

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 1. GENERAL INFORMATION AND GROUP REORGANISATION

The Company was incorporated in the Cayman Islands on 13 April 2006 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The companies comprising the Group underwent a reorganisation (the "Reorganisation") to rationalise the Group's structure in preparation for the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). On 30 June 2006, the Company became the holding company of the subsidiaries now comprising the Group. Details of the Reorganisation are set out in the Prospectus of the Company dated 26 September 2006.

The Company's shares were listed on the Stock Exchange on 10 October 2006.

#### 2. BASIS OF PREPARATION

The Group is regarded as a continuing entity resulting from the Reorganisation of entities under common control. The consolidated financial statements have been prepared on the basis that the Company was the holding company of the Group for both years presented, rather than from the date of the Reorganisation. Accordingly, the consolidated results of the Group for the years ended 31 December 2005 and 2006 include the results of the Company and its subsidiaries from 1 January 2005, or their respective dates of incorporation or at the date that common control was established, if later, as if the current group structure had been in existence throughout the two years presented. The consolidated balance sheets at 31 December 2005 and 2006 are a consolidation of the balance sheets of the Company and its subsidiaries at the respective balance sheet dates. All material intra-group transactions and balances have been eliminated on consolidation. In the opinion of the directors, the consolidated financial statements prepared on this basis present fairly the results of operations and the state of affairs of the Group as a whole. As the Company was incorporated on 13 April 2006, no comparative figures are presented in respect of the Company's balance sheet.

#### 1. 一般資料及集團重組

本公司於二零零六年四月十三日根據開曼群島公司法第22章(一九六一年經合併及修訂的第3條法例)在開曼群島註冊成立為受豁免有限公司。為籌備本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市,包括在本集團內的公司進行了一項重組(「重組」),以使本集團的架構合理化。於二零零六年六月三十日,本公司成為本集團現時屬下各子公司的控股公司。有關重組的詳情載於本公司於二零零六年九月二十六日刊發的售股章程。

本公司股份於二零零六年十月十日在聯交所上市。

#### 2. 編製基準

本集團被視作由若干被共同控制的實體經重組而形成的持續經營實體。本綜合財務報表乃基於本公司在所呈報的兩個年度(而非自重組之日起計)均為本集團的控股公司的基準編製而成。因此,本集團截至二零零五年及二零零六年十二月三十一日止年度的綜合業績包括本公司及其子公司自二零零五年一月一日或彼等各自的註冊成立日期或本公司建立共同控制日期(以較後者為準)起計的業績,猶如現行集團架構於所呈列的兩個年度期間就一直存在。於二零零五年及二零零六年十二月三十一日的綜合資產負債表乃將本公司及其子公司於其各自結算日的資產負債表合併而成。所有重大集團內部交易及結餘均已於合併賬目時予以抵銷。董事認為,按上述基準編製而成的綜合財務報表能公允反映本集團整體的經營業績及財務狀況。由於本公司於二零零六年四月十三日註冊成立,故概無就本公司的資產負債表呈列比較數字。

## 2. BASIS OF PREPARATION (Continued)

### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”).

### (b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except that investment properties and investments are measured at fair value.

The methods used to measure fair values are discussed further in note 4.

### (c) Functional and presentation currency

These consolidated financial statements are presented in Renminbi (“RMB”), which is the Group’s functional currency. All financial information presented in Renminbi has been rounded to the nearest thousand.

### (d) Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

## 2. 編製基準（續）

### (a) 合規聲明

本綜合財務報表乃根據國際財務報告準則（「國際財務報告準則」）編製而成。

### (b) 計量基準

除投資物業及有關投資是按公允價值計量外，本綜合財務報表乃根據歷史成本基準編製而成。

計量公允價值所用方法進一步於附註4進行討論。

### (c) 功能及呈列貨幣

該等綜合財務報表以人民幣（「人民幣」）呈列，人民幣乃本集團的功能貨幣。所有以人民幣呈列的財務資料均約整至最接近的千元。

### (d) 所用估計及判斷

編製財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響會計政策的採用及所呈報的資產、負債及收支金額。實際結果可能與該等估計有所不同。

該等估計和相關假設會持續予以審閱。會計估計的修訂會在對估計作出修訂的期間和任何受影響的未來期間確認。

**2. BASIS OF PREPARATION (Continued)****(d) Use of estimates and judgements (Continued)**

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are described in the following notes:

- Note 6 — acquisition of subsidiaries
- Note 21 — valuation of investment properties
- Note 32 — deferred taxation
- Note 38 — measurement of share-based payments
- Notes 34 and 39 — provisions and contingencies
- Note 40 — valuation of financial instruments
- Note 41 — lease classification

**3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements, and have been applied consistently by Group entities. Certain comparative amounts have been reclassified to conform with the current year's presentation.

**(a) Basis of consolidation***(i) Subsidiaries*

Subsidiaries are entities controlled by the Group. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

In the Company's balance sheet, an investment in a subsidiary is stated at cost less any impairment losses (see note 3(n)).

**2. 編製基準 (續)****(d) 所用估計及判斷 (續)**

尤其是，有關在應用會對已於財務報表內確認的金額有最重大影響的會計政策時所對重大領域所作出存有不確定性估計及關鍵判斷的資料於如下附註進行概述：

- 附註6—收購子公司
- 附註21—投資物業估值
- 附註32—遞延稅項
- 附註38—股份支付計量
- 附註34及39—撥備及或有負債
- 附註40—金融工具估值
- 附註41—租賃分類

**3. 主要會計政策**

下文所載的會計政策已於該等綜合財務報表內呈列的所有年度內獲貫徹應用，所有集團實體亦已貫徹應用該等會計政策。若干比較數字已獲重新分類，以符合現行年度的呈列基準。

**(a) 合併基準***(i) 子公司*

子公司指受本集團控制的公司。本公司如有權直接或間接控制公司的財務和經營政策而從其業務獲得利益，即擁有該公司的控制權。在評估控制權時，現時可行使或可轉換的潛在投票權將計算在內。子公司的財務報表由控制權開始當日起計入綜合財務報表，直到控制權結束為止。

於本公司的資產負債表內，於子公司的投資乃按成本減任何減值虧損列賬（見附註3(n)）。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(a) Basis of consolidation (Continued)**

- (ii) *Acquisitions from entities under common control*  
Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Group are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established. The assets and liabilities acquired are recognised at the carrying amounts recognised previously in the Group's controlling shareholder's consolidated financial statements. The components of equity of the acquired entities are added to the same components within Group equity except that any share capital of the acquired entities is recognised as part of merger reserves. Any cash paid for the acquisition is recognised directly in equity.
- (iii) *Associates*  
Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. The consolidated financial statements include the Group's share of the total recognised gains and losses of associates on an equity accounted basis, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds its interest in an associate, the Group's carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of an associate.

**3. 主要會計政策（續）****(a) 合併基準（續）**

- (ii) 從受共同控制的實體進行收購  
因轉讓受控制本集團的股東控制的實體的權益而產生的業務合併將予以入賬，猶如該項收購於所呈列最早可資比較期間或（如時間較後，則於本公司建立共同控制日期）起就已發生。獲收購的資產及負債按以往於本集團控股股東的綜合財務報表內確認的賬面值進行確認。獲收購實體的各項權益計入集團實體內的相應部份，惟獲收購實體的任何股本則作為合併儲備的一部份予以確認。任何就收購事項支付的現金直接於權益內確認。
- (iii) 聯營公司  
聯營公司指本集團對其財務和經營政策有重大影響力但並無控制權的公司。本集團應佔聯營公司的已確認盈虧總額由可開始發揮重大影響力當日起以權益會計法計入綜合財務報表，至重大影響結束當日止。倘本集團應佔聯營公司的虧損超逾權益，則本集團的賬面值將減至零，且不會確認進一步虧損，惟本集團已產生的法律或推定責任或代聯營公司支付的款項則除外。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(a) Basis of consolidation (Continued)***(iv) Goodwill*

Goodwill represents amounts arising on acquisition of subsidiaries, associates and joint ventures. In respect of business acquisitions, goodwill represents the difference between the cost of the acquisition and the fair value of the net identifiable assets acquired.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortised but is tested annually for impairment (see note 3(n)). In respect of associates, the carrying amount of goodwill is included in the carrying amount of the investment in the associate.

Any excess of the Group's interests in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination or an investment in an associate or a joint venture is recognised immediately in profit or loss. On disposal of a cash-generating unit, an associate or a joint venture during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

*(v) Transactions eliminated on consolidation*

Intra-group balances, and any unrealised income and expense arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with associates are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

**3. 主要會計政策 (續)****(a) 綜合基準 (續)***(iv) 商譽*

商譽由收購子公司、聯營公司及合營公司所產生。就收購業務而言，商譽指收購成本與所收購可識別資產淨額的公允價值的差異。

商譽按成本減累計減值虧損列帳。商譽被分配至現金產生單位，不作攤銷，並於每年評估有否減值（見附註3(n)）。就聯營公司而言，商譽的帳面值計入於聯營公司投資的帳面值。

本集團所佔被收購者可識別資產、負債及或有負債公允價值的權益超出業務合併的成本或於聯營公司或合營公司的投資額的部份，即時在利潤表中確認。倘於年內出售現金產生單位、聯營公司或合營公司，則計算出售損益時，應將收購產生的商譽的金額亦計算在內。

*(v) 於合併時獲抵銷的交易*

集團內部結餘以及因集團內部交易而產生的任何未變現收入及開支均於編製綜合財務報表時抵銷。因與聯營公司的交易而產生的未變現收益則與有關投資相互抵銷，惟獲抵銷的數額須以本集團於接受投資的公司內所用的權益為限。未變現虧損的抵銷方法與未變現收益相同，惟僅限於在沒有出現減值跡象的情況下進行。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(b) Foreign currency***(i) Foreign currency transactions*

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at the exchange rates at the dates of the transactions. Monetary assets and liabilities dominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between the amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the period. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in profit or loss.

*(ii) Financial statements of foreign operations*

The assets and liabilities of foreign operations outside the People's Republic of China ("PRC"), including goodwill and fair value adjustments arising on consolidation, are translated to RMB at the foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated to RMB at rates approximating to the foreign exchange rates ruling at the dates of the transactions. Foreign exchange differences arising on retranslation are dealt with directly as a separate component of equity.

**3. 主要會計政策 (續)****(b) 外幣***(i) 外幣交易*

外幣交易按交易日的匯率換算為各集團實體的功能貨幣。於報告日期以外幣結算的貨幣資產與負債按當日的匯率重新換算為功能貨幣。因貨幣項目所產生的外幣損益為於該期間開始時功能貨幣內已攤銷的成本、於該期間內就實際利率及付款作出的調整與有關期間結束時已按匯率換算的外幣內已攤銷的成本間的差額。以外幣結算及以公允價值計量的非貨幣資產與負債於釐定公允價值當日按匯率重新換算為功能貨幣。因重新換算所產生的外幣差額計入利潤表。

*(ii) 境外業務的財務報表*

中華人民共和國（「中國」）以外境外業務的資產與負債（包括因合併所產生的商譽及公允價值調整）均於結算日按當時的外匯匯率換算為人民幣。境外業務的收入及開支按與於交易日當時的匯率相近的匯率換算為人民幣。因重新換算所產生的外匯差額乃直接作為一個單獨部份予以計入權益。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(c) Financial instruments***(i) Non-derivative financial instruments*

Non-derivative financial instruments comprise investments in equity, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Non-derivative financial instruments are recognised initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs. Subsequent to initial recognition non-derivative financial instruments are measured at amortised cost using the effective interest method, less any impairment loss.

A financial instrument is recognised if the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised if the Group's contractual rights to the cash flows from the financial assets expire or if the Group transfers the financial asset to another party without retaining control or substantially all risks and rewards of the asset. Regular way purchases and sales of financial assets are accounted for at trade date, i.e., the date that the Group commits itself to purchase or sell the asset. Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged or cancelled.

Cash and cash equivalents comprise cash balances and call 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 statement of cash flows.

Accounting for finance income and expense is discussed in note 3(v).

*(ii) Share capital*

Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

**3. 主要會計政策 (續)****(c) 金融工具***(i) 非衍生金融工具*

非衍生金融工具包括權益投資、應收帳款及其他應收款項、現金及現金等價物、貸款及借款以及應付賬款及其他應付款項。

非衍生金融工具最初按公允價值確認，另加並非按公允價值計量於利潤表處理的工具有關的任何直接應佔交易成本。於最初確認後，非衍生金融工具乃使用實際利率法按已攤銷的成本減任何減值虧損計量。

倘本集團成為有關工具合約條文的訂約方，則須確認一項金融工具。倘本集團來自金融資產現金流量的合約權利屆滿或倘本集團在沒有保留對資產的控制權或絕大部份風險及回報的情況下將金融資產轉讓給另一合約方，則須終止確認金融資產。通過常規方法買賣金融資產須於交易當日（即本集團承諾進行購買或出售資產的日期）入賬。倘本集團於合約內所列明的責任屆滿或須予履行或被取銷，則須終止確認金融負債。

現金及現金等價物包括現金結餘及活期存款。就編撰現金流量表而言，現金及現金等價物亦包括須於要求時償還及屬於本集團現金管理部份的銀行透支。

融資收入及成本的入賬於附註3(v)內討論。

*(ii) 股本*

直接應佔發行普通股及購股權的增加成本乃作為權益的一項扣除額予以確認。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(d) Property, plant and equipment***(i) Recognition and measurement*

Items of property, plant and equipment are measured at cost less accumulated depreciation (see (iv) below) and impairment losses (see note 3(n)).

Cost includes expenditures that are directly attributable to the acquisition of assets. The cost of self-constructed assets includes the cost of materials and direct labour, and any other costs directly attributable to bringing the asset to a working condition for its intended use.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

*(ii) Reclassification to investment property*

When the use of a property changes from owner-occupied to investment property, the property is remeasured to fair value and reclassified as investment property. Any gain or loss on remeasurement is recognised directly in equity. Any loss is recognised immediately in profit or loss.

*(iii) Subsequent costs*

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

**3. 主要會計政策（續）****(d) 物業、廠房及設備***(i) 確認及計量*

物業、廠房及設備按成本減累計折舊（見下文(iv)）及減值虧損（見附註3(n)）入帳。

成本包括直接因收購該項目而動用的支出。自建資產的成本包括原材料及直接勞工成本以及使資產達至作既定用途的營運狀態的任何其他成本。

倘物業、廠房及設備的項目其中部份有不同可使用年期，則該等部份列作物業、廠房及設備的個別項目。

*(ii) 重新分類至投資物業*

當一項物業的用途從業主自用轉變為投資物業時，則須按公允價值重新計量該項物業，並作為投資物業重新分類。重新計量時所產生的任何損益直接於權益內確認。任何虧損直接於利潤表確認。

*(iii) 其後成本*

如果物業、廠房及設備任何一項的替換部份所具有的未來經濟利益將可能流入本集團且其成本可以可靠地計量時，則該等成本應予發生時計入物業、廠房及設備的帳面價值。物業、廠房及設備日常服務的成本於產生期間在利潤表確認。



**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(d) Property, plant and equipment (Continued)***(iv) Depreciation*

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives. The estimated useful lives are as follows:

Buildings situated on leasehold land	20 years
Motor vehicles	5 years
Fixtures, fittings and equipment	3 – 5 years
Leasehold improvements	Shorter of leasehold period and 5 years

Depreciation methods, useful lives and residual values are reassessed at the reporting date.

**(e) Land use rights**

Land use rights represent lease prepayments for acquiring rights to use land in PRC with periods ranging from 40 to 70 years. Land use rights granted with consideration are recognised initially at acquisition cost. Land use rights are classified and accounted for in accordance with the intended use of the properties erected on the related land.

For properties that are held for own use and investment properties under development, the corresponding lease prepayments are separately stated as land use rights in the balance sheet. Land use rights for properties held for own use are stated at cost, less accumulated amortisation and any impairment losses (see note 3(n)). Amortisation is charged to profit or loss on a straight-line basis over the period of the land use rights. Land use rights for investment properties under development are stated at cost less any impairment losses (see note 3(n)).

For investment properties, the corresponding land use rights are classified and accounted for as part of the investment properties, which are carried at fair value as described in note 3(f).

**3. 主要會計政策 (續)****(d) 物業、廠房及設備 (續)***(iv) 折舊*

折舊乃按物業、廠房及設備任何一項各部份的估計可使用年期以直線法在利潤表確認。租賃資產則按租賃期及其可使用年期的較短者折舊。估計可使用年期如下：

建於租賃土地上的樓宇	20年
汽車	5年
裝置、傢俱及設備	3至5年
租賃物業裝修	租賃期或5年 (以較短者為準)

折舊法、可使用年期及剩餘價值會於報告日期重新評估。

**(e) 土地使用權**

土地使用權指收購中國40至70年的土地使用權租賃預付款項。支付款項後獲得的土地使用權首先按收購成本確認。土地使用權根據有關土地上所建物業的擬定用途分類及入帳。

就持作自用物業及發展中投資物業而言，有關租賃預付款項在資產負債表中單獨列作土地使用權。持作自用物業的土地使用權按成本減累計攤銷及任何減值虧損（見附註3(n)）入帳。攤銷按土地使用權年期以直線法在利潤表扣除。發展中投資物業的土地使用權按成本減任何減值虧損（見附註3(n)）入帳。

就投資物業而言，有關土地使用權分類及列為投資物業的一部份，並按附註3(f)所述方法以公允價值列帳。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(e) Land use rights (Continued)**

For properties that are developed for sale, the corresponding land use rights are classified and accounted for as part of the properties. The amortisation charge relating to the land use rights is included as part of the cost of the properties.

**(f) Investment properties**

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are measured at fair value with any change therein recognised in profit or loss.

The fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

Rental income from investment properties is accounted for as described in note 3(s).

When the use of an investment property changes such that it is reclassified as property, plant and equipment, its fair value at the date of reclassification becomes its cost for subsequent accounting. When the Group begins to redevelop an existing investment property for continued future use as investment property, the property remains an investment property measured based on the fair value model, and is not reclassified as property, plant and equipment during the redevelopment.

**3. 主要會計政策 (續)****(e) 土地使用權 (續)**

就待售物業而言，土地使用權分類及列為物業的一部份。與土地使用權有關的攤銷開支計入物業成本。

**(f) 投資物業**

投資物業為持有目的在於獲取長期租金收入或資本增值的物業。投資物業按公允價值計量，由此產生的任何變動於利潤表確認。

公允價值根據市值釐定，而市值乃指物業於估值當日經過適當推銷，由自願買方及自願賣方公平磋商，在知情及自願的情況下審慎交易而可取得的估計金額。

投資物業的租金收入按附註3(s)所述方法入帳。

當一項投資物業的用途轉變導致須按物業、廠房及設備進行重新分類時，則其於重新分類當日的公允價值成為其後會計處理的成本。倘本集團開始重新發展現有投資物業供日後持續用作投資物業，則該物業繼續按公允價值模式計量為投資物業，而不會在重新發展期間分類為物業、廠房及設備。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(g) Investment property under development**

Property that is being constructed or developed for future use as investment property is classified as investment property under development and stated at cost until construction or development is complete, at which time it is reclassified together with the relevant land use right cost (see note 3(e)) and subsequently accounted for as investment property. At the date of transfer, any gain or loss arising on remeasurement is recognised in profit or loss.

All costs directly associated with the construction of an investment property, and all subsequent capital expenditures for the development qualifying as development costs are capitalised.

**(h) Properties under development**

Properties under development comprise property developed for own use or for sale. The development cost of property comprises costs of land use rights for properties under development for sale (see note 3(e)), construction costs, borrowing costs (see note 3(t)) and professional fees incurred during the development period. Properties under development are carried at cost, less any impairment loss (see note 3(n)).

Properties under development which are intended to be held for sale and expected to be completed within twelve months from the balance sheet date are shown as current assets.

Properties under development which are intended to be held for own use, or for sale and expected to be completed beyond twelve months from the balance sheet date are shown as non-current assets.

**3. 主要會計政策 (續)****(g) 發展中投資物業**

現正在建或發展供日後用作投資物業的物業分類為發展中投資物業，並按成本列帳，直至建築開發完成為止，屆時將重新分類並連同有關土地使用權成本（見附註3(e)）於其後入帳列為投資物業。於轉撥當日，因重新計量所產生的任何損益在利潤表確認。

直接與在建投資物業有關的所有成本及合資格列為發展成本的後續開發成本予以資本化。

**(h) 發展中物業**

發展中物業包括發展作自用及出售的物業。物業的發展成本包括待售物業的土地使用權成本（見附註3(e)）、建築成本、借貸成本（見附註3(t)）及發展期間產生的專業費用等。發展中物業按成本減任何減值虧損（見附註3(n)）入帳。

擬作銷售用途及預期於結算日起十二個月內完成的發展中物業列作流動資產。

擬作自用或銷售及預期於結算日起十二個月後完成的發展中物業列作非流動資產。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(i) Completed properties held for sale**

Completed properties remaining unsold at the end of each period are stated at the lower of cost and net realisable value.

Cost of completed properties held for sale comprises development costs attributable to the unsold properties.

Net realisable value is determined by reference to the sale proceeds of properties sold in the ordinary course of business, less applicable variable selling expenses, or by management estimates based on prevailing marketing conditions.

**(k) Investments at fair value through profit or loss**

Investments represent equity securities held for trading. An instrument is classified as at fair value through profit or loss if it is held for trading or is designated as such upon initial recognition. Financial instruments are designated at fair value through profit or loss if the Group manages such investments and makes purchase and sale decisions based on their fair value. Upon initial recognition, attributable transaction costs are recognised in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognised in profit or loss.

**(l) Trade and other receivables**

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost less impairment losses for bad and doubtful debts (see accounting policy 3(n)), except where the receivables are interest-free advances and repayable on demand or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less impairment losses for bad and doubtful debts (see accounting policy 3(n)).

**3. 主要會計政策 (續)****(i) 已建成待售物業**

已建成待售物業於各期末按成本或可變現淨值兩者的較低者入帳。

已建成待售物業的成本包括待售物業應佔的發展成本。

可變現淨值乃參考在日常業務中出售物業的銷售所得款項減適用的必要的銷售開支後釐定，或由管理層按當時市況估計。

**(k) 按公允價值計量於損益處理的投資**

投資指持作買賣的股本證券。倘一項工具持作買賣或被指定於最初確認後作此用途，則須以按公允價值計量於利潤表處理的方式分類該項工具。倘本集團成功管理該等工具並根據彼等的公允價值作出購買及出售決定，則該等金融工具須被指定以按公允價值計量於利潤表處理的方式進行處置。於最初確認後，應佔交易成本於產生時在利潤表確認。按公允價值計量於利潤表處理的金融工具乃按公允價值計量，而由此產生的變動則於利潤表確認。

**(l) 應收帳款及其他應收款項**

應收帳款及其他應收款項最初按公允價值確認，其後按攤銷成本減呆壞帳減值虧損（見會計政策3(n)）列帳，惟應收款項為免息貸款且須按要求償還或貼現並無重大影響者則除外。在該等情況下，應收款項按成本減呆壞帳減值虧損列帳（見會計政策3(n)）。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(m) Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

**(n) Impairment****(i) Financial assets**

A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment losses are recognised in profit or loss. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised.

**3. 主要會計政策 (續)****(m) 存貨**

存貨按成本或可變現淨值的較低者入帳。成本按加權平均成本法計算，包括所有採購成本、加工成本及使存貨達到目前地點及現狀而產生的成本。

可變現淨值按日常業務的估計售價減預計完工成本及銷售所需的預計成本計算。

出售存貨時，該等存貨的帳面值會於有關收入確認期間確認為費用。任何將存貨撇減至可變現淨值的數額及存貨所有虧損，均在撇減或虧損出現的期間確認為費用。撇減存貨的任何撥回金額於撥回期間確認為已確認為費用的存貨減值。

**(n) 資產減值****(i) 金融資產**

倘有客觀證據顯示一宗或多宗事件已對金融資產的估計未來現金流量產生消極影響，則該項資產被認為將予以減值。

有關按已攤銷成本計量金融資產的減值虧損乃按金融資產的賬面值與按最初實際利率折讓的估計未來現金流量的現值間的差額計算。

個別重大金融資產須按個別基準進行減值測試。其餘金融資產共同按具有相同信貸風險特徵的類別進行評估。

所有減值虧損均於利潤表確認。倘有關撥回與確認減值虧損後發生的事件有客觀聯繫，則須撥回減值虧損。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(n) Impairment (Continued)***(ii) Non-financial assets*

The carrying amounts of the Company's non-financial assets, other than investment properties, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. For goodwill, recoverable amount is estimated at each reporting date.

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups.

Impairment losses are recognized in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

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

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

**3. 主要會計政策 (續)****(n) 資產減值 (續)***(ii) 非金融資產*

本公司非金融資產（不包括投資物業、存貨及遞延稅項資產）的賬面值於各報告日期進行審閱，以確定是否存在任何減值跡象。倘存在任何減值跡象，則須估計該項資產的可收回金額。就商譽而言，可收回金額於各報告日期進行估計。

倘一項資產或其產生現金流單位的帳面價值超過其可收回金額，則須確認減值虧損。產生現金單位乃可產生現金流量的最小的可識別資產類別，大部份現金流量均與其他資產及類別獨立開來。

減值虧損於利潤表確認。就有關產生現金單位已確認的減值虧損乃首先獲分配，以用來減少獲分配至該等單位的任何商譽的賬面值，然後用來減少該單位（該等單位的其中一個類別）內其他資產的賬面值。

任何資產或產生現金單位的可收回金額為其使用價值與其公允價值減銷售成本後的較高者。評估使用價值時，估計未來現金流量乃根據除稅前貼現率貼現至現值，而該貼現率須反映市場現行對款項的時間價值及資產獨有風險的評估。

一項有關商譽的減值虧損不作撥回。就其他資產而言，於各呈報日期會對前期已確認的減值虧損（就任何顯示損已減少或不再存在的跡象）進行評估。當用於釐定可收回金額的估計發生變動時撥回減值虧損。倘並無確認減值虧損，則僅在資產帳面值在扣除折舊或攤銷後並無超逾原本釐定的帳面值的情況下撥回減值虧損。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(o) Trade and other payables**

Trade and other payables are initially recognised at fair value and thereafter stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

**(p) Interest-bearing borrowings**

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.

**(q) Employee benefits****(i) Defined contribution retirement plans**

Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement as incurred, except to the extent that they are included in the cost of properties under development or completed properties held for sale not yet recognised as cost of sales.

**(ii) Share-based payments**

The grant date fair value of share options granted to employees is recognised as an employee expense, with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

**3. 主要會計政策 (續)****(o) 應付帳款及其他應付款項**

應付帳款及其他應付款項首先按公允價值確認，其後按已攤銷成本列帳，惟倘貼現並無重大影響，則按成本列帳。

**(p) 計息貸款**

計息貸款首先按公允價值減應佔交易成本確認入帳。首次確認後，計息貸款按已攤銷成本列帳，成本與贖回價值的任何差額在利潤表中以實際權益法按借貸年期確認入帳。

**(q) 僱員福利****(i) 界定供款退休計劃**

界定供款退休計劃的供款責任於產生時在利潤表中確認為費用，惟不包括計入尚未確認為銷售成本的發展中物業或已建成待售物業成本。

**(ii) 股份支付**

授予僱員的購股權按於授予當日的公允價值確認為僱員開支，而權益內的股本儲備則相應增加。公允價值於授予當日以二項模式計算，並考慮購股權授予的條款及條件。如果在僱員於無條件地有權獲授購股權前符合等待條件，則購股權的估計公允價值總值在等待期攤分，並需考慮購股權在等待期滿後行使的可能性。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(q) Employee benefits (Continued)***(ii) Share-based payments (Continued)*

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the income statement for the year of the review, unless the original employee expenses qualify for recognition as an asset, in which case the adjustment is made to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits). Share-based payment transactions in which the Company grants share options to subsidiaries' employees are accounted for as an increase in value of investment in subsidiary in the Company's balance sheet which is eliminated on consolidation.

**3. 主要會計政策 (續)****(q) 僱員福利 (續)***(ii) 股份支付 (續)*

於等待期，需審閱預期行使的購股權數量。任何對過往年度已確認累計公允價值所作的調整於審閱年度的利潤表入帳，除非原有僱員開支合資格確認為資產，則對資本儲備作出調整。於行使購股權日期，已確認為開支的金額會作調整，以反映所行使的購股權數量（同時亦相應調整資本儲備），惟僅於未能達到有關本公司股份市價的行使條件時方會沒收其購股權。股權金額於資本儲備確認，直至購股權獲行使（即轉撥至股份溢價帳時）或購股權到期（即直接撥至保留溢利時）為止。有關本公司向子公司僱員授予購股權的股份支付在本公司資產負債表列作子公司投資價值增加，且於合併帳目時予以抵銷。



**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(r) Financial guarantees issued, provisions and contingent liabilities****(i) Financial guarantees issued**

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 3(r)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

**3. 主要會計政策 (續)****(r) 所發出的財務擔保、撥備及或有負債****(i) 所發出的財務擔保**

財務擔保乃要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債項工具的條款於到期時付款而蒙受的損失,而向持有人支付特定款項的合約。

倘本集團發出財務擔保,該擔保的公允價值(即交易價格,除非該公允價值能確實地估計)最初確認為應付賬款及其他應付款內的遞延收入。倘在發行該擔保時收取或可收取代價,該代價則根據適用於該類資產的本集團政策(倘有關代價尚未收取或應予收取)而予確認。倘並無已收取或可收取的該類代價,於最初確認任何遞延收入時,即時開支於利潤表內確認。

最初確認為遞延收入的擔保款額按擔保年期於利潤表內攤銷為所發出的財務擔保收入。此外,倘(i)擔保持有人有可能召回的本集團所發出擔保;及(ii)向本集團的索賠款額預期超過現時列於該擔保的應付賬款及其他應付款(即最初確認的金額減累計攤銷),以上情況下將根據附註3(r)(ii)確認撥備。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(r) Financial guarantees issued, provisions and contingent liabilities (Continued)***(ii) Other provisions and contingent liabilities*

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

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

**(s) Revenue**

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in the income statement as follows:

*(i) Sales of properties*

Revenue from sales of properties is recognized when a Group entity has delivered the relevant properties to the customers and collectibility of the related receivables is reasonably assured. Deposits and instalments received on properties sold prior to the date of revenue recognition are recorded as advances from customers and presented as trade and other payables under current liabilities.

**3. 主要會計政策 (續)****(r) 所發出的財務擔保、撥備及或有負債 (續)***(ii) 其他撥備及或有負債*

當本集團因過往事件而須負上法律或推定責任，且可能須就履行該等責任而導致經濟利益流出，並能夠就此作出可靠估計，本集團會就該些未能確定發生時間或金額不定的負債作出撥備。當數額涉及重大的時間價值時，則按預期用以履行責任的開支的現值作出撥備。撥備將按反映市場現行對款項的時間價值及負債獨有風險的評估的稅前率折算預期未來現金流計算。

倘不一定需要流出經濟效益履行責任或未能可靠估計款額，則該等責任將披露作或有負債，除非出現經濟效益流出的可能性極微。可能出現的責任（僅由發生或不發生一項或多項未來事件而確定）亦披露為或有負債，除非出現經濟利益流出的可能性極微。

**(s) 收益**

倘經濟利益可能流向本集團而能夠可靠計算收益及成本（如適用），則在利潤表確認如下：

*(i) 物業銷售*

當集團公司將有關物業交付客戶及合理確定能收取有關應收款項時確認物業銷售收益。在確認收益當日前出售物業所收取的訂金及分期款項列作預收客戶款項，並在流動負債列為應付帳款及其他應付款項。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(s) Revenue (Continued)****(ii) Rental income from operating leases**

Rental income is recognised in the income statement on a straight-line basis over the term of the lease. Lease incentives granted are recognised in the income statement as an integral part of the aggregate net lease payment receivable. Contingent rents are recorded as income in the periods in which they are earned.

**(iii) Sales of goods and services rendered**

Revenue from the sale of goods is recognised in the income statement when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognised if there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods, or where there is continuing management involvement with the goods.

Revenue from property management services rendered is recognised in the income statement when the services are rendered.

Revenue from landscape projects is recognised in the income statement in proportion to the stage of completion of the projects at the balance sheet date. The stage of completion is assessed by reference to work performed. An expected loss on a contract is recognised immediately in the income statement.

**(iv) Education income**

Revenue from provision of education services is recognised in the income statement on a time-proportion basis using the straight-line method. Tuition fees received prior to the date of revenue recognition are included in non-trade payables and presented under current liabilities.

**(v) Government grants**

Unconditional government grants are recognised in the income statement as other operating income on a cash receipt basis.

**3. 主要會計政策 (續)****(s) 收益 (續)****(ii) 經營租賃的租金收入**

租金收入按租賃年期以直線法在利潤表確認。已給予的租賃優惠於利潤表中確認為應收總租賃款項淨額的一部份。或有租金於賺取的會計期間確認為收入。

**(iii) 銷售貨品及提供服務**

銷售貨品收益於所有權重大風險及回報轉讓至買方時在利潤表確認。倘若到期收回的款項、附加成本或可能退貨存在重大不明確因素，或持續擁有貨品管理權時，則不會確認收益。

提供物業管理服務的收益於提供服務時在利潤表確認。

園藝項目的收益於結算日按項目完成階段的比例在利潤表確認。完成階段參考所進行的工作而評估。有關合同預期虧損即時在利潤表確認。

**(iv) 教育收入**

提供教育服務的收益按時間比例以直線法在利潤表確認。在確認收益日期前收取的學費計入其他應付款項，並列為流動負債。

**(v) 政府補助**

無條件政府補助按收取現金基準在收益表確認為其他經營收入。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(t) Borrowing costs**

Borrowing costs are capitalised if they are directly attributable to the acquisition, construction or production of a qualifying asset. Capitalisation of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Capitalisation of borrowing costs may continue until the assets are substantially ready for their intended use. If the resulting carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognised. The capitalisation rate is arrived at by reference to the actual rate payable on borrowings for development purposes or, with regard to that part of the development cost financed out of general funds, to the average rate.

Other borrowing costs are expensed in the income statement in the period in which they are incurred.

**(u) Expenses****(i) Service costs and property operating expenses**

Service costs for service contracts entered into and property operating expenses are expensed as incurred.

**(ii) Operating lease payments**

Payments made under operating leases are recognised in the income statement on a straight-line basis over the term of the lease. Lease incentives received are recognised in the income statement as an integral part of the total lease expense.

**(v) Finance income and expenses**

Finance income comprises interest income on cash deposits in bank, changes in fair value of financial assets at fair value through profit or loss and foreign currency gains that are recognised in profit or loss. Interest income is recognised as it accrues, using the effective interest method.

Finance expenses comprise interest expenses on borrowings, net of interest capitalised, changes in fair value of financial assets at fair value through profit or loss and foreign currency losses that are recognised in profit or loss. All borrowing costs are calculated using the effective interest rate method.

**3. 主要會計政策（續）****(t) 借貸成本**

因收購、興建或生產未完成資產而直接產生的借貸成本將予以資本化。當進行準備資產的活動及產生借貸成本開支時開始將借貸成本資本化，直至該資產基本達到可使用狀態為止。倘資產的帳面值超逾其可收回數額，則確認減值虧損。資本化比率乃參考用作發展用途的借貸的實際應付利率或自一般資金撥作部份發展成本的平均利率而釐定。

其他借貸成本均於產生期間在利潤表列支。

**(u) 費用****(i) 服務成本及物業經營費用**

已訂立服務合約的服務成本及物業管理開支在產生列支。

**(ii) 經營租賃支付**

與經營租賃有關的款項按租賃年期以直線法在利潤表確認。已收取的租賃優惠於收益表中確認為租賃開支總額的一部份。

**(v) 融資收入及成本**

融資收入包括銀行現金存款利息收入、按公允價值於利潤表計量的金融資產的公允價值變動及於利潤表中確認的外匯收入。利息收入以實際利率法累計確認。

融資成本包括貸款利息成本（扣除已資本化利息）、按公允價值於利潤表計量的金融資產的公允價值變動及於利潤表中確認的外匯虧損。所有貸款成本均以實際利率法計算。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(w) Income tax expense**

Income tax expense comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly to equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment of tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantially enacted by the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

**(x) Dividends**

Dividends are recognised as a liability in the period in which they are declared.

**3. 主要會計政策 (續)****(w) 所得稅開支**

所得稅開支包括本期所得稅及遞延稅項。所得稅於利潤表中確認，惟倘與直接於權益確認的項目有關，則於權益確認。

本期所得稅指年內應課稅收入按結算日已執行或實際已執行稅率計算的預期應付稅項，加上以往期間應付稅項的任何調整。

遞延稅項是按資產負債表法，根據作財務呈報用途的資產和負債的帳面值與該等資產和負債的計稅金額之間的暫時差異計算撥備。並不就以下暫時差異確認遞延稅項：商譽的首次確認、不影響會計或應課稅溢利的資產及負債的首次確認及與子公司投資有關的差額（倘在可見將來不會轉回）。遞延稅項是按預期將運用於暫時差異（當其撥回時）的稅率，根據在呈報日期前已執行或實質上已執行的法律計算。

遞延稅項資產僅在預計日後應課稅溢利可抵銷可利用資產時確認。於各呈報日期對遞延稅項資產進行審核，倘發現不大可能變現有相關稅務利益，則會調低遞延稅項資產。

**(x) 股息**

股息在宣派期內確認為負債。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(y) Earnings per share**

The Group presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which is represented by share options granted to employees.

**(z) Related parties**

For the purposes of these consolidated financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals, and post-employment benefit plans which are for the benefits of employees of the Group or of any entity that is a related party of the Group.

**3. 主要會計政策 (續)****(y) 每股盈利**

本集團就其普通股份呈報基本及攤薄每股盈利（「每股盈利」）數據。基本每股盈利乃按年內本公司普通股股東應佔溢利或虧損除以年內已發行普通股份的加權平均數計算。攤薄每股盈利乃計及所有具潛在攤薄效力的普通股（為向僱員授出之購股權）的影響後對普通股股東應佔溢利或虧損以及已發行普通股份的加權平均數作調整後計算。

**(z) 關連人士**

就本綜合財務報表而言，如果本集團能夠直接或間接控制另一方或對另一方的財務及經營決策發揮重大影響力，或另一方能夠直接或間接控制本集團或對本集團的財務及經營決策發揮重大影響力，或本集團與另一方均受到共同控制或共同重大影響，則有關人士即被視為本集團的關連人士。關連人士可為個人（即主要管理人員、主要股東及／或其直系親屬）或其他公司，亦包括受本集團個人關連人士重大影響的公司，以及提供福利予本集團僱員的離職後福利計劃或與本集團關連的公司。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (aa) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting system, the Group has chosen business segment information as the reporting format for the purposes of these Consolidated financial statements. No geographical segment information is separately presented as the Group's business segments are mainly managed and operated in the PRC. The major market of the Group's business segments is the PRC.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment revenue, expenses, assets, and liabilities are determined before intra-group balances, and intra-group transactions are eliminated as part of the combination process.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

### 3. 主要會計政策 (續)

#### (aa) 分部報告

分部指將本集團的組成分成兩類，即提供產品或服務的業務分部，或在特定經濟環境下提供產品或服務的地區分部，而分部之間的風險及回報各有不同。

根據本集團的內部財務匯報制度，為編製該等綜合財務報表，本集團已選用業務分部資料作為呈報方式。由於本集團的業務分部主要在中國管理及經營，故並無另行呈報地區分報資料。本集團的業務分部以中國為主要市場。

分部收益、開支、業績、資產及負債包括分部直接應佔的項目及可合理分配至該分部的項目。分部收益、費用、資產及負債在未計集團內公司間結餘前釐定，而集團內公司間交易則在合併帳目時予以抵銷。

分部資本開支指因期內收購預期可用於一個期間以上的分部資產（有形及無形）而產生的成本總額。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(ab) New standards and interpretations not yet adopted**

Up to the date of issue of these financial statements, the International Accounting Standards Board has issued the following amendments, new standards and interpretations which are not yet effective for the annual accounting period ended 31 December 2006 and which have not been adopted in these financial statements:

Amendment to IAS 1, Presentation of financial statements: capital disclosures	IFRS 7, Financial instruments: disclosures	IFRS 8, Operating Segments	IFRIC 7, Applying the restatement approach under IAS 29, Financial reporting in hyperinflationary economies	IFRIC 8, Scope of IFRS 2 Share-based payment	IFRIC 9, Reassessment of Embedded Derivatives	IFRIC 10, Interim financial reporting and impairment	IFRIC 11, IFRS 2 — Group and treasury share transaction	IFRIC 12, Service concession arrangements
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The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. Up to the date of issuance of these financial statements, the Group believes that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

**3. 主要會計政策 (續)****(ab) 尚未採納之新準則和詮釋**

截至該等財務報表發出日為止，國際會計準則委員會已發佈以下對現有準則的修訂、新準則及詮釋，而該些修訂、新準則及詮釋於截至二零零六年十二月三十一日止會計年度期間並未生效且於該等財務報表中並未獲採納：

	<b>Effective for accounting period beginning on or after 由以下開始或之後時間 開始的會計期間生效</b>
國際會計準則第1號修訂， 財務報表的呈報： 資本披露	1 January 2007 二零零七年一月一日
國際財務報告準則第7號， 金融工具：披露	1 January 2007 二零零七年一月一日
國際財務報告準則第8號， 營運分部	1 January 2009 二零零九年一月一日
國際財務報告詮釋委員會第7號， 根據國際會計準則第29號 就嚴重通脹經濟的 財務報告採用重列法	1 March 2006 二零零六年三月一日
國際財務報告詮釋委員會第8號， 國際財務報告準則第2號 股份支付的範圍	1 May 2006 二零零六年五月一日
國際財務報告詮釋委員會第9號， 重新評估嵌入式衍生工具	1 June 2006 二零零六年六月一日
國際財務報告詮釋委員會第10號， 中期財務報告和減值	1 November 2006 二零零六年十一月一日
國際財務報告詮釋委員會第11號， 國際財務報告準則第2號 — 集團及庫藏股份交易	1 March 2007 二零零七年三月一日
國際財務報告詮釋委員會第12號， 服務經營權協議	1 January 2008 二零零八年一月一日

本集團正在評估該些修訂、新準則及新詮釋的採納預期在最初應用的期間將產生的影響。截至該等財務報表刊發日期，本集團認為採納上述修訂、新準則及新詮釋不大可能會對本集團的經營業績及財務狀況產生重大影響。



#### 4. DETERMINATION OF FAIR VALUES

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

##### (i) Property, plant and equipment

The fair value of property, plant and equipment recognised as a result of a business combination is based on market values. The market value of property is the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The market value of items of plant, equipment, fixtures and fittings is based on the quoted market prices for similar items.

##### (ii) Investment property

An external, independent valuation company, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued, values the Group's investment property portfolio every six months. The fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

In the absence of current prices in an active market, the valuations are prepared by considering the aggregate of the estimated cash flows expected to be received from renting out the property. A yield that reflects the specific risks inherent in the net cash flows then is applied to the net annual cash flows to arrive at the property valuation.

#### 4. 釐定公允價值

本集團的若干會計政策及披露要求對金融及非金融資產及負債進行釐定。公允價值已就計量目的及／或披露目的根據以下方法獲釐定。如適用，有關在釐定公允價值時所作出的假設的進一步資料在該等資產或負債的附註中披露。

##### (i) 物業、廠房及設備

因於業務合併而確認的物業、廠房及設備的公允價值按市值釐定。物業的市值是指在進行適當推銷後，自願買方及自願賣方雙方經公平磋商，在知情、審慎及不受脅逼的情況下於估值日期買賣一項物業的估計款額。廠房、設備、裝置及傢俱項目的市值根據就類似項目所報的市場價格釐定。

##### (ii) 投資物業

一間外部獨立測量師行（該測量師行具有適當獲認可之專業資格，且對被估值物業之位置及種類有近期經驗）對本集團的投資物業組合每六個月評估一次。公允價值按市值（即在進行適當推銷後，自願買方及自願賣方雙方經公平磋商，在知情、審慎及不受脅逼的情況下於估值日期買賣一項物業的估計款額）釐定。

若缺乏活躍市場現時價格，則評估將會在考慮到預期可由出租物業中收取的估計現金流的總額後作出。反映當時現金流量淨額所含特定風險的收益率被用於淨年度現金流量中以釐定物業的估值結果。

**4. DETERMINATION OF FAIR VALUES (Continued)****(ii) Investment property (Continued)**

Valuations reflect, where appropriate: the type of tenants actually in occupation or responsible for meeting lease commitments or likely to be in occupation after letting vacant accommodation, and the market's general perception of their creditworthiness; the allocation of maintenance and insurance responsibilities between the Group and the lessee; and the remaining economic life of property. When rent renewals or lease renewals are pending with anticipated reversionary increases, it is assumed that all notices and where appropriate counter-notices have been served validly and within the appropriate time.

**(iii) Investments in equity and debt securities**

The fair value of financial assets at fair value through profit or loss is determined by reference to their quoted bid price at the reporting date.

**(iv) Trade and other receivables**

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date.

**(v) Share-based payment transactions**

The fair value of employee stock options is measured using a binomial lattice model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

**4. 釐定公允價值 (續)****(ii) 投資物業 (續)**

估值反映(如適用):實際佔用物業或有支付租賃承擔義務、或有可能在租出空置物業後佔用物業的租戶的類型、市場對彼等可信度的普遍看法;本集團與承租人之間維修及保險責任的分配;及物業的剩餘經濟壽命。當續期租金或續期租約因預期會出現恢復的增加而未能決定時,則假定所有通知及反向通知(如適用)已有效並在適當的時間獲發出。

**(iii) 於股本及債務證券中的投資**

透過損益以公允價值列賬的金融資產的公允價值通過參考其於呈報日期的所報買價釐定。

**(iv) 應收帳款及其他應收款項**

應收帳款及其他應收款項的公允價值按未來現金流量的現值進行估計,並按於呈報日期的市場利率貼現。

**(v) 股份支付交易**

僱員購股權的公允價值使用二項模式計量。計量數據包括計量當日的股價、該工具的行使價、預期波動(根據因公開資料的預期變動而調整的過往加權平均波動計算)、該等工具的加權平均預計年期(根據過往經驗及購股權持有人一般行為計算)、預期股息及無風險利率(根據政府債券計算)。在釐定公允價值時,不考慮該等交易隨附加的服務條件及非市場表現情況。

## 5. SEGMENT REPORTING

Segment information is presented in respect of the Group's business. The primary format, business segments, is based on the Group's management and internal reporting structure. Inter-segment pricing is determined on an arm's length basis.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets that are expected to be used for more than one period.

### Business segments

The Group comprises the following main business segments:

- Sales of property
- Lease of property
- Property management and other related services
- Education

## 5. 分部報告

分部資料乃就本集團業務而呈列。業務分部為主要呈報方式，並按本集團管理層及內部報告架構呈列。分部間價格按合理基準釐定。

分部業績、資產及負債包括分部直接應佔的項目及可合理分配至該分部的項目。

分部資本開支指因期內收購預期可用於一個期間以上的分部資產而產生的成本總額。

### 業務分部

本集團的主要業務分部如下：

- 物業銷售
- 物業租賃
- 物業管理及其他有關服務
- 教育

## 5. SEGMENT REPORTING (Continued)

For the year ended 31 December 2005

Expressed in RMB'000 以人民幣千元列示		Sales of property 物業銷售	Lease of property 物業租賃	Property management & related services 物業管理及 其他相關服務	Education 教育	Elimination 分部間抵銷	Group 本集團
<b>Revenue from external customers</b>	<b>外界客戶收益</b>	1,100,205	17,594	30,993	20,384	—	1,169,176
Inter-segment revenue	分部間收益	—	—	41,129	—	(41,129)	—
<b>Total revenue</b>	<b>收益總額</b>	1,100,205	17,594	72,122	20,384	(41,129)	1,169,176
<b>Segment result</b>	<b>分部業績</b>	315,618	54,279	561	(8,913)	(1,610)	359,935
Net financing income/(expense)	融資收入/(成本)淨額	3,207	18	112	(2,742)	—	595
Share of profit of associates	應佔聯營公司溢利	1,047	—	—	—	—	1,047
Income tax expense	所得稅支出	(98,390)	(1,111)	(580)	—	—	(100,081)
<b>Profit/(loss) for the year</b>	<b>本年度溢利/(虧損)</b>	221,482	53,186	93	(11,655)	(1,610)	261,496
<b>Segment assets</b>	<b>分部資產</b>	3,149,169	309,406	67,070	187,902	(85,914)	3,627,633
Interests in associates	聯營公司權益						63,774
<b>Total assets</b>	<b>資產總額</b>						3,691,407
<b>Segment liabilities</b>	<b>分部負債</b>	3,209,838	177,323	55,821	143,465	(85,061)	3,501,386
Capital expenditure	資本開支	25,309	68,195	—	9,902	—	103,406
Depreciation	折舊	5,069	—	6,206	10,700	—	21,975

## 5. 分部報告(續)

截至二零零五年十二月三十一日止年度

5. SEGMENT REPORTING (Continued)  
For the year ended 31 December 2006

5. 分部報告 (續)  
截至二零零六年十二月三十一日止年度

Expressed in RMB'000 以人民幣千元列示		Sales of property 物業銷售	Lease of property 物業租賃	Property management & related services 物業管理及 其他相關服務	Education 教育	Elimination 分部間抵銷	Group 本集團
<b>Revenue from external customers</b>	<b>外界客戶收益</b>	1,791,755	32,427	22,801	40,475	—	1,887,458
Inter-segment revenue	分部間收益	—	—	43,305	—	(43,305)	—
<b>Total revenue</b>	<b>收益總額</b>	1,791,755	32,427	66,106	40,475	(43,305)	1,887,458
<b>Segment result</b>	<b>分部業績</b>	450,329	52,203	4,767	5,488	(10,518)	502,269
Net finance expense	融資成本淨額	(8,356)	(442)	(188)	(4,562)	—	(13,548)
Share of loss of associates	應佔聯營公司虧損	(318)	—	—	—	—	(318)
Income tax expense	所得稅支出	(78,909)	(9,441)	(1,043)	—	—	(89,393)
<b>Profit/(loss) for the year</b>	<b>本年度溢利/(虧損)</b>	362,746	42,320	3,536	926	(10,518)	399,010
<b>Segment assets</b>	<b>分部資產</b>	4,085,852	391,480	105,399	251,668	(129,232)	4,705,167
Interests in associates	聯營公司權益						944,134
<b>Total assets</b>	<b>資產總額</b>						5,649,301
<b>Segment liabilities</b>	<b>分部負債</b>	2,705,936	110,084	45,977	206,305	(109,437)	2,958,865
Capital expenditure	資本開支	5,659	6,704	940	61,793	—	75,096
Depreciation	折舊	5,328	—	4,613	13,860	—	23,801

**6. ACQUISITION OF SUBSIDIARIES**

As a part of the Reorganisation, in June 2006, the Company issued 202,300 ordinary shares as consideration for acquisition of 49% of the entire interest of Delta Link Holdings Limited (“Delta Link”) from Brilliant Bright Investment Limited. In September 2006, the Company further issued 210,147 ordinary shares as consideration for the acquisition of the remaining 51% equity interest in Delta Link from Brilliant Bright Investment Limited. Delta Link acts as an investment holding company and has not carried on any other business since the date of its incorporation. Delta Link indirectly owns 50% of The Peninsula Shanghai Waitan Hotel Company Limited, which is engaged in development, operation and management of The Peninsula Shanghai Waitan Hotel. As The Peninsula Shanghai Waitan Hotel is still at a preliminary development stage and has not commenced operation, the acquisition of Delta Link has no significant impact on the consolidated revenue and profit of the Group for the period from the date of acquisition to 31 December 2006.

The acquisition had the following effect on the Group’s assets and liabilities at the date of acquisition of Delta Link in September 2006:

In RMB’000 人民幣千元		Note 附註	Pre-acquisition carrying amounts 收購前 賬面值	Fair value adjustments 公允 價值調整	Recognised values on acquisition 已確認 收購價值
Investment in associate	於聯營公司的投資	25(b)	459,046	407,967	867,013
Other current assets	其他流動資產		34	—	34
Other current liabilities	其他流動負債		(38)	—	(38)
Net identifiable assets	可識別資產淨額		459,042	407,967	867,009

Pre-acquisition carrying amounts were determined based on applicable IFRSs immediately before the acquisition. The values of assets and liabilities recognised on acquisition are their estimated fair values. The consideration for the acquisition of the equity interest in Delta Link by the Group was based on the net book value of Delta Link as at the date of acquisition with fair value adjustments according to a property valuation report prepared by DTZ Debenham Tie Leung Limited (“DTZ”), an independent valuer.

**6. 收購子公司**

作為重組的一部分，本公司於二零零六年六月發行202,300股普通股，作為自Brilliant Bright Investment Limited收購Delta Link Holdings Limited（「Delta Link」）全部股權49%的對價。於二零零六年九月，本公司進一步發行210,147股普通股，作為自Brilliant Bright Investment Limited收購Delta Link其餘51%股權的對價。Delta Link為一間投資控股公司，且自註冊成立以來並無經營任何其他業務。Delta Link間接持有上海外灘半島酒店有限公司50%股權，而上海外灘半島酒店有限公司從事開發、經營及管理上海外灘半島酒店。由於上海外灘半島酒店現時仍處於初步發展階段，且尚未開始營運，故收購Delta Link並無對本集團於自收購日期起至二零零六年十二月三十一日止期間的綜合收益及溢利產生任何重大影響。

於二零零六年九月，收購事項於收購Delta Link當日對本集團的資產及負債構成以下影響：

			Pre-acquisition carrying amounts 收購前 賬面值	Fair value adjustments 公允 價值調整	Recognised values on acquisition 已確認 收購價值
Investment in associate	於聯營公司的投資	25(b)	459,046	407,967	867,013
Other current assets	其他流動資產		34	—	34
Other current liabilities	其他流動負債		(38)	—	(38)
Net identifiable assets	可識別資產淨額		459,042	407,967	867,009

收購前賬面值乃根據於收購事項前適用的國際財務報告準則釐定。已確認資產及負債的收購價值為其估計公允價值。本集團收購Delta Link股權的代價乃根據Delta Link於收購當日的賬面淨值，連同根據獨立估值師戴德梁行有限公司（「戴德梁行」）編製的物業估值報告而作出的公允價值調整計算。

**7. REVENUE**

The amount of each significant category of revenue recognised during the year ended 31 December 2006 is as follows:

		<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
Sales of properties	物業銷售	<b>1,791,755</b>	1,100,205
Rental income	租金收入	<b>32,427</b>	17,594
Property management income	物業管理收入	<b>17,413</b>	12,866
Sales of goods and rendering of services	銷售貨品及提供服務	<b>5,388</b>	18,127
Education income	教育收入	<b>40,475</b>	20,384
Total	合計	<b>1,887,458</b>	1,169,176

**8. OTHER OPERATING INCOME****7. 收益**

於截至二零零六年十二月三十一日止年度期間確認的各類主要收益如下：

**8. 其他經營收入**

		<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
Government grants	政府補助	<b>12,703</b>	13,579
Gains on transfer of rights and obligations in a trust agreement (i)	轉讓信託合同之權利及義務之收益(i)	<b>2,385</b>	—
Others	其他	<b>770</b>	933
Total	合計	<b>15,858</b>	14,512

**8. OTHER OPERATING INCOME (Continued)**

- (i) On 6 March 2006, Shanghai Cambridge (Group) Co., Ltd. ("Shanghai Cambridge"), Zhongtai Trust and Investment Co., Ltd. ("Zhongtai Trust") and China Huawen Investment Holding Limited ("China Huawen") entered into a cooperation framework agreement ("Cooperation Framework Agreement") pursuant to which, among other things, Zhongtai Trust shall hold on trust for each of China Huawen and Shanghai Cambridge 25% of the enlarged registered capital of Beijing Tianhong Real Estate Development Company Limited ("Beijing Tianhong") and each of China Huawen and Shanghai Cambridge shall pay to Zhongtai Trust RMB150,000,000 which shall be contributed to the registered capital of Beijing Tianhong. On the same date, Shanghai Cambridge and Zhongtai Trust entered into a capital trust agreement ("Capital Trust Agreement") pursuant to which, Shanghai Cambridge appointed Zhongtai Trust as its trustee to hold on trust its RMB150,000,000 for the purpose of acquiring 25% interest of the enlarged registered capital of Beijing Tianhong and contributing this amount to the registered capital of Beijing Tianhong.

On 19 May 2006, Shanghai Cambridge, Zhongtai Trust and China Huawen entered into an agreement for the termination of the Cooperation Framework Agreement. On the same date, Shanghai Cambridge, Zhongtai Trust and China Huawen also entered into an agreement for the assignment of the trust interests with a third party pursuant to which, Shanghai Cambridge agreed to assign and transfer its rights and obligations under the Capital Trust Agreement to the said third party for a consideration of RMB152,400,000. The gain of RMB2,385,000, after deducting a handling fee of RMB15,000 charged by Zhongtai Trust, is accounted for as other operating income.

**8. 其他經營收入（續）**

- (i) 於二零零六年三月六日，上海康橋半島（集團）有限公司（「上海康橋」）、中泰信托投資有限責任公司（「中泰信托」）及中國華聞投資控股有限公司（「中國華聞」）訂立合作框架協議（「合作框架協議」），中泰信托據此以信託方式為中國華聞及上海康橋分別持有北京天鴻房地產發展有限責任公司（「北京天鴻」）經增資後的註冊資本的25%權益，且中國華聞與上海康橋各自向中泰信托支付人民幣150,000,000元，以作為注入北京天鴻的註冊資本。同日，上海康橋與中泰信托訂立資金信託合同（「資金信託合同」），上海康橋據此委任中泰信托為受託人，以信託方式為上海康橋持有人民幣150,000,000元，並將該款項注入北京天鴻的註冊資本及購入北京天鴻經增資後的註冊資本的25%權益。

於二零零六年五月十九日，上海康橋、中泰信托與中國華聞訂立關於終止合作框架協議的協議書。同日，上海康橋、中泰信托及中國華聞亦與一名第三方訂立信託受益權轉讓協議書，上海康橋據此同意以代價人民幣152,400,000元向該名第三方指讓和轉讓其資金信託合同的權利及義務。扣除中泰信托的手續費人民幣15,000元後的收益人民幣2,385,000元列帳為其他經營收入。



## 9. OTHER OPERATING EXPENSES

## 9. 其他經營開支

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Loss on disposal of property, plant and equipment	處置物業、廠房 及設備虧損	106	11,295
Donations	捐款	30	1,386
Others	其他	77	49
Total	合計	213	12,730

## 10. REVALUATION GAINS ON INVESTMENT PROPERTIES

## 10. 投資物業重估收益

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Revaluation gains (note 21)	重估收益 (附註 21)	39,882	41,752

## 11. PERSONNEL EXPENSE

## 11. 員工開支

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Wages and salaries	工資及薪金	34,117	27,608
Contributions to defined contribution plans	向界定供款計劃供款	5,202	3,843
Staff welfare and other allowances	僱員福利及其他津貼	10,929	6,297
Equity-settled share-based payment transactions	權益結算的股份支付交易	10,916	—
Total	合計	61,164	37,748
Average number of employees during the year	本年度的平均僱員人數	679	704

**12. EXPENSES BY NATURE**

The following expenses are included in cost of sales, selling and marketing costs, administrative expenses and other operating expenses:

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Cost of properties sold	已出售物業成本	1,258,624	669,938
Auditors' remuneration	核數師酬金	1,600	126
Depreciation	折舊	23,801	21,975
Amortisation of land use rights	土地使用權攤銷	1,487	1,417
Operating lease charges	經營租賃支出	6,806	6,062
(Reversal)/provision for bad and doubtful debts	呆壞帳(撥備撥回)/撥備	(16,191)	4,438

**13. FINANCE INCOME AND EXPENSES****12. 按性質劃分的費用**

計入銷售成本、銷售及市場推廣成本、行政開支及其他經營開支的開支如下：

**13. 融資收入及成本**

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Interest income on bank deposits	銀行存款利息收入	19,916	7,717
Net change in fair value of financial assets at fair value through profit or loss	按公允價值列賬於利潤表處理的金融資產公允價值變動淨額	3,176	(931)
Finance income	融資收入	23,092	6,786
Interest expenses on bank loans	銀行貸款利息	(88,249)	(60,080)
Less: interest capitalized (note 23)	減：資本化的利息(附註 23)	60,000	53,890
Net interest expenses	利息費用淨額	(28,249)	(6,190)
Net foreign exchange loss	匯兌虧損淨額	(8,391)	(1)
Finance expenses	融資成本	(36,640)	(6,191)
Net finance (expenses)/income	融資(成本)/收入淨額	(13,548)	595

## 14. INCOME TAX EXPENSE

## (i) Income tax in the consolidated income statements represents:

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
<b>Current tax</b>	<b>即期稅項</b>		
Provision for PRC enterprise income tax for the year	中國企業所得稅撥備 本年度稅項	16,280	48,306
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences (note 32(ii))	暫時差異的產生 及撥回(附註 32(ii))	77,419	47,010
Benefit of tax losses recognized (note 32(ii))	已確認稅項虧損影響 (附註 32(ii))	(15,360)	(3,020)
Revaluation of investment properties (note 32(iii))	投資物業重估 (附註 32(iii))	11,054	7,785
		<b>73,113</b>	51,775
Total income tax expense in income statement	利潤表的所得稅總額	<b>89,393</b>	100,081

No provision for Hong Kong Profits Tax has been made as the Group did not earn any income subject to Hong Kong Profits Tax during the year ended 31 December 2006 (2005: RMB nil).

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

## 14. 所得稅開支

## (i) 綜合利潤表的所得稅開支指:

由於本集團於截至二零零六年十二月三十一日止年度期間並無賺取須繳納香港利得稅的收入，故並無作出香港利得稅撥備(二零零五年：人民幣零元)。

根據開曼群島及英屬處女群島的規則及規例，本集團毋須繳納開曼群島及英屬處女群島所得稅。

**14. INCOME TAX EXPENSE (Continued)****(i) Income tax in the consolidated income statements represents: (Continued)**

Pursuant to the rules and regulations applicable to certain development zones in the Pudong area of Shanghai, Shanghai Cambridge and Shanghai SPG Hotel Development Co., Ltd. are subject to PRC income tax at a rate of 15%. Other subsidiaries of the Group are subject to PRC income tax at a rate of 33%, except for Shanghai New Independence House Property Management Co., Ltd. ("Shanghai New Independence House"), Shanghai Lishui Greenary Ecology Engineering Co., Ltd. ("Shanghai Lishui"), Shanghai Zhuxi Investment Enterprise Co. ("Shanghai Zhuxi") and Shanghai Cambridge Construction Consulting Co., Ltd ("Shanghai Cambridge Consulting").

Shanghai New Independence House is subject to a concessionary income tax rate of 15% granted by the local tax authority in Nanhui District of Shanghai. Shanghai Lishui, Shanghai Zhuxi and Shanghai Cambridge Consulting are subject to PRC income tax at deemed rates of 1%, 5% and 5% of their revenue respectively during the years ended 31 December 2006 and 2005 in accordance with the Daizheng (帶征) method under applicable PRC tax regulations.

PRC land appreciation tax is levied on properties developed by the Group for sale, at progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the proceeds of sales of properties less deductible expenditures including lease charges of land use rights, borrowing costs and all property development expenditures. Land appreciation tax of RMB23,406,000 is included in cost of sales in the income statement for the year ended 31 December 2006 (2005: RMB55,581,000).

**14. 所得稅開支 (續)****(i) 綜合利潤表的所得稅開支指: (續)**

根據上海市浦東新區特定開發區的適用規則及規例，上海康橋及上海盛高置地酒店發展有限公司按15%的稅率繳納中國企業所得稅。除上海新獨院物業管理有限公司（「上海新獨院」）、上海麗水生態綠化工程有限公司（「上海麗水」）、上海珠溪實業投資有限公司（「上海珠溪」）及上海康橋半島建築諮詢有限公司（「上海康橋諮詢」）外，本集團其他子公司均須按33%的稅率繳納中國企業所得稅。

上海新獨院按照上海南匯區當地稅務局批准的優惠稅率15%繳納所得稅，而上海麗水、上海珠溪及上海康橋諮詢則根據中國相關稅法，於截至二零零六年及二零零五年十二月三十一日止年度期間以帶徵法分別按收益的1%、5%及5%的稅率繳納所得稅。

本集團銷售所發展的物業須按土地價值增幅以30%至60%的累進稅率繳納土地增值稅，根據有關規例，土地增值稅乃按出售物業所得款項減可扣稅開支（包括土地使用權出讓支出、借貸成本及所有物業發展開支）計算。截至二零零六年十二月三十一日止年度，土地增值稅人民幣23,406,000元（二零零五年：人民幣55,581,000元）計入利潤表的銷售成本。

## 14. INCOME TAX EXPENSE (Continued)

## (ii) Reconciliation between tax expense and accounting profit at applicable tax rate:

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	488,403	361,577
Tax calculated at the rates applicable to respective companies that comprise the Group	按本集團屬下各公司適用稅率計算的稅項	87,535	96,801
Non-deductible expenses, net of non-taxable income	不可扣稅支出(已扣除毋須課稅收入)的稅務影響	(558)	594
Unrecognized deferred tax assets on unused tax losses	未動用稅務虧損的未確認遞延稅項資產	2,416	2,686
Total	合計	89,393	100,081

There are no changes in the income tax rates applicable to all subsidiaries of the Group during the year ended 31 December 2006. Profit before tax of the Group for the year ended 31 December 2006 was mainly generated by Shanghai Cambridge and Shanghai Oriental Cambridge Property Development Co., Ltd. ("Shanghai Oriental"), which are subject to PRC income tax rates of 15% (2005: 15%) and 33% (2005: 33%) respectively.

In accordance with the accounting policy set out in note 3(w), the Group has not recognized deferred tax assets in respect of cumulative tax losses of certain subsidiaries for the years ended 31 December 2006 as it is not probable that future taxable profits against which the losses can be utilized will be available in the relevant tax jurisdiction and entity.

## 14. 所得稅開支 (續)

## (ii) 所得稅支出和會計溢利按適用稅率計算的對帳:

於截至二零零六年十二月三十一日止年度期間，本集團所有子公司的適用所得稅率並無變更。本集團於截至二零零六年十二月三十一日止年度的除稅前溢利主要來自上海康橋及上海東方康橋房地產發展有限公司(「上海東方」)，而上海康橋及上海東方須分別按稅率15%(二零零五年: 15%)及33%(二零零五年: 33%)繳付中國企業所得稅。

根據附註3(w)所載的會計政策，由於部份子公司按照有關的稅務規則所要求時限內，不能有足夠的應課稅溢利來抵銷與累進稅虧損有關所確認的遞延稅項資產，故本集團在截至二零零六年十二月三十一日止年度未確認相應的遞延稅項資產。

## 14. INCOME TAX EXPENSE (Continued)

## (iii) Deferred tax recognised directly in equity

	2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Relating to revaluation reserve on property, plant and equipment transferred to investment property	—	(4,597)

On 16 March 2007, the Fifth Plenary Session of the Tenth National People's Congress passed the Corporate Income Tax Law of the PRC ("new tax law") which will take effect on 1 January 2008. As a result of the new tax law, it is expected that the income tax rate applicable to the Group's subsidiaries in the PRC will be changed to 25% from 1 January 2008. If the new rates were used to measure the Group's deferred tax assets and deferred tax liabilities as at 31 December 2006, the deferred tax assets and deferred tax liabilities would increase by RMB12,812,000 and RMB11,007,000 respectively. These changes, together with the amounts utilized, will be reflected in the 2007 financial statements. The enactment of the new tax law is not expected to have any financial effect on the amounts accrued in the balance sheet in respect of current tax payable.

## 14. 所得稅開支（續）

## (iii) 直接在權益確認的遞延稅項

《中華人民共和國企業所得稅法》（以下簡稱「新稅法」）已由中華人民共和國第十屆全國人民代表大會第五次會議於二零零七年三月十六日通過，自二零零八年一月一日起施行。根據新稅法規定的，本集團子公司目前適用的所得稅率將自二零零八年一月一日起變更為25%。如果本集團計量二零零六年十二月三十一日遞延所得稅資產和負債時使用了新稅法規定的稅率，則遞延所得稅資產和負債的賬面價值將分別增加人民幣12,812,000元和人民幣11,007,000元。這些遞延所得稅資產和負債的賬面價值變動將反映在本集團二零零七年財務報表中。新稅法對本集團資產負債表中應交稅金的賬面價值沒有影響。

## 15. DIRECTORS' REMUNERATION

## 15. 董事酬金

		Basic salaries, allowances and other benefits	Contributions to retirement benefit schemes	Bonus	Total
	Fee	基本薪金、津貼及其他利益	向退休福利計劃供款	花紅	合計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元 (note 37) (附註37)	人民幣千元	人民幣千元
<b>For the year ended</b>	<b>截至二零零五年</b>				
<b>31 December 2005</b>	<b>十二月三十一日</b>				
	<b>止年度</b>				
<i>Executive Directors</i>	<i>執行董事</i>				
Mr. WANG Weixian	王偉賢先生	—	2,065	—	2,065
Mr. TSE Sai Tung, Stones (i)	謝世東先生(i)	—	248	—	248
Mr. LAI Kin, Jerome	黎健先生	—	876	—	876
Total	合計	—	3,189	—	3,189

(i) Mr. TSE Sai Tung, Stones joined the Group in September 2005.

(i) 謝世東先生於二零零五年九月加盟本集團。

(ii) No emoluments were paid to the independent non-executive directors during the year ended 31 December 2005.

(ii) 於截至二零零五年十二月三十一日止年度，本集團沒有支付酬金給獨立非執行董事。

## 15. DIRECTORS' REMUNERATION (Continued)

## 15. 董事酬金(續)

		Basic salaries, allowances and other benefits		Contributions to retirement benefit schemes		Share-based payment	Total
		Fee	benefits				
		袍金	基本薪金、津貼及其他利益	向退休福利計劃供款	花紅	股份支付	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(note 37)			
				(附註37)			
<b>For the year ended</b>	<b>截至二零零六年</b>						
<b>31 December 2006</b>	<b>十二月三十一日</b>						
	<b>止年度</b>						
<i>Executive Directors</i>	<i>執行董事</i>						
Mr. WANG Weixian	王偉賢先生	—	4,401	—	—	—	4,401
Mr. TSE Sai Tung, Stones	謝世東先生	—	4,388	—	2,736	—	7,124
Mr. LAI Kin, Jerome	黎健先生	—	3,587	—	1,954	6,011	11,552
<i>Non-executive Directors</i>	<i>非執行董事</i>						
Mr. CHEONG Ying Chew, Henry	張英潮先生	61	—	—	—	—	61
Mr. FONG Wo, Felix, JP	方和先生太平紳士	61	—	—	—	—	61
Mr. JIANG Simon X.	蔣小明先生	61	—	—	—	—	61
Mr. KWAN Kai Cheong	關啟昌先生	61	—	—	—	—	61
<b>Total</b>	<b>合計</b>	<b>244</b>	<b>12,376</b>	<b>—</b>	<b>4,690</b>	<b>6,011</b>	<b>23,321</b>

## 16. SENIOR MANAGEMENT REMUNERATION

The five highest paid individuals of the Group during the year ended 31 December 2006 include three directors of the Company, whose remuneration are reflected in the analysis presented above. Details of remuneration paid to the remaining highest paid individuals of the Group are as follows:

## 16. 高級管理層酬金

本集團截至二零零六年十二月三十一日止年度的五名最高薪酬人士包括本公司三名董事，其酬金已載於上述分析。本集團其餘最高薪酬人士的酬金如下：

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Basic salary, allowances and other benefits	基本薪金、津貼及其他利益	3,529	1,918
Contributions to retirement benefit schemes (note 37)	向退休福利計劃供款(附註 37)	—	—
Bonuses	花紅	746	—
<b>Total</b>	<b>合計</b>	<b>4,275</b>	<b>1,918</b>
Number of senior management	高級管理層人數	2	2



**16. SENIOR MANAGEMENT REMUNERATION (Continued)**

The above individuals' emoluments during the year ended 31 December are within the band of RMB2,000,000 to RMB2,500,000 (2005: RMB nil to RMB1,000,000).

During 2006 no emoluments were paid by the Group to the directors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

**17. DIVIDENDS**

Pursuant to the resolutions passed at the board of directors' meetings held by certain subsidiaries, the following dividends were declared to equity holders:

Dividends	股息

The above dividends were distributed prior to the listing of the Company's shares. These dividends are not indicative of the Group's future dividend policy.

**16. 高級管理層酬金 (續)**

於截至十二月三十一日止年度以上人士的酬金介乎人民幣2,000,000至人民幣2,500,000元(二零零五年:人民幣零至人民幣1,000,000元)。

於二零零六年度,本集團並無向董事或任何五名最高薪酬人士支付酬金,作為招攬加入本集團的獎金或離職補償。

**17. 股息**

根據若干子公司召開的董事會議通過的決議案向股權持有人宣派的股息如下:

2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
<b>105,056</b>	361,043

上述股息乃於本公司股份上市前分派,該等股息並不代表本集團日後的股息政策。

**18. EARNINGS PER SHARE****(a) Basic earnings per share**

The calculation of basic earnings per share for the year ended 31 December 2006 was based on the profit attributable to ordinary shareholders of RMB390,818,000 (2005: RMB262,201,000) and the weighted average number of ordinary shares of 814,657,534 (2005: 750,000,000) in issue during the year, calculated as follows:

*Weighted average number of ordinary shares*  
普通股加權平均數

		<b>2006 二零零六年 No. of shares 股份數目</b>
Ordinary share issued at 13 April 2006 (note 35)	於二零零六年四月十三日發行的普通股(附註35)	<b>1</b>
Issuance of shares upon the Reorganisation Capitalisation issue (note 35)	於重組時發行股份資本化發行(附註35)	<b>1,210,146</b>
Effect of issuance of shares for placing and public offering	就配售及公開發售發行股份的影響	<b>748,789,853</b>
		<b>64,657,534</b>
Weighted average number of ordinary shares at 31 December 2006	於二零零六年十二月三十一日的普通股加權平均數	<b>814,657,534</b>

For the year ended 31 December 2005, the weighted average number of ordinary shares in issue represents the 750,000,000 ordinary shares in issue before the listing of the Company's shares on the Stock Exchange, as if such ordinary shares had been outstanding during the above entire year.

**18. 每股盈利****(a) 每股基本盈利**

截至二零零六年十二月三十一日止年度每股基本盈利乃按普通股股東應佔溢利人民幣390,818,000元(二零零五年:人民幣262,201,000元)及年內已發行普通股之加權平均數814,657,534(二零零五年:750,000,000)計算,計算如下:

於截至二零零五年十二月三十一日止年度,已發行的普通股加權平均數指本公司股份於聯交所上市前的已發行普通股750,000,000股,猶如該等普通股於上述整個年度內已獲發行。

**18. EARNINGS PER SHARE (Continued)****(b) Diluted earnings per share**

The calculation of diluted earnings per share for the year ended 31 December 2006 was based on the profit attributable to ordinary shareholders of RMB390,818,000 and the weighted average number of ordinary shares outstanding after adjustment for the effect of all dilutive potential ordinary shares of 816,197,582, calculated as follows:

		2006 二零零六年	2005 二零零五年
Weighted average number of ordinary shares (basic)	普通股加權平均數(基本)	814,657,534	750,000,000
Effect of share options in issue	已發行購股權之影響	1,540,048	—
Weighted average number of ordinary shares (diluted) at 31 December	於十二月三十一日的普通股加權平均數(攤薄)	816,197,582	750,000,000

The average market value of the Company's ordinary shares for the purpose of calculating the dilutive effect of share options was based on quoted market prices for the period that the options were outstanding.

There were no diluted potential ordinary shares as at 31 December 2005.

**18. 每股盈利(續)****(b) 每股攤薄盈利**

於截至二零零六年十二月三十一日止年度每股攤薄盈利乃按普通股股東應佔溢利人民幣390,818,000元及於調整所有潛在攤薄普通股影響後已發行普通股的加權平均數(816,197,582股)計算。計算如下:

本公司用以計算購股權攤薄影響的普通股平均市價乃根據於有關購股權未獲行使的期間所報之市價計算。

於二零零五年十二月三十一日並無具潛在攤薄效應的普通股。

## 19. PROPERTY, PLANT AND EQUIPMENT

## 19. 物業、廠房及設備

In RMB'000 人民幣千元		Buildings 樓宇	Leasehold improvements 租賃 物業裝修	Motor vehicles 汽車	Fixtures fittings & equipment 裝置、傢俱 及設備	Total 合計
<b>Cost:</b>	<b>成本:</b>					
<b>Balance at 1 January 2005</b>	<b>二零零五年一月一日 的結餘</b>	<b>155,327</b>	<b>20,339</b>	<b>22,102</b>	<b>44,406</b>	<b>242,174</b>
Acquisitions	購置	14,104	4,401	4,329	10,262	33,096
Transfer from properties under development (note 23)	轉撥自發展中物業 (附註 23)	17,322	—	—	—	17,322
Transfer to investment properties (note i)	轉撥至投資物業(附註i)	(44,814)	—	—	—	(44,814)
Disposals	轉讓	(11,079)	—	(822)	(76)	(11,977)
<b>Balance at 31 December 2005</b>	<b>二零零五年十二月三十一日 的結餘</b>	<b>130,860</b>	<b>24,740</b>	<b>25,609</b>	<b>54,592</b>	<b>235,801</b>
Acquisitions	購置	61,792	13	1,634	4,953	68,392
Disposals	轉讓	—	—	(212)	(1,918)	(2,130)
<b>Balance at 31 December 2006</b>	<b>二零零六年十二月三十一日 的結餘</b>	<b>192,652</b>	<b>24,753</b>	<b>27,031</b>	<b>57,627</b>	<b>302,063</b>
<b>Depreciation:</b>	<b>折舊:</b>					
<b>Balance at 1 January 2005</b>	<b>二零零五年一月一日的結餘</b>	<b>13,102</b>	<b>11,300</b>	<b>7,595</b>	<b>11,437</b>	<b>43,434</b>
Charge for the year	年內折舊	5,069	4,919	4,255	7,732	21,975
Transfer to investment properties (note i)	轉撥至投資物業(附註i)	(12,232)	—	—	—	(12,232)
Disposals	轉讓	—	—	(607)	(48)	(655)
<b>Balance at 31 December 2005</b>	<b>二零零五年十二月三十一日 的結餘</b>	<b>5,939</b>	<b>16,219</b>	<b>11,243</b>	<b>19,121</b>	<b>52,522</b>
Charge for the year	年內折舊	6,834	4,646	3,984	8,337	23,801
Disposals	轉讓	—	—	(159)	(957)	(1,116)
<b>Balance at 31 December 2006</b>	<b>二零零六年十二月三十一日 的結餘</b>	<b>12,773</b>	<b>20,865</b>	<b>15,068</b>	<b>26,501</b>	<b>75,207</b>
<b>Carrying amounts:</b>	<b>帳面值:</b>					
<b>At 31 December 2005</b>	<b>二零零五年十二月三十一日</b>	<b>124,921</b>	<b>8,521</b>	<b>14,366</b>	<b>35,471</b>	<b>183,279</b>
<b>At 31 December 2006</b>	<b>二零零六年十二月三十一日</b>	<b>179,879</b>	<b>3,888</b>	<b>11,963</b>	<b>31,126</b>	<b>226,856</b>

**19. PROPERTY, PLANT AND EQUIPMENT (Continued)**

- (i) In 2005, certain properties were leased to third parties under operating leases. As a result, the Group transferred the properties to investment properties following a change in their use. Differences between the carrying amounts and fair values of these properties at the time of transfer, net of tax, were recognized directly in equity. The fair values were determined by DTZ Debenham Tie Leung Limited, an independent valuer.
- (ii) All of the buildings owned by the Group are located in the PRC.
- (iii) As at 31 December 2006, buildings with a total carrying value of RMB96,233,000 (2005: RMB91,019,000) were pledged as collateral for the Group's borrowings.

**19. 物業、廠房及設備 (續)**

- (i) 由於若干物業於二零零五年根據經營租約租予第三方，故本集團在物業用途改變時將該等物業轉撥至投資物業。該等物業在轉撥時的帳面值與公允價值差異在扣除稅項後直接於權益確認。公允價值由獨立估值師戴德梁行有限公司釐定。
- (ii) 本集團擁有的所有樓宇均位於中國。
- (iii) 於二零零六年十二月三十一日，本集團已抵押帳面總值人民幣96,233,000元(二零零五年：人民幣91,019,000元)的樓宇作為本集團借貸的抵押品。

**20. LAND USE RIGHTS****20. 土地使用權**

		<b>2006 二零零六年 RMB'000 人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
<b>Cost</b>	<b>成本</b>		
Balance at beginning of year	年初結餘	<b>78,940</b>	80,122
Additions	增加	—	4,530
Transfer to investment properties (note 21)	轉撥至投資物業 (附註21)	—	(5,712)
Balance at end of year	年終結餘	<b>78,940</b>	78,940
<b>Amortization</b>	<b>攤銷</b>		
Balance at beginning of year	年初結餘	<b>3,173</b>	1,852
Amortization charge for the year	年內攤銷	<b>1,487</b>	1,417
Transfer to investment properties (note 21)	轉撥至投資物業 (附註21)	—	(96)
Balance at end of year	年終結餘	<b>4,660</b>	3,173
<b>Carrying amounts</b>	<b>帳面值</b>		
At end of year	年終	<b>74,280</b>	75,767

**20. LAND USE RIGHTS (Continued)**

Land use rights represent lease prepayments for acquiring rights to use land, which is all located in the PRC, for own use properties and investment properties under development.

As at 31 December 2006, land use rights with a total carrying value of RMB32,285,000 (2005: RMBnil) were pledged as collateral for the Group's borrowings.

**21. INVESTMENT PROPERTIES**

Balance at beginning of year	年初結餘	259,700	39,400
Cost capitalized	增加的成本	1,047	—
Transfer from investment properties under development (note 22)	轉撥自發展中投資物業(附註22)	—	109,706
Transfer from property, plant and equipment (note 19)	轉撥自物業、廠房及設備(附註19)	—	32,582
Transfer from land use rights (note 20)	轉撥自土地使用權(附註20)	—	5,616
Transfer from completed properties held for sale (note 24)	轉撥自己建成待售物業(附註24)	33,071	—
Fair value adjustments:	公允價值調整:	39,882	72,396
Including: transfer to income statement (note 10)	包括: 轉撥至利潤表(附註10)	39,882	41,752
transfer to equity directly	直接轉撥至權益	—	30,644
Balance at end of year	年終結餘	333,700	259,700

All the investment properties are rented out under operating leases.

**20. 土地使用權 (續)**

土地使用權指收購全部位於中國的土地使用權利的租賃預付款項，該等土地用作自用物業及發展中投資物業。

於二零零六年十二月三十一日，本集團已抵押帳面總值人民幣32,285,000元（二零零五年：人民幣零元）的土地使用權作為本集團借貸的抵押品。

**21. 投資物業**

	2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Balance at beginning of year	259,700	39,400
Cost capitalized	1,047	—
Transfer from investment properties under development (note 22)	—	109,706
Transfer from property, plant and equipment (note 19)	—	32,582
Transfer from land use rights (note 20)	—	5,616
Transfer from completed properties held for sale (note 24)	33,071	—
Fair value adjustments:	39,882	72,396
Including: transfer to income statement (note 10)	39,882	41,752
transfer to equity directly	—	30,644
Balance at end of year	333,700	259,700

所有投資物業均按經營租賃出租。

**21. INVESTMENT PROPERTIES (Continued)**

All the investment properties of the Group are stated at fair value at 31 December 2006. The fair values were arrived at based on valuations carried out by DTZ Debenham Tie Leung Limited. The valuations, which conform to the Valuation Standards (First Edition 2005) on Valuation of Properties published by Hong Kong Institute of Surveyors, have been determined by reference to comparable sales evidence and where appropriate, by capitalisation of net income. The revaluation gains or losses have been credited to the income statement of the respective year, or, in the case of revaluation gains arising on transfer of an item of property, plant and equipment to investment property following a change in use, to equity directly.

As at 31 December 2006, investment properties with a total carrying value of RMB197,700,000 (2005: RMB194,500,000) were pledged as collateral for the Group's borrowings.

**21. 投資物業 (續)**

本集團所有投資物業於二零零六年十二月三十一日均以公允價值入帳。公允價值乃根據戴德梁行有限公司進行的估值而釐定。該等估值根據香港測量師學會頒佈的物業估值標準(二零零五年第一版)進行,並參考比較銷售資料及(如適用)通過將收入淨額資本化而釐定。重估盈虧已計入各年的利潤表,倘因物業、廠房及設備項目在改變用途後轉撥至投資物業而產生重估收益,則直接計入權益。

於二零零六年十二月三十一日,本集團已抵押帳面總值人民幣197,700,000元(二零零五年:人民幣194,500,000元)的投資物業作為本集團借貸的抵押品。

**22. INVESTMENT PROPERTIES UNDER DEVELOPMENT****22. 發展中投資物業**

		<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
Balance at beginning of year	年初結餘	<b>35,250</b>	79,176
Cost capitalized	增加的成本	<b>5,657</b>	65,780
Transfer to investment property (note 21)	轉撥至投資物業 (附註21)	<b>—</b>	(109,706)
Balance at end of year	年終結餘	<b>40,907</b>	35,250

## 23. PROPERTIES UNDER DEVELOPMENT

## 23. 發展中物業

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Properties under development expected to be completed:	預期將於以下期間建成的發展中物業:		
— within twelve months	— 十二個月內	505,290	1,319,501
— beyond twelve months	— 十二個月後	758,434	966,068
		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Balance at beginning of year	年初結餘	2,285,569	1,825,342
Cost capitalized	增加的成本	355,071	1,189,081
Transfer to completed properties held for sale (note 24)	轉撥至已建成待售物業(附註24)	(1,376,916)	(711,532)
Transfer to property, plant and equipment (note 19)	轉撥至物業、廠房及設備(附註19)	—	(17,322)
Balance at end of year	年終結餘	1,263,724	2,285,569
Interest capitalization included in the above:	已計入上述項目的資本化利息:		
Balance at beginning of year	年初結餘	77,389	44,248
Cost capitalized (note 13)	增加的成本(附註13)	60,000	53,890
Transfer to completed properties held for sale	轉撥至已建成待售物業	(38,522)	(20,749)
Balance at end of year	年終結餘	98,867	77,389

The properties under development are located in the PRC.

發展中物業均位於中國。

The weighted average capitalization rate of borrowings is 6.02% for the year ended 31 December 2006 (2005: 5.50%).

截至二零零六年十二月三十一日止年度，借貸的加權平均資本化比率為6.02%（二零零五年：5.50%）。

As at 31 December 2006, properties under development of approximately RMB1,227,828,000 (2005: RMB1,783,726,000) were pledged as collateral for the Group's borrowings.

於二零零六年十二月三十一日，本集團已抵押價值約人民幣1,227,828,000元（二零零五年：人民幣1,783,726,000元）的發展中物業作為本集團借貸的抵押品。



## 24. COMPLETED PROPERTIES HELD FOR SALE

## 24. 已建成待售物業

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Balance at beginning of year	年初結餘	187,214	33,697
Transfer from properties under development (note 23)	轉撥自發展中物業 (附註23)	1,376,916	711,532
Transfer to cost of sales	轉撥至銷售成本	(1,143,526)	(558,015)
Transfer to investment properties (note 21)	轉撥至投資物業 (附註21)	(33,071)	—
Balance at end of year	年終結餘	387,533	187,214
Impairment loss provision included in the above:			
已計入上述項目的減值虧損撥備:			
Balance at beginning of year	年初結餘	(1,503)	(1,503)
Reversal upon sale of properties	出售物業時撥回	—	—
Balance at end of year	年終結餘	(1,503)	(1,503)

All completed properties held for sale are located in the PRC.

所有已建成待售物業均位於中國。

As at 31 December 2006, completed properties held for sale of approximately RMB255,035,000 (2005: RMB45,790,000) were pledged as collateral for the Group's borrowings.

於二零零六年十二月三十一日，本集團已抵押價值約人民幣255,035,000元（二零零五年：人民幣45,790,000元）的已建成待售物業作為本集團借貸的抵押品。

## 25. INTERESTS IN ASSOCIATES

## 25. 聯營公司權益

		Note 附註	2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Shanghai ZhongXin Asset Management Co., Ltd.	上海眾鑫資產經營有限公司	(a)	65,187	63,774
The Peninsula Shanghai Waitan Hotel Company Limited	上海外灘半島酒店有限公司	(b)	878,947	—
			944,134	63,774

## a) Shanghai ZhongXin Asset Management Co., Ltd.

## a) 上海眾鑫資產經營有限公司

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Cost of investment	投資成本	26,933	26,933
Goodwill on acquisition	收購產生的商譽	2,794	2,794
Share of post-acquisition profit	分佔收購後溢利	2,460	1,047
Loan	貸款	33,000	33,000
		65,187	63,774

In June 2005, the Group acquired 30% equity interest in Shanghai ZhongXin Asset Management Co., Ltd. ("Shanghai ZhongXin" 上海眾鑫資產經營有限公司), which was incorporated in the PRC on 6 December 1994. The issued and paid up capital of Shanghai ZhongXin amounted to RMB50,000,000. Its principal activity is property development, sales and leasing.

The fair value of the net identifiable assets of Shanghai ZhongXin at the date of acquisition was determined to be RMB89,775,000. The Group's attributable share at RMB26,933,000 represents its 30% equity interest in Shanghai ZhongXin. The cost of acquisition was RMB29,727,000 which was satisfied in cash.

Loan to Shanghai ZhongXin of RMB33,000,000 represents the Group's proportional share of a shareholders' loan, which is unsecured, interest free and has no fixed terms of repayment.

二零零五年六月，本公司收購於一九九四年十二月六日在中國註冊成立的上海眾鑫資產經營有限公司（「上海眾鑫」）30%股權。上海眾鑫的已發行及繳足股本為人民幣50,000,000元，其主要業務為物業發展、銷售及租賃。

上海眾鑫於收購日期的可識別資產公允價值釐定為人民幣89,775,000元。本集團應佔的人民幣26,933,000元指所持有的上海眾鑫30%股權。收購成本人民幣29,727,000元以現金支付。

向上海眾鑫提供的貸款人民幣33,000,000元（即本集團所佔股東貸款部份）為無抵押、免息及無固定還款期。

## 25. INTERESTS IN ASSOCIATES (Continued)

## b) The Peninsula Shanghai Waitan Hotel Company Limited

## 25. 聯營公司權益 (續)

## b) 上海外灘半島酒店有限公司

		At 31 December 2006 於二零零六年 十二月三十日 RMB'000 人民幣千元
Cost of investment upon acquisition (note 6)	於收購時的投資成本 (附註6)	867,013
Additional investment in paid-in-capital	增加實繳股本之投資	13,665
Share of post-acquisition loss	分佔收購後虧損	(1,731)
		<b>878,947</b>

The Peninsula Shanghai Waitan Hotel Company Limited ("Peninsula Waitan") (note 43(a)) is 50% indirectly owned by Delta Link, and is engaged in development, operation and management of The Peninsula Shanghai Waitan Hotel.

上海外灘半島酒店有限公司(「外灘半島」)(附註43(a))由Delta Link間接擁有50%股權,並從事開發、經營及管理上海外灘半島酒店。

On 7 November 2006, Delta Link invested an additional amount of US\$1,750,000 (equivalent to RMB13,665,000) to Peninsula Waitan.

於二零零六年十一月七日, Delta Link向外灘半島增加投資1,750,000美元(相等於人民幣13,665,000元)。

## 25. INTERESTS IN ASSOCIATES (Continued)

## c) Summary financial information on associates — 100 per cent:

31 December 2005

In RMB'000 人民幣千元	Assets 資產	Liabilities 負債		Equity 權益	Revenue 收益	Profit 溢利
		Other liabilities 其他負債	Shareholders' loans 股東貸款			
Shanghai ZhongXin 上海眾鑫	341,872	129,423	110,000	102,449	26,964	3,463

31 December 2006

In RMB'000 人民幣千元	Assets 資產	Liabilities 負債		Equity 權益	Revenue 收益	Profit 溢利
		Other liabilities 其他負債	Shareholders' loans 股東貸款			
Shanghai ZhongXin 上海眾鑫	420,465	203,305	110,000	107,160	19,315	4,711
Peninsula Waitan 外灘半島	2,230,235	471,566	343,582	1,415,087	—	1,902

The summary of financial information on associates presented above is based on the fair value of the net identifiable assets acquired at the date of acquisition.

上文所呈列的聯營公司的財務資料概要乃根據於收購日期購入的可識別資產淨額的公允價值編製。

## 26. INVESTMENTS IN SUBSIDIARIES — COMPANY

## 26. 子公司權益 — 本公司

		2006 二零零六年 RMB'000 人民幣千元
Unlisted shares, at cost	非上市股份·按成本	1,465,222
Cumulative fair value of share options granted to employees of subsidiaries	授予子公司僱員的購股權的累積公允價值	4,905
		1,470,127

## 26. INVESTMENTS IN SUBSIDIARIES — COMPANY (Continued)

## 26. 子公司權益 — 本公司 (續)

Name of company 公司名稱	Place and date of incorporation 註冊成立地點 及日期	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Registered capital 註冊資本	Principal activities 主要業務
		Direct 直接 %	Indirect 間接 %		
SPG Investment Ltd.	British Virgin Islands, 2 March 2004 英屬處女群島, 二零零四年三月二日	100%	—	US\$1 1美元	Investment holding 投資控股
Delta Link Holdings Limited	British Virgin Islands, 6 May 2004 英屬處女群島, 二零零四年五月六日	100%	—	US\$100 100美元	Investment holding 投資控股
Shanghai Cambridge (Group) Co., Ltd. 上海康橋半島(集團)有限公司	the PRC, 25 August 1998 中國, 一九九八年八月二十五日	—	98.24%	US\$67,670,000 67,670,000美元	Property development, sales and lease 房地產開發、銷售 及租賃
Shanghai Oriental Cambridge Property Development Co., Ltd. 上海東方康橋房地產發展有限公司	the PRC, 26 September 2002 中國, 二零零二年九月二十六日	—	99.05%	RMB84,130,000 人民幣84,130,000元	Property development, sales and lease 房地產開發、銷售 及租賃
Shanghai Shikang Property Consulting Co., Ltd. 上海世康房地產諮詢有限公司	the PRC, 7 January 2003 中國, 二零零三年一月七日	—	71.43%	US\$140,000 140,000美元	Property agency and consulting 物業代理及諮詢
Huangshan Taiping Lake Resort Hotel Development Co., Ltd. 黃山太平湖度假酒店發展有限公司	the PRC, 7 January 2004 中國, 二零零四年一月七日	—	100%	RMB60,000,000 人民幣60,000,000元	Hotel development and operation 酒店開發及經營
Huangshan Cambridge Property Development Co., Ltd. 黃山康橋半島房地產發展有限公司	the PRC, 22 July 2004 中國, 二零零四年七月二十二日	—	100%	RMB50,000,000 人民幣50,000,000元	Property development, sales and lease 房地產開發、銷售 及租賃

## 26. INVESTMENTS IN SUBSIDIARIES — COMPANY (Continued)

## 26. 子公司權益 — 本公司(續)

Name of company 公司名稱	Place and date of incorporation 註冊成立地點 及日期	Percentage of equity attributable to the Company Direct Indirect 貴公司應佔權益 百分比		Registered capital 註冊資本	Principal activities 主要業務
		Direct 直接 %	Indirect 間接 %		
Shanghai Zhujia Cambridge Property Development Co., Ltd. 上海珠佳康橋半島房地產發展有限公司	the PRC, 24 September 2003 中國· 二零零三年九月二十四日	—	98.73%	RMB140,000,000 人民幣140,000,000元	Property development and sales 房地產開發及銷售
Shanghai New Independence House Property Management Co., Ltd. 上海新獨院物業管理有限公司	the PRC, 17 January 2001 中國· 二零零一年一月十七日	—	88.42%	RMB5,000,000 人民幣5,000,000元	Property management services 物業管理服務
Shanghai Cambridge Country Club Co., Ltd 上海康橋半島鄉村俱樂部有限公司	the PRC, 22 November 2001 中國· 二零零一年十一月二十二日	—	97.26%	RMB5,000,000 人民幣5,000,000元	Clubhouse operation 會所營運
Shanghai SPG Land Property Development Co., Ltd. (formerly Shanghai Changning Cambridge Property Development Co., Ltd.) 上海盛高置地房地產發展有限公司 (原上海長寧康橋半島房地產發展有限公司)	the PRC, 14 August 2002 中國· 二零零二年八月十四日	—	98.14%	RMB10,000,000 人民幣10,000,000元	Property development, lease and management 房地產開發、租賃 及管理
Shanghai Sipo Education Development Co., Ltd. ("Sipo Education") 上海思博教育發展有限公司(「思博教育」)	the PRC, 9 October 2001 中國· 二零零一年十月九日	—	65.96%	RMB70,000,000 人民幣70,000,000元	Investment holding 投資控股
Shanghai Sipo Polytechnic 上海思博技術學院	the PRC, 15 April 2003 中國· 二零零三年四月十五日	—	65.96%	RMB5,000,000 人民幣5,000,000元	College education 專科教育
Shanghai Sipo Vocational Technical Training Centre 上海思博職業技術培訓中心	the PRC, 14 October 2003 中國· 二零零三年十月十四日	—	65.96%	RMB200,000 人民幣200,000元	Technical training and technology consultancy 技術培訓及科技諮詢

## 26. INVESTMENTS IN SUBSIDIARIES — COMPANY (Continued)

## 26. 子公司權益 — 本公司 (續)

Name of company 公司名稱	Place and date of incorporation 註冊成立地點 及日期	Percentage of equity attributable to the Company 貴公司應佔權益 百分比		Registered capital 註冊資本	Principal activities 主要業務
		Direct 直接 %	Indirect 間接 %		
Shanghai Lishui Greenary Ecology Engineering Co., Ltd. 上海麗水生態綠化工程有限公司	the PRC, 7 November 2003 中國· 二零零三年十一月七日	—	50.35%	RMB5,000,000 人民幣5,000,000元	Landscape construction project 園藝項目
Shanghai Zhuxi Investment Enterprise Co., Ltd. 上海珠溪實業投資有限公司	the PRC, 2 December 2003 中國· 二零零三年十二月二日	—	98.67%	RMB30,000,000 人民幣30,000,000元	Industry investment, management and business consulting 實業投資、管理及商務諮詢
Shanghai Cambridge Construction Consulting Co., Ltd. 上海康橋半島建築諮詢有限公司	the PRC, 29 April 2004 中國· 二零零四年四月二十九日	—	98.67%	RMB500,000 人民幣500,000元	Project management, consulting and services 物業管理、諮詢及服務
SPG Hotel Ltd.	British Virgin Islands, 2 March 2004 英屬處女群島· 二零零四年三月二日	—	100%	US\$1 1美元	Investment holding 投資控股
Shanghai SPG Hotel Development Co., Ltd. 上海盛高置地酒店發展有限公司	the PRC, 1 December 2006 中國· 二零零六年十二月一日	—	98.77%	RMB75,000,000 人民幣75,000,000元	Property development, sales and lease 房地產開發、銷售及租賃
Kunming SPG Land Property Development Co., Ltd. 昆明盛高置地房地產發展有限公司	the PRC, 9 November 2006 中國· 二零零六年十一月九日	—	98.42%	RMB100,000,000 人民幣100,000,000元	Property development, sales and lease 房地產開發、銷售及租賃

All of these entities are controlled subsidiaries as defined under note 3(a)(i) and have been consolidated into the consolidated financial statements.

所有該等實體均為附註3(a)(i)所界定的受控制子公司及已合併計入綜合財務報表。

## 27. INVENTORIES

## 27. 存貨

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Merchandise	商品	2,108	1,657

Inventories were mainly purchased from external parties and are stated at the lower of cost and net realisable value.

存貨主要購自外界人士，按成本及可變現淨值的較低者入帳。

## 28. INVESTMENTS

## 28. 投資

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Equity securities held for trading	持作交易目的權益證券	3,319	6,386

## 29. TRADE AND OTHER RECEIVABLES

## 29. 應收賬款及其他應收款

		Group 本集團		Company 本公司
		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元	2006 二零零六年 RMB'000 人民幣千元
Receivables due from related parties:	應收關連人士款項：			
— Chairman of the board (note 43(c))	— 董事會主席 (附註43(c))	—	13,961	—
— Subsidiaries	— 子公司	—	—	80,376
— Other related parties (note 43(c))	— 其他關連人士 (附註43(c))	18,636	4,013	—
		18,636	17,974	80,376
Trade receivables due from third parties	應收第三方的貿易 應收款	2,373	2,763	—
Advance payments to contractors	預付承建商款項	4,542	58,309	190
Deposits for acquisition of land use rights	收購土地使用權 的訂金	498,853	48,000	—
Non-trade receivables	其他應收款	93,104	143,887	710
Tax prepayments	預繳稅款	30,393	87,854	—
Total	合計	647,901	358,787	81,276



**29. TRADE AND OTHER RECEIVABLES (Continued)**

The receivables due from related parties are unsecured, non-interest bearing and repayable on demand.

Non-trade receivable balances, including deposits and advances to third parties, are expected to be settled or recovered within one year.

Tax prepayments mainly represent prepayment of business tax during the pre-sale stage of certain properties under development.

The ageing analysis of trade receivables at each balance sheet date is as follows:

		<b>Group 本集團</b>	
		<b>2006 二零零六年 RMB'000 人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
Within 90 days	90日內	<b>1,141</b>	1,810
Over 90 days and within 180 days	90日至180日	—	120
Over 180 days and within 365 days	180日至365日	<b>399</b>	833
Over 365 days	365日以上	<b>833</b>	—
		<b>2,373</b>	2,763

**30. RESTRICTED CASH**

Pursuant to relevant regulations, certain subsidiaries of the Group which engage in property development have restrictions on their ability to draw cash from specified bank loan accounts for uses other than the purchase of construction materials and payment of development costs relating to the relevant property projects. As at 31 December 2006, the bank account balances subject to these restrictions amounted to RMB158,521,000 (2005: RMB55,083,000) respectively.

Furthermore, as at 31 December 2006, cash at bank of the Company of RMB683,196,000 was security for short-term loans of certain of its subsidiaries.

**29. 應收帳款及其他應收款 (續)**

應收關連人士款項為無抵押、免息及須於要求時償還。

其他應收款項結餘(包括訂金及預付第三方的款項)預期於一年內清還或收回。

預繳稅款主要指因預付若干發展中物業而預繳的營業稅。

應收帳款於各結算日的帳齡分析如下:

**30. 受限制現金**

根據有關規例，本集團若干從物業發展的子公司自指定銀行貸款戶口提取現金作為購買建築材料及支付有關物業項目發展成本以外的用途，須受到限制。於二零零六年十二月三十一日，須遵守該等限制的銀行戶口結餘為人民幣158,521,000元。(二零零五年：人民幣55,083,000元。)

此外，於二零零六年十二月三十一日，本公司銀行存款人民幣683,196,000元為其若干子公司獲取短期貸款的抵押。

**31. CASH AND CASH EQUIVALENTS**

An analysis of the balance of cash and cash equivalents is set out below:

		<b>Group</b> <b>本集團</b>		<b>Company</b> <b>本公司</b>
		<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元	<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>
Cash at bank and cash in hand	銀行存款及現金	<b>1,660,691</b>	107,817	<b>979,049</b>
Less: restricted cash (note 30)	減：受限制現金 (附註30)	<b>(841,717)</b>	(55,083)	<b>(683,196)</b>
		<b>818,974</b>	52,734	<b>295,853</b>

Cash at bank and cash in hand are denominated in:

		以下列貨幣結算的銀行存款及現金：		
RMB	人民幣	<b>598,713</b>	107,650	—
US\$	美元	<b>202</b>	162	—
AU\$	澳元	<b>7</b>	—	—
HK\$	港元	<b>1,061,769</b>	5	<b>979,049</b>
		<b>1,660,691</b>	107,817	<b>979,049</b>

RMB is not a freely convertible currency and the remittance of funds out of the PRC is subject to the exchange restrictions imposed by the PRC government.

人民幣並非自由兌換貨幣，從中國匯出人民幣須遵守中國政府制訂的匯兌限制。

**32. TAX PAYABLE/DEFERRED TAX ASSETS/(LIABILITIES)**

(i) **Current taxation in the consolidated balance sheets represents:**

		<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
Balance brought forward	承前結餘	<b>386</b>	83,712
Provision for income tax for the year	年內的所得稅撥備	<b>16,280</b>	48,306
Income tax paid	已付所得稅	<b>(6,167)</b>	(131,632)
Balance carried forward	結餘結轉	<b>10,499</b>	386

**31. 現金及現金等價物**

現金及現金等價物的結餘分析如下：

		<b>Group</b> <b>本集團</b>		<b>Company</b> <b>本公司</b>
		<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元	<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>
Cash at bank and cash in hand	銀行存款及現金	<b>1,660,691</b>	107,817	<b>979,049</b>
Less: restricted cash (note 30)	減：受限制現金 (附註30)	<b>(841,717)</b>	(55,083)	<b>(683,196)</b>
		<b>818,974</b>	52,734	<b>295,853</b>

以下列貨幣結算的銀行存款及現金：

		以下列貨幣結算的銀行存款及現金：		
RMB	人民幣	<b>598,713</b>	107,650	—
US\$	美元	<b>202</b>	162	—
AU\$	澳元	<b>7</b>	—	—
HK\$	港元	<b>1,061,769</b>	5	<b>979,049</b>
		<b>1,660,691</b>	107,817	<b>979,049</b>

**32. 應付所得稅／遞延稅項資產（負債）**

(i) **綜合資產負債表的本期所得稅指：**

**32. TAX PAYABLE/DEFERRED TAX ASSETS/(LIABILITIES)***(Continued)***(ii) Deferred tax assets recognised:**

The components of deferred tax assets recognised in the consolidated balance sheets and the movements during the year ended 31 December 2006 are as follows:

**32. 應付所得稅／遞延稅項資產（負債）（續）****(ii) 已確認遞延稅項資產：**

已在綜合資產負債表確認的遞延稅項資產部份及於截至二零零六年十二月三十一日止年度期間的變動如下：

		Temporary difference on revenue recognition and related cost of sales 收益確認及 有關銷售 成本的暫時差異 RMB'000 人民幣千元	Temporary difference on recognition of expenses 確認費用的 暫時差異 RMB'000 人民幣千元	Tax losses 稅務虧損 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2005	二零零五年一月一日	147,257	20,550	2,390	170,197
Additions	增加	22,990	11,916	3,020	37,926
Credited/(charged) to consolidated income statements	計入／(扣除自)綜合利潤表	(81,916)	—	—	(81,916)
At 31 December 2005	二零零五年十二月三十一日	88,331	32,466	5,410	126,207
Additions	增加	13,044	6,664	15,360	35,068
Credited/(charged) to consolidated income statements	計入／(扣除自)綜合利潤表	(87,766)	(9,361)	—	(97,127)
At 31 December 2006	二零零六年十二月三十一日	13,609	29,769	20,770	64,148

**32. TAX PAYABLE/DEFERRED TAX ASSETS/(LIABILITIES)***(Continued)***(ii) Deferred tax assets recognised: (Continued)**

As at 31 December 2006, the Group had unused tax losses of RMB112,773,000 (2005: RMB55,043,000) available to offset against future profits. Deferred tax assets have been recognised in respect of tax losses amounting to RMB62,935,000 at a tax rate of 33% as at 31 December 2006 (2005: RMB16,392,000). No deferred tax assets have been recognised in respect of the remaining tax losses of RMB49,838,000 due to the unpredictability of future taxable profit streams of the legal entities concerned as at 31 December 2006 (2005: RMB38,651,000). The unrecognised tax losses for the year ended 31 December 2006 will expire in the following years ending 31 December:

		<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
2008	二零零八年	<b>9,720</b>	9,720
2009	二零零九年	<b>11,023</b>	11,023
2010	二零一零年	<b>17,908</b>	17,908
2011	二零一一年	<b>11,187</b>	—
		<b>49,838</b>	38,651

**(iii) Deferred tax liabilities recognised**

The components of deferred tax liabilities recognised in the consolidated balance sheets and the movements during the year ended 31 December 2006 are as follows:

		<b>Revaluation of investment properties 投資物業重估</b> <b>RMB'000</b> <b>人民幣千元</b>
At 1 January 2005	二零零五年一月一日	<b>609</b>
Charged to consolidated income statements	在綜合利潤表扣除	<b>7,785</b>
Charged directly to equity	直接在權益扣除	<b>4,597</b>
At 31 December 2005	二零零五年十二月三十一日	<b>12,991</b>
Charged to consolidated income statements	在綜合利潤表扣除	<b>11,054</b>
At 31 December 2006	二零零六年十二月三十一日	<b>24,045</b>

**32. 應付所得稅／遞延稅項資產(負債)(續)****(ii) 已確認遞延稅項資產：(續)**

於二零零六年十二月三十一日，本集團可用來抵消未來溢利的未動用稅務虧損為人民幣112,773,000元(二零零五年：人民幣55,043,000元)。於二零零六年十二月三十一日，就稅務虧損按33%稅率確認的遞延稅項資產為人民幣62,935,000元(二零零五年：人民幣16,392,000元)。由於不能有確定的應課稅溢利來抵消稅務虧損，因此於二零零六年十二月三十一日並未就其餘稅務虧損人民幣49,838,000元(二零零五年：人民幣38,651,000元)確認遞延稅項資產。於截至二零零六年十二月三十一日止年度的未確認稅務虧損將於以下截至十二月三十一日止年度屆滿：

**(iii) 已確認遞延稅項負債：**

已在綜合資產負債表確認的遞延稅項負債部份及於截至二零零六年十二月三十一日止年度期間的變動如下：

## 33. INTEREST-BEARING LOANS

## 33. 計息貸款

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
<b>Current</b>	<b>短期</b>		
Secured bank loans	有抵押銀行貸款	635,000	—
Unsecured bank loans	無抵押銀行貸款	10,000	15,000
Current portion of non-current secured bank loans	有抵押銀行長期貸款的一年內到期的部份	466,390	712,339
		<b>1,111,390</b>	727,339
<b>Non-current</b>	<b>長期</b>		
Secured bank loans	有抵押銀行貸款	1,255,860	1,109,339
Less: current portion of non-current secured loans	減：有抵押銀行長期貸款的一年內到期的部份	(466,390)	(712,339)
		<b>789,470</b>	397,000

The secured bank loans as at 31 December 2006 were secured by the Group's properties and land use rights with carrying amount of RMB1,809,081,000 (2005: RMB2,115,035,000) (notes 19, 20, 21, 23 and 24).

於二零零六年十二月三十一日的有抵押銀行貸款以本集團帳面值為人民幣1,809,081,000元(二零零五年:人民幣2,115,035,000元)的物業及土地使用權作為抵押(附註19、20、21、23及24)。

The Group's non-current bank loans were repayable as follows:

本集團的長期銀行貸款須於以下期間償還:

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Within 1 year	一年內	466,390	712,339
Over 1 year but less than 2 years	一至兩年	351,000	243,000
Over 2 years but less than 5 years	二至五年	438,470	10,000
Over 5 years	五年以上	—	144,000
		<b>1,255,860</b>	1,109,339

**33. INTEREST-BEARING LOANS** (Continued)

The effective interest rates of the year ended 31 December 2006 were as follows:

		<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
Bank loans	銀行貸款	<b>6.02%</b>	5.50%

The carrying amounts of current and non-current bank loans approximate their fair value.

**33. 計息貸款** (續)

於截至二零零六年十二月三十一日止年度的實際利率如下：

		<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
Bank loans	銀行貸款	<b>6.02%</b>	5.50%

短期及長期銀行貸款的賬面值與公允價值相近。

## 34. TRADE AND OTHER PAYABLES

## 34. 應付帳款及其他應付款

		Group 本集團		Company 本公司
		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元	2006 二零零六年 RMB'000 人民幣千元
Payables due to related parties:	應付關連人士款項：			
Trade related (note 43(c))	關連人士賬款 (附註 43(c))	16,839	22,551	—
Non-trade related:	其他應付款：			
— Dividends payable (note 43(c))	— 應付股息 (附註 43(c))	9,173	168	—
— Subsidiaries	— 子公司	—	—	12,110
— Other related parties (note 43(c))	— 其他關連人士 (附註 43(c))	11,101	16,050	—
		37,113	38,769	12,110
Trade payables	應付賬款	288,185	741,236	—
Advances from customers	預收客戶款項	366,424	1,356,608	—
Other taxes payable	其他應付稅項	183,370	166,292	—
Non-trade payables and accrued expenses	其他應付款和預提費用	148,369	60,765	14,905
Total	合計	1,023,461	2,363,670	27,015

The payables due to related parties are unsecured, non-interest bearing and repayable on demand.

應付關連人士款項為無抵押、免息及須於要求時償還。

The ageing analysis of trade payables at each balance sheet date is as follows:

應付帳款於各結算日的帳齡分析如下：

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Within 90 days	90日內	247,620	156,447
Over 90 days and within 180 days	超過90日至180日	19,222	107,708
Over 180 days and within 365 days	超過180日至365日	26,623	365,173
Over 365 days and within 3 years	超過365日至3年內	11,559	134,459
		305,024	763,787

**34. TRADE AND OTHER PAYABLES (Continued)**

Other taxes payable include provisions for land appreciation tax totalling RMB175,435,000 as at 31 December 2006 (2005: RMB164,653,000).

PRC land appreciation tax is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including amortisation of land use rights, borrowing costs and all property development expenditures.

The subsidiaries of the Group engaging in property development business in the PRC are subject to land appreciation taxes, which have been included in the cost of sales. However, the implementation of these taxes varies amongst various districts and the Group has not finalised its land appreciation tax returns with various tax authorities. Accordingly, significant judgement is required in determining the amount of land appreciation and its related taxes. The ultimate tax determination is uncertain during the ordinary course of business. The Group recognises these liabilities based on management's best estimates. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the cost of sales and provisions of land appreciation taxes in the period in which such determination is made.

**35. SHARE CAPITAL**

Authorised: 法定：  
Ordinary shares of HK\$0.1 each 每股面值0.1港元的普通股

**34. 應付款及其他應付款（續）**

於二零零六年十二月三十一日，其他應付稅項包括土地增值稅撥備合共人民幣175,435,000元（二零零五年：人民幣164,653,000元）。

中國土地增值稅乃就土地價值的增值數額（即出售物業所得款項減包括土地使用權攤銷、借貸成本及所有物業發展開支在內的可扣減開支）按介乎30%至60%不等的遞增稅率徵收。

本集團在中國從事物業發展業務的子公司均須繳納土地增值稅，其已列入銷售成本。然而，在不同地區，該等稅項的實施各有差異，且本集團尚未與不同稅務機關最終清算確認其土地增值稅。因此，在釐定土地增值金額及其相關稅項時須作出重大判斷。於日常業務過程中最終釐定的稅項是不確定的。本集團按照管理層的最佳估計確認該等負債。倘該等事項的最終稅額與最初記錄的金額不同，則該差額將會影響作出有關決定期間的銷售成本及土地增值稅撥備。

**35. 股本**

At 31 December 2006  
於二零零六年十二月三十一日  
The group and the Company  
本集團和本公司

No. of shares 股份數目	Amount 金額 HK\$'000 千港元
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10,000,000,000	1,000,000
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## 35. SHARE CAPITAL (Continued)

## 35. 股本 (續)

		At 31 December 2006 於二零零六年十二月三十一日 The group and the Company 本集團和本公司	
		No. of shares 股份數目	Amount 金額 RMB'000 人民幣千元
Ordinary shares, issued and fully paid:	普通股·已發行和繳足:		
At 13 April 2006 (note (i))	二零零六年四月十三日(附註(i))	1	1
Issuance of ordinary shares upon the Reorganisation (note (ii))	於重組時發行普通股(附註(ii))	1,210,146	123
Capitalisation issue (note (iii))	資本化發行(附註(iii))	748,789,853	76,317
Issuance of ordinary shares for placing and public offering (note (iv))	就配售及公開發售發行普通股(附註(iv))	287,500,000	29,130
At 31 December	十二月三十一日	1,037,500,000	105,571

(i) The Company was incorporated on 13 April 2006 with an authorised share capital of HK\$400,000 divided into 4,000,000 shares of HK\$0.1 each. On 13 April 2006, one subscriber's share of HK\$0.1 in the Company was allocated and issued nil-paid to Starwaly Properties (Group) Pty Ltd. ("SPG"), the ultimate holding company.

(ii) On 30 June 2006, the Company issued 797,699 ordinary shares at par to SPG in consideration of acquiring the equity interests of the subsidiaries of the Company from SPG.

On 30 June 2006, the Company issued 202,300 ordinary shares to purchase 49% equity interest in the issued capital of Delta Link. On 19 September 2006, the Company acquired the remaining 51% equity interest in Delta Link, which was satisfied by the issue of 210,147 ordinary shares of the Company (note 6).

(i) 本公司於二零零六年四月十三日註冊成立·法定股本400,000港元·分為4,000,000股每股面值0.1港元股份。本公司於二零零六年四月十三日向最終控股公司Starwaly Properties (Group) Pty Ltd. (「SPG」) 配發及發行一股每股面值0.1港元的未繳股款認購人股份。

(ii) 於二零零六年六月三十日·本公司按面值向SPG發行797,699股普通股·作價為本公司向SPG收購子公司的股本權益的對價。

於二零零六年六月三十日·本公司發行202,300股普通股以收購Delta Link 已發行股本中49%股權。於二零零六年九月十九日·本公司收購Delta Link其餘51%股權·而收購則以發行本公司210,147股普通股的方式支付(附註6)。

**35. SHARE CAPITAL (Continued)**

- (iii) At an extraordinary general meeting of the Company held on 19 September 2006, the shareholders approved the increase in authorized share capital of the Company to 10,000,000,000 ordinary shares with a par value of HK\$0.1 each. On the same date, the shareholders also authorised the issue of 748,789,853 ordinary shares of HK\$0.1 each by way of capitalisation of HK\$74,878,985 (equivalent to RMB76,317,000) from the share premium account upon the listing of the Company's shares on the Main Board of the Stock Exchange.
- (iv) On 10 October 2006, 250,000,000 ordinary shares were issued and offered for subscription at a price of HK\$4.78 per share upon listing of the Company's ordinary shares on the Main Board of the Stock Exchange. On 17 October 2006, an additional 37,500,000 ordinary shares were issued and offered for subscription under the over-allotment option. The proceeds of HK\$28,750,000 (equivalent RMB29,130,000) representing the par value, were credited to the Company's share capital. The remaining proceeds of HK\$1,345,500,000 (equivalent to RMB1,363,261,000), before the share issue expenses of RMB70,247,000, were credited to the share premium account.
- (v) Share capital at 31 December 2005 represented the aggregate amount of paid-in capital of the companies comprising the Group, after elimination of investment in subsidiaries.

**35. 股本 (續)**

- (iii) 於二零零六年九月十九日舉行的本公司股東特別大會上，股東批准增加本公司法定股本至10,000,000,000股，每股面值0.1港元的普通股。同日，股東亦有條件批准於本公司在聯交所主板上市時將股份溢價74,878,985港元（相等於人民幣76,317,000元）撥充資本，發行748,789,853股每股面值0.1港元的普通股。
- (iv) 於二零零六年十月十日，於本公司普通股在聯交所主板上市時，本公司按每股4.78港元的價格發行及提呈認購250,000,000股普通股。於二零零六年十月十七日，本公司根據超額配授權，額外發行及提呈以供認購37,500,000股普通股。代表其面值的所得款項28,750,000港元（相等於人民幣29,130,000元）已計入本公司股本。其餘所得款項1,345,500,000港元（相等於人民幣1,363,261,000元）（扣除股份發行開支人民幣70,247,000元）已計入股份溢價賬。
- (v) 於二零零五年十二月三十一日的股本指抵銷於子公司的投資後，組成本集團各公司的實繳股本總額。

## 36. SHARE PREMIUM AND RESERVES

## (a) The Company

## 36. 股份溢價及儲備

## (a) 本公司

		Share premium	Contributed surplus	Capital reserves (undistributable) — employee share option 資本儲備 (不可分配) 一僱員購股權	Retained earnings	Total
		股份溢價	實繳盈餘	資本儲備 (不可分配) 一僱員購股權	保留溢利	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 36(b))	(note (i))	(note 38)		
		(附註 36(b))	(附註(i))	(附註 38)		
At 13 April 2006 (date of incorporation)	二零零六年 四月十三日 (註冊成立日)	—	—	—	—	—
Arising from the Reorganisation	因重組產生	—	308,439	—	—	308,439
Issue of shares for acquisition of subsidiary (note 6, 35)	因收購子公司發行股份 (附註 6, 35)	867,740	—	—	—	867,740
Capitalisation issue	資本化發行	(76,317)	—	—	—	(76,317)
Issue of new shares by global offering	以全球發售方式發行新股份	1,363,261	—	—	—	1,363,261
Placing and listing expenses	配售及上市支出	(70,247)	—	—	—	(70,247)
Equity settled share-based transactions	以股本結算股份支付的交易	—	—	10,916	—	10,916
Loss for the year	年度虧損	—	—	—	(5,926)	(5,926)
Balance at 31 December 2006	二零零六年十二月三十一日 的結餘	2,084,437	308,439	10,916	(5,926)	2,397,866

Note:

附註:

- (i) The excess of the consolidated net assets represented by the shares of the subsidiaries acquired over nominal value of the shares issued by the Company in exchange under the Reorganisation was transferred to the contributed surplus account in the Company's financial statements.

- (i) 所購入的綜合資產份額淨值高於本公司根據重組發行股份面額部份已轉撥至實繳盈餘。

**36. SHARE PREMIUM AND RESERVES (Continued)****(b) Share premium**

The application of the share premium account is governed by the Companies Law of the Cayman Islands. Under the Companies Law, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of the business.

**(c) Merger reserves**

The merger reserves represent the difference between Company's share of the nominal value of the paid-up capital of the subsidiaries acquired over the nominal value of the ordinary shares issued by the Company in exchange thereafter.

**(d) Revaluation reserve**

The revaluation reserve relates to property reclassified as investment property. For such reclassifications, the cumulative increase in the fair value of the property at the date of reclassification in excess of any previous impairment losses is included in the revaluation reserve.

**(e) PRC statutory reserves**

Transfers from retained earnings to PRC statutory reserves were made in accordance with the relevant PRC rules and regulations and the articles of association of the Company's subsidiaries incorporated in the PRC and were approved by the respective boards of directors. The statutory reserves consist of:

*(i) General reserve fund*

Transfers from retained earnings to the general reserve fund were made in accordance with the articles of association of the Company's subsidiaries and were approved by the respective boards of directors.

**36. 股份溢價及儲備（續）****(b) 股份溢價**

股份溢價帳的動用受開曼群島公司法所規管。根據公司法，本公司股份溢價帳的資金可分派予本公司股東，惟建議分派股息當日後，本公司必須有能力償還日常業務中的到期債務。

**(c) 合併儲備**

合併儲備指被收購子公司的股份面值與本公司發行並用以交換子公司的權益的普通股面值的差額。

**(d) 重估儲備**

重估儲備與重新分類為投資物業的物業有關。就該等重新分類而言，物業公允價值於重新分類日期的累計增幅超過過往減值虧損的數額計入重估儲備。

**(e) 中國法定儲備**

由保留溢利轉撥至中國法定儲備乃根據有關中國法例及規例與本公司在中國註冊成立子公司的章程細則進行，並獲各自董事會批准。法定儲備包括：

*(i) 法定盈餘公積金*

由保留溢利轉撥至法定盈餘公積金乃根據本公司子公司的章程細則進行，並獲各自董事會批准。

**36. SHARE PREMIUM AND RESERVES (Continued)****(e) PRC statutory reserves (Continued)****(i) General reserve fund (Continued)**

For the entity concerned, the general reserve fund can be used to cover previous years' losses, if any, and may be converted into capital in proportion to equity holders' existing equity holdings, provided that the balance after such conversion is not less than 25% of their registered capital.

**(ii) Enterprise expansion fund**

Transfers from retained earnings to the enterprise expansion fund were made in accordance with the articles of association of the Company's subsidiaries and were approved by the respective boards of directors.

For the entity concerned, the enterprise expansion fund can be used for business development purposes and for working capital purpose. This fund is non-distributable other than upon liquidation. Transfers to this fund must be made before distribution of dividends to the equity holders.

**(f) Translation reserve**

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 3(b).

**(g) Distributable reserve**

As at 31 December 2006, the aggregate amount of reserves available for distribution to equity shareholders of the Company was RMB2,386,950,000.

**36. 股份溢價及儲備 (續)****(e) 中國法定儲備 (續)****(i) 法定盈餘公積金 (續)**

就有關的公司而言，一般公積金可用作彌補上年度虧損(如有)，亦可按股權持有人現時的持股比例兌換為股本，惟兌換後結餘不得少於註冊資本的25%。

**(ii) 企業發展基金**

由保留溢利轉撥至企業發展基金乃根據本公司子公司的章程細則進行，並獲各自董事會批准。

就有關的公司而言，企業發展基金可用作業務發展及營運資金。除清盤外，該基金不可分派。向股權持有人分派股息後，方可將保留盈利轉撥至該基金。

**(f) 匯兌儲備**

匯兌儲備包括所有因換算境外業務的財務報表而產生的外匯差額。該項儲備乃根據附註3(b)所載的會計政策處理。

**(g) 可分派儲備**

於二零零六年十二月三十一日，可分派予本公司股東的儲備金總額為人民幣2,386,950,000元。

**37. EMPLOYEE RETIREMENT BENEFITS**

Pursuant to the relevant labour rules and regulations in the PRC, the Group participates in defined contribution retirement benefit schemes (the "Schemes") organised by the relevant local government authorities in Shanghai whereby the Group is required to make contributions to the Schemes at the rate of 22% of the eligible employees' salaries. The local government authorities are responsible for the entire pension obligations payable to retired employees.

The Group has no other obligation for the payment of pension benefits associated with those schemes and other post-retirement benefits beyond the annual contributions described above.

**38. SHARE-BASED PAYMENTS**

On 19 September 2006, the Company approved and adopted the Pre-IPO Share Option Scheme. The purpose of the Pre-IPO Share Option Scheme is to recognise the contribution of certain executives, employees and directors of the Group who are in full-time employment of the Group to the growth of the Group and/or to the listing of the Company's ordinary shares on the Stock Exchange by granting options to them as incentive or reward.

Options granted hereunder shall vest in the relevant option holder in tranches in the following manner:

- (i) 25% of the options vested on the date of grant at an option price representing 80% of the global offering price (HK\$4.78 per share) payable on the exercise of the options; and
- (ii) 25% of the options shall vest on each of the first, second and third anniversaries of the date of grant ("subsequent tranches") at an option price representing 90% of the global offering price payable on the exercise of the options.

**37. 僱員退休福利**

根據中國有關勞動法規，本集團參與由上海當地有關政府部門設立的界定供款退休福利計劃（「計劃」），本集團須按合資格僱員薪金的22%向計劃供款。當地政府部門負責向已退休僱員支付全部退休金。

除上述年度供款外，本集團並無其他有關該等計劃及其他退休後福利的退休金供款責任。

**38. 股份支付**

於二零零六年九月十九日，本公司批准並採納首次公開招股前購股權計劃。首次公開招股前購股權計劃旨在透過向本集團若干全職行政人員、僱員及董事授予購股權作為獎勵或回報，以確認彼等對本集團的發展及／或本公司普通股於聯交所上市所作的貢獻。

據此所授出的購股權將以列方式分批歸屬予相關購股權持有人：

- (i) 25%的購股權已於授出當日按購股權價格歸屬，而購股權價格相當於行使購股權時應付全球發售價（每股4.78港元）的80%；
- (ii) 25%的購股權將於授出當日起計滿一週年、兩週年及三週年當日分別按購股權價格歸屬（「其後各批」），而購股權價格相當於行使購股權時應付全球發售價的90%。

**38. SHARE-BASED PAYMENTS (Continued)**

No options may be exercised until after the expiry of twelve months after the date of vesting in accordance with the above (provided that options vested under (i) above shall not be exercisable within twelve months from the listing date on 10 October 2006).

The total number of shares subject to the Pre-IPO Share Option is 18,540,000 shares, out of which 7,500,000 shares and 11,040,000 shares were granted to key management and senior employees respectively.

All options are to be settled by physical delivery of shares.

**Fair value of shares involved in the options and assumptions**

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on the binomial model as required by IFRS 2. The contractual life of the option is used as an input into this model. Expectations of early exercise are incorporated into the model. The fair value of services received in return for share options granted is based on the fair value of share options granted, measured using a binomial lattice model, with following inputs:

Fair value at grant date	授予日的公允價值	HK\$41,515,107港元
Share price	股價	HK\$4.78港元
Exercise price	行使價	HK\$3.824港元 – HK\$4.302港元
Volatility	波幅	51.16% – 51.21%
Option term	購股權期限	3 – 5 years年
Expected dividend yield	預期股息率	0%
Risk-free interest rate (based on Hongkong Exchange Fund Notes Rate)	無風險利率 (以香港外匯基金票據利率為基準)	3.955% – 4.077%

**38. 股份支付 (續)**

根據上文，歸屬當日起計十二個月屆滿後方可行使購股權（惟根據上文(i)所歸屬的購股權將於二零零六年十月十日上市日期起計十二個月內不得行使）。

首次公開招股前購股權計劃所涉及的股份總數為18,540,000股，其中7,500,000股及11,040,000股已分別授予主要管理層人員及高級僱員。

所有購股權均透過實質交付股份結算。

**購股權所涉及股份的公允價值及假設**

為換取所授出的購股權而取得服務的公允價值乃參照所授出購股權的公允價值計量。所取得服務的公允價值估計乃根據國際財務報告準則第2號所規定的二項模式計量。購股權的合同年期乃用作該模式的計算數據。提早行使的預期乃計入該模式。為換取所授出的購股權而取得服務的公允價值乃根據所授出購股權的公允價值使用二項模式計量，同時考慮以下因素：

**38. SHARE-BASED PAYMENTS (Continued)****Fair value of shares involved in the options and assumptions (Continued)**

The expected volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information. Expected dividends are based on estimation of management. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

**39. FINANCIAL GUARANTEES**

The Group has arranged mortgage loan facilities for certain purchasers of property units and provided financial guarantees to secure obligations of such purchasers for repayments. The outstanding guarantees amounted to RMB145,405,000 as at 31 December 2006 (2005: RMB548,055,000). Such guarantees terminate upon the earlier of (i) issuance of the real estate ownership certificate which will generally be available within six months after the buyer takes possession of the relevant properties; and (ii) the satisfaction of the mortgaged loan by the buyer of properties.

In the opinion of directors of the Company, the fair values of the financial guarantee contracts of the Group are insignificant at initial recognition and the directors consider that the possibility of default by the parties involved is remote. Accordingly, no value has been recognised in the balance sheet as at 31 December 2006.

**38. 股份支付 (續)****購股權所涉及股份的公允價值及假設 (續)**

預期波幅以歷史波幅為基礎，並根據公開資料預期未來波幅會產生的任何變動而作出調整後得出。預期股息乃根據管理層的估計計算。主觀假設的變動可對公允價值估計產生重大影響。

購股權乃根據服務條件授出。在計量所獲服務於授出當日的公允價值時並無考慮該項條件。購股權的授出未附帶任何市場條件。

**39. 財務擔保**

本集團已就部份物業單位的買方的按揭貸款，對該等買方的還款責任提供財務擔保。於二零零六年十二月三十一日，已授出的擔保為人民幣145,405,000元（二零零五年：人民幣548,055,000元）。該等擔保於以下較早期間終止：(i)發出房地產所有權證書（一般在買方擁有有關物業後六個月內發出）時；及(ii)物業買方償還按揭貸款時。

本公司董事認為，本集團財務擔保合約於首次確認時的公允價值很低，而董事認為有關訂約方違約的機會極微。因此，並無於二零零六年十二月三十一日的資產負債表中確認任何價值。



#### 40. FINANCIAL INSTRUMENTS

Exposure to credit, interest rate and currency risks arises in the normal course of the Group's business.

##### (a) Credit risk

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. The Group had no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheets.

##### (b) Interest rate risk

The interest rates and term of repayment of bank loans of the Group are disclosed in note 33 above.

##### (c) Foreign currency risk

RMB is not freely convertible into foreign currencies. All foreign exchange transactions involving RMB must take place through the People's Bank of China or other institutions authorised to buy and sell foreign exchange. The exchange rates adopted for the foreign exchange transactions are the rates of exchange quoted by the People's Bank of China that are determined largely by supply and demand.

##### (d) Fair value

The carrying amounts of significant financial assets and liabilities approximate to their respective fair values as at 31 December 2006.

#### 40. 金融工具

本集團日常業務須面對信貸、利率及貨幣風險。

##### (a) 信貸風險

管理層已制訂信貸政策，並不斷監察信貸風險。本集團會對所有要求超過若干金額的信貸的客戶進行信貸評估。本集團並無重大集中的信貸風險。信貸風險以資產負債表各金融資產的帳面值為限。

##### (b) 利率風險

本集團銀行貸款的利率及還款期在上文附註33披露。

##### (c) 外幣風險

人民幣不可自由兌換為外幣。所有涉及人民幣的外匯交易須透過中國人民銀行或其他獲授權進行外匯買賣的機構進行。外匯交易採納的匯率乃中國人民銀行所報的匯率（主要按供求釐定）。

##### (d) 公允價值

於二零零六年十二月三十一日，主要金融資產及負債的帳面值與其各自的公允價值相若。

**40. FINANCIAL INSTRUMENTS (Continued)****(d) Fair value (Continued)**

The following methods and assumptions were used to estimate the fair value for each class of financial instruments:

- (i) *Cash and cash equivalents, restricted cash, trade and other receivables, trade and other payables*  
The carrying values approximate fair value because of the short maturities of these instruments.

- (ii) *Bank loans*  
The carrying amount of bank loans approximate their fair value based on the borrowing rate currently available for bank loans with similar terms and maturity.

**41. OPERATING LEASE COMMITMENTS****(i) Leases as lessee**

Non-cancellable operating lease rentals are payable as follows:

		<b>2006 二零零六年 RMB'000 人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
Less than one year	一年內	<b>5,345</b>	4,499
Between one and five years	一年至五年	<b>557</b>	4,161
Total	合計	<b>5,902</b>	8,660

The leases, in respect of office rental charges, run for a period within 5 years.

**40. 金融工具 (續)****(d) 公允價值 (續)**

估計各金融工具類別公允價值時採用以下方法及假設：

- (i) 現金及現金等價物、受限制現金、應收帳款及其他應收款項、應付帳款及其他應付款項  
由於該等工具均在短期內到期，故帳面值與公允價值相近。

- (ii) 銀行貸款  
根據現時可獲取且條款及到期日相若的銀行貸款的借貸利率，銀行貸款的帳面值與公允價值相近。

**41. 經營租賃承擔****(i) 作為承租人的租賃**

不可撤銷經營租賃須於以下期間支付的租金如下：

與辦公室租金開支有關的租賃在五年內屆滿。

**41. OPERATING LEASE COMMITMENTS (Continued)****(ii) Leases as lessor**

The Group leases out its properties, which include investment properties and completed properties held for sale leased out on a temporary basis, under operating leases. The future minimum lease payments under non-cancellable leases are as follows:

		<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
Less than one year	一年內	<b>33,656</b>	24,928
Between one and five years	一年至五年	<b>78,460</b>	68,767
More than five years	超過五年	<b>278,095</b>	229,987
<b>Total</b>	<b>合計</b>	<b>390,211</b>	323,682

For the year ended 31 December 2006, RMB18,402,000 (2005: RMB15,479,000) and RMB14,025,000 (2005: RMB2,115,000) were recognized as rental income in respect of investment properties and completed properties held for sale leased out on a temporary basis respectively in the income statement.

**41. 經營租賃承擔 (續)****(ii) 作為出租人的租賃**

本集團根據經營租賃出租物業，包括投資物業及暫時出租的已建成待售物業。根據不可撤銷租賃合同須於以下期間支付的日後最低租賃款項如下：

		<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
Less than one year	一年內	<b>33,656</b>	24,928
Between one and five years	一年至五年	<b>78,460</b>	68,767
More than five years	超過五年	<b>278,095</b>	229,987
<b>Total</b>	<b>合計</b>	<b>390,211</b>	323,682

截至二零零六年十二月三十一日止年度，已就投資物業和暫時出租的已建成待售物業在利潤表確認的租金收入分別為人民幣18,402,000元（二零零五年：人民幣15,479,000元）和人民幣14,025,000元（二零零五年：人民幣2,115,000元）。

**42. CAPITAL COMMITMENTS****42. 資本承擔**

		<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
Property development activities:	物業發展活動：		
— Contracted but not provided for	— 已訂約但未撥備	<b>818,708</b>	403,385
— Authorized but not contracted for	— 已授權但未訂約	<b>1,407,707</b>	1,818,415
<b>Total</b>	<b>合計</b>	<b>2,226,415</b>	2,221,800

**43. RELATED PARTY TRANSACTIONS**

Particulars of significant transactions between the Group and certain related parties in which a director or shareholder of the Company is in a position to exercise significant influence are as follows:

- (a) During the year ended 31 December 2006, transactions with the following parties are considered as related party transactions:

Name of party	Relationship
— Mr. WANG Weixian	The founding equity holder and Chairman of the Company; Controlling shareholder of the Company's ultimate holding company
— Mr. MAO Yongming	A minority equity holder of Shanghai New Independence House and director of various operating subsidiaries of the Company
— Starwaly Properties (Group) Pty Ltd. ("SPG")	The ultimate holding company
— Shanghai ZhongXin Asset Management Company Limited ("Shanghai ZhongXin")	An associate of the Company
— Shanghai Yunjie Real Estate Consultancy Company Limited ("Shanghai Yunjie")	Controlled by Mr. MAO Yongming
— Shenzhen Huibo Investment Development Company Limited ("Huibo")	A minority equity holder of Sipo Education
— The Peninsula Shanghai Waitan Hotel Company Limited ("Peninsula Waitan")	50% indirectly owned by Delta Link
— Shanghai Sendao Xinxing Men Chuang Co., Ltd ("Sendao")	Controlled by a close family member of Mr. WANG Weixian

**43. 關連人士交易**

本集團與若干關連人士(本公司董事或股東可對其行使重大影響者)的重大交易詳情如下:

- (a) 於截至二零零六年十二月三十一日止年度期間,與以下人士進行的交易視為關連人士交易:

有關人士名稱	關係
— 王偉賢先生	本公司創辦股權持有人兼主席; 本公司的最終控股公司的 控股股東
— 毛永明先生	上海新獨院少數股權持有人及本 公司多家子公司的董事
— Starwaly Properties (Group) Pty Ltd. ("SPG")	最終控股公司
— 上海眾鑫資產經營有限公司 ("上海眾鑫")	本公司的聯營公司
— 上海雲杰房地產諮詢有限公司 ("上海雲杰")	由毛永明先生控制
— 深圳市匯博投資發展有限公司 ("匯博")	思博教育的少數股權持有人
— 上海外灘半島酒店有限公司 ("外灘半島")	由Delta Link間接擁有50%
— 上海森島新型門窗有限公司 ("森島")	由王偉賢先生的近親控制

## 43. RELATED PARTY TRANSACTIONS (Continued)

## (b) Recurring transactions

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Construction cost:	建造成本:		
Sendao	森島	18,615	26,596
Sales commission expense:	銷售佣金開支:		
Shanghai Yunjie	上海雲杰	7,172	14,478
Sales of services:	服務銷售:		
Peninsula Waitan	外灘半島	6,908	-

Construction cost, sales commission expense and sale of services were charged based on the services rendered by the related parties to the Group and in accordance with the terms of the underlying agreements.

The directors of the Company are of the opinion that the above related party transactions were conducted on normal commercial terms and were priced with reference to prevailing market prices, and in the ordinary course of business.

## 43. 關連人士交易 (續)

## (b) 經常交易

建造成本、銷售佣金開支及提供服務收入根據關連人士向本集團提供的服務及有關協議條款收取。

本公司董事認為上述關連人士交易按一般商業條款在日常業務中進行，並參考當時市價釐定價格。

## 43. RELATED PARTY TRANSACTIONS (Continued)

## (c) Balance with related parties

As at the end of 2006, the Group had the following balances with related parties:

		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Trade balances due from related parties (note 29):	應收關連人士款項結餘 (附註29):		
Peninsula Waitan	外灘半島	6,908	—
Non-trade balances due from related parties (note 29):	應收關連人士其他應收款結餘(附註29):		
Mr. WANG Weixian and his close family members	王偉賢先生及其親屬	—	13,961
Mr. MAO Yongmin	毛永明先生	—	500
Peninsula Waitan	外灘半島	8,744	2,411
Shanghai Yunjie	上海雲杰	2,984	1,102
		<b>18,636</b>	17,974
Trade balances due to related parties (note 34):	應付關連人士款項結餘 (附註34):		
Sendao	森島	16,839	22,551
Non-trade balances due to related parties (note 34):	應付關連人士其他應付款結餘(附註34):		
SPG	SPG		
— dividends payable	— 應付股息	9,173	168
— other payables	— 其他應付款項	4,051	—
Shanghai Yunjie	上海雲杰	—	9,000
Huibo	匯博	7,050	7,050
		<b>37,113</b>	38,769

Amounts due from/to related parties are unsecured, interest-free and repayable on demand.

## 43. 關連人士交易(續)

## (c) 與關連人士的結餘

截至二零零六年底，本集團與關連人士有以下結餘：

應收／應付關連人士款項為無抵押、免息及須於要求時償還。

**43. RELATED PARTY TRANSACTIONS (Continued)****(d) Key management personnel remuneration**

Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in note 15 and certain of the highest paid to employees as disclosed in note 16, is as follows:

		<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
Salaries and other emoluments	工資及其他薪酬	<b>21,341</b>	5,107
Share-based payment	股份支付	<b>6,011</b>	—
		<b>27,352</b>	5,107

**44. SUBSEQUENT EVENT****(i) Dividend**

Pursuant to a resolution passed at the board of directors meeting held by the Company on 12 April 2007, it was resolved that no dividend was declared for the year ended 31 December 2006.

**(ii) Acquisition of land use rights**

On 27 March 2007, the Group acquired a parcel of land in Kunming through a listing-for-sale (掛牌) held by the Land Transaction Centre of the City of Kunming (昆明市土地交易中心) at a total consideration of RMB292 million. The land site occupies approximately 63,365 sq.m., which will offer an aggregate gross floor area of approximately 221,000 sq.m. for both residential and commercial development.

**43. 關連人士交易 (續)****(d) 關鍵管理人員薪酬**

關鍵管理人員薪酬，包括在附註15中披露的董事薪酬和在附註16中披露的最高薪酬管理人士的薪酬如下：

	<b>2006</b> <b>二零零六年</b> <b>RMB'000</b> <b>人民幣千元</b>	2005 二零零五年 RMB'000 人民幣千元
Salaries and other emoluments	<b>21,341</b>	5,107
Share-based payment	<b>6,011</b>	—
	<b>27,352</b>	5,107

**44. 結算日後事項****(i) 股息**

根據本集團於二零零七年四月十二日召開的董事會會議通過的決議案，本公司通過不會於截至二零零六年十二月三十一日的一年期間分派股息。

**(ii) 獲得土地使用權**

於二零零七年三月二十七日，本集團以總計人民幣292,000,000元獲得由昆明市土地交易中心掛牌交易的一塊（昆明市內）土地。佔地面積大約63,365平方米的地塊，將提供總計約221,000平方米的樓面面積，用於住宅和商業發展用途。