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## 公司資料及股東日誌

## 公司資料

## 執行董事

曾照傑先生(主席) 陳世偉先生(副主席) 吳世杰先生 李卓然先生

## 非執行董事

David John Cleveland Hodge先生 蘇旗添先生 Jerzy Czubak先生

## 獨立非執行董事

鄭基先生 歐陽天華先生 胡俊彥先生

## 審核委員會

鄭基先生(主席) 歐陽天華先生 胡俊彥先生

#### 薪酬委員會

歐陽天華先生(主席) 鄭基先生 胡俊彥先生

## 提名委員會

曾照傑先生(主席) 鄭基先生 歐陽天華先生 胡俊彥先生

## 風險管理委員會

蘇旗添先生(主席) 陳世偉先生 李卓然先生

## 投資委員會

胡俊彥先生(主席)
David John Cleveland Hodge先生
李卓然先生

## 公司秘書

李卓然先生,CPA

## 核數師

中瑞岳華(香港)會計師事務所 執業會計師

## 主要往來銀行

中國銀行股份有限公司 交通銀行股份有限公司 中國建設銀行股份有限公司 中信嘉華銀行有限公司 澳洲聯邦銀行 星展銀行(香港)有限公司 富邦銀行有限公司 恒生銀行有限公司 KBC Bank N.V. 蘇格蘭皇家銀行有限公司 深圳發展銀行 渣打銀行(香港)有限公司

## 公司資料及股東日誌

## 開曼群島主要股份過戶登記總處

Bank of Butterfield International

(Cayman) Ltd.

**Butterfield House** 

68 Fort Street

P. O. Box 705

George Town

Grand Cayman

Cayman Islands

British West Indies

## 香港股份過戶及登記分處

卓佳證券登記有限公司

香港灣仔

皇后大道東28號

金鐘匯中心26樓

## 註冊辦事處

Century Yard

Cricket Square

**Hutchins Drive** 

P. O. Box 2681 GT

George Town

Grand Cayman

Cayman Islands

British West Indies

## 香港總辦事處及主要營業地點

香港德輔道中189號

李寶椿大廈18樓1803-04室

## 股份代號

2300

## 股東日誌

## 股東過戶登記

暫停辦理股份鍋戶登記手續

於二零零九年五月十五日至二零零九年五月二十二日(包括首尾兩日在內)

## 股東週年大會

二零零九年五月二十六日上午十時於香港德輔 道中189號李寶椿大廈18樓1803室

#### 股息

中期股息:每股8.9港仙

已於二零零八年十月十五日派付

建議末期股息:每股4.3港仙

應於或約於二零零九年六月二十一日派付

爭取**股東價值最大化**加強**企業管治**及達到**國際級環保標準**抓緊機會**推動發展** 

# 使望

保持作為中華人民共和國卷煙包裝印刷行業的市場龍頭 地位

憑藉世界級水準繼續成為卷煙製造商首選的包裝夥伴









## 常德

常德金鵬凹版印刷有限公司 (「金鵬廠房」) 卷煙包裝印刷廠



## 東莞

昆明偉建彩印有限公司 (「東莞廠房」) 卷煙包裝印刷廠



偉誠實業 (深圳) 有限公司 (「偉誠廠房」)

轉移紙製造廠



萬迪全息科技(惠州)有限公司(「萬迪廠房」) 鐳射膜製造廠



深圳市科彩印務有限公司 (「科彩廠房」) 、 卷煙包裝印刷廠



## 二零零八年 大事回顧

# 四月

#### 鐳射膜業務遷往東莞

繼東莞新廠房於二零零七年正式投產,澳科控股有限公司(「本公司」或「澳科控股」,連同其附屬公司稱「本集團」)於二零零八年四月再將鐳射膜業務從惠州遷往東莞。東莞廠房現成為「一站式」工作坊,在同一地點同時生產鐳射膜和轉移紙以及印刷卷煙包裝。廠房採取這種垂直整合方式運作,使集團更能充分善用資源,並能有效降低廢物量及運輸成本。

# 五月

#### 重大收購

本集團訂立一項協議收購杭州偉成。杭州偉成 為國內經營最為完善之卷煙包裝印刷公司之 一,亦是浙江中煙工業有限責任公司(為中華人 民共和國(「中國」)十大煙草集團之一)之主要 供應商。該項收購於二零零八年十月完成,澳 科控股之市場佔有率因而由約17%增加至 19%,鞏固了其作為國內最大卷煙包裝印刷商 之地位。



#### Amcor Fibre Packaging-Asia Pte Limited (「Amcor Fibre」) 進行之股份認購

本公司與其單一最大股東Amcor Fibre訂立一項股份認購協議。Amcor Fibre認購了78,300,000 股股份,每股作價8.94港元,較當時市價高出約6%。因此,集團籌得現金約699,000,000港元進一步擴充業務,而此宗股份認購同時鞏固了其最大股東進一步之長遠支持。



## 十月

#### 投資

本集團訂立一項協議收購俊峰集團有限公司之25%股權,本集團透過該公司經營其若干採購業務,以發揮其擴充後生產網絡之裨益。

# 八月

#### 投資

本集團訂立一項協議收購佳萊集 團有限公司之49%股權,本集團 將透過該公司發展防偽特徵以助 擴充業務。





謹此歡迎Jerzy Czubak先生自二零零八年十月十六日起加人本公司董事會(「董事會」) 出任非執行董事一職。Jerzy Czubak先生擁有超過二十四年營運經驗,其中十四年 在歐洲Amcor Rentsch工作。Czubak先生現為Amcor Rentsch之董事總經理及Amcor 全球行政隊伍成員。

## 財務摘要

#### 營業額

百萬港元



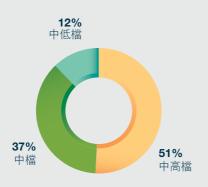


#### 毛利率



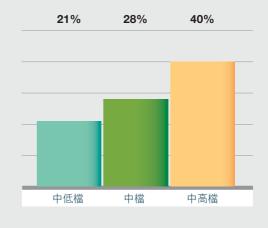
## 產品組合 - 二零零八年營業額

卷煙包裝



## 產品組合 - 二零零八年毛利率

卷煙包裝



	二零零八年 百萬港元	二零零七年 百萬港元	變動百分比
營業額	3,123	2,132	<b>↑</b> 46%
毛利	1,031	689	↑50%
權益持有人應佔溢利	467	354	↑32%
資產淨值*	5,275	3,835	↑38%
負債淨額	775	681	↑14%
每股盈利(港仙)	46.0	43.4	<b>↑6%</b>
每股股息總額(港仙)	13.2	15.9	↓17%
每股資產淨值*(港仙)	484.0	392.3	<b>1</b> 23%

<sup>\*</sup> 權益持有人應佔

#### 權益持有人應佔溢利

百萬港元





## 每股盈利

港仙



## 每股股息總額

港仙









採取必要措施,確保我們的業務於經濟前景不明朗的嚴 峻時期仍然效率超然,朝氣勃勃。

> 「憑藉澳科控股作為中國主要卷煙包裝印刷專業 企業的地位,在經濟起伏中實現輝煌成績,為股 東締造長期價值。」



本人謹代表董事會及本公司欣然匯報澳科控股二零零八年全年業績。澳科控股慶賀踏進成為上市公司逾五年的里程碑,進一步奠定其作為中國最大卷煙包裝企業地位的成就,值得引以為傲。

於二零零八年,本集團的總銷售額首次衝破3,100,000,000港元關口,因而再度刷新溢利紀錄。

在突如其來的全球金融危機持續影響世界不少經濟體系,形成前景渾沌及眾多企業陷入困境的 勢態下,本公司的業績特別令人鼓舞。幸而,在這艱澀的年頭,中國卷煙業持續蓬勃發展,是 國內少數增長行業之一。



於二零零八年,澳科控股奠定了其作為中國卷煙包裝印刷業龍頭企業的地位。二零零八年十月份,我們以代價人民幣350,000,000元收購杭州偉成,將市場份額增加至約19%,進一步擴展澳科控股獨特而覆蓋面廣的生產網絡,並讓澳科控股發揮其作為頂級煙草集團及品牌主要供應商之優勢。

年內,澳科控股繼續重點進行產能整合及配置,鋭意令生產業務達到最大成本效益,從而提高 滿足客戶不同需要的能力。我們已推進整合方案,以精簡部分現有生產業務,藉此減省成本及 提高效率。

澳科控股在中國建立型態獨特的生產網絡,使我們能夠透過調配各廠 訂單及精簡設施更有效使用產能,從而盡量降低配送成本,以及為客 戶提供快捷的技術支援及回應。這些降低過剩產能及善用規模為客戶 提供更佳更有效率服務的措施,將強化我們的競爭力。

董事會對澳科控股於未來一年繼續錄得溢利增長充滿信心。

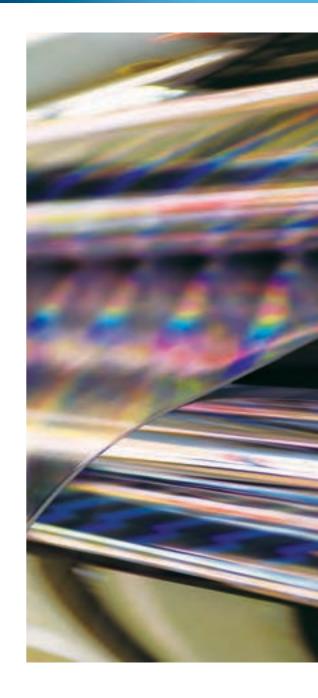
我們的單一最大股東Amcor Fibre再展示其向澳科控股的支持,協助我們籌集巨額資金繼續擴展業務。鑒於目前資金流動性的阻力,澳科控股已採納一套嚴格的營運資金管制措施,以維持並盡量提高經營現金流量。本公司致力保持穩健的財務狀況,使之能繼續把握擴充業務之良機。

本人謹此代表澳科控股董事會,對客戶一直以來支持澳科控股建立對 所有利益相關者同樣有利的持續夥伴關係,致以衷心感謝。

本人亦藉此機會感謝董事會同袍給予意見及支持,以及管理層在這艱 難的一年成就出色的表現;他們所付出的貢獻是本集團取得成功的關 鍵。本人亦感謝所有中介人及團體於年內給予的支持及協助。

## 盈利及股息

截至二零零八年十二月三十一日止年度(「報告期」),本集團之收益由2,132,000,000港元增加至3,123,000,000港元,較去年增長46%。營業額顯著增加,原因是綜合計算貴聯控股國際有限公司及其附屬公司(「貴聯集團」)全年賬目。本公司權益持有人應佔溢利增至467,000,000港元,較去年增長32%。每股基本盈利為46港仙,增幅為6%。增幅偏低的原因是我們於二零零八年六月向Amcor Fibre發行78,300,000股股



份及於二零零八年十月增發34,200,000股股份以收購杭州偉成,擴大了我們的股本基礎。由於 我們於二零零八年第四季才完成收購杭州偉成,故此項收購產生之所有影響將於來年賬目反映。 我們的業績改善,反映我們的策略及節流措施湊效,並將繼續帶來業務增長,從而創造股東價 值。董事會建議派發末期股息每股4.3港仙,即截至二零零八年十二月三十一日止年度之股息 總額為每股13.2港仙。

於報告期內,經營業務之現金流量為547,000,000港元,扣減派付予股東之末期股息約47,000,000港元後,自由現金流量為500,000,000港元。

## 重大發展

於二零零八年四月,本公司將鐳射膜業務從惠州遷往東莞新廠,並將東莞廠房轉型為「一站式」營運模式,因而可於同一地點經營鐳射膜及轉移紙生產以及卷煙包裝印刷業務。此舉使我們能削減相當數量的員工及經常費用,同時充分善用資源及節省運輸成本,並配合到我們精簡設施的整合方案,以提高效率。

於二零零八年六月,為裝備自己能透過收購進一步擴充業務,澳科控股與其單一最大股東Amcor Fibre訂立股份認購協議,以每股8.94港元之價格配售78,300,000股股份。此舉讓澳科控股籌得現金約699,000,000港元,並為收購杭州偉成(已於二零零八年十月完成)提供資金。

杭州偉成是中國經營最為完善之卷煙包裝印刷企業之一,為浙江中煙工業有限責任公司(為中國十大煙草集團之一)高增值品牌之供應商。由於杭州偉成是浙江省主要的供應商,我們的產品組合已伸展至包括中國馳名煙品牌利群、雄獅及蘇煙。

## 企業管治

董事會相信,良好企業管治及具透明度的企業運作乃作為有信用、有承擔的企業的根本要素,可維護及提升本公司的價值。這些要素在全球金融危機導致需求減弱、前景不明朗及潛在風險加劇的時期尤其重要。澳科控股正投放更多資源於加強內部監控及管理經營風險,並將繼續培訓僱員於日常運作中採納國際性的管理實踐。



## 安全及環保政策

作為中國首屈一指的卷煙包裝印刷專業企業,澳科控股嚴守國際級安全及環保標準。澳科控股 是中國首批符合中國政府所制定的揮發性有機化合物排放量標準的公司之一,是我們研發中心 努力不懈所帶來的其中一個成果。研發中心的工程師將不斷開發及提升生產業務及技術。我們 將力求以最具效益的方法運用能源,以及盡量減低廢物及對環境造成的不利影響,時刻以符合 環保要求的宗旨經營業務。

董事會亦相信,僱員乃本集團最珍貴的資產。有鑒於此,維持僱員的安全及保安總是澳科控股的首要任務。我們執行積極且全面的措施,以避免職業上及危害健康的風險,以及處理任何突發事故。

## 董事會變動

年內,李水黨先生辭任,但董事會的實力因Jerzy Czubak先生獲委任為非執行董事而壯大。 Czubak先生具備豐富的卷煙包裝行業經驗,自一九九四年起投身本行業,現管理Amcor於波蘭 及俄羅斯的七間卷煙包裝廠。

## 展望

全球經濟倒退令百業受創,預料二零零九年荊棘滿途。澳科控股將繼續執行節流措施,專注供應具競爭力及具差異化的產品及服務以滿足客戶需求,來應對環境的挑戰。處於經濟前景不明朗的嚴峻時期,預期中國卷煙市場的穩定發展將有助推動澳科控股向前邁進。管理層已採取必要的舉措減省成本、善用採購資源、收緊營運資金管理並採納嚴格的財務規定,藉以保持經營效率。上述措施不僅為應付日後經濟環境再度惡化的問題,更重要的目標是盡量提高澳科控股於二零零九年的盈利能力及現金流量。



此外,我們將設計特定方案增強客戶服務、瞄準市場、資金控制、節省成本及管理人才的實力。此舉將使本公司能夠茁壯高效成長,而我們在此等方面努力得來的成果,無疑於未來數年會越見顯著。這個目標對處於市場動蕩的時期相當重要,而我們理解到執行繼任計劃及建立人才濟濟的管理團隊對持續取得成功的必要性。而與員工及客戶的關係將會是我們走向成功的最主要動力。

董事會與本人同樣對二零零九年再錄得增長抱持審慎樂觀態度。繼本集團近數年連番進行重大 收購後,管理層已計劃部署更多資源於進一步內部合併及整合。針對目前的訂單情況,我們將 對各生產基地作更具成本效益的工作分配,以充分運用本集團的產能及生產力。至於針對各廠 的措施方面,澳科控股將透過完善產品組合、制定嚴格的程序監控系統提高效率、爭取規模經濟效益最大化,以及落實更嚴格的節流措施及降低廢品的系統基準,繼續促進業務自然增長。 於二零零八年第四季收購杭州偉成後,澳科控股的新卷煙品牌及客戶覆蓋層面擴張。預期本集團的產品組合於二零零九年將更見改善。

董事會相信,雖然來年的前路極具挑戰性,但澳科控股已站穩陣腳應付任何考驗,並乘勢把握商機。董事會及全體高級行政人員致力制定嚴格的風險評估程序,以識別及處理我們業務各個環節所承受的潛在風險。於二零零九年,我們鋭意憑藉尖端技術及業務架構垂直整合的優勢,進一步鞏固澳科控股於卷煙包裝印刷業的龍頭地位,從而加固我們與中國煙草總公司的夥伴關係。

澳科控股將秉承使命穩守中國最大卷煙包裝印刷專業企業的地位,藉著不屈不撓的精神實踐目標。我們相信,我們在多輪經濟及市場起伏中仍保持輝煌成績的本領,將使我們能夠為股東締造長期價值。

#### 曾照傑

執行主席

香港,二零零九年四月七日



推動發展,繼續力求業務實質增長及擴展。

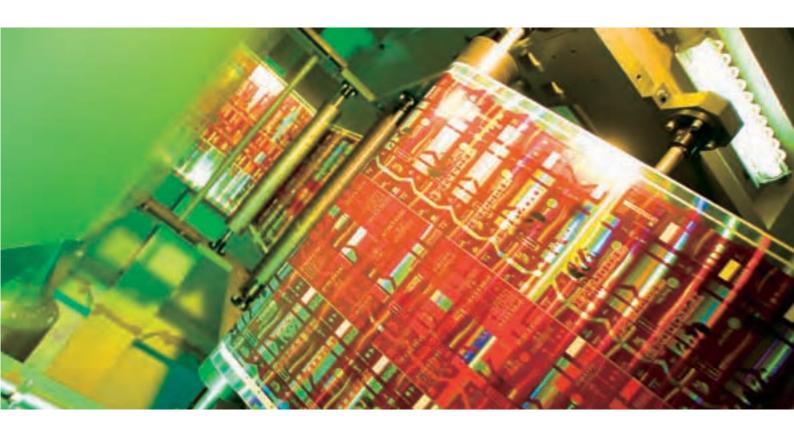
## 業績回顧

澳科控股管理層欣然公佈,二零零八年全年業績 表現理想。縱然面對突如其來的經濟危機,澳科 控股卻從相對穩定且抵禦衰退的中國卷煙市場上 獲益,更錄得經營利潤上升及盈利遞增。與此同 時,澳科控股已穩踞其作為中國最大卷煙包裝印 刷專業企業之領導地位。



於二零零八年底前,澳科控股透過採取雙向增長策略(即進行整合及針對性的收購),令市場佔有率達約19%。隨著中國卷煙行業的產量及銷售價值穩步增長,澳科控股成功從現有客戶獲得更多訂單,並成為若干新推出系列產品的核心印刷供應商,同時改善了我們的產品組合。目前,澳科控股是十大煙草集團其中七家的主要供應商,以及十大卷煙品牌其中六個的單一最大供應商。

作為市場領導者,澳科控股擁有規模龐大的生產網絡,於全中國遍佈12個生產基地。獨特的網絡型態不單提高澳科控股的印刷能力以應付煙草集團日益殷切的需求,更令澳科控股能夠向客戶提供更有效快捷的服務。



年內,澳科控股積極將旗下製造廠的印刷機器重新配置,以應付個別地區的不同市場需求,從 而充分利用本集團的資源及降低資本開支。我們相信,持續進行業務整合將為本集團繼續帶來 生產成本降低及生產力提高的協同效益,而規模經濟亦將繼續強化澳科控股的競爭優勢。

鑒於二零零八年的經濟環境充滿挑戰及爆發信貸危機,澳科控股已採取一套營運資本管理措施以保持穩健的財務狀況,藉此抵擋外圍壓力及支持其實現營運目標的能力。本集團已陸續就原材料存貨應用適時採購方案(just-in-time scheme),從而降低內部存貨量及相關存放成本。經合理磋商下收緊營運資本運用,亦令本公司能夠保持及提高經營現金流量,以維持健康的財務狀況作進一步發展。

同時,澳科控股已執行嚴格的成本控制措施,確保我們的業務繼續蓬勃發展,充滿朝氣。雖然 去年錄得雙位數增長,但我們沒有放慢腳步,相反加快整合過往收購公司的進程。我們採取中 央匯報系統及預算分析作基準以評估各廠房之表現,將資本開支及經營開支進一步降低,並著 力提高各廠房之生產效率。此舉已帶來毛利率上升及經營開支比例下降的成效,令人深感欣慰。

#### 東莞廠房的一站式業務

繼設立東莞新廠房後,澳科控股於二零零八年四月份將鐳射膜業務從惠州遷往東莞,自此在一個工場內同時經營了鐳射膜、轉移紙及印刷卷煙包裝的生產業務。於二零零八年十月,我們亦將東莞智源彩印有限公司(「東莞智源」)及東莞澳科實業有限公司的印刷部門合併,以加強訂單與生產調度的管理,從而增強我們為華南地區的客戶提供服務的能力。由此,間接製造成本獲進一步降低。

## 收購及投資

杭州偉成是國內經營最為完善之卷煙包裝印刷公司之一,自二零零八年十月起,該公司已合併至澳科控股。收購杭州偉成之購買代價為人民幣350,000,000元。該項交易引入了中國馳名卷煙品牌利群、雄獅及蘇煙,大幅度拓展澳科控股的客戶群。收購所帶來的全年利好影響預期於二零零九年反映。

本集團收購了Smart Apex Group Limited之49%股權,本集團將透過該公司發展若干防偽特徵 以助擴充業務。

本集團收購了Sure Rise Group Limited之25%股權,本集團透過該公司經營其若干採購業務, 以發揮其已擴充生產網絡之裨益。

#### AMCOR FIBRE進行之股份認購

於二零零八年六月,本公司與單一最大股東Amcor Fibre訂立股份認購協議,按每股8.94港元的價格配售78,300,000股新股份。該項認購不僅為澳科控股籌得現金約699,000,000港元繼續擴展業務,還進一步獲得最大股東之長遠支持。

#### 研究與開發

研究與開發(「研發」)是澳科控股得以保持其領導地位的另一個競爭優勢。於二零零八年,我們致力創新設計及於生產工序中履行環保工作,以迎合客戶需要。年內,澳科控股成功發展若干防偽特徵,使客戶能夠提升產品價值及調高售價。由此,我們的產品利潤亦見上升。此外,我們亦透過設備革新來精簡印刷工序。這項升級工作已減少生產工序的廢物及降低效率情況,及改善了生產線的合格率及降低生產成本。

在推動環保方面,澳科控股去年成為了首批通過中國政府所制定的揮發性有機化合物排放量標準的印刷公司之一。上述各項成就,全賴我們研發中心內專業的工程師及先進的產品研發技術帶來之成果。未來一年,澳科控股將繼續積極研發創新,保持澳科控股於卷煙包裝印刷業的先驅地位。

## 前景

鑒於全球經濟倒退形成不利的營商環境,預期普遍企業將於二零零九年備受考驗。然而,即使經濟疲弱,但中國卷煙業持續表現強勁,因此,澳科控股之管理層有信心澳科控股將會再一年錄得利潤增長。管理層將繼續制定節流措拖及維持資本管制,以確保現金流量強勁及業務健康成長。

與此同時,澳科控股將更專注於進行全面性的產品開發及貫徹服務可靠性,以加強我們在持續整固的市場中的競爭力。憑藉精密的研發及技術知識,澳科控股將加大力度提供新穎及具成本效益的設計,以迎合這個瞬息萬變市場的客戶需要,並同時改善本公司之產品組合及盈利能力。

於二零零九年,整合業務仍為澳科控股其中一項首要任務,以融合近年所收購的公司。憑藉我們優良完善的組織架構,收購杭州偉成將進一步帶來規模經濟及資源共享的裨益。澳科控股亦會進行審慎檢討及精簡現有廠房和設備,以提升生產力及效率,更重要的是奠下穩固的基石作進一步擴展。

在這變幻莫測及不斷轉變的營商環境中,澳科控股於二零零九年的另一項主要任務為設立進取 且全面的風險管理系統。管理層將繼續個別及共同識別及處理業務各個環節的潛在風險,以減 輕室礙我們成長的危機。

秉持作為中國最大卷煙包裝業印刷專業企業的使命,澳科控股已準備就緒於極具挑戰性的二零零九年昂首邁步,並將繼續爭取實質增長及擴展。我們將繼續評估可能在這個獨特的中國卷煙市場上浮現的策略性發展機會,以強化業務及為股東爭取最大回報。

最後,管理層謹此向客戶及所有業務夥伴於年內的鼎力支持深表致謝,並感謝員工以敬業樂業的精神實踐出色的表現,造就二零零八年的豐碩成果。於二零零九年,管理層及專業團隊將自強不息,致力繼續發展優質客戶服務及提供增值服務。



## 財務回顧

#### 營業額

於報告期內,本集團從中國卷煙業的持續整固及增長中獲益。此外,由於計入貴聯集團全年業績及杭州偉成於二零零八年十月被收購後之部份全年業績,本集團因而能夠透過自然增長及併購方式達致顯著增長。本集團於二零零八年錄得營業額3,123,000,000港元,較去年增長991,000,000港元,增幅46%。

#### 毛利

於報告期內,整體毛利率為33%,較去年上升1個百分點。二零零八年之毛利為1,031,000,000 港元,較去年增長342,000,000港元,增幅50%。本集團採取廠房間資源及產能共享的措施帶來規模經濟及業務整合之裨益,對毛利率產生利好影響。本集團會不斷力求完善產品組合,作為其中一項增長策略。收購生產高檔產品的杭州偉成已對產品組合帶來有利影響。

#### 其他收入

其他收入指利息收入、匯兑收益及廢料銷售。由於經營現金流入、向Amcor Fibre配售股份及提取銀行借款之主要因素增加現金及銀行結餘,利息收入亦隨之增加。另一方面,銷售廢料之收益亦隨本集團經營規模擴張而增加。

#### 經營成本

計入貴聯集團全年開支及杭州偉成部份全年開支,亦導致經營成本(包括行政開支、銷售及分銷成本及其他經營開支)由二零零七年之322,000,000港元大幅增加至二零零八年之427,000,000港元。不過,經營成本佔營業額的百分比卻由二零零七年之15%下降至二零零八年之14%,主要原因是本集團自金融危機爆發以來一直堅持控制經營成本。

#### 非經營開支

非經營開支包括(1)取消確認根據於二零零七年六月十三日採納之僱員股份獎勵計劃為僱員福利購入之股份為按公平值計入損益之金融資產及確認應收貸款而產生之虧損17,000,000港元:及(2)取消註冊於二零零七年透過收購貴聯集團而獲得之附屬公司常德金芙蓉鋁箔包裝有限公司而產生之虧損13,000,000港元。

## 融資成本

融資成本由二零零七年之24,000,000港元增加至二零零八年之63,000,000港元。融資成本大幅增加,主要原因是分別於二零零七年五月及二零零七年八月提取銀團貸款;以及於二零零八年十月額外提取借款為收購杭州偉成提供融資。

#### 應佔聯營公司溢利

應佔聯營公司溢利主要包括應佔南京廠房及金鵬廠房(分別由本集團擁有48%及48.85%權益)之 純利。於二零零八年,本集團因計入其應佔金鵬廠房之全年業績(對比去年只計入部份全年業 績)而獲利。二零零八年之應佔聯營公司溢利為173,000,000港元,較去年增加102,000,000港 元,增幅143%。

於報告期內,南京廠房及金鵬廠房均錄得令人鼓舞的增長。

## 稅項

本集團之實際税率由二零零七年之15%上升4個百分點至 二零零八年之19%,主要原因是首次落實根據全國人民 代表大會於二零零七年三月十六日批准之《企業所得税 法》就日後中國附屬公司及聯營公司向海外股東宣派自二 零零八年一月一日起所得盈利而應付的股息徵收預扣税 項產生遞延税項。此外,多間附屬公司之税務優惠期屆 滿亦為實際税率上升之因素。不過上升幅度因東莞智源 享有之免税情況而被部分抵銷。

## 純利及本公司權益持有人應佔溢利

本集團之股東應佔溢利由二零零七年之354,000,000港元增加32%至二零零八年之467,000,000港元。股東應佔溢利增加乃基於多項因素,包括業務自然增長,以及計入貴聯集團全年業績及被收購後之杭州偉成業績貢獻。

## 分部資料

於二零零八年內,卷煙包裝印刷之營業額為 2,797,000,000港元,全年增加966,000,000港元,佔本 集團營業額之90%。增加的主要原因是計入貴聯集團全 年業績及被收購後之杭州偉成業績貢獻。

展望將來,由於本集團之轉移紙及鐳射膜銷售將主要供內部使用,有關的銷售額將於綜合帳目時對銷,故卷煙包裝印刷佔本集團營業額之比例將會不斷增加。



#### 股息

董事會建議派發末期股息每股4.3港仙,連同中期股息每股8.9港仙,即全年派息額合共每股13.2港仙,派息率為30%。董事會認為此派息率在目前經濟環境下屬於審慎。

#### 財務狀況

於二零零八年十二月三十一日,本集團之總資產為8,358,000,000港元,總負債為2,783,000,000港元,分別較二零零七年增加1,574,000,000港元及92,000,000港元。總資產增加主要由於年內收購杭州偉成所致。由於收購杭州偉成之部份款項乃透過向Amcor Fibre配售新股所籌得之所得款項撥資,故總負債並無隨總資產之增加幅度相應增加。

#### 借款及銀行信貸

於二零零八年十二月三十一日,本集團持有計息借款總額約1,674,000,000港元(二零零七年:1,492,000,000港元),較去年增加182,000,000港元,主要由於收購杭州偉成提取銀行借款所致。

33%之計息借款屬有抵押。22%、40%及37%之計息借款分別以人民幣、港元及美元計值。絕大部份計息借款乃按浮動利率計息。不過,當計入就對沖若干長期計息借款帶來之利率風險及貨幣外滙風險而訂立之跨貨幣掉期合約後,85%及14%之計息借款分別以人民幣及港元計值及36%之計息借款乃按浮息利率計息。本集團計息借款總額之到期日列載如下:

	二零零八年 千港元	二零零七年 千港元
按要求或於一年內	858,594	374,423
第二年	718,235	509,976
第三至第五年(首尾兩年包括在內)	97,281	607,907
	1,674,110	1,492,306
減:十二個月內到期償還款項(於流動負債項下列示)	(858,594)	(374,423)
十二個月後到期償還款項	815,516	1,117,883

#### 資本架構

於二零零八年十二月三十一日,本集團持有資產淨額5,575,000,000港元,包括非流動資產6,049,000,000港元(包括物業、廠房及設備1,306,000,000港元、預付租賃土地款項52,000,000港元、商譽3,956,000,000港元、於聯營公司之權益373,000,000港元、按公平值計入損益之金融資產6,000,000港元、應收貸款305,000,000港元、可供銷售金融資產2,000,000港元、其他金融資產1,000,000港元及其他資產48,000,000港元)、流動資產淨值437,000,000港元及非流動負債911,000,000港元。

資產負債比率(以計息借款總額減現金及現金等價物除以權益之百分比計算)由二零零七年之17% 下降至二零零八年之14%。資產負債比率下降主要因向Amcor Fibre配售股份擴大股本基礎 699,000,000港元所致。

#### 本集團資產抵押

於二零零八年十二月三十一日,本集團就銀行所給予之銀行信貸而抵押予銀行之資產為603,000,000港元(二零零七年:287,000,000港元)。

## 或然負債

於二零零八年十二月三十一日,本集團並無任何重大或然負債(二零零七年:無)。

#### 資本承擔

於二零零八年十二月三十一日,本集團已就購置物業、廠房及設備作出已訂約但未作撥備之資本承擔為71,000,000港元(二零零七年:33,000,000港元)。

#### 營運資金

流動比率由去年底之157%下降至二零零八年十二月三十一日之123%,原因為額外增加將於一年內到期之銀行貸款484,000,000港元。

#### 外匯風險

於二零零八年,本集團之業務交易主要以人民幣、港元及美元計值。

本集團已訂立跨貨幣掉期合約,藉以對沖若干已提取之長期計息借款之利率及貨幣風險(見上文「借款及銀行信貸」一段。除上述者外,本集團並無就其承擔之外匯風險進行任何其他對沖活動。

#### 財資政策

本集團對財資及融資政策取態審慎,以專注於風險管理及進行與本集團相關業務有直接關係之 交易。





## 曾照傑先生

58歲,於二零零六年四月獲委任為本集團執行主席。彼亦為行政總裁,負責監督本集團整體管理以及公司政策及業務發展策略之發展。曾先生自一九九五年起擔任Amcor Asia之董事總經理,擁有豐富管理經驗。他擔任多個董事職務,並直接負責Amcor於亞洲之所有業務運作。曾先生為英國特許工程師,持有英國University of Strathclyde所頒授之工商管理碩士學位。彼為英國特許工程師公會及Royal Institution of Naval Architect之會員。曾先生亦為本公司提名委員會主席。



## 陳世偉先生

51歲,於二零零七年六月獲委任為本集團副主席。陳先生為本公司數間附屬公司之董事,主要負責偉建集團有限公司及其附屬公司之整體管理及營運。陳先生自一九八二年起一直從事卷煙包裝業務貿易。自一九九六年起,陳先生擔任雲南九九彩印有限公司之副董事總經理,直至於二零零二年成立昆明偉建彩印有限公司為止。陳先生為吳世杰先生之胞兄,於二零零六年六月加入本集團。陳先生亦為本公司風險管理委員會成員。



## 李卓然先生

38歲,本公司之營運董事兼公司秘書,負責本集團生產廠房之運作與財務及監管合規工作。李先生為美國Texas A & M University之商管學士學位一級榮譽生,並為香港會計師公會會員及美國公認會計師協會(AICPA)會員。於二零零一年九月加入本集團前,李先生曾於一家國際會計師行及一家國際卷煙生產商任職。李先生為香港另一家上市公司之非執行董事。彼亦為本公司投資委員會及風險管理委員會成員。



## 吳世杰先生

46歲,為偉建集團有限公司及昆明偉建彩印有限公司 之董事。吳先生主要負責偉建集團有限公司及其附屬 公司之銷售及推廣事務。彼自一九八二年起一直從事 卷煙包裝業務貿易,一九九六年開始任職於雲南九九 彩印有限公司,直至二零零二年成立昆明偉建彩印有 限公司為止。吳先生為陳世偉先生之胞弟,於二零零 六年六月加入本集團。

## 非執行董事



## David John Cleveland Hodge先生

49歲,一直任職於主要股東Amcor Limited,連續十三年負責亞洲、澳洲之多種企業及業務發展及全球業務。於加入Amcor Limited前,Hodge先生為商業銀行家達十三年。彼為Bellgate International Limited及北京黎馬敦太平洋包裝有限公司之董事。Hodge先生持有澳洲墨爾本Monash University經濟學學士及法學學士學位。彼於二零零六年五月加入本集團,為本公司投資委員會成員。



#### 蘇旗添先生

42歲,擁有十六年在大型資訊科技及全球科技公司之會計及財務營運經驗,其中超過十二年為擔任管理階層,專責地區財務事務。蘇先生持有Royal Melbourne Institute of Technology之會計學士學位。彼為澳洲執業會計師公會之合資格執業會計師。除為非執行董事外,蘇先生亦為Leigh-Mardon Pacific Packaging Pte Ltd.、Leigh-Mardon Singapore Pte Ltd.、Amcor Flexibles Singapore Pte Ltd.及Amcor Fibre Packaging-Asia Pte Ltd.之董事。彼亦為Amcor Asia之財務總監。彼於二零零七年六月加入本集團,並為本公司風險管理委員會之主席。



獨立非執行董事



## Jerzy Czubak先生

50歲,擁有超過二十四年營運經驗,其中超過十四年在Amcor Rentsch歐洲工作。Czubak先生協助Amcor集團設立及管理於波蘭、烏克蘭及俄羅斯之生產工廠,以及歐洲多個投資項目。Czubak先生擁有波蘭University of Bristol工商管理碩士學位,以及英國University of Bristol工商管理碩士學位。Czubak先生乃Amcor Rentsch之董事總經理及 Amcor全球行政隊伍成員。二零零三年一月至二零零七年十二月期間,Czubak先生為PCW SA (Poland) – Sigma Kalon Group董事會成員。

#### 鄭基先生

64歲,由一九八四年至一九九三年為KPMG Peat Marwick Singapore之主席及管理合夥人,並兼任 KPMG ASEAN之主席及KPMG International Board及其 執行委員會之成員。彼於一九八二年至一九九二年擔 任新加坡會計師協會之總裁。彼於一九九五年至一九 九七年為新加坡國際商會之主席並繼續擔任董事會成 員。彼為新加坡董事學會之創辦人成員及目前為副主 席。彼亦為南洋科技大學會計及工商學院之兼任教 授。鄭先生為英國特許會計師公會之資深會員,並於 一九八八年因其對行業之貢獻獲該公會頒授之First International Award。彼於一九九零年獲新加坡總統授 予之公眾服務明星獎。鄭先生亦於新加坡多家上市公 司擔任董事,目前為Aviva Ltd及Stirling Coleman Capital Ltd.之主席。鄭先生於二零零六年四月獲委任 為本集團獨立非執行董事。鄭先生亦為本公司審核委 員會主席、薪酬委員會及提名委員會成員。



## 歐陽天華先生

46歲,為劉歐陽會計師事務所有限公司之董事。於一九 九二年中開辦其執業會計師事務所之前,彼曾加入一間 國際會計師事務所,負責審計多家著名香港上市公司。 彼亦曾擔任一間香港上市公司百樂門印刷集團有限公司 (現稱壹傳媒有限公司)及一間大型香港私人有限公司之 財務經理。歐陽先生為香港會計師公會之資深會員、英 國特許公認會計師公會之資深會員及註冊財務策劃師協 會之資深會員。歐陽先生於二零零六年五月獲委任為本 集團獨立非執行董事,亦為本公司薪酬委員會主席、審 核委員會及提名委員會成員。



## 胡俊彥先生

47歲,現為一間專注於首次公開招股、籌資及私人股本投資 之金融諮詢及顧問公司之行政總裁。胡先生於財務管理、業 務拓展、企業融資及重組領域擁有逾十五年商業經驗。胡先 生為英國特許公認會計師公會之資深會員及新加坡註冊會計 師公會之非執業會員。彼亦持有義安理工學院會計學專業商 業學文憑。

胡先生於二零零六年五月獲委任為本集團獨立非執行董事, 亦為本公司投資委員會主席,以及審核委員會、薪酬委員會 及提名委員會成員。

## 董事及高級管理層簡介

### 高級管理層

#### 蔡得先生

54歲,現任貴聯控股國際有限公司董事局主席。彼於一九七八年至一九八二年在國內從事教育工作,自一九九零年起經營卷煙包裝及書刊的印刷業務。從一九九五年開始,彼先後在湖南、湖北、雲南、安徽、深圳等地設立獨資、合資、合作企業。

#### 高丕興先生

57歲,現任貴聯控股國際有限公司行政總裁。於加入貴聯前,高先生曾任常德芙蓉物業管理公司總經理及常德金鵬凹版印刷有限公司總經理。高先生為中共黨員,擁有大專學歷,以及電氣工程師職稱。

#### **苗新沂女士**

61歲,現任貴聯控股國際有限公司副總裁。於加入貴聯前,黃女士曾任常德金鵬凹版印刷有限公司財務總監及貴聯控股國際有限公司總會計師等職務。黃女士擁有大專學歷以及高級會計師職稱。

#### 欽松先生

37歲,現任貴聯控股國際有限公司副總裁。於加入貴聯前,欽先生曾任惠州白鷺湖旅遊實業開發有限公司總經理及深圳市科彩印務有限公司營銷總監等職務。欽先生擁有大學學歷。

#### 廖舜輝先生

38歲,本集團之財務總監。彼負責本集團之會計、財務及庫務職能。彼於一九九二年畢業於香港中文大學,為香港會計師公會會員。廖先生擁有逾十六年審計及會計經驗。於二零零七年八月加入本公司前,廖先生曾擔任香港兩間上市公司之財務總監及合資格會計師逾八年,亦曾於一間國際會計師事務所任職七年。

#### 張春明先生

43歲,本集團之華東區總經理,負責浙江、江蘇及上海區之業務運作。張先生畢業於蘇浙公學,在國際貿易、銷售及市場推廣方面擁有超過二十年經驗。彼於一九九七年十月加入本集團。

#### 郭曙光先生

42歲,現為北京黎馬敦太平洋包裝有限公司總經理及地區業務總監(中國)。彼於一九九七年獲得中國人民大學會計學學位,並於一九九零年獲得北京石油化工學院工商管理學位。彼於一九九八年加入北京黎馬敦太平洋包裝有限公司及於二零零六年五月晉升為總經理。

#### 朱成健先生

45歲,南京三隆包裝有限公司董事。朱先生於南京三隆包裝有限公司在一九九八年四月註冊成立時即加入南京三隆包裝有限公司,主要負責監督南京三隆包裝有限公司之整體生產及技術事務。

#### 宋衛東先生

54歲,南京三隆包裝有限公司之助理董事。宋先生於南京三隆在一九九八年四月註冊成立時即加入南京三隆包裝有限公司,主要負責監督南京三隆包裝有限公司之整體管理、行政及企業事務。宋先生持有江蘇廣播電視大學管理學士學位。

#### 莫昌滂先生

52歲,現任青島黎馬敦包裝有限公司總經理。彼畢業於Technical Institute of Singapore機械系,於工程界擁有逾二十五年經驗。於一九八二至一九八八年期間,莫先生於新加坡數間國際企業擔任工程師。彼自一九八九年起任職Amcor的亞洲業務,於二零零三年三月獲委任為青島黎馬敦包裝有限公司之總經理。



維持良好企業管治及高透明度是有信用、有承擔企業的 根本要素,以維護及提高本公司價值。



### 緒言

確保把企業管治視為一種打造有信用、有承擔企業的根本及重要價值,是本集團一直肩負的責任之一。在全球金融危機下,我們作好準備,透過執行嚴格的企業管治常規應付需求減弱、不 景氣惡化及潛在風險加劇的問題。於二零零八年內,澳科控股致力投放更多資源於加強內部監 控及管理其經營風險。我們亦將持續培訓僱員採納國際性的管理實務,以及保持本公司日常業 務運作順利、高效率兼具透明度。

### 企業管治常規守則

於報告期內,本公司已全面遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載企業管治常規守則之守則條文。

本報告概述本公司本財政年度採納之企業管治常規及架購。

### 董事會事官

#### 董事會處理其事務之操守

董事會以盡責之態度有效率地指揮及監管本公司事務。各董事有責任以本公司之最佳利益為依歸執行工作。董事會負責制定之整體策略方針、重要營運措施、主要融資及投資方案,亦須履行監察營運及財務狀況與表現及企業管治常規之職責。於必需時,董事會須負責批准委任及罷免行政總裁、批准其他主要行政人員之委任及繼任計劃。董事會亦率領管理層及向其提供指引。本公司就資本開支及處理收購及出售投資事項設置財務授權及審批限制。董事會在該等指引範圍內審批超逾若干限額之交易。董事會亦審批本集團之年度預算及財務業績。

各董事委員會之組成乃協助董事會執行各項職責。

#### 董事會下設下列委員會:

- 審核委員會
- 提名委員會
- 薪酬委員會
- 投資委員會及
- 一 風險管理委員會

董事會一年至少舉行四次定期會議,而在屆定時會議之間,董事會亦會按個別情況需要舉行會議。截至二零零八年十二月三十一日止財政年度,合共舉行了七次董事會會議。董事於董事會會議及其他委員會會議之出席情況及該等會議之舉行次數均於本報告內披露。

### 董事會組成及指引

提名委員會的主要功能為確保董事會之規模足以有效地進行討論及作出決策。其亦有責任促成董事會由適當人數之獨立董事組成,並於相關範疇擁有不同營運經驗。

年內,董事會出現若干變動。李水黨先生於二零零八年四月七日辭任。Jerzy Czubak自二零零八年十月十六日起獲委任為非執行董事。

董事會現時由十名董事組成,包括四名執行董事、三名非執行董事,及三名獨立非執行董事。 董事會之組成及董事委員會之説明載列如下:

#### 執行董事:

曾照傑先生(董事會主席及提名委員會主席) 陳世偉先生(副主席) 吳世杰先生 李卓然先生

#### 非執行董事:

David John Cleveland Hodge先生 蘇旗添先生 (風險管理委員會主席) Jerzy Czubak先生

#### 獨立非執行董事:

鄭基先生(審核委員會主席) 歐陽天華先生(薪酬委員會主席) 胡俊彥先生(投資委員會主席)

全體董事在會計、財務及企業與經營管理等行業具備廣泛的專業知識及經驗。董事經驗之多樣性有利於意見及觀點之有效交流,可確保作出更具平衡判斷之決策。

本公司之全體非執行董事(包括獨立非執行董事)均獲委任,由彼等委任日期計起兩年任期。根據本公司之章程細則,彼等合資格獲重新委任及於輪值退任後重選連任。

提名委員會負責檢討各董事之獨立性。倘董事與本集團或其主管人員概無關係(該關係有可能 干涉或有理由認為其能干涉董事以本公司最佳利益為依歸作獨立業務判斷),則其將認為該董 事為獨立人士。

除(i)曾照傑先生、David John Cleveland Hodge先生、蘇旗添先生及Jerzy Czubak先生為Amcor 集團公司之高級管理人員:及(ii)陳世偉先生為吳世杰先生之胞兄外,董事彼此之間概無任何財務、業務、家族或其他重大或相關之關係。

董事履歷詳情載於本年報第30至34頁。

### 主席及行政總裁

本公司並無單獨主席及行政總裁,曾照傑先生現時兼任該兩個職位。董事會相信,由同一人兼任主席及行政總裁之角色能更有效策劃及推行長遠之商業策略,並提高應對不斷變化環境之決策過程之效能,從而為本公司提供強勢及持續領導。董事會亦相信,本公司設有健全之企業管治架構藉以有效監察管理。然而,董事會將持續評估企業管治架構之有效性,並於必要時作出更改。



### 董事會成員

提名委員會先檢討及評估董事人選(包括執行董事),然後向董事會推薦。提名委員會通常會考慮董事會現時組合、所需技能及經驗,並確保董事會有適當的獨立董事作平衡,及董事具有適合專業知識、技能、特長及能力。

### 董事委員會及管理層委員會

為協助董事會執行本身職務,董事會已成立多個董事委員會,即審核委員會、提名委員會、薪酬委員會、投資委員會及風險管理委員會。於考慮各委員會之成員組成時,所考慮之主要因素包括在董事會成員之間平衡分配職責、鼓勵成員積極參與及盡量提高各委員會效率。

### 提名委員會

提名委員會成員包括曾照傑先生(主席)、歐陽天華先生、鄭基先生及胡俊彥先生。

提名委員會之職責包括以下各項:

- 一檢討及評估董事人選(包括執行董事),然後向董事會推薦委任董事;
- 一檢討及建議董事會有關董事根據公司章程退任及重選事宜;
- 一檢討董事會組成,確保董事會有合適人數之獨立董事,及確保董事兼具均衡之專業知識、 技能、特長及能力;
- 檢討董事之獨立性;
- 一檢討附屬公司及聯營公司之董事會組成,在適當情況下就委任合適之董事進入該等公司 提供指引;及
- 監察本公司行政總裁及高級行政人員之挑選委任繼任之策劃過程。

年內,提名委員會已推薦Jerzy Czubak先生出任非執行董事,自二零零八年十月十六日生效。

提名委員會於本財政年度內舉行了一次會議。

## 薪酬委員會

薪酬委員會成員包括歐陽天華先生(主席)、鄭基先生及胡俊彥先生。

薪酬委員會於本財政年度內舉行了三次會議。

薪酬委員會之主要職責載於本報告第50至57頁之薪酬報告內。

### 審核委員會

於本財政年度內,審核委員會成員包括三位獨立非執行董事:鄭基先生(主席)、歐陽天華先生 及胡俊彥先生。

審核委員會之主要職責包括下列各項:

- 協助董事會履行其有關財務及會計事務之法定職責;
- 一檢討外聘核數師及內部審核師之審核計劃及報告,審議管理層就核數師推薦建議所採取 行動之有效性;
- 評估外聘核數師進行之審核工作及資料披露之充足性,並向董事會匯報;
- 一檢討審核之成本效益及外聘核數師之獨立性及客觀性;及
- 一檢討關連交易及持續關連交易(定義見上市規則)。

審核委員會於本財政年度內舉行了八次會議。委員會已會見內部及外聘審計師,以討論彼等各自對本公司之內部監控系統之核查及評估結果。除了可直接接觸外聘核數師外,審核委員亦有權對任何其職權範圍內的事宜進行調查。外聘核數師於對本公司之法定財務報表進行正常審核過程中亦考慮與本公司編製及真實兼公平地呈列財務報表相關之本公司內部監控,以便設計其審核程序。如有需要,審核委員會有權尋求外部資源,以令其妥善履行職責。

審核委員會亦檢討本集團截至二零零八年十二月三十一日止財政年度之中期財務報表及年度財務報表及核數師之有關報告。本集團於本財政年度進行之關連交易及持續關連交易已經審核委員會檢討;對於實踐中遇到之困難,審核委員會會向管理層提供指引,協助彼等解決問題。本年報已作適當之披露。

審核委員會就挑選、委任、辭任或罷免外聘核數師方面與董事會並無意見分歧。

## 投資委員會

投資委員會成員包括胡俊彥先生(主席)、David John Cleveland Hodge先生及李卓然先生。

投資委員會之主要職責包括以下各項:

- 一 審議及批准若干既定限額內之策略投資及組合投資及撤資事項;
- 一 檢討本公司之投資政策及庫務政策;及
- 按照董事會之政策及指令管理本公司及本集團之資產及負債。

投資委員會於本財政年度內舉行了一次會議。

### 風險管理委員會

風險管理委員會成員包括蘇旗添先生(主席)、陳世偉先生及李卓然先生。

風險管理委員會之主要職責包括以下各項:

- 監察本公司風險管理之制訂、實施情況及作持續檢討;
- 一檢討整體風險管理系統及過程,於認為合適之情況下並經考慮有關費用及利益後,作出 有關改革之推薦建議;及
- 一 檢討本公司之重大風險水平,評估管理層實施之防範措施之適當性及有效性。

評估、監察及應付戰略性、營運及財務風險之風險管理架構已存在。

風險管理委員會本財政年度內舉行了兩次會議。

風險管理報告載於本報告第62至67頁。

## 董事會及董事委員會會議之出席情況

截至二零零八年十二月三十一日止財政年度各董事出席董事會及董事委員會會議之情況如下:

	##4	ウルエロム	10 A Z D A	********	カルエロム	風險管理
	董事會	審核委員會	提名委員會	薪酬委員會	投資委員會	委員會
舉行會議次數	7	8	1	3	1	2
董事姓名						
執行董事						
曾照傑先生	7/7	_	1/1	_	_	
陳世偉先生	7/7	_	_	_	_	2/3
吳世杰先生	6/7	_	_	_	_	
李卓然先生	7/7	-	-	-	1/1	2/
非執行董事						
David John Cleveland Hodge先生	7/7	-	_	_	1/1	
蘇旗添先生	7/7	_	_	-	_	2/
Jerzy Czubak先生(1)	1/1	-	-	-	-	
獨立非執行董事						
鄭基先生	7/7	8/8	1/1	3/3	_	
歐陽天華先生	6/7	8/8	1/1	3/3	_	
胡俊彥先生	6/7	8/8	1/1	3/3	1/1	
前任董事						
李水黨先生(2)	1/1	_	_	_	_	

#### 附註:

- (1) Jerzy Czubak先生自二零零八年十月十六日起獲委任為非執行董事。
- (2) 李水黨先生於二零零八年四月七日辭任執行董事。

#### 內部監控

董事會認同設立及維持內部監控系統及檢討其成效之重要性,以保障股東之投資及本集團之資產。董事會合理信納人力資源足夠,會計及財務匯報團隊具備適當資格及經驗,並向員工提供充分培訓及撥款。

#### (A) 檢討內部監控系統

本集團之內部監控系統包括多項政策、程序及監控活動,旨在對重大錯誤陳述或損失提供合理保證,以及管理本集團營運系統失誤的風險。內部監控系統之目的是保障本集團之資產及資源免受未經授權之運用或處置,確保遵守適用的法律規則,確保交易根據管理層之授權進行,以及確保用以編製內部及公開財務資料之會計記錄可靠。

審核委員會透過內部核數師的協助,已檢討本集團內部監控系統的有效性。管理層一直竭盡所能確保內部監控並無嚴重不足、漏洞或發現可能影響股東之需關注事項。

#### (B) 管理內部審核職能

本集團設有內部審核部門,以協助董事會於截至二零零八年十二月三十一日止年度獨立 檢討本集團之內部監控。

#### 內部審核約章

內部審核部門之使命、目標、問責性、責任性、獨立性及授權均於內部審核約章中清楚 列明,而有關約章由審核委員會批准並定期作出檢討。

#### 匯報架構

儘管在行政上內部審核部門向主席匯報,但其亦直接向審核委員會主席匯報。內部審核 部門向審核委員會提出審核過程中發現之適當事項,及有權毋須通知管理層而向審核委 員會作出諮詢。此匯報架構容許內部審核部門保持其獨立性。

#### 內部審核規劃

本集團之年度審核規劃乃根據年度風險評估及內部監控檢 討之結果而制訂,並經由審核委員會審閱。內部審核部門 亦於需要時進行其他項目及調查工作。

#### 持續內部監控檢討

內部審核部門採用以風險及監控為基礎之審核模式,按持續基準評估本集團之內部監控系統之充分程度及效益水平。

於本年內,內部審核部門已協助董事會於識別本集團面對 之重大風險及評估現有內部監控時進行內部監控檢討,以 減低該等風險。

#### (C) 監控股價敏感資料

就處理及發放股價敏感資料之程序及內部監控而言,本集團參考香港交易及結算所有限公司頒佈之「股價敏感資料披露指引」,目前已設有機制以識別、分析及披露任何重大股價敏感資料。此外,本集團之員工手冊規定一律禁止員工披露有關資料予並無證明需要知悉有關資料之人士。集團員工須確認接獲員工手冊並遵守其內容。



#### 董事就財務報表所承擔之責任

董事負責監督每個財政期間之財務報表編製,以確保該財務報表能夠真實和公平地反映該期間本集團之財政狀況、業績與現金流量。本公司之財務報表乃根據所有相關法規及合適會計準則而編製。董事有責任確保合適之會計政策獲貫徹選用,以及作出審慎和合理的判斷及估計。

本公司並無出現任何重大不明朗事件或情況可能會嚴重影響本公司持續經營之能力。

本公司核數師有關其對財務報表所承擔之責任之聲明載於年報第84至85頁之獨立核數師報告。

#### 核數師酬金

中瑞岳華(香港)會計師事務所於二零零八年股東週年大會上獲股東重新委任為本公司外聘核數師,直至應屆股東週年大會結束止。核數師主要負責提供有關年度綜合財務報表之審核服務。於年內,應付本公司核數師之總酬金達約5,100,000港元,其中約3,700,000港元因法定審核工作而產生,約1,400,000港元因非審核服務而產生。

#### 與股東之溝通

本公司重視與股東進行定期、有效及公正的溝通,並致力於及時向股東傳達有關資料。

本公司注意確保重要及相關資料及時公佈。有關資料乃透過向聯交所刊發公佈、本公司 年報及中期報告、新聞稿及公司網站(www.amvig.com)指定之投資者關係部分披露。

#### 鼓勵股東參與

本公司鼓勵股東出席股東大會。本公司之章程細則允許有權出席並可投票之股東委任一 名代表(毋須為本公司股東)代為出席股東大會並投票。

股東要求在股東大會以投票方式表決的權利及程序載於本公司章程細則。為符合已上市 規則於二零零九年一月一日生效新規定,本公司所有股東大會將以投票方式進行表決。 投票表決之具體程序以於大會開始前講解。

以投票方式進行之任何表決之結果會在緊接股東大會結束後之營業日將予刊發之公佈內 登載。

#### 證券買賣

本公司已採納一套嚴格程度不遜於上市規則附錄10所載的有關上市發行人董事進行證券交易之標準守則(「標準守則」)所要求之有關董事進行證券交易之操守守則。本公司已經向全體董事作出特別查詢,彼等均確認,於截至二零零八年十二月三十一日止年度,彼等均完全遵守有關董事進行證券交易之標準守則。



就薪酬政策採取審慎適當而有效的取態,確保政策配合 本公司的目標、宗旨及表現,發揮終極的重要作用。

> 於二零零八年九月爆發的金融危機席捲全世界, 導致全球經濟急轉直下。處於逆境下,就薪酬政 策採取審慎適當而有效的取態,確保該等政策配 合本公司的目標、宗旨及表現,同時保持本公司 穩健的財務狀況,發揮終極的重要作用。

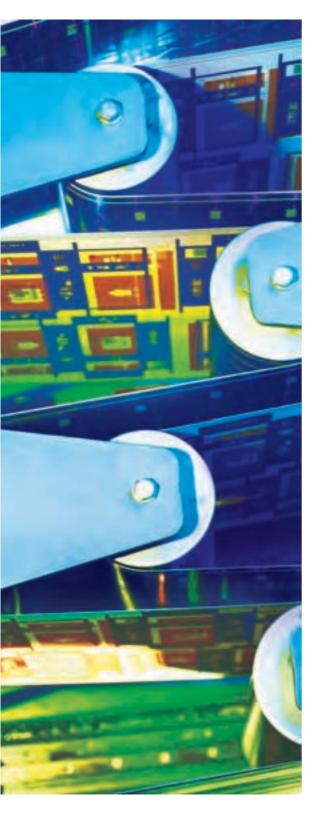
> 本薪酬報告載列本集團之主席、執行董事及非執 行董事之薪酬政策,以及二零零八年財政年度董



事薪酬待遇之詳情。本薪酬報告已經由本公司薪酬委員會審閱及批准,詳情載於第50至57頁。

## 1. 緒言

擁有一支資歷豐富且超卓的管理層,對本公司繼續抵禦當前危急情況至為關鍵。因此, 我們致力執行吸引、公平而審慎的薪酬政策,務求在鞏固員工架構與維護股東利益之間 取得平衡。為確保充分善用資源,本集團已因應情況調節酬待遇及政策,並整頓激勵機 制。主席、執行董事及非執行董事薪酬之詳盡資料載於報告下文。



### 2. 薪酬委員會

薪酬委員會自二零零六年成立,以檢討高級管理層及非執行董事 之薪酬架構及待遇。

#### 職務

委員會之職務為:

- 一 代表董事會檢討及釐訂董事會對行政人員之薪酬政策,並向 股東報告有關事項;
- 一 修訂並向董事會提議非執行董事薪酬制度;及
- 監察本公司所應用薪酬政策之執行情況。

薪酬委員會已將澳科控股現有之高級管理人員薪酬待遇政策與香港現行市場常規進行比較,並已向董事會提交相關意見以供考慮及批准。

#### 組成及運作

薪酬委員會成員僅包括獨立非執行董事,主席為歐陽天華先生, 其他成員包括鄭基先生及胡俊彥先生。

委員會於回顧期間舉行了三次會議。全體成員均已出席所有會議。 委員會於每次會議後,均向董事會報告其活動。委員會之職權範 圍可於香港中環德輔道中189號李寶椿大廈18樓1803室查閱。

就執行董事薪酬而言,委員會有責任透過年報向股東問責,並會 考慮股東對其決策之意見。

### 3. 薪酬政策

本公司薪酬政策之主要內容為:

- 並無個別人士可釐定本身之薪酬。
- 一 薪酬大致上參照人力資源方面與本公司相若之公司。
- 一 薪酬須反映表現、複雜性及責任,以吸引及挽留優秀人才。
- 鼓勵董事挑戰更高表現水平。
- 一 回報與股東價值相稱。
- 一 認同個人及公司成就。

## 4. 執行董事二零零八年酬金之原則

委員會奉行於二零零七年設立之薪酬政策及系統建議執行董事薪酬待遇以供董事會考慮 及批准。

委員會通過建立薪酬待遇設法確保最高管理層之酬金與表現及本公司之營運業績掛鈎, 而薪酬待遇包括固定及可變部分。

下列主要原則乃其政策之方向:

- 執行董事之酬金政策將由薪酬委員會釐定及定期檢討,高級行政人員之酬金基調亦由委員會設立。
- 一 酬金架構將支持及反映澳科控股之明確目標藉以擴大長線股東價值。
- 一 酬金架構將反映參與者在公平體制下之回報。

- 酬金乃以固定薪酬及按表現釐定之花紅為基準。按表現釐定之花紅將與要求表現目標之成績掛鈎,表現目標乃個別設立,以反映所建立之長線股東價值。
- 將建立表現股份計劃,使行政人員與股東之利益一致。
- 若干關鍵表現指標(按量或按質)將由管理層客觀地設立,並經薪酬委員會批准以評估董事表現。
- 一 薪酬政策及常規將盡量向參與者及股東申明。

薪酬待遇由固定薪酬及按表現釐定之花紅組成,其中按表現釐定之花紅擬於個人獎勵中 扮演更重要角色,作為吸引、鼓勵及挽留個別優秀人才之其中一部分政策。執行董事酬 金之三個部分載列如下:

#### I. 固定薪酬

固定薪酬包括底薪、津貼及實物福利。各董事之底薪及津貼乃考慮可比較之市況、 市場常規,以及本公司及個別人士之表現而訂定及按年檢討。

#### Ⅱ. 年度獎勵計劃

按表現釐定之花紅水平乃薪酬委員會訂定。委員會內並無執行董事。年度獎勵金由 董事會決定以按表現釐定之花紅方式支付。

#### Ⅲ. 長期服務獎勵

茲建議執行董事參加長期服務獎勵計劃(「長期服務獎勵計劃」)。長期服務獎勵計劃之設計,乃藉著表現股份與股東價值掛鈎之形式,使執行董事與股東權益一致。

# 5. 執行董事之酬金

截至二零零八年十二月三十一日止年度向本公司執行董事支付之酬金載列如下:

截至二零零八年 十二月三十一日止年度	袍金 千港元	薪金及 其他福利 千港元	酌情花紅 千港元	退休福利 計劃供款 千港元	總計 千港元
執行董事					
曾照傑先生(主席)	491	-	-	-	491
陳世偉先生	-	2,000	1,200	12	3,212
吳世杰先生	-	1,500	900	12	2,412
李卓然先生	-	1,650	900	12	2,562
	491	5,150	3,000	36	8,677

		薪金及		退休福利	
截至二零零七年度	袍金	其他福利	酌情花紅	計劃供款	總計
十二月三十一日止年	千港元	千港元	千港元	千港元	千港元
執行董事					
曾照傑先生(主席)	491	-	-	-	491
陳世偉先生	-	2,000	2,400	12	4,412
吳世杰先生	-	1,500	1,800	12	3,312
李卓然先生	-	1,250	500	12	1,762
李偉波(1)	-	616	-	27	643
李水黨(2)	-	514	-	-	514
	491	5,880	4,700	63	11,134

#### 附註:

- (1) 李偉波先生於二零零七年四月三十日之股東週年大會未獲大部份股東投票通過重任為董事。
- (2) 李水黨先生於二零零八年四月七日辭任董事。

## 6. 非執行董事二零零八年酬金之原則

現行薪酬待遇及政策乃依據個別非執行董事的資格、專業經驗、投入時間及工作量釐定, 於二零零七年已證明為公平、具吸引力及有效,因此於二零零八年繼續採納相同的政策 及原則。

# 7. 非執行董事之酬金

就各非執行董事向本集團及董事會(視情況而定)轄下委員會提供服務而向彼等支付之袍 金載列如下。袍金乃薪酬委員會建議,並已經董事會覆核。

		薪金及		退休福利	
截至二零零八年	袍金	其他福利	酌情花紅	計劃供款	總言
十二月三十一日止年度	千港元	千港元	千港元	千港元	千港カ
非執行董事					
David John					
Cleveland Hodge先生	437	-	-	-	43
蘇旗添先生	376	-	-	-	37
鄭基先生	754	-	-	-	75
歐陽天華先生	729	-	-	-	72
胡俊彥先生	727	-	-	-	72
Jerzy Czubak先生(1)	79	_	_	_	7
	3,102	_	_	_	3,10

#### 附註:

(1) Jerzy Czubak先生於二零零八年十月十六日獲委任為非執行董事。

		薪金及		退休福利	
截至二零零七年	袍金	其他福利	酌情花紅	計劃供款	總計
十二月三十一日止年度	千港元	千港元	千港元	千港元	千港元
非執行董事					
David John					
Cleveland Hodge先生	437	-	-	-	437
蘇旗添先生(1)	208	-	-	-	208
Peter Roderick Downing (2)	197	-	-	-	197
鄭基先生	754	-	-	-	754
歐陽天華先生	729	-	-	-	729
胡俊彥先生	727	_	_	-	727
	3,052	_	_	_	3,052

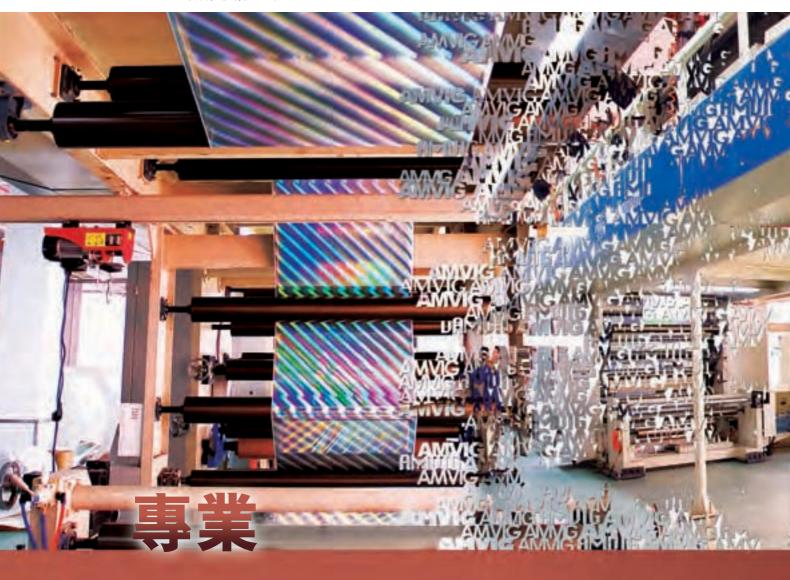
#### 附註:

- (1) 蘇旗添先生於二零零七年六月十三日獲委任為非執行董事。
- (2) Peter Roderick Downing先生於二零零七年六月十三日辭任非執行董事。

## 8. 持續監督及披露

薪酬委員會仍致力持續監督薪酬水平,並就此向股東作出高水平及高透明度披露。





為員工確立目標及鋪設事業前途階梯,是持續取得成功 的必要任務。

### 序言

人力資源一向是澳科控股業務發展之其中一個核心元素。澳科控股重視每名僱員,並相信人才是本集團最重要之資產。過去多年,澳科控股致力招攬及挽留優秀人才與本集團一同成長。我們藉著籌辦業務導向培訓課程,不斷發展員工潛能及為員工鋪設事業前途階梯。於二零零八年,我們務求擴充後之業務能順利整合,除了規範各廠房之人力資源政策及常規外,我們亦舉辦了研討



會,讓各廠房之高級管理層有機會彼此分享專業知識、經驗及市場資訊,從而促進工作文化融和及加強各區廠房之間的溝通。

### 員工

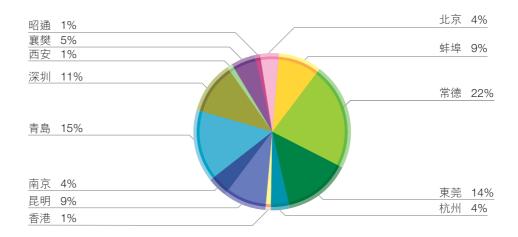
完成收購杭州偉成後,本集團於二零零八年之僱員人數較二零零七年再度增加。員工人數由二零零七年之4,928名升至報告期末時之5,029名。以下列表及圖表顯示本集團之僱員概況:

#### 僱員人事概況明細

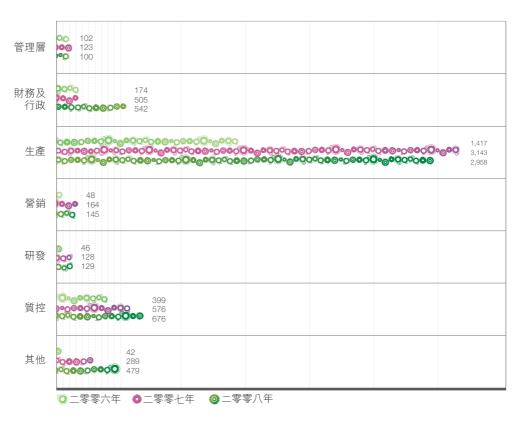
	二零零六年	二零零七年	二零零八年
年結日總數	2,228	4,928	5,029

# 人力資源報告

#### 員工分佈 (以地區劃分)



#### 員工分佈(以職能劃分)



## 人力資源報告

### 人力發展

人力資源是我們拓展業務的基石,澳科控股一直以增強員工實力及執行良好企業管治為主要任務之一。我們經常籌辦員工業務導向課程,旨在培育員工技能,擴闊最新技術訣竅知識,使員工作好準備及裝備與瞬息萬變之卷煙包裝印刷行業並肩成長。於二零零八年,乘著行業持續整固及集團進行內部整合之勢,我們得以合併及重整本集團之人力資源架構。我們將東莞業務合併,以精簡人手及削減相當數量的員工數目。我們相信,此舉有助提升資源分配,從而提高本集團之整體效率。

鑒於澳科控股在全中國正構建龐大網絡,我們去年繼續加強業務整合工作。於二零零八年,我們為各廠董事及高級管理人員分別在九月份舉行一個歷時兩天的總經理研討會,及於十一月份舉行另一個歷時兩天的財務經理研討會。研討會為各區主要管理人員提供一個平台,透過直接溝通交換專長,分享知識及市場資訊,使他們更透徹了解本集團之文化及願景,群策群力向同一目標進發。舉辦這些研討會也為日後廠房間進行各資源分享及重新配置鋪路,從而進一步提高本集團之使用率及生產力。

### 展望二零零九年

受全球經濟倒退拖累,普遍預期二零零九年之營商環境將相當嚴峻。在此逆境下,澳科控股將繼續培育人才,確保本集團在任何外圍經濟狀況下都能持續蓬勃發展。

為了在逆境中保持競爭力,我們相信眾人務必力求自我增值。因此,本集團將會繼續經常為各部門之僱員籌辦培訓課程,針對教授職安及商業道德之課題,以強化我們的企業管治,目的是維持本集團國際級的營商水準。我們亦計劃為應屆畢業生及其他見習管理人員提供管理培訓課程,以培育具管理潛質者,協助建立一家妥善經營、人力資源架構完善且工作環境和諧之公司。

在高級管理層方面,我們將鼓勵各區加強溝通,給予管理人員更多機會視察本集團其他廠房及辦事處作更深入分享及了解。我們將更廣泛討論風險管理及整合之議題,並聽取有關寶貴意見,期望透過舉辦不同的課程及研討會,各廠房可團結一致、更緊密合作,為客戶提供強大的協同效益,並促進本集團進一步成長,以穩踞其於中國卷煙包裝印刷行業之龍頭地位。



執行嚴格的風險評估程序識別潛在風險,並轉危為機。

無論經營任何業務都存在一定風險,無可倖免。 在這難以預測的動蕩形勢下,管理風險及轉危為 機的能力是我們的一大支柱。有效而進取的風險 管理措施,是澳科控股其中一個競爭優勢,促成 我們在業界中脱穎而出。於二零零八年,澳科控 股一直嚴格執行其風險管理政策以識別出潛在風 險,並施行有效的風險管理行動處理及減輕該等 風險。



### 1. 市場風險

隨著中國卷煙業持續整固,我們客戶在市場上的地位不斷轉變。部分人或會將這種勢態 視之為市場不明朗因素,但對於澳科控股來說,卻賦予了競爭環境的機遇與挑戰。

澳科控股認定行業整固為一個難得機會,發揮我們於瞬息萬變市場上脱穎而出的兩項重要元素:提供精益求精的客戶服務,及加快設計及技術創新。行業持續整固意味著取得與中國煙草總公司建立互惠關係的重要性,亦為我們締造良機致力拓寬客戶基礎及搶佔市場份額。澳科控股將密切留意卷煙業的發展及制定深思熟慮的政策,以促進及加強與中國煙草總公司及卷煙公司各階層之蒂固關係。

### 2. 營運風險

營運風險是一項潛在財政損失及/或業務不穩的風險,源自:

- (i) 內部監控及營運程序失敗
- (ii) 成本控制失當
- (iii) 無法整合新收購業務
- (iv) 無能力繼續開發及創新產品以防膺品
- (v) 無法聘請及挽留人才
- (vi) 違反政府及環保法例

本集團透過下列程序管理上述風險,包括:

- (i) 定期進行內外審核監察與內部監控及營運程序相關之營運風險。
- (ii) 二零零八年通脹率創下多年新高,石油及商品價格相應上漲,本集團的成本受到影響。不過,本集團透過積極控制整體成本結構及推行強化生產的措施,降低了成本上漲之影響。鑒於紙張佔我們生產成本的大多數比重,故我們自行生產部分轉移紙作內部供應,以減輕對外界供應商的依賴性。
- (iii) 除控制因通脹壓力帶來的成本外,本集團亦執行了下列措施以造就整合的協同效益:
  - 協力調度生產及產能,以提高使用率及減少浪費及冗餘。
  - 技術知識及印刷能力等資源共享。
  - 協力制定營銷策略。
  - 中央採購工作,從大量購買原材料中獲益。

- (iv) 力求創新是卷煙包裝印刷商在這千變萬化的行業中保持競爭力的精髓。本集團擁有的尖端技術開拓不少增值可能性。近年,我們為不同包裝發展了突出及創新的防偽特徵,有效地幫助客戶提高售價及成功提升產品價值。澳科控股明白到,投資高新技術相當關鍵,同時亦必要作出合理的資本開支以維持營運程序。我們對各廠實施嚴格的資本開支管制標準,從而爭取股東價格最大化。
- (v) 本集團深信投資人力資源的效益。無論環境好壞,我們都力求招聘、挽留及激勵具備合適技術的人才。我們執行適當的獎勵計劃、培訓課程及推行主要員工繼任計劃,為集團建立強大的業務領導團隊。有關我們的人力資源方案,請參閱第58至61頁的人力資源報告。
- (vi) 本集團密切留意對集團業務有影響的法例及政府規例。本集團在環保及企業社會責任方面所付出的努力未被忽視。於二零零八年,澳科控股成為首批通過中國政府所制定的揮發性有機化合物排放量標準的公司之一,全賴我們設備完善的研發中心及致力持續改善及防止污染環境之成果。

### 3. 財務風險

本集團面對各種財務風險,包括外匯風險、信貸風險、流動資金風險、利率風險及公平 值風險。鑑於近期出現的金融危機,採納有效且具效益之財務風險管理對本集團更為重 要。

#### (A) 外匯風險

本集團只有少量交易以有關集團實體功能貨幣以外之貨幣(如包括港元及美元等)計值,故其所承受的外匯風險有限。另一方面,本集團獲授以美元及港元等外幣計值的借款。本集團已就無外匯資產自然對沖的借款訂立貨幣掉期交易,以對沖其外匯風險。本集團不會接受重大的外匯風險。

#### (B) 信貸風險

本集團的信貸風險並不重大,主要來自貿易應收款項。除定期檢討貿易應收款項的 可收回金額外,管理層亦對各業務的營運資金管理施加嚴格控制。該等措施使本集 團縮短營運資金週期及提高現金流量。

由於本集團的客戶以國營煙草集團為主,據管理層評估,該等客戶財政穩健且受近期金融危機影響較淺,故面對交易對手信貸相關風險有限。

本集團並無過分集中的信貸風險,其風險分散於多名交易對手及客戶。

#### (C) 流動資金風險

自二零零八年底爆發金融危機以來,資金流動性成為市場其中一個主要關注點。本 集團其中一項政策為定期監察現有及預期之流動資金需要,以確保本集團於短期及 長期內維持足夠現金儲備,以償還到期應付銀行貸款。為了就流動資金風險於當前 全球金融危機下日漸提高的情況作出應對,本集團已全面執行嚴格的資本開支管制 縮短營運資金週期措施。此外,為降低流動資金風險,本集團正發掘不同的融資途 徑。



#### (D) 利率風險

本集團之銀行存款按固定利率計息,故須承受公平值利率風險。

本集團之現金流利率風險主要與浮息銀行借款及融資租賃承擔有關。為降低與若干銀行借款之利息現金流波動有關之風險,本集團已訂立利率掉期交易。該等利率掉期交易之主要條款與受對沖銀行借款相若。該等利率掉期交易被選定為有效對沖之現金流利率風險。本集團的浮息借款處於可控制水平。

#### (E) 公平值

在綜合資產負債表內反映之本集團金融資產及金融負債之賬面值,與各自之公平值 相若。



董事閲歷豐富,具備廣泛之行業知識、專長及經驗。

董事會欣然呈報其年度報告,連同於截至二零零八年十二月三十一日止年度本公司(連同其附屬公司合稱「本集團」)之經審核財務報表。

## 主要活動及經營地區分析

本公司主要業務為投資控股。附屬公司主要業務 詳情載於財務報表附註37。



本集團於年內之營業額及對經營業績之貢獻乃來自卷煙包裝印刷及製造轉移紙。本集團主要業務及經營地區之分析載於財務報表附註36。

### 業績及分派

於截至二零零八年十二月三十一日止年度之本集團溢利,及本公司與本集團於當日之財政狀況, 載於第86至184頁之財務報表。

董事會已就截至二零零八年六月三十日止六個月宣派中期股息每股8.9港仙(二零零七年:每股7港仙)。董事會現時建議向於二零零九年五月二十二日名列本公司股東名冊之本公司股東,派付截至二零零八年十二月三十一日止年度之末期股息每股4.3港仙(二零零七年:每股8.9港仙)。

## 董事會報告

### 儲備

本公司與本集團於年內之儲備變動,載列於第89頁之綜合權益變動表。

### 可分派儲備

於二零零八年十二月三十一日,本公司之可供分派現金之儲備及/或作實物分派之儲備約為3,998,000,000港元。按開曼群島公司法,本公司之股份溢價可分派予本公司股東,惟緊隨建議作出分派或分派股息當日後,本公司需有能力清付於日常業務中到期應付之債務。股份溢價亦可以繳足紅股形式分派。

### 附屬公司

本公司於二零零八年十二月三十一日之附屬公司詳情,載於財務報表附註37。

### 物業、廠房及設備

本集團於年內之物業、廠房及設備變動詳情,載於財務報表附註15。

## 借貸

本集團於二零零八年十二月三十一日之借貸詳情,載於財務報表附註26及27。

## 股本

本公司股本變動詳情,載於財務報表附註30。

本公司購股權計劃及股份獎勵計劃之詳情,載於本報告「購股權計劃及獎勵計劃」一段。

### 財務資料概要

本集團之業績及資產負債概要載於第185及186頁。

#### 董事

年內及直至本報告日期之在任董事如下:

#### 執行董事

曾照傑先生(主席) 陳世偉先生(副主席) 吳世杰先生 李卓然先生 李水黨先生(於二零零八年四月七日辭任)

#### 非執行董事

David John Cleveland Hodge先生 蘇旗添先生 Jerzy Czubak先生(於二零零八年十月十六日獲委任)

#### 獨立非執行董事

鄭基先生 歐陽天華先生 胡俊彥先生

根據本公司組織章程細則第87條,三分之一董事須於本公司應屆股東週年大會告退,惟符合資格並願意重選連任。根據本公司組織章程細則第86(3)條,凡獲委任為董事會新增成員之新董事,均只可留任至本公司下次股東大會,並符合資格接受重選。即將於本公司應屆股東週年大會上退任及接受重選之董事詳情,載於連同本年報寄發之通函內。

## 董事及五位最高薪酬人十之酬金

本集團董事及五位最高薪酬人士之酬金詳情,載於財務報表附註10。

## 退休福利計劃

本集團退休福利計劃及於本年度自綜合收益表扣除之僱主成本之詳情,分別載於財務報表附註 11及9。

## 董事及高級管理人員履歷

本集團董事及高級管理人員之履歷,載於年報第30至35頁。

#### 關連人十交易

本集團於截至二零零八年十二月三十一日止年度進行之重大關連人士交易,載於財務報表附註 32。

### 關連交易

於二零零八年六月二十日,本公司與Amcor Fibre (為本公司之主要股東,擁有本公司當時已發行股本約35.4%權益) 訂立認購協議:據此,本公司有條件地同意配發及發行而Amcor Fibre有條件地同意以現金按認購價每股8.94港元認購78,300,000股新股份,為本集團提供長期股本資金。認購事項所得款項淨額已應用於撥付擴展本集團業務,包括與本集團業務性質相近且具增長潛力之目標公司。有關認購協議之詳情,載於本公司分別於二零零八年六月二十四日及二零零八年七月十四日刊發之公告及通函內。

### 持續關連交易

於二零零六年三月一日,本集團亦與Amcor Fibre訂立採購主協議(「Amcor採購協議」);據此,Amcor集團將供應特別油墨及溶劑等原材料予本集團以供其生產之用,為期三年。由於Amcor集團為本公司之主要股東,擁有本公司當時已發行股本約44%之權益,故為本公司之關連人士(按上市規則所指之涵義)。截至二零零六年、二零零七年及二零零八年十二月三十一日止三個年度各年,向Amcor集團採購之原材料之全年上限分別為人民幣8,000,000元、人民幣9,000,000元及人民幣10,000,000元。Amcor採購協議之詳情,載於本公司分別於二零零六年一月二十七日及二零零六年二月六日刊發之公告及通函內。截至二零零八年十二月三十一日止年度內,並無向Amcor集團採購任何原材料。



於二零零七年十一月二十三日,本集團與武漢煙草(集團)有限公司、襄樊卷煙廠、長沙卷煙廠及常德卷煙廠共訂多份總銷售協議(合稱「總銷售協議」)(以二零零八年十月十日補充者為準):據此,本集團向該等公司銷售卷煙包裝及/或紙張。武漢煙草(集團)有限公司及襄樊卷煙廠為武漢煙草集團旗下公司,擁有本公司附屬公司襄樊金飛環彩色包裝有限公司約20.4%權益。長沙卷煙廠及常德卷煙廠為湖南煙草集團旗下公司,擁有本公司當時之附屬公司常德金芙蓉鋁箔包裝有限公司約26.03%權益。因此,武漢煙草集團及湖南煙草集團各為本集團若干成員公司之主要股東,故為本公司之關連人士(按上市規則所指之涵義)。

根據與武漢煙草(集團)有限公司訂立之總銷售協議(經補充),截至二零零八年、二零零九年及二零一零年十二月三十一日止三個年度各年,本集團向武漢煙草集團銷售卷煙包裝之全年上限分別為人民幣56,000,000元、人民幣77,000,000元及人民幣87,000,000元。根據與長沙卷煙廠及常德卷煙廠訂立之總銷售協議,截至二零零八年、二零零九年及二零一零年十二月三十一日止三個年度各年,本集團向湖南煙草集團銷售卷煙包裝及紙張之全年上限分別為人民幣170,000,000元、人民幣135,000,000元及人民幣150,000,000元。根據與襄樊卷煙廠訂立之總銷售協議(經補充),截至二零零八年、二零零九年及二零一零年十二月三十一日止三個年度各年,本集團向武漢煙草集團銷售卷煙包裝之全年上限分別為人民幣133,000,000元、人民幣154,000,000元及人民

幣166,000,000元。總銷售協議之生效期由二零零八年二月四日開始為期三年,而總銷售協議 下卷煙包裝及/或紙張之售價須由訂約各方經公平磋商後按正常商業條款,或依據多項因素(包括生產成本、現行市價、交付時間及所需數量)按不優於提供予獨立第三方之條款協定及釐定。

常德金芙蓉鋁箔包裝有限公司於二零零八年取消註冊後,湖南煙草集團不再為本公司之關連人士,故與長沙卷煙廠及常德卷煙廠訂立之總銷售協議亦不再為本公司之持續關連交易。

於二零零七年十一月二十三日,本集團亦與茂名市濱城貿易有限公司及東莞貴聯包裝材料有限公司分別就採購印墨、紙張及溶劑訂立共兩份總採購協議(合稱「總採購協議」)。茂名市濱城貿易有限公司及東莞貴聯包裝材料有限公司均由蔡得先生(為擁有本公司當時已發行股本約22%權益之主要股東)或其兄弟最終實益擁有,故為本公司之關連人士(按上市規則所指之涵義)。向茂名市濱城貿易有限公司採購印墨、紙張及溶劑於截至二零零八年十二月三十一日止年度之全年上限為人民幣90,000,000元,而向東莞貴聯包裝材料有限公司採購印墨、紙張及溶劑於截至二零零八年十二月三十一日止年度之全年上限則為人民幣5,000,000元。總採購協議下印墨、紙張及溶劑之採購價須由訂約各方依據現行市價、交付時間、所需數量等各項因素經公平磋商後按正常商業條款,或按不優於提供予採購該等相若質量及數量之印墨、紙張及溶劑之獨立第三方之條款協定及釐定。

有關總銷售協議及總採購協議之詳情,載於本公司分別於二零零八年十二月六日及二零零八年十月十三日刊發之公告,以及於二零零八年一月十七日及二零零八年十一月三日刊發之通函內。

獨立非執行董事已檢討以上持續關連交易,並確認該等交易為:

- (i) 於本公司日常及一般業務過程中進行;
- (ii) 按正常商業條款進行,或倘並無足夠可作比較之交易以判斷是否按正常商業條款進行, 則按對本集團而言不遜於向或由(視乎情況而定)獨立第三方提供之條款進行;及
- (iii) 根據規管Amcor採購協議、總銷售協議及總採購協議且為公平合理並符合本公司股東整體 利益之條款進行。

本公司核數師亦已檢討以上持續關連交易,並確認該等交易:

- (i) 已獲董事會批准進行;
- (ii) 乃根據本集團之定價政策進行;
- (iii) 乃根據規管有關交易之Amcor採購協議、總銷售協議及總採購協議之條款進行;及
- (iv) 並無超出Amcor採購協議、總銷售協議及總採購協議之有關全年上限。

### 根據上市規則第13.21條作出之披露

於二零零七年五月十八日,本公司(作為借款人)訂立一項長期融資協議(「貸款融資協議」);據此,本公司可獲得金額為80,000,000美元之長期貸款融資(「貸款融資」),自貸款融資協議日期起計滿24個月、30個月及36個月當日分別償還20%、40%及40%。貸款融資之其中一項條件為,本公司之最大單一股東Amcor Limited於貸款融資年期內必須維持其於本公司已發行股本至少30%之合法實益所有權。違反上述條件根據貸款融資將構成違約事件,導致於款人撤銷其根據貸款融資作出之所有或任何部分承諾,而根據貸款融資所批出之所有未償還金額將因而即時到期及應予償還。



## 管理合約

於回顧年度內並無訂立或存在與管理或經營本集團全部或部分業務有關之合約。

## 主要客戶及供應商

年內,本集團五大客戶銷售額合計佔本年度銷售總額約68%,其中最大客戶銷售額則佔約22%。

本集團五大供應商採購額合計佔本年度採購總額約41%,其中最大供應商採購額則佔約11%。

除以上披露者外,並無董事或其任何聯繫人士或股東(就董事所知,擁有本公司股份5%以上者) 於本集團五大客戶或供應商中擁有任何實益權益。

## 董事於競爭業務之權益

概無董事或其各自任何聯繫人士在與本集團業務直接或間接構成或可能構成競爭之業務中擁有 任何權益。

## 權益之披露

### (A) 董事於本公司及其相聯法團之證券中之權益及淡倉

於二零零八年十二月三十一日,以下董事及主要行政人員於本公司及其任何相聯法團(定義見香港法例第571章《證券及期貨條例》(「證券及期貨條例」)第XV部)之股份、相關股份或債權證中擁有或被視為擁有(i)根據證券及期貨條例第XV部第7及8分部須通知本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例之該等規定被列為或被視作擁有之權益

或淡倉):或(ii)根據證券及期貨條例第352條須記錄於該條例所指之登記冊之權益或淡倉;或(iii)根據上市規則所載之《上市公司董事進行證券交易的標準守則》須通知本公司及聯交所之權益或淡倉:

				佔已發行 股本概約
董事姓名	權益性質	所持股份數目	倉盤	百分比
陳世偉先生(附註1)	受控制法團權益	37,632,000	好倉	3.45%
吳世杰先生(附註2)	受控制法團權益	28,224,000	好倉	2.59%
李卓然先生	實益擁有人	3,272,000	好倉	0.30%

#### 附註:

- 1. 該等股份由Oriental Honour Limited持有,該公司之全部已發行股本由陳世偉先生實益擁有。
- 2. 該等股份由Joy Benefit Limited持有,該公司之全部已發行股本由吳世杰先生實益擁有。

除上文所披露者外,於二零零八年十二月三十一日,概無本公司董事或主要行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有(i)根據證券及期貨條例第XV部第7及8分部須通知本公司及聯交所之任何權益或淡倉(包括彼等根據證券及期貨條例之該等規定被列為或被視作擁有之權益或淡倉);或(ii)根據證券及期貨條例第352條須記錄於該條例所指之登記冊之任何權益或淡倉;或(iii)根據上市規則所載之《上市公司董事進行證券交易的標準守則》須通知本公司及聯交所之任何權益或淡倉。

#### (B) 根據證券及期貨條例第XV部第2及3分部須披露權益或淡倉之人士

據本公司董事及主要行政人員所知,於二零零八年十二月三十一日,以下人士(並非本公司之董事或主要行政人員)於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第 XV部第2及3分部之規定須向本公司及聯交所披露之權益或淡倉:

股東名稱	附註	身份	所持股份數目	倉盤	佔已發行 股本概約 百分日
Amcor Limited	1	受控制法團權益	424,520,000股	好倉	38.95%
Amcor Packaging (Asia) Pty Limited	1	受控制法團權益	424,520,000股	好倉	38.95%
Amcor Fibre Packaging-Asia Pte Limited	1	實益擁有人	424,520,000股	好倉	38.95%
蔡得先生		實益擁有人	173,104,000股	好倉	15.88
JP Morgan Chase & Co.		投資經理	76,895,000股	好倉	7.059
		託管公司/認可放貸代理	4,569,000股	好倉/可供 借出股份	0.42

#### 附註:

1. Amcor Limited之已發行股份於澳洲證券交易所有限公司上市。Amcor Packaging (Asia) Pty Limited及Amcor Fibre Packaging-Asia Pte Limited為Amcor Limited之全資附屬公司。

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(並非本公司之董事及主要行政人員)於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司及聯交所披露之權益或淡倉。

## 購買、出售或贖回本公司之上市證券

截至二零零八年十二月三十一日止年度內,本公司及其任何附屬公司概無購買、出售或贖回本公司之上市證券。

### 董事服務合約

於二零零八年新委任之董事Jerzy Czubak先生之任期為兩年,須遵守本公司組織章程細則之一般輪值退任規定。

本公司確認已獲得各獨立非執行董事按照上市規則第3.13條就彼等之獨立性作出之年度確認, 本公司認為獨立非執行董事具備獨立性。

概無擬於應屆股東週年大會上重選之董事已與本公司訂有一年內不可由本公司在毋須補償(法 定補償除外)之情況下予以終止之服務合約。

# 董事之合約權益

除下文「有關連人士交易」一段所披露者外,本公司或其任何附屬公司並無訂立任何董事於其中 擁有重大權益(不論直接或間接)而年結時或年內任何時間有效之重要合約。

## 董事購買股份之權利

於年內任何時間,任何董事或彼等各自之配偶或未成年子女概無獲授或行使可藉購買本公司股份而獲得利益之權利,而本公司、其控股公司或其任何附屬公司亦無訂立任何安排致使董事可 於任何其他法團中獲得此等權利。

# 購股權計劃及獎勵計劃

本公司設有一項購股權計劃(「購股權計劃」),以獎勵及酬謝對本集團之成就有貢獻之合資格參與者。購股權計劃之合資格參與者包括本集團任何成員公司或聯營公司之僱員、董事、主要股東或彼等各自之聯繫人士。董事有權釐定任何需予達到之表現目標,以及於行使前須持有購股權之最短期限。購股權計劃由二零零四年三月十日起生效,有效期為十年,可根據購股權計劃授出最多40,000,000份購股權,授權持有人可認購最多40,000,000股股份。

於任何12個月期間及直至購股權授出日期(包括該日),因根據購股權計劃及本集團任何其他購股權計劃所授出及將授出之購股權獲行使而已發行及將發行之股份上限,不得超過已發行股份總數之1%。

於董事會通知各承授人之期限內,購股權可隨時根據購股權計劃之條款全部或部份行使,惟根據購股權認購股份之期限不得超過購股權授出日期起計十年。購股權不設最短持有期限或須達到的表現目標才可行使購股權。

根據購股權計劃之股份認購價須由董事會全權酌情釐定,惟有關價格不得低於以下各項之最高者: (i)於授出日期聯交所日報表所報之股份收市價: (ii)緊接授出日期前五個連續營業日聯交所日報表所報之股份平均收市價:及(iii)一股股份之面值。接納所獲授購股權時須支付象徵式代價1港元。

於二零零八年十二月三十一日,並無根據購股權計劃向或同意向任何人士授出購股權。

於二零零七年六月十三日,本公司亦採納了一項僱員股份獎勵計劃(「僱員股份獎勵計劃」),旨於表揚若干員工所作之貢獻,並給予獎勵,從而挽留彼等繼續為本集團持續經營及發展而效力,以及為本集團之進一步發展吸引合適人才。根據僱員股份獎勵計劃,本公司可根據董事會制定之條款及條件,預先購入將授予本集團若干僱員之本公司股份(「獎勵股份」)。僱員股份獎勵計劃之有效期為十年。根據僱員股份獎勵計劃,本公司已委聘管理人管理計劃及持有獎勵股份。於歸屬日期或之後,參與僱員可透過管理人出售其所有或部分獎勵股份,並就出售獎勵股份賺取收益或蒙受虧損。

直至二零零八年十二月三十一日止,本公司預先根據僱員股份獎勵計劃為僱員之利益而合共購入28,484,000股獎勵股份。

### 末期股息

本公司董事會建議向於二零零九年五月二十二日名列本公司股東名冊之本公司股東派發載至二零零八年十二月三十一日止年度之末期股息每股4.3港仙(二零零七年:8.9港仙)。待本公司股東於二零零九年五月二十六日舉行之應屆本公司股東週年大會上批准後,上述末期股息將約於二零零九年五月二十一日派付予本公司股東。

## 暫停辦理股份過戶及登記手續

本公司之股東名冊將於二零零九年五月十五日(星期五)至二零零九年五月二十二日(星期五)(首尾兩日包括在內)暫停辦理股份過戶及登記手續。於此段期間內,本公司將不會進行任何股份之過戶或登記。如欲符合享有截至二零零八年十二月三十一日止年度末期股息及出席於二零零九年五月二十六日(星期二)舉行之本公司股東週年大會之資格,所有本公司股份過戶文件連同有關股票及適當過戶表格須於二零零九年五月十四日(星期四)下午四時正前送交本公司之香港股份過戶登記處卓佳證券登記有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓,以便辦理過戶登記手續。

### 優先購股權

根據本公司組織章程細則或開曼群島(乃本公司註冊成立之司法權區)相關法律,概無條文規定本公司須按比例向現有股東發售新股之優先購買權。

## 足夠之公眾持股量

根據本公司獲得之資料及就董事所知,於二零零八年十二月三十一日,本公司已發行股本總額至少25%由公眾持有。

## 企業管治

有關企業管治之詳情,載於本年報「企業管治報告」一節內。

## 結算日後事項

並無重大結算日後事項。

### 審核委員會

本公司已於二零零四年三月十日成立審核委員會(「委員會」),以檢討及監督本集團財務匯報程 序及內部監控系統。

審核委員會包括三位獨立非執行董事,由鄭基先生擔任主席。

本集團截至二零零八年十二月三十一日止年度之財務報表連同有關附註,已經由委員會審閱, 委員會認為該等報表符合適用會計準則、上市規則及法律規定,並已作充分披露。

## 核數師

中瑞岳華(香港)會計師事務所將告退任,惟符合資格並願意接受續聘。於應屆股東週年大會將就續聘中瑞岳華(香港)會計師事務所為本公司之核數師提呈決議案。

自二零零三年十二月一日首次任命以來,本公司並無更換核數師。

代表董事會

丰席

曾照傑

香港,二零零九年四月七日



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

# TO THE SHAREHOLDERS OF AMVIG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of AMVIG Holdings Limited (the "Company") set out on pages 86 to 184, which comprise the consolidated balance sheet as at 31 December 2008, and the consolidated income statement, consolidated statement of changes in equity and 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 (the "HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

#### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, 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 HKICPA. 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.

#### 致澳科控股有限公司

(於開曼群島註冊成立之有限公司)

#### 全體股東

本核數師已審核第86至184頁所載澳科控股有限公司(「貴公司」)之綜合財務報表,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與截至該日止年度的綜合收益表、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。

### 董事於財務報表之責任

貴公司董事須按照香港會計師公會所頒佈 之香港財務報告準則以及香港公司條例之 披露規定,編製及真實兼公平地呈報綜合 財務報表。此責任包括設計、實施及維護 與編製及真實兼公平地呈報綜合財務報表 相關之內部控制,以使綜合財務報表不存 在由於欺詐或錯誤而導致之重大錯誤陳 述:選擇和應用適當之會計政策:及按情 況作出合理之會計估計。

## 核數師之責任

本核數師之責任是根據審核之結果,對財務報表作出意見,並向 閣下(作為整體)報告。除此之外,本報告概不可用作其他用途。本核數師概不就本報告之內容對任何其他人士負責或承擔任何法律責任。本核數師已按照香港會計師公會所頒佈之香港核數準則進行審核工作。該等準則要求本核數師遵守道德規範,並規劃及執行審核,以合理確定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.

審核涉及執行程序以獲取有關財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷,包括評估由對縣就主,有重大數財務報表存有重大數財務報表存有重大數財務報表有重大數財務報表相關之內部控制,以設計適當之兩級報表相關之內部控制,以設計適當之內部控制,以設計適當之內部控制,以設計適當之內部控制,以設計適當之內部控制,以設計適當之內部控制,以設計方式。

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion. 本核數師相信所取得之審核憑證已為下列 審核意見提供充分且適當之基礎。

#### **OPINION**

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

#### 意見

本核數師認為綜合財務報表已按照香港財務報告準則真實公平地反映 貴集團於二零零八年十二月三十一日之財務狀況及貴集團截至該日止年度之業績及現金流量,並已按照香港公司條例之披露規定妥為編製。

#### **RSM Nelson Wheeler**

Certified Public Accountants Hong Kong 7 April 2009 中瑞岳華 (香港) 會計師事務所 執業會計師 香港 二零零九年四月七日

# Consolidated Income Statement 綜合收益表

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

			2008	2007
			二零零八年	二零零七年
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
Turnover	營業額	6	3,122,884	2,132,321
Cost of goods sold	銷售成本		(2,091,393)	(1,442,837)
Gross profit	毛利		1,031,491	689,484
Other income	其他收入	6	85,816	53,331
Selling and distribution costs	銷售及分銷成本		(206,940)	(157,013)
Administrative expenses	行政開支		(198,165)	(156,316)
Other operating expenses	其他經營開支		(22,248)	(8,372)
Non-operating expenses	非經營開支	7	(29,747)	-
Finance costs	融資成本	8	(62,855)	(24,319)
Share of profit of associates	應佔聯營公司溢利		172,878	71,152
Profit before tax	税前溢利	9	770,230	467,947
Income tax expenses	所得税開支	12	(147,160)	(68,044)
Profit for the year	本年度溢利		623,070	399,903
Attributable to:	以下各方應佔:			
Equity holders of the Company	本公司權益持有人		467,303	353,837
Minority interests	少數股東權益		155,767	46,066
Earnings per share	每股盈利			
- basic (HK cents)	-基本(港仙)	13(a)	46.0	43.4
- diluted (HK cents)	-攤薄(港仙)	13(b)	N/A 不適用	N/A 不適用
Dividends	股息	14	140,832	141,680

# Consolidated Balance Sheet 綜合資產負債表

At 31 December 2008

於二零零八年十二月三十一日

Note   Note   HK\$'000   千港元   HK\$'000   HK\$'0000   HK\$'00000   HK\$'0000   HK\$'0000   HK\$'0000   HK\$'0000   HK\$'00000   HK\$'0000   HK\$'0000   HK\$					
Note   HK\$'000				2008	2007
Risk				二零零八年	二零零七年
ASSETS Non-current assets Property, plant and equipment Prepaid land lease payments Goodwill New York (1.5) (1.53,815 Non-current assets Property, plant and equipment Now X					HK\$'000
Non-current assets			附註	千港元	千港元
Non-current assets		Virg wite			
Property, plant and equipment Property, plant and equipment Property plant and equipment Property plant and equipment 有付租賃土地款項 16 51,685 41,33 Goodwill 高警 17 3,955,617 2,751,73 (2,751,73 3,955,617 2,751,73 3,955,617 2,751,73 3,955,617 2,751,73 3,955,617 2,751,73 3,955,617 2,751,73 3,955,617 2,751,73 3,955,617 2,751,74 3,951,75 3,955,617 2,751,75 3,955,617 2,751,75 3,955,617 2,751,75 3,955,617 2,751,75 3,955,617 2,751,75 3,955,617 2,751,75 3,955,617 2,751,75 3,955,617 2,751,75 3,955,617 2,751,75 3,955,617 2,751,75 3,955,617 2,751,75 3,955,617 2,751,75 3,955,617 2,751,757 3,955,617 2,751,757 3,955,617 2,751,757 3,955,617 2,751,757 3,955,617 2,751,757 3,955,617 2,751,757 3,955,617 2,751,757 3,955,617 2,751,751 2,955,751,751 2,955,751,751 2,955,751,751 2,955,751,751 2,955,751,751 2,955,751,751 2,955,751,751 2,955,751,751 2,955,					
Prepaid land lease payments			15	1 206 610	1 150 070
Total assets					
Interests in associates					
Financial assets at fair value through profit or loss		1. 3 🖂			
value through profit or loss       金融資產       19       5,658       320,03         Loan receivables       應收貸款       20       305,211       1         Available-for-sale financial asset       可供銷售金融資產       21       1,557       1,48         Other financial assets       其他金融資產       28       655       19,73         Other assets       其他資產       48,487       50,82         Current assets       流動資產       6,048,838       4,660,29         Formal assets       存貨       22       378,693       316,18         Frade and other receivables       貿易及其他應收款項       23       873,050       834,22         Prepaid land lease payments       預付租賃土地款項       16       1,345       1,00         Prepayments and deposits       預付款項及按金       54,357       64,00         Other financial assets       其他金融資產       28       4,511       23,06         Pledged bank deposits       已抵押銀行存款       24       98,047       73,9         Bank and cash balances       銀行及現金結餘       24       898,899       811,00         **Capital and reserves       股本及儲備         Share capital       股本       30       10,900       9,77         Capital and reserves       儲備			10	373,330	321,209
Loan receivables       應收貸款       20       305,211         Available-for-sale financial asset       可供銷售金融資產       21       1,557       1,44         Other financial assets       其他金融資產       28       655       19,73         Other assets       其他金融資產       48,487       50,82         Current assets       流動資產       6,048,838       4,660,29         Current assets       流動資產       6,048,838       4,660,29         Current assets       流動資產       6,048,838       4,660,29         Current assets       消費       22       378,693       316,18         Trada and other receivables       質易及其他應收款項       23       873,050       834,22         Prepaid land lease payments       預付租賃土地款項       16       1,345       1,04         Other financial assets       其他金融資產       28       4,511       23,08         Other financial assets       其他金融資產       28       4,511       23,08         Pledged bank deposits       已抵押銀行存款       24       98,047       73,9         Bank and cash balances       資產總額       8,357,740       6,783,8         Cultry       權益         Capital and reserves			10	E 650	220.050
Available-for-sale financial asset       可供銷售金融資產       21       1,557       1,46         Other financial assets       其他資產       28       655       19,73         Other assets       其他資產       48,487       50,83         Current assets       流動資產	g .	12 11 11	-		320,050
Other financial assets       其他資產       28       655       19,75         Other assets       其他資產       48,487       50,82         Current assets       流動資產       6,048,838       4,660,29         Inventories       存貨       22       378,693       316,18         Trade and other receivables       貿易及其他應收款項       23       873,050       834,22         Prepaid land lease payments       預付租賃土地款項       16       1,345       1,04         Prepayments and deposits       預付款項及按金       54,357       64,07         Other financial assets       其他金融資產       28       4,511       23,08         Pledged bank deposits       已抵押銀行存款       24       98,047       73,9°         Bank and cash balances       銀行及現金結餘       24       898,899       811,00         **Cajital and reserves       股本及儲備       8,357,740       6,783,80         **EQUITY       權益         Capital and reserves       股本及儲備         Share capital       股本       30       10,900       9,7°         Reserves       儲備       31       5,264,512       3,825,6°         Equity attributable to equity holders of the Company       6,783,412       3,835,4°					- 1 401
Other assets       其他資產       48,487       50,83         Current assets       流動資產         Inventories       存貨       22       378,693       316,18         Trade and other receivables       貿易及其他應收款項       23       873,050       834,22         Prepaid land lease payments       預付租賃土地款項       16       1,345       1,04         Prepayments and deposits       預付款項及按金       54,357       64,07         Other financial assets       其他金融資產       28       4,511       23,08         Pledged bank deposits       已抵押銀行存款       24       98,047       73,99         Bank and cash balances       銀行及現金結餘       24       898,899       811,00         Total assets       資產總額       8,357,740       6,783,80         Total assets       資產總額       8,357,740       6,783,80         EQUITY       權益         Capital and reserves       股本及儲備         Share capital       股本       30       10,900       9,70         Reserves       儲備       31       5,264,512       3,825,64         Equity attributable to equity holders of the Company       本公司權益持有人       5,275,412       3,835,44					
Current assets   流動資産   Inventories   存貨   22   378,693   316,18   316,1		/ · · · — · · · · · · · · · · · · · · ·	28		
Current assets       流動資產         Inventories       存貨       22       378,693       316,18         Trade and other receivables       貿易及其他應收款項       23       873,050       834,22         Prepaid land lease payments       預付租賃土地款項       16       1,345       1,04         Prepayments and deposits       預付款項及按金       54,357       64,07         Other financial assets       其他金融資產       28       4,511       23,08         Pledged bank deposits       已抵押銀行存款       24       98,047       73,9°         Bank and cash balances       銀行及現金結餘       24       898,899       811,00         **Total assets       資產總額       8,357,740       6,783,80         **EQUITY       權益         Capital and reserves       股本及儲備         Share capital       股本       30       10,900       9,7°         Reserves       儲備       31       5,264,512       3,825,64         Equity attributable to equity holders of the Company       本公司權益持有人       5,275,412       3,835,4°	Other assets	共饱資産		48,487	50,823
Current assets       流動資產         Inventories       存貨       22       378,693       316,18         Trade and other receivables       貿易及其他應收款項       23       873,050       834,22         Prepaid land lease payments       預付租賃土地款項       16       1,345       1,04         Prepayments and deposits       預付款項及按金       54,357       64,07         Other financial assets       其他金融資產       28       4,511       23,08         Pledged bank deposits       已抵押銀行存款       24       98,047       73,9°         Bank and cash balances       銀行及現金結餘       24       898,899       811,00         **Total assets       資產總額       8,357,740       6,783,80         **EQUITY       權益         Capital and reserves       股本及儲備         Share capital       股本       30       10,900       9,7°         Reserves       儲備       31       5,264,512       3,825,64         Equity attributable to equity holders of the Company       本公司權益持有人       5,275,412       3,835,4°				6.048.838	4.660.299
Inventories				0,010,000	1,000,200
Trade and other receivables	Current assets	流動資產			
Trade and other receivables	Inventories		22	378.693	316,182
Prepaid land lease payments       預付租賃土地款項       16       1,345       1,04         Prepayments and deposits       預付款項及按金       54,357       64,07         Other financial assets       其他金融資產       28       4,511       23,08         Pledged bank deposits       已抵押銀行存款       24       98,047       73,9         Bank and cash balances       銀行及現金結餘       24       898,899       811,03         Total assets       資產總額       8,357,740       6,783,83         EQUITY       權益         Capital and reserves         Share capital       股本       30       10,900       9,77         Reserves       儲備       31       5,264,512       3,825,64         Equity attributable to equity holders of the Company       本公司權益持有人       應佔權益       5,275,412       3,835,47	Trade and other receivables		23		834,224
Prepayments and deposits       預付款項及按金       54,357       64,00         Other financial assets       其他金融資產       28       4,511       23,08         Pledged bank deposits       已抵押銀行存款       24       98,047       73,99         Bank and cash balances       銀行及現金結餘       24       898,899       811,00         Total assets       資產總額       8,357,740       6,783,80         EQUITY       權益         Capital and reserves       股本及儲備         Share capital       股本       30       10,900       9,77         Reserves       儲備       31       5,264,512       3,825,64         Equity attributable to equity holders of the Company       本公司權益持有人       應佔權益       5,275,412       3,835,44	Prepaid land lease payments		16		1,045
Other financial assets       其他金融資產       28       4,511       23,08         Pledged bank deposits       已抵押銀行存款       24       98,047       73,9°         Bank and cash balances       銀行及現金結餘       24       898,899       811,0°         Total assets       資產總額       8,357,740       6,783,8°         EQUITY       權益         Capital and reserves       股本及儲備       30       10,900       9,7°         Share capital       股本       30       10,900       9,7°         Reserves       儲備       31       5,264,512       3,825,6°         Equity attributable to equity holders of the Company       本公司權益持有人 應佔權益       5,275,412       3,835,4°					64,078
Pledged bank deposits       已抵押銀行存款       24       98,047       73,9         Bank and cash balances       銀行及現金結餘       24       898,899       811,0         2,308,902       2,123,5         Total assets       資產總額       8,357,740       6,783,8         EQUITY       權益         Capital and reserves       股本及儲備         Share capital       股本       30       10,900       9,77         Reserves       儲備       31       5,264,512       3,825,64         Equity attributable to equity holders of the Company       應佔權益       5,275,412       3,835,47	· ·		28		23,056
Bank and cash balances 銀行及現金結餘 24 898,899 811,00 2,308,902 2,123,50 2,308,902 2,123,50 2,123	Pledged bank deposits		24		73,913
Total assets       資產總額       8,357,740       6,783,83         EQUITY       權益       Capital and reserves       股本及儲備         Share capital       股本       30       10,900       9,77         Reserves       儲備       31       5,264,512       3,825,64         Equity attributable to equity holders of the Company       應佔權益       5,275,412       3,835,47	·		24		811,038
Total assets       資產總額       8,357,740       6,783,83         EQUITY       權益       Capital and reserves       股本及儲備         Share capital       股本       30       10,900       9,77         Reserves       儲備       31       5,264,512       3,825,64         Equity attributable to equity holders of the Company       應佔權益       5,275,412       3,835,47					
EQUITY 權益 Capital and reserves 股本及儲備 Share capital 股本 30 10,900 9,77 Reserves 儲備 31 5,264,512 3,825,64  Equity attributable 本公司權益持有人 to equity holders of the Company				2,308,902	2,123,536
EQUITY 權益 Capital and reserves 股本及儲備 Share capital 股本 30 10,900 9,77 Reserves 儲備 31 5,264,512 3,825,64  Equity attributable 本公司權益持有人	Total assets	<b>資產總額</b>		8 357 740	6 783 835
Capital and reserves股本及儲備Share capital股本3010,9009,77Reserves儲備315,264,5123,825,64Equity attributable to equity holders of the Company本公司權益持有人 應佔權益 方,275,4123,835,47	Total addots	<b>英注版</b>		0,001,140	0,700,000
Capital and reserves股本及儲備Share capital股本3010,9009,77Reserves儲備315,264,5123,825,64Equity attributable to equity holders of the Company本公司權益持有人 應佔權益 方,275,4123,835,47	FOUITY	雄兴			
Share capital       股本       30       10,900       9,77         Reserves       儲備       31       5,264,512       3,825,64         Equity attributable to equity holders of the Company       本公司權益持有人       5,275,412       3,835,47		· <del></del>			
Reserves 儲備 31 5,264,512 3,825,64  Equity attributable 本公司權益持有人			20	10.000	0.775
Equity attributable 本公司權益持有人 to equity holders 應佔權益 of the Company 5,275,412 3,835,4					
to equity holders 應佔權益 of the Company 5,275,412 3,835,4	neserves		31	5,204,512	3,023,041
to equity holders 應佔權益 of the Company 5,275,412 3,835,4	Equity attributable	木八司雄兴共有!			
of the Company 5,275,412 3,835,4	· · · · ·				
		ル☆ III 1年 Ⅲ		5 275 /112	3 835 /16
<b>ジャル 10 11 11 11 11 11 11 11 11 11 11 11 11 </b>		小數股亩雄兴			
	minority interests	ン奴以不作皿		299,002	201,190
Total equity 權益總額 5,575,214 4,092,60	Total equity	<b>雄</b>		5 575 214	4,092,606
10tal equity 作血 # 10 (27,00)	i otal equity	「圧 川川 かい 口犬		3,373,214	4,032,000

# Consolidated Balance Sheet 綜合資產負債表

			2008	2007
			二零零八年	二零零七年
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Bank borrowings	銀行借款	26	796,883	1,083,049
Obligations under finance leases	融資租賃承擔	27	18,633	34,834
Other financial liabilities	其他金融負債	28	27,290	190,812
Deferred tax liabilities	遞延税項負債	29	68,262	31,837
			911,068	1,340,532
			,	
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	25	923,479	947,857
Current tax liabilities	本期税項負債	20	35,989	28,417
Current portion of bank borrowings	銀行借款之流動部份	26	842,491	355,962
Current portion of obligations	融資租賃承擔之		- 1 <b>_,</b> 10 1	333,332
under finance leases	流動部份	27	16,103	18,461
Other financial liabilities	其他金融負債	28	53,396	_
			1,871,458	1,350,697
Total liabilities	負債總額		2,782,526	2,691,229
Total equity and liabilities	權益及負債總額		8,357,740	6,783,835
Net current assets	流動資產淨值		437,444	772,839
Total assets less current liabilities	資產總額減流動負債		6,486,282	5,433,138

Approved by the Board of Directors on 7 April 2009 於二零零九年四月七日獲董事會批准

Chan Chew Keak, Billy 曾照傑 Executive Chairman 執行主席 Lee Cheuk Yin, Dannis 李卓然 Executive Director 執行董事

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

					年十二月.						
			Attributable to equity holders of the Company 本公司權益持有人應佔								
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Exchange reserve 匯兑儲備 HK\$'000 千港元	Revaluation reserve 重估儲備 HK\$'000 千港元	Hedging reserve 對沖儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Statutory reserves 法定儲備 HK\$'000 千港元	<b>Total</b> 總計 HK\$'000 千港元	Minority interests 少數 股東權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
At 1 January 2007	於二零零七年 一月一日	7,837	1,661,610	33,027	8,010	-	429,178	35,094	2,174,756	122,491	2,297,24
Translation differences Loss on cash flow hedges	換算差額 現金流對沖虧損	- -	- -	283,333	- -	- (138,906)	- -	- -	283,333 (138,906)	12,940 -	296,27 (138,90
Net income recognised directly in equity Profit for the year Transfer to profit or loss on cash flow hedge	直接於權益確認之收入所得額本年度溢利現金流對沖轉撥至原料計200	<u>-</u>	-	283,333	-	(138,906)	- 353,837	-	144,427 353,837	12,940 46,066	157,36: 399,900
(Note 28)	(附註28) 本年度已確認					(13,429)			(13,429)		(13,429
Total recognised income and expense for the year	本 中 及 己 唯 総 收 入 及 支 出 總 額	-	-	283,333	-	(152,335)	353,837	-	484,835	59,006	543,84
Transfer from retained profits - Group - Associates Repurchases of shares	轉撥自保留 溢利 一本集團 一聯營公司 購回股份	- -	- -	- -	- -	- -	(58,600) (7,002)	58,600 7,002	- -	- -	
(Note 30(c)) Dividend paid for 2006	(附註30(c)) 已付二零零六年	(62)	(69,118)	-	-	-	-	-	(69,180)	-	(69,180
(Note 14) Dividend paid for 2007	股息(附註14) 已付二零零七年	-	-	-	-	-	(100,310)	-	(100,310)	-	(100,31
(Note 14) Dividend paid to	股息(附註14) 已付少數股東	-	-	-	-	-	(54,685)	-	(54,685)	-	(54,68
minority interests Acquisition of subsidiaries Issue of new shares	權益股息 收購附屬公司 發行新股份			-	-	-	-	-		(18,665) 94,358	(18,66 94,35
(Note 30(b))	(附註30(b))	1,938	1,398,000		-		(000 507)	- CE COO	1,400,000	75 600	1,400,00
At 01 Dagger 0007		1,930	1,328,882				(220,597)	65,602	1,175,825	75,693	1,251,51
At 31 December 2007	於二零零七年 十二月三十一日	9,775	2,990,492	316,360	8,010	(152,335)	562,418	100,696	3,835,416	257,190	4,092,60
Translation differences Gain on cash flow hedges	換算差額 現金流對沖收益	-	- -	166,138	- -	- 72,502	-	-	166,138 72,502	13,372 -	179,51 72,50
Net income recognised directly in equity Profit for the year Share issue expenses	直接於權益確認之 收入淨額 本年度溢利 發行股份開支	-	- -	166,138 -	- -	72,502 -	- 467,303	-	238,640 467,303	13,372 155,767	252,01: 623,07
(Note 30(d)) Transfer to profit or loss on cash flow hedge	(附註30(d)) 現金流對沖轉撥 至損益	-	(1,438)	-	-	-	-	-	(1,438)	-	(1,43
(Note 28)	(附註28)	-	-	-	-	17,773	-	-	17,773	-	17,77
Total recognised income and expense for the year	本年度已確認收入及支出總額	-	(1,438)	166,138	-	90,275	467,303	-	722,278	169,139	891,41
Transfer from retained profits - Group - Associates	轉撥自保留 溢利 一本集團 一聯營公司	-	- -	- -	-	-	(38,398) (13,793)	38,398 13,793	-	- -	
Dividend paid for 2007 (Note 14)	已付二零零七年 股息(附註14)	_	_	_	_	_	(86,995)	-	(86,995)	_	(86,99
Dividend paid for 2008 (Note 14)	已付二零零八年 股息(附註14)	_	_	_	_	_	(93,964)	-	(93,964)	-	(93,96
Dividend paid to minority interests	已付少數股東 權益股息	-	-	-	-	-	-	-	-	(116,311)	(116,31
De-registration of a subsidiary	取消註冊一間 附屬公司	-	-	(1,331)	-	-	-	-	(1,331)	(10,216)	(11,54
ssue of new shares (Note 30(d)&(e))	發行新股份 (附註30(d)及(e))	1,125	898,883	-	-	-	-	-	900,008	-	900,00
		1,125	898,883	(1,331)	-	-	(233,150)	52,191	717,718	(126,527)	591,19
At 31 December 2008	於二零零八年 十二月三十一日	10,900	3,887,937	481,167	8,010	(62,060)	796,571	152,887	5,275,412	299,802	5,575,21

# 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

		<b>2008</b> 二零零八年	2007 二零零七年
		—◆◆八十 HK\$'000	ー令令七十 HK\$'000
		千港元	千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務之現金流量		
Profit before tax	税前溢利	770,230	467,947
Adjustments for: Share of profit of associates	就以下項目作出調整: 應佔聯營公司溢利	(172,878)	(71,152)
Finance costs	融資成本	62,855	24,319
Impairment losses on receivables Write down of inventories	應收款項之減值虧損 撇減存貨	14,686 14,633	7,718 2,827
Depreciation	折舊	135,437	70,259
Loss on disposals of property,	出售物業、廠房及 設備之虧損	E E00	0.010
plant and equipment Interest income	利息收入	5,528 (20,623)	2,210 (13,850)
Amortisation of prepaid land lease payments	預付租賃土地款項之 攤銷	4 405	EAE
Fair value loss/(gains)	按公平值計入損益之	1,185	545
on financial assets at fair value	金融資產之公平值	4.007	(1 4 1 0 4)
through profit or loss Loss on de-recognition	虧損/(收益) 取消確認按公平值	1,067	(14,164)
of financial assets at fair value	計入損益之金融資產之	40.504	
through profit or loss  Loss on de-registration	虧損 取消註冊一間附屬公司之	16,531	-
of a subsidiary	虧損	13,216	-
Unrealised profit on closing inventories sold to associates, ne	完成向聯營公司出售存貨之 t 未變現溢利	(1,203)	(1,850)
		,,,,,	,
Operating profit before working capital changes	未計營運資金變動前之 經營溢利	840,664	474,809
- Working capital changes	ML 点 /皿 1 i	040,004	474,000
(Increase)/decrease in inventories	存貨(增加)/減少	(53,857)	46,478
Decrease/(increase) in trade and other receivables	貿易及其他應收款項 減少/(增加)	51,786	(158,672)
(Increase)/decrease in prepayments	預付款項及按金(增加)/減少		
and deposits (Decrease)/increase in trade	貿易及其他應付款項	(25,846)	25,707
and other payables	(減少)/增加	(265,331)	71,636
Cash generated from operations	來自經營活動的現金	547,416	459,958
Income taxes paid	已付所得税	(112,580)	(55,255)
Niet and manage 15	古 <i>台區炒</i>		
Net cash generated from operating activities	來自經營業務的現金淨額	434,836	404,703
		,	,

# Consolidated Cash Flow Statement 綜合現金流量表

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金淨額		
Increase in pledged bank deposits Purchases of property, plant and equipment and prepaid land	已抵押銀行存款增加 購置物業、廠房及設備及 預付租賃土地款項	(24,134)	(2,814)
lease payments Payments of deposits for other	其他資產之訂金付款	(125,367)	(213,038)
assets		(12,473)	(42,405)
Dividend received from associates Proceeds from disposals of property, plant and equipment and prepaid land lease payments	已收聯營公司股息 出售物業、廠房及 設備所得款項及 預付租賃土地款項	131,440 8,391	45,258 7,124
Payment to minority interests on de-registration of a subsidiary	因取消註冊一間附屬公司向 少數股東權益付款	(10,216)	7,124
Interest received	已收利息	20,623	13,850
Acquisition of subsidiaries (Note 17)	收購附屬公司(附註17)	(698,007)	(121,412)
Acquisition of subsidiaries in prior year	上年度收購附屬公司	(149,061)	(51,940)
Purchase of available-for-sale financial asset	購買可供銷售金融資產		(1,481)
Purchases of financial asset	購買按公平值計入損益之	_	(1,401)
at fair value through profit or loss	金融資產	_	(305,886)
Net cash used in investing activities	用於投資活動的現金淨額	(858,804)	(672,744)

# Consolidated Cash Flow Statement 綜合現金流量表

		<b>2008</b> 二零零八年	2007 二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量		
Payment for repurchases of shares	購回股份之付款	-	(69,180)
Proceeds from issue of shares Share issue expenses paid	發行股份所得款項 已付發行股份開支	700,002 (1,438)	_
Bank borrowings repaid	償還銀行借款	(427,191)	(119,261)
Bank borrowings raised	籌得銀行借款 融資租賃承擔之付款	618,643	1,116,890
Payment of obligations under finance leases	融 貝 性 貝 序 擔 之 竹	(18,559)	(33,320)
Interest paid	已付利息	(66,328)	(23,150)
Finance leases charges paid Dividend paid to equity holders	已付融資租賃費用 已付本公司權益持有人股息	(1,921)	(1,169)
of the Company		(180,959)	(154,995)
Dividend paid to minority shareholders	已付少數股東權益股息	(116,311)	(18,665)
Net cash generated from	來自融資活動的現金淨額		
financing activities		505,938	697,150
NET INCREASE IN CASH	現金及現金等價物之增加淨額		
AND CASH EQUIVALENTS	<b>巩立</b> 及巩立寺 [[物 / 垣 / 加 / 净 积	81,970	429,109
	\( \tau \rightarrow \left( \pi \right) \rightarrow \left( \pi \right) \rightarrow \right( \pi \right) \rightarrow \right( \pi \right) \right) \right( \pi \right) \right( \pi \right) \right( \pi \right) \right( \pi \right) \right) \right( \pi \right) \right( \pi \right) \right) \right) \right( \pi \right) \right) \right) \right) \right( \pi \right) \right\left\( \pi \right) \right) \right\) \right\( \pi \right) \right\left\( \pi \right) \right) \right\) \right\( \pi \right) \right\( \pi \	·	,
Effect of foreign exchange rate changes	匯率變動之影響	5,891	44,966
· ·		0,001	11,000
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日之現金及現金等價物	811,038	336,963
ALIVANOANI		011,000	000,900
CASH AND CASH EQUIVALENTS	於十二月三十一日之現金及		
AT 31 DECEMBER	現金等價物	898,899	811,038
ANALYSIS OF CASH	現金及現金等價物之分析		
AND CASH EQUIVALENTS	うらもなってはまる。		
Bank and cash balances	銀行及現金結餘	898,899	Q11 000
Dalik aliu Casii DalaiiCes	蚁门 <i>火-</i> 龙 並	090,099	811,038

#### 1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 27 November 2003 under the Companies Law of Cayman Islands. The address of its registered office is Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, George Town, Grand Cayman, Cayman Islands, British West Indies. The address of its principal place of business is Room 1803-04, 18/F, Li Po Chun Chambers, No. 189 Des Voeux Road Central, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in Note 37 to the financial statements.

# 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting year beginning on 1 January 2008. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting polices and amounts reported for the current year and prior years.

#### 1. 一般資料

本公司於二零零三年十一月二十七日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。其註冊地址為Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, George Town, Grand Cayman, Cayman Islands, British West Indies。主要營業地點地址為香港德輔道中189號李寶椿大廈18樓1803-04室。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為一間投資控股公司,其附屬公司之主要業務載於財務報表附註37。

## 2. 採納新訂及經修訂香 港財務報告準則

於本年度,本集團採納香港會計師公會所頒佈之所有新訂及經修報書準則(「香港財務報告準則(「香港財務報告準則適用於本集則適用於本學運,於二零零八年一月。會計年度生效。會計年度生效。對務報告準則包括香港財務報告準則及詮釋。對務報告準則及詮釋。對於報告之會計學的之會計政策及申報金額出現重大變動。

# 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

# 3. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial instruments, which are revalued at fair value as explained in the accounting policies set out below.

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise their judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these financial statements, are disclosed in Note 4 to the financial statements.

# 2. 採納新訂及經修訂香港財務報告準則(續)

本集團並無應用已頒佈但尚未生效 之新訂香港財務報告準則。本集團 已開始評估此等新訂香港財務報告 準則之影響,惟現未能確定此等新 訂香港財務報告準則會否對本集團 之經營業額及財務狀況構成重大影 響。

## 3. 主要會計政策

此等財務報表已根據香港財務報告 準則、香港公認會計原則及香港聯 合交易所有限公司證券上市規則 (「上市規則」)及香港公司條例所規 定之適用披露編製。

此等財務報表已根據歷史成本慣例 編製,惟若干金融工具以公平值重 估作出修訂,詳述於以下載列之會 計政策。

在按照香港財務報告準則編製財務報表時,需作出若干主要估計及假設,並須要董事在應用會計政策時作出判斷。涉及關鍵判斷之範疇及對此等財務報表而言屬重大之假設及估計於財務報表附註4內披露。

# 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

The significant accounting policies applied in the preparation of these financial statements are set out below.

#### (A) CONSOLIDATION

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

Subsidiaries are entities over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any goodwill relating to the subsidiary which was not previously charged or recognised in the consolidated income statement and also any related accumulated exchange reserve.

Inter-company transactions, balances and unrealised profits on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

## 3. 主要會計政策(續)

編製此等財務報表時所採用之主要 會計政策載列如下:

#### (A) 綜合帳目

綜合財務報表包括本公司及其 附屬公司截至十二月三十一月 上之財務報表。附屬公司指 集團擁有控制權的實體。 整 權指監管一間實體的財務 更 政策以自其活動獲利之 力。在評估本集團是否控制另 一實體時,會考慮目前可行在 或可兑換的潛在投票權的存在 及影響。

附屬公司在控制權轉移至本集 團之日起全面綜合入帳。附屬 公司在控制權終止之日起停止 綜合入帳。

出售一間附屬公司之損益指銷售所得款項與本集團應佔該附屬公司資產淨值之差額,連同早前並無於綜合收益表扣除或確認之任何有關該附屬公司之商譽以及任何有關累計匯兑儲備。

集團內公司之間的交易、交易結餘及未變現溢利已對銷。未變現虧損亦會對銷,除非該交易有證據顯示所轉讓資產出現減值則作別論。附屬公司之會計政策已按需要變更,以確保與本集團所採納之政策貫徹一致。

# 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (A) CONSOLIDATION (continued)

Minority interests represent the interests of minority shareholders in the operating results and net assets of subsidiaries. Minority interests are presented in the consolidated balance sheet and consolidated statement of changes in equity within equity. Minority interests are presented in the consolidated income statement as an allocation of profit or loss for the year between minority and shareholders of the Company. Losses applicable to the minority in excess of the minority's interests in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses. If the subsidiary subsequently reports profits, such profits are allocated to the interests of the Group until the minority's share of losses previously absorbed by the Group has been recovered.

# (B) BUSINESS COMBINATION AND GOODWILL

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets, liabilities and contingent liabilities of the subsidiary in an acquisition are measured at their fair values at the acquisition date.

### 3. 主要會計政策(續)

#### (A) 綜合帳目(續)

少數股東權益指少數股東於附 屬公司經營業績及資產淨值之 權益。少數股東權益於綜合資 產負債表及綜合權益變動表之 權益內呈列。少數股東權益於 綜合收益表內呈列為本公司少 數股東與股東應佔年內溢利或 虧損間之分配。少數股東應佔 虧損超逾於有關附屬公司權益 中之少數股東權益之差額,分 配為本集團權益,惟少數股東 具有約束力責任,且能作出額 外投資以彌補虧損之情況除 外。倘附屬公司其後錄得溢 利,該等溢利分配至本集團權 益,直至收回本集團過往所承 受少數股東應佔虧損。

#### (B) 業務合併及商譽

本集團採用收購會計處理法就 收購附屬公司入帳。收購成本 按交易日期所給予資產、所發 行股本工具及所產生或承擔負 債之公平值,加收購直接產生 之成本計算。收購時有關附屬 公司之可識別資產、負債及公 公司之可識別數數數 然負債,初步按收購日期之公 平值計算。

# 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

# (B) BUSINESS COMBINATION AND GOODWILL (continued)

The excess of the cost of acquisition over the Group's share of the net fair value of the subsidiary's identifiable assets, liabilities and contingent liabilities is recorded as goodwill. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised in the consolidated income statement.

Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses of goodwill are recognised in the consolidated income statement and are not subsequently reversed. Goodwill is allocated to cash-generating units for the purpose of impairment testing.

The interests of minority shareholders in the subsidiary are initially measured at the minority's proportion of the net fair value of the subsidiary's identifiable assets, liabilities and contingent liabilities at the acquisition date.

#### (C) ASSOCIATES

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policies of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has significant influence.

## 3. 主要會計政策(續)

#### (B) 業務合併及商譽(續)

收購成本超出本集團應佔有關 附屬公司可識別資產、負債及 或然負債公平淨值之差額乃記 錄為商譽。本集團應佔可識別 資產、負債及或然負債公平淨 值超出收購成本之差額,於綜 合收益表確認。

商譽每年檢測減值,並按成本 減累計減值虧損列帳。商譽減 值虧損於綜合收益表確認,且 其後不會撥回。減值檢測時, 商譽會分配至現金產生單位。

附屬公司之少數股東權益初步 按有關少數股東佔該附屬公司 於收購日期可識別資產、負債 及或然負債公平淨值之比例計 量。

#### (C) 聯營公司

聯營公司指本集團對其有重大 影響力之實體。重大影響力乃 於一間實體之財務及營運政策 擁有參與權但非控制或共同控 制權。現時可行使或可兑換之 潛在投票權之存在及影響將於 評估本集團是否有重大影響力 時予以考慮。

# 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (C) ASSOCIATES (continued)

Investment in an associate is accounted for in the consolidated financial statements by the equity method of accounting and is initially recognised at cost. Identifiable assets, liabilities and contingent liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the associate's identifiable assets. liabilities and contingent liabilities is recorded as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised in the consolidated income statement.

The Group's share of an associate's postacquisition profits or losses is recognised in the consolidated income statement, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognised its share of those profits only after its share of the profits equals the share of losses not recognised.

### 3. 主要會計政策(續)

#### (C) 聯營公司(續)

# 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (C) ASSOCIATES (continued)

The gain or loss on the disposal of an associate represents the difference between the proceeds of the sale and the Group's share of its net assets together with any goodwill relating to the associate which was not previously charged or recognised in the consolidated income statement and also any related accumulated exchange reserve.

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

# (D) FOREIGN CURRENCY TRANSLATION

# (i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK\$, which is the Company's presentation currency. The functional currency of the Company is Renminbi ("RMB").

# 3. 主要會計政策(續)

#### (C) 聯營公司(續)

出售一間聯營公司之收益或虧 損指出售所得款項與本集團應 佔其資產淨值連同任何有關該 聯營公司而之前並無自綜合收 益表扣除或於綜合收益表確認 之商譽及任何相關累計匯兑儲 備間之差額。

對銷本集團與其聯營公司間交易之未變現溢利乃以本集團於聯營公司之權益為限;而未變現虧損則僅會於交易有證據顯示所轉讓之資產出現減值時方予以對銷。聯營公司之會計數等已於必要時作出變動,以確保與本集團所採納之政策貫徹一致。

#### (D) 外幣兌換

#### (i) 功能及呈列貨幣

本集團各實體的財務報 表所含項目乃按實體經 營的基本經濟環境的量 幣(「功能貨幣」)計量。 綜合財務報表乃以港元 (本公司之呈列貨幣)呈 列。

# 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

# (D) FOREIGN CURRENCY TRANSLATION (continued)

# (ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the rates ruling on the balance sheet date. Profits and losses resulting from this translation policy are included in the income statement.

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

#### (iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

 Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

### 3. 主要會計政策(續)

#### (D) 外幣兌換(續)

#### (ii) 於各實體財務報表之 交易及結餘

#### (iii) 於綜合帳目時的換算

所有以本公司之呈列貨 幣以外的貨幣作為功能 貨幣的集團內實體,其 業績和財務狀況按以下 基準換算為本公司之呈 列貨幣:

呈列資產負債表中 的資產及負債以結 算日的收市匯率換 算;

# 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

# (D) FOREIGN CURRENCY TRANSLATION (continued)

# (iii) Translation on consolidation (continued)

- Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the exchange reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the exchange reserve. When a foreign operation is sold, such exchange differences are recognised in the consolidated income statement as part of the gain or loss on disposal.

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

## 3. 主要會計政策(續)

#### (D) 外幣兌換(續)

#### (iii) 於綜合帳目時的換算 (續)

- 所有匯兑差額於匯兑儲備確認。

於綜合帳目時投海院門時投海質體差額。當時投海,資於售差額。當時是一時,資於生時,資於生時之額,當時是一時,資於生時,資於生時,資於生時,資於生時,資於生於生,以對於生,以對於一個人。

收購外國實體產生之商 譽及公平值調整,乃被 當作外國實體之資產及 負債,並按結算日之匯 率換算。

# 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (E) IMPAIRMENT OF ASSETS

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets except goodwill, inventories, financial assets at fair value through profit or loss and other financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell 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 the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cashgenerating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in the income statement, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

### 3. 主要會計政策(續)

#### (E) 資產減值

可收回金額為公平值減去出售 成本及使用價值兩者中之較高者。於評估使用價值時,估計未來現金流量乃以反映市場現時所評估之金錢時值及資產特定風險之稅前貼現率貼現至其現值。

倘資產或現金產生單位之可收 回金額估計將少於帳面值,則 資產或現金產生單位之帳面值 會減少至其可收回金額。減值 虧損會即時於收益表確認,除 非有關資產乃按重估金額列帳 則除外,在該情況下,減值虧 損會被視為重估減值。

# 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

# (E) IMPAIRMENT OF ASSETS (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of recognised or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in the income statement, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### (F) REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Revenue from the sales of manufactured goods are recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.

Interest income is recognised on a timeproportion basis using the effective interest method.

## 3. 主要會計政策(續)

#### (E) 資產減值(續)

#### (F) 收益確認

收益按已收或應收代價之公平 值計量,並於本集團有可能取 得有關經濟利益且能可靠計算 該收益金額之情況下確認。

貨物之銷售收益於擁有權之重 大風險和回報轉移時確認,一 般與貨品付運及擁有權移交客 戶之時間相符。

利息收入按時間比例基準,以 實際利息法確認。

# 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (G) GOVERNMENT GRANTS

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised as income in the period in which they become receivable.

#### (H) BORROWING COSTS

All borrowing costs are recognised in the income statement in the period in which they are incurred.

# (I) RESEARCH AND DEVELOPMENT EXPENDITURE

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

#### (J) EMPLOYEE BENEFITS

#### (i) Employee leave entitlements

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

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

### 3. 主要會計政策(續)

#### (G) 政府津貼

政府津貼於合理確定本集團將 會遵守其附帶條件及本集團將 可收取津貼時確認。

提供予本集團作為已產生開支 或虧損的補償或給予即時財務 援助而日後不再有相關成本的 政府津貼,乃於其成為可收取 的期間確認為收入。

#### (H) 借貸成本

所有借貸成本在其產生期間於 收益表中予以確認。

#### (I) 研究及開發成本

研究工作之開支於產生期間確 認為開支。

#### (J) 僱員福利

#### (i) 僱員應享假期

僱員之年假及長期服務 假期於僱員應得時予以 確認。截至結算日日 僱員所提供之服務所提 生之年假及長期服務 供 生之年假及長期服務 期之估計負債已計提 備。

僱員之病假及產假或分 娩假期於僱員休假時方 會確認。

# 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (J) EMPLOYEE BENEFITS (continued)

#### (ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to the income statement represents contributions payable by the Group to the funds.

#### (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.

#### (K) TAXATION

Income tax represents the sum of current tax and deferred tax.

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

## 3. 主要會計政策(續)

#### (J) 僱員福利(續)

#### (ii) 退休金承擔

#### (iii) 離職福利

倘本集團明確就終止僱 用作出承擔或因在一項 實際上不可能退出之詳 細正式計劃下僱員自願 離職而提供利益(及僅在 上述情況下),則可確認 離職福利。

#### (K) 稅項

所得税為即期税項及遞延税項 之總額。

現時應付税項乃以年內應課稅 溢利為基準。應課稅溢利有別 於收益表內呈報之溢利,因應 課稅益利不包括於其他年度應 課稅或可扣除之收益或開支項 目及其進一步排除毋須課稅或 不可扣除之收益或開支項目。 本集團即期稅項之負債乃採用 於結算日已實施或基本實施之 稅率計算。

# 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (K) TAXATION (continued)

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

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

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

### 3. 主要會計政策(續)

#### (K) 稅項(續)

對於於附屬公司及聯營公司之 投資產生應課税暫時性差額, 遞延税項負債被確認,惟倘本 集團能控制撥回暫時差額及暫 時差額於可見將來不可能撥回 者除外。

遞延税項資產之帳面值於每個 結算日檢討,並於不再可能有 足夠應課税溢利抵銷將收回之 全部或部份資產時被調低。

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (K) TAXATION (continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### (L) PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

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

#### 3. 主要會計政策(續)

#### (K) 稅項(續)

遞延稅項按償還負債或變現資產之期間預期按結算日已生效或實際上已生效之適用稅率計算。遞延稅項計入或自綜合收益表內扣除,惟倘與直接自權益中扣除或計入權益之項目有關,則亦於權益中處理。

當存在法律上可強制執行之權利可在即期税項負債中抵銷現行税項資產,以及當其與同一稅務機關所徵收之所得稅有關並且本集團擬按淨額基準償還即期稅項資產及負債時,遞延稅項資產及負債將予抵銷。

#### (L) 物業、廠房及設備

物業、廠房及設備以成本減累 計折舊及減值虧損列帳。

其後之成本只會於當可能有與 該項目有關之未來經濟利益將 流入本集團及該項目之成本可 以可靠地計量時列入該項資產 之帳面值或確認為分開之資產 (視乎適用而定)。所有其他維 修及保養於產生之財政期間在 收益表內支銷。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### (L) PROPERTY, PLANT AND EQUIPMENT (continued)

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

Buildings 20 years
Leasehold improvements 2 - 20 years
Plant and machinery 5 - 15 years
Office equipment 5 years
Motor vehicles 5 years

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at each balance sheet date.

Construction in progress represents buildings under construction and plant and machinery pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant assets, and is recognised in the income statement.

#### 3. 主要會計政策(續)

### (L) 物業、廠房及設備

物業、廠房及設備之折舊,按 足以撇銷其成本減剩餘價值之 比率,於估計可使用年期內使 用直線法計算,主要可使用年 期如下:

樓宇20年租賃物業裝修2至20年廠房及機器5至15年辦公室設備5年車輛5年

剩餘價值、可使用年期及折舊 方式於每一結算日檢討並作出 適當調整。

在建物業指在建樓宇及待安裝 之廠房及機器,並按成本扣除 減值虧損列帳。折舊於相關資 產可動用時開始。

出售物業、廠房及設備之收益 或虧損乃指出售所得款項淨額 與相關資產帳面值兩者之差 額,並於收益表內確認。

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (M) INVENTORIES

Inventories are stated at the lower of cost and net realised value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realised value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

## (N) RECOGNITION AND DERECOGNITION OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised in the balance sheet when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in equity is recognised in the income statement.

#### 3. 主要會計政策(續)

#### (M) 存貨

存貨按成本及可變現淨值兩者 中較低者入帳。成本乃按加權 平均法釐定,而製成品及在製 品之成本包括原材料、直接 資以及所有按適當比例計算之 間接費用及(如適用)承包費。 可變現淨值按於正常業務範圍 之估計售價減估計完工成本計 預計出售時需要產生之成本計 算。

#### (N) 確認及取消確認金融 工具

金融資產及金融負債於本集團 成為工具之合約條款之訂約方 時於資產負債表確認。

倘從資產收取現金之合約權利 已到期;本集團轉讓資產確之絕大部份風險及回報達 本集團並未轉讓或保留資報。 有權之絕大部份風險及留資資報 作已不再擁有資產之控制。 取消確認金融資產時,資產 取消確認金融資產時,於 取首與已收及應收代價之差 類 及直接於權益確認之累計損益 將於收益表中確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

## (N) RECOGNITION AND DERECOGNITION OF FINANCIAL INSTRUMENTS (continued)

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

#### (O) INVESTMENTS

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs except in the case of financial assets at fair value through profit or loss.

### (i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are either investments held for trading or designated as at fair value through profit or loss upon initial recognition. These investments are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in the income statement.

#### 3. 主要會計政策(續)

#### (N) 確認及取消確認金融 工具(續)

當有關合約所訂明責任獲解除、註銷或屆滿時,金融負債將被解除確認。已確認之金融負債帳面值與已付代價間之差額於收益表中確認。

#### (O) 投資

倘根據合約買賣投資,而合約 條款規定該投資須於有關市場 所定時限內交付投資,則該投 資將按交易日基準確認及取消 確認。該投資初步按公平值加 直接應佔交易成本計算,惟按 公平值計入損益之金融資產則 除外。

#### (i) 按公平值計入損益之 金融資產

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (O) INVESTMENTS (continued)

#### (ii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets not classified as trade and other receivables, held-to-maturity investments or financial assets at fair value through profit or loss. Available-for-sale financial assets are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised directly in equity, until the investments are disposed of or are determined to be impaired, at which time the cumulative gains or losses previously recognised in equity are recognised in the income statement.

Impairment losses recognised in the income statement for equity investments classified as available-for-sale financial assets are not subsequently reversed through the income statement. Impairment losses recognised in the income statement for debt instruments classified as available-for-sale financial assets are subsequently reversed and recognised in the income statement if an increase in the fair value of the instruments can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investments that do not have a quoted market price in a active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition.

#### 3. 主要會計政策(續)

#### (O) 投資(續)

#### (ii) 可供銷售金融資產

可未收或金資產因產確出後之表銷售為、平產可按投損直被告別項公資。後等的,或以計資及到入衍售值平按損直被於益計,對與其與損生金計值於投為內入對人行售值平接關認益計值於投益金融量變權資減確收並應資之融資。動益被值認益

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### (P) TRADE AND OTHER RECEIVABLES

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in the income statement.

Impairment losses are reversed in subsequent periods and recognised in the income statement when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

#### 3. 主要會計政策(續)

#### (P) 貿易及其他應收款項

於往後期間,倘應收款項之可 收回金額增加與確認減值後所 發生之事件客觀相關,則可撥 回減值虧損並於收益表內確 認,惟於撥回減值當日之應收 款項帳面值不得高於倘並無確 認減值之攤銷成本。

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (Q) CASH AND CASH EQUIVALENTS

For the purpose of the cash flow statement, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which 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.

### (R) FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out in (s) to (u) below.

#### (S) TRADE AND OTHER PAYABLES

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### 3. 主要會計政策(續)

#### (Q) 現金及現金等價物

#### (R) 金融負債及股本工具

金融負債及股本工具乃根據所訂立合約安排之內容及香港財務報告準則對金融負債和股本工具之定義分類。股本工具乃證明於本集團經扣除所有負債後之資產中擁有剩餘權益之任何合約。下文第(s)至(u)段載列就特定金融負債及股本工具採納之會計政策。

#### (S) 貿易及其他應付款項

貿易及其他應付款項初步按其 公平值列帳,其後採用實際利 息法按其攤銷成本計量,除非 貼現之影微乎其微,在該種情 況下,貿易及其他應付款項以 成本列帳。

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (T) BORROWINGS

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

#### (U) EQUITY INSTRUMENTS

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

## (V) DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING

Derivatives are initially recognised at fair value on the contract date and are subsequently measured at fair value.

The Group designates the derivatives as hedges of a particular risk associated with a recognised liability or a highly probable forecast transaction.

Changes in the fair value of derivatives that are designated and effective as cash flow hedges are recognised directly in equity. Any ineffective portion is recognised immediately in the income statement. The Group's policy with respect to hedging the foreign currency risk of a firm commitment is to designate the hedging relationship as a cash flow hedge.

#### 3. 主要會計政策(續)

#### (T) 借款

借款最初乃按公平值(扣除已 產生之交易成本)確認,其後 以實際利息法按攤銷成本列 帳。

除非本集團有權無條件將債務 結算日期遞延至結算日後至少 十二個月,否則借款將被劃分 為流動負債。

#### (U) 股本工具

本公司發行之股本工具乃按已 收所得款項(扣除直接發行成 本)入帳。

#### (V) 衍生金融工具及對沖 會計處理

衍生工具於合約日期以公平值 初步確認,其後以公平值計 量。

本集團指定衍生工具作為對沖 已確認負債或非常可能預測之 交易而產生之特定風險。

被指定並有效作為現金流對沖 之衍生工具之公平值變動直接 於權益中確認。任何無效之部 份即時於收益表中確認。本集 團為對沖堅定承擔之外幣風險 而採取之政策乃指定對沖關係 為現金流對沖。

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

## (V) DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING (continued)

If the cash flow hedge of a firm commitment or forecasted transaction results in the recognition of a non-financial asset or a liability, then, at the time the asset or liability is recognised, the associated gains or losses on the derivative that had previously been recognised in equity are included in the initial measurement of the asset or liability.

For hedges that do not result in the recognition of a non-financial asset or a liability, amounts deferred in equity are recognised in the income statement in the same period in which the hedged item affects the income statement.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or the hedge no longer qualifies for hedge accounting. At that time, for forecast transactions, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to the income statement for the period.

#### 3. 主要會計政策(續)

#### (V) 衍生金融工具及對沖 會計處理(續)

倘堅定承擔或預測交易的現金 流對沖導致確認非金融資產或 負債,則於確認資產或負債 時,之前已於權益確認的衍生 工具的有關盈虧,計入資產或 負債的初次計量。

就並無導致確認非金融資產或 負債的對沖而言,在權益遞延 的款額於對沖項目影響收益表 的同期在收益表確認。

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (W) LEASES

#### (i) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments (net of any incentives received from the lessor) are expensed in the income statement on a straight-line basis over the lease term.

#### (ii) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

The corresponding liability to the lessor is included in the balance sheet as obligation under finance leases. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

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

#### 3. 主要會計政策(續)

#### (W) 租賃

#### (i) 經營租賃

經營租賃是指擁有權之 絕大部份風險之租 由出租人保留之租租 租金在扣除自出租後 取之任何獎勵金 租約期內以直 線法在 拉 数 表 中 支 銷 。

#### (ii) 融資租賃

以融資租賃下之資產與 自置資產同樣按其估計 可使用年期計算折舊。

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### (X) PROVISIONS AND CONTINGENT LIABILITIES

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

#### 3. 主要會計政策(續)

#### (X) 撥備及或然負債

倘過去事項導致本集團須承擔 現有法定或既定責任,而履行 有關責任可能須撥付經濟利 益,並能可靠地作出估計,則 就不確定時限或金額之負債確 認撥備。倘金錢時間值屬重 大,撥備乃按預期解決責任之 支出之現值呈列。

倘撥付經濟利益之可能性不 大,或無法可靠地估計其金額 時,債務將作為或然負債予以 披露,除非撥付經濟利益之可 能性極微。只可以某一件或以 上之未來事件之發生或不發生 確定是否存在之可能責任亦披 露為或然負債,除非導致經濟 流出之可能性很低。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (Y) RELATED PARTIES

A party is related to the Group if:

- directly or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the Group; has an interest in the Group that gives it significant influence over the Group; or has joint control over the Group;
- (ii) the party is an associate;
- (iii) the party is a joint venture;
- (iv) the party is a member of the key management personnel of the Company or its parent;
- (v) the party is a close member of the family of any individual referred to in (i) or (iv);
- (vi) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); or
- (vii) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

#### 3. 主要會計政策(續)

#### (Y) 關連人士

任何一方如屬以下情況,即視 為本集團之關連人士:

- (i) 該方透過一間或多間中 介公司,直接或間接或 制本集團、受本集團受 制或與本集團受同一 控制;於本集團擁有權 益,並可藉著該權益對 本集團行使重大影響 力;或共同控制本集 團;
- (ii) 該方為聯營公司;
- (iii) 該方為合營公司;
- (iv) 該方為本公司或其母公 司之主要管理人員其中 一名成員:
- (v) 該方為(i)或(iv)所述之任 何人士之家族之近親;
- (vi) 該方為一間實體,直接 或間接受(iv)或(v)所述之 任何人士控制或共同控 制,或(iv)或(v)所述之任 何人士直接或間接對該 實體行使重大影響力或 擁有重大投票權;或
- (vii) 該方為終止僱用後福利 計劃,乃為本集團或屬 於其關連人士之任何實 體之僱員福利而設。

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (Z) SEGMENT REPORTING

A segment is a distinguishable component of the Group that is engaged either in providing products and 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, the Group has determined that business segments be presented as the primary reporting format and geographical segments as the secondary reporting format.

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 the segment.

Unallocated costs mainly represent corporate expenses. Segment assets consist primarily of property, plant and equipment, prepaid land lease payments, other assets, inventories, trade and other receivables, prepayments and deposits, pledged bank deposits and bank and cash balances. Segment liabilities exclude primarily obligation under financial leases and other financial liabilities.

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 enterprises within a single segment. Intersegment pricing is based similar terms as those available to other external parties.

#### 3. 主要會計政策(續)

#### (Z) 分部呈報

分部乃本集團業務中可加以區別之組成部份,若非以業務劃分所提供之產品或服務(業務分部),則以特定經濟環境內提供產品或服務劃分(地區分提供產品或服務劃分(地區分部),其中所承受之風險及享有之回報不同於其他分部。

根據本集團之內部財務報告, 本集團已選擇業務分部資料作 為主要呈報方式及地區分部資 料作為次要呈報方式。

分部收益、支出、資產及負債 於抵銷集團內公司間結餘及交 易前予以釐定,作為綜合帳目 過程之一部份工作,惟該等集 團內公司間之結餘及交易乃屬 於集團公司之間於單一分部內 之往來。分部間定價乃基於提 供予其他外部人士之相似條 款。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (Z) SEGMENT REPORTING

(continued)

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

### (AA) EVENTS AFTER THE BALANCE SHEET DATE

Events after the balance sheet date that provide additional information about the Group's position at the balance sheet date or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the balance sheet date that are not adjusting events are disclosed in the notes to the financial statements when material.

### 4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

### KEY SOURCES OF ESTIMATION UNCERTAINTY

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

#### 3. 主要會計政策(續)

#### (Z) 分部呈報(續)

分類資本開支指期內購入預計 可使用超過一段期間之分部資 產(包括有形及無形資產)所產 牛之成本總額。

#### (AA)結算日後事項

提供有關本集團於結算日後財務狀況之額外資料或可顯示持續經營基準之假設並不恰當之結算日後事項屬調整事項,並在財務報表中反映。並不屬於調整事項之結算日後事項如屬重大,則會在財務報表附註中披露。

#### 4. 重要判斷及主要估計

#### 不確定估計之主要來源

下文討論有關未來之主要假設及於 結算日之其他主要不確定估計來 源,而該等假設及不確定估計存在 導致下一財政年度之資產及負債帳 面值須作出重大調整之重大風險。

### 4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

### KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

### (a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives and residual values, and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. Management will revise the depreciation charge where useful lives or residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

#### (b) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. The carrying amount of goodwill at the balance sheet date was approximately HK\$3,955,617,000. Details of the Group's goodwill are stated in Note 17 to the financial statements.

### 4. 重要判斷及主要估計 (續)

#### 不確定估計之主要來源 (續)

#### (a) 物業、廠房及設備與折舊

#### (b) 商譽減值

釐定商譽有否減值需估計獲分配商譽之現金產生單位之使用價值,在計算使用價值時,本集團需估計該現金產生單位產生之未來現金流量,並以適當之貼現率計算其現值。於結算日,商譽之帳面值約約3,955,617,000港元。本集團之商譽詳情列載於財務報表附註17。

### 4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

### KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

### (c) Impairment loss on trade and other receivables and loan receivables

The Group makes impairment loss on receivables based on assessments of the recoverability of the trade and other receivables and loan receivables, including the current creditworthiness, the past collection history and securities (if any) of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment loss on receivables requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and loan receivables and impairment loss on receivables in the year in which such estimate has been changed.

### (d) Allowance for inventories and net realisable value of inventories

Allowance for inventories is made based on the aging and estimated net realised value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and write-down/write-back in the year in which such estimate has been changed.

### 4. 重要判斷及主要估計 (續)

#### 不確定估計之主要來源 *(續)*

#### (c) 貿易及其他應收款項及應 收貸款之減值虧損

#### (d) 存貨撥備及存貨可變現淨 值

存貨撥備乃按存貨之帳齡及估計可變現淨值計提。撥備金額的評估需要作出判斷及估計。 若實際結果有別於最初估計, 則有關差額將影響於該估計改 變的年度內存貨的帳面值及撇 減/撥回。

### 4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

### KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

## (d) Allowance for inventories and net realisable value of inventories (continued)

Net realised value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expense. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to the severe market environment. The Group will reassess the estimates by each balance sheet date.

#### (e) Fair value of derivatives

As disclosed in Note 28 to the financial statements, the assumptions for determining the fair value of derivatives are made based on quoted market rates adjusted for specific features of the instrument.

#### (f) Income taxes

Significant estimates are required in determining the provisions for income taxes and deferred tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

### 4. 重要判斷及主要估計 (續)

#### 不確定估計之主要來源 (續)

#### (d) 存貨撥備及存貨可變現淨 值(續)

存貨之可變現淨值指日常業務 過程中之估計售價減估計完成 之成本及銷售開支。該等估計 根據當時市況及生產及銷售同 類產品之過往經驗而定,或會 因客戶品味轉變及競爭對手因 應嚴峻市況作出之行動而有重 大轉變。本集團將於各結算日 前重新檢討該等估計。

#### (e) 衍生工具之公平值

誠如財務報表附註28所披露, 衍生工具公平值之估計乃根據 市場所報利率為假設基準,並 就工具之特定功能作調整。

#### (f) 所得稅

在作出所得税及遞延税項撥備 時本集團需進行大量的估計工 作。在日常業務過程中有很多 交易及計算,其最終的稅務決 定存在不確定性。倘若這些稅 務事項的最終結果和最初記錄 的金額存在差異,則該差異將 對其確定期間的所得稅和遞延 稅項撥備產生影響。

#### 5. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks, including foreign currency risk, price risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise the potential adverse effects on the Group's financial performance. The directors have established management policies, guidelines and control procedures to manage the Group's exposure to such risks.

#### (A) FOREIGN CURRENCY RISK

The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than the functional currency of respective Group entities, such as HK\$ and USD. The Group had entered into currency swaps to hedge its exposure to foreign currency risk arising from certain of its HK\$ and USD bank borrowings (Notes 26 and 28). The Group currently does not have a foreign currency hedging policy in respect of other foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging other significant foreign currency exposure should the need arise.

#### 5. 財務風險管理

本集團之活動使其面對各種財務風險,包括外幣風險、價值風險、信質風險、流動資金風險及利率風險。本集團之整體風險管理計劃專注於金融市場未能預見之因素及尋求盡量降低對本集團財務表現之潛在不利影響。董事已採取管理本集團面對的該等風險。

#### (A) 外幣風險

## 5. FINANCIAL RISK MANAGEMENT (continued)

#### (A) FOREIGN CURRENCY RISK

(continued)

At 31 December 2008, if the RMB had weakened 7% (2007: 7%) against HK\$ and USD with all other variables held constant, the impact on profit after tax and other component of the equity are summarised in the following table. The sensitivity analysis includes outstanding foreign currency denominated monetary items and currency swaps designated as cash flow hedges and adjusts their translation at the year end for a 7% (2007: 7%) change in foreign currency rates. A positive number indicates an increase in profit and other equity. If the RMB had strengthened 7% (2007: 7%) against HK\$ and USD with all other variables held constant, there would be an equal and opposite impact on profit after tax and other component of the equity, and the balances below would be negative.

#### 5. 財務風險管理(續)

#### (A) 外幣風險(續)

於二零零八年十二月三十一 日,倘人民幣對港元及美元貶 值7%(二零零七年:7%),假 設其他可變因素保持不變,對 税後溢利及其他權益部份之影 響於下表概述。此敏感度分析 包括未償還外幣計值貨幣項目 及指定為現金流對沖之外幣掉 期,並於年末就7%(二零零七 年:7%)之外幣匯率變動調整 其換算。正數顯示溢利及其他 權益增加。倘人民幣對港元及 美元升值7%(二零零七年: 7%),假設其他可變因素保持 不變,將對稅後溢利及其他權 益部份產生相應反面影響,而 下列結餘將為負數。

	Impact of HK\$ 港元影響		Impact 美元	of USD 影響
	2008	2007	2008	2007
	二零零八年	二零零七年	二零零八年	二零零七年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Profit after tax 税後溢利	22,038 <sup>(i)</sup>	21,328 <sup>(i)</sup>	6,667 <sup>(i)</sup>	3,451 <sup>(i)</sup>
Other equity 其他權益	31,258 <sup>(ii)</sup>	33,011(ii)	46,485 <sup>(ii)</sup>	48,652 <sup>(ii)</sup>

#### 5. FINANCIAL RISK MANAGEMENT 5. 財務風險管理(續) (continued)

#### (A) FOREIGN CURRENCY RISK (continued)

- This is mainly a result of the foreign exchange gain on financial assets at fair value through profit or loss, loan receivable, bank and cash balances, trade and other payables, bank borrowings and obligations under finance leases denominated in HK\$ and USD not subject to cash flow hedges at year end.
- This mainly arises from the changes in fair value of derivative instruments designated as cash flow hedges in relation to the Group's bank borrowings.

#### (B) PRICE RISK

The Group's equity investments classified as financial assets at fair value through profit or loss which are measured at fair value at each balance sheet date and expose the Group to equity security price risk.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the balance sheet date.

If the prices had been 5% higher/lower, the Group's profit after tax for the year ended 31 December 2008 would be increased/decreased by approximately HK\$283,000 (2007: HK\$16,002,000) as a result of the changes in fair value of financial assets at fair value through profit or loss.

#### (A) 外幣風險(續)

- 此影響主要由年末時並 無作出現金流對沖,且 以港元及美元計值之按 公平值計入損益之金融 資產、應收貸款、銀行 及現金結餘、貿易及其 他應付款項、銀行借款 及融資租賃承擔之匯兑 收益所致。
- 此影響主要由指定為本 集團銀行借款之現金流 對沖之衍生工具公平值 變動所致。

#### (B) 價格風險

本集團之股本投資歸類為按公 平值計入損益之金融資產,於 各結算日按公平值計量,令本 集團面對股本證券價格風險。

以下敏感度分析乃根據於結算 日之股本價格風險而編製。

倘價格上升/下跌5%,本集 團截至二零零八年十二月三十 一日止年度之税後溢利將增加 /減少約283,000港元(二零零 七年:16,002,000港元)。此 乃由於按公平值計入損益之金 融資產公平值變動所致。

### 5. FINANCIAL RISK MANAGEMENT (continued)

#### (C) CREDIT RISK

The carrying amount of the bank and cash balances including pledged bank deposits, trade and other receivables, deposits and investments and loan receivables included in the consolidated balance sheet represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

The Group's credit risk is primarily attributable to its trade receivables. The Group has policies in place and the exposure to credit risk is managed through the application of credit approvals, credit limits and monitoring process. The Group's senior management performs on-going credit evaluation and regularly reviews the recoverable amount of each individual trade debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts.

The credit risk on bank and cash balances is limited because the counterparties are mainly banks with high credit-ratings assigned by international credit-rating agencies.

Loan receivable from employees as disclosed in Note 20 to the financial statements will be repaid when the shares awarded to the employees, which are held by an administrator appointed by the Company, are disposed of. The Group's senior management performed regular review on the recoverable amount of loan receivables to ensure that adequate impairment losses are recognised.

#### 5. 財務風險管理*(續)*

#### (C) 信貸風險

綜合資產負債表內包括已抵押 銀行存款之現金及銀行結餘、 貿易及其他應收款項、按金、 投資及應收貸款之帳面值,即 本集團就其金融資產面對之最 高信貸風險。

本集團並無重大集中信貸風 險,有關風險已分散至眾多對 手方及客戶。

本集團的信貸風險主要涉及其 貿易應收款項。本集團訂有政 策,並透過批核信貸、釐訂訂 貸限額監察程序管理信貸 險。本公司高級管理層持續進 行信貸評估,定期審閱每項 別貿易債項之可收回金額,以 確保就不可收回之債務確認適 當的減值虧損。

銀行及現金結餘之信貸風險有限,因為對手方主要為獲國際 評級機構給予高度評級之銀 行。

財務報表附註20所披露之應收僱員貸款,將於授予僱員(由本公司委聘之管理人持有)之股份出售後獲償還。本集團之高級管理層定期檢討應收貸款之可收回金額,以確保確認足夠減值虧損。

#### 5. FINANCIAL RISK MANAGEMENT 5. 財務風險管理(續) (continued)

#### (D) LIQUIDITY RISK

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserve of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis of the Group's financial liabilities is as follows:

#### (D) 流動資金風險

本集團之政策為定期監察現有 及預期之流動資金需要,以確 保其維持足以應付短期及較長 遠流動資金需要之現金儲備。

本集團金融負債之到期日分析 如下:

		Less than 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至二年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元
At 31 December 2008	於二零零八年 十二月三十一日			
Bank borrowings	銀行借款	896,250	725,092	93,177
Obligations under finance lease	融資租賃承擔	17,151	11,964	7,289
Trade and other payables	貿易及其他應付款項	923,479	_	_
Other financial liabilities	其他金融負債	53,396	27,290	_
At 31 December 2007	於二零零七年			
	十二月三十一日			
Bank borrowings	銀行借款	355,962	493,970	589,079
Obligations under	融資租賃承擔			
finance lease		18,461	16,001	18,833
Trade and other payables	貿易及其他應付款項	947,857	_	_
Other financial liabilities	其他金融負債	_	77,438	113,374

### 5. FINANCIAL RISK MANAGEMENT (continued)

#### (E) INTEREST RATE RISK

The Group's exposure to interest-rate risk arises from its bank deposits and bank borrowings and obligations under finance leases. The Group's bank deposits and bank borrowings of approximately HK\$494,952,000 (2007: HK\$538,584,000) and of approximately HK\$22,565,000 (2007: Nil) respectively bear interests at fixed interest rates and therefore are subject to fair value interest rate risks. The Directors consider the Group's exposure to interest rate risk on bank deposits and bank borrowings is not significant as interest bearing bank balances and bank borrowings are within short maturity period.

The Group's cash flow interest rate risk primarily relates to variable-rate bank borrowings and obligations under finance leases. The Group had entered into interest rate swaps to hedge against cash flow interest rate risk of certain bank borrowings (Notes 26 and 28). The critical terms of these interest rate swaps are similar to those of hedged bank borrowings. These interest rate swaps are designated as effective cash flow hedges of interest rate risk.

#### 5. 財務風險管理(續)

#### (E) 利率風險

本集團因銀行存款及銀行借款以及融資租賃承擔而面對利率風險。本集團之銀行存款及銀行借款分別約為494,952,000港元(二零零七年:538,584,000港元(二零零七年:538,584,000港元(二零零息),按固定利率風險。由對公平值利率風險。由對以來值利率風險。對則限短,故董事認為本集團因銀行存款及銀行借款而面對之利率風險水平並不重大。

本集團之現金流利率風險主要 與浮息銀行借款及融資租賃承 擔有關。本集團已訂立利率掉 期以對沖若干銀行借款(附註 26及28)之現金流利率風險。 該等利率掉期之主要條款與所 對沖之銀行借款者類似。此等 利率掉期指定為利率風險之有 效現金流對沖工具。

#### 5. FINANCIAL RISK MANAGEMENT 5. 財務風險管理(續) (continued)

#### **(E) INTEREST RATE RISK** (continued)

At 31 December 2008, if the interest rate had been 100 basis point (2007: 100 basis point) lower, with all other variables held constant, the impact on profit after tax and other component of the equity are summarised in the following table. The sensitivity analysis includes outstanding bank borrowings, obligations under finance leases and interest rate swaps designated as cash flow hedges and adjusts the respective interest rates at the year end of 100 basis point (2007: 100 basic point) A positive number indicates an increase in profit and other equity. If the interest rate had been 100 basis point (2007: 100 basis point) higher, with all other variables held constant, there would be an equal and opposite impact on profit after tax and other component of the equity, and the balances below would be negative.

#### (E) 利率風險(續)

於二零零八年十二月三十一 日,倘利率下跌100基點(二零 零七年:100基點),假設其他 可變因素保持不變,對稅後溢 利及其他權益部份之影響於下 表概述。此敏感度分析包括未 償還銀行借款、融資租賃承擔 及指定為現金流對沖之利率掉 期,並於年末調整相應利率 100基點(二零零七年:100基 點)。正數顯示溢利及其他權 益增加。倘利率上升100基點 (二零零七年:100基點),假 設其他可變因素保持不變,將 對税後溢利及其他權益部份產 生相應反面影響,而下列結餘 將為負數。

		2008	200
		二零零八年	二零零七年
		HK\$'000	HK\$'00
		千港元	千港
rofit after tax	税後溢利	5,114 <sup>(i)</sup>	3,61
ther equity	其他權益	(13,806) <sup>(ii)</sup>	(23,03
ther equity	其他權益	(13,806) <sup>(ii)</sup>	(2

- This is mainly a result of the decrease in (i) interest expenses on bank borrowings and obligations under finance leases not subject to cash flow hedges at year end.
- This mainly arises from the changes in fair value of derivative instruments designated as cash flow hedges in relation to the Group's bank borrowings.
- 此影響主要由年末時並 無作出現金流對沖之銀 行借款之利息開支及融 資租賃承擔下降所致。
- 此影響主要由指定為本 集團銀行借款之現金流 對沖之衍生工具公平值 變動所致。

### 5. FINANCIAL RISK MANAGEMENT (continued)

#### (F) FAIR VALUES

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated balance sheet approximate their respective fair values.

### 6. TURNOVER AND OTHER INCOME

The Group is principally engaged in the printing of cigarette packages and manufacturing of transfer/laminated paper and laser film. An analysis of the Group's turnover and other income is as follows:

#### 5. 財務風險管理(續)

#### (F) 公平值

本集團之金融資產及金融負債 之帳面值在綜合資產負債表內 反映,與其各自之公平值相 若。

#### 6. 營業額及其他收入

本集團主要從事卷煙包裝印刷及轉移/複合紙及鐳射膜之製造。本集團之營業額及其他收入分析如下:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Turnover	營業額		
Cigarette packages	卷煙包裝	2,796,994	1,830,536
Transfer/laminated paper and laser film	轉移/複合紙及鐳射膜	325,890	301,785
		3,122,884	2,132,321
Other income	其他收入		
Gain on sales of paper	銷售紙張之收益	14,148	4,683
Gain on sales	銷售廢料之收益	,	1,000
of scrapped materials		15,951	5,529
Interest income	利息收入	20,623	13,850
Compensation received	已收賠償	1,804	1,056
Commission income	佣金收入	-	4,769
Fair value gains on financial	按公平值計入損益之		
assets at fair value	金融資產之		
through profit or loss	公平值收益	-	14,164
Government grants received	已收政府津貼	4,373	4,359
Exchange gain, net	匯兑收益,淨額	23,230	1,194
Sundry income	雜項收入 2000年 2	5,687	3,727
		85,816	53,331

#### 7. NON-OPERATING EXPENSES 7. 非經營開支

	2008	2
	二零零八年	二零零~
	HK\$'000	HK\$'
	千港元	千注
Loss on de-recognition 取消確認按公平值計入損益之		
of financial assets at fair value 金融資產之虧損		
through profit or loss (Note 20) (附註20)	16,531	
Loss on de-registration 取消註冊一間附屬公司之虧損		
of a subsidiary	13,216	

#### 8. FINANCE COSTS

#### 8. 融資成本

		2008	2
		二零零八年	二零零
		HK\$'000	HK\$
		千港元	千
Interest on bank borrowings	銀行借款之利息	74,672	37
Finance lease charges	融資租賃支出	1,921	1
		76,593	38
Fair value gain on	利率掉期之公平值		
interest-rate swaps:	收益:		
Cash flow hedge	現金流對沖		
(transfer from equity)	(轉撥自權益)		
(Note 28)	(附註28)	(13,738)	(14
		62,855	24

#### 9. PROFIT BEFORE TAX

The Group's profit before tax is stated after charging the followings:

#### 9. 税前溢利

本集團之稅前溢利已扣除以下項 目:

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Auditors' remuneration	核數師酬金		
- current	一本年度	3,700	3,500
under-provision in prior year	- 上年度撥備不足	-	200
		3,700	3,700
Impairment losses on receivables	應收款項之減值虧損		
- trade receivables	一貿易應收款項	1,764	648
- other receivables	一其他應收款項	12,922	7,070
other receivables		14,686	7,718
Write down of inventories	撇減存貨	14,633	2,827
Cost of inventories sold (Note a)		2,091,393	1,442,837
Depreciation	折舊	135,437	70,259
Loss on disposals of property,	出售物業、廠房及	100, 101	. 3,233
plant and equipment	設備之虧損	5,528	2,210
Operating lease rentals	有關土地、樓宇及	3,323	_,
in respect of land,	設備之經營		
buildings and equipment	租賃租金	27,229	15,767
Staff costs including	員工成本		,
directors' emoluments	(包括董事酬金)		
- Salaries, bonuses	一薪金、花紅及津貼		
and allowances	791 III 1011 1011 1711 1711	247,553	159,089
- Retirement benefit	一退休福利計劃供款		100,000
scheme contributions		11,099	8,506
- Cash-settled	- 現金結算以股份為		Í
share-based payments	基礎之付款		
(reversal)/expense	(撥回)/開支	(7,258)	7,258
, , , ,		251,394	174,853
Research and	研究及開發成本		
development costs		6,789	6,376
Fair value loss on financial	按公平值計入損益之		
assets at fair value	金融資產之		
through profit or loss	公平值虧損	1,067	_
Loss on de-recognition	取消確認按公平值		
of financial assets at fair value	計入損益之金融資產之		
through profit or loss	虧損	16,531	_
Loss on de-registration	取消註冊一間附屬公司之		

### 9. PROFIT BEFORE TAX (continued) 9. 税前溢利(續)

附註:

Notes:

(a) Cost of inventories sold includes the following which are included in the respective amounts disclosed separately above for the year:

(a) 銷售存貨成本包括下列款額,均 包括在本年度在以上分開披露之 數額中。

		2000	0.
		2008	2
		二零零八年	二零零十
		HK\$'000	HK\$'
		千港元	千》
Operating lease rentals	經營租賃租金	17,833	8,
Staff costs	員工成本	156,064	91,
Depreciation	折舊	116,256	61,
Research and	研究及開發成本		
development costs		5,065	6
Write down of inventories	撇減存貨	14,633	2.

## 10. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

Directors' emoluments disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance are as follows:

## 10. 董事及高級行政人員酬金

以下為根據上市規則及香港公司條 例第161條披露之董事酬金:

	<b>2008</b> 二零零八年 <b>HK\$'000</b> 千港元	2007 二零零七年 HK\$'000 千港元
<b></b>		
	491	491
		842
	332	0.2
, ,, , , , , , ,	2,210	2,210
其他酬金		
執行董事		
<ul><li>基本薪金、津貼及實物福利</li></ul>		
	8,150	10,580
一退休福利計劃供款		
	36	63
	11,779	14,186
	執行董事 -基本薪金、津貼及實物福利	1

# 10. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (continued)

The emoluments of each Director for the years ended 31 December 2008 and 2007 are set out below:

## 10. 董事及高級行政人員酬金 (續)

每名董事於截至二零零八年及二零 零七年十二月三十一日止年度之酬 金載列如下:

		Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及 其他福利 HK\$'000 千港元	Discretionary bonus 酌情花紅 HK\$'000 千港元	Retirement benefits scheme contributions 退休福利 計劃供款 HK\$'000 千港元	<b>Total</b> 總計 HK\$'000 千港元
Name of Director	董事姓名					
Mr. Chan Chew Keak, Billy Mr. Chan Sai Wai Mr. Ng Sai Kit Mr. Lee Cheuk Yin, Dannis Mr. David John Cleveland Hodge Mr. Saw Kee Team, Alan Mr. Jerzy Czubak (Note a) Mr. Tay Ah Kee, Keith Mr. Au Yeung Tin Wah, Ellis	曾照傑先生 陳世偉先生 吳世杰先生 李卓然先生 David John Cleveland Hodge先生 蘇旗添先生 Jerzy Czubak先生(附註a) 鄭基先生 歐陽天華先生	491 - - 437 376 79 754 729	2,000 1,500 1,650 - - -	- 1,200 900 900 - - - -	- 12 12 12 - - -	491 3,212 2,412 2,562 437 376 79 754 729
Mr. Oh Choon Gan, Eric  Total for 2008	二零零八年總額	727 3,593	5,150	3,000	36	11,779
		<b>Fees</b> <b>袍金</b> HK\$'000 千港元	Salaries and other benefits 薪金及 其他福利 HK\$'000 千港元	Discretionary bonus 酌情花紅 HK\$'000 千港元	Retirement benefits scheme contributions 退休福利 計劃供款 HK\$'000 千港元	<b>Total</b> 總計 HK\$'000 千港元
Name of Director	董事姓名					
Mr. Chan Chew Keak, Billy Mr. Chan Sai Wai Mr. Ng Sai Kit Mr. Li Wei Bo (Note b) Mr. Li Shui Dang (Note c) Mr. Lee Cheuk Yin, Dannis Mr. David John Cleveland Hodge Mr. Peter Roderick Downing (Note d) Mr. Saw Kee Team, Alan (Note e) Mr. Tay Ah Kee, Keith Mr. Au Yeung Tin Wah, Ellis Mr. Oh Choon Gan, Eric	曾照傑先生 陳世偉先生 吳世杰先生 李偉波先生(附註c) 李小黨先生(附註c) 李卓然先生 David John Cleveland Hodge先生 Peter Roderick Downing先生(附註d) 蘇旗添先生(附註e) 鄭基先生 歐陽天華先生 胡俊彥先生	491 - - - 437 197 208 754 729 727		_ 2,400 1,800 - 500 - - - - -	- 12 12 27 - 12 - - - -	491 4,412 3,312 643 514 1,762 437 197 208 754 729 727
Total for 2007	二零零七年總額	3,543	5,880	4,700	63	14,186

#### 10. DIRECTORS' AND SENIOR **EXECUTIVES' EMOLUMENTS** (continued)

Notes:

- Appointed on 16 October 2008 (a)
- Retired on 30 April 2007 (b)
- Resigned on 7 April 2008 (c)
- (d) Resigned on 13 June 2007
- Appointed on 13 June 2007

The five highest paid individuals in the Group during the year include three (2007: five) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining two (2007: Nil) individuals are set out below:

#### 10. 董事及高級行政人員 酬金(續)

- 附註: (a) 於二零零八年十月十六 日獲委任
  - (b) 於二零零七年四月三十 日退任
  - (c) 於二零零八年四月七日 辭任
  - (d) 於二零零七年六月十三 日辭任
  - 於二零零七年六月十三 日獲委任

年內本集團之五名最高薪人士當中 有三名(二零零七年:五名)為董 事,彼等之酬金反映在上文所示之 分析內。其餘兩名(二零零七年: 無)人士之酬金載列如下:

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Basic salaries and other benefits 基本薪金及其他福利 Discretionary bonus 酌情花紅 Retirement benefits 退休福利計劃供款	2,649 950	-
scheme contributions	24	-
	3,623	

The emoluments fell within the following bands:

酬金介乎下列範圍:

#### **Number of individuals** 個人人數

		<b>2008</b> 二零零八年	2007 二零零七年
Nil to HK\$1,000,000	零至1,000,000港元	-	-
HK\$1,000,000 to HK\$2,000,000	1,000,000港元至2,000,000港元	1	-
HK\$2,000,000 to HK\$3,000,000	2,000,000港元至3,000,000港元	1	-

## 10. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (continued)

There was no arrangement under which a Director waived or agreed to waive any emoluments during the year. In addition, no emoluments were paid by the Group to any of the Directors or the highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office.

### 11. RETIREMENT BENEFITS SCHEMES

The Group operates a mandatory provident fund scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group's contributions to the MPF Scheme are calculated at 5% of the salaries and wages subject to a monthly maximum amount of HK\$1,000 per employee and vest fully with employees when contributed into MPF Scheme.

The employees of the Group's subsidiaries established in the People's Republic of China ("PRC") are members of a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of the employees' basic salaries and wages to the central pension scheme to fund the retirement benefits. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees of these subsidiaries. The only obligation of these subsidiaries with respect to the central pension scheme is to meet the required contributions under the scheme.

### 10. 董事及高級行政人員酬金(續)

年內並無董事放棄或同意放棄任何 酬金之安排。此外,本集團並無支 付酬金予任何董事或最高薪人士, 作為其加入本集團或加入後之獎勵 或離職之補償。

#### 11. 退休福利計劃

本集團根據香港強制性公積金計劃 條例為香港所有合資格僱員設立強 制性公積金計劃(「強積金計劃」)。 本集團於強積金計劃之供款乃根據 僱員薪金及工資之5%計算,每名僱 員每月上限為1,000港元,作出強積 金計劃供款後,供款即盡歸僱員所 有。

本集團於中華人民共和國(「中國」) 成立之附屬公司之僱員為地方市。 府管理之中央退休金計劃成員。及 等附屬公司須就僱員基本薪金金 資之若干百分比向中央退休金計劃政 供款作為退休福利基金。地方市現 府承諾承擔該等附屬公司所有現 及未來退休僱員之退休福利義務 此等附屬公司就中央退休金計劃 唯一責任是根據計劃作出所需供 款。

#### 12. INCOME TAX EXPENSES

#### 12. 所得税開支

		<b>2008</b> 二零零八年	二零零
		HK\$'000	HK\$
		千港元	千
Hong Kong Profits Tax	香港利得税	1,019	
PRC corporate income tax	中國企業所得税		
- current	一即期	116,746	70
- over provision in prior year	一上年度超額撥備	(981)	
Withholding tax (Note 29)	預扣税項(附註29)	33,406	
Other deferred tax (Note 29)	其他遞延税項(附註29)	(3,030)	(1
		147,160	68

Hong Kong Profits Tax is provided at 16.5% (2007: 17.5%) based on the estimated assessable profit for the year ended 31 December 2008.

On 16 March 2007, the National People's Congress approved the Corporate Income Tax Law of the PRC ("New CIT Law"), which became effective from 1 January 2008. Under the New CIT Law, the standard corporate income tax rate is 25%, replacing the previous applicable rate of 33%.

截至二零零八年十二月三十一日止年度乃就估計應課税溢利按16.5% (二零零七年:17.5%)税率就香港利得税作出撥備。

於二零零七年三月十六日,全國人 民代表大會批准中國企業所得税法 (「新企業所得税法」),並已自二零 零八年一月一日起生效。根據新企 業所得税法,標準企業所得税率為 25%,取代先前之適用税率33%。

## 12. INCOME TAX EXPENSES (continued)

On 26 December 2007, the State of Council of the PRC passed an "Notice on the Implementation of Corporation Income Tax Transition Preferential Treatment" ("Notice on Transition Period") Guofa (2007) No. 39 ("Circular 39") which sets out details of how existing preferential income tax rates will be adjusted to the 25% standard rate under the New CIT Law. According to the Notice on Transition Period, certain PRC enterprises of the Group with tax holiday not fully utilized will be allowed to continue to receive benefits of the full exemption from a reduction in income tax rate until expiry of the tax holiday, after which, the 25% standard rate under the New CIT Law will apply.

Circular 39 also states that the existing preferential income tax rate of 18% in 2008 pertaining to certain subsidiaries will be adjusted to the standard rate of 25% in 2012 progressively.

The relevant tax rates for the Group's PRC subsidiaries before the tax holiday range from 15% to 25% (2007: 15% to 24%).

#### 12. 所得税開支 (續)

於二零零七年十二月二十六日,中國國務院通過《關於實施企業所得稅過渡優惠政策的通知》(「過渡期通知」)國發(2007)39號(「通函39」),當中詳述如何根據新企業所得稅率調整至25%標準稅率。根據過渡期通知,本集團若干中國企業之稅務優惠期尚未完結,將可繼續享受所得稅減免之主額豁免優惠,直至優惠期結束止,其後將應用新企業所得稅法之25%標準稅率。

通函39亦訂明與若干附屬公司相關 之二零零八年現有18%優惠所得稅 率將逐步調整至二零一二年之25% 標準稅率。

本集團中國附屬公司於享有稅務優惠前之有關稅率介乎15%至25%(二零零七年:15%至24%)。

### 12. INCOME TAX EXPENSES (continued)

Further under the New CIT Law, from 1 January 2008, non-resident enterprises without an establishment or place of business in the PRC or which have an establishment or place of business in the PRC but whose relevant income is not effectively connected with the establishment or a place of business in the PRC, will be subject to withholding tax at the rate of 10% (unless reduced by treaty) on various types of passive income such as dividend derived from sources within the PRC. As the entire Group's foreign-invested enterprises are directly or indirectly wholly or partial owned by a Hong Kong incorporated subsidiary, a rate of 5% is applicable to the calculation of this withholding tax on dividend according to Comprehensive Arrangement for the Avoidance of Double Taxation on Income and Prevention of Fiscal Evasion between PRC and Hong Kong, and Guoshihan (2009) No.81.

According to the notice Cai Shui {2008} No.1 released by the Ministry of Finance and the State Administration of Taxation, distributions of the pre-2008 retained profits of a foreign-invested enterprise to a foreign investor in 2008 or after are exempt from withholding tax. Accordingly, the retained profits at 31 December 2007 in the Group's foreign-invested enterprises' books and accounts will not be subject to withholding tax on dividend at 5% on future distribution.

#### 12. 所得税開支 (續)

此外,根據新企業所得税法,由二 零零八年一月一日起,在中國境內 未設立機構、場所,或雖在中國境 內設立機構、場所但取得之所得收 入與其在中國境內所設機構、場所 沒有實際聯繫之非居民企業,將須 就多種被動收入(如源於中國境內之 股息)按10%(除非按税收協定減免) 繳納預扣税項。由於本集團所有外 商投資企業乃由一間香港註冊成立 之附屬公司直接或間接全資或部份 擁有,故根據《內地和香港關於對所 得税避免雙重徵税和防止偷漏税的 安排》及國税函(2009)81號,就股 份計算此項預扣税項適用之税率為 5% °

根據財政部及國家稅務總局發行之 財稅{2008} 1號通知,外商投資企業 於二零零八年或之後向外國投資者 分派二零零八年前之保留溢利獲豁 免繳納預扣稅項。因此,本集團之 外商投資企業之帳冊及帳目所列之 於二零零七年十二月三十一日保留 溢利毋須就未來分派股息繳納5%之 預扣稅項。

## 12. INCOME TAX EXPENSES (continued)

A reconciliation between the income tax expenses and the product of profit before tax multiplied by the applicable tax rate is as follows:

#### 12. 所得税開支(續)

所得税開支與税前溢利乘以適用税 率之積之對帳如下:

		2008	2007	
		二零零八年	二零零七年	
		HK\$'000	HK\$'000	
		千港元	千港元	
Profit before tax	税前溢利	770,230	467,947	
Tax at applicable	按適用税率25%			
tax rate of 25% (2007: 15%)	(二零零七年:15%)之税款	192,558	70,192	
Tax effect of share	應佔聯營公司溢利之	132,000	70,102	
of profit of associates	税務影響	(43,220)	(10,673)	
Tax effect of non-taxable income		(8,783)	(2,505)	
Tax effect of non-deductible	不可扣除開支之税務影響	(0,100)	(2,000)	
expenses		65,602	34,006	
Tax effect of unrecognised	未確認暫時性差額之税務影響	55,552	0.,000	
temporary differences		1,227	(1,345)	
Tax effect of unused tax losses	不確認未動用税項虧損之	ŕ	( , , ,	
not recognised	税務影響	5,159	7,003	
Tax effect of tax concession	税項寬減及税款退回之税務影響	ŕ	·	
and tax refund		(90,419)	(38,955)	
Over provision in prior year	上年度超額撥備	(981)	(264)	
Withholding tax	預扣税項	33,406	_	
Effect of different tax rates	在其他司法權區經營之			
of subsidiaries operating	附屬公司所適用			
in other jurisdiction	不同税率之影響	(7,389)	10,585	
Income tax expenses	所得税開支	147,160	68,044	

#### 13. EARNINGS PER SHARE

- (a) Basic earnings per share is calculated based on the Group's profit attributable to the equity holders of the Company for the year of approximately HK\$467,303,000 (2007: HK\$353,837,000) and the weighted average number of shares of approximately 1,015,902,000 ordinary shares in issue during the year (2007:814,684,000 shares).
- (b) No diluted earnings per share are presented as the Company did not have any potentially diluted ordinary shares for the years ended 31 December 2008 and 2007.

#### 14. DIVIDENDS

The dividends paid during the year ended 31 December 2008 were HK\$86,995,000, being final dividend of HK8.9 cents per share for year 2007 and HK\$93,964,000, being interim dividend of HK8.9 cents per share for year 2008. The dividends paid during the year ended 31 December 2007 were HK\$100,310,000, being final dividend of HK12.8 cents per share for year 2006 and HK\$54,685,000, being interim dividend of HK7 cents per share for year 2007. A final dividend of HK4.3 cents per share in respect of 2008, amounted to approximately HK\$46,868,000 is proposed by the board of Directors and subject to approval by the shareholders at the Annual General Meeting to be held on 26 May 2009. The proposed final dividends are not recognised as liabilities at 31 December 2008.

#### 13. 每股盈利

- (a) 每股基本盈利乃按本年度之本公司權益持有人應佔溢利約467,303,000港元(二零零七年353,837,000港元)及年內已發行普通股之加權平均股數約1,015,902,000股(二零零七年:814,684,000股)計算。
- (b) 由於本公司截至二零零八年及 二零零七年十二月三十一日止 年度內並無潛在攤薄普通股, 故並無呈列每股攤薄盈利。

#### 14. 股息

截至二零零八年十二月三十一日止 年度內支付之股息為86,995,000港 元(即二零零十年之末期股息為每股 8.9港仙)及93.964,000港元(即二零 零八年之中期股息為每股8.9港 仙)。截至二零零七年十二月三十一 日止年度內支付之股息為 100,310,000港元(即二零零六年之 末期為每股12.8港仙)及54,685,000 港元(即二零零七年之中期股息為每 股7港仙)。董事會將於二零零九年 五月二十六日舉行之股東週年大會 上建議派發二零零八年度末期股息 每股4.3港仙,總股息金額約為 46,868,000港元,惟須待股東批 准。擬派末期股息並無確認為於二 零零八年十二月三十一日之負債。

### 14. DIVIDENDS (continued)

### 14.股息(續)

		<b>2008</b> 二零零八年	200 二零零七:
		HK\$'000 千港元	HK\$'0 千港
Interim dividend paid of HK8.9 cents (2007: HK7.0 cents) per share  Proposed final dividend	已派中期股息 每股8.9港仙 (二零零七年:7.0港仙) 擬派末期股息	93,964	54,68
of HK4.3 cents (2007: HK8.9 cents) per share	無減不期限息 每股4.3港仙 (二零零七年:8.9港仙)	46,868	86,99
		140,832	141,68

### 15. PROPERTY, PLANT AND EQUIPMENT

### 15.物業、廠房及設備

	成本	千港元	千港元	HK\$'000 千港元	HK\$'000 千港元	<b>車輛</b> HK\$'000 千港元	<b>在建工程</b> HK\$'000 千港元	<b>總計</b> HK\$'000 千港元
	成木		17670	17670	17670	17870	17870	17670
Cost								
At 1 January 2007	於二零零七年	00.040	0.070	E00 04E	10.100	10.004		ECO 4E4
Acquisition of subsidiaries	一月一日 收購附屬公司	22,940 100,492	8,876	500,815 313,949	16,189 16,024	13,634 6,160	12,273	562,454 448,898
Additions	牧牌削属ム町 添置	1,416	446	131,081	2,384	4,842	108,918	249,087
Transfer		4,191	183	13,440	124	193	(18,131)	249,007
Disposals/write off	出售/撤銷	(1,565)		(9,944)	(2,098)	(5,798)	(527)	(19,947)
Exchange differences	西 日 / 腻 射 匯 兑 差 額	4,881	614	56,987	1,440	1,032	3,329	68,283
AL 04 December 2007	₩ - 雨雨   左							
At 31 December 2007	於二零零七年	400.055	40.404	4 000 000	04.000	00.000	105.000	4 000 775
	十二月三十一日	132,355	10,104	1,006,328	34,063	20,063	105,862	1,308,775
Acquisition of subsidiaries	收購附屬公司							
(Note 17)	(附註17)	12,780	-	51,759	896	2,486	1,023	68,944
Additions	添置	357	33,565	35,915	4,584	6,525	95,244	176,190
Transfer	轉撥	59,254	3,250	98,936	6,520	-	(167,960)	-
Disposals/write off	出售/撤銷	-	(6,444)	(11,393)	(1,653)	(2,407)	-	(21,897)
Exchange differences	匯兑差額	6,909	583	49,985	1,519	935	5,067	64,998
At 31 December 2008	於二零零八年							
	十二月三十一日	211,655	41,058	1,231,530	45,929	27,602	39,236	1,597,010
Accumulated depreciation	累計折舊							
At 1 January 2007	於二零零七年							
•	一月一日	1,120	2,454	68,037	7,582	7,530	_	86,723
Charge for the year	本年度折舊	2,352	1,693	59,487	3,700	3,027	-	70,259
Disposals/write off	出售/撇銷	(124)	-	(3,314)	(1,709)	(5,466)	-	(10,613)
Exchange differences	匯兑差額	152	226	7,271	525	360	-	8,534
At 31 December 2007	於二零零七年							
	十二月三十一日	3,500	4,373	131,481	10,098	5,451	-	154,903
Charge for the year	本年度折舊	8,900	2,933	111,623	7,205	4,776	_	135,437
Disposals/write off	出售/撤銷	(99)		(2,761)	(876)	(550)	_	(7,978)
Exchange differences	匯 兑 差額	215	184	6,923	431	277	-	8,030
At 31 December 2008	於二零零八年							
ALOT December 2000	十二月三十一日	12,516	3,798	247,266	16,858	9,954	-	290,392
Carrying amount	帳面值							
At 31 December 2008	<b>阪山山</b> 於二零零八年							
At 01 December 2000	十二月三十一日	199,139	37,260	984,264	29,071	17,648	39,236	1,306,618
At 31 December 2007	於二零零七年							
ALST December 2007	だ <u></u> → 令 て サ 十二月三十一日	128,855	5,731	874,847	23,965	14 610	105,862	1 152 070
	1-/1-1	120,000	3,731	014,041	23,900	14,612	100,002	1,153,872

The Group's buildings are situated in the PRC.

本集團之樓宇乃位於中國。

### 15. PROPERTY, PLANT AND EQUIPMENT (continued)

At 31 December 2008, the carrying amounts of property, plant and equipment held by the Group under finance leases were approximately HK\$128,069,000 (2007: HK\$148,279,000) (Note 27). The Group's property, plant and equipment with carrying amount of approximately HK\$328,886,000 (2007: HK\$64,310,000) were pledged as security for the Group's banking facilities (Note 33) as at 31 December 2008.

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

### 15. 物業、廠房及設備 (續)

於二零零八年十二月三十一日,本 集團根據融資租賃持有之物業、廠 房及設備之帳面值約為128,069,000 港元(二零零七年:148,279,000港元)(附註27)。本集團帳面值約為 328,886,000港元(二零零七年: 64,310,000港元)之物業、廠房及設 備已抵押作為本集團於二零零八年 十二月三十一日之銀行信貸(附註 33)之抵押品。

本集團根據不可撤銷經營租賃之應 收最低租賃款項總額如下:

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	2,998	2,443
In the second to	第二至第五年		
fifth years, inclusive	(包括首尾兩年)	7,391	-
After five years	五年後	14,782	-
		25,171	2,443

The Group leased out certain buildings to a related company under operating leases. The average lease term is 14 years (2007: 1 year). All leases are on a fixed rental basis and do not include contingent rentals.

本集團根據經營租賃向一間關連公司租出若干樓宇,租約期平均為14年(二零零七年:一年)。所有租賃均以固定租金為基準,不包括或然租金。

### 16. PREPAID LAND LEASE PAYMENTS

### 16. 預付租賃土地款項

		2008	2
		二零零八年	二零零
		HK\$'000	HK\$
		千港元	千
At 1 January	於一月一日	42,402	13
Acquisition of subsidiaries	收購附屬公司		
(Note 17)	(附註17)	9,704	27
Additions	添置	-	
Amortisation of prepaid	預付租賃土地款項之攤銷		
land lease payments		(1,185)	
Exchange differences	匯兑差額	2,109	1
At 31 December	於十二月三十一日	53,030	42
Current portion	流動部份	(1,345)	(1
Non-current portion	非流動部份	51,685	41

The Group's prepaid land lease payments represent payments for land use rights in the PRC under medium term leases.

The Group's prepaid land lease payments with carrying amount of approximately HK\$29,486,000 were pledged as security for the Group's banking facilities (Note 33) as at 31 December 2008.

本集團之預付租賃土地款項指按中期租賃持有之中國土地使用權之付款。

本集團帳面值約為29,486,000港元 之預付租賃土地款項已抵押作為本 集團於二零零八年十二月三十一日 之銀行信貸(附註33)之抵押品。

#### 17. GOODWILL

### 17. 商譽

		HK\$'000 千港元
At 1 January 2007	於二零零七年一月一日	1,276,615
Acquisition of subsidiaries	收購附屬公司	1,293,183
Exchange differences	匯兑差額	181,975
At 31 December 2007	於二零零七年十二月三十一日	2,751,773
Adjustment to fair value of	上年度所收購附屬公司之	
net assets of subsidiaries	資產淨值公平值調整	
acquired in prior year		149,061
Acquisition of subsidiaries	收購附屬公司	938,670
Release on de-registration	取消註冊一間附屬公司時撥回	
of a subsidiary		(21,500)
Exchange differences	匯兑差額	137,613
At 31 December 2008	於二零零八年十二月三十一日	3,955,617

During 2008 the Group acquired the entire issued share capital of Purple Art Limited ("Purple Art"), which directly owned 100% equity interest in Hangzhou Weicheng Printing Co. Limited ("HZ Weicheng") at a total consideration of RMB350,000,000 (equivalent to approximately HK\$400,006,000) which was satisfied as to approximately HK\$200,006,000 by the allotment and issue of 34,189,000 new shares of HK\$0.01 each of the Company at an issue price of HK\$5.85 per share (Note 30(e)) and as to the balance by cash. The adoption of HK\$5.85 per share as the fair value of shares issued by the Company at the date of exchange was based on a fair value assessment made by the board of Directors, taking into consideration all aspects of the acquisition and significant factors influencing the negotiations. The board of Directors considered the published price of the Company's shares at the date of exchange is not a suitable indicator of fair value of the shares issued for the acquisition due to the thinness of the market of the Company's issued shares.

於二零零八年,本集團收購Purple Art Limited(「Purple Art」), 其直接 擁有杭州偉成印刷有限公司(「杭州 偉成」)100%股權之全部已發行股 本,代價為人民幣350,000,000(相 等於約400,006,000港元),透過以 每股5.85港元之發行價配發及發行 本公司34,189,000股每股面值0.01 港元之新股份(附註30(e))支付約 200,006,000港元,而餘額則以現金 支付。採用每股5.85港元為本公司 於交易日期所發行股份之公平值, 乃基於董事會經考慮收購各方面及 影響磋商之重大因素後,所作出之 公平值評估。由於本公司已發行股 份市場交投量低,故董事會認為交 易日期本公司股份之報價並非就收 購所發行股份之公平值之適當指 標。

### 17. GOODWILL (continued)

The Group also acquired a 25% equity interest in Sure Rise Group Limited ("Sure Rise"), and a 49% equity interest in Smart Apex Group Limited ("Smart Apex") at a consideration of RMB290,000,000 (equivalent to approximately HK\$330,632,000) and approximately HK\$311,321,000 respectively.

The net assets acquired from the various transactions, and the goodwill arising, are as follows:

### 17. 商譽 (續)

Acquiree's

本集團亦收購了必昇集團有限公司(「必昇」)之25%股權及俊峰集團有限公司(「俊峰」)之49%股權,代價分別為人民幣290,000,000(相等於約330,632,000港元)及約311,321,000港元。

於多項交易中已收購資產淨值及所 產生之商譽如下:

	carı	Acquiree's rying amount before combination 合併前被收購公司之帳面值	Fair value adjustments 公平值調整 HK\$'000 干港元	Fair value 公平值 HK\$'000 千港元
Net assets acquired:	已收購之資產淨值:			
Property, plant and equipment	物業、廠房及設備			
(Note 15)	(附註15)	54,761	14,183	68,944
Interest in an associate	於一間聯營公司之權益	146	_	146
Prepaid land lease payments	預付租賃土地款項 (附註16)		9,704	9,704
(Note 16) Inventories	存貨	25,671	(2,384)	23,287
Trade and other receivables	貿易及其他應收款項	105,298	(2,304)	105,298
Prepayments and deposits	預付款項及按金	1,350	_	1,350
Bank and cash balances	銀行及現金結餘	150,977	_	150,977
Trade and other payables	貿易及其他應付款項	(240,953)	_	(240,953)
Current tax liabilities	本期税項負債	(2,833)	_	(2,833)
Deferred tax liabilities (Note 29)	遞延税項負債(附註29)	_	(5,600)	(5,600)
NET ASSETS Goodwill on acquisition	資產淨值 收購商譽	94,417	15,903	110,320 938,670
Total consideration	總代價			1,048,990
Total consideration, satisfied by	總代價,以下列方式支付			
Share consideration	股份代價			200,006
Cash consideration	現金代價			841,953
Direct cost relating	與收購有關之直接成本			011,000
to the acquisition				7,031
				1,048,990
Net cash outflow arising on acquisition	因收購產生之淨現金流出			
Cash consideration paid	已支付之現金代價			(841,953)
Direct cost relating to the acquisition	與收購有關之直接成本			(7,031)
Bank and cash balances acquired	已收購之銀行及現金結愈	<b></b>		150,977
				(698,007)

### 17. GOODWILL (continued)

The new subsidiaries and associates contributed approximately HK\$91,142,000 to the Group's turnover and approximately HK\$19,389,000 to the Group's profit after tax for the period between the date of acquisition and the balance sheet date.

If the acquisitions had been completed on 1 January 2008, total Group turnover would have been increased by approximately HK\$213,841,000 and profit after tax for the year would have been increased by approximately HK\$45,027,000. The proforma information is for illustrative purposes only and is not necessarily an indicative turnover and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2008, nor is it intended to be a projection of future results.

### 17. 商譽 (續)

新附屬公司及聯營公司於自收購日至結算日期間為本集團之營業額及税後溢利分別貢獻約91,142,000港元及約19,389,000港元。

倘收購於二零零八年一月一日完成,本集團總營業額將增加約213,841,000港元·年度稅後溢利將增加約45,027,000港元。備考資料僅供說明用途,未必顯示倘收購於二零零八年一月一日完成本集團將實際錄得之營業額及經營業績,亦不用於預測未來之業績。

### 17. GOODWILL (continued)

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units ("CGUs") that are expected to benefit from that business combination. Before recognition of impairment losses, the carrying amount of goodwill had been allocated as follows:

### 17. 商譽 (續)

由於業務合併所取得的商譽會於收 購時分配到預期其將受惠於該業務 合併的各現金產生單位(「現金產生 單位」)。在確認減值虧損前,商譽 帳面值分配如下:

		2008 二零零八年 HK\$'000 千港元	二零零 HK\$ 千
Printing of cigarette packages	卷煙包裝印刷		
Qingdao Leigh-Mardon	青島黎馬敦包裝有限公司		
Packaging Co., Ltd. ("Qingdao LMPP")	(「青島黎馬敦」)	202,812	192
Beijing Leigh-Mardon Pacific	北京黎馬敦太平洋包裝有限公司	202,012	10.
Packaging Co., Ltd.	(「北京黎馬敦」)		
("Beijing LMPP") World Grand Holdings Limited	偉建集團有限公司(「偉建」)及	50,230	47
("World Grand") and	昆明偉建彩印有限公司		
Kunming World Grand Colour	(「昆明偉建」)		
Printing Co., Ltd. ("Kunming World Grand")		1,235,667	1 17
Xiangfan Jinfeihuan Colour	襄樊金飛環彩色包裝有限公司	1,235,667	1,17
Packing Co., Ltd. ("XF Jinfeihuan")	(「襄樊金飛環」)	68,923	59
Shenzhen Guilian Printing Limited	深圳貴聯印刷有限公司(「深圳貴聯」)及		
("SZ Guilian") and Shenzhen Kecai Printing	深圳市科彩印務有限公司 (「深圳科彩」)		
Co., Ltd. ("SZ Kecai")	(1 2/4 2/11년 12 2 )	615,193	527
Bengbu Jinhuangshan	蚌埠金黃山凹版印刷	·	
Rotogravure Printing Co., Ltd.	有限公司(「蚌埠金黃山」)	004.005	47
("BB Jinhuangshan") Changde Goldroc Rotogravure	常德金鵬凹版印刷有限公司	204,085	17
Printing Co., Ltd. ("CD Goldroc")	(「常德金鵬」)	630,142	540
HZ Weicheng, Sure Rise and	杭州偉成、必昇及俊峰		
Smart Apex		936,085	
		3,943,137	2,719
Manufacturing of transfer/	轉移/複合紙及鐳射膜製造		
laminated paper and laser film Xian Great Sky Laser Hologram	西安大天激光圖像有限公司		
Co., Ltd. ("Xian Hologram")	(「西安大天」)	1,150	
Zhaotong Antong Package	昭通安通包裝材料有限公司		
Material Co., Ltd. ("ZT Antong") Changde Jinfurong Aluminum	(「昭通安通」) 常德金芙蓉鋁箔包裝有限公司	11,330	1(
Foil Packing Material Co., Ltd.	市怎业大谷珀汨巴教有限公司	_	20
		12,480	3:
			0.55
		3,955,617	2,75

### 17. GOODWILL (continued)

The recoverable amounts of the CGUs are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and budgeted gross margin and turnover during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. Budgeted gross margin and turnover are based on past practices and expectations on market development.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with the residual period using the growth rate of range from 2% to 5% (2007: 5%).

The rate used to discount the forecast cash flows are as follows:

### 17. 商譽 (續)

現金產生單位的可收回金額乃按使用值計算而釐定。使用價值計算之主要假設乃關於貼現率、增長率及期內之預算毛利率及營業額。本集團採用反映現時市場對貨幣時間價值及現金產生單位之特定風險之評估的稅前貼現率以估計貼現率。預算毛利率及營業額則根據過往常規及預期市場發展釐定。

本集團編製之現金流量預測摘錄自經董事批准對未來五年之最近期財政預算,而餘下期間則根據增長率介乎2%至5%(二零零七年:5%)推算。

用作貼現預測現金流量之比率如 下:

	2008	2007
	二零零八年	二零零七年
	HK\$'000	HK\$'000
	千港元	千港元
Printing of cigarette packages   卷煙包裝印刷 Manufacturing of   轉移/複合紙及	<b>13.4%</b> 鐳射膜製造	14.3%
transfer/laminated paper and laser film	13.4%	14.3%

### 18. INTERESTS IN ASSOCIATES

### 18.於聯營公司之權益

		2008	20
		二零零八年	二零零七
		HK\$'000	HK\$'(
		千港元	千渚
Unlisted investments in the PRC:	於中國之非上市投資:		
Share of net assets	應佔資產淨值	373,350	321,2

Details of the Group's associates at 31 December 2008 are as follows:

於二零零八年十二月三十一日,本 集團聯營公司之詳情如下:

Name	Place of incorporation/operation	Particulars of registered capital	Percentage of interest held/profit sharing 所持權益	Principal activities
名稱	註冊成立/ 營業地點	註冊資本詳情	溢利攤分 百分比	主要業務
Nanjing Sanlong Packaging Co., Ltd ("NJ Sanlong")	PRC	US\$2,100,000	48%/48%	Printing of cigarette
南京三隆包裝有限公司 (「南京三隆」)	中國	2,100,000美元	48% / 48%	packages 卷煙包裝 印刷
CD Goldroc	PRC	RMB163,052,000	48.85%/45%	Printing of cigarette
常德金鵬	中國	人民幣163,052,000	48.85% / 45%	packages 卷煙包裝 印刷
Sure Rise	BVI	US\$100	25%/25%	Investment holding
必昇	英屬處女群島	100美元	25%/25%	投資控股
Smart Apex	BVI	US\$100	49%/49%	Technology supporting
俊峰	英屬處女群島	100美元	49%/49%	技術支援

### 18. INTERESTS IN ASSOCIATES (continued)

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

### 18.於聯營公司之權益 (續)

本集團之聯營公司之財務資料概要 如下:

	Assets 資產	Liabilities 負債	Equity 權益	Revenue 收益	Profit 溢利
	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
2008					
二零零八年					
100 per cent	1,301,696	(480,865)	820,831	1,708,676	373,426
百分之一百					
Group's effective interest	574,216	(200,866)	373,350	776,148	172,878
本集團之實際權益					
2007					
二零零七年					
100 per cent	1,009,829	(315,091)	694,738	646,733	152,317
百分之一百					
Group's effective interest	470,906	(149,697)	321,209	303,593	71,152
本集團之實際權益					

## 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 19. 按公平值計入損益之金融資產

		2008	2
		二零零八年	二零零
		HK\$'000	HK\$
		千港元	千
Equity securities, at fair value	股本證券,以公平值		
Listed in Hong Kong	於香港上市	_	313
Listed outside Hong Kong	於香港以外上市	5,658	6
Market value of listed securities	上市證券之市值	5,658	320

The above financial assets are designated as at fair value through profit or loss on initial recognition.

The fair values of listed securities are based on current bid prices.

上述金融資產於初步確認時乃指定 為按公平值計入損益。

上市證券之公平值乃以當時買入價 計算。

#### 20. LOAN RECEIVABLES

On 13 June 2007, the Company adopted an employees' share award scheme (the "Scheme") under which shares (the "Awarded Shares") of the Company may be awarded to certain employees of the Group (the "Selected Employees") in accordance with the terms and conditions imposed by the Board of the Company. The Scheme is valid and effective for a term of 10 years commencing on 13 June 2007. Pursuant to the rules of the Scheme, an administrator has been appointed to administer the Scheme and hold the Awarded Shares. On or after the vesting date, the Selected Employees shall be entitled to sell in whole or in part of his/her Awarded Shares through the administrator and receive the gain on the disposal of his/her Awarded Shares, being the excess of sales proceeds over the acquisition costs of the Awarded Shares purchased by the Company, together with the related income attributable to the Awarded Shares disposed. Accordingly, fair vale of the Awarded Shares of approximately HK\$313,324,000 was recognised by the Group as at 31 December 2007.

In June 2008, the Company made clarifications with the Selected Employees on certain terms and operation mechanism of the Scheme. In summary:

- (a) Neither the Company, the administrator nor the Selected Employees shall have any voting rights to the Company's shares purchased by the administrator to the Scheme.
- (b) All the beneficial interests and risks of the shares purchased under the Scheme are designated to the Selected Employees upon the purchase of the Company's shares.

### 20. 應收貸款

於二零零七年六月十三日,本公司 採納一項僱員股份獎勵計劃(「計 劃」);據此,本公司可根據本公司 董事會制訂之條款及條件向本集團 若干僱員(「獲選僱員」)授予股份 (「獎勵股份」)。計劃自二零零七年 六月十三日開始有效及生效,為期 十年。根據計劃規則,管理人已獲 委任管理計劃及持有獎勵股份。於 歸屬日期或之後,獲選僱員可透過 管理人出售其全部或部份獎勵股 份,並收取出售其獎勵股份之收 益,即出售所得款項超過本公司購 買獎勵股份之購買成本之金額,連 同所出售獎勵股份應佔之相關收 入。因此,本集團於二零零七年十 二月三十一日確認獎勵股份之公平 值約313.324.000港元。

於二零零八年六月,本公司向獲選 僱員釐清計劃若干條款及運作機 制。概括而言:

- (a) 本公司、管理人及獲選僱員概 不擁有計劃管理人所購買之本 公司股份之任何投票權。
- (b) 於購買本公司股份後,根據計劃所購買之股份之一切實益權益及風險歸屬獲選僱員。

### 20. LOAN RECEIVABLES (continued)

(c) The funds made available by the Company to the administrator (the "Fund") for purchases of Company's shares in accordance with the Scheme are advances made by the Company to the Selected Employees.

After the aforementioned clarifications, the Company considered that the Fund made by the Company to assist the Selected Employees to purchase the Awarded Shares should be accounted for as loan receivables from the Selected Employees. The loan receivables, bear interest at average fixed rates of approximately 3.5% per annum and will be repaid when the Awarded Shares are disposed of. Any gain or loss on disposal of the Awarded Shares shall be accounted to or borne by the Selected Employees. Accordingly, the Fund was de-recognised as financial assets at fair value through profit or loss and loan receivables are recognised when the clarified Scheme became effective and as a result a net loss of approximately HK\$16,531,000 was recognised during current year.

### 21. AVAILABLE-FOR-SALE FINANCIAL ASSET

Available-for-sale financial asset represents a club membership in the PRC.

As no quoted market prices in an active market is available, the available-for-sale financial asset is carrying at cost less any identified impairment.

### 20. 應收貸款(續)

(c) 本公司就根據計劃購買本公司 股份而向管理人提供之資金 (「資金」),為本公司向獲選僱 員提供之塾款。

於釐清上述事宜後,本公司認為,本公司提供以助獲選僱員購買買貨金應列作應收獲選僱員購買員公應列作應收獲選僱員所包含金應列作應收獲選僱利售。應收貸款按平均固定年利售人。出售獎勵股份之任何收由,資金已收勵股份。出售獎關僱員承擔。因此,資金已取消資金已取消資金。以其一次經釐清計劃生效時確認應與約16.531.000港元。

### 21. 可供銷售金融資產

可供銷售金融資產指一項位於中國 的會籍。

由於並無活躍市場報價,故可供銷售金融資產按成本減任何已識別減值列帳。

#### 22. INVENTORIES

### 22. 存貨

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Raw materials	原材料	196,788	158,853
Work in progress	在製品	74,209	47,793
Finished goods	製成品	107,696	109,536
		378,693	316,182

### 23. TRADE AND OTHER RECEIVABLES

The general credit terms of the Group granted to its trade customers range from one month to three months. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the senior management. An aging analysis of trade receivables, based on the invoice date, net of allowances, is as follows:

### 23. 貿易及其他應收款項

本集團給予貿易客戶之賒帳期一般 介乎一至三個月。本集團致力持續 嚴格控制未償還應收款項。高級管 理層定期審查過期結餘。貿易應收 款項(按發票日期及扣除撥備)之帳 齡分析如下:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Current to 30 days 31 to 90 days Over 90 days	即期至30日	427,489	398,716
	31至90日	133,908	236,111
	超過90日	40,702	113,618
Trade receivables Bills receivables (Note 33) Other receivables	貿易應收款項	602,099	748,445
	應收票據(附註33)	152,066	58,758
	其他應收款項	118,885	27,021
		873,050	834,224

At 31 December 2008

### 23. TRADE AND OTHER RECEIVABLES (continued)

An analysis of allowance for estimated irrecoverable trade receivables is as follows:-

### 23. 貿易及其他應收款項 (續)

估計不可收回貿易應收款項之撥備 分析如下:-

HK\$'000

886

		千港元
At 1 January 2007	於二零零七年一月一日	218
Allowance for the year	年度撥備	648
Exchange differences	匯兑差額	43
At 31 December 2007	於二零零七年十二月三十一日	909
Allowance for the year	年度撥備	1,764
Write off	撇銷	(1,860)
Exchange differences	匯兑差額	73

於二零零八年十二月三十一日

As of 31 December 2008, trade receivables of HK\$40,702,000 (2007: HK\$113,618,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. An aging analysis of these trade receivables is as follows:

於二零零八年十二月三十一日, 40,702,000港元(二零零七年: 113,618,000港元)之貿易應收款項 已過期但未減值。該等款項與若干 最近並無拖欠記錄之獨立客戶有 關。該等貿易應收款項之帳齡分析 如下:

		2008	2
		二零零八年	二零零
		HK\$'000	HK\$
		千港元	千:
Up to 6 months	最多六個月	31,428	109
Over 6 months	超過六個月	9,274	3
		40,702	113
		10,102	

At 31 December 2008, bill receivables of approximately HK\$18,502,000 (2007: Nil) were pledged to banks to secure banking facilities granted to the Group (Note 33).

於二零零八年十二月三十一日,約 18,502,000港元(二零零七年:無) 之應收票據已抵押予銀行,作為授 予本集團銀行信貸之抵押品(附註 33)。

## 24. PLEDGED BANK DEPOSITS AND BANK AND CASH BALANCES

The bank deposits of approximately HK\$494,952,000 (2007: HK\$538,584,000) carry fixed interest rates ranged from 0.1% to 4.1% (2007: 1.5% to 4.2%) and therefore are subject to fair value interest rate risk. The Group's pledged bank deposits represented deposits pledged to banks to secure banking facilities granted to the Group (Note 33).

Included in the pledged bank deposits and bank and cash balances is an amount of approximately HK\$553,386,000 as at 31 December 2008 (2007: HK\$340,907,000) denominated in RMB. Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

### 24. 已抵押銀行存款及銀 行及現金結餘

約494,952,000港元(二零零七年:538,584,000港元)之銀行存款按介乎0.1%至4.1%(二零零七年:1.5%至4.2%)之固定利率計息,故面對公平值利率風險。本集團之已抵押銀行存款為已抵押予銀行之存款,以作為授予本集團銀行信貸之抵押(附註33)。

列入已抵押銀行存款及銀行及現金 結餘之款項包括一項於二零零八年 十二月三十一日約為553,386,000港 元(二零零七年:340,907,000港元) 之人民幣款項。人民幣兑換為外幣 須受中國外匯管制規則及結匯、售 匯及付匯管理規定所規限。

### 25. TRADE AND OTHER PAYABLES

An aging analysis of trade payables, based on the date of invoices, is as follows:

### 25. 貿易及其他應付款項

貿易應付款項(按發票日期)之帳齡 分析如下:

		2008	2
		二零零八年	二零零
		HK\$'000	HK\$
		千港元	千
Current to 30 days	即期至30日	296,765	180
31 to 90 days	31至90日	157,563	123
Over 90 days	超過90日	13,445	39
Trade payables	貿易應付款項	467,773	343
Bills payables - secured	應付票據-有抵押	118,576	127
Other payables	其他應付款項	337,130	476
		923,479	947

### 26. BANK BORROWINGS

### 26.銀行借款

		2000	0007
		2008	2007 二零零七年
		二零零八年 HK\$'000	—令令七十 HK\$'000
		千港元	千港元
		十冶九	一 一 一 一 一 一 一 一 一
D 11	△□ <= 44; ±5	4 000 074	1 400 005
Bank loans	銀行貸款	1,639,374	1,438,905
Bank overdrafts	銀行透支	-	106
		1,639,374	1,439,011
Secured (Note 33)	有抵押(附註33)	513,180	368,590
Unsecured	無抵押	1,126,194	1,070,421
		1,639,374	1,439,011
The borrowings are	借款到期日如下:一		
repayable as follows:-			
On demand or within one year	按要求或於一年內	842,491	355,962
In the second year	第二年	706,774	493,970
In the third to fifth years,	第三至第五年		
inclusive	(包括首尾兩年)	90,109	589,079
		1,639,374	1,439,011
Less: Amount due for	減:十二個月內		
settlement within 12 months	到期償還款項		
(shown under current liabilities)	(於流動負債項下列示)	(842,491)	(355,962)
Amount due for settlement	十二個月後到期償還款項		
after 12 months		796,883	1,083,049

### 26. BANK BORROWINGS (continued)

The carrying amounts of the Group's borrowings are denominated in the following currencies:-

### 26. 銀行借款 (續)

本集團借款以下列貨幣計值之帳面 額如下:

		HK\$ 港元 HK\$'000	<b>RMB</b> 人民幣 HK\$'000	<b>USD</b> 美元 HK\$'000	EUR 歐元 HK\$'000	Total 總計 HK\$'000
		千港元	千港元	千港元	千港元	千港元
2008 Bank loans	<b>二零零八年</b> 銀行貸款	629,435	377,786	621,732	10,421	1,639,374
2007	二零零七年					
Bank loans	銀行貸款	457,957	356,631	624,317	_	1,438,905
Bank overdrafts	銀行透支	106	_	_	_	106
		458,063	356,631	624,317	_	1,439,011

The ranges of effective interest rates at 31 December were as follows:

於十二月三十一之實際利率範圍如 下:

		<b>2008</b> 二零零八年	2007 二零零七年
Bank loans Bank overdrafts	銀行貸款	2.75% - 8.32%	4.25% - 8.02%
	銀行透支	-	7.00%

Bank borrowings of approximately HK\$22,565,000 (2007: Nil) are arranged at fixed interest rate thus exposing the Group to fair value interest rate risk. Bank borrowings of approximately HK\$1,616,809,000 (2007: HK\$1,439,011,000) are arranged at floating rates, thus exposing the Group to cash flow interest rate risk. The Group has entered into currency and interest rate swaps to exchange USD loans of approximately HK\$621,732,000 and HK\$ loans of HK\$430,000,000 to RMB loans and to exchange variable rate interest of these loans to fixed rate interest in order to hedge against the cash flow currency and interest rate risks (Note 28).

約22,565,000港元(二零零七年:無)之銀行借款按固定利率籌措,使本集團承受公平值利率風險。約1,616,809,000港元(二零零七年:1,439,011,000港元)之銀行借款按浮動利率籌措,故本集團面對現境浮動利率籌措,故本集團已分別就掉換美元及美元貸款為人民幣貸款訂立約621,732,000港元及430,000,000港元之貨幣及利率掉期,以將該等貸款之浮動利率掉換為固定利率,從而對沖現金流外幣及利率風險(附註28)。

### 27. OBLIGATIONS UNDER FINANCE 27. 融資租賃承擔 LEASES

	payn	m lease nents 賃付款	of mil	nt value nimum ayments 付款現值
	<b>2008</b> 二零零八年 <b>HK\$'000</b> 千港元	2007 二零零七年 HK\$'000 千港元	<b>2008</b> 二零零八年 <b>HK\$'000</b> 千港元	2007 二零零七年 HK\$'000 千港元
Within one year — 一年內 In the second to fifth 第二年至第五年 years, inclusive (包括首尾兩年)	17,151 19,253	21,060 37,241	16,103 18,633	18,461 34,834
Less: future finance 減:未來 charges 融資支出	36,404 (1,668)	58,301	34,736 N/A	53,295 N/A
Present value of lease 租賃承擔現值 obligations  Less: Amount due for 減:十二個月	34,736	53,295	34,736	53,295
settlement within 內到期償還 12 months (shown 之款項(於流動 under current liabilities) 負債項下列示) Amount due for settlement 十二個月後到期 after 12 months 償還之款項			(16,103)	(18,461)

The lease terms range from 2 to 5 years.

At 31 December 2008, the average effective borrowing rate was 4.0% (2007: 5.5%). All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

The Group's obligations under finance leases are effectively secured as the rights to the leased assets (Note 15) revert to the lessor in the event of default and guarantees executed by two subsidiaries. All finance lease obligations are denominated in HK\$.

租賃期介乎二至五年。

於二零零八年十二月三十一日,平均實際借貸利率為4.0%(二零零七年:5.5%)。所有租賃採用固定償還基準,且概無就或然租金付款達成安排。

本集團之融資租賃承擔實際上作為租賃資產(附註15)權利轉回出租人作為兩間附屬公司違約及其作出之擔保之抵押。所有融資租賃承擔以港元計算。

## 28. OTHER FINANCIAL ASSETS/ (LIABILITIES)

### 28.其他金融資產/(負債)

		Current 流動		current 充動
	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	<b>2008</b> 二零零八年 <b>HK\$'000</b> 千港元	2007 二零零七年 HK\$'000 千港元
Derivatives under hedge accounting 衍生工具  Cash flow hedges 現金流對沖 - Interest rate swaps 一利率打	1	23,056	655	19,734
Cash flow hedges 現金流對沖 - Foreign currency — 外幣指 swaps		-	(27,290)	(190,812)

### 28. OTHER FINANCIAL ASSETS/ (LIABILITIES) (continued)

#### Interest rate swaps:

The Group used interest rate swaps to minimise its exposure to cash flow risk of certain of its variable rate HK\$ and USD bank borrowings by swapping the borrowings from variable rates to fixed rates. The interest rate swaps and the corresponding borrowings have the same terms and the Directors consider that the interest rate swaps are highly effective hedging instruments. Major terms of the interest rate swaps are set out below:

### 28.其他金融資產/(負債)(續)

#### 利率掉期:

本集團使用利率掉期,透過將其若 干浮動利率港元及美元銀行借款由 浮動利率掉為固定利率,以減輕該 等借款之現金流風險。利率掉期與 相應借款具相同條款,董事認為利 率掉期乃高度有效之對沖工具。利 率掉期主要條款載列如下:

Notional amount	Maturity	Swaps
面額	到期	掉期
USD20,000,000	semi-annually from May 2008 to May 2010	USD 6 months Libor + 0.93% for 2.75%
20,000,000美元	由二零零八年五月至	2.75%與美元六個月倫敦銀行同業拆息 +
	二零一零年五月每半年	0.93%互換
USD17,000,000	semi-annually from May 2008 to May 2010	USD 6 months Libor + 0.93% for 2.85%
17,000,000美元	由二零零八年五月至	2.85%與美元六個月倫敦銀行同業拆息+
	二零一零年五月每半年	0.93%互換
USD40,000,000	semi-annually from May 2008 to May 2010	USD 6 months Libor + 0.93% for 3.25%
40,000,000美元	由二零零八年五月至	3.25%與美元六個月倫敦銀行同業拆息+
	二零一零年五月每半年	0.93%互換
USD3,000,000	semi-annually from May 2008 to May 2010	USD 6 months Libor + 0.93% for 2.85%
3,000,000美元	由二零零八年五月至	2.85%與美元六個月倫敦銀行同業拆息 +
	二零一零年五月每半年	0.93%互換
HK\$273,000,000	semi-annually from February 2008 to August 2010	HK\$ 6 months Hibor + 0.93% for 2.85%
273,000,000港元	由二零零八年二月至	2.85%與港元六個月香港銀行同業拆息 +
	二零一零年八月每半年	0.93%互換
HK\$157,000,000	semi-annually from February 2008 to August 2010	HK\$ 6 months Hibor + 0.93% for 0.30%
157,000,000港元	由二零零八年二月至	0.30%與港元六個月香港銀行同業拆息 +
	二零一零年八月每半年	0.93%互換

At the balance sheet date, fair value gain of approximately HK\$3,073,000 (2007: HK\$37,675,000) have been deferred in equity and are expected to release to the consolidated income statement at various dates in the coming two years after the balance sheet date, the period in which the repayment of bank interests are expected to occur.

於結算日,約3,073,000港元(二零零七年:37,675,000港元)公平值收益已於權益內遞延,並預計將於結算日後未來兩年(即預計銀行利率償還期間)若干日期撥入綜合收益表內。

### 28. OTHER FINANCIAL ASSETS/ (LIABILITIES) (continued)

The fair values of interest rate swaps are measured at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates.

#### Foreign currency swaps:

**Notional amount** 

At the balance sheet date, the Group had the following foreign exchanges swaps designated as highly effective hedging instruments in order to manage the Group's foreign currency exposure in relation to certain foreign currency bank borrowings.

The terms of the foreign exchange swaps have been negotiated to match the terms of the respective designated hedged items.

#### Major terms of these contracts are as follows:

面額	到期
USD20,000,000	2009-2010
20,000,000美元	二零零九年至二零一零年
USD17,000,000	2009-2010
17,000,000美元	二零零九年至二零一零年
USD40,000,000	2009-2010
40,000,000美元	二零零九年至二零一零年
USD3,000,000	2009-2010
3,000,000美元	二零零九年至二零一零年
HK\$273,000,000	2009-2010
273,000,000港元	二零零九年至二零一零年
HK\$157,000,000	2009-2010
157,000,000港元	二零零九年至二零一零年

### 28.其他金融資產/(負 債) (續)

利率掉期公平值按以利率報價得出 之適用收益曲線估計及貼現之未來 現金流量之現值計量。

#### 外幣掉期:

於結算日,本集團有下列外幣掉期 指定為高度有效對沖工具,以管理 本集團與若干外幣銀行借款之外幣 風險。

外幣掉期之條款以配合相應指定對 沖項目之條款為依歸磋商。

#### 該等合約主要條款如下:

:	Maturity 到期	Swaps 掉期
00	2009-2010	USD1/RMB7.6589
元	二零零九年至二零一零年	1美元/人民幣7.6589
00	2009-2010	USD1/RMB7.6602
元	二零零九年至二零一零年	1美元/人民幣7.6602
00	2009-2010	USD1/RMB7.6284
元	二零零九年至二零一零年	1美元/人民幣7.6284
)	2009-2010	USD1/RMB7.6070
;	二零零九年至二零一零年	1美元/人民幣7.6070
00	2009-2010	HK\$1/RMB0.9732
元	二零零九年至二零一零年	1港元/人民幣0.9732
00	2009-2010	HK\$1/RMB0.9540
元	二零零九年至二零一零年	1港元/人民幣0.9540

### 28. OTHER FINANCIAL ASSETS/ (LIABILITIES) (continued)

At the balance sheet date, fair value loss of approximately HK\$65,133,000 (2007: HK\$190,010,000) have been deferred in equity and are expected to be released to the consolidated income statement at various dates in the coming two years after the balance sheet date, the period in which the repayment of bank borrowings are expected to occur.

The fair values of foreign currency swaps are measured using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts.

During the year, gains and losses transferred from equity to profit or loss are included in the following line items in the consolidated income statement:

### 28.其他金融資產/(負債)(續)

於結算日,約65,133,000港元(二零零七年:190,010,000港元)公平值虧損已於權益內遞延,並預計將於結算日後未來兩年(即預計銀行借款償還期間)若干日期撥入綜合收益表內。

外幣掉期公平值採用遠期匯率報價 及以配合合約到期日之利率報價得 出之收益曲線計量。

於年內,由權益轉撥至損益之收益 及虧損已計入綜合收益表內下列項 目:

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Other income	其他收入	(31,511)	(802)
Finance costs (Note 8)	融資成本(附註8)	13,738	14,231
		(17,773)	13,429

### 29. DEFERRED TAX LIABILITIES

The following are the major deferred tax liabilities recognised by the Group.

### 29. 遞延税項負債

下表為本集團所確認之主要遞延税 項負債。

		Accelerated tax depreciation 加速税項	Revaluation of property plant and equipment 重估物業、	Interests in associates 於聯營公司	Withholding tax	Total
		<b>折舊</b> HK\$'000 千港元	<b>廠房及設備</b> HK\$'000 千港元	<b>之權益</b> HK\$'000 千港元	<b>預扣税項</b> HK\$'000 千港元	<b>總計</b> HK\$'000 千港元
At 1 January 2007	於二零零七年一月一日	-	17,726	-	-	17,726
Acquisition of subsidiaries	收購附屬公司	132	8,883	6,672	-	15,687
Credit to income statement	計入收益表	-	(1,855)	-	-	(1,855)
Exchange differences	匯兑差額	-	279	-	-	279
At 31 December 2007	於二零零七年					
	十二月三十一日	132	25,033	6,672	-	31,837
Acquisition of subsidiaries (Note 17)	收購附屬公司(附註17)	-	5,600	-	-	5,600
Charge/(credit) to income statement	扣除/(計入)收益表	15	(3,045)	-	33,406	30,376
Exchange differences	匯兑差額	-	449	_	-	449
At 31 December 2008	於二零零八年					
	十二月三十一日	147	28,037	6,672	33,406	68,262

### 30. SHARE CAPITAL

### 30.股本

			Number of	
			Shares	Amount
			股份數目	金額
		Note	'000	HK\$'000
		附註	千股	千港元
Authorised:	<i>法定:</i>			
Ordinary shares	每股面值0.01港元			
of HK\$0.01 each	之普通股			
At 1 January	於二零零七年			
and	一月一日及			
31 December 2007	十二月三十一日		1,000,000	10,000
Increase in authorised	法定股本增加		1,000,000	.0,000
share capital	747000 1 177	(a)	1,000,000	10,000
- Charo dapital		(α)	1,000,000	
At 31 December 2008	於二零零八年			
At 31 December 2006			0.000.000	00 000
	十二月三十一日		2,000,000	20,000
Issued and fully paid:	已發行及繳足:			
Ordinary shares	每股面值0.01港元			
of HK\$0.01 each	之普通股			
At 1 January 2007	於二零零七年			
,	一月一日		783,670	7,837
Issue of new shares	發行新股份	(b)	200,000	2,000
Cancellation upon	註銷購回股份	()		_,
repurchase of shares	Har 2437/13 1 1737 173	(c)	(6,198)	(62)
		(-)	(-,,	
At 31 December 2007	於二零零七年			
	十二月三十一日		977,472	9,775
	1 — / 3 — 1 — 1 1		3,	
Issue of new shares	發行新股份	(d)	78,300	783
		(e)	34,189	342
At 31 December 2008	於二零零八年			
	十二月三十一日		1,089,961	10,900

### 30. SHARE CAPITAL (continued)

#### Notes:

- (a) On 15 May 2008, the authorised share capital of the Company was increased from HK\$10,000,000 to HK\$20,000,000 by the creation of additional 1,000,000,000 new shares of HK\$0.01 each.
- (b) On 31 October 2007, 200,000,000 new ordinary shares of HK\$0.01 each were issued at HK\$7.00 per share as part of the consideration for acquisition of 100% shareholding of Brilliant Circle Holdings International Limited ("Brilliant Circle"). The premium on the issue of shares of approximately HK1,398,000,000 was credited to the Company's share premium account.
- (c) During the year ended 31 December 2007, the Company repurchased on the Stock Exchange a total of 6,198,000 ordinary shares of the Company at an aggregate consideration of HK\$69,180,000. All of these shares were cancelled. The premium payable on repurchases of shares was charged to the share premium account.
- (d) Pursuant to a shares subscription agreement dated 20 June 2008, the subscriber, Amcor Fibre Packaging-Asia Pte Limited, subscribed for 78,300,000 new shares of HK\$0.01 each at a subscription price of HK\$8.94 per share on 31 July 2008. The premium on the issue of shares of approximately HK\$699,219,000 was credited to the Company's share premium account, net of share issue expenses of HK\$1,438.000.
- (e) On 31 October 2008, 34,189,000 new ordinary shares of HK\$0.01 each were issued at HK\$5.85 per share as part of the consideration for acquisition of 100% shareholding of Purple Art (Note 17). The premium on the issue of shares of approximately HK\$199,664,000 was credited to the Company's share premium account.
- (f) All shares, both issued and unissued, rank pari passu in all respects at 31 December 2008.

### 30. 股本(續)

#### 附註:

- (a) 於二零零八年五月十五日,本公司 法定股本藉增設1,000,000,000股 每股面值0.01港元之股份由 10,000,000港元增加至20,000,000 港元。
- (b) 於二零零七年十月三十一日,本 集團以每股7.00港元發行 200,000,000股每股面值0.01港元 之新普通股,作為收購貴聯控股 國際有限公司(「貴聯控股」)全部 股權之部份代價。發行股份之溢 價約1,398,000,000港元已計入本 公司之股份溢價帳。
- (c) 截至二零零七年十二月三十一日 止年度內,本公司於聯交所購回 合共6,198,000股本公司之普通 股,總代價為69,180,000港元, 該等股份其後全部註銷。購回股 份之應付溢價自股份溢價帳內扣 除。
- (d) 根據日期為二零零八年六月二十日之股份認購協議,認購人Amcor Fibre Packaging-Asia Pte Limited於二零零八年七月三十一日按認購價每股8.94港元認購78,300,000股每股面值0.01港元之新股份。發行股份之溢價約699,219,000港元已計入本公司之股份溢價帳(已扣除發行股份開支1,438,000港元)。
- (e) 於二零零八年十月三十一日, 34,189,000股每股面值0.01港元 之新普通股按每股5.85港元發 行,作為收購Purple Art全部股權 (附註17)之部份代價。發行股份 之溢價199,664,000港元已計入本 公司之股份溢價帳。
- (f) 於二零零八年十二月三十一日, 所有已發行及未發行股份在各方 面均享有同等地位。

### 30. SHARE CAPITAL (continued)

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Net debt is calculated as total borrowings (as detailed in Notes 26 and 27) less cash and cash equivalents. Adjusted capital comprises all components of equity (i.e. share capital, share premium, minority interests, retained earnings and other reserves) other than debit amounts recognised in equity relating to cash flow hedges.

During 2008, the Group's strategy, which was unchanged from 2007, was to maintain a capital structure with a lowest weighted average cost of capital. The debt-to-adjusted capital at 31 December 2008 and at 31 December 2007 were 13.8% and 16.0%, respectively.

### 30. 股本(續)

本公司管理資金之目標為保障本集 團按持續經營基準經營之能力,並 透過優化債務與權益比例盡量增加 股東回報。

本集團視乎風險按比例設定股本金額。本集團視乎經濟狀況轉變及相關資產之風險特徵管理其資本架構及作出調整。為維持或調整資本架構,本集團可能調整向股東派付之股息、發行新股、購回股份、籌集新債、贖回現有債務或出售資產以削減債務。

本集團根據債務與經調整資本比率 監察資本,有關比率乃以債務淨額 除以經調整資本計算。債務淨額為 總借款(詳載於附註26及27)減現金 及現金等價物計算。經調整資本包 括權益所有部份(如股本、股份溢 價、少數股東權益、保留盈利及其 他儲備),惟有關現金流對沖而於權 益確認之扣除金額除外。

於二零零八年,本集團之策略與二零零七年一致,乃維持一個資本加權平均成本處於最低水平之資本結構。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之債務與經調整資本比率分別為13.8%及16.0%。

### 30. SHARE CAPITAL (continued)

### 30. 股本(續)

		2008	20
		二零零八年	二零零七
		HK\$'000	HK\$'0
		千港元	千港
Total borrowings	總借款	1,674,110	1,492,3
Less: cash and cash equivalents	減:現金及現金等價物	(898,899)	(811,0
Net debt	<b>債務淨額</b>	775,211	681,2
Total equity	總權益	5,575,214	4,092,6
Add: debit amounts	加:有關現金流對沖		
recognised in equity	而於權益確認		
relating to cash flow hedges	之扣除金額	62,060	152,3
Adjusted capital	經調整資本	5,637,274	4,244,9
	/≠ 7k (h) /;;; \m +\m +\m \/\r →     ; \r \r	10.00/	10
Debt-to-adjusted capital	債務與經調整資本比率	13.8%	16.0

The decrease in debt-to-adjusted capital was primarily due to expansion in equity base through shares placement during the year and continuous growth of operating results.

The externally imposed capital requirements of the Group is to maintain a total borrowings to consolidated tangible net worth not higher than 1:1 (2007: 1:1) on 31 December 2008 in accordance with the bank covenant imposed. As at 31 December 2008, ratio for total debt to consolidated tangible net worth was 0.99:1 (2007:0.99:1).

債務與經調整資本比率下降主要由 於年內透過配售股份擴大股本基礎 及經營業績持續增長所致。

外界施加於本集團之資金要求為根據銀行契約將二零零八年十二月三十一日之總借款與綜合有形淨值比率維持於不高於1:1(二零零七年:1:1)。於二零零八年十二月三十一日,總債務與綜合有形淨值比率為0.99:1(二零零七年:0.99:1)。

#### 31. RESERVES

### NATURE AND PURPOSE OF RESERVES

#### (i) Share premium account

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

#### (ii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 3(D) (iii) to the financial statements.

#### (iii) Hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of hedging instruments used in cash flow hedges pending subsequent recognition of the hedged cash flows in accordance with the accounting policy adopted for cash flow hedges in Note 3(V) to the financial statements.

#### (iv) Statutory reserves

The statutory reserves, which are nondistributable, are appropriated from the profit after taxation of the Group's PRC subsidiaries under the applicable laws and regulations in the PRC.

### 31. 儲備

#### 儲備之性質及目的

#### (i) 股份溢價帳

根據開曼群島公司法,本公司 股份溢價帳之資金可供分派予 本公司股東,惟緊隨建議分派 股息日期後,本公司須有能力 償還其於日常業務過程中已到 期之債務。

#### (ii) 匯兌儲備

匯兑儲備包括所有換算外國業務之財務報表而產生之匯兑差額。該儲備乃根據財務報表附註3D(iii)所載列之會計政策處理。

#### (iii) 對沖儲備

對沖儲備是用於現金流量對沖之對沖工具公平值累積變動淨額之有效部份,以待隨後確認已對沖之現金流量,對沖儲備乃根據財務報表附註3(V)所載列之現金流量對沖會計政策處理。

#### (iv) 法定儲備

不可分派之法定儲備乃於本集 團之中國附屬公司根據中國適 用法律及法規繳稅後從溢利撥 款。

### 32. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these financial statements, the Group had the following material related party transactions during the year:

### 32. 關連人士交易

除此等財務報表其他部份所披露者 外,本集團於本年度之重大關連人 士交易如下:

	2008	200
	二零零八年	二零零七年
	HK\$'000	HK\$'00
	千港元	千港
銷售予聯營公司	369,135	219,9
向一間聯營公司採購	47,648	8
向關連公司採購		
	89,043	2,9
收取一間關連公司之		
租金收入	2,697	5
收取一間聯營公司之		
顧問費收入	17,342	
	向一間聯營公司採購 向關連公司採購 收取一間關連公司之 租金收入 收取一間聯營公司之	#K\$'000 千港元  銷售予聯營公司

#### Notes:

- (a) The sales to associates and purchases from an associate and related companies were made under normal commercial terms.
- (b) Rental income received is determined by mutually agreed term between the related company and the Group.
- (c) Consultancy fee income received is determined by mutually agreed term between the associate and the Group.
- (d) An office premises occupied by the Group was provided by a related company at no cost.
- (e) A substantial shareholder and/or his family member has beneficial interests in the abovesaid related companies.

#### 附註:

- (a) 銷售予聯營公司及向一間聯營公司及關連公司採購乃根據一般商業條款進行。
- (b) 已收取租金收入乃按該關連公司 與本集團共同協定之條款釐定。
- (c) 已收取顧問費收入乃按該聯營公司與本集團共同協定之條款釐 定。
- (d) 本集團佔用的辦公室乃由一間關 連公司無償提供。
- (e) 一名主要股東及/或其家庭成員 於上述關連公司擁有實益權益。

### 32. RELATED PARTY TRANSACTIONS (continued)

At balance sheet date, the following balances with related parties were included in:

### 32. 關連人士交易(續)

於結算日,下列關連人士之結餘列 入:

		2008 二零零八年 HK\$'000	2007 二零零七年 HK\$'000
		千港元	千港元
Trade and other receivables: Associates	貿易及其他應收款項: 聯營公司	63,236	78,435
Trade and other payables: Associates A substantial shareholder	貿易及其他應付款項: 聯營公司 一名主要股東	83,591 5,990	69,604 42,537

The amounts due from associates are unsecured, interest free and repayable within 90 days.

The amounts due to associates and a substantial shareholder are unsecured, interest free and have no fixed term of repayment.

應收聯營公司款項為無抵押、免息 及須於90日內償還。

應付聯營公司及一名主要股東款項為無抵押、免息及無固定還款期。

#### 33. BANKING FACILITIES

As at 31 December 2008, banking facilities of the Group are mainly secured by the charge over certain bank deposits (Note 24); property, plant and equipment (Note 15); prepaid land lease payments (Note 16), bills receivable (Note 23); corporate guarantees given by the Company, certain subsidiaries, an associate and a company beneficially owned by a substantial shareholder; personal guarantees executed by a substantial shareholder and his family members and a property held by a substantial shareholder of the Group.

At as 31 December 2007, banking facilities of the Group are mainly secured by the charge over certain bank deposits of the Group (Note 24); property, plant and equipment (Note 15); corporate guarantees given by the Company, an associate and a company beneficially owned by a substantial shareholder; personal guarantees executed by a substantial shareholder and his family members and a property held by a substantial shareholder of the Group.

### 33.銀行信貸

於二零零八年十二月三十一日,本集團之銀行信貸主要以若干銀行行 款之質押(附註24)、物業、廠房及 設備(附註15)、預付租賃土地款 (附註16)、應收票據(附註23)、本 公司、若干附屬公司、一間聯營之 司及由一名主要股東實益擁有一之 理股東及其家族成員作出之個 保及本集團一名主要股東持有之物 業作抵押。

於二零零七年十二月三十一日,本 集團之銀行信貸主要以本集團若干 銀行存款之質押(附註24)、物業、 廠房及設備(附註15)、本公司實業、一 間聯營公司及由一名主要股東度 擁有之一間公司提供之公司擔保 由一名主要股東及其家族成員作出 之個人擔保及本集團一名主要股東 持有之物業作抵押。

### 34. COMMITMENTS

As at 31 December 2008, the Group had the following commitments:

### A. OPERATING LEASE COMMITMENTS

The Group leases certain of its office and factory premises under operating lease arrangements. The original lease terms for the office and factory premises range from one year to fifteen years.

Total future minimum lease payments under noncancellable operating leases are as follows:

### 34.承擔

於二零零八年十二月三十一日,本 集團之承擔如下:

#### A. 經營租賃承擔

本集團根據經營租賃安排租用 若干辦公室及廠房物業。有關 辦公室及廠房物業之原訂租期 介乎一至十五年。

根據不可撤銷經營租賃須支付之未來最低租金總額如下:

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	21,319	21,098
In the second to	第二至第五年		
fifth years, inclusive	(包括首尾兩年)	70,374	70,597
After five years	五年後	105,488	123,645
		197,181	215,340

#### **B. CAPITAL COMMITMENTS**

#### B. 資本承擔

八年 <b>'000</b> 港元	
港元	千
790	33
<b>^</b>	0,790

### 35. CONTINGENT LIABILITIES

At 31 December 2008, the Group did not have any significant contingent liabilities (2007: Nil).

### 35.或然負債

於二零零八年十二月三十一日,本 集團並無任何重大或然負債(二零零 七年:無)。

### 36. SEGMENT INFORMATION

### PRIMARY REPORTING FORMAT - BUSINESS SEGMENTS

### 36.分部資料

### 主要呈報方式-業務分部

			nting of e packages	transfer/la and l	acturing of minated paper aser film /複合紙	-	orate and located	Elim	nination	Cons	solic
		卷煙	包裝印刷	及鐳	射膜製造	企業	及未分配	對銷		對銷 約	
		2008	2007	2008	2007	2008	2007	2008	2007	2008	1
		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	=
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
		17070	17070	17070	17070	17070	17070	17070	17070	17070	t
REVENUE	收益	. =	4 000 500		004 705						
External sales	對外銷售	2,796,994	1,830,536	325,890	301,785	-	-	(000 455 )	(407.040.)	3,122,884	
Inter-segment sales	分部間銷售	99,437	8,770	134,018	128,443	-	-	(233,455 )	(137,213)	-	H
Total	總計	2,896,431	1,839,306	459,908	430,228	-	-	(233,455)	(137,213)	3,122,884	L
RESULTS	業績										
Segment results	分部業績	633,714	389,240	11,214	43,766	-	-	-	-	644,928	L
Unallocated expenses	未分配開支									(70,537)	)
Other income	其他收益									85,816	
Finance costs	融資成本									(62,855)	
Share of profit of associates	應佔聯營公司溢利	172,229	71,152	_	_	649	_	_	_	172,878	
Income tax expenses	所得税開支	,	,							(147,160)	)
Profit for the year	本年度溢利									623,070	
ASSETS	資產										Γ
Segment assets	分部資產	2,607,031	2,234,222	450,755	417,501	_	_	_	_	3,057,786	ı
Interests in associates	於聯營公司之權益	372,555	321,209	-	-	795	_	_	_	373,350	
Unallocated assets	未分配資產		,							4,926,604	
Consolidated total assets	綜合總資產									8,357,740	
	<b>五</b> 唐										T
LIABILITIES Comment liabilities	<b>負債</b> 分部負債	1 040 054	004 000	00.074	160 500					1 220 500	
Segment liabilities Unallocated liabilities	分部貝頂 未分配負債	1,243,254	921,996	90,274	162,590	_	_	-	_	1,333,528 1,448,998	
Orialiocated liabilities	<b>小川</b> 貝貝									1,440,990	H
Consolidated total liabilities	綜合總負債									2,782,526	L
OTHER INFORMATION	其他資料										
Capital expenditure	資本開支	115,123	238,408	57,186	8,377	3,881	2,513	_	-	176,190	
Depreciation and amortisation	折舊及攤銷	112,197	53,168	18,715	13,601	5,710	4,035	-	-	136,622	
Impairment losses on receivables	應收款項之減值虧損	-	5,707	1,975	1,991	12,711	20	-	-	14,686	
Write down of inventories	撒減存貨	995	2,960	13,638	(133)	-	-	-	-	14,633	
Other non-cash expenses other	除折舊及攤銷										
than depreciation	以外之其他										
and amortisation	非現金開支	5.528	2,210	13.216	_	17,598	_		_	36,342	

### 36. SEGMENT INFORMATION *(continued)*

### SECONDARY REPORTING FORMAT - GEOGRAPHICAL SEGMENTS

Over 90% of the Group's revenue and assets are derived from customers and operations based in the PRC and accordingly, no further analysis of the Group's geographical segment is disclosed.

### 36. 分部資料 (續)

#### 次要呈報方式-地區分部

本集團逾90%收益及資產來自位於中國之客戶及業務,因此並無進一步披露本集團之地區分部資料分析。

### 37. PRINCIPAL SUBSIDIARIES

### 37.主要附屬公司

Name	Place of incorporation/ registration and operation	Issued and fully paid-up share capital/ registered capital 已發行及	owi intere	entage of nership est/profit naring	Principal activities		
名稱	註冊成立/ 註冊及營業地點	激足股本/ 註冊資本		ē有權益/ i分百分比 Indirect 間接	主要業務		
AMVIG Group Limited	British Virgin Islands ("BVI")	Ordinary HK\$1.000	100%	-	Investment holding		
澳科集團有限公司	英屬處女群島 (「BVI」)	普通股1,000港元			投資控股		
AMVIG Investment Limited	Hong Kong	Ordinary HK\$6,060,100	-	100%	Investment holding		
澳科投資有限公司	香港	普通股 6,060,100港元			投資控股		
BB Jinhuangshan (Note a)	PRC	Registered capital USD7,622,800	-	52.64% /37.64%	Printing of cigarette packages		
蚌埠金黃山(附註a)	中國	註冊資本 7,622,800美元		707.0470	卷煙包裝印刷		
BCPPL 貴聯印刷包裝	BVI BVI	Ordinary USD10,000 普通股10,000美元	-	100%	Investment holding 投資控股		
Beijing LMPP (Note b)	PRC	Registered capital USD13,000,000	-	83%	Printing of cigarette packages		
北京黎馬敦(附註b)	中國	註冊資本 13,000,000美元			卷煙包裝印刷		
Bellgate International Limited	BVI	Ordinary HK\$509,040,001	-	100%	Investment holding		
		普通股 509,040,001港元			投資控股		

### 37. PRINCIPAL SUBSIDIARIES (continued)

### 37.主要附屬公司(續)

Name	Place of incorporation/ registration and operation	Issued and fully paid-up share capital/ registered capital 已發行及	owr intere	entage of nership est/profit aring	Principal activities		
名稱	註冊成立/ 註冊及營業地點	急足股本/ 註冊資本		有權益/ 分百分比 Indirect 間接	主要業務		
Brilliant Circle Development Limited	Hong Kong	Ordinary HK\$2,000,000	-	100%	Investment holding		
貴聯發展有限公司	香港	普通股 2,000,000港元			投資控股		
Brilliant Circle 貴聯控股	BVI	Ordinary USD1 普通股1美元	-	100%	Investment holding 投資控股		
Charm Profit Holdings Limited 盈健集團有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	-	100%	Investment holding 投資控股		
Dongguan AMVIG Industrial Co., Ltd. ("Dongguan AMVIG") (Note c)	PRC	Registered capital USD15,000,000	-	100%	Printing of cigarette packages and manufacturing of transfer/laminated paper		
東莞澳科實業有限公司 (「東莞澳科」)(附註c)	中國	註冊資本 15,000,000美元			卷煙包裝印刷及 轉移/複合紙製造		
Dongguan KWG Colour Printing Co., Ltd * (*DG KWG*) (Note d) 東莞智源彩印有限公司 * (「東莞智源」)(附註d)	PRC 中國	Registered capital HK\$40,000,000 註冊資本 40,000,000港元	-	55%	Printing of cigarette packages 卷煙包裝印刷		
Famous Plus Group Limited 棋耀集團有限公司	Hong Kong 香港	Ordinary HK\$100 普通股100港元	-	55%	Investment holding 投資控股		
Glory Express International Limited 世陞國際有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	-	100%	Investment holding 投資控股		
HZ Weicheng (Note e) 杭州偉成 (附註e)	PRC 中國	Registered Capital USD10,000,000 註冊資本 10,000,000美元	-	100%	Printing of cigarette packages 卷煙包裝印刷		
Kunming World Grand (Note f) 昆明偉建 (附註f)	PRC 中國	Registered capital USD7,500,000 註冊資本 7,500,000美元	-	100%	Printing of cigarette packages 卷煙包裝印刷		

### 37. PRINCIPAL SUBSIDIARIES (continued)

### 37.主要附屬公司(續)

Name	Place of incorporation/ registration and operation	Issued and fully paid-up share capital/ registered capital 已發行及	Percentage of ownership interest/ profit sharing		Principal activities	
名稱	註冊成立/ 註冊及營業地點	缴足股本/ 註冊資本		擁有權益/ 能分之百分比 Indirect 間接	主要業務	
Leigh-Mardon Pacific Packaging Pte Ltd.	Singapore新加坡	Ordinary SG\$85,495,870 普通股 85,495,870新加坡;	- 元	100%	Investment holding 投資控股	
Mattie Hologram (Note g) 萬迪全息 (附註g)	PRC 中國	Registered capital EURO3,000,000 註冊資本 3,000,000歐元	-	100%	Manufacturing of laser film 鐳射膜製造	
Mega Vision Enterprises Limited	BVI	Ordinary USD1 普通股1美元	-	100%	Investment holding 投資控股	
Qingdao LMPP (Note h) 青島黎馬敦 (附註h)	PRC 中國	Registered capital USD15,515,000 註冊資本 15,515,000美元	-	60%	Printing of cigarette packages 卷煙包裝印刷	
SZ Guilian (Note i) 深圳貴聯 (附註i)	PRC 中國	Registered capital HK\$9,600,000 註冊資本 9,600,000港元	-	100%	Investment holding 投資控股	
SZ Kecai # (note j) 深圳科彩 #(附註j)	PRC 中國	Registered capital RMB144,870,000 註冊資本 人民幣144,870,000	-	99.31%/99%	Printing of cigarette packages 卷煙包裝印刷	
Union Virtue International Limited 同德國際有限公司	BVI	Ordinary USD1 普通股1美元	-	100%	Investment holding 投資控股	
Victory Honest (Holdings) Limited 偉誠 (控股) 有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	-	100%	Investment holding 投資控股	

December 2007.

## 37. PRINCIPAL SUBSIDIARIES (continued)

### 37.主要附屬公司(續)

起計為期25年。

Name 名稱		Place of incorporation/ registration and operation	Issued and fully paid-up share capital/registered capital 已發行及繳足股本/註冊資本	Percentage of ownership interest/profit sharing 應佔擁有權益/溢利攤分百分比Direct Indirect直接 間接		Principal activities 主要業務	
		註冊成立/ 註冊及營業地點					
World	d Grand	Hong Kong	Ordinary HK\$13,333,333	-	100%	Investment holding	
<b>偉建</b>		香港	普通股 13,333,333港元			投資控股	
XF Jinfeihuan (Note k) 襄樊金飛環 (附註k)		PRC	Registered capital USD3,000,000	- 79.6%		Printing of cigarette packages	
		中國	註冊資本 3,000,000美元			卷煙包裝印刷	
Xian Hologram # (Note I)		PRC	Registered capital RMB7,140,000	- 51%		Manufacturing of laser film	
	大天 #(附註I)	中國	註冊資本 人民幣7,140,000			鐳射膜製造	
ZT Antong # (Note m)		PRC	Registered capital USD1,000,000	-	80%/51%	Manufacturing of transfer/laminated paper	
昭通安通 #(附註m)		中國	註冊資本 1,000,000美元			轉移/複合紙製造	
Note	es:			附註	:		
(a)	BB Jinhuangshan is a sino-foreign equity joint venture enterprise with an operating period of 21 years commencing from 22 October 1997.		(a)	蚌埠金黃山為中外合資經營企業,經營期由一九九七年十月二十二日起計為期21年。			
(b)	Beijing LMPP is a sino-foreign equity joint venture enterprise with an operating period of 50 years commencing from 12 May 1995.			(b)	北京黎馬敦為中外合資經營企業,經營期由一九九五年五月十 二日起計為期50年。		
(c)	Dongguan AMVIG is a wholly foreign-owned enterprise with an operating period of 50 years commencing from 23 February 1993.			(c)	東莞澳科為外商獨資企業,經營期由一九九三年二月二十三日起計為期50年。		
(d)	DG KWG is a wholly foreign-owned enterprise with an operating period of 25 years commencing from 24			(d)	東莞智源為外商獨資企業,經營 期由二零零七年十二月二十四日		

### 37. PRINCIPAL SUBSIDIARIES (continued)

- (e) HZ Weicheng is a wholly foreign-owned enterprise with an operating period of 30 years commencing from 30 March 1996.
- (f) Kunming World Grand is a wholly foreign-owned enterprise with an operating period of 20 years commencing from 7 March 2002.
- (g) Mattie Hologram is a wholly foreign-owned enterprise with an operating period of 50 years commencing from 21 June 2004.
- (h) Qingdao LMPP is a sino-foreign equity joint venture enterprise with an operating period of 30 years commencing from 19 May 1993.
- SZ Guilian is a wholly foreign-owned enterprise with an operating period of 20 years commencing from 22 December 1990.
- SZ Kecai is a sino-foreign equity joint venture enterprise with an operating period of 10 years commencing from 21 July 2003.
- (k) XF Jinfeihuan is a sino-foreign equity joint venture enterprise with an operating period of 15 years commencing from 31 July 2000.
- (I) Xian Hologram is a sino-foreign equity joint venture enterprise with an operating period of 10 years commencing from 12 April 2000.
- (m) ZT Antong is a sino-foreign equity joint venture enterprise with an operating period of 10 years commencing from 19 May 2001.
- The English names of this company represents management's best efforts at translating the Chinese names of these companies as no English names have been registered.

### 37.主要附屬公司(續)

- (e) 杭州偉成為外商獨資企業,經營 期由一九九六年三月三十日起計 為期30年。
- (f) 昆明偉建為外商獨資企業,經營期由二零零二年三月七日起計為期20年。
- (g) 萬迪全息為外商獨資企業,經營期由二零零四年六月二十一日起計為期50年。
- (h) 青島黎馬敦為中外合資經營企業,經營期由一九九三年五月十 九日起計為期30年。
- (i) 深圳貴聯為外商獨資企業,經營期由一九九零年十二月二十二日 起計為期20年。
- (j) 深圳科彩為中外合資經營企業, 經營期由二零零三年七月二十一 日起計為期10年。
- (k) 襄樊金飛環為中外合資經營企 業,經營期由二零零零年七月三 十一日起計為期15年。
- (f) 西安大天為中外合資經營企業, 經營期由二零零零年四月十二日 起計為期10年。
- (m) 昭通安通為中外合資經營企業, 經營期由二零零一年五月十九日 起計為期10年。
- # 該等公司並無英文註冊名稱,其 英文名稱乃由管理層根據其中文 名稱盡力翻譯而成。

### 38. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 7 April 2009.

### 38. 通過財務報表

財務報表於二零零九年四月七日獲 董事會通過及批准刊發。

### Summary of Financial Information 財務資料概要

The following is a summary of the results and of the assets and liabilities of the Group prepared on the bases set out in Notes 1 and 2 below:

以下為本集團之業績及資產與負債概要, 乃按以下附註1及2所述基準編製:

		(Restated) (重列)					
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	
RESULTS	業績						
Turnover Cigarette packages Transfer/laminated paper	營業額 卷煙包裝 轉移/複合紙	2,796,994	1,830,536	885,339	132,302	97,668	
and laser film	及鐳射膜	325,890 3,122,884	301,785 2,132,321	237,235 1,122,574	251,211	234,702 332,370	
		3,122,004	2,102,021	1,122,074	303,313	332,370	
Profit before share of profit of associates Share of profit of associates	未計應佔聯營公司 溢利前之溢利 應佔聯營公司溢利	597,352 172,878	396,795 71,152	228,154 69,608	110,956 76,018	80,259 38,342	
Profit before tax Income tax expenses	税前溢利 所得税開支	770,230 (147,160)	467,947 (68,044)	297,762 (30,423)	186,974 (2,135)	118,601 (7,715)	
Profit for the year	本年度溢利	623,070	399,903	267,339	184,839	110,886	
Attributable to:  Equity holders of the Company	以下各方應佔: 本公司權益持有人 少數股東權益	467,303 155 767	353,837	250,347	181,353	110,815	
Minority interests	少数似米惟血	155,767	46,066	16,992	3,486	71	
ASSETS AND LIABILITIES	資產及負債						
Non-current assets Current assets Current liabilities Non-current liabilities	非流動資產 流動資產 流動負債 非流動負債	6,048,838 2,308,902 (1,871,458) (911,068)	4,660,299 2,123,536 (1,350,697) (1,340,532)	1,833,858 989,979 (495,503) (31,087)	458,644 480,072 (255,370) (28,780)	291,215 424,503 (339,448) (15,970)	
Total equity	權益總額	5,575,214	4,092,606	2,297,247	654,566	360,300	

## Summary of Financial Information 財務資料概要

#### Notes:

- 1. The results of the Group for the year ended 31 December 2004 have been prepared on a proforma combined basis as if the Group structure immediately after the Group Reorganisation had been in existence throughout the year. The assets and liabilities of the Group as at 31 December 2004 have been prepared as if the Group structure immediately after the Group Reorganisation had been in existence as at that date.
- The Company was incorporated in the Cayman Islands on 27 November 2003 and became the holding company of the companies now comprising the Group as a result of the Group Reorganisation which was completed on 10 March 2004.

#### 附註:

- 1. 本集團於截至二零零四年十二月三十一 日止年度之業績乃根據備考合併基準編 製,猶如緊隨集團重組完成後之本集團 架構在整個年度已經一直存在。本集團 於二零零四年十二月三十一日之資產及 負債乃假設緊隨集團重組後之本集團架 構已於該日期存在而編製。
- 本公司於二零零三年十一月二十七日在 開曼群島註冊成立,並因為於二零零四 年三月十日完成之集團重組而成為本集 團現時旗下各公司之控股公司。

