

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 1. GENERAL INFORMATION

The Company is a public listed company incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information to the annual report.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Group and all values are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

The Company's principal activity is investment holding and the principal activities of its principal subsidiaries and associates are set out in Notes 56 and 57 respectively.

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (the "HKFRSs")

In the current year, the Group has applied, for the first time, the following new standard, amendment and interpretations ("new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), which are effective for the Group's financial year beginning on 1st January, 2007.

HKAS 1 (Amendment)	Capital Disclosures <sup>1</sup>
HKFRS 7	Financial Instruments: Disclosures <sup>1</sup>
HK(IFRIC) – Int 7	Applying the Restatement Approach under HKAS 29 <i>Financial Reporting in Hyperinflationary Economies</i> <sup>2</sup>
HK(IFRIC) – Int 8	Scope of HKFRS 2 <sup>3</sup>
HK(IFRIC) – Int 9	Reassessment of Embedded Derivatives <sup>4</sup>
HK(IFRIC) – Int 10	Interim Financial Reporting and Impairment <sup>5</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st January, 2007

<sup>2</sup> Effective for annual periods beginning on or after 1st March, 2006

<sup>3</sup> Effective for annual periods beginning on or after 1st May, 2006

<sup>4</sup> Effective for annual periods beginning on or after 1st June, 2006

<sup>5</sup> Effective for annual periods beginning on or after 1st November, 2006

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 1. 一般資料

本公司為一間於百慕達註冊成立為受豁免有限公司之公眾上市公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及主要業務地點之地址載於本年報之公司資料中。

此綜合財務報表以港元呈列，港元亦為本集團之功能貨幣，且除另有說明外，所有價值均四捨五入至最接近之千位數（千港元）。

本公司之主要業務為投資控股，而其主要附屬公司及聯營公司之主要業務分別載於附註56及57。

### 2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團首次應用下列由香港會計師公會（「香港會計師公會」）頒布之新準則、修訂及詮釋（「新香港財務報告準則」），該等準則均於本集團於二零零七年一月一日開始之財政年度生效。

香港會計準則 第1號（修訂本）	股本披露 <sup>1</sup>
香港財務報告 準則第7號	金融工具：披露 <sup>1</sup>
香港（國際財務報告 詮釋委員會） — 詮釋第7號	根據香港會計準則第 29號惡性通貨膨脹 經濟體中之財務 報告採用重列法 <sup>2</sup>
香港（國際財務報告 詮釋委員會） — 詮釋第8號	香港財務報告準則 第2號之範圍 <sup>3</sup>
香港（國際財務報告 詮釋委員會） — 詮釋第9號	重新評估內含 衍生工具 <sup>4</sup>
香港（國際財務報告 詮釋委員會） — 詮釋第10號	中期財務報告 及減值 <sup>5</sup>

<sup>1</sup> 於二零零七年一月一日或之後開始之年度期間生效

<sup>2</sup> 於二零零六年三月一日或之後開始之年度期間生效

<sup>3</sup> 於二零零六年五月一日或之後開始之年度期間生效

<sup>4</sup> 於二零零六年六月一日或之後開始之年度期間生效

<sup>5</sup> 於二零零六年十一月一日或之後開始之年度期間生效

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (the "HKFRSs") (cont'd)

The adoption of the new HKFRSs has no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

The Group has applied the disclosure requirements under HKAS 1 (Amendment) and HKFRS 7 retrospectively. Certain information presented in prior year under the requirements of HKAS 32 has been removed and the relevant comparative information based on the requirements of HKAS 1 (Amendment) and HKFRS 7 has been presented for the first time in the current year.

The Group has not early applied the following new standard, amendment or interpretations that have been issued but are not yet effective. The Directors anticipate that the application of these new standard, amendment or interpretations will have no material impact on the results and the financial position of the Group.

HKAS 1 (Revised)	Presentation of Financial Statements <sup>1</sup>
HKAS 23 (Revised)	Borrowing Costs <sup>1</sup>
HKFRS 8	Operating Segments <sup>1</sup>
HK(IFRIC) - Int 11	HKFRS 2 – Group and Treasury Share Transactions <sup>2</sup>
HK(IFRIC) - Int 12	Service Concession Arrangements <sup>3</sup>
HK(IFRIC) - Int 13	Customer Loyalty Programmes <sup>4</sup>
HK(IFRIC) - Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st January, 2009<sup>2</sup> Effective for annual periods beginning on or after 1st March, 2007<sup>3</sup> Effective for annual periods beginning on or after 1st January, 2008<sup>4</sup> Effective for annual periods beginning on or after 1st July, 2008

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

應用該等新香港財務報告準則並無對本集團之本會計期間或過往會計期間業績及財務狀況之編製及呈報方式構成任何重大影響。故此無需作出過往期間之調整。

本集團已追溯採納香港會計準則第1號(修訂本)及香港財務報告準則第7號之披露規定。過往年度根據香港會計準則第32號規定呈列之若干資料已被移除，而基於香港會計準則第1號(修訂本)及香港財務報告準則第7號之相關可比較資料已首次於本年度呈列。

本集團並無提早應用下列已頒布但尚未生效之新訂、修訂及詮釋之財務報告準則。董事會預計應用該等新訂、修訂及詮釋之財務報告準則並未對本集團日後業績及財務狀況構成重大影響。

香港會計準則第1號 (經修訂)	財務報表呈列 <sup>1</sup>
香港會計準則第23號 (經修訂)	借貸成本 <sup>1</sup>
香港財務報告準則 第8號	經營分部 <sup>1</sup>
香港(國際財務報告詮釋 委員會)–詮釋第11號	香港財務報告準則 第2號–集團及 庫存股票交易 <sup>2</sup>
香港(國際財務報告詮釋 委員會)–詮釋第12號	服務特許權安排 <sup>3</sup>
香港(國際財務報告詮釋 委員會)–詮釋第13號	客戶忠誠計劃 <sup>4</sup>
香港(國際財務報告詮釋 委員會)–詮釋第14號	香港會計準則第19 號–界定福利資產 之限制，最低資金 要求及兩者之互動 關係 <sup>3</sup>

<sup>1</sup> 於二零零九年一月一日或之後開始之年度期間生效<sup>2</sup> 於二零零七年三月一日或之後開始之年度期間生效<sup>3</sup> 於二零零八年一月一日或之後開始之年度期間生效<sup>4</sup> 於二零零八年七月一日或之後開始之年度期間生效

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared in accordance with HKFRSs, which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA, and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

#### (a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

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

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group’s equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority’s share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority’s interest in the subsidiary’s equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 3. 主要會計政策概要

綜合財務報表乃根據歷史成本法編製，惟按公平值計算之若干物業及金融工具除外，有關之會計政策闡述如下：

綜合財務報表已根據香港會計師公會頒布之香港財務報告準則，包括所有適用之個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋，及香港公認會計原則而編製。此外，綜合財務報表亦包括聯交所證券上市規則（「上市規則」）及香港公司條例規定之適用披露事項。

#### (a) 綜合賬目基準

綜合財務報表包括本公司及其附屬公司之財務報告。

年內收購或出售之附屬公司之業績乃由實際收購日期起或至實際出售日期止計入綜合收益表中。

所有集團內公司間之交易、結餘、收入及費用在綜合賬目中均予以對銷。

綜合附屬公司淨資產內之少數股東權益與本集團之股本權益分開識別。淨資產內之少數股東權益包括在原業務合併日期之有關權益數額，以及自合併日期起計少數股東應佔之股權變動。適用於少數股東之虧損超出於在附屬公司股權之少數股東權益之數額，將分配與本集團之權益中，惟少數股東具約束力責任及有能力增加投資補足虧損者除外。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(b) Goodwill**

Goodwill arising on an acquisition of a subsidiary or an associate represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary or associate at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a subsidiary is presented separately in the balance sheet. Capitalised goodwill arising on an acquisition of an associate is included in the cost of the investment of the relevant associate.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of a subsidiary or an associate, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

**(c) Excess of the Group's interest in the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over cost ("discount on acquisitions")**

A discount on acquisition arising on an acquisition of a subsidiary or an associate represents the excess of the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the business combination. Discount on acquisition is recognised immediately in income statement. A discount on acquisition arising on an acquisition of an associate is included as income in the determination of the Group's share of results of the associate in which the investment is acquired.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要 (續)

**(b) 商譽**

收購附屬公司或聯營公司所產生之商譽指收購成本高於本集團於有關附屬公司或聯營公司在收購日期之可識別資產、負債及或然負債公平值所佔權益之款額。有關商譽會按成本減任何累計減值虧損列賬。

收購附屬公司所產生之已撥充資本商譽乃於資產負債表分開呈列。收購聯營公司所產生之已撥充資本商譽包括在投資有關該聯營公司成本中。

就減值測試而言，收購產生之商譽會分配至各預期可受惠於收購之協同效益之有關現金產生單位或多組現金產生單位。商譽所屬之現金產生單位會每年及於有跡象顯示與商譽有關之現金產生單位可能出現減值時進行減值測試。就財政年度內收購所產生之商譽而言，商譽所屬之現金產生單位會於該財政年度結束前進行減值測試。倘現金產生單位之可收回金額低於其賬面值，則折損會先分配以調減該單位任何商譽之賬面值，其後則按該單位內各項資產之賬面值之比例分配至該單位之其他資產。任何商譽之虧損會即時於綜合收益表中確認。商譽之虧損不會於其後期間撥回。

日後出售附屬公司而釐定出售盈虧時會計入已撥充資本之商譽所佔之金額。

**(c) 於被收購公司可識別資產、負債及或然負債公平淨值之權益超逾成本之差額 (「收購折讓」)**

收購附屬公司或聯營公司所產生之收購折讓指被收購公司可識別資產、負債及或然負債公平淨價值高於業務合併成本之款額。收購折讓會即時於收益表中確認。收購聯營公司時產生的收購折讓於當年計算本集團應佔聯營公司業績時一併計入收益。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(d) Investments in associates**

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the profit or loss and of changes in equity of the associate, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

**(e) Non-current assets held for sale**

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. The condition is regarded as met only when the sale is higher probable and the asset is available for immediate sale in its present condition.

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

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(d) 於聯營公司之投資**

聯營公司之業績及資產與負債利用會計權益法計入此等綜合財務報表。根據權益法，於聯營公司之投資以成本在綜合資產負債表內列賬，並經本集團應佔聯營公司損益及權益變動之收購後變動而調整，減任何已識別折損列賬。倘本集團應佔聯營公司之虧損相等於或高於其於該聯營公司之權益(包括任何實質上構成本集團於該聯營公司之淨投資一部分之任何長期權益)，則本集團會終止確認其應佔之其他虧損。本集團會就額外應佔之虧損撥備，並會確認負債，惟僅以本集團已產生法定或推定責任或代表該聯營公司付款為限。

倘集團實體與本集團之聯營公司進行交易，則會以本集團於有關聯營公司之權益為限而撇銷損益。

**(e) 持作出售之非流動資產**

非流動資產及出售組別之賬面值倘若乃透過出售交易而非透過持續使用而收回，則會分類為持作銷售類別。此條件只會於很可能達成出售及資產可於現況下供即時出售時方告符合。

分類為持作出售之非流動資產乃按資產以往賬面值及公平值(以較低者為準)減出售成本計量。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(f) Impairment losses (other than goodwill, intangible assets with indefinite lives)**

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

**(g) Investment properties**

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured using fair value. Gains or losses arising from changes in the fair value of investment property are included in income statement for the period in which they arise.

*Leasehold land held for undetermined future use*

Leasehold land held for undetermined future use is regarded as held for capital appreciation purpose and classified as an investment property, and carried at fair value. Changes in fair value of the leasehold land are recognised directly in income statement for the period in which changes take place.

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

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要 (續)

**(f) 減值虧損 (商譽及無限使用年期之無形資產除外)**

於每個結算日，本集團會檢討其有形及無形資產之賬面值，以確定有關資產有否出現任何減值虧損之情況。如資產之可收回款額估計會低於其賬面值，資產之賬面值會削減至其可收回款額。減值虧損會即時確認為開支。

如折損於其後逆轉，資產之賬面值會提高至經修訂之估計可收回款額，惟已提高之賬面值不得高於在過往年度未有就資產確認減值虧損之情況下之賬面值。減值虧損之逆轉會即時確認為收入。

**(g) 投資物業**

於初步確認時，投資物業乃按成本(包括任何直接應佔之開支)計量。於初步確認後，投資物業利用公平值模型計量。投資物業公平值變動產生之損益會於產生期間計入收益表。

*持有未決定日後用途之租賃土地*

持有未決定日後用途之租賃土地被視為持作資本增值用途而確認為投資物業，並以公平值入賬。租賃土地公平值之變動於變動發生期內直接於收益表確認。

投資物業於出售或於其被永久終止使用或預期於出售時再無日後經濟利益之時終止確認。終止確認資產所產生的任何損益(按淨出售代價及資產之賬面值之差異計算)載列於終止確認期間內之收益表中。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(h) Property and other fixed assets**

Property and other fixed assets (other than properties under development) are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of property and other fixed assets (other than properties under development) over their estimated useful lives and after taking into account their estimated residual value, using the straight line method, at the following rates per annum:

Type	Basis
Buildings	Over the shorter of the unexpired period of the lease and 40 years
Furniture, fixtures and equipments	3 to 10 years
Yacht and motor vehicles	3 to 10 years

**(i) Properties held for development**

When the leasehold land and buildings are in the course of development for production, rental, for administrative purposes or for sale, the leasehold land component is classified as a prepaid lease payment and amortised over a straight-line basis over the lease term. During the construction period, the amortisation charge provided for the leasehold land is included as part of costs of building under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use.

**(j) Property interests held for future development**

Property interests held for future development represents a right to develop properties on a piece of land upon payment of a final amount, and are carried at cost less any identified impairment loss.

**(k) Stock of properties**

Stock of properties, which are held for trading, is stated at the lower of cost and net realisable value. Net realisable value is determined by reference to sale proceeds received after the balance sheet date less selling expenses, or by management estimates based on the prevailing market conditions.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(h) 物業及其他固定資產**

物業及其他固定資產(發展中物業除外)按成本減其後之累積折舊及累積減值虧損列賬。

物業及其他固定資產(發展中物業除外)之折舊,乃按其估計可使用年期及估計剩餘價值以直線法撇銷成本,其年折舊率如下:

種類	基準
樓宇	按租約尚餘年期與四十年兩者中較短者
傢俬、裝置及設備	三至十年
遊艇及車輛	三至十年

**(i) 持作發展物業**

在發展中作生產、租賃、行政或出售用途之租賃土地及樓宇,租賃土地部分須列作預付租賃款項類別,並於租期內按直線法攤銷。在建築期內,為租賃土地所作之攤銷費用可包括在在興建中樓宇之成本內。興建中樓宇按成本減任何已辨識減值虧損列賬。樓宇於可供使用時開始折舊。

**(j) 持作日後發展之物業權益**

持作日後發展之物業權益指於支付最後款項或在土地上發展物業之權利,乃按成本扣除任何可辨認減值虧損列賬。

**(k) 物業存貨**

持作交易用途之物業存貨按其成本值及可變現淨值兩者中較低者列賬。可變現淨值參考於結算日後收取之出售所得款項減出售之開支計算,或根據管理層按當時市況作出之估計釐定。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(l) Inventories for cosmetic products**

Inventories comprise finished goods and raw materials which are stated at the lower of cost and net realisable value.

Cost represents the invoiced cost of inventories. Costs are assigned to individual items on the weighted-average basis. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

**(m) Intangible assets**

*Trading rights, exchange rights and trademark*

Trading rights, gold and silver exchange rights and trademark are stated at cost less accumulated amortisation and less any identified impairment loss. The amortisation period adopted for intangible assets is 5 years.

**(n) Financial instruments**

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

*Financial assets*

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要 (續)

**(l) 化妝品存貨**

存貨包括製成品及原材料，按成本與可變現淨值兩者中之較低者列賬。

成本以存貨之發票成本計算。成本乃按個別項目以加權平均法計算。可變現淨值乃指在正常營業環境下之估計銷售價再減去適應可變銷售開支。

**(m) 無形資產**

*買賣權、貿易權及商標*

買賣權、金銀貿易權及商標，乃按成本減累積攤銷及任何可辨認減值虧損列賬。無形資產之攤銷期為五年。

**(n) 金融工具**

當一家集團實體成為金融工具合約條文之一方，則於資產負債表內確認金融資產及金融負債。金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債直接應佔之交易成本（按公平值計入收益表之金融資產及金融負債除外）乃於初步確認時加入金融資產或金融負債（如適用）之公平值，或從金融資產或金融負債之公平值扣除。收購按公平值計入收益表之金融資產或金融負債直接應佔之交易成本，即時於收益表內確認。

*金融資產*

本集團之金融資產分類為以下三個類別其中之一，包括按公平值計入收益表之金融資產、貸款及應收款項及待售金融資產。所有正常購買或銷售之金融資產，按交易日之基準確認及不予確認。正常購買或銷售金融資產是指按照市場規定或慣例須在一段期限內進行資產交付之金融資產買賣。各類別金融資產而所採納之會計政策載列如下。



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(n) Financial instruments (cont'd)***Financial assets (cont'd)*

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss has two subcategories, including financial assets held for trading and those designated at fair value through profit or loss on initial recognition. At each balance sheet date subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in income statement in the period in which they arise.

A financial asset is classified as held-for-trading if:

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

Financial assets at fair value through profit or loss are not those financial assets acquired principally for the purpose of selling in the short term but designated by management as such at inception. A financial asset other than a financial asset held for trading may be designated as at fair value through profit or loss upon initial recognition if:

- (i) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- (ii) the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(n) 金融工具(續)***金融資產(續)*

按公平值計入收益表之金融資產

按公平值計入收益表之金融資產有兩類，包括持有作買賣用途之金融資產及於首次確認時被指定按公平值計入收益表之金融資產。於首次確認後各結算日，按公平值計入收益表之金融資產乃按公平值計量，而公平值變動乃於彼等產生期間直接於收益表內確認。

倘出現下列情況，金融資產乃歸類為持作買賣用途：

- (i) 所購入之金融資產主要用作於近期內銷售用途；或
- (ii) 金融資產為本集團共同管理之財務工具確定組合之一部分及其具短期盈利實際模式；或
- (iii) 金融資產為非指定及用作對沖工具。

按公平值計入收益表之金融資產乃該等不擬於短期內出售而購入之金融資產，但可由管理層於初始時指定為該類別。倘出現下列情況，持作買賣金融資產以外之金融資產可於初步確認時指定按公平值計入收益表：

- (i) 有關指定撇銷或大幅減低計量或確認可能出現不一致之情況；或
- (ii) 金融資產組成金融資產或金融負債各部分或兩者，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(n) Financial instruments (cont'd)***Financial assets (cont'd)*

Financial assets at fair value through profit or loss (cont'd)

- (iii) it forms part of a contract containing one or more embedded derivatives and HKAS 39 *Financial Instruments: Recognition and Measurement* permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

At each balance sheet date subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in income statement in the period in which they arise. The net gain or loss recognised in income statement includes any dividend or interest earned on the financial assets.

**Loans and receivables**

Loans and receivables (including advances to associates, advances to investee companies, loans receivable, pledged deposits, securities trading receivables and deposits, time deposits, bank balances and cash) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables are carried at amortised cost using the effective interest method, less any identified impairment losses. An impairment loss is recognised in income statement when there is objective evidence that the asset is impaired, and is measured as the difference between the assets' carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要 (續)

**(n) 金融工具 (續)***金融資產 (續)*

按公平值計入收益表之金融資產 (續)

- (iii) 金融資產組成包含一種或以上內含衍生工具之合約其中部分，而香港會計準則第39號*財務工具：確認及計量*允許整份合併合約(資產或負債)將指定按公平值計入收益表。

於首次確認後之各結算日，按公平值計入收益表之金融資產乃按公平值計量，而公平值之變動在彼等產生之期間內即時直接在收益表中確認，於收益表中確認之淨收入或虧損包括財務資產之任何股息或賺取之利息。

**貸款及應收款項**

貸款及應收款項(包括墊付聯營公司款項、墊付接受投資公司款項、應收貸款、抵押存款、應收證券交易賬項及存款、定期存款、銀行結餘及現金)為並未於交投活躍之市場內報價而附帶固定或可議定付款之非衍生金融資產。於初步確認後之每個結算日，貸款及應收款項使用實際利率法按經攤銷成本減任何可識別減值虧損列賬。當有客觀證據顯示資產已減值，則於收益表確認減值虧損，並以資產之賬面值與按原實際利率貼現其估計未來現金流而計算出之現值兩者之差額計量。當於確認減值後發生一項事件可以客觀地與資產可收回款項增加有關，減值虧損於其後期間撥回，但以所撥回於減值日期資產之賬面值為限，不得超過該項資產原未確認減值之經攤銷成本。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(n) Financial instruments (cont'd)***Financial assets (cont'd)*

## Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories (set out above). At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in income statement. Any impairment losses on available-for-sale financial assets are recognised in income statement. Impairment losses on available-for-sale equity investments will not reverse in subsequent periods. For available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured. They are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition. An impairment loss is recognised in income statement when there is objective evidence that the asset is impaired. The amount of the impairment loss is measured as the difference between the carrying amount of the asset and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses will not reverse in subsequent periods.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(n) 金融工具(續)***金融資產(續)*

## 待售金融資產

待售金融資產為非衍生項目，無論是否劃分為任何其他類別(闡述如上)。於初步確認後之每個結算日，待售金融資產按公平值計量。公平值之變動於股本中確認，直至該金融資產被出售或釐定為已減值，屆時過往於股本中確認之累計收益或虧損會自股本中剔除，並於收益表確認。待售金融資產之任何減值於收益表確認。待售股本投資之減值虧損將不會於往後期間撥回。就待售債務投資而言，倘該投資之公平值增加可客觀地與確認減值後之事件有關，則減值將獲撥回。

該等並無活躍市場之市價報價，而其公平值未能可靠計量的待售股權投資，於首次確認後之各個結算日按成本減任何已識別減值虧損計算。倘具備客觀證明資產減值，則減值虧損於收益表確認。減值虧損數額按資產賬面值與按類似金融資產之現行市場回報率貼現其估計未來現金流量而計算出之現值之差額。有關減值虧損將不會於以後期間撥回。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(n) Financial instruments (cont'd)***Financial liabilities and equity*

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The Group's financial liabilities are generally classified into financial liabilities at fair value through profit or loss and other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

*Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss has two subcategories, including financial liabilities held for trading and those designated at fair value through profit or loss on initial recognition.

A financial liability is classified as held-for-trading if:

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

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要 (續)

**(n) 金融工具 (續)***金融負債及股本權益*

集團實體發行之金融負債及股本工具乃根據所訂立合約安排之內容及金融負債與股本工具之定義予以分類。

股本工具為可證明於集團資產經扣除其所有負債後之餘額權益之任何合約。本集團之金融負債一般分類為按公平值計入收益表之金融負債及其他金融負債。就金融負債及股本工具而採納之會計政策載列如下。

*按公平值計入收益表之金融負債*

按公平值計入收益表之金融負債可細分為兩個類別，分別為持作買賣之金融負債及於首次確認時已指定為按公平值計入收益表之金融負債。

倘出現下列情況，金融負債乃歸類為持作買賣用途：

- (i) 金融負債主要用作於近期內購回用途而產生；或
- (ii) 金融負債為本集團共同管理之財務工具確定組合之一部分及其具短期盈利實際模式；或
- (iii) 金融負債為一個衍生產品及非指定及用作對沖工具。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(n) Financial instruments (cont'd)***Financial liabilities and equity (cont'd)*

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

A financial liability other than a financial liability held-for-trading may be designated as at fair value through profit or loss upon initial recognition if:

- (i) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- (ii) the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- (iii) it forms part of a contract containing one or more embedded derivatives, and HKAS 39 *Financial Instruments: Recognition and Measurement* permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

At each balance sheet date subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in income statement in the period in which they arise. The net gain or loss recognised in income statement includes any interest paid on the financial liability.

**Other financial liabilities**

Other financial liabilities including creditors and accruals, securities trading and margin payable, deposits and receipts in advance, bank and other borrowings, amounts due to associates and amounts due to minority shareholders are subsequently measured at amortised cost, using the effective interest method.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(n) 金融工具(續)***金融負債及股本權益(續)*

按公平值計入收益表之金融負債(續)

倘出現下列情況，持作買賣金融負債以外之金融負債可於初步確認時指定按公平值計入收益表：

- (i) 有關指定撇銷或大幅減低計量或確認可能出現不一致之情況；或
- (ii) 金融負債組成金融資產或金融負債各部分或兩者，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或
- (iii) 金融負債組成包含一種或以上內含衍生工具之合約其中部分，而香港會計準則第39號*財務工具：確認及計量*允許整份合併合約(資產或負債)將指定按公平值計入收益表。

於首次確認後之各結算日，按公平值處理的金融負債乃按公平值計入收益表，而公平值之變動乃於產生期間直接確認於收益表。於收益表確認之淨收入或虧損包括就財務負債支付之任何利息。

**其他金融負債**

其他金融負債包括應付賬款及應計款項、應付證券交易賬項及保證金、按金及預先收取款項、銀行及其他借貸、欠負聯營公司款項及欠負少數股東款項，乃採用實際利率法按攤銷成本計算。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(n) Financial instruments (cont'd)***Financial liabilities and equity (cont'd)*

## Convertible bonds

Convertible bonds issued by the Company that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible bonds and the fair value assigned to the liability component, representing the embedded call option for the holder to convert the bonds into equity, is included in equity (convertible bonds – equity reserve).

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible bonds – equity reserve until the embedded option is exercised (in which case the balance stated in convertible bonds – equity reserve will be transferred to share capital and share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible bonds – equity reserve will be released to the retained profits. No gain or loss is recognised in income statement upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to convertible bonds – equity reserve. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

## Equity instruments

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

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要 (續)

**(n) 金融工具 (續)***金融負債及股本權益 (續)*

## 可換股債券

本公司發行之可換股債券包括金融負債及股本權益部分，乃於首次確認時獨立分類為負債及股本權益部分。於首次確認時，負債部分之公平值乃按類似不可轉換債務之當時市場利率釐定。發行之可換股債券之所得款項與轉往負債部分之公平值之差額，即代表可讓持有人將債券兌換為股本權益之認購期權應列入股本權益(可換股債券權益儲備)。

於往後期間，可換股債券之負債部分乃採用實際利率法攤銷成本列賬。股本權益部分，即可將負債部分兌換為本公司普通股之期權將保留於可換股債券權益儲備，直至附設之期權獲行使為止，在此情況下，可換股債券權益儲備之結餘將轉移至股本及股份溢價。倘期權於到期日尚未獲行使，可換股債券權益儲備之結餘將撥至保留盈利。期權兌換或到期時將不會於收益表中確認任何盈虧。

與發行之可換股債券相關之交易成本乃按所得款項之劃分比例分配至負債及股本權益部分。與股本權益部分相關之交易成本乃直接計入可換股債券權益儲備內。與負債部分相關之交易成本乃計入負債部分之賬面值，並按可換股債券之期限採用實際利率法攤銷。

## 股本工具

本公司發行之股本工具按已收所得款項扣除直接發行成本入賬。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (n) Financial instruments (cont'd)

##### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of debt instrument. A financial guarantee contract issued by the Group and not designed as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 *Revenue*.

##### Derivative financial instruments that do not qualify for hedge accounting

Derivatives that do not qualify for hedge accounting are deemed as financial assets held for trading or financial liabilities held for trading. Changes in fair values of such derivatives are recognised directly in income statement.

##### Derecognition

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

For financial liabilities, they are removed from the Group's balance sheet (i.e. when the obligation specified in the relevant contract is discharged, cancelled or expires). The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in income statement.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 3. 主要會計政策概要 (續)

#### (n) 金融工具 (續)

##### 財務擔保合約

財務擔保合約為因指定債務人未能按債務工具之原有或經修改條款如期付款時，發行人需支付指定金額予持有人以補償其所遭受損失之合約。本集團已發行及並非按公平值計入收益表之財務擔保合約首次以其公平值減發行財務擔保合約之直接應佔交易成本確認。於首次確認後，本集團以 (i) 根據香港會計準則第 37 號撥備、或然負債及或然資產釐定的金額；及 (ii) 首次確認的金額減 (如適用) 根據香港會計準則第 18 號收益確認的累計攤銷，兩者中以較高者計算財務擔保合約。

##### 不符合作對沖會計處理之金融衍生工具

衍生工具並不符合作對沖會計處理被視為持作買賣金融資產或持作買賣金融負債。該衍生工具的公平值變動即時於收益表內確認。

##### 取消確認

若從資產收取現金流之權利已到期，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部分風險及回報轉移，則金融資產將被取消確認。於取消確認金融資產時，資產賬面值與已收及應收代價及已直接於股本權益確認之累計損益之總和之差額，將於收益表中確認。

就金融負債而言，則於本集團之資產負債表中移除 (即倘於有關合約之特定責任獲解除、取消或到期)。取消確認之金融負債賬面值與已付或應付代價之差額乃於收益表中確認。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(o) Revenue recognition**

Revenue from properties developed for sale is recognised on the execution of a binding sales agreement or when the relevant occupation permit or certificate of compliance is issued by the building authority, whichever is the later.

Revenue from properties held for sale is recognised on the execution of a binding sales agreement. Payments received from the purchasers prior to this stage are recorded as deposits received on sales of properties and are grouped under current liabilities.

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

Sale of securities investments are recognised on a trade date basis.

Brokerage income on dealings in securities and futures contracts and the profit and loss on trade in securities and futures contracts are recognised on the transaction dates when the relevant contract notes are executed.

Management fee income is recognised in accordance with terms of respective agreements over the relevant period in which the services are rendered.

Dividend income from investments is recognised when the Group's rights to receive payment have been established.

Revenue from sales of cosmetic products is recognised when goods are delivered and titles have been passed.

Interest income from a financial asset is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(o) 收入確認**

已發展物業之銷售收入在執行具約束力之銷售協議或獲有關建築當局批出有關入伙准許證或滿意紙後(以較後者為準), 方予確認入賬。

持作出售物業之收入在執行具約束力之銷售協議時方予確認入賬。於上述階段前從買家收取之款項乃列作銷售物業之已收按金, 並計入流動負債內。

租金收入包括就營業租約物業預先開出發票之租金, 乃就有關租約年期按直線法於收益表中確認。

出售證券投資按買賣日期基準確認。

買賣證券及期貨合約之經紀收入以及買賣證券及期貨合約之溢利及虧損於執行買賣單據之交易日確認。

管理費收入乃就提供服務期間按有關協議之條款確認。

投資之股息收入乃於本集團收取款項之權利確立後確認。

化妝品銷售所得收入於交付貨品及轉移所有權時確認入賬。

金融資產之利息收入乃就本金結餘按適用利率及時間比例計算。有關利率指將金融資產的估計未來所收現金在估計可使用期內折現至資產賬面淨值的利率。



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (p) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxation profit differs from profit as reported in consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are never taxable and deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to consolidated income statement except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the entity intends to settle its current tax assets and liabilities on a net basis.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 3. 主要會計政策概要(續)

#### (p) 稅項

所得稅開支指本年度應付稅項及遞延稅項。

當期應付稅項按年度應課稅溢利計算。應課稅溢利與綜合收益表所報溢利不同，此乃由於其不包括在其他年度應課稅或可扣減之收入或支出項目，亦不包括收益表內永不課稅或扣減之項目。本集團的本期稅項負債以結算日已一直採用或實際採用的稅率計算。

遞延稅項確認於就綜合財務報告內資產及負債賬面值與用於計算應課稅溢利之相關稅基兩者之差異，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅暫時差異確認，而遞延稅項資產則限於較可能於日後取得應課稅溢利，並可用以抵銷可扣減暫時差異時確認。若暫時差異因商譽或因於一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中開始確認其他資產及負債而引致，則不會確認該等資產及負債。

遞延稅項資產之賬面值於每個結算日均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部分資產時減少。

遞延稅項乃按預期於負債償還或資產變現期間之適用稅率計算。遞延稅項會扣自或計入綜合收益表，惟有關直接扣自或計入股本權益之項目，其遞延稅項亦會於股本權益中處理。

如所得稅是由同一稅務當局徵收及本集團打算支付其稅項資產及稅項負債之淨額，遞延稅項資產及負債可以互相抵銷。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(q) Leasing**

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

*The Group as lessor*

Rental income from operating leases is recognised in consolidated income statement on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

*The Group as lessee*

Rentals payable under operating leases are charged to consolidated income statement on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

**(r) Foreign currencies**

The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in its functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(q) 租約**

凡租約條款規定將租賃資產擁有權之絕大部分風險及回報轉移至承租人之租約均列為財務租約。所有其他租約分類為經營租約。

*本集團為出租人*

經營租約之租金收入會以直線法按有關租約年期在綜合收益表確認。磋商及安排經營租約時產生之初步直接成本會加入租賃資產之賬面值，並以直接法按租約年期確認為開支。

*本集團為承租人*

根據經營租約應付之租金會以直線法按有關租約年期在綜合收益表中扣除。作為訂立經營租約獎勵之已收及應收利益以直線法按有關租約年期確認為租金開支扣減。

**(r) 外幣**

綜合財務報表乃以本公司之功能及呈列貨幣港元呈列。在編製個別集團實體的財務報表時，以實體功能貨幣以外之貨幣(外幣)進行之交易按交易日通用之匯率以其功能貨幣(即該實體經營之主要經濟環境之貨幣)記錄。於各結算日，以外幣列值之貨幣項目以結算日通用之匯率重新換算。以外幣列值並按公平值列賬之非貨幣項目以釐定公平值當時通用之匯率重新換算。以外幣列值並以歷史成本計量之非貨幣項目不會重新換算。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (r) Foreign currencies (cont'd)

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the translation reserve). Such exchange differences are recognised in income statement in the period in which the foreign operation is disposed of.

#### (s) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in income statement in the period in which they are incurred.

#### (t) Retirement benefits costs

Payments to defined contribution retirement benefit schemes are charged as an expense when employees have rendered service entitling them to the contributions.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 3. 主要會計政策概要 (續)

#### (r) 外幣 (續)

結算貨幣項目及換算貨幣項目時產生之匯兌差額於產生之期間在收益表中確認。重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入期內之收益表中，惟重新換算非貨幣項目產生之差額有關之損益直接於股本權益確認，在此情況下，匯兌差額亦會直接於股本權益中確認。

為呈列綜合財務報表的目的，本集團境外業務的資產及負債均以結算日通用匯率換算為本集團的呈列貨幣（即港元），而其收入及開支則以本年度平均匯率予以換算。除非匯率於期內波動很大。在此情況下，以交易日通用之匯率換算。產生的匯兌差異確認為一個股本權益的獨立部分（換算儲備）。該匯兌差額於該境外業務被出售期間於收益表內確認。

#### (s) 借貸成本

於購買、興建或製造合資格資產之直接應佔借貸成本，將撥作為該等資產之部分成本，當該等資產實質上達至擬定用途或銷售時借貸成本便不再作資本化。

所有其他借貸成本已於發生時於收益表確認為支出。

#### (t) 退休福利成本

界定供款退休福利計劃之供款於僱員提供服務以有權取得供款時確認為開支。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(u) Provisions**

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligations. Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value where the effect is material.

**(v) Prepaid lease payments**

Payment for obtaining land use rights accounted for as prepaid lease payments and are charged to consolidated income statement on a straight-line basis over the lease terms.

**(w) Related party transactions**

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

- (i) the party, directly or indirectly through one or more intermediaries, (a) controls, is controlled by, or is under common control with, the Group; (b) has an interest in the Group that gives it significant influence over the Group; or (c) has joint control over the Group;
- (ii) the party is an associate;
- (iii) the party is a jointly-controlled entity;
- (iv) the party is a member of the key management personnel of the Group or its parent;
- (v) the party is a close member of the family of any individual referred to in (i) or (iv);
- (vi) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); or
- (vii) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要 (續)

**(u) 撥備**

倘本集團因過往事件而產生目前的責任，而本集團須償還該責任時，則確認撥備。撥備乃根據董事會於結算日對償還有關責任所需支出的最佳估算釐定，並在出現重大影響時貼現至現值。

**(v) 預付租賃款項**

為取得土地使用權而支付之款項列作預付租賃款項，按直線法在租約期內自綜合收益表扣除。

**(w) 關連人士交易**

在下列情況下，有關人士將視為與本集團有關連：

- (i) 有關人士直接或透過一名或多名中介人間接：(a) 控制本集團，或被本集團控制或受到與本集團共同控制；(b) 擁有本集團權益，並可對本集團發揮重大影響力；或(c) 與他人共同擁有本集團控制權；
- (ii) 有關人士為聯營公司；
- (iii) 有關人士為共同控制機構；
- (iv) 有關人士為本集團或其母公司之主要管理人員；
- (v) 有關人士為(i) 或(iv) 項所述人士的直系親屬；
- (vi) 有關人士受直接或間接歸屬於(iv) 或(v) 項所述人士的實體所控制、與他人共同控制或發揮重大影響力，或擁有重大投票權；或
- (vii) 有關人士為本集團或屬其有關連人士任何實體的僱員之終止受僱後福利計劃。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (x) Segment reporting

A segment is a distinguishable component of the Group that is engaged 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, the Group has determined that business segment be presented as the primary reporting format and geographical segment as the secondary reporting format.

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 which are eliminated as part of the consolidation process, except to the extent such intra-group balances and transactions are between group companies within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

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

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 3. 主要會計政策概要(續)

#### (x) 分類報告

分類是從事提供產品或服務(按業務劃分)或提供產品或服務在某一經濟環境(按地域劃分)以清晰本集團一個可辨別的組成部分,而該組成部分在風險和報酬方面與其他分類不同。

根據本集團的內部財務申報,本集團已選取按業務劃分資料成為主要申報形式,而按地域劃分則作為第二申報形式。

分類收益、開支、業績、資產及負債包括了直接來自一個劃分的項目,以及可合理分配至該劃分的項目。分類收益、開支、業績、資產及負債乃在集團內公司間結餘及交易對銷(作為綜合帳目的一部分)前釐定,惟限於該集團內,公司間結餘及交易乃在同一劃分內的集團佐業之間的為限。劃分之間的定價乃根據給予外間公司的類似項目而定。

分類資本支出是期內收購預期會享用多於一個期間的分類資產(有形及無形)所付的總成本。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

**Critical judgments in applying accounting policies**

The followings are the critical judgments, apart from those involving estimations, that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

*Fair value and impairment of available-for-sale financial assets*

As described in note 5, the management use their judgment in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. The Group's unlisted equity instruments with carrying amount of approximately HK\$229,954,000 (2006: HK\$258,549,000) are valued using a discounted cash flow analysis based on assumptions supported, where possible, by observable market prices or rates. The estimation of fair value of these equity instruments also includes some assumptions not supported by observable market prices or rates.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 4. 重大會計判斷及估計不明確因素之主要來

於採納本集團之會計政策(如附註3所述)時,管理層須對未能從其他方面確定之資產及負債之賬面值作出判斷、估計及假設。估計及相關假設乃根據過往之經驗及其他相關因素而作出。實際結果可能與此等估計不盡相同。

有關估計及假設須不斷檢討。若修訂只影響該修訂期,會計估計的修訂會於該修訂期內確認;或如該修訂影響本期及未來會計期,則於修訂期及未來會計期確認。

**應用會計政策之關鍵判斷**

除與估計有關外,以下為管理層於應用本集團之會計政策之過程中,已作出對綜合財務報表已確認之數額有重大影響之關鍵判斷。

*待售金融資產之公平值及減值*

誠如附註5所述,對於在活躍市場並無報價的金融工具,管理層利用判斷以選擇合適估值技術。應用的估值技術為市場人士所慣常使用者。本集團之非上市股本工具之賬面值約為229,954,000港元(二零零六年:258,549,000港元),乃依據(倘可能)可觀察之市場價格或利率所支持的假設,使用折算現金流量分析進行估值。該等股本工具之公平價值估計,亦包括一些並非由可觀察之市場價格或利率所支持的假設。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

#### **Critical judgments in applying accounting policies (cont'd)**

##### *Impairment loss in respect of accounts receivable*

The policy for impairment loss in respect of accounts receivable of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each debtor. If the financial conditions of debtors of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

##### *Investment properties*

As described in note 21, investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on method of valuation which involves certain estimates. In relying on the valuation report, the management has exercised their judgment and is satisfied that the method of valuation is reflective of the current market conditions. Should there be changes in assumptions due to change of market conditions, the fair value of the investment properties will change in future.

##### *Income taxes*

As at 31st December, 2007, a deferred tax asset of approximately HK\$89,682,000 (2006: HK\$86,049,000) in relation to unused tax losses has been recognised in the Group's consolidated balance sheet. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in the income statement for the period in which such a reversal takes place.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 4. 重大會計判斷及估計不明確因素之主要來源(續)

#### **應用會計政策之關鍵判斷(續)**

##### *有關應收賬款之減值虧損*

本集團有關應收賬款之減值虧損之政策基於付款能力評估及年期分析賬目及管理層之判斷衡量。於評估此等應收款項之最終收回情況時需要作出大量判斷，包括各客戶目前之信譽及過往付款紀錄。倘若本集團客戶之財政狀況轉差而削弱彼等之付款能力時，則需要作出額外撥備。

##### *投資物業*

誠如附註21所述，投資物業是以獨立專業評估師評定之公平值入賬。評估師於決定公平值時乃根據包含若干估計之估值方法進行，管理層於信賴估值報告時已作出了判斷及認同該估值方法乃反映市場現況。如市場現況導致假設有任何變動，投資物業之公平值可能於未來變動。

##### *所得稅*

於二零零七年十二月三十一日，有關未使用稅務虧損之遞延稅項資產約89,682,000港元(二零零六年：86,049,000港元)已經於本集團之綜合資產負債表內確認。遞延稅項資產能否變現主要視乎日後是否具有足夠之未來溢利或應課稅暫時差異。倘若未來之實際溢利低於預期，則可能產生重大之遞延稅項資產撥回，該項確認將於出現撥回發生之期間內在收益表內確認。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 5. FINANCIAL RISK MANAGEMENT

The Group's major financial instruments include equity investments, borrowings, loan receivables, trade receivables, trade payables, derivative financial instruments, financial guarantee liabilities, equity-linked notes, time deposits and bank balances. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**Market risk***(i) Currency risk*

The majority of the Group's monetary assets and monetary liabilities by value and the rental income are denominated in Hong Kong dollars ("HK\$"), except certain equity investments and equity-linked notes are denominated in foreign currencies. The currency exposure arising from the equity investments and equity-linked notes is mitigated primarily through borrowings denominated in the relevant foreign currencies. Certain cash and bank balances are denominated in United States dollars and Renminbi ("RMB"). The conversion of RMB into other currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group is exposed to foreign exchange risk in respect of exchange fluctuation of HK\$ against RMB. The Group currently does not have a foreign currency hedging policy in respect of foreign current assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

*(ii) Cash flow interest rate risk*

The Group has interest bearing assets and variable-rate borrowings including advances to associates and bank and other borrowings, and is therefore exposed to cash flow interest rate risk (see note 29 and note 41 for details). The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR, prime rate or the inter-bank borrowing rate.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 5. 財務風險管理

本集團之主要金融工具包括股本投資、借貸、應收貸款、應收貿易賬項、應付貿易賬項、衍生金融工具、財務擔保負債、股票掛鈎票據、定期存款及銀行結餘。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

**市場風險***(i) 貨幣風險*

本集團大部分貨幣資產及貨幣負債價值及所有租金均以港元(「港元」)為貨幣單位，惟若干股權投資及股票掛鈎票據則以外幣為貨幣單位。本集團主要透過相應外國貨幣單位之借貸降低由股權投資及股票掛鈎票據而產生之貨幣風險。若干現金及銀行結餘乃以美元及人民幣(「人民幣」)計值。換算人民幣為其他貨幣須遵守中國政府頒布之外匯管制之規則及規例進行。本集團因人民幣對港元之匯率波動而承受外匯風險。本集團現時並無任何外匯流動資產及負債之外匯貨幣對沖工具。本集團將密切監管其外幣風險，並於必要時考慮對沖重大外幣風險。

*(ii) 現金流量利率風險*

本集團有計息資產及浮息借貸(包括墊付聯營公司款項及銀行及其他借款)，故本集團須承擔現金流量利率風險(詳情見附註29及附註41)。本集團現時並無採用任何利率對沖政策。然而，管理層會監控利率風險，並於需要時考慮對沖重大利率風險。

本集團之現金流量利率風險主要集中於香港銀行同業折息、優惠利率或銀行同業折息之波動風險。



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 5. FINANCIAL RISK MANAGEMENT (cont'd)

**Market risk (cont'd)***(ii) Cash flow interest rate risk (cont'd)*

The following demonstrates the sensitivity to a reasonable possible change in interest rates for interest bearing advances to associates and variable-rate borrowings, with all other variable held constant, of the Group's profit before tax (through the impact of floating rates in advances to associates and borrowings).

If the floating rates had been 50 basis points higher/lower, the Group's:

- profit before tax for the year ended 31st December, 2007 would decrease/increase by approximately HK\$64,700,000 (2006: HK\$52,300,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate borrowings.

The Group's sensitivity to interest rates has increased during the current year mainly due to the increase in variable-rate debt instruments.

*(iii) Price risk*

The Group's equity investments classified as available-for-sale investments and investments held-for-trading which are measured at fair value at each balance sheet date and expose the Group to equity price risk. The Group's equity price risk is mainly concentrated on equity securities operating in banking, insurance, construction industry and supply chain industry sectors quoted in the Stock Exchange. The management manages this exposure by maintaining a portfolio of investments with different risk profiles. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need rise.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 5. 財務風險管理(續)

**市場風險(續)***(ii) 現金流量利率風險(續)*

以下列示在全部其他變數維持不變之情況下，本集團除稅前溢利對墊付聯營公司計算款項及浮息借貸之利率出現合理可能變動時之敏感性(透過浮動墊付聯營公司款項及借貸利率之影響)。

倘浮動利率上升/降低50個基點，則：

- 本集團截至二零零七年十二月三十一日止年度之除稅前溢利將降低/增加約64,700,000港元(二零零六年：52,300,000港元)。此乃主要由於本集團所承受之浮息借貸之利率風險。

本集團於年內對利率之敏感度上升，主要是因為浮息借貸工具之利率上升所致。

*(iii) 價格風險*

本集團之股權投資包括待售投資及持作買賣之投資，逢結算日均會按公平值計量令本公司面臨股價風險。本集團之股價風險主要集中於在聯交所報價之銀行、保險、建築業及供應鏈工業部門經營之股本證券。管理層以設立不同風險水平的投資組合控制有關風險。此外，本集團已委任特別小組監管價格風險，並於必要時考慮對沖風險。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 5. FINANCIAL RISK MANAGEMENT (cont'd)

**Market risk (cont'd)**

## (iii) Price risk (cont'd)

*Sensitivity analysis*

The sensitivity analyses below have been determined based on the exposure to equity price risk at the reporting date.

If equity prices had been 5% higher/lower, the Group's:

- profit before tax for the year ended 31st December, 2007 would increase/decrease by approximately HK\$18,400,000 (2006: HK\$7,100,000). This is mainly due to the changes in fair value of investments held-for-trading; and
- securities investments reserve would increase/decrease by approximately HK\$569,500,000 (2006: HK\$409,000,000) as a result of the changes in fair value of listed available-for-sale investments.

The Group's sensitivity to equity prices has increased during the current year mainly due to the increase in equity investments by value.

**Credit risk**

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 31st December, 2007 in relation to each class of recognised financial assets are: (a) the carrying amount of those asset as stated in the consolidated balance sheet; and (b) financial guarantee provided by the Group which is the amount of contingent liabilities in relation to financial guarantee issued by the Group. In order to minimise the credit risk, the management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 5. 財務風險管理(續)

**市場風險(續)**

## (iii) 價格風險(續)

*敏感度分析*

以下敏感度分析乃根據本報告日期所承受之股價風險而釐定。

倘股價上升/下降5%，則：

- 本集團截至二零零七年十二月三十一日止年度之除稅前溢利將增加/減少約18,400,000港元(二零零六年：7,100,000港元)。此乃主要由於持作買賣之投資之公平值變動；及
- 本集團之證券投資投資儲備將增加/減少約569,500,000港元(二零零六年：409,000,000港元)，此乃由於上市待售投資之公平值變動。

本集團於年內對股價之敏感度上升，主要是因為股本投資價值增加所致。

**信貸風險**

倘若結算對手無法履行彼等截至二零零七年十二月三十一日之債項，本集團承受之最大信貸風險為：(a)綜合資產負債表內確認之金融資產之賬面值；及(b)本集團提供之財務擔保，其為與本集團發行財務擔保有關之或然負債之金額。為盡量降低信貸風險，管理層已指派一組人員負責釐定信貸額度、信貸批核及其他監管程序，確保能採取跟進行動追收逾期貸款。此外，於每個結算日，本集團檢討每宗個別貿易債項之可收回款項，確保就無法收回款項作出足夠之減值虧損。就此而言，董事會認為本集團之信貸風險已大幅降低。

本集團按地域集中承擔信貸風險之地區為香港。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 5. FINANCIAL RISK MANAGEMENT (cont'd)

**Liquidity risk**

The Group manages liquidity risk by maintaining adequate bank deposits and cash, monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The liquidity risk is under continuous monitoring by management. Reports with maturity dates of bank borrowings and thus the liquidity requirement are provided to management for review periodically. Management will raise or refinance bank borrowings whenever necessary.

The table below analyses the Group's financial liabilities that will be settled into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual face value without applying discounted cash flow model based on the earliest date on which the Group can be required to pay, was as follows:

**Derivative financial liabilities**

Derivative financial instruments

衍生金融負債

衍生金融工具

-

**Non-derivative financial liabilities**

Borrowings

非衍生金融負債

借貸

- Current

- 流動

181,206

256,033

2,512,030

-

-

2,949,269

- Non-current

- 非流動

-

-

9,373,145

7,444

9,380,589

Creditors and accruals

應付賬項及應計款項

83,967

40,883

152,350

15,107

3,459

295,766

Securities trading and margin payable

應付證券交易賬項及保證金

284,165

-

-

-

-

284,165

Amounts due to associates

欠負聯營公司款項

-

-

9,754

-

-

9,754

Amounts due to minority shareholders

欠負少數股東款項

-

-

101,063

-

-

101,063

549,338

296,916

2,664,380

9,499,069

10,903

13,020,606

Total

總計

549,338

296,916

2,664,380

9,499,069

61,754

13,071,457

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 5. 財務風險管理(續)

**流動資金風險**

本集團通過維持充足銀行存款及現金、監管預測及實際現金流量以及配合金融資產及負債之到期時間表，藉此管理流動資金。

管理層持續監管流動資金風險。載有銀行借貸到期日及與之有關之流動資金需求之報告定期向管理層發出供審閱。必要時，管理層將增加銀行借貸或對其進行融資。

下表顯示本集團將結算的財務負債，此乃按照相關的到期組別，根據由結算日至合約到期日的剩餘期間進行分析。表內披露之金額為合約性面值，並無應用本集團按可能被要求支付之最早日期而貼現現金流量模式，如下：

At 31st December, 2007

於二零零七年十二月三十一日

	Less than 1 month 一個月內 HK\$'000 千港元	Between 1 to 3 months 一個至 三個月 HK\$'000 千港元	Between 3 months to 1 year 三個月 至一年 HK\$'000 千港元	Between 1 year to 5 years 一年 至五年 HK\$'000 千港元	More than 5 years 五年 以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Derivative financial liabilities</b>						
Derivative financial instruments	-	-	-	-	50,851	50,851
<b>Non-derivative financial liabilities</b>						
Borrowings						
- Current	181,206	256,033	2,512,030	-	-	2,949,269
- Non-current	-	-	-	9,373,145	7,444	9,380,589
Creditors and accruals	83,967	40,883	152,350	15,107	3,459	295,766
Securities trading and margin payable	284,165	-	-	-	-	284,165
Amounts due to associates	-	-	-	9,754	-	9,754
Amounts due to minority shareholders	-	-	-	101,063	-	101,063
	549,338	296,916	2,664,380	9,499,069	10,903	13,020,606
Total	549,338	296,916	2,664,380	9,499,069	61,754	13,071,457

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 5. FINANCIAL RISK MANAGEMENT (cont'd)

## 5. 財務風險管理(續)

**Liquidity risk (cont'd)****流動資金風險(續)**

		At 31st December, 2006 於二零零六年十二月三十一日					
		Between 1 to 3 months	Between 3 months to 1 year	Between 1 year to 5 years	More than 5 years	Total	
		Less than 1 month 一個月內	Between 1 to 3 months 三個月 至一年	Between 1 year to 5 years 一年 至五年	More than 5 years 五年 以上	Total 總計	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
<b>Derivative financial liabilities</b>	<b>衍生金融負債</b>						
Derivative financial instruments	衍生金融工具	-	-	-	168,644	168,644	
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>						
Borrowings	借貸						
- Current	- 流動	3,926,681	212,000	6,865,523	-	11,004,204	
- Non-current	- 非流動	-	-	3,696,652	12,688	3,709,340	
Convertible bonds	可換股債券	-	-	322,500	-	322,500	
Creditors and accruals	應付賬項及應計款項	43,636	41,954	346,377	2,913	452,544	
Securities trading and margin payable	應付證券交易賬項及保證金	191,206	-	-	-	191,206	
Amounts due to associates	欠負聯營公司款項	-	-	14,738	-	14,738	
Amounts due to minority shareholders	欠負少數股東款項	-	-	535,618	-	535,618	
		4,161,523	253,954	7,211,900	15,601	16,230,150	
Total	總計	4,161,523	253,954	7,211,900	184,245	16,398,794	

At 31st December, 2007 and 2006, it was not probable that the counterparties to the financial guarantee contracts will claim under the contracts. Consequently, the carrying amount of financial guarantee contracts of HK\$618,000 (2006: HK\$328,000) has not been presented above.

於二零零七年及二零零六年十二月三十一日，財務擔保合約之對方不可能根據合約提出索賠。故此，財務擔保合約之賬面值618,000港元(二零零六年：328,000港元)並無於上表呈列。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 5. FINANCIAL RISK MANAGEMENT (cont'd)

#### **Fair value of financial instruments**

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively;
- the fair value of derivative instruments are determined based on the quoted prices provided by the securities' broker; and
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using the estimated future cash flows and the current market rate of return.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost on the consolidated financial statements approximate their fair values.

### 6. CAPITAL MANAGEMENT

The Group' primary objectives when managing capital are to safeguard the abilities of the entities in the Group to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Directors actively and regularly review and manage the Group's capital structure to maximise the returns to shareholders through the optimization of the debt afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions. The Group's overall strategy remains unchanged from 2006.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 5. 財務風險管理(續)

#### **金融工具之公平值**

財務資產及財務負債之公平值按以下方式釐定：

- 具備標準條款及條件並於活躍流通量市場買賣之財務資產及財務負債之公平值乃分別參考市場買入及賣出價計算；
- 衍生工具之公平值乃根據證券經紀人提供之報價計算；及
- 其他財務資產及財務負債之公平值乃根據公認定價模式，並按折現現金流量分析，採用估計未來現金流量及現時市場回報率計算。

董事會認為，於綜合財務報表按攤銷成本記錄之金融資產及金融負債之賬面值與其公平值相若。

### 6. 資本管理

本集團通過根據風險水平給予產品及服務相應定價，及確保按合理成本提供融資之方式管理資本，主要目標為管理本集團之實體持續經營之能力，以確保本集團能為股東持續提供回報，並為其他股票持有人提供利益。

董事會積極並定時審閱及管理本集團之資本構架，透過優化債務及於經濟條件發生變動時對資本構架作出調整，為股東爭取最大之回報。本集團整體策略與二零零六年保持不變。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 6. CAPITAL MANAGEMENT (cont'd)

During the year ended 31st December, 2007, the capital structure of the Group mainly consists of debts, which include borrowings from banks and financial institutions, time deposits, bank balances and cash, and equity attributable to equity holders, comprising issued capital, reserves and retained profits respectively. The Directors consider the cost of capital and the risks associated with each class of capital to monitor its capital structure on the basis of a gearing ratio. The Group has a target gearing ratio of 30% - 50%, determined as the proportion of net debt to equity. This ratio is expressed by as a percentage of net borrowings over the total equity. Net borrowings is calculated as total borrowings (as shown in the balance sheet) less cash and cash equivalents.

The gearing ratios at 31st December, 2007 and 2006 were as follows:

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 6. 資本管理(續)

截至二零零七年十二月三十一日止年度，本集團之資本構架主要由債務(包括銀行及金融機構之借貸)、定期存款、銀行結餘及現金以及股本權益持有人應佔權益組成，分別包括已發行股本、儲備及保留溢利。董事會考慮股本之成本及各類股本相關之風險，以按槓杆比率監管其資本構架。本集團之資產負債比率之目標為30%至50%，按債務淨值與股權之比例釐定。該比率表述為借貸淨額比總權益之百分比。借貸淨額乃按總借貸(如資產負債表所示)減現金及現金等值項目計算。

於二零零七年及二零零六年十二月三十一日止年度之資產負債率如下：

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Borrowings – due within one year (i)	借貸—一年內到期 (i)	<b>2,949,269</b>	11,004,204
Borrowings – due after one year (i)	借貸—一年後到期 (i)	<b>9,380,589</b>	3,709,340
Convertible bonds (ii)	可換股債券 (ii)	-	279,689
		<hr/>	<hr/>
Total debts	總債務	<b>12,329,858</b>	14,993,233
Cash and cash equivalents (iii)	現金及現金等值項目 (iii)	<b>(6,653,554)</b>	(8,120,777)
		<hr/>	<hr/>
Net debt	淨債務	<b>5,676,304</b>	6,872,456
		<hr/>	<hr/>
Net debt	淨債務	<b>5,676,304</b>	6,872,456
Listed securities investments and treasury products (iv)	上市證券投資及財資產品 (iv)	<b>11,808,001</b>	8,376,377
		<hr/>	<hr/>
Net cash position (listed securities investments and treasury products excess of net debt)	現金狀況淨額 (上市證券投資及財資產品高於淨債務)	<b>6,131,697</b>	1,503,921
		<hr/>	<hr/>
Total equity (v)	股本權益總額 (v)	<b>47,665,533</b>	35,962,634
		<hr/>	<hr/>
Net debt to equity ratio (excluding listed securities investments and treasury products)	淨債務與股本權益比率(不包括上市證券投資及財資產品)	<b>11.9%</b>	19.1%
Net debt to equity ratio (including listed securities investments and treasury products)	淨債務與股本權益比率(包括上市證券投資及財資產品)	<b>Net cash position</b>	Net cash position
		現金狀況淨額	現金狀況淨額

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 6. CAPITAL MANAGEMENT (cont'd)

- (i) Borrowings are as detailed in note 41;
- (ii) Convertible bonds are as detailed in note 43;
- (iii) Cash and cash equivalents comprise pledged deposits, time deposits, bank balances and cash at the balance sheet date;
- (iv) Listed securities investments and treasury products are as detailed in note 30, 31, 33 & 38;
- (v) Total equity includes all share capital, reserves and minority interests at the balance sheet date.

The decrease in net debt to equity ratio was due to an increase in total equity and a decrease in net borrowings. Increase in total equity was mainly attributable from the profit retained for the current year and fair value gains on available-for-sale investments recognised in equity.

In relation to brokerage business, Fair Eagle Finance Credit Limited, Fair Eagle Futures Company Limited and Fair Eagle Securities Company Limited, three wholly owned subsidiaries of the Company, are required to maintain financial resources in accordance with the specified amount requirements that apply to them under the Securities and Futures Ordinance imposed by Securities and Futures Commission. The requirements are internally reviewed on a daily basis and reports are required to submit to Securities and Futures Commission monthly. Full compliance is observed during the year.

In relation to the formation of the wholly foreign-owned enterprise for carrying out property development business in the PRC, the Group is required to pay up the specified amount of registered capital for two wholly owned subsidiaries, namely Evergo Real Estate (chengdu) Company Limited and 愛美高實業(成都)有限公司 (Evergo Enterprises (Chengdu) Company Limited) in 2006 and 2007 respectively. At the balance sheet date, all the required registered capital was paid up within the specified time in accordance with the relevant laws, rules and regulations of the PRC.

Save as disclosed, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 6. 資本管理(續)

- (i) 借貸於附註41詳述；
- (ii) 可換股債券於附註43詳述；
- (iii) 於結算日之現金及現金等值項目包括抵押存款、定期存款、銀行結餘及現金；
- (iv) 上市證券投資及財資產品於附註30、31、33及38詳述；
- (v) 於結算日之股本權益總額包括所有股本、儲備及少數股東權益。

淨債務與股本權益比率之下降乃由於股本權益總額增加及借貸淨值減少。股本權益總額增加主要由於本年度保留溢利及於股本權益確認之待售投資公平值收益。

就經紀業務而言，本公司三家全資附屬公司天發金融有限公司、天發期貨有限公司及天發證券有限公司須按證券及期貨事務監察委員會頒布之適用於彼等之證券及期貨條例特定金額要求而保持財務資源。該要求每日經內部檢討並須每月向證券及期貨事務監察委員會遞交報告。於年內已悉數遵守。

就成立外商獨資企業於中國進行物業發展業務而言，本集團須按要求分別於二零零六年及二零零七年為兩家全資附屬公司(即愛美高房地產(成都)有限公司及愛美高實業(成都)有限公司)支付多達其註冊股本之特定金額。於結算日，已按中國相關法律、規則及法規於特定時間內繳足所有要求之註冊股本。

除上文披露者外，本公司或其任何附屬公司並不受外來股本之限制。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 7. TURNOVER

Turnover represents the aggregate of amounts received and receivable from the sales of investments held-for-trading, sales of properties held for sale, property rental income, commission from brokerage, settlement charges from brokerage, interest income from loan financing and cosmetic goods sold less returns.

## 8. BUSINESS AND GEOGRAPHICAL SEGMENTS

**Business segments**

For management purposes, the Group is currently organised into five operating divisions – property development and trading, property leasing, money lending, listed securities investments and treasury products and unlisted securities investments, investment holding and brokerage. These divisions are the basis on which the Group reports its primary segments information.

Principal activities are as follows:

Property development and trading	–	Property development and sales of properties
Property leasing	–	Property rental
Money lending	–	Loan financing
Listed securities investments and treasury products	–	Listed securities investments and trading, over-the-counter trading and structured products
Unlisted securities investments, investment holding and brokerage	–	Unlisted securities investments, trading and brokerage

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 7. 營業額

營業額指已收及應收之出售持作買賣之投資收入、出售持作出售物業收入、物業租金收入、經紀佣金、經紀服務之交易費用、貸款融資利息收入以及扣除退貨後之化妝品銷售之總額。

## 8. 按業務及地域劃分之資料

**按業務劃分**

就業務管理而言，本集團之業務目前可分為五個經營部分—物業發展及買賣、物業租賃、放債、上市證券投資及財資產品以及非上市證券投資、投資控股及經紀服務。該等部分為本集團申報其主要分類資料之基準。

主要業務活動如下：

物業發展及買賣	–	物業發展及物業銷售
物業租賃	–	物業租賃
放債	–	貸款融資
上市證券投資及財資產品	–	上市證券投資及買賣、場外交易及結構性產品
非上市證券投資、投資控股及經紀服務	–	非上市證券投資、買賣及經紀服務



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

8. BUSINESS AND GEOGRAPHICAL SEGMENTS  
(cont'd)

Segment information about these businesses is presented below:

**INCOME STATEMENT**

For the year ended 31st December, 2007

		Property development and trading 物業發展 及買賣 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Money lending 放款 HK\$'000 千港元	Listed securities investments and treasury products 上市證券 投資及 財資產品 HK\$'000 千港元	Unlisted securities investments, investment holding and brokerage 非上市 證券投資、 投資控股及 經紀服務 HK\$'000 千港元	Other operations/ unallocated 其他業務/ 未分攤 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>Turnover</b>	<b>營業額</b>							
Turnover from external customers	來自外間客戶之營業額	<b>3,403,535</b>	<b>773,331</b>	<b>15,156</b>	<b>4,151,559</b>	<b>99,083</b>	<b>4,201</b>	<b>8,446,865</b>
<b>Result</b>	<b>業績</b>							
Segment result	分類業績	<b>947,959</b>	<b>7,124,591</b>	<b>15,156</b>	<b>1,318,761</b>	<b>351,365</b>	<b>1,343</b>	<b>9,759,175</b>
Unallocated corporate expenses, net	未分攤之公司支出淨額							<b>(203,564)</b>
Finance costs on listed securities investments and treasury products	上市證券投資及 財資產品之 財務費用	-	-	-	<b>(118,733)</b>	-	-	<b>(118,733)</b>
Other finance costs	其他財務費用							<b>(456,691)</b>
Other gains and losses, net	其他收益及虧損淨額	-	<b>(1,884)</b>	-	-	-	<b>(69,769)</b>	<b>(71,653)</b>
Share of results of associates	攤佔聯營公司業績	<b>434,601</b>	<b>91,724</b>	<b>(299)</b>	-	<b>8,481</b>	<b>66,924</b>	<b>601,431</b>
Profit before tax	除稅前溢利							<b>9,509,965</b>
Income tax expense	所得稅開支							<b>(1,177,097)</b>
Profit for the year	本年度溢利							<b>8,332,868</b>

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

8. 按業務及地域劃分之資料  
(續)

以下呈報該等業務之分類資料：

## 收益表

截至二零零七年十二月三十一日止年度



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

8. BUSINESS AND GEOGRAPHICAL SEGMENTS  
(cont'd)**OTHER INFORMATION**

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

8. 按業務及地域劃分之資料  
(續)

## 其他資料

截至二零零七年十二月三十一日止年度

		<b>Property development and trading</b>	<b>Property leasing</b>	<b>Unlisted securities investments, investment holding and brokerage</b>	<b>Other operations</b>	<b>Consolidated</b>
		物業發展 及買賣	物業租賃	非上市 證券投資、 投資控股及 經紀服務	其他業務	綜合
		<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元	千港元	千港元	千港元
Capital additions	資本增加	<b>1,227,355</b>	<b>444,407</b>	<b>195,588</b>	<b>14,300</b>	<b>1,881,650</b>
Depreciation	折舊	-	<b>16,090</b>	-	-	<b>16,090</b>
Amortisation	攤銷	<b>24,867</b>	<b>609</b>	-	<b>1,430</b>	<b>26,906</b>
Other non-cash expenses	其他非現金開支	-	<b>1,884</b>	-	-	<b>1,884</b>



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

8. BUSINESS AND GEOGRAPHICAL SEGMENTS  
(cont'd)**BALANCE SHEET**

At 31st December, 2006

		Property development and trading 物業發展 及買賣 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Money lending 放款 HK\$'000 千港元	Listed securities investments and treasury products 上市證券 投資及 財資產品 HK\$'000 千港元	Unlisted securities investments, investment and holding and brokerage 非上市 證券投資、 投資控股及 經紀服務 HK\$'000 千港元	Other operations/ unallocated 其他業務/ 未分攤 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>							
Segment assets	分類資產	5,614,067	38,172,801	66,008	10,663,250	664,772	38,251	55,219,149
Interests in associates	聯營公司權益	816,713	513,885	43	-	-	65,710	1,396,351
Advances to associates	墊付聯營公司款項	753,511	169,054	9,096	-	-	-	931,661
Unallocated corporate assets	未分攤之公司資產							87,166
								<u>57,634,327</u>
<b>Liabilities</b>	<b>負債</b>							
Segment liabilities	分類負債	872,095	316,260	99	4,067,818	218,327	40,731	5,515,330
Unallocated corporate liabilities	未分攤之公司負債							16,156,363
								<u>21,671,693</u>

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

8. 按業務及地域劃分之資料  
(續)**資產負債表**

於二零零六年十二月三十一日

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

8. BUSINESS AND GEOGRAPHICAL SEGMENTS  
(cont'd)**OTHER INFORMATION**

For the year ended 31st December, 2006

		Property development and trading 物業發展 及買賣 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital additions	資本增加	2,547,170	897,110	3,444,280
Depreciation	折舊	—	14,235	14,235
Amortisation	攤銷	—	609	609
Impairment losses recognised in the income statement	於收益表確認 之減值虧損	200,000	—	200,000
Other non-cash expenses	其他非現金開支	—	13,474	13,474

**Geographical segments**

No further geographical segment information is presented as the activities of the Group carried out in Hong Kong and the assets of the Group located in Hong Kong is the only major geographical segment of the Group.

## 9. OTHER INCOME

Included in other income are:

Building management fee income  
Building management fee expenses

Exchange gain, net  
Management fee income

其他收入包括：

樓宇管理費收入  
樓宇管理費開支

匯兌收益淨額  
管理費收入

	2007 HK\$'000 千港元	2006 HK\$'000 千港元
	<b>56,879</b>	59,281
	<b>(38,940)</b>	(37,882)
	<b>17,939</b>	21,399
	<b>3,451</b>	—
	<b>—</b>	1,159

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

8. 按業務及地域劃分之資料  
(續)**其他資料**

截至二零零六年十二月三十一日止年度

	Property development and trading 物業發展 及買賣 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
資本增加	2,547,170	897,110	3,444,280
折舊	—	14,235	14,235
攤銷	—	609	609
於收益表確認 之減值虧損	200,000	—	200,000
其他非現金開支	—	13,474	13,474

**按地域劃分**

由於本集團於香港從事之業務及本集團位於香港之資產乃本集團之唯一主要地區分類資料，因此並無進一步呈列按地域劃分之資料。

## 9. 其他收入

	2007 HK\$'000 千港元	2006 HK\$'000 千港元
	<b>56,879</b>	59,281
	<b>(38,940)</b>	(37,882)
	<b>17,939</b>	21,399
	<b>3,451</b>	—
	<b>—</b>	1,159

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 10. INVESTMENT INCOME, NET

## 10. 投資收入淨額

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Gain on financial assets at fair value through profit or loss classified as held-for-trading:	按公平值計入收益表被分類為		
Unrealised gain on investments held-for-trading	持作買賣之財務資產收益： 持作買賣之投資之未變現收益	<b>20,372</b>	5,066
Financial assets at fair value through profit or loss classified as designated:	按公平值計入收益表		
Unrealised (loss) gain on equity-linked notes	被分類為指派之財務資產： 股票掛鈎票據之未變現 (虧損)收益	<b>(46,311)</b>	2,366
Realised gain (loss) on equity-linked notes	股票掛鈎票據之已變現 收益(虧損)	<b>2,427</b>	(17,632)
Net loss on financial assets at fair value through profit or loss classified as designated	按公平值計入收益表 被分類為指派之財務資產 虧損淨額	<b>(43,884)</b>	(15,266)
Financial liabilities at fair value through profit or loss classified as held-for-trading:	按公平值計入收益表被分類為		
Unrealised gain (loss) on derivative financial instruments	持作買賣之財務負債： 衍生金融工具之未變現 收益(虧損)	<b>51,925</b>	(16,555)
Realised gain (loss) on derivative financial instruments	衍生金融工具之已變現 收益(虧損)	<b>65,868</b>	(59,940)
Net gain (loss) on financial liabilities at fair value through profit or loss classified as held-for-trading	按公平值計入收益表被分類為持作 買賣之財務負債收益(虧損)淨額	<b>117,793</b>	(76,495)
Realised gain on bonds	債券之已變現收益	-	8
Transfer from equity on disposals of available-for-sale investments	出售待售投資時由股本權益轉撥	<b>888,684</b>	233,012
Other investment income	其他投資收入	-	11,968
Dividend income on:	股息收入：		
Listed investments	上市投資	<b>89,986</b>	69,597
Unlisted investments	非上市投資	<b>65,755</b>	83,746
Interest income	利息收入	<b>227,292</b>	461,315
Imputed interest on:	名義利息：		
Advances to associates	墊付聯營公司款項	<b>33,073</b>	60,284
		<b>1,399,071</b>	833,235

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 10. INVESTMENT INCOME, NET (cont'd)

Included in interest income are interest from equity-linked notes & bonds and derivative financial instruments amounted to approximately HK\$12,000,000 (2006: HK\$245,000,000) and approximately HK\$51,000,000 (2006: HK\$137,000,000) respectively.

## 11. OTHER EXPENSES

Included in other expenses are:

Amortisation of intangible assets	無形資產攤銷
Expenses for specific transactions	特定交易開支
Impairment loss recognised in respect of accounts receivable	就應收賬款確認之減值虧損

其他開支包括：

2007	2006
HK\$'000	HK\$'000
千港元	千港元

1,430	—
8,374	—
—	38

## 12. ASSET CLASSIFIED AS HELD FOR SALE

On 27th December, 2006 and 8th December, 2006, Superkey Development Limited and Boria Enterprises Limited, indirect wholly owned subsidiaries of G-Prop (Holdings) Limited ("G-Prop"), which was a 50.1% interest subsidiary of the Group as at 31st December, 2006, entered into sale and purchase agreements with two independent third parties ("the Purchaser") in relation to the disposals of a car park located at No. 4106, 4/F., Bank of America Tower, 12 Harcourt Road, Hong Kong (the "Car Park") and property located at 3rd Floor, Chung Kiu Godown Building, 63-71 Lei Muk Road, Kwai Chung, New Territories, Hong Kong (the "Property") at considerations of HK\$538,000 and HK\$8,800,000 respectively. The Car Park was satisfied by the Purchaser in cash and completed on 19th January, 2007 and the Property was satisfied in cash and completed on 31st May, 2007. In accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*, the above investment properties have been presented as assets classified as held for sale in the consolidated balance sheet as at 31st December, 2006.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 10. 投資收入淨額(續)

利息收入之中包括股票掛鈎票據及債券以及衍生金融工具之利息分別約12,000,000港元(二零零六年:245,000,000港元)及約51,000,000港元(二零零六年:137,000,000港元)。

## 11. 其他開支

2007	2006
HK\$'000	HK\$'000
千港元	千港元
1,430	—
8,374	—
—	38

## 12. 列為持作出售之資產

於二零零六年十二月二十七日及二零零六年十二月八日，本集團於二零零六年十二月三十一日佔50.1%權益之附屬公司金匡企業有限公司(「金匡」)之間接全資附屬公司偉祺發展有限公司及博永企業有限公司與兩名獨立第三方(「買方」)訂立買賣協議，分別以代價538,000港元及8,800,000港元出售香港夏慤道12號美國銀行中心4樓4106號停車位(「停車位」)及位於香港新界葵涌梨木道63-71號中僑貨倉大廈3樓之物業(「物業」)，出售停車位已由買方於二零零七年一月十九日以現金支付及完成，出售物業由買方於二零零七年五月三十一日以現金支付及完成。根據香港財務報告準則第5號持作出售之非流動資產及已停業經營業務，上述投資物業已於二零零六年十二月三十一日之綜合資產負債表內列為持作出售之資產。



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 13. PROFIT FOR THE YEAR

## 13. 本年度溢利

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Profit for the year has been arrived at after (charging) crediting:	本年度溢利已 (扣除)計入:		
Total staff costs:	總僱員成本:		
Staff costs, including Directors' emoluments	僱員成本(包括董事酬金)	<b>(94,997)</b>	(86,432)
Retirement benefits scheme contributions, net of forfeited contributions of HK\$197,000 (2006: HK\$473,000)	退休福利計劃供款, 扣除 已沒收供款 197,000 港元 (二零零六年: 473,000 港元)	<b>(4,268)</b>	(3,517)
		<b>(99,265)</b>	(89,949)
Auditors' remuneration	核數師酬金	<b>(1,925)</b>	(3,505)
Depreciation	折舊	<b>(16,090)</b>	(14,235)
Amortisation	攤銷	<b>(609)</b>	(609)
Cost of investments held-for-trading recognised	持作買賣之投資成本確認	<b>(3,963,100)</b>	(3,761,509)
Cost of trading properties recognised	買賣物業成本確認	<b>(2,240,217)</b>	(5,345)
Cost of cosmetic products recognised	化妝品成本確認	<b>(1,300)</b>	-
Share of tax of associates (included in share of results of associates)	攤佔聯營公司稅項 (已計入攤佔聯營公司業績)	<b>(89,152)</b>	(227,267)
Gain on disposals of investments held-for-trading included in gross profit:	計入毛利之出售 持作買賣投資之收益:		
Increase in market value of investments held-for-trading	持作買賣投資 之市值增加	<b>186,960</b>	256,613
Realised exchange (loss) gain on translation of investments held-for-trading	換算持作買賣投資 之已變現匯兌(虧損)收益	<b>(4,191)</b>	14,255
		<b>182,769</b>	270,868
Gross rental income from investment properties	投資物業租金收入總額	<b>773,331</b>	667,913
Less: Direct operating expenses from investment properties that generated rental income during the year	減: 年內產生租金收入 之投資物業 直接經營開支	<b>(59,160)</b>	(48,864)
Direct operating expenses from investment properties that did not generate rental income during the year	年內並無產生租金收入 之投資物業 直接經營開支	<b>(13,144)</b>	(11,652)
		<b>701,027</b>	607,397

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 14. FINANCE COSTS

## 14. 財務費用

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Interest on:	利息：		
Bank loans wholly repayable within five years	須於五年內全數償還之銀行貸款	<b>522,265</b>	345,606
Bank loans wholly repayable over five years	須於五年後全數償還之銀行貸款	<b>1,633</b>	1,760
Other loans wholly repayable within five years	須於五年內全數償還之其他貸款	<b>106,427</b>	156,393
Amounts due to minority shareholders	欠負少數股東款項	<b>21,756</b>	33,278
		<b>652,081</b>	537,037
Imputed interest on:	名義利息：		
Amounts due to associates	欠負聯營公司款項	<b>1,006</b>	985
Amounts due to minority shareholders	欠負少數股東款項	<b>2,751</b>	16,726
Convertible bonds	可換股債券	<b>4,050</b>	21,187
		<b>7,807</b>	38,898
Total interest	利息總額	<b>659,888</b>	575,935
Exchange loss on translation of foreign currency loans	外幣貸款匯兌虧損	<b>12,306</b>	22,602
Other finance costs	其他財務費用	<b>4,242</b>	3,324
		<b>676,436</b>	601,861
Less: Interest capitalised to stock of properties under development	減：撥充發展中物業 存貨資本化之利息	<b>(40,602)</b>	(92,979)
Less: Interest capitalised to investment properties under development	減：撥充發展中投資 物業資本化之利息	<b>(60,410)</b>	(55,363)
		<b>575,424</b>	453,519

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 15. OTHER GAINS AND LOSSES, NET

## 15. 其他收益及虧損淨額

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Included in other gains and losses, net are:	其他收益及虧損淨額包括：		
Impairment loss reversed in respect of advances to associates	就墊付聯營公司款項撥回之減值虧損	1,719	897
Impairment loss recognised in respect of advance to an associate	就墊付一間聯營公司款項確認之減值虧損	(1,884)	(13,474)
Gain on disposal of a subsidiary (Note)	出售一間附屬公司收益(附註)	158,212	-
Gain on deemed disposal of interest in an associate	視作出售一間聯營公司權益收益	5,103	-
Gain on disposal of an associate	出售一間聯營公司收益	-	70,366
Loss on conversion of convertible bonds by cash settlement	以現金結算方式兌換可換股債券之虧損	(236,705)	-
Discount on acquisition of a subsidiary	收購一間附屬公司折讓	624	-

Note: Gain on disposal of a subsidiary arose from disposal of 15.11% interest in G-Prop by placing on 7th June, 2007.

附註：出售一間附屬公司收益乃因於二零零七年六月七日以配售方式出售金匡之 15.11% 權益。

## 16. DIRECTORS' EMOLUMENTS

## 16. 董事酬金

Fees and other emoluments paid or payable to each of the 5 (2006: 7) directors for the years ended 31st December, 2007 and 2006 were as follows:

於截至二零零七年及二零零六年十二月三十一日止年度已付或應付予五名董事(二零零六年：七名)各自之袍金及其他酬金如下：

		2007			2006		
		Fee 袍金 HK\$'000 千港元	Salaries and other emolument 薪金及其他酬金 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Fee 袍金 HK\$'000 千港元	Salaries and other emolument 薪金及其他酬金 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Mr. Joseph Lau, Luen-hung	劉鑾雄先生	-	3,600	3,600	-	3,600	3,600
Mr. Thomas Lau, Luen-hung (resigned on 15th December, 2006)	劉鑾鴻先生 (於二零零六年十二月十五日辭任)	-	-	-	-	2,290	2,290
Mr. Lau, Ming-wai (appointed on 15th December, 2006)	劉鳴煒先生 (於二零零六年十二月十五日獲委任)	-	1,200	1,200	-	55	55
Mr. Koon, Wing-yee	官永義先生	-	-	-	6	-	6
Mr. Chan, Kwok-wai	陳國偉先生	180	-	180	150	-	150
Mr. Cheng, Kwee	鍾貴先生	180	-	180	150	-	150
Ms. Phillis Loh, Lai-ping	羅麗萍女士	180	-	180	140	-	140
		540	4,800	5,340	446	5,945	6,391

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 16. DIRECTORS' EMOLUMENTS (cont'd)

No Directors waived any emoluments for the years ended 31st December, 2007 and 2006.

## 17. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2006: two) were executive directors of the Company whose emoluments are included in the disclosures in Note 16 above. The emoluments of the remaining three (2006: three) individuals disclosed pursuant to the Listing Rules were as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefit scheme contributions	退休福利計劃供款

Their emoluments were within the following bands:

Nil – HK\$1,000,000	無 – 1,000,000 港元
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元 – 1,500,000 港元
HK\$1,500,001 – HK\$2,000,000	1,500,001 港元 – 2,000,000 港元

During the years ended 31st December, 2007 and 2006, no emoluments were paid by the Group to the five highest paid individuals or Directors, as an inducement to join or upon joining the Group as compensation for loss of office.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 16. 董事酬金(續)

董事概無於截至二零零七年及二零零六年十二月三十一日止年度內放棄收取任何酬金。

## 17. 僱員酬金

本集團五名最高薪酬人士中，兩名(二零零六年：兩名)為本公司執行董事，彼等之薪酬已於上文附註16披露。遵照上市規則披露之餘下三名(二零零六年：三名)人士之酬金如下：

2007	2006
HK\$'000	HK\$'000
千港元	千港元
<b>3,588</b>	3,296
<b>238</b>	166
<b>3,826</b>	3,462

彼等之酬金分下列等級：

Number of employees  
僱員人數

2007	2006
<b>1</b>	2
<b>1</b>	0
<b>1</b>	1

於截至二零零七年及二零零六年十二月三十一日止年度內，本集團概無為吸引加入本集團或於加入本集團時作為離職補償而向該五名最高薪酬人士或董事支付任何酬金。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 18. INCOME TAX EXPENSE

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 18. 所得稅開支

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
The charge (credit) comprises:	稅項支出(撥回)包括：		
Current tax:	當期稅項：		
Hong Kong Profits Tax	香港利得稅	<b>174,389</b>	42,038
Other than Hong Kong	香港以外地區	<b>9,556</b>	5,852
		<b>183,945</b>	47,890
Underprovision in prior years:	過往年度撥備不足：		
Hong Kong Profits Tax	香港利得稅	<b>1,181</b>	2,960
Other than Hong Kong	香港以外地區	-	-
		<b>1,181</b>	2,960
Deferred tax:	遞延稅項：		
Current year	本年度	<b>992,588</b>	1,455,288
Overprovision in prior years	過往年度超額撥備	<b>(617)</b>	(214)
		<b>991,971</b>	1,455,074
		<b>1,177,097</b>	1,505,924

Hong Kong Profits Tax is calculated at 17.5% on the estimated assessable profits for the both years. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

On 16th March, 2007, the People's Republic of China promulgated the Law of the People's Republic of China on Enterprise Income Tax by Order No. 63 of the President of the People's Republic of China, which will change the tax rate from 33% to 25% for certain subsidiaries from 1st January, 2008. The deferred tax balance has been adjusted to reflect the tax rates that are expected to apply to the respective years when the asset is realised or the liability is settled.

The major deferred tax liabilities recognised by the Group is deferred tax on fair value changes on investment properties of HK\$994,206,000 (2006: HK\$1,431,805,000) for the year.

香港利得稅乃根據上述兩個年度之估計應課稅溢利按稅率 17.5% 計算。其他司法權區產生之稅項乃按有關司法權區之當時稅率計算。

於二零零七年三月十六日，中華人民共和國根據中華人民共和國國家主席令 63 號頒布中華人民共和國企業所得稅法，該法令若干附屬公司之稅率由二零零八年一月一日起由 33% 改為 25%。遞延稅項結餘已予以調整，以反映預期於資產變現或清償負債期間適用之各個稅率。

本集團於年內確認之遞延稅項負債主要為投資物業之公平值變動之遞延稅項 994,206,000 港元(二零零六年：1,431,805,000 港元)。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 18. INCOME TAX EXPENSE (cont'd)

The tax charge for the year can be reconciled to the profit before tax as follows:

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## 18. 所得稅開支(續)

年內之稅項支出與除稅前溢利對賬如下：

		<b>2007</b>		2006	
		<b>HK\$'000</b>	<b>%</b>	HK\$'000	%
		千港元		千港元	
Profit before tax	除稅前溢利	<b>9,509,965</b>		9,063,011	
Tax at Hong Kong Profits	按香港利得稅稅率 17.5%				
Tax rate of 17.5%	計算之稅項	<b>1,664,244</b>	<b>17.5</b>	1,586,026	17.5
Tax effect of share of results of associates	攤佔聯營公司業績之稅務影響	<b>(105,251)</b>	<b>(1.1)</b>	(89,638)	(1.0)
Tax effect of expenses not deductible for tax purpose	就稅務而言不可扣減支出之稅務影響	<b>297,095</b>	<b>3.1</b>	513,203	5.7
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	<b>(720,878)</b>	<b>(7.6)</b>	(471,619)	(5.2)
Underprovision in respect of prior years	過往年度撥備不足	<b>564</b>	-	2,746	-
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	<b>60,656</b>	<b>0.6</b>	178	-
Tax effect of utilisation of tax losses previously not recognised	運用先前未確認之稅務虧損之稅務影響	<b>(52,853)</b>	<b>(0.5)</b>	(33,154)	(0.4)
Tax effect on accelerated accounting depreciation over tax depreciation not provided in prior years	過往年度未撥備之加速會計折舊超過稅務折舊之稅務影響	<b>(1,307)</b>	-	(6,404)	(0.1)
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營之附屬公司適用之不同稅率之影響	<b>34,827</b>	<b>0.4</b>	4,628	0.1
Others	其他	-	-	(42)	-
Tax charge for the year	年度稅項	<b>1,177,097</b>	<b>12.4</b>	1,505,924	16.6

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## 19. DIVIDENDS

## 19. 股息

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>(a)</b>	Final dividend for 2006 paid on 15th June, 2007 of HK 18 cents (2005: HK 12 cents) per share		
	Cash	<b>129,774</b>	108,128
	Share alternative under scrip dividend scheme	<b>277,095</b>	158,639
		<b>406,869</b>	266,767
<b>(b)</b>	Interim dividend for 2007 paid on 3rd October, 2007 of HK 13.5 cents (2006: HK 12 cents) per share		
	Cash	<b>121,204</b>	72,965
	Share alternative under scrip dividend scheme	<b>187,165</b>	195,905
		<b>308,369</b>	268,870
	Total dividends paid	<b>715,238</b>	535,637

The final dividend of HK 22.5 cents (2006: HK 18 cents) per share has been proposed by the Directors and is subject to approval by the shareholders in general meeting.

董事會建議派付末期股息每股22.5港仙(二零零六年：18港仙)，有待股東於股東大會批准。

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For the year ended 31st December, 2007

## 20. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to equity holders of the parent is based on the following data:

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Earnings:	盈利：		
Earnings for the purposes of basic earnings per share (profit for the year attributable to equity holders of the parent)	計算每股基本盈利之盈利 (母公司股本權益持有人應佔 之本年度溢利)	<b>8,195,857</b>	7,477,345
Effect of dilutive potential ordinary shares: Imputed interest on convertible bonds	潛在攤薄普通股之影響： 可換股債券之名義利息		21,187
Earnings for the purposes of diluted earnings per share	計算每股攤薄盈利 之盈利		7,498,532
		<b>Number of shares</b>	
		股份數目	
		<b>2007</b>	2006
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purposes of basic earnings per share	計算每股基本盈利 之普通股加權平均數	<b>2,277,396,424</b>	2,204,297,086
Effect of dilutive potential ordinary shares: Convertible bonds	潛在攤薄普通股之影響： 可換股債券		46,269,727
Weighted average number of ordinary shares for the purposes of diluted earnings per share	計算每股攤薄盈利 之普通股加權平均數		2,250,566,813

Diluted earnings per share for the year ended 31st December, 2007 is the same as the basic earnings per share as there were no dilutive potential ordinary shares outstanding.

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## 20. 每股盈利

母公司之股本權益持有人應佔之每股基本及攤薄盈利乃根據以下數據計算：

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Earnings:	盈利：		
Earnings for the purposes of basic earnings per share (profit for the year attributable to equity holders of the parent)	計算每股基本盈利之盈利 (母公司股本權益持有人應佔 之本年度溢利)	<b>8,195,857</b>	7,477,345
Effect of dilutive potential ordinary shares: Imputed interest on convertible bonds	潛在攤薄普通股之影響： 可換股債券之名義利息		21,187
Earnings for the purposes of diluted earnings per share	計算每股攤薄盈利 之盈利		7,498,532
		<b>Number of shares</b>	
		股份數目	
		<b>2007</b>	2006
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purposes of basic earnings per share	計算每股基本盈利 之普通股加權平均數	<b>2,277,396,424</b>	2,204,297,086
Effect of dilutive potential ordinary shares: Convertible bonds	潛在攤薄普通股之影響： 可換股債券		46,269,727
Weighted average number of ordinary shares for the purposes of diluted earnings per share	計算每股攤薄盈利 之普通股加權平均數		2,250,566,813

因概無任何尚未行使之可攤薄潛在普通股，故截至二零零七年十二月三十一日止年度之每股攤薄盈利與每股基本盈利相同。



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## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 21. INVESTMENT PROPERTIES

## 21. 投資物業

		HK\$'000 千港元
<b>Fair value</b>	<b>公平值</b>	
At 1st January, 2006	於二零零六年一月一日	24,062,965
Acquisition of subsidiaries	收購附屬公司	393,000
Additions	添置	476,796
Increase in fair value recognised in the income statement	於收益表中確認之 公平值增加	6,921,971
Reclassification to asset held for sale	重新分類為持作出售資產	(9,338)
Disposals	出售	(73,524)
		<hr/>
At 31st December, 2006	於二零零六年十二月三十一日	31,771,870
Additions	添置	405,793
Increase in fair value recognised in the income statement	於收益表中確認之 公平值增加	6,421,788
Disposal of a subsidiary	出售一間附屬公司	(35,600)
Disposals	出售	(65,411)
		<hr/>
<b>At 31st December, 2007</b>	<b>於二零零七年十二月三十一日</b>	<b>38,498,440</b>

The market value of the Group's investment properties at 31st December, 2007 has been arrived at on the basis of valuation carried out on that date by Messrs. Norton Appraisals Limited ("Norton Appraisals"), independent qualified professional valuers not connected with the Group who has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation report on the investment properties is signed by a director of Norton Appraisals, who is a member of the Hong Kong Institute of Surveyors. The valuation, which conforms to the Hong Kong Institute of Surveyors Valuation Standards on Properties (1st Edition 2005) published by the Hong Kong Institute of Surveyors, was based on market value basis.

與本集團並無關連之獨立合資格專業估值師普敦國際評估有限公司(「普敦國際」)已按其於二零零七年十二月三十一日所進行估值為基準，計算本集團投資物業於該日之市值。普敦國際擁有合適資格及最近亦有評估相關地點之同類物業之經驗。投資物業之估值報告由普敦國際董事(香港測量師學會會員)簽署。該估值乃遵守香港測量師學會所頒布之物業估值準則(二零零五年第一版)，並按市值基準進行重估。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 21. INVESTMENT PROPERTIES (cont'd)

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes, are measured using the fair value model and are classified and accounted for as investment properties.

The carrying value of investment properties shown above comprises:

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 21. 投資物業(續)

根據營運租賃持有以賺取租金或資本增值之本集團所有物業權益乃採用公平值模式計量，並分類及入賬列作投資物業。

上述投資物業之賬面值包括：

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Properties in Hong Kong held under:	於香港按以下租約持有之物業：		
Long lease	長期租約	<b>30,710,400</b>	26,684,270
Medium-term lease	中期租約	<b>6,336,400</b>	3,967,400
		<b>37,046,800</b>	30,651,670
Properties outside Hong Kong held under:	於香港以外按以下租約持有之物業：		
Long lease	長期租約	<b>457,900</b>	304,000
Medium-term lease	中期租約	<b>993,740</b>	816,200
		<b>1,451,640</b>	1,120,200
		<b>38,498,440</b>	31,771,870

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## 綜合財務報表附註

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## 22. PROPERTY AND OTHER FIXED ASSETS

## 22. 物業及其他固定資產

		Furniture, fixtures and equipments			Yachts and motor vehicles	Total
		Buildings	傢俬、裝置及設備			
		樓宇		遊艇及汽車	合計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
<b>Cost</b>	<b>成本</b>					
At 1st January, 2006	於二零零六年一月一日	59,679	85,178	40,124	184,981	
Acquisition of subsidiaries	收購附屬公司	–	24	495	519	
Additions	添置	–	5,248	21,547	26,795	
Disposals	出售	–	(4,614)	(5,713)	(10,327)	
At 31st December, 2006	於二零零六年十二月三十一日	59,679	85,836	56,453	201,968	
Acquisition of a subsidiary	收購一間附屬公司	–	34	42	76	
Additions	添置	–	3,242	35,372	38,614	
Disposals	出售	–	(2,465)	(9,633)	(12,098)	
Exchange adjustments	滙兌調整	–	57	117	174	
At 31st December, 2007	於二零零七年十二月三十一日	59,679	86,704	82,351	228,734	
<b>Depreciation</b>	<b>折舊</b>					
At 1st January, 2006	於二零零六年一月一日	8,832	77,207	30,053	116,092	
Charge for the year	年內折舊	1,501	3,616	9,118	14,235	
Elimination upon disposals	出售時對銷	–	(4,614)	(5,102)	(9,716)	
At 31st December, 2006	於二零零六年十二月三十一日	10,333	76,209	34,069	120,611	
Charge for the year	年內折舊	1,502	3,928	10,660	16,090	
Elimination upon disposals	出售時對銷	–	(2,446)	(7,457)	(9,903)	
Exchange adjustments	滙兌調整	–	30	60	90	
At 31st December, 2007	於二零零七年十二月三十一日	11,835	77,721	37,332	126,888	
<b>Carrying amounts</b>	<b>賬面值</b>					
<b>At 31st December, 2007</b>	<b>於二零零七年十二月三十一日</b>	<b>47,844</b>	<b>8,983</b>	<b>45,019</b>	<b>101,846</b>	
At 31st December, 2006	於二零零六年十二月三十一日	49,346	9,627	22,384	81,357	

The Group's buildings are situated in Hong Kong and held under medium-term leases.

本集團之樓宇均位於香港並按中期租約持有。

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## 綜合財務報表附註

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## 23. PROPERTIES UNDER DEVELOPMENT

## 23. 發展中物業

		HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
At 1st January, 2006	於二零零六年一月一日	23,902
Additions	添置	26,384
Transfer to stock of properties	轉撥至物業存貨	(50,286)
		<hr/>
At 31st December, 2006	於二零零六年十二月三十一日	–
Additions	添置	33,548
		<hr/>
At 31st December, 2007	於二零零七年十二月三十一日	33,548
		<hr/>
<b>Carrying amounts</b>	<b>賬面值</b>	
<b>At 31st December, 2007</b>	<b>於二零零七年十二月三十一日</b>	<b>33,548</b>
		<hr/> <hr/>
At 31st December, 2006	於二零零六年十二月三十一日	–
		<hr/> <hr/>

The carrying value of properties under development comprises:

發展中物業之賬面值包括：

		<b>2007</b> <b>HK\$'000</b> 千港元	2006 HK\$'000 千港元
Leasehold properties in Mainland China held under:	於中國大陸按以下租約持有之物業：		
Medium-term lease	中期租約	<b>33,548</b>	–
		<hr/> <hr/>	<hr/> <hr/>

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## 綜合財務報表附註

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## 24. PREPAID LEASE PAYMENTS

## 24. 預付租賃款項

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
The Group's prepaid lease payments comprise:	本集團之預付租賃款項包括：		
Leasehold land in Hong Kong held under:	於香港按以下租約持有之土地：		
Long lease	長期租約	<b>248,661</b>	249,250
Medium-term lease	中期租約	<b>227</b>	247
		<b>248,888</b>	249,497
Leasehold land in Mainland China held under:	於中國大陸按以下租約持有之土地：		
Medium-term lease	中期租約	<b>1,168,743</b>	-
		<b>1,417,631</b>	249,497

Amortisation expense on prepaid lease payments of HK\$24,867,000 (2006: Nil) has been capitalised to properties under development for the year. Amortisation expense on prepaid lease payments of HK\$609,000 (2006: HK\$609,000) has been charged to consolidated income statement for the year.

年內金額為24,867,000港元(二零零六年：無)之預付租賃款項攤銷開支已撥充為發展中物業資本。年內金額為609,000港元(二零零六年：609,000港元)之預付租賃款項攤銷開支已計入綜合收益表。

## 25. PROPERTY INTERESTS HELD FOR FUTURE DEVELOPMENT

## 25. 持作日後發展之物業權益

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>Cost</b>	<b>成本</b>		
At 1st January and 31st December	於一月一日及十二月三十一日	<b>71,118</b>	71,118
<b>Impairment loss</b>	<b>減值虧損</b>		
At 1st January and 31st December	於一月一日及十二月三十一日	<b>(71,118)</b>	(71,118)
<b>Carrying amounts</b>	<b>賬面值</b>		
At 1st January and 31st December	於一月一日及十二月三十一日	-	-

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## 25. PROPERTY INTERESTS HELD FOR FUTURE DEVELOPMENT (cont'd)

The property interests held for development project in Chenghai Royal Garden, Shantou, the PRC is held by a wholly owned subsidiary of Chi Cheung Investment Company, Limited ("Chi Cheung"), which is a 61.96% interest subsidiary of the Group. Under a Contract for Pre-registration of Grant of State-owned Land Use Right (the "Contract") with the district bureau of Chenghai dated 5th August, 1992, the Group had made certain down payment. However, the Group subsequently determined not to proceed with the land requisition and requested for refund.

In April 2005, the Group commenced legal proceedings at the Shantou City Intermediate People's Court (the "Intermediate Court") to terminate the Contract with the Shantou City Planning and State-owned Land Resources Bureau ("Chenghai Bureau"). In view of the uncertainty in the recoverability of the amount claimed and any other entitlements under the Contract, the Group had made a full provision for an impairment loss of HK\$71,118,000 during 2004.

On 28th December, 2006, the Intermediate Court made a judgment in favour of the Group. However, Chenghai Bureau submitted an application of appeal to the High People's Court of Guangdong Province (the "High Court") on 23rd January, 2007 and the Group also sent out a reply to the High Court on 13th February 2007.

On 27th June, 2007, High Court accepted the application of appeal by the Chenghai Bureau and made the judgment as follows: (1) the judgment made by the Intermediate Court on 28th December, 2006 was revoked; and (2) the case was remitted to the Intermediate Court for rehearing. On 22nd August 2007, the Intermediate Court accepted for rehearing the case within six months.

On 18th February, 2008, the Intermediate Court notified the Group that the trial period had been extended for six months to August 2008.

## 綜合財務報表附註

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## 25. 持作日後發展之物業權益 (續)

中國汕頭市澄海海麗花園之持作發展項目物業權益，乃由本集團擁有61.96%權益之附屬公司至祥置業有限公司(「至祥」)之一間全資附屬公司持有。根據於一九九二年八月五日與澄海地區當局訂立之國有土地使用權預約合同(「合同」)，本集團已支付若干定金。本集團其後決定不進行徵地，並終止該合同及要求退還定金。

於二零零五年四月，本集團於汕頭市中級人民法院(「中級法院」)向汕頭市規劃與國土資源局(「澄海當局」)展開法律程序，終止合同。由於未能確定可否收回索償款額及根據合同之其他權益，本集團已於二零零四年就減值虧損作出71,118,000港元之全數撥備。

於二零零六年十二月二十八日，中級法院判決裁定本集團勝訴，然而，澄海當局於二零零七年一月二十三日向廣東省高級人民法院(「高級法院」)提交上訴申請，而本集團亦已於二零零七年二月十三日向高級法院提交回應。

於二零零七年六月二十七日，高級法院接受澄海當局之上訴申請並作出如下判決：(1) 撤銷中級法院於二零零六年十二月二十八日作出之判決；及(2) 案件被退回至中級法院重新聆訊。於二零零七年八月二十二日，中級法院接受於六個月重新聆訊案件。

於二零零八年二月十八日，中級法院知會本集團審訊期被延長六個月至二零零八年八月。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 26. INTANGIBLE ASSETS

## 26. 無形資產

		<b>Club debentures</b>	<b>Trading and exchange rights</b>	<b>Trademark</b>	<b>Total</b>
		會社債券	買賣及貿易權	商標	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Cost</b>	<b>成本</b>				
At 1st January, 2006	於二零零六年一月一日	24,307	2,705	–	27,012
Reclassification to available-for-sale investments	重新分類至待售投資	(24,307)	–	–	(24,307)
At 31st December, 2006	於二零零六年十二月三十一日	–	2,705	–	2,705
Acquisition of a subsidiary	收購一間附屬公司	–	–	14,300	14,300
At 31st December, 2007	於二零零七年十二月三十一日	–	2,705	14,300	17,005
<b>Amortisation and impairment</b>	<b>攤銷及減值</b>				
At 1st January, 2006	於二零零六年一月一日	8,356	2,705	–	11,061
Reclassification to available-for-sale investments	重新分類至待售投資	(8,356)	–	–	(8,356)
At 31st December, 2006	於二零零六年十二月三十一日	–	2,705	–	2,705
Amortisation for the year	年內攤銷	–	–	1,430	1,430
At 31st December, 2007	於二零零七年十二月三十一日	–	2,705	1,430	4,135
<b>Carrying amounts</b>	<b>賬面值</b>				
<b>At 31st December, 2007</b>	<b>於二零零七年十二月三十一日</b>	<b>–</b>	<b>–</b>	<b>12,870</b>	<b>12,870</b>
At 31st December, 2006	於二零零六年十二月三十一日	–	–	–	–

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 27. GOODWILL

## 27. 商譽

		HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
At 1st January, 2006, 31st December, 2006 and 31st December, 2007	於二零零六年一月一日、二零零六年十二月三十一日 及二零零七年十二月三十一日	47,748
<b>Impairment</b>	<b>減值</b>	
At 1st January, 2006, 31st December, 2006 and 31st December, 2007	於二零零六年一月一日、二零零六年十二月三十一日 及二零零七年十二月三十一日	47,748
<b>Carrying amount At 31st December, 2007</b>	<b>賬面值 於二零零七年十二月三十一日</b>	<b>-</b>
At 31st December, 2006	於二零零六年十二月三十一日	-

## 28. INTERESTS IN ASSOCIATES

## 28. 聯營公司權益

		<b>2007</b> <b>HK\$'000</b> 千港元	2006 HK\$'000 千港元
Cost of investment in associates	投資聯營公司成本		
Listed in Hong Kong	於香港上市	<b>47,772</b>	-
Unlisted	非上市	<b>308,254</b>	307,926
Share of post-acquisition profits, net of dividend received	攤佔收購後溢利 扣除已收股息	<b>854,910</b>	1,088,425
		<b>1,210,936</b>	1,396,351
Market value of investment in associates	投資聯營公司市值		
Listed in Hong Kong	於香港上市	<b>269,523</b>	-

The Company provided corporate guarantee to secure bank loans granted to its associates. The fair value of the financial guarantee contract was determined by Norton Appraisals, independent qualified professional valuers, and it was recognised as interests in associates and financial guarantee liabilities in the Group's consolidated balance sheet.

Particulars of the Group's principal associates at 31st December, 2007 are set out in Note 57.

本公司提供公司擔保作為其聯營公司獲授銀行貸款之抵押。財務擔保合約之公平值由獨立合資格專業估值師普敦國際釐定，並已於本集團之綜合資產負債表內確認為聯營公司權益及財務擔保負債。

本集團於二零零七年十二月三十一日之主要聯營公司詳情載於附註57。



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 28. INTERESTS IN ASSOCIATES (cont'd)

The investment properties of the Group's principal associates were revalued at 31st December, 2007 by Norton Appraisals. The valuation, which conforms to The Hong Kong Institute of Surveyors Valuation Standards on Properties (1st Edition 2005) published by the Hong Kong Institute of Surveyors, was based on market value basis.

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

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Total assets	總資產	<b>11,883,342</b>	11,568,969
Total liabilities	總負債	<b>(8,718,169)</b>	(8,197,694)
Net assets	淨資產	<b>3,165,173</b>	3,371,275
Minority interest	少數股東權益	<b>12,828</b>	22,031
		<b>3,178,001</b>	3,393,306
Group's share of net assets of associates	本集團攤佔聯營公司淨資產	<b>1,210,936</b>	1,396,351
Turnover	營業額	<b>2,311,861</b>	6,131,011
Profit for the year	本年度溢利	<b>1,575,943</b>	2,924,850
Group's share of results of associates for the year	本集團攤佔聯營公司本年度業績	<b>601,431</b>	1,135,167

A legal action against an 50% associate of the Group, The Kwong Sang Hong International Limited ("Kwong Sang Hong"), was taken by a Chinese joint venture partner of Kwong Sang Hong in respect of a development project in the PRC. Pending the interpretation of the judgment of retrial, provision of HK\$19,700,000 (2006: HK\$19,700,000) against damages, legal costs and interest was made by Kwong Sang Hong.

In October 2007, G-Prop allotted and issued 493,678,883 and 740,518,325 new shares at an issue price of HK\$0.162 each to Asian Kingdom Limited and an indirect wholly-owned subsidiary of Kingboard Chemical Holdings Limited. Accordingly, the Group's shareholding in G-Prop has decreased from 34.99% to 13.69%, resulting in a gain on deemed disposal of interest in an associate of approximately HK\$5,103,000.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 28. 聯營公司權益(續)

本集團主要聯營公司之投資物業已由普敦國際於二零零七年十二月三十一日進行重估。該估值乃遵守香港測量師學會所頒布的物業估值準則(二零零五年第一版)，並按市值為基準進行重估。

本集團之聯營公司之財務資料概述如下：

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Total assets	總資產	<b>11,883,342</b>	11,568,969
Total liabilities	總負債	<b>(8,718,169)</b>	(8,197,694)
Net assets	淨資產	<b>3,165,173</b>	3,371,275
Minority interest	少數股東權益	<b>12,828</b>	22,031
		<b>3,178,001</b>	3,393,306
Group's share of net assets of associates	本集團攤佔聯營公司淨資產	<b>1,210,936</b>	1,396,351
Turnover	營業額	<b>2,311,861</b>	6,131,011
Profit for the year	本年度溢利	<b>1,575,943</b>	2,924,850
Group's share of results of associates for the year	本集團攤佔聯營公司本年度業績	<b>601,431</b>	1,135,167

本集團之50%聯營公司The Kwong Sang Hong International Limited(「廣生行」)之一個中國合營夥伴就中國一項發展項目採取法律行動控告廣生行。在等待覆核裁決期間，廣生行已就賠償、法律費用及利息作出19,700,000港元之撥備(二零零六年：19,700,000港元)。

於二零零七年十月，金匡按發行價每股0.162港元向Asian Kingdom Limited及建滔化工集團之一間間接全資附屬公司配發及發行493,678,883及740,518,325股新股。因此，本集團於金匡之股權由34.99%下降至13.69%，帶來視作出售一間聯營公司權益之收益約5,103,000港元。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 29. ADVANCES TO ASSOCIATES

Interest bearing advances to associates	墊付聯營公司之計息款項
Interest-free advances to associates	墊付聯營公司之免息款項

The advances to associates are unsecured. An approximately HK\$1,183,635,000 was expected to be repayable in 2010 and 2011 and the amount is therefore shown as non-current. For the remaining HK\$169,106,000, the Group will not demand repayment within one year from the balance sheet date and the amounts are therefore shown as non-current. The interest bearing advances to associates bear interest at the prevailing market rates. The Directors consider that the fair value of the interest-free advances as at the balance sheet date, determined based on the present values of the estimated future cash flows discounted using the prevailing market rates at the balance sheet date, approximates their carrying amounts.

## 30. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments comprise:

Listed investments:	上市投資：
– Equity securities listed in Hong Kong	– 於香港上市之股本證券
Unlisted fund:	非上市基金：
– Fund established elsewhere	– 於其他地區成立之基金
Unlisted securities:	非上市證券：
– Equity securities incorporated in Hong Kong	– 於香港註冊之股本證券
– Equity securities incorporated elsewhere	– 於其他地區註冊之股本證券
Club debentures	會社債券
Total	合計

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 29. 墊付聯營公司款項

2007	2006
HK\$'000	HK\$'000
千港元	千港元
<b>168,064</b>	166,056
<b>1,184,677</b>	765,605
<b>1,352,741</b>	931,661

向聯營公司提供之墊支為無抵押。約1,183,635,000港元之款項預期於二零一零年及二零一一年償還，因此該等款項列作非流動性質。就剩餘之169,106,000港元，本集團不會要求於結算日起計一年內償還，因此該等款項列作非流動性質。墊付聯營公司之計息款項以當時之市場借貸利率計息。而免息墊款於結算日之公平值，則按於結算日之當時市場借貸利率貼現預計未來現金流量之現時價值約數估計，董事會認為該公平值與其賬面值相若。

## 30. 待售投資

待售投資包括：

2007	2006
HK\$'000	HK\$'000
千港元	千港元
<b>11,389,583</b>	8,179,251
<b>202,119</b>	–
<b>229,954</b>	258,549
<b>78,881</b>	78,881
<b>11,900,537</b>	8,516,681
<b>15,731</b>	15,951
<b>11,916,268</b>	8,532,632

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 30. AVAILABLE-FOR-SALE INVESTMENTS (cont'd)

As at the balance sheet date, all available-for-sale investments are stated at fair values, except for those unlisted equity investments of which their fair values cannot be measured reliably. Fair values of those listed investments have been determined based on the quoted market bid prices available on the relevant stock exchanges.

Included in the carrying amount of unlisted securities are approximately HK\$229,954,000 (2006: HK\$258,549,000) unlisted investments which are stated at fair values determined by using discounted cash flow valuation techniques, which includes some assumptions that are not supportable by observable market prices or rates. The remaining approximately HK\$78,881,000 (2006: HK\$78,881,000) represents an investment in unlisted equity securities issued by private entities incorporated in United States of America. These equity securities are measured at cost less impairment at each balance sheet date because the range of reasonable fair value estimates is so significant that the Directors are of the opinion that their fair values cannot be measured reliably.

## 31. INVESTMENTS HELD-FOR-TRADING

Investments held-for-trading comprise:

Listed investments:

- Equity securities listed in Hong Kong
- Equity securities listed elsewhere

上市投資：

- 於香港上市之股本證券
- 於其他地區上市之股本證券

The fair values of the investments held-for-trading are determined based on the quoted market bid prices available on the relevant stock exchanges.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 30. 待售投資(續)

於結算日，除其公平值未能可靠地衡量之非上市股本投資外，所有待售投資均以其公平值呈列。上市投資之公平值乃根據相關證券交易所之市場買入報價釐定。

非上市證券之賬面值已包括約229,954,000港元(二零零六年：258,549,000港元)以公平值呈列之非上市投資，其公平值乃採用貼現現金流量估值法釐定，此估值法包括若干不被可觀察市價或市率支持之假設。餘下約78,881,000港元(二零零六年：78,881,000港元)為於美國註冊之私人機構發行之非上市股本證券之一項投資，由於估計該等股本證券合理公平值時所需考慮之假設因素範圍甚廣，董事會認為未能可靠地衡量其公平值，故此該等股本證券按結算日之成本扣除減值入賬。

## 31. 持作買賣之投資

持作買賣之投資包括：

<b>2007</b>	2006
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>173,063</b>	24,692
<b>194,690</b>	117,526
<b>367,753</b>	142,218

持作買賣之投資之公平值乃根據相關證券交易所之市場買入報價釐定。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 32. ADVANCES TO INVESTEE COMPANIES AND A MINORITY SHAREHOLDER

- (a) The advance made to an investee company, of approximately HK\$330,000 (2006: HK\$1,518,000), of which the principal purpose is for providing second mortgage for a property development project, is unsecured and interest-bearing at prevailing market rate. The advance is not repayable within one year and is therefore shown as non-current. The advance made to another investee company, of approximately HK\$309,725,000, of which the principle purpose is for a property development project at West Kowloon Reclamation Area, is unsecured and interest-free. The advance is not repayable within one year and is therefore shown as non-current.

The Directors consider that the fair value of the advances to investee companies at the balance sheet date approximates to its carrying amount.

- (b) The advance made to a minority shareholder is unsecured and interest-free. The advance is not repayable within one year and is therefore shown as non-current.

The Directors consider that the fair value of the advance to a minority shareholder at the balance sheet date, determined based on the present value of the estimated future cash flow discounted using the prevailing market rate at the balance sheet date, approximates to its carrying amount.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 32. 墊付接受投資公司及一名少數股東款項

- (a) 墊付一間接受投資公司款項約330,000港元(二零零六年: 1,518,000港元), 主要為一項物業發展項目提供二按, 該款項乃無抵押及按當時之市場利率計息。由於墊款不會於一年內償還, 故列作非流動性質。墊付另一間接受投資公司款項約309,725,000港元, 主要為西九龍填海區之物業發展項目提供資金, 該款項乃無抵押及免息。由於墊款不會於一年內償還, 故列作非流動性質。

董事會認為墊付接受投資公司款項於結算日之公平值與其賬面值相若。

- (b) 墊付一名少數股東款項乃無抵押及免息。由於墊款不會於一年內償還, 故列作非流動性質。

墊付一名少數股東款項於結算日之公平值乃按結算日之當時市場利率貼現其估計未來現金流量而計算出之現值釐定, 董事會認為於結算日該公平值與其賬面值相若。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 33. EQUITY-LINKED NOTE

Equity-linked note is designated as financial assets at fair value through profit or loss.

Carrying amount analysed for reporting purposes as:

Current	流動性質
Non-current	非流動性質

Major term of the equity-linked note is as follows:

**Notional amount**

名義數額

US\$20,000,000	20,000,000 美元
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The equity-linked note has a contract period of 24 months and is callable, bearing interest at 20.2% per annum with guaranteed coupon in the 1st quarter. The equity-linked note is linked with an overseas listed equity at a predetermined strike price.

The equity-linked note is exposed to stock price risk, time risk and implied volatility risk of the underlying stock but is not exposed to the fluctuation in foreign currency exchange rate of the underlying stock. At 31st December, 2007 the fair value adjustment to the note is mainly related to the fair value of stock price and the strike price of the underlying stock. The time risk and implied volatility risk are minimal to the fair value of the note. Accordingly, the stock price risk will then be considered as the main and the direct risk factor which affect the fair value of the note.

The equity-linked note is measured at fair value at balance sheet date. Its fair value is determined based on the quoted bid price provided by the securities' broker for equivalent instruments at the balance sheet date.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 33. 股票掛鈎票據

股票掛鈎票據被分類為按公平值計入收益表之金融資產。

作報告用途之賬面值分析：

	<b>2007</b>	2006
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
Current	<b>101,516</b>	75,725
Non-current	-	147,827
	<b>101,516</b>	223,552

股票掛鈎票據之主要內容如下：

**Maturity**

到期日

2008

股票掛鈎票據具有二十四個月之合約期，且可贖回，其年息為20.2厘，並隨附首季度之保證息票。股票掛鈎票據以預定行使價與一隻海外上市股本證券掛鈎。

股票掛鈎票據須承擔股票價格風險、時間風險及掛鈎股票引伸波幅風險，但並無掛鈎股票外幣兌換率波動風險。於二零零七年十二月三十一日，該票據之公平值調整主要與股票價格公平值及掛鈎股票行使價有關。時間風險及引伸波幅風險對該票據之公平值之影響極微。因此，股票價格風險將被認為影響該票據公平值之主要及直接因素。

股票掛鈎票據於結算日以公平值計量，其公平值乃根據證券經紀於結算日提供之相等工具買入報價釐定。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 34. LOANS RECEIVABLE

## 34. 應收貸款

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Long term loans receivable, secured	有抵押之應收長期貸款		
Non-current	非流動性質	<b>61,300</b>	63,058
Current	流動性質	<b>583</b>	223
		<b>61,883</b>	63,281
Other loans and advances, unsecured	無抵押之其他貸款及墊款	<b>3</b>	22
		<b>61,886</b>	63,303
Less: Amount due within one year shown under current assets	減：一年內到期並列作流動資產 之款項	<b>(586)</b>	(224)
Amount due after one year	一年後到期之款項	<b>61,300</b>	63,079

Loans receivable comprise:

應收貸款包括：

	<b>Maturity date</b>	<b>Collateral</b>	<b>Effective interest rate</b>	<b>Carrying amounts</b>	
	到期日	抵押	實際利率	賬面值	
				<b>2007</b>	2006
				<b>HK\$'000</b>	HK\$'000
				千港元	千港元
Loans receivable	3 years – 16 years	Properties	Prime rate	<b>2,092</b>	3,490
應收貸款	三年至十六年	物業	優惠利率		
Loans receivable	1 year	Nil	Fixed rate	<b>3</b>	22
應收貸款	一年	無	固定利率		
Loans receivable	19th January, 2010	Unlisted equity share	Prime – 1%	<b>59,791</b>	59,791
應收貸款	二零一零年 一月十九日	非上市股本證券	優惠利率 減一厘		
				<b>61,886</b>	63,303

The Directors consider that the fair value of the Group's loans receivable approximates to their carrying amounts.

董事會認為本集團應收貸款之公平值與其賬面值相若。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 35. OTHER FINANCIAL ASSETS

**(a) Pledged deposits**

The amount represents deposits pledged to banks and other financial institutions to secure credit facilities granted to the Group. Deposits amounting to HK\$406,492,000 (2006: HK\$1,014,351,000) have been pledged to secure short-term borrowing and are therefore classified as current assets. The remaining deposits amounted to HK\$79,217,000 (2006: HK\$71,606,000) have been pledged to secure long-term borrowings and are therefore classified as non-current assets.

The deposits carry interest rate at prevailing market rate. The pledged deposits will be released upon the settlement of relevant borrowings. The fair value of the deposits at the balance sheet date approximates to the corresponding carrying amount.

**(b) Securities trading receivables and deposits**

Securities trading receivables and deposits are mainly amounts due from clearing house, brokers and clients. The fair value of the securities trading receivable and deposits at the balance sheet date approximates to the corresponding carrying amount.

**(c) Time deposits, bank balances and cash**

The deposits carry interest rate at prevailing bank savings deposits rate and mature within 1 month. The Directors consider that the fair value of the time deposits, bank balances and cash at the balance sheet date approximates to the corresponding carrying amount.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 35. 其他金融資產

**(a) 抵押存款**

此款額指抵押予銀行及其他金融機構，作為給予本集團信貸之存款。406,492,000港元（二零零六年：1,014,351,000港元）之存款已作為短期借貸之抵押，並因此被分類為流動資產。餘下79,217,000港元存款（二零零六年：71,606,000港元）已作為長期貸款之抵押，並因此被分類為非流動資產。

以上存款計息，利率為當時市場之利率。此抵押存款將於有關貸款獲償還時解除。此存款於結算日之公平值與其相應賬面值相若。

**(b) 應收證券交易賬項及存款**

應收證券交易賬項及存款主要為應收結算所、證券經紀及客戶款項。本集團之應收證券交易賬項及存款於結算日之公平值與其相關賬面值相若。

**(c) 定期存款、銀行結餘及現金**

存款之利率為當時銀行之存款利率，並於一個月內到期。董事會認為定期存款、銀行結餘及現金於結算日之公平值與其相關賬面值相若。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 36. STOCK OF PROPERTIES

Completed properties	完成物業
Properties under development held for sales	持作買賣之發展中物業
Less: Impairment loss recognised	減：已確認減值虧損

Included in the cost of properties under development held for sales is net interest capitalised of approximately HK\$38,442,000 (2006: HK\$140,799,000).

At 31st December, 2007, the Directors reviewed the carrying value of the properties under development held for sales with reference to current market situation and the estimated selling price of the properties under development held for sales provided by Norton Appraisals. No impairment loss recognised was made during the year (2006: impairment loss recognised of HK\$200,000,000).

## 37. INVENTORIES FOR COSMETIC PRODUCTS

Finished goods	製成品
Raw materials	原材料
Total	合計

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 36. 物業存貨

2007	2006
HK\$'000	HK\$'000
千港元	千港元
<b>228,616</b>	79,198
<b>4,032,313</b>	5,251,773
<b>4,260,929</b>	5,330,971
<b>(479,467)</b>	(479,467)
<b>3,781,462</b>	4,851,504

持作買賣之發展中物業成本中包括撥充資本之利息淨額約38,442,000港元(二零零六年：140,799,000港元)。

於二零零七年十二月三十一日，董事會參考持作買賣之發展中物業之現時市場環境及由普敦國際提供之估計賣價，審閱持作買賣之發展中物業之賬面值。年內概無確認任何減值虧損(二零零六年：確認減值虧損200,000,000港元)。

## 37. 化妝品存貨

2007	2006
HK\$'000	HK\$'000
千港元	千港元
<b>1,257</b>	—
<b>168</b>	—
<b>1,425</b>	—



## Notes to the Consolidated Financial Statements

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## 38. DERIVATIVE FINANCIAL INSTRUMENTS

**Liabilities**

Financial liabilities, held-for-trading

Interest rate swap

Equity-linked swaps

Total

**負債**

持作買賣之金融負債

利率掉期合約

股票掛鈎掉期合約

合計

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 38. 衍生金融工具

	<b>2007</b>	2006
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
	<b>50,851</b>	102,776
	-	65,868
	<b>50,851</b>	168,644

Major term of the interest rate swap is as follows:

**Notional Amount**

名義數額

US\$100,000,000

100,000,000 美元

**Maturity**

到期日

13th January, 2017

二零一七年一月十三日

利率掉期合約之主要內容如下：

Under the terms of the 12-year interest rate swap agreement, the Group receives interest from the counterparty at a fixed rate of 12% in the first year and will receive interest at floating rate, which is calculated by reference to the United States Dollars ("USD") yield curves spread, for the remaining life of the interest rate swap period. The Group will pay interest at floating rate calculated by reference to 3-month USD LIBOR throughout the interest rate swap period to the counterparty.

The swap is most sensitive to the following market parameters: USD interest rate risk, USD yield curves spread risk and USD interest rate volatility risk. The fair value of the swap will drop when (a) the USD interest rate increases; (b) the USD yield curves flattens or gets inverted; or (c) the USD interest rate volatility decreases, and vice versa. The magnitudes of sensitivity to these market parameters have been estimated at the balance sheet date as follows:

- If the USD interest rate shifts up in parallel by 1 basis point, the fair value of the swap will decrease by 3.5 basis points.
- If the USD yield curves (30 years against 10 years) flattens by 1 basis point, the fair value of the swap will decrease by 22 basis points.
- If the USD interest rate volatility decreases by 100 basis points, the fair value of the swap will decrease by 35 basis points.

The swap is measured at fair value at each balance sheet date. Its fair value is determined based on the quoted price provided by the securities' broker for equivalent instruments at the balance sheet date.

在為期十二年之利率掉期合約條款之安排下，本集團首年自結算對手所收款項以固定利率12厘計息，合約餘下期間則以浮動利率（經參考美元（「美元」）收益率曲線差價而釐定）計息。本集團將於利率掉期合約生效期間向結算對手支付參照三個月美元倫敦銀行同業拆息率之浮動利率計算之利息。

掉期合約最受下列市場參素影響：美元利率風險、美元收益率曲線差價風險以及美元利率波幅風險。當(a)美元利率上升時；(b)美元收益率曲線趨平或反向時；或(c)美元利率波幅減弱時，掉期合約之公平值將下降，反之亦然。該等市場參素之影響程度於結算日估計如下：

- 倘美元利率水平方向向上升1個基點，掉期合約之公平值將下降3.5個基點。
- 倘美元收益率曲線（三十年比十年）平移1個基點，掉期合約之公平值將下降22個基點。
- 倘美元利率波幅減少100個基點，掉期合約之公平值將下降35個基點。

掉期合約於結算日以公平值計量。其公平值乃根據證券經紀於結算日提供之相等工具報價釐定。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 39. DEBTORS, DEPOSITS AND PREPAYMENTS

Included in debtors, deposits and prepayments are trade receivables of approximately HK\$119,439,000 (2006: HK\$22,138,000) comprising mainly rental receivables which are billed in advance and settlements are expected upon receipts of billings and properties sales proceeds receivable.

The following is an aged analysis of trade receivables at the balance sheet date:

0 – 30 days	零至三十日
31 – 60 days	三十一日至六十日
61 – 90 days	六十一日至九十日
Over 90 days	九十日以上

The Directors consider that the fair value of the Group's debtors at the balance sheet date was approximately their carrying amounts.

Ageing of trade receivables which are past due but not impaired:

61 – 90 days	六十一日至九十日
Over 90 days	九十日以上
Total	合計

In determining the recoverability of trade receivables, the Company considers any change in the credit quality of the trade receivables from the date credit were initially granted up to the reporting date. Accordingly, the Directors consider provision for impairment in values be made in respect of trade receivables to their recoverable values and believe that there is no further credit provision required in excess of the allowance for doubtful debts.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 39. 應收賬項、按金及預付款項

應收賬項、按金及預付款項包括應收貿易賬項約 119,439,000 港元 (二零零六年: 22,138,000 港元), 主要包括預先開單而預期於收到租單後會支付之應收租金及物業銷售應收款項。

應收貿易賬項於結算日之賬齡分析如下:

2007	2006
HK\$'000	HK\$'000
千港元	千港元
103,443	7,923
1,216	1,464
1,391	660
13,389	12,091
<b>119,439</b>	<b>22,138</b>

董事會認為本集團於結算日之應收賬項之公平值與其賬面值相若。

已逾期但未被減值之應收貿易賬項之賬齡分析如下:

1,368	631
7,158	4,577
<b>8,526</b>	<b>5,208</b>

於釐定應收貿易賬項之可收回性時, 本公司考慮自開始授予信貸日期至本申報日期之應收貿易賬項之任何變動。因此, 董事會於考慮就應收貿易賬項將予作出減值撥備時等同於彼等之可收回值, 並相信無需作出就呆賬準備之外的更多信貸撥備。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 40. CREDITORS AND ACCRUALS

Included in creditors and accruals are trade payables of approximately HK\$43,765,000 (2006: HK\$13,599,000).

The following is an aged analysis of trade payables at the balance sheet date:

0 – 90 days	零至九十日
Over 90 days	九十日以上

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 40. 應付賬項及應計款項

應付賬項及應計款項包括應付貿易賬項約43,765,000港元(二零零六年: 13,599,000港元)。

應付貿易賬項於結算日之賬齡分析如下:

2007	2006
HK\$'000	HK\$'000
千港元	千港元
<b>38,243</b>	11,605
<b>5,522</b>	1,994
<b>43,765</b>	13,599

The Directors consider that the fair value of the Group's creditors at the balance sheet date was approximately their carrying amounts.

董事會認為本集團於結算日之應付賬項之公平值與其賬面值相若。

## 41. BORROWINGS

Secured bank loans repayable within a period of:	須於下列期間償還之有抵押銀行貸款:
Less than 1 year	一年以下
More than 1 year but within 2 years	一年以上但不超逾兩年
More than 2 years but within 5 years	兩年以上但不超逾五年
Over 5 years	五年以上

Other secured loans repayable within 1 year

Less: Amount due within one year

Amount due after one year

## 41. 借貸

2007	2006
HK\$'000	HK\$'000
千港元	千港元
<b>2,771,741</b>	7,079,513
<b>1,180,588</b>	491,283
<b>8,192,557</b>	3,205,369
<b>7,444</b>	12,688
<b>12,152,330</b>	10,788,853
<b>177,528</b>	3,924,691
<b>12,329,858</b>	14,713,544
<b>(2,949,269)</b>	(11,004,204)
<b>9,380,589</b>	3,709,340

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 41. BORROWINGS (cont'd)

The bank loans are variable-rate borrowings which carry interest ranging from HIBOR+0.37% to HIBOR+0.8% (2006: HIBOR+0.4% to HIBOR+0.8%) per annum.

The other loan is variable-rate borrowings which carry interest of inter-bank borrowing rate +0.2% (2006: ranging from inter-bank borrowing rate +0.25% to inter-bank borrowing rate +0.5%) per annum.

The Directors consider that the fair value of the Group's borrowings approximates to their carrying amounts.

The Group's borrowings that are denominated in currency other than Hong Kong dollars are set out below:

**As at 31st December, 2007**

As at 31st December, 2006

於二零零七年十二月三十一日

於二零零六年十二月三十一日

**25,605**

Nil

## 42. PROVISIONS

At 1st January, 2006,  
31st December, 2006  
and 31st December, 2007

於二零零六年一月一日、  
二零零六年十二月三十一日  
及二零零七年十二月三十一日

**16,017****16,017**

Note: The provision represents construction cost determined by the management's best estimate of the Group's liability on contingency claims by a third party to whom a property under development project was previously disposed of.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 41. 借貸(續)

該等銀行貸款均為浮息借貸，年息按香港銀行同業拆息加0.37厘至加0.8厘不等(二零零六年：香港銀行同業拆息加0.4厘至加0.8厘不等)。

其他貸款為浮息借貸，年息按銀行同業拆息加0.2厘(二零零六年：銀行同業拆息加0.25厘至加0.5厘不等)計息。

董事會認為本集團借貸之公平值與其賬面值相若。

本集團以港元以外貨幣計算之借貸如下：

**Swiss  
Franc**  
瑞士法郎  
CHF'000  
千瑞士法郎

## 42. 撥備

**Contingency****provision**

或然事項撥備

HK\$'000

(Note)

千港元

(附註)

**Total**

合計

HK\$'000

千港元

附註：撥備指按管理層就一名第三者對早前售出之發展中物業項目作出或然索償而產生之本集團負債所作出之最佳估計而釐定之建築成本。

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## 43. CONVERTIBLE BONDS

In April and May 2005, the Company has issued zero coupon Convertible Bonds (the "Bonds") with a maturity date on 2010 in an principal amount of HK\$1,750,000,000 and a further principal amount of HK\$60,000,000.

The Bonds are convertible on or after 20th May, 2005 up to and including 20th March, 2010 into fully paid ordinary shares with a par value of HK\$0.10 each of the Company at an initial price of HK\$7.37 per share, subject to adjustment. Unless previously redeemed, converted or purchased and cancelled, the Bonds will be redeemed at 100% of their principal amount on 20th April, 2010.

The Bonds contain two components, liability and equity elements. Upon the application of HKAS 32, the Bonds were split between liability and equity elements. The equity element is presented in equity heading "Convertible bonds – equity reserve". The effective interest rate of the liability component is 4.38%.

The movement of the liability component of the Bonds for the year is set out below:

		HK\$'000 千港元
Liability component at 1st January, 2006	於二零零六年一月一日之負債部分	1,135,302
Converted to ordinary share	已兌換為普通股	(876,800)
Imputed interest expense for the year	年內之名義利息開支	21,187
		<hr/>
Liability component at 31st December, 2006	於二零零六年十二月三十一日之負債部分	279,689
Converted to ordinary share	已兌換為普通股	(3,475)
Imputed interest expense for the year	年內之名義利息開支	4,050
Conversion of convertible bonds by cash settlement	以現金結算方式兌換 可換股債券	(280,264)
		<hr/>
<b>Liability component at 31st December, 2007</b>	<b>於二零零七年十二月三十一日之負債部分</b>	<b>-</b>

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 43. 可換股債券

本公司於二零零五年四月及五月發行本金額為1,750,000,000港元及再發行本金額為60,000,000港元之於二零一零年到期之零息可換股債券(「債券」)。

債券可於二零零五年五月二十日或之後直至二零一零年三月二十日(包括該日)以初步價格每股7.37港元(可予調整)兌換為本公司每股面值0.10港元之繳足股款普通股。除非先前已經贖回、兌換或購買及註銷，否則債券可於二零一零年四月二十日按其本金額之100%贖回。

債券包含兩個部分－負債及權益部分。於應用香港會計準則第32號時，債券已劃分為負債及權益部分。權益部分於「可換股債券權益儲備」中以權益呈列。負債部分之實際利率為4.38厘。

債券之負債部分於年內之變動載列如下：

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For the year ended 31st December, 2007

## 43. CONVERTIBLE BONDS (cont'd)

During the year, HK\$4,000,000 in principal of the Bonds has been converted into 573,888 ordinary shares. In accordance with Condition 8 of the Terms and Conditions of the Bonds, the Company has an option to redeem the outstanding Bonds on 21st May, 2007 at 100% of the principal amount. On 20th April, 2007, the Company gave the notice to the bondholders of the outstanding Bonds to request the early redemption. All outstanding Bonds in principal of HK\$318,500,000 had executed the right to convert the Bonds into shares of the Company (the "Conversion Right"). The Company took the option by cash settlement to satisfy the Conversion Right in HK dollars in full. Accordingly, all outstanding Bonds were settled by cash of approximately HK\$571,700,000 in May and June 2007. There is no outstanding convertible bonds as at 31st December, 2007.

## 44. AMOUNTS DUE TO ASSOCIATES AND MINORITY SHAREHOLDERS

Both the amounts due to associates and minority shareholders are unsecured. Except for the amount due to one minority shareholder which is interest bearing at prevailing market rate, the amounts due to associates and other minority shareholders are interest-free. The associates and minority shareholders will not demand for repayment within one year from the balance sheet date and the amounts are therefore shown as non-current. The Directors consider that the fair value of the amounts as at the balance sheet date, determined based on the present values of the estimated future cash flows discounted using the prevailing market rates at the balance sheet date, approximate their carrying amounts.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 43. 可換股債券(續)

年內，本金額4,000,000港元之債券已兌換為573,888股普通股。根據該債券之條款及條件第8條，本公司有選擇權於二零零七年五月二十一日按本金額之100%贖回未行使之債券。於二零零七年四月二十日，本公司向未行使債券之債券持有人發出通告，要求提早贖回該等債券。本金額達318,500,000港元之所有未行使債券已行使其兌換本公司股份之權利(「換股權」)。本公司已行使現金結算選擇權以港元全數償付換股權。因此，所有未行使債券均於二零零七年五月及六月以約571,700,000港元之現金償付，於二零零七年十二月三十一日，並無未行使可換股債券。

## 44. 欠負聯營公司及少數股東款項

欠負聯營公司及少數股東款項均為無抵押。除欠負一名少數股東之款項乃按當時市場利率計息外，欠負聯營公司及其他少數股東款項均為免息。該聯營公司及少數股東不會於結算日起一年內要求償還，故該等款項列作非流動性質。該等款項於結算日之公平值乃按結算日之當時市場利率貼現其估計未來現金流量而計算出之現值，董事會認為於結算日該公平值與其賬面值相若。

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For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 45. DEFERRED TAXATION

The followings are the major deferred tax liabilities (assets) recognised by the Group and movements thereon during the year and prior years:

## 45. 遞延稅項

以下為本集團於本年度及過往年度確認之主要遞延稅項負債(資產)及其變動:

		<b>Accelerated tax depreciation</b>	<b>Revaluation of investment properties</b>	<b>Tax losses</b>	<b>Total</b>
		加速稅項折舊	投資物業重估	稅務虧損	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st January, 2006	於二零零六年一月一日	3,172	2,947,070	(96,250)	2,853,992
Charge to the income statement for the year	年內於收益表扣除	8,363	1,436,510	10,201	1,455,074
Fair value adjustments arising from acquisition	因收購而產生之 公平值調整	-	79,225	-	79,225
At 31st December, 2006	於二零零六年十二月三十一日	11,535	4,462,805	(86,049)	4,388,291
Charge (credit) to the income statement for the year	年內於收益表扣除(撥回)	11,394	985,836	(5,259)	991,971
Released on disposal of a subsidiary	出售一間附屬公司時撥回	(1,779)	(2,021)	1,626	(2,174)
Addition through acquisition of a subsidiary	透過收購一間附屬公司添置	(75)	-	-	(75)
<b>At 31st December, 2007</b>	<b>於二零零七年十二月三十一日</b>	<b>21,075</b>	<b>5,446,620</b>	<b>(89,682)</b>	<b>5,378,013</b>

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 45. DEFERRED TAXATION (cont'd)

For the purposes of balance sheet presentation, certain deferred tax liabilities (assets) have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

Deferred tax liabilities	遞延稅項負債
Deferred tax assets	遞延稅項資產

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 45. 遞延稅項(續)

為資產負債表之呈列，若干遞延稅項負債(資產)已經對銷。就財務報告用途之遞延稅項結餘分析如下：

<b>2007</b>	2006
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>5,444,587</b>	4,461,938
<b>(66,574)</b>	(73,647)
<b>5,378,013</b>	4,388,291

At the balance sheet date, the Group has the following major unrecognised deferred tax assets due to the unpredictability of the future profit streams.

於結算日，本集團有以下因難以預料未來溢利而未確認之主要遞延稅項資產。

Accelerated tax depreciation	加速稅項折舊
Tax losses	稅務虧損

<b>2007</b>	2006
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>(1,639)</b>	(332)
<b>(332,573)</b>	(324,770)
<b>(334,212)</b>	(325,102)

The unrecognised tax losses may be carried forward indefinitely.

未確認之稅務虧損可能無限期結轉。



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For the year ended 31st December, 2007

## 綜合財務報表附註

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## 46. SHARE CAPITAL

## 46. 股本

Movements in the share capital of the Company during the year were as follows:

於本年度內本公司股本變動如下：

		Number of shares		Share capital	
		2007	2006	2007	2006
				HK\$'000	HK\$'000
				千港元	千港元
Ordinary shares of HK\$0.10 each	每股面值0.10港元 之普通股				
Authorised:	法定股本：				
At 1st January and 31st December	於一月一日及 十二月三十一日	<b>5,000,000,000</b>	5,000,000,000	<b>500,000</b>	500,000
Issued and fully paid:	已發行及繳足股本：				
At 1st January	於一月一日	<b>2,259,809,483</b>	2,091,506,780	<b>225,981</b>	209,151
Repurchased and cancelled	購回及註銷	-	(17,648,000)	-	(1,765)
Issue of ordinary shares in lieu of cash dividend	代替現金股息而發行 之普通股	<b>40,060,007</b>	39,995,429	<b>4,006</b>	4,000
Issue of ordinary shares from conversion of convertible bonds	轉換可換股債券而發行 之普通股	<b>573,888</b>	145,955,274	<b>57</b>	14,595
At 31st December	於十二月三十一日	<b>2,300,443,378</b>	2,259,809,483	<b>230,044</b>	225,981

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For the year ended 31st December, 2007

## 47. ACQUISITION OF A SUBSIDIARY

On 29th June, 2007, the Group acquired 100% equity interest of The House of Kwong Sang Hong International Limited (which is engaged in manufacturing and retailing of cosmetic products) from an 50% associate for consideration of HK\$20,000,000.

The net assets acquired in the transaction are as follows:

		Carrying amount before the acquisition 收購前之 賬面值 HK\$'000 千港元	Fair value adjustment 公平值 調整 HK\$'000 千港元	Fair value Fair value 公平值 公平值 HK\$'000 千港元
Net assets acquired:	收購資產淨值：			
Properties and other fixed assets	物業及其他固定資產	76	–	76
Trademark	商標	–	14,300	14,300
Deferred tax assets	遞延稅項資產	75	–	75
Inventories for cosmetic products	化妝品存貨	1,555	–	1,555
Debtors, deposits and prepayments	應收賬項、按金及預付款項	1,865	–	1,865
Bank balances and cash	銀行結餘及現金	2,912	–	2,912
Creditors and accruals	應付賬項及應計款項	(159)	–	(159)
		<u>6,324</u>	<u>14,300</u>	<u>20,624</u>
Discount on acquisition of a subsidiary	收購一間附屬公司折讓			<u>(624)</u>
Total consideration	總代價			<u>20,000</u>
Satisfied by:	以下列方式支付：			
Cash	現金			<u>20,000</u>
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額：			
Cash consideration paid	已付現金代價			(20,000)
Bank balances and cash acquired	所收購之銀行結餘及現金			<u>2,912</u>
				<u>(17,088)</u>

Details of the acquisition were disclosed in the Company's announcement dated 3rd July, 2007.

The House of Kwong Sang Hong International Limited contributed approximately HK\$204,000 to the Group's loss for the period from the date of acquisition to the balance sheet date.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 47. 收購一間附屬公司

於二零零七年六月二十九日，本集團以代價20,000,000港元向一間擁有50%權益的聯營公司收購The House of Kwong Sang Hong International Limited (主要從事化妝品的製造及零售)之100%股本權益。

交易中所收購之資產淨值如下：

		Carrying amount before the acquisition 收購前之 賬面值 HK\$'000 千港元	Fair value adjustment 公平值 調整 HK\$'000 千港元	Fair value Fair value 公平值 公平值 HK\$'000 千港元
Net assets acquired:	收購資產淨值：			
Properties and other fixed assets	物業及其他固定資產	76	–	76
Trademark	商標	–	14,300	14,300
Deferred tax assets	遞延稅項資產	75	–	75
Inventories for cosmetic products	化妝品存貨	1,555	–	1,555
Debtors, deposits and prepayments	應收賬項、按金及預付款項	1,865	–	1,865
Bank balances and cash	銀行結餘及現金	2,912	–	2,912
Creditors and accruals	應付賬項及應計款項	(159)	–	(159)
		<u>6,324</u>	<u>14,300</u>	<u>20,624</u>
Discount on acquisition of a subsidiary	收購一間附屬公司折讓			<u>(624)</u>
Total consideration	總代價			<u>20,000</u>
Satisfied by:	以下列方式支付：			
Cash	現金			<u>20,000</u>
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額：			
Cash consideration paid	已付現金代價			(20,000)
Bank balances and cash acquired	所收購之銀行結餘及現金			<u>2,912</u>
				<u>(17,088)</u>

收購之詳情披露於本公司於二零零七年七月三日發出之公布內。

The House of Kwong Sang Hong International Limited 由收購日至結算日期間為本集團帶來虧損約204,000港元。

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## 48. DISPOSAL OF INTEREST IN A SUBSIDIARY

On 7th June, 2007, the Group had disposed 15.11% interest in a subsidiary, G-Prop, by placing at a consideration of approximately HK\$180,000,000, resulting in a gain on disposal of approximately HK\$158,212,000. Accordingly, the Group's shareholding in G-Prop has decreased from 50.1% to 34.99%. G-Prop therefore ceased to be a subsidiary and became an associate of the Group. The net assets of G-Prop at the date of disposal were as follows:

		HK\$'000 千港元
Net assets disposed of:	出售資產淨值包括：	
Investment properties	投資物業	35,600
Available-for-sale investments	待售投資	100
Debtors, deposits and prepayments	應收賬項、按金及預付款項	7,536
Time deposits, bank balances and cash	定期存款、銀行結餘及現金	98,460
Creditors and accruals	應付賬項及應計款項	(1,236)
Deposits and receipts in advance	預收按金及收據	(8,418)
Deferred tax liabilities	遞延稅項負債	(2,174)
		<hr/>
Net assets	資產淨值	129,868
49.9% minority interest	49.9% 少數股東權益	(64,769)
		<hr/>
The Group's share of net assets	本集團分佔資產淨值	65,099
Share of net assets disposed	分佔已出售資產淨值	(18,424)
		<hr/>
Dividend approved before and paid after disposal	於出售前批准及後派付之股息	(3,976)
		<hr/>
		42,699
Advance to associate	墊付聯營公司款項	(30)
		<hr/>
Share of net assets owned by the Group after disposal (included in interests in associates)	分佔本集團於出售後持有之資產淨值 (已計入聯營公司權益)	42,669
		<hr/>
Share of net assets disposed	分佔已出售資產淨值	18,424
Expenses incurred for the disposal	出售產生之開支	3,364
Gain on disposal of a subsidiary	出售一間附屬公司之收益	158,212
		<hr/>
Total consideration	總代價	180,000
		<hr/>
Net cash inflow arising on disposal:	出售所產生之現金流入淨額：	
Cash consideration	現金代價	180,000
Dividend received from the disposed subsidiary	自己出售附屬公司收取之股息	3,976
Expenses incurred for disposal	出售產生之開支	(3,364)
Bank balances and cash disposed of	已出售之銀行結餘及現金	(98,460)
		<hr/>
		82,152
		<hr/>

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 48. 出售一間附屬公司之權益

於二零零七年六月七日，本集團以約180,000,000港元之代價以配售方式出售於一間附屬公司(金匡)之15.11%權益，出售帶來之收益約158,212,000港元。因此，本集團於金匡之股權由50.1%降至34.99%。因此金匡不再為本集團之附屬公司，而成為本集團之聯營公司。於出售日期金匡之資產淨值如下：

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## 49. FINANCIAL INSTRUMENTS

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 49. 金融工具

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Financial assets at fair value through profit or loss	按公平值計入收益表之金融資產		
Held-for-trading	持作買賣用途	<b>367,753</b>	142,218
Designated as at fair value through profit or loss	被分類為按公平值計入收益表	<b>101,516</b>	223,552
Loans and receivables	貸款及應收賬項	<b>9,154,392</b>	10,263,670
Available-for-sale financial assets	待售金融資產	<b>11,916,268</b>	8,532,632
<b>Financial liabilities</b>	<b>金融負債</b>		
Financial liabilities at fair value through profit or loss classified as held-for-trading	按公平值計入收益表之金融負債被分類為持作買賣用途		
Derivative financial instruments	衍生金融工具	<b>50,851</b>	168,644
Amortised cost	攤銷成本	<b>13,305,874</b>	16,936,104
Financial guarantee contracts	財務擔保合約	<b>618</b>	328

## 50. MAJOR NON-CASH TRANSACTIONS

For the year ended 31st December, 2007, the Group had the following major non-cash transactions:

- (a) During the current year, the Company issued and allotted a total of 23,829,941 ordinary shares and 16,230,066 ordinary shares of HK\$0.10 each at HK\$11.628 and HK\$11.532 each respectively in lieu of cash for the 2006 final and 2007 interim dividends totalling HK\$464,260,000 (as referred to note 46).
- (b) During the current year, the Bonds with an aggregate principal amount of HK\$4,000,000 were converted into 573,888 ordinary shares of HK\$0.10 each of the Company.

For the year ended 31st December, 2006, the Group had the following major non-cash transactions:

- (a) For the year ended 31st December, 2006, the Company issued and allotted a total of 17,529,207 ordinary shares and 22,466,222 ordinary shares of HK\$0.10 each at HK\$9.05 and HK\$8.72 each respectively in lieu of cash for the 2005 final and 2006 interim dividends totalling HK\$354,544,000 (as referred to note 46).
- (b) For the year ended 31st December, 2006, the Bonds with an aggregate principal amount of HK\$1,044,290,000 were converted into 145,955,274 ordinary shares of HK\$0.10 each of the Company.

## 50. 主要非現金交易

截至二零零七年十二月三十一日止年度，本集團之主要非現金交易如下：

- (a) 於本年度，本公司分別以11.628港元及11.532港元發行及配發每股面值0.10港元之普通股23,829,941股及16,230,066股，以代替二零零六年末期及二零零七年中期之現金股息總額464,260,000港元（參見附註46）。
- (b) 於本年度，本金總額為4,000,000港元之債券兌換為本公司每股面值0.10港元之普通股573,888股。

截至二零零六年十二月三十一日止年度，本集團之主要非現金交易如下：

- (a) 截至二零零六年十二月三十一日止年度，本公司分別以9.05港元及8.72港元發行及配發每股面值0.10港元之普通股17,529,207股及22,466,222股，以代替二零零五年末期及二零零六年中期之現金股息總額354,544,000港元（參見附註46）。
- (b) 截至二零零六年十二月三十一日止年度，本金總額為1,044,290,000港元之債券兌換為本公司每股面值0.10港元之普通股145,955,274股。

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## 51. PLEDGE OF ASSETS

At the balance sheet date, the carrying amounts of the assets pledged by the Group to secure general banking and other loan facilities granted to the Group are analysed as follows:

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Investment properties	投資物業	<b>37,048,548</b>	30,062,603
Property and other fixed assets	物業及其他固定資產	<b>47,635</b>	49,119
Prepaid lease payments	預付租賃款項	<b>239,229</b>	239,804
Available-for-sale investments	待售投資	-	7,034,970
Stock of properties	物業存貨	<b>561,938</b>	2,829,483
Equity-linked notes	股票掛鈎票據	-	223,552
Investments held-for-trading	持作買賣之投資	<b>194,690</b>	-
Non-current pledged deposits	非流動抵押存款	<b>79,217</b>	71,606
Current pledged deposits	流動抵押存款	<b>406,492</b>	1,014,351
		<b>38,577,749</b>	41,525,488

In addition, the Group has subordinated and assigned its advances to associates and advance to an investee company of approximately HK\$1,152,000,000 (2006: HK\$802,100,000) to financial institutions to secure banking general credit facilities granted to associates and investee company and interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 51. 資產抵押

於結算日，本集團為取得可供本集團動用之一般銀行信貸及其他貸款而抵押之資產賬面值分析如下：

	<b>2007</b>	2006
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
投資物業	<b>37,048,548</b>	30,062,603
物業及其他固定資產	<b>47,635</b>	49,119
預付租賃款項	<b>239,229</b>	239,804
待售投資	-	7,034,970
物業存貨	<b>561,938</b>	2,829,483
股票掛鈎票據	-	223,552
持作買賣之投資	<b>194,690</b>	-
非流動抵押存款	<b>79,217</b>	71,606
流動抵押存款	<b>406,492</b>	1,014,351
	<b>38,577,749</b>	41,525,488

此外，本集團已就聯營公司及接受投資公司獲授之銀行信貸將其墊付聯營公司及接受投資公司款項約1,152,000,000港元(二零零六年：802,100,000港元)轉歸及授讓財務機構，而於本公司若干附屬公司之權益則已質押作為本集團獲授若干銀行借貸之部分抵押。

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For the year ended 31st December, 2007

## 52. CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

**(a) Capital commitments:**

Authorised and contracted for:	已批准及已簽約：
Development expenditure of properties in Hong Kong	香港物業發展開支
Development expenditure of properties in Mainland China	中國大陸物業發展開支
Development expenditure of properties in Macau	澳門物業發展開支
Acquisition of land (Note)	收購土地(附註)
Renovation of properties	翻新物業

Authorised but not contracted for:	已批准但未簽約：
Development expenditure of properties in Hong Kong	香港物業發展開支
Renovation of properties	翻新物業

Note: As at 31st December, 2006, the Group committed to pay approximately HK\$510,270,000 for balance of land costs in respect of an acquisition of two pieces of land in Chengdu of Mainland China.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 52. 資本承擔及或然負債

**(a) 資本承擔**

	<b>2007</b>	2006
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
	<b>460,080</b>	513,922
	<b>126,637</b>	—
	<b>51,780</b>	36,802
	—	510,270
	<b>276,546</b>	282,467
	<b>915,043</b>	1,343,461
	<b>163,113</b>	164,814
	<b>224</b>	1,200
	<b>163,337</b>	166,014

附註：於二零零六年十二月三十一日，本集團承諾就購入兩幅於中國大陸成都之土地支付土地成本餘額約510,270,000港元。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 52. CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES (cont'd)

## 52. 資本承擔及或然負債(續)

**(b) Contingent liabilities:****(b) 或然負債：**

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Guarantees given to bank, in respect of banking facilities utilised by associates/investee company	為聯營公司／接受投資公司獲授之銀行信貸額向銀行提供之擔保	<b>1,069,650</b>	740,500
Guarantee given to third parties in respect of those rent of disposed properties previously held by a subsidiary	為一間附屬公司過往持有之已出售物業向第三者提供之租金擔保	-	7,204
Guarantee given to a bank in respect of banking facilities in lieu of the cash public utility deposit jointly utilised by subsidiaries	為多間附屬公司獲授銀行共用之信貸額以取替現金公用事務存款而向銀行提供之擔保	<b>10,000</b>	10,000
		<b>1,079,650</b>	757,704

**(c) Risk management**

The Group has established adequate risk management procedures that enable it to identify, measure, monitor and control the various types of risk it faces. This is supplemented by active management involvement, effective internal controls and adequate internal audits in the best interests of the Group.

**(c) 風險管理**

本集團已制訂一套完善的風險管理程序，以識別、衡量、監察及控制其面對的各類風險，並輔以積極的管理層參與、有效的內部監控及足夠的內部審核，以保障本集團的最佳利益。

## 53. OPERATING LEASES

## 53. 營業租約

**The Group as lessee****本集團為承租人**

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Minimum lease payments paid under operating leases in respect of premises during the year	本年度就營業租約有關物業支付之最低租金款額	<b>603</b>	222

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 53. OPERATING LEASES (cont'd)

**The Group as lessee (cont'd)**

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

Within one year	於一年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of 1 to 2 years.

**The Group as lessor**

Property rental income earned during the year was approximately HK\$773,331,000 (2006: HK\$667,913,000) less outgoings of approximately HK\$72,304,000 (2006: HK\$60,516,000).

The investment properties of the Group are expected to generate annual rental yields of 2.18% to 9.09% (2006: 3.3% to 10.7%) on an ongoing basis. All of the properties held have committed tenants not exceeding five years.

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments:

Within one year	於一年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 53. 營業租約(續)

**本集團為承租人(續)**

於結算日，本集團就不可撤銷營業租約之日後最低租金款額之承擔於下列期間到期：

<b>2007</b>	2006
<b>HK\$'000</b>	HK\$'000
千港元	千港元

<b>810</b>	241
<b>1,028</b>	—

<b>1,838</b>	241
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營業租約租金指本集團就其若干寫字樓物業應付之租金。租約平均每一至兩年商議一次。

**本集團為出租人**

於年內賺取之物業租金收入約為773,331,000港元(二零零六年：667,913,000港元)，扣除開支約72,304,000港元(二零零六年：60,516,000港元)。

本集團之投資物業預期可持續取得每年2.18%至9.09%(二零零六年：3.3%至10.7%)之租金收益率。所持物業之所有租戶承擔租期均不超過五年。

於結算日，本集團已與租戶訂約就下列期間之日後最低租金款額：

<b>2007</b>	2006
<b>HK\$'000</b>	HK\$'000
千港元	千港元

<b>746,961</b>	591,204
<b>690,961</b>	344,896

<b>1,437,922</b>	936,100
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## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 54. RETIREMENT BENEFIT SCHEMES

The Group participates in both a defined contribution scheme which is registered under the Occupational Retirement Scheme Ordinance (the "ORSO Scheme") and a Mandatory Provident Fund Scheme established under the Mandatory Provident Fund Ordinance (the "MPF Scheme") in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying with in the ORSO Scheme or switching to MPF Scheme, whereas all new employees joining the Group on or after 1st December, 2000 are required to join the MPF Scheme. For members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the MPF Scheme, which contribution is matched by the employees and the Group. The Group contributes 5% to 10% of relevant payroll costs to the ORSO Scheme and the contribution by employees is at 5%.

The total costs charged to the consolidated income statement of approximately HK\$4,465,000 (2006: HK\$3,990,000) represent contributions payable to these schemes by the Group for the year.

## 55. RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following transactions with related parties:

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Income received from associates:	已收聯營公司之收入：		
Secretarial fee	秘書費用	<b>7</b>	7
Office and retail rental	寫字樓及零售物業租金	<b>668</b>	1,150
Building management fee	大廈管理費	<b>36</b>	113
Management fee	管理費	<b>48</b>	1,207
Interest income	利息收入	<b>8,969</b>	8,389
Administration fee	行政費	<b>162</b>	-
Accountancy fee	會計費	<b>120</b>	120
Rent and rates paid to associates	已付聯營公司之租金及差餉	<b>614</b>	425
Consideration paid to an associate for acquisition of a subsidiary	就收購一間附屬公司支付一間聯營公司之代價	<b>20,000</b>	-
Consideration received from an associate for disposals of investment properties	就出售投資物業收取一間聯營公司之代價	<b>29,280</b>	-
Consideration paid to an associate for acquisition of a subsidiary	就收購一間附屬公司支付一間聯營公司之代價	<b>-</b>	388,591

Details of the balances with related parties as at the balance sheet date are set out in Notes 29 and 44 above.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 54. 退休福利計劃

本集團參與一項根據職業退休計劃條例註冊界定之供款計劃(「職業退休計劃」)及於二零零零年十二月推行一項根據強制性公積金計劃條例成立之強制性公積金計劃(「強積金計劃」)。該等計劃之資產與本集團之資產分開持有，並由受託人管理。於強積金計劃成立前，屬職業退休計劃成員之僱員可選擇繼續參加職業退休計劃或轉為參加強積金計劃，而於二零零零年十二月一日或之後加入本集團之新僱員均須參加強積金計劃。本集團就強積金計劃之成員向強積金計劃作出有關薪酬之5%供款，與僱員之供款相同。本集團向職業退休計劃作出有關薪酬之5%至10%供款，而僱員則作出5%供款。

於綜合收益表扣除之總費用約為4,465,000港元(二零零六年：3,990,000港元)，即本集團於本年度向該等計劃應付之供款。

## 55. 關連人士交易

於年內，本集團與關連人士進行下列交易：

	<b>2007</b>	2006
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
Income received from associates:		
Secretarial fee	<b>7</b>	7
Office and retail rental	<b>668</b>	1,150
Building management fee	<b>36</b>	113
Management fee	<b>48</b>	1,207
Interest income	<b>8,969</b>	8,389
Administration fee	<b>162</b>	-
Accountancy fee	<b>120</b>	120
Rent and rates paid to associates	<b>614</b>	425
Consideration paid to an associate for acquisition of a subsidiary	<b>20,000</b>	-
Consideration received from an associate for disposals of investment properties	<b>29,280</b>	-
Consideration paid to an associate for acquisition of a subsidiary	<b>-</b>	388,591

於結算日，與關連人士之交易結餘詳情載於上文附註29及44。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 56. PARTICULARS OF PRINCIPAL SUBSIDIARIES

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the following list contains only the subsidiaries as at 31st December, 2007 which principally affected the results or assets of the Group.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 56. 主要附屬公司詳情

董事會認為列出全部附屬公司資料會令篇幅過於冗長。故此，下表只披露於二零零七年十二月三十一日對本集團之業績或資產有重要影響之附屬公司之詳情。

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company		Principal activity 主要業務
				本公司所持繳足股本/ 註冊資本面值之百分比		
				Directly 直接	Indirectly 間接	
Able Castle Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Alpha Team Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Baharica Limited	Hong Kong 香港	Ordinary 普通股	HK\$20 20港元	–	100%	Property investment 物業投資
Billion Up Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Bingo Power Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Cardin Factory Limited 嘉丹廠有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property development and trading 物業發展及買賣
Century Basic Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Chi Cheung Investment Company, Limited * 至祥置業有限公司 *	Hong Kong 香港	Ordinary 普通股	HK\$3,387,659.87 3,387,659.87港元	–	61.96%	Investment holding 投資控股

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company		Principal activity 主要業務
				本公司所持繳足股本/ 註冊資本面值之百分比		
				Directly 直接	Indirectly 間接	
Chinese Estates, Limited 華人置業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000 港元	100%	–	Investment holding and provision of management services 投資控股及提供管理服務
Chinese Estates (Harcourt House) Limited	Hong Kong 香港	Ordinary 普通股	HK\$200 200 港元	–	100%	Property investment 物業投資
Chinese Estates (Tung Ying Building) Limited	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	100%	Property investment 物業投資
Chinese Estates (Windsor House) Limited	Hong Kong 香港	Ordinary 普通股 Non-voting deferred 無投票權遞延股	HK\$100 100 港元 HK\$2 2 港元	–	100%	Property investment 物業投資
Chinese Field Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Conduit Road Development Limited 干德道發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000 港元	–	70%	Property development 物業發展
Dollar Union Limited 金怡彩有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100 100 港元	–	87.5%*	Property development and trading 物業發展及買賣
Eastern Long Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Everbright Pacific Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資

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## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company		Principal activity 主要業務
				Directly 直接	Indirectly 間接	
Evergo China Holdings Limited	Bermuda/ Hong Kong 百慕達/ 香港	Ordinary 普通股	HK\$100,775,869.10 100,775,869.10 港元	–	100%	Investment holding 投資控股
Evergo Holdings Company Limited 愛美高集團有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000 港元	–	100%	Investment holding 投資控股
Fair City Limited 振城有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	100%	Property investment 物業投資
Fair Eagle Finance Credit Limited 天發金融有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000,000 10,000,000 港元	–	100%	Securities margin financing 證券保證金融資
Fair Eagle Futures Company Limited 天發期貨有限公司	Hong Kong 香港	Ordinary 普通股	HK\$5,000,000 5,000,000 港元	–	100%	Brokering and dealing in futures contracts 期貨合約 經紀及買賣
Fair Eagle Securities Company Limited 天發證券有限公司	Hong Kong 香港	Ordinary 普通股	HK\$228,000,000 228,000,000 港元	–	100%	Provision of brokerage 提供經紀服務
Fancy Mark Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Geneva Developments Limited 捷中發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	100%	Property investment 物業投資

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For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company		Principal activity 主要業務
				本公司所持繳足股本/ 註冊資本面值之百分比		
				Directly 直接	Indirectly 間接	
Global Stage Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Global Young Holdings Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Grand Silver Limited (Business name: Grand Silver Capital Limited) (業務名稱: Grand Silver Capital Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	70.01%	Property development 物業發展
Grandhall Secretarial Services Limited 均豪秘書服務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100%	Secretarial services 秘書服務
Great Empire International Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding and securities investment 投資控股及證券投資
Great Will Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Groupluck Company Limited	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Money lending 放債
Hero Basic Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Hillsborough Holdings Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資

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## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company		Principal activity 主要業務
				Directly 直接	Indirectly 間接	
Honest Good Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Longman Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Luckpoint Investment Limited 樂邦投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	100%	Investment holding 投資控股
Lucky Well Investments Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Million Point Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Investment holding 投資控股
Modern City Investment Limited 新城鎮投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$4 4 港元	–	75%	Property investment 物業投資
Moon Ocean Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股 Non-voting deferred 無投票權遞延股	US\$7,001 7,001 美元 US\$2,999 2,999 美元	–	70.01%	Property development 物業發展
Oriental Ford Finance Limited 律豐財務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	100%	Money lending 放債
Oriental Kingdom Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資

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## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本面值之百分比		Principal activity 主要業務
				Directly 直接	Indirectly 間接	
Paul Y. Holdings Company Limited	Cayman Islands/ Hong Kong 開曼群島/ 香港	Ordinary 普通股	HK\$70,715,005.70 70,715,005.70 港元	100%	—	Investment holding 投資控股
Paul Y. (New Tunnel) Limited 保華(新隧道)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	—	100%	Investment holding 投資控股
Perfect World Company Limited 忠信物業管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000 港元	—	100%	Estate management 物業管理
Pinecrest International Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	—	100%	Investment holding 投資控股
Pioneer Time Investment Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1 美元	—	100%	Property investment 物業投資
Rich Honour Limited 豐鴻有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	—	100%	Investment holding 投資控股
Rich Zone Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	—	100%	Securities investment 證券投資
Silver Step Limited 銀途有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	—	100%	Property development and trading 物業發展及買賣

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For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company		Principal activity 主要業務
				Directly 直接	Indirectly 間接	
Silvercord Limited 銀高有限公司	Hong Kong 香港	Ordinary 普通股	HK\$14,600 14,600 港元	–	100%	Property investment 物業投資
Sincere Express Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Sky Rainbow Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Sky Silver Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Smart Ocean Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Investment holding 投資控股
Speed Win Limited 迅運有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	100%	Property development and trading 物業發展及買賣
Speedy Energy Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Stable Castle Limited 安太有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1 港元	–	100%	Property investment 物業投資
Sun Power Investments Ltd.	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company		Principal activity 主要業務
				本公司所持繳足股本/ 註冊資本面值之百分比		
				Directly 直接	Indirectly 間接	
Sunny Ocean Limited (Business name: Sunny Ocean Investments Limited) (業務名稱: Sunny Ocean Investments Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Sunny Smart Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Super Full Investments Limited 超滿投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	–	100%	Securities investment 證券投資
Time Sense Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
The House of Kwong Sang Hong Limited 廣生堂有限公司	Hong Kong 香港	Ordinary 普通股	HK\$500,000 500,000港元	–	100%	Cosmetics distribution and trading 化妝品分銷及貿易
Topwood Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
View Success Investments Limited 景亨投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	61.96%	Property investment and trading 物業投資及買賣
Viewide Properties Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company		Principal activity 主要業務
				Directly 直接	Indirectly 間接	
Well Stand Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Worldwide Kingdom Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
愛美高房地產(成都) 有限公司 Evergo Real Estate (chengdu) Company Limited	PRC 中國 (wholly foreign-owned enterprise) (外商獨資企業)	Registered 註冊資本	US\$100,000,000 100,000,000 美元	–	100%	Property development 物業發展
愛美高房地產(上海) 有限公司(前稱上海金 海大廈有限公司) (Evergo Real Estate (Shanghai) Company Limited) (Formerly known as Shanghai Golden Sea Building Ltd.)	PRC 中國 (wholly foreign-owned enterprise) (外商獨資企業)	Registered 註冊資本	US\$10,500,000 10,500,000 美元	–	100%	Property investment 物業投資
愛美高實業(成都) 有限公司 (Evergo Enterprises (Chengdu) Company Limited)	PRC 中國 (wholly foreign-owned enterprise) (外商獨資企業)	Registered 註冊資本	US\$150,000,000 150,000,000 美元	–	100%	Property development 物業發展

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

於年結時及於年內任何時間，並無附屬公司擁有任何債務證券。

# Listed company in Hong Kong

\* 75% owned by the Group and 25% owned by Power Jade Limited

# 香港上市公司

\* 本集團持有 75% 及 Power Jade Limited 持有 25%

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 57. PARTICULARS OF PRINCIPAL ASSOCIATES

The Directors are of the opinion that a complete list of the particulars of all associates would be of excessive length and therefore the following list contains only the associates as at 31st December, 2007 which principally affected the results or assets of the Group.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 57. 主要聯營公司詳情

董事會認為列出全部聯營公司資料會令篇幅過於冗長。故此，下表只披露於二零零七年十二月三十一日對本集團之業績或資產有重要影響之聯營公司之詳情。

Name of associate 聯營公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Percentage of equity attributable indirectly to the Group 本集團間接應佔 股本百分比	Principal activity 主要業務
Best Profit Limited 丰佳有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	25%	Property development 物業發展
Direct Win Development Limited 勝榮發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$900 900港元	33.33%	Property development and trading 物業發展及買賣
Earn Elite Development Limited 盈才發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	30.98%	Property investment 物業投資
Ever Sure Investments Limited 永瑞投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	50%	Property development and trading 物業發展及買賣
Finedale Industries Limited 廣坤實業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$9,999 9,999港元	20.65%	Property investment 物業投資
G-Prop (Holdings) Limited * 金匡企業有限公司 *	Bermuda/ Hong Kong 百慕達/ 香港	Ordinary 普通股	HK\$20,282,550 20,282,550港元	13.69%	Investment holding 投資控股
Healthy Point Limited 強邦有限公司	Hong Kong 香港	Ordinary 普通股  Non-voting preferred 無投票權優先股	HK\$2 2港元  HK\$1 1港元	30.98%	Property investment 物業投資
Power Jade Limited (Business name: Power Jade Capital Limited) (業務名稱: Power Jade Capital Limited)	British Virgin Islands / Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$20 20美元	50%	Investment holding 投資控股

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

57. PARTICULARS OF PRINCIPAL ASSOCIATES  
(cont'd)

## 57. 主要聯營公司詳情(續)

Name of associate 聯營公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Percentage of equity attributable indirectly to the Group 本集團間接應佔 股本百分比	Principal activity 主要業務
Strongplus Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$2 2美元	50%	Investment holding 投資控股
The Kwong Sang Hong International Limited	Bermuda 百慕達	Ordinary 普通股	HK\$100,000 100,000港元	50%	Investment holding 投資控股
Union Empire Limited 協國有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	25%	Property development 物業發展
重慶特靈地產有限公司 Chongqing Champion Globe Company Limited	PRC 中國 (wholly foreign-owned enterprise) (外商獨資企業)	Registered 註冊資本	HK\$650,000,000 650,000,000港元	25%	Property development 物業發展
重慶彩僑地產有限公司 Chongqing Champion King Company Limited	PRC 中國 (wholly foreign-owned enterprise) (外商獨資企業)	Registered 註冊資本	HK\$650,000,000 650,000,000港元	25%	Property development 物業發展
重慶尖置房地產有限公司 Chongqing Sino Land Company Limited	PRC 中國 (wholly foreign-owned enterprise) (外商獨資企業)	Registered 註冊資本	HK\$760,000,000 760,000,000港元	25%	Property development 物業發展
東方藝術大廈有限公司 Oriental Arts Building Co. Ltd.	PRC 中國 (Sino-foreign equity joint venture enterprise) (中外合資經營企業)	Registered 註冊資本	US\$24,920,000 24,920,000美元	50%	Property investment and hotel operation 物業投資及酒店經營

# Listed company in Hong Kong

# 香港上市公司

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 58. BALANCE SHEET INFORMATION OF THE COMPANY

Investments in subsidiaries	附屬公司投資
Amounts due from subsidiaries	應收附屬公司款項
Other current assets	其他流動資產
Amounts due to subsidiaries	欠負附屬公司款項
Convertible bonds	可換股債券
Other current liabilities	其他流動負債
Financial guarantee liabilities	財務擔保負債

Net assets	資產淨值
Share capital (Note 46)	股本(附註46)
Reserves	儲備
Total equity	股本權益總額

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 58. 本公司於結算日之資料

	2007 HK\$'000 千港元	2006 HK\$'000 千港元
	<b>5,140,342</b>	5,140,304
	<b>3,424,825</b>	1,717,950
	<b>2,440,685</b>	4,695,758
	<b>(4,168,183)</b>	(3,437,090)
	-	(279,689)
	<b>(603)</b>	(547)
	<b>(5,635)</b>	(6,145)
	<b>6,831,431</b>	7,830,541
	<b>230,044</b>	225,981
	<b>6,601,387</b>	7,604,560
	<b>6,831,431</b>	7,830,541

(a) The HKICPA has issued a number of new and revised HKFRSs and Interpretations which are effective for the Company's financial year beginning on 1st January, 2007. The adoption of the new HKFRSs has no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented.

The Company has undertaken to provide necessary financial resources to support the future operations of the subsidiaries. The Directors are of the opinion that the subsidiaries are financially resourceful in settling obligations.

(b) The carrying amount of the investments in subsidiaries is reduced to their recoverable amounts which are determined by reference to the estimation of future cash flows expected to be generated from the respective subsidiaries.

(a) 香港會計師公會已頒布多項於二零零七年一月一日開始之本公司財政年度生效之新訂及經修訂香港財務報告準則及詮釋。應用該等新香港財務報告準則並無對本會計期間或過往會計期間業績及財務狀況之編製及呈報方式構成任何重大影響。

本公司已承諾提供所需財務資源，以支持該等附屬公司之未來經營。董事會認為，該等附屬公司具有足夠財務資源履行責任。

(b) 於附屬公司投資賬面值減少至其可收回金額，有關可收回金額乃參考預期來自各附屬公司之估計未來現金流量釐定。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 58. BALANCE SHEET INFORMATION OF THE COMPANY (cont'd)

- (c) The amounts due from (to) subsidiaries are unsecured, interest-free and have no fixed repayment terms. In the opinion of the Directors, the fair values of the amounts due from (to) subsidiaries at 31st December, 2007 approximate their corresponding carrying amounts.
- (d) Loss of the Company for 2007 amounted to approximately HK\$697,000,000 (2006: profit of HK\$2,570,000,000).

## 59. POST BALANCE SHEET EVENTS

- (a) On 17th January 2008, the Group entered into a conditional sale and purchase agreement with Chi Cheung, which is a 61.96% interest subsidiary of the Group in relation to the acquisition of share interests in and loans to certain subsidiaries of Chi Cheung.

For further details, please refer to the Company's joint announcement with Chi Cheung dated 17th January 2008.

- (b) On 1st February, 2008, Chi Cheung announced that the major transaction made on 23rd March, 2007 concerning acquisition of 50% shareholding in and shareholder's loan due from Canaria Holding Limited and the loan due from Earn Elite Development Limited was terminated as the vendor and debt vendor could not fulfil the conditions precedent by 31st January, 2008. The termination of the agreement would not have any material adverse effect on the business operation and financial position of the Group.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 58. 本公司於結算日之資料(續)

- (c) 應收(欠負)附屬公司款項為無抵押、免息及並無固定還款期。董事會認為，應收(欠負)附屬公司款項於二零零七年十二月三十一日之公平值與其相關賬面值相若。
- (d) 本公司於二零零七年之虧損約為697,000,000港元(二零零六年：溢利為2,570,000,000港元)。

## 59. 結算日後事項

- (a) 於二零零八年一月十七日，本集團與至祥(本集團擁有61.96%權益之附屬公司)訂立有條件買賣協議，有關收購至祥若干附屬公司之股權及貸款。

欲了解進一步詳情，請參考本公司與至祥日期為二零零八年一月十七日之聯合公布。

- (b) 於二零零八年二月一日，至祥宣布於二零零七年三月二十三日就收購Canaria Holding Limited之50%股權及其應付之股東貸款以及盈才發展有限公司應付之貸款而訂立之主要交易，由於賣方及債務賣方未能於二零零八年一月三十一日之前履行先決條件而被終止。終止交易對本集團之業務運作及財務狀況均不會構成任何重大不利影響。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 59. POST BALANCE SHEET EVENTS (cont'd)

- (c) On 13th January, 2008 and 29th January, 2008, the Group entered into two sale and purchase agreements with two separately independent third parties in relation to the disposals of 1 unit in Malibu Garden and Dang Fat Mansion at considerations of approximately HK\$5,050,000 and HK\$168,000,000 respectively, which shall be satisfied by the respective purchasers in cash and completed on 7th March, 2008 and to be completed on or before 25th April, 2008 respectively.
- (d) As announced on 31st January, 2008, the Group had a loss on fair value changes of listed securities investments included in available-for-sale investments (the "Loss") for one month ended 31st January, 2008. It is estimated that the Loss amounting to approximately HK\$3,336,700,000 will be recognised to equity as securities investments reserve of the Group for one month ended 31st January, 2008. The carrying amount of the gain on fair value changes of listed securities investments included in available-for-sale investments accumulated in equity as at 31st January, 2008 will amount to approximately HK\$4,807,200,000.
- (e) On 5th February, 2008, the Group acquired of 740,518,325 shares of G-Prop, representing 36.51% shareholding, at a consideration of approximately HK\$120,800,000. Accordingly, the Group holds 50.20% shareholding in G-Prop and G-Prop became a subsidiary of the Group.

### 60. AUTHORISATION FOR ISSUE OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 7th March, 2008.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 59. 結算日後事項(續)

- (c) 於二零零八年一月十三日及二零零八年一月二十九日，本集團就出售名仕花園一單位及登發大廈與兩名獨立第三方訂立兩份買賣協議，代價分別約5,050,000港元及168,000,000港元，該代價將由相關買方以現金支付並分別於二零零八年三月七日及將於二零零八年四月二十五日或之前完成。
- (d) 誠如於二零零八年一月三十一日所宣布，本集團錄得截至二零零八年一月三十一日止一個月之計入待售投資中之上市證券投資公平值變動虧損(「虧損」)。預計約3,336,700,000港元之虧損將於本集團截至二零零八年一月三十一日止一個月之股本權益中確認為證券投資儲備。待售投資中之上市證券投資錄得公平值變動收益累積計入股本權益之賬面值於二零零八年一月三十一日將約為4,807,200,000港元。
- (e) 於二零零八年二月五日，本集團買入金匡740,518,325股股份(相當於36.51%股權)，代價約為120,800,000港元。因此，本集團持有金匡50.20%股權及金匡成為本集團之附屬公司。

### 60. 授權刊發綜合財務報表

董事會已於二零零八年三月七日批准及授權刊發綜合財務報表。