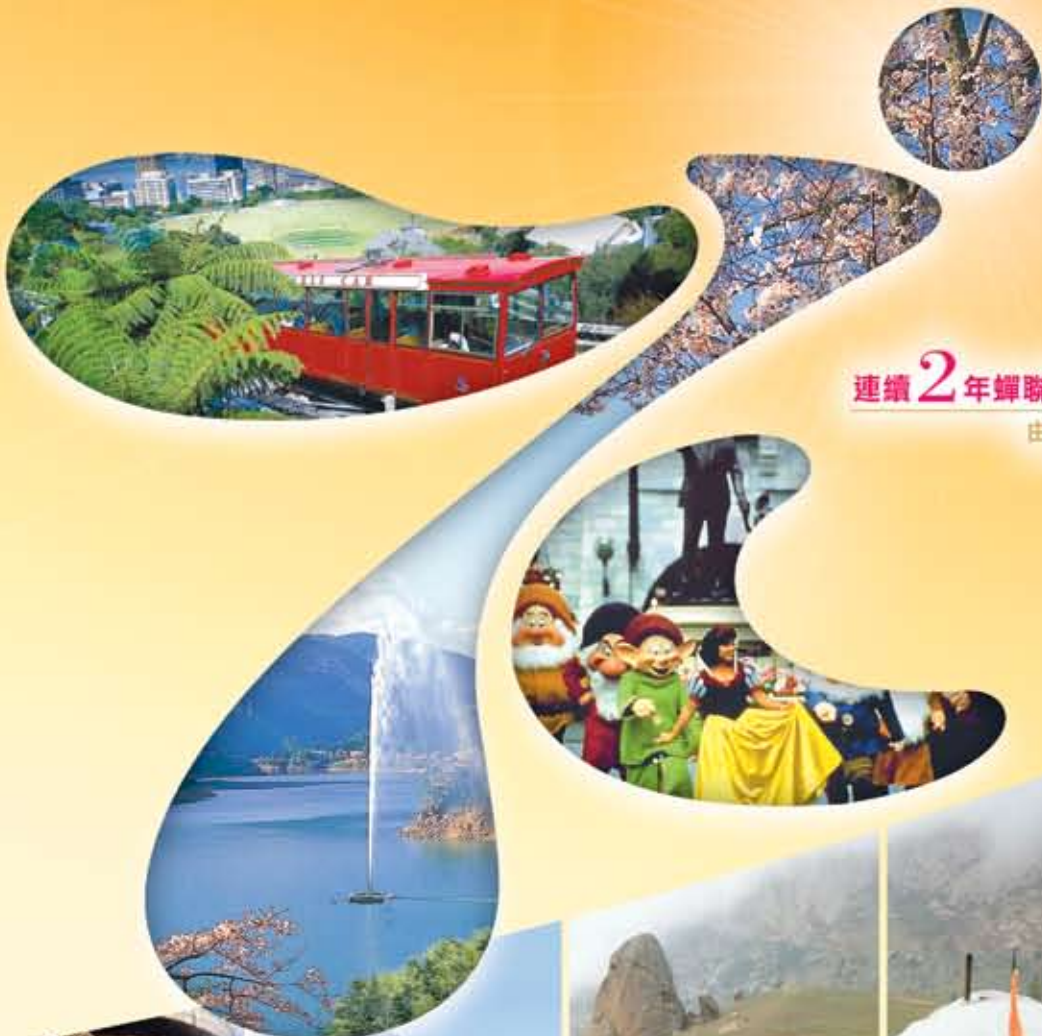




# Wing On Travel (Holdings) Limited 永安旅遊(控股)有限公司

(Incorporated in Bermuda with limited liability) (Stock Code : 1189)  
(於百慕達註冊成立之有限公司) (股份代號 : 1189)

## Annual Report 2007 年報



再創佳績，優質見證  
連續2年蟬聯“最佳旅行社大獎”  
由新假期2006-2007年頒發



# Corporate Information

## 公司資料

### Directors

#### **Managing Director**

Mr. Cheung Hon Kit

#### **Executive Directors**

Dr. Yap, Allan

Mr. Chan Pak Cheung, Natalis

Mr. Lui Siu Tsuen, Richard

#### **Independent Non-Executive Directors**

Mr. Kwok Ka Lap, Alva

Mr. Poon Kwok Hing, Albert

Mr. Sin Chi Fai

#### **Qualified Accountant**

Ms. Chan Ling, Eva

#### **Company Secretary**

Ms. Fung Mei Ling

#### **Registered Office**

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

#### **Head Office and**

#### **Principal Place of Business**

7th Floor, Paul Y. Centre

51 Hung To Road, Kwun Tong

Kowloon, Hong Kong

#### **Auditor**

Deloitte Touche Tohmatsu

Certified Public Accountants

35/F., One Pacific Place

88 Queensway

Hong Kong

#### **Principal Share Registrars**

Butterfield Fund Services (Bermuda) Limited

Rosebank Centre

11 Bermudiana Road

Pembroke HM08

Bermuda

#### **Hong Kong Branch Share Registrars**

Tricor Secretaries Limited

26/F., Tesbury Centre

28 Queen's Road East

Wanchai, Hong Kong

#### **Stock Code**

Stock Code on The Stock Exchange of

Hong Kong Limited: 1189

### 董事

#### **董事總經理**

張漢傑先生

#### **執行董事**

Yap, Allan 博士

陳百祥先生

呂兆泉先生

#### **獨立非執行董事**

郭嘉立先生

潘國興先生

冼志輝先生

#### **合資格會計師**

陳玲女士

#### **公司秘書**

馮美玲女士

#### **註冊辦事處**

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

#### **總辦事處及**

#### **主要營業地點**

香港九龍

觀塘鴻圖道 51 號

保華企業中心 7 樓

#### **核數師**

德勤·關黃陳方會計師行

執業會計師

香港

金鐘道 88 號

太古廣場一座 35 樓

#### **主要股份過戶登記處**

Butterfield Fund Services (Bermuda) Limited

Rosebank Centre

11 Bermudiana Road

Pembroke HM08

Bermuda

#### **香港股份過戶登記分處**

卓佳秘書商務有限公司

香港灣仔

皇后大道東 28 號

金鐘匯中心 26 樓

#### **股份代號**

香港聯合交易所有限公司

股份代號：1189

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# Management Discussion and Analysis

## 管理層論述及分析

### REVIEW OF OPERATIONS

The Hong Kong economy sustained a robust growth momentum throughout the year, with GDP leaping by 6.3% in real terms, marked the fourth consecutive year of strong economic expansion. The labour market improved further in 2007 with unemployment rate falling to 3.4% at the end of the year. The tightened labour market pushed wages and earnings up and enhanced the consumptions desire of the local community. Both the retail and tourism business gained advantages.

The Group continued to perform satisfactorily during 2007. In 2007, the Group attained a turnover of HK\$2,266.2 million that represented a 13.7% increase over the HK\$1,992.4 million in 2006. Gross profit for the year grew 17% to HK\$416.6 million from the HK\$355.9 million of 2006. Profit for the year was HK\$4.5 million (2006: loss of HK\$79.4 million) after charging administration expenses of HK\$337.7 million (2006: HK\$287.4 million), finance costs of HK\$139.1 million (2006: HK\$98.7 million), share of loss of associates of HK\$44.9 million (2006: HK\$19,000); and after crediting a gain on disposal of subsidiaries of HK\$82.3 million (2006: HK\$0.1 million), discount on acquisition of subsidiaries of HK\$47.3 million (2006: Nil) and taxation credit of HK\$46.6 million (2006: HK\$1.9 million).

### Travel and Related Services

The Group's travel and related services comprises mainly outbound tours, inbounds tours, air ticketing and hotel/air tickets packages. This segment continued to grow through various acquisitions in the PRC and the strengthening sentiment of travel of the local customers. This segment achieved a turnover of HK\$1,993.8 million and represented an increase of 14.5% over the HK\$1,740.7 million in 2006. Segment results for the year was HK\$34.5 million that tripled the 2006 segment results of HK\$11.1 million.

### 業務回顧

年內，香港經濟蓬勃發展，本地生產總值之實際增長達6.3%，連續第四年錄得強勁之經濟增長。勞動市場於二零零七年進一步改善，令年終之失業率跌至3.4%。勞動力緊張令工資及收入不斷上升，亦提高市民之消費意欲，零售業及旅遊業均受惠。

本集團之業務於二零零七年持續表現理想。於二零零七年，本集團錄得營業額2,266,200,000港元，較二零零六年之1,992,400,000港元增加13.7%。本年度毛利由二零零六年之355,900,000港元增加17%至416,600,000港元。本年度溢利為4,500,000港元（二零零六年：虧損79,400,000港元），當中已扣除行政開支337,700,000港元（二零零六年：287,400,000港元）、融資成本139,100,000港元（二零零六年：98,700,000港元）及應佔聯營公司虧損44,900,000港元（二零零六年：19,000港元），並已計入出售附屬公司之收益82,300,000港元（二零零六年：100,000港元）、收購附屬公司之折讓47,300,000港元（二零零六年：無）及稅項撥回46,600,000港元（二零零六年：1,900,000港元）。

### 旅遊及相關服務

本集團之旅遊及相關服務主要包括境外及境內旅遊、機票及酒店／機票套票。透過於國內進行多項收購，同時提高本地顧客對旅遊之興趣，此分類得以持續增長，營業額達1,993,800,000港元，較二零零六年之1,740,700,000港元增長14.5%。本年度之分類業績為34,500,000港元，為二零零六年之分類業績11,100,000港元之三倍。

# Management Discussion and Analysis

## 管理層論述及分析

### Hotel and Leisure Services

The Group operates its hotel and leisure business through Luoyang Golden Gulf Hotel, the three “Rosedale” branded 4-star rated hotels and the Times Plaza Shenyang Hotel acquired during the year. Turnover grew by 8% to HK\$272.4 million for the year ended 31 December 2007 (2006: HK\$251.7 million). The segment profit was HK\$38.6 million (2006: HK\$40.9 million) resulted from the appreciation of Renminbi versus both Hong Kong dollars and United States dollars.

### Associates

The Group's 50% held associated company, Travoo International Limited (“Travoo”) transacts its air ticketing and hotel booking business via a business-to-business-to-customers platform in the PRC. The Group's share of loss in this associated company for the year was HK\$9.3 million versus HK\$2.9 million for 2006. This increased loss sharing was mainly attributable to an impairment loss recognised in respect of intangible assets of HK\$4.9 million.

During the year, the main business of Sino Express Travel Limited has transformed into investment and operation of a hotel resort and theme park in Guangdong Province, the PRC. As a result, the intangible assets associated with its former travel booking business was impaired. As a result, the Group's share of loss in this associated company for the year was HK\$35.9 million against the HK\$2 million for the year 2006.

### Material Acquisitions and Disposals

On 30 May 2007, the Group completed the conditional sale and purchase agreement with an independent third party for the disposal of the Group's 56.91% interest in Triumph Up Investments Limited for a consideration of HK\$252,789,344.97. Triumph Up Investments Limited indirectly holds approximately 55.75% of the issued share capital of Kingsway Hotel Limited. Accordingly, the Group's entire approximately 31.73% effective interest in Kingsway Hotel Limited had been disposed of. A net gain of HK\$82.3 million was recorded in the consolidated income statement for the year ended 31 December 2007.

### 酒店及休閒服務

本集團透過洛陽金水灣大酒店、三間以「珀麗」為品牌之四星級酒店及年內收購之瀋陽時代廣場酒店經營其酒店及休閒業務。截至二零零七年十二月三十一日止年度之營業額增加8%至272,400,000港元（二零零六年：251,700,000港元）。人民幣兌港元及美元升值，令分類溢利錄得38,600,000港元（二零零六年：40,900,000港元）。

### 聯營公司

本集團於其中持有50%權益之聯營公司Travoo International Limited（「Travoo」）於中國透過一個商業－商業－客戶之系統平台進行預訂機票及酒店交易。本集團應佔此聯營公司本年度虧損為9,300,000港元，而二零零六年則為2,900,000港元。應佔虧損擴大之主要原因為就無形資產確認4,900,000港元之減值虧損。

Sino Express Travel Limited之主要業務已於年內改為投資及經營中國廣東省一個酒店度假村及主題公園，故與先前經營之旅遊產品預訂業務相關之無形資產經已減值。因此，本集團應佔此聯營公司本年度虧損為35,900,000港元，二零零六年則為2,000,000港元。

### 重大收購及出售事項

於二零零七年五月三十日，本集團完成與一名獨立第三方訂立之有條件買賣協議，內容有關出售本集團於Triumph Up Investments Limited之56.91%權益，代價為252,789,344.97港元。Triumph Up Investments Limited間接持有金域酒店有限公司之已發行股本約55.75%。因此，本集團於金域酒店有限公司擁有之全部約31.73%實際權益已被出售。收益淨額82,300,000港元已計入截至二零零七年十二月三十一日止年度之綜合收益表內。

# Management Discussion and Analysis

## 管理層論述及分析

On 4 April 2007, International Travel Systems Inc. ("ITS"), a wholly owned subsidiary of the Company and an independent third party (the "Vendor") entered into an agreement under which the parties agreed that, subject to the fulfillment of certain conditions precedent, ITS will purchase 100 shares of US\$1 each in the capital of Asia Times Limited ("Asia Times") held by the Vendor, representing 100% equity interest in Asia Times for a consideration of HK\$70,000,000. The agreement was approved by the shareholders of the Company at the special general meeting held on 22 August 2007 and was completed on 28 August 2007.

On 21 May 2007, the Group through a 67.9% indirectly held subsidiary entered into a conditional agreement with an independent third party for the acquisition of the entire share capital in Shenyang Limited and the shareholder's loan in the sum of HK\$337,462,006 for a consideration of HK\$178,000,000. The major asset of Shenyang Limited is its 87.4% indirect interest in Times Plaza Shenyang Hotel located in Shenyang, Liaoning Province, the PRC. The agreement was completed on 15 August 2007.

On 26 May 2007, Fortuneup International Limited, a wholly owned subsidiary of the Group entered into the investment and shareholders agreement ("ISA") with an independent third party to subscribe for new shares in Tangula Group Limited ("TGL") representing 72% of the enlarged issued share capital of TGL at a consideration of US\$52.9 million (approximately HK\$412.0 million). The major asset of TGL is the 49% indirect interest in a sino-foreign cooperative joint venture which has an exclusive right to operate luxury trains on the Qinghai-Tibet Railway. The ISA was approved by the shareholders of the Company at the special general meeting held on 10 October 2007. The subscription was completed in November 2007.

於二零零七年四月四日，本公司之全資附屬公司 International Travel Systems Inc. (「ITS」) 與一名獨立第三方 (「賣方」) 訂立一份協議，據此，訂約雙方同意於完成若干先決條件後，ITS 將以代價 70,000,000 港元購買賣方所持 Asia Times Limited (「Asia Times」) 股本中 100 股每股面值 1 美元之股份，相當於 Asia Times 之 100% 股本權益。該協議已獲本公司股東於二零零七年八月二十二日舉行之股東特別大會上批准，並已於二零零七年八月二十八日完成。

於二零零七年五月二十一日，本集團透過間接持有 67.9% 權益之附屬公司與一名獨立第三方訂立一份有條件協議，內容有關收購 Shenyang Limited 之全部股本及股東貸款合共 337,462,006 港元，代價為 178,000,000 港元。Shenyang Limited 之主要資產為在位於中國遼寧省瀋陽市之瀋陽時代廣場酒店之 87.4% 間接權益。該協議已於二零零七年八月十五日完成。

於二零零七年五月二十六日，本集團之全資附屬公司運高國際有限公司與一名獨立第三方訂立投資及股東協議 (「投資及股東協議」)，以認購 Tangula Group Limited (「TGL」) 之新股份 (相當於 TGL 經擴大已發行股本 72%)，代價為 52,900,000 美元 (約 412,000,000 港元)。TGL 之主要資產為其於一間中外合作經營企業之 49% 間接權益，而該間中外合作經營企業擁有青藏鐵路豪華列車之獨家經營權利。投資及股東協議已獲本公司股東於二零零七年十月十日舉行之股東特別大會上批准。該認購事項已於二零零七年十一月完成。

# Management Discussion and Analysis

## 管理層論述及分析

On 31 December 2007, the Group entered into an agreement to acquire the entire issued share capital of and the shareholder loan to More Star Limited for a consideration of HK\$20,000,000. The sole asset of More Star Limited is its investment in the entire issued share capital of Fortress State International Limited ("Fortress State"). Fortress State has been awarded the tender and entered into the memorandum of agreement to acquire a property located at Tai Kok Tsui Road for a total consideration of HK\$163,880,000. The acquisition of the property by Fortress State was completed on 29 February 2008.

### Liquidity and Financial Resources

On 14 May 2007, the Company entered into a placing agreement with a placing agent pursuant to which the placing agent conditionally agreed to place (i) on a fully underwritten basis, 120,000,000 new shares at a price of HK\$0.8 per new share ("Tranche I Placing") and (ii) on a best effort basis, 200,000,000 new shares at a price of HK\$0.8 per new share ("Tranche II Placing"). The net proceeds of approximately HK\$248.0 million had been utilised to fund the Group's acquisition projects and as the Group's general working capital. Tranche I Placing and Tranche II Placing were completed in May 2007 and August 2007 respectively.

On 27 June 2007, the Company entered into a placing agreement with a placing agent pursuant to which the placing agent conditionally agreed to place, on a fully underwritten basis, 130,000,000 new shares at a price of HK\$0.8 per new share. The net proceeds from the placing of approximately HK\$100.9 million were used to further expand its existing business and enhance the general working capital of the Group and accordingly to strengthen the financial conditions and shareholders base of the Company. The placing was completed in August 2007.

On 14 November 2007, the Company entered into a placing agreement with a placing agent pursuant to which the placing agent agreed to place, on a fully underwritten basis, 300,000,000 new shares at a price of HK\$0.4 per placing share. The net proceeds of approximately HK\$116.9 million raised were intended to be used to expand the Group's branch network and as general working capital of the Group.

於二零零七年十二月三十一日，本集團訂立一份協議收購More Star Limited全部已發行股本及股東貸款，代價為20,000,000港元。More Star Limited之唯一資產為於灝申國際有限公司（「灝申國際」）全部已發行股本之投資。灝申國際已中標及訂立協議備忘錄，收購一幢位於大角咀道之物業，總代價為163,880,000港元。灝申國際收購該物業一事已於二零零八年二月二十九日完成。

### 流動資金及財務資源

於二零零七年五月十四日，本公司與一名配售代理訂立一份配售協議，據此，配售代理有條件同意 (i)按全面包銷基準配售120,000,000股新股，每股新股作價0.8港元（「第一批配售」）；及(ii)按盡力基準配售200,000,000股新股，每股新股作價0.8港元（「第二批配售」）。所得款項淨額約248,000,000港元已用作撥付本集團之收購項目，並用作本集團之一般營運資金。第一批配售及第二批配售已分別於二零零七年五月及二零零七年八月完成。

於二零零七年六月二十七日，本公司與一名配售代理訂立一份配售協議，據此，配售代理有條件同意按全面包銷基準配售130,000,000股新股，每股新股作價0.8港元。配售事項之所得款項淨額約100,900,000港元，已用作進一步擴充其現有業務及增加本集團之一般營運資金，故此將鞏固本公司之財務狀況及股東基礎。配售事項已於二零零七年八月完成。

於二零零七年十一月十四日，本公司與一名配售代理訂立一份配售協議，據此，配售代理同意按全面包銷基準配售300,000,000股新股，每股配售股份作價0.4港元。所得款項淨額約116,900,000港元，計劃用作擴充本集團之分行網絡及本集團之一般營運資金。

# Management Discussion and Analysis

## 管理層論述及分析

During the year, convertible notes in the aggregate principal value of HK\$360 million have been converted. Accordingly, 455,696,195 new shares in the Company have been issued and allotted.

年內，本金總額為360,000,000港元之可換股票據已獲兌換。因此，本公司已發行及配發455,696,195股新股。

At balance sheet date, the Group's total borrowings were as follows:

於結算日，本集團之借貸總額如下：

		As at 31.12.2007 HK\$ million 於二零零七年 十二月三十一日 百萬港元	As at 31.12.2006 HK\$ million 於二零零六年 十二月三十一日 百萬港元
Loan from related companies	關連公司貸款	277.0	106.3
Bank and short term loan repayable within one year	一年內到期之銀行及短期貸款	88.8	59.3
Bank and other loans repayable after one year	一年後到期之銀行及其他貸款	366.7	406.5
Promissory note	承兌票據	106.5	—
Consideration note	代價票據	21.5	—
Convertible notes	可換股票據	554.2	810.0
		<b>1,414.7</b>	<b>1,382.1</b>

The convertible notes issued in June 2006, due in June 2011, bear interest at a fixed rate of 2% per annum. All other borrowings bear floating interest rates.

於二零零六年六月發行及於二零一一年六月到期之可換股票據按固定利率每年2厘計息。所有其他借貸均按浮動利率計息。

The gearing ratio as at 31 December 2007, expressed as a percentage of total borrowings to equity attributable to shareholders of the parent, was 69.2% (At 31.12.2006: 110.1%).

於二零零七年十二月三十一日，資本負債比率（按借貸總額相對母公司股東應佔權益之百分比列示）為69.2%（於二零零六年十二月三十一日：110.1%）。

### Pledge of Assets

At 31 December 2007, certain assets of the Group at net book value of HK\$629.0 million (2006: HK\$638.5 million) were pledged to banks and financial institutions for credit facilities.

### 資產抵押

於二零零七年十二月三十一日，本集團已將賬面淨值為629,000,000港元（二零零六年：638,500,000港元）之若干資產抵押予銀行及財務機構以取得信貸融資額。



# Management Discussion and Analysis

## 管理層論述及分析

### Contingent Liabilities

The Group did not have any significant contingent liabilities as at 31 December 2007.

### 或然負債

於二零零七年十二月三十一日，本集團並無任何重大或然負債。

### Foreign Currency Exposure

The majority of the Group's assets and liabilities and business transactions were denominated in Hong Kong dollars, US dollars and Renminbi. During the year, the Group entered into five foreign currency option agreements with a local bank to hedge its RMB settlement requirements in respect of the construction costs for the luxury train compartments to run on the Qinghai-Tibet Railway under the Tangula trademark. Major terms of the significant foreign currency contracts are as follows:

### 外幣風險

本集團之大部分資產與負債及業務交易均以港元、美元及人民幣計算。年內，本集團與一間本地銀行訂立五份外幣期權協議，以對沖於青藏鐵路以Tangula商標經營豪華列車車廂之建造成本之人民幣結算需要。重大外幣合約之主要條款如下：

Notional amount 名義金額	Maturity 到期日	Exchange rates 匯率
Buy RMB122,978,000 買入人民幣122,978,000元	31 January 2008 二零零八年一月三十一日	USD/RMB7.2917 1美元兌人民幣7.2917元
Buy RMB121,681,000 買入人民幣121,681,000元	31 March 2008 二零零八年三月三十一日	USD/RMB7.2148 1美元兌人民幣7.2148元
Buy RMB36,455,000 買入人民幣36,455,000元	8 August 2008 二零零八年八月八日	USD/RMB7.0499 1美元兌人民幣7.0499元
Buy RMB36,326,000 買入人民幣36,326,000元	28 August 2008 二零零八年八月二十八日	USD/RMB7.0250 1美元兌人民幣7.0250元
Buy RMB45,698,000 買入人民幣45,698,000元	12 September 2008 二零零八年九月十二日	USD/RMB7.0050 1美元兌人民幣7.0050元

The Group did not have entered into any hedging arrangements except as described above. However, the management will continue to monitor closely its foreign currency exposure and requirements and to arrange for further hedging facilities when necessary.

除上述者外，本集團並無訂立任何對沖安排。然而，管理層將會繼續密切監察其外幣風險及需要，並會於有需要時安排對沖融資額。

# Management Discussion and Analysis

## 管理層論述及分析

### Employees

At 31 December 2007, the Group has approximately 2,400 employees of which 21 employees were stationed overseas and 1,484 employees were stationed in the PRC. Competitive remuneration packages are structured to commensurate with the responsibilities, qualifications, experience and performance of individual employees. The Group also provided training programmes, provident fund scheme and medical insurance for its employees. Total staff remuneration incurred for the year ended 31 December 2007 were approximately HK\$177.2 million.

The Group had a share option scheme (the "Scheme"), which was approved and adopted by shareholders of the Company on 3 May 2002, to enable the directors to grant options to employees, executives or officers of the Company or any of its subsidiaries (including executive and non-executive directors of the Company or any of its subsidiaries) and any suppliers, consultants, agents or advisers who will contribute or have contributed to the Company or any of its subsidiaries as incentives and rewards for their contribution to the Company or such subsidiaries. The maximum number of shares in respect of which options may be granted under the Scheme, when aggregated with any shares subject to any other schemes, shall not exceed 10% of the issued share capital of the Company on the date of approval and adoption of the Scheme (the "General Limit"). The Company proposed to refresh the General Limit so that the number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company would be increased to 10% of the shares in issue as at the date of approval of the General Limit as "refreshed". The refreshment of the General Limit was approved by the shareholders of the Company in the annual general meeting held on 19 May 2006.

On 22 June 2006, the Company granted 58,880,000 options at an exercise price of HK\$0.728 per share with exercisable period from 22 June 2006 to 21 June 2008. During the year 7,710,000 share options were lapsed, 4,285,000 share options were exercised and 4,285,000 ordinary shares of the Company were issued. At balance sheet date, 46,685,000 (2006: 58,680,000) share options were outstanding.

### 僱員

於二零零七年十二月三十一日，本集團聘用約2,400名僱員，當中21名駐居海外，另外1,484名則在國內工作。本集團提供與個別僱員之職責、資歷、經驗及表現相稱之優越薪酬組合。此外，本集團亦為其僱員提供培訓課程、公積金計劃及醫療保險。截至二零零七年十二月三十一日止年度，員工薪酬總額約為177,200,000港元。

本集團設有一項購股權計劃（「該計劃」），該計劃於二零零二年五月三日獲本公司股東批准及採納，董事藉此可向本公司或其任何附屬公司僱員、行政人員或高級職員（包括本公司或其任何附屬公司之執行及非執行董事），以及將會或曾經對本公司或其任何附屬公司作出貢獻之供應商、專業顧問、代理或諮詢人授出購股權，以獎勵及回饋彼等對本公司或該等附屬公司所作之貢獻。根據該計劃可能授出之購股權所涉及之股份，與任何其他計劃所涉及之股份一併計算，數目合共不得超過本公司於批准及採納該計劃日期之已發行股本10%（「一般限額」）。本公司已建議更新一般限額，致使根據該計劃及本公司任何其他購股權計劃將授出之所有購股權獲行使時可發行之股份數目，增加至一般限額獲批准「更新」當日已發行股份之10%。本公司股東已於二零零六年五月十九日舉行之股東週年大會上批准更新一般限額。

於二零零六年六月二十二日，本公司按行使價每股0.728港元授出58,880,000份購股權，該等購股權之行使期自二零零六年六月二十二日起至二零零八年六月二十一日止。年內，7,710,000份購股權已告失效，另有4,285,000份購股權已獲行使及本公司4,285,000股普通股已獲發行。於結算日，共有46,685,000份尚未行使之購股權（二零零六年：58,680,000份）。

# Management Discussion and Analysis

## 管理層論述及分析

### PROSPECTS

#### The China Focus

The China market continues to be the focus of world tourism industry. The number of outbound travellers during the last 5 years increased by 2.8 times, representing an average of 22% increase per annum. The number of outbound travellers for the first three quarters in 2007 was approximately 30 million. Pending the official full year numbers, market predicted that the number of outbound travellers in 2007 shall reach 37.4 million and shall attain the level of 50 million by 2015.

For inbound, according to the statistics released by the China National Tourism Administration, the number of visitors to the mainland in 2007 attained 131.9 million and representing an increase of 5.5% over last year.

The Group has aggressively taken actions to enlarge its PRC business network to grasp these enormous opportunities in the PRC travel market.

In August 2007, the Group successfully completed the acquisition of a budget hotel management company in Chengdu, a hometown of the big pandas and a city with a number of nearby heritage attractions such as the E' Mei Mountains and the Le' Shan Buddha. The business is operating under the brand "Square Inn" and the management team of this new business stream has taken aggressive actions to expand into the market through further acquisitions, franchising the "Square Inn" brandname and the procurement of hotel management contracts. The Group is confident that Square Inn will get a share in the booming budget hotel market in the near future.

In August 2007, the Group completed the acquisition of the 4-star Times Plaza Shenyang Hotel, located in Shenyang, Liaoning Province. Management expected that considerable synergetic effect, in terms of mainly cost savings, would be achieved through rebranding this newly acquired hotel into the Rosedale chain of hotels. The Group shall target on further acquisitions to strengthen its business hotel network and would raise its position and bargaining power in the market.

### 展望

#### 中國聚焦

中國市場繼續為全球旅遊業之焦點。過去五年之出境遊客數目已增加2.8倍，每年平均增幅為22%。二零零七年首三季，出境遊客數目約達30,000,000人次。儘管官方全年數字仍有待公佈，然而市場預期二零零七年出境遊客數目將達37,400,000人次，二零一五年更達50,000,000人次。

入境旅遊方面，根據中國國家旅遊局發佈之統計數字，二零零七年前往內地之旅客人數達到131,900,000人次，較去年增長5.5%。

為抓緊中國旅遊市場之龐大機遇，本集團已從多方面積極着手擴大其中國營運網絡。

於二零零七年八月，本集團成功完成收購一間位於成都之經濟型酒店管理公司。成都為大熊貓之家鄉，鄰近地區亦有不少歷史名勝，例如峨眉山及樂山大佛。此項業務以「方圓四季酒店」為品牌經營，而其管理層已從多方面積極將此新業務擴展至該市場，當中包括進行收購、授出「方圓四季酒店」品牌之特許使用權及取得酒店管理合約。本集團深信方圓四季酒店於不久將來可在蓬勃發展之經濟型酒店市場中佔一席位。

本集團已於二零零七年八月完成收購一家位於遼寧省瀋陽市之四星級酒店「瀋陽時代廣場酒店」。管理層預期，將此間新收購之酒店以「珀麗」連鎖酒店重新命名，主要可在減省成本方面帶來可觀協同效益。本集團將集中資源繼續進行收購，以加強本集團之商務酒店網絡，並提高市場地位及議價能力。

# Management Discussion and Analysis

## 管理層論述及分析

In November 2007, the Group has completed the acquisition of the controlling stake in Tangula Group Limited which has a 49% beneficial interest in a sino-foreign cooperative joint venture to operate two luxury trains routes to run on the Qinghai-Tibet Railway. The train operation is expected to be commenced in the third quarter of 2008. Given that Tibet is a very attractive place to the Americans and Europeans and the fare of the journey will be reasonable priced at their affordable level, the Company is confident that the Tangula luxury trains will be one of the best choices for the travellers originated from the two continents. This will further enhance the status of the Group in the market and provide considerable contribution to the results of the Group in the future.

The Group shall continue to search for tourism related investment opportunities in the PRC.

### Hong Kong Travel Business

Consequent to the uproaring economy of the PRC and the strong rebound of the local market, the Group shall continue to put in considerable effort and resources to develop and launch featured products other than the popular beauty series, culture appreciation tours and financial series to suit the needs of the growing demand for distinctive products.

In the coming year, the Group shall put in resources and effort to further enhance its service quality and to uplift the status of the customers buying our tour, FIT and cruise products. This shall be achieved via extensive co-operation with prestige airlines, hotels, cruise liners and the tourism authority of our tour destinations.

### Hotel Operations

In 2008, the Group shall focus its attention on entertain the huge number of visiting guests during the period of Beijing Olympic Games and the Equestrian Event hosted by Hong Kong during August 2008. Management of the Company expected that the results of the hotel operation in the year 2008 shall be largely benefited. Furthermore, the redevelopment of the Tai Kok Tsui property into a four-star rated hotel is expected to commence in the last quarter of 2008 and to be completed in early 2011. Management foresee that the market sharing of the Group's hotel business shall increase remarkably via the network of its six Rosedale hotels.

於二零零七年十一月，本集團完成收購Tangula Group Limited之控股權益。Tangula Group Limited擁有一間可經營兩條青藏鐵路豪華列車路線之中外合作經營企業之49%實益權益。本集團預期該列車業務將於二零零八年第三季展開。鑑於西藏為美國及歐洲遊客慕名到訪之名勝，而旅程費用將定價於可負擔之合理水平，本公司深信青藏鐵路列車將為歐美遊客首選之一。此業務將可進一步提升本集團之市場地位，並於日後為本集團之業績帶來龐大貢獻。

本集團將繼續於中國發掘與旅遊相關之投資機遇。

### 香港旅遊業務

隨着中國經濟蓬勃發展，而本地市場經濟亦出現強勁反彈，除廣受歡迎之美容之旅、文化欣賞之旅及財經系列外，本集團將繼續投放大量資源，以開發並推出一系列特色產品，以配合對渴求別具一格產品之客戶群之需要。

來年，本集團將投放資源致力進一步改善服務質素，以及提升參加本集團旅行團、自助遊及郵輪產品之客戶之地位，具體措施為與各旅遊目的地之著名航空公司、酒店、郵輪公司及旅遊局廣泛合作。

### 酒店經營

於二零零八年，本集團會將焦點投放於招待在二零零八年八月北京奧運會及香港主辦馬術項目期間之大量到訪旅客。本公司管理層預期，二零零八年酒店經營之業績將可大大受惠。此外，將大角咀物業重新發展為四星級酒店之項目預期會於二零零八年最後一季動工，並預期於二零一一年初完工。管理層預計，憑藉由六間珀麗酒店組成之網絡，本集團酒店業務之市場佔有率將會顯著提高。

### MANAGING DIRECTOR

**Mr. Cheung Hon Kit**, aged 54, has been the Managing Director of the Company since October 2003. Mr. Cheung graduated from the University of London with a Bachelor of Arts degree and has over 29 years of experience in real estate development, property investment and corporate finance. He has worked in key executive positions in various leading property development companies in Hong Kong. Currently, Mr. Cheung is the chairman of ITC Properties Group Limited (formerly known as Macau Prime Properties Holdings Limited) and an executive director of ITC Corporation Limited. He is also an independent non-executive director of International Entertainment Corporation and Innovo Leisure Recreation Holdings Limited.

### EXECUTIVE DIRECTORS

**Dr. Yap, Allan**, aged 52, has been an Executive Director of the Company since April 2002. He obtained the honorary degree of Doctor of Laws and has over 25 years' experience in finance, investment and banking. Dr. Yap is the managing director of Hanny Holdings Limited; executive director of Big Media Group Limited, a company whose shares are listed on the GEM board of the Stock Exchange in Hong Kong; and chairman and chief executive officer of China Enterprises Limited, a company whose shares are traded on the OTC Bulletin Board in the United States of America. Dr. Yap is also the chairman and chief executive officer of Burcon NutraScience Corporation, a company whose shares are listed on the TSX Venture Exchange in Canada and Frankfurt Stock Exchange in Germany; and an executive chairman of PSC Corporation Ltd and Intraco Limited and a chairman of Tat Seng Packaging Group Ltd, companies whose shares are listed in Singapore. He is also the chairman of MRI Holdings Limited, a company whose shares are listed on the Australian Securities Exchange.

### 董事總經理

**張漢傑先生**，現年54歲，自二零零三年十月出任本公司之董事總經理。張先生畢業於倫敦大學並持有文學學士學位，以及於地產發展、物業投資及企業融資方面積逾29年經驗。他曾於香港多家著名物業發展公司工作擔任重要行政職位。張先生現為德祥地產集團有限公司（前稱「澳門祥泰地產集團有限公司」）之主席及德祥企業集團有限公司之執行董事。彼亦為國際娛樂有限公司及澤新遊樂控股有限公司之獨立非執行董事。

### 執行董事

**Yap, Allan博士**，現年52歲，自二零零二年四月出任本公司之執行董事。彼持有法律榮譽博士學位，並於金融、投資及銀行業積逾25年經驗。Yap博士為錦興集團有限公司之董事總經理，其股份於香港交易所創業板上市之天下媒體集團有限公司之執行董事及其股份於美國場外交易議價板買賣之China Enterprises Limited之主席兼行政總裁。Yap博士亦為其股份於加拿大TSX Venture Exchange及德國法蘭克福證券交易所上市之Burcon NutraScience Corporation之主席兼行政總裁；及新加坡上市公司普威集團有限公司及新加坡國際貿易有限公司之執行主席及達成包裝集團有限公司之主席。彼亦為其股份於澳洲證券交易所上市之MRI Holdings Limited之主席。

# Directors Profile

## 董事簡介

**Mr. Chan Pak Cheung, Natalis**, aged 57, has been an Executive Director of the Company since April 2002. He is a well-known actor, master of ceremonies, and horseracing and soccer commentator. Mr. Chan has over 23 years' experience in the entertainment and film industry in Hong Kong.

**Mr. Lui Siu Tsuen, Richard**, aged 52, has been an Executive Director of the Company since April 2002. He is a qualified accountant and a member of the Institute of Chartered Accountants in England and Wales, the CPA Australia, the Hong Kong Institute of Certified Public Accountants and the Chartered Institute of Management Accountants in U.K. Mr. Lui has more than 27 years of experience in accounting, financial and corporate management. He has held senior financial positions in an international accounting firm and various private and public listed companies. Mr. Lui is currently the deputy managing director of Hanny Holdings Limited, and an executive director of PSC Corporation Limited, a company listed in Singapore. He is also a director of MRI Holdings Limited, a company whose shares are listed on the Australian Securities Exchange. Mr. Lui holds a Master of Business Administration degree from the University of Adelaide in Australia.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Kwok Ka Lap, Alva**, aged 59, has been an Independent Non-Executive Director of the Company since December 2002. He was a marketing manager in an international company engaging in the design of business administration system. Mr. Kwok has been in the insurance and investments business for over 24 years, principally in the senior managerial position leading a sizable sales team. He is also an independent non-executive director of ITC Properties Group Limited (formerly known as Macau Prime Properties Holdings Limited) and Hanny Holdings Limited.

**陳百祥先生**，現年57歲，自二零零二年四月出任本公司之執行董事。彼為知名演員、司儀及賽馬與足球評述員。陳先生於香港之娛樂界及電影界積逾23年經驗。

**呂兆泉先生**，現年52歲，自二零零二年四月出任本公司之執行董事。彼為專業會計師與及特許會計師協會-英格蘭及威爾斯、澳洲會計師公會、香港會計師公會及英國特許管理會計師公會之會員。呂先生於會計、財務及企業管理方面積逾27年經驗。彼曾於一家國際會計師行、多家私人機構及上市公司擔任財務高職。呂先生現為錦興集團有限公司之副董事總經理及新加坡上市公司普威集團有限公司之執行董事。彼亦為其股份於澳洲證券交易所上市之MRI Holdings Limited之董事。呂先生持有澳洲阿德雷德大學工商管理碩士學位。

### 獨立非執行董事

**郭嘉立先生**，現年59歲，自二零零二年十二月出任本公司之獨立非執行董事。彼曾為一家從事設計工商行政系統之國際公司之市場經理。郭先生於保險及業務投資方面積逾24年經驗，且為高級管理人員，管轄具規模之營業隊伍。彼亦為德祥地產集團有限公司（前稱「澳門祥泰地產集團有限公司」）及錦興集團有限公司之獨立非執行董事。

## Directors Profile

### 董事簡介

**Mr. Poon Kwok Hing, Albert**, aged 46, has been an Independent Non-Executive Director of the Company since March 2007. He graduated from the University of Bath, United Kingdom with a Master of Science degree in Business Administration. Mr. Poon is also a member of the Hong Kong Institute of Certified Public Accountants and a member of the CPA Australia. Mr. Poon is currently the independent non-executive director of Hanny Holdings Limited.

**Mr. Sin Chi Fai**, aged 48, has been an Independent Non-Executive Director of the Company since January 2008. Mr. Sin is a director and shareholder of a Singapore company engaged in the distribution of data storage media and computer related products in Asian countries. Mr. Sin obtained a diploma in Banking from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University). He has over 10 years' experience in banking field and has over 10 years' sales and marketing experience in information technology industries. He is also an independent non-executive director of Hanny Holdings Limited and Wonson International Holdings Limited.

**潘國興先生**，現年46歲，自二零零七年三月出任本公司之獨立非執行董事。彼畢業於英國University of Bath，並取得工商管理科碩士學位。潘先生亦為香港會計師公會及澳洲會計師公會之會員。潘先生現為錦興集團有限公司之獨立非執行董事。

**冼志輝先生**，現年48歲，自二零零八年一月出任本公司之獨立非執行董事。冼先生為一家於亞洲國家從事分銷數據儲存媒體及與電腦相關產品之新加坡公司之董事及股東。冼先生於香港理工學院（現稱為香港理工大學）獲取銀行系之文憑。彼於銀行業積逾10年經驗及於資訊科技業積逾10年銷售及市場推廣之經驗。彼亦為錦興集團有限公司及和成國際集團有限公司之獨立非執行董事。

# Senior Management Profile

## 高級管理人員簡介

### CORPORATE MANAGEMENT

**Ms. Chan Ling, Eva**, aged 42, has been the Qualified Accountant of the Company since September 2004. Ms. Chan is the Group Financial Controller of the Company and director of major subsidiaries of the Group. She joined the Company in May 2002. Ms. Chan has 20 years' experience in auditing, accounting and finance in both international accounting firms and listed companies. Ms. Chan oversees the accounting and financial management of the Group. She is a core member of the Travel Division's Strategic Planning and Operations Management team. She also focuses on corporate matters of the Group. She is a member of the Institute of Chartered Accountants in Australia, a fellow member of the Association of Chartered Certified Accountants and also a practising member of the Hong Kong Institute of Certified Public Accountants. Ms. Chan is an executive director of China Strategic Holdings Limited, independent non-executive director of Wonson International Holdings Limited and Trasy Gold Ex Limited, companies whose shares are listed in Hong Kong. She is also the deputy chairman of China Enterprises Limited, a company whose shares are traded on the OTC Bulletin Board in the United States of America and a director of MRI Holdings Limited, a company whose shares are listed on the Australian Securities Exchange.

### TRAVEL BUSINESS

**Ms. Leung Kong Lan, Lanny**, aged 47, is the Chief Executive Officer of Hong Kong Wing On Travel Service Limited and director of a few of the Company's subsidiaries and associates. She joined the Group in November 1984. Ms. Leung focuses on formulating strategies for the overall management of travel division, exploring business opportunities in new markets including the potential mainland China market and promoting the development of the travel industry. She holds a Bachelor degree in Arts. Ms. Leung is the vice chairman of the Hong Kong Association of China Travel Organizers Limited, a member of the Advisory Committee on Cruise Industry of the Government of the Hong Kong Special Administrative Region, the Outbound Committee of the Travel Industry Council of Hong Kong, and a certified instructor of both the Tourism Industry Skill Upgrading Scheme and the Outbound Escort Examination Course of the Travel Industry Council. She has over 20 years of experience in the travel industry.

### 企業管理

**陳玲女士**，現年42歲，自二零零四年九月出任本公司之合資格會計師。陳女士為本公司集團財務總監及本集團主要附屬公司之董事。彼於二零零二年五月加入本公司。陳女士於國際會計師行及上市公司具有20年核數、會計及財務之經驗。陳女士主管本集團之會計及財務管理。彼為旅遊部策劃及營運管理隊伍之核心成員之一。彼亦專責本集團之企業事務。彼為澳洲特許會計師公會會員、特許公認會計師公會資深會員及香港會計師公會執業會員。陳女士為其股份於香港上市之中策集團有限公司之執行董事、和成國際集團有限公司及卓施金網有限公司之獨立非執行董事。彼亦為其股份於美國場外交易議價板買賣之公司China Enterprises Limited之副主席及其股份於澳洲證券交易所上市之MRI Holdings Limited之董事。

### 旅遊業務

**梁港蘭女士**，現年47歲，為香港永安旅遊有限公司之行政總裁及本公司數間附屬公司及聯營公司之董事。彼於一九八四年十一月加入本集團。梁女士專責旅遊部之規劃及整體營運，開拓新市場之商機包括具有潛力之中國大陸市場及推動旅遊業界的發展。彼持有文學學士學位。梁女士現為香港中國旅遊協會副會長、香港特別行政區政府郵輪業諮詢委員會委員及香港旅遊業議會之出外旅遊委員會委員，並擁有旅遊業技能提升計劃導遊培訓課程導師資格以及香港旅遊業議會外遊領隊課程之註冊導師資格。彼於旅遊業積逾20年經驗。



# Senior Management Profile

## 高級管理人員簡介

**Ms. Chan Shuk Fong, Jo Jo**, aged 43, is the General Manager of Hong Kong Wing On Travel Service Limited. She joined the Group in December 1994. She is a core member of the Strategic Planning and Operations Management team of travel division. Ms. Chan's expanded role includes strategic development and operations management in all aspects of Hong Kong Wing On Travel Service Limited. Ms. Chan currently serves in the Inbound Committee of the Travel Industry Council of Hong Kong, and the Council of the Hong Kong Association of China Travel Organizers Limited. She is a member of the University of South Australia Tourism & Hospitality Management Advisory Panel, and the Hong Kong Baptist University College of International Education Advisory Committee; as well as program advisors of the Associate of Social Science in Leisure and Tourism Management of Community College of City University, and the Associate of Social Science (Tourism) of Hong Kong Institute of Education. Ms. Chan holds a Master Degree in Business Administration and a Postgraduate Diploma from the University of Leicester. She has over 15 years of management experience in travel and related industries.

### HOTEL BUSINESS

**Mr. Ng Chack Yan**, aged 57, joined Rosedale Hotel Management Limited in November 2002 and appointed as the Assistant General Manager since April 2003. Mr. Ng holds a bachelor's degree in business administration and a master's degree in accounting. He has over 20 years' experience in the hotel industry. Prior to joining the Group, Mr. Ng held a number of executive positions in various hotels of the renowned multinational hotel chains in the PRC, Hong Kong, Singapore and Indonesia.

**陳淑芳女士**，現年43歲，為香港永安旅遊有限公司之總經理。彼於一九九四年十二月加入本集團。陳女士為旅遊部策劃及營運管理隊伍之核心成員，專責制訂長遠業務政策及管理香港永安旅遊有限公司之整體營運。陳女士現為香港旅遊業議會之來港旅遊委員會委員及香港中國旅遊協會常務理事。同時，她亦為南澳洲大學旅遊及酒店管理課程顧問、香港浸會大學國際學院諮詢委員會委員、香港城市大學康樂及旅遊管理副學士課程顧問及香港教育學院副社會科學學士（旅遊）課程顧問。陳小姐持有工商管理碩士學位及英國萊斯特大學研究生文憑。彼於旅遊及相關行業積逾15年管理經驗。

### 酒店業務

**吳澤仁先生**，現年57歲，於二零零二年十一月加入珀麗酒店管理有限公司，並於二零零三年四月起獲委任為助理總經理。吳先生持有工商管理學士及會計碩士學位。彼於酒店業積逾20年經驗。在加入本集團前，吳先生曾於中國、香港、新加坡及印度尼西亞多間著名跨國酒店集團所屬酒店擔任行政要職。

# Senior Management Profile

## 高級管理人員簡介

**Mr. Cheng Chun Chau**, aged 43, participated in the foundation of Rosedale on the Park (“Rosedale – Hong Kong”) in 2000. Mr. Cheng has over 23 years’ extensive experience and knowledge in managing hotels and projects in both Hong Kong and the PRC. He was appointed as the Assistant General Manager of Rosedale Hotel & Suites ■ Guangzhou (“Rosedale – GZ”) in 2003 in-charge of the Rooms Division and Sales and Marketing Department. Mr. Cheng is currently the General Manager of Rosedale – Hong Kong. Prior to joining the Group, he held a number of executive positions in various hotels in Hong Kong and the PRC.

**Mr. Wan Lok Tin, Ivan**, aged 50, joined Rosedale Hotel & Suites ■ Beijing as the General Manager in March 2005. Mr. Wan is rewarded as a Certified Hotel Administrator by the American Hotel & Motel Association. Mr. Wan is also a member of the Hotel & Catering International Management Association and has over 30 years’ experience in the hotel industry. Prior to joining the Group, Mr. Wan worked as the General Manager in various hotels in the PRC and Macau.

**Mr. Ng Hei Lam, Peter**, aged 48, joined Rosedale – GZ as the General Manager in November 2003. Mr. Ng has over 29 years’ experience in the hotel industry. He is a member of Association of International Hoteliers Shanghai and a member of IWW-International Who’s Who of Professional Organization since 1998. Prior to joining the Group, Mr. Ng worked as the General Manager in various hotels in the PRC.

**鄭鎮秋先生**，現年43歲，於二零零零年加入香港珀麗酒店（「香港珀麗」）參與籌辦工作。鄭先生於香港及中國兩地之酒店及項目管理方面積逾23年之豐富經驗及廣博知識。彼於二零零三年獲委任為廣州珀麗酒店（「廣州珀麗」）之助理總經理，主要負責酒店房務部及銷售與市場推廣部。鄭先生現為香港珀麗之總經理。在加入本集團前，彼曾於香港及中國多間酒店擔任行政要職。

**溫樂天先生**，現年50歲，於二零零五年三月加入北京珀麗酒店出任總經理一職。溫先生獲頒發美國酒店及旅業協會酒店行政管理人員之專業資格。溫先生並為英國酒店及飲食業國際管理協會之會員，及於酒店業積逾30年經驗。在加入本集團前，溫先生曾於中國及澳門多間酒店任職總經理。

**吳宣林先生**，現年48歲，於二零零三年十一月加入廣州珀麗出任總經理一職。吳先生於酒店業積逾29年經驗。彼為上海國際酒店專業人士協會之會員，並自一九九八年起為IWW國際專業人士協會之會員。在加入本集團前，吳先生曾於中國多間酒店任職總經理。

### INTRODUCTION

The Group is committed to achieve high standards of corporate governance which is crucial to the development of the Group and safeguard the interests of the Company's shareholders. To accomplish this, the Group has adopted practices which meet the Code on Corporate Governance Practices ("Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"). During the year, the Company has complied with the Code except code provisions A.2.1, A.4.1 and E.1.2.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the "Model Code for Securities Transactions by Directors of Listed Issuers" (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code for dealing in securities of the Company by the directors. Having made specific enquiry on all directors, the Company confirmed that all directors have complied with the required standard as set out in the Model Code during the year ended 31 December 2007.

### BOARD OF DIRECTORS

The Board of Directors comprises the managing director, three executive directors and three independent non-executive directors. The Board of Directors is principally accountable to the shareholders and responsible for the leadership and control of the Group including overseeing the Group's businesses, strategic directions, financial performance, setting objectives and business development plans, and monitoring the performance of the senior management.

### 緒言

本集團致力於達致高水平之企業管治，蓋因企業管治對本集團發展及保障本公司股東之權益至為重要。為此，本集團所採納之常規符合香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四之企業管治常規守則（「守則」）。年內，本公司已遵照守則之規定，惟守則條文A.2.1、A.4.1及E.1.2除外。

### 董事之證券交易

本公司已採納載於上市規則附錄十之「上市發行人董事進行證券交易之標準守則」（「標準守則」）作為其董事買賣本公司證券之守則。經向所有董事作出特定查詢後，本公司確認所有董事於截至二零零七年十二月三十一日止年度內，一直遵守標準守則之所需標準。

### 董事會

董事會由董事總經理、三名執行董事及三名獨立非執行董事組成。董事會主要對股東負責，並負責領導及管治本集團，包括監督本集團之業務、策略方針、財務表現、設定目標及業務發展計劃以及監察高級管理人員之表現。

# Corporate Governance Report

## 公司管治報告

The Board of Directors meets regularly throughout the year to formulate overall strategy, monitor business development as well as the financial performance of the Group and has formal procedures on matters for consideration and decision. The Board of Directors has delegated certain authorities to the senior management for the day-to-day management of the Group's operation. The attendance of directors at the eleven full board meetings held in 2007 is as follows:

董事會每年會定期召開會議，以制訂整體策略、監管本集團之業務發展及財務表現，並擁有正式程序以處理須考慮及決策之事宜。董事會已授予高級管理人員若干權力以管理本集團之日常營運。董事於二零零七年舉行之十一次全體董事會議之出席次數如下：

Director	Attendance	董事	出席次數
<b>Executive Director</b>			
Mr. Yu Kam Kee, Lawrence <i>B.B.S., M.B.E., J.P. (Chairman)</i> (resigned on 1 December 2007)	10	余錦基先生 <i>B.B.S., M.B.E., J.P. (主席)</i> (於二零零七年十二月一日辭任)	10
Mr. Cheung Hon Kit ( <i>Managing Director</i> )	9	張漢傑先生 ( <i>董事總經理</i> )	9
Dr. Yap, Allan	11	Yap, Allan 博士	11
Mr. Chan Pak Cheung, Natalis	9	陳百祥先生	9
Mr. Lui Siu Tsuen, Richard	11	呂兆泉先生	11
<b>Independent Non-Executive Director</b>			
Mr. Kwok Ka Lap, Alva	11	郭嘉立先生	11
Mr. Wong King Lam, Joseph (resigned on 31 October 2007)	9	黃景霖先生 (於二零零七年十月三十一日辭任)	9
Mr. Sin Chi Fai (resigned on 27 March 2007 and appointed on 28 January 2008)	0	冼志輝先生 (於二零零七年三月二十七日辭任及 於二零零八年一月二十八日獲委任)	0
Mr. Poon Kwok Hing, Albert (appointed on 27 March 2007)	11	潘國興先生 (於二零零七年三月二十七日獲委任)	11

Under the code provision A.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company does not at present have any officer with the title of chief executive officer ("CEO") but instead the duties of a CEO are performed by Mr. Cheung Hon Kit, the Managing Director of the Company, in the same capacity as the CEO of the Company.

根據守則條文A.2.1，主席與行政總裁之角色應有區分，並不應由一人同時兼任。本公司現時並無設有行政總裁（「行政總裁」）之職位，然而行政總裁之職務則由本公司之董事總經理張漢傑先生負責，該職權等同於本公司之行政總裁。

Under the code provision E.1.2, the chairman of the board should attend the annual general meeting. The former Chairman of the Board, Mr. Yu Kam Kee, Lawrence was unable to attend the annual general meeting of the Company held on 25 May 2007 as he had other important business engagement. However, the other executive director, present at the annual general meeting, took the chair of that meeting in accordance with Bye-Law 68 of the Bye-Laws of the Company.

Mr. Yu Kam Kee, Lawrence resigned as an executive director and the chairman of the Company with effect from 1 December 2007. The Company is in the process of identifying suitable candidate to fill the casual vacancy of chairman.

The Company has received the annual confirmation of independence from each of the independent non-executive directors as required under Rule 3.13 of the Listing Rules. The Company considered all independent non-executive directors to be independent.

### AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference with reference to the recommendations set out in "A Guide for Effective Audit Committees" issued by the Hong Kong Institute of Certified Public Accountants and such terms of reference are in line with the code provisions set out in the Code.

The Audit Committee meets at least twice a year for reviewing the reporting of annual and interim results and other information to the shareholders, and the effectiveness and objectivity of the audit process. Additional meetings may be held by the Audit Committee from time to time to discuss special projects or other issues which the Audit Committee considers necessary. The external auditor of the Company may request a meeting if they consider that one is necessary. The Audit Committee also provides an important link between the Board and the Company's auditor in matters coming within the scope of its terms of reference and keeps under review the independence and objectivity of the auditor.

根據守則條文E.1.2，董事會主席應出席股東週年大會。由於前董事會主席余錦基先生因需要處理其他重要事務，故未能出席本公司於二零零七年五月二十五日舉行之股東週年大會。然而，其他出席股東週年大會之執行董事根據本公司之公司細則第68條出任該大會主席。

余錦基先生由二零零七年十二月一日起辭任為本公司之執行董事及主席。本公司現正物色合適人選以填補主席一職之臨時空缺。

本公司已接獲各獨立非執行董事根據上市規則第3.13條之規定而發出有關其獨立性之年度確認書。本公司認為所有獨立非執行董事均為獨立人士。

### 審核委員會

本公司已成立審核委員會，並參照香港會計師公會頒佈之「審核委員會有效運作指引」所載之建議訂明其書面職權範圍及該等職權範圍符合守則所載之守則條文。

審核委員會每年至少召開兩次會議，審閱年度及中期業績報告及向股東提供之其他資料，以及檢討審核過程之有效性及客觀性。審核委員會可不時舉行額外會議以討論審核委員會認為必要之特別項目或其他事宜。本公司之外聘核數師可於必要時要求召開會議。就審核委員會職權範圍內之事宜而言，審核委員會亦為董事會與本公司核數師兩者間之重要橋樑，並不時檢討核數師之獨立性及客觀性。

# Corporate Governance Report

## 公司管治報告

The Audit Committee consists of three independent non-executive directors. The Audit Committee is chaired by Mr. Poon Kwok Hing, Albert.

During the year, the Audit Committee reviewed with the management and the Company's auditor the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the audited financial statements and unaudited interim financial statements.

The members and attendance of the three meetings of the Audit Committee in 2007 are as follows:

Director	Attendance	董事	出席次數
Mr. Kwok Ka Lap, Alva	3	郭嘉立先生	3
Mr. Sin Chi Fai (resigned on 27 March 2007 and appointed on 28 January 2008)	0	冼志輝先生 (於二零零七年三月二十七日辭任及 於二零零八年一月二十八日獲委任))	0
Mr. Wong King Lam, Joseph (resigned on 31 October 2007)	2	黃景霖先生 (於二零零七年十月三十一日辭任)	2
Mr. Poon Kwok Hing, Albert (appointed on 27 March 2007)	3	潘國興先生 (於二零零七年三月二十七日獲委任)	3

Mr. Poon Kwok Hing, Albert was appointed as the chairman of the Audit Committee of the Company with effect from 31 October 2007.

### TERMS OF NON-EXECUTIVE DIRECTORS

Under the code provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. The current independent non-executive directors of the Company are not appointed for a specific term. However, all directors (including executive and non-executive) of the Company are subject to retirement by rotation at the annual general meeting in accordance with Bye-Law 99 of the Bye-Laws of the Company.

審核委員會包括三名獨立非執行董事。審核委員會之主席為潘國興先生。

年內，審核委員會與管理層及本公司核數師已審閱本集團採納之會計原則及慣例，並已就核數、內部監控及財務申報事宜（包括經審核財務報表及未經審核中期財務報表）進行討論。

於二零零七年舉行之三次審核委員會會議之成員及出席次數如下：

潘國興先生獲委任為本公司審核委員會之主席，由二零零七年十月三十一日起生效。

### 非執行董事之任期

根據守則條文A.4.1，非執行董事之委任應有指定任期，並須接受重新選舉。本公司現時之獨立非執行董事並非按指定任期委任。然而，本公司所有董事（包括執行及非執行董事）須根據本公司之公司細則第99條於股東週年大會上輪席退任。

### REMUNERATION COMMITTEE

The Remuneration Committee of the Group was established in April 2005 with written terms of reference in line with the Code. The Remuneration Committee will meet at least once a year to consider and recommend to the Board the Group's remuneration policy and structure and to review and determine the remuneration packages of the executive directors and senior management. The directors are remunerated with reference to their respective duties and responsibility with the Company, the Company's performance and current market situation.

The Remuneration Committee comprises two independent non-executive directors and one executive director. The Remuneration Committee is chaired by Mr. Kwok Ka Lap, Alva.

During the year, the Remuneration Committee held one meeting to review the remuneration policy and review and approve the remuneration packages of the executive directors and senior management of the Company. The members and attendance of the meeting are as follows:

Director	Attendance	董事	出席次數
Mr. Kwok Ka Lap, Alva	1	郭嘉立先生	1
Mr. Poon Kwok Hing, Albert (appointed on 27 March 2007)	1	潘國興先生 (於二零零七年三月二十七日獲委任)	1
Mr. Lui Siu Tsuen, Richard	1	呂兆泉先生	1
Mr. Sin Chi Fai (resigned on 27 March 2007)	0	冼志輝先生 (於二零零七年三月二十七日辭任)	0

Details of emoluments of the directors from the Group for the year are as disclosed in note 11 to the financial statements.

### 薪酬委員會

本集團於二零零五年四月成立薪酬委員會，並依照守則訂明其書面職權範圍。薪酬委員會每年最少召開一次會議，以考慮及向董事會建議本集團之薪酬政策及架構，以及檢討及釐定執行董事及高級管理人員之薪酬待遇。董事之薪酬乃根據彼等各自於本公司之職責、本公司之業績及目前之市況而釐定。

薪酬委員會由兩名獨立非執行董事及一名執行董事組成。薪酬委員會之主席為郭嘉立先生。

年內，薪酬委員會舉行了一次會議，以檢討本公司之薪酬政策，並檢討及批准本公司執行董事及高級管理人員之薪酬待遇。該會議之成員及出席次數如下：

本年度本集團之董事酬金之詳情於財務報表附錄11中披露。

# Corporate Governance Report

## 公司管治報告

### NOMINATION OF DIRECTORS

According to the Bye-Laws of the Company, the Board of Directors has the power from time to time and at any time to appoint any person as a director either to fill a casual vacancy or as an addition to the Board of Directors. The nomination should be taken into consideration of the nominee's qualification, ability and potential contributions to the Company. During the year, two meetings of the Board of Directors of the Company which were attended by Dr. Yap, Allan and Mr. Lui Siu Tsuen, Richard were held to appoint independent non-executive director and members of the audit committee and remuneration committee of the Company.

### ACCOUNTABILITY AND AUDIT

#### Directors' Responsibilities for the Financial Statements

The directors are responsible for the preparation of the financial statements for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the financial statements for the year ended 31 December 2007, the directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis. The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group, for safeguarding the assets of the Group and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### 董事提名

根據本公司之公司細則，董事會有權不時及於任何時間委任任何人士出任董事，以填補董事會之臨時空缺或增加新董事。提名時須考慮候選人之資歷、才能及可為本公司帶來之貢獻。年內，曾舉行兩次由Yap, Allan博士及呂兆泉先生出席之本公司董事會會議，以委任本公司之獨立非執行董事與及審核委員會及薪酬委員會之成員。

### 問責及審核

#### 董事對財務報表之責任

董事須負責編製各財務期間真實公平反映本集團於該期間之財務狀況及業績與現金流量之財務報表。於編製截至二零零七年十二月三十一日止年度之財務報表時，董事已選擇及貫徹應用合適之會計政策，作出審慎、公平及合理之判斷及估計，並按持續基準編製財務報表。董事亦須負責存置於任何時間均合理準確披露本集團財務狀況之妥善會計記錄，保護本集團之資產及採取合理措施防止及審查欺詐及其他違規行為。



# Corporate Governance Report

## 公司管治報告

### Auditor's Responsibilities and Remuneration

During the year, the auditor of the Company received approximately HK\$4,692,000 for audit and audited related service.

The statement of the auditor of the Company regarding their reporting responsibilities is set out in the Independent Auditor's Report on page 46.

### Internal Control

During the year, the Company reviewed the effectiveness of the Group's internal control procedures which include the policies, procedures, monitoring and communication activities and standard of behaviour established for safeguarding the interests of the shareholders of the Company.

### 核數師之責任及薪酬

年內，本公司核數師就其審核及審核相關服務收取約4,692,000港元。

本公司核數師就其申報責任作出之聲明載於第46頁之獨立核數師報告。

### 內部監控

年內，本公司已檢討本集團之內部監控程序之成效，內部監控程序包括為保障本公司股東權益而制定之各項政策、程序、監管及訊息傳達事宜，以及行為標準。

# Report of the Directors

## 董事會報告

The directors present their annual report and the audited financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") for the year ended 31 December 2007.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in the business of providing package tours, travel and other related services, hotel operation in Hong Kong and the People's Republic of China (the "PRC") and trading of securities.

### RESULTS

The results of the Group for the year ended 31 December 2007 are set out in the consolidated income statement on page 48.

### DIVIDENDS

The directors recommend the payment of a final dividend at the rate of HK0.5 cent per share in cash with a scrip option payable on or around 27 June 2008 to all persons registered as holders of shares on 23 May 2008. The Register of Members will be closed from 21 May 2008 to 23 May 2008, both days inclusive.

### FINANCIAL SUMMARY

A financial summary of the Group is set out on page 181.

### SHARE CAPITAL

Particulars of the movements in the share capital of the Company are set out in note 44 to the consolidated financial statements.

### CONVERTIBLE NOTES

Particulars of the convertible notes of the Company are set out in note 42 to the consolidated financial statements.

董事會謹提呈本公司及其附屬公司（以下統稱「本集團」）截至二零零七年十二月三十一日止年度之年報及經審核財務報表。

### 主要業務

本公司為一家投資控股公司，其附屬公司主要從事提供旅行團、旅遊及其他相關之服務，於香港及中華人民共和國（「中國」）經營酒店業務，以及證券買賣業務。

### 業績

本集團截至二零零七年十二月三十一日止年度之業績載於第48頁之綜合收益表。

### 股息

董事建議派發現金末期股息每股0.5港仙（可選擇以股代息），末期股息約在二零零八年六月二十七日或前後日期向於二零零八年五月二十三日登記為股份持有人之所有人士派發。本公司將於二零零八年五月二十一日至二零零八年五月二十三日（包括首尾兩天）止期間暫停辦理股份過戶登記手續。

### 財務概要

本集團之財務概要載於第181頁。

### 股本

本公司股本變動之詳情載於綜合財務報表附註44。

### 可換股票據

本公司可換股票據之詳情載於綜合財務報表附註42。

### DISTRIBUTABLE RESERVES OF THE COMPANY

In addition to the accumulated profits, under The Companies Act 1981 of Bermuda (as amended), contributed surplus is also available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

In the opinion of the directors, the reserves of the Company which were available for distribution to shareholders at 31 December 2007 were HK\$616,392,000 (2006: HK\$700,599,000).

### PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in the property, plant and equipment of the Group are set out in note 15 to the consolidated financial statements.

### PARTICULARS OF PROPERTIES OF THE GROUP

Particulars of the properties of the Group as at 31 December 2007 are set out on pages 182 to 184 of the annual report.

### 本公司可供分派儲備

除累計溢利外，根據百慕達一九八一年公司法（修訂本），繳入盈餘亦可供分派。惟本公司不可宣派或派付股息或自繳入盈餘作出分派，倘：

- (a) 於作出分派後無法償還其到期負債；或
- (b) 其可變現資產值將因此少於其負債以及其已發行股本及股份溢價賬之總和。

董事認為本公司於二零零七年十二月三十一日可供分派予股東之儲備為616,392,000港元（二零零六年：700,599,000港元）。

### 物業、機器及設備

本集團於年內之物業、機器及設備之變動詳情載於綜合財務報表附註15。

### 本集團之物業詳情

本集團於二零零七年十二月三十一日之物業詳情載於本年報第182至184頁。

# Report of the Directors

## 董事會報告

### DIRECTORS

The directors of the Company during the year and up to the date of this report are:

#### Executive Directors:

Mr. Yu Kam Kee, Lawrence *B.B.S., M.B.E., J.P. (Chairman)*

(resigned on 1 December 2007)

Mr. Cheung Hon Kit (*Managing Director*)

Dr. Yap, Allan

Mr. Chan Pak Cheung, Natalis

Mr. Lui Siu Tsuen, Richard

#### Independent Non-Executive Directors:

Mr. Kwok Ka Lap, Alva

Mr. Sin Chi Fai (resigned on 27 March 2007 and  
appointed on 28 January 2008)

Mr. Wong King Lam, Joseph (resigned on 31 October 2007)

Mr. Poon Kwok Hing, Albert (appointed on 27 March 2007)

In accordance with Bye-Law 99 of the Company's Bye-Laws, Dr. Yap, Allan, Mr. Chan Pak Cheung, Natalis and Mr. Kwok Ka Lap, Alva will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

In accordance with Bye-Law 102(B) of the Company's Bye-Laws, Mr. Sin Chi Fai who was appointed with effect from 28 January 2008, will retire and, being eligible, offer himself for re-election at the forthcoming annual general meeting.

Independent non-executive directors have been appointed for a term subject to retirement by rotation as required by the Company's Bye-Laws.

### 董事

於年內及截至本報告日期·本公司列位董事為:

#### 執行董事:

余錦基先生 *B.B.S., M.B.E., J.P. (主席)*

(於二零零七年十二月一日辭任)

張漢傑先生 (*董事總經理*)

Yap, Allan 博士

陳百祥先生

呂兆泉先生

#### 獨立非執行董事:

郭嘉立先生

冼志輝先生 (於二零零七年三月二十七日辭任及  
於二零零八年一月二十八日獲委任)

黃景霖先生 (於二零零七年十月三十一日辭任)

潘國興先生

(於二零零七年三月二十七日獲委任)

根據本公司之公司細則第99條規定·Yap, Allan博士·陳百祥先生及郭嘉立先生將於應屆股東週年大會輪席退任·惟彼等符合資格並願意膺選連任。

根據本公司之公司細則第102(B)條規定·於二零零八年一月二十八日獲委任之冼志輝先生將於應屆股東週年大會上退任·惟彼符合資格並願意膺選連任。

根據本公司之公司細則規定·獨立非執行董事於在任期間須輪席退任。

### DIRECTORS' SERVICE CONTRACTS

None of the directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

### DIRECTORS' INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS

During the year, the Group had transactions with certain directors of the Company and certain companies in which directors of the Company have interests, details of which are set out in note 56 to the consolidated financial statements.

Save as disclosed above, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 董事之服務合約

於應屆之股東週年大會上建議膺選連任之董事，概無與本公司或其任何附屬公司簽訂本集團不可於一年內免付賠償（法定賠償除外）而予以終止之服務合約。

### 董事之合約權益及關連交易

於年內，本集團曾與本公司若干董事以及本公司董事擁有權益之若干公司進行交易，有關交易詳情載於綜合財務報表附註56。

除上文所披露者外，於本年度完結時或於年內任何時間，本公司董事概無於本公司或其任何附屬公司所訂立之重大合約中直接或間接擁有重大權益。

# Report of the Directors

## 董事會報告

### DIRECTORS' INTERESTS IN SECURITIES

As at 31 December 2007, the interests and short positions of the directors or chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which are required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) in the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) to be notified to the Company and the Stock Exchange were as follows:-

#### Interests in the shares

Name of director	Long position/ Short position	Capacity	Nature of interest	Number of shares held	Approximate percentage of shareholding
董事名稱	好倉／淡倉	身份	權益性質	所持 股份數目	股權之概 約百分比
Mr. Kwok Ka Lap, Alva 郭嘉立先生	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	150,000 150,000	0.01% 0.01%

#### Interests in underlying shares under equity derivatives

The directors or chief executive of the Company have been granted options under the share option scheme of the Company (the “Scheme”), details of which are set out in the section “Share Option Scheme” below.

Save as disclosed above, as at 31 December 2007, none of the directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or as recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### 董事之證券權益

於二零零七年十二月三十一日，本公司董事或行政總裁於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中擁有(a)根據證券及期貨條例第XV部第7及第8分部（包括根據證券及期貨條例有關條文被當作或視為擁有之權益或淡倉）須知會本公司及香港聯合交易所有限公司（「聯交所」）；或(b)根據證券及期貨條例第352條須載入該條例所指之登記冊內；或(c)根據聯交所證券上市規則（「上市規則」）內之上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：—

#### 於股份之權益

#### 於股本衍生工具中相關股份之權益

本公司董事或主要行政人員根據本公司之購股權計劃（「計劃」）獲授購股權，有關詳情請參閱下文「購股權計劃」一節。

除上文所披露者外，於二零零七年十二月三十一日，本公司董事或行政總裁概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所，或根據證券及期貨條例第352條須記錄於本公司存置之登記冊內，或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

## Share Option Scheme

The Scheme which was approved and adopted by its shareholders on 3 May 2002 and amended on 27 May 2005, is valid and effective for a period of 10 years since the date of adoption until 2 May 2012.

Details of options granted and a summary of the movements of the outstanding options under the Scheme during the year are as follows:

## 購股權計劃

於二零零二年五月三日，本公司之股東已批准及採納該計劃，並於二零零五年五月二十七日作出修訂，該計劃自採納日起計十年內有效及生效至二零一二年五月二日。

於年內，根據該計劃已授出及尚未行使的購股權之變動摘要詳情如下：

Eligible participant	Number of share options 購股權數目					Outstanding as at 31 December 2007	Exercise price per share HK\$	Date of grant	Exercisable period
	Outstanding as at 1 January 2007	Granted during the year	Exercised during the year	Lapsed during the year	Cancelled during the year				
合資格人士	於二零零七年 一月一日 尚未行使	於年內授出	於年內行使	於年內失效	於年內註銷	於二零零七年 十二月三十一日 尚未行使	每股行使價 港元	授出日期	行使期
<b>Director</b> <b>董事</b>									
Mr. Yu Kam Kee, Lawrence (resigned on 1 December 2007) 余錦基先生 (於二零零七年十二月一日辭任)	4,000,000	-	-	4,000,000	-	-	0.728	22.6.2006	22.6.2006 - 21.6.2008
Mr. Cheung Hon Kit 張漢傑先生	4,000,000	-	-	-	-	4,000,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
Dr. Yap, Allan Yap, Allan 博士	4,000,000	-	-	-	-	4,000,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
Mr. Chan Pak Cheung, Natalis 陳百祥先生	1,500,000	-	-	-	-	1,500,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
Mr. Lui Siu Tsuen, Richard 呂兆泉先生	4,600,000	-	1,000,000 (Note 1) (附註1)	-	-	3,600,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
Mr. Kwok Ka Lap, Alva 郭嘉立先生	500,000	-	250,000 (Note 1) (附註1)	-	-	250,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
Mr. Sin Chi Fai (resigned on 27 March 2007 and appointed on 28 January 2008) 冼志輝先生 (於二零零七年三月二十七日辭任及 於二零零八年一月二十八日獲委任)	500,000	-	-	500,000	-	-	0.728	22.6.2006	22.6.2006 - 21.6.2008
<b>Employees</b> <b>員工</b>	30,480,000	-	1,895,000 (Note 2) (附註2)	2,650,000	-	25,935,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
<b>Eligible participants</b> <b>合資格人士</b>	9,100,000	-	1,140,000 (Note 2) (附註2)	560,000	-	7,400,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
	<b>58,680,000</b>	<b>-</b>	<b>4,285,000</b>	<b>7,710,000</b>	<b>-</b>	<b>46,685,000</b>			

# Report of the Directors

## 董事會報告

### Notes:

1. The closing prices of the shares of the Company immediately before the dates on which the share options were exercised by Mr. Lui Siu Tsuen, Richard and Mr. Kwok Ka Lap, Alva during the year were HK\$0.93.
2. The weighted average closing prices of the shares of the Company immediately before the dates on which the share options were exercised by employees and eligible participants during the year were HK\$0.85 and HK\$0.93 respectively.

The purpose of the Scheme is to enable the Company to grant options to employees, executives or officers of the Company or any of its subsidiaries (including executive and non-executive directors of the Company or any of its subsidiaries) and any suppliers, consultants, agents or advisers who will contribute or have contributed to the Company or any of its subsidiaries as incentives and rewards for their contribution to the Company or such subsidiaries.

Subject to the condition that the total number of shares which may be issued upon the exercise of all outstanding options granted and to be exercised under the Scheme and any other schemes of the Company must not exceed 30% of the shares of the Company in issue from time to time, the total number of shares in respect of which options may be granted under the Scheme, when aggregated with any shares subject to any other schemes, is not permitted to exceed 10% of the shares of the Company in issue on the date of approval and adoption of the Scheme.

As at the annual general meeting of the Company held on 27 May 2005, an ordinary resolution was passed to amend the Scheme so that the Scheme sets out that when determining the “refreshed” 10% limit under the Scheme as at the date of approval of the limit, options previously granted (i.e. before the date of approval of the limit) under the Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the schemes or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”.

The number of shares in respect of which options may be granted under the Scheme and other share option scheme(s) of the Company to any individual in aggregate in any 12 month period is not permitted to exceed 1% of the shares of the Company in issue, without prior approval from the Company's shareholders.

### 附註:

1. 緊接呂兆泉先生及郭嘉立先生於年內行使購股權之日期前，本公司股份收市價為0.93港元。
2. 緊接員工及合資格人士於年內行使購股權之日期前，本公司股份加權平均收市價分別為0.85港元及0.93港元。

該計劃旨在讓本公司向本公司或其任何附屬公司之僱員、行政人員或高級人員（包括本公司或其任何附屬公司之執行及非執行董事）以及任何對本公司或其任何附屬公司將會或曾經作出貢獻之供應商、顧問、代理或諮詢人授予購股權，作為彼等對本公司或該等附屬公司所作貢獻之獎勵及回報。

因根據該計劃及本公司任何其他計劃授出而行使及將予行使之所有尚未行使購股權獲行使而可予發行之股份總數不得超過本公司不時已發行股份之30%，在此條件規限下，根據該計劃可授出之購股權涉及之股份總數，加上任何其他計劃所涉及之股份，不得超過本公司於批准及採納該計劃當日已發行股份之10%。

於二零零五年五月二十七日日本公司股東週年大會中，一項修訂該計劃之普通決議案獲得通過，致使該計劃列明於有關限額獲批准之日期釐定該計劃項下之「更新」10%限額時，就計算「更新」限額而言，過往（即有關限額獲批准之日期前）根據該計劃及本公司任何其他購股權計劃授出之購股權（包括根據該等計劃尚未行使、已註銷、已失效之購股權或已行使之購股權）將不會計算在內。

若未經本公司股東事先批准，根據該計劃及本公司其他購股權計劃可授予任何人士之購股權涉及之股份數目，於任何十二個月期間內合共不得超過本公司已發行股份之1%。



Where any grant of options to a substantial shareholder or any independent non-executive director of the Company, or any of their respective associates (as defined in Rule 1.01 of the Listing Rules), would result in the number of shares issued and to be issued upon exercise of all options already granted and to be granted to such person in any 12 month period up to and including the date of the grant:

- (i) representing in aggregate over 0.1% of the shares in issue, and
- (ii) having an aggregate value, based on the closing price of the shares of the Company on the date of grant in excess of HK\$5 million,

such grant of options shall be subject to prior approval of the shareholders of the Company who are not connected persons of the Company as defined in the Listing Rules.

Options granted must be taken up within 30 days of the date of offer. The consideration payable for the options is HK\$1. Options may be exercised at any time from the date of acceptance of the share options to such date as determined by the Board of Directors but in any event not exceeding 10 years. The exercise price is determined by the directors of the Company and will not be less than the higher of (i) the average closing price of the shares for the five business days immediately preceding the date of grant, (ii) the closing price of the shares on the date of grant or (iii) the nominal value of the shares of the Company.

As at the date of this report, the total number of shares available for issue under the Scheme is 56,973,610 shares and represents 3.1% of the issued share capital of the Company.

Save as disclosed above, none of the directors or their spouses or children under the age of 18 had any right to subscribe for securities of the Company, or had exercised any such right during the year; and at no time during the year was the Company or any of its subsidiaries a party to any arrangement to 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.

倘向本公司主要股東或獨立非執行董事或彼等各自之聯繫人士（定義見上市規則第1.01條）批授購股權，並將導致該有關人士獲授購股權當日止（包括當日）十二個月內所有已獲授予及將獲授予之購股權予以行使後所發行及將予發行之股份數目：

- (i) 佔已發行股份合共超過0.1%；及
- (ii) 按各授出日期之本公司股份收市價為基準之價值合共超過5,000,000港元，

上述授出購股權須經本公司非關連人士（定義見上市規則）之股東事先批准，方可進行。

授出之購股權必須於建議之日起計三十日內獲接納。購股權之應付代價為1港元。購股權可於購股權獲接納之日起至董事會釐定之日期止任何時間行使，惟無論如何不得超過十年。行使價格由本公司董事釐定，且將不會低於(i)股份緊接授出之日前五個營業日之平均收市價，(ii)股份於授出之日之收市價或(iii)本公司股份之面值（以最高者為準）。

於本報告日期，根據該計劃可予發行的股份總額為56,973,610股，佔本公司已發行股本3.1%。

除上文所披露者外，概無任何董事或其配偶或未滿十八歲之子女於年內擁有認購本公司之證券之權利或已行使任何該等權利；及於年內，本公司或其任何附屬公司概無訂立任何安排，以致本公司董事可藉收購本公司或任何其他法人團體之股份或債券而獲益。

# Report of the Directors

## 董事會報告

### DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Interests of the directors of the Company in competing businesses as at 31 December 2007 required to be disclosed pursuant to Rule 8.10 of the Listing Rules were as follows:

### 董事於有競爭性業務之權益

根據上市規則第8.10條須予披露本公司董事於二零零七年十二月三十一日於有競爭性業務之權益如下：

Name of director	Name of entity which businesses are considered to compete or likely to compete with the businesses of the Group 其業務被視為與本集團之業務有競爭性或可能有競爭性之實體名稱	Description of businesses of the entity which are considered to compete or likely to compete with the businesses of the Group 其業務被視為與本集團之業務有競爭性或可能有競爭性之實體簡述	Nature of interest of the director in the entity 董事於該實體之權益性質
Mr. Cheung Hon Kit 張漢傑先生	ITC Properties Group Limited ("ITC Properties") and its subsidiaries 德祥地產集團有限公司(「德祥地產」)及其附屬公司	Property investment in Hong Kong 於香港從事地產投資	Chairman of ITC Properties 德祥地產之主席
	China Development Limited 中之傑發展有限公司	Property investment in Hong Kong 於香港從事地產投資	Director and shareholder 董事及股東
	Artnos Limited 朗隆有限公司	Property investment in Hong Kong 於香港從事地產投資	Director and shareholder 董事及股東
	Co-Forward Development Ltd. 互勵發展有限公司	Property investment in Hong Kong 於香港從事地產投資	Director and shareholder 董事及股東

# Report of the Directors

## 董事會報告

Name of director	Name of entity which businesses are considered to compete or likely to compete with the businesses of the Group 其業務被視為與本集團之業務有競爭性或可能有競爭性之實體名稱	Description of businesses of the entity which are considered to compete or likely to compete with the businesses of the Group 其業務被視為與本集團之業務有競爭性或可能有競爭性之實體簡述	Nature of interest of the director in the entity
董事名稱			董事於該實體之權益性質
	Orient Centre Limited 東名有限公司	Property investment in Hong Kong 於香港從事地產投資	Shareholder 股東
	Super Time Limited 時業有限公司	Property investment in Hong Kong 於香港從事地產投資	Director and shareholder 董事及股東
	Asia City Holdings Ltd 亞城集團有限公司	Property investment in Hong Kong 於香港從事地產投資	Director and shareholder 董事及股東
	Supreme Best Ltd. Supreme Best Ltd.	Property investment in Hong Kong 於香港從事地產投資	Shareholder 股東
	Orient Holdings Limited 東田集團有限公司	Property investment in Hong Kong 於香港從事地產投資	Director and shareholder 董事及股東

# Report of the Directors

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS

As at 31 December 2007, so far as was known to the directors or chief executive of the Company, the following persons (other than directors or chief executive of the Company) had an interest or short position in the shares and underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

#### (i) Interests in the shares

Name of shareholder 股東名稱	Long position/ short position 好倉/淡倉	Capacity 身份	Nature of interest 權益性質	Number of shares held 所持股份數目	Approximate percentage of shareholding 股權之概 約百分比
(a) Dr. Chan Kwok Keung, Charles (Note 2) 陳國強博士 (附註2)	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	4,529,800	0.25%
	Long position 好倉	Interest of controlled corporations 受控制公司的權益	Corporate interest 公司權益	399,692,481	21.95%
Ms. Ng Yuen Lan, Macy (Note 2) 伍婉蘭女士 (附註2)	Long position 好倉	Interest of spouse 配偶權益	Spouse interest 配偶權益	404,222,281	22.20%
ITC Corporation Limited (Note 2) 德祥企業集團有限公司 (附註2)	Long position 好倉	Interest of controlled corporations 受控制公司的權益	Corporate interest 公司權益	399,692,481	21.95%
ITC Investment Holdings Limited (Note 2)	Long position	Interest of controlled corporations	Corporate interest	399,692,481	21.95%
ITC Investment Holdings Limited (附註2)	好倉	受控制公司的權益	公司權益	399,692,481	21.95%

### 主要股東

於二零零七年十二月三十一日，就本公司董事或行政總裁所知，以下人士（本公司董事或行政總裁除外）於股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或淡倉：

#### (i) 於股份之權益

# Report of the Directors

## 董事會報告

Name of shareholder 股東名稱	Long position/ short position 好倉／淡倉	Capacity 身份	Nature of interest 權益性質	Number of shares held 所持股份數目	Approximate percentage of shareholding 股權之概 約百分比
Leaptop Investments Limited (Note 2)	Long position	Interest of controlled corporation	Corporate interest	166,181,000	9.13%
Leaptop Investments Limited (附註2)	好倉	受控制公司的權益	公司權益	166,181,000	9.13%
Asia Will Limited (Note 2)	Long position	Interest of controlled corporation	Beneficial owner	166,181,000	9.13%
得普有限公司 (附註2)	好倉	受控制公司的權益	實益擁有人	166,181,000	9.13%
Mankar Assets Limited (Note 2)	Long position	Interest of controlled corporations	Corporate interest	233,511,481	12.82%
Mankar Assets Limited (附註2)	好倉	受控制公司的權益	公司權益	233,511,481	12.82%
Famex Investment Limited (Note 2)	Long position	Interest of controlled corporations	Corporate interest	233,511,481	12.82%
其威投資有限公司 (附註2)	好倉	受控制公司的權益	公司權益	233,511,481	12.82%
(b) Hanny Holdings Limited ("Hanny Holdings") (Note 2)	Long position	Interest of controlled corporations	Corporate interest	233,511,481	12.82%
錦興集團有限公司 (「錦興集團」) (附註2)	好倉	受控制公司的權益	公司權益	233,511,481	12.82%

# Report of the Directors

## 董事會報告

Name of shareholder 股東名稱	Long position/ short position 好倉/淡倉	Capacity 身份	Nature of interest 權益性質	Number of shares held 所持股份數目	Approximate percentage of shareholding 股權之概 約百分比
Hanny Magnetics (B.V.I.) Limited ("Hanny Magnetics") (Note 2)	Long position	Interest of controlled corporations	Corporate interest	233,511,481	12.82%
Hanny Magnetics (B.V.I.) Limited ("Hanny Magnetics") (附註2)	好倉	受控制公司的權益	公司權益	233,511,481	12.82%
Cosmos Regent Ltd. (Note 2)	Long position	Beneficial owner	Corporate interest	172,772,000	9.49%
Cosmos Regent Ltd. (附註2)	好倉	實益擁有人	公司權益	172,772,000	9.49%
Powervote Technology Limited ("Powervote") (Note 2)	Long position	Interest of controlled corporations	Corporate interest	22,339,481	1.23%
Powervote Technology Limited ("Powervote") (附註2)	好倉	受控制公司的權益	公司權益	22,339,481	1.23%
Well Orient Limited ("Well Orient") (Note 2)	Long position	Interest of controlled corporations	Corporate interest	22,339,481	1.23%
威倫有限公司("威倫") (附註2)	好倉	受控制公司的權益	公司權益	22,339,481	1.23%
Group Dragon Investments Limited ("Group Dragon") (Note 2)	Long position	Interest of controlled corporations	Corporate interest	22,339,481	1.23%
群龍投資有限公司("群龍") (附註2)	好倉	受控制公司的權益	公司權益	22,339,481	1.23%

# Report of the Directors

## 董事會報告

Name of shareholder 股東名稱	Long position/ short position 好倉/淡倉	Capacity 身份	Nature of interest 權益性質	Number of shares held 所持股份數目	Approximate percentage of shareholding 股權之概 約百分比
Group Dragon (B.V.I.) Limited ("Group Dragon BVI") (Note 2)	Long position	Interest of controlled corporations	Corporate interest	22,339,481	1.23%
Group Dragon (B.V.I.) Limited ("Group Dragon BVI") (附註2)	好倉	受控制公司的權益	公司權益	22,339,481	1.23%
China Enterprises Limited ("CEL") (Note 2)	Long position	Interest of controlled corporation	Corporate interest	21,339,481	1.17%
China Enterprises Limited ("CEL") (附註2)	好倉	受控制公司的權益	公司權益	21,339,481	1.17%
	Long position	Beneficial owner	Corporate interest	1,000,000	0.05%
	好倉	實益擁有人	公司權益	1,000,000	0.05%

# Report of the Directors

## 董事會報告

### (ii) Interests in underlying shares under equity derivatives

### (ii) 於股本衍生工具中相關股份之權益

Name of shareholder	Long position/ short position	Capacity	Nature of interest	Number of underlying shares (under unlisted equity derivatives of the Company) 相關股份 (本公司之非上市股本 衍生工具) 數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之 概約百分比
股東名稱	好倉／淡倉	身份	權益性質		
(a) Mr. Li Ka-shing (Note 1)	Long position	Founder of discretionary trusts and interest of controlled corporations	Corporate and other interests	253,164,556	13.90%
李嘉誠先生(附註1)	好倉	全權信託的成立人及受控制公司的權益	公司及其他權益	253,164,556	13.90%
Li Ka-Shing Unity Trustee Corporation Limited (as trustee of The Li Ka-Shing Unity Discretionary Trust) (Note 1)	Long position	Trustee and beneficiary of a trust	Other interest	253,164,556	13.90%
Li Ka-Shing Unity Trustee Corporation Limited (作為 The Li Ka-Shing Unity Discretionary Trust 的信託人) (附註1)	好倉	信託人及信託受益人	其他權益	253,164,556	13.90%
Li Ka-Shing Unity Trustcorp Limited (as trustee of another discretionary trust) (Note 1)	Long position	Trustee and beneficiary of a trust	Other interest	253,164,556	13.90%
Li Ka-Shing Unity Trustcorp Limited (作為另一項全權信託的信託人) (附註1)	好倉	信託人及信託受益人	其他權益	253,164,556	13.90%



# Report of the Directors

## 董事會報告

Name of shareholder	Long position/ short position	Capacity	Nature of interest	Number of underlying shares (under unlisted equity derivatives of the Company) (本公司之非上市股本衍生工具) 數目	Approximate percentage of the issued share capital of the Company (本公司已發行股本之概約百分比)
股東名稱	好倉/淡倉	身份	權益性質		
Li Ka-Shing Unity Trustee Company Limited (as trustee of The Li Ka-Shing Unity Trust) (Note 1)	Long position	Trustee	Other interest	253,164,556	13.90%
Li Ka-Shing Unity Trustee Company Limited (作為The Li Ka-Shing Unity Trust 的信託人) (附註1)	好倉	信託人	其他權益	253,164,556	13.90%
Cheung Kong (Holdings) Limited ("CKH") (Note 1)	Long position	Interest of controlled corporations	Corporate interest	253,164,556	13.90%
長江實業(集團)有限公司 (「長實集團」) (附註1)	好倉	受控制公司的權益	公司權益	253,164,556	13.90%
Hutchison Whampoa Limited ("HWL") (Note 1)	Long position	Interest of a controlled corporation	Corporate interest	253,164,556	13.90%
和記黃埔有限公司 (「和黃」) (附註1)	好倉	受控制公司的權益	公司權益	253,164,556	13.90%
Hutchison International Limited ("HIL") (Note 1)	Long position	Beneficial owner	Corporate interest	253,164,556	13.90%
Hutchison International Limited (「HIL」) (附註1)	好倉	實益擁有人	公司權益	253,164,556	13.90%

# Report of the Directors

## 董事會報告

Name of shareholder	Long position/ short position	Capacity	Nature of interest	Number of underlying shares (under derivatives of the Company) 相關股份 (本公司之非上市股本 衍生工具) 數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之 概約百分比
股東名稱	好倉／淡倉	身份	權益性質		
(b) Dr. Chan Kwok Keung, Charles (Note 2) 陳國強博士 (附註2)	Long position 好倉	Interest of controlled corporation 受控制公司的權益	Corporate interest 公司權益	79,746,835	4.38%
Ms. Ng Yuen Lan, Macy (Note 2) 伍婉蘭女士 (附註2)	Long position 好倉	Interest of spouse 配偶權益	Spouse interest 配偶權益	79,746,835	4.38%
ITC Corporation Limited (Note 2) 德祥企業集團有限公司 (附註2)	Long position 好倉	Interest of controlled corporation 受控制公司的權益	Corporate interest 公司權益	79,746,835	4.38%
ITC Investment Holdings Limited (Note 2) ITC Investment Holdings Limited (附註2)	Long position 好倉	Interest of controlled corporation 受控制公司的權益	Corporate interest 公司權益	79,746,835	4.38%
Mankar Assets Limited (Note 2) Mankar Assets Limited (附註2)	Long position 好倉	Interest of controlled corporation 受控制公司的權益	Corporate interest 公司權益	79,746,835	4.38%
Famex Investment Limited (Note 2) 其威投資有限公司 (附註2)	Long position 好倉	Interest of controlled corporation 受控制公司的權益	Corporate interest 公司權益	79,746,835	4.38%
(c) Hanny Holdings (Note 2) 錦興集團 (附註2)	Long position 好倉	Interest of controlled corporations 受控制公司的權益	Corporate interest 公司權益	79,746,835	4.38%

# Report of the Directors

## 董事會報告

Name of shareholder	Long position/ short position	Capacity	Nature of interest	Number of underlying shares (under unlisted equity derivatives of the Company) 相關股份 (本公司之非上市股本 衍生工具) 數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之 概約百分比
股東名稱	好倉／淡倉	身份	權益性質		
Hanny Magnetics (Note 2)	Long position	Interest of controlled corporations	Corporate interest	79,746,835	4.38%
Hanny Magnetics (附註2)	好倉	受控制公司的權益	公司權益	79,746,835	4.38%
Powervote (Note 2)	Long position	Interest of controlled corporations	Corporate interest	79,746,835	4.38%
Powervote (附註2)	好倉	受控制公司的權益	公司權益	79,746,835	4.38%
Well Orient (Note 2)	Long position	Interest of controlled corporations	Corporate interest	79,746,835	4.38%
威倫 (附註2)	好倉	受控制公司的權益	公司權益	79,746,835	4.38%
Group Dragon (Note 2)	Long position	Interest of controlled corporations	Corporate interest	79,746,835	4.38%
群龍 (附註2)	好倉	受控制公司的權益	公司權益	79,746,835	4.38%
Group Dragon BVI (Note 2)	Long position	Interest of controlled corporations	Corporate interest	79,746,835	4.38%
Group Dragon BVI (附註2)	好倉	受控制公司的權益	公司權益	79,746,835	4.38%
CEL (Note 2)	Long position	Beneficial owner	Corporate interest	79,746,835	4.38%
CEL (附註2)	好倉	實益擁有人	公司權益	79,746,835	4.38%
(d) Gandhara Advisors Asia Ltd. (beneficial owner is Grandhara Master Fund Ltd.)	Long position	Investment manager	Corporate interest	234,177,215	12.86%
Gandhara Advisors Asia Ltd. (實益擁有人為Gandhara Master Fund Ltd.)	好倉	投資經理	公司權益	234,177,215	12.86%

# Report of the Directors

## 董事會報告

### Notes:

- (1) Li Ka-Shing Unity Holdings Limited, of which 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, owns the entire issued share capital of Li Ka-Shing Unity Trustee Company Limited. Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust, together with certain companies which Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust is entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, hold more than one-third of the issued share capital of CKH.

In addition, Li Ka-Shing Unity Holdings Limited also owns the entire issued share capital of Li Ka-Shing Unity Trustee Corporation Limited ("TDT1") as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1") and Li Ka-Shing Unity Trustcorp Limited ("TDT2") as trustee of another discretionary trust ("DT2"). Each of TDT1 and TDT2 holds units in The Li Ka-Shing Unity Trust. The discretionary beneficiaries of DT1 and DT2 are, inter alia, Mr. Li Tzar Kuoi, Victor, his wife and children and Mr. Li Tzar Kai, Richard.

Certain subsidiaries of CKH are entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of HWL. HWL holds the entire issued share capital of HIL.

By virtue of the SFO, HWL, CKH, Li Ka-Shing Unity Trustee Company Limited, TDT1, TDT2 and Mr. Li Ka-Shing who is the settlor and may be regarded as a founder of each of DT1 and DT2 for the purpose of the SFO, are all deemed to be interested in 253,164,556 underlying Shares (in respect of unlisted equity derivatives of the Company) held by HIL.

### 附註:

- (1) 李嘉誠先生、李澤鉅先生及李澤楷先生各自擁有Li Ka-Shing Unity Holdings Limited全部已發行股本之三分之一權益，而該公司則擁有Li Ka-Shing Unity Trustee Company Limited全部已發行股本。Li Ka-Shing Unity Trustee Company Limited以The Li Ka-Shing Unity Trust信託人之身份，連同若干公司合共有長實集團三分之一以上之已發行股本，而Li Ka-Shing Unity Trustee Company Limited以The Li Ka-Shing Unity Trust信託人之身份有權在該等公司之股東大會上行使或控制行使三分之一以上之投票權。

此外，Li Ka-Shing Unity Holdings Limited亦擁有Li Ka-Shing Unity Trustee Corporation Limited (「TDT1」) (作為The Li Ka-Shing Unity Discretionary Trust (「DT1」)之信託人)以及Li Ka-Shing Unity Trustcorp Limited (「TDT2」) (作為另一項全權信託(「DT2」)之信託人)之全部已發行股本。TDT1及TDT2各持有The Li Ka-Shing Unity Trust之信託單位。DT1及DT2之可能受益人為(其中包括)李澤鉅先生、其配偶及子女，以及李澤楷先生。

長實集團之若干附屬公司有權於和黃之股東大會上行使或控制行使三分之一或以上之投票權，和黃持有HIL之全部已發行股本。

根據證券及期貨條例，和黃、長實集團、Li Ka-Shing Unity Trustee Company Limited、TDT1、TDT2及李嘉誠先生(被視為財產授予人及就證券及期貨條例而言，可能被視為DT1及DT2之成立人)均被視為於HIL持有之253,164,556股相關股份(有關本公司非上市股本衍生工具)中擁有權益。

Pursuant to the subscription agreement dated 23 March 2006 and entered into between HIL and the Company, HIL conditionally agreed to subscribe at completion of the subscription agreement a 2% convertible exchangeable note due 2011 (the "HIL Note") issued by the Company with a principal amount of HK\$200,000,000. Completion of the subscription agreement took place on 8 June 2006. According to the terms of the HIL Note, on exercise in full of the conversion right attached thereto, a total of 253,164,556 new shares will be issued and allotted at an initial conversion price of HK\$0.79 per share (subject to adjustment).

- (2) 21,339,481 shares are held by a wholly-owned subsidiary of CEL which also held 1,000,000 shares and in turn is owned as to approximately 55.22% effective equity interest by Group Dragon BVI. Group Dragon BVI is wholly-owned by Group Dragon which in turn is a wholly-owned subsidiary of Well Orient. Well Orient is a wholly-owned subsidiary of Powervote which in turn is a wholly-owned subsidiary of Hanny Magnetics. Cosmos Regent Ltd. and Cyber Generation Limited held 172,772,000 shares and 38,400,000 shares respectively and are wholly-owned subsidiaries of Hanny Magnetics. Hanny Magnetics is a wholly-owned subsidiary of Hanny Holdings which in turn is owned as to approximately 49.93% by Famex Investment Limited and 0.47% by Dr. Chan Kwok Keung, Charles ("Dr. Chan"). Famex Investment Limited is a wholly-owned subsidiary of Mankar Assets Limited which in turn is a wholly-owned subsidiary of ITC Investment Holdings Limited. ITC Investment Holdings Limited is a wholly-owned subsidiary of ITC Corporation Limited. Dr. Chan directly held approximately 4.75% of the issued share capital of ITC Corporation Limited and indirectly held approximately 29.82% of the issued share capital of ITC Corporation Limited through his indirect wholly-owned company, Galaxyway Investments Limited. Ms. Ng Yuen Lan, Macy is the wife of Dr. Chan.

Asia Will Limited is a wholly-owned subsidiary of Leaptop Investments Limited which in turn is a wholly-owned subsidiary of ITC Investment Holdings Limited.

Dr. Yap, Allan and Mr. Lui Siu Tsuen, Richard, executive directors of the Company, are also the executive directors of Hanny Holdings. Mr. Kwok Ka Lap, Alva and Mr. Poon Kwok Hing, Albert, independent non-executive directors of the Company, are also the independent non-executive directors of Hanny Holdings.

Mr. Cheung Hon Kit, an executive director of the Company, is also an executive director of ITC Corporation Limited.

根據HIL與本公司訂立日期為二零零六年三月二十三日之認購協議，HIL已有條件地同意於認購協議完成時認購將由本公司發行本金額為200,000,000港元於二零一一年到期之2%可換股可交換票據（「HIL票據」）。認購協議於二零零六年六月八日完成。根據HIL票據之條款，於悉數行使該等票據所附之兌換權時，將按初步兌換價每股0.79港元（可予調整）發行及配發合共253,164,556股新股。

- (2) 21,339,481股股份由CEL之全資附屬公司持有，而CEL亦持有1,000,000股股份。CEL則由Group Dragon BVI擁有約55.22%實際股本權益。Group Dragon BVI乃由群龍全資擁有，而群龍為威倫之全資附屬公司。威倫為Powervote之全資附屬公司，Powervote則為Hanny Magnetics之全資附屬公司。Cosmos Regent Ltd.及Cyber Generation Limited分別持有172,772,000股股份及38,400,000股股份，彼等為Hanny Magnetics之全資附屬公司。Hanny Magnetics為錦興集團之全資附屬公司，而後者則由其威投資有限公司及陳國強博士（「陳博士」）分別擁有約49.93%及0.47%權益。其威投資有限公司為Mankar Assets Limited之全資附屬公司，而Mankar Assets Limited則為ITC Investment Holdings Limited之全資附屬公司。ITC Investment Holdings Limited為德祥企業集團有限公司之全資附屬公司。陳博士直接持有德祥企業集團有限公司之已發行股本約4.75%，並透過其間接全資公司Galaxyway Investments Limited間接持有德祥企業集團有限公司之已發行股本約29.82%。伍婉蘭女士為陳博士之妻子。

得普有限公司乃Leaptop Investments Limited之全資附屬公司，而後者則為ITC Investment Holdings Limited之全資附屬公司。

本公司執行董事Yap, Allan博士及呂兆泉先生亦為錦興集團之執行董事。本公司獨立非執行董事郭嘉立先生及潘國興先生亦為錦興集團之獨立非執行董事。

本公司執行董事張漢傑先生亦為德祥企業集團有限公司之執行董事。

# Report of the Directors

## 董事會報告

Save as disclosed above, as at 31 December 2007, the directors or chief executive of the Company were not notified of any other persons who had interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be disclosed to the Company and the Stock Exchange pursuant to Part XV of the SFO.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2007.

### PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the Company's Bye-Laws although there are no restrictions against such rights under the laws in Bermuda.

### MAJOR CUSTOMERS AND SUPPLIERS

The aggregate amount of purchases and turnover attributable to the Group's five largest suppliers and customers were less than 30% of the total value of the Group's purchases and turnover respectively.

### SUFFICIENCY OF PUBLIC FLOAT

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

除上文披露者外，於二零零七年十二月三十一日，本公司董事或行政總裁並無獲通知任何其他人士於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有根據證券及期貨條例第XV部須向本公司及聯交所披露之權益或淡倉。

### 購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於截至二零零七年十二月三十一日止年度內概無購買、出售或贖回本公司任何上市證券。

### 優先購買權

雖然百慕達法律並無對優先購買權加以限制，惟本公司之公司細則亦無有關該等權利之條文。

### 主要客戶及供應商

本集團五大供應商及客戶之採購及營業總額分別少於本集團採購及營業總額之30%。

### 公眾持股量之充足性

根據本公司可公開獲得之資料及據董事所知，於本報告日期，本公司具備上市規則規定之足夠公眾持股量。

### DONATIONS

During the year, the Group made charitable donations amounting to HK\$79,000.

### AUDITOR

A resolution will be submitted to the annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

**CHEUNG HON KIT**

*MANAGING DIRECTOR*

Hong Kong, 25 April 2008

### 捐獻

年內，本集團作出總額為79,000港元之慈善捐獻。

### 核數師

董事會將於本公司股東週年大會上提呈續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

代表董事會

董事總經理

張漢傑

香港，二零零八年四月二十五日

# Independent Auditor's Report

## 獨立核數師報告

# Deloitte.

## 德勤

**TO THE SHAREHOLDERS OF WING ON TRAVEL (HOLDINGS) LIMITED**  
*(incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of Wing On Travel (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 48 to 180, which comprise the consolidated balance sheet as at 31 December 2007, and the consolidated income statement, the consolidated statement of changes in equity 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 CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of 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 the consolidated 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 consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act, 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 consolidated financial statements are free from material misstatement.

致永安旅遊(控股)有限公司  
(於百慕達註冊成立之有限公司)  
全體股東

本核數師已完成審核載於第48頁至第180頁之永安旅遊(控股)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)綜合財務報表,其中包括於二零零七年十二月三十一日之綜合資產負債表、截至該日止年度之綜合收益表、綜合股東權益變動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。

### 董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港《公司條例》之披露規定編製及真實而公平地列報該等綜合財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報綜合財務報表相關之內部控制,以令綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述;選擇和應用適當之會計政策;及作出在有關情況下屬合理之會計估計。

### 核數師之責任

本行之責任乃根據本行之審核對該等綜合財務報表作出意見,並根據百慕達《公司法》第90條將此意見僅向閣下報告而不作其他用途。本行不就此報告之內容,對任何其他人士負責或承擔任何責任。本行已根據香港會計師公會頒佈之香港審計準則進行審核。這些準則要求本行遵守道德規範,並規劃及執行審核,以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。



# 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 consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the consolidated 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 consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2007 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

25 April 2008

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選用之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該個體編製及真實而公平地列報綜合財務報表相關之內部控制，以設計適當之審核程序，但並非為對個體之內部控制之效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

本行相信，本行已獲得充足和適當之審核憑證，為本行之審核意見提供基礎。

### 意見

本行認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴集團於二零零七年十二月三十一日之事務狀況及截至該日止年度 貴集團之溢利及現金流量，並已按照香港《公司條例》之披露規定妥為編製。

**德勤•關黃陳方會計師行**

執業會計師

香港

二零零八年四月二十五日

# Consolidated Income Statement

## 綜合收益表

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

		NOTES	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
		附註		
Turnover	營業額	5	2,266,163	1,992,354
Direct operating costs	直接經營成本		(1,849,528)	(1,636,455)
Gross profit	毛利		416,635	355,899
Investment income	投資收入	7	30,484	31,789
Other income	其他收入	8	8,657	5,663
Distribution and selling expenses	分銷及銷售開支		(51,835)	(52,888)
Administrative expenses	行政開支		(337,744)	(287,401)
Finance costs	融資成本	9	(139,123)	(98,650)
Reversal of impairment loss in respect of leasehold land and buildings	租賃土地及樓宇之減值虧損撥回		2,137	894
Impairment loss recognised in respect of properties under construction	在建物業之已確認減值虧損		–	(3,800)
Share of results of associates	應佔聯營公司業績		(44,891)	(19)
Share of result of a jointly controlled entity	應佔一家共同控制實體之業績		(650)	–
Impairment loss recognised in respect of loan and interest receivables	應收貸款及利息之已確認減值虧損		(14,534)	–
Impairment loss recognised in respect of available-for-sale investments	可供出售投資之已確認減值虧損		(6,440)	(19,902)
Impairment loss recognised in respect of goodwill	商譽之已確認減值虧損		(11,214)	(5,808)
Loss on disposal of properties under construction	出售在建物業之虧損		(19,600)	–
Decrease in fair value of investments held for trading	持作買賣投資之公平價值減少		(7,143)	(7,172)
Increase in fair value of derivative financial instruments	衍生金融工具之公平價值增加		3,783	–
Gain on disposal of subsidiaries	出售附屬公司之收益	49a	82,265	100
Loss on disposal of subsidiaries	出售附屬公司之虧損	49b	(274)	–
Discount on acquisition of subsidiaries	收購附屬公司之折讓	50c	47,344	–
Loss before taxation	除稅前虧損	10	(42,143)	(81,295)
Taxation credit	稅項撥回	12	46,631	1,891
Profit (loss) for the year	本年度溢利(虧損)		4,488	(79,404)
Attributable to:	應佔:			
Shareholders of the parent	母公司股東		(16,199)	(71,748)
Minority interests	少數股東權益		20,687	(7,656)
			4,488	(79,404)
Dividends	股息	13	11,908	9,188
			HK\$	HK\$
			港元	港元
Loss per share	每股虧損			
– Basic and diluted	– 基本及攤薄	14	(0.02)	(0.13)

# Consolidated Balance Sheet

## 綜合資產負債表

At 31 December 2007 於二零零七年十二月三十一日

		NOTES	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
		附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備	15	<b>2,300,940</b>	1,698,374
Investment properties	投資物業	16	<b>174,938</b>	–
Interests in associates	於聯營公司之權益	17	<b>66,144</b>	74,034
Interest in a jointly controlled entity	於一家共同控制實體之權益	18	<b>6,329</b>	–
Available-for-sale investments	可供出售投資	19	<b>249,992</b>	72,732
Goodwill	商譽	20	<b>12,705</b>	44,213
Other intangible assets	其他無形資產	22	<b>466,286</b>	–
Investment deposits and other assets	投資訂金及其他資產	23	<b>279,864</b>	165,500
Club debentures, at cost	會所債券·按成本值		<b>713</b>	713
			<b>3,557,911</b>	2,055,566
<b>Current assets</b>	<b>流動資產</b>			
Property held for sale, at cost	待售物業·按成本值		–	98
Inventories	存貨	24	<b>9,283</b>	7,429
Amounts due from related companies	應收關連公司款項	25	<b>64,583</b>	59,465
Amounts due from associates	應收聯營公司款項	26	<b>239,145</b>	28,763
Trade and other receivables	貿易及其他應收賬款	27	<b>481,574</b>	431,635
Loan receivables	應收貸款	28	<b>94,349</b>	372,480
Loans to related companies	給予關連公司之貸款	30	<b>30,000</b>	–
Derivative financial instruments	衍生金融工具	31	<b>5,972</b>	–
Investments held for trading	持作買賣之投資	29	<b>27,531</b>	7,126
Tax recoverable	可收回稅項		–	21
Pledged bank deposits	已抵押銀行存款	32&52	<b>11,916</b>	11,436
Trading cash balances	貿易現金結餘	32	<b>273</b>	295
Bank balances and cash	銀行結餘及現金	32	<b>198,774</b>	555,229
			<b>1,163,400</b>	1,473,977
Assets classified as held for sale	分類為持作出售之資產	33	<b>92,314</b>	305,339
			<b>1,255,714</b>	1,779,316
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付賬款	34	<b>426,936</b>	308,984
Loans from related companies	關連公司貸款	35	<b>277,045</b>	106,324
Amounts due to associates	應付聯營公司款項	26	<b>12,749</b>	13,350
Tax liabilities	稅項負債		<b>2,105</b>	–
Amounts due to related companies	應付關連公司款項	36	<b>54,544</b>	193,282
Obligations under finance leases	融資租約之承擔			
– amount due within one year	– 一年內到期款項	37	<b>45</b>	31
Borrowings	借貸			
– amount due within one year	– 一年內到期款項	38	<b>88,753</b>	59,269
Promissory note	承兌票據	39	<b>106,455</b>	–
Consideration note	代價票據	40	<b>21,545</b>	–
Amounts due to minority shareholders of subsidiaries	應付附屬公司少數股東款項	41	<b>98,761</b>	–
			<b>1,088,938</b>	681,240
Liabilities associated with assets classified as held for sale	分類為持作出售資產之相關負債	33	<b>21,019</b>	170
			<b>1,109,957</b>	681,410

# Consolidated Balance Sheet

## 綜合資產負債表

At 31 December 2007 於二零零七年十二月三十一日

		NOTES 附註	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Net current assets	流動資產淨值		<b>145,757</b>	1,097,906
Total assets less current liabilities	資產總值減流動負債		<b>3,703,668</b>	3,153,472
Non-current liabilities	非流動負債			
Obligations under finance leases	融資租約之承擔			
– amount due after one year	– 一年後到期款項	37	<b>165</b>	–
Borrowings	借貸			
– amount due after one year	– 一年後到期款項	38	<b>366,659</b>	406,480
Convertible notes	可換股票據	42	<b>554,215</b>	810,026
Deferred taxation	遞延稅項	43	<b>220,102</b>	250,179
			<b>1,141,141</b>	1,466,685
Net assets	資產淨值		<b>2,562,527</b>	1,686,787
Capital and reserves	資本及儲備			
Share capital	股本	44	<b>182,076</b>	61,059
Reserves	儲備	46	<b>1,862,406</b>	1,194,253
Equity attributable to shareholders of the parent	母公司股東應佔權益		<b>2,044,482</b>	1,255,312
Minority interests	少數股東權益		<b>518,045</b>	431,475
Total equity	權益總額		<b>2,562,527</b>	1,686,787

The consolidated financial statements on pages 48 to 180 were approved and authorised for issue by the Board of Directors on 25 April 2008 and are signed on its behalf by:

**CHEUNG HON KIT**  
MANAGING DIRECTOR

**Dr. YAP, ALLAN**  
EXECUTIVE DIRECTOR

載於第48頁至第180頁之綜合財務報表已於二零零八年四月二十五日獲董事會批准及授權刊發，並由下列董事代表簽署：

董事總經理  
張漢傑

執行董事  
YAP, ALLAN 博士

# Consolidated Statement of Changes in Equity

## 綜合股東權益變動表

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

		Attributable to shareholders of the parent 母公司股東應佔										
		Share capital	Share premium	Special reserve	Share options reserve	Convertible notes reserve	Translation reserve	Statutory reserves	Retained profits	Total	Minority interests	Total
		HK\$'000	HK\$'000	HK\$'000 (Note 46)	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		股本	股份溢價	特別儲備	購股權儲備	可換股票據儲備	匯兌儲備	法定儲備	保留溢利	合計	少數股東權益	合計
		千港元	千港元	千港元 (附註46)	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2006	於二零零六年一月一日	437,586	-	258,463	-	-	9,087	150	273,690	978,976	435,068	1,414,044
Exchange difference arising on translation of financial statements of operations outside Hong Kong recognised directly in equity	直接於權益確認之換算海外公司財務報表時產生之匯兌差額	-	-	-	-	-	21,122	-	-	21,122	10,068	31,190
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(71,748)	(71,748)	(7,656)	(79,404)
Total recognised income and expense for the year	本年度已確認收入及開支總額	-	-	-	-	-	21,122	-	(71,748)	(50,626)	2,412	(48,214)
Reduction in share capital	削減股本	(393,827)	-	393,827	-	-	-	-	-	-	-	-
Issue of shares	發行股份	17,500	103,250	-	-	-	-	-	-	120,750	-	120,750
Share issue expenses	股份發行開支	-	(634)	-	-	-	-	-	-	(634)	-	(634)
Recognition of equity-settled share-based payments	確認以股本結算之以股代款之付款	-	-	-	12,006	-	-	-	-	12,006	-	12,006
Recognition of equity component of convertible notes	確認可換股票據之股權部份	-	-	-	-	205,139	-	-	-	205,139	-	205,139
Share repurchase	股份回購	(200)	(900)	-	-	-	-	-	-	(1,100)	-	(1,100)
Share repurchase expense	股份回購開支	-	(11)	-	-	-	-	-	-	(11)	-	(11)
Dividends paid	已付股息	-	-	-	-	-	-	-	(9,188)	(9,188)	-	(9,188)
Dividends paid to minority shareholders of subsidiaries	向附屬公司少數股東派付之股息	-	-	-	-	-	-	-	-	-	(6,005)	(6,005)
At 31 December 2006	於二零零六年十二月三十一日	61,059	101,705	652,290	12,006	205,139	30,209	150	192,754	1,255,312	431,475	1,686,787
Exchange difference arising on translation of financial statements of operations outside Hong Kong recognised directly in equity	直接於權益確認之換算海外公司財務報表時產生之匯兌差額	-	-	-	-	-	41,533	-	-	41,533	18,827	60,360
Profit for the year	本年度溢利	-	-	-	-	-	-	-	(16,199)	(16,199)	20,687	4,488
Total recognised income and expense for the year	本年度已確認收入及開支總額	-	-	-	-	-	41,533	-	(16,199)	25,334	39,514	64,848
Issue of shares	發行股份	75,000	405,000	-	-	-	-	-	-	480,000	-	480,000
Share issue expenses	股份發行開支	-	(12,080)	-	-	-	-	-	-	(12,080)	-	(12,080)
Recognition of equity-settled share-based payments	確認以股本結算之以股代款之付款	-	-	-	2,924	-	-	-	-	2,924	-	2,924
Shares issued on exercise of share options	行使購股權時發行之股份	428	3,837	-	(1,146)	-	-	-	-	3,119	-	3,119
Conversion into shares from convertible notes	將可換股票據兌換為股份	45,570	329,892	-	-	(73,850)	-	-	-	301,612	-	301,612
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	(124,237)	(124,237)
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	177,299	177,299
Release of statutory reserves	解除法定儲備	-	-	-	-	-	-	(150)	150	-	-	-
Issue of shares on scrip dividend	因以股代息發行股份	19	150	-	-	-	-	-	-	169	-	169
Dividends paid	已付股息	-	-	-	-	-	-	-	(11,908)	(11,908)	-	(11,908)
Dividends paid to minority shareholders of subsidiaries	向附屬公司少數股東派付之股息	-	-	-	-	-	-	-	-	-	(6,006)	(6,006)
At 31 December 2007	於二零零七年十二月三十一日	182,076	828,504	652,290	13,784	131,289	71,742	-	164,797	2,044,482	518,045	2,562,527

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Cash flows from operating activities	經營業務之現金流量		
Loss before taxation	除稅前虧損	(42,143)	(81,295)
Adjustments for:	調整:		
Share of results of associates	應佔聯營公司業績	44,891	19
Share of results of a jointly controlled entity	應佔一家共同控制實體之業績	650	-
Depreciation of property, plant and equipment	物業、機器及設備之折舊	58,455	52,912
Interest income	利息收入	(30,484)	(31,789)
Interest expenses	利息開支	77,255	56,971
Finance lease charges	融資租約費用	11	16
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	1,839	2,944
Loss on disposal of properties under construction	出售在建物業之虧損	19,600	-
Allowance for bad and doubtful debts	呆壞賬撥備	3,974	737
Allowance for inventories	存貨撥備	1,381	-
Impairment loss recognised in respect of loan and interest receivables	應收貸款及利息之已確認減值虧損	14,534	-
Impairment loss recognised in respect of available-for-sale investments	可供出售投資之已確認減值虧損	6,440	19,902
Impairment loss recognised in respect of goodwill	商譽之已確認減值虧損	11,214	5,808
Impairment loss recognised in respect of properties under construction	在建物業之已確認減值虧損	-	3,800
Reversal of impairment loss in respect of leasehold land and buildings	租賃土地及樓宇之減值虧損撥回	(2,137)	(894)
Discount on acquisition of subsidiaries	收購附屬公司之折讓	(47,344)	-
Effective interest expenses of convertible notes	可換股票據之實計利息支出	61,857	41,663
Decrease in fair value of investments held for trading	持作買賣投資之公平價值減少	7,143	7,172
Increase in fair value of derivative financial instruments	衍生金融工具之公平價值增加	(3,783)	-
Employee share option expenses	僱員購股權支出	2,924	12,006
Gain on disposal of subsidiaries	出售附屬公司之收益	(82,265)	-
Loss on disposal of subsidiaries	出售附屬公司之虧損	274	-
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	(564)	-
Loss on disposal of properties held for sale	出售待售物業之虧損	68	-
Amortisation of other intangible assets	其他無形資產之攤銷	2,608	-
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	106,398	89,972

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

	NOTES	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
	附註		
Movements in working capital	營運資金之變動		
Increase in investments held for trading	持作買賣之投資增加	(27,549)	(8,917)
Increase in inventories	存貨增加	(2,228)	(1,316)
Increase in amounts due from related companies	應收關連公司款項增加	(5,066)	(694)
Increase in amounts due from associates	應收聯營公司款項增加	(3,633)	–
Increase in trade and other receivables	貿易及其他應收賬款增加	(79,813)	(5,988)
Increase in trade and other payables	貿易及其他應付賬款增加	89,840	31,616
(Decrease) increase in amounts due to associates	應付聯營公司款項 (減少)增加	(601)	2,504
Decrease in amounts due to related companies	應付關連公司款項減少	(39,094)	(41,267)
		<b>(68,144)</b>	<b>(24,062)</b>
Cash generated from operations	經營業務產生之現金	38,254	65,910
Taxation in other jurisdictions paid	已付其他司法權區之稅項	(30)	(39)
Taxation in other jurisdictions refunded	已退回其他司法權區之稅項	21	–
Net cash from operating activities	經營業務產生之現金淨額	<b>38,245</b>	<b>65,871</b>
Cash flows from investing activities	投資活動之現金流量		
Earnest money paid	已付意向金	27	–
Acquisition of subsidiaries	收購附屬公司	50	–
Advances to associates	墊款予聯營公司	(236,279)	(4,671)
Cash outflow of loans advanced to certain companies and individuals	向若干公司及個人墊付貸款之現金流出	(219,142)	(500,405)
Purchase of available-for-sale investments	購買可供出售投資	(183,700)	–
Purchase of property, plant and equipment	購買物業、機器及設備	(101,469)	(17,684)
Payment for investment deposits (Advances to) repayment from related companies	支付投資訂金 (墊款予關連公司) 關連公司還款	(84,864)	–
Increase in pledged bank deposits	已抵押銀行存款增加	(481)	(4,511)
Repayment of loans advanced to certain companies	若干公司償還獲墊付之貸款	476,194	276,867
Repayment from (advances to) other receivables	其他應收賬款還款 (墊款予其他應收賬款)	323,112	(86,976)
Disposal of subsidiaries	出售附屬公司	226,200	(466)
Interest received	已收利息	30,484	31,789
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備所得款項	21,897	999
Deposit received for the disposal of assets classified as held for sale	出售分類為持作出售資產之已收按金	3,500	–
Proceed from disposal of available-for-sale investments	出售可供出售投資所得款項	570	–
Proceeds from disposal of properties held for sale	出售待售物業所得款項	30	–
Proceeds from disposal of investment properties	出售投資物業所得款項	–	4,019
Net cash used in investing activities	投資活動所用之現金淨額	<b>(369,933)</b>	<b>(294,633)</b>

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Cash flows from financing activities	融資活動之現金流量		
Repayment of bank loans and other loans (Repayment to) advance from a related company	償還銀行貸款及其他貸款 (償還一家關連公司墊款 自一家關連公司之墊款	<b>(666,968)</b>	(33,884)
Interest paid	已付利息	<b>(93,313)</b>	(68,308)
Share issue expenses	股份發行開支	<b>(12,080)</b>	(634)
Dividends paid	已付股息	<b>(11,739)</b>	(9,188)
Repayment of amounts due to minority shareholders	償還應付少數股東款項	<b>(8,612)</b>	-
Dividends paid to minority shareholders of subsidiaries	已付附屬公司少數股東股息	<b>(6,006)</b>	(6,005)
Repayment of obligations under finance leases	償還融資租約承擔	<b>(42)</b>	(62)
Finance lease charges paid	支付融資租約費用	<b>(11)</b>	(16)
Proceeds from issue of new shares for cash	發行新股所得現金款項	<b>483,119</b>	120,750
New bank loans and other loans raised	新造銀行貸款及其他貸款	<b>365,930</b>	190,000
Net cash inflow (outflow) from loans from related companies	關連公司貸款之現金 流入(流出)淨額	<b>94,470</b>	(240,176)
Proceeds from issue of convertible notes	發行可換股票據所得款項	-	1,000,000
Convertible notes issue expenses	可換股票據發行支出	-	(15,160)
Repayment of promissory note	償還承兌票據	-	(365,000)
Repurchase of shares	股份回購	-	(1,111)
Net cash (used in) from financing activities	融資活動(所用)所得現金淨額	<b>(26,512)</b>	742,466
Net (decrease) increase in cash and cash equivalents	現金及現金等值項目之 (減少)增加淨額	<b>(358,200)</b>	513,704
Cash and cash equivalents at beginning of the year	年初之現金及現金等值項目	<b>555,524</b>	43,387
Effect of foreign exchange rate changes	外匯匯率變動影響	<b>2,086</b>	(1,567)
Cash and cash equivalents at end of the year	年終之現金及現金等值項目	<b>199,410</b>	555,524
Represented by:	即:		
Bank balances and cash	銀行結餘及現金	<b>198,774</b>	555,229
Bank balances and cash included in assets classified as held for sale	計入分類為持作出售資產之 銀行結餘及現金	<b>363</b>	-
Trading cash balances	貿易現金結餘	<b>273</b>	295
		<b>199,410</b>	555,524



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 1. GENERAL

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

The consolidated financial statements are presented in Hong Kong dollars which is the functional currency of the Company.

The Company is an investment holding company. Its principal subsidiaries are engaged in the business of providing package tours, travel and other related services, hotel operation and trading of securities.

### 1. 一般資料

本公司乃於百慕達註冊成立之獲豁免有限公司，其股份乃於香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處之地址及主要營業地點於本年報公司資料中披露。

綜合財務報表乃以港元即本公司之功能貨幣呈列。

本公司乃一投資控股公司。其主要附屬公司從事提供旅行團、旅遊及其他相關服務、經營酒店業務及證券買賣。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

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

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

Hong Kong Accounting Standard (“HKAS”) 1 (Amendment)	Capital Disclosures
HKFRS 7	Financial Instruments: Disclosures
Hong Kong (International Financial Reporting Interpretations Committee) – Interpretations (“HK(IFRIC) – Int”) 7	Applying the Restatement Approach under HKAS 29 Financial Reporting in Hyperinflationary Economies
HK(IFRIC) – Int 8	Scope of HKFRS 2
HK(IFRIC) – Int 9	Reassessment of Embedded Derivatives
HK(IFRIC) – Int 10	Interim Financial Reporting and Impairment

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

### 2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）

於本年度，本集團首次應用以下由香港會計師公會（「香港會計師公會」）頒佈之新準則、修訂及詮釋（「新香港財務報告準則」），並於二零零七年一月一日開始之本集團財政年度生效。

香港會計準則（「香港會計準則」）第1號（修訂）	股本披露
香港財務報告準則第7號	金融工具：披露
香港（國際財務報告詮釋委員會）－詮釋（「香港（國際財務報告詮釋委員會）－詮釋」）第7號	基於香港會計準則第29號「高通胀經濟下之財務報告」運用重述方法
香港（國際財務報告詮釋委員會）－詮釋第8號	香港財務報告準則第2號之範圍
香港（國際財務報告詮釋委員會）－詮釋第9號	重估附帶衍生工具
香港（國際財務報告詮釋委員會）－詮釋第10號	中期財務報告及減值

採納新香港財務報告準則並無對本會計期間或過往會計期間業績及財務狀況之編製及呈報方式造成任何重大影響，因此概無須對過往期間作出調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

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

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

The Group has not early applied the following new and revised standards, amendment or interpretations that have been issued but are not yet effective.

HKAS 1 (Revised)	Presentation of Financial Statements <sup>1</sup>
HKAS 23 (Revised)	Borrowing Costs <sup>1</sup>
HKAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>2</sup>
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations <sup>1</sup>
HKFRS 3 (Revised)	Business Combinations <sup>2</sup>
HKFRS 8	Operating Segments <sup>1</sup>
HK(IFRIC) – Int 11	HKFRS 2: Group and Treasury Share Transactions <sup>3</sup>
HK(IFRIC) – Int 12	Service Concession Arrangements <sup>4</sup>
HK(IFRIC) – Int 13	Customer Loyalty Programmes <sup>5</sup>
HK(IFRIC) – Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction <sup>4</sup>

### 2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

本集團已追溯應用香港會計準則第1號（修訂）及香港財務報告準則第7號之披露規定。於過往年度根據香港會計準則第32號之規定呈列之若干資料已被刪除，而根據香港會計準則第1號（修訂）及香港財務報告準則第7號之規定編製之相關比較資料已於本年度首次呈列。

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂準則、修訂或詮釋。

香港會計準則第1號（經修訂）	財務報表之呈列 <sup>1</sup>
香港會計準則第23號（經修訂）	借貸成本 <sup>1</sup>
香港會計準則第27號（經修訂）	綜合及獨立財務報表 <sup>2</sup>
香港財務報告準則第2號（修訂）	歸屬條件及註銷 <sup>1</sup>
香港財務報告準則第3號（經修訂）	業務合併 <sup>2</sup>
香港財務報告準則第8號	經營分類 <sup>1</sup>
香港（國際財務報告詮釋委員會）— 詮釋第11號	香港財務報告準則第2號：集團及庫存股份交易 <sup>3</sup>
香港（國際財務報告詮釋委員會）— 詮釋第12號	服務優惠安排 <sup>4</sup>
香港（國際財務報告詮釋委員會）— 詮釋第13號	客戶忠誠度計劃 <sup>5</sup>
香港（國際財務報告詮釋委員會）— 詮釋第14號	香港會計準則第19號— 界定福利資產之限制、最低資金要求及兩者之互動關係 <sup>4</sup>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

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

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2009
- <sup>2</sup> Effective for annual periods beginning on or after 1 July 2009
- <sup>3</sup> Effective for annual periods beginning on or after 1 March 2007
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2008
- <sup>5</sup> Effective for annual periods beginning on or after 1 July 2008

The adoption of HKFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent's ownership interest in a subsidiary that do not result in a loss of control, which will be accounted for as equity transactions. The directors of the Company anticipate that the application of the other new or revised standards, amendment or interpretations will have no material impact on the results and the financial position of the Group.

### 2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

- 1 於二零零九年一月一日或之後開始之年度生效
- 2 於二零零九年七月一日或之後開始之年度生效
- 3 於二零零七年三月一日或之後開始之年度生效
- 4 於二零零八年一月一日或之後開始之年度生效
- 5 於二零零八年七月一日或之後開始之年度生效

採納香港財務報告準則第3號（經修訂）可能影響收購日期為二零零九年七月一日或之後開始之首個年度報告期間開始當日或以後之業務合併之會計方法。香港會計準則第27號（經修訂）將影響對母公司於附屬公司之擁有權出現不致喪失控制權之變動之會計處理方法，有關變動將入賬列作股權交易。本公司董事預期，應用其他新訂或經修訂準則、修訂或詮釋將不會對本集團業績及財務狀況造成任何重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

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

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

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

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

All inter-company transactions and balances within the Group are eliminated on consolidation.

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

### 3. 主要會計政策

如下文之會計政策所載，除投資物業及若干金融工具以公平價值計算外，本綜合財務報表乃根據歷史成本基準編製。

本綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則而編製。此外，本綜合財務報表包括根據聯交所證券上市規則（「上市規則」）及香港公司條例規定之適用披露。

#### 綜合賬目基準

綜合財務報表包括本公司及本公司控制之公司（其附屬公司）之財務報表。倘本公司有權規管公司之財務及營運政策，以致從該公司之業務中獲得利益，即被視為對該公司擁有控制權。

於年內購入或出售之附屬公司之業績，由收購生效之日起計或截至出售生效之日止（按適用者）計入綜合收益表內。

本集團內公司間所有交易及結餘已於綜合賬目時對銷。

綜合附屬公司資產淨值中之少數股東權益與本集團之股本乃分開呈列。資產淨值中之少數股東權益包括於原來業務合併日期該等權益數額及自合併日期起少數股東應佔權益變動。適用於少數股東之虧損如多於少數股東於附屬公司股本之權益，則按本集團之權益分配，惟少數股東具約束性責任及有能力作額外投資以填補該等虧損除外。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Business combinations

The acquisition of business is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 Business Combinations are recognised at their fair values at the acquisition date.

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

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

### 3. 主要會計政策 (續)

#### 業務合併

收購業務時採用購買處理法入賬。收購成本按交換當日所給予之資產、所產生和承擔之負債，以及本集團為控制被收購公司而已發行股本工具之公平價值，另加業務合併直接應佔之任何成本計量。被收購公司之可識別資產、負債及或然負債若符合香港財務報告準則第3號業務合併之確認條件，則以收購日之公平價值確認。

收購所產生之商譽確認為資產，並最初以成本計量，即業務合併之成本高於本集團應佔被收購公司之已確認可識別資產、負債及或然負債之公平淨值之金額。倘重估後，本集團應佔被收購公司之已確認可識別資產、負債及或然負債之公平淨值高於業務合併成本，則多出之金額即時於損益內確認。

被收購公司之少數股東權益初步按已確認之少數股東於資產、負債及或然負債之公平淨值之比例計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Goodwill

##### *Goodwill arising on acquisition prior to 1 January 2005*

Goodwill arising on an acquisition of net assets and operations of another entity for which the agreement date is before 1 January 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant acquiree at the date of acquisition.

For previously capitalised goodwill arising on acquisition after 1 January 2001, the Group has discontinued amortisation from 1 January 2005 onwards, and such goodwill is tested for impairment annually, and whenever there is an indication that the cash generating unit to which the goodwill relates may be impaired (see the accounting policy below).

##### *Goodwill arising on acquisition on or after 1 January 2005*

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

Capitalised goodwill arising on an acquisition of a business is presented separately in the consolidated balance sheet.

### 3. 主要會計政策 (續)

#### 商譽

於二零零五年一月一日前就收購所產生之商譽

因收購另一公司之淨資產及業務(協議日期為二零零五年一月一日之前)所產生之商譽指於收購日期收購成本高於本集團所佔相關被收購公司之可識別資產及負債之公平價值權益之數額。

本集團於二零零五年一月一日起停止攤銷於二零零一年一月一日以後因收購產生之過往已資本化商譽,有關商譽將每年進行減值測試,或於有跡象顯示與商譽相關之現金產生單位可能出現減值時進行減值測試(見以下會計政策)。

於二零零五年一月一日或以後就收購所產生之商譽

因收購業務(協議日期為二零零五年一月一日或以後)所產生之商譽指於收購日期收購成本高於本集團所佔相關業務之可識別資產、負債及或然負債之公平價值權益之數額。有關商譽以成本減任何累計減值虧損列賬。

因收購業務產生之已資本化商譽於綜合資產負債表中獨立呈列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Goodwill (Continued)

##### *Impairment testing on capitalised goodwill*

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

On subsequent disposal of the relevant cash-generating unit, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

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

A discount on acquisition arising on an acquisition of a business for which an agreement date is on or after 1 January 2005 represents the excess of the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the business combination. Discount on acquisition is recognised immediately in profit or loss.

### 3. 主要會計政策 (續)

#### 商譽 (續)

##### 已資本化商譽之減值測試

就減值測試而言，因收購產生之商譽會分配至預期可從收購之協同效益得益之有關現金產生單位或多個現金產生單位。獲分配商譽之現金產生單位會每年進行減值測試，或於有跡象顯示該單位可能出現減值時進行減值測試。就於財政年度因收購產生之商譽而言，獲分配商譽之現金產生單位會於該財政年度結束前進行減值測試。倘現金產生單位之可收回數額少於其賬面值，則減值虧損會先用作減低任何分配至該單位之商譽之賬面值，其後則按該單位內各項資產賬面值之比例分配至該單位之其他資產。任何商譽減值虧損乃直接於綜合收益表內確認。商譽減值虧損不會於往後期間撥回。

於往後出售相關現金產生單位時，已資本化之商譽應佔金額會用作釐定出售損益。

#### 收購方所佔被收購公司之可識別資產、負債及或然負債公平淨值之權益高於成本之金額 (「收購折讓」)

因收購業務 (協議日期為二零零五年一月一日或之後) 所產生之收購折讓指被收購公司之可識別資產、負債及或然負債之公平淨值高出業務合併成本之金額。收購折讓即時於損益確認。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Investments in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture.

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

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment.

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

### 3. 主要會計政策 (續)

#### 於聯營公司之投資

聯營公司指投資者對其擁有重大影響力之實體，且不屬於附屬公司或於合營公司之權益。

聯營公司之業績及資產與負債以權益會計法計入此等綜合財務報表內。根據權益法，於聯營公司之投資乃按成本於綜合資產負債表列賬，並就本集團於收購後分佔該聯營公司之資產淨值作出調整，及減去任何已識別減值虧損。當本集團所佔聯營公司虧損等於或超出於該聯營公司權益時（包括任何長期權益實際組成本集團於該聯營公司之投資淨值之一部份），本集團終止確認其所佔之進一步虧損。惟倘本集團須承擔法律或推定義務，或須代表該聯營公司支付款項，則須就額外分佔之虧損撥備或確認負債。

收購成本超逾本集團於收購日期應佔聯營公司之已確認可識別資產、負債及或然負債之公平淨值之任何金額，均確認為商譽。商譽包括投資之賬面金額，並就評估減值，作為投資之一部分。

當集團實體與本集團聯營公司進行交易時，損益會按本集團於有關聯營公司之權益予以撇銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Joint ventures

##### *Jointly controlled entities*

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

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

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the jointly controlled entity recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment.

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

### 3. 主要會計政策 (續)

#### 合營公司

##### 共同控制實體

共同控制實體指以合營安排另行成立之獨立實體。合營各方共同控制該實體之經濟活動。

共同控制實體之業績及資產與負債利用會計權益法計入綜合財務報表。根據權益法，於共同控制實體之投資以成本在綜合資產負債表內列賬，並就本集團應佔共同控制實體之資產淨值於收購後之變動作出調整，減任何已識別減值虧損列賬。倘本集團應佔共同控制實體之虧損相等於或高於其於該共同控制實體之權益（包括任何實質上構成本集團於該共同控制實體之淨投資一部分之任何長期權益），則本集團會終止確認其應佔之進一步虧損。本集團會就額外應佔之虧損撥備，並會確認負債，惟僅以本集團已產生法定或推定責任或代表該共同控制實體付款為限。

收購成本超逾本集團於收購日期應佔共同控制實體之已確認可識別資產、負債及或然負債之公平淨值之任何金額，均確認為商譽。商譽包括投資之賬面金額，並就評估減值，作為投資之一部分。

當一家集團實體與一家本集團共同控制實體進行交易時，損益會按本集團於該共同控制實體之權益為限予以撇銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Revenue recognition

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

Income from tour and travel services and other travel related services is recognised when the services are rendered. Revenue from sale of air tickets is recognised when the tickets are delivered.

Hotel revenue from rooms and other ancillary services are recognised when the services are rendered.

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

Income from disposal of investments is recognised when the risks and rewards of the ownership of the investments have been transferred.

Revenue from sales of goods is recognised when goods are delivered and title has been passed.

Rental income from operating leases is recognised in the consolidated income statement on a straight line basis over the term of the relevant lease.

### 3. 主要會計政策 (續)

#### 收益確認

收益按已收或應收代價之公平價值計量，即於日常業務過程中就出售貨品及提供服務扣除折扣及銷售之相關稅項後之應收金額。

組團及旅遊服務以及其他旅遊相關服務之收入於提供該等服務時確認。銷售機票之收益於交付機票時確認。

來自房間及其他配套服務之酒店收益乃於提供服務時確認。

金融資產之利息收入乃參考未到期本金，按時間比例基準及適用之實際利率計算，實際利率乃按金融資產之預計年期將估計日後現金收入折讓至該資產賬面淨值之比率。

出售投資之收入乃於投資之擁有權之風險及回報已轉移時確認。

銷售貨品之收益於交付貨品及移交所有權後確認。

經營租賃之租金收入於有關租約期內按直線法於綜合收益表確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Property, plant and equipment

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

Depreciation is provided to write off the cost of items of property, plant and equipment other than properties under construction and construction in progress over their estimated useful lives, using the straight line method.

Construction in progress includes plant and equipment in the course of installation or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other plant and equipment, commences when the assets are ready for their intended use.

Assets held under finance leases are depreciated over their estimated useful lives on the same basis as owned assets.

Properties under construction are stated at cost less accumulated impairment losses. Cost includes all development expenditure and other direct costs attributable to such projects. Properties under construction are not depreciated until completion of construction. Cost on completed properties is transferred to other categories of property, plant and equipment.

### 3. 主要會計政策 (續)

#### 物業、機器及設備

在建中物業及在建工程以外之物業、機器及設備(包括持作生產或提供貨品或服務或作行政用途之土地及樓宇)·乃按該項資產之成本減其後之累計折舊及累計減值虧損列賬。

除在建物業及在建工程以外之物業、機器及設備之折舊·乃根據其估計可使用年期·按直線法攤銷其成本。

在建工程包括安裝中或供自用之機器及設備·乃按成本值減任何已確認之減值虧損列賬。在建工程會於完成及可作擬定用途時分類至合適之機器及設備類別。此等資產會於可作擬定用途時按與其他機器及設備相同之基準開始計算折舊。

根據融資租約持有之資產以與自置資產相同之基準·按其估計可使用年期折舊。

在建物業按成本值扣除累計減值虧損列賬。成本包括該等項目之所有發展開支及其他應佔直接成本。在建物業於落成前不予折舊。已落成物業之成本則歸入物業、機器及設備內之其他類別。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

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

The land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification, unless the lease payments cannot be allocated reliably between the land and buildings elements, in which case, the entire lease is generally treated as a finance lease.

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

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

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

### 3. 主要會計政策 (續)

#### 物業、機器及設備 (續)

就租賃分類而言，租賃土地及樓宇之土地及樓宇部份被視為獨立項目，惟租金不能於土地及樓宇部份間可靠分配則除外，於此情況下，整項租約一般被當作融資租約。

物業、機器及設備項目於出售後或當預期持續使用該資產將不會產生未來經濟利益時不再確認。於不再確認該資產時所產生之任何收益或虧損（以出售所得款項淨額與該項目之賬面值之差額計算）將計入不再確認年度之綜合收益表內。

#### 投資物業

投資物業指持作賺取租金及／或資本增值用途之物業。於初步確認時，投資物業按成本計算，包括任何直接應佔開支。於初步確認後，投資物業採用公平價值模式計算。投資物業之公平價值變動所產生之收益或虧損將計入產生期間之損益內。

投資物業於出售後，在投資物業永久不再使用或預期出售該等物業不會產生未來經濟利益時取消確認。取消確認資產所產生之任何收益或虧損（按出售所得款項淨額與資產之賬面值之差額計算）將計入取消確認年度之綜合收益表內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Financial instruments

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

#### Financial assets

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

#### Effective interest method

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

Income is recognised on an effective interest basis for debt instruments.

### 3. 主要會計政策 (續)

#### 金融工具

倘集團實體成為工具合約條文之訂約方，則於綜合資產負債表中確認金融資產及金融負債。金融資產及金融負債初次按公平價值計算。因收購或發行金融資產及金融負債（透過損益按公平價值計算（「透過損益按公平價值計算」）之金融資產及金融負債除外）而直接產生之交易成本於初次確認時加入金融資產或金融負債之公平價值或自金融資產或金融負債之公平價值扣除（按適用者）。因收購透過損益按公平價值計算之金融資產或金融負債而直接產生之交易成本即時於損益中確認。

#### 金融資產

本集團之金融資產分為以下三個類別之一：包括透過損益按公平價值計算之金融資產、貸款及應收賬款及可供出售金融資產。所有金融資產之日常買賣於交易日確認及取消確認。日常買賣指須根據市場規則或慣例訂立之時間內付運資產之金融資產買賣。就各類別之金融資產所採納之會計政策載列如下。

#### 實際利率法

實際利率法乃計算金融資產之攤銷成本及分配相關期間利息收入之方法。實際利率乃按金融資產之預計年期或適用之較短期間，準確折讓估計未來現金收入（包括構成實際利率不可或缺部份之一切已付或已收利率差價費用、交易成本及其他溢價及折讓）之利率。

債務工具之收入乃按實際利率基準確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

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

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

A financial asset is classified as held for trading if:

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

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

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including amounts due from related companies, amounts due from associates, trade and other receivables, loan receivables, loan to related companies, pledged bank deposits, trading cash balance, and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses. (See accounting policy on impairment loss on financial assets below).

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### *透過損益按公平價值計算之金融資產*

透過損益按公平價值計算之金融資產分為兩個細類，包括持作買賣之金融資產及於初步確認時指定透過損益按公平價值計算之金融資產。

倘金融資產：

- 主要為於不久將來出售而購入；或
- 構成本集團合併管理之已識別金融工具組合一部分，且近期出現實際短期獲利規率；或
- 屬於未被指定之衍生工具，並可有效作為對沖工具，則歸類為持作買賣。

於初步確認後之各結算日，持作買賣之金融資產乃按公平價值計算，而公平價值之變動乃於產生期間直接於損益確認。於損益確認之收益或虧損淨額包括於金融資產賺取之股息。

##### *貸款及應收賬款*

貸款及應收賬款為附帶固定或可釐定付款之非衍生性質金融資產，而其在活躍市場並無報價。於初次確認後每一個結算日，貸款及應收賬款（包括應收關連公司款項、應收聯營公司款項、貿易及其他應收賬款、應收貸款、給予關連公司之貸款、已抵押銀行存款、貿易現金結餘以及銀行結餘及現金）採用實際利率法按攤銷成本減任何已識別減值虧損列賬。（見下文有關金融資產減值虧損之會計政策。）

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

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

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

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition. (See accounting policy on impairment loss on financial assets below).

##### *Impairment of financial assets*

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 可供出售金融資產

可供出售金融資產為非衍生項目，並指定為可供出售金融資產或未有劃分為透過損益按公平價值計算之金融資產、貸款及應收款項及持有至到期日之投資。

就可供出售之股權投資而言，倘並無活躍市場之市價報價，而其公平價值未能可靠計算，則可供出售之股權投資於首次確認後之各個結算日按成本減任何已識別減值虧損計算。(見下文有關金融資產減值虧損之會計政策。)

##### 金融資產減值

透過損益按公平價值計算之金融資產以外之金融資產於各結算日評定有否減值跡象。倘有客觀證據顯示，金融資產之估計未來現金流因一項或多項於初步確認金融資產後發生之事件而受到影響，則金融資產出現減值。

減值之客觀證據包括：

- 發行人或交易對手出現重大財政困難；或
- 未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### *Impairment of financial assets (Continued)*

For certain categories of financial asset, such as trade receivables, that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, loan receivables and amounts due from related companies, amounts due from associates and loans to related companies, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade and other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產減值 (續)

貿易應收賬款等被評估為非個別減值之若干金融資產類別，其後按整體基準進行減值評估。應收賬款組合之客觀減值證據可包括本集團之過往收款經驗、組合內延遲還款至超逾平均信貸期之次數增加，以及與應收賬款逾期有關之全國或地方經濟狀況明顯改變。

就按攤銷成本列賬之金融資產而言，倘有客觀證據證明資產出現減值，則於損益確認減值虧損，並按資產之賬面值及估計未來現金流量按初始實際利率折現之現值之差額計量。

就按成本列賬之金融資產而言，減值虧損之金額按該項資產之賬面值與估計未來現金流量按類似金融資產現時市場回報率折現之現值之差額計量。有關減值虧損不會於往後期間撥回。

除貿易應收賬款、應收貸款、應收關連公司款項、應收聯營公司款項及給予關連公司之貸款外，所有金融資產之減值虧損會直接於金融資產之賬面值中扣減，金融資產之賬面值會透過撥備賬作出扣減。撥備賬之賬面值變動於損益確認。倘貿易及應收賬款被視為無法收回，則於撥備賬撇銷。其後收回過往撇銷之款項計入損益內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### *Impairment of financial assets (Continued)*

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

##### Financial liabilities and equity

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

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities are generally classified as other financial liabilities.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產減值 (續)

就按攤銷成本計量之金融資產而言，倘減值虧損金額於往後期間有所減少，而有關減少在客觀上與確認減值虧損後發生之事件有關，則先前已確認之減值虧損將透過損益撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之攤銷成本。

##### 金融負債及股權

由集團實體發行之金融負債及股本工具按所訂立之合約安排性質，以及金融負債及股本工具之定義而分類。

股本工具為證明本集團資產剩餘權益（經扣除其所有負債）之任何合約。本集團之金融負債一般被分類為其他金融負債。

##### 實際利率法

實際利率法乃計算金融負債之攤銷成本及分配相關期間利息開支之方法。實際利率乃按金融負債之預計年期或適用之較短期間，準確折現估計未來現金付款之利率。

利息開支乃按實際利率基準確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Financial instruments (Continued)

##### Financial liabilities and equity (Continued)

##### Convertible notes

Convertible notes issued by the Company that contain both the liability and conversion option components are classified separately into respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the notes into equity, is included in equity (convertible notes reserve).

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

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

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融負債及股權 (續)

##### 可換股票據

本公司所發行之可換股票據包括負債及可換股期權部份，於首次確認時須分別歸類為其各自之項目部份。倘可換股期權將透過以固定金額之現金或其他金融資產換取固定數目之本公司之股本工具而結算，則分類為股本工具。

於初步確認時，負債部份之公平價值乃按類似不可轉換債務之現行市場利率釐定。發行可換股票據之所得款項與轉往負債部份之公平價值之差額，即持有人可將票據兌換為股權之可換股期權，應列入股權（可換股票據儲備）。

於往後期間，可換股票據之負債部份，乃採用實際利率法按攤銷成本列賬。股權部份，即可將負債部份兌換為本公司普通股之期權，將保留於可換股票據儲備，直至可換股期權獲行使為止。在此情況下，可換股票據股本儲備之結餘將轉移至股份溢價。倘期權於到期日尚未獲行使，可換股票據儲備之結餘將撥至保留溢利。期權兌換或到期時將不會於損益中確認任何收益或虧損。

交易成本乃按與發行可換股票據相關之所得款項之劃分比例分配至負債及股權部份。交易成本與股權部份相關乃直接計入股權內。交易成本與負債部份相關乃計入負債部份之賬面值，並按可換股票據之期限採用實際利率法攤銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Financial instruments (Continued)

##### Financial liabilities and equity (Continued)

##### *Other financial liabilities*

Other financial liabilities including trade and other payables, loans from related companies, amounts due to associates, amounts due to related companies, borrowings, promissory note consideration note and amounts due to minority shareholders of subsidiaries are subsequently measured at amortised cost, using the effective interest method.

##### *Equity instruments*

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

##### Derecognition

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

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

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融負債及股權 (續)

##### 其他金融負債

其他金融負債包括貿易及其他應付賬款、關連公司貸款、應付聯營公司款項、應付關連公司款項、借貸、承兌票據、代價票據及應付附屬公司少數股東款項，採用實際利率法按攤銷成本計量。

##### 股本工具

由本公司發行之股本工具按收取之所得款項記錄，扣除直接發行成本。

##### 取消確認

若從資產收取現金流量之權利已到期，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部份風險及回報轉移，則金融資產將被取消確認。於取消確認金融資產時，資產賬面值與已收及應收之代價及已直接於股權確認之累計損益之總和之差額，將於損益中確認。

倘於有關合約之特定責任獲解除、取消或到期，金融負債將被取消確認。取消確認之金融負債賬面值與已付及應付之代價之差額，乃於損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Non-current assets held for sale

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

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

#### Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Net realisable value is calculated at the actual or estimated selling price less related costs of marketing and selling.

#### Inventories

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

#### Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

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

### 3. 主要會計政策 (續)

#### 持作出售之非流動資產

倘非流動資產及出售業務之賬面值將主要透過銷售交易而非持續使用而收回，則分類為持作出售。在銷售極可能進行及資產（或出售業務）按現有狀況可即時出售之情況下，方始視作符合此項條件。

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

#### 持作出售物業

持作出售物業乃按成本及可變現淨值中之較低者列賬。可變現淨值乃按實際或估計售價減有關推廣及銷售成本計算。

#### 存貨

存貨以成本或可變現淨值兩者中之較低者列賬。成本乃按加權平均成本法計算。

#### 有形及無形資產（商譽除外）之減值虧損（見上文有關商譽之會計政策）

本集團於各結算日審閱其資產之賬面值以確定是否有任何跡象表明該等資產存在減值虧損。倘預計一項資產之可收回金額低於其賬面值，則該項資產之賬面值應扣減至其可收回金額。減值虧損應立即確認為支出。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (Continued)

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

#### Taxation

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

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

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

### 3. 主要會計政策 (續)

#### 有形及無形資產 (商譽除外) 之減值虧損 (見上文有關商譽之會計政策) (續)

倘減值虧損於日後撥回，則該項資產之賬面值應增至其可收回金額已修訂後估值，惟所增加之賬面值不得超過假設該項資產於過往年度未出現減值虧損所釐定之賬面值。撥回之減值虧損可即時被確認為收入。

#### 稅項

所得稅支出指本年度應付稅項及遞延稅項之總額。

本年度應付稅項乃按本年度之應課稅溢利計算。應課稅溢利與綜合收益表所載之溢利有別，此乃由於其不包括其他年度之應課稅及可扣減之收入或支出，亦不包括永不課稅或不可扣減之項目。本集團之即期稅項負債乃按結算日已制定或大致上制定之稅率計算。

遞延稅項指按資產負債表負債法，就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用之相關稅基產生之一切差異計算預期應付或可予撥回之稅項。遞延稅項負債一般就一切應課稅暫時差異而予以確認，而遞延稅項資產則按可抵銷可動用之可扣減暫時差異之未來應課稅溢利而予以確認。倘於交易時產生之商譽或初步確認資產及負債所產生之暫時差異 (業務合併除外)，概不影響應課稅溢利或會計溢利之情況下，遞延稅項資產及負債則不會予以確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

#### Intangible assets

Intangible assets acquired separately and with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight line basis over their estimated useful lives.

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

### 3. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項負債就於附屬公司、聯營公司及共同控制實體之投資所產生之應課稅暫時差異而予以確認，惟本集團在可控制暫時差異之撥回以及暫時差異於可預見將來不可能撥回之情況下除外。

遞延稅項資產之賬面值於各結算日均予以檢討，並減少至不可能再有充足應課稅溢利可容許撥回所有或部份有關資產。

遞延稅項按預期於償還負債或資產變現之期間適用之稅率計算。遞延稅項於收益表扣除或入賬，惟當與直接於股本扣除或入賬之項目有關之情況下，遞延稅項則同樣於股本中處理。

#### 無形資產

獨立收購而使用年期有限之無形資產按成本減累計攤銷及任何累計減值虧損列賬。使用年期有限之無形資產按估計使用年期以直線法攤銷。

取消確認無形資產所產生之收益或虧損按有關資產之出售所得款項淨額與其賬面金額之差額計量，並於取消確認有關資產時於綜合收益表內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Leasing

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

#### *The Group as lessor*

Rental income from operating leases is recognised in the consolidated income statement on a straight line basis over the term of the relevant lease.

#### *The Group as lessee*

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability.

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

### 3. 主要會計政策 (續)

#### 租約

凡租約條款將租賃資產擁有權之絕大部分風險及利益撥歸於承租人之租約，均歸類為融資租約。所有其他租約均歸類為經營租約。

#### 本集團作為出租人

經營租約之租金收入乃按相關租約年期以直線法於綜合收益表內確認。

#### 本集團作為承租人

按融資租約持有之資產按租約開始時之公平價值或(倘為較低者)按最低租約付款之現值確認為本集團資產。應欠出租人之相應負債於綜合資產負債表列作融資租約承擔。租約付款按比例於融資費用及減少租約承擔之間作出分配，從而使該等負債之應付餘額之息率固定。

經營租約之應付租金於有關租約期間按直線法於損益中扣除。作為促使訂立經營租約之已收及應收利益亦按租約期限以直線法分攤租金開支。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### Foreign currencies

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

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

### 3. 主要會計政策 (續)

#### 借貸成本

直接因收購、興建或生產合資格資產而產生之借貸成本撥充作該等資產之部份成本之資本。待該等資產大致上達致其擬定用途或可供出售後，有關借貸成本將不再撥充資本。特定借貸在用於合資格資產前作短暫投資所賺取之投資收入於合資格撥充資本之借貸成本中扣除。

所有其他借貸成本均於產生期間於損益中確認。

#### 外幣

於編製每個個別集團實體之財務報表時，倘交易之貨幣與實體之功能貨幣不同（外幣），則以其功能貨幣（實體經營業務之主要經濟環境採用之貨幣）按交易日期適用之匯率換算入賬。於每個結算日，以外幣為面值之貨幣項目按結算日適用之匯率重新換算。外幣列值以公平價值入賬之非貨幣項目，按釐定公平價值日期適用之匯率重新換算。惟外幣列值以歷史成本入賬之非貨幣項目則不予重新換算。

於結算及換算貨幣項目所產生之匯兌差異，於其產生期間在損益賬內確認。於重新換算以公平價值入賬之非貨幣項目產生之匯兌差異計入有關期間之損益賬，惟因重新換算非貨幣項目（其收益及虧損直接於股本權益中確認）時產生之差異則除外，於該情況下，其匯兌差異亦直接於股本權益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Foreign currencies (Continued)

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

#### Retirement benefit costs

Payments to the Group's defined contribution retirement benefit plans, including state-managed retirement benefit schemes and/or the Mandatory Provident Fund Scheme, are charged as an expense when employees have rendered service entitling them to the contributions.

#### Equity settled share-based payment transactions

##### *Share options granted to directors, employees of the Group and other eligible participants*

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight line basis over the vesting period with a corresponding increase in equity (share options reserve).

At each balance sheet date, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss, with a corresponding adjustment to share options reserve.

### 3. 主要會計政策 (續)

#### 外幣 (續)

為呈列綜合財務報表之目的，本集團香港境外業務之資產及負債均以結算日適用匯率換算為本公司之呈列貨幣（即港元），而其收入及開支則以本年度平均匯率予以換算，除非期內外匯大幅波動，於此情況下，則按交易日期適用之匯率換算。產生之匯兌差異（如有）確認為一個股本之獨立構成部份（匯兌儲備）。該匯兌差異於該境外業務被出售期間於損益賬內確認。

#### 退休福利成本

本集團之定額供款退休福利計劃、國家管理退休福利計劃及/或強制性公積金計劃，該等計劃所作之供款於僱員提供服務而有權獲得有關供款時支銷。

#### 以股本結算之以股代款交易

向本集團董事、僱員及其他合資格參與者授出購股權

所獲取服務之公平價值乃參照所授出購股權於授出日期之公平價值而釐定，按歸屬期以直線法支銷，權益（購股權儲備）亦相應增加。

本集團會於各結算日修訂預期最終歸屬之購股權數目之估計數字。於歸屬期內修訂估計數字（如有）之影響會於損益中確認，購股權儲備亦會作出相應調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

#### Equity settled share-based payment transactions

(Continued)

*Share options granted to directors, employees of the Group and other eligible participants (Continued)*

At the time when the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will continue to be held in share options reserve.

Other eligible participants represent individuals who rendered services to the Group and the services rendered are similar to those rendered by employees.

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### 3. 主要會計政策 (續)

#### 以股本結算之以股代款交易 (續)

向本集團董事、僱員及其他合資格參與者授出購股權 (續)

當購股權獲行使時，原先於購股權儲備內確認之款項將轉撥至股份溢價。當購股權於歸屬日期後失效或於屆滿日期仍未行使時，原先於購股權儲備內確認之款項將繼續於購股權儲備內持有。

其他合資格人士乃指向本集團提供服務之人士，所提供之服務與僱員所提供者相若。

### 4. 估計不明朗因素之主要來源

在應用附註3所述之本集團會計政策之過程中，本公司董事須就無法即時從其他途徑獲取資產及負債之賬面值作出估計及假設。有關估計及相關假設乃基於過往經驗及其他被視為相關之因素作出。實際結果可能不同於該等估計。

該等估計及相關假設按持續基準進行檢討。如修訂該等會計估計只影響修訂期間，則該等估計在該期間確認，如有關修訂影響現時及未來期間，則在修訂期間及未來期間確認。

以下有關未來之主要假設，以及於結算日估計不明朗因素之其他主要來源等重大風險，可能導致對下一財政年度資產負債賬面值作出重大調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2007, an impairment loss of HK\$11,214,000 (2006: HK\$5,808,000) was recognised and the carrying amount of goodwill was written down to HK\$12,705,000. Details of the recoverable amount calculation are disclosed in note 21.

#### Estimated impairment of other intangible assets

At 31 December 2007, the carrying amount of other intangible assets was approximately HK\$466,286,000 (2006: Nil). When there is impairment indicator, the Group takes into consideration the estimation of future cash flows to be generated from use of the intangible asset. The amount of 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 a suitable discount rate. Where the actual future cash flows are less than expected, a material impairment loss may arise.

At 31 December 2007, the directors of the Company assessed that no indication of impairment on the other intangible assets exist.

### 4. 估計不明朗因素之主要來源 (續)

#### 估計商譽減值

要釐定商譽是否出現減值須估計獲分配商譽之現金產生單位之使用價值。使用價值計算要求本集團估計預期產生自現金產生單位之日後現金流量及合適之折讓率以計算現值。倘若實際之日後現金流量較預期為少，則可能會出現重大減值虧損。於二零零七年十二月三十一日已確認11,214,000港元之減值虧損(二零零六年: 5,808,000港元)，而商譽之賬面值已撇減至12,705,000港元。有關可收回金額計算之詳情，於附註21披露。

#### 估計其他無形資產減值

於二零零七年十二月三十一日，其他無形資產之賬面值約為466,286,000港元(二零零六年: 無)。倘有跡象顯示出現減值，本集團須考慮使用有關無形資產所產生之估計未來現金流量。減值虧損金額按資產之賬面值與估計未來現金流量按合適折現率折現之現值之差額計量。倘實際未來現金流量少於預期，則可能產生重大減值虧損。

於二零零七年十二月三十一日，本公司董事評定並無任何跡象顯示其他無形資產出現減值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### Depreciation of hotel properties

The Group's carrying amount of hotel properties as at 31 December 2007 was approximately HK\$1,826,153,000. The Group depreciates the hotel properties on a straight line basis over their remaining unexpired terms of the leases. It reflects the directors' estimate of the periods that the Group intends to derive economic benefits from the use of the Group's hotel properties. During the year, the useful lives of the hotel properties have been reviewed and these estimates are considered to be appropriate. Included in the above amount is a hotel property with a carrying amount of approximately HK\$221,357,000 of which a subsidiary of the Company has been granted the right to operate and manage the hotel in Guangzhou, the People's Republic of China (the "PRC") for a period from January 1987 to January 2017, and subject to certain conditions to be fulfilled by the subsidiary, the operating period may be extended for a further period of 20 years. Should the conditions not be fulfilled, the depreciation period of the hotel properties would be adjusted and up to January 2017 only. During the year, the estimated useful life of 40 years of this hotel property has been reviewed, and these estimates are considered to be appropriate.

### 5. TURNOVER

Turnover represents the amounts received and receivable from outside customers, less trade discounts and returns during the year. An analysis of the Group's turnover is as follows:

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Travel and related services (Note)	旅遊及相關服務 (附註)	1,993,792	1,740,656
Hotel and leisure services	酒店及休閒服務	272,371	251,698
		<b>2,266,163</b>	<b>1,992,354</b>

Note: Included in the turnover of travel and related services is turnover in respect of sale of air tickets of HK\$254,354,000 (2006: HK\$249,704,000)

### 4. 估計不明朗因素之主要來源 (續)

#### 酒店物業折舊

於二零零七年十二月三十一日本集團酒店物業之賬面值約為1,826,153,000港元。本集團以直線法按酒店物業之租約剩餘年期計算折舊，乃反映董事於該期間內之估計，即本集團計劃從酒店物業之使用中可獲取之經濟利益。年內，已審閱酒店物業之可使用年期，而該估計被認為恰當。上述總額包括一項賬面值約為221,357,000港元之酒店物業，而當中該所位於中華人民共和國（「中國」）廣州之酒店由一九八七年一月至二零一七年一月期間之營運及管理權已授予本公司一附屬公司。惟按該附屬公司達到若干條件，該營運期間可額外延長二十年。倘未能達到條件，該酒店物業之折舊期會被調整至二零一七年一月止。於年內，本公司已審閱該酒店物業四十年之估計可使用年期，並認為該估計合適。

### 5. 營業額

營業額指於年內已收及應收外間客戶之賬款減貿易折扣及退款。本集團營業額之分析如下：

附註：旅遊及相關服務之營業額中包括有關機票銷售之營業額254,354,000港元（二零零六年：249,704,000港元）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 6. BUSINESS AND GEOGRAPHICAL SEGMENTS

#### Business segments

During the year, for management purposes, the Group was organised into two operating divisions – travel and related services, and hotel and leisure services. These divisions are the basis on which the Group reports its primary segment information.

Segment information about these businesses is presented as follows:

### 6. 業務及地域分類

#### 業務分類

於年內，為方便管理起見，本集團已分為兩個業務部門，分別為旅遊及相關服務與酒店及休閒服務。該等部門乃本集團報告其主要分類資料之基準。

該等業務之分類資料呈列如下：

		Travel and related services 旅遊及 相關服務 HK\$'000 千港元	Hotel and leisure services 酒店及 休閒服務 HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>For the year ended 31 December 2007</b>	<b>截至二零零七年 十二月三十一日止年度</b>				
<b>Turnover</b>	<b>營業額</b>				
External sales	對外銷售	1,993,792	272,371	-	2,266,163
Inter-segment sales	類別間銷售	-	159	(159)	-
<b>Total</b>	<b>合計</b>	<b>1,993,792</b>	<b>272,530</b>	<b>(159)</b>	<b>2,266,163</b>
Inter-segment sales are charged at prevailing market price.	類別間銷售按適用市價扣除。				
<b>Results</b>	<b>業績</b>				
Amount excluding impairment loss recognised in respect of goodwill	金額(不包括商譽之已確認 減值虧損)	45,681	38,647	-	84,328
Impairment loss recognised in respect of goodwill	商譽之已確認減值虧損	(11,214)	-	-	(11,214)
<b>Segment results</b>	<b>分類業績</b>	<b>34,467</b>	<b>38,647</b>	<b>-</b>	<b>73,114</b>
Interest income	利息收入				30,484
Gain on disposal of subsidiaries	出售附屬公司之收益	-	82,265	-	82,265
Loss on disposal of subsidiaries	出售附屬公司之虧損	(274)	-	-	(274)
Discount on acquisition of subsidiaries	收購附屬公司之折讓	-	47,344	-	47,344
Impairment loss recognised in respect of available-for-sale investments	可供出售投資之 已確認減值虧損				(6,440)
Decrease in fair value of investments held for trading	持作買賣之投資之 公平價值減少				(7,143)
Increase in fair value of derivative financial instruments	衍生金融工具之 公平價值增加				3,783
Loss on disposal of properties under construction	出售在建物業之虧損				(19,600)
Unallocated corporate expenses	未分配企業開支				(61,012)
Finance costs	融資成本				(139,123)
Share of results of associates	應佔聯營公司業績	(44,891)	-	-	(44,891)
Share of result of a jointly controlled entity	應佔一家共同控制實體之業績	(650)	-	-	(650)
Loss before taxation	除稅前虧損				(42,143)
Taxation credit	稅項撥回				46,631
<b>Profit for the year</b>	<b>本年度溢利</b>				<b>4,488</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 6. BUSINESS AND GEOGRAPHICAL SEGMENTS

(CONTINUED)

### 6. 業務及地域分類 (續)

#### Business segments (Continued)

#### 業務分類 (續)

		Travel and related services HK\$'000 旅遊及相關服務 千港元	Hotel and leisure services HK\$'000 酒店及休閒服務 千港元	Consolidated HK\$'000 綜合 千港元
<b>At 31 December 2007</b>	<b>於二零零七年十二月三十一日</b>			
<b>ASSETS</b>	<b>資產</b>			
Segment assets	分類資產	1,489,451	2,023,693	3,513,144
Interests in associates	於聯營公司之權益	66,144	–	66,144
Interest in a jointly controlled entity	於一家共同控制實體之權益	6,329	–	6,329
Unallocated corporate assets	未分配企業資產			1,228,008
Consolidated total assets	綜合資產總值			4,813,625
<b>LIABILITIES</b>	<b>負債</b>			
Segment liabilities	分類負債	404,152	85,743	489,895
Unallocated corporate liabilities	未分配企業負債			1,761,203
Consolidated total liabilities	綜合負債總額			2,251,098
<b>OTHER INFORMATION</b>	<b>其他資料</b>			
Allowance for bad and doubtful debts	呆壞賬撥備	–	3,974	3,974
Allowance for inventories	存貨撥備	1,381	–	1,381
Amortisation of other intangible assets	其他無形資產之攤銷	2,608	–	2,608
Capital additions	資本性增加	907,551	246,232	1,153,783
Depreciation of property, plant and equipment	物業、機器及設備之折舊	7,364	51,091	58,455
Impairment loss recognised in respect of goodwill	商譽之已確認減值虧損	11,214	–	11,214
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	1,152	687	1,839
Loss on disposal of properties held for sale	出售待售物業之虧損	–	68	68

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 6. BUSINESS AND GEOGRAPHICAL SEGMENTS

(CONTINUED)

#### Business segments (Continued)

### 6. 業務及地域分類 (續)

#### 業務分類 (續)

		Travel and related services 旅遊及 相關服務 HK\$'000 千港元	Hotel and leisure services 酒店及 休閒服務 HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>For the year ended</b>	<b>截至二零零六年</b>				
<b>31 December 2006</b>	<b>十二月三十一日止年度</b>				
<b>Turnover</b>	<b>營業額</b>				
External sales	對外銷售	1,740,656	251,698	–	1,992,354
Inter-segment sales	類別間銷售	–	168	(168)	–
Total	合計	1,740,656	251,866	(168)	1,992,354
Inter-segment sales are charged	類別間銷售按適用市價扣除。				
at prevailing market price.					
<b>Results</b>	<b>業績</b>				
Amount excluding impairment	金額 (不包括商譽之已確認				
loss recognised in respect of	減值虧損)				
goodwill		16,956	40,923	–	57,879
Impairment loss recognised	商譽之已確認減值虧損				
in respect of goodwill		(5,808)	–	–	(5,808)
Segment results	分類業績	11,148	40,923	–	52,071
Interest income	利息收入				31,789
Impairment loss recognised	可供出售投資之				
in respect of available-for-sale	已確認減值虧損				
investments					(19,902)
Decrease in fair value of	持作買賣之投資之				
investments held for trading	公平價值減少				(7,172)
Unallocated corporate expenses	未分配企業開支				(39,412)
Finance costs	融資成本				(98,650)
Share of results of associates	應佔聯營公司業績	(4,771)	4,752	–	(19)
Loss before taxation	除稅前虧損				(81,295)
Taxation credit	稅項撥回				1,891
Loss for the year	本年度虧損				(79,404)



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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 6. BUSINESS AND GEOGRAPHICAL SEGMENTS

### 6. 業務及地域分類 (續)

(CONTINUED)

#### Business segments (Continued)

#### 業務分類 (續)

		Travel and related services HK\$'000 旅遊及相關服務 千港元	Hotel and leisure services HK\$'000 酒店及休閒服務 千港元	Consolidated HK\$'000 綜合 千港元
<b>At 31 December 2006</b>	<b>於二零零六年十二月三十一日</b>			
<b>ASSETS</b>	<b>資產</b>			
Segment assets	分類資產	587,780	1,981,913	2,569,693
Interest in associates	於聯營公司之權益	74,034	–	74,034
Unallocated corporate assets	未分配企業資產			1,191,155
Consolidated total assets	綜合資產總值			3,834,882
<b>LIABILITIES</b>	<b>負債</b>			
Segment liabilities	分類負債	252,814	58,947	311,761
Unallocated corporate liabilities	未分配企業負債			1,836,334
Consolidated total liabilities	綜合負債總額			2,148,095
<b>OTHER INFORMATION</b>	<b>其他資料</b>			
Allowance for bad and doubtful debts	呆壞賬撥備	737	–	737
Capital additions	資本性增加	6,651	11,033	17,684
Depreciation of property, plant and equipment	物業、機器及設備之折舊	6,843	46,069	52,912
(Gain) loss on disposal of property, plant and equipment	出售物業、機器及設備之(收益)虧損	(18)	2,962	2,944
Impairment loss in respect of properties under construction	在建物業之減值虧損	–	3,800	3,800
Impairment loss recognised in respect of goodwill arising from acquisition of subsidiaries	收購附屬公司產生之商譽之已確認減值虧損	5,808	–	5,808

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 6. BUSINESS AND GEOGRAPHICAL SEGMENTS

(CONTINUED)

#### Geographical segments

Approximately 90% of the Group's revenues were derived from Hong Kong. The following table provides an analysis of the Group's revenue by geographic market based on location of customers, irrespective of the origin of the services:

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
The PRC (excluding Hong Kong)	中國(不包括香港)	<b>184,279</b>	163,606
Hong Kong	香港	<b>2,038,982</b>	1,795,216
Others	其他	<b>42,902</b>	33,532
		<b>2,266,163</b>	1,992,354

The analysis of carrying amount of segment assets and additions to property, plant and equipment, goodwill and other intangible assets by the geographical area in which the assets are located is as follows:

		Carrying amount of segment assets		Additions to property, plant and equipment, goodwill and other intangible assets	
		2007 HK\$'000	2006 HK\$'000	2007 HK\$'000	2006 HK\$'000
		二零零七年 千港元	二零零六年 千港元	二零零七年 千港元	二零零六年 千港元
The PRC (excluding Hong Kong)	中國(不包括香港)	<b>2,148,051</b>	1,009,589	<b>1,071,814</b>	8,656
Hong Kong	香港	<b>1,349,547</b>	1,181,256	<b>12,333</b>	8,997
South-east Asia	東南亞	<b>12,810</b>	354,160	<b>68,917</b>	10
Japan and Korea	日本及韓國	-	22,551	-	-
Others	其他	<b>2,736</b>	2,137	<b>719</b>	21
		<b>3,513,144</b>	2,569,693	<b>1,153,783</b>	17,684

### 6. 業務及地域分類 (續)

#### 地域分類

本集團約90%之收入源自香港，以下列表提供本集團根據客戶所在地按地區市場所得收入之分析，當中並無理會服務來源地：

分類資產賬面值及物業、機器及設備、商譽及其他無形資產之添置按資產所處之地區分析如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 7. INVESTMENT INCOME

### 7. 投資收入

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Interest income on:	源自下列各項之利息收入：		
Bank deposits	銀行存款	4,086	2,798
Loan receivables	應收貸款	23,718	28,991
Loans to related companies	給予關連公司之貸款	2,680	-
		<b>30,484</b>	<b>31,789</b>

### 8. OTHER INCOME

### 8. 其他收入

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
An analysis of the Group's other income is as follows:	本集團之其他收入分析如下：		
Exchange gain	匯兌收益	58	92
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	564	-
Sundry income	雜項收入	8,035	5,571
		<b>8,657</b>	<b>5,663</b>

### 9. FINANCE COSTS

### 9. 融資成本

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Interest on obligations under finance leases	融資租約之承擔之利息	11	16
Interest on borrowings wholly repayable within five years	須於五年內全數償還借貸之利息	91,392	40,949
Effective interest on convertible notes	可換股票據之實計利息	61,857	41,663
Interest on promissory note and consideration note	承兌票據及代價票據之利息	3,205	16,022
Total finance costs	總融資成本	<b>156,465</b>	<b>98,650</b>
Less: amounts capitalised	減：已資本化款項	<b>(17,342)</b>	-
		<b>139,123</b>	<b>98,650</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 10. LOSS BEFORE TAXATION

### 10. 除稅前虧損

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Loss before taxation	除稅前虧損已扣除下列支出：		
has been arrived at after charging:			
Depreciation for property, plant and equipment	物業、機器及設備之折舊	58,455	52,912
Amortisation of other intangible assets (included in cost of sales)	其他無形資產之攤銷 (包括於銷售成本內)	2,608	-
Total depreciation and amortisation	折舊及攤銷總額	<b>61,063</b>	52,912
Allowance for bad and doubtful debts	呆壞賬撥備	3,974	737
Allowance for inventories	存貨撥備	1,381	-
Auditor's remuneration	核數師酬金	4,692	4,175
Cost of inventories recognised as expenses	已確認為支出之存貨成本	32,590	26,794
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	1,839	2,944
Loss on disposal of properties held for sale	出售待售物業之虧損	68	-
Minimum lease payments paid in respect of rented premises and equipment	已付租賃物業及設備之 最低租金付款	25,831	23,711
Share of tax of associates (included in share of results of associates)	應佔聯營公司稅項 (包括於應佔聯營公司業績內)	1,070	(1)
Staff costs	僱員成本	169,901	149,964
and after crediting:	並已計入：		
Gross rental income from hotel properties less outgoing of HK\$694,000 (2006: HK\$538,000)	扣除694,000港元支出 (二零零六年：538,000港元)後之 酒店物業之租金收入總額	<b>17,258</b>	14,180

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 11. DIRECTORS' REMUNERATION AND HIGHEST PAID EMPLOYEES

Details of emoluments paid by the Group to each of the directors are as follows:

### 11. 董事酬金及最高薪酬僱員

本集團支付予各董事之酬金詳情如下：

For the year ended 31 December 2007

截至二零零七年十二月三十一日止年度

		Fees HK\$'000 袍金 千港元	Salaries and other benefits HK\$'000 薪金及 其他福利 千港元	Share- based payment HK\$'000 以股份 支付款項 千港元	Retirement benefit scheme contributions HK\$'000 退休福利 計劃供款 千港元	Total emoluments HK\$'000 總酬金 千港元
Executive directors:	執行董事：					
Mr. Yu Kam Kee, Lawrence <i>B.B.S., M.B.E., J.P.</i> (resigned on 1 December 2007)	余錦基先生 B.B.S., M.B.E., J.P. (於二零零七年 十二月一日辭任)	-	-	254	-	254
Mr. Cheung Hon Kit (Note 1)	張漢傑先生(附註1)	-	-	254	-	254
Dr. Yap, Allan (Note 1)	Yap, Allan博士 (附註1)	-	-	254	-	254
Mr. Chan Pak Cheung, Natalis	陳百祥先生	-	-	95	-	95
Mr. Lui Siu Tsuen, Richard	呂兆泉先生	-	152	292	-	444
Independent non-executive directors:	獨立非執行董事：					
Mr. Kwok Ka Lap, Alva	郭嘉立先生	-	84	32	-	116
Mr. Poon Kwok Hing, Albert (appointed on 27 March 2007)	潘國興先生 (於二零零七年 三月二十七日獲委任)	38	-	-	-	38
Mr. Sin Chi Fai (resigned on 27 March 2007)	冼志輝先生 (於二零零七年 三月二十七日辭任)	13	-	16	-	29
Mr. Wong King Lam, Joseph (resigned on 31 October 2007)	黃景霖先生 (於二零零七年 十月三十一日辭任)	42	-	-	-	42
		93	236	1,197	-	1,526

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 11. DIRECTORS' REMUNERATION AND HIGHEST PAID EMPLOYEES (CONTINUED)

For the year ended 31 December 2006

### 11. 董事酬金及最高薪酬僱員 (續)

截至二零零六年十二月三十一日止年度

		Fees HK\$'000 袍金 千港元	Salaries and other benefits HK\$'000 薪金及 其他福利 千港元	Share- based payment HK\$'000 以股份 支付款項 千港元	Retirement benefit scheme contributions HK\$'000 退休福利 計劃供款 千港元	Total emoluments HK\$'000 總酬金 千港元
Executive directors:	執行董事:					
Mr. Yu Kam Kee, Lawrence <i>B.B.S., M.B.E., J.P.</i>	余錦基先生 B.B.S., M.B.E., J.P.	-	-	818	-	818
Mr. Cheung Hon Kit (Note 1)	張漢傑先生(附註1)	-	-	818	-	818
Dr. Yap, Allan (Note 1)	Yap, Allan博士(附註1)	-	-	818	-	818
Mr. Chan Pak Cheung, Natalis	陳百祥先生	-	-	307	-	307
Mr. Lui Siu Tsuen, Richard (Note 2)	呂兆泉先生(附註2)	-	-	941	-	941
Ms. Luk Yee Lin, Ellen	陸綺蓮女士	-	251	-	4	255
Non-executive director:	非執行董事:					
Mr. Chan Yeuk Wai	陳若偉先生	-	600	-	4	604
Independent non-executive directors:	獨立非執行董事:					
Mr. Kwok Ka Lap, Alva	郭嘉立先生	-	31	102	-	133
Mr. Sin Chi Fai	冼志輝先生	51	-	102	-	153
Mr. Wong King Lam, Joseph	黃景霖先生	50	-	-	-	50
		101	882	3,906	8	4,897

No directors waived any emoluments in the years ended 31 December 2006 and 2007.

截至二零零六年及二零零七年十二月三十一日止年度，概無任何董事放棄任何酬金。

Note 1: These directors are also directors of Hanny Holdings Limited or ITC Properties Group Limited, which are related companies of the Group. Their fees, salaries and other benefits are paid by the related companies and no amount has been charged to the Group for the services that these directors render to the Group.

附註1: 此等董事亦身兼錦興集團有限公司或德祥地產集團有限公司(兩間公司均為本集團之關連公司)之董事。彼等之袍金、薪金及其他福利由該等關連公司支付，故本集團並無就此等董事向本集團提供之服務扣除任何金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 11. DIRECTORS' REMUNERATION AND HIGHEST PAID EMPLOYEES (CONTINUED)

Note 2: This director is also a director of Hanny Holdings Limited, which is a related company of the Group. In 2006, his fees, salaries and other benefits were paid by the related company and no amount has been charged to the Group for the services that this director rendered to the Group.

Details of emoluments paid by the Group to the five highest paid individuals, excluding directors are as follows:

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Salaries and other benefits	薪金及其他福利	14,929	6,672
Retirement benefit scheme contributions	退休福利計劃供款	163	158
Share-based payment	以股份支付款項	335	1,381
		<b>15,427</b>	<b>8,211</b>

		2007 二零零七年	2006 二零零六年
Emoluments of the five highest paid individuals were within the following bands:	以下為五位最高薪酬人士之酬金組別:		
HK\$ 1,000,001 – HK\$ 1,500,000	1,000,001港元至1,500,000港元	2	3
HK\$ 1,500,001 – HK\$ 2,000,000	1,500,001港元至2,000,000港元	1	1
HK\$ 2,500,001 – HK\$ 3,000,000	2,500,001港元至3,000,000港元	1	1
HK\$ 8,000,001 – HK\$ 8,500,000	8,000,001港元至8,500,000港元	1	–

### 11. 董事酬金及最高薪酬僱員 (續)

附註2: 此董事亦身兼錦興集團有限公司(為本集團之關連公司)之董事。於二零零六年,彼之袍金、薪金及其他福利由該關連公司支付,故本集團並無就此董事向本集團提供之服務扣除任何金額。

本集團支付予五位最高薪酬人士(不包括董事)之酬金詳情載於下文:

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 12. TAXATION CREDIT

### 12. 稅項撥回

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Current tax:	即期稅項：		
Hong Kong	香港	(821)	-
Other jurisdictions	其他司法權區	(113)	-
		<b>(934)</b>	<b>-</b>
Underprovision in other jurisdictions in prior years	於過往年度其他司法權區之 撥備不足	(1)	(55)
Deferred tax (Note 43):	遞延稅項 (附註43)：		
Current year	本年度	(2,707)	1,946
Attributable to a change in the PRC enterprise income tax rate	中國企業所得稅率改變應佔	<b>50,273</b>	<b>-</b>
Taxation credit	稅項撥回	<b>46,631</b>	<b>1,891</b>

Hong Kong Profits Tax is calculated at 17.5% of the estimated assessable profit for the year ended 31 December 2007. No provision for Hong Kong Profits Tax had been made for the year ended 31 December 2006 as the Company or its subsidiaries either had no assessable profit for that year or the estimated assessable profits were wholly absorbed by tax losses brought forward.

香港利得稅以截至二零零七年十二月三十一日止年度之估計應課稅溢利按稅率17.5%計算。由於本公司或其附屬公司於截至二零零六年十二月三十一日止年度並無任何應課稅溢利或估計應課稅溢利已被全數計入稅項虧損結轉，故並無於該年度作出香港利得稅撥備。

Taxation arising in other jurisdictions during the year ended 31 December 2007 is calculated at the rates prevailing in the relevant jurisdictions.

截至二零零七年十二月三十一日止年度，於其他司法權區產生之稅項按有關司法權區之現行稅率計算。

On 16 March 2007, the People's Republic of China promulgated the Law of the People's Republic of China on Enterprise Income Tax (the "New Law") by Order No. 63 of the President of the People's Republic of China. On 6 December 2007, the State Council of the PRC issued Implementation Regulations of the New Law. The New Law and Implementation Regulations will change the tax rate from 33% to 25% for certain subsidiaries from 1 January 2008. The deferred tax balance has been adjusted to reflect the tax rates that are expected to apply to the respective periods when the asset is realised or the liability is settled.

於二零零七年三月十六日，中華人民共和國根據中華人民共和國總理令第63號頒佈中華人民共和國企業所得稅法（「新法例」）。於二零零七年十二月六日，中國國務院發出新法例之實施規定。根據新法例及實施規定，由二零零八年一月一日起，若干附屬公司之稅率會由33%改為25%。遞延稅項結餘已作調整，以反映預期於變現資產或清償負債之各期間應用之稅率。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 12. TAXATION CREDIT (CONTINUED)

Taxation credit for the year can be reconciled to the loss before taxation per the consolidated income statement as follows:

### 12. 稅項撥回 (續)

本年度之稅項撥回可與綜合收益表之除稅前虧損進行對賬如下:

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Loss before taxation	除稅前虧損	<b>(42,143)</b>	(81,295)
Tax at the domestic income tax rate of 17.5% (2006: 17.5%)	按本地所得稅率17.5% (二零零六年: 17.5%)計算之稅項	<b>7,375</b>	14,227
Tax effect of share of results of associates	應佔聯營公司業績之稅務影響	<b>(7,856)</b>	(3)
Tax effect of share of results of a jointly controlled entity	應佔一家共同控制實體業績之稅務影響	<b>(114)</b>	-
Tax effect of expenses that are not deductible in determining taxable profit	於釐定應課稅溢利時不可扣減之開支之稅務影響	<b>(54,019)</b>	(29,891)
Tax effect of income that is not taxable in determining taxable profit	於釐定應課稅溢利時毋須課稅之收入之稅務影響	<b>30,961</b>	14,155
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	<b>(4,629)</b>	(14,859)
Tax effect of tax losses utilised but not previously recognised	已動用但之前未確認之稅務虧損之稅務影響	<b>33,715</b>	10,489
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司不同稅率之影響	<b>(9,074)</b>	7,828
Underprovision in prior years	過往年度之撥備不足	<b>(1)</b>	(55)
Decrease in opening deferred tax liability resulting from a decrease in applicable rate	適用稅率下調導致年初遞延稅項負債之減少	<b>50,273</b>	-
Taxation credit for the year	本年度之稅項撥回	<b>46,631</b>	1,891

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 13. DIVIDENDS

### 13. 股息

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Dividend recognised as distribution during the year	年內確認為分派之股息		
Ordinary shares:	普通股:		
Final – dividend for 2006 of HK1.5 cents per share	末期股息 – 二零零六年股息 每股1.5港仙 (二零零六年:		
(2006: Final – dividend for 2005 of HK1.5 cents per share)	末期股息 – 二零零五年 股息每股1.5港仙)	<b>11,908</b>	<b>9,188</b>

A final dividend for the year of HK0.5 cent (2006: HK1.5 cents) per share has been proposed by the directors and is subject to approval by the shareholders in the forthcoming general meeting.

董事建議派付本年度末期股息每股0.5港仙 (二零零六年: 1.5港仙), 有關股息須經股東於應屆股東大會上批准。

The Company proposed that a scrip dividend option will be offered to all shareholders.

本公司建議向全體股東提呈以股代息計劃以供選擇。

During the year, scrip dividend alternatives were offered in respect of the 2006 final dividends. These scrip dividend alternatives were accepted by the shareholders, as follows:

年內, 就二零零六年末期股息提出以股代息之替代方式。股東接納此等以股代息之替代方式如下:

		2006 Final dividend HK\$'000 二零零六年 末期股息 千港元
Dividends:	股息:	
Cash	現金	11,739
Share alternative	以股份替代	169
		<b>11,908</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 14. LOSS PER SHARE

The calculation of the basic loss per share is based on the following data:

### 14. 每股虧損

每股基本虧損乃按下列數據計算：

	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Loss attributable to the equity holders of the parent for the purpose of basic loss per share	(16,199)	(71,748)
	<b>Number of shares</b> 股份數目	
Weighted average number of ordinary shares for the purpose of basic loss per share	<b>1,075,590,318</b>	556,934,054

The calculation of diluted loss per share for the years ended 31 December 2006 and 2007 has not assumed the conversion of the Company's convertible notes and exercise of the share options as these potential ordinary shares are anti-dilutive during both years.

於計算截至二零零六年及二零零七年十二月三十一日止年度之每股攤薄虧損時並無假設兌換本公司可換股票據及行使購股權，乃由於此等潛在普通股於該兩個年度均具反攤薄之影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、機器及設備

		Leasehold land and buildings	Hotel properties	Properties under construction	Furniture and fixtures	Leasehold improvements	Motor vehicles	Office equipment and machinery	Vessels	Construction in progress	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		租賃 土地及樓宇	酒店物業	在建物業	傢俬 及裝置	租賃 物業裝修	汽車	辦公室 設備及機器	船隻	在建工程	合計
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>COST</b>	<b>成本</b>										
At 1 January 2006	於二零零六年一月一日	38,025	1,625,115	46,728	57,544	37,831	7,057	27,143	17,696	-	1,857,139
Currency realignment	幣值調整	-	42,471	-	1,880	1,253	211	3,001	-	-	48,816
Disposal of subsidiaries	出售附屬公司	-	-	-	-	(37)	-	(44)	-	-	(81)
Additions	添置	-	-	-	3,993	9,753	1,846	2,006	86	-	17,684
Disposals	出售	-	-	-	(7,110)	(3,055)	(1,280)	(1,743)	-	-	(13,188)
Reclassified to assets classified as held for sale	重新分類為持作出售資產	(4,800)	-	-	(36)	-	-	-	-	-	(4,836)
At 31 December 2006	於二零零六年十二月三十一日	33,225	1,667,586	46,728	56,271	45,745	7,834	30,363	17,782	-	1,905,534
Currency realignment	幣值調整	-	77,681	-	2,944	2,486	431	5,028	-	-	88,570
Acquisition of subsidiaries	收購附屬公司	-	225,500	-	608	-	269	3,921	-	300,269	530,567
Additions	添置	6,083	-	-	3,899	47,596	3,379	3,227	9	37,501	101,694
Disposals	出售	-	-	(46,728)	(9,364)	(1,093)	(3,453)	(788)	(6,533)	-	(67,959)
Reclassified to assets classified as held for sale	重新分類為持作出售資產	-	-	-	-	-	(303)	(251)	-	-	(554)
<b>At 31 December 2007</b>	<b>於二零零七年十二月三十一日</b>	<b>39,308</b>	<b>1,970,767</b>	<b>-</b>	<b>54,358</b>	<b>94,734</b>	<b>8,157</b>	<b>41,500</b>	<b>11,258</b>	<b>337,770</b>	<b>2,557,852</b>
<b>DEPRECIATION AND IMPAIRMENT</b>	<b>折舊及減值</b>										
At 1 January 2006	於二零零六年一月一日	17,056	61,740	8,328	27,204	12,263	1,712	19,981	5,995	-	154,279
Currency realignment	幣值調整	-	4,223	-	1,504	408	140	2,347	-	-	8,622
Provided for the year	本年度撥備	478	31,690	-	4,852	8,817	1,462	4,947	666	-	52,912
(Reversal of) impairment loss in the income statement	於收益表(撥回)減值虧損	(894)	-	3,800	-	-	-	-	-	-	2,906
Eliminated on disposals	出售時撇除	-	-	-	(4,278)	(2,887)	(404)	(1,676)	-	-	(9,245)
Eliminated on disposal of subsidiaries	出售附屬公司時撇除	-	-	-	-	(6)	-	(6)	-	-	(12)
Reclassified to assets classified as held for sale	重新分類為持作出售資產	(2,300)	-	-	(2)	-	-	-	-	-	(2,302)
At 31 December 2006	於二零零六年十二月三十一日	14,340	97,653	12,128	29,280	18,595	2,910	25,593	6,661	-	207,160
Currency realignment	幣值調整	-	9,631	-	2,530	1,358	337	4,217	-	-	18,073
Provided for the year	本年度撥備	467	37,330	-	3,496	10,341	1,555	4,742	524	-	58,455
Reversal of impairment loss in the income statement	於收益表撥回減值虧損	(2,137)	-	-	-	-	-	-	-	-	(2,137)
Eliminated on disposals	出售時撇除	-	-	(12,128)	(7,983)	(1,093)	(1,947)	(742)	(730)	-	(24,623)
Reclassified to assets classified as held for sale	重新分類為持作出售資產	-	-	-	-	-	(5)	(11)	-	-	(16)
<b>At 31 December 2007</b>	<b>於二零零七年十二月三十一日</b>	<b>12,670</b>	<b>144,614</b>	<b>-</b>	<b>27,323</b>	<b>29,201</b>	<b>2,850</b>	<b>33,799</b>	<b>6,455</b>	<b>-</b>	<b>256,912</b>
<b>CARRYING VALUES</b>	<b>賬面值</b>										
At 31 December 2007	於二零零七年十二月三十一日	26,638	1,826,153	-	27,035	65,533	5,307	7,701	4,803	337,770	2,300,940
At 31 December 2006	於二零零六年十二月三十一日	18,885	1,569,933	34,600	26,991	27,150	4,924	4,770	11,121	-	1,698,374

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 15. PROPERTY, PLANT AND EQUIPMENT

(CONTINUED)

The above items of property, plant and equipment are depreciated on a straight line basis at the following rates per annum:

Leasehold land and buildings	Over the shorter of remaining unexpired terms of the leases and 2.5%
Hotel properties	Over the shorter of remaining unexpired terms of the leases and 2.5%
Furniture and fixtures	10% – 20%
Leasehold improvements	10% – 20% or the term of the lease or land use rights, if shorter
Motor vehicles	8.33% – 20%
Office equipment and machinery	20%
Vessels	5%

An analysis of the properties of the Group held at the balance sheet date is as follows:

### 15. 物業、機器及設備 (續)

以上物業、機器及設備項目乃按直線基準以下列年率折舊：

租賃土地及樓宇	按租約剩餘年期或 2.5% (以較短者為準)
酒店物業	按租約剩餘年期或 2.5% (以較短者為準)
傢俬及裝置	10%-20%
租賃物業裝修	10%-20% (或租賃或土地使用權之年期，以較短者為準)
汽車	8.33%-20%
辦公室設備及機器	20%
船隻	5%

本集團於結算日所持有之物業分析如下：

		Leasehold land and buildings		Hotel properties		Properties under construction	
		2007	2006	2007	2006	2007	2006
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		租賃土地及樓宇	租賃土地及樓宇	酒店物業	酒店物業	在建物業	在建物業
		二零零七年 千港元	二零零六年 千港元	二零零七年 千港元	二零零六年 千港元	二零零七年 千港元	二零零六年 千港元
Long leases in Hong Kong	於香港之長期租約	<b>14,700</b>	13,865	<b>603,548</b>	609,202	–	–
Medium term leases in Hong Kong	於香港之中期租約	<b>5,890</b>	5,020	–	–	–	–
Medium term leases in the PRC (note b)	於中國之中期租約 (附註 b)	<b>6,048</b>	–	<b>1,222,605</b>	960,731	–	34,600
		<b>26,638</b>	18,885	<b>1,826,153</b>	1,569,933	–	34,600

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 15. PROPERTY, PLANT AND EQUIPMENT

(CONTINUED)

Notes:

- (a) Included in the hotel properties at the balance sheet date is a hotel property with a carrying value of HK\$149,056,000 (2006: HK\$144,025,000) situated in Luoyang, the PRC. The land use rights of the hotel property is currently held by Luoyang Power Supply Bureau, a minority shareholder of the subsidiary holding the hotel property. Pursuant to a land use rights agreement entered into between Luoyang Power Supply Bureau and the subsidiary on 15 April 1999 (before the Group acquired the said subsidiary in 2004), Luoyang Power Supply Bureau agreed to permit the said subsidiary to use the land upon which the hotel property is now situated for a term commencing from April 1999 to April 2049 for hotel use.
- (b) Included in the hotel properties held under medium term leases in the PRC of HK\$1,222,605,000 (2006: HK\$960,731,000) is a hotel property with a carrying value of approximately HK\$221,357,000 (2006: HK\$213,781,000) of which a subsidiary of the Company has been granted the right to operate and manage the hotel in Guangzhou, the PRC for a period from January 1987 to January 2017, and subject to certain conditions to be fulfilled by the subsidiary, the operating period may be extended for a further period of 20 years.

The carrying value of motor vehicles, and office equipment and machinery of the Group held under finance leases as at 31 December 2007 was HK\$230,000 (2006: HK\$99,000).

Depreciation expense on hotel properties of HK\$37,330,000 (2006: HK\$31,690,000) are included in administrative expenses during the year.

### 15. 物業、機器及設備 (續)

附註:

- (a) 於結算日之酒店物業包括於中國洛陽市賬面值達149,056,000港元(二零零六年:144,025,000港元)之酒店物業。該酒店物業之土地使用權現時由持有該酒店物業之附屬公司之少數股東洛陽市電業局持有。根據洛陽市電業局及該附屬公司於一九九九年四月十五日訂立之土地使用權協議(於本集團在二零零四年收購該附屬公司前),洛陽市電業局同意批准上述附屬公司使用該酒店物業現時座落之土地,為期由一九九九年四月至二零四九年四月,以作酒店用途。
- (b) 於中國以中期租約持有之1,222,605,000港元(二零零六年:960,731,000港元)酒店物業包括一間賬面值約221,357,000港元(二零零六年:213,781,000港元)之酒店物業,而本公司之附屬公司獲授予該間位於中國廣州市之酒店之經營及管理權,為期一九八七年一月至二零一七年一月,而在若干該附屬公司須予達成之條件規限下,經營期可進一步延長二十年。

於二零零七年十二月三十一日,本集團以融資租約持有之汽車、辦公室設備及機器之賬面值為230,000港元(二零零六年:99,000港元)。

酒店物業之折舊開支37,330,000港元(二零零六年:31,690,000港元)已包括於年內之行政開支。

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 16. INVESTMENT PROPERTIES

### 16. 投資物業

		HK\$'000 千港元
<b>FAIR VALUE</b>	<b>公平價值</b>	
At 1 January 2006 and 31 December 2006	於二零零六年一月一日及二零零六年十二月三十一日	-
Acquired on acquisition of a subsidiary	收購一家附屬公司時所購入	174,938
<b>At 31 December 2007</b>	<b>於二零零七年十二月三十一日</b>	<b>174,938</b>

The fair value of the Group's investment properties at 31 December 2007 has been arrived at on the basis of a valuation carried out on that date by Norton Appraisals Limited, independent qualified professional valuers not connected with the Group. Norton Appraisals Limited is a member of the Hong Kong Institute of Surveyors, and have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation was arrived at by reference to market evidence of transaction prices for similar properties.

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

The investment property of the Group was held under medium-term leasehold land in the PRC.

本集團投資物業於二零零七年十二月三十一日之公平價值乃根據與本集團並無關連之獨立合資格專業估值師普敦國際評估有限公司於該日進行之估值釐定。普敦國際評估有限公司為香港測量師學會會員，擁有適當資格，最近亦有評估相關地區類似物業價值之經驗。有關估值乃經參考類似物業之交易價格市場憑證達致。

本集團為賺取租金或資本增值而根據經營租約持有之所有物業權益，均使用公平價值模式計量，並以投資物業分類及入賬。

本集團之投資物業根據於中國之中期租賃土地持有。

### 17. INTERESTS IN ASSOCIATES

### 17. 於聯營公司之權益

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Cost of investments in associates	於聯營公司之投資成本		
Tradeable on the Pink Sheets in the United States of America	可於美國粉紅價單買賣	<b>94,983</b>	57,982
Other unlisted investments	其他非上市投資	<b>14,786</b>	14,786
Share of post-acquisition losses	應佔收購後虧損	<b>(43,625)</b>	1,266
		<b>66,144</b>	74,034

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 17. INTERESTS IN ASSOCIATES (CONTINUED)

Particulars of the Group's associates as at 31 December 2007 and 2006 are as follows:

### 17. 於聯營公司之權益 (續)

本集團之聯營公司於二零零七年及二零零六年十二月三十一日之詳情如下:

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation and operation 註冊成立及營業地點	Issued and paid up share capital/ registered capital '000 已發行及已繳足股本/註冊資本 千元	Proportion of issued/registered capital held by the Group 2007 2006 本集團持有已發行/ 註冊資本比率 二零零七年 二零零六年		Principal activities 主要業務
Advantmark Holdings Limited	Limited liability company	British Virgin Islands	US\$-	49%	-	Hotel management services
Advantmark Holdings Limited	有限責任公司	英屬維爾京群島	一美元	49%	-	酒店管理服務
Ananda Travel Service (Aust.) Pty. Limited	Limited liability company	Australia	A\$400	40%	40%	Travel and related services
Ananda Travel Service (Aust.) Pty. Limited	有限責任公司	澳洲	400澳元	40%	40%	旅遊及相關服務
Champion Universal Group Limited	Limited liability company	British Virgin Islands	US\$-	49%	-	Leisure club operations
Champion Universal Group Limited	有限責任公司	英屬維爾京群島	一美元	49%	-	經營休閒會所業務
Hypermach Limited	Limited liability company	British Virgin Islands	US\$-	49%	-	Hotel management services
Hypermach Limited	有限責任公司	英屬維爾京群島	一美元	49%	-	酒店管理服務
Sino Express Travel Limited	Limited liability company	Unites States of America	US\$84	48%	42%	Travel and related services
Sino Express Travel Limited	有限責任公司	美國	84美元	48%	42%	旅遊及相關服務
Travoo International Limited	Limited liability company	British Virgin Islands	US\$6,120	50%	50%	Investment holding
Travoo International Limited	有限責任公司	英屬維爾京群島	6,120美元	50%	50%	投資控股
Wing On International Travel Service Ltd. Guangdong	Sino-foreign equity joint venture	PRC	RMB5,000	49%	49%	Travel and related services
廣東永安國際旅行社有限公司	中外合資公司	中國	5,000人民幣	49%	49%	旅遊及相關服務
Winner World Group Limited	Limited liability company	British Virgin Islands	US\$-	20%	20%	Investment holding
Winner World Group Limited	有限責任公司	英屬維爾京群島	一美元	20%	20%	投資控股



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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 17. INTERESTS IN ASSOCIATES (CONTINUED)

On 31 August 2006, the Group disposed of its entire 100% interest in Guangzhou Travel Information Systems Network Limited ("GZTI"), a wholly foreign owned enterprise ("WFOE") established under the laws of the PRC, and its shareholder's loan amounting to HK\$51,419,000 to Sino Express Travel Limited ("Sino") at a consideration of US\$7,500,000 equivalent to approximately HK\$58,519,000. The consideration was settled by Sino Express Travel Limited ("Sino USA") issuing to the Group a total of 32,608,696 common shares of common stock in Sino USA. Sino USA is a company incorporated in the United States of America with its shares traded on the Pink Sheets in the United States of America. The consideration shares represented approximately 38.99% of the issued share capital of Sino USA. Before the completion, the Group held 2,500,000 common share of Sino USA. After completion, the Group held a total of 35,108,696 common shares of Sino USA and Sino USA became an associate of the Group. At 31 December 2006, the Group was in the process of assessing the identifiable intangible assets of Sino USA at date of completion; thus, the allocation of the goodwill of HK\$29,610,000 arising on acquisition of associates and included in the cost of investment in associates as at 31 December 2006 was preliminary and subject to the revision once the Group completes its valuation exercise.

### 17. 於聯營公司之權益 (續)

於二零零六年八月三十一日，本集團全數出售其於Guangzhou Travel Information Systems Network Limited (「GZTI」) 之100% 權益 (GZTI為一間根據中國法律成立之外商獨資企業)，及該公司之股東貸款51,419,000港元予Sino Express Travel Limited (「Sino」)，代價為7,500,000美元 (相等於約58,519,000港元)。有關之代價乃以Sino Express Travel Limited (「Sino USA」) 向本集團發行其普通股股本合共32,608,696股普通股償付。Sino USA是一間於美國註冊成立之公司，其股份於美國之粉紅價單上買賣。作為代價之股份約佔Sino USA已發行股本38.99%。完成前，本集團持有Sino USA 2,500,000股普通股。完成後，本集團持有Sino USA合共35,108,696股普通股，而Sino USA成為本集團之聯營公司。於二零零六年十二月三十一日，本集團對完成之日Sino USA之可識別無形資產進行評估，因此，收購聯營公司所產生並於二零零六年十二月三十一日計入於聯營公司之投資成本之商譽29,610,000港元之分配純粹屬初步性質，本集團完成評估後將隨即修改。

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 17. INTERESTS IN ASSOCIATES (CONTINUED)

During the year, the Group has completed its valuation exercise and the provisional goodwill of HK\$29,610,000 recognised previously has been impaired and included in share of loss of associates. As at 31 December 2007, included in the cost of investment in associates is provisional goodwill of HK\$17,484,000 (2006: HK\$29,610,000) arising on acquisition of additional interest in associates.

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

### 17. 於聯營公司之權益 (續)

年內，本集團已完成上述評估，而之前已確認之臨時商譽29,610,000港元經已減值，並計入應佔聯營公司虧損內。於二零零七年十二月三十一日，計入於聯營公司之投資成本為收購聯營公司額外權益所產生之臨時商譽17,484,000港元（二零零六年：29,610,000港元）。

本集團聯營公司之財務資料摘要載列如下：

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Total assets	資產總值	619,596	273,268
Total liabilities	負債總額	(505,554)	(168,037)
Net assets	資產淨值	114,042	105,231
Share of net assets	應佔資產淨值	48,660	44,424
Turnover	營業額	135,020	408,129
(Loss) profit for the year	本年度(虧損)溢利	(28,698)	4,590
Share of results of associates for the year	本年度應佔聯營公司業績	(44,891)	(19)

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 18. INTERESTS IN A JOINTLY CONTROLLED ENTITY

As at 31 December 2007, the Group had interests in the following jointly controlled entity:

### 18. 於一家共同控制實體之權益

於二零零七年十二月三十一日，本集團於下列共同控制實體擁有權益：

Name of entity	Form of business structure	Place and date of establishment	Registered capital '000	Paid up capital '000	Proportion of registered capital held by the Group indirectly % 本集團間接持有註冊資本比率 %	Principal activity
實體名稱	業務架構形式	成立地點及日期	註冊資本 千元	已繳足股本 千元		主要業務
Tanggula RaiHours Limited	Limited liability company	PRC 13 December 2006	RMB102,040	RMB59,540	49%	Conducting a tour train service related business on the Qinghai – Tibet railway and other railways in the PRC
唐古拉旅游列車有限公司	有限責任公司	中國 二零零六年 十二月十三日	102,040人民幣	59,540人民幣	49%	於中國青藏鐵路及其他鐵路提供列車旅遊服務相關業務

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### 18. INTERESTS IN A JOINTLY CONTROLLED ENTITY (CONTINUED)

Cost of unlisted investment in a jointly controlled entity	於一家共同控制實體之非上市投資成本
Share of post-acquisition loss	應佔收購後虧損

### 18. 於一家共同控制實體之權益 (續)

2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
6,979	—
(650)	—
<b>6,329</b>	—

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

本集團使用權益法計算於共同控制實體之權益之財務資料摘要載列如下：

Current assets	流動資產
Non-current assets	非流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債
Income	收入
Expenses	支出

2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
5,639	—
949	—
259	—
—	—
7	—
657	—

### 19. AVAILABLE-FOR-SALE INVESTMENTS

Equity securities	股本證券
Unlisted shares, at cost	非上市股份·按成本值
Less: Impairment losses recognised	減: 已確認之減值虧損

### 19. 可供出售投資

2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
283,160	99,460
(33,168)	(26,728)
<b>249,992</b>	<b>72,732</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 19. AVAILABLE-FOR-SALE INVESTMENTS

(CONTINUED)

Particulars of the Group's major available-for-sale investments as at 31 December 2007 and 2006 are as follows:

### 19. 可供出售投資 (續)

於二零零七年及二零零六年十二月三十一日本集團之主要可供出售投資之詳情如下:

Name of entity 實體名稱	Place of incorporation and operation 註冊成立及經營地點	Paid up capital/registered capital '000 繳足股本/ 註冊資本 千元	Proportion of paid up/registered capital held by the subsidiaries 附屬公司持有繳足股本/ 註冊資本之比例		Interest attributable to the Group 2007 2006 本集團應佔權益		Principal activities 主要業務
			2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年	
Guangxi Guijia Property Management Company Limited ("Guangxi Guijia") (Note 1) 廣西桂嘉物業管理有限公司 (「廣西桂嘉」)(附註1)	PRC 中國	US\$8,021 8,021美元	26% 26%	26% 26%	18.2% 18.2%	18.2% 18.2%	Property holding and operation of leisure services 持有物業及經營休閒服務
Smartshine Holdings Ltd. Smartshine Holdings Ltd.	British Virgin Islands/PRC 英屬維爾京群島 /中國	US\$– –美元	19% 19%	– –	19% 19%	– –	Investment holding 投資控股
Newskill Investments Ltd. Newskill Investments Ltd.	British Virgin Islands/PRC 英屬維爾京群島 /中國	US\$1 1美元	3.5% 3.5%	– –	3.5% 3.5%	– –	Property investment 物業投資
廣州銀豪地產開發有限公司 (Note 2) 廣州銀豪地產開發有限公司 (附註2)	PRC 中國	US\$8,000 8,000美元	25% 25%	– –	25% 25%	– –	Property investment 物業投資
More Cash Ltd. More Cash Ltd.	British Virgin Islands/PRC 英屬維爾京群島 /中國	US\$1 1美元	3.5% 3.5%	– –	3.5% 3.5%	– –	Property investment 物業投資
Ally Fortune Investments Ltd. Ally Fortune Investments Ltd.	British Virgin Islands/PRC 英屬維爾京群島 /中國	US\$1 1美元	3.5% 3.5%	– –	3.5% 3.5%	– –	Property investment 物業投資

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 19. AVAILABLE-FOR-SALE INVESTMENTS

(CONTINUED)

The above unlisted investments represent investments in unlisted equity securities issued by private entities established in the PRC and the British Virgin Islands. They are measured at cost less impairment at each balance sheet date because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

Notes:

1. Though a subsidiary of the Group holds a 26% interest in Guangxi Guijia, the directors considered that the Group cannot exercise significant influence on the financial and operating policies of Guangxi Guijia and accordingly, it is classified as an available-for-sale investment. At 31 December 2007, the directors of the Company reviewed its carrying amount and the present value of the estimated future cash flows expected to arise from the investment and considered that it is unlikely to recover the interest in Guangxi Guijia. Accordingly an impairment loss of HK\$6,440,000 (2006: HK\$19,902,000) was recognised in the consolidated income statement to write down the carrying amount of the investment to its recoverable amount.
2. Though a subsidiary of the Group holds a 25% beneficial interest in 廣州銀豪地產開發有限公司(「廣州銀豪」), the directors considered that the Group cannot exercise significant influence on the financial and operating policies of 廣州銀豪 and accordingly, it is classified as an available-for-sale investment.

### 19. 可供出售投資(續)

上述非上市投資指於中國及英屬維爾京群島成立之私人實體發行之非上市股本證券之投資。由於該等投資之合理公平價值估計範圍頗大，本公司董事認為不能可靠地計量有關公平價值，故該等投資於各結算日按成本值減減值計算。

附註：

1. 雖然本集團一間附屬公司持有廣西桂嘉26%之權益，惟董事認為本集團不能對廣西桂嘉之財務及經營決策行使重大影響力，故廣西桂嘉乃被分類為一項可供出售投資。於二零零七年十二月三十一日，本公司董事已審閱投資之賬面值及預期自該項投資中產生之估計未來現金流量現值，並認為收回廣西桂嘉權益之機會不大。因此，在綜合收益表中確認一筆為數6,440,000港元(二零零六年：19,902,000港元)之減值虧損，以撇減投資之賬面值至其可收回金額。
2. 雖然本集團一間附屬公司持有廣州銀豪地產開發有限公司(「廣州銀豪」)25%之實益權益，惟董事認為本集團不能對廣州銀豪之財務及經營決策行使重大影響力，故廣州銀豪乃被分類為一項可供出售投資。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 20. GOODWILL

### 20. 商譽

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
<b>COST</b>	<b>成本值</b>		
At 1 January	於一月一日	<b>50,021</b>	50,862
Arising on acquisition of a subsidiary (note 50 a & b)	收購一間附屬公司而產生 (附註50a及b)	<b>52,628</b>	-
Eliminated on disposal of a subsidiary (note 49)	出售一間附屬公司時對銷 (附註49)	-	(841)
Reclassified to assets classified as held for sale (note 33)	重新分類為持作出售資產 (附註33)	<b>(85,944)</b>	-
At 31 December	於十二月三十一日	<b>16,705</b>	50,021
<b>IMPAIRMENT</b>	<b>減值</b>		
At 1 January	於一月一日	<b>(5,808)</b>	-
Impairment loss recognised for the year	本年度已確認之減值虧損	<b>(11,214)</b>	(5,808)
Eliminated on reclassified to assets as held for sale (note 33)	重新分類為持作出售 資產時對銷(附註33)	<b>13,022</b>	-
At 31 December	於十二月三十一日	<b>(4,000)</b>	(5,808)
<b>CARRYING VALUES</b>	<b>賬面值</b>		
At 31 December	於十二月三十一日	<b>12,705</b>	44,213

Particulars regarding impairment testing on goodwill are disclosed in note 21.

有關商譽減值測試之詳情於附註21中披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 21. IMPAIRMENT TESTING ON GOODWILL

As explained in note 6, the Group uses business segments as its primary segment for reporting segment information. For the purpose of impairment testing, goodwill as set out in note 20 have been allocated to the cash generating units ("CGU") of Sichuan Henxin Tour Co., Ltd. ("Sichuan Henxin") of HK\$12,705,000 (2006: Nil) and the online booking exchange platform business of International Travel Systems Inc. ("ITS") of Nil (2006: HK\$44,213,000). All of these companies are engaged in travel and related service segment.

The recoverable amount of these CGUs has been determined on the basis of value in use calculation. The key assumptions for the value in use calculation are those regarding the discount rates, growth rates and expected changes to revenue and direct costs during the year. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates are based on industry growth forecasts. Changes in revenue and direct costs are based on past practices and expectations of future changes in the market.

The directors reviewed the business valuation, the anticipated profitability and the anticipated future operating cash flow of Sichuan Henxin and the online booking exchange business of ITS. With reference to the financial results and the online booking exchange platform business operated by ITS, the directors of the Company identified an impairment loss in respect of goodwill of approximately HK\$5,808,000 for the year ended 31 December 2006 and such an amount was dealt with in the consolidated income statement for that year. The goodwill impairment review was based on cash flow forecasts derived from the most recent financial budgets for the next five years approved by management using a discount rate of 15.7%. The cash flows beyond the five year period had been extrapolated using a steady 5% per annum growth rate.

### 21. 商譽減值測試

如附註6所解釋，本集團利用業務分類作為其呈報分類資料之主要分類。就減值測試而言，載於附註20之商譽中12,705,000港元（二零零六年：無）已獲分配至四川恒信旅游有限責任公司（「四川恒信」）之現金產生單位（「現金產生單位」），及零港元（二零零六年：44,213,000港元）則分配至International Travel Systems Inc.（「ITS」）之網上訂位交易平台業務。該等公司均從事旅遊及相關服務分類。

此等現金產生單位之可收回金額乃按使用價值釐定。計算使用價值所作出主要假設關於貼現率、增長率以及年內收入和直接成本之預計變動。管理層採用除稅前比率估計貼現率，該比率反映市場現時對貨幣時間值以及現金產生單位特有風險之評估。增長率以業內增長預測為基準。收入及直接成本之變動根據慣例及對市場未來變動之期望作出估計。

董事已審閱四川恒信之業務估值、預期盈利能力及預期日後營運現金流量及ITS之網上訂位交易平台業務。根據ITS之財務業績及網上訂位交易平台業務運作，本公司董事於截至二零零六年十二月三十一日止年度識別約5,808,000港元之商譽減值虧損，而有關金額已於該年度之綜合收益表中處理。商譽乃根據經管理層批准之未來五年最新財務預算所得之現金流量預測，按貼現率15.7%進行減值檢討。五年期後之現金流量乃以5%之穩定年增長率進行估計。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 21. IMPAIRMENT TESTING ON GOODWILL

(CONTINUED)

In December 2007, the Group entered into an agreement with an independent third party to dispose of such online booking exchange platform business for a consideration of HK\$37,000,000 and accordingly, a goodwill impairment loss of approximately HK\$7,214,000 was recognised in the consolidated income statement for the year ended 31 December 2007 and the net carrying amount of such goodwill of approximately HK\$36,988,000 is re-classified as assets reclassified as held for sale as of 31 December 2007 (note 33).

The goodwill impairment review on Sichuan Henxin was based on cash flow forecasts derived from the most recent financial budgets for the next five years approved by management using a discount rate of 16%. The cash flows beyond the five year period have been extrapolated for indefinite period using a steady 10% per annum growth rate. The directors reviewed the business valuation, the anticipated profitability and the anticipated future operating cash flow of Sichuan Henxin. With reference to the financial results and business operated by Sichuan Henxin, the directors of the Company identified an impairment loss in respect of goodwill of approximately HK\$4,000,000 for the year ended December 31, 2007 and such an amount was dealt with in the consolidated income statement for the year. As disclosed in note 50 (a), the Group is in the process of assessing the fair value of the identified intangible assets of Sichuan Henxin at the date of acquisition; thus the amount of goodwill disclosed herein is preliminary and subject to revision once the Group completes its valuation exercise.

### 21. 商譽減值測試 (續)

於二零零七年十二月，本集團與一名獨立第三方訂立一份協議，出售上述網上訂位交易平台業務，作價37,000,000港元，因此，約7,214,000港元之商譽減值虧損已於截至二零零七年十二月三十一日止年度在綜合收益表內確認，而有關商譽約36,988,000港元之賬面淨值已於二零零七年十二月三十一日重新分類為持作出售資產（附註33）。

四川恒信之商譽乃根據經管理層批准之未來五年最新財務預算所得之現金流量預測，按貼現率16%進行減值檢討。五年期後之現金流量乃以10%之穩定年增長率進行無限期之估計。董事已審閱四川恒信之業務估值、預期盈利能力及預期日後營運現金流量。根據四川恒信之財務業績及業務運作，本公司董事於截至二零零七年十二月三十一日止年度識別約4,000,000港元之商譽減值虧損，而有關金額已於本年度之綜合收益表中處理。如附註50(a)所披露，本集團現正對收購之日四川恒信之已識別無形資產之公平價值進行評估，因此，本文所披露之商譽金額純粹屬初步性質，本集團完成評估後將隨即修改。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 22. OTHER INTANGIBLE ASSETS

### 22. 其他無形資產

		Railway intangibles HK\$'000 鐵路 無形資產 千港元	Hotel operating agreements HK\$'000 酒店經營 協議 千港元	Total HK\$'000 合計 千港元
<b>COST</b>	<b>成本值</b>			
At 1 January 2006 and 31 December 2006	於二零零六年 一月一日及 二零零六年 十二月三十一日	-	-	-
Acquired on acquisition of subsidiaries	收購附屬公司時收購	352,302	116,592	468,894
<b>At 31 December 2007</b>	<b>於二零零七年 十二月三十一日</b>	352,302	116,592	468,894
<b>AMORTISATION</b>	<b>攤銷</b>			
At 1 January 2006 and 31 December 2006	於二零零六年 一月一日及 二零零六年 十二月三十一日	-	-	-
Charge for the year	本年度支出	-	2,608	2,608
<b>At 31 December 2007</b>	<b>於二零零七年 十二月三十一日</b>	-	2,608	2,608
<b>CARRYING VALUE</b>	<b>賬面值</b>			
<b>At 31 December 2007</b>	<b>於二零零七年 十二月三十一日</b>	352,302	113,984	466,286
At 31 December 2006	於二零零六年 十二月三十一日	-	-	-

The above classes of intangible assets have finite useful lives. Such intangible assets are amortised on a straight line basis over the following periods:

以上無形資產類別均具有有限可使用年期。該等無形資產乃按直線基準以下列年期攤銷：

Railway intangibles	16 years
Hotel operating agreements	10 years to 15 years

鐵路無形資產	16年
酒店經營協議	10年至15年

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 22. OTHER INTANGIBLE ASSETS (CONTINUED)

Railway intangibles comprise exclusive rights, trademark and affiliation agreement. The exclusive rights entitle the Group to conduct an exclusive tour train service related business on the Qinghai-Tibet Railway in the PRC, which include conducting tour related services, engaging in food and beverage service and lodging business, for a contractual period of 16 years from the date of commencement of the railway operation. The trademark allows the Group to use the brand "Tangula" and "Tangula Express" for railway operation while the affiliation agreement is with an international hotel management chain which provides hospitality services on the train and enables the Group to enhance its brand attractiveness of the train operations and to capture the potential customers base of the international hotel management chain. As the railway operation is expected to be launched in the third-quarter of 2008, the related amortisation has not yet commenced.

The hotel operating agreements entitle the Group to manage and operate certain hotels operations exclusively in Macau and the PRC for a period of 10 to 15 years.

### 22. 其他無形資產 (續)

鐵路無形資產包括獨家權利、商標及聯屬協議。獨家權利賦予本集團權利，於鐵路開始營運當日起計之十六年合約期內經營中國青藏鐵路之特色鐵路遊服務相關業務，包括經營旅遊相關服務、餐飲服務及住宿業務。商標讓本集團可於鐵路營運使用「Tangula」品牌及「Tangula Express」，而聯屬協議乃與一連鎖式國際酒店管理公司訂立，該公司乃於列車上提供招待服務。聯屬協議讓本集團加強列車營運品牌之吸引力，並利用連鎖國際酒店管理公司之潛在客戶基礎。由於鐵路業務預期於二零零八年第三季推出，故尚未開始進行有關攤銷。

酒店經營協議賦予本集團權利，獨家管理及經營澳門及中國若干酒店業務，為期10至15年。

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 23. INVESTMENT DEPOSITS AND OTHER ASSETS

### 23. 投資訂金及其他資產

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Deposits for acquisition of 100% interests in companies holding land use rights in the PRC (note a)	收購於國內持有土地使用權之公司之100%權益之訂金(附註a)	150,000	150,000
Deposits for acquisition of 100% interest in a company awarded the tender to acquire a property in Hong Kong (note b)	收購一家獲授收購一項香港物業標書之公司之100%權益之訂金(附註b)	16,388	-
Prepaid management fee (note c)	預付管理費(附註c)	40,000	-
Deposits for acquisition of interest in a property development project in the PRC (note d)	收購中國一個物業發展項目之權益之訂金(附註d)	37,200	-
Unamortised loan facilities fees	未攤銷之貸款融資費用	31,276	-
Deposits for the acquisition of a subsidiary (note e)	收購一家附屬公司之訂金(附註e)	-	15,500
Others	其他	5,000	-
		<b>279,864</b>	<b>165,500</b>

Notes:

- (a) The amount represents deposits paid for the acquisition of 100% equity interests in certain companies holding land use rights in the PRC for various development projects, with the objective of developing hotels, shopping malls, recreational and other tourists related amenities respectively. The aggregate consideration for the purchase amounted to HK\$180,000,000. The transactions have not been completed as at the date of this report.
- (b) The amount represents deposit paid for the acquisition of 100% equity interest in a company that has been awarded the tender to acquire a property at Tai Kwok Tsui Road, Hong Kong for a total consideration of HK\$163,880,000, with an objective of re-developing it into a hotel. The transaction was completed on 29 February 2008.

附註:

- (a) 該筆款項指為收購持有國內土地使用權之若干公司之100%股本權益而支付之訂金，以分別發展酒店、商場、消閒及其他娛樂場所之各項發展項目。該購買代價總額為180,000,000港元。於本報告刊發當日，該等交易尚未完成。
- (b) 該筆款項指為收購一家獲授收購一項香港大角咀道物業之公司之100%股本權益而支付之訂金，以將該項物業重新發展為酒店。代價總額為163,880,000港元。該項交易已於二零零八年二月二十九日完成。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 23. INVESTMENT DEPOSITS AND OTHER ASSETS

(CONTINUED)

Notes: (Continued)

- (c) The amount represents prepaid management fee made by the Company to undertake the management of a property located in the PRC.
- (d) The amount represents deposit paid for the acquisition of certain interest in a property development project in the PRC with the objective of developing commercial buildings and car parks. The transaction has not been completed as at the date of this report.
- (e) The amount represented the deposits paid for the acquisition of a 51% interest in Sichuan Henxin. The transaction was completed on 31 May 2007 (note 50(a)).

### 24. INVENTORIES

The inventories were carried at cost and represent principally food, beverages, general stores and carnival tickets which are to be utilised in the ordinary course of operations.

### 25. AMOUNTS DUE FROM RELATED COMPANIES

The balances represent the aggregate amounts due from related parties. Certain directors of the Company are also directors of and have beneficial interests in these companies. The amounts are unsecured and interest free. Included in the amounts due from related companies as at 31 December 2007 were advances of HK\$55,301,000 (2006: HK\$53,684,000) which are repayable upon written notice given from the Company within one year and the remaining balances were principally trading balances with credit period of 30 days.

### 23. 投資訂金及其他資產 (續)

附註: (續)

- (c) 該筆款項指本公司為承擔中國一項物業之管理項目而預付之管理費。
- (d) 該筆款項指為收購中國一個物業發展項目之若干權益而支付之訂金，以發展商業大廈及停車場。於本報告刊發當日，該項交易尚未完成。
- (e) 該筆款項指為收購四川恒信之51%權益而支付之訂金。該項交易已於二零零七年五月三十一日完成(附註50(a))。

### 24. 存貨

存貨以成本列賬，主要為日常業務過程中使用之食品、飲品、一般用品及嘉年華門票。

### 25. 應收關連公司款項

結餘代表應收關連人士款項總額。本公司若干董事亦身兼該等公司之董事及於該等公司擁有實益權益。該等款項乃無抵押及免息。於二零零七年十二月三十一日，應收關連公司款項包括55,301,000港元(二零零六年:53,684,000港元)之墊款，該等款項須於本公司在一年內發出書面通知時償還，餘額主要為貿易賬款結餘，除賬期為30日。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 25. AMOUNTS DUE FROM RELATED COMPANIES

(CONTINUED)

The aged analysis of the trading balances at the reporting dates is as follows:

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
0 – 30 days	0至30日	278	254
31 – 60 days	31至60日	557	375
61 – 90 days	61至90日	560	368
Over 90 days	超過90日	7,887	4,784
		<b>9,282</b>	<b>5,781</b>

Included in the above trading balances with related companies is aggregate carrying amount of approximately HK\$9,004,000 (2006: HK\$5,527,000) which are past due at the reporting date for which the Group has not provided for impairment loss as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

#### Aging of trading balances which are past due but not impaired

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
31 – 60 days	31至60日	557	375
61 – 90 days	61至90日	560	368
Over 90 days	超過90日	7,887	4,784
Total	總計	<b>9,004</b>	<b>5,527</b>

### 25. 應收關連公司款項 (續)

貿易賬款結餘於呈報日之賬齡分析如下:

以上與關連公司之貿易賬款結餘包括總賬面值約9,004,000港元(二零零六年: 5,527,000港元), 於呈報日已逾期, 但本集團並無就此作出減值撥備, 原因是本集團認為該等結餘不會對信貸質素產生重大變動, 並可收回有關金額。本集團並無就該等結餘持有任何抵押品。

#### 已逾期但未減值之貿易賬款結餘賬齡

	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
31 – 60 days	557	375
61 – 90 days	560	368
Over 90 days	7,887	4,784
Total	<b>9,004</b>	<b>5,527</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 26. AMOUNTS DUE FROM (TO) ASSOCIATES

The amounts due from (to) associates are unsecured and interest free. Amounts due from associates are repayable upon written notice given from the Company within one year and amounts due to associates are repayable on demand.

### 26. 應收(應付)聯營公司款項

應收(應付)聯營公司款項乃無抵押及免息。應收聯營公司款項須於本公司在一年內發出書面通知時償還，而應付聯營公司款項則須按通知償還。

### 27. TRADE AND OTHER RECEIVABLES

Trade receivables	貿易應收賬款
Less: allowance for doubtful debts	減：呆賬撥備
Other receivables (Notes a, b and c)	其他應收賬款(附註a、b及c)
Total trade and other receivables	貿易及其他應收賬款總額

### 27. 貿易及其他應收賬款

2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
27,338	26,685
(58)	(58)
27,280	26,627
454,294	405,008
481,574	431,635

The Group allows an average credit period of 60 days to local customers and 90 days to overseas customers.

本集團給予本地客戶及海外客戶之平均除賬期分別為60日及90日。

The aged analysis of trade receivables (net of impairment) at the balance sheet dates is as follows:

貿易應收賬款(扣除減值後)於結算日之賬齡分析如下:

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
0 – 30 days	0至30日	12,145	11,076
31 – 60 days	31至60日	4,767	3,861
61 – 90 days	61至90日	2,469	2,168
Over 90 days	超過90日	7,899	9,522
		27,280	26,627

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 27. TRADE AND OTHER RECEIVABLES (CONTINUED)

Before accepting any new customer, the Group has assessed the potential customer's credit quality and defined credit limits by customer. Limits attributed to customers are reviewed once a year. 50% of the trade receivables that are neither past due nor not impaired have the best credit scoring system assessed by the Group.

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of approximately HK\$15,135,000 (2006: HK\$15,551,000) which are past due at the reporting date for which the Group has not provided for impairment loss as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

Notes:

- (a) Included in the balances are amounts paid to certain independent third parties in total of HK\$213,717,000 (2006: Nil) in relation to a proposed acquisition of certain interests in a company which has a property project in the PRC. These balances are secured by equity interests of the target company.
- (b) Included in the balances are sums of money of HK\$142,300,000 (2006: Nil) placed in relation to proposed investments in certain clubhouse projects in the PRC. The sums of money are secured by equity interests in the parent of the target company which own the clubhouse projects in the PRC.
- (c) Included in the balances at 31 December 2006 was HK\$19,194,000 (2007: Nil) which was secured by a 16.26% equity interest in Triumph Up Investments Limited ("Triumph Up") and the remaining balances were unsecured. Included in the balances at 31 December 2006 were advances made to land operators of HK\$182,000,000 (2007: Nil), and such amounts were fully settled in 2007.

### 27. 貿易及其他應收賬款 (續)

本集團在接納任何新客戶前，已評估準客戶之信貸質素，並釐定該客戶之信貸限額。客戶獲授之限額會每年檢討一次。根據本集團之評級制度，並未逾期且未有減值之50%貿易應收賬款具有最佳信貸評級。

本集團之貿易應收賬款結餘包括總賬面值約15,135,000港元(二零零六年: 15,551,000港元)之貿易應收賬款。該等貿易應收賬款於呈報日已逾期，但本集團並無就此作出減值虧損撥備，原因是本集團認為該等貿易應收賬款不會對信貸質素產生重大變動，並可收回有關金額。本集團並無就該等結餘持有任何抵押品。

附註:

- (a) 該等結餘包括就建議收購一家擁有中國一個物業項目之公司之若干權益而支付予若干獨立第三方之款項共213,717,000港元(二零零六年: 無)，該等結餘由目標公司之股本權益作抵押。
- (b) 該等結餘包括就建議投資於中國若干會所項目而支付之款項142,300,000港元(二零零六年: 無)，乃以擁有中國會所項目之目標公司之母公司之股本權益作抵押。
- (c) 於二零零六年十二月三十一日，該等結餘包括19,194,000港元(二零零七年: 無)，乃以Triumph Up Investments Limited (「Triumph Up」)之16.26%股本權益作抵押，其餘結餘則為無抵押。於二零零六年十二月三十一日，該等結餘為墊付土地營運商之款項182,000,000港元(二零零七年: 無)，有關金額已於二零零七年悉數清償。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 27. TRADE AND OTHER RECEIVABLES (CONTINUED)

#### Aging of trade receivables which are past due but not impaired

31 – 60 days	31至60日
61 – 90 days	61至90日
Over 90 days	超過90日
Total	總計

The Group performed assessment on individual trade receivables and recognised allowance on specific balance.

#### Movement in the allowance for doubtful debts

Balance at beginning of the year and at end of the year	於年初及年末之結餘
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Included in the allowance for doubtful debts are individually impaired trade receivables with an aggregate balance of HK\$58,000 (2006: HK\$58,000). The Group does not hold any collateral over these balances.

For the year ended 31 December 2007, direct write off of irrecoverable trade debts amounted to HK\$3,974,000 (2006: HK\$737,000).

### 27. 貿易及其他應收賬款 (續)

#### 已逾期但未減值之貿易應收賬款賬齡

2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
4,767	3,861
2,469	2,168
7,899	9,522
15,135	15,551

本集團會評估個別貿易應收賬款，並就特定結餘確認撥備。

#### 呆賬撥備之變動

2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
58	58

呆賬撥備包括結餘總額58,000港元(二零零六年:58,000港元)之個別已減值貿易應收賬款。本集團並無就該等結餘持有任何抵押品。

截至二零零七年十二月三十一日止年度，直接撇銷不可收回貿易債項為3,974,000港元(二零零六年:737,000港元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 28. LOAN RECEIVABLES

### 28. 應收貸款

	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Variable-rate loan to certain companies and individuals third parties (notes a and b)	94,349	372,480
Notes:	附註:	
(a) (i) Included in the balances were loans of HK\$6,518,000 (2006: HK\$22,590,000) which are secured by equity interests in an enterprise established in the PRC.	(a) (i) 該等結餘包括6,518,000港元(二零零六年:22,590,000港元)之貸款,乃以一家於中國成立之企業之股本權益作抵押。	
(ii) Included in the balances was a loan of Nil (2006: HK\$22,887,000) which is secured by a 50% equity interest in Feng Ze Investment Limited which holds 5.75% attributable interest in the Kingsway Hotel.	(ii) 該等結餘包括零港元(二零零六年:22,887,000港元)之貸款,乃以豐澤投資有限公司(其持有5.75%金域酒店之應佔權益)之50%股本權益作抵押。	
(iii) Included in the balances were loans of HK\$5,000,000 (2006: HK\$45,318,000) which are secured by the right in a property project in Macau of approximately HK\$40,000,000.	(iii) 該等結餘包括5,000,000港元(二零零六年:45,318,000港元)之貸款,乃以一項約40,000,000港元之澳門物業項目權利作抵押。	
(iv) Included in the balances was a loan of Nil (2006: HK\$22,689,000) which is secured by certain equity securities listed in Hong Kong.	(iv) 該等結餘包括零港元(二零零六年:22,689,000港元)之貸款,乃以於香港上市之若干股本證券作抵押。	
The above mentioned amounts carry interest at market rates and repayable upon written notice given from the Company.	上述金額按市場利率計息,並須於本公司發出書面通知時償還。	
(b) Save for the loans mentioned in note 28(a)(i) to (iv), the amounts are unsecured, carrying interest at market rates and repayable upon written notice given from the Company.	(b) 除附註28(a)(i)至(iv)所述貸款外,該等款項為無抵押,按市場利率計息及須於本公司發出書面通知時償還。	

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 28. LOAN RECEIVABLES (CONTINUED)

The Group has no significant concentration of credit risk as loan receivables were due from various counter parties. The carrying amount of loan receivables as at 31 December 2007 is net of accumulated impairment loss of HK\$9,078,000 (2006: Nil).

The range of effective interest rates (which also equal to contracted interest rates) on the Group's variable-rate loan receivables are Hong Kong Dollar Prime Rate to Hong Kong Dollar Prime Rate plus 3% per annum for both years. Effective interest rate is 8.83% (2006: 8.94%) per annum.

### 28. 應收貸款 (續)

由於應收貸款涉及多名對手方，故本集團並無重大集中之信貸風險。於二零零七年十二月三十一日，應收貸款之賬面值已扣除累計減值虧損9,078,000港元（二零零六年：無）。

於該兩個年度，本集團浮息應收貸款之實際利率（相等於合約利率）之範圍介乎港元最優惠利率至港元最優惠利率加年利率3%。實際年利率為8.83%（二零零六年：8.94%）。

### 29. INVESTMENTS HELD FOR TRADING

Listed securities	上市證券
Equity securities listed in Hong Kong	於香港上市之股本證券

### 29. 持作買賣之投資

2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
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27,531	7,126
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### 30. LOANS TO RELATED COMPANIES

The loans to related companies are unsecured, interest bearing at prime rate to prime rate plus 2% and repayable upon written notice from the Company within one year. Effective rate is 9% per annum in 2007.

### 30. 給予關連公司之貸款

給予關連公司之貸款乃無抵押，按最優惠利率至最優惠利率加2%計息，並須於本公司在一年內發出書面通知時償還。二零零七年之實際年利率為9%。

### 31. DERIVATIVE FINANCIAL INSTRUMENTS

Derivatives financial instruments classified as held for trade	分類為持作買賣之衍生金融工具
Foreign currency options	外幣期權

### 31. 衍生金融工具

2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
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5,972	-
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# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 31. DERIVATIVE FINANCIAL INSTRUMENTS

(CONTINUED)

During the year, the Group acquired a subsidiary which had 5 foreign currency options outstanding with a bank. Major terms of the significant outstanding foreign currency contracts are as follows:

Notional amount '000 名義金額 千元	Maturity 到期日	Exchange rates 匯率
Buy RMB122,978 買入人民幣122,978元	31 January 2008 二零零八年一月三十一日	USD/RMB7.2917 1美元兌人民幣7.2917元
Buy RMB121,681 買入人民幣121,681元	31 March 2008 二零零八年三月三十一日	USD/RMB7.2148 1美元兌人民幣7.2148元
Buy RMB36,455 買入人民幣36,455元	8 August 2008 二零零八年八月八日	USD/RMB7.0499 1美元兌人民幣7.0499元
Buy RMB36,326 買入人民幣36,326元	28 August 2008 二零零八年八月二十八日	USD/RMB7.0250 1美元兌人民幣7.0250元
Buy RMB45,698 買入人民幣45,698元	12 September 2008 二零零八年九月十二日	USD/RMB7.0050 1美元兌人民幣7.0050元

The fair values of the outstanding foreign currency contracts as at the acquisition date of the subsidiary and as at 31 December 2007 are determined based on a valuation technique using an option pricing model, namely the Black-Scholes option pricing model.

### 31. 衍生金融工具 (續)

年內，本集團收購一家與一間銀行訂立五份未行使外幣期權之附屬公司。重大未行使外幣合約之主要條款如下：

未行使外幣合約於收購附屬公司當日及二零零七年十二月三十一日之公平價值乃利用期權定價模式（即「柏力克－舒爾斯」期權定價模式）之估值方法釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 32. PLEDGED BANK DEPOSITS/TRADING CASH BALANCES/BANK BALANCES

#### Pledged bank deposits/bank balances

Bank balances carry interest at market rates which range from 1.2% to 3.53% (2006: 2.35% to 2.63%) per annum. The pledged bank deposits carry fixed interest rate of 3% (2006: 2.85%). The pledged bank deposits will be released upon the settlement of relevant bank borrowings.

#### Trading cash balances

The amounts represent foreign currencies held for money exchange purposes.

### 33. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

- (a) On 12 December 2007, the Group entered into an agreement with an independent third party incorporated in the British Virgin Islands, in relation to the disposal of 100% interest in a subsidiary, 廣州天俠商旅服務有務公司 at a consideration of HK\$37,000,000. The net proceeds of disposal are expected to exceed the net carrying amount of the relevant assets and liabilities and accordingly, no impairment loss has been recognised. The transaction was completed in February 2008.

### 32. 已抵押銀行存款／貿易現金結餘／銀行結餘

#### 已抵押銀行存款／銀行結餘

銀行結餘按市場年利率介乎1.2%至3.53% (二零零六年: 2.35% 至2.63%) 計息, 已抵押銀行存款之固定利率為3% (二零零六年: 2.85%)。待清償有關銀行借貸後, 已抵押銀行存款將予解除。

#### 貿易現金結餘

有關金額乃指持作現金找換用途之外幣。

### 33. 分類為持作出售之資產／分類為持作出售之資產之相關負債

- (a) 於二零零七年十二月十二日, 本集團與一名於英屬維爾京群島註冊成立之獨立第三方就以代價37,000,000港元出售一家附屬公司廣州天俠商旅服務有限公司之100%權益訂立一份協議。出售事項之所得款項淨額預期超過相關資產及負債之賬面淨值, 故並無確認減值虧損。該項交易已於二零零八年二月完成。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 33. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE (CONTINUED)

On 18 December 2007, the Group entered into an agreement with an independent third party incorporated in the British Virgin Islands, in relation to the disposal of the online booking exchange platform of ITS for a consideration of HK\$37,000,000. The net proceeds of disposal are expected to be less than the net carrying amount of the relevant assets and liabilities and accordingly, impairment loss of HK\$7,214,000 has been provided (note 21). The transaction was completed in April 2008.

The major classes of assets and liabilities comprising the disposal group classified as held for sale are as follows:

### 33. 分類為持作出售之資產／分 類為持作出售之資產之相關 負債 (續)

於二零零七年十二月十八日，本集團與一名於英屬維爾京群島註冊成立之獨立第三方就以代價37,000,000港元出售ITS之網上訂位交易平台訂立一份協議。出售事項之所得款項淨額預期低於相關資產及負債之賬面淨值，故已作出減值虧損撥備7,214,000港元（附註21）。該項交易已於二零零八年四月完成。

分類為持作出售之有關出售集團之主要資產及負債類別如下：

		31.12.2007 HK\$'000 二零零七年 十二月三十一日 千港元
Property, plant and equipment	物業、機器及設備	538
Goodwill	商譽	72,922
Trade and other receivables	貿易及其他應收賬款	18,491
Bank balances and cash	銀行結餘及現金	363
Total assets classified as held for sale	分類為持作出售之資產總值	<u>92,314</u>
Trade and other payables, and liabilities associated with assets classified as held for sale	貿易及其他應付賬款及分類為 持作出售之資產之相關負債	<u>21,019</u>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 33. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE (CONTINUED)

- (b) On 13 June 2006, the Group entered into an agreement with China Star Entertainment Limited, a company incorporated in Bermuda with its shares listed on the Stock Exchange, in relation to the disposal of approximately 56.91% interest in a subsidiary, Triumph Up at a consideration of approximately HK\$252,789,000. Triumph Up indirectly holds approximately 55.75% interest in Kingsway Hotel Limited ("Kingsway") which is classified as an associate as the directors of the Company considered that the Group could not exercise control to govern its financial and operating policies. Accordingly, the Group's approximately 31.73% effective interest in Kingsway would be entirely disposed of. The transaction was completed in May 2007 resulting in a gain on disposal of approximately HK\$82,265,000 (Note 49(a)).

The major classes of assets and liabilities comprising the disposal group classified as held for sale are as follows:

		31.12.2006 HK\$'000 二零零六年 十二月三十一日 千港元
Property, plant and equipment	物業、機器及設備	2,534
Interest in associates	於聯營公司之權益	204,351
Trade and other receivables	貿易及其他應收賬款	97
Amounts due from associates	應收聯營公司款項	98,357
Total assets classified as held for sale	分類為持作出售之資產總值	305,339
Amounts due to associates and liabilities associated with assets classified as held for sale	應付聯營公司款項及分類為持作出售之資產之相關負債	170

### 33. 分類為持作出售之資產／分 類為持作出售之資產之相關 負債 (續)

- (b) 於二零零六年六月十三日，本集團與中國星集團有限公司（一間於百慕達註冊成立之公司，其股份於聯交所上市）就以約252,789,000港元之代價出售一間附屬公司Triumph Up約56.91%權益訂立一份協議。Triumph Up於金域酒店有限公司（「金域」）間接持有約55.75%權益。由於本公司董事認為本集團不能對其財務及營運決策行使控制權，故金域被分類為一間聯營公司。據此，本集團於金域所持約31.73%實際權益將被悉數出售。該項交易已於二零零七年五月完成，產生出售收益約82,265,000港元（附註49(a)）。

分類為持作出售之有關出售集團之主要資產及負債類別如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 34. TRADE AND OTHER PAYABLES

Included in trade and other payables are trade payables of approximately HK\$174,687,000 (2006: HK\$162,111,000) and the aged analysis of the trade payables at the reporting dates is as follows:

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
0 – 30 days	0至30日	90,915	97,177
31 – 60 days	31至60日	39,281	32,351
61 – 90 days	61至90日	21,911	17,144
Over 90 days	超過90日	22,580	15,439
		<b>174,687</b>	<b>162,111</b>

The average credit period on purchases of goods is 60 days. The Group has financial risk management policies in place to ensure that all payables within the credit time frame.

### 35. LOANS FROM RELATED COMPANIES

Certain directors of the Company are also directors of and have beneficial interests in those companies. Loans are variable-rate loans which bear interest ranged from Hong Kong Dollar Prime Rate to Hong Kong Dollar Prime Rate plus 2% per annum. The average effective borrowing rate is 7.3% (2006: 7.4%) per annum. All the loans are unsecured and repayable within one year.

Included in the balances is a loan of approximately HK\$208,157,000 (2006: Nil) that is denominated in United States dollars.

### 34. 貿易及其他應付賬款

列入貿易及其他應付賬款之款項包括為數約174,687,000港元之貿易應付賬款(二零零六年:162,111,000港元)·而該等貿易應付賬款於呈報日之賬齡分析如下:

	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
0 – 30 days	90,915	97,177
31 – 60 days	39,281	32,351
61 – 90 days	21,911	17,144
Over 90 days	22,580	15,439
	<b>174,687</b>	<b>162,111</b>

購貨之平均除賬期為60日。本集團已推行財務風險管理政策·以確保所有應付賬款均符合除賬限期。

### 35. 關連公司貸款

本公司若干位董事亦身兼該等公司之董事及於該等公司擁有實益權益。該等貸款為浮息貸款·按介乎港元最優惠利率至港元最優惠利率加年利率2%之利率計息·平均實計借貸年利率為7.3% (二零零六年:7.4%)。所有貸款為無抵押及須於一年內償還。

該等結餘包括一筆為數約208,157,000港元(二零零六年:無)·以美元計值之貸款。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 36. AMOUNTS DUE TO RELATED COMPANIES

The balances represent principally loan interest payable, which are unsecured, interest free and repayable on demand.

### 36. 應付關連公司款項

有關結餘主要為應付貸款利息，該等款項乃無抵押、免息及須按通知償還。

### 37. OBLIGATIONS UNDER FINANCE LEASES

### 37. 融資租約之承擔

	Minimum lease payments		Present value of minimum lease payments	
	2007	2006	2007	2006
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	最低租金付款	最低租金付款	最低租金付款之現值	最低租金付款之現值
	二零零七年	二零零六年	二零零七年	二零零六年
	千港元	千港元	千港元	千港元
Amounts payable under finance leases:	根據融資租約應付之款項：			
Within one year	53	35	45	31
Between one to two years	53	–	45	–
Between two to five years	139	–	120	–
	245	35	210	31
Less: Future finance charges	(35)	(4)	–	–
Present value of lease obligations	210	31	210	31
Less: Amount due within one year shown under current liabilities			(45)	(31)
Amount due after one year			165	–

The Group entered into finance leases to acquire certain of its property, plant and equipment. The terms of the finance leases ranged from 2 to 4 years and the average effective borrowing rate was 6.8% (2006: 6.8%) per annum. Interest rate was fixed at the contract date. The leases were on a fixed repayment basis. The Group's obligations under the finance leases were secured by the lessors' charge over the leased assets.

本集團簽訂融資租約以收購其若干物業、機器及設備。該等融資租約為期2至4年，平均實計借貸年利率為6.8%（二零零六年：6.8%）。利率乃於訂約之日釐定。該等租約乃以固定還款為基準。本集團之融資租約承擔以出租人抵押之租賃資產作為擔保。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 38. BORROWINGS

Borrowings comprise:

### 38. 借貸

借貸包括：

		Effective interest rate	Carrying amount 2007 HK\$'000	2006 HK\$'000
		實計利率	賬面值 二零零七年 千港元	二零零六年 千港元
Floating-rate borrowings:	浮息借貸：			
Hong Kong Inter-Bank Offered Rate ("HIBOR") plus 0.8% secured HKD bank loan <sup>(1)</sup>	香港銀行同業拆息 (「香港銀行同業拆息」) 加0.8%已抵押港元銀行貸款 <sup>(1)</sup>	5.1%	410,480	451,120
HIBOR plus 0.5% secured HKD bank loan <sup>(2)</sup>	香港銀行同業拆息加0.5% 已抵押港元銀行貸款 <sup>(2)</sup>	4.8%	28,000	–
Hong Kong Dollar Prime Rate plus 2% unsecured HKD loan <sup>(3)</sup>	港元最優惠利率加2% 無抵押港元貸款 <sup>(3)</sup>	9.3%	10,000	10,000
Secured HKD overdraft at Hong Kong Dollar Prime Rate plus 3% <sup>(4)</sup>	按港元最優惠利率加3%計息之 已抵押港元透支 <sup>(4)</sup>	10.3%	6,932	4,441
Hong Kong Dollar Prime Rate plus 1.5% secured HKD bank loan <sup>(5)</sup>	港元最優惠利率加1.5%已抵押港元 銀行貸款 <sup>(5)</sup>	9.5%	–	188
Total borrowings	借貸總額		455,412	465,749
Less: Amount due within one year shown under current liabilities	減：列為流動負債之一年內到期款項		(88,753)	(59,269)
Amount due after one year	一年後到期款項		366,659	406,480
Borrowings are repayable as follows:	借貸須於下列期限償還：			
Within one year or on demand	一年內或按通知		88,753	59,269
Between one to two years	一年至兩年內		366,659	44,640
Between two to five years	兩年至五年內		–	361,840
			455,412	465,749

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 38. BORROWINGS (CONTINUED)

- (1) Repayable by instalments and in full on 17 April 2009. The borrowings are secured by certain hotel properties of the Group.
- (2) Repayable in full on 16 July 2008.
- (3) Repayable in full on 4 July 2008.
- (4) Repayable on demand.
- (5) Repayable by instalments and repaid in full on 27 August 2007. The borrowing was secured by a property located in Hong Kong.

As at the balance sheet date, the Group has the following undrawn borrowing facilities:

Floating rate – expiring beyond one year 浮動利率 – 於一年後到期

### 38. 借貸 (續)

- (1) 分期還款並於二零零九年四月十七日清償。該筆借貸乃以本集團之若干酒店物業作為抵押。
- (2) 須於二零零八年七月十六日清償。
- (3) 須於二零零八年七月四日清償。
- (4) 須按通知償還。
- (5) 分期還款並已於二零零七年八月二十七日清償。該筆借貸乃以位於香港之物業作為抵押。

於結算日，本集團之未動用借貸融資如下：

2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
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741,238

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### 39. PROMISSORY NOTE

The promissory note was issued as partial consideration for the acquisition of the entire issued share capital of and shareholder's loan to Shenyang Limited through a 69.7% owned subsidiary of the Group (note 50(c)). Shenyang Limited holds indirectly 87% interest in Time Plaza (Shenyang) Limited ("Time Plaza"). The promissory note is interest bearing at HIBOR plus 2% per annum and secured by the entire issued share capital of Shenyang Limited and shareholders' loan to Shenyang Limited and Shenyang Limited's 95% equity interest in Shenyang Hotel Holdings Limited which holds the 92% equity interest in Time Plaza. The principal amount of approximately HK\$16,455,000 was repaid on 29 February 2008 and the repayment of the remainder of approximately HK\$90,000,000 has been extended to 29 August 2008.

### 39. 承兌票據

本公司發行承兌票據，作為透過本集團擁有 69.7% 權益之附屬公司收購 Shenyang Limited 全部已發行股本及其應付股東貸款之部份代價 (附註 50(c))。Shenyang Limited 間接持有時代廣場 (瀋陽) 有限公司 (「時代廣場」) 之 87% 權益。承兌票據按香港銀行同業拆息加年利率兩厘計息，並以 Shenyang Limited 全部已發行股本、其應付股東貸款及其於 Shenyang Hotel Holdings Limited 之 95% 股本權益作抵押。Shenyang Hotel Holdings Limited 持有時代廣場 92% 股本權益。本金約 16,455,000 港元已於二零零八年二月二十九日償還，而餘款約 90,000,000 港元已延遲至二零零八年八月二十九日償還。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 40. CONSIDERATION NOTE

The consideration note was issued as partial consideration for the acquisition of entire issued share capital of and shareholder's loan to Shenyang Limited, through a 69.7% owned subsidiary of the Group (note 50(c)). The consideration note was interest bearing at HIBOR plus 1% per annum, and was fully repaid on 14 February 2008.

### 41. AMOUNTS DUE TO MINORITY SHAREHOLDERS OF SUBSIDIARIES

The amounts are unsecured, interest-free and repayable on demand except for a balance of HK\$27,300,000 (2006: nil) carry interest at a fixed rate of 7% per annum.

### 42. CONVERTIBLE NOTES

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

### 40. 代價票據

本公司發行代價票據，作為透過本集團擁有69.7%權益之附屬公司收購Shenyang Limited全部已發行股本及其應付股東貸款之部份代價(附註50(c))。代價票據按香港銀行同業拆息加年利率一厘計息，並於二零零八年二月十四日悉數償還。

### 41. 應付附屬公司少數股東款項

除一筆按固定年利率7%計息之27,300,000港元結餘(二零零六年:無)外，該等款項乃無抵押、免息及須按通知償還。

### 42. 可換股票據

可換股票據之負債部分於本年度之變動載列如下:

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Carrying amount at beginning of the year	於年初之賬面值	810,026	—
Issued during the year	於年內發行	—	791,539
Interest charge (Note 9)	利息開支(附註9)	61,857	41,663
Interest paid	已付利息	(16,056)	(12,458)
Issue expenses	發行開支	—	(10,718)
Conversion into shares	兌換為股份	(301,612)	—
Carrying amount at end of the year	於年終之賬面值	554,215	810,026

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 42. CONVERTIBLE NOTES (CONTINUED)

During the year ended 31 December 2006, the Company issued convertible notes of nominal value amounting to HK\$1,000,000,000 (the "Notes"). The Notes carried interest at 2% per annum and are repayable on 7 June 2011 (the "Maturity Date"). China Enterprises Limited, a then substantial shareholder of the Company, subscribed for the notes of nominal value amounting to HK\$300,000,000 by cash.

The initial conversion price of the Notes is HK\$0.79 per share and subject to anti-dilutive adjustments. The notes are issued on the date after the share subdivision as mentioned in note 44. Unless converted or lapsed or redeemed by the Company, the Company will redeem the Notes on the Maturity Date at the redemption amount which is 110% of the principal amount of the Notes outstanding.

Each of the noteholders shall have the right to convert, on any business day commencing from the 7th day after the date of issue of the Notes up to and including the date which is 7 days prior to the Maturity Date, the whole or any part (in an amount or integral multiple of HK\$1,000,000) of the principal amount of the Notes into the shares of the Company at the then prevailing conversion price.

### 42. 可換股票據 (續)

截至二零零六年十二月三十一日止年度，本公司發行面值達1,000,000,000港元之可換股票據（「該等票據」）。該等票據按年利率2厘計息並須於二零一一年六月七日（「期滿日」）償還。本公司當時之主要股東China Enterprises Limited以現金認購面值達300,000,000港元之該等票據。

該等票據之初步兌換價為每股股份0.79港元及可作出反攤薄調整。該等票據於完成附註44所述之股份分拆後當日發行，本公司將於期滿日按贖回金額（即該等票據未償還本金金額之110%）贖回該等票據，惟已獲兌換、失效或由本公司贖回者則除外。

各票據持有人將有權於該等票據發行日期起計第七日後至期滿日前七日（包括該日）期間之任何營業日期間，按當時之現行兌換價，將全部或任何部分（以1,000,000港元或其完整倍數為單位）之該等票據本金金額，兌換為本公司之股份。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 42. CONVERTIBLE NOTES (CONTINUED)

Subject to certain restrictions which are intended to facilitate compliance of relevant rules and regulations, each noteholder shall have the right to exchange from time to time all or part (in the amount of HK\$10,000,000 or integral multiples thereof) of 50% of the initial principal amount of its Notes for shares in the share capital of any company which is an affiliated company as defined in Rule 13.11(2)(a) of the Listing Rules or subsidiary of the Company that is to be listed on the Stock Exchange through an initial public offering at the price (the "Spin-off Shares"), subject to anti-dilutive adjustments, at which the Spin-off Shares are actually issued to the public at the time of the listing on that stock exchange. The decision on whether to list any of its affiliated company or subsidiary in the future is at the sole discretion of the directors of the Company.

During the year, Notes with nominal value amounting to HK\$360,000,000 were converted into 455,696,195 shares in the Company of HK\$0.10 each at a conversion price of HK\$0.79 per share.

The convertible notes were split between the liability and equity elements. The equity element is presented in equity heading "convertible notes reserve". The effective interest rate of the liability component is 9.35%.

### 42. 可換股票據 (續)

根據擬促使符合有關規則及規定之若干限制，每位票據持有人均有權不時將其所持有該等票據初步本金金額50%之全部或部分（以10,000,000港元或其完整倍數為單位），兌換為任何公司（本公司聯屬公司（定義見上市規則第13.11(2)(a)條）或附屬公司）股本中之股份，其股份乃為將透過首次公開發售於聯交所上市之股份（「該等分拆上市股份」），而價格乃為該等分拆上市股份於聯交所上市時實際向公眾發行之價格（可作出反攤薄調整）。關於其任何聯屬公司或附屬公司日後是否上市由本公司董事全權作出決定。

於年內，面值360,000,000港元之該等票據已兌換為455,696,195股每股面值0.10港元之本公司股份，兌換價為每股0.79港元。

可換股票據分為負債及權益兩部份。權益部份乃呈列於「可換股票據儲備」一項之權益。負債部份之實計利率為9.35%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 43. DEFERRED TAXATION

The followings are the major deferred tax liabilities recognised and movement thereon during the current and prior years:

		<b>Accelerated tax depreciation on hotel properties</b> HK\$'000 酒店物業之 加速稅項折舊 千港元
At 1 January 2006	於二零零六年一月一日	244,680
Currency realignment	貨幣調整	7,445
Credit to the consolidated income statement (note 12)	計入綜合收益表(附註 12)	(1,946)
At 31 December 2006	於二零零六年十二月三十一日	250,179
Currency realignment	貨幣調整	11,989
Acquisition of subsidiaries	收購附屬公司	5,500
Effect of change in the PRC enterprise income tax rate	中國企業所得稅稅率變動之影響	(50,273)
Charge to the consolidated income statement (note 12)	於綜合收益表扣除(附註 12)	2,707
<b>At 31 December 2007</b>	<b>於二零零七年十二月三十一日</b>	<b>220,102</b>

As at 31 December 2007, the Group has unused tax losses of approximately HK\$963,423,000 (2006: HK\$896,381,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams. Pursuant to the relevant laws and regulations in the PRC, the unutilised tax losses of approximately HK\$129,147,000 (2006: HK\$72,003,000) can be carried for a period of five years. The losses arising from overseas subsidiaries are insignificant, which will expire after a specific period of time. Other unrecognised tax losses may be carried forward indefinitely.

The deferred tax balance has been adjusted to reflect the tax rates that are expected to apply to the respective periods when the asset is realised or the liability is settled.

### 43. 遞延稅項

以下為於本年度及過往年度已確認之主要遞延稅項負債，以及有關之變動：

於二零零七年十二月三十一日，本集團之未動用稅務虧損約為963,423,000港元（二零零六年：896,381,000港元），可用作抵銷未來溢利。由於未能預計日後之溢利來源，故並無就稅務虧損確認遞延稅項資產。根據中國有關法律及規例，未動用稅務虧損約129,147,000港元（二零零六年：72,003,000港元）可結轉為期五年。海外附屬公司產生且將於特定期間後到期之虧損並不重要，而其他未確認之稅務虧損或會無限期結轉。

遞延稅項結餘已作調整，以反映預期於變現資產或償還負債之各期間應用之稅率。

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For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 44. SHARE CAPITAL

### 44. 股本

		Number of shares 股份數目	Amount HK\$'000 金額 千港元
<b>Authorised</b>	<b>法定</b>		
Shares of HK\$1 each at 1 January 2006	於二零零六年一月一日 每股面值1港元之股份	1,500,000,000	1,500,000
Subdivision of shares	股份分拆	13,500,000,000	–
Shares of HK\$0.10 each at 31 December 2006 and 2007	於二零零六年及二零零七年 十二月三十一日每股面值 0.10港元之股份	15,000,000,000	1,500,000
<b>Issued and fully paid</b>	<b>已發行及繳足</b>		
Shares of HK\$1 each at 1 January 2006	於二零零六年一月一日 每股面值1港元之股份	437,586,108	437,586
Reduction in share capital	削減股本	–	(393,827)
		437,586,108	43,759
Issue of shares	發行股份	175,000,000	17,500
Share repurchase	回購股份	(2,000,000)	(200)
Shares of HK\$0.10 each at 31 December 2006 and 1 January 2007	於二零零六年十二月三十一日及 二零零七年一月一日每股面值 0.10港元之股份	610,586,108	61,059
Issue of shares	發行股份	750,000,000	75,000
Exercise of share options	行使購股權	4,285,000	428
Conversion into shares from Notes (note 42)	該等票據兌換為股份(附註 42)	455,696,195	45,570
Issue of shares on scrip dividend	以股代息發行股份	191,217	19
Shares of HK\$0.10 each at 31 December 2007	於二零零七年十二月三十一日 每股面值0.10港元之股份	1,820,758,520	182,076



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 44. SHARE CAPITAL (CONTINUED)

On 1 March 2006, the Company entered into a placing agreement with Success Securities Limited (“Success Securities”) pursuant to which Success Securities conditionally agreed to place up to 175 million shares (the “Placing Shares”) in the Company at a price of HK\$0.69 per share to independent investors (the “Placing”). In order to facilitate the issue of the Placing Shares, the Company conducted the capital reorganisation which involved (i) the reduction of the issued share capital of the Company by HK\$0.90 per existing share by cancelling an equivalent amount of paid-up capital per existing share so that the nominal value of each existing share in issue will be reduced from HK\$1 to HK\$0.10; and (ii) the subdivision of every unissued existing share into 10 adjusted shares.

The Placing was completed on 25 April 2006. The new shares issued rank pari passu in all respects with the then existing shares. The net proceeds of approximately HK\$120 million from the Placing have been used as general working capital of the Group.

On 27 September 2006, the Company repurchased its own shares through the Stock Exchange as follows:

Month of repurchase	No. of ordinary shares at HK\$0.10 each '000 每股面值0.10港元之普通股數目 千股	Price per share		Aggregate consideration paid HK\$'000 已支付之總代價 千港元
		Highest HK\$ 最高 港元	Lowest HK\$ 最低 港元	
September 2006 二零零六年九月	2,000	0.55	0.55	1,100

### 44. 股本(續)

於二零零六年三月一日，本公司與實德證券有限公司（「實德證券」）訂立一份配售協議，據此，實德證券有條件同意，按每股0.69港元之價格，向獨立投資者配售最多175,000,000股本公司股份（「配售股份」）（「配售」）。為方便發行配售股份，本公司已進行一項股本重組，該項股本重組包括(i)將本公司已發行股本每股現有股份削減0.90港元，方法是在每股現有股份已繳足股本中註銷相等金額，使每股已發行現有股份之面值由1港元減至0.10港元；及(ii)將每股未發行現有股份分拆為10股經調整股份。

配售已於二零零六年四月二十五日完成。已發行之新股份在各方面均與當時現有股份享有同等權益。來自配售之所得款項淨額約120,000,000港元已用作本集團之一般營運資金。

於二零零六年九月二十七日，本公司透過聯交所購回其本身之股份如下：

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 44. SHARE CAPITAL (CONTINUED)

The above shares were cancelled upon repurchase and accordingly, the issued capital of the Company was diminished by the nominal value thereof. The premium payable on repurchase was charged against the share premium account of the Company as set out in the consolidated statement of changes in equity. None of the Company's subsidiaries repurchased, sold or redeemed any of the Company's listed shares during 2007.

In May and June 2007, the Company entered into placing agreements with Kingston Securities Limited ("Kingston Securities") pursuant to which Kingston Securities conditionally agreed to place up to 450,000,000 shares (the "Placing Shares") in the Company at a price of HK\$0.80 per share to independent investors. The placing of the first tranche of 120,000,000 shares was completed on 31 May 2007 and the remainder of 330,000,000 shares was completed on 6 August 2007.

In November 2007, the Company entered into another placing agreement with Kingston Securities pursuant to which Kingston Securities conditionally agreed to place up to 300,000,000 shares in the Company at a price of HK\$0.40 per share to independent investors. The placing was completed on 12 December 2007.

The new shares issued rank pari passu in all respects with the then existing shares. The net proceeds from the above shares placements amounted to approximately HK\$465.8 million. The proceeds have been used for the expansion of its existing travel business, hotel business, branch network, and as general working capital of the Group.

### 44. 股本 (續)

以上股份於購回時已被註銷，因而，本公司之已發行股本亦按其面值予以減少。回購時應付之溢價於本公司之股份溢價賬中扣除，詳情載於綜合股東權益變動表。於二零零七年，本公司之附屬公司概無購回、出售或贖回本公司之任何上市股份。

於二零零七年五月及六月，本公司與金利豐證券有限公司（「金利豐證券」）訂立配售協議，據此，金利豐證券有條件同意按每股0.80港元之價格，向獨立投資者配售最多450,000,000股本公司股份（「配售股份」）。第一批120,000,000股股份已於二零零七年五月三十一日完成配售，餘下330,000,000股股份已於二零零七年八月六日完成配售。

於二零零七年十一月，本公司與金利豐證券訂立另一份配售協議，據此，金利豐證券有條件同意按每股0.40港元之價格，向獨立投資者配售最多300,000,000股本公司股份。配售已於二零零七年十二月十二日完成。

該等新股份於各方面與當時之現有股份享有同等權益。上述股份配售所得款項淨額約為465,800,000港元。該等所得款項已用於擴展其現有旅遊業務、酒店業務、分行網絡及用作本集團之一般營運資金。

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 45. SHARE OPTION SCHEME

The Group has a share option scheme (the "Scheme"), which was approved and adopted by shareholders of the Company on 3 May 2002, enabling the directors to grant options to employees, executives or officers of the Company or any of its subsidiaries (including executive and non-executive directors of the Company or any of its subsidiaries) and any suppliers, consultants, agents or advisers who will contribute or have contributed to the Company or any of its subsidiaries as incentives and rewards for their contribution to the Company or such subsidiaries. The maximum number of shares in respect of which options may be granted under the Scheme, when aggregated with any shares subject to any other schemes, shall not exceed 10% of the issued share capital of the Company on the date of approval and adoption of the Scheme (the "General Limit"). The Company proposed to refresh the General Limit so that the number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company would be increased to 10% of the shares in issue as at the date of approval of the General Limit as "refreshed". The refreshment of the General Limit was approved by the shareholders of the Company in the annual general meeting held on 27 May 2005. The Scheme is valid and effective for a period of 10 years after the date of adoption.

### 45. 購股權計劃

本集團採納一項購股權計劃（「該計劃」），該計劃於二零零二年五月三日獲本公司股東批准及採納，董事藉此可向本公司或其任何附屬公司僱員、主要行政人員或高級職員（包括本公司或其任何附屬公司之執行及非執行董事），以及將會或曾經對本公司或其任何附屬公司作出貢獻之供應商、專業顧問、代理或諮詢人授出購股權，以獎勵及回饋彼等對本公司或該等附屬公司所作之貢獻。根據該計劃可能授出之購股權所涉及之股份，與任何其他計劃所涉及之股份一併計算，數目合共不得超過本公司於批准及採納該計劃日期之已發行股本10%（「一般限額」）。本公司建議更新一般限額，致使根據該計劃及本公司任何其他購股權計劃將授出之所有購股權獲行使時可能發行之股份數目，增加至一般限額獲批准「更新」當日已發行股份之10%。本公司股東已於二零零五年五月二十七日舉行之股東週年大會上批准更新一般限額。該計劃於採納當日後十年期間內有效及生效。

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 45. SHARE OPTION SCHEME (CONTINUED)

In the general meeting held on 19 May 2006, the shareholders of the Company has approved that the existing scheme General Limit in respect of the granting of options to subscribe for shares in the Company ("Shares") under the Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Scheme) must not exceed 10% of the ordinary shares in issue as at the date of approval of such refreshment of the General Limit (subject to adjustment for consolidation and sub-division of share subsequent to that date) and that any director be authorised to do all such acts and execute such document to effect the refreshed General Limit.

At 31 December 2007, the number of shares in respect of which options had been granted and remained outstanding under the Scheme was 46,685,000 (2006: 58,680,000), representing 2.6% (2006: 9.6%) of the Shares in issue at that date. Option granted must be taken up within 30 days of the date of offer. The consideration payable for the option is HK\$1. Options may be exercised at any time from the date of acceptance of the share option to such date as determined by the board of directors but in any event not exceeding 10 years. The exercise price is determined by the directors of the Company and will not be less than the higher of (i) the average closing price of the shares for the five business days immediately preceding the date of grant, (ii) the closing price of the shares on the date of grant or (iii) the nominal value of the shares of the Company.

### 45. 購股權計劃 (續)

於二零零六年五月十九日舉行之股東大會上，本公司股東已批准有關根據該計劃授出購股權認購本公司之股份（「股份」）之現有計劃一般限額予以更新及重續，惟根據該計劃及任何本公司其他購股權計劃授出之所有購股權獲行使而可能配發及發行之股份總數（不包括根據該計劃之前授出、尚未行使、註銷、失效或行使之購股權），不得超過於批准更新一般限額日期已發行普通股之10%（可就該日後之股份合併及分拆而調整），以及授權任何董事作出所有行動及簽署有關文件以令更新一般限額生效。

於二零零七年十二月三十一日，根據該計劃授出而尚未行使之購股權所涉及之股份數目為46,685,000股（二零零六年：58,680,000股），佔當日已發行股份之2.6%（二零零六年：9.6%）。授出之購股權須在授出日期起計30日內獲得接納。購股權應付之代價為1港元。購股權可於接納購股權之日後至董事會所釐訂之日期之間任何時間（惟在任何情況下不超過十年）行使。行使價將由本公司董事釐訂，並不得低於(i)股份於緊接授出日期前五個營業日之平均收市價；(ii)股份於授出當日之收市價；或(iii)本公司股份面值之較高者。

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## 綜合財務報表附註

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### 45. SHARE OPTION SCHEME (CONTINUED)

Details of options granted and a summary of the movements of the outstanding options under the Scheme during the current and prior years are as follows:

### 45. 購股權計劃 (續)

該計劃於本年及往年授出之購股權及尚未行使購股權之變動概要之詳情如下:

Eligible participant	Number of share options 購股權數目							Exercise price per share HK\$	Date of grant (Note 1)	Exercisable period (Note 2)
	Outstanding as at 1 January 2006	Granted during the year	Lapsed during the year	Outstanding as at 31 December 2006 and 1 January 2007	Exercised during the year	Lapsed during the year	Outstanding as at 31 December 2007			
	於二零零六年一月一日尚未行使	於年內授出	於年內失效	於二零零六年十二月三十一日及二零零七年一月一日尚未行使	於年內行使	於年內失效	於二零零七年十二月三十一日尚未行使	每股行使價 港元	授出日期 (附註1)	行使期 (附註2)
<b>Director</b> <b>董事</b>										
Mr. Yu Kam Kee, Lawrence (resigned on 1 December 2007) 余錦基先生 (於二零零七年 十二月一日辭任)	-	4,000,000	-	4,000,000	-	(4,000,000)	-	0.728	22.6.2006	22.6.2006 - 21.6.2008
Mr. Cheung Hon Kit 張漢傑先生	-	4,000,000	-	4,000,000	-	-	4,000,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
Dr. Yap, Allan Yap, Allan博士	-	4,000,000	-	4,000,000	-	-	4,000,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
Mr. Chan Pak Cheung, Natalis 陳百祥先生	-	1,500,000	-	1,500,000	-	-	1,500,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
Mr. Lui Siu Tsuen, Richard 呂兆泉先生	-	4,600,000	-	4,600,000	(1,000,000) (Note 5) (附註5)	-	3,600,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
Mr. Kwok Ka Lap, Alva 郭嘉立先生	-	500,000	-	500,000	(250,000) (Note 5) (附註5)	-	250,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
Mr. Sin Chi Fai (resigned on 27 March 2007 and appointed on 28 January 2008) 冼志輝先生 (於二零零七年 三月二十七日辭任及 於二零零八年 一月二十八日獲委任)	-	500,000	-	500,000	-	(500,000)	-	0.728	22.6.2006	22.6.2006 - 21.6.2008
<b>Employees</b>	-	30,680,000	(200,000)	30,480,000	(1,895,000) (Note 5) (附註5)	(2,650,000)	25,935,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
<b>僱員</b>										
<b>Other eligible participants</b> (Note 4) 其他合資格參與人士 (附註4)	-	9,100,000	-	9,100,000	(1,140,000) (Note 5) (附註5)	(560,000)	7,400,000	0.728	22.6.2006	22.6.2006 - 21.6.2008
	-	58,880,000	(200,000)	58,680,000	(4,285,000)	(7,710,000)	46,685,000			

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### 45. SHARE OPTION SCHEME (CONTINUED)

Notes:

1. On 22 June 2006, a total of 58,880,000 share options were granted. The closing price of the shares of the Company immediately before the date of grant (as of 21 June 2006) was HK\$0.72.

2. The options are to vest as follows:

Up to a maximum of 50% of the options are exercisable during the first year of the option period commencing from 22 June 2006 to 21 June 2007. The balance of the 50% of the options not yet exercised in the first year and the other 50% could be exercised in the second year commencing from 22 June 2007 to 21 June 2008. The total numbers of share options that are outstanding at 31 December 2007 was 46,685,000 (2006: 58,680,000).

3. The estimated fair value of the 58,880,000 share options granted during the year ended 31 December 2006 is HK\$15,706,696, which was calculated using the Black-Scholes option pricing model (the "Model") as at the date of the grant of the share options. The following are the inputs to the Model:

Share price:	HK\$0.71
Exercise price:	HK\$0.728
Expected volatility:	65.28%
Expected dividend yield:	0%
Risk free interest rate:	4.599%
Expected life of the share options:	2 years

Expected volatility was determined by using the annualised historical volatility of the closing price of the shares of the Company as at 22 June 2006.

The Group recognised a total expense of approximately HK\$2,924,000 for the year ended 31 December 2007 (2006: HK\$12,006,000) in relation to share options granted by the Company.

### 45. 購股權計劃 (續)

附註:

1. 於二零零六年六月二十二日，總共 58,880,000 股購股權獲授出。緊接授出購股權日期前 (即二零零六年六月二十一日) 本公司股份收市價為 0.72 港元。

2. 歸屬購股權如下:

二零零六年六月二十二日開始至二零零七年六月二十一日止為購股權期間之首年，期間可行使最多 50% 之購股權。於首年餘下 50% 尚未行使之購股權及另外 50% 可於二零零七年六月二十二日開始至二零零八年六月二十一日止第二年行使。於二零零七年十二月三十一日未行使之購股權總數為 46,685,000 股 (二零零六年: 58,680,000 股)。

3. 截至二零零六年十二月三十一日止年度內授出之 58,880,000 股購股權之估計公平價值為 15,706,696 港元，其乃以「柏力克-舒爾斯」期權定價模式 (「該模式」) 於授出購股權當日計算。代入該模式之數字如下:

股價:	0.71 港元
行使價:	0.728 港元
預期波幅:	65.28%
預期股息率:	0%
無風險利率:	4.599%
預期購股權有效年期:	兩年

預期波幅以本公司股份於二零零六年六月二十二日收市價之年度歷史波幅釐定。

截至二零零七年十二月三十一日止年度，本集團確認有關本公司授出購股權之總開支約 2,924,000 港元 (二零零六年: 12,006,000 港元)。

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### 45. SHARE OPTION SCHEME (CONTINUED)

The Model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

4. Other eligible participants represent individuals who render personal services to the subsidiaries and the services rendered are similar to those rendered by employees.
5. The weighted average closing prices of the shares of the Company immediately before and on the dates on which the share options were exercised during the year were ranged from HK\$0.85 to HK\$0.93.

### 46. RESERVES

The special reserve represents (i) the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the shares of the Company issued for the acquisition under the group reorganisation in September 1997; and (ii) a reduction of share capital took place during the year ended 31 December 2006.

### 47. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

### 45. 購股權計劃 (續)

該模式乃用作估計購股權之公平價值。在計算購股權之公平價值時，董事根據最佳估計而決定變數及假設。購股權之價值會視乎若干主觀假設之不同變數而定。

4. 其他合資格參予人士指提供個人服務予附屬公司而提供之服務與員工所提供的相似之人士。
5. 於年內，本公司股份於緊接購股權獲行使之各個日期前或當日之加權平均收市價介乎0.85港元至0.93港元。

### 46. 儲備

特別儲備指(i)按一九九七年九月之集團重組時所收購附屬公司股份面值與為收購而發行本公司股份面值之間之差額；及(ii)於截至二零零六年十二月三十一日止年度進行之股本削減。

### 47. 資本風險管理

本集團之資本管理旨在透過在債務與權益間作出最佳平衡，確保本集團之實體可持續經營之餘，亦為股東締造最大回報。本集團整體策略與去年相同。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 47. CAPITAL RISK MANAGEMENT (CONTINUED)

The capital structure of the Group consists of net debt, which includes the borrowings disclosed in Notes 35, 37, 38, 39, 40, 41 and 42, (net of cash and cash equivalents) and equity attributable to equity holders of the Company, comprising issued share capital, reserves and retained profits.

The directors of the Company review the capital structure on a quarterly basis. As part of this review, the directors consider the cost of capital and the risks associates with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

### 48. FINANCIAL INSTRUMENTS

#### 48a. Categories of financial instruments

##### Financial assets

##### FVTPL

- Investments held for trading
- Derivative financial instruments

Loans and receivables (including cash and cash equivalents)

Available-for-sale investments

##### Financial liabilities

Amortised cost

##### 金融資產

損益按公平值計算

- 持作買賣之投資
- 衍生金融工具

貸款及應收賬款

(包括現金及現金等值項目)

可供出售投資

##### 金融負債

攤銷成本

### 47. 資本風險管理 (續)

本集團之資本架構包括負債淨額(包括借貸(見附註35、37、38、39、40、41及42所披露)扣除現金及現金等值項目)及本公司股東應佔權益(包括已發行股本、儲備及保留溢利)。

本公司董事會每季檢討資本架構。檢討之一部分為董事考慮資本成本及各類資本所附帶之風險。本集團會通過派發股息、發行新股份、購回股份、發行新債務及贖回現有債務等方式，對整體資本架構作出平衡。

### 48. 金融工具

#### 48a. 金融工具類別

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
<b>Financial assets</b>	<b>金融資產</b>		
FVTPL	損益按公平值計算		
– Investments held for trading	– 持作買賣之投資	27,531	7,126
– Derivative financial instruments	– 衍生金融工具	5,972	–
Loans and receivables (including cash and cash equivalents)	貸款及應收賬款 (包括現金及現金等值項目)	815,036	324,234
Available-for-sale investments	可供出售投資	249,992	72,732
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	1,832,577	1,779,671



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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 48. FINANCIAL INSTRUMENTS (CONTINUED)

#### 48b. Financial risk management objectives and policies

The Group's major financial instruments include amounts due from related companies, amounts due from/to associates, trade and other receivables, loan receivables, loans to/from related companies, investments held for trading, pledged bank deposits, trading cash balances, bank balances and cash, trade and other payables, borrowings, promissory note, consideration note, amounts due to minority shareholders of subsidiaries, and convertible notes. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risk.

### 48. 金融工具 (續)

#### 48b. 財務風險管理目標及政策

本集團之主要金融工具包括應收關連公司款項、應收／應付聯營公司款項、貿易及其他應收賬款、應收貸款、應收／應付關連公司貸款、持作買賣之投資、已抵押銀行存款、貿易現金結餘、銀行結餘及現金、貿易及其他應付賬款、借貸、承兌票據、代價票據、應付附屬公司少數股東款項以及可換股票據。此等金融工具之詳情已載於有關附註內。此等金融工具之相關風險及減低風險之政策載述如下。管理層負責管理及監察此等風險，以確保能適時及有效地採取適當措施。

本集團之市場風險或管理與計量風險之方式並無重大變動。

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 48. FINANCIAL INSTRUMENTS (CONTINUED)

#### 48b. Financial risk management objectives and policies (Continued)

##### Market risk

##### (i) Currency risk

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
<b>Assets</b>			
	<b>資產</b>		
United States dollars	美元	<b>14,806</b>	12,821
Renminbi	人民幣	<b>1,589</b>	-
<b>Liabilities</b>			
	<b>負債</b>		
United States dollars	美元	<b>216,009</b>	5,782
Australia dollars	澳元	<b>13,519</b>	515
Euro	歐元	<b>7,196</b>	7,254
Renminbi	人民幣	<b>6,418</b>	2,029

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure by closely monitoring the movement of foreign currency rate and will enter into foreign currency options or forward contract, when and where appropriate.

The directors are of the opinion that the Group's major foreign currency transaction is mainly in the United States dollars. The Group's sensitivity to the change in the foreign exchange rate is low as the functional currency of the relevant group entities is Hong Kong dollars which is pegged with United States dollars.

### 48. 金融工具 (續)

#### 48b. 財務風險管理目標及政策 (續)

##### 市場風險

##### (i) 貨幣風險

本集團以外幣計值之貨幣資產及貨幣負債於報告日之賬面值如下：

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
<b>Assets</b>			
	<b>資產</b>		
United States dollars	美元	<b>14,806</b>	12,821
Renminbi	人民幣	<b>1,589</b>	-
<b>Liabilities</b>			
	<b>負債</b>		
United States dollars	美元	<b>216,009</b>	5,782
Australia dollars	澳元	<b>13,519</b>	515
Euro	歐元	<b>7,196</b>	7,254
Renminbi	人民幣	<b>6,418</b>	2,029

本集團現時並沒有對沖外匯之政策。然而，管理層透過密切監察外幣匯率之變動，對外匯風險進行監管，並會在有需要時訂立外幣期權或遠期合約。

董事認為本集團之主要外幣交易大部分以美元計值。由於相關集團實體之功能貨幣為與美元掛鈎之港元，故本集團對匯率變動之敏感度偏低。

### 48. FINANCIAL INSTRUMENTS (CONTINUED)

#### 48b. Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (ii) Cash flow interest rate risk

The Group is also exposed to cash flow interest rate risk in relation to variable-rate loan from related companies, borrowings, promissory note and consideration note (see notes 35, 37, 38, 39 and 40 for details of these borrowings). It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR and Hong Kong Dollar Prime Rate arising from the Group's Hong Kong dollar denominated borrowings.

##### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the balance sheet date. For variable-rate borrowings, the analysis is prepared assuming the amount of liability outstanding at the balance sheet date was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

### 48. 金融工具 (續)

#### 48b. 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (ii) 現金流量利率風險

本集團亦須承受與浮動利率有關之應收關連公司貸款、借貸、承兌票據及代價票據(有關該等借貸之詳情請見附註35、37、38、39及40)等現金流量利率風險。本集團以浮動利率借貸之政策減低公平值利率風險。

本集團於金融負債之利率風險詳載於本附註流動資金風險管理一節。本集團之現金流量利率風險主要集中於本集團以港元計值之借貸對香港銀行同業拆息及港元最優惠利率之波動。

##### 敏感度分析

下文之敏感度分析乃根據於結算日之非衍生工具利率風險釐定。於編製浮息借貸之分析時，會假設於結算日之未償還負債金額於整年均未償還。於內部向主要管理人員報告利率風險時上調或下調50個基點，而有關幅度乃管理層對匯率可能出現之合理變動作出之評估。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 48. FINANCIAL INSTRUMENTS (CONTINUED)

#### 48b. Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (ii) Cash flow interest rate risk (Continued)

##### Sensitivity analysis (Continued)

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2007 would decrease/increase by HK\$4,303,000 (2006: decrease/increase by HK\$2,860,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings.

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

##### (iii) Other price risk

The Group is exposed to other price risk through its investments in equity securities and derivative financial instruments. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group's price risk is mainly concentrated on equity instruments quoted in the Stock Exchange. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

### 48. 金融工具 (續)

#### 48b. 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (ii) 現金流量利率風險 (續)

##### 敏感度分析 (續)

倘利率上調/下滑50個基點，而所有其他變數維持不變，則本集團截至二零零七年十二月三十一日止年度之溢利將會減少/增加4,303,000港元(二零零六年：減少/增加2,860,000港元)，主要原因為本集團承擔其浮息銀行借貸之利率風險。

由於浮息債務工具增加，故本集團於本年度對利率之敏感程度增加。

##### (iii) 其他價格風險

本集團於股本證券及衍生金融工具之投資承受其他價格風險。管理層透過持有一個不同風險之投資組合，以管理此類風險。本集團之價格風險主要集中於在聯交所報價之股本工具。此外，本集團已委任一支專責隊伍監察價格風險，並於有需要時考慮對沖有關風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 48. FINANCIAL INSTRUMENTS (CONTINUED)

#### 48b. Financial risk management objectives and policies (Continued)

*Market risk* (Continued)

(iii) Other price risk (Continued)

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date for the held-for-trading investments and currency options.

If the prices of the respective equity instruments had been 5% higher/lower, profit for the year ended 31 December 2007 will be increased/decreased by HK\$1,675,000 (2006: increased/decreased by HK\$356,000) as a result of the changes in fair value of held-for-trading investments.

The Group's sensitivity to held-for-trading investments has not changed significantly from the prior year.

### 48. 金融工具 (續)

#### 48b. 財務風險管理目標及政策 (續)

市場風險 (續)

(iii) 其他價格風險 (續)

敏感度分析

下文之敏感度分析乃根據持作買賣投資及貨幣期權於呈報日之權益價格風險釐定。

倘若各項股本工具之價格上調／下滑5%，則截至二零零七年十二月三十一日止年度之溢利將會因為持作買賣之投資之公平價值變動而增加／減少1,675,000港元(二零零六年：增加／減少356,000港元)。

本集團對持作買賣之投資之敏感程度與往年大致相同。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 48. FINANCIAL INSTRUMENTS (CONTINUED)

#### 48b. Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (iii) Other price risk (Continued)

##### Credit risk

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

The credit risk for bank deposits and bank balances exposed is considered minimal as such amounts are placed with banks with good credit ratings.

The Group does not have other significant concentration of credit risk.

### 48. 金融工具(續)

#### 48b. 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (iii) 其他價格風險(續)

##### 信貸風險

倘對方未能履行於二零零七年十二月三十一日有關各類已確認金融資產之責任，則本集團所承擔之最高信貸風險為綜合資產負債表所列之該等資產之賬面值。為減低信貸風險，本集團之管理層已委派一小組，負責釐定信貸限額、信貸批核及進行其他監察程序，以確保已採取跟進措施，收回逾期債項。此外，本集團亦審核各個貿易債項於各結算日之可收回金額，以確保已就不能收回金額提撥充足減值虧損。就此而言，本公司董事認為本集團之信貸風險已大幅減低。

由於銀行存款及銀行結餘存放於擁有良好信貸評級之銀行，因此該等款額之信貸風險被視為極低。

本集團並無其他重大需要集中於信貸風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 48. FINANCIAL INSTRUMENTS (CONTINUED)

#### 48b. Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (iii) Other price risk (Continued)

##### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank and other borrowings and ensures compliance with loan covenants.

The Group relies on bank and other borrowings as a significant source of liquidity. As at 31 December 2007, the Group has available unutilised overdraft, undrawn credit facilities from banks, and undrawn credit facilities from related companies of approximately HK\$3,000,000 (2006: HK\$3,000,000), HK\$741,238,000 (2006: Nil) and HK\$420,000,000 (2006: Nil) respectively. Details of which are set out in note 38.

### 48. 金融工具 (續)

#### 48b. 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (iii) 其他價格風險 (續)

##### 流動資金風險

就管理流動資金風險而言，本集團監察及維持現金及現金等值項目於管理層認為合適之水平，為本集團業務提供資金，並減低現金流量波動之影響。管理層監察銀行及其他借貸之動用情況，並確保遵守貸款契諾。

本集團之流動資金主要來自銀行及其他借貸。於二零零七年十二月三十一日，本集團可供動用而未動用之透支、銀行之未提取信貸融資及關連公司之未提取信貸融資分別約3,000,000港元（二零零六年：3,000,000港元）、741,238,000港元（二零零六年：無）及420,000,000港元（二零零六年：無）。有關詳情載於附註38。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 48. FINANCIAL INSTRUMENTS (CONTINUED)

#### 48b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(iii) Other price risk (Continued)

Liquidity risk (Continued)

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. For non-derivative financial liabilities which has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest dates on which the Group can be required to pay. The table includes both undiscounted cash flows and principal cash flows.

### 48. 金融工具 (續)

#### 48b. 財務風險管理目標及政策 (續)

市場風險 (續)

(iii) 其他價格風險 (續)

流動資金風險 (續)

下表載有本集團非衍生金融負債之剩餘合約年期詳情。就非衍生金融負債而言，有關列表乃根據於本集團可能被要求付款之最早日期之金融負債未貼現現金流量編製。下列載有未貼現現金流量及主要現金流量。

		Weighted average effective interest rate %	Less than 1 year HK\$'000	1-2 years HK\$'000	2-5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at balance sheet date HK\$'000
		加權平均實際利率 %	一年內千港元	一年至兩年千港元	兩年至五年千港元	未貼現金流量總額千港元	於結算日之賬面值千港元
<b>2007</b>	<b>二零零七年</b>						
Trade and other payables	貿易及其他應付賬款	-	251,641	-	-	251,641	251,641
Loans from related companies	關連公司貸款	7.3	297,269	-	-	297,269	277,045
Amounts due to associates	應付聯營公司款項	-	12,749	-	-	12,749	12,749
Amounts due to related companies	應付關連公司款項	-	54,544	-	-	54,544	54,544
Obligations under finance leases	融資租約之承擔	6.80	53	53	139	245	210
Borrowings	借貸	6.00	94,078	411,978	-	506,056	455,412
Promissory note	承兌票據	6.80	113,694	-	-	113,694	106,455
Consideration note	代價票據	5.80	22,795	-	-	22,795	21,545
Amounts due to minority shareholders of subsidiaries	應付附屬公司少數股東款項	-	98,761	-	-	98,761	98,761
Convertible notes	可換股票據	2.00	12,800	12,800	722,341	747,941	554,215
			958,384	424,831	722,480	2,105,695	1,832,577
<b>2006</b>	<b>二零零六年</b>						
Trade and other payables	貿易及其他應付賬款	-	190,909	-	-	190,909	190,909
Loans from related companies	關連公司貸款	8.00	114,830	-	-	114,830	106,324
Amounts due to associates	應付聯營公司款項	-	13,350	-	-	13,350	13,350
Amounts due to related companies	應付關連公司款項	-	193,282	-	-	193,282	193,282
Obligations under finance leases	融資租約之承擔	6.80	35	-	-	35	31
Borrowings	借貸	5.10	62,292	49,309	420,073	531,674	465,749
Convertible notes	可換股票據	2.00	20,000	20,000	1,148,658	1,188,658	810,026
			594,698	69,309	1,568,731	2,232,738	1,779,671



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 48. FINANCIAL INSTRUMENTS (CONTINUED)

#### 48c. Fair value

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

- the fair value of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices; and
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as input.

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

### 48. 金融工具 (續)

#### 48c. 公平價值

金融資產及金融負債之公平價值釐定如下:

- 受標準條款及條件規管及於活躍流動市場交易之金融資產之公平價值乃參考市價報價釐定; 及
- 其他金融資產及金融負債之公平價值按公認定價模型, 以可知當前市場交易價格或利率作為輸入值進行折算現金流量分析釐定。

董事認為於綜合財務報表以攤銷成本記錄之其他金融資產及金融負債之賬面值與其公平價值相若。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 49. DISPOSAL OF SUBSIDIARIES

- (a) As described in note 33, the Group disposed of its approximately 56.91% interest in Triumph Up at a consideration of approximately HK\$252,789,000 in May 2007. The net assets of Triumph Up at the date of disposal were as follows:

		31.5.2007 HK\$'000 二零零七年 五月三十一日 千港元
Interest in associates	於聯營公司之權益	204,351
Trade and other receivables	貿易及其他應收賬款	6,161
Amounts due from associates	應收聯營公司款項	84,419
Amounts due to associates	應付聯營公司款項	(170)
Net assets disposed of	所出售之資產淨值	294,761
Minority interests	少數股東權益	(124,237)
Gain on disposal	出售之收益	82,265
Total consideration	總代價	252,789
Satisfied by:	支付方式:	
Cash	現金	226,100
Other receivable	其他應收賬款	895
Deposit received	已收按金	25,794
		252,789
Net cash inflow arising on disposal	出售所產生之現金流入淨額	226,100

The impact of Triumph Up on the Group's result and cash flow in the current and prior period was insignificant. A profit of approximately HK\$82 million was earned on the disposal of Triumph Up.

### 49. 出售附屬公司

- (a) 如附註33所述，本集團於二零零七年五月以約252,789,000港元之代價出售Triumph Up約56.91%權益。Triumph Up於出售當日之資產淨值如下：

於本期間及以往期間，Triumph Up對本集團之業績及現金流量之影響並不重大。出售Triumph Up賺取之溢利約為82,000,000港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 49. DISPOSAL OF SUBSIDIARIES (CONTINUED)

- (b) The Group disposed of its 100% interest in Wing On Air Services Ltd at a consideration of HK\$100,000 in October 2007. The net assets of Wing On Air Services Ltd at the date of disposal were as follows:

### 49. 出售附屬公司 (續)

- (b) 本集團於二零零七年十月以100,000港元之代價出售Wing On Air Services Ltd 100%權益。Wing On Air Services Ltd於出售當日之資產淨值如下：

		<b>22.10.2007</b> HK\$'000 二零零七年 十月二十二日 千港元
Net assets disposed of:	所出售之資產淨值：	
Trade and other receivables	貿易及其他應收賬款	387
Trade and other payables	貿易及其他應付賬款	(13)
		374
Loss on disposal	出售之虧損	(274)
Total consideration	總代價	100
Satisfied by:	支付方式：	
Cash	現金	100
Net cash inflow arising on disposal	出售所產生之現金流入淨額	100

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 49. DISPOSAL OF SUBSIDIARIES (CONTINUED)

- (c) As described in note 17, the Group disposed of its entire 100% interest in GZTI and its shareholder's loan of HK\$51,419,000 to Sino at a consideration of HK\$58,500,000 or US\$7,500,000 in August 2006. The consideration was settled by Sino USA issuing to the Group a total of 32,608,696 common shares of common stock in Sino USA. After completion, Sino USA became an associate of the Group. The net assets of GZTI at the date of disposal were as follows:

		30.8.2006 HK\$'000 二零零六年 八月三十日 千港元
Net assets disposal of:	所出售之資產淨值:	
Property, plant and equipment	物業、機器及設備	69
Investment deposits	投資訂金	51,419
Loan receivables	應收貸款	1,484
Bank balances and cash	銀行結餘及現金	466
Shareholder's loan	股東貸款	(51,419)
		<hr/> 2,019
Attributable goodwill	應佔商譽	841
Total consideration	總代價	<hr/> 2,860
Satisfied by:	支付方式:	
Interest in an associate	於一家聯營公司之權益	54,279
Assumption of shareholder's loan to GZTI	承受借予GZTI之股東貸款	(51,419)
		<hr/> 2,860
Net cash outflow arising on disposal:	出售所產生之現金流出淨額:	
Bank balances and cash disposed of	所出售之銀行結餘及現金	<hr/> (466)

The impact of GZTI on the Group's results and cash flow in the current and prior period was insignificant.

### 49. 出售附屬公司 (續)

- (c) 如附註17所述，本集團於二零零六年八月以代價58,500,000港元或7,500,000美元出售GZTI全部100%權益及51,419,000港元之股東貸款予Sino。代價由Sino USA向本集團發行合共32,608,696股Sino USA普通股方式償還。完成後，Sino USA成為本集團之聯營公司。GZTI於出售當日之資產淨值如下：

GZTI對本集團於本期間及前期間之業績及現金流量之影響並不重大。

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 50. ACQUISITION OF SUBSIDIARIES

Business acquisition:

- (a) On 31 May 2007, the Group, through a wholly owned subsidiary, acquired 51% interest in Sichuan Henxin for a consideration of approximately HK\$17,500,000. Sichuan Henxin is engaged in travel agency business and this acquisition has been accounted for using the purchase method. The preliminary amount of goodwill arising as a result of the acquisition was approximately HK\$16,705,000.

The net assets acquired in these transactions, and the preliminary goodwill arising, are as follows:

### 50. 收購附屬公司

業務收購：

- (a) 於二零零七年五月三十一日，本集團透過一間全資附屬公司收購四川恒信51%權益，代價約為17,500,000港元。四川恒信從事旅行社業務，而此項收購已採用購買處理法入賬。因收購產生之商譽之初步金額約為16,705,000港元。

該等交易中所收購之資產淨值及因收購而產生之初步商譽如下：

		Acquiree's carrying amount before combination and provisional fair value on acquisition
		HK\$'000
		合併前被收購公司之 賬面值及收購時之 臨時公平價值 千港元
Property, plant and equipment	物業、機器及設備	762
Trade and other receivables	貿易及其他應收賬款	337
Bank balances and cash	銀行結餘及現金	708
Trade and other payables	貿易及其他應付賬款	(245)
Net assets acquired	所購入資產淨值	1,562
Minority interests	少數股東權益	(767)
Goodwill arising on acquisition	收購所產生之商譽	16,705
		17,500
Satisfied by:	支付方式：	
Cash	現金	2,000
Investment deposits (note 23(e))	投資訂金(附註23(e))	15,500
		17,500
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額：	
Cash paid	已付現金	2,000
Bank balances and cash acquired	所購入之銀行結餘及現金	(708)
		1,292

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 50. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Business acquisition: (Continued)

Goodwill arose in the business combination because the consideration paid effectively included amounts in relation to the benefit of expected synergies, revenue growth and future market development.

The Group is in the process of assessing the fair value of the identified intangible assets of Sichuan Henxin at the date of acquisition; thus, the amount of goodwill disclosed herein is preliminary and subject to revision once the Group completes its valuation exercise and upon the receipt of professional valuations.

- (b) On 30 June 2007, the Group, through a wholly owned subsidiary, acquired 100% interest in 廣州天俠商旅服務有限公司 for a consideration of approximately HK\$35,000,000 and incurred transaction costs of HK\$2,675,000. 廣州天俠商旅服務有限公司 is engaged in travel agency business and this acquisition has been accounted for using the purchase method. The preliminary amount of goodwill arising as a result of the acquisition was approximately HK\$35,923,000.

### 50. 收購附屬公司 (續)

業務收購：(續)

由於實際支付之代價包括有關預期協同效益、收益增長及未來市場發展之利益之金額，故於業務合併中產生商譽。

本集團正評估四川恒信之已識別無形資產於收購當日之公平價值，故本文所披露之商譽金額純屬初步性質，本集團完成評估及接獲專業估值後將隨即修改。

- (b) 於二零零七年六月三十日，本集團透過一間全資附屬公司收購廣州天俠商旅服務有限公司100%權益，代價約為35,000,000港元，並產生交易成本2,675,000港元。廣州天俠商旅服務有限公司從事旅行社業務，而此項收購已採用購買處理法入賬。因收購產生之商譽之初步金額約為35,923,000港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 50. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Business acquisition: (Continued)

The net assets acquired in these transactions, and the preliminary goodwill arising, are as follows:

		<b>Acquiree's carrying amount before combination and provisional fair value on acquisition</b>
		HK\$'000
		合併前被收購公司之賬面值及收購時之臨時公平價值
		千港元
Property, plant and equipment	物業、機器及設備	195
Trade and other receivables	貿易及其他應收賬款	1,013
Bank balances and cash	銀行結餘及現金	1,412
Trade and other payables	貿易及其他應付賬款	(868)
Net assets acquired	所購入資產淨值	1,752
Goodwill arising on acquisition	收購所產生之商譽	35,923
Cash paid	已付現金	37,675
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額:	
Cash paid	已付現金	35,000
Expenses incurred for the acquisition	就收購所產生之開支	2,675
Bank balances and cash acquired	所購入之銀行結餘及現金	(1,412)
		36,263

The Group is in the process of assessing the fair value of the identified intangible assets of 廣州天俠商旅服務有限公司 at the date of acquisition; thus the amount of goodwill disclosed herein is preliminary and subject to revision once the Group completes its valuation exercise and upon the receipt of professional valuations.

On 12 December 2007, the Group entered into an agreement in relation to the disposal of its 100% interest in 廣州天俠商旅服務有限公司 for a consideration of HK\$37,000,000, details of which are disclosed in note 33.

該等交易中所收購之資產淨值及因收購而產生之初步商譽如下:

	<b>Acquiree's carrying amount before combination and provisional fair value on acquisition</b>
	HK\$'000
	合併前被收購公司之賬面值及收購時之臨時公平價值
	千港元
Property, plant and equipment	195
Trade and other receivables	1,013
Bank balances and cash	1,412
Trade and other payables	(868)
Net assets acquired	1,752
Goodwill arising on acquisition	35,923
Cash paid	37,675
Net cash outflow arising on acquisition:	
Cash paid	35,000
Expenses incurred for the acquisition	2,675
Bank balances and cash acquired	(1,412)
	36,263

本集團正評估廣州天俠商旅服務有限公司之已識別無形資產於收購當日之公平價值，故本文所披露之商譽金額純屬初步性質，本集團完成評估及接獲專業估值後將隨即修改。

於二零零七年十二月十二日，本集團就按代價37,000,000港元出售廣州天俠商旅服務有限公司100%權益訂立一份協議，詳情於附註33披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 50. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Business acquisition: (Continued)

- (c) On 15 August 2007, the Group, through its 67.9% subsidiary, acquired 100% of issued share capital of Shenyang Limited for a consideration of HK\$178,000,000 and incurred transaction costs of HK\$633,000. Shenyang Limited is engaged in hotel operation business in the PRC and this acquisition has been accounted for using the purchase method. The amount of discount arising as a result of the acquisition was approximately HK\$47,344,000. The net assets acquired in the transaction and the discount on acquisition are as follows:

	<b>Acquiree's amount before combination</b> HK\$'000 合併前 被收購公司之 賬面值 千港元	<b>Fair value adjustment</b> HK\$'000 公平價值調整 千港元	<b>Fair value on acquisition</b> HK\$'000 收購時之 公平價值 千港元
Property, plant and equipment	199,811	27,367	227,178
Inventories	956	-	956
Trade and other receivables	5,210	-	5,210
Bank balances and cash	17,536	-	17,536
Trade and other payables	(9,700)	-	(9,700)
Amount due to a minority shareholder	(7,646)	-	(7,646)
Deferred tax	-	(5,500)	(5,500)
<b>Net assets acquired</b>	<b>206,167</b>	<b>21,867</b>	<b>228,034</b>
Minority interest			(2,057)
Discount on acquisition of subsidiaries			(47,344)
			<b>178,633</b>
Satisfied by:			
Cash			50,000
Expenses incurred for the acquisition			633
Consideration note			21,545
Promissory note			106,455
			<b>178,633</b>
Net cash outflow arising on acquisition:			
Cash paid			50,633
Bank balances and cash acquired			(17,536)
			<b>33,097</b>

### 50. 收購附屬公司 (續)

業務收購：(續)

- (c) 於二零零七年八月十五日，本集團透過其擁有67.9%權益之附屬公司收購Shenyang Limited 100%已發行股本，代價為178,000,000港元，並產生交易成本633,000港元。Shenyang Limited於國內從事酒店經營業務，而此項收購已採用購買處理法入賬。因收購產生之折讓金額約為47,344,000港元。該項交易中所收購之資產淨值及收購之折讓如下：



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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 50. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Shenyang Limited's property, plant and equipment include a hotel property. At the time of preparing a circular to the shareholders containing information on the acquisition, the Group has appointed Norton Appraisals Limited, independent professional valuers not connected with the Group to perform a valuation of the hotel property as of 30 April 2007, and the valuation was arrived at by reference to market evidence of transaction prices for similar properties. Details of the valuation are disclosed in the circular issued by the Company dated 23 July 2007. Upon completion of the acquisition on 15 August 2007, the Group has appointed another valuer, Greater China Appraisal Limited, independent qualified professional valuer not connected with the Group to assess the valuation of the property at 15 August 2007, which was arrived at by reference to both market evidence of transaction prices for similar properties and income approach. Both Norton Appraisals Limited and Greater China Appraisal Limited are members of the Hong Kong Institute of Surveyors, and have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. Both of them had come up with a similar valuation of this hotel property.

Shenyang Limited is making loss in past years and the directors of the Company believed that that the Group has more bargaining power to negotiate for a better consideration and resulting in a discount on acquisition of the subsidiaries after reassessment.

The subsidiaries acquired mentioned in note 50(a) to (c) above contributed approximately HK\$62,614,000 to the Group's revenue and contributed a loss of approximately HK\$5,241,000 to the Group's profit before tax for the period between the date of acquisition and the balance sheet date.

If the acquisition had been completed on 1 January 2007, total Group's revenue for the year would have been HK\$2,286,212,000, and the profit for the year would have been HK\$2,651,000. The proforma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2007, nor is it intended to be a projection of future results.

### 50. 收購附屬公司 (續)

Shenyang Limited之物業、機器及設備包括一項酒店物業。在編製向股東寄發載有收購事項資料之通函時，本集團已委任與本集團並無關連之獨立專業估值師普敦國際評估有限公司於二零零七年四月三十日對酒店物業進行估值，而有關估值乃經參考類似物業之交易價格市場憑證而達致。估值詳情已於本公司於二零零七年七月二十三日刊發之通函內披露。收購事項於二零零七年八月十五日完成後，本集團已委任另一間估值師漢華評估有限公司（與本集團並無關連之獨立合資格專業估值師）於二零零七年八月十五日為物業估值，而有關估值乃經參考類似物業之交易價格市場憑證及收入法達致。普敦國際評估有限公司及漢華評估有限公司均為香港測量師學會會員，擁有適當資格，最近亦有評估相關地區類似物業價值之經驗。兩名估值師對該酒店物業達致之估值相近。

Shenyang Limited於過往數年蒙受虧損，而本公司董事相信本集團於磋商更優惠代價時擁有更大議價能力，並於重新評估後產生收購附屬公司之折讓。

上文附註50(a)至(c)所述所收購之附屬公司於收購當日起至結算日止期間為本集團之收益作出約62,614,000港元之貢獻，並為本集團之除稅前溢利貢獻虧損約5,241,000港元。

倘收購事項於二零零七年一月一日完成，則本集團於本年度之總收益將為2,286,212,000港元，而本年度溢利則為2,651,000港元。備考資料僅供闡述用途，並不表示本集團於收購事項在二零零七年一月一日完成之情況下實際應可取得之收益及經營業績，亦不擬預期未來之業績。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 50. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Assets acquisition:

- (d) On 28 August 2007, the Group, through a wholly owned subsidiary, acquired the entire issued share capital of Asia Times Limited for a consideration of HK\$70,000,000 and incurred transaction costs of HK\$6,706,000. This acquisition has been accounted for as acquisition of assets and liabilities as the subsidiary acquired is not a business.

The net assets acquired in this transaction are as follows:

		Amount HK\$'000 金額 千港元
Property, plant and equipment	物業、機器及設備	980
Intangible assets	無形資產	78,250
Inventories	存貨	51
Amounts due from associates	應收聯營公司款項	472
Amounts due from related companies	應收關連公司款項	52
Trade and other receivables	貿易及其他應收賬款	939
Bank balances and cash	銀行結餘及現金	1,408
Trade and other payables	貿易及其他應付賬款	(4,249)
Tax liabilities	稅項負債	(1,197)
Net assets acquired and cash paid	所購入資產淨值及已付現金	<u>76,706</u>
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額:	
Cash paid	已付現金	70,000
Expenses incurred for the acquisition	就收購所產生之開支	6,706
Bank balances and cash acquired	所購入之銀行結餘及現金	<u>(1,408)</u>
		<u>75,298</u>

### 50. 收購附屬公司 (續)

資產收購:

- (d) 於二零零七年八月二十八日，本集團透過一間全資附屬公司收購 Asia Times Limited 全部已發行股本，代價為 70,000,000 港元，並產生交易成本 6,706,000 港元。由於所收購之附屬公司並非一項業務，故此項收購已入賬列為資產及負債收購。

該項交易所收購之資產淨值如下:

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 50. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Assets acquisition: (Continued)

- (e) On 13 September 2007, the Group through its 52.5% owned subsidiary, Enjoy Media Holdings Limited, completed the acquisition of the entire issued share capital of Square Inn Hotel Management Limited for a consideration of HK\$30,000,000 and incurred transaction costs of HK\$5,263,000. This acquisition has been accounted for as acquisition of assets and liabilities as the subsidiary acquired is not a business.

The net assets acquired in this transaction are as follows:

		Amount HK\$'000 金額 千港元
Intangible assets	無形資產	38,342
Other payables	其他應付賬款	(3,079)
Net assets acquired and cash consideration	所購入資產淨值及 現金代價	35,263
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額:	
Cash paid	已付現金	30,000
Expense incurred for the acquisition	就收購所產生之開支	5,263
		35,263

### 50. 收購附屬公司 (續)

資產收購: (續)

- (e) 於二零零七年九月十三日，本集團透過其擁有52.5%權益之附屬公司Enjoy Media Holdings Limited完成收購Square Inn Hotel Management Limited全部已發行股本，代價為30,000,000港元，並產生交易成本5,263,000港元。由於所收購之附屬公司並非一項業務，故此項收購已入賬列為資產及負債收購。

該項交易中所收購之資產淨值如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 50. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Assets acquisition: (Continued)

- (f) On 15 November 2007, the Company, through its wholly owned subsidiary, Fortune Up International Limited, completed the share subscription representing a 72% of the enlarged share capital of Tangula Group Limited for a consideration of approximately HK\$412,011,000 and incurred transaction costs of HK\$36,649,000. This acquisition has been accounted for as acquisition of assets and liabilities as the subsidiary acquired is not a business.

The net assets acquired in this transaction are as follows:

		Amount HK\$'000 金額 千港元
Property, plant and equipment	物業、機器及設備	301,259
Intangible assets	無形資產	352,302
Derivative financial instruments	衍生金融工具	2,185
Investment in a jointly controlled entity	於一家共同控制實體之投資	6,979
Trade and other receivables	貿易及其他應收賬款	247
Bank balances and cash	銀行結餘及現金	4,657
Amounts due to minority shareholders	應付少數股東款項	(99,484)
Other borrowings	其他借貸	(290,702)
Other payables	其他應付賬款	(66,319)
Net assets acquired	所購入資產淨值	211,124
Share subscription proceeds	本集團之股份認購	
from the Group	所得款項	412,011
Minority interests	少數股東權益	(174,475)
		448,660
Net cash outflow arising acquisition:	收購所產生之現金流出淨額:	
Expenses incurred	就收購所產生之	
for the acquisition	開支	36,649
Bank balances and cash acquired	所購入銀行結餘及現金	(4,657)
		31,992

### 50. 收購附屬公司 (續)

資產收購：(續)

- (f) 於二零零七年十一月十五日，本集團透過一間全資附屬公司 Fortune Up International Limited 完成認購股份（相當於 Tangula Group Limited 經擴大股本 72%），代價約為 412,011,000 港元，並產生交易成本 36,649,000 港元。由於所收購之附屬公司並非一項業務，故此項收購已入賬列為資產及負債收購。

該項交易所收購之資產淨值如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 50. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Assets acquisition: (Continued)

- (g) On 31 December, 2007, the Group, through a wholly owned subsidiary, acquired 100% interest in Dinna Capital Limited for a consideration of HK\$36,000,000 and incurred transaction costs of HK\$4,000,000. This acquisition has been accounted for as acquisition of assets and liabilities as the subsidiary acquired has not commenced business at 31 December 2007.

The net assets acquired in this transaction are as follows:

		<b>Amount</b> HK\$'000 金額 千港元
Investment property	投資物業	174,938
Property, plant and equipment	物業、機器及設備	193
Bank balances and cash	銀行結餘及現金	13,237
Trade and other payables	貿易及其他應付賬款	(500)
Amounts due to related companies	應付關連公司款項	(147,868)
Net assets acquired and cash paid	所購入資產淨值及已付現金	40,000
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額:	
Cash paid	已付現金	36,000
Expenses incurred for the acquisition	就收購所產生之開支	4,000
Bank balances and cash acquired	所購入銀行結餘及現金	(13,237)
		26,763

The fair value of the Group's investment properties at 31 December 2007 has been arrived at on the basis of a valuation carried out on that date by Norton Appraisals Limited, independent qualified professional valuer not connected with the Group. Norton Appraisals Limited is a member of the Hong Kong Institute of Surveyors, and has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation was arrived at by reference to market evidence of transaction prices for similar properties.

### 50. 收購附屬公司 (續)

資產收購: (續)

- (g) 於二零零七年十二月三十一日,本集團透過一間全資附屬公司收購Dinna Capital Limited 100%權益,代價為36,000,000港元,並產生交易成本4,000,000港元。由於所收購之附屬公司於二零零七年十二月三十一日尚未開業,故此項收購已入賬列為資產及負債收購。

該項交易所收購之資產淨值如下:

本集團投資物業於二零零七年十二月三十一日之公平價值乃根據與本集團並無關連之獨立合資格專業估值師普敦國際評估有限公司於該日進行之估值釐定。普敦國際評估有限公司為香港測量師學會會員,擁有適當資格,最近亦有評估相關地區類似物業價值之經驗。有關估值乃經參考類似物業之交易價格市場憑證達致。

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 51. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2007, the Group acquired 30,000,000 common stock of Sino USA. The consideration was satisfied by amount due from an associate of HK\$30,000,000 and loan receivables of HK\$7,000,000, respectively.

During the year ended 31 December 2006, the Group disposed of a subsidiary and related shareholder's loan to Sino at a consideration of US\$7,500,000. The consideration was satisfied by Sino USA issuing to the Group a total of 32,608,696 common shares of Sino USA.

### 52. PLEDGE OF ASSETS

Save as otherwise disclosed, at 31 December 2007, the Group's credit facilities were secured by the Group's assets as follows:

Hotel property	酒店物業
Leasehold land and building	租賃物業及樓宇
Bank balances	銀行結餘

In addition, the Group has also effected a pledge of fixed charge over all the revenue and a floating charge over all the assets of Rosedale Park Limited for bank borrowings. Rosedale Park Limited, a subsidiary of the Group, is engaging in hotel operation in Hong Kong which has revenue of approximately HK\$92,305,000 for 2007 (2006: HK\$87,420,000) and total assets of approximately HK\$14,571,000 (2006: HK\$11,863,000) at 31 December 2007.

### 51. 重大非現金交易

截至二零零七年十二月三十一日止年度，本集團收購Sino USA 30,000,000股普通股。代價分別以應收一家聯營公司款項30,000,000港元及應收貸款7,000,000港元償還。

截至二零零六年十二月三十一日止年度，本集團以代價7,500,000美元向Sino出售一間附屬公司及相關股東貸款。代價由Sino USA向本集團發行合共32,608,696股Sino USA普通股方式清償。

### 52. 資產抵押

除另行披露外，於二零零七年十二月三十一日，本集團之信貸融資以本集團下列資產作抵押：

	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Hotel property	603,548	609,202
Leasehold land and building	13,557	17,849
Bank balances	11,916	11,436
	<b>629,021</b>	<b>638,487</b>

另外，本集團亦以Rosedale Park Limited之所有收益作為固定抵押及其所有資產作為浮動抵押向銀行借貸。Rosedale Park Limited於香港從事酒店業務，為本集團之附屬公司，其於二零零七年之收益約為92,305,000港元（二零零六年：87,420,000港元），而於二零零七年十二月三十一日之資產總值則約為14,571,000港元（二零零六年：11,863,000港元）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 52. PLEDGE OF ASSETS (CONTINUED)

Further, the equity interests in subsidiaries of the Group, namely Shenyang Limited, Shenyang Hotel Holdings Limited and Time Plaza are pledged in relation to the issue of promissory note (note 39). Time Plaza holds directly 92% interest of a hotel property, with a carrying amount of approximately HK\$228,725,000 in Shenyang, the PRC at 31 December 2007.

### 53. OPERATING LEASE COMMITMENTS

#### As lessee

At 31 December 2007, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

<b>Land and buildings</b>	<b>土地及樓宇</b>		
Within one year	一年內	<b>20,054</b>	19,029
In the second to fifth years inclusive	第二年至第五年(包括首尾兩年)	<b>8,938</b>	15,501
		<b>28,992</b>	34,530
<b>Equipment</b>	<b>設備</b>		
Within one year	一年內	<b>358</b>	358
In the second to fifth years inclusive	第二年至第五年(包括首尾兩年)	<b>179</b>	538
		<b>537</b>	896

Operating lease payments represent rentals payable by the Group for certain of its office properties, shops and employees' quarters as well as equipment. Leases are negotiated for an average term of two years.

### 52. 資產抵押(續)

此外，於本集團附屬公司(Shenyang Limited、Shenyang Hotel Holdings Limited及時代廣場)之股本權益已就發行承兌票據(附註39)作出質押。於二零零七年十二月三十一日，時代廣場直接持有一項位於中國瀋陽市之酒店物業(賬面值約為228,725,000港元)之92%權益。

### 53. 經營租約承擔

#### 作為承租人

於二零零七年十二月三十一日，本集團根據各項不可撤銷經營租約之未來最低租金付款作出承擔。此等承擔之到期日如下：

	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
<b>Land and buildings</b>		
Within one year	<b>20,054</b>	19,029
In the second to fifth years inclusive	<b>8,938</b>	15,501
	<b>28,992</b>	34,530
<b>Equipment</b>		
Within one year	<b>358</b>	358
In the second to fifth years inclusive	<b>179</b>	538
	<b>537</b>	896

經營租約付款指本集團為其若干辦公室物業、商舖、僱員宿舍及設備所應付之租金。租約議定平均為期兩年。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 53. OPERATING LEASE COMMITMENTS (CONTINUED)

#### As lessor

Property rental income earned during the year was HK\$17,952,000 (2006: HK\$15,202,000).

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments for its investment property and premises within the hotel properties:

Within one year	一年內
In the second to fifth years inclusive	第二年至第五年(包括首尾兩年)
After five years	五年之後

### 53. 經營租約承擔(續)

#### 作為出租人

年內收取之物業租金收入為17,952,000港元(二零零六年: 15,202,000港元)。

於結算日,本集團與租戶訂立合約,內容有關下列投資物業及酒店物業內之樓宇之未來最低租金付款:

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Within one year	一年內	17,952	15,108
In the second to fifth years inclusive	第二年至第五年(包括首尾兩年)	41,764	50,671
After five years	五年之後	3,698	8,476
		<b>63,414</b>	<b>74,255</b>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 54. CAPITAL COMMITMENTS

### 54. 資本承擔

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Contracted for but not provided in the consolidated financial statements in respect of	已就下列事項訂約但未於綜合財務報表撥備		
Acquisition of companies holding prepaid lease payment	收購持有預付租賃款項之公司	177,492	30,000
Investment in a jointly controlled entity	於一家共同控制實體之投資	45,476	—
Purchase of property, plant and equipment	購買物業、機器及設備	397,858	7,741
		<b>620,826</b>	<b>37,741</b>

### 55. PROVIDENT FUND SCHEMES

The Group has retirement schemes covering a substantial portion of its employees in Hong Kong. The principal schemes are defined contribution schemes. The assets of these schemes are held separately from those of the Group in funds under the control of independent trustees.

With effect from 1 December 2000, the Group joined a Mandatory Provident Fund Scheme ("MPF Scheme") for all its new employees in Hong Kong employed therefrom or existing employees wishing to join the MPF Scheme. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are required to make contributions to the MPF Scheme at rates specified in the rules. The only obligation of the Group in respect of MPF Scheme is to make the required contributions under the MPF Scheme.

### 55. 退休金計劃

本集團為大部分香港僱員設有退休金計劃。主要計劃為定額供款計劃。該等計劃之資產與本集團之資產分開，以基金方式持有，並由獨立信托人控制。

自二零零零年十二月一日起，本集團已為其所有於該日起受僱之新香港僱員或欲參與強制性公積金計劃（「強積金計劃」）之現有僱員參與一個強積金計劃。強積金計劃乃根據強制性公積金計劃條例於強制性公積金計劃管理局註冊。強積金計劃之資產與本集團之資產分開，以基金方式持有，並由一位獨立信托人控制。根據強積金計劃規則，僱主及其僱員須按規則指定比例向強積金計劃作出供款。本集團在強積金計劃方面僅須負責就該計劃作出所需供款。

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 55. PROVIDENT FUND SCHEMES (CONTINUED)

The employees of the Group's subsidiaries in the PRC are members of the state-managed retirement benefit scheme operated by the government of the PRC. The subsidiaries are required to contribute certain percentage of their payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The amounts charged to the consolidated income statement represent contributions paid or payable to schemes by the Group of approximately HK\$8,385,000 (2006: HK\$7,461,000) less forfeiture of HK\$105,000 (2006: HK\$127,000) arising from employees leaving the Group prior to completion of the qualifying service period, if any.

At the balance sheet date, the total amount of forfeited contributions, which arose upon employees leaving the retirement benefit schemes and which are available to reduce the contributions payable in future years was HK\$43,000 (2006: HK\$543,000).

### 55. 退休金計劃 (續)

本集團中國附屬公司之僱員均為中國政府管理之國營退休福利計劃成員。該等附屬公司須按僱員薪酬若干百分比向退休福利計劃供款，為福利提供資金。本集團就該退休福利計劃唯一應盡之責任乃根據計劃作出規定之供款。

於綜合收益表中列支之款項，為本集團已付或應付予計劃之供款約8,385,000港元（二零零六年：7,461,000港元），減去本集團僱員在未完成合資格服務年期前離職（如有）而被沒收之供款105,000港元（二零零六年：127,000港元）。

於結算日，因僱員退出退休福利計劃而被沒收，並可供扣減未來年度應付供款之供款總額為43,000港元（二零零六年：543,000港元）。

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 56. RELATED PARTY TRANSACTIONS

- (a) Save as disclosed in elsewhere of this consolidated financial statements, during the year, the Group had transactions with related parties as follows:

Nature of transactions 交易性質	Name of company 公司名稱	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Property rental expenses paid and payable by the Group 本集團已付及應付之 物業租金開支	Cycle Company Limited and Gunnell Properties Limited 旋高有限公司及 Gunnell Properties Limited Mass Success International Limited Paul Y. Building Management Limited 保華物業管理有限公司	– – – –	2,404 190 10
		–	2,604
Air ticketing and travel service income received and receivable by the Group 本集團已收及應收之 機票及旅遊服務收入	Hanny Holdings Limited and its subsidiaries 錦興集團有限公司及其附屬公司 Paul Y. – ITC Management Limited PYI Corporation Limited and its subsidiaries 保華集團有限公司及其附屬公司 See Corporation Limited 漢傳媒集團有限公司 China Strategic Holdings Limited and its subsidiaries 中策集團有限公司及其附屬公司 China Enterprises Limited ITC Corporation Limited and its subsidiaries 德祥企業集團有限公司及其附屬公司 ITC Properties Group Limited 德祥地產集團有限公司 PSC Corporation Limited	732 1,020 2,049 575 31 4 411 1,323 123	1,210 667 1,796 827 – – 438 – –
		6,268	4,938

### 56. 關連人士交易

- (a) 除本綜合財務報表其他部分所披露者外，年內，本集團與關連人士進行之交易如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 56. RELATED PARTY TRANSACTIONS (CONTINUED)

### 56. 關連人士交易 (續)

Nature of transactions 交易性質	Name of company 公司名稱	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Tour costs paid and payable by the Group 本集團已付及應付之接待成本	Ananda Travel Services (Aust.) Pty Ltd. Wing On Int'l Travel Service Ltd. Guangdong 廣東永安國際旅行社有限公司	<b>35,538</b>  <b>5,553</b>	35,967  1,328
		<b>41,091</b>	37,295
Interest paid and payable on convertible notes 可換股票據之已付及應付利息	China Enterprises Limited	<b>3,489</b>	3,403
Loan interest paid and payable by the Group 本集團已付及應付之貸款利息	Nation Cheer Investment Limited 志恒投資有限公司 Million Good Limited Hanny Holdings Limited and its subsidiaries 錦興集團有限公司及其附屬公司 ITC Management Limited ITC Properties Group Limited and its subsidiaries 德祥地產集團有限公司及其附屬公司 TZG Holding Limited	<b>2,766</b>  – <b>1,036</b>  <b>10,594</b> <b>4,892</b>  <b>167</b>	2,040  3,056 2,451 8,714 2,996 –
		<b>19,455</b>	19,257
Loan interest received and receivable by the Group 本集團已收及應收之貸款利息	China Strategic Holdings Limited 中策集團有限公司及其附屬公司 See Corporation 漢傳媒集團有限公司	<b>1,593</b>  <b>1,087</b>	–  –
		<b>2,680</b>	–
Staff secondment fee paid and payable by the Group 本集團已付及應付之 員工借調費用	Mass Success International Limited	<b>3,000</b>	2,458

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 56. RELATED PARTY TRANSACTIONS (CONTINUED)

### 56. 關連人士交易 (續)

Nature of transactions 交易性質	Name of company 公司名稱	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Property rental and management received and receivable by the Group 本集團已收及應收之物業租賃及管理費	Hanny Holdings Limited and its subsidiaries 錦興集團有限公司及其附屬公司	447	—
Website maintenance services received and receivable from the Group 本集團已收及應收之網站維修服務	Hanny Holdings Limited and its subsidiaries 錦興集團有限公司及其附屬公司	38	—
	Travoo Asia Limited	1,193	—
		<b>1,231</b>	—
Property rental and management paid and payable by the Group 本集團已付及應付之物業租賃及管理費	Travoo Asia Limited	816	—
Website maintenance services paid and payable by the Group 本集團已付及應付之網站維修服務	Sino Express Travel Limited	1,299	—

Certain directors of the Company or its subsidiaries are also directors of or have beneficial interests in those companies.

本公司或其附屬公司若干董事身兼上述公司之董事或於該等公司擁有實益權益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 56. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) During the year, the Group advanced and received loans from related companies. Details of their relationships and the terms of the loans are set out in notes 30 and 35, respectively.

(c) The Group maintained current accounts with related companies and associates. Their balances as at 31 December 2007 are set out in notes 25, 26 and 36.

Certain directors of the Company are also directors of and have beneficial interests in those companies.

(d) During the year ended 31 December 2006, the Company issued convertible notes of nominal value amounting to HK\$300,000,000 (2007: Nil) to China Enterprises Limited, a then substantial shareholder of the Company who can exercise significant influence in the Company. Details of the convertible notes are set out in note 42.

(e) During the year, a director of the Company has given personal guarantees of HK\$300 million to a financial institution in respect of loan facilities utilised by the Group. All outstanding loans under such facilities were settled as at 31 December 2007 and the loan facilities were expired accordingly.

### 56. 關連人士交易 (續)

(b) 年內，本集團已獲墊支及收取關連公司之貸款。與關連公司之關係及貸款條款之詳情分別載於附註30及35。

(c) 本集團與關連公司及聯營公司有來往賬戶，其於二零零七年十二月三十一日之結餘載於附註25、26及36。

本公司若干董事身兼該等公司之董事及於該等公司擁有實益權益。

(d) 於截至二零零六年十二月三十一日止年度，本公司發行面值300,000,000港元(二零零七年：無)之可換股票據予當時可於本公司行使重大影響力之本公司主要股東China Enterprises Limited。有關可換股票據之詳情載於附註42。

(e) 年內，本公司一名董事就本集團已動用之貸款融資向一間金融機構提供300,000,000港元之個人擔保。有關融資之所有未償還貸款已於二零零七年十二月三十一日悉數清償，而貸款融資亦已到期。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 56. RELATED PARTY TRANSACTIONS (CONTINUED)

#### (f) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

		2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Short-term benefits	短期福利	329	983
Share-based payments	以股份支付款項	1,197	3,906
Post-employment benefits	離職後福利	-	8
		<b>1,526</b>	<b>4,897</b>

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

### 56. 關連人士交易 (續)

#### (f) 主要管理人員之薪酬

董事及其他主要管理人員於年內之薪酬如下:

	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元
Short-term benefits	329	983
Share-based payments	1,197	3,906
Post-employment benefits	-	8
	<b>1,526</b>	<b>4,897</b>

董事及主要行政人員之薪金由薪酬委員會參考個別人士之表現及市場薪酬趨勢而釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 57. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 December 2007 and 2006 are as follows:

### 57. 主要附屬公司

以下為於二零零七年及二零零六年十二月三十一日本公司之主要附屬公司詳情：

Name of company	Place of incorporation/ registration	Issued and paid up share capital/ registered capital	Proportion ownership interest held by Company				Principal activities and place of operation
			Directly		Indirectly		
			2007	2006	2007	2006	
			%	%	%	%	
公司名稱	註冊成立/ 登記地點	已發行及繳足股本/ 註冊資本	本公司持有擁有權益之比例				主要業務及營業地點
			直接		間接		
			二零零七年	二零零六年	二零零七年	二零零六年	
			%	%	%	%	
Allied Glory Investment Limited ("Allied Glory")	Hong Kong	HK\$2	-	-	55.7	55.7	Investment holding in the PRC
合榮投資有限公司(「合榮」)	香港	2港元	-	-	55.7	55.7	中國投資控股
Apex Quality Group Limited	British Virgin Islands	US\$5,548,172	-	-	67.9	67.9	Investment holding
Apex Quality Group Limited	英屬維爾京群島	5,548,172美元	-	-	67.9	67.9	投資控股
Asia Times Limited	British Virgin Islands	US\$100	-	-	100	-	Investment holding
Asia Times Limited	英屬維爾京群島	100美元	-	-	100	-	投資控股
Benchmark Pacific Limited	British Virgin Islands	US\$1	-	-	100	100	Investment holding in Hong Kong
Benchmark Pacific Limited	英屬維爾京群島	1美元	-	-	100	100	香港投資控股
Clever Basin Holdings Limited	British Virgin Islands	US\$1	-	-	67.9	67.9	Investment holding in Hong Kong
Clever Basin Holdings Limited	英屬維爾京群島	1美元	-	-	67.9	67.9	香港投資控股
Cyber Business Network (Hong Kong) Limited	Hong Kong	HK\$14,000,000	-	-	100	100	Provision of internet related services in Hong Kong
數碼網絡(香港)有限公司	香港	14,000,000港元	-	-	100	100	於香港提供互聯網相關服務
DS Eastin Limited	Hong Kong	HK\$20	-	-	67.9	67.9	Investment holding in the PRC
日陽東方投資有限公司	香港	20港元	-	-	67.9	67.9	中國投資控股



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 57. PRINCIPAL SUBSIDIARIES (CONTINUED)

### 57. 主要附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ registration 註冊成立/ 登記地點	Issued and paid up share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion ownership interest held by Company 本公司持有擁有權益之比例				Principal activities and place of operation 主要業務及營業地點
			Directly 2007 2006 % 直接 二零零七年 %		Indirectly 2007 2006 % 間接 二零零七年 %		
Hey Wealth Limited	Hong Kong	HK\$2	-	-	67.9	67.9	Property holding in Hong Kong
Hey Wealth Limited	香港	2港元	-	-	67.9	67.9	持有香港物業
HKWOT (BVI) Limited	British Virgin Islands	US\$1	100	100	-	-	Investment holding in Hong Kong
HKWOT (BVI) Limited	英屬維爾京群島	1美元	100	100	-	-	香港投資控股
HMH China Investments Limited	Bermuda	CAD\$1,152,913	-	-	55.7	55.7	Investment holding
HMH China Investments Limited	百慕達	1,152,913加幣	-	-	55.7	55.7	投資控股
Hong Kong Wing On Travel Service Limited	Hong Kong	Ordinary – HK\$180,000,100 Deferred – HK\$20,000,000 *	-	-	100	100	Outbound travel and related services
香港永安旅遊有限公司	香港	普通股份 – 180,000,100港元 遞延股份 – 20,000,000港元 *	-	-	100	100	外遊及相關服務
International Travel Systems Inc.	British Virgin Islands	US\$1	-	-	100	100	Investment holding
International Travel Systems Inc.	英屬維爾京群島	1美元	-	-	100	100	投資控股
Kingsgrove International Limited	Hong Kong	HK\$2	-	-	100	100	Property investment in Hong Kong
Kingsgrove International Limited	香港	2港元	-	-	100	100	香港物業投資
Lucky Million Investments Limited	British Virgin Islands	US\$1	-	-	67.9	67.9	Investment holding in Hong Kong
Lucky Million Investments Limited	英屬維爾京群島	1美元	-	-	67.9	67.9	香港投資控股

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 57. PRINCIPAL SUBSIDIARIES (CONTINUED)

### 57. 主要附屬公司 (續)

Name of company	Place of incorporation/ registration	Issued and paid up share capital/ registered capital	Proportion ownership interest held by Company				Principal activities and place of operation
			Directly		Indirectly		
			2007 %	2006 %	2007 %	2006 %	
公司名稱	註冊成立/ 登記地點	已發行及繳足 股本/註冊資本	本公司持有擁有權益之比例				主要業務及營業地點
			直接	直接	間接	間接	
			二零零七年 %	二零零六年 %	二零零七年 %	二零零六年 %	
Luoyang Golden Gulf Hotel Co., Ltd. 洛陽金水灣大酒店有限公司	PRC # 中國#	RMB145,000,000 145,000,000人民幣	-	-	40.8	40.8	Hotel ownership and operation in the PRC 於中國擁有及經營酒店
Makerston Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	-	-	67.9	67.9	Investment holding in Hong Kong 香港投資控股
Many Good Money Exchange Limited 萬利冠找換店有限公司	Hong Kong 香港	HK\$100,000 100,000港元	-	-	100	100	Money exchange services in Hong Kong 香港貨幣找換服務
Millennium Target Holdings Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	-	-	100	100	Trading of securities in Hong Kong 香港證券買賣
RailPartners, Inc.	British Virgin Islands 英屬維爾京群島	US\$812 812美元	-	-	72	-	Investment holding 投資控股
Rosedale Group Management Limited 珀麗集團管理有限公司	Hong Kong 香港	HK\$2 2港元	-	-	67.9	67.9	Provision of management services in Hong Kong 於香港提供管理服務
Rosedale Hotel Beijing Co., Ltd. 北京珀麗酒店有限責任公司	PRC # 中國#	US\$17,200,000 17,200,000美元	-	-	64.5	64.5	Hotel ownership and operation in the PRC 於中國擁有及經營酒店
Rosedale Hotel Group Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	-	-	67.9	67.9	Investment holding in Hong Kong 香港投資控股

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 57. PRINCIPAL SUBSIDIARIES (CONTINUED)

### 57. 主要附屬公司 (續)

Name of company	Place of incorporation/ registration	Issued and paid up share capital/ registered capital	Proportion ownership interest held by Company				Principal activities and place of operation
			Directly		Indirectly		
公司名稱	註冊成立/ 登記地點	已發行及繳足 股本/註冊資本	2007 %	2006 %	2007 %	2006 %	主要業務及營業地點
			本公司持有擁有權益之比例				
			直接		間接		
			二零零七年 %	二零零六年 %	二零零七年 %	二零零六年 %	
Rosedale Hotel Guangzhou Co., Ltd. ("Rosedale Guangzhou") 廣州珀麗酒店有限公司 (「廣州珀麗」)	PRC ## 中國##	US\$11,500,000 11,500,000美元	-	-	55	55	Hotel ownership and operation in the PRC 於中國擁有及經營酒店
Rosedale Park Limited	Hong Kong 香港	HK\$2 2港元	-	-	67.9	67.9	Hotel operation in Hong Kong 於香港經營酒店
Shenyang Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	-	-	67.9	-	Investment holding in Hong Kong 香港投資控股
Shropshire Property Limited	British Virgin Islands	Ordinary – US\$10 Preference – US\$1,000	-	-	67.9	67.9	Investment holding in Hong Kong
索普物業有限公司	英屬維爾京群島	普通股 – 10美元 優先股 – 1,000美元	-	-	67.9	67.9	香港投資控股
Square Inn Hotel Management Limited	Macau 澳門	MOP100,000 100,000葡幣	-	-	52.5	-	Budget hotel operation in Macau 於澳門經營經濟型酒店
Square Inn Budget Hotels Management, Inc.	United States of America 美國	US\$1,420,474 1,420,474美元	-	-	52.5	-	Investment holding 投資控股

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## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 57. PRINCIPAL SUBSIDIARIES (CONTINUED)

### 57. 主要附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ registration 註冊成立/ 登記地點	Issued and paid up share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion ownership interest held by Company 本公司持有擁有權益之比例				Principal activities and place of operation 主要業務及營業地點
			Directly 2007 2006 % 直接 二零零七年 二零零六年 %		Indirectly 2007 2006 % 間接 二零零七年 二零零六年 %		
Success Billion Limited	British Virgin Islands	US\$1	-	-	100	100	Trading of securities in Hong Kong
Success Billion Limited	英屬維爾京群島	1美元	-	-	100	100	香港證券買賣
Super Grade Investment Limited	British Virgin Islands	US\$1	-	-	100	100	Property investment in Hong Kong
Super Grade Investment Limited	英屬維爾京群島	1美元	-	-	100	100	香港物業投資
Tangula Group Limited	British Virgin Islands	US\$1,000	-	-	72	-	Investment holding
Tangula Group Limited	英屬維爾京群島	1,000美元	-	-	72	-	投資控股
Time Plaza (Shenyang) Limited	PRC#	RMB168,000,000	-	-	59.1	-	Hotel ownership and operation in the PRC
時代廣場(瀋陽)有限公司	中國#	168,000,000人民幣	-	-	59.1	-	於中國擁有及經營酒店
Watertours of Hong Kong Limited	Hong Kong	Ordinary – HK\$1,500,000 “B” – HK\$100*	-	-	100	100	Watertour services in Hong Kong
海上遊覽社香港有限公司	香港	普通股股份 – 1,500,000港元 B股 – 100港元*	-	-	100	100	香港海上旅遊服務
WHS Marine Services Limited	Hong Kong	HK\$1,000,000	-	-	100	-	Ship Building, repair and holdings of leisure boats in Hong Kong
永興盛遊艇有限公司	香港	1,000,000港元	-	-	100	-	於香港造船、維修船隻及 持有遊艇
Wing On Holidays (Macau) Limited	Macau	MOP1,300,000	-	-	100	100	Travel and related services in Macau
永安假期(澳門)有限公司	澳門	1,300,000葡幣	-	-	100	100	澳門旅遊及相關服務

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 57. PRINCIPAL SUBSIDIARIES (CONTINUED)

### 57. 主要附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ registration 註冊成立/ 登記地點	Issued and paid up share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion ownership interest held by Company				Principal activities and place of operation 主要業務及營業地點
			Directly		Indirectly		
			2007 %	2006 %	2007 %	2006 %	
			本公司持有擁有權益之比例				
			直接		間接		
			二零零七年 %	二零零六年 %	二零零七年 %	二零零六年 %	
Wing on Travel Finance Limited	Hong Kong	HK\$2	-	-	100	100	Money lending in Hong Kong
永安旅遊財務有限公司	香港	2港元	-	-	100	100	於香港從事借貸業務
Wing On Travel International Limited	British Virgin Islands	US\$1	100	100	-	-	Investment holding
Wing On Travel International Limited	英屬維爾京群島	1美元	100	100	-	-	投資控股
Wing On Travel (BVI) Limited	British Virgin Islands	US\$10,000	-	-	100	100	Investment holding
Wing On Travel (BVI) Limited	英屬維爾京群島	10,000美元	-	-	100	100	投資控股
Wing On Travel (U.K.) Limited	United Kingdom	£2	-	-	100	100	Travel and related services in the United Kingdom
Wing On Travel (U.K.) Limited	英國	2英鎊	-	-	100	100	英國旅遊及相關服務
WOT Holidays (Canada) Limited	Canada	C\$15,000	-	-	100	100	Travel and related services in Canada
WOT Holidays (Canada) Limited	加拿大	15,000加幣	-	-	100	100	加拿大旅遊及相關服務
The Rosedale Luxury Hotel & Suites Ltd.	PRC ###	US\$19,350,000	-	-	100	-	Property investment in the PRC
珀麗置業(上海)有限公司	中國 ###	19,350,000美元	-	-	100	-	中國物業投資
Sichuan Henxin Tour Co., Ltd.	PRC ####	RMB2,000,000	-	-	51	-	Travel and related service in the PRC
四川恒信旅游有限責任公司	中國 ####	2,000,000人民幣	-	-	51	-	中國旅遊及相關服務

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2007 截至二零零七年十二月三十一日止年度

### 57. PRINCIPAL SUBSIDIARIES (CONTINUED)

- \* The deferred shares and "B" shares are owned by the Group, practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of the respective companies or to participate in any distribution in winding up.
- # The subsidiaries are PRC Sino-foreign equity joint ventures.
- ## This subsidiary is a PRC Sino-foreign co-operative joint venture. Allied Glory is entitled to recoup its total investment (including capital and interest) from the after-tax earnings of Rosedale Guangzhou before any amounts are distributed. Thereafter, the after-tax earnings of Rosedale Guangzhou are to be distributed at 80% and 20% to Allied Glory and other joint venture partner respectively.
- ### The subsidiary is a PRC WOFE
- #### The subsidiary is a PRC domestic company.

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

No debt securities have been issued by any of the subsidiaries during the year.

### 57. 主要附屬公司 (續)

- \* 遞延股份及B股由本集團擁有，實際上無權收取有關公司之股息或接收該公司任何股東大會通告或出席股東大會或於會上投票，於該公司清盤時亦無權取得任何分派。
- # 該等附屬公司乃中國中外股本合營公司。
- ## 該附屬公司為一家中國中外合作合營公司。廣州珀麗之除稅後盈利用作分派任何款項前，合榮有權從中收回其全部投資（包括資金及利息）。之後，廣州珀麗之除稅後盈利須以80%及20%之比例分別分派予合榮及其他合營夥伴。
- ### 該附屬公司乃中國外商獨資企業。
- #### 該附屬公司乃中國境內公司。

董事認為上表所列本集團之附屬公司對本集團之業績或資產及負債有重大影響。董事認為細列其他附屬公司之詳情會令篇幅過於冗長，故並無詳列。

年內，概無任何附屬公司發行債務證券。

## RESULTS

## 業績

		Year ended 31 December				
		2007	2006	2005	2004	2003
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(restated)				
		截至十二月三十一日止年度				
		二零零七年	二零零六年	二零零五年	二零零四年	二零零三年
		千港元	千港元	千港元	千港元	千港元
		(重列)				
Turnover	營業額	<b>2,266,163</b>	1,992,354	1,815,718	1,722,177	1,416,235
(Loss) profit before taxation	除稅前(虧損)					
	溢利	<b>(42,143)</b>	(81,295)	30,126	(2,852)	(373,047)
Taxation credit	稅項撥回	<b>46,631</b>	1,891	2,108	23	2,075
Profit (loss) for the year	本年度溢利(虧損)	<b>4,488</b>	(79,404)	32,234	(2,829)	(370,972)
Attributable to:	應佔:					
Shareholders of the parent	母公司股東	<b>(16,199)</b>	(71,748)	31,109	8,556	(370,972)
Minority interests	少數股東權益	<b>20,687</b>	(7,656)	1,125	(11,385)	-
		<b>4,488</b>	(79,404)	32,234	(2,829)	(370,972)
Dividends	股息	<b>11,908</b>	9,188	8,752	-	-

## ASSETS AND LIABILITIES

## 資產及負債

		As at 31 December				
		2007	2006	2005	2004	2003
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(restated)				
		於十二月三十一日				
		二零零七年	二零零六年	二零零五年	二零零四年	二零零三年
		千港元	千港元	千港元	千港元	千港元
		(重列)				
Total assets	資產總值	<b>4,813,625</b>	3,834,882	3,031,623	2,572,322	1,107,351
Total liabilities	負債總額	<b>2,251,098</b>	2,148,095	1,617,579	1,643,878	784,252
		<b>2,562,527</b>	1,686,787	1,414,044	928,444	323,099
Equity attributable to	母公司股東					
shareholders of the parent	應佔權益	<b>2,044,482</b>	1,255,312	978,976	630,142	293,321
Minority interests	少數股東權益	<b>518,045</b>	431,475	435,068	298,302	29,778
		<b>2,562,527</b>	1,686,787	1,414,044	928,444	323,099

Note: The HKICPA has issued a number of new and revised HKFRSs that are effective for accounting periods beginning on or after 1 January 2005. Financial information for 2004 has been restated for these new and revised policies in accordance with the transitional provisions. Financial information for earlier period has not been adjusted to take into account of the effect on the adoption of these new and revised HKFRSs as the directors considered that it is not practicable to do so.

附註：香港會計師公會已頒佈多項於二零零五年一月一日或之後開始會計期間生效之新訂及經修訂香港財務報告準則。二零零四年之財務資料已就此等新訂及經修訂政策而根據過渡條文重列。以往幾年之財務資料並無就採納此等新訂及經修訂香港財務報告準則之影響而作出調整，原因為董事認為此舉實際上並不可行。

# Particulars of Properties

## 物業詳情

### LAND AND BUILDINGS

### 土地及樓宇

Company 公司	Address 地址	Existing Use 現時用途	Site Area 地盤面積	Gross Area 總面積	% Interest 權益百分比
Kingsgrove International Limited	Workshops A and B on 1/F., Sunking Factory Building, 1-7 Shing Chuen Road, Taiwai, Shatin, New Territories	Warehouse	1,645.86 sq.m.	1,645.86 sq.m.	100%
Kingsgrove International Limited	新界 沙田大圍 成全路1-7號 順景工業大廈 1樓A及B工場	貨倉	1,645.86 平方米	1,645.86 平方米	100%
Super Grade Investment Limited	Units 1222 and 1223 on 12/F., Nan Fung Centre, 264-298 Castle Peak Road and 64-98 Sai Lau Kok Road, Tsuen Wan, New Territories	Office	151.90 sq.m.	151.90 sq.m.	100%
Super Grade Investment Limited	新界 荃灣 青山道264-298號及 西樓角路64-98號 南豐中心12樓 1222室及1223室	辦公室	151.90 平方米	151.90 平方米	100%



# Particulars of Properties

## 物業詳情

### HOTEL PROPERTIES (CONTINUED)

### 酒店物業(續)

Company 公司	Address 地址	Existing Use 現時用途	Site Area 地盤面積	Gross Area 總面積	% Interest 權益百分比
Hey Wealth Limited	Rosedale on the Park No. 8 Shelter Street, Causeway Bay, Hong Kong	Hotel operation	6,640.5 sq.ft.	102,173 sq.ft.	67.9%
Hey Wealth Limited	珀麗酒店 香港 銅鑼灣 信德街8號	經營酒店業務	6,640.5 平方呎	102,173 平方呎	67.9%
Rosedale Hotel Beijing Co., Ltd.	Rosedale Hotel & Suites ■ Beijing No. 8 Jiang Tai West Road, Chao Yang District, Beijing, the PRC	Hotel operation	18,699.6 sq.m.	37,173.20 sq.m.	64.5%
北京珀麗酒店有限責任公司	北京珀麗酒店 中國北京 朝陽區 將台西路8號	經營酒店業務	18,699.6 平方米	37,173.20 平方米	64.5%
Rosedale Hotel Guangzhou Co., Ltd.	Rosedale Hotel & Suites ■ Guangzhou No. 348 Jiangnanda Road, Haizhu District, Guangzhou, the PRC	Hotel operation	10,838.9 sq.m.	46,865 sq.m.	55%
廣州珀麗酒店有限公司	廣州珀麗酒店 中國廣州 海珠區 江南大道348號	經營酒店業務	10,838.9 平方米	46,865 平方米	55%

# Particulars of Properties

## 物業詳情

### HOTEL PROPERTIES (CONTINUED)

### 酒店物業(續)

Company 公司	Address 地址	Existing Use 現時用途	Site Area 地盤面積	Gross Area 總面積	% Interest 權益百分比
Luoyang Golden Golf Hotel Co., Ltd.	Golden Golf Hotel No. 319 Zhongzhou Zhong Road Xigong District Luoyang City Henan Province, the PRC	Hotel operation	9,025.51 sq.m.	21,269.18 sq.m.	40.8%
洛陽金水灣大酒店有限公司	金水灣大酒店 中國河南省 洛陽市西工區 中州中路319號	經營酒店業務	9,025.51 平方米	21,269.18 平方米	40.8%
Time Plaza (Shenyang) Limited	No. 99 North Station Road, Shenhe District, Shenyang City, Liaoning Province, the PRC	Hotel operation	5,535 sq.m.	43,000 sq.m.	59.4%
時代廣場(瀋陽)有限公司	中國遼寧省 瀋陽市沈河區 北站路99號	經營酒店業務	5,535 平方米	43,000 平方米	59.4%

### INVESTMENT PROPERTIES

### 投資物業

Company 公司	Address 地址	Existing Use 現時用途	Lease Term 租期
The Rosedale Luxury Hotel & Suites Ltd.	No. 1900 Tianshan Road, Changning District, Shanghai, the PRC	Vacant	Leasehold with a term expiring on 15th October, 2023
珀麗置業(上海)有限公司	中國 上海市長寧區 天山路1900號	空置	租賃持有·租期於二零二三年十月 十五日屆滿

# Hong Kong Wing On Travel Service Limited

## 香港永安旅遊有限公司

### Central 中環

Shop B27, Basement,  
Bank of America Tower,  
12 Harcourt Road, Central, Hong Kong  
香港中環夏慤道12號美國銀行中心地庫B27號舖  
TEL 電話 2520 2628 FAX 傳真 2520 2229

Room 1707, Crawford House,  
70 Queen's Road Central, Hong Kong  
香港皇后大道中70號卡佛大廈1707室  
TEL 電話 2189 7689 FAX 傳真 2189 7686

### Causeway Bay 銅鑼灣

Room 601, Hang Lung Centre,  
2-20 Paterson Street, Causeway Bay, Hong Kong  
香港銅鑼灣百德新街2-20號恒隆中心601室  
TEL 電話 2577 5655 FAX 傳真 3162 8470

### Aberdeen 香港仔

Shop 13, G/F., Site 2, Aberdeen Centre, Hong Kong  
香港香港仔中心2期地下13號舖  
TEL 電話 3523 1118 FAX 傳真 3523 1113

### Taikoo Shing 太古城

Shop 062, G/F., Cityplaza 2,  
18 Taikoo Shing Road, Hong Kong  
香港太古城道18號太古城中心第2期地下062號舖  
TEL 電話 2886 3183 FAX 傳真 2568 3081

### Chai Wan 柴灣

Shop 143, L1, New Jade Shopping Arcade,  
Chai Wan, Hong Kong  
香港柴灣新翠商場1樓143號舖  
TEL 電話 3157 1668 FAX 傳真 3157 1666

### Tsimshatsui 尖沙咀

Room 802, 8/F., Carnarvon Plaza,  
20 Carnarvon Road, Tsimshatsui, Kowloon  
九龍尖沙咀加拿芬道20號加拿芬廣場8樓802室  
TEL 電話 2926 3838 FAX 傳真 2317 0280

### Mongkok 旺角

Rooms 313&315, 3/F., Bank Centre,  
636 Nathan Road, Mongkok, Kowloon  
九龍旺角彌敦道636號銀行中心3樓313及315室  
TEL 電話 2928 6666 FAX 傳真 2782 1655

### Diamond Hill 鑽石山

Shops G110-111, G/F., Plaza Hollywood,  
Diamond Hill, Kowloon  
九龍鑽石山荷里活廣場地下G110-111號舖  
TEL 電話 2927 6600 FAX 傳真 2955 5536

### Kowloon Bay 九龍灣

Shop 606, Level 6, Telford Plaza II,  
Kowloon Bay, Kowloon  
九龍九龍灣德福廣場2期6樓606號舖  
TEL 電話 2927 2228 FAX 傳真 2997 3530

### Kwun Tong 觀塘

Shop M17, Kwun Tong Plaza,  
68 Hoi Yuen Road, Kwun Tong, Kowloon  
九龍觀塘開源道68號觀塘廣場M17號舖  
TEL 電話 2389 1111 FAX 傳真 2763 5288

### Tseung Kwan O 將軍澳

Shop 210, Level 2, East Point City,  
Tseung Kwan O, Kowloon  
九龍將軍澳東港城商場2樓210號舖  
TEL 電話 2927 2266 FAX 傳真 2628 6122

### Shatin 沙田

Unit 721, 7/F., Citylink Plaza, Shatin, N.T.  
新界沙田連城廣場7樓721室  
TEL 電話 2929 4282 FAX 傳真 2601 2854

### Tsuen Wan 荃灣

Rooms 1222-1223, 12/F., Nan Fung Centre,  
264-298 Castle Peak Road, Tsuen Wan, N.T.  
新界荃灣青山道264-298號南豐中心12樓1222-1223室  
TEL 電話 2411 1339 FAX 傳真 2411 1382

### Kwai Fong 葵芳

Shop 145B, Level 1, Metroplaza,  
Kwai Fong, N.T.  
新界葵芳新都會廣場1樓145B號舖  
TEL 電話 2421 2283 FAX 傳真 2421 2166

### Yuen Long 元朗

Rooms 602-603, Yuen Long Trade Centre,  
99-109 Castle Peak Road, Yuen Long, N.T.  
新界元朗青山公路99-109號元朗貿易中心602-603室  
TEL 電話 2476 0933 FAX 傳真 2476 0839

### Tuen Mun 屯門

Shop 2127, 2/F., Tuen Mun Town Plaza, Phase I,  
1 Tuen Shing Street, Tuen Mun, N.T.  
新界屯門屯盛街屯門市廣場第1期2樓2127號舖  
TEL 電話 2450 8333 FAX 傳真 2450 9090

### Sheung Shui 上水

Shop 507, Level 5, Landmark North,  
Sheung Shui, N.T.  
新界上水上水廣場5樓507號舖  
TEL 電話 2668 6830 FAX 傳真 2668 6211

### Tai Po 大埔

Shop 135, Level 1, Zone B,  
Tai Po Mega Mall, Tai Po, N.T.  
新界大埔大埔超級城B區1樓135號舖  
TEL 電話 2929 0288 FAX 傳真 2662 3281

### Wing On Holidays (Macau) Limited

#### 永安假期(澳門)有限公司

#### Macau 澳門

Avenida da Praia Grande,  
No.730-804 Edificio China Plaza,  
r/c, Loja "L"e"M", Macau  
澳門南灣大馬路730-804號中華廣場地舖L及M座  
TEL 電話 (853) 28 370522 FAX 傳真 (853) 28 370523

### Wing On International Travel

#### Service Ltd. Guangdong

#### 廣東永安國際旅行社有限公司

#### Guangzhou 廣州

Room 303, 3/F., Min Zheng Tower,  
99 Xi Hu Road, Guangzhou, PRC  
中國廣州市西湖路99號民政大廈3樓303室  
TEL 電話 8620 83368388 FAX 傳真 8620 83369288



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Kwun Tong, Kowloon, Hong Kong

## 永安旅遊(控股)有限公司

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