

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

1 一般資料

閩信集團有限公司(「本公司」)及其附屬公司(「本集團」)從事金融服務、物業發展及投資、收費公路投資、工業儀表生產及投資控股業務。

本公司為一家有限公司，在香港註冊成立。註冊地址為香港中環紅棉路8號東昌大廈17樓。本公司的股份在香港聯合交易所有限公司主板上市。

本綜合財務報表已經於2007年4月26日獲董事局批准刊發。

2 主要會計政策

編制本綜合財務報表採用的主要會計政策載於下文。除另有說明外，此等政策在所呈報的所有年度內貫徹應用。

2.1 編制基準

本集團的綜合財務報表是根據香港會計師公會頒布的香港財務報告準則(「香港財務報告準則」)(其統稱指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(「詮釋」))編制。

本綜合財務報表已按照歷史成本法編制，並就可供出售金融資產、按公平值透過損益列賬的金融資產及金融負債(包括衍生金融工具)以及投資物業按重估公平值列賬而作出修訂。

1 GENERAL INFORMATION

Min Xin Holdings Limited (the “Company”) and its subsidiaries (the “Group”) engage in financial services, property development and investment, toll road investment, industrial instrument manufacturing and investment holding businesses.

The Company is a limited liability company incorporated in Hong Kong. The address of its registered office is 17th Floor, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong. The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited.

These consolidated financial statements have been approved for issue by the Board of Directors on 26th April 2007.

2 PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collectively refer to individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations (“Ints”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss and investment properties, which are carried at fair value.

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2 主要會計政策 (續)

2.1 編制基準 (續)

編制符合香港財務報告準則的財務報表需要使用若干關鍵會計估計。這亦需要管理層在應用本集團會計政策過程中行使其判斷。雖然此等估計是根據管理層對當時情況及活動所知而作出，但實際結果可能有別於此等估計。

有關管理層作出的估計及判斷須不斷檢討。若修訂只影響該修訂期，會計估計的修訂於該修訂期內確認；或如該修訂影響本期及未來會計期，則於修訂期及未來會計期確認。

涉及高度的判斷或高度複雜性的範疇，或涉及對綜合財務報表屬重大假設和估計的範疇，在註釋4中披露。

2.2 會計政策變更

本集團首次採納下列香港會計師公會頒布於2006年1月1日或以後開始的會計期間生效的新香港財務報告準則。

—	香港會計準則第21號 (修訂)	海外業務的淨投資
—	香港會計準則第39號 (修訂)	公平值選擇權
—	香港會計準則第39號及香港財務報告準則第4號 (修訂)	財務擔保合約
—	香港財務報告準則— 詮釋第4號	釐定一項安排是否包含租賃

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

The preparation of financial statements in conformity with the HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

Estimates and judgement made by management 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.

The areas involving a higher degree of judgement or complexity or where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2.2 Changes in accounting policies

The Group has applied, for the first time, the following new HKFRSs issued by the HKICPA that are effective for accounting periods beginning on or after 1st January 2006.

—	Amendment to HKAS 21	Net Investment in a Foreign Operation
—	Amendment to HKAS 39	The Fair Value Option
—	Amendments to HKAS 39 & HKFRS 4	Financial Guarantee Contracts
—	HKFRS — Int 4	Determining whether an arrangement contains a lease

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2 主要會計政策 (續)

2.2 會計政策變更 (續)

採納上述新香港財務報告準則對本集團編制及呈報本期及過往期間之財務報表並沒有任何重大影響。本集團會計政策的改變概括如下：

- 香港會計準則第21號(修訂)「海外業務的淨投資」規定構成本集團之海外業務淨投資中的貨幣項目所產生的匯兌差額需於初始時於綜合財務報表中確認為權益的獨立組成項目。其應用時不會考慮貨幣項目的幣種及貨幣項目是否產生自與本公司或其任何附屬公司的某一交易。
- 香港會計準則第39號(修訂)「公平值選擇權」更改按公平值透過損益列賬的金融工具之定義，并限制指定金融工具作為此種類別的能力。
- 香港會計準則第39號及香港財務報告準則第4號(修訂)「財務擔保合約」規定某一企業已作出之財務擔保(以往宣稱為保險合約者除外)，根據香港會計準則第39號列作金融負債，其公平值如能夠可靠計算，初步按公平值計算。其後則按初步確認的公平值減累計攤銷，與根據香港會計準則第37號應確認之撥備金額(如有)兩者之較高者列賬。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies (Continued)

The adoption of the above new HKFRSs did not have any material impact on how the financial statements of the Group are prepared and presented for the current or prior accounting periods. The changes to the Group's accounting policies are summarised as below:

- Amendment to HKAS 21 "Net investment in a Foreign Operation" requires all exchange differences arising on a monetary item that forms part of the Group's net investment in a foreign operation to be recognised initially in a separate component of equity in the consolidated financial statements. It applies irrespective of the currency of the monetary item and of whether the monetary item results from a transaction with the Company or any of its subsidiaries.
- Amendment to HKAS 39 "The Fair Value Option" changes the definition of financial instruments classified at fair value through profit or loss and restricts the ability to designate financial instruments into this category.
- Amendments to HKAS 39 and HKFRS 4 "Financial Guarantee Contracts" requires financial guarantees issued by an entity, other than those previously asserted to be insurance contracts, to be accounted for as financial liabilities under HKAS 39 and measured initially at fair value where the fair value can be reliably measured. Subsequently, they are measured at the higher of the amount initially recognised, less accumulated amortisation and the amount of the provision, if any, that should be recognised in accordance with HKAS 37.

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2 主要會計政策 (續)

2.2 會計政策變更 (續)

- 香港財務報告準則—詮釋第4號「釐定一項安排是否包含租賃」規定本集團評估每項獲得的合同，以確定合同雖非以租賃的法定形式出現，但授予本集團使用若干由供應商擁有的特定資產的權利以換取一系列的付款，因此，包含了應按照香港會計準則第17號列賬的租賃安排。

本集團並未有提早採納以下已頒布但尚未生效的新香港財務報告準則：

- | | |
|--------------------------|-----------------------------------|
| — 香港會計準則第1號(修訂) | 財務報表之呈列-資本項目的披露 |
| — 香港財務報告準則第7號 | 金融工具：披露 |
| — 香港財務報告準則第8號 | 營業分部 |
| — 香港(國際財務報告詮釋委員會)—詮釋第7號 | 採用香港會計準則第29號「惡性通貨膨脹經濟的財務報告」之重列處理法 |
| — 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 |
| — 香港(國際財務報告詮釋委員會)—詮釋第9號 | 嵌入式衍生工具之重估 |
| — 香港(國際財務報告詮釋委員會)—詮釋第10號 | 中期業績報告及減值 |

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies (Continued)

- HKFRS — Int 4 “Determining whether an arrangement contains a lease” requires the Group to assess each procurement contract in order to determine whether the contract contains a lease, although it does not take the legal form of a lease, convey to the Group a right to use certain specific assets owned by the supplier in return for a series of payments and therefore contains leases that should be accounted for in accordance with HKAS 17.

The Group has not early adopted the following new HKFRSs that have been issued but are not yet effective:

- | | |
|-----------------------|--|
| — Amendment to HKAS 1 | Presentation of Financial Statements — Capital Disclosures |
| — HKFRS 7 | Financial Instruments: Disclosures |
| — HKFRS 8 | Operating Segments |
| — HK(IFRIC) — Int 7 | Applying the Restatement approach under HKAS 29 Financial Reporting in Hyperinflationary Economies |
| — HK(IFRIC) — Int 8 | Scope of HKFRS 2 |
| — HK(IFRIC) — Int 9 | Reassessment of Embedded Derivatives |
| — HK(IFRIC) — Int 10 | Interim Financial Reporting and Impairment |

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2 主要會計政策 (續)

2.2 會計政策變更 (續)

- 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 及庫存股份 交易
- 香港 (國際財務 報告詮釋 委員會) — 詮釋 第12號 服務專利權 安排

本集團正評估此等新香港財務報告準則，初步結論認為，採納以上準則對本集團的財務業績或狀況不太可能產生重大影響。

2.3 綜合基準

綜合財務報表包括本公司及各附屬公司截至12月31日的財務報表。

(a) 附屬公司及少數股東權益

附屬公司為集團所控制之實體 (包括特別用途之實體)。當集團有權決定該實體的財務及經營業務從而獲取利益，控制權被確認。在評估控制權時，現存並可行使的潛在投票權已計算在內。

於附屬公司的投資均由控制權開始生效當日起直至控制權終止當日止期間在綜合財務報表內綜合結算。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies (Continued)

- HK(IFRIC) — Int 11 HKFRS 2 — Group and Treasury Share Transactions
- HK(IFRIC) — Int 12 Service Concession Arrangements

The Group is assessing the impact of these new HKFRSs and has preliminarily concluded that the adoption of these standards is unlikely to have a significant impact on the Group's financial results or position.

2.3 Basis of consolidation

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up to 31st December.

(a) Subsidiaries and minority interests

Subsidiaries are entities (including special purpose entities) controlled by the Group. Control existed when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

Subsidiaries are consolidated into the consolidated financial statements from the date that control commenced until the date that control ceases.

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NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.3 綜合基準 (續)

(a) 附屬公司及少數股東權益 (續)

收購會計法乃用作本集團收購附屬公司的入賬方法。收購的成本根據於交易日期所給予資產、所發行的股本工具及所產生或承擔的負債的公平值計算，另加該收購直接應佔的成本。在企業合併中所收購可識別的資產以及所承擔的負債及或然負債，首先以彼等於收購日期的公平值計量，而不論任何少數股東權益的數額。收購成本超過本集團應佔所收購可識別資產淨值公平值的數額記錄為商譽(註釋2.4)。若收購成本低於所購入附屬公司可識別的資產淨值的公平值，該差額直接在損益表確認。

集團內部交易、交易的結餘及由集團內部交易產生的任何未實現利潤於編制綜合財務報表時全數對銷。由集團內部交易產生的未實現虧損亦按未實現利潤的方式對銷，但以沒有減值證明者為限。附屬公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.3 Basis of consolidation (Continued)

(a) Subsidiaries and minority interests (Continued)

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill (Note 2.4). If the cost of acquisition is less than the fair value of the identifiable net assets of the subsidiary acquired, the difference is recognised directly in the income statement.

Intra-group transactions, balances and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised profits but only to the extent that there is no evidence of impairment. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

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NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.3 綜合基準 (續)

(a) 附屬公司及少數股東權益 (續)

少數股東權益指並非由本公司(不論直接或間接經附屬公司)擁有應佔附屬公司資產淨值之部份。少數股東權益在綜合資產負債表之股東權益中列示，但與本公司權益持有人的應佔權益分開。少數股東應佔本集團年內業績，則於綜合損益表中列作少數股東權益與本公司權益持有人之間對本年總溢利或虧損之分配。

當附屬公司之少數股東應佔虧損超過其應佔權益時，則超出的虧損及其應佔任何額外虧損將在本集團應佔權益中支銷，除非少數股東有具約束力的責任，並且有能力提供額外投資以彌補該等虧損。如附屬公司其後錄得溢利，所有此等溢利將分配入本集團應佔權益中，直至本集團已收回先前承擔少數股東應佔之虧損為止。

少數股東的貸款及其他對少數股東的合約義務根據註釋2.20及2.21按其債務性質在綜合資產負債表內以金融負債列示。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.3 Basis of consolidation (Continued)

(a) Subsidiaries and minority interests (Continued)

Minority interests represents the portion of the net assets of subsidiaries attributable to interests that are not owned by the Company, whether directly or indirectly through subsidiaries. Minority interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity holders of the Company. Minority shareholders' share in the results of the Group are presented on the face of the consolidated income statement as an allocation of the total profit or loss for the year between minority interests and the equity holders of the Company.

Where losses applicable to the minority shareholders exceed their interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority shareholders, are charged against the Group's interest except to the extent that the minority shareholders have a binding obligation to, and are able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profits until the minority shareholders' share of losses previously absorbed by the Group has been recovered.

Loans from minority shareholders and other contractual obligations towards minority shareholders are presented as financial liabilities in the consolidated balance sheet in accordance with Notes 2.20 and 2.21 depending on the nature of the liability.

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2 主要會計政策 (續)

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.3 綜合基準 (續)

2.3 Basis of consolidation (Continued)

(a) 附屬公司及少數股東權益 (續)

(a) *Subsidiaries and minority interests (Continued)*

在本公司之資產負債表內，於附屬公司之投資按成本值扣除減值虧損(註釋2.9)列賬。附屬公司之業績由本公司按已收及應收股息入賬。

In the Company's balance sheet, the investments in subsidiaries are stated at cost less impairment losses (Note 2.9). The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(b) 聯營公司

(b) *Associates*

聯營公司指本集團或本公司對其管理發揮重大影響力的實體，包括參與其財務及經營決策，但並不控制或共同控制其管理。

Associates are entities in which the Group or the Company has significant influence, but not control or joint control over its management, including participation in the financial and operating policy decisions.

聯營公司投資在綜合財務報表內以權益會計法入賬，初始以成本確認，其後按本集團於購入後應佔該聯營公司淨資產的轉變而調整，但如分類為持作待售(或包括在分類為持作待售的出售組合內)(註釋2.30)則除外。綜合損益表反映本集團本年度的入股後應佔聯營公司除稅後溢利，及收購聯營公司所產生之商譽於本年度確認的減值虧損(註釋2.4及2.9)。本集團於聯營公司之投資賬面值包括收購時已識辨的商譽賬面值(扣除任何累計減值虧損)。

Investments in associates are accounted for in the consolidated financial statements under the equity method and are initially recognised at cost and adjusted thereafter for the post-acquisition change in the Group's share of the associate's net assets, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale) (Note 2.30). The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the associates for the year, including any impairment loss on goodwill relating to the investment in associates recognised for the year (Notes 2.4 and 2.9). The carrying amount of the Group's investment in an associate includes the carrying amount of goodwill (net of any accumulated impairment losses) identified on acquisition.

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2 主要會計政策 (續)

2.3 綜合基準 (續)

(b) 聯營公司 (續)

除不超出本集團對該聯營公司所作具法律或推定義務或替該公司償付的承擔外，當本集團應佔聯營公司的虧損超過本集團於該聯營公司的權益賬面值時，超出的虧損將不被確認，而本集團應佔該聯營公司之權益將被減值至零。為此，本集團應佔該聯營公司權益即按權益會計法計算投資賬面值，及實質上構成本集團應佔該聯營公司淨資產的長期權益。

本集團與其聯營公司之間交易而產生之未實現溢利及虧損按本集團在聯營公司權益的數額對銷。除非有證據顯示未實現虧損屬資產轉讓的減值虧損，則須立即於綜合損益表內確認。聯營公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

在本公司之資產負債表內，於聯營公司之投資按成本值扣除減值虧損準備(註釋2.9)列賬，分類為持作待售(或包括在分類為持作待售的出售組合內)(註釋2.30)則除外。聯營公司之業績由本公司按已收及應收股息入賬。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.3 Basis of consolidation (Continued)

(b) Associates (Continued)

When the Group's share of losses exceeds its carrying amount of the interest in an associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment under equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in the consolidated income statement. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet the investments in associates are stated at cost less impairment losses (Note 2.9), unless they are classified as held for sale (or included in a disposal group that is classified as held for sale) (Note 2.30). The results of associates are accounted for by the Company on the basis of dividend received and receivable.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.3 綜合基準 (續)

(c) 共同控制實體

共同控制實體指本集團或本公司與其他人士透過合約協議方式共同控制的實體，該合約協議方式規定本集團或本公司與其他一位或多位人士共同控制該實體的經濟活動。

共同控制實體投資在綜合財務報表內以權益會計法入賬，初始以成本確認，其後按本集團於購入後應佔該共同控制實體淨資產的轉變而調整，但如分類為持作待售(或包括在分類為持作待售的出售組合內)(註釋2.30)則除外。綜合損益表反映本集團本年度的入股後應佔共同控制實體除稅後溢利，及收購共同控制實體所產生之商譽於本年度確認的減值虧損(註釋2.4及2.9)。本集團於共同控制實體之投資賬面值包括收購時已識辨的商譽賬面值(扣除任何累計減值虧損)。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.3 Basis of consolidation (Continued)

(c) *Jointly controlled entities*

A jointly controlled entity is an entity which operates under a contractual arrangement between the Group or the Company and other parties, where the contractual arrangement establishes that the Group or the Company and one or more of the other parties share joint control over the economic activity of the entity.

Investments in jointly controlled entities are accounted for in the consolidated financial statements under the equity method and are initially recognised at cost and adjusted thereafter for the post-acquisition change in the Group's share of the jointly controlled entity's net assets, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale) (Note 2.30). The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the jointly controlled entities for the year, including any impairment loss on goodwill relating to the investment in jointly controlled entities recognised for the year (Notes 2.4 and 2.9). The carrying amount of the Group's investment in a jointly controlled entity includes the carrying amount of goodwill (net of any accumulated impairment losses) identified on acquisition.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.3 綜合基準 (續)

(c) 共同控制實體 (續)

除不超出本集團對該共同控制實體所作具法律或推定義務或替該公司償付的承擔外，當本集團應佔共同控制實體的虧損超過本集團於該共同控制實體的權益賬面值時，超出的虧損將不被確認，而本集團應佔該共同控制實體之權益將被減值至零。為此，本集團應佔該共同控制實體權益即按權益會計法計算投資賬面值，及實質上構成本集團應佔該共同控制實體淨資產的長期權益。

本集團與其共同控制實體之間交易而產生之未實現溢利及虧損按本集團在共同控制實體權益的數額對銷。除非有證據顯示未實現虧損屬資產轉讓的減值虧損，則須立即於綜合損益表內確認。共同控制實體的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

在本公司之資產負債表內，於共同控制實體之投資按成本值扣除減值虧損準備(註釋2.9)列賬，分類為持作待售(或包括在分類為持作待售的出售組合內)(註釋2.30)則除外。共同控制實體之業績由本公司按已收及應收股息入賬。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.3 Basis of consolidation (Continued)

(c) Jointly controlled entities (Continued)

When the Group's share of losses exceeds its carrying amount of the interest in a jointly controlled entity, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the jointly controlled entity. For this purpose, the Group's interest in the jointly controlled entity is the carrying amount of the investment under equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the jointly controlled entity.

Unrealised profits and losses resulting from transactions between the Group and its jointly controlled entities are eliminated to the extent of the Group's interests in the jointly controlled entities, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in the consolidated income statement. Accounting policies of jointly controlled entities have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet the investments in jointly controlled entities are stated at cost less impairment losses (Note 2.9), unless they are classified as held for sale (or included in a disposal group that is classified as held for sale) (Note 2.30). The results of jointly controlled entities are accounted for by the Company on the basis of dividend received and receivable.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.4 商譽

商譽即企業合併或投資聯營公司或共同控制實體的成本超過本集團應佔被收購者的可識辨資產、負債及或然負債的公平淨值數額。

商譽按成本減累計減值虧損列賬。商譽被分配為現金生產單位，並須每年作減值測試(註釋2.9)。就聯營公司或共同控制實體而言，商譽的賬面值已包括於聯營公司或共同控制實體權益的賬面值內。

在企業合併或投資聯營公司或共同控制實體時，若本集團應佔被收購者的可識辨資產、負債及或然負債的公平淨值高於成本價，超出的金額立即在損益表確認。

在年度內出售一聯營公司或一共同控制實體，計算出售損益時計入任何可歸屬購入商譽的金額。

2.5 分部報告

分部為本集團可辨認的組成部分，此部分從事提供產品或服務(業務分部)，或在某個特定經濟環境中從事提供產品或服務(地區分部)，而其所得的風險與回報是有別於其他分部。

按照本集團的內部財務報告形式，本集團的綜合財務報表採用業務分部為主要報告形式，而地區分部為從屬形式。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.4 Goodwill

Goodwill represents the excess of the cost of a business combination or an investment in an associate or a jointly controlled entity over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (Note 2.9). In respect of associates or jointly controlled entities, the carrying amount of goodwill is included in the carrying amount of the interest in the associates or jointly controlled entities.

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination or an investment in an associate or a jointly controlled entity is recognised immediately in the income statement.

On disposal of an associate or a jointly controlled entity during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

2.5 Segment reporting

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

In accordance with the Group's internal financial reporting system, the Group has chosen business segments as the primary reporting format and geographical segments as the secondary reporting format for the purposes of these consolidated financial statements.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.5 分部報告 (續)

分部資產主要包括投資物業、租賃土地及土地使用權、貸款及應收款項、可供出售金融資產、按公平值透過損益列賬的金融資產、持至到期日債券、保險相關資產及經營現金。分部負債指經營負債，而不包括例如稅項、應計集團整體性開支及集團貸款等項目。未分配項目指集團整體性開支。資本開支指購入物業、機器及設備(註釋14)、投資物業(註釋15)及租賃土地及土地使用權(註釋16)的費用。本集團動用分部間之貸款及墊款屬於本集團之融資及資本分配，及由此所產生的利息收入及支出，皆不列入分部資產、負債及業績當中。

至於地區分部報告，銷售額乃按照客戶所在國家計算。總資產及資本開支按資產所在地計算。

2.6 外幣換算

(a) 功能貨幣及列賬貨幣

包含在綜合財務報表中本集團每個實體的會計項目，均以該實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以港元呈報，港元為本公司的功能及列賬貨幣。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.5 Segment reporting (Continued)

Segment assets consist primarily of investment properties, leasehold land and land use rights, loans and receivables, available-for-sale financial assets, financial assets at fair value through profit or loss, held-to-maturity debt securities, insurance related assets and operating cash. Segment liabilities comprise operating liabilities and exclude items such as taxation, accruals for corporate overheads and corporate borrowings. Unallocated items represent corporate overheads. Capital expenditure comprises additions to property, plant and equipment (Note 14), investment properties (Note 15) and leasehold land and land use rights (Note 16). Intra-segment loans and advances employed by the Group as part of the Group's funding and capital allocation and the resulting interest income and expenses are excluded from the determination of segment assets, liabilities and results.

In respect of geographical segment reporting, sales are based on the country in which the customers are located. Total assets and capital expenditure are based on the country in which the assets are located.

2.6 Foreign currency translation

(a) Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.6 外幣換算 (續)

(b) 交易及結餘

外幣交易採用交易日的匯率換算為功能貨幣。除了符合在權益中遞延入賬的現金流量對沖和淨投資對沖外，結算此等交易產生的匯兌盈虧以及將外幣計值的貨幣資產和負債以結算日匯率換算產生的匯兌盈虧在損益表確認。於結算日，本集團並無任何現金流量對沖或淨投資對沖。

非貨幣金融資產及負債(例如按公平值持有透過損益記賬的權益工具)的換算差額在損益表中呈報為公平值盈虧的一部份。非貨幣項目(例如分類為可供出售金融資產的權益投資)的換算差額包括在權益的投資重估儲備內。

(c) 集團公司

所有集團實體(當中沒有嚴重通脹貨幣經濟體)的功能貨幣與本公司的列賬貨幣不同的，其業績和財務狀況按如下方法換算為列賬貨幣：

- (i) 資產負債表內的資產和負債項目按該資產負債表日期的收市匯率換算；

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.6 Foreign currency translation (Continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at closing exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges or qualifying net investment hedges. As at the balance sheet date, the Group did not have any cash flow hedges or net investment hedges.

Translation differences on non-monetary financial assets and liabilities, such as equity instruments held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation differences on non-monetary items, such as equity investments classified as available-for-sale financial assets, are included in the investment revaluation reserve in equity.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the Company's presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities items in their balance sheet are translated at the closing rate at the date of that balance sheet;

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.6 外幣換算 (續)

(c) 集團公司 (續)

- (ii) 損益表內的收入和費用按平均匯率換算(除非此匯率並不代表交易日期匯率的累計影響的合理約數；在此情況下，收支項目按交易日期的匯率換算)；及
- (iii) 所有由此產生的匯兌差額確認為權益的獨立組成項目。

換算海外業務的淨投資，以及換算借貸及其他指定作為該等投資對沖的貨幣工具所產生的匯兌差額直接列入股東權益。當一項海外業務作出部份處理或出售時，該等已在權益中確認的匯兌差額在損益表確認為出售盈虧的一部份。

收購海外實體產生的商譽及公平值調整視為該海外實體的資產和負債，並按收市匯率換算。

2.7 物業、機器及設備

所有物業、機器及設備(包括持作自用樓宇)皆按歷史成本減累計折舊和減值虧損列賬。歷史成本包括收購該資產直接應佔的開支。成本可包括從權益中轉撥的有關該物業、機器及設備利用外幣購買的合資格現金流量對沖產生的任何收益／虧損。於結算日，本集團並無任何以外幣購入物業、機器及設備的現金流量對沖。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.6 Foreign currency translation (Continued)

(c) Group companies (Continued)

- (ii) income and expenses for each income statement are translated at average exchange rates, unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates. In such case income and expenses are translated at the dates of the transactions; and
- (iii) all resulting exchange differences are recognised as a separate component of equity.

Exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken directly to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of that foreign entity and translated at the closing rate.

2.7 Property, plant and equipment

All property, plant and equipment, including buildings held for own use, are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the assets. Cost may also include transfers from equity of any gain / loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment. As at the balance sheet date, the Group did not have any cash flow hedges of foreign currency purchases of property, plant and equipment.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.7 物業、機器及設備 (續)

2.7 Property, plant and equipment (Continued)

其後成本只有在與該資產有關的未來經濟利益有可能流入本集團，而該資產的成本能可靠計量時，才包括在資產的賬面值或確認為獨立資產(按適用)。所有其他維修及保養在產生的期間於損益表支銷。

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with that asset will flow to the Group and the cost of that asset can be measured reliably. All other repair and maintenance costs are expensed in the income statement during the period in which they are incurred.

出售收益或虧損，乃指出售款項淨額與賬面值之間的差額，並於損益表的收益總額中「其他收益－淨額」內確認。

Gains or losses on disposal are determined by comparing the net proceeds with the carrying amount and are recognised in "Other gains — net" included in total revenues in the income statement.

物業、機器及設備於其估計可用年限內，將其成本減去預計剩餘價值(如有)撇銷，採用的折舊年率如下：

Depreciation is calculated to write off the cost of property, plant and equipment, less their estimated residual value, if any, over their estimated useful lives at the following annual rates:

(a) 直線法

(a) Straight line method

持作自用樓宇	Buildings held for own use	按照租約尚餘年期或三十年計算，以兩者之較短者為準 Over the shorter of the unexpired term of the lease and 30 years
電腦設備	Computer equipment	20% - 25%

(b) 餘額遞減法

(b) Reducing balance method

傢俬、裝修及辦事處設備	Furniture, fixtures and office equipment	10% - 20%
汽車	Motor vehicles	20% - 25%

資產的剩餘價值及可使用年期於每個資產負債表結算日審閱及進行適當調整。若資產賬面值高於其估計可收回價值，將立即調減至可收回價值(註釋2.9)。

An asset's residual value and useful life are reviewed, and adjusted, if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.8 投資物業

投資物業指為獲得長期租金收益或資本增值或兩者兼備而擁有或持有之土地及／或樓宇，且並非由集團內的公司佔用。投資物業包括以營業租約持有的土地及以融資租約持有的樓宇。

以營業租約持有的土地，如符合投資物業其餘定義，按投資物業分類及記賬。營業租約猶如其為融資租賃而記賬。

投資物業初步按其成本計量，包括相關的交易成本。在初步確認後，投資物業按公平值列賬。公平值根據活躍市場價格計算並在有需要時，就個別資產的性質、地點或狀況的任何差異作出調整。如沒有此項資料，本集團利用其他估值方法，例如較不活躍市場的近期價格或貼現現金流量預測法。為繼續用作為投資物業而正在重建或市場已變得不活躍的投資物業，繼續按公平值計量。

其後成本只有在與該項目有關的未來經濟利益有可能流入本集團，而該項目的成本能可靠計量時，才計入在資產的賬面值中。所有其他維修及保養成本在產生的期間內於損益表支銷。

公平值變動在損益表的收益總額中「其他收益－淨額」列賬。投資物業的任何出售收益或虧損於損益表列賬。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.8 Investment properties

Investment properties are land and / or buildings which are owned or held for long-term rental yields or for capital appreciation or both, and are not occupied by the companies within the Group. They comprise land held under operating leases and buildings held under finance leases.

Land held under operating leases are classified and accounted for as investment property on a property-by-property basis when the rest of the definition of investment property is met. The operating lease is accounted for as if it were a finance lease.

Investment property is measured initially at its cost, including related transaction costs. After initial recognition, investment property is carried at fair value. Fair value is based on active market prices and adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Investment property that is being redeveloped for continuing use as investment property, or for which the market has become less active, continues to be measured at fair value.

Subsequent expenditure is included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed in the income statement during the period in which they are incurred.

Changes in fair values are recognised in the income statement as part of "Other gains — net" included in total revenues. Any gain or loss on disposal of an investment property is recognised in the income statement.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.9 金融資產以外的資產減值

無限使用年期或尚未可供使用之資產無需攤銷，但最少每年就減值進行測試。須作攤銷或折舊之資產，當有事件出現或情況改變顯示賬面值可能無法收回時就減值進行檢討。減值虧損按資產之賬面值超出其可收回金額之差額於損益表內確認。可收回金額以資產之公平值扣除銷售成本或使用價值兩者之較高者為準。於評估減值時，資產將按獨立可識辨現金流量(現金產生單位)的最低層次組合分組。

之前已入賬的商譽減值虧損不會在較後期間撥回。只有當釐定資產可收回價值的估計方法改變時，之前已入賬的其他資產減值虧損方可撥回，惟撥回的金額不得超過以往期間假設該資產並無確認減值虧損而應已釐定的賬面值(扣除任何攤銷或折舊)。撥回的減值虧損於其產生期間撥入損益表內。

2.10 金融資產

本集團將其金融資產分類如下：按公平值透過損益列賬、貸款及應收款、持至到期日及可供出售。分類方式視乎購入金融資產目的而定。管理層在初步確認時釐定金融資產的分類。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.9 Impairment of assets other than financial assets

Assets that have an indefinite useful life or have not yet available for use are not subject to amortization and are at least tested annually for impairment. Assets that are subject to amortization or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

Previously recognised impairment losses on goodwill are not reversed in subsequent periods. A previously recognised impairment loss on other assets is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, however not to an amount higher than the carrying amount that would have been determined (net of any amortization or depreciation), had no impairment loss been recognised against the asset in prior periods. Reversal of impairment loss is credited to the income statement in the period in which it arises.

2.10 Financial assets

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.10 金融資產 (續)

(a) 按公平值透過損益列賬的金融資產

此類別有兩個次分類：持作買賣及開始時指定按公平值透過損益記賬。金融資產若在購入時主要用作在短期內出售或由管理層如此指定，則分類為此類別。在此類別的資產若為持作買賣或預期將於結算日後十二個月內變現，則分類為流動資產。

(b) 貸款及應收款

貸款及應收賬款為有固定或可釐定付款且沒有在活躍市場上報價的非衍生金融資產。此等款項在本集團直接向債務人提供金錢、貨品或服務而無意買賣該應收款時產生。此等款項包括在流動資產內，但由結算日起計超過十二個月到期或預期會變現者，則分類為非流動資產 (註釋2.15)。

(c) 持至到期日金融資產

持至到期日金融資產為有固定或可釐定付款以及固定到期日的非衍生金融資產，而管理層有明確意向及能力持有至到期日。此等投資包括在流動資產內，但到期日由結算日起計超過十二個月者，則分類為非流動資產。

(d) 可供出售金融資產

可供出售金融資產為非衍生工具，被指定為此類別或並無分類為任何其他類別。除非管理層有意在結算日起計十二個月內出售該項資產，否則此等資產列在非流動資產內。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.10 Financial assets (Continued)

(a) *Financial assets at fair value through profit or loss*

This category has two sub-categories: held for trading and those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within twelve months from the balance sheet date.

(b) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables. They are included in current assets, except for those with maturities greater than or are expected to be realised after twelve months from the balance sheet date which are classified as non-current assets (Note 2.15).

(c) *Held-to-maturity financial assets*

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. They are included in current assets except for those with maturities greater than twelve months after the balance sheet date which are classified as non-current assets.

(d) *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any other categories. They are included in non-current assets unless management intends to dispose of the assets within twelve months from the balance sheet date.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.10 金融資產 (續)

定期購入及出售的金融資產在交易日確認，交易日指本集團承諾購入或出售該資產之日。對於並非按公平值透過損益記賬的所有金融資產，初步按公平值加交易成本確認。對於按公平值透過損益記賬的金融資產，初步按公平值確認，交易成本於損益表支銷。當從金融資產收取現金流量的權利經已到期或經已轉讓，而本集團已將擁有權的所有風險和回報實際轉讓時，金融資產即終止確認。可供出售及按公平值透過損益記賬的金融資產其後按公平值列賬。貸款及應收賬款以及持至到期日金融資產利用實際利息法按攤銷成本列賬。按公平值透過損益記賬的金融資產類別的公平值變動盈虧列入產生期間的損益表的收益總額中「其他收益－淨額」內。來自按公平值透過損益記賬的金融資產的股息，當本集團收取有關款項的權利確定時，在損益表內確認為「其他收益－淨額」部份。被分類為可供出售金融資產的公平值變動盈虧，在權益中確認。當分類為可供出售金融資產被售出或減值時，累計公平值調整列入損益表作為金融資產的盈虧。

有報價投資的公平值根據當時的買盤價計算。若某項金融資產的市場並不活躍(及就非上市證券而言)，本集團利用估值技術設定公平值。這些技術包括利用近期公平原則交易、參考大致相同的其他工具、貼現現金流量分析或其他估值模式，視何者適用而定。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.10 Financial assets (Continued)

Regular purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held-to-maturity financial assets are carried at amortised cost using the effective interest method. Gains and losses arising from changes in the fair value of the “at fair value through profit or loss” category are included in the income statement within “Other gains — net” included in total revenues in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of “Other gains — net” when the Group’s right to receive payment is established. Gains and losses arising from changes in the fair value of financial assets classified as available-for-sale are recognised in equity. When financial assets classified as available-for-sale are sold or impaired, the accumulated fair value adjustments are included in the income statement as gains or losses from financial assets.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes their fair value by using valuation techniques. These include the reference to recent arm’s length transactions or fair values of other instruments that are substantially the same, use of discounted cash flow analysis or other valuation models as appropriate.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.11 金融資產減值

(a) 以攤銷成本列賬之資產

本集團在每個結算日評估是否有客觀證據證明某項金融資產或某組金融資產經已減值。惟當有客觀證據證明於首次確認資產後發生一宗或多宗事件導致減值情況出現(「虧損事件」)，而該宗或該等虧損事件對該項或該組金融資產之估計未來現金流構成可合理估計的影響，有關金融資產才算出現減值及產生減值虧損。證明某項或某組金融資產已出現減值的客觀證據包括察覺到有關以下虧損事件的明顯證據：

- (i) 發行人或承擔人出現重大財政困難；
- (ii) 違反合約如逾期或拖欠支付利息或本金；
- (iii) 本集團就發行人或承擔人因經濟或法律理由而出現的財政困難而給予在一般情況下一放款人不予考慮的優惠條件；
- (iv) 發行人或承擔人有可能破產或進行其他財務重組；

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.11 Impairment of financial assets

(a) Assets carried at amortised cost

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. Objective evidence that a financial asset or group of financial assets is impaired includes observable data that comes to the attention of the Group about the following loss events:

- (i) significant financial difficulty of the issuer or obligor;
- (ii) a breach of contract, such as a default or delinquency in interest or principal payments;
- (iii) the Group granting to the issuer or obligor, for economic or legal reasons relating to their financial difficulty, a concession that a lender would not otherwise consider;
- (iv) it becoming probable that the issuer or obligor will enter into bankruptcy or other financial reorganisation;

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.11 金融資產減值 (續)

(a) 以攤銷成本列賬之資產 (續)

- (v) 因財務困難而導致某項金融資產失去活躍市場；或
- (vi) 可觀察的資料顯示某一組合金融資產自首次確認入賬後，其估計之未來現金流量出現重大跌幅，儘管未能確定有關跌幅是來自組別內哪項個別金融資產。資料包括：
 - 組別內借款人的付款狀況出現逆轉；或
 - 組別內資產拖欠情況與有關的國家或當地經濟狀況配合。

若有客觀證據證明按攤銷成本列賬的貸款及應收款或持至到期日金融資產出現減值虧損，則以金融資產的賬面值與按金融資產原來的實際利率折算估計之未來現金流量(不包未產生的日後信貸虧損)所得的現值差額計算減值虧損。此虧損會透過使用備付賬在金融資產之賬面值內扣除並於損益表內確認。倘貸款或持至到期日金融資產按浮動利率計息，用於計算任何減值虧損之折現率則為合約下釐定的當時實際利率。在實際運作上，本集團可採用可觀察之市場價值來釐定工具的公平價值。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.11 Impairment of financial assets (Continued)

(a) Assets carried at amortised cost (Continued)

- (v) the disappearance of an active market for that financial asset because of financial difficulties; or
- (vi) observable data indicating that there is a measurable decrease in the estimated future cash flows from a group of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the group, including:
 - adverse changes in the payment status of borrowers in the group; or
 - national or local economic conditions that correlate with defaults on the assets in the group.

If there is objective evidence that an impairment loss on loans and receivables or held-to-maturity financial assets carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the financial asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the financial asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement. If a loan or held-to-maturity financial assets has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

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NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.11 金融資產減值 (續)

(a) 以攤銷成本列賬之資產 (續)

若在較後期間，減值虧損的金額減少，而該減少是可客觀地與確認減值虧損後發生的事件有關連(例如債務人信貸評級改善)，則以往確認的減值虧損透過調整備付賬撥回，撥回的金額於損益表中確認。

(b) 以公平值列賬之資產

本集團在每個結算日評估是否有客觀證據證明某項金融資產或某組金融資產經已減值。對於分類為可供出售的股權證券，證券公平值若大幅度或長期跌至低於其成本值，會被視為證券已經顯示減值。若可供出售金融資產存在此等證據，累計虧損一按收購成本與當時公平值的差額，減該金融資產之前在損益表確認的任何減值虧損計算一自權益中剔除並在損益表記賬。在損益表確認的股權證券減值虧損不會從損益表撥回。若在較後期間，被分類為債務工具的公平值增加，而該增加是可客觀地與確認減值虧損後發生的事件有關連，則將減值虧損轉回損益表內。

2.12 衍生金融工具

衍生金融工具初步按於衍生工具合約訂立日之公平值確認，其後按公平值重新計量。任何衍生工具之公平值變動即時在損益表的收益總額中「其他收益一淨額」確認。本集團對可能符合資格作為現金流量對沖或公平值對沖之衍生金融工具不應採用對沖會計法。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.11 Impairment of financial assets (Continued)

(a) Assets carried at amortised cost (Continued)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the previously recognised impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognised in the income statement.

(b) Assets carried at fair value

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the securities below their cost is considered in determining whether the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on those financial assets previously recognised in profit or loss — is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on equity securities are not reversed through the income statement. If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the income statement.

2.12 Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date the derivative contract is entered into and are subsequently remeasured at their fair value. Changes in the fair value of any derivative instruments are recognised immediately in the income statement within "Other gains — net" included in total revenues. The Group does not adopt hedge accounting for derivative financial instruments which may qualify as eligible cash flow hedges or fair value hedges.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.13 營業租約

營業租約是指擁有資產之所有回報及風險實質上由出租人保留之租約。營業租賃(包括租賃土地)款額在扣除自出租人收取之任何獎勵金後，於租約期內以直線法在損益賬中支銷。

2.14 土地使用權

就土地使用權作出的首期預付款在土地使用權限期內以直線法攤銷；或在出現減值時，將減值虧損在損益表支銷。若土地之物業正在興建中，土地使用權之攤銷在相關資產內轉化作資本處理。當相關物業出售時，土地使用權之賬面值餘額列入銷售成本入賬。

2.15 應收貸款及應收賬款

應收貸款及應收賬款初步以公平值確認，其後按實際利息法計量攤銷成本，扣除減值準備。

當有客觀證據證明本集團將無法按應收貸款及應收賬款的原有條款收回所有款項時，即根據註釋2.11(a)的會計政策就應收貸款及應收賬款確認減值虧損。

2.16 持作出售的已落成物業

持作出售的已落成物業按成本或可變現淨值兩者中之較低者列賬。按平均基準計算之成本，以未出售物業分攤該發展項目的發展成本總額釐定。可變現淨值按預計銷售所得款項扣除估計營銷費用計算。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.13 Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the lessor are accounted for as operating leases. Payments made under operating leases (including those for leasehold land) net of any incentives received from the lessor are charged to the income statement on a straight-line basis over the lease periods.

2.14 Land use rights

The up-front prepayments made for land use rights are amortised on a straight-line basis over the duration of the land use rights or where there is impairment, the impairment is expensed in the income statement. The amortisation of land use rights is capitalized under the relevant assets when the properties on the land are under construction. The remaining carrying amount of the land use rights is recognised as cost of sales when the relevant properties are sold.

2.15 Loan receivable and debtors

Loan receivable and debtors are recognised initially at fair value and subsequently measured at amortised cost using effective interest method, less provision for impairment.

Impairment loss of loan receivable and debtors is recognised when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms in accordance with the accounting policy stated in Note 2.11(a).

2.16 Completed properties held for sale

Completed properties held for sale are stated at the lower of cost and net realisable value. Cost, calculated on an average basis, is determined by apportionment of the total development costs for that development project, attributable to the unsold properties. Net realisable value is determined on the basis of anticipated sale proceeds less estimated selling expenses.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.17 現金及現金等價物

現金及現金等價物包括銀行結餘、庫存現金、銀行通知存款、由投資日起計原到期日為三個月或以下的現金投資，扣除銀行透支。

2.18 保險合約分類

本集團簽發轉移保險風險的合約。

保險合約乃轉移重大保險風險的合約。本集團界定重大保險風險為有可能須於投保事件發生時支付的賠償較並無發生投保事件時須支付的賠償高最少10%以上。

2.19 保險合約

(a) 確認及計量

保險合約按風險年期，以及條款及條件是否固定作出分類。

短期保險合約

此等合約為財產及意外保險合約。

意外保險合約保障本集團客戶因進行合法活動而導致對第三者造成損害的風險。賠償包括合約及非合約事故，兩者皆受到保障。通常提供的保障是為僱主向受工傷僱員負起工傷意外的法定補償責任(僱主責任)，及為個人及商業客戶向第三者的人身傷害或財物損毀負起的法定補償責任(公眾責任)。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.17 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, deposits held at call with banks, cash investments with original maturity of three months or less from the date of investment less bank overdrafts.

2.18 Insurance contracts classification

The Group issues contracts that transfer insurance risk.

Insurance contracts are those contracts that transfer significant insurance risk. The Group defines significant insurance risk as the possibility of having to pay benefits on the occurrence of an insured event that are at least 10% more than the benefits payable if the insured event did not occur.

2.19 Insurance contracts

(a) Recognition and measurement

Insurance contracts are classified depending on the duration of risk and whether or not the terms and conditions are fixed.

Short-term insurance contracts

These contracts are property and casualty insurance contracts.

Casualty insurance contracts protect the Group's customers against the risk of causing harm to third parties as a result of their legitimate activities. Damages covered include both contractual and non-contractual events. The typical protection offered is designed for employers who become legally liable to pay compensation to injured employees (employers' liability) and for individual and business customers who become liable to pay compensation to a third party for bodily harm or property damage (public liability).

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.19 保險合約 (續)

(a) 確認及計量 (續)

財產保險合約主要向本集團客戶就其財產損毀或財產遺失的價值而作出賠償。客戶於其物業內進行商業活動，如因在承保物業內不能進行營業活動導致的盈利損失亦可得到賠償（營業中斷保險）。

所有此等合約的保費於承保期間按比例以收入（已賺保費）入賬。於合約生效期內已收取於結算日未滿期風險有關的部分保費列為未滿期保費責任。保費以扣除佣金前之數額列賬。

賠償及損失調整費用於發生時於收入中扣減，有關數額乃根據對合約持有人或第三者（因合約持有人引致損害）負上的估計賠償責任。此等費用包括截至結算日為止已發生事故（即使仍未呈報予本集團）所產生的直接及間接理賠成本。本集團不以貼現方法計算其未付賠償責任。未付賠償責任根據對已呈報本集團的個別個案進行評估，而已發生但未呈報的索償則就統計分析作出估計，至於較為複雜的索償，會估計可能受外來因素（例如法庭裁決）影響的預期最終成本。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.19 Insurance contracts (Continued)

(a) Recognition and measurement (Continued)

Property insurance contracts mainly compensate the Group's customers for damage suffered to their properties or for the value of property lost. Customers who undertake commercial activities on their premises could also receive compensation for the loss of earnings caused by the inability to use the insured properties in their business activities (business interruption cover).

For all these contracts, premiums are recognised as revenue (earned premiums) proportionally over the period of coverage. The portion of premium received on in-force contracts that relates to unexpired risks at the balance sheet date is reported as the unearned premium liability. Premiums are shown before deduction of commission.

Claims and loss adjustment expenses are charged to income as incurred based on the estimated liability for compensation owed to contract holders or third parties damaged by the contract holders. They include direct and indirect claims settlement costs and arise from events that have occurred up to the balance sheet date even if they have not yet been reported to the Group. The Group does not discount its liabilities for unpaid claims. Liabilities for unpaid claims are estimated using the input of assessments for individual cases reported to the Group and statistical analyses for the claims incurred but not reported, and to estimate the expected ultimate cost of more complex claims that may be affected by external factors (such as court decisions).

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.19 保險合約 (續)

(b) 遞延取得成本

佣金及其他取得成本與獲得新訂合約及續保現有合約相關，且因合約業務不同而有所差異，並資本化作無形資產－遞延取得成本。所有其他成本於產生時列作開支。遞延取得成本其後於賺取保費之合約期內予以攤銷。

(c) 負債充足測試

於各結算日進行負債充足性測試是為保證扣除相關遞延取得成本後的合約負債的充足性。進行該等測試時，按未來合約現金流量的現時最佳估計、賠付處理及行政費用予以評估。任何不足額隨即於損益表內扣除，而扣除方式為先沖銷遞延取得成本，再為負債充足性測試產生的損失設立準備金(未滿期風險準備金)。任何因上述測試而沖銷的遞延取得成本不可於其後復效。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.19 Insurance contracts (Continued)

(b) *Deferred acquisition costs (DAC)*

Commissions and other acquisition costs that vary with and are related to securing new contracts and renewing existing contracts are capitalised as an intangible asset, DAC. All other costs are recognised as expenses when incurred. The DAC is subsequently amortised over the life of the contracts as premium is earned.

(c) *Liability adequacy test*

At each balance sheet date, liability adequacy tests are performed to ensure the adequacy of the contract liabilities net of related DAC assets. In performing these tests, current best estimates of future contractual cash flows and claims handling and administration expenses are used. Any deficiency is immediately charged to profit or loss initially by writing off DAC and by subsequently establishing a provision for losses arising from liability adequacy tests (the unexpired risk provision). Any DAC written off as a result of this test cannot subsequently be reinstated.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.19 保險合約 (續)

(d) 持有再保險合約

本集團與再保險人訂立合約，據此本集團簽發的一項或多項合約獲損失補償，並符合註釋2.18保險合約分類的要求，此等合約分類為持有再保險合約。不符合此項分類要求的合約分類為金融資產。本集團簽發的保險合約，其合約持有人為另一保險人(分入再保險)列入資產負債表的「保險合約」。

本集團根據其再保險合約享有的利益以再保險資產入賬。此等資產包括再保險人短期欠款，以及視乎相關再保險合約產生的預期賠償及利益的較長期應收款。可向再保險人攤回的款項或欠再保險人款項的計量方法與再保險合約相關的款項一致，並根據每項再保險合約的條款計算。再保險責任主要為再保險合約應付保費，並按再保險合約條款列作開支，並列入資產負債表的「保險應付款」。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.19 Insurance contracts (Continued)

(d) Reinsurance contracts held

Contracts entered into by the Group with reinsurers under which the Group is compensated for losses on one or more contracts issued by the Group and that meet the classification requirements for insurance contracts in Note 2.18 are classified as reinsurance contracts held. Contracts that do not meet these classification requirements are classified as financial assets. Insurance contracts entered into by the Group under which the contract holder is another insurer (inwards reinsurance) are included with "Insurance contracts" on the balance sheet.

The benefits to which the Group is entitled under its reinsurance contracts held are recognised as reinsurance assets. These assets consist of short-term balances due from reinsurers, as well as longer term receivables that are dependent on the expected claims and benefits arising under the related reinsured insurance contracts. Amounts recoverable from or due to reinsurers are measured consistently with the amounts associated with the reinsured insurance contracts and in accordance with the terms of each reinsurance contract. Reinsurance liabilities are primarily premiums payable for reinsurance contracts and are recognised as an expense over the terms of reinsurance contracts and are included with "Insurance payable" on the balance sheet.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.19 保險合約 (續)

(d) 持有再保險合約 (續)

本集團定期評估其再保險資產有否減值。若再保險資產已減值的客觀證據存在的話，本集團將其再保險資產賬面值減至其可收回款額，減值虧損於損益表內確認。本集團採用按攤銷成本計算的金融資產的同樣程序收集客觀證據以確定其再保險資產有否減值。減值虧損亦跟隨該等金融資產採用的方法計算。有關程序詳述於註釋2.15內。

(e) 與保險合約有關的應收款及應付款

應收款及應付款於到期時入賬。此等款額包括欠代理人、經紀及保險合約持有人款項或此等人士的欠款。

若應收保費已減值的客觀證據存在的話，本集團將其應收保費賬面值減至其可收回款額，並將減值虧損於損益表內確認。本集團按貸款及應收賬款採用的同樣程序收集客觀證據以確定其應收保費有否減值。減值虧損亦依據該等金融資產採用的相同方法計算。有關程序詳述於註釋2.15內。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.19 Insurance contracts (Continued)

(d) Reinsurance contracts held (Continued)

The Group assesses its reinsurance assets for impairment on a regular basis. If there is objective evidence that the reinsurance asset is impaired, the Group reduces the carrying amount of the reinsurance asset to its recoverable amount and recognises that impairment loss in the income statement. The Group gathers the objective evidence that a reinsurance asset is impaired using the same process adopted for financial assets held at amortised cost. The impairment loss is also calculated following the same method used for these financial assets. These processes are described in Note 2.15.

(e) Receivables and payables related to insurance contracts

Receivables and payables are recognised when due. These include amounts due to and from agents, brokers and insurance contract holders.

If there is objective evidence that the insurance receivable is impaired, the Group reduces the carrying amount of the insurance receivable accordingly and recognises that impairment loss in the income statement. The Group gathers the objective evidence that an insurance receivable is impaired using the same process adopted for loans and receivables. The impairment loss is also calculated under the same method used for these financial assets. These processes are described in Note 2.15.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.19 保險合約 (續)

(f) 損餘及代位權付還

若干保險合約容許本集團出售已取得物業(通常已損毀)以結清索償(損餘)。本集團亦有權向第三者追索部分或全部費用(代位權)。

估計損餘追償於計量索償保險責任時作為備抵項目，而損餘物業則於保險責任結清時確認為其他資產。備抵項目的金額為出售物業時可收回的合理數額。

代位權付還亦於計量索償保險責任時作為備抵項目，並於保險責任結清時確認為其他資產。備抵項目的金額為評估透過訴訟向第三者可收回的數額。

2.20 金融負債－應付賬款及應付款

應付賬款及應付款初步以公平值確認。除了財務擔保負債根據註釋2.31計算外，貿易及其他應付款其後利用實際利息法按攤銷成本計量。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.19 Insurance contracts (Continued)

(f) *Salvage and subrogation reimbursements*

Some insurance contracts permit the Group to sell (usually damaged) property acquired in settling a claim (salvage). The Group may also have the right to pursue third parties for payment of some or all costs (subrogation).

Estimates of salvage recoveries are included as an allowance in the measurement of the insurance liability for claims, and salvage property is recognised in other assets when the liability is settled. The allowance is the amount that can reasonably be recovered from the disposal of the property.

Subrogation reimbursements are also considered as an allowance in the measurement of the insurance liability for claims and are recognised in other assets when the liability is settled. The allowance is the assessment of the amount that can be recovered from the action against the liable third party.

2.20 Financial liabilities – Creditors and payables

Creditors and payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with Note 2.31, trade and other payables are subsequently measured at amortized cost using the effective interest method.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.21 金融負債－貸款

貸款初步按公平值並扣除產生的交易成本確認。交易成本為取得、發行或出售某項金融負債直接所佔的新增成本，包括支付予借款人的費用和佣金。貸款其後按攤銷成本列賬；初步確認的公平值與贖回價值的任何差額，連同利用實際利息法計算的任何利息及應付費用，於貸款期間內在損益表確認。

除非本集團有無條件權利將負債的結算遞延至結算日後最少十二個月，否則貸款分類為流動負債。

2.22 所得稅

本年度所得稅包括本期稅項及遞延稅項資產和負債的變動。除該項目應在股東權益內入賬的數額外，本期稅項及遞延稅項資產和負債的變動計入損益賬內。

本期稅項為本年度對應課稅收入按結算日已生效或基本上已生效的稅率計算的預計應付稅項，並包括以往年度的應付稅項的任何調整。

遞延稅項資產及負債是因納稅基礎計算的資產及負債與作財務申報之賬面值之間的差異而分別產生的可扣稅及應課稅的暫時性差異而產生。遞延稅項資產也包括未使用的稅損及稅項抵免。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.21 Financial liabilities – Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial liability, including fees and commissions paid to the borrowers. Borrowings are subsequently stated at amortized cost with any difference between the amount initially recognised and redemption value is recognised in the income statement over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

2.22 Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in income statement except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.

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

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.22 所得稅 (續)

除了若干極少數的例外情況外，所有遞延稅項負債及未來可能有應課稅溢利予以抵銷的遞延稅項資產均予確認。可支持因可扣稅之暫時性差異而引致遞延稅項資產確認之未來應課稅溢利，包括因現存之應課稅暫時性差異的轉回而產生之溢利，但該等差異須屬於同一稅務機關及應課稅實體，以及預計在該可扣稅之暫時性差異轉回之同一期間內或在該遞延稅項資產產生的稅損可以留存或結轉之期間內轉回。相同標準應用在判斷現時應課稅暫時性差異能否支持由未使用的稅損或稅免產生的遞延稅項資產確認，即如果是屬於同一稅務機關及應課稅實體，以及預計該稅損或稅免可在某一或多個期間內使用而轉回時，會計入該等差異。

遞延稅項資產及負債確認的極少數例外情況包括不可扣稅的商譽產生的暫時性差異、不影響會計及應課稅溢利的資產或負債初始確認（須不是企業合併的一部分），及有關投資附屬公司的暫時性差異，惟就應課稅差異而言，不包括本集團可控制該差異轉回的時間而該差異在可見將來不會轉回；而就其可扣稅差異而言，則為除非該差異在可見將來可以轉回。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.22 Income tax (Continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilized, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary differences or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilized.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets and liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.22 所得稅 (續)

確認遞延稅項的金額是根據該資產及負債的賬面值之預期收回或結算的方式，按在結算日已生效或基本上已生效的稅率計算。遞延稅項資產及負債不作折讓。

遞延稅項資產的賬面值於每個結算日審閱，對可能不再有足夠的應課稅溢利以實現相關稅務利益予以扣減。被扣減的遞延稅項資產於可能有足夠的應課稅溢利時轉回。

本期稅項與遞延稅項結餘及其變動之數額會分別列示而不會相互抵銷。本集團只在有合法權利將本期稅項資產與負債抵銷及符合以下附帶條件的情況下，才會將當期稅項資產與負債及遞延稅項資產與負債作出抵銷：

- 就本期稅項資產及負債而言，本集團計劃以淨額基準結算，或同時將資產變現及償還負債；或
- 就遞延稅項資產及負債而言，其涉及同一稅務機關對同一個應課稅實體徵收所得稅。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.22 Income tax (Continued)

The amount of deferred tax recognised is measured based on the expected manner of realization or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on the same taxable entity.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.23 股本

普通股被列為權益。直接歸屬於發行新股或認股權的新增成本在權益中列為所得款的減少(扣除稅項)。

2.24 僱員福利

(a) 短期僱員福利

薪金及年終花紅於僱員提供相關服務之年度支付或計提。當支付或償付有所遞延而其影響為重大時，此等款額按其現值入賬。

(b) 退休福利成本

本集團以強制性、合約性或自願性方式向公開或私人管理的退休計劃供款。此等計劃是本集團支付固定供款的界定供款退休計劃，本集團作出供款後，即無額外付款責任。若該基金並無持有足夠資產向所有僱員就其在當期及以往期間的服務支付福利，本集團亦無法定或推定責任支付額外供款。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.23 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.24 Employee benefits

(a) Short term employee benefits

Salaries and annual bonuses are paid or accrued in the year in which the associated services are rendered by employees. When payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(b) Retirement benefit costs

The Group pays contributions to publicly or privately administered pension plans on a mandatory, contractual or voluntary basis. These pension plans are defined contribution schemes which the Group pays fixed contributions and has no further payment obligations once the contributions have been paid. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee services rendered in the current and prior periods.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.24 僱員福利 (續)

(b) 退休福利成本 (續)

本集團的供款在應付時確認為僱員福利開支，且可由全數歸屬供款前離開計劃的僱員所放棄的供款而減少。預付供款按照現金退款或可減少未來付款而確認為資產。

(c) 僱員假期福利

僱員應享有的年假於累計予僱員時確認。至結算日因僱員已提供服務而享有之年假所引致的估計負債已作撥備。

僱員應享有的病假及分娩假於發生時才予以確認。

(d) 以股份為基礎的補償

本集團一共同控制實體營運一項股權補償計劃，根據該計劃，合資格僱員按其提供的服務獲授予股份。僱員為獲取授予股份而提供的服務的公平值 (扣除任何已收代價) 確認為費用。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.24 Employee benefits (Continued)

(b) Retirement benefit costs (Continued)

The Group's contributions are recognised as employee benefit expense when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(c) Employee leaves entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. An accrual is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(d) Share-based compensation

A jointly controlled entity of the Group operates an equity compensation plan under which its shares are granted to eligible employees for services rendered. The fair value of the employee services received in exchange of the shares granted net of any consideration received is recognised as an expense.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.24 僱員福利 (續)

(e) 終止服務權益

當本集團在僱員正常退休日期前終止其聘用，或當僱員接受自願遣散以換取有關福利時，終止服務權益即須支付。本集團在可證明承諾如下時確認終止服務權益：根據一項詳細的正式計劃終止現有僱員的僱用；或因為提出一項要約以鼓勵自願遣散而提供的終止服務權益(沒有撤回的實際可能性)。在結算日後超過十二個月支付的福利貼現為現值。

2.25 撥備

當集團因已發生的事件須承擔現有之法律性或推定性的責任，可能需要有經濟利益流出以償付責任，且金額已經可靠估計，需就有關責任作出撥備。如有多項類似責任，其需要在償付中流出資源的可能性，根據責任的類別整體考慮。即使在同一責任類別所包含的任何一個項目相關的資源流出的可能性極低，仍須確認撥備。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.24 Employee benefits (Continued)

(e) Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan or providing termination benefits as a result of an offer made to encourage voluntary redundancy without realistic possibility of withdrawal. Benefits falling due more than twelve months after balance sheet date are discounted to present value.

2.25 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of economic benefits will be required to settle the obligation and the amount can be reliably estimated. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.25 撥備 (續)

撥備採用稅前利率按照預期需償付有關責任的開支的現值計量，該利率反映當時市場對金錢時間值和有關責任固有風險的評估。隨著時間過去而增加的撥備確認為利息開支。

當集團預計撥備款可獲償付，例如有保險合約作保障，則將償付款確認為一項獨立資產，惟只能在償付款可實質地確定時確認。

2.26 或然負債及或然資產

或然負債指因已發生的事件而可能引起之責任，此等責任需就某一宗或多宗事件會否發生才能確認，而集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因已發生的事件引致之現有責任，但由於可能不需要經濟利益的流出，或責任金額未能可靠地計量而未有入賬。

除非經濟利益流出的可能性極微，否則或然負債不會被確認，但會在財務報表註釋中披露。假若流出之可能性改變導致可能出現流出，此等負債將被確立為撥備。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.25 Provisions (Continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

Where the Group expects a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

2.26 Contingent liabilities and contingent assets

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

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

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.26 或然負債及或然資產 (續)

或然資產指因已發生的事件而可能產生之資產，此等資產需就某一宗或多宗事件會否發生才能確認，而集團並不能完全控制這些未來事件會否實現。

或然資產不會被確認，但會於可能收到經濟利益時在財務報表註釋中披露。當實質確定流入時確認為資產。

2.27 收入確認

當經濟利益有可能流向本集團及金額能可靠計量時，收入按以下基準確認：

(a) 利息收入

利息收入採用實際利息法按時間比例基準確認。倘應收賬款出現減值，本集團會將賬面值減至可收回款額，即估計的未來現金流量按該工具之原實際利率貼現，並繼續將貼現計算並確認為利息收入。

(b) 投資物業租金收入

除非有更具代表性的基準衡量從租賃資產獲取利益的模式，否則營業租約之租金收入按該租期所涵蓋的年期以等額分期於損益賬內確認。營業租約協議所涉及的獎勵措施均在損益賬中確認為租賃淨收款總額的組成部分。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.26 Contingent liabilities and contingent assets (Continued)

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

A contingent asset is not recognised but is disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When the inflow is virtually certain, an asset is recognised.

2.27 Revenue recognition

Revenue is recognised on the following basis provided it is probable that the economic benefits will flow to the Group and the amount can be measured reliably:

(a) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income.

(b) Rental income from investment properties

Rental income receivable under operating leases is recognised in the income statement in equal installments over the period covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in the income statement as an integral part of the aggregate net lease payments receivable.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.27 收入確認 (續)

(c) 管理費

管理費在提供服務時入賬。

(d) 股息收入

股息收入在股東收取款項的權利被確立時予以確認。

(e) 保險合約

保險收益的確認基準詳載於註釋2.19。

2.28 借貸成本

借貸成本於產生年度在損益表作費用支銷，但如該等成本是直接因收購、興建或製造需時甚久方可達到其預定用途或出售的資產，則會轉化為資本性開支入賬。

2.29 股息分派

分派予本公司權益持有人的股息在股息獲批准分派期內列為負債。

2.30 持作出售的非流動資產 (或出售組合)

持作出售的非流動資產 (或出售組合) 若其賬面值主要透過出售收回而並非透過繼續使用收回，及該資產 (或出售組合) 可在現況下出售的話，則該資產 (或出售組合) 按賬面值或公平值扣除出售成本兩者之較低者入賬。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.27 Revenue recognition (Continued)

(c) *Management fees*

Management fees are recognised upon the provision of services.

(d) *Dividend income*

Dividend income is recognised when the shareholder's right to receive payment is established.

(e) *Insurance contracts*

The basis of recognition of insurance revenue is detailed in Note 2.19.

2.28 Borrowing costs

Borrowing costs are expensed in the income statement in the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

2.29 Dividend distribution

Dividend distribution to the equity holders of the Company is recognised as a liability in the period in which the dividends are approved for distribution.

2.30 Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) held for sale are stated at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through a continuing use and the assets (or disposal group) is available for sale in its present condition.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

2 主要會計政策 (續)

2.31 財務擔保負債

財務擔保合約是指發行人(即擔保人)須於擔保受益人(「持有人」)因某一指定債務人未能根據債務工具的條款支付到期債務而蒙受損失時，向持有人償付指定款項的合約。

財務擔保合約以合約簽發當日的公平值於財務報表內初始確認。其後本集團之責任按根據香港會計準則第37號「準備、或然負債及或然資產」釐定之金額與初始確認之金額減確認之累計攤銷，兩者之較高者計量。財務擔保合約負債的變動則於損益表中確認。

3 財務風險管理

本集團的投資政策是在可控制風險的情況下，以既能取得最佳的投資回報，又能滿足本集團流動資金需要的方式，審慎投資其資金。

本集團的營業活動承受著多種的財務風險，包括保險風險、貨幣風險、價格風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理專注於財務市場的難預測性，並尋求儘量減低對本集團財務表現的潛在不利影響。

董事局已採納評估及批准重大投資決定的程序。基於其金融資產及金融負債的性質，本集團主要按質量方式監察其所承擔的風險。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.31 Financial guarantee liabilities

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

Financial guarantees are initially recognised in the financial statements at fair value on the date that the guarantee was given. Subsequent to initial recognition, the Group's liabilities under such guarantees are measured at the higher of the amount determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets" and the amount initially recognised less cumulative amortization recognised. Any changes in the liabilities relating to financial guarantees are taken to the income statement.

3 FINANCIAL RISK MANAGEMENT

The Group's investment policy is to prudently invest its funds in a manner which satisfies the Group's liquidity requirements and generates optimal returns to the Group within a manageable risk level.

The Group's business activities expose it to a variety of financial risks including insurance risk, currency risk, price risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's performance.

The Board has adopted procedures for evaluating and approving significant investment decisions. Given the nature of the Group's financial assets and liabilities, their risk exposures are monitored by the Group primarily on a qualitative basis.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

3 財務風險管理 (續)

(a) 保險風險

本集團簽發轉移保險風險的合約。本節概括說明此等風險及本集團對有關風險控制的方式。

任何一份保險合約的風險是指發生保險事故的可能性及由此產生的賠償金額的不確定性的風險。由於保險合約的特有性質，其風險屬不規則的風險，因此為不可預料的風險。

如保險合約組合應用定價及撥備的可能性原則，本集團面臨的主要風險是實際賠償超過已計提保險責任的賬面值。這種風險在索賠率及賠付的嚴重程度超過估計的情況下均可能出現。由於保險事故屬不規則的，故此實際賠償宗數及金額將與採用統計技術設定的水平每年均有所不同。

經驗證明相類似的保險合約的組成越大，其相對之預期結果可變性越低。另外，較多元化的合約組合較不容易受組合中某部份的變動而使整體受到影響。

保險風險上升的因素包括未有將風險種類及金額、地區以及覆蓋行業分散所致。

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Insurance risk

The Group issues contracts that transfer insurance risk. This section summarises these risks and the way the Group manages such risks.

The risk under any one insurance contract is the possibility that the insured event occurs and the uncertainty of the amount of the resulting claim. By the very nature of an insurance contract, this risk is random and therefore unpredictable.

For a portfolio of insurance contracts where the theory of probability is applied to pricing and provisioning, the principal risk that the Group faces under its insurance contracts is that the actual claims exceed the carrying amount of the insurance liabilities. This could occur because the frequency or severity of claims and benefits are greater than estimated. Insurance events are random and the actual number and amount of claims will vary from year to year from the level established using statistical techniques.

Experience shows that the larger the portfolio of similar insurance contracts, the smaller the relative variability about the expected outcome will be. In addition, a more diversified portfolio is less likely to be affected across the board by a change in any subset of the portfolio.

Factors that aggravate insurance risk include lack of risk diversification in terms of type and amount of risk, geographical location and type of industry covered.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

3 財務風險管理 (續)

(a) 保險風險 (續)

(i) 賠償的頻率及嚴重程度

賠償的頻率及嚴重程度可以受多項因素影響。最主要為蒙受損毀的賠償程度增加，及向法院提出申訴的個案(曾經長時間靜止或隱藏的個案)增加。估計的通貨膨脹亦為一重大因素，此乃由於此等個案一般需要頗長時間才得以解決。

本集團透過其承保策略、足夠的再保安排及賠償處理等方式控制有關風險。

承保策略用意在於確保承保風險可以在種類、風險額、行業及地區等方面充分地分散。

承保設有限制以執行適當的風險挑選準則。例如，本集團有權重新定價、取消或不續保一份合約，亦可施加自負額及有權拒絕支付欺詐索償。保險合約亦使本集團有權向第三者追索部分或全部費用(代位權)。除法例規定外，本集團的策略限制任何個別保單的風險總額超出某一數額。

再保險協議包括臨時再保險、比例合約及超額損失再保範圍。此等再保險協議使本集團不會因保險損失淨值總額高於訂明保費而遭受損失。在本集團整體的再保險計劃以外，如有需要時，會安排為個別風險增加額外再保險保障。

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Insurance risk (Continued)

(i) Frequency and severity of claims

The frequency and severity of claims can be affected by several factors. The most significant are the increasing level of awards for the damage suffered and the increase in number of cases coming to court that were inactive or latent for a long period of time. Estimated inflation is also a significant factor due to the long period typically required to settle these cases.

The Group manages these risks through its underwriting strategy, adequate reinsurance arrangements and claims handling.

The underwriting strategy attempts to ensure that the underwritten risks are well diversified in terms of type and amount of risk, industry and geography.

Underwriting limits are in place to enforce appropriate risk selection criteria. For example, the Group has the right to re-price, cancel or not to renew a contract, it can impose deductibles and it has the right to reject the payment of fraudulent claim. Insurance contracts also entitle the Group to pursue third parties for payment of some or all costs (subrogation). Unless the legislation requires, the Group's strategy limits the total exposure of any individual policies to a certain amounts.

The reinsurance arrangements include facultative, proportional treaties and excess of loss coverage. The effect of such reinsurance arrangements is that the Group should not suffer total net insurance losses more than the prescribed amount. In addition to the overall reinsurance program, additional reinsurance protection for any individual risk will be arranged when necessary.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

3 財務風險管理 (續)

(a) 保險風險 (續)

(i) 賠償的頻率及嚴重程度 (續)

本集團於香港集中從事汽車及家庭傭工保險業務，因此，參照保險合約產生的保險責任賬面值，再保險前後的保險風險集中在香港承保的汽車及家庭傭工保險。

(ii) 估計未來賠償款項的不確定性來源

保險合約的賠償於發生索償時支付。本集團須為所有於合約期內發生的保險事故負責，即使損失於合約期完結後才發現。由於賠償於一段長時間才能結清，故此對已發生但未呈報的索償提撥較大的準備金。此等合約的現金流量的金額及產生的時間受到若干變數的影響。此等變數主要與個別合約持有人的潛在風險及採用的風險管理程序有關。此等合約的賠償為給予蒙受人身傷害的金錢賠償。有關賠償為一次整筆清付的付款，按受傷人士因意外而損失的收入及康復費用的現值計算。

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Insurance risk (Continued)

(i) Frequency and severity of claims (Continued)

The Group focused on motor and domestic helper insurance business in Hong Kong and therefore the insurance risk before and after reinsurance is concentrated at motor and domestic helper insurance accepted in Hong Kong with reference to the carrying amount of the insurance liabilities arising from insurance contracts.

(ii) Sources of uncertainty in the estimation of future claims payments

Claims on insurance contracts are payable on a claim-occurrence basis. The Group is liable for all insured events that occurred during the term of the contract even if the loss is discovered after the end of the contract term. As a result, liability claims are settled over a long period of time and a larger element of claims provision relates to incurred but not reported claims (IBNR). There are several variables that affect the amount and timing of cash flows from these contracts. These mainly relate to the inherent risks by individual contract holders and the risk management procedures adopted. The compensation paid on these contracts is the monetary awards granted for bodily injury suffered. Such awards are lump-sum payments that are calculated as the present value of the lost of earnings and rehabilitation expenses that the injured party will incur as a result of the accident.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

3 財務風險管理 (續)

(a) 保險風險 (續)

(ii) 估計未來賠償款項的不確定性來源 (續)

估計賠償成本包括結清索償產生的直接費用，扣除預計代位權價值及其他可收回款項。本集團採取所有合理措施確保其對所承擔的賠償風險獲得適當的資料。但是，由於提撥賠償準備金的不確定性，最終結果可能證明與最初提撥的責任不同。此等合約的責任包括於結算日就已發生但未呈報的索償提撥的準備金、就已呈報但未賠付的索償提撥的準備金，及就未滿期風險提撥的準備金。

於計算未付賠償 (已呈報及未呈報) 的估計成本時，本集團的估計技術以損失率基準估計 (損失率定義為保險賠償的最終成本與於某一特定財政年度內與此等索償有關的已賺保費之間的比率) 結合採用預先釐定的公式根據實際賠償經驗作出估計，而隨著時間的流逝，考慮因素會較為著重於實際賠償經驗。

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Insurance risk (Continued)

(ii) Sources of uncertainty in the estimation of future claims payments (Continued)

The estimated cost of claims includes direct expenses to be incurred in settling claims, net of the expected subrogation value and other recoveries. The Group takes all reasonable steps to ensure that it has appropriate information regarding its claims exposures. However given the uncertainty in establishing claims provisions, it is likely that the final outcome will prove to be different from the original liability established. The liability for these contracts comprise a provision for IBNR, a provision for reported claims not yet paid and a provision for unexpired risks at the balance sheet date.

In calculating the estimated cost of unpaid claims (both reported or not), the Group's estimation techniques are a combination of loss-ratio-based estimates (where the loss ratio is defined as the ratio between the ultimate cost of insurance claims and insurance premiums earned in a particular financial year in relation to such claims) and an estimate based upon actual claim experience using predetermined formulae where greater weight is given to actual claims experience as time passes.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

3 財務風險管理 (續)

(a) 保險風險 (續)

(ii) 估計未來賠償款項的不確定性來源 (續)

對已發生但未呈報的索償的估計，比已呈報予本集團的索償成本(索償事故資料為可知的)的估計，受到不確定性程度的限制較大。在估計已發生但未呈報的索償金額時，是需要預估未來賠償成本、相關賠償費用及運用模式模擬賠償責任結果從而計算合理的賠償準備金及未滿期風險。這些模式是很多法律、社會和經濟影響力的縮影，但可能未必完全適合所分析的保險業務種類。可以確定的是將來真正的賠款和賠償費用不會完全如預計般吻合發展，並有可能嚴重偏離估計。

於估計已呈報但未付索償的成本責任時，本集團考慮從理賠師所得知的任何資料及於以往期間相類似特性的已結清索償成本資料而作出估計。大額索償以個別個案作出評估或獨立預計，以計入此等索償的發展及出現對組合內其他索償的潛在破壞影響。

在可能的情況下，本集團採用多項技術對所需撥備程度作出估計。這對預計趨勢的固有經驗提供較佳的理解。各種方法作出的預計亦有助於估計可能發生的結果。選取最合適的估計技巧已計入業務類別的特性及每個意外年度的發展程度。

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Insurance risk (Continued)

(ii) Sources of uncertainty in the estimation of future claims payments (Continued)

The estimation of IBNR is generally subject to a greater degree of uncertainty than the estimation of the cost of settling claims already notified to the Group, where information about the claim event is available. In estimating the amount of IBNR which makes reasonable provisions for the claims and the unexpired risks, it is necessary to project future claims cost and associated claims expenses and simulates the outcomes of claims liabilities using models. These models are simplified representations of many legal, social and economic forces and may not be entirely appropriate for the types of insurance business being analyzed. It is certain that actual future claim and claims expenses will not develop exactly as projected and may vary significantly from the projections.

In estimating the liability for the cost of reported claims not yet paid the Group considers any information available from loss adjusters and information on the cost of settling claims with similar characteristics in previous periods. Large claims are assessed on a case-by-case basis or projected separately in order to allow for the possible distortive effect of their development and incidence on the rest of the portfolio.

Where possible, the Group adopts multiple techniques to estimate the required level of provisions. This provides a greater understanding of the trends inherent in the experience being projected. The projections given by the various methodologies also assist in estimating the range of possible outcomes. The most appropriate estimation technique is selected taking into account the characteristics of the business class and the extent of the development of each accident year.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

3 財務風險管理 (續)

(b) 市場風險

(i) 外匯風險

外匯風險是因以外幣計值的投資有關的匯率之不利變動，導致出現虧損的風險。本集團主要在香港及中華人民共和國（「中國」）營運，故此承受已確認資產和負債以及海外業務的淨投資之多種不同貨幣產生的外匯風險，而主要涉及人民幣的風險。

(ii) 價格風險

由於本集團持有的投資在資產負債表中分類為可供出售金融資產或按公平值透過損益列賬的金融資產，故此本集團承受股權證券的價格風險。

(iii) 現金流量及公平值利率風險

公平值利率風險指由於市場利率變動，導致金融工具價值出現波動的風險。現金流量利率風險指由於市場利率變動，導致金融工具的未來現金流量出現波動的風險。於2006年12月31日，本集團的有息資產及負債主要包括銀行存款及浮息銀行貸款，令本集團承擔現金流量利率風險。本集團主要透過將此等資產及負債的到期日維持於短期內以控制有關風險，並監控市場利率走勢以便本集團能於利率變動逆轉時作出相應反應。

3 FINANCIAL RISK MANAGEMENT (Continued)

(b) Market risk

(i) Foreign exchange risk

Foreign exchange risk is the risk of loss due to adverse movements in foreign exchange rates relating to investments denominated in foreign currencies. The Group mainly operates in Hong Kong and the People's Republic of China ("PRC") and is exposed to foreign exchange risk arising from recognised assets and liabilities and net investments in foreign operations denominated in various currencies, primarily with respect to Renminbi ("RMB").

(ii) Price risk

The Group is exposed to equity price risk on investments held by the Group classified on the balance sheet as available-for-sale financial assets or as financial assets at fair value through profit or loss.

(iii) Cash flow and fair value interest rate risks

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rate. Cash flow interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at 31st December 2006, the Group's interest bearing assets and liabilities mainly comprise bank deposits and bank borrowings denominated in floating rates which expose the Group to cash flow interest rate risks. The Group manages these risks primarily through maintaining the maturity profile of these assets and liabilities within a short period and monitoring the market interest rate movements so that the Group can react accordingly when there are adverse interest rate movements.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

3 財務風險管理 (續)

(b) 市場風險 (續)

本集團定期檢討匯率、市場價格及利率的變動，若變動會對本集團的財務業績或狀況有重大及不利影響，將會採取適當行動(例如轉回頭寸)。

(c) 信貸風險

本集團承受信貸風險。信貸風險是指對手將無法履行其責任償還欠付本集團款項的風險。集團透過審查對手、持續監察，及取得對手提供的抵押品而限制其所承受的信貸風險。保險債務人須達到本集團既定之財政要求，並於有需要時由第三者向本集團出具擔保。於2006年12月31日，銀行結存分散存放於信譽良好的金融機構。於2005年12月31日所持債券全屬投資級別。本集團於2006年12月31日沒有持有任何債券。

(d) 流動資金風險

流動資金風險指實體難以籌集資金以滿足其現金流量需要或承擔的風險。導致出現流動資金風險的原因可能是無法盡快按公平值將金融資產出售；交易對手未能履行合約償付責任；或保險責任較預期提早到期支付。

本集團主要維持足夠現金結存以控制流動資金風險。為保持資金的靈活性，有需要時亦會安排信貸額。

3 FINANCIAL RISK MANAGEMENT (Continued)

(b) Market risk (Continued)

The Group reviews the changes in foreign exchange rates, market prices and interest rates on a regular basis and appropriate actions (such as unwinding the positions) will be taken if the changes are considered significant and adversely affect the Group's financial results or position.

(c) Credit risk

The Group is exposed to credit risk, which is the risk that a counter-party will not be able to fulfill its repayment obligations for amounts due to the Group. The Group limits its exposure to credit risk by screening the counter-parties, on-going monitoring and acquiring collateral from counter-parties. Insurance debtors are required to meet the Group's established financial requirements and provide third party guarantees to the Group when it considered necessary. As at 31st December 2006, bank balances were placed with reputable financial institutions with diversification. All debt securities held at 31st December 2005 were of investment grade. The Group did not hold any debt securities as at 31st December 2006.

(d) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet its cash flow needs or commitments. Liquidity risk may result from either inability to sell financial assets quickly at their fair values, a counter-party failing on repayment of a contractual obligation or an insurance liability falling due for payment earlier than expected.

The Group manages the liquidity risk primarily by keeping surplus cash balances. Credit facilities will also be arranged when necessary to maintain flexibility in funding.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

4 關鍵會計估計及判斷

在編制本集團的財務報表時，管理層必須對未來作出估計和假設，此等估計及假設將對本財務報表呈報的資產、負債、收益及支出有影響。本集團應用的估計和假設，如因管理層的判斷有所改變或因應實際環境的演變而有所改變，會引致本集團的財務狀況及業績有所不同。

估計和判斷會被持續評估，並根據過往經驗和其他因素進行評價，包括在有關情況下相信為合理的對未來事件的預測。本集團認為，於編制本財務報表時，本集團已作出適當假設，因此在各個重要層面，本集團的財務報表均能公平地反映本身的財務狀況和業績。

很大機會導致資產和負債的賬面值在未來十二個月作出重大調整的估計和假設討論如下。

(a) 可供出售金融資產估值

本集團根據註釋2.10的會計政策，定期評估其持有華能國際電力股份有限公司（「華能」）的108,000,000股（「華能股份」）之投資的公平值，此乃本集團持有的一項主要可供出售金融資產。於2006年12月31日，華能股份的公平值根據華能A股的收市買入價及本集團與福建投資企業集團公司（「福建投資企業」）於2007年4月4日簽訂的股權轉讓合同轉讓3,600萬股華能股份予福建投資企業的代價而釐定（註釋20及40(c)）。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT

The preparation of financial statements requires management to make estimates and assumptions concerning the future that affect the reported amounts of assets, liabilities, revenues and expenses in these financial statements. The application of assumptions and estimates means that any changes of them, either due to changes of management's judgement or the evolvement of the actual circumstances, would cause the Group's financial position and results to differ.

Estimates and judgement are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group believes that the assumptions and estimates that have been made in the preparation of these financial statements are appropriate and that the financial statements therefore present fairly the Group's financial position and results in all material respects.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next twelve months are discussed below.

(a) Valuation of available-for-sale financial assets

The Group reviews periodically to assess the fair value of its investments in 108,000,000 shares ("Huaneng Shares") of Huaneng Power International, Inc. ("Huaneng"), a major available-for-sale financial asset held by the Group in accordance with the accounting policy stated in Note 2.10. As at 31st December 2006, the fair value of Huaneng Shares was estimated with reference to the closing bid price of Huaneng's A-Shares and the consideration for transferring the Group's holding of 36 million Huaneng Shares to Fujian Investment & Enterprise Holdings Corporation ("FIEC") under a share transfer agreement entered into by the Group and FIEC on 4th April 2007 (Notes 20 and 40(c)).

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

4 關鍵會計估計及判斷 (續)

(b) 應收一第三者貸款的減值虧損之確認

本集團根據註釋2.15的會計政策，定期檢討其應收一第三者貸款(註釋21)是否有任何減值虧損。本集團需要判斷有否任何客觀證據可以證明該項貸款的價值已減值，並根據可得資料估計預期未來現金流量。減值使用折算現金流量方法作出評估，以資產之賬面值與按原本實際利率折算估計未來現金流量之現值之差額計量。於2006年12月31日，本集團為該貸款確認貸款減值虧損港幣10,992,875元(註釋21)。

(c) 投資物業公平值的估計

本集團所持投資物業公平值的最佳憑證為相類似的租賃或其他合約在活躍市場的當時價格。若沒有此等資料，本集團在一系列合理的公平值估計範圍內釐定有關金額。在作出判斷時，本集團會考慮多方面的資料，包括不同性質、狀況或地點的物業在活躍市場的當時價格(或受限於不同租賃或其他合約)，經調整以反映此等差別；或相類似物業在較不活躍市場的近期價格，附帶調整以反映該等價格出現的交易日期後經濟狀況的任何變動。於2006年12月31日，本集團投資物業的公平值為港幣7,670萬元(註釋15)。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT (Continued)

(b) Recognition of impairment losses against the loan receivable from a third party

The Group reviews periodically whether its loan receivable from a third party (Note 21) has suffered any impairment loss in accordance with the accounting policy stated in Note 2.15. The Group makes judgement as to whether there is any objective evidence that the loan is impaired and estimated the expected future cash flows based on available information. Impairment is assessed by a discounted cash flow method, measured at the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate. As at 31st December 2006, the Group recognised an impairment loss of HK\$10,992,875 against the loan receivable (Note 21).

(c) Estimate of fair value of investment properties

The best evidence of fair value of investment properties held by the Group is current prices in an active market for similar lease or other contracts. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making its judgement, the Group considers information including current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences or recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices. As at 31st December 2006, the fair value of the Group's investment properties was HK\$76.7 million (Note 15).

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

4 關鍵會計估計及判斷 (續)

(d) 所得稅

本集團需要在不同司法權區繳納所得稅。在釐定所得稅撥備時，需要作出判斷。交易和計算所涉及的最終稅務釐定都是不確定的。如此等事件的最終稅務結果與最初記錄的金額不同，此等差額將影響作出此等釐定期間的所得稅和遞延稅撥備。於2006年12月31日，本集團的遞延稅項負債為港幣2,930萬元(註釋33)，當中包括本集團按估計適用稅率計算其持有可供出售金融資產的公平值收益的遞延稅項負債港幣2,660萬元。倘實際適用稅率差異為1%，遞延所得稅負債將增加或減少約港幣270萬元。

(e) 對共同控制金融機構的關鍵會計估計及判斷

本集團的主要共同控制金融機構，廈門國際銀行及其附屬公司(「廈門國際銀行集團」)，主要從事銀行業務(註釋18)。為本集團的權益法會計目的，本集團已應用若干關鍵會計估計及判斷，將廈門國際銀行集團根據中國公認會計原則所編制的法定財務報表，按註釋2.3(c)的會計政策所述轉換，敘述如下：

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT (Continued)

(d) Income taxes

The Group is subject to income taxes in various jurisdictions. Judgement is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. As at 31st December 2006, the Group had deferred tax liabilities of HK\$29.3 million (Note 33), which include an amount of HK\$26.6 million in relation to the fair value gain of the available-for-sale financial assets held by the Group calculated based on an estimated applicable tax rate. Should the actual applicable tax rate differ by 1%, the deferred income tax liabilities would increase or decrease by approximately HK\$2.7 million.

(e) Critical accounting estimates and judgement of jointly controlled financial institutions

The Group's major jointly controlled financial institutions, Xiamen International Bank and its subsidiaries ("XIB Group"), are principally engaged in the banking business (Note 18). In converting its statutory financial statements prepared under generally accepted accounting principles in PRC for the Group's equity accounting purposes in accordance with the accounting policy stated in Note 2.3(c), certain critical accounting estimates and judgement have been applied as described below:

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

4 關鍵會計估計及判斷 (續)

(e) 對共同控制金融機構的關鍵會計估計及判斷 (續)

(i) 可供出售金融資產估值

於2006年12月31日，廈門國際銀行集團持有一項非上市可供出售股權投資的公平值由獨立專業估值師採用的市場比較法作出估值（註釋36(b)）。根據若干與投資對象從事相類似行業的上市公司的市場比率（例如市盈率及市賬率）及投資對象的歷史財務資料，管理層估計及判斷對反映投資對象的情況（包括與上市公司比較適用的股價流動貼現率）而需要作出的適當調整，作為公平值的估值目的。於2006年12月31日，本集團應佔該項投資的公平值收益（未計遞延稅項調整）為港幣8,160萬元，並記入投資重估儲備金內。如流動貼現率差異為+/-1%，本集團的投資重估儲備（除稅前）將分別減少及增加港幣380萬元。

(ii) 衍生工具公平值

廈門國際銀行集團持有並無於活躍市場買賣的衍生工具合約的公平值主要以經紀報價作出估計。為評估經紀報價的合理性，管理層參考由該等合約簽訂日期起，與廈門國際銀行集團最近訂定的其他合約的價格與條款因市場因素產生的變動，以判斷該等經紀報價是否可顯示衍生工具合約於結算日的公平值。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT (Continued)

(e) Critical accounting estimates and judgement of jointly controlled financial institutions (Continued)

(i) Valuation of available-for-sale financial assets

As at 31st December 2006, the fair value of an unlisted available-for-sale equity investment held by XIB Group has been estimated using a market comparison approach by an independent professional valuer (Note 36(b)). Based on the market ratio (e.g. price/earning and price/book ratios) of a number of listed companies engaged in similar industries as the investee and the investee's historical financial information, management makes estimates and judgement on the appropriate adjustments required to reflect the circumstances of the investee, including the liquidity discount applicable to the shares of the investee as compared to those of a listed company, for fair value estimation purposes. As at 31st December 2006, the Group's attributable share of the fair value gain (before deferred tax adjustment) arising from this investment, which is accounted for in the investment revaluation reserve, was HK\$81.6 million. To the extent that the liquidity discount rate differs by +/- 1%, the Group's investment revaluation reserve (before tax) will decrease and increase by HK\$3.8 million respectively.

(ii) Fair value of derivatives

The fair values of derivative contracts held by XIB Group that are not traded in active markets are estimated primarily based on broker quotes. Management assesses the reasonableness of the broker quotes with reference to changes in market parameters from the inception date of the contract and the price and terms of other contracts recently entered into by XIB Group, and makes judgement as to whether such brokers quotes are indicative of the fair value of the derivative contracts at the balance sheet date.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

4 關鍵會計估計及判斷 (續)

(e) 對共同控制金融機構的關鍵會計估計及判斷 (續)

(iii) 貸款及墊款減值撥備

於結算日，廈門國際銀行集團貸款組合已作出檢討，以評估其根據註釋2.15的會計政策所載是否有任何減值虧損。對有否任何客觀證據可以證明某項貸款經已減值的判斷包括借款人償付狀況有否逆轉的客觀資料。如管理層決定，根據其判斷，減值的客觀證據存在的話，預期現金流量將按已取得的客觀資料為基準作出估計，並按本集團的會計政策評估減值。減值數量亦受抵押物價值影響，因此在某些情況下貼現計入強制出售的影響。用作估計未來現金流量金額及時間的方法及假設將會定期檢討，以減低估計損失與實際損失經驗的任何差異。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT (Continued)

(e) Critical accounting estimates and judgement of jointly controlled financial institutions (Continued)

(iii) Impairment allowances on loans and advances

As at the balance sheet date, the loan portfolios of XIB Group were reviewed to determine if they have suffered any impairment loss in accordance with the accounting policy stated in Note 2.15. Judgement is made as to whether there is any objective evidence that a loan is impaired, including where there exists observable data that the payment status of borrowers has adversely changed. If management has determined, based on their judgement, that objective evidence for impairment exists, expected future cash flows are estimated based on observable data obtained and impairment is assessed in accordance with the Group's accounting policy. The quantum of the impairment is also impacted by the collateral value and this in turn, may be discounted in certain circumstances to recognise the impact of forced sale. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed periodically to reduce any difference between loss estimates and the actual loss experience.

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NOTES TO THE FINANCIAL STATEMENTS

4 關鍵會計估計及判斷 (續)

(e) 對共同控制金融機構的關鍵會計估計及判斷 (續)

(iv) 股權補償計劃

廈門國際銀行集團一附屬公司設有一項股權補償計劃(「該計劃」)。根據該計劃，合資格僱員可按根據該附屬公司資產淨值釐定的價格認購該附屬公司股份。根據該計劃條款，若該附屬公司進行首次公開招股，廈門國際銀行集團將按該項首次公開招股價格或該附屬公司資產淨值的倍數，以兩者之較高者向有關僱員購買股份。管理層評估於2006年12月31日，廈門國際銀行集團並無法定或推定責任根據該計劃以上述價格回購股份。若有關責任於2006年12月31日出現，本集團應佔廈門國際銀行集團截至2006年12月31日止年度之業績將最少減少港幣730萬元。

(f) 金融資產及金融負債之公平值

董事認為本集團的金融資產及金融負債的公平值約相等於其於結算日的賬面值。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT (Continued)

(e) Critical accounting estimates and judgement of jointly controlled financial institutions (Continued)

(iv) Equity compensation plan

A subsidiary of XIB Group operates an equity compensation plan (the "Plan"), under which eligible employees are offered shares of the subsidiary at a consideration determined based on the subsidiary's net asset value. Pursuant to the terms of the Plan, should the subsidiary go for an initial public offering ("IPO"), XIB Group would purchase the shares from the employees at a price based on the higher of the then IPO price or a multiple of the net asset value of the subsidiary. Management assesses that as at 31st December 2006, XIB Group had no legal or constructive obligations to re-acquire the shares granted under the Plan at the abovementioned price. Should such obligations exist at 31st December 2006, the Group's share of the results of XIB Group for the year ended 31 December 2006 would decrease by at least HK\$7.3 million.

(f) Fair value of financial assets and financial liabilities

In the directors' opinion, the fair values of financial assets and financial liabilities of the Group approximate their carrying values as at the balance sheet date.

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NOTES TO THE FINANCIAL STATEMENTS

5 營業額及分部資料

本集團主要從事金融服務、物業發展及投資、收費公路投資、工業儀表生產及投資控股業務。

本集團的營業額指毛保費收入、保險經紀佣金收入、可供出售金融資產股息收入、銀行利息收入、租金收入及管理費收入。

本年內入賬的主要類別收入如下：

5 TURNOVER AND SEGMENTAL INFORMATION

The Group is principally engaged in financial services, property development and investment, toll road investment, industrial instrument manufacturing and investment holding businesses.

The Group's turnover represents gross insurance premiums, insurance brokerage commission, dividend income from available-for-sale financial assets, bank interest income, rental income and management fee income.

The amount of each significant category of revenue recognised during the year is as follows:

		2006	2005
		港元 HK\$	港元 HK\$
營業額	Turnover		
毛保費收入	Gross insurance premiums	55,053,400	58,441,886
保險經紀佣金收入	Insurance brokerage commission	1,380,342	1,385,020
可供出售金融資產 股息收入	Dividend income from available-for-sale financial assets	14,805,874	—
銀行存款利息收入	Interest income from bank deposits	9,772,633	7,110,028
投資物業租金收入	Rental income from investment properties	5,454,231	4,039,991
管理費	Management fees	120,000	384,526
		86,586,480	71,361,451
未滿期保費變動	Movement in unearned insurance premiums	(376,400)	(3,384,693)
再保費分出及再保險人 應佔未滿期保費變動	Reinsurance premiums ceded and reinsurers' share of movement in unearned insurance premiums	(7,343,105)	(8,327,129)
其他收益 — 淨額	Other gains — net		
持作買賣的上市股權 證券股息收入	Dividend income from listed equity securities held for trading	79,969	279,413
持至到期日非上市債券 利息收入	Interest income from unlisted held-to-maturity debt securities	124,881	292,083
按公平值透過損益列賬的 上市股權證券公平值收益	Fair value gains on listed equity securities measured at fair value through profit or loss	922,826	313,847
投資物業公平值收益 (註釋15)	Fair value gains on revaluation of investment properties (Note 15)	5,806,747	3,999,163
出售一附屬公司收益 (註釋38(b))	Gain on disposal of a subsidiary (Note 38(b))	1,979,110	3,469,525
匯兌收益淨額	Net exchange gains	5,646,752	2,831,045
其他	Others	1,940,411	73,485
		16,500,696	11,258,561
收益總額	Total revenues	95,367,671	70,908,190

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NOTES TO THE FINANCIAL STATEMENTS

5 營業額及分部資料 (續)

本集團就其業務及地區的分部編制分部資料。本集團採用業務分部資料為基本報告形式以符合本集團內部財務資料的匯報形式。

業務分部

本集團經營以下主要業務分部：

金融服務 — 承保一般保險業務、保險經紀、投資於銀行業務及以賺取短期利潤的證券買賣

物業發展及投資 — 發展及銷售住宅物業、出租投資物業賺取租金，以及投資於物業以賺取長期的增值

收費公路投資 — 投資於中國內地收費公路項目

工業儀表生產 — 投資於數字儀表生產商及分銷商

投資控股及其他 — 投資於策略性投資及其他提供收入及資本增值的資產

5 TURNOVER AND SEGMENTAL INFORMATION (Continued)

Segment information is presented in respect of the Group's business and geographical segments. Business segment information is presented as the primary reporting format pursuant to the Group's internal financial reporting system.

Business segments

The Group's activities comprise the following major business segments:

Financial services — underwriting of general insurance, insurance brokerage, investing in banking business and trading in securities for short term profit

Property development and investment — development and sale of residential properties, leasing of investment properties for rentals and investing in properties to gain from the long term appreciation in their values

Toll road investment — investing in toll road projects in Mainland China

Industrial instrument manufacturing — investing in manufacturers and distributors of digital instruments manufacturing

Investment holding and others — investing in strategic investments and other assets for income and capital appreciation purposes

5 營業額及分部資料(續)

5 TURNOVER AND SEGMENTAL INFORMATION (Continued)

業務分部(續)

Business segments (Continued)

	Year ended 31st December		Financial services		物業發展及投資 Property development and investment		收費公路投資 Toll road investment		工業構架生產 Industrial instrument manufacturing		投資控股及其他 Investment holding and others		未分配項目 Unallocated items		綜合 Consolidated			
	截至12月31日止年度		2006		2005		2006		2005		2006		2005		2006		2005	
	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS	港元 HKS
營業額	62,632,701	64,503,914	2,235,694	918,100	—	—	—	—	—	—	—	—	—	—	—	—	—	—
未清償保單淨額變動 及再保費分出	(7,719,505)	(1,711,822)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
其他收益—淨額	2,282,323	3,264,068	8,348,824	1,712,701	—	—	—	—	—	—	—	—	—	—	—	—	—	—
收益總額	57,195,519	56,056,160	10,584,518	2,630,801	—	—	—	—	—	—	—	—	—	—	—	—	—	—
分部業績	4,368,044	7,452,141	8,030,354	(2,681,761)	—	—	—	—	—	—	—	—	—	—	—	—	—	—
總公司開支	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
營業溢利/(虧損)	4,368,044	7,452,141	8,030,354	(2,681,761)	—	—	—	—	—	—	—	—	—	—	—	—	—	—
融資成本	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
應佔共同控制實體 業績	94,002,287	69,722,842	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
應佔聯營公司業績	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
除稅前溢利/(虧損)	98,370,331	77,174,983	8,030,354	(2,681,761)	—	—	—	—	—	—	—	—	—	—	—	—	—	—
所得稅(支出)/免稅	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
本年度溢利	98,370,331	77,174,983	8,030,354	(2,681,761)	—	—	—	—	—	—	—	—	—	—	—	—	—	—
本年度折舊及攤銷	247,333	236,028	549,984	1,327,709	—	—	—	—	—	—	—	—	—	—	—	—	—	—
應收貸款減值	3,226,587	1,403,000	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
於12月31日	168,306,205	230,738,751	28,367,970	92,813,547	—	—	—	—	—	—	—	—	—	—	—	—	—	—
分部資產	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
公司資產	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
投資共同控制實體	708,854,878	596,050,083	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
投資聯營公司	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
資產總值	877,161,083	826,788,834	28,367,970	92,813,547	—	—	—	—	—	—	—	—	—	—	—	—	—	—
分部負債	98,870,589	103,592,121	587,156	7,220,352	—	—	—	—	—	—	—	—	—	—	—	—	—	—
未分配負債	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
負債總值	98,870,589	103,592,121	587,156	7,220,352	—	—	—	—	—	—	—	—	—	—	—	—	—	—
本年度資本開支	886,990	424,682	48,766	27,672	—	—	—	—	—	—	—	—	—	—	—	—	—	—

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NOTES TO THE FINANCIAL STATEMENTS

5 營業額及分部資料 (續)

地區分部

本集團主要於三個經濟環境經營業務，即香港、中國內地及澳門。本集團主要於香港從事保險及投資業務，而本集團的物業發展業務及主要投資對象則位於中國內地。本集團於澳門有若干保險承保業務。

於地區分部的呈報，分部收益按客戶所在地區劃分。分部資產及資本開支按資產所在地呈報。

5 TURNOVER AND SEGMENTAL INFORMATION (Continued)

Geographical segments

The Group operates in three principal economic environments, namely Hong Kong, Mainland China and Macau. The Group's insurance and investment activities are mainly conducted in Hong Kong whilst the Group's property development activities and the major investees are located in Mainland China. The Group also carries out certain insurance underwriting activities in Macau.

In presenting geographical segmental information, segment revenue is presented based on the geographical location of customers. Segment assets and capital expenditure are presented based on the geographical location of the assets.

	香港 Hong Kong		中國內地 Mainland China		澳門 Macau		綜合 Consolidated	
	2006		2005		2006		2005	
	港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
截至12月31日止年度	Year ended 31st December							
營業額	59,117,866	59,699,471	20,291,991	4,347,405	7,176,623	7,314,575	86,586,480	71,361,451
未滿期保費淨額變動及再保單分出	(6,182,027)	(10,632,394)	—	—	(1,537,478)	(1,079,428)	(7,719,505)	(11,711,822)
其他收益 — 淨額	1,593,044	6,616,613	14,839,698	4,397,997	67,954	243,951	16,500,696	11,258,561
收益總額	54,528,883	55,683,690	35,131,689	8,745,402	5,707,099	6,479,098	95,367,671	70,908,190
營業溢利 / (虧損)	(17,972,431)	(13,344,212)	26,186,363	1,125,498	3,102,052	2,281,879	11,315,984	(9,936,835)
於12月31日	At 31st December							
分部資產	186,117,738	223,068,883	910,967,940	672,853,497	34,547,054	25,189,971	1,131,632,732	921,112,351
公司資產	20,808,335	21,369,308	777,403	794,592	—	—	21,585,738	22,163,900
投資共同控制實體	—	—	741,488,050	622,897,968	—	—	741,488,050	622,897,968
投資聯營公司	—	—	63,269,687	58,345,028	—	—	63,269,687	58,345,028
資產總值	206,926,073	244,438,191	1,716,503,080	1,354,891,085	34,547,054	25,189,971	1,957,976,207	1,624,519,247
本年度資本開支	888,874	2,500,986	50,938	41,681	64,082	—	1,003,894	2,542,667

NOTES TO THE FINANCIAL STATEMENTS

6 保險業務產生的賠償淨額及佣金費用

6 NET INSURANCE CLAIMS INCURRED AND COMMISSION EXPENSES INCURRED ON INSURANCE BUSINESS

		2006	2005
		港元 HK\$	港元 HK\$
保險業務產生的賠償淨額 (a)	Net insurance claims incurred on insurance business (a)	15,629,921	15,983,007
保險業務產生的佣金費用 (b)	Commission expenses incurred on insurance business (b)	21,208,693	19,438,859
		36,838,614	35,421,866

(a) 保險業務產生的賠償淨額

(a) Net insurance claims incurred on insurance business

		2006		淨額
		毛額 Gross	再保險 Reinsurance	Net
		港元 HK\$	港元 HK\$	港元 HK\$
本年度賠償及損失調整費用	Current year claims and loss adjustment expenses	16,089,675	(10,780)	16,078,895
往年度賠償及損失調整費用的額外成本	Additional cost for prior years' claims and loss adjustment expenses	218,436	109,590	328,026
已發生但未呈報的索償 (減少)/增加	(Decrease) / increase in claims incurred but not reported	(891,000)	291,000	(600,000)
未滿期風險之預計賠償成本減少	Decrease in the expected cost of claims for unexpired risks	(177,000)	—	(177,000)
		15,240,111	389,810	15,629,921
		2005		淨額
		毛額 Gross	再保險 Reinsurance	Net
		港元 HK\$	港元 HK\$	港元 HK\$
本年度賠償及損失調整費用	Current year claims and loss adjustment expenses	21,478,430	(1,540,283)	19,938,147
往年度賠償及損失調整費用的 (殘存責任剩餘)/額外成本	(Run-off savings) / additional cost for prior years' claims and loss adjustment expenses	(4,458,606)	1,171,466	(3,287,140)
已發生但未呈報的索償增加	Increase in claims incurred but not reported	96,000	1,631,000	1,727,000
未滿期風險之預計賠償成本減少	Decrease in the expected cost of claims for unexpired risks	(2,395,000)	—	(2,395,000)
		14,720,824	1,262,183	15,983,007

(b) 保險業務產生的佣金費用

(b) Commission expenses incurred on insurance business

		2006	2005
		港元 HK\$	港元 HK\$
已付及應付佣金毛額	Gross commissions paid and payable	21,805,312	20,188,538
減：已收及應收再保險人佣金	Less: Commissions received and receivable from reinsurers	(596,619)	(749,679)
佣金費用淨額	Net commissions expenses	21,208,693	19,438,859

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NOTES TO THE FINANCIAL STATEMENTS

7 營業溢利／(虧損)

7 OPERATING PROFIT / (LOSS)

		2006	2005
		港元 HK\$	港元 HK\$
營業溢利／(虧損)已計入並扣除下列各項：	Operating profit / (loss) is stated after crediting and charging the following:		
計入	Crediting		
匯兌收益淨額	Net exchange gains	5,646,752	2,831,045
投資物業已收及應收租金， 扣除直接費用	Rentals received and receivable from investment properties less direct outgoings	4,799,756	3,766,044
扣除	Charging		
折舊及攤銷	Depreciation and amortisation	2,003,398	2,692,577
出售物業、機器及設備虧損	Loss on disposal of property, plant and equipment	17,778	29,157
房地產之營業租約租金	Operating lease rentals in respect of land and buildings	583,679	918,786
核數師酬金	Auditors' remuneration	3,034,556	1,931,710
管理費 (註釋39(c))	Management fee (Note 39(c))	1,880,000	1,880,000
退休福利成本 (a)	Retirement benefit costs (a)	615,311	652,790

(a) 在2000年11月30日前，本集團向一項界定供款計劃(「界定供款計劃」)供款，所有合資格之香港僱員皆可參加。退休計劃之資產與集團之資產分開持有，由獨立管理基金保管。集團及僱員對該計劃之供款額以僱員基本月薪之百分之十五計算，直至2000年11月30日，界定供款計劃由根據香港強制性公積金計劃條例成立的強制性公積金計劃(「強積金計劃」)所取代。

集團每月向強積金計劃之供款額(強制及自願)按港幣2,000元或僱員基本月薪百分之十(2000年9月30日後加入的僱員之供款額則為其基本月薪百分之六)以較低者為準計算。僱員在取得全數供款利益前離開退休計劃所被沒收之供款額可以用作減少集團向界定供款計劃及強積金計劃之供款。於2006年及2005年12月31日並無任何重大未動用之沒收供款。

就中國內地的僱員而言，本集團亦有為其在中國內地各個經營業務地區參加當地市政府的僱員福利計劃。本集團按僱員薪金之百分比向此等計劃作出每月供款，而當地市政府亦保證承擔本集團所有僱員的退休福利責任。

(a) The Group contributed to a defined contribution scheme ("DC Scheme") which was available to all eligible Hong Kong employees prior to 30th November 2000. The assets of the scheme were held separately from those of the Group in an independently administered fund. Contributions to the scheme by the Group and employees were calculated at 15% of the employees' basic salary until 30th November 2000 when the DC Scheme was replaced by a mandatory provident fund scheme ("MPF Scheme") set up under the Hong Kong Mandatory Provident Fund Schemes Ordinance.

The Group's monthly contributions (mandatory and voluntary) to the MPF Scheme for each employee are calculated at the lower of HK\$2,000 or 10% (or 6% for employees who joined after 30th September 2000) of the monthly basic salary. The Group's contributions to the DC Scheme and MPF Scheme can be reduced by the Group's voluntary contributions forfeited in relation to those employees who leave the schemes prior to vesting fully in the contributions. At 31st December 2006 and 2005, there were no material unutilised forfeited contributions.

For Mainland China employees, the Group participates in the employee pension schemes administered by the respective municipal government in various locations in Mainland China where the Group operates. The Group makes monthly contributions calculated at a percentage of the monthly payroll costs to these schemes and the respective municipal government undertakes to assume the retirement benefit obligations of the employees of the Group.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

8 融資成本

8 FINANCE COSTS

		2006	2005
		港元 HK\$	港元 HK\$
長期銀行貸款 (須於五年內全數償還) 利息 (註釋32)	Interest on long term bank loans wholly repayable within five years (Note 32)	6,943,747	2,273,038
主要股東貸款 (須於五年內全數償還) 利息 (註釋39(d))	Interest on substantial shareholder's loan wholly repayable within five years (Note 39(d))	332,440	—
短期墊款 (須於五年內全數償還) 利息 (註釋31)	Interest on short term advances wholly repayable within five years (Note 31)	791,914	1,253,880
		8,068,101	3,526,918

9 高級行政人員酬金及五名最高酬金之個別人士

9 SENIOR EXECUTIVES' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

(a) 董事酬金

(a) Directors' emoluments

		董事袍金 Directors' fees	薪俸、房屋及其他津貼、及實物利益 Salaries, housing, other allowances and benefits in kind	2006 總額 Total
		港元 HK\$	港元 HK\$	港元 HK\$
執行董事 Executive Directors				
丁仕達先生 (主席)	Mr. Ding Shi Da (Chairman)	80,000	—	80,000
陳桂宗先生 (副主席)	Mr. Chen Gui Zong (Vice Chairman)	60,000	—	60,000
朱學倫先生	Mr. Zhu Xue Lun	60,000	—	60,000
翁建宇先生	Mr. Weng Jian Yu	80,000	962,311	1,042,311
非執行董事 Non-executive Directors				
王會錦先生	Mr. Wang Hui Jin	60,000	—	60,000
陳樂先生	Mr. Chen Le	32,219	—	32,219
獨立非執行董事 Independent Non-executive Directors				
葉啟明先生	Mr. Ip Kai Ming	180,000	—	180,000
史習陶先生	Mr. Robert Tsai To Sze	250,000	—	250,000
蘇合成先生	Mr. So Hop Shing	180,000	—	180,000
		982,219	962,311	1,944,530

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

9 高級行政人員酬金及五名最高酬金之個別人士 (續)

(a) 董事酬金 (續)

		董事袍金 Directors' fees	薪俸、房屋 及其他津貼、 及實物利益 Salaries, housing, other allowances and benefits in kind	2005 總額 Total
		港元 HK\$	港元 HK\$	港元 HK\$
執行董事		Executive Directors		
丁仕達先生 (主席)	Mr. Ding Shi Da (Chairman)	50,000	—	50,000
陳桂宗先生 (副主席)	Mr. Chen Gui Zong (Vice Chairman)	30,000	—	30,000
楊盛明先生	Mr. Yang Sheng Ming	15,000	—	15,000
朱學倫先生	Mr. Zhu Xue Lun	30,000	—	30,000
翁建宇先生	Mr. Weng Jian Yu	50,000	969,251	1,019,251
非執行董事		Non-executive Directors		
王會錦先生	Mr. Wang Hui Jin	6,575	—	6,575
陳樂先生	Mr. Chen Le	—	—	—
獨立非執行董事		Independent Non-executive Directors		
葉啟明先生	Mr. Ip Kai Ming	150,000	—	150,000
史習陶先生	Mr. Robert Tsai To Sze	200,000	—	200,000
蘇合成先生	Mr. So Hop Shing	150,000	—	150,000
		681,575	969,251	1,650,826

(b) 五名最高酬金之個別人士

上述註(a)之分析並未計入董事以外而其酬金是本集團前五名最高酬金之個別人士，支付此等人士之酬金詳情如下：

(b) Five highest paid individuals

The analysis in note (a) above does not include those individuals who are not directors but whose emoluments are among the five highest in the Group. Details of the emoluments paid to those individuals are as follows:

		2006	2005
		港元 HK\$	港元 HK\$
薪俸、房屋及其他津貼、及實物利益	Salaries, housing and other allowances, and benefits in kind	4,132,723	4,127,237
退休福利計劃供款	Contributions to retirement benefit scheme	24,000	24,000
花紅	Bonus	2,530,000	2,290,000
		6,686,723	6,441,237
酬金範圍		2006	2005
Emoluments Band		人數 Number of Individuals	人數 Number of Individuals
港幣 0元 — 港幣 1,000,000元	HK\$ Nil — HK\$1,000,000	—	—
港幣 1,000,001元 — 港幣 1,500,000元	HK\$1,000,001 — HK\$1,500,000	3	5
港幣 1,500,001元 — 港幣 2,000,000元	HK\$1,500,001 — HK\$2,000,000	2	—

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

10 所得稅(支出)／記賬

香港利得稅乃按照年內估計應課稅溢利依稅率17.5% (2005年: 17.5%) 提撥準備。中國內地及澳門盈利之稅款則按照年內估計應課稅溢利依中國內地及澳門之現行稅率計算。

在綜合損益表(支銷)／記賬之稅項如下：

10 INCOME TAX (EXPENSE) / CREDIT

Hong Kong profits tax has been provided at the rate of 17.5% (2005: 17.5%) on the estimated assessable profit for the year. Taxation on Mainland China and Macau profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in Mainland China and Macau.

The amount of taxation (charged) / credited to the consolidated income statement represents:

		2006	2005
		港元 HK\$	港元 HK\$
當期稅項	Current tax		
香港利得稅	Hong Kong profits tax	(101,533)	(10,170)
中國內地及澳門稅項	Mainland China and Macau taxation	(70,685)	(10,498)
		(172,218)	(20,668)
往年度準備(過少)／過多	(Under) / over provision in prior years		
香港利得稅	Hong Kong profits tax	—	(186)
中國內地及澳門稅項	Mainland China and Macau taxation	(127)	45,679
		(127)	45,493
遞延稅項	Deferred tax		
暫時差異的產生及轉回 (註釋33)	Relating to the origination and reversal of temporary differences (Note 33)	(2,568,007)	670,066
所得稅(支出)／記賬	Income tax (expense) / credit	(2,740,352)	694,891

本集團有關除稅前溢利之稅項與假若採用香港之稅率而計算之理論稅額之差額如下：

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the taxation rate in Hong Kong as follows:

		2006	2005
		港元 HK\$	港元 HK\$
除稅前溢利	Profit before taxation	106,417,858	56,652,195
按稅率17.5%計算之稅項	Calculated at a taxation rate of 17.5%	(18,623,125)	(9,914,132)
其他徵稅地區不同稅率之影響	Effect of different taxation rates in other tax jurisdictions	(1,000,567)	876,247
無須課稅之收入	Income not subject to taxation	24,961,847	15,329,625
不可扣稅之支出	Expenses not deductible for taxation purposes	(4,420,944)	(1,435,796)
使用早前未有確認之稅損	Utilisation of previously unrecognised tax losses	—	1,218,935
未有確認之稅損及可扣減暫時差異 增加	Increase in unrecognised tax losses and deductible temporary differences	(3,662,059)	(5,371,052)
往年度準備(過少)／過多	(Under) / over provision in prior years	(127)	45,493
其他	Others	4,623	(54,429)
所得稅(支出)／記賬	Income tax (expense) / credit	(2,740,352)	694,891

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

11 本公司權益持有人應佔溢利

本公司權益持有人應佔綜合溢利在本公司財務報表中處理的數額包括溢利港幣20,187,971元(2005年：港幣11,087,384元)。

12 股息

於結算日後擬派末期股息每股
普通股港幣4仙(2005年：港幣3仙)

Final dividend proposed after the balance sheet date of
4 HK cents per ordinary share (2005: 3 HK cents per ordinary share)

於2007年4月26日舉行之董事局會議上，董事建議派發末期股息每股普通股港幣4仙。此項擬派末期股息並無於本財務報表中列作應付股息，惟將於截至2007年12月31日止年度列作保留溢利分配。

13 每股盈利

每股基本盈利是根據本公司截至2006年12月31日止年度權益持有人應佔溢利港幣104,824,629元(2005年：港幣59,849,138元)及年內已發行股份之加權平均數459,428,656(2005年：459,428,656)股計算。

本集團本年度及過往年度並無已發行具攤薄潛力之普通股，因此於披露期間的每股攤薄盈利與每股基本盈利相同。

11 PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated profit attributable to equity holders of the Company includes a profit of HK\$20,187,971 (2005: HK\$11,087,384) which has been dealt with in the financial statements of the Company.

12 DIVIDEND

	2006	2005
	港元 HK\$	港元 HK\$
	18,377,146	13,782,860

At a board meeting held on 26th April 2007, the Directors proposed a final dividend of 4 HK cents per ordinary share. This proposed dividend is not reflected as a dividend payable in these financial statements, but will be reflected as an appropriation of retained profits for the year ending 31st December 2007.

13 EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to equity holders of the Company for the year ended 31st December 2006 of HK\$104,824,629 (2005: HK\$59,849,138) and the weighted average of 459,428,656 (2005: 459,428,656) ordinary shares in issue during the year.

The Group has no dilutive potential ordinary shares in issue during the current and prior years and therefore diluted earnings per share is the same as basic earnings per share for the periods presented.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

14 物業、機器及設備

14 PROPERTY, PLANT AND EQUIPMENT

(a) 本集團

(a) The Group

		持作 自用樓宇 Building held for own use	傢俬、裝修、辦 事處及電腦設備 Furniture, fixtures, office and computer equipment	汽車 Motor vehicles	總額 Total
		港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
於2005年1月1日	At 1st January 2005				
成本	Cost	9,973,489	8,955,816	4,676,919	23,606,224
累計折舊及減值虧損	Accumulated depreciation and impairment losses	(5,354,233)	(6,159,019)	(3,697,080)	(15,210,332)
賬面淨值	Net book value	<u>4,619,256</u>	<u>2,796,797</u>	<u>979,839</u>	<u>8,395,892</u>
截至2005年12月31日止年度	Year ended 31st December 2005				
期初賬面淨值	Opening net book value	4,619,256	2,796,797	979,839	8,395,892
匯兌差額	Translation differences	6,456	8,368	21,206	36,030
增添	Additions	—	542,279	2,000,388	2,542,667
本年度折舊	Charge for the year	(394,081)	(566,415)	(471,269)	(1,431,765)
出售	Disposals	(353,426)	(91,553)	(259,692)	(704,671)
期終賬面淨值	Closing net book value	<u>3,878,205</u>	<u>2,689,476</u>	<u>2,270,472</u>	<u>8,838,153</u>
於2005年12月31日及 2006年1月1日	At 31st December 2005 and 1st January 2006				
成本	Cost	9,407,223	8,876,737	3,753,752	22,037,712
累計折舊及減值虧損	Accumulated depreciation and impairment losses	(5,529,018)	(6,187,261)	(1,483,280)	(13,199,559)
賬面淨值	Net book value	<u>3,878,205</u>	<u>2,689,476</u>	<u>2,270,472</u>	<u>8,838,153</u>
截至2006年12月31日止年度	Year ended 31st December 2006				
期初賬面淨值	Opening net book value	3,878,205	2,689,476	2,270,472	8,838,153
匯兌差額	Translation differences	588	4,806	4,517	9,911
增添	Additions	—	339,868	—	339,868
本年度折舊	Charge for the year	(334,169)	(519,857)	(441,231)	(1,295,257)
出售	Disposals	—	(18,714)	—	(18,714)
出售—附屬公司 (註釋38(b))	Disposal of a subsidiary (Note 38(b))	(90,780)	(63,720)	(420,151)	(574,651)
期終賬面淨值	Closing net book value	<u>3,453,844</u>	<u>2,431,859</u>	<u>1,413,607</u>	<u>7,299,310</u>
於2006年12月31日	At 31st December 2006				
成本	Cost	9,280,394	8,467,916	2,000,388	19,748,698
累計折舊及減值虧損	Accumulated depreciation and impairment losses	(5,826,550)	(6,036,057)	(586,781)	(12,449,388)
賬面淨值	Net book value	<u>3,453,844</u>	<u>2,431,859</u>	<u>1,413,607</u>	<u>7,299,310</u>

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

14 物業、機器及設備(續)

14 PROPERTY, PLANT AND EQUIPMENT (Continued)

(b) 本公司

(b) The Company

		持作 自用樓宇 Building held for own use	傢俬、裝修、辦 事處及電腦設備 Furniture, fixtures, office and computer equipment	汽車 Motor vehicles	總額 Total
		港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
於2005年1月1日	At 1st January 2005				
成本	Cost	1,186,186	2,893,281	2,899,820	6,979,287
累計折舊及減值虧損	Accumulated depreciation and impairment losses	(207,163)	(1,519,364)	(2,622,127)	(4,348,654)
賬面淨值	Net book value	979,023	1,373,917	277,693	2,630,633
截至2005年12月31日止年度	Year ended 31st December 2005				
期初賬面淨值	Opening net book value	979,023	1,373,917	277,693	2,630,633
增添	Additions	—	33,278	2,000,388	2,033,666
本年度折舊	Charge for the year	(109,653)	(206,082)	(256,520)	(572,255)
出售	Disposals	—	(13,601)	(254,552)	(268,153)
期終賬面淨值	Closing net book value	869,370	1,187,512	1,767,009	3,823,891
於2005年12月31日及 2006年1月1日	At 31st December 2005 and 1st January 2006				
成本	Cost	1,186,186	2,841,913	2,000,388	6,028,487
累計折舊及減值虧損	Accumulated depreciation and impairment losses	(316,816)	(1,654,401)	(233,379)	(2,204,596)
賬面淨值	Net book value	869,370	1,187,512	1,767,009	3,823,891
截至2006年12月31日止年度	Year ended 31st December 2006				
期初賬面淨值	Opening net book value	869,370	1,187,512	1,767,009	3,823,891
增添	Additions	—	63,966	—	63,966
本年度折舊	Charge for the year	(65,411)	(196,923)	(353,402)	(615,736)
出售	Disposals	—	(2,648)	—	(2,648)
期終賬面淨值	Closing net book value	803,959	1,051,907	1,413,607	3,269,473
於2006年12月31日	At 31st December 2006				
成本	Cost	1,186,186	2,886,486	2,000,388	6,073,060
累計折舊及減值虧損	Accumulated depreciation and impairment losses	(382,227)	(1,834,579)	(586,781)	(2,803,587)
賬面淨值	Net book value	803,959	1,051,907	1,413,607	3,269,473

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

15 投資物業

15 INVESTMENT PROPERTIES

		本集團 Group		本公司 Company	
		2006	2005	2006	2005
		港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
公平值	At fair value				
於1月1日	At 1st January	68,721,326	64,722,163	22,041,326	20,422,163
增添 (註釋38(c))	Additions (Note 38(c))	2,184,642	—	1,569,382	—
公平值收益	Fair value gain	5,806,747	3,999,163	4,702,007	1,619,163
		76,712,715	68,721,326	28,312,715	22,041,326

本集團及本公司在投資物業權益的賬面淨值分析如下：

The analysis of the Group's and the Company's interests in investment properties at their net book value is as follows:

		本集團 Group		本公司 Company	
		2006	2005	2006	2005
		港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
在香港持有	Held in Hong Kong				
50年以上租約	Leases of over 50 years	12,500,000	11,380,000	—	—
10年至50年租約	Leases of between 10 to 50 years	30,500,000	29,800,000	—	—
在海外持有	Held outside Hong Kong				
10年至50年租約	Leases of between 10 to 50 years	33,712,715	27,541,326	28,312,715	22,041,326
		76,712,715	68,721,326	28,312,715	22,041,326

投資物業由獨立專業估值師，第一太平戴維斯估值及專業顧問有限公司及威格斯資產評估顧問有限公司，按2006年12月31日的公平值基準重估。

The investment properties were revalued based on their fair values as at 31st December 2006 by independent professional valuers, namely Savills Valuation and Professional Services Limited and Vigers Appraisal & Consulting Limited.

一間附屬公司於香港持有公平值達港幣4,300萬元(2005年: 港幣4,118萬元)的若干投資物業的業權契約由香港保險業監理處託管，以符合監管機構的有關規定。

The title deeds in respect of certain investment properties in Hong Kong with a fair value of HK\$43 million (2005: HK\$41.18 million) held by a subsidiary are placed in the custody of the Office of the Commissioner of Insurance in Hong Kong pursuant to the relevant regulatory requirements.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

16 租賃土地及土地使用權

本集團及本公司在租賃土地及土地使用權的權益指預付營業租約款。其於2006年12月31日的賬面淨值分析如下：

		本集團 Group		本公司 Company	
		2006	2005	2006	2005
		港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
期初賬面淨值	Opening net book value	86,913,446	19,114,906	2,835,666	2,843,544
匯兌差額	Translation differences	433,527	—	—	—
重新分類 (a)	Reclassification (a)	—	69,275,483	—	—
攤銷	Amortisation	(708,141)	(1,260,812)	(7,878)	(7,878)
出售	Disposals	—	(216,131)	—	—
出售一附屬公司 (a)	Disposal of a subsidiary (a)	(68,304,388)	—	—	—
期終賬面淨值	Closing net book value	18,334,444	86,913,446	2,827,788	2,835,666
減：列入流動資產 賬內金額 (a)	Less: Amount included in current assets (a)	—	(68,285,833)	—	—
列入非流動資產 賬內金額	Amount included in non-current assets	18,334,444	18,627,613	2,827,788	2,835,666

租賃土地及土地使用權的賬面淨值分析如下：

		本集團 Group		本公司 Company	
		2006	2005	2006	2005
		港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
在香港持有	Held in Hong Kong				
50年以上租約	Leases of over 50 years	4,576,145	17,627,200	2,157,041	2,159,595
10年至50年租約	Leases of between 10 to 50 years	12,770,639	—	—	—
在海外持有	Held outside Hong Kong				
50年以上租約	Leases of over 50 years	316,913	68,610,175	—	—
10年至50年租約	Leases of between 10 to 50 years	670,747	676,071	670,747	676,071
		18,334,444	86,913,446	2,827,788	2,835,666

16 LEASEHOLD LAND AND LAND USE RIGHTS

The Group's and the Company's interests in leasehold land and land use rights represent prepaid operating lease payments. Their net book value as at 31st December 2006 are analysed below:

The net book value of leasehold land and land use rights is analysed as follows:

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

16 租賃土地及土地使用權 (續)

本集團租賃土地及土地使用權的成本為港幣 29,624,488 元 (2005 年: 港幣 98,527,571 元)。

- (a) 此款項乃本集團一間前非全資附屬公司，濟南太平洋房地產開發有限公司 (「濟南太平洋」)，於 2004 年在其物業發展及銷售之一般業務運作中購入中國濟南市一幅土地之土地使用權。本集團已於年內出售濟南太平洋 (註釋 38(b))。

16 LEASEHOLD LAND AND LAND USE RIGHTS (Continued)

The cost of the leasehold land and land use rights of the Group was HK\$29,624,488 (2005: HK\$98,527,571).

- (a) The balance represents the land use rights of a parcel of land in Jinan, the PRC, acquired by a former non-wholly owned subsidiary of the Group, Jinan Pacific Real Estate Development Co., Ltd. ("Jinan Pacific"), in its ordinary course of property development and sales business in 2004. Jinan Pacific was disposed of by the Group during the year (Note 38(b)).

17 附屬公司

17 SUBSIDIARIES

		本公司 Company	
		2006	2005
		港元 HK\$	港元 HK\$
非上市股份, 按成本	Unlisted shares, at cost	58,605,032	58,605,032
貸款予附屬公司, 有息	Loans to subsidiaries, interest bearing	79,700,000	92,101,597
貸款予附屬公司, 免息	Loans to subsidiaries, interest free	70,262,809	72,907,235
附屬公司欠款, 免息	Amounts due from subsidiaries, interest free	22,525,439	23,418,030
欠附屬公司款項, 免息	Amounts due to subsidiaries, interest free	(6,711)	(543,139)
		172,481,537	187,883,723
減: 減值虧損	Less: Impairment losses	231,086,569 (94,756,314)	246,488,755 (87,912,171)
		136,330,255	158,576,584

給予附屬公司的貸款及其欠款，以及欠附屬公司的款項均無抵押及無須於未來十二個月內償還。給予附屬公司的有息貸款按港元最優惠利率加以息差或以年利率 6厘至 10厘的固定利率計算。

於 2005 年 12 月 31 日，本集團向一前非全資附屬公司提供貸款人民幣 700 萬元作為其流動資金。有關貸款為無抵押，利息為年利率 6 厘，並須於要求時償還。有關貸款已於年內償還。

The loans to and amounts due from / (to) subsidiaries are unsecured and are not repayable within the next twelve months. The interest bearing loans to subsidiaries are charged at a spread over Hong Kong Dollar prime or at fixed rates ranging from 6% to 10% per annum.

As of 31st December 2005, the Group has provided loans of RMB7 million to a former non-wholly owned subsidiary for working capital purposes. The loans are unsecured, bearing interest at 6% per annum and repayable on demand. The loan was repaid during the year.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

17 附屬公司 (續)

以下摘要只包括於2006年12月31日對本集團的業績、資產或負債有重大影響的附屬公司。除另有說明外，所持有之股份屬普通股份。

17 SUBSIDIARIES (Continued)

The following list contains the particulars of those subsidiaries at 31st December 2006 which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary shares unless otherwise stated.

公司名稱	Name of company	註冊及 經營地點 Place of incorporation and operations	已發行 及繳足 股本詳情 Particulars of issued and paid up capital	本集團 所佔權益 Group's equity interest	主要業務 Principal activities
直接持有	Directly held				
多創發展有限公司	Dorfine Development Limited	香港 Hong Kong	2股每股港幣1元 2 shares of HK\$1 each	100%	物業投資 Property investment
福建閩信投資顧問 有限公司 ^{(1)及(2)}	Fujian Minxin Investment Consultants Co., Ltd. ^{(1) & (2)}	中華人民共和國 The People's Republic of China	註冊股本 港幣300萬元 Registered capital HK\$3,000,000	100%	投資顧問服務 Investment consulting services
閩信(中國)投資有限公司	Min Xin (China) Investment Limited	英屬處女群島 British Virgin Islands	1股每股1美元 1 share of US\$1	100%	投資控股 Investment holding
閩信基建有限公司	Min Xin Infrastructure Limited	英屬處女群島 British Virgin Islands	1股每股1美元 1 share of US\$1	100%	投資控股 Investment holding
閩信保險有限公司	Min Xin Insurance Company Limited	香港 Hong Kong	5,500萬股 每股港幣1元 55,000,000 shares of HK\$1 each	100%	承保 一般保險業務 Writing of general insurance business
永著保險經紀有限公司	Ranger Insurance Brokers Limited	香港 Hong Kong	60萬股 每股港幣1元 600,000 shares of HK\$1 each	100%	保險經紀 Insurance brokerage services

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

17 附屬公司 (續)

17 SUBSIDIARIES (Continued)

公司名稱	Name of company	註冊及 經營地點 Place of incorporation and operations	已發行 及繳足 股本詳情 Particulars of issued and paid up capital	本集團 所佔權益 Group's equity interest	主要業務 Principal activities
直接持有 (續)	Directly held (Continued)				
允智有限公司	Take Chance Company Limited	香港 Hong Kong	2股每股港幣1元 2 shares of HK\$1 each	100%	物業投資 Property investment
Thousand Limited	Thousand Limited	英屬處女群島 British Virgin Islands	1股每股1美元 1 share of US\$1	100%	投資控股 Investment holding
宏湛發展有限公司	Welljet Development Limited	香港 Hong Kong	2股每股港幣1元 2 shares of HK\$1 each	100%	物業投資 Property investment
間接持有	Indirectly held				
閩信地產有限公司	Min Xin Properties Limited	香港 Hong Kong	500萬股 每股港幣1元 5,000,000 shares of HK\$1 each	100%	投資控股 Investment holding
Shining Gold Limited	Shining Gold Limited	英屬處女群島 British Virgin Islands	1股每股1美元 1 share of US\$1	100%	投資控股 Investment holding
Wide Exposure Developments Limited	Wide Exposure Developments Limited	英屬處女群島 British Virgin Islands	1股每股1美元 1 share of US\$1	100%	投資控股 Investment holding

(1) 非經羅兵咸永道會計師事務所審核之公司。應佔此等公司之累計資產淨值及營業額分別約佔本集團綜合總額之0.14%及0.05%。

(2) 中國內地之全外資企業

(1) Companies not audited by PricewaterhouseCoopers. The aggregate net assets and turnover attributable to these companies represent approximately 0.14% and 0.05% respectively of the Group's consolidated totals.

(2) Wholly foreign-owned enterprise in Mainland China

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

18 共同控制實體

18 JOINTLY CONTROLLED ENTITIES

		本集團 Group		本公司 Company	
		2006	2005	2006	2005
		港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
非上市股份，按成本	Unlisted investments, at cost	—	—	210,805,000	210,805,000
應佔資產淨值	Share of net assets	725,154,380	606,564,298	—	—
減：減值虧損	Less: Impairment losses	—	—	(5,005,000)	(5,005,000)
		725,154,380	606,564,298	205,800,000	205,800,000
貸款予一共同控制實體 (b)	Loan to a jointly controlled entity (b)	16,333,670	16,333,670	—	—
投資總值 (a)	Total investments (a)	741,488,050	622,897,968	205,800,000	205,800,000
非上市股份，按成本	Unlisted investments, at cost	210,805,040	210,805,040		

(a) 本集團於共同控制實體之投資分析如下：

(a) The Group's investments in jointly controlled entities are analysed below:

		廈門國際銀行 Xiamen International Bank	其他 Others	總額 Total
		港元 HK\$	港元 HK\$	港元 HK\$
於2005年1月1日	At 1st January 2005	511,720,599	22,518,971	534,239,570
匯兌差額	Translation difference	5,936,741	348,248	6,284,989
應佔除稅後淨溢利	Share of net profit after tax	69,722,842	3,980,666	73,703,508
已付股息	Dividend paid	(18,669,000)	—	(18,669,000)
投資重估儲備金增加	Increase in investment revaluation reserve	27,338,901	—	27,338,901
於2005年12月31日及 2006年1月1日	At 31st December 2005 and 1st January 2006	596,050,083	26,847,885	622,897,968
匯兌差額	Translation difference	19,759,463	754,337	20,513,800
應佔除稅後淨溢利	Share of net profit after tax	94,002,287	5,030,950	99,033,237
已付股息	Dividend paid	(21,641,915)	—	(21,641,915)
投資重估儲備金增加	Increase in investment revaluation reserve	20,684,960	—	20,684,960
於2006年12月31日	At 31st December 2006	708,854,878	32,633,172	741,488,050

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

18 共同控制實體 (續)

- (b) 此貸款為無抵押、免息及無限定還款期。

本集團及本公司在正常業務範圍內存放銀行存款於共同控制金融機構，此等存款包括在現金及銀行結存賬內(註釋39(a))。

以下摘要只包括於2006年12月31日對本集團的業績或資產有重大影響的共同控制實體。此等實體全部均為非上市公司。

18 JOINTLY CONTROLLED ENTITIES (Continued)

- (b) The loan is unsecured, interest free and has no fixed repayment terms.

Bank deposits placed by the Group and the Company with jointly controlled financial institutions in the normal course of business are included in cash and bank balances (Note 39(a)).

The following list contains the particulars of those jointly controlled entities at 31st December 2006 which principally affected the results or assets of the Group. All of these entities are unlisted corporates.

共同控制實體名稱	Name of jointly controlled entities	註冊及 及經營地點 Place of incorporation and operations	已發行及 繳足股本 Particulars of issued and paid up capital	本集團的 有效權益 Group's effective interest	主要業務 Principal activities
直接持有	Directly held				
廈門國際銀行， 及其附屬公司	Xiamen International Bank, and its subsidiaries	中華人民共和國 The People's Republic of China	註冊資本 人民幣6億元 及港幣43,438.914萬元 Registered capital RMB600,000,000 and HK\$434,389,140	36.75%	銀行及投資控股 Banking and investment holding
快宏投資有限公司	Fast Rise Investments Limited	香港 Hong Kong	2股每股港幣1元 2 shares of HK\$1 each	36.75%	物業投資 Property investment
澳門國際銀行	Luso International Banking Limited	澳門 Macau	30萬 A 股及 1.56萬 B 股每股 澳門幣1,000元 300,000 Class A and 15,600 Class B Shares of MOP1,000 each	34.95%	銀行 Banking
實偉投資有限公司	Setwide Investments Limited	香港 Hong Kong	2股每股港幣1元 2 shares of HK\$1 each	36.75%	物業投資 Property investment
銀勝發展有限公司	Silver Win Development Limited	香港 Hong Kong	2股每股港幣1元 2 shares of HK\$1 each	36.75%	物業投資 Property investment

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18 共同控制實體 (續)

18 JOINTLY CONTROLLED ENTITIES (Continued)

共同控制實體名稱	Name of jointly controlled entities	註冊及 及經營地點 Place of incorporation and operations	已發行及 繳足股本 Particulars of issued and paid up capital	本集團的 有效權益 Group's effective interest	主要業務 Principal activities
直接持有 (續)	Directly held (Continued)				
榮偉發展有限公司	Wealth Rise Development Limited	香港 Hong Kong	2股每股港幣1元 2 shares of HK\$1 each	36.75%	物業投資 Property investment
廈門國際投資有限公司	Xiamen International Investment Limited	香港 Hong Kong	1萬股每股港幣1元 10,000 shares of HK\$1 each	36.75%	投資控股 Investment holding
XIB Properties Limited	XIB Properties Limited	利比里亞 Liberia	1,000股每股1美元 1,000 shares of US\$1 each	36.75%	物業投資 Property investment
間接持有	Indirectly held				
閩信昌暉投資有限公司 ⁽¹⁾ ， 及其附屬公司	Min Faith Investments Limited ⁽¹⁾ ， and its subsidiaries	香港 Hong Kong	100股每股港幣1元 100 shares of HK\$1 each	40%	投資控股 Investment holding
福州昌暉自動化系統 有限公司 ⁽¹⁾	Fuzhou Charm Faith Autosystem Co., Ltd. ⁽¹⁾	中華人民共和國 The People's Republic of China	註冊資本 121萬美元 Registered capital USD1,210,000	40%	生產及銷售 數字儀表 Manufacturing and distribution of digital instruments
福州昌暉自動化儀器儀表 有限公司 ⁽¹⁾	Fuzhou Charm Faith Instruments Co., Ltd. ⁽¹⁾	中華人民共和國 The People's Republic of China	註冊資本 20萬美元 Registered capital USD200,000	40%	生產及銷售 數字儀表 Manufacturing and distribution of digital instruments
閩信昌暉自動化儀表 有限公司 ⁽¹⁾	Min Faith Instruments Limited ⁽¹⁾	香港 Hong Kong	100股每股港幣1元 100 shares of HK\$1 each	20.4%	投資控股 Investment holding
天津昌暉儀表 有限公司 ⁽¹⁾	Tianjin Charm Faith Instruments Co., Ltd. ⁽¹⁾	中華人民共和國 The People's Republic of China	註冊資本 60萬美元 Registered capital USD600,000	20.4%	生產及銷售 數字儀表 Manufacturing and distribution of digital instruments

(1) 非經羅兵咸永道會計師事務所審核之公司。應佔此等公司之累計資產淨值及除稅前溢利分別約佔本集團綜合總額之0.96%及4.73%。

(1) Companies not audited by PricewaterhouseCoopers. The aggregate net assets and profits before taxation attributable to these companies represent approximately 0.96% and 4.73% respectively of the Group's consolidated totals.

18 共同控制實體 (續)

18 JOINTLY CONTROLLED ENTITIES (Continued)

本集團下列共同控制實體的財務資料乃摘錄自根據其各自成立地方的公認會計原則所編制之財務報表，包括按中國內地普遍採納會計原則編制的廈門國際銀行之財務報表：

The financial information of the Group's jointly controlled entities extracted from their financial statements prepared in accordance with the generally accepted accounting principles in their place of incorporation, including those of XIB which are prepared under the generally accepted accounting principles in Mainland China, is as follows:

	廈門國際銀行 Xiamen International Bank		其他 Others		合計 Total		本集團應佔權益 Group's attributable interests	
	2006	2005	2006	2005	2006	2005	2006	2005
	人民幣 RMB	人民幣 RMB	港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
非流動資產	10,629,005,471	8,176,835,875	33,403,954	23,680,732	10,622,284,929	7,880,189,062	3,904,775,340	2,896,739,104
流動資產	19,965,618,157	15,150,982,154	60,518,302	53,397,050	19,950,766,250	14,610,839,478	7,334,030,893	5,371,376,534
非流動負債	(5,108,052,906)	(3,431,298,730)	—	—	(5,088,770,006)	(3,296,877,602)	(1,870,122,977)	(1,211,602,519)
流動負債	(23,631,064,587)	(18,245,675,090)	(13,061,093)	(11,568,716)	(23,554,918,411)	(17,542,469,484)	(8,657,389,549)	(6,447,729,867)
資產淨值	1,855,506,135	1,650,844,209	80,861,163	65,509,066	1,929,362,762	1,651,681,454	711,293,707	608,783,252
收入	1,463,277,845	904,527,195	55,081,897	40,553,068	1,486,935,850	899,752,144	548,239,087	331,976,888
支出	(1,174,671,500)	(702,536,026)	(41,333,017)	(31,025,117)	(1,190,778,447)	(698,355,306)	(438,954,402)	(257,653,891)
本年度溢利	288,606,345	201,991,169	13,748,880	9,527,951	296,157,403	201,396,838	109,284,685	74,322,997

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19 聯營公司

19 ASSOCIATES

		本集團 Group		本公司 Company	
		2006	2005	2006	2005
		港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
非上市股份，按成本	Unlisted investments, at cost	—	—	10,069,838	10,069,838
應佔資產淨值	Share of net assets	8,510,501	3,645,615	—	—
		8,510,501	3,645,615	10,069,838	10,069,838
貸款予聯營公司	Loans to associates	54,759,186	54,699,413	—	—
		63,269,687	58,345,028	10,069,838	10,069,838
非上市股份，按成本	Unlisted investments, at cost	14,515,029	14,515,029		

給予聯營公司之貸款皆為無抵押、免息及無限定還款期。

The loans to associates are unsecured, interest free and have no fixed repayment terms.

以下摘要只包括於2006年12月31日對本集團的業績或資產有重大影響的聯營公司。此等聯營公司全部均為非上市公司。

The following list contains the particulars of those associates at 31st December 2006 which principally affected the results or assets of the Group. All these associates are unlisted corporates.

聯營公司名稱	Name of associates	註冊及 經營地點 Place of incorporation and operations	已發行及 繳足股本詳情 Particulars of issued and paid up capital	本集團的 有效權益 Group's effective interest	主要業務 Principal activities
直接持有	Directly held				
福建省華源城建環保股份有限公司 ⁽¹⁾	Fujian Hua Yuan City Construction Environment Protection Co., Ltd. ⁽¹⁾	中華人民共和國 The People's Republic of China	註冊股本 人民幣4,267萬元 Registered capital RMB42,670,000	25%	污水及垃圾 處理服務 Sewage and waste treatment services

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19 聯營公司 (續)

19 ASSOCIATES (Continued)

聯營公司名稱	Name of associates	註冊及 經營地點 Place of incorporation and operations	已發行及 繳足股本詳情 Particulars of issued and paid up capital	本集團的 有效權益 Group's effective interest	主要業務 Principal activities
間接持有	Indirectly held				
Promise Good Limited ^{(1)及(4)} 及其附屬公司	Promise Good Limited ^{(1)及(4)} and its subsidiaries	英屬處女群島 British Virgin Islands	1萬股每股1美元 10,000 shares of US\$1 each	40%	投資控股 Investment holding
盈輝投資有限公司 ⁽¹⁾	Nickwell Investments Limited ⁽¹⁾	英屬處女群島 British Virgin Islands	1股每股1美元 1 share of US\$1	40%	投資控股 Investment holding
唯達投資有限公司 ⁽¹⁾	Raytek Investments Limited ⁽¹⁾	英屬處女群島 British Virgin Islands	1股每股1美元 1 share of US\$1	40%	投資控股 Investment holding
智領投資有限公司 ⁽¹⁾	Wise Link Investments Limited ⁽¹⁾	英屬處女群島 British Virgin Islands	1股每股1美元 1 share of US\$1	40%	投資控股 Investment holding
出售組合*	Disposal Group*				
* 寧波盈輝公路發展有限公司 ^{(1)及(4)}	* Ningbo Nickwell Highway Development Company Limited ^{(1)及(4)}	中華人民共和國 The People's Republic of China	註冊股本 人民幣8,800萬元 Registered capital RMB88,000,000	26% ⁽²⁾	基建設施 Infrastructure
* 寧波唯達公路發展有限公司 ^{(1)及(4)}	* Ningbo Rayter Highway Development Company Limited ^{(1)及(4)}	中華人民共和國 The People's Republic of China	註冊股本 人民幣9,600萬元 Registered capital RMB96,000,000	26% ⁽²⁾	基建設施 Infrastructure
* 寧波智領公路發展有限公司 ^{(1)及(4)}	* Ningbo Wise Link Highway Development Company Limited ^{(1)及(4)}	中華人民共和國 The People's Republic of China	註冊股本 人民幣5,600萬元 Registered capital RMB56,000,000	26% ⁽²⁾	基建設施 Infrastructure
鏗鏘發展有限公司 ⁽¹⁾ 及其附屬公司	Vigorous Developments Limited ⁽¹⁾ and its subsidiary	英屬處女群島 British Virgin Islands	1萬股每股1美元 10,000 shares of US\$1 each	30%	投資控股 Investment holding
馬鞍山環通公路發展有限公司 ⁽¹⁾	Maanshan Huan Tung Highway Development Limited ⁽¹⁾	中華人民共和國 The People's Republic of China	註冊股本 人民幣9,945萬元 Registered capital RMB99,450,000	21% ⁽³⁾	基建設施 Infrastructure

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

19 聯營公司 (續)

- (1) 非經羅兵咸永道會計師事務所審核之公司。本集團應佔此等公司之累計資產淨值及除稅前溢利分別約佔本集團綜合總額之0.58%及3.89%。
- (2) 應佔溢利安排從1998年8月開始，集團應佔聯營公司溢利在首五年為32%，隨後五年為20%，餘下年份為26%。
- (3) 應佔溢利安排從2000年1月開始，集團應佔聯營公司溢利在首五年為24%，隨後五年為18%，餘下年份為21%。
- (4) Promise Good Limited (「PGL」) 於年內訂立協議出售此等附屬公司予其少數股東(註釋30)。PGL於2006年12月31日將此等附屬公司的資產及負債列入持作出售的非流動資產賬內。

本集團下列聯營公司的財務資料乃摘錄自根據其各自成立地方的公認會計原則所編制之財務報表：

19 ASSOCIATES (Continued)

- (1) Companies not audited by PricewaterhouseCoopers. The Group's share of the aggregate net assets and net profit before taxation of these companies represent approximately 0.58% and 3.89% respectively of the Group's consolidated totals.
- (2) The profit sharing arrangement commenced from August 1998 and the Group's share of the associates' profit is 32% for the first five years, 20% for the next five years and 26% for the remaining years.
- (3) The profit sharing arrangement commenced from January 2000 and the Group's share of the associate's profit is 24% for the first five years, 18% for the next five years and 21% for the remaining years.
- (4) During the year, Promise Good Limited ("PGL") has entered into an agreement to dispose of these subsidiaries to its minority shareholder (Note 30). The assets and liabilities of these subsidiaries have been accounted for as non-current assets held-for-sale by PGL for the year ended 31st December 2006.

The financial information of the Group's associates extracted from their financial statements prepared in accordance with the generally accepted accounting principles in their place of incorporation is as follows:

	資產 Assets	負債 Liabilities	股東權益 Equity	收入 Revenues	溢利/(虧損) Profit / (loss)
	港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
2006年 累計 本集團的應佔權益	690,029,115	(443,767,097)	246,262,018	63,197,645	27,530,506
2006 Aggregated Group's attributable interest	169,316,314	(113,368,048)	55,948,266	13,934,629	4,136,738
2005年 累計 本集團的應佔權益	625,010,888	(398,466,881)	226,544,007	56,520,611	1,225,837
2005 Aggregated Group's attributable interest	152,613,035	(101,191,845)	51,421,190	12,525,463	(3,587,560)

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

20 可供出售金融資產

20 AVAILABLE-FOR-SALE FINANCIAL ASSETS

		本集團及本公司 Group and Company	
		2006	2005
		港元 HK\$	港元 HK\$
收購成本	Cost of acquisition	355,040,930	355,040,930
於投資重估儲備金記賬之 公平值收益 (註釋34)	Fair value gain recognised in investment revaluation reserve (Note 34)	265,726,792	4,307,620
		620,767,722	359,348,550

可供出售金融資產乃本集團持有華能國際電力股份有限公司(「華能」) 108,000,000股(「華能股份」)之投資，華能為一間於中國註冊成立之公司，其股份於上海及香港之證券交易所上市。

The available-for-sale financial assets represent the Group's investment in 108,000,000 shares ("Huaneng Shares") of Huaneng Power International, Inc. ("Huaneng"), a company incorporated in the PRC with shares listed on the stock exchanges of Shanghai and Hong Kong.

本集團持有的華能股份以往為非流通法人股。於2006年3月8日，華能公布股權分置改革方案(「股改方案」)，將非流通法人股股權分置改革為上市流通A股。股改方案實施後，本集團所持華能股份已於2006年4月19日(「上市日期」)在上海證券交易所A股市場上市。但該等股份於上海證券交易所上市流通受到自上市日期起計十二個月內限售的規限，並須得到本集團主要股東，福建投資企業集團公司(「福建投資企業」)同意上述流通事項(註釋40(c))。

The Huaneng Shares held by the Group were previously non-circulating legal person shares. On 8th March 2006, Huaneng announced a share reform proposal (the "Proposal") to convert the non-circulating legal person shares into listed and circulating A-Shares. Following the implementation of the Proposal, the Huaneng Shares held by the Group were listed on the A-Share market of the Shanghai Stock Exchange on 19th April 2006 (the "Listing Date"). However, the circulation of these shares on the Shanghai Stock Exchange is subject to a twelve-month trading restriction from the Listing Date and the granting of consent for such circulation (Note 40(c)) by the Group's substantial shareholder, Fujian Investment & Enterprise Holdings Corporation ("FIEC").

於2006年12月31日，本集團就華能股份之公平值作出估算，有關估算乃根據華能A股的收市買入價及本集團與福建投資企業於2007年4月4日簽訂的股權轉讓合同轉讓3,600萬股華能股份的代價(註釋40(c))而作出。於2006年12月31日，本集團投資於華能股份之重估價值為人民幣62,310萬元(相等於約港幣62,080萬元)，於截至2006年12月31日止年度，在投資重估儲備金內入賬的公平值收益(除稅前)為港幣26,140萬元(2005年：港幣430萬元)。

As at 31st December 2006, the Group has estimated the fair value of the Huaneng Shares with reference to the closing bid price of Huaneng's A-Share and the consideration for transferring the Group's holding of 36 million Huaneng Shares to FIEC under a share transfer agreement entered into by the Group and FIEC on 4th April 2007 (Note 40(c)). The Group's investment in Huaneng Shares was revalued to RMB623.1 million (equivalent to approximately HK\$620.8 million) as at 31st December 2006 and a fair value gain (before tax) of HK\$261.4 million (2005: HK\$4.3 million) was recognised in the investment revaluation reserve for the year ended 31st December 2006.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

21 應收貸款

21 LOAN RECEIVABLE

		本集團及本公司 Group and Company	
		2006	2005
		港元 HK\$	港元 HK\$
貸款予一無關連公司	Advance to an unrelated company	10,992,875	64,500,000
減：減值虧損	Less: Impairment losses	(10,992,875)	(7,853,000)
		—	56,647,000

上述貸款以中國福州市一幢大廈其中部份單位提供抵押。由於借款人未能於原定還款期限清還貸款，本公司於2001年向借款人提出法律訴訟。於2001年1月26日，法院判令確認本公司對該大廈抵押單位有止贖的權利。

本公司自2001年起已採取各項措施以變現抵押物業。於2006年1月，本集團成功透過福建省高級人民法院（「省高院」）執行的公開拍賣將抵押物業變現，拍賣價為人民幣7,800萬元（相等於約港幣7,770萬元）。於2006年下半年，本公司從省高院收到總額人民幣5,500萬元（相等於約港幣5,350萬元）的款項，此乃拍賣所得款之部份款項。考慮到物業抵押品的若干應付稅款及相關的未償付申索，拍賣的餘下所得款項現由省高院扣留，用作從中扣減以支付有關費用。

考慮到收回此等款項（如有）的金額及時間的重大不確定性，本年度為該項貸款提撥額外減值虧損港幣3,139,875元（2005年：港幣1,403,000元），因而將該項貸款於2006年12月31日的賬面淨值減少到零。

The advance was secured by certain units of a building in Fuzhou, Mainland China. In 2001, the Company took legal action against the borrower for settlement of the advance which was not repaid as originally scheduled. On 26th January 2001, a court order was granted to confirm the Company's right to foreclose on the secured units of the building held as collateral.

The Company has undertaken various steps in order to realise the property collateral since 2001. In January 2006, the Group has successfully realised the property collateral through a public auction executed by the Fujian Provincial High Court (the "Court") for a consideration of RMB78 million (equivalent to approximately HK\$77.7 million). In the second half of 2006, the Company received a sum of RMB55 million (equivalent to approximately HK\$53.5 million) from the Court representing partial payment of the auction proceeds. The remaining proceeds are currently withheld by the Court in view of certain tax payables and outstanding claims relating to the property collateral, which will be settled by the Court out of the withheld amounts.

In view of the significant uncertainty of the amount and timing of receiving these proceeds (if any), an additional impairment loss of HK\$3,139,875 (2005: HK\$1,403,000) was made against the advance in the current year reducing the net carrying value of the advance to nil at 31st December 2006.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

22 遞延取得成本

22 DEFERRED ACQUISITION COSTS

		本集團 Group	
		2006	2005
		港元 HK\$	港元 HK\$
年初賬面淨值	Opening net book amount	13,445,240	11,421,587
增加	Additions	23,624,834	21,462,512
計入損益表攤銷額 (註釋6(b))	Amortisation charged to income statement (Note 6(b))	(21,208,693)	(19,438,859)
年終賬面淨值	Closing net book amount	15,861,381	13,445,240

23 保險應收款

23 INSURANCE RECEIVABLE

		本集團 Group	
		2006	2005
		港元 HK\$	港元 HK\$
代理、經紀及中介人欠款	Due from agents, brokers and intermediates	15,531,812	14,578,276
減：減值虧損	Less: Impairment losses	(2,581,634)	(2,581,818)
		12,950,178	11,996,458
合約持有人欠款	Due from contract holders	111,650	240,887
減：減值虧損	Less: Impairment losses	(5,371)	(5,371)
		106,279	235,516
再保險人欠款	Due from reinsurers	648,555	915,747
減：減值虧損	Less: Impairment losses	(537,666)	(537,156)
		110,889	378,591
		13,167,346	12,610,565

保險應收款大部份之信貸期限一般由90天至120天不等。保險應收款之信貸條款(包括是否需要由第三者出具擔保)由高級管理人員決定。

The credit period for the majority of insurance receivable normally ranges from 90 to 120 days. The credit terms of insurance receivable, including whether guarantees from third parties are required, are determined by senior management.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

23 保險應收款 (續)

於2006年12月31日，保險應收款的賬齡分析(按發票日期)如下：

		本集團 Group	
		2006	2005
		港元 HK\$	港元 HK\$
30日內	Within 30 days	2,624,286	2,525,094
31至60日	31-60 days	3,421,417	3,993,562
61至90日	61-90 days	2,879,494	2,820,574
超過 90日	Over 90 days	4,242,149	3,271,335
		13,167,346	12,610,565

24 再保險資產

		本集團 Group	
		2006	2005
		港元 HK\$	港元 HK\$
再保險人應佔的保險責任 (註釋27)	Reinsurers' share of insurance liabilities (Note 27)	10,337,431	10,935,189

上述結餘不包括計入保險應收款內(註釋23)再保險人欠付本集團就分保合約已支付的賠償額的款項。

再保險資產包括一筆預期於十二個月後收回的款項港幣1,805,152元(2005年：港幣427,965元)。

23 INSURANCE RECEIVABLE (Continued)

At 31st December 2006, the ageing analysis of insurance receivable by invoice date was as follows:

24 REINSURANCE ASSETS

Balance above exclude the amounts due from reinsurers in respect of claims already paid by the Group on the contracts that are reinsured, which are included in insurance receivable (Note 23).

Included in the balance is an amount of HK\$1,805,152 (2005: HK\$427,965) which is expected to be recovered after twelve months.

NOTES TO THE FINANCIAL STATEMENTS

25 按公平值透過損益列賬的金融資產

25 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		本集團 Group		本公司 Company	
		2006	2005	2006	2005
		港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
持作買賣股權證券， 於香港上市 — 按市值	Equity securities held for trading, listed in Hong Kong — at market value	2,819,853	8,706,383	425,853	1,475,278

26 現金及銀行結存

26 CASH AND BANK BALANCES

此現金及銀行結存包括結存於中國內地若干銀行之存款人民幣237,163,376元(折算港幣236,268,084元) (2005年12月31日：人民幣141,021,908元，折算港幣135,497,375元)。

Included in cash and bank balances are deposits of RMB237,163,376 (equivalent to HK\$236,268,084) placed with certain banks in Mainland China (31st December 2005: RMB141,021,908, equivalent to HK\$135,497,375).

根據香港保險業監理處之規定，受其監管的一間附屬公司需經常將為數不少於港幣1,600萬元(2005年12月31日：港幣1,600萬元)之資金撥為銀行存款。該附屬公司亦維持港幣5,220,193元(2005年12月31日：港幣5,468,576元)之銀行存款以符合澳門《保險活動管制法例》之若干規定。

Pursuant to the requirements from the Office of the Commissioner of Insurance in Hong Kong, a subsidiary maintains at all times a portion of its funds, being not less than HK\$16 million (31st December 2005: HK\$16 million), in bank deposits. The subsidiary has also maintained a bank deposit of HK\$5,220,193 (31st December 2005: HK\$5,468,576) for fulfilling certain requirements under the Macau Insurance Ordinance.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

27 保險合約及再保險資產

27 INSURANCE CONTRACTS AND REINSURANCE ASSETS

		本集團 Group	
		2006	2005
		港元 HK\$	港元 HK\$
毛額	Gross		
短期保險合約	Short term insurance contracts		
— 已呈報索償及損失調整費用	— claims reported and loss adjustment expenses	39,323,887	42,967,288
— 已發生但未呈報索償	— claims incurred but not reported	13,583,000	14,474,000
		52,906,887	57,441,288
— 未滿期保費	— unearned premiums	34,847,724	34,471,324
— 未滿期風險撥備	— unexpired risks provision	543,000	720,000
保險責任總值，毛額	Total insurance liabilities, gross	88,297,611	92,632,612
應收再保險人款項	Recoverable from reinsurers		
短期保險合約	Short term insurance contracts		
— 已呈報索償及損失調整費用	— claims reported and loss adjustment expenses	(1,805,152)	(1,934,743)
— 已發生但未呈報索償	— claims incurred but not reported	(5,241,000)	(5,532,000)
		(7,046,152)	(7,466,743)
— 未滿期保費	— unearned premiums	(3,291,279)	(3,468,446)
再保險人應佔保險 責任總額 (註釋24)	Total reinsurers' share of insurance liabilities (Note 24)	(10,337,431)	(10,935,189)
淨額	Net		
短期保險合約	Short term insurance contracts		
— 已呈報索償及損失調整費用	— claims reported and loss adjustment expenses	37,518,735	41,032,545
— 已發生但未呈報索償	— claims incurred but not reported	8,342,000	8,942,000
		45,860,735	49,974,545
— 未滿期保費	— unearned premiums	31,556,445	31,002,878
— 未滿期風險撥備	— unexpired risks provision	543,000	720,000
保險責任總值，淨額	Total insurance liabilities, net	77,960,180	81,697,423

已呈報索償毛額、損失調整費用及已發生但未呈報索償等責任的數額已扣除預期可從損餘及代位權收回的款額。

保險責任淨額包括一筆預期於十二個月後結清的款項港幣26,982,741元(2005年：港幣28,974,314元)。

The liabilities for gross claims reported, loss adjustment expenses and claims incurred but not reported are net of expected recoveries from salvage and subrogation.

Included in the net insurance liabilities balance is an amount of HK\$26,982,741 (2005: HK\$28,974,314) which is expected to be settled after twelve months.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

27 保險合約及再保險資產 (續)

(a) 短期非壽險保險合約的假設

(i) 決定假設的方法

本集團使用多項統計方法，考慮不同的假設以估計最終賠償成本。每個業務類別於每一事故年度所採用的結果，取決於評估最適合分析歷史發展的方法。在若干情況下，同一業務類別於個別事故年度或事故年度組別會選用不同的方法或綜合不同方法從而作出估計。

於估計本集團汽車保險組合的賠償責任時，應用已付及已發生的損失發展法，並以Bornhuetter-Ferguson (「BF」) 法增補。

已付及已發生的損失發展法採用歷史賠償發展模式預測最終賠償成本，而BF法則依據從估計損失比率逐步發展至按經驗比率預測。BF法應用於較近期的事故年度，因為若採用已付及已發生的損失發展法，可能產生不太準確的結果。最終賠償責任的估計亦考慮到業界廣泛趨向賠償成本，直接及再保險保費率以及在香港承保汽車保險的收益率。保費責任的估計乃參考預測的最終賠償率，即估計最終賠償責任除以已賺保費。

27 INSURANCE CONTRACTS AND REINSURANCE ASSETS (Continued)

(a) Assumptions on short term non-life insurance contracts

(i) Process used to decide on assumptions

The Group uses several statistical methods to incorporate the various assumptions made in order to estimate the ultimate cost of claims. The choice of selected results for each accident year of each class of business depends on an assessment of the technique that has been most appropriate to observed historical developments. In certain instances, different techniques or combination of techniques have been selected for individual accident years or groups of accident years within the same class of business.

In estimating the claims liabilities of the Group's motor insurance portfolio, the paid and incurred loss development methods supplemented by the Bornhuetter-Ferguson ("BF") method are applied.

The paid and incurred loss development methods use historical patterns of claim to project the ultimate cost of the claims, and the BF method relies on a gradual transition from an estimated loss ratio to an experience-rated development. BF method is applied to the more recent accident years, for which the paid and incurred loss development methods may yield less accurate results. The industry wide trends in the claims costs, direct and reinsurance premium rates and underwriting profitability for the motor insurance business in Hong Kong are also considered in the ultimate claims liabilities estimation. The estimation of the premium liabilities is made by reference to the projected ultimate loss ratios, which is the estimated ultimate claims liability divided by the earned premium.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

27 保險合約及再保險資產 (續)

(a) 短期非壽險保險合約的假設 (續)

(i) 決定假設的方法 (續)

至於本集團其他保險組合類別，預測最終損失比率的方法採用已發生的損失發展法，再以已賺保費及平均已發生損失年度發展法作為補充。

(ii) 敏感性分析－保險及賠償發展的敏感度報表

估計方法的合理性以多個不同情況的敏感性分析測試。給予蒙受人身傷害的金錢賠償及僱主責任賠償的改變對估計此等保險合約所使用的假設最為關鍵。

本集團相信於年底時此等賠償的責任已足夠。但此等賠償的成本增加百分之十將需要確認額外損失約港幣460萬元(2005年：港幣500萬元)(已扣除再保險)。

上述對除稅前溢利的影響並未計入其他變數的改變，此乃由於此等變數被視為較不重要。有關評估及個別變數的相對重要性可能於將來有所改變。

27 INSURANCE CONTRACTS AND REINSURANCE ASSETS (Continued)

(a) Assumptions on short term non-life insurance contracts (Continued)

(i) Process used to decide on assumptions (Continued)

For other class of insurance portfolio of the Group, the incurred loss development methods supplement with the earned premium and average incurred loss year development are used to project the estimated ultimate loss ratio.

(ii) Sensitivity analysis — sensitivity of insurance and claims development tables

The reasonableness of the estimation process is tested by an analysis of sensitivity around several difference scenarios. The change in the monetary awards granted for bodily injury suffered and also the employers' liability claims is the most critical to the assumptions used to estimate the liabilities for these insurance contracts.

The Group believes that the liability for these claims carried at the year-end is adequate. However, an increase of 10% in the cost of these claims would require the recognition of an additional loss of approximately HK\$4.6 million (2005: HK\$5 million) net of reinsurance.

The impact on the profit before tax described above does not take into account of changes in other variables, as they are considered to be less material. Such an assessment and the relative materiality of individual variables may change in the future.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

27 保險合約及再保險資產(續)

(a) 短期非壽險保險合約的假設(續)

(ii) 敏感性分析—保險及賠償發展的敏感度報表(續)

除了進行情況測試外，保險責任的發展為本集團估計最終賠償價值的能力提供計量。下表的上半部闡明本集團於每一事故年度估計未決賠償總額於接續年底的變動情況。下表的下半部為累計賠償調節至資產負債表的數額。

保險賠償—毛額

事故年度	Accident year	2002	2003	2004	2005	2006	總額 Total
		港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
估計最終賠償成本	Estimate of ultimate claims costs						
— 事故年尾	— at end of accident year	39,231,672	28,139,145	31,829,763	36,006,430	29,854,349	
— 一年後	— one year later	30,692,265	18,565,542	20,834,578	27,551,670		
— 二年後	— two years later	33,192,211	18,418,173	20,985,804			
— 三年後	— three years later	28,470,914	16,504,740				
— 四年後	— four years later	27,663,093					
累計賠償當期估計	Current estimate of cumulative claims	27,663,093	16,504,740	20,985,804	27,551,670	29,854,349	122,559,656
至今累計付款	Cumulative payment to date	(26,819,786)	(13,534,946)	(13,819,950)	(11,759,408)	(5,735,355)	(71,669,445)
		843,307	2,969,794	7,165,854	15,792,262	24,118,994	50,890,211
往年度責任	Liability in respect of prior years						2,016,676
							52,906,887

27 INSURANCE CONTRACTS AND REINSURANCE ASSETS (Continued)

(a) Assumptions on short term non-life insurance contracts (Continued)

(ii) Sensitivity analysis — sensitivity of insurance and claims development tables (Continued)

In addition to scenario testing, the development of insurance liabilities provides a measure of the Group's ability to estimate the ultimate value of claims. The top half of the table below illustrates how the Group's estimate of total claims outstanding for each accident year has changed at successive year-ends. The bottom half of the table reconciles the cumulative claims to the amount appearing in the balance sheet.

Insurance claims — gross

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

27 保險合約及再保險資產 (續)

27 INSURANCE CONTRACTS AND REINSURANCE ASSETS (Continued)

(a) 短期非壽險保險合約的假設 (續)

(a) Assumptions on short term non-life insurance contracts (Continued)

(ii) 敏感性分析 — 保險及賠償發展的敏感度報表 (續)

(ii) Sensitivity analysis — sensitivity of insurance and claims development tables (Continued)

保險賠償 — 淨額

Insurance claims — net

事故年度	Accident year	2002	2003	2004	2005	2006	總額 Total
		港元	港元	港元	港元	港元	港元
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
估計最終賠償成本	Estimate of ultimate claims costs						
— 事故年尾	— at end of accident year	30,481,045	21,945,834	23,948,054	28,880,147	24,420,895	
— 一年後	— one year later	26,286,975	16,881,669	18,717,066	25,613,931		
— 二年後	— two years later	25,614,643	16,948,090	18,695,107			
— 三年後	— three years later	21,402,272	15,034,657				
— 四年後	— four years later	20,644,451					
累計賠償當期估計	Current estimate of cumulative claims	20,644,451	15,034,657	18,695,107	25,613,931	24,420,895	104,409,041
至今累計付款	Cumulative payment to date	(19,826,264)	(12,064,863)	(11,629,753)	(11,321,669)	(5,542,901)	(60,385,450)
		818,187	2,969,794	7,065,354	14,292,262	18,877,994	44,023,591
往年度責任	Liability in respect of prior years						1,837,144
							45,860,735

本集團為近數年沒有變動的若干短期保險產品訂立一系列有效的分保合同。

The Group has in place a series of effective reinsurance covers on a number of short-term insurance products that have remained unchanged in recent years.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

27 保險合約及再保險資產(續)

27 INSURANCE CONTRACTS AND REINSURANCE ASSETS (Continued)

(b) 保險合約及再保險資產變動

(b) Movement in insurance contracts and reinsurance assets

(i) 賠償及損失調整費用

(i) Claims and loss adjustment expenses

		2006			2005		
		毛額	再保險	淨額	毛額	再保險	淨額
		Gross	Reinsurance	Net	Gross	Reinsurance	Net
		港元	港元	港元	港元	港元	港元
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
已呈報賠償	Notified claims	42,967,288	(1,934,743)	41,032,545	46,515,644	(5,654,235)	40,861,409
已發生但未呈報	Incurred but not reported	14,474,000	(5,532,000)	8,942,000	14,378,000	(7,163,000)	7,215,000
於1月1日	At 1st January	57,441,288	(7,466,743)	49,974,545	60,893,644	(12,817,235)	48,076,409
年內以現金償付的賠償	Cash paid for claims settled during the year	(19,951,512)	30,781	(19,920,731)	(20,568,180)	4,088,309	(16,479,871)
責任增加/(減少)	Increase/(decrease) in liabilities						
— 當年產生賠償	— arising from current year claims	16,089,675	(10,780)	16,078,895	21,478,430	(1,540,283)	19,938,147
— 往年產生賠償	— arising from prior year claims	218,436	109,590	328,026	(4,458,606)	1,171,466	(3,287,140)
— 已發生但未呈報	— arising from incurred but not reported	(891,000)	291,000	(600,000)	96,000	1,631,000	1,727,000
於12月31日	At 31st December	52,906,887	(7,046,152)	45,860,735	57,441,288	(7,466,743)	49,974,545
已呈報賠償	Notified claims	39,323,887	(1,805,152)	37,518,735	42,967,288	(1,934,743)	41,032,545
已發生但未呈報	Incurred but not reported	13,583,000	(5,241,000)	8,342,000	14,474,000	(5,532,000)	8,942,000
於12月31日	At 31st December	52,906,887	(7,046,152)	45,860,735	57,441,288	(7,466,743)	49,974,545

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

27 保險合約及再保險資產 (續)

(b) 保險合約及再保險資產變動 (續)

(ii) 未滿期保費及未滿期短期風險準備金

年內變動摘要如下。

未滿期保費準備金

		2006			2005		
		毛額	再保險	淨額	毛額	再保險	淨額
		Gross	Reinsurance	Net	Gross	Reinsurance	Net
		港元	港元	港元	港元	港元	港元
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
於1月1日	At 1st January	34,471,324	(3,468,446)	31,002,878	31,086,631	(4,314,027)	26,772,604
年內增加	Increase during the year	34,847,724	(3,291,279)	31,556,445	34,399,447	(3,468,446)	30,931,001
年內免除	Release during the year	(34,471,324)	3,468,446	(31,002,878)	(31,014,754)	4,314,027	(26,700,727)
於12月31日	At 31st December	34,847,724	(3,291,279)	31,556,445	34,471,324	(3,468,446)	31,002,878

未滿期風險準備金

		2006			2005		
		毛額	再保險	淨額	毛額	再保險	淨額
		Gross	Reinsurance	Net	Gross	Reinsurance	Net
		港元	港元	港元	港元	港元	港元
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
於1月1日	At 1st January	720,000	—	720,000	3,115,000	—	3,115,000
年內免除	Release during the year	(177,000)	—	(177,000)	(2,395,000)	—	(2,395,000)
於12月31日	At 31st December	543,000	—	543,000	720,000	—	720,000

未滿期保費準備金為短期保險合約責任，乃於年底時本集團承擔的責任尚未到期。未滿期風險準備金涉及本集團預期支付賠償額超出相關未滿期保費準備金的保險合約。

27 INSURANCE CONTRACTS AND REINSURANCE ASSETS (Continued)

(b) Movement in insurance contracts and reinsurance assets (Continued)

(ii) Provision for unearned premiums and unexpired short term insurance risks

The movement for the year are summarised below.

Provision for unearned premiums

Provision for unexpired risks

Provisions for unearned premiums represent the liability for short-term insurance contracts for which the Group's obligations are not expired at year-end. The unexpired risk provision relates to the insurance contracts for which the Group expects to pay claims in excess of the related unearned premium provision.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

28 保險應付款

於2006年12月31日，保險應付款的賬齡分析(按發票日期)如下：

30日內	Within 30 days
31至60日	31-60 days
61至90日	61-90 days
超過 90日	Over 90 days

28 INSURANCE PAYABLE

At 31st December 2006, the ageing analysis of the insurance payable by invoice date was as follows:

		本集團 Group	
		2006	2005
		港元 HK\$	港元 HK\$
		942,046	1,454,968
		1,294,162	1,477,788
		951,741	995,139
		1,529,089	1,709,637
		4,717,038	5,637,532

29 其他應付賬款及應付費用

於2006年12月31日，結餘包括應付本集團主要股東福建投資企業的款項為人民幣1,905萬元(相等於約港幣1,898萬元)。此款項為無抵押、免息及須於要求時償還，乃本集團於2005年收購華能股份投資的應付代價(註釋20)。

於結算日後，本集團悉數償還有關款項。

29 OTHER CREDITORS AND ACCRUALS

As at 31st December 2006, the balance included an amount payable to the Group's substantial shareholder, FIEC, of RMB19.05 million (equivalent to approximately HK\$18.98 million). The amount is unsecured, interest free and repayable on demand and represents the consideration payable by the Group for acquiring the investment in Huaneng Shares (Note 20) in 2005.

Subsequent to the balance sheet date, the amount was fully repaid by the Group.

30 已收按金

於2005年12月31日，本集團代一聯營公司，Promise Good Limited (「PGL」) 收取一潛在買家人民幣1,500萬元的按金，作為其預期出售於中國內地之收費公路投資。於2006年3月，PGL與該潛在買家簽訂協議以人民幣7,000萬元的代價出售有關收費公路投資(註釋19)。於本年度內，本集團代 PGL 收取該買家人民幣3,000萬元的額外款項。於2006年12月31日，本集團持有的累計款項人民幣4,500萬元為免息並須於PGL要求時由本公司償還予PGL。

30 DEPOSITS RECEIVED

As at 31st December 2005, the Company received a deposit of RMB15 million from a potential buyer on behalf of an associate, Promise Good Limited ("PGL"), in relation to its contemplated disposal of the toll road investments in Mainland China. In March 2006, PGL has executed an agreement with the potential buyer to dispose of the toll road investments at RMB70 million (Note 19). During the year, the Company has received an additional sum of RMB30 million from the buyer on behalf of PGL. The aggregate sum of RMB45 million held by the Company as at 31st December 2006 is interest-free and repayable by the Company to PGL on the latter's demand.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

31 短期墊款

短期墊款乃本集團一間前非全資附屬公司濟南太平洋之借款，如下：

31 SHORT TERM ADVANCES

The short term advances represented loans borrowed by a former non-wholly owned subsidiary of the Group, Jinan Pacific, as follows:

		本集團 Group	
		2006	2005
		港元 HK\$	港元 HK\$
其少數股東之貸款 (a)	Loans from a minority shareholder (a)	—	8,638,427
第三者之貸款 (b)	Loans from third parties (b)	—	18,753,592
		—	27,392,019

(a) 貸款以人民幣為單位，提供作為流動資金之用。此等貸款皆無抵押、須於要求時償還，利息按年利率6厘計算。本集團出售其於濟南太平洋之權益後已不再確認上述貸款(註釋38(b))。

(a) The loans were denominated in RMB and were advanced for working capital requirements. They were unsecured, repayable on demand and interest bearing at 6% per annum. The loans were derecognised as a result of the Group's disposal of its interests in Jinan Pacific (Note 38(b)).

(b) 貸款以人民幣為單位，由兩間中國內地非金融機構提供，以購入一幅土地之土地使用權。此等貸款皆無抵押，須於要求時償還，利息按年利率5.22厘至6厘計算。人民幣1,700萬元之貸款已於年內償還，貸款餘額則在本集團出售其於濟南太平洋之權益後不再確認(註釋38(b))。

(b) The loans were denominated in RMB and were advanced from two non-financial institutions in Mainland China for financing the acquisition of the land use rights of a parcel of land. The loans were unsecured, repayable on demand and interest bearing at 5.22% to 6% per annum. A sum of RMB17 million was repaid during the year and the remaining balance was derecognised as a result of the Group's disposal of its interests in Jinan Pacific (Note 38(b)).

32 銀行貸款

32 BANK BORROWINGS

		本集團及本公司 Group and Company	
		2006	2005
		港元 HK\$	港元 HK\$
銀行貸款，有抵押	Bank loans, secured	63,874,407	119,707,082
減：包括於流動負債內之 一年內到期的款項	Less: Amounts due within one year included under current liabilities	(15,945,478)	(23,896,784)
		47,928,929	95,810,298

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

32 銀行貸款 (續)

銀行貸款以港元為單位，並以本集團其中一項物業(包括租賃土地部份)(註釋14及16)作抵押，該物業於2006年12月31日之賬面淨值為港幣1,397萬元(2005年12月31日：港幣1,443萬元)。

銀行貸款到期日如下：

		本集團及本公司 Group and Company	
		2006	2005
		港元 HK\$	港元 HK\$
第一年內	Within 1 year	15,945,478	23,896,784
多於一年但於兩年內	More than 1 year but within 2 years	15,960,327	23,917,789
多於兩年但於五年內	More than 2 years but within 5 years	31,968,602	71,892,509
		63,874,407	119,707,082

銀行貸款利息按香港銀行同業拆息加息差計算，於結算日的實際年利率為5.5厘。

於結算日後，本公司已悉數償還該等銀行貸款，並從另一家銀行提取港幣18,000萬元的三年期浮動利率貸款，作為本集團於中國內地設立的一家全資外商投資企業閩信(蘇州)置業發展有限公司(「閩信蘇州」)的物業項目的融資(註釋40(a))，及其他流動資金目的。該項新銀行貸款以本集團的銀行存款港幣700萬元、於2006年12月31日賬面值達港幣4,837萬元的若干物業(包括租賃土地部份)及本公司的附屬公司(閩信地產有限公司及閩信蘇州)的股權作為抵押。

32 BANK BORROWINGS (Continued)

These bank loans were denominated in Hong Kong Dollars and secured by one of the properties (including the leasehold land component) (Notes 14 and 16) of the Group with a net book value of HK\$13.97 million as at 31st December 2006 (31st December 2005: HK\$14.43 million).

The maturity profile of the bank loans is as follows:

The bank loans were bearing interest at a spread over Hong Kong Interbank Offered Rate and the effective interest rate at the balance sheet date was 5.5% per annum.

Subsequent to the balance sheet date, the Company has fully repaid these bank loans and drawn down a three-year floating rate loan of HK\$180 million from another bank for financing the property project of Minxin (Suzhou) Property Development Co., Ltd. ("Minxin Suzhou"), a wholly-owned foreign investment enterprise of the Group registered in Mainland China (Note 40(a)), and other working capital purposes. The new bank loan is secured by the Group's bank deposit of HK\$7 million, certain properties (including the leasehold land component) with a book value of HK\$48.37 million as at 31st December 2006 and share mortgages of the Company's subsidiaries, namely Min Xin Properties Limited and Minxin Suzhou.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

33 遞延所得稅

遞延稅項採用負債法就暫時差異按香港稅項之稅率17.5% (2005年：17.5%)及中國內地稅項之稅率33% (2005年：33%)作全數撥備。當有法定權利可將當期稅項資產與當期稅務負債抵銷，而遞延所得稅涉及同一財稅機關，則可將遞延所得稅資產與遞延所得稅負債互相抵銷。

遞延稅項資產／(負債)之變動如下：

		本集團 Group		本公司 Company	
		2006	2005	2006	2005
		港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
於1月1日	At 1st January	351,093	(311,731)	—	—
在本年度損益賬(扣除)／ 記賬之遞延稅項	Deferred taxation (charged) / credited to current year income statement	(2,568,007)	670,066	(2,281,708)	—
直接在投資儲備金扣除 之遞延稅項	Deferred taxation charged directly to investment revaluation reserve	(26,572,679)	—	(26,572,679)	—
匯兌差額	Exchange differences	—	(7,242)	—	—
於12月31日	At 31st December	<u>(28,789,593)</u>	<u>351,093</u>	<u>(28,854,387)</u>	<u>—</u>

遞延所得稅資產乃因應相關稅務利益可透過未來應課稅溢利變現而就所結轉之稅損作確認。於2006年12月31日，本集團有估計未確認稅損約港幣13,100萬元 (2005年：約港幣11,400萬元)可結轉以抵銷未來應課稅收入。此等稅損並無限期。

33 DEFERRED INCOME TAX

Deferred taxation is calculated in full on temporary differences under the liability method using a taxation rate of 17.5% (2005: 17.5%) for Hong Kong taxation and 33% (2005: 33%) for Mainland China taxation. Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The movement on the deferred tax assets / (liabilities) account is as follows:

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through future taxable profits is probable. At 31st December 2006, the Group has estimated unrecognised tax losses of approximately HK\$131 million (2005: approximately HK\$114 million) to carry forward against future taxable income. These tax losses have no expiry date.

33 遞延所得稅 (續)

33 DEFERRED INCOME TAX (Continued)

(i) 年內遞延所得稅資產及負債之變動(與同一徵稅地區之結餘抵銷前)如下:

(i) The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

遞延所得稅負債

Deferred income tax liabilities

本集團

The Group

	加速稅項折舊及投資物業重估 Accelerated tax depreciation and investment properties revaluation		應計收入 Accrued income		可供出售金融資產 之公平價值收益 Fair value gains on available-for-sale financial assets		總額 Total	
	2006 港元 HK\$	2005 港元 HK\$	2006 港元 HK\$	2005 港元 HK\$	2006 港元 HK\$	2005 港元 HK\$	2006 港元 HK\$	2005 港元 HK\$
於1月1日 在損益賬扣除/(記賬)	1,865,620	2,024,882	316,574	332,976	—	—	2,182,194	2,357,858
直接於投資重估 儲備金扣除	2,348,340	(159,305)	(316,574)	(23,601)	—	—	2,031,766	(182,906)
匯兌差額	—	43	—	7,199	—	—	26,572,679	—
於12月31日	4,213,960	1,865,620	—	316,574	26,572,679	—	30,786,639	2,182,194

本公司

The Company

	加速稅項折舊及投資物業重估 Accelerated tax depreciation and investment properties revaluation		應計收入 Accrued income		可供出售金融資產 之公平價值收益 Fair value gains on available-for-sale financial assets		總額 Total	
	2006 港元 HK\$	2005 港元 HK\$	2006 港元 HK\$	2005 港元 HK\$	2006 港元 HK\$	2005 港元 HK\$	2006 港元 HK\$	2005 港元 HK\$
於1月1日 在損益賬扣除	433,020	253,508	—	—	—	—	433,020	253,508
直接於投資重估儲備金扣除	2,224,889	179,512	—	—	—	—	2,224,889	179,512
於12月31日	2,657,909	433,020	—	—	26,572,679	—	29,230,588	433,020

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

33 遞延所得稅 (續)

遞延所得稅資產

本集團

		稅損 Tax losses	
		2006	2005
		港元 HK\$	港元 HK\$
於1月1日	At 1st January	(2,533,287)	(2,046,127)
在損益賬扣除 / (記賬)	Charged / (credited) to income statement	536,241	(487,160)
於12月31日	At 31st December	(1,997,046)	(2,533,287)

本公司

33 DEFERRED INCOME TAX (Continued)

Deferred income tax assets

The Group

		稅損 Tax losses	
		2006	2005
		港元 HK\$	港元 HK\$
於1月1日	At 1st January	(433,020)	(253,508)
在損益賬扣除 / (記賬)	Charged / (credited) to income statement	56,819	(179,512)
於12月31日	At 31st December	(376,201)	(433,020)

The Company

當有法定權利可將當期所得稅項資產與當期所得稅務負債抵銷，而遞延所得稅涉及同一財政機關，則可將遞延所得稅資產與遞延所得稅負債互相抵銷。在計入適當抵銷後，下列金額在綜合資產負債表內列賬：

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The following amount, determined after appropriate offsetting, is shown in the consolidated balance sheet:

		本集團 Group		本公司 Company	
		2006	2005	2006	2005
		港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
遞延所得稅資產	Deferred income tax assets				
— 將於12個月後收回	— To be recovered after 12 months	508,997	500,178	—	—
— 將於12個月內收回	— To be recovered within 12 months	17,428	49,737	—	—
		526,425	549,915	—	—
遞延所得稅負債	Deferred income tax liabilities				
— 將於12個月後繳付	— To be settled after 12 months	(29,472,705)	(198,822)	(28,854,387)	—
— 將於12個月內繳付	— To be settled within 12 months	156,687	—	—	—
		(29,316,018)	(198,822)	(28,854,387)	—
		(28,789,593)	351,093	(28,854,387)	—

34 資本及儲備金

34 CAPITAL AND RESERVES

(a) 本集團

(a) The Group

本公司權益持有人應佔Attributable to the equity holders of the Company
其他儲備金 Other reserves

股本 Share capital	股份溢價 Share premium	資本贖回儲備金 Capital redemption reserve	法定儲備金 Statutory reserve	普通儲備金 General reserve	資本儲備金 Capital reserve	投資重估儲備金 Investment revaluation reserve	外匯折算儲備金 Exchange translation reserve	小計 Sub-total		保留溢利 Retained profits	合計 Total	少數股東權益 Minority interest	股東權益總額 Total equity
								港元 HK\$	港元 HK\$				
459,428,656	384,620,414	47,086,000	43,378,133	82,017,559	211,601,422	45,902,061	7,286,555	821,892,144	453,14,612	1,324,835,412	14,363,161	1,339,198,573	
-	-	-	-	-	-	26,419,172	-	26,419,172	-	26,419,172	-	26,419,172	
-	-	-	-	-	-	29,806,709	-	29,806,709	-	29,806,709	-	29,806,709	
-	-	-	-	-	-	(1,790,542)	-	(1,790,542)	-	(1,790,542)	-	(1,790,542)	
-	-	-	-	-	-	(33,903,886)	-	(33,903,886)	-	(33,903,886)	-	(33,903,886)	
-	-	-	-	-	-	-	(1,007,856)	(1,007,856)	-	(1,007,856)	-	(1,007,856)	
-	-	-	-	23,420	-	-	24,247,381	24,270,801	-	24,270,801	194,369	24,465,170	
-	-	-	-	23,420	-	25,531,453	23,239,525	278,794,398	-	278,794,398	194,369	278,988,767	
-	-	-	-	-	-	-	-	-	104,024,629	104,024,629	(1,147,123)	103,877,506	
-	-	-	-	23,420	-	25,531,453	23,239,525	278,794,398	104,024,629	383,619,027	(952,754)	382,666,273	
-	-	-	-	(1,446,664)	3,888,479	-	2,441,815	2,441,815	(2,441,815)	-	(13,410,407)	(13,410,407)	
-	-	-	-	-	-	-	-	-	(13,782,860)	(13,782,860)	-	(13,782,860)	
-	-	-	8,023,455	18,283,079	-	-	-	26,306,534	(26,306,534)	-	-	-	
459,428,656	384,620,414	47,086,000	51,401,588	98,877,394	215,489,901	30,143,314	30,526,080	1,129,434,891	105,808,032	1,694,671,579	-	1,694,671,579	

2006年1月1日
At 1st January 2006

可供出售金融資產公平值變動
Change in fair value of available-for-sale financial assets
共同控制實體持有可供出售
金融資產公平值變動
Change in fair value of available-for-sale financial assets
held by jointly controlled entity
可供出售金融資產
Disposal of available-for-sale financial assets
金儲備金
held by jointly controlled entity
確認為延稅所得稅負債
Deferred income tax liabilities recognised
出售一附屬公司
Disposal of a subsidiary
與海外附屬公司、聯營公司
及共同控制實體的財務報表
換算產生的匯兌差額
Exchange differences arising on translation of the
financial statements of foreign subsidiaries, associates
and jointly controlled entities

直接放權益賬轉讓之收益淨額
Net gain recognised directly in equity

本年溢利
Profit for the year

本年度確認之收益淨額
Net gain recognised for the year

出售一附屬公司
Disposal of a subsidiary

股息
Dividend

調撥
Transfers

2006年12月31日
At 31st December 2006

組成如下：
Representing:
2006年撥派末期股息
2006 final dividend proposed
其他
Others

於2006年12月31日之賬面溢利
Retained profits as at 31st December 2006

34 資本及儲備金 (續)

34 CAPITAL AND RESERVES (Continued)

(b) 本公司

(b) The Company

	股本		股份溢價		資本贖回儲備金		其他儲備金		投資重估儲備金		保留溢利		總額
	Share capital	Share premium	Capital redemption reserve	Investment revaluation reserve	Sub-total	Retained profits	Total	港元	港元	港元	港元	港元	
	港元	港元	港元	港元	港元	港元	港元	港元	港元	港元	港元	港元	港元
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
2006年1月1日	459,428,656	384,620,414	47,086,000	4,307,620	436,014,034	17,940,030	913,382,720						
可供出售金融資產 公平值變動	—	—	—	261,419,172	261,419,172	—	261,419,172						
確認遞延所得稅負債	—	—	—	(26,572,679)	(26,572,679)	—	(26,572,679)						
本年度溢利	—	—	—	—	—	20,187,971	20,187,971						
股息	—	—	—	—	—	(13,782,860)	(13,782,860)						
2006年12月31日	459,428,656	384,620,414	47,086,000	239,154,113	670,860,527	24,345,141	1,154,634,324						
組成如下:													
2006年擬派末期股息						18,377,146	18,377,146						
其他						5,967,995	5,967,995						
於2006年12月31日之保留溢利						24,345,141	24,345,141						
2005年1月1日	459,428,656	384,620,414	47,086,000	—	431,706,414	6,852,646	897,987,716						
可供出售金融資產 公平值變動	—	—	—	4,307,620	4,307,620	—	4,307,620						
本年度溢利	—	—	—	—	—	11,087,384	11,087,384						
2005年12月31日	459,428,656	384,620,414	47,086,000	4,307,620	436,014,034	17,940,030	913,382,720						
組成如下:													
2005年擬派末期股息						13,782,860	13,782,860						
其他						4,157,170	4,157,170						
於2005年12月31日之保留溢利						17,940,030	17,940,030						

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

34 資本及儲備金 (續)

34 CAPITAL AND RESERVES (Continued)

(c) 股本

(c) Share capital

		2006		2005	
		股份數目	港元	股份數目	港元
		No. of shares	HK\$	No. of shares	HK\$
法定股本	Authorised				
普通股每股港幣1元	Ordinary shares of HK\$1 each	<u>800,000,000</u>	<u>800,000,000</u>	<u>800,000,000</u>	<u>800,000,000</u>
普通股，已發行及繳足股本	Ordinary shares, issued and fully paid				
普通股每股港幣1元	Ordinary shares of HK\$1 each	<u>459,428,656</u>	<u>459,428,656</u>	<u>459,428,656</u>	<u>459,428,656</u>

普通股持有人有權收取不時宣派的股息，並在股東會議上就每股有一票的投票權。所有普通股股份對本公司剩餘資產擁有同等權益。

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings. All ordinary shares rank equally with regard to the Company's residual assets.

(d) 儲備金的性質及用途

(d) Nature and purpose of reserves

(i) 股份溢價及資本贖回儲備金

股份溢價及資本贖回儲備金的運用，分別受香港《公司條例》第48B條及第49H條所規管。

(i) Share premium and capital redemption reserve

The application of the share premium account and the capital redemption reserve is governed by Sections 48B and 49H respectively of the Hong Kong Companies Ordinance.

(ii) 法定儲備金

法定儲備金乃依照中國內地和澳門的相關法例規定而自保留溢利撥出之儲備金。

(ii) Statutory reserve

The statutory reserve is set aside from retained earnings in accordance with the relevant statutory requirements in Mainland China and Macau.

(iii) 普通儲備金

普通儲備金乃從保留溢利撥出並作一般用途。

(iii) General reserve

The general reserve is transferred from retained earnings and is available for general use.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

34 資本及儲備金 (續)

(d) 儲備金的性質及用途 (續)

(iv) 資本儲備金

資本儲備金包括：

- 2001年1月1日以前購入附屬公司及聯營公司而於綜合賬產生的商譽及本集團應佔被收購者的可識辨資產、負債及或然負債的公平淨值高於成本價的數額；及
- 一共同控制實體及其附屬公司於以前年度將儲備金轉化作資本以增加股本。

(v) 投資重估儲備金

投資重估儲備金包括於結算日本公司及一共同控制實體持有的可供出售金融資產的累計公平值變動淨額(減相關遞延稅項記賬/支出)，並根據註釋2.10所載的會計政策處理。

(vi) 外匯折算儲備金

外匯折算儲備金包括換算海外附屬公司、聯營公司及共同控制實體的財務報表至本公司呈報貨幣所產生的所有匯兌差額。有關儲備金根據註釋2.6所載的會計政策處理。

34 CAPITAL AND RESERVES (Continued)

(d) Nature and purpose of reserves (Continued)

(iv) Capital reserve

The capital reserve comprises the following:

- goodwill and the excess of the Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost arising from consolidation of subsidiaries and associates acquired prior to 1st January 2001; and
- capitalisation of reserves for the purpose of increasing the share capital of a jointly controlled entity and its subsidiaries in previous years.

(v) Investment revaluation reserve

The investment revaluation reserve comprises the cumulative net change in the fair value of available-for-sale financial assets (less related deferred tax credit / charge) held by the Company and a jointly controlled entity at the balance sheet date and is dealt with in accordance with the accounting policy set out in Note 2.10.

(vi) Exchange translation reserve

The exchange translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries, associates and jointly controlled entities into the reporting currency of the Company. The reserve is dealt with in accordance with the accounting policy set out in Note 2.6.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

35 財務擔保

於2005年12月31日，本集團一間前非全資附屬公司，濟南太平洋，尚有未償還擔保人民幣787,500元（折算港幣756,650元），此乃其為若干於中國內地購買其物業的買家取得按揭貸款而向銀行出具之擔保。於2006年12月31日，本集團因出售濟南太平洋而不再承受這些擔保合約。

36 承擔

(a) 物業、機器及設備的資本承擔

		本集團 Group		本公司 Company	
		2006	2005	2006	2005
		港元 HK\$	港元 HK\$	港元 HK\$	港元 HK\$
已簽約但未撥備	Contracted but not provided for	<u>165,164</u>	<u>159,295</u>	<u>165,164</u>	<u>159,295</u>
未計入上述集團攤佔 共同控制實體之 資本承擔如下：	The Group's share of capital commitments of the jointly controlled entities not included above is as follows:				
已簽約但未撥備	Contracted but not provided for	<u>35,711</u>	<u>2,424,381</u>		

35 FINANCIAL GUARANTEE

At 31st December 2005, a former non-wholly owned subsidiary of the Group, Jinan Pacific, had outstanding guarantees of RMB787,500 (equivalent to HK\$756,650) granted in favour of the banks which provided mortgage loan facilities to buyers to acquire properties in Mainland China from it. As at 31st December 2006, the Group was no longer exposed to these guarantee contracts as a result of its disposal of Jinan Pacific.

36 COMMITMENTS

(a) Capital commitments for property, plant and equipment

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

36 承擔 (續)

(b) 共同控制實體出售可供出售金融資產

於2006年12月12日，本集團的共同控制實體，廈門國際銀行（「廈門國際銀行」）（註釋18）與一家由廈門國際銀行七名員工成立的公司（「買家」）簽訂了《股權轉讓協議》，約定以人民幣9,237萬元轉讓一家非上市公司共10%的股權。按照《股權轉讓協議》，該股權轉讓的完成需要滿足一定的條件。至2006年12月31日，《股權轉讓協議》上列示的必要合同條款尚未得到完全履行，因此，買家已支付的人民幣9,237萬元股權轉讓價款於2006年12月31日確認為其他應付款-預收款項，並未作為出售處理。根據2007年3月23日的董事會決議，廈門國際銀行董事會決定取消該項《股權轉讓協議》，並於2007年3月28日與買家簽訂了一份《股權轉讓終止協議》。人民幣9,237萬元的股權轉讓款已於2007年3月29日退還給買家。

廈門國際銀行於上述非上市公司的權益由中國內地的福建華興有限責任會計師事務所評估，於2006年12月31日的估值為人民幣22,684萬元。

36 COMMITMENTS (Continued)

(b) Disposal of available-for-sale financial assets by a jointly controlled entity

On 12th December 2006, the Group's jointly controlled entity, Xiamen International Bank ("XIB") (Note 18), entered into a share transfer agreement ("Share Transfer Agreement") with a company set up by seven employees of XIB (the "Buyer"), whereby XIB agreed to transfer its 10% equity interest in an unlisted company at a consideration of RMB92.37 million. The completion of the transfer was subject to certain terms and conditions as specified in the Share Transfer Agreement and as of 31st December 2006, not all the terms and conditions necessary for the completion of the Share Transfer Agreement had been satisfied. Accordingly, the transaction was not recognised as a sale and the consideration received from the Buyer of RMB92.37 million was recorded as other payable in XIB's balance sheet as of 31st December 2006. Pursuant to a board resolution dated 23rd March 2007, the Board of XIB decided to rescind the Share Transfer Agreement and a cancellation agreement was signed with the Buyer on 28th March 2007. The consideration of RMB92.37 million was repaid to the Buyer on 29th March 2007.

XIB's interest in the abovementioned unlisted company was valued by Fujian Huaxing Certified Public Accountants Ltd. in Mainland China at RMB226.84 million as of 31st December 2006.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

37 租約承擔

(a) 承租人

於2006年12月31日，本集團及本公司根據不可撤銷之經營租賃而須於未來支付之最低租賃付款如下：

		本集團		本公司	
		2006	2005	2006	2005
		港元	港元	港元	港元
		HK\$	HK\$	HK\$	HK\$
房地產	Land and buildings				
第一年內	Within one year	316,255	603,709	252,000	1,474,560
第二年至第五年內 (包括首尾兩年)	In the second to fifth year inclusive	90,000	208,255	90,000	144,000
		406,255	811,964	342,000	1,618,560

(b) 出租人

於2006年12月31日，本集團及本公司根據不可撤銷之經營租賃而於未來應收取之最低租賃付款如下：

		本集團		本公司	
		2006	2005	2006	2005
		港元	港元	港元	港元
		HK\$	HK\$	HK\$	HK\$
房地產	Land and buildings				
第一年內	Within one year	5,400,640	4,593,143	2,335,640	2,112,142
第二年至第五年內 (包括首尾兩年)	In the second to fifth year inclusive	6,509,415	3,612,941	1,311,915	3,517,941
		11,910,055	8,206,084	3,647,555	5,630,083

本集團出租之商業及住宅物業之租賃年期由一年至五年不等，租賃期內之租金乃固定租金。

37 LEASE COMMITMENTS

(a) As lessee

At 31st December 2006, the Group and the Company had future aggregate minimum lease payments payable under non-cancellable operating leases as follows:

		本集團		本公司	
		2006	2005	2006	2005
		港元	港元	港元	港元
		HK\$	HK\$	HK\$	HK\$
房地產	Land and buildings				
第一年內	Within one year	316,255	603,709	252,000	1,474,560
第二年至第五年內 (包括首尾兩年)	In the second to fifth year inclusive	90,000	208,255	90,000	144,000
		406,255	811,964	342,000	1,618,560

(b) As lessor

At 31st December 2006, the Group had future aggregate minimum lease payments receivable under non-cancellable operating leases as follows:

		本集團		本公司	
		2006	2005	2006	2005
		港元	港元	港元	港元
		HK\$	HK\$	HK\$	HK\$
房地產	Land and buildings				
第一年內	Within one year	5,400,640	4,593,143	2,335,640	2,112,142
第二年至第五年內 (包括首尾兩年)	In the second to fifth year inclusive	6,509,415	3,612,941	1,311,915	3,517,941
		11,910,055	8,206,084	3,647,555	5,630,083

The lease terms for business and residential properties leased out by the Group range from one to five years and with fixed rentals throughout the lease periods.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

38 綜合現金流量表註釋

38 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(a) 除稅前溢利與經營活動現金流入／(流出)淨額對賬

(a) Reconciliation of profit before taxation to net cash inflow / (outflow) from operations

	2006	2005
	港元	港元
	HK\$	HK\$
除稅前溢利	106,417,858	56,652,195
調整：		
應佔共同控制實體業績	(99,033,237)	(73,703,508)
應佔聯營公司業績	(4,136,738)	3,587,560
投資物業公平值收益	(5,806,747)	(3,999,163)
按公平值透過損益列賬的上市		
股權證券公平值收益	(922,826)	(313,847)
應收貸款減值虧損	3,226,587	1,403,000
折舊及攤銷	2,003,398	2,692,577
出售一附屬公司收益 (b)	(1,979,110)	(3,469,525)
出售物業、機器及設備虧損	17,778	29,157
可供出售金融資產股息收入	(14,805,874)	—
持作買賣的上市股權證券股息收入	(79,969)	(279,413)
持至到期日非上市債券利息收入	(124,881)	(292,083)
銀行存款利息收入	(9,772,633)	(7,110,028)
其他收入 (c)	(1,520,616)	—
利息支出	8,068,101	3,526,918
匯兌收益淨額	(5,646,752)	(2,831,045)
流動資金變動情況：		
購買土地之按金減少	—	67,698,295
土地使用權增加	—	(68,285,833)
遞延取得成本增加	(2,416,141)	(2,023,653)
保險應收款 (增加)／減少	(556,781)	6,271,988
再保險資產減少	597,758	6,196,073
其他應收賬款減少／(增加)	142,397	(75,256)
預付款及按金減少／(增加)	266,776	(419,660)
保險合約減少	(4,335,001)	(2,462,663)
保險應付款減少	(920,494)	(2,975,713)
其他應付賬款及		
應計費用增加／(減少)	12,933,496	(4,369,780)
已收按金增加	29,847,896	14,449,848
匯兌差額	927,096	(120,700)
經營活動現金流入／(流出)淨額	12,391,341	(10,224,259)

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

38 綜合現金流量表註釋 (續)

38 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (Continued)

(b) 出售一附屬公司

(b) Sale of a subsidiary

		2006	2005
		港元	港元
		HK\$	HK\$
代價	Consideration	9,746,217	—
已付交易成本	Transaction costs paid	(830,100)	(30,000)
		8,916,117	(30,000)
減：出售之資產／(負債)淨額	Less: Net assets / (liabilities) disposed of		
物業、機器及設備 (註釋14)	Property, plant and equipment (Note 14)	574,651	—
土地使用權(註釋16)	Land use rights (Note 16)	68,304,388	—
其他應收賬款	Other debtors	1,531,795	—
預付款及按金	Prepayment and deposits	24,410	—
現金及銀行結存	Cash and bank balances	165,659	—
其他應付賬款及應計費用	Other creditors and accruals	(6,123,187)	—
短期墊款	Short term advances	(43,225,627)	—
應付稅款	Taxation payable	—	(3,499,525)
		21,252,089	(3,499,525)
減：少數股東權益	Less: Minority interests	(13,307,226)	—
加：出售時撥回之外匯折算儲備金	Add: Exchange translation reserve released on disposal	1,007,856	—
出售收益	Gain on disposal	1,979,110	3,469,525
出售之現金流入／(流出)淨額	Net cash inflow / (outflow) on disposal		
現金代價	Cash consideration	9,746,217	—
已付交易成本	Transaction costs paid	(830,100)	(30,000)
		8,916,117	(30,000)
出售附屬公司之現金及現金等價物	Cash and cash equivalents in subsidiary disposed of	(165,659)	—
		8,750,458	(30,000)

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

38 綜合現金流量表註釋 (續)

(b) 出售一附屬公司 (續)

- (i) 於2006年2月16日，本集團與一獨立第三者訂立協議，出售其於濟南太平洋的全部51%股權，現金代價為人民幣1,010萬元(相等於約港幣970萬元)。有關出售須待有關政府和監管機關的批准程序完備後方告完成，有關程序於2006年6月完成。截至2006年12月31日止年度，本集團在出售完成後確認收益港幣198萬元(註釋5)。
- (ii) 於2005年，本集團與一獨立第三者訂立合同，出售其在一非全資附屬公司的全部權益，該非全資附屬公司從事物業管理業務，惟於以往年度已轉為不活躍。本集團於截至2005年12月31日止年度確認出售收益港幣347萬元(註釋5)。

(c) 主要非現金交易

於本年度內，本公司收取公平值為人民幣1,560,000元(等值港幣1,520,616元)的若干投資物業，以代替解決承往年度一項爭議的現金補償。

38 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (Continued)

(b) Sale of a subsidiary (Continued)

- (i) On 16th February 2006, the Group entered into an agreement to dispose of its entire 51% equity interest in Jinan Pacific to an independent third party for a cash consideration of RMB10.1 million (equivalent to approximately HK\$9.7 million). The disposal was subject to the completion of the relevant governmental and regulatory approval process, which was completed in June 2006. A gain of HK\$1.98 million (Note 5) was recognised by the Group upon the completion of the disposal for the year ended 31st December 2006.
- (ii) In 2005, the Group disposed of its entire interests in a non-wholly owned subsidiary which was engaged in property management business but has become inactive in prior years to a third party. A gain of HK\$3.47 million (Note 5) was recognised by the Group for the year ended 31st December 2005.

(c) Major non-cash transaction

During the year, the Company received certain investment properties with a fair value of RMB1,560,000 (equivalent to HK\$1,520,616) in lieu of cash compensation in the settlement of a dispute brought forward from previous years.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

39 有關連人士交易

為編制本綜合財務報表，如本集團有能力（直接或間接）控制有關人士或對其財務及經營決策行使重大影響力，或反之亦然，或如本集團及有關人士受到共同控制或共同影響，皆視為與本集團有關連。有關連人士可以為個人（即主要管理人員、主要股東及／或其直系親屬成員）或其他實體，以及包括受本集團有關連人士重大影響的實體，這等有關連人士為個別人士。

除於本財務報表其他部份披露外，集團在正常業務範圍內進行之重要有關連人士交易摘要如下：

- (a) 於2006年12月31日，本集團結存於共同控制金融機構之存款合計港幣181,254,333元（2005年：港幣159,350,297元）。此等存款的利息以一般商業利率計算，本集團本年度由此所產生的利息收入為港幣4,095,769元（2005年：港幣4,367,153元）。
- (b) 年內本集團的一間附屬公司就一共同控制實體轉介業務而取得的毛保費收入（已扣除佣金）合計港幣3,492,665元（2005年：港幣3,363,660元）。此等由本集團承保之保單與本集團收取其他第三者客戶之費用及簽訂之合同無異。
- (c) 本公司向主要股東貴信有限公司（「貴信」）支付管理費港幣1,880,000元（2005年：港幣1,880,000元），作為其根據一份管理協議提供一些管理服務，包括提供董事予本公司董事局之費用。

39 RELATED PARTY TRANSACTIONS

For the purposes of these consolidation financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals (being members of key management personnel, significant shareholders and / or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals.

In addition to those disclosed elsewhere in the financial statements, significant related party transactions which were carried out in the normal course of the Group's business are as follows:

- (a) As of 31st December 2006, the Group had deposits with jointly controlled financial institutions totalling HK\$181,254,333 (2005: HK\$159,350,297). The deposits carry interest at normal commercial rates and have generated interest income of HK\$4,095,769 (2005: HK\$4,367,153) to the Group for the year.
- (b) Gross insurance premium less commission paid totalling HK\$3,492,665 (2005: HK\$3,363,660) was derived from business referred to a subsidiary by a jointly controlled entity during the year. Those insurance policies underwritten by the Group were contracted at prices and terms not less favourable than those contracted with other third party customers of the Group.
- (c) An amount of HK\$1,880,000 (2005: HK\$1,880,000) was paid to Vigour Fine Company Limited ("Vigour Fine"), a substantial shareholder of the Company, for the provision of certain management services which include the provision of directors to the board of directors of the Company pursuant to a management agreement.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

39 有關連人士交易 (續)

(d) 年內本公司自貴信取得一筆3年期的貸款11,700萬元，用作於公開拍賣中競投兩家於中國內地註冊的公司的100%權益。該兩家公司主要從事房地產開發及銷售，及由福建投資企業控制。由於本公司未能在公開拍賣中成功競投，該項貸款其後於年內悉數償還。本公司於年內支付利息及安排費港幣332,440元予貴信。

(e) 主要管理人員

高級行政人員截至2006年及2005年12月31日止年度之酬金如下：

39 RELATED PARTY TRANSACTIONS (Continued)

(d) During the year, the Company obtained a three-year term loan of HK\$117,000,000 from Vigour Fine for purposes of bidding the equity interests of two companies registered in Mainland China in a public auction. These two companies were principally engaged in property development and sale and were controlled by FIEC. The loan was fully repaid subsequently during the year following the unsuccessful bidding by the Company in the public auction. Interest and arrangement fees amounted to HK\$332,440 were paid by the Company to Vigour Fine for the year.

(e) Key management personnel

The senior executives' emolument for the year ended 31st December 2006 and 2005 are detailed as follows:

		2006	2005
		港元	港元
		HK\$	HK\$
酬金	Fees	982,219	681,575
薪俸、房屋及其他津貼、 及實物利益	Salaries, housing and other allowances, and benefits in kind	6,458,032	6,763,283
退休福利計劃供款	Contributions to retirement benefit scheme	72,000	72,000
獎金	Bonus	2,430,000	2,355,000
		9,942,251	9,871,858

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

40 結算日後事項

除於本財務報表其他部份披露者外，重要結算日後事項的摘要披露如下：

- (a) 於2007年1月19日，本集團透過公開拍賣成功投得位於中國江蘇省蘇州市一幅土地使用權（「該土地」），代價為人民幣28,500萬元（相等於約港幣28,390萬元）。該土地可作住宅發展用途。

本集團已於蘇州市成立一全資外商投資企業，閩信蘇州，負責物業項目發展，閩信蘇州的註冊資本為港幣20,000萬元。於本報告日期，本集團已全數支付該土地代價予蘇州市國土資源局（註釋32）。

- (b) 於2007年3月16日，全國人民代表大會通過《中華人民共和國企業所得稅法》（「新企業所得稅法」）。新企業所得稅法將企業所得稅的稅率改為25%，由2008年1月1日起生效。新企業所得稅法亦訂有指定行業及活動之優惠稅率及稅務優惠、不具追溯力條款及釐定應課稅溢利。於批准該等財務報表刊發日期，國務院尚未頒佈該等項目的詳細措施。本集團將在更詳盡的法規頒佈後繼續評估及監控此等改變對本集團財務狀況的潛在影響。

40 POST BALANCE SHEET DATE EVENTS

In addition to those disclosed elsewhere in the financial statements, a summary of significant post balance sheet date events are disclosed as follows:

- (a) On 19th January 2007, the Group successfully bid for a piece of land use right in Suzhou City, Jiangsu Province, PRC (the "Land") through public auction for a consideration of RMB285 million (equivalent to approximately HK\$283.9 million). The Land can be developed for residential use.

The Group has set up a wholly-owned foreign investment enterprise, Minxin Suzhou, with a registered capital of HK\$200 million in Suzhou City, to undertake the property development project. As at the date of this report, the Group has fully paid the consideration of the Land to the Suzhou Bureau of Land and Resources (Note 32).

- (b) On 16th March 2007, the National People's Congress approved the Corporate Income Tax Law of the People's Republic of China (the new "CIT Law"). The new CIT Law changes the corporate income tax rate to 25% with effect from 1st January 2008. The new CIT Law also provides for preferential tax rates, tax incentives for prescribed industries and activities, grandfathering provisions as well as determination of taxable profit. As at the date that these financial statements are approved for issue, detailed measures concerning these items has yet to be issued by the State Council. The Group will continue to assess and monitor the potential impact of these changes to the Group's financial position as more detailed regulations are announced.

財務報表註釋

NOTES TO THE FINANCIAL STATEMENTS

40 結算日後事項 (續)

- (c) 於2007年3月29日，福建投資企業通知本集團，表示只有在本集團安排出售3,600萬股華能股份（「該資產」）予福建投資企業的前提下，福建投資企業方會同意本集團所持華能股份於上海證券交易所上市流通（註釋20）。於2007年4月4日，本集團與福建投資企業簽訂股權轉讓合同（「該合同」）出售該資產。根據該合同，本集團將以現金代價人民幣14,724萬元（相等於約港幣14,874萬元）轉讓該資產予福建投資企業，並因應該資產由2006年3月1日直至合同完成當日期間資產淨值增加（定義見該合同）的款額作出調整。合同的完成須待（其中包括）獨立股東批准，而尋求獨立股東批准此項預計出售事項的股東特別大會將於稍後召開。

40 POST BALANCE SHEET DATE EVENTS (Continued)

- (c) On 29th March 2007, FIEC confirmed to the Group that its consent for the circulation of Huaneng Shares held by the Group (*Note 20*) on the Shanghai Stock Exchange would only be granted if the Group arranged to transfer 36 million of Huaneng Shares (the "Asset") to FIEC. On 4th April 2007, the Group entered into a share transfer agreement (the "Agreement") with FIEC to dispose of the Asset. Under the Agreement, the Group will transfer the Asset to FIEC at a cash consideration of RMB147.24 million (equivalent to approximately HK\$148.74 million), which is to be adjusted by an amount equal to the appreciation in the net asset value (as defined in the Agreement) of the Asset from 1st March 2006 to the date of completion of the Agreement. The completion of the transaction is subject to, inter alia, the approval of independent shareholders and an Extraordinary General Meeting seeking independent shareholders' approval for this contemplated disposal is to be held later.