



SAN MIGUEL BREWERY
HONG KONG LTD.
香港生力啤酒廠有限公司

Stock Code 股份代號 : 00236



Annual Report 2007 年報

CONTENTS

目錄

		<i>Page</i> 頁次
Corporate Information	公司資料	3
The Year's Highlights	本年度摘要	5
Chairman's Statement	主席報告	7
Report of the Directors	董事會報告	14
Corporate Governance Report	企業管治報告	41
Directors and Management Executives	董事及行政管理人員	56
Notice of Annual General Meeting	股東週年大會通告	65
Statistical Analysis of Operations	經營統計分析	66
Financial Statements Section	財務報表部份	
Consolidated Income Statement	綜合收益表	68
Consolidated Balance Sheet	綜合資產負債表	69
Balance Sheet	資產負債表	71
Consolidated Statement of Recognised Income and Expense	綜合已確認收益與費用表	73
Consolidated Cash Flow Statement	綜合現金流量表	74
Notes to the Financial Statements	財務報表附註	76
Independent Auditor's Report	獨立核數師報告	138
Five Year Summary	五年賬目摘要	141

In this report, all monetary values are expressed in Hong Kong dollars unless stated otherwise.

本年報內所有幣值，除另有註明外，均以港幣計算。



作為香港首屈一指的啤酒公司，我們致力使旗下啤酒品牌更出色、更全面覆蓋及與消費者更有聯繫。

DIRECTORS

Ramon S. Ang, *Chairman*
Faustino F. Galang, *Deputy Chairman*
Peter K. Y. Tam, *Managing Director*

Non-Executive Director

Carlos Antonio M. Berba
Minerva Lourdes B. Bibonia
Ferdinand K. Constantino
Iwan David Nevyn Evans
Francis H. Jardeleza

Independent Non-Executive Director

David K.P. Li, GBM, JP
Ng Wai Sun
Carmelo L. Santiago
Adrian M. K. Li, Alternate to David K. P. Li GBM, JP

AUDIT COMMITTEE

David K.P. Li, GBM, JP, *Chairman*
Ng Wai Sun
Carmelo L. Santiago

REMUNERATION COMMITTEE

Ng Wai Sun, *Chairman*
Ferdinand K. Constantino
Faustino F. Galang
David K.P. Li, GBM, JP
Carmelo L. Santiago

COMPANY SECRETARY

John K.L. Cheung

董事

蔡啟文 主席
郭嘉寧 副主席
譚嘉源 執行董事

非執行董事

凱顧思
Minerva Lourdes B. Bibonia
康定豪
艾一帆
夏德立

獨立非執行董事

李國寶 · GBM, JP
吳維新
施雅高
李民橋 · 李國寶GBM, JP之替任董事

審核委員會

李國寶 · GBM, JP 主席
吳維新
施雅高

薪酬委員會

吳維新 主席
康定豪
郭嘉寧
李國寶 · GBM, JP
施雅高

公司秘書

張嘉麟

AUDITORS

KPMG
Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central
Hong Kong

SOLICITORS

JSM
16-19th Floor, Prince's Building
10 Chater Road
Central
Hong Kong

REGISTERED OFFICE

9th Floor
Citimark Building
28 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Room 1806-7, 18th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

PRINCIPAL BANKERS

ABN-AMRO Bank
DBS Bank Limited, Hong Kong Branch
Hang Seng Bank Limited
ING Bank N. V.
Standard Chartered Bank
The Bank of East Asia, Limited
The Hongkong and Shanghai Banking Corporation Limited

核數師

畢馬威會計師事務所
執業會計師
香港
中環
遮打道十號
太子大廈八樓

律師

孖士打律師行
香港
中環
遮打道十號
太子大廈十六至十九樓

註冊辦事處

香港
新界
沙田
小瀝源
源順圍二十八號
都會廣場九樓

股份過戶登記處

香港中央證券登記有限公司
香港灣仔
皇后大道東一八三號
合和中心
十八樓一八零六至一八零七號室

主要往來銀行

荷蘭銀行
星展銀行香港分行
恒生銀行有限公司
ING Bank N. V.
渣打銀行
東亞銀行有限公司
香港上海匯豐銀行有限公司

THE YEAR'S HIGHLIGHTS

本年度摘要

(Expressed in Hong Kong dollars except number of shares issued, shareholders and personnel)

(除發行股數·股東數目及員工人數外均以港元列示)

		2007	2006
Turnover (\$'000)	營業額(千元)	754,833	826,817
Loss for the year (\$'000)	年度虧損(千元)	(260,294)	(106,322)
Loss per share - Basic (cents)	每股虧損－基本(仙)	(70)	(19)
Taxes paid, including beer tax (\$'000)	稅項連啤酒稅(千元)	140,831	127,007
Taxes paid per share (cents)	每股稅項(仙)	38	34
Fixed assets (\$'000)	固定資產(千元)	1,496,910	1,769,377
Net worth (\$'000)	淨值(千元)	1,754,463	1,974,097
Salaries, wages and other benefits (\$'000)	薪金、工資及其他福利(千元)	105,510	118,836
Number of shares issued	發行股數	373,570,560	373,570,560
Number of shareholders	股東數目	2,290	2,358
Number of personnel	員工人數	838	768

In August 2007, the Company launched a new marketing campaign "Come Together" for brand San Miguel. The new campaign was launched with San Miguel's new celebrity endorser Mr. Jet Li in the television commercial "Hero".



To Our Shareholders,

Financial Results

For fiscal year 2007, San Miguel Brewery Hong Kong Limited's (the "Company") financial results reflect the Company's strategy of focusing on more effectively managing its asset base to maximize profitability and volume growth. Our South China operations continued to grow in terms of both revenue and profit contribution benefiting greatly from efforts to streamline production capacities. In Hong Kong, we took decisive steps to strengthen overall competitiveness by reinforcing our brand, sales and distribution networks alongside restructuring initiatives.

Though consolidated turnover declined by 8.7% compared to last year, gross profit was 4.8% above last year. Gross profit margin increased to 53.1% in 2007 from 46.3% in 2006 .

Consolidated loss attributable to equity shareholders increased from HK\$70.1 million to HK\$262.4 million. In 2006, this included one-time restructuring costs of our South China operations after minority interests of HK\$60.6 million while this year included impairment loss and one-time restructuring costs of Hong Kong operations, net of tax effect, of HK\$238.8 million and HK\$20.8 million respectively. Without the impairment loss and restructuring costs, the Company's consolidated loss attributable to equity shareholders for 2007 would have been HK\$2.8 million compared to HK\$9.5 million in 2006.

致各股東：

財務業績

二零零七年，香港生力啤酒廠有限公司（「本公司」）的財務業績反映出本公司在策略上致力於更有效地管理其基本資產，以達致收益及銷量增長的最大增幅。我們的華南業務在收入及利潤上持續增長主要受惠於生產量的效能提升。在香港，我們決心藉著鞏固品牌實力、銷售、分銷網絡及重組，加強整體競爭力。

雖然綜合營業額較去年下跌8.7%，但毛利較去年增加4.8%。毛利率由二零零六年的46.3%增至二零零七年的53.1%。

本公司權益持有人所佔之綜合虧損由7千萬港元增至2.6億港元。在二零零六年，這當中已包括扣除少數股東權益後的華南業務之一次性重組開支6千萬港元；而本年度當中已包括減值虧損（除稅後）及香港業務之一次性重組開支（除稅後），分別為2.4億港元及2千萬港元。撇除減值虧損及重組開支，在二零零七年，本公司權益持有人所佔之綜合虧損應為280萬港元，對比二零零六年的950萬港元。



Ramon S. Ang 蔡啟文
Chairman 主席

The impairment loss and restructuring costs resulted from having ceased production at our brewery in Yuen Long, a move that is in line with larger restructuring efforts with a view to improving the long term profitability of the Group. However, given strong demand in South China, we anticipate that capacity at our San Miguel Guangdong Brewery will be insufficient even for South China requirements alone. Growing inflation on the mainland, the appreciation of Renminbi, and the abolition of excise duties are changing the operating environment and we are anticipating the need to change our sourcing strategy once again and resume brewing operations in Hong Kong by next year.

The Company continued to be cash positive in 2007. Net cash balances at 31 December 2007 amounted to HK\$271.1 million (2006: HK\$240.9 million). Total net assets maintained at HK\$1,754.5 million (2006: HK\$1,974.1 million) together with a low debt to equity ratio of 0.11 (2006: 0.09) and current ratio of 1.6 times (2006: 2.2 times).

Dividends

Directors have resolved that no dividend will be declared for 2007.

Business Review

Hong Kong Operations

2007 saw the further recovery of Hong Kong's economy and the reduction of excise duty rate of both beer and wine. While excise duty rates for beer were halved from 40% to 20%, excise duties on wine were equally favourable, further encouraging the growing preference for wine and challenging our share of the alcoholic beverage market.

With this, total duty-paid volume for beer in 2007 registered only 2.3% higher than the previous year. Even the 2.3% growth is likely to be a result of the change in duty payments system brought about by our Company's new sourcing strategy as we shifted production away from our Yuen Long brewery.

減值虧損及重組開支是由於本公司在香港元朗的釀酒廠終止釀酒運作。這是為了配合更大的重組力量，期望可改善本集團的長遠盈利。但是，面對華南地區的強勁需求，我們預計生力廣東釀酒廠的產量僅是華南的需求也不足以應付。加上內地的通貨膨脹增長、人民幣的升值及近期取消的啤酒課稅正改變著營運環境；我們預計必須再一次改變原料策略，並於來年重新開始香港的釀酒運作。

本公司在二零零七年維持現金正增長。截至二零零七年十二月三十一日止之現金淨額結餘累積至2.7億港元(二零零六年：2.4億港元)。總資產淨值維持於17.5億港元(二零零六年：19.7億港元)，加上0.11之低負債比率(二零零六年：0.09)及1.6倍之流動比率(二零零六年：2.2倍)。

股息

董事會議決不派發二零零七年度末期股息。

業務回顧

香港業務

二零零七年所見香港的經濟進一步復甦，啤酒及酒類課稅亦被調低。在啤酒稅由40%減至20%的同時，酒類也獲得同樣的稅項寬減，更加推高了酒類的增長優勢及挑戰了我們在酒精類飲品市場的佔有率。

與此同時，二零零七年的完稅後啤酒銷量較去年錄得只有2.3%增長。而該2.3%增長相信是由於元朗酒廠停止釀酒運作後，本公司新的原料策略所帶來的課稅模式系統改變之結果。

Our Company welcomes government's move to reduce beer duty rates. As part of our on-going commitment to passing on savings to consumers, the Company has done its part in transferring the savings directly and in full to wholesalers and retailers. Though the Company did not benefit from this reduction directly, we hope to see positive effects on the total industry in the near future.

Reflecting industry conditions, the Company's Hong Kong sales volume increased by 2.5% over the previous year. Most importantly, we saw a significant growth rate in our higher-priced brands as the consumer preferences have slightly shifted out of economy brands.

The Company continued to be the No. 1 beer company in Hong Kong with our flagship brand San Miguel at the forefront. To sustain San Miguel's popularity and meet the challenges posed by competing brands, the Company has organized a range of strategic programs to reinforce and build San Miguel's brand equity and to strengthen its connection with customers and consumers.

As the No. 1 beer company in Hong Kong, we are focused on making our beer brands more appealing, available, and relevant for our many consumers. To this end we have, in the past year, created a good number of local promotions, events and sponsorship schemes to fortify and grow our brand in an enduring and meaningful way.

In August 2007, the Company launched a new marketing campaign "Come Together" for brand San Miguel. The new campaign was launched with San Miguel's new celebrity endorser Mr. Jet Li in the television commercial "Hero". The centrepiece of a wider marketing program aimed at brand activation and product availability, the Come Together campaign included a point-of-sales visibility blitz, on-line communications, movie sponsorships and public relation programs.

Building on the enormous success of the "San Miguel WildDayOut" programs in the last four years, the Company continued to implement the series of bar shows and promotion programs to strengthen the brand San Miguel communication platform to young consumers.

本公司歡迎政府調低啤酒稅的措施。基於我們一向承諾把有關的寬減部份回饋消費者，本公司已切實把有關的寬減部份直接及全數回饋給批發商及零售商。雖然本公司不能從寬減中直接得益，我們期望在不久將來可看到整個行業獲得正面的成果。

本公司在香港的銷量較去年增加2.5%，反映出行業目前的情況。最重要的是，我們看到由於消費者改變了對經濟價格品牌的偏好，我們的較高價格品牌有明顯的增長率。

本公司仍然是香港首屈一指的啤酒公司，而主要品牌生力在業界名列前茅。為維持生力品牌的受歡迎程度及迎接品牌競爭對手的各種挑戰，本公司組織了一連串的策略性項目以鞏固及建立生力品牌和加強與顧客群及消費者之間的連繫。

作為香港首屈一指的啤酒公司，我們致力使旗下啤酒品牌更出色、更全面覆蓋及與消費者更有聯繫。在過去一年，我們創立了很多本地的推廣活動、項目及贊助計劃，令品牌適當地持續加強及增長。

在二零零七年八月，本公司為生力品牌推出全新的市場推廣計劃『Come Together』。該計劃包括了生力品牌的最新代言人李連杰主演的電視廣告『Hero』。這龐大市場推廣計劃的主要目的是為品牌注入生氣，讓產品更全面覆蓋。這個『Come Together』的計劃包括了加強銷售點的能見度、在線傳訊、電影贊助和公共關係項目。

建基於過去四年間『生力WildDayOut』活動的成功經驗，本公司繼續舉辦多項酒吧表演及推廣項目，以鞏固生力品牌作為與年輕消費者的溝通平台。

December 2007 witnessed the introduction of the new San Miguel Draught Beer imported from the Philippines. This new offering was San Miguel's new initiative to further fortify the brand's presence in higher-end bars, pubs and restaurants.

All these initiatives, over and above our unwavering commitment to improve excellence in execution and cost management, will provide our Company the foundation to maintain market leadership in Hong Kong.

SOUTH CHINA OPERATIONS

The Company's performance in South China has improved significantly. After turning over factory and production assets to Guangzhou Brewery in 2006, Guangzhou San Miguel Brewery Company Limited ("GSMB") has shown strong resurgence and development in 2007. This was the concerted effort from the people in the organization to improve sales and contain cost.

GSMB's total sales amount of San Mig Light has gone up by 9% over last year through continuous effort to reinforce the brand value. Core markets like Guangzhou and Dongguan continued to see the airing of the very successful San Mig Light television commercial, "Projector". As part of the regional campaign, Jet Li's new television commercial for San Miguel "Hero" was also launched in key cities in Guangdong. Like Hong Kong, the launch was supported with programs like movie sponsorships and market-wide consumer promotions.

Domestic sales volume of San Miguel (Guangdong) Brewery Company Limited ("SMGB") grew by 6% over the previous year, mainly on the strength of the Dragon brands. Steady volume growth, meanwhile, significantly contributed to the improvement of SMGB's operating income over 2006 levels.

The continued airing of the "Refreshing to Fly" television commercial and presence of effective brand signage in outlets in Shunde and nearby counties have further improved the brand equity of Dragon and reinforced its market leadership in Shunde.

In response to the growing business in South China, SMGB has completed Phase 1 of the expansion project and is now working on Phase 2. Upon completion of Phase 2, the plant's capacity will be increased to 2.3 million hectoliter per annum.

二零零七年十二月見證了最新於菲律賓進口的生力生啤的推出。這是生力全新的嘗試，以進一步加強品牌在高級酒吧、酒廊及餐廳的能見度。

所有這些嘗試，再加上我們決心去改善行政及控制成本，為本公司保持香港市場領導地位打好基礎。

華南業務

本公司華南業務的表現有顯著的改善。自二零零六年將廠房及生產資產轉予廣州啤酒廠後，廣州生力啤酒有限公司（「廣州生力」）在二零零七年顯現出強勁的復甦和發展。這是公司員工一同努力改善銷售及控制成本的成果。

廣州生力透過不斷努力強化品牌價值，生力清啤的總銷售額較去年上升9%。主要市場如廣州和東莞持續播放著非常成功的生力清啤電視廣告『Projector』。作為地區市場推廣計劃的一部份，李連杰主演的全新生力電視廣告『Hero』亦有在廣東的主要城市播放。一如香港，廣告推出的同時，配合了各項推廣活動如電影贊助及針對消費者的市場推廣活動。

生力（廣東）啤酒有限公司（「生力廣東」）的本地銷量較去年增長6%，升幅主要來自龍啤各個品牌。與此同時，穩定的銷量增長使生力廣東的營運收入較二零零六年明顯改善。

電視廣告『Refreshing to fly』仍然維持播放；加上順德及鄰近省市的銷售點聳立起搶眼的品牌標誌，進一步改善龍啤的品牌實力及鞏固其於順德的市場領導地位。

為配合華南業務的增長，生力廣東第一期的擴充工程已完成，並正進行第二期工程。第二期工程完成後，屆時酒廠的年產量將增至2.3億公升。

Community Relations and Social Responsibility

At SMBHK, we strive to be commercially successful and at the same time socially responsible in the way we achieve that success. We believe we have an important role to play in terms of providing economic opportunity in both our home base of Hong Kong and South China and, as such, have worked hard to foster goodwill in our communities through locally relevant initiatives such as generating employment where we can, paying the proper taxes to government and investing in the future. We continue to sponsor and participate in various local community events and have made regular donations to charities and non-profit organizations.

The Company is also committed to protecting the environment where it operates and ensuring that various environmental standards set by government are met or exceeded.

Human Resources

We continue to invest in our people and ensure that they receive appropriate training and support from the Company and from external training and development organizations.

As a people-intensive business, SMBHK puts great emphasis on the skills and motivation of all its employees in order to ensure that they are well trained and challenged on a daily basis. Strategies designed to attract, develop and retain the best people will build a robust organisation which can help the business meet the challenges ahead.

The Company offers competitive remuneration packages commensurate with market standards and provides attractive fringe benefits, including medical and insurance coverage and retirement packages to all employees.

Corporate Governance

The Company continued to apply the principles of the Code Provisions under the Code on Corporate Governance Practices contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("The

社會關係及社會責任

香港生力不但致力於商業上的成功，同時關注社會責任。我們相信我們在香港及華南提供商機的同時，透過積極參與相關的本地活動、創造就業、向政府繳付適當的稅項及投資未來，努力建立起誠懇的社區關係。我們一直贊助及參與各項社區活動及定期給予慈善團體和非牟利機構捐助。

本公司亦致力支持環保，確保業務符合甚至超逾政府所制定的環保標準。

人力資源

我們繼續投放資源在員工身上，務求令員工在公司及外間的培訓與發展機構，皆獲得適當培訓及支持。

作為著重人才的企業，香港生力一向重視所有員工的技能及士氣，以確保每位員工每天有充分培訓及面對挑戰。我們規劃出種種策略以吸引、培訓及挽留人才。這讓我們建立起一個健全的團隊以協助企業面對各式挑戰。

本公司為所有員工制定符合市場標準的薪酬及提供具吸引力的附加福利，包括醫療和保險，以及退休福利。

企業管治

本公司於整個二零零七年度已應用香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載之《企業管治（常規）守則》的原則，惟(i)所有非執行董事均並非按特定年期委任，並須在本公司的股東週



As a people-intensive business, SMBHK puts great emphasis on the skills and motivation of all its employees in order to ensure that they are well trained and challenged on a daily basis.

Listing Rules”) throughout the year 2007 except (i) all of the non-executive directors are not appointed for a specific term but are subject to retirement and rotation and re-election at the Company's Annual General Meeting; and (ii) there were only two independent non-executive directors in the board of directors and audit committee and majority of the remuneration committee were not independent non-executive directors for a certain period in 2007. Details of compliances are set out in the Company's Annual Report's Corporate Governance section.

Directors

Mr. Chong Yoon Fatt resigned from the Board since we published our interim report on 4 September 2007. We thank Mr. Chong for his contributions to the Group over the past years.

With the departure of Mr. Chong Yoon Fatt, Mr. Peter K.Y. Tam was appointed as Managing Director on 31 December 2007.

Future Direction and Challenges

The objectives of the Company for the year 2008 are:

- In Hong Kong, to continue to improve profitability, increase our market share and reinforce the market leadership of San Miguel brand.
- In South China, to continue to strengthen San Miguel brand equity and consolidate the growth of Dragon brand.

We remain committed to maximising shareholder value and continue to strengthen our brands. We will also maintain disciplined cost control by achieving higher cost-efficiencies across the board, particularly in the areas of production and distribution.

In closing, we wish to thank the Board of Directors for their continued guidance and support. Thanks also go to our shareholders and customers for their trust and loyalty and the employees for their dedication and hard work.



Ramon S. Ang
Chairman

22 April 2008

年大會上輪值退任及接受重選(ii)於二零零七年若干時期內，董事會及審核委員會只包括兩名獨立非執行董事及大部份的薪酬委員會會員並非獨立非執行董事。遵守守則的詳情載於本公司年報內之企業管治部份。

董事

自二零零七年九月四日本公司之中期報告出版後，莊永發先生向董事會提出請辭。我們衷心感謝莊先生對本集團多年來的貢獻。

在莊永發先生請辭後，譚嘉源先生於二零零七年十二月三十一日獲委任為執行董事。

未來方向及挑戰

本公司二零零八年之目標包括：

- 在香港，繼續改善盈利表現、提高市場佔有率及鞏固生力品牌的市場領導地位。
- 在華南，繼續加強生力品牌實力及鞏固龍啤品牌的增長。

我們承諾繼續增加股東價值及加強品牌實力。我們亦會嚴格控制成本，使各方面，尤其生產及分銷上皆達致更佳的成本效益。

最後，我們謹此對董事會的領導及支持表示衷心謝意，並感激各股東及顧客的信任和忠誠，以及所有員工一直以來的努力及貢獻。



主席
蔡啟文

二零零八年四月二十二日

To be presented at the Forty-fifth Annual General Meeting of shareholders to be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 10 June 2008 at 3:00 p.m.

The directors submit herewith their Annual Report together with the audited financial statements for the year ended 31 December 2007.

Principal place of business

San Miguel Brewery Hong Kong Limited (the "Company") is a company incorporated and domiciled in Hong Kong and has its registered office and principal place of business at 9/F, Citimark Building, 28 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong.

Principal activities

The principal activities of the Company are the manufacture and distribution of bottled, canned and draught beers. The principal activities and other particulars of the Company's subsidiaries are set out in note 16 to the financial statements.

The segment analysis of the Company and its subsidiaries (the "Group") for the financial year is set out in note 12 to the financial statements.

此報告將於二零零八年六月十日星期二下午三時正假座香港金鐘道八十八號太古廣場香港JW萬豪酒店三樓宴會廳舉行之第四十五屆股東週年大會上提交。

董事會全人謹此向各股東提呈截至二零零七年十二月三十一日止年度之董事會報告及經審核財務報表。

主要營業地點

香港生力啤酒廠有限公司(「本公司」)是一間於香港註冊成立的公司，註冊辦事處及主要營業地點為香港新界沙田小瀝源源順圍二十八號都會廣場九樓。

主要業務

本公司之主要業務為製造及分銷樽裝、罐裝及桶裝啤酒。各附屬公司之主要業務及其他細節載於財務報表附註16。

有關本財政年度本公司及各附屬公司(「本集團」)之類別分析，載於財務報表附註12。

Major customers and suppliers

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers, respectively, during the year is as follows:

		Percentage of the Group's total	
		Sales	Purchases
		佔本集團	
		銷售總額百分比	採購總額百分比
The largest customer	最大客戶	49.0%	
Five largest customers in aggregate	首五大客戶合計	14.6%	
The largest supplier	最大供應商		6.8%
Five largest suppliers in aggregate	首五大供應商合計		17.5%

The largest supplier was San Miguel Corporation ("SMC"), the ultimate holding company of the Company, and its associates (collectively the "San Miguel Group") in which Mr. Ramon S. Ang, Mr. Faustino F. Galang, Mr. Ferdinand K. Constantino, Mr. Francis H. Jardeleza, Mr. Carlos Antonio M. Berba, Ms. Minerva Lourdes B. Bibonia and Mr. Peter K. Y. Tam have beneficial interests to the extent that they either have equity interests in or are directors of SMC or its associates.

Save as disclosed above, none of the directors, their associates, or any shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) had any interest in these major customers or suppliers.

Financial statements

The loss of the Group for the year ended 31 December 2007 and the state of the Company's and the Group's affairs as at that date are set out on pages 68 to 137 of the financial statements.

Transfer to reserves

Loss for the year of HK\$260,294,000 (2006: HK\$106,322,000) has been transferred to reserves. Other movements in reserves are set out in note 27 to the financial statements.

主要客戶及供應商

以下所載為本年度主要客戶及供應商分別佔本集團銷售及採購數額之資料：

最大供應商為本公司之最終控股公司，生力總公司（「生力總公司」）及其關聯公司（統稱「生力集團」）。其中，蔡啟文先生、郭嘉寧先生、康定豪先生、夏德立先生、凱願思先生、Minerva Lourdes B. Bibonia 女士及譚嘉源先生因擁有生力總公司之股權或為其董事而獲得利益。

除上文所披露者外，各董事、彼等之聯繫人士或任何據董事所知擁有本公司股本超過百分之五之本公司股東於本年度內概無擁有該等主要客戶及供應商之任何權益。

財務報表

本集團截至二零零七年十二月三十一日止年度之虧損及本公司與本集團於該日之財政狀況，載列於本年報第68至137頁之財務報表。

轉撥入儲備

本年度虧損260,294,000港元（二零零六：106,322,000港元）已轉撥入儲備。儲備之其他變動載於財務報表附註27。

Dividends

The directors have resolved that no final dividend be declared for the year ended 31 December 2007.

Charitable and other donations

Charitable and other donations made by the Group during the year amounted to HK\$416,000 (2006: HK\$8,000).

Fixed assets

The Group spent HK\$60,313,000 (2006: HK\$55,124,000) on fixed assets during the year. Details of these acquisitions and other movements in fixed assets are set out in note 13 to the financial statements.

Share capital

Details of the share capital of the Company are set out in note 27 to the financial statements. There were no movements during the year.

股息

董事會通過不派發二零零七年末期股息。

慈善及其他捐款

本集團於本年度內之慈善及其他捐款合共416,000港元(二零零六：8,000港元)。

固定資產

本集團於本年度內共用60,313,000港元(二零零六：55,124,000港元)購置固定資產。固定資產之變動詳情載於財務報表附註13。

股本

有關本公司股本之詳情載列於財務報表附註27。本年度之股本並無任何變動。

Directors

The directors of the Company as at the date of this Annual Report are set out on page 3 of the Annual Report.

With the exception of Mr. Carlos Antonio M. Berba, Mr. Iwan David Nevyn Evans, Mr. Francis H. Jardeleza, Mr. Carmelo L. Santiago and Mr. Peter K. Y. Tam, who were appointed as directors during the year, all of the directors served as such for the full year.

Mr. Ian F. Wade, Ms. Ma. Belen C. Buensuceso, Mr. Roberto N. Huang and Mr. Chong Yoon Fatt resigned as director during 2007.

Dr. The Hon. Sir David K. P. Li, Mr. Ng Wai Sun and Ms. Minerva Lourdes B. Bibonia retire by rotation in accordance with Article 105 of the Company's Articles of Association at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

Mr. Iwan David Nevyn Evans, Mr. Carmelo L. Santiago and Mr. Peter K. Y. Tam who were appointed as directors since the last Annual General Meeting, retire from the office of director in accordance with Article 96 of the Company's Article of Association, and Mr. Carmelo L. Santiago and Mr. Peter K. Y. Tam offer themselves for re-election at the forthcoming Annual General Meeting.

None of the directors proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

董事

於本年報之日期各董事之名單載於第3頁。

除凱顧思先生、艾一帆先生、夏德立先生、施雅高先生及譚嘉源先生於本年度被委任為董事外，全部董事均於全年擔任董事職務。

韋以安先生、Ma Belen C. Buensuceso女士，黃思民先生及莊永發先生於二零零七年內辭去董事職務。

李國寶爵士、吳維新先生及Minerva Lourdes B. Bibonia女士均依據公司組織章程第105條規定，於即將舉行之股東週年大會上輪流告退及重選連任。

艾一帆先生、施雅高先生及譚嘉源先生於上一次股東週年大會後被委任為董事。依據公司組織章程第96條規定，施雅高先生及譚嘉源先生於即將舉行之股東週年大會上重選連任。

擬於應屆股東週年大會上膺選連任之董事並無與本公司或其任何附屬公司簽訂本公司或其任何附屬公司不得於一年內終止而不作出賠償（一般法定賠償除外）之服務合約。



作為著重人才的企業，香港生力一向重視所有員工的技能及士氣，以確保每位員工每天有充分培訓及面對挑戰。

Directors' interests

The directors of the Company as of 31 December 2007 had the following personal interests in the shares of the Company, its holding companies, subsidiaries and other associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) at that date as recorded in the register of directors' interests required to be kept under Section 352 of the SFO:

(i) Interests in issued shares

董事之權益

按《證券及期貨條例》第352條規定備存之董事權益登記冊記錄所載，於二零零七年十二月三十一日之本公司董事於當日持有本公司、其控股公司、附屬公司及其他聯繫公司(定義見證券及期貨條例)已發行股本之實際權益如下：

(i) 已發行股本之權益

Director 董事姓名		Number of ordinary shares of HK\$0.50 each in the Company 本公司每股面值 港幣0.50元之普通股之股份數目	
		Number of shares held 持股數目	% of total issued shares 佔已發行股份 總數之百分比
David K. P. Li	李國寶	300,000	0.08%

Director 董事姓名		Number of common shares in San Miguel Corporation 生力總公司普通股之股份數目	
		Number of shares held 持股數目	% of total issued shares 佔已發行股份 總數之百分比
Class A (par value of 5 pesos each):		甲類(每股面值5披索)：	
Ramon S. Ang	蔡啟文	6,050	0.000192%
Faustino F. Galang	郭嘉寧	83,800	0.002656%
Carlos Antonio M. Berba	凱顧思	1,045	0.000033%
Minerva Lourdes B. Bibonia	Minerva Lourdes B. Bibonia	30,000	0.000951%
Ferdinand K. Constantino	康定豪	123,800	0.003924%
Francis H. Jardeleza	夏德立	70,001	0.002219%
Class B (par value of 5 pesos each):		乙類(每股面值5披索)：	
Faustino F. Galang	郭嘉寧	60,000	0.001902%
Minerva Lourdes B. Bibonia	Minerva Lourdes B. Bibonia	30,000	0.000951%
Francis H. Jardeleza	夏德立	50,000	0.001585%

Directors' interests (Continued)

(ii) Interests in underlying shares

Certain directors of the Company have been granted stock options to subscribe for common shares in SMC under SMC's stock option scheme. Particulars of stock options in SMC held by directors during the year and as at 31 December 2007 are as follows:

董事之權益 (續)

(ii) 於相關股份之權益

本公司若干董事根據生力總公司之購股權計劃獲授購股權以認購生力總公司之普通股股份。於年內及於二零零七年十二月三十一日各董事擁有生力總公司之購股權詳情如下：

Directors		Stock options in San Miguel Corporation 生力總公司之購股權						
		Date granted	Exercise period up to	Exercise price per option	No. of options outstanding at the beginning of the year 年初時 尚未行使之 購股權數目	No. of options granted during the year 年內授出之 購股權數目	No. of options exercised during the year 年內行使之 購股權數目	No. of options outstanding at the end of the year 年結時 尚未行使之 購股權數目
董事姓名		授出日期	截止行使限期	每股行使價 (pesos) (披索)				
Class A (par value of 5 pesos each): 甲類(每股 面值5披索)	Ramon S. Ang 蔡啟文	26/06/2003	26/06/2011	54.50	259,422	—	—	259,422
		01/10/2004	01/10/2012	57.50	266,854	—	—	266,854
		10/11/2005	10/11/2013	65.00	204,654	—	—	204,654
		01/03/2007	01/03/2015	63.50	—	993,386	—	993,386
Faustino F. Galang 郭嘉寧		26/06/2003	26/06/2011	54.50	28,435	—	(28,435)	—
		01/10/2004	01/10/2012	57.50	87,751	—	(87,751)	—
		10/11/2005	10/11/2013	65.00	67,090	—	(67,090)	—
Carlos Antonio M. Berba 凱顯思		26/06/2003	26/06/2011	54.50	3,975	—	(3,975)	—
		01/10/2004	01/10/2012	57.50	12,268	—	(4,100)	8,168
		10/11/2005	10/11/2013	65.00	20,566	—	—	20,566
		01/03/2007	01/03/2015	63.50	—	127,058	—	127,058
Minerva Lourdes B. Bibonia Minerva Lourdes B. Bibonia		26/06/2003	26/06/2011	54.50	11,928	—	—	11,928
		01/10/2004	01/10/2012	57.50	26,750	—	—	26,750
		10/11/2005	10/11/2013	65.00	33,824	—	—	33,824
		01/03/2007	01/03/2015	63.50	—	180,898	—	180,898
Ferdinand K. Constantino 康定豪		26/06/2003	26/06/2011	54.50	16,838	—	(16,838)	—
		01/10/2004	01/10/2012	57.50	56,643	—	(37,762)	18,881
		10/11/2005	10/11/2013	65.00	48,391	—	(16,131)	32,260
		01/03/2007	01/03/2015	63.50	—	260,533	—	260,533
Francis H. Jardeleza 夏德立		26/06/2003	26/06/2011	54.50	17,512	—	(17,512)	—
		01/10/2004	01/10/2012	57.50	56,476	—	(37,651)	18,825
		10/11/2005	10/11/2013	65.00	45,086	—	(15,030)	30,056
		01/03/2007	01/03/2015	63.50	—	244,268	—	244,268
Peter K. Y. Tam 譚嘉源		26/06/2003	26/06/2011	54.50	17,452	—	—	17,452
		01/10/2004	01/10/2012	57.50	17,039	—	—	17,039
		10/11/2005	10/11/2013	65.00	909	—	—	909

Directors' interests (Continued)

董事之權益 (續)

(ii) Interests in underlying shares (Continued)

(ii) 於相關股份之權益 (續)

		Stock options in San Miguel Corporation 生力總公司之購股權						
Directors	Date granted	Exercise period up to	Exercise price per option	No. of options outstanding at the beginning of the year	No. of options granted during the year	No. of options exercised during the year	No. of options lapsed during the year	No. of options outstanding at the year end
董事姓名	授出日期	截止行使限期	每股行使價 (pesos) (披索)	尚未行使之 購股權數目	年內授出之 購股權數目	年內行使之 購股權數目	年內沒收之 購股權數目	尚未行使之 購股權數目
Class B (par value of 5 pesos each):	乙類 (每股 面值5披索)							
Ramon S. Ang	蔡啟文	26/06/2003 01/10/2004 10/11/2005 01/03/2007	26/06/2011 01/10/2012 10/11/2013 01/03/2015	62.50 70.50 89.50 75.50	111,181 114,366 136,436 —	— — — 662,258	— — — —	111,181 114,366 136,436 662,258
Faustino F. Galang	郭嘉寧	26/06/2003 01/10/2004 10/11/2005	26/06/2011 01/10/2012 10/11/2013	62.50 70.50 89.50	12,186 37,607 44,727	— — —	(12,186) (37,607) (44,727)	— — —
Carlos Antonio M. Berba	凱顯忠	26/06/2003 01/10/2004 10/11/2005 01/03/2007	26/06/2011 01/10/2012 10/11/2013 01/03/2015	62.50 70.50 89.50 75.50	1,703 5,258 13,710 —	— — — 84,706	(1,703) (1,750) — —	— 3,508 13,710 84,706
Minerva Lourdes B. Bibonia	Minerva Lourdes B. Bibonia	26/06/2003 01/10/2004 10/11/2005 01/03/2007	26/06/2011 01/10/2012 10/11/2013 01/03/2015	62.50 70.50 89.50 75.50	5,112 11,464 22,550 —	— — — 120,598	— — — —	5,112 11,464 22,550 120,598
Ferdinand K. Constantino	康定豪	26/06/2003 01/10/2004 10/11/2005 01/03/2007	26/06/2011 01/10/2012 10/11/2013 01/03/2015	62.50 70.50 89.50 75.50	7,216 24,275 32,260 —	— — — 173,689	(7,216) (16,184) — —	— 8,091 32,260 173,689
Francis H. Jardeleza	夏德立	26/06/2003 01/10/2004 10/11/2005 01/03/2007	26/06/2011 01/10/2012 10/11/2013 01/03/2015	62.50 70.50 89.50 75.50	7,505 24,204 30,057 —	— — — 162,846	(7,505) (16,136) — —	— 8,068 30,057 162,846
Peter K. Y. Tam	譚嘉源	26/06/2003 01/10/2004 10/11/2005	26/06/2011 01/10/2012 10/11/2013	62.50 70.50 89.50	7,480 7,303 606	— — —	— — —	7,480 7,303 606

Directors' interests (Continued)

(ii) Interests in underlying shares (Continued)

Notes: The stock options exercised by directors during the year were disclosed above. All interests in the shares and underlying shares of the Company, its holding companies, subsidiaries and other associated corporations are long positions.

Apart from the foregoing, at no time during the year was the Company, any of its holding companies, subsidiaries or associated corporations, a party to any arrangement that will enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Apart from the foregoing, none of the directors of the Company or any of their spouses or children under eighteen years of age has interests or short positions in the shares, underlying shares or debentures of the Company, or any of its holding companies, subsidiaries or other associated corporations, as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as adopted by the Company.

董事之權益 (續)

(ii) 於相關股份之權益 (續)

附註：各董事於年內行使之購股權已於上文披露。本公司、控股公司、附屬公司及其他聯繫公司之所有股份及相關股份權益均屬好倉。

除上文所述外，本公司、控股公司、附屬公司或其他聯繫公司在本年度任何時間內並無安排本公司董事購買本公司或其他公司之股份權益或債權證。

根據本公司按證券及期貨條例第352條而保存之本公司登記冊，或根據聯交所之上市公司董事進行證券交易的標準守則所知會本公司所記錄，除上文所提及外，各董事，其配偶或其18歲以下之子女均無擁有本公司、控股公司、附屬公司或其他聯繫公司之股份、相關股份及債權證之權益及淡倉。



At SMBHK, we strive to be commercially successful and at the same time socially responsible in the way we achieve that success.

29th Hong Kong Rowing Championships

"San Miguel Cup"

Women's 1x



CHAMPION

17-18 November 2007

Substantial shareholders' interests in shares and underlying shares

The Company has been notified of the following interests in the Company's issued shares at 31 December 2007 amounting to 5% or more of the ordinary shares in issue:

主要股東於股份及相關股份之權益

於二零零七年十二月三十一日，本公司獲悉下列佔本公司已發行普通股之5%或以上的本公司已發行股份權益：

Substantial shareholders 主要股東		Ordinary shares of HK\$0.50 each 每股面值港幣0.50元之普通股股份	
		Number of ordinary shares held 所持普通股數目	% of total issued shares 佔已發行股份 總數之百分比
San Miguel Corporation (note 1)	生力總公司(附註1)	245,720,800	65.78%
San Miguel International Limited (note 1)	生力國際有限公司(附註1)	245,720,800	65.78%
San Miguel Holdings Limited (note 1)	生力控股有限公司(附註1)	245,720,800	65.78%
San Miguel Brewing International Limited (note 1)	生力啤酒國際有限公司(附註1)	245,720,800	65.78%
Neptunia Corporation Limited (note 1)	立端利有限公司(附註1)	245,720,800	65.78%
Cheung Kong (Holdings) Limited (note 2)	長江實業(集團)有限公司(附註2)	23,703,000	6.34%
Li Ka-Shing Unity Trustee Company Limited (note 2) (as trustee of The Li Ka-Shing Unity Trust)	Li Ka-Shing Unity Trustee Company Limited (附註2) (作為The Li Ka-Shing Unity Trust之信託人)	23,703,000	6.34%
Li Ka-Shing Unity Trustcorp Limited (note 2) (as trustee of another discretionary trust)	Li Ka-Shing Unity Trustcorp Limited (附註2) (作為另一全權處理信託之信託人)	23,703,000	6.34%
Li Ka-Shing Unity Trustee Corporation Limited (note 2) (as trustee of The Li Ka-Shing Unity Discretionary Trust)	Li Ka-Shing Unity Trustee Corporation Limited (附註2) (作為The Li Ka-Shing Unity Discretionary Trust之信託人)	23,703,000	6.34%
Li Ka-Shing (note 2)	李嘉誠(附註2)	23,703,000	6.34%
Conroy Assets Limited (note 2)	Conroy Assets Limited (附註2)	13,624,600	3.65%
Hamstar Profits Limited (note 2)	Hamstar Profits Limited (附註2)	10,078,400	2.70%

Substantial shareholders' interests in shares and underlying shares (Continued)

Notes:

(1) SMC, San Miguel International Limited ("SMIL"), San Miguel Holdings Limited ("SMHL") and San Miguel Brewing International Limited ("SMBIL") are all deemed to hold the above disclosed interest of Neptunia Corporation Limited ("Neptunia") in the Company because SMC has a controlling interest in SMIL, SMIL has a controlling interest in SMHL, SMHL has a controlling interest in SMBIL and SMBIL has a controlling interest in Neptunia.

(2) Mr. Li Ka-Shing is the settler of each of The Li Ka-Shing Unity Discretionary Trust ("DT1") and another discretionary trust ("DT2"). Each of Li Ka-Shing Unity Trustee Corporation Limited ("TDT1", which is the trustee of DT1) and Li Ka-Shing Unity Trustcorp Limited ("TDT2", which is the trustee of DT2) holds units in The Li Ka-Shing Unity Trust ("UT1") but is not entitled to any interest or share in any particular property comprising the trust assets of the said units trusts. The discretionary beneficiaries of each of DT1 and DT2 are, inter alia, Mr. Li Tzar Kuoi, Victor, his wife and children and Mr. Li Tzar Kai, Richard. Li Ka-Shing Unity Trustee Company Limited ("TUT1") as trustee of UT1, together with certain companies which TUT1 as trustee of UT1 is entitled to exercise or control the exercise of one-third or more of the voting power at their general meetings, hold more than one-third of the issued share capital of Cheung Kong (Holdings) Limited ("CKH"). CKH is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Conroy Assets Limited and Hamstar Profits Limited.

The entire issued share capital of each of TUT1, TDT1 and TDT2 are owned by Li Ka-Shing Unity Holdings Limited ("Unity Holdco"). Each of Mr. Li Ka-Shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard is interested in one-third of the entire issued share capital of Unity Holdco. TUT1 is interested in the shares of CKH by reason only of its obligation and power to hold interests in those shares in its ordinary course of business as trustee and, when performing its function as trustee, exercises its power to hold interests in the shares of CKH independently without any reference to Unity Holdco or any of Mr. Li Ka-Shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard as a holder of the shares of Unity Holdco as aforesaid.

By virtue of the SFO, each Mr. Li Ka-Shing (considering that he is the settler and may be regarded as a founder of each of DT1 and DT2 for the purpose of the SFO), TUT1, TDT1, TDT2 and CKH is deemed to be interested in the 23,703,000 shares of the Company of which 13,624,600 shares are held by Conroy Assets Limited and 10,078,400 shares are held by Hamstar Profits Limited.

主要股東於股份及相關股份之權益 (續)

附註：

(1) 由於生力總公司持有生力國際有限公司(「生力國際」)之控股權益，生力國際持有生力控股有限公司(「生力控股」)之控股權益，生力控股持有生力啤酒國際有限公司(「生力啤酒國際」)之控股權益及生力啤酒國際持有立端利有限公司(「立端利」)之控股權益，故此生力總公司、生力國際、生力控股及生力啤酒國際均被視為持有上述所披露之立端利持有本公司之權益。

(2) 李嘉誠先生為The Li Ka-Shing Unity Discretionary Trust(「DT1」)及另一全權處理信託(「DT2」)之財產授予人。Li Ka-Shing Unity Trustee Corporation Limited(「TDT1」，為DT1之信託人)及Li Ka-Shing Unity Trustcorp Limited(「TDT2」，為DT2之信託人)各自持有The Li Ka-Shing Unity Trust(「UT1」)若干單位，但此等全權信託並無於該單位任何信託資產物業中具有任何利益或股份。DT1及DT2之可能受益人包括李澤鉅先生、其妻子與子女及李澤楷先生。Li Ka-Shing Unity Trustee Company Limited(「TUT1」)以UT1信託人身份與若干同為TUT1以UT1信託人之身份擁有在其股東大會上行使或控制行使三分之一以上投票權之公司共同持有長江實業(集團)有限公司(「長實」)已發行股本三分之一以上權益。長實於Conroy Assets Limited及Hamstar Profits Limited擁有在其股東大會上行使或控制行使三分之一以上投票權。

TUT1、TDT1、及TDT2之全部已發行股本由Li Ka-Shing Unity Holdings Limited(「Unity Holdco」)擁有。李嘉誠先生、李澤鉅先生及李澤楷先生各自擁有Unity Holdco三分之一全部已發行股本。TUT1擁有長實之股份權益只為履行其作為信託人之責任及權力而從事一般正常業務；並可以信託人身份獨立行使其持有長實股份權益之權力而毋須向Unity Holdco或上文所述之Unity Holdco股份持有人李嘉誠先生、李澤鉅先生及李澤楷先生徵詢任何意見。

根據《證券及期貨條例》，李嘉誠先生(彼為DT1及DT2之財產授予人及就證券及期貨條例而言，被視為該兩項信託之成立人)、TUT1、TDT1、TDT2及長實均各自被視為擁有本公司23,703,000股之股份權益，其中包括由Conroy Assets Limited持有之13,624,600股股份及由Hamstar Profits Limited持有之10,078,400股股份。

Substantial shareholders' interests in shares and underlying shares (Continued)

All interests in the shares and underlying shares of the Company stated are long positions.

Apart from the foregoing, no other interests required to be recorded in the register kept under Section 336 of the SFO have been notified to the Company.

Sufficiency of public float

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company as at the date of this Annual Report, the Company has maintained the prescribed public float under the Listing Rules.

Directors' interests in contracts

Pursuant to an agreement dated 12 June 1963, Neptunia Corporation Limited provides technical and advisory services to the Company and may be paid a General Managers' Commission. Mr. Ramon S. Ang, Mr. Faustino F. Galang, Mr. Ferdinand K. Constantino, Mr. Francis H. Jardeleza, Mr. Peter K. Y. Tam, Mr. Carlos Antonio M. Berba and Ms. Minerva Lourdes B. Bibonia are interested parties to this contract to the extent that they either have equity interests in or are directors of San Miguel Corporation, the ultimate holding company of Neptunia Corporation Limited. General Managers' Commission has not been paid by the Company or charged by Neptunia Corporation Limited since the 1995 financial year.

Save as disclosed above, no contract of significance to which the Company, or any of its holding companies, subsidiaries or associated corporations was a party and in which a director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

主要股東於股份及相關股份之權益 (續)

上述所有本公司之股份權益均為好倉。

除上述外，並無其他權益須按《證券及期貨條例》第336條規定備存之登記冊通知本公司。

公眾持股量

本公司所掌握之公開資料以及就本公司董事所知，於本年報日期，本公司一直保持上市規則指定之公眾持股量。

董事於合約之權益

根據一九六三年六月十二日訂立之協議，立端利有限公司向本公司提供技術及顧問服務，並可收取總經理酬金。其中，蔡啟文先生、郭嘉寧先生、康定豪先生、夏德立先生、譚嘉源先生、凱顧思先生及 Minerva Lourdes B. Bibonia 女士因擁有立端利有限公司之最終控股公司生力總公司之股權，或為生力總公司之董事，均可從此合約中獲取利益。自一九九五年財政年度起，本公司並無支付總經理酬金，而立端利有限公司亦無向本公司收取總經理酬金。

除上文所披露者外，本公司、控股公司、附屬公司或任何關連公司概無於本年度終結時或年內任何時間訂立與本公司董事擁有重大權益之重要合約。



The Company continued to be the No. 1 beer company in Hong Kong with our flagship brand San Miguel at the forefront.

Connected transactions

(i) Continuing connected transactions made with SMC and its associates

In order to comply with the Listing Rules, the Company entered into an agreement (the "Agreement") with SMC, the ultimate holding company of the Company, on 11 March 2005 to govern the terms upon which the trade-related continuing connected transactions which consist of, among others, purchase of packaging materials and alcoholic beverages from the San Miguel Group, will be carried out between members of the Group and members of the San Miguel Group.

Under the Agreement, the Group entered into the following trade-related continuing connected transactions during the year. Each of the continuing connected transactions is not expected to exceed the cap set for each transaction under the Agreement and in the announcement dated 7 April 2005.

關連交易

(i) 與生力總公司及其關聯公司之持續關連交易

為符合上市規則，本公司與本公司之最終控股公司，生力總公司，於二零零五年三月十一日訂立一份協議書「協議書」用作監控與貿易有關的持續關連交易，包括向生力集團購買包裝材料及已包裝啤酒。

於本年度內，本集團根據此協議書進行以下與貿易有關的持續關連交易。每項持續關連交易預期不會超越下列上限。該協議書於二零零五年四月七日舉行之股東特別大會中獲獨立股東批准。

Continuing connected transactions	持續關連交易	2007 Actual 實額 HK\$'000 港幣千元	2007 Cap 上限 HK\$'000 港幣千元
Purchase of packaging materials (comprising cans, bottles, crown seals and crates) by the Group from the San Miguel Group	本集團向生力集團購買包裝材料（包括罐、樽、蓋及膠箱）	34,813	105,700
Purchase of packaged beer by the Group from the San Miguel Group	本集團向生力集團購買已包裝啤酒	2,836	5,000
Sales of packaged beer by the Group to the San Miguel Group	本集團向生力集團銷售已包裝啤酒	4,346	60,700
Payment of commission by the Group to the San Miguel Group in respect of sales of packaged beer by the Group directly to customers in certain countries (other than Hong Kong, Macau and the PRC)	本集團直接向若干國家（香港、澳門及中國除外）之客戶銷售已包裝啤酒，因此而向生力集團支付的佣金	—	1,600

Connected transactions (Continued)**(i) Continuing connected transactions made with SMC and its associates**

(Continued)

The on-going trade-related continuing connected transactions had been reviewed by the independent non-executive directors of the Company who had confirmed that the said transactions were entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms and on terms in accordance with the Agreement that were fair and reasonable so far as the shareholders of the Company were concerned; and
- (3) the aggregate amount of the on-going transactions did not exceed the relevant caps as set out in the announcement dated 11 March 2005.

The Company has received from the auditors a letter reporting that the on-going trade-related continuing connected transactions:

- (1) have received the approval of the Board of Directors of the Company;
- (2) were entered into in accordance with the pricing policies of the Group for those transactions involve provision of goods by the Group;
- (3) have been entered into in accordance with the Agreement dated 11 March 2005; and
- (4) have not exceeded the relevant caps as set out in the announcement dated 11 March 2005.

關連交易 (續)**(i) 與生力總公司及其關聯公司之持續關連交易** (續)

與貿易有關的持續關連交易經本公司獨立非執行董事審核並確認該等交易：

- (1) 於一般日常業務過程中進行；
- (2) 按一般商業條款及協議書條款，而對本公司之股東均公平及合理地進行；及
- (3) 年度之持續關連交易總額不超逾於二零零五年三月十一日公佈披露之上限。

本公司已接獲核數師書面報告確認與貿易有關的持續關連交易：

- (1) 經由本公司董事會的批准；
- (2) 如交易涉及由本集團提供貨品，乃按照本集團的定價政策而進行；
- (3) 乃根據二零零五年三月十一日簽訂的協議條款；及
- (4) 並無超逾二零零五年三月十一日公告披露之上限。

Connected transactions (Continued)**(i) Continuing connected transactions made with SMC and its associates**

(Continued)

In anticipation of the expiration of the Agreement on 31 December 2007, the Company and SMC entered into a new agreement ("New Agreement") on 6 December 2007 with a view to renewing the Agreement to continue to carry out the trade-related continuing connected transactions from 1 January 2008 to 31 December 2010 on substantially the same terms as those under the Agreement.

The board of directors, the independent financial advisor and independent board committee reviewed the terms of the New Agreement (including the caps) and the transactions contemplated therein and considered that they:

- (a) are entered into in the ordinary and usual course of business of the Group;
- (b) are on normal commercial terms and are fair and reasonable; and
- (c) are in the interests of the Company and the shareholders as a whole.

The New Agreement, including the trade-related continuing connected transactions and the caps set for such transactions as set out below, was approved by independent shareholders at the Extraordinary General Meeting of the Company on 4 January 2008.

關連交易 (續)**(i) 與生力總公司及其關聯公司之持續關連交易** (續)

鑒於協議書將於二零零七年十二月三十一日失效，本公司與生力總公司於二零零七年十二月六日訂立新協議(「新協議」)，從而更新協議以於二零零八年一月一日至二零一零年十二月三十一日期間繼續進行與貿易有關的持續關連交易。新協議之條款大致與現有協議相同。

董事會，獨立財務顧問及獨立董事委員會已審閱新協議之條款(包括上限)及預計的交易，並認為此等交易乃：

- (a) 於本集團之日常及慣常業務過程中進行；
- (b) 按一般商業條款，公平及合理地進行；及
- (c) 符合股東之整體利益。

新協議(包括與貿易有關的持續關連交易及以下有關此等交易上限)已於二零零八年一月四日於股東特別大會內經獨立股東批准。

Continuing connected transactions	持續關連交易	2008 Cap 上限	2009 Cap 上限	2010 Cap 上限
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Purchase of packaging materials by the Group from the San Miguel Group	本集團向生力集團購買包裝材料	42,100	52,000	60,000
Purchase of alcoholic and non-alcoholic beverage products by the Group from the San Miguel Group	本集團向生力集團購買酒精類及非酒精類飲品產品	7,500	8,200	9,200

Connected transactions (Continued)**(ii) Connected Transaction made with a subsidiary of SMC**

On 25 July 2007, San Miguel (Guangdong) Brewery Company Limited (“SMGB”), a 92% indirectly-owned subsidiary of the Company, and ArchEn Technologies, Inc. (“ArchEn”), entered into the Engineering Design Services Agreement, pursuant to which ArchEn provided process and engineering design services to SMGB in respect of the first phase of SMGB’s proposed expansion of its brewery facilities in Shunde District, Foshan City, Guangdong Province, the People’s Republic of China. ArchEn is a wholly-owned subsidiary of SMC and is thus a connected person of the Company. As such, the Engineering Design Services Agreement constituted a connected transaction for the Company.

The total fees payable by SMGB to ArchEn was US\$220,000 (equivalent to approximately HK\$1,720,000). Based on the transaction amounts of the Engineering Design Services Agreement and the technical support services provided by SMC in respect of the first phase of the brewery expansion project of SMGB, which transactions were aggregated as a single transaction as they are similar in nature and relate to the SMGB brewery expansion, the connected transactions are only subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but are exempted from the independent shareholders’ approval requirement.

The directors (including the independent non-executive directors) considered that the terms of the Engineering Design Services Agreement were fair and reasonable and in the best interests of the Company and the shareholders of the Company as a whole and the Engineering Design Services Agreement was entered into on normal commercial terms.

An announcement was made by the Company on 26 July 2007 in this respect.

關連交易 (續)**(ii) 與生力總公司其中一間附屬公司之關連交易**

二零零七年七月二十五日，本公司擁有92%權益之間接附屬公司生力(廣東)啤酒有限公司(「生力廣東」)與ArchEn訂立工程設計服務協議，據此，ArchEn將就生力廣東建議擴充其位於中國廣東省佛山市順德區之釀酒設施而向生力廣東提供工程設計及項目監督服務。由於ArchEn是生力總公司之全資附屬公司，ArchEn是本公司之一個關連人士。因此，該工程設計服務協議構成本公司之關連交易。

生力廣東應付ArchEn之費用總額為220,000美元(相等於約1,720,000港元)。由於所提供之服務性質類似，並與生力廣東之釀酒廠擴充計劃相關，工程設計服務協議及生力總公司就生力廣東之釀酒廠擴充項目第一期而提供之技術支援服務之交易金額應匯集為一項交易。該等交易僅須遵守上市規則第14A章項下之申報及公佈規定，但獲豁免取得獨立股東批准之規定。

董事(包括獨立非執行董事)認為工程設計服務協議之條款屬公平合理，並符合本公司股東之整體最佳利益，而工程設計服務協議符合一般商業條款。

於二零零七年七月二十六日本公司已就此作出披露。

Connected transactions (Continued)**(iii) Continuing connected transactions made with Guangzhou Brewery and San Miguel Group**

Guangzhou San Miguel Brewery Company Limited ("GSMB") is an equity joint venture formed between San Miguel (Guangdong) Limited ("SMG") and Guangzhou Brewery ("GB") and is held as to 70% by SMG and as to 30% by GB. SMG is a 92.989% owned subsidiary of the Company and GB is a connected person of the Company by virtue of its substantial shareholding in GSMB. To facilitate the business operations of GSMB, San Miguel International Limited ("SMIL") (a member of the San Miguel Group) and GB have respectively granted GSMB a licence to use their respective trademarks upon establishment of GSMB pursuant to the SMIL Trademark Licensing Agreement and the GB Trademark Licensing Agreement

Apart from the SMIL Trademark Licensing Agreement, the Group has also entered into other licence agreements with certain other members of the San Miguel Group: (i) the Neptunia Sub-licence Agreement entered into between the Company and Neptunia Corporation Limited (a wholly owned subsidiary of SMC) and (ii) the San Miguel Brewing International Limited ("SMBIL") Sub-licence Agreement entered into between SMGB and SMBIL (a wholly owned subsidiary of SMC).

The directors (including the non-executive directors) considered that the terms of the SMIL Trademark Licensing Agreement, the Neptunia Sub-licence Agreement, the SMBIL Sub-licence Agreement (collectively, the "San Miguel Group Licensing Agreements") and the GB Trademark Licensing Agreement, including their respective tenures which are for more than three years, are on normal commercial terms, fair and reasonable, and that the transactions contemplated under such agreements are in the interests of the Company and the shareholders as a whole.

關連交易 (續)**(iii) 與廣州啤酒廠及生力集團之持續關連交易**

廣東生力啤酒有限公司(「廣州生力」)為生力啤(廣東)有限公司(「生力啤廣東」)與廣州啤酒廠(「廣州啤酒廠」)成立之合資合營公司，並由生力啤廣東及廣州啤酒廠分別持有70%及30%。生力啤廣東為本公司擁有92.989%權益之附屬公司，而廣州啤酒廠僅由於其於廣州生力之重大股權而為本公司之關連人士。為方便進行廣州生力之業務，生力國際有限公司(「生力國際」)(生力集團之成員公司)與廣州啤酒廠分別根據生力國際商標特許協議授予廣州生力一項特許權，於廣州生力成立後讓廣州生力使用其各自之商標。

除生力國際商標特許協議外，本集團亦與生力集團之若干其他成員公司訂立其他特許協議：(i)本公司與立端利(生力總公司之全資附屬公司)訂立之立端利再特許協議及(ii)生力廣東與生力啤酒國際有限公司(「生力啤酒國際」)(生力總公司之全資附屬公司)訂立之生力啤酒國際再特許協議。

董事認為生力國際商標特許協議、立端利再特許協議、生力啤酒國際再特許協議(統稱「生力集團特許協議」)及廣州啤酒廠商標特許協議(包括個別多於三年之保用權)之條款屬一般商業條款，屬公平合理，而據此進行之特許交易符合本公司及股東整體利益。

Connected transactions (Continued)**(iii) Continuing connected transactions made with Guangzhou Brewery and San Miguel Group** (Continued)

The transactions under the San Miguel Group Licensing Agreements (which have been aggregated as a single transaction for purposes of the Listing Rules) and the GB Trademark Licensing Agreement constituted continuing connected transactions under Rule 14A.34(1) of the Listing Rules. The annual royalties payable by the Group under each of (i) the San Miguel Group Licensing Arrangements and (ii) the GB Trademark Licensing Agreement shall be less than HK\$10 million for the year ending 31 December 2007 and each of the financial years during the remaining term of the relevant licence / sub-licence agreements. Based on this proposed cap, the transactions under each of the (i) San Miguel Group Licensing Agreements and (ii) the GB Trademark Licensing Agreement are only subject to the reporting and announcement requirements and are exempt from the independent shareholders' approval requirement. An announcement was made by the Company on 19 September 2007 in this respect.

In relation to the SMIL Trademark Licensing Agreement and the Neptunia Sub-Licence Agreement, as per the payment instructions from SMC on 18 December 2000, all royalties receivable from GSMB and SMBHK have been assigned and transferred to SMBIL effective 1 January 2000 until further notice.

The amount of royalties paid to Guangzhou Brewery and San Miguel Group for the year ended 31 December 2007 were HK\$1,743,000 and HK\$4,421,000 respectively (2006: HK\$1,656,000 and HK\$4,262,000).

The on-going continuing connected transactions had been reviewed by the independent non-executive directors of the Company who had confirmed that the said transactions were entered into:

- (1) in the ordinary and usual course of business;
- (2) on normal commercial terms in accordance with the relevant agreements governing the transactions that were fair and reasonable so far as the shareholders of the Company were concerned; and

關連交易 (續)**(iii) 與廣州啤酒廠及生力集團之持續關連交易** (續)

就上市規則第14A.34(1)章而言，生力集團特許協議(累計為一項單一交易)及廣州啤酒廠商標特許協議項下之交易構成本公司之持續關連交易。本集團根據各(i)生力集團特許協議及(ii)廣州啤酒廠商標特許協議，於截至二零零七年十二月三十一日止年度及相關特許／再特許協議餘下年期各財政年度各自應付之全年專利權費將少於一千萬港元。根據建議上限，各(i)生力集團特許協議以及(ii)廣州啤酒廠商標特許協議與生力集團進行之交易將僅須申報及公佈規定，但將獲豁免有關獨立股東批准之規定。於二零零七年九月十九日，本公司已就此作出披露。

根據於二零零零年十二月十八日生力總公司之付款指示，就有關生力國際商標特許協議及立端利再特許協議，由二零零零年一月一日起，所有由廣州生力及本公司之專利權費將授予及轉予生力啤酒國際，直至另行通告為止。

於截至二零零七年十二月三十一日止年度，支付予廣州啤酒廠及生力集團之專利權費分別為1,743,000港元及4,421,000港元(二零零六年：1,656,000港元及4,262,000港元)。

此持續關連交易經本公司獨立非執行董事審核並確認該等交易乃：

- (1) 於一般日常業務過程中進行；
- (2) 按一般商業條款及對本公司之股東均公平及合理地進行；及

Connected transactions (Continued)**(iii) Continuing connected transactions made with Guangzhou Brewery and San Miguel Group** (Continued)

- (3) the aggregate amount of the on-going transactions did not exceed the cap disclosed in the announcement dated 19 September 2007.

The Company has received from the auditors a letter reporting that the continuing connected transactions:

- (1) have received the approval of the Company's board of directors;
- (2) were entered into in accordance with the relevant agreements governing the transactions; and
- (3) the consideration of the transactions has not exceeded the cap disclosed in the announcement dated 19 September 2007.

Retirement and pension plans, personnel and payroll

The Company and its subsidiaries have sponsored a non-contributory defined benefit scheme, The San Miguel Brewery Hong Kong Limited Retirement Fund (the "Fund"), which covers local permanent employees and was registered in September 1995 under the Occupational Retirement Schemes Ordinance. The Fund's assets are held in trust and administered by a trustee. The members' benefits are determined based on the employees' final remuneration and length of service. Contributions to the Fund are made in accordance with the recommendations of independent actuaries who value the retirement scheme at regular intervals, usually triennially.

The Fund was granted exemption from the Mandatory Provident Fund ("MPF") regulations by the MPF Scheme Authority on 24 July 2000, following modifications to the Fund benefits which comply with MPF regulations.

關連交易 (續)**(iii) 與廣州啤酒廠及生力集團之持續關連交易** (續)

- (3) 年度之持續關連交易總額不超逾於二零零七年九月十九日公佈披露之上限。

本公司已接獲核數師書面報告確認有關的持續關連交易乃：

- (1) 經由本公司董事會的批准；
- (2) 按照有關的協議條款進行；及
- (3) 交易金額並無超逾二零零七年九月十九日公佈披露之上限。

退休金計劃、員工及薪酬

本公司及其附屬公司均有為本地全職僱員提供非供款定額福利退休金計劃，香港生力啤酒廠有限公司退休基金（「基金」），並於一九九五年九月根據職業退休計劃條例註冊。基金乃以信託形式正式成立。資產乃由一獨立管理之基金持有。退休福利乃根據僱員之最後薪金及其服務年期計算，基金之供款乃根據獨立精算師之專業意見而釐定。精算師定期為此計劃作出評估，一般為每三年評估一次。

基金福利經修訂後符合強積金條例，並已於二零零零年七月二十四日獲得強制公積金計劃管理局豁免。



—— 零零七年十二月見證了最
—— 新於菲律賓進口的生力生啤
的推出。

Retirement and pension plans, personnel and payroll (Continued)

A formal actuarial assessment of the Fund with recommendations on the level of contributions to the Fund for the next three years was carried out as at 31 December 2007 and the results were as follows:

- (1) The actuary of the Fund is Mr. A. Wong, Fellow of the Canadian Institute of Actuaries and Fellow of the Society of Actuaries. In the actuarial valuation, the attained age method was used. Other major assumptions used in the valuation were: investment return of 6.5% per annum; long-term salary escalation of 3% per annum; mortality rates under the 2001 Hong Kong Life Tables; normal retirement age of 60 years; and early retirement rates allowed between the ages 55 to 60 years.
- (2) The unaudited market value of the Fund assets was HK\$54,106,000 as at 31 December 2007.
- (3) The minimum level of funding as recommended by the Fund actuary was 6.5% of salary for 2008, 2009 and 2010.
- (4) The solvency deficit was HK\$2,500,000, i.e. the obligation under the Fund was 96% covered by the Fund's assets, at 31 December 2007.

For the purposes of preparing the financial statements, an independent actuarial valuation was also carried at 31 December 2007 following the methodology set out in Hong Kong Accounting Standard 19, *Employee Benefits*. Details of this valuation are set out in note 25 to the financial statements.

退休金計劃、員工及薪酬(續)

最近一次精算評估香港生力啤酒廠有限公司退休基金於二零零七年十二月三十一日進行，評估如下：

- (1) 基金之精算師為黃偉雄先生，加拿大及美國精算師公會會員。精算評估乃採用已達到年齡方法。估值時所採用之其他主要假設為：投資回報率每年6.5%；長期薪金相繼每年增長3%；二零零一年香港人之死亡率；正常退休年齡為60歲；提前退休比率由55至60歲。
- (2) 基金之資產於二零零七年十二月三十一日之未審核市值為54,106,000港元。
- (3) 基金精算師建議之最低供款比率：二零零八年、二零零九年及二零一零年為薪金之6.5%。
- (4) 於二零零七年十二月三十一日之即時遣散基金虧蝕為2,500,000港元，即此基金之責任獲基金資產保障達96%。

另外，因應財務報表的需要，根據香港會計準則第19條「*員福利*」，在二零零七年十二月三十一日進行了一次獨立性評估。評估詳情載於財務報表附註25。

Retirement and pension plans, personnel and payroll (Continued)

Pursuant to Government legislation, Allianz Global Investors Hong Kong Limited was selected by the Company as an alternative MPF service provider for employees of the Company who do not wish to remain in or join the Fund. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$20,000. Contributions to the MPF scheme vest in employee members immediately.

On the other hand, employees in the subsidiaries of the Company in the People's Republic of China are members of the Central Pension Scheme operated by the Chinese government. Such subsidiaries are required to contribute a certain percentage of their covered payroll to the Central Pension Scheme to fund the benefits. Contributions to the Central Pension Scheme vest in employee members immediately. The only obligation for the subsidiaries with respect to the Central Pension Scheme is the associated required contribution under the Central Pension Scheme.

Particulars of the number of personnel and payroll expenses of the Group are set out on page 5 of this Annual Report.

Liquidity and financial resources

Working capital at the end of the year was HK\$232,287,000 compared with HK\$328,637,000 in 2006.

Cash and bank deposits at year end were HK\$446,168,000 (2006: HK\$416,335,000) and are sufficient to fund working capital requirements and capital expenditure in 2008.

退休金計劃、員工及薪酬(續)

本公司按法例選出德盛安聯資產管理香港有限公司為強積金另一服務供應商，為不欲參加或保留於本公司現有基金之僱員提供強積金服務。強積金計劃乃一項經由獨立信託人管理之定額供款計劃。在強積金計劃中，僱主及其僱員須各自根據僱員之有關收益，上限為每月20,000港元，向計劃供款5%。強積金供款即時歸屬僱員。

本公司位於中國附屬公司之僱員乃中國政府所推行之中央退休計劃成員。這些附屬公司須為此計劃供款，款額為僱員薪金若干百分比。中央退休計劃供款即時歸屬僱員。附屬公司於有關該中央退休計劃之唯一財務承擔乃按月定期供款。

本集團之員工人數及員工薪酬詳情載於本年報第5頁。

流動資金及財務資源

本集團年終之營運資金為232,287,000港元，而二零零六則為328,637,000港元。

本集團年終之現金及銀行存款合共446,168,000港元（二零零六年：416,335,000港元），足以為二零零七年提供營運資金及資本開支。

Bank loans

The Group has short term credit facilities of HK\$193,780,000 (2006: HK\$207,400,000) of which HK\$193,780,000 (2006: HK\$80,374,000) had been utilised as at 31 December 2007.

Long term loans at year end amounted to HK\$Nil (2006: HK\$95,000,000).

Total borrowing at the year end for the Company were HK\$95,000,000 (2006: HK\$95,000,000) and for the Group of HK\$193,780,000 (2006: HK\$175,374,000).

Particulars of bank loans of the Company and the Group as at 31 December 2007 are set out in note 22 to the financial statements.

Five year summary

A summary of the results of operations and of the assets and liabilities of the Group for the last five financial years is set out on page 141 of the Annual Report.

Purchase, sale or redemption of the Company's listed shares

During the year ended 31 December 2007, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of its listed shares.

Code of best practice

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance section on pages 41 to 54 of the Annual Report.

銀行貸款

本集團有短期銀行信貸193,780,000港元(二零零六年: 207,400,000港元)其中193,780,000港元(二零零六年: 80,374,000港元)已於二零零七年十二月三十一日動用。

本公司於年終時之長期貸款為零元(二零零六年: 95,000,000港元)。

本公司及本集團年終之借款總額分別為95,000,000港元(二零零六年: 95,000,000港元)及193,780,000港元(二零零六年: 175,374,000港元)。

有關本公司及本集團於年終日之銀行貸款詳情載於財務報表附註22。

五年賬目摘要

本集團過去五年之業績、資產及負債摘要，載於本年報第141頁。

買賣或贖回本公司之上市股份

截至二零零七年十二月三十一日止年度內，本公司或其任何附屬公司概無買賣或贖回任何上市股份。

最佳應用守則

有關本公司遵守公司管治常規的重點載於本年報第41至54頁中之企業管治部分。

Confirmation of independence

The Company has received from each of the independent non-executive directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive directors to be independent.

Auditors

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



Ramon S. Ang
Chairman

Hong Kong, 22 April 2008

確認獨立性

根據上市規則第3.13條所載的指引，每名獨立非執行董事已向本公司確認其年度之獨立性，本公司認為所有獨立非執行董事確屬獨立人士。

核數師


畢馬威會計師事務所退任，符合資格，願意接受重選。本公司在即將舉行之股東週年大會上將提呈決議案續聘畢馬威會計師事務所為本公司核數師。

承董事會命



主席
蔡啟文

香港，二零零八年四月二十二日

A man with short dark hair, wearing a grey textured sweater over a white collared shirt, is seated at a dark table. He is looking down at a tall, clear glass of beer he is holding with his right hand. The glass has the 'San Miguel' logo printed on it. On the table in front of him is another similar glass of beer with a thick head of foam. The background is dark and out of focus, suggesting an indoor setting like a bar or restaurant.

December 2007 witnessed the introduction of the new San Miguel Draught Beer imported from the Philippines.

Commitment to Corporate Governance

The Company is committed to maintaining statutory and regulatory standards and adherence to the principles of corporate governance emphasising transparency, independence, accountability, responsibility and fairness. The board and the senior management of the Company ensure that effective self-regulatory practices exist to protect the interests of the shareholders of the Company. These include a board comprising high calibre members, board committees and effective internal systems and controls.

The Company has applied the principles of the Code Provisions under the Code on Corporate Governance Practices (the “Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the year ended 31 December 2007 (the “year under review”), save for the deviations discussed below:

1. All of the non-executive directors are not appointed for a specific term (Code Provision A.4.1) but are subject to retirement by rotation once every three years and re-election at the annual general meeting under the Company’s Articles of Association.
2. Rule 3.10(1) of the Listing Rules requires that every board of directors of a listed issuer must include at least three independent non-executive directors; and Rule 3.21 of the Listing Rules requires that the audit committee of every listed issuer must comprise a minimum of three independent non-executive directors and at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise. Section B.1.1 of the Code also requires that the majority of the members of a listed issuer’s remuneration committee be independent non-executive directors. Subsequent to the

致力維持企業管治水平

本公司致力維持有關法定及監管標準，並緊守企業管治之原則，強調透明、獨立、問責及公平。本公司的董事會及高級管理人員確保訂有有效的自我監管常規，以保障本公司股東的利益，當中包括由極出色之成員組成的董事會、董事委員會及有效的內部制度及監控。

截至二零零七年十二月三十一日止年度（「回顧年度」），惟下文所述的偏離行為除外，本公司一直應用香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載《企業管治（常規）守則》（「該守則」）條文的原則：

1. 根據公司章程，所有非執行董事每三年須在本公司股東週年大會輪值退任及接受重新選舉，故並無特定任期（守則條文A.4.1項）。
2. 上市規則第3.10(1)條規定，上市發行人的董事會必須包括至少三名獨立非執行董事。而上市規則第3.21條規定，每家上市發行人必須設立最少由三名獨立非執行董事組成之審核委員會，而其中一名獨立非執行董事必須具備適當專業資格、或具備適當的會計或相關的財務管理專長。企業管治（常規）守則第B.1.1.條也有規定大部份之薪酬委員會會員應為獨立非執行董事。繼韋以安先生於二零零七年六月十五日離任後，本公司董事會及審核委員會只包括兩名獨立非執行董事（其中一人乃具備專業資格）。另外，本公司薪酬委員

resignation of Mr. Ian F. Wade on 15 June 2007, the board and the audit committee of the Company included only two independent non-executive directors (including one with appropriate professional qualifications). In addition, the majority of the Company's remuneration committee, which was composed of four directors, were not independent non-executive directors, there being only two independent non-executive directors as members. For the purpose of bringing the Company into compliance with Rules 3.10(1) and 3.21 of the Listing Rules and Section B.1.1 of the Code, Mr. Carmelo L. Santiago was appointed as an independent non-executive director, a member of the audit committee and a member of the remuneration committee of the Company on 4 September 2007.

The following sections set out the principles in the Code as they have been applied by the Company, including any deviation therefrom, for the year under review.

The Board

The management and control of the business of the Company is vested in its board. It is the duty of the board to create value to the shareholders of the Company, establish the Company's strategic direction, set the Company's objectives and plan in accordance therewith, and provide leadership and ensure availability of resources in the attainment of such objectives. The board is bound to manage the Company in a responsible and effective manner, and therefore every director ensures that he carries out his duty in good faith and in compliance with the standards of applicable laws and regulations, and acts in the best interests of the Company and its shareholders at all times.

The board and the executive management have clearly defined responsibilities under various internal control and checks-and-balance mechanisms. The board has delegated a schedule of responsibilities to the executive management of the Company. These responsibilities include: implementation of the decisions of the board and organisation and direction of the day-to-day operation and management of the Company in accordance with the management strategies and plans approved by the board; preparation and monitoring of annual production plans and operating budget; and control, supervision and monitoring of capital, technical and human resources.

會(由四個董事組成)並不是大部份由獨立非執行董事作為會員(祇有兩個獨立非執行董事作為會員)。為符合上市規則第3.10(1)條及第3.21條之規定，施雅高先生已於二零零七年九月四日獲本公司委任為獨立非執行董事，審核委員會成員及薪酬委員會成員。

以下各節載述本公司於回顧年度內應用該守則的標準，包括任何偏離行為。

董事會

本公司業務的管理及監控歸屬於董事會。董事會的職責在於為本公司股東創造價值，定下本公司的策略方向，以此設定本公司的目標及計劃，領導員工並確保本公司具備所需資源以達成該等目標。董事會須盡責兼有效地管理本公司，因此，每位董事均須確保其本著真誠履行職責，符合適用法律及規例的標準，並時刻為本公司及其股東的最佳利益行事。

在各項內部監控及權力制衡機制下，董事會與執行管理層的職責均有清晰的界定。董事會已將一部分責任轉授予本公司執行管理層。該等責任包括：執行董事會的決定，根據董事會所批准的管理策略及計劃，組織及指示本公司的日常運作和管理；編撰及監察每年生產計劃及營運預算；以及控制、督導及監察資本、技術及人力資源。

The board held more than four meetings during the year under review. The chief finance officer and company secretary attended all the scheduled board meetings to report matters arising from corporate governance, risk management, statutory compliance, accounting and finance, and kept detailed minutes of each meeting, which are available for all directors. At the meeting, the directors discussed and formulated overall strategies for the Company, monitor financial performance and discussed the annual and interim results, as well as other significant matters. Daily operational matters are delegated to management.

At least 14 days of notice of all board meetings was given to all directors, and all directors were given the opportunity to include matters for discussion in the agenda. An agenda and accompanying board papers are sent in full to all directors at least 3 days before every board meeting.

The number of full board meetings and committee meetings attended by each director during the year under review is set out in the following table. Figure in brackets indicates maximum number of meetings in the period in which the individual was a board member or board committee member (as the case may be).

於回顧年度內，董事會曾舉行超過四次會議。財務總裁兼公司秘書出席了所有預定董事會會議，以報告有關企業管治、風險管理、法例遵守、會計及財務方面的事宜，並保存每個會議的詳細記錄以供所有董事參閱。會議中，董事為本公司研究及制定一切策略，監督財政表現，討論中期及年度業績，以至其他重要事項。日常營運業務則委託管理階層。

所有董事會會議通告皆不少於14天前送達全體董事，而董事們均有機會商討事項列入會議議程。每個董事會會議前，全部議程及相關文件不少於3天前送交全體董事。

於回顧年度內，各董事出席全體董事會會議及委員會會議的次數載於下表。括號內的數字指有關人士為董事會成員或董事委員會成員（視屬何情況而定）期間內的最多會議次數。

		Note 附註	Scheduled board meetings 預定董事會 會議	Audit committee meetings 審核委員會 會議	Remuneration committee meetings 薪酬委員會 會議	Nomination meetings 提名會議
Independent non-executive directors	獨立非執行董事					
David K.P. Li/ Alternate, Adrian M.K. Li	李國寶/ 替任董事李民橋		4/(4)	2/(2)	2/(2)	2/(2)
Ng Wai Sun	吳維新		3/(4)	2/(2)	2/(2)	1/(2)
Ian F. Wade	韋以安	(i)	0/(1)	0/(1)	0/(1)	n/a
Carmelo L. Santingo	施雅高	(ii)	2/(2)	n/a	n/a	n/a
Executive directors	執行董事					
Chong Yoon Fatt	莊永發	(iii)	4/(4)	n/a	n/a	2/(2)
Peter K. Y. Tam	譚嘉源	(iv)	n/a	n/a	n/a	n/a
Non-executive directors	非執行董事					
Ramon S. Ang, <i>Chairman</i>	蔡啟文 (主席)		3/(4)	n/a	n/a	1/(2)
Faustino F. Galang, <i>Deputy Chairman</i>	郭嘉寧 (副主席)		4/(4)	n/a	1/(2)	2/(2)
Minerva Lourdes B. Bibonia	Minerva Lourdes B. Bibonia		4/(4)	n/a	n/a	2/(2)
Ma. Belen C. Buensuceso	Ma. Belen C. Buensuceso	(v)	n/a	n/a	n/a	n/a
Ferdinand K. Constantino	康定豪		4/(4)	n/a	1/(2)	2/(2)
Roberto N. Huang	黃思民	(v)	n/a	n/a	n/a	n/a
Francis H. Jardeleza	夏德立	(vi)	3/(3)	n/a	n/a	2/(2)
Carlos Antonio M. Berba	凱顯思	(vi)	3/(3)	n/a	n/a	2/(2)
Iwan David Nevyn Evans	艾一帆	(vii)	1/(3)	n/a	n/a	1/(2)

Notes:

- (i) Resigned as independent non-executive director on 15 June 2007.
- (ii) Appointed as independent non-executive director on 4 September 2007.
- (iii) Resigned as executive director on 31 December 2007.
- (iv) Appointed as executive director on 31 December 2007.
- (v) Resigned as non-executive director on 6 March 2007.
- (vi) Appointed as non-executive director on 16 April 2007.
- (vii) Appointed as non-executive director on 15 June 2007.

附註：

- (i) 於二零零七年六月十五日辭去獨立非執行董事職務。
- (ii) 於二零零七年九月四日獲委任為獨立非執行董事。
- (iii) 於二零零七年十二月三十一日辭去執行董事職務。
- (iv) 於二零零七年十二月三十一日獲委任為執行董事。
- (v) 於二零零七年三月六日辭去非執行董事的職務。
- (vi) 於二零零七年四月十六日獲委任為非執行董事。
- (vii) 於二零零七年六月十五日獲委任為非執行董事。

The Chairman and the Chief Executive Officer

The chairman of the board is Mr. Ramon S. Ang, and the chief executive officer (or managing director, in the case of the Company) is Mr. Peter K. Y. Tam. The chairman's and the managing director's roles are clearly defined to ensure their independence, accountability and responsibility.

The chairman takes the lead in formulating overall strategies and policies of the Company; ensures the effective performance by the board of its functions, including compliance with good corporate governance practices; and encourages and facilitates active contribution of directors in board activities and constructive relations between executive and non-executive directors. The chairman also ensures effective communication with shareholders of the Company and receipt by the directors of adequate and complete information. The role of deputy chairman is carried out by Mr. Faustino F. Galang.

The managing director, supported by other board members and the senior management, is responsible for managing the day-to-day business of the Company. He is also accountable to the board for the implementation of the Company's overall strategies, and coordination of overall business operations.

Directors and Directors' Independence

The board currently consists of ten non-executive directors and one executive director. Three of the non-executive directors are independent. Further details of the composition of the board can be found in the section entitled "The Board" of this report.

All of the non-executive directors are not appointed for a specific term, but are subject to retirement and rotation and re-election at the Company's annual general meetings. Under the Company's Articles of Association, one-third of the directors, including the non-executive directors, are subject to retirement, rotation and re-election at each annual general meeting.

主席與行政總裁

董事會主席為蔡啟文先生，而行政總裁(在本公司為執行董事)為譚嘉源先生。主席與執行董事的角色均有清晰界定，以確保其獨立、問責及責任性。

主席帶領制訂本公司的整體策略及政策；確保董事會有效發揮其功能，包括遵守良好企業管治常規；以及鼓勵董事積極參與董事會活動及建立執行董事與非執行董事之間的良好關係。主席亦確保與本公司股東有效溝通，而董事亦收到足夠及齊備的資料。副主席的角色由郭嘉寧先生擔任。

執行董事在其他董事會成員及高級管理人員的支持下負責管理本公司的日常業務。彼亦須向董事會承擔本公司的整體策略的實行以及在整體業務運作上的協調工作。

董事及董事的獨立性

董事會現時包括七位非執行董事及一位執行董事。其中三位非執行董事為獨立非執行董事。詳細的董事會組織可以參閱上文列表。

根據本公司的組織章程細則，在每年的股東週年大會上，董事中的三分之一(包括非執行董事)須卸任輪換及重新選舉。所有非執行董事的委任並無指定任期，但須在本公司年度股東大會上卸任，輪換及重新選舉。

Non-Executive Directors

Non-executive directors are expected to participate in the activities of the board, particularly in the establishment of a selection process to ensure a mix of competent directors and officers; adoption of a system of internal checks and balances; scrutiny of the Company's performance in achieving agreed corporate goals and objectives; and ensuring that the exercise of board authority is within the powers conferred to the board under its Articles of Association, by-laws and applicable laws, rules and regulations.

Independent Non-Executive Directors

The independent non-executive directors of the Company are highly skilled professionals with a broad range of expertise and experience in the fields of accounting, finance and business. Their skills, expertise and number in the board ensure that strong independent views and judgement are brought in the board's deliberations and that such views and judgement carry weight in the board's decision-making process. Their presence and participation also enable the board to maintain high standards of compliance in financial and other mandatory reporting requirements, and provide adequate checks and balances to safeguard the interests of shareholders of the Company and the Company.

Each independent non-executive director gives the Company an annual confirmation of his independence. The Company considers such directors to be independent under the guidelines set out in Rule 3.13 of the Listing Rules.

Each director, upon reasonable request, is given access to independent professional advice in circumstances he may deem appropriate and necessary for the discharge of his duties to the Company, at the expense of the Company.

非執行董事

非執行董事須參與董事會活動，尤其是在設立遴選程序以確保董事及高級人員由能幹的人士組成；採納內部權力制衡制度；檢查本公司在達到協定的企業指標及目標方面的表現；以及確保董事會在根據組織章程細則、附例及適用法律、規則及規例賦予董事會的權力範圍內行使其權力。

獨立非執行董事

本公司獨立非執行董事均為在會計、財務及商界等廣具專業知識及經驗的高技巧專業人員。彼等的技能、專業知識及在董事會的數目，確保具高獨立性的意見及判斷以供董事會商討，而有關意見及判斷在董事會的決策過程中亦具有影響力。彼等的出席及參與亦使董事會能嚴格遵守財務及其他強制報告規定，並提供足夠權力制衡，保障本公司股東及本公司的利益。

每名獨立非執行董事，每年均向本公司確認其獨立性。根據上市規則第3.13條所載的指引，本公司認為有關董事確屬獨立人士。

每位董事按合理要求，可在其可能認為適當或有需要的情況下尋求獨立專業意見，以履行其對本公司的責任，費用由本公司支付。



本公司仍然是香港首屈一指的啤酒公司，而主要品牌生力在業界名列前茅。

Directors' Responsibility for the Financial Statements

The directors acknowledge their responsibility for preparing all information and representations contained in the financial statements of the Company for the year under review. The directors consider that the financial statements have been prepared in conformity with the generally accepted accounting standards in Hong Kong, and reflect amounts that are based on the best estimates and reasonable, informed and prudent judgment of the board and management with an appropriate consideration to materiality. As at 31 December 2007, the directors, having made appropriate enquiries, are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the directors have prepared the financial statements of the Company on a going concern basis.

The responsibilities of the external auditors with respect to financial reporting are set out in the section of "Independent Auditor's Report" on pages 138 to 139.

Internal Control

The board has overall responsibility for maintaining sound and effective internal control systems to safeguard the Company's assets and shareholders' interests, as well as for reviewing the effectiveness of these systems.

During the year under review, with the assistance of an external advisor, the Company had conducted a high-level risk assessment and found that the Company has established high level controls of the strategic management, core business and resource management processes and risk management function that addressed those identified risk parameters. Based on the results, the external advisor noted no materials or significant control design gaps. The external advisor had also conducted a Committee of Sponsoring Organizations ("COSO") entity-level control gap analysis to ascertain if the Company has established entity-level controls that are consistent with the key concepts of the control framework recommended by the COSO – Treadway Commission – "Integrated Control Framework".

董事對財務報表的責任

董事承認彼等有編製本公司回顧年度內的財務報表所載的一切資料及陳述的責任。董事認為，財務報表已遵照香港公認會計守則編製，並反映根據董事會及管理層的最佳估計，合理、知情及審慎地判斷，已適當考慮到重要事項後所得的數額。於二零零七年十二月三十一日，據董事經適當查詢後所知，並無任何重要事件或情況可能質疑本公司持續經營的能力。因此，董事已按持續經營基準編製本公司的財務報表。

外聘核數師就有關財務報告的責任載於第138頁至第139頁的「獨立核數師報告」部分。

內部監控

董事會有責任維持穩健而有效的內部監控制度以保障公司的資產及股東的權益，並定期檢討有關制度是否有效。

於回顧年度內，藉著由外聘顧問的協助下，本公司施行一次高風險水平的評估，該評估顯示本公司已建立了高水平監控的策略管理、核心業務和資源管理程序及風險管理功能以應付該等風險範圍。根據所得結果，外聘顧問表示並無重大或嚴重監控設計差距。外聘顧問亦同時進行了一個COSO個體水平監控差距分析，以查明本公司所建立個體水平監控是否與贊助機構委員會提議的監控結構主要概念一致——Treadway委員會(COSO) — 「內部控制框架」。

In addition, the Systems and Business Control team of San Miguel Beer Division from San Miguel Corporation has also performed an audit on the effectiveness of the Company and its subsidiaries' high-level and entity-level controls in November 2007. Their findings and recommendations for control improvement were presented to the board, audit committee and executive management.

The board has thus conducted a review of the Company's internal control systems for the year ended 31 December 2007, including financial, operational and compliance control and risk management functions and assessed the effectiveness of internal control by considering reviews performed by the audit committee, executive management, external advisor and internal auditors.

Support for Directors

To assist the directors in the discharge of their duties, the Company provides every newly appointed director with a comprehensive induction program on the first occasion of his appointment, where such directors are provided with information on the Company's organization and business; the membership, duties and responsibilities of the board, board committees and senior management; corporate governance practices and procedures; and latest financial information on the operations of the Company. Such information shall be supplemented with visits to the Company's key plant sites and meetings with key senior executives.

Throughout their tenure, the directors shall be provided with updates on the business of the Company, latest developments of the Listing Rules and other applicable legal and regulatory requirements, corporate social responsibility matters and other changes affecting the Company.

隨後，生力總公司啤酒部之系統及商務監控小組亦於二零零七年十一月進行審核本公司及其附屬公司於高水平及個體水平監控的效能。其調查結論和改良監控建議已匯報董事會、審核委員會及管理層。

董事會已經執行對本公司截至二零零七年十二月三十一日年度內有關財務、營運、合規及風險管理的內部監控制度評審。亦已檢討了由審核委員會、管理層和內部及外聘核數師執行有關內部監控效能的評審。

董事的支援

為協助董事履行其職責，本公司為每位新委任的董事在其首次獲委任時提供全面的公司介紹計劃，有關董事在計劃內獲提供有關本公司組織及業務的資料；董事會、董事委員會及高級管理層的成員、職責及責任；企業管治（常規）守則及程序；以及本公司業務的最新財務資料。除有關資料外，彼等亦會參觀本公司的主要廠房，並與主要高級行政人員會面。

在彼等的任期內，董事將獲提供本公司業務資料的更新、上市規則及其他適用法律及監管規定的最新發展、企業社會責任事宜，以及影響本公司的其他變動。

The Board Committees

Audit Committee

For the year under review, subject to the deviation mentioned in the section entitled "Commitment to Corporate Governance", the audit committee is composed of three independent non-executive directors: Mr. Ng Wai Sun, Mr. Carmelo L. Santiago and Dr. The Hon. Sir David K. P. Li, who acts as chairman of the committee. The audit committee met twice in 2007 with full minutes kept by the company secretary. Individual attendance of each committee member at these meetings is shown in the table presented above.

Under its terms of reference, the audit committee shall assist the board in fulfilling its corporate governance and oversight responsibilities in relation to financial reporting, internal control structure, risk management systems and internal and external audit functions. The audit committee is further authorised by the board to investigate any activity within its terms of reference, and is tasked with recommending to the board appropriate actions emanating from such investigations. The audit committee has unrestricted access to personnel, records, internal and external auditors, risk assessment and assurance and senior management, as may be appropriate in the discharge of its functions.

In 2007, the audit committee discharged its responsibilities by:

- (a) making recommendations to the board on the reappointment of the external auditor and approval of the remuneration and terms of engagement of the external auditor;
- (b) monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard, and discussing with the external auditor the nature and scope of the audit and reporting obligations;
- (c) implementing the Company's policy on the engagement of an external auditor to supply non-audit services;

董事委員會

審核委員會

於回顧年度內，審核委員會由三位獨立非執行董事組成；吳維新先生、韋以安先生及審核委員會主席李國寶爵士。於二零零七年，審核委員會曾開會兩次，整套會議紀錄由公司秘書保存。個別委員會成員出席該等會議的情況載於上文的列表。

根據其職權範圍，審核委員會協助董事會履行其有關財務匯報、內部監控架構、風險管理制度，以及內部及外聘審核功能的企業管治及監察責任。審核委員會亦獲董事會授權調查其職權範圍內的任何活動，並須根據有關調查向董事會建議合適的行動。審核委員會在履行其職能時可無限制地接觸合適人士、紀錄、內部及外聘核數師、風險評估和承諾及高級管理人員。

於二零零七年，審核委員會履行其責任如下：

- (a) 就外聘核數師的重新委任向董事會提供建議，以及批准外聘核數師的薪酬及聘用條款；
- (b) 按適用的標準監察外聘核數師是否獨立客觀及核數程序是否有效；與外聘核數師討論核數性質、範疇及有關申報責任；
- (c) 執行本公司有關外聘核數師提供非核數服務的政策；

- | | |
|---|--|
| (d) reviewing, and monitoring the integrity of, the financial statements of the Company and the Company's annual and interim reports and the auditors' report to ensure that the information presents a true and balanced assessment of the Company's financial position; | (d) 審閱本公司的財務報表、年度及中期報告及獨立核數師報告，並監察其完整性，以確保有關資料真實而平衡地評估本公司的財務狀況； |
| (e) reviewing the Company's financial controls, internal control and risk management systems to ensure that management has discharged its duty to have an effective internal control system; | (e) 檢討本公司的財務監控、內部監控及風險管理制度，以確保管理層已履行職責建立有效的內部監控系統。 |
| (f) coordinating with the internal auditors from San Miguel Corporation to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company; | (f) 協調生力總公司內部核數師的工作，確保內部核數功能在本公司內部有足夠資源運作，並且有適當的地位； |
| (g) reviewing the Company's financial and accounting policies and practices; | (g) 檢討本公司的財務、會計政策及實務； |
| (h) reviewing the external auditor's management letter, material queries raised by the external auditor to the management in respect of the accounting records, financial accounts or systems of control and the management's response to such queries; and | (h) 檢查外聘核數師給予管理層的函件、外聘核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；及 |
| (i) reporting to the board on the matters set out in the Code on Corporate Governance Practices on the audit committee. | (i) 就《企業管治(常規)守則》所載有關審核委員會的事宜向董事匯報。 |

The audit committee is authorised by the board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary in the performance of its functions. The audit committee is provided with sufficient resources by the Company to discharge its duties. The audit committee's specific terms of reference are available on request to any shareholders of the Company and are posted on the Company's website, info.sanmiguel.com.hk.

During the year under review, the total fee in respect of audit and non-audit services (mainly tax review and corporate governance review) provided to the Company and its subsidiaries by external auditors amounted to HK\$2,725,000 (2006: HK\$2,592,000) and HK\$300,000 (2006: HK\$400,000), respectively.

審核委員會獲董事會授權，若其認為在履行其職能時有需要，可徵詢外部法律或其他獨立專業意見，及邀請具有相關經驗及專業知識的外部人士出席。審核委員會獲本公司供給充足資源以履行其職責。本公司任何股東均可要求查閱審核委員會的職權範圍，而職權範圍已載於本公司的網站上，網址為 info.sanmiguel.com.hk。

於回顧年度內，由外聘核數師對本公司和附屬公司所提供有關核數或非核數(主要稅務複查和公司管治回顧)的服務費用總計，分別為港幣2,725,000元(二零零六年：港幣2,592,000元)及港幣300,000元(二零零六年：港幣400,000元)。

Remuneration Committee

For the year under review, subject to the deviation mentioned in the section entitled "Commitment to Corporate Governance", the remuneration committee is composed of three independent non-executive directors, namely: Dr. The Hon. Sir David K. P. Li, Mr. Ng Wai Sun and Mr. Carmelo L. Santiago, and two non-executive directors, namely: Mr. Ferdinand K. Constantino and Mr. Faustino F. Galang. The remuneration committee is chaired by an independent non-executive director, Mr. Ng Wai Sun. The remuneration committee met twice in 2007 with full minutes kept by the company secretary. Individual attendance of each committee member at these meetings is shown in the table presented above.

The primary role of the remuneration committee under its terms of reference is to support and advise the board in fulfilling the board's responsibility to the shareholders of the Company to:

- (a) establish coherent remuneration policies and practices that will be observed and enable the Company to attract and retain top calibre executives and directors;
- (b) fairly and responsibly reward executives based on their performance and the performance of the Company, and the general pay environment; and
- (c) comply with the Code Provisions on remuneration of directors, mainly by:
 - determining executive and director remuneration policy;
 - determining the remuneration of executive directors upon consultation with the chairman or managing director regarding their proposals for such remuneration;
 - reviewing and approving the remuneration of the executives who directly report to the managing director, and as appropriate, other senior management; and
 - reviewing and approving all equity based plans.

薪酬委員會

薪酬委員會已於二零零五年十二月九日妥為組成，成員包括三位獨立非執行董事，（即：李國寶爵士、吳維新先生及韋以安先生）及兩位非執行董事（即：康定豪先生及郭嘉寧先生）。薪酬委員會由一位獨立非執行董事吳維新先生擔任主席。於二零零七年，薪酬委員會曾開會兩次，整套會議紀錄由公司秘書保存。個別委員會成員出席該等會議的情況載於上文的列表。

薪酬委員會根據其職權範圍主要為支援及建議董事會履行對本公司股東有關如下責任：

- (a) 制定使本公司能吸引及挽留優秀行政人員及董事一致的薪酬政策及常規；
- (b) 根據行政人員的表現及本公司的業積，以及宏觀支薪環境，公平及盡責地酬賞行政人員；及
- (c) 符合有關董事酬金守則條文的責任，向董事會提供意見，方式如下：
 - 釐定行政人員及董事的薪酬政策；
 - 在與主席或執行董事就彼等有關酬金的建議進行諮詢後，釐定執行董事的酬金；
 - 檢討及批准直接向執行董事匯報的行政人員及（倘適用）其他高級管理人員的酬金；及
 - 檢討及批准所有權益為本的計劃。

The remuneration committee has the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense, and is provided with sufficient resources by the Company to discharge its duties. The remuneration committee's specific terms of reference are available on request to any shareholders of the Company and are posted on the Company's website, info.sanmiguel.com.hk.

During the year under review, the committee discussed the remuneration related matters in the scheduled meetings, and set the policy on the remuneration of its members and key senior executives in accordance with the Company's Articles of Association. As recommended, no director fee would be paid for the year 2007.

The committee also determined the policy for the reimbursement of expenses which were properly incurred by the directors in the performance of their duties in accordance with the Company's Articles of Association. Details of the remuneration of directors and senior management for the year ended 31 December 2007 are set out in notes 8, 9 and 30(c) to the financial statements.

Nomination of Directors

The Company has not established a nomination committee. Directors of the Company are responsible for making recommendations to the board for consideration and approval on nominations, appointment of directors and board succession, with a view to appoint to the board individuals with the relevant experience and capabilities to maintain and improve the competitiveness of the Company. The board formulates the policy, reviews the size, structure and composition of the board, and assesses the independence of its independent non-executive directors in accordance with the criteria prescribed under the Listing Rules and the Code.

薪酬委員會有權索取認為在履行其職責時有需要的任何資料，包括取得合適的外部意見而費用由本公司支付的權利。薪酬委員會獲本公司供給充足資源以履行其職責。本公司任何股東均可要求查閱薪酬委員會的職權範圍，而職權範圍亦登載於本公司網站上，網址為info.sanmiguel.com.hk。

於回顧年度內，委員會於預定會議內討論酬金相關事宜，並根據本公司的組織章程細則制訂其成員及主要高級行政人員酬金的政策。全體委員均出席預定會議。建議不支付二零零七年各董事袍金。

根據本公司的組織章程細則，委員會釐定有關補選董事因履行其職責時所引致之開支的政策。董事及高級管理人員截至二零零七年十二月三十一日止年度的酬金詳情載於財務報表附註8、9及30(c)。

董事提名

本公司並無設立提名委員會，本公司董事負責就董事提名及委任以及董事會延續而向董事會提供建議，以供考慮及批准，目的是委任具有相關經驗及能力的人士加入董事會，以維持及改善本公司的競爭力。董事會制訂政策，檢討董事會規模、結構及組成，並根據上市規則及該守則所指定的準則評估其獨立非執行董事的獨立性。

Code of Conduct on Directors' Securities Transactions

The Company has adopted a code of conduct for securities transactions and dealings (the "Code of Conduct") based on the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules. The terms of the Code of Conduct are no less exacting than the standards in the Model Code, and the Code of Conduct applies to all the relevant persons as defined in the Code, including the directors of the Company, any employee of the Company, or a director or employee of a subsidiary or holding company of the Company who, because of such office or employment, are likely to be in possession of unpublished price sensitive information in relation to the Company or its securities.

Specific enquiry has been made of all the directors of the Company who have confirmed in writing their compliance with the required standards set out in the Code of Conduct during the year under review.

Communication with Shareholders

The Company attaches great priority to establishing effective communications with its shareholders and investors. In an effort to enhance such communications, the Company provides information relating to the Company and its business in its annual report and also disseminates such information electronically through its website, *info.sanmiguel.com.hk*.

The Company regards the annual general meeting as an important event as it provides an opportunity for direct communications between the board and its shareholders. All directors and senior management make an effort to attend the annual general meeting of the Company to address shareholders' queries. All the shareholders of the Company are given a minimum of 21 days' notice of the date and venue of the annual general meeting of the Company. The Company supports the Code's principle to encourage shareholders' participation.

董事進行證券交易的守則

本公司已根據上市規則附錄十所載的《上市公司董事進行證券交易的標準守則》採納有關證券交易及買賣的守則（「操守守則」）。操守守則條款比《標準守則》所訂標準更高，而操守守則亦適用於該守則所界定的所有有關人士，包括本公司董事、本公司任何僱員、或本公司的附屬公司或控股公司的董事或僱員，而彼等因有關職位或受僱工作而可能擁有關於本公司或其證券的未公佈股價敏感資料。

在向本公司所有董事作出特定查詢後，彼等已書面確認於回顧年度內有遵守操守守則所訂的標準。

與股東的溝通

本公司相當重視與其股東及投資者建立有效溝通。為達到有效溝通，本公司在其年報內提供有關本公司及其業務的資料，亦以電子方式透過其網站 *info.sanmiguel.com.hk* 發佈有關資料。

本公司視股東週年大會為重要事項，因其提供董事會與股東直接溝通的機會。全體董事及高級管理人員務必出席本公司股東週年大會，以回應股東提問。本公司各股東均獲有關本公司股東週年大會舉行時間及地點最少21日的通知。本公司支持該守則鼓勵股東參與。

本公司繼續舉辦多項酒吧表演及推廣項目，以鞏固生力品牌作為與年輕消費者的溝通平台。

San Miguel 生力
WILD DAY OUT 08
grand show



Directors

Ramon S. Ang, *Chairman*
Faustino F. Galang, *Deputy Chairman*
Peter K.Y. Tam, *Managing Director*

Non-Executive Director

Carlos Antonio M. Berba
Minerva Lourdes B. Bibonia
Ferdinand K. Constantino
Iwan David Nevyn Evans
Francis H. Jardeleza

Independent Non-Executive Director

David K.P. Li, *GBM, JP*
Ng Wai Sun
Carmelo L. Santiago
Adrian M.K. Li, Alternate to David K.P. Li, *GBM, JP*

The details of the directors as at the date of this report are as follows:

Mr. Ramon S. ANG, *BSME*, aged 54, appointed on 27 November 1998, is Chairman of the Company. Mr. Ang is also Vice Chairman, President and Chief Operating Officer of San Miguel Corporation (SMC). Mr. Ang is also Chairman and director of various subsidiaries of San Miguel Corporation.

Mr. Faustino F. GALANG, *BSc, BA, MBE*, aged 61, appointed on 22 March 1991, is Deputy Chairman and a member of the Remuneration Committee of the Company. He is also a director of Neptunia Corporation Limited, a controlling shareholder of the Company. Mr. Galang also served as Division President of the San Miguel Beer Division of San Miguel Corporation until November 2006.

Mr. Peter K.Y. TAM, *BBA, MBA*, aged 49, appointed on 31 December 2007, is Managing Director of San Miguel Brewery Hong Kong Limited. Mr. Tam joined the Company in 1993. He has more than 21 years of experience in the selling and marketing of consumer products in Hong Kong and Mainland China.

董事

蔡啟文 主席
郭嘉寧 副主席
譚嘉源 執行董事

非執行董事

凱顧思
Minerva Lourdes B. Bibonia
康定豪
艾一帆
夏德立

獨立非執行董事

李國寶, *GBM, JP*
吳維新
施雅高
李民橋, 李國寶 *GBM, JP* 之替任董事

截至此報告日期，董事資料如下：

蔡啟文先生，*BSME*，五十四歲，於一九九八年十一月二十七日獲委任為本公司主席和生力總公司副主席、總裁及營運總裁。蔡啟文先生亦是生力總公司的多間附屬公司主席及董事。

郭嘉寧先生，*BSc, BA, MBE*，六十一歲，於一九九一年三月二十二日獲委任為本公司副主席及薪酬委員會成員。郭先生亦是本公司控股股東立端利有限公司之董事。郭嘉寧先生於二零零六年十一月前為生力總公司啤酒部之總裁。

譚嘉源先生，*BBA, MBA*，四十九歲，於二零零七年十二月三十一日獲委任為香港生力啤酒廠有限公司之執行董事。譚先生於一九九三年加入本公司，他在香港及中國具有超過二十一年銷售及推廣消費品之經驗。

DIRECTORS AND MANAGEMENT EXECUTIVES

董事及行政管理人員

Mr. Carlos Antonio M. BERBA, *BSc, MBA, MSc*, aged 43, is the Chairman and General Manager of San Miguel Brewing International Limited (“SMBIL”), controlling shareholder of the Company and a Director of various subsidiaries of SMBIL. He has also served as Division President of the San Miguel Beer Division of San Miguel Corporation until October 2007. Mr. Berba has 22 years of experience in strategic planning, financial analysis and corporate structuring initiatives.

Ms. Minerva Lourdes B. BIBONIA, *BSc*, aged 49, appointed on 24 February 2006, is the Head of Marketing of San Miguel Brewery Inc. She also served as Senior Vice President for Corporate Marketing of San Miguel Corporation and is also a director of San Miguel Brewing International Limited. Ms. Bibonia has 26 years of combined local and international marketing and sales experience.

Mr. Ferdinand K. CONSTANTINO, *BA Econ*, aged 56, appointed on 24 February 2005, is a member of the Remuneration Committee of the Company. He is Senior Vice President, Chief Finance Officer & Treasurer of San Miguel Corporation and a director of San Miguel Holdings Limited and San Miguel Brewing International Limited. He also holds directorships in various subsidiaries of San Miguel Corporation. Mr. Constantino has over 35 years experience in financial management, financial planning and analysis, financial systems, comptrollership, economic analysis, and strategic planning.

Mr. Iwan David Nevyn EVANS, aged 51, has worked for the A.S. Watson Group for the past 17 years, holding various directorate positions in Asia. Prior to joining A.S. Watson Group, Mr. Evans gained his retail experience as senior management positions at Woolworths plc, and ASDA Superstores plc in the UK.

Mr. Francis H. JARDELEZA, *BA(UP), LLB (UP), LLM (Harvard)*, aged 58, is the Senior Vice President, Corporate Secretary and General Counsel and Compliance Officer of San Miguel Corporation. He is also the Chairman of SMC Stock Transfer Service Corporation, and a director, corporate secretary, assistant corporate secretary and/or compliance officer of various subsidiaries of San Miguel Corporation. He was a Director of the Company from 24 February 2005 to 24 February 2006.

凱顧思先生，*BSc, MBA, MSc*，四十三歲，現任生力啤酒國際有限公司(本公司之控股股東)之主席及總經理，亦是生力啤酒國際有限公司的多間附屬公司之董事。他於二零零七年十月之前亦是生力總公司啤酒部之總裁。凱顧思先生具有二十二年計劃策略，財務分析及企業架構主導之經驗。

Minerva Lourdes B. BIBONIA女士，*BSc*，四十九歲，於二零零六年二月二十四日獲委任，是生力啤酒廠公司之市務部主管。她曾任生力總公司企業市務部高級副總裁，現任生力啤酒國際有限公司之董事。Bibonia女士具有二十六年綜合本地及國際市場推廣及銷售之經驗。

康定豪先生，*BA Econ*，五十六歲，二零零五年二月二十四日獲委任為本公司薪酬委員會成員。他現任生力總公司高級副總裁及財務總裁兼司庫，亦是生力控股有限公司及生力啤酒國際有限公司之董事。康先生同時兼任生力總公司的多間附屬公司之董事。康定豪先生具有超過三十五年財務管理、財務策劃及分析、財務系統、會計審核、經濟分析及計劃策略之經驗。

艾一帆先生，五十一歲，過去十七年服務於屈臣氏集團，為亞洲多間公司董事會成員。在加入屈臣氏集團前，艾先生曾於英國Woolworths plc及ASDA Superstores plc 出任高級管理人員，於零售業具豐富經驗。

夏德立先生，*BA(UP), LLB(UP), LLM (Harvard)*，五十八歲，為生力總公司高級副總裁、公司秘書及監察總裁。夏先生是生力總公司股份轉讓服務公司主席，兼任生力總公司多間附屬公司的董事、公司秘書、助理公司秘書及/或監察總裁。夏德立先生於二零零五年二月二十四日至二零零六年二月二十四日曾任本公司董事。

Dr. The Hon. Sir David LI Kwok-po, *GBM, GBS, OBE, MA Cantab (Economics & Law), Hon DSc. (Imperial), Hon. DBA (Napier), Hon. D.Hum.Litt. (Trinity, USA), Hon. DSocSc (Lingnan), Hon. LLD (Hong Kong), Hon. LLD (Warwick), Hon. LLD (Cantab), FCA, FCPA, FCPA (Aust.), FCIB, FHKIB, FBCS, CITP, FCIARD, JP, Officier de L'Ordre de la Couronne, Grand Officer of the Order of the Star of Italian Solidarity, The Order of the Rising Sun, Gold Rays with Neck Ribbon, Officier de la Legion d'Honneur*, aged 69, appointed on 22 March 1991, is an Independent Non-Executive Director, Chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Sir David is Chairman and Chief Executive of The Bank of East Asia, Limited and a director of numerous other companies in Hong Kong and overseas. Sir David is a member of the Legislative Council of Hong Kong. He is Chairman of The Chinese Banks' Association, Limited and the Hong Kong Management Association. He is also a member of the Banking Advisory Committee and the Treasury Markets Association.

Mr. NG Wai Sun, aged 65, appointed on 1 April 2001, is an Independent Non-Executive Director, Chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Mr. Ng is Chairman of Jibsen Capital (Holdings) Limited. He is also a director of the Tung Wah Group of Hospitals (2004-2006) and the China Overseas Friendship Association. Mr. Ng is the Member of the Standing Committee of the Chinese People's Political Consultative Conference of Guangxi Zhuang Autonomous Region. Mr. Ng is also appointed as the Honorary Investment and Trade Representative of the Republic of the Philippines per Executive Order No. 20.

Mr. Carmelo L. SANTIAGO, *BBA*, aged 65, is the founder and owner of several branches of Melo's restaurant in the Philippines and a director of Terbo Concept, Inc., a Philippine company engaged in retail and food business. He was a director of the Company from 27 February 2003 to 23 February 2005. Having over 32 years of directorate positions in various companies in the Philippines and Hong Kong, Mr. Santiago has extensive experience in foods, beverages, publication, properties, power and banking industries.

李國寶爵士 · *GBM, GBS, OBE, MA Cantab (Economics & Law), Hon DSc. (Imperial), Hon. DBA (Napier), Hon. D.Hum.Litt. (Trinity, USA), Hon. DSocSc (Lingnan), Hon. LLD (Hong Kong), Hon. LLD (Warwick), Hon. LLD (Cantab), FCA, FCPA, FCPA (Aust.), FCIB, FHKIB, FBCS, CITP, FCIARD, JP, Officier de L'Ordre de la Couronne, Grand Officer of the Order of the Star of Italian Solidarity, The Order of the Rising Sun, Gold Rays with Neck Ribbon, Officier de la Legion d'Honneur* · 六十九歲，於一九九一年三月二十二日獲委任，為本公司之獨立非執行董事、審核委員會主席及薪酬委員會成員。李國寶爵士是東亞銀行有限公司主席兼行政總裁，並出任多間香港及海外公司之董事。李爵士現為香港立法會議員。他同時出任香港華商銀行公會有限公司及香港管理專業協會主席。李爵士也是銀行業務諮詢委員會委員及財資市場公會之議會成員。

吳維新先生，六十五歲，二零零一年四月一日獲委任為本公司之獨立非執行董事、薪酬委員會主席及審核委員會成員。吳先生是集成匯財(集團)有限公司主席，亦是東華三院(二零零四至二零零六年)總理及中華海外聯誼會理事。吳先生也是中國人民政治協商會議廣西藏族自治州委員會常務委員。根據菲律賓總統第20號令吳先生獲委任為菲律賓政府投資及貿易榮譽代表。

施雅高先生，*BBA*，六十五歲，是菲律賓Melo's餐廳的創辦人並擁有多間分店。他同時是菲律賓一家食品及零售業務公司，Terbo Concept, Inc. 之董事。施先生於二零零三年二月二十七日至二零零五年二十三日曾獲委任為本公司董事。施先生在菲律賓及香港兩地的多間公司擔任董事，超過三十二年。他於食品、飲料、出版、物業、能源及銀行業務皆有豐富經驗。

DIRECTORS AND MANAGEMENT EXECUTIVES

董事及行政管理人員

Mr Adrian M. K. Li, MA, MBA, LPC, aged 34, appointed Alternate Director to Dr The Hon. Sir David K.P. Li on 1 August 2002, is General Manager and Head of Corporate Banking Division of The Bank of East Asia, Limited since 2000. Mr. Li is a member of the Ninth and Tenth Guangdong Provincial Committee and formerly the Ninth & Tenth Guangzhou Committee of the Chinese People's Political Consultative Conference, P.R.C. He is also a committee member of the Ninth & Tenth All-China Youth Federation, Deputy Chairman of the Ninth Beijing Municipality Youth Federation and Vice Chairman of the Fifteenth Session of Hong Kong United Youth Association Limited. In addition, Mr. Li is the Council Member of the Vocational Training Council, a member of the Advisory Board and Chairman of the Investment Committee of the Hong Kong Export Credit Insurance Corporation and a member of the MPFA Industry Schemes Committee of the Mandatory Provident Fund Schemes Authority. He sits on the Board of Ocean Park Corporation and is an Independent Non-Executive Director of Sino Land Company Limited, Tsim Sha Tsui Properties Limited, Sino Hotel (Holdings) Limited and China State Construction International Holdings Limited. Mr. Li is also a member of The Law Society of England and Wales and The Law Society of Hong Kong. He is the eldest son of Dr. The Hon. Sir David K.P. Li.

李民橋先生，MA, MBA, LPC，三十四歲，二零零二年八月一日獲委任為李國寶爵士之替任董事。他自二千年起出任東亞銀行有限公司總經理及企業銀行處主管。李先生為第九及第十屆中國人民政治協商會議廣東省委員會委員，之前亦出任第九及第十屆中國人民政治協商會議廣州市委員會委員。他亦是第九及第十屆中華全國青年聯合會港區特邀委員、北京市青年聯合會第九屆委員會副主席及香港青年聯合會第十五屆副主席。此外，他也是香港職業訓練局理事會委員、香港出口信用保險局諮詢委員會委員兼投資委員會主席和香港強制性公積金計劃管理局強制性公積金行業計劃委員會委員。李先生現任海洋公園公司董事及信和置業有限公司、尖沙咀置業集團有限公司、信和酒店(集團)有限公司及中國建築國際集團有限公司之獨立非執行董事。李先生亦屬英國律師會及香港律師會之會員。李先生乃李國寶爵士之長子。



The Company continued to implement the series of bar shows and promotion programs to strengthen the brand San Miguel communication platform to young consumers.

DIRECTORS AND MANAGEMENT EXECUTIVES

董事及行政管理人員

Management Executives

Peter K.Y. Tam

Managing Director

John K.L. Cheung

Chief Finance Officer & Company Secretary

Samson C.W. Wong

General Sales Manager (until 29 February 2008)

Andes P.H. Leung

General Sales Manager

Frederick K.Y. Chan

Marketing Manager

Terence T.A. Tan

General Manager — Logistics

C.K. Ho

Senior Manager — Operations

Steven Co

Senior Manager — Corporate Development

Edith Y.M. Ng

Senior Manager — Human Resources & Administration

Herbert W.M. Chu

Managing Director,

Guangzhou San Miguel Brewery Company Limited

Elisito A. Locaylocay

Plant Manager,

San Miguel (Guangdong) Brewery Company Limited

行政管理人員

譚嘉源

執行董事

張嘉麟

財務總裁及公司秘書

黃中華

營業總經理(截至二零零八年二月二十九日)

梁百行

營業總經理

陳國裕

市務經理

陳兆益

物流總經理

何志強

生產高級經理

許敏志

企業發展高級經理

伍月薇

人力資源及行政高級經理

朱活明

廣州生力啤酒有限公司 董事總經理

Elisito A. Locaylocay

生力(廣東)啤酒有限公司 酒廠廠長

DIRECTORS AND MANAGEMENT EXECUTIVES

董事及行政管理人員

The details of the management executives as at the date of this report are as follows:

Mr. Peter K.Y. TAM, *Managing Director*. Please refer to the Directors section on page 56 for details.

Mr. John K.L. CHEUNG, *BBA, MBA*, aged 45, Chief Finance Officer & Company Secretary, joined the Company in 1997. Mr. Cheung is a member of the Institute of Management Accountants. He has over 22-year solid experience in finance and accounting in various industries.

Mr. Samson C.W. WONG, *BBA, MBA*, aged 36, joined the Company in 1998. Mr. Wong has gained over 14 years of experience in the fields of sales and marketing from the sporting goods and retail industries. Mr. Wong was General Sales Manager until 29 February 2008.

Mr. Andes P.H. LEUNG, *BBA, MBA*, aged 37, joined the Company in 2001. Mr. Leung succeeded Mr. Samson C.W. Wong as General Sales Manager on 1 March 2008. He has over 13-year solid experience in advertising, international marketing and sales in various industries.

Mr. Frederick K.Y. CHAN, *DIP, MBA*, aged 42, Marketing Manager, joined the Company in 2001. Mr. Chan has more than 20 years of service in the advertising and marketing field in various industries.

Mr. Terence T.A. TAN, *DIP, BBBA*, aged 50, General Manager - Logistics, joined the Company in 1998. Mr. Tan has more than 21-year solid experience in the logistics field in various industries.

Mr. C.K. HO, *DIP, MSc*, aged 49, Senior Manager - Operations, joined the Company in 1988. During his over 19 years of service with the Company, Mr. Ho has gained extensive experience in the operations of beer production.

截至此報告日期，各行政管理人員之資料如下：

譚嘉源先生，*執行董事*；詳細請參閱第56頁之董事部份。

張嘉麟先生，*BBA, MBA*，四十五歲，財務總裁及公司秘書，於一九九七年加入本公司。張先生為管理會計師公會會員，並於不同行業累積了超過二十二年會計及財務經驗。

黃中華先生，*BBA, MBA*，三十六歲，於一九九八年加入本公司。黃先生具有逾十四年運動用品及零售業的銷售及市務經驗。黃先生截至二零零八年二月二十九日止為本公司營業總經理。

梁百行先生，*BBA, MBA*，三十七歲，於二零零一年加入本公司。梁先生於二零零八年三月一日接任黃中華先生為營業總經理，他具有超過十三年不同行業的廣告、國際市務及銷售經驗。

陳國裕先生，*DIP, MBA*，四十二歲，市務經理，於二零零一年加入本公司。陳先生於不同行業累積了超過二十年廣告及市務經驗。

陳兆益先生，*DIP, BBBA*，五十歲，物流總經理，於一九九八年加入本公司。陳先生具有逾二十一年不同行業的物流業務經驗。

何志強先生，*DIP, MSc*，四十九歲，生產高級經理，於一九八八年加入本公司。於本公司服務超過十九年，何先生累積了啤酒生產業務的豐富經驗。

DIRECTORS AND MANAGEMENT EXECUTIVES

董事及行政管理人員

Mr. Steven CO, *BA*, aged 38, Senior Manager - Corporate Development, joined the Company in 1994. Mr. Co has gained over 13 years of experience in business planning, business research, corporate affairs and quality management in the Company.

Ms. Edith Y.M. NG, *DIP, MBA*, aged 45, Senior Manager - Human Resources & Administration, joined the Company in 1989. Ms. Ng has gained over 18 years of experience in the fields of marketing, sales and human resources.

Mr. Herbert W.M. CHU, *BBA, MBA*, aged 55, Managing Director of Guangzhou San Miguel Brewery Company Limited, joined the Company in 1977. During his over 30 years of service with San Miguel, Mr. Chu has gained extensive experience in brewery operations, logistics, sales and marketing as well as public relations.

Mr. Elisito A. LOCAYLOCAY, *BSChE*, aged 46, Plant Manager of San Miguel (Guangdong) Brewery Company Limited, appointed by the Headquarters to take up the post in early 2007. Mr. Locaylocay is a Brewmaster with more than 20 years working experience in San Miguel Group and he has gained extensive experience in brewery operations.

許敏志先生，*BA*，三十八歲，企業發展高級經理，於一九九四年加入本公司。許先生具有超過十三年業務策劃、業務研究、企業事務及品質管理的經驗。

伍月薇女士，*DIP, MBA*，四十五歲，人力資源及行政高級經理，於一九八九年加入本公司。伍女士具有超過十八年市務、銷售及人力資源方面的經驗。

朱活明先生，*BBA, MBA*，五十五歲，廣州生力啤酒有限公司董事總經理，於一九七七年加入本公司。於本公司任職逾三十年，朱先生於啤酒業務、物流、銷售、市務及公關方面擁有豐富經驗。

Elisito A. LOCAYLOCAY先生，*BSChE*，四十六歲，生力(廣東)啤酒有限公司酒廠廠長，於二零零七年初由總公司委任。Locaylocay先生是一位在生力集團有超過二十年經驗的釀酒師，對釀酒業務具有豐富經驗。

香

港生力不但致力於商業上的成功，同時關注社會責任。

San Miguel



NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN that the FORTY-FIFTH ANNUAL GENERAL MEETING of SAN MIGUEL BREWERY HONG KONG LIMITED will be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 10 June 2008 at 3:00pm for the purpose of transacting the following ordinary business:

1. To receive and consider the audited Financial Statements and the Report of the Directors and Independent Auditor's Report for the year ended 31 December 2007;
2. To re-elect directors; and
3. To appoint auditors and authorise the directors to fix their remuneration.

By Order of the Board
John K.L. Cheung
Company Secretary

Hong Kong, 30 April 2008

Notes:

1. Shareholders are entitled to appoint one or more proxies to attend and vote in their stead at the meeting. A proxy needs not be a shareholder of the Company.
2. To be valid, forms of proxy must be deposited at the registered office of the Company at 9/F, Citimark Building, 28 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong not less than 48 hours before the meeting.

茲定於二零零八年六月十日(星期二)下午三時正假香港金鐘道八十八號，太古廣場，香港JW萬豪酒店，三樓宴會廳召開香港生力啤酒廠有限公司第四十五屆股東週年大會，處理下列普通事項：

1. 省覽及接納截至二零零七年十二月三十一日止年度之經審核財務報表，董事會報告及核數師報告；
2. 重選董事；及
3. 委任來年核數師及授權董事會釐定其酬金。

承董事會命
公司秘書
張嘉麟

香港，二零零八年四月三十日

附註：

1. 凡有權出席上述大會投票之股東，均有權委任一位或以上之代表出席及代其投票，受委代表無須為本公司股東。
2. 代表委任書須於會議召開前四十八小時送抵本公司於香港新界沙田小瀝源源順圍二十八號都會廣場九樓之註冊辦事處，方為有效。

Ten Year Review

十年回顧

		2007	2006	2005
Turnover (1)	營業額 (1)	754,833	826,817	806,909
Profit/(loss) from operations	經營盈利／(虧損)	4,326	(11,607)	11,165
Profit/(loss) for the year before restructuring costs	未計重組開支之盈利／(虧損)	49,926	(13,163)	(2,111)
Restructuring costs (2)	重組開支(2)	(310,220)	(93,159)	(63,295)
(Loss)/profit for the year	年度(虧損)／盈利	(260,294)	(106,322)	(65,406)
Taxes paid, including beer tax	稅項連啤酒稅	140,831	127,007	141,219
Cash dividends attributable to the year	年度應佔現金股息	—	—	3,736
Cash dividends per share (cents)	每股現金股息(仙)	—	—	1
Fixed assets and projects under development	固定資產及發展中項目	1,496,910	1,769,377	1,838,164
Net worth (3), (4), (5)	淨值 (3), (4), (5)	1,754,463	1,974,097	2,062,073
Salaries, wages and Other benefits (6)	薪金、工資及其他福利 (6)	105,510	118,836	128,539
Number of personnel (7)	員工人數 (7)	838	768	1,151

- (1) Turnover has been adjusted where discounts and beer duty and taxes have been set-off with the gross turnover.
- (2) Restructuring costs arose from restructuring activities on the Company and Guangzhou San Miguel Brewery Company Limited.
- (3) Net worth for the years 1998 to 2000 have been adjusted for change in accounting policy of dividend recognition.
- (4) Net worth for the years 2001 to 2004 have been adjusted for change in accounting policy of minority interests.
- (5) Net worth for the years 2002 to 2005 have been adjusted for change in accounting policy of defined benefit retirement plan.
- (6) Payroll has been corrected for inconsistent reporting in prior years for the year 1998.
- (7) Number of personnel represents actual headcount as of the last working day of the year.

STATISTICAL ANALYSIS OF OPERATIONS

經營統計分析

Years ended 31 December, in Hong Kong dollar thousands except per share data and number of personnel

截至十二月三十一日止年度，除每股股份數據及員工人數外均以港幣千元計算

2004	2003	2002	2001	2000	1999	1998
777,830	684,866	804,749	939,702	992,531	1,024,015	1,057,289
19,754	(29,950)	38,942	101,787	100,723	83,737	39,409
12,504	(35,848)	27,355	90,403	87,657	60,100	17,051
—	—	—	—	—	—	—
12,504	(35,848)	27,355	90,403	87,657	60,100	17,051
135,185	134,986	164,268	170,830	160,745	156,038	170,576
3,736	—	37,356	160,636	52,300	41,093	11,207
1	—	1	43	14	11	3
1,939,135	2,016,646	2,083,863	2,156,190	2,214,254	2,276,150	2,347,937
2,117,652	2,120,679	2,147,315	2,268,190	2,233,837	2,193,847	2,170,495
122,149	124,480	131,168	126,053	127,094	144,121	155,400
1,145	1,168	1,214	1,268	1,276	1,345	1,601

- (1) 營業額已就折扣折扣，啤酒稅與稅項作出調整。
- (2) 二零零七年之重組開支乃指香港生力啤酒廠之重組活動，而二零零五及二零零六年之重組開支乃指廣州生力啤酒有限公司之重組活動。
- (3) 一九九八年至二零零零年之淨值已就股息確認之會計政策改變作出調整。
- (4) 二零零一年至二零零四年之淨值已就少數股東權益之會計政策改變作出調整。
- (5) 二零零二年至二零零五年之淨值已就定額福利退休計劃之會計政策改變作出調整。
- (6) 員工薪酬已就一九九八年出現之呈報不貫徹而作出更正。
- (7) 員工人數指於年度最後一個工作日之實際員工數目。

CONSOLIDATED INCOME STATEMENT

綜合收益表

For the year ended 31 December 2007 (Expressed in Hong Kong dollars)

截至二零零七年十二月三十一日止年度(以港幣計算)

		Note 附註	2007 \$'000 千元	2006 \$'000 千元
Turnover	營業額	3, 12	754,833	826,817
Cost of sales	銷售成本		(353,959)	(444,311)
Gross profit	毛利		400,874	382,506
Other revenue	其他收入	4	19,636	17,455
Other net income/(expenses)	其他收益/(開支)淨額	4	1,306	(915)
Selling and distribution expenses	銷售及分銷開支		(307,642)	(286,873)
Administrative expenses	行政開支		(80,819)	(104,343)
Other operating expenses	其他經營開支		(29,029)	(19,437)
Profit/(loss) from operations	經營盈利/(虧損)		4,326	(11,607)
Finance costs	財務費用	5(a)	(9,920)	(8,105)
Restructuring costs	重組開支	6	(310,220)	(93,159)
Loss before taxation	除稅前虧損	5	(315,814)	(112,871)
Income tax credit	所得稅計入	7	55,520	6,549
Loss for the year	年度虧損	12	(260,294)	(106,322)
Attributable to:	應佔如下:			
Equity shareholders of the Company	本公司權益持有人	10, 27(a)	(262,376)	(70,144)
Minority interests	少數股東權益	27(a)	2,082	(36,178)
Loss for the year	年度虧損	27(a)	(260,294)	(106,322)
Loss per share	每股虧損			
— Basic (cents)	— 基本(仙)	11(a)	(70)	(19)
— Diluted	— 攤薄	11(b)	N/A 不適用	N/A 不適用

The notes on pages 76 to 137 form part of these financial statements.

列於第76至137頁之各項附註為本財務報表之一部份。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

At 31 December 2007 (Expressed in Hong Kong dollars)

於二零零七年十二月三十一日(以港幣計算)

		2007		2006		
		Note	\$'000	\$'000	\$'000	\$'000
		附註	千元	千元	千元	千元
Non-current assets	非流動資產					
Fixed assets	固定資產	13(a)				
— Property, plant and equipment	— 物業、機器及設備			1,328,148		1,578,156
— Investment properties	— 投資物業			87,534		89,750
— Interests in leasehold land held for own use under operating leases	— 在經營租賃下自用而持有的租賃土地權益			81,228		101,471
				1,496,910		1,769,377
Intangible assets	無形資產	14		39,643		39,564
Goodwill	商譽	15		5,044		5,044
Other tangible assets	其他有形資產	17		53,164		49,000
				1,594,761		1,862,985
Current assets	流動資產					
Inventories	存貨	18		40,027		50,664
Trade and other receivables	應收貿易及其他賬項	19		96,248		116,050
Amounts due from holding companies and fellow subsidiaries	應收控股公司及同系附屬公司賬項	20		6,893		28,408
Current tax recoverable	可收回本期稅項	26(a)		71		—
Pledged deposits	抵押存款	21(a)		18,696		—
Cash and cash equivalents	現金及等同現金項目	21(b)		446,168		416,335
				608,103		611,457
Current liabilities	流動負債					
Bank loans (unsecured)	銀行貸款(無抵押)	22		(193,780)		(80,374)
Trade and other payables	應付貿易及其他賬項	23		(162,926)		(194,780)
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	20		(19,110)		(7,562)
Current tax payable	應付本期稅項	26(a)		—		(104)
				(375,816)		(282,820)
Net current assets	流動資產淨值			232,287		328,637
Total assets less current liabilities carried forward	總資產減流動負債結轉			1,827,048		2,191,622

CONSOLIDATED BALANCE SHEET (CONTINUED)

綜合資產負債表 (續)

At 31 December 2007 (Expressed in Hong Kong dollars)

於二零零七年十二月三十一日 (以港幣計算)

		2007		2006	
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Total assets less current liabilities brought forward	總資產減 流動負債承前		1,827,048		2,191,622
Non-current liabilities	非流動負債				
Bank loans (unsecured)	銀行貸款(無抵押)	22	—	(95,000)	
Retirement benefit liabilities	退休福利負債	25(a)	(8,625)	(14,870)	
Deferred tax liabilities	遞延稅項負債	26(b)	(63,960)	(107,655)	
			(72,585)		(217,525)
NET ASSETS	資產淨值		1,754,463		1,974,097
CAPITAL AND RESERVES	股本及儲備	27(a)			
Share capital	股本		186,785		186,785
Reserves	儲備		1,526,691		1,751,097
Total equity attributable to equity shareholders of the Company	本公司 權益持有人 應佔權益		1,713,476		1,937,882
Minority interests	少數股東權益		40,987		36,215
TOTAL EQUITY	權益總值		1,754,463		1,974,097

Approved and authorised for issue by the Board of Directors on 22 April 2008.

經由董事會於二零零八年四月二十二日批准及授權刊發。



Ramon S. Ang
Director

蔡啟文
董事



Peter K. Y. Tam
Director

譚嘉源
董事

The notes on pages 76 to 137 form part of these financial statements.

列於第76至137頁之各項附註為本財務報表之一部份。

BALANCE SHEET

資產負債表

At 31 December 2007 (Expressed in Hong Kong dollars)

於二零零七年十二月三十一日(以港幣計算)

		2007		2006	
	Note	\$'000	\$'000	\$'000	\$'000
	附註	千元	千元	千元	千元
Non-current assets	非流動資產				
Fixed assets	固定資產	13(b)			
— Property, plant and equipment	— 物業、機器及設備		674,082		978,326
— Interests in leasehold land held for own use under operating leases	— 在經營租賃下自用而持有的租賃土地權益		48,824		70,645
			722,906		1,048,971
Intangible assets	無形資產	14	38,489		38,489
Investments in subsidiaries	附屬公司權益	16	1,171,201		1,175,161
			1,932,596		2,262,621
Current assets	流動資產				
Inventories	存貨	18	6,747	24,045	
Trade and other receivables	應收貿易及其他賬項	19	50,907	86,504	
Amounts due from holding companies and fellow subsidiaries	應收控股公司及同系附屬公司賬項	20	907	17,165	
Amount due from a subsidiary	應收附屬公司賬項	24	107,033	32,161	
Cash and cash equivalents	現金及等同現金項目	21(b)	11,988	15,725	
			177,582	175,600	
Current liabilities	流動負債				
Bank loans (unsecured)	銀行貸款(無抵押)	22	(95,000)	—	
Trade and other payables	應付貿易及其他賬項	23	(40,810)	(55,062)	
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	20	(17,823)	(2,398)	
Amounts due to subsidiaries	應付附屬公司賬項	24	(2,491)	(2,754)	
			(156,124)	(60,214)	
Net current assets	流動資產淨值		21,458		115,386
Total assets less current liabilities carried forward	總資產減流動負債結轉		1,954,054		2,378,007

BALANCE SHEET (CONTINUED)

資產負債表 (續)

At 31 December 2007 (Expressed in Hong Kong dollars)

於二零零七年十二月三十一日 (以港幣計算)

	Note	2007		2006	
	附註	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Total assets less current liabilities brought forward	總資產減流動負債承前		1,954,054		2,378,007
Non-current liabilities	非流動負債				
Bank loans (unsecured)	銀行貸款(無抵押)	22	—	(95,000)	
Amounts due to subsidiaries	應付附屬公司賬項	24	(377,747)	(377,747)	
Retirement benefit liabilities	退休福利負債	25(a)	(8,625)	(14,870)	
Deferred tax liabilities	遞延稅項負債	26(b)	(427)	(52,692)	
			(386,799)		(540,309)
NET ASSETS	資產淨值		1,567,255		1,837,698
CAPITAL AND RESERVES	股本及儲備	27(b)			
Share capital	股本		186,785		186,785
Reserves	儲備		1,380,470		1,650,913
TOTAL EQUITY	權益總值		1,567,255		1,837,698

Approved and authorised for issue by the Board of Directors on 22 April 2008.

經由董事會於二零零八年四月二十二日批准及授權刊發。

Ramon S. Ang
Director

蔡啟文
董事

Peter K. Y. Tam
Director

譚嘉源
董事

The notes on pages 76 to 137 form part of these financial statements.

列於第76至137頁之各項附註為本財務報表之一部份。

CONSOLIDATED STATEMENT OF RECOGNISED INCOME AND EXPENSE

綜合已確認收益與費用表

For the year ended 31 December 2007 (Expressed in Hong Kong dollars)

截至二零零七年十二月三十一日止年度(以港幣計算)

	Note	2007	2006
	附註	\$'000	\$'000
		千元	千元
Exchange differences on translation of the financial statements of foreign subsidiaries, net of tax	除稅後換算外地附屬公司財務報表所產生之匯兌差額 27(a)	37,294	22,713
Actuarial gains and losses of defined benefit retirement plan, net of tax	除稅後定額福利退休計劃精算損益 27(a)	3,366	(4,367)
Income and expense recognised directly in equity	直接確認為權益之收支	40,660	18,346
Loss for the year	年度虧損	(260,294)	(106,322)
Total recognised income and expense for the year	本年度已確認之收支總額	(219,634)	(87,976)
Attributable to:	應佔如下：		
Equity shareholders of the Company	本公司權益持有人	(224,406)	(53,827)
Minority interests	少數股東權益	4,772	(34,149)
Total recognised income and expense for the year	本年度已確認之收支總額	(219,634)	(87,976)

The notes on pages 76 to 137 form part of these financial statements.

列於第76至137頁之各項附註為本財務報表之一部份。

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 December 2007 (Expressed in Hong Kong dollars)

截至二零零七年十二月三十一日止年度(以港幣計算)

	Note 附註	2007 \$'000 千元	2006 \$'000 千元
Operating activities	經營業務		
Loss before taxation	除稅前虧損	(315,814)	(112,871)
Adjustments for:	就下列事項作出調整:		
— Amortisation of land lease premium	— 租賃土地款項之攤銷	2,563	2,517
— Amortisation of other tangible assets	— 其他有形資產之攤銷	13,076	8,617
— Depreciation of property, plant and equipment	— 物業、機器及設備之折舊	64,744	70,472
— Depreciation of investment properties	— 投資物業之折舊	2,216	2,641
— Impairment loss on fixed assets	— 固定資產之減值虧損	302,750	12,000
— Impairment loss on other tangible assets	— 其他有形資產之減值虧損	1,911	—
— Impairment loss on trade and other receivables	— 應收貿易及其他賬項之減值虧損	4,926	11,086
— Interest expenses	— 利息支出	9,702	7,851
— Interest income	— 利息收入	(14,248)	(12,403)
— Net (gain)/loss on disposal of property, plant and equipment	— 出售物業、機器及設備之(盈利)/虧損	(147)	18,808
— Loss on disposal of other tangible assets	— 出售其他有形資產之虧損	8,468	7,349
— Equity-settled share-based payment expenses	— 以股份為基礎之支付費用	162	400
— Foreign exchange gains	— 外幣兌換之盈利	(7,181)	(1,373)
Operating profit before changes in working capital	營運資本變動前之經營盈利	73,128	15,094
Decrease in inventories	存貨之減少	10,637	36
Decrease/(increase) in trade and other receivables	應收貿易及其他賬項之減少/(增加)	14,974	(17,204)
Decrease in net amounts due from holding companies and fellow subsidiaries	應收控股公司及同系附屬公司賬項之淨額之減少	32,901	7,773
(Decrease)/increase in trade and other payables	應付貿易及其他賬項之(減少)/增加	(31,968)	8,801
Decrease in retirement benefit liabilities	退休福利負債之減少	(2,166)	(5,350)
Increase in leased factory maintenance provision	租賃廠房維修撥備之增加	—	3,587
Increase in pledged bank deposits	抵押存款之增加	(18,696)	—
Cash generated from operations	經營業務之現金流入	78,810	12,737
Income tax	所得稅		
— Hong Kong Profits Tax (paid)/refunded	— (已付)/退回香港利得稅	(266)	763
Net cash generated from operating activities	經營業務之現金流入淨額	78,544	13,500

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 December 2007 (Expressed in Hong Kong dollars)

截至二零零七年十二月三十一日止年度(以港幣計算)

	Note	2007	2006
	附註	\$'000	\$'000
		千元	千元
Investing activities	投資業務		
Payment for purchase of property, plant and equipment	購入物業·機器及設備	(60,313)	(55,124)
Payment for purchase of trademarks	購入商標	—	(2)
Payment for purchase of other tangible assets	購入其他有形資產	(24,311)	(21,961)
Proceeds from disposal of property, plant and equipment	出售物業·機器及設備所得款項	1,264	37,231
Proceeds from redemption of dated debt securities	贖回有期債務證券所得款項	—	12,492
Interest received	已收利息	14,169	16,896
Net cash used in investing activities	投資業務之現金流出淨額	(69,191)	(10,468)
Financing activities	融資活動		
Proceeds from new bank loans	新增貸款	16,022	29,843
Interest paid	已付利息	(9,646)	(6,671)
Net cash generated from financing activities	融資活動之現金流入淨額	6,376	23,172
Net increase in cash and cash equivalents	現金及等同現金項目之淨額增加	15,729	26,204
Cash and cash equivalents at 1 January	一月一月之現金及等同現金項目結存	416,335	383,331
Effect of foreign exchange rates changes	匯率變動之影響	14,104	6,800
Cash and cash equivalents at 31 December	十二月三十一日之現金及等同現金項目結存	446,168	416,335
	21(b)		

The notes on pages 76 to 137 form part of these financial statements.

列於第76至137頁之各項附註為本財務報表之一部份。

1 Significant accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2007 comprise the Company and its subsidiaries (together referred to as the “Group”).

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are 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.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and estimates with a significant risk of material adjustment in next year are discussed in note 34.

1 主要會計政策

(a) 遵守聲明

財務報表乃根據所有適用之香港財務報告準則（「香港財務報告準則」）而編撰。香港財務報告準則一詞包括香港會計師公會頒佈之所有適用的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、香港公認會計原則及香港公司條例之規定。該等財務報表亦遵守香港聯合交易所有限公司證券上市規則之適用披露規定。本集團採用之主要會計政策概要如下。

香港會計師公會已頒佈多項全新及經修訂之香港財務報告準則，並於二零零七年一月一日或其後開始之會計年度生效。有關對財務報表內所反映的當期及過往會計期間首次應用該等新及經修訂香港財務報告準則所導致的會計政策變動的資料，已在附註2提供。

(b) 編撰財務報表之準則

截至二零零七年十二月三十一日止年度之綜合財務報表包括本公司及其附屬公司（統稱為「本集團」）。

財務報表乃以過往成本為編撰基準。

財務報表的編撰符合香港財務報告準則要求管理層作出會影響政策應用及資產、負債、收入與開支的報告數額的判斷、估計及假設的規定。估計及有關假設乃根據過往經驗及多個相信有關情況下屬合理之其他因素而作出，其結果成為對在其他來源並不顯然易見的資產與負債賬面值作出判決的基礎。實際結果可能有異於該等估計。

估計及相關假設會持續檢討。對會計估計進行修訂時，若修訂只影響該期間，則修訂會在修訂估計的期間內確認；若修訂影響到當期及未來期間，則在修訂及未來期間確認。

本集團就採用香港財務報告準則時所作出的判斷，以及作出對下一年度之財務報表構成重大調整風險之估計的討論內容載列於附註34。

1 Significant accounting policies (Continued)

(c) Subsidiaries and minority interests

Subsidiaries are entities controlled by the Group. Control exists 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.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions 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.

Minority interests represent the portion of the net assets of subsidiaries attributable to interests that are not owned by the Company, whether directly or indirectly through subsidiaries, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. Minority interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the Company. Minority interests 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 shareholders of the Company.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is 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's share of losses previously absorbed by the Group has been recovered.

Loans from holders of minority interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated balance sheet in accordance with notes 1(m) or (n) depending on the nature of the liability.

In the Company's balance sheet, an investment in a subsidiary is stated at cost less impairment losses (see note 1(j)).

1 主要會計政策(續)

(c) 附屬公司及少數股東權益

附屬公司為本集團所控制之實體。倘若本集團有權決定該實體的財務及經營業務從而獲取利益，該實體將被視為受到本集團控制。在評估控制權時，現存並可行使的潛在投票權已計算在內。

於附屬公司之投資由持有控制權開始併入綜合財務報表內，直至控制權終止為止。本集團內公司之間之結餘及交易，以及交易所產生之任何未變現盈利，乃於編製綜合財務報表時悉數抵銷。如無減值證據，本集團內公司之間之交易而產生之未變現虧損，乃以未變現盈利相同之形式抵銷。

少數股東權益是指，非由本公司直接或透過附屬公司間接擁有的應佔附屬公司淨資產的權益部分，而本集團未與該權益持有者達成任何附加協議，致令集團整體上對該等權益產生符合財務負債定義的法定義務。少數股東權益在綜合資產負債表內的股東權益列示，但與可歸屬於集團股東權益分開。少數股東權益佔本集團年度內總溢利或虧損在綜合收益表以分配為少數股東權益及可歸屬於本公司股東權益形式呈報。

倘少數股東應佔虧損超過附屬公司權益中的少數股東權益，所超出之款額及任何少數股東應佔之進一步虧損，將於本集團之權益中扣除，惟倘少數股東須承擔具約束力之責任及能夠彌補虧損則作別論。該附屬公司日後之所有盈利均分配予本集團，直至先前由本集團承擔原應由少數股東攤佔之虧損得到彌補為止。

由少數股東權益持有人借出的貸款以及其他合約責任將根據附註1(m)或(n)(視負債的性質而定)於綜合資產負債表呈列為財務負債。

本公司之資產負債表內的附屬公司之投資，乃按成本減去減值虧損(見附註1(j))列賬。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(d) Goodwill

Goodwill represents the excess of the cost of a business combination 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 (see note 1(j)).

On disposal of a cash generating unit, any attributable amount of goodwill is included in the calculation of the profit or loss on disposal.

(e) Property, plant and equipment

Property, plant and equipment are held for own use and stated in the balance sheet at cost less accumulated depreciation and impairment losses (see note 1(j)), with the exception of construction in progress which is stated at cost less any impairment losses (see note 1(j)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual values, if any, using the straight-line method over their estimated useful lives as follows:

Land and buildings	The shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years
Machinery, equipment, furniture and fixtures	4 to 50 years
Motor vehicles	4 to 7 years

No provision for depreciation is made on construction in progress until such time when the assets are completed and ready for use.

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately.

Both the useful life of an asset and its residual value, if any, are reviewed annually.

1 主要會計政策(續)

(d) 商譽

綜合賬項所產生之商譽，乃指收購成本超逾所購入可資區別資產、負債及或然負債之公允值之差額。

商譽以成本減去減值虧損列賬。商譽會被分配至相關的賺取現金單位，並每年進行減值測試(見附註1(j))。

出售賺取現金單位時，有關的商譽數額將撥入出售盈虧中計算。

(e) 物業、機器及設備

除在建工程以成本減去減值虧損(見附註1(j))列賬外，物業、機器及設備在資產負債表內按成本減累計折舊及減值虧損列賬(見附註1(j))。

報廢或出售物業、機器及設備項目之盈虧，乃出售所得款項淨額以及有關項目賬面值之差額，並於報廢或出售日在損益中確認。

折舊乃將物業、機器及設備成本減其估計剩餘價值(如有)，在其下述估計可使用年期期間以直線法計算而撇銷：

為自用而持有的土地及房產	未屆滿租賃期及其估計可使用年期(不超過五十年)兩者中較短期間折舊
機器、設備、傢俬及裝置	四年至五十年
車輛	四年至七年

在建工程於資產完成及可投入使用前不會計提折舊。

當一項物業、廠房及設備之各部份有不同的可使用年期，此項目各部份之成本將按合理基礎分配，而每部份將作個別折舊。

本集團每年檢討資產之可使用年期及其剩餘價值(如有)。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(f) Investment properties

Investment properties are land and buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation.

Investment properties are stated in the balance sheet at cost less accumulated depreciation and impairment losses (see note 1(j)). Depreciation is calculated to write off the cost of investment properties, less their estimated residual values, if any, using the straight-line method over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years.

Rental income from investment properties is accounted for as described in note 1(s)(iii).

(g) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

- (i) Classification of assets leased to the Group
Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases.

Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

However, land held for own use under an operating lease, where the fair value cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

- (ii) Operating lease charges
Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term. Impairment losses are recognised in accordance with the accounting policy set out in note 1(j).

1 主要會計政策(續)

(f) 投資物業

投資物業為賺取租金收入及/或為資本增值而擁有或根據租賃權益持有的土地及房產。

投資物業在資產負債表內按成本減累計折舊及減值虧損列賬(見附註1(j))。折舊乃將投資物業成本減其剩餘價值(如有)，在未屆滿租賃期及其估計可使用年期(不超過五十年)兩者中較短期間以直線法計算而撇銷。

投資物業所得租金收入如附註1(s)(iii)所述入賬。

(g) 租賃資產

倘本集團確定安排具有在商定期限內通過支付一筆或一系列款項而使用某一特定資產或多項資產之權利，則該安排(由一宗交易或一系列交易組成)為租賃或包括租賃。該釐定乃根據安排之內容評估而作出，而無論安排是否具備租賃之法律形式。

- (i) 租賃予本集團之資產的分類
對於本集團以租賃持有的資產，如有關租賃將擁有資產的絕大部分風險和回報轉移至本集團，有關資產便會劃歸為以融資租賃持有。

並未將擁有資產之所有風險和利益轉讓之租賃資產，乃列為經營租賃。

然而，根據經營租賃為自用而持有的土地，若公允價值在租賃開始時不能與位於有關土地上的房產的公允價值分開計量，會作為根據融資租賃持有入賬，除非有關房產亦顯然根據經營租賃持有，則作別論。就此而言，租賃的開始時間為本集團首次訂立租約時，或從前承租人接手時。

- (ii) 經營租賃
倘本集團根據經營租賃使用資產，根據租約所付之款項乃於損益中以等額在租賃期所涵蓋之會計期間支銷。所得的租賃激勵措施乃作為所作的整體淨租賃付款額的一部分在損益中確認。

以經營租賃持有土地的收購成本是按直線法在租賃期內攤銷。減值虧損會按照附註1(j)的會計政策來確認。

1 Significant accounting policies (Continued)

(h) Intangible assets (other than goodwill)

Intangible assets are trademarks and club debentures acquired by the Group and stated in the balance sheet at cost less impairment losses (see note 1(j)).

These intangible assets are not amortised as their useful lives are assessed to be indefinite, and are tested annually for impairment (see note 1(j)).

The conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset.

(i) Other tangible assets

Other tangible assets are returnable bottles and crates used by subsidiaries in the People's Republic of China ("PRC").

Returnable bottles and crates are stated in the balance sheet at cost less accumulated amortisation and impairment losses (see note 1(j)). Amortisation is calculated to write off the cost of bottles and crates, less their estimated residual values, using the straight-line method over their estimated useful lives of two and seven years respectively.

Both the useful lives of bottles and crates and their residual values are reviewed annually.

(j) Impairment of assets

(i) Impairment of receivables

Receivables that are stated at cost or amortised cost are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

1 主要會計政策(續)

(h) 無形資產(商譽除外)

商標及會所債權證以成本減去減值虧損於資產負債表列賬，並每年進行減值測試(見附註1(j))。

該等無形資產並無攤銷，因為其可使用年期被評估為不確定及每年須作減值測試(見附註1(j))。

無形資產之可使用年期不確定之結論須每年檢討以確定情況是否繼續支持該資產之不確定使用年期之評估結果。

(i) 其他有形資產

其他有形資產為位於中華人民共和國(「中國」)的附屬公司所用的啤酒樽及膠箱。

須退還之啤酒樽及膠箱在資產負債表內按成本減累計攤銷及減值虧損列賬(見附註1(j))。攤銷乃將啤酒樽及膠箱成本減其剩餘價值，在分別為兩年及七年期間以直線法計算而撇銷。

本集團會就啤酒樽及膠箱之可使用年期及其剩餘價值每年進行檢討。

(j) 資產減值

(i) 應收款項的減值

按成本或攤銷成本列賬之應收賬項於各結算日進行檢討，以確定是否有客觀憑證顯示其出現減值。減值的客觀憑證包括以下本集團關注的一項或多項損失事項的可觀察數據：

- 債務人重大的財務困難；
- 違反合約，例如拖欠或逾期償還利息或本金款項；
- 債務人進行破產或其他財務重組將有可能出現；及
- 工業技術、市場、經濟或法律環境的重大改變對債務人有不利影響。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(j) Impairment of assets (Continued)

(i) Impairment of receivables (Continued)

If any such evidence exists, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate, where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade receivable included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade receivable directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- Property, plant and equipment;
- Investment properties;
- Interests in leasehold land held for own use under operating leases;
- Investments in subsidiaries;
- Goodwill;
- Intangible assets; and
- Other tangible assets.

1 主要會計政策(續)

(j) 資產減值(續)

(i) 應收款項的減值(續)

倘有客觀憑證顯示其出現減值，減值虧損按該資產賬面值與估計未來現金流量現值之差額計算，再按有關金融資產之原先的實際利率進行貼現(倘貼現影響屬重大)。所有按攤銷成本列賬之金融資產若擁有類似風險性質(如相近的過期未付情況)和沒有被獨立評估減值，均按整體評估。而被評估減值之金融資產的未來現金流量乃根據該等信貸風險性質相似的資產的過往虧損經驗。

倘減值虧損金額於往後期間減少，而有關減少可客觀地與確認減值虧損後發生之事件有聯繫，則減值虧損於損益轉回。轉回不得導致資產之賬面值超逾倘於過往年度並無確認該減值虧損時原應釐定之金額。

減值虧損直接與相應資產撇銷，惟就列於應收貿易及其他賬款的應收貿易賬款所確認的減值虧損，其收回情況屬存疑而不渺茫者，則作別論。在此情況下，呆壞賬的減值虧損透過撥備賬記錄。當本集團信納收回機會渺茫，則被視為無法收回的金額會直接在應收貿易賬款中撇銷，而任何列入撥備賬與此債項有關的金額會被撥回。其後若收回之前已在撥備賬中扣除的金額，則會在撥備賬中撥回。撥備賬內的其他變動及其後收回之前已直接撇銷的金額在損益中確認。

(ii) 其他資產減值

於每個結算日會檢討內部及外間資料，以識別下列資產是否已出現減值或之前已確認之減值是否已不存在或減少(惟商譽除外)：

- 物業，機器及設備；
- 投資物業；
- 在經營租賃下自用而持有的租賃土地權益；
- 於附屬公司之投資；
- 商譽；
- 無形資產；及
- 其他有形資產。

1 Significant accounting policies (Continued)

(j) Impairment of assets (Continued)

(ii) Impairment of other assets (Continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

— Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

— Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

— Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(k) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

1 主要會計政策 (續)

(j) 資產減值 (續)

(ii) 其他資產減值 (續)

倘若存在任何有關跡象，則會估計資產的可收回金額。此外，就沒有確實可使用年期的商譽及無形資產而言，本集團會每年估計其可收回金額，以確定是否有任何減值跡象。

— 計算可收回金額

資產之可收回金額為其售價淨額及使用價值兩者中之較高者。於評估使用價值時，會使用除稅前貼現率將估計的未來現金流量貼現至現值。該貼現率應是反映市場當時所評估之貨幣時間價值和該資產之獨有風險。倘資產並未能在大致獨立於其他資產下賺取現金流量，則就獨立賺取現金流量之最小組別資產(即賺取現金單位)來釐定可收回金額。

— 確認減值虧損

每當資產(或其所屬的賺取現金單位)的賬面值超過其可收回金額，即會在收益表確認減值虧損。就賺取現金單位確認的減值虧損，首先會分配予減少賺取現金單位(或一組單位)所獲分配的任何商譽賬面值，其後再按比例減少單位(或該組單位)其他資產的賬面值，惟資產賬面值不會減少至低於其本身的公允價值減銷售成本或使用價值(若能釐定)。

— 撥回減值虧損

就商譽以外之資產而言，倘用以釐訂可收回金額之估計出現好轉，則撥回減值虧損。有關商譽之減值虧損不能撥回。

撥回之減值虧損僅限於倘過往年度並未確認減值虧損而釐訂之資產之賬面值。撥回之減值虧損乃於確認撥回之年度計入損益中。

(k) 存貨

存貨乃按成本或可變現淨值兩者之較低者估值。

成本以加權平均成本法計算，並包括所有購買成本、加工成本及將存貨達致現時地點與狀況所產生之其他成本。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(k) Inventories (Continued)

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

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

(l) Receivables

Receivables are initially recognised at fair value and thereafter stated at amortised cost less allowance for impairment of doubtful debts (see note 1(j)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

(m) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(n) Payables

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

(o) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

1 主要會計政策 (續)

(k) 存貨 (續)

可變現淨值為日常業務之估計售價減估計完成成本及估計銷售成本。

於出售存貨時，該等存貨之賬面值會確認有關收益期間列作開支。存貨撇減至可變現淨值之數額及所有存貨虧損均於撇減或虧損期間列作開支。因可變現淨值增加而需轉回的任何存貨減值會扣減轉回發生期間所確認的支出。

(l) 應收款項

應收款項最初按公允價值確認，其後則按攤銷成本減有關呆壞賬的減值虧損列值（見附註1(j)），惟倘若有關應收款項為借予關連人士且並無任何固定還款期的免息貸款，或屬貼現影響不大者，則作別論。在該等情況下，應收款項按成本減呆壞賬的減值撥備列賬（見附註1(j)）。

(m) 附息借款

附息借款最初按公允價值減應佔交易費用確認。於確認後，附息借款按攤銷成本列值，成本與贖回價值的任何差異會在借款期間以實際利率法在損益中確認。

(n) 應付款項

應付款項最初按公允價值確認，其後則按攤銷成本列值，惟倘貼現影響不大，則按成本列值。

(o) 現金及等同現金項目

現金及等同現金項目指銀行結存、現金、銀行及其他財務機構之活期存款及短期流通性高之投資，而該等投資隨時可兌換成已知的現金金額且無重大變值風險，並為購入後三個月內到期之投資項目。

1 Significant accounting policies (Continued)

(p) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans
Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

(ii) Defined benefit retirement plan obligations
The Group's net obligation in respect of defined benefit retirement plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine the present value, and the fair value of any plan assets is deducted. The discount rate is the yield at the balance sheet date on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligations. The calculation is performed by a qualified actuary using the projected unit credit method.

Actuarial gains and losses in respect of the defined benefit retirement plan are recognised in full in the period in which they occur, outside profit or loss, in equity.

(iii) Share-based payments
The fair value of stock options granted to the employees by the Company's ultimate holding company, San Miguel Corporation ("SMC"), is recognised as an employee cost with a corresponding increase in capital contribution reserve. The inter-company charge in relation to these stock options levied on the Company by SMC is offset against the capital contribution reserve and with a corresponding adjustment to liabilities.

The fair value of stock options is measured at grant date using the Black-Scholes Option Pricing Model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the stock options, the total estimated fair value of the stock options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of stock options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital contribution reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of stock options that vest.

(iv) Termination benefits
Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

1 主要會計政策(續)

(p) 僱員福利

(i) 短期僱員福利及定額供款退休計劃之供款

薪金、年終花紅、有薪年假、定額供款退休計劃之供款及本集團所提供之非幣值福利均於本集團僱員提供有關服務之年度累計。

(ii) 定額福利退休計劃之承擔
本集團就定額福利退休計劃承擔之責任淨額，乃透過估計僱員於本期間及以往期間以提供服務所賺取之未來利益金額而計算，在釐定現值時該項利益須予以貼現，並扣除任何計劃資產之公允價值。貼現率為優質公司債券(到期日與本集團履行責任之期限相近)於結算日之收益率。計算工作由合資格精算師採用預計單位信貸法進行。

所有定額福利退休計劃的精算損益於發生期內在損益外之權益項下全部確認。

(iii) 以股份為基礎的支付
本公司的最終控股公司生力總公司(「生力總公司」)授予僱員的購股權的公允價值會確認為僱員成本，資本繳入儲備亦相應增加。就生力總公司就該等購股權向本公司徵收的費用而言，本集團將其與資本繳入儲備互相抵銷，並相應調整負債。

購股權公允價值乃於授出日期使用「柏力克－舒爾斯」期權定價模式計量，並考慮到授出購股權的條款及條件。若僱員須先履行歸屬條件，方可無條件獲發購股權，其估計公允價值總額則會分配予歸屬期間，並考慮到購股權會歸屬的可能性。

於歸屬期間，預期歸屬的購股權數目將進行檢討。於過往年度確認的任何累計公允價值調整會在檢討年度扣自／計入損益中(除非原有僱員開支合資格確認為資產)，而資本繳入儲備亦會相應調整。於歸屬日期，確認為開支的金額會作出調整，以反映歸屬購股權的實際數目。

(iv) 終止僱傭福利
合約終止補償只會在本集團根據正式、具體，且不大可能撤回的計劃終止僱員合約或根據該計劃自願遣散僱員而終止合約並作出補償時確認。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(q) Income tax

- (i) 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 profit or loss except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.
- (ii) Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.
- (iii) 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.

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 utilised, are recognised.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively 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 utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

- (iv) 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 Company or 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 Company or 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 either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

1 主要會計政策(續)

(q) 所得稅

- (i) 本年度之所得稅包括本期稅項及遞延稅項資產及負債之變動。本期稅項及遞延稅項資產及負債之變動均在損益中確認，惟若涉及直接於權益中確認的項目，則在權益中確認。
- (ii) 本期稅項乃根據本年度應課稅收入，採用於結算日所訂定或大致訂定之稅率計算之預期應付稅項，並就過往年度之應付稅項作出任何調整。
- (iii) 遞延稅項資產及負債乃分別來自資產及負債項目於財務報表內之賬面值及其稅基所產生之可扣減或應課稅之暫時差異。遞延稅項資產亦可由尚未動用之稅務虧損及尚未動用之稅收抵免所產生。

除若干有限之例外情況，所有遞延稅項負債及遞延稅項資產(以資產有可能用於抵銷未來應課稅盈利者為限)均會予以確認。

遞延稅項之確認金額乃按資產及負債之賬面值之預期變現或支付形式，採用於結算日所訂定或大致上訂定之稅率計算。遞延稅項資產及負債並不用貼現。

遞延稅項資產之賬面值乃於各結算日進行審閱，而倘若不再可能有足夠之應課稅盈利以供扣減有關稅項得益，則遞延稅項資產會予以減少。該削減金額可在有足夠應課稅溢利有可能出現時撥回。

- (iv) 本期及遞延所得稅結餘和其變動額會分開列示，並且不予抵銷。本期和遞延所得稅資產只會在本公司或本集團有法定行使權以本期所得稅資產抵銷本期所得稅負債，並且符合以下附帶條件的情況下，才可以分別抵銷本期和遞延所得稅負債：

- 本期所得稅資產和負債：本公司或本集團計劃按淨額基準結算，或同時變現該資產和清償該負債；或
- 遞延所得稅資產和負債：這些資產和負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一應課稅機構；或
 - 不同的應課稅機構。這些實體計劃在預期有大額遞延所得稅負債需要清償或遞延所得稅資產可以收回的每個未來期間，按淨額基準實現本期所得稅資產和清償本期所得稅負債，或同時變現該資產和清償該負債。

1 Significant accounting policies (Continued)

(r) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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

(s) Revenue recognition

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

- (i) Sale of goods
Revenue is recognised when the customer has accepted the goods and the related risks and rewards of ownership.
- (ii) Interest income
Interest income is recognised as it accrues using the effective interest method.
- (iii) Rental income from operating leases
Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable.

(t) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates.

Foreign exchange gains and losses arising from monetary items that in substance form part of the net investment in a foreign operation, together with any related tax, are reclassified to equity on consolidation.

1 主要會計政策 (續)

(r) 準備及或然負債

如果本公司或本集團須就已發生的事件承擔法律或推定義務，因而預期會導致含有經濟效益的資源外流，在可以作出可靠的估計時，本公司或本集團便會就該時間或數額不定的負債計提準備。如果貨幣時間值重大，則按預計所需支出的現值計列準備。

如果含有經濟效益的資源外流的可能性較低，或是無法對有關數額作出可靠的估計，便會將該義務披露為或然負債，但資源外流的可能性極低則除外。如果本集團的義務須視乎某宗或多宗未來事件是否發生才能確定是否存在，亦會披露為或有負債，但資源外流的可能性極低則除外。

(s) 收入確認

倘經濟效益可能會流入本集團，而收益及成本（如適用）能可靠計算時，收益便會根據下列基準在損益中確認：

- (i) 銷貨收入
銷貨收入乃於顧客接受貨品及有關風險後予以入賬。
- (ii) 利息收入
利息收入乃按實際利率法計算。
- (iii) 經營租賃而應收之租金收入
根據經營租賃而應收之租金收入，乃以等額於租約所涵蓋之會計期間確認。授出租賃激勵措施乃作為所收的整體淨租賃款額的一部分在損益中確認。

(t) 外幣兌換

年內以外幣進行之交易，均以交易日之外幣匯率換算。以外幣結算之貨幣資產及負債，則以結算日之外幣匯率換算。匯兌損益乃計入損益中。

以外幣按歷史成本計價的非貨幣資產及負債用交易日的外幣匯率進行折算。

貨幣項目產生的外幣匯兌損益（實則屬於海外投資的一部份）與相關之稅項應於合併時重新分類並撥入股東權益。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(t) Translation of foreign currencies (Continued)

The results of foreign operations are translated into Hong Kong dollars at the foreign exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Balance sheet items are translated into Hong Kong dollars at the foreign exchange rates ruling at the balance sheet date. The resulting exchange differences are recognised directly in a separate component of equity. Goodwill arising on consolidation of a foreign operation is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

On disposal of a foreign operation, the cumulative amount of the exchange differences recognised in equity which relate to that foreign operation is included in the calculation of the profit or loss on disposal.

(u) Borrowing costs

Borrowing costs are expensed in profit or loss in the period in which they are incurred.

(v) Related parties

For the purposes of these financial statements, a party is considered to be related to the Group if:

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (ii) the Group and the party are subject to common control;
- (iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;
- (iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

1 主要會計政策 (續)

(t) 外幣兌換 (續)

外國業務的業績乃按與交易日的匯率相若的匯率換算為港幣。資產負債表的項目按結算日的匯率換算為港幣。所產生的匯兌差額直接在權益個別部份內確認。因綜合外國業務的賬目而產生的商譽按適用於收購海外業務當日的匯率換算。

當出售海外業務時，與該海外業務有關而確認於權益的累計匯兌差額會在計算出售的溢利或虧損時將其包括在內。

(u) 借貸成本

借貸成本均在產生的期間內在損益中確認。

(v) 關連人士

就財務報表而言，以下的人士被認為是本集團關連人士：

- (i) 該人士能夠直接或間接透過一個或多個中間人控制本集團，對本集團的財務及經營決策作出重大影響，或共同控制本集團；
- (ii) 本集團及該人士均受共同控制；
- (iii) 該人士乃指本集團的聯營公司或本集團為其中一個合營者的合營企業；
- (iv) 該人士乃指士本集團或本集團母公司主要管理人員成員之一、或該個別人士的直系親屬的成員、或受該個別人士控制、或共同控制或重大影響的實體。
- (v) 在上文(i)所指的該人士的直系親屬成員或受該個別人士控制、共同控制或重大影響的實體；或
- (vi) 該人士乃指提供予本集團或與本集團有關連人士的實體的僱員離職後福利計劃。

個別人士的直系親屬成員乃指該親屬成員在與整體交易時可能影響或被影響的親屬成員。

1 Significant accounting policies (Continued)

(w) Segment reporting

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

In accordance with the Group's internal financial reporting system, the Group has chosen geographical segment information as the primary reporting format for the purposes of these financial statements.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and property, plant and equipment. Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group entities within a single segment.

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

Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, corporate and financing expenses.

1 主要會計政策(續)

(w) 分類資料呈報

分類項目為按本集團所從事提供產品或服務(業務分類)或在某一特定經濟環境內提供產品或服務(地區分類)之可區別項目，而每個分類項目所承擔之風險及回報均有所不同。

根據本集團之內部財務報告，本集團已選擇地區分類作為主要呈報方式。

分類收入、開支、業績、資產及負債包括直接撥歸該類別之項目以及可按合理比例分配至該類別之項目。舉例而言，分類資產可包括存貨、應收貿易賬項以及固定資產。分類收入、開支、資產及負債乃於綜合賬目過程中，撇除集團間之結餘及交易前釐訂，屬同一類別內集團間之結餘及交易則除外。

分類資本開支為於期內購買預期可使用超過一個期間之分類資產(包括有形及無形)而產生之總成本。

未分類項目主要包括財務及企業資產、附息貸款、借貸、企業及融資開支。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

2 Changes in accounting policies

The HKICPA has issued a number of new and revised HKFRSs and Interpretations that are first effective or available for early adoption for the current accounting period of the Group and the Company.

There have been no significant changes to the accounting policies applied in these financial statements for the years presented as a result of these developments. However, as a result of the adoption of HKFRS 7, *Financial instruments: Disclosures*, and the amendment to HKAS 1, *Presentation of financial statements: Capital disclosures*, there have been some additional disclosures provided as follows:

As a result of the adoption of HKFRS 7, the financial statements include expanded disclosure about the significance of the Group's financial instruments and the nature and extent of risks arising from those instruments, compared with the information previously required to be disclosed by HKAS 32, *Financial instruments: Disclosure and presentation*. These disclosures are provided throughout these financial statements, in particular in note 28.

The amendment to HKAS 1 introduces additional disclosure requirements to provide information about the level of capital and the Group's and the Company's objectives, policies and processes for managing capital. These new disclosures are set out in note 27(f).

Both HKFRS 7 and the amendment to HKAS 1 do not have any material impact on the classification, recognition and measurement of the amounts recognised in the financial statements.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period (see note 36).

3 Turnover

The principal activities of the Group are the manufacture and distribution of bottled, canned and draught beers.

As the Group's turnover is entirely attributable to these activities, no analysis by activity is provided.

Turnover represents the invoiced value of products sold, net of discounts, returns, beer duty and consumption tax.

4 Other revenue and other net income/ (expenses)

2 會計政策的變動

香港會計師公會已頒佈多項於本集團及本公司是次會計期間首次生效或可供提早採納的新訂及經修訂香港財務報告準則及詮釋。

於過往年度所呈列的財務表中所採用的會計政策並無因上述修訂而發生重大變動。然而，由於採納香港財務報告準則第7號「金融工具：披露」及香港會計準則第1號「財務報表的呈報：資本披露」的修訂條文，新增的資料披露如下：

由於採納香港財務報告準則第7號規定，財務報表所闡述的本集團財務工具的重要性及該等工具所產生風險的性質及範圍，較先前根據香港會計準則第32號「財務工具：披露及呈報」所披露的資料更為詳盡。本財務報表列載該等披露詳情載於附註28。

香港會計準則第1號的修訂條文提出額外披露規定，須提供有關資本水平及本集團及本公司管理資本之目標、政策及程序資料。該等新增披露載於附註27(f)。

香港財務報告準則第7號及香港會計準則第1號的修訂條文對於本財務報表確認的金額的分類、確認及計算均無造成任何重大影響。

本集團於是次會計期間並無採納任何尚未生效的新準則或詮釋(見附註36)。

3 營業額

本集團之主要業務為製造及分銷樽裝、罐裝及桶裝啤酒。

由於本集團近乎全部營業額均來自該等業務，故並無提供有關業務類別的分析。

營業額指所出售產品之發票總值扣除折扣、退回，啤酒稅及商品稅。

4 其他收入及其他收益／(開支)淨額

		2007 \$'000 千元	2006 \$'000 千元
Other revenue	其他收入		
Interest income on bank deposits	銀行存款之利息收入	14,248	12,403
Rental income	租金收入	5,388	5,052
		19,636	17,455
Other net income/(expenses)	其他收益／(開支)淨額		
Net gain/(loss) on disposal of property, plant and equipment	出售物業、機器及設備之盈利／(虧損)	147	(2,044)
Others	其他	1,159	1,129
		1,306	(915)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

5 Loss before taxation

Loss before taxation is arrived at after charging/(crediting):

5 除稅前虧損

除稅前虧損已扣除／(計入)下列項目：

		2007 \$'000 千元	2006 \$'000 千元
(a) Finance costs	財務費用		
Interest expenses on bank loans	銀行貸款之利息開支	9,702	7,851
Bank charges	銀行費用	218	254
		9,920	8,105
(b) Staff costs	員工薪酬		
Retirement costs	退休金成本		
— Defined contribution retirement plans	— 定額供款退休計劃	6,055	9,647
— Defined benefit retirement plan (note 25(a)(v))	— 定額福利退休計劃 (附註25(a)(v))	7,959	5,440
		14,014	15,087
Equity-settled share-based payment expenses	股本補償福利	162	400
Salaries, wages and other benefits	薪金、工資及其他福利	105,510	118,836
Severance payments (note 6)	遣散費 (附註6)	18,860	49,623
		138,546	183,946
(c) Other items	其他項目		
Amortisation	攤銷		
— Land lease premium	— 租賃土地款項	2,563	2,517
— Other tangible assets	— 其他有形資產	13,076	8,617
Depreciation	折舊		
— Property, plant and equipment	— 物業、機器及設備	64,744	70,472
— Investment properties	— 投資物業	2,216	2,641
Cost of inventories (note 18)	存貨成本 (附註18)	347,382	437,874
Loss on disposal of other tangible assets	出售其他有形資產之虧損	8,468	7,349
Operating lease charges: minimum lease payments	經營租賃費用：最低租賃付款		
— Land and buildings	— 土地及房產	3,341	8,670
— Plant and machinery	— 廠房及機器	419	12,272
Rental receivable from investment properties less direct outgoings of \$2,355,000 (2006: \$2,621,000)	投資物業之租金收入扣除直接費用 2,355,000元 (二零零六年： 2,621,000元)	(3,033)	(2,431)
Net foreign exchange gain	匯兌淨溢利	(3,063)	(834)
Auditors' remuneration	核數師酬金	2,725	2,592
Impairment losses (note)	減值虧損 (附註)		
— Fixed assets	— 固定資產	302,750	12,000
— Other tangible assets	— 其他有形資產	1,911	—
— Trade and other receivables	— 應收貿易及其他賬項	4,926	11,086

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

5 Loss before taxation (Continued)

5 除稅前虧損(續)

(c) Other items (Continued)

(c) 其他項目(續)

Note: Impairment losses are recognised in the following line items in the consolidated income statement

附註：於綜合收益表確認之減值虧損明細如下：

		2007			
		Administrative expenses	Other operating expenses	Restructuring costs	Total
		行政開支	其他經營開支	重組開支	總計
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Impairment losses of	減值虧損				
— Fixed assets	— 固定資產	—	17,750	285,000	302,750
— Other tangible assets	— 其他有形資產	1,911	—	—	1,911
— Trade and other receivables	— 應收貿易及其他賬項	—	4,926	—	4,926
		1,911	22,676	285,000	309,587

		2006			
		Administrative expenses	Other operating expenses	Restructuring costs	Total
		行政開支	其他經營開支	重組開支	總計
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Impairment losses of	減值虧損				
— Fixed assets	— 固定資產	12,000	—	—	12,000
— Trade and other receivables	— 應收貿易及其他賬項	—	11,086	—	11,086
		12,000	11,086	—	23,086

6 Restructuring costs

Restructuring costs recognised in the consolidated income statement relate to the following:

(a) Restructuring activities during the year

On 18 June 2007, the Group announced a preliminary plan to cease the brewing operations of the Company's brewery in Yuen Long, Hong Kong ("Yuen Long plant") due to its relatively high production and operating costs as compared to the brewery of San Miguel (Guangdong) Brewery Company Limited ("SMGB"), another brewery of the Group, in the PRC. On 30 September 2007, the brewing operations of the Yuen Long plant ceased and with effect from that date, beer products previously produced by this plant are now supplied by SMGB's brewery. The related fixed assets of the Yuen Long plant have become idle since the cessation of the brewing operations.

Based on the business forecasts of the Group, the management plans to resume the brewing operations of the Yuen Long plant in 2009 after taking into account the following:

- (i) SMGB has sustained solid growth over the past few years and Guangzhou San Miguel Brewery Company Limited ("GSMB") has shown strong recovery since the restructuring of operations in 2006. The management expects that such growing trend in Southern China will continue and the production capacity of SMGB's brewery will be substantially utilised in a few years time. As such, SMGB's brewery may not have sufficient production capacity to satisfy the demand of the Hong Kong and overseas markets;
- (ii) in view of the continued inflation experienced in the PRC and the appreciation of the Renminbi, the management expects that the production and operating costs of SMGB's brewery will not be materially different from those of the Yuen Long plant in the near future; and
- (iii) the recent removal of excise duty levied on beer reduces the cost of beer produced in Hong Kong. In previous years, beer produced in Hong Kong was subject to a higher excise duty as compared with imported beer and thus impaired competitiveness.

Having considered the foregoing, the management believes that it will be necessary and makes economic sense to resume the brewing operations of the Yuen Long plant in 2009.

As a result of the above restructuring exercise, the Group reviewed the recoverable amount of the fixed assets of the Yuen Long plant and the carrying amount of such assets was written down by \$285,000,000 to the value in use. Value in use of the assets was calculated using the discounted value of the projected future cash flows to be generated over the remaining useful life of the plant. The pre-tax discount rate applied to the projected future cash flows of the plant was 9.91%.

6 重組開支

於綜合收益表確認的重組開支與下列有關：

(a) 本年度之重組活動

於二零零七年六月十八日，集團公佈了一個初步計劃，終止本公司於香港元朗釀酒廠（「元朗酒廠」）的釀酒運作，這是由於元朗酒廠之生產及營運成本較生力（廣東）啤酒有限公司（「生力廣東」）的酒廠，即本集團設於中國的其他酒廠相對高昂。於二零零七年九月三十日，元朗酒廠終止了釀酒運作，並由該日期起，原來由元朗酒廠生產的啤酒產品改由生力廣東的酒廠供應。元朗酒廠的相關固定資產，由終止運作起一直保有作備用。

根據本集團的業務預估，管理層審慎考慮了下列項，並計劃於二零零九年重新開始元朗酒廠的運作。

- (i) 生力廣東過去數年有顯著增長及自二零零六年重組生產後廣州生力啤酒有限公司（「廣州生力」）有強勁復甦。管理層預計華南這樣的增長趨勢將會持續，而生力廣東的酒廠產量將於幾年內大致上充份的利用。因此，生力廣東的生產量可能不足以應付香港及海外市場的需求；
- (ii) 鑑於中國的通貨膨脹持續及人民幣升值，管理層預計於不久的將來，生力廣東酒廠和元朗酒廠的生產及營運成本不會有重大的差別；及
- (iii) 近期取消的啤酒課稅將降低於香港生產啤酒的成本，過往在香港生產啤酒較進口啤酒須付較高課稅，因而損害了競爭力。

考慮上述各項後，管理層相信這是必須及合乎經濟，於二零零九年重新開始元朗酒廠的釀酒運作。

基於以上重組的行動，本集團檢討了元朗酒廠固定資產的可收回金額，並把有關資產的賬面價值減低285,000,000元至使用價值。資產的使用價值是根據酒廠在餘下的可使用年期內，以估計未來現金流量來計算貼現價值。本集團使用除稅前折現率9.91%於酒廠的未來現金流量計算中。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

6 Restructuring costs (Continued)

(a) Restructuring activities during the year (Continued)

In addition to the above impairment loss, the Group incurred other expenses in relation to the restructuring amounting to \$25,220,000. A summary of the restructuring cost is set out below:

		2007 \$'000 千元
Impairment loss on fixed assets	固定資產的減值虧損	285,000
Severance payments (note 5(b))	遣散費(附註5(b))	18,860
Additional rental charge for warehouse	額外倉庫租金	3,205
Loss on disposal of raw materials	原料處置虧損	961
Legal and professional fees	法律及專業費用	557
Others	其他	1,637
		25,220
		310,220

As at 31 December 2007, restructuring cost amounting to \$2,794,000 remained unpaid and was included in "Other creditors and accrued charges".

(b) Restructuring activities in prior years

GSMB, a subsidiary of the Company, entered into a factory lease agreement (the "Lease Agreement") with Guangzhou Brewery ("GB"), a substantial shareholder holding 30% interests of GSMB, upon the establishment of GSMB whereby GSMB agreed to lease the factory buildings, brewery equipment and related facilities from GB for production purposes for a period up to 29 November 2020.

In 2005, management performed a review of GSMB's operations given that GSMB was facing intense competition in the PRC. Based on their review, management planned to cease the production activities of GSMB in 2006 and terminate the Lease Agreement. On 28 December 2005, a non-binding memorandum of understanding ("MOU") was signed between GSMB and GB in this respect.

Further to the signing of the above non-binding MOU, on 29 September 2006, GSMB and GB entered into a Termination Agreement (the "Termination Agreement") in respect of the termination of the Lease Agreement and the sale of certain production assets owned by GSMB (the "Production Assets") to GB. The handover of the leased assets and Production Assets from GSMB to GB took place on 31 October 2006. After the cessation of the production activities, GSMB continues the sale and distribution of beer and sources beer products from its fellow subsidiary, SMGB and other external manufacturers under toll-processing arrangements.

6 重組開支(續)

(a) 本年度之重組活動(續)

除以上減值虧損外，本集團錄得與重組有關的其他支出為25,220,000元，重組開支總結如下：

截至二零零七年十二月三十一日，尚未支付的重組開支為2,794,000元，並已歸入「其他應付賬項」內。

(b) 去年之重組活動

廣州生力，本公司之附屬公司，與廣州啤酒廠（「廣州啤酒廠」，為廣州生力之主要股東並持有其30%權益）於成立廣州生力後訂立廠房租賃協議（「租賃協議」），據此，廣州生力同意向廣州啤酒廠租用廠房大樓、釀酒設備及相關設施作生產用途。租賃協議將於二零二零年十一月二十九日屆滿。

鑑於廣州生力在中國一直面對激烈競爭，管理層於二零零五年曾對廣州生力之業務進行檢討。根據管理層的檢討，管理層計劃於二零零六年終止廣州生力的生產活動及終止租賃協議。於二零零五年十二月二十八日，廣州生力與廣州啤酒廠就此簽署無約束力的諒解備忘錄（「諒解備忘錄」）。

除簽署上述無約束力的諒解備忘錄外，於二零零六年九月二十九日，廣州生力與廣州啤酒廠簽訂終止協議（「終止協議」），內容有關終止租賃協議及向廣州啤酒廠出售廣州生力所擁有之若干生產資產（「生產資產」）。廣州生力與廣州啤酒廠之租賃資產及生產資產接收安排於二零零六年十月三十一日進行。終止生產業務後，廣州生力繼續銷售及分銷啤酒，及根據來料加工安排向其同系附屬公司生力廣東及其他外界生產商採購啤酒產品。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

6 Restructuring costs (Continued)

(b) Restructuring activities in prior years (Continued)

During the year ended 31 December 2005, impairment losses on the Production Assets and rental deposit for the Lease Agreement totalling \$63,295,000 were recognised in the financial statements. An additional one-off charge amounting to \$93,159,000 was incurred during the year ended 31 December 2006 which comprised the following:

		2006 \$'000 千元
Severance payments (note 5(b))	遣散費(附註5(b))	49,623
Penalty for early termination of the Lease Agreement	提前終止租賃協議 罰金	6,176
Compensation for repairs and maintenance for the leased assets paid to GB	支付廣州啤酒廠之租賃資產維修 及維護補償金	9,150
Additional rental charges paid to GB	支付廣州啤酒廠之額外租金費用	10,083
Loss on sale of the Production Assets	出售生產資產之虧損	16,764
Others	其他	1,363
		93,159

As at 31 December 2007, there was no restructuring cost remained unpaid (2006: \$37,064,000 remained unpaid and was included in "Other creditors and accrued charges").

The signing of the Termination Agreement with GB constituted a connected transaction under the Listing Rules.

6 重組開支(續)

(b) 去年之重組活動(續)

截至二零零五年十二月三十一日止年度，有關生產資產及租賃協議的租務按金的減值虧損合共為63,295,000元，已於財務報表中確認。截至二零零六年十二月三十一日止年度之額外一次性開支為93,159,000元，此乃由以下各項組成：

截至二零零七年十二月三十一日止，所有上述有關重組開支均已支付。(二零零六年：尚未支付之開支為37,064,000元，並已歸入「其他應付賬項」內。

根據上市規則，與廣州啤酒廠簽訂終止協議構成一項關連交易。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

7 Income tax in the consolidated income statement

7 綜合收益表之所得稅

(a) Taxation in the consolidated income statement represents:

(a) 綜合收益表之所得稅如下：

		2007 \$'000 千元	2006 \$'000 千元
Current tax	本期稅項		
— Hong Kong Profits Tax	— 香港利得稅		
Provision for the year	本年度撥備	107	194
Over-provision in respect of prior years	上年度回撥	(16)	(55)
		91	139
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時差額之出現及回撥	(52,827)	10,169
Effect of decrease in tax rate on deferred tax balance (note (i))	稅率下降之稅項影響 (附註(i))	(2,784)	—
Tax effect of recognising tax losses and deductible temporary differences not previously recognised for deferred tax purposes (note (ii))	由確認以往未有確認之遞延稅項 (有關稅項虧損及可抵扣暫時性差異) 之稅項影響 (附註(ii))	—	(16,857)
		(55,611)	(6,688)
Income tax credit	所得稅計入	(55,520)	(6,549)

The provision for Hong Kong Profits Tax is calculated at 17.5% (2006: 17.5%) of the estimated assessable profits of one of the Hong Kong subsidiaries for the year. No provision for Hong Kong Profits Tax has been made for the Company and certain other Hong Kong subsidiaries either because the accumulated tax losses brought forward exceed the estimated assessable profits for the year or the entities sustained losses for taxation purposes.

No provision for overseas taxation has been made for the foreign subsidiaries because the accumulated tax losses brought forward exceed the estimated assessable profits for the year.

香港利得稅乃按照本年度之其中一香港附屬公司估計應課稅盈利以稅率17.5% (二零零六年：17.5%) 作撥備。本公司及其他香港附屬公司由於承前累計稅項虧損超逾本年度估計應課稅盈利或錄得稅務虧損，故並無就香港利得稅作出撥備。

各家境外附屬公司均由於承前累計稅項虧損超逾本年度估計應課稅盈利，故並無就海外稅項作出撥備。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

7 Income tax in the consolidated income statement (Continued)

7 綜合收益表之所得稅 (續)

(a) Taxation in the consolidated income statement represents: (Continued)

(a) 綜合收益表之所得稅如下：(續)

Notes:

附註：

- (i) On 16 March 2007, the National People's Congress passed the Corporate Income Tax Law of the PRC ("new tax law"). Under the new tax law, the income tax rate applicable to the Company's subsidiaries in the PRC is changed from 27% to 25% from 1 January 2008. The new tax law has been applied when measuring the Group's deferred tax liabilities as at 31 December 2007. The balance of deferred tax liabilities decreased by \$2,784,000 as a result of the change of tax rate. The enactment of the new tax law has no financial effect on the amounts accrued in the consolidated balance sheet in respect of current tax payable.
- (ii) During the year ended 31 December 2006, SMGB recognised deferred tax assets in respect of tax losses and deductible temporary differences brought forward from previous years since it has started and will continue making profits according to the 2006 five-year long range plan approved by management.

- (i) 於二零零七年三月十六日，中國全國人民代表大會通過《中華人民共和國企業所得稅法》(「新稅法」)。根據新稅法，本公司位於中國境內的附屬公司適用的所得稅率27%自二零零八年一月一日起變更為25%。本集團計量二零零七年十二月三十一日遞延稅項負債時已經考慮了新稅法的影響。由於未來適用稅率變化使得本集團遞延稅項負債的賬面價值減少2,784,000元。新稅法對本綜合資產負債表中應交稅金的賬面價值沒有影響。
- (ii) 於二零零六年年度，生力廣東確認由承前之稅項虧損及可抵扣暫時性差異所引致的遞延稅項。此乃由於生力廣東已開始獲得盈利，並根據管理層批准之五年長遠計劃，生力廣東將繼續錄得盈利。

(b) Reconciliation between income tax credit and accounting loss at applicable tax rates:

(b) 所得稅計入與會計虧損之調節：

		2007 \$'000 千元	2006 \$'000 千元
Loss before taxation	除稅前虧損	(315,814)	(112,871)
Notional tax on loss before taxation calculated at the rates applicable to the tax jurisdictions concerned	按有關稅項司法權區之適用稅率就除稅前虧損計算之估計稅項	(54,914)	(25,230)
Tax effect of non-deductible expenses	不可扣除開支之稅項影響	11,304	8,073
Tax effect of non-taxable revenue	非課稅收入之稅項影響	(3,340)	(2,044)
Tax effect of tax losses and deductible temporary differences not recognised for deferred tax purposes	未就遞延稅項確認之稅項虧損及可抵扣暫時性差異之稅項影響	989	29,564
Tax effect of utilisation of tax losses not previously recognised	使用未確認之稅項虧損之影響	(6,759)	—
Tax effect of recognising tax losses and deductible temporary differences not previously recognised for deferred tax purposes	確認以往未就遞延稅項目的確認之稅項虧損及可抵扣暫時性差異之稅項影響	—	(16,857)
Effect of decrease in tax rate on deferred tax balance	稅率下降之稅項影響	(2,784)	—
Over-provision in respect of prior years	上年度回撥	(16)	(55)
Actual tax credit	所得稅計入	(55,520)	(6,549)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

8 Directors' remuneration

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

8 董事酬金

根據香港公司條例第161條披露之董事酬金如下：

		2007				
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
		袍金	薪金及津貼	酌情花紅	退休金供款	合計
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
Executive directors	執行董事：					
Chong Yoon Fatt	莊永發	—	2,094	98	161	2,353
Peter K. Y. Tam (Note)	譚嘉源(附註)	—	—	—	—	—
Non-executive directors	非執行董事：					
Ramon S. Ang	蔡啟文	—	—	—	—	—
Faustino F. Galang	郭嘉寧	—	—	—	—	—
Carlos Antonio M. Berba	凱顯思	—	—	—	—	—
Minerva Lourdes B. Bibonia	Minerva Lourdes B. Bibonia	—	—	—	—	—
Ferdinand K. Constantino	康定豪	—	—	—	—	—
Iwan David Neryn Evans	艾一帆	—	—	—	—	—
Francis H. Jardeleza	夏德立	—	—	—	—	—
Roberto N. Huang	黃思民	—	—	—	—	—
Ma. Belen C. Buensuceso	Ma. Belen C. Buensuceso	—	—	—	—	—
Independent non-executive directors	獨立非執行董事：					
David K.P. Li	李國寶	—	—	—	—	—
Ng Wai Sun	吳維新	—	—	—	—	—
Carmelo L. Santiago	施雅高	—	—	—	—	—
Ian F. Wade	韋以安	—	—	—	—	—
		—	2,094	98	161	2,353

Note: Mr Peter K.Y. Tam was appointed on 31 December 2007 and therefore, none of his emoluments for the year is related to his directorship and nil balance has been reported in the above. His emoluments for the year of \$1,969,000 have been included in the "Individuals with highest emoluments" in note 9.

附註：譚嘉源先生於二零零七年十二月三十一日被委任為執行董事，年內有關其收取之薪酬與其董事職位無關，因此其薪酬並沒有於上表披露。其本年內薪酬為1,969,000元，已包括在附註9內。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

8 Directors' remuneration (Continued)

8 董事酬金 (續)

		2006				
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
Executive directors		執行董事：				
Chong Yoon Fatt	莊永發	—	1,839	346	94	2,279
Non-executive directors		非執行董事：				
Ramon S. Ang	蔡啟文	—	—	—	—	—
Faustino F. Galang	郭嘉寧	—	—	—	—	—
Minerva Lourdes B. Bibonia	Minerva Lourdes B. Bibonia	—	—	—	—	—
Ma. Belen C. Buensuceso	Ma. Belen C. Buensuceso	—	—	—	—	—
Ferdinand K. Constantino	康定豪	—	—	—	—	—
Roberto N. Huang	黃思民	—	—	—	—	—
Independent non-executive directors		獨立非執行董事：				
David K.P. Li	李國寶	—	—	—	—	—
Ng Wai Sun	吳維新	—	—	—	—	—
Ian F. Wade	韋以安	—	—	—	—	—
		—	1,839	346	94	2,279

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

9 Individuals with highest emoluments

Of the five individuals with the highest emoluments, two (2006: one) are directors namely Mr Chong Yoon Fatt (whose emoluments are disclosed in note 8) and Mr Peter K.Y. Tam (whose emoluments are included below (also see note 8)). The aggregate of the emoluments in respect of the four (2006: four) individuals, including Mr Peter K. Y. Tam, are as follows:

		2007 \$'000 千元	2006 \$'000 千元
Salaries and other emoluments	薪金及津貼	5,706	5,546
Discretionary bonuses	酌情花紅	482	244
Share-based payments	股本補償福利	47	287
Retirement scheme contributions	退休金供款	699	664
		6,934	6,741

The emoluments of the four (2006: four) individuals with the highest emoluments are within the following bands:

		2007 Number of Individuals 人員數目	2006 Number of individuals 人員數目
\$1,000,001 to \$1,500,000	1,000,001元至1,500,000元	1	2
\$1,500,001 to \$2,000,000	1,500,001元至2,000,000元	1	1
\$2,000,001 to \$2,500,000	2,000,001元至2,500,000元	2	1

9 薪津最高之人員

最高薪五名人員中，二名(二零零六年：一名)為董事，分別為莊永發先生(其酬金已於附註8披露)及譚嘉源先生(其酬金已包含於下列(另見附註8))。其餘四名(二零零六年：四名)薪津最高之人員，包括譚嘉源先生，之酬金總額如下：

四名(二零零六年：四名)薪津最高之人員之酬金分析如下：

10 Loss attributable to equity shareholders of the Company

The consolidated loss attributable to equity shareholders of the Company includes a loss of \$273,809,000 (2006: \$55,666,000) which has been dealt with in the financial statements of the Company (note 27(b)).

11 Loss per share

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to equity shareholders of the Company of \$262,376,000 (2006: \$70,144,000) and on 373,570,560 ordinary shares (2006: 373,570,560 ordinary shares), being the number of ordinary shares in issue throughout the year.

(b) Diluted loss per share

The diluted loss per share is not presented as the Company does not have dilutive potential ordinary shares for both years.

10 本公司權益持有人應佔虧損

本公司權益持有人應佔綜合虧損包括虧損273,809,000元(二零零六年：55,666,000元)已計入本公司財務報表(附註27(b))。

11 每股虧損

(a) 每股基本虧損

每股基本虧損乃根據本公司權益持有人應佔虧損共262,376,000元(二零零六年：70,144,000元)及本年度內已發行之373,570,560普通股(二零零六年：373,570,560股普通股)計算。

(b) 攤薄之每股虧損

攤薄之每股虧損並未予列出，因並沒有具攤薄性的潛在普通股存在。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

12 Segment reporting

Segment information is presented in respect of the Group's geographical segments. Information relating to geographical segments based on the location of customers is chosen.

No business segments analysis of the Group is presented as almost all the Group's turnover and trading result are generated from the manufacture and distribution of bottled, canned, and draught beers.

12 分類資料呈報

本集團按地區分類呈列分類資料。有關地區之分類根據客戶所在位置呈列。

由於本集團之營業額及經營業績均近乎全部來自製造及分銷樽裝、罐裝及桶裝啤酒，故並無提供有關本集團之業務類別分析。

		Hong Kong 香港		PRC (excluding Hong Kong) 中國(不包括香港)		Others 其他		Inter-segment elimination 類別之間撇銷		Consolidated 綜合	
		2007 \$'000 千元	2006 \$'000 千元 (note) (附註)	2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元 (note) (附註)	2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Revenue from external customers	外界客戶收入	334,367	336,782	401,880	418,153	18,586	71,882			754,833	826,817
Other revenue from external customers	外界客戶之其他收入	5,388	5,052	—	—	—	—			5,388	5,052
Total revenue	總收入	339,755	341,834	401,880	418,153	18,586	71,882			760,221	831,869
Segment results	分類業績	(27,090)	(30,777)	16,404	8,369	764	(1,602)			(9,922)	(24,010)
Unallocated operating income and expenses	未分配經營收入及開支									14,248	12,403
Finance costs	財務費用									(9,920)	(8,105)
Restructuring costs	重組開支	(300,913)	—	—	(93,159)	(9,307)	—			(310,220)	(93,159)
Income tax credit	所得稅計入									55,520	6,549
Loss for the year	年度虧損									(260,294)	(106,322)
Depreciation and amortisation for the year	年內折舊及攤銷	50,826	52,316	30,382	26,447	1,391	5,484			82,599	84,247
Impairment losses of	減值虧損										
— fixed assets	— 固定資產	281,360	12,000	12,840	—	8,550	—			302,750	12,000
— other tangible assets	— 其他有形資產	—	—	1,911	—	—	—			1,911	—
— trade and other receivables	— 應收貿易及其他賬項	6,304	11,920	(1,378)	(834)	—	—			4,926	11,086

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

12 Segment reporting (Continued)

12 分類資料呈報 (續)

		Hong Kong 香港		PRC (excluding Hong Kong) 中國 (不包括香港)		Others 其他		Inter-segment elimination 類別之間撤銷		Consolidated 綜合	
		2007 \$'000 千元	2006 \$'000 千元 (note) (附註)	2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元 (note) (附註)	2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Segment assets	分類資產	1,082,665	1,385,764	626,113	509,571	33,484	171,274	(5,320)	(9,390)	1,736,942	2,057,219
Unallocated assets	未分類資產									465,922	417,223
Total assets	總資產									2,202,864	2,474,442
Segment liabilities	分類負債	79,468	74,082	112,568	141,991	2,458	9,156	(5,320)	(9,390)	189,174	215,839
Unallocated liabilities	未分類負債									259,227	284,506
Total liabilities	總負債									448,401	500,345
Capital expenditure incurred during the year	年內資本開支	17,032	23,359	67,560	53,517	32	211			84,624	77,087
Additional information concerning geographical segments:	有關地區分類之其他資料:										
Segment assets by the location of assets	根據資產所在位置之資產分類	960,318	1,380,015	781,944	686,594	—	—	(5,320)	(9,390)	1,736,942	2,057,219
Capital expenditure incurred during the year by the location of assets	根據資產所在位置分類之年內產生之資本開支	1,056	1,922	83,568	75,165	—	—			84,624	77,087

Note: Segment information relating to the geographical segment "Others" which was included in the geographical segment "Hong Kong" in 2006 has been separately reported. Comparative figures have been reclassified to conform with the current year's presentation.

附註：有關類別「其他」的分類資料於二零零六年之分類資料呈報表中包括地區類別「香港」內。為符合本年度之呈列方式，該分類資料已被重新獨立呈列。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

13 Fixed assets

13 固定資產

(a) The Group

(a) 本集團

		Property, plant and equipment 物業、機器及設備					Investment properties 投資物業	Interests in leasehold land held for own use under operating leases 在經營租賃下自用而持有的租賃土地權益	Total fixed assets 總計固定資產
		Land and buildings held for own use 自用土地及房產	Machinery, equipment, furniture and fixtures 機器、設備、傢俬及裝備	Motor vehicles 車輛	Construction in progress 在建工程	Sub-total 合計			
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	
Cost:	成本：								
At 1 January 2006	二零零六年一月一日	908,444	1,537,041	29,218	1,253	2,475,956	98,489	112,212	2,686,657
Exchange adjustments	匯兌調整	11,344	20,603	783	44	32,774	—	1,440	34,214
Additions	添置	851	43,838	711	9,724	55,124	—	—	55,124
Disposals	出售	(29,107)	(198,187)	(8,143)	—	(235,437)	—	—	(235,437)
Transfer from construction in progress	轉撥自在建工程	270	1,581	—	(1,851)	—	—	—	—
Transfer from land and buildings held for own use	轉撥自自用土地及房產	(20,457)	—	—	—	(20,457)	20,457	—	—
At 31 December 2006	二零零六年十二月三十一日	871,345	1,404,876	22,569	9,170	2,307,960	118,946	113,652	2,540,558
Accumulated amortisation, depreciation and impairment losses:	攤銷、折舊及減值總額：								
At 1 January 2006	二零零六年一月一日	179,814	622,054	24,902	312	827,082	12,052	9,359	848,493
Exchange adjustments	匯兌調整	3,097	10,073	680	11	13,861	—	305	14,166
Charge for the year	年內開支	18,587	50,884	1,001	—	70,472	2,641	2,517	75,630
Impairment losses	減值虧損	—	—	—	—	—	12,000	—	12,000
Written back on disposals	出售撥回	(22,395)	(148,892)	(7,498)	(323)	(179,108)	—	—	(179,108)
Transfer from land and buildings held for own use	轉撥自自用土地及房產	(2,503)	—	—	—	(2,503)	2,503	—	—
At 31 December 2006	二零零六年十二月三十一日	176,600	534,119	19,085	—	729,804	29,196	12,181	771,181
Net book value:	賬面淨值：								
At 31 December 2006	二零零六年十二月三十一日	694,745	870,757	3,484	9,170	1,578,156	89,750	101,471	1,769,377

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

13 Fixed assets (Continued)

13 固定資產 (續)

(a) The Group (Continued)

(a) 本集團 (續)

		Property, plant and equipment 物業、機器及設備					Investment properties 投資物業	Interests in leasehold land held for own use under operating leases 在經營租賃下自用而持有的租賃土地權益	Total fixed assets 總計固定資產
		Land and buildings held for own use 自用土地及房產	Machinery, equipment, furniture and fixtures 機器、設備、傢俬及裝備	Motor vehicles 車輛	Construction in progress 在建工程	Sub-total 合計			
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元			
Cost:	成本：								
At 1 January 2007	二零零七年一月一日	871,345	1,404,876	22,569	9,170	2,307,960	118,946	2,540,558	
Exchange adjustments	匯兌調整	22,439	32,722	1,231	675	57,067	—	60,184	
Additions	添置	15,493	17,400	933	26,487	60,313	—	60,313	
Disposals	出售	—	(13,427)	(5,548)	—	(18,975)	—	(18,975)	
Transfer from construction in progress	轉撥自在建工程	3,659	2,623	—	(6,282)	—	—	—	
At 31 December 2007	二零零七年十二月三十一日	912,936	1,444,194	19,185	30,050	2,406,365	118,946	2,642,080	
Accumulated amortisation, depreciation and impairment losses:	攤銷、折舊及減值總額：								
At 1 January 2007	二零零七年一月一日	176,600	534,119	19,085	—	729,804	29,196	771,181	
Exchange adjustments	匯兌調整	5,562	12,236	1,005	—	18,803	—	19,523	
Charge for the year	年內開支	19,276	44,678	790	—	64,744	2,216	69,523	
Impairment losses	減值虧損	96,308	186,266	99	—	282,673	—	302,750	
Written back on disposals	出售撥回	—	(12,692)	(5,115)	—	(17,807)	—	(17,807)	
At 31 December 2007	二零零七年十二月三十一日	297,746	764,607	15,864	—	1,078,217	31,412	1,145,170	
Net book value:	賬面淨值：								
At 31 December 2007	二零零七年十二月三十一日	615,190	679,587	3,321	30,050	1,328,148	87,534	1,496,910	

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

13 Fixed assets (Continued)

13 固定資產 (續)

(b) The Company

(b) 本公司

		Property, plant and equipment 物業、機器及設備				Sub-total	Interests in leasehold land held for own use under operating leases 在經營租賃下自用而持有的租賃土地權益	Total fixed assets 總計固定資產
		Land and buildings held for own use 自用地及房產	Machinery, equipment, furniture and fixtures 機器、設備、傢俬及裝備	Motor vehicles 車輛	Construction in progress 在建工程			
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Cost:	成本：							
At 1 January 2006	二零零六年一月一日	493,057	960,922	7,160	20	1,461,159	74,134	1,535,293
Additions	添置	473	1,202	—	35	1,710	—	1,710
Disposals	出售	—	(1,406)	(1,156)	—	(2,562)	—	(2,562)
Transfer from construction in progress	轉撥自在建工程	—	40	—	(40)	—	—	—
At 31 December 2006	二零零六年十二月三十一日	493,530	960,758	6,004	15	1,460,307	74,134	1,534,441
Accumulated amortisation and depreciation:	攤銷及折舊總額：							
At 1 January 2006	二零零六年一月一日	86,025	349,122	5,989	—	441,136	1,744	442,880
Charge for the year	年內開支	10,152	32,645	605	—	43,402	1,745	45,147
Written back on disposals	出售撥回	—	(1,401)	(1,156)	—	(2,557)	—	(2,557)
At 31 December 2006	二零零六年十二月三十一日	96,177	380,366	5,438	—	481,981	3,489	485,470
Net book value:	賬面淨值：							
At 31 December 2006	二零零六年十二月三十一日	397,353	580,392	566	15	978,326	70,645	1,048,971

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

13 Fixed assets (Continued)

13 固定資產 (續)

(b) The Company (Continued)

(b) 本公司 (續)

		Property, plant and equipment 物業、機器及設備				Sub-total	Interests in leasehold land held for own use under operating leases 在經營租賃下自用而持有的租賃土地權益	Total fixed assets 總計固定資產
		Land and buildings held for own use 自用土地及房產	Machinery, equipment, furniture and fixtures 機器、設備、傢私及裝備	Motor vehicles 車輛	Construction in progress 在建工程			
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	
Cost:	成本：							
At 1 January 2007	二零零七年一月一日	493,530	960,758	6,004	15	1,460,307	74,134	1,534,441
Additions	添置	—	995	61	—	1,056	—	1,056
Disposals	出售	—	(1,453)	(904)	—	(2,357)	—	(2,357)
Transfer from construction in progress	轉撥自在建工程	—	15	—	(15)	—	—	—
At 31 December 2007	二零零七年十二月三十一日	493,530	960,315	5,161	—	1,459,006	74,134	1,533,140
Accumulated amortisation, depreciation and impairment losses:	攤銷、折舊及減值總額：							
At 1 January 2007	二零零七年一月一日	96,177	380,366	5,438	—	481,981	3,489	485,470
Charge for the year	年內開支	10,173	29,894	271	—	40,338	1,744	42,082
Impairment losses	減值虧損	96,308	168,516	99	—	264,923	20,077	285,000
Written back on disposals	出售撥回	—	(1,415)	(903)	—	(2,318)	—	(2,318)
At 31 December 2007	二零零七年十二月三十一日	202,658	577,361	4,905	—	784,924	25,310	810,234
Net book value:	賬面淨值：							
At 31 December 2007	二零零七年十二月三十一日	290,872	382,954	256	—	674,082	48,824	722,906

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

13 Fixed assets (Continued)

(c) Impairment losses

Apart from the impairment of the fixed assets of the Yuen Long plant as mentioned in note 6(a), the Group also identified certain machinery, equipment, furniture and fixtures with an aggregate net book value of \$17,750,000 that has become obsolete. A full provision for impairment loss has been recognised during the year.

During the year ended 31 December 2006, the management performed a review of the recoverable amount of investment properties. Based on their review, the carrying value of investment properties was written down by \$12,000,000. The recoverable amount of investment properties was determined with reference to the valuation performed by an independent firm of surveyors.

(d) The analysis of net book value of properties is as follows:

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Medium term leases	中期租賃土地				
— in Hong Kong	— 香港	504,052	636,616	339,696	467,998
— outside Hong Kong	— 香港以外	279,900	249,350	—	—
		783,952	885,966	339,696	467,998
Representing:	分析如下：				
Land and buildings held for own use	自用土地及房產	615,190	694,745	290,872	397,353
Investment properties	投資物業	87,534	89,750	—	—
Interests in leasehold land held for own use under operating leases	在經營租賃下自用而持有的租賃土地權益	81,228	101,471	48,824	70,645
		783,952	885,966	339,696	467,998

(e) Fixed assets leased out under operating leases

The Group leases out investment properties under operating leases. The leases typically run for an initial period of two to three years, with an option to renew the lease after that date at which time all terms are renegotiated. None of the leases includes contingent rentals.

The Group's total future minimum lease payments under non-cancellable operating leases are receivable as follows:

		2007 \$'000 千元	2006 \$'000 千元
Within 1 year	一年內	4,180	4,841
After 1 year but within 5 years	一年後及五年內	1,492	5,360
		5,672	10,201

13 固定資產 (續)

(c) 減值虧損

除了於附註6(a)披露的元朗酒廠的減值虧損外，本集團確定一些賬面淨值約17,750,000元的其他的機器、設備、傢俬及裝備，為沒有使用價值，並全數確認減值虧損。

在二零零六年十二月三十一日止年度，管理層對投資物業的可收回金額進行檢討。根據該檢討，投資物業的賬面值減低12,000,000元。投資物業的可收回金額乃根據獨立測量師行的估值予以釐定。

(d) 土地賬面淨值之分析如下：

(e) 經營租賃下之固定資產

本集團將投資物業出租。租約年期一般為二至三年，可選擇於到期日後續訂租約，屆時將重新商討所有條款。有關租約概不包括或然租金。

本集團根據不可撤銷經營租賃而應收之未來租賃款項如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

13 Fixed assets (Continued)

- (f) The fair value of the investment properties at 31 December 2007 is \$95,590,000 (2006: \$90,240,000), which are valued on an open market basis assuming sale with existing tenancies by using the investment method and otherwise with vacant possession by using the sales comparison approach. The valuation was carried out by an independent firm of surveyors, LCH (Asia-Pacific) Surveyors Limited, who have among their staff Members of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued.
- (g) During the year ended 31 December 2006, certain land and buildings held for own use were leased out to third parties for rental income. In accordance with HKAS 16 and 40, the related portion of property was transferred from land and buildings to investment properties at the carrying amount on the date of transfer.

13 固定資產 (續)

- (f) 投資物業於二零零七年十二月三十一日之市場價值為95,590,000元(二零零六年：90,240,000元)，以公開市場為準則作出評估。並受現有租約出售所規限而採用投資法進行估值，或受交吉情況出售所規限而採用銷售比較法進行估值。估值乃由獨立測量師行利駿行測量師有限公司進行，其職員包括香港測量師學會的專業會員，在所估值房產的地區及類別具有新近經驗。
- (g) 於二零零六年年度，若干本集團持作自用的土地及房產被租賃予第三方以收取租金。根據香港會計準則第16及40號，物業的有關部份按轉移之日的賬面值由自用土地及房產轉移至投資物業。

14 Intangible assets

14 無形資產

		The Group 本集團			The Company 本公司		
		Trademarks 商標 \$'000 千元	Club debentures 會所債權證 \$'000 千元	Total 合計 \$'000 千元	Trademarks 商標 \$'000 千元	Club debentures 會所債權證 \$'000 千元	Total 合計 \$'000 千元
		Cost:	成本：				
At 1 January 2006	二零零六年一月一日	39,114	6,069	45,183	39,114	5,031	44,145
Exchange adjustments	匯兌調整	—	37	37	—	—	—
Additions	添置	2	—	2	2	—	2
At 31 December 2006	二零零六年十二月三十一日	39,116	6,106	45,222	39,116	5,031	44,147
Accumulated amortisation:	攤銷總額：						
At 1 January and 31 December 2006	二零零六年一月一日及十二月三十一日	5,658	—	5,658	5,658	—	5,658
Net book value:	賬面淨值：						
At 31 December 2006	二零零六年十二月三十一日	33,458	6,106	39,564	33,458	5,031	38,489
Cost:	成本：						
At 1 January 2007	二零零七年一月一日	39,116	6,106	45,222	39,116	5,031	44,147
Exchange adjustments	匯兌調整	—	79	79	—	—	—
At 31 December 2007	二零零七年十二月三十一日	39,116	6,185	45,301	39,116	5,031	44,147
Accumulated amortisation:	攤銷總額：						
At 1 January and 31 December 2007	二零零七年一月一日及十二月三十一日	5,658	—	5,658	5,658	—	5,658
Net book value:	賬面淨值：						
At 31 December 2007	二零零七年十二月三十一日	33,458	6,185	39,643	33,458	5,031	38,489

Trademarks are regarded as having indefinite useful lives because the trademarked products are expected to generate net cash inflows to the Group indefinitely.

Consideration of impairment testing for trademarks is set out in note 15.

商標被視為沒有確實可使用年期，因商標產品預期可在沒有確實年限內為本集團產生淨現金流入。

有關商標之減值測試在附註15內說明。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

15 Goodwill

15 商譽

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Cost and carrying amount:	成本及其淨值：		
At 1 January and 31 December	一月一日及十二月三十一日	5,044	5,044

Impairment test for cash-generating units containing goodwill and trademarks

Goodwill arose from the acquisition of an additional interest in SMGB while trademarks relate to products produced by SMGB. Therefore both the goodwill and trademarks are allocated to SMGB operations for impairment testing purposes.

The recoverable amount of SMGB operations has been determined based on a value-in-use calculation. That calculation uses cash flow projections based on the five-year long range plan approved by management, and a pre-tax discount rate of 9.91% (2006: 7.1%). Cash flows beyond that five-year period have been extrapolated using zero growth rate. Management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause carrying amount to exceed its recoverable amount.

Key assumptions used for value-in-use calculation:

		2007	2006
Growth rate	增長率	25%	19%
Gross contribution rate	總貢獻率	41%	40%
Discount rate	貼現率	9.91%	7.1%

Management determined the growth rate and gross contribution rate based on the past performance and its expectation for market development. The discount rate used is pre-tax and reflects specific risks relating to the cash-generating units.

包含商譽及商標的賺取現金單位的減值測試

商譽乃由於收購生力廣東之額外權益而產生。商標乃與生力廣東生產的商品有關。因此，商譽及商標均分配至廣東生力業務作減值測試。

生力廣東業務的可收回金額乃根據使用價值計算而釐定。有關計算使用根據由管理層批准的五年長期計劃所得的現金流量預測及除稅前貼現率 9.91% (二零零六年：7.1%) 進行。五年期間後的現金流量乃使用零增長率外推。管理層相信，生力廣東可收回金額所根據的主要假設的任何合理可能變動不會導致賬面值超過其可收回金額。

計算使用價值時所用的主要假設：

管理層根據過往表現及其對市場發展的預期釐定增長率及總貢獻率。所用的貼現率為稅前貼現率，並反映賺取現金單位的獨有風險。

16 Investments in subsidiaries

16 附屬公司權益

		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元
Unlisted shares, at cost	非上市股份(按成本)	603,249	603,249
Amounts due from subsidiaries	應收附屬公司賬項	777,930	781,890
		1,381,179	1,385,139
Less: Impairment losses	減：減值虧損	(209,978)	(209,978)
		1,171,201	1,175,161

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

16 Investments in subsidiaries (Continued)

Amounts due from subsidiaries are unsecured, interest-free and have no fixed repayment terms. The entire balance is expected to be recovered after more than one year.

The following list contains the particulars of all the subsidiaries of the Company:

16 附屬公司權益 (續)

應收附屬公司賬項均為無抵押、免息及沒有固定還款期。預期全部結餘於超過一年後收回。

下表載列本公司所有附屬公司項目：

Name of company 公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Issued share capital/ registered capital 已發行 股本/註冊資本	Proportion of ownership interest held by 所持股權 百分比		Principal activity 主要業務
			Company 本公司	Subsidiary 附屬公司	
Best Investments International Inc.	British Virgin Islands 英屬處女群島	US\$50,000 50,000美元	100%	—	Investment 投資
		Preference: US\$60,000,000 優先股本： 60,000,000美元	100%	—	
Guangzhou San Miguel Brewery Company Limited (note (i)) 廣州生力啤酒有限公司 (附註(i))	PRC 中國	Registered capital: US\$36,507,000 註冊資本： 36,507,000美元	—	70%	Distribution of beer 銷售啤酒
Hongkong Brewery Limited	Hong Kong 香港	\$100 100元	100%	—	Dormant 暫無營業
Ravelin Limited	Hong Kong 香港	\$10,000,000 10,000,000元	100%	—	Property holding 持有物業
San Miguel (Guangdong) Limited 生力啤(廣東)有限公司	Hong Kong 香港	A: US\$9,000,000 A: 9,000,000美元 B: \$1,000 B: 1,000元	92.989%	—	Investment holding 投資控股
San Miguel (Guangdong) Brewery Company Limited (note (ii)) 生力(廣東)啤酒有限公司 (附註(ii))	PRC 中國	Registered capital: US\$39,933,000 註冊資本： 39,933,000美元	—	100%	Manufacture and sale of beer 釀製及 銷售啤酒
San Miguel Shunde Holdings Limited	Hong Kong 香港	\$2,000,000 2,000,000元	92%	—	Investment holding 投資控股

Notes:

- (i) Guangzhou San Miguel Brewery Company Limited is an equity joint venture formed between the Company's subsidiary, San Miguel (Guangdong) Limited, and Guangzhou Brewery. According to the shareholders' agreement, the Company has an operating period of 30 years expiring on 29 November 2020.
- (ii) San Miguel (Guangdong) Brewery Company Limited is a wholly-foreign owned enterprise with an operating period of 50 years expiring on 4 August 2042.

附註：

- (i) 廣州生力啤酒有限公司乃本公司之附屬公司生力啤(廣東)有限公司與廣州啤酒廠成立之合資合營公司。根據股東協議，該公司之經營期為三十年，於二零二零年十一月二十九日屆滿。
- (ii) 生力(廣東)啤酒有限公司為全外資擁有企業，擁有經營期五十年，於二零四二年八月四日屆滿。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

17 Other tangible assets

Other tangible assets represent returnable bottles and crates of the PRC subsidiaries.

17 其他有形資產

其他有形資產均為中國附屬公司所持有樽及膠箱的價值。

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Cost:	成本：		
At 1 January	一月一日	82,116	72,656
Exchange adjustments	匯兌調整	7,931	2,563
Additions	添置	24,311	21,961
Disposals	出售	(24,568)	(15,064)
At 31 December	十二月三十一日	89,790	82,116
Accumulated amortisation and impairment losses:	攤銷及減值總額：		
At 1 January	一月一日	33,116	31,117
Exchange adjustments	匯兌調整	4,623	1,097
Charge for the year	年內開支	13,076	8,617
Impairment losses	減值虧損	1,911	—
Written back on disposals	出售撥回	(16,100)	(7,715)
At 31 December	十二月三十一日	36,626	33,116
Net book value:	賬面淨值：		
At 31 December	十二月三十一日	53,164	49,000

Almost all bottled beer sold by the PRC subsidiaries are under returnable bottles arrangement. The bottles and crates are expected to have useful lives of two years and seven years respectively.

中國附屬公司所出售之樽裝啤酒會作回樽安排。樽及膠箱之可使用年期分別為二年及七年。

18 Inventories

18 存貨

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Products in hand and in process	現有產品及在製品	24,000	28,612	6,747	12,869
Materials and supplies	物料及供應	16,027	22,052	—	11,176
		40,027	50,664	6,747	24,045

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

18 Inventories (Continued)

The analysis of the amount of inventories recognised as an expense is as follows:

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Carrying amount of inventories sold	出售存貨賬面值	347,221	437,874
Write down of inventories	存貨撇減	161	—
		347,382	437,874

18 存貨(續)

已確認為開支之存貨金額分析如下：

19 Trade and other receivables

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Trade receivables	應收貿易賬項	84,615	116,811	59,321	86,281
Less: Allowance for doubtful debts (note 19(b))	減：呆壞賬撥備 (附註19(b))	(32,816)	(27,495)	(23,149)	(17,189)
Other debtors, deposits and prepayments	其他應收賬、按金及預付款	51,799	89,316	36,172	69,092
		44,449	26,734	14,735	17,412
		96,248	116,050	50,907	86,504

19 應收貿易及其他賬項

All of the trade and other receivables are expected to be recovered within one year.

所有應收貿易及其他賬項預計在一年內可收回。

(a) Ageing analysis

The ageing of trade receivables (net of allowance for doubtful debts) as of the balance sheet date is as follows:

(a) 賬齡分析

應收貿易賬項(扣除呆壞賬撥備)於結算日之賬齡如下：

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Current	未到期	37,393	63,779	25,291	46,921
Less than 1 month past due	過期日少於一個月	722	8,330	—	7,275
1 to 3 months past due	過期日為一至三個月	926	9,900	—	8,992
More than 3 months but less than 12 months past due	過期日為三個月至一年內	521	194	461	64
More than 12 months past due	過期日多於一年	12,237	7,113	10,420	5,840
		51,799	89,316	36,172	69,092

The Group's credit policy is set out in note 28(a).

本集團之信貸政策載於附註28(a)。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

19 Trade and other receivables (Continued)

(b) Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly (see note 1(j)(i)).

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components, is as follows:

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
At 1 January	一月一日	27,495	16,761	17,189	5,864
Exchange adjustments	滙兌調整	703	353	—	—
Impairment loss recognised	減值虧損	4,926	11,086	6,304	11,920
Uncollectible amounts written off	沖銷不可收回金額	(308)	(705)	(344)	(595)
At 31 December	十二月三十一日	32,816	27,495	23,149	17,189

At 31 December 2007, the Group's and Company's trade receivables of \$46,648,000 (2006: \$50,241,000) and \$34,096,000 (2006: \$35,721,000) respectively were individually determined to be impaired. The individually impaired receivables were balances in disputes with customers or related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts of \$32,816,000 (2006: \$27,495,000) and \$23,149,000 (2006: \$17,189,000) were recognised by the Group and the Company respectively. The Group and the Company hold the following collaterals over these balances:

19 應收貿易及其他賬項 (續)

(b) 應收貿易賬項之減值虧損

有關應收貿易賬款的減值虧損透過撥備賬記錄，除非本集團信納應收款是無法收回的。在此情況下，減值虧損會直接在應收貿易賬項中撇銷(附註1(j)(i))。

年內呆壞賬撥備(包括特定及整體虧損組成部份)的變動如下：

於二零零七年十二月三十一日，本集團及本公司將應收貿易賬項其中46,648,000元(二零零六年：50,241,000元)及34,096,000元(二零零六年：35,721,000元)按個別確定減值。個別的減值虧損是由於該公司財政上有困難，而據管理層評估，只有部份款項可以收回，故本集團和本公司分別作出32,816,000元(二零零六年：27,495,000元)及23,149,000元(二零零六年：17,189,000元)的呆壞賬撥備。本集團及本公司就以上應收款結欠持有抵押品如下：

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Buildings	物業	9,034	8,790	8,660	8,660
Cash deposits	現金存款	2,344	2,115	300	—

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

19 Trade and other receivables (Continued)

19 應收貿易及其他賬項 (續)

(c) Trade receivables that are not impaired

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

(c) 沒有作減值虧損之應收貿易賬項

沒有作減值虧損之應收貿易賬項賬齡如下：

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Neither past due nor impaired	未到期及不作撥備	36,143	58,802	25,225	44,183
Less than 1 month past due	過期日為少於一個月	287	898	—	185
1 to 3 months past due	過期日為一至三個月	858	317	—	287
More than 3 months but less than 12 months past due	過期日為三個月至一年內	60	96	—	64
More than 12 months past due	過期日為多於一年	619	6,457	—	5,841
		1,824	7,768	—	6,377
		37,967	66,570	25,225	50,560

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

未到期及不作撥備之應收貿易賬項，均為近期沒有拖欠還款記錄的客戶，所以不作撥備。

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group and the Company hold the following collaterals over these balances:

過期但不作撥備之應收貿易賬項與多名有良好還款記錄的個別客戶有關。據以往經驗，由於其信譽並無重大的改變，管理層相信無須就這些款項作出撥備，同時仍認為這些結欠款項可全部收回。本集團及本公司就以上應收款結欠持有抵押品如下：

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Buildings	物業	7,995	7,630	7,680	5,390
Cash deposits	現金存款	10,892	10,639	1,083	1,182
Bank guarantees	銀行擔保	1,800	12,000	1,800	12,000

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

20 Amounts due from/(to) holding companies and fellow subsidiaries

Amounts due from/(to) holding companies and fellow subsidiaries are unsecured and interest-free. Included in the balances are the following amounts which are trade related and are repayable under normal trade terms:

20 應收或應付控股公司及同系附屬公司賬項

應收或應付控股公司及同系附屬公司賬項均無抵押及免息。結餘包括下列貿易款項，須按貿易條款支付。

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Amounts due from holding companies and fellow subsidiaries	應收控股公司及同系附屬公司賬項	26	8,339	26	8,241
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	(18,282)	(4,465)	(16,985)	(2,398)

The remaining balances do not have fixed repayment terms.

其餘款項均不設有固定還款期。

21 Pledged deposits and cash and cash equivalents

(a) Pledged deposits

At 31 December 2007, bank deposits amounting to \$18,696,000 (2006: \$Nil) are pledged to secure bank guarantees. Subsequent to the balance sheet date, the pledged deposits have been released.

21 抵押存款，現金及等同現金項目

(a) 抵押存款

於二零零七年十二月三十一日，銀行存款18,696,000元(二零零六年：零元)為擔保銀行信貸而抵押予銀行。於結算日後已贖回。

(b) Cash and cash equivalents

(b) 現金及等同現金項目

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Deposits with banks	銀行存款	383,155	338,311	—	—
Cash at bank and in hand	銀行結存及現金	63,013	78,024	11,988	15,725
		446,168	416,335	11,988	15,725

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

22 Bank loans (unsecured)

At 31 December 2007, the bank loans were repayable as follows:

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Within 1 year	一年內	193,780	80,374	95,000	—
After 1 year but within 2 years	一年後但兩年內	—	95,000	—	95,000
		193,780	175,374	95,000	95,000

The Group's banking facilities are not subject to any covenants.

本集團的銀行信貸並無契約監管。

23 Trade and other payables

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Trade payables	應付貿易賬項	52,900	51,236	18,373	29,227
Other creditors and accrued charges	其他應付賬項	110,026	143,544	22,437	25,835
		162,926	194,780	40,810	55,062

All of the trade and other payables are expected to be settled within one year.

所有應付款項預計在一年內支付。

The ageing of trade payables as of the balance sheet date is as follows:

應付貿易賬項於結算日之賬齡如下：

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Due within 1 month or on demand	到期日少於一個月或沒有還款期	51,320	48,218	17,318	29,097
Due after 1 month but within 3 months	到期日為一個月後但三個月內	535	1,991	182	57
Due after 3 months but within 6 months	到期日為三個月後但六個月內	653	551	636	73
Due over 6 months	到期日為超過六個月	392	476	237	—
		52,900	51,236	18,373	29,227

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

24 Amounts due from/(to) subsidiaries

Amount due from a subsidiary is unsecured, interest-free and repayable on demand.

Amounts due to subsidiaries are unsecured and interest-free. The balances included in current liabilities are trade related and are repayable under normal trade terms. The balances included in non-current liabilities do not have fixed repayment terms but are not repayable within one year.

25 Employee retirement benefits

(a) Defined benefit retirement plan

The Group operates a defined benefit retirement plan which covers 21% of the Group's employees. The plan is administered by an independent trustee, with the assets held separately from those of the Group. The members' benefits are determined based on the employees' final remuneration and length of service. Contributions to the plan are made in accordance with the recommendations of an independent actuary who values the retirement plan at regular intervals. The latest actuarial valuation in this respect was carried out at 31 December 2007 by qualified staff of Watson Wyatt Hong Kong Limited, who are members of the Society of Actuaries of Canada, using the attained age method.

For the purposes of preparing these financial statements, an independent actuarial valuation was also carried out at 31 December 2007 by the above independent actuary following the methodology set out in HKAS 19, *Employee benefits*.

(i) The amounts recognised in the balance sheets are as follows:

		The Group and the Company 本集團及本公司	
		2007 \$'000 千元	2006 \$'000 千元
Present value of funded obligations	資助責任的現值	62,731	103,566
Fair value of plan assets	計劃資產之公允值	(54,106)	(88,696)
Retirement benefit liabilities	退休福利負債	8,625	14,870

A portion of the above liabilities is expected to be settled after more than one year. However, it is not practicable to segregate this amount from the amounts payable in the next twelve months, as future contributions will also relate to future services rendered and future changes in actuarial assumptions and market conditions. The Group expects to pay \$3,358,000 in contributions to the defined benefit retirement plan in 2008.

24 應收或應付附屬公司賬項

應收附屬公司賬項為無抵押、免息及按要求時還款。

應付附屬公司賬項為無抵押及免息。於流動負債內的款項為貿易款項，須按貿易條款支付。其餘於非流動負債內的款項不設有固定還款期，亦並不需要於一年內支付。

25 僱員退休福利

(a) 定額福利退休計劃

本集團為其21%之僱員提供定額福利退休計劃。該計劃乃由一名獨立信託人管理，與本集團之資產分開獨立處理。成員福利乃按僱員之最後薪金及服務年期計算。計劃之供款乃根據一名獨立精算師之建議釐訂，該精算師定期為退休計劃作出評估。而最近期就此作出之精算評估乃於二零零七年十二月三十一日進行，由 Watson Wyatt Hong Kong Limited 以到達年齡正常成本法作出精算評估，其職員包括加拿大精算師學會的資深專業會員。

此外，精算師根據載於會計實務準則第19號「僱員福利」之方法於二零零七年十二月三十一日進行另一評估，以用作編製財務報表。

(i) 於資產負債表確認之款額如下：

上述部份負債預期將於超過一年後支付。然而，由於未來供款須視乎未來所提供之服務，精算假設及市場狀況之未來變動，因此不適宜將該筆款額與未來十二個月之應付款項分開處理。集團估計在二零零八年需為定額福利退休計劃支付3,358,000元作為一般供款。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

25 Employee retirement benefits (Continued)

25 僱員退休福利(續)

(a) Defined benefit retirement plan (Continued)

(a) 定額福利退休計劃(續)

(ii) Plan assets consist of the following:

(ii) 計劃資產包括：

		The Group and the Company 本集團及本公司	
		2007 \$'000 千元	2006 \$'000 千元
Equity securities	股權證券	16,556	52,863
Capital guarantee instruments	資本擔保工具	6,385	33,616
Cash	現金	31,165	2,217
		54,106	88,696

(iii) Movements in the present value of the defined benefit obligations:

(iii) 定額福利負債的現值變動：

		The Group and the Company 本集團及本公司	
		2007 \$'000 千元	2006 \$'000 千元
At 1 January	於一月一日	103,566	96,361
Benefits paid by the plan	計劃支付之福利	(53,839)	(10,007)
Current service cost	現時服務成本	6,440	6,768
Interest cost	利息成本	3,453	4,209
Loss on curtailments and settlements	截減年期虧損	3,462	—
Actuarial (gains)/losses	精算(盈利)/虧損	(351)	6,449
Transferred to other schemes	轉至其他計劃	—	(214)
At 31 December	於十二月三十一日	62,731	103,566

(iv) Movements in plan assets:

(iv) 計劃資產之變動：

		The Group and the Company 本集團及本公司	
		2007 \$'000 千元	2006 \$'000 千元
At 1 January	於一月一日	88,696	81,434
Contributions paid to the plan by the employer	計劃支付之供款	10,125	10,790
Benefits paid by the plan	計劃支付之福利	(53,839)	(10,007)
Actuarial expected return on plan assets	計劃資產之精算預期回報	5,396	5,537
Actuarial gains	精算盈利	3,728	1,156
Transferred to other schemes	轉至其他計劃	—	(214)
At 31 December	於十二月三十一日	54,106	88,696

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

25 Employee retirement benefits (Continued)

25 僱員退休福利(續)

(a) Defined benefit retirement plan (Continued)

(a) 定額福利退休計劃(續)

(v) Expense recognised in consolidated profit or loss is as follows:

(v) 於綜合收益表確認之開支如下：

		2007 \$'000 千元	2006 \$'000 千元
Current service cost	現時服務成本	6,440	6,768
Interest cost	利息成本	3,453	4,209
Actuarial expected return on plan assets	計劃資產之精算預期回報	(5,396)	(5,537)
Loss on curtailments and settlements	截減年期虧損	3,462	—
Expense charged to consolidated profit or loss (note 5(b))	於綜合收益表確認之開支(附註5(b))	7,959	5,440
The expense is recognised in the following line items in the consolidated income statement:	有關開支乃於下列綜合收益表內之項目中確認：		
— Cost of sales	— 銷售成本	1,645	1,741
— Selling and distribution expenses	— 銷售及分銷開支	1,539	2,067
— Administrative expenses	— 行政開支	1,313	1,632
— Restructuring costs	— 重組開支	3,462	—
		7,959	5,440
Actual return on plan assets — gain	計劃資產之實際回報 — 盈利	9,124	6,693

(vi) The cumulative amount of actuarial gains and losses recognised directly in equity:

(vi) 直接於權益確認之定額福利退休計劃精算損益總額：

		2007 \$'000 千元	2006 \$'000 千元
At 1 January	於一月一日	(25,907)	(20,614)
Amount recognised during the year	年內確認金額	4,079	(5,293)
At 31 December	於十二月三十一日	(21,828)	(25,907)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

25 Employee retirement benefits (Continued)

(a) Defined benefit retirement plan (Continued)

(vii) The principal actuarial assumptions used as at 31 December 2007 are as follows:

25 僱員退休福利(續)

(a) 定額福利退休計劃(續)

(vii) 於二零零七年十二月三十一日，所採用之主要精算假設如下：

		The Group and the Company 本集團及本公司	
		2007	2006
Discount rate	貼現率	3.40%	3.75%
Expected rate of return on plan assets	計劃資產之預期回報率	6.50%	6.50%
Future salary increases	未來薪金之增加	3.00%	3.00%

The expected rate of return on plan assets is based on the portfolio as a whole and not on the sum of the returns on individual asset categories. The return is based exclusively on historical returns, without adjustments.

計劃資產之預期回報率乃按照整體組合及僅按照歷史回報計算，並無進行調整。

Historical information

歷史資料

		The Group and the Company 本集團及本公司				
		2007 \$'000 千元	2006 \$'000 千元	2005 \$'000 千元	2004 \$'000 千元	2003 \$'000 千元
Present value of the defined benefit obligations	定額福利負債之現值	62,731	103,566	96,361	111,997	95,630
Fair value of plan assets	計劃資產之公允值	(54,106)	(88,696)	(81,434)	(92,736)	(92,772)
Deficit	赤字	8,625	14,870	14,927	19,261	2,858
Experience adjustments on:	就下列各項之經驗調整：					
— Plan liabilities	— 計劃負債	(3,475)	(900)	(2,679)	442	(2,918)
— Plan assets	— 計劃資產	(3,728)	(1,156)	(8,606)	4,953	(3,800)

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

25 Employee retirement benefits (Continued)

(b) Defined contribution retirement plans

- (i) Staff employed by the Group in Hong Kong not joining the above defined benefit retirement plan are required to join the Group's mandatory provident fund plan under the Hong Kong Mandatory Provident Fund Schemes Ordinance. The mandatory provident fund plan is a defined contribution retirement plan administered by an independent corporate trustee. Under the plan, the Group and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of \$20,000. Contributions to the plan vest immediately.
- (ii) Employees of the subsidiaries in the PRC are members of the central pension scheme operated by the PRC government. The Group is required to contribute a certain percentage of employees' remuneration to the central pension scheme to fund the benefits. The only obligation for the Group with respect to the central pension scheme is the associated required contribution under the central pension scheme. Contributions to the plan vest immediately.

26 Income tax in the balance sheet

(a) Current tax recoverable/(payable) in the consolidated balance sheet represents:

25 僱員退休福利(續)

(b) 定額供款退休計劃

- (i) 根據香港《強制性公積金計劃條例》，本集團在香港僱用而並無加入上述定額福利退休計劃的僱員，須加入本集團的強制性公積金計劃。強制性公積金計劃乃一個由獨立法團受託人管理的定額供款退休計劃。根據有關計劃，本集團及其僱員各自須向計劃作出供款，數額為僱員有關入息的5%，惟每月有關入息的最高水平為20,000元。對計劃作出的供款即時歸屬。
- (ii) 中國附屬公司僱員為中國政府營運的中央退休金計劃的成員。本集團須對中央退休金計劃供款作為有關福利提供資金，數額為僱員酬金的若干百分比。本集團有關中央退休金計劃的唯一義務為根據中央退休金計劃須作出的有關供款。對計劃作出的供款即時歸屬。

26 資產負債表所列之所得稅

(a) 綜合資產負債表所列之可收回／(應付)本期稅項指：

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Provision for Hong Kong Profits Tax for the year	本年度香港利得稅撥備	(107)	(194)
Provisional Hong Kong Profits Tax paid	已付暫繳香港利得稅	178	90
Current tax recoverable/(payable)	可收回／(應付)本期稅項	71	(104)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

26 Income tax in the balance sheet (Continued)

26 資產負債表所列之所得稅 (續)

(b) Net deferred tax liabilities recognised:

(b) 已確認遞延稅項負債淨額

- (i) The Group
The components of net deferred tax liabilities recognised in the consolidated balance sheet and the movements during the year are as follows:

- (i) 本集團
於綜合資產負債表確認之遞延稅項負債淨額之組成部分及年內之變動如下：

		Depreciation allowances in excess of related depreciation 折舊免稅額 超過有關 折舊之數額 \$'000 千元	Impairment losses of receivables and inventories 應收賬項 及存貨之 減值虧損 \$'000 千元	Retirement benefit liabilities 退休福利 之負債 \$'000 千元	Tax losses 稅項虧損 \$'000 千元	Others 其他 \$'000 千元	Total 總計 \$'000 千元
Deferred tax arising from: 遞延稅項來自：							
At 1 January 2006	二零零六年一月一日	195,868	(1,780)	(3,769)	(76,523)	(672)	113,124
Exchange adjustments	匯兌調整	2,195	(26)	—	—	(24)	2,145
(Credited)/charged to consolidated profit or loss	於綜合損益中 (計入)/列支	(2,793)	708	1,613	(3,754)	(2,462)	(6,688)
Credited to equity	於權益中計入	—	—	(926)	—	—	(926)
At 31 December 2006	二零零六年十二月三十一日	195,270	(1,098)	(3,082)	(80,277)	(3,158)	107,655
At 1 January 2007	二零零七年一月一日	195,270	(1,098)	(3,082)	(80,277)	(3,158)	107,655
Exchange adjustments	匯兌調整	4,924	(69)	—	(268)	(178)	4,409
(Credited)/charged to consolidated profit or loss	於綜合損益中 (計入)/列支	(52,613)	(2,605)	774	(2,587)	1,420	(55,611)
Charged to equity	於權益中列支	—	—	713	6,794	—	7,507
At 31 December 2007	二零零七年十二月三十一日	147,581	(3,772)	(1,595)	(76,338)	(1,916)	63,960

Deferred tax assets have not been recognised in respect of the following items:

本集團並未就下列各項目所引致之遞延稅項資產做出確認：

		2007 \$'000 千元	2006 \$'000 千元
Tax losses	稅項虧損	115,376	131,739
Deductible temporary differences	可抵扣暫時性差異	65,608	57,546
		180,984	189,285

Deferred tax assets have not been recognised in respect of the above items as it is not probable that future taxable profits against which the above items can be utilised will be available in the relevant tax jurisdictions and entities.

由於未能確定未來能夠獲得足夠應課稅盈利以抵扣其利益，故本集團並未確認上列項目所引致之遞延稅項資產。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

26 Income tax in the balance sheet (Continued)

(b) Net deferred tax liabilities recognised: (Continued)

- (i) The Group (Continued)
The tax losses can be carried forward up to five years from the year in which the loss originated, and will expire in the following years:

		2007 \$'000 千元	2006 \$'000 千元
2007	二零零七	—	12,628
2008	二零零八	4,552	16,731
2010	二零一零	34,256	31,903
2011	二零一一	76,568	70,477
		115,376	131,739

- (ii) The Company
The components of net deferred tax liabilities recognised in the balance sheet and the movements during the year are as follows:

26 資產負債表所列之所得稅 (續)

(b) 已確認遞延稅項負債淨額 (續)

- (i) 本集團 (續)
有關稅項虧損自產生日起五年屆滿，有關到期年份如下：

- (ii) 本公司
於資產負債表確認之遞延稅項負債部分及年內之變動如下：

		Depreciation allowances in excess of related depreciation 折舊免稅額 超逾有關折舊之數額 \$'000 千元	Impairment losses of receivables 應收賬項之 減值虧損 \$'000 千元	Retirement benefit liabilities 退休福利 負債 \$'000 千元	Tax losses 稅項虧損 \$'000 千元	Total 總計 \$'000 千元
<i>Deferred tax arising from:</i> 遞延稅項來自：						
At 1 January 2006 (Credited)/charged to profit or loss Credited to equity	二零零六年一月一日 於損益中(計入)/列支 於權益中計入	133,597 (3,970) —	(1,026) 30 —	(3,769) 1,613 (926)	(76,523) 3,666 —	52,279 1,339 (926)
At 31 December 2006	二零零六年十二月三十一日	129,627	(996)	(3,082)	(72,857)	52,692
At 1 January 2007 (Credited)/charged to profit or loss Charged to equity	二零零七年一月一日 於損益中(計入)/列支 於權益中列支	129,627 (49,615) —	(996) (1,042) —	(3,082) 774 713	(72,857) (3,095) —	52,692 (52,978) 713
At 31 December 2007	二零零七年十二月三十一日	80,012	(2,038)	(1,595)	(75,952)	427

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

27 Capital and reserves

27 股本及儲備

(a) The Group

(a) 本集團

		Attributable to equity shareholders of the Company 本公司權益持有人應佔部份								
		Share capital	Share premium	Capital reserve	Exchange fluctuation reserve	Capital contribution reserve	Retained profits	Total	Minority interests	Total equity
		股本	股份溢價	資本儲備	匯兌波動儲備	資本撥入儲備	收益儲備	總額	股東權益少數	權益總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元	千元
At 1 January 2006	二零零六年一月一日	186,785	65,739	112,970	9,441	—	1,616,774	1,991,709	70,364	2,062,073
Exchange differences on translation of the financial statements of foreign subsidiaries	換算外地附屬公司財務報表所產生之滙兌差額	—	—	—	20,684	—	—	20,684	2,029	22,713
Equity-settled share-based transactions	以股份為基礎的支付	—	—	—	—	400	—	400	—	400
Inter-company charge levied by the ultimate holding company for the stock options	最終控股公司對授出購股權所收之費用	—	—	—	—	(400)	—	(400)	—	(400)
Actuarial gains and losses of defined benefit retirement plan, net of tax	定額福利退休計劃除稅後精算損益	—	—	—	—	—	(4,367)	(4,367)	—	(4,367)
Loss for the year	本年度虧損	—	—	—	—	—	(70,144)	(70,144)	(36,178)	(106,322)
At 31 December 2006	二零零六年十二月三十一日	186,785	65,739	112,970	30,125	—	1,542,263	1,937,882	36,215	1,974,097
At 1 January 2007	二零零七年一月一日	186,785	65,739	112,970	30,125	—	1,542,263	1,937,882	36,215	1,974,097
Exchange differences on translation of the financial statements of foreign subsidiaries, net of tax	換算外地附屬公司財務報表所產生之除稅後滙兌差額	—	—	—	34,604	—	—	34,604	2,690	37,294
Equity-settled share-based transactions	以股份為基礎的支付	—	—	—	—	162	—	162	—	162
Inter-company charge levied by the ultimate holding company for the stock options	最終控股公司對授出購股權所收之費用	—	—	—	—	(162)	—	(162)	—	(162)
Actuarial gains and losses of defined benefit retirement plan, net of tax	定額福利退休計劃除稅後精算損益	—	—	—	—	—	3,366	3,366	—	3,366
Loss for the year	本年度虧損	—	—	—	—	—	(262,376)	(262,376)	2,082	(260,294)
At 31 December 2007	二零零七年十二月三十一日	186,785	65,739	112,970	64,729	—	1,283,253	1,713,476	40,987	1,754,463

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

27 Capital and reserves (Continued)

27 股本及儲備(續)

(b) The Company

(b) 本公司

		Share capital	Share premium	Capital contribution reserve	Retained profits	Total
		股本	股份溢價	資本繳入儲備	收益儲備	總額
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
At 1 January 2006	二零零六年一月一日	186,785	65,739	—	1,645,207	1,897,731
Equity-settled share-based transactions	以股份為基礎的支付	—	—	400	—	400
Inter-company charge levied by the ultimate holding company for the stock options	最終控股公司對授出購股權所收之費用	—	—	(400)	—	(400)
Actuarial gains and losses of defined benefit retirement plan, net of tax	定額福利退休計劃除稅後精算損益	—	—	—	(4,367)	(4,367)
Loss for the year (note 10)	本年度虧損(附註10)	—	—	—	(55,666)	(55,666)
At 31 December 2006	二零零六年十二月三十一日	186,785	65,739	—	1,585,174	1,837,698
At 1 January 2007	二零零七年一月一日	186,785	65,739	—	1,585,174	1,837,698
Equity-settled share-based transactions	以股份為基礎的支付	—	—	162	—	162
Inter-company charge levied by the ultimate holding company for the stock options	最終控股公司對授出購股權所收之費用	—	—	(162)	—	(162)
Actuarial gains and losses of defined benefit retirement plan, net of tax	定額福利退休計劃除稅後精算損益	—	—	—	3,366	3,366
Loss for the year (note 10)	本年度虧損(附註10)	—	—	—	(273,809)	(273,809)
At 31 December 2007	二零零七年十二月三十一日	186,785	65,739	—	1,314,731	1,567,255

(c) Share capital

(c) 股本

		The Company	
		本公司	
		2007	2006
		\$'000	\$'000
		千元	千元
Authorised:	法定股本：		
400,000,000 ordinary shares of \$0.50 each	400,000,000股每股面值0.50元之普通股	200,000	200,000
Issued and fully paid:	已發行及繳足股本：		
373,570,560 ordinary shares of \$0.50 each	373,570,560股每股面值0.50元之普通股	186,785	186,785

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 meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派的股息，並可在本公司大會上每持有一股股份投一票。對於本公司的剩餘資產，所有普通股均享有同等權益。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

27 Capital and reserves (Continued)

(d) Nature and purpose of reserves

- (i) Share premium
The application of the share premium account is governed by Section 48B of the Hong Kong Companies Ordinance.
- (ii) Capital reserve
The capital reserve represents the reserve arising from the capitalisation of retained profits of a PRC subsidiary.
- (iii) Exchange fluctuation reserve
The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries and the foreign exchange differences arising from translation of monetary items that in substance form part of the net investment in foreign subsidiaries. The reserve is dealt with in accordance with the accounting policies set out in note 1(t).
- (iv) Capital contribution reserve
The capital contribution reserve represents the fair value of the actual or estimated number of unexercised stock options granted to the Company's employees by the ultimate holding company recognised in accordance with the accounting policy adopted for share-based payments in note 1(p)(iii).

(e) Distributability of reserves

The distributable reserves of the Company as at 31 December 2007 were \$1,314,731,000 (2006: \$1,585,174,000).

(f) Capital management

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

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the Group monitors its capital structure on the basis of a debt-to-equity ratio. For this purpose the Group defines debt as total bank loans.

During 2007, the Group's strategy, which was unchanged from 2006, was to maintain the debt-to-equity ratio at the lower end of the range 5% to 15%. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

27 股本及儲備 (續)

(d) 儲備之列明

- (i) 股份溢價
應用股份溢價賬乃受香港《公司條例》第48B條所監管。
- (ii) 資本儲備
資本儲備乃指一間中國附屬公司之保留盈利資本化而產生之儲備。
- (iii) 匯兌波動儲備
匯兌波動儲備包括因換算外地附屬公司財務報表產生之所有匯兌差額及因換算貨幣項目(實則部份屬於外地附屬公司之淨投資)之滙兌差額。該儲備根據附註1(t)所載之會計政策而處理。
- (iv) 資本繳入儲備
資本繳入儲備為根據附註1p(iii)所載就以股份為基礎的支付所採納的會計政策確認，最終控股公司授予本公司僱員而尚未行使的購股權的實際或估計數目的公允價值。

(e) 分派儲備

本公司於二零零七年十二月三十一日之可供分派儲備為1,314,731,000元(二零零六年：1,585,174,000元)。

(f) 資本管理

本集團管理資本的主要目標是要保障集團能夠持續經營，從而繼續為股東提供回報及為其他持份者帶來好處；以風險水平相稱為產品定價，以及確保獲得合理的融資成本。

本集團積極及定期對資本架構展開檢討及管理，以在較高股東回報情況下可能伴隨之較高借貸水平與良好的資本狀況帶來的優勢及保障之間取得平衡，並因應經濟環境的變化對資本架構作出調整。

本集團以資本淨負債比率為基礎監控其資本架構，與本行業所應用一致。因為這個目的，本集團定明淨負債為總銀行貸款。

於二零零七年，本集團之策略是控制資本淨負債比率於5%至15%範圍內，此政策與二零零六年相同。為了維持或調整該比率，集團或會調整付予股東之股息金額，發行新股，退回資本給股東，新舉債或出售資產以減低債項。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

27 Capital and reserves (Continued)

(f) Capital management (Continued)

The debt-to-equity ratio at 31 December 2007 and 2006 was as follows:

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Current liabilities:	流動負債				
— Bank loans (unsecured)	— 銀行貸款 (無抵押)	22	193,780	80,374	95,000
Non-current liabilities:	非流動負債				
— Bank loans (unsecured)	— 銀行貸款 (無抵押)	22	—	95,000	—
Total debt	總負債		193,780	175,374	95,000
Equity	股本權益總額	27	1,754,463	1,974,097	1,567,255
Debt-to-equity ratio	資本淨負債比率		11%	9%	6%

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

Subsequent to the balance sheet date, the Company repaid a bank loan of \$95,000,000.

27 股本及儲備(續)

(f) 資本管理(續)

於二零零六及二零零七年十二月三十一日之資本淨負債比率如下：

本公司或任何附屬公司並無受制外在資本需求。

於結算日後，本公司已償還銀行貸款95,000,000元。

28 Financial instruments

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. These risks are limited by the Group's financial management policies and practices described below.

(a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Credit is offered to customers following financial assessment and an established payment record. Security in the form of mortgages or bank guarantees is obtained from certain customers. Credit limits are set for all customers and these are exceeded only with the approval of senior company officers. Customers considered to be a credit risk trade on a cash basis. Professional staff monitor trade receivables and follow up collections. General credit terms are payment by the end of the month following the month in which sales took place.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. At the balance sheet date, the Group has certain concentration of credit risk as 52% (2006: 54%) of the total trade and other receivables was due from the Group's five largest customers.

The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset in the balance sheet after deducting any impairment allowance.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 19.

28 金融工具

本集團在一般業務過程中存在信貸、流動資金、利率風險及外匯風險。該等風險受下文所述本集團的財務管理政策及常規所限制。

(a) 信貸風險

本集團的信貸風險主要來自應收貿易及其他賬項。管理層訂有信貸政策，而會持續監察該等信貸風險。

信貸乃於進行財務評估後及基於已建立的付款記錄而釐定。本集團會從某些客戶取得按揭或銀行擔保作為抵押。所有客戶均設有信貸限額，且在公司高級人員批准後方可超出有關限額。若認為客戶有信用風險，則以現金進行交易。專業人員會監察應收貿易款項及跟進收款。一般信貸於銷售月份後的月份完結時到期。

本集團之信貸風險主要受個別客戶的性質影響。於結算日，52% (二零零六年：54%) 的應收貿易及其他賬項來自本集團五大客戶。

最大信貸風險已透過資產負債表內各金融資產的賬面值(扣除減值撥備及不考慮擔保物)列報。

就本集團承受因應收貿易及其他賬項而產生的信貸風險之更多有關數據已詳載於附註19。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

28 Financial instruments (Continued)

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the balance sheet date of the Group's and the Company's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the balance sheet date) and the earliest date the Group and the Company can be required to pay:

The Group

		2007			
		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years
		賬面值 \$'000 千元	合約上 未貼現的現金 流量總額 \$'000 千元	一年內或接獲 通知時到期 \$'000 千元	超過一年 但少於二年 \$'000 千元
Bank loans (unsecured)	銀行貸款(無抵押)	(193,780)	(204,748)	(204,748)	—
Trade and other payables	應付貿易及其他賬項	(162,926)	(162,926)	(162,926)	—
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	(19,110)	(19,110)	(19,110)	—
		(375,816)	(386,784)	(386,784)	—

		2006			
		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years
		賬面值 \$'000 千元	合約上 未貼現的現金 流量總額 \$'000 千元	一年內或接獲 通知時到期 \$'000 千元	超過一年 但少於二年 \$'000 千元
Bank loans (unsecured)	銀行貸款(無抵押)	(175,374)	(188,494)	(89,143)	(99,351)
Trade and other payables	應付貿易及其他賬項	(194,780)	(194,780)	(194,780)	—
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	(7,562)	(7,562)	(7,562)	—
		(377,716)	(390,836)	(291,485)	(99,351)

28 金融工具(續)

(b) 流動資金風險

本集團內個別經營機構須負責其本身的現金管理，包括將現金盈餘作短期投資，以及借入貸款以滿足預期現金需求，惟倘若借款超過若干預定水平，則須獲得母公司董事會批准。本集團之政策為定期監察其流動資金需要，以確保其維持充裕之現金儲備及獲主要財務機構承諾提供足夠資金額度，以滿足其短期及長期之流動資金需求。

下表就本集團及本公司於結算日財務負債之尚餘合約期限作詳細分析，並以訂約未折現現金(即包括按訂約息率計算之利息支出，或如屬浮息類別，按結算日當日之息率計算之利息支出)及本集團與本公司可被追索之最早還款日期作出分析基準。

本集團

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

28 Financial instruments (Continued)

28 金融工具 (續)

(b) Liquidity risk (continued)

(b) 流動資金風險 (續)

The Company

本公司

		2007			
		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years
		賬面值	合約上未貼現的現金流量總額	一年內或接獲通知時到期	超過一年但少於二年
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Bank loans (unsecured)	銀行貸款(無抵押)	(95,000)	(100,187)	(100,187)	—
Trade and other payables	應付貿易及其他賬項	(40,810)	(40,810)	(40,810)	—
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	(17,823)	(17,823)	(17,823)	—
Amounts due to subsidiaries	應付附屬公司賬項	(380,238)	(380,238)	(2,491)	(377,747)
		(533,871)	(539,058)	(161,311)	(377,747)

		2006			
		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years
		賬面值	合約上未貼現的現金流量總額	一年內或接獲通知時到期	超過一年但少於二年
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Bank loans (unsecured)	銀行貸款(無抵押)	(95,000)	(103,702)	(4,351)	(99,351)
Trade and other payables	應付貿易及其他賬項	(55,062)	(55,062)	(55,062)	—
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	(2,398)	(2,398)	(2,398)	—
Amounts due to subsidiaries	應付附屬公司賬項	(380,501)	(380,501)	(2,754)	(377,747)
		(532,961)	(541,663)	(64,565)	(477,098)

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

28 Financial instruments (Continued)

(c) Interest rate risk

The Group's interest rate risk arises primarily from bank loans.

(i) Interest rate profile

The following table details the interest rate profile of the Group's and the Company's bank loans at the balance sheet date:

		The Group 本集團			
		2007		2006	
		Effective interest rate 實際利率 %	\$'000 千元	Effective interest rate 實際利率 %	\$'000 千元
Variable rate borrowings:	浮動利率貸款				
— Bank loans (unsecured)	— 銀行貸款(無抵押)	5.66	193,780	5.00	175,374

		The Company 公司			
		2007		2006	
		Effective interest rate 實際利率 %	\$'000 千元	Effective interest rate 實際利率 %	\$'000 千元
Variable rate borrowings:	浮動利率貸款				
— Bank loans (unsecured)	— 銀行貸款(無抵押)	5.46	95,000	4.58	95,000

(ii) Sensitivity analysis

At 31 December 2007, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's loss after tax and decrease/increase retained profits by approximately \$1,046,000 (2006: \$790,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rate risk for financial instruments in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual balance sheet date. The analysis is performed on the same basis for 2006.

28 金融工具(續)

(c) 利率風險

本集團之利率風險主要由銀行貸款產生。

(i) 利率結構

下表為本集團及本公司於結算日之銀行貸款之利率結構：

(ii) 敏感性分析

於二零零七年十二月三十一日，估計利率上升/下跌一百點子，在其他可變動因素保持不變的情況下，本集團本年度除稅後虧損及收益儲備將增加/減少約1,046,000元(二零零六年：790,000元)。

上述敏感性分析乃假設利率變動於結算日發生，並已將該變動套用於該日現有之金融工具上所產生之利率風險下釐定。一百點子升跌代表管理層預期利率在截至下一個週年結算日期間之合理變動。二零零六年亦以同一基準分析。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

28 Financial instruments (Continued)

(d) Currency risk

The Group is exposed to currency risks primarily through sales, purchases and borrowings that are denominated in United States dollars ("USD"), Australian dollars ("AUD") and Euros ("EUR"). As HKD is pegged to USD, the Group considers the risk of movements in exchange rates between the HKD and the USD to be insignificant for transactions denominated in USD which are entered into by entities with a functional currency of HKD. For other currencies like AUD and EUR, since the volume of transactions denominated in these currencies is not significant, the Group considers the exposure to currency risk to be low.

(i) Exposure to currency risk

The following table details the Group's and the Company's exposure at the balance sheet date to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate.

The Group

		2007 United States dollars 美元 '000 千元	2006 United States dollars 美元 '000 千元
Trade and other receivables	應收貿易及其他賬項	229	1,642
Amounts due from holding companies and fellow subsidiaries	應收控股公司及同系附屬公司賬項	883	3,633
Cash and cash equivalents	現金及等同現金項目	15,353	13,018
Bank loans (unsecured)	銀行貸款(無抵押)	(6,500)	(6,500)
Trade and other payables	應付貿易及其他賬項	(49)	(731)
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	(2,098)	(682)
Net exposure	風險承擔淨額	7,818	10,380

The Company

		2007 United States dollars 美元 '000 千元	2006 United States dollars 美元 '000 千元
Trade and other receivables	應收貿易及其他賬項	211	1,642
Amounts due from holding companies and fellow subsidiaries	應收控股公司及同系附屬公司賬項	9	2,208
Cash and cash equivalents	現金及等同現金項目	292	1,181
Trade and other payables	應付貿易及其他賬項	(49)	(731)
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	(1,992)	(284)
Net exposure	風險承擔淨額	(1,529)	4,016

28 金融工具(續)

(d) 外匯風險

本集團須面對以美元、澳元及歐羅計價的銷貨、購貨及借款的外匯風險。由於港元與美元掛鈎，故本集團預期美元／港元匯率不會有大幅變動。至於澳元及歐羅等其他貨幣，由於以該等貨幣計價的交易量不多，故本集團認為須面對的有關外匯風險不大。

(i) 承受之外匯風險

下表就本集團及本公司於結算日以相關公司功能貨幣計值的已確認資產或負債所承受之外匯風險作出詳細分析。

本集團

本公司

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

28 Financial instruments (Continued)

(d) Currency risk (Continued)

(ii) Sensitivity analysis

The following table indicates the approximate change in the Group's loss after tax and retained profits in response to reasonably possible changes in the foreign exchange rates to which the Company's PRC subsidiaries have significant exposure at the balance sheet date.

		2007			2006		
		Increase/ (decrease) in foreign exchange rates 外匯匯率 上升/(下跌)	Increase/ (decrease) in loss after tax 除稅後虧損 增加/(減少) \$'000 千元	Increase/ (decrease) in retained profits 收益儲備 增加/(減少) \$'000 千元	Increase/ (decrease) in foreign exchange rates 外匯匯率 上升/(下跌)	Increase/ (decrease) in loss after tax 除稅後虧損 增加/(減少) \$'000 千元	Increase/ (decrease) in retained profits 收益儲備 增加/(減少) \$'000 千元
United States dollars	美元	5% (5)%	1,509 (1,509)	(1,509) 1,509	5% (5)%	1,327 (1,327)	(1,327) 1,327

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the balance sheet date and had been applied to each of the Company's PRC subsidiaries' exposure to currency risk for financial instruments in existence at that date, and that all other variables remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual balance sheet date. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the Company's PRC subsidiaries' profit or loss after tax measure in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the balance sheet date for presentation purposes. The analysis is performed on the same basis for 2006.

(e) Fair value

All significant financial assets and liabilities are carried at amounts not materially different from their fair values as at 31 December 2007 and 2006.

The non-trade balances with holding companies and fellow subsidiaries are unsecured, interest-free and have no fixed repayment terms. Given these terms, it is not meaningful to disclose fair values.

28 金融工具 (續)

(d) 外幣風險 (續)

(ii) 敏感性分析

下表列示於結算日對本集團有重大影響的匯率所可能出現的變動對本集團除稅後虧損及保留溢利的影響。

敏感性分析乃在其他可變動因素保持不變的情況下，假設外匯匯率變動於結算日發生，並已將該變動套用於本集團各實體於當日就現有之金融工具所產生之匯率風險而釐定。

上述變動代表管理層評估外匯匯率在截至下一個週年結算日期間之合理地可能變動。上表之分析結果乃本集團各實體之除稅前溢利或虧損所受影響(按其相關之功能貨幣計算，並以結算日之匯率匯兌為港幣作呈列之用)之總額。二零零六年亦以同一基準作分析。

(e) 公允價值

所有重大金融資產及負債的帳面價值均與其於二零零七年及二零零六年十二月三十一日的公允價值並無重大差異。

應收控股公司及同系附屬公司的非貿易結餘均為無抵押及免息且無固定還款期。鑑於該等條款，故披露其公允價值之意義不大。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

29 Commitments

(a) Capital commitments outstanding at 31 December 2007 not provided for in the financial statements were as follows:

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Contracted for	已訂約	122,684	23,443	413	461
Authorised but not contracted for	已批准但未訂約	2,034	5,078	2,557	22
		124,718	28,521	2,970	483

(b) At 31 December 2007, the total future minimum lease payments under non-cancellable operating leases were payable as follows:

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
<i>Land and buildings</i>					
	土地及房產				
Within 1 year	一年內	1,543	1,467	19	19
After 1 year but within 5 years	一年後但五年內	118	1,494	—	—
		1,661	2,961	19	19
<i>Plant and machinery</i>					
	廠房及機器				
Within 1 year	一年內	—	575	—	575
After 1 year but within 5 years	一年後但五年內	—	2,014	—	2,014
		—	2,589	—	2,589
		1,661	5,550	19	2,608

The Group, as lessee, leases a number of properties and items of machinery and equipment under operating leases. The leases typically run for an initial period of two years with an option to renew the lease when all terms are renegotiated. None of the leases includes contingent rentals.

29 承擔

(a) 於二零零七年十二月三十一日，未在財務報表中撥備之未付資本承擔詳情如下：

(b) 於二零零七年十二月三十一日，根據不可撤銷經營租賃而應付之未來最低租賃款項如下：

本集團作為承租人根據經營租賃而租賃多項房產以及廠房及機器項目。該等租賃一般初步為期兩年，並且有權選擇在到期日後續期，屆時所有條款均可重新商定。各項經營租賃並不包括或有租金。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

30 Material related party transactions

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions:

(a) Transactions with group companies

	Note 附註	Amounts 交易		Balances at year end 年底結存	
		2007	2006	2007	2006
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Purchases from	購自：				
— ultimate holding company	— 最終控股公司 (i)	2,387	2,450	424	325
— fellow subsidiaries	— 同系附屬公司	35,262	33,992	17,858	4,140
Sales to	售予：				
— intermediate holding company	— 中介控股公司 (i)	4,331	23,028	—	5,610
— fellow subsidiaries	— 同系附屬公司	15	345	26	2,729
Commission fee to intermediate holding company	支付佣金予 中介控股公司 (ii)	—	1,244	—	—
Royalty payments to	支付專利權費用 (iii)				
— intermediate holding companies	— 中介控股公司	4,421	4,262	828	3,070
— related party	— 其他有關連公司	1,743	1,656	1,779	567

Notes:

- (i) Sales to and purchases from group companies were carried out at terms mutually agreed by both parties. The terms of the outstanding balances are set out in note 20.
- (ii) Commission was paid to the intermediate holding company for the sales referred to the Group. It was determined by reference to the profit margin which would have been made by the intermediate holding company had such sales been made by the Group to the intermediate holding company and then on-sold by the intermediate holding company to the customers.
- (iii) Royalty is paid to intermediate holding companies and a related party for the use of certain trademarks pursuant to relevant licensing agreements.

These transactions also constitute connected transactions under the Listing Rules.

30 重大關連人士交易

除本財務報表另有披露之交易及結餘外，本集團已訂立以下重大關連人士交易：

(a) 集團內主要關連交易

附註：

- (i) 此等交易按雙方同意之條款進行。有關其貿易款結餘之條款於附註20內列明。
- (ii) 有關佣金乃就中介控股公司轉予本集團的銷售額而支付。佣金乃參考假設有關貨品乃由本集團售賣予中介控股公司，其後再由中介控股公司轉售予客戶而獲得的邊際利潤後釐定。
- (iii) 專利權是指就有關特許合同所訂，因利用個別商標支付予中介控股公司及其他有關連公司的費用。

根據上市規則，此等交易構成關連交易。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

30 Material related party transactions (Continued)

(b) Other transactions with group companies

		Amounts		Balances at year end	
		金額		年底結存	
		2007	2006	2007	2006
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Expenses paid by the Group on behalf of group companies	由本集團代支費用				
— ultimate holding company	— 最終控股公司	3,386	7,203	42	6,520
— intermediate holding company	— 中介控股公司	2,303	17,235	6,825	13,393
— fellow subsidiaries	— 同系附屬公司	598	120	—	156
Expenses paid by group companies on the Group's behalf	由關連公司代支費用				
— ultimate holding company	— 最終控股公司	8,722	—	—	—
— intermediate holding company	— 中介控股公司	1,394	—	—	—
— fellow subsidiaries	— 同系附屬公司	190	2,215	—	27

(c) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 8 and the highest paid employees as disclosed in note 9, is as follow:

		2007	2006
		\$'000	\$'000
		千元	千元
Short-term employee benefits	短期僱員福利	15,047	14,547
Post-employment benefits	離職後福利	1,650	1,488
Equity compensation benefits	股本補償福利	162	400
		16,859	16,435

Total remuneration is included in "staff costs" (see note 5(b)).

總酬金已計入「員工薪酬」內(見附註5(b))。

31 Contingent liabilities

As at 31 December 2007, there was a contingent liability in respect of a guarantee given to a bank by the Company to secure a banking facility made available to a subsidiary which expired on 28 February 2008.

As at the balance sheet date, the directors do not consider it probable that a claim will be made against the Company under the guarantee. The maximum liability of the Company at the balance sheet date under the guarantee issued is the facility drawn down by the subsidiary of \$98,780,000 (2006: \$50,531,000).

The Company has not recognised any deferred income in respect of the guarantee as its fair value cannot be reliably measured and its transaction price was \$Nil (2006: \$Nil).

30 主要關連交易 (續)

(b) 集團內其他關連交易

(c) 主要管理人員酬金

本集團主要管理人員之酬金(包括附註8所披露向本公司董事支付之款項及附註9所披露向若干最高薪僱員支付之款項)如下:

31 或然負債

於二零零七年十二月三十一日，本公司存在因向一間銀行作出擔保以為一間附屬公司取得銀行信貸而產生的或然負債，該擔保將於二零零八年二月二十八日到期。

於結算日，董事認為就該擔保而對本公司構成賠償的機會不大。於結算日本公司已作出擔保下的最高負債為該附屬公司動用之備用信貸98,780,000元(二零零六年：50,531,000元)。

因該擔保的公允值無法準確計算，且其交易價格為零元(二零零六年：零元)，本公司尚未確認有關該擔保的任何遞延收入。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

財務報表附註

(除另有指示外，均按港幣計算)

32 Comparative figures

- (a) As a result of adopting HKFRS 7, *Financial instruments: Disclosures*, and the amendment to HKAS 1, *Presentation of financial statements: Capital disclosures*, certain comparative figures have been adjusted to conform with changes in disclosures in the current year and to show separately comparative amounts in respect of items disclosed for the first time in 2007. Further details of these developments are disclosed in note 2.
- (b) At 31 December 2006, amount due from a subsidiary of \$32,161,000 was, on a net basis, included in "Amounts due to subsidiaries" under non-current liabilities in the Company's 2006 financial statements. As the amount was repayable on demand, it has been reclassified to current assets to conform with the current year's presentation.

33 Immediate and ultimate controlling party

At 31 December 2007, the directors consider the immediate parent and ultimate controlling party of the Group to be Neptunia Corporation Limited and San Miguel Corporation respectively. Neptunia Corporation Limited is incorporated in Hong Kong while San Miguel Corporation is incorporated in the Republic of the Philippines.

34 Accounting estimates and judgements

Notes 15 and 25 contain information about the assumptions and their risk factors relating to goodwill and trademarks impairment and retirement benefit liabilities respectively. Apart from the above, the Group believes the following critical accounting policies also involve significant estimates and judgements used in the preparation of the financial statements:

(a) Impairment of property, plant and equipment, interests in leasehold land held for own use under operating leases and investment properties

If the circumstances indicate that the carrying values of property, plant and equipment, interests in leasehold land held for own use under operating leases and investment properties may not be recoverable, the assets may be considered "impaired" and an impairment loss may be recognised in accordance with HKAS 36, *Impairment of assets*. Under HKAS 36, these assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the net selling price and the value in use. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to level of sale volume, selling price and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of sale volume, selling price and amount of operating costs. However, actual sale volume, selling price and operating costs may be different from assumptions which may require a material adjustment to the carrying amount of the assets affected.

32 比較數字

- (a) 因採納香港財務報告準則第7號「金融工具：披露」及香港會計準則第1號之修訂「金融工具：披露」，部份比較數字已調整以符合披露變更之需要，及部份比較金額已如首次於二零零七年披露般而分開顯示。有關詳情載於附註2。
- (b) 於二零零六年十二月三十一日，應收附屬公司賬項32,161,000元於二零零六年度財務報表中抵銷非流動負債中的應付附屬公司。因這項款項是按要求時還款，這款項已被重新列入流動資產，以符合本年度之呈列方式。

33 直接及最終控股公司

於二零零七年十二月三十一日，董事認為本集團的直接母公司及最終控股公司分別為立端利有限公司及生力總公司。立端利有限公司於香港註冊成立而生力總公司則於菲律賓共和國註冊成立。

34 會計估計及判斷

附註15及25分別載有有關商譽與商標減值及退休福利負債之假設及彼等的風險因素資料。除上述者外，本集團相信於編製財務報表時，以下關鍵會計政策亦涉及重大判斷及估計：

(a) 物業、廠房及設備、根據經營租賃持作自用之租賃土地權益及投資物業之減值

倘有情況顯示物業、廠房及設備、根據經營租賃持作自用之租賃土地權益及投資物業之賬面值可能無法收回，資產可被視為「已減值」，並可按照香港會計準則第36號「資產減值」確認減值虧損。根據香港會計準則第36號，該等資產於事件或情況變化顯示其記錄之賬面值可能無法收回時，即須進行減值測試。於出現有關減幅時，賬面值須削減至可收回金額。可收回金額為淨出售價與使用價值兩者的較高者。於釐定使用價值時資產所產生之預期現金流量乃貼現至其現值，此舉須對有關銷量、售價及經營成本金額作出重大判斷。包括根據銷量、售價及經營成本金額之合理及具支持力假設和預測。然而，實際銷量、售價及經營成本可能有別於假設，並可能須對受影響資產的賬面值作出重大調整。

34 Accounting estimates and judgements (Continued)

(b) Depreciation of property, plant and equipment and investment properties

Property, plant and equipment and investment properties are depreciated on a straight-line basis over their estimated useful lives, after taking into account the estimated residual values, if any. The Group reviews the estimated useful lives and the estimated residual values, if any, of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

(c) Amortisation of other tangible assets

Other tangible assets are amortised on a straight-line basis over their estimated useful lives, after taking into account the estimated residual values. The Group reviews the estimated useful lives and the estimated residual values of the assets regularly in order to determine the amount of amortisation expense to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets. The amortisation charge for future periods is adjusted if there are significant changes from previous estimates.

(d) Impairment loss for doubtful debts

The Group maintains an allowance for doubtful debts for estimated losses resulting from the inability of the debtors to make required payments. The Group bases the estimates of future cash flows on the ageing of the trade receivables balance, debtors' credit-worthiness, and historical write-off experience. If the financial condition of the debtors were to deteriorate, actual write-offs would be higher than estimated.

(e) Write down of inventories

The Group performs regular review of the carrying amounts of inventories with reference to aged inventories analysis, expected future consumption and management judgement. Based on this review, write down of inventories will be made when the estimated net realisable value of inventories decline below the carrying amount. However, actual consumption may be different from estimation and profit or loss could be affected by differences in this estimation.

34 會計估計及判斷 (續)

(b) 物業、廠房及設備以及投資物業之折舊

物業、廠房及設備以及投資物業於計及其估值剩餘價值(如有)後，在其估計可使用年限按直線法折舊。本集團定期對資產的估計可使用年限及估計剩餘價值(如有)作出檢討，以釐定於報告期內所須記錄的折舊開支。可使用年限及剩餘價值乃根據本集團對類似資產的過往經驗及考慮到技術的預期變動而作出。倘與過往估計有重大改變，未來期間的折舊開支須予調整。

(c) 其他有形資產的攤銷

其他有形資產於計及估計剩餘價值後，在其估計可使用年限按直線法攤銷。本集團定期對資產的估計可使用年限及估計剩餘價值作出檢討，以釐定於報告期內所須記錄的攤銷開支。可使用年限及剩餘價值乃根據本集團對類似資產的過往經驗而作出。倘與過往估計有重大改變，未來期間的攤銷開支須予調整。

(d) 呆壞賬減值虧損

本集團就債務人由於無法作出所須付款而導致的估計虧損計提呆壞賬的減值虧損。本集團按照貿易應收賬款結餘之賬齡、債務人的信譽及過往撇賬經驗對未來現金流量作出估計。倘債務人的財政狀況惡化，實際撇賬額可能高於估計數字。

(e) 撇減存貨

本集團以存貨之賬齡分析，預計未來消耗量及管理層之判斷作參考，定期檢討存貨之賬面值。根據此等檢討，倘若存貨之可變現淨值下跌至低於其賬面值，存貨就作出減值。然而，實際消耗量跟估計可能不同，而估計之差異對損益賬會造成影響。

35 Non-adjusting post balance sheet events

On 27 February 2008, the Financial Secretary of the Hong Kong SAR Government announced his annual Budget which proposes a cut in the profits tax rate from 17.5% to 16.5% with effect from the fiscal year 2008/09 and a one-off reduction of 75% of the tax payable for the 2007/08 assessment subject to a ceiling of \$25,000. In accordance with the Group's accounting policy set out in note 1(q), no adjustments have been made to these financial statements as a result of this announcement.

The directors estimate that these proposed changes will result in the opening balances of the Group and the Company as at 1 January 2008 being remeasured as follows:

- (i) current tax recoverable by the Group will increase by \$25,000; and
- (ii) the Group's and the Company's deferred tax liabilities will decrease by \$346,000 and \$24,000 respectively.

These opening balance adjustments to current and deferred tax balances at 1 January 2008 will be recognised as an increase in the Group's and the Company's income tax credit of \$371,000 and \$24,000 respectively. It is impracticable to further estimate the impact on future financial statements of the change in tax rate.

36 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2007

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2007 and which have not been adopted in these financial statements.

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

In addition, HKFRS 8, *Operating segments*, which is effective for annual periods beginning on or after 1 January 2009, may result in new or amended disclosures in the financial statements.

35 非調整結算日後事項

於二零零八年二月二十七日，香港特別行政區政府財政司司長發表其年度預算案，建議將利得稅稅率由17.5%降低至16.5%，由二零零八／零九年財政年度開始生效，並一次過寬減二零零七／零八年利得稅75%，上限為25,000元。根據本集團載於附註1(q)之會計政策，該等財務報表尚未根據公佈作出調整。

董事預計該等建議將令本集團於二零零八年一月一日之承上結餘重計如下：

- (i) 本集團應付本期稅項將減少25,000元；及
- (ii) 本集團及本公司之遞延稅項負債將分別減少346,000元及24,000元。

該等對二零零八年一月一日之本期及遞延稅項結餘之承上結餘調整將分別確認為本集團及本公司之所得稅計入371,000元及24,000元之增加。目前無法進一步預期稅率變動對未來財務報表之影響。

36 已頒佈但未於截至二零零七年十二月三十一日止年度生效的準則修訂、新準則及詮釋可能造成的影響

截至本財務報表刊發日，香港會計師公會已頒佈多項於截至二零零七年十二月三十一日止年度仍未生效的準則修訂、新準則及詮釋，而本財務報表並無採納該等修訂、新準則及詮釋。

本集團正評估該等準則修訂、新準則及詮釋於首次應用時的影響，到目前為止，本集團認為採納該等準則修訂、新準則及詮釋對本集團的經營業績及財務狀況構成重大影響的可能性不大。

此外，適用於二零零九年一月一日或以後開始之年度期間的香港財務報告準則第8號「經營分部」可能導致須於本財務報表作出新披露或經修訂披露。

Independent auditor's report to the shareholders of San Miguel Brewery Hong Kong Limited *(Incorporated in Hong Kong with limited liability)*

We have audited the consolidated financial statements of San Miguel Brewery Hong Kong Limited (the "Company") set out on pages 68 to 137, which comprise the consolidated and company balance sheets as at 31 December 2007, and the consolidated income statement, the consolidated statement of recognised income and expense and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. This report is made solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

獨立核數師報告書 致香港生力啤酒廠有限公司股東 *(於香港註冊成立的有限公司)*

本核數師(以下簡稱「我們」)已審核列載於第68頁至第137頁香港生力啤酒廠有限公司(「貴公司」)的綜合財務報表，此綜合財務報表包括於二零零七年十二月三十一日的綜合和公司資產負債表與截至該日止年度的綜合收益表、綜合已確認收支表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》編製及真實而公允地列報該等財務報表。這責任包括設計、實施及維護與編製及真實而公允地列報財務報表相關的內部控制，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；及按情況作出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核對該等財務報表作出意見。我們按照香港《公司條例》第141條的規定，僅向整體股東報告。除此以外，我們的報告書不可用作其他用途。我們概不就本報告書的內容，對任何其他人士負責或承擔法律責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2007 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

KPMG
Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

22 April 2008

審核涉及執程序以獲取有關財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公允地列報財務報表相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公允地反映 貴公司及 貴集團於二零零七年十二月三十一日的事務狀況及截至該日止年度 貴集團的虧損和現金流量，並已按照香港「公司條例」妥為編製。

畢馬威會計師事務所
執業會計師

香港中環
遮打道十號
太子大廈八樓

二零零八年四月二十二日

FIVE YEAR SUMMARY

五年賬目摘要

(Expressed in Hong Kong dollars)

(以港幣計算)

		2007 \$'000 千元	2006 \$'000 千元	2005 \$'000 千元	2004 \$'000 千元	2003 \$'000 千元
Results	業績					
Turnover	營業額	754,833	826,817	806,909	777,830	684,866
(Loss)/profit before taxation	除稅前(虧損)/盈利	(315,814)	(112,871)	(58,293)	15,536	(26,220)
Income tax credit/(charge)	所得稅計入/(扣除)	55,520	6,549	(7,113)	(3,032)	(9,628)
(Loss)/profit for the year	年度(虧損)/盈利	(260,294)	(106,322)	(65,406)	12,504	(35,848)
Attributable to:	應佔如下:					
— Equity shareholders of the Company	— 本公司權益持有人	(262,376)	(70,144)	(35,010)	11,270	(39,616)
— Minority interests	— 少數股東權益	2,082	(36,178)	(30,396)	1,234	3,768
(Loss)/profit for the year	年度(虧損)/盈利	(260,294)	(106,322)	(65,406)	12,504	(35,848)
(Loss)/earnings per share	每股(虧損)/盈利					
— Basic (cents)	— 基本(仙)	(70)	(19)	(9)	3	(9)
Cash dividends per share (cents)	每股現金股息(仙)	—	—	1	1	—
Assets and liabilities	資產與負債					
Fixed assets	固定資產	1,496,910	1,769,377	1,838,164	1,939,135	2,016,646
Intangible assets	無形資產	39,643	39,564	39,525	39,481	37,413
Goodwill	商譽	5,044	5,044	5,044	5,044	5,318
Other financial assets	其他財務資產	—	—	—	22,287	21,827
Other tangible assets (Note)	其他有形資產(附註)	53,164	49,000	41,539	—	—
Net current assets	流動資產淨值	232,287	328,637	360,852	478,497	380,093
Total assets less current liabilities	總資產減流動負債	1,827,048	2,191,622	2,285,124	2,484,444	2,461,297
Long term bank loans (unsecured)	長期銀行貸款(無抵押)	—	(95,000)	(95,000)	(195,000)	(195,000)
Leased factory maintenance provision	租賃廠房維修撥備	—	—	—	(47,968)	(43,829)
Retirement benefit liabilities	退休福利負債	(8,625)	(14,870)	(14,927)	(19,261)	(2,858)
Deferred tax liabilities	遞延稅項	(63,960)	(107,655)	(113,124)	(104,563)	(98,931)
Net assets	資產淨值	1,754,463	1,974,097	2,062,073	2,117,652	2,120,679

FIVE YEAR SUMMARY

五年賬目摘要

(Expressed in Hong Kong dollars)

(以港幣計算)

		2007 \$'000 千元	2006 \$'000 千元	2005 \$'000 千元	2004 \$'000 千元	2003 \$'000 千元
Capital and reserves	股本及儲備					
Share capital	股本	186,785	186,785	186,785	186,785	186,785
Reserves	儲備	1,526,691	1,751,097	1,804,924	1,832,316	1,836,740
Total equity attributable to equity shareholders of the Company	本公司權益持有人應佔權益	1,713,476	1,937,882	1,991,709	2,019,101	2,023,525
Minority interests	少數股東權益	40,987	36,215	70,364	98,551	97,154
Total equity	權益總值	1,754,463	1,974,097	2,062,073	2,117,652	2,120,679

Note: Other tangible assets represent bottles and crates of the PRC subsidiaries. In 2003 and 2004, all bottles and crates were included in inventories.

附註：其他有形資產均為中國附屬公司所持有樽及膠箱的價值。於二零零三及二零零四年，樽及膠箱的價值均列作存貨。

A large, white, stylized graphic of a beer bottle is the central focus. The bottle is divided into two halves: the left half is blue and labeled 'San Mig LIGHT 生力清啤', and the right half is yellow and labeled 'San Miguel 生力啤酒'. The bottle is set against a background of a white lattice structure. In the background, there is an outdoor seating area with white plastic chairs and tables, and a large umbrella with the San Miguel logo. The scene is outdoors, likely at a restaurant or bar.

San Mig LIGHT
生力清啤

A large, white, stylized graphic of a beer bottle is the central focus. The bottle is divided into two halves: the left half is blue and labeled 'San Mig LIGHT 生力清啤', and the right half is yellow and labeled 'San Miguel 生力啤酒'. The bottle is set against a background of a white lattice structure. In the background, there is an outdoor seating area with white plastic chairs and tables, and a large umbrella with the San Miguel logo. The scene is outdoors, likely at a restaurant or bar.

San Miguel
生力啤酒

在 順德及鄰近省市的銷售點
聳立起搶眼的品牌標誌，進
一步改善品牌實力。

This page is intentionally left blank 此乃白頁



**SAN MIGUEL BREWERY
HONG KONG LTD.**
香港生力啤酒廠有限公司

香港新界沙田小瀝源源順圍28號都會廣場9樓

9th Floor, Citimark Building

28 Yuen Shun Circuit, Siu Lek Yuen, Shatin

New Territories, Hong Kong

info.sanmiguel.com.hk

www.sanmiguel.com.hk

