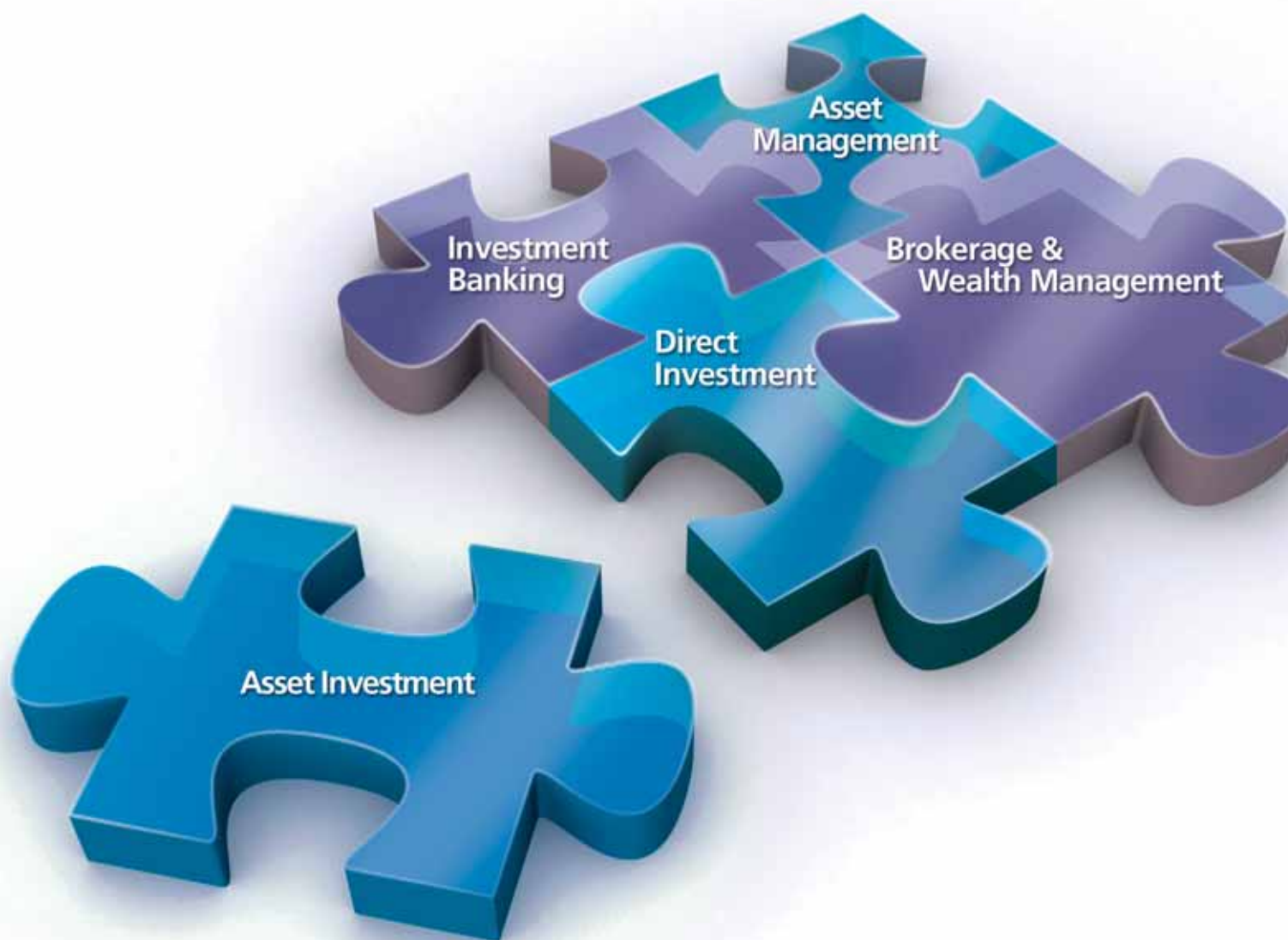


China Everbright Limited 中國光大控股有限公司

Stock Code 股份代號: 165

Annual Report 2008
二零零八年報

簡單成就價值
Making Wealth Simple



China Everbright Limited (“Everbright”, stock code: 165) is a cross-border diversified financial holdings enterprise. Its parent company is China Everbright Holdings Company Limited.

Everbright, established in 1997, focuses on developing direct investment, asset management and asset investment businesses, while at the same time develops fee-based businesses including investment banking (corporate financing) and brokerage services (wealth management). For the past decade, Everbright has developed solid market bases in various sectors and provided diversified services for the clients. Everbright has set up securities brokerage and wealth management branches at North Point and Hung Hom in Hong Kong and subsidiaries at Shenzhen and Beijing in the Mainland. Everbright is the second largest and third largest shareholder of Mainland-based Everbright Securities Company Limited and China Everbright Bank Company Limited respectively.

Relying on the substantial financial strength and the status and influence of the parent and associated companies in the financial industry in Mainland China, Everbright has weaved huge social and business networks in Hong Kong and the Mainland. Adopting the core values of “customer-friendly”, “agile” and “pragmatic”, Everbright provides convenient, professional and practical solutions to the clients and helps clients build up wealth and value effortlessly.

中國光大控股有限公司(「光大控股」，股份代號：165)為一家跨香港和中國內地的多元化金融控股企業，母公司為中國光大集團有限公司。

光大控股於1997年成立，公司專注發展直接投資、資產管理和產業投資業務，並形成與投資銀行(企業融資)和經紀業務(財富管理)等收費性業務共同發展的格局。經過十年的發展，光大控股在各領域已建立了穩固的市場基礎，為客戶提供多元化的服務，公司在香港北角和紅磡設有證券經紀和財富管理分行，並在深圳和北京設立了子公司。光大控股分別為內地光大證券股份有限公司和中國光大銀行股份有限公司的第二大和第三大股東。

憑藉公司的雄厚實力，以及母公司和聯營公司在中國金融業的地位和影響力，光大控股已成功在香港和內地形成了龐大的人際和業務網路。公司將本著「伙伴」、「創新」和「務實」的精神，努力提供簡便、專業、實用的解決方案，協助客戶輕鬆創造財富與價值。





Direct Investment 直接投資

Through the private equity funds and venture capital funds managed by us, we provide investors with opportunities to benefit from the fast growing economy of China by investing directly in companies which have their principal businesses and/or operations in Mainland China.

通過我們管理的私募基金及創業投資基金，我們為投資者提供直接投資於在中國內地經營發展的公司，讓投資者能分享中國經濟高速發展的成果。



Asset Management 資產管理

We provide portfolio management services for institutional and individual clients, such as "China Everbright Dragon Fund".

通過「中國光大龍騰基金」等為機構及個人客戶管理投資組合。



Asset Investment 產業投資

We explore mid to long term asset investment opportunities in the Mainland, develop asset investment funds targeting real estate, financial, aerospace and resources businesses in the Mainland.

發掘內地中長期的產業投資機會，發展內地產業投資基金，投資於房地產、金融、航空及資源類行業。



Investment Banking 投資銀行

We act as sponsors, lead managers or co-lead managers for IPOs, and provide financial advisory services such as share placements, M&A, privatization and project financing.

擔任新股上市保薦人、主承銷商或副主承銷商，另外亦提供其他投資銀行服務，包括股票配售、收購、兼併、私有化和項目融資等財務顧問工作。



Brokerage & Wealth Management 經紀及財富管理業務

Brokerage provides securities trading services in Hong Kong, Mainland China (B shares) and other countries, as well as share financing, IPO subscriptions and placements services.

It offers 24-hour trading services of 7 major foreign currencies and 6 types of cross trading, as well as precious metals trading services, to institutional and individual investors.

It acts as an agent to provide trading services of the Hang Seng Index Futures, H-shares Index Futures of Hong Kong Exchanges and Clearing Limited (HKEx) and overseas derivatives and futures contracts (Chicago Mercantile Exchange (CME) and London Metal Exchange (LME)).

Wealth Management provides a one-stop financial service platform offering investment-linked and insurance-related products along with traditional financial products. It also provides all-rounded personal financial planning services comprising financial analysis and portfolio recommendation.

提供香港、內地B股及個別海外股票的證券買賣服務，並且提供股份融資、新股認購和配股服務。為機構及個人投資者提供24小時七種主要現貨外匯直盤和六種交叉盤貨幣等交易服務，並提供現貨黃金白銀交易服務。

提供包括恒生指數期貨、香港交易所H股指數期貨，海外期貨(包括芝加哥商品交易所(CME)及倫敦金屬交易所(LME))之衍生產品買賣服務等。

財富管理提供一站式金融銷售平台，除傳統金融產品外，提供投資相連和保險相關產品業務及個人全方位理財策劃服務，向客戶提供個人財務分析和投資組合建議。

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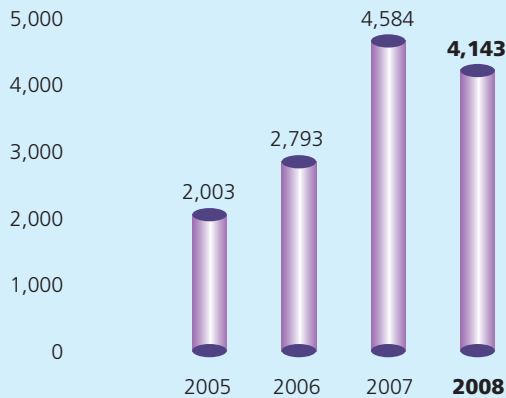
Performance Highlights

業績摘要

TURNOVER

營業額

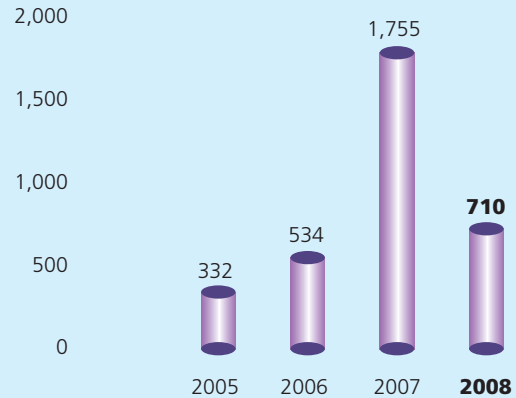
(HK\$ million 百萬)



OPERATING PROFIT

經營盈利

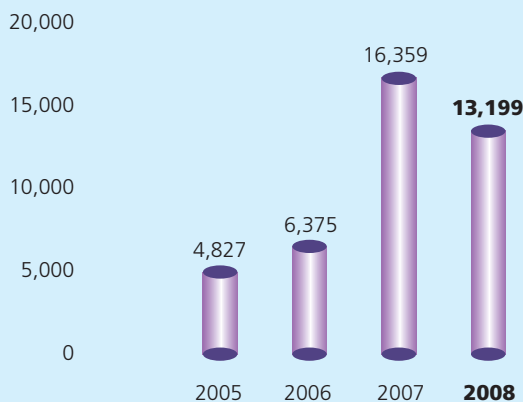
(HK\$ million 百萬)



TOTAL EQUITY ATTRIBUTABLE TO SHAREHOLDERS

歸屬於本公司股東權益

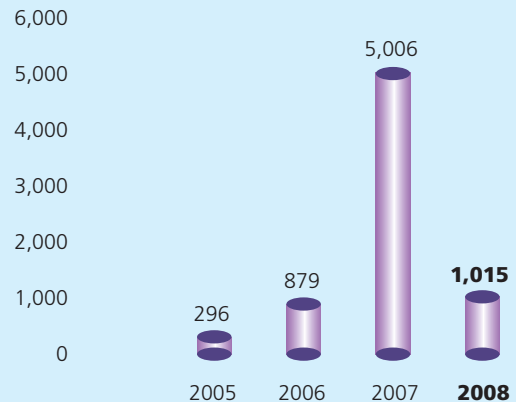
(HK\$ million 百萬)



PROFIT ATTRIBUTABLE TO SHAREHOLDERS

本公司股東應佔盈利

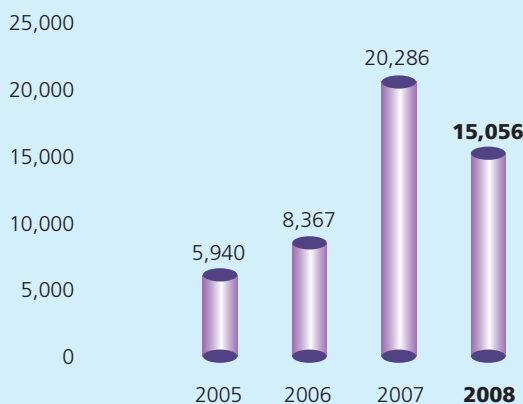
(HK\$ million 百萬)



TOTAL ASSETS

總資產

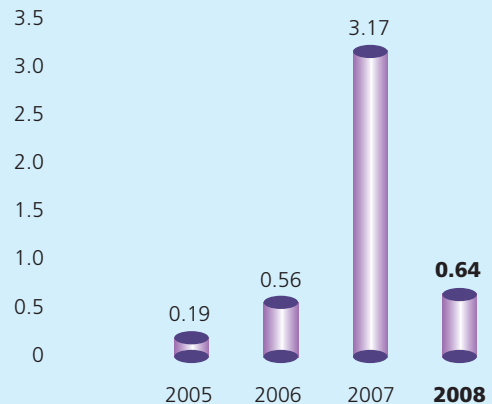
(HK\$ million 百萬)



BASIC EARNINGS PER SHARE

每股基本盈利

(HK\$)



Corporate Information

公司資料

Board of Directors

Tang Shuangning	Chairman
Zang Qiutao	Deputy Chairman
Chen Shuang	Chief Executive Officer
Tang Chi Chun, Richard	Chief Financial Officer
Wang Weimin [#]	
Ng Ming Wah, Charles [*]	
Seto Gin Chung, John [*]	
Lin Zhijun [*]	

[#] Non-executive Director

^{*} Independent Non-executive Directors

Company Secretary

Chan Ming Kin

Registered Office

Room 4001, 40th Floor
Far East Finance Centre
16 Harcourt Road
Hong Kong

Principal Bankers

Standard Chartered Bank (Hong Kong) Limited
China Construction Bank Corporation Hong Kong Branch
Hang Seng Bank Limited

Share Registrars

Tricor Secretaries Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

Auditors

KPMG

Website Address

<http://www.everbright165.com>

Stock Code: 165

董事會成員

唐雙寧	主席
臧秋濤	副主席
陳爽	行政總裁
鄧子俊	財務總監
王衛民 [#]	
吳明華 [*]	
司徒振中 [*]	
林志軍 [*]	

[#] 非執行董事

^{*} 獨立非執行董事

公司秘書

陳明堅

註冊地址

香港
夏慤道十六號
遠東金融中心四十樓
四零零一室

主要往來銀行

渣打銀行(香港)有限公司
中國建設銀行股份有限公司香港分行
恒生銀行有限公司

股票登記及過戶處

卓佳秘書商務有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

核數師

畢馬威會計師事務所

網址

<http://www.everbright165.com>

股份代號：165

Chairman's Statement

主席報告

Against a rapidly deteriorating business environment in the wake of volatility and uncertainties in the global financial market, the Group sustained healthy development in 2008 thanks to persistence in its stated strategies, stringent risk controls and prudence in business operation. Credit is also due the shrewd decisions of the Board and the concerted efforts of our dedicated staff.

二零零八年全球金融市場風雲變幻，外部環境急劇惡化。在董事會的正確決策和全體同仁的共同努力下，本集團秉持戰略，防控風險，審慎經營，保持了穩健發展。



Chairman's Statement

主席報告



Against a rapidly deteriorating business environment in the wake of volatility and uncertainties in the global financial market, the Group sustained healthy development in 2008 thanks to persistence in its stated strategies, stringent risk controls and prudence in business operation. Credit is also due the shrewd decisions of the Board and the concerted efforts of our dedicated staff.

We underwent a year of severe challenges in 2008. Developed countries were facing recession while demand in emerging markets lost steam as the effect of the international financial crisis rippled through day-to-day economic activities, resulting in significantly undermined momentum for economic growth. In China, the Central Government addressed the global financial crisis and the aftermath of the devastating natural calamities in a composed manner, while enjoying huge success in hosting the Beijing Olympic Games. Steady economic growth was sustained, as was social harmony and stability. The Central Government implemented bold measures to stimulate domestic demand in response to the new challenge posed by slowing domestic economic growth and weakened demand from the international market. A pro-active fiscal policy and a moderately relaxed monetary policy were adopted and initial results have been encouraging. In Hong Kong, the SAR Government introduced timely measures to enhance social and economic stability as the local economy took a dive with rising unemployment and plunging stock and property markets.

二零零八年全球金融市場風雲變幻，外部環境急劇惡化。在董事會的正確決策和全體同仁的共同努力下，本集團秉持戰略，防控風險，審慎經營，保持了穩健發展。

二零零八年我們經受了嚴峻的考驗：國際金融危機迅速向實體經濟擴散，發達國家經濟陷入衰退，新興市場需求放緩，經濟增長動力明顯減弱。中國中央政府沈著應對國際金融危機，戰勝特大自然災害，成功舉辦奧運會，經濟保持平穩增長，社會保持和諧穩定。針對內地經濟放緩，外需減弱等新情況新挑戰，中央政府果斷啟動內需，實施積極的財政政策和適度寬鬆的貨幣政策，取得了初步成效。香港經濟下滑，失業率攀升，股市及樓市大幅下挫，港府相機抉擇，社會經濟保持穩定。

Chairman's Statement

主席報告

To face the challenge, the Group adhered to its strategy of developing "large scale asset management business". Complemented by its fee-based business, the Group committed to its primary businesses of asset management and fund management to establish itself as an integrated investment bank. The Group made certain timely divestment at the beginning of the year and adopted measures for risk hedging purposes. As a result, its business remained stable and operating costs were well controlled with no bank borrowings. The Group seized the opportunity to exit from two direct investments at an opportune time and generated a substantial gain. Furthermore, we successfully set up a platform for real estate investment management in the Mainland by acquiring "ALAM" at a reasonable price. For the Investment Banking Division, the Group completed sponsorships for two successful IPO listings on the Main Board in Hong Kong despite the adverse market sentiment. Under the impact of the exterior environment, income and profit of the Group inevitably declined in 2008. However, we still recorded profit attributable to shareholders of HK\$1.015 billion, representing a decrease of HK\$4 billion compared to that of 2007. A final dividend of HK\$0.12 per share (2007: HK\$0.10 per share) was recommended.

Everbright Securities, the associated company of the Group, ranked within the top 10 among its peers in terms of major business indicators, due to its smooth operation. Its A-share listing application had been approved by the Public Offering Review Committee of China Securities Regulatory Commission ("CSRC") and was rated as a "Grade A, Category AA", currently the highest rating for brokerage firms. Everbright Securities obtained the qualification for a number of innovative businesses and its margin trading and short-selling businesses passed the test conducted by the CSRC. During the year, the asset management division of Everbright Securities made solid progress in terms of operations and its collective wealth management products secured a leading position in the industry.

Everbright Bank, whose shares are held by the Group, reported its best results since commencing business 16 years ago. The quality of the bank's assets was remarkably enhanced with earnings increased and capital sufficiency rate up to par upon completion of the disposal of its historical non-performing assets in bulk. During the period, Everbright Bank submitted its A-Share IPO application to the CSRC.

Looking forward, we will still face substantial challenges in 2009. The worst of the international financial crisis is yet to come and new issues might surface to pose severe threats to the global financial markets. Although there is short-term difficulty for the economy of Mainland China, the fundamental trend of economic development remains unchanged, which augurs well for Hong Kong as well as the world.

面對挑戰，本集團恪守「大資產管理戰略」，致力於資產管理及基金管理業務主體，輔之以收費性業務，打造綜合性投資銀行。本集團於年初及時減持投資，採取各種方式對沖風險，保持了業務的穩定性，經營成本得到良好控制，銀行負債為零。本集團抓住市場時機，及時退出兩個直接投資專案，回報豐厚；以合理價格收購「亞雷投資」，成功設立內地房地產投資管理平台；投資銀行業務把握時機，逆勢有為，成功保薦兩家企業在香港主板上市。儘管受外部環境影響，本集團二零零八年度收入及盈利有一定幅度下跌，但全年仍實現股東應佔盈利港幣10.15億元，比二零零七年下跌港幣40億元，建議派發末期股息每股港幣0.12元（二零零七年：港幣0.10元）。

本集團聯營公司光大證券保持穩健經營，主要經營指標進入同業前十名，A股上市通過中國證監會發行審核委員會審核，並被評為A類AA級券商（目前的最高評級），獲得了多項創新業務資格，融資融券業務通過中國證監會組織的聯網測試。年內光大證券的資產管理業務發展良好，集合理財位於行業前列。

本集團持股的光大銀行在二零零八年取得了建行十六年來最好的經營業績。光大銀行年內在批量處置歷史遺留不良資產後，資產質量明顯改善，盈利水平提升，資本充足水平達標。期內，光大銀行向中國證監會提交了A股公開發行上市申請。

展望二零零九年，我們仍將面對重大的挑戰和考驗。國際金融危機仍未見底，甚至有可能出現新一輪的衝擊波，全球經濟金融形勢十分嚴峻。中國內地經濟儘管出現階段性困難，但經濟發展的基本態勢沒有改變，這對香港乃至全球經濟都將發揮積極作用。

Chairman's Statement

主席報告

We have every confidence in our performance in 2009 as the Board and the management are now in a better position to seize the opportunities and manage the risk in the future given the sophisticated corporate governance framework in place, together with the improved financial position and the enhanced asset quality. The reform and reorganization of China Everbright Group, our parent company, as well as the steady and healthy growth of both Everbright Bank and Everbright Securities laid a solid foundation for the Group's sound and healthy development. Notwithstanding the challenges ahead in 2009, the Group will adhere to its stated development strategy and adopt proactive measures to manage its risks. With a view to establishing the Group as a renowned financial service platform in Mainland China and Hong Kong, we will strive hard to expand the portfolio of assets under management, diversify our business and enhance our corporate image.

Last but not least, I would like to express my sincere thanks to our shareholders, customers, all members of the Board, stakeholders, management and staff at all levels, whose support and dedication has been fundamental to the Group's achievement of satisfactory results during such difficult times.

Tang Shuangning

Chairman

Hong Kong, 26 March 2009

面對二零零九年，我們充滿信心。本集團建立了成熟的治理架構，財務狀況改善，資產質量提升，董事會及管理層把握未來、抵禦風險的能力增強。母公司中國光大集團的改革重組，光大銀行和光大證券的穩健發展，為本集團的健康發展奠定了堅實的基礎。在充滿挑戰的二零零九年，本集團將堅持發展戰略，把控風險，勤勉精進，擴大資產管理規模，創新業務品種，提升公司形象，將本集團建設成為中港知名的金融服務平台。

本集團在過去一年力克時艱，取得了較好業績。本人謹向股東、客戶、董事會成員、社會各界人士、管理層和全體職員的支援和奉獻表示衷心感謝！

唐雙寧

主席

香港，二零零九年三月二十六日

Chief Executive Officer's Report

行政總裁報告



- Upheld the “3+2 Large Scale Assets Management” strategy, Hong Kong operations developed steadily
秉持「3+2大資產管理」戰略，香港業務發展穩定
- Adopted a pragmatic approach and flexible measures to accommodate market changes
以務實的態度及靈活的經營模式應對市場變化
- Established Asset Investment Division to expand existing businesses, be prepared for the recovery of the economy
開拓產業投資以擴大現有業務板塊，為經濟復甦作充份準備
- Adopted a prudent accounting policy, equity share of associate's profits and impairment to the value of certain investment projects were computed according to fairly conservative accounting estimates and judgements
採納審慎的會計政策，計算聯營公司盈利及為部份投資項目計算減值時採用了較為保守的會計估計及判斷
- Maintained a stable dividend policy, aggregate dividend for 2008 is HK\$0.20 (2007: HK\$0.10) per share
維持穩定的派息政策，二零零八年度全年股息為每股港幣0.20元(二零零七年度：港幣0.10元)

Chief Executive Officer's Report

行政總裁報告

Despite the harsh external environment in 2008, Everbright maintained healthy development under the leadership of the Board by adopting prudent and pragmatic management philosophy and flexible and efficient measures. The healthy financial positions and abundant cash provide opportunities for the Group to further develop during the market trough.

Results of the Group

The global financial markets went through a very tough year in 2008. The financial tsunami triggered by the US subprime crisis sent shock waves around the world. The global financial markets dropped considerably and changed fundamentally. Although the financial systems have resumed stability to some degree in light of the rescue packages launched by various governments, the volatility in the financial markets has already dealt a severe blow to the real economy. Facing the rapidly deteriorating external environment, the Group managed to find opportunities to reduce market exposures and succeeded in mitigating the impact from the market downturn. For the year ended 31 December 2008, the Group's profit attributable to shareholders amounted to HK\$1,015 million, a decrease of 80% compared to the same period last year, while its earnings per share were HK\$0.639, a decrease of 80% compared with the same period last year.

Hong Kong operations

In 2008, the Group's Hong Kong operations were affected by the adverse market conditions and suffered, but maintained a sound overall financial position. In addition to existing divisions of direct investment, asset management, investment banking and securities brokerage, the Group set up a new platform for asset investment. For 2008, the total operating income of the Group amounted to HK\$343 million, representing a decrease of 53% compared with the same period last year. The profit before tax of our Hong Kong operations was HK\$703 million, representing a decrease of 57%. Total outgoings reached HK\$377 million, representing a decrease of 37%, of which staff costs accounted for HK\$211 million, representing a decrease of HK\$89 million compared with the same period last year. The decline was mainly due to reduction in staff incentive bonus, which was in line with the drop in financial results. Total cost-to-income ratio stood at 28.1%, representing an increase of 1.2% compared with 26.9% for the prior year.

面對嚴峻的外部環境，光大控股在董事會帶領下，於二零零八年以穩健務實的管理理念和靈活高效的經營模式，保持了健康的發展。而健康的財務狀況和充足的現金也為本集團再一次利用市場低潮進行拓展提供了條件。

經營業績

二零零八年是環球金融市場非常困難的一年。美國次按危機引發的金融海嘯席捲全球，環球金融市場出現大幅下挫，金融行業的生態出現根本性變化。雖然在各國政府的救市行動下，金融體系有所穩定，但金融市場的波動已對實體經濟造成嚴重影響。本集團面對急劇惡化的外部環境，準確把握時機，及時降低市場風險，緩解了所受的衝擊。截至二零零八年十二月三十一日止年度，本集團實現股東應佔盈利港幣10.15億元，比去年減少80%，每股盈利港幣0.639元，比去年減少80%。

香港業務

二零零八年，本集團香港業務整體經營情況受艱難的市況影響，出現一定程度的下滑，但仍保持了健康的財務狀況，並在原有的直接投資、資產管理、投資銀行及經紀業務基礎上，建立起產業投資業務平台。本集團二零零八年營業收入為港幣3.43億元，比去年減少53%；香港業務實現稅前盈利港幣7.03億元，減少57%；各項支出總額為港幣3.77億元，減少37%，其中員工費用港幣2.11億元，比去年減少港幣0.89億元，主要為根據業績支付員工的激勵機制費用相應下降；總成本率為28.1%，比去年的26.9%上升1.2個百分點。

Chief Executive Officer's Report

行政總裁報告

Hong Kong operations (continued)

Under the abruptly deteriorating external environment, the Group was still able to attain fairly satisfactory performance in its Hong Kong operations. It shows that the Group is capable of grasping market opportunities, and that its increasingly strong abilities in business development and risk control are paying off.

- The Direct Investment Division continued to be the Group's main source of profits. Certain investee companies (which have been listed) saw significant fall in value. Its annual profit before tax was HK\$390 million, a decrease of 49% over the corresponding period last year. The direct investment team has demonstrated its insight into the market. Seizing the opportunities in early 2008, Seabright China Special Opportunities (I) Limited ("SOF I"), which is managed by the Group, disposed of some of the investments held, locking in profits and realising a large amount of cash. China Special Opportunities Fund, L.P. ("CSOF") and the "parallel investment fund" are in their investment period. The investment team had considered hundreds of potential investment projects with a cautious and prudent approach during the year. While continuing to identify good investment opportunities, the team did not make any new investment and effectively avoided market risks. The businesses of the investee projects of SOF I and CSOF are performing well, one of which has been approved by the Stock Exchange of Hong Kong and looking for an opportunity to go public. However, the overall market dropped significantly. That caused impairment to the book value of some projects, which was taken through to the income statement. The impairment was done according to the accounting standards and does not relate to any asset disposal or cash flow. During the period, the venture capital fund formed between the Group and Beijing Zhongguancun, and the venture investment company in Shenzhen, had explored market opportunities and invested into three projects.
- Dragon Fund, which is managed by the Asset Management Division, suffered from the persistent market downturn and recorded a significant loss in the first half of 2008. It responded quickly by installing a new management team and investing more prudently. It effectively reduced the market risks and basically broke even during the second half of the year, which was an even harsher period. For the year, the Asset Management Division recorded a loss of HK\$150 million, compared to the profit of HK\$304 million for the corresponding period last year. The size of Dragon Fund was HK\$670 million as at the end of 2008 with a return rate of -23.5% for the period, outperforming the Hang Seng Index which registered a decline of 48.3% for the same period.

香港業務(續)

在外部環境急劇惡化情況下，本集團香港業務仍然取得較好業績，顯示出本集團對市場時機的良好把握能力，以及業務發展和風險控制能力日趨成熟所取得的成效。

- 直接投資業務繼續成為本集團的重要盈利來源。部份已上市投資項目出現降價，全年錄得稅前盈利港幣3.90億元，比上年同期下跌49%。直接投資團隊顯示出良好的市場閱讀能力，所管理的「中國特別機會基金I」(SOF I)抓住二零零八年初的良好時機，出售所持部份投資項目，及時鎖定利潤並收回大量現金。「中國特別機會基金II」(CSOF)及其「平行投資基金」正處於投資期，管理團隊於年內保持冷靜和審慎態度，走訪上百個潛在投資項目，在繼續跟進和發掘良好投資機會的同時，未再新增投資，有效迴避了市場風險。雖然SOF I及CSOF已投資項目的經營情況良好，其中一個項目已通過香港聯交所的審核，正視時機推進公開上市的工作，但由於市場估值的下降，導致部份項目出現賬面減值，並反映在本期財務損益表中。但此部份減值僅根據現行會計準則的要求做出，並不牽涉任何資產處置或現金流負面狀況。期內，本集團與北京中關村合資的創投基金及在深圳的創投公司亦多方發掘市場機會，並進行了三個項目的投資。
- 資產管理業務所管理的「龍騰基金」受大市持續下滑影響，在二零零八年上半年錄得較大損失，其後及時引進新的管理團隊，採取更為穩妥的投資方式，有效減少市場風險，在市況更為艱難的下半年基本持平。期內，資產管理業務錄得虧損港幣1.50億元(去年盈利港幣3.04億元)，「龍騰基金」截止二零零八年底的規模為港幣6.70億元，回報率-23.5%，優於同期恒指48.3%的跌幅。

Chief Executive Officer's Report

行政總裁報告

Hong Kong operations (continued)

- To fully utilise our expertise and strength in the Mainland, the Group set up the Asset Investment Division in 2008, targeting the further development of its asset investment in such areas as real estate, infrastructure and resources in the Mainland. In October 2008, the Group acquired a 51% stake in ALAM (later renamed as "Everbright ALAM"), thereby successfully establishing a platform for investing and managing real estate projects in the Mainland. With a total of US\$110 million worth of assets under its management, including two real estate investments, Everbright ALAM has operating units in both Beijing and Hong Kong. During the period, the Asset Investment Division participated in the setting up of the Shanxi Resources Fund and signed an agreement to join Shanxi Zhaohui Resources Fund Management Company as a shareholder.
- Notwithstanding the shrinking market demand and negative investment sentiments, the Investment Banking Division has actively developed its business and signed several IPO sponsor agreements with various enterprises. With strong project organising skills, it successfully sponsored the listing of Vitar International and Strong Petrochemical on the Hong Kong Main Board during the second half of 2008. During the period, the Investment Banking Division undertook the underwriting and placing functions of 12 corporate exercises, and acted as a financial advisor in 21 projects, recording a profit of HK\$5.65 million, a decrease of 82% over the corresponding period last year.
- In the Brokerage Division, retail clients continued to be the major source of business. Under the influence of the current market atmosphere, the trading volume of the Hong Kong stock market decreased substantially and IPO activities almost came to a halt during the year. As a result, commissions from clients, margin financing and interest income from IPO-related loans dropped considerably. The brokerage business recorded an annual pre-tax profit of HK\$72.2 million, a drop of 66% over the corresponding period last year. During the period, the Group set up a new securities and wealth management branch in Hung Hom to provide better service to clients.

香港業務(續)

- 為充分利用在內地投資領域的專長和優勢，本集團在二零零八年正式設立了產業投資部門，進一步拓展在內地房地產、資源、基礎建設等領域的產業投資基金業務。本集團於二零零八年十月收購了亞雷投資(後改稱「光大亞雷」)51%股權，成功建立在內地的房地產投資及管理平台。光大亞雷目前共管理1.1億美元資產(兩個房地產投資項目)，在北京和香港兩地設有運作機構。期內，產業投資部參與了山西能源基金的籌建，並簽署了入股山西朝暉能源基金管理公司協議。
- 投資銀行業務面對萎縮的市場需求和負面的投資氣氛，積極拓展項目上市保薦工作，與多家企業簽署上市保薦協議，並在二零零八年下半年成功保薦威達國際和海峽石化兩家公司在香港主板上市，體現了良好的項目運作能力。期內，投資銀行業務還參與了12個項目的承銷和配售，並擔任21個項目的財務顧問，共錄得盈利港幣565萬元，比上年下跌82%。
- 經紀業務仍以零售客戶為主要業務來源，受市場氣氛影響，年內香港股市成交量顯著減少，新股上市接近停頓，導致客戶佣金及保證金貸款和新股IPO貸款利息收入亦明顯減少，經紀業務全年錄得稅前盈利港幣7,220萬元，比上年減少66%。期內，本集團在紅磡新設證券交易及財富管理分行，為客戶提供更便捷的服務。

Chief Executive Officer's Report

行政總裁報告

Hong Kong operations (continued)

- Being a necessary supplement for enhancing the Group's return on capital, strategic investment has brought significant economic benefits to the Group over the past decade. During the year, having considered the market conditions and the forecast of the investee enterprises, the Group reduced its strategic investment portfolio size and in so doing effectively mitigated the impact arising from the drop in return of other divisions, reporting a profit of HK\$811 million, a growth of 736% over the corresponding period last year.

With the tremendous volatility in the financial market, proper internal control is crucial for the sustainable development of an enterprise. During the year, the Group revised the written mandates of the Board and the management committee, further defining the scope of duties and terms of reference of the two bodies. That allowed the management to react to market conditions promptly and to take timely measures under proper authorisation. The Group attaches great importance to risk management and set up the position of "Chief Risk Officer", who is responsible for monitoring risks and is directly accountable to the Audit and Risk Management Committee of the Board.

The Group was also keen in enhancing its relationship with investors, and took the initiative to cooperate with major financial institutions, which led to a noticeable increase in research reports on the Group. The Group made great efforts in attracting and retaining high calibre staff, adjusted the staff structure during the year to cope with our business development plan, recruited professionals of international vision, and maintained a low staff turnover rate.

In addition, the Group continued to pursue its brand-building strategy. Building on the foundation laid in the previous year, the Group worked with world-renowned public relations agencies to revamp the existing brand management structure and successfully enhanced the Group's corporate image through a series of promotional tactics such as a new company website.

香港業務(續)

- 策略投資作為提升本集團資本回報的必要補充，在過去十年為本集團帶來良好經濟效益。期內，本集團視市場時機和所投資項目的行業發展前景，大量減持所持策略投資項目，有效緩解其他業務回報下滑帶來的影響，錄得盈利港幣8.11億元，比去年增長736%。

面對急劇波動的金融市場，良好的內部管理是確保企業得以持續發展的基礎。本集團在期內全面修訂了董事會及管理委員會的授權綱要，進一步釐清了董事會和管理委員會的工作職能和權責範圍，使管理層可以在明確授權下，針對市場情況及時採取措施。本集團為提升風險控制水準，增設「風險總監」一職，全面負責風險監察職能，並向董事會審核及風險管理委員會直接作出匯報。

本集團亦在年內積極推動改善投資者關係的工作，主動與各大金融機構進行合作，對本集團的研究報告明顯增加。本集團一如既往重視高素質人材的挽留和吸引工作，在年內進一步調整人員結構，配合本集團的業務拓展計劃，引進多位具有國際視野的專業人士加入，整體人員流失率保持下降趨勢。

此外，本集團持續推動既定的品牌戰略，在前一年的基礎上，通過與國際知名公關公司的合作，全面重整現有的品牌管理體系，通過新公司網站等一系列對外宣傳材料的應用，有效改善了本集團的對外形象。

Chief Executive Officer's Report

行政總裁報告

Everbright Securities

In 2008, under the influence of the economic downturn both in Mainland China and overseas, the securities market in the Mainland dropped significantly and the trading volume continued to decrease. The income generated by the securities industry fell sharply compared with the previous year.

Under such influence, the total annual income of Everbright Securities Company Limited, a 39.31% associated company of the Group, amounted to RMB4.83 billion, and the profit after tax of RMB1.19 billion was recorded in accordance with the Hong Kong Financial Reporting Standards, a decrease of 76% over the corresponding period last year. Commissions from the brokerage business, proprietary securities trading, issuance of warrants, asset management, interest and other income accounted for 62%, 1%, 3%, 13%, 17% and 4% of the total income respectively. During the period, the market share of Everbright Securities' equity and fund unit brokerage business was 3.29%, ranking the 9th in the Mainland. Its investment banking business ranked 12th and 10th respectively in terms of the number of issues and the amount of capital raised for equity securities, and was among the top ten in terms of other major sales benchmarks.

The asset management business continued to develop. "Everbright Sunshine 3", a collective asset management product, was successfully launched amid adverse market conditions. In 2008, Everbright Securities obtained three business qualifications: the Qualified Domestic Institutional Investor (QDII); the Stock, Index and Futures Introducing Brokers (IB); and the Pilot Direct Investment Business. The margin trading and short-selling business also passed the networking test run organised by the CSRC. Meanwhile, it was rated as a "Grade A, Category AA" brokerage house in the Mainland, which is presently the highest rating for brokerage houses in the Mainland. It has provided a solid foundation for Everbright Securities to launch various innovative businesses and to develop healthily and comprehensively.

On 30 June 2008, Everbright Securities' application for A-share IPO was approved by the CSRC. Being the first brokerage house approved for an IPO in the Mainland in the past five years, Everbright Securities will seize the favourable opportunity and go public as soon as practicable.

As at 31 December 2008, Everbright Securities has set up 78 sales offices and 16 securities services offices nationwide.

光大證券

二零零八年，受中國經濟下滑及海外金融市場動盪影響，內地證券市場顯著下挫，成交額持續減少，整體證券行業的收入較上一年普遍大幅回落。

受此影響，本集團持股39.31%的聯營公司光大證券股份有限公司全年總收入為人民幣48.3億元，根據香港財務報告準則調整後錄得稅後利潤人民幣11.9億元，比去年減少76%，其中經紀業務佣金、自營證券、權證創設、資產管理、利息及其他收入分別佔總收入的62%、1%、3%、13%、17%及4%。年內，光大證券經紀證券及基金業務的市場佔有率為3.29%，內地排名第9位，投資銀行業務發行家數和資金募集量分居市場第12位和第10位，其餘主要營業指標均進入同業前十名。

資產管理業務持續發展，「光大陽光3號」集合資產理財產品在市場低迷情況下仍順利發行。光大證券在二零零八年獲得了合資格境內機構投資者(QDII)、股指期貨中間介紹業務(IB)、直接投資業務試點三項業務資格，融資融券業也順利通過了中國證監會組織的聯網測試，同時在內地的分類監管評級中被評為A類AA級券商，這是目前內地券商的最高評級，為光大證券爭取各類創新業務，推動整體健康發展打下堅實基礎。

二零零八年六月三十日，光大證券A股上市申請工作順利通過中國證監會發行審核，為五年來內地首次批准券商IPO，光大證券將抓住有利的時機，盡快實現上市。

截至二零零八年十二月三十一日，光大證券在全國設立了78家營業部和16家證券服務部。

Chief Executive Officer's Report

行政總裁報告

Everbright Bank

In 2008, Everbright Bank (whose 6.23% stake is held by the Group) disposed of its historical non-performing assets on a wholesale basis, successfully offsetting the historical accumulated losses. The capital adequacy ratio met the increasingly stringent regulatory requirement and subordinated debts were issued, details of which were officially recorded in its annual report for the year. During the period, the development of various businesses under Everbright Bank was on the right track and the quality of assets continued to improve. As at 31 December 2008, from the unaudited accounts (applicable to all below) based on the accounting standards of the Mainland, the total assets of Everbright Bank amounted to RMB851.8 billion and the loan balance of RMB468.5 billion, respective increases of 15.2% and 12.3% compared to those at the beginning of the year. Profit after tax amounted to RMB7.32 billion, an increase of 45.2% from the corresponding period last year. Everbright Bank also completed the packaged sale of non-performing assets of RMB14.2 billion and the issuance in three tranches of subordinated debts of RMB13 billion. The balance of non-performing loans was reduced to RMB9.4 billion, and the non-performing loan ratio stood at 2.0%, representing a decline of 2.5% over the beginning of the year. Credit allowance coverage was 150.1%, representing an increase of 58.5% over the beginning of the year.

During the period, the application for public listing of Everbright Bank's A-shares achieved considerable progress. The board of directors and shareholders of Everbright Bank passed the relevant resolutions approving the listing. The application for listing was formally submitted to the Mainland regulatory authorities in early June and is awaiting their approval.

Financial Position

As at 31 December 2008, the Group's financial positions are as follows:

- The total assets of the Group amounted to approximately HK\$15.1 billion, comprising cash on hand of approximately HK\$4.4 billion. The Group has a very healthy current ratio of 4.6 to 1. Apart from trade liabilities in the ordinary course of business, the Group has no material liabilities at present. The Group's committed borrowing facilities amounted to approximately HK\$170 million. The Group's gearing ratio (computed as the Group's total interest bearing liabilities divided by shareholders' fund) was 0% (2007: 0%).
- The Group had no material exposure to foreign exchange fluctuations other than assets denominated in Renminbi.

光大銀行

二零零八年，本集團持股6.23%的光大銀行批量處置歷史遺留的不良資產，成功彌補歷史累計虧損，並通過發行次級債等方式，使資本充足率隨著監管要求的不斷提高而及時達標，並於年內正式出具了年報。期內，光大銀行各項業務發展良好，資產質量持續好轉。截止二零零八年十二月三十一日，根據內地會計準則之未經審核賬目(下同)，光大銀行總資產為人民幣8,518億元，貸款餘額人民幣4,685億元，分別比年初增長15.2%和12.3%；實現稅後利潤人民幣73.2億元，比去年同期增長45.2%。期內，光大銀行完成打包出售不良資產人民幣142億元，三次成功發行次級債共人民幣130億元，不良貸款餘額降至人民幣94億元，不良貸款比率為2.0%，比年初下降2.5個百分點，信貸撥備覆蓋率為150.1%，比年初提高58.5%。

期內，光大銀行A股公開發行上市工作取得重大進展。光大銀行董事會和股東大會已通過相關上市議案，於6月初正式向內地監管部門遞交了上市申請，目前正等待監管部門的審批。

財務狀況

於二零零八年十二月三十一日，本集團的財務狀況如下：

- 總資產約港幣151億元，其中現金總額約港幣44億元。本集團於年底的流動比率處於非常健康的水平，為4.6:1。除日常業務營運的流動負債外，本集團目前並無主要負債，已承諾借貸額度約為港幣1.7億元。以附帶利息之負債與股東權益總額為計算基準，負債資本比率為0% (二零零七年：0%)。
- 除以人民幣為基礎的資產外，本集團並無重大之外匯風險。

Chief Executive Officer's Report

行政總裁報告

Financial Position (continued)

- None of the Group's listed securities was pledged.
- The Group did not have any material contingent liabilities. The Group had provided guarantees in respect of loans extended to its subsidiaries totalling approximately HK\$170 million. There was no outstanding borrowing by any subsidiaries of the Group.
- The Group provided guarantees to financial institutions in respect of trading limits provided by them to its subsidiaries which are engaged in the businesses of leverage forex trading and derivatives trading. The amount of such guaranteed liabilities varies according to the value of transactions.

Risk Management

Risk management is of fundamental importance to the business operation of the Group. The major types of risk inherent in the Group's business are credit risk, liquidity risk, interest rate risk and foreign currency risk. The Group's risk management objective is to maximise shareholders' value and reduce volatility in earnings while maintaining risk exposures within acceptable limits.

The Group's work in the area of risk management is led by the Risk Management Group and the Credit Group and the Risk Management and Compliance Department thereunder. This functional structure can assess, identify and document the Group's risk profile and ensure that the business units focus, control and systematically avoid potential risks in various areas of business. On 1 January 2009, the Group set up a new post of Chief Risk Officer to oversee risk management and internal control of the Group. The following is a brief description of the Group's approach in managing these risks.

(a) Credit risk

The Group's credit risk is primarily attributable to advances to customers, trade and other receivables, debt investments and unlisted derivative financial instruments. In respect of advances to customers, the Group requires collateral from customers before advances are granted. The amount of advance permitted depends on the quality and value of collateral provided by the customer. Any subsequent change in value, as well as quality, of collateral is closely monitored in order to determine whether any corrective action is required.

財務狀況(續)

- 本集團並沒有就銀行貸款額度作出上市證券抵押。
- 本集團並無任何重大或然負債。本集團對屬下附屬公司做出的借款擔保合共約港幣1.70億元，本集團屬下之附屬公司並未作出任何相關借款。
- 本公司為參與槓桿外匯交易及參與衍生工具買賣之附屬公司的交易額度向金融機構提供擔保。該擔保額度根據與金融機構產生之交易額而變動。

風險管理

風險管理是本集團業務運作的基礎。本集團業務的主要內在風險包括信貸風險、流動資金風險、利率風險和外匯風險。本集團的風險管理目標是爭取股東價值最大化及減少盈利的波幅，同時確保風險控制在可接受的水準之內。

本集團的風險管理工作是由風險管理小組、信貸小組與在兩者指導下的風險管理及監察部執行。該架構可評估、識別及紀錄本集團之風險，以及確保業務部門關注、控制並系統地規避業務上可能發生的各方面風險。二零零九年一月一日起，本集團新設立「風險總監」一職，統籌本集團的風險管理及內部監控工作。以下就本集團如何管理上述各項風險的方法作出簡述。

(a) 信貸風險

本集團之信貸風險主要源自客戶借款、應收及其他賬款、債務投資工具與非上市衍生金融工具。關於客戶借款，本集團會要求客戶提供抵押品才批准借款。所容許之借款金額則視乎抵押品之質素與價值。抵押品日後之質素與價值變動亦會受緊密監察，如有需要將採取修正行動。

Chief Executive Officer's Report

行政總裁報告

Risk Management (continued)

(a) Credit risk (continued)

Trade and other receivables mainly arise from the Group's brokerage business and investment activities. Receivables from securities brokerage customers and brokers are normally due two days after the trade date while deposits with brokers are repayable on demand. The Group has established procedures in the selection of brokers with sound credit ratings or reputation.

Investments in debt instruments and unlisted derivative financial instruments are also governed by whether the issuers and the trade counterparties respectively have sound credit ratings.

The Group has well defined policies in place on the setting and approval of trading, credit and investment position limits in order to manage its credit risk exposure and concentration. As at the balance sheet date, the Group does not have a significant concentration of credit risk other than:

- (i) the provision of advances to customers, which are collateralised by unlisted debt securities issued by issuers with sound credit ratings, of approximately HK\$117 million (2007: approximately HK\$241 million);
- (ii) a margin collateral deposit of a remaining notional amount of HK\$354 million with a reputable financial institution with sound credit rating; and
- (iii) the provision of advances of RMB200 million to customers (2007: Nil) which are secured by residential use leasehold lands in the Mainland.

The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset, including derivative financial instruments, in the balance sheet date deducting any impairment allowance. Except for the corporate guarantee mentioned earlier, the Group does not provide any other guarantees which would expose the Group or the Company to credit risk. The maximum exposure to credit risk in respect of the corporate guarantee at the balance sheet date amounted to HK\$170 million, as set out in note to the financial statements 32(a). Further quantitative disclosures in respect of the Group's exposure to credit risk arising from advances to customers are set out in note to the financial statements 18.

風險管理(續)

(a) 信貸風險(續)

應收及其他賬款主要來自本集團之經紀業務及投資活動。證券經紀業務客戶應收款於交易後兩個工作天到期，而經紀商之應收款則可隨時要求償還。本集團已有既定程序選擇有優良信貸評級或信譽之證券商作為交易對手。

債務工具與非上市衍生金融投資亦同樣要求發行商與交易對手有優良信貸評級。

本集團有明確之政策以訂定及審批交易、信貸及投資額度限額以控制所面對之信貸風險程度與集中度。於年結日，本集團除下述項目外，並沒有明顯集中的信貸風險：

- (i) 客戶借款約港幣1.17億元(二零零七年：約港幣2.41億元)以優良信貸評級者發行之非上市債權證券為抵押；
- (ii) 一項存放於有信譽及良好財務評級的金融機構作為金融工具保證金，其餘額為港幣3.54億元等值；及
- (iii) 客戶借款人民幣2億元(二零零七年：無)，並以內地住宅用途之地塊作為抵押。

未計算所持抵押品之最高信貸風險是金融資產的價值，包括衍生工具，於年結日扣除任何減值撥備，除了前述的集團所提供公司擔保，本集團並沒有提供其他擔保而擴大本集團的信貸風險。於年結日，最高信貸風險是本集團所提供港幣1.7億元的公司擔保，並於財務報表附註32(a)內披露。因客戶借款引致本集團的信貸風險，於財務報表附註18以數位披露。

Chief Executive Officer's Report

行政總裁報告

Risk Management (continued)

(b) Liquidity risk

The Group's policy is to regularly assess current and expected liquidity requirements and to ensure that it maintains reserves of cash, readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

(c) Interest rate risk

The Group monitors its interest rate exposure regularly to ensure that the underlying risk is monitored within an acceptable range. Most of the Group's interest bearing assets and liabilities are on a floating rate basis with maturity of one year or less.

The Group's interest rate risk arises from advances to customers and bank balances.

(d) Foreign currency risk

The Group's exposure to foreign exchange risk primarily stems from holdings of monetary assets and liabilities denominated in foreign currencies, leveraged foreign exchange trading and net investment in foreign subsidiaries and associates. As most of the Group's monetary assets and liabilities and net investment in foreign subsidiaries and associates are denominated in Hong Kong dollars, United States dollars or Renminbi, the management does not consider there to be any significant currency risk. The Group has a policy not to maintain a significant net position on leveraged foreign exchange trading and the underlying exposure is monitored on a continuing basis.

Overall, the management monitors the Group's foreign currency exposure closely and would consider hedging significant currency exposure should the need arise.

風險管理(續)

(b) 流動資金風險

本集團的政策是對即時及預期之流動資金需求作出定時估計，確保維持足夠之現金與可供出售變現上市證券，並有來自主要金融機構充足之資金額度承諾，藉以應付短期與長期的流動資金需求。

(c) 利率風險

本集團對利率風險經常作出監控以確保有關風險是控制在可接受水準之內。本集團大部分產生利息的資產與負債皆是基於浮動利率，而到期日為一年或以下。

本集團之主要利率風險為客戶借款及銀行結餘。

(d) 外匯風險

本集團之外匯風險主要來自貨幣資產與負債之結餘、槓杆外匯交易及海外附屬公司與聯營公司之淨投資。本集團大部分之貨幣資產與負債及海外附屬公司與聯營公司之淨投資均為港幣、美元或人民幣面值，管理層並不預期當中涉及重大外匯風險。對槓杆外匯交易，本集團之政策是不保留大額之淨持倉，而有關持倉風險亦會不斷受到監控。

總體而言，管理層對本集團之外匯風險是作出緊密的監視，在有需要時會考慮對重大外匯的涉險值進行對沖行動。

Chief Executive Officer's Report

行政總裁報告

Employees

As at 31 December 2008, the Group had 215 employees. Total staff costs for the year under review amounted to approximately HK\$211 million as noted in the consolidated income statement. The Group ensures that the remuneration packages for employees are fair and competitive and employees' remuneration (including salaries and bonuses) is linked to their performance. Discretionary year end bonuses may also be paid to employees based on individual performance. Other benefits to employees include medical insurance, retirement schemes and training programs. Directors and eligible employees of the Company may be granted share options to subscribe for shares in the Company in accordance with the terms and conditions of the share option scheme approved by the Company at the extraordinary general meeting held on 24 May 2002.

Prospects

Over the past year, the significant fluctuation in financial market has had a huge negative impact on the global economy. Although a series of rescue packages have been launched by various countries, the effects on the economies brought by the financial tsunami will manifest in 2009. More time will be needed to recover from the credit crunch of the financial system and enterprises. The financial and economic fundamentals in China are far healthier than elsewhere, and the government has reduced the interest rates and increased capital investment to stimulate the economy. However, it is the first time for developed countries, such as the US, the EU and Japan, to experience economic slowdowns (if not recessions) at the same time, and China may be badly hit as its export sector plays an important role in its economy. China might record the lowest economic growth in ten years before those measures take effect. In conclusion, we are cautious about the prospects in 2009, but remain optimistic over the economic development of China in the long run.

After years of integration, the Group has strategically defined itself as "an integrated investment bank with asset management and fund management as primary segment and fee-based operations as complementary segment", focusing on direct investment, asset management and asset investment, while at the same time growing the fee-based business comprising investment banking (corporate finance) and securities brokerage (wealth management). The "3+2" structure is the foundation of building up the Group's business. We will make use of our networks, capital and investment experiences gained in the Mainland together with the injection of a reasonable amount of internal resources to attract external capital. In addition, we aim to further increase the stable management fee income and investment yields through enlarging the scale of asset under management, expanding product range and widening the clientele. Meanwhile, strong risk management capability and a healthy balance sheet could also lay a solid foundation for the development of the Group in 2009.

僱員

本集團於二零零八年十二月三十一日擁有僱員215名。於回顧期內之總員工成本約為港幣2.11億元並已列載於綜合損益表內。本集團薪酬制度公平及與市場相若，員工薪酬(包括薪金及花紅機制)按表現釐定。本集團亦會按僱員之個別表現，酌情向僱員發放年終花紅。員工福利亦包括醫療保險、退休計劃及培訓計劃。本公司董事及合資格僱員可能獲授根據公司於二零零二年五月二十四日股東特別大會上採納之認股權計劃之條款及條件發出之認股權以認購本公司之股份。

展望

過去一年金融市場的巨幅波動已對環球經濟造成巨大的負面影響，儘管各國出台了一系列的挽救措施，但金融海嘯對實體經濟的衝擊仍將在二零零九年全面浮現，尤其是金融體系及企業信用的缺失，使經濟復甦需要更長的時間。儘管中國的財政和經濟狀況遠好於外圍，並且政府及時出台了降低利率及擴大投資等刺激經濟方案，但由於美國、歐盟、日本等各發達國家在數十年來首次同時出現經濟放緩甚至衰退，使出口經濟佔重要地位的中國受到重大影響，在各類措施逐步取得成效之前，中國有可能出現近十年最低的經濟增長。總體而言，我們對二零零九年的形勢持審慎態度，但對中國的長期經濟發展仍保持樂觀。

本集團經過幾年的整合，在戰略上已明確「以資產管理及基金管理業務為主體，收費性業務為補充的綜合性投資銀行」，集中發展直接投資、資產管理、產業投資業務，並形成與投資銀行(企業融資)和經紀業務(財富管理)等收費性業務共同發展的格局。這個「3+2」的格局已成為推動本集團業務拓展的基礎。我們將利用本集團的網絡、資金和在內地的投資經驗，以適量內部資源吸引外部資金，通過擴大資產管理規模、增加產品種類及擴大客戶群，進一步增加穩定的管理費收入及投資收益。與此同時，良好的風險管理能力和健康的資產負債狀況也為本集團在二零零九年的拓展打下堅實基礎。

Chief Executive Officer's Report

行政總裁報告

Prospects (continued)

SOF I, under the management of the Direct Investment Division, will continue to promote the development and listing of its investee projects and reap profits by divesting as and when opportunities arise. CSOF and the "parallel investment fund" will continue to demonstrate their expertise and grasp the opportunity to speed up the investment process and identify prime investment opportunities at reasonable prices.

The Asset Management Division will further consolidate its existing management team, strive to launch new investment products and expand the scale of asset under management.

In respect of the Asset Investment Division, Everbright ALAM is establishing a fund targeting real estate projects in Mainland China, which is expected to have significant progress within the first half of the year. At the same time, it is proactively approaching overseas partners with fund management expertise for the preparation of the infrastructure funds.

Regarding the Investment Banking Division, in addition to the sponsorship of IPO projects, certain businesses that are less sensitive to market fluctuations will also be developed, including asset valuation services, due diligence services and financial advisory services for merger and acquisitions and corporate restructuring, to bring in stable income.

The Brokerage Division will complete the upgrading of its online trading system to expand the system's processing capacity and enhance communication with Everbright Securities to strengthen the mutual cooperation between both parties. Further to its established business structure, the Group will continue to seek suitable targets for acquisition at reasonable costs with a view to establishing an operating platform in the Mainland.

With Everbright Securities acting as an important partner of the Group to tap into the securities market in the Mainland, there is ample room for cooperation between both parties. Everbright Securities will continue to speed up the process of its A-share listing, to further enhance its capital strength and fully utilise its remarkable capabilities in risk management and product innovation. In addition it will be actively involved in the preparation for various new businesses, expand its business presence, and commence substantial business partnership with the Group in due course.

展望(續)

直接投資業務管理的「中國特別機會基金I」將繼續推動已投資項目的發展及上市工作，並伺機退出套現；「中國特別機會基金II」及其「平行投資基金」將繼續發揮行業專業能力，在年內把握機會，加快投資步伐，以合理價格發掘良好的投資機會。

資產管理業務將進一步整合現有的管理團隊，爭取在年內推出新的投資產品，擴大資產管理規模。

產業投資方面，光大亞雷正在積極推進中國房地產基金的募集工作，有望在上半年取得階段性進展，同時正在積極接觸海外基金管理合作夥伴，推進基礎建設基金的籌備工作。

投資銀行業務除了繼續維持原有的上市保薦業務外，將會積極發展一些對市場波動敏感度較低的業務，包括資產價值評估服務、盡職調查服務及提供兼併收購、企業重組等財務顧問工作，以帶來穩定的收入。

經紀業務將完成網上交易系統的構建，提升系統處理能力，並加強與光大證券的溝通，推進雙方之間的互惠合作。此外，在已有的業務架構外，本集團將繼續尋找合適的收購對象，在價格合理的前提下，伺機建立本集團在內地運作平台。

光大證券作為本集團參與內地證券市場的重要夥伴，雙方有著非常廣闊的合作空間。光大證券將繼續推進其A股上市進程，進一步增強資本實力，充分利用良好的風險管理和產品創新能力，積極參與各項新業務的準備工作，增設業務網點，並在適當時機與本集團展開實質性的業務合作。

Chief Executive Officer's Report

行政總裁報告

Prospects (continued)

Having undergone restructuring exercises over the years, Everbright Bank has established itself as a national commercial bank with a competitive edge. In line with the economic development plan of Mainland China, Everbright Bank will continue to provide its conventional banking services. At the same time, it will make use of its advantage in wealth management to build up a brand of good quality. As Everbright Bank's operations gather strength and the quality of assets is enhanced, the shareholders' value will be improved.

In 2008, the Group implemented effective risk management and calmly coped with market changes. The management and the executives proved their worth in dealing with the volatility of the markets. The Group's healthy financial position and abundant cash (HK\$4.4 billion) provide opportunities for us to develop amid the declining market. The gradual growth of new divisions such as the Asset Investment Division will bring in more stable income and gain. Further, the economic development and the opening-up of the domestic financial industry in Mainland China will provide more opportunities for the Group's development. We are confident our shareholders will enjoy a better return on investment.

I would like to thank all our clients and shareholders for their support over the past year. The Group is committed to providing convenient, professional and pragmatic financial services, thereby creating greater value for our shareholders and the community.

By order of the Board
Chen Shuang
Chief Executive Officer

Hong Kong, 26 March 2009

展望(續)

光大銀行經過幾年的改革重組，已經成為一家有競爭力的全國性商業銀行。光大銀行將配合國家的經濟發展規劃，在推動傳統銀貸業務的同時，進一步利用其在財富管理等方面的優勢，建立良好的業務品牌。隨著光大銀行經營能力和資產質量的不斷提高，其股東價值將得到更好的體現。

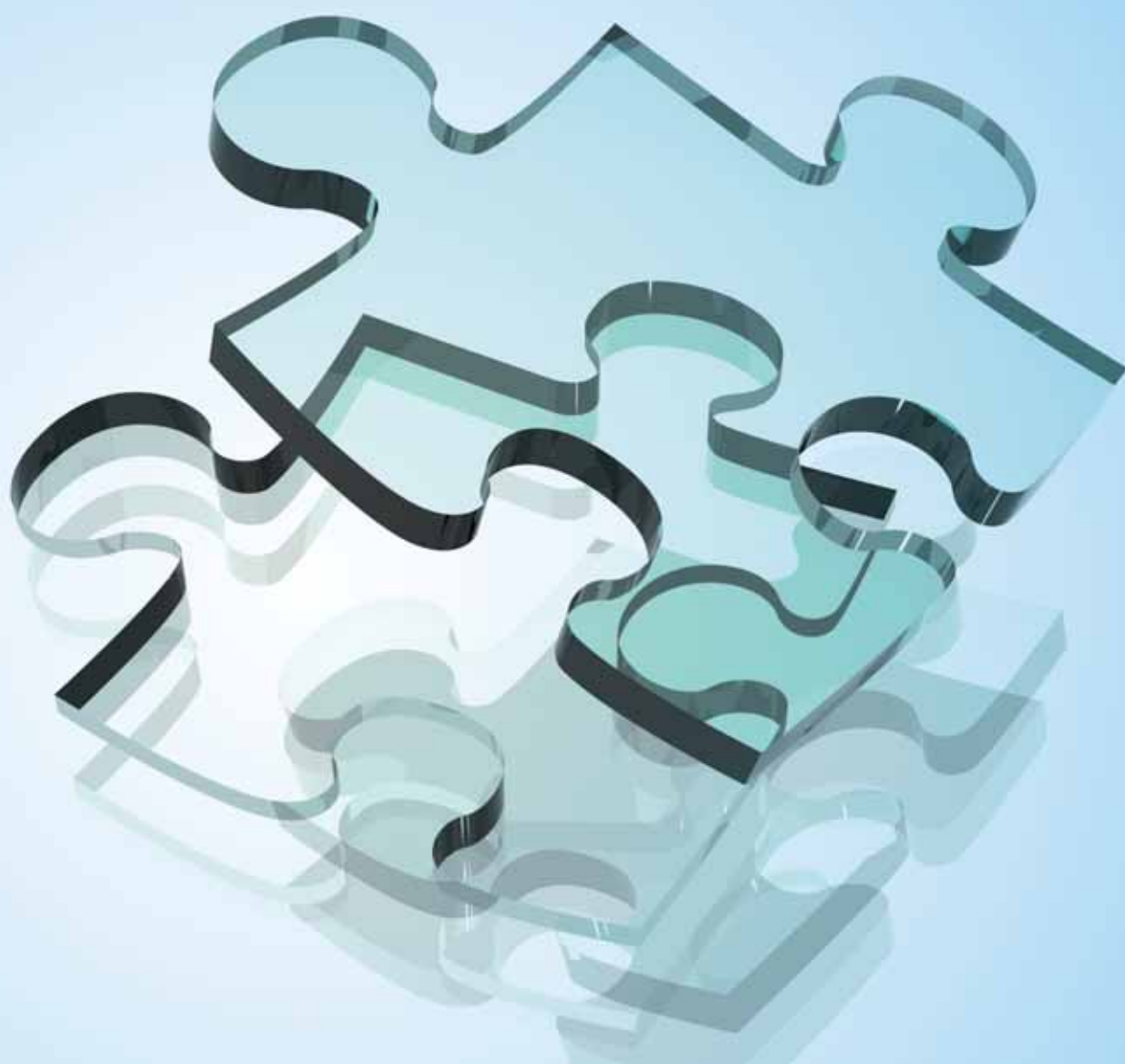
二零零八年是本集團成功實踐風險管理，冷靜應對市場變化的一年，管理層和執行團隊在激烈動盪的市場環境下得到了良好磨練；本集團健康的資產負債情況及高達44億港元的現金，為我們在市場回落期間伺機拓展提供了良好條件；產業投資等新業務的逐步成長將帶來更穩定的收益及增長動力。此外，中國經濟的發展和內地金融業的持續對外開放，將為本集團帶來更多的發展機會，也將為股東們帶來更好的回報，我們對此充滿了信心。

本人在此感謝所有客戶和股東在過去一年對我們的支持，並承諾繼續提供簡便、專業及務實的金融服務，為股東及社會創造更大的價值。

承董事會命
陳爽
行政總裁

香港，二零零九年三月二十六日

Corporate
Governance
Report
企業管治報告



Corporate Governance Report

企業管治報告

Governance Principles and Structure

The Company always aims to comply with established corporate governance best practices, and the core value of the Company is to protect the interests of its shareholders, customers, staff and other stakeholders. It is committed to strictly abide by the laws and regulations of Hong Kong and observe the rules and guidelines issued by the relevant regulatory authorities such as the Hong Kong Securities and Futures Commission and The Stock Exchange of Hong Kong Limited (“the Stock Exchange”). The Company also constantly reviews its corporate governance practices, with a view to measuring up to international and local best practices. One of the core values of the Company is that the highest standard of integrity is essential to business development.

The Board would like to announce that the Company has complied with the Code on Corporate Governance Practices (“the Code”) as set out in Appendix 14 of the Listing Rules for the year ended 31 December 2008.

Board

The Board is at the core of the Company’s corporate governance framework, and there is a clear division of responsibilities between the Board and the Management. The Board is responsible for providing high-level guidance and effective oversight of the Management. Generally, the Board is:

- to approve the Group’s long term strategy and monitor the implementation thereof;
- to review and approve the annual business plan and financial budget;
- to approve the annual and interim reports;
- to review and monitor risk management and internal control;
- to ensure good corporate governance and compliance; and
- to monitor performance of the Management.

管治原則及架構

本公司的既定政策是務求在企業管治範疇中達至最佳的企業管治水平，以保障股東、客戶、員工及其他相關人士的利益，作為本公司的核心價值。為此，本公司致力維持和強化高水準的企業管治。除了嚴格遵守香港有關的法律法規、香港證券及期貨監察委員會及香港聯合交易所有限公司(「聯交所」)等監管機構的各項規定和指引外，本公司不時對其所採用的企業管治實務作出檢討，並力求符合國際和香港有關企業管治最佳慣例的要求。而當中於本公司一直強調的一個關鍵理念是，保持最高操守水準是業務發展的一個必備元素。

董事會謹此宣佈於截至二零零八年十二月三十一日年度內，本公司均遵守了上市規則附錄十四所載之企業管治常規守則(「守則」)。

董事會

董事會作為本公司管治架構核心，與管理層之間具有明確分工。董事會負責給予管理層指引和有效監控。一般而言，董事會負責：

- 確定本集團的長期戰略並監控其執行情況；
- 審批年度業務計劃和財務預算；
- 批准有關年度及中期業績；
- 審查及監控本集團的風險管理及內部監控；
- 確保良好的企業管治及合規；及
- 監察管理層的工作表現。

Corporate Governance Report

企業管治報告

Board (continued)

The Board authorises the Management to carry out the approved strategies. The Management is responsible for the day-to-day operation of the Group and is required to report to the Board regularly. The Board has formulated the Mandate of the Board and the Mandate of the Management Committee respectively, which set out the circumstances under which the Management should report to and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Group. The Board regularly reviews the Mandates, and will update and amend them when appropriate.

To comply with the Code, the positions of the Chairman and the Chief Executive Officer are held by Mr. Tang Shuangning and Mr. Chen Shuang separately. Their roles are distinct and are clearly established and stipulated in the Board Mandate. In short, the Chairman is responsible for ensuring that the Board properly discharges its responsibilities and conforms to good corporate governance practices and procedures. As the Chairman of the Board, he is also responsible for making sure that all Directors are properly informed of important issues which the Company is focusing on and that all directors receive accurate, timely and clear information. He is also responsible for organising the business of the Board, setting its agenda and ensuring its effectiveness. The Chairman facilitates the effective contribution of the directors and the effective communication with the shareholders. Mr. Zang Qiutao as the Deputy Chairman of the Board assists the Chairman to oversee and gives guidance to the Management in order to enhance the functions of the Board. The Chief Executive Officer is responsible for leading the Management and implementing the important policies and development strategies approved by the Board. The Chief Executive Officer is responsible for the day-to-day operation of the Group and regularly reports to the Board.

Taken into account the market practices and international best practices in corporate governance, the Board established 5 Board Committees to carry out its responsibilities. They are the Executive Committee, Audit and Risk Management Committee, Nomination Committee, Remuneration Committee and Strategy Committee. In addition, the Board will, if necessary, authorise an independent board committee comprising all independent non-executive directors to review, approve and monitor the connected transactions (including continuing connected transactions) to comply with the requirements of relevant laws and regulations.

董事會(續)

董事會授權管理層執行已確定的策略方針，由其負責日常營運並定期向董事會報告。為此，董事會分別訂立了董事會授權綱要及管理委員會授權綱要，特別明確了在何種情況下管理層應向董事會匯報，以及在何種情況下代表本集團作出何種決定或訂立何種承諾前應取得董事會批准等。董事會亦定期對這些授權和指引進行重檢，並於適當時作出更新及修改。

為符合守則，本公司主席及行政總裁分別由唐雙寧先生及陳爽先生擔任，兩者之間分工已在董事會的授權綱要中作出明確規定。簡而言之，主席負責確保董事會適當地履行其職能並貫徹良好公司治理常規及程序。此外，作為董事會的主席，主席亦負責確保所有董事均適當知悉當前本公司的重要事項，並及時得到準確及清晰的資訊。主席亦帶領董事會制訂企業目標及有關策略，負責安排董事會事務，擬定會議議程，及確保其有效性。主席並鼓勵董事全力投入董事會事務，以及促進與股東之間有良好的溝通。作為董事會副主席，臧秋濤先生協助董事會主席監督及指導管理層，進一步加強董事會功能。而行政總裁則負責領導整個管理層，在管理層的協助下，推行及落實董事會所採納的重要策略及發展戰略。行政總裁直接負責本集團日常業務營運，並定期向董事會匯報。

董事會在考慮有關的業界做法和公司治理最佳慣例的基礎上，成立了5個董事會轄下的專責委員會，負責協助董事會履行其職責，分別為：執行委員會、審核及風險管理委員會、提名委員會、薪酬委員會及戰略委員會。此外，董事會亦會按需要授權一個完全由獨立非執行董事組成的獨立董事委員會，負責審閱、批准和監控根據相關法律 and 監管規定要求須由董事會批准的關連交易（包括持續性關連交易）。

Corporate Governance Report

企業管治報告

Board Mandate

The Mandate of the Board contains the terms of reference of the Board Committees. The Board Committees make recommendations to the Board on relevant matters within their terms of reference, or make decisions under appropriate circumstances within the power delegated by the Board. Designated secretaries are assigned to all Board Committees to ensure that they have adequate resources to discharge their responsibilities properly and effectively. According to their mandates, the Board and the Board Committees will review and evaluate their respective work processes and effectiveness on an annual basis. The terms of reference of the Board as well as the Board Committees was set out in the Board Mandate and can be accessed via the Company's website.

Currently the Board has 8 members, comprising 4 executive directors, namely, Mr. Tang Shuangning, Mr. Zang Qiutao, Mr. Chen Shuang and Mr. Tang Chi Chun, Richard; 1 non-executive director, namely, Mr. Wang Weimin and 3 independent non-executive directors, namely, Mr. Ng Ming Wah, Charles, Mr. Seto Gin Chung, John, and Dr. Lin Zhijun. Mr. Richard Tang, Mr. Charles Ng and Dr. Lin Zhijun are directors with financial management expertise. Over one-third of the members of the Board are independent non-executive directors. The composition of the Board ensures the independence and objectivity of the Board's decision-making process as well as the thoroughness and impartiality of the Board's supervision of the Management. The Board acts honestly and in good faith. Its decisions are made objectively and in the best interests of the Company, with a view to maximising long-term shareholders' value and fulfilling its corporate responsibility to other stakeholders of the Company.

All the existing independent non-executive directors of the Company have been appointed for a fixed term, with formal letters of appointment setting out the key terms and conditions of their appointment. Pursuant to the Articles of Association of the Company, all directors, including the Chairman and Chief Executive Officer, shall retire by rotation at least once every three years at annual general meetings and be eligible for re-election. All new directors appointed by the Board are subject to re-election by shareholders at the next general meeting.

董事會授權綱要

本公司制定董事會授權綱要，對各專責委員會均有清晰界定的職責約章，各專責委員會並就其職權範圍內的有關事項向董事會提出建議，或在適當情況下按董事會轉授權力作出決定。所有專責委員會均獲指派專責秘書，為各專責委員會提供專業秘書服務支援，以確保有關委員會備有足夠資源以有效地及恰當地履行其職責。根據其職責約章的規定，董事會及各常設委員會亦會每年評估及審查其工作程序及有效性。董事會及董事會轄下專責委員會的職權範圍均列於董事會授權綱要內，並登載於本公司網站內。

董事會現時共有董事8名，包括4名執行董事：唐雙寧先生、臧秋濤先生、陳爽先生及鄧子俊先生；1名非執行董事：王衛民先生；以及3名獨立非執行董事：吳明華先生、司徒振中先生及林志軍博士。其中鄧子俊先生，吳明華先生及林志軍博士均為具備財務管理專長的董事。本公司董事會成員超過三份之一為獨立非執行董事，確保了董事會決策過程中的獨立性和客觀性及對管理層實行全面和公正的監控。董事會誠實、善意地行事，按照本公司的最佳利益客觀地做出決策，以盡力實現股東長期價值的最大化和切實履行對本公司其他相關者的公司責任。

本公司目前所有獨立非執行董事均有固定任期，並獲發正式聘書，以訂明其委任的主要條款及條件。根據本公司組織章程細則規定，所有董事（包括主席及行政總裁）須至少每三年一次輪流於股東週年大會上告退，但可膺選連任。新委任之董事須於下一個股東大會上膺選連任。

Corporate Governance Report

企業管治報告

Board Mandate (continued)

Save as disclosed below, there is no relationship (including financial, business, family or other material/relevant relationship(s)) among the Board members. Mr. Tang Shuangning, Mr. Zang Qiutao and Mr. Chen Shuang are also directors of China Everbright Holdings Company Limited, the controlling shareholder of the Company. If a substantial shareholder or director has a potential conflict of interest in a matter to be considered by the Board and general meeting, the relevant directors shall abstain from voting and a Board meeting attended by independent non-executive directors who have no material interest in the matter shall be held to discuss and vote on the same.

The Company has in place an appropriate directors' and officers' liability insurance policy to indemnify the directors for liabilities arising out of corporate activities. The coverage and the sum insured under the policy are reviewed on an annual basis.

To ensure that newly appointed directors have adequate understanding of the Company's business and operation, the Board has set up an induction system for new directors.

A total of 5 Board meetings were held during the year. The meeting schedule was prepared and approved by the Board at the end of the previous year. Formal notices are sent to all directors at least 14 days before the meeting. In general, the Board agenda and meeting materials are dispatched to all Board members for review at least 3 working days before the meetings. The agenda is approved by the Chairman and commented by other Board members and the Management. The Board minutes are detailed records of all the issues considered by the directors and the minutes approved by all the Board members are properly kept by the Company Secretary. Either the Chairman or the Deputy Chairman of the Board will meet the independent non-executive directors in the absence of the executive directors and the Management at least once a year. Individual attendance records of the relevant directors in 2008 are set out in the table at the last part of this report.

董事會授權綱要(續)

除下述外，董事會成員之間並不存在任何關係，包括財務、業務、家屬或其他重大或相關的關係。唐雙寧先生、臧秋濤先生及陳爽先生均為本公司控股股東—中國光大集團有限公司的董事會成員。若主要股東或董事在股東大會或董事會上考慮的議題中存在潛在利益衝突時，相關董事均會放棄表決，並由在交易中沒有重大利益的獨立非執行董事商議及進行投票。

本公司為每位董事會成員購買了適當的董事及管理人員責任保險，以保障其因企業行為而引起之賠償責任。該保險的保額及保障範圍每年均會進行檢討。

為確保新任董事對本集團的運作及業務均有充足瞭解，董事會已制訂了一套關於董事入職介紹的制度。

董事會於年內共召開了5次會議。定期之董事會會議時間表在上一年度末即已擬定並經董事會通過，亦會於會議召開14天前發出正式通知。所有會議材料連同會議議程一般在會議預定日期至少3個工作天前送達全體董事會成員審閱。每次會議議程內容均在事前充份諮詢各董事會成員及管理層意見，再經主席確認而制訂。董事會的會議紀要對會議上各董事所考慮事項及達致的決定均有詳細的記錄，經全體董事審閱後的會議紀要亦備存於公司秘書處。董事會主席或副主席每年亦會與獨立非執行董事舉行一次沒有執行董事及管理層出席的會議。於二零零八年，各位董事的會議出席率詳列於本報告末的出席表內。

Corporate Governance Report

企業管治報告

Board Committees

Executive Committee

The Executive Committee, as delegated by the Board Mandate, assists the Board to oversee the Company's major affairs. Members will communicate from time to time on major issues affecting the Company's operations, business and management, including reviewing and approving the Group's corporate goals, business plans and major business projects submitted. Effective from 1 January 2009, Mr. Zang Qiutao replaced Mr. Tang Shuangning as the Chairman of Executive Committee. The Executive Committee currently comprises 3 members: the Deputy Chairman of the Board, the Chief Executive Officer and the Chief Financial Officer.

Audit and Risk Management Committee

The Audit and Risk Management Committee mainly assists the Board in fulfilling its responsibilities relating to the supervision of the financial statements, internal control, internal audit and external audit of the Group. The Committee also assists the Board in performing its role over the Group in, amongst others, the following areas:

- to assure that the financial reports are accurate and comply with the appropriate accounting standards and that the reporting procedures of the Company's financial reports are carried out;
- to assure that the scope and guidance of the internal and external audits are sufficient;
- to consider the qualifications and independence of external auditors;
- to assure that adequate internal control measures are in place and followed;
- to review and deal with the Company's internal audit functions, the effectiveness of the Company's corporate governance structure and implementation;
- to urge the Company to abide by any applicable laws and to comply with regulations of the relevant regulators and to maintain the business ethics;
- to make suggestions to the Board where necessary, and to carry out duties within the delegated authority of the Board; and
- to meet the auditors, at least annually, in the absence of the Management, to discuss matters relating to any issues arising from the audit and any other matters the auditors may wish to raise.

董事會轄下的委員會

執行委員會

執行委員會作為本公司的重大事務決策機構，在董事會的授權下，通過不時的溝通，對董事會制訂及通過本集團的重大經營管理事項作出決策包括本公司的企業目標、業務發展計劃及本集團各部門或附屬公司提出的重大業務計劃等事務處理作出監督指導。由二零零九年一月一日起，臧秋濤先生代替唐雙寧先生為執行委員會主席，現時執行委員會成員共3名，由董事會副主席、行政總裁及財務總監組成。

審核及風險管理委員會

審核及風險管理委員會主要協助董事會對本集團的財務報表、內部監控、內部審計和外部審計等方面實施監督。該委員會亦協助董事會對本集團在以下方面(但不僅限於以下方面)履行監控職責：

- 確保財務報表的真實性及遵守合適的會計準則及公司的財務報表匯報程式得到適當落實；
- 確保內外審計覆蓋範疇及指引均充足；
- 考慮外聘核數師的資格和獨立性；
- 確保充足的內部監控制度得到確立及遵守；
- 審閱及處理本公司內部稽核職能、公司企業管治架構及實施的有效性；
- 督促公司遵守任何適用法律及符合有關監管機構的規定及維持商業操守；
- 按需要向董事會提交建議，及執行董事會授權範圍內職責；及
- 每年至少一次在管理層不在場的情況下會見核數師，以討論與核數工作相關的事宜及核數師想提出的其他事項。

Corporate Governance Report

企業管治報告

Board Committees (continued)

Audit and Risk Management Committee (continued)

The work performed by the Audit and Risk Management Committee in 2008 included the review and, where applicable, approval of:

- the Group's financial statements for the year ended 31 December 2007 and the annual results announcement thereof, which were recommended to the Board for approval;
- the Group's interim financial statements for the six months ended 30 June 2008 and the interim results announcement thereof, which were recommended to the Board for approval;
- the audit report and management letter submitted by the external auditors;
- the quarterly risk assessment report submitted by Risk Management Group;
- the re-appointment of external auditors, the audit fees payable to external auditors for the annual audit and interim review; and
- the Group's internal audit plan and key areas of focus for the year 2008.

In addition, pursuant to paragraph C.2 of the Code, the Audit and Risk Management Committee conducted an annual review of the effectiveness of the internal control systems of the Group with the assistance of the Internal Audit Department. In the first half of 2008, KPMG was appointed to conduct a COSO ("Committee of Sponsoring Organization of the Treadway Commission") analysis for the Group. The internal control review of the Group covered all material aspects, including financial, operational and compliance controls as well as risk management. Upon completion of the review, the Audit and Risk Management Committee considered that the key areas of the Group's internal control systems were reasonably implemented and were able to prevent material misstatements or losses, safeguard the Group's assets, maintain appropriate accounting records, ensure compliance with applicable laws and regulations, and generally fulfil the internal control requirements of the Code. For detailed information on this topic, please refer to the Internal Control section.

董事會轄下的委員會(續)

審核及風險管理委員會(續)

審核及風險管理委員會在二零零八年內的主要工作包括審閱和批核(如適用):

- 本集團截至二零零七年十二月三十一日止年度的財務報表及全年業績公告，並建議董事會通過；
- 本集團截至二零零八年六月三十日止六個月的中期財務報表和中期業績公告，並建議董事會通過；
- 由外部核數師提交的審計報告及致管理層之管理建議函；
- 每季度由風險管理小組提交的風險管理評估報告；
- 年度外部核數師續聘的建議、支付予外部核數師的年度審計費用及審閱中期報表的費用；及
- 本集團二零零八年內部審核計劃及主要審核部份。

此外，根據《守則》第C.2條之有關規定，審核及風險管理委員會亦在內審部的協助下，對本集團的內部監控系統是否有效進行了年度檢討。於二零零八年上半年外聘畢馬威會計師事務所對光大控股的內部監控按COSO的準則進行了管理審計。就本集團的內部監控的有關檢討涵蓋了所有重要的監控及措施，包括財務、運作、合規及風險管理功能。通過有關檢討，審核及風險管理委員會認為本集團的內部監控系統能合理地落實各項重大方面的監控措施，防止嚴重錯漏或損失的發生，保障本集團資產的安全；會計紀錄的基本完善及法規的遵循，整體上基本符合《守則》中對內部監控系統的要求。有關此次檢討的具體內容，可參見內部監控部份。

Corporate Governance Report

企業管治報告

Board Committees (continued)

Audit and Risk Management Committee (continued)

The Audit and Risk Management Committee comprises 3 members, all including the chairman are independent non-executive directors. The committee is chaired by Mr. Ng Ming Wah, Charles who has extensive experience in the financial and financial services industry. A total of 7 Audit and Risk Management Committee meetings were held during the year with an attendance rate of 100%. Individual attendance records of the relevant members in 2008 are set out in the table at the last part of this report. The committee's terms of reference are available from the Company's website.

Nomination Committee

The Nomination Committee is responsible for assisting the Board in nominating the right candidates for directorship and senior management positions as well as evaluating the competence of the candidates to ensure that they are in line with the Group's overall development strategies. The committee assists the Board in fulfilling its supervisory role over the Group in, amongst others, the following areas:

- selection and nomination of directors, Board Committee members and senior management members;
- the periodic review of the structure, size and composition (including skills, experience and knowledge) of directors and Board Committee members;
- evaluation of the independency of the independent non-executive directors; and
- make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive Officer.

董事會轄下的委員會(續)

審核及風險管理委員會(續)

審核及風險管理委員會由3名成員組成，全部成員包括主席均為獨立非執行董事。委員會主席由具豐富財務及金融業經驗的吳明華先生擔任。審核及風險管理委員會於本年度內共召開7次會議，出席率達100%。於二零零八年，各位委員會成員的出席率詳列於後頁的出席表內。委員會之職權範圍書可在本公司網站下載。

提名委員會

提名委員會負責協助董事會邀請新的董事會成員及高級管理人員並對其資格作出評估，確保董事會成員及高層管理人員的委任符合本集團總體發展方向。該委員會負責協助董事會對本集團在以下方面(但不僅限於以下方面)實現監控職責：

- 挑選及提名董事、董事會專責委員會成員及高級管理人員；
- 定期檢討董事會及其專責委員會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何擬作出的變動向董事會作出建議；
- 對獨立非執行董事的獨立性作出評核；及
- 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃的有關事宜向董事會提出建議。

Corporate Governance Report

企業管治報告

Board Committees (continued)

Nomination Committee (continued)

Based on the successful experience in the recruitment of directors and senior management, the Committee will first take into account the existing skills, knowledge and experience of the Board and Board Committees, and the business requirements of the Group in order to determine the key requirements for the new director and objective criteria for selection. Such criteria will include relevant expertise, integrity, industry experience and independence. The work performed by the committee in 2008 included the following:

- To consider matters regarding the appointment of the non-executive director; and
- To consider matters regarding the appointment of the Company Secretary.

Effective from 1 January 2009, Mr. Zang Qiutao replaced Mr. Tang Shuangning as the Chairman of Nomination Committee. The Nomination Committee currently has 3 members comprising Mr. Zang Qiutao, Mr. Seto Gin Chung, John and Dr. Lin Zhijun. The independent non-executive directors represent over half of the committee members. A total of 2 Nomination Committee meetings were held during the year with an attendance rate of 100%. Individual attendance records of the relevant members in 2008 are set out in the table at the last part of this report.

Remuneration Committee

The Remuneration Committee is responsible for assisting the Board in overseeing the Group's human resources and remuneration policies. The committee assists the Board in fulfilling its supervisory role over the Group in, among others, the following areas:

- setting of the overall human resources strategies, basic criteria and objective of the remuneration scheme of the Group;
- approving remuneration, bonuses and other benefits in kind of directors, Board Committee members and senior management;
- making recommendations to the Board on the Group's policy and structure for all remuneration packages of the directors and senior management;
- making recommendations to the Board on the specific remuneration packages of all executive directors and senior management;

董事會轄下的委員會(續)

提名委員會(續)

提名委員會在總結過往招聘董事及高級管理人員成功經驗的基礎上，在綜合考慮董事會及各專責委員會現有的技能、知識和經驗以及本集團業務需求的基礎上，提出對所需候選人的基本要求和篩選的客觀標準。有關標準包括董事之適當專業知識、個人操守、行業經驗及獨立性等。該委員會於二零零八年內的工作主要包括：

- 審議有關委任非執行董事的事宜；及
- 審議有關委任公司秘書的事宜。

由二零零九年一月一日起，臧秋濤先生代替唐雙寧先生為提名委員會主席。現時提名委員會共有3名成員，由臧秋濤先生、司徒振中先生及林志軍博士組成。獨立非執行董事佔委員會成員一半以上。提名委員會於年內共召開2次會議，出席率達100%。於二零零八年，各位委員會成員的出席率詳列於後頁的出席表內。

薪酬委員會

薪酬委員會負責協助董事會確立本集團人力資源和薪酬管理策略。該委員會負責協助董事會對本集團在以下方面(但不僅限於以下方面)實現監控職責：

- 制訂本集團的人力資源戰略和薪酬的基本原則及方向；
- 批核董事、各委員會成員和高級管理人員的薪酬、花紅及其他福利的分配制度；
- 向董事會提出本集團董事及高級管理層的報酬架構及報酬政策相干的建議；
- 向董事會就執行董事及高級管理層的特定薪酬待遇方案作出建議；

Corporate Governance Report

企業管治報告

Board Committees (continued)

Remuneration Committee (continued)

- reviewing and making recommendations to the Board on the performance-based remuneration of the Group by reference to corporate goals and objectives resolved by the Board from time to time;
- reviewing and making recommendations to the Board on the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive;
- approving the aggregate amount of the year-end bonus payable to the staff of the Group, provided such amount is the same as or below that approved by the Board, or to make recommendations to the Board thereon; and
- ensuring that no director or any of his associates is involved in deciding his own remuneration.

The work performed by the committee in 2008 included the review and, where applicable, approval of:

- performance appraisal of the executive directors and senior management for year 2007;
- the proposal on staff bonus (including the senior management) for year 2007 and salary adjustment for year 2008 for the Group;
- the incentive scheme of the Group; and
- the policies on performance appraisal of staff (including senior management), annual bonus and annual salary adjustment.

董事會轄下的委員會(續)

薪酬委員會(續)

- 不時根據企業目標審閱及向董事會建議與表現掛鈎的薪酬制度；
- 審閱及向董事會提出建議，有關執行董事及高級管理層離職(包括喪失或終止職務)或委任的補償方案，以確保相關的補償方案符合聘任條款、公平並在本集團可承擔範圍內；
- 審批本集團年底整體員工獎金(假若總金額與董事會審批的相等或較少)，或向董事會提出建議；及
- 確保董事或其聯繫人沒有參與擬定其自身報酬方案。

該委員會於二零零八年內的工作主要包括審議及在適當時，批核：

- 執行董事及高級管理人員二零零七年度的績效考核結果；
- 本集團(包括高級管理人員)二零零七年度花紅發放方案及二零零八年度薪酬調整；
- 本集團的激勵機制；及
- 審議有關本集團員工(包括高級管理人員)績效考核、年度花紅及年度調薪等管理政策。

Corporate Governance Report

企業管治報告

Board Committees (continued)

Remuneration Committee (continued)

To ensure that the directors receive remuneration which is commensurate with the time and effort they dedicate to the Group, the committee, in proposing the remuneration of directors, makes reference to companies of comparable business type or scale, and the nature and quantity of work at both Board and Board Committees (including frequency of meetings and nature of agenda items). The proposed remuneration will be put to shareholders for final approval at general meetings. The Remuneration Committee also determines the specific remuneration package of executive directors and senior management, including share options and benefits in kind. Currently the principal components of the Company's remuneration package for executive directors and senior management include basic salary, discretionary bonus and other benefits in kind. A significant portion of the executive directors' or senior management's discretionary bonus is based on the Group and the individual performance during the year. The committee reviews and approves the annual and long-term performance targets for senior management by reference to corporate goals and objectives approved by the Board from time to time. The committee also reviews the performance of the senior management against the targets set on an ongoing basis, and reviews and approves the specific performance-based remuneration of the senior management. The committee will seek professional advice in appropriate circumstances.

Effective from 1 January 2009, Mr. Zang Qiutao replaced Mr. Tang Shuangning as the Chairman of Remuneration Committee. The Remuneration Committee currently has 4 members comprising Mr. Zang Qiutao, Mr. Ng Ming Wah, Charles, Mr. Seto Gin Chung, John and Dr. Lin Zhijun. The independent non-executive directors represent over two-third of the committee members. A total of 3 Remuneration Committee meetings were held during the year with an average attendance rate of 100%. Individual attendance records of the relevant directors in 2008 are set out in the table at the last part of this report. The committee's terms of reference are available from the Company's website.

Strategy Committee

The Strategy Committee is responsible for reviewing the mid to long term strategy and the business architecture of the Group and for making suggestions to the Board. The Strategy Committee is chaired by Mr. Seto Gin Chung, John and currently has 6 members: Mr. Seto Gin Chung, John, Mr. Zang Qiutao, Mr. Chen Shuang, Mr. Wang Weimin, Mr. Ng Ming Wah, Charles and Dr. Lin Zhijin. One Strategy Committee meeting was held during the year of 2008. The focus of the agenda was to review the strategic positioning of the Group.

董事會轄下的委員會(續)

薪酬委員會(續)

為了確保董事會成員為本集團所付出的時間及精神獲得合理的補償，薪酬委員會在建議董事會成員的袍金水準時，參考同類型業務或規模公司的袍金水準，及董事會和董事會轄下的委員會的工作性質及工作量(包括會議次數及議程內容)，制定了董事的會議及其他津貼，並交由股東於股東大會上作最終審批。薪酬委員會亦負責釐定全體董事及高級管理人員的薪酬待遇，包括認股權及其他非金錢利益權利。目前，對於執行董事及高級管理人員而言，其薪酬主要由基本薪金、酌情花紅及其它非金錢福利構成，而其中酌情花紅部分將在很大程度上由本集團及該董事或高級管理人員當年的表現所決定。薪酬委員會透過參照董事會不時通過的企業目標，檢討及審批高級管理人員的年度及長期績效目標，按照設定的績效目標對高級管理人員進行持續考核，並檢討和審批按表現而釐定的薪酬待遇。委員會亦會在認為需要時，索取專業意見。

由二零零九年一月一日起，臧秋濤先生代替唐雙寧先生為薪酬委員會主席。薪酬委員會現時成員共4名，由臧秋濤先生、吳明華先生、司徒振中先生及林志軍博士組成。在委員會成員中，獨立非執行董事佔超過三分之二。薪酬委員會於本年度內共召開3次會議，平均出席率達100%。於二零零八年，各位委員會成員的出席率詳列於後頁的出席表內。委員會職權範圍書可在本公司網站下載。

戰略委員會

戰略委員會負責研究本公司的長期發展戰略、規劃，向董事會建議本集團的中長期業務發展戰略。戰略委員會主席為司徒振中先生，現時成員共6名，由司徒振中先生、臧秋濤先生、陳爽先生、王衛民先生、吳明華先生及林志軍博士組成。戰略委員會於二零零八年內共召開1次會議，重點檢討本集團的戰略定位及發展規劃。

Corporate Governance Report

企業管治報告

Board Evaluation

Each of the Board and Board Committees shall conduct a self-assessment review of their own effectiveness at least once a year, and review and amend as appropriate their terms of reference and working rules according to the outcome of these self-assessments.

Directors' Securities Transactions

The Company has devised special rules governing securities dealing of directors in the "Employee Dealing Manual" which is more stringent than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 of the Listing Rules. Having made specific enquiry of all directors, the directors confirmed that they have complied with the required standard set out in the said manual and the Model Code throughout the year of 2008.

External Auditors

Pursuant to delegated responsibility by the Board, the Audit and Risk Management Committee reviewed and monitored the effectiveness, independence and objectivity of KPMG, the Group's external auditors, on their audit procedures, and the results thereof were satisfactory. Upon the recommendation of the Audit and Risk Management Committee, the Board will propose that KPMG be re-appointed as auditors of the Group at the Company's 2009 annual general meeting. Subject to authorisation by the shareholders, the Board will authorise the Audit and Risk Management Committee to determine the remuneration of KPMG.

For 2008, the total fee charged by KPMG was HK\$5,642,000 including non-audit service fee of HK\$1,480,000 for the review of interim financial statements, internal control and risk assessment review and other services. For 2007, the fee charged by KPMG for audit and non-audit services was HK\$3,146,000. The increase was mainly due to the change in the scope of work, the Group's expansion in operation and the increase in the cost of human resources of the audit firm.

Internal Control

The Board has the responsibility to ensure that the Group maintains sound and effective internal controls to safeguard the Group's assets. The internal control system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss; to manage rather than completely eliminate the risks of system failure; and to assist in achieving the Group's objectives. In addition to safeguarding the Group's assets, it also ensures the maintenance of proper accounting records and compliance with relevant laws and regulations.

董事會評估

董事會及董事會轄下的委員會每年將至少進行一次對其工作有效性的自我評估，亦將根據評估結果適時重檢及修定其職責約章和工作規則。

董事的證券交易

本公司在《僱員交易手冊》中已就董事之證券交易作出特別規定。該內部守則的條款比《上市規則》附錄十《上市公司董事證券交易的標準守則》中的強制性標準更為嚴格。經就此事專門徵詢所有董事，彼等均已確認其於二零零八年度內遵守了前述內部守則及標準守則有關條款的規定。

外部核數師

根據董事會授權，審核及風險管理委員會已對本集團外部核數師畢馬威會計師事務所的獨立性、客觀性及其核數程序的有效性作出檢討及監察，並滿意有關檢討的結果。根據審核及風險管理委員會的建議，董事會將向股東建議於二零零九年度股東週年大會上重新委任畢馬威會計師事務所為本集團核數師；倘獲股東授權，董事會將授權審核及風險管理委員會釐定畢馬威會計師事務所的酬金。

於二零零八年度，畢馬威會計師事務所收取的費用合共港幣5,642,000元，其中非核數業務費用港幣1,480,000元包括審閱中期財務報表，內部監控與風險評估及其他服務。二零零七年度，畢馬威會計師事務所收取的財務報表審計及非核數業務費用合共港幣3,146,000元，上升的主要原因是工作範圍之改變、本集團之業務增長及會計師事務所人力資源成本上升。

內部監控

董事會有責任維持本集團的內部監控系統穩健妥善而且有效，以保障本集團的資產。內部監控系統旨在提供合理（而非絕對）的保證，以防出現嚴重錯漏或損失的情況，並管理（而非完全杜絕）運作系統故障的風險，以及協助達致本集團的目標。除保障本公司資產安全外，亦確保妥善的會計紀錄及遵守有關法例及規定。

Corporate Governance Report

企業管治報告

Internal Control (continued)

The Internal Audit Department reviews the effectiveness of the Group's internal control system in accordance with the annual internal audit plan approved by the Audit and Risk Management Committee. The scopes of these reviews cover all material controls including financial, operational and compliance controls and risk management system governing various business units and operation departments. The risks and controls are identified primarily through reviews of the statutory books, minutes, policies and procedure manuals and interviews with the management. Based on the results of the risk and control identifications, the internal audit strategies are formulated and performed by the Internal Audit Department. The results of the reviews for 2008 were reported to the Audit and Risk Management Committee and the Board on a quarterly basis.

The Audit and Risk Management Committee and the Board considered that the key areas of the Group's internal control systems are reasonably implemented, are able to prevent material misstatements or losses, safeguard the Group's assets, maintain appropriate accounting records and compliance with applicable laws and regulations, and have fulfilled the requirements of the Code regarding internal control systems in general.

In addition, the Group has established and implemented the following internal control system:

- The Management established an organisation structure with different hierarchy of duties, authorities and responsibilities of personnels; formulated written policies and procedures to check and balance the authorities of different departments; reasonably safeguarded the assets and implemented the internal control measures of the Group; and operated lawfully, in compliance with laws and regulations and under effective risk control.
- The Management set up and continuously monitored the implementation of the Group's strategies, business plans and financial budgets. The accounting and management systems in place provided the basis for evaluating the financial and operational performance.
- The Group set up various risk management and human resources management policies. Specific units and personnels were responsible for identifying, assessing and managing all the major risks. These include reputation, strategic, legal, compliance, credit, market, operation, liquidity and interest rate risks.

內部監控(續)

內審部依照審核及風險管理委員會批准的年度審計計劃對本集團內部監控系統之有效性進行檢討。工作範圍涵蓋對各業務單位及營運部門的關鍵監控進行功能檢討，包括財務、運作、合規以及風險管理。風險及相關監控的識別是透過審閱法定紀錄、會議紀要、政策及程序手冊，並通過與管理層會見進行。內審部根據風險及相關監控識別的結果制定及執行內審工作策略。二零零八年的檢討結果已於每季度向審核及風險管理委員會及董事會匯報。

審核及風險管理委員會與董事會均認為本集團的內部監控系統能合理地落實各項重大方面的監控措施，防止嚴重錯漏或損失的發生，保障本集團資產的安全、會計紀錄的基本完善及法規的遵循，整體上基本符合《守則》中對內部監控系統的要求。

此外，本集團已建立且落實執行以下內部監控系統：

- 管理層建立了相應的組織架構和各級人員的職、權、責，制定書面的政策和程式，對各部門建立了相互牽制的職能分工，合理地保障本集團的各項資產安全及內部監控措施的執行，並能在合法、合規及有效風險控制下經營及運作。
- 管理層制定並持續監察本集團的發展策略、業務計劃及財務預算的執行情況，並已設置了會計管理制度，提供衡量財務及營運表現的基礎。
- 本集團制定了相應的風險管理政策及人力資源管理政策，對各重大風險類別均設既定單位和人員承擔職責及處理程式，在風險的識別、評估及管理範疇，包括信譽、策略、法律、合規、信貸、市場、業務操作、流動性、利率等風險。

Corporate Governance Report

企業管治報告

Internal Control (continued)

- The Risk Management Group (“RMG”) under the Management Committee is responsible for discharging the core responsibility of the risk control monitoring function of the Group. Members of the RMG comprise various heads of departments and the risk management and compliance department. The RMG is responsible for supporting and assisting management in defining and assessing the key risk exposures of the Group’s core business and conducting the co-ordination thereon, to define, assess and record the risk structure of the Group and make sure the relevant business units are aware of such issues. The RMG reports to the Management Committee regularly. The RMG also submits quarterly risk assessment report of the Group to the Audit and Risk Management Committee for their review.
- The Audit and Risk Management Committee reviews the management letter submitted by the external auditors in connection with the annual audit. The Internal Audit Department is responsible for ensuring that the recommendations are promptly followed, and will also periodically report the status of the implementation thereof to the Audit and Risk Management Committee and keep the Management informed of the same.

Communication with Shareholders and Shareholders’ Rights

The Board attaches a high degree of importance to continuous communication with shareholders, especially the direct dialogue with them at the Company’s annual general meetings. Shareholders are therefore encouraged to actively participate in such meetings.

The Chairman of the Board, the Executive Committee, Nomination Committee and Remuneration Committee as well as the Chairman of the Audit and Risk Management Committee and representatives of KPMG were present at the Company’s 2008 annual general meeting held on 29 May 2008 at the J.W Marriott Hotel to respond to questions and comments raised by shareholders.

The Company has also provided further information on the 2008 annual general meeting in a circular to shareholders. This includes background information to the proposed resolutions and information on the retirement and re-election of directors in order to enable all shareholders to understand their rights at the annual general meeting and to vote with sufficient and necessary information.

內部監控(續)

- 本集團大部分風險管理工作是由管理委員會下設之風險管理小組負責，成員由不同部門主管及風險管理及監察部組成，負責向管理層提供意見及協助管理層識別及評估本集團業務上面對之主要風險並發揮協調作用；並且評估、識別及紀錄本集團之風險結構，以及確保業務部門關注業務上的重要問題。風險管理小組定期向管理委員會匯報。風險管理小組就本集團風險評估報告書需每季度交由審核及風險管理委員會及董事會審閱。
- 審核及風險管理委員會負責審閱外部核數師在年度審計後致本集團管理建議函。內審部負責確保本集團有適時地跟進有關建議，並會定期向審核及風險管理委員會報告建議的落實情況，並通知管理層相關情況。

與股東溝通及股東權利

董事會高度重視與股東持續保持對話，尤其是藉著股東週年大會與股東直接溝通。董事會希望股東們積極參與股東會議。

董事會主席、執行委員會主席、提名委員會主席、薪酬委員會主席、審核及風險管理委員會主席及畢馬威會計師事務所の代表均出席了本公司於二零零八年五月二十九日於萬豪酒店舉行的二零零八年度股東週年大會，以回應股東們於會上提出的查詢。

此外，本公司亦於致股東通函中向股東提供關於二零零八年度股東週年大會的詳盡資料，包括擬在股東週年大會上通過的決議案的說明、退任及膺選連任董事的資料，以便股東對其在股東週年大會上的權利有進一步的瞭解，及能夠在掌握足夠及必須的資料的情況下作出決定。

Corporate Governance Report

企業管治報告

Directors' Responsibilities in respect of Financial Statements

The following statement should be read in conjunction with the auditor's statement of their responsibilities as set out in the Independent Auditor's Report contained in the 2008 Annual Report of the Company. The statement is made to set out for the shareholders the respective responsibilities of the directors and of the auditors in relation to the financial statements.

The directors are required by the Hong Kong Companies Ordinance to prepare financial statements which give a true and fair view of the state of affairs of the Company. The financial statements should be prepared on a going concern basis unless it is not appropriate to do so. The directors have the responsibility to ensure that the Company keeps accounting records which disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that the financial statements comply with the requirements of the Hong Kong Companies Ordinance. The directors also have general responsibilities for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The directors consider that in preparing the financial statements in its Annual Report 2008, the Company has adopted appropriate accounting policies which have been consistently applied with the support of reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

Roles of Independent Non-executive Directors

The Board believes that the independent non-executive directors play an important role in corporate governance. They provide the necessary checks and balances to ensure that the Group operates in a safe and sound manner and that its interests are protected. The independent non-executive directors also bring in external experience and make judgment objectively. They are particularly important in performing a monitoring role. The Board considers all its independent non-executive directors to be independent in character and judgment. The Board has received written confirmation from the independent non-executive directors of their independence pursuant to the requirement of Rule 3.13 of the Listing Rules and considers all the independent non-executive directors to be independent.

董事會就財務報表所承擔的責任

以下聲明應與本公司二零零八年年報中獨立核數師報告內的核數師責任聲明一併閱讀。該聲明旨在區別董事及核數師在財務報表方面的責任。

董事會須按香港《公司條例》規定編製真實兼公平之財務報表。除非並不適宜假設本公司及本集團將繼續其業務，否則財務報表必須以持續經營基準編製。董事會有責任確保本公司存置的會計記錄，可合理準確披露本公司財務狀況以及可確保所編製的財務報表符合香港《公司條例》的規定。董事會亦有責任採取合理可行的步驟，以保護本集團資產，並且防止及揭發欺詐及其他不正常情況。

董事會認為於編製載於二零零八年年報內的財務報表時，本公司已採用合適的會計政策並貫徹使用，且具有合理及審慎的判斷及估計支持，並已遵守所有適用的會計標準。

獨立非執行董事的角色

董事會認為獨立非執行董事在公司治理中發揮著重要的作用，提供必要的制衡，確保本集團在安全及恰當的狀態下運行，同時使各方利益得到保護。獨立非執行董事不但有助於引入外部經驗，並可同時客觀判斷。獨立非執行董事在發揮監控作用方面作用顯著。董事會認為所有獨立非執行董事於品格及判斷力上均具獨立性。董事會亦已接獲各獨立非執行董事就根據上市規則第3.13條之要求確認其獨立性之確認函，並認為所有獨立非執行董事均屬獨立。

Corporate Governance Report

企業管治報告

Roles of Independent Non-executive Directors (continued)

The Board sets out a standard policy to determine the independence of independent non-executive directors. The Nomination Committee is responsible for evaluating the independence of the existing independent non-executive directors as well as the candidates for independent non-executive directors and making suggestions to the Board accordingly. For independent non-executive directors who have served more than 9 years, the Board will review the appointment and his/her independence every year. Having confirmed his/her independence, the Board will pass a formal resolution. The relevant independent non-executive director will be subject to rotation in accordance with the Articles of Association of the Company and the Listing Rules.

Company Secretary

The Company Secretary is responsible for advising the Board on all governance matters. The directors have access to his services. He has the relevant professional qualifications as stipulated by the Listing Rules. The Company's Articles of Association state that the appointment and removal of the Company Secretary is a matter for the Board.

獨立非執行董事的角色 (續)

董事會對確定獨立非執行董事的獨立性設固定政策。為確保有關獨立董事的獨立性，提名委員會負責對獨立董事候選人或在任獨立非執行董事進行獨立性評價，並就評價意見向董事會作出建議。對於任期滿9年的獨立非執行董事，採取一年一議機制。董事會每年檢討及評估其獨立性，在確認其具備獨立性後，形成正式決議。而相關獨立非執行董事，亦會根據公司章程及上市規則規定依章輪值。

公司秘書

公司秘書負責向董事會就所有公司治理事宜提供意見，董事可享用其所提供的服務。彼具備上市規則規定的專業資格。本公司組織章程細則中列明公司秘書的任免需要經由董事會通過。

Corporate Governance Report

企業管治報告

Attendance

The attendance of the directors at board meetings and various committee meetings is set out below:

出席率

各董事出席董事會及各委員會的情況如下列：

Directors/members 董事／委員	Board Meeting 董事會會議	Nomination Committee Meeting 提名委員會會議	Audit & Risk Management Committee Meeting 審核及風險管理委員會會議	Remuneration Committee Meeting 薪酬委員會會議
Tang Shuangning 唐雙寧	4/5	2/2	n/a	3/3
Zang Qiutao 臧秋濤	5/5	2/2	n/a	3/3
Chen Shuang 陳爽	5/5	n/a	n/a	n/a
Xu Haoming (Note 1) 徐浩明(附註1)	2/2	n/a	n/a	n/a
Tang Chi Chun, Richard 鄧子俊	5/5	n/a	n/a	n/a
Wang Weimin (Note 2) 王衛民(附註2)	2/3	n/a	n/a	n/a
Ng Ming Wah, Charles 吳明華	4/5	n/a	7/7	3/3
Seto Gin Chung, John 司徒振中	5/5	2/2	7/7	3/3
Lin Zhijun 林志軍	5/5	2/2	7/7	3/3
Tung Iring (Note 3) 董愛菱(附註3)	2/2	n/a	5/5	3/3
Attendance rate 出席率:	93%	100%	100%	100%

Notes:

1. Mr. Xu Haoming resigned as executive director of the Company on 19 June 2008.
2. Mr. Wang Weimin was appointed as non-executive director of the Company on 19 June 2008.
3. Madam Tung Iring resigned as independent non-executive director of the Company on 18 July 2008.

附註：

1. 徐浩明先生已於二零零八年六月十九日辭任本公司執行董事。
2. 王衛民先生已於二零零八年六月十九日獲委任為本公司非執行董事。
3. 董愛菱女士已於二零零八年七月十八日辭任本公司獨立非執行董事。

Directors and Senior Management

董事及高層管理人員

Directors

Mr. Tang Shuangning

Chairman

Mr. Tang Shuangning, aged 54, is a member of the 11th National Committee of the Chinese People's Political Consultative Conference and the Chairman of the Board of the Group. Mr. Tang is also the Chairman of China Everbright Group Limited, China Everbright Holdings Company Limited, China Everbright Bank Company Limited and Everbright Securities Company Limited. He is also the Director of Sun Life Everbright Life Insurance Company Limited and the Chairman of China Everbright International Limited (Stock Code: 257). He serves as the Vice Chairman of the China Society for Finance and Banking and the Consultant of the China Society for Investment. Prior to joining the China Everbright Group, Mr. Tang was the Vice Chairman of the China Banking Regulatory Commission, the Director-General of the Banking Supervision Department I, the Director-General of the Currency, Gold and Silver Bureau and the Director-General of the Credit Management Division of the People's Bank of China. He holds a Master's Degree in Economics from China North-east University of Finance & Economics. Mr. Tang has extensive knowledge and experience in banking and finance management. He joined the Board in July 2007.

Mr. Zang Qiutao

Deputy Chairman

Mr. Zang Qiutao, aged 56, is Deputy Chairman of the Board of the Group, the Chairman of the Executive Committee, the Remuneration Committee, and the Nomination Committee as well as the member of the Strategy Committee of the Company. Mr. Zang is the Vice Chairman of China Everbright Group Limited and China Everbright Holdings Company Limited. He is also the Chairman of China Everbright Industry Group Limited, China Everbright Investment Management Corporation and the Vice Chairman of China Everbright International Limited (Stock Code: 257). Mr. Zang graduated from the Graduate School of the Chinese Academy of Social Sciences. He was formerly Division Chief of the State Economic Commission and Deputy Division Director of the State Planning Commission. He joined the Board in August 2007.

董事

唐雙寧先生

主席

唐雙寧先生，現年54歲，為第十一屆中國人民政治協商會議全國委員會會員，本集團董事會主席。唐先生亦為中國光大(集團)總公司、中國光大集團有限公司、中國光大銀行股份有限公司及光大證券股份有限公司董事長。此外，唐先生亦為光大永明人壽保險有限公司董事及中國光大國際有限公司(股份代號：257)之主席。彼兼任中國金融學會副會長及中國投資學會顧問。彼在加入中國光大集團前，曾任中國銀行業監督管理委員會副主席、中國人民銀行銀行監管一司司長、貨幣金銀局局長及信貸管理司司長等職務。彼持有中國東北財經大學經濟學碩士學位。唐先生於銀行及金融管理方面擁有非常廣泛的知識及十分豐富的經驗。唐先生於二零零七年七月加入董事會。

臧秋濤先生

副主席

臧秋濤先生，現年56歲，為董事會副主席，亦為本集團執行委員會、薪酬委員會、提名委員會主席及戰略委員會成員。臧先生為中國光大(集團)總公司及中國光大集團有限公司副董事長。此外，彼亦為中國光大實業(集團)有限責任公司、中國光大投資管理公司董事長及中國光大國際有限公司(股份代號：257)副主席。臧先生於中國社會科學院研究生院畢業。彼曾任國家經濟委員會處長及國家計劃委員會副司長級職務。臧先生於二零零七年八月加入董事會。

Directors and Senior Management

董事及高層管理人員

Directors (continued)

Mr. Chen Shuang

Chief Executive Officer

Mr. Chen Shuang, aged 41, is the Chief Executive Officer of the Group, member of the Executive Committee and the Strategy Committee and the Chairman of the Management Committee of the Group. Mr. Chen has overall responsibility for the operation of the Group. He is also a director and the General Manager of the Legal Department of China Everbright Holdings Company Limited. Mr. Chen holds a Master of Law Degree from East China University of Political Science and Law and a Diploma in Legal Studies from The University of Hong Kong School of Professional and Continuing Education. He is a qualified lawyer in the PRC and a senior economist. Prior to joining China Everbright Group, Mr. Chen was the Chief of the Legal Department of the Bank of Communications. He has over 16 years extensive experience in commercial banking and investment banking. He joined the Board in August 2004.

Mr. Tang Chi Chun, Richard

Chief Financial Officer

Mr. Tang Chi Chun, Richard, aged 47, is the Chief Financial Officer of the Group. He has overall responsibility for supervising the financial resources planning, allocation and control. Mr. Tang is a member of the Executive Committee of the Board. Mr. Tang is a Certified Public Accountant and is a graduate of the Accountancy Department, the Hong Kong Polytechnic. He is a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants and has over 18 years of experience in audit, investment, accounting and finance. Since 1990, Mr. Tang had been engaged as department head of the financial and business operations of various international financial institutions. He joined the Group in September 2005 and joined the Board in July 2007.

董事(續)

陳爽先生

行政總裁

陳爽先生，現年41歲，為本集團行政總裁，執行委員會、戰略委員會成員及管理委員會主席。陳先生負責主持本集團的整體工作。彼亦為中國光大集團有限公司董事及公司法律部主任。陳先生持有華東政法學院法學碩士學位及香港大學專業進修學院之法律文憑，並具中華人民共和國律師資格及高級經濟師，陳先生在加入光大集團前，曾任交通銀行總行法律事務室處長，具有逾16年的商業銀行及投資銀行豐富經驗。陳先生於二零零四年八月加入董事會。

鄧子俊先生

財務總監

鄧子俊先生，現年47歲，為本集團之財務總監，負責本集團整體財務資源的計劃、使用及監控。鄧先生為董事會下屬執行委員會成員。鄧先生為註冊會計師，畢業於香港理工學院會計系。彼為特許會計師公會及香港會計師公會會員，並在審計、投資、會計及財務方面擁有逾18年經驗。自一九九零年起，鄧先生曾擔任多個國際性金融機構的財務及業務營運主管，彼於二零零五年九月加入本集團並於二零零七年七月加入董事會。

Directors and Senior Management

董事及高層管理人員

Directors (continued)

Mr. Wang Weimin

Non-executive Director

Mr. Wang Weimin, aged 49, is a non-executive director and a member of the Strategy Committee of the Company. Mr. Wang is also the Vice President of Everbright Securities Company Limited. He was the Vice Section Chief of Stock Trading Section of the Chengdu branch of Bank of Communications, the Manager of Stock Trading Section of Chengdu branch of Hai Tong Securities, the Manager of Human Resources Section of Hai Tong Securities and the General Manager of the Stock Trading Section of the headquarter of Hai Tong Securities. Mr. Wang holds a Master's Degree in Business Administration for Senior Managers from Shanghai Jiaotong University. Mr. Wang has extensive knowledge and rich experience in securities, financial and corporate management. He joined the Board in June 2008.

Mr. Ng Ming Wah, Charles

Independent Non-executive Director

Mr. Ng Ming Wah, Charles, aged 59, was first appointed to the Board as an independent non-executive director in November 1993 and has acted as the Chairman of the Audit and Risk Management Committee of the Company since August 1999. He is also the member of Remuneration Committee and Strategy Committee. Mr. Ng graduated from Loughborough University in England in 1972 with a B.Sc. degree in Electronic and Electrical Engineering and from London Graduate School of Business Studies in England in 1974 with a M.Sc. degree in Business Studies. He is a director of Somerley Limited, the principal business of which is the provision of corporate financial advisory services. Mr. Ng has over 30 years of experience in corporate finance and investment banking. Mr. Ng is also a non-executive director of Goldlion Holdings Limited (stock code: 533) and an independent non-executive director of each of Stone Group Holdings Limited (stock code: 409), Dalian Ports (PDA) Company Limited (stock code: 2880) and China Molybdenum Co., Limited (stock code: 3993). In addition, Mr. Ng holds a number of community service positions, including as a member of the Council of Lingnan University of Hong Kong and a member of the Board of Governors of the Hong Kong Arts Centre.

董事(續)

王衛民先生

非執行董事

王衛民先生，現年49歲，為本公司非執行董事及戰略委員會成員。王先生亦為光大證券股份有限公司副總裁。彼曾任交通銀行成都分行證券處副處長、海通證券成都營業部總經理、海通證券人力資源開發部總經理、海通證券交易部總經理。王先生持有上海交通大學高級管理人員工商管理碩士學位。王先生於證券、金融及企業管理方面擁有廣泛的知識及豐富的經驗。王先生於二零零八年六月加入董事會。

吳明華先生

獨立非執行董事

吳明華先生，現年59歲，彼於一九九三年十一月獲委任為本公司獨立非執行董事並自一九九九年八月起擔任本公司審核及風險管理委員會主席。彼亦為薪酬委員會、戰略委員會成員。吳先生於一九七二年畢業於英國拉夫堡大學，取得電子及電力工程學士學位。並於一九七四年畢業於英國倫敦商學院，取得商學理學碩士學位。彼為新百利有限公司之董事，該公司從事提供企業融資顧問服務。吳先生於企業融資及投資銀行方面擁有逾30年經驗。吳先生亦為金利來集團有限公司(股份代號：533)非執行董事、四通控股有限公司(股份代號：409)、大連港股份有限公司(股份代號：2880)及洛陽樂川鋁業集團股份有限公司(股份代號：3993)的獨立非執行董事。此外，吳先生亦身兼多個社會服務職位，包括為香港嶺南大學校董會成員及香港藝術中心監督團成員。

Directors and Senior Management

董事及高層管理人員

Directors (continued)

Mr. Seto Gin Chung, John

Independent Non-executive Director

Mr. Seto Gin Chung, John, aged 60, is an independent non-executive director and the Chairman of the Strategy Committee of the Company. He is also member of Audit and Risk Management Committee, Remuneration Committee and Nomination Committee. Mr. Seto is a director of Pacific Eagle Asset Management Limited. He is also an independent non-executive director of Kowloon Development Company Limited (Stock Code: 34) and Hop Hing Group Holdings Limited (Stock Code: 47). He was the Chief Executive Officer of HSBC Broking Services (Asia) Limited from 1982 to 2001. He was a non-executive director of Hong Kong Exchanges and Clearing Limited (Stock Code: HK 388), from 2000 to 2003, a council member of the Stock Exchange of Hong Kong from 1994 to 2000, and was the first vice chairman of the Stock Exchange of Hong Kong from 1997 to 2000. He holds a Master of Business Administration degree from New York University, USA and has over 31 years of experience in the securities and futures industry. Mr. Seto joined the Board in April 2003.

Dr. Lin Zhijun

Independent Non-executive Director

Dr. Lin Zhijun, aged 54, is an independent non-executive director of the Company and member of Audit and Risk Management Committee, Remuneration Committee, Nomination Committee and Strategy Committee. Dr. Lin is a Professor and Head of the Department of Accountancy and Law in Hong Kong Baptist University. He is also an independent director of Sinotruk (Hong Kong) Limited (Stock Code: 3808), a company listed on the Stock Exchange of Hong Kong Limited. Dr. Lin holds a Master's degree in Science in Accounting from the University of Saskatchewan in Canada and a Doctorate's degree in Economics (Accounting) from Xiamen University. Dr. Lin worked as a Visiting Professor in the University of Hong Kong and Tenured Professor in the Faculty of Management of Lethbridge University in Canada. Dr. Lin worked at the Toronto office of an international accounting firm (now known as "Deloitte") in 1982-83 and he had also been a professional consultant to an international law firm. Dr. Lin is also a member of the American Institute of Certified Public Accountants, the Chinese Institute of Certified Public Accountants and the Australian Institute of Certified Management Accountants. He is a member of various educational accounting associations including the American Accounting Association, the International Association for Accounting Education and Research and the Hong Kong Association for Accounting Education. Dr. Lin is also an author of a series of professional articles and books. Dr. Lin joined the Board in September 2005.

董事(續)

司徒振中先生

獨立非執行董事

司徒振中先生，現年60歲，為本公司獨立非執行董事，以及董事會下屬戰略委員會主席。彼亦為審核及風險管理委員會、薪酬委員會及提名委員會成員，司徒先生為翔鷹資產管理有限公司之董事。彼亦為九龍建業有限公司(股份代號：34)、合興集團控股有限公司(股份代號：47)之獨立非執行董事。彼於二零零五年至二零零七年曾為中國內地註冊之光大證券股份有限公司之獨立董事。司徒先生於一九八二年至二零零一年為匯豐金融服務(亞洲)有限公司之行政總裁。彼於二零零零年至二零零三年出任香港交易及結算所有限公司(股份代號：388)之非執行董事，並於一九九四年至二零零零年擔任香港聯交所理事會理事及於一九九七年至二零零零年出任香港聯交所第一副主席。彼持有美國紐約大學工商管理碩士學位，在證券及期貨業累積逾31年經驗。彼於二零零三年四月加入董事會。

林志軍博士

獨立非執行董事

林志軍博士，現年54歲，為本公司獨立非執行董事及審核及風險管理委員會、薪酬委員會、提名委員會及戰略委員會成員。林博士現為香港浸會大學會計及法律系教授及系主任。彼亦為於香港聯合交易所上市之中國重汽(香港)有限公司(股份代號：3808)之獨立非執行董事。林博士持有加拿大Saskatchewan大學會計學理學碩士學位及廈門大學經濟學(會計學)博士學位。林博士亦曾於香港大學擔任客席教授、及於加拿大Lethbridge大學管理學院擔任教授。彼曾於一九八二年至八三年工作於一家國際會計師事務所(現為「德勤」)多倫多分行，亦曾為一家國際律師事務所擔任顧問工作。林博士亦為美國註冊會計師協會、中國註冊會計師協會及澳大利亞註冊管理會計師協會之會員。彼亦為美國會計學會、國際會計教學及研究學會、香港會計教授會及多個會計學術團體之會員。林博士亦為多部關於會計學專業著作的作者。林博士於二零零五年九月加入董事會。

Directors and Senior Management

董事及高層管理人員

Senior Management

Mr. Tsang Sui Cheong, Frederick

Mr. Tsang Sui Cheong, Frederick, aged 49, is the Chief Risk Officer of the Group. Mr. Tsang is a Chartered Financial Analyst and has been a director of The Hong Kong Society of Financial Analysts Limited since 2001. He is a holder of a Bachelor's degree in Arts from Wilfrid Laurier University and Master's degree in Arts from University of Alberta. Before joining the Group in February 2000, Mr. Tsang had over 15 years of experience in the financial industry.

Mr. Chan Kam Hop

Mr. Chan Kam Hop, aged 59, is an Assistant General Manager of the Group. He joined the Group in May 2001 and was appointed as the Managing Director of China Everbright Securities (HK) Limited and China Everbright Forex & Futures (HK) Limited which are engaged in securities brokerage, futures brokerage and leveraged foreign exchange trading respectively. Mr. Chan has over 31 years experience in the financial and brokerage business and has extensive experience in operation, sales and management. Prior to joining the Group, Mr. Chan had worked in another reputable local brokerage firm for over 26 years.

Madam Gan Fang

Madam Gan Fang, aged 41, is an Assistant General Manager of the Group, responsible for the investment banking business and venture capital investments business of the Group. She holds a Master's degree in Economics from Zhongnan University of Economics and Law and a PhD degree in Economics from Graduate School The Chinese Academy of Social Sciences. She has over 10 years experience in investment banking and direct investment. Prior to joining our Group, she worked at two well-known financial institutions.

Company Secretary

Mr. Chan Ming Kin

Mr. Chan Ming Kin, aged 39, is the Legal Counsel and Company Secretary, Head of Legal and Company Secretarial Department of the Group. Mr. Chan holds a Bachelor of Law degree and a Postgraduate Certificate in Laws of the University of Hong Kong. He also holds a Master of Corporate Governance degree of the Hong Kong Polytechnic University. As a qualified solicitor in Hong Kong, Mr. Chan has more than 10 years' experience in private practice and as an in-house counsel. Mr. Chan is also an Associate of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Mr. Chan joined the Group in December 2007 and was appointed as the Company Secretary of the Group in June 2008.

高層管理人員

曾瑞昌先生

曾瑞昌先生，現年49歲，為本集團風險總監。曾先生為特許金融分析師，並於二零零一年起為香港財經分析師學會董事。彼持有加拿大偉佛羅利大學文學學士學位。彼亦持有加拿大阿伯特大學碩士銜。彼於二零零零年二月加入本集團前，在金融行業已擁有超過15年經驗。

陳錦合先生

陳錦合先生，現年59歲，為本集團助理總經理。彼於二零零一年五月加入本集團，並出任中國光大證券(香港)有限公司及中國光大外匯、期貨(香港)有限公司董事總經理。該等公司分別從事證券經紀業務、期貨經紀業務及槓桿式外匯買賣業務。陳先生從事金融經紀業務逾三十一年，彼在推動金融投資業務多元化的工作上擁有廣泛營運、銷售及管理經驗。陳先生在加入本集團前曾在另一家本地著名證券商工作逾26年。

甘芳女士

甘芳女士，現年41歲，為本集團助理總經理，主要負責本集團投資銀行及創業投資業務。彼持有中南財經政法大學經濟學碩士學位及中國社會科學院研究生院經濟學博士學位。甘女士擁有10多年投資銀行和直接投資經驗，熟悉資本市場運作，在加入本集團之前，她曾在兩家著名金融機構任職。

公司秘書

陳明堅先生

陳明堅先生，現年39歲，為本集團法律顧問及公司秘書、法律及公司秘書部主管。陳先生持有香港大學法律學士學位及法律深造文憑，彼亦持有香港理工大學公司管治碩士學位。陳先生為香港律師，擁有逾十年私人執業及公司內部律師的經驗。陳先生亦為特許秘書及行政人員公會及香港特許秘書公會會士。陳先生於二零零七年十二月加入本集團，並於二零零八年六月被委任為本集團公司秘書。

Directors' Report

董事會報告

The Directors hereby present the Annual Report together with the audited financial statements of China Everbright Limited ("the Company") and its subsidiaries (collectively "the Group") for the year ended 31 December 2008.

Principal Activities

The Group is principally engaged in investment holding and the provision of financial services. The principal activities of the subsidiaries are set out in note 13 to the financial statements.

Turnover and Contribution to Group Results

The turnover and contribution to operating results of the Group by activity and geographical location are set out in note 37 to the financial statements.

Results and Appropriations

The results of the Group for the year ended 31 December 2008 are set out on page 63 of this Annual Report.

The Directors recommend the payment of a final dividend of HK\$0.12 per share for the year ended 31 December 2008 (2007: HK\$0.10).

Major Customers and Suppliers

The Group's turnover represents the aggregate of revenue from the sale of trading securities, interest income, dividend income, rental income, brokerage commission and service income. Accordingly, it is not practical to state the percentage of the sales attributable to the Group's largest customers and percentage of the purchases attributable to the Group's largest suppliers.

None of the Directors, their associates or any shareholder holding more than 5% of the Company's issued share capital has an interest in the share capital of any of the five largest suppliers.

Financial Summary

A summary of the results and assets and liabilities of the Group for the past five financial years is set out on page 154 of this Annual Report.

董事會向各位股東呈覽中國光大控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零零八年十二月三十一日止年度之年報及經審核財務報表。

主要業務

本集團之主要業務為投資控股及提供金融服務。附屬公司之主要業務詳情載於財務報表附註13。

營業額及對集團業績之貢獻

以主要業務及地域分佈及其對本集團營業額及經營業績貢獻之詳情載於財務報表附註37。

業績及盈利分配

本集團截至二零零八年十二月三十一日止年度之業績載於本年報第63頁。

董事會建議就截至二零零八年十二月三十一日止年度派發末期股息每股港幣0.12元（二零零七年：港幣0.10元）。

主要客戶及供應商

本集團之營業額主要包括累計出售交易證券之收入、利息收入、股息收入、租金收入及經紀佣金與服務收入，因此未能列出最大客戶及最大供應商所佔本集團銷售額之百分比。

各董事及其聯繫人或任何股東（指根據董事會所知擁有本公司已發行股本逾百分之五者）概無擁有任何五大供應商之權益。

財務摘要

本集團過往五年財政年度之業績、資產及負債摘要載於本年報第154頁。

Directors' Report

董事會報告

Fixed Assets

Movements in fixed assets are set out in note 12 to the financial statements.

Properties

Particulars of major properties held by the Group as at 31 December 2008 are set out on pages 155 to 156 of this Annual Report.

Subsidiaries and Associates

Details of the Company's principal subsidiaries and associates as at 31 December 2008 are set out in notes 13 and 14 to the financial statements respectively.

Share Capital

During the year, the issued share capital of the Company had been increased from 1,584,704,212 shares to 1,591,011,712 shares. The Company issued 6,307,500 shares on the exercise of share options granted to senior executives of the Group.

Details of the movements in the share capital of the Company during the year are set out in note 25 to the financial statements.

Share Premium and Reserves

Movements in share premium and reserves during the year are set out on pages 66 and 125 of this Annual Report.

Distributable reserves of the Company as at 31 December 2008 as calculated under Section 79B of the Hong Kong Companies Ordinance amounted to approximately HK\$327,239,000 (2007: HK\$208,858,000).

Borrowings and Interest Capitalised

Bank loans and overdrafts repayable within one year or on demand are classified as current liabilities in the financial statements. No interest was capitalised by the Group during the year.

固定資產

固定資產於本年度內之變動情況載於財務報表附註12。

物業

本集團於二零零八年十二月三十一日持有之主要物業資料載於本年報第155頁至第156頁。

附屬及聯營公司

本公司於二零零八年十二月三十一日之各主要附屬及聯營公司之詳情分別載於財務報表附註13及14。

股本

於本年度內，本公司之已發行股本由港幣1,584,704,212股增加至1,591,011,712股。本公司因本集團高級行政人員行使認股權而發行6,307,500股股份。

本公司股本於本年度內之變動情況載於財務報表附註25。

股本溢價及儲備

股本溢價及儲備於本年度內之變動情況載於本年報第66及125頁。

於二零零八年十二月三十一日，本公司按照香港《公司條例》第79B條計算的可分配予股東之儲備約為港幣327,239,000元（二零零七年：港幣208,858,000元）。

借貸及利息資本化

本集團須於一年內或須限令償還之銀行貸款及透支於財務報表內概列為流動負債。於本年度內，本集團並無將任何利息資本化。

Directors' Report

董事會報告

Continuing Connected Transactions

- After the Company's acquisition of China Everbright Financial Holdings Limited ("Everbright Financial") on 31 December 1998, the provision of financial services by Everbright Financial and its subsidiaries to China Everbright Holdings Company Limited ("CE Holdings", i.e. the ultimate controlling shareholder of the Company) and China Everbright International Limited and their respective subsidiaries would constitute connected transactions for the Company. The Stock Exchange has granted a waiver to the Company from strict compliance with the requirements of the Listing Rules in relation to connected transactions subject to certain disclosure requirements (the "General Waiver").

The details of these transactions during the year ended 31 December 2008 are set out as follows:

持續的關連交易

- 於一九九八年十二月三十一日本公司完成收購中國光大金融控股有限公司(「光大金融」)之事項後，光大金融及其附屬公司向中國光大集團有限公司(「光大集團」)，即本公司的最終控股股東、中國光大國際有限公司及彼等各自之附屬公司提供金融服務將構成本公司之關連交易。聯交所已就該等關連交易須遵守上市規則中的規定向本公司給予豁免(「一般豁免」)，惟本公司須履行若干披露條件。

截至二零零八年十二月三十一日止年度有關上述交易之詳情如下：

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Management of funds of CE Holdings by way of investing into China Everbright Dragon Fund, a private fund established by the Group (the "Dragon Fund Investment") (Note 1)	管理光大集團的資金，投資於本集團成立的私人基金－中國光大龍騰基金(「龍騰基金投資」)(註1)	-	158,042
Management fee received from CE Holdings in respect of the Dragon Fund Investment (Note 1)	源自龍騰基金投資而收取光大集團的管理費(註1)	1,693	4,662
Performance fee received from CE Holdings in respect of the Dragon Fund Investment (Note 1)	源自龍騰基金投資而收取光大集團的績效費(註1)	-	25,155
Incentive fee income received from CE Holdings for provision of investment management services (Note 1)	源自龍騰基金投資而收取光大集團的獎勵費(註1)	7,766	19,291

Notes:

- Also refer to Note 31(a)(i) to the financial statements.

附註：

- 參閱財務報表附註31(a)(i)。

Directors' Report

董事會報告

Continuing Connected Transactions (continued)

2. Apart from the above transactions under the General Waiver, set out below is information in relation to certain continuing connected transactions entered into by the Group and required under the Listing Rules to be disclosed in the Annual Report of the Company:

- (a) On 5 February 2007, CEL Management Services Limited ("CELMS"), a wholly-owned subsidiary of the Company, entered into a tenancy agreement with Lane Bright Limited, a wholly-owned subsidiary of CE Holdings, in respect of leasing office premises situated on 36th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for a term of 2 years from 31 December 2006 to 30 December 2008 at a monthly rental of HK\$410,400, exclusive of rates and management fees and other charges. The aforesaid tenancy agreement constituted a continuing connected transaction of the Company pursuant to the Listing Rules.

In 2008, the total rental expenses incurred by CELMS under the aforesaid tenancy agreement amounted to approximately HK\$4,926,000. (Please also refer to note 31(a)(iv) of the Financial Statements.)

- (b) According to an incentive agreement dated 25 May 2007 ("2007 Incentive Agreement"), which was announced on the same date, China Everbright Assets Management Limited, a wholly-owned subsidiary of the Company, agreed to pay to an Investment Team through China Forebright Investment Management Limited, a limited company owned by the Investment Team, certain Provisional Bonus and Actual Bonus for the period from 1 January 2007 to 31 December 2009 for providing of investment advisory services to SOF, i.e. SeaBright China Special Opportunities (I) Limited, a closed-end investment company with limited liability incorporated under the laws of the British Virgin Islands.

持續的關連交易(續)

2. 除上述根據一般豁免進行的交易外，下述乃本集團根據上市規則規定其詳情須載於本公司年報內的持續關連交易：

- (a) 於二零零七年二月五日，本公司的全資附屬公司光大控股管理服務有限公司(「光大管理服務」)與光大集團全資附屬公司隆耀有限公司簽訂一項租賃協定，租用位於香港夏慤道十六號遠東金融中心36樓的辦公室物業，為期兩年由二零零六年十二月三十一日至二零零八年十二月三十日止，每月租金港幣410,400元(不含差餉、管理費及其它費用)。根據上市規則，上述租賃協定構成本公司持續關連交易。

於二零零八年，光大管理服務就上述租賃協定的租金支出為港幣4,926,000元。(請參照財務報表附註31(a)(iv)。

- (b) 根據一份二零零七年五月二十五日激勵協議(「2007激勵協議」)，於同日亦作出公告，本公司之全資附屬公司，中國光大資產管理有限公司同意透過China Forebright Investment Management Limited(項目管理團隊所擁有公司)於二零零七年一月一日至二零零九年十二月三十一日向項目管理團隊支付若干暫付激勵獎金及實際激勵獎金，作為他們為SOF基金提供投資諮詢服務的回報。SOF基金指SeaBright China Special Opportunities (I) Limited，一家以有限責任公司形式在英屬處女群島註冊成立的封閉式基金。

Directors' Report

董事會報告

Continuing Connected Transactions (continued)

2. (continued)

(b) (continued)

The 2007 Incentive Agreement revised the formulae for determination and payment of the bonus to the Investment Team and the co-investment obligations of the Investment Team to enhance risk management measure. The agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

During the relevant period, the total amount paid to the Investment Team was HK\$85,612,718.

On 16 July 2008, the Company announced that the 2007 Incentive Agreement has ceased to be a continuing connected transaction of the Company.

In the opinion of the directors, these transactions were conducted on normal commercial terms. The independent non-executive directors have conducted the annual review of these connected transactions and confirmed that such transactions were entered into on normal commercial terms in the ordinary course of business of the Group and in accordance with the agreements governing these transactions. Where there is no agreement, the transactions were entered into on terms no less favourable than the terms available to independent third parties, and the aggregate value of such transactions did not exceed the limits set out in Rule 14A.34 of the Listing Rules.

The directors have requested the auditors of the Company to perform certain agreed audit procedures on the continuing connected transactions and have received a letter from the auditors as required under Rule 14A.38 of the Listing Rules.

持續的關連交易(續)

2. (續)

(b) (續)

2007激勵協議修改了項目管理團隊的獎金計算方法及付款方式，並加強了項目管理團隊共同投資的風險管理機制。激勵協議根據上市規則第14A章構成本公司之持續關連交易。

於相關時期，支付予項目管理團隊的總金額為港幣85,612,718元。

於二零零八年七月十六日，本公司發出之公告，此2007激勵協議已不再構成本公司的持續關連交易。

董事會認為上述交易按一般商業條款進行。本公司之獨立非執行董事已對該等關連交易進行了年度審閱，並確認該等交易乃本集團在日常業務中按一般商業條款及該等交易之協議規定而訂立，或如無訂立協議，交易條件不遜於給予獨立第三者之條款，上述交易之總金額並無超過上市規則第14A.34條規定之交易上限。

董事會已要求本公司核數師就持續關連交易進行若干協定核數程序，並已接獲核數師根據上市規則第14A.38條之規定而發出之函件。

Directors' Report

董事會報告

Directors

The directors of the Company during the year and up to the date of this Report are as follows:

Executive Directors:

Mr. Tang Shuangning, Chairman
Mr. Zang Qiutao, Deputy Chairman
Mr. Chen Shuang, Chief Executive Officer
Mr. Tang Chi Chun, Richard, Chief Financial Officer
Mr. Xu Haoming
(Resigned on 19 June 2008)

Non-executive Director:

Mr. Wang Weimin
(Appointed on 19 June 2008)

Independent Non-executive Directors:

Mr. Ng Ming Wah, Charles
Mr. Seto Gin Chung, John
Dr. Lin Zhijun
Madam Tung Iring
(Resigned on 18 July 2008)

Article 87 of the Company's Articles of Association provides that any director appointed by the Board of Directors shall hold office only until the next following general meeting of the Company, but shall be eligible for re-election at such meeting. Accordingly, Mr. Wang Weimin, as an appointed director, shall retire at the forthcoming Annual General Meeting and, being eligible, offer himself for re-election.

Articles 120 and 121 of the Company's Articles of Association provide that one-third of the directors or the nearest number to but not exceeding one-third of the directors shall retire from office and be eligible for re-election. Accordingly, Mr. Seto Gin Chung, John and Dr. Lin Zhijun, being the longest serving directors, shall retire by rotation. They will offer themselves for re-election at the forthcoming Annual General Meeting.

Generally, the term of office for each independent non-executive director is for a period of 3 years, and all are subject to rotation in accordance with the Company's Articles of Association.

董事

於本年度內及截至本報告書日期止，本公司董事為：

執行董事：

唐雙寧先生，主席
臧秋濤先生，副主席
陳爽先生，行政總裁
鄧子俊先生，財務總監
徐浩明先生
(於二零零八年六月十九日辭任)

非執行董事：

王衛民先生
(於二零零八年六月十九日獲委任)

獨立非執行董事：

吳明華先生
司徒振中先生
林志軍博士
董愛菱女士
(於二零零八年七月十八日辭任)

本公司組織章程細則第87條規定，獲董事會委任的董事之任期於下一個股東大會屆滿，但可於該大會膺選連任。因此，王衛民先生在即將舉行之股東週年大會上退任，並願意膺選連任。

本公司組織章程細則第120條及第121條規定，於每年股東週年大會上，三分之一的董事或最接近但不超過此數目之董事將退任，但可膺選連任。因此，任期最長的董事：司徒振中先生及林志軍博士將依章輪值告退，並願意於即將舉行之股東週年大會上膺選連任。

一般情況下，每位獨立非執行董事的任期為三年，但將根據本公司組織章程細則需輪值退任。

Directors' Report

董事會報告

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 December 2008, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares of equity derivatives and debentures of the Company or its associated corporations (as defined by Part XV of the Securities and Futures Ordinance (the "SFO") as recorded in the register of directors' and chief executives' interests and short positions required to be maintained under section 352 of the SFO are as follows:

1a. Long position in shares of the Company:

Name of director	董事姓名	Total 總數	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	% of total issued shares 佔已發行股份 總數百分比
Tang Chi Chun, Richard	鄧子俊	200,000	200,000	-	-	0.01%

1b. Long position in shares of China Everbright International Limited, an associated corporation of the Company

Name of director	董事姓名	Total 總數	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	% of total issued shares 佔已發行股份 總數百分比
Chen Shuang	陳爽	100,000	100,000	-	-	0.003%

董事及主要行政人員持有之股份、相關股份權益、債券及淡倉

於二零零八年十二月三十一日，本公司根據證券及期貨條例第352條規定須設置之董事及主要行政人員權益及淡倉登記冊所載記錄顯示，各董事及主要行政人員在本公司及其聯繫公司(定義見證券及期貨條例第XV部)之股份、相關股份股本衍生工具及債券之權益如下：

1a. 於本公司股份之長倉：

1b. 於本公司之聯繫公司中國光大國際有限公司之長倉

Directors' Report

董事會報告

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

(continued)

2. Long position in underlying shares of equity derivatives of the Company

Name of director 董事姓名	Nature of interest 權益性質	Date of Grant 授出日期	Number of equity derivatives held 持有股本 衍生工具數目	Number of underlying shares 相關股份數目	Total 總數	Total Percentage 總百分比
Chen Shuang 陳爽	Personal 個人	03.05.05	1,280,000	1,280,000	1,280,000	0.08%
Seto Gin Chung, John 司徒振中	Personal 個人	05.05.05	320,000	320,000	320,000	0.02%
Tang Chi Chun, Richard 鄧子俊	Personal 個人 Personal 個人	27.09.05 10.04.06	400,000 319,000	400,000 319,000	719,000	0.05%

All the above shares and underlying shares of equity derivatives were beneficially owned by the directors concerned. The percentage shown was calculated based on the number of issued shares of the Company as at 31 December 2008.

Details of the share options held by the directors and chief executives of the Company are shown in the following section under the heading "Information on Share Options".

As at 31 December 2008, save as disclosed herein, none of the directors and chief executives of the Company were interested in short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any associated corporation defined under the SFO as recorded in the register of directors' and chief executives' interests and short positions.

董事及主要行政人員持有之股份、相關股份權益、債券及淡倉(續)

2. 於本公司相關股份、股本衍生工具之長倉

上述股份及相關股份股本衍生工具均由有關董事實益持有。上表所顯示之百分比以本公司於二零零八年十二月三十一日已發行股份數目計算。

本公司董事及主要行政人員持有之認股權的資料見於下列「認股權資料」項下。

於二零零八年十二月三十一日除此披露者外，本公司根據證券及期貨條例而設置之董事及主要行政人員權益及淡倉登記冊內，本公司董事及主要行政人員概無擁有本公司或任何聯營公司之股份、相關股份股本衍生工具或債券之淡倉權益。

Directors' Report

董事會報告

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

(continued)

3. Long position in underlying shares of equity derivatives of associated corporations

As at 31 December 2008, the following directors had personal interests in options to subscribe for shares in China Everbright International Limited ("CEIL"), an associated corporation of the Company. The shares of CEIL are listed on the Hong Kong Stock Exchange.

Name of director 董事姓名	Nature of interest 權益性質	Exercise price (HK\$) 行使價 (港元)	Date of Grant 授出日期	Exercise period 行使期	Number of underlying shares of CEIL (ordinary shares) 光大國際之 相關股份數目 (普通股)	Total Percentage 總百分比
Zang Qiutao 臧秋濤	Personal 個人	0.85 0.85	03.08.06 03.08.06	03.08.07-25.05.13 03.08.08-25.05.13	2,000,000 2,000,000	0.064% 0.064%

董事及主要行政人員持有之股份、相關股份權益、債券及淡倉(續)

3. 於有聯繫公司相關股份、股本衍生工具之長倉

於二零零八年十二月三十一日，以下董事個人擁有可認購本公司之聯繫公司中國光大國際有限公司(「光大國際」)之認股權，其股份於香港聯交所上市。

Information on Share Options

Information in relation to share options of the Company disclosed in accordance with the Listing Rules was as follows:

1. Outstanding share options as at 1 January 2008:

	Number of options 認股權數目	Date of Grant 授出日期	Vesting period 有效期	Exercise period 行使期	Exercise price (HK\$) 行使價 (港元)
Chen Shuang 陳爽	750,000 1,280,000	03.09.04 03.05.05	04.09.04-03.03.07 04.05.05-03.11.07	04.09.05-03.03.08 04.05.06-03.05.10	3.225 2.850
Seto Gin Chung, John 司徒振中	320,000	05.05.05	06.05.05-05.11.07	06.05.06-05.05.10	3.000
Tang Chi Chun, Richard 鄧子俊	400,000 319,000	27.09.05 10.04.06	28.09.05-27.03.08 11.04.06-10.10.08	28.09.06-27.09.10 11.04.07-10.04.11	3.100 4.800
Total employees (Note 1) 僱員的總數(附註1)	500,000 2,812,500 410,000 3,700,000	03.09.04 03.05.05 04.07.05 10.04.06	04.09.04-03.03.07 04.05.05-03.11.07 05.07.05-04.01.08 11.04.06-10.10.08	04.09.05-03.03.08 04.05.06-03.05.10 05.07.06-04.07.10 11.04.07-10.04.11	3.225 2.850 3.135 4.800

Note:

- Mr. Guo You, resigned as director of the Company on 12 October 2007 and his options were classified under "Total employees".

認股權資料

根據上市規則所披露有關認股權的資料如下：

1. 於二零零八年一月一日尚未行使的認股權：

附註：

- 郭友先生已於二零零七年十月十二日辭任本公司董事其所持有之認股權被歸類入「僱員的總數」。

Directors' Report

董事會報告

Information on Share Options (continued)

2. Outstanding share options as at 31 December 2008:

	Number of options 認股權數目	Date of Grant 授出日期	Vesting period 有效期	Exercise period 行使期	Exercise price (HK\$) 行使價 (港元)
Chen Shuang 陳爽	1,280,000	03.05.05	04.05.05-03.11.07	04.05.06-03.05.10	2.850
Tang Chi Chun, Richard 鄧子俊	400,000 319,000	27.09.05 10.04.06	28.09.05-27.03.08 11.04.06-10.10.08	28.09.06-27.09.10 11.04.07-10.04.11	3.100 4.800
Seto Gin Chung, John 司徒振中	320,000	05.05.05	06.05.05-05.11.07	06.05.06-05.05.10	3.000
Total employees 僱員的總數	132,500 160,000 1,522,500	03.05.05 04.07.05 10.04.06	04.05.05-03.11.07 05.07.05-04.01.08 11.04.06-10.10.08	04.05.06-03.05.10 05.07.06-04.07.10 11.04.07-10.04.11	2.850 3.135 4.800

3. No share options were granted during the year ended 31 December 2008.

4. Number of share options exercised during the year ended 31 December 2008:

認股權資料(續)

2. 於二零零八年十二月三十一日尚未行使的認股權：

3. 截至二零零八年十二月三十一日止年度並無授出認股權。

4. 截至二零零八年十二月三十一日止年度內行使的認股權數目：

		Date of Grant 授出日期	No. of Shares 股份數目	Exercise price (HK\$) 行使價 (港元)	WA Closing price** (HK\$) 加權平均 收市價** (港元)
Chen Shuang 陳爽		03.09.04	750,000	3.225	16.160
Total employees (See Note 1 above)	僱員的總數 (見上述附註1)	03.09.04 03.05.05 04.07.05 10.04.06	500,000 2,680,000 250,000 2,127,500	3.225 2.850 3.135 4.800	19.920 17.344 22.000 12.858

** The weighted average ("WA") closing price of the shares of the Company immediately before the dates on which the options were exercised.

** 本公司股份在緊接有關認股權行使日期之前的加權平均收市價。

Directors' Report

董事會報告

Information on Share Options (continued)

5. No share options were cancelled during the year ended 31 December 2008.
6. Number of share options lapsed during the year ended 31 December 2008:

認股權資料(續)

5. 截至二零零八年十二月三十一日止年度內並無註銷認股權。
6. 截至二零零八年十二月三十一日止年度內失效的認股權數目：

		Date of Grant 授出日期	No. of options 認股權數目
Total Employees	僱員的總數	10.04.06	50,000

7. Valuation of share options

The fair value of share options granted is measured using a Binomial Option Pricing Model based on the volatility of the Company's share price immediately preceding the date of grant, taking into account the terms and conditions upon which the share options were granted.

The Group amortises the fair value of share options granted to employees as an expense in the income statement in accordance with HKFRS 2 "Share-based Payments". Details of the underlying accounting policy are set out in note 2(q)(ii) to the financial statements.

Save as disclosed herein, as at 31 December 2008, none of the directors, the chief executives or their respective associates had any interest in the securities of the Company or any of its associated corporations or in any arrangements to which the Company is a party to purchase shares of the Company or any other corporate body.

7. 認股權估值

認股權的公平價值是採納一種《二項期權定價模式》訂定，並以本公司於認股權授出前之股價波幅作基礎，亦已顧及給予認股權的所有條款。

按照《香港財務報告準則》第2號「認股份償付」，本集團須將認股權的公平價值於損益表內攤銷確認為支出。相關的會計政策詳情已刊載於財務報表附註2(q)(ii)。

除上文所披露者外，於二零零八年十二月三十一日，無任何董事，主要行政人員或彼等各自之聯繫人持有本公司或其任何聯營公司之證券權益，或任何購買本公司或任何其他法人團體股份之安排。

Information on Share Option Scheme

At the Extraordinary General Meeting of the Company held on 24 May 2002, an ordinary resolution was passed to adopt a Share Option Scheme ("the Scheme").

A summary of the Scheme disclosed in accordance with the Listing Rules is as follows:

1. Purpose of the Scheme:

To provide an incentive or reward to eligible persons for their contribution and continuing efforts in promoting the interests of the Group.

認股權計劃資料

本公司於二零零二年五月二十四日舉行之股東特別大會上通過普通決議案以採納一認股權計劃（「該計劃」）。

根據上市規則披露的有關該計劃的摘要如下：

1. 該計劃的目的：

對本集團作出貢獻及提升本集團利益而努力不懈之合資格人士提供激勵或報酬。

Directors' Report

董事會報告

Information on Share Option Scheme (continued)

2. Participants of the Scheme:

Any employee(s) including any director(s) of the Company or any subsidiary or associated company.

3. Total number of shares available for issue under the Scheme and percentage of issued share capital as at 31 December 2008:

99,711,171 (6.27%)

4. Maximum entitlement of each participant under the Scheme:

The maximum number of shares (issued and to be issued) in respect of which options may be granted under the Scheme and any other share option scheme(s) of the Company (whether exercised, cancelled or outstanding) to any participants in any 12-month period shall not exceed 1% of the total number of issued shares from time to time unless such grant has been duly approved by ordinary resolution of the shareholders in general meeting.

5. The period within which the shares must be taken up under an option:

The exercise period of options ranges from 1 to 4 years.

6. The minimum period for which an option must be held before it can be exercised:

The vesting periods ranges from 1 to 2.5 years from the date of the granting.

7. (a) The amount payable on application or acceptance of the option:

HK\$1.00

(b) The period within which payments or calls must or may be made:

Within 30 days after the date of offer

(c) The period within which loans for such purposes must be repaid:

N/A

認股權計劃資料(續)

2. 該計劃的參與者：

本公司或其任何附屬公司或聯營公司之任何僱員及彼等之董事。

3. 該計劃中可予發行的股份數目及其於二零零八年十二月三十一日佔已發行股本的百分比：

99,711,171 (6.27%)

4. 該計劃中每名參與者可獲授權益上限：

根據該計劃及本公司任何其他認股權計劃而於任何12個月期間向任何參與者授出認股權(無論已行使、註銷或尚未行使者)，除非經本公司股東於股東大會上以普通決議案正式批准，否則其有關之股份最多數目(包括已發行及將予發行股份數目)將不可超逾本公司不時已發行股份總數之1%。

5. 可根據認股權認購股份的期限：

認股權行使期限由一年至四年不等。

6. 認股權行使之前必須持有的最短期限：

認股權之有效期為授出日期起計一年至二年半不等。

7. (a) 申請或接受認股權時須付之金額：

港幣1.00元

(b) 付款或通知付款的期限：

授出日期後30天內

(c) 償還申請認股權貸款的期限：

不適用

Directors' Report

董事會報告

Information on Share Option Scheme (continued)

8. The basis of determining the exercise price:

The exercise price is determined by the directors which shall be at least the highest of (i) the nominal value of the shares; (ii) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; and (iii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant.

9. The remaining life of the Scheme:

The Scheme will expire on 24 May 2012.

Directors' Interests in Contracts of Significance

No contracts of significance to which the Company, its holding company, subsidiaries or fellow subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, existed at the end of the year or at any time during the year.

Directors' Service Contracts

No director offering for re-election at the forthcoming Annual General Meeting has a service contract with the Company or any of its subsidiaries which is not terminable by the employing company within one year without payment of compensation other than the normal statutory compensation.

Directors' Rights to Acquire Shares or Debentures

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries, holding companies or fellow subsidiaries a party to any arrangements to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

認股權計劃資料(續)

8. 行使價的釐定基準：

認股權之行使價將由董事會釐定，並至少須為下列三者中之最高者：(i)股份面值；(ii)於授出認股權當日，股份於聯交所每日報價表示之收市價；及(iii)緊接授出認股權當日前五個交易日，股份於聯交所每日報價表所示之平均收市價。

9. 該計劃尚餘的有效期：

該計劃將於二零一二年五月二十四日終止。

董事於重大合約之權益

於年結日或本年度內，本公司、其控股公司、附屬公司、或同系附屬公司概無訂立任何本公司董事擁有直接或間接重大權益之重要合約。

董事之服務合約

所有在即將舉行之股東週年大會上膺選連任之董事，均沒有與本公司或其任何附屬公司訂立任何在一年內不能終止，或除正常法定補償外還須支付任何補償方可終止之服務合約。

董事認購股份或債券之權利

除上文所披露者外，在本年度任何時間內，本公司、其任何附屬公司、控股公司或控股公司之附屬公司概無訂立任何安排，使董事可藉購買本公司或任何其他法人團體之股份或債券而獲益。

Directors' Report

董事會報告

Substantial Shareholders

As at 31 December 2008 the following persons had an interest or short position in the shares and underlying shares of the Company which must be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the group:

Long Position

Name of shareholder 股東名稱

China Everbright Holdings Company Limited (Note)
中國光大集團有限公司(附註)

Datten Investments Limited (Note)(附註)

Honorich Holdings Limited

Note: Honorich Holdings Limited ("Honorich") is wholly-owned by Datten Investments Limited ("Datten") which in turn is a wholly-owned subsidiary of China Everbright Holdings Company Limited ("Holdings"). Accordingly, Datten and Holdings are deemed to have the same interests in the shares of the Company as Honorich.

Save as disclosed above as at 31 December 2008, the directors are not aware of any other persons who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the group.

Purchase, Sale or Redemption of the Company's Securities

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's securities during the year.

主要股東

於二零零八年十二月三十一日，下列人士在本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部知會本公司之權益或淡倉，或直接或間接擁有附帶權利在任何情況下在本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上權益：

股份之長倉

	No. of shares beneficially held 實益持有股份數目	% of total issued shares 佔已發行 股本百分比
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China Everbright Holdings Company Limited (Note) 中國光大集團有限公司(附註)	867,119,207	54.50%
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Datten Investments Limited (Note)(附註)	867,119,207	54.50%
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Honorich Holdings Limited	867,119,207	54.50%
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附註： Honorich Holdings Limited(「Honorich」)乃由 Datten Investments Limited(「Datten」)全資擁有，而Datten乃中國光大集團有限公司(「光大集團」)之全資附屬公司，因此Datten及光大集團於本公司股本中被視為擁有與Honorich相同之權益。

除上文所披露者外，於二零零八年十二月三十一日，董事並不知悉有任何其他人士於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部知會本公司之權益及淡倉，或直接或間接擁有附帶權利，可在任何情況下在本集團任何成員公司之股東大會上投票之任何類別股本面值5%或以上權益。

購買、出售或贖回本公司之證券

本公司於年內並無贖回本身之股份。本公司及其任何附屬公司於年內概無購買或出售本公司之任何證券。

Directors' Report

董事會報告

Corporate Governance

The Company believes that upholding good corporate governance measures is important to ensure effective internal control and to protect the long term interest of the shareholders, customers, staff and the Company. The Company complies strictly with the applicable laws and regulations and codes and guidelines of the regulatory authorities, and strives to follow the best international and local corporate governance practice and to develop and improve the corporate governance practices of the Company.

For further details, please refer to the section "Corporate Governance Report" of this report.

Auditors

KPMG were first appointed auditors of the Company in 2005 upon the retirement of PricewaterhouseCoopers. KPMG retire, and being eligible, offer themselves for reappointment. A resolution for their re-appointment as auditors will be proposed at the forthcoming Annual General Meeting.

Audit and Risk Management Committee

During the year, the Audit and Risk Management Committee comprised Mr. Ng Ming Wah, Charles, Mr. Seto Gin Chung, John, and Dr. Lin Zhijun. The Committee is chaired by Mr. Ng Ming Wah, Charles. All members of the Committee are independent non-executive directors.

The Audit and Risk Management Committee and the Management have reviewed the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the audited financial statements of the Group for the year ended 31 December 2008. The terms of reference of the Audit and Risk Management Committee and a summary of the duties discharged in 2008 have been set out in the section "Corporate Governance Report" of this Report.

企業管治

本公司深信，保持良好企業管治機制，對確保本公司有效的內部監控，保障股東、客戶、員工以及本公司的長遠利益最為重要。為此，本公司將嚴格遵守適用的法律法規及監管機構的各項規定和指引，並積極配合國際和當地有關企業管治最佳慣例的要求及推動和完善本公司的企業管治機制。

詳情請參閱本報告「企業管治報告」部份。

核數師

畢馬威會計師繼羅兵咸會計師退任後於二零零五年首次被委任為本公司核數師。畢馬威會計師任滿告退，但表示願意應聘連任，在即將舉行的股東週年大會上，將提呈重新委任核數師之決議案。

審核及風險管理委員會

於本年度內審核及風險管理委員會成員包括吳明華先生、司徒振中先生及林志軍博士。主席由吳明華先生擔任。委員會所有成員均為獨立非執行董事。

審核及風險管理委員會已與管理層一同回顧本集團所採用之會計政策及慣例，並討論審計、內部監控及財務申報事宜，包括審閱本集團現公佈之截至二零零八年十二月三十一日止年度之經審核財務報表。審核及風險管理委員會之工作範圍及其於二零零八年工作概述已列於本報告「企業管治報告」部份。

Directors' Report

董事會報告

Retirement schemes

The Company provides retirement benefits to all local eligible employees under an approved defined contribution provident fund ("the ORSO Scheme"). The ORSO Scheme is administered by trustees, the majority of which are independent, with its assets held separately from those of the Company. The ORSO Scheme is funded by contributions from employees and employers at 5% each based on the monthly salaries of employees. Forfeited contributions may be used to reduce the existing level of contribution by the Company.

Since 1 December 2000, the Group also 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 and not previously covered by the ORSO Scheme. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a monthly relevant income cap of HK\$20,000.

The employees of the subsidiaries in the People's Republic of China are members of the retirement schemes operated by the local authorities. The subsidiaries are required to contribute a certain percentage of their payroll to these schemes to fund the benefits. The only obligation of the Group with respect to these schemes is the required contributions under the schemes.

The Group's total contributions to these schemes charged to the consolidated income statement during the year ended 31 December 2008 amounted to approximately HK\$1.68 million.

Competing interest

Insofar as the directors are aware, Mr. Ng Ming Wah, Charles, an independent non-executive director of the Company, is a director of Somerley Limited, a specialist financial services company principally engaged in advising listed companies in Hong Kong on mergers and acquisitions, equity capital raising and regulatory compliance matters, which may be considered to compete or likely to compete with some of the investment banking businesses of the Group. However, the directors consider that the likelihood of a conflict of interest occurring is minimal since most of the Group's relevant business decisions are handled at the subsidiary level. If and when an occasion arises which may lead to actual or potential competition, it is intended that Mr. Ng will make a full declaration of his interests (if any) and abstain from the discussion and decision making process(es) relating thereto.

退休計劃

本公司已為所有本地合資格僱員設定認可定額供款公積金(「職業退休計劃條例計劃」)。職業退休計劃條例計劃由信託人(大部份為獨立信託人)管理，其資產與本公司之資產分開持有。僱員及僱主均須就職業退休計劃條例計劃供款，分別為僱員月薪的5%。沒收供款可用作抵銷本公司現需承擔之供款。

自二零零零年十二月一日起，本集團亦根據香港強制性公積金計劃條例為受香港僱傭條例管轄且原先未包括在職業退休計劃條例計劃內之僱員提供強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立信託人管理之定額供款退休計劃。根據強積金計劃，僱主及僱員各自須向計劃供款，供款額為僱員有關收入之5%，而有關收入每月之上限為港幣20,000元。

中華人民共和國附屬公司之僱員均參與當地政府管理之退休計劃。該等附屬公司須按員工薪金之若干百分比向上述計劃作出供款。就此等計劃而言，本集團之唯一責任為根據此等計劃作出所需供款。

本集團於截至二零零八年十二月三十一日止年度內向此等計劃所作之總供款額約為港幣168萬元，並已入賬綜合損益表內。

競爭權益

據董事們所知，本公司獨立非執行董事吳明華先生亦為新百利有限公司董事，該公司為在香港上市的公司提供金融方面的專業服務，包括收購兼併、股份融資、監管合規諮詢服務，該等服務可能被視為與本集團的若干投資銀行業務構成或有機會構成競爭。儘管如此，董事們認為由於本集團大部分相關業務都已在附屬公司層面被處理，所以發生潛在利益衝突的可能性極微。董事們並預期如果發現有可能產生實際或潛在的利益衝突，吳先生將會如實披露他的所有利益(如有)並避席相關事項的討論及決策過程。

Directors' Report

董事會報告

Sufficiency of Public Float

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

By order of the Board

Tang Shuangning

Chairman

Hong Kong, 26 March 2009

足夠的公眾持股量

根據本公司公開取得之資料，以及就本公司董事所知，於本年報刊發日期，本公司維持上市規則所規定之公眾持股量。

承董事會命

唐雙寧

主席

香港，二零零九年三月二十六日

Independent Auditor's Report

獨立核數師報告



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CHINA EVERBRIGHT LIMITED

(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of China Everbright Limited (the "Company") set out on pages 63 to 153, 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 Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. This report is made solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

獨立核數師報告 致中國光大控股有限公司股東 (於香港註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審核列載於第63至第153頁中國光大控股有限公司(「貴公司」)的綜合財務報表，此綜合財務報表包括於二零零八年十二月三十一日的綜合資產負債表及貴公司的資產負債表與截至該日止年度的綜合損益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》編製及真實而公平地列報該等財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關的內部控制，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；及按情況下作出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核對該等財務報表作出意見。我們是按照香港《公司條例》第141條的規定，僅向整體股東報告。除此以外，我們的報告書不可用作其他用途。我們概不就本報告書的內容，對任何其他人士負責或承擔法律責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

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

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

OPINION

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

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

26 March 2009

審核涉及執行情序以獲取有關財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報財務報表相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零零八年十二月三十一日的事務狀況及截至該日止年度的集團利潤及現金流量，並已按照香港《公司條例》妥為編製。

畢馬威會計師事務所
執業會計師
香港中環
遮打道10號
太子大廈8樓

二零零九年三月二十六日

Consolidated Income Statement

綜合損益表

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

		Note 附註	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元 (Restated) (重列)
Turnover	營業額	3	4,143,448	4,584,025
Operating income	營業收益	3	343,354	730,844
Other net income	其他淨收入	3	997,571	1,502,031
Staff costs	員工費用	4	(210,745)	(299,287)
Depreciation and amortisation expenses	折舊及攤銷費用	12	(10,376)	(7,082)
Impairment loss on available-for sale securities	備供銷售證券減值損失		(260,091)	–
Other operating expenses	其他經營費用		(149,413)	(171,307)
Profit from operations	經營盈利	5	710,300	1,755,199
Finance costs	財務費用	6	(6,921)	(122,780)
Gain on deemed disposal of interest in associates	非實質出售聯營公司 權益盈利		–	924,503
Share of profits less losses of associates	應佔聯營公司盈利減虧損		480,185	2,906,226
Profit before taxation	除稅前盈利		1,183,564	5,463,148
Income tax	稅項	8	(208,967)	(197,724)
Profit after taxation	除稅後盈利		974,597	5,265,424
Attributable to:	歸屬於：			
Shareholders of the Company	本公司股東		1,014,832	5,005,592
Minority interests	少數股東權益		(40,235)	259,832
			974,597	5,265,424
Appropriations:	於本年派發的應付股息			
Dividends attributable to the year:	予本公司股東：	10		
Interim dividend per share paid	已付中期股息每股		HK\$0.08 港元	–
Final dividend per share proposed	擬派末期股息每股		HK\$0.12 港元	HK\$0.10港元
Earnings per share	每股盈利	11		
– Basic	– 基本		HK\$0.639 港元	HK\$3.169港元
– Diluted	– 攤薄		HK\$0.637 港元	HK\$3.144港元

Balance Sheets

資產負債表

As at 31 December 2008 於二零零八年十二月三十一日

		Group 本集團		Company 本公司	
		31 December 2008 二零零八年 十二月三十一日 HK\$'000 港幣千元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 港幣千元	31 December 2008 二零零八年 十二月三十一日 HK\$'000 港幣千元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 港幣千元
	Note 附註				
Non-current assets	非流動資產				
Fixed assets	固定資產	12	277,541	271,280	700
Investments in subsidiaries	附屬公司投資	13(a)	-	-	1,388,684
Amounts due from subsidiaries	應收附屬公司款項	13(b)	-	-	3,015,220
Investments in associates	聯營公司投資	14(a)	4,888,791	4,470,959	1,784,192
Available-for-sale securities	備供銷售證券	15	4,082,180	9,045,828	2,687,314
Financial assets designated at fair value through profit or loss	指定為通過損益以反映公平價值的金融資產	16	196,503	665,434	-
Intangible assets	無形資產	17	6,191	1,250	-
			9,451,206	14,454,751	8,876,110
					10,149,786
Current assets	流動資產				
Advances to customers	客戶借款	18	660,928	1,600,458	-
Amounts due from subsidiaries	應收附屬公司款項	13(b)	-	-	841,750
Debtors, deposits and prepayments	應收賬款、按金及預付款	19	428,287	1,346,319	1,004,940
Trading securities	交易證券	20	96,784	1,057,748	-
Cash and cash equivalents	現金及現金等價物	21	4,418,671	1,826,923	164
			5,604,670	5,831,448	1,846,854
					2,905,021
Current liabilities	流動負債				
Creditors, deposits received and accrued charges	應付賬款、已收按金及預提費用	22	(275,061)	(815,107)	(1,918)
Trading securities	交易證券	20	(421,052)	(542,207)	-
Amounts due to subsidiaries	應付附屬公司款項	13(c)	-	-	(2,045,901)
Amounts due to associates	應付聯營公司款項	14(d)	(438)	(438)	(438)
Amount due to ultimate holding company	應付最終控股公司之款項	31(b)	(63)	-	-
Provision for taxation	稅項準備	24(a)	(533,117)	(489,055)	-
			(1,229,731)	(1,846,807)	(2,048,257)
					(3,445,267)
Net current assets / (liabilities)	淨流動資產 / (負債)		4,374,939	3,984,641	(201,403)
					(540,246)
Total assets less current liabilities	總資產減流動負債		13,826,145	18,439,392	8,674,707
					9,609,540

Balance Sheets

資產負債表

As at 31 December 2008 於二零零八年十二月三十一日

		Note 附註	Group 本集團		Company 本公司	
			31 December 2008 二零零八年 十二月三十一日 HK\$'000 港幣千元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 港幣千元	31 December 2008 二零零八年 十二月三十一日 HK\$'000 港幣千元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 港幣千元
Non-current liabilities	非流動負債					
Notes payable	應付票據	23	(75,959)	(42,787)	-	-
Deferred tax liabilities	遞延稅項負債	24(b)	(250,298)	(899,021)	(21,256)	-
			(326,257)	(941,808)	(21,256)	-
NET ASSETS	淨資產		13,499,888	17,497,584	8,653,451	9,609,540
CAPITAL AND RESERVES	股本及儲備					
Share capital	股本	25	1,591,012	1,584,704	1,591,012	1,584,704
Reserves	儲備	26	11,608,081	14,774,268	7,062,439	8,024,836
Total equity attributable to shareholders of the Company	歸屬於本公司股東權益		13,199,093	16,358,972	8,653,451	9,609,540
Minority interests	少數股東權益		300,795	1,138,612	-	-
TOTAL EQUITY	權益總額		13,499,888	17,497,584	8,653,451	9,609,540

Approved and authorised for issue by the Board of Directors on 26 March 2009 and signed on behalf of the Board by:

於二零零九年三月二十六日經董事會批准及授權刊發並由以下董事代表董事會簽署：

Tang Shuangning

唐雙寧

Director

董事

Chen Shuang

陳爽

Director

董事

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

		Attributable to the shareholders of the Company 歸屬於本公司股東											
		Share capital	Share premium	Option premium reserve	Investment revaluation reserve	Capital redemption reserve	Goodwill reserve	Capital reserve	Exchange reserve	Retained earnings	Total	Minority interests	Total equity
		股本	股本溢價	溢價儲備	重估儲備	贖回儲備	商譽儲備	資本儲備	匯兌儲備	保留盈利	合計	股東權益	權益合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
As at 1 January 2008	二零零八年一月一日	1,584,704	5,692,367	14,451	5,796,646	2,984	(924,395)	109,714	287,880	3,794,621	16,358,972	1,138,612	17,497,584
Exchange rate adjustments	匯率調整	-	-	-	-	-	-	-	25,831	-	25,831	(1,560)	24,271
Deficit on revaluation, net of deferred tax	重估減值， 遞延稅後淨額	-	-	-	(2,205,826)	-	-	-	-	-	(2,205,826)	(282,330)	(2,488,156)
Release upon impairment of available-for-sale securities	備供銷售證券 減值撥回	-	-	-	37,568	-	-	-	-	-	37,568	-	37,568
Share options forfeited	取消授出員工認股權	-	-	(50)	-	-	-	-	-	50	-	-	-
Shares issued under share option scheme	按認股權計劃發行股本	6,308	25,863	(9,516)	-	-	-	-	-	-	22,655	-	22,655
Release upon disposal of available-for-sale securities	出售備供銷售證券 撥回	-	-	-	(1,707,639)	-	-	-	-	-	(1,707,639)	(169,668)	(1,877,307)
Increase in exchange reserve on interest in associates	於聯營公司投資之匯兌 儲備增加	-	-	-	-	-	-	-	272,438	-	272,438	-	272,438
Share of investment revaluation reserve of associate	所佔聯營公司之投資 重估儲備減少	-	-	-	(334,790)	-	-	-	-	-	(334,790)	-	(334,790)
Net divestment by minority shareholders	少數股東淨投資	-	-	-	-	-	-	-	-	-	-	(344,024)	(344,024)
Equity settled share-based transactions	以股份支付之 股本交易	-	-	1,160	-	-	-	-	-	-	1,160	-	1,160
Dividends paid	已付股息	-	-	-	-	-	-	-	-	(286,108)	(286,108)	-	(286,108)
Profit for the year	本年盈利	-	-	-	-	-	-	-	-	1,014,832	1,014,832	(40,235)	974,597
As at 31 December 2008	於二零零八年 十二月三十一日	1,591,012	5,718,230	6,045	1,585,959	2,984	(924,395)	109,714	586,149	4,523,395	13,199,093	300,795	13,499,888
Representing:	組成如下：												
Company and subsidiaries	本公司及其附屬公司	1,591,012	5,718,230	6,045	1,592,670	2,984	(924,395)	10,000	33,269	1,508,322	9,538,137	300,795	9,838,932
Associates	聯營公司	-	-	-	(6,711)	-	-	99,714	552,880	3,015,073	3,660,956	-	3,660,956
As at 31 December 2008	於二零零八年 十二月三十一日	1,591,012	5,718,230	6,045	1,585,959	2,984	(924,395)	109,714	586,149	4,523,395	13,199,093	300,795	13,499,888

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

		Attributable to the shareholders of the Company 歸屬於本公司股東											
		Share capital	Share premium	Option premium reserve	Investment revaluation reserve	Capital redemption reserve	Goodwill reserve	Capital reserve	Exchange reserve	Retained earnings	Total	Minority interests	Total equity
		股本	股本溢價	認股權溢價儲備	投資重估儲備	贖回儲備	商譽儲備	資本儲備	匯兌儲備	保留盈利	合計	股東權益	權益合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
As at 1 January 2007	二零零七年一月一日	1,569,003	5,641,148	28,702	1,097,537	2,984	(3,672,032)	109,714	62,602	1,535,662	6,375,320	254,847	6,630,167
Exchange rate adjustments	匯率調整	-	-	-	-	-	-	-	4,918	-	4,918	-	4,918
Surplus on revaluation, net of deferred tax	重估增值， 遞延稅後淨額	-	-	-	4,686,933	-	-	-	-	-	4,686,933	560,332	5,247,265
Share options forfeited	取消授出員工認股權	-	-	(1,004)	-	-	-	-	-	1,004	-	-	-
Shares issued under share option scheme	按認股權計劃 發行股份	15,701	51,219	(20,162)	-	-	-	-	-	-	46,758	-	46,758
Release upon disposal of available-for-sale securities	出售備供銷售證券 撥回	-	-	-	(298,803)	-	-	-	-	-	(298,803)	-	(298,803)
Increase in exchange reserve on interest in associates	於聯營公司投資之匯兌 儲備增加	-	-	-	-	-	-	-	247,234	-	247,234	-	247,234
Share of investment revaluation reserve of associate	所佔聯營公司之投資 重估儲備	-	-	-	278,730	-	-	-	-	-	278,730	-	278,730
Net investment by minority shareholders	少數股東淨投資	-	-	-	-	-	-	-	-	-	-	63,601	63,601
Equity settled share-based transactions	以股份支付之 股本交易	-	-	6,915	-	-	-	-	-	-	6,915	-	6,915
Release upon deemed disposal of an associate	非實質出售聯營公司 撥回	-	-	-	32,249	-	2,747,637	-	(26,874)	(2,747,637)	5,375	-	5,375
Profit for the year	本年盈利	-	-	-	-	-	-	-	-	5,005,592	5,005,592	259,832	5,265,424
As at 31 December 2007	於二零零七年 十二月三十一日	1,584,704	5,692,367	14,451	5,796,646	2,984	(924,395)	109,714	287,880	3,794,621	16,358,972	1,138,612	17,497,584
Representing:	組成如下：												
Company and subsidiaries	本公司及其附屬公司	1,584,704	5,692,367	14,451	5,468,567	2,984	(924,395)	10,000	7,438	1,259,733	13,115,849	1,138,612	14,254,461
Associates	聯營公司	-	-	-	328,079	-	-	99,714	280,442	2,534,888	3,243,123	-	3,243,123
As at 31 December 2007	於二零零七年 十二月三十一日	1,584,704	5,692,367	14,451	5,796,646	2,984	(924,395)	109,714	287,880	3,794,621	16,358,972	1,138,612	17,497,584

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

	Note 附註	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	經營活動產生之現金 流入／（流出）淨額 36	1,541,645	(952,342)
INVESTING ACTIVITIES	投資活動		
Purchase of fixed assets	購買固定資產	(14,913)	(15,877)
Proceeds from disposal of fixed assets	出售固定資產所得款項	7,304	3
(Increase)/ decrease in deposits pledged	用作抵押之存款 （增加）／減少	(191,945)	168,099
Purchase of available-for-sale securities	購買備供銷售證券	(577,760)	(41,567)
Purchase of financial assets designated at fair value through profit or loss	購買指定為通過損益以 反映公平價值的金融資產	–	(36,250)
Net cash paid on acquisition of subsidiaries	購入附屬公司支付現金淨額	(613)	–
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	25	244,655
Proceeds from disposal of available-for-sale securities	出售備供銷售證券所得款項	1,879,303	687,085
Proceeds from disposal of financial assets designated at fair value through profit or loss	出售指定為通過損益以反映 公平價值的金融資產所得 款項	208,449	–
Bank interest received	已收銀行利息	50,490	73,949
Dividends from investments in securities	已收證券投資股息	38,169	71,015
NET CASH INFLOW FROM INVESTING ACTIVITIES	投資活動產生之現金 流入淨額	1,398,509	1,151,112
NET CASH INFLOW BEFORE FINANCING ACTIVITIES	融資活動前現金流入淨額	2,940,154	198,770

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

	Note 附註	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
FINANCING ACTIVITIES	融資活動		
Issue of ordinary shares	發行普通股股份	22,655	46,758
Issues of shares in subsidiaries to minority shareholders	發行附屬公司之股份予少數股東	76,761	311,300
Redemption of shares by minority shareholders	少數股東贖回股份	(328,225)	(247,699)
Repayment of loans from ultimate holding company	償還貸款予最終控股公司	–	(439,773)
Dividend paid to minority shareholders	派發股息予少數股東	(133,012)	(50,706)
Loans from minority shareholders	少數股東貸款	62,909	–
Dividends paid	已付股息	(286,108)	–
Issue of notes	發行票據	49,999	–
NET CASH OUTFLOW FROM FINANCING ACTIVITIES	融資活動產生之現金流出淨額	(535,021)	(380,120)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物之增加/(減少)淨額	2,405,133	(181,350)
CASH AND CASH EQUIVALENTS	現金及現金等價物		
Beginning of year	年初結餘	1,446,953	1,606,296
Exchange rate adjustments	匯率調整	(5,330)	22,007
End of year	年末結餘	3,846,756	1,446,953
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物餘額分析		
Bank balances and cash – general accounts	銀行結餘及現金—一般賬戶	4,418,671	1,826,923
Deposits pledged	用作抵押之存款	(571,915)	(379,970)
End of year	年末結餘	3,846,756	1,446,953
Cash flow from operating activities include:	經營活動所產生之現金流包括：		
Interest received on advances to customers and others	向客戶收取借款利息及其他	86,965	274,939

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

ACQUISITION OF SUBSIDIARIES

During the year, the Group acquired controlling interest in several subsidiaries. The fair value of assets acquired and liabilities assumed are as follows:

購入附屬公司

於本年，本集團購入幾家附屬公司的控制股權。所購入資產及承擔負債的公平值如下：

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Nets assets acquired:	購入淨資產：		
Fixed assets	固定資產	807	—
Debtors, deposit and prepayment	應收賬款、按金及預付款	1,237	—
Cash and cash equivalents	現金及現金等價物	5,979	—
Creditors, deposits received and accrued expenses	應付賬款、已收按金及預提費用	(4,787)	—
Net assets acquired	購入淨資產	3,236	—
Share of net assets by minority interest	少數股東應佔淨資產	(1,585)	—
Goodwill on acquisition	購入商譽	4,941	—
Total cash consideration paid	支付現金總額	6,592	—
Less: cash of the subsidiaries acquired	減：購入附屬公司的現金	(5,979)	—
Net cash paid on acquisition of subsidiaries	購入附屬公司支付現金淨值	613	—

DISPOSAL OF SUBSIDIARIES

During the year, the Group disposed several subsidiaries. The fair value of assets and liabilities disposed are as follows:

出售附屬公司

於本年，本集團出售幾家附屬公司，所出售資產及負債的公平值如下：

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	25	247,042
Less: Cash of subsidiaries	扣除：附屬公司的現金	—	(2,387)
Net disposal proceeds	淨出售所得款項	25	244,655
Less: Available-for-sale securities	扣除：備供銷售證券	—	(10,604)
Other debtors and prepayment	其他應收賬款及預付款	—	(5,186)
Gain on disposal of subsidiaries	出售附屬公司收益	25	228,865

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

1. PRINCIPAL ACTIVITIES

China Everbright Limited (the "Company") is incorporated in Hong Kong with its shares listed on The Stock Exchange of Hong Kong Limited. The directors of the Company consider China Everbright Holdings Company Limited, a company incorporated in Hong Kong, to be the ultimate holding company of the Company and Honorich Holdings Limited, a company incorporated in the British Virgin Islands, to be the immediate holding company of the Company. Neither of them provide financial statements for public use.

The principal activity of the Company is investment holding. The Company, through its subsidiaries and associates, is principally engaged in investment activities and the provision of financial services.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (HKFRSs), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. 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(z) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

1. 主要業務

中國光大控股有限公司(「本公司」)是一間在香港註冊成立的公司。本公司之股份於香港聯合交易所有限公司上市。本公司董事認為在香港註冊成立的中國光大集團有限公司為本公司之最終控股公司，而在英屬維爾京群島註冊成立之Honorich Holdings Limited則為本公司之中間控股公司。此兩家公司並沒有提供財務報表給公眾查閱。

本公司之主要業務為投資控股。本公司並透過其附屬公司及聯營公司，進行主要為投資活動及提供金融服務之業務。

2. 主要會計政策

(a) 符合指引聲明

本賬項乃按照香港會計師公會頒佈所有適用的《香港財務報告準則》(其統稱已包括個別適用的《香港財務報告準則》、《香港會計準則》及詮釋)編製，並符合《香港公認會計準則》及香港《公司條例》之規定。此外，本財務報表亦符合《香港聯合交易所有限公司證券上市規則》有關的披露規定。本集團採納的主要會計政策簡列如下。

香港會計師公會已經頒佈若干新訂及經修訂之香港財務報告準則，該等香港財務報告準則於本集團及本公司今個會計期間首次生效或可供提前採納。附註2(z)載有首次應用該等新發展而導致的任何會計政策變動，惟以本財務報表所反映的今個及過往會計期間並與本集團相關者為限。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(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 as the "Group") and the Group's interest in associates.

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

- investment properties (note 2(h)); and
- financial instruments classified as trading, financial assets designated at fair value through profit or loss or available-for-sale securities (note 2(f)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgments, 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 judgments 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.

2. 主要會計政策(續)

(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之綜合財務報表包括本公司與其附屬公司(統稱「本集團」)及本集團應佔聯營公司之權益。

除以下資產及負債是以公平值列賬外，本財務報表是以原值成本作為計量基準。有關詳情載列於下列會計政策：

- 投資物業(附註2(h))；及
- 分類作交易用途，指定為通過損益以反映公平價值的金融資產或備供銷售證券之金融工具(附註2(f))。

按《香港財務報告準則》之要求，在編製財務報表時，管理層須作判斷、估計及假設從而影響政策實施對資產、負債、收入與支出之呈報金額。

估計及有關假設乃按在既定情況下可合理地相信，根據過往之經驗及其他因素而作出判斷那些未能從其他來源確定的資產及負債的賬面值。實際結果可能與此等估計不盡相同。

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

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Subsidiaries and controlled entities

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 from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intragroup 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 unrealized gains but only to the extent that there is no evidence of impairment.

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

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profit 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 2(m)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

2. 主要會計政策(續)

(c) 附屬公司及控制實體

附屬公司是指由本集團控制的實體。當本集團有權支配該實體的財務及經營政策，並藉此從其活動中取得利益，則該實體將視為受集團控制。可行使的潛在投票權是包括在釐定對附屬公司控制權的考慮因素。於受控制之附屬公司投資，其賬項是由受控制日起直至控制終止日歸納入綜合財務報表內。集團內部結餘與交易及交易中未實現盈利已於綜合財務報表完全抵銷。集團內部交易中未實現虧損跟未實現盈利的抵銷是作相同之抵銷處理，但只限於當中並無減值之證據。

少數股東權益是指集團以外股東直接或間接應佔附屬公司之淨資產。少數股東權益在綜合資產負債表內的股東權益列示，但與本公司股東應佔權益分開。少數股東權益佔集團年度內溢利在綜合損益表賬面上以分配為少數股東權益及本公司股東應佔權益形式呈報。

如歸屬於少數股東的虧損超出少數股東於附屬公司之權益，其虧損超出部分會由本集團權益中抵扣，除非少數股東有約束性的責任，並且有能力作增加投資以抵償虧損。如日後該附屬公司錄得盈利，本集團將獲分配所有盈利直至以前年度本集團分擔少數股東應佔虧損全部補回。

在本公司的資產負債表中，附屬公司投資是以成本減除減值損失(附註2(m))列賬，除非有關投資是分類為持有作出售之投資(或包括在分類為持有作出售之出售組別)。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Associates and jointly controlled entities

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

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

An investment in an associate or a jointly controlled entity 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 or the jointly controlled entity's net assets, unless it is classified as held for sale or included in a disposal group that is classified as held for sale. The consolidated income statement includes the Group's share of the post acquisition, post-tax results of the associates and jointly controlled entities for the year, including any impairment loss on goodwill relating to the investment in associates and jointly controlled entities recognised for the year (see note 2(e) and 2(m)).

When the Group's share of losses exceeds its interest in the associate or the jointly controlled entity, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or the jointly controlled entity. For this purpose, the Group's interest in the associate or the jointly controlled entity 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 or the jointly controlled entity.

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

2. 主要會計政策(續)

(d) 聯營公司及共同控制實體

聯營公司是指本集團或本公司可對其發揮明顯影響力，包括制定其財務及經營政策，但並不控制或共同控制其管理層。

共同控制實體是指本集團或本公司與第三者在合約安排下經營之實體，而有關合約安排亦訂定本集團或本公司與一個或多個第三者對該實體之經濟活動分享共同控制。

於聯營公司或共同控制實體之投資在綜合財務報表是按權益會計法入賬，最初是以成本列賬，隨後則按本集團應佔該聯營公司或共同控制實體之購入後應佔淨資產變動作調整，除非有關投資是分類為持有作出售之投資或包括在分類為持有作出售之出售組別。綜合損益表已反映本集團應佔購入聯營公司與共同控制實體權益後年度除稅後之業績，及減除於有關年度內聯營公司與共同控制實體投資的商譽減值損失(參照附註2(e)及2(m))。

除不超出本集團對該聯營公司或共同控制實體所作具法律或推定義務或替該公司償付的承擔外，當本集團應佔該聯營公司或共同控制實體的虧損超出本集團應佔該聯營公司之權益時，超出的虧損將不被確認，而本集團應佔該聯營公司或共同控制實體之權益將被減值至零。為此，按權益會計法計算本集團應佔該聯營公司或共同控制實體權益即按權益會計法計算投資賬面值及實質上構成本集團應佔該聯營公司或共同控制實體淨資產的其他長期權益。

本集團與聯營公司及共同控制實體交易而產生之未實現溢利及虧損，以本集團應佔該聯營公司或共同控制實體之權益為限作沖銷。除非有證據顯示未實現虧損屬資產轉讓的減值損失，須立即於損益賬內確認。

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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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Associates and jointly controlled entities (continued)

In the Company's balance sheet, its investments in associates and jointly controlled entities are stated at cost less impairment losses (see note 2(m)), unless it is classified as held for sale or included in a disposal group that is classified as held for sale.

(e) Goodwill

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

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 2(m)). In respect of associates or jointly controlled entities, the carrying amount of goodwill is included in the carrying amount of the interest in the associate or jointly controlled entity.

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

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

Goodwill on acquisitions that occurred prior to 1 January 2001 was eliminated against goodwill reserves. Such goodwill is released from goodwill reserves to retained earnings when all or part of the business to which the goodwill is related to is disposed.

2. 主要會計政策(續)

(d) 聯營公司及共同控制實體(續)

於本公司之資產負債表內，聯營公司及共同控制實體之投資是以成本減除減值損失列賬(附註2(m))，除非有關投資是分類為持有作出售之投資或包括在分類為持有作出售之出售組別。

(e) 商譽

商譽即商業合併或投資聯營公司或共同控制實體的成本超過本集團應佔被收購者的可辨別資產、負債及或然負債的公平淨值。

商譽按成本減累計減值損失列賬。商譽被分配予現金生產單位，並須每年作減值測試(附註2(m))。就聯營公司或共同控制實體而言，商譽的賬面值已包括於聯營公司或共同控制實體權益之賬面值內。

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

在年度內出售單一現金生產單位或聯營公司或共同控制實體，計算出售溢利或虧損時會計入任何可歸屬的購入商譽金額。

於二零零一年一月一日前產生之收購商譽已於儲備中對銷。當出售全部或部分與該等商譽相關之業務，或與該等商譽相關之現金生產單位減值時，有關商譽並不會在損益賬內確認。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(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, associates and jointly controlled entities, are as follows:

Trading debt and equity securities are acquired or incurred principally for the purpose of trading, or are part of a portfolio of identified debt and equity securities that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking.

Investments in debt and equity securities are designated at fair value through profit or loss upon initial recognition when these financial instruments are managed, evaluated and reported internally on a fair value basis, or the designation eliminates or significantly reduces an accounting mismatch which would otherwise arise.

Debt and equity securities under this category are carried at fair value and are not generally allowed to be reclassified into or out of this category while held or issued. Changes in the fair value are included in the income statement in the period in which they arise. Upon disposal or repurchase, the difference between the net sale proceeds or the net payment and the carrying value is included in the income statement.

Other investments in securities are classified as available-for-sale securities and are initially recognised at fair value plus transaction costs. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised directly in the investment revaluation reserve, except for impairment losses (see note 2(m)) and, in the case of monetary items such as debt securities, foreign exchange gains and losses which are recognised directly in profit or loss. Where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss. When these investments are derecognised, the cumulative gain or loss previously recognised directly in investment revaluation reserve is recognised in profit or loss.

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

2. 主要會計政策(續)

(f) 其他債權與股票證券投資

本集團與本公司在附屬公司、聯營公司與共同控制實體以外的其他債權與股票證券投資之會計政策如下：

債權及股票證券乃主要為買賣用途而購入或產生，或作為共同管理的已辨認債權及股票證券投資組合之一部份，並且有證據顯示近期有實際短期獲利回套的情況。

債權及股票證券投資乃於該等金融工具最初管理並按公平價值進行內部評估及呈報時，被指定為通過損益以反映公平價值。這種指定能夠消除或大幅減少使用其他指定時會出現的會計錯配。

這個類別的債權及股票證券乃按公平價值列賬，且不得在持有或已發行的情況下重新分類為這個類別或其他類別。公平值之變動於產生期內計入損益表。於出售或回購時，銷售收益淨額或淨支付額與賬面值之差別計入損益表。

其他證券投資則分類為備供銷售證券，於始初期按公平值連同交易成本確認。而公平值會於每一結算日作重新計量，除減值損失外(附註2(m))，所得盈虧直接在投資重估儲備中被確認。就貨幣性質工具如債權證券，匯兌盈虧會於損益賬內確認。如此等投資屬帶息，其利息是按有效利率方式計算並直接於損益賬內確認。當此等投資被取消確認時，以前直接於投資重估儲備確認之累計盈利或虧損會於損益賬內確認。

在本集團及/或本公司於承諾購入/出售投資或投資已到期當日，有關投資會被確認/取消確認。

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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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Derivative financial instruments

Derivative financial instruments are recognised initially at fair value. At each balance sheet date the fair value is remeasured. The gain or loss on remeasurement to fair value is charged immediately to profit or loss, except where the derivatives qualify for cash flow hedge accounting or hedge the net investment in a foreign operation, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged.

(h) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 2(l)) 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 2(t)(iii).

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 2(l)), 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 2(l).

2. 主要會計政策(續)

(g) 衍生金融工具

衍生金融工具於始初時以公平值確認。而公平值會於每一結算日作重新計量，公平值重新計量所產生之盈虧會即時於損益賬反映，除非該衍生工具符合現金流量對沖或為海外業務淨投資對沖，在此情況下其最終盈虧之確認會視乎所對沖之專案而定。

(h) 投資物業

投資物業為擁有或以經營租賃方式(附註2(l))持有之土地與或房產用作賺取租金收益及／或資本增值的物業。當中包括現時仍未決定將來用途之土地。

投資物業在資產負債表中是按公平值列賬。投資物業因公平值變更或退出或出售而產生的盈虧在損益賬內確認。投資物業租金收入按附註2(t)(iii)所載入賬。

本集團以經營租賃方式持有用作租金收入及或資本增值的物業權益是按個別物業作投資物業分類。此等被分類為投資物業之物業權益是假定以融資租賃方式持有入賬(附註2(l))，與應用在其他以融資租賃方式持有的投資物業權益之會計政策相同。租金支出按附註2(l)所載入賬。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Other property and equipment

The following items of property and equipment are stated in the balance sheet at cost less accumulated depreciation and impairment losses (see note 2(m)):

- buildings held for own use which are situated on leasehold land, where the fair value could be measured separately from the fair value of the leasehold land at the inception of the lease (see note 2(l)); and
- other items of equipment comprising leasehold improvements, furniture, fixtures and equipment, and motor vehicles.

Gains or losses arising from the retirement or disposal of an item of property 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.

(j) Depreciation

Depreciation is calculated to write off the cost or valuation of items of property 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 the shorter of unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of purchase
- Leasehold improvements 5 years
- Furniture, fixtures and equipment 5 years
- Motor vehicles 5 years

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

2. 主要會計政策(續)

(i) 其他物業與設備

以下各項物業與設備在資產負債表中是按成本減累計折舊及累計減值損失列賬(附註2(m)):

- 存在於租賃土地持有作自用的房產，而其公平值是不能夠與租賃初始時已存在之租賃土地的公平值分開計量(附註2(l))；與
- 其他設備專案包括裝修、傢具、裝置與設備及汽車。

物業與設備在退掉或出售時所帶來的損益是以出售所得款項淨額與資產賬面值的差價計算，並在退掉或出售時於損益賬內確認。

(j) 折舊

物業與設備之折舊計算是按成本或估值減除估計剩餘值(如有)後，以如下直線法於其估計可用年限內撇銷:

- 存在於租賃土地的房產以租約年期與估計可用年限較短者計算，但不多於房產完成後五十年
- 裝修 五年
- 傢具、裝置與設備 五年
- 汽車 五年

如一項物業與設備有不同之可用年限，其成本會按合理之比例攤分與所有部分，而每部分則獨立折舊。每項資產每年需作可用年限與剩餘值(如有)之評審。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Intangible assets – trading rights

Trading rights are stated at cost upon initial recognition and they are deemed to have indefinite lives and are not amortised but are tested for impairment annually.

(l) Leased assets

(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, except for 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 2(h)).

(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 assets. 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.

2. 主要會計政策(續)

(k) 無形資產－交易權

交易權以最初的成本列賬，並且被認為有無限使用期的而無需攤銷，但每年需進行減值評估。

(l) 租賃資產

(i) 租賃與本集團的資產分類

本集團所持有之租賃資產，如絕大部分歸屬於擁有者之風險及報酬已轉移至本集團，該等租賃資產會被列為融資租賃。如絕大部分歸屬於擁有者之風險及報酬並無轉移至本集團，該等租賃資產會被列為經營租賃；但以經營租賃方式持有而被分類為投資物業的物業則屬例外，該等物業會作個別分類作投資物業分類訂定，並以融資租賃列賬(附註2(h))。

(ii) 經營租賃費用

當本集團使用經營租賃資產，除非有其他更具代表性的基準以衡量從該等經營租賃資產獲得利益的模式，其租賃付款按該租賃期所涵蓋的會計年期以等額分期記入損益賬。經營租賃協議所涉及的激勵措施均在損益賬中確認為租賃淨付款的組成部分。或有租金在其產生的會計期內在損益賬扣除。

購入以經營租賃持有之土地的成本按直線法於租賃期內作攤銷，但被分類為投資物業的物業則屬例外。

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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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Impairment of assets

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

Investments in debt and equity securities 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. If any such evidence exists, any impairment loss is determined and recognised as follows:

- For unquoted equity securities and current receivables that are 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 current receivables are reversed if in a subsequent period the amount of the impairment loss decreases. Impairment losses for equity securities that are carried at cost are not reversed.
- For 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).

2. 主要會計政策(續)

(m) 資產減值損失

(i) 債權與股票證券投資及其他應收款之減值

債權與股票證券投資及其他應收款之減值債權與股票證券投資及其他流動與非流動應收款皆會於每一結算日就其成本或已攤銷成本或被分類為備供銷售證券之公平價值作客觀評估以評定有否減值。如存在有減值之證據，其減值損失在訂定後會按如下所載被確認：

- 就按成本列賬之無報價股票證券與流動應收款而言，減值損失按金融資產的賬面值及估計未來現金流按相同金融資產的現時市場回報率折算為現值，以二者之差額計算。流動應收款減值損失如在以後期間減少會在賬項中沖回，但股票證券之減值損失則不會在賬項中沖回。
- 以攤銷成本列賬之金融資產，減值損失按資產的賬面值及估計未來現金流按原定有效利率(即在始初確認資產時所用作計算之有效利率)折算為現值，以二者之差額計算。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) 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 had been recognised directly in the investment revaluation reserve is removed from the reserve 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 the investment revaluation reserve.
- 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.

2. 主要會計政策(續)

(m) 資產減值損失(續)

(i) 債權與股票證券投資及其他應收款之減值(續)

若在較後期間，減值損失的金額減少而該減少是可客觀地與撇銷後發生的事件有關，減值損失轉回損益賬內。減值損失轉回損益賬的金額不能超過假設該資產於往年從來未有確認減值損失的賬面值。

- 就備供銷售證券，已直接確認在投資重估儲備內的累積虧損將會從儲備中剔除，並於損益賬內確認。須於損益賬內確認累積虧損之金額，是購入價(減除任何本金償還及攤銷)與現時公平值二者之差額，再減除往年已於損益賬內確認的減值損失。
- 有關已確認備供銷售股票證券的減值損失是不能轉回損益賬的。其後該資產之公平價值增加須直接在投資重估儲備內確認。
- 就備供銷售債務證券而言，如其後該資產之公平價值增加，而該增加是可客觀地與確認減值損失後發生的事件有關連，減值損失可回撥。在此情況下，回撥減值損失於損益賬內確認。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) 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 and equipment;
- Pre-paid interests in leasehold land classified as being held under an operating lease;
- Intangible assets;
- investments in subsidiaries, associates and joint ventures (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, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.
- Calculation of recoverable amount
The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the assets. 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).

2. 主要會計政策(續)

(m) 資產減值損失(續)

(ii) 其他資產之減值

在結算日，須檢討對內及對外資料來源以辨別以下資產(除商譽以外)是否有減值徵兆或，以往已確認之減值損失是否已無需存在或可能已經減少：

- 物業與設備；
- 被分類為以經營租賃持有之租賃土地，其相關之預付權益；
- 無形資產；
- 附屬公司、聯營公司及共同控制實體投資，除非有關投資是分類為持有作出售之投資或包括在分類為持有作出售之出售組別；及
- 商譽
如任何此等徵兆存在，須估計該資產的可收回額。此外，就商譽、仍未能作出售之無形資產及被認為有無限使用期的無形資產而言，須每年估計可收回額以確定是否有減值徵兆。
- 可收回金額之計算
資產之可收回金額是出售淨值及使用值二者中之較高者。在評估使用值時，會採用一項當時市場評估貨幣的時間值及相對於該資產的風險的稅前折扣率將估計未來現金流量折實為現在價值。當某資產未能大部分地獨立於其他資產產生現金流量，其可收回金額取決於可獨立地產生現金流量的最小資產組合(即一個現金生產單位)。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

– Recognition of impairment losses

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

– Reversals of impairment losses

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

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

(n) Accounts receivables and other receivables

Accounts receivables and other receivables are initially recognised at fair value and thereafter stated at amortised cost less impairment losses for bad and doubtful debts (see note 2(m)), 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 impairment losses for bad and doubtful debts (see note 2(m)).

2. 主要會計政策(續)

(m) 資產減值損失(續)

(ii) 其他資產之減值(續)

– 減值損失之確認

當資產的賬面值或其所屬的現金生產單位超過可收回金額時，須於損益賬內確認減值損失。有關確認現金生產單位減值損失時，首先減低分配予現金生產單位(或其單位組別)商譽之賬面值，其後再按比例減低在該單位(或其單位組別)其他資產的賬面值，但該資產的賬面值不可低過其個別公平值減出售成本或使用值(如可確定的話)。

– 減值損失之回撥

除商譽外的有關資產，如用於釐定可收回金額的估計發生有利的變化，則減值損失會被回撥。商譽的減值損失不可回撥。

減值損失轉回只局限至該資產的賬面值，猶如該等減值損失從未在往年被確認。減值損失轉回在該被確認的年度計入損益賬內。

(n) 應收賬款與其他應收款

應收賬款與其他應收款始初時以公平值確認，往後以攤銷後成本減呆壞賬減值損失列賬(附註2(m))，但應收關聯者之免息(或折現效應不大)及無訂定償還期貸款則屬例外。在此情況下，有關應收款以成本減呆壞賬減值損失列賬(附註2(m))。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Accounts payables and other payables

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

(p) 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 amount of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

(q) Employee benefits

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

Salaries, annual bonuses, paid annual leave, contributions to defined contribution 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.

2. 主要會計政策(續)

(o) 應付賬款與其他應付款

應付賬款與其他應付款始初時以公平值確認，往後以攤銷後成本列賬，但在折現效應不大情況下，有關應付款以成本列賬。

(p) 現金及現金等價物

現金及現金等價物包括銀行存款及現金、銀行與其他金融機構活期存款，以及短期和高流動性的投資，這些投資可以隨時換算為已知的現金額，其價值變動風險不大，並在購入後三個月內到期。就編製綜合現金流量表而言，作為本集團現金管理一部分之即時可被要求還款的銀行透支亦被視為現金及現金等價物。

(q) 僱員福利

(i) 短期僱員福利及定額供款退休計劃供款

薪金、年度花紅、有薪年假、定額供款退休計劃作出的供款及非貨幣福利之成本在僱員提供相關服務的年度內累計。如屬遞延付款或結算，而其影響可能重大，則這些數額會以現值列示。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Employee benefits (continued)

(ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in an option premium reserve within equity. The fair value is measured at grant date using the binomial 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 share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

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 year 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 option premium reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the option premium 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 option premium 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).

(iii) Termination benefits

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

2. 主要會計政策(續)

(q) 僱員福利(續)

(ii) 以股份償付

授予僱員的認股權按公平值確認為僱員成本，而權益中的認股權溢價儲備亦會相應增加。公平值是在授予日以二項期權定價模型計量，並考慮認股權授予條款。如果僱員須符合生效條件才能無條件地享有認股權附帶的權利，在考慮到認股權會否生效的可能性後，便會將認股權的估計公平值總額於生效期間前確認。

估計可歸屬認股權的數目須在歸屬期內作出檢討。除非原來的僱員支出符合資產確認之要求，任何已在往年確認的累積公平值之調整須在檢討期內的損益賬支銷或回撥，並在認股權溢價儲備作相應調整。在歸屬日，除非因未能符合歸屬條件引致權利喪失純粹與本公司股份的市價有關，否則確認為支出之金額按歸屬認股權的實際數目作調整（並在認股權溢價儲備作相應調整）。權益數額在認股權溢價儲備中確認，直至認股權獲行使（轉入股本溢價賬）或認股權到期（直接撥入保留盈利）時為止。

(iii) 合約終止補償

合約終止補償只會在本集團根據正式、具體，且不大可能撤回的計劃終止僱員合約或因僱員自願遣散而終止合約而作出補償時確認。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movement 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.

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 purpose 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 difference 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.

2. 主要會計政策(續)

(r) 所得稅

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

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

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

除了某些有限的例外情況外，所有遞延稅項負債及未來可能有應課稅溢利予以抵銷的遞延稅項資產均予確認。未來有應課稅溢利可支援由可扣稅之暫時性差異引致遞延稅項資產之確認，包括現存之應課稅暫時性差異的回撥，但該等差異須屬於同一稅務機關及應課稅實體，以及預計在同期內該可扣稅之暫時性差異回撥或在某些期限內由該遞延稅項資產產生的稅損可以收回或留存。相同標準應用在判斷現時可扣稅暫時性差異能否支援由未使用的可抵扣稅損或稅免產生的稅遞延稅項資產確認，即：如屬於同一稅務機關及應課稅實體，以及預計在某期間內因該稅損或稅免可使用而回撥時，會計入該等差異。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) 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 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.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

2. 主要會計政策(續)

(r) 所得稅(續)

在有限例外情況下，不確認遞延稅項資產及負債的暫時性差異包括不可扣稅的商譽、初始時已確認不影響會計及應課稅溢利的資產或負債（須不是商業合併的一部分）、及有關投資附屬公司的暫時性差異，就應課稅差異而言，不超過本集團可控制該差異回撥的時間而該差異在可見將來不會回撥；而就不可扣稅差異而言，除非該差異在可見將來可以回撥。

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

於結算日，遞延稅項資產的賬面金額須重新檢視，對預期不再有足夠的應課稅溢利以實現相關稅務利益予以扣減。被扣減的遞延稅項資產若於預期將來出現足夠的應課稅溢利時，應予回撥。

由派發股息引起的額外所得稅在有關股息的支付責任獲確立時確認。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) 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.

(s) Provisions and contingent liabilities

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

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

2. 主要會計政策(續)

(r) 所得稅(續)

本期稅項與遞延稅項結餘及其變動之數額會分別列示而不會相互抵銷。本公司或本集團只在有合法權利對本期稅項資產及負債抵銷及符合以下附帶條件的情況下，才對本期及遞延稅項資產及負債作出抵銷：

- 就本期稅項資產及負債而言，本公司或本集團計劃支付淨額或同時間收回資產及償還負債；或
- 有關的遞延稅項資產及負債為同一稅務機關對以下機構徵收所得稅所產生：
 - 同一個應課稅實體；或
 - 不同的應課稅實體：在未來每一個預計實現重大遞延稅項的期間，該實體計劃以淨額形式結算本期稅項資產及負債或兩者同時收回及償還。

(s) 準備及或然負債

如果本集團或本公司須就已發生的事件承擔法律或推定責任，因而預期會導致經濟利益外流，在可以作出可靠的估計時，會就該時間或數額不定的負債計提準備。如果貨幣時間值重大，則按預計所需支出的現值計列準備。

如果經濟利益外流的可能性較低，或是無法對有關數額作出可靠的估計，便會作為或然負債披露，但經濟利益外流的可能性極低則除外。如果潛在責任須視乎某宗或多宗未來事件是否發生才能確定是否存在，此潛在責任亦會披露為或有負債，但經濟利益外流的可能性極低則除外。

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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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) 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) *Brokerage commission and service income*

Brokerage commission and service income is recognised on a trade date basis when the relevant transactions are executed and related services are provided.

(ii) *Sale of trading securities*

Gains or losses on sale of trading securities are recognised on a trade date basis when the relevant transactions are executed.

(iii) *Rental income from operating leases*

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, 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.

(iv) *Dividends*

Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

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

(v) *Interest income*

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

2. 主要會計政策(續)

(t) 收入確認

在經濟效益可能會流入本集團及能夠可靠地計算收入和成本(如適用)時，收入會根據下列基準確認：

(i) *經紀佣金與服務收入*

經紀佣金與服務收入之確認乃基於有關交易執行之交易日作基準及有關服務已提供。

(ii) *出售交易證券*

出售交易證券之收入或損失確認以有關交易執行之交易日作基準。

(iii) *經營租賃之租金收入*

除非有更具有代表性的基準衡量從租賃資產獲取利益的模式，其經營租賃之租金收入按該租期所涵蓋的會計年期以等額分期確認為其他經營收入。經營租賃協議所涉及的激勵措施均在損益賬中確認為租賃淨收款總額的組成部分。或有租金以該收入產生的會計期間列作收入。

(iv) *股息收入*

上市投資股息收入在該投資的股價除息時才被確認。

非上市投資股息收入在股東收取權被確立時才予以確認。

(v) *利息收入*

利息收入乃依據有效利率計算方式累計確認。

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) 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, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised directly in equity.

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 on or after 1 January 2005, are translated into Hong Kong dollars at the foreign exchange rates ruling at the balance sheet date. The resulting exchange differences are recognised directly in a separate component of equity. Goodwill arising on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

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

(v) 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.

2. 主要會計政策(續)

(u) 外幣換算

於年內所發生之外幣交易按交易日的匯率折算為港幣。以外幣為單位的貨幣性資產及負債按結算日的匯率折算為港幣。匯兌差額則計入損益賬內，但源於海外業務淨投資對沖之外幣借貸則在權益中直接確認。

以原值成本列賬但以外幣為單位的非貨幣性資產及負債按交易日的匯率折算。以公平值列賬的非貨幣性資產及負債按釐定其公平值日的匯率折算。

海外業務之業績是按照貼近交易日的匯率折算為港幣。資產負債表項目(包括二零零五年一月一日或以後購入之海外業務在綜合賬目時所產生之商譽)以結算日的匯率折算。所得匯兌差額會直接於權益內作獨立確認。就二零零五年一月一日或以前購入之海外業務在綜合賬目時所產生之商譽，以在購入該海外業務當日的匯率作折算。

計算出售海外業務的損益包括該業務所確認於權益內的累積匯兌差額。

(v) 借貸成本

借貸成本在發生期間在損益表中列支，但與購置或建設需要長時間才可以投入擬定用途資產直接相關的借貸成本則會資本化。

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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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Related parties

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

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

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.

(x) Segment reporting

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

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

2. 主要會計政策(續)

(w) 關聯人士

在編製本賬項時，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仲介人控制，或可發揮重大影響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) 該人士為本集團的聯營公司或本集團為合資人的合資企業；
- (iv) 該人士屬本集團主要管理人員的成員、或屬個人的近親家庭成員、或受該等個人人士控制、或共同控制或重大影響的實體；或
- (v) 該人士為上述(i)項人士的直系家庭成員，或由(i)項人士直接控制，或可發揮重大影響力的實體。

個別人士之近親家庭成員指可影響該個別人士與該實體交易之家庭成員，或受該個別人士與該實體交易影響之家庭成員。

(x) 分項報告

分項是指本集團內可明顯區分的組成部分，並且負責提供相關的產品或服務(業務分項)，或在一個特定的經濟環境中提供產品或服務(地區分項)。分項之間的風險和回報水平也不一樣。

就本財務賬項而言，根據本集團內部採用之財務報表系統，本集團選取業務分項為基本報告形式，而地區分項為次要報告形式。

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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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Segment reporting (continued)

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 trading securities, trade receivables and property 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 year to acquire segment assets (both tangible and intangible) that are expected to be used for more than one year.

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

(y) Segregated accounts

Segregated accounts maintained by the subsidiaries of the Company to hold clients' monies are not recognised as an asset in the financial statements.

(z) Changes in accounting policies

The HKICPA has issued a number of new and revised HKFRSs and Interpretations that are first effective or available for early adoption for the current accounting period of the Group and the Company. However, none of those developments are relevant to the Group's operations.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period (see note 41).

2. 主要會計政策(續)

(x) 分項報告(續)

分項收入、支出、業績、資產和負債包括可直接地歸屬於一分項及所有可以合理地分配予該分項的項目。舉例：分項資產可包括交易證券、應收賬款及物業與設備。除發生於集團企業內單一分項之間的集團內部結餘及交易外，分項收入、支出、資產及負債是包括集團內部結餘，而集團內部交易已經在賬項綜合時抵銷。業務間之轉移事項定價與給予外界人士的條款相同。

分項資本開支是用作購入估計可用期超過一年的分項資產(包括有形及無形的)的總成本。

未分配之項目主要包括財務及總部資產、計息貸款、借貸、稅項、總部與財務費用。

(y) 信託賬戶

本公司就所持客戶款項存置之信託賬戶不再於財務報表中確認為資產。

(z) 會計政策的改變

香港會計師公會已經頒佈若干新訂及經修訂之香港財務報告準則及詮釋，該等香港財務報告準則及詮釋於本集團及本公司今個會計期間首次生效或可供提前採納。以上發展並不影響對本集團之業務運作。

本集團並無應用任何並未於本會計期間生效的新準則或詮釋(請參見附註41)。

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

3. OPERATING INCOME AND OTHER NET INCOME

Operating income and other net income recognised during the year are as follows:

3. 營業收益及其他淨收入

本年內列賬之營業收益與其他淨收入如下：

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元 (Restated) (重列)
Operating income	營業收益		
Brokerage commission and service income	經紀佣金與服務收入	168,802	311,088
Interest income on financial assets not at fair value through profit or loss	非通過損益以反映公平價值的金融資產利息收入		
– bank deposits	– 銀行存款	48,305	71,514
– advances to customers	– 客戶借款	68,415	239,863
– others	– 其他	18,550	35,076
Dividend income from	股息收入		
– listed investments	– 上市投資	33,877	62,454
– unlisted investments	– 非上市投資	4,269	9,200
Gross rental income from investment properties	來自投資物業租金總收入	1,136	1,649
		343,354	730,844
Other net income	其他淨收入		
Net realised (loss)/gain on trading securities	出售交易證券之實現淨(損失)/收益		
– equity securities	– 股票證券	(339,036)	658,850
– debt securities	– 債權證券	151	442
– derivatives and others	– 衍生工具及其他	315,336	(341,766)
		(23,549)	317,526
Net unrealised (loss)/gain on trading investments	交易投資之未實現淨(損失)/收益		
– equity securities	– 股票證券	(77,050)	79,383
– derivatives	– 衍生工具	(275,443)	(225,603)
Net gain on disposal of available-for-sale securities	出售備供銷售證券之淨收益	1,590,357	610,149
Realised (loss)/gain on financial assets designated at fair value through profit or loss	指定為通過損益以反映公平價值的金融資產已實現(損失)/收益	(4,880)	215,632
Unrealised (loss)/gain on revaluation of financial assets designated at fair value through profit or loss	指定為通過損益以反映公平價值的金融資產重估的未實現(損失)/收益	(252,515)	192,428
Gain on disposal of fixed assets	出售固定資產之收益	2,220	–
Gain on disposal of subsidiaries	出售附屬公司收益	25	228,865
Unrealised gain on notes payable	應付票據公平值未實現收益	16,827	56,786
Exchange (loss)/gain, net	匯兌淨(損失)/收益	(966)	20,058
Net surplus on revaluation of investment properties	投資物業重估淨增值	6,001	2,400
Recovery of doubtful debts previously written off	收回以前年度已撥備呆賬	2,298	2,369
Others	其他	14,246	2,038
		997,571	1,502,031

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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

3. OPERATING INCOME AND OTHER NET INCOME (continued)

In prior years, the gross sale proceeds from disposal of trading securities formed a component of 'turnover' while the corresponding investment cost was classified as 'cost of sales'. After consideration of the preferred presentation under 'Hong Kong Accounting Standards 39 Financial Instruments: Recognition and Measurement', the 'net gain or loss on disposal of trading securities' is presented as other net income in the income statement instead of the 'gross sale proceeds from disposal'. In line with this change, the net unrealised gain or loss on trading investments is reclassified as other net income. These changes in presentation do not have any impact on the Group's financial results. The 2007 comparative figures were restated accordingly.

Turnover represents the aggregate gross sale proceeds from disposal of trading securities, brokerage commission and service income, interest income, dividend income and gross rental income from investment properties.

4. STAFF COSTS

Salaries and allowances	薪酬工資及津貼
Share-based payments	以股份償付
Staff welfare and insurance	員工福利及保險
Staff training and recruitment	員工培訓及招聘
Pension costs – mandatory provident fund and defined contribution plans	退休成本—強積金及定額供款計劃

3. 營業收益及其他淨收入(續)

於以前年度，出售交易證券所得之總出售金額列作「營業額」的一部分，而相應之投資成本則列作「銷售成本」。經考慮《香港會計準則39號：金融工具—確認與計量》的較佳呈報方式，「出售交易證券之實現淨收益或損失」取代「出售總金額」列示於損益表之其他淨收入，而相應的交易投資之未實現淨收益或損失亦重列作其他淨收入。此呈報上之變更並不影響本集團之財務業績。二零零七年之對比數亦相應作出重列。

營業額是出售交易證券之總出售金額、經紀佣金與服務收入、利息收入、股息收入及來自投資物業租金總收入。

4. 員工費用

	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Salaries and allowances	201,216	283,841
Share-based payments	1,160	6,915
Staff welfare and insurance	5,098	5,733
Staff training and recruitment	1,596	1,291
Pension costs – mandatory provident fund and defined contribution plans	1,675	1,507
	210,745	299,287

5. PROFIT FROM OPERATIONS

Profit from operations is stated after charging the following:

Operating lease rentals in respect of rented premises	土地及房產經營租賃租金
Auditors' remuneration	核數師酬金
Impairment loss on advance to customers	客戶借款減值損失
Impairment loss on debtors	應收賬款減值損失

5. 經營盈利

經營盈利已扣除下列項目：

	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Operating lease rentals in respect of rented premises	8,644	7,716
Auditors' remuneration	5,642	3,146
Impairment loss on advance to customers	6,500	–
Impairment loss on debtors	5,076	836

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6. FINANCE COSTS

6. 財務費用

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Interest on bank loans	銀行貸款之利息	6,921	114,322
Interest to ultimate holding company (note 31(a))	最終控股公司貸款之利息 (附註31(a))	-	8,458
		6,921	122,780

7. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS

7. 董事及最高酬金之五名人員的酬金

(a) Directors' emoluments:

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

(a) 董事酬金：

根據香港《公司條例》第一百六十一條列報之董事酬金如下：

As at 31 December 2008

於二零零八年十二月三十一日

		Salaries, allowances and benefit in kind			Share-based payments	Retirement scheme contributions	2008 Total
		Directors' fee	Discretionary bonuses	(Note 1)			2008 Total
		薪金、津貼及實物利益	酌情花紅	以股份償付(註1)	退休計劃供款		二零零八年合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<i>Executive directors</i>		<i>執行董事</i>					
Tang Shuangning	唐雙寧	-	95	-	-	-	95
Zang Qiutao	臧秋濤	-	105	-	-	-	105
Chen Shuang	陳爽	-	1,385	4,300	-	-	5,685
Xu Haoming (Note 2)	徐浩明(註2)	-	35	-	-	-	35
Tang Chi Chun, Richard	鄧子俊	-	1,460	1,000	100	12	2,572
<i>Non-executive director</i>		<i>非執行董事</i>					
Wang Weimin (Note 3)	王衛民(註3)	-	40	-	-	-	40
<i>Independent non-executive directors</i>		<i>獨立非執行董事</i>					
Ng Ming Wah, Charles	吳明華	100	174	-	-	-	274
Seto Gin Chung, John	司徒振中	100	166	-	-	-	266
Lin Zhijun	林志軍	100	166	-	-	-	266
Tung Iring (Note 4)	董愛菱(註4)	55	90	-	-	-	145
		355	3,716	5,300	100	12	9,483

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7. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (continued)

(a) Directors' emoluments: (continued)

As at 31 December 2007

	Directors' fee	Salaries, allowances and benefit in kind	Discretionary bonuses	Share-based payments (Note 1)	Retirement scheme contributions	2007 Total
	薪金、津貼及董事袍金	實物利益	酌情花紅	以股份償付 (註1)	退休計劃供款	二零零七年合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<i>Executive directors</i> 執行董事						
Tang Shuangning	–	59	–	–	–	59
Zang Qiutao	–	62	–	–	–	62
Wang Mingquan	–	1,108	–	156	–	1,264
Guo You	–	55	–	104	–	159
Chen Shuang	–	885	10,500	231	–	11,616
Zhou Liqun	–	539	–	156	–	695
He Ling	–	234	4,607	60	–	4,901
Xu Haoming	–	100	–	–	–	100
Tang Chi Chun, Richard	–	626	3,679	222	5	4,532
<i>Independent non-executive directors</i> 獨立非執行董事						
Ng Ming Wah, Charles	100	153	–	–	–	253
Seto Gin Chung, John	100	152	–	104	–	356
Lin Zhijun	100	147	–	–	–	247
Tung Iring	100	137	–	–	–	237
	400	4,257	18,786	1,033	5	24,481

Notes :

- The above emoluments include the value of share options granted to certain directors under the Company's share option scheme as estimated at the date of grant. Details of the share option scheme are disclosed in note 28 and in the directors' report.
- Mr. Xu Haoming resigned as executive director of the Company on 19 June 2008.
- Mr. Wang Weimin appointed as non-executive director of the Company on 19 June 2008.
- Madam Tung Iring resigned as independent non-executive director of the Company on 18 July 2008.

註 :

- 以上報酬已包括根據本公司的認股權計劃授予某些董事之認股權價值(按授出日之估值)。有關認股權計劃之詳情載於財務報表附註28及董事會報告內。
- 徐浩明先生於2008年6月19日辭去執行董事職務。
- 王衛民先生於2008年6月19日被委任為非執行董事職務。
- 董愛菱女士於2008年7月18日辭去獨立非執行董事職務。

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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

7. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (continued)

(b) Five highest paid individuals' emoluments

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Salaries and other emoluments	薪金及其他報酬	5,177	5,004
Discretionary bonus	酌情花紅	45,165	87,605
Share-based payments	以股份償付	225	2,075
Retirement scheme contributions	退休計劃供款	85	36
		50,652	94,720
		2008 二零零八年	2007 二零零七年
Number of directors	董事人數	1	1
Number of employees	僱員人數	4	4
		5	5

Their emoluments were within the following bands:

支付酬金組別如下：

		Number of individuals 人數	
		2008 二零零八年	2007 二零零七年
HK\$4,000,001 to HK\$4,500,000	港幣4,000,001元至港幣4,500,000元	1	–
HK\$5,500,001 to HK\$6,000,000	港幣5,500,001元至港幣6,000,000元	1	–
HK\$7,500,001 to HK\$8,000,000	港幣7,500,001元至港幣8,000,000元	1	–
HK\$11,000,001 to HK\$11,500,000	港幣11,000,001元至港幣11,500,000元	–	1
HK\$11,500,001 to HK\$12,000,000	港幣11,500,001元至港幣12,000,000元	1	2
HK\$17,000,001 to HK\$17,500,000	港幣17,000,001元至港幣17,500,000元	–	1
HK\$21,000,001 to HK\$21,500,000	港幣21,000,001元至港幣21,500,000元	1	–
HK\$43,000,001 to HK\$43,500,000	港幣43,000,001元至港幣43,500,000元	–	1
		5	5

During the year, no emoluments were paid to the five highest paid individuals (including directors and employees) as an inducement to join the Group or as compensation for loss of office (2007: Nil).

於本年度，本集團並無支付酬金予最高酬金的五名人士（包括董事及僱員）以吸引其加入或作離職損失的賠償（二零零七年：無）。

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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

8. INCOME TAX

The provision for Hong Kong profits tax is calculated at 16.5% (2007: 17.5%) of the estimated assessable profits for the year. Taxation for overseas subsidiaries is calculated at the appropriate current rates of taxation in the relevant countries.

The amount of taxation charged to the consolidated income statement represents:

8. 稅項

香港利得稅乃按本年之估計應課稅盈利按16.5%(二零零七年:17.5%)作稅項準備。海外盈利之稅款,則按照本年度估計應課稅盈利依集團經營業務地區之現行稅率計算。

於綜合損益表內之稅項組成如下:

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Company and subsidiaries	公司及附屬公司		
Current taxation	當前準備		
– Hong Kong profits tax	– 香港利得稅	180,245	145,999
– Overseas taxation	– 海外稅項	22,277	50,021
– Under/(over) provision in respect of Hong Kong profits tax in prior years	– 往年香港利得稅不足/ (回撥)之準備數	460	(133)
Deferred taxation	遞延稅項		
– Deferred taxation relating to the origination and reversal of temporary differences	– 遞延稅項暫時差異的 產生及回撥	5,985	1,837
		208,967	197,724

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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

8. INCOME TAX (continued)

Reconciliation between tax expenses and accounting profit at applicable tax rates:

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Profit before taxation	除稅前盈利	1,183,564	5,463,148
Calculated at the rates applicable to profits in the tax jurisdictions concerned	按相關稅務司法權區適用所得稅率計算之稅項	232,943	948,807
Tax effect of income not subject to taxation	無須課稅之收入	(182,371)	(850,967)
Tax effect of expenses not deductible for taxation purpose	不可扣稅之支出	84,784	11,599
Tax effect of utilisation of previously unrecognised losses	使用以前未有確認之稅損	(576)	(2,962)
Tax effect of tax losses and other deductible temporary differences not recognised	未確認之稅損及其他可扣減暫時差異的稅務影響因改變稅率的影響	73,727	91,380
Under/(Over) provision in respect of prior years	往年不足/(回撥)之準備數	460	(133)
Taxation charge	稅項費用	208,967	197,724

In February 2008, the Government of the Hong Kong Special Administrative Region 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 2008 accounts. Accordingly, the provision for Hong Kong Profits Tax for 2008 is calculated at 16.5% (2007: 17.5%) of the estimated assessable profits for the year and the opening balance of deferred tax has been re-estimated accordingly.

8. 稅項(續)

稅項費用與除稅前盈利，按香港利得稅率計算之差異如下：

於二零零八年二月，香港特別行政區政府頒佈由截至二零零八年十二月三十一日止年度起適用於本集團在香港的利得稅稅率由17.5%下調至16.5%。在編製本集團二零零八年度的賬項時已計入該稅率之下調。因此，二零零八年度香港利得稅稅款是以年度估計應課稅溢利按稅率16.5% (二零零七年：17.5%) 計算，而遞延稅項的承前結餘亦已作重新估計。

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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

9. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

Net profit for the year of approximately HK\$404,439,000 (2007: approximately HK\$4,000,731,000) has been dealt with in the financial statements of the Company.

9. 股東應佔盈利

本年度於本公司賬上之淨盈利約為港幣404,439,000元(二零零七年:約港幣4,000,731,000元)已於本公司之財務報表作處理。

10. DIVIDENDS

(a) Dividends attributable to the year

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
– Interim dividend declared and paid of HK\$0.08 per share (2007 : Nil)	– 已公佈及已支付的中期股息，每股港幣0.08元 (二零零七年：無)	127,190	–
– Final dividend proposed after the balance sheet date of HK\$0.12 (2007: HK\$0.10) per share	– 於結算日後建議派發的末期股息，每股港幣0.12元 (二零零七年：港幣0.10元)	190,979	158,841
		318,169	158,841

The directors proposed a final dividend of HK\$0.12 per share for the year ended 31 December 2008 (2007: HK\$0.10 per share). The proposed dividends are not reflected as dividend payable in the financial statements.

董事會建議就截至二零零八年十二月三十一日止年度派發末期股息每股港幣0.12元(二零零七年：每股港幣0.10元)。建議的股息並不反映於財務報表的應付股息。

(b) Dividends attributable to the previous financial year, approved and paid during the year

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
– Final dividend in respect of the previous financial year, approved and paid during the year, of HK\$0.10 per share (2007 : Nil)	– 於本年度批准及支付，歸屬於上一財務年度之末期股息，每股港幣0.10元 (二零零七年：無)	158,918	–

(b) 於本年度批准及支付，歸屬於上一財務年度之股息

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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

11. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to shareholders of the Company of HK\$1,014,832,000 (2007: HK\$5,005,592,000) and the weighted average number of 1,589,144,384 shares (2007: 1,579,314,372 shares) in issue during the year, calculated as follows:

Weighted average number of shares

		2008 二零零八年	2007 二零零七年
Issued shares at 1 January	於一月一日已發行股數	1,584,704,212	1,569,003,212
Effect of share options exercised	行使認股權之影響	4,440,172	10,311,160
		1,589,144,384	1,579,314,372

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to shareholders of the Company of HK\$1,014,832,000 (2007: HK\$5,005,592,000) and the weighted average number of 1,593,740,950 shares (2007: 1,591,946,205 shares), calculated as follows:

Weighted average number of shares (diluted)

		2008 二零零八年	2007 二零零七年
Weighted average number of shares at 31 December	於十二月三十一日股份之加權平均股數	1,589,144,384	1,579,314,372
Effect of deemed issue of shares under the Company's share option scheme for nil consideration	根據本公司之認股權計劃，假設無需支付金額而發行之股數	4,596,566	12,631,833
		1,593,740,950	1,591,946,205

11. 每股盈利

(a) 每股基本盈利

每股基本盈利是按本公司股東應佔盈利港幣1,014,832,000元(二零零七年：港幣5,005,592,000元)及本年內已發行股份之加權平均股數1,589,144,384股(二零零七年：1,579,314,372股)，計算如下：

股份之加權平均股數

(b) 每股攤薄盈利

每股攤薄盈利是按本公司股東應佔盈利港幣1,014,832,000元(二零零七年：港幣5,005,592,000元)及經調整行使購股權而產生有潛在攤薄性股份之加權平均股數1,593,740,950股(二零零七年：1,591,946,205股)，計算如下：

股份之加權平均股數(攤薄)

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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

12. FIXED ASSETS

(a) Group

12. 固定資產

(a) 本集團

		Interests in leasehold land held for own use under operating leases 以經營租賃 持作自用之 租賃土地 HK\$'000 港幣千元	Buildings held for own use carried at cost 持作自用 房產以 成本列賬 HK\$'000 港幣千元	Investment Properties 投資物業 HK\$'000 港幣千元	Leasehold improvements 租賃 物業裝修 HK\$'000 港幣千元	Furniture, fixtures, equipment and motor vehicles 傢具、 裝置、設備 及汽車 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Cost or valuation:	成本或估值：						
At 1 January 2007	於二零零七年一月一日	302,528	39,957	14,902	11,932	40,702	410,021
Additions	添置	-	-	-	8,374	7,503	15,877
Disposal	出售	-	-	-	(788)	(325)	(1,113)
Surplus on revaluation	重估增值	-	-	758	-	-	758
At 31 December 2007	於二零零七年十二月三十一日	302,528	39,957	15,660	19,518	47,880	425,543
Representing:	組成如下：						
Cost	成本	302,528	39,957	-	19,518	47,880	409,883
Professional valuation	專業估值	-	-	15,660	-	-	15,660
		302,528	39,957	15,660	19,518	47,880	425,543
At 1 January 2008	於二零零八年一月一日	302,528	39,957	15,660	19,518	47,880	425,543
Additions	添置	-	-	-	10,323	5,397	15,720
Disposal	出售	(4,407)	(756)	(100)	(1,750)	(2,692)	(9,705)
Surplus on revaluation	重估增值	-	-	6,001	-	-	6,001
Reclassification	重新分配	(14,841)	(2,286)	13,139	-	-	(3,988)
At 31 December 2008	於二零零八年十二月三十一日	283,280	36,915	34,700	28,091	50,585	433,571
Representing:	組成如下：						
Cost	成本	283,280	36,915	-	28,091	50,585	398,871
Professional valuation	專業估值	-	-	34,700	-	-	34,700
		283,280	36,915	34,700	28,091	50,585	433,571

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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

12. FIXED ASSETS (continued)

(a) Group (continued)

		Interests in leasehold land held for own use under operating leases 以經營租賃 持作自用之 租賃土地 HK\$'000 港幣千元	Buildings held for own use carried at cost 持作自用 房產以 成本列賬 HK\$'000 港幣千元		Leasehold Investment improvements properties 租賃 物業裝修 投資物業 HK\$'000 港幣千元	Furniture, fixtures, equipment and motor vehicles 傢具、 裝置、設備 及汽車 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Accumulated amortisation, depreciation and impairment:	累積攤銷、 折舊及減值：						
At 1 January 2007	於二零零七年一月一日	99,128	3,476	-	10,053	34,758	147,415
Charge for the year	本年度計提	2,573	812	-	1,153	2,544	7,082
Written back on disposal	出售時回撥	-	-	-	(143)	(91)	(234)
At 31 December 2007	於二零零七年十二月三十一日	101,701	4,288	-	11,063	37,211	154,263
At 1 January 2008	於二零零八年一月一日	101,701	4,288	-	11,063	37,211	154,263
Charge for the year	本年度計提	2,476	798	-	3,365	3,737	10,376
Written back on disposal	出售時回撥	(177)	(44)	-	(1,750)	(2,650)	(4,621)
Reclassification	重新分配	(3,473)	(515)	-	-	-	(3,988)
At 31 December 2008	於二零零八年十二月三十一日	100,527	4,527	-	12,678	38,298	156,030
Net book value:	賬面淨值：						
At 31 December 2008	於二零零八年十二月三十一日	182,753	32,388	34,700	15,413	12,287	277,541
At 31 December 2007	於二零零七年十二月三十一日	200,827	35,669	15,660	8,455	10,669	271,280

12. 固定資產(續)

(a) 本集團(續)

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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

12. FIXED ASSETS (continued)

(b) Company

12. 固定資產(續)

(b) 公司

		Leasehold improvements 租賃 物業裝修 HK\$'000 港幣千元	Furniture, fixtures and equipment 傢具、 裝置及設備 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Cost:	成本：				
At 1 January 2007	於二零零七年一月一日	95	2,036	1,348	3,479
Additions	添置	–	–	687	687
At 31 December 2007	於二零零七年十二月三十一日	95	2,036	2,035	4,166
At 1 January 2008	於二零零八年一月一日	95	2,036	2,035	4,166
Additions	添置	–	–	–	–
At 31 December 2008	於二零零八年十二月三十一日	95	2,036	2,035	4,166
Accumulated depreciation:	累積折舊：				
At 1 January 2007	於二零零七年一月一日	49	1,938	562	2,549
Charge for the year	本年度計提	19	39	395	453
At 31 December 2007	於二零零七年十二月三十一日	68	1,977	957	3,002
At 1 January 2008	於二零零八年一月一日	68	1,977	957	3,002
Charge for the year	本年度計提	19	38	407	464
At 31 December 2008	於二零零八年十二月三十一日	87	2,015	1,364	3,466
Net book value:	賬面淨值：				
At 31 December 2008	於二零零八年十二月三十一日	8	21	671	700
At 31 December 2007	於二零零七年十二月三十一日	27	59	1,078	1,164

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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

12. FIXED ASSETS (continued)

- (c) The Group's interests in leasehold land and buildings and investment properties situated at Hong Kong and Mainland China were appraised by Messrs. S.H. Ng & Co. Limited, an independent professional valuer in Hong Kong at 31 December 2008. These properties were appraised on an open market basis and investment properties are carried in the balance sheet at market value.

As at 31 December 2008, had the Group's interests in leasehold land and buildings been carried at fair value, their carrying amount would have been HK\$345,878,000 (2007: HK\$405,947,000).

Investment properties of HK\$34,700,000 (2007: HK\$15,560,000) of the Group are rented out under operating leases, of which HK\$6,480,000 (2007: HK\$6,800,000) are rented to the ultimate holding company.

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

Group

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Held in Hong Kong			
	於香港		
– on long lease	– 以長期租約持有	211,490	218,563
– on medium-term lease	– 以中期租約持有	29,250	24,275
		240,740	242,838
Held outside Hong Kong			
	於香港以外地區		
– on medium-term lease	– 以中期租約持有	9,101	9,318
		9,101	9,318
		249,841	252,156

12. 固定資產(續)

- (c) 本集團於香港及中國大陸之租賃土地及房產與投資物業由香港的獨立專業評估師吳世熙測量師行按二零零八年十二月三十一日之價值重估。這些物業均以公開市值重估，投資物業於資產負債表以市價入賬。

於二零零八年十二月三十一日，本集團之租賃土地及房產的價值若按公平值列賬，則其賬面值應約港幣345,878,000元(二零零七年：約港幣405,947,000元)。

本集團價值約港幣34,700,000元(二零零七年：約港幣15,560,000元)之投資物業已根據經營租約租出，其中約港幣6,480,000元(二零零七年：約港幣6,800,000元)已出租予最終控股公司。

- (d) 物業的賬面淨值分析如下：

本集團

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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

13. INVESTMENTS IN SUBSIDIARIES AND BALANCES WITH SUBSIDIARIES

(a) Investments in subsidiaries

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Investments, at cost	投資，按成本值		
Unlisted shares	非上市股份	1,610,870	1,609,081
Less: provision for impairment in value	減：投資減值撥備	(222,186)	(4,900)
		1,388,684	1,604,181

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

本公司於二零零八年十二月三十一日擁有下列主要附屬公司：

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊地點	Class of shares 股份類別	Particulars of issued share capital 已發行股本面值	Percentage of equity interest held by the Company 本公司所佔資本權益百分比	Principal activities 主要業務
Ally Point Limited 普上有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100 港幣100元	100% ¹	Investment holding 投資控股
ALAM (Hong Kong) Limited	Hong Kong 香港	Ordinary 普通股	US\$1,000 1,000美元	51% ¹	Fund management 基金管理
ALAM Services and Consulting Limited	Cayman Islands 開曼群島	Ordinary 普通股	US\$1,000 1,000美元	51% ¹	Fund management 基金管理
CEL Venture Capital (Shenzhen) Limited 光大控股創業投資(深圳)有限公司	The PRC, Limited Liability Company 中國，有限責任公司	Not applicable 不適用	HK\$100,000,000 港幣100,000,000元	100%	Provision of investment advisory services and Investment 提供投資顧問服務及投資
CEL Management Services Limited 光大控股管理服務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100%	Provision of management services 提供管理服務

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13. INVESTMENTS IN SUBSIDIARIES AND BALANCES WITH SUBSIDIARIES (continued)

(a) Investments in subsidiaries (continued)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊地點	Class of shares 股份類別	Particulars of issued share capital 已發行股本面值	Percentage of equity interest held by the Company 本公司所佔資本權益百分比	Principal activities 主要業務
CEL (Secretaries) Limited 光大控股(秘書)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100%	Provision of secretarial Services 提供秘書服務
China Everbright Assets Management Limited 中國光大資產管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$5,000,000 港幣5,000,000元	100% ¹	Provision of asset management services 提供資產管理服務
China Everbright Bullion Investment Limited 中國光大金業投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 港幣1,000元	100% ¹	Provision of bullion trading services 提供黃金交易服務
China Everbright Capital Limited 中國光大融資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000,000 港幣10,000,000元	100% ¹	Provision of corporate finance and investment advisory services 提供企業融資及投資顧問服務
China Everbright Dragon Fund Limited 中國光大龍騰基金有限公司	Cayman Islands 開曼群島	Non-participating shares 無參與權股	US\$5 5美元	100%	Investment 投資
		Participating redeemable preference shares 有參與權可贖回優先股	US\$548.67 548.67美元		
China Everbright Finance Limited 中國光大財務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100,000,000 港幣100,000,000元	100% ¹	Money lending 放債業務
China Everbright Financial Holdings Limited 中國光大金融控股有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100 港幣100元	100% ¹	Investment holding 投資控股
		Non-voting deferred shares 無投票權遞延股	HK\$200,000,000 港幣200,000,000元		

13. 附屬公司投資及與附屬公司的往來賬款(續)

(a) 附屬公司投資(續)

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13. INVESTMENTS IN SUBSIDIARIES AND BALANCES WITH SUBSIDIARIES (continued)

(a) Investments in subsidiaries (continued)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊地點	Class of shares 股份類別	Particulars of issued share capital 已發行股本面值	Percentage of equity interest held by the Company 本公司所佔資本權益百分比	Principal activities 主要業務
China Everbright Financial Investments Limited 中國光大財務投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000,000 港幣1,000,000元	100% ¹	Investment 投資
China Everbright Forex & Futures (HK) Limited 中國光大外匯、期貨(香港)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$35,000,000 港幣35,000,000元	100% ¹	Provision of futures brokerage and leveraged foreign exchange trading services 提供期貨經紀及槓桿式外匯交易服務
China Everbright Network Payment Limited 中國光大網絡支付有限公司	Hong Kong 香港	Ordinary 普通股	HK\$263 港幣263元	68.19% ¹	Project investment 項目投資
China Everbright Investment Management Limited 中國光大控股投資管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000,000 港幣1,000,000元	100%	Provision of investment management services 提供投資管理服務
China Everbright Wealth Management Limited 中國光大財富管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$500,000 港幣500,000元	100%	Provision of wealth management services 提供財富管理
China Everbright Research Limited 中國光大資料研究有限公司	Hong Kong 香港	Ordinary 普通股	HK\$5,500,000 港幣5,500,000元	100% ¹	Investment research 投資研究
China Everbright Securities (HK) Limited 中國光大證券(香港)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$150,000,000 港幣150,000,000元	100% ¹	Provision of securities brokerage services and margin financing 提供證券經紀服務及孖展借貸

13. 附屬公司投資及與附屬公司的往來賬款(續)

(a) 附屬公司投資(續)

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13. INVESTMENTS IN SUBSIDIARIES AND BALANCES WITH SUBSIDIARIES (continued)

(a) Investments in subsidiaries (continued)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊地點	Class of shares 股份類別	Particulars of issued share capital 已發行股本面值	Percentage of equity interest held by the Company 本公司所佔資本權益百分比	Principal activities 主要業務
China Everbright Securities (Nominees) Limited 中國光大證券(代理人)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100% ¹	Provision of nominee services 提供代理人服務
China Special Opportunities Fund, L.P.	Cayman Islands 開曼群島	Limited Partnership 有限合夥	Not applicable 不適用	50%	Investment 投資
Dial Eight Investments Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	100% ¹	Investment 投資
Everbright-Efund Fund Management Limited	Hong Kong 香港	Ordinary 普通股	HK\$1,000,000 港幣1,000,000元	50%	Fund management 基金管理
Everbright New Industries Capital Company Limited 光大新產業創業投資有限公司	The PRC, Limited Liability Company 中國，有限責任公司	Not applicable 不適用	RMB42,148,052 人民幣42,148,052元	70% ¹	Project investment 項目投資
Everbright San Shan Capital Management Company Limited 光大三山創業投資管理有限公司	The PRC, Limited Liability Company 中國，有限責任公司	Not applicable 不適用	RMB10,000,000 人民幣10,000,000元	51% ¹	Asset management 提供資產管理服務
Fortunecrest Investment Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	100% ¹	Property investment 物業投資
Hairich Enterprises Limited	Hong Kong 香港	Ordinary 普通股	HK\$10,000 港幣10,000元	100% ¹	Property investment 物業投資
IHD (Malaysia) Sdn. Bhd. ²	Malaysia 馬來西亞	Ordinary 普通股	M\$25,000 25,000馬元	100%	Investment holding 投資控股
Janco Development Limited 青高發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100%	Property investment 物業投資

13. 附屬公司投資及與附屬公司的往來賬款(續)

(a) 附屬公司投資(續)

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13. INVESTMENTS IN SUBSIDIARIES AND BALANCES WITH SUBSIDIARIES (continued)

(a) Investments in subsidiaries (continued)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊地點	Class of shares 股份類別	Particulars of issued share capital 已發行股本面值	Percentage of equity interest held by the Company 本公司所佔資本權益百分比	Principal activities 主要業務
Solidpole Limited 億捷有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100%	Investment holding 投資控股
SeaBright Asset Management Limited 光大海基資產管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000,000 港幣1,000,000元	65%	Asset management 提供資產管理服務
Seabright China Special Opportunities (I) Limited	British Virgin Islands 英屬維爾京群島	Non-participating shares 無參與權股 Participating redeemable preference shares 有參與權可贖回優先股	US\$5 1美元 US\$415 415美元	78.90% ¹	Investment 投資
Trycom Management Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	100%	Investment holding 投資控股
Wealthlink Pacific Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	100%	Investment 投資
Well Logic Investment Limited 威萊投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100% ¹	Property investment 物業投資
深圳市光控投資諮詢有限公司	The PRC, Limited Liability Company 中國，有限責任公司	Not applicable 不適用	RMB1,000,000 人民幣1,000,000元	100% ¹	Provision of consultancy services and investment 提供諮詢服務及投資
深圳市遠景新風投資諮詢有限公司	The PRC, Limited Liability Company 中國，有限責任公司	Not applicable 不適用	RMB25,462,500 人民幣25,462,500元	100% ¹	Project investment 項目投資
深圳市衡遠投資發展有限公司	The PRC, Limited Liability Company 中國，有限責任公司	Not applicable 不適用	RMB20,000,000 人民幣20,000,000元	61% ¹	Project investment 項目投資

13. 附屬公司投資及與附屬公司的往來賬款(續)

(a) 附屬公司投資(續)

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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

13. INVESTMENTS IN SUBSIDIARIES AND BALANCES WITH SUBSIDIARIES (continued)

(a) Investments in subsidiaries (continued)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊地點	Class of shares 股份類別	Particulars of issued share capital 已發行股本面值	Percentage of equity interest held by the Company 本公司所佔資本權益百分比	Principal activities 主要業務
北京匯益偉業投資顧問有限公司	The PRC 中國	Not applicable 不適用	RMB25,300,000 人民幣25,300,000元	100% ¹	Project investment 項目投資
宜興光控基礎設施建設投資有限公司	The PRC 中國	Not applicable 不適用	RMB100,000,000 人民幣100,000,000元	100% ¹	Project investment 項目投資

(1) Subsidiaries held indirectly.

(2) Subsidiaries not audited by KPMG. The aggregate net assets of subsidiaries not audited by KPMG is less than 0.1% of the Group's net assets.

(b) Amounts due from subsidiaries

Amounts due from subsidiaries are unsecured, interest free and have no fixed terms of repayment.

As at 31 December, 2008, the company has six non-interest bearing subordinated loans totalling HK\$940,871,000 out of which HK\$99,121,000 is repayable in 2010, HK\$591,750,000 is repayable in 2009, and HK\$250,000,000 is repayable on demand (2007: five non-interest bearing subordinated loans totalling HK\$827,123,000 out of which HK\$577,123,000 is repayable in 2009, HK\$150,000,000 is repayable in 2008 and HK\$100,000,000 is repayable on demand). It is the Company's intention not to demand repayment from those subsidiaries within one year other than subordinated loans that are governed by specific agreements.

(c) Amounts due to subsidiaries

Amounts due to subsidiaries are unsecured, interest free and have no fixed terms of repayment.

13. 附屬公司投資及與附屬公司的往來賬款(續)

(a) 附屬公司投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊地點	Class of shares 股份類別	Particulars of issued share capital 已發行股本面值	Percentage of equity interest held by the Company 本公司所佔資本權益百分比	Principal activities 主要業務
北京匯益偉業投資顧問有限公司	The PRC 中國	Not applicable 不適用	RMB25,300,000 人民幣25,300,000元	100% ¹	Project investment 項目投資
宜興光控基礎設施建設投資有限公司	The PRC 中國	Not applicable 不適用	RMB100,000,000 人民幣100,000,000元	100% ¹	Project investment 項目投資

(1) 間接擁有之附屬公司。

(2) 非經畢馬威所審核之附屬公司。非經畢馬威所審核的附屬公司之淨資產佔本集團淨資產少於0.1%。

(b) 應收附屬公司款項

應收附屬公司款項均無抵押、無須計息及無固定償還日期。

於二零零八年十二月三十一日，本公司約有六筆不計息後償貸款共港幣940,871,000元，其中港幣99,121,000元於二零一零年到期，港幣591,750,000元於二零零九年到期及港幣250,000,000元即時還款。(二零零七年：五筆不計息後償貸款共港幣827,123,000元，其中港幣577,123,000元於二零零九年到期及港幣150,000,000元於二零零八年到期，港幣100,000,000元即時還款)。本公司並無意向要求有關附屬公司在一年內償還款項，而後償貸款則根據所簽訂協議執行。

(c) 應付附屬公司款項

應付附屬公司款項均無抵押無須計息，及無固定償還日期。

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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

14. INVESTMENTS IN ASSOCIATES AND AMOUNTS DUE TO ASSOCIATES 14. 聯營公司投資及應付聯營公司款項

(a) Investments in associates:

(a) 聯營公司投資：

		Group		Company	
		集團	集團	公司	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
		港幣千元	港幣千元	港幣千元	港幣千元
Investments, at cost	投資，按成本值：				
Unlisted shares in	非上市股份				
– Hong Kong	– 香港	40,458	40,458	40,390	40,390
– Overseas	– 海外	1,784,460	1,784,460	1,784,875	1,784,875
Share of post-acquisition reserves	應佔收購後儲備	3,912,213	3,494,381	–	–
		5,737,131	5,319,299	1,825,265	1,825,265
Less:	減：				
Provision for impairment charged against investment costs	投資成本減值準備	(165,548)	(165,548)	(41,073)	(41,073)
Goodwill on acquisition	收購商譽	(682,792)	(682,792)	–	–
Carrying value, net	賬面值，淨額	4,888,791	4,470,959	1,784,192	1,784,192

(b) As at 31 December 2008, particulars of the principal associate of the Group are as follows:

(b) 本集團於二零零八年十二月三十一日，主要聯營公司資料如下：

Name of associate	Place of incorporation/operation	Principal activities	Percentage of equity interest held directly
聯營公司名稱	註冊／經營地點	主要業務	本公司直接持有資本權益百分比
Everbright Securities Company Limited (“Everbright Securities”) 光大證券股份有限公司 (「光大證券」)	The PRC 中國	Securities operations 證券業務	39.31%

For the year ended 31 December 2008, Everbright Securities has recorded an after tax profit of RMB1.11 billion (according to Hong Kong Financial Reporting standards) and the Group's share of profit, under equity accounting method, amounted to HK\$480 million.

截至二零零八年十二月三十一日，光大證券錄得稅後盈利人民幣11.1億元（按香港會計準則），根據權益會計法本集團應佔盈利為港幣4.80億元。

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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

14. INVESTMENTS IN ASSOCIATES AND AMOUNTS DUE TO ASSOCIATES (continued)

(b) (continued)

The application for initial public offering and listing of Everbright Securities was approved by the China Securities Regulatory Commission Public Offering Review Committee on 30 June 2008.

(c) Supplementary financial information of the principal associate

Supplementary financial information in respect of the principal associate extracted from its financial statements after necessary adjustments to conform to the Group's accounting policies and prepared under accounting principles generally accepted in Hong Kong is as follows:

		Everbright Securities 光大證券	
		2008 二零零八年 RMB'000 人民幣千元	2007 二零零七年 RMB'000 人民幣千元
Consolidated income statement	綜合損益表		
Turnover	營業額	4,826,115	10,189,791
Profit before taxation	除稅前盈利	1,437,234	7,226,503
Current taxation	本年度稅項	(244,715)	(2,174,783)
Minority interests	少數股東權益	(85,452)	(51,255)
Profit attributable to shareholders	股東應佔盈利	1,107,067	5,000,465
Consolidated balance sheet	綜合資產負債表		
Total assets	總資產	12,527,054	13,775,866
Total liabilities	總負債	(1,408,535)	(3,086,165)
Minority interests	少數股東權益	11,118,519 (155,890)	10,689,701 (83,406)
Net assets	淨資產	10,962,629	10,606,295

(d) Amounts due to associates

The amounts due to associates are unsecured, interest free and have no fixed terms of repayment.

14. 聯營公司投資及應付聯營公司款項 (續)

(b) (續)

光大證券首次公開發行股票及上市的申請已於二零零八年六月三十日獲中國證券監督管理委員會發行審核委員會通過。

(c) 主要聯營公司之補充財務資料

主要聯營公司之補充財務資料是摘錄自聯營公司之財務報表，並經相關調整以符合本集團之會計政策及香港會計準則：

(d) 應付聯營公司款項

應付聯營公司款項均為無抵押、免息及無固定償還日期。

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15. AVAILABLE-FOR-SALE SECURITIES

15. 備供銷售證券

		Group		Company	
		集團		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
		港幣千元	港幣千元	港幣千元	港幣千元
Listed equity securities at fair value:	上市股票證券按公平值：				
Listed in Hong Kong	於香港上市	87,539	2,494,642	-	-
Listed in Mainland China	於中國內地上市	931,683	2,715,673	-	-
Unlisted equity securities	非上市股票證券	3,062,958	3,835,513	2,687,314	3,805,890
		4,082,180	9,045,828	2,687,314	3,805,890

		Group		Company	
		集團		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
		港幣千元	港幣千元	港幣千元	港幣千元
Fair value of individually impaired available-for-sale equity securities:	已個別減值的備供銷售股票證券公平值：				
Listed in Hong Kong	於香港上市	77,855	16,905	-	-
Unlisted equity securities	非上市股票證券	231,725	-	75,959	-
		309,580	16,905	75,959	-

As at 31 December 2008, the Group's and the Company's available-for-sale equity securities were individually determined to be impaired on the basis of a material decline in their fair value below cost and adverse changes in the market in which these investees operated which indicated that the cost of the Group's investment in them may not be recovered. Impairment losses on these investments were recognised in profit or loss in accordance with the policy set out in note 2(m)(i).

Realised gains on disposal of certain available-for-sale securities are subject to the payment of an incentive project bonus to an investment team (see note 32(b)).

於二零零八年十二月三十一日，本集團及本公司的備供銷售股票證券是按個別項目的公平值顯著低於成本而作減值，亦因所投資公司在市場逆轉的情況下營運，本集團的投資成本有可能未獲收復。該投資減值已跟據附註2(m)(i)的政策中列明並於損益表中確認。

部分備供銷售證券出售時的確認收益，會用作計算激勵獎金給予投資團隊(參附註32(b))。

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15. AVAILABLE-FOR-SALE SECURITIES (continued)

The Group held the following principal available-for-sale security as at 31 December 2008:

Company name 公司名稱	Place of incorporation 註冊地點	Principal activities 主要業務	Effective equity interest held by the Group 本集團實質持有 資本權益百分比
China Everbright Bank Company Limited ("Everbright Bank")(i) 中國光大銀行股份有限公司(「光大銀行」)(i)	The PRC 中國	Banking operations 銀行業務	6.23%

(i) At 31 December 2008, the carrying value of interests in Everbright Bank exceeded 10% of total assets of the Group.

15. 備供銷售證券(續)

於二零零八年十二月三十一日，本集團持有以下主要的備供銷售證券：

(i) 於二零零八年十二月三十一日，投資在光大銀行的賬面值高於本集團總資產的10%。

16. FINANCIAL ASSETS DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS

16. 指定為通過損益以反映公平價值的金融資產

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
At fair value:	公平值：		
Hong Kong listed equity securities	香港上市股票證券	46,111	277,473
Overseas unlisted equity securities	海外非上市股票證券	144,120	373,303
Overseas unlisted convertible preference shares	海外非上市可換優先股	6,272	14,658
		196,503	665,434

Realised gains on disposal of certain financial assets designated at fair value through profit or loss are subject to the payment of an incentive project bonus to an investment team (see note 32(b)).

部分指定為通過損益以反映公平價值的金融資產出售時的確認收益，會用作計算激勵獎金給予投資團隊(參附註32(b))。

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17. INTANGIBLE ASSETS

17. 無形資產

		Goodwill 商譽 HK\$'000 港幣千元	Trading rights 交易權 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Cost:	成本：			
At 1 January 2007	於二零零七年一月一日	102,300	1,250	103,550
Release upon disposal of an associate	出售聯營公司撥回	(88,350)	–	(88,350)
At 31 December 2007	二零零七年十二月三十一日	13,950	1,250	15,200
At 1 January 2008	於二零零八年一月一日	13,950	1,250	15,200
Addition	增加	4,941	–	4,941
At 31 December 2008	二零零八年十二月三十一日	18,891	1,250	20,141
Accumulated amortisation and impairment loss:	累計攤銷及減值損失：			
At 1 January 2007	於二零零七年一月一日	102,300	–	102,300
Release upon disposal of an associate	出售聯營公司撥回	(88,350)	–	(88,350)
At 31 December 2007	二零零七年十二月三十一日	13,950	–	13,950
At 1 January 2008 and 31 December 2008	於二零零八年一月一日及 二零零八年十二月三十一日	13,950	–	13,950
Net book value:	賬面淨值：			
At 31 December 2008	二零零八年十二月三十一日	4,941	1,250	6,191
At 31 December 2007	二零零七年十二月三十一日	–	1,250	1,250

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18. ADVANCES TO CUSTOMERS

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Term loans to customers	有期客戶借款	344,202	241,898
Amounts due from margin clients	孖展客戶借款	326,549	1,364,417
		670,751	1,606,315
Less: Impairment loss provision	減：減值損失準備	(9,823)	(5,857)
		660,928	1,600,458

Term loans are secured either (a) by unlisted bonds issued by reputable financial institutions held as collateral or (b) by leasehold land in Mainland China. Amounts due from margin clients are secured by listed securities pledged by margin clients held as collateral. An ageing analysis is as follows:

有期客戶借款以(a)優良信貸評級的機構發行之非上市債券或(b)中國內地租賃土地作抵押。孖展客戶持有之主要為上市證券作抵押，賬齡分析如下：

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Repayable on demand	即時還款	414,196	1,542,150
Over 3 months to 1 year	三個月以上至一年	29,675	64,165
1 to 5 years	一至五年	226,880	-
		670,751	1,606,315

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19. DEBTORS, DEPOSITS AND PREPAYMENTS

19. 應收賬款、按金及預付款

		Group 集團		Company 公司	
		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Accounts receivable, net	應收賬款，淨值	371,287	1,112,944	-	-
Deposits, prepayments and other receivables	按金、預付款及其他 應收賬款	57,000	233,375	4,940	4,793
Dividend receivable from a subsidiary	由一附屬公司給予的應收股息	-	-	1,000,000	2,650,000
		428,287	1,346,319	1,004,940	2,654,793

Details of the ageing analysis on accounts receivables are as follows:

應收賬款的賬齡分析如下：

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Within 1 month	一個月以下	369,211	1,104,229
Within 1 to 2 months	一至二個月	540	5,770
Within 2 to 3 months	二至三個月	264	1,292
Within 3 to 6 months	三至六個月	749	899
Over 6 months	六個月以上	5,599	1,590
		376,363	1,113,780
Less: Impairment loss provision	減：減值損失準備	(5,076)	(836)
		371,287	1,112,944

Accounts receivable mainly comprise amounts due from brokerage clients, investment banking clients, brokers and clearing houses. These receivables, except for investment banking receivables which are due on issuance of invoice, are normally due two days after trade day. The extension of credit requires management's approval on a case-by-case basis.

應收賬款主要為本集團之經紀業務客戶、投資銀行客戶、經紀商戶及結算所賬款，除投資銀行應收賬為發出賬單即需付款外，其他應收賬一般在交易後兩天到期，延期還款需由管理層個別批准。

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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

20. TRADING SECURITIES

20. 交易證券

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Current assets	流動資產		
At fair value:	公平值：		
Equity securities:	股票證券：		
– listed in Hong Kong	– 香港上市	63,084	813,705
– listed overseas	– 海外上市	–	83,275
		63,084	896,980
Debt securities:	債權證券：		
– unlisted	– 非上市	33,700	372
		33,700	372
Derivatives:	衍生工具：		
– equity-linked and options	– 與股票掛鈎	–	160,396
		–	160,396
		96,784	1,057,748
Current liabilities	流動負債		
At fair value:	公平值：		
Equity securities:	股票證券：		
– listed in Hong Kong	– 香港上市	(189,739)	(47,002)
Derivatives:	衍生工具：		
– listed in Hong Kong	– 香港上市	(1,780)	–
– equity – linked note	– 與股票掛鈎	–	(434,098)
– others	– 其他	(229,533)	(61,107)
		(421,052)	(542,207)

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21. CASH AND CASH EQUIVALENTS

21. 現金及現金等價物

		Group 集團		Company 公司	
		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Cash on hand, savings and current accounts	現金、儲蓄及往來賬戶	1,152,543	575,817	164	228
Fixed deposits with banks	銀行定期存款	3,266,128	1,251,106	-	-
		4,418,671	1,826,923	164	228
Less: Deposits pledged	減：用作抵押之存款	(571,915)	(379,970)	-	-
		3,846,756	1,446,953	164	228

22. CREDITORS, DEPOSITS RECEIVED AND ACCRUED CHARGES

22. 應付賬款、已收按金及預提費用

		Group 集團		Company 公司	
		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Accounts payable	應付賬款	195,066	605,621	-	-
Other creditors, deposits received and accrued charges	其他應付賬款、已收按金及預提費用	79,995	209,486	1,918	2,800
		275,061	815,107	1,918	2,800

Accounts payable are all due within one month and comprise principally amounts due to brokerage clients, brokers and clearing houses.

應付賬款主要為應付經紀業務客戶、經紀商戶及結算所的賬款，並在一個月之內到期。

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23. NOTES PAYABLE

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Unlisted notes issued by the Group, at fair value:	本集團所發行之非上市應付 票據，公平值：		
Face value	票面值	179,732	97,541
Less: unrealised gain	減：未實現收益	(103,773)	(54,754)
		75,959	42,787

As at 31 December 2008, the Group has issued two notes with a face value totalling RMB144,950,000 to two independent third parties. The carrying amount of the notes as at 31 December 2008 was HK\$75,959,000 (2007: One Note at HK\$42,787,000). Under the terms of the notes, the Group will pay the subscriber all the realised proceeds and investment income received from available-for-sale investments held by the Company throughout the life of the notes. Both notes will mature in 2011.

23. 應付票據

於二零零八年十二月三十一日，本集團共發行了兩張票面面值合共人民幣144,950,000元之票據予兩位獨立第三者。該等票據於二零零八年十二月三十一日的賬面值為港幣75,959,000元(二零零七年：一張票據為港幣42,787,000元)。根據該等票據之條款，本集團將會按本公司持有個別備供銷售證券中賺取之已實現收入及投資收益支付予票據持有者。該等票據皆於二零一一年內到期。

24. INCOME TAX IN THE BALANCE SHEET

(a) Current taxation in the balance sheet represents:

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Provision for Hong Kong Tax for the year	本年香港利得稅準備	161,260	145,999
Provision for PRC Tax for the year	本年中國內地利得稅準備	22,277	50,021
Provisional profit tax paid	預繳香港利得稅	(50,696)	(14,496)
		132,841	181,524
Balance of profit tax provision relating to prior years	以往年度香港利得稅準備	400,276	307,531
		533,117	489,055

24. 於資產負債表的稅項準備

(a) 於資產負債表內的本年利得稅

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24. INCOME TAX IN THE BALANCE SHEET (continued)

(b) Deferred taxation

The movements on the deferred tax assets /(liabilities) are as follows:

		Fair value adjustment for available-for-sale securities				Accelerated tax depreciation		Withholding tax on associate's profit		Total	
		備供銷售證券 公平值調整		Tax losses 稅項損失		加速折舊 免稅額		聯營公司的 預扣所得稅		合計	
		2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
		二零零八 HK\$'000 港幣千元	二零零七年 HK\$'000 港幣千元	二零零八年 HK\$'000 港幣千元	二零零七年 HK\$'000 港幣千元	二零零八年 HK\$'000 港幣千元	二零零七年 HK\$'000 港幣千元	二零零八年 HK\$'000 港幣千元	二零零七年 HK\$'000 港幣千元	二零零八年 HK\$'000 港幣千元	二零零七年 HK\$'000 港幣千元
At 1 January	於一月一日	(898,970)	(169,812)	-	-	(51)	(68)	-	-	(899,021)	(169,880)
Credited/(charged) to profit or loss	於綜合損益表 之記賬/(計提)	34,139	(2,683)	(18,886)	829	18	17	(21,256)	-	(5,985)	(1,837)
Credited/(charged) to reserve	於儲備中之記賬/ (計提)	654,708	(727,304)	-	-	-	-	-	-	654,708	(727,304)
Set off of tax	稅項抵銷	(18,984)	829	18,984	(829)	-	-	-	-	-	-
At 31 December	於十二月三十一日	(229,107)	(898,970)	98	-	(33)	(51)	(21,256)	-	(250,298)	(899,021)

In accordance with the accounting policy set out in note 2(r), the Group has not recognised deferred tax assets, in respect of tax losses of approximately HK\$1,269 million (2007: HK\$992 million), as it is not probable that future taxable profits against which the tax losses can be utilised will be available in the relevant entity.

根據附註2(r)之會計政策，本集團未有確認應課稅虧損約港幣12.69億元(二零零七年：約港幣9.92億元)作為遞延稅項資產，原因是有關實體不一定能產生未來應課稅盈利以作稅項抵銷之用。

24. 於資產負債表的稅項準備(續)

(b) 遞延稅項

遞延稅項資產/(負債)變動如下：

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25. SHARE CAPITAL

25. 股本

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
<i>Authorised:</i>	<i>法定股本：</i>		
Ordinary shares of HK\$1.00 each	每股港幣1.00元之普通股份	2,000,000	2,000,000
<i>Issued and fully paid:</i>	<i>已發行及已繳足股本：</i>		
At 1 January	年初餘額	1,584,704	1,569,003
Exercise of share options	行使認股權	6,308	15,701
At 31 December	年末餘額	1,591,012	1,584,704

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

股東有權收取已公佈股息及於本公司之股東會議擁有每股一席之投票權。所有股份對本公司之剩餘資產均有同樣之分享權。

(a) Capital Management

The Group's primary objectives in capital management are maximising shareholder return, matching of business funding needs and maintaining the Group's ability to continue as a going concern. Management regularly, or as changes in circumstances warrant, reviews and manages its capital structure so as to maintain a proper balance amongst shareholder returns, leveraging and funding requirement.

(a) 資本管理

本集團資本管理的首要目標，是將股東回報最大化、配合業務資金需要，以及維持本集團的持續發展。管理層定期或因應情況變化檢討及管理其資本架構，以維持股東回報、槓桿及資金要求之間的適當平衡。

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25. SHARE CAPITAL (continued)

(a) Capital Management (continued)

Net-debt is defined as liabilities generated from operations (includes creditors, other payables and trading securities liabilities), note payable, interest bearing loans and unaccrued proposed dividends, less cash and cash equivalents. Adjusted capital represents total equity less unaccrued proposed dividends. The net-debt-to-adjusted capital ratio at 31 December 2008 and 2007 was as follows:

		Note 附註	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Current liabilities	流動負債			
Creditors, deposits received and accrued charges	應付賬款、已收按金及預提費用	22	275,061	815,107
Trading securities	交易證券	20	421,052	542,207
			696,113	1,357,314
Non-current liabilities	非流動負債			
Notes payable	應付票據	23	75,959	42,787
Total debt	負債總額		772,072	1,400,101
Add: Proposed dividends	加：建議股息		190,979	158,841
Less: Cash and cash equivalents	減：現金及現金等價物		(3,846,756)	(1,446,953)
Net (assets)/debt	淨(資產)/債務		(2,883,705)	111,989
Total equity	權益總額		13,499,888	17,497,584
Less: Proposed dividends	減：建議股息		(190,979)	(158,841)
Adjusted capital	經調整的資本		13,308,909	17,338,743
Net-debt-to-adjusted capital ratio	淨債務經調整資本比率		(21.7%)	0.6%

As at 31 December 2008, the Group's liquidity has strengthened significantly without a net debt position. This is mainly attributable to the reduction in advances to customers, the cutting down of exposures to trading securities investments plus the divestment of certain available-for-sale securities and financial assets designated as fair value through profit or loss. The Group has planned, and is also seeking, investment opportunities to utilise the surplus capital for to enhance shareholder returns.

於二零零八年十二月三十一日，本集團流動資金顯著增強，因而並無淨債務狀況。流動資金增強主要原因是客戶借款減少、削減於交易證券投資敞口及出售部分備供銷售證券與指定為通過損益以反映公平價值的金融資產。本集團已有計劃中的投資方向，並繼續尋覓運用充裕資本的機會，以求取得更高股東回報。

25. 股本(續)

(a) 資本管理(續)

淨債務的定義為經營產生的負債(包括應付賬款、其他應付款項及交易證券負債)、應付票據、產生利息的貸款及未計提的建議股息，減去現金及現金等價物。經調整之資本為權益總額減未計提的建議股息。於二零零八年十二月三十一日及二零零七年的淨債務資本比率如下：

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25. SHARE CAPITAL (continued)

(a) Capital Management (continued)

The Company is not subject to externally imposed capital requirements. Certain subsidiaries of the Company are subject to regulatory imposed capital and liquid capital requirements (see also note 34(b)), these subsidiaries have complied with those requirements at all time during both the current and prior financial years.

26. RESERVES

The Company

		Share premium	Option premium reserve	Investment revaluation reserve	Capital reserve	Capital redemption reserve	Retained profits/ losses (Accumulated)	Total
		股本溢價	認股權溢價儲備	投資重估儲備	資本儲備	資本贖回儲備	保留營利/ (累計虧損)	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
As at 1 January 2007	二零零七年一月一日餘額	5,641,148	28,702	2,032	-	2,984	(3,792,877)	1,881,989
Surplus on revaluation	重估增值	-	-	2,133,740	-	-	-	2,133,740
Share options forfeited	取消授出員工認股權	-	(1,004)	-	-	-	1,004	-
Shares issued under share option scheme	向員工授出之認股權	51,219	(20,162)	-	-	-	-	31,057
Equity settled share-based transactions	以股份支付之股本交易	-	6,915	-	-	-	-	6,915
Implied interest on non-interest bearing subordinated loans to a subsidiary	應收-附屬公司不計息 借貸款之假定利息	-	-	-	(29,596)	-	-	(29,596)
Profit for the year	本年盈利	-	-	-	-	-	4,000,731	4,000,731
As at 31 December 2007 and 1 January 2008	於二零零七年 十二月三十一日及 二零零八年一月一日	5,692,367	14,451	2,135,772	(29,596)	2,984	208,858	8,024,836
Deficit on revaluation	重估減值	-	-	(1,096,994)	-	-	-	(1,096,994)
Share options forfeited	取消授出員工認股權	-	(50)	-	-	-	50	-
Shares issued under share option scheme	向員工授出之認股權	25,863	(9,516)	-	-	-	-	16,347
Equity settled share-based transactions	以股份支付之股本交易	-	1,160	-	-	-	-	1,160
Implied interest on non-interest bearing subordinated loans to subsidiaries	應收-附屬公司不計息 借貸款之假定利息	-	-	-	(1,241)	-	-	(1,241)
Dividends paid	已付股息	-	-	-	-	-	(286,108)	(286,108)
Profit for the year	本年盈利	-	-	-	-	-	404,439	404,439
As at 31 December 2008	於二零零八年十二月三十一日	5,718,230	6,045	1,038,778	(30,837)	2,984	327,239	7,062,439

The movement in the Group's reserves have been disclosed in the consolidated statement of change s in equity.

25. 股本(續)

(a) 資本管理(續)

本公司毋須遵守外界的資本規定。本公司若干附屬公司須遵守監管當局定下的資本及流動資本規定(請參見附註34(b))，該等附屬公司於兩個財政年度內一直符合有關規定。

26. 儲備

本公司

本集團之儲備變動已於綜合權益變動表列示。

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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

27. NATURE AND PURPOSE OF RESERVES

(i) Share premium and capital redemption reserve

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

(ii) Option premium reserve

The option premium reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Group recognised in accordance with the accounting policy adopted for share based payments in note 2(q)(ii).

(iii) Investment revaluation reserve

The investment revaluation 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 in note 2(f).

(iv) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations as well as the effective portion of any foreign exchange differences arising from hedges of the net investment in these foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 2(u).

(v) Goodwill reserve

The goodwill reserve comprises goodwill on acquisitions that occurred prior to 1 January 2001. The reserve is dealt with in accordance with the accounting policies set out in note 2(e).

(vi) Capital reserve

The capital reserve comprises specific allocation of amount transferred from retained earnings due to regulatory requirements. It also includes the share of statutory reserve of associates.

27. 儲備之性質與用途

(i) 股本溢價及資本贖回儲備

股本溢價及資本贖回儲備之應用乃秉承香港《公司條例》的四十八B條及四十九H條。

(ii) 認股權溢價儲備

認股權溢價儲備乃根據以股份償付會計政策(附註2(q)(ii))確認本集團授予僱員之認股權之真實或估計數目的未行使認股權之公平值。

(iii) 投資重估儲備

投資重估儲備包括備供銷售證券於資產負債日之公平值之累計淨變動。其已根據會計政策中附註2(f)處理。

(iv) 匯兌儲備

匯兌儲備包含所有產生自換算海外業務之財務報表之匯兌差額及因對沖此等海外業務淨投資之有效匯兌差額部份。有關儲備之會計處理已列載於附註2(u)。

(v) 商譽儲備

商譽儲備包括於二零零一年一月一日前收購所產生之商譽。此儲備已根據會計政策附註2(e)處理。

(vi) 資本儲備

資本儲備包括因法定監管要求自保留盈利特定分配之金額。此儲備亦包括分佔聯營公司法定要求之儲備。

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28. EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company has a share option scheme which was adopted on 24 May 2002 whereby the Directors of the Company are authorised, at their discretion, to grant to employees of the Group, including directors of any company in the Group, to take up options and subscribe for the shares of the Company. Upon the first anniversary, 25% of the options will vest and the rest will vest in three equal installments on each subsequent semi-anniversary. Each option gives the holder the right to subscribe for one ordinary share in the Company.

- (i) The terms and conditions of the grants that existed during the year are as follows, and all options are settled by physical delivery of shares:

Date of grant 授出日期	Vesting period 有效期	Exercise period 行使期	Exercise price, HK\$ 行使價, 港元	No. of options granted 認股權數目
03/09/04	04/09/04-03/03/07	04/09/05-03/03/08	3.225	1,250,000
03/05/05	04/05/05-03/11/07	04/05/06-03/05/10	2.850	15,900,000
05/05/05	06/05/05-05/11/07	06/05/06-05/05/10	3.000	1,520,000
04/07/05	05/07/05-04/01/08	05/07/06-04/07/10	3.135	820,000
27/09/05	28/09/05-27/03/08	28/09/06-27/09/10	3.100	800,000
10/04/06	11/04/06-10/10/08	11/04/07-10/04/11	4.800	6,200,000
				26,490,000

Options are forfeited if the employee leaves the Group before the option is vested.

28. 股權結算交易

本公司授權董事於二零零二年五月二十四日設立了一個認股權計劃向本集團之僱員包括本集團旗下任何公司之董事，授出認股權以認購本公司之股票。授出認股權中的25%將於第一週年後有效，剩餘的認股權將平分三期於往後每半年逐步生效，每一認股權賦予持有人認購本公司之一股普通股。

- (i) 於年內存在授出認股權之條文及條件如下。所有認股權以股票實物到付形式交收：

若僱員於認股權生效前離職，該認股權將會被撤銷。

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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

28. EQUITY SETTLED SHARE-BASED TRANSACTIONS 28. 股權結算交易(續)

(continued)

(ii) The number and weighted average exercise prices of share options are as follows:

(ii) 認股權之數目及其加權平均計算之行使價如下：

		2008 二零零八年		2007 二零零七年	
		Number of share options 認股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of share options 認股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港元
Outstanding at 1 January	於一月一日餘額	10,491,500	3.667	27,152,500	3.241
Exercise during the year	於年內行使	(6,307,500)	3.593	(15,701,000)	2.980
Lapsed during the year	於年內失效	(50,000)	4.800	(960,000)	2.850
Outstanding at 31 December	於十二月三十一日餘額	4,134,000	3.765	10,491,500	3.667
Exercisable at 31 December	於十二月三十一日可行使	4,134,000	3.765	6,986,500	3.196

The weighted average share price at the date of exercise for share options exercised during the year was HK\$16.079 (2007: HK\$15.983).

於年內行使之認股權之加權平均股價為港幣16.079元(二零零七年：港幣15.983元)。

The options outstanding at 31 December 2008 had exercise prices ranging from HK\$2.850 to HK\$4.800 (2007: HK\$2.850 to HK\$4.800) and a weighted average remaining contractual life of 1.801 years (2007: 2.463 years).

於二零零八年十二月三十一日尚餘之認股權之行使價為港幣2.850元到港幣4.800元不等(二零零七年：港幣2.850元到港幣4.800元)及其加權平均剩餘合約年期為1.801年(二零零七年：2.463年)。

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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

28. EQUITY SETTLED SHARE-BASED TRANSACTIONS

(continued)

(iii) Fair value of share options and assumptions

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on a binominal option pricing model. Contractual life of the option and expectations of early exercise are incorporated into the model. The expected volatility is based on the historical volatility. Expected dividends are based on historical dividends as well as expectation on future period performance. Changes in subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. The condition has not been taken into account in the grant date fair value measurement of the services rendered. There were no market conditions associated with the share option grants. The Company has not granted any share option in 2007 and 2008.

28. 股權結算交易(續)

(iii) 認股權之公平值及假設

換取認股權而獲得服務的公平值按獲授予認股權的公平值計量。獲得服務的估計公平值按《二項期權定價模式》計算。認股權的合約年期及預計之提早行使須輸入該模式。預期波幅乃根據歷史波幅計算，預期股息乃根據歷史股息及預期未來之業績表現釐定。主觀輸入假設的變動可能重大影響公平值的估計。

認股權的授予須符合服務條件，該條件並未納入計算於授予日獲得服務的公平值。市場條件與授予認股權並無關係。本公司於二零零七年及二零零八年內並無授出認股權。

29. MATURITY PROFILE

Maturity profile as at 31 December 2008

29. 期限分析

於二零零八年十二月三十一日期限分析

		Repayable on demand	3 months or less	1 year or less but over 3 months	5 years or less but over 1 year	After 5 years	Total
		即時還款	3個月 或以下	3個月以上 至1年	1年以上 至5年	5年以上	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Assets	資產						
- Advances to customers	- 客戶借款	404,373	-	29,675	226,880	-	660,928
- Debt securities	- 債權證券	-	-	-	-	33,700	33,700
- Fixed deposits	- 定期存款	-	3,266,128	-	-	-	3,266,128
		404,373	3,266,128	29,675	226,880	33,700	3,960,756
Liabilities	負債						
- Notes payable	- 應付票據	-	-	-	(75,959)	-	(75,959)

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

29. MATURITY PROFILE (continued)

Maturity profile as at 31 December 2007

29. 期限分析(續)

於二零零七年十二月三十一日期限分析

		3 months or less 3個月 或以下 HK\$'000 港幣千元	1 year or less but over 3 months 3個月以上 至1年 HK\$'000 港幣千元	5 years or less but over 1 year 1年以上 至5年 HK\$'000 港幣千元	After 5 years 5年以上 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Assets	資產					
- Advances to customers	- 客戶借款	1,536,293	-	64,165	-	1,600,458
- Debt securities	- 債權證券	372	-	-	-	372
- Fixed deposits	- 定期存款	-	1,251,106	-	-	1,251,106
		1,536,665	1,251,106	64,165	-	2,851,936
Liabilities	負債					
- Notes payable	- 應付票據	-	-	(42,787)	-	(42,787)

30. SEGREGATED ACCOUNTS NOT REFLECTED ON BALANCE SHEET

30. 不反映於資產負債表之信託賬戶

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Bank balances – segregated accounts	銀行結餘—信託賬戶	716,164	1,210,948
Receivable from clearing house and futures brokers	應收結算所及期貨商款項	253,113	21,190
Amounts held on behalf of clients	代客持有款項	(969,277)	(1,232,138)
		-	-

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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

31. RELATED PARTY TRANSACTIONS

(a) The following transactions were entered into with related parties during the year:

31. 有關連人士交易

(a) 本集團於年內與有關連人士之交易如下：

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Management of funds of China Everbright Holdings Company Limited (“CE Holdings”) by way of investing into China Everbright Dragon Fund Limited, a private fund established by the Group (i)	管理中國光大集團有限公司(「光大集團」)的資金，投資於本集團成立的私人基金－中國光大龍騰基金(i)	–	158,042
Incentive fee income received from CE Holdings (i)	向光大集團收取之獎勵費(i)	7,766	19,291
Management fee shared by CE Holdings (i)	光大集團分擔之管理費用(i)	1,693	4,662
Performance fee shared by CE Holdings (i)	光大集團分擔之績效費(i)	–	25,155
Rental income received from:	租金收入：		
– CE Holdings (ii)	– 光大集團(ii)	180	180
– Everbright Bank (iii)	– 光大銀行(iii)	84	84
Securities brokerage commission received from:	收取之經紀佣金：		
– a subsidiary of CE Holdings	– 光大集團持有之一家附屬公司	72	209
Interest expenses on loans paid to CE Holdings	向光大集團支付貸款之利息支出	–	8,458
Rental expense paid to wholly-owned subsidiaries of CE Holdings (iv)	向光大集團持有之全資附屬公司支租金(iv)	4,926	6,170
Consultancy fee expenses:	諮詢費支出：		
– paid to an associate	– 向聯營公司支付	300	300
Remuneration for key management personnel (including the Company’s directors) which is included in “staff cost”:	高層管理人員酬金(包括本公司董事)已包含在「員工費用」：		
– short-term employee benefits	– 短期僱員利益	19,303	61,787
– retirement scheme contributions	– 退休計劃供款	87	83
– Share-based payments	– 以股份償付	288	2,628

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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

31. RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

- (i) In May 2005, China Everbright Assets Management Limited ("CEAM"), a wholly-owned subsidiary of the Company, has entered into an investment management agreement with CE Holdings for the management of a HK\$100 million portfolio for a term of 1 year. On 28 June 2006, CEAM entered into a new investment management agreement with CE Holdings for the management of a HK\$300 million and US\$10 million portfolio for terms ranging from 1 to 3 years. Under the terms of the investment management agreements, the Group is entitled to an incentive fee of 30% from the part of the portfolios' return in excess of certain agreed percentages. The incentive fee earned directly from CE Holdings is disclosed above.

Some portions of the portfolios have been placed with China Everbright Dragon Fund Limited ("Dragon Fund"). As CEAM is also the investment manager to Dragon Fund, it earned management fee and performance fee from Dragon Fund. The amounts of management fee and performance fee earned from Dragon Fund have been eliminated in the preparation of consolidated financial statements but the relevant amounts attributable to the CE Holdings' investment portions are disclosed above.

During the year, CE Holdings has fully redeemed the funds invested in the Dragon Fund.

- (ii) On 20 December 2005, the Group entered into a tenancy agreement with the CE Holdings in relation to the leasing of residential premises to the ultimate holding company for the period from 1 January 2007 to 31 December 2007. In 2008, the tenancy was continued at the same rent and the rental income earned by the Group amounted to HK\$180,000 for the year.

31. 有關連人士交易(續)

(a) (續)

- (i) 於二零零五年五月，本公司之一家全資附屬公司中國光大資產管理有限公司(「光大資產管理」)與光大集團簽訂一項為期一年之投資管理協議，為其管理港幣1億元之投資組合。又於二零零六年六月二十八日，光大資產管理與光大集團簽訂了新一項為期一至三年之投資管理協議，為其管理港幣3億元與1,000萬美元之投資組合。根據該等協議之條款，如有關投資組合回報高於協定之百分比，則本集團可獲取得超出部分的30%。直接向光大集團收取之獎勵費已披露於上文。

投資組合中有部分是投資於中國光大龍騰基金有限公司(「龍騰基金」)。由於光大資產管理亦為龍騰基金之投資經理，於龍騰基金所收取之管理費與績效費已於編製綜合財務報表完全抵銷，但關乎光大集團投資組合部分之相應金額則披露於上文。

光大集團已於年內全數贖回於龍騰基金內之投資。

- (ii) 於二零零五年十二月二十日，本集團與光大集團簽訂一項租約，本集團向其出租一項住宅物業，租期由二零零七年一月一日至二零零七年十二月三十一日止，於二零零八年，該租約按以往相同條件續約，本集團於本年度之租金收入為港幣180,000元。

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31. RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

(iii) On 28 August 2005, the Group entered into a tenancy agreement with Everbright Bank in relation to the leasing of office premises to Everbright Bank for the period from 28 August 2005 to 27 August 2006 with an option to renew for another term of one year. Pursuant to the exercise of such option, the lease was renewed for one year from 28 August 2006 to 27 August 2007. The rental agreement is continued with the same rental amount. The rental income earned by the Group amounted to HK\$84,000 for the year. Mr Tang Shuangning is Chairman to the Group as well as Everbright Bank's Board of Directors.

(iv) On 5 February 2007, a wholly-owned subsidiary of the CE Holdings entered into a tenancy agreement with the Group in relation to the leasing of office premises to the Group for the period from 31 December 2006 to 30 December 2008. The rent expense amounted to HK\$4,926,000 for the year.

(b) Included in the balance sheets are the following balances with related parties:

		Group 集團		Company 公司	
		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Amount due from an associate (included in debtors, deposit and prepayment) (i)	應收聯營公司款項 (包括於應收賬款、 按金及預付款內)(i)	102,393	289,319	-	-
Amount due to ultimate holding company	應付最終控股公司的款項	(63)	-	-	-

(i) Amount due from an associate arose in the ordinary course of securities brokerage business, and is unsecured, interest bearing and repayable upon demand.

31. 有關連人士交易(續)

(a) (續)

(iii) 於二零零五年八月二十八日，本集團與光大銀行簽訂一項租約，本集團向其出租一項辦公物業，租期由二零零五年八月二十八日至二零零六年八月二十七日止，光大銀行有權於該租約期滿時續租一年，而光大銀行已行使前述權利，該租約已予延期一年，由二零零六年八月二十八日至二零零七年八月二十七日止，該租約按以往相同租金續約，本集團於本年度之租金收入為港幣84,000元。唐雙寧先生為本集團與光大銀行董事會之主席。

(iv) 於二零零七年二月五日，光大集團之全資附屬公司與本集團簽訂一項租約，本集團同意向其租用一項辦公物業，租期由二零零六年十二月三十一日至二零零八年十二月三十日，本年度之租金支出為港幣4,926,000元。

(b) 於資產負債表內的有關連人士往來款包括：

(i) 應收聯營公司款項乃產生自與證券經紀商戶之正常證券交易，款項為無抵押，計息，並於要求時償還。

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32. CONTINGENT LIABILITIES

(a) Corporate guarantee

Guarantee given to financial institutions in respect of banking facilities granted to subsidiaries

為附屬公司的銀行額度向金融機構提供擔保

As at 31 December 2008 and 31 December 2007, the Group's subsidiaries did not utilise any of its banking facilities.

As at 31 December 2008 and 31 December 2007, the Company had issued corporate guarantees to certain financial institutions for trading facilities granted to a subsidiary engaged in leveraged foreign exchange trading and other subsidiaries which carry out derivatives transactions. The guarantee amounts vary and are dependent on the volume of transactions effected with the financial institutions.

(b) Incentive payment

According to an Incentive Agreement dated and announced on 25 May 2007, the Group is obligated to pay an incentive project bonus to an Investment Team (in which all the individual members are employees of the Group) upon the realisation of each project, whether in whole or in part, under SeaBright China Special Opportunities (I) Limited, in which the Group has a 78.9% equity interest. The amount of the incentive project bonus payable under the agreement is equal to 15% of the profit realised from the disposal of those investments, plus the related amount of advisor fee income received less certain attributable project expenses and the investment team's operating expenses. The incentive project bonus is recognised upon the realisation of the relevant project. As at 31 December 2008, the accumulated unrealised gains associated with the relevant projects amounted to HK\$902 million (2007: HK\$3.91 billion). If all relevant projects were disposed of on 31 December 2008 at their fair value, the amount of the incentive project bonus payable to the Investment Team would be approximately HK\$109 million (2007: HK\$480 million).

32. 或然負債

(a) 公司擔保

2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
170,000	170,000

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，集團屬下之附屬公司並未有任何借款。

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，本公司為一間參與槓杆外匯交易之附屬公司及參與衍生工具買賣之其他附屬公司的交易額度向金融機構提供擔保。該擔保額度根據與金融機構產生之交易額而變動。

(b) 激勵款項

根據於二零零七年五月二十五日訂明，並於同日公佈之激勵協議，本集團會按 SeaBright China Special Opportunities (I) Limited (「SOF」，本集團持有78.9% SOF之股權) 每項目之全部或部份實現利潤計算並承諾支付項目激勵獎金給予投資團隊(所有成員均屬於本集團員工)，而激勵獎金是相等於該項目實現淨現金收益的15%，加有關顧問費收入，並扣除相關項目之應佔日常管理費及投資團隊營運費用。項目激勵獎金在每個項目出售後才會被確認。於二零零八年十二月三十一日，相關項目之未實現公平值增值為港幣9.02億元(二零零七年：港幣39.1億元)。如所有相關項目於二零零八年十二月三十一日以公平值出售，將要支付投資管理團隊之項目激勵獎金約為港幣1.09億元(二零零七年：港幣4.8億元)。

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財務報表附註

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33. COMMITMENTS

(a) Capital commitment

As at 31 December 2008, the Group has capital commitments are as follows (2007: HK\$214,698,000):

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Authorised but not contracted for	已批核但未簽約	-	163,655
Contracted but not provided for	已簽約但未計提	815	51,043
		815	214,698

(b) Operating lease commitments

Operating lease commitments as at 31 December 2008 amounted to approximately HK\$18,367,000 (2007: HK\$13,400,000) of which HK\$9,312,000 (2007: HK\$7,931,000) is payable in the next twelve months. The Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

		2008 二零零八年		2007 二零零七年	
		Properties 房產 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Properties 房產 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元
Not later than one year	一年內到期	9,279	33	7,918	13
Later than one year and not later than five years	一年以上至五年	9,048	7	5,469	-
		18,327	40	13,387	13

33. 承擔

(a) 資本承擔

於二零零八年十二月三十一日，本集團的資本承擔如下(二零零七年：港幣214,698,000元)：

(b) 經營租賃承擔

於二零零八年十二月三十一日，經營租賃承擔總額約為港幣18,367,000元(二零零七年：約港幣13,400,000元)，其中約港幣9,312,000元(二零零七年：約港幣7,931,000元)為未來十二個月內須支付之承擔金額。本集團根據不可撤銷之經營租賃，於未來支付之最低租賃付款總額如下：

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33. COMMITMENTS (continued)

(c) Future operating lease arrangement

As at 31 December 2008, the Group had future aggregate minimum lease receipts under non-cancellable operating leases for investment properties as follows:

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Not later than one year	一年內到期	1,046	589
Later than one year and not later than five years	一年以上至五年	1,172	44
		2,218	633

(d) Off-balance sheet financial instruments

The fair values and the contractual or notional amounts of the Group's trading equity derivatives outstanding at 31 December 2008 are detailed as follows:

		Fair value assets/(liabilities) 公平值資產/(負債)		Contractual/ notional amounts 合約/名義金額	
		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Overseas futures	海外期貨	-	(1,990)	-	128,550
Forwards contracts	期貨合約	(229,533)	(59,118)	674,675	1,913,308
Equity linked derivatives	股票掛鉤衍生工具	-	(434,098)	-	231,031
Overseas index swap	海外指數掉期	-	-	-	39,483
Hang Seng Index futures	恆生指數期貨	(1,573)	-	66,850	-
Hang Seng China Enterprises Index futures	恆生中國企業指數期貨	(207)	-	15,587	-
		(231,313)	(495,206)	757,112	2,312,372

The financial instruments become favourable (assets) or unfavourable (liabilities) as a result of fluctuations in market prices of the underlying instruments relative to their terms.

金融工具可因所指定工具之市場價格波動而變得有利(資產)或不利(負債)。

33. 承擔(續)

(c) 未來經營租賃安排

於二零零八年十二月三十一日，本集團根據不可撤銷的投資物業經營租約，於未來可收取之最低租賃款項總額如下：

(d) 資產負債表外金融工具

於二零零八年十二月三十一日，本集團未平倉之衍生工具合約之公平值及合約或名義金額如下：

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33. COMMITMENTS (continued)

(d) Off-balance sheet financial instruments (continued)

Notional amounts of these financial instruments provide a basis for comparison with instruments recognised on the balance sheet but do not necessarily indicate the amount of future cash flows involved or the current fair value of the instruments and, therefore, are not a representation of the Group's exposure to the credit or price risks.

34. FINANCIAL INSTRUMENTS

Risk management is of fundamental importance to the business operation of the Group. The major types of risk inherent in the Group's business are credit risk, liquidity risk, interest rate risk, foreign currency risk and equity price risk. The Group's risk management objective is to maximise shareholders' value and to reduce volatility in earnings while maintaining risk exposures with acceptable limits.

The Group's work in the area of risk management is led by the Risk Management Group and the Credit Group and the Risk Management and Compliance Department thereunder. This functional structure can assess, identify and document the Group's risk profile and to ensure that the business units focus, control and systematically avoid potential risks in various areas of business. On 1 January 2009, the Group set up a new post of Chief Risk Officer to oversee risk management and internal control of the Group. The following is a brief description of the Group's approach in managing these risks.

(a) Credit risk

The Group's credit risk is primarily attributable to advances to customers, trade and other receivables, debt investments and unlisted derivative financial instruments. In respect of advances to customers, the Group requires collateral from customers before advances are granted. The amount of advance permitted depends on the quality and value of collateral provided by the customer. Any subsequent change in value, as well as quality, of collateral is closely monitored in order to determine whether any corrective action is required.

33. 承擔(續)

(d) 資產負債表外金融工具(續)

該等金融工具之名義金額乃作為與已於資產負債表確認的工具比較之基準，惟不一定顯示所涉及未來現金流量之金額或該等工具之現時公平值。因此，並不代表本集團所面對之信貸或價格風險。

34. 金融工具

風險管理是本集團業務運作的基礎。本集團業務的主要內在風險包括信貸風險、流動資金風險、利率風險、外匯風險和股價風險。本集團的風險管理目標是爭取股東價值最大化及減少盈利的波幅，同時確保風險控制在可接受的水平之內。

本集團的風險管理工作是由風險管理小組、信貸小組與在兩者指導下的風險管理及監察部執行。該架構能確保向管理層提供意見及協助管理層識別及評估本集團業務上面對之主要風險並發揮協調作用；並且評估、識別及紀錄本集團之風險結構，以及確保業務部門關注、控制並系統地規避業務上可能發生的各方面風險。二零零九年一月一日起，本集團新設立「風險總監」一職，統籌本集團的風險管理及內部監控工作。以下就本集團如何管理上述各項風險的方法作出簡述。

(a) 信貸風險

本集團之信貸風險主要源自客戶借款、應收及其他賬款、債務投資工具與非上市衍生金融工具。關於客戶借款，本集團會要求客戶提供抵押品才批准借款。所容許之借款金額則視乎抵押品之質素與價值。抵押品日後之質素與價值變動亦會受緊密監察，如有需要將採取修正行動。

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

34. FINANCIAL INSTRUMENTS (continued)

(a) Credit risk (continued)

Trade and other receivables mainly arise from the Group's brokerage business and investment activities. Receivables from security brokerage customers and brokers are normally due two days after trade day while deposits with brokers are repayable on demand. The Group has established procedures in the selection of brokers with sound credit ratings and/or reputation.

Investments in debt instruments and unlisted derivative financial instruments are also governed by whether the issuers and the trade counterparties respectively have sound credit ratings.

The Group has well defined policies in place on the setting and approval of trading, credit and investment position limits in order to manage its credit risk exposure and concentration. As at the balance sheet date, the Group does not have a significant concentration of credit risk other than:

- (i) the provision of advances to customers, which are collateralised by unlisted debt securities issued by issuers with sound credit ratings, of approximately HK\$117 million (2007: approximately HK\$241 million);
- (ii) a margin collateral deposit of a remaining notional amount of HK\$354 million with a reputable financial institution with sound credit rating; and
- (iii) the provision of advances to customers which are secured by residential use leasehold lands in the Mainland of RMB200 million (2007: Nil).

The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset, including derivative financial instruments, in the balance sheet date deducting any impairment allowance. Except for the corporate guarantee set out in note 32(a), the Group does not provide any other guarantees which would expose the Group or the Company to credit risk. The maximum exposure to credit risk in respect of the corporate guarantee at the balance sheet date amounted to HK\$170 million.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from advances to customers are set out in note 18.

34. 金融工具(續)

(a) 信貸風險(續)

應收及其他賬款主要來自本集團之經紀業務及投資活動。證券經紀業務客戶應收款於交易後兩個工作天到期，而經紀商之應收款則可隨時要求償還。本集團已有既定程式選擇有優良信貸評級及／或信譽之證券商作為交易對手。

債務工具與非上市衍生金融投資亦同樣要求發行商與交易對手有優良信貸評級。

本集團有明確之政策以訂定及審批交易、信貸及投資額度限額以控制所面對之信貸風險程度與集中度。於年結日，本集團除下述項目外，並沒有明顯集中的信貸風險：

- (i) 客戶借款約港幣1.17億元(二零零七年：約港幣2.41億元)以優良信貸評級者發行之非上市債權證券為抵押；
- (ii) 一項存放於有信譽及良好財務評級的金融機構作為金融工具保證金，其餘額為港幣3.54億元等值；及
- (iii) 客戶借款人民幣2億元(二零零七年：無)，並以內地住宅用途之地塊作為抵押。

未計所持抵押品之最高信貸風險是金融資產的價值，包括衍生工具，於年結日扣除任何減值撥備。除了附註32(a)的集團所提供公司擔保，本集團並沒有提供其他擔保而擴大本集團或公司的信貸風險。於結算日，最高信貸風險是集團所提供港幣1.7億元的公司擔保。

因客戶借款引致本集團的信貸風險，於附註18以數字披露。

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34. FINANCIAL INSTRUMENTS (continued)

(b) Liquidity risk

The Group's policy is to regularly assess current and expected liquidity requirements and to ensure that it maintains reserves of cash, readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

For subsidiaries with statutory liquidity requirements, the Group monitors closely their liquidity position. To ensure strict compliance, the Group maintains adequate cash reserves to prepare for immediate fund injection if required. If there is a medium-to-long term operation need, the management would also consider adjusting those subsidiaries' capital structure. Subsidiaries with external equity stakeholders are generally responsible for their own liquidity management.

The following table details the remaining contractual maturities at the balance sheet date of the Group's financial liabilities which are based on contractual undiscounted cash flows and the earliest date the Group can be required to pay:

	2008 二零零八年					2007 二零零七年					
	Total contractual undiscounted	cash flow	More than 1 year or but less than 2 years	More than 1 year but less than 2 years	More than 2 years	Total contractual undiscounted	cash flow	More than 1 year or but less than 2 years	More than 1 year but less than 2 years	More than 2 years	
	Carrying amount	Contractual amount	on demand	within 1 year	but less than 2 years	Carrying amount	Contractual amount	on demand	within 1 year	but less than 2 years	
	賬面值	現金流總額	要求時支付	一年內或	超過一年	賬面值	現金流總額	要求時支付	一年內或	超過一年	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
Creditors, deposits received and accrued charges	應付賬款、已收按金及預提費用	275,061	275,061	275,061	-	-	815,107	815,107	815,107	-	-
Trading securities	交易證券	421,052	421,052	421,052	-	-	542,207	556,055	556,055	-	-
Amount due to associates	應付聯營公司款項	438	438	438	-	-	438	438	438	-	-
Amount due to ultimate holding company	應付最終控股公司之款項	63	63	63	-	-	-	-	-	-	-
Notes payable	應付票據	75,959	75,959	-	-	75,959	42,787	42,787	-	-	42,787
		772,573	772,573	696,614	-	75,959	1,400,539	1,414,387	1,371,600	-	42,787

34. 金融工具(續)

(b) 流動資金風險

本集團的政策是對即時及預期之流動資金需求作出定時估計，確保維持足夠之現金與可供出售變現上市證券，並有來自主要金融機構充足之資金額度承諾，藉以應付短期與長期的流動資金需求。

對於具有法定流動性規定的附屬公司，本集團密切監察其流動性狀況。為確保嚴格遵守有關規定，本集團持續預留充足的現金儲備，以便即時注資。如有中長期的營運需要，管理層亦會考慮調整有關附屬公司的資本架構。一般而言，擁有外界權益利益相關者的附屬公司自行負責流動性管理。

下表載列本集團的金融負債於資產負債表日距離合約到期日的剩餘時間，乃根據合約未貼現現金流及本集團最早須作出支付的日期得出：

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34. FINANCIAL INSTRUMENTS (continued)

(c) Interest rate risk

The Group monitors its interest rate exposure regularly to ensure that the underlying risk is monitored within an acceptable range. Most of the Group's interest bearing assets and liabilities are on a floating rate basis with maturity of one year or less.

The Group's interest rate positions arise from treasury and operating activities. Interest rate risk arises in treasury management, customer financing and investment portfolios. Interest rate risk primarily results from the timing differences in the repricing of interest-bearing assets, liabilities and commitments. It also relates to positions from non-interest bearing liabilities including shareholders' funds and current accounts, as well as from certain fixed rate loans. Interest rate risk is managed by the Treasury Department under the delegated authority of the Board of Directors. The instruments used to manage interest rate risk include time deposits and interest rate linked derivatives.

In respect of income-earning financial assets and interest bearing financial liabilities, the following table indicates their effective interest rate at the balance sheet date as well as a sensitivity analysis of interest rate changes. Assuming that a general increase of 0.5%/decrease of 0.5% in interest rates had occurred at the balance date on the Group's interest rate exposure, the Group's profit after tax and retained profits, as well as equity, would have an estimated increase of HK\$24,007,000/decrease of HK\$13,494,000 (2007: profit after tax and retained profits increase of HK\$31,416,000/decrease of HK\$62,832,000 for increase of 1%/decrease of 2% in interest rates).

34. 金融工具(續)

(c) 利率風險

本集團對利率風險之暴露經常作出監控以確保有關風險是控制在可接受水平之內。本集團大部分產生利息的資產與負債皆是基於浮動利率，而到期日為一年或以下。

本集團的利率持倉源自司庫及業務營運活動。利率風險則源自司庫管理，客戶融資和投資組合。利率風險主要是由帶息資產、負債及承擔在再定息的時差所致，亦與無息負債持倉有關，其中包括股東資金和往來賬戶及若干定息貸款。利率風險由司庫管理部按董事會授權管理。管理利率風險的工具包括有期存款和利率掛鈎之衍生工具。

有關盈利收入金融資產及帶息金融負債，下表顯示其資產於年結日之實際利率。關於利率改變的敏感度分析，假設本集團當時利率風險於年結日利率上升0.5%/下跌0.5%，本集團的除稅後盈利、保留盈利及權益預計將會增加港幣24,007,000元/減少港幣13,494,000元(二零零七年：利率上升1%/下跌2%，除稅後盈利及保留盈利上升港幣31,416,000元/減少港幣62,832,000元)。

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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

34. FINANCIAL INSTRUMENTS (continued)

(c) Interest rate risk (continued)

The Group's interest bearing assets and liabilities are substantially at variable interest rate basis:

		2008 二零零八年		2007 二零零七年	
		Effective interest rate	HK\$'000	Effective interest rate	HK\$'000
		實際利率 %	港幣千元	實際利率 %	港幣千元
Assets	資產				
Advances to customers	客戶借款	7.4%	660,928	7.3%	1,600,458
Bank balances and cash	銀行結餘及現金	0.4%	4,418,671	2.9%	1,826,923
Total interest bearing assets	帶息資產總額		5,079,599		3,427,381

The above increase or decrease in interest rate represent the management's assessment of a reasonably change in interest rates over the period until the next annual balance sheet date. It also assumes that all other variable remains constant. The analysis is performed on the same basis for 2007.

(d) Foreign currency risk

The Group's exposure to foreign exchange risk primarily stems from holdings of monetary assets and liabilities denominated in foreign currencies, leveraged foreign exchange trading and net investment in foreign subsidiaries and associates. As most of the Group's monetary assets and liabilities and net investment in foreign subsidiaries and associates are denominated in Hong Kong dollars, United States dollars or Renminbi, the management does not consider there to be any significant currency risk. The Group has a policy not to maintain a significant net position on leveraged foreign exchange trading and the underlying exposure is monitored on a continuing basis.

Overall, management monitors the Group's foreign currency exposure closely and would consider hedging significant currency exposure should the need arise.

34. 金融工具(續)

(c) 利率風險(續)

下表顯示於結算日帶息資產及負債的有效利率與預計下次利率重訂日(或到期日取其較短者):

上述的利率起伏乃管理層就直至下一個全年資產負債表日期間合理利率變動的評估，並假設所有其他可變因素維持不變。分析是與二零零七年相同基準進行。

(d) 外匯風險

本集團之外匯風險主要來自貨幣資產與負債之結餘、槓杆外匯交易及海外附屬公司與聯營公司之淨投資。本集團大部分之貨幣資產與負債及海外附屬公司與聯營公司之淨投資均為港幣、美元或人民幣面值，管理層並不預期當中涉及重大外匯風險。對槓杆外匯交易，本集團之政策是不保留大額之淨持倉，而有關持倉風險亦會不斷受到監控。就以其他貨幣計值之金融工具而言，本集團在有需要的情況下按即期匯率購入或出售外幣以處理短期之不平衡情況，藉以確保風險淨額維持於可接受之水平。

總體而言，管理層對本集團之外匯風險是作出緊密的監視，在有需要時會考慮對重大外匯的涉險值進行對沖行動。

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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

34. FINANCIAL INSTRUMENTS (continued)

(d) Foreign currency risk (continued)

At balance sheet date, the Group's exposure to currency risk arising from recognised assets and liabilities denominated in a currency other than the functional currency of the entity to which they relate is tabled below:

		2008 二零零八年		2007 二零零七年	
		In USD 美元 HK\$'000 港幣千元	In RMB 人民幣 HK\$'000 港幣千元	In USD 美元 HK\$'000 港幣千元	In RMB 人民幣 HK\$'000 港幣千元
Fixed assets	固定資產	-	744	-	-
Investments in associates	於聯營公司之投資	-	4,888,790	-	4,470,959
Available-for-sale securities	備供銷售證券	-	3,743,352	-	3,805,890
Financial assets designated at fair value through profit or loss	指定為通過損益以反映公平價值的金融資產	-	150,391	-	182,992
Advances to customers	客戶借款	151,896	-	248,626	-
Debtors, deposits and prepayments	應收賬款、按金及預付款	218,875	-	139,564	4,388
Trading securities (current assets)	交易證券(流動資產)	-	-	37,449	-
Bank balances and cash	銀行結餘及現金	1,285,062	205,980	679,883	1,156
Creditors, deposits received and accrued charges	應付賬款、已收按金及預提費用	(104,605)	(210)	(98,029)	(1,130)
Trading securities (current liabilities)	交易證券(流動負債)	(229,533)	-	(59,118)	-
Note payable	應付票據	-	(75,958)	-	(42,787)
Deferred tax	遞延稅項	-	(226,548)	-	-
Net exposure arising from recognised assets and liabilities	來自已確認資產及負債的風險總額	1,321,695	8,686,541	948,375	8,421,468

34. 金融工具(續)

(d) 外匯風險(續)

下表載列於資產負債表日本集團來自已確認資產及負債之匯率風險，有關資產及負債的計值貨幣與相關實體的功能貨幣不同：

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34. FINANCIAL INSTRUMENTS (continued)

(d) Foreign currency risk (continued)

An analysis of the estimated change in the Group's profit after tax (and retained profits) and other components of consolidated equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the balance sheet date is presented in the following table.

		2008 二零零八年			2007 二零零八年		
		Increase/ (decrease) in foreign exchange rates 匯率上升/ (下跌)	Effect on profit after tax and retained profits 對除稅後 盈利及保留 盈利的影響	Effect on other components of equity 對權益其他 組成部份 之影響	Increase/ (decrease) in foreign exchange rates 匯率上升/ (下跌)	Effect on profit after tax and retained profits 對除稅後 盈利及保留 盈利的影響	Effect on other components of equity 對權益其他 組成部份 之影響
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
United States Dollars, USD	美元	1% (1%)	13,217 (13,217)	- -	1% (1%)	9,484 (9,484)	- -
Renminbi, RMB	人民幣	5% (5%)	2,683 (2,683)	431,644 (431,644)	7% (5%)	10,123 (7,231)	579,379 (413,842)

The above analysis assumes the change in foreign exchange rates had occurred at the balance sheet date and had been applied to each of the Group entities' exposure to currency risk in existence at that date while all other variables remains constant. The stated changes also represent management's assessment of reasonably possible changes in foreign exchange rates until the next annual balance sheet date. The Hong Kong dollar and the United States dollar peg is assumed to stay materially unaffected by any fluctuation United States dollar against other currencies. The analysis is performed on the same basis for 2007.

(e) Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as trading securities (see note 20), available-for-sale securities (see note 15) and financial assets designated as fair value through profit or loss (see note 16). Other than unlisted securities held for medium-to-long term investment purposes, all of these investments are listed.

34. 金融工具(續)

(d) 外匯風險(續)

下表分析本集團於資產負債表日本集團有重大暴露的匯率出現合理可能的變動時，本集團除稅後盈利(及保留盈利)以及綜合權益其他組成部分之預計變動。

上述分析假設匯率變動於資產負債表日發生，並已套用於本集團各實體於當日所存在的外匯風險，所有其他可變因素維持不變。上表呈列的變動乃管理層就直至下一個全年資產負債表日期間合理可能的匯率變動的評估。假設港幣與美元的掛鈎不會因美元兌其他貨幣的波動而受到太大的影響。分析是與二零零七年相同基準進行。

(e) 股價風險

就分類為交易證券(見附註20)、備供銷售證券(見附註15)及被定為通過損益以反映公平價值的金融資產(見附註16)的股票投資而言，本集團須承受其股價變動的風險。除持有作中長期投資的非上市證券外，所有該等投資均為上市投資。

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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

34. FINANCIAL INSTRUMENTS (continued)

(e) Equity price risk (continued)

The Group's listed investments are mainly listed on the Stock Exchange of Hong Kong and the Shenzhen Stock Exchange. Decisions to buy or sell trading securities are rested with assigned investment team professionals and each investment portfolio is governed by specific investment and risk management guideline. Independent daily monitoring of each portfolio against the corresponding guideline is carried out by the Risk Management and Compliance Department. Listed investments held in the available-for-sale and financial assets designated as fair value through profit or loss portfolio have been chosen based on their medium-to-long term growth potential and are monitored regularly for performance against expectations.

The performance of the Group's unquoted investments is assessed, based on the limited information available to the Group, periodically against performance of listed entities of comparable size and nature of businesses.

The following table shows the approximate changes in the Group's profit after tax (and retained profits) in response to reasonable change in the relevant listed and unlisted equity stock prices. The analysis is performed on the same basis as in 2007:

		2008 二零零八年			2007 二零零八年		
		Effect on profit after tax and retained profits	Effect on other components of equity	Effect on profit after tax and retained profits	Effect on other components of equity		
		Increase/ (decrease) in equity price 股價上升/ (下跌)	對除稅後 盈利及保留 盈利的影響	對權益其他 組成部份 之影響	Increase/ (decrease) in equity price 股價上升/ (下跌)	對除稅後 盈利及保留 盈利的影響	對權益其他 組成部份 之影響
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Market price of underlying listed equity investments	上市股票投資的市場價	10% (10%)	(5,965) 1,065	77,186 (72,286)	5% (5%)	48,936 (48,936)	226,570 (226,570)
Price of underlying unlisted equity investment	非上市股票投資的價格	5% (5%)	7,520 (18,946)	150,239 (138,813)	5% (5%)	16,889 (16,889)	191,405 (191,405)

34. 金融工具(續)

(e) 股價風險(續)

本集團之上市投資主要在香港聯合交易所及深圳證券交易所上市。買賣交易證券的決定由指定的專業投資團隊作出，每個投資組合均受特定的投資及風險管理指引監督。風險管理及監察部每日對各個投資組合是否符合相應的指引進行獨立監察。在備供銷售證券及被定為通過損益以反映公平價值的金融資產投資組合內之上市投資，乃根據其中長期增長潛力挑選，並定時監察其表現與預期是否相符。

本集團透過與類似規模及行業的上市公司之表現作比較，並根據本集團所得的有限資料，定期對其非上市投資的表現進行評估。

下表列明本集團的稅後盈利(及保留盈利)因有關上市及非上市股票市場價變動所帶來的影響。分析是與二零零七年相同基準進行：

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財務報表附註

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35. FAIR VALUES OF FINANCIAL INSTRUMENTS

(a) Estimation of fair values

Fair value estimates are generally subjective in nature, and are made as of a specific point in time based on the characteristics of the financial instruments and relevant market information. Where available, the most suitable measure for fair value is the quoted market price. In the absence of an organised secondary market, for most financial instruments, and in particular for unlisted equity and debt instruments and derivatives, direct market prices are not available. The fair value of such instruments was therefore calculated on the basis of well-established valuation techniques using current market parameters. In particular, the fair value is a theoretical value applicable at a given reporting date, and hence can only be used as an indicator of value realisable in a future sale.

The Group compares valuations derived from models with quoted prices of similar financial instruments, and public information available in order to further validate and calibrate the models. These techniques involve uncertainties and are significantly affected by the assumptions used and judgments made regarding risk characteristics of various financial instruments, discount rates, estimates of future cash flows, future expected loss experiences and other factors. Changes in assumptions could significantly affect these estimates and the resulting fair values. Derived fair value estimates cannot necessarily be substantiated by comparison to independent markets and, in many cases, could not be realised in an immediate sale of the instruments. The following methods and significant assumptions have been applied in determining the fair values of financial instruments:

- (i) The fair value of unquoted equity investments is estimated using an appropriate combination of (1) discount cash flow method to devolve the future value of the business into a present market value, (2) deducing from prices recently paid for similar assets and the financial indicators of the transacted assets such as net book value and net operating profit, and (3) applying, if possible, price/earnings ratios for similar listed companies adjusted to reflect the specific circumstances of the investments.

35. 金融工具的公平值

(a) 公平值估計

公平值估計是根據金融工具的特性和相關市場資料於某一特定時間作出，因此一般是主觀的。若有市場報價，市場報價是計量公平值最適合的方法，但由於大多數金融工具，尤其是非上市股票與債權工具及衍生工具，均欠缺一個有組織的二手市場，因此並無直接市場報價。此等工具的公平值會根據一些使用現時市場參數的既定估值模式計算。要特別指出的是，公平值是指適用於某一特定報告日期的理論價值，所以只可作為日後將金融工具出售時，金融工具可變現價值的指標。

本集團會將使用模式推算所得的估值與相若金融工具的報價及已公開資料比較，以進一步驗證此等模式和作出調整。此等模式涉及不穩定因素，並會受到所用假定和對各類金融工具的風險特性、貼現率、估計將來現金流、預期將來損失和其他因素所作判斷的重大影響。如更改有關假定，便可能對此等估計和估計所得的公平值產生顯著影響。所得的公平值不一定能夠與獨立市場內的相若價值比較以證明推算估計正確。在很多時候均不能將金融工具即時出售以實現此等公平值。本集團採用下列方法和重要假定，以釐定金融工具的公平值：

- (i) 非上市股票投資的公平值估計是適當地合併採用(1)現金流貼現法將業務之將來價值轉化成現市值，(2)由近期相類似資產之出售價與該交易資產之財務指標如淨資產值與淨利潤等作出推算，與(3)在可能情況下使用相若上市公司適用的價格／盈利比率，並按該投資項目所處的特殊狀況作調整。

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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

35. FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(a) Estimation of fair values (continued)

- (ii) the fair value of derivatives is estimated either using broker quotes or by discounting future cash flows. Future cash flows are estimated based on management's best estimate of the amount it would receive or pay to terminate the contract at the balance sheet date taking into account current market conditions. The discount rate used is a market rate for a similar instrument at the balance sheet date. The fair value of an option contract is determined by applying the Black-Scholes option valuation model. Inputs are based on market related data at the balance sheet date.

(b) Fair value

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

35. 金融工具的公平價值(續)

(a) 公平值估計(續)

- (ii) 衍生工具的公平值，是採用經紀報價或折讓將來現金流方法估計。將來現金流乃按管理層在考慮市場現況和另一方的目前信貸狀況後，就其在結算日可藉終止合約而收取或支付的最佳估計金額。採用的貼現率是在結算日適用於相若工具的市場利率。期權合約的公平值是採用柏力克－舒爾斯期權估值模式估計。本集團輸入的資料則是以結算日的相關市場資料為基礎。

(b) 公平值

所有金融工具均是以公平值或與其於二零零八年十二月三十一日和二零零七年同日的公平值相若的金額入賬。

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36. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT 36. 綜合現金流量附註

Reconciliation of profit before taxation to net cash outflow from operating activities:

除稅前盈利與經營活動之現金流出淨額對賬表：

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Profit before taxation	除稅前盈利	1,183,564	5,463,148
Interest income on bank deposits	銀行存款利息收入	(48,305)	(71,514)
Interest expenses	利息支出	6,921	122,780
Dividend income	股息收入	(38,146)	(71,654)
Gain on deemed disposal of interests in associates	非實質出售聯營公司權益盈利	-	(924,503)
Share of profits less losses of associates	應佔聯營公司盈利減虧損	(480,185)	(2,906,226)
Depreciation and amortisation	折舊及攤銷費用	10,376	7,082
Staff share option amortisation	認股權攤銷	1,160	6,915
Realised gain on financial asset designated at fair value through profit or loss	指定為通過損益以反映公平價值的金融資產已實現收益	4,880	(215,632)
Unrealised loss/(gain) on financial asset designated at fair value through profit or loss	指定為通過損益以反映公平價值的金融資產重估增值的未實現收益	252,515	(192,428)
Unrealised gain on notes payable	應付票據公允值未實現收益	(16,827)	(56,786)
Net gain on disposal of available-for-sale securities	出售備供銷售證券之淨收益	(1,590,357)	(610,149)
Surplus on property revaluation	物業重估增值	(6,001)	(2,400)
(Gain)/loss on disposal of fixed assets	出售固定資產之(收益)/虧損	(2,220)	876
Gain on deemed disposal of subsidiaries	出售附屬公司盈利	(25)	(228,865)
Impairment loss on available-for-sale securities	備供銷售證券之減值損失	260,091	-
Surplus on revaluation of investment properties	投資物業重估增值	-	1,642
Cash (outflow)/inflow before working capital changes	營運資金變動前現金(流出)/流入	(462,559)	322,286

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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

36. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued) 36. 綜合現金流量附註(續)

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Cash (outflow)/inflow before working capital changes	營運資金變動前現金 (流出)／流入	(462,559)	322,286
Decrease/(increase) in advances to customers	客戶借款減少／(增加)	939,530	(699,336)
Decrease/(increase) in debtors, deposits and prepayments	應收賬款、按金及預付款 減少／(增加)	917,061	(1,001,357)
Decrease in trading securities	交易證券減少	839,809	165,690
(Decrease)/increase in creditors, deposits received and accrued charges	應付賬款，已收按金及預提費用 (減少)／增加	(544,833)	402,473
Decrease in amount due from ultimate holding company	應收最終控股公司款項減少	-	2,613
Increase/(decrease) in amount due to ultimate holding company	應付最終控股公司款項 增加／(減少)	63	(37)
Hong Kong profits tax paid	已付香港利得稅	(97,066)	(10,542)
Overseas profits tax paid	已付海外利得稅	(43,439)	(11,376)
Interest paid	已付利息	(6,921)	(122,756)
Net cash inflow/(outflow) from operating activities	經營活動產生之現金 流入／(流出)淨額	1,541,645	(952,342)

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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

37. SEGMENT INFORMATION

(a) Business segments

The Group conducts the majority of its business activities in three areas: short-term investments, financial services and long-term investments plus other operations. An analysis by business segment is as follows:

37. 分部資料

(a) 業務分項

本集團所經營之業務主要可分為三類：短期投資、金融服務和長期投資及其他業務。按業務分項之資料分析如下：

		Short-term investments		Financial services		Long-term investments and others		Inter-segment elimination		Total	
		短期投資		金融服務		長期投資及其他		減除業務內部收益		合計	
		2008	2007	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	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	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
			(restated)		(restated)		(restated)		(restated)		(restated)
			(重列)		(重列)		(重列)		(重列)		(重列)
OPERATING INCOME & OTHER NET INCOME	營業收益及其他淨收入										
Investment income	投資收入	(583,028)	793,501	8,259	3,651	236,873	(554,192)	-	-	(337,896)	242,960
Interest income	利息收入	38,415	56,112	91,148	277,912	5,707	12,429	-	-	135,270	346,453
Commission and service income	佣金與服務收入	157,669	5,321	168,802	311,088	-	-	(157,669)	(5,321)	168,802	311,088
Net gain on disposal of available-for-sales securities	出售可供銷售證券之淨收益	-	-	-	-	1,590,357	610,149	-	-	1,590,357	610,149
Realised (loss)/gain on financial assets designated at fair value through profit or loss	指定為通過損益以反映公平價值的金融資產已實現(損失)/收益	-	-	-	-	(4,880)	215,632	-	-	(4,880)	215,632
Unrealised (loss)/gain on valuation of financial assets designated at fair value through profit or loss	指定為通過損益以反映公平價值的金融資產重估增值的未實現(損失)/收益	-	-	-	-	(252,515)	192,428	-	-	(252,515)	192,428
Gain on disposal of subsidiaries	出售附屬公司收益	-	-	-	-	25	228,865	-	-	25	228,865
Other income	其他收入	5,731	2,985	7,904	3,088	28,127	79,227	-	-	41,762	85,300
Total operating income and other net income	總營業收益及其他淨收入	(381,213)	857,919	276,113	595,739	1,603,694	784,538	(157,669)	(5,321)	1,340,925	2,232,875
RESULTS	業績										
Segment results	分項業績	(550,527)	854,482	107,168	366,257	1,201,558	777,768	-	-	758,199	1,998,507
Unallocated corporate expenses	未分配的公司費用									(47,899)	(243,308)
Operating profit	經營盈利									710,300	1,755,199
Finance costs	財務費用									(6,921)	(122,780)
Gain on deemed disposal of interests in an associate	非實質出售聯營公司權益盈利									-	924,503
Share of profits less losses of associates	應佔聯營公司盈利減虧損									480,185	2,906,226
Income tax	稅項									(208,967)	(197,724)
Profit after taxation	除稅後盈利									974,597	5,265,424

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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

37. SEGMENT INFORMATION (continued)

(a) Business segments (continued)

	Short-term investments		Financial services		Long-term investments and others		Inter-segment elimination		Total	
	短期投資		金融服務		長期投資及其他		減除業務內部收益		合計	
	2008	2007	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	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	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
		(restated)		(restated)		(restated)		(restated)		(restated)
		(重列)		(重列)		(重列)		(重列)		(重列)
OTHER INFORMATION	其他資料									
Segment assets	分項資產									
Investment in associates	聯營公司之投資									
Unallocated corporate assets	未分配的公司資產									
Total assets	總資產									
Segment liabilities	分項負債									
Unallocated corporate liabilities	未分配的公司負債									
Total liabilities	總負債									
Capital expenditures	資本性支出									
Depreciation and amortisation expenses	折舊及攤銷費用									
	2,238,838	2,862,769	2,334,750	2,796,484	5,536,615	10,053,443	(7,512)	(5,327)	10,102,691	15,707,369
									4,888,791	4,470,959
									64,394	107,871
									15,055,876	20,286,199
	442,707	210,395	195,417	700,332	95,959	493,270	(7,512)	(5,327)	726,571	1,398,670
									829,417	1,389,945
									1,555,988	2,788,615
	2,470	100	-	-	13,250	15,777	-	-	15,720	15,877
	737	665	249	377	9,390	6,040	-	-	10,376	7,082

37. 分部資料(續)

(a) 業務分項(續)

(b) Geographical segments

(b) 地區分項

	For the year ended 31 December 2008			For the year ended 31 December 2007		
	截至二零零八年十二月三十一日止年度			截至二零零七年十二月三十一日止年度		
	China			China		
	Hong Kong	Mainland	Total	Hong Kong	Mainland	Total
	香港	中國內地	合計	香港	中國內地	合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
				(restated)	(restated)	(restated)
				(重列)	(重列)	(重列)
Segment operating income and other net income	分項營業收益及其他淨收入					
Operating income	營業收益					
Other net income	其他淨收入					
	316,181	27,173	343,354	728,222	2,622	730,844
	567,783	429,788	997,571	788,878	713,153	1,502,031
	883,964	456,961	1,340,925	1,517,100	715,775	2,232,875

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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

37. SEGMENT INFORMATION (continued)

(b) Geographical segments (continued)

		As at 31 December 2008			As at 31 December 2007		
		於二零零八年十二月三十一日止年度			於二零零七年十二月三十一日止年度		
		China			China		
		Hong Kong	Mainland	Total	Hong Kong	Mainland	Total
		香港	中國內地	合計	香港	中國內地	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Segment assets	分項資產	5,399,567	4,703,124	10,102,691	8,192,537	7,514,832	15,707,369
Additions to fixed assets	添置固定資產	12,380	3,340	15,720	15,780	97	15,877

37. 分部資料(續)

(b) 地區分項(續)

38. ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of these accounts and the reported amounts of revenues and expenses for the years presented. Changes in assumptions may have a significant impact on the accounts in the periods where the assumptions are changed. The application of assumptions and estimates means that any selection of different assumptions would cause the Group's reporting to differ. The Group believes that the assumptions that have been made are appropriate and that the accounts therefore present the financial position and results fairly, in all material respects. Management has discussed with the Audit Committee the development, selection and disclosure of the Group's significant accounting policies and estimates and the application of these policies and estimates.

38. 會計估計及判斷

在編製財務報表時，管理層必須作出若干會於此等財務報表的日期，對報告資產及負債金額和或然資產及負債披露有影響的估計和假定，同時亦須作出若干會對報告年度內收入及支出金額有影響的估計和假定。如更改此等假定，便可能對作出有關改變期間的財務報表產生重大影響。採用此等假定和估計意味，若選用不同的假定，本集團所報告的資料便會有所不同。本集團認為已作出適當假定，因此在各個重要層面，財務報表均能公平地反映本身的財政狀況和業績。管理層已與審核委員會商討關於本集團重要會計政策及估計的制定、選擇和披露，以及此等政策及估計的應用。

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

38. ACCOUNTING ESTIMATES AND JUDGEMENTS

(continued)

(a) Key sources of estimation uncertainty

Key sources of estimation uncertainty are as follows:

(i) *Advances to customers*

Advances to customers are reviewed periodically to assess whether impairment losses exist. The Group makes judgement as to whether there is any objective evidence that an advance is impaired, i.e. whether there is a decrease in estimated future cash flows. If management has determined, based on their judgement, that objective evidence for impairment exists, expected future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. Historical loss experience is adjusted on the basis of the current observable data. Management reviews the methodology and assumptions used in estimating future cash flows regularly to reduce any difference between loss estimates and actual loss experience.

(ii) *Unlisted investments*

The fair value of unlisted available-for-sale securities and other non-trading securities are significantly affected by the combination of valuation methodologies employed, the parameters used and, if required, the underlying sample chosen. The valuation methodologies and the source of parameters adopted by the Group are discussed in note 35(a)(i).

(iii) *Tax provision*

The Group's taxation provision is based on management's assessment of the estimated assessable profits for the year taking into consideration the Hong Kong and, those relevant, overseas tax legislations.

38. 會計估計及判斷(續)

(a) 估計不穩定因素的主要來源

估計不穩定因素的其他主要來源如下：

(i) *客戶借款*

客戶借款會定期檢討以評估其價值是否有所下降。本集團需要判斷有否任何客觀證據可以證明借款的價值已經下降，即估計將來現金流有所減少。當管理層根據其判斷決定減值的客觀證據存在，便會依據信貸風險特性相若的資產之以往損失經驗，用作估計預期將來現金流。以往損失經驗是以目前的可觀察資料為基礎作出調整。管理層亦會定期檢討用以估計將來現金流的方法和假定，從而減少估計損失與實際損失之間的差額。

(ii) *非上市投資*

非上市之備供銷售證券與其他非交易證券之公平值是顯著的受到所採用之估值方法，套用之數據與(如需要)所選取的個案影響。有關本集團所採用之估值方法與數據已在附註35(a)(i)作出討論。

(iii) *稅項準備*

本集團之稅項準備是基於管理層對應課稅利潤按香港或適用之海外稅務法例作計提。

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

39. BANKING FACILITIES AND PLEDGE OF ASSETS

Aggregate banking facilities of the Group as at 31 December 2008 amounted to approximately HK\$170 million (2007: approximately HK\$170 million). None of these facilities were utilised at balance sheet date (2007: None).

40. COMPARATIVE FIGURES

On adoption of the preferred presentation under 'HKAS39 Financial Instruments: Recognition and Measurement', certain comparative figures have been reclassified in the consolidated income statement. Details of changes is stated in Note 3.

41. 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 have a significant impact on the Company's results of operations and financial position.

In addition, HKFRS 8, Operation segments, which is effective for annual periods beginning on or after 1 January 2009, may result in new or amended disclosures in the financial statements.

42. APPROVAL OF FINANCIAL STATEMENTS

The financial statements on page 63 to 153 were approved and authorised for issue by the Board of Directors on 26 March 2009.

39. 銀行貸款額度及資產抵押

本集團於二零零八年十二月三十一日之銀行貸款額度約為港幣1.7億元(二零零七年：約港幣1.7億元)。本集團於結算日並無使用任何貸款額度(二零零七年：無)。

40. 比較數字

因採納香港會計準則39號「金融工具－確認與計量」的較佳呈報方式，所以若干合併損益表內比較數字作出了調整，有關詳情載於附註3。

41. 已公佈但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、新準則及詮釋之可能影響

在此等賬項發佈日期前，香港會計師公會公佈了多項修訂、新標準和新詮釋；但此等修訂、新標準及新詮釋於截至二零零八年十二月三十一日止年度尚未生效，因此亦尚未應用於此等賬項。

本集團正在評估此等修訂、新標準和新詮釋在首個應用期產生的影響。至今所得結論為採納該等修訂、新標準和新詮釋對集團的業績及財務狀況未有重大影響。

此外，香港財務報告準則第8號「經營分部」(於二零零九年一月一日或其後開始之年度期間生效)可能導致賬項出現新增或經修訂的披露。

42. 財務報表批准

本年度財務報表於第63至153頁已於二零零九年三月二十六日由董事會批准及授權刊發。

Financial Summary

財務摘要

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

RESULTS

業績

		For the years ended 截至下列日期之年度				31.12.2008
		31.12.2004	31.12.2005	31.12.2006	31.12.2007	HK\$'000
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	港幣千元
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Turnover (Restated)	營業額(重列)	2,832,891	2,002,683	2,796,909	4,584,025	4,143,448
Operating income (Restated)	營業收益(重列)	171,051	253,938	390,739	730,844	343,354
Operating profit after finance cost	經營盈利減財務費用	326,264	311,315	472,098	1,632,419	703,379
Gain on deemed disposal of interest in an associate	非實質出售聯營公司權益盈利	–	583	–	924,503	–
Gain on disposal of interest in an associate	出售聯營公司權益盈利	166,514	–	–	–	–
Share of profits less losses of associates	應佔聯營公司盈利減虧損	(431,034)	26,467	538,194	2,906,226	480,185
Impairment loss on goodwill attributable to interests in associates	聯營公司投資商譽減值虧損	(102,300)	–	–	–	–
Profit/(loss) before taxation	除稅前盈利/(虧損)	(40,556)	338,365	1,010,292	5,463,148	1,183,564
Income tax	稅項	(11,386)	(33,865)	(88,338)	(197,724)	(208,967)
Profit/(loss) after taxation	除稅後盈利/(虧損)	(51,942)	304,500	921,954	5,265,424	974,597
Attributable to:	歸屬於:					
Shareholders of the Company	本公司股東	(59,857)	295,746	878,976	5,005,592	1,014,832
Minority interests	少數股東權益	7,915	8,754	42,978	259,832	(40,235)
		(51,942)	304,500	921,954	5,265,424	974,597
Earning/(loss) per share (HK\$)	每股盈利/(虧損)(港元)	(0.04)	0.19	0.56	3.17	0.64

ASSETS AND LIABILITIES

資產及負債

		As at 於下列日期				31.12.2008
		31.12.2004	31.12.2005	31.12.2006	31.12.2007	HK\$'000
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	港幣千元
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Total assets	總資產	5,380,317	5,940,441	8,367,377	20,286,199	15,055,876
Total liabilities	總負債	(897,252)	(1,048,503)	(1,737,210)	(2,788,615)	(1,555,988)
Minority interest	少數股東權益	(16,828)	(64,857)	(254,847)	(1,138,612)	(300,795)
Shareholders' fund	股東權益	4,466,237	4,827,081	6,375,320	16,358,972	13,199,093

Particulars of Major Properties

主要物業資料

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

Location 地點	Site area/ Gross floor area 土地／總建築面積	Tenure 年期	Use 用途
Hong Kong			
香港			
46th Floor, Far East Finance Centre, 16 Harcourt Road	Gross floor area of 10,800 sq. ft.	Government lease for 75 years from 23 July 1980, extended for another 75 years	Commercial
夏慤道16號 遠東金融中心46樓	總建築面積10,800平方呎	政府租約七十五年，由 一九八零年七月二十三日起， 可續期七十五年	商業
40th Floor, Far East Finance Centre, 16 Harcourt Road	Gross floor area of 10,800 sq. ft.	Government lease for 75 years from 23 July 1980, extended for another 75 years	Commercial
夏慤道16號 遠東金融中心40樓	總建築面積10,800平方呎	政府租約七十五年，由 一九八零年七月二十三日起， 可續期七十五年	商業
Flat A, 27/F, 1 Star Street, Wanchai	Gross floor area of 655 sq. ft.	Government lease for 75 years from 22 August 1928 extended for another 75 years	Residential
灣仔匯星一號27A	總建築面積655平方呎	政府租約七十五年，由 一九二八年八月二十二日起， 可續期七十五年	住宅
Flat H, 6th Floor, Tower 10, South Horizons, Ap Lei Chau	Gross floor area of 1,096 sq. ft.	Government lease from 28 January 1988 to 31 March 2040	Residential
鴨脷洲 海怡半島 第十座6樓H室	總建築面積1,096平方呎	政府租約由一九八八年 一月二十八日至二零四零年 三月三十一日	住宅
Flat G, 40th Floor and the Roof Terrace, Tower 17, South Horizons, Ap Lei Chau	Gross floor area of 2,195 sq. ft.	Government lease 28 January 1988 to 31 March 2040	Residential
鴨脷洲 海怡半島 第十七座40樓G室連天臺	總建築面積2,195平方呎	政府租約由一九八八年 一月二十八日至二零四零年 三月三十一日	住宅

Particulars of Major Properties

主要物業資料

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

Location 地點	Site area/ Gross floor area 土地／總建築面積	Tenure 年期	Use 用途
Flat H, 22nd Floor, Tower 21, South Horizons, Ap Lei Chau 鴨脷洲 海怡半島 第二十一座22樓H室	Gross floor area of 1,107 sq. ft. 總建築面積1,107平方呎	Government lease from 28 January 1988 to 31 March 2040 政府租約由一九八八年 一月二十八日至二零四零年 三月三十一日	Residential 住宅
Car Parking Space Nos. 230 and 241 on Podium Level 1, Phase II, Car Parking Space No. 9 on Podium Level 2, Phase III, South Horizons, Ap Lei Chau 鴨脷洲 海怡半島 第2期平臺第1層 第230及241號停車位 及第3期平臺第2層第9號停車位	Not applicable 不適用	Government lease from 28 January 1988 to 31 March 2040 政府租約由一九八八年 一月二十八日至二零四零年 三月三十一日	Carpark 停車位
China Mainland 中國大陸			
8th Floor, Industrial Bank Building, 4013 Shennan Road Futian District, Shenzhen 深圳市福田區 深南大道4013號 興業銀行大廈8樓	Gross floor area of 1,240.95 sq.m. 總建築面積1,240.95平方米	Land use right for 50 years from 27 December 2000 土地使用權五十年由 二零零零年十二月二十七日起	Commercial 商業

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