3 million compared with a fair value loss of HK\$9.9 million in 2011 and also due to increases in interest and investment income. Elderly care services remained modestly profitable.
- AOL will continue to maintain a liquid position to take advantage of investment opportunities, should they arise.

## EMPLOYEES

The total number of headcount of the Group as at 31st December, 2012 was 6,194 (2011: 4,726) including investment consultants. Total staff costs, including Directors' emoluments, amounted to HK\$879.7 million (2011: HK\$756.5 million). The Group reviews remuneration packages from time to time. In addition to salary payments, other staff benefits include contributions to employee provident funds, medical subsidies and a discretionary bonus scheme.

## LONG TERM CORPORATE STRATEGIES

The Group will continue its businesses of investment, broking and finance, consumer finance, property and related businesses, elderly care services and other investments. The Group has always adopted the following long term strategies:

1. To maintain the organic growth of its core businesses;
2. To maintain balance between the demands of short term returns and long term capital appreciation; and
3. To seek investment opportunities that help to strengthen and broaden its earnings base.

## MANAGEMENT OF RISKS

### Financial Services Business

#### *Policies and Procedures*

The Group adopts a comprehensive risk management framework. Risk management policies and procedures are regularly reviewed and updated to react to changes of market conditions and the Group's business strategy. The risk management committee is a standing committee reporting to the respective board of directors. It supervises and scrutinises risk-related policies necessary for monitoring and controlling of the major risks, spelt out here, arising from the Group's business activities, external changing risks and regulatory environment.

#### *Financial Risk Management*

The Group's financial risk management seeks to manage market risk (risk that the value an investment will change due to movements in market factors; comprised of equity risk, interest rate risk and foreign exchange or currency risk), credit risk (risk of losses arising from clients or counterparties fail to make payments as contracted) and liquidity risk (risk that a given security or asset cannot be traded readily in the market to prevent a loss or make the required profit). These are further discussed and outlined in note 46c to the consolidated financial statements.

#### *Operational Risk Management*

Operational risk is defined as the risk of losses resulting from inadequate or failed internal processes, people, systems or from external events. The Group extends operational risk to cover potential losses arising from legal and compliance breaches. Operational risk is reduced and controlled through establishing robust internal controls, clear lines of responsibility, proper segregation of duties and effective internal reporting and contingency planning. It is the Group's corporate culture that the business and operating line management are fully aware of and responsible for managing operational risks of their business units on a day-to-day basis. There are independent monitoring and reviews conducted by respective compliance and internal audit teams which report regularly to the respective senior management and, as appropriate, respective audit committees.

## MANAGEMENT OF RISKS (CONT'D)

### Financial Services Business (Cont'd)

#### *Reputational Risk Management*

Reputational risk is the risk related to the trustworthiness of a business. Loss of trust can result in declines in the customer base, revenue erosion, costly litigation and destruction of shareholder value and damage to the Group's reputation as a whole. The Group manages reputational risks through sound corporate governance practices. Group employees and sales personnel are provided with comprehensive training. Operating procedures manuals are regularly updated. The responsibilities and duties of staff are properly segregated. The internal control functions report directly to the respective senior management and audit committees.

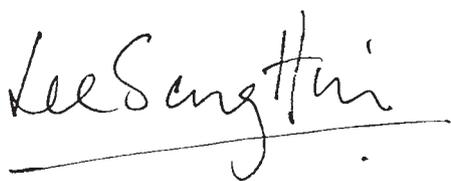
## BUSINESS OUTLOOK

Notwithstanding the lacklustre global economy in 2012, the Group is well positioned to face the challenges and opportunities available to Hong Kong pursuant to the continuous economic development in mainland China.

The Board will take a prudent approach in implementing the Group's stated strategies for the benefit of the Group and all its shareholders.

## APPRECIATION

The Board would like to thank all the staff for their effort and contribution in 2012, and would like to express appreciation to the Shareholders for their continued support.



**Lee Seng Hui**  
*Chief Executive*

Hong Kong, 27th March, 2013

**ARTHUR GEORGE DEW**

Mr. Arthur George Dew, aged 71, was appointed the Chairman and a Non-Executive Director of the Company in January 2007. He graduated from the Law School of the University of Sydney, Australia, and was admitted as a solicitor and later as a barrister of the Supreme Court of New South Wales, Australia. He is currently a non-practising barrister. He has a broad range of corporate and business experience and has served as a director, and in some instances chairman of the board of directors, of a number of public companies listed in Australia, Hong Kong and elsewhere. He is also the chairman and a non-executive director of each of Allied Group Limited (“AGL”) and Allied Overseas Limited (“AOL”), a non-executive director of SHK Hong Kong Industries Limited (“SHK HK IND”) and a director and non-executive chairman of Tanami Gold NL (“Tanami Gold”), a company listed on the Australian Securities Exchange. Mr. Dew was appointed a non-executive director of Eurogold Limited (“Eurogold”), a company listed on the Australian Securities Exchange, in October 2012.

**LEE SENG HUI**

Mr. Lee Seng Hui, aged 44, was appointed the Chief Executive and an Executive Director of the Company in June 2010. He is also director of a subsidiary of the Company. Mr. Lee graduated from the Law School of the University of Sydney with Honours. Previously, he worked with Baker & McKenzie and N M Rothschild & Sons (Hong Kong) Limited. Mr. Lee is the chief executive and an executive director of AGL and the chairman and a non-executive director of Tian An China Investments Company Limited. He is a non-executive director of each of APAC Resources Limited, Mount Gibson Iron Limited (“Mount Gibson”) and Tanami Gold, the shares of Mount Gibson and Tanami Gold being listed on the Australian Securities Exchange.

**LI CHI KONG**

Mr. Li Chi Kong, aged 59, was appointed the Financial Controller and an Executive Director of the Company in August 1997 and October 1999 respectively. He is also director of certain subsidiaries of the Company. Mr. Li graduated from the University of Edinburgh in Scotland with a Bachelor’s Degree of Science and obtained a Post-graduate Diploma in Accounting from Heriot-Watt University in Edinburgh. He is a member of the Institute of Chartered Accountants of Scotland and a fellow of the Hong Kong Institute of Certified Public Accountants. He has broad experience in the finance and accounting field, having worked in two major audit firms and as group financial controller for several sizeable listed companies in Hong Kong. He is also the group financial controller of AGL and an executive director of Allied Cement Holdings Limited.

**MARK WONG TAI CHUN**

Mr. Mark Wong Tai Chun, aged 48, was appointed an Executive Director of the Company in June 2010. He is also director of certain subsidiaries of the Company. Mr. Wong has a Master’s Degree in Business Administration and is a fellow of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. Mr. Wong was the financial controller of other listed companies in Hong Kong. He is an executive director and the chief executive officer of AOL. He is also an executive director of SHK HK IND and the director of investment of AGL. Mr. Wong is an alternate director to Mr. Arthur George Dew (“Mr. Dew”) in Tanami Gold, a company listed on the Australian Securities Exchange. Mr. Wong was appointed an alternate director to Mr. Dew in Eurogold, a company listed on the Australian Securities Exchange, in December 2012.

**STEVEN SAMUEL ZOELLNER**

Mr. Steven Samuel Zoellner, aged 43, was appointed an Independent Non-Executive Director of the Company in September 2004. He graduated from the Scots College in Sydney, Australia and completed a real estate licensing course. Mr. Zoellner has been a real estate agent since 1987 and has extensive experience in the industry. Mr. Zoellner has been involved in some of the more prominent upper end residential sales and development sites in Australia. He has previously owned Elders Double Bay for the provision of a variety of real estate services which he sold in the year 2000. Since 2002, he has been the principal of Laing & Simmons Double Bay which consistently sells the most exclusive real estate in Australia.

**ALAN STEPHEN JONES**

Mr. Alan Stephen Jones, aged 70, was appointed an Independent Non-Executive Director of the Company in January 2006. Mr. Jones, a chartered accountant, has extensive experience in management, administration, accounting, property development, carpark management, finance and trading, and has been involved in successful mergers and acquisitions of a number of public companies in Australia and internationally. Mr. Jones is an independent non-executive director of each of AGL and Sun Hung Kai & Co. Limited ("SHK"). He is also an independent non-executive director of Mount Gibson and a non-executive chairman of Air Change International Limited ("Air Change"), the shares of Mount Gibson and Air Change being listed on the Australian Securities Exchange. He is also a non-executive director of Mulpha Australia Limited.

**DAVID CRAIG BARTLETT**

Mr. David Craig Bartlett, aged 47, was appointed an Independent Non-Executive Director of the Company in August 2011. He graduated with honours in law from Exeter University in the United Kingdom in 1988 and subsequently qualified as a solicitor in England & Wales, the Republic of Ireland and the Hong Kong Special Administrative Region. A former partner of the international law firm Clyde & Co., he regularly acted for and advised AGL and AGL's subsidiaries before leaving private practice for a career in industry. Now based primarily in Europe, Mr. Bartlett is also an independent non-executive director of each of AGL and SHK.

**WU KWAN YET**

Mr. Wu Kwan Yet, aged 48, joined the Company in 1998 and is a qualified accountant of the Company. He obtained a Master Degree in Professional Accounting from The Hong Kong Polytechnic University in 2001 and is a fellow of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

**LAU TUNG NI**

Ms. Lau Tung Ni, aged 31, is the Company Secretary of the Company. She is an associate member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.

The Company is committed to maintaining a high standard of corporate governance within a sensible framework with an emphasis on the principles of transparency, accountability and independence. The board of directors of the Company (“Board”) believes that good corporate governance is essential to the success of the Company and to the enhancement of shareholders’ value.

## CORPORATE GOVERNANCE CODE AND CORPORATE GOVERNANCE REPORT

In the light of the Corporate Governance Code and Corporate Governance Report (“CG Code”) (previously known as Code on Corporate Governance Practices (“Former CG Code”)) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the Board has reviewed the corporate governance practices of the Company with the adoption of the various enhanced procedures which are detailed in this report. The Company has applied the principles of, and complied with, the applicable code provisions of the CG Code during the year ended 31st December, 2012, except for certain deviations as specified with considered reasons for such deviations as explained below. The Board will review the current practices at least annually, and make appropriate changes if considered necessary.

### THE BOARD

The Board currently comprises seven directors (“Directors”) in total, with three Executive Directors, one Non-Executive Director and three Independent Non-Executive Directors (“INEDs”). The composition of the Board during the year and up to the date of this report is set out as follows:

<b>Executive Directors:</b>	Lee Seng Hui ( <i>Chief Executive</i> ) Li Chi Kong Mark Wong Tai Chun
<b>Non-Executive Director:</b>	Arthur George Dew ( <i>Chairman</i> )
<b>INEDs:</b>	Steven Samuel Zoellner Alan Stephen Jones David Craig Bartlett

The brief biographical details of the Directors are set out in the Profile of Directors and Senior Management on pages 14 and 15.

### Board Process

During the year, the Non-Executive Directors (a majority of whom are independent) provided the Company and its subsidiaries (collectively “Group”) with a wide range of expertise and experience. Their active participation in the Board and committee meetings brought independent judgment on issues relating to the Group’s strategy, performance and management process, taking into account the interests of all shareholders of the Company (“Shareholders”).

Throughout the year and up to the date of this report, the Company had at least three INEDs representing not less than one-third of the Board. At least one of the INEDs has the appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. The Board has received from each INED an annual confirmation of his independence and considers that all the INEDs are independent under the guidelines set out in Rule 3.13 of the Listing Rules.

## THE BOARD (CONT'D)

### Board Process (Cont'd)

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group, and to review and approve the Group's annual and interim results. During the year, four Board meetings were held and the individual attendance records of each Director at the meetings of the Board, Remuneration Committee, Audit Committee and general meetings during the year ended 31st December, 2012 are set out below:

Name of Directors	Number of meetings attended/held			General Meetings
	Board	Remuneration Committee	Audit Committee	
<b>Executive Directors:</b>				
Lee Seng Hui ( <i>Chief Executive</i> )	4/4			0/2
Li Chi Kong	4/4			2/2
Mark Wong Tai Chun	4/4			2/2
<b>Non-Executive Director:</b>				
Arthur George Dew ( <i>Chairman</i> )	3/4	1/1	1/2	1/2
<b>INEDs:</b>				
Steven Samuel Zoellner	4/4	1/1	2/2	0/2
Alan Stephen Jones	4/4	1/1	2/2	2/2
David Craig Bartlett	4/4	1/1	2/2	0/2

The Board has reserved for its decision or consideration matters covering mainly the Group's overall strategy, annual operating budget, annual and interim results, approval of Directors' appointment or re-appointment (based on the recommendations made by the Nomination Committee), material contracts and transactions, corporate governance as well as other significant policy and financial matters. The Board has delegated the day-to-day responsibility to the executive management under the instruction/supervision of the Executive Committee which has its specific written terms of reference. The respective functions of the Board and management of the Company have been formalised and set out in writing and will be reviewed by the Board from time to time to ensure that they are consistent with the existing rules and regulations.

Regular Board meetings each year are scheduled in advance to facilitate maximum attendance of Directors. At least 14 days' notice of a Board meeting is normally given to all Directors who are given an opportunity to include matters for discussion in the agenda. The company secretary of the Company ("Company Secretary") assists the Chairman of the Board in preparing the agenda for meetings and ensures that all applicable rules and regulations are complied with. The agenda and the accompanying Board papers are normally sent to all Directors at least 3 days before the intended date of a regular Board meeting (and so far as practicable for such other Board meetings). Draft minutes of each Board meeting are circulated to all Directors for their comment before being tabled at the following Board meeting for approval. All minutes are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

## THE BOARD (CONT'D)

### Board Process (Cont'd)

According to the current Board practice, if a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by the Board at a duly convened Board meeting. The articles of association of the Company ("Articles of Association") also stipulate that save for the exceptions as provided therein, a Director shall abstain from voting on any Board resolution and not be counted in the quorum at meetings for approving any contract or arrangement in which such Director or any of his associates has a material interest.

Every Director is entitled to have access to Board papers and related materials and has access to the advice and services of the Company Secretary. The Board and each Director also have separate and independent access to the Company's senior management. Directors will be continuously updated on the major development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, a written procedure was established in June 2005 to enable the Directors, in discharge of their duties, to seek independent professional advice in appropriate circumstances at a reasonable cost to be borne by the Company.

### Directors' Continuous Professional Development

For continuous professional development, in addition to Directors' attendance at meetings and review of papers and circulars sent by the management of the Company, Directors participated in the activities including the following:

#### Participation in Continuous Professional Development Activities

Name of Directors	Reading Regulatory Updates	Attending trainings/ briefings/seminars/ conferences relevant to Directors' duties
<b>Executive Directors:</b>		
Lee Seng Hui ( <i>Chief Executive</i> )	✓	✓
Li Chi Kong	✓	✓
Mark Wong Tai Chun	✓	✓
<b>Non-Executive Director:</b>		
Arthur George Dew ( <i>Chairman</i> )	✓	✓
<b>INEDs:</b>		
Steven Samuel Zoellner	✓	✓
Alan Stephen Jones	✓	✓
David Craig Bartlett	✓	✓

## ROLES OF CHAIRMAN AND CHIEF EXECUTIVE

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Arthur George Dew, being the Chairman of the Board, is primarily responsible for the leadership of the Board, ensuring that (i) all significant policy issues are discussed by the Board in a timely and constructive manner; (ii) all Directors are properly briefed on issues arising at Board meetings; and (iii) the Directors receive accurate, timely and clear information. The functions of the chief executive are performed by Mr. Lee Seng Hui, the Chief Executive of the Company, who is responsible for the day-to-day management of the Group's business. Their responsibilities are clearly segregated and have been set out in writing and approved by the Board in June 2005, and subsequently updated in April 2012.

## APPOINTMENT AND RE-ELECTION OF DIRECTORS

In June 2005, the Board established and adopted a written nomination procedure ("Nomination Procedure") specifying the process and criteria for the selection and recommendation of candidates for directorship of the Company. The Nomination Procedure has been included in the terms of reference of the Nomination Committee with effect from the establishment of the Nomination Committee on 29th March, 2012. The Nomination Committee shall, based on those criteria as set out in the Nomination Procedure (such as appropriate experience, personal skills and time commitment, etc.), identify and recommend the proposed candidate to the Board for approval of an appointment.

Every newly appointed Director will receive an induction package from the Company Secretary on the first occasion of his/her appointment. This induction package is a comprehensive, formal and tailored induction on the responsibilities and on-going obligations to be observed by a director pursuant to the Companies Ordinance, Listing Rules and Securities and Futures Ordinance. In addition, this induction package includes materials briefly describing the operations and business of the Company, the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board. Directors will be continuously updated on any major developments of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices.

All Non-Executive Directors (including INEDs) of the Company were appointed for a specific term, but subject to the relevant provisions of the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office but shall be eligible for re-election. The term of appointment of the Non-Executive Directors (including INEDs) has been renewed for further two years commencing from 1st January, 2013.

According to the Articles of Association, at each annual general meeting of the Company ("AGM"), one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Further, any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Company whilst for those appointed as an addition to the Board shall hold office until the next following AGM and in both cases, those Directors shall then be eligible for re-election at the relevant meeting. Every Director shall be subject to retirement by rotation at least once every three years.

## CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing corporate governance duties and has adopted the written terms of reference on its corporate governance functions in April 2012.

The duties of the Board in respect of the corporate governance functions include:

- (i) developing and reviewing the Company's policies and practices on corporate governance;
- (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management;
- (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

In 2012 and up to the date of this report, the Board has performed the corporate governance duties in accordance with its terms of reference.

## BOARD COMMITTEES

The Board has established various committees, including a Nomination Committee, a Remuneration Committee, an Audit Committee and an Executive Committee, each of which has its specific written terms of reference. Copies of minutes of all meetings and resolutions of the committees, which are kept by the Company Secretary, are circulated to all Board members and the committees are required to report back to the Board on their decision and recommendations where appropriate. The procedures and arrangements for a Board meeting, as mentioned in the section headed "The Board" of this report, have been adopted for the committee meetings so far as practicable.

### Nomination Committee

The Nomination Committee has been established on 29th March, 2012 and is chaired by the Chairman of the Board and comprises a majority of INEDs. Currently, the Nomination Committee consists of three members, including Messrs. Arthur George Dew (Chairman of the Nomination Committee), being a Non-Executive Director, Steven Samuel Zoellner and David Craig Bartlett, all being the INEDs. The Nomination Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

The major roles and functions of the Nomination Committee are:

- (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individual(s) nominated for directorship(s);
- (iii) to assess the independence of INEDs; and
- (iv) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Chief Executive.

## BOARD COMMITTEES (CONT'D)

### Nomination Committee (Cont'd)

The terms of reference of the Nomination Committee are available on the websites of The Stock Exchange of Hong Kong Limited ("Stock Exchange") and the Company.

The Nomination Committee will meet as and when necessary in accordance with its terms of reference and may also deal with matters by way of circulation. In 2012, no Nomination Committee meeting was held while the Nomination Committee dealt with matters by way of circulation. In 2012 and up to the date of this report, the Nomination Committee performed the works as summarised below:

- (i) reviewed and recommended for Board's approval the proposed re-election of the retiring Directors at 2012 AGM and 2013 AGM; and
- (ii) reviewed and recommended for Board's approval the renewal of the term of appointment of Non-Executive Directors (including INEDs) with reference to the structure, size and composition of the Board and the independence of each INED.

### Remuneration Committee

The Remuneration Committee has been established since December 1993 and currently consists of four members, including Messrs. Alan Stephen Jones (Chairman of the Remuneration Committee), Steven Samuel Zoellner and David Craig Bartlett, all being the INEDs, and Mr. Arthur George Dew, being a Non-Executive Director. The Remuneration Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

The major roles and functions of the Remuneration Committee are:

- (i) to make recommendations to the Board on the remuneration policy and packages of the Directors and, where appropriate, to consult the Chairman of the Board and/or the Chief Executive about the Remuneration Committee's proposals relating to the remuneration of other Executive Directors;
- (ii) to review and recommend Executive Directors' remuneration proposals with reference to the Board's corporate goals and objectives;
- (iii) to review and recommend the compensation payable to Executive Directors relating to any loss or termination of their office or appointment;
- (iv) to review and recommend compensation arrangements relating to dismissal or removal of Directors for misconduct; and
- (v) to ensure that no Director is involved in deciding his own remuneration.

## BOARD COMMITTEES (CONT'D)

### Remuneration Committee (Cont'd)

The terms of reference of the Remuneration Committee are in compliance with the code provision B.1.3 of the Former CG Code, but with a deviation from the code provision that the Remuneration Committee shall review (as opposed to determine under the code provision) and make recommendations to the Board on the remuneration packages of the Executive Directors only and not senior management (as opposed to executive directors and senior management under the code provision). Certain amendments have been made to the Former CG Code with effect from 1st April, 2012 (“CG Amendments”), including code provision B.1.2 of CG Code (B.1.3 of the Former CG Code), which now accommodates a model where the remuneration committee performs an advisory role as to the remuneration packages of the executive directors and senior management. Accordingly, the revised terms of reference of the Remuneration Committee adopted to align with the CG Code are in compliance with the code provision B.1.2 except that the Remuneration Committee shall make recommendations to the Board on the remuneration packages of the Executive Directors only and not senior management (as opposed to executive directors and senior management under the new code provision B.1.2). The reasons for the above deviations are summarised as below:

- (i) the Board believes that the Remuneration Committee is not properly in a position to evaluate the performance of senior management and that this evaluation process is more effectively carried out by the Executive Directors;
- (ii) a majority of the Remuneration Committee members are INEDs who may not be industry skilled and come from differing professions and backgrounds and they are not involved in the daily operation of the Company. They may have little direct knowledge of industry practice and standard compensation packages. The Remuneration Committee is thus not in a position to properly determine the remuneration of the Executive Directors;
- (iii) the Executive Directors must be in a position to supervise and control senior management and thus must be able to control their compensation; and
- (iv) there is no reason for Executive Directors to pay senior management more than industry standards and thus Shareholders will benefit by reducing costs in the fixing of such compensation packages.

The terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

The Remuneration Committee shall meet at least once a year in accordance with its terms of reference. One Remuneration Committee meeting was held in 2012 and the attendance of each member is set out in the section headed “The Board” of this report.

In addition to the Remuneration Committee meeting, the Remuneration Committee also dealt with matters by way of circulation during 2012. In 2012 and up to the date of this report, the Remuneration Committee performed the works as summarised below:

- (i) reviewed the existing policy and structure for the remuneration of Directors;
- (ii) reviewed the existing remuneration packages of the Executive Directors;
- (iii) reviewed and recommended for the Board’s approval the revised terms of reference of the Remuneration Committee to align with the amendments to the revised CG Code effective on 1st April, 2012;

## BOARD COMMITTEES (CONT'D)

### Remuneration Committee (Cont'd)

- (iv) reviewed and recommended for the Board's approval the bonus for the year ended 31st December, 2011 and the increment in the remuneration for the year 2012 of the Executive Directors and the Chairman; and
- (v) reviewed and recommended for the Board's approval the increase in consultancy fees and the renewal of term of appointment of the Non-Executive Directors (including the INEDs).

The remuneration payable to Directors will depend on their respective contractual terms under their employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee. Details of the Directors' remuneration are set out in note 10 to the consolidated financial statements whereas detailed changes in the emoluments of certain Directors during the interim period and up to the date of the Interim Report were also disclosed in the Interim Report of the Company dated 28th August, 2012. Details of the emolument policy of the Group are also set out in the "Emolument Policy" section contained in the Directors' Report on page 37.

### Audit Committee

The Audit Committee has been established since December 1993 and currently consists of four Non-Executive Directors, three of whom are INEDs. To retain independence and objectivity, the Audit Committee is chaired by an INED with appropriate professional qualifications or accounting or related financial management expertise. The current members of the Audit Committee are Messrs. Alan Stephen Jones (Chairman of the Audit Committee), being an INED, Arthur George Dew, being a Non-Executive Director, Steven Samuel Zoellner and David Craig Bartlett, both being INEDs. The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

The major roles and functions of the Audit Committee are:

- (i) to consider and make recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (ii) to consider and discuss with the external auditor the nature and scope of each year's audit;
- (iii) to act as the key representative body for overseeing the Company's relations with the external auditor;
- (iv) to review and monitor the external auditor's independence and objectivity;
- (v) to review the interim and annual consolidated financial statements before submission to the Board;
- (vi) to discuss any problems and reservations arising from the interim review and final audit, and any matters the external auditor may wish to discuss;
- (vii) to review the external auditor's management letters and management's response;
- (viii) to review the Group's financial controls, internal control and risk management systems;
- (ix) to review the internal audit plan, promote co-ordination between the internal and external auditors, and check whether the internal audit function is adequately resourced and has appropriate standing within the Group; and
- (x) to consider major investigation findings on internal control matters and management's response.

## BOARD COMMITTEES (CONT'D)

### Audit Committee (Cont'd)

The terms of reference of the Audit Committee are revised from time to time to comply with the code provision C.3.3 of the CG Code and Former CG Code, but with deviations from the code provision of the audit committee's responsibility to:

- (i) implement policy on the engagement of the external auditors to supply non-audit services;
- (ii) ensure the management has performed its duty to have an effective internal control system; and
- (iii) ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the listed company.

The Board considers that the Audit Committee shall recommend (as opposed to implement) the policy on the engagement of the external auditors to supply non-audit services for the following reasons:

- (i) it is proper and appropriate for the Board and its committees to develop policy and make appropriate recommendations;
- (ii) the proper and appropriate mechanism for implementation of such policy and recommendations is through the Executive Directors and management; and
- (iii) INEDs are not in an effective position to implement policy and follow up the same on a day-to-day basis.

Further, the Board considers that the Audit Committee only possesses the effective ability to scrutinise (as opposed to ensure) whether management has performed its duty to have an effective internal control system. The Audit Committee is not equipped to ensure that the same is in place as this would involve day-to-day supervision and the employment of permanent experts. The Audit Committee is not in a position either to ensure co-ordination between the internal and external auditors but it can promote the same. Similarly, the Audit Committee is not in a position to ensure that the internal audit function is adequately resourced but it can check whether it is adequately resourced.

The terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

The Audit Committee shall meet at least twice a year in accordance with its terms of reference. Two Audit Committee meetings were held in 2012 and the attendance of each member is set out in the section headed "The Board" of this report.

In addition to the Audit Committee meetings, the Audit Committee also dealt with matters by way of circulation during 2012. In 2012 and up to the date of this report, the Audit Committee performed the works as summarised below:

- (i) reviewed and approved the audit scope and fees proposed by the external auditor;
- (ii) reviewed the reports of findings/independent review report from the external auditor and the management's response in relation to the final audit for the year ended 31st December, 2011, the interim results review for the six months ended 30th June, 2012 and the final audit for the year ended 31st December, 2012 of the Group;

## BOARD COMMITTEES (CONT'D)

### Audit Committee (Cont'd)

- (iii) reviewed and recommended for the Board's approval the financial reports for the year ended 31st December, 2011, for the six months ended 30th June, 2012 and for the year ended 31st December, 2012 together with the relevant management representation letters and announcements;
- (iv) reviewed the Internal Audit Follow-up Reports ("IA Reports") prepared by the Group Internal Audit Department ("IAD");
- (v) reviewed and recommended for the Board's approval the updated report on substantiation of the resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget;
- (vi) reviewed and recommended for the Board's approval the revised terms of reference of the Audit Committee to align with the amendments to the revised CG Code effective on 1st April, 2012;
- (vii) reviewed and recommended for the Board's annual review the Connected Transaction Policies, Related Party Transaction Policies and Procedures, Whistle Blower Policy and the Manual of Company Management Authority; and
- (viii) reviewed and recommended for the Board's approval the Policy on the Disclosure of Inside Information to align with the relevant amendments pursuant to the Securities and Futures (Amendment) Ordinance 2012 effective on 1st January, 2013.

### Executive Committee

The Executive Committee has been established since January 1993 and currently consists of three Executive Directors, being Messrs. Lee Seng Hui (Chairman of the Executive Committee), Li Chi Kong and Mark Wong Tai Chun. The Executive Committee is vested with all the general powers of management and control of the activities of the Group as are vested in the Board, save for those matters which are reserved for the Board's decision and approval pursuant to the written terms of reference of the Executive Committee. The terms of reference of the Executive Committee were revised in November 2007 following the adoption of the Whistle Blower Policy by the Company.

The Executive Committee will meet as and when necessary to discuss the operating affairs of the Group and may also deal with matters by way of circulation. The Executive Committee is mainly responsible for undertaking and supervising the day-to-day management and is empowered:

- (i) to formulate and implement policies for the business activities, internal control and administration of the Group; and
- (ii) to plan and decide on strategies to be adopted for the business activities of the Group within the overall strategy of the Group as determined by the Board.

## CODES FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code.

The Company has also adopted the Model Code as the Code for Securities Transactions by Relevant Employees to regulate dealings in securities of the Company by certain employees of the Company or any of its subsidiaries or the holding companies who are considered to be likely in possession of inside information in relation to the Company or its securities.

## ACCOUNTABILITY AND AUDIT

### Financial Reporting

The Directors acknowledge their responsibility for preparing, with the support from the Accounts Department, the consolidated financial statements of the Group. In preparing the consolidated financial statements for the year ended 31st December, 2012, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards (which also include Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance were complied with. The Directors believe that they have selected suitable accounting policies and applied them consistently, and made judgments and estimates that are prudent and reasonable and have ensured that the consolidated financial statements are prepared on a going concern basis.

The reporting responsibilities of the Company's external auditor, Deloitte Touche Tohmatsu, are set out in the Independent Auditor's Report on pages 75 and 76.

### Internal Control

The Board has the responsibility to review annually the effectiveness of the Group's internal control systems and ensure that the controls are sound and effective to safeguard the Shareholders' investments and the Group's assets at all times. In 2012, the Board, through the Audit Committee and IAD, had reviewed the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

The Group's internal control system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss; to manage rather than completely eliminate the risk of system failure; and to assist in the achievement of the Group's agreed objectives and goals. It has a key role in the management of risks that are significant to the fulfilment of business objectives. In addition to safeguarding the Group's assets, it should provide a basis for the maintenance of proper accounting records and assist in the compliance with relevant laws and regulations.

The Company's principal subsidiaries are managed under independent systems of internal controls. These subsidiaries have provided appropriate assurance to the Company on their compliance with the CG Code regarding internal control systems in general to the Company.

## ACCOUNTABILITY AND AUDIT (CONT'D)

### Internal Audit

The Internal Audit Manager reports to the Chairman and the Audit Committee. The IAD plays an important role in providing assurance to the Board that a sound internal control system is maintained and operated by the management. This is part of the Board's plan to enhance the standards of the Group's overall corporate governance and comply with the code provision C.2 of the CG Code.

The Group Overall Risk Profile Analysis Report, and the Group Internal Audit Plan and Strategy Report were prepared by the IAD and issued to the Audit Committee and the Board for review. A discussion of the policies and procedures on the management of each of the major types of risk which the Group is facing is included in note 46c to the consolidated financial statements and under the "Management of Risks" section contained in the Review of Operations on pages 12 and 13.

The IAD prepared the IA Report of the Group for the year ended 31st December, 2012. The IA Report was distributed to the Audit Committee and the Board for their review. The issues raised in the IA Report were addressed and managed properly by the management.

### External Auditors' Remuneration

During the year, the remuneration paid to the Group's external auditors is set out as follows:

<b>Services rendered for the Group</b>	<b>HK\$ Million</b>
Audit services	8.1
Non-audit services	
– Taxation services	0.8
– Other professional services	2.8
	<hr/>
Total	11.7
	<hr/> <hr/>

## COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of good communication with Shareholders. Information in relation to the Group is disseminated to Shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars. Such published documents together with the latest corporate information and news are also made available on the website of the Company.

The Company's AGM is a valuable forum for the Board to communicate directly with Shareholders. The Chairman actively participates at the AGM and personally chairs the meeting to answer any questions from Shareholders. The chairmen of the Audit Committee, Remuneration Committee and Nomination Committee or in their absence, another member of the respective committees or failing that their respective duly appointed delegate, are also available to answer questions at the AGM. The chairman of any independent board committee formed as necessary or pursuant to the Listing Rules (or if no such chairman is appointed, at least a member of the independent board committee) will also be available to answer questions at any general meeting of Shareholders to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval.

## COMMUNICATION WITH SHAREHOLDERS (CONT'D)

During the year, the 2012 AGM and an extraordinary general meeting of the Company ("EGM") were held on 31st May, 2012 and 23rd July, 2012 respectively. The attendance records of the Directors at the general meetings are set out in the section headed "The Board" of this report.

Pursuant to code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders.

Due to other business engagements, some Non-Executive Directors (including INEDs) could not attend the 2012 AGM and the EGM. However, at the respective general meetings of the Company, there were Executive Directors and a Non-Executive Director or an INED present to enable the Board to develop a balanced understanding of the views of Shareholders.

Separate resolutions are proposed at the general meetings for each substantial issue, including the re-election of retiring Directors.

The notice to Shareholders is to be sent, in the case of AGM, at least 20 clear business days before the AGM and to be sent at least 10 clear business days in case of all other general meetings. An explanation of the detailed procedures of conducting a poll is provided to Shareholders at the commencement of the meeting. The Chairman of the Board answers questions from Shareholders regarding voting by way of a poll. The poll results are published in the manner prescribed under the requirements of the Listing Rules.

Shareholder(s) holding not less than one-twentieth of the paid-up capital of the Company which carries the right of voting at general meetings can request the convening of an extraordinary general meeting according to Article 67 of the Articles of Association and Section 113 of the Hong Kong Companies Ordinance by written requisition, with stated business proposed to be transacted, which must be validly served at the registered office of the Company ("Registered Office"). Besides, Shareholders may make a proposal at a Shareholders' meeting by submitting it in written form to the Board at the Registered Office in the form of a proposed resolution, which shall clearly and concisely set out the proposal for discussion and be relevant to the Company's business scope.

The Board established a shareholders' communication policy. A Shareholder may serve an enquiry to the Board at the Registered Office for the attention of the Board in written form, which shall state the nature of the enquiry and the reason for making the enquiry. In addition, Shareholders can contact Computershare Hong Kong Investor Services Limited, the share registrar of the Company, for any questions about their shareholdings.

## SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENTS

At the 2012 AGM, special resolutions were passed regarding amendments of the Articles of Association and the adoption of a new Memorandum of the Company and Articles of Association in order to bring the constitution of the Company in line with certain amendments to the Listing Rules. Details of the amendments are set out in the circular of the Company dated 24th April, 2012.

## CORPORATE GOVERNANCE ENHANCEMENT

Enhancing corporate governance is not simply a matter of applying and complying with the CG Code of the Stock Exchange but also about promoting and developing an ethical and healthy corporate culture. We will continue to review and, where appropriate, improve our current practices on the basis of our experience, regulatory changes and developments. Any views and suggestions from our Shareholders to promote and improve our transparency are also welcome.

On behalf of the Board



**Arthur George Dew**

*Chairman*

Hong Kong, 27th March, 2013

The board of directors of the Company ("Board") presents its annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively "Group") for the year ended 31st December, 2012.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its principal subsidiaries, associates and jointly controlled entities at 31st December, 2012 are set out in notes 55, 56 and 57 to the consolidated financial statements respectively.

### RESULTS AND APPROPRIATIONS

The results of the Group and appropriations of the Company are set out in the consolidated income statement on pages 77 and 78 in the accompanying notes to the consolidated financial statements.

The Board has recommended a final dividend of HK3 cents per share for the year ended 31st December, 2012 (2011: HK1.5 cents per share) payable to the shareholders of the Company ("Shareholders") whose names appear on the register of members of the Company on Friday, 21st June, 2013. Since no interim dividend was paid for both years, the total dividend for the year is HK3 cents per share (2011: HK1.5 cents per share). Details are set out in note 16 to the consolidated financial statements.

### INVESTMENT PROPERTIES

The Group's investment properties were revalued on 31st December, 2012 at HK\$6,933.5 million. The net increase in fair value of HK\$613.6 million attributable to investment properties held at 31st December, 2012 has been credited to the consolidated income statement.

Details of the changes in the investment properties of the Group during the year are set out in note 17 to the consolidated financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of the changes in property, plant and equipment of the Group during the year are set out in note 18 to the consolidated financial statements.

### PROPERTIES

Particulars of major properties of the Group at 31st December, 2012 are set out on pages 225 to 228.

## SHARE CAPITAL AND WARRANTS

Details of movement in the share capital and outstanding warrants of the Company during the year are set out in notes 36 and 37 to the consolidated financial statements.

## RESERVES

Details of movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on pages 83 and 84 and note 39 to the consolidated financial statements.

## DIRECTORS

The directors of the Company ("Directors") during the year and up to the date of this report were:

*Executive Directors:*

Lee Seng Hui  
Li Chi Kong  
Mark Wong Tai Chun

*Non-Executive Director:*

Arthur George Dew

*Independent Non-Executive Directors:*

Steven Samuel Zoellner  
Alan Stephen Jones  
David Craig Bartlett

In accordance with Article 105(A) of the articles of association of the Company ("Articles of Association"), Messrs. Arthur George Dew, Lee Seng Hui and Mark Wong Tai Chun shall retire from office by rotation and, being eligible, offer themselves for re-election.

## DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting of the Company ("AGM") has an unexpired service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

## TERMS OF OFFICE FOR THE NON-EXECUTIVE DIRECTORS

All the Non-Executive Directors (including the Independent Non-Executive Directors ("INEDs")) were appointed for a specific term of two years which shall continue until 31st December, 2014 but subject to the relevant provisions of the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office.

## DIRECTORS' INTERESTS

At 31st December, 2012, Messrs. Lee Seng Hui, Mark Wong Tai Chun and Steven Samuel Zoellner, Directors, had the following interests in the shares and underlying shares of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), as recorded in the register required to be kept under Section 352 of the SFO:

Name of Directors	Name of Companies	Number of shares and underlying shares held	Approximate % of the relevant issued share capital	Nature of interests
Lee Seng Hui	the Company	6,107,217,730 (Note 1)	89.76%	Other interests
Mark Wong Tai Chun	Allied Overseas Limited ("AOL") (Note 2)	143,043 (Note 3)	0.07%	Personal interests (held as beneficial owner)
Steven Samuel Zoellner	the Company	77,282 (Note 4)	0.00%	Personal interests (held as beneficial owner)
	Sun Hung Kai & Co. Limited ("SHK") (Note 2)	49,200 (Note 5)	0.00%	Personal interests (held as beneficial owner)
	AOL (Note 2)	223,200 (Note 6)	0.10%	Personal interests (held as beneficial owner)

### Notes:

- The interests includes the holding of (i) 5,101,211,521 shares and (ii) 1,006,006,209 units of warrants of the Company ("Warrants") giving rise to an interest in 1,006,006,209 underlying shares of the Company. The Warrants entitle the holders thereof to subscribe at any time during the period from 13th June, 2011 to 13th June, 2016 (both days inclusive) for fully paid shares of the Company at an initial subscription price of HK\$2.00 per share (subject to adjustments). Mr. Lee Seng Hui together with Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. They together owned approximately 65.00% interests in the issued share capital of Allied Group Limited ("AGL") (inclusive of Mr. Lee Seng Hui's personal interests) and were therefore deemed to have an interest in 5,101,211,521 shares of the Company and 1,006,006,209 units of Warrants in which AGL were interested.
- Both SHK and AOL are the indirect non wholly-owned subsidiaries of the Company. Therefore, SHK and AOL are associated corporations of the Company within the meaning of Part XV of the SFO.
- This represents an interest in 119,203 shares and 23,840 units of warrants of AOL.
- This represents an interest in 64,402 shares and 12,880 units of Warrants.
- This represents an interest in 49,200 shares of SHK.
- This represents an interest in 186,000 shares and 37,200 units of warrants of AOL.
- All interests stated above represent long positions.

Save as disclosed above, at 31st December, 2012, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of 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 of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

## DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year and up to the date of this report, the following Directors (not being the INEDs) are considered to have interests in the businesses listed below which compete or are likely to compete with the businesses of the Group pursuant to the Listing Rules as set out below:

- (i) Messrs. Arthur George Dew and Lee Seng Hui are directors of Allied Group Limited ("AGL") which, through a subsidiary, is partly engaged in the business of money lending and through certain of its subsidiaries and associates, is partly involved in the investment and trading in securities in the resources and related industries and financial instruments;
- (ii) Mr. Lee Seng Hui is a director of Tian An China Investments Company Limited ("TACI") and one of the trustees of Lee and Lee Trust which is a deemed substantial shareholder of each of AGL, Sun Hung Kai & Co. Limited ("SHK"), SHK Hong Kong Industries Limited ("SHK HK IND"), Allied Overseas Limited ("AOL") and TACI which, through their subsidiaries, are partly engaged in the businesses as follows:
  - AGL, through a subsidiary, is partly engaged in the business of money lending;
  - SHK, through certain of its subsidiaries, is partly engaged in the businesses of money lending and property investment;
  - SHK HK IND and AOL through certain of their subsidiaries, are partly involved in investment in financial instruments; and
  - TACI, through certain of its subsidiaries, is partly engaged in the businesses of money lending, property development and investment;
- (iii) Messrs. Lee Seng Hui, Li Chi Kong and Mark Wong Tai Chun are directors of Allied Kajima Limited which, through certain of its subsidiaries, is partly engaged in the businesses of property rental and hospitality related activities;
- (iv) Mr. Li Chi Kong is a director of AG Capital Limited, a subsidiary of AGL, which is partly engaged in the business of money lending;
- (v) Mr. Arthur George Dew and Mr. Mark Wong Tai Chun are directors of each of SHK HK IND and AOL, non-wholly owned subsidiary of AGL which, through certain of their subsidiaries, are partly involved in the investment in financial instruments;
- (vi) Mr. Lee Seng Hui is a director of each of APAC Resources Limited, Mount Gibson Iron Limited and Tanami Gold NL ("Tanami Gold") which, through certain of their subsidiaries, are partly involved in the investment and trading in listed securities in the resources and related industries; and
- (vii) Mr. Arthur George Dew is a director and non-executive chairman of Tanami Gold and a non-executive director of Eurogold Limited ("Eurogold") and Mr. Mark Wong Tai Chun is an alternate director to Mr. Arthur George Dew in Tanami Gold and Eurogold, both of which, through certain of their subsidiaries, are partly involved in the investment and trading in listed securities in the resources and related industries.

Although the above-mentioned Directors have competing interests in other companies by virtue of their respective common directorship, they will fulfil their fiduciary duties in order to ensure that they will act in the best interest of the Shareholders and the Company as a whole at all times. Hence, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of such companies.

## DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save for the warrants holdings disclosed above, at no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate with the exception of granting of share options to subscribe for shares in AGL (the Company's ultimate holding company) and AOL (the Company's subsidiary), under their share option schemes, which have expired on 2nd June, 2012 and 6th June, 2012 respectively.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

To the best of Directors' knowledge, at 31st December, 2012, the following Shareholders had interests in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Name of Shareholders	Number of shares and underlying shares held	Approximate % of the relevant issued share capital	Notes
Allied Group Limited ("AGL")	6,107,217,730	89.76%	1
Lee and Lee Trust	6,107,217,730	89.76%	2, 3

Notes:

- The interests includes the holding of: (i) an interest in 1,973,216,190 shares and 394,643,238 units of Warrants held by Capscore Limited ("Capcore"); (ii) an interest in 45,903,120 shares and 9,180,624 units of Warrants held by Citiwealth Investment Limited ("Citiwealth"); (iii) an interest in 2,113,737,331 shares and 408,511,371 units of Warrants held by Sunhill Investments Limited ("Sunhill"); and (iv) an interest in 968,354,880 shares and 193,670,976 units of Warrants held by AGL. The Warrants held by Capcore, Citiwealth, Sunhill and AGL gave rise to an interest in an aggregate of 1,006,006,209 underlying shares of the Company. Capcore, Citiwealth and Sunhill are all wholly-owned subsidiaries of AGL. AGL was therefore deemed to have an interest in the shares and the underlying shares in which Capcore, Citiwealth and Sunhill were interested.
- This represents the same interests of AGL in 5,101,211,521 shares and an interest in 1,006,006,209 units of Warrants.
- Mr. Lee Seng Hui, Director, together with Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. They together owned approximately 65.00% interests in the issued share capital of AGL (inclusive of Mr. Lee Seng Hui's personal interests) and were therefore deemed to have an interest in the shares and the underlying shares in which AGL was interested.
- All interests stated above represent long positions.

## CONTINUING CONNECTED TRANSACTIONS

1. As disclosed in the announcement of the Company dated 31st January, 2011 and the 2011 Annual Report of the Company, the Company entered into a renewed sharing of administrative services and management services agreement ("Services Agreement") with AGL on 31st January, 2011, pursuant to which the Company agreed to renew and extend the term of the sharing of administrative services and management services agreement dated 31st January, 2008 for a period of three years commencing from 1st January, 2011 to 31st December, 2013 and to reimburse AGL the actual costs incurred in respect of the administrative services, which included corporate secretarial services, provision of registered office address, office space, utilities, courier and delivery, telephone (including international telephone), internet, photocopying and other ancillary office services provided by AGL to the Group (i.e. the Company and its subsidiaries, but excluding those in the group of SHK and AOL) ("Administrative Services") and management services, which included the management, consultancy, strategic and business advice services provided by the senior management and the selected staff of AGL to the Group (i.e. the Company and its subsidiaries, but excluding those in the group of SHK and AOL) ("Management Services").

Pursuant to Rule 14A.34 of the Listing Rules, details of the Services Agreement and the aggregate amount of the Management Services for the year ended 31st December, 2012 of HK\$13,040,000 are required to be included in this report in accordance with Rule 14A.45 of the Listing Rules.

2. As disclosed in the announcement of the Company dated 23rd December, 2011, a renewed tenancy agreement ("Tenancy Agreement") was entered into on 23rd December, 2011 between Hillcrest Development Limited ("Hillcrest"), an indirect wholly-owned subsidiary of the Company, as the landlord and AGL as the tenant for the renewal of a tenancy of 60 Plantation Road, the Peak, Hong Kong ("Premises") for residential use for a further term of two years commencing from 1st January, 2012 to 31st December, 2013 at a monthly rental of HK\$438,000 (exclusive of rates and management fee). The Premises is held by Hillcrest for investment purposes. The rent has been determined based on the prevailing market rent as advised by Norton Appraisals Limited, which is an independent firm of property valuer and is not a connected person to the Company as defined under the Listing Rules.

Pursuant to Rule 14A.34 of the Listing Rules, details of the Tenancy Agreement and the annual cap of HK\$5,256,000 are required to be included in this report in accordance with Rule 14A.45 of the Listing Rules.

Since AGL is the controlling shareholder and ultimate holding company of the Company, the transactions contemplated under the Services Agreement and the Tenancy Agreement (collectively "Continuing Connected Transactions") constituted continuing connected transactions of the Company under Rule 14A.14 of the Listing Rules, which are subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders' approval requirements under the Listing Rules. The transaction regarding the sharing of the Administrative Services between the Company and AGL contemplated under the Services Agreement are exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Rules 14A.31(8) and 14A.33(2) of the Listing Rules.

Pursuant to Rule 14A.37 of the Listing Rules, the INEDs have reviewed the Continuing Connected Transactions and have confirmed that the Continuing Connected Transactions were:

- (i) entered into in the ordinary and usual course of business of the Company;
- (ii) conducted on normal commercial terms; and
- (iii) entered into in accordance with the relevant agreements governing them on terms that were fair and reasonable and in the interests of the Shareholders as a whole.

Pursuant to Rule 14A.38 of the Listing Rules, the Board engaged the auditor of the Company to perform a review in respect of the above Continuing Connected Transactions and the auditor has reported its conclusion to the Board, confirming the matters set out in Rule 14A.38 of the Listing Rules.

## CONNECTED TRANSACTIONS

### (1) Grant of Option under the Director's Service Agreement

On 9th May, 2012, United Asia Finance Limited ("UAF"), a non wholly-owned subsidiary of SHK, which is an indirect non wholly-owned subsidiary of the Company, entered into a director's service agreement ("Director's Service Agreement") with Mr. Akihiro Nagahara ("Mr. Nagahara"), a director of UAF, for a term of 10 years and pursuant to which Mr. Nagahara shall serve UAF to formulate, supervise and implement the project of developing the money lending business in PRC ("PRC Business") for the group of UAF and to complete the proposed incorporation of the new company ("Newco") to hold all equity interests in the subsidiaries incorporated or to be incorporated in PRC directly or indirectly engaged the PRC Business.

Pursuant to the Director's Service Agreement, UAF has granted an option ("Option") to Mr. Nagahara to (i) subscribe for up to 20% of the enlarged issued capital of the Newco or (ii) purchase from UAF or its subsidiary up to 20% of the then existing issued capital of the Newco at the date of exercise of the Option. The exercise price of the Option ("Exercise Price") will be determined based on the aggregate amount of shareholders equity and shareholders loan proportional to the shareholding to be taken up by Mr. Nagahara. Detailed information of the principal terms, including the basis of calculation of the Exercise Price, is set out in the circular of the Company dated 29th June, 2012.

Mr. Nagahara, being a director of an indirect non wholly-owned subsidiary of the Company, is therefore a connected person of the Company under the Listing Rules. Accordingly, the grant of the Option to Mr. Nagahara constitutes a connected transaction of the Company. Pursuant to Rule 14A.45 of the Listing Rules, details of the grant of the Options are included in this Annual Report.

### (2) Facility Agreement

On 2nd January, 2013, Sun Hung Kai Structured Finance Limited ("SHKSFL") as lender and Sun Hung Kai Investment Services Limited ("SHKISL") as arranger entered into a facility agreement ("Facility Agreement") with Asia Financial Services Company Limited ("AFSC") as borrower, pursuant to which SHKSFL has agreed to make available to AFSC a secured term facility of HK\$600 million ("Facility") for a term of 48 months at the interest rate of 6.5% per annum. In addition, (i) the arrangement fee (being HK\$12 million less the aggregate fees, costs and expenses of SHKISL and AFSC in connection with the Facility) and commitment fee (being HK\$36 million payable by AFSC to SHKSFL) shall be payable to each of SHKISL and SHKSFL respectively from the proceeds of the drawdown of the Facility; and (ii) an amount of HK\$32 million from the proceeds of the drawdown of the Facility shall be kept in the share and cash collateral account on drawdown date for the purposes of meeting interest payments under the Facility.

A security deed dated 2nd January, 2013 executed by AFSC as charger in favour of SHKSFL as chargee by way of a first fixed charge over the pledged securities (being 341,600,000 shares of SHK and warrants of SHK with face value of HK\$427 million exercisable to subscribe for shares of SHK) and the share and cash collateral account was provided to secure the loan under the Facility. Detailed information of the transaction contemplated under the Facility Agreement ("Transaction") is set out in the circular of the Company dated 23rd January, 2013.

SHKSFL and SHKISL are wholly-owned subsidiaries of SHK, which is an indirect non wholly-owned subsidiary of the Company, while AFSC is a substantial shareholder of SHK and therefore a connected person of the Company under the Listing Rules. Accordingly, the Transaction constitutes a connected transaction of the Company. Pursuant to Rule 14A.45 of the Listing Rules, details of the Transaction are included in this Annual Report.

## EMOLUMENT POLICY

Details of the Directors' and senior management's emoluments and of the five highest paid individuals in the Group are set out in note 10 to the consolidated financial statements.

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

The emoluments payable to Directors will depend on their respective contractual terms under their employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

## MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate sales attributable to the Group's five largest customers accounted for less than 30% of the total turnover for the year. Also, the aggregate purchases attributable to the Group's five largest suppliers taken together were less than 30% of the Group's total purchases for the year.

None of the Directors, their associates or any Shareholders, which to the knowledge of the Directors owned more than 5% of the Company's issued share capital, had a beneficial interest in any of the Group's five largest suppliers and customers.

## PURCHASE, SALE OR REDEMPTION OF SECURITIES

Save for the Company's purchases of its own shares on the Stock Exchange as disclosed below, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities during the year ended 31st December, 2012.

Month	Number of shares repurchased	Purchase consideration per share		Aggregate consideration paid (before expenses) HK\$
		Highest HK\$	Lowest HK\$	
January	191,383,428	1.15	1.15	220,090,942
April	370,124,000	1.00	0.98	370,122,640
June	440,000	0.95	0.93	417,400
	<u>561,947,428</u>			<u>590,630,982</u>

## DONATIONS

The Group made charitable donations of HK\$3.1 million during the year.

## CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 16 to 29.

## SUFFICIENCY OF PUBLIC FLOAT

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

## AUDITOR

A resolution will be submitted to the AGM to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company.

On behalf of the Board



**Arthur George Dew**  
*Chairman*

Hong Kong, 27th March, 2013

# Deloitte.

## 德勤

**TO THE MEMBERS OF ALLIED PROPERTIES (H.K.) LIMITED**  
(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Allied Properties (H.K.) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 77 to 223, which comprise the consolidated and Company's statements of financial position as at 31st 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.

致聯合地產(香港)有限公司各股東  
(於香港註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核列載於第77頁至第223頁聯合地產(香港)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括 貴公司於二零一二年十二月三十一日的綜合及公司財務狀況表與截至該日止年度的綜合收益賬、綜合全面收益表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他解釋資料。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例,編製反映真實及公平觀點之綜合財務報表,以及落實其認為就編製綜合財務報表而言屬必要的內部控制,使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

### 核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見,並按照香港公司條例第141條僅向作為整體股東報告。除此之外,本報告不可用作其他用途。我們不會就本報告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。這些準則要求我們遵守道德規範,並規劃及執行審核,藉以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

**AUDITOR'S RESPONSIBILITY (CONT'D)**

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of 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 31st 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  
27th March, 2013

**核數師的責任(續)**

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

我們相信，我們所獲得的審核憑證乃充足及適當地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及公平地反映 貴公司及 貴集團於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溢利及現金流量，並已按照香港公司條例妥為編製。

**德勤•關黃陳方會計師行**  
執業會計師

香港  
二零一三年三月二十七日

# Consolidated Income Statement

for the year ended 31st December, 2012

# 綜合收益賬

截至二零一二年十二月三十一日止年度

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		Notes 附註	2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元 (Restated) (重列)
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收入	5 & 6	4,233.0	4,047.9
Other income	其他收入		155.5	57.9
<b>Total income</b>	<b>總收入</b>		<b>4,388.5</b>	<b>4,105.8</b>
Cost of sales and other direct costs	銷售成本及其他直接成本		(209.1)	(228.8)
Brokerage and commission expenses	經紀費及佣金費用		(188.0)	(214.4)
Selling and marketing expenses	銷售及市場推廣費用		(124.7)	(103.7)
Administrative expenses	行政費用		(1,437.5)	(1,254.0)
Changes in values of properties	物業價值變動	7	630.1	912.7
Net profit (loss) on financial instruments	金融工具溢利(虧損)淨額	8	227.8	(147.0)
Net exchange gain (loss)	匯兌收益(虧損)淨額		4.7	(45.2)
Bad and doubtful debts	呆壞賬	9	(506.2)	(169.3)
Other operating expenses	其他經營費用		(124.2)	(281.4)
Finance costs	融資成本	11	(131.6)	(77.7)
Share of results of associates	應佔聯營公司業績		169.4	288.3
Share of results of jointly controlled entities	應佔共同控制企業業績		200.0	190.2
<b>Profit before taxation</b>	<b>除稅前溢利</b>	12	<b>2,899.2</b>	<b>2,975.5</b>
Taxation	稅項	13	(296.6)	(297.2)
<b>Profit for the year from continuing operations</b>	<b>來自持續經營業務之年度溢利</b>		<b>2,602.6</b>	<b>2,678.3</b>
<b>Discontinued operations</b>	<b>已終止經營業務</b>			
Loss for the year from discontinued operations	來自已終止經營業務之年度虧損	14	-	(1.5)
<b>Profit for the year</b>	<b>本年度溢利</b>		<b>2,602.6</b>	<b>2,676.8</b>

## Consolidated Income Statement (Cont'd)

for the year ended 31st December, 2012

## 綜合收益賬(續)

截至二零一二年十二月三十一日止年度

		Notes 附註	2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元 (Restated) (重列)
Attributable to:	應佔方：			
Owners of the Company	本公司股東			
Profit for the year from continuing operations	來自持續經營業務之年度溢利		1,710.4	1,951.5
Loss for the year from discontinued operations	來自已終止經營業務之年度虧損		—	(1.0)
			1,710.4	1,950.5
Non-controlling interests	非控股權益			
Profit for the year from continuing operations	來自持續經營業務之年度溢利		892.2	726.8
Loss for the year from discontinued operations	來自已終止經營業務之年度虧損		—	(0.5)
			892.2	726.3
			2,602.6	2,676.8
<b>Earnings per share</b>	<b>每股盈利</b>	15		
From continuing and discontinued operations	來自持續及已終止經營業務			
Basic	基本		HK24.67 cents 港仙	HK27.15 cents 港仙
Diluted	攤薄		HK24.67 cents 港仙	HK27.15 cents 港仙
From continuing operations	來自持續經營業務			
Basic	基本		HK24.67 cents 港仙	HK27.16 cents 港仙
Diluted	攤薄		HK24.67 cents 港仙	HK27.16 cents 港仙

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元 (Restated) (重列)
Profit for the year	本年度溢利	<b>2,602.6</b>	2,676.8
Other comprehensive income:	其他全面收益：		
Available-for-sale financial assets	可供出售金融資產		
– Net fair value changes during the year	– 本年度公平價值變動淨額	(3.7)	(19.2)
– Reclassification adjustment to profit or loss on disposal	– 於出售時重新分類調整至損益賬	(46.6)	(4.3)
– Reclassification upon impairment	– 於減值時重新分類	<b>0.7</b>	–
		<b>(49.6)</b>	(23.5)
Reclassification adjustment to profit or loss on liquidation of subsidiaries	於附屬公司清盤時重新分類調整至損益賬	<b>(0.4)</b>	–
Reclassification adjustment to profit or loss on liquidation of a jointly controlled entity	於一間共同控制企業清盤時重新分類調整至損益賬	–	(0.3)
Revaluation gain on properties transferred from property, plant and equipment to investment properties	於物業由物業、廠房及設備轉撥至投資物業時之重估收益	<b>30.0</b>	146.0
Exchange differences arising on translation of foreign operations	折算海外業務賬項而產生之匯兌差額	<b>45.2</b>	110.5
Share of other comprehensive (expenses) income of associates	應佔聯營公司其他全面(費用)收益	<b>(8.0)</b>	236.8
Share of other comprehensive income of jointly controlled entities	應佔共同控制企業其他全面收益	<b>2.0</b>	0.1
Other comprehensive income for the year	本年度其他全面收益	<b>19.2</b>	469.6
Total comprehensive income for the year	本年度全面收益總額	<b>2,621.8</b>	3,146.4
Attributable to:	應佔方：		
Owners of the Company	本公司股東	<b>1,722.6</b>	2,304.3
Non-controlling interests	非控股權益	<b>899.2</b>	842.1
		<b>2,621.8</b>	3,146.4

## Consolidated Statement of Financial Position

at 31st December, 2012

## 綜合財務狀況表

於二零一二年十二月三十一日

		Notes 附註	31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元 (Restated) (重列)	1/1/2011 二零一一年 一月一日 HK\$ Million 百萬港元 (Restated) (重列)
<b>Non-current assets</b>	<b>非流動資產</b>				
Investment properties	投資物業	17	6,933.5	6,192.2	5,156.4
Property, plant and equipment	物業、廠房及設備	18	615.3	594.8	627.9
Prepaid land lease payments	預繳地價	19	9.8	10.0	10.0
Goodwill	商譽	20	2,490.3	2,490.3	2,490.3
Intangible assets	無形資產	21	1,005.0	1,027.2	1,190.4
Interests in associates	於聯營公司之權益	25	6,037.7	5,903.2	5,014.8
Interests in jointly controlled entities	於共同控制企業之權益	26	1,659.8	1,509.8	1,319.9
Available-for-sale financial assets	可供出售金融資產	27	120.4	316.2	292.1
Statutory deposits	法定按金		26.5	26.9	50.8
Amounts due from associates	聯營公司欠款	33	396.1	51.3	56.1
Loans and advances to consumer finance customers due after one year	一年後到期之私人財務客戶貸款及墊款	28	3,057.6	2,972.6	2,291.9
Deposits for acquisition of property, plant and equipment	收購物業、廠房及設備之按金		20.4	28.7	30.3
Deferred tax assets	遞延稅項資產	29	106.0	92.7	94.1
Financial assets at fair value through profit or loss	透過損益賬按公平價值處理之金融資產	31	912.6	642.1	-
Trade and other receivables	貿易及其他應收款項	32	720.0	7.8	3.1
			<b>24,111.0</b>	<b>21,865.8</b>	<b>18,628.1</b>
<b>Current assets</b>	<b>流動資產</b>				
Properties held for sale and other inventories	待出售物業及其他存貨	30	370.0	441.8	412.8
Financial assets at fair value through profit or loss	透過損益賬按公平價值處理之金融資產	31	482.3	547.1	720.7
Prepaid land lease payments	預繳地價	19	0.3	0.4	0.4
Loans and advances to consumer finance customers due within one year	一年內到期之私人財務客戶貸款及墊款	28	5,236.2	4,583.5	3,172.6
Trade and other receivables	貿易及其他應收款項	32	5,586.4	6,397.4	6,737.3
Amounts due from associates	聯營公司欠款	33	52.5	373.6	58.5
Amounts due from jointly controlled entities	共同控制企業欠款		11.1	8.6	7.7
Tax recoverable	可收回稅項		17.7	17.1	1.5
Short-term pledged bank deposits	短期銀行抵押存款		74.3	96.5	99.5
Bank deposits	銀行存款	34	467.8	940.9	282.4
Cash and cash equivalents	現金及現金等價物	34	5,551.3	2,962.3	3,972.6
			<b>17,849.9</b>	<b>16,369.2</b>	<b>15,466.0</b>
<b>Current liabilities</b>	<b>流動負債</b>				
Trade and other payables	貿易及其他應付款項	35	1,421.7	1,104.6	1,460.9
Financial liabilities at fair value through profit or loss	透過損益賬按公平價值處理之金融負債	41	52.7	15.0	6.3
Amount due to a holding company	欠一間控股公司款項		5.9	3.9	24.9
Amounts due to fellow subsidiaries	欠同系附屬公司款項		201.4	1,255.3	757.1
Amounts due to associates	欠聯營公司款項		5.6	32.7	14.1
Amounts due to jointly controlled entities	欠共同控制企業款項		40.1	50.1	0.1
Tax payable	應付稅項		104.3	102.0	106.7
Bank and other borrowings due within one year	一年內到期之銀行及其他借貸	42	4,735.4	3,098.3	2,874.8
Mandatory convertible notes	強制性可換股票據		-	-	32.6
Provisions	撥備	44	34.8	48.0	74.7
			<b>6,601.9</b>	<b>5,709.9</b>	<b>5,352.2</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>11,248.0</b>	<b>10,659.3</b>	<b>10,113.8</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>35,359.0</b>	<b>32,525.1</b>	<b>28,741.9</b>

at 31st December, 2012

於二零一二年十二月三十一日

			31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元 (Restated) (重列)	1/1/2011 二零一一年 一月一日 HK\$ Million 百萬港元 (Restated) (重列)
<b>Capital and reserves</b>	<b>股本及儲備</b>				
Share capital	股本	36	1,360.8	1,473.2	1,390.6
Share premium and reserves	股份溢價及儲備	39	19,531.9	18,317.1	16,058.5
<b>Equity attributable to owners of the Company</b>	<b>本公司股東應佔權益</b>		<b>20,892.7</b>	19,790.3	17,449.1
Equity elements of mandatory convertible notes and warrants	強制性可換股票據及認股權證之權益部分		57.6	57.6	1,616.5
Shares held for employee ownership scheme	為僱員股份擁有計劃持有股份		(25.2)	(19.6)	(23.7)
Employee share-based compensation reserve	以股份支付之僱員酬金儲備		8.9	9.4	10.6
Share of net assets of subsidiaries	應佔附屬公司淨資產		9,305.3	8,356.4	6,035.5
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>9,346.6</b>	8,403.8	7,638.9
<b>Total equity</b>	<b>權益總額</b>		<b>30,239.3</b>	28,194.1	25,088.0
<b>Non-current liabilities</b>	<b>非流動負債</b>				
Bank and other borrowings due after one year	一年後到期之銀行及其他借貸	42	1,526.9	3,405.4	2,690.4
Notes and bonds	票據及債券	43	3,194.3	555.8	500.0
Financial liabilities at fair value through profit or loss	透過損益賬按公平價值處理之金融負債	41	8.0	-	-
Amount due to an associate	欠一間聯營公司款項		-	-	47.1
Mandatory convertible notes	強制性可換股票據		-	-	45.9
Deferred tax liabilities	遞延稅項負債	29	379.0	355.1	357.6
Provisions	撥備	44	11.5	14.7	12.9
			<b>5,119.7</b>	4,331.0	3,653.9
			<b>35,359.0</b>	32,525.1	28,741.9

The consolidated financial statements on pages 77 to 223 were approved and authorised for issue by the Board of Directors on 27th March, 2013 and are signed on its behalf by:

第77頁至第223頁之綜合財務報表經董事會於二零一三年三月二十七日批准及授權刊發，並由下列董事代表簽署：



Arthur George Dew  
狄亞法  
Director  
董事



Li Chi Kong  
李志剛  
Director  
董事

## Statement of Financial Position

at 31st December, 2012

## 財務狀況表

於二零一二年十二月三十一日

			31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
		Notes 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Intangible assets	無形資產	21	0.5	0.5
Investments in subsidiaries	於附屬公司之投資	23	779.2	447.4
Amounts due from subsidiaries	附屬公司欠款	24	9,247.7	9,166.2
			<b>10,027.4</b>	9,614.1
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables	貿易及其他應收款項		0.7	0.8
Amounts due from subsidiaries	附屬公司欠款	24	623.1	502.9
Short-term pledged bank deposit	短期銀行抵押存款		47.0	80.0
Cash and cash equivalents	現金及現金等價物	34	3.2	3.1
			<b>674.0</b>	586.8
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項		1.5	1.0
Amount due to a holding company	欠一間控股公司款項		3.5	3.1
Amounts due to subsidiaries	欠附屬公司款項	40	57.8	47.7
			<b>62.8</b>	51.8
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>611.2</b>	535.0
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>10,638.6</b>	10,149.1
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	36	1,360.8	1,473.2
Share premium and reserves	股份溢價及儲備	39	8,967.2	8,650.3
<b>Total equity</b>	<b>權益總額</b>		<b>10,328.0</b>	10,123.5
<b>Non-current liability</b>	<b>非流動負債</b>			
Amount due to a subsidiary	欠一間附屬公司款項	40	310.6	25.6
			<b>10,638.6</b>	10,149.1



Arthur George Dew  
狄亞法  
Director  
董事



Li Chi Kong  
李志剛  
Director  
董事

# Consolidated Statement of Changes in Equity

for the year ended 31st December, 2012

# 綜合權益變動表

截至二零一二年十二月三十一日止年度

	Attributable to owners of the Company 本公司股東應佔				Non-controlling interests 非控股權益				Total equity 權益總額 HK\$ Million 百萬港元							
	Share capital 股本 HK\$ Million 百萬港元	Share premium 股份溢價 HK\$ Million 百萬港元	Property revaluation reserve 物業重估 儲備 HK\$ Million 百萬港元	Investment revaluation reserve 投資重估 儲備 HK\$ Million 百萬港元	Capital redemption reserve 資本贖回 儲備 HK\$ Million 百萬港元	Translation reserve 匯兌儲備 HK\$ Million 百萬港元	Capital reserve 資本儲備 HK\$ Million 百萬港元	Accumulated profits 累計溢利 HK\$ Million 百萬港元		Dividend reserve 股息儲備 HK\$ Million 百萬港元	Total Total 總計 HK\$ Million 百萬港元	Shares held for employee ownership scheme 為僱員股份 擁有計劃 持有股份 HK\$ Million 百萬港元	Employee share-based compensation reserve 以股份支付 之僱員酬金 儲備 HK\$ Million 百萬港元	Equity elements of mandatory convertible notes and warrants 可換股票據 及認股權證 之權益部分 HK\$ Million 百萬港元	Share of net assets of subsidiaries 應佔 附屬公司 淨資產 HK\$ Million 百萬港元	Total Total 總計 HK\$ Million 百萬港元
At 1st January, 2011, as previously reported Effect of changes in accounting policy (note 2)	1,390.6	2,353.0	129.2	327.5	72.2	328.0	(11.3)	12,561.7	208.6	17,359.5	(23.7)	10.6	1,616.5	6,033.6	7,637.0	24,996.5
As restated	1,390.6	2,353.0	151.0	327.5	72.2	321.8	(11.3)	12,635.7	208.6	17,449.1	(23.7)	10.6	1,616.5	6,035.5	7,638.9	25,088.0
Profit for the year (restated)	-	-	-	-	-	-	-	1,950.5	-	1,950.5	-	-	-	726.3	726.3	2,676.8
Other comprehensive income for the year (restated)	-	-	93.0	(26.8)	-	271.3	12.7	3.6	-	353.8	-	-	-	115.8	115.8	469.6
Total comprehensive income for the year	-	-	93.0	(26.8)	-	271.3	12.7	1,954.1	-	2,304.3	-	-	-	842.1	842.1	3,146.4
Issue of shares	82.6	317.8	-	-	-	-	-	-	-	400.4	-	-	-	-	-	400.4
Conversion of mandatory convertible notes of a subsidiary into shares held for employee ownership scheme	-	-	-	-	-	-	-	(187.0)	-	(187.0)	-	-	(1,558.9)	1,810.6	251.7	64.7
Formation of new subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	122.4	122.4	122.4
Acquisition of additional interest in a subsidiary	-	-	-	-	-	-	-	30.3	-	30.3	-	-	-	(117.0)	(117.0)	(86.7)
Deemed acquisition of partial interest in a subsidiary	-	-	-	-	-	-	-	9.0	-	9.0	-	-	-	(53.2)	(53.2)	(44.2)
Deemed disposal of partial interest in subsidiaries	-	-	-	-	-	-	-	(1.8)	-	(1.8)	-	-	-	20.2	20.2	18.4
Recognition of equity-settled share-based payment	-	-	-	-	-	-	-	-	-	-	-	9.0	-	-	9.0	9.0
Purchase of shares held for employee ownership scheme	-	-	-	-	-	-	-	-	-	-	(14.7)	-	-	-	(14.7)	(14.7)
Vesting of shares of the employee ownership scheme	-	-	-	-	-	-	-	(5.4)	-	(5.4)	18.8	(10.2)	-	(3.2)	5.4	-
Dividend distribution to non-controlling interests	-	-	-	-	-	-	-	-	(208.6)	(208.6)	-	-	-	(301.0)	(301.0)	(301.0)
Dividend paid	-	-	-	-	-	-	-	(107.6)	107.6	-	-	-	-	-	-	(208.6)
Proposed final dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
At 31st December, 2011 (restated)	1,473.2	2,670.8	244.0	300.7	72.2	593.1	1.4	14,327.3	107.6	19,790.3	(19.6)	9.4	57.6	8,356.4	8,403.8	28,194.1

## Consolidated Statement of Changes in Equity (Cont'd)

## 綜合權益變動表(續)

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

	Attributable to owners of the Company 本公司股東應佔										Non-controlling interests 非控股權益		Total equity 權益總額 HK\$ Million 百萬港元			
	Share capital 股本 HK\$ Million 百萬港元	Share premium 股份溢價 HK\$ Million 百萬港元	Property revaluation reserve 物業重估 儲備 HK\$ Million 百萬港元	Investment revaluation reserve 投資重估 儲備 HK\$ Million 百萬港元	Capital reemption reserve 資本贖回 儲備 HK\$ Million 百萬港元	Translation reserve 匯兌儲備 HK\$ Million 百萬港元	Capital reserve 資本儲備 HK\$ Million 百萬港元	Accumulated profits 累計溢利 HK\$ Million 百萬港元	Dividend reserve 股息儲備 HK\$ Million 百萬港元	Total HK\$ Million 百萬港元	Shares held for employee ownership scheme 為僱員股份 擁有計劃 持有股份 HK\$ Million 百萬港元	Employee share-based compensation reserve 以股份支付 之僱員儲備 HK\$ Million 百萬港元		Equity elements of mandatory convertible notes and warrants 強制性 可換股票據 及認股權證 之權益部分 HK\$ Million 百萬港元	Share of net assets of subsidiaries 應佔 附屬公司 淨資產 HK\$ Million 百萬港元	Total HK\$ Million 百萬港元
At 1st January, 2012	1,473.2	2,670.8	244.0	300.7	72.2	593.1	1.4	14,327.3	107.6	19,790.3	(19.6)	9.4	57.6	8,356.4	8,403.8	20,194.1
Profit for the year	-	-	-	-	-	-	-	1,710.4	-	1,710.4	-	-	-	892.2	892.2	2,602.6
Other comprehensive income for the year	-	-	30.0	(27.6)	-	17.3	(7.4)	(0.1)	-	12.2	-	(0.3)	-	7.3	7.0	19.2
Total comprehensive income for the year	-	-	30.0	(27.6)	-	17.3	(7.4)	1,710.3	-	1,722.6	-	(0.3)	-	899.5	899.2	2,621.8
Dividend adjustment due to share repurchased and cancelled	-	-	-	-	-	-	-	5.6	(5.6)	-	-	-	-	-	-	-
Acquisition of additional interest in a subsidiary	-	-	-	-	-	-	-	51.6	-	51.6	-	-	-	(51.6)	(51.6)	-
Deemed acquisition of partial interests in subsidiaries	-	-	-	-	-	-	-	21.3	-	21.3	-	-	-	(98.8)	(98.8)	(77.5)
Shares of subsidiaries issued to non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	490.8	490.8	490.8
Recognition of equity-settled share-based payment	-	-	-	-	-	-	-	-	-	-	-	7.5	-	-	7.5	7.5
Purchase of shares held for employee ownership scheme	-	-	-	-	-	-	-	-	-	-	(10.0)	-	-	-	(10.0)	(10.0)
Vesting of shares of the employee ownership scheme	-	-	-	-	-	-	-	1.8	-	1.8	4.4	(7.7)	-	1.5	(1.8)	-
Dividend distribution to non-controlling interests	-	-	-	-	-	-	-	-	(102.0)	(102.0)	-	-	-	(292.5)	(292.5)	(292.5)
Dividend paid	-	-	-	-	-	-	-	204.1	-	204.1	-	-	-	-	-	(102.0)
Proposed final dividend	-	-	-	-	-	-	-	(204.1)	-	(204.1)	-	-	-	-	-	-
Shares repurchased and cancelled	(112.4)	-	-	-	-	-	-	(480.5)	-	(592.9)	-	-	-	-	-	(592.9)
Transfer on shares repurchased	-	-	-	-	112.4	-	-	(112.4)	-	-	-	-	-	-	-	-
At 31st December, 2012	1,360.8	2,670.8	274.0	273.1	184.6	610.4	(6.0)	15,320.9	204.1	20,892.7	(25.2)	8.9	57.6	9,305.3	9,346.6	30,239.3

# Consolidated Statement of Cash Flows

for the year ended 31st December, 2012

# 綜合現金流量表

截至二零一二年十二月三十一日止年度

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	Note	2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元 (Restated) (重列)
<b>Operating activities</b>			
Profit for the year		<b>2,602.6</b>	2,676.8
Adjustments for:	調整項目：		
Bad and doubtful debts	呆壞賬	<b>506.2</b>	176.5
Taxation	稅項	<b>296.6</b>	297.2
Finance costs	融資成本	<b>131.6</b>	77.7
Depreciation	折舊	<b>68.9</b>	60.8
Amortisation of intangible assets	無形資產攤銷	<b>44.2</b>	198.9
Impairment loss for available-for-sale financial assets	可供出售金融資產之減值虧損	<b>9.5</b>	0.5
Expenses recognised for employee ownership scheme of Sun Hung Kai & Co. Limited ("SHK")	就新鴻基有限公司(「新鴻基」)僱員股份擁有計劃確認之費用	<b>7.5</b>	9.0
Impairment loss for intangible assets	無形資產之減值虧損	<b>3.8</b>	-
Impairment loss for amounts due from associates	聯營公司欠款之減值虧損	<b>1.1</b>	4.9
Net loss on disposal/written off of property, plant and equipment and intangible assets	出售/撇銷物業、廠房及設備以及無形資產虧損淨額	<b>0.4</b>	4.2
Amortisation of prepaid land lease payments	預繳地價攤銷	<b>0.4</b>	0.4
Net increase in fair value of investment properties	投資物業公平價值增加淨額	<b>(613.6)</b>	(889.0)
Share of results of jointly controlled entities	應佔共同控制企業業績	<b>(200.0)</b>	(190.2)
Share of results of associates	應佔聯營公司業績	<b>(169.4)</b>	(288.3)
Net realised profit on disposal of available-for-sale financial assets	出售可供出售金融資產之已變現溢利淨額	<b>(96.4)</b>	(5.2)
Fair value (gain) loss on financial instruments	金融工具公平價值(收益)虧損	<b>(38.6)</b>	221.3
Impairment loss (reversed) recognised for hotel property	(撥回) 確認酒店物業之減值虧損	<b>(12.6)</b>	4.0
Impairment loss (reversed) recognised for interests in associates	(撥回) 確認於聯營公司之權益之減值虧損	<b>(9.3)</b>	5.4
Net exchange (gain) loss	匯兌(收益)虧損淨額	<b>(4.7)</b>	60.4
Impairment loss reversed for properties held for sale	撥回待出售物業之減值虧損	<b>(3.9)</b>	(27.7)
Gain on repurchase of bonds	購回債券收益	<b>(3.8)</b>	-
Profit on liquidation of subsidiaries	附屬公司清盤之溢利	<b>(3.8)</b>	-
Profit on disposal of investment properties	出售投資物業之溢利	<b>(0.5)</b>	(20.8)
Net realised profit on disposal of an associate	出售一間聯營公司之已變現溢利淨額	<b>(0.3)</b>	(13.4)
Loss on disposal of Disposal Group	出售已售出集團之虧損	-	1.5
Profit on liquidation of a jointly controlled entity	一間共同控制企業清盤之溢利	-	(0.1)
Operating cash flows before movements in working capital	未計營運資金變動前之經營業務現金流量	<b>2,515.9</b>	2,364.8

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
Increase in loans and advances to consumer finance customers	私人財務客戶貸款及墊款增加	(1,058.4)	(2,165.6)
Increase in properties held for sale and other inventories	待出售物業及其他存貨增加	(1.9)	(1.4)
Decrease (increase) in financial assets at fair value through profit or loss	透過損益賬按公平價值處理之金融資產減少(增加)	50.3	(354.2)
(Increase) decrease in trade and other receivables	貿易及其他應收款項(增加)減少	(51.5)	278.3
Increase (decrease) in trade and other payables	貿易及其他應付款項增加(減少)	311.1	(345.4)
Increase in financial liabilities at fair value through profit or loss	透過損益賬按公平價值處理之金融負債增加	19.0	8.7
Increase (decrease) in amount due to a holding company and fellow subsidiaries	應付控股公司及同系附屬公司款項增加(減少)	5.6	(19.2)
Decrease in provisions and other liabilities	撥備及其他負債減少	(16.1)	(16.8)
Net cash from (used in) operations	經營所產生(所用)之現金淨額	1,774.0	(250.8)
Interest paid	已付利息	(67.6)	(69.4)
Taxation paid	已付稅項	(284.9)	(319.6)
<b>Net cash from (used in) operating activities</b>	<b>經營業務所產生(所用)之現金淨額</b>	<b>1,421.5</b>	<b>(639.8)</b>
<b>Investing activities</b>	<b>投資業務</b>		
Fixed deposits with banks withdrawn (placed)	提取(存入)銀行定期存款	476.2	(653.5)
Proceeds on disposal of available-for-sale financial assets	出售可供出售金融資產的所得款項	234.0	10.0
Amounts repaid by associates	聯營公司還款	188.8	0.1
Dividends received from associates	來自聯營公司之股息	41.2	76.0
Decrease in pledged bank deposits	銀行抵押存款減少	22.2	3.0
Proceeds on disposal of long-term financial assets designated as at fair value through profit or loss	出售指定為透過損益賬按公平價值處理之長期金融資產所得款項	13.4	-
Dividends received from jointly controlled entities	來自共同控制企業之股息	5.3	0.1
Liquidation of subsidiaries	附屬公司清盤	3.5	-
Proceeds on disposal of investment properties	出售投資物業所得款項	2.7	83.5
Net refund of statutory deposits	法定按金退款淨額	0.3	24.0
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備所得款項	0.1	0.2
Proceeds on disposal of an associate	出售一間聯營公司所得款項	-	13.4
Amounts repaid by jointly controlled entities	共同控制企業還款	-	8.2
Liquidation of a jointly controlled entity	一間共同控制企業清盤	-	1.0
Advance to associates	墊款予聯營公司	(219.6)	(318.2)
Purchase of long-term financial assets designated as at fair value through profit or loss	購入指定為透過損益賬按公平價值處理之長期金融資產	(203.9)	(395.8)
Purchase of property, plant and equipment	購入物業、廠房及設備	(84.0)	(79.5)
Purchase of intangible assets	購入無形資產	(21.9)	(34.0)
Additions to investment properties	添置投資物業	(5.1)	(0.9)
Capital injection to a jointly controlled entity	向一間共同控制企業注資	(3.1)	-
Advance to a jointly controlled entity	墊款予一間共同控制企業	(1.6)	(8.9)
Purchase of available-for-sale financial assets	購入可供出售金融資產	(1.0)	(52.9)
Deposits for acquisition of property, plant and equipment prepaid	收購物業、廠房及設備之預付按金	(0.8)	(16.3)
Acquisition of additional interest in an associate	收購一間聯營公司之額外權益	-	(46.9)
<b>Net cash from (used in) investing activities</b>	<b>投資業務所產生(所用)之現金淨額</b>	<b>446.7</b>	<b>(1,387.4)</b>

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截至二零一二年十二月三十一日止年度

	Notes 附註	2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
<b>Financing activities</b>	<b>融資業務</b>		
Proceeds from issue of notes by a subsidiary	一間附屬公司發行票據之所得款項	2,678.5	-
New bank and other borrowings raised	籌集所得新造銀行及其他借貸	1,559.7	1,710.2
Amounts advanced by fellow subsidiaries	同系附屬公司墊款	738.0	550.0
Capital contribution by non-controlling interests	非控股權益注資股本	490.8	122.4
Amount advanced by a jointly controlled entity	一間共同控制企業墊款	40.0	50.0
Proceeds from issue of bonds by a subsidiary	一間附屬公司發行債券之所得款項	-	590.9
Amounts advanced by associates	聯營公司墊款	-	0.1
Repayment of bank and other borrowings	償還銀行及其他借貸	(1,992.3)	(758.4)
Amounts repaid to fellow subsidiaries	償還同系附屬公司款項	(1,795.0)	(50.7)
Amounts paid for shares repurchased and cancelled by the Company	本公司購回及註銷股份所支付款項	(592.9)	-
Dividends by subsidiaries to non-controlling interests	附屬公司向非控股權益派付股息	(292.5)	(282.6)
Dividends paid to equity shareholders	支付予權益股東之股息	(102.0)	(208.6)
Amounts paid for shares repurchased and cancelled by subsidiaries	附屬公司購回及註銷股份所支付款項	(77.5)	(44.2)
Repurchase of bonds	購回債券	(56.0)	-
Purchase of notes	購入票據	(31.2)	-
Amounts repaid to associates	償還聯營公司款項	(24.9)	(24.0)
Purchase of shares for employee ownership scheme of SHK	就新鴻基僱員股份擁有計劃收購股份	(10.0)	(14.7)
Repayment of bonds	償還債券	-	(500.0)
Acquisition of additional interests in subsidiaries	收購附屬公司之額外權益	-	(86.7)
<b>Net cash from financing activities</b>	<b>融資業務所產生之現金淨額</b>	<b>532.7</b>	<b>1,053.7</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>現金及現金等價物增加(減少)淨額</b>	<b>2,400.9</b>	<b>(973.5)</b>
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動之影響</b>	<b>22.7</b>	<b>13.2</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>於年初之現金及現金等價物</b>	<b>2,962.3</b>	<b>3,922.6</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>於年末之現金及現金等價物</b>	<b>5,385.9</b>	<b>2,962.3</b>
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及現金等價物結餘分析</b>		
Cash and cash equivalents	現金及現金等價物	34 5,551.3	2,962.3
Bank overdrafts	銀行透支	42 (165.4)	-
		<b>5,385.9</b>	<b>2,962.3</b>

**1. GENERAL**

The Company is a public limited company incorporated in the Hong Kong Special Administrative Region (“Hong Kong”) and its shares are listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”). The ultimate holding company is Allied Group Limited, a listed public limited company which is also incorporated in Hong Kong. The ultimate controlling party of the Company is the trustees of Lee and Lee Trust. The address of the principal place of business of the trustees of Lee and Lee Trust is 24/F, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong. The address of the registered office and principal place of business of the Company is 22/F, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong.

The consolidated financial statements of the Company and its subsidiaries (“Group”) are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries, associates and jointly controlled entities are set out in notes 55, 56 and 57 respectively.

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

In the current year, the Group has adopted certain amendments to Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). Except as described below, the adoption of the amendments to Standards in current year has had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods.

**1. 一般資料**

本公司為一間在香港特別行政區(「香港」)註冊成立之公眾有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。最終控股公司為聯合集團有限公司，為於香港註冊成立之公眾上市有限公司。本公司之最終控制方為Lee and Lee Trust之受託人，Lee and Lee Trust之受託人之主要營業地點之地址為香港灣仔告士打道138號聯合鹿島大廈24樓。本公司註冊辦事處及主要營業地址為香港灣仔告士打道138號聯合鹿島大廈22樓。

本公司及其附屬公司(「本集團」)之綜合財務報表以港元呈列，與本公司之功能貨幣相同。

本公司為一間投資控股公司，其主要附屬公司、聯營公司及共同控制企業之主要業務分別載於附註55、56及57。

**2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)**

於本年度，本集團已採用由香港會計師公會(「香港會計師公會」)所頒佈之若干準則修訂。除下文所述者外，本年度採納準則修訂對本會計期間或過往會計期間之本集團綜合財務報表並無重大影響。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

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

## 2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### Amendments to HKAS 1 Presentation of Financial Statements (as part of the Annual Improvements to HKFRSs 2009-2011 Cycle issued in June 2012)

香港會計準則第1號修訂本呈列財務報表(作為於二零一二年六月頒佈對香港財務報告準則二零零九年至二零一一年週期之年度改進之一部分)

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 period beginning on or after 1st January, 2013.

於二零一二年六月頒佈多項香港財務報告準則之修訂, 該等修訂稱為「香港財務報告準則二零零九年至二零一一年週期之年度改進」。該等修訂之生效日期為二零一三年一月一日或之後開始之年度期間起。

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.

香港會計準則第1號要求進行追溯性會計政策改變, 或追溯性重述或重新分類的實體, 呈列於上一期間期初之財務狀況(第三份財務狀況表)。香港會計準則第1號修訂本表明, 僅於當追溯性應用、重述或重新分類對第三份財務狀況表的資料有重大影響時, 方要求有關實體呈列第三份財務狀況表, 而相關附註毋須隨附第三份財務狀況表。

In the current year, the Group has early applied for the first time the amendments to HKAS 1 in advance of the effective date. In accordance with the amendments to HKAS 1, the Group has therefore presented a third statement of financial position as at 1st January, 2011 without the related notes.

於本年度, 本集團已提早於生效日期前首次應用香港會計準則第1號修訂本。根據香港會計準則第1號修訂本, 本集團因此呈列二零一一年一月一日的第三份財務狀況表, 而並無呈列相關附註。

### HKAS 12 (Amendments) Deferred Tax: Recovery of Underlying Assets

### 香港會計準則第12號(修訂本)遞延稅項: 相關資產收回

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 through sale for the purposes of measuring deferred taxes, unless the presumption is rebutted in certain circumstances.

根據香港會計準則第12號之修訂「遞延稅項: 相關資產收回」, 就計量遞延稅項而言, 根據香港會計準則第40號「投資物業」使用公平價值模式計量之投資物業乃推斷為透過銷售收回, 除非有關推斷在若干情況下被駁回。

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 of the Company reviewed the Group’s investment property portfolios and concluded that the Group’s investment properties 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.

本集團採用公平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, 本公司董事已審閱本集團之投資物業組合, 判斷本集團持有投資物業之模式並非隨時間消耗大部分含於該等投資物業經濟利益的商業模式, 而載於香港會計準則第12號之修訂之有關推斷並無被駁回。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

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

## 2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### HKAS 12 (Amendments) Deferred Tax: Recovery of Underlying Assets (Cont'd)

The Group has adopted this amendment retrospectively and the effects of adoption are disclosed as follows:

香港會計準則第12號(修訂本)遞延稅項：相關資產收回(續)  
本集團已追溯採納此項修訂，而採納此項修訂之影響披露如下：

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
<b>Consolidated income statement</b>	<b>綜合收益賬</b>		
Decrease in share of results of associates	應佔聯營公司業績減少	(77.9)	(48.8)
Increase in share of results of jointly controlled entities	應佔共同控制企業業績增加	21.2	23.5
Decrease in taxation	稅項減少	79.0	100.8
Increase in profit for the year from continuing operations	來自持續經營業務之年度溢利增加	22.3	75.5
Increase in profit for the year from continuing operations attributable to owners of the Company	本公司股東應佔來自持續經營業務之年度溢利增加	19.2	62.2
Increase in profit for the year from continuing operations attributable to non-controlling interests	非控股權益應佔來自持續經營業務之年度溢利增加	3.1	13.3
		<b>3.1</b>	<b>13.3</b>
		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
<b>Consolidated statement of comprehensive income</b>	<b>綜合全面收益表</b>		
Decrease in exchange differences arising on translation of foreign operations	折算海外業務賬項而產生之匯兌差額減少	(0.2)	(0.8)
Decrease in deferred tax arising on revaluation gain on properties transferred from property, plant and equipment to investment properties	於物業由物業、廠房及設備轉撥至投資物業時之重估收益產生之遞延稅項減少	4.9	24.0
Decrease in share of other comprehensive income of associates	應佔聯營公司其他全面收益減少	-	(14.0)
Net increase in other comprehensive income for the year	本年度其他全面收益增加淨額	4.7	9.2
Increase in total comprehensive income for the year	本年度全面收益總額增加	27.0	84.7
Increase in total comprehensive income attributable to owners of the Company	本公司股東應佔全面收益總額增加	24.0	60.6
Increase in total comprehensive income attributable to non-controlling interests	非控股權益應佔全面收益總額增加	3.0	24.1
		<b>3.0</b>	<b>24.1</b>

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

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

## 2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### HKAS 12 (Amendments) Deferred Tax: Recovery of Underlying Assets (Cont'd)

### 香港會計準則第12號(修訂本)遞延稅項：相關資產收回(續)

		As previously reported 如早前報告 HK\$ Million 百萬港元	Adjustments 調整 HK\$ Million 百萬港元	As restated 重列 HK\$ Million 百萬港元
<b>Consolidated income statement for the year ended 31st December, 2011</b>	<b>截至二零一一年十二月三十一日止年度之綜合收益賬</b>			
Share of results of associates	應佔聯營公司業績	337.1	(48.8)	288.3
Share of results of jointly controlled entities	應佔共同控制企業業績	166.7	23.5	190.2
Taxation	稅項	(398.0)	100.8	(297.2)
Profit for the year from continuing operations	來自持續經營業務之年度溢利	2,602.8	75.5	2,678.3
Profit for the year from continuing operations attributable to owners of the Company	本公司股東應佔來自持續經營業務之年度溢利	1,889.3	62.2	1,951.5
Profit for the year from continuing operations attributable to non-controlling interests	非控股權益應佔來自持續經營業務之年度溢利	713.5	13.3	726.8
<b>Consolidated statement of comprehensive income for the year ended 31st December, 2011</b>	<b>截至二零一一年十二月三十一日止年度之綜合全面收益表</b>			
Exchange differences arising on translation of foreign operations	折算海外業務賬項而產生之匯兌差額	111.3	(0.8)	110.5
Deferred tax arising on revaluation gain on properties transferred from property, plant and equipment to investment properties	於物業由物業、廠房及設備轉撥至投資物業時之重估收益產生之遞延稅項	(24.0)	24.0	—
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	250.8	(14.0)	236.8
Other comprehensive income for the year	本年度其他全面收益	460.4	9.2	469.6
Total comprehensive income for the year	本年度全面收益總額	3,061.7	84.7	3,146.4
Total comprehensive income attributable to owners of the Company	本公司股東應佔全面收益總額	2,243.7	60.6	2,304.3
Total comprehensive income attributable to non-controlling interests	非控股權益應佔全面收益總額	818.0	24.1	842.1

for the year ended 31st December, 2012

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

### HKAS 12 (Amendments) Deferred Tax: Recovery of Underlying Assets (Cont'd)

#### Consolidated statement of financial position as at 1st January, 2011

Interests in associates	於聯營公司之權益
Interests in jointly controlled entities	於共同控制企業之權益
Deferred tax liabilities	遞延稅項負債
Property revaluation reserve	物業重估儲備
Translation reserve	匯兌儲備
Accumulated profits	累計溢利
Non-controlling interests – share of net assets of subsidiaries	非控股權益 — 應佔附屬公司淨資產

#### Consolidated statement of financial position as at 31st December, 2011

Interests in associates	於聯營公司之權益
Interests in jointly controlled entities	於共同控制企業之權益
Deferred tax liabilities	遞延稅項負債
Property revaluation reserve	物業重估儲備
Translation reserve	匯兌儲備
Accumulated profits	累計溢利
Non-controlling interests – share of net assets of subsidiaries	非控股權益 — 應佔附屬公司淨資產

截至二零一二年十二月三十一日止年度

## 2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 香港會計準則第12號(修訂本)遞延稅項：相關資產收回(續)

As previously reported 如早前報告 HK\$ Million 百萬港元	Adjustments 調整 HK\$ Million 百萬港元	As restated 重列 HK\$ Million 百萬港元
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5,274.9	(260.1)	5,014.8
1,221.6	98.3	1,319.9
610.9	(253.3)	357.6
129.2	21.8	151.0
328.0	(6.2)	321.8
12,561.7	74.0	12,635.7
6,033.6	1.9	6,035.5

6,226.2	(323.0)	5,903.2
1,387.9	121.9	1,509.8
732.4	(377.3)	355.1
209.4	34.6	244.0
613.7	(20.6)	593.1
14,191.1	136.2	14,327.3
8,330.4	26.0	8,356.4

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

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

## 2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### HKAS 12 (Amendments) Deferred Tax: Recovery of Underlying Assets (Cont'd)

香港會計準則第12號(修訂本)遞延稅項：相關資產收回(續)

#### Impact on basic and diluted earnings per share

對每股基本及攤薄盈利之影響

		2012 二零一二年 HK cents 港仙	2011 二零一一年 HK cents 港仙
Basic earnings per share from continuing operations before adjustments	調整前之來自持續經營業務之每股基本盈利	24.40	26.27
Adjustments arising on the application of the amendments to HKAS 12	應用香港會計準則第12號修訂本產生之調整	0.27	0.89
Reported basic earnings per share from continuing operations	呈列之來自持續經營業務之每股基本盈利	24.67	27.16
Diluted earnings per share from continuing operations before adjustments	調整前之來自持續經營業務之每股攤薄盈利	24.40	26.27
Adjustments arising on the application of the amendments to HKAS 12	應用香港會計準則第12號修訂本產生之調整	0.27	0.89
Reported diluted earnings per share from continuing operations	呈列之來自持續經營業務之每股攤薄盈利	24.67	27.16

for the year ended 31st December, 2012

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

### New and revised HKFRSs in issue but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective, and are relevant to the operations of the Group.

Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income <sup>1</sup>
HKAS 27 (2011)	Separate Financial Statements <sup>2</sup>
HKAS 28 (2011)	Investments in Associates and Joint Ventures <sup>2</sup>
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities <sup>3</sup>
Amendments to HKFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities <sup>2</sup>
Amendments to HKFRS 7 and HKFRS 9	Mandatory Effective Date of HKFRS 9 and Transition Disclosures <sup>4</sup>
HKFRS 9	Financial Instruments <sup>4</sup>
HKFRS 10	Consolidated Financial Statements <sup>2</sup>
HKFRS 11	Joint Arrangements <sup>2</sup>
HKFRS 12	Disclosure of Interests in Other Entities <sup>2</sup>
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interest in Other Entities: Transition Guidance <sup>2</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investment Entities <sup>3</sup>
HKFRS 13	Fair Value Measurement <sup>2</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2009–2011 Cycle, except for the amendments to HKAS 1 <sup>2</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1st July, 2012
- <sup>2</sup> Effective for annual periods beginning on or after 1st January, 2013
- <sup>3</sup> Effective for annual periods beginning on or after 1st January, 2014
- <sup>4</sup> Effective for annual periods beginning on or after 1st January, 2015

截至二零一二年十二月三十一日止年度

## 2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早採用以下已頒佈但未生效及與本集團業務有關之新訂及經修訂香港財務報告準則。

香港會計準則第1號 修訂本	其他全面收益項目之呈列 <sup>1</sup>
香港會計準則第27號 (二零一一年)	獨立財務報表 <sup>2</sup>
香港會計準則第28號 (二零一一年)	於聯營公司及合營公司之投資 <sup>2</sup>
香港會計準則第32號 修訂本	抵銷金融資產及金融負債 <sup>3</sup>
香港財務報告準則第7號 修訂本	披露—抵銷金融資產及金融負債 <sup>2</sup>
香港財務報告準則第7號及 香港財務報告準則第9號 修訂本	香港財務報告準則第9號之強制生效日期及過渡性之披露 <sup>4</sup>
香港財務報告準則第9號	金融工具 <sup>4</sup>
香港財務報告準則第10號	綜合財務報表 <sup>2</sup>
香港財務報告準則第11號	合營安排 <sup>2</sup>
香港財務報告準則第12號	於其他實體之權益之披露 <sup>2</sup>
香港財務報告準則第10號、 香港財務報告準則第11號 及香港財務報告準則 第12號修訂本	綜合財務報表、合營安排及披露於其他實體之利益：過渡指引 <sup>2</sup>
香港財務報告準則第10號、 香港財務報告準則第12號 及香港會計準則第27號 (二零一一年)修訂本	投資實體 <sup>3</sup>
香港財務報告準則第13號	公平價值計量 <sup>2</sup>
香港財務報告準則 修訂本	香港財務報告準則二零零九年至二零一一年週期之年度改進，惟香港會計準則第1號修訂本除外 <sup>2</sup>

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

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截至二零一二年十二月三十一日止年度

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

## 2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### New and revised HKFRSs in issue but not yet effective (Cont'd)

#### *Amendments to HKAS 1 – Presentation of Items of Other Comprehensive Income*

The amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that will be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis.

The amendments to HKAS 1 are effective for annual periods beginning on or after 1st July, 2012. The presentation of items of other comprehensive income will be modified accordingly when the amendments are applied in the future accounting periods.

#### *Amendments to HKAS 32 and HKFRS 7 – 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 for financial instruments under an enforceable master netting agreement or similar arrangement.

The amendments to HKFRS 7 are effective for annual periods beginning on or after 1st January, 2013 and interim periods within those annual periods. The disclosures should be provided retrospectively for all comparative periods. However, the amendments to HKAS 32 are not effective until annual periods beginning on or after 1st January, 2014, with retrospectively application required. The management anticipates that the application of the above amendments does not have material impact to the amounts reported in the consolidated financial statements but results in more extensive disclosures in the consolidated financial statements.

### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

#### *香港會計準則第1號修訂本—其他全面收益項目之呈列*

香港會計準則第1號之修訂規定須於其他全面收益部分作出額外披露，將其他全面收益項目分為兩類：(a)其後將不會重新分類至損益賬之項目；及(b)於滿足特定條件後可重新分類至損益賬之項目。其他全面收益項目之所得稅須按相同基準分配。

香港會計準則第1號修訂本於二零一二年七月一日或以後開始之年度期間生效。於日後會計期間應用該等修訂時，其他全面收益項目之呈列將作出相應修改。

#### *香港會計準則第32號及香港財務報告準則第7號修訂本—抵銷金融資產及金融負債*

香港會計準則第32號修訂本闡明現時與抵銷規定有關之應用問題。尤其是，修訂本闡明「現時擁有於法律上可強制執行之抵銷權」及「同時變現及結算」之涵義。

香港財務報告準則第7號修訂本規定實體就具有可強制性執行之統一淨額結算協議或類似安排項下之金融工具而披露與抵銷權及相關安排之資料。

香港財務報告準則第7號修訂本於二零一三年一月一日或之後開始之年度期間及該等年度期間之中期期間生效。披露應就所有可比較期間具有可追溯效力。然而，香港會計準則第32號修訂本於二零一四年一月一日或之後開始之年度期間方才生效，且須追溯應用。管理層預期，上述修訂的應用不會對綜合財務報表所呈報的數額造成重大影響，但會導致綜合財務報表作出更全面的資料披露。

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

### New and revised HKFRSs in issue but not yet effective (Cont'd)

#### 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.

Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 “Financial Instruments: Recognition and Measurement” are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods. In addition, an entity may make an irrevocable election to present changes in fair value of equity investments in other comprehensive income, with only dividend income recognised in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1st January, 2015, with earlier application permitted. The application of HKFRS 9 might affect the measurement of the Group's financial assets. The management is still in the process of assessing the impact of the adoption of HKFRS 9.

截至二零一二年十二月三十一日止年度

## 2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

#### 香港財務報告準則第9號—金融工具

於二零零九年頒佈之香港財務報告準則第9號對金融資產之分類及計量引入新規定。於二零一零年經修訂之香港財務報告準則第9號包括有關金融負債之分類及計量及終止確認之規定。

根據香港財務報告準則第9號，所有屬香港會計準則第39號「金融工具：確認及計量」範疇內之已確認金融資產，其後均按攤銷成本或公平價值計量。尤其是，按商業模式持有而目的為收取合約現金流之債務投資，以及純粹為支付本金及未償還本金之利息而擁有合約現金流之債務投資，一般均於其後會計期間結算日按攤銷成本計量。所有其他債務投資及股本投資均於其後會計期間結算日按公平價值計量。此外，一個實體可作出不可撤銷地選擇在其他全面收益中呈列股權投資之公平價值變動，並只在損益賬中確認股息收入。

香港財務報告準則第9號於二零一五年一月一日或之後開始之年度期間生效，並允許提前應用。採用香港財務報告準則第9號可能會影響本集團金融資產之計量。管理層仍在評估採納香港財務報告準則第9號之影響。

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

### New and revised HKFRSs in issue but not yet effective (Cont'd)

*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 (2011) and HKAS 28 (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. HK(SIC) – Int 12 “Consolidation – Special Purpose Entities” will be withdrawn upon the effective date of HKFRS 10. Under HKFRS 10, there is only one basis for consolidation, that is control. In addition, 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.

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 are currently under HKAS 31 accounted for using the equity method of accounting.

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.

## 2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

*綜合賬目、合營安排、聯營公司及披露之新訂及經修訂準則*

於二零一一年六月，一套五項有關綜合賬目、合營安排、聯營公司及披露之準則獲頒佈，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)及香港會計準則第28號(二零一一年)。

該五項準則之主要規定概述如下。

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」內有關處理綜合財務報表之部分。香港(常務詮釋委員會)一詮釋第12號「綜合賬目—特殊目的實體」將於香港財務報告準則第10號生效當日撤銷。根據香港財務報告準則第10號，僅有一項綜合賬目基準，即控制權。此外，香港財務報告準則第10號載有控制權之新定義，包括三個部分：(a)具備掌控被投資方之權力，(b)通過參與被投資方所得浮動回報之風險或權利，及(c)具備能力對被投資方行使權力以影響投資者回報金額。香港財務報告準則第10號已增設詳細指引，以處理各種複雜之情況。

香港財務報告準則第11號取代香港會計準則第31號「於合營公司之權益」。香港財務報告準則第11號處理應如何分類由兩方或多方共同控制之合營安排。香港(常務詮釋委員會)一詮釋第13號「共同控制企業—合營方之非貨幣注資」將於香港財務報告準則第11號生效當日撤銷。根據香港財務報告準則第11號，基於各方於安排中之權利及責任，合營安排分為合營業務或合營公司。反之，根據香港會計準則第31號則有三類不同的合營安排：共同控制企業、共同控制資產及共同控制業務。此外，根據香港財務報告準則第11號之合營公司需採用會計權益法入賬，而目前根據香港會計準則第31號之共同控制企業乃以會計權益法入賬。

香港財務報告準則第12號為一項披露準則，適用於附屬公司、合營安排、聯營公司及／或未合併結構實體之權益。一般而言，香港財務報告準則第12號所載之披露規定較現行準則所規定者更為全面。

於二零一二年七月，亦已公佈香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號修訂本，就首次應用上述五項香港財務報告準則之若干過渡指引作出澄清。

for the year ended 31st December, 2012

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

### New and revised HKFRSs in issue but not yet effective (Cont'd)

*New and revised standards on consolidation, joint arrangements, associates and disclosures (Cont'd)*

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) issued in December 2012 define an investment entity and require a parent that is an investment entity to measure its investments in particular subsidiaries at fair value through profit or loss in accordance with HKFRS 9 instead of consolidating those subsidiaries in its consolidated and separate financial statements. In addition, the amendments introduce new disclosure requirements related to investment entities in HKFRS 12.

These five standards, together with the amendments relating to the transitional guidance, are effective for annual periods beginning on or after 1st January, 2013. The amendments relating to investment entities are effective for annual period beginning on or after 1st January, 2014. Earlier application is permitted provided that all of these five standards are applied early at the same time. The Directors anticipate that the application of these five standards does not have material effect on the consolidated financial statements of the Group for the current and prior accounting periods.

### 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 required in the current standards.

HKFRS 13 is effective for annual periods beginning on or after 1st January, 2013, with earlier application permitted. The management anticipates that the application of the new Standard does not have material impact to the amounts reported in the consolidated financial statements but results in more extensive disclosures in the consolidated financial statements.

截至二零一二年十二月三十一日止年度

## 2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

*綜合賬目、合營安排、聯營公司及披露之新訂及經修訂準則(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(二零一一年)修訂本於二零一二年十二月頒佈，界定投資實體，並規定作為投資實體的母公司須要根據香港財務報告準則第9號透過損益賬按公平價值計算其於特定附屬公司之投資，而非於其綜合及獨立財務報表綜合該等附屬公司。此外，修訂引入有關香港財務報告準則第12號投資實體的新披露規定。

此五項準則連同有關過渡指引之修訂將於二零一三年一月一日或其後開始之年度期間生效。有關投資實體的修訂於二零一四年一月一日或其後開始之年度期間生效，並允許提前採用，惟須同時應用此五項準則。董事預期應用此五項準則對本集團於本會計期間及過往會計期間的綜合財務報表並無重大影響。

*香港財務報告準則第13號 – 公平價值計量*  
香港財務報告準則第13號設立有關公平價值計量及公平價值計量之披露的單一指引。該準則界定公平價值、設立計量公平價值的框架以及有關公平價值計量的披露規定。香港財務報告準則第13號之範圍廣泛，其應用於其他香港財務報告準則規定或允許公平價值計量及有關公平價值計量披露之金融工具項目及非金融工具項目，惟特定情況除外。整體而言，香港財務報告準則第13號所載之披露規定較現行準則所規定者更為全面。

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度期間生效，並允許提早應用。管理層預期，新準則的應用不會對綜合財務報表所呈報的數額造成重大影響，但會導致綜合財務報表作出更全面的資料披露。

**3. SIGNIFICANT ACCOUNTING POLICIES****Basis of preparation**

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

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

**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 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 in line with those used by other members of the Group.

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

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

*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. Prior to 1st January, 2010, losses applicable to the non-controlling interests in excess of the non-controlling interests in the subsidiary's equity were allocated against the interests of the Group except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.

**3. 主要會計政策****編製基準**

綜合財務報表乃按歷史成本基準編製，惟下列會計政策所說明按公平價值計量的若干物業及金融工具除外。

綜合財務報表乃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。此外，綜合財務報表載列聯交所證券上市規則(「上市規則」)規定之相關披露內容。

**綜合基準**

綜合財務報表包括本公司及受本公司控制之公司(附屬公司)之財務報表。倘本公司有權支配一間公司之財務及經營政策而自其業務獲利，即控制該公司。

於年內所收購或出售的附屬公司，其收入及費用均自收購生效日期起及截至出售生效日期止(如適用)計入綜合收益賬。

如有需要，本集團會對附屬公司之財務報表作出調整，使其會計政策與本集團其他成員公司所採用者一致。

所有集團內交易、結餘、收入及開支均於綜合賬目時全數對銷。

附屬公司之非控股權益與本集團所佔權益分開呈列。

*向非控股權益分配全面收益總額*

一家附屬公司之全面收益及開支總額歸予本公司股東及非控股權益，即使此舉會令於非控股權益出現赤字結餘。於二零一零年一月一日之前，非控股權益所佔虧損超出非控股權益所佔附屬公司權益之差額在本集團之權益扣除，惟非控股權益有約定責任且可額外投資彌補虧損者除外。

for the year ended 31st December, 2012

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### Basis of consolidation (Cont'd)

##### *Changes in the Group's ownership interests in existing subsidiaries*

Changes in the Group's ownership interests in 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 recognised directly in equity and attributed to owners of the Company.

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 recognise a gain or loss in profit or loss attributable to the Group. Where assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised 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 HKFRS). 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.

截至二零一二年十二月三十一日止年度

### 3. 主要會計政策(續)

#### 綜合基準(續)

##### 本集團於現有附屬公司擁有權權益之變動

倘本集團於附屬公司之擁有權權益出現變動，但並無導致本集團失去對該等附屬公司之控制權，則入賬列作權益交易。本集團之權益與非控股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之變動。非控股權益之調整款額與已付或已收代價之公平價值兩者間之差額，均直接於權益確認並歸屬於本公司股東。

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分)之賬面值，及(iii)確認所收取代價之公平價值及任何保留權益之公平價值之總額，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平價值列賬，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平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平價值，或(如適用)於初步確認時之於聯營公司或共同控制企業之投資成本。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 主要會計政策(續)

#### Business combinations

*Business combinations that took place on or after 1st January, 2010*

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

#### 業務合併

於二零一零年一月一日或之後進行之業務合併

業務收購採用收購法列賬。業務合併中之轉讓代價按公平價值計量，而公平價值乃按於收購日本集團所轉讓之資產、本集團向被收購公司原股東產生之負債及本集團於交換被收購公司之控制權發行之股權之公平價值之總額計算。收購相關費用一般於產生時在損益賬確認。

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

所收購之可識別資產及所承擔之負債乃於收購日按收購當日之公平價值確認，惟以下情況除外：

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment transactions with share-based payment transactions of the Group are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

- 遞延稅項資產或負債及與僱員福利安排有關之負債或資產分別按香港會計準則第12號所得稅及香港會計準則第19號僱員福利確認及計量；
- 與被收購公司以股份付款之交易有關或以本集團以股份付款之交易取代被收購公司以股份付款之交易有關之負債或權益工具，於收購當日按香港財務報告準則第2號以股份支付之款項計量；及
- 按照香港財務報告準則第5號持作出售之非流動資產及已終止經營業務分類為持作出售之資產(或出售組別)按照該準則計量。

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 recognised immediately in profit or loss as a bargain purchase gain.

商譽按所轉讓之代價、任何非控股權益於被收購公司中所佔金額、及收購公司以往持有之被收購公司股權之公平價值(如有)之總和，減所收購可識別資產及所承擔負債於收購當日之價值後，所超出之差額計量。倘經過評估後，所收購可識別資產與所承擔負債於收購當日之淨額高於轉讓之代價、任何非控股權益於被收購公司中所佔金額以及收購公司以往持有之被收購公司股權之公平價值(如有)之總和，則差額即時於損益賬內確認為議價收購收益。

for the year ended 31st December, 2012

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### Business combinations (Cont'd)

*Business combinations that took place on or after 1st January, 2010 (Cont'd)*

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 recognised 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.

When 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 included 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 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 at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

截至二零一二年十二月三十一日止年度

### 3. 主要會計政策(續)

#### 業務合併(續)

於二零一零年一月一日或之後進行之業務合併(續)

屬現時擁有權益且持有人有權於清盤時按比例分佔公司淨資產之非控股權益，可初步按公平價值或非控股權益應佔被收購公司可識別淨資產之已確認金額比例計量。計量基準可按每項交易而選擇。其他種類之非控股權益乃按其公平價值或另一項準則規定之基準(如適用)計量。

倘本集團於業務合併中轉讓之代價包括因或然代價安排而引致之資產或負債，則有關或然代價會按收購當日之公平價值計量，並會包括於業務合併中轉讓之代價之一部分。倘合資格作出計量期調整之或然代價公平價值有變，則有關變動會作追溯調整，而商譽或議價收購收益亦會作出相應調整。計量期調整指因於「計量期間」(自收購日期起計不超過一年)內取得有關於收購當日已存在之事實及情況之額外資料而產生之調整。

其後是否將不合資格作出計量期調整之或然代價公平價值之變動入賬，則視乎或然代價之分類方式而定。被分類為權益之或然代價不會於往後之報告日期重新計量，而其後償付之款項則於權益內入賬。被分類為資產或負債之或然代價於往後之報告日期按照香港會計準則第39號或香港會計準則第37號撥備、或然負債及或然資產(視適用情況而定)重新計量，相應之收益或虧損則於損益賬內確認。

當業務合併以分階段完成，本集團以往所持被收購公司之股權會按收購當日(即本集團取得控制權當日)之公平價值重新計量，而所產生之損益(如有)則於損益賬內確認。就被收購公司權益在收購日期前於其他全面收益中所確認之數額，會重新分類至損益賬(若此處理方法適用於出售該權益)。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 主要會計政策(續)

#### Business combinations (Cont'd)

*Business combinations that took place on or after 1st January, 2010 (Cont'd)*

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

*Business combinations that took place prior to 1st January, 2010*

The acquisition of businesses is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the relevant conditions for recognition are generally recognised at their fair values at the acquisition date.

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

The interest of minority shareholders in the acquiree is initially measured at the minority's proportionate share of the recognised amounts of the assets, liabilities and contingent liabilities of the acquiree.

When a subsidiary is acquired through more than one exchange transaction, the cost of acquisition is the aggregate cost of the individual transactions, with the cost of each individual transaction determined at the date of each exchange transaction. Each transaction is treated separately to determine the goodwill on that transaction, using cost and fair value information at the date of each exchange transaction.

#### 業務合併(續)

*於二零一零年一月一日或之後進行之業務合併(續)*

倘業務合併未能於進行合併之報告期結束前完成初步入賬，則本集團會呈報未完成入賬之項目之臨時金額。該等臨時金額會於計量期(見上文)內，或確認額外資產或負債時調整，以反映所取得有關於收購當日已存在之事實及情況(如已知)，並會影響於確認當日之金額之新資料。

*於二零一零年一月一日之前進行之業務合併*

業務收購採用收購法列賬。收購成本為換取所收購公司控制權而所給予資產、所產生或所承擔之負債及本集團發行之權益工具於交易日期之公平總值，加上業務合併之直接應佔成本總和。所收購公司之可識別資產、負債及或然負債若符合相關確認條件，則一般按收購當日之公平價值確認。

收購產生之商譽確認為資產，按成本(即收購成本超出本集團佔所確認可識別資產、負債及或然負債確認金額權益之差額)初始入賬。當重新評估後，倘本集團佔所收購公司可識別資產、負債及或然負債確認金額權益高於收購成本，則差額即時於損益賬內確認。

所收購公司之少數股東權益初步按少數股東權益佔所收購公司之資產、負債及或然負債之已確認金額之比例計量。

如透過多項交換交易收購附屬公司，則收購成本為各項交易成本總和，而各項交易之成本於交易當日釐定。每項交易單獨處理，以交易當日之成本及公平價值資料計算有關交易產生之商譽。

for the year ended 31st December, 2012

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### Investments in subsidiaries

Investments in subsidiaries are included in the Company's statement of financial position at cost plus deemed capital contribution less impairment. The results of subsidiaries are accounted for by the Company on the basis of dividend received or receivable.

#### Interests in associates

An associate is an entity over which the Group 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 recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. Where necessary, adjustments are made to bring the accounting policies of associates in conformity with the Group. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is not tested for impairment separately. Instead, the entire carrying amount of the investment is tested for impairment as a single asset. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment in the associate. Any reversal of impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

Where the Group's interest in an associate increases, whether directly or indirectly, the impact of the change should be accounted for as an incremental purchase of the associate and recognised at cost.

When the Group transacts with an associate of the Group, unrealised profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

截至二零一二年十二月三十一日止年度

### 3. 主要會計政策(續)

#### 於附屬公司之投資

於附屬公司之投資乃按成本及視為資本出資扣除減值列入本公司財務狀況表。附屬公司之業績乃由本公司按已收或應收股息列賬。

#### 於聯營公司之權益

聯營公司指本集團可對其發揮重大影響之公司，而該公司既非附屬公司，亦非於合營公司之權益。重大影響力指有權參與被投資公司財務及營運決策，但並非控制或共同控制該等政策之權力。

聯營公司之業績、資產及負債乃以會計權益法合併入綜合財務報表。根據權益法，於聯營公司之投資初步按成本於綜合財務狀況表確認，其後就確認本集團應佔該聯營公司之損益及其他全面收入作出調整。如有需要，可調整聯營公司之會計政策，使之與本集團一致。倘本集團應佔聯營公司虧損等於或超出本集團於該聯營公司之權益(包括實際構成本集團於該聯營公司之淨投資之任何長期權益)，則本集團即終止確認其應佔虧損，惟額外撥備應獲確認倘本集團產生法律或推定責任或須代表聯營公司付款。

收購成本超出本集團應佔收購當日在聯營公司之已確認可識別資產、負債及或然負債中所佔公平淨值之任何差額均確認為商譽。商譽乃計入投資之賬面值，並無作獨立減值測試。反之，投資之整項賬面值會作為一項獨立資產作減值測試。任何已確認之減值虧損並不撥入任何組成聯營公司投資之賬面值一部分之資產(包括商譽)。任何減值虧損之撥回於投資可收回金額其後增加時確認。

倘本集團於聯營公司之權益增加(不論為直接或間接)，有關變動之影響應入賬為聯營公司增額收購，並按成本確認。

倘本集團與本集團之聯營公司交易，未變現盈虧以本集團於有關聯營公司之權益為限而撇銷。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 主要會計政策(續)

#### Interests in jointly controlled entities

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity that is subject to joint control, that is when the strategic financial and operating policy decisions relating to the activities require the unanimous consent of the parties sharing control.

#### 於共同控制企業之權益

合營公司乃一項合約性安排，根據安排，本集團與其他各方共同經營一項各方共同控制之商業活動，而有關該業務之策略性財務及經營政策決策需要共同控制之各方一致同意。

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities. The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statement using the equity method of accounting. Under the equity method, investments in jointly controlled entities are carried in the consolidated statement of financial position at cost as adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the jointly controlled entities. Where necessary, adjustments are made to bring the accounting policies of jointly controlled entities in conformity with the Group. When the Group's share of losses of a jointly controlled entity equal or exceeds its interest in that jointly controlled entity (which includes any long-term interests that, in substance, form part of the Group's net investment in the jointly controlled entity), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

涉及另外建立合營方共同控制某一企業之經濟活動的單獨實體之合營公司安排乃列為共同控制企業。共同控制企業之業績、資產及負債以會計權益法合併入綜合財務報表。根據權益法，於共同控制企業之投資按成本於綜合財務狀況表初步確認，其後就確認本集團應佔共同控制企業之損益及其他全面收益作出調整。如有需要，可調整共同控制企業之會計政策，使之與本集團一致。倘本集團應佔共同控制企業虧損等於或超出本集團於該共同控制企業之權益(包括實際構成本集團於該共同控制企業之淨投資之任何長期權益)，則本集團即終止確認其應佔虧損，惟倘本集團產生法律或推定責任或須代表共同控制企業付款，則撥備額外應佔虧損及確認負債。

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 the jointly controlled entity recognised at the date of acquisition is recognised as goodwill. Goodwill is included within the carrying amount of the investment and is not tested for impairment separately. Instead, the entire carrying amount of the investment is tested for impairment as a single asset. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment in the jointly controlled entity. Any reversal of impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

收購成本超出本集團應佔收購當日在共同控制企業之已確認可識別資產、負債及或然負債中所佔公平淨值之任何差額均確認為商譽。商譽乃計入投資之賬面值，並無作獨立減值測試。反之，投資之整項賬面值會作為一項獨立資產作減值測試。任何已確認之減值虧損並不撥入任何組成共同控制企業公司投資之賬面值一部分之資產(包括商譽)，任何減值虧損之撥回於投資可收回金額其後增加時確認。

When the Group transacts with a jointly controlled entity of the Group, unrealised profits and losses are eliminated to the extent of the Group's interest in the jointly controlled entity.

倘本集團與本集團之共同控制企業交易，則未變現盈虧以本集團於該共同控制企業之權益為限撇銷。

for the year ended 31st December, 2012

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### Goodwill

Goodwill arising on an acquisition of a subsidiary, an associate or a jointly controlled entity for which the agreement date is on or after 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary, associate or jointly controlled entity at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a subsidiary is presented separately in the consolidated statement of financial position. Capitalised goodwill arising on an acquisition of an associate or a jointly controlled entity is included in the cost of the investment of the relevant associate or jointly controlled entity.

On subsequent disposal of the relevant subsidiary, associate and jointly controlled entity, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

#### Revenue recognition

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

Income from properties developed for sale is recognised when the significant risks and rewards of ownership of the properties are transferred to buyers, which is when the construction of relevant properties has been completed and the properties have been delivered to the purchasers and collectibility of related receivables is reasonably assured. Profit or loss arising from the outright sale of an entire development property prior to completion is recognised when a binding sales contract becomes unconditional and the risks and rewards of the ownership have been transferred to the buyer. Deposits received from sales of properties are carried in the consolidated statement of financial position under current liabilities.

Rental income from properties under operating leases, including rentals invoiced in advance, is recognised on a straight-line basis over the terms of the relevant leases.

Income from the provision of services, including elderly care services, is recognised upon the provision of the relevant services or on a time apportionment basis over the terms of the service contracts.

截至二零一二年十二月三十一日止年度

### 3. 主要會計政策(續)

#### 商譽

收購一間附屬公司、聯營公司或共同控制企業(協議日期為於二零零五年一月一日或之後)產生之商譽,指收購成本超逾本集團於收購當日應佔相關附屬公司、聯營公司或共同控制企業之可識別資產、負債及或然負債之公平價值之權益之差額。該等商譽乃按成本減任何累計減值虧損列賬。

收購附屬公司產生之資本化商譽於綜合財務狀況表內分開列賬。收購聯營公司或共同控制企業產生之資本化商譽列入有關聯營公司或共同控制企業之投資成本。

其後出售有關附屬公司、聯營公司及共同控制企業,資本化商譽之應佔金額乃計入釐定出售之損益金額。

#### 收入確認

收入按日常業務中已收及應收代價之公平價值計算,指已售貨品及已提供服務之應收款項,扣除折扣及相關銷售稅項。

出售發展物業的收入於物業擁有權的重大風險及回報均轉讓予買方時確認,指當相關物業的建築工程已完成而物業已交付予買方,並可合理確定收取有關應收款項的可能性時。在建築竣工前將整個發展物業出售所得的溢利或虧損於一份具約束力的銷售合同成為無條件及擁有權的風險及回報已轉讓予買方時確認。已收取的預售樓宇訂金則列入綜合財務狀況表的流動負債內。

經營租約之物業租金收入(包括提前開出發票之租金)乃以直線基準於相關租賃期內確認。

提供服務(包括護老服務)之收入於提供相關服務時或於該等服務合約期內按已服務時間之比例確認。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 主要會計政策(續)

#### Revenue recognition (Cont'd)

Income from the sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold.

Revenue from hotel operations is recognised when services are provided.

Interest income from a financial asset is recognised on a time apportionment basis, taking into account the principal amounts outstanding and the effective interest rate applicable, which is the rate that discounts the estimated future cash flows through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the owner's right to receive payment has been established.

Brokerage commission income is recognised as income on trade date basis.

Underwriting commission, sub-underwriting income, placing commission and sub-placing commission are recognised as income in accordance with the terms and conditions of the relevant agreement or deal mandate when the relevant significant act has been completed.

Fees for management and advisory services for funds are recognised when the related services are rendered.

Realised profits or losses from financial assets at fair value through profit or loss are recognised on a trade date basis whilst the unrealised profits or losses are recognised from valuation at the end of the reporting period.

#### Leasing

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

#### *The Group as lessor*

Rental income from operating leases is recognised in the profit or loss on a straight-line basis over the term of the relevant lease.

#### 收入確認(續)

銷售貨品之收入於擁有權之重大風險及回報均轉讓予買家時，且本集團已不能就其擁有權作出相關行政參與及對售出貨品亦無有效控制權時確認。

酒店業務收入於提供服務時確認。

金融資產之利息收入乃按時間攤分法，並參照尚未償還本金額及所適用之實際利率確認，而實際利率為於金融資產之預期可用年期將估計日後現金流量折現至該資產初始確認時之賬面淨值之實際比率。

來自投資之股息收入於擁有人收取付款之權利建立時確認。

經紀佣金收入乃按交易日期基準確認為收入。

包銷佣金、分包銷收益、配售佣金及分配售佣金於有關重大活動完成時，根據相關協議或交易授權之條款及條件確認為收入。

基金之管理及顧問服務費於提供有關服務時確認。

來自透過損益賬按公平價值處理之金融資產已變現溢利或虧損，以交易日期基準確認，而未變現溢利或虧損則於報告期末按估值確認。

#### 租約

倘租賃之條款將擁有權之絕大部分風險及回報轉予承租人時，租約歸類為融資租約。所有其他租約歸類為經營租約。

#### *本集團作為出租人*

經營租約之租金收入以直線法於相關租期內於損益賬內確認。

for the year ended 31st December, 2012

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### Leasing (Cont'd)

##### *The Group as lessee*

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

#### Leasehold land and buildings

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. 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 land lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

#### Foreign currencies

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Hong Kong dollars, which is the functional currency of the Company, and the presentation currency for the consolidated financial statements.

截至二零一二年十二月三十一日止年度

### 3. 主要會計政策(續)

#### 租約(續)

##### 本集團作為承租人

經營租約付款乃在相關租期內以直線法確認為費用。因訂立一項經營租約作為獎勵之已收及應收福利乃以直線法於租期確認為租金開支減少。

#### 租賃土地及樓宇

倘租賃包括土地及樓宇元素時，本集團則會根據各項元素的擁有權所附帶之絕大部分風險及回報是否已轉讓予本集團，分別評估各元素應分類為融資或經營租約。特別是於租約開始時，最低租約付款(包括任何一次性預付款項)按租約內土地元素及樓宇元素之租賃權益之相對公平價值，按比例分配到土地及樓宇元素。

倘能可靠地劃分租約付款時，列賬為經營租約的租賃土地權益於綜合財務狀況表呈列為「預繳地價」，並按直線法於租賃期內攤銷。倘租約付款未能於土地及樓宇元素作可靠分配，則於該情況下整份租約一般分類為融資租約及列賬為物業、廠房及設備。

#### 外幣

各個集團公司之個別財務報表乃以有關公司營運所在主要經濟環境之貨幣(其功能貨幣)呈列。就綜合財務報表而言，各公司之業績及財務狀況以本公司之功能貨幣港元呈列，而港元亦為綜合財務報表之呈列貨幣。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 主要會計政策(續)

#### Foreign currencies (Cont'd)

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

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

Goodwill and fair value adjustments on identifiable asset acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the translation reserve.

#### 外幣(續)

在編製各個別集團公司之財務報表時，以公司功能貨幣以外之貨幣(外幣)進行的交易按交易當日之匯率以各自之功能貨幣(即公司營運所在主要經濟環境之貨幣)記錄。於報告期末，以外幣計值之貨幣項目按該日適用之匯率重新換算。以外幣計值按公平價值列賬之非貨幣項目按釐定公平價值之日期之匯率重新換算。以外幣之歷史成本計值之非貨幣項目不會重新換算。

因結算貨幣項目及換算貨幣項目產生之匯兌差額於產生期間之損益賬確認。重新換算以公平價值列賬之非貨幣性項目產生之匯兌差額計入該期間之損益賬內，惟重新換算非貨幣性項目產生之匯兌差額，其盈虧直接於其他全面收益確認，在此情況下，匯兌差額亦直接於其他全面收益中確認。

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃按報告期末之適用匯率換算至本集團之呈列貨幣(即港元)，而收入及支出項目乃按該年之平均匯率進行換算，除非匯率於該期間出現大幅波動則作別論，於此情況下，則採用於交易當日之匯率換算。所產生之匯兌差額(如有)乃於其他全面收益確認，並於權益累計(匯兌儲備)。

因收購海外業務產生之商譽及所收購可識別資產之公平價值調整，乃視作海外業務之資產及負債處理及按報告期末之現行匯率重新換算。所產生之匯兌差額於匯兌儲備內確認。

for the year ended 31st December, 2012

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 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 capitalisation.

All other borrowing costs are recognised on a time apportionment basis, taking into account the principal and the effective interest rates. They are charged to the profit or loss in the period in which they are incurred.

#### Employee benefits

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

The contributions payable to the Group's retirement benefit schemes and the mandatory provident fund scheme are charged to the consolidated income statement as an expense when employees have rendered service entitling them to the contribution.

The Group recognises a liability and an expense for bonuses and profit-sharing, where appropriate, based on approved formulas that take into consideration the profit attributable to the Group after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

For shares of SHK ("Awarded Shares") granted under the employee ownership scheme of SHK, the fair value of the employee services received is determined by reference to the fair value of Awarded Shares granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (employee share-based compensation reserve). At the end of each reporting period, the Group revises its estimates of the number of Awarded Shares that are expected to ultimately vest. The impact of the revision of the estimates, if any, is recognised in the consolidated income statement, with a corresponding adjustment to the employee share-based compensation reserve.

截至二零一二年十二月三十一日止年度

### 3. 主要會計政策(續)

#### 借貸成本

與收購、建造或生產合資格資產(即需用較長期間才可作擬定用途或銷售的資產)直接有關的借貸成本加入至該等資產之成本,直至該等資產絕大部分已達致可作擬定用途或銷售為止。擬投資於未完成資產之特定借貸在用於特定投資前所作暫時投資賺取之投資收入,從合資格資本化之借貸成本中扣除。

其他所有借貸成本乃經計及本金與實際利率後,以時間攤分法確認,並於產生之期間在損益賬扣除。

#### 僱員福利

僱員應享年假之權益於僱員應享有時確認。就因僱員提供服務而計至報告期末之年假之估計負債作出撥備。

應付予本集團之退休福利計劃及強制性公積金計劃供款於僱員提供使其有權獲得供款之服務時作為開支在綜合收益賬內扣除。

本集團按照認可計算方法就花紅及分攤溢利確認負債及開支(如適用),該計算方法已考慮本集團應佔溢利並作出若干調整。於出現合約責任或過往慣例引致推定責任時,本集團即確認撥備。

根據新鴻基僱員股份擁有計劃授出的新鴻基股份(「獎授股份」),所獲取僱員服務的公平價值參考於授出日期所授出獎授股份的公平價值釐定,並採用直線法於歸屬期內支銷,及於權益(以股份支付之僱員酬金儲備)增加相應數額。於每個報告期末,本集團調整對預期最終歸屬獎授股份數目的估計,調整估計所產生的影響(如有)在綜合收益賬確認,及對以股份支付之僱員酬金儲備作出相應調整。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 主要會計政策(續)

#### Taxation

Taxation represents the sum of the tax currently payable and deferred tax.

#### 稅項

稅項指現時應付稅項及遞延稅項之總和。

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before taxation" 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.

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合收益賬中所報「除稅前溢利」不同，因為其不包括在其他年度應課稅之收入或可扣稅之開支，亦不包括非課稅或扣稅之項目。本集團之即期稅項負債乃按報告期末已頒佈或實際頒佈之稅率計算。

Deferred tax is recognised 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 recognised for all taxable temporary differences. Deferred tax assets are generally recognised 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 utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

遞延稅項乃以綜合財務報表資產及負債賬面值與計算應課稅溢利所用相應稅基間之臨時差額確認。遞延稅項負債一般會就所有應課稅臨時差額確認。遞延稅項資產則一般於有可能以可扣稅臨時差額抵銷之應課稅溢利之情況下，就該可抵銷部分之所有可扣稅臨時差額予以確認。若於一項交易中，因商譽或初始確認(不包括業務合併)其他資產及負債而引致既不影響應課稅溢利亦不影響會計溢利之臨時差額，則不會確認該等資產及負債。

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in associates and jointly controlled entities, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

遞延稅項負債乃按於附屬公司之投資及聯營公司及共同控制企業之權益產生之應課稅臨時差額而確認，惟若本集團有能力控制臨時差額之撥回及臨時差額不會於可預見之未來撥回之情況除外。與有關投資及權益相關之可扣稅臨時差額產生之遞延稅項資產，僅在可能有足夠應課稅溢利以動用臨時差額利益及預期於可見將來撥回時確認。

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.

遞延稅項資產之賬面值於報告期末作檢討，並在不再有可能會有足夠應課稅溢利收回全部或部分資產價值時作調減。

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 realised, based on tax rates (and tax law) 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 amounts of its assets and liabilities.

遞延稅項資產及負債乃按預期於償還負債或變現資產之期間按報告期末已頒佈或實際頒佈之稅率(及稅法)計算。遞延稅項負債及資產之計算結果反映本集團於報告期末預期就收回或償付資產及負債賬面值可能引致之稅務後果。

for the year ended 31st December, 2012

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### Taxation (Cont'd)

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 for 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 are recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

#### Investment properties

Investment property, which is property held to earn rentals and/or for capital appreciation, is stated at its fair value at the end of the reporting period. Gains or losses arising from changes in the fair value of investment property are credited or charged to the consolidated income statement in the year in which they arise.

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

Transfers to, or from, investment property are made in the following circumstances:

- commencement of owner-occupation, for a transfer from investment property to owner-occupied property;
- end of owner-occupation, for a transfer from owner-occupied property to investment property; and
- commencement of an operating lease to another party, for a transfer from inventories to investment properties.

截至二零一二年十二月三十一日止年度

### 3. 主要會計政策(續)

#### 稅項(續)

為使用公平價值模式計量之投資物業計算遞延稅項負債或遞延稅項資產時，該等物業之賬面值乃推斷為完全透過銷售收回，除非有關推斷被駁回。倘投資物業為可折舊且其商業模式之目標為隨時間消耗大部分含於該等投資物業經濟利益，而非透過銷售獲利，有關推斷會被駁回。倘有關推斷被駁回，該投資物業之遞延稅項負債及遞延稅項資產，會按上述香港會計準則第12號所載之一般原則(即根據物業將會被如何收回之預期方式)計量。

即期及遞延稅項於損益賬中確認，惟與其他全面收益或直接於權益確認之項目相關者除外，於該情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。

#### 投資物業

投資物業為持作用以賺取租金及／或資本增值之物業，按其於報告期末之公平價值列賬。因投資物業公平價值變動產生之盈虧計入產生年度之綜合收益賬內或從綜合收益賬扣減。

投資物業於出售時或當投資物業被永久撤銷使用時或出售該資產預期不會產生任何日後經濟利益時終止確認。資產終止確認時產生之任何收益或虧損按該資產之出售所得款項淨額與資產賬面值間之差額計算，並於該項目終止確認之期間計入綜合收益賬。

投資物業在下列情況下轉入或轉出：

- 對於投資物業轉入業主佔用物業，為業主佔用開始時；
- 對於業主佔用物業轉入投資物業，為業主佔用結束時；及
- 對於存貨轉入投資物業，為與另外一方之經營租約開始時。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 主要會計政策(續)

#### Investment properties (Cont'd)

For a transfer from investment property carried at fair value to owner-occupied property or inventories, the property's deemed cost for subsequent accounting shall be its fair value at the date of change in use.

For a transfer from owner-occupied property to investment property, the entity shall treat any difference at that date between the carrying amount of the property and its fair value in the same way as a revaluation surplus. The excess of the fair value of the property at the date of transfer over the carrying amount of the property is credited to other comprehensive income and accumulated in revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case the increase is credited to the consolidated income statement to the extent of the decrease previously charged to consolidated income statement. The excess of the carrying amount of the property at the date of transfer over the fair value of the property is recognised in consolidated income statement to the extent it exceeds the balance, if any, on the revaluation reserve relating to a previously revaluation of the same asset. On subsequent disposal of the investment property, the revaluation surplus included in equity may be transferred to accumulated profits. The transfer from revaluation surplus to accumulated profits is not made through profit or loss.

For a transfer from inventories to investment property that will be carried at fair value, any difference between the fair value of the property at that date and its previous carrying amount shall be recognised in profit or loss.

#### Property, plant and equipment

Property, plant and equipment including land and buildings held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method, at the following rates per annum:

Hotel property	shorter of the estimated useful life and the remaining lease term of land
Leasehold land and buildings	shorter of the estimated useful life and the remaining lease term of land
Leasehold improvements	20%
Furniture, fixtures and equipment	10% to 50%
Motor vehicles and vessels	16 <sup>2</sup> / <sub>3</sub> % to 20%

#### 投資物業(續)

對於按公平價值計值之投資物業轉入業主佔用物業或存貨，對物業進行其後會計處理之視作成本乃使用之變動日期之公平價值。

對於業主佔用物業轉入投資物業，有關項目應以與計算重估盈餘相同的方法計算該物業於轉撥當日之賬面值與其公平價值之差額。該物業於轉撥當日之公平價值超出其賬面值之差額會計入其他全面收益，並於重估儲備累計，惟倘先前確認為開支的同一資產將重估減值逆轉為增值，則有關增幅會計入綜合收益賬，惟以先前於綜合收益賬扣除的減幅為限。該物業於轉撥當日之賬面值超出其公平價值之金額會於綜合收益賬中確認，惟確認金額需扣除有關先前就同一資產重估的重估儲備結餘(如有)。隨後於出售投資物業時，列入權益之重估盈餘可以轉入累計溢利。重估盈餘並不透過損益賬轉入累計溢利。

對於存貨轉入按公平價值列賬之投資物業，該日期物業公平價值與其之前賬面值的任何差額將於損益賬中確認。

#### 物業、廠房及設備

物業、廠房及設備(包括持作用於生產或供應貨品及服務或作行政用途的土地及樓宇)乃按成本減之後累計折舊及累計減值虧損列賬。

物業、廠房及設備項目之折舊經計及估計剩餘價值後按其估計可使用年期以直線法按下列年率確認，以撇銷其成本：

酒店物業	於估計可使用年期或土地租約之剩餘期限中之較短者
租賃土地及樓宇	於估計可使用年期或土地租約之剩餘期限中之較短者
租賃樓宇裝修	20%
傢具、裝置及設備	10%至50%
汽車及汽船	16 <sup>2</sup> / <sub>3</sub> %至20%

for the year ended 31st December, 2012

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

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

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

When the nature of the lessee's property interest changes from investment property to property, plant and equipment, the lessee shall continue to account for the lease as a finance lease.

#### Prepaid land lease payments

The up-front prepayments made for the leasehold land and land use rights that are classified as operating leases are amortised in the consolidated income statement on a straight-line basis over the period of the lease or when there is impairment, the impairment is expensed in the consolidated income statement.

#### Intangible assets

On initial recognition, intangible assets acquired separately and from business combinations are recognised at cost and at fair value respectively.

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

#### *Intangible assets acquired in a business combination*

Intangible assets acquired in a business combination are identified and recognised 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 finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite lives are carried at cost less any accumulated impairment losses and are tested for impairment annually by comparing their recoverable amount with their carrying amount.

截至二零一二年十二月三十一日止年度

### 3. 主要會計政策(續)

#### 物業、廠房及設備(續)

物業、廠房及設備項目於出售或預計持續使用該資產無經濟利益產生時終止確認。終止確認該資產所產生的盈虧(以項目出售所得款項淨額及賬面值之差額計算)於項目終止確認期間計入損益。

當承租人之物業權益性質由投資物業轉變為物業、廠房及設備時，承租人將繼續將租約列為融資租約。

#### 預繳地價

分類為經營租約之租賃土地及土地使用權之前期預付款按直線法於租約期間在綜合收益賬內攤銷，如有任何減值，則會在綜合收益賬扣除。

#### 無形資產

於初始確認時，獨立收購及來自業務合併之無形資產分別按成本及公平價值確認。

終止確認無形資產之損益以出售所得款項淨額與資產之賬面值的差額計量，並在終止確認資產時在損益賬中確認。

#### *於業務合併中收購的無形資產*

於業務合併中收購的無形資產若符合無形資產定義及其公平價值能可靠計量之情況下乃與商譽分開識別及確認。該等無形資產之成本為其於收購日期的公平價值。

初始確認後，有固定使用年期的無形資產按成本減累計攤銷及任何累計減值虧損列賬。有固定使用年期的無形資產攤銷乃於預計可使用年期內按直線法撥備。相反，無固定使用年期的無形資產按成本減任何累計減值虧損列賬，並每年對可收回金額與賬面值進行比較以測試減值。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 主要會計政策(續)

#### Intangible assets (Cont'd)

*Intangible assets acquired separately*

Exchange participation rights and club memberships

They comprise:

- the eligibility right to trade through the Stock Exchange, Hong Kong Futures Exchange Limited and other exchanges; and
- the eligibility right to use the facilities of various clubs.

The exchange participation rights are considered by the management of the Group as having an indefinite useful life because they are expected to contribute to net cash flows indefinitely. The management also considers that the club membership does not have a finite useful life. They are both carried at cost less any impairment losses and are tested for impairment annually by comparing their recoverable amount with their carrying amounts. Useful lives are also examined on an annual basis and adjustments where applicable are made on a prospective basis.

#### Computer software

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring into use the specific software. These costs are amortised using the straight-line method.

Costs associated with developing or maintaining computer software are recognised as an expense as incurred. Costs that are directly associated with the production of identifiable and unique software controlled by the Group, and that will probably generate economic benefits exceeding costs beyond one year, are recognised as intangible assets. Direct costs include software development employee costs and an appropriate portion of relevant overheads.

Computer software development costs recognised as assets are amortised from the dates when the software becomes available for use using the straight-line method.

#### 無形資產(續)

*獨立收購無形資產*

交易所參與權及會所會籍

包括：

- 透過聯交所、香港期貨交易所有限公司及其他交易所交易之權利資格；及
- 使用不同會所設施之權利資格。

本集團管理層認為交易所參與權乃為無固定使用年期，因為預計該等權利將無限期帶來淨現金流。管理層亦認為，會所會籍並不具有固定使用年期。該等會籍按成本減任何減值虧損列賬，並每年進行減值測試，透過將其賬面值與其可收回金額進行比較。可使用年期亦會每年審閱及按預期基準作出調整(如適用)。

#### 電腦軟件

購入之電腦軟件許可權按購入軟件及使其投入使用所涉及之成本進行資本化。該等成本以直線法攤銷。

開發或保養電腦軟件之成本於產生開支時確認。對於可認定為本集團所控制，且有可能帶來高於成本之經濟利益超過一年之獨特軟件，將直接與其製造有關之成本入賬列為無形資產。直接成本包括軟件開發僱員費用及適當之部分相關費用。

電腦軟件開發成本確認為資產，並由軟件可供使用之日起以直線法攤銷。

for the year ended 31st December, 2012

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### Impairment of tangible and intangible assets excluding financial assets

For the purposes of impairment testing, goodwill arising from an acquisition 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 financial year. When 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 recognised directly in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

Intangible assets (other than goodwill) that have indefinite useful lives are not subject to amortisation, and are tested at least annually for impairment and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Tangible and intangible assets that are subject to depreciation and amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. An impairment loss is recognised immediately as an expense. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows (cash-generating units) if an impairment test cannot be performed for an individual asset.

截至二零一二年十二月三十一日止年度

### 3. 主要會計政策(續)

#### 有形及無形資產(不包括金融資產)減值

就減值測試而言，因收購而產生之商譽會分配至預期可從收購之協同效益中獲益之各相關現金產生單位或各組現金產生單位。獲分配商譽之現金產生單位會每年及於有跡象可能減值時作減值測試。就一個財務年度內因收購而產生之商譽，獲分配商譽之現金產生單位會於該財務年度末前作減值測試。當現金產生單位之可收回金額低於單位賬面值時，減值虧損會首先分配至該單位以減低該單位獲分配商譽之賬面值，然後再根據該單位內各項資產之賬面值按比例分配至該單位之其他資產。任何商譽之減值虧損會直接在綜合收益賬內確認。商譽之減值虧損不會在往後期間撥回。

無固定使用年期之無形資產(商譽除外)毋須攤銷，但須每年進行減值測試，且在事件或情況轉變顯示賬面值可能無法收回時，進行減值評估。須予以折舊及攤銷之有形及無形資產在事件或情況轉變顯示賬面值可能無法收回時，進行減值評估。倘資產賬面值高於可收回金額，其高於之金額則確認為減值虧損。可收回金額為資產公平價值減出售成本與使用價值兩者間之較高者。減值虧損即時確認為開支。倘一項減值虧損其後獲撥回，則有關資產之賬面值增至其重新估計之可收回金額，惟經增加之賬面值不得超逾有關資產在過往年度如無確認任何減值虧損所應釐定之賬面值。減值虧損撥回即時於損益賬內確認。

就評估減值而言，倘若無法對個別資產檢查有否資產減值，則於存在可分開識別現金流(產生現金單位)之最低水平上將資產集合。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 主要會計政策(續)

#### Financial instruments

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

#### Financial assets

The Group's financial assets are classified into one of the four categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables, held-to-maturity investments and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

#### Effective interest method

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

#### 金融工具

當集團公司成為文據之合約條文之訂約方時，則於財務狀況表確認金融資產及金融負債。金融資產及金融負債初始按公平價值計算。因收購或發行金融資產或金融負債(透過損益賬按公平價值處理之金融資產或金融負債除外)而直接應佔之交易成本，於初始確認時按適用情況加入或扣自該項金融資產或金融負債之公平價值。因收購透過損益賬按公平價值處理之金融資產或金融負債而直接應佔之交易成本即時於損益賬確認。

#### 金融資產

本集團金融資產歸類為四個類別之一，即透過損益賬按公平價值處理(「透過損益賬按公平價值處理」)之金融資產、貸款及應收款項、持有至到期之投資及可供出售金融資產。分類視乎金融資產之性質及用途而定，並於首次確認時釐定。所有透過正常方式買賣金融資產按交易日期基準確認及終止確認。按正常方式買賣為按照市場規則或慣例所制定之時限內須交付資產之金融資產買賣。

#### 實際利息法

實際利息法為計算金融資產的攤銷成本以及於有關期間分配利息收入的方法。實際利率為於金融資產的預計可使用年期或(如適用)較短期間內可準確折現估計未來現金收入(包括所支付或收取能構成整體實際利率的所有費用、交易成本及其他溢價或折讓)至初始確認賬面淨值的利率。債務工具按實際利率基準確認利息收入。

for the year ended 31st December, 2012

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### Financial instruments (Cont'd)

##### Financial assets (Cont'd)

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

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

A financial asset is classified as held for trading if:

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

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- 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
- 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 FVTPL.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise.

##### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, amounts due from associates, amounts due from jointly controlled entities, short-term pledged bank deposits, bank deposits, bank balances and loans and advances to consumer finance customers) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

截至二零一二年十二月三十一日止年度

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

透過損益賬按公平價值處理之金融資產  
透過損益賬按公平價值處理之金融資產分兩個類別，包括持作交易用途之金融資產及於初始確認時指定為透過損益賬按公平價值處理之金融資產。

倘發生下列情況，則將金融資產歸類為持作交易：

- 所收購的該金融資產主要用於在不久將來出售；或
- 該金融資產是作為本集團整合管理的已識別金融工具組合的一部分，且近期實現短線套利模式；或
- 該金融資產為衍生工具，但非指定為有效對沖工具。

倘發生下列情況，則持作交易用途之金融資產除外之金融資產可於初始確認時指定為透過損益賬按公平價值處理之金融資產：

- 該指定取消或大幅減少可能另外產生之計量或確認不一致；或
- 金融資產構成金融資產或金融負債或兩者之組別之一部分，並根據本集團之已定風險管理或投資策略按公平價值基準管理及評估其業績，該組別之資料按該基準內部提供；或
- 其構成包括一個或以上嵌入式衍生工具之合約之一部分，香港會計準則第39號允許全部合併合約(資產或負債)指定為透過損益賬按公平價值處理。

透過損益賬按公平價值處理之金融資產按公平價值計量，而由重新計量產生之公平價值變動於變動產生期間透過損益賬直接確認。

##### 貸款及應收款項

貸款及應收款項為並非於活躍市場報價而具有固定或可釐定付款之非衍生金融資產。於初始確認後，貸款及應收款項(包括貿易及其他應收款項、聯營公司欠款、共同控制企業欠款、短期銀行抵押存款、銀行存款、銀行結餘及私人財務客戶貸款及墊款)乃利用實際利息法按攤銷成本扣除任何已確定減值虧損列賬(見下文金融資產減值虧損之會計政策)。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 主要會計政策(續)

#### Financial instruments (Cont'd)

##### Financial assets (Cont'd)

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

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

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 profit or loss. Other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at the end of the reporting period (see accounting policy on impairment loss on financial assets below).

##### Impairment of financial assets

The Group assesses at the end of the reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the securities below their cost is considered in determining whether the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss (measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the consolidated income statement) is removed from equity and recognised in the consolidated income statement. Impairment losses recognised in the consolidated income statement on equity investments are not reversed through the consolidated income statement.

Each receivable that is individually significant is reviewed for indication of impairment at the end of each reporting period. Loans and receivables that are individually not significant and are assessed not to be impaired individually are reviewed at the end of each reporting period on a collective portfolio basis.

#### 金融工具(續)

##### 金融資產(續)

##### 可供出售金融資產

可供出售金融資產為指定為或非歸類為透過損益賬按公平價值處理之金融資產、貸款及應收款項或持有至到期之投資之非衍生工具。

於各報告期末，本集團持有分類為可供出售及於市場上交易活躍之股本及債務證券，乃按公平價值計量。有關可供出售貨幣金融資產因以實際利息法計算利息收入引致之賬面值變動及可供出售股本投資的股息均於損益確認。可供出售金融資產賬面值的其他變動於其他全面收益確認，並於投資重估儲備中累計。當投資被出售或釐定為減值，先前於投資重估儲備確認之累積盈虧重新分至損益賬(見下文金融資產減值虧損之會計政策)。

對沒有活躍市場所報之市價及公平價值不能可靠計量之可供出售股權投資及與該等權益工具關連且必須透過交付該類無報價權益工具作結算之衍生工具，於報告期末，按成本減已確定減值虧損計量(見下文金融資產減值虧損之會計政策)。

##### 金融資產減值

本集團於報告期末評估是否有任何客觀證據證明一項或一組金融資產有減值。對於歸類於可供出售的證券權益，公平價值之重大或長期下降至低於成本被視為證券減值之客觀證據。倘可供出售金融資產出現減值證據，則累計虧損(按收購成本與當期公平價值間之差額減去之前於綜合收益賬確認之金融資產的任何減值虧損計算)將自權益剔除，並於綜合收益賬確認。於綜合收益賬確認之權益投資的減值虧損不會在綜合收益賬撥回。

於各報告期末評估各個別計算時屬重大的應收款項有否減值。個別計算時不屬重大且被評估為不會作個別減值的貸款及應收款項會於各報告期末集體評估。

for the year ended 31st December, 2012

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### Financial instruments (Cont'd)

##### Financial assets (Cont'd)

##### Impairment of financial assets (Cont'd)

Individual impairment allowance applies to securities margin financing and secured term loans which are individually significant or have objective evidence of impairment. In assessing the individual impairment, management estimates the present value of future cash flows which are expected to be received, taking into account the borrower's financial situation and the net realisable value of the underlying collateral or guarantees in favour of the Group. Each impaired asset is assessed on its merits and the impairment allowance is measured as the difference between the loan's carrying amount and the present value of the estimated future cash flows discounted at the loan's original effective interest rate.

Collective impairment allowances cover credit losses inherent in portfolios of loans receivable and other accounts with similar economic and credit risk characteristics where objective evidence for individual impaired items cannot be identified. In assessing the collective impairment, management makes assumptions both to define the way the Group assesses inherent losses and to determine the required input parameters, based on historical loss experience and current economic conditions. Changes in the carrying amount of the allowance account are recognised in the consolidated income statement.

##### Financial liabilities and equity instruments

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

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

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

A financial liability is classified as held for trading if:

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

截至二零一二年十二月三十一日止年度

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值(續)

個別減值撥備適用於個別為重大或有客觀減值證據的證券孖展融資及有抵押有期貨款。評估個別減值時，管理層會考慮借款人的財務狀況、相關抵押品或給予集團擔保的可變現淨值，估計預期可收回的未來現金流量現值。各項減值資產根據其存在價值估計，減值撥備按貸款賬面值及以貸款原有實際利率折現的估計未來現金流量現值間之差額計算。

集體減值撥備涵蓋具有相若經濟及信貸風險特性的應收貸款組合和其他賬戶的內在信貸虧損，而且並不能以客觀憑據識別個別項目的減值。評估集體減值時，管理層根據過往虧損紀錄和現時經濟狀況作出假設，以釐定本集團評估內在風險的方式及所需輸入參數。撥備賬賬面值之變動於綜合收益賬內確認。

##### 金融負債及權益工具

由集團實體發行之金融負債及權益工具乃根據合同安排之性質以及金融負債及權益工具之定義分類為金融負債或權益。

##### 透過損益賬按公平價值處理之金融負債

透過損益賬按公平價值處理之金融負債分為兩類，包括持作交易用途之金融負債及於初始確認時指定為透過損益賬按公平價值處理之金融負債。

倘發生下列情況，則將金融負債歸類為持作交易：

- 該金融負債主要用於在不久將來購回；或
- 該首次確認金融負債是作為本集團整合管理的已識別金融工具組合的一部分，且近期實現短線套利模式；或
- 該金融負債為衍生工具，但非指定為有效對沖工具。



for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 主要會計政策(續)

#### Financial instruments (Cont'd)

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

##### Financial liabilities at fair value through profit or loss (Cont'd)

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability 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
- 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 FVTPL.

Financial liabilities at FVTPL are measured at fair value, with changes in fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise.

##### Other financial liabilities

Other financial liabilities including bank and other borrowings, notes and bonds, trade and other payables, amount due to a holding company, amounts due to fellow subsidiaries, amounts due to associates and amounts due to jointly controlled entities, which are recognised initially at fair value, are subsequently measured at amortised cost, using the effective interest method.

##### Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

##### Fair value measurement principles

Fair values of quoted investments are based on bid prices. For unlisted securities or financial assets without an active market, the Group establishes the fair value by using appropriate valuation techniques including the use of recent arm's length transactions, reference to other investments that are substantially the same, discounted cash flow analysis and option pricing models.

#### 金融工具(續)

##### 金融負債及權益工具(續)

##### 透過損益賬按公平價值處理之金融負債(續)

倘發生下列情況，則持作交易用途之金融負債除外之金融負債可於初始確認時指定為透過損益賬按公平價值處理之金融負債：

- 該指定取消或大幅減少可能另外產生之計量或確認不一致；或
- 金融負債構成金融資產或金融負債或兩者之組別之一部分，並根據本集團之已定風險管理或投資策略按公平價值基準管理及評估其業績，該組別之資料按該基準內部提供；或
- 其構成包括一個或以上嵌入式衍生工具之合約之一部分，香港會計準則第39號允許全部合併合約(資產或負債)指定為透過損益賬按公平價值處理。

透過損益賬按公平價值處理之金融負債按公平價值計量，重新計算產生之公平價值之變動於變動期間在損益賬直接確認。

##### 其他金融負債

其他金融負債包括初始按公平價值確認之銀行及其他借貸、票據及債券、貿易及其他應付款項、欠一間控股公司款項、欠同系附屬公司款項、欠聯營公司款項及欠共同控制企業款項，其後採用實際利息法按攤銷成本計量。

##### 權益工具

本公司發行之權益工具按已收所得款項減直接發行成本而列賬。

購回本公司權益工具於權益確認及扣除。於購回、銷售、發行或註銷本公司權益工具時並無於損益確認盈虧。

##### 公平價值計算原則

報價投資之公平價值乃基於競標價格。就非上市證券或無活躍市場之金融資產而言，本集團使用合適估值技術建立公平價值，此等方法包括使用新近之公平交易、參考其他大致相同之投資和折現現金流分析及期權定價模式等。

for the year ended 31st December, 2012

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### Financial instruments (Cont'd)

##### Convertible notes

Convertible notes issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component regarding the fixed interest payment during the life of the convertible notes is estimated using the discounted cash flow method. This amount is recorded as a liability and measured at amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The equity portion of the convertible notes is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. The equity portion is not subsequently remeasured at subsequent reporting dates.

##### Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.

##### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the revenue recognition policy.

截至二零一二年十二月三十一日止年度

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 可換股票據

本集團發行之可換股票據乃根據合約安排及金融負債以及權益工具之定義，分別分類為金融負債及權益。將以固定金額之現金或其他金融資產換取本集團固定數目之權益工具之方式結算之換股權，列為權益工具。

於發行日期，可換股票據年內定息付款負債部分之公平價值按折現現金流量法估計。該金額按攤銷成本基準計量並以實際利息法記入負債，直至於轉換當日或該工具到期日註銷為止。

可換股票據之權益部分乃透過從整體複合工具之公平價值中扣減負債部分金額而釐定。權益部分不會於其後報告日期重新計量。

##### 嵌入式衍生工具

倘非衍生產品主合約中之嵌入式衍生工具符合衍生工具之定義，而其風險及性質與主合約之風險及性質並無密切相關，且主合約不以透過損益賬按公平價值計量，則該嵌入式衍生工具作獨立之衍生工具處理。

##### 財務擔保合約

財務擔保合約乃規定發行人須支付特定款項以補償持有人因特定債務人未能按照債務工具原定或經修訂條款於到期時支付款項所蒙受損失之合約。本集團發行且並非透過損益賬按公平價值處理之財務擔保合約初始按其公平價值扣除與發行財務擔保合約直接相關之交易成本確認。於初始確認後，本集團按(i)於合約項下之責任，根據香港會計準則第37號撥備、或然負債及或然資產釐定之金額；及(ii)初始確認之金額減(如適用)根據收入確認政策之累計攤銷兩者中之較高者計量財務擔保合約。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 主要會計政策(續)

#### Financial instruments (Cont'd)

##### Derecognition

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

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

#### Provisions and contingent liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, if it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated income statement net of any reimbursement.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

#### Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Cost includes freehold and leasehold land cost, development cost, borrowing costs and other direct costs attributable to such properties, until the relevant properties reach a marketable state. Net realisable value is determined by reference to management estimates of the selling price based on prevailing market conditions, less all estimated costs to completion and costs to be incurred in marketing and selling.

#### 金融工具(續)

##### 終止確認

於資產收取現金流量之權利到期或金融資產已轉讓及本集團已轉讓金融資產所有權之絕大部分風險及回報時，即終止確認該資產。於終止確認一項金融資產之全部分時，該資產賬面值與已收及應收代價金額之差額以及已於其他全面收益確認及於權益累計之累計盈虧於損益賬確認。

金融負債於相關合約指定之責任獲解除、取消或到期時終止確認。已終止確認之金融負債之賬面值與已付或應付代價之差額於損益賬確認。

#### 撥備及或然負債

倘本集團因過往事件現在須承擔法定或推定責任，而解除有關責任將導致資源流出，並能夠可靠估算責任金額，則會確認撥備。倘本集團預期撥備將部分或全部償付，而實際肯定可獲償付，則有關償付確認為獨立資產。撥備相關開支於綜合收益賬扣除償付金額呈列。

或然負債指因過往事件而可能引起之責任，該等責任須視乎日後有否發生或不發生一項或多項並非本集團所能完全控制之事件方可確實。或然負債亦包括因過去事件引起，惟因未必有需要流出經濟資源或無法可靠計算該責任之數額而不予確認之現有責任。

或然負債不會確認，惟會於綜合財務報表附註披露。倘資源流出之可能性有變而很可能導致資源流出，則或然負債將確認為撥備。

#### 待出售物業

待出售物業按成本與可變現淨值兩者中較低者入賬。成本包括永久持有及租賃土地成本、發展成本、借貸成本及其他該等物業應佔之直接成本，直至相關物業達到可供出售狀態。可變現淨值參考管理層根據現行市場條件估計之售價減所有估計完成成本以及市場推廣及銷售時產生之成本而釐定。

for the year ended 31st December, 2012

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

#### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, bank balances and short-term time deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

#### Estimate of fair value of investment properties

At the end of the reporting period, investment properties are stated at fair value based on the valuation performed by an independent professional valuer. In determining the fair value, the valuer has based on a method of valuation which involves certain estimates. In relying on the valuation report, the management has exercised their judgment and is satisfied that the assumption used in valuation is reflective of the current market conditions.

#### Impairment allowances on loans and receivables other than loans and advances to consumer finance customers

In determining individual impairment allowances, the Group periodically reviews its trade receivables, secured term loans and margin loans to assess whether impairment allowances exist. In determining whether impairment allowances should be recorded in the consolidated income statement, management estimates the present value of future cash flows which are expected to be received, taking into account the borrower's financial situation and the net realisable value of the underlying collateral or guarantees in favour of the Group.

#### Impairment allowances on loans and advances to consumer finance customers

The policy for collective impairment allowances for loans and advances to consumer finance customers of the Group is based on the evaluation of collectibility and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these loans and advances, including the current creditworthiness, and the past collection history of each loan.

截至二零一二年十二月三十一日止年度

### 3. 主要會計政策(續)

#### 存貨

存貨按成本與可變現淨值兩者中較低者入賬。成本乃採用加權平均法計算。

#### 現金及現金等價物

現金及現金等價物包括手頭現金、銀行結餘及短期定期存款。就編製綜合現金流量表而言，現金及現金等價物包括須於要求時償還並構成本集團現金管理一部分之銀行透支。

### 4. 估計不確定因素之主要來源

於報告期末，就有關日後及其他估計不明朗因素主要來源作出的主要假設存在重大風險，導致下個財政年度內資產及負債的賬面值出現重大調整，於下文有所提及。

#### 投資物業之公平價值估計

於報告期末，投資物業按獨立專業估值師所評估的公平價值列賬。估值師決定公平價值時乃根據包含若干估計的估值方法進行，管理層倚賴估值報告時已作出判斷及信納估值所用的假設乃反映市場現況。

#### 貸款及應收款項(不包括私人財務客戶貸款及墊款)之減值撥備

於釐定個別減值撥備時，本集團定期審核其應收貿易賬款、有抵押有期貨款及證券放款，以評估是否存在減值撥備。於釐定是否應於綜合收益賬記錄減值撥備時，管理層在考慮借款人之財務狀況及向本集團作出的相關抵押或擔保之可變現淨值後，以估計預期收取未來現金流量之現值。

#### 私人財務客戶貸款及墊款之減值撥備

本集團私人財務客戶貸款及墊款之集體減值撥備政策以可收回性評估、賬齡分析及管理層判斷為基礎。評估該等貸款及墊款之最終變現能力需要進行大量判斷，包括現時信譽及各個貸款之過往收款歷史記錄。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

##### Impairment of available-for-sale financial assets

For listed available-for-sale equity investments, a significant or prolonged decline in fair value below cost is considered to be objective evidence of impairment. Judgment is required when determining whether a decline in fair value has been significant or prolonged. In making this judgment, the historical data on market volatility as well as the price of the specific investment are taken into account.

For those unlisted equity investments that are carried at fair values, the Group determines their fair value by using appropriate valuation techniques and making assumptions that are based on market conditions existing at the end of each reporting period. The Group also takes into account other factors, such as industry and sector performance and financial information regarding the investee.

##### Estimated impairment of goodwill and intangible assets with indefinite useful lives

The Group conducts tests for impairment of goodwill and intangible assets with indefinite useful lives annually in accordance with the relevant accounting standards. Determining whether the goodwill and the intangible assets are impaired requires an estimation of the fair value less cost to sell or value in use on the basis of data available to the Group. Where future cash flows are less than expected, an impairment loss may arise.

##### Deferred tax

Estimating the amount for recognition of deferred tax assets arising from tax losses requires a process that involves forecasting future years' taxable income and assessing the Group's ability to utilise tax benefits through future earnings. Where the actual future profits generated are more or less than expected, a recognition or reversal of the deferred tax assets may arise, which would be recognised in the consolidated income statement for the period in which such a recognition or reversal takes place. While the current financial models indicate that the recognised tax losses can be utilised in the future, any changes in assumptions, estimates and tax regulations can affect the recoverability of this deferred tax asset.

##### Fair value of derivative and financial instruments

The Group selects appropriate valuation techniques for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied (note 46b).

The Group's unlisted equity instruments that are classified as available-for-sale financial assets and carried at fair value with a carrying amount of HK\$68.7 million (2011: HK\$73.5 million) as set out in note 27 are valued using generally accepted pricing models such as discounted cash flows.

#### 4. 估計不確定因素之主要來源(續)

##### 可供出售金融資產之減值

對於上市可供出售股本投資，公平價值之重大或長期下降至低於成本被視為減值之客觀證據。於釐定公平價值之下降是否重大或為長期時需要作出判斷。在作出該等判斷時，市場波動之歷史資料以及專項投資之價格亦被考慮在內。

對於以公平價值列賬之非上市股本投資，本集團透過採用適當估值方法及根據於每個報告期末之現有市場條件作出之假設釐定其公平價值。本集團亦考慮其他因素，例如行業及業界表現及所投資公司之財務資料。

##### 商譽及無固定使用年期之無形資產之估計減值

本集團根據相關會計準則，每年對商譽及無固定使用年期之無形資產進行減值測試。在釐定商譽及無形資產是否減值時，要求根據本集團可得到之資料對公平價值減出售成本或使用價值作出估計。倘未來現金流量低於預期，則可能產生減值虧損。

##### 遞延稅項

估計因稅項虧損產生之確認遞延稅項資產金額需要經過涉及預測未來數年之應課稅收入及評估本集團透過未來盈利利用稅項利益之能力之過程。倘產生之實際未來溢利高於或低於預期，則可能產生遞延稅項資產確認或撥回，而確認或撥回將於確認或撥回發生之期間在綜合收益賬確認。倘現有財務模式顯示已確認稅項虧損可於未來動用，則任何假設、估計及稅務規例之變動可能影響該遞延稅項資產之可收回性。

##### 衍生工具及金融工具之公平價值

本集團對於活躍市場無報價的金融工具選用適當的估值技巧。市場從業員廣泛採用之估值技巧被應用(附註46b)。

本集團賬面值68.7百萬港元(二零一一年：73.5百萬港元)的分類為可供出售金融資產並以公平價值列賬之非上市權益工具(見附註27)使用公認定價模式(如貼現現金流)估值。

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**4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)****Fair value of derivative and financial instruments (Cont'd)**

For the valuation of held for trading investments at fair value and most of the financial liabilities at fair value through profit or loss as set out in notes 31 and 41, appropriate assumptions are used based on quoted market data as adjusted for specific features of the instrument. The carrying amounts of these financial assets and liabilities are HK\$163.1 million (2011: HK\$35.4 million) and HK\$60.5 million (2011: HK\$13.3 million) respectively.

**Recoverable amount of a listed associate**

In determining the recoverable amount of a listed associate included in note 25, management used appropriate assumptions to estimate the value in use based on discounted future cash flows of the associate. Where those assumptions and/or future cash flows are different from expected, impairment may arise.

**5. REVENUE**

Revenue represents the amounts received and receivable that are derived from the provision of elderly care services, consumer finance, property rental, hotel operations and property management services, provision of consultancy and other services, interest and dividend income, income from corporate finance and advisory services, and income from securities margin financing and term loan financing and insurance broking services, and net profit from trading from forex, bullion, commodities and futures. An analysis of the Group's revenue for the year is as follows:

**4. 估計不確定因素之主要來源(續)****衍生工具及金融工具之公平價值(續)**

附註31及41所載之按公平價值計量之持作交易投資，以及透過損益賬按公平價值處理之大部分金融負債乃採用合適假設以所報市場數據(按工具特點調整)為基準估值。該等金融資產及負債之賬面值分別為163.1百萬港元(二零一一年：35.4百萬港元)及60.5百萬港元(二零一一年：13.3百萬港元)。

**一間上市聯營公司之可收回金額**

在釐定附註25所包括之上市聯營公司之可收回金額時，管理層利用恰當的假設以估計聯營公司之貼現未來現金流的使用價值。該等假設及/或未來現金流與預期有所出入時，減值可能產生。

**5. 收入**

收入代表來自提供護老服務、私人財務、物業租賃、酒店業務及物業管理服務、提供顧問及其他服務已收及應收之款項、利息及股息收入、企業融資及顧問服務收入、及來自證券孖展融資及有期貸款融資及保險經紀服務收入，以及外匯、黃金、商品及期貨之交易溢利淨額。以下為本集團年度收入之分析：

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Interest income on loans and advances to consumer finance customers	私人財務客戶貸款及墊款之利息收入	2,568.5	2,057.1
Interest income received from banks, term loans, margin loans and others	來自銀行、有期貸款、證券放款及其他來源之利息收入	599.0	740.1
Securities broking	證券經紀	203.6	333.1
Income from corporate finance and others	企業融資及其他收入	311.3	327.2
Property rental, hotel operations and management services	物業租賃、酒店業務及管理服務	322.6	303.7
Net trading profit from forex, bullion, commodities and futures	外匯、黃金、商品及期貨之交易溢利淨額	117.6	174.0
Elderly care services	護老服務	93.9	98.5
Dividend income	股息收入	16.5	14.2
		<b>4,233.0</b>	<b>4,047.9</b>

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## 5. REVENUE (CONT'D)

During the year, the interest income that was derived from financial assets not at fair value through profit or loss amounted to HK\$3,102.0 million (2011: HK\$ 2,786.5 million).

## 5. 收入(續)

年內，從非透過損益賬按公平價值處理之金融資產所產生之利息收入為3,102.0百萬港元(二零一一年：2,786.5百萬港元)。

## 6. SEGMENTAL INFORMATION

The operating business organised and managed in each segment represents a strategic business unit that offers different products and services for the purpose of resource allocation and assessment of segment performance. The Group has the following reportable and operating segments:

## 6. 分部資料

各分部所組織及管理的業務營運，乃代表提供不同產品及服務以供分配資源及評估分部表現的策略性業務單位。本集團之可報告及營運分部如下：

- Investment, broking and finance – trading in securities, provision of securities broking and related services, provision of broking services in forex, bullion and commodities, provision of securities margin financing and insurance broking services, provision of related financing and advisory products, and provision of term loan financing.
- Consumer finance – providing consumer loan finance products.
- Elderly care services.
- Property rental, hotel operations and management services – property rental, hotel operations managed by third parties and provision of property management services.
- Sales of properties and property based investments – development and sale of properties and property based investments.

- 投資、經紀及金融 – 買賣證券、提供證券經紀及相關服務、提供外匯、黃金及商品之經紀服務、提供證券孖展融資及保險經紀服務、提供有關融資及顧問產品以及提供有期貨款融資。
- 私人財務 – 提供私人貸款財務產品。
- 護老服務。
- 物業租賃、酒店業務及管理服務 – 物業租賃、由第三方管理之酒店業務及提供物業管理服務。
- 出售物業及與物業有關之投資 – 發展及出售物業以及與物業有關之投資。

Inter-segment transactions have been entered into on terms agreed by the parties concerned.

分部間之交易乃按有關訂約各方所議定之條款訂立。

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## 6. SEGMENTAL INFORMATION (CONT'D)

## 6. 分部資料(續)

## (i) Segment revenue and results

Analysis of the Group's revenue and results from continuing operations is as follows:

## (i) 分部收入和業績

本集團來自持續經營業務之收入及業績分析如下：

		2012 二零一二年					
		Investment, broking and finance 投資、經紀 及金融 HK\$ Million 百萬港元	Consumer finance 私人財務 HK\$ Million 百萬港元	Elderly care services 護老服務 HK\$ Million 百萬港元	Property rental, hotel operations and management services 物業租賃、 酒店業務 及管理服務 HK\$ Million 百萬港元	Sale of properties and property based investments 出售物業及 與物業有關 之投資 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Segment revenue	分部收入	1,199.3	2,581.6	154.4	334.3	-	4,269.6
Less: inter-segment revenue	減：分部間之收入	(7.4)	-	-	(29.2)	-	(36.6)
Segment revenue from external customers from continuing operations	來自持續經營業務 之外部客戶之 分部收入	1,191.9	2,581.6	154.4	305.1	-	4,233.0
Segment results	分部業績	652.3	1,147.7	96.7	766.3	(1.6)	2,661.4
Finance costs	融資成本						(131.6)
Share of results of associates	應佔聯營公司業績						169.4
Share of results of jointly controlled entities	應佔共同控制企業 業績	1.3	-	-	198.7	-	200.0
Profit before taxation	除稅前溢利						2,899.2
Taxation	稅項						(296.6)
Profit for the year from continuing operations	來自持續經營業務 之年度溢利						2,602.6

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## 6. SEGMENTAL INFORMATION (CONT'D)

## 6. 分部資料(續)

## (i) Segment revenue and results (Cont'd)

## (i) 分部收入和業績(續)

		2011 二零一一年					
		Investment, broking and finance 投資、經紀 及金融	Consumer finance 私人財務	Elderly care services 護老服務	Property rental, hotel operations and management services 物業租賃、 酒店業務 及管理服務	Sale of properties and property based investments 出售物業及 與物業有關 之投資	Total 總額
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元 (Restated) (重列)	HK\$ Million 百萬港元	HK\$ Million 百萬港元 (Restated) (重列)
Segment revenue	分部收入	1,550.7	2,084.3	133.5	298.9	-	4,067.4
Less: inter-segment revenue	減：分部間之收入	(8.1)	-	-	(11.4)	-	(19.5)
Segment revenue from external customers from continuing operations	來自持續經營業務 之外部客戶之 分部收入	1,542.6	2,084.3	133.5	287.5	-	4,047.9
Segment results	分部業績	761.0	879.1	14.5	885.0	35.1	2,574.7
Finance costs	融資成本						(77.7)
Share of results of associates	應佔聯營公司業績						288.3
Share of results of jointly controlled entities	應佔共同控制企業 業績	6.2	-	-	184.0	-	190.2
Profit before taxation	除稅前溢利						2,975.5
Taxation	稅項						(297.2)
Profit for the year from continuing operations	來自持續經營業務 之年度溢利						2,678.3

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## 6. SEGMENTAL INFORMATION (CONT'D)

## 6. 分部資料(續)

## (ii) Segment assets and liabilities

## (ii) 分部資產及負債

		31/12/2012 二零一二年十二月三十一日					
		Investment, broking and finance 投資、經紀 及金融 HK\$ Million 百萬港元	Consumer finance 私人財務 HK\$ Million 百萬港元	Elderly care services 護老服務 HK\$ Million 百萬港元	Property rental, hotel operations and management services 物業租賃、 酒店業務 及管理服務 HK\$ Million 百萬港元	Sale of properties and property based investments 出售物業及 與物業有關 之投資 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Segment assets	分部資產	9,827.9	15,244.6	1,578.8	6,660.7	368.0	33,680.0
Interests in associates	於聯營公司之權益						6,037.7
Interests in jointly controlled entities	於共同控制企業之 權益	121.5	-	-	1,538.3	-	1,659.8
Deferred tax assets	遞延稅項資產						106.0
Amounts due from associates	聯營公司欠款						448.6
Amounts due from jointly controlled entities	共同控制企業 欠款	1.0	-	-	10.1	-	11.1
Tax recoverable	可收回稅項						17.7
Total segment assets	分部資產總額						<u>41,960.9</u>
Segment liabilities	分部負債	3,784.7	5,452.3	24.6	64.2	-	9,325.8
Amounts due to associates	欠聯營公司款項						5.6
Amounts due to jointly controlled entities	欠共同控制企業 款項	-	-	-	40.1	-	40.1
Tax payable	應付稅項						104.3
Bank and other borrowings	銀行及其他借款						1,866.8
Deferred tax liabilities	遞延稅項負債						379.0
Total segment liabilities	分部負債總額						<u>11,721.6</u>

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## 6. SEGMENTAL INFORMATION (CONT'D)

## 6. 分部資料(續)

## (ii) Segment assets and liabilities (Cont'd)

## (ii) 分部資產及負債(續)

		31/12/2011 二零一一年十二月三十一日					
		Investment, broking and finance 投資、經紀 及金融 HK\$ Million 百萬港元	Consumer finance 私人財務 HK\$ Million 百萬港元	Elderly care services 護老服務 HK\$ Million 百萬港元	Property rental, hotel operations and management services 物業租賃、 酒店業務 及管理服務 HK\$ Million 百萬港元 (Restated) (重列)	Sale of properties and property based investments 出售物業及 與物業有關 之投資 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元 (Restated) (重列)
Segment assets	分部資產	9,441.2	12,925.8	1,527.1	5,940.2	444.4	30,278.7
Interests in associates	於聯營公司之權益						5,903.2
Interests in jointly controlled entities	於共同控制企業之 權益	122.1	-	-	1,387.7	-	1,509.8
Deferred tax assets	遞延稅項資產						92.7
Amounts due from associates	聯營公司欠款						424.9
Amounts due from jointly controlled entities	共同控制企業 欠款	0.1	-	-	8.5	-	8.6
Tax recoverable	可收回稅項						17.1
Total segment assets	分部資產總額						<u>38,235.0</u>
Segment liabilities	分部負債	973.3	6,186.6	18.3	55.5	1.2	7,234.9
Amounts due to associates	欠聯營公司款項						32.7
Amounts due to jointly controlled entities	欠共同控制企業 款項	-	-	-	50.1	-	50.1
Tax payable	應付稅項						102.0
Bank and other borrowings	銀行及其他借貸						2,266.1
Deferred tax liabilities	遞延稅項負債						355.1
Total segment liabilities	分部負債總額						<u>10,040.9</u>

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**6. SEGMENTAL INFORMATION (CONT'D)****(iii) The geographical information of revenue and non-current assets are disclosed as follows:**

Revenue from external customers by location of operations	按營運地點劃分的外部客戶收入
Hong Kong	香港
Mainland China	中國內地
Others	其他

Non-current assets other than financial instruments and deferred tax assets by location of assets	按資產位置劃分的金融工具及遞延稅項資產以外之非流動資產
Hong Kong	香港
Mainland China	中國內地
Others	其他

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**6. 分部資料(續)****(iii) 收入及非流動資產之地域資料披露如下：**

	2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
	<b>3,277.4</b>	3,498.2
	<b>942.5</b>	547.3
	<b>13.1</b>	2.4
	<b>4,233.0</b>	4,047.9

	31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元 (Restated) (重列)
	<b>18,308.3</b>	17,415.9
	<b>283.7</b>	147.8
	<b>206.3</b>	219.4
	<b>18,798.3</b>	17,783.1

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## 6. SEGMENTAL INFORMATION (CONT'D)

## 6. 分部資料(續)

## (iv) Other segment information

## (iv) 其他分部資料

		2012 二零一二年					
		Investment, broking and finance 投資、經紀 及金融	Consumer finance 私人財務	Elderly care services 護老服務	Property rental, hotel operations and management services 物業租賃、 酒店業務 及管理服務	Sale of properties and property based investments 出售物業及 與物業有關 之投資	Total 總額
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
Included in segment results/segment assets	計入於分部業績/ 分部資產						
Depreciation and amortisation	折舊及攤銷	60.3	40.0	1.1	12.1	-	113.5
Net impairment losses recognised (reversed)	已確認(撥回) 減值虧損淨額	(5.3)	10.4	-	(12.6)	(3.9)	(11.4)
Net increase in fair value of investment properties	投資物業公平價 值增加淨額	41.5	4.0	-	568.1	-	613.6
Bad and doubtful debts	呆壞賬	155.1	350.8	0.2	0.1	-	506.2
Capital expenditure	資本開支	40.9	58.9	1.3	21.6	-	122.7
		2011 二零一一年					
		Investment, broking and finance 投資、經紀 及金融	Consumer finance 私人財務	Elderly care services 護老服務	Property rental, hotel operations and management services 物業租賃、 酒店業務 及管理服務	Sale of properties and property based investments 出售物業及 與物業有關 之投資	Total 總額
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
Included in segment results/segment assets	計入於分部業績/ 分部資產						
Depreciation and amortisation	折舊及攤銷	55.9	193.1	1.0	10.1	-	260.1
Net impairment losses recognised (reversed)	已確認(撥回) 減值虧損淨額	10.8	-	-	4.0	(27.7)	(12.9)
Net increase in fair value of investment properties	投資物業公平價 值增加淨額	179.2	13.5	-	696.3	-	889.0
Bad and doubtful debts	呆壞賬	4.6	164.5	0.1	0.1	-	169.3
Capital expenditure	資本開支	103.8	17.8	2.2	11.1	-	134.9

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**7. CHANGES IN VALUES OF PROPERTIES****7. 物業價值變動**

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Changes in values of properties comprise:	物業價值變動包括：		
Net increase in fair value of investment properties	投資物業之公平價值增加淨額	613.6	889.0
Impairment loss reversed for properties held for sale	撥回待出售物業之減值虧損	3.9	27.7
Impairment loss reversed (recognised) for hotel property	撥回(確認)酒店物業之減值虧損	12.6	(4.0)
		<b>630.1</b>	<b>912.7</b>

The recognition and reversal of impairment losses was based on the lower of cost and value in use for hotel property and, the lower of cost and net realisable value for properties held for sale. The value in use and net realisable values were determined based on independent professional valuations at 31st December, 2012.

確認及撥回之減值虧損乃基於酒店物業之成本及使用價值兩者中之較低者，以及待出售物業之成本及可變現淨值兩者中之較低者計算。使用價值及可變現淨值乃根據二零一二年十二月三十一日之獨立專業估值釐定。

**8. NET PROFIT (LOSS) ON FINANCIAL INSTRUMENTS****8. 金融工具溢利(虧損)淨額**

The following is an analysis of the net profit (loss) on financial instruments at fair value through profit or loss:

透過損益賬按公平價值處理之金融工具溢利(虧損)淨額分析如下：

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Net realised and unrealised (loss) profit on derivatives	衍生工具已變現及未變現(虧損)溢利淨額	(11.9)	65.0
Net profit on other dealing activities	其他買賣活動之溢利淨額	1.3	3.0
Net realised and unrealised profit (loss) on trading in equity securities	買賣股本證券之已變現及未變現溢利(虧損)淨額	156.4	(127.8)
Net realised and unrealised profit (loss) on trading in bonds	買賣債券之已變現及未變現溢利(虧損)淨額	5.3	(3.0)
Net realised and unrealised profit (loss) on financial assets designated as at fair value through profit or loss	指定為透過損益賬按公平價值處理之金融資產之已變現及未變現溢利(虧損)淨額	76.7	(84.2)
		<b>227.8</b>	<b>(147.0)</b>

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**9. BAD AND DOUBTFUL DEBTS****9. 呆壞賬**

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
<b>Continuing operations</b>			
Loans and advances to consumer finance customers	持續經營業務 私人財務客戶貸款 及墊款		
Reversal of impairment loss	撥回減值虧損	-	(54.2)
Impairment loss	減值虧損	<b>350.8</b>	218.7
		<b>350.8</b>	164.5
Trade and other receivables	貿易及其他應收款項		
Reversal of impairment loss	撥回減值虧損	<b>(0.1)</b>	(9.4)
Impairment loss	減值虧損	<b>155.5</b>	21.4
		<b>155.4</b>	12.0
Bad debts recovery after written off	收回已撇銷壞賬	-	(7.5)
Bad debts written off	壞賬撇銷	-	0.3
		<b>155.4</b>	4.8
		<b>506.2</b>	169.3

As stated in notes 28 and 32, the amounts written off in allowance of impairment against the loans and advances to consumer finance customers and trade and other receivables were HK\$366.7 million (2011: HK\$273.3 million) and HK\$0.3 million (2011: HK\$28.4 million) respectively. Recoveries of loans and advances to consumer finance customers credited to allowance of impairment were HK\$69.1 million (2011: HK\$54.4 million).

誠如附註28及32所述，從減值撥備撇銷以對銷私人財務客戶貸款及墊款及貿易及其他應收款項之款項分別為366.7百萬港元(二零一一年：273.3百萬港元)及0.3百萬港元(二零一一年：28.4百萬港元)。計入減值撥備之收回私人財務客戶貸款及墊款為69.1百萬港元(二零一一年：54.4百萬港元)。

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**10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS****10. 董事、僱員及高級管理層酬金**(a) **The emoluments paid or payable to each of the seven (2011: seven) Directors were as follows:**

(a) 已付或應付七名(二零一一年:七名)董事之酬金如下:

		2012 二零一二年				
Directors' fees 董事袍金 HK\$ Million 百萬港元	Salaries and other benefits 薪金及其他福利 HK\$ Million 百萬港元	Bonus payments 花紅 HK\$ Million 百萬港元 (Note) (附註)	Retirement benefits scheme contributions 退休福利計劃供款 HK\$ Million 百萬港元	Total emoluments 酬金總額 HK\$ Million 百萬港元		
Arthur George Dew	狄亞法	-	0.88	1.00	-	1.88
Li Chi Kong	李志剛	-	0.81	0.45	0.04	1.30
David Craig Bartlett	白禮德	0.01	0.24	-	-	0.25
Steven Samuel Zoellner	Steven Samuel Zoellner	-	0.04	-	-	0.04
Alan Stephen Jones	Alan Stephen Jones	0.01	0.47	-	-	0.48
Lee Seng Hui*	李成輝*	-	2.80	3.12	0.03	5.95
Mark Wong Tai Chun	王大鈞	-	1.41	0.74	0.07	2.22
		<b>0.02</b>	<b>6.65</b>	<b>5.31</b>	<b>0.14</b>	<b>12.12</b>

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**10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)****10. 董事、僱員及高級管理層酬金(續)****(a) The emoluments paid or payable to each of the seven (2011: seven) Directors were as follows: (Cont'd)****(a) 已付或應付七名(二零一一年：七名)董事之酬金如下：(續)**

		2011 二零一一年				
		Salaries and other benefits	Bonus	Retirement benefits scheme	Total	
Directors' fees		薪金及 其他福利	payments 花紅	退休福利 計劃供款	emoluments 酬金總額	
HK\$ Million		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	
百萬港元		百萬港元	百萬港元 (Note) (附註)	百萬港元	百萬港元	
Arthur George Dew	狄亞法	-	0.79	0.80	-	1.59
Li Chi Kong	李志剛	-	0.77	0.32	0.03	1.12
John Douglas Mackie*	麥尊德*	-	0.05	-	-	0.05
David Craig Bartlett**	白禮德**	0.01	0.20	-	-	0.21
Steven Samuel Zoellner	Steven Samuel Zoellner	-	0.04	-	-	0.04
Alan Stephen Jones	Alan Stephen Jones	0.01	0.46	-	-	0.47
Lee Seng Hui†	李成輝†	-	2.42	4.50	0.03	6.95
Mark Wong Tai Chun	王大鈞	-	1.34	0.63	0.07	2.04
		0.02	6.07	6.25	0.13	12.47

## Remarks:

\* From 1st January to 30th May, 2011.

\*\* From 4th August to 31st December, 2011.

† Mr. Lee Seng Hui is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

Note: The amounts represented the actual discretionary bonus in respect of the preceding year approved and paid to respective directors during the year.

Certain Directors of the Company received remuneration from the Company's holding company or its wholly owned subsidiaries. The holding company provided management services to the Group and charged the Group a fee, which is included in share of management service expenses as disclosed in note 53(a), for services provided by those Directors as well as other management personnel who were not Directors of the Company.

The management service fee is calculated by reference to the time devoted by the management personnel on the affairs of the Group and therefore can be apportioned to the Directors mentioned above. The total of such apportioned amounts, which has been included in the above table, is HK\$11.35 million (2011: HK\$11.70 million).

## 附註：

\* 由二零一一年一月一日至五月三十日。

\*\* 由二零一一年八月四日至十二月三十一日。

† 李成輝先生亦為本公司之行政總裁，上文所披露彼之酬金，包括彼以行政總裁身份提供服務所獲之酬金。

附註：有關款項乃年內批准及已付相關董事去年的實際酌情花紅金額。

本公司若干董事收取本公司控股公司或其全資附屬公司之酬金。控股公司向本集團提供管理服務，並向本集團收取費用，該等費用在附註53(a)披露為應佔管理服務費用，乃就該等董事及並非本公司董事之其他管理層人員提供之服務而支付。

管理服務費乃參考管理層人員為本集團事務投入之時間計算，並可按比例分配至上述董事。上表載列之該等按比例之總額為11.35百萬港元(二零一一年：11.70百萬港元)。

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**10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)****10. 董事、僱員及高級管理層酬金(續)****(b) Employees' emoluments**

The five highest paid individuals included one (2011: none) of the Directors, details of whose emoluments are set out in note 10(a) above. The combined emoluments of the remaining four (2011: five) individuals are as follows:

**(b) 僱員酬金**

五名最高薪酬之人士包括一名董事(二零一一年：無)，其酬金詳情載於上文附註10(a)。其餘四名(二零一一年：五名)人士之合併酬金如下：

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
Salaries and other benefits	薪金及其他福利	24.6	14.2
Bonus payments	花紅	42.4	25.3
Retirement benefit scheme contributions	退休福利計劃供款	1.0	0.5
Incentive/commission	獎金／佣金	-	25.2
		<b>68.0</b>	<b>65.2</b>

The emoluments of the above employees, who were not Directors of the Company, were within the following bands:

上述非本公司董事之僱員酬金之金額範圍如下：

		Number of employees 僱員人數	
		2012 二零一二年	2011 二零一一年
HK\$3,500,001 – HK\$4,000,000	3,500,001港元 – 4,000,000港元	1	-
HK\$6,000,001 – HK\$6,500,000	6,000,001港元 – 6,500,000港元	1	-
HK\$8,000,001 – HK\$8,500,000	8,000,001港元 – 8,500,000港元	-	1
HK\$9,000,001 – HK\$9,500,000	9,000,001港元 – 9,500,000港元	-	2
HK\$11,500,001 – HK\$12,000,000	11,500,001港元 – 12,000,000港元	1	-
HK\$14,500,001 – HK\$15,000,000	14,500,001港元 – 15,000,000港元	-	1
HK\$23,000,001 – HK\$23,500,000	23,000,001港元 – 23,500,000港元	-	1
HK\$46,000,001 – HK\$46,500,000	46,000,001港元 – 46,500,000港元	1	-
		<b>4</b>	<b>5</b>

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**10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)****10. 董事、僱員及高級管理層酬金(續)****(c) Senior management's emoluments**

Of the senior management of the Group, seven (2011: seven) were the Directors of the Company whose emoluments are included in the disclosure above. The combined emoluments of the remaining two (2011: two) individuals are as follows:

**(c) 高級管理層酬金**

本集團高級管理層中有七名(二零一一年:七名)為本公司董事,彼等之酬金已披露於上文。其餘兩名(二零一一年:兩名)個別人士的酬金綜合如下:

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
Salaries and other benefits	薪金及其他福利	0.90	0.51
Bonus payments	花紅	0.06	0.05
Retirement benefit scheme contributions	退休福利計劃供款	0.04	0.02
		<b>1.00</b>	<b>0.58</b>

The emoluments of the above senior management, who were not Directors of the Company, were within the following bands:

上述高級管理層並非本公司之董事,彼等酬金介乎以下範圍:

		Number of employees 僱員數目	
		2012 二零一二年	2011 二零一一年
HK\$0 - HK\$1,000,000	0港元至1,000,000港元	2	2
		<b>2</b>	<b>2</b>

**11. FINANCE COSTS****11. 融資成本**

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Interest on following liabilities wholly repayable within five years:	以下為須於五年內全數償還之負債利息:		
Bank borrowings	銀行借貸	148.5	116.0
Short-term loans included in amounts due to fellow subsidiaries	已計入欠同系附屬公司款項之短期貸款	15.7	18.6
Bonds and notes	債券及票據	68.8	21.7
Mandatory convertible notes	強制性可換股票據	-	3.1
Other borrowings	其他借貸	4.5	19.3
		<b>237.5</b>	<b>178.7</b>
Total finance costs included in:	計入下列項目內之融資成本總額:		
Cost of sales and other direct costs	銷售成本及其他直接成本	105.9	101.0
Finance costs	融資成本	131.6	77.7
		<b>237.5</b>	<b>178.7</b>

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## 12. PROFIT BEFORE TAXATION

## 12. 除稅前溢利

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
Profit before taxation from continuing operations has been arrived at after charging:	來自持續經營業務之除稅前溢利已扣除：		
Auditors' remuneration	核數師酬金	7.2	6.7
Amortisation of intangible assets	無形資產攤銷		
Computer software (included in administrative expenses)	電腦軟件(計入行政費用)	29.7	24.5
Other intangible assets (included in other operating expenses)	其他無形資產(計入其他經營費用)	14.5	174.4
Amortisation of prepaid land lease payments	預繳地價攤銷	0.4	0.4
Commission expenses and sales incentives to investment consultants and certain staff (included in brokerage and commission expenses)	投資顧問及部分僱員之佣金費用及營業獎金(計入經紀費及佣金費用)	101.0	143.5
Cost of inventories expensed	存貨開支成本	3.5	0.2
Depreciation	折舊	68.9	60.8
Expenses recognised for employee ownership scheme of SHK	就新鴻基之僱員股份擁有計劃確認之費用	7.5	9.0
Impairment loss for amounts due from associates (included in other operating expenses)	聯營公司欠款之減值虧損(計入其他經營費用)	1.1	4.9
Impairment loss for available-for-sale financial assets (included in other operating expenses)	可供出售金融資產之減值虧損(計入其他經營費用)	9.5	0.5
Impairment loss for interests in associates (included in other operating expenses)	於聯營公司之權益之減值虧損(計入其他經營費用)	-	5.4
Impairment loss for intangible assets (included in other operating expenses)	無形資產減值虧損(計入其他經營費用)	3.8	-
Net loss on disposal/written off of property, plant and equipment and intangible assets	出售/撇銷物業、廠房及設備及無形資產之虧損淨額	0.4	4.2
Retirement benefit scheme contributions, net of forfeited contributions of HK\$1.1 million (2011: HK\$0.8 million) (note 51)	退休福利計劃供款，扣除為數1.1百萬港元之沒收供款(二零一一年：0.8百萬港元)(附註51)	63.6	44.4
Staff costs (including Directors' emoluments but excluding (a) contributions to retirement benefit schemes and expenses recognised for the employee ownership scheme of SHK and (b) commission expenses and sales incentives to investment consultants and certain staff)	員工成本(包括董事酬金但不包括(a)退休福利計劃供款及就新鴻基之僱員股份擁有計劃確認之費用及(b)投資顧問及部分僱員之佣金費用及營業獎金)	816.1	712.1

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**12. PROFIT BEFORE TAXATION (CONT'D)****12. 除稅前溢利(續)**

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
and after crediting:	並已計入：		
Dividend income from listed equity securities	上市股本證券之股息收入	7.0	6.0
Dividend income from unlisted equity securities	非上市股本證券之股息收入	9.5	8.2
Net realised profit on disposal of an associate (included in other income)	出售一間聯營公司之已變現溢利淨額(計入其他收入)	0.3	13.4
Net realised profit on disposal of available-for-sale financial assets (included in other income)	出售可供出售金融資產之已變現溢利淨額(計入其他收入)	96.4	5.2
Net realised profit on liquidation of subsidiaries (included in other income)	附屬公司清盤之已變現溢利淨額(計入其他收入)	3.8	-
Profit on disposal of investment properties (included in other income)	出售投資物業之溢利(計入其他收入)	0.5	20.8
Rental income from investment properties under operating leases, net of outgoings of HK\$20.7 million (2011: HK\$19.3 million)	經營租約投資物業之租金收入，扣除支出20.7百萬港元(二零一一年：19.3百萬港元)	150.3	141.9
Reversal of impairment loss on interest in an associate (included in other income)	撥回於一間聯營公司之權益之減值虧損(計入其他收入)	9.3	-

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**13. TAXATION**

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**13. 稅項**

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元 (Restated) (重列)
The income tax charged (credited) from continuing operations comprises:	來自持續經營業務之所得稅支出(抵免)包括：		
Current tax	本期稅項		
Hong Kong	香港	<b>198.7</b>	232.5
PRC and other jurisdictions	中國及其他司法地區	<b>92.5</b>	53.1
		<b>291.2</b>	285.6
(Over) under provision in prior years	過往年度(超額撥備)撥備不足		
Hong Kong	香港	<b>(5.1)</b>	13.4
PRC and other jurisdictions	中國及其他司法地區	-	(0.5)
		<b>(5.1)</b>	12.9
Deferred tax (note 29)	遞延稅項(附註29)		
Current year	本年度	<b>10.5</b>	(1.3)
		<b>296.6</b>	297.2

Hong Kong Profits Tax is calculated at the rate of 16.5% of the estimated assessable profit for both years.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for both years.

Taxation arising in other jurisdictions is calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in the relevant jurisdictions.

香港利得稅於兩個年度均按估計應課稅溢利及稅率16.5%計算。

於中國之附屬公司須付中國企業所得稅，兩個年度稅率均為25%。

來自其他司法地區之稅項按年內估計應課稅溢利以有關司法地區內各國之現行稅率計算。

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**13. TAXATION (CONT'D)****13. 稅項(續)**

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

本年度稅項支出與綜合收益賬列示之除稅前溢利之對賬如下：

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元 (Restated) (重列)
Profit before taxation (from continuing operations)	除稅前溢利(來自持續經營業務)	<b>2,899.2</b>	2,975.5
Less: Share of results of associates	減：應佔聯營公司業績	<b>(169.4)</b>	(288.3)
Share of results of jointly controlled entities	應佔共同控制企業業績	<b>(200.0)</b>	(190.2)
Profit attributable to the Company and subsidiaries	本公司及附屬公司應佔溢利	<b>2,529.8</b>	2,497.0
Tax at Hong Kong Profits Tax rate of 16.5%	以香港利得稅稅率16.5%計算之稅項	<b>417.4</b>	412.0
Countries subject to different tax rates	面對不同稅率之國家	<b>30.9</b>	14.5
Tax effect of expenses that are not deductible for tax purposes	不可用作扣稅支出之稅項影響	<b>29.7</b>	36.7
Tax effect of income that is not taxable for tax purposes	毋須課稅收入之稅項影響	<b>(161.1)</b>	(181.2)
Tax effect of tax losses not recognised	未確認稅務虧損之稅項影響	<b>2.9</b>	16.1
Tax effect of utilisation of tax losses previously not recognised	動用之前未確認稅務虧損之稅項影響	<b>(17.2)</b>	(12.4)
Tax effect of deductible temporary difference not recognised	未確認可扣稅臨時差額之稅項影響	<b>0.1</b>	0.1
Tax effect of utilisation of previously not recognised deductible temporary differences	動用之前未確認可扣稅臨時差額之稅項影響	<b>(0.3)</b>	(1.0)
(Over) under provision in prior years	過往年度(超額撥備)撥備不足	<b>(5.1)</b>	12.9
Others	其他	<b>(0.7)</b>	(0.5)
Taxation for the year	本年度稅項	<b>296.6</b>	297.2

There was no deferred tax recognised in other comprehensive income during the year (2011: Nil).

年內並無其他全面收益確認之遞延稅項(二零一一年：無)。

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#### 14. DISCONTINUED OPERATIONS

In October, 2010, Allied Overseas Limited (“AOL”), an indirect non wholly-owned subsidiary of the Company, and Cautious Base Limited (“Holdco”), a direct wholly-owned subsidiary of AOL, entered into a share sale agreement (“Share Sale Agreement”) with Altai Investments Limited and RHC Holding Private Limited (collectively “Purchaser”). According to the Share Sale Agreement, AOL and Holdco had agreed to dispose of the entire interest of five subsidiaries and their respective subsidiaries, namely Quality HealthCare Limited (“QHL”), Quality HealthCare Medical Holdings Limited (“QMH”), Quality HealthCare Medical Services Limited (“QMS”), Quality HealthCare Services Limited (“QSL”) and Portex Limited (“Portex”). They were principally engaged in provision of medical, nursing agency, physiotherapy, dental and other services (“Discontinued Medical Service Business”). QHL, QMH, QMS, QSL and Portex are together referred to as the “Disposal Group” hereafter. According to the Share Sale Agreement, the Disposal Group companies were sold to the Purchaser for the consideration of transaction, payable on the closing date for an amount in cash equal to aggregate sum of (i) HK\$1,521 million; (ii) the base working capital (i.e. HK\$20 million) and (iii) the estimated working capital adjustment (i.e. a deduction of HK\$559,000 from the base working capital), subject to the working capital adjustment. Details of the transaction were set out in the AOL’s circular dated 2nd November, 2010. On 25th November, 2010 a resolution from AOL’s shareholders was passed to dispose of the Discontinued Medical Service Business. The disposal was completed on 30th November, 2010 and the Group recognised a gain on disposal of approximately HK\$1,093.9 million for the year ended 31st December, 2010.

On 13th July, 2011, the closing statement in relation to Share Sale Agreement (“Closing Statement”) was issued and the working capital of the Disposal Group at closing date was agreed to be approximately HK\$35,832,000. Pursuant to the working capital confirmed in the Closing Statement, consideration receivable was adjusted to approximately HK\$16,391,000 and was received by the Group in 2011. The loss for the year ended 31st December, 2011 from discontinued operations of approximately HK\$1.5 million represented adjustments to the gain on disposal of the Disposal Group upon finalisation of the working capital adjustment.

截至二零一二年十二月三十一日止年度

#### 14. 已終止經營業務

於二零一零年十月，本公司之一間間接非全資附屬公司Allied Overseas Limited (「AOL」)及AOL之一間直接全資附屬公司Cautious Base Limited(「Holdco」)與Altai Investments Limited及RHC Holding Private Limited(統稱「買方」)訂立股份銷售協議(「股份銷售協議」)。根據股份銷售協議，AOL與Holdco同意出售五間附屬公司(連同其各自之附屬公司)全部權益，該五間附屬公司為Quality HealthCare Limited(「QHL」)、Quality HealthCare Medical Holdings Limited(「QMH」)、卓健醫療服務有限公司(「卓健醫療服務」)、卓健綜合保健有限公司(「卓健綜合保健」)及惠譽有限公司(「惠譽」)。該等附屬公司主要從事醫療服務、護理介紹所服務、物理治療、牙科及其他服務(「已終止醫療服務業務」)。QHL、QMH、卓健醫療服務、卓健綜合保健及惠譽在下文會統稱為「已售出集團」。根據股份銷售協議，已售出集團之各間公司經已售予買方，交易代價須於完成日期以現金支付，總額相當於(i) 1,521百萬港元；(ii)基礎營運資金(即20百萬港元)及(iii)估計營運資金調整(即自基礎營運資金減去559,000港元)，惟可因應營運資金調整而改變。交易詳情載於AOL二零一零年十一月二日刊發之通函內。於二零一零年十一月二十五日，一項AOL股東決議案獲通過，以出售已終止醫療服務業務。出售事項於二零一零年十一月三十日完成，而本集團於截至二零一零年十二月三十一日止年度確認出售收益約1,093.9百萬港元。

於二零一一年七月十三日，有關股份銷售協議之完成報表(「完成報表」)已發出，已售出集團於完成日期的營運資金獲同意為約35,832,000港元。根據完成報表確認之營運資金，應收代價獲調整為約16,391,000港元，並於二零一一年由本集團收取。來自已終止經營業務之截至二零一一年十二月三十一日止年度虧損約1.5百萬港元，指營運資金調整定案後，對出售已售出集團之收益之調整。

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**15. EARNINGS PER SHARE****15. 每股盈利****From continuing and discontinued operations****來自持續及已終止經營業務**

The calculation of basic and diluted earnings per share from continuing and discontinued operations attributable to owners of the Company is based on the following data:

本公司股東應佔來自持續及已終止經營業務之每股基本及攤薄盈利乃根據下列數據計算：

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元 (Restated) (重列)
Earnings	盈利		
Profit attributable to owners of the Company	本公司股東應佔溢利	1,710.4	1,950.5
Adjustments to profit in respect of mandatory convertible notes of a subsidiary	就一間附屬公司之強制性可換股票據對溢利作出之調整	-	(62.1)
Earnings for the purpose of basic and diluted earnings per share	用以計算每股基本及攤薄盈利之盈利	<b>1,710.4</b>	<b>1,888.4</b>
		<b>Million shares</b> 百萬股	Million shares 百萬股
Number of shares	股份數目		
Weighted average number of shares in issue for the purpose of basic and diluted earnings per share	就計算每股基本及攤薄盈利之已發行股份之加權平均數	<b>6,932.2</b>	6,955.4

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**15. EARNINGS PER SHARE (CONT'D)****From continuing operations**

The calculation of basic and diluted earnings per share from continuing operations attributable to owners of the Company is based on the following data:

<u>Earnings</u>	<u>盈利</u>	
Profit attributable to owners of the Company	本公司股東應佔溢利	
Adjustments to profit in respect of mandatory convertible notes of a subsidiary	就一間附屬公司之強制性可換股票據對溢利作出之調整	
Earnings for the purpose of basic and diluted earnings per share	用以計算每股基本及攤薄盈利之盈利	
<u>Number of shares</u>	<u>股份數目</u>	
Weighted average number of shares in issue for the purpose of basic and diluted earnings per share	就計算每股基本及攤薄盈利之已發行股份之加權平均數	

**From discontinued operations**

No loss per share from discontinued operations is presented for the year as there is no discontinued operation during the year. Basic loss per share from discontinued operations of 2011 was HK0.01 cent which is calculated based on the loss attributable to owners of the Company from discontinued operations of HK\$1.0 million and the weighted average number of 6,955.4 million shares in issue during 2011. Diluted loss per share from discontinued operations for 2011 was the same as the basic loss per share as there were no dilutive potential ordinary shares outstanding.

The computation of diluted earnings per share does not assume the exercise of the Company's warrants because the exercise price of those warrants was higher than the average market price of shares for 2012 and 2011.

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**15. 每股盈利(續)****來自持續經營業務**

本公司股東應佔來自持續經營業務之每股基本及攤薄盈利乃根據下列數據計算：

	2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元 (Restated) (重列)
Profit attributable to owners of the Company	1,710.4	1,951.5
Adjustments to profit in respect of mandatory convertible notes of a subsidiary	-	(62.1)
Earnings for the purpose of basic and diluted earnings per share	1,710.4	1,889.4
<u>Number of shares</u>	<u>Million shares</u> 百萬股	<u>Million shares</u> 百萬股
Weighted average number of shares in issue for the purpose of basic and diluted earnings per share	6,932.2	6,955.4

**來自已終止經營業務**

由於年內並無已終止經營業務，因此本年度並無呈列來自已終止經營業務之每股虧損。二零一一年來自已終止經營業務之每股基本虧損為0.01港仙，乃根據來自已終止經營業務之本公司股東應佔虧損1.0百萬港元，以及二零一一年已發行股份加權平均數6,955.4百萬股計算。由於二零一一年內並無具潛在攤薄影響之普通股，故來自已終止經營業務之每股攤薄虧損與每股基本虧損相同。

由於本公司認股權證行使價較二零一二年及二零一一年股份平均市價為高，故每股攤薄盈利之計算並無假設行使該認股權證。

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**16. DIVIDEND****16. 股息**

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
Dividend proposed	擬派股息		
Proposed final dividend of HK3 cents per share (2011: HK1.5 cents per share)	擬派末期股息 每股3港仙 (二零一一年：每股1.5港仙)	204.1	107.6
Adjustment to 2011 final dividend	二零一一年末期股息之調整	(5.6)	-
		<b>198.5</b>	<b>107.6</b>
Dividend recognised as distribution during the year	年內確認分派之股息		
2011 final dividend of HK1.5 cents per share (2011: 2010 final dividend of HK3 cents per share)	二零一一年末期股息 每股1.5港仙 (二零一一年：二零一零年 末期股息每股3港仙)	107.6	208.6
Adjustment to 2011 final dividend	二零一一年末期股息之調整	(5.6)	-
		<b>102.0</b>	<b>208.6</b>

A final dividend of HK3 cents (2011: HK1.5 cents) per share has been recommended by the Board and is subject to approval by the shareholders of the Company at the forthcoming annual general meeting of the Company.

董事會已建議派發末期股息每股3港仙(二零一一年：1.5港仙)，惟須經本公司股東在本公司應屆股東週年大會上批准。

The amount of the proposed final dividend for the year ended 31st December, 2012 has been calculated by reference to 6,803,922,511 shares in issue at 27th March, 2013.

截至二零一二年十二月三十一日止年度擬派末期股息之數額，乃參照於二零一三年三月二十七日已發行之6,803,922,511股股份計算。

**17. INVESTMENT PROPERTIES****17. 投資物業**

		The Group 本集團	
		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
<b>Fair value</b>	<b>公平價值</b>		
At 1st January	於一月一日	6,192.2	5,156.4
Exchange adjustment	匯兌調整	1.4	5.4
Transferred from prepaid land lease payments and property, plant and equipment	轉撥自預繳地價及物業、廠房及設備	45.9	255.1
Transferred from properties held for sale	轉撥自待出售物業	77.5	-
Additions	增加	5.1	0.9
Transferred to property, plant and equipment (note 18)	轉撥至物業、廠房及設備(附註18)	-	(51.9)
Disposals	出售	(2.2)	(62.7)
Increase in fair value recognised in the consolidated income statement	於綜合收益賬確認之公平價值增加	613.6	889.0
At 31st December	於十二月三十一日	<b>6,933.5</b>	<b>6,192.2</b>

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**17. INVESTMENT PROPERTIES (CONT'D)**

The carrying amount of investment properties shown above comprises:

Properties in Hong Kong	於香港之物業
Long-term lease	長期租賃
Medium-term lease	中期租賃
Medium-term lease properties outside Hong Kong	香港境外之中期租賃物業

During the year, the Group reclassified certain owner-occupied properties with a total carrying amount of HK\$15.9 million (2011: HK\$109.1 million) to investment properties due to the fact that the usage of the properties had been changed to being held for lease out from self-use by the Group. A fair value gain on the date of transfer of HK\$30.0 million (2011: HK\$146.0 million) of which HK\$30.0 million (2011: HK\$89.3 million) attributable to owners of the Company was recognised in the property revaluation reserve and HK\$56.7 million in 2011 attributable to non-controlling interest was recognised in the share of net assets of subsidiaries under non-controlling interests.

The fair value of the Group's investment properties on the date of transfer and at the reporting dates have been arrived at on the basis of a valuation carried out at that date by Norton Appraisals Limited, a firm of independent and qualified professional valuers not connected with the Group. The valuation was principally based on investment approach by taking into account the current rents passing and the reversionary income potential of tenancies. For the properties which are currently vacant, the valuation was based on capitalisation of the hypothetical and reasonable market rents with a typical lease term or direct comparison approach.

At the reporting date, the carrying value of investment properties pledged as security of the Group's bank and other borrowings amounted to HK\$6,398.8 million (2011: HK\$5,910.5 million).

Details of the Group's investment properties and other assets being pledged to secure loans and general banking facilities are set out in note 52.

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**17. 投資物業(續)**

上述投資物業之賬面值如下：

	31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
	5,724.1	5,205.3
	1,078.5	861.9
	130.9	125.0
	<b>6,933.5</b>	<b>6,192.2</b>

年內，本集團重新分類若干賬面總值為15.9百萬港元(二零一一年：109.1百萬港元)之業主自用物業至投資物業，原因為本集團將物業之用途由自用改為持作出租。轉撥當日之公平價值收益30.0百萬港元(二零一一年：146.0百萬港元)，其中30.0百萬港元(二零一一年：89.3百萬港元)歸屬於本公司股東，並已於物業重估儲備確認，及於二零一一年則有56.7百萬港元歸屬於非控股權益，並於非控股權益項下應佔附屬公司淨資產中確認。

本集團投資物業於轉讓日期以及於報告日期之公平價值已根據與本集團概無關連的獨立合資格專業估值師普敦國際評估有限公司於當日進行之估值釐定。該估值主要根據投資法考慮現行租金及可能獲得的租金收入而定。目前仍然空置之物業估值乃根據一般租期內的估計合理市場租金的市值或直接比較法釐定。

於報告日期，本集團就銀行及其他借貸而抵押之投資物業之賬面值為6,398.8百萬港元(二零一一年：5,910.5百萬港元)。

本集團就貸款及一般銀行信貸而抵押之投資物業及其他資產之詳情載於附註52。

for the year ended 31st December, 2012

截至二零一二年十二月三十一日止年度

## 18. PROPERTY, PLANT AND EQUIPMENT

## 18. 物業、廠房及設備

		Hotel property 酒店物業 HK\$ Million 百萬港元	Leasehold land and buildings 租賃土地 及樓宇 HK\$ Million 百萬港元	Leasehold improvements 租賃樓宇 裝修 HK\$ Million 百萬港元	Furniture, fixtures and equipment 傢俱、 裝置及設備 HK\$ Million 百萬港元	Motor vehicles and vessels 汽車 及汽船 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
<b>The Group</b>	<b>本集團</b>						
<b>Cost</b>	<b>成本</b>						
At 1st January, 2011	於二零一一年一月一日	608.5	204.3	80.0	190.7	29.8	1,113.3
Exchange adjustments	匯兌調整	-	2.6	1.5	1.2	-	5.3
Additions	增加	-	-	28.4	67.1	1.9	97.4
Transferred from investment properties (note 17)	轉撥自投資物業 (附註17)	-	51.9	-	-	-	51.9
Transferred to investment properties	轉撥至投資物業	-	(123.2)	-	-	-	(123.2)
Disposals/written off	出售/撇銷	-	-	(20.1)	(45.3)	(0.2)	(65.6)
At 31st December, 2011	於二零一一年 十二月三十一日	608.5	135.6	89.8	213.7	31.5	1,079.1
Exchange adjustments	匯兌調整	-	0.9	0.6	0.4	-	1.9
Additions	增加	-	22.2	21.6	42.8	5.2	91.8
Transferred to investment properties	轉撥至投資物業	-	(17.5)	-	-	-	(17.5)
Disposals/written off	出售/撇銷	-	-	(9.6)	(8.5)	(0.3)	(18.4)
At 31st December, 2012	於二零一二年 十二月三十一日	608.5	141.2	102.4	248.4	36.4	1,136.9
<b>Accumulated depreciation and impairment</b>	<b>累計折舊 及減值</b>						
At 1st January, 2011	於二零一一年一月一日	290.2	27.6	29.8	111.6	26.2	485.4
Exchange adjustments	匯兌調整	-	0.1	0.8	0.5	-	1.4
Provided for the year	本年度撥備	5.9	2.1	21.0	30.3	1.5	60.8
Transferred to investment properties	轉撥至投資物業	-	(14.1)	-	-	-	(14.1)
Impairment loss recognised	確認減值虧損	4.0	-	-	-	-	4.0
Eliminated on disposals/written off	於出售/撇銷時撇銷	-	-	(16.9)	(36.2)	(0.1)	(53.2)
At 31st December, 2011	於二零一一年 十二月三十一日	300.1	15.7	34.7	106.2	27.6	484.3
Exchange adjustments	匯兌調整	-	0.1	0.4	0.1	-	0.6
Provided for the year	本年度撥備	5.7	3.1	22.7	35.7	1.7	68.9
Transferred to investment properties	轉撥至投資物業	-	(1.6)	-	-	-	(1.6)
Impairment loss reversed	撥回減值虧損	(12.6)	-	-	-	-	(12.6)
Eliminated on disposals/written off	於出售/撇銷時撇銷	-	-	(9.6)	(8.1)	(0.3)	(18.0)
At 31st December, 2012	於二零一二年 十二月三十一日	293.2	17.3	48.2	133.9	29.0	521.6
<b>Carrying amounts</b>	<b>賬面值</b>						
At 31st December, 2012	於二零一二年 十二月三十一日	315.3	123.9	54.2	114.5	7.4	615.3
At 31st December, 2011	於二零一一年 十二月三十一日	308.4	119.9	55.1	107.5	3.9	594.8

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## 18. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

The carrying amounts of hotel property and leasehold land and buildings shown above comprise:

Long-term lease properties in Hong Kong	於香港之長期租賃物業
Properties outside Hong Kong	香港境外之物業
Medium-term lease	中期租賃
Short-term lease	短期租賃

At the reporting date, hotel property with carrying value of HK\$315.3 million (2011: HK\$308.4 million) and leasehold land and buildings with carrying value of HK\$23.6 million (2011: HK\$40.3 million) were pledged as security of the Group's bank and other borrowings.

The Company did not have any property, plant and equipment at 31st December, 2012 and 2011 and 1st January, 2011.

## 19. PREPAID LAND LEASE PAYMENTS

The Group's prepaid land lease payments comprise:

Leasehold land outside Hong Kong	香港境外之租賃土地
Medium-term lease	中期租賃
Short-term lease	短期租賃

Analysed for reporting purposes as:	為呈報目的所作之分析：
Non-current assets	非流動資產
Current assets	流動資產

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## 18. 物業、廠房及設備(續)

上述酒店物業及租賃土地及樓宇之賬面值包括：

31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
348.8	358.7
90.3	69.3
0.1	0.3
<b>439.2</b>	<b>428.3</b>

於報告日期，本集團就銀行及其他借貸抵押賬面值為315.3百萬港元(二零一一年：308.4百萬港元)之酒店物業及賬面值為23.6百萬港元(二零一一年：40.3百萬港元)租賃土地及樓宇。

本公司於二零一二年及二零一一年十二月三十一日以及二零一一年一月一日並無任何物業、廠房及設備。

## 19. 預繳地價

本集團之預繳地價包括：

The Group 本集團	
31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
10.0	10.2
0.1	0.2
<b>10.1</b>	<b>10.4</b>
9.8	10.0
0.3	0.4
<b>10.1</b>	<b>10.4</b>

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## 20. GOODWILL

## 20. 商譽

## Cost

At 1st January, 2011,  
1st January, 2012  
and 31st December, 2012

## 成本

於二零一一年一月一日、  
二零一二年一月一日及  
二零一二年十二月三十一日

The Group  
本集團  
HK\$ Million  
百萬港元

2,490.3

## 21. INTANGIBLE ASSETS

## 21. 無形資產

		Computer software 電腦軟件		Exchange participation rights 交易所 參與權		Trade mark 商標	Customer relationship 客戶關係	Web- domain 網域	Club membership 會所會籍	Total 總計
		Acquired 購入	Internally developed 內部開發	HK\$ Million 百萬港元	HK\$ Million 百萬港元					
<b>The Group Cost</b>	<b>本集團 成本</b>									
At 1st January, 2011	於二零一一年一月一日	111.8	35.2	2.3	875.0	1,154.0	78.0	8.8	2,265.1	
Additions	增加	10.3	26.3	-	-	-	-	-	36.6	
Disposals/written off	出售/撇銷	(9.2)	-	-	-	-	-	-	(9.2)	
At 31st December, 2011	於二零一一年十二月三十一日	112.9	61.5	2.3	875.0	1,154.0	78.0	8.8	2,292.5	
Additions	增加	5.9	19.9	-	-	-	-	-	25.8	
Disposals/written off	出售/撇銷	(0.1)	-	-	-	-	-	-	(0.1)	
At 31st December, 2012	於二零一二年十二月三十一日	118.7	81.4	2.3	875.0	1,154.0	78.0	8.8	2,318.2	
<b>Amortisation and impairment</b>	<b>攤銷及減值</b>									
At 1st January, 2011	於二零一一年一月一日	43.1	4.0	1.0	7.0	978.6	39.9	1.1	1,074.7	
Amortisation charged for the year	本年度已扣除之攤銷	19.8	4.7	-	-	167.7	6.7	-	198.9	
Eliminated on disposals/written off	於出售/撇銷時對銷	(8.3)	-	-	-	-	-	-	(8.3)	
At 31st December, 2011	於二零一一年十二月三十一日	54.6	8.7	1.0	7.0	1,146.3	46.6	1.1	1,265.3	
Amortisation charged for the year	本年度已扣除之攤銷	18.8	10.9	-	-	7.7	6.8	-	44.2	
Impairment loss	減值虧損	1.0	1.2	-	-	-	1.6	-	3.8	
Eliminated on disposals/written off	於出售/撇銷時對銷	(0.1)	-	-	-	-	-	-	(0.1)	
At 31st December, 2012	於二零一二年十二月三十一日	74.3	20.8	1.0	7.0	1,154.0	55.0	1.1	1,313.2	
<b>Carrying amounts</b>	<b>賬面值</b>									
At 31st December, 2012	於二零一二年十二月三十一日	44.4	60.6	1.3	868.0	-	23.0	7.7	1,005.0	
At 31st December, 2011	於二零一一年十二月三十一日	58.3	52.8	1.3	868.0	7.7	31.4	7.7	1,027.2	

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**21. INTANGIBLE ASSETS (CONT'D)****21. 無形資產(續)**

<b>The Company</b>	<b>本公司</b>	<b>Club membership</b>
<b>Cost</b>	<b>成本</b>	<b>會所會籍</b>
At 31st December, 2011 and 31st December, 2012	於二零一一年十二月三十一日及 二零一二年十二月三十一日	HK\$ Million 百萬港元
		<b>0.5</b>
Other than the club membership, exchange participation rights and the trade mark, which have indefinite useful lives, the intangible assets are amortised on a straight-line basis over the following periods:		除會所會籍、交易所參與權及商標無固定使用年期外，無形資產於下列期間按直線法攤銷：
Acquired computer software	3–5 years	購入電腦軟件 3至5年
Internally developed computer software	5–10 years	內部開發電腦軟件 5至10年
Customer relationship	5.4 years	客戶關係 5.4年
Web domain	10 years	網域 10年

**22. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES****22. 商譽及無固定使用年期的無形資產之減值測試**

For impairment testing, goodwill and intangible assets with indefinite useful lives at 31st December, 2012 were allocated to the following cash generating units.

為進行減值測試，於二零一二年十二月三十一日之商譽及無固定使用年期的無形資產乃分配至以下現金產生單位。

	<b>Goodwill</b>		<b>Trade Mark</b>	
	<b>商譽</b>		<b>商標</b>	
	31/12/2012	31/12/2011	31/12/2012	31/12/2011
	二零一二年	二零一一年	二零一二年	二零一一年
	十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日
	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
	百萬港元	百萬港元	百萬港元	百萬港元
Consumer finance segment – United Asia Finance Limited (“UAF”)	2,384.0	2,384.0	868.0	868.0
Elderly care services segment – Tuen Mun Elderly Care Home CGU	1.4	1.4	–	–
Investment, broking and finance segment – SHK	104.9	104.9	–	–
	<b>2,490.3</b>	2,490.3	<b>868.0</b>	868.0

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## 22. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES (CONT'D)

The recoverable amount of UAF, a cash-generating unit, represents the value in use at 31st December, 2012 based on a business valuation report on the UAF group prepared by an independent qualified professional valuer, Norton Appraisals Limited. The valuation used the discounted cash flow approach and is based on a five-year performance projection and certain key assumptions (updated with latest market data) including an average growth rate of 12.5% from 2013 to 2017 (2011: 10.1% from 2012 to 2016), a sustainable growth rate of 3.0% beyond 2017 (2011: 3.0% beyond 2016), and a discount rate of 14.1% (2011: 15.4%). The recoverable amount of UAF was determined to be in excess of its net carrying amount.

The recoverable amount for the Tuen Mun Elderly Care Home CGU, a cash-generating unit, was determined based on value in use calculations covering detailed five-year cash flow projections followed by extrapolation of expected cash flows at certain key assumptions including an growth rate of 3.0% (2011: 2.0%) and a discount rate of 14.0% (2011: 14.0%). The recoverable amount of Tuen Mun Elderly Care Home CGU was determined to be in excess of its net carrying amount.

The recoverable amount of SHK has been determined based on a value-in-use calculation. The calculation uses cash flow projection based on the financial budget approved by SHK management covering a 1-year period for both years at a discount rate of 11.0% (2011: 11.0%). The recoverable amount was determined to be in excess of its net carrying amount.

Management believes that possible changes in any of the above assumptions would not cause the carrying amounts to exceed their recoverable amounts.

## 22. 商譽及無固定使用年期的無形資產之減值測試(續)

現金產生單位亞洲聯合財務的可收回金額指於二零一二年十二月三十一日之使用價值，乃根據獨立合資格專業估值師普敦國際評估有限公司編製亞洲聯合財務集團業務估值報告所釐定。估值使用折讓現金流方法，並根據五年業績預測以及若干主要假設(包括二零一三年至二零一七年的平均增長率12.5%(二零一一年：二零一二年至二零一六年為10.1%)及二零一七年後的可持續增長率為3.0%(二零一一年：二零一六年後為3.0%)，而折現率為14.1%(二零一一年：15.4%)。亞洲聯合財務的可收回金額經確定為超過其賬面淨值。

現金產生單位屯門護老中心現金產生單位的可收回金額乃根據使用價值釐定，當中包括詳盡之五年現金流預測及根據若干主要假設(包括增長率3.0%(二零一一年：2.0%)及折現率14.0%(二零一一年：14.0%))進行預期現金流量推斷。屯門護老中心現金產生單位之可收回金額經確定為超過其賬面淨值。

新鴻基之可收回金額按使用價值釐定。於兩個年度內，計量使用基於新鴻基管理層批准之一年期財務預算作出之現金流量預測，折現率11.0%(二零一一年：11.0%)。得出之可收回金額經確定為超過其賬面淨值。

管理層相信，上述任何假設可能出現的改變不會使賬面值超出可收回金額。

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**23. INVESTMENTS IN SUBSIDIARIES**

Investment, at cost  
Deemed capital contributions (note)

投資，按成本  
視為資本出資(附註)

Note: Deemed capital contributions represented the imputed interest on the non-current interest-free loans.

**24. AMOUNTS DUE FROM SUBSIDIARIES**

Amounts due from subsidiaries  
Unsecured and at imputed interest of HIBOR rate plus 2.75% (2011: Hong Kong Prime rate minus 4.25%) per annum  
Unsecured and non-interest bearing

附屬公司欠款  
無抵押及按香港銀行同業拆息利率加2.75厘(二零一一年：香港最優惠利率減4.25厘)之推算年利率計息  
無抵押及不計息

Less: Allowance for impairment

減：減值撥備

Analysed as:  
Non-current (note)  
Current

列為：  
非即期(附註)  
即期

Note: The amounts of HK\$9,247.7 million (2011: HK\$9,166.2 million) due from subsidiaries are not expected to be repaid within twelve months from the end of the reporting period and the balance is therefore shown as non-current. Other amounts of HK\$623.1 million (2011: HK\$502.9 million) are repayable on demand and expected to be repaid within twelve months from the end of the reporting period. The balances are therefore shown as current.

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**23. 於附屬公司之投資**

The Company 本公司	
31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
-	-
779.2	447.4
<b>779.2</b>	<b>447.4</b>

附註：視為資本出資指非流動免息貸款之推算利息。

**24. 附屬公司欠款**

The Company 本公司	
31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
9,247.7	8,948.7
765.9	892.1
<b>10,013.6</b> <b>(142.8)</b>	<b>9,840.8</b> <b>(171.7)</b>
<b>9,870.8</b>	<b>9,669.1</b>
<b>9,247.7</b>	<b>9,166.2</b>
<b>623.1</b>	<b>502.9</b>
<b>9,870.8</b>	<b>9,669.1</b>

附註：附屬公司欠款9,247.7百萬港元(二零一一年：9,166.2百萬港元)並不預期於報告期末起計十二個月內償還，因此結餘列作非即期。其他欠款623.1百萬港元(二零一一年：502.9百萬港元)須於要求時償還及預期可於報告期末起計十二個月內償還，故此該結餘列為即期。

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**24. AMOUNTS DUE FROM SUBSIDIARIES (CONT'D)**

Other than the notes and bonds, terms of which are shown in note 43, none of the subsidiaries had any debt securities outstanding at the end of the reporting period or at any time during the year. The Company assesses, at the end of each reporting period, whether there is objective evidence that the amounts due from subsidiaries are impaired. An impairment allowance is recognised when there is objective evidence of impairment as a result of one or more loss events having occurred that has an impact on the estimated future cash flows of the subsidiaries that can be reliably estimated.

**24. 附屬公司欠款(續)**

除票據及債券(其條款載於附註43)外,概無附屬公司於報告期末或本年內任何時間擁有任何未償還之債務證券。本公司於各報告期末時評估有否客觀證據證實附屬公司欠款已減值。本公司會於有客觀證據證實減值乃由已發生的一項或以上的虧損事項而引起,且於進行可靠的估計後,預期會影響附屬公司日後的現金流量時確認減值撥備。

		<b>The Company</b>	
		本公司	
		31/12/2012	31/12/2011
		二零一二年	二零一一年
		十二月三十一日	十二月三十一日
		HK\$ Million	HK\$ Million
		百萬港元	百萬港元
Gross amount of impaired amounts due from subsidiaries	附屬公司欠款之 已減值總額	589.5	351.6
Less: Allowance for impairment	減: 減值撥備	(142.8)	(171.7)
Net carrying amount of impaired amounts due from subsidiaries	附屬公司欠款之 已減值賬面淨值	<b>446.7</b>	179.9

Particulars of the Company's principal subsidiaries at 31st December, 2012 are set out in note 55.

有關本公司於二零一二年十二月三十一日的主要附屬公司詳情載於附註55。

**25. INTERESTS IN ASSOCIATES****25. 於聯營公司之權益**

		<b>The Group</b>	
		本集團	
		31/12/2012	31/12/2011
		二零一二年	二零一一年
		十二月三十一日	十二月三十一日
		HK\$ Million	HK\$ Million
		百萬港元	百萬港元
			(Restated)
			(重列)
Listed securities (note 25 (i))	上市證券(附註25(i))	5,971.7	5,840.8
Unlisted shares (note 25 (ii))	非上市股份(附註25(ii))	66.0	62.4
		<b>6,037.7</b>	5,903.2

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## 25. INTERESTS IN ASSOCIATES (CONT'D)

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## 25. 於聯營公司之權益(續)

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元 (Restated) (重列)
Notes:	附註:		
(i) Listed securities	(i) 上市證券		
Cost of investment	投資成本	3,170.1	3,170.1
Share of post-acquisition reserves	應佔收購後儲備	2,837.5	2,715.9
Less: Impairment allowance recognised	減: 已確認減值撥備	(35.9)	(45.2)
		<b>5,971.7</b>	<b>5,840.8</b>
Fair value of listed securities, at quoted price	上市證券公平價值, 按報價	<b>3,996.9</b>	<b>3,164.9</b>

Management has reviewed the shortfall between the carrying amount of a listed associate and the fair value of the associate at the end of the reporting period. The management considers that the value in use based on discounted future cash flows of the associate is higher than the carrying amount and the fair value of the associate, hence, no impairment allowance needs to be recognised.

管理層已審閱一間上市聯營公司的賬面值與其於報告期末的公平價值之間的差額。管理層認為，按照聯營公司之貼現未來現金流計算的使用價值較該聯營公司之賬面值及公平價值為高。因此，毋須確認減值撥備。

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
(ii) Unlisted shares	(ii) 非上市股份		
Cost of investment	投資成本	42.0	44.3
Share of post-acquisition reserves	應佔收購後儲備	25.7	22.1
Less: Impairment allowance recognised	減: 已確認減值撥備	(1.7)	(4.0)
		<b>66.0</b>	<b>62.4</b>

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**25. INTERESTS IN ASSOCIATES (CONT'D)****25. 於聯營公司之權益(續)**

The summarised financial information in respect of the Group's associates is set out below:

本集團聯營公司之財務資料概述如下：

		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元 (Restated) (重列)
Total assets	資產總額	27,573.2	25,606.3
Total liabilities	負債總額	(12,230.5)	(10,689.9)
Net assets	資產淨值	15,342.7	14,916.4
Group's share of net assets of associates	本集團應佔聯營公司 資產淨值	6,594.9	6,469.9
		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元 (Restated) (重列)
Revenue	收入	2,343.5	2,964.3
Profit for the year	本年度溢利	366.9	724.2
Group's share of profit or loss of associates for the year	本集團應佔聯營公司之 本年度損益	169.4	288.3

Particulars of the Group's principal associates at 31st December, 2012 are set out in note 56.

本集團於二零一二年十二月三十一日之主要聯營公司詳情載於附註56。

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**26. INTERESTS IN JOINTLY CONTROLLED ENTITIES**

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**26. 於共同控制企業之權益**

		<b>The Group</b> 本集團	
		<b>31/12/2012</b> 二零一二年 十二月三十一日 <b>HK\$ Million</b> 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元 (Restated) (重列)
Unlisted shares	非上市股份		
Cost of investment	投資成本	<b>114.0</b>	108.5
Share of post-acquisition reserves	應佔收購後儲備	<b>1,565.7</b>	1,418.9
Impairment allowance recognised	已確認減值撥備	<b>(2.3)</b>	-
		<b>1,677.4</b>	1,527.4
Elimination of unrealised profit	撇銷未變現溢利	<b>(17.6)</b>	(17.6)
		<b>1,659.8</b>	1,509.8

The summarised financial information in respect of the Group's interests in the jointly controlled entities which are accounted for using the equity method is set out below:

本集團於共同控制企業權益(以權益法入賬)之財務資料概述如下:

		<b>31/12/2012</b> 二零一二年 十二月三十一日 <b>HK\$ Million</b> 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元 (Restated) (重列)
Non-current assets	非流動資產	<b>1,724.3</b>	1,578.5
Current assets	流動資產	<b>379.0</b>	330.1
Non-current liabilities	非流動負債	<b>(201.0)</b>	(207.7)
Current liabilities	流動負債	<b>(220.2)</b>	(172.3)
Group's share of net assets of jointly controlled entities	本集團應佔共同控制企業資產淨值	<b>1,682.1</b>	1,528.6

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**26. INTERESTS IN JOINTLY CONTROLLED ENTITIES (CONT'D)****26. 於共同控制企業之權益(續)**

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元 (Restated) (重列)
Revenue	收入	<b>366.0</b>	343.3
Expenses	開支	<b>(280.0)</b>	(281.2)
Increase in fair value of investment properties	投資物業公平價值增加	<b>128.6</b>	142.5
Taxation	稅項	<b>(14.8)</b>	(14.8)
Group's share of results of jointly controlled entities for the year	本集團應佔共同控制企業之本年度業績	<b>199.8</b>	189.8

Particulars of the Group's principal jointly controlled entities at 31st December, 2012 are set out in note 57.

本集團於二零一二年十二月三十一日之主要共同控制企業詳情載於附註57。

**27. AVAILABLE-FOR-SALE FINANCIAL ASSETS****27. 可供出售金融資產**

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
Listed equity investments issued by corporate entities, at quoted price Listed outside Hong Kong	企業實體發行之上市股本投資，按報價香港以外地區上市	<b>0.5</b>	31.0
Unlisted equity investments issued by corporate entities, at fair value	企業實體發行之非上市股本投資，按公平價值	<b>43.6</b>	42.3
Macau shares	澳門股份	<b>25.1</b>	31.2
Shares in overseas investment funds	海外投資基金股份	<b>68.7</b>	73.5
Unlisted equity investments issued by corporate entities, at cost less impairment	企業實體發行之非上市股本投資，按成本扣除減值	<b>0.4</b>	0.4
Hong Kong shares	香港股份	<b>50.8</b>	211.3
Overseas shares	海外股份	<b>51.2</b>	211.7
		<b>120.4</b>	316.2

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

Available-for-sale financial assets are intended to be held for a continuing strategic or long-term purpose.

As there are no sufficient market comparables as input to measure the fair value reliably, some of the unlisted equity investments are measured at cost less impairment. The fair value of the Macau shares was established by using discounted cash flow method with a discount rate at prevailing prime interest rate. The fair value of shares in overseas investment funds are established by reference to the prices quoted by respective fund administrators as these equity securities may be redeemed at the request by the holders based on such quoted prices.

During the year, the Group disposed of certain unlisted equity investments measured at cost less impairment with a carrying value of HK\$161.2 million at a total consideration of HK\$210.8 million.

Further details on financial risk management of available-for-sale financial assets are disclosed in note 46.

## 28. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS

Loans and advances to consumer finance customers  
Less: Allowances for impairment

Analysed for reporting purposes as:  
Non-current assets  
Current assets

私人財務客戶貸款及墊款  
減：減值撥備

為呈報目的所作之分析：  
非流動資產  
流動資產

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## 27. 可供出售金融資產(續)

可供出售金融資產擬就持續策略或長期目標持有。

由於並無足夠市場可比較資料作為可靠計量公平價值的輸入數據，某些非上市股本投資按成本扣除減值計量。澳門股份之公平價值乃按現行優惠利率之折現現金流量法釐定。海外投資基金股份之公平價值乃參考各基金管理人所報價價格釐定，此乃由於該等股本證券可應持有人之要求按有關報價予以贖回。

年內，本集團出售若干非上市股本投資，按成本扣除減值計算，賬面值為161.2百萬港元，代價總額為210.8百萬港元。

可供出售金融資產金融風險管理之進一步詳情載於附註46。

## 28. 私人財務客戶貸款及墊款

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日	31/12/2011 二零一一年 十二月三十一日
		HK\$ Million 百萬港元	HK\$ Million 百萬港元
		8,753.5	7,961.8
		(459.7)	(405.7)
		<b>8,293.8</b>	<b>7,556.1</b>
		<b>3,057.6</b>	2,972.6
		<b>5,236.2</b>	4,583.5
		<b>8,293.8</b>	<b>7,556.1</b>

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**28. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS (CONT'D)****28. 私人財務客戶貸款及墊款(續)**

Movements of allowance for impairment during the year were as follows:

年內減值撥備之變動如下：

		<b>The Group</b> 本集團	
		<b>2012</b> 二零一二年 HK\$ Million 百萬港元	<b>2011</b> 二零一一年 HK\$ Million 百萬港元
At 1st January	於一月一日	<b>(405.7)</b>	(458.7)
Exchange adjustments	匯兌調整	<b>(0.8)</b>	(1.4)
Amounts written off	已撇銷款項	<b>366.7</b>	273.3
Amounts recognised in consolidated income statement	於綜合收益賬確認之款項	<b>(350.8)</b>	(164.5)
Amounts recovered	已收回款項	<b>(69.1)</b>	(54.4)
At 31st December	於十二月三十一日	<b>(459.7)</b>	(405.7)

Certain loans and advances are secured by properties. All the loans and advances bear interest at market interest rates.

若干貸款及墊款以物業抵押。所有貸款及墊款均按市場利率計息。

The loans and advances to consumer finance customers have been reviewed by the Consumer Finance division to assess impairment allowances which are based on the evaluation of collectibility, aging analysis of accounts and on management's judgment, including the current creditworthiness and the past collection statistics of individually significant accounts or a portfolio of accounts on a collective basis.

私人財務客戶貸款及墊款由私人財務部審核，按可收回性評估、賬齡分析及管理層判斷(包括個別大額賬戶或集體賬戶組合之現時信譽及過往收款數據)以估計減值撥備。

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## 28. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS (CONT'D)

The following is an aging analysis for the loans and advances to consumer finance customers that were past due at the end of the reporting period but not impaired:

Less than 31 days past due	逾期少於31日
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91日至180日
Over 180 days	180日以上

The loans and advances to consumer finance customers categorised as unsecured and secured, are as follows:

At the reporting date, loans and advances to consumer finance customers consisted of HK\$7,439.7 million unsecured (2011: HK\$6,205.2 million) and HK\$854.1 million secured (2011: HK\$1,350.9 million). The table below summarises its credit quality:

<b>Credit quality</b>	<b>信貸質素</b>
Neither past due nor impaired	並非逾期或減值
Past due or individually impaired	逾期或個別減值

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## 28. 私人財務客戶貸款及墊款(續)

以下為於報告期末已到期但無減值之私人財務客戶貸款及墊款之賬齡分析：

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
		461.4	437.8
		112.0	98.4
		71.7	119.4
		111.1	60.1
		24.3	–
		<b>780.5</b>	<b>715.7</b>

私人財務客戶貸款及墊款分為無抵押及有抵押，呈列如下：

於報告日期，私人財務客戶貸款及墊款包括無抵押7,439.7百萬港元(二零一一年：6,205.2百萬港元)及有抵押854.1百萬港元(二零一一年：1,350.9百萬港元)。下表概述其信貸質素：

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
		7,513.0	6,839.3
		780.8	716.8
		<b>8,293.8</b>	<b>7,556.1</b>

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## 28. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS (CONT'D)

## 28. 私人財務客戶貸款及墊款(續)

The amount and type of collateral required depend on an assessment of the credit risk of the customer or counterparty.

所需抵押款項及類別視乎客戶或交易對手之信貸風險評估情況而定。

The main types of collateral and credit enhancement obtained are as follows:

所獲抵押品及信貸增強措施的主要類別如下：

- for personal lending, mortgages over residential properties; and
- for commercial lending, corporate guarantees, charges over real estate properties, pledge of shares or debentures over the borrower's assets.

- 對於個人貸款，以住宅物業按揭；及
- 對於商業借貸，以企業擔保、房地產物業抵押、股份抵押或借款人資產債券抵押。

In general, the loans and advances which are granted on a secured basis, are made to the consumer finance customers with sufficient amount of collateral provided by them. Management requests additional collateral as appropriate in accordance with the underlying agreements, and monitors the market value of collateral during its review of the adequacy of the allowance for impairment losses.

一般而言，按擔保基準授出之貸款及墊款，乃供給可提供充足抵押品之私人財務客戶。管理層會於適當時要求根據相關協議作出額外抵押，並於檢討減值虧損撥備是否足夠時監察抵押品的市值。

Estimate of fair value of collateral are based on the fair value of collateral determined using valuation techniques commonly used for the corresponding assets at the time of borrowing.

估計抵押品公平價值乃根據於借款時採用一般適用於相應資產之估值技術釐定之抵押品公平價值而釐定。

It is the Group's policy to dispose of repossessed properties in an orderly fashion. The proceeds are used to repay or reduce the outstanding loan balances. In general, the Group does not retain repossessed properties for business purpose.

本集團的方針是有序地變賣沒收物業。所得款項用作償還或降低未償還貸款結餘。一般而言，本集團不會保留沒收物業作業用途。

For the secured loans and advances to consumer finance customers with the carrying amount of HK\$686.1 million (2011: HK\$760.5 million), the fair values of the collaterals of such can be objectively ascertained to cover the outstanding amount of the loan balances.

就賬面值為686.1百萬港元(二零一一年: 760.5百萬港元)之有抵押私人財務客戶貸款及墊款而言，相關抵押品之公平價值可客觀確定為足以結付貸款結餘之未償還金額。

The carrying amounts of the loans and advances to consumer finance customers approximate their fair values.

私人財務客戶貸款及墊款之賬面值與其公平價值相若。

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**29. DEFERRED TAX**

The following are the major deferred tax assets and liabilities of the Group recognised and movements thereon during the current and prior years:

**29. 遞延稅項**

本集團於本年度及過往年度中確認的主要遞延稅項資產及負債以及相關變動如下：

		Accelerated tax depreciation 加速稅務折舊 HK\$ Million 百萬港元	Revaluation of assets 資產重估 HK\$ Million 百萬港元	Provision and impairment 撥備及減值 HK\$ Million 百萬港元	Unrealised profit 未變現溢利 HK\$ Million 百萬港元	Undistributed earnings and others 未分派盈利 及其他 HK\$ Million 百萬港元	Tax losses 稅項虧損 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
<b>The Group</b>	<b>本集團</b>							
At 1st January, 2011, as previously reported	於二零一一年一月一日， 如早前報告	239.2	508.2	(100.0)	6.5	6.8	(143.9)	516.8
Effect of changes in accounting policy (note 2)	會計政策變動之影響 (附註2)	0.4	(306.5)	-	-	-	52.8	(253.3)
As restated	重列	239.6	201.7	(100.0)	6.5	6.8	(91.1)	263.5
Exchange adjustments	匯兌調整	0.2	1.0	(1.0)	0.4	-	(0.4)	0.2
Recognised in consolidated income statement (note 13)	於綜合收益賬確認 (附註13)	14.5	(24.5)	1.7	6.9	(0.6)	0.7	(1.3)
At 31st December, 2011	於二零一一年 十二月三十一日	254.3	178.2	(99.3)	13.8	6.2	(90.8)	262.4
Exchange adjustments	匯兌調整	-	0.3	(0.6)	0.4	-	-	0.1
Recognised in consolidated income statement (note 13)	於綜合收益賬確認 (附註13)	10.7	(0.5)	(31.9)	15.8	(0.1)	16.5	10.5
At 31st December, 2012	於二零一二年 十二月三十一日	265.0	178.0	(131.8)	30.0	6.1	(74.3)	273.0

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## 29. DEFERRED TAX (CONT'D)

For reporting purpose, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances of the Group for financial reporting purposes:

Deferred tax liabilities	遞延稅項負債
Deferred tax assets	遞延稅項資產

At the end of the reporting period, the Group had unrecognised deductible temporary differences of HK\$3.2 million (2011: HK\$5.1 million) and estimated unused tax losses of HK\$2,086.1 million (2011: HK\$2,284.4 million) available for offset against future assessable profits. A deferred tax asset has been recognised in respect of HK\$450.2 million (2011: HK\$549.8 million) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$1,635.9 million (2011: HK\$1,734.6 million) of losses due to the unpredictability of future assessable profit streams. The unrecognised tax losses included a sum of HK\$10.3 million that will expire from 2014 to 2017 (2011: HK\$3.7 million from 2012 to 2015).

The Group also had unrecognised taxable temporary differences arising from investment in PRC subsidiaries of HK\$512.0 million at the end of the reporting period (2011: HK\$277.4 million). The taxable temporary differences have not been recognised as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

There were no other significant temporary differences that are not recognised arising during the year or at the end of the reporting period.

At the end of the reporting period, the Company had estimated unused tax losses of HK\$3.0 million (2011: HK\$3.4 million) available for offset against future assessable profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future assessable profit streams. Tax losses may be carried forward indefinitely.

## 29. 遞延稅項(續)

就報告目的而言，若干遞延稅項資產及負債已抵銷。有關本集團財務報告的遞延稅項結餘分析如下：

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日	31/12/2011 二零一一年 十二月三十一日
		HK\$ Million 百萬港元	HK\$ Million 百萬港元 (Restated) (重列)
		379.0	355.1
		(106.0)	(92.7)
		<b>273.0</b>	<b>262.4</b>

於報告期末，本集團之未確認可扣稅臨時差額為3.2百萬港元(二零一一年：5.1百萬港元)及可抵銷未來應課稅溢利之估計未動用稅項虧損2,086.1百萬港元(二零一一年：2,284.4百萬港元)。其中就450.2百萬港元(二零一一年：549.8百萬港元)之上述虧損確認遞延稅項資產。因未能確定未來應課稅溢利流，故並無確認錄下1,635.9百萬港元(二零一一年：1,734.6百萬港元)虧損之遞延稅項資產。未確認稅項虧損包括將於二零一四年至二零一七年到期之款項10.3百萬港元(二零一一年：將於二零一二年至二零一五年到期之款項3.7百萬港元)。

於報告期末，本集團有來自於中國附屬公司之投資所產生之未確認應課稅臨時差額512.0百萬港元(二零一一年：277.4百萬港元)。由於本集團可控制撥回臨時差額之時間，而臨時差額可能將不會在可見將來撥回，因此並無確認應課稅臨時差額。

年內或於報告期末，並無其他未確認之重大臨時差額。

於報告期末，本公司可抵銷未來應課稅溢利之估計未動用稅項虧損3.0百萬港元(二零一一年：3.4百萬港元)。因未能確定未來應課稅溢利流，故並無確認有關虧損之遞延稅項資產。稅項虧損可無限期結轉。

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**30. PROPERTIES HELD FOR SALE AND OTHER INVENTORIES****30. 待出售物業及其他存貨**

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
Properties in Hong Kong, at net realisable value	於香港之物業，按可變現淨值	231.3	304.9
Freehold property outside Hong Kong, at cost	香港境外之永久業權物業，按成本	135.2	135.4
Other inventories	其他存貨	3.5	1.5
		<b>370.0</b>	<b>441.8</b>

In 2012, certain of the Group's properties previously held for sale with a net realisable value of HK\$77.5 million (2011: Nil) were rented out under operating leases during the year and were therefore reclassified as investment properties.

The freehold property outside Hong Kong represents a property in the United States of America. The Group has the intention to sell this asset. The freehold property is included in the Group's sale of properties and property based investments for segment reporting purposes (note 6).

At 31st December, 2012, the carrying value of properties held for sale pledged as security of the Group's bank and other borrowings amounted to HK\$231.3 million (2011: HK\$304.9 million).

於二零一二年，若干本集團之前所持有可變現淨值為77.5百萬港元(二零一一年：無)之待出售物業已於年內按經營租約租出，並因此已重列為投資物業。

香港境外之永久業權物業指一項位於美利堅合眾國之物業。本集團擬將此資產出售。永久業權物業就分部呈報目的計入本集團之出售物業及與物業有關之投資內(附註6)。

於二零一二年十二月三十一日，賬面值231.3百萬港元(二零一一年：304.9百萬港元)之待出售物業已抵押，作為本集團銀行及其他借貸之抵押品。

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**31. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS****31. 透過損益賬按公平價值處理之金融資產**

		<b>The Group</b> 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
<b>Held for trading investments, at quoted price</b>	<b>持作交易投資，按報價</b>		
Equity securities listed in Hong Kong issued by corporate entities	香港上市之股本證券 企業實體發行	<b>178.3</b>	173.5
issued by banks	銀行發行	<b>14.7</b>	94.7
issued by public utility entities	公營機構發行	<b>2.3</b>	1.2
Equity securities issued by corporate entities listed outside Hong Kong	香港以外地區上市企業實體發行之股本證券	<b>69.0</b>	135.2
Warrants, futures and options listed in Hong Kong	香港上市之認股權證、期貨及期權	<b>0.2</b>	1.3
Unlisted bonds	非上市債券	<b>8.2</b>	23.8
		<b>272.7</b>	429.7
<b>Held for trading investments, at fair value</b>	<b>持作交易投資，按公平價值</b>		
Equity securities issued by corporate entities listed outside Hong Kong under a sale restriction period of one year	企業實體發行之香港以外地區上市之股本證券(有一年禁售期)	<b>41.1</b>	-
Over the counter equity derivatives	場外股本衍生工具	<b>1.6</b>	1.5
Unlisted overseas warrants and options	非上市海外認股權證及期貨	<b>0.1</b>	0.1
Unlisted bonds	非上市債券	<b>120.3</b>	33.8
		<b>163.1</b>	35.4
<b>Investments designated as at fair value through profit or loss issued by corporate entity, at quoted price</b>	<b>企業實體發行指定為透過損益賬按公平價值處理之投資，按報價</b>		
Bonds listed in Hong Kong	香港上市債券	<b>135.1</b>	108.4
Bonds listed outside Hong Kong	香港以外地區上市之債券	<b>454.0</b>	255.8
		<b>589.1</b>	364.2
<b>Investments designated as at fair value through profit or loss issued by corporate entity, at fair value</b>	<b>企業實體發行指定為透過損益賬按公平價值處理之投資，按公平價值</b>		
Unlisted overseas redeemable convertible securities	非上市海外可贖回可換股證券	<b>50.0</b>	50.0
Equity securities in unlisted overseas investment funds	非上市海外投資基金之股本證券	<b>320.0</b>	309.9
		<b>370.0</b>	359.9
		<b>1,394.9</b>	1,189.2
Analysed for reporting purposes as:	為呈報目的所作之分析：		
Non-current assets	非流動資產	<b>912.6</b>	642.1
Current assets	流動資產	<b>482.3</b>	547.1
		<b>1,394.9</b>	1,189.2

Further information of the fair values of financial assets at fair value through profit or loss are disclosed in note 46.

透過損益賬按公平價值處理之金融資產公平價值之進一步資料載於附註46。

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## 32. TRADE AND OTHER RECEIVABLES

## 32. 貿易及其他應收款項

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
Trade receivables – accounts receivable from exchanges, brokers and clients	應收貿易賬款 —來自交易所、經紀及 客戶之應收賬款	<b>1,011.8</b>	867.0
Less: impairment allowance	減：減值撥備	<b>(34.2)</b>	(24.3)
		<b>977.6</b>	842.7
Secured term loans	有抵押有期貨款	<b>1,869.8</b>	1,021.4
Less: impairment allowance	減：減值撥備	<b>(132.9)</b>	(56.6)
		<b>1,736.9</b>	964.8
Margin loans	證券放款	<b>3,419.3</b>	4,343.0
Less: impairment allowance	減：減值撥備	<b>(132.6)</b>	(66.0)
		<b>3,286.7</b>	4,277.0
Other receivables	其他應收款項		
Deposits	按金	<b>69.1</b>	87.6
Dividend receivable on behalf of clients	代客戶收取之應收股息	<b>15.5</b>	51.9
Claims from counterparties, receivable from sale proceeds and others	向交易對手之索償、銷售所得 款項之應收款項及 其他	<b>209.4</b>	160.2
Less: impairment allowance	減：減值撥備	<b>(2.4)</b>	(0.1)
		<b>291.6</b>	299.6
Trade and other receivables at amortised cost	按攤銷成本之貿易及 其他應收款項	<b>6,292.8</b>	6,384.1
Less: non-current portion	減：非即期部分	<b>(720.0)</b>	(7.8)
Current portion of trade and other receivables at amortised cost	按攤銷成本之貿易及 其他應收款項之即期部分	<b>5,572.8</b>	6,376.3
Prepayments	預付款項	<b>13.6</b>	21.1
		<b>5,586.4</b>	6,397.4

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**32. TRADE AND OTHER RECEIVABLES (CONT'D)****32. 貿易及其他應收款項(續)**

The following is an aged analysis of trade and other receivables based on the date of the invoice / contract note at the reporting date:

以下為於報告日期之貿易及其他應收款項根據發票／合約單據日期作出之賬齡分析：

		<b>The Group</b> 本集團	
		<b>31/12/2012</b> 二零一二年 十二月三十一日 HK\$ Million 百萬港元	<b>31/12/2011</b> 二零一一年 十二月三十一日 HK\$ Million 百萬港元
Less than 31 days	少於31日	<b>957.9</b>	769.9
31 to 60 days	31至60日	<b>8.0</b>	7.2
61 to 90 days	61至90日	<b>5.7</b>	96.7
91 to 180 days	91至180日	<b>2.5</b>	17.1
Over 180 days	180日以上	<b>51.2</b>	23.4
Term loans, margin loans, and trade and other receivables without aging*	並無賬齡之有期貨款、證券放款及貿易及其他應收款項*	<b>1,025.3</b>	914.3
Allowances for impairment	減值撥備	<b>5,569.6</b> <b>(302.1)</b>	5,616.8 (147.0)
Trade and other receivables at amortised cost	按攤銷成本之貿易及其他應收款項	<b>6,292.8</b>	6,384.1

\* No aging analysis is disclosed for margin loans and term loans financing, as, in the opinion of the management, the aging analysis does not give additional value in view of the nature of the margin loans and secured term loans financing business.

\* 管理層認為，鑒於證券放款及有期貨款融資的業務性質，賬齡分析意義不大，因此並無披露證券放款及有期貨款融資之賬齡分析。

The movement of impairment allowances during the year were as follows:

年內減值撥備之變動如下：

		<b>Trade receivables</b> 應收 貿易賬款 HK\$ Million 百萬港元	<b>Secured term loans</b> 有抵押 有期貨款 HK\$ Million 百萬港元	<b>Margin loans</b> 證券放款 HK\$ Million 百萬港元	<b>Other receivables</b> 其他 應收款項 HK\$ Million 百萬港元	<b>Total</b> 總計 HK\$ Million 百萬港元
At 1st January, 2011	於二零一一年一月一日	(17.7)	(56.6)	(87.8)	(1.3)	(163.4)
Amounts written off	已撇銷款項	0.7	-	26.4	1.3	28.4
Amounts recognised in the consolidated income statement	於綜合收益賬確認之款項	(7.3)	-	(4.6)	(0.1)	(12.0)
At 31st December, 2011	於二零一一年十二月三十一日	(24.3)	(56.6)	(66.0)	(0.1)	(147.0)
Amounts written off	已撇銷款項	0.3	-	-	-	0.3
Amounts recognised in the consolidated income statement	於綜合收益賬確認之款項	(10.2)	(76.3)	(66.6)	(2.3)	(155.4)
At 31st December, 2012	於二零一二年十二月三十一日	(34.2)	(132.9)	(132.6)	(2.4)	(302.1)

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**32. TRADE AND OTHER RECEIVABLES (CONT'D)**

Impairment loss on trade receivables, margin loans, term loans and other receivables is recognised in the consolidated income statement after proper review by the relevant credit control department or credit and executive committees of the Group, based on the latest status of trade receivables, margin loans, term loans and other receivables, and the latest announced or available information about the underlying collateral held.

The carrying amounts of the trade and other receivables at amortised cost approximate their fair values.

**32. 貿易及其他應收款項(續)**

經本集團有關信貸監控部門或信貸委員會及執行委員會適當地審視應收貿易賬款、證券放款、有期貨款及其他應收款項的情況後(根據應收貿易賬款、證券放款、有期貨款及其他應收款項的最新情況及最新公布或得到的有關抵押品的資料)作出之減值虧損，於綜合收益賬中確認。

按攤銷成本計值之貿易及其他應收款項賬面值與其公平價值相若。

		The Group 本集團					
		31/12/2012 二零一二年十二月三十一日			31/12/2011 二零一一年十二月三十一日		
		Gross amount of impaired advances 已減值墊款 總額 HK\$ Million 百萬港元	Individually assessed allowances 個別評估 撥備 HK\$ Million 百萬港元	Net carrying amount of impaired advances 已減值墊款 賬面淨值 HK\$ Million 百萬港元	Gross amount of impaired advances 已減值墊款 總額 HK\$ Million 百萬港元	Individually assessed allowances 個別評估 撥備 HK\$ Million 百萬港元	Net carrying amount of impaired advances 已減值墊款 賬面淨值 HK\$ Million 百萬港元
Impaired trade and other receivables under individual assessment	個別評估之已減值貿易及其他應收款項						
- Trade receivables	- 應收貿易賬款	44.9	(34.2)	10.7	110.6	(24.3)	86.3
- Secured term loans	- 有抵押有期貨款	184.4	(132.9)	51.5	58.1	(56.6)	1.5
- Margin loans	- 證券放款	183.5	(132.6)	50.9	178.7	(66.0)	112.7
- Other receivables	- 其他應收款項	2.4	(2.4)	-	0.1	(0.1)	-
		<b>415.2</b>	<b>(302.1)</b>	<b>113.1</b>	<b>347.5</b>	<b>(147.0)</b>	<b>200.5</b>

The following is an aged analysis of the trade and other receivables that were past due at the end of the reporting period but not impaired:

以下為於報告期末已逾期但並無減值之貿易及其他應收款項之賬齡分析：

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
Less than 31 days	少於31日	21.3	19.1
31 to 60 days	31至60日	2.9	5.6
61 to 90 days	61至90日	1.7	301.7
91 to 180 days	91至180日	0.6	177.0
Over 180 days	180日以上	19.6	63.6
		<b>46.1</b>	<b>567.0</b>

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### 32. TRADE AND OTHER RECEIVABLES (CONT'D)

Listed securities, unlisted securities and properties of clients are held as collateral against secured margin loans and term loans.

It is the Group's policy to dispose of repossessed properties in an orderly fashion. The proceeds are used to repay or reduce the outstanding loan balances. In general, the Group does not retain repossessed properties for business purpose.

Further details on financial risk management of trade and other receivables are disclosed in note 46.

### 32. 貿易及其他應收款項(續)

客戶之上市證券、非上市證券與物業作為有抵押證券放款及有期貨款之抵押品。

本集團的方針是有序地變賣沒收物業。所得款項用作償還或降低未償還貸款結餘。一般而言，本集團不會保留沒收物業作業務用途。

貿易及其他應收款項之金融風險管理進一步詳情載於附註46。

### 33. AMOUNTS DUE FROM ASSOCIATES

### 33. 聯營公司欠款

Amounts due from associates	聯營公司欠款
Less: Allowance for impairment	減：減值撥備
Less: Current portion	減：即期部分
Non-current portion	非即期部分

The impairment is recognised when there is objective evidence of impairment (such as unsustainable operating loss) after the Group's evaluation of the collectibility of amounts due from associates. Movements of the impairment during the year are as follows:

At 1st January	於一月一日
Amounts recognised in profit or loss	於損益賬確認之金額
At 31st December	於十二月三十一日

The Group	
本集團	
31/12/2012	31/12/2011
二零一二年	二零一一年
十二月三十一日	十二月三十一日
HK\$ Million	HK\$ Million
百萬港元	百萬港元
479.9	455.1
(31.3)	(30.2)
448.6	424.9
(52.5)	(373.6)
396.1	51.3

本集團僅會在評估聯營公司欠款之可收回度並發現有客觀證據(例如持續經營虧損)顯示有減值時方會確認減值。年內減值變動如下：

The Group	
本集團	
2012	2011
二零一二年	二零一一年
HK\$ Million	HK\$ Million
百萬港元	百萬港元
(30.2)	(25.3)
(1.1)	(4.9)
(31.3)	(30.2)

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## 33. AMOUNTS DUE FROM ASSOCIATES (CONT'D)

## 33. 聯營公司欠款(續)

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
Gross amount of impaired advances to associates	聯營公司墊款已減值總額	82.7	82.5
Less: Allowance for impairment	減：減值撥備	(31.3)	(30.2)
Net carrying amount of impaired advances to associates	聯營公司墊款已減值賬面淨值	51.4	52.3

Further details of amounts due from associates are disclosed in note 53.

聯營公司欠款之進一步詳情載於附註53。

## 34. BANK DEPOSITS, CASH AND CASH EQUIVALENTS

## 34. 銀行存款、現金及現金等價物

		The Group 本集團		The Company 本公司	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元	31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
Bank balances and cash	銀行結餘及現金	2,995.1	1,419.2	3.2	3.1
Fixed deposits with banks with a term within 3 months	期限為三個月內之銀行定期存款	2,556.2	1,543.1	-	-
Cash and cash equivalents	現金及現金等價物	5,551.3	2,962.3	3.2	3.1
Fixed deposits with banks with a term between 4 to 12 months	期限為四至十二個月內之銀行定期存款	467.8	940.9	-	-
		6,019.1	3,903.2	3.2	3.1

The Group maintains trust and segregated accounts with licensed banks to hold clients' deposits arising from normal business transactions. At 31st December, 2012, trust and segregated accounts not dealt with in these consolidated financial statements totalled HK\$5,808.5 million (2011: HK\$5,019.5 million).

本集團於持牌銀行開設信託及獨立賬戶，以持有於日常業務交易所產生之客戶存款。於二零一二年十二月三十一日，無計入本綜合財務報表之信託及獨立賬戶總額為5,808.5百萬港元(二零一一年：5,019.5百萬港元)。

The carrying amounts of bank deposits, cash and cash equivalents approximate their fair values.

銀行存款、現金及現金等價物之賬面值與其公平價值相若。

Further details on financial risk management of bank deposits, cash and cash equivalents are disclosed in note 46.

銀行存款、現金及現金等價物之金融風險管理進一步詳情載於附註46。

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## 35. TRADE AND OTHER PAYABLES

## 35. 貿易及其他應付款項

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
Accounts payable to exchanges, brokers and clients	應付交易所、經紀及客戶賬款	989.8	692.7
Dividend receivable on behalf of clients	代客戶收取之應收股息	15.5	51.9
Other accounts payable	其他應付賬款	205.3	204.0
Amounts due to investee companies	欠被投資公司款項	-	0.1
Trade and other payables at amortised cost	按攤銷成本之貿易及其他應付款項	1,210.6	948.7
Accrued staff costs and other accrued expenses	應付員工成本及其他應計費用	211.1	155.9
		<b>1,421.7</b>	<b>1,104.6</b>

The following is an aged analysis of the trade and other payables based on the date of the invoice/contract note at the reporting date:

以下為於報告日期之貿易及其他應付款項根據發票/合約單據日期作出之賬齡分析：

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
Less than 31 days	少於31日	1,059.6	781.9
31 to 60 days	31至60日	12.4	11.2
61 to 90 days	61至90日	9.5	7.2
91 to 180 days	91至180日	26.9	12.3
Over 180 days	180日以上	19.8	46.0
Accrued staff costs, other accrued expenses and other payables without aging	並無賬齡之應付員工成本、其他應計費用及其他應付款項	1,128.2	858.6
		293.5	246.0
		<b>1,421.7</b>	<b>1,104.6</b>

The carrying amounts of the trade and other payables at amortised cost approximate their fair values.

按攤銷成本計值之貿易及其他應付款項賬面值與其公平價值相若。

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**36. SHARE CAPITAL**

Authorised:  
Ordinary shares of HK\$0.20 each  
at 1st January, 2011,  
31st December, 2011 and  
31st December, 2012

法定：  
於二零一一年一月一日、二零  
一一年十二月三十一日及二零  
一二年十二月三十一日每股  
面值0.20港元之普通股

	Number of shares 股份數目	Value 價值 HK\$ Million 百萬港元
	30,000,000,000	6,000.0

Issued and fully paid:  
Ordinary shares of HK\$0.20 each  
at 1st January, 2011  
Shares issued relating to exchange of  
Tian An China Investments Limited  
("TACI") shares  
Exercise of warrant subscription rights

已發行及繳足：  
於二零一一年一月一日  
每股面值0.20港元之普通股  
與交換天安中國投資有限公司  
("天安")股份時發行之  
股份  
行使認股權證認股權

	6,953,116,585	1,390.6
	412,720,000	82.6
	1,783	-

Ordinary shares of HK\$0.20 each  
at 31st December, 2011  
Exercise of warrant subscription rights  
Shares repurchased and cancelled

於二零一一年十二月三十一日每股面  
值0.20港元之普通股  
行使認股權證認股權  
已購回及註銷股份

	7,365,838,368	1,473.2
	29,904	-
	(561,947,428)	(112.4)

Ordinary shares of HK\$0.20 each  
at 31st December, 2012

於二零一二年十二月三十一日每股面  
值0.20港元之普通股

	6,803,920,844	1,360.8
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**37. WARRANTS**

1,390,623,317 bonus warrants, on the basis of one warrant for every five shares held, were issued to all shareholders of the Company in June, 2011. The warrant holders were entitled to subscribe in cash for one fully paid share at an initial subscription price of HK\$2.00 per share, subject to adjustments, at any time from 13th June, 2011 to 13th June, 2016 (both days inclusive).

During the year, 29,904 (2011: 1,783) warrants were exercised, resulting in the issuance of 29,904 (2011: 1,783) ordinary shares at a subscription price of HK\$2.00 per share. Accordingly 1,390,591,630 warrants were outstanding at 31st December, 2012. Exercise in full of the outstanding warrants would result in the issue of 1,390,591,630 additional shares with an aggregate subscription value of HK\$2,781,183,260.

**綜合財務報表附註(續)**

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**36. 股本**

	Number of shares 股份數目	Value 價值 HK\$ Million 百萬港元
	30,000,000,000	6,000.0
	6,953,116,585	1,390.6
	412,720,000	82.6
	1,783	-
	7,365,838,368	1,473.2
	29,904	-
	(561,947,428)	(112.4)
	6,803,920,844	1,360.8

**37. 認股權證**

於二零一一年六月，1,390,623,317份紅利認股權證按每持有五股股份可獲發一份認股權證之基準發行予本公司全體股東。自二零一一年六月十三日至二零一六年六月十三日(包括首尾兩日)任何時間，認股權證持有人可按每股2.00港元(可予調整)之初步認購價以現金認購一股繳足股款股份。

年內，29,904份(二零一一年：1,783份)認股權證獲行使，導致按每股2.00港元之認購價發行29,904股(二零一一年：1,783股)普通股。因此，1,390,591,630份認股權證於二零一二年十二月三十一日尚未行使。悉數行使尚未行使之認股權證，將會導致額外發行1,390,591,630股股份，總認購價為2,781,183,260港元。

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## 38. ANALYSIS OF OTHER COMPREHENSIVE INCOME

## 38. 其他全面收益之分析

		Attributable to owners of the Company 本公司股東應佔					Non-controlling interests 非控股權益		Total 總計 HK\$ Million 百萬港元
		Property revaluation reserve 物業重估儲備 HK\$ Million 百萬港元	Investment revaluation reserve 投資重估儲備 HK\$ Million 百萬港元	Translation reserve 匯兌儲備 HK\$ Million 百萬港元	Capital reserve 資本儲備 HK\$ Million 百萬港元	Accumulated profits 累計溢利 HK\$ Million 百萬港元	Employee share-based compensation reserve 以股份支付之 僱員酬金儲備 HK\$ Million 百萬港元	Share of net assets of subsidiaries 應佔附屬 公司淨資產 HK\$ Million 百萬港元	
<b>The Group</b>	<b>本集團</b>								
For the year ended 31st December, 2012	截至二零一二年 十二月三十一日 止年度								
Available-for-sale financial assets	可供出售金融資產	-	(26.6)	-	-	-	-	(23.0)	(49.6)
Reclassification adjustment to profit or loss on liquidation of subsidiaries	於附屬公司清盤時 重新分類調整至 損益賬	-	-	(0.2)	-	-	-	(0.2)	(0.4)
Revaluation gain on properties transferred from property, plant and equipment to investment properties	於物業由物業、 廠房及設備轉撥至 投資物業時之 重估收益	30.0	-	-	-	-	-	-	30.0
Exchange differences arising on translation of foreign operations	折算海外業務 賬項而產生之 匯兌差額	-	-	14.7	-	-	-	30.5	45.2
Share of other comprehensive income (expenses) of associates	應佔聯營公司其他 全面收益 (費用)	-	(1.0)	0.8	(7.4)	(0.1)	(0.3)	-	(8.0)
Share of other comprehensive income of jointly controlled entities	應佔共同控制企業其 他全面 收益	-	-	2.0	-	-	-	-	2.0
		<b>30.0</b>	<b>(27.6)</b>	<b>17.3</b>	<b>(7.4)</b>	<b>(0.1)</b>	<b>(0.3)</b>	<b>7.3</b>	<b>19.2</b>
For the year ended 31st December, 2011 (Restated)	截至二零一一年 十二月三十一日 止年度(重列)								
Available-for-sale financial assets	可供出售金融資產	-	(12.0)	-	-	-	-	(11.5)	(23.5)
Reclassification adjustment to profit or loss on liquidation of a jointly controlled entity	於一間共同控制企業 清盤時重新分類調 整至損益賬	-	-	(0.2)	-	-	-	(0.1)	(0.3)
Revaluation gain on properties transferred from property, plant and equipment to investment properties	於物業由物業、 廠房及設備轉撥至 投資物業時之 重估收益	89.3	-	-	-	-	-	56.7	146.0
Exchange differences arising on translation of foreign operations	折算海外業務賬 項而產生之 匯兌差額	-	-	39.8	-	-	-	70.7	110.5
Share of other comprehensive income (expenses) of associates	應佔聯營公司其他 全面收益 (費用)	3.7	(14.8)	231.6	12.7	3.6	-	-	236.8
Share of other comprehensive income of jointly controlled entities	應佔共同控制企業其 他全面 收益	-	-	0.1	-	-	-	-	0.1
		<b>93.0</b>	<b>(26.8)</b>	<b>271.3</b>	<b>12.7</b>	<b>3.6</b>	<b>-</b>	<b>115.8</b>	<b>469.6</b>

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## 39. SHARE PREMIUM AND RESERVES

## 39. 股份溢價及儲備

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元 (Restated) (重列)
Share premium	股份溢價	2,670.8	2,670.8
Property revaluation reserve	物業重估儲備	274.0	244.0
Investment revaluation reserve	投資重估儲備	273.1	300.7
Capital redemption reserve	資本贖回儲備	184.6	72.2
Translation reserve	匯兌儲備	610.4	593.1
Capital reserve	資本儲備	(6.0)	1.4
Accumulated profits	累計溢利	15,320.9	14,327.3
Dividend reserve	股息儲備	204.1	107.6
		<b>19,531.9</b>	<b>18,317.1</b>

		Share Premium 股份溢價 HK\$ Million 百萬港元	Capital Redemption Reserve 資本贖回 儲備 HK\$ Million 百萬港元	Accumulated Profits 累計溢利 HK\$ Million 百萬港元	Dividend Reserve 股息儲備 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
<b>The Company</b>	<b>本公司</b>					
At 1st January, 2011	於二零一一年一月一日	2,353.0	72.2	5,603.3	208.6	8,237.1
Issue of shares	發行股份	317.8	-	-	-	317.8
Dividend paid	已付股息	-	-	-	(208.6)	(208.6)
Proposed final dividend	擬派末期股息	-	-	(107.6)	107.6	-
Profit attributable to owners of the Company	本公司股東應佔溢利	-	-	304.0	-	304.0
At 31st December, 2011	於二零一一年十二月三十一日	2,670.8	72.2	5,799.7	107.6	8,650.3
Shares repurchased and cancelled	購回及註銷股份	-	-	(480.5)	-	(480.5)
Transfer on shares repurchased	股份購回時轉撥	-	112.4	(112.4)	-	-
Dividend adjustment due to share repurchased and cancelled	購回及註銷股份產生的股息調整	-	-	5.6	(5.6)	-
Dividend paid	已付股息	-	-	-	(102.0)	(102.0)
Proposed final dividend	擬派末期股息	-	-	(204.1)	204.1	-
Profit attributable to owners of the Company	本公司股東應佔溢利	-	-	899.4	-	899.4
At 31st December, 2012	於二零一二年十二月三十一日	2,670.8	184.6	5,907.7	204.1	8,967.2

The Company's reserves available for distribution to owners of the Company at 31st December, 2012 are represented by accumulated profits and dividend reserve totalling HK\$6,111.8 million (2011: HK\$5,907.3 million).

於二零一二年十二月三十一日，本公司可供分派予本公司股東之儲備以合共6,111.8百萬港元(二零一一年：5,907.3百萬港元)的累計溢利及股息儲備呈列。

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**40. AMOUNTS DUE TO SUBSIDIARIES**

The amounts due to subsidiaries are unsecured. At 31st December, 2012, except an amount of HK\$310.6 million (2011: HK\$25.6 million) which bears interest at Hong Kong Prime Rate less 4.25% (2011: Hong Kong Prime Rate less 4.25%) per annum and not repayable within one year, the remaining balances are non-interest bearing and repayable on demand and hence shown as current.

**40. 欠附屬公司款項**

欠附屬公司款項為無抵押。於二零一二年十二月三十一日，除310.6百萬港元(二零一一年：25.6百萬港元)之金額按香港最優惠利率減4.25厘(二零一一年：香港最優惠利率減4.25厘)之年利率計息且毋須於一年內償還外，剩下結餘為免息及須於要求時償還，故入賬列為流動負債。

**41. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS****41. 透過損益賬按公平價值處理之金融負債**

		<b>The Group</b> 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
<b>Held for trading</b>	<b>持作交易用途</b>		
Futures and options listed in Hong Kong, at quoted price	香港上市之期貨及期權，按報價	0.2	1.7
Over the counter equity derivatives, at fair value	場外股本衍生工具，按公平價值	40.4	13.3
		<b>40.6</b>	15.0
Dual currency notes designated as at fair value through profit or loss	指定為透過損益賬按公平價值處理之雙重貨幣票據	20.1	-
		<b>60.7</b>	15.0
Analysed for reporting purposes as:	為呈報目的所作之分析：		
Current liabilities	流動負債	52.7	15.0
Non-current liabilities	非流動負債	8.0	-
		<b>60.7</b>	15.0

Further information of the fair values of financial liabilities at fair value through profit or loss is disclosed in note 46.

透過損益賬按公平價值處理之金融負債之公平價值進一步資料披露於附註46。

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## 42. BANK AND OTHER BORROWINGS

## 42. 銀行及其他借貸

		The Group 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
Bank borrowings	銀行借貸		
Bank loans	銀行貸款	6,065.0	6,472.0
Overdrafts	透支	165.4	-
		<b>6,230.4</b>	6,472.0
Other borrowings	其他借貸	31.9	31.7
		<b>6,262.3</b>	6,503.7
Analysed as:	列為:		
Secured	有抵押	2,032.2	2,041.0
Unsecured	無抵押	4,230.1	4,462.7
		<b>6,262.3</b>	6,503.7
Bank loans and overdrafts are repayable as follows:	銀行貸款及透支償還期限如下:		
On demand or within one year	要求時償還或一年內	3,783.2	2,128.1
More than one year but not exceeding two years	一年以上但不超過兩年	1,248.4	2,474.9
More than two years but not exceeding five years	兩年以上但不超過五年	278.5	930.5
Bank loans with a repayment on demand clause are repayable as follows:	具有按要求償還條文之銀行貸款償還期限如下:		
Within one year	一年內	605.4	588.6
More than one year but not exceeding two years	一年以上但不超過兩年	188.5	35.2
More than two years but not exceeding five years	兩年以上但不超過五年	126.4	314.7
		<b>6,230.4</b>	6,472.0
Other borrowings repayable within one year	其他借貸於一年內償還	8.7	8.6
Other borrowings with a repayment on demand clause repayable within one year	具有按要求償還條文之其他借貸於一年內償還	23.2	23.1
		<b>31.9</b>	31.7
		<b>6,262.3</b>	6,503.7
Less: Amount repayable within one year shown under current liabilities	減: 須於一年內償還列於流動負債之款項	(4,735.4)	(3,098.3)
Amount due after one year	一年後到期之款項	<b>1,526.9</b>	3,405.4

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#### 42. BANK AND OTHER BORROWINGS (CONT'D)

The Group's bank loans and other borrowings that are denominated in currencies other than Hong Kong dollars are set out below:

Australian Dollars	澳元
Renminbi	人民幣

Further details on financial risk management of bank and other borrowings are disclosed in note 46.

Details of the assets of the Group pledged to secure bank and other borrowings are set out in note 52.

The carrying amounts of the bank and other borrowings approximate their fair values.

#### 42. 銀行及其他借貸(續)

本集團以港元以外之貨幣列值之銀行貸款及其他借貸載列如下：

31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
41.8	71.1
440.4	138.9

銀行及其他借貸之金融風險管理之進一步詳情披露於附註46。

本集團為銀行及其他借貸抵押之資產詳情載於附註52。

銀行及其他借貸之賬面值與其公平價值相若。

#### 43. NOTES AND BONDS

US dollar denominated notes	美元票據
Renminbi denominated bonds	人民幣債券

On 26th September, 2012, the SHK group issued US\$350 million 6.375% US dollar denominated notes, under a US\$2 billion guaranteed medium term note programme. The notes are listed on the Stock Exchange and are issued to professional investors only as described in the pricing supplement dated 17th September, 2012 and the offering circular dated 13th June, 2012. The notes will mature on 26th September, 2017 and are guaranteed by SHK. After deducting the discount on issue of 0.316% and transaction costs, the net proceeds received by the SHK group was US\$345.5 million (equivalent to HK\$2,678.5 million).

#### 43. 票據及債券

The Group 本集團	
31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
2,693.4	—
500.9	555.8
3,194.3	555.8

二零一二年九月二十六日，新鴻基集團根據20億美元擔保中期票據發行計劃發行了350百萬美元票息6.375%美元票據。票據於聯交所上市，並如二零一二年九月十七日的定價補充文件及二零一二年六月十三日的發售通函所述，僅向專業投資者發行。票據將於二零一七年九月二十六日到期，並由新鴻基提供擔保。扣除發行折讓0.316%及交易成本後，新鴻基集團收取的所得款項淨額為345.5百萬美元(相當於2,678.5百萬港元)。

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#### 43. NOTES AND BONDS (CONT'D)

During the year, the SHK group purchased part of the notes with a total nominal value of US\$4 million from the market at a consideration of HK\$31.2 million. The nominal value of the notes outstanding after deducting the purchased notes was US\$346.0 million (equivalent to HK\$2,681.8 million) at the reporting date. The fair value of the notes based on the quoted price at the reporting date was HK\$2,680.7 million.

The Renminbi denominated bonds will mature in April 2014 and are unsecured, guaranteed by another non wholly-owned subsidiary and carry an interest rate of 4% per annum.

During the year, SHK group cancelled part of the bonds that were repurchased from the market with a total nominal value of RMB49.0 million at a consideration of HK\$56.0 million. At the reporting date, the nominal value of the bonds issued to third parties was RMB401.0 million or equivalent to HK\$498.8 million (2011: RMB450.0 million or equivalent to HK\$553.8 million). The fair value of the bonds at the reporting date, calculated by discounted cash flows at prevailing market rate, approximate to HK\$482.2 million (2011: HK\$476.7 million).

#### 44. PROVISIONS

Provisions:	撥備：
At 1st January, 2012	於二零一二年一月一日
Transfer from accounts payable	轉撥自應付賬款
Additional provisions for the year	年內額外撥備
Amount written back	撥回金額
Amount utilised during the year	年內已動用金額
Amount paid during the year	年內已付款項
At 31st December, 2012	於二零一二年十二月三十一日

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#### 43. 票據及債券(續)

年內，新鴻基集團以31.2百萬港元之代價在市場購入總面值為4百萬美元之部分票據。於報告日期，扣除已購入票據後，餘下票據之面值為346.0百萬美元(相當於2,681.8百萬港元)。於報告日期根據所報價格，票據之公平價值為2,680.7百萬港元。

人民幣債券將於二零一四年四月到期，為無抵押及由另一間非全資附屬公司擔保，並附有年息率4厘。

年內，新鴻基集團將部分以代價56.0百萬港元從市場購回的債券註銷，總面值為人民幣49.0百萬元。於報告日期，向第三方發行債券之面值為人民幣401.0百萬元或相當於498.8百萬港元(二零一一年：人民幣450.0百萬元或相當於553.8百萬港元)。於報告日期，債券之公平價值(按當前市場利率之折現現金流計算)約為482.2百萬港元(二零一一年：476.7百萬港元)。

#### 44. 撥備

The Group 本集團		
Employee benefits 僱員福利 HK\$ Million 百萬港元	Others 其他 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
45.3	17.4	62.7
0.4	-	0.4
27.1	1.6	28.7
(2.6)	(1.0)	(3.6)
(9.0)	(0.4)	(9.4)
(32.1)	(0.4)	(32.5)
29.1	17.2	46.3

Analysed for reporting purposes as:	為呈報目的所作之分析：
Current liabilities	流動負債
Non-current liabilities	非流動負債

The Group 本集團	
31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
34.8	48.0
11.5	14.7
46.3	62.7

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#### 45. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt (which includes bank and other borrowings, amounts due to fellow subsidiaries and notes and bonds) and equity attributable to owners of the Company comprising issued share capital, share premium and reserves.

##### Gearing ratio

The Group's management reviews the capital structure on an ongoing basis using gearing ratio, which is the net debt divided by equity. Net debt includes the Group's bank and other borrowings, amounts due to fellow subsidiaries and notes and bonds less short-term pledged bank deposits, bank deposits and cash and cash equivalents. The equity comprises all components of equity attributable to the owners of the Company.

The gearing ratio at the end of the reporting period was as follows:

#### 45. 資本風險管理

本集團管理資本旨在透過優化債權平衡，確保本集團屬下各公司能持續經營並給予股東最高回報。本集團的整體策略與上年度保持不變。

本集團的資本架構包括債務(包括銀行及其他借貸、欠同系附屬公司款項及票據及債券)與本公司股東應佔權益(包括已發行股本、股份溢價及儲備)。

##### 資本負債比率

本集團管理層運用資本負債比率(即債務淨額除以權益)持續檢討資本架構。債務淨額包括本集團的銀行及其他借貸、欠同系附屬公司款項及票據及債券減短期銀行抵押存款、銀行存款與現金及現金等價物。權益包括本公司股東應佔權益之各個組成部分。

於報告期末的資本負債比率如下：

		<b>The Group</b> 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元 (Restated) (重列)
Bank and other borrowings	銀行及其他借貸	<b>6,262.3</b>	6,503.7
Amounts due to fellow subsidiaries	欠同系附屬公司款項	<b>201.4</b>	1,255.3
Notes and bonds	票據及債券	<b>3,194.3</b>	555.8
		<b>9,658.0</b>	8,314.8
Less: Short-term pledged bank deposits	減：短期銀行抵押存款	<b>(74.3)</b>	(96.5)
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	<b>(6,019.1)</b>	(3,903.2)
Net debt	債務淨額	<b>3,564.6</b>	4,315.1
Equity attributable to owners of the Company	本公司股東應佔權益	<b>20,892.7</b>	19,790.3
Gearing ratio	資本負債比率	<b>17.1%</b>	21.8%

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## 46. FINANCIAL INSTRUMENTS

## 46. 金融工具

## 46a. Financial Assets and Liabilities

The carrying amounts of the Group's and the Company's financial assets at the end of the reporting period were as follows:

## 46a. 金融資產及負債

本集團及本公司金融資產於報告期末之賬面值如下：

		The Group		The Company	
		本集團	本公司	本公司	本公司
		31/12/2012	31/12/2011	31/12/2012	31/12/2011
		二零一二年	二零一一年	二零一二年	二零一一年
		十二月	十二月	十二月	十二月
		三十一日	三十一日	三十一日	三十一日
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元
Financial assets at fair value through profit or loss (note 31)	透過損益賬按公平價值處理之金融資產(附註31)				
- Held for trading investments	- 持作交易投資	435.8	465.1	-	-
- Investments designated as at fair value through profit or loss	- 指定為透過損益賬按公平價值處理之投資	959.1	724.1	-	-
		<b>1,394.9</b>	1,189.2	-	-
Loans and receivables under non-current assets	歸類為非流動資產的貸款及應收款項				
- Trade and other receivables (note 32)	- 貿易及其他應收款項(附註32)	720.0	7.8	-	-
- Loans and advances to consumer finance customers (note 28)	- 私人財務客戶貸款及墊款(附註28)	3,057.6	2,972.6	-	-
- Amounts due from associates (note 33)	- 聯營公司欠款(附註33)	396.1	51.3	-	-
- Amounts due from subsidiaries (note 24)	- 附屬公司欠款(附註24)	-	-	9,247.7	9,166.2
Loans and receivables under current assets	歸類為流動資產的貸款及應收款項				
- Short-term pledged bank deposits	- 短期銀行抵押存款	74.3	96.5	47.0	80.0
- Bank deposits, cash and cash equivalents (note 34)	- 銀行存款、現金及現金等價物(附註34)	6,019.1	3,903.2	3.2	3.1
- Amounts due from subsidiaries (note 24)	- 附屬公司欠款(附註24)	-	-	623.1	502.9
- Trade and other receivables (note 32)	- 貿易及其他應收款項(附註32)	5,572.8	6,376.3	0.1	0.2
- Loans and advances to consumer finance customers (note 28)	- 私人財務客戶貸款及墊款(附註28)	5,236.2	4,583.5	-	-
- Amounts due from associates (note 33)	- 聯營公司欠款(附註33)	52.5	373.6	-	-
- Amounts due from jointly controlled entities	- 共同控制企業欠款	11.1	8.6	-	-
		<b>21,139.7</b>	18,373.4	<b>9,921.1</b>	9,752.4
Available-for-sale financial assets (note 27)	可供出售金融資產(附註27)	120.4	316.2	-	-
		<b>22,655.0</b>	19,878.8	<b>9,921.1</b>	9,752.4

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**46. FINANCIAL INSTRUMENTS (CONT'D)****46. 金融工具(續)****46a. Financial Assets and Liabilities (Cont'd)**

The carrying amounts of the Group's and the Company's financial liabilities at the end of reporting period were as follows:

**46a. 金融資產及負債(續)**

本集團及本公司金融負債於報告期末之賬面值如下：

		The Group 本集團		The Company 本公司	
		31/12/2012 二零一二年 十二月 三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月 三十一日 HK\$ Million 百萬港元	31/12/2012 二零一二年 十二月 三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月 三十一日 HK\$ Million 百萬港元
Financial liabilities measured at amortised cost	按攤銷成本計算的金融負債				
- Bank and other borrowings (note 42)	- 銀行及其他借貸 (附註42)	6,262.3	6,503.7	-	-
- Trade and other payables (note 35)	- 貿易及其他應付款項 (附註35)	1,210.6	948.7	1.5	0.9
- Amount due to a holding company	- 欠一間控股公司款項	5.9	3.9	3.5	3.1
- Amounts due to subsidiaries (note 40)	- 欠附屬公司款項 (附註40)	-	-	368.4	73.3
- Amounts due to fellow subsidiaries	- 欠同系附屬公司款項	201.4	1,255.3	-	-
- Amounts due to associates	- 欠聯營公司款項	5.6	32.7	-	-
- Amounts due to jointly controlled entities	- 欠共同控制企業款項	40.1	50.1	-	-
- Notes and bonds (note 43)	- 票據及債券 (附註43)	3,194.3	555.8	-	-
		<b>10,920.2</b>	<b>9,350.2</b>	<b>373.4</b>	<b>77.3</b>
Financial liabilities at fair value through profit or loss (note 41)	透過損益賬按公平價值處理之金融負債 (附註41)	60.7	15.0	-	-
		<b>10,980.9</b>	<b>9,365.2</b>	<b>373.4</b>	<b>77.3</b>

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

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

下表載列金融工具之分析，以公平價值初步確認後計量，並分別按公平價值之可觀察度分類為一至三級。

第一級公平價值計量按相同的資產或負債於活躍市場的報價(未調整)計算。

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**46. FINANCIAL INSTRUMENTS (CONT'D)****46. 金融工具(續)****46a. Financial Assets and Liabilities (Cont'd)**

Level 2 fair value measurements are those derived from input other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from valuation techniques that include input for the assets or liabilities that are not based on observable market data.

**46a. 金融資產及負債(續)**

第二級公平價值計量乃除第一級計入之報價外，就資產或負債可直接(即價格)或間接(自價格衍生)觀察輸入數據得出。

第三級公平價值計量乃計入並非根據可觀察市場數據之資產或負債之估值方法得出。

		At 31st December, 2012 於二零一二年十二月三十一日			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 合計
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
Financial assets at fair value through profit or loss (note 31)	透過損益賬按公平價值處理之金融資產(附註31)				
- Held for trading investments	- 持作交易投資	272.7	155.3	7.8	435.8
- Investment designated as at fair value through profit or loss	- 指定為透過損益賬按公平價值處理之投資	-	626.5	332.6	959.1
Available-for-sale financial assets (note 27)	可供出售金融資產(附註27)	0.5	-	68.7	69.2
		<b>273.2</b>	<b>781.8</b>	<b>409.1</b>	<b>1,464.1</b>
Financial liabilities at fair value through profit or loss (note 41)	透過損益賬按公平價值處理之金融負債(附註41)	0.2	28.1	32.4	60.7
		At 31st December, 2011 於二零一一年十二月三十一日			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 合計
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
Financial assets at fair value through profit or loss (note 31)	透過損益賬按公平價值處理之金融資產(附註31)				
- Held for trading investments	- 持作交易投資	429.7	26.4	9.0	465.1
- Investment designated as at fair value through profit or loss	- 指定為透過損益賬按公平價值處理之投資	-	405.4	318.7	724.1
Available-for-sale financial assets (note 27)	可供出售金融資產(附註27)	31.0	-	73.5	104.5
		<b>460.7</b>	<b>431.8</b>	<b>401.2</b>	<b>1,293.7</b>
Financial liabilities at fair value through profit or loss (note 41)	透過損益賬按公平價值處理之金融負債(附註41)	1.8	-	13.2	15.0

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**46. FINANCIAL INSTRUMENTS (CONT'D)****46. 金融工具(續)****46a. Financial Assets and Liabilities (Cont'd)**

There were no significant transfers between level 1 and 2 during the year (2011: Nil). The fair value of level 3 financial assets and liabilities are mainly derived from an unobservable range of data.

**46a. 金融資產及負債(續)**

年內第一級及第二級之間概無進行重大轉撥(二零一一年：無)。第三級金融資產及負債之公平價值主要以所牽涉無法觀察之數據系列計算。

The reconciliation of financial assets and liabilities under level 3 fair value measurements is as follows:

第三級公平價值計量下之金融資產及負債對賬如下：

		Held for trading investments HK\$ Million 百萬港元	Investments designated as at fair value through profit or loss 指定為透過損益賬按公平價值處理之投資 HK\$ Million 百萬港元	Available-for-sale financial assets 可供出售金融資產 HK\$ Million 百萬港元	Financial liabilities at fair value through profit or loss 透過損益賬按公平價值處理之金融負債 HK\$ Million 百萬港元
Balance at 1st January, 2011	於二零一一年一月一日之結餘	35.3	138.6	70.8	(1.5)
Total gains or losses	收益或虧損總額				
– In consolidated income statement	– 於綜合收益賬	(4.5)	(74.1)	–	1.5
– In other comprehensive income	– 於其他全面收益	–	–	(7.9)	–
Purchase	購買	7.0	298.0	10.6	(13.2)
Disposal	出售	(28.8)	(43.8)	–	–
Balance at 31st December, 2011	於二零一一年十二月三十一日之結餘	9.0	318.7	73.5	(13.2)
Total gains or losses	收益或虧損總額				
– In consolidated income statement	– 於綜合收益賬	(1.4)	15.4	–	–
– In other comprehensive income	– 於其他全面收益	–	–	2.2	–
Purchase	購買	0.2	66.4	–	(32.4)
Disposal	出售	–	(67.9)	(7.0)	13.2
Balance at 31st December, 2012	於二零一二年十二月三十一日之結餘	7.8	332.6	68.7	(32.4)

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#### 46. FINANCIAL INSTRUMENTS (CONT'D)

##### 46b. Fair Value of Financial Assets and Liabilities

The fair values of financial assets and financial liabilities at fair value through profit or loss are determined as follows:

The fair value of financial assets and financial liabilities (including derivative instruments and stock borrowings) with standard terms and conditions and traded on active markets are determined with reference to quoted market bid prices and ask prices respectively or the quoted market ask prices of the underlying financial assets for stock borrowings.

The fair value of listed bonds have been determined by reference to their bid prices at the reporting date provided by the brokers which is determined based on the recent observable market transactions from Bloomberg/Reuters/Traders, and have been translated using the spot foreign currency rates at the end of the reporting period where appropriate. Key term of the listed bonds included coupon interest rate ranging from 4.625% to 13.5% and maturity ranging from 2015 to 2021 or perpetual. As at 31st December, 2012, certain listed bonds with carrying amount of HK\$326.9 million (2011: HK\$137.2 million) have callable options.

The fair value of unlisted bonds is established by using discounted cash flows method based on discount rates ranging from 5% to 29%.

The fair value of unlisted equity convertible securities is established by using the market comparable approach with a discount for lack of marketability of 20%.

The fair value of equity shares listed outside Hong Kong measured at fair value is determined with reference to the quoted market price and a discount for lack of marketability of 13% is applied for the sale restriction periods which are inherent in the contractual terms of the shares issued.

The fair value of unlisted equity securities in investment funds was established by reference to the prices quoted by respective fund administrators as these equity securities may be redeemed at the request by the holders based on such quoted prices.

##### 46c. Financial Risk Management

Risk is inherent in the financial service business and sound risk management is a cornerstone of prudent and successful financial practice. The Group acknowledges that a balance must be achieved between risks control and business growth. The principal financial risks inherent in the Group's business are market risk (includes equity risk, interest rate risk and foreign exchange risk), credit risk and liquidity risk. The Group's risk management objective is to enhance shareholders' values while retaining exposure within acceptable thresholds. Risk management is managed and controlled through relevant group companies.

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#### 46. 金融工具(續)

##### 46b. 金融資產及負債之公平價值

透過損益賬按公平價值處理之金融資產及金融負債之公平價值釐定如下：

具標準條款及條件並在活躍市場買賣的金融資產及金融負債(包括衍生工具及股票借貸)的公平價值分別參照所報市場的買盤價與賣盤價或有關股票借貸之相關金融資產的所報市場賣盤價釐定。

上市債券之公平價值乃參考經紀所提供於報告日報價而釐定，而該報價乃根據源自彭博/路透社/交易商之最近可觀察市場交易釐定，並於適當時採用於報告期末之現貨匯率折算。上市債券之主要條款包括介乎4.625厘至13.5厘的票息率，並於二零一五年至二零二一年到期或無限期。於二零一二年十二月三十一日，賬面值為326.9百萬港元(二零一一年：137.2百萬港元)之若干上市債券具有提早贖回的選擇權。

非上市債券之公平價值乃按折現率5%至29%之折現現金流量法釐定。

非上市股本可換股證券之公平價值乃使用市場比較法釐定，而缺乏市場流動性的折現率為20%。

香港以外上市按公平價值計量的權益股份之公平價值乃參考所報市場價格而釐定，而銷售限制期內所用之缺乏市場流動性的折現率為13%，此乃已發行股份之固有合約條款。

投資基金之非上市股本證券的公平價值乃參考各基金管理人所報價格釐定，此乃由於該等股本證券可供持有人於要求時按有關報價予以贖回。

##### 46c. 金融風險管理

金融服務業本身存在風險，因此訂立一個妥善的風險管理制度，是企業審慎而成功的做法。本集團深信風險管理與業務增長兩者同樣重要。本集團的業務存在的主要金融風險為市場風險(包括股票風險、利率風險及外匯風險)、信貸風險及流動資金風險。本集團的風險管理目標是將所面對的風險局限於可接受水平內之餘，同時致力提高股東價值。風險管理乃透過相關集團公司管理及監控。

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## 46. FINANCIAL INSTRUMENTS (CONT'D)

## 46. 金融工具(續)

### 46c. Financial Risk Management (Cont'd)

The Group's risk management governance structure is designed to cover all business activities and to ensure all relevant risk classes are properly managed and controlled by relevant group companies. The Group has adopted a sound risk management and organisational structure equipped with comprehensive policies and procedures which are reviewed regularly and enhanced when necessary in response to changes in markets, the Group's operating environment and business strategies. The Group's relevant independent control divisions play an important role in the provision of assurance to the relevant board of directors and senior management that a sound internal risk management mechanism is implemented, maintained and adhered to.

### 46c. 金融風險管理(續)

本集團的風險管治架構旨在涵蓋所有業務活動，以確保所有有關風險類別已由相關集團公司妥為管理及監控。本集團已採納一個妥善的風險管理與組織架構，並附有完善的政策及程序，有關政策及程序會定期進行檢討，並在有需要時因應市場及本集團經營環境之變動或業務策略而加強。本集團的有關獨立監控部門擔任重要職務，向相關董事會及高級管理層確保實施、維持及遵守穩健的內部風險管理機制。

#### (a) Market Risk

#### (a) 市場風險

##### (i) Equity Risk

There are many asset classes available for investment in the marketplace. One of the Group's key business undertakings is investing in equity and is concentrated in the investment, broking and finance operating segment. Market risk arising from any equity investments is driven by the daily fluctuations in market prices or fair values. The ability to mitigate such risk depends on the availability of any hedging instruments and the diversification level of the investment portfolios undertaken by the segment. More importantly, the knowledge and experience of the trading staff of the segment managing the risk are also vital to ensure exposure is being properly hedged and rebalanced in the most timely manner. Trading activities, including market-making and proprietary trading, across the segment are subject to limits approved by the relevant risk management committee ("RMC"). Valuation of these instruments is measured on a "mark-to-market" and "mark-to-fair value" basis depending on whether they are listed or unlisted. Value at Risk ("VaR") and stress tests are employed in the assessment of risk. Meanwhile other non-VaR limits such as "maximum loss" and "position" limits are also set out to restrict excessive risk undertakings. VaR and stress tests are approaches which are widely used in the financial industry as tools to quantify risk by combining the size of a position and the extent of a potential market movement into a potential financial impact.

##### (i) 股票風險

市場內有不少可供投資的資產類別，而本集團所進行之主要業務之一為股票投資並集中於投資、經紀及金融業務分部。任何股票投資所產生之市場風險皆因每日市價或公平價值波動而起，緩和該等風險的能力視乎有否預備任何對沖工具及分部所擁有投資組合的分散程度。更重要的是，分部進行交易之員工必須擁有管理風險的知識及經驗，確保風險在最適當的時機下獲妥善對沖及重整。分部之買賣活動包括營造市場活動及自營買賣活動須受有關風險管理委員會(「風險管理委員會」)審批之限額限制，並視乎該等工具為上市或非上市按「市場價格」及「公平價格」計算價值。評估風險時會使用風險值(「風險值」)及壓力測試。同時，亦設定其他非風險值限額如「虧蝕上限」及「持倉」限額以限制所面對的超限風險。風險值及壓力測試獲金融業廣泛使用，透過結合持倉之規模及潛在市場變化對財務產生之潛在影響，作為量化風險的工具。

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**46. FINANCIAL INSTRUMENTS (CONT'D)****46c. Financial Risk Management (Cont'd)***(a) Market Risk (Cont'd)**(i) Equity Risk (Cont'd)*

The Group's market-making and proprietary trading positions and their financial performance are reported daily to the relevant senior management of the group companies in the segment for review. Relevant internal audit also performs regular checks to ensure there is adequate compliance in accordance with the established market risk limits and guidelines.

The table below summarises the overall financial impact on the Group arising from market movements in global equity indices. The analysis is based on the assumption that equity indices move  $\pm 20\%$  with all other variables being held constant and all equity instruments undertaken by the Group moving simultaneously. Declines in the indices are expressed as negatives.

		At 31st December, 2012 於二零一二年十二月三十一日				At 31st December, 2011 於二零一一年十二月三十一日			
		Potential impact on profit or loss for the year 年度損益賬之潛在影響		Potential impact other components of equity 對權益其他組成 部分之潛在影響		Potential impact on profit or loss for the year 年度損益賬之潛在影響		Potential impact other components of equity 對權益其他組成 部分之潛在影響	
		20%	-20%	20%	-20%	20%	-20%	20%	-20%
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
Local Index	本地指數	(11.9)	(68.9)	-	-	166.6	(152.1)	-	-
Overseas Index	海外指數	89.9	(89.9)	13.8	(13.8)	102.1	(102.1)	20.9	(20.9)

There is no material financial impact in the form of profit before tax for the year for the Group arising from market movements in the global equity indices. Futures, options and knock-out options are hedged by other derivatives in view of the volatile markets and wide trading ranges.

At 31st December, 2012, the Group had underwriting commitment of HK\$146.1 million (2011: Nil) in respect of open offer and rights issue which may expose to equity risk but the exposure is considered insignificant.

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**46. 金融工具(續)****46c. 金融風險管理(續)***(a) 市場風險(續)**(i) 股票風險(續)*

本集團所有營造市場活動及自營買賣活動持倉狀況及財務表現，均每日匯報予分部內集團公司之相關高級管理層以供審閱。相關內部審核部門亦會作出定期檢查，確保充份遵守既訂市場風險限額及指引。

下表概述環球股市指數變動對本集團的整體財務影響。該分析乃假設股市指數上下波幅為20%，所有其他變數保持不變，而本集團的所有權益工具隨之變動。指數下降以負數表示。

環球股市指數變動對本集團本年度的除稅前溢利並無重大財務影響。鑒於市場波動及交易範圍廣泛，期貨、期權及限價期權以其他衍生工具對沖。

於二零一二年十二月三十一日，本集團公開發售及供股之包銷承擔146.1百萬港元(二零一一年：無)，可能承受股票風險但風險屬不重大。

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#### 46. FINANCIAL INSTRUMENTS (CONT'D)

#### 46. 金融工具(續)

##### 46c. Financial Risk Management (Cont'd)

##### 46c. 金融風險管理(續)

###### (a) Market Risk (Cont'd)

###### (a) 市場風險(續)

###### (ii) Interest Rate Risk

###### (ii) 利率風險

Interest rate risk is the risk of loss due to changes in interest rates. The Group's interest rate risk exposure arises predominantly from margin financing and term financing in the investment, broking and finance segment and loans and advances to consumer finance customers in consumer finance segment and bank borrowings. The financial assets and liabilities that may have exposures to interest rates could be referred to note 46a. The Group possesses the legal capacity to initiate recalls efficiently which enables the timely re-pricing of margin loans to appropriate levels, in which those particularly large sensitive positions can readily be identified. Interest spreads are managed with the objective of maximising spreads to ensure consistency with liquidity and funding obligations.

利率風險為利率變動導致虧損之風險。本集團的利率風險主要來自投資、經紀及金融分部之證券放款及有期放款以及私人財務分部之私人財務客戶貸款及墊款及銀行借貸。可能面對利率風險的金融資產及負債載於附註46a。本集團有法律能力要求借款人即時償還貸款，或重訂證券放款之息率至適當水平。本集團亦可容易地確定其在提供貸款時所承受之利率風險水平。管理本集團之息差旨在盡量令息差符合資金之流動性及需求。

At 31st December, 2012, assuming that Hong Kong market interest rates moved by  $\pm 50$  basis points (2011:  $\pm 50$  basis points), the profit before tax for the year for the Group would have been HK\$4.7 million lower or HK\$10.6 million higher respectively (2011: HK\$7.1 million higher or HK\$3.6 million lower respectively). Assets and liabilities bearing interest below 50 basis points are excluded from 50 basis points downward movement.

於二零一二年十二月三十一日，倘香港市場利率之變動為加減50個點子(二零一一年：加減50個點子)，則本集團於本年度的除稅前溢利將分別下降4.7百萬港元或上升10.6百萬港元(二零一一年：分別上升7.1百萬港元或下降3.6百萬港元)。減少50個點子之變動不包括利率低於50個點子之資產及負債。

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## 46. FINANCIAL INSTRUMENTS (CONT'D)

## 46. 金融工具(續)

## 46c. Financial Risk Management (Cont'd)

## (a) Market Risk (Cont'd)

## (ii) Interest Rate Risk (Cont'd)

The exposures of the Group's financial assets (liabilities) bearing variable interest rate to cash flow interest rate risks and the earlier of their contractual repricing dates and contractual maturity dates are as follows:

		On demand or less than 3 months				Total 總計
		按要求 償還或少於 3個月	3 months to 1 year 3個月至1年	1 year to 5 years 1年至5年	Over 5 years 5年以上	
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
At 31st December, 2012	於二零一二年十二月三十一日					
Loans and advances to consumer finance customers	私人財務客戶貸款及墊款	914.2	-	-	-	914.2
Bonds included in financial assets at fair value through profit or loss	計入透過損益賬按公平價值處理之金融資產之債券	-	-	-	85.6	85.6
Secured term loans	有抵押有期貨款	101.9	-	-	-	101.9
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	2,693.5	-	-	-	2,693.5
Bank and other borrowings	銀行及其他借貸	(4,952.7)	(502.1)	(564.9)	-	(6,019.7)
Amounts due to fellow subsidiaries	欠同系附屬公司款項	(193.0)	-	-	-	(193.0)
At 31st December, 2011	於二零一一年十二月三十一日					
Loans and advances to consumer finance customers	私人財務客戶貸款及墊款	945.7	-	-	-	945.7
Bonds included in financial assets at fair value through profit or loss	計入透過損益賬按公平價值處理之金融資產之債券	-	-	-	72.7	72.7
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	503.1	-	-	-	503.1
Bank and other borrowings	銀行及其他借貸	(5,339.5)	(655.9)	(440.8)	-	(6,436.2)
Amounts due to fellow subsidiaries	欠同系附屬公司款項	(1,252.4)	-	-	-	(1,252.4)

As the analysis of the contractual repricing dates or contractual maturity dates is not meaningful in view of the nature of the business of margin financing, margin loans bearing variable interest rate of HK\$3,286.7 million (2011: HK\$4,277.0 million) are excluded from the above table.

基於證券放款業務的性質，合約重新定價日或合約到期日分析並無意義。按浮動利率計息之證券放款3,286.7百萬港元(二零一一年：4,277.0百萬港元)並無計入上表。

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## 46. FINANCIAL INSTRUMENTS (CONT'D)

## 46. 金融工具(續)

## 46c. Financial Risk Management (Cont'd)

## 46c. 金融風險管理(續)

## (a) Market Risk (Cont'd)

## (a) 市場風險(續)

## (ii) Interest Rate Risk (Cont'd)

## (ii) 利率風險(續)

The exposures of the Group's financial assets (liabilities) bearing fixed interest rate to fair value interest rate risks and the earlier of their contractual repricing dates and contractual maturity dates are as follows:

本集團按固定利率計息的金融資產(負債)面對公平價值利率風險，而其合約重新定價日及合約到期日中較早者如下：

		On demand or less than 3 months				Total
		按要 償還或 少於 3個月	3 months to 1 year 3個月至1年	1 year to 5 years 1年至5年	Over 5 years 5年以上	
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
At 31st December, 2012	於二零一二年十二月三十一日					
Amounts due from associates	聯營公司欠款	-	45.1	344.7	-	389.8
Loans and advances to consumer finance customers	私人財務客戶貸款及墊款	2,007.5	3,058.1	2,111.2	202.8	7,379.6
Bonds included in financial assets at fair value through profit or loss	計入透過損益按公平價值處理之金融資產之債券	-	6.9	335.2	289.9	632.0
Secured term loans	有抵押有期貨款	183.2	739.7	712.1	-	1,635.0
Short-term pledged bank deposits	短期銀行抵押存款	60.5	13.8	-	-	74.3
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	1,737.4	1,289.6	-	-	3,027.0
Bank and other borrowings	銀行及其他借貸	(27.0)	(215.6)	-	-	(242.6)
Notes and bonds	票據及債券	-	-	(3,194.3)	-	(3,194.3)
At 31st December, 2011	於二零一一年十二月三十一日					
Amounts due from associates	聯營公司欠款	-	359.2	-	-	359.2
Loans and advances to consumer finance customers	私人財務客戶貸款及墊款	1,678.7	2,775.6	1,981.3	174.8	6,610.4
Bonds included in financial assets at fair value through profit or loss	計入透過損益按公平價值處理之金融資產之債券	-	-	169.3	179.8	349.1
Secured term loans	有抵押有期貨款	751.8	213.0	-	-	964.8
Short-term pledged bank deposits	短期銀行抵押存款	96.5	-	-	-	96.5
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	2,187.8	741.0	-	-	2,928.8
Bank and other borrowings	銀行及其他借貸	(44.1)	(23.4)	-	-	(67.5)
Amount due to an associate	欠一間聯營公司款項	-	(24.7)	-	-	(24.7)
Bonds	債券	-	-	(555.8)	-	(555.8)

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#### 46. FINANCIAL INSTRUMENTS (CONT'D)

##### 46c. Financial Risk Management (Cont'd)

###### (a) Market Risk (Cont'd)

###### (iii) Foreign Exchange Risk

Foreign exchange risk is the risk to earnings or capital arising from movements in foreign exchange rates.

The Group's foreign exchange risk primarily arises from currency exposures originating from proprietary trading positions, and loan and advances denominated in foreign currencies, mainly in Australian dollars and Renminbi. Foreign exchange risk is managed and monitored by the respective businesses in accordance with the limits approved by the board of directors of the relevant group companies and RMC. The risk arises from open currency positions are subject to management approved limits and are monitored and reported daily. The other source of foreign exchange risk arises from clients' inability to meet margin calls following a period of substantial currency turbulence.

At 31st December, 2012, assuming that the foreign exchange rates moved  $\pm 5\%$  (2011:  $\pm 5\%$ ) with all other variables held constant, the profit before tax for the year for the Group would have been HK\$1.3 million (2011: HK\$33.5 million) lower/higher. The Group's exposure to foreign exchange risk is immaterial.

###### (b) Credit Risk

Credit risk arises from the failure of a customer or counterparty to meet settlement obligations. As long as the Group lends, trades and deals with third parties, there will be credit risk exposure.

The Group's credit policy, governed by the relevant credit committee ("CM") of the relevant group companies, sets out the credit approval processes and monitoring procedures, which are established in accordance with sound business practices, the requirements and provisions of the relevant ordinances, and where applicable, the codes or guidelines issued by the Securities and Futures Commission.

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#### 46. 金融工具(續)

##### 46c. 金融風險管理(續)

###### (a) 市場風險(續)

###### (iii) 外匯風險

外匯風險乃外幣匯率變動對盈利或資本造成之風險。

本集團之外匯風險主要來自自營買賣活動持倉狀況以及外幣(主要為澳元及人民幣)列值之貸款及墊款。外匯風險由業務部門各自根據有關集團公司董事會及風險管理委員會所批准之限額作出管理及監察。就外幣未平倉合約產生之外匯風險須受由管理層審批之限額限制，並須每日受其監控及向其匯報。另外，倘客戶在經歷重大匯率波動後未能填補保證金額，亦可能對本集團造成外匯風險。

於二零一二年十二月三十一日，假設外幣匯率上下波幅為5% (二零一一年：上下波幅為5%)，所有其他變數保持不變，則本集團於本年度之除稅前溢利將下降/上升1.3百萬港元(二零一一年：33.5百萬港元)。本集團承受的外匯風險並不重大。

###### (b) 信貸風險

客戶或交易對手未能履行交收責任，將導致信貸風險。一旦本集團借款予第三方，並與之交易及買賣，即會有信貸風險。

本集團信貸政策(受相關集團公司有關信貸委員會(「信貸委員會」)規管)詳列批准信貸及監管程序。該等程序乃按照專業守則、有關條例之規定以及證券及期貨事務監察委員會發出之有關守則或指引而訂定(如適用)。

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**46. FINANCIAL INSTRUMENTS (CONT'D)****46. 金融工具(續)****46c. Financial Risk Management (Cont'd)****46c. 金融風險管理(續)***(b) Credit Risk (Cont'd)**(b) 信貸風險(續)*

Day-to-day credit management is performed by the relevant credit division with reference to the aforementioned criteria including creditworthiness, type and amount of collateral pledged, and risk concentration of the counterparties. Decisions are made daily by relevant credit division and are reported to and reviewed by the relevant senior management of the Group and CM at regular meetings.

日常信貸管理由有關信貸部負責。信貸部會就交易對手之信譽、抵押品之種類及數額及風險分佈作出批核。有關信貸部門日常所作之決定是向本集團之相關高級管理層與信貸委員會所召開的定期例會上作出匯報及檢討。

The table below shows the maximum exposure to and concentration of credit risk. The maximum exposure is shown in gross value before the effect of mitigation through the use of collateral agreements. The percentage figure next to the gross value reflects its concentration.

下表載列最高信貸風險及集中程度。最高風險以總值顯示，並未計及使用抵押協議減少風險的影響。總值旁的百分比數字反映其集中程度。

		<b>The Group</b>			
		<b>本集團</b>			
		<b>At 31st December, 2012</b>		<b>At 31st December, 2011</b>	
		於二零一二年十二月三十一日		於二零一一年十二月三十一日	
		HK\$ Million	%	HK\$ Million	%
		百萬港元		百萬港元	
<b>Maximum credit exposure</b>	<b>最高信貸風險</b>				
Short-term pledged bank deposits	短期銀行抵押存款	74.3	0%	96.5	1%
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	6,019.1	28%	3,903.2	20%
Trade and other receivables	貿易及其他應收款項	5,572.8	25%	6,376.3	33%
Loans and advances to consumer finance customers	私人財務客戶貸款及墊款	8,293.8	38%	7,556.1	39%
Bonds included in financial assets at fair value through profit or loss	計入透過損益賬按公平價值處理之金融資產之債券	717.6	3%	421.8	2%
Guarantees (note 48)	擔保(附註48)	13.3	0%	13.3	0%
Loans commitments	貸款承擔	659.7	3%	585.5	3%
Underwriting commitments for open offer and rights issue	公開發售及供股之包銷承擔	146.1	1%	-	0%
Amounts due from associates	聯營公司欠款	448.6	2%	424.9	2%
Amounts due from jointly controlled entities	共同控制企業欠款	11.1	0%	8.6	0%
		<b>21,956.4</b>	<b>100%</b>	19,386.2	100%

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**46. FINANCIAL INSTRUMENTS (CONT'D)****46c. Financial Risk Management (Cont'd)***(b) Credit Risk (Cont'd)*

Maximum credit exposure	最高信貸風險
Short-term pledged bank deposits	短期銀行抵押存款
Cash and cash equivalents	現金及現金等價物
Trade and other receivables	貿易及其他應收款項
Guarantees for banking facilities granted to subsidiaries	授予附屬公司的銀行信貸之擔保
Amounts due from subsidiaries	附屬公司欠款

The maximum credit exposure at the Group level is spread evenly between “trade and other receivables” and “loans and advances to consumer finance customers”, which represented more than 60% of the total exposure. “Trade and other receivables” consist of amount receivables from exchanges, brokers and clients, secured term loans, margin loans and other receivables items. The breakdown and its aging analysis are disclosed in note 32 to the consolidated financial statements. There are no major concerns on margin loans, as margin calls for equity trading have been tightened. Most clients have cut off their positions. The margin loan book of the Group remains at a low gearing level.

Loans with strategic clients are all properly authorised by the CM and with other controls in place to monitor their performance. As at 31st December, 2012, any default of an individual loan will not be greater than 8% of the total loan portfolio and management considers that controls are adequate to monitor the performance of these loans.

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**46. 金融工具(續)****46c. 金融風險管理(續)***(b) 信貸風險(續)*

The Company			
本公司			
At 31st December, 2012		At 31st December, 2011	
於二零一二年十二月三十一日		於二零一一年十二月三十一日	
HK\$ Million	%	HK\$ Million	%
百萬港元		百萬港元	
		80.0	1%
47.0	1%	3.1	0%
3.2	0%	0.2	0%
0.1	0%		
		1,664.1	14%
1,921.3	16%		
		9,669.1	85%
9,870.8	83%		
		11,416.5	100%
11,842.4	100%		

本集團所面對的最高信貸風險平均分佈於「貿易及其他應收款項」與「私人財務客戶貸款及墊款」之間，佔總風險60%以上。「貿易及其他應收款項」包括應收交易所、經紀及客戶款項、有抵押有期貨款、證券放款以及其他應收項目。有關分類及賬齡分析載於綜合財務報表附註32。由於股票買賣追加的按金已經收緊，大部分客戶已將交易斬倉，因此證券放款方面問題不大。本集團證券放款負債資產比率仍處於低水平。

借予策略性客戶之貸款均獲信貸委員會正式批核，並設立其他管制措施以監察其履約情況。於二零一二年十二月三十一日，任何一筆個別貸款如發生拖欠，佔總體貸款組合之比重亦不會高於8%，管理層認為，管制措施足以監控貸款之履約情況。

**46. FINANCIAL INSTRUMENTS (CONT'D)****46c. Financial Risk Management (Cont'd)***(c) Liquidity Risk*

The goal of liquidity management is to enable the Group, even under adverse market conditions, to actively manage and match funds inflow against all maturing repayment obligations to achieve maximum harmony on cash flow management.

The Group manages its liquidity position to ensure a prudent and adequate liquidity ratio. This is achieved by a transparent and collective monitoring approach across the Group involving the management and other relevant senior managers on a daily basis to ensure the availability of sufficient liquid funds to meet all obligations while in compliance with statutory requirements such as the Hong Kong Financial Resources Rules.

**46. 金融工具(續)****46c. 金融風險管理(續)***(c) 流動資金風險*

流動資金管理旨在使本集團即使在不利的市場條件下亦可就所有到期償還責任靈活管理及配合資金流入，並達到現金流量管理之高度和諧性。

本集團監管其流動資金狀況，確保有審慎而充裕之流動資金比率。本集團各管理層及其他相關高級經理每日以高透明度及統一的方法進行監察，以確保有足夠流動資金應付全部責任，並符合法定要求(如香港財務資源條例)。

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## 46. FINANCIAL INSTRUMENTS (CONT'D)

## 46. 金融工具(續)

## 46c. Financial Risk Management (Cont'd)

## (c) Liquidity Risk (Cont'd)

The exposure of the Group's contractual undiscounted cash flow for the financial liabilities and their contractual maturity dates are as follows:

		On demand or less than					Total 總計
		31 days 按要求或 少於31日	31 days to 90 days 31日至90日	91 days to 1 year 91日至1年	1 year to 5 years 1年至5年	Over 5 years 5年以上	
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
At 31st December, 2012	於二零一二年十二月三十一日						
Bank and other borrowings <sup>+</sup>	銀行及其他借貸 <sup>+</sup>	1,146.4	1,434.8	2,194.2	1,592.8	-	6,368.2
Trade and other payables	貿易及其他應付款項	1,210.6	-	-	-	-	1,210.6
Amounts due to fellow subsidiaries and a holding company	欠同系附屬公司及一間控股公司款項	207.3	-	-	-	-	207.3
Amounts due to associates	欠聯營公司款項	5.6	-	-	-	-	5.6
Amounts due to jointly controlled entities	欠共同控制企業款項	40.1	-	-	-	-	40.1
Notes and bonds	票據及債券	-	85.5	105.4	3,874.4	-	4,065.3
Guarantees*	擔保*	13.3	-	-	-	-	13.3
Financial liabilities at fair value through profit or loss	透過損益賬按公平價值處理之金融負債	52.7	-	-	6.3	-	59.0
At 31st December, 2011	於二零一一年十二月三十一日						
Bank and other borrowings <sup>+</sup>	銀行及其他借貸 <sup>+</sup>	999.2	1,217.2	662.6	3,771.0	-	6,650.0
Trade and other payables	貿易及其他應付款項	948.7	-	-	-	-	948.7
Amounts due to fellow subsidiaries and a holding company	欠同系附屬公司及一間控股公司款項	1,259.2	-	-	-	-	1,259.2
Amounts due to associates	欠聯營公司款項	8.0	-	25.6	-	-	33.6
Amounts due to jointly controlled entities	欠共同控制企業款項	50.1	-	-	-	-	50.1
Bonds	債券	-	-	22.4	587.6	-	610.0
Guarantees*	擔保*	13.3	-	-	-	-	13.3
Financial liabilities at fair value through profit or loss	透過損益賬按公平價值處理之金融負債	15.0	-	-	-	-	15.0

+ Bank and other borrowings with repayment on demand clause are classified as on demand in the above analysis although the demand clause has not been exercised.

\* The amounts included above for guarantees are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantees. None of the banking facilities related to the guarantees has been drawn down at the end of the reporting period. Based on expectations at the end of the reporting period, the Group considers that the amount will not be payable under the arrangement.

+ 具有按要求償還條文之銀行及其他借貸於上述分析中分類為按要求償還，然而該條文尚未被行使。

\* 以上擔保之數額為根據合約下合約另一方可能向本集團索取全數擔保之最大金額。與擔保有關之銀行信貸於報告期末並未動用。基於報告期末之預期，本集團認為並不需為該等合約付出任何款項。

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**46. FINANCIAL INSTRUMENTS (CONT'D)****46. 金融工具(續)****46c. Financial Risk Management (Cont'd)***(c) Liquidity Risk (Cont'd)*

At the end of the reporting period, the Group had outstanding loan commitments of HK\$659.7 million (2011: HK\$585.5 million) and underwriting commitments of HK\$146.1 million (2011: Nil) which fall due within one year.

The Company's exposure to financial risks at the end of the reporting period is immaterial. Financial risk exposure at the Company level is mainly contributed by the amount due from its 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 subsidiaries are considered sufficient to cover the amount due from them. Hence, the Company's exposure to financial risks at the end of the reporting period is considered immaterial.

**46c. 金融風險管理(續)***(c) 流動資金風險(續)*

於報告期末，本集團有尚未償還貸款承擔659.7百萬港元(二零一一年：585.5百萬港元)及包銷承擔146.1百萬港元(二零一一年：無)，並將於一年內到期。

本公司於報告期末的金融風險並不重大。存在於公司層面之金融風險主要來自其附屬公司之欠款，此風險透過評估從附屬公司追回還款之機會率高低進行管理。管理層定期監察本集團內部可供動用的資金，而且附屬公司持有之資產相信足以抵償彼等結欠之款項。因此，本公司於報告期末承受之金融風險相信僅屬微不足道。

**47. MAJOR NON-CASH TRANSACTION**

During the year, dividend income declared by a jointly controlled entity of HK\$50.0 million (2011: Nil) was recorded by setting off the amount against the current account with the jointly controlled entity.

**47. 主要非現金交易**

年內，一間共同控制企業宣派之股息收入50.0百萬港元(二零一一年：無)乃透過抵銷共同控制企業之往來賬目記錄。

**48. CONTINGENT LIABILITIES**

(a) At the end of the reporting period, the Group had guarantees as follows:

**48. 或然負債**

(a) 於報告期末，本集團作出之擔保如下：

		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
Guarantees for banking facilities granted to a jointly controlled entity	授予一間共同控制企業銀行信貸之擔保	5.8	5.8
Indemnities on banking guarantees made available to a clearing house and regulatory body	就一間結算所及監管機構所獲銀行擔保作出賠償擔保	4.5	4.5
Other guarantees	其他擔保	3.0	3.0
		<b>13.3</b>	<b>13.3</b>

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#### 48. CONTINGENT LIABILITIES (CONT'D)

(b) In 2001, an order was made by the Hubei Province Higher People's Court in China ("2001 Order") enforcing a CIETAC award of 19th July, 2000 ("Award") by which Sun Hung Kai Financial Limited (formerly known as Sun Hung Kai Securities Limited) ("SHKF"), a wholly-owned subsidiary of SHK, was required to pay US\$3 million to Chang Zhou Power Development Company Limited ("JV"), a mainland PRC joint venture. SHKF had disposed of all of its beneficial interest in the JV to SHK's then listed associate, TACI, in 1998 and disposed of any and all interest it might hold in the registered capital of the JV to Long Prosperity Industrial Limited ("LPI") in October 2001. Subsequent to those disposals, SHKF's registered interest in the JV in the amount of US\$3 million was frozen further to the 2001 Order. SHKF is party to the following litigation relating to the JV:

(i) On 29th February, 2008, Global Bridge Assets Limited ("GBA"), LPI and Walton Enterprises Limited ("Walton") commenced a legal action in the High Court of Hong Kong against SHKF ("HCA 317/2008"). The Court of Appeal struck out the claims of GBA and LPI in February 2010. Subsequently, GBA, LPI and Walton sought to amend their claims which was on 3rd August, 2012 rejected by the Court of Appeal which ordered that all of GBA's, LPI's and Walton's claims against SHKF be dismissed. While a provision has been made for legal costs, SHK does not consider it presently appropriate to make any other provision with respect to HCA 317/2008.

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#### 48. 或然負債(續)

(b) 於二零零一年，中國湖北省高級人民法院作出判令(「二零零一判令」)強制執行於二零零零年七月十九日之CIETAC判決(「判決」)，要求新鴻基之全資附屬公司新鴻基金融有限公司(前名為新鴻基証券有限公司)(「新鴻基金融」)向中國內地合營公司長州電力發展有限公司(「合營公司」)支付3百萬美元。新鴻基金融已在一九九八年將其於合營公司之所有實益權益出售予新鴻基當時之上市聯營公司天安，及於二零零一年十月，新鴻基金融已將其於合營公司之註冊資本可能持有之任何及所有權益出售予Long Prosperity Industrial Limited(「LPI」)。於該等出售後，新鴻基金融在合營公司之註冊權益(價值3百萬美元)按二零零一判令進一步遭受凍結。新鴻基金融乃以下關於合營公司之訴訟之一方：

(i) 於二零零八年二月二十九日，Global Bridge Assets Limited(「GBA」)、LPI及Walton Enterprises Limited(「Walton」)於香港高等法院向新鴻基金融提出訴訟(「高等法院民事訴訟二零零八年第317宗」)。上訴法庭於二零一零年二月剔除GBA及LPI之申索。隨後GBA、LPI及Walton尋求修訂其申索，上訴法庭於二零一二年八月三日拒絕GBA、LPI及Walton的擬修訂，及判令撤銷GBA、LPI及Walton針對新鴻基金融所提出的所有申索。由於已為法律費用作出撥備，故新鴻基認為現時並不適宜就高等法院民事訴訟二零零八年第317宗訴訟作出任何其他撥備。

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#### 48. CONTINGENT LIABILITIES (CONT'D)

#### 48. 或然負債(續)

##### (b) (Cont'd)

(ii) On 20th December, 2007, a writ was issued by Cheung Lai Na (張麗娜) ("Ms. Cheung") against TACI and SHKF and was accepted by the Intermediate People's Court of Wuhan City, Hubei Province ("IPC") (湖北省武漢市中級人民法院) [(2008) 武民商外初字第8號] ("Mainland Proceedings"), claiming the transfer of a 28% shareholding in the JV, and RMB19,040,000 plus interest thereon for the period from January 1999 to the end of 2007, together with related costs and expenses. Judgment was awarded by the IPC in favour of TACI and SHKF on 16th July, 2009. Ms. Cheung appealed against the said judgment and on 24th November, 2010, the Higher People's Court of Hubei Province (湖北省高級人民法院) ordered that the case be remitted back to the IPC for retrial. The IPC subsequently ordered upon Ms. Cheung's unilateral application that the liquidator of Changjiang Power Development (H.K.) Co. Ltd. which acquired the interests in the JV from TACI in 1998 be joined as a third party to the Mainland Proceedings. After the substantive retrial hearing took place on 29th March, 2012 and on 14th August, 2012, the IPC dismissed Ms. Cheung's claim against TACI and SHKF. Ms. Cheung is presently appealing the retrial decision of the IPC. While a provision has been made for legal costs, SHK does not consider it presently appropriate to make any other provision with respect to this writ.

(c) As noted in note 14 to the consolidated financial statements, in October 2010, AOL and Holdco agreed to dispose of the entire interest of the Disposal Group. AOL has signed a tax deed to indemnify the Purchaser for tax liabilities of the Disposal Group prior to the completion of the disposal which had not been provided for in the closing account of the Disposal Group as at 30th November, 2010. The period for claims under the tax deed is seven years from completion. AOL currently considers it is not likely that any liabilities will arise therefrom.

The Company charged guarantee fees to subsidiaries at market related rates on an annual basis for the guarantees given on banking facilities. Facilities amounting to HK\$1,921.3 million (2011: HK\$1,644.1 million) were utilised at the end of the reporting period.

##### (b) (續)

(ii) 於二零零七年十二月二十日，張麗娜(「張女士」)已向天安及新鴻基金融發出一項令狀並已獲湖北省武漢市中級人民法院(「中級人民法院」)受理[(二零零八)武民商外初字第8號] (「國內訴訟」)，內容是申索轉讓合營公司之28%股權，及人民幣19,040,000元連同由一九九九年一月起計至二零零七年底之利息以及相關費用及開支。中級人民法院於二零零九年七月十六日判決天安及新鴻基金融勝訴。張女士提出上訴，反對該判決。於二零一零年十一月二十四日，湖北省高級人民法院裁定該案發回中級人民法院重審。中級人民法院其後根據張女士單方面申請頒令將於一九九八年從天安取得合營公司之權益的長江動力開發(香港)有限公司的清盤人加入國內訴訟成為國內訴訟中的第三人。重審聆訊於二零一二年三月二十九日舉行後，中級人民法院於二零一二年八月十四日駁回張女士針對天安和新鴻基金融的訴訟請求。張女士正提出上訴，反對中級人民法院的重審判決。由於已為法律費用作出撥備，故新鴻基認為現時並不適宜就此令狀作出任何其他撥備。

(c) 誠如綜合財務報表附註14所述，於二零一零年十月，AOL及Holdco同意出售已售出集團之全部權益。AOL已簽訂稅項契約，以就並未於二零一零年十一月三十日的已售出集團期末賬目內作出撥備的已售出集團於完成出售事項前的稅項負債，向買方作出彌償保證。根據稅項契約索償的索償期為完成起計七年。AOL目前認為，因有關事項而招致任何負債的可能性不大。

本公司就所作出之銀行信貸擔保按照有關市場比率每年向該等附屬公司收取擔保費。於報告期末，信貸擔保1,921.3百萬港元(二零一一年：1,644.1百萬港元)已獲動用。

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**49. CAPITAL COMMITMENTS**

Capital expenditure contracted but not provided for in the consolidated financial statements

已簽約但未在綜合財務報表撥備的資本開支

Capital expenditure authorised but not contracted for

已授權但未訂約的資本開支

The Company did not have any significant capital commitments at 31st December, 2012 and 2011.

**50. OPERATING LEASE ARRANGEMENTS****The Group as lessee**

Minimum lease payments under operating leases recognised for the year

Land and buildings

Others

於本年度確認有關經營租約之最低租約款項

土地及樓宇

其他

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**49. 資本承擔**

<b>The Group</b>	
本集團	
31/12/2012	31/12/2011
二零一二年	二零一一年
十二月三十一日	十二月三十一日
HK\$ Million	HK\$ Million
百萬港元	百萬港元
39.0	15.8
-	-

於二零一二年及二零一一年十二月三十一日，本公司並無任何重大資本承擔。

**50. 經營租約安排****本集團作為承租人**

<b>The Group</b>	
本集團	
2012	2011
二零一二年	二零一一年
HK\$ Million	HK\$ Million
百萬港元	百萬港元
192.7	173.2
13.5	9.3
206.2	182.5

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**50. OPERATING LEASE ARRANGEMENTS (CONT'D)****50. 經營租約安排(續)**

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

於報告期末，本集團根據不可撤銷經營租約而於下列期間到期支付之日後承擔最低租約款項如下：

		<b>The Group</b> 本集團			
		31/12/2012 二零一二年十二月三十一日		31/12/2011 二零一一年十二月三十一日	
		Land and Buildings 土地及樓宇 HK\$ Million 百萬港元	Others 其他 HK\$ Million 百萬港元	Land and buildings 土地及樓宇 HK\$ Million 百萬港元	Others 其他 HK\$ Million 百萬港元
Within one year	一年內	187.3	6.6	169.2	7.1
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	289.6	2.6	252.7	1.5
Over five years	五年以上	88.7	-	121.9	-
		<b>565.6</b>	<b>9.2</b>	543.8	8.6

Operating lease payments represent rental payable by the Group for its office premises, elderly care homes and office equipment. Leases are generally negotiated for terms ranging from one to ten years.

經營租約付款指本集團就其辦公室物業、長者護理中心及辦公室設備應付之租金。租約之年期一般議定為一至十年不等。

**The Group as lessor**

Property rental income earned during the year was HK\$171.0 million (2011: HK\$161.2 million). The property held has committed tenants with lease terms and rentals are fixed at two to four years.

**本集團作為出租人**

年內賺取之物業租金收入為171.0百萬港元(二零一一年：161.2百萬港元)。所持有之物業已有租戶承諾租用，租賃期限及繳租期固定為二至四年。

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

於報告期末，本集團已就下列未來最低租約款項與租戶訂立合約：

		<b>The Group</b> 本集團	
		31/12/2012 二零一二年 十二月三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月三十一日 HK\$ Million 百萬港元
Within one year	一年內	127.3	115.2
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	62.0	99.2
		<b>189.3</b>	214.4

The Company did not have any significant lease commitments as a lessee or lessor under non-cancellable operating leases at the end of the reporting period.

於報告期末，本公司概無因作為承租人或出租人而於不可撤銷經營租約項下擁有任何重大租賃承擔。

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## 51. EMPLOYEE BENEFITS

The Group operates defined contribution retirement benefit schemes for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group under provident funds managed by independent trustees.

The retirement benefit cost charged to the consolidated income statement represents contributions paid and payable to the fund by the Group at rates specified in the rules of the schemes. Where there are employees who leave the schemes prior to vesting fully in the contributions, in accordance with the terms of the schemes, the contributions payable by the Group are reduced by the amount of forfeited employer's contributions.

At 31st December, 2012 and 2011, there were no material forfeited contributions which arose when employees left the retirement benefit schemes before they were fully vested in the contributions and which were available to reduce the contributions payable by the Group in the future years.

The schemes have been closed in 2000 to new employees as a consequence of the Mandatory Provident Fund Schemes Ordinance introduced by the Hong Kong Government.

From 1st December, 2000 onwards, new staff in Hong Kong joining the Group are required to join the Mandatory Provident Fund Scheme ("MPF Scheme"). The Group is required to contribute 5% of the employees' salaries, while the employees are required to contribute 5% of their salaries to the MPF Scheme.

During the year, 2.4 million shares (2011: 1.8 million shares) of SHK were awarded to selected grantees under the employee ownership scheme of SHK ("EOS"). The fair value of the services rendered as consideration of the shares awarded during the year was HK\$10.3 million (2011: HK\$10.5 million) which will be amortised to the consolidated income statement during the vesting period. The amount expensed during the year was HK\$7.5 million (2011: HK\$9.0 million).

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## 51. 僱員福利

本集團為所有香港合資格僱員提供定額供款退休福利計劃。該等計劃之資產與本集團資產分開持有，獨立存於獨立信託公司所管理之公積金。

自綜合收益賬扣除之退休福利開支為本集團按計劃規則所指定比率而已付及應付供款。倘僱員於完全達到享用退休福利前退出計劃，則根據計劃之條款，本集團應付的供款將扣除僱主應繳之金額。

於二零一二年及二零一一年十二月三十一日，並無僱員由於在達到可全數享用退休福利前退出該計劃以致有重大部分之僱主供款得以退回，並可將該退回款項用以減低本集團往後年度之應付供款。

由於香港政府推行強制性公積金計劃條例，故此本集團於二零零零年起不再為新僱員提供上述計劃。

自二零零零年十二月一日起，凡於香港新加盟本集團之員工按規定均須加入強制性公積金計劃(「強積金計劃」)。本集團及僱員各自須向強積金計劃作出相當於僱員薪金5%之供款。

年內，根據新鴻基僱員股份擁有計劃(「僱員股份擁有計劃」)分別向新鴻基集團特定承授人獎授2.4百萬股(二零一一年：1.8百萬股)新鴻基股份。年內作為獎授股份代價之所提供服務之公平價值為10.3百萬港元(二零一一年：10.5百萬港元)，將於歸屬期內於綜合收益賬攤銷。年內支銷之金額為7.5百萬港元(二零一一年：9.0百萬港元)。

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## 51. EMPLOYEE BENEFITS (CONT'D)

## 51. 僱員福利(續)

At the extraordinary general meeting of the Company held on 23rd July, 2012, it was resolved that a director's service agreement entered between the SHK group and a director of SHK's subsidiary for a term of ten years be approved. Subject to the terms and conditions of the agreement, the SHK group has granted the director an option ("Option") to subscribe for or purchase up to 20% of the issued capital of a new company ("Newco") to be established to hold all equity interests in subsidiaries incorporated or to be incorporated in the PRC for money lending businesses in the PRC ("PRC Subsidiaries") at an exercise price which is determined based on the aggregate carrying amount of shareholders equity and shareholders loans proportional to the shareholding to be taken up by the director at the time of exercise of the Option. Prior to the period before the Option becomes vested, the director is also entitled a bonus calculated based on the performance of PRC Subsidiaries. The transaction constituted a very substantial disposal and a connect transaction and its details were disclosed in the Company's circular dated 29th June, 2012.

本公司於二零一二年七月二十三日舉行股東特別大會，議決批准新鴻基集團與新鴻基一間附屬公司之董事訂立之董事服務協議，為期十年。以協議之條款及條件為限，新鴻基集團授予董事購股權（「購股權」），按行使價認購或購買將成立新公司（「新公司」）最多20%之已發行股本，該新公司成立以持有於或將於中國註冊成立從事放款業務的附屬公司（「中國附屬公司」）之全部股權。行使價乃根據董事行使購股權時將認購之股權比例應佔之股東權益及股東貸款之賬面總值釐定。於購股權歸屬前之期間，董事亦有權獲得按中國附屬公司表現計算所得之花紅。是項交易構成非常重大出售事項及關連交易，詳情披露於本公司二零一二年六月二十九日之通函。

The fair value of the Option on grant date of 23rd July, 2012 was HK\$255.1 million which was calculated using the Black-Scholes pricing model and carried out by Norton Appraisals Limited, a firm of independent and qualified professional valuers not connected with the Group. The inputs into the model include an underlying asset value of PRC Subsidiaries as at the grant date of HK\$1,018.1 million, risk free rate of 2.74%, volatility of 39.25% and expected option life of 5 years. No share based payment expense is recognised in the consolidated financial statements for the year ended 31st December, 2012 since one of the vesting conditions for the Option is the successful completion of the establishment of the Newco, the date of which, in the opinion of the management, could not yet be estimated with reasonable certainty.

購股權之公平價值於授出日期二零一二年七月二十三日為255.1百萬港元，使用柏力克-舒爾斯定價模式計算並由與本集團並無關連之獨立合資格專業估值公司普敦國際評估有限公司進行估值。模式之輸入數據包括中國附屬公司於授出日期之相關資產值1,018.1百萬港元、無風險利率2.74%、波幅39.25%及預計購股權期限為五年。截至二零一二年十二月三十一日止年度並無於綜合財務報表確認股份結算開支，因為購股權其中一項歸屬條件是成功完成新公司之成立，而管理層認為完成成立之日期無法合理估計。

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## 52. PLEDGE OF ASSETS

At the end of the reporting period, certain of the Group's investment properties, hotel property, land and buildings and properties held for sale with an aggregate carrying value of HK\$6,969.0 million (2011: HK\$6,564.1 million), bank deposits of HK\$69.8 million (2011: HK\$92.0 million), listed investments belonging to the Group with fair values of HK\$49.9 million (2011: HK\$125.9 million) and listed investments belonging to margin clients with fair values of HK\$927.6 million\* (2011: HK\$1,554.2 million) together with certain securities in respect of a listed subsidiary with a carrying value of HK\$1,642.7 million (2011: HK\$1,524.0 million), were pledged to secure settlement of the equity forward contracts and loans and general banking facilities to the extent of HK\$3,859.2 million (2011: HK\$3,940.9 million) granted to the Group. Facilities amounting to HK\$2,032.2 million (2011: HK\$2,041.0 million) were utilised at the end of the reporting period.

At the end of the reporting period, bank deposits of HK\$4.5 million (2011: HK\$4.5 million) were pledged to secure a guarantee facility issued to third parties by a bank to extent of HK\$2.0 million (2011: HK\$2.0 million) and a letter of credit to extent of HK\$3.0 million (2011: HK\$3.0 million).

At the end of the reporting period, the Company had a bank deposit of HK\$47.0 million (2011: HK\$80.0 million) to secure a loan of HK\$41.8 million (2011: HK\$71.1 million) granted by a bank to a subsidiary.

\* Based on the terms of its margin loan agreements, Sun Hung Kai Investment Services Limited ("SHKIS"), a subsidiary of the Group, is able to repledge clients' securities for margin financing arrangements with other financial institutions as provided by the Securities and Futures Ordinance. Securities belonging to clients are assigned with specific margin ratios for calculating their margin values. Additional funds or collateral are required if the amount of accounts receivable outstanding exceeds the eligible margin value of securities deposited. The fair value of the listed securities at 31st December, 2012 was HK\$13,817.6 million (2011: HK\$12,622.5 million). The collateral held can be sold at SHKIS's discretion to settle any outstanding amounts owed by the margin clients. Margin clients receivables are repayable on demand and bear interest at commercial rates.

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## 52. 資產抵押

於報告期末，本集團賬面總值6,969.0百萬港元(二零一一年：6,564.1百萬港元)之若干投資物業、酒店物業、土地及樓宇及待出售物業、69.8百萬港元(二零一一年：92.0百萬港元)之銀行存款、公平價值49.9百萬港元(二零一一年：125.9百萬港元)之屬於本集團之上市投資及公平價值927.6百萬港元\*(二零一一年：1,554.2百萬港元)之屬於證券放款客戶之上市投資，連同一間上市附屬公司賬面值1,642.7百萬港元(二零一一年：1,524.0百萬港元)之若干證券，已用作結清股票遠期合約及本集團所獲3,859.2百萬港元(二零一一年：3,940.9百萬港元)之貸款及授予本集團之一般銀行信貸之抵押。於報告期末，已提用信貸額2,032.2百萬港元(二零一一年：2,041.0百萬港元)。

於報告期末，4.5百萬港元(二零一一年：4.5百萬港元)之銀行存款已用作抵押一項2.0百萬港元(二零一一年：2.0百萬港元)額度之銀行向第三方所作出之擔保及一項3.0百萬港元(二零一一年：3.0百萬港元)額度之信用證。

於報告期末，本公司之銀行存款47.0百萬港元(二零一一年：80.0百萬港元)已作為銀行向一間附屬公司所授出41.8百萬港元(二零一一年：71.1百萬港元)貸款之擔保。

\* 根據證券放款協議之條款，本集團之一間附屬公司新鴻基投資服務有限公司(「新鴻基投資服務」)可以在證券及期貨條例監管下，把證券放款安排下之客戶證券再次抵押予其他財務機構。屬於客戶之證券獲分配特定的保證金比率，以計算彼等的保證金價值。倘未收回應收賬款金額超過已寄存的證券的合資格保證金價值，則可能需要額外的資金或抵押品。於二零一二年十二月三十一日，上市證券的公平價值為13,817.6百萬港元(二零一一年：12,622.5百萬港元)。新鴻基投資服務可將持有的抵押品酌情銷售，以清償證券放款客戶結欠的任何未償還款項。應收證券放款客戶款項須按要求償還，並按商業利率計息。

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**53. RELATED PARTY TRANSACTIONS AND BALANCES****53. 關連人士交易及結餘**

During the year, the Group entered into following significant transactions with related parties.

年內，本集團與關連人士訂立以下重大交易：

**(a) Summary of transactions****(a) 交易概要**

		(Income)/Expense (收入)/支出	
		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
<b>A holding company</b>	<b>一間控股公司</b>		
Share of management service expenses (note)	應佔管理服務費用(附註)	20.1	17.1
Share of administrative expenses (note)	應佔行政費用(附註)	1.0	0.9
Rent, property management and air-conditioning fee (note)	租金、物業管理及空調費(附註)	(5.8)	(4.8)
Brokerage income	經紀收入	(0.3)	-
Insurance premiums received in the course of provision of insurance brokerage services	提供保險代理服務過程中收取之保險費	(0.9)	(0.5)
<b>Fellow subsidiaries</b>	<b>同系附屬公司</b>		
Consultancy fee income	顧問費收入	(0.8)	(0.8)
Short-term loan interest expense	短期貸款利息開支	15.7	24.6
Brokerage income	經紀收入	(0.6)	(0.9)
Facility arrangement fee and financial advisory fee	融資安排手續費及財務顧問費	1.8	2.6
<b>Jointly controlled entities</b>	<b>共同控制企業</b>		
Administration, management, consultancy and agency fee income	行政、管理、顧問及代理費收入	(14.6)	(12.8)
Property management and air-conditioning fee and other property related service fee income	物業管理及空調費以及其他物業相關服務費收入	(15.5)	(14.4)
Administration and staff support fee	行政及員工支援費用	0.6	0.6
Rent, property management and air-conditioning fee	租金、物業管理及空調費	14.2	11.1
<b>Associates</b>	<b>聯營公司</b>		
Facility arrangement fee income	融資安排手續費收入	(31.8)	(20.6)
Interest income	利息收入	(17.6)	(12.2)
Insurance premiums received in the course of provision of insurance brokerage services	提供保險代理服務過程中收取之保險費	(1.6)	(1.4)
Rent, property management, air-conditioning fee and other related service fee	租金、物業管理、空調費以及其他相關服務費	(0.8)	(0.4)
Interest expense	利息開支	1.0	2.0
Service fee	服務費	0.9	2.0
Facility arrangement fee	融資安排手續費	-	0.5

Note: Apart from the tenancy agreement entered into by a subsidiary of the Company and the Sharing of Administrative Services and Management Services Agreement entered into by the Company and two subsidiaries with the holding company, none of the above related party transactions constitutes a discloseable connected transaction as defined in the Listing Rules.

附註：除本公司一間附屬公司訂立之租賃協議以及本公司及兩間附屬公司與控股公司訂立之行政服務及管理服務分攤協議外，以上關連人士交易並不屬於上市規則所界定之須予披露關連交易。

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**53. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)****53. 關連人士交易及結餘(續)****(b) Key management personnel compensation****(b) 主要管理層人員酬金**

		2012 二零一二年 HK\$ Million 百萬港元	2011 二零一一年 HK\$ Million 百萬港元
Short-term benefits	短期福利	28.0	31.2
Post-employment benefits	退休福利	0.6	0.5
		<b>28.6</b>	<b>31.7</b>

Certain key management personnel of the Group received remuneration from the Company's holding company or its wholly-owned subsidiary. The holding company provided management services to the Group and charged the Group a fee, which has been included in the share of management service expenses as disclosed above in part (a) of this note, for services provided by those personnel as well as others who are not key management personnel of the Group.

本集團若干主要管理人員從本公司控股公司或其全資附屬公司收取酬金。控股公司向本集團提供收取費用的管理服務，該費用已披露在此附註(a)部分之應佔管理服務費用中，此管理服務由該等主要管理人員及其他非本集團主要管理人員所提供。

The management service fee is calculated by reference to the time devoted by the management personnel on the affairs of the Group and can be apportioned to the above key management personnel. The total of such apportioned amounts, which has been included in the key management personnel compensation above for 2012 is HK\$14.1 million (2011: HK\$14.2 million).

計算管理費用以管理人員於本集團事務上所使用的時間作為參考，及可以分配至該等主要管理人員。該等分配總額於二零一二年共14.1百萬港元(二零一一年：14.2百萬港元)，已包括於以上主要管理人員酬金內。

**(c) At the end of the reporting period, the Group and the Company had the following material balances with related parties:****(c) 於報告期末，本集團及本公司與關連人士有以下重大結餘：**

		The Group 本集團		The Company 本公司	
		31/12/2012 二零一二年 十二月 三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月 三十一日 HK\$ Million 百萬港元	31/12/2012 二零一二年 十二月 三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月 三十一日 HK\$ Million 百萬港元
A holding company	一間控股公司	(5.9)	(3.9)	(3.5)	(3.1)
Associates	聯營公司	445.7	392.0	-	-
Jointly controlled entities	共同控制企業	(29.0)	(41.5)	-	-
Fellow subsidiaries	同系附屬公司	(395.2)	(1,254.5)	-	-
		<b>15.6</b>	<b>(907.9)</b>	<b>(3.5)</b>	<b>(3.1)</b>

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**53. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)****53. 關連人士交易及結餘(續)**

- (c) At the end of the reporting period, the Group and the Company had the following material balances with related parties: (Cont'd)

- (c) 於報告期末，本集團及本公司與關連人士有以下重大結餘：(續)

The above amounts are included in the statement of financial position of the Group and the Company in the following ways:

上述金額乃以下列方式於本集團及本公司之財務狀況表內入賬：

		Notes 附註	The Group 本集團		The Company 本公司	
			31/12/2012 二零一二年 十二月 三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月 三十一日 HK\$ Million 百萬港元	31/12/2012 二零一二年 十二月 三十一日 HK\$ Million 百萬港元	31/12/2011 二零一一年 十二月 三十一日 HK\$ Million 百萬港元
Trade and other receivables	貿易及其他應收款項		3.6	1.1	-	-
Amounts due from associates	聯營公司欠款	(i)	448.6	424.9	-	-
Amounts due from jointly controlled entities	共同控制企業欠款	(iii)	11.1	8.6	-	-
Trade and other payables	貿易及其他應付款項		(0.1)	(0.5)	-	-
Amount due to a holding company	欠一間控股公司款項	(iii)	(5.9)	(3.9)	(3.5)	(3.1)
Amounts due to associates	欠聯營公司款項	(i)	(5.6)	(32.7)	-	-
Amounts due to jointly controlled entities	欠共同控制企業款項	(iii)	(40.1)	(50.1)	-	-
Amounts due to fellow subsidiaries	欠同系附屬公司款項	(ii)	(201.4)	(1,255.3)	-	-
Notes held by a fellow subsidiary	一間同系附屬公司持有之票據		(194.6)	-	-	-
			15.6	(907.9)	(3.5)	(3.1)

- (d) During the year, short-term loans of HK\$738.0 million (2011: HK\$565.0 million) were advanced from fellow subsidiaries and HK\$1,795.0 million (2011: HK\$65.0 million) were repaid to fellow subsidiaries. A bond of HK\$500.0 million was repaid to a fellow subsidiary in 2011.

- (d) 年內，已從同系附屬公司墊支738.0百萬港元(二零一一年：565.0百萬港元)之短期貸款及向同系附屬公司償還1,795.0百萬港元(二零一一年：65.0百萬港元)之短期貸款。500.0百萬港元之債券已於二零一一年償還予一間同系附屬公司。

- (e) During the year, (i) short-term loans of HK\$75.6 million (2011: HK\$318.2 million) were advanced to associates, HK\$189.0 million (2011: Nil) was repaid by an associate and HK\$24.2 million (2011: HK\$22.5 million) was repaid to an associate; and (ii) a long-term loan of HK\$144.0 million (2011: Nil) was advanced to an associate.

- (e) 年內，(i)已向聯營公司墊支75.6百萬港元(二零一一年：318.2百萬港元)之短期貸款及一間聯營公司償還189.0百萬港元(二零一一年：無)之短期貸款，同時向一間聯營公司償還24.2百萬港元(二零一一年：22.5百萬港元)之短期貸款；及(ii)已向一間聯營公司墊支144.0百萬港元(二零一一年：無)之長期貸款。

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### 53. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)

- (f) During the year, both the Group and a joint venture partner, each having a 50% interest in a jointly controlled entity, received and repaid various non-interest bearing loans from such jointly controlled entity. At 31st December, 2012, the amounts lent to the Group totalling HK\$40.0 million (2011: HK\$50.0 million) were unsecured, non-interest bearing and repayable on demand.
- (g) At 31st December, 2012, guarantees for banking facilities of HK\$5.8 million (2011: HK\$5.8 million) were granted to a jointly controlled entity.
- (h) After the reporting date, the Group provided a secured term loan facility of HK\$600.0 million to a substantial shareholder of SHK for a term of 48 months from the drawdown date. Interest on loan under the facility is charged at a rate of 6.5% per annum. The transaction constituted a connected transaction and its details were disclosed in the Company's circular of 23rd January, 2013. A loan of HK\$600.0 million was drawn under the facility on 15th February, 2013.

Notes:

- (i) As at 31st December, 2012, the amounts due from (to) associates are unsecured, non-interest bearing and repayable on demand, except for (i) an unsecured long-term loan to an associate of HK\$344.7 million drawn under the loan facilities of HK\$360.7 million, which bears interest at 6% per annum and is due for repayment on 30th June, 2014; (ii) an unsecured short-term loan to an associate of HK\$36.9 million, which bears interest at 5% per annum and is due for repayment on 26th July, 2013; and (iii) an unsecured short-term loan to an associate of HK\$8.2 million, which bears interest at 12% per annum and is due for repayment on 8th February, 2013. On 8th February, 2013, the loan was extended for a further one year to 8th February, 2014 and bore interest at 12% per annum.
- (ii) As at 31st December, 2012, the amounts due to fellow subsidiaries included loans of HK\$193.0 million drawn under a revolving loan facility of HK\$300.0 million granted by a fellow subsidiary to the Group. The facility will expire on 22nd May, 2013. The loans drawn under the facility carry interest at 2.4% above HIBOR per annum. In addition, there is a revolving loan facility of HK\$600.0 million granted by a fellow subsidiary to the Group. The facility will expire on 3rd March, 2014. Any loans drawn under the facility carry interest at 2.9% above HIBOR per annum.
- (iii) The amounts due from (to) jointly controlled entities and a holding company are unsecured, non-interest bearing and repayable on demand.

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### 53. 關連人士交易及結餘(續)

- (f) 年內，本集團及一名合營伙伴(各於一間共同控制企業擁有50%權益)，分別從該共同控制企業獲取及償還多項免息貸款。於二零一二年十二月三十一日，向本集團借出的款項總額40.0百萬港元(二零一一年：50.0百萬港元)，為無抵押、免息及須於要求時償還。
- (g) 於二零一二年十二月三十一日，銀行信貸擔保5.8百萬港元(二零一一年：5.8百萬港元)已授予一間共同控制企業。
- (h) 於報告期後，本集團向新鴻基的一名主要股東提供有抵押有期貨款信貸600.0百萬港元，由提取日期起計為期48個月。貸款信貸的利息乃按年利率6.5厘計算。此交易構成關連交易而其有關詳情於本公司二零一三年一月二十三日的通函披露。於二零一三年二月十五日，600.0百萬港元貸款已自該信貸提取。

附註：

- (i) 於二零一二年十二月三十一日，該等欠自(欠)聯營公司款項為無抵押、免息及須於要求時償還，惟(i)於360.7百萬港元之貸款信貸項下，授予一間聯營公司之344.7百萬港元無抵押長期貸款(此筆貸款按每年6厘計息，並須於二零一四年六月三十日償還)；(ii)授予一間聯營公司之36.9百萬港元無抵押短期貸款(此筆貸款按每年5厘計息，並須於二零一三年七月二十六日償還)；及(iii)授予一間聯營公司之8.2百萬港元無抵押短期貸款(此筆貸款按每年12厘計息，並須於二零一三年二月八日償還)除外。於二零一三年二月八日，貸款延續一年至二零一四年二月八日，並按每年12厘計息。
- (ii) 於二零一二年十二月三十一日，欠同系附屬公司款項，包括有總值193.0百萬港元的貸款，是提取自一間同系附屬公司授予本集團為數300.0百萬港元的循環貸款信貸，該信貸將於二零一三年五月二十二日到期。於此信貸下提取之貸款按香港銀行同業拆息加2.4厘之年利率計息。此外，一間同系附屬公司授予本集團600.0百萬港元的循環貸款信貸。該信貸將於二零一四年三月三日期到。從該信貸提取的貸款按香港銀行同業拆息加2.9厘之年利率計息。
- (iii) 該等欠自(欠)共同控制企業及一間控股公司款項為無抵押、免息及於要求時償還。

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#### 54. MATURITY PROFILE OF TERM ASSETS AND LIABILITIES

#### 54. 有期資產及負債到期分析

		At 31st December, 2012					
		於二零一二年十二月三十一日					
		On demand	Within	3 months	1 year to	After	Total
		按	三個月內	三個月至一年	一年至五年	五年後	總計
		要求償還	三個月內	三個月至一年	一年至五年	五年後	總計
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
<b>Assets</b>	<b>資產</b>						
Fixed deposits with banks	銀行定期存款	-	2,692.7	405.6	-	-	3,098.3
Loans and advances to consumer finance customers	私人財務客戶貸款及墊款	836.6	1,271.5	3,128.1	2,363.3	694.3	8,293.8
Bonds included in financial assets at fair value through profit or loss	計入透過損益賬按公平價值處理之金融資產之債券	-	-	6.9	335.2	375.5	717.6
Term loans due from associates	應收聯營公司定期貸款	-	-	45.1	344.7	-	389.8
Secured term loans	有抵押定期貸款	59.3	222.4	743.1	712.1	-	1,736.9
<b>Liabilities</b>	<b>負債</b>						
Bank and other borrowings	銀行及其他借貸	177.4	2,036.3	2,206.9	1,841.7	-	6,262.3
Notes and bonds	票據及債券	-	-	-	3,194.3	-	3,194.3
Short-term loan due to a fellow subsidiary	欠一間同系附屬公司之短期貸款	-	193.0	-	-	-	193.0

		At 31st December, 2011					
		於二零一一年十二月三十一日					
		On demand	Within	3 months	1 year to	After	Total
		按	三個月內	三個月至一年	一年至五年	五年後	總計
		要求償還	三個月內	三個月至一年	一年至五年	五年後	總計
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
<b>Assets</b>	<b>資產</b>						
Fixed deposits with banks	銀行定期存款	-	1,839.5	741.0	-	-	2,580.5
Loans and advances to consumer finance customers	私人財務客戶貸款及墊款	746.5	992.0	2,845.0	2,231.0	741.6	7,556.1
Bonds included in financial assets at fair value through profit or loss	計入透過損益賬按公平價值處理之金融資產之債券	-	-	-	169.3	252.5	421.8
Term loan due from associates	應收聯營公司定期貸款	-	-	359.2	-	-	359.2
Secured term loans	有抵押定期貸款	446.0	221.2	297.6	-	-	964.8
<b>Liabilities</b>	<b>負債</b>						
Bank and other borrowings	銀行及其他借貸	12.0	2,026.4	710.1	3,755.2	-	6,503.7
Bonds	票據及債券	-	-	-	555.8	-	555.8
Amount due to an associate	欠一間聯營公司款項	-	-	24.7	-	-	24.7
Short-term loan due to a fellow subsidiary	欠一間同系附屬公司之短期貸款	-	1,252.4	-	-	-	1,252.4

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**54. MATURITY PROFILE OF TERM ASSETS AND LIABILITIES (CONT'D)**

The above tables list out assets and liabilities based on the contractual maturity and the assumption that the repayment on demand clause will not be exercised. Loans and receivables are stated before impairment allowances. Overdue assets are reported as on demand.

**55. PARTICULARS OF PRINCIPAL SUBSIDIARIES**

Particulars of the Company's principal subsidiaries at 31st December, 2012 which have their principal place of operations in Hong Kong are set out below:

**54. 有期資產及負債到期分析(續)**

上表載列之資產及負債僅按合約期限及假設按要償還條款不會獲行使而列出。所列表載之貸款及應收款項金額尚未扣除減值撥備。逾期資產呈報為「按要償還」。

**55. 主要附屬公司資料**

於二零一二年十二月三十一日，本公司主要業務所在地位於香港之主要附屬公司資料如下：

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本  HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例				Principal activity 主要業務
		held by the Company/ Subsidiaries 本公司/ 附屬公司持有		attributable to the Group 本集團應佔		
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年	
		%	%	%	%	
Alaston Development Limited	US\$1 1美元	100	100	100	100	Property holding 持有物業
Allied Overseas Limited **	20,431,266	73	72	73	72	Investment holding 投資控股
Allied Real Estate Agency Limited 聯合地產代理有限公司	2	100	100	100	100	Real estate agency 地產代理
AP Administration Limited	2	100	100	100	100	Provision of management and consultancy services 提供管理及顧問服務
AP Corporate Services Limited	2	100	100	100	100	Provision of corporate services 提供公司服務
AP Development Limited 聯合地產發展有限公司	2	100*	100*	100	100	Investment holding 投資控股
AP Diamond Limited	US\$1 1美元	100	100	100	100	Property trading and holding 物業買賣及持有物業
AP Emerald Limited	US\$1 1美元	100	100	100	100	Investment holding 投資控股
AP Finance Limited	2	100	100	100	100	Money lending 借貸
AP Property Management Limited	2	100	100	100	100	Building management 樓宇管理

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**55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)**
**55. 主要附屬公司資料(續)**

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本  HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例				Principal activity 主要業務
		held by the Company/ Subsidiaries 本公司/ 附屬公司持有		attributable to the Group 本集團應佔		
		2012 二零一二年 %	2011 二零一一年 %	2012 二零一二年 %	2011 二零一一年 %	
Attractive Gain Limited	100	100	100	73	72 Investment in financial instruments 投資金融工具	
Best Melody Development Limited 高韻發展有限公司	5,000	100	100	100	100 Property holding 持有物業	
Conrad Security Limited (formerly known as Conrad Services Limited) 港麗保安有限公司(前稱港麗服務有限公司)	1	100	100	65	100 Security and guarding services 保安及護衛服務	
First Asian Holdings Limited 亞洲第一集團有限公司	2	100	100	32	31 Asset holding 持有資產	
Florich Development Limited 景資發展有限公司	10,000	100	100	100	100 Investment holding 投資控股	
Front Sail Limited 拓航有限公司	5,000	100	100	100	100 Property holding 持有物業	
Gilmore Limited	2	100	100	100	100 Property holding 持有物業	
Hillcrest Development Limited	20	100	100	100	100 Property holding 持有物業	
Hi-Link Limited	200	100	100	100	100 Investment holding 投資控股	
Hong Kong Dementia Services Limited 香港老年癡呆症服務有限公司	US\$1 1美元	100	100	73	72 Provision of elderly care services 提供護老服務	
Integrated Custodian Limited	2	100	100	100	100 Property holding 持有物業	
Itso Limited	2	100	100	55	53 Securities trading and provision of loan finance 證券買賣及提供貸款融資	

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**55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)**
**55. 主要附屬公司資料(續)**

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本  HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例				Principal activity 主要業務
		held by the Company/ Subsidiaries 本公司/ 附屬公司持有		attributable to the Group 本集團應佔		
		2012 二零一二年 %	2011 二零一一年 %	2012 二零一二年 %	2011 二零一一年 %	
Jaffe Development Limited	US\$1 1美元	100	100	100	100	Property holding 持有物業
Kalix Investment Limited	2	100	100	100	100	Property holding 持有物業
King Policy Development Limited 勁鵬發展有限公司	2	100	100	100	100	Property holding 持有物業
Lexshan Nominees Limited 歷山代理人有限公司	2	100	100	55	53	Nominee services 代理人服務
LYNX Technology Limited 凌睿科技有限公司	1,000,000	100	100	73	72	Medical equipment distribution 醫療設備分銷
Mainford Investment Limited 銘福投資有限公司	1	100	100	100	100	Property holding 持有物業
Maxplan Investment Limited 銳騰投資有限公司	2	100	100	100	100	Securities trading 證券買賣
Mightyton Limited	10,000	100	100	100	100	Property holding 持有物業
Oakfame Investment Limited 幹美投資有限公司	2	100	100	55	53	Investment holding 投資控股
Ontone Limited 安通建業有限公司	2	100	100	100	100	Hotel operations and property holding 酒店業務及持有物業
Plentiwind Limited	2	100	100	55	53	Investment holding and trading 投資控股及買賣
Polyking Services Limited 栢麗服務有限公司	2	100	100	65	65	Building maintenance and cleaning services 樓宇保養及清潔服務
Protech Property Management Limited 保得物業管理有限公司	5,000	100	100	65	65	Building management 樓宇管理

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**55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)**
**55. 主要附屬公司資料(續)**

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本  HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例				Principal activity 主要業務
		held by the Company/ Subsidiaries 本公司/ 附屬公司持有		attributable to the Group 本集團應佔		
		2012 二零一二年 %	2011 二零一一年 %	2012 二零一二年 %	2011 二零一一年 %	
Ranbridge Finance Limited 捷橋財務有限公司	20,000,000	100	100	55	53 Financial services 金融服務	
San Pack Properties Limited 山栢置業有限公司	10	100	100	100	100 Property holding 持有物業	
Scienter Investments Limited	20	100	100	55	53 Securities trading 證券買賣	
Senior Care Elderly Limited	US\$1 1美元	100	100	73	72 Provision of elderly care services 提供護老服務	
Senior Care Limited 善頤護理有限公司	1,000	100	100	73	72 Provision of elderly care services 提供護老服務	
Senior Care Nursing Home Limited 善頤護老有限公司	1,000	100	100	73	72 Provision of elderly care services 提供護老服務	
SHK Finance Limited 新鴻基財務有限公司	150,000,000	100	100	32	31 Money lending 借貸	
SHK Financial Data Limited 新鴻基財經資訊有限公司	100	51	51	28	27 Financial information services 財經資訊服務	
SHK Fund Management Limited 新鴻基投資管理有限公司	67,000,000	100	100	55	53 Funds marketing and investment advising 基金市場策劃及投資顧問	
SHK Investment Services Limited	1,000,000	100	100	55	53 Asset holding and leasing 資產投資及租賃	
SHK Online (Securities) Limited 新鴻基科網(證券)有限公司	40,000,000	100	100	55	53 Online securities broking and margin financing 網上證券經紀及證券放款	
SHK Online Limited 新鴻基科網有限公司	20,000,000	100	100	55	53 Investment holding 投資控股	
SHK Pearl River Delta Investment Company Limited 新鴻基珠江三角洲投資 有限公司	75,000,000	100	100	55	53 Investment holding 投資控股	

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**55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)**
**55. 主要附屬公司資料(續)**

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例				Principal activity 主要業務
		held by the Company/ Subsidiaries 本公司/ 附屬公司持有		attributable to the Group 本集團應佔		
		2012 二零一二年 %	2011 二零一一年 %	2012 二零一二年 %	2011 二零一一年 %	
SHK Private Limited 新鴻基尊尚有限公司	100,000	100	100	55	53 Business marketing and promotion 商業市場策劃及推廣	
Shun Loong Forex Company Limited 順隆外匯有限公司	32,000,000	100	100	55	53 Leveraged foreign exchange dealing and broking 槓桿外匯買賣及經紀	
Shun Loong Futures Limited 順隆期貨有限公司	15,000,000	100	100	55	53 Futures and options dealing 期貨及期權買賣	
Shun Loong Holdings Limited 順隆集團有限公司	200,000,000	100	100	55	53 Investment holding 投資控股	
Shun Loong Securities Company Limited 順隆證券行有限公司	50,000,000	100	100	55	53 Securities broking and share margin financing 證券經紀及證券放款	
Sierra Joy Limited	2	100	100	100	100 Property holding 持有物業	
Sun Hing Bullion Company Limited 新興金業有限公司	5,000,000	100	100	55	53 Bullion trading 黃金買賣	
Sun Hung Kai & Co. Limited** 新鴻基有限公司**	432,411,271	55	53	55	53 Investment holding 投資控股	
Sun Hung Kai (Nominees) Limited 新鴻基(代理人)有限公司	200	100	100	55	53 Nominee services 代理人服務	
Sun Hung Kai Bullion Company Limited 新鴻基金業有限公司	30,000,000	100	100	55	53 Bullion trading and investment holding 黃金買賣及投資控股	
Sun Hung Kai Commodities Limited 新鴻基期貨有限公司	80,000,600	100	100	55	53 Commodities broking 商品期貨經紀	
Sun Hung Kai Financial Limited 新鴻基金融有限公司	124,898,589	100	100	55	53 Investment holding 投資控股	

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**55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)**
**55. 主要附屬公司資料(續)**

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本  HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例				Principal activity 主要業務
		held by the Company/ Subsidiaries 本公司/ 附屬公司持有		attributable to the Group 本集團應佔		
		2012 二零一二年 %	2011 二零一一年 %	2012 二零一二年 %	2011 二零一一年 %	
Sun Hung Kai Insurance Consultants Limited 新鴻基保險顧問有限公司	21,000,000	100	100	55	53 Insurance broking and consultancy services 保險經紀及顧問服務	
Sun Hung Kai International Limited 新鴻基國際有限公司	10,000,000	100	100	55	53 Corporate finance services 企業融資服務	
Sun Hung Kai International Commodities Limited	25,000,000	100	100	55	53 Securities, futures and options trading 證券、期貨及期權買賣	
Sun Hung Kai Investment Services Limited 新鴻基投資服務有限公司	450,000,000	100	100	55	53 Investment holding, share broking and margin financing 投資控股、證券經紀及證券放款	
Sun Hung Kai Securities (Overseas) Limited 新鴻基證券(海外)有限公司	60,000	100	100	55	53 Investment holding 投資控股	
Sun Hung Kai Securities (Trustees) Limited 新鴻基證券(信託)有限公司	3,000,000	100	100	55	53 Provision of trustee services 提供信託服務	
Sun Hung Kai Strategic Capital Limited 新鴻基策略資本有限公司	2	100	100	55	53 Investment holding and securities trading 投資控股及證券買賣	
Sun Hung Kai Structured Finance Limited 新鴻基結構融資有限公司	137,500,000	100	100	55	53 Provision of loan finance 提供貸款融資	
Sun Hung Kai Structured Products Limited 新鴻基結構產品有限公司	2	100	100	55	53 Issuing structured notes 發行結構性票據	
Sun Hung Kai Venture Capital Limited	2	100	100	55	53 Investment holding 投資控股	

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**55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)****55. 主要附屬公司資料(續)**

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例				Principal activity 主要業務
		held by the Company/ Subsidiaries 本公司/ 附屬公司持有		attributable to the Group 本集團應佔		
		2012 二零一二年 %	2011 二零一一年 %	2012 二零一二年 %	2011 二零一一年 %	
Sun Hung Kai Wealth Management Limited 新鴻基優越理財有限公司	5,000,000	100	100	55	53 Investment advisory services, financial planning and wealth management 投資諮詢服務、財務策劃及資產管理	
Sun Tai Cheung Finance Company Limited 新泰昌財務有限公司	25,000,000	100	100	55	53 Financial services 金融服務	
Sun Yi Company Limited 新而有限公司	15,000,000	100	100	55	53 Futures trading 期貨買賣	
Texgulf Limited	20	100	100	55	53 Property holding 持有物業	
Tung Wo Investment Company, Limited 同和投資有限公司	10,000	100	100	55	53 Investment holding 投資控股	
United Asia Finance Limited 亞洲聯合財務有限公司	171,875,000	58	58	32	31 Consumer financing 私人財務	
Wah Cheong Development Company, Limited 華昌建業有限公司	25,100,000	100	100	55	53 Investment holding 投資控股	
Wineur Secretaries Limited 偉略秘書有限公司	2	100	100	55	53 Secretarial services 秘書服務	
Yee Li Ko Investment Limited 億利高投資有限公司	58,330,000	100	100	55	53 Property holding 持有物業	

With the exception of Alaston Development Limited, AP Diamond Limited, AP Emerald Limited, Hong Kong Dementia Services Limited, Jaffe Development Limited and Senior Care Elderly Limited, which were incorporated in the British Virgin Islands, and Allied Overseas Limited, which was incorporated in Bermuda, all the above subsidiaries were incorporated in Hong Kong.

除Alaston Development Limited、AP Diamond Limited、AP Emerald Limited、香港老年癡呆症服務有限公司、Jaffe Development Limited及Senior Care Elderly Limited於英屬處女群島註冊成立，以及Allied Overseas Limited於百慕達註冊成立外，以上所有附屬公司均在香港註冊成立。

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**55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)****55. 主要附屬公司資料(續)**

Particulars of the Company's principal subsidiaries at 31st December, 2012 which were incorporated and have their principal place of operations outside Hong Kong are set out below:

於二零一二年十二月三十一日，本公司在香港以外地點註冊成立及其主要業務所在地亦在香港以外地區之主要附屬公司資料如下：

Subsidiaries 附屬公司	Place of incorporation/ operation 註冊成立/ 業務所在地	Paid up issued ordinary share capital 繳足已發行 普通股本	Proportion of nominal value of issued capital 佔已發行股本面值之比例				Principal activity 主要業務
			held by the Company/Subsidiaries 本公司/附屬公司持有		attributable to the Group 本集團應佔		
			2012	2011	2012	2011	
			二零一二年	二零一一年	二零一二年	二零一一年	
			%	%	%	%	
Allied Properties China Limited	Cayman Islands 開曼群島	US\$1,000 1,000美元	100*	100*	100	100	Investment holding 投資控股
Boneast Assets Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	55	53	Investment holding 投資控股
Cautious Base Limited	British Virgin Islands 英屬處女群島	HK\$10,000 10,000港元	100	100	73	72	Investment holding 投資控股
Dynamic Force Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	55	53	Investment holding 投資控股
Hing Yip Holdings Limited 興業控股有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	55	53	Property holding 持有物業
I-Market Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	55	53	Investment holding 投資控股
Kenworld Corporation	Republic of Liberia 利比里亞共和國	US\$1 1美元	100	100	100	100	Investment holding 投資控股
Lakewood Development Corporation	United States of America 美國	US\$1,000 1,000美元	100	100	100	100	Property held for sale 持有待出售物業
LHY Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	73	72	Investment holding 投資控股
Onspeed Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	32	31	Investment holding 投資控股
Senior Care Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	73	72	Investment holding 投資控股

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55. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(CONT'D)

## 55. 主要附屬公司資料(續)

Subsidiaries 附屬公司	Place of incorporation/ operation 註冊成立/ 業務所在地	Paid up issued ordinary share capital 繳足已發行 普通股本	Proportion of nominal value of issued capital 佔已發行股本面值之比例				Principal activity 主要業務
			held by the Company/Subsidiaries 本公司/附屬公司持有		attributable to the Group 本集團應佔		
			2012	2011	2012	2011	
			二零一二年 %	二零一一年 %	二零一二年 %	二零一一年 %	
Shipsape Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	55	53	Investment holding 投資控股
SHK Absolute Return Managers Ltd	Cayman Islands 開曼群島	US\$10 10美元	100	100	55	53	Investment holding 投資控股
SHK Alpha Managers Ltd.	Cayman Islands 開曼群島	US\$10 10美元	100	100	55	53	Funds management 基金管理
SHK Alternative Managers Limited	Cayman Islands 開曼群島	US\$1 1美元	100	100	55	53	Funds management 基金管理
SHK Capital Management Limited	Cayman Islands 開曼群島	US\$10 10美元	100	100	55	53	Investment holding 投資控股
SHK Dynamic Managers Ltd.	Cayman Islands 開曼群島	US\$10 10美元	100	100	55	53	Funds management 基金管理
SHK Global Managers Limited	British Virgin Islands 英屬處女群島	US\$5,000 5,000美元	100	100	55	53	Funds management 基金管理
SHK Income Fund Manager	Cayman Islands 開曼群島	US\$100 100美元	100	100	55	53	Investment holding 投資控股
SHK Private Equity Managers Ltd.	Cayman Islands 開曼群島	US\$10 10美元	100	100	55	53	Funds management and investment holding 基金管理及投資控股
SHK Quant Managers Ltd	Cayman Islands 開曼群島	US\$10 10美元	100	100	55	53	Funds management 基金管理
Sing Hing Investment Limited 誠興投資有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	55	53	Property holding 持有物業
Sun Hung Kai (China) Investment Management Company Limited 新鴻基(中國)投資管理 有限公司	People's Republic of China 中華人民共和國	RMB50,000,000 人民幣 50,000,000元	100	100	55	53	Corporate marketing and investment consultancy 市場策劃及投資顧問
Sun Hung Kai & Co. (BVI) Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	-	55	-	Financing 融資

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**55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)**
**55. 主要附屬公司資料(續)**

Subsidiaries 附屬公司	Place of incorporation/ operation 註冊成立/ 業務所在地	Paid up issued ordinary share capital 繳足已發行 普通股本	Proportion of nominal value of issued capital 佔已發行股本面值之比例				Principal activity 主要業務
			held by the Company/Subsidiaries 本公司/附屬公司持有		attributable to the Group 本集團應佔		
			2012 二零一二年 %	2011 二零一一年 %	2012 二零一二年 %	2011 二零一一年 %	
Sun Hung Kai Financial Group Limited	British Virgin Islands 英屬處女群島	US\$50,000 50,000美元	100	100	55	53	Investment holding 投資控股
Sun Hung Kai International Bank [Brunei] Limited	Brunei Darussalam 汶萊	SGD10,000,000 10,000,000 新加坡元	100	100	55	53	International banking business 國際銀行事務
Sun Hung Kai Investment Services (Macau) Limited	Macau 澳門	MOP48,900,000 48,900,000 澳門元	100	100	55	53	Property holding 持有物業
Sun Hung Kai Securities (Bermuda) Limited	Bermuda 百慕達	US\$12,000 12,000美元	100	100	55	53	Investment holding 投資控股
Swan Islands Limited	British Virgin Islands 英屬處女群島	US\$503,000,001 503,000,001美元	100	100	55	53	Investment holding 投資控股
UA Finance (BVI) Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	32	31	Financing 融資
UAF Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	55	53	Investment holding 投資控股
Upper Selection Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	55	53	Investment holding 投資控股
Wah Cheong Development (B.V.I.) Limited	British Virgin Islands 英屬處女群島	US\$2,675,400 2,675,400美元	100	100	100	100	Investment holding 投資控股
Zeal Goal International Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	55	53	Investment holding 投資控股
上海浦東新區亞聯財小額貸款有限公司	People's Republic of China 中華人民共和國	RMB200,000,000 人民幣 200,000,000元	70	-	23	-	Money lending 借貸
大連亞聯財信息諮詢有限公司	People's Republic of China 中華人民共和國	RMB1,000,000 人民幣 1,000,000元	100	-	32	-	Financial consultancy 財務顧問

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55. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(CONT'D)

## 55. 主要附屬公司資料(續)

Subsidiaries 附屬公司	Place of incorporation/ operation 註冊成立/ 業務所在地	Paid up issued ordinary share capital 繳足已發行 普通股本	Proportion of nominal value of issued capital 佔已發行股本面值之比例				Principal activity 主要業務
			held by the Company/Subsidiaries 本公司/附屬公司持有		attributable to the Group 本集團應佔		
			2012	2011	2012	2011	
			二零一二年 %	二零一一年 %	二零一二年 %	二零一一年 %	
大連保稅區亞聯財小額貸款有限公司	People's Republic of China 中華人民共和國	US\$40,000,000 40,000,000美元	100	100	32	31	Money lending 借貸
天津亞聯財小額貸款有限公司	People's Republic of China 中華人民共和國	HK\$250,000,000 250,000,000港元	100	100	32	31	Money lending 借貸
北京亞聯財小額貸款有限公司	People's Republic of China 中華人民共和國	RMB500,000,000 人民幣 500,000,000元	80	80	25	24	Money lending 借貸
成都亞聯財小額貸款有限公司	People's Republic of China 中華人民共和國	HK\$350,000,000 350,000,000港元	100	100	32	31	Money lending 借貸
哈爾濱市亞聯財小額貸款有限公司	People's Republic of China 中華人民共和國	RMB200,000,000 人民幣 200,000,000元	100	-	32	-	Money lending 借貸
武漢亞聯財小額貸款有限公司	People's Republic of China 中華人民共和國	RMB200,000,000 人民幣 200,000,000元	100	-	32	-	Money lending 借貸
亞聯財信息諮詢(深圳)有限公司	People's Republic of China 中華人民共和國	RMB25,000,000 人民幣 25,000,000元	100	100	32	31	Financial consultancy 財務顧問
重慶市渝中區亞聯財小額貸款有限責任公司	People's Republic of China 中華人民共和國	US\$50,000,000 50,000,000美元	100	100	32	31	Money lending 借貸
重慶亞聯財信息諮詢有限公司	People's Republic of China 中華人民共和國	RMB1,000,000 人民幣 1,000,000元	100	-	32	-	Financial consultancy 財務顧問
深圳亞聯財小額貸款有限公司	People's Republic of China 中華人民共和國	RMB600,000,000 人民幣 600,000,000元	100	100	32	31	Money lending 借貸
深圳亞聯財行銷顧問有限公司	People's Republic of China 中華人民共和國	RMB10,000,000 人民幣 10,000,000元	100	100	32	31	Money lending 借貸

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## 55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

## 55. 主要附屬公司資料(續)

Subsidiaries 附屬公司	Place of incorporation/ operation 註冊成立/ 業務所在地	Paid up issued ordinary share capital 繳足已發行 普通股本	Proportion of nominal value of issued capital 佔已發行股本面值之比例				Principal activity 主要業務
			held by the Company/Subsidiaries 本公司/附屬公司持有		attributable to the Group 本集團應佔		
			2012 二零一二年 %	2011 二零一一年 %	2012 二零一二年 %	2011 二零一一年 %	
雲南省亞聯財小額貸款有限公司	People's Republic of China 中華人民共和國	HK\$350,000,000 350,000,000港元	100	100	32	31	Money lending 借貸
新鴻基(上海)投資顧問有限公司	People's Republic of China 中華人民共和國	HK\$22,300,000 22,300,000港元	100	100	55	53	Investment advisory and consultancy 投資諮詢及顧問
新鴻基(天津)股權投資基金管理有限公司	People's Republic of China 中華人民共和國	RMB50,000,000 人民幣 50,000,000元	100	100	55	53	Asset management 資產管理
福州市亞聯財小額貸款有限公司	People's Republic of China 中華人民共和國	RMB100,000,000 人民幣 100,000,000元	100	-	32	-	Money lending 借貸
廣州市新鴻基投資顧問有限公司	People's Republic of China 中華人民共和國	HK\$6,000,000 6,000,000港元	100	100	55	53	Corporate marketing and investment consultancy 市場策劃及投資顧問
瀋陽金融商貿開發區亞聯財小額貸款有限公司	People's Republic of China 中華人民共和國	RMB300,000,000 人民幣 300,000,000元	100	100	32	31	Money lending 借貸
瀋陽亞聯財卓越信息諮詢有限公司	People's Republic of China 中華人民共和國	RMB1,000,000 人民幣 1,000,000元	100	-	32	-	Financial consultancy 財務顧問

\* These shareholdings represent the proportion of nominal value of issued share capital held directly by the Company.

\* 該等持股權即本公司直接持有已發行股本面值之比例。

\*\* These subsidiaries are listed in Hong Kong and further details about them are available in their published accounts.

\*\* 該等附屬公司於香港上市，有關該等附屬公司之其他詳情載於其公佈之賬目內。

The above tables list 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.

上表所列公司乃董事認為對本年度業績有重大影響，或構成本集團淨資產主要部分之本公司附屬公司。董事認為列出其他附屬公司的詳情，會令資料過於冗長。

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## 56. PARTICULARS OF PRINCIPAL ASSOCIATES

## 56. 主要聯營公司資料

Particulars of the Group's principal associates at 31st December, 2012 are set out below:

於二零一二年十二月三十一日之本集團主要聯營公司資料如下：

Associates 聯營公司	Place of incorporation/ operation 註冊成立/ 業務所在地	Proportion of nominal value of issued capital 佔已發行股本面值之比例				Principal activity 主要業務
		held by subsidiaries 附屬公司持有		attributable to the Group 本集團應佔		
		2012 二零一二年 %	2011 二零一一年 %	2012 二零一二年 %	2011 二零一一年 %	
China Xin Yongan Futures Company Limited 中國新永安期貨有限公司	Hong Kong 香港	25	25	14	13	Futures dealing 期貨經紀
Chronicle Gain Limited 確勁有限公司	Hong Kong 香港	45	45	25	24	Property holding 持有物業
Drinkwater Investment Limited 精威置業有限公司	Hong Kong 香港	22	22	12	12	Property holding 持有物業
Eurogold Limited*	Australia 澳洲	36	36	36	36	Investment holding 投資控股
Omicron International Limited	British Virgin Islands 英屬處女群島	44	44	24	24	Investment holding 投資控股
Real Estate Investments (N.T.) Limited	Hong Kong 香港	40	40	22	21	Property development 物業發展
Silver York Development Limited 兆勇發展有限公司	Hong Kong 香港	42	42	23	22	Investment holding 投資控股
Start Hold Limited 時達開有限公司	Hong Kong 香港	33	33	18	18	Investment holding 投資控股
Tanami Gold NL*	Australia 澳洲	24	24	24	24	Gold mining operations and mineral exploration 黃金採礦業務及礦產勘探
Tian An China Investments Company Limited** 天安中國投資有限公司**	Hong Kong 香港	47	47	47	47	Investment holding 投資控股

\* These associates are listed in Australia and further details about them are available in their published accounts.

\* 該等聯營公司在澳洲上市，有關該等公司之進一步詳情載於其公佈之賬目內。

\*\* This associate is listed in Hong Kong and further details are available in its published accounts.

\*\* 該聯營公司在香港上市，有關該公司之進一步詳情載於其公佈之賬目內。

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截至二零一二年十二月三十一日止年度

**56. PARTICULARS OF PRINCIPAL ASSOCIATES (CONT'D)**

The above table lists the associates of the Group 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 associates would, in the opinion of the Directors, result in particulars of excessive length.

**56. 主要聯營公司資料(續)**

上表所列公司乃董事認為對本年度業績有重大影響，或構成本集團淨資產主要部分之本集團聯營公司。董事認為列出其他聯營公司的詳情，會令資料過於冗長。

**57. PARTICULARS OF PRINCIPAL JOINTLY CONTROLLED ENTITIES**

Particulars of the Group's principal jointly controlled entities at 31st December, 2012 are set out below:

**57. 主要共同控制企業資料**

於二零一二年十二月三十一日之本集團主要共同控制企業資料如下：

Jointly controlled entities 共同控制企業	Form of business structure 業務架構形式	Place of incorporation/ operation 註冊成立/ 業務所在地	Proportion of nominal value of issued capital and voting rights 佔已發行股本面值及投票權之比例				Principal activity 主要業務
			held by subsidiaries 附屬公司持有		attributable to the Group 本集團應佔		
			2012 二零一二年 %	2011 二零一一年 %	2012 二零一二年 %	2011 二零一一年 %	
Allied Kajima Limited	Incorporated 註冊成立	Hong Kong 香港	50	50	50	50	Property and investment holding 地產及投資控股
Fast Track Holdings Limited	Incorporated 註冊成立	Hong Kong 香港	49	49	27	26	Investment holding 投資控股
Look's Holding Limited	Incorporated 註冊成立	Cayman Islands 開曼群島	30	30	17	16	Investment holding 投資控股
Shenzhen Oriental Venture Capital Management Co., Ltd 深圳市東方富海創業投資管理有限公司	Incorporated 註冊成立	People's Republic of China 中華人民共和國	49	49	27	26	Venture capital investment management 創業投資管理
Sun Hung Kai Forex Limited* 新鴻基外匯有限公司*	Incorporated 註冊成立	Hong Kong 香港	51	51	28	27	Foreign exchange dealing 外匯買賣
中山市中基投資諮詢有限公司	Incorporated 註冊成立	People's Republic of China 中華人民共和國	34	34	19	18	Corporate investment, providing management and product marketing consultancy services 企業投資、提供管理及產品推廣顧問服務
新鴻基保險經紀(上海)有限公司	Incorporated 註冊成立	People's Republic of China 中華人民共和國	25	-	14	-	Insurance broking and consultancy services 保險經紀及顧問服務

\* Although the proportion of the nominal value of issued capital and shareholders' voting rights of Sun Hung Kai Forex Limited held by the Group are 51% and 81% respectively, the company is classified as a jointly controlled entity because the Group and other shareholder appoint pre-determined number of board representatives to jointly control the company in accordance with the Shareholders' Deed.

\* 雖然本集團持有新鴻基外匯有限公司之已發行股本面值及股東投票權比率分別為51%及81%，由於本集團及另一股東根據股東協議下委派預定數目之董事會代表以共同控制該公司，所以是分類為共同控制企業。

		Financial year ended 31st December, 截至十二月三十一日止財政年度				
		2008 二零零八年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元	2010 二零一零年 HK\$ Million 百萬港元 (Note) (附註)	2011 二零一一年 HK\$ Million 百萬港元 (Note) (附註)	2012 二零一二年 HK\$ Million 百萬港元
<b>Results</b>	<b>業績</b>					
Revenue*	收入*	3,963.6	4,251.2	4,461.0	4,047.9	<b>4,233.0</b>
(Loss) profit from operations	經營(虧損)溢利	(71.2)	2,292.3	2,646.1	2,574.7	<b>2,661.4</b>
Finance costs	融資成本	(203.1)	(86.1)	(72.1)	(77.7)	<b>(131.6)</b>
Share of results of associates	應佔聯營公司業績	295.9	445.1	612.4	288.3	<b>169.4</b>
Share of results of jointly controlled entities	應佔共同控制企業業績	(6.9)	102.5	135.9	190.2	<b>200.0</b>
Profit before taxation	除稅前溢利	14.7	2,753.8	3,322.3	2,975.5	<b>2,899.2</b>
Taxation	稅項	25.2	(320.9)	(312.7)	(297.2)	<b>(296.6)</b>
Profit for the year from continuing operations	來自持續經營業務之年度溢利	39.9	2,432.9	3,009.6	2,678.3	<b>2,602.6</b>
Profit (loss) for the year from discontinued operations	來自已終止經營業務之年度溢利(虧損)	46.1	50.6	1,102.2	(1.5)	<b>-</b>
Profit for the year	本年度溢利	86.0	2,483.5	4,111.8	2,676.8	<b>2,602.6</b>
Attributable to:	應佔方:					
Owners of the Company	本公司股東	(144.4)	1,840.3	3,003.1	1,950.5	<b>1,710.4</b>
Non-controlling interests	非控股權益	230.4	643.2	1,108.7	726.3	<b>892.2</b>
		86.0	2,483.5	4,111.8	2,676.8	<b>2,602.6</b>
Basic earnings (loss) per share	每股基本盈利(虧損)	(2.56)	31.20	45.11	27.15	<b>24.67</b>
		HK cents 港仙	HK cents 港仙	HK cents 港仙	HK cents 港仙	<b>HK cents 港仙</b>

		At 31st December, 於十二月三十一日				
		2008 二零零八年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元	2010 二零一零年 HK\$ Million 百萬港元 (Note) (附註)	2011 二零一一年 HK\$ Million 百萬港元 (Note) (附註)	2012 二零一二年 HK\$ Million 百萬港元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	資產總額	25,620.6	28,213.0	34,094.1	38,235.0	<b>41,960.9</b>
Total liabilities	負債總額	(9,311.4)	(8,857.3)	(9,006.1)	(10,040.9)	<b>(11,721.6)</b>
Total equity	權益總額	16,309.2	19,355.7	25,088.0	28,194.1	<b>30,239.3</b>

\* Included revenue from both continuing and discontinued operations.

\* 包括來自持續及已終止經營業務之收入。

Note: The comparative figure have been restated as a result of the adoption of the amendment to HKAS 12 "Deferred Tax: Recovery of Underlying Assets".

附註：由於採納香港會計準則第12號修訂本「遞延稅項：相關資產收回」，比較數字經已重列。

Particulars of major properties held by the subsidiaries and jointly controlled entities of the Group at 31st December, 2012 are as set out below:

本集團之附屬公司及共同控制企業於二零一二年十二月三十一日所持主要物業資料如下：

Name/location 名稱/地點	Lease expiry 約滿年期	Type 類別	Gross floor area (S.M.) 建築面積 (平方米)	Effective % held by the Group 本集團 實益持有%	Stage of completion 完成階段
<b>Hong Kong</b> 香港					
Park Place 7 Tai Tam Reservoir Road Hong Kong 雅柏苑 香港 大潭水塘道7號	2056+	R	3,475	100.00	Existing 現有物業
Allied Cargo Centre 150-164 Texaco Road Tsuen Wan, New Territories 聯合貨運中心 新界荃灣 德士古道150-164號	2047	G	46,594	100.00	Existing 現有物業
60 Plantation Road The Peak, Hong Kong 香港山頂 種植道60號	2066	R	639	100.00	Existing 現有物業
Orchid Court 38 Tung On Street Mongkok, Kowloon 安蘭閣 九龍旺角 東安街38號	2049	R C	966 201	100.00 100.00	Existing 現有物業 Existing 現有物業
The Redhill Peninsula 18 Pak Pat Shan Road Tai Tam, Hong Kong 紅山半島 香港大潭 白筆山道18號	2056+	R CP	596 79###	100.00 100.00	Existing 現有物業 Existing (Phase IV) 現有物業 (第四期)
China Online Centre 333 Lockhart Road Wanchai, Hong Kong 中國網絡中心 香港灣仔 駱克道333號	2026++	C	15,680	100.00	Existing 現有物業
St. George Apartments No. 81 Waterloo Road Ho Man Tin, Kowloon 聖佐治大廈 九龍何文田 窩打老道81號	2081	R CP	8,764 69###	100.00 100.00	Existing 現有物業 Existing 現有物業

Name/location 名稱/地點	Lease expiry 約滿年期	Type 類別	Gross floor area (S.M.) 建築面積 (平方米)	Effective % held by the Group 本集團 實益持有%	Stage of completion 完成階段
<b>Hong Kong (Cont'd)</b> 香港(續)					
Ibis Hong Kong North Point 138 Java Road North Point, Hong Kong 宜必思香港北角酒店 香港北角 渣華道138號	2083	H	6,825	100.00	Existing 現有物業
Century Court 239 Jaffe Road Wanchai, Hong Kong 世紀閣 香港灣仔 謝斐道239號	2027++	R C	2,592 1,311	100.00 100.00	Existing 現有物業 Existing 現有物業
No. 9 Queen's Road Central Hong Kong 香港皇后大道中9號	2854	C	1,277	100.00	Existing 現有物業
Allied Kajima Building 138 Gloucester Road Wanchai, Hong Kong 聯合鹿島大廈 香港灣仔 告士打道138號	2047	C	20,442	50.00*	Existing 現有物業
Novotel Century Hong Kong 238 Jaffe Road Wanchai, Hong Kong 世紀香港酒店 香港灣仔 謝斐道238號	2047	H	27,364	50.00*	Existing 現有物業
Tregunter Tower 3 14 Tregunter Path Hong Kong 地利根德閣第3座 香港 地利根德徑14號	2051	R	745	100.00	Existing 現有物業
Admiralty Centre 18 Harcourt Road Hong Kong 海富中心 香港夏慤道18號	2053+	C	3,042#	55.05	Existing 現有物業
J Residence 60 Johnston Road Hong Kong 嘉薈軒 香港 莊士敦道60號	2054	R	50	100.00	Existing 現有物業

Name/location 名稱/地點	Lease expiry 約滿年期	Type 類別	Gross floor area (S.M.) 建築面積 (平方米)	Effective % held by the Group 本集團 實益持有%	Stage of completion 完成階段
<b>Outside Hong Kong</b> 香港以外					
FM 2100 Road and Diamond Head Boulevard Harris County Texas U.S.A. 美國德州	Freehold 永久業權	R	13,888,933##	100.00	Existing 現有物業
Sofitel Philippine Plaza Manila Cultural Centre of the Philippines Complex Roxas Boulevard Pasay City Manila, Philippines 菲律賓馬尼拉	2014+++	H	73,866	50.00*	Existing 現有物業
Shop E on G/F Macau Chamber of Commerce Building No. 165 Rua De Xangai Macau 澳門上海街165號 澳門中華總商會大廈 地下舖位E室	2013	C	195#	55.05	Existing 現有物業
Tian An Centre No. 338 Nanjing Road West Huangpu District Shanghai People's Republic of China 天安中心 中華人民共和國上海 黃浦區 南京西路338號	2044	C	1,873	55.05	Existing 現有物業
Tian An Cyber Park Futian District Shenzhen People's Republic of China 天安數碼城 中華人民共和國 深圳 福田區	2052	I	3,812	32.03	Existing 現有物業

Name/location 名稱/地點	Lease expiry 約滿年期	Type 類別	Gross floor area (S.M.) 建築面積 (平方米)	Effective % held by the Group 本集團 實益持有%	Stage of completion 完成階段
<b>Outside Hong Kong (Cont'd)</b> 香港以外(續)					
Optics Valley International Plaza East Lake High-Tech Development Zone, Wuhan People's Republic of China 光谷國際廣場 中華人民共和國 武漢東湖 高新技術開發區	2043	C	1,535	32.03	Existing 現有物業

## Notes:

Types of properties: R-Residential, C-Commercial, G-Godown,  
H-Hotel, I-Industrial, CP-Car Parking Spaces

- \* Indicates properties held through a jointly controlled entity
- + With option to renew for a further term of 75 years
- ++ With option to renew for a further term of 99 years
- +++ With option to renew for a further term of 25 years
- # Saleable area
- ## Site area
- ### Number of car parking spaces

## 附註:

物業類別: R-住宅, C-商業, G-貨倉,  
H-酒店, I-工業, CP-車位

- \* 透過一間共同控制企業持有之物業
- + 可續期七十五年
- ++ 可續期九十九年
- +++ 可續期二十五年
- # 銷售面積
- ## 地盤面積
- ### 車位數目



**ALLIED PROPERTIES (H.K.) LIMITED**

聯合地產(香港)有限公司