



**WINFOONG INTERNATIONAL LIMITED**  
**榮豐國際有限公司**

(Stock Code: 0063)  
(股份代號: 0063)

**Annual Report 2008 年報**

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# Corporate Information 公司資料

## DIRECTORS

Cheong Pin Chuan, Patrick

*(Chairman and Managing Director)*

Cheong Kim Pong

Cheong Sim Eng

Chan Yee Hoi, Robert

Kan Fook Yee

Lai Hing Chiu, Dominic

Lim Ghee

Cheong Hooi Kheng (alternate to Madam Lim Ghee)

## COMPANY SECRETARY

Cheng Kin Nam, Julia

## BANKERS

Hang Seng Bank Limited

Nanyang Commercial Bank, Limited

The Hongkong and Shanghai Banking Corporation Limited

United Overseas Bank Limited

Malayan Banking Berhad

## SOLICITORS

Raymond T.Y. Chan Victoria Chan & Co.

## AUDITORS

CCIF CPA Limited

## SHARE REGISTRARS

Butterfield Fulcrum Group (Bermuda) Limited

Rosebank Centre

11 Bermudiana Road

Pembroke, Hamilton 08

Bermuda

## BRANCH SHARE REGISTRARS AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited

17th Floor, Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

## PRINCIPAL OFFICE IN HONG KONG

Room 3201

9 Queen's Road Central

Hong Kong

## WEBSITE

[www.equitynet.com.hk/winfoong](http://www.equitynet.com.hk/winfoong)

## 董事

鍾斌銓

*(主席兼董事總經理)*

鍾金榜

鍾樂榮

陳以海

簡福飴

黎慶超

林義

鍾惠卿 (林義女士之替任董事)

## 公司秘書

鄭建南

## 往來銀行

恒生銀行有限公司

南洋商業銀行有限公司

香港上海滙豐銀行有限公司

大華銀行有限公司

Malayan Banking Berhad

## 律師

陳添耀陳瑛律師事務所

## 核數師

陳葉馮會計師事務所有限公司

## 股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited

Rosebank Centre

11 Bermudiana Road

Pembroke, Hamilton 08

Bermuda

## 股份過戶登記分處

香港中央證券登記有限公司

香港

灣仔

皇后大道東 183 號

合和中心 17 樓

## 香港主要辦事處

香港

皇后大道中 9 號

3201 室

## 網站

[www.equitynet.com.hk/winfoong](http://www.equitynet.com.hk/winfoong)

# Chairman's Statement 主席報告

*On behalf of the board of directors, I present the annual report of Winfoong International Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31 December 2008.*

本人謹代表董事會同寅，向各股東提呈榮豐國際有限公司（「本公司」）及其附屬公司（「本集團」）截至二零零八年十二月三十一日止年度之年報。

## FINANCIAL RESULTS

For the year ended 31 December 2008, the Group recorded consolidated profit attributable to shareholders of approximately HK\$39.8 million.

## 財務業績

於截至二零零八年十二月三十一日止年度，本集團錄得股東應佔綜合溢利約39,800,000港元。

## DIVIDENDS

No interim dividend was paid and the directors do not recommend the payment of a final dividend.

## 股息

無中期股息已獲派付，董事不建議派付末期股息。

## MANAGEMENT DISCUSSION, ANALYSIS REVIEW OF OPERATIONS AND FUTURE PROSPECTS

During the year, the Group continues to engage in property related business and provision of horticultural services. The increase in turnover by 65% was mainly contributed by the sale of properties of Goldease Group.

## 管理層討論，分析 經營回顧及未來前景展望

年內，本集團繼續從事物業相關業務及提供園藝服務。營業額增加65%，主要由於Goldease集團出售物業所致。

The Group recorded net profit of approximately HK\$39.8 million in the year as a result of the following:

本集團於本年度錄得溢利淨額約39,800,000港元，此乃由於以下各項所致：

- |  |                                   |
|--|-----------------------------------|
| (i) decrease in net rental income of approximately HK\$9.3 million;                          | (i) 淨租金收入下降約9,300,000港元；          |
| (ii) increase in valuation gains on investment properties of approximately HK\$61.3 million; | (ii) 投資物業估值收益增加約61,300,000港元；     |
| (iii) decrease in operating expenses of approximately HK\$13.5 million;                      | (iii) 經營開支下降約13,500,000港元；        |
| (iv) write-down of properties held for sale, net of tax, of approximately HK\$21.7 million;  | (iv) 持作出售物業撇減（扣稅後）約為21,700,000港元； |

## Chairman's Statement 主席報告

(v) decrease in interest expense of approximately HK\$13.3 million; and

(vi) decrease in share of profit of an associate of approximately HK\$28.1 million.

The improvement in the Group's results was mainly due to the one off non-cash item of impairment of goodwill of approximately HK\$321.1 million in 2007.

In the year ended 31 December 2007, the Group has completed the demolition works of the property at 38 Conduit Road to prepare the land for redevelopment. During the current year, foundation work was completed. The present building plan was also approved by the Building Authority during the current year. In valuing the property as at 31 December 2008, DTZ Debenham Tie Leung Limited ("DTZ"), an independent professional property valuer, has made reference to recent market transactions in comparable properties which is the same basis undertaken by the property valuation of 31 December 2007. DTZ has utilized the residual method which is a means of valuing land with reference to its development potential by deducting development cost, professional fees, interest and developer's profit from its estimated gross development value.

Following the distribution of the property holding business at 15 and 17 Magazine Gap Road in 2007, net rental income, operating expenses and interest expenses have decreased. Share of profit of an associate decreased as a result of the distribution of interest in the associate in 2007.

The net asset value of the Group per share as at 31 December 2008 was approximately HK\$0.13 (2007: HK\$0.12) based on the 2,392,410,986 (2007: 2,392,410,986) shares issued.

The Group will focus its resources on the existing properties. The redevelopment of the investment property at 38 Conduit Road is in progress and is expected to be completed in 2010.

(v) 利息開支下降約13,300,000港元；及

(vi) 應佔聯營公司溢利下降約28,100,000港元。

本集團業績的提高主要由於二零零七年商譽減值的一次性非現金項目約321,100,000港元。

截至二零零七年十二月三十一日止年度，本集團完成清拆位於干德道38號之物業，以準備該土地作重新發展用途。本年內已完成地基工程。本年內亦已獲建築事務監督批准現時之建築計劃。於二零零八年十二月三十一日對物業進行估值時，獨立專業物業估值師戴德梁行有限公司（「DTZ」）已參考可比較物業最近之市場交易，與二零零七年十二月三十一日之物業估值所採取之基準相同。DTZ採用剩餘法，剩餘法是通過從估計發展總值減去發展成本、專業費用、利息及發展商溢利而參考土地發展潛力為土地估值之一種方法。

於二零零七年分派持有香港馬己仙峽道15號及17號物業之業務後，淨租金收入、經營開支及利息開支有所下降。應佔聯營公司溢利之下降乃由於於二零零七年分派於聯營公司之權益所致。

根據有2,392,410,986股（二零零七年：2,392,410,986股）已發行股份計算，本集團於二零零八年十二月三十一日之每股資產淨值約為0.13港元（二零零七年：0.12港元）。

本集團會將資源集中於現有物業。位於干德道38號之投資物業重建項目正在進行之中，預期於二零一零年竣工。

# Chairman's Statement 主席報告

## LIQUIDITY AND FINANCIAL RESOURCES

All the Group's funding and treasury activities are centrally managed and controlled at the corporate level. There is no significant change in respect of treasury and financing policies from the information disclosed in the Group's latest annual report. The Group's monetary assets and liabilities are denominated and the Group conducted its business transactions principally in Hong Kong dollars or Singapore dollars. The Group aims to utilize the fund for transactions that are denominated in the same currency. The exchange rate risk of the Group is not considered significant, no financial instruments for hedging purpose were employed.

The Group's working capital requirements are met by sales proceeds of properties held for sale and committed undrawn credit facilities. The year-end gearing ratio was 40% (2007: 52%) based on bank loans less cash and bank balances to shareholders' funds including minority interests. The improvement of gearing ratio was mainly due to the valuation gains on investment property. The Group's borrowings are arranged on a floating rate basis. As at 31 December 2008, the outstanding bank loans amounted approximately HK\$130.5 million (2007: HK\$150.8 million). These loan facilities were secured by the Group's properties. The Company has provided guarantees in respect of bank facilities made available to subsidiaries totalling approximately HK\$317.9 million (2007: HK\$237.1 million).

The following is the maturity profile of the Group's bank borrowings as of 31 December 2008:

Within 1 year	0%
After 1 year but within 2 years	98%
After 2 years but within 5 years	2%

## ACKNOWLEDGMENT

I take this opportunity to express my gratitude to my colleagues on the Board and the staff members of the Group for their strong support and valuable contribution.

**Cheong Pin Chuan, Patrick**  
*Chairman*

Hong Kong, 27 February 2009

## 現金及財務資源

本集團所有融資和財資活動均由集團集中管理及控制。財資及融資政策與本集團最近期刊發之年報所披露之資料並無重大變動。本集團之貨幣資產及負債均以港元或新加坡元計值，並主要以港元或新加坡元進行業務交易。本集團有意將資金用作以同一貨幣結算之交易。本集團之外匯風險並不重大，並無以金融工具作對沖用途。

本集團之營運資金需求以銷售持作出售物業之所得款項以及已承諾之未提取信貸融資額度撥付。按銀行貸款減現金及銀行結存除以股東資金(包括少數股東權益)計算之資本負債比率於年末時為40%(二零零七年: 52%)。資本負債比率之改善乃主要由於投資物業之估值收益。本集團之借貸按浮動利率計息。於二零零八年十二月三十一日，未償還之銀行貸款約為130,500,000港元(二零零七年: 150,800,000港元)。貸款融資以本集團之物業作為抵押。本公司已就附屬公司獲得之銀行融資合共約317,900,000港元(二零零七年: 237,100,000港元)提供擔保。

以下是本集團截至二零零八年十二月三十一日向銀行借貸之到期詳情：

一年內	0%
一年後但兩年內	98%
兩年後但五年內	2%

## 致謝

本人謹藉此機會向董事會同寅及本集團各位職員之鼎力支持及寶貴貢獻致謝。

*主席*  
**鍾斌銓**

香港，二零零九年二月二十七日

# Corporate Governance Report 企業管治報告

Year ended 31 December 2008 截至二零零八年十二月三十一日止年度

## CORPORATE GOVERNANCE PRACTICES

The Board of directors of the Company is committed to raising the standard of corporate governance within the Group in order to enhance the transparency in disclosure of material information. The Board strives to implement the best practices embodied in the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Listing Rules where feasible and as far as practicable.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code of conduct regarding directors' securities transactions as set out in the Model Code of the Listing Rules. Following specific enquiry by the Company, all directors confirmed that they have complied with the required standards as set out in the Model Code throughout the year.

## BOARD OF DIRECTORS

The Board consists of seven members who have appropriate corporate experience.

Of the seven directors, four are non-executive. Three of the non-executive directors are deemed to be independent by definition of the Listing Rules.

Guidelines are established which specify certain material transactions that require the Board's approval which include mergers and acquisitions, divestments and major capital expenditure.

The Board supervises the management of the business and affairs of the Company and the Group. Apart from its statutory duties, the Board reviews and approves the Company's and the Group's strategic plans, key operational initiatives, major investments and funding decisions, annual business plans, reviews the financial performance of the Company and the Group and evaluates the performance and compensation of senior management personnel.

## 企業管治常規

本公司董事會致力於本集團內部提升企業管治標準，以提高披露重要資料之透明度。董事會銳意在可行及可能之情況下，執行上市規則附錄 14 下之企業管治常規守則（「守則」）所載列之最佳實務。

## 董事證券交易

本公司已採納上市規則標準守則載列有關董事進行證券交易之操守守則。本公司經作出具體查詢後，所有董事確認，彼等於全年內一直遵守標準守則所載規定準則。

## 董事會

董事會包括七名具合適企業經驗之成員。

在七名董事中，四名為非執行董事。根據上市規則之定義，其中三名非執行董事被視為具獨立性。

已制定列明必須經董事會批准之若干重大交易（包括合併及收購、撤資及重大資本開支）之指引。

董事會監督本公司及本集團之業務及事務管理。除法定職責外，董事會亦負責審閱及批准本公司及本集團之策略規劃、主要營運措施、重大投資及融資決策、年度業務規劃，審閱本公司及本集團之財務表現，以及評估高級管理人員之表現及薪酬。



# Corporate Governance Report 企業管治報告

Year ended 31 December 2008 截至二零零八年十二月三十一日止年度

## BOARD OF DIRECTORS (CONTINUED)

The Board has separate and independent access to management and the company secretary. Management provides the Board with reports of the Company's and the Group's performance, financial position and prospects, and these are reviewed by the Board at each Board meeting. Directors may obtain independent professional advice in furtherance of their duties at the Company's and the Group's expense.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under Code A.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Cheong Pin Chuan, Patrick is both the chairman of the Board, as well as the Group's chief executive officer ("CEO")/managing director. Given the size and that the Company's and the Group's current business operations and administration have been relatively stable and straightforward, the Board is satisfied that one person is able to effectively discharge the duties of both positions. However, going forward, the Board will review from time to time the need to separate the roles of the chairman and the CEO if the situation warrants it.

## BOARD MEMBERSHIP

The Board does not have a nomination committee as the Board has been relatively stable with low turnover in the past few years. However, if the need arises, the Board as a whole, will decide on the nomination and appointment of new directors.

Details of the directors' qualifications, directorships and other particulars are set out on page 22.

Under Code A.4.2, every director should be subject to retirement by rotation at least once every three years. The Company's Bye-law 87(1) states that the chairman of the board and/or the managing director of the Company shall not be subject to retirement by rotation and shall not be counted in determining the number of directors to retire in each year. In the opinion of the Board, the continuity of leadership role of the chairman is important for the stability of the Company and is considered beneficial to the growth of the Company. The Board is of the view that the chairman should not be subject to retirement by rotation at the present time.

## 董事會(續)

董事會可分開及獨立地接觸管理層及公司秘書。管理層向董事會提供本公司及本集團之表現、財務狀況及前景之報告，該等報告由董事會於每次董事會會議時審閱。董事可就履行其職責獲取獨立專業意見，費用由本公司及本集團承擔。

## 主席及行政總裁

根據守則第A.2.1條，主席及行政總裁之職責應有所區分及不應由同一人擔任。鍾斌銓先生既為董事會主席，兼任本集團之行政總裁（「行政總裁」）／董事總經理。鑒於本公司及本集團現有業務營運之規模及行政管理相對穩定及簡明，董事會信納能夠由一名人士有效履行兩個職位之職責。然而，展望未來，董事會將不時檢討在合適情況下將主席及行政總裁之職責分開之需要。

## 董事會成員

由於董事會組成相對穩定，過去數年無大變動，因此董事會並無成立提名委員會。然而，若情況需要，董事會整體將決定提名及委任新董事。

董事資格、董事職位及其他方面之詳情載於第22頁。

根據守則第A.4.2條，每名董事須最少每三年輪值告退一次。本公司之公司細則第87(1)條列明，每年董事會主席及／或本公司董事總經理毋須輪值告退或於釐定退任董事人數時亦不得計算在內。董事會認為，延續主席領導角色對本公司穩定性而言攸關重要，且被視為有利本公司業務增長。董事會認為，主席現時毋須輪值告退。



# Corporate Governance Report 企業管治報告

Year ended 31 December 2008 截至二零零八年十二月三十一日止年度

## BOARD MEMBERSHIP (CONTINUED)

Under Code A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. Non-executive directors of the Company are not appointed for a specific term although they are subject to retirement and rotation and re-election at the annual general meeting at a regular interval. Under the Company's Bye-laws, except for the chairman of the Board and/or the managing director of the Company, each director is effectively appointed under an average term of three years.

## REMUNERATION POLICY

Employees (including directors) are remunerated according to their performance and working experience with reference to prevailing market conditions. On top of basic salaries, discretionary bonus and share options may be granted to eligible employee by reference to the individual's performance. In addition, the Group also provides social security benefits to its staff such as mandatory provident fund scheme in Hong Kong.

Under Code B.1, a remuneration committee should be established with specific written terms of reference which deal clearly with its authority and duties. A majority of the members of the remuneration committee should be independent non-executive directors.

The Board has not established a remuneration committee. The Board conducts an informal assessment of the individual director's contribution. No director decides his or her own remuneration. Details of directors' remuneration for the year are set out in note 7 to the financial statements.

## AUDIT COMMITTEE

The audit committee comprises three independent non-executive directors. One of the committee members has financial management experience.

The audit committee has full access to and co-operation of the management. The committee also has discretion to invite any director or executive officer to attend its meetings and is assured of adequate resources to enable it to discharge its function properly. CCIF CPA Limited, the external auditors have unrestricted access to the audit committee.

## 董事會成員(續)

根據守則第A.4.1條，非執行董事應有指定任期，並應接受重選。本公司之非執行董事並未就特定期限委任，儘管彼等須定期受股東週年大會上輪席告退及重新選舉所規限。根據本公司之公司細則，除本公司之董事會主席及／或董事總經理外，各位董事實際根據平均三年期間委任。

## 薪酬政策

僱員(包括董事)之薪酬乃參考現行市況按其表現及工作經驗而定。於基本薪金以外，亦可能會根據僱員個人表現，向合資格之僱員授出酌情花紅和購股權。此外，本集團亦為僱員提供社會保障福利，例如香港之強制性公積金計劃。

根據守則B.1條，應設立薪酬委員會並以具體書面職權範圍清楚釐定其權力及職責。薪酬委員會之大部分成員應為獨立非執行董事。

董事會並無設立薪酬委員會。董事會對個別董事之貢獻作非正式評估。概無任何董事決定其本人薪酬。年內董事薪酬之詳情載於財務報表附註7。

## 審核委員會

審核委員會由三名獨立非執行董事組成。其中一名委員會成員擁有財務管理經驗。

審核委員會可全面接觸管理層及獲得管理層的幫助及協助。該委員會亦可酌情邀請任何董事或主管人員出席其會議，並獲充分資源以適當履行其職責。外聘核數師陳葉馮會計師事務所有限公司可不受限制接觸審核委員會。

# Corporate Governance Report 企業管治報告

Year ended 31 December 2008 截至二零零八年十二月三十一日止年度

## AUDIT COMMITTEE (CONTINUED)

The audit committee meets periodically with management and the auditors of the Company to discuss and review:

- (a) the annual and interim financial statements to shareholders before submission to the Board for adoption;
- (b) the Company's and Group's accounting policies and system of internal controls;
- (c) the audit plan of the Company's external and internal auditors;
- (d) the results of the external and internal auditors' examination and their evaluation of the Company's and the Group's internal control system;
- (e) the independence and objectivity of the external auditors;
- (f) the assistance given by the Company's and the Group's officers to the external and internal auditors; and
- (g) interested person transactions.

Under Code C.3.3, the audit committee should have the duties to be primary responsible for making recommendation to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of that auditor.

The recommendation on the appointment, reappointment and removal of the external auditor, and to approve the remuneration of the external auditors, and any questions of resignation or dismissal of that auditor of the Company is made by the Board to the audit committee for approval.

## 審核委員會(續)

審核委員會與本公司之管理層及核數師定期舉行會議，以討論及考察：

- (a) 尚未提交董事會採納之將向股東公佈之年度及中期財務報表；
- (b) 本公司及本集團之會計政策及內部監控系統；
- (c) 本公司外聘及內部核數師之審核計劃；
- (d) 外聘及內部核數師之審查結果及彼等對本公司及本集團之內部監控系統之評估；
- (e) 外聘核數師之獨立性及客觀性；
- (f) 本公司及本集團管理人員為外聘及內部核數師提供之協助；及
- (g) 利益人士交易。

根據守則第C.3.3條，審核委員會應主要負責就委聘、續聘及解聘外聘核數師、批准外聘核數師之薪酬及聘用條款及與該核數師之辭任或解聘有關之任何問題向董事會提供建議。

有關委聘、續聘及解聘外聘核數師、批准外聘核數師之薪酬及與本公司該核數師之辭任或解聘有關之任何問題之建議乃由董事會作出並提呈審核委員會批准。

# Corporate Governance Report 企業管治報告

Year ended 31 December 2008 截至二零零八年十二月三十一日止年度

## ATTENDANCE RECORDS AT BOARD AND BOARD COMMITTEE MEETINGS

The Board holds meetings on a regular basis during the year to review the Company's and the Group's operations and financial results. Details of attendance of the directors at the Board meetings and audit committee meetings are as follows.

## 董事會會議及董事委員會會議出席記錄

年內董事會定期舉行會議，檢討本公司及本集團之經營及財務業績。董事出席董事會會議及審核委員會會議之細節如下。

		Board 董事會		Audit committee 審核委員會	
		Number of meetings 會議次數	Attendance 出席次數	Number of meetings 會議次數	Attendance 出席次數
<b>Executive directors</b>		<b>執行董事</b>			
Mr. Cheong Pin Chuan, Patrick (Chairman of the Board)	鍾斌銓先生 (董事會主席)	7	7	2	N/A 不適用
Mr. Cheong Kim Pong	鍾金榜先生	7	7	2	N/A 不適用
Mr. Cheong Sim Eng	鍾樂榮先生	7	7	2	N/A 不適用
<b>Non-executive directors</b>		<b>非執行董事</b>			
Mdm Lim Ghee	林 義女士	7	N/A 不適用	2	N/A 不適用
Ms. Cheong Hooi Kheng (alternate to Mdm. Lim Ghee)	鍾惠卿女士 (林義女士之替任董事)	7	N/A 不適用	2	N/A 不適用
<b>Independent non-executive directors</b>		<b>獨立非執行董事</b>			
Mr. Lai Hing Chiu, Dominic (Chairman of audit committee)	黎慶超先生 (審核委員會主席)	7	-	2	2
Mr. Kan Fook Yee	簡福飴先生	7	-	2	2
Mr. Chan Yee Hoi, Robert	陳以海先生	7	-	2	2

# Corporate Governance Report 企業管治報告

Year ended 31 December 2008 截至二零零八年十二月三十一日止年度

## DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the financial statements for the financial year ended 31 December 2008, which give a true and fair view of the state of affairs of the Company and of the Group at the date and of the Group's results and cash flows for the year then ended and are properly prepared on the going concern basis in accordance with the statutory requirements and accounting standards.

The statement of the auditors of the Company about their reporting responsibilities on the financial statements of the Company is set out in the Independent Auditors' Report on page 26.

## AUDITORS' REMUNERATION

For the year ended 31 December 2008, the auditors of the Company and its subsidiaries would receive approximately HK\$463,000 (2007: HK\$629,000) for audit and audit related services, HK\$49,000 (2007: HK\$39,000) for tax services and HK\$67,000 (2007: HK\$402,000) for other services.

## INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for overseeing the Company's system of internal control.

To facilitate the effectiveness and efficiency of operations and to ensure compliance with relevant laws and regulations, the Group emphasizes on the importance of a sound internal control system which is also indispensable for mitigating the Group's risk exposure. The Group's system of internal control is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage and eliminate risks of failure in operational systems and fulfillment of the business objectives.

## 董事就財務報表須承擔之責任

董事確認其負責編製截至二零零八年十二月三十一日止財政年度之財務報表，該等財務報表真實而公平地反映本公司及本集團於該日之財務狀況，及截至該日止年度本集團之業績及現金流量，並根據法定規例及會計準則採用持續經營基準妥為編製。

本公司核數師就其有關本公司財務報表之申報責任作出之聲明載於第26頁之獨立核數師報告。

## 核數師薪酬

於截至二零零八年十二月三十一日止年度，本公司及其附屬公司之核數師合共就審核及審核相關服務收取約463,000港元(二零零七年：629,000港元)，就稅務服務收取49,000港元(二零零七年：39,000港元)，及就其他服務收取67,000港元(二零零七年：402,000港元)。

## 內部監控及風險管理

董事會負責監管本公司之內部監控系統。

為推動經營有效性及效率，以及確保符合相關法律及規例，本集團強調良好內部監控系統之重要性，因為此乃減低本集團風險必不可少之元素。本集團之內部監控系統是專為確保無重大錯誤陳述或虧損提供合理但並不絕對之保證，以及管理和消除經營系統失誤之風險及履行業務目標而設。

# Corporate Governance Report 企業管治報告

Year ended 31 December 2008 截至二零零八年十二月三十一日止年度

## INTERNAL CONTROL AND RISK MANAGEMENT (CONTINUED)

The internal control system is reviewed on an ongoing basis by the Board in order to make it practical and effective in providing reasonable assurance in relation to protection of material assets and identification of business risks. The Board is satisfied that, based on information furnished to it and on its own observations, the present internal controls of the Group are satisfactory.

The Group is committed to the identification, monitoring and management of risks associated with its business activities and has implemented a practical and effective control system which includes a defined management structure with limits of authority, a sound cash management system and periodic review of the Group's performance by the Audit Committee and the Board.

The Board has conducted review of the effectiveness of the system of internal control and is of the view that the system of internal control adopted for the year ended 31 December 2008 is sound and is effective to safeguard the interests of the shareholders' investment and the Company's assets.

## 內部監控及風險管理(續)

內部監控系統乃由董事會持續進行檢討，以使該系統實際上可行及有效合理保證足以保護重要資產及識別業務風險。董事會根據向其提供之資料及本身之觀察，對本集團現有之內部監控感到滿意。

本集團致力於識別、監控及管理與其業務有關之風險，並已實施一項實際可行和行之有效之監控系統，包括清晰界定權限之管理結構、良好之現金管理系統，以及由審核委員會及董事會定期對本集團之業績進行檢討。

董事會亦已審閱內部監控系統之有效性，認為截至二零零八年十二月三十一日止年度採納之內部監控系統屬完善及有效，足以保障股東投資及本公司資產。

# Directors' Report 董事會報告

The directors herein present their annual report together with the audited financial statements of the Company and the Group for the year ended 31 December 2008.

## PRINCIPAL ACTIVITIES

The principal activity of the Company consists of investment holding. Details of the principal activities of the principal subsidiaries are set out in note 3 to the financial statements.

## FINANCIAL STATEMENTS

The profit and cash flows of the Group for the year ended 31 December 2008 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 29 to 141.

## DIVIDENDS

No interim dividend was paid and the directors do not recommend the payment of a final dividend.

## SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets, liabilities and minority interests of the Group for the last five financial years is set out below.

董事會謹此提呈截至二零零八年十二月三十一日止年度之董事會年度報告及本公司與本集團之經審核財務報表。

## 主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務之詳情載於財務報表附註3。

## 財務報表

本集團截至二零零八年十二月三十一日止年度之溢利及現金流量及本公司與本集團於該日之財務狀況載於第29頁至第141頁之財務報表。

## 股息

無中期股息已獲派付，董事不建議派付末期股息。

## 財務資料概要

本集團最近五個財政年度之業績及資產、負債及少數股東權益概要如下。

# Directors' Report 董事會報告

## RESULTS

## 業績

### Year ended 31 December

截至十二月三十一日止年度

		2008	2007	2006	2005	2004
		二零零八年	二零零七年	二零零六年	二零零五年	二零零四年
					(restated)	
					(經重列)	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Turnover	營業額	48,533	29,339	26,169	128,349	46,441
Profit/(loss) before taxation	除稅前溢利／(虧損)	34,290	(311,249)	154,587	140,306	547,386
Income tax	所得稅	5,505	(1,021)	(4,055)	(28,244)	(93,025)
Profit/(loss) before minority interests	未計少數股東權益前溢利／(虧損)	39,795	(312,270)	150,532	112,062	454,361
Minority interests	少數股東權益	-	-	-	3,069	79
Profit/(loss) attributable to shareholders	股東應佔溢利／(虧損)	39,795	(312,270)	150,532	115,131	454,440

## ASSETS, LIABILITIES AND MINORITY INTERESTS

## 資產、負債及少數股東權益

### As at 31 December

於十二月三十一日

		2008	2007	2006	2005	2004
		二零零八年	二零零七年	二零零六年	二零零五年	二零零四年
					(restated)	
					(經重列)	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	460,849	449,979	2,641,002	2,406,180	2,397,915
Total liabilities	總負債	(141,065)	(169,330)	(756,712)	(713,620)	(817,441)
Minority interests	少數股東權益	-	-	-	-	(3,052)
Net assets	資產淨值	319,784	280,649	1,884,290	1,692,560	1,577,422



# Directors' Report 董事會報告

## FIXED ASSETS AND PROPERTY HELD FOR FUTURE DEVELOPMENT

Details of movements in the fixed assets of the Group are set out in note 13 to the financial statements.

## SHARE CAPITAL

Details of movements in the Company's share capital during the year, together with the reasons therefor, are set out in note 25 to the financial statements.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

## RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 25 to the financial statements and in the consolidated summary statement of changes in equity.

## DISTRIBUTABLE RESERVES

At 31st December 2008, the Company's reserves available for distribution calculated in accordance with the provisions of the Companies Act 1981 of Bermuda (as amended) amounted to approximately HK\$87,688,000.

## CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling approximately HK\$61,000 (2007: HK\$64,000).

## 固定資產及持作日後發展之物業

本集團固定資產之變動詳情載於財務報表附註13。

## 股本

年內本公司股本之變動詳情連同變動之理由載於財務報表附註25。

## 優先購股權

本公司之公司細則或百慕達之法例均無規定本公司必須按比例向現有股東優先配售新股之優先購股權條文。

## 儲備

年內本公司及本集團之儲備變動詳情載於財務報表附註25及綜合權益變動概要報表。

## 可分派儲備

於二零零八年十二月三十一日，根據百慕達一九八一年公司法(經修訂)計算之本公司之可供分派儲備約為87,688,000港元。

## 慈善捐款

年內本集團共捐出約61,000港元(二零零七年：64,000港元)作為慈善捐款。

# Directors' Report 董事會報告

## MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for 90% (2007: 48%) of the total sales for the year and sales to the largest customer included therein amounted to 45% (2007: 41%).

Purchases from the Group's five largest suppliers accounted for less than 30% (2007: accounted for 40%) of the total purchases for the year and purchases from the largest supplier included therein amounted to 31% in the year ended 31 December 2007.

As far as the directors are aware, neither the directors, their associates, nor those shareholders which to the knowledge of the directors own more than 5% of the Company's share capital had any interest in the five largest customers.

## DIRECTORS

The directors who held office during the year and up to the date of this report were:-

### EXECUTIVE DIRECTORS:-

Cheong Pin Chuan, Patrick

Cheong Kim Pong

Cheong Sim Eng

### INDEPENDENT NON-EXECUTIVE DIRECTORS:-

Kan Fook Yee

Lai Hing Chiu, Dominic

Chan Yee Hoi, Robert

### NON-EXECUTIVE DIRECTOR:-

Lim Ghee

Cheong Hooi Kheng (alternate to Madam Lim Ghee)

In accordance with bye-law 87 of the Company's bye-laws, Madam Lim Ghee and Mr. Lai Hing Chiu, Dominic will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

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

## 主要客戶及供應商

於回顧年度內，本集團之五個最大客戶所佔之銷售額佔全年總銷售額90%(二零零七年：48%)，而最大客戶所佔之銷售額佔45%(二零零七年：41%)。

本集團向五個最大供應商之購貨額佔全年總購貨額30%以下(二零零七年：佔40%)，而截至二零零七年十二月三十一日止年度向最大供應商之購貨額佔31%。

就董事所知，董事及其聯繫人士，或持有本公司股本逾5%之股東概無於五個最大客戶中擁有權益。

## 董事

於本年度及截至本報告日期止任職之董事為：—

### 執行董事：—

鍾斌銓

鍾金榜

鍾樂榮

### 獨立非執行董事：—

簡福飴

黎慶超

陳以海

### 非執行董事：

林義

鍾惠卿(林義女士之替任董事)

根據本公司之公司細則第87條，林義女士及黎慶超先生將告退，惟願於即將舉行之股東週年大會上膺選連任。

本公司已收到每位獨立非執行董事根據上市規則第3.13條作出之年度獨立性確認書，本公司認為彼等均為獨立。

# Directors' Report 董事會報告

## DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## DIRECTORS' INTERESTS

At 31 December 2008, the interests and short positions of directors and chief executive in shares, underlying shares and debentures of the Company and its associated corporations as required to be disclosed under and within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") were as follows:-

(i) LONG POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY:-

## 董事之服務合約

建議於即將舉行之股東週年大會膺選連任之董事並無與本公司訂立不可由本公司於一年內無需支付賠償(法定賠償除外)而終止之服務合約。

## 董事之權益

於二零零八年十二月三十一日，董事及主要行政人員於本公司及其聯營公司之股份、相關股份及債券中，擁有根據證券及期貨條例(「證券及期貨條例」)第XV部之涵義及按此須予披露之權益及淡倉如下：—

(i) 於本公司股份及相關股份之好倉：—

Name of director 董事姓名	Type of interests and number of ordinary shares held 權益類別及所持普通股數目		Total 總額	Percentage 百分比	
	Corporate 公司 (Note (a)) (附註 (a))	Family 家族			
Cheong Pin Chuan, Patrick	鍾斌銓	1,502,645,787	3,397,000	1,506,042,787	63%
Cheong Kim Pong	鍾金榜	1,502,645,787	—	1,502,645,787	63%
Cheong Sim Eng	鍾樂榮	1,502,645,787	—	1,502,645,787	63%
Cheong Hooi Kheng (Note (b))	鍾惠卿 (附註 (b))	1,502,645,787	2,000,000	1,504,645,787	63%

Notes:

(a) These directors were deemed to have corporate interests in the shares in the Company by virtue of their beneficial interests in the shares in Hong Fok Corporation Limited ("HFC"), a substantial shareholder of the Company. The 1,502,645,787 shares represented the same interests and were duplicated amongst these directors.

(b) Ms. Cheong Hooi Kheng's directorship is alternate to Mdm. Lim Ghee.

附註：

(a) 由於該等董事實益擁有本公司主要股東鴻福實業有限公司(「鴻福實業」)之股份權益，故被視為持有本公司股份之公司權益。該1,502,645,787股股份乃指同一項權益，而在該等董事之間重複呈列。

(b) 鍾惠卿女士為林義女士之替任董事。

# Directors' Report 董事會報告

## DIRECTORS' INTERESTS (CONTINUED)

(ii) LONG POSITIONS IN SHARES OF AN ASSOCIATED CORPORATION – HFC

## 董事之權益 (續)

(ii) 於一間聯營公司—鴻福實業之股份之好倉

Name of director 董事姓名		Type of interests and number of shares held 權益類別及所持股份數目				Total 總額	Percentage 百分比
		Personal 個人	Family 家族	Corporate 公司 (Note (a)) (附註(a))	Other 其他 (Note (b)) (附註(b))		
Cheong Pin Chuan, Patrick	鍾斌銓	8,539,454	1,237,830	104,058,803	134,537,600	248,373,687	38%
Cheong Kim Pong	鍾金榜	2,829,178	553,300	104,058,803	134,537,600	241,978,881	37%
Cheong Sim Eng	鍾燦榮	73,955,300	257,700	31,263,663	134,537,600	240,014,263	36%
Cheong Hooi Kheng (Note (c))	鍾惠卿 (附註(c))	10,489,000	–	–	134,537,600	145,026,600	22%

Notes:

- (a) These shares were beneficially held by a number of companies in which the directors had beneficial interests.
- (b) These shares were beneficially held by a company in which the directors had deemed interests.
- (c) Ms. Cheong Hooi Kheng's directorship is alternate to Mdm. Lim Ghee.

附註：

- (a) 該等股份由該等董事擁有實益權益之多間公司實益擁有。
- (b) 該等股份由該等董事被視作持有權益之一間公司實益擁有。
- (c) 鍾惠卿女士為林義女士之替任董事。

Save as disclosed above, as at 31 December 2008, none of the directors and the chief executive of the Company were, under Divisions 7 and 8 of Part XV of the SFO, taken to be interested or deemed to have any other interests or short positions in shares, underlying shares or debentures of the Company and its associated corporations, that were required to be entered into the register kept by the Company pursuant to section 352 of the SFO or were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

除上文所披露者外，於二零零八年十二月三十一日，根據證券及期貨條例第XV部第7及8分部，概無本公司之董事及主要行政人員被當作或視作於本公司及其聯營公司之股份、相關股份及債券中，擁有任何其他權益或淡倉而須於本公司根據證券及期貨條例第352條所存置之登記冊中記錄或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）上市公司董事進行證券交易的標準守則須知會本公司及聯交所。

# Directors' Report 董事會報告

## SHARE OPTION SCHEMES

The Company operates a share option scheme, further details of which are set out in note 23 to the financial statements.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from as disclosed under the sections headed "Directors' interests" and "Share option schemes" above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 29 to the financial statements, there were 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 subsisted at the end of year or at any time during the year.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, none of the directors have any interests in competing business of the Group.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

At 31 December 2008, the following persons (not being directors or chief executive of the Company) had an interest in the following long positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

## 購股權計劃

本公司設有一項購股權計劃，有關詳情載於財務報表附註23。

## 董事購入股份之權利

除上文「董事之權益」及「購股權計劃」兩節作出之披露外，本公司或其任何附屬公司於本年度並無參與任何安排，致令本公司任何董事、彼等各自之配偶或年齡未滿十八歲之子女可藉購入本公司或任何其他法人團體之股份或債券而獲得利益。

## 董事於合約之權益

除財務報表附註29所披露者外，概無訂立於年終或年內任何時間有效，本公司或其任何附屬公司為訂約方及對彼等而言屬重大，且本公司董事擁有重大權益之合約。

## 董事於競爭業務之權益

於本年度並無董事於與本集團構成競爭之業務中擁有任何權益。

## 主要股東及其他人士之權益

於二零零八年十二月三十一日，下列人士（本公司董事或主要行政人員除外）按照本公司根據證券及期貨條例第336條之規定所存置之登記冊所記錄於本公司之股份或相關股份之好倉中擁有權益。

# Directors' Report 董事會報告

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS (CONTINUED)

## 主要股東及其他人士之權益(續)

Name	名稱	Note 附註	Number of shares held 所持股份數目		Total 總額	Percentage 百分比
			Direct 直接	Indirect 間接		
HFL International Consortium Limited ("HFL")	HFL International Consortium Limited (「HFL」)		1,455,202,784	-	1,455,202,784	61%
Hong Fok Enterprises Limited ("HFE")	鴻福貿易有限公司 (「鴻福貿易」)	(i)	-	1,455,202,784	1,455,202,784	61%
Hong Fok Investment Holding Company, Limited ("HFIH")	鴻福有限公司(「鴻福」)	(ii)	47,443,003	1,455,202,784	1,502,645,787	63%
Hong Fok Corporation Limited ("HFC")	鴻福實業有限公司 (「鴻福實業」)	(iii)	-	1,502,645,787	1,502,645,787	63%
Barragan Trading Corp.	Barragan Trading Corp.		285,312,566	-	285,312,566	12%
Praise Time Co Limited	Praise Time Co Limited		136,000,000	-	136,000,000	6%

Notes:

- (i) HFE was deemed to have the same beneficial interests as its wholly-owned subsidiary, HFL, did in the issued share capital of the Company by virtue of HFE's interest in HFL.
- (ii) HFIH was deemed to have the same beneficial interests as its wholly-owned subsidiary, HFE, did in the issued share capital of the Company by virtue of HFIH's interest in HFE. In addition, HFIH was directly interested in approximately 2% of the issued share capital of the Company.
- (iii) HFC was deemed to have the same beneficial interests as its wholly-owned subsidiary, HFIH, did in the issued share capital of the Company by virtue of HFC's interest in HFIH.

附註：

- (i) 由於鴻福貿易持有其全資附屬公司HFL之權益，故鴻福貿易擁有本公司已發行股本之實益權益被視為與HFL所擁有者相同。
- (ii) 由於鴻福持有其全資附屬公司鴻福貿易之權益，故鴻福擁有本公司已發行股本之實益權益被視為與鴻福貿易所擁有者相同。此外，鴻福直接持有本公司已發行股本約2%之權益。
- (iii) 由於鴻福實業持有其全資附屬公司鴻福之權益，故鴻福實業擁有本公司已發行股本之實益權益被視為與鴻福所擁有者相同。

Save as disclosed above, no other person was recorded in the register required to be kept under section 336 of the SFO as having an interest or short position in the shares and underlying shares of the Company as at 31 December 2008.

除上文所披露者外，於二零零八年十二月三十一日，按照本公司根據證券及期貨條例第336條之規定所存置之登記冊所記錄，概無其他人士於本公司之股份及相關股份中擁有權益或淡倉。

# Directors' Report 董事會報告

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

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

## **SUBSEQUENT EVENTS**

There is no significant event subsequent to the balance sheet date as at 31 December 2008.

## **PUBLIC FLOAT**

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

## **AUDITORS**

In November 2005, PKF resigned as auditors of the Company. Appointment of CCIF CPA Limited as auditors of the Company was approved in January 2006.

CCIF CPA Limited retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Cheong Pin Chuan, Patrick**

*Chairman*

Hong Kong, 27 February 2009

## **購買、出售或贖回本公司上市證券**

本公司及其任何附屬公司於年內概無購入、出售或贖回任何本公司上市證券。

## **結算日後事項**

於二零零八年十二月三十一日，概無重大結算日後事項。

## **公眾持股量**

根據本公司可公開獲得之資料，及據董事所知，本公司於年內及截至本報告日期已維持上市規則規定之公眾持股量水平。

## **核數師**

於二零零五年十一月梁學廉會計師事務所辭任本公司核數師。於二零零六年一月陳葉馮會計師事務所有限公司為本公司之核數師之委任獲得批准。

陳葉馮會計師事務所有限公司任滿告退，在即將舉行之股東週年大會上將提呈決議案，續聘其為本公司之核數師。

代表董事會

*主席*

**鍾斌銓**

香港，二零零九年二月二十七日



## Directors' and Senior Management's Biographies 董事及高級管理人員履歷

### DIRECTORS

Mr. Cheong Pin Chuan, Patrick, aged 59, is the chairman and managing director of the Company. Mr. Cheong is a member of the Australian Society of Certified Practising Accountants and the Hong Kong Institute of Certified Public Accountants. He joined the Group in 1991 and was appointed as a director of the Company in 1996. He has over 36 years' experience in property development. He is a director of the Group's ultimate holding company, Hong Fok Corporation Limited ("HFC").

Mr. Cheong Kim Pong, aged 66, is an executive director of the Company. Mr. Cheong joined the Group in 1991 and was appointed a director of the Company in 1996. He has over 45 years' experience in construction management and real estate development. He is a director of the Group's ultimate holding company, HFC.

Mr. Cheong Sim Eng, aged 48, is an executive director of the Company. Mr. Cheong graduated from the Chaminade University of Honolulu with a Bachelor of Arts degree. He joined the Group in 1991 and was appointed a director of the Company in 1996. He has over 23 years' experience in the construction industry. He is a director of the Group's ultimate holding company, HFC.

Mr. Kan Fook Yee, SBS, aged 72, is an independent non-executive director and a member of the audit committee of the Company. He is a barrister at law, a Fellow member of the Hong Kong Institute of Surveyors as well as a Fellow member of the Chartered Institute of Arbitrators. He was appointed an independent non-executive director of the Company in 1998. In addition, Mr. Kan is an adviser to the Heung Yee Kuk, a statutory advisory body established under the Heung Yee Kuk Ordinance (Chapter 1097 of the Laws of Hong Kong). In February 2009, Mr. Kan ceased to be chairman and non-executive director of Henderson Sunlight Assets Management Limited.

### 董事

鍾斌銓先生，現年五十九歲，本公司主席兼董事總經理。鍾先生乃澳洲會計師公會及香港會計師公會之會員。彼於一九九一年加盟本集團，並於一九九六年獲委任為本公司董事。彼在物業發展方面有超過三十六年經驗。彼為本集團之最終控股公司鴻福實業有限公司（「鴻福實業」）之董事。

鍾金榜先生，現年六十六歲，本公司執行董事。鍾先生於一九九一年加盟本集團，並於一九九六年獲委任為本公司董事。彼在建築工程管理及地產發展方面有超過四十五年經驗。彼為本集團之最終控股公司鴻福實業之董事。

鍾樂榮先生，現年四十八歲，本公司執行董事。鍾先生畢業於檀香山Chaminade University，持有文學學士學位。彼於一九九一年加盟本集團，並於一九九六年獲委任為本公司董事。彼在建築業有超過二十三年經驗。彼為本集團之最終控股公司鴻福實業之董事。

簡福飴先生，SBS，現年七十二歲，本公司獨立非執行董事兼審核委員會成員。簡先生為大律師，香港測量師學會及特許仲裁人員學會資深會員。彼於一九九八年獲委任為本公司獨立非執行董事。此外，簡先生為鄉議局之顧問。鄉議局是根據香港法例第1097章鄉議局條例成立之法定顧問團體。於二零零九年二月，簡先生不再為恒基陽光資產管理有限公司之主席兼非執行董事。

## Directors' and Senior Management's Biographies 董事及高級管理人員履歷

### DIRECTORS (CONTINUED)

Mr. Lai Hing Chiu, Dominic, aged 62, is an independent non-executive director and a member of the audit committee of the Company. He is a practising solicitor in Hong Kong and has also been admitted as a solicitor in England, Australia and Singapore. He joined the Group in 1994 and was appointed an independent non-executive director of the Company in 1996. He has over 36 years' experience as a solicitor.

Mr. Chan Yee Hoi, Robert, aged 59, is an independent non-executive director and a member of the audit committee of the Company. He joined the Group and was appointed an independent non-executive director of the Company in 2004. He graduated from the University of Hong Kong with a Bachelor of Social Science degree. He has over 29 years' experience in corporate restructuring, corporate finance, capital markets, direct investment and asset management. Mr. Chan held senior positions in various American banks in Hong Kong and fund management companies.

Madam Lim Ghee, aged 97, is a non-executive director of the Company. She joined the Group in 1991 and was appointed a non-executive director of the Company in 1996. She is a non-executive director of the Group's ultimate holding company, HFC. Madam Lim Ghee is the mother of Messrs. Cheong Kim Pong, Cheong Pin Chuan, Patrick, Cheong Sim Eng, Ms. Cheong Hooi Kheng and Ms. Cheong Puay Kheng.

### SENIOR MANAGEMENT

Mr. Tsui Yeung Kun, Andrew, aged 53, is the director of the property development division of the Group. Mr. Tsui graduated from Christian Brothers College in the United States with a Bachelor of Science degree in Accounting and Economics. He joined the Group in 1995 and has over 6 years' experience in the management of investment funds and 11 years' experience in equity research and stock broking activities in Hong Kong. Mr. Tsui is Mr. Cheong Pin Chuan, Patrick's brother.

### 董事(續)

黎慶超先生，現年六十二歲，本公司獨立非執行董事兼審核委員會成員。彼為香港之執業律師，亦為英國、澳洲及新加坡認許之律師。彼於一九九四年加盟本集團，並於一九九六年獲委任為本公司獨立非執行董事。彼有超過三十六年擔任律師之經驗。

陳以海先生，現年五十九歲，本公司之獨立非執行董事兼審核委員會成員。陳先生於二零零四年加入本集團，並獲委任為本公司之獨立非執行董事。彼畢業於香港大學，持有社會科學學士學位。彼於公司重組、企業融資、資本市場、直接投資及資產管理方面擁有超過二十九年經驗。陳先生曾於香港多家美資銀行及基金管理公司擔任高職。

林義女士，現年九十七歲，本公司非執行董事。林女士於一九九一年加盟本集團，並於一九九六年獲委任為本公司非執行董事。彼為本集團之最終控股公司鴻福實業之非執行董事。林義女士乃鍾金榜先生、鍾斌銓先生、鍾樂榮先生、鍾惠卿女士及鍾佩卿女士之母親。

### 高級管理人員

徐羊根先生，現年五十三歲，本集團物業發展部董事。彼畢業於美國 Christian Brothers College，持有會計及經濟理學學士學位。徐先生於一九九五年加盟本集團，在投資基金管理方面有超過六年經驗，而在香港股票研究及證券買賣代理業務方面有超過十一年經驗。徐先生乃鍾斌銓先生之內弟。

## Directors' and Senior Management's Biographies 董事及高級管理人員履歷

### SENIOR MANAGEMENT (CONTINUED)

Mr. Cheong Tze Hong, Marc, aged 36, is the director of the business development division of the Group. Mr. Cheong holds a Bachelor of Science degree in Accounting from the University of Southern California in the United States of America and a Master of Business Administration degree from the University of Chicago Graduate School of Business. He joined the Group in 2000 and has over 3 years' experience in the merchant banking field and 8 years' experience in business development.

Mr. Cheong Tze Hian, Howard, aged 35, is the director of the project management division of the Group. Mr. Cheong holds a Bachelor of Science degree in Accounting from the University of Southern California in the United States of America. He joined the Group in 2004 and has over 3 years' experience in the private equity field and 4 years' experience in project management.

Mr. Cheong Tze Hong, Marc and Cheong Tze Hian, Howard are the sons of Mr. Cheong Pin Chuan, Patrick.

Ms. Cheong Puay Kheng, aged 54, is the general manager of the Group. Ms. Cheong graduated from Armstrong College of Berkeley in the United States of America with a Bachelor of Science degree. She joined the Group in 1993 and has over 23 years' experience in the planning, organising and control of office administration and personnel management.

Mr. Cheong Aik Yen, Roy, aged 43, is the senior manager of business promotion of the Group. Mr. Cheong graduated from Western New England College in Massachusetts with a Bachelor of Science degree in Mechanical Engineering. He joined the Group in 2002 and has 3 years' experience in the merchant banking field. He is the personal assistance to directors of the Group's ultimate holding company, HFC. Mr. Cheong is the son of Mr. Cheong Kim Pong.

### 高級管理人員(續)

鍾子丰先生，現年三十六歲，本集團之業務發展部董事。鍾先生持有美國南加州大學會計學理學士學位，以及University of Chicago Graduate School of Business之工商管理碩士學位。彼於二零零零年加盟本集團，於商業銀行領域有超過三年經驗，並於業務開發有八年經驗。

鍾子賢先生，現年三十五歲，本集團之工程策劃部董事。鍾先生持有美國南加州大學會計學理學士學位。彼於二零零四年加入本集團，並於私募基金領域擁有超過三年經驗，並於項目管理有四年經驗。

鍾子丰先生及鍾子賢先生均為鍾斌銓先生之兒子。

鍾珮卿女士，現年五十四歲，本集團總經理。鍾女士畢業於美國Armstrong College of Berkeley，持有理學士學位。彼於一九九三年加盟本集團，在辦公室行政及人事管理策劃、組織及控制方面有超過二十三年經驗。

鍾譚賢先生，現年四十三歲，為本集團業務推廣部高級經理。鍾先生畢業於美國麻省Western New England College，獲頒機械工程理學士學位。彼於二零零二年加盟本集團，於商業銀行界積累三年經驗。彼為本集團最終控股公司鴻福實業之董事之私人助理。鍾先生為鍾金榜先生之子。

## Directors' and Senior Management's Biographies 董事及高級管理人員履歷

### SENIOR MANAGEMENT (CONTINUED)

Ms. Cheong Hooi Kheng, aged 55, is the financial advisor of the Group. Ms. Cheong holds a Bachelor of Science degree in Business Administration from the California State University, Hayward and a Master of Business Administration degree from the Chaminade University of Honolulu. She joined the Group in 1991 and has over 27 years' experience in the construction industry. She is a director of the Group's ultimate holding company, HFC. Ms. Cheong was appointed a non-executive director of the Company, alternate to Madam Lim Ghee, in 2005.

Ms. Cheong Hooi Kheng and Ms. Cheong Puay Kheng are sisters of Messrs. Cheong Kim Pong, Cheong Pin Chuan, Patrick and Cheong Sim Eng.

Mr. Chan Yuen King, Paul, aged 33, is the project manager of the property development division of the Group. Mr. Chan holds a Bachelor of Arts degree in Architectural Studies, Master of Science degree in Construction Project Management, and a Master Degree in Landscape Architecture from the University of Hong Kong. He also holds a Bachelor of Law degree from the Manchester Metropolitan University. Mr. Chan is a chartered builder and has 10 years' experience in the construction industry with 6 years' experience in project management. He joined the Group in 2003, left in March 2007 and returned in October 2007.

Mr. Tong Kwok Wai, Anthony, aged 36, is the senior quantity surveyor of the Group. He is a Member of The Hong Kong Institute of Surveyors, The Royal Institution of Chartered Surveyors and a Registered Professional Surveyor. He holds a Bachelor Degree in Quantity Surveying from The City University of Hong Kong and a Master Degree in Construction Project Management from the University of Hong Kong. He joined the Group in 2008 and has over 12 years' quantity surveying experience. Mr. Tong has worked in construction cost consultant firm, contractor and developer.

### 高級管理人員(續)

鍾惠卿女士，現年五十五歲，為本集團財務顧問。鍾女士持有Hayward加州州立大學工商管理學士學位以及檀香山Chaminade University工商管理碩士學位。彼於一九九一年加盟本集團，在建築業有超過二十七年經驗。彼為本集團最終控股公司鴻福實業之董事。鍾女士於二零零五年獲委任為本公司之非執行董事(林義女士之替任董事)。

鍾金榜先生、鍾斌銓先生、鍾樂榮先生、鍾惠卿女士及鍾珮卿女士乃同胞兄弟姊妹關係

陳元敬先生，現年三十三歲，為本集團物業發展部項目經理。陳先生持有香港大學建築學學士學位、建築策劃管理學碩士學位，以及園境建築碩士學位。彼持有Manchester Metropolitan University法學士學位。陳先生為特許建造師，在建築行業已積累十年經驗，六年在項目管理方面的經驗。彼於二零零三年加入本集團，於二零零七年三月離開，其後於二零零七年十月重返本集團。

唐國威先生，現年三十六歲，本集團之高級工料測量師。唐先生為香港測量師學會會員、英國皇家特許測量師及註冊專業測量師。唐先生持有香港城市大學工料測量學理學學士學位及香港大學建築策劃管理學碩士學位。彼於二零零八年加盟本集團，並在工料測量方面接有超過十二年經驗。唐先生曾在建設成本顧問公司、承建商以及發展商工作。

# Independent Auditor's Report 獨立核數師報告



**CCIF**

## **CCIF CPA LIMITED**

20/F Sunning Plaza  
10 Hysan Avenue  
Causeway Bay Hong Kong

## **陳葉馮會計師事務所有限公司**

香港 銅鑼灣  
希慎道10號  
新寧大廈20樓

### **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF WINFOONG INTERNATIONAL LIMITED**

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Winfoong International Limited (the "Company") set out on pages 29 to 141, which comprise the consolidated and company balance sheets as at 31 December 2008, 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 FINANCIAL STATEMENTS**

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the 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 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.

### 獨立核數師報告

致榮豐國際有限公司各股東

(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已完成審核榮豐國際有限公司(「貴公司」)載於第29頁至第141頁的綜合財務報表，當中載有貴公司於二零零八年十二月三十一日之綜合資產負債表及資產負債表、截至該日止年度的綜合收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

### **董事就財務報表須承擔的責任**

貴公司董事須負責遵照香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定，編製及真實而公平地列報該等財務報表。這責任包括設計、實施及維護與編製真實公平地列報的財務報表有關的內部監控，以確保並無重大錯誤陳述(不論是否因欺詐或錯誤引起)；選擇並應用適當的會計政策；及在不同情況下作出合理之會計估算。

# Independent Auditor's Report 獨立核數師報告

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. This report is made solely to you, as a body, in accordance with section 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

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

## 核數師的責任

我們的責任是根據我們審核工作的結果，對該等財務報表表達意見。本報告乃按照百慕達公司法第90條的規定，僅向貴公司整體作出報告，除此以外本報告並無其他用途。我們不會就本報告的內容向任何其他人士承擔或負上任何責任。

我們已根據香港會計師公會頒佈的香港審核準則進行審核。該等準則規定我們須遵守道德規定以計劃及進行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

審核包括進程序以取得與財務報表所載金額及披露事項有關的審核憑證。選取的該等程序須視乎核數師的判斷，包括評估財務報表的重大錯誤陳述（不論是否因欺詐或錯誤引起）的風險。在作出該等風險評估時，核數師考慮與公司編製真實公平呈列財務報表有關的內部監控，以設計適當審核程序，但並非為對公司的內部監控是否有效表達意見。審核亦包括評價董事所採用的會計政策是否恰當及所作的會計估算是否合理，以及評價財務報表的整體呈列方式。

我們相信，我們已取得充分恰當的審核憑證，為我們的審核意見提供了基礎。

# Independent Auditor's Report 獨立核數師報告

## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2008 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### CCIF CPA Limited

*Certified Public Accountants*

Hong Kong, 27 February 2009

### Yau Hok Hung

Practising Certificate Number P04911

## 意見

我們認為，按照香港財務報告準則編製的綜合財務報表真實公平地反映 貴公司及 貴集團於二零零八年十二月三十一日的財政狀況及 貴集團截至該日止年度的虧損和現金流量，並已按照香港公司條例的披露規定妥為編製。

陳葉馮會計師事務所有限公司

香港執業會計師

香港，二零零九年二月二十七日

邱學雄

執業證書編號 P04911



# Consolidated Income Statement 綜合收益表

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

		Note	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
		附註		
<b>Turnover</b>	營業額	3	<b>48,533</b>	29,339
Cost of sales	銷售成本		<b>(44,579)</b>	(16,793)
<b>Gross profit</b>	毛利		<b>3,954</b>	12,546
Valuation gains on investment property	投資物業估值收益	13	<b>75,501</b>	14,173
Other revenue	其他收益	4	<b>153</b>	302
Other net income	其他收入淨額	4	<b>510</b>	1,415
Write-down of inventories	存貨撇減		<b>(25,908)</b>	-
Operating and administrative expenses	經營及行政開支		<b>(19,741)</b>	(33,218)
<b>Profit/(loss) from operations</b>	經營溢利/(虧損)		<b>34,469</b>	(4,782)
Finance costs	融資成本	5(a)	<b>(179)</b>	(13,490)
Share of profit of an associate	應佔一間聯營公司之溢利		-	28,145
Impairment loss on goodwill	商譽之減值虧損	14	-	(321,122)
<b>Profit/(loss) before taxation</b>	除稅前溢利/(虧損)	5	<b>34,290</b>	(311,249)
Income tax credit/(expense)	所得稅回撥/(開支)	6(a)	<b>5,505</b>	(1,021)
<b>Profit/(loss) for the year</b>	本年溢利/(虧損)		<b>39,795</b>	(312,270)
<b>Attributable to:</b>	以下應佔：			
Equity shareholders of the Company	本公司權益持有人	9	<b>39,795</b>	(312,270)
Minority interests	少數股東權益		-	-
<b>Profit/(loss) for the year</b>	本年溢利/(虧損)		<b>39,795</b>	(312,270)
<b>Dividend</b>	股息	10	-	1,731,047
<b>Earnings/(loss) per share</b>	每股盈利/(虧損)	11		
Basic and diluted	基本及攤薄		<b>HK cents 1.66 港仙</b>	HK cents (16.70) 港仙

The notes on pages 36 to 141 form part of these financial statements.

第36至141頁之附註構成此等財務報表之一部分。

# Consolidated Balance Sheet 綜合資產負債表

As at 31 December 2008 於二零零八年十二月三十一日  
(Expressed in Hong Kong dollars) (以港元計值)

		Note 附註	2008 二零零八年		2007 二零零七年	
			HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元
<b>Non-current assets</b>	<b>非流動資產</b>					
Fixed assets	固定資產	13				
– Investment property	– 投資物業			355,320		273,320
– Other property, plant and equipment	– 其他物業、廠房及設備			4,116		3,676
– Interests in leasehold land held for own use under operating leases	– 於經營租約項下持作自用之租賃土地之權益			440		452
				<b>359,876</b>		<b>277,448</b>
Goodwill	商譽	14		–		–
Pledged bank deposits	抵押銀行存款	19		4		10
Other financial assets	其他金融資產	16		1,610		2,534
				<b>361,490</b>		<b>279,992</b>
<b>Current assets</b>	<b>流動資產</b>					
Inventories	存貨	17	94,531		160,965	
Trade and other receivables	貿易及其他應收賬項	18	2,341		3,529	
Tax recoverable	可收回稅項	24(a)	1		8	
Cash and cash equivalents	現金及現金等價物	19	2,486		5,485	
			<b>99,359</b>		<b>169,987</b>	
<b>Current liabilities</b>	<b>流動負債</b>					
Trade and other payables	貿易及其他應付賬項	20	9,937		11,557	
Bank borrowings	銀行借貸	21	235		–	
Tax payables	應繳稅項	24(a)	504		856	
			<b>10,676</b>		<b>12,413</b>	
<b>Net current assets</b>	<b>流動資產淨額</b>			<b>88,683</b>		<b>157,574</b>

# Consolidated Balance Sheet 綜合資產負債表

As at 31 December 2008 於二零零八年十二月三十一日  
(Expressed in Hong Kong dollars) (以港元計值)

	Note 附註	2008 二零零八年		2007 二零零七年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Total assets less current liabilities</b>		<b>450,173</b>		437,566	
<b>Non-current liabilities</b>					
Bank borrowings	21	<b>130,306</b>		150,829	
Loan from a fellow subsidiary					
	26(a)(iii)	-		302	
Deferred tax liabilities	24(b)	<b>83</b>		5,786	
		<b>130,389</b>		156,917	
<b>NET ASSETS</b>		<b>319,784</b>		280,649	
<b>CAPITAL AND RESERVES</b>					
Share capital	25(a)	<b>119,620</b>		119,620	
Reserves		<b>200,164</b>		161,029	
<b>Total equity attributable to equity shareholders of the Company</b>		<b>319,784</b>		280,649	
<b>Minority interests</b>		-		-	
<b>TOTAL EQUITY</b>		<b>319,784</b>		280,649	

Approved and authorised for issue by the board of directors on 27 February 2009.

董事會於二零零九年二月二十七日批准及授權刊發。

**Cheong Pin Chuan, Patrick**

鍾斌銓

Director

董事

**Cheong Kim Pong**

鍾金榜

Director

董事

The notes on pages 36 to 141 form part of these financial statements.

第36至141頁之附註構成此等財務報表之一部分。

# Balance Sheet 資產負債表

As at 31 December 2008 於二零零八年十二月三十一日  
(Expressed in Hong Kong dollars) (以港元計值)

	Note 附註	2008 二零零八年		2007 二零零七年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Non-current assets</b>					
Investments in a subsidiary	15		1		1
<b>Current assets</b>					
Trade and other receivables	18	207,939		209,747	
Cash and cash equivalents	19	6		7	
		<b>207,945</b>		<b>209,754</b>	
<b>Current liabilities</b>					
Trade and other payables	20	(517)		(1,260)	
<b>Net current assets</b>			<b>207,428</b>		<b>208,494</b>
<b>NET ASSETS</b>			<b>207,429</b>		<b>208,495</b>
<b>CAPITAL AND RESERVES</b>					
Share capital	25(b)		119,620		119,620
Reserves			87,809		88,875
<b>TOTAL EQUITY</b>			<b>207,429</b>		<b>208,495</b>

Approved and authorised for issue by the board of directors on 27 February 2009.

董事會於二零零九年二月二十七日批准及授權刊發。

**Cheong Pin Chuan, Patrick**

鍾斌銓

Director

董事

**Cheong Kim Pong**

鍾金榜

Director

董事

The notes on pages 36 to 141 form part of these financial statements.

第36至141頁之附註構成此等財務報表之一部分。

# Consolidated Statement of Changes in Equity 綜合權益變動表

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

	Note 附註	2008 二零零八年		2007 二零零七年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Total equity at 1 January</b>	於一月一日之權益總額		<b>280,649</b>		1,884,290
<b>Net income recognised directly in equity:</b>	直接於權益中確認之收入淨額：				
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表之匯兌差額	25	<b>(280)</b>		5,570
Change in fair value of available-for-sale securities	可供銷售證券公平值變動	25	<b>(380)</b>		380
Share of movements in reserves of an associate	應佔聯營公司儲備變動	25	–		6,226
Net income for the year recognised directly in equity	年內直接於權益中確認之收入淨額		<b>(660)</b>		12,176
<b>Net profit/(loss) for year</b>	本年溢利/(虧損)淨額		<b>39,795</b>		(312,270)
<b>Total recognised income and expense for the year</b>	年內已確認之收入及支出總額		<b>39,135</b>		(300,094)
<b>Attributable to:</b>	以下應佔：				
Equity shareholders of the Company	本公司權益持有人應佔		<b>39,135</b>		(300,094)
Minority interests	少數股東權益		–		–
			<b>39,135</b>		(300,094)
<b>Distribution in specie</b>	實物分派	25	–		(1,731,047)
<b>Movements in equity arising from capital transactions:</b>	因股本交易而產生之權益變動				
Shares issued for the acquisition of subsidiaries	收購附屬公司已發行股份	25	–		427,500
<b>Total equity at 31 December</b>	於十二月三十一日之權益總額		<b>319,784</b>		280,649

The notes on pages 36 to 141 form part of these financial statements.

第36至141頁之附註構成此等財務報表之一部分。

# Consolidated Cash Flow Statement 綜合現金流量表

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

	Note	2008	2007
	附註	二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Operating activities</b>	<b>經營業務</b>		
Profit/(Loss) before taxation	除稅前溢利/(虧損)	<b>34,290</b>	(311,249)
Adjustments for:	經以下調整：		
– Valuation gains on investment property	– 投資物業估值收益	13	(14,173)
– Revaluation losses/(gains) on buildings	– 樓宇之重估虧損/(收益)	13	9
– Depreciation	– 折舊	5(c)	1,136
– Amortisation of land lease premium	– 土地租賃費用攤銷	5(c)	12
– Impairment loss for bad and doubtful debts	– 呆壞賬之減值虧損	5(c)	–
– Finance costs	– 融資成本	5(a)	179
– Impairment loss on goodwill	– 商譽之減值虧損	14	–
– Interest income	– 利息收入	4	(22)
– Share of profit of an associate	– 應佔聯營公司之溢利		–
– Gain on disposal of fixed assets	– 出售固定資產收益	4	–
– Write-down of inventories	– 存貨撇減		<b>25,908</b>
– Foreign exchange loss/(gain)	– 匯兌虧損/(收益)		<b>866</b>
<b>Operating loss before changes in working capital</b>	<b>未計營運資金變動前經營虧損</b>	<b>(13,123)</b>	(19,466)
Decrease in inventories	存貨減少	<b>39,911</b>	12,325
Decrease/(Increase) in trade and other receivables	貿易及其他應收賬項減少/(增加)	<b>1,181</b>	(764)
Decrease in trade and other payables	貿易及其他應付賬項減少	<b>(2,068)</b>	(4,010)
<b>Cash generated from/(used in) operations</b>	<b>經營所產生/(使用)之現金</b>	<b>25,901</b>	(11,915)
<b>Tax paid</b>	<b>已付稅項</b>		
– Hong Kong profits tax paid	– 已付香港利得稅	–	(6)
– Hong Kong profits tax refunded	– 香港利得稅退還	<b>7</b>	1
– Singapore income tax paid	– 已付新加坡所得稅	<b>(642)</b>	–
<b>Net cash generated from/(used in) operating activities</b>	<b>經營業務所產生/(使用)現金淨額</b>	<b>25,266</b>	(11,920)

# Consolidated Cash Flow Statement 綜合現金流量表

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

	Note 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
<b>Investing activities</b>	<b>投資活動</b>		
Withdrawal of pledged bank deposits	提取用作抵押銀行存款	6	231
Payment for purchase of fixed assets	購入固定資產之付款	(8,105)	(23,293)
Proceeds from sale of fixed assets	出售固定資產所得款項	22	158
Loan repaid by a director of a subsidiary	一間附屬公司之董事償還之貸款	490	500
Loan repaid by a fellow subsidiary	一間同系附屬公司償還之貸款	54	-
Interest received	已收利息	22	98
Net outflow of cash and cash equivalents in respect of acquisition of subsidiaries	收購附屬公司相關之現金及 現金等價物流出淨額	30	(13,144)
<b>Net cash used in investing activities</b>	<b>投資活動所動用相關之現金淨額</b>	<b>(7,511)</b>	<b>(35,450)</b>
<b>Financing activities</b>	<b>融資活動</b>		
Increase in amount due to a related company	應付一家關連公司款項 之增加	508	3,558
(Decrease)/increase in amount due to a fellow subsidiary	應付一間同系附屬 公司款項之(減少)/增加	(302)	248
Increase in amount due to the ultimate holding company	應付最終控股公司款項 之增加	146	-
Proceeds from new bank loans	來自新造銀行貸款之所得款項	17,454	362,000
Repayment of bank loans	償還銀行貸款	(38,163)	(297,611)
Interest paid	已付利息	(372)	(13,277)
Net outflow of cash and cash equivalents in respect of distribution in specie	實物分派相關之現金及現金 等價物流出淨額	10	(6,996)
<b>Net cash (used in)/generated from financing activities</b>	<b>融資活動所(使用)/產生 之現金淨額</b>	<b>(20,729)</b>	<b>47,922</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物之 (減少)/增加淨額</b>	<b>(2,974)</b>	<b>552</b>
<b>Cash and cash equivalents at 1 January</b>	<b>於一月一日之現金及現金等價物</b>	<b>5,485</b>	<b>4,342</b>
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動影響</b>	<b>(25)</b>	<b>591</b>
<b>Cash and cash equivalents at 31 December</b>	<b>於十二月三十一日之 現金及現金等價物</b>	<b>2,486</b>	<b>5,485</b>

The notes on pages 36 to 141 form part of these financial statements.

第36至141頁之附註構成此等財務報表之一部分。



# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 1. SIGNIFICANT ACCOUNTING POLICIES

### a) Statement of compliance

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

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

### b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2008 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in an associate.

## 1. 主要會計政策

### a) 合規聲明

該等財務報表已根據香港財務報告準則(「香港財務報告準則」, 此統稱包括香港會計師公會(「香港會計師公會」)頒佈之所有適用之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認之會計原則及香港公司條例之披露規定編製而成。該等財務報表亦已符合香港聯合交易所有限公司證券上市規則之適用披露規定。下文載列本集團採納之主要會計政策之概要。

香港會計師公會已頒佈數項由本集團及本公司本期會計期生效或可提早採納之新增及經修訂之香港財務報告準則。初次應用該等與本集團有關執行過財務報告準則所引致當前和以往會計年度之會計政策任何變動, 已反映於本財務報表內, 有關資料列載於附註2。

### b) 財務報表編製基準

截至二零零八年十二月三十一日止年度的綜合財務報表包括本公司及其附屬公司(統稱「本集團」)及本集團於一間聯營公司的權益。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### b) Basis of preparation of the financial statements (continued)

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets are stated at their fair value as explained in the accounting policies set out below:

- investment property (see note 1(g));
- other buildings (see note 1(h)); and
- financial instruments classified as available-for-sale securities (see note 1(f)).

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

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

## 1. 主要會計政策(續)

### b) 財務報表編製基準(續)

編製財務報表所使用之計量基準為歷史成本法，惟誠如以下會計政策所解釋，下列資產乃按彼等之公平值列賬：

- 投資物業(見附註1(g))；
- 其他樓宇(見附註1(h))；及
- 分類為可供出售證券之金融工具(見附註1(f))。

編製此等符合香港財務報告準則之財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響有關資產、負債、收入及開支之政策應用及申報數額。該等估計及有關假設乃根據過往經驗及管理層相信於該等情況下乃屬合理之各項其他因素為基準而作出，所得結果構成管理層就目前未能從其他來源明顯得出賬面值的資產及負債作出判斷之基準。實際數字或會有別於估計數字。

本集團持續就所作估計及相關假設作出評估。倘若會計估計之修訂僅影響作出有關修訂之期間，則於該期間確認有關修訂；倘若會計估計之修訂影響當期及未來期間，則於當期及未來期間確認有關修訂。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### b) Basis of preparation of the financial statements (continued)

Judgements made by management in the application of HKFRSs that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 32.

### c) Subsidiaries and minority interests

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

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised profits but only to the extent that there is no evidence of impairment.

## 1. 主要會計政策(續)

### b) 財務報表編製基準(續)

在應用香港財務報告準則時管理層作出對來年有重大調整之主要風險並會對財務報表及估計有重大影響的判斷，在附註32論述。

### c) 附屬公司及少數股東權益

附屬公司乃本集團控制之實體。當本集團有權監管財務及營運政策以從其經營活動獲取利益時，則存在控制關係。於評估控制關係時，將考慮現時可行使之潛在投票權。

於附屬公司之投資自控制開始日期直至控制終止日合併入綜合財務報表。

集團內公司間之結餘及交易及因集團內交易而產生之任何未變現溢利，均於編製綜合財務報表時全部撇銷。集團內公司間交易所產生之未變現虧損亦按照未變現溢利之方法同樣予以撇銷，惟僅限於沒有減值跡象之情況下。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### c) Subsidiaries and minority interests (continued)

Minority interests represent the portion of the net assets of subsidiaries attributable to interests that are not owned by the Company, whether directly or indirectly through subsidiaries, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. Minority interests are presented in the consolidated balance sheet with equity, separately from equity attributable to the equity shareholders of the Company. Minority interests in the results of the Group are presented on the face of the consolidated income statement as an allocation of the total profit or loss for the year between minority interests and the equity shareholders of the Company.

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

In the Company's balance sheet, an investment in a subsidiary is stated at cost less impairment losses (see note 1(j)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

## 1. 主要會計政策 (續)

### c) 附屬公司及少數股東權益 (續)

少數股東權益，為並非由本公司擁有(不論直接或間接透過附屬公司)的權益應佔附屬公司的資產淨值部分，就此而言，本集團並未與該等權益持有人協定任何額外條款，以致本集團整體須承擔就財務負債所界定的合約責任。少數股東權益在綜合資產負債表內與本公司股東應佔權益分開呈列。於本集團業績內之少數股東權益作為年內少數股東權益與本公司權益持有人之間在溢利或虧損總額之分配，並在綜合收益表內呈列。

倘少數股東應佔之虧損超出於附屬公司內少數股東權益，超出部分及任何少數股東之進一步虧損於本集團之權益內扣除，惟倘少數股東有約束責任作出(及能夠作出)額外投資彌償該等虧損除外。倘附屬公司其後錄得溢利，本集團之權益應佔全部該等溢利，直至先前由本集團撥出之少數股東應佔虧損部分得以彌補為止。

於本公司資產負債表內，於附屬公司之投資按成本減減值虧損列賬(見附註1(j))，除非該投資被分類為持作出售用途(或列入被歸類為持作出售之出售組別內)。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### d) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post acquisition change in the Group's share of the associate's net assets, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the associate for the year, including any impairment loss on goodwill relating to the investment in the associate recognised for the year (see notes 1(e) and (j)).

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

## 1. 主要會計政策(續)

### d) 聯營公司

聯營公司指本集團或本公司對其有重大影響力，但無法控制或共同控制其管理決定，包括參與財務及經營政策決定。

聯營公司之投資乃根據權益法在綜合財務報表中列賬，初步按成本入賬及隨後按收購後本集團攤佔有關聯營公司資產淨值之變動而作出調整，除非該等投資被分類為持作出售用途(或被列入被歸類為持作出售之出售組別內)。綜合收益表包括本集團於該年度攤佔該聯營公司之收購後除稅後業績，包括年內確認與於聯營公司之投資有關之商譽之任何減值虧損(見附註1(e)及(j))。

倘本集團應佔之虧損超過其於聯營公司之權益，則本集團之權益會撇減至零及不再確認進一步虧損，而除非本集團已代表該聯營公司產生法律或推定之責任或須作出付款。就此而言，本集團於聯營公司之權益為根據權益法計算投資之賬面值連同本集團構成於該聯營公司之本集團淨投資之長期權益部分。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### d) Associates (continued)

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associate, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

### e) Goodwill

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

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 1(j)). In respect of associates, the carrying amount of goodwill is included in the carrying amount of the interest in the associate.

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

## 1. 主要會計政策 (續)

### d) 聯營公司 (續)

本集團及其聯營公司進行交易產生之未變現溢利及虧損，均以本集團於聯營公司之權益為限進行撇銷，惟倘未變現虧損顯示所轉讓資產出現減值之證據，在該情況下，有關虧損則在損益表即時確認。

### e) 商譽

商譽指商業合併或於聯營公司之投資之成本超過本集團應佔被收購實體之可辨別資產、負債及或然負債之公平值淨額。

商譽按成本減累計減值虧損列賬。商譽被分配為現金產生單位，並須每年作減值測試(見附註1(j))。就聯營公司而言，商譽之賬面值列入於聯營公司之權益之賬面值內。

本集團應佔被收購實體之可辨別資產、負債及或然負債之公平值淨額超出商業合併或於聯營公司之投資之成本之部分即在損益表確認。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### e) Goodwill (continued)

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

### f) Other investments in debt and equity securities

The Group's and the Company's policies for investments in debt and equity securities, other than investments in subsidiaries and associates, are as follows:

Investments in debt and equity securities are initially stated at cost, which is their transaction price unless fair value can be more reliably estimated using valuation techniques whose variables include only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

Investment in securities held for trading are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss. The net gain or loss recognised in profit or loss does not include any dividends or interest earned on these investments as these are recognised in accordance with the policies set out in note 1(s)(vi) and (vii).

## 1. 主要會計政策(續)

### e) 商譽(續)

年內出售聯營公司之現金產生單位時，計算出售溢利或虧損時計入購入商譽應佔之任何金額。

### f) 於債務及股本證券內之其他投資

本集團及本公司就債務及股本證券投資之政策(不包括於附屬公司或聯營公司之投資)如下：

於債務及股本證券內之投資起初按成本列賬，該成本為交易價格，除非可使用估值法(其變量僅包括自可資觀察之市場取得之數據)可靠估計公平值。成本包括應佔交易成本，惟下文另有說明者除外。隨後該等投資視乎其分類按下列方式列賬：

於持作交易用途之證券投資歸類為流動資產。任何應佔交易成本於產生時確認為損益。公平值於每個結算日時重新計量，任何產生之盈虧於損益表內確認。於損益表內確認之盈虧淨額包括由投資獲得之任何股息或利息，此等股息或利息乃根據附註1(s)(vi)及(vii)所載之政策確認。



# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### f) Other investments in debt and equity securities (continued)

Investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised in the balance sheet at cost less impairment losses (see note 1(j)).

Investments in securities which do not fall into any of the above categories are classified as available-for-sale securities. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised directly in equity, except foreign exchange gains and losses resulting from changes in the amortised cost of monetary items such as debt securities which are recognised directly in profit or loss. Dividend income from these investments is recognised in profit or loss in accordance with the policy set out in note 1(s)(vi) and, where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss in accordance with the policy set out in note 1(s)(vii). When these investments are derecognised or impaired (see note 1(j)), the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss.

Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

## 1. 主要會計政策 (續)

### f) 於債務及股本證券內之其他投資 (續)

並無在活躍市場報價及公平值不可以可靠地估計之股本證券投資，於資產負債表內按成本減減值虧損確認(見附註1(j))。

不屬於上述類別之證券投資歸類為可供出售證券。於每個結算日，公平值將予以重新計量，任何因此產生之盈虧直接於權益中確認，惟就貨幣項目如債券等之攤銷成本變動產生之匯兌收益及虧損直接於損益表內確認。投資產生之股息收入根據附註1(s)(vi)所載之政策於損益表內確認，倘該等投資為計息，按實際利率法計算之利息乃根據附註1(s)(vii)所載之政策於損益表內確認。倘解除確認該等投資或予以減值(見附註1(j))，先前於權益中直接確認之累計收益或虧損於損益表內確認。

該等投資於本集團承諾購買該等投資之日予以確認或於本集團承諾出售該等投資或到期之日解除確認。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### g) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 1(i)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use.

Investment properties are stated in the balance sheet at fair value. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 1(s)(i).

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see note 1(i)), and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases. Lease payments are accounted for as described in note 1(i).

## 1. 主要會計政策(續)

### g) 投資物業

投資物業為租賃權益下擁有或持有之土地及／或樓宇(見附註1(i))，以賺取租金收入及／或用於資本增值目的。該等投資物業包括現時未能確定未來用途而持有之土地。

投資物業按公平值在資產負債表內列賬。因公平值變動產生或來自報廢或出售投資物業之任何收益或虧損於損益表內確認。投資物業之租金收入按附註1(s)(i)內所述進行會計處理。

倘本集團根據經營租約持有物業權益以賺取租金收入及／或用於資本增值目的時，該等權益按逐項基準被歸類為及作為投資物業進行會計處理。任何被歸類為投資物業之該等物業權益乃猶如其根據融資租約持有(見附註1(i))列賬，並採用與根據融資租約租賃之其他投資物業相同之會計政策計算該等權益。租約付款按附註1(i)所述作會計處理。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### h) Other property, plant and equipment

The following properties held for own use are stated in the balance sheet at their revalued amount, being their fair value at the date of the revaluation less any subsequent accumulated depreciation:

- land held under operating leases and buildings thereon, where the fair values of the leasehold interest in the land and buildings cannot be measured separately at the inception of the lease and the building is not clearly held under an operating lease (see note 1(i)); and
- buildings held for own use which are situated on leasehold land, where the fair value of the building could be measured separately from the fair value of the leasehold land at the inception of the lease (see note 1(i)).

Revaluations are performed with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the balance sheet date.

The other items of property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and impairment losses (see note 1(j)).

## 1. 主要會計政策 (續)

### h) 其他物業、廠房及設備

下列持作自用物業按其重估金額 (即其於重估日期之公平值減任何後續累積折舊) 於資產負債表內列賬：

- 根據經營租約持有之土地及土地上之樓宇，而該等土地及樓宇之租賃權益之公平值為不能在租約開始時單獨計量，並且樓宇並不是根據經營租約明確持有 (見附註 1(i))；及
- 位於租約土地上持作自用之樓宇，而該等樓宇之公平值為可自租約開始時與租賃土地之公平值分開計量 (見附註 1(i))。

重估會每相隔一段合適時間定期進行，確保該等資產之重估價值與於結算日採用公平值釐定之價值並無重大偏差。

物業、廠房及設備之其他項目按成本減累積折舊及減值虧損於資產負債表內列賬 (見附註 1(j))。

# Notes to the Financial Statements 財務報表附註

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### h) Other property, plant and equipment (continued)

Changes arising on the revaluation of properties held for own use are generally dealt with in reserves. The only exceptions are as follows:

- when a deficit arises on revaluation, it will be charged to profit or loss to the extent that it exceeds the amount held in the reserve in respect of that same asset immediately prior to the revaluation; and
- when a surplus arises on revaluation, it will be credited to profit or loss to the extent that a deficit on revaluation in respect of that same asset had previously been charged to profit or loss.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(u)).

## 1. 主要會計政策(續)

### h) 其他物業、廠房及設備(續)

因重估持作自用物業產生之變動一般在儲備內處理。僅有例外情況如下：

- 倘產生重估虧絀，變動將在損益表內扣除，直至超出於緊接重估前就有關資產於儲備內持有之金額為止；及
- 倘產生重估盈餘，變動將計入損益表，並以就同一項資產先前已於損益表內支銷之重估虧絀為限計算。

自行興建之物業、廠房及設備之成本，包括材料成本、直接勞工成本，及如適用，初步估計拆卸及搬遷項目以及恢復項目所在地原貌的成本，以及適當比例的其他生產成本和借貸成本(見附註1(u))。

# Notes to the Financial Statements 財務報表附註

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### h) Other property, plant and equipment (continued)

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal. Any related revaluation surplus is transferred from the revaluation reserve to retained profits.

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

- Buildings situated on leasehold land are depreciated over their estimated useful lives of 40 years.
- Furniture, equipment and other fixed assets are depreciated over 5 years.

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

## 1. 主要會計政策(續)

### h) 其他物業、廠房及設備(續)

報廢或出售物業、廠房及設備項目所產生之損益，以出售所得款項淨額與項目之賬面金額之間差額釐定，並於報廢或出售日在損益表內確認。任何相關重估盈餘由重估儲備撥入保留溢利。

物業、廠房及設備項目於以下之預計可用年期內以直線法撇銷成本或估值減其剩餘可使用價值(如有)以計算折舊：

- 座落在租賃土地之樓宇於其預計可用期限40年期間折舊。
- 傢俬、設備及其他固定資產分5年折舊。

當物業、廠房及設備項目之不同部分有不同使用年期時，項目之成本或估值在不同部分之間按合理基準分配，每個部分分開計算折舊。資產之可使用年期及其剩餘價值(如有)須每年檢討。

# Notes to the Financial Statements 財務報表附註

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### i) Leased assets

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

#### i) *Classification of assets leased to the Group*

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (see note 1(g)); and

## 1. 主要會計政策(續)

### i) 租賃資產

倘本集團決定在約定的時期內將特定資產使用權出讓以換取一筆或一連串付款的安排，則包括一項交易或連串交易之該項安排為或包括一項租賃。該項決定乃基於安排內容的估值而作出並不計是否該安排採取法律形式的租賃。

#### i) *租賃予本集團資產之分類*

本集團根據租賃持有之資產，而其中絕大部分風險及擁有權利益均轉移至本集團之租約乃分類為融資租約。不會轉移絕大部分風險及擁有權利益之租賃乃分類為經營租約，惟以下例外：

- 倘根據經營租約持有之物業可另行符合投資物業之定義，則按個別物業之基準分類為投資物業，而倘分類為投資物業，則根據融資租約持有入賬(見附註1(g))；及

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### i) Leased assets (continued)

#### i) Classification of assets leased to the Group (continued)

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

#### ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see note 1(g)) or is held for development for sale (see note 1(k)(ii)).

## 1. 主要會計政策 (續)

### i) 租賃資產 (續)

#### i) 租賃予本集團資產之分類 (續)

- 根據經營租約持作自用之土地，而其公平值無法與於其上蓋興建之樓宇於租約生效時之公平值分開計量，有關土地則根據融資租約持有入賬，惟有有關樓宇已根據經營租約持有則例外。就此而言，租賃生效之時間為本集團首次訂立租賃之時間，或從先前承租人接管租賃之時間。

#### ii) 經營租約費用

如屬本集團透過經營租約使用資產之情況，則根據租賃作出之付款會於租賃期所涵蓋之會計期間內，以等額在損益表扣除，惟如有其他基準能更清楚反映租賃資產所產生之收益模式則例外。租賃優惠於損益表確認為租賃淨付款總額之組成部分。或有租金在其產生之會計期間內在損益表扣除。

根據經營租約所持有土地之收購成本於租賃期內以直線法攤銷，惟該物業分類為投資物業(見附註1(g))或持作發展供出售則例外。(見附註1(k)(ii))。



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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### j) Impairment of assets

#### i) *Impairment of investments in debt and equity securities and other receivables*

Investments in debt and equity securities (other than investments in subsidiaries and associates: see note 1(j)(ii)) and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

## 1. 主要會計政策(續)

### j) 資產減值

#### i) 於債務及股本證券內之投資及其他應收款項之減值

於債務及股本證券內之投資(附屬公司或聯營公司之投資除外:見附註1(j)(ii))及其他流動及非流動應收款項若以成本或攤銷成本列示,或歸類為可供出售證券,將會於每個結算日被審閱以確定有否客觀減值證據。客觀減值證據包括本集團注意到以下一項或多項虧損事項之顯著數據:

- 債務人有重大財務困難;
- 違反合約,如拖欠償還利息或本金;
- 債務人可能破產或進行其他財務重組;及
- 股本工具投資之公平價值大幅或長期下跌至低於其成本值。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### j) Impairment of assets (continued)

#### i) Impairment of investments in debt and equity securities and other receivables (continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities are not reversed.
- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

## 1. 主要會計政策 (續)

### j) 資產減值 (續)

#### i) 於債務及股本證券內之投資及其他應收款項之減值 (續)

若存在任何有關證據，則按以下方式釐定及確認任何減值虧損：

- 就按成本列值之非報價股本證券而言，減值虧損乃按金融資產之賬面金額及估計未來現金流量（如折現的影響重大，則按類似金融資產的現行市場回報率折現）兩者之差額計算。股本證券的減值減值虧損不會被轉回。
- 就按攤銷成本列值之貿易及其他應收賬項及其他金融資產而言，如貼現影響重大，減值虧損乃按資產賬面金額與估計未來現金流量按金融資產原有之實際利率（即在初始確認該等資產時計算之實際利率）貼現之現值兩者之差額計量。如按攤銷成本列賬之金融資產具備類似之風險特徵，如類似之逾期情況及並未單獨被評估為減值，則有關評估會同時進行。金融資產之未來現金流量會根據與該類資產具有類似信貸風險特徵資產之過往虧損情況一同評估減值。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### j) Impairment of assets (continued)

#### i) Impairment of investments in debt and equity securities and other receivables (continued)

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

- For available-for-sale securities, the cumulative loss that has been recognised directly in equity is removed from equity and is recognised in profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised directly in equity.

## 1. 主要會計政策(續)

### j) 資產減值(續)

#### i) 於債務及股本證券內之投資及其他應收款項之減值(續)

若於其後的期間，減值虧損數額減少，而有關減少可客觀地與在確認減值虧損後發生的事件聯繫，則減值虧損會透過損益表撥回。減值虧損撥回不得導致資產賬面金額超出若在以往年度沒有確認減值虧損之金額。

- 就可供出售證券而言，已直接確認於權益中之累計虧損應從權益轉出並於損益表中確認。於損益表確認之累計虧損金額為收購成本(減去任何本金還款及攤銷)與現行公平值之差額，減去任何以前該資產於損益表中確認的減值虧損。

可供出售股本證券的減值虧損如已於損益表內確認，則不會透過損益表撥回。其後該資產公平值之任何增加會直接於權益中確認。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### j) Impairment of assets (continued)

#### i) Impairment of investments in debt and equity securities and other receivables (continued)

Impairment losses in respect of available-for-sale debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances are recognised in profit or loss.

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

## 1. 主要會計政策 (續)

### j) 資產減值 (續)

#### i) 於債務及股本證券內之投資及其他應收款項之減值 (續)

若其後公平值的增加可客觀地與在確認減值虧損後發生的事件聯繫，則可供出售債券的減值虧損可被撥回。減值虧損在該情況下撥回會於損益表中確認。

減值虧損與相應資產直接撇銷，惟包含在貿易及其他應收賬項中的應收貿易賬款除外，其可收回性被視為難以預料而並非微乎其微。在此情況下，呆壞賬的減值虧損以撥備賬記錄。倘本集團確認能收回應收賬款的機會微乎其微，則視為不可收回之金額會直接與應收貿易賬款撇銷，而在撥備賬中就該債務保留的任何金額會被撥回。倘之前計入撥備賬的款項在其後收回，則有關款項於撥備賬撥回。撥備賬的其他變動及其後收回先前直接撇銷的款項均於損益賬中確認。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### j) Impairment of assets (continued)

#### ii) Impairment of other assets

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

- property, plant and equipment (other than properties carried at revalued amounts);
- pre-paid interests in leasehold land classified as being held under an operating lease;
- investments in subsidiaries and associate (except for those classified as held for sale (or included in a disposal group that is classified as held for sale)); and
- goodwill.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

## 1. 主要會計政策(續)

### j) 資產減值(續)

#### ii) 其他資產之減值

本集團會在每個結算日審閱內部及外部資料，以確定下列資產是否出現減值跡象，或(商譽除外)以往確認的減值虧損是否不再存在或已經減少：

- 物業、廠房及設備(按重估金額列值之物業除外)；
- 分類為經營租賃項下持有之租賃土地預付利息；
- 於附屬公司及聯營公司之投資，不包括該等投資被分類為持作出售(或包括在分類為持作出售之出售組別內)；及
- 商譽。

倘若存在任何有關跡象，則會估計資產的可收回金額。此外，就商譽而言，會每年估計可收回金額，以確定是否有任何減值跡象。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### j) Impairment of assets (continued)

#### ii) Impairment of other assets (continued)

- Calculation of recoverable amount  
The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).
  
- Recognition of impairment losses  
An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

## 1. 主要會計政策 (續)

### j) 資產減值 (續)

#### ii) 其他資產之減值 (續)

- 計算可收回金額  
資產之可收回金額為其售價淨額及使用價值之較高者。於評估使用價值時，估計未來現金流量乃按能反映現時市場對貨幣時間值及資產特定風險的評估的稅前貼現率，貼現至其現值。倘資產所產生的現金流入基本上不能獨立於其他資產所產生的現金流入，則以能產生獨立現金流入的最小資產組別(即現金產生單位)來釐定可收回金額。
  
- 確認減值虧損  
每當資產或其所屬的賺取現金單位的賬面金額超過其可收回金額，即會於損益表中確認減值虧損。就賺取現金單位確認的減值虧損，首先會分配予減少賺取現金單位(或一組單位)所獲分配的任何商譽賬面金額，然後再按比例減少該單位(或一組單位)中其他資產的賬面金額，惟個別資產賬面值不會減少至低於其本身的公平值減銷售成本或使用價值(若能釐定)。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### j) Impairment of assets (continued)

#### ii) Impairment of other assets (continued)

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

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

### k) Inventories

#### i) Horticultural services

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

Cost is calculated using the standard cost basis (which approximates the average actual cost) and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

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

## 1. 主要會計政策(續)

### j) 資產減值(續)

#### ii) 其他資產之減值(續)

- 撥回減值虧損  
就商譽以外之資產而言，倘用以釐訂定收回金額之估計出現有利轉變，有關減值虧損將予撥回。商譽之減值虧損不會被撥回。

撥回之減值虧損以倘過往年度並未確認減值虧損而應已釐定之資產賬面金額為限。撥回之減值虧損乃於確認撥回之年度內計入損益表。

### k) 存貨

#### i) 園藝服務

存貨以成本及可變現淨值兩者之較低者入賬。

成本乃根據標準成本基準(即概約平均實際成本)計算，包括採購成本、轉換成本和將存貨運至現址及使其達至現時狀況所產生之成本。

可變現淨值按在日常業務過程中之估計售價，減去估計完成成本及估計進行出售所需之其他成本計算。



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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### k) Inventories (continued)

#### i) Horticultural services (continued)

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

#### ii) Property development

Inventories in respect of property development activities are carried at the lower of cost and net realisable value. Cost and net realisable values are determined as follows:

– Property under development for sale

The cost of properties under development for sale comprises specifically identified cost, including the acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing cost capitalised (see note 1(u)). Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property.

## 1. 主要會計政策(續)

### k) 存貨(續)

#### i) 園藝服務(續)

於出售存貨後，其賬面值計入相關收益確認之期間之費用。存貨撇減至可變現淨值之任何撇減金額和虧損之金額確認為撇銷或虧損發生之期間之費用。撥回就存貨撇減之任何金額乃於撥回產生之期間確認為已確認存貨之減值及列作一項開支。

#### ii) 物業發展

與物業發展活動有關之存貨按成本及可變現淨值兩者之較低者入賬。成本及可變現淨值計算方式如下：

– 持作出售之發展中物業

持作出售之發展中物業之成本包括特別界定之成本，包括收購土地成本、發展、材料及供給、工資及其他直接費用之成本總額，及按比例攤分之間接成本及資本化之借貸成本(見附註1(u))。可變現淨值指估計售價減估計完成及出售物業所產生之成本。

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(Expressed in Hong Kong dollars) (以港元計值)

## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### k) Inventories (continued)

#### ii) Property development (continued)

- Completed property held for sale  
In the case of completed properties developed by the Group, cost is determined by apportionment of the total development costs for that development project, attributable to the unsold properties. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

The cost of completed properties held for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

### l) Trade and other receivables

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

## 1. 主要會計政策(續)

### k) 存貨(續)

#### ii) 物業發展(續)

- 持作轉售之落成物業集團已發展完成物業之成本，按該發展項目中未售物業所佔發展總成本之部分釐定。可變現淨值指估計售價減估計出售物業產生之成本。

持作出售之落成物業之成本包括所有購買成本、轉換成本，以及將存貨達致其現有地點及狀況所產生之其他成本。

### l) 貿易及其他應收賬項

貿易及其他應收賬項最初按公平值列值，其後按攤銷成本減呆賬之減值虧損列值(見附註1(j))，惟應收賬項為向關連人士作出無固定還款期之免息貸款或折現之影響並不重大者除外。在該等情況下，應收賬項按成本減呆賬之減值虧損列值。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### m) Interest-bearing borrowings

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

### n) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 1(r)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

### o) Cash and cash equivalents

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

## 1. 主要會計政策 (續)

### m) 計息借貸

計息借貸初步按公平值減應計之交易成本計算。初步確認後，計息借貸按攤銷成本連同初步確認金額與於借貸期內在損益表確認的贖回價值之間之任何差額，以及用實際利率法計算的任何利息及應付費用列賬。

### n) 貿易及其他應付賬項

貿易及其他應付賬項最初按公平值確認，除根據附註1(r)(i)計量之財務擔保負債外，貿易及其他應付賬項其後按攤銷成本列值，除非折現之影響並不重大，在此情況下則按成本列值。

### o) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構之活期存款，以及可隨時兌換為已知數額之現金之短期高流動投資，該等投資所面對之價值變動風險並不重大，並為一般於購入時起計之三個月內到期。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### p) Employee benefits

#### i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

#### ii) Share-based payments

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

## 1. 主要會計政策(續)

### p) 僱員福利

#### i) 短期僱員福利以及界定退休計劃供款

薪酬、年度分紅、有薪年假、界定供款計劃供款以及非貨幣性福利的成本於僱員提供相關服務期內計提。如此等付款或結算獲遞延及影響屬重大，則按其現值列值。

#### ii) 股份形式之付款

授予僱員之購股權之公平值計入僱員成本，並在權益中之資本儲備作相應增加。公平值按授出日期當日採用畢蘇期權定價模式計算，並計入授出購股權之條款與條件。倘僱員須於無條件有權享有該等購股權前須達到某些歸屬條件，則於歸屬期內攤分計入購股權之估計公平值總額，並計入該購股權將予歸屬之可能性。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### p) Employee benefits (continued)

#### ii) Share-based payments (continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share-based compensation reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share-based compensation reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share-based compensation reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

### q) Income tax

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

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

## 1. 主要會計政策(續)

### p) 僱員福利(續)

#### ii) 股份形式之付款(續)

於歸屬期間須對預期將予歸屬之購股權數目進行評估。對以往年度確認之累計公平值之任何調整，於進行檢討之年度計入／在損益表內扣除，並於以股份支付之薪酬儲備內作相應調整，除非原有之僱員開支符合確認為資產之條件。於歸屬日期，確認為開支之金額須予調整，以反映已歸屬購股權之實際數目（並於以股份支付之薪酬儲備內作相應調整），惟倘只因未能達到與本公司股份市價有關之歸屬條件而導致被沒收則除外。有關之權益部分在股份形式之之薪酬儲備內確認，直至有關之購股權已獲行使（其時轉撥入股份溢價賬）或購股權已屆滿（其時直接解除至保留溢利）為止。

### q) 所得稅

本年度之所得稅包括即期及遞延稅項資產及負債變動。除直接與權益有關之項目確認為權益外，即期稅項及遞延稅項資產及負債變動均於收益表內確認。

即期稅項是根據年內應課稅收入，按結算日已頒行或大致已頒行之稅率計算之預期應付稅項，並就過往年度的應付稅項作出調整。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### q) Income tax (continued)

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

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

## 1. 主要會計政策(續)

### q) 所得稅(續)

遞延稅項之資產及負債乃分別來自資產及負債項目為財務報告目的所呈列之賬面值，與其就稅基計算之賬面值之可扣稅或須課稅暫時差額。遞延稅項資產亦可由尚未動用之稅務虧損及尚未動用之稅收抵免所產生。

除若干有限之特別情況外，所有遞延稅項負債及遞延稅項資產（只限於未來有可能產生之應課稅利潤以使該資產得以使用）均被確認。足以支持確認可予扣減暫時差異所產生遞延稅項資產之日後應課稅溢利，包括因轉回現有應課稅暫時差異而產生之數額；但這些差異必須與同一稅務機關及同一應課稅實體有關，並預期在預計轉回可予扣減暫時差異之同一期間或遞延稅項資產所產生稅務虧損可予撥回或結轉之期間內轉回。在決定現有應課稅暫時差異是否足以支持確認由未使用稅項虧損及抵免所產生的遞延稅項資產時，亦會採用同一準則，即須計及與同一稅務機關及同一應課稅實體有關的差異，並預期在能夠使稅項虧損或抵免之期間內轉回。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### q) Income tax (continued)

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

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

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

## 1. 主要會計政策(續)

### q) 所得稅(續)

確認遞延稅項資產及負債之有限例外情況包括：不可扣稅商譽所產生之暫時差異、不影響會計或應稅溢利(如屬業務合併的一部分則除外)之資產或負債之初步確認，以及於附屬公司之投資之暫時差異，如為應課稅差異，只限於本集團控制轉回時間而且在可預見未來不大可能轉回之差異；或如屬可予扣減的差異，則只限於在可預見將來可能轉回的差異。

所確認之遞延稅項金額，乃按照各資產及負債項目預期之變現或償還方式，以其賬面值及於結算日所頒行或大致頒行之稅率所計算。遞延稅項資產及負債並未以折現法計算。

遞延稅項資產之賬面值會於每一個結算日予以評估。當不再可能產生足夠應課稅溢利以使用相關之稅務利益，則相應地調低其賬面值。但如可能有足夠應課稅溢利，該減值將被撥回。



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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### q) Income tax (continued)

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

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

## 1. 主要會計政策(續)

### q) 所得稅(續)

即期稅項結餘及遞延稅項結餘以及當中之變動乃各自分開呈列及不予沖銷。只有當符合以下之額外條件，而本公司或本集團擁有以現期之稅項資產沖銷稅項負債之法律權利，本期稅項資產才會與本期稅項負債抵銷，而遞延稅項資產則與遞延稅項負債抵銷：

- 就本期之稅項資產及負債而言，本公司或本集團計劃以淨額方式結算，或同時變現資產及償還負債；或
- 就遞延稅項資產及負債而言，如該資產及負債所產生之所得稅乃為同一個稅務機關所徵收，而：
  - 稅項乃為同一個繳稅單位；或
  - 對不同繳稅單位，但於每一個未來期間，意料到可觀之遞延稅項負債或資產或資產將被償還或回收，計劃以淨額方式變現本期之稅項資產及償還本期之稅項負債或同時變現及償還。



# Notes to the Financial Statements 財務報表附註

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### r) Financial guarantees issued, provisions and contingent liabilities

#### i) Financial guarantees issued

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

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

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 1(r)(iii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

## 1. 主要會計政策(續)

### r) 所發出之財務擔保、撥備及或然負債

#### i) 所發出之財務擔保

財務擔保乃要求發行人(即擔保人)就補償擔保受益人(「持有人」)因特定債務人未能根據債項工具之條款於到期時付款而蒙受之損失，而向持有人支付特定款項之合約。

倘本集團發出財務擔保，該擔保之公平值(即交易價格，除非該公平值能以其他方法確實地估計)最初確認為應付貿易及其他應付款內之遞延收入。倘就發出該擔保已收取或應收取代價，該代價則根據適用於該類資產之本集團政策予以確認。倘並無收取或應收取代價，則最初於損益表確認任何遞延收入時，確認即時開支。

最初確認為遞延收入之擔保款額按擔保年期於損益內攤銷為所發出之財務擔保收入。此外，倘(i)擔保持有人有可能根據擔保省視本集團，及(ii)向本集團的申索款額預期超過現時列於該擔保的應付貿易及其他應付款項(即最初確認的金額)減累計攤銷，即根據附註1(r)(iii)確認撥備。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### r) Financial guarantees issued, provisions and contingent liabilities (continued)

#### ii) *Contingent liabilities acquired in business combinations*

Contingent liabilities acquired as part of a business combination are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 1(r)(iii). Contingent liabilities acquired in a business combination that cannot be reliably fair valued are disclosed in accordance with note 1(r)(iii).

#### iii) *Other provisions and contingent liabilities*

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

## 1. 主要會計政策(續)

### r) 所發出之財務擔保、撥備及或然負債(續)

#### ii) 於業務合併所收購之或然負債

於業務合併所購入之或然負債最初按公平值確認，唯此公平值須能可靠計量。按公平值初始確認後，該或然負債會以初始確認數額減累計攤銷(如適用)與根據附註1(r)(iii)釐定的數額兩者中較高者確認。於業務合併所購入的或然負債不能依賴公平值而應根據附註1(r)(iii)披露。

#### iii) 其他撥備及或然負債

當本集團或本公司因過往事件而須負上法律或推定責任，可能須為處理該責任而導致付出經濟效益及於有關金額可作出可靠估計時，則須為未能確定何時發生或數額的其他負債計提撥備。當數額涉及重大的時間價值時，處理該責任的撥備以預計所需支出的現有價值呈列。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### r) Financial guarantees issued, provisions and contingent liabilities (continued)

#### (iii) Other provisions and contingent liabilities (continued)

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

### s) Revenue recognition

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

#### i) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

## 1. 主要會計政策 (續)

### r) 所發出之財務擔保、撥備及或然負債 (續)

#### iii) 其他撥備及或然負債 (續)

如果付出經濟效益的可能性較低，或其數目未能可靠地預測，則有關責任披露為或然負債，除非經濟效益外流的可能性極微。當可能發生的責任的存在將只由一項或多項未來事件之產生與否所決定，此等責任亦披露為或然負債，除非付出經濟效益的可能性極微。

### s) 收益確認

收益在本集團可取得經濟利益及收益及成本(倘適用)可按下列基準可靠地計量時於損益表內確認：

#### i) 經營租約之租金收入

應收經營租約之租金收入乃按等額分期於租賃期所涵蓋會計期間於損益表內確認，但如有其他基準更清楚地反映租賃資產所產生之收益模式則除外。就租賃給予之優惠措施於損益表中確認為應收租賃款項淨額總額之組成部分。或然租金於賺取該等租金之會計期間確認為收益。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### s) Revenue recognition (continued)

#### ii) Sale of properties

Revenue arising from the sale of properties held for sale is recognised upon the signing of the sale and purchase agreement or the issue of an occupation permit by the relevant government authorities, whichever is the later. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the balance sheet under forward sales deposits and instalments received.

#### iii) Sale of goods

Revenue is recognised when goods are delivered which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

#### iv) Contract revenue

When the outcome of a construction contract can be estimated reliably:

- revenue from a fixed price contract is recognised using the percentage of completion method, measured by reference to the percentage of contract costs incurred to date to estimated total contract costs for the contract; and

## 1. 主要會計政策(續)

### s) 收益確認(續)

#### ii) 物業出售

來自出售持作出售之物業之收益於簽訂買賣協議時或由相關政府專責機構簽發入伙紙時(兩者中較遲者)被確認。於確認收益日期前就出售物業收取之按金及分期付款,列入資產負債表下已收之未來銷售按金及分期付款內。

#### iii) 銷售貨物

收益於貨物送抵客戶接收貨物之地點及因擁有該等貨物而產生之風險及回報之時確認。收益不包括增值稅或其他銷售稅,並於扣除任何貿易折扣後計算。

#### iv) 合約收益

倘建造合約之結果可被可靠地估計時:

- 來自固定價格合約之收益採用完成百分比法確認,乃參考迄今為止已產生之合約成本相當於估計合約之合約成本總額之百分比計量;及

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### s) Revenue recognition (continued)

#### iv) Contract revenue (continued)

- revenue from a cost plus contract is recognised by reference to the recoverable costs incurred during the period plus a percentage of the recoverable cost on an appropriate proportion of the total fee, measured by reference to the proportion that costs incurred to date bear to the estimated total costs of the contract.

When the outcome of a construction contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that it is probable will be recoverable.

#### v) Management fee income

Management fee income is recognised at the time when the services are rendered.

#### vi) Dividends

- Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

#### vii) Interest income

Interest income is recognised as it accrues using the effective interest method.

## 1. 主要會計政策 (續)

### s) 收益確認 (續)

#### iv) 合約收益 (續)

- 來自成本加合約之收益，乃參考於該期間產生之可回收成本加費用總額適當比例之可收回成本百分比確認，而費用總額乃參考迄今為止所產生之成本相當於估計合約成本總額之比例計算。

倘建造合約之結果不能可靠地估計，收益僅以所產生合約成本可能收回之部分確認。

#### v) 管理費收入

管理費收入於提供服務後確認。

#### vi) 股息

- 非上市投資之股息收入於股東收取付款之權利確定時確認。
- 上市投資之股息收入在該投資價格除息時確認。

#### vii) 利息收入

利益收入乃採用實際利率法於其產生利息時確認。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### t) Translation of foreign currencies

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

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Balance sheet items, including goodwill arising on consolidation of foreign operations acquired, are translated into Hong Kong dollars at the foreign exchange rates ruling at the balance sheet date. The resulting exchange differences are recognised directly in a separate component of equity.

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

## 1. 主要會計政策(續)

### t) 外幣換算

於年內進行之外幣交易以交易日之適用外匯匯率換算。於結算日以外幣結算之貨幣資產及負債按該日之外匯匯率換算。匯兌盈虧則計入損益表內。

按歷史成本以外幣為單位之非貨幣性資產及負債，按交易日之匯率換算。以公平值列賬的非貨幣性資產及負債按釐定其公平值當日適用之匯率換算。

海外經營之業績乃按與交易日之外匯匯率相若之匯率換算為港元。資產負債表項目(包括因合併所收購之外國企業產生之商譽)乃按結算日之外匯匯率換算為港元。最終之匯率差額直接於權益成分內獨立確認為一分開之項目。

於出售外國企業時，於權益內確認有關該外國企業之匯兌差額之累計數額，乃計入出售之損益中。

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### u) Borrowing costs

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

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

### v) Related parties

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

- i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group.
- ii) the Group and the party are subject to common control;
- iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;

## 1. 主要會計政策 (續)

### u) 借貸成本

借貸成本於發生期間在損益表確認，但與收購、建設或生產需要長時間才可以投入擬定用途或銷售的資產直接相關的借貸成本則會資本化。

屬於合資格資產成本一部分的借貸成本在用於資產的開支產生、產生借貸成本及使資產投入擬定用途或銷售所必需的準備工作進行期間開始資本化。當使合資格資產投入擬定用途或銷售所必需的絕大部分準備工作中止或完成時，借貸成本便會暫停或停止資本化。

### v) 關聯人士

在編製本財務報表時，與集團關聯人士是指：

- i) 該人士有能力直接或間接透過一個或多個中介人控制，或可發揮重大影響本集團的財務及經營決策，或共同控制本集團；
- ii) 本集團及該人士均受共同控制；
- iii) 該人士屬本集團的聯營公司或本集團為合營方之合營公司；

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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### v) Related parties (continued)

- iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

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

### w) Segment reporting

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

## 1. 主要會計政策(續)

### v) 關聯人士(續)

- iv) 該人士屬本集團或本集團母公司主要管理人員的成員、或屬該人的近親家庭成員、或受該等個別人士控制、或共同控制或重大影響的實體；
- v) 該人士如屬(i)所指的近親家庭成員或受該等個別人士控制、或共同控制或重大影響的實體；或
- vi) 該人士屬提供福利予集團或與本集團關聯的實體的僱員離職後福利計劃。

個人的近親家庭成員指預期在與該實體交易時對其有所影響，或受其影響的該等家庭成員。

### w) 分類報告

分類乃指本集團可區分之部分，包括提供之產品或服務(業務分類)或提供產品或服務之特定經濟環境(地區分類)，均受有別於其他分類之風險及回報所影響。



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## 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### w) Segment reporting (continued)

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

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

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

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

## 1. 主要會計政策 (續)

### w) 分類報告 (續)

根據本集團之內部財務報告制度，就此等財務報表而言，本集團選擇業務分類資料為主要報告形式，而地區分類資料則為次選報告形式。

分類收益、開支、業績、資產及負債包括直接劃分至該分類之項目及可合理劃分為該分類之項目。例如，分類資產可包括存貨、貿易應收賬款及物業、廠房及設備。分類收益、開支、資產及負債未計集團內公司間結算，集團內公司間交易則予以抵銷作為綜合處理之部分，惟該等集團內公司間之結餘及交易乃屬於一個單一類別內之集團實體之間之交易及結餘則除外。分類間交易之定價乃按給予外間人士之類似條款釐定。

分類資本開支乃指期內因收購預計可使用超過一個期間之分類資產(包括有形及無形資產)所產生之總成本。

未分配項目主要包括金融和企業資產、計息貸款、借貸、稅項結餘、企業及融資開支。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
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## 2. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued the following new Interpretations and an amendment to HKFRSs that are first effective for the current accounting period of the Group and the Company:

- HK(IFRIC)-Int 11, *HKFRS 2 – Group and treasury share transactions*
- HK(IFRIC)-Int 12, *Service concession arrangements*
- HK(IFRIC)-Int 14, *HKAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction*
- Amendment to HKAS 39, *Financial instruments: Recognition and measurement*, and HKFRS 7, *Financial instruments: Disclosures – Reclassification of financial assets*

These HKFRS developments have had no material impact on the Group's financial statements as either they were consistent with accounting policies already adopted by the Group or they were not relevant to the Group's and the Company's operations.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period (see note 33).

## 2. 變更會計政策

香港會計師公會於本集團及本公司之會計期間已頒佈以下首次生效之香港財務報告準則之新詮釋及修訂：

- 香港(國際財務報告詮釋委員會) – 詮釋第11號, *香港財務報告準則第2號 – 集團及庫存股份交易*
- 香港(國際財務報告詮釋委員會) – 詮釋第12號, *財務特許權安排*
- 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相互關係*
- 香港會計準則第39號之修訂, *財務工具：確認與衡量*, 及香港財務報告準則第7號, *財務工具：披露 – 財務資產之重新分類*

由於該等香港財務報告準則變動或與本集團已採納之會計政策一致，或與本集團及本公司之營運並無關聯，故該等香港財務報告準則變動對本集團之財務報表未產生任何重大影響。

本集團並無應用本會計期間尚未生效的任何新準則或詮釋(見附註33)。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 3. TURNOVER

The principal activities of the Group for the year ended 31 December 2008 were property investment and management, property development and construction, and provision of horticultural services.

Turnover represents the rental income, proceeds from sales of properties, revenue from provision of property management services, revenue from provision of property construction services and revenue from provision of horticultural services. The amount of each significant category of revenue recognised in turnover during the year is as follows:

## 3. 營業額

截至二零零八年十二月三十一日止年度，本集團之主要業務為物業投資及管理、物業發展及建造及提供園藝服務。

營業額指租金收入、出售物業之所得款項、來自提供物業管理服務之收益、來自提供物業建造服務之收益及來自提供園藝服務之收益。年內於營業額確認之每一重大收入類別之金額如下：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Gross rentals from investment and other properties	來自投資及其他物業之租金總額	1,612	13,455
Gross proceeds from properties sold	來自已出售物業之所得款項總額	43,128	12,107
Revenue from provision of property management services	來自提供物業管理服務之收益	289	331
Revenue from provision of property construction services	來自提供物業建造服務之收益	–	137
Revenue from provision of horticultural services	來自提供園藝服務之收益	3,504	3,309
		<b>48,533</b>	29,339

## Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

### 4. OTHER REVENUE AND NET INCOME

### 4. 其他收益及收入淨額

		<b>2008</b>	2007
		二零零八年	二零零七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>Other revenue</b>	其他收益		
Interest income	利息收入		
– banks	– 銀行	<b>16</b>	98
– others	– 其他	<b>6</b>	39
		<b>22</b>	137
Others	其他	<b>131</b>	165
		<b>153</b>	302
<b>Other net income</b>	其他收入淨額		
Gain on disposal of fixed assets	出售固定資產之收益	–	35
Revaluation (losses)/gains on buildings	樓宇重估(虧損)/收益	<b>(9)</b>	40
Net foreign exchange gain	外匯收益淨額	<b>519</b>	1,340
		<b>510</b>	1,415

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 5. PROFIT/(LOSS) BEFORE TAXATION

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

## 5. 除稅前溢利／(虧損)

除稅前溢利／(虧損)已扣除／(計入)：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
<b>(a) Finance costs</b>	<b>(a) 融資成本</b>		
Interest on bank borrowings wholly repayable within five years	銀行借貸利息 須於五年內悉數償還	<b>3,470</b>	18,153
Interest on loan from a fellow subsidiary	來自一間同系附屬公司 之貸款之利息	-	<b>2</b>
Total interest expense on financial liabilities not at fair value through profit or loss	非按公平值計入損益 之金融負債之利息 開支總額	<b>3,470</b>	18,155
Less: Interest expense capitalised into properties under development*	減：發展中物業內資本化 之利息開支*	<b>(3,291)</b>	(4,665)
		<b>179</b>	13,490

\* The borrowing costs have been capitalised at a rate of 0.99%-4.47% (2007: 3.59%-6.41%) per annum.

\* 借貸成本乃以年率0.99%至4.47%(二零零七年：3.59%至6.41%)予以資本化。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 5. PROFIT/(LOSS) BEFORE TAXATION (CONTINUED)

## 5. 除稅前溢利／(虧損)(續)

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
<b>(b) Staff costs (including directors' remuneration)</b>	<b>(b) 員工成本(包括董事酬金)</b>		
Contributions to defined contribution retirement plan (note 22)	界定退休計劃 供款(附註22)	30	259
Salaries, wages and other benefits	薪金、工資及其他福利	2,881	13,364
		<b>2,911</b>	<b>13,623</b>
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
<b>(c) Other items</b>	<b>(c) 其他項目</b>		
Amortisation of land lease premium	租賃土地費用攤銷	12	12
Depreciation of fixed assets	固定資產折舊	1,136	1,058
Auditors' remuneration	核數師酬金		
– audit services	– 審核服務	463	629
– tax services	– 稅務服務	49	39
– other services	– 其他服務	67	402
Operating lease charges:	營業租約開支:		
minimum lease payments	最低租約付款		
– hire of plant and machinery	– 租用廠房及機器	9	9
– hire of other assets (including property rentals)	– 租用其他資產 (包括物業租金)	2,631	2,634
Impairment loss for bad and doubtful debts	呆壞賬減值虧損		
– trade debtors	– 應收貿易款項	–	97
Share of an associate's taxation	應佔聯營公司稅項	–	6,737
Rentals received and receivable from investment and other properties less direct outgoings of HK\$1,149,000 (2007: HK\$3,738,000)	來自投資及其他物業已收及應收之租金減直接支出 1,149,000 港元 (二零零七年: 3,738,000 港元)	(463)	(9,717)
Cost of inventories (note 17(c))	存貨成本(附註17(c))	<b>41,638</b>	<b>12,505</b>

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
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## 6. INCOME TAX

### a) Taxation in the consolidated income statement represents:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
<b>Current tax – Hong Kong Profits Tax</b>	本期稅項 – 香港利得稅		
Under-provision in respect of prior years	過往年度撥備不足	–	(8)
<b>Current tax – Singapore Income Tax</b>	本期稅項 – 新加坡所得稅		
Provision for the year	本年度撥備	(287)	–
<b>Deferred tax</b>	遞延稅項		
Origination and reversal of temporary differences	暫時差異之產生及回撥	5,767	(1,013)
Effect on deferred tax balances at 1 January resulting from a change in tax rate	於一月一日由於稅率變動對遞延稅項結餘之影響	25	–
Income tax credit/(expense)	所得稅回撥/(開支)	5,505	(1,021)

In February 2008, the Hong Kong Government announced a decrease in the Profits Tax rate from 17.5% to 16.5% applicable to the Group's operations in Hong Kong as from the year ended 31 December 2008. This decrease is taken into account in the preparation of the Group's and the Company's 2008 financial statements. However, no provision for Hong Kong Profits Tax for the years ended 31 December 2008 and 2007 has been made as the Group has no estimated assessable profits arising in Hong Kong for the year.

The provision for Singapore Income Tax for 2008 is calculated at 18% (2007: 18%) of the normal chargeable income.

## 6. 所得稅

### a) 綜合收益表內之稅項為：

於二零零八年二月，香港政府宣佈自截至二零零八年十二月三十一日止年度起，將利得稅稅率由17.5%調減至16.5%，有關稅率適用於本集團位於香港之營運業務。該稅率調減於編製本集團及本公司之二零零八年財務報表時已考慮在內。然而，由於本集團截至二零零八年及二零零七年十二月三十一日止年度並無於香港產生估計應課稅溢利。故此並無作出香港利得稅。

二零零八年度新加坡所得稅撥備乃按本年度正常應課稅收入之18% (二零零七年：18%) 計算。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 6. INCOME TAX (CONTINUED)

### b) Reconciliation between tax expense and accounting profit/(loss) at applicable tax rates:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Profit/(loss) before taxation	除稅前溢利／(虧損)	<b>34,290</b>	(311,249)
Notional tax on (profit)/loss before taxation, calculated at the rates applicable to profits in the countries concerned	除稅前(溢利)／虧損之名義稅項，按有關國家適用於溢利之稅率計算	<b>(5,271)</b>	54,459
Tax effect of non-deductible expenses	不可扣除費用之稅務影響	<b>(244)</b>	(57,331)
Tax effect of non-taxable income	非課稅收入之稅務影響	<b>12,317</b>	701
Tax effect of unused tax losses not recognised	未確認之未用稅項虧損之稅務影響	<b>(2,054)</b>	(4,773)
Tax effect of prior years' tax losses utilised this year	本年動用過往年度之稅項虧損之稅務影響	<b>254</b>	573
Tax effect of share of profit of an associate	應佔一間聯營公司溢利之稅務影響	–	4,925
Under-provision in prior years – Hong Kong Profit Tax	過往年度撥備不足 – 香港利得稅	–	(8)
Effect on deferred tax balances at 1 January resulting from a change in tax rate	於一月一日由於稅率變動對遞延稅項結餘之影響	<b>25</b>	–
Others	其他	<b>478</b>	433
Actual tax credit/(expense)	實際稅項回撥／(開支)	<b>5,505</b>	(1,021)

## 6. 所得稅(續)

### b) 採用適用稅率計算之稅項開支與會計溢利／(虧損)對賬：

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Profit/(loss) before taxation	<b>34,290</b>	(311,249)
Notional tax on (profit)/loss before taxation, calculated at the rates applicable to profits in the countries concerned	<b>(5,271)</b>	54,459
Tax effect of non-deductible expenses	<b>(244)</b>	(57,331)
Tax effect of non-taxable income	<b>12,317</b>	701
Tax effect of unused tax losses not recognised	<b>(2,054)</b>	(4,773)
Tax effect of prior years' tax losses utilised this year	<b>254</b>	573
Tax effect of share of profit of an associate	–	4,925
Under-provision in prior years – Hong Kong Profit Tax	–	(8)
Effect on deferred tax balances at 1 January resulting from a change in tax rate	<b>25</b>	–
Others	<b>478</b>	433
Actual tax credit/(expense)	<b>5,505</b>	(1,021)



# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
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## 7. DIRECTORS' EMOLUMENTS

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

## 7. 董事酬金

根據香港公司條例第161條披露之董事酬金如下：

		Salaries, allowances and benefits		Retirement scheme	2008
Directors' fee	in kind	Discretionary bonuses	contributions	Total	
董事袍金	薪金、津貼及實物利益	酌情花紅	退休計劃供款	二零零八年合計	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	千港元
千港元	千港元	千港元	千港元	千港元	千港元
Executive Directors:	執行董事：				
Cheong Pin Chuan, Patrick	鍾斌銓	-	458	-	458
Cheong Kim Pong	鍾金榜	-	-	-	-
Cheong Sim Eng	鍾樂榮	-	-	-	-
Independent non-executive directors:	獨立非執行董事：				
Kan Fook Yee	簡福貽	100	-	-	100
Lai Hing Chiu, Dominic	黎慶超	100	-	-	100
Chan Yee Hoi, Robert	陳以海	100	-	-	100
Non-executive directors:	非執行董事：				
Lim Ghee	林義	-	-	-	-
Cheong Hooi Kheng*	鍾惠卿*	-	-	-	-
		300	458	-	758

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For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 7. DIRECTORS' EMOLUMENTS (CONTINUED)

## 7. 董事酬金(續)

		Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	2007 Total
Directors'	fee	薪金、津貼 及實物利益	酌情花紅	退休計劃供款	二零零七年 合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Executive Directors:	執行董事：				
Cheong Pin Chuan, Patrick	鍾斌銓	-	1,113	7	1,120
Cheong Kim Pong	鍾金榜	-	63	-	63
Cheong Sim Eng	鍾榮榮	-	768	7	775
Independent non-executive directors:	獨立非執行董事：				
Kan Fook Yee	簡福飴	100	-	-	100
Lai Hing Chiu, Dominic	黎慶超	100	-	-	100
Chan Yee Hoi, Robert	陳以海	100	-	-	100
Non-executive directors:	非執行董事：				
Lim Ghee	林義	-	220	-	220
Cheong Hooi Kheng *	鍾惠卿 *	-	96	4	100
		300	2,260	18	2,578

\* Ms. Cheong Hooi Kheng's directorship is alternate to Madam Lim Ghee.

\* 鍾惠卿女士為林義女士之替任董事。

For the year ended 31 December 2007, the above emoluments do not include the monetary value of the rent-free accommodation provided to Mr. Cheong Pin Chuan, Patrick, an executive director of the Company, through a property owned by the Group. The monetary value of such residential accommodation provided to this executive director based on the tenancy agreements entered into by the Group was HK\$420,000.

截至二零零七年十二月三十一日止年度，上述酬金不包括由本集團擁有而由本公司一名執行董事鍾斌銓先生使用之免租住宅單位之貨幣價值。根據本集團就類似物業訂立之租約協議，提供予該名執行董事之住宅單位之貨幣價值為420,000港元。

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For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 8. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, one (2007: two) is a director whose emoluments are disclosed in note 7. The aggregate of the emoluments in respect of the other four (2007: three) individuals are as follows:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他薪酬	968	3,698
Compensation for loss of office	辦公室虧損補償	21	-
Discretionary bonuses	酌情花紅	-	570
Retirement scheme contributions	退休計劃供款	42	21
		<b>1,031</b>	<b>4,289</b>

The emoluments of the four (2007: three) individuals with the highest emoluments are within the following bands:

		2008 二零零八年 Number of individuals 人數	2007 二零零七年 Number of individuals 人數
Nil – HK\$1,000,000	零 – 1,000,000 港元	4	1
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元 – 1,500,000 港元	-	1
HK\$1,500,001 – HK\$2,000,000	1,500,001 港元 – 2,000,000 港元	-	-
HK\$2,000,001 – HK\$2,500,000	2,000,001 港元 – 2,500,000 港元	-	1

## 8. 最高薪酬人士

五名最高薪酬人士中，一名(二零零七年：兩名)為董事，其權益於附註7中披露。其他四名(二零零七年：三名)人士之薪酬總額如下：

四名(二零零七年：三名)最高薪酬人士之薪酬在以下範圍內：

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For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
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### 9. LOSS ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated loss attributable to equity shareholders of the Company includes a loss of HK\$1,066,000 (2007: HK\$300,345,000) which has been dealt with in the financial statements of the Company.

Reconciliation of the above amount to the Company's profit for the year:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Amount of consolidated loss attributable to equity shareholders dealt with in the Company's financial statements	已於本公司財務報表內處理之權益持有人應佔綜合虧損	(1,066)	(300,345)
Dividends from subsidiaries attributable to the profits of the previous financial year, approved and paid during the year	先前財政年度溢利之應佔附屬公司股息，並已於年內獲批准及派發	-	163,800
Company's loss for the year (note 25(b))	本公司於本年度之虧損 (附註25(b))	(1,066)	(136,545)

### 9. 本公司權益持有人應佔虧損

本公司權益持有人應佔綜合虧損包括1,066,000港元之虧損(二零零七年: 300,345,000港元)，該虧損已於本公司財務報表中處理。

上述金額與本公司年內溢利之對賬如下：

### 10. DIVIDEND

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Distribution in specie (note)	實物分派 (附註)	-	1,731,047

Note: Pursuant to the group reorganization (the "Group Reorganization") as detailed in note 30 below, the Company distributed all of the ordinary shares of HK\$0.05 each held in the issued share capital of Hong Fok Land International Limited ("HF Land"), a company incorporated in Bermuda with limited liability and a wholly-owned subsidiary of the Company before 1 August 2007, in specie out of its credit arising from the Company's retained profits and contributed surplus to the equity shareholders of the Company whose names appeared on the Register of Members of the Company at the close of business day on 25 July 2007 on a one for one basis.

### 10. 股息

附註：根據下文附註30所詳述之集團重組(「集團重組」)，本公司按等份基準透過資本化本公司保留溢利及繳入盈餘產生之進賬，向於二零零七年七月二十五日營業時間結束時名列本公司股東名冊之本公司權益持有人實物分派於Hong Fok Land International Limited(「HF Land」)(一間於百慕達註冊成立之有限公司及於二零零七年八月一日前為本公司之全資附屬公司)之已發行股本中所持有之所有每股面值0.05港元之普通股。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 10. DIVIDEND (CONTINUED)

## 10 股息(續)

		2007 二零零七年 HK\$'000 千港元
<b>Net assets of HF Land and its subsidiaries (the "HF Land Group") distributed:</b>	所分派之 HF Land 及其附屬公司 (「HF Land 集團」) 之 資產淨值：	
Fixed assets	固定資產	1,759,008
Interest in an associate	於一間聯營公司之權益	647,072
Pledged bank deposits	有抵押銀行存款	671
Trade and other receivables	貿易及其他應收賬項	7,036
Inventories	存貨	12,500
Tax recoverable	可收回稅項	73
Cash and cash equivalents	現金及現金等價物	6,996
Trade and other payables	貿易及其他應付賬項	(13,238)
Bank borrowings	銀行借貸	(430,700)
Amount due to a subsidiary of the Company	應付本公司一間附屬公司之款項	(1,069)
Deferred tax liabilities	遞延稅項負債	(251,790)
Deferred income	遞延收入	(5,512)
Net assets distributed to the equity shareholders of the Company	分派予本公司權益持有人的 資產淨值	<u>(1,731,047)</u>
<b>Analysis of net cash outflow in respect of the distribution in specie</b>	有關實物分派之現金 流出淨額分析	
Cash and cash equivalents distributed	所分派之現金及現金等價物	<u>(6,996)</u>

The directors of the Company do not recommend the payment of a final dividend in respect of the year (2007: Nil).

本公司董事並不建議就本年度派發末期股息(二零零七年：零)。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 11. EARNINGS/(LOSS) PER SHARE

### a) Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the profit attributable to ordinary equity shareholders of the Company of HK\$39,795,000 (2007: loss of HK\$312,270,000) and the weighted average number of 2,392,410,986 (2007: 1,869,671,260) ordinary shares in issue during the year.

### b) Diluted earnings/(loss) per share

Diluted earnings/(loss) per share is the same as basic earnings/(loss) per share as the Company does not have dilutive potential ordinary shares for the year ended 31 December 2008 (2007: the exercise of the Company's outstanding share options for the year ended 31 December 2007 would result in a decrease in loss per share).

## 11 每股盈利／(虧損)

### a) 每股基本盈利／(虧損)

每股基本盈利／(虧損)乃根據年內本公司普通股股東應佔溢利39,795,000港元(二零零七年：虧損312,270,000港元)及年內已發行普通股股份之加權平均數2,392,410,986股(二零零七年：1,869,671,260股)計算。

### b) 每股攤薄盈利／(虧損)

由於截至二零零八年十二月三十一日止年度本公司並無具有潛在攤薄影響之普通股，故每股攤薄盈利／(虧損)與每股基本盈利／(虧損)相同。(二零零七年：截至二零零七年十二月三十一日止年度行使本公司之尚未行使購股權將導致每股虧損減少)。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 12. SEGMENT REPORTING

Segment information is presented in respect of the Group's business and geographical segments. Business segment information is chosen as the primary reporting format because this is more relevant to the Group's internal financial reporting.

### Business segments

The Group comprises the following main business segments:

Property investment and management: the leasing of properties to generate rental income and to gain from the appreciation in the properties values in the long term, and provision of building management services.

Property construction and development: the development, construction and sale of properties, and project management.

Horticultural services: the provision of horticultural services.

## 12. 分類申報

分類資料乃按本集團之業務及地區分類呈列。因業務分類資料較近似本集團之內部財務報告方式，故其被選為主要申報形式。

### 業務分類

本集團主要包括以下業務分類：

物業投資及管理：租賃物業以賺取租金收入及獲取長期物業升值收益，及提供樓宇管理服務。

物業建造及發展：發展、建造及銷售物業，以及項目管理。

園藝服務：提供園藝服務。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 12. SEGMENT REPORTING (CONTINUED)

## 12. 分類申報(續)

### Business segments (continued)

### 業務分類(續)

		Property investment and management		Property construction and development		Horticultural services		Inter-segment elimination		Unallocated		Consolidated	
		2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		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	千港元	千港元
Revenue from external customers	銷予對外客戶之收益	289	13,111	44,740	12,919	3,504	3,309	-	-	-	-	48,533	29,339
Inter-segment revenue	內部分類之間之收益	-	420	6,425	20,405	9	6	(6,482)	(20,831)	48	-	-	-
Other revenue from external customers	來自對外客戶之其他收益	8	30	39	29	3	5	-	-	82	101	132	165
Total	總計	297	13,561	51,204	33,353	3,516	3,320	(6,482)	(20,831)	130	101	48,665	29,504
Segment result	分類業績	74,508	20,970	(20,955)	19,954	691	178	(6,482)	(20,831)	(13,314)	(25,190)	34,448	(4,919)
Unallocated operating income and expenses	未分配經營收入及開支											21	137
Profit/(loss) from operations	經營溢利/(虧損)											34,469	(4,782)
Finance costs	融資成本											(179)	(13,490)
Share of profit of an associate	應佔一間聯營公司之溢利	-	28,145	-	-	-	-	-	-	-	-	-	28,145
Impairment loss on goodwill	商譽減值虧損	-	-	-	(321,122)	-	-	-	-	-	-	-	(321,122)
Income tax	所得稅											5,505	(1,021)
Profit/(loss) for the year	本年溢利/(虧損)											39,795	(312,270)
Depreciation and amortisation for the year	年內折舊及攤銷	-	96	3	83	65	65						



# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 12. SEGMENT REPORTING (CONTINUED)

## 12. 分類申報 (續)

### Business segments (continued)

### 業務分類 (續)

		Property investment and management		Property construction and development		Horticultural services		Consolidated	
		物業投資及管理		物業建造及發展		園藝服務		綜合	
		2008	2007	2008	2007	2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment assets	分類資產	<b>355,646</b>	273,624	<b>97,571</b>	167,376	<b>973</b>	1,005	<b>454,190</b>	442,005
Unallocated assets	未分配資產							<b>6,659</b>	7,974
Total assets	總資產							<b>460,849</b>	449,979
Segment liabilities	分類負債	<b>128,409</b>	124,911	<b>7,795</b>	40,144	<b>96</b>	221	<b>136,300</b>	165,276
Unallocated liabilities	未分配負債							<b>4,765</b>	4,054
Total liabilities	總負債							<b>141,065</b>	169,330
Capital expenditure incurred during the year	本年內之資本開支	<b>6,499</b>	23,055	<b>29</b>	451,508	<b>8</b>	4		

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 12. SEGMENT REPORTING (CONTINUED)

### Geographical segments

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

## 12. 分類申報(續)

### 地區分類

於按地區分類呈列資料時，分類收益乃按客戶地點分類。分類資產及資本開支則按資產地點分類。

		Hong Kong		Singapore		Total	
		香港		新加坡		總計	
		2008	2007	2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Revenue from external customers	銷予對外客戶之收益	<b>3,793</b>	16,557	<b>44,740</b>	12,782	<b>48,533</b>	29,339
Other revenue from external customers	來自對外客戶之其他收益	<b>121</b>	153	<b>11</b>	12	<b>132</b>	165
Segment assets	分類資產	<b>363,433</b>	282,758	<b>97,416</b>	167,221	<b>460,849</b>	449,979
Capital expenditure incurred during the year	本年內之資本開支	<b>8,076</b>	23,276	<b>29</b>	451,508	<b>8,105</b>	474,784

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 13. FIXED ASSETS

### a) The Group

		Buildings held for own use carried at fair value 以公平值列賬之 持作自用樓宇 HK\$'000 千港元	Furniture, equipment and other fixed assets 傢俬、設備 及其他 固定資產 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Investment property 投資物業 HK\$'000 千港元	Property development 持作日後 發展之物業 HK\$'000 千港元	Interests in leasehold land held for own use under operating leases 於根據經營 租約持作自 用租賃土地 之權益 HK\$'000 千港元	Total fixed assets 固定資產 總值 HK\$'000 千港元
<b>Cost or valuation:</b>	原值或估值							
At 1 January 2007	於二零零七年一月一日	400	13,551	13,951	1,994,320	183,400	600	2,192,271
Exchange adjustments	匯兌調整	-	74	74	-	-	-	74
Additions	添置							
- through acquisition of subsidiaries	- 透過收購附屬公司	-	642	642	-	-	-	642
- others	- 其他	-	313	313	22,980	-	-	23,293
Disposal	出售	-	(479)	(479)	-	-	-	(479)
Distribution in specie	實物分派	-	(9,269)	(9,269)	(1,758,153)	(183,400)	-	(1,950,822)
Surplus on revaluation	重估盈餘	40	-	40	-	-	-	40
Less: elimination of accumulated depreciation	減：累積折舊對銷	(10)	-	(10)	-	-	-	(10)
Fair value adjustment	公平值調整	-	-	-	14,173	-	-	14,173
At 31 December 2007	於二零零七年 十二月三十一日	430	4,832	5,262	273,320	-	600	279,182
<b>Representing:</b>	相當於：							
Cost	原值	-	4,832	4,832	-	-	600	5,432
Valuation - 2007	估值 - 二零零七年	430	-	430	273,320	-	-	273,750
		430	4,832	5,262	273,320	-	600	279,182
At 1 January 2008	於二零零八年一月一日	430	4,832	5,262	273,320	-	600	279,182
Exchange adjustments	匯兌調整	-	(7)	(7)	-	-	-	(7)
Additions	添置	-	1,606	1,606	6,499	-	-	8,105
Disposal	出售	-	(67)	(67)	-	-	-	(67)
Deficit on revaluation	重估虧絀	(9)	-	(9)	-	-	-	(9)
Less: elimination of accumulated depreciation	減：累積折舊對銷	(11)	-	(11)	-	-	-	(11)
Fair value adjustment	公平值調整	-	-	-	75,501	-	-	75,501
At 31 December 2008	於二零零八年 十二月三十一日	410	6,364	6,774	355,320	-	600	362,694
<b>Representing:</b>	相當於：							
Cost	原值	-	6,364	6,364	-	-	600	6,964
Valuation - 2008	估值 - 二零零八年	410	-	410	355,320	-	-	355,730
		410	6,364	6,774	355,320	-	600	362,694

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 13. FIXED ASSETS (CONTINUED)

## 13. 固定資產(續)

### a) The Group (continued)

### a) 本集團(續)

	Buildings held for own use carried at fair value	Furniture, equipment and other fixed assets 傢俬、設備 及其他 固定資產	Sub-total	Property investment development property 持作日後 投資物業 發展之物業	Property held for future use	Interests in leasehold land held for own use under operating leases 於根據經營 租約持作自 用租賃土地 之權益	Total fixed assets 固定資產 總值
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Accumulated depreciation:</b>							
At 1 January 2007	–	9,266	9,266	–	183,400	136	192,802
Exchange adjustments	–	42	42	–	–	–	42
Charge for the year	10	1,048	1,058	–	–	12	1,070
Distribution in specie	–	(8,414)	(8,414)	–	(183,400)	–	(191,814)
Written back on disposal	–	(356)	(356)	–	–	–	(356)
Elimination on revaluation	(10)	–	(10)	–	–	–	(10)
At 31 December 2007	–	1,586	1,586	–	–	148	1,734
At 1 January 2008	–	1,586	1,586	–	–	148	1,734
Exchange adjustments	–	(8)	(8)	–	–	–	(8)
Charge for the year	11	1,125	1,136	–	–	12	1,148
Written back on disposal	–	(45)	(45)	–	–	–	(45)
Elimination on revaluation	(11)	–	(11)	–	–	–	(11)
At 31 December 2008	–	2,658	2,658	–	–	160	2,818
<b>Net book value:</b>							
At 31 December 2008	410	3,706	4,116	355,320	–	440	359,876
At 31 December 2007	430	3,246	3,676	273,320	–	452	277,448

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 13. FIXED ASSETS (CONTINUED)

- a) All investment properties of the Group were revalued as at 31 December 2008 and 31 December 2007 at their open market value by reference to recent market transactions of comparable properties. The valuations were carried out by an independent firm of Surveyors, DTZ Debenham Tie Leung Limited (2007: CB Richard Ellis Limited), who have among their staff members of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued.

- b) The buildings held by the Group for own use were revalued as at 31 December 2008 and 31 December 2007 at their open market value by reference to recent market transactions of comparable properties. The valuations were carried out by an independent firm of Surveyors, DTZ Debenham Tie Leung Limited (2007: CB Richard Ellis Limited), who have among their staff members of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued.

The revaluation deficit of HK\$9,000 (2007: surplus of HK\$40,000) has been transferred to the income statement of the Group.

Had these buildings held for own use been carried at cost less accumulated depreciation, the carrying amounts would have been HK\$512,000 (2007: HK\$531,000).

## 13. 固定資產(續)

- a) 於二零零八年十二月三十一日及二零零七年十二月三十一日，本集團所有投資物業進行重估。重估以彼等之公開市值計算並參考可比物業之近期市場交易進行。估值由獨立測量師戴德梁行有限公司(二零零七年：世邦魏理仕有限公司)(彼擁有屬於香港測量師學會資深會士之員工並對位於所估物業地點及類別有較近之經驗)進行。

- b) 於二零零八年十二月三十一日及二零零七年十二月三十一日，本集團持作自用樓宇進行重估。重估按彼等之公開市值計算並參考可比物業之近期市場交易進行。估值由獨立測量師戴德梁行有限公司(二零零七年：世邦魏理仕有限公司)(彼擁有屬於香港測量師學會資深會士之員工並對位於所估物業地點及類別有較近之經驗)進行。

重估虧絀9,000港元(二零零七年：盈餘40,000港元)已轉入本集團之收益表。

倘該等持作自用樓宇按成本減累計折舊列賬，其賬面值將為512,000港元(二零零七年：531,000港元)。

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For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 13. FIXED ASSETS (CONTINUED)

- c) The analysis of net book value of properties is as follows:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
In Hong Kong	位於香港		
– long leases	– 長期租賃	355,000	273,000
– medium-term leases	– 中期租賃	1,170	1,202
		<b>356,170</b>	274,202
Representing:	相當於：		
Buildings held for own use carried at fair value	以公平值列賬之持作 自用樓宇	410	430
Investment property	投資物業	355,320	273,320
Interests in leasehold land held for own use under operating leases	於根據經營租約持作 自用租賃土地之權益	440	452
		<b>356,170</b>	274,202

- d) Included in investment property in the consolidated balance sheet as at 31 December 2008 is an investment property of approximately HK\$355,000,000 (2007: HK\$273,000,000) under the redevelopment.
- e) As at 31 December 2008, an investment property with a carrying amount of HK\$355,000,000 (2007: HK\$273,000,000) were pledged as collateral for the Group's bank borrowings, details of which are set out in note 21.

## 13. 固定資產(續)

- c) 物業賬面淨值分析如下：

- d) 於二零零八年十二月三十一日列入綜合資產負債表之投資物業乃重建中投資物業約355,000,000港元(二零零七年：273,000,000港元)。
- e) 於二零零八年十二月三十一日，賬面值355,000,000港元(二零零七年：273,000,000港元)之投資物業已予抵押，作為本集團銀行借貸之抵押品，詳情載於附註21。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 14. GOODWILL

## 14. 商譽

		<b>The Group</b>
		本集團
		<b>HK\$'000</b>
		千港元
<b>Cost:</b>	<b>成本：</b>	
Additions arising from acquisition of subsidiaries (note 30) during the year ended 31 December 2007	因於截至二零零七年十二月三十一日止年度內收購附屬公司(附註30)而產生之添置	321,122
<b>Accumulated impairment losses:</b>	<b>累計減值虧損：</b>	
Impairment loss for the year ended 31 December 2007	截至二零零七年十二月三十一日止年度之減值虧損	(321,122)
<b>Carrying amount:</b>	<b>賬面值：</b>	
At 31 December 2008	於二零零八年十二月三十一日	—
At 31 December 2007	於二零零七年十二月三十一日	—

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
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## 14. GOODWILL (CONTINUED)

On 1 August 2007, the Group acquired a 100% equity interest in Goldease Investments Limited and its subsidiaries (collectively, the "Goldease Group") at a consideration of HK\$451,491,000, of which HK\$23,991,000 was settled by cash and the remaining balance was settled by the issue of 900 million new shares of the Company to Hong Fok Corporation Limited ("HFC"), which was the controlling shareholder holding an approximately 40.4% interest in the Company before 1 August 2007 and which became the ultimate holding company of the Company on 1 August 2007. Further details of this acquisition are set out in note 30.

### Impairment tests for cash-generating units containing goodwill

For the purposes of impairment testing, goodwill arose from the acquisition of the Goldease Group. The Goldease Group's operating business is property development in the Republic of Singapore.

Goodwill acquired has been allocated to the cash generating unit ("CGU") of the Goldease Group. The recoverable amount of the CGU is determined based on net assets' fair value of the Goldease Group. The net assets of the Goldease Group mainly consist of properties, which fair values are determined at their open market value by reference to recent market transactions of comparable properties. Due to the fact that such goodwill arose principally as a result of the unexpected fluctuation in the share price of the Company's shares at the date of acquisition and, by reference to the HKFRS 3 "Business Combinations", the closing price of the Company's shares on that day was used as a proxy for the fair price of the Company's 900 million new shares for the purpose of calculating the goodwill arising from the acquisition of the Goldease Group, the net assets' fair value of the Goldease Group is lower than the carrying amount of CGU and accordingly, an impairment loss of HK\$321,122,000 was recognised for the year ended 31 December 2007.

## 14. 商譽(續)

於二零零七年八月一日，本集團收購 Goldease Investment Limited 及其附屬公司(「Goldease 集團」)之 100% 股權，代價為 451,491,000 港元，其中 23,991,000 港元以現金支付，及餘款則透過向鴻福實業有限公司(「鴻福實業」)發行 900,000,000 股本公司新股份方式支付，鴻福實業於二零零七年八月一日前為持有本公司約 40.4% 權益之控股股東並於二零零七年八月一日成為本公司之最終控股公司。有關此項收購之進一步詳情載於附註 30。

### 現金產生單位(包含商譽)之減值測試

就減值測試而言，商譽乃因收購 Goldease 集團而產生。Goldease 集團之經營業務為於新加坡共和國之物業發展。

所收購之商譽已分配至 Goldease 集團之現金產生單位(「現金產生單位」)。現金產生單位之可回收金額乃根據 Goldease 集團之資產淨值公平值釐定。Goldease 集團之資產淨值主要由物業組成，其公平值乃根據其公開市場價值並參考可比物業之近期市場交易釐定。由於有關商譽主要因本公司股價於收購日期之不可預計波動而產生，及根據香港財務報告準則第 3 號「業務合併」，本公司股份於該日之收市價乃被用作本公司 900,000,000 股新股份之指定公平價，藉以計算因收購 Goldease 集團所產生之商譽，而 Goldease 集團之資產淨值公平值低於現金產生單位之賬面值，因此，截至二零零七年十二月三十一日止年度已確認減值虧損 321,122,000 港元。



# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 15. INVESTMENTS IN SUBSIDIARIES

## 15. 於附屬公司之投資

		The Company 本公司	
		2008 二零零八年	2007 二零零七年
		HK\$'000 千港元	HK\$'000 千港元
Unlisted shares, at cost	未上市股份，原值	1	1

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

下表僅提供主要影響本集團業績、資產或負債之附屬公司之資料。

Name of company 公司名稱	Place of incorporation and operation 註冊成立及營業地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	Proportion of ownership interests 擁有權權益比例			Principal activity 主要業務
			Group's effective interest 本集團之實益權益	Held by the Company 本公司持有	Held by a subsidiary 由一間附屬公司持有	
Arundel Trading Pte Ltd.*	The Republic of Singapore ("Singapore") 新加坡共和國 (「新加坡」)	2 ordinary shares of S\$1 each 2股每股面值1坡元之普通股	100%	-	100%	Property development 物業發展
Cheung Kee Garden Limited 張記花園有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each and 450,000 non-voting deferred shares of HK\$1 each 100股每股面值1港元之普通股及450,000股每股面值1港元之無投票權遞延股	100%	-	100%	Investment holding and provision of horticultural services 投資控股及提供園藝服務
Donwin Property Limited 棟榮置業有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之普通股	100%	-	100%	Property investment 物業投資
Firth Enterprises Pte Ltd.*	Singapore 新加坡	2 ordinary shares of S\$1 each 2股每股面值1坡元之普通股	100%	-	100%	Property development 物業發展

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 15. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

## 15. 於附屬公司之投資(續)

Name of company 公司名稱	Place of incorporation and operation 註冊成立及 營業地點	Particulars of issued and paid-up capital 已發行及繳足 股本詳情	Proportion of ownership interests 擁有權權益比例			Principal activity 主要業務
			Group's effective interest 本集團之 實益權益	Held by the Company 本公司 持有	Held by a subsidiary 由一間附屬 公司持有	
Fort Property Management Limited 堡壘物業管理有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之普通股	100%	–	100%	Provision of management services 提供管理服務
Goldease Investments Limited*	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 1股面值1美元之普通股	100%	–	100%	Investment holding 投資控股
Hong Fok Development (Newton) Pte. Ltd.*	Singapore 新加坡	1,000,000 ordinary shares of S\$1 each 1,000,000股每股面值1坡元之普通股	100%	–	100%	Property development 物業發展
Sui Chong Finance Limited 瑞昌財務有限公司	Hong Kong 香港	2 ordinary shares of HK\$10 each 2股每股面值10港元之普通股	100%	–	100%	Provision of financing and management services 提供融資及管理服務
Sui Chong International (H.K.) Limited 瑞昌國際(香港)有限公司	Hong Kong 香港	2 ordinary shares of HK\$10 each 2股每股面值10港元之普通股	100%	–	100%	Property investment 物業投資
Sui Chong International Resources Limited 瑞昌國際資源有限公司	Hong Kong 香港	1,000 ordinary shares of HK\$1 each 1,000股每股面值1港元之普通股	100%	–	100%	Provision of property management and project management services 提供物業管理及項目管理服務
Super Homes Limited	Hong Kong 香港	100 ordinary shares of HK\$1 each and 100 non-voting deferred shares of HK\$0.3 each 100股每股面值1港元之普通股及100股每股面值0.3港元之無投票權遞延股	100%	–	100%	Property Investment 物業投資
Vision Capital Limited	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之普通股	100%	–	100%	Investment holding 投資控股

\* Audited by other auditor

\* 經其他核數師審核

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 16. OTHER NON-CURRENT FINANCIAL ASSETS

## 16. 其他非流動金融資產

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Available-for-sale unlisted equity securities at fair value	按公平值可供出售未上市股本證券	1,610	1,990
Loan to a fellow subsidiary (note (i))	給予一間同系附屬公司之貸款(附註(i))	-	54
Loan receivable (note (ii))	應收貸款(附註(ii))	-	490
		<b>1,610</b>	<b>2,534</b>

Note:

(i) Loan to a fellow subsidiary was unsecured, non-interest-bearing and not repayable within one year. The loan was settled in full during the year ended 31 December 2008.

(ii) Loan receivable from a director of a subsidiary:

Name of borrower	Mr. Tsui Yeung Kun, Andrew
Position	Director of a subsidiary
Terms of the loan	
- duration and repayment terms	Repayment on 31 August 2010
- loan amount	HK\$990,000
- interest rate	2% per annum over Hong Kong Interbank Offered Rate
- security	None
Balance of the loan	
- at 1 January 2007	HK\$990,000
- at 31 December 2007 and 1 January 2008	HK\$490,000
- at 31 December 2008	-
Maximum balance outstanding	
- during 2008	HK\$490,000
- during 2007	HK\$990,000

There was no amount due but unpaid, nor any provision made against the principal amount of or interest on this loan at 31 December 2008 and 2007. The loan receivable was settled in full during the year ended 31 December 2008.

附註：

(i) 給予一間同系附屬公司之貸款乃無抵押、不計息及毋須於一年內償還。截至二零零八年十二月三十一日止年度內，該貸款已悉數結算。

(ii) 應收一間附屬公司董事之貸款：

借款人姓名：	徐羊根先生
職位	一間附屬公司之董事
貸款之條款	
- 期限及償還條款	於二零一零年八月三十一日償還
- 貸款金額	990,000港元
- 利率	香港銀行同業拆息加年率2厘
- 抵押品	無
貸款結餘	
- 於二零零七年一月一日	990,000港元
- 於二零零七年十二月三十一日及二零零八年一月一日	490,000港元
- 於二零零八年十二月三十一日	-
尚未償還最高結餘	
- 於二零零八年內	490,000港元
- 於二零零七年內	990,000港元

於二零零八年及二零零七年十二月三十一日，並無逾期未支付之款項，亦無就此筆貸款之本金額或其利息作出任何撥備。截至二零零八年十二月三十一日止年度內，應收貸款已悉數結算。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 17. INVENTORIES

- a) Inventories in the consolidated balance sheet comprise:

		<b>2008</b> 二零零八年 <b>HK\$'000</b> 千港元	2007 二零零七年 HK\$'000 千港元
Plants	植物	243	260
Properties held for sale	持作出售物業	<b>94,288</b>	160,705
		<b>94,531</b>	160,965

All of the inventories are expected to be recovered within one year.

At 31 December 2008, inventories of HK\$94,288,000 (2007 : Nil) were carried at fair value less cost to sell.

- b) The analysis of carrying value of properties held for sale is as follows:

		<b>2008</b> 二零零八年 <b>HK\$'000</b> 千港元	2007 二零零七年 HK\$'000 千港元
Outside Hong Kong	香港以外		
– Freehold	– 永久業權	<b>94,288</b>	160,705

所有該等存貨預計於一年內收回。

於二零零八年十二月三十一日，存貨94,288,000港元(二零零七年：無)以公平值減銷售成本入賬。

- b) 持作出售物業之賬面值分析如下：

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For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 17. INVENTORIES (CONTINUED)

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

	Plants 廠房		Properties 物業		Total 總計	
	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Carrying amount of inventories sold 已售存貨之賬面值	513	511	41,125	11,994	41,638	12,505
Write-down of inventories 存貨撇減	-	-	25,908	-	25,908	-
	<b>513</b>	511	<b>67,033</b>	11,994	<b>67,546</b>	12,505

- d) As at 31 December 2008 and 2007, certain of the Group's properties held for sale were pledged as collateral for the Group's bank borrowings, details of which are set out in note 21(ii).

## 17. 存貨(續)

- c) 確認為開支之存貨金額分析如下：

- d) 於二零零八年及二零零七年十二月三十一日，本集團若干持作銷售之物業均已予抵押，作為本集團銀行借貸之抵押品，詳情分別載於附註21(ii)。

## 18. TRADE AND OTHER RECEIVABLES

	The Group 本集團		The Company 本公司	
	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Amount due from a subsidiary 應收一間附屬公司之欠款	-	-	207,567	209,379
Trade debtors 應收貿易賬款	498	506	-	-
Other debtors 其他應收賬款	321	1,464	-	-
Loans and receivables 貸款及應收款項	819	1,970	207,567	209,379
Deposits and prepayments 按金及預付款	1,522	1,559	372	368
	<b>2,341</b>	3,529	<b>207,939</b>	209,747

## 18. 貿易及其他應收賬項

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 18. TRADE AND OTHER RECEIVABLES (CONTINUED)

The amount due from a subsidiary is unsecured, non-interest-bearing and has no fixed terms of repayment.

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

### (a) Ageing analysis

Included in trade and other receivables are trade debtors (net of impairment losses for bad and doubtful debts) with the following ageing analysis as of the balance sheet date:

Within 1 month	一個月以下
1 to 3 months	一至三個月
More than 3 months but less than 12 months	超過三個月 但少於十二個月

The Group's credit policy is set out in note 26(a).

## 18. 貿易及其他應收賬項(續)

應收一間附屬公司之欠款乃無抵押、不計息且無固定還款期。

所有貿易及其他應收賬項，預計將於一年內收回或確認為開支。

### (a) 賬齡分析

於貿易及其他應收賬項內，應收貿易賬款(扣除呆壞賬減值虧損)於結算日之賬齡分析如下：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within 1 month	一個月以下	342	366
1 to 3 months	一至三個月	150	139
More than 3 months but less than 12 months	超過三個月 但少於十二個月	6	1
		<b>498</b>	506

本集團之信貸政策載於附註26(a)。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 18. TRADE AND OTHER RECEIVABLES (CONTINUED)

### (b) Impairment of trade debtors

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

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

## 18. 貿易及其他應收賬項(續)

### (b) 應收貿易賬款之減值

有關應收貿易賬款之減值虧損乃使用備抵賬記入，除非本集團信納收回有關金額之機會極微則作別論，於此情況下減值虧損乃直接於應收貿易賬款中撇銷(見附註1(j)(i))。

年內呆賬(包括特定及集體虧損兩部分)撥備之變動如下：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
At 1 January	於一月一日	—	—
Impairment loss recognised	已確認之減值虧損	—	97
Uncollectible amounts written off	已撇銷之不可收回款項	—	(97)
At 31 December	於十二月三十一日	—	—

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 18. TRADE AND OTHER RECEIVABLES (CONTINUED)

### (c) Trade debtors that are not impaired

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

Neither past due nor impaired	既未逾期亦未減值
Less than 1 month past due	已逾期少於一個月
More than 1 month past due	已逾期多於一個月

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

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

## 18. 貿易及其他應收賬項(續)

### (c) 未予減值之應收貿易賬款

個別或共同認為不予減值之應收貿易賬款之賬齡分析如下：

The Group	
本集團	
2008	2007
二零零八年	二零零七年
HK\$'000	HK\$'000
千港元	千港元
342	366
142	122
14	18
156	140
498	506

既未逾期亦未減值之應收款項乃涉及眾多近期並無拖欠記錄之客戶。

已逾期但未予減值之應收款項乃涉及若干與本集團有良好往績記錄之獨立客戶。基於以往經驗，管理層認為，由於信貸質素並無出現重大變動及有關結餘仍認為可全數收回，故毋須就該等結餘作出減值撥備。本集團並無持有任何有關該等結餘之抵押品。



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## 19. CASH AND CASH EQUIVALENTS

## 19. 現金及現金等價物

		The Group		The Company	
		本集團		本公司	
		2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Deposits with banks and other financial institutions	存放於銀行及其他金融機構之存款	2,489	5,494	6	7
Cash on hand	手頭之現金	1	1	-	-
		<b>2,490</b>	<b>5,495</b>	<b>6</b>	<b>7</b>
Pledged bank deposits for bank borrowings	抵押銀行借貸之銀行存款	(4)	(10)	-	-
Cash and cash equivalents in the balance sheets and the consolidated cash flow statement	於資產負債表及綜合現金流量表之現金及現金等價物	<b>2,486</b>	<b>5,485</b>	<b>6</b>	<b>7</b>

At 31 December 2008, bank balances carry interest at market rates which range from 0.00% to 0.01% (2007: 0.00% to 1.50%). At 31 December 2008, pledged bank deposits carry interest rate of 0.00% (2007: 0.00% to 0.25%). The pledged bank deposits will be released upon the settlement of the relevant bank borrowings.

Pledged bank deposits represents deposits pledged to banks to secure banking facilities granted to the Group. The pledged bank deposits have been pledged to secure long-term borrowings and are therefore classified as non-current assets.

於二零零八年十二月三十一日之銀行結存按介乎於0.00%至0.01% (二零零七年：0.00%至1.50%)之市場利率計算。於二零零八年十二月三十一日之已抵押銀行存款按0.00% (二零零七年：0.00%至0.25%)之利率計息。已抵押銀行存款將於有關銀行借貸償還時解除。

已抵押銀行存款指已抵押予銀行以擔保本集團所獲受銀行融資之存款。已抵押銀行存款乃被抵押以擔保長期借貸，因此列為非流動資產。

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### 20. TRADE AND OTHER PAYABLES

### 20. 貿易及其他應付賬項

		The Group 本集團		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Trade creditors	應付貿易賬款	99	311	-	-
Other creditors and accrued charges	其他應付賬款 及應計開支	4,487	5,151	517	1,260
Amount due to the ultimate holding company (note 29(b))	應付最終控股 公司款項 (附註29(b))	152	6	-	-
Amount due to a related company (note 29(b))	應付一間關連公司 款項(附註29(b))	2,997	2,489	-	-
Financial liabilities measured at amortised cost	按攤銷成本 列賬之財務 負債	7,735	7,957	517	1,260
Retentions payable	應付保留款項	1,847	1,809	-	-
Forward sales deposits and instalments received	已收結轉銷售訂金 及分期付款	-	1,302	-	-
Deposits received	已收按金	355	489	-	-
		<b>9,937</b>	11,557	<b>517</b>	1,260

All of the trade and other payables, apart from the retentions payable, are expected to be settled within one year.

除應付保留款項外，所有貿易及其他應付賬項預計於一年內支付。

Included in trade and other payables are trade creditors with the following ageing analysis as of the balance sheet date:

於貿易及其他應付賬項內，應付貿易款項於結算日之賬齡分析如下：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within 1 month	一個月以下	32	108
After 1 month but within 3 months	一個月後但不超過三個月	37	5
After 3 months but within 6 months	三個月後但不超過六個月	6	20
After 6 months but within 12 months	六個月後但不超過十二個月	-	34
Over 1 year	一年以上	24	144
		<b>99</b>	311

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For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
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## 21. BANK BORROWINGS

At 31 December 2008, the bank borrowings were repayable as follows:

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within 1 year or on demand as classified under current liabilities	於一年內或於要求時償還 (歸類為流動負債)	235	–
After 1 year but within 2 years	一年後但不超過兩年	128,248	–
After 2 years but within 5 years	兩年後但不超過五年	2,058	150,829
After 5 years	五年以上	–	–
After 1 year and classified under non-current liabilities	一年以上 (歸類為非流動負債)	130,306	150,829
		<b>130,541</b>	150,829

At 31 December 2008, the bank borrowings were secured as follows:

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Bank loan	銀行貸款		
– Secured	– 有抵押	129,617	150,829
– Unsecured	– 無抵押	924	–
		<b>130,541</b>	150,829

## 21. 銀行借貸

於二零零八年十二月三十一日，銀行借貸須於以下期間償還：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within 1 year or on demand as classified under current liabilities	於一年內或於要求時償還 (歸類為流動負債)	235	–
After 1 year but within 2 years	一年後但不超過兩年	128,248	–
After 2 years but within 5 years	兩年後但不超過五年	2,058	150,829
After 5 years	五年以上	–	–
After 1 year and classified under non-current liabilities	一年以上 (歸類為非流動負債)	130,306	150,829
		<b>130,541</b>	150,829

於二零零八年十二月三十一日，銀行借貸的抵押情況如下：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Bank loan	銀行貸款		
– Secured	– 有抵押	129,617	150,829
– Unsecured	– 無抵押	924	–
		<b>130,541</b>	150,829

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## 21. BANK BORROWINGS (CONTINUED)

At 31 December 2008, the bank facilities of certain subsidiaries were secured by:

- i) fixed charges over an investment property of the Group situated in Hong Kong with carrying value of HK\$355,000,000 (2007: HK\$273,000,000);
- ii) fixed charges over certain of the Group's properties situated in Singapore with an aggregate carrying value of HK\$73,578,000 (2007: HK\$129,919,000);
- iii) assignment of insurance, sale and rental proceeds of the aforementioned properties situated in Hong Kong and Singapore;
- iv) charges over certain of the Group's bank deposits of HK\$4,000 (2007: HK\$10,000);
- v) subordination and assignment of intra-group and shareholders' loans to certain wholly-owned subsidiaries of the Group in favour of the banks;
- vi) floating charges over the assets of Super Homes Limited ("SHL"), a subsidiary of the Group;
- vii) share mortgages over the entire issued share capital of SHL; and
- viii) corporate guarantees given by the Company.

## 21. 銀行借貸(續)

於二零零八年十二月三十一日，若干附屬公司之銀行融資額由下列各項抵押：

- i) 賬面值為355,000,000港元(二零零七年：273,000,000港元)之本集團位於香港之投資物業之固定抵押；
- ii) 賬面總值為73,578,000港元(二零零七年：129,919,000港元)之本集團若干位於新加坡之發展物業之固定抵押；
- iii) 轉讓上述位於香港及新加坡之物業之保險、銷售及租金所得款項；
- iv) 本集團若干銀行存款4,000港元(二零零七年：10,000港元)之抵押；
- v) 以銀行為受益人將集團間及授予本集團若干全資附屬公司之股東貸款改為後償及予以轉讓；
- vi) Super Homes Limited(「SHL」)(本集團附屬公司)之資產之浮動抵押；
- vii) 就SHL之全部已發行股本之股份抵押；及
- viii) 本公司作出之公司擔保。

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## 21. BANK BORROWINGS (CONTINUED)

At 31 December 2008, the effective interest rates for the floating rate bank borrowings range from 1.09% to 5% (2007: 3.7% to 4.47%) per annum.

Except for bank borrowings of HK\$1,617,000 (2007: HK\$26,829,000) denominated in Singapore dollars, all the remaining bank borrowings are denominated in Hong Kong dollars.

The bank borrowings are floating rate borrowings which carry interest at Hong Kong Interbank Offered Rate ("HIBOR") plus 0.79% or Hong Kong Dollars Prime Lending Rate (2007: HIBOR plus 0.79%) except for the bank borrowings denominated in Singapore Dollars which carry interest at Lender's Cost of Funds plus 1.5% (2007: Lender's Cost of Funds plus 1.35%).

## 22. DEFINED CONTRIBUTION RETIREMENT PLAN

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$20,000. Contributions to the plan vest immediately.

## 21. 銀行借貸(續)

於二零零八年十二月三十一日，按浮動利率計息之銀行借貸之實際利率介乎於每年1.09厘至5厘(二零零七年：3.7厘至4.47厘)。

除銀行借貸1,617,000港元(二零零七年：26,829,000港元)乃以新加坡元計值外，所有餘下銀行借貸均以港元計值。

銀行借貸乃浮動利率借貸，按香港銀行同業拆息(「香港銀行同業拆息」)加0.79厘或港元優惠貸款利率(二零零七年：香港銀行同業拆息加0.79厘)計息，惟以新加坡元為面值之銀行借貸按放款人之資金成本加1.5厘(二零零七年：放款人之資金成本加1.35厘)計息。

## 22. 界定供款退休計劃

本集團根據香港強制性公積金計劃條例對於香港僱用條例管轄範圍內僱用之僱員執行強制性公積金計劃(「強制性公積金計劃」)。強制性公積金計劃為由獨立受託人管理之界定供款退休計劃。根據強制性公積金計劃，僱主及僱員各須按僱員有關收入之5%向該計劃供款，且每月有關收入上限為20,000港元。該計劃之供款乃即時歸屬。

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### 23. EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company has a share option scheme which was adopted on 15 April 2002 whereby the directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company in the Group, to take up options at nil consideration to subscribe for shares of the Company. The options vest from the date of grant and are then exercisable within a period of not more than ten years. Each option gives the holder the right to subscribe for one ordinary share in the Company.

The number and weighted average exercise price of share options are as follows:

		2008 二零零八年		2007 二零零七年	
		Weighted average exercise price 加權平均 行使價	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均 行使價	Number of options 購股權數目 '000 千份
Outstanding at the beginning of the year	年初未行使	–	–	HK\$0.377 0.377 港元	53,040
Cancelled during the year	年內註銷	–	–	HK\$0.377 0.377 港元	(53,040)
Outstanding at the end of the year	年末未行使	–	–	–	–
Exercisable at the end of the year	年末可行使	–	–	–	–

The options outstanding at 1 January 2007 had an exercise price of HK\$0.377 and a weighted average remaining contractual life of 5.3 years.

By a resolution passed at the meeting of the board of directors of the Company held on 20 June 2007, all of the options outstanding at 18 June 2007 were cancelled.

### 23. 以股份支付之權益形式交易

本公司現有一項於二零零二年四月十五日採納之購股權計劃，據此，本公司董事獲授權酌情邀請本集團僱員（包括本集團任何公司之董事）接納購股權（免付代價）以認購本公司股份。購股權自授出當日起歸屬，在不多於十年之期限內可予行使。每份購股權賦予持有人認購一股本公司普通股之權利。

購股權之數目及加權平均行使價如下：

於二零零七年一月一日尚未行使之購股權行使價為0.377港元，加權平均剩餘合約年期為5.3年。

根據於二零零七年六月二十日舉行之本公司董事會會議上通過之一項決議案，於二零零七年六月十八日之全部未行使購股權已予以註銷。

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## 24. INCOME TAX IN THE BALANCE SHEET

- a) Income tax in the consolidated balance sheet represents:

## 24. 資產負債表內之所得稅

- a) 綜合資產負債表內之所得稅指：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Tax recoverable for the payment of provisional Hong Kong Profits Tax	支付香港利得稅撥備之可收回稅項	1	8
Balance of Singapore Income Tax provision for the year	本年度新加坡所得稅撥備之結餘	504	856

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## 24. INCOME TAX IN THE BALANCE SHEET (CONTINUED)

### b) Deferred tax liabilities recognised:

The components of deferred tax liabilities recognised in the consolidated balance sheet and the movements during the year are as follows:

## 24. 資產負債表內之所得稅(續)

### b) 已確認之遞延稅項負債：

綜合資產負債表內已確認遞延稅項負債之成分及年內變動如下：

		The Group 本集團		
		Fair value adjustment for Revaluation of properties held for sale of properties held for sale 持作出售 物業之公平值 調整		
		investment property 投資物業重估 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Deferred tax arising from:	下列各項目產生之 遞延稅項：			
At 1 January 2007	於二零零七年一月一日	250,700	–	250,700
Through acquisition of subsidiaries	透過收購 附屬公司	–	5,588	5,588
Distribution in specie	實物分派	(251,790)	–	(251,790)
Exchange alignment	匯兌調整	–	275	275
Charged/(credited) to profit or loss	損益表內扣除/ (計入)	1,530	(517)	1,013
At 31 December 2007	於二零零七年 十二月三十一日	440	5,346	5,786
At 1 January 2008	於二零零八年一月一日	440	5,346	5,786
Exchange alignment	匯兌調整	–	89	89
Credited to profit or loss	損益表內計入	(415)	(5,352)	(5,767)
Effect on deferred tax balances at 1 January resulting from a change in tax rate	於一月一日 由於稅率變動 對遞延稅項結餘 之影響	(25)	–	(25)
At 31 December 2008	於二零零八年 十二月三十一日	–	83	83



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(Expressed in Hong Kong dollars) (以港元計值)

## 24. INCOME TAX IN THE BALANCE SHEET (CONTINUED)

### b) Deferred tax liabilities recognised: (Continued)

Net deferred tax liabilities recognised on the consolidated balance sheet	綜合資產負債表內 確認之遞延稅項 負債淨額
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### c) Deferred tax assets not recognised

#### (i) The Group

In accordance with the accounting policy set out in note 1(q), at 31 December 2008, the Group has not recognised deferred tax assets in respect of cumulative tax losses of HK\$368,555,000 (2007: HK\$357,252,000) as it is not probable that future taxable profits against which the tax losses can be utilised will be available in the relevant tax jurisdiction and for the respective entity. The tax losses do not expire under current tax legislation.

#### (ii) The Company

At 31 December 2008, the Company has cumulative tax losses of HK\$12,752,000 (2007: HK\$11,793,000) available for set-off against future taxable profits for an unlimited period of time. No deferred tax asset has been recognised in respect of such cumulative tax losses as it is not probable that future taxable profits against which the tax losses can be utilized will be available in the relevant tax jurisdiction and such tax losses are subject to the agreement with the tax authority.

## 24. 資產負債表內之所得稅(續)

### b) 已確認之遞延稅項負債：(續)

The Group 本集團	
2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
83	5,786

### c) 未確認之遞延稅項資產

#### (i) 本集團

根據附註1(q)所載之會計政策，於二零零八年十二月三十一日，本集團並無就368,555,000港元(二零零七年：357,252,000港元)之累計稅項虧損確認遞延稅項資產，因為在有關之稅務司法權區及對於相關實體不大可能產生未來應課稅溢利以作稅項虧損抵銷之用。根據現行稅務法規，該等稅項虧損並未到期。

#### (ii) 本公司

於二零零八年十二月三十一日，本公司可供抵銷未來應課稅溢利之無限期累計稅項虧損為12,752,000港元(二零零七年：11,793,000港元)。未就該等累計稅項虧損確認遞延稅項資產，因為在有關之稅務司法權區不大可能產生未來應課稅溢利以作稅項虧損抵銷之用，且該等稅項虧損須待稅務當局同意，方可作實。

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## 25. CAPITAL AND RESERVES

### a) The Group

## 25. 資本及儲備

### a) 本集團

		Attributable to equity shareholders of the Company 本公司權益持有人應佔										
		Capital redemption			Share-based compensation						Minority interests	Total
		Share capital	Share premium	reserve	Contributed surplus	reserve	Exchange reserve	Fair value reserve	Retained profits	Total	少數股東權益	equity
		股本	股份溢價	贖回儲備	繳入盈餘	以股份支付之酬勞儲備	匯兌儲備	公平值儲備	保留溢利	總計	股東權益	總權益
Note		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	附註	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	千港元
At 1 January 2007	於二零零七年一月一日	74,620	196,873	121	618,098	8,911	(102,882)	832	1,087,727	1,884,290	-	1,884,290
Exchange difference on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表之匯兌差額	-	-	-	-	-	5,570	-	-	5,570	-	5,570
Change in fair value of available-for-sale securities	可供銷售證券之變動	-	-	-	-	-	-	380	-	380	-	380
Share of movements in reserves of an associate	應佔聯營公司儲備變動	-	-	-	-	-	6,171	55	-	6,226	-	6,226
Cancellation of share premium	註銷股份溢價	-	(196,873)	-	196,873	-	-	-	-	-	-	-
Realisation of reserve upon distribution in specie	於實物分派時變現儲備	-	-	-	-	-	103,027	(627)	(102,400)	-	-	-
Shares issued for acquisition of subsidiaries	就收購附屬公司發行之股份	45,000	-	-	382,500	-	-	-	-	427,500	-	427,500
Cancellation of share options	註銷購股權	-	-	-	-	(8,911)	-	-	8,911	-	-	-
Loss for the year	年度虧損	-	-	-	-	-	-	-	(312,270)	(312,270)	-	(312,270)
Distribution in specie	實物分派	10	-	-	(1,197,471)	-	-	-	(533,576)	(1,731,047)	-	(1,731,047)
At 31 December 2007	於二零零七年十二月三十一日	119,620	-	121	-	-	11,876	640	148,392	280,649	-	280,649

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 25. CAPITAL AND RESERVES (CONTINUED)

## 25. 資本及儲備(續)

### a) The Group (Continued)

### a) 本集團(續)

		Attributable to equity shareholders of the Company 本公司權益持有人應佔										
		Capital redemption			Share-based compensation					Minority interests		Total
Share capital	Share premium	reserve	Contributed surplus	reserve	Exchange reserve	Fair value reserve	Retained profits	Total			equity	
股本	股份溢價	資本贖回儲備	繳入盈餘	以股份支付之酬勞儲備	匯兌儲備	公平值儲備	保留溢利	總計	股東權益		總權益	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
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	千港元	千港元	
At 1 January 2008	於二零零八年一月一日	119,620	-	121	-	-	11,876	640	148,392	280,649	-	280,649
Exchange difference on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表之匯兌差額	-	-	-	-	-	(280)	-	-	(280)	-	(280)
Changes in fair value of available-for-sale securities	可供銷售證券公平值之變動	-	-	-	-	-	-	(380)	-	(380)	-	(380)
Profit for the year	年度溢利	-	-	-	-	-	-	39,795	39,795	39,795	-	39,795
At 31 December 2008	於二零零八年十二月三十一日	119,620	-	121	-	-	11,596	260	188,187	319,784	-	319,784

# Notes to the Financial Statements 財務報表附註

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(Expressed in Hong Kong dollars) (以港元計值)

## 25. CAPITAL AND RESERVES (CONTINUED)

## 25. 資本及儲備(續)

### b) The Company

### b) 本公司

	Note 附註	Share	Share	Capital	Contributed	Share-based	Accumulated losses 累計虧損	Total 總計
		capital 股本	premium 股份溢價	reserve 資本贖回 儲備	surplus 繳入盈餘	reserve 以股份支付 之酬勞儲備		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2007	於二零零七年一月一日	74,620	196,873	121	1,386,571	8,911	(18,509)	1,648,587
Cancellation of share options	註銷購股權	-	-	-	-	(8,911)	8,911	-
Loss for the year	年度虧損	-	-	-	-	-	(136,545)	(136,545)
Share issued for acquisition of subsidiaries	就收購附屬公司 發行之股份	45,000	-	-	382,500	-	-	427,500
Cancellation of share premium	註銷股份溢價	-	(196,873)	-	196,873	-	-	-
Distribution in specie	實物分派	10	-	-	(1,731,047)	-	-	(1,731,047)
At 31 December 2007	於二零零七年十二月三十一日	119,620	-	121	234,897	-	(146,143)	208,495
At 1 January 2008	於二零零八年一月一日	119,620	-	121	234,897	-	(146,143)	208,495
Loss for the year	年度虧損	-	-	-	-	-	(1,066)	(1,066)
At 31 December 2008	於二零零八年十二月三十一日	119,620	-	121	234,897	-	(147,209)	207,429

# Notes to the Financial Statements 財務報表附註

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(Expressed in Hong Kong dollars) (以港元計值)

## 25. CAPITAL AND RESERVES (CONTINUED)

## 25. 資本及儲備(續)

### c) Share capital

#### i) Authorised and issued share capital

### c) 股本

#### i) 法定及已發行股本

		2008 二零零八年		2007 二零零七年	
		No. of shares 股份數目	Nominal value 面值	No. of shares 股份數目	Nominal value 面值
		'000 千股	HK\$'000 千港元	'000 千股	HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.05 each	每股面值0.05 港元之普通股	3,000,000	150,000	3,000,000	150,000
Ordinary shares, issued and fully paid:	普通股，已發行 及繳足：				
At 1 January	於一月一日	2,392,411	119,620	1,492,411	74,620
Shares issued for acquisition of subsidiaries	就收購附屬公司 發行之股份	-	-	900,000	45,000
At 31 December	於十二月三十一日	2,392,411	119,620	2,392,411	119,620

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

普通股持有人有權獲派不時宣派之股息，且在本公司會議上每股可獲一票投票權。所有普通股對本公司之剩餘資產享有同等權益。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 25. CAPITAL AND RESERVES (CONTINUED)

### c) Share capital (Continued)

#### ii) Increase in authorised share capital

By an ordinary resolution passed at the special general meeting held on 25 July 2007, the Company's authorised ordinary share capital was increased to HK\$150,000,000 by the creation of an additional 1,000,000,000 ordinary shares of HK\$0.05 each, ranking pari passu with the existing ordinary shares of the Company in all respects.

#### iii) Shares issued for the acquisition of subsidiaries

On 1 August 2007, the Company issued 900,000,000 new shares as part of the consideration payable for the acquisition of subsidiaries as set out in note 30.

## 25. 資本及儲備(續)

### c) 股本(續)

#### ii) 增加法定股本

按照於二零零七年七月二十五日舉行之股東特別大會上通過之普通決議案，本公司之法定普通股股本透過增發額外1,000,000,000股每股面值0.05港元之普通股而增加至150,000,000港元，該等普通股在各方面與本公司之現有普通股享有同等地位。

#### iii) 就收購附屬公司發行之股份

於二零零七年八月一日，本公司發行900,000,000股新股份，作為有關收購附屬公司(如附註30所載)應付代價之一部分。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 25. CAPITAL AND RESERVES (CONTINUED)

### d) Nature and purpose of reserves

#### i) *Share premium and capital redemption reserve*

The application of the share premium account and capital redemption reserve is governed by the Bermuda Companies Act.

By a special resolution passed at the special general meeting held on 25 July 2007, the entire amount standing to the credit of the share premium account of the Company as at 25 July 2007 was cancelled. The credit arising from the cancellation of share premium was applied for the purpose of the distribution in specie as disclosed in note 10.

#### ii) *Contributed surplus*

The contributed surplus of the Group represents the difference between the nominal value of the share capital issued by the Company and the aggregate of the share capital and the share premium accounts of the subsidiaries acquired. Under the Companies Act 1981 of Bermuda (as amended), the Company may make distributions to its members out of contributed surplus in certain circumstances.

## 25. 資本及儲備(續)

### d) 儲備性質及用途

#### i) *股份溢價與資本贖回儲備*

股份溢價賬及資本贖回儲備之運用受百慕達公司法監管。

按照於二零零七年七月二十五日舉行之股東特別大會上通過之特別決議案，於二零零七年七月二十五日本公司股份溢價賬之全部進賬額乃予以註銷。因註銷股份溢價而產生之進賬乃用作附註10所披露之實物分派。

#### ii) *繳入盈餘*

本集團繳入盈餘指本公司已發行股本之面值與所收購附屬公司之股本及股份溢價賬總額之差額。根據百慕達一九八一年公司法(經修訂)，本公司於若干條件下可向其成員公司分配繳入盈餘。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 25. CAPITAL AND RESERVES (CONTINUED)

### d) Nature and purpose of reserves (Continued)

#### iii) *Share-based compensation reserve*

The share-based compensation reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of a subsidiary recognised in accordance with the accounting policy adopted for share-based payments set out in note 1(p)(ii).

#### iv) *Exchange reserve*

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 1(t).

#### v) *Fair value reserve*

The fair value reserve comprises the cumulative net change in the fair value of available-for-sale securities held at the balance sheet date and is dealt with in accordance with the accounting policies set out in notes 1(f) and (j).

### e) Distributability of reserves

At 31 December 2008, the aggregate amount of reserves available for distribution to equity shareholders of the Company was HK\$87,688,000 (2007: HK\$88,754,000).

## 25. 資本及儲備(續)

### d) 儲備性質及用途(續)

#### iii) 以股份支付之酬勞儲備

以股份支付之酬勞儲備指以股份支付之酬勞儲備指按附註1(p)(ii)所載就以股份付款採納之會計政策確認之授予一間附屬公司僱員尚未行使之購股權實際或估計數目之公平值。

#### iv) 匯兌儲備

匯兌儲備包含所有因換算海外業務財務報表產生之匯兌差額。該儲備按附註1(t)所載會計政策處理。

#### v) 公平值儲備

公平值儲備包含於結算日持有之可供出售證券公平值之累計變動淨額，按附註1(f)及(j)所載之會計政策處理。

### e) 分配儲備

於二零零八年十二月三十一日，可分配予本公司權益持有人之儲備總額為87,688,000港元(二零零七年：88,754,000港元)。



# Notes to the Financial Statements 財務報表附註

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(Expressed in Hong Kong dollars) (以港元計值)

## 25. CAPITAL AND RESERVES (CONTINUED)

### f) Capital management

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

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

Consistent with industry practice, the Group monitors its capital structure on the basis of a net debt-to-capital ratio. For this purpose the Group defines net debt as total debt (which includes interest-bearing loans and borrowings, trade and other payables) less cash and cash equivalents. Capital comprises all components of equity.

During 2008, the Group's strategy, which was unchanged from 2007, was to maintain the net debt-to-capital ratio at below 60%.

## 25. 資本及儲備 (續)

### f) 資本管理

本集團管理資本之首要目標乃保障本集團能夠繼續根據持續經營基準經營，以便透過與風險水平相應之產品及服務定價以及獲得合理成本之融資，繼續為股東創造回報及為其他相關人士帶來利益。

本集團積極及定期對資本架構進行檢討及管理，以在較高股東回報情況下可能伴隨之較高借貸水平與良好資本狀況帶來之好處及保障之間取得平衡，並因應經濟環境之變化對資本架構作出調整。

和其他業界慣例一樣，本集團以淨負債對資本比率為基準監察其資本架構。為此本集團之債務淨額按總債務（包括計息貸款及借貸、貿易及其他應付賬項）減去現金及現金等價物計算。資本包含所有股本成分。

於二零零八年內，本集團之策略與二零零七年沒有改變，乃維持債務淨額對資本比率低於60%。

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(Expressed in Hong Kong dollars) (以港元計值)

## 25. CAPITAL AND RESERVES (CONTINUED)

### f) Capital management (Continued)

The net debt-to-capital ratio at 31 December 2008 and 2007 was as follows:

## 25. 資本及儲備(續)

### f) 資本管理(續)

於二零零八年及二零零七年十二月三十一日之債務淨額對資本比率如下：

	Note 附註	The Group 本集團		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Current liabilities:					
Trade and other payables	20	9,937	11,557	517	1,260
Bank borrowings	21	235	-	-	-
		10,172	11,557	517	1,260
Non-current liabilities:					
Bank borrowings	21	130,306	150,829	-	-
Loan from a fellow subsidiary		-	302	-	-
Total debt		140,478	162,688	517	1,260
Less: Cash and cash equivalents	19	(2,486)	(5,485)	(6)	(7)
Net debt		137,992	157,203	511	1,253
Capital	25	319,784	280,649	207,429	208,495
Net debt-to-capital ratio		43%	56%	1%	1%

As imposed by a bank loan agreement between a bank and a subsidiary of the Company, the Group is required to maintain the ratio of "consolidated net total interest bearing debts" to "consolidated tangible net worth" not exceeding 80%. For the purpose of this capital requirement, "consolidated net total interest bearing debts" is defined as the aggregate of interest bearing borrowings less the aggregate of cash and cash equivalent balance of the Group and "consolidated tangible net worth" is defined as the aggregate of the amount paid up or credited as paid up on the issued share capital of the Company plus share premium, retained earnings or reserves less the intangible assets and minority interests of the Group.

Other than the above, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

根據銀行與本公司附屬公司所訂立之銀行貸款協議，本集團須維持「綜合計息債務淨額總值」與「綜合有形資產淨值」比率於不超過80%之水準。就該資本規定而言，「綜合計息債務淨額總值」定義為本集團的計息借貸減去現金及現金等價物結餘總額的總值，而「綜合有形資產淨值」則定義為本公司已發行股本的已繳足或計入為已繳足的款項加上本集團的股份溢價、保留溢利或儲備減無形資產及少數股東權益的總額。

除上述者外，概無本公司及任何其附屬公司受外部實施之資本規定限制。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
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## 26. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

### a) Financial risk factor

Exposure to credit, liquidity and interest rate risks arises in the normal course of the Group's business. These risks are mitigated by the Group's financial management policies and practices described below.

#### i) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables and cash at bank. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, credit evaluations are performed on all customers requiring credit over a certain amount. The Group grants a credit period of not more than 30 days from the date of billing. Debtors with balances that are more than 3 months overdue are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

Cash is placed with financial institution with good credit rating.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. The Group has no significant concentration of credit risk, with exposure spread over a number of customers.

## 26. 金融風險管理及公平值

### a) 金融風險因素

信貸、流動資金及利率風險乃在本集團業務之正常過程中產生。該等風險乃透過下列本集團之財務管理政策及實務而得以減輕。

#### i) 信貸風險

本集團之信貸風險主要由貿易及其他應收賬項以及銀行現金產生。管理層已制定現成之信貸政策，並對該等信貸風險持續監控。

就貿易及其他應收賬項而言，將須對要求超出若干金額之信貸之客戶進行信貸評估。本集團授予信貸期不超過自發出賬單日起30日。逾期三個月未結清餘額之債務人須結清所有未償還餘額後方可授予進一步信貸。本集團通常不收取客戶抵押品。

現金存放於信貸評級良好的金融機構。

本集團面對之信貸風險主要受各客戶之個別特性所影響。客戶經營所在行業及國家之違約風險亦對信貸風險有影響，但影響程度較低。本集團並無重大集中信貸風險，而是廣泛分佈於眾多客戶。

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## 26. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

### a) Financial risk factor (Continued)

#### i) Credit risk (Continued)

The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset, after deducting any impairment allowance. Apart from that as disclosed in Note 28(b), the Group does not provide any guarantees to external third parties which would expose the Group or the Company to credit risk.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 18.

#### ii) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the balance sheet date of the Group's and the Company's financial liabilities which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates at the balance sheet date) and the earliest date the Group and the Company can be required to pay:

## 26. 金融風險管理及公平值(續)

### a) 金融風險因素(續)

#### i) 信貸風險(續)

在未考慮所持有之任何抵押品情況下，最大信貸風險乃經扣減任何減值撥備後各項金融資產之賬面值。除附註28(b)所披露者以外，本集團並無向外界第三方提供任何擔保而致使本集團或本公司將承受信貸風險。

有關本集團因貿易及其他應收賬項所產生之信貸風險之進一步定量披露資料載於附註18。

#### ii) 流動資金風險

本集團內個別經營實體乃負責彼等本身之現金管理，包括利用盈餘現金進行短期投資及籌集貸款以應付預計現金需求，本集團制訂政策以定期監察其流動資金需求及其遵守放貸契約之情況，從而確保維持充足現金儲備及獲主要金融機構承諾提供足夠資金，以應付其短期及長期之流動資金需求。

下表詳述本集團及本公司之金融負債於結算日之餘下合約到期日，乃根據合約未折扣現金流量(包括使用合約利率計算之利息付款，或如屬浮動利率，則按於結算日之利率計算)以及本集團及本公司可要求償還之最早日期計算：

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 26. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

### a) Financial risk factor (Continued)

#### ii) Liquidity risk (Continued)

## 26. 金融風險管理及公平值(續)

### a) 金融風險因素(續)

#### ii) 流動資金風險(續)

		The Group 本集團									
		2008 二零零八年					2007 二零零七年				
		Total		More than			Total		More than		
		contractual	Within 1	1 year but	2 years		contractual	Within 1	1 year but	More than	
		undiscounted	year or on	less than	but less		undiscounted	year or on	less than	2 years	
		Carrying	demand	2 years	than 5		Carrying	demand	2 years	than 5	
		amount	cash flow	years	years		amount	cash flow	years	years	
		合約未	合約未	一年內	一年以上但		合約未	合約未	一年內	一年以上但	
		折扣現金	折扣現金	或按要求	少於兩年		折扣現金	折扣現金	或按要求	少於兩年	
		賬面值	流量總額	或按要求	少於兩年		賬面值	流量總額	或按要求	少於兩年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元		千港元	千港元	千港元	千港元	
Bank borrowings	銀行借貸	130,541	(133,263)	(1,484)	(129,135)	(2,644)	150,829	(167,974)	(6,535)	(33,282)	(128,157)
Creditors and accrued charges	應付賬款及應計開支	6,788	(6,788)	(4,941)	-	(1,847)	9,062	(9,062)	(7,253)	-	(1,809)
Amount due to the ultimate holding company	應付最終控股公司款項	152	(152)	(152)	-	-	6	(6)	(6)	-	-
Amount due to related companies	應付關連公司款項	2,997	(2,997)	(2,997)	-	-	2,489	(2,489)	(2,489)	-	-
Loan from a fellow subsidiary	一間同系附屬公司提供之貸款	-	-	-	-	-	302	(358)	(11)	(11)	(336)
		140,478	(143,200)	(9,574)	(129,135)	(4,491)	162,688	(179,889)	(16,294)	(33,293)	(130,302)

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 26. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

### a) Financial risk factor (Continued)

#### ii) Liquidity risk (Continued)

		The Company 本公司					
		2008 二零零八年			2007 二零零七年		
		Total contractual		Within 1	Total contractual		Within 1
		Carrying amount	undiscounted cash flow	year or on demand	Carrying amount	undiscounted cash flow	year or on demand
		賬面值	現金流量總額	一年內或 按要求	賬面值	現金流量總額	一年內或 按要求
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Creditors and accrued charges	應付賬款及應計開支	517	(517)	(517)	1,260	(1,260)	(1,260)

#### iii) Interest rate risk

The Group's interest rate risk arises primarily from non-current loan receivable, bank borrowings and loan from a fellow subsidiary. The interest rates and maturity information of the Group's non-current loan receivable, bank borrowings and loan from the fellow subsidiary are disclosed in notes 16, 21 and 29(b)(ii) respectively.

## 26. 金融風險管理及公平值(續)

### a) 金融風險因素(續)

#### ii) 流動資金風險(續)

#### iii) 利率風險

本集團之利率風險主要因應收非即期貸款、銀行借貸及一間同系附屬公司提供之貸款而產生。本集團之應收非即期貸款、銀行借貸及同系附屬公司提供之貸款之利率及到期情況分別披露於附註16、21及29(b)(ii)。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 26. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

### a) Financial risk factor (Continued)

#### iii) Interest rate risk (Continued)

##### *Sensitivity analysis*

At 31 December 2008, it is estimated that a general increase/decrease of 1 percentage in interest rates, with all other variables held constant, would decrease/increase the Group's result after tax and retained profits by approximately HK\$21,000 (2007: HK\$259,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rate risk for both derivative and non-derivative financial instruments in existence at that 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. The 1 percentage increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual balance sheet date. The analysis is performed on the same basis for 2007.

#### iv) Currency risk

Currency risk arises on financial instruments that are denominated in a currency other than the functional currency in which they are measured.

The Group's exposure to currency risk is insignificant.

## 26. 金融風險管理及公平值(續)

### a) 金融風險因素(續)

#### iii) 利率風險(續)

##### *敏感度分析*

於二零零八年十二月三十一日，在所有其他不定因素維持不變之情況下，估計整體加息／減息1個百分點將令本集團之除稅後業績及保留溢利減少／增加約21,000港元(二零零七年：259,000港元)。

上述敏感度分析乃假設利率變動為於結算日發生而釐定，並已計入該日存在之衍生及非衍生金融工具之利率風險。就浮動利率借貸而言，該分析乃假設於結算日之未償還負債金額等於全年未償還金額而作出。增加或減少1個百分點代表管理層對利率於期內直至下個年度結算日合理可能變動之評估。二零零七年之分析乃根據相同基準進行。

#### iv) 貨幣風險

貨幣風險來自以不同於個別實體的功能性貨幣計量的外幣金融工具。

本集團面對之貨幣風險並不重大。

## Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

### 26. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

#### b) Fair values

All financial instruments are carried at amounts not materially different from their fair values as at 31 December 2008 and 2007.

The following summarises the major methods and assumptions used in estimating the fair values of financial instruments set out above.

#### i) Securities

Fair value for the unquoted equity investments are estimated using the applicable fair value measurement of the relevant assets and liabilities of the investee.

#### ii) Interest-bearing loans and borrowings

The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

### 26. 金融風險管理及公平值(續)

#### b) 公平值

所有金融工具均按與其於二零零八年及二零零七年十二月三十一日之公平值並無重大差異之數額列值。

以下概述於估計上文所載之金融工具公平值時所使用之主要方法及假設。

#### i) 證券

未報價之證券投資之公平值乃採用投資人之相關資產與負債之適用公平值法估計。

#### ii) 計息貸款及借貸

公平值乃按以類似金融工具之現時市場利率折現之未來現金流量之現值估計。



# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 27. COMMITMENTS

- a) Capital commitments outstanding at 31 December 2008 not provided for in the financial statements were as follows:

Contracted for	已訂約
– redevelopment	– 投資物業之重建成本
cost of investment property	

- b) Significant leasing arrangements in respect of land and buildings classified as being held under finance leases and properties held for sale are described in notes 13 and 17.

The Group leased out investment property and properties held for sale under operating leases. The leases typically run for an initial period of one to two years, with an option to renew the lease after that date at which time all terms are renegotiated. Lease payments are usually reviewed every year to reflect market rentals. None of the leases includes contingent rentals.

All properties held under operating leases that would otherwise meet the definition of investment property are classified as investment property.

## 27. 承擔

- a) 財務報表中未予撥備及於二零零八年十二月三十一日未償還之資本承擔如下：

2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
2,736	7,381

- b) 歸類為根據融資租賃持有及持作出售物業之有關土地及樓宇之重大租賃安排載於附註13及17。

本集團根據經營租約出租投資物業及持有作銷售之物業，初步租期通常為一至兩年，到期後可選擇就條款重新磋商以續租。租金通常每年進行考察以反映市場租金水平。概無租賃包含或然租金。

所有根據經營租約持有並符合投資物業定義之物業歸類為投資物業。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 27. COMMITMENTS (CONTINUED)

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

### The Group as lessor

Within 1 year	一年以內
After 1 year but within 5 years	一年以上及五年以內

- (c) Apart from the above leases, the Group is the lessee in respect of a number of properties held under operating leases. The leases typically run for an initial period of one to three years, with an option to renew the lease when all terms are renegotiated. None of the leases includes contingent rentals.

At 31 December 2008, the total future minimum lease payments under non-cancellable operating leases in respect of office properties and office equipment are payable as follows:

### The Group as lessee

Within 1 year	一年以內
After 1 year but within 5 years	一年以後但在五年以內

- d) At 31 December 2008, the Company had no material commitments.

## 27. 承擔(續)

本集團根據不可撤銷經營租約之未來應收最低租金總額如下：

### 本集團作為出租人

2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
1,860	928
1,083	325
<b>2,943</b>	<b>1,253</b>

- (c) 除以上租賃外，本集團為數項根據經營租約持有之物業之承租人。該等租賃之初始年期通常為一至三年，可選擇重新磋商所有條款後續約。該等租賃概無包含或然租金。

於二零零八年十二月三十一日，有關辦公室物業及辦公室設備之不可撤銷經營租約項下之未來應付最低租金總額如下：

### 本集團作承租人

2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
1,903	2,833
180	1,115
<b>2,083</b>	<b>3,948</b>

- d) 於二零零八年十二月三十一日，本公司概無重大承擔。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 28. CONTINGENT ASSETS AND LIABILITIES

As at the balance sheet date, the Company issued the following guarantees:

- a) At 31 December 2008, the Company had given unconditional guarantees to banks to secure loan facilities made available to certain wholly-owned subsidiaries to the extent of approximately HK\$318 million (2007: HK\$237 million). The extent of such facilities utilized by these subsidiaries at the balance sheet date amounted to approximately HK\$130 million (2007: HK\$151 million).
- b) At 31 December 2008, the Company had given corporate guarantees to a bank for issuing letters of indemnity to third parties in respect of contracts undertaken by a wholly-owned subsidiary to the extent of approximately HK\$268,000 (2007: HK\$268,000).

The Company has not recognised any deferred income in respect of the above guarantees issued because the fair value of these guarantees was insignificant. As at the balance sheet date, the directors do not consider it probable that a claim will be made against the Company under any of the guarantees.

## 29. MATERIAL RELATED PARTY TRANSACTIONS

- a) **Key management personnel remuneration**  
All members of key management personnel are the directors of the Company, and the remuneration for them is disclosed in note 7.

## 28. 或然資產及負債

於結算日，本公司已發行以下擔保：

- a) 於二零零八年十二月三十一日，本公司已向銀行提供無條件擔保，以擔保若干全資附屬公司約318,000,000港元(二零零七年：237,000,000港元)之信貸融資。於結算日，該等附屬公司已動用該等融資中約130,000,000港元(二零零七年：151,000,000港元)。
- b) 於二零零八年十二月三十一日，本公司已就銀行為一間全資附屬公司所承擔之合約向第三方發出保函，向銀行作出公司擔保約268,000港元(二零零七年：268,000港元)。

本公司未就上述已發行擔保確認任何遞延收入，此乃由於該等擔保之公平值並不重大。於結算日，董事認為就任何擔保而對本公司構成賠償之機會不大。

## 29. 重要關連人士交易

- a) **主要管理人員酬金**  
全部主要管理人員均為本公司董事，其酬金披露於附註7。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 29. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

### b) Financing arrangements

		Note 附註	Amounts owed by related parties As at 31 December 關聯人士欠款 於十二月三十一日		Amounts owed to related parties As at 31 December 結欠關聯人士款項 於十二月三十一日		Related interest (expenses)/income Year ended 31 December 相關利息(支出)/收入 截至十二月三十一日止年度	
			2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Due to a related company	應付一間關聯公司款項	(i)	-	-	2,997	2,489	-	-
Due to the ultimate holding company	應付最終控股公司款項	(i)	-	-	152	6	-	-
Loan from a fellow subsidiary	應收同系一間附屬公司之貸款	(ii)	-	-	-	302	-	(2)
Loan to a fellow subsidiary	給予同系一間附屬公司之貸款	(i), (iii)	-	54	-	-	-	-
Loan to a director of a subsidiary	給予一間附屬公司董事之貸款	(iii), (iv)	-	490	-	-	-	39

Notes:

- The outstanding balances with these related parties are unsecured, interest-free and have no fixed repayment terms. The amounts owed to related parties are included in "Trade and other payables" (note 20) and the amount owed by a related party are included in "other non-current financial assets" (note 16).
- The loan from a fellow subsidiary is generally non-trade in nature, unsecured and settlement is neither planned nor likely to occur in the foreseeable future. Interest incurred by the fellow subsidiary on bank borrowings taken to provide financing to this subsidiary is charged to the Company based on utilisation of funds by the subsidiary. The effective interest rate ranges from approximately 3% to 5.8% per annum. The interest rates will be repriced within six months of the balance sheet date.

附註：

- 該等關聯人士之未償還結餘乃無抵押、不計息及無固定還款期。結欠關聯人士之款項乃計入「貿易及其他應付款項」(附註20)，而關聯人士欠款則計入「其他非流動財務資產」(附註16)。
- 一間同系附屬公司提供之貸款一般屬非貿易性質，無抵押，且無償還計劃，亦不大可能於可預見將來償還。同系附屬公司因獲取銀行借貸以向該附屬公司提供融資而產生之利息由本公司支付，乃根據該附屬公司運用資金之情況計算。實際利率介乎於每年約3%至5.8%。利率將於結算日起計六個月內重新釐定。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 29. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

### b) Financing arrangements (Continued)

Notes: (Continued)

- iii) No impairment for bad or doubtful debts has been made in respect of these loans.
- iv) Further details of the loan to this individual, being a director of a subsidiary, are disclosed in note 16.

Details of new loans and loans repaid during the period are disclosed in the cash flow statement.

### c) Other related party transactions

- i) During the year ended 31 December 2007, the Group acquired the entire interest in the Goldease Group from HFC. Further details of this transaction are disclosed in note 30.
- ii) During the year ended 31 December 2008, the Group paid management fee of approximately HK\$7.9 million (2007: HK\$2.7 million) to the HF Land Group for share of administrative expenses. The management fee is determined quarterly between the respective parties after negotiations having regard to the cost of services provided. In the opinion of the Company's directors, this transaction was conducted on normal commercial terms and in the ordinary course of the Group's business.
- iii) During the year ended 31 December 2008, the Group paid to fellow subsidiaries an amount of approximately HK\$1,039,000 (2007: HK\$327,000) for share of office expenses. Fees for share of office expenses were mutually agreed by both parties. In the opinion of the Company's directors, this transaction was conducted on normal commercial terms and in the ordinary course of the Group's business.

## 29. 重要關連人士交易(續)

### b) 融資安排(續)

附註：(續)

- iii) 並無就該等貸款作出呆壞賬撥備。
- iv) 有關給予此人士(即一間附屬公司之董事)之貸款之進一步詳情乃披露於附註16。

期內新增貸款及已償還貸款之詳情乃披露於現金流量表。

### c) 其他關連人士交易

- i) 於截至二零零七年十二月三十一日止年度內，本集團向鴻福實業收購Goldease集團之全部權益。有關此項交易之進一步詳情乃披露於附註30。
- ii) 於截至二零零八年十二月三十一日止年度，本集團因分佔行政開支而向HF Land集團支付管理費約7,900,000港元(二零零七年：2,700,000港元)。管理費乃由有關人士每季度按所提供之服務成本磋商後釐定。本公司董事認為，該交易乃按一般商業條款及於本集團日常業務過程中進行。
- iii) 於截至二零零八年十二月三十一日止年度，本集團因分佔辦公室開支而向同系附屬公司支付款項約1,039,000港元(二零零七年：327,000港元)。分佔辦公室開支費用乃由雙方相互協定。本公司董事認為，該交易乃按一般商業條款及於本集團日常業務過程中進行。

## Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

### 30. GROUP REORGANIZATION AND ACQUISITION OF SUBSIDIARIES

#### a) Group reorganization

During the year ended 31 December 2007, the Group underwent a reorganization (the "Group Reorganization"), details of which are set out in the Company's circular dated 30 June 2007 and which was completed on 1 August 2007. Pursuant to the Group Reorganization, the Company distributed all of the ordinary shares of HK\$0.05 each held by it in the issued share capital of Hong Fok Land International Limited ("HF Land"), a company incorporated in Bermuda with limited liability and which was then a wholly-owned subsidiary of the Company before 1 August 2007, in specie out of its credit arising from the Company's retained profits and contributed surplus to the equity shareholders of the Company whose names appeared on the Register of Members of the Company at the close of business on 25 July 2007 on a one for one basis. The assets of HF Land include an approximate 20.2% interest in HFC.

Subsequent to the Group Reorganization:

- (i) the Company continues to be a listed company and the Group excluding the HF Land Group continues carrying on the businesses which include the Group's property related businesses, including the holding of the redevelopment project at 38 Conduit Road in Hong Kong, and the provision of horticultural services;

### 30. 集團重組及收購附屬公司

#### a) 集團重組

截至二零零七年十二月三十一日止年度內，本集團進行重組（「集團重組」），有關詳情載於本公司於二零零七年六月三十日刊發之通函內，而集團重組已於二零零七年八月一日完成。根據集團重組，本公司按等份基準透過資本化本公司保留溢利及繳入盈餘產生之進賬，向於二零零七年七月二十五日營業時間結束時名列本公司股東名冊之本公司權益持有人實物分派於 Hong Fok Land International Limited（「HF Land」）（一間於百慕達註冊成立之有限公司，於二零零七年八月一日前為本公司之全資附屬公司）之已發行股本中其所持有之所有每股面值0.05港元之普通股。HF Land之資產包括於鴻福實業約20.2%之權益。

於集團重組後：

- (i) 本公司繼續為上市公司，本集團（不包括HF Land集團）亦繼續經營有關業務，其中包括本集團之物業相關業務（包括持有香港干德道38號之重建項目）及提供園藝服務；

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 30. GROUP REORGANIZATION AND ACQUISITION OF SUBSIDIARIES (CONTINUED)

### a) Group reorganization (Continued)

- ii) the HF Land Group continues carrying on the businesses which includes the Group's previous holding of the properties at 15 and 17 Magazine Gap Road in Hong Kong, certain properties in the PRC and an approximately 20.2% interest in HFC, the Group's previous associate; and
- iii) the HF Land's shares were distributed in specie to the Company's shareholders whose names appeared on the Register of Members of the Company at the close of business on 25 July 2007 on the basis of one HF Land share for each of the Company's shares held.

### b) Acquisition of subsidiaries

Pursuant to an agreement entered into with HFC, an associate of the Company at the date of the agreement, during the year ended 31 December 2007, the Group acquired the 100% equity interest in the Goldease Group from HFC. The consideration was settled partly in cash and partly by the issue of 900 million new ordinary shares of the Company to HFC after which the latter became the ultimate holding company of the Company.

## 30. 集團重組及收購附屬公司(續)

### a) 集團重組(續)

- ii) HF Land集團繼續經營有關業務，其中包括本集團先前持有香港馬己仙峽道15及17號之物業、於中國之若干物業及於鴻福實業(本集團之先前聯營公司)約20.2%之權益；及
- iii) HF Land股份已實物分派予於二零零七年七月二十五日營業時間結束時名列本公司股東名冊之本公司股東，基準為每持有1股本公司股份獲分派1股HF Land股份。

### b) 收購附屬公司

根據截至二零零七年十二月三十一日止年度內與鴻福實業(於協議日期為本公司之聯營公司)訂立之協議，本集團向鴻福實業收購Goldease集團之100%股權。代價部份以現金支付，而部份則透過向鴻福實業發行900,000,000股本公司新普通股方式支付，此後鴻福實業成為本公司之最終控股公司。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 30. GROUP REORGANIZATION AND ACQUISITION OF SUBSIDIARIES (CONTINUED)

### b) Acquisition of subsidiaries (Continued)

The acquisition of the entire interest in the Goldease Group had the following effect on the Group's assets and liabilities:

## 30. 集團重組及收購附屬公司(續)

### b) 收購附屬公司(續)

收購Goldease集團之全部權益對本集團資產及負債之影響如下：

Acquiree's net assets at the date of acquisition	被收購公司於收購日期之資產淨值	Carrying values prior to acquisition 收購前賬面值 HK\$'000 千港元	Fair value adjustments 公平值調整 HK\$'000 千港元	Carrying values upon acquisition 收購後賬面值 HK\$'000 千港元
Fixed assets	固定資產	642	-	642
Property held for sale	持作出售之物業	133,123	31,041	164,164
Trade and other receivables	貿易及其他應收賬項	1,671	-	1,671
Cash and cash equivalents	現金及現金等價物	10,847	-	10,847
Trade and other payables	貿易及其他應付賬項	(3,540)	-	(3,540)
Tax payables	應付稅項	(812)	-	(812)
Amount due to the ultimate holding company	應付最終控股公司款項	(6)	-	(6)
Deferred tax liabilities	遞延稅項負債	-	(5,588)	(5,588)
Bank borrowings	銀行借貸	(37,009)	-	(37,009)
Net assets acquired	所收購之資產淨值	104,916	25,453	130,369
Goodwill (note 14)	商譽(附註14)			321,122
				451,491
Satisfied by:	支付方式為：			
- Cash consideration	- 現金代價			23,991
- 900 million new shares of the Company (note)	- 900,000,000股本公司新股份(附註)			427,500
				451,491
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries:	有關收購附屬公司之現金及現金等價物流出淨額：			
Cash consideration	現金代價			23,991
Less: Cash and cash equivalents acquired	減：所收購之現金及現金等價物			(10,847)
Net outflow of cash and cash equivalents	現金及現金等價物流出淨額			13,144



# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 30. GROUP REORGANIZATION AND ACQUISITION OF SUBSIDIARIES (CONTINUED)

Note: As part of the consideration for the acquisition of the Goldease Group, 900 million new ordinary shares of the Company with a par value of HK\$0.05 each were issued. The fair value of these 900 million ordinary shares of the Company, determined using the published price available at the date of the acquisition, amounted to HK\$427,500,000.

The Goldease Group's loss of approximately HK\$402,000 since the date of acquisition was included in the Group's loss for the year ended 31 December 2007.

If the acquisition had been completed on 1 January 2007, the Group's total revenue for the year ended 31 December 2007 would have been HK\$89,201,000 and loss for the year ended 31 December 2007 would have been HK\$289,456,000. This pro forma 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.

## 30. 集團重組及收購附屬公司(續)

附註：作為收購Goldease集團代價之一部份，本公司已發行900,000,000股每股面值0.05港元之本公司新普通股。該900,000,000股本公司普通股之公平值乃採用於收購日已公佈之價格釐定，為427,500,000港元。

Goldease集團自收購日以來產生虧損約402,000港元已計入本集團於截至二零零七年十二月三十一日止年度之虧損。

倘收購於二零零七年一月一日完成，本集團於截至二零零七年十二月三十一日止年度之總收入應為89,201,000港元，虧損應為289,456,000港元。備考資料僅作說明用途，並不構成倘收購於二零零七年一月一日完成本集團實際將實現之經營收入與業績之指示，亦非對未來業績之預期。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 31. IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2008, the directors consider the immediate parent and ultimate controlling party of the Company to be HFL International Consortium Limited, which is incorporated in the Cayman Islands with limited liability, and Hong Fok Corporation Limited, which is incorporated with limited liability and listed in the Republic of Singapore, respectively. The immediate parent company does not produce financial statements available for public use while the ultimate controlling party produces financial statements for public use.

## 32. ACCOUNTING ESTIMATES AND JUDGEMENTS

### Key sources of estimation uncertainty

Notes 13, 14, and 26 contain information about the assumptions and their risk factors relating to valuation of investment properties, goodwill impairment and financial instruments. Other key sources of estimation uncertainty are as follows:

#### a) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives, after taking into account the estimated residual value. The Group reviews annually the useful life of an asset and its residual value, if any. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

## 31. 直接及最終控股人士

於二零零八年十二月三十一日，董事認為，本公司之直接母公司及最終控股人士分別為HFL International Consortium Limited(於開曼群島註冊成立之有限公司)及鴻福實業有限公司(於新加坡共和國註冊成立並在當地上市之有限公司)。直接母公司並不編製可供公眾使用之財務報表，而最終控股人士則編製供公眾使用之財務報表。

## 32. 會計估計及判斷

### 估計不確定因素之主要來源

附註13、14及26載列有關投資物業估值、商譽減值及金融工具之假設及其風險因素之資料。其他估計不確定因素之主要來源如下：

#### a) 折舊

物業、廠房及設備於考慮估計餘值後按估計可用年期以直線基準折舊。本集團每年檢討物業之可用年期及其剩餘值(如有)。倘過往估計出現重大變動，未來期間之折舊及攤銷開支須予調整。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 32. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

### Key sources of estimation uncertainty (Continued)

#### b) Valuation of inventories

Inventories are stated at the lower of cost and net realizable value at the balance sheet date. Net realizable value is determined on the basis of the estimated selling price less the estimated costs necessary to make the sale. The directors estimate the net realizable value for inventories based primarily on the latest invoice prices and current market conditions. In addition, the directors perform an inventory review on a product-by-product basis at each year end date and assess the need for write down of inventories.

#### c) Allowance for impairment of doubtful debts

Allowance for impairment of doubtful debts are assessed and provided based on the directors' regular review of ageing analysis and evaluation of collectibility. A considerable level of judgement is exercised by the directors when assessing the credit worthiness and past collection history of each individual customer. Any increase or decrease in the allowance for impairment of doubtful debts would affect profit or loss in future years.

#### d) Impairment losses for goodwill

Internal and external sources of information are reviewed by the Group at each balance sheet date to assess whether there is any indication that goodwill may be impaired. If any such indication exists, the recoverable amount of the goodwill is estimated. Changes in facts and circumstances may result in revisions to the conclusion of whether an indication of impairment exists and revised estimates of recoverable amounts, which would affect profit or loss in future years.

## 32. 會計估計及判斷(續)

### 估計不確定因素之主要來源(續)

#### b) 存貨估值

存貨按於結算日之成本及淨變現值之較低者列賬。淨變現值乃根據預期售價減進行銷售之預期必要成本釐定。董事認為存貨之淨變現值主要根據最近之發票價格及當前市況釐定。此外，董事於各個年末對每項產品進行存貨檢查，並評估撇銷存貨之需要。

#### c) 呆賬減值撥備

呆賬減值撥備乃根據董事對賬齡分析之定期檢查及可收回性之評估進行評定及提供。董事於評估每位個人客戶之信貸價值及過往收款記錄時須作出審慎判斷。呆賬減值撥備之任何增減將影響未來年度之損益。

#### d) 商譽減值虧損

本集團於每個結算日檢討內部及外部資料來源，以評估是否有任何跡象顯示商譽出現減值。倘出現任何該等跡象，則估計商譽之可收回金額。事實及情況之變動可能會導致對是否出現減值跡象之結論及可收回金額之估計作出修訂，從而影響未來年度之損益。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 32. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

### Key sources of estimation uncertainty (Continued)

#### e) *Recognition of deferred tax assets*

Deferred tax assets in respect of tax losses carried forward are recognised and measured based on the expected manner of realization or settlement of the carrying amount of the assets, using tax rates enacted or substantively enacted at the balance sheet date. In determining the carrying amounts of deferred tax assets, expected taxable profits are estimated which involves a number of assumptions relating to the operating environment of the Group and requires significant level of judgement exercised by the directors. Any change in such assumptions and judgement would affect the carrying amounts of deferred tax assets to be recognised and hence the net profit in future years.

## 33. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2008

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2008 and which have not been adopted in these financial statements.

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application.

So far it has concluded that the adoption of them is unlikely to result in a restatement of the Group's or the Company's results of operations and financial position.

## 32. 會計估計及判斷(續)

### 估計不確定因素之主要來源(續)

#### e) *遞延稅項資產之確認*

有關結轉稅項虧損之遞延稅項資產，乃按資產賬面值之預期變現或清償方式，採用於結算日已實行或大致上已實行之稅率確認及計量。在釐定遞延稅項資產之賬面值時，預期應課稅溢利之估計涉及多項有關本集團營運環境之假設，需要董事作出很大程度上之判斷，此等假設及判斷之任何變動將影響將予確認之遞延稅項資產賬面值，繼而影響未來年度之溢利淨額。

## 33. 於截至二零零八年十二月三十一日止年度已頒佈但尚未生效之修訂、新準則及詮釋之可能影響

截至此等財務報表刊發日期，香港會計師公會已頒佈多項於截至二零零八年十二月三十一日止年度尚未生效之修訂、新準則及詮釋，而此等財務報表並無採納此等修訂、新準則及詮釋。

本集團正評估此等修訂、新準則及新詮釋對於首次應用期間所造成之影響。

迄今認為採納此等修訂、新準則及詮釋不會導致重列本集團或本公司之經營業績及財務狀況。

# Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2008 截至二零零八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

## 33. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

In addition, the following developments are expected to result in amended disclosures in the financial statements, including restatement of comparative amounts in the first period of adoption:

## 33. 於截至二零零八年十二月三十一日止年度已頒佈但尚未生效之修訂、新準則及詮釋之可能影響(續)

此外，下列變動預期會導致須於財務報表中作出經修訂披露，包括重列於首次採納期間之比較數字：

**Effective for  
accounting periods  
beginning on or after**  
於以下日期或以後開始  
之會計期間生效

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HKFRS 8, *Operating segments*

香港財務報告準則第8號 經營分類

HKAS 1 (revised 2007),

*Presentation of financial statements*

香港會計準則第1號 財務報表之呈列

(二零零七年經修訂)

1 January 2009

二零零九年一月一日

1 January 2009

二零零九年一月一日

## Group Properties 集團物業

Particulars of the Group's major properties held for sale or for investment as at 31 December 2008 are as follows:

本集團於二零零八年十二月三十一日之主要持作出售或投資物業詳情如下：

<b>Properties held for sale</b>		<b>持作出售物業</b>	
<b>Location</b> 地點	<b>Existing Use</b> 現在用途	<b>Gross floor area sq. m.</b> 總建築面積 平方米	<b>Percentage interest attributable to the Group</b> 本集團應佔權益 百分比
3 units of ten@suffolk at Suffolk Road, Singapore 新加坡	Residential 住宅	360	100%
8 units of Jewel of Balmoral at Balmoral Park, Singapore 新加坡	Residential 住宅	1,250	100%
<b>Properties held for investment</b>		<b>持作投資物業</b>	
<b>Location</b> 地點	<b>Existing Use</b> 現在用途		<b>Term of lease</b> 租用年期
38 Conduit Road, Hong Kong 香港干德道38號	Residential premises redevelopment in progress 住宅物業，重建進行中		Long term 長期

# Notice of Annual General Meeting 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Room 3201, 9 Queen's Road Central, Hong Kong on 11 May 2009 at 11:00 a.m. for the following purposes:

- (1) To receive and consider the statement of accounts and the reports of the directors and the auditors for the year ended 31 December 2008.
- (2) To re-elect retiring directors and to fix their remuneration.
- (3) To re-appoint auditors and to authorise the board of directors to fix their remuneration.
- (4) To consider and, if thought fit, pass, with or without amendments, the following resolutions as Ordinary Resolutions:

## ORDINARY RESOLUTIONS

- A. **"THAT** there be granted to the directors of the Company an unconditional general mandate to repurchase shares of HK\$0.05 each in the capital of the Company and that the exercise by the directors of the Company of all powers of the Company to purchase shares of the Company subject to and in accordance with all applicable laws, be and are hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period;
  - (b) the aggregate nominal amount of share capital of the Company to be purchased by the directors of the Company during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution;

茲通告本公司謹訂於二零零九年五月十一日上午十一時正於香港皇后大道中9號3201室舉行股東週年大會，以處理下列事項：

- (1) 省覽及考慮截至二零零八年十二月三十一日止年度之賬目報表以及董事會報告和核數師報告。
- (2) 重新選舉告退董事及釐定董事酬金。
- (3) 重新聘任核數師及授權董事會釐定核數師酬金。
- (4) 考慮及酌情通過(無論有否修訂)下列之決議案為普通決議案：

## 普通決議案

- A. 「動議一般及無條件批准無條件授予本公司董事會一般授權以購回本公司股本中每股面值0.05港元之股份，以及本公司董事會依照所有適用之法例及在其規限下行使本公司一切權力以購入本公司之股份，惟須受以下條件限制：
- (a) 該授權不能延至有關期間以後；
  - (b) 本公司董事會於有關期間內購回之股本面值總額，不得超過本公司於本決議案通過日期已發行股本面值總額之10%；

## Notice of Annual General Meeting 股東週年大會通告

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the date of passing this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

B. **“THAT** there be granted to the directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options including warrants, bonds and debentures convertible into shares in respect thereof, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period save that the directors of the Company may during the Relevant Period make or grant offers, agreements and options including warrants, bonds and debentures convertible into shares which might require the exercise of such powers after the end of the Relevant Period;

(c) 就本決議案而言：

「有關期間」指由通過本決議案日期起至下列三者中之最早日期為止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 按本公司細則或百慕達任何適用之法例規定須召開本公司下屆股東週年大會之期限屆滿時；及
- (iii) 本公司股東在股東大會上以普通決議案撤銷或更改本決議案之日。」

B. 「動議無條件授予本公司董事會一般授權以發行、配發及處理本公司股本中之額外股份，並就此訂立或授出建議、協議及購股權（包括認股權證、債券及可轉換股份之債券），惟須受下列條件限制：

- (a) 該授權不能延至有關期間以後，惟本公司董事可於有關期間內訂立或授出或須於有關期間結束後行使該等權力之建議、協議及購股權（包括認股權證、債券及可轉換股份之債券）；



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- (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally, to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to subparagraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any issue of shares in the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to shares; and (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company in force from time to time; shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company in issue on the date of passing this Resolution and the approval granted shall be limited accordingly; and
- (c) for the purpose of this Resolution:
- “Relevant Period” means the period from the date of passing this Resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
  - (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.
- (b) 本公司董事會根據以上(a)分段之批准配發或同意有條件或無條件配發(不論是否依據購股權或其他方式而配發者)及發行之股本面值總額, 除因(i) 供股(定義見下文); (ii) 行使本公司所發行任何認股權證或任何可兌換本公司股份之證券所附認購或換股權; (iii) 本公司根據任何目前採納之購股權計劃或類似安排以向本公司及/或其任何附屬公司之高級職員及/或僱員授予或發行股份或與股份有關之權利而發行任何股份; 及(iv) 任何規定依據本公司不時生效之細則配發股份以代替全部或部分股份股息之以股代息計劃或類似安排以外, 不得超過本公司於本決議案通過日期已發行股本之面值總額之20%, 而已授出之批准須因此而受限制; 及
- (c) 就本決議案而言:
- 「有關期間」指由通過本決議案日期起至下列三者中之最早日期為止之期間:
- (i) 本公司下屆股東週年大會結束時;
  - (ii) 按本公司細則或百慕達任何適用之法例規定須召開本公司下屆股東週年大會之期限屆滿時; 及
  - (iii) 本公司股東在股東大會上以普通決議案撤銷或更改本決議案之日。

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“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

「供股」指在本公司董事會指定之期間內，向於指定記錄日期名列本公司股東名冊之股份持有人按其當時持股比例配售股份之建議（惟在涉及零碎配額，或涉及受香港以外地區之法律或任何認可之監管機構或任何證券交易所所規定之限制或責任影響時，本公司董事會可以其認為必要或屬權宜之形式，將該等配額予以撤銷或另作安排。）

C. “**THAT**, conditional upon the passing of the Resolutions Nos. A and B above, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and in accordance with the Resolution No. A above shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the Resolution No. B above.”

C. 「動議（倘以上A項及B項決議案獲通過）本公司按照及根據以上A項決議案購回本公司股本中之股份面值總額，須加入本公司董事會按照及根據以上B項決議案可能配發或有條件或無條件同意配發之本公司股本面值總額。」

(5) To consider and, if thought fit, pass, with or without amendments, the following resolution as Special Resolution:

(5) 考慮及酌情通過（無論有否修訂）下列之決議案為特別決議案：

## SPECIAL RESOLUTION

“**THAT** the bye-laws of the Company be and are hereby amended in the follow manner:—

### (i) Bye-law 2

The existing Bye-law 2(e) provides that:

“expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form;”

## 特別決議案

「動議按以下方式修改本公司之細則：

### (i) 細則第2條

現有細則第2(e)條訂明：

「除顯示相反意圖外，提及書面的表述，須理解為包括印刷、平版印刷、攝影及其它以可見方式表示文字或數字的模式；」

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It is proposed that the existing Bye-law 2(e) be amended as follows:

“expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with applicable Statutes, rules and regulations;”

### (ii) Bye-law 44

The existing Bye-law 44 provides that:

“44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon on every business day by Members without charge or by any other person, upon a maximum payment of five Bermuda dollars, at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of ten dollars at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”

建議將現有細則第2(e)條作出如下修訂：

「除顯示相反意圖外，提及書面的表述，須理解為包括印刷、平版印刷、攝影及其它以可見方式表示文字或數字之模式，並包括以電子顯示方式作出聲明，惟有關文件或通知送呈之方式及股東之選擇均須符合所有適用法規、規則及規例；」

### (ii) 細則第44條

現有細則第44條訂明：

「44. 股東名冊或分處名冊，按實際而定，應於每個工作日上午10時至中午12時免費開放給股東查閱，至於其他人士，於辦事處或依法例於百慕達其他存放地方，可以百慕達貨幣5元為上限查閱，如有需要，可以10元為上限於註冊辦事處查閱，名冊包括海外或當地或其他分處之股東名冊，如在指定報章或其他由指定證券交易所所指定之報章以刊登形式發出通知，董事會可決定將整體或某類之股份名冊停止辦理，每年不能超過三十(30)天之總和；」

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It is proposed that the existing Bye-law 44 be amended as follows.

“44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon on every business day by Members without charge or by any other person, upon a maximum payment of five Bermuda dollars, at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of ten dollars at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”

### (iii) Bye-law 51

The existing Bye-law 51 provides that:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in an appointed newspaper and, where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”

建議將現有細則第44條作出如下修訂：

「44. 股東名冊或分處名冊，按實際而定，應於每個工作天上午10時至中午12時免費開放給股東查閱，至於其他人士，於辦事處或依法例於百慕達其他存放地方，可以百慕達貨幣5元為上限查閱，如有需要，可以10元為上限於註冊辦事處查閱，名冊包括海外或當地或其他分處之股東名冊，如在指定報章或其他由指定證券交易所指定之報章以刊登形式，或由指定證券交易所接納的任何方式發出通知，董事會可決定將整體或某類之股份名冊停止辦理，每年不能超過三十(30)天之總和；」

### (iii) 細則第51條

現有細則第51條訂明：

「51. 股份或其他類別股份過戶之登記，於指定報章以刊登方式發出通告(如適用)並根據指定證券交易所要求之其他報章發出，董事會可決定於該等時間及該等期間停止辦理，每年不超過三十(30)天之總和。」

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It is proposed that the existing Bye-law 51 be amended as follows:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in an appointed newspaper and, where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”

### (iv) Bye-law 55(2)(c)

The existing Bye-law 55(2)(c) provides that:

“the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.”

It is proposed that the existing Bye-law 55(2)(c) be amended as follows:

“the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange or by any means to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.”

建議將現有細則第51條作出如下修訂：

「51. 股份或其他類別股份過戶之登記，於指定報章（如適用）並根據指定證券交易所要求之其他報章以刊登方式，或由指定證券交易所接納之任何方式發出通告，董事會可決定於該等時間及該等期間停止辦理，每年不超過三十(30)天之總和。」

### (iv) 細則第55(2)(c)條

現有細則第55(2)(c)條訂明：

「公司因指定證券交易所股份上市守則之要求，發放通告，或按指定證券交易所之要求以刊登方式於報章發放，以指定證券交易所要求之方式表示出售其股份之意向。通知期由刊登日起計不少於三(3)個月，或指定證券交易所可准許較短之期限。」

建議將現有細則第55(2)(c)條作出如下修訂：

「公司因指定證券交易所股份上市守則之要求，發放通告，或按指定證券交易所之要求以刊登方式於報章發放或以任何方式，以指定證券交易所要求之方式表示出售其股份之意向。通知期由刊登日起計不少於三(3)個月，或指定證券交易所可准許較短之期限。」

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### (v) Bye-law 86(4)

The existing Bye-law 86(4) provides that:

“Subject to any provision to the contrary in these Bye-laws the Members may, at any general meeting convened and held in accordance with these Bye-laws, by special resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.”

It is proposed that the existing Bye-law 86(4) be amended as follows:

“Subject to any provision to the contrary in these Bye-laws the Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.”

### (v) 細則第 86(4) 條

現有細則第 86(4) 條訂明：

「遵照這些細則中與此相反的任何規定，股東們可在遵照這些細則召集或召開的任何股東大會上，以特別決議案在任何時候解除任期未滿的董事的職務，不管這些細則或該董事與本公司之間的協議中有任何規定（但不影響任何該等協議項下的任何損失索償），條件是為了解除某位董事的職務而召集的該等會議的會議通知中須列明此項意向，並且該會議通知須比會議日期提前十四（14）天送達該位董事，該位董事有權在該次會議上取關於解除其董事職務的動議。」

建議將現有細則第 86(4) 條作出如下修訂：

「遵照這些細則中與此相反的任何規定，股東們可在遵照這些細則召集或召開的任何股東大會上，以普通決議案在任何時候解除任期未滿的董事的職務，不管這些細則或該董事與本公司之間的協議中有任何規定（但不影響任何該等協議項下的任何損失索償），條件是為了解除某位董事的職務而召集的該等會議的會議通知中須列明此項意向，並且該會議通知須比會議日期提前十四（14）天送達該位董事，該位董事有權在該次會議上取關於解除其董事職務的動議。」

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### (vi) Bye-law 87(1)

The existing Bye-law 87(1) provides that:

“87.(1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three(3), the number nearest to but not greater than one-third) shall retire from office by rotation provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.”

It is proposed that the existing Bye-law 87(1) be amended as follows:

“87.(1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-half of the Directors for the time being (or, if their number is not a multiple of two (2), the number nearest to but not greater than one-half) shall retire from office by rotation provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.”

### (vii) Bye-laws 153A and 153B

By inserting the following paragraphs as new Bye-laws 153A and 153B immediately after existing Bye-law 153:

“153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required

### (vi) 細則第 87(1) 條

現有細則第 87(1) 條訂明：

「87.(1) 即使細則另有任何規定，於各股東週年大會上，當時在任之三分一董事（或倘人數並非三(3) 之倍數，則為最接近但不超過三分一之人數）須輪值告退，惟即使本細則另有任何規定，董事會主席及／或本公司董事總經理在任時毋須輪值告退或在釐定每年須退任之董事人數時被計算在內。」

建議將現有細則第87(1)條作出如下修訂：

「87.(1) 即使細則另有任何規定，於各股東週年大會上，當時在任之二分一董事（或倘人數並非二(2) 之倍數，則為最接近但不超過二分一之人數）須輪值告退，惟即使本細則另有任何規定，董事會主席及／或本公司董事總經理在任時毋須輪值告退或在釐定每年須退任之董事人數時被計算在內。」

### (vii) 細則第 153A 條及第 153B 條

於現有細則第 153 條後插入新訂細則第 153A 條及第 153B 條：

「153A. 在所有適用法規、規則及規例（包括但不限於指定證券交易所之規則）許可範圍內及妥為遵守該等法規、規則及規例下，以及在取得該等法規、規則



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thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon."

"153B. The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents."

## (viii) Bye-law 160

The existing Bye-law 160 provides that :

"160. Any Notice from the Company to a Member shall be in either English or Chinese and shall be given in writing or by cable, telex or facsimile transmission message or by email and any such Notice and (where appropriate) any other document may be served or delivered by the Company on or to any member

及規例規定之一切必須同意(如有)後,以法規未予禁止之任何方式向公司細則第153條所指之任何人士發送取自本公司年度賬目之財務報表概要及董事會報告(以適用法例及規例規定之格式及載有所規定之內容),則細則第153條之規定就該人士而言即被視為已遵守,惟任何人士如有權收取本公司之年度財務報表及董事會報告,則可向本公司送達書面通知,要求本公司除發送財務報表概要外,亦將本公司之年度財務報表及董事會報告之完整印刷本發送予該名人士。]

[153B. 如本公司按照所有適用法規、規則及規例(包括但不限於指定證券交易所之規則),將細則第153條所指之文件,以及(倘適用)遵守細則第153A條所指之財務報告概要,登載於本公司之電腦網絡或以任何其他許可之方式發出(包括以任何形式之電子通訊方式發出),而細則第153條所指之人士已同意或被視為已同意本公司以該方式刊登或收取該等文件即屬本公司已履行向其發送該等文件之責任,則向該人士發送細則第153條所指之文件或按照細則第153A條之財務報告概要之規定即屬已遵守。]

## (viii) 細則第160條

現有細則第160條訂明：

[160. 由本公司向股東作出或發出之任何通告必須用英文或中文編製並以書面或電傳、電報或圖文傳真或電郵作出及本公司可向任何股東送達或送呈任何該通告及任何其他文件(如適用),方式



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either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or any email address supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in accordance with the requirements of the Designated Stock Exchange. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”

It is proposed that the existing Bye-law 160 be amended as follows:

“160. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide

為：親身送交或以註明該股東為收件人之預付郵費之信函郵寄往股東名冊所示之登記地址；或送往或派往到由股東就此目的向本公司提供之其他地址或（視情況而定）按股東為接收通告而向本公司提供之地址或電報或圖文傳真號碼或地址或電郵地址；或按發出通告之人士合理而真誠地相信於有關時候股東會正式收到通告；或可於指定之報章（定義見公司法）刊登廣告或按照指定之證券交易所之規定發送。如為聯名股份持有人，所有通告均須向在股東名冊內排名首位之其中一位聯名持有人發出，就此發出之通告將被視為已向全部聯名股份持有人發出通告之充份憑證或通知。」

建議將現有細則第160條作出如下修訂：

「160. 本公司向股東作出或發送之任何通告或文件（包括任何「公司通訊」（具有指定證券交易所之規則所賦予之涵義）），不論是否根據本公司細則，均須以書面形式或以電報、電傳或圖文傳真傳送訊息或其他電子傳送或通訊方式發送予股東。該等通告及文件可由本公司以專人送遞，或以預付郵資之郵遞方式寄往該股東登記在股東名冊內之地址或為此目的而提供予本公司之任何其他地址，或（視乎情況而定）傳送至任何有關地址，或股東就本公司向其發送通告而提供之任何電傳或圖文傳真號碼或電子號碼或電郵地址，或傳送至發件人合理及真誠相信於有關時間內該股東可妥善收到通告之收件處；或以廣告形式刊載於指定報章（定義見公

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believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

### (ix) Bye-law 161

The existing Bye-law 161 provides that:

"161. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof; and

司法)或每日刊發及在區內普遍流通之報章刊登廣告或按指定證券交易所之規則或於適用法律、法例及規則准予之範圍內，在本公司之網站上或指定證券交易所之網站上登載，同時通知該股東以該途徑登載通告或其他文件(「刊登通告」)。該刊登通告可以上述任何一種方式發給股東。倘為股份聯名持有人，所有通告將僅寄發予股東登記冊上排名首位之登記持有人，以此方式寄發之通告將被視為已充份送達或送呈所有聯名持有人。」

### (ix) 細則第 161 條

現有細則第 161 條訂明：

「161. 任何通知或其他文件：

- (a) 如送達或以郵遞方式送遞，適當時用空郵，該信封載有該通知或其他文件，妥善地預付郵資及寫上地址及投寄，將視為投寄當日後一日已送達或送遞。要證明該服務或送遞，只要證明該信封或包裹載有該通知或文件並已寫上正確地址及投寄已足夠；及本公司秘書、其他人員或董事局委任其他人士簽署一份證明書證明該信封或包裹載有該通知或其他文件並寫上地址及投寄為最終證據；及

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- (b) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof.

It is proposed that the existing Bye-law 161 be amended as follows:

“161. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;

- (b) 如以本公司細則預計之其他方法送達或送遞，將被視作於親身送達或送遞或於寄發、傳送或公佈時送達或送遞。而由公司秘書或其他本公司之人員或其他由董事會指派人士就該送達、送遞、寄發、傳送或公佈之事實及時間簽署的書寫證明為最終之證據。

建議將現有細則第161條作出如下修訂：

「161. 任何通知或其他文件：

- (a) 如送達或以郵遞方式送遞，適當時用空郵，該信封載有該通知或其他文件，妥善地預付郵資及寫上地址及投寄，將視為投寄當日後一日已送達或送遞。要證明該服務或送遞，只要證明該信封或包裹載有該通知或文件並已寫上正確地址及投寄已足夠；及本公司秘書、其他人員或董事局委任其他人士簽署一份證明書證明該信封或包裹載有該通知或其他文件並寫上地址及投寄為最終證據；
- (b) 如以電子通訊寄送，其將被視作於本公司或其代理人由伺服器傳送當日給予。存放於本公司網址之通知將被視作於存在通知被視作送達該股東當日後一日給予該股東；

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(c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and

(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.””

By Order of the Board

**Winfoong International Limited**

**Cheong Pin Chuan, Patrick**

Chairman

Hong Kong, 3 April 2009

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Concerning Resolution No. (4)B above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company but approval is being sought from the members as a general mandate for the purpose of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“the Listing Rules”).
3. The register of members of the Company will be closed from 7 May 2009 to 11 May 2009, both days inclusive, for the purpose of establishing entitlement of shareholders to vote at the meeting. During this period, no transfers of shares will be effected. All transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 6 May 2009.
4. The translation into Chinese language of this notice (including the Special Resolution which contains the proposed amendments to the bye-laws) is for reference only. In case of any inconsistency, the English version shall prevail.

(c) 如以本公司細則預計之其他方法送達或送遞，將被視作於親身送達或送遞或於寄發、傳送或公佈時送達或送遞。而由公司秘書或其他本公司之人員或其他由董事會指派人士就該送達、送遞、寄發、傳送或公佈之事實及時間簽署的書寫證明為最終之證據；及

(d) 在符合所有適用之法例、規則及規例下，可以英文或中文給予股東。」

承董事會命

榮豐國際有限公司

主席

鍾斌銓

香港，二零零九年四月三日

附註：

1. 凡有權出席上述大會及於會上投票之股東，均可委派一位代表出席並代其投票。代表毋須為本公司之股東。
2. 就以上第(4)B項決議案而言，董事會謹表明，當前並無計劃發行本公司任何新股份，惟本公司謹就香港聯合交易所有限公司證券上市規則（「上市規則」），尋求股東批准授予一般授權。
3. 為確定股東於大會上之投票權，本公司將由二零零九年五月七日至二零零九年五月十一日（首尾兩天包括在內）止期間暫停辦理股份過戶登記手續，期間任何股份過戶將均不獲登記。所有過戶檔連同有關之股票，最遲須於二零零九年五月六日下午四時三十分前，送交本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。
4. 本通告之中文譯本（包括載列建議修訂細則之特別決議案）乃僅供參考。如有歧異，概以英文本為準。