



奇峰國際
Superb Summit International

**SUPERB SUMMIT INTERNATIONAL
TIMBER COMPANY LIMITED**
奇峰國際木業有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號 : 01228)

annual
report
2009
年報

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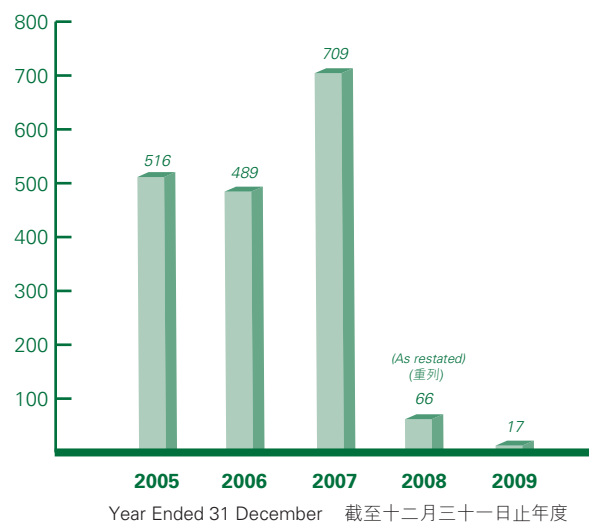
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FINANCIAL HIGHLIGHTS | 財務摘要

BUSINESS REVIEW

業績回顧

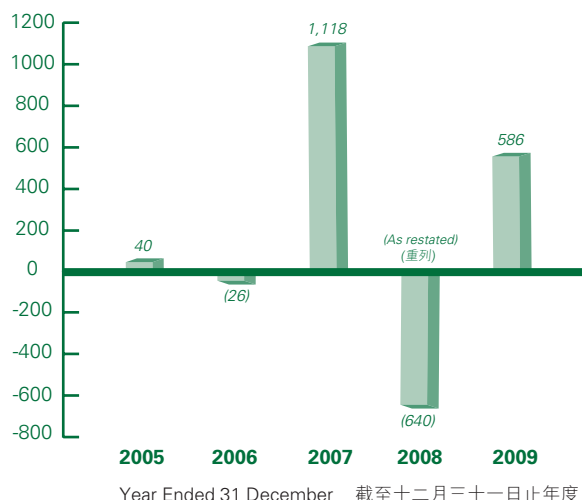
Turnover (HK\$ million)
營業額 (百萬港元)



PROFIT/(LOSS) ATTRIBUTABLE TO EQUITY HOLDERS

公司權益持有人應佔溢利 / (虧損)

Profit / (Loss) (HK\$ million)
溢利 / (虧損)(百萬港元)



Financial Results

財務摘要

Operating Performance HK\$'000	經營業務表現 (千港元)	Year ended 31st December 截至十二月三十一日止年度	
		2009 二零零九年	2008 二零零八年 (restated) (重列)
Turnover	營業額	16,800	65,940
Profit (loss) for the year	本年度溢利(虧損)	664,581	(881,644)
Profit (loss) attributable to owners of the Company	公司擁有人應佔溢利(虧損)	586,449	(639,881)
Net cash used in operating activities	經營業務之現金淨額	(16,493)	(1,713)
Earnings (loss) per share — basic	每股盈利(虧損) — 基本	22.364 cents港仙	(35.115) cents港仙
Financial Position (HK\$'000)	財務狀況(千港元)		
Net cash (borrowing)#	現金(借貸)淨額#	73,583	(352,198)
Net current assets (liabilities)	流動資產(負債)淨值	106,078	(129,029)
Shareholder's equity	股東權益	3,787,188	3,333,555
Net assets per share	每股資產淨值	130.91 cents港仙	142.14 cents港仙
Capital expenditure	資本開支	35,655	20,791
Key Ratios and Date	主要比率及數據		
Profit (loss) margin	邊際溢利(虧損)	3,955.8%	(1,337.0%)
Current ratio	流動比率	1.3x倍	0.8x倍
Return (loss) on Equity	股本回報(虧損)	15.5%	(19.2%)

Cash and cash equivalents less interest-bearing bank loan.

現金及現金等值項目減計息銀行貸款。

FIVE YEARS FINANCIAL SUMMARY | 五年財務概要

Results

業績

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)	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
Turnover	營業額	16,800	65,940	709,331	489,325	515,877
Profit (loss) before tax	除稅前溢利(虧損)	683,220	(792,924)	1,215,159	(25,298)	43,424
Income tax expenses	所得稅開支	—	(1,759)	(4,586)	(1,069)	(3,749)
		683,220	(794,683)	1,210,573	(26,367)	39,675
Non-controlling interests	非控制權益	(78,132)	241,763	(92,736)	—	—
Profit (loss) for the year attributable to owners of the Company	公司擁有人應佔本年度溢利(虧損)	605,088	(552,920)	1,117,837	(26,367)	39,675
Discontinued Operation	已終止經營業務					
Loss for the year from discontinued operation	已終止經營業務之本年度虧損	(18,639)	(86,961)	—	—	—
Assets and liabilities				資產及負債		
Non-current assets	非流動資產	3,681,110	3,462,584	3,979,495	237,428	252,949
Current assets	流動資產	425,770	659,567	826,715	346,375	347,070
Total assets	資產總值	4,106,880	4,122,151	4,806,210	583,803	600,019
Current liabilities	流動負債	319,692	788,596	359,042	163,138	192,077
Non-current liabilities	非流動負債	—	—	915,461	16,667	50,000
Total liabilities	負債總額	319,692	788,596	1,274,503	179,805	242,077
		3,787,188	3,333,555	3,531,707	403,998	357,942

CHAIRMAN STATEMENT | 主席報告書

I am pleased to report the results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2009 (the "Year") to the shareholders.

2009 Review

2009 was a challenging year for the Company. Although governments of different countries have implemented stimulus packages to avert economic meltdown, the world was still under the impact of the global financial tsunami which affected the Group's performance in 2009. The Group's turnover for the Year recorded a decrease of 74.5% to approximately HK\$16.8 million (2008 (restated): HK\$65.9 million). During the Year, the Group has acquired the remaining 30% shares in Green & Good Group Limited, disposed of its entire equity interests in G&G Wood to Superview International Limited, and released the counter guarantee obligations of Leeka Wood.

The Group's electronic products business had making a loss of HK\$18.6 million during the Year. Despite the fact that the Group had implemented various measures such as aggressive pricing strategy, reduction of inventories level and controlling the production cost etc., I do not expect any turnaround of the operational result of electronic products business in the near future. Hence the Company decided to dispose of the electronic products business by way of public tender in January 2010 and entered into a conditional sale and purchase agreement in April 2010 to sell the electronic products business. The disposal gives the Group a good opportunity to divest its investment in a loss recurring business, so as to avoid suffering further operation loss in the coming years.

The board does not recommend a final dividend for the year ended 31 December 2009 (2008: Nil).

本人謹此欣然向股東呈報公司及其附屬公司(「集團」)截至二零零九年十二月三十一日止年度(「本年度」)之業績。

二零零九年回顧

二零零九年是公司推行穩健發展策略的一年，二零零九年對公司而言也是具挑戰性的一年。儘管多國政府已實行刺激經濟方案，以防止經濟衰退出現，但世界各國仍為全球金融海嘯所沖擊，並影響集團二零零九年之表現。集團本年度之營業額減少74.5%至約16,800,000港元(二零零八年(重列)：65,900,000港元)。本年度內，集團收購綠之嘉集團有限公司餘下之30%股份、向超景國際有限公司出售其於綠之嘉木制品之全部股本權益，並解除綠之嘉木業之反擔保責任，使集團的債務問題得到解決，減輕了集團的財務負擔，為今後的發展創造良好的條件。

集團之電子產品業務於本年度內錄得虧損18,600,000港元。雖然集團已實行採取定價策略、減低存貨水平及控制生產成本等各種措施，但本人預期電子產品業務短期內之營運業績不會有任何好轉。有見及此，公司於二零一零年一月決定以公開招標方式出售電子產品業務，並於二零一零年四月訂立有條件買賣協議，以出售電子產品業務。出售事項給予集團從虧損業務撤資之良機，避免往後年度進一步蒙受營運虧損。

董事會並不建議派付截至二零零九年十二月三十一日止年度之末期股息(二零零八年：無)。

CHAIRMAN STATEMENT | 主席報告書

Prospect

There have been some positive signs on the road to economic recovery during the second half of 2009. After the business restructuring during the Year and intended disposal of electronic products business, the Group will focus its efforts on development of its timber business. Although the timber business did not help the Group in achieving a growth in operating profit at the time of global financial tsunami, I still believe the timber business has vast potential and will become a major revenue growth driver of the Group in the future in view of the rising demand upon timber products from blooming property markets and construction works in PRC.

Appreciations

I would like to thank our management team and staff for their dedication and hard work during the year end 31 December 2009. Moreover, I would also like to take this opportunity to thank our shareholders and business partners for their continuous support.

Lee Chi Kong
Chairman

前景

二零零九年下半年，有正面跡象顯示經濟正步向復甦。繼本年度內進行業務重組及擬出售電子產品業務後，集團將專注於發展其林木業務。儘管林木業務在全球金融海嘯時並無助集團實現經營溢利增長，但考慮到中國房地產市場表現暢旺及建築工程增多將推動木材產品需求上升，本人仍深信林木業務擁有巨大潛力，並將成為集團日後收益增長之主要動力。

致謝

本人謹此感謝管理團隊及各員工於截至二零零九年十二月三十一日止年度之貢獻及努力。此外，本人亦藉此向各股東及業務夥伴之不斷支持致以衷心謝意。

主席
李志剛

MANAGEMENT DISCUSSION AND ANALYSIS | 管理層討論及分析

BUSINESS OVERVIEW

The Group is principally engaged in (i) exploitation and management of timber resources in the PRC; and (ii) distribution, marketing and sales of a wide range of timber products.

Although governments of different countries have implemented stimulus packages to avert economic meltdown after the financial tsunami exploded during the year 2008, the worldwide economy was contracted and the turnover of the Group's business was impaired during the Year. Since the Company decided to dispose of all of the Group's electronic products business in January 2010, this business was classified as discontinued operations. During the Year, the Group's turnover was HK\$16.8 million, down 74.5% compared with HK\$65.9 million (as restated) last year. Although the Group has provided for a loss of HK\$222.6 million upon the intended disposal of the electronic products business, there were gains of HK\$206.1 million on disposal of a subsidiary, G&G Wood; gains on discount of HK\$375.0 million on acquisition of remaining 30% interest in Green & Good Group Limited and increase in fair value less estimated point-of-sale costs of biological assets of HK\$417.7 million. The Group's profit for the Year was from timber business, the Company's continuing operations HK\$683.2 million in contrast to a loss of HK\$794.7 million in last year. For the Group's discontinued electronic business, due to the contraction of business during the second half of the Year, the Group's electronic business had incurred a segment loss of approximately HK\$18.6 million, which was decreased by 78.6% compared with a loss of approximately HK\$87.0 million in last year.

The Group's gross loss during the Year recorded approximately HK\$2.0 million, compared with gross loss of approximately HK\$13.7 million last year. Gross loss margin had improved to 12.1% (2008: Gross loss of 20.8%). This is mainly due to the fact that the timber trading business had gross profit during the Year and hence improve the gross loss of timber business.

Timber Business

During the Year, the Group timber business has recorded a turnover of HK\$16.8 million which mainly arose from the timber logging and trading and sales of floorboard products, down 74.5% compared with HK\$65.9 million in last year. Profit for the Year from timber business was HK\$683.2 million, in contrast to a loss of HK\$794.7 million in last year, which is mainly due to the gains of HK\$206.1 million on disposal of a subsidiary, G&G Wood; gains on discount of HK\$375.0 million on acquisition of remaining 30% interest in Green & Good Group Limited and increase in fair value less estimated point-of-sale costs of biological assets of HK\$417.7 million.

業務回顧

集團之主要業務為(i)開發及管護其位於中國境內之林木資源；及(ii)分銷、市場推廣及銷售各類林木產品。

儘管多國政府在二零零八年爆發金融海嘯後已實行刺激經濟方案，以防止經濟衰退出現，但全球經濟仍下滑，影響集團業務本年度內之營業額。由於公司於二零一零年一月決定出售集團整個電子產品業務，因此該業務被分類為已終止經營業務。於本年度內，集團之營業額為16,800,000港元，較去年65,900,000港元(重列)下降74.5%。儘管集團在擬出售電子產品業務後提撥222,600,000港元之虧損，但出售附屬公司綠之嘉木制品錄得收益206,100,000港元、收購綠之嘉集團有限公司餘下30%權益之折讓收益375,000,000港元以及生物資產之公平值減估計銷售點成本增加417,700,000港元。集團本年度來自持續經營之林木業務之溢利為683,200,000港元，而去年則虧損794,700,000港元。由於集團之已終止電子業務於本年度下半年表現不濟，因此集團之電子業務錄得分部虧損約18,600,000港元，較去年虧損約87,000,000港元減少78.6%。

集團本年度之毛損約2,000,000港元，而去年之毛損則約13,700,000港元。毛損率改善至12.1%(二零零八年：毛損20.8%)，主要由於木材交易業務於本年度內錄得毛利，使林木業務之毛損得以改善。

林木業務

於本年度，集團林木業務錄得營業額16,800,000港元，主要來自木材採伐及買賣及銷售木地板產品，較去年65,900,000港元下降74.5%。相比去年虧損794,700,000港元，林木業務本年度錄得溢利為683,200,000港元，主要由於出售附屬公司綠之嘉木制品錄得收益206,100,000港元、收購綠之嘉集團有限公司餘下30%權益之折讓收益375,000,000港元以及生物資產之公平值減估計銷售點成本增加417,700,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS | 管理層討論及分析

Timber logging and trading and sales of floorboard products

During the Year, timber logging and trading and sales of floorboard products remained the timber business's revenue generator, recording HK\$16.8 million or 100% of the Group's total turnover. (2008 (restated): sales of approximately HK\$65.9 million or 100% of the Group's total turnover). Since the Group has entered into a Conditional Share Transfer Agreement with Superview which covered several months for negotiation and finalization, and involved possible change hand of an indirect subsidiary, G&G Wood until the completion in November 2009, the Group's timber business has adopted a conservation approach upon its marketing and selling activities. This gave rise to the substantial decline in the timber logging and trading and sales of floorboard products compared with last year.

Electronic timber trading

During the Year, electronic timber trading business has recorded other income of HK\$1.5 million (2008: Nil) which represented the sales of Timber Exchange platform software package, the Timber Exchange not yet contribute revenue and profit to the Group during the year.

Electronic Products Business

During the Year, the Group's electronic products business segment recorded a turnover of HK\$414.3 million, accounted for approximately 96.1% of the Group's turnover, down 5.5% compared with the same segment of approximately HK\$438.2 million last year. The Group's electronic products business segment's operating loss was HK\$18.6 million in contrast to same segment's operating loss of approximately HK\$87.0 million last year. The gross profit for electronic products business during the Year recorded approximately HK\$28.0 million (2008: approximately HK\$19.0 million), up 47.4% compared with last year. Gross profit margin had increased to 6.8% (2008: 4.3%). During the Year, the Group's total production output of electronic calculators and other electronic products had decreased by approximately 7.8% compared with last year. The increase in gross profit margin was mainly due to the fact that the decrease in oil price dragged down the major raw material cost generally during the Year.

Electronic Calculators

During the Year, the sales of electronic calculators recorded HK\$241.4 million or 56.0% of the Group's total turnover. (2008: sales of approximately HK\$245.5 million or 48.7% of the Group's total turnover). The slightly decrease is mainly due to the Group had scaled down its production.

木材採伐及買賣、銷售木地板產品

本年度，木材採伐及買賣以及銷售木地板產品繼續為林木業務之收益來源，錄得16,800,000港元，佔集團總營業額約100%（二零零八年（重列）：銷售額約65,900,000港元，佔集團總營業額100%）。由於集團與超景訂立之有條件股份轉讓協議歷時數月之磋商及落實，且間接附屬公司綠之嘉木制品可能易主，集團之林木業務之市場推廣及銷售活動採取了保守方案，直至二零零九年十一月完成為止。此舉使木材採伐及買賣以及銷售木地板產品較去年大幅下跌。

電子木材買賣

本年度內，電子木材買賣業務錄得其他收入1,500,000港元（二零零八年：無），乃來自銷售木交所平台軟件組合。木交所於年內仍未為集團帶來收益。

電子產品業務

本年度內，集團之電子產品業務分部錄得營業額414,300,000港元，佔集團營業額約96.1%，較去年同一分部約438,200,000港元下跌5.5%。集團電子產品業務分部之經營虧損為18,600,000港元，而去年同一分部之經營虧損則約為87,000,000港元。本年度內，電子產品業務錄得毛利約28,000,000港元（二零零八年：約19,000,000港元），較去年增加47.4%。毛利率上升至6.8%（二零零八年：4.3%）。本年度，集團電子計算機及其他電子產品之總產量較去年下降約7.8%。毛利率上升主要由於油價下跌於本年度內拖累主要原材料成本普遍下降。

電子計算機

本年度內，電子計算機之銷售額為241,400,000港元，佔集團總營業額56.0%（二零零八年：銷售額約245,500,000港元，佔集團總營業額48.7%）。銷售額輕微減少主要是由於集團縮減其生產規模所致。

MANAGEMENT DISCUSSION AND ANALYSIS | 管理層討論及分析

Other Consumer Electronic Products

During the Year, the sales of multifunctional water resistance watches and household telephones recorded HK\$38.4 million and HK\$58.4 million respectively, contributing 8.9% and 13.5% of the Group's turnover (2008: sales of multifunctional water resistance watches and household telephones were approximately HK\$55.2 million and HK\$63.0 million respectively, or 10.9% and 12.5% of the Group's turnover). The decrease in sales of multifunctional water resistance watches was mainly due to decline in demand whereas increase in household telephones was mainly due to launching of more new models.

Liquid Crystal Display ("LCD")

During the Year, the sales of LCD were HK\$45.8 million or 10.6% of the Group's total turnover (2008: sales of HK\$38.1 million or 7.6% of the Group's turnover). LCD sales were increased mainly due to increase in external sales of LCD. Increased selling and promotion efforts had boosted the external sales of LCD, during the Year, which compensate the decline of internal requirement for LCD arising from downsizing of production of electronic calculators.

Corporate Development

The performance of the timber business during the Year fell behind the expectation. Given that the Group during the Year (i) consolidate the 100% control of Green & Good Group Limited which indirectly owns about 3.5 million cubic meter of timber resources covering forest land of about 316,000 Chinese mu in the PRC; (ii) dispose of the loss-making and loan-bearing operation of G&G Wood ; (iii) discharge the counter-guarantee arrangements given by Leeka Wood and (iv) settle the outstanding shortfall from profit guarantee receivable from Superview, the financial position and liquidity of the Group has been improved. In view of the recent economic rebound stimulated by both aggressive fiscal and monetary policies in PRC, demand in timber products in PRC is expected to be driven up by the blooming property market and huge government planned investment in infrastructure. It is believed that there are ample opportunities in timber and related business in the PRC.

其他電子消費產品

本年度內，多功能防水手錶及家用電話之銷售額分別為38,400,000港元及58,400,000港元，佔集團營業額8.9%及13.5%（二零零八年：多功能防水手錶及家用電話之銷售額分別約為55,200,000港元及63,000,000港元，分別佔集團營業額10.9%及12.5%）。多功能防水手錶銷售額減少主要由於需求下跌所致，而家用電話銷售額增加則主要由於推出更多款新型號所致。

液晶體顯示屏（「液晶體顯示屏」）

本年度內，液晶體顯示屏之銷售額為45,800,000港元，佔集團總營業額10.6%（二零零八年：銷售額為38,100,000港元，佔集團營業額7.6%）。液晶體顯示屏銷售額增加，主要由於液晶體顯示屏外部銷售額增加所致。本年度內銷售及推廣活動增加，刺激液晶體顯示屏外部銷售額增加，抵銷了液晶體顯示屏之內部需求由於電子計算機減產而出現之下跌。

企業發展

本年度內林木業務表現未如預期。鑒於集團於本年度內(i)取得對綠之嘉集團有限公司（於中國間接持有約3,500,000立方米之林木資源，覆蓋範圍約為316,000畝）之100%控制權；(ii)出售綠之嘉木制品之虧損及有貸款業務；(iii)解除綠之嘉木業之反擔保安排；及(iv)以應收超景之溢利保證償付結欠超景之欠款，集團之財務狀況及流動資金得以改善。考慮到中國採取之積極財政及貨幣政策近期刺激經濟反彈，預期房地產市場表現暢旺及政府規劃對基礎設施之巨大投資將推動中國木材產品需求上升，相信中國之木材及相關業務蘊藏大量機會。

MANAGEMENT DISCUSSION AND ANALYSIS | 管理層討論及分析

The Group's electronic products business had making a loss of HK\$18.6 million during the Year. Despite the fact that the Group had implemented various measures such as aggressive pricing strategy, reduction of inventories level and controlling the production cost etc., it was not expected any turnaround of the operational result of electronic products business in the near future. Hence the Company decided to dispose of the electronic products business by way of public tender in January 2010 and entered into a sale and purchase agreement in April 2010 to sell the electronic products business. The disposal gives the Group a good opportunity to divest its investment in a loss recurring business, so as to avoid suffering further operation loss in the coming years and facilitate the Group to focus its efforts on development of its timber related business.

Employees and Remuneration Package

As at 31 December 2009, the Group had approximately 3,250 employees (2008: approximately 3,700 employees). The decrease in employees was attributable to the disposal of the Group's electronic products business and G&G Wood, the indirect subsidiary of the Group. The remuneration package was based on their work performance, experience and the industry practice. The Group also participated in retirement benefits schemes for its staff in Hong Kong and the PRC.

Capital Expenditures

During the Year, the Group spent approximately HK\$35.7 million (2008: HK\$20.8 million) on acquisition of new production machineries, which was financed by internal cash resources.

Contingent liabilities

The Group did not have any significant contingent liabilities as at 31 December 2009 (2008: Nil).

集團之電子產品業務於本年度內錄得虧損18,600,000港元。雖然集團已實行進取定價策略、減低存貨水平及控制生產成本等各種措施，但預期電子產品業務不久將來之營運業績不會有任何好轉。有見及此，公司於二零一零年一月決定以公開招標方式出售電子產品業務，並於二零一零年四月訂立買賣協議出售電子產品業務。出售事項給予集團從虧損業務撤資之良機，避免其後年度遭受進一步營運虧損，有利集團專注發展其林木相關業務。

僱員及酬金組合

於二零零九年十二月三十一日，集團擁有約3,250名僱員（二零零八年：約3,700名僱員）。僱員減少是由於出售集團之電子產品業務及集團之間接附屬公司綠之嘉木制品所致。薪酬組合是根據僱員之工作表現、經驗及行業慣例釐定。此外，集團亦為中港兩地之員工參加退休福利計劃。

資本開支

本年度內，集團使用約35,700,000港元（二零零八年：20,800,000港元）收購新生產機器，有關資金乃以內部現金資源撥付。

或然負債

於二零零九年十二月三十一日，集團並無任何重大或然負債（二零零八年：無）。

MANAGEMENT DISCUSSION AND ANALYSIS | 管理層討論及分析

FINANCIAL REVIEW

Liquidity and Finance Resources

During the Year, the Group generally financed its operations with internally generated resources and banking facilities provided by its principal bankers in Hong Kong and the PRC. As at 31 December 2009, the Group do not have interest-bearing borrowings (2008: HK\$406.8 million, which was floating-interest bearing and denominated in Renminbi with maturity within one year). The Group's banking facilities were secured by corporate guarantees given by certain subsidiaries of the Company. In addition, the Company was granted a loan facility of up to HK\$50 million from a licensed lender in October 2009. During the Year, the Company did not make any drawing under the facility.

The Group's sales and purchases were either denominated in Renminbi, Hong Kong or US dollars. Accordingly, the Directors consider the Group has no significant exposure to foreign exchange fluctuations in view of the stability of the exchange rates of Renminbi, Hong Kong and US dollars. During the year, the Group did not use any financial instrument for hedging the foreign exchange risk or interest rate risk.

As at 31 December 2009, the Group had current assets of approximately HK\$425.8 million (2008: HK\$659.6 million) and current liabilities of approximately HK\$319.7 million (2008: 788.6 million). The Group's current ratio had increased from approximately 0.8 times as at 31 December 2008 to approximately 1.3 times as at 31 December 2009. The Group had total assets of approximately HK\$4,106.9 million (2008: HK\$4,122.2 million) and total liabilities of approximately HK\$319.7 million (2008: HK\$788.6 million), representing a gearing ratio (expressed as total liabilities to total assets) of approximately 7.8% as at 31 December 2009 as compared with approximately 19.1% as at 31 December 2008.

財務回顧

流動資金及財務資源

本年度內，集團均以內部產生之資源及中港兩地之主要往來銀行提供之銀行信貸撥付營運所需。於二零零九年十二月三十一日，集團概無任何計息借貸（二零零八年：406,800,000港元，均為於一年內到期之浮息人民幣貸款）。集團之銀行信貸由若干公司附屬公司提供之公司擔保作為抵押。此外，公司於二零零九年十月獲一持牌放債人批出貸款額50,000,000港元。公司年內並無動用該筆貸款。

集團之銷售額及購貨額則以人民幣、港元或美元列值。由於人民幣、港元及美元之匯率頗為穩定，因此，董事認為集團並無承擔重大之外匯波動風險。本年度內，集團並無為對沖外匯風險或利率風險而使用任何金融工具。

於二零零九年十二月三十一日，集團之流動資產約為425,800,000港元（二零零八年：659,600,000港元），流動負債約為319,700,000港元（二零零八年：788,600,000港元）。集團之流動比率由二零零八年十二月三十一日約0.8倍上升至二零零九年十二月三十一日約1.3倍。集團之資產總值約為4,106,900,000港元（二零零八年：4,122,200,000港元），負債總額則約為319,700,000港元（二零零八年：788,600,000港元），即於二零零九年十二月三十一日之資本負債比率（以總負債對總資產呈列）約為7.8%，而於二零零八年十二月三十一日則約為19.1%。

MANAGEMENT DISCUSSION AND ANALYSIS | 管理層討論及分析

Prospects

After governments of different countries have implemented stimulus packages to avert economic meltdown, there have been some positive signs on the road to economic recovery. As demand in timber products in PRC is expected to be driven up by the blooming property market and huge government planned investment in infrastructure, there exists ample opportunities in timber and related business in the PRC. After the completion of acquisition and disposal transactions with Superview, the financial position of the Group has been greatly improved and the focus of Group' business become more clear. The Company will re-allocate and concentrate its resources into the timber logging and trading business.

However, due to the Timber Exchange did not contribute revenue in the Year, in the opinion of senior management of Timber Exchange, it might not contribute significant revenue in the coming year. The Group will strive to control its operating costs and implement appropriate marketing strategies for its business development.

展望

由於多國政府已實行刺激經濟方案，以防止經濟衰退出現，有正面跡象顯示經濟正步向復甦。預期房地產市場表現暢旺及政府規劃對基礎設施之巨大投資將推動中國木材產品需求上升，中國之木材及相關業務蘊藏大量機會。完成與超景進行之收購及出售交易後，集團之財務狀況有大幅改善，而集團之業務重點變得更加明確。公司將重新調配並集中資源在林木採伐及買賣業務。

然而，由於木交所於年內並無收益貢獻，木交所高級管理層認為木交所於來年亦不大可能會有大額收益。集團會盡量控制其營運成本，並針對業務發展採取適當之市場推廣策略。

REPORT OF THE DIRECTORS | 董事會報告書

The directors are pleased to present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2009 ("the Year").

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 18 to the consolidated financial statements. Most of the Group's core business are remain unchanged except the non-core business of electronic consumer product will be disposed.

RESULTS AND DIVIDEND

The Group's results for the year ended 31 December 2009 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 36 to 128.

The directors do not recommend the payment of a final dividend for the year ended 31 December 2009.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the Group's property, plant and equipment during the year are set out in note 16 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year, together with the reasons therefore, are set out in notes 27 and 28 to the consolidated financial statements.

CONVERTIBLE NOTES

Details of movements in the Company's convertible notes during the year and subsequent thereto are set out in note 33 to the consolidated financial statements.

董事會欣然提呈董事會報告書，連同公司及集團截至截至二零零九年十二月三十一日止年度（「本年度」）之經審核財務報表。

主要業務

公司之主要業務為投資控股。主要附屬公司主要業務之詳情載於綜合財務報表附註18。集團大部分核心業務維持不變，出售電子消費產品之非核心業務則除外。

業績及股息

集團截至二零零九年十二月三十一日止年度年度之業績，以及公司與集團於該日之財務狀況載於第36頁至第128頁之財務報表。

董事並不建議派付截至二零零九年十二月三十一日止年度末期股息。

物業、廠房及設備

年內，集團物業、廠房及設備之變動詳情載於綜合財務報表附註16。

股本、購股權

公司股本、購股權及認股權證於本年度之變動詳情連同有關原因載於綜合財務報表附註27及28。

可換股票據

公司可換股票據於年內及其後之變動在財務報表附註33載列。

REPORT OF THE DIRECTORS | 董事會報告書

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

RESERVES

Details of movements in the reserves of the Company and the Group during the Year are set out in note 32 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

At 31 December 2009, the Company's reserves available for distribution, calculated in accordance with the Companies Law (Revised) of the Cayman Islands, amounted to HK\$2,020,425,000 (2008: HK\$1,291,229,000). This includes the Company's share premium account in the amount of HK\$1,408,641,000 (2008: HK\$1,212,844,000) as at 31 December 2009, which may be distributed, 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. The Company's share premium account may also be distributed in the form of fully paid bonus shares.

優先購買權

公司之公司組織章程或公司註冊成立之司法管轄權區開曼群島法例並無條文規定公司須就發售新股按比例給予現有股東優先購買權。

購買、贖回或出售公司之上市證券

公司或其任何附屬公司於本年度內並無購買、贖回或出售公司之上市證券。

儲備

公司及集團於本年度內之儲備變動詳情分別載於綜合財務報表附註32及綜合權益變動表。

可供分派儲備

於二零零九年十二月三十一日，根據開曼群島公司法（經修訂）計算，公司可供分派之儲備為2,020,425,000港元（二零零八年：1,291,229,000港元）。可供分派儲備包括於二零零九年十二月三十一日公司可供分派之股份溢價為1,408,641,000港元（二零零八年：1,212,844,000港元），惟於緊隨擬派股息日期後，公司須有能力償付日常業務過程中到期應付之債務。公司之股份溢價亦可以繳足紅股方式分派。

REPORT OF THE DIRECTORS | 董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, our largest customer accounted for 16% (2008: 13%) of turnover. The five largest customers comprised 26% (2008: 37%) of the Group's total sales.

For the years 2008 and 2009, purchases from the Group's five largest suppliers accounted for less than 30% of the Group's total purchases for both years.

DIRECTORS

The directors of the Company during the Year and up to the date of this report were:

Executive directors

Mr. Lam Ping Kei (*Chairman*) (resigned on 17 February 2009)

Mr. Lee Chi Kong (*Chairman*) (appointed on 10 February 2009 as Vice-Chairman and re-designated as Chairman on 17 February 2009)

Mr. Li Jun (*Vice-Chairman*) (resigned on 10 February 2009)

Mr. Jing Bin
(*Chief Executive Officer*)

Mr. Law Wai Fai
Mr. Cheng Man For

Independent non-executive directors

Mr. Chan Chi Yuen
Mr. Wong Yuen Kuen
Mr. Zhu Guang Qian

In accordance with the Company's articles of association, Mr. Law Wai Fai and Mr. Chan Chi Yuen will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

主要客戶及供應商

本年度內，集團之最大客戶佔營業額16%（二零零八年：13%）。五大客戶佔集團之總銷售額26%（二零零八年：37%）。

於二零零八年及二零零九年，採購自集團五大供應商之數額少於集團內總購貨額之30%。

董事

本年度內及直至本報告日期，公司之董事如下：

執行董事

林平基先生（主席）（於二零零九年二月十七日辭任）

李志剛先生（主席）（於二零零九年二月十日獲委任為副主席及於二零零九年二月十七日調任為主席）

李珺先生（副主席）（於二零零九年二月十日辭任）

景濱先生
(*行政總裁*)

羅偉輝先生
鄭文科先生

獨立非執行董事

陳志遠先生
黃潤權先生
朱光前先生

根據公司章程細則，羅偉輝先生及陳志遠先生將於應屆股東週年大會上輪席告退，惟彼等願意且符合資格膺選連任。

REPORT OF THE DIRECTORS | 董事會報告書

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 30 to 32 of the annual report.

DIRECTORS' SERVICE CONTRACTS

All executive directors have entered into service contracts with the Company for a term of two to three years. These service contracts continue thereafter until terminated by either party giving not less than three months' notice in writing to the other party.

Except for Zhu Guang Qian who have entered into a service contract with the Company for a term of one year, other independent non-executive directors have not been appointed for a specific term. Save as disclosed above, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

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

董事及高級管理人員簡歷

公司董事及集團高級管理人員之簡歷載於本年報第30頁至32頁。

董事之服務合約

所有執行董事與公司訂立為期兩年至三年的服務合約，其後將會繼續，除非任何一方發出不少於三個月通知予另一方予以終止。

除朱光前已與公司訂立為期一年之服務合約外，其他獨立非執行董事均無特定委任年期。除上文所披露者外，被提名於應屆股東週年大會上重選之董事，概無與公司訂立任何公司不能於一年內免付賠償(法定賠償除外)而予以終止之服務合約。

董事之合約權益

公司或其任何附屬公司於年終或本年度內任何時間並無訂立公司董事於其中直接或間接擁有重大權益之重大合約。

REPORT OF THE DIRECTORS | 董事會報告書

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES AND SHARE OPTIONS

董事及主要行政總裁於股份及購股權之權益或淡倉

As at 31 December 2009, the interests of the directors and chief executives of the Company in the shares and share options of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

於二零零九年十二月三十一日，公司董事及主要行政人員在公司或其相聯法團（按證券及期貨條例（「證券及期貨條例」）第XV部定義）之股份及購股權中擁有須記入公司按證券及期貨條例第352條而存置之登記冊或根據上市公司董事進行證券交易之標準守則向公司及香港聯合交易所有限公司（「聯交所」）發出通知之權益及淡倉如下：

Long position

好倉

(a) Ordinary shares of HK\$0.10 each of the Company

(a) 公司每股面值0.10港元普通股

Name of directors 董事姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行普通股數目	Percentage of the issued share capital 佔已發行股本百分比
Mr. Lee Chi Kong 李志剛先生	Held by controlled corporation (Note) 由受控制法團持有(附註)	32,912,000	1.14%
	Beneficial owner 實益擁有人	165,000	0.01%
		33,077,000	1.15%

REPORT OF THE DIRECTORS | 董事會報告書

(b) Share options

Name of directors 董事姓名	Capacity 身份	Number of options held 所持購股權數目	Number of underlying shares 相關股份數目	Percentage of the issued share capital 佔已發行股本百分比
Mr. Lee Chi Kong 李志剛先生	Beneficial owner 實益擁有人	22,000,000	22,000,000	0.76%
Mr. Jing Bin 景濱先生	Beneficial owner 實益擁有人	25,500,000	25,500,000	0.88%
Mr. Cheng Man For 鄭文科先生	Beneficial owner 實益擁有人	27,000,000	27,000,000	0.93%
Mr. Law Wai Fai 羅偉輝先生	Beneficial owner 實益擁有人	2,800,000	2,800,000	0.10%
		77,300,000	77,300,000	2.67%

Note:

These ordinary shares are owned by Huge Healthy Investment Development Limited ("Huge Healthy"), a company incorporated in the British Virgin Islands (the "BVI"). The entire issued share capital of Huge Healthy is beneficially owned by Mr. Lee Chi Kong.

Save as disclosed above, none of the other directors, chief executives and their associates, had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 December 2009.

SHARE OPTION SCHEME

Particulars of the Company's share option scheme are set out in note 28 to the consolidated financial statements.

(b) 購股權

附註：

此等普通股乃由在英屬處女群島（「英屬處女群島」）註冊成立之公司 Huge Healthy Investment Development Limited（「Huge Healthy」）擁有。Huge Healthy 之全部已發行股本乃由公司主席李志剛先生實益擁有。

除上文所披露者外，於二零零九年十二月三十一日，概無其他董事、主要行政人員及彼等之聯繫人於公司或其任何相聯法團（按證券及期貨條例第XV部定義）之股份、相關股份或債券中擁有任何權益或淡倉。

購股權計劃

公司購股權計劃之詳情載於財務報表附註28。

REPORT OF THE DIRECTORS | 董事會報告書

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Directors and chief executive's interests or short positions in shares and share options" and "Share option scheme" above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2009, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors and chief executive, the following shareholders had notified the Company of the relevant interests in the issued share capital of the Company.

Long positions

Ordinary shares of HK\$0.10 each of the Company

Name of shareholders	Capacity	Number of issued ordinary shares held	Number of underlying shares (convertible notes or share options) held	Percentage of the issued share capital of the Company
股東名稱	身份	所持普通股數目	所持相關股份(可換股票據或購股權)數目	佔公司已發行股本之百分比
Super Giant Assets Limited (Note 1) (附註1)	Beneficial owner 實益擁有人	351,000,000	20,000,000	12.82%
Wider Success Holdings Limited (Note 2) (附註2)	Beneficial owner 實益擁有人	—	420,000,000	14.52%
Mr. Tse On Kin (Note 3) 謝安建先生(附註3)	Interest of controlled corporation 受控制法團權益	—	420,000,000	14.52%
Superview International Limited (Note 4) 超景國際有限公司(附註4)	Beneficial owner 實益擁有人	1,000,000	1,177,656,000	40.74%
Mr. Yiu Yat On (Note 5) 姚逸安先生(附註5)	Interest of controlled corporation 受控制法團權益	1,000,000	1,177,656,000	40.74%

董事購入股份或債券之權利

除上文「董事及主要行政總裁於股份及購股權之權益或淡倉」及「購股權計劃」兩節所披露者外，於年內任何時間，董事或彼等各自之配偶或未滿十八歲之子女概無獲授可藉着購入公司之股份或債券而獲益之權利，彼等亦無行使有關權利；公司或其任何附屬公司亦無訂立任何安排致使董事可收購在任何其他法人團體之上述權利。

主要股東

於二零零九年十二月三十一日，根據證券及期貨條例第336條規定公司存置之主要股東登記冊，除上文所披露有關若干董事及行政總裁之權益外，下列股東已通知公司彼等於公司已發行股本中擁有之相關權益。

好倉

公司每股面值0.10港元普通股

REPORT OF THE DIRECTORS | 董事會報告書

Note:

1. These ordinary shares are owned by Super Giant Assets Limited ("Super Giant"), a company incorporated in the British Virgin Islands (the "BVI"). The entire issued share capital of Super Giant is beneficially owned by Mr. Lam Ping Kei.
2. These ordinary shares are owned by Wider Success Holdings Limited Development Limited ("Wider Success"), a company incorporated in the British Virgin Islands (the "BVI"). The entire issued share capital of Wider Success is beneficially owned by Mr. Tse On Kin.
3. Mr. Tse On Kin owns 100% of Wider Success Holdings Limited. Accordingly, Mr. Tse On Kin was deemed to be interested in 420,000,000 underlying shares held by Wider Success Holdings Limited.
4. Superview International Limited is a company incorporated in the British Virgin Islands. It is 100% owned by Mr. Yiu Yat On.
5. Mr. Yiu Yat On owns 100% of Superview International Limited. Accordingly, Mr. Yiu Yat On was deemed to be interested in 1,000,000 shares and 1,177,656,000 underlying shares held by Superview International Limited.

Other than as disclosed above, the Company has not been notified of any other interests or short position in the issued share capital of the Company as at 31 December 2009.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

No director had interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), during the Year and up to the date of this report.

附註：

1. 此等普通股乃由英屬處女群島（「英屬處女群島」）註冊成立之公司Super Giant Assets Limited（「Super Giant」）擁有。Super Giant之全部已發行股本乃由林平基先生實益擁有。
2. 此等普通股乃由英屬處女群島（「英屬處女群島」）註冊成立之公司Wider Success Holdings Limited Development Limited（「Wider Success」）擁有。Wider Success之全部已發行股本乃由謝安建先生實益擁有。
3. 謝安建先生擁有Wider Success Holdings Limited 100%。因此，謝安建先生被視作擁有Wider Success Holdings Limited所持420,000,000股相關股份之權益。
4. 超景國際有限公司為於英屬處女群島註冊成立的有限公司。由姚逸安先生擁有100%。
5. 姚逸安先生擁有超景國際有限公司100%。因此，姚逸安先生被視作擁有超景國際有限公司所持1,000,000股股份及1,177,656,000股相關股份之權益。

除上文所披露者外，於二零零九年十二月三十一日，概無其他人士於公司已發行股本中擁有任何權益或淡倉。

董事於競爭業務之權益

本年度內及直至本報告日期，概無董事於與集團業務直接或間接構成競爭或可能構成競爭之業務內擁有權益（有關競爭之定義見香港聯合交易所有限公司證券上市規則（「上市規則」））。

REPORT OF THE DIRECTORS | 董事會報告書

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the Year, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

PUBLIC FLOAT

Based on the information that is publicity available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares as required by the Listing Rules.

CONFIRMATION OF INDEPENDENCE

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

INDEPENDENT AUDITOR

The consolidated financial statements for the year ended 31 December 2009 have been audited by Lo and Kwong C.P.A. Company Limited who retire and, being eligible, offer themselves for re-appointment. A resolution to this effect will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Lee Chi Kong
Chairman

Hong Kong
27 April 2010

購買、出售或贖回公司上市證券

本年度內，公司或其任何附屬公司並無購買、出售或贖回公司任何上市證券。

公眾持股量

根據公司取得之公開資料，並就董事所知，於本報告日期之公眾持股量足夠，按上市規則規定不少於公司已發行股份之25%。

確認獨立性

公司已接獲三位獨立非執行董事根據上市規則第3.13條就其獨立性發出之年度確認書，並認為全體獨立非執行董事均為獨立人士。

獨立核數師

截至二零零九年十二月三十一日止年度之綜合財務報表已由盧鄭會計師事務所有限公司審閱，盧鄭會計師事務所有限公司將會退任，並合資格獲重新委聘。應屆股東週年大會上將就此提呈決議案。

代表董事會

李志剛
主席

香港
二零一零年四月二十七日

CORPORATE INFORMATION | 公司資料

BOARD OF DIRECTORS

Executive Directors

LEE Chi Kong (*Chairman*)
JING Bin (*Chief Executive Officer*)
LAW Wai Fai
CHENG Man For

Independent Non-executive Directors

CHAN Chi Yuen
WONG Yun Kuen
ZHU Guang Qian

MEMBERS OF AUDIT COMMITTEE

CHAN Chi Yuen
WONG Yun Kuen
ZHU Guang Qian

MEMBERS OF REMUNERATION COMMITTEE

CHAN Chi Yuen
WONG Yun Kuen
ZHU Guang Qian

MEMBERS OF NOMINATION COMMITTEE

CHAN Chi Yuen
WONG Yun Kuen
ZHU Guang Qian

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

董事會

執行董事

李志剛 (*主席*)
景濱 (*行政總裁*)
羅偉輝
鄭文科

獨立非執行董事

陳志遠
黃潤權
朱光前

審核委員會成員

陳志遠
黃潤權
朱光前

薪酬委員會成員

陳志遠
黃潤權
朱光前

提名委員會成員

陳志遠
黃潤權
朱光前

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

CORPORATE INFORMATION | 公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 3307-08, 33rd Floor
West Tower, Shun Tak Centre,
168-200 Connaught Road Central
Hong Kong

COMPANY SECRETARY

CHENG Man For

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Industrial Bank Co. Ltd.
Bank of Beijing

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

HSBC (Cayman) Limited
P.O. Box 484
HSBC House
68 West Bay Road
Grand Cayman
KY1-1106
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
26/F Tesbury Centre
28 Queen's Road East
Hong Kong

AUDITORS

Lo and Kwong C.P.A. Company Limited

WEBSITE

www.ssitimber.com.hk

SOLICITOR

Cheung, Tong & Rosa Solicitors & Notaries

總辦事處及主要營業地點

香港
干諾道中168至200號
信德中心西座
33樓3307至3308室

公司秘書

鄭文科

主要往來銀行

中國銀行(香港)有限公司
興業銀行
北京銀行

主要股份過戶登記處

HSBC (Cayman) Limited
P.O. Box 484
HSBC House
68 West Bay Road
Grand Cayman
KY1-1106
Cayman Islands

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東28號
金鐘匯中心26樓

核數師

盧鄺會計師事務所有限公司

網址

www.ssitimber.com.hk

律師

張秀儀唐滙棟羅凱栢律師行

CORPORATE GOVERNANCE REPORT | 企業管治報告

The board of directors (“Board”) is committed to maintaining statutory and regulatory standards and adherence to the principles of corporate governance with emphasis on transparency, independence, accountability and responsibility. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of shareholders and comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance.

The Code on Corporate Governance Practices (“CGP Code”) issued by The Stock Exchange of Hong Kong Limited (“Stock Exchange”) in its Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) sets out two levels of corporate governance practices, namely, mandatory code provisions that a listed company must comply with or explain its non-compliance, and recommended best practices that listed companies are encouraged to comply with but need not disclose in the case of non-compliance. The Company is in compliance with the mandatory code provisions of the CGP Code, save for the deviations discussed below.

BOARD OF DIRECTORS

The Board is charged with providing effective and responsible leadership for the Company. The directors, individually and collectively, must act in good faith in the best interests of the Company and its shareholders. The Board comprises four Executive Directors and three Independent Non-executive Directors. The Board has appointed served Board Committees to oversee different areas of the Company’s affairs. The composition of the Board and the Board Committees are given below and their respective responsibilities are discussed in this report. The number of full Board Meetings and Committee Meetings attended by each Director during the Year under review is set out in the following table. Figure in brackets indicates maximum number of meetings in the period in which the individual was a Board Member or Committee Member (as the case may be).

董事會（「董事會」）致力維持有關法定及監管標準，並緊守企業管治之原則，強調透明、獨立、問責及負責。為了達到股東不斷提高之期望和符合日趨嚴謹之法規要求，實踐董事會對堅守優越企業管治之承諾，董事會不斷檢討集團之企業管治守則。

香港聯合交易所有限公司（「聯交所」）在聯交所證券上市規則（「上市規則」）發出之企業管治常規守則（「管治守則」）訂明兩個層次之企業管治守則，分別是強制守則規定—上市公司必須遵守，或對任何偏離守則規定之情況作出解釋；及建議最佳常規—鼓勵上市公司加以遵守但毋需披露偏離常規之情況。除了下文提及之偏離外，公司已遵守管治守則中之強制守則規定。

董事會

董事會有效率和負責任地肩負領導公司發展之責。董事會各成員，無論個別或共同行事，都必須行之以誠，以公司及股東之整體利益為前提。董事會由四名執行董事及三名獨立非執行董事組成。董事會已委任若干轄下委員會，分別監察公司不同範疇之事務。公司之董事會及各董事委員會成員之組成載於下文，而各委員會之職責於本報告內有進一步之描述。於回顧年度內，各董事出席全體董事會會議及委員會會議之次數載於下表。括號內之數字指有關人士為董事會成員或董事委員會成員（視屬何情況而定）期間內可出席之最多會議次數。

CORPORATE GOVERNANCE REPORT |

企業管治報告

Name of Directors 董事姓名	Note 附註	Full Board Meetings 全體董事會會議	Audit Committee Meetings 審核委員會會議	Remuneration Committee Meetings 薪酬委員會會議	Nomination Committee Meetings 提名委員會會議
Executive Directors 執行董事					
LEE Chi Kong (Chairman) 李志剛 (主席)	1	29/32	N/A 不適用	N/A 不適用	N/A 不適用
LAM Ping Kei 林平基	2	0/32	N/A 不適用	N/A 不適用	N/A 不適用
LI Jun 李珺	3	0/32	N/A 不適用	N/A 不適用	N/A 不適用
JING Bin (CEO) 景濱 (行政總裁)		30/32	N/A 不適用	N/A 不適用	N/A 不適用
LAW Wai Fai 羅偉輝		28/32	2/2	N/A 不適用	N/A 不適用
CHENG Man For 鄭文科	4	28/32	2/2	N/A 不適用	N/A 不適用
Independent Non-executive Directors 獨立非執行董事					
CHAN Chi Yuen 陳志遠		15/32	2/2	1/1	1/1
WONG Yun Kuen 黃潤權		15/32	2/2	1/1	1/1
ZHU Guang Qian 朱光前		12/32	2/2	1/1	1/1

Notes:

1. Appointed on 10 February 2009 as Vice-Chairman and re-designated as Chairman on 17 February 2009.
2. Resigned on 17 February 2009.
3. Resigned on 10 February 2009.
4. Attended as secretary of committee, except in Board meetings he played the dual roles as Director and Secretary.

附註:

1. 於二零零九年二月十日獲委任為副主席及於二零零九年二月十七日調任為主席。
2. 於二零零九年二月十七日辭任。
3. 於二零零九年二月十日辭任。
4. 列席各委員會擔任委員會秘書，惟於董事會上則同時擔任董事及秘書。

CORPORATE GOVERNANCE REPORT | 企業管治報告

The Board members have no financial, business, family or other material/relevant relationships with each other. Each of the Independent Non-executive Directors have confirmed in writing their independence from the Company in accordance with the guidelines on director independence of the Listing Rules. On this basis, the Company considers all such Directors to be independent.

Biographical details of the Directors of the Company as at the date of this report are set out on pages 30 to 32 of this annual report. Given the composition of the Board and the skills, knowledge and expertise of the Director, the Board believes that it is appropriately structured to provide sufficient checks and balances to protect the interests of the Group and the shareholders. The Board will review its composition regularly to ensure that it has the appropriate balance of expertise, skills and experience to continue to effectively oversee the business of the Company.

The Directors are remunerated with reference to their respective duties and responsibility with the Company, the Company's performance and current market situation. Details of emoluments of the Directors from the Group for the year are disclosed in Note 8 to the financial statements.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The appointment of new Directors is recommended by the Nomination Committee. The Board will then take into account criteria such as expertise, experience, integrity and commitment when considering a new appointment.

In accordance with the Articles of Association of the Company ("Articles"), all Directors (except the Chairman, Deputy Chairman, Managing Director or Joint Managing Director) are subject to retirement by rotation and re-election at annual general meetings of the Company. New Directors appointed by the Board during the year are required to retire and submit themselves for re-election at the first annual general meeting immediately following their appointments. Further, at each annual general meeting, one-third of the Directors (excluding the Chairman Deputy Chairman, Managing Director or Joint Managing Director), or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third are required to retire from office. Out of the seven directors, six of them (except the Chairman) are subject to retirement by rotation.

各董事會成員之間並沒有財務、業務、親屬或其他重大／相關關係。各獨立非執行董事已根據上市規則對董事獨立性之指引而致函確認其獨立性；因此，公司認為該等董事確屬獨立人士。

於本報告日，公司董事之個人資料詳載於本年報第30頁至第32頁。基於董事會之組成及各董事之技能、學識和專業知識，董事會相信其架構已能恰當地提供足夠之監察，以保障集團和股東之利益。董事會將定期檢討其組成，以確保其在專業知識、技能及經驗方面維持合適之平衡，藉以繼續有效地監管公司之業務。

董事薪酬乃參考各董事於公司之職責、公司之表現及當前市況後釐定。董事於本年度向集團收取之酬金詳情載於財務報表附註8。

董事之委任及重選

新董事之委任由提名委員會建議。董事會審議新委任時會考慮候選人之專業知識、經驗、誠信及承擔等各方面。

根據公司之組織章程細則（「細則」），所有董事（惟主席、副主席、董事總經理或聯席董事總經理除外）須於公司之股東週年大會上輪值告退，並接受重選。於年內獲董事會委任之新董事亦須在獲委任後之首次股東週年大會上退任，並可膺選連任。再者，於每屆股東週年大會上須有三分之一或（如董事會人數不是三或三之倍數）最接近但不超過三分之一之董事（不包括主席、副主席、董事總經理或聯席董事總經理）退任。在七名董事當中，除主席以外餘下六名須受輪值告退之限制。

CORPORATE GOVERNANCE REPORT | 企業管治報告

The existing Articles governing the retirement of Directors deviate from the CGP Code provisions in the following aspects: (i) unlike the other Directors, the Chairman, Deputy Chairman, Managing Director or Joint Managing Director is not subject to retirement by rotation; (ii) new Directors appointed to fill casual vacancies are subject to election by shareholders at the first annual general meeting instead of the first general meeting after their appointments; and (iii) the Directors who are subject to retirement by rotation are not explicitly subject to retirement at least once every three years. The Board will review the above-mentioned practice from time to time and consider amending the Articles when necessary.

TERM OF OFFICE OF NON-EXECUTIVE DIRECTORS

The Company has not complied with code provision A.4.1 that requires non-executive directors should be appointed for a specific term and subject to re-election. Currently, there are no service contracts entered into between the Company and two Independent Non-executive Directors and they have no fixed term of office with the Company. In accordance with the Article, all Independent Non-executive Directors are subject to retirement by rotation. Also, new Independent Non-executive Directors appointed by the Board during the year are required to retire and submit themselves for re-election at the first annual general meeting immediately following their appointments. As such, the Company considers that sufficient measures have been taken to serve the purpose of this code provision.

AUDIT COMMITTEE

The Audit Committee comprises all of the three Independent Non-executive Directors and is chaired by Mr. Chan Chi Yuen, who possesses extensive accounting experience in financial and commercial sectors. It is responsible for appointment of external auditors, review of the Group's financial information and oversight of the Group's financial reporting system and internal control procedures. The Committee is also responsible for reviewing the interim and final results of the Group prior to recommending them to the Board for approval. It meets regularly to review financial reporting and internal control matters and to this end has unrestricted access to personnel, records and external auditors and senior management.

現行有關董事退任之細則有下列之偏離管治守則的事項：(i)主席、副主席、董事總經理或聯席董事總經理毋須輪值告退，有別於其他董事；(ii)獲委任填補臨時空缺之新董事須在其獲委任後之首次股東週年大會（而非首次股東大會）上告退並接受股東重選；及(iii)沒有明確地要求每名須輪值告退之董事最少每三年退任一次。董事會將不時檢討上述做法並於需要時考慮修訂細則。

非執行董事之任期

公司並無遵守守則條文A.4.1要求，非執行董事應以指定任期委任並須重選連任。現時公司與兩名獨立非執行董事並無訂下服務合約，且彼等並無指定任期。根據細則，全體獨立非執行董事均須輪值告退。再者，於年內獲董事會委任的新獨立非執行董事亦須在獲委任後之首次股東週年大會上退任，並可膺選連任。因此，公司認為已採取足夠措施以符合守則規定之目的。

審核委員會

審核委員會由全部共三名獨立非執行董事組成，其主席為陳志遠先生。陳先生擁有豐富之財務及商業會計經驗。審核委員會負責外聘核數師之委聘、審閱集團之財務資料及監督集團之財務申報制度和內部監控程序。委員會亦負責審議集團中期及末期業績後才向董事會作出建議是否批准有關業績。審核委員會定期舉行會議，審閱財務報告及內部監控等事宜，並可不受限制地接觸工作人員、取得有關記錄以及接觸公司之外聘核數師及高級管理層。

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The Committee has specific written terms of reference which are of no less exacting terms than those stipulated in code provision. In 2009, the Audit Committee held two meetings. At the meetings, it reviewed the final results for the year ended 31 December 2008 and the interim results for the six months ended 30 June 2009 respectively. It also reviewed the Company's progress in implementing the corporate governance requirements as set out in the CGP Code.

REMUNERATION COMMITTEE

The Remuneration Committee, composed of all three Independent Non-executive Directors, is responsible for reviewing and determining the compensation and benefits of the Directors and senior management. The committee members elect one of them to take the chair at the commencement of each meeting. The Committee has specific written terms of reference which are of no less exacting terms than those stipulated in code provision. In 2009, the Committee has held one meeting with full attendance.

NOMINATION COMMITTEE

The Nomination Committee, composed of all three Independent Non-executive Directors, is responsible for reviewing and making recommendation to the Board on matters relating to the Board structure and appointment and re-appointment of Directors. The committee members elect one of them to take the chair at the commencement of each meeting. The Committee has specific written terms of reference which are of no less exacting terms than those stipulated in code provision. In 2009, the Committee has held one meeting with full attendance.

委員會以書面訂明職權範圍，其條款與守則規定所訂明者同樣嚴謹。二零零九年，審核委員會舉行兩次會議。會上，委員會已分別審閱截至二零零八年十二月三十一日止年度末期業績及截至二零零九年六月三十日止六個月中期業績。委員會亦檢討公司根據管治守則所載之規定實行企業管治措施之進度。

薪酬委員會

薪酬委員會由全部共三名獨立非執行董事組成，負責檢討並決定董事及高級管理層之薪酬福利。委員會成員於每次會議開始前選出其中一人為會議主席。委員會以書面訂明職權範圍，其條款與守則規定所訂明者同樣嚴謹。委員會於二零零九年曾舉行一次會議，並得全體成員出席。

提名委員會

提名委員會由全部共三名獨立非執行董事組成，負責檢討董事會架構以及董事之委任及重新委任之事宜並就此向董事會提供建議。委員會成員於每次會議開始前選出其中一人為會議主席。委員會以書面訂明職權範圍，其條款與守則規定所訂明者同樣嚴謹。委員會於二零零九年曾舉行一次會議並得全體成員出席。

CORPORATE GOVERNANCE REPORT |

企業管治報告

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of financial statements for each financial period with a view to ensuring such financial statements give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. The Company's financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable.

INTERNAL CONTROL

The Board has overall responsibilities for maintaining a sound and effective internal control system of the Group. The Group's system of internal control includes a defined management structure with limits of authority, safeguard its assets against unauthorized use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant laws and regulations. The system is designed to provide reasonable assurance against material misstatement or loss, and to oversee the Group's operational systems for the achievement of the Group's business objectives.

During the year 31 December 2009, the Board had conducted a review on the effectiveness of the Group's material internal controls in areas of financial and operational functions, risk management and regulatory compliance. The Board considered the Group has effective internal control system. Nevertheless, the Board continues to improve the internal control system through periodic review and recommendation from external auditors identified from their process of audit.

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財務報表的編製，以確保該等財務報表能夠真實和公平地反映該期間集團財政狀況、業績與現金流量。公司財務報表的編製均符合所有有關之法規及合適之會計準則。董事有責任確保選擇和連貫地應用合適之會計政策以及作出審慎和合理之判斷及估計。

內部監控

董事會全權負責維持集團健全和有效之內部監控系統，包括界定管理架構及其相關之權限、保管資產以防未經授權之使用或處理、確定適當之會計紀錄得以保存並可提供可靠之財務資料供內部使用或對外發放，並確保符合相關法例與規則。上述監控系統旨在合理地保證並無重大失實陳述或損失，並監管集團之營運系統以達成集團之業務目標。

截至二零零九年十二月三十一日止年度，董事會曾對集團於財務及營運職能、風險管理及監管合規等方面之重要內部監控效能進行檢討。董事會認為集團之內部監控系統有效。然而，董事會將透過定期檢討及外聘核數師於核數過程中識別出之建議，繼續改善內部監控系統。

CORPORATE GOVERNANCE REPORT | 企業管治報告

AUDITORS' REMUNERATION

The remuneration to the external auditors in relation to their audit and non-audit services provided to the Group for the financial year ended 31 December 2009 amounted to HK\$1,100,000 (2008: HK\$1,100,000) and HK\$670,000 (2008: HK\$Nil) respectively. The non-audit service included an internal control review engagement amounted to HK\$270,000 by Zhongli Risk Advisory Limited, the engagement is in progress. The responsibilities of the auditors with respect to financial reporting are set out in the section of "Independent Auditor's Report" on pages 33 to 35.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code") as set out in Appendix 10 to the Listing Rules. The Company has made specific enquiry to all Directors regarding any non-compliance with the Model Code during the year and they all confirmed that they have fully complied with the required standard set out in the Model Code. The Company is considering adopting a code of conduct governing securities transactions with terms no less exacting than that required by the Listing Rules by employees who may possess or have access to price sensitive information.

COMMUNICATION WITH SHAREHOLDERS

The Company attaches great priority to establishing effective communications with its shareholders and investors. In an effort to enhance such communications, the Company provides information relating to the Company and its business in its interim and annual reports. The Company regards its Annual General Meeting as an opportunity for direct communications between the Board and its shareholders. All Directors, senior management and external auditors make an effort to attend the Annual General Meeting to address shareholders' queries. The Company also responds to requests for information and queries from the shareholders and investors and welcomes the views of shareholders on matters affecting the Group and encourages them to attend shareholders' meetings to communicate any concerns they might have with the Board or management direct.

核數師酬金

截至二零零九年十二月三十一日止財政年度，集團就外聘核數師提供核數及非核數服務而支付之酬金分別為1,100,000港元(二零零八年：1,100,000港元)及670,000港元(二零零八年：零港元)。非核數服務包括由中磊風險顧問有限公司進行之一次內部監控之檢討工作，涉及金額為270,000港元。該項工作仍在進行中。核數師有關財務申報之責任載於第33頁至第35頁「獨立核數師報告書」一詳。

進行證券交易之標準守則

公司已採納上市規則附錄十所載之上市公司董事進行證券交易之標準守則(「標準守則」)。公司已就有否於年內違反標準守則而向全體董事作出特定查詢，彼等均確認彼等一直遵守標準守則所訂之標準。公司正考慮對管有或可接觸股價敏感資料之僱員採納一套條款與上市規則規定看齊之進行證券交易之操守守則。

與股東之溝通

公司相當重視與股東及投資者建立有效溝通。為達到有效溝通，公司在中期報告和年報內提供有關公司及其業務之資料。公司視股東週年大會為重要事項，因其提供董事會與股東直接溝通之機會。全體董事、高級管理層及外聘核數師均盡力出席股東週年大會，以回應股東提問。公司亦回應股東與投資者索取資料之要求和提問，歡迎股東對影響集團之事宜提意見，亦鼓勵股東出席股東大會，讓股東直接向董事會或管理層表達所關注之事宜。

DIRECTORS AND SENIOR MANAGEMENT PROFILE | 董事及高級管理層簡介

DIRECTORS

Executive Director

Mr. LEE Chi Kong, aged 61, is the chairman of the Company and an executive director. Mr. Lee has over 25 years of experience in sales, marketing and management of U.S. high technology companies operating in Greater China and Asia. He was the founder and managing director of the Greater China Headquarters of Apollo Computer Inc and Silicon Graphics Inc, both were U.S. listed companies, instrumental in upgrading the design and manufacturing knowhow of various industries in China, including that of electronics, machinery, power and energy, construction and light industry. Mr. Lee has devoted 10 years in advising Chinese and global corporations in creative marketing, business development and strategic alliance. He was the president of Hong Kong Toastmasters Club, founder and president of New Experience Toastmasters Club, a communications and leadership programme to train young people, and co-founder of China Windmill Foundation, a charity programme to provide clean water to poor farming villages and the temporary shelters at the Sichuan Earthquake Zone.

Mr. JING Bin, aged 41, is an executive Director and Chief Executive Officer of the Company. Mr. Jing has over 10 years of experience in finance, investment and corporate management. He has worked in large-scale corporations such as Bank of China before, and has extensive experience in strategic development, business development, reform management. Mr. Jing was invited to become a member of the topic "Assessment and Transaction of Forest Resources and Assets" (森林資源資產評估與交易) in State Forestry Administration. With his practices and experience in corporations, his opinion was valuable and directional to setting up a systematic and scientific assessment system for forest resources in Asia, an efficient forest assets transaction market and for the modern forestry corporation.

Mr. LAW Wai Fai, aged 41, is an executive Director. He is responsible for the Group's financial management. Mr. Law holds a master of Business Administration degree from the Hong Kong Polytechnic University and a bachelor's degree in Accountancy from the City University of Hong Kong. He is also a member of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales. Prior to joining the Group in July 2000, Mr. Law has worked in two multinational accounting firms. He possesses extensive experience and knowledge in financial management.

董事

執行董事

李志剛先生，61歲，公司之主席兼執行董事。李先生擁有在美國高科技企業的亞太區機構逾25年的銷售、市場和管理方面實戰經驗。他曾經擔任兩家美國上市公司阿波羅電腦(Apollo Computer Inc)和Silicon Graphics Inc在大中華區總部的創辦者和董事總經理，在中國多個工業的設計，制造技術升級方面提供了巨大的幫助，包括電子、機械、電力和能源、建設和輕工業。李先生投身十年時間幫助中國及國際企業在創意市場、商業拓展及戰略聯盟方面提供諮詢。他曾擔任香港英文演講俱樂部主席，以及新歷程英文演講俱樂部主席。此俱樂部是培訓年輕人溝通和領導才能的項目。他也是中國愛心風車基金的合夥創辦人。此基金的宗旨在幫助貧困鄉村地區以及為四川地震災區的臨時安置點提供清潔用水。

景濱先生，41歲，公司之執行董事兼行政總裁。景先生擁有十多年金融和實業投資管理經驗，曾任職於中國銀行等大型企業，在戰略發展、業務拓展、變革管理方面具有豐富的經驗。景先生受邀擔任中國國家林業局重點課題—《森林資源資產評估與交易》課題組的成員，以自身企業的運營實踐，對在亞洲建立系統而科學的森林資源評估體系、有效的林木資產交易市場，以及現代林業企業具有積極的指導意義。

羅偉輝先生，41歲，公司之執行董事，負責集團之財務管理。羅先生持香港理工大學工商管理碩士學位及香港城市大學會計學士學位。彼亦為香港會計師公會會員及英格蘭及威爾斯特許會計師公會會員。彼於二零零零年七月加入集團前，曾就職於兩家跨國會計師行。彼於財務管理方面擁有豐富經驗及廣博知識。

DIRECTORS AND SENIOR MANAGEMENT PROFILE | 董事及高級管理層簡介

Mr. CHENG Man For, aged 45, is an executive Director and company secretary of the Company. Mr. Cheng is a fellow member of the Association of Chartered Certified Accountants, an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of Institute of Chartered Secretaries and Administrators and an associate member of Hong Kong Institute of Chartered Secretaries. He has obtained a Master of Business Administration from Macquarie University of Sydney, Australia. Mr. Cheng has worked as chief financial officer, company secretary and financial controller of companies whose shares are listed on The Stock Exchange of Hong Kong Limited with extensive experience in finance, investment, corporate management and company secretarial practice.

Independent non-executive Directors

Dr. Wong Yun Kuen, aged 52, received a Ph.D. Degree from Harvard University, and was “Distinguished Visiting Scholar” at Wharton School of the University of Pennsylvania. Dr. Wong has worked in financial industries in the United States and Hong Kong for many years, and has considerable experience in corporate finance, investment and derivative products. He is a member of Hong Kong Securities Institute.

Mr. Chan Chi Yuen, aged 43, holds a Bachelor Degree with honours in Business Administration and a Master of Science Degree in Corporate Governance and Directorship. He is a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants and is an associate of The Institute of Chartered Accountants in England and Wales. Mr. Chan is a practicing certified public accountant and has extensive experience in financial management, corporate finance and corporate governance.

Mr. ZHU Guang Qian, aged 69, is an independent non-executive director of the Company. Mr. Zhu currently the chairman of China Timber Distribution Association and deputy vice-chairman of Chinese Society of Wood Industry. Mr. Zhu Guang Qian graduated from Beijing Forestry College in 1965. He has accumulated more than 40 years of experience in the timber industry. Previously, he acted as chairman and deputy director general of the competent authorities for important means of production of China, namely Ministry of Material Supplies, Ministry of Internal Trade and Internal Trade Bureau, where he was mainly responsible for the policy formulation, planning and management of the trade flows for timber and building materials nationwide; involved in or led the analysis in respect of the formulation of the mid to long term balanced development planning for national timber and the then timber allocation plan, timber related regulations as well as the national timber market.

Senior Management

Mr. CAO Gang, aged 52, obtained a bachelor degree from Beijing College of Posts and Telecommunications. He is the president of 奇峰乾元企業管理諮詢(深圳)有限公司 and 北京奇峰乾元信息科技有限公司, responsible for the overall management and operation of the Timber Exchange transactions, warehouse monitoring business and timber trading. Mr. Cao has extensive experience and has built a strong social network in fields such as information technology, E-commerce, marketing and international trade. He was the Deputy President of 清華紫光(集團)總公司和 清華紫光股份有限公司, a member of the Ninth and Tenth Committee of Beijing of the Chinese People's Political Consultative Conference and the Sixth Haidian District Committee of Beijing of the Chinese People's Political Consultative Conference and a standing director of China Computer Industry Association.

鄭文科先生, 45歲, 公司之執行董事兼公司秘書。鄭先生為英國特許執業會計師公會資深會員、香港會計師公會會員、英國特許秘書及行政人員公會會員及香港公司秘書公會會士。鄭先生亦持有澳洲悉尼Macquarie University工商管理碩士學位。鄭先生曾於多家在香港聯合交易所有限公司上市之公司擔任首席財務官、公司秘書及財務總監等職位, 於財務管理、投資、公司管理及公司秘書實務方面擁有豐富經驗。

獨立非執行董事

黃潤權博士, 52歲。獲美國哈佛大學博士學位, 並曾任美國賓夕法尼亞大學Wharton School「傑出客座學者」。黃博士在美國及香港金融界工作多年, 對企業融資、投資和衍生產品均有豐富經驗。彼為香港證券學會會員。

陳志遠先生, 43歲, 持有工商管理榮譽學士學位及公司管治與董事學理學碩士學位。彼為香港會計師公會及英國特許公認會計師公會資深會員, 並為英格蘭及威爾斯特許會計師公會會員。陳先生為執業會計師及於財務管理、企業融資及企業管治方面擁有豐富經驗。

朱光前先生, 69歲, 公司之獨立非執行董事。朱先生現任中國木材流通協會會長及中國木材工業學會副理事長。朱光前先生一九六五年畢業於北京林學院, 在木材行業工作四十餘年。先後在國家重要生產資料主管部門物資部、國內貿易部、國家內貿局工作, 曾任處長、副司長等職, 主管全國木材建材貿易流通的政策制訂、計劃和管理等方面業務, 參與或主持制訂全國木材中長期平衡規劃及當年木材分配計劃、木材相關法規和全國木材市場的分析工作。

高級管理層

曹綱先生, 52歲, 北京郵電學院大學本科學歷, 現為奇峰乾元企業管理諮詢(深圳)有限公司和北京奇峰乾元信息科技有限公司總公司總裁, 負責木交所交易業務、監管倉業務及木材貿易業務的全面管理和運營工作。曹先生在信息科技、電子商務、市場營銷、國際貿易等方面具有豐富經驗和人脈關係, 曾任清華紫光(集團)總公司副總裁、清華紫光股份有限公司副總裁、中國人民政治協商會議北京市第九屆和第十屆委員會委員、中國人民政治協商會議北京市海澱區第六屆委員會委員、中國計算機行業協會常務理事。

DIRECTORS AND SENIOR MANAGEMENT PROFILE | 董事及高級管理層簡介

Mr. HE Yuan, aged 39, obtained a bachelor degree from Renmin University of China and Northern Jiaotong University. He is currently the Vice President of 北京奇峰乾元信息科技有限公司, mainly responsible for the management of transaction business, system construction and operation, and technology research and development of the Timber Exchange. Mr. He has extensive experience and social networks in fields such as system integration, network operation and bulk trading of commodities. He was a senior management member of China Aerospace Corporation, 中國華大集成電路設計有限公司, 香港中醫藥網路(中國)有限公司 and 北京國林科技發展有限公司.

Mr. XIA Gang, aged 42, obtained a bachelor degree. He is a certified public accountant and a certified public valuer of the PRC, and currently the CFO of 北京奇峰乾元信息科技有限公司 and Leeka Wood Co., Ltd, mainly responsible for the financial and accounting management of the Timber Exchange and Leeka Wood Co., Ltd. Mr. Xia holds titles of senior accountant and economist and has extensive experience in financial management, financial accounting and tax processing. He held various positions related to accounting, auditing and valuation in organizations and companies such as State-owned Assets Supervision and Administration Commission of the State Council and 中興財會計師事務所有限公司.

Mr. SHI Zhi Rui, aged 63. He is currently the President of Leeka Wood Co., Ltd, mainly responsible for the overall management and operation of the timber resources and timber production and sales business of G&G Wood. He and has been engaging in corporate management over time. He has extensive experience in the exploitation, management and operation of timber resources. Mr. Shi was a senior management member of 清華計算機公司 and 紫光資源管理諮詢有限公司.

Mr. YIN Rui Yu, aged 38, obtained a bachelor degree from Beijing University of Civil Engineering and Architecture and Capital University of Economics and Business. He is currently the President of Leeka Wood Co., Ltd., mainly responsible for the timber management, logging, processing, marketing and technology development. Mr. Yin has solid theoretical foundations and extensive practical experience in timber operation and trading, product marketing and planning, and information communication. He was a senior management member of 京西建設集團, 清華科技園石龍科技園區 and 銀科博星科技發展有限公司.

何源先生, 39歲, 中國人民大學和北方交通大學本科學歷, 現為北京奇峰乾元信息科技有限公司副總裁, 主要負責木交所的交易業務管理、系統建設運營及技術研發工作。何先生在系統集成、網路運營、大宗商品交易等方面具有豐富經驗和人脈關係, 曾先後在中國航天工業總公司、中國華大集成電路設計有限公司、香港中醫藥網路(中國)有限公司、北京國林科技發展有限公司任高級管理人員。

夏綱先生, 42歲, 大學本科學歷, 中國註冊會計師、中國註冊資產評估師, 現任北京奇峰乾元信息科技有限公司和綠之嘉木業有限公司財務總監, 主要負責木交所和綠之嘉木業有限公司的財務和會計業務管理工作。夏先生具有高級會計師、經濟師職稱, 在財務管理、會計核算、稅務處理等方面具有豐富經驗, 曾先後在國務院國有資產監督管理委員會監事會、中興財會計師事務所有限公司等單位擔任會計、審計、評估等相關工作。

石志瑞先生, 63歲, 現為綠之嘉木業有限公司董事長, 主要負責綠之嘉木業有限公司林木資源和木材產銷業務的全面管理和運營工作。石先生長期從事企業管理工作, 並在林木資源的開發、管理和運營方面具有豐富經驗, 曾先後在清華計算機公司、紫光資源管理諮詢有限公司任高級管理人員。

殷睿宇先生, 38歲, 北京建築工程學院和首都經濟貿易大學本科學歷, 現為綠之嘉木業有限公司總裁, 主要負責林木的管護與採伐、加工、市場營銷及技術開發工作。殷先生在林木經營與貿易、產品營銷策劃、資訊傳播等方面有著扎實的理論基礎和豐富的實踐經驗, 曾先後在京西建設集團、清華科技園石龍科技園區及銀科博星科技發展有限公司任高級管理人員。

INDEPENDENT AUDITOR'S REPORT | 獨立核數師報告書



盧鄺會計師事務所有限公司
LO AND KWONG C.P.A. COMPANY LIMITED

AUDIT • TAX • BUSINESS ADVISORY

TO THE SHAREHOLDERS OF SUPERB SUMMIT INTERNATIONAL TIMBER COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Superb Summit International Timber Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") as set out on pages 36 to 128, which comprise the consolidated and Company statements of financial position as at 31 December 2009, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

致：奇峰國際木業有限公司
(於開曼群島註冊成立之有限公司)
列位股東

本核數師(以下簡稱「我們」)已審核列載於第36頁至第128頁奇峰國際木業有限公司(「公司」，連同其附屬公司統稱「集團」)的綜合財務報表，包括二零零九年十二月三十一日的公司及綜合財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表、綜合現金流量表以及主要會計政策和其他附註解釋。

董事就綜合財務報表須 承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》披露規定編製及真實而公平地呈列該等綜合財務報表。此等責任包括設計、實施及維護與編製及真實而公平地呈列綜合財務報表相關的內部監控，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；以及按情況作出合理的會計估計。

INDEPENDENT AUDITOR'S REPORT |

獨立核數師報告書

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

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

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

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見，並僅向全體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

審核涉及執程序以獲取有關綜合財務報表所載金額和披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與集團編製及真實而公平地呈列綜合財務報表相關的內部監控，以設計適當審核程序，但並非為對集團的內部監控的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體呈列方式。

我們相信，我們所獲得的審核憑證充足和適當地為我們的審核意見提供基礎。

INDEPENDENT AUDITOR'S REPORT | 獨立核數師報告書

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2009 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

LO AND KWONG C.P.A. COMPANY LIMITED

Certified Public Accountants (Practising)

Lo Wah Wai

Practising Certificate Number: P02693

Suites 216-218, 2/F,
Shui On Centre,
6-8 Harbour Road,
Wanchai,
Hong Kong

27 April 2010

意見

我們認為，綜合財務報表均已根據香港財務報告準則真實及公平地反映 貴公司及 貴集團於二零零九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溢利和現金流量，並已按照香港公司條例妥為編製。

盧鄭會計師事務所有限公司

執業會計師(執業)

盧華威

執業證書號碼：P02693

香港
灣仔
港灣道6-8號
瑞安中心
2樓216-218室

二零一零年四月二十七日

CONSOLIDATED INCOME STATEMENT | 綜合收益表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

			2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)
		Notes 附註		
Continuing operations	持續經營業務			
Turnover	營業額	4	16,800	65,940
Cost of sales	銷售成本		(18,836)	(79,662)
Gross loss	毛損		(2,036)	(13,722)
Other income	其他收入	6	100,645	11,497
Other gains and losses	其他收益及虧損	7	776,266	(344,895)
Selling and distribution expenses	銷售及分銷開支		(5,703)	(9,606)
Administrative expenses	行政開支		(45,150)	(49,734)
Other operating expenses	其他經營開支		(126,539)	(347,926)
Finance costs	財務成本	10	(14,263)	(38,538)
Profit (loss) before tax	除稅前溢利(虧損)		683,220	(792,924)
Income tax expenses	所得稅開支	11	—	(1,759)
Profit (loss) for the year from continuing operations	持續經營業務所產生之本年度溢利(虧損)	12	683,220	(794,683)
Discontinued operations	已終止經營業務			
Loss for the year from discontinued operations	已終止經營業務所產生之本年度虧損	22	(18,639)	(86,961)
Profit (loss) for the year	本年度溢利(虧損)		664,581	(881,644)

CONSOLIDATED INCOME STATEMENT |

綜合收益表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		Notes	2009	2008
		附註	二零零九年	二零零八年
			HK\$'000	HK\$'000
			千港元	千港元
				(As restated)
				(重列)
Attributable to:	以下人士應佔：			
Owners of the Company	公司擁有人			
— Continuing operations	— 持續經營業務		605,088	(552,920)
— Discontinued operations	— 已終止經營業務		(18,639)	(86,961)
Non-controlling interests	非控制權益			
— Continuing operations	— 持續經營業務		78,132	(241,763)
— Discontinued operations	— 已終止經營業務		—	—
			664,581	(881,644)
Dividend	股息	13	—	—
Earnings (loss) per share from continuing operations attributable to the owners of the Company during the year	就年內公司擁有人應佔持續經營業務之每股盈利(虧損)	14		
Basic:	基本：			
Current year/prior year	本年度／過往年度			
As retrospectively restated	經追溯重列		23.075 cents 港仙	(30.343) cents港仙
Diluted:	攤薄：			
Current year	本年度		21.835 cents 港仙	N/A不適用
Earnings (loss) per share from continuing and discontinued operations attributable to the owners of the Company during the year	就年內公司擁有人應佔持續及已終止經營業務之每股盈利(虧損)	14		
Basic:	基本：			
Current year/prior year	本年度／過往年度			
As retrospectively restated	經追溯重列		22.364 cents 港仙	(35.115) cents港仙
Diluted:	攤薄：			
Current year	本年度		21.163 cents 港仙	N/A不適用

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME | 綜合全面收入報表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)
Profit (loss) for the year	本年度溢利 (虧損)	664,581	(881,644)
Other comprehensive income	其他全面收入		
Exchange differences arising on translating foreign operations	換算海外業務所產生 之匯兌差額	10,193	186,576
Loss on revaluation of property	重估物業虧損	—	(1,441)
Other comprehensive income for the year (net of tax)	年內其他全面收入 (扣除稅項)	10,193	185,135
Total comprehensive income (loss) for the year	年內全面收入 (虧損) 總額	674,774	(696,509)
Total comprehensive income (loss) attributable to:	以下人士應佔全面收入 (虧損) 總額：		
Owners of the Company	公司擁有人	596,642	(518,904)
Non-controlling interests	非控制權益	78,132	(177,605)
		674,774	(696,509)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION | 綜合財務狀況報表

At 31 December 2009
於二零零九年十二月三十一日

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
ASSETS	資產			
NON-CURRENT ASSETS	非流動資產			
Owner-occupied leasehold interest in land	業主佔用土地租賃權益	15	24,939	51,413
Property, plant and equipment	物業、廠房及設備	16	2,542	184,154
Biological assets	生物資產	17	3,653,629	3,227,017
Total non-current assets	非流動資產總值		3,681,110	3,462,584
CURRENT ASSETS	流動資產			
Inventories	存貨	19	—	96,486
Owner-occupied leasehold interest in land	業主佔用土地租賃權益	15	554	984
Trade receivables	應收貿易賬項	20	—	107,863
Prepayments, deposits and other receivables	預付款項、訂金及 其他應收款項		148,893	74,541
Amount due from non-controlling interests	應收非控制權益款項		—	325,111
Cash and cash equivalents	現金及現金等值項目	34	73,583	54,582
			223,030	659,567
Assets of disposal group classified as held for sale	分類為持作出售 之出售組別資產	22	202,740	—
Total current assets	流動資產總值		425,770	659,567
TOTAL ASSETS	資產總值		4,106,880	4,122,151
LIABILITIES	負債			
CURRENT LIABILITIES	流動負債			
Trade payables	應付貿易賬項	23	207	43,481
Tax payables	應付稅項		2,573	36,547
Other payables and accruals	其他應付款項及 應計款項		202,019	191,823
Interest-bearing bank loan — due within one year	計息銀行貸款 — 一年內到期	24	—	406,780
Convertible notes	可換股票據	33	153	109,965
			204,952	788,596
Liabilities of disposal group classified as held for sale	分類為持作出售 之出售組別負債	22	114,740	—
Total current liabilities	流動負債總額		319,692	788,596

CONSOLIDATED STATEMENT OF FINANCIAL POSITION | 綜合財務狀況報表

At 31 December 2009
於二零零九年十二月三十一日

		Notes	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
		附註		
TOTAL LIABILITIES	負債總額		319,692	788,596
TOTAL NET ASSETS	淨資產總額		3,787,188	3,333,555
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	27	289,290	234,523
Reserves	儲備		3,497,898	2,302,058
Total equity attributable to owners of the Company	公司擁有人應佔 權益總額		3,787,188	2,536,581
Non-controlling interests	非控制權益		—	796,974
TOTAL EQUITY	權益總額		3,787,188	3,333,555

The consolidated financial statements on pages 36 to 128 were approved and authorised for issue by the board of directors on 27 April 2010 and are signed on its behalf by:

載於第36頁至第128頁之綜合財務報表於二零一零年四月二十七日獲董事會核准及授權刊發，並由下列人士代表簽署：

Lee Chi Kong

李志剛

Director and Chairman

董事兼主席

Jing Bin

景濱

Director and Chief Executive Officer

董事兼行政總裁

STATEMENT OF FINANCIAL POSITION | 財務狀況報表

At 31 December 2009
於二零零九年十二月三十一日

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
ASSETS	資產			
NON-CURRENT ASSET	非流動資產			
Investments in subsidiaries	於附屬公司之投資	18	1,536,508	1,036,423
CURRENT ASSETS	流動資產			
Amounts due from subsidiaries	應收附屬公司款項	18	664,692	286,464
Prepayments, deposits and other receivables	預付款項、訂金及 其他應收款項		100,230	1,276
Cash and cash equivalents	現金及現金等值項目	34	23,720	1,802
Amount due from a non-controlling shareholder of subsidiary	應收附屬公司 之非控股股東款項		—	325,111
Total current assets	流動資產總值		788,642	614,653
TOTAL ASSETS	資產總值		2,325,150	1,651,076
LIABILITIES	負債			
CURRENT LIABILITIES	流動負債			
Amounts due to subsidiaries	應付附屬公司款項	18	14,692	14,692
Other payables and accruals	其他應付款項及 應計款項		590	667
Convertible notes	可換股票據	33	153	109,965
Total current liabilities	流動負債總額		15,435	125,324
TOTAL LIABILITIES	負債總額		15,435	125,324
TOTAL NET ASSETS	淨資產總額		2,309,715	1,525,752
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	27	289,290	234,523
Reserves	儲備	32	2,020,425	1,291,229
TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY	公司擁有人應佔 權益總額		2,309,715	1,525,752

Lee Chi Kong

李志剛

Director and Chairman

董事兼主席

Jing Bin

景濱

Director and Chief Executive Officer

董事兼行政總裁

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY |

綜合權益變動表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		Attributable to the owners of the Company 公司擁有人應佔												
		Share capital 股本	Share premium 股份溢價	Property revaluation reserve 物業重估儲備	Foreign exchange reserve 外匯儲備	Share options reserve 購股權儲備	Warrant reserve 認股權證儲備	Convertible notes equity reserve 可換股票據權益儲備	General reserve 一般儲備	Statutory reserve fund 法定儲備基金	Retained profits 保留溢利	Total 總計	Non-controlling interests 非控制權益	Total 總計
								HK\$'000 千港元						
		(Note 27) (附註27)	(Note a) (附註a)					(restated) (重列)		(Note b) (附註 b)	(restated) (重列)	(restated) (重列)	(restated) (重列)	(restated) (重列)
At 1 January 2008	於二零零八年一月一日	176,299	667,977	2,795	136,625	107,047	15,148	63,073	—	4,578	1,383,587	2,557,129	974,579	3,531,708
Loss for the year (as restated)	本年度虧損 (重列)	—	—	—	—	—	—	—	—	—	(639,881)	(639,881)	(241,763)	(881,644)
Other comprehensive income for the year (as restated)	本年度其他全面收入 (重列)	—	—	(1,441)	122,418	—	—	—	—	—	—	120,977	64,158	185,135
Total comprehensive income (loss) for the year	本年度全面收入 (虧損) 總額	—	—	(1,441)	122,418	—	—	—	—	—	(639,881)	(518,904)	(177,605)	(696,509)
Expire of warrants	認股權證屆滿	—	(415)	—	—	—	(15,114)	—	—	—	15,529	—	—	—
Exercise of share options	行使購股權	442	2,043	—	—	—	—	—	—	—	—	2,485	—	2,485
Exercise of warrants	行使認股權證	39	342	—	—	—	(34)	—	—	—	—	347	—	347
Arising upon conversion of convertible notes into new shares	轉換可換股票據為新股份而產生	57,743	461,947	—	—	—	—	(52,055)	—	—	—	467,635	—	467,635
Contribution by government	政府出資	—	—	—	—	—	—	—	904	—	—	904	—	904
Transfer of retained profits	轉撥保留溢利	—	—	—	—	—	—	—	—	339	(339)	—	—	—
Employee share option benefits	僱員購股權福利	—	—	—	—	26,985	—	—	—	—	—	26,985	—	26,985
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日及二零零九年一月一日	234,523	1,131,894*	1,354*	259,043*	134,032*	—	11,018*	904*	4,917*	758,896*	2,536,581	796,974	3,333,555
Profit for the year	本年度溢利	—	—	—	—	—	—	—	—	—	586,449	586,449	78,132	664,581
Other comprehensive income for the year	本年度其他全面收入	—	—	—	10,193	—	—	—	—	—	—	10,193	—	10,193
Total comprehensive income for the year	本年度全面收入總額	—	—	—	10,193	—	—	—	—	—	586,449	596,642	78,132	674,774

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY | 綜合權益變動表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

Attributable to the owners of the Company 公司擁有人應佔														
	Share capital	Share premium	Property revaluation reserve	Foreign exchange reserve	Share options reserve	Warrant reserve	Convertible notes	General reserve	Statutory reserve fund	Retained profits	Total	Non-controlling interests	Total	
							equity reserve							
	股本	股份溢價	物業重估儲備	外匯儲備	購股權儲備	認股權證儲備	可換股票據權益儲備	一般儲備	法定儲備基金	保留溢利	總計	非控制權益	總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
	(Note 27)	(Note a)					(restated)		(Note b)	(restated)	(restated)	(restated)	(restated)	
	(附註27)	(附註a)					(重列)		(附註 b)	(重列)	(重列)	(重列)	(重列)	
Acquisition of additional interests in a subsidiary from non-controlling shareholder												(875,106)	(875,106)	
Disposal of a subsidiary								(904)			(904)		(904)	
Issue of convertible notes							334,151				334,151		334,151	
Cancellation of share option					(24,742)					24,742				
Employee share option benefits					81,172						81,172		81,172	
Arising upon conversion of convertible notes into new shares	6,667	53,333					(6,010)				53,990		53,990	
Issue of placing shares	48,100	142,464									190,564		190,564	
Redemption of convertible notes							(5,008)				(5,008)		(5,008)	
Transfer of retained profits									171	(171)				
At 31 December 2009	於二零零九年十二月三十一日	289,290	1,327,691*	1,354*	269,236*	190,462*	—	334,151*	—	5,088*	1,369,916*	3,787,188	—	3,787,188

* These reserve accounts comprise the consolidated reserves of HK\$3,497,898,000 (2008: HK\$2,302,058,000) in the consolidated statement of financial position.

* 此等儲備賬包括綜合財務狀況報表之綜合儲備3,497,898,000港元(二零零八年: 2,302,058,000港元)。

Notes:

附註:

- (a) The share premium of the Group includes the premium arising from the new issue of shares of the Company.
- (b) The subsidiaries are required to transfer 10% of their profit after taxation calculated in accordance with the PRC accounting regulations to the statutory reserve fund until such reserve reaches 50% of the registered capital of the respective subsidiaries, upon which any further appropriation will be at the recommendation of the directors of the subsidiaries. Such reserve may be used to reduce any losses incurred by the subsidiaries or be capitalised as paid-up capital of the subsidiaries.

- (a) 集團之股份溢價賬包括公司發行新股產生之溢價。
- (b) 附屬公司須將其根據中國會計條例計算之除稅後溢利之10%之款額撥入法定儲備基金，直至是項儲備達到註冊資本之50%，其後是否作進一步撥備則由附屬公司之董事決定。有關儲備可用於減少附屬公司所錄得之任何虧損，亦可資本化作為該等附屬公司之繳足股本。

CONSOLIDATED STATEMENT OF CASH FLOWS |

綜合現金流量表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)
OPERATING ACTIVITIES			
Continuing operations			
Profit (loss) before tax	經營活動 持續經營業務 除稅前溢利(虧損)	683,220	(792,924)
Adjustments for:	調整：		
Finance costs	財務成本	14,263	38,538
Interest income	利息收入	(9,942)	(168)
Depreciation of property, plant and equipment	物業、廠房及 設備折舊	2,094	38,384
Amortisation of owner-occupied leasehold interest in land	業主佔用土地租賃 權益之攤銷	1,639	575
(Gain) loss arising from changes in fair value less estimated point- of-sale costs of biological assets	生物資產公平值變動 減估計銷售點成本 產生之(收益)虧損	(417,702)	344,895
Discount on acquisition of additional interests in a subsidiary	收購附屬公司額外 權益之折讓	(375,022)	—
Net gain on disposal of a subsidiary and release of the counter guarantee	出售附屬公司及解除 反擔保之收益淨額	(206,113)	—
Impairment loss on goodwill	商譽之減值虧損	—	25,715
Gain on disposal of property, plant and equipment	出售物業、廠房及 設備之收益	(42)	—
Impairment loss on property, plant and equipment	物業、廠房及設備 之減值虧損	25,599	229,539
Impairment loss recognised in respect of trade receivables	就應收貿易賬項確認 之減值虧損	14,569	43,339
Impairment loss recognised in respect of other receivables	就其他應收款項確認 之減值虧損	134	12,816
Write-down of inventories to net realisable value	撇減存貨至可變現 淨值	234	—
Loss on disposal of available-for-sales financial assets	可供出售金融資產 之出售虧損	—	8,787
Provision for loss on re-measurement to fair value less estimated cost to sell in respect of disposal group held for sale	就持作出售之出售組別 重新計量至公平值減估計 銷售成本之虧損撥備	222,571	—
Reversal of impairment loss of property, plant and equipment	物業、廠房及設備 之減值虧損撥回	(89,036)	—
Share-based payments expense	以股份為基礎付款之開支	81,172	26,985

CONSOLIDATED STATEMENT OF CASH FLOWS |

綜合現金流量表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(52,362)	(23,519)
Decrease (increase) in inventories	存貨減少(增加)	7,779	(3,848)
Decrease (increase) in trade receivables	應收貿易賬項減少(增加)	97	(54,091)
(Increase) decrease in prepayments, deposits and other receivables	預付款項、訂金及其他應收款項(增加)減少	(74,069)	31,875
Decrease in biological assets	生物資產減少	2,067	24,433
(Decrease) increase in trade payables	應付貿易賬項減少(增加)	(3,289)	482
Increase in other payables and accruals	其他應付款項及應計款項增加	74,144	3,377
Cash used in operating activities of continuing operations	持續經營業務經營活動所用現金	(45,633)	(21,291)
Interest received	已收利息	9,942	168
Taxes refunded	退回稅項	—	20
Taxes paid	已付稅項	—	(419)
Net cash used in operating activities of continuing operations	持續經營業務經營活動所用現金淨額	(35,691)	(21,522)
Discontinued operations	已終止經營業務		
Cash generated from operating activities of discontinued operations	已終止經營業務經營活動所得現金	20,866	20,664
Interest received	已收利息	385	634
Taxes paid	已付稅項	(2,053)	(1,489)
Net cash generated from operating activities of discontinued operations	已終止經營業務經營活動所得現金淨額	19,198	19,809
NET CASH USED IN OPERATING ACTIVITIES	經營活動所用現金淨額	(16,493)	(1,713)

CONSOLIDATED STATEMENT OF CASH FLOWS |

綜合現金流量表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)
INVESTING ACTIVITIES			
Continuing operations			
Proceeds from disposal of available-for-sale financial assets		—	2,823
Proceeds from disposal of property, plant and equipment		1,671	—
Acquisition of property, plant and equipment		(18,276)	(4,941)
Disposal of a subsidiary	30	(7,498)	—
Net cash used in investing activities of continuing operations		(24,103)	(2,118)
Discontinued operations			
Cash used in investing activities of discontinued operations		(17,139)	(13,565)
Net cash used in investing activities of discontinued operations		(17,139)	(13,565)
NET CASH USED IN INVESTING ACTIVITIES		(41,242)	(15,683)
FINANCING ACTIVITIES			
Continuing operations			
Proceeds from exercise of share option		—	2,485
Proceeds from exercise of warrants		—	347
Redemption of convertible notes		(50,000)	—
Contribution by government		—	904
Proceeds from issue of placing share		196,430	—
Placing shares issuing expenses		(5,866)	—
Interest paid		(14,263)	(38,538)
Net cash generated from (used in) financing activities of continuing operations		126,301	(34,802)

CONSOLIDATED STATEMENT OF CASH FLOWS |

綜合現金流量表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)
Discontinued operations	已終止經營業務		
Cash used in financial activities of discontinued operations	已終止經營業務融資活動所用現金	—	(29,864)
Net cash generated from (used in) financing activities of discontinued operations	已終止經營業務融資活動所得(所用)現金淨額	—	(29,864)
NET CASH GENERATED FROM (USED IN) FINANCING ACTIVITIES	融資活動所得(所用)現金淨額	126,301	(64,666)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目之增加(減少)淨額	68,566	(82,062)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR	年初之現金及現金等值項目	54,582	138,205
Effect of foreign exchange rate changes	匯率變動之影響	(197)	(1,561)
CASH AND CASH EQUIVALENTS AT THE END OF YEAR	年終之現金及現金等值項目	122,951	54,582
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目結餘分析		
Cash and cash equivalents	現金及現金等值項目	73,583	54,582
Cash and cash equivalents classified as assets held for sale	分類為持作出售之資產之現金及現金等值項目	49,368	—
		122,951	54,582
MAJOR NON-CASH TRANSACTIONS:	重大非現金交易：		
Acquisition of equity interest in a subsidiary	收購一間附屬公司之股本權益	751,990	—
Release of counter guarantee	解除反擔保	381,849	—
Disposal of a subsidiary	出售一間附屬公司	113,026	—
Conversion of convertible notes into new shares	轉換可換股票據為新股份	53,990	467,635

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS | 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

1. GENERAL

The Company is incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of registered office and principal place of business of the Company is Units 3307-3308, 33th Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars (HK\$). Other than those subsidiaries established in the People's Republic of China (the "PRC") whose functional currency is Renminbi ("RMB") and the subsidiary incorporated in Macau whose functional currency is Macau Patacas ("MOP"), the functional currency of Company and its subsidiaries (collectively referred to as the "Group") is HK\$.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 18 to the consolidated financial statements.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, the following new and revised standards, amendments, and interpretations ("new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are effective for the Group's financial year beginning on 1 January 2009.

HKAS 1 (Revised)	Presentation of Financial Statements
HKAS 23 (Revised)	Borrowing Costs
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation
HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segments

1. 一般資料

公司為在開曼群島註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。公司之註冊辦事處兼主要營業地點為香港干諾道中168至200號信德中心西座33樓3307至3308室。

綜合財務報表乃以港元（「港元」）列示。除在中華人民共和國（「中國」）成立之附屬公司之功能貨幣為人民幣「人民幣」，以及在澳門註冊成立之附屬公司之功能貨幣為澳門元（「澳門元」）外，公司及其附屬公司（統稱為「集團」）的功能貨幣為港元。

公司作為一間投資控股公司。其主要附屬公司之主要業務載於綜合財務報表附註18。

2. 應用新訂及經修訂香港財務報告準則

於本年內，集團已應用下列由香港會計師公會（「香港會計師公會」）頒佈為於二零零九年一月一日開始之集團財政年度生效之新訂及經修訂準則、修訂及詮釋（「新香港財務報告準則」）。

香港會計準則第1號（經修訂）	財務報表之呈列
香港會計準則第23號（經修訂）	借貸成本
香港會計準則第32號及第1號（修訂）	可沽財務工具及清盤產生之承擔
香港財務報告準則第1號及香港會計準則第27號（修訂）	對附屬公司、共同控制實體或聯營公司投資之成本
香港財務報告準則第2號（修訂）	歸屬條件及註銷
香港財務報告準則第7號（修訂）	改善有關財務工具之披露
香港財務報告準則第8號	經營分部

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS | 綜合財務報表附註

For the year ended 31 December 2009
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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HK(IFRIC)-Int 9 and HKAS 39 (Amendments)	Embedded Derivatives
HK(IFRIC)-Int 13	Customer Loyalty Programmes
HK(IFRIC)-Int 15	Agreements for the Construction of Real Estate
HK(IFRIC)-Int 16	Hedges of a Net Investment in Foreign Operation
HK(IFRIC)-Int 18	Transfers of Assets from Customers
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS that is effective for annual periods beginning or after 1 July 2009
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 except for the improvements that are effective for annual periods on or after 1 January 2010

Except as described below, the adoption of the New HKFRSs had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods.

HKAS 1 (Revised 2007) Presentation of Financial Statements

HKAS 1 (Revised 2007) has introduced terminology changes (including revised titles for the financial statements) and changes in the format and content of the financial statements.

HKFRS 8 Operating Segments

HKFRS 8 is a disclosure standard that has not resulted in a redesignation of the Group's reportable segments (see note 5).

2. 應用新訂及經修訂香港財務報告準則 (續)

香港(國際財務報告詮釋委員會)詮釋第9號及香港會計準則第39號(修訂)	附帶衍生工具
香港(國際財務報告詮釋委員會)詮釋第13號	客戶忠誠計劃
香港(國際財務報告詮釋委員會)詮釋第15號	房地產興建協議
香港(國際財務報告詮釋委員會)詮釋第16號	對沖境外業務之淨投資
香港(國際財務報告詮釋委員會)詮釋第18號	轉讓客戶之資產
香港財務報告準則(修訂)	二零零八年頒佈之香港財務報告準則之改進，惟於二零零九年七月一或之後開始之年度期間起生效之香港財務報告準則修訂除外
香港財務報告準則(修訂)	二零零九年頒佈之香港財務報告準則之改進，惟於二零一零年一月一或之後之年度期間起生效之改進除外

除下文所述外，採納新訂香港財務報告準則對本期間或以往期間集團之綜合財務狀況報表並無任何重大影響。

香港會計準則第1號(二零零七年經修訂)財務報表之呈列

香港會計準則第1號(二零零七年經修訂)引入術語變動(包括經修訂之財務報表標題)及財務報表格式及內容變動。

香港財務報告準則第8號 經營分部

香港財務報告準則第8號乃一項披露準則，並無導致集團重列可報告分部。(見附註5)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS |

綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

Improving Disclosures about Financial Instruments (Amendments to HKFRS 7 Financial Instruments: Disclosures)

The amendments to HKFRS 7 expand the disclosures required in relation to fair value measurements and liquidity risk. The Group has not presented comparative information for the expanded disclosures in accordance with the transitional provision set out in the amendments.

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

HKFRSs (Amendments)	Amendments to HKFRS 5 as part of Improvements to HKFRSs 2008 ¹	香港財務報告準則(修訂)	香港財務報告準則第5號之修訂，作為改進二零零八年香港財務報告準則之一部份 ¹
HKFRSs (Amendments)	Improvements to HKFRSs issued in April 2009 ²	香港財務報告準則(修訂)	二零零九年四月香港財務報告準則之改進 ²
HKAS 24 (Revised)	Related Party Disclosures ⁶	香港會計準則第24號(經修訂)	關連人士披露事項 ⁶
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ¹	香港會計準則第27號(經修訂)	綜合及獨立財務報表 ¹
HKAS 32 (Amendment)	Classification of Rights Issues ⁴	香港會計準則第32號(修訂)	供股之分類 ⁴
HKAS 39 (Amendment)	Eligible Hedged Items ¹	香港會計準則第39號(修訂)	合資格對沖項目 ¹
HKFRS 1 (Revised)	First-time Adoption of HKFRS ¹	香港財務報告準則第1號(經修訂)	首次採納香港財務報告準則 ¹
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters ³	香港財務報告準則第1號(修訂)	首次採納者之額外豁免 ³
HKFRS 2 (Amendment)	Group Cash-settled Share-based payment Transactions ³	香港財務報告準則第2號(修訂)	集團以現金結算以股份支付之交易 ³
HKFRS 3 (Revised)	Business Combinations ¹	香港財務報告準則第3號(經修訂)	業務合併 ¹
HKFRS 9	Financial Instruments ⁷	香港財務報告準則第9號	金融工具 ⁷
HK(IFRIC)-Int 14 (Amendments)	Prepayments of a Minimum Funding Requirement ⁶	香港(國際財務報告詮釋委員會)一詮釋第14號(修訂)	最低資本規定之預付款項 ⁶
HK(IFRIC)-Int 17	Distributions of Non-cash Assets to Owners ¹	香港(國際財務報告詮釋委員會)一詮釋第17號	向擁有人分派非現金資產 ¹
HK(IFRIC)-Int 19	Extinguishing Financial Liabilities with Equity Instruments ⁵	香港(國際財務報告詮釋委員會)一詮釋第19號	以股本工具抵銷財務負債 ⁵

2. 應用新訂及經修訂香港財務報告準則 (續)

有關金融工具之改進披露 (香港財務報告準則第7號修訂金融工具：披露之修訂)

香港財務報告準則第7號之修訂擴大有關公平值計量及流動資金風險之披露規定。集團並無根據該等修訂所載之過渡條文就擴大披露規定呈列比較資料。

集團並無提早採納下列已頒布但尚未生效之新訂及經修訂準則、修訂或詮釋。

香港財務報告準則(修訂)	香港財務報告準則第5號之修訂，作為改進二零零八年香港財務報告準則之一部份 ¹
香港財務報告準則(修訂)	二零零九年四月香港財務報告準則之改進 ²
香港會計準則第24號(經修訂)	關連人士披露事項 ⁶
香港會計準則第27號(經修訂)	綜合及獨立財務報表 ¹
香港會計準則第32號(修訂)	供股之分類 ⁴
香港會計準則第39號(修訂)	合資格對沖項目 ¹
香港財務報告準則第1號(經修訂)	首次採納香港財務報告準則 ¹
香港財務報告準則第1號(修訂)	首次採納者之額外豁免 ³
香港財務報告準則第2號(修訂)	集團以現金結算以股份支付之交易 ³
香港財務報告準則第3號(經修訂)	業務合併 ¹
香港財務報告準則第9號	金融工具 ⁷
香港(國際財務報告詮釋委員會)一詮釋第14號(修訂)	最低資本規定之預付款項 ⁶
香港(國際財務報告詮釋委員會)一詮釋第17號	向擁有人分派非現金資產 ¹
香港(國際財務報告詮釋委員會)一詮釋第19號	以股本工具抵銷財務負債 ⁵

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綜合財務報表附註

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

- 1 Effective for annual periods beginning on or after 1 July 2009
- 2 Amendments that are effective for annual periods beginning on or after 1 July 2009 and 1 January 2010, as appropriate
- 3 Effective for annual periods beginning on or after 1 January 2010
- 4 Effective for annual periods beginning on or after 1 February 2010
- 5 Effective for annual periods ending on or after 1 July 2010
- 6 Effective for annual periods ending on or after 1 January 2011
- 7 Effective for annual periods ending on or after 1 January 2013

The application of HKFRS 3(Revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent's ownership interest in a subsidiary.

HKFRS 9 Financial Instruments introduces new requirements for the classification and measurement of financial assets and will be effective from 1 January 2013, with earlier application permitted. The Standard requires all recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. In addition, under the Standard, changes in fair value of equity investments are generally recognised in other comprehensive income, with only dividend income recognised in profit or loss. The application of HKFRS 9 might affect the classification and measurement of the Group's financial assets.

In addition, as part of Improvements to HKFRSs (2009), HKAS 17 Leases has been amended in relation to the classification of leasehold land. The amendments will be effective from 1 January 2010, with earlier application permitted. Before the amendments to HKAS 17, leases were required to classify leasehold land as operating leases and presented as prepaid lease payments in the consolidated statement of financial position. The amendments have removed such a requirement. Instead, the amendments require the classification of leasehold land to be based on the general principles set out in HKAS 17, that are based on the extent to which risks and rewards incidental to ownership of a leased asset lie with the lessor or the lessee. The application of the amendments to HKAS 17 might affect the classification and measurement of the Group's leasehold land at revalued amount.

2. 應用新訂及經修訂香港財務報告準則 (續)

- 1 於二零零九年七月一日或以後開始之年度期間生效
- 2 修訂於二零零九年七月一日及二零一零年一月一日(如適用)或之後開始之年度期間生效
- 3 於二零一零年一月一日或以後開始之年度期間生效
- 4 於二零一零年二月一日或以後開始之年度期間生效
- 5 於二零一零年七月一日或之後結束之年度期間生效
- 6 於二零一一年一月一日或之後結束之年度期間生效
- 7 於二零一三年一月一日或之後結束之年度期間生效

應用香港財務報告準則第3號(經修訂)可能影響收購日期為二零零九年七月一日或之後開始之首個年度報告期間開始或之後之業務合併之會計方法，而香港會計準則第27號(經修訂)將影響母公司於附屬公司之擁有權權益變動之會計處理。

香港財務報告準則第9號「金融工具」引入對金融資產之分類及計量之新規定，並將於二零一三年一月一日起生效，並可提早應用。該準則規定所有符合香港會計準則第39號「金融工具：確認及計量」範疇之已確認金融資產將按攤銷成本或公平值計量。特別是，(i)根據業務模式以收取合約現金流量為目的所持有；(ii)僅為支付本金額及未償還本金額之利息而產生合約現金流量之債務投資一般按攤銷成本計量。所有其他債務投資及股本投資乃按公平值計量。此外，根據該準則，股本投資之公平值變動一般於其他全面收入確認，僅股息收入於損益確認。應用香港財務報告準則第9號可能對集團金融資產之分類及計量造成影響。

此外，作為二零零九年之香港財務報告準則之改進之一部分，對香港會計準則第17號「租賃」有關土地租賃之分類要求作出了修訂。該修訂於二零一零年一月一日生效，並可提早應用。香港會計準則第17號修訂前，承租人須將土地租賃歸類為經營租賃，在綜合財務狀況表內列為預付租賃款。修訂已經刪除有關要求。修訂後，土地租賃將按照香港會計準則第17號之一般原則分類，即根據與租賃資產所有權相關之風險和報酬歸於出租人或承租人之程度釐定。應用對香港會計準則第17號之修訂可能影響到集團按重估金額列值之土地租賃之分類及計量。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

The directors of the Company anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the consolidated financial statements.

3. PRINCIPAL ACCOUNTING POLICIES

Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The consolidated financial statements have been prepared under the historical cost basis except for leasehold land and buildings, biological assets and certain financial instruments, which are measured at revalued amount or fair values, as explained in the accounting policies set out below.

In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinances.

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

2. 應用新訂及經修訂香港財務報告準則 (續)

公司董事預期，應用其他新訂及經修訂準則、修訂或詮釋對綜合財務報表不會有重大影響。

3. 主要會計政策

編製基準

綜合財務報表乃根據香港會計師公會（「香港會計師公會」）所頒佈之香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（以下統稱「香港財務報告準則」）編製。除租賃土地及樓宇及若干金融工具按重估值或公平值計量（詳情見下文所載之會計政策之解釋）外，綜合財務報表乃根據歷史成本基準編製。

此外，綜合財務報表包括根據聯交所證券上市規則及香港公司條例規定之適用披露事項。

按香港財務報告準則之規定，在編製綜合財務報表時，管理層須作出判斷、估計及假設從而影響政策實施及資產、負債、收入及支出之呈報金額。該等估計及有關假設乃以過往之經驗及在既定情況下相信合理之多項其他因素為基準，估計之結果構成判斷未能從其他來源確定之資產及負債之賬面值之基準。實際結果可能與此等估計不盡相同。

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3. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Basis of preparation *(Continued)*

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

Judgments made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the next period are discussed in note 40.

Basis of consolidation

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

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

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

3. 主要會計政策 *(續)*

編製基準 *(續)*

有關估計及假設須不斷檢討。若修訂只影響該修訂期，會計估計之修訂於修訂期內確認或如該修訂影響本期及未來會計期，則於修訂期及未來會計期確認。

管理層根據香港財務報告準則作出之對綜合財務報表有重大影響之判斷及對下個期間重大調整有重大風險之估計乃於附註40披露。

綜合基準

綜合財務報表包括公司及受公司控制之實體(其附屬公司)之財務報表。當公司有權控制某實體之財務及營運政策以從其業務中獲取利益時，即取得控制權。

在年內購入或售出之附屬公司之業績由收購生效日起計或計至出售生效日止(視情況而定)，列入綜合收益表內。

有需要時，將於附屬公司之財務報表作出調整以使其會計政策與集團其他成員公司所使用者為一致。

集團旗下公司間之交易、結餘及收支於綜合時悉數對銷。

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3. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Business combinations

The acquisition of businesses is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 Business Combinations are recognised at their fair values at the acquisition date, except for non-current assets and disposal groups that are classified as held for sale in accordance with HKFRS 5 Non-Current Assets Held for Sale and Discontinued Operations, which are recognised and measured at fair value less costs to sell.

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

The interest of non-controlling shareholders in the acquiree is initially measured at the non-controlling interests' proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

Subsidiaries and non-controlling interests

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

3. 主要會計政策 (續)

業務合併

收購業務公司採用收購法入賬。收購成本按於交換日期集團就換取被收購方控制權所給予資產、所產生或承擔負債以及所發行股本工具之公平值總額，加上業務合併任何直接應佔成本計算。符合香港財務報告準則第3號「業務合併」項下確認條件之被收購方可識別資產、負債及或然負債，乃於收購日期按有關公平值確認；惟按照香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」分類為持作出售之非流動資產(或出售組別)除外，該等資產會按公平值減銷售成本確認及計量。

收購所產生商譽確認為資產，且初步按成本計算，成本即業務合併成本超出集團於已確認可識別資產、負債及或然負債公平淨值之權益之差額。倘於重新評估後，集團於被收購方之可識別資產、負債及或然負債公平淨值之權益超出業務合併成本，則超出數額即時於損益確認。

非控股股東於被收購方之權益，初步按已確認資產、負債及或然負債公平淨值之非控股權益比例計算。

附屬公司及非控制權益

附屬公司乃指集團控制之公司。控制乃指集團有權管理一家實體之財務及經營之決策，以於其業務中獲取利益。於評估控制時，已計及當前可行使之潛在投票權。

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3. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Subsidiaries and non-controlling interests *(Continued)*

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

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

Where losses applicable to the non-controlling exceed the non-controlling interests in the equity of a subsidiary, the excess, and any further losses applicable to the non-controlling interests, are charged against the Group's interest except to the extent that the non-controlling interests has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profits until the non-controlling interests' share of losses previously absorbed by the Group has been recovered. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position depending on the nature of the liability. In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses, unless the investment is classified as held for sale (or include in a disposal group that is classified as held for sale).

3. 主要會計政策 (續)

附屬公司及非控制權益 (續)

集團於附屬公司之投資，自控制開始之日起直至控制解除之日止，均在綜合財務報表中綜合計算。集團內結餘及交易及集團內交易產生之任何未變現溢利均於編製綜合財務報表時全數對銷。集團內交易產生之未變現虧損以未變現溢利同樣之方式對銷，惟僅以無減值證據為限。

非控制權益是指並非由公司直接或間接透過附屬公司擁有之權益所佔附屬公司資產淨值之部份，就此而言，集團並無與該等權益之持有人協定任何額外條款，以致集團整體須承擔就財務負債所界定之該等權益之合約責任。非控制權益在綜合財務狀況報表之權益項目中與公司擁有人應佔權益分開列示。而非控制權益所佔集團業績之權益則在綜合收益表內列為在非控制權益與公司擁有人之間分配之期內全面收入總額。

如果非控制權益應佔之虧損超過其所佔之附屬公司權益，超額部份和任何歸屬於非控制權益之進一步虧損便會沖減集團所佔權益；但非控制權益須承擔具有約束力之義務並有能力作出額外投資以彌補虧損則除外。如附屬公司其後呈報溢利，則所有相關溢利均會分配予集團，直至集團收回以往承擔之非控制權益應佔虧損為止。非控制權益持有人之貸款及該等持有人之其他合約責任乃根據負債之性質於綜合財務狀況報表內列為財務負債。於公司之財務狀況報表內，於附屬公司之投資除歸類為持作銷售（或包括在歸類為持作銷售之出售組別內）外，乃按成本減減值虧損列賬。

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3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Investments in subsidiaries

The Company's investments in subsidiaries are stated at cost less impairment loss, if any.

Joint ventures

A joint venture is a contractual agreement whereby the venturers undertake an economic activity which is subject to joint control and over which none of the participating parties has unilateral control.

A jointly-controlled entity is a joint venture which involves the establishment of a separate entity. The Group recognises its interests in jointly controlled entities using proportionate consolidation, except when the investment is classified as held for sale, in which case it is accounted for under HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" or when the investment is designated as at fair value through profit or loss upon initial recognition or is classified as held for trading. The Group's share of each of the assets, liabilities, income and expenses of the jointly controlled entities are combined with the Group's similar line items, line by line, in the consolidated financial statements.

Any goodwill arising on the acquisition of the Group's interest in a jointly controlled entity is accounted for in accordance with the Group's accounting policy for goodwill arising on the acquisition of a business or a jointly controlled entity.

Discount on acquisition arising on acquisition of additional interests in a subsidiary

Discount on acquisition arising on acquisition of additional interests in a subsidiary represents the excess of the carrying value of the consolidated net assets of the subsidiary attributable to the additional interests acquired over the fair value of the cost of consideration given to acquire the additional interests.

3. 主要會計政策 (續)

於附屬公司之投資

公司於附屬公司之投資乃以成本值扣除減值虧損(如有)列賬。

合資公司

合資公司乃一項合同協議，據此合營者進行受共同控制之經濟活動，而任何參與方不得單方面控制該經濟活動。

共同控制實體屬參與成立獨立實體之合資公司。集團按綜合比例確認其於共同控制實體之權益，確認該權益會按照香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」入賬，惟當投資分類為持作出售或當投資於初步確認後按公平值計入損益而被指定或分類為持作買賣時則除外。集團所佔共同控制實體各資產、負債、收入及支出於綜合財務報表與集團之類似之資產、負債、收入及支出逐項合併。

任何因收購集團於共同控制實體之權益而產生之商譽會根據集團因收購業務或共同控制實體而產生之商譽之會計政策入賬。

收購附屬公司額外權益而產生之收購折讓

收購附屬公司額外權益而產生之收購折讓指收購附屬公司應佔額外權益之綜合資產淨值賬面值與所提供以收購額外權益之成本代價公平值之差額。

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3. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Biological assets

Biological assets comprise forest crop in the PRC.

Biological assets are living plants involved in the agricultural activities of the transformation of biological assets into agricultural produce for sale or into additional biological assets. Biological assets and agricultural produce, are measured at fair value less estimated point-of-sale costs at initial recognition and at the end of each reporting period. The fair value less estimated point-of-sale costs at the time of harvest is deemed as the cost of agricultural produce for further processing, if applicable. If an active market exists for a biological asset or agricultural produce with reference to comparable specie, growing condition and expected yield of the crops, the quote price in that market is adopted for determining the fair value of that asset.

If an active market does not exist, the Group uses the most recent market transaction price, provided that there has not been a significant change in economic circumstances between the transaction date and the end of the reporting period, or the market prices for similar assets adjusted to reflect differences to determine fair values. The gain or loss arising on initial recognition and subsequent changes in fair values less estimated point-of-sale costs of biological assets is recognised in the consolidated income statement in the period in which it arise. Upon the sale of the agricultural produce as forestry products, the carrying amount is transferred to cost of sales in the consolidated income statement.

Impairment for tangible assets

Impairment tests on assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

3. 主要會計政策 (續)

生物資產

生物資產包括位於中國之林木資源。

生物資產乃存活之植物，涉及將生物資產轉化為待售林業產品或轉化為其他生物資產。於各報告期終，生物資產及農產品乃初步按公平值減估計銷售點成本計量確認。公平值減採伐時之估計銷售點成本乃被視為作進一步加工之農產品成本(如適用)。倘活躍市場存有為生物資產或農產品提供可資比較類別、成長狀況及預期林業作物產量，則採納該市場之報價釐定該項資產之公平值。

倘並無活躍市場，則集團採用最近之市場交易價，惟自交易日起至報告期終之經濟情況並無出現重大變動，或類似資產之市價作出調整以反映釐定公平值之差額。於初步確認時產生之收益或虧損及其後公平值變動減生物資產之估計銷售點成本乃於其產生期間內在綜合收益表確認。於農產品作為林產品銷售時，賬面值乃撥至綜合收益表內之銷售成本。

有形資產減值

倘因任何事件或情況變動顯示資產之賬面額可能不可收回，則會進行減值測試。倘資產之賬面值高於其可收回金額(即可使用價值與扣減出售成本之公平值兩者之較高者本)，資產則相應撇銷。

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3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Impairment for tangible assets (Continued)

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit (i.e. the lowest group of assets in which the asset belongs for which there are separately identifiable cash flows).

Impairment charges are included in the administrative expenses line item in the consolidated income statement, except to the extent they reverse income previously recognised directly in equity.

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

Disposal group held for sales

Disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sales transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the disposal group is available for immediate sale in its present condition. Disposal groups classified as held for sale are measured at the lower of the disposal groups' previous carrying amount and fair value less estimated costs to sell.

Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

3. 主要會計政策 (續)

有形資產減值 (續)

倘若未能可靠估計個別資產之可收回金額，則按資產之現金產生單位進行減值測試(即資產按可獨立辨認之現金流量計算所屬之最低水平)。

減值費用乃計入綜合收益表之行政開支項目內，惟以先前直接於權益確認為撥回收入為限。

於回撥減值虧損時，資產之賬面值可調高至重新釐定之估計可收回金額，惟不可高於該資產(現金產生單位)於過往年度未計減值虧損前之賬面值。撥回之減值虧損可即時被確認為收入。倘有關資產因按其他會計準則以重估值列賬，其回撥額可按其他會計準則當作重估增額入賬。

持作出售之出售組別

如出售組別之賬面值將主要透過出售交易而非透過持續使用收回，則分類為持作出售。只有在銷售之可能性高及出售組別可即時以其現況出售時，才被視為符合此項條件。分類為持作出售之出售組別按出售組別先前賬面值及公平值減出售成本之較低者計量。

存貨

存貨按成本或可變現淨值兩者之較低者列賬。可變現淨值為於日常業務過程中之估計售價，扣除完成之估計成本及銷售開支。

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3. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Inventories *(Continued)*

Cost is calculated using the weighted average costs formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expenses in the period in which the reversal occurs.

Property, plant and equipment

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

Leasehold land and buildings held for use in the production or supply of goods or services, or for administrative purpose, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation less any subsequent accumulated depreciation and any subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair value. Increases in valuation are credited to the property revaluation reserve. Decreases in valuation are first offset against increases on earlier valuations in respect of the same property and are thereafter charged to the consolidated statement of comprehensive income. Any subsequent increases are credited to the consolidated statement of comprehensive income up to the amount previously charged and thereafter to property revaluation reserve.

3. 主要會計政策 (續)

存貨 (續)

成本以加權成本公式計算，並包括所有採購成本、轉換成本及其他因將存貨送至現時位置及達致現有用途所產生之其他成本。當存貨出售時，有關存貨之賬面值於相關收入獲確認之期內確認為開支。任何撇減存貨至可變現淨值之金額及存貨之所有虧損於撇減或虧損產生期內確認為開支。任何因可變現淨值增加而產生之存貨撇減撥回金額乃確認為存貨削減金額，並於撥回產生期間確認為開支。

物業、廠房及設備

就生產或供應貨品及服務或就行政目的而持有之物業、廠房及設備(租賃土地及樓宇及在建工程除外)按成本減其後之累計折舊及累計減值虧損列賬。

就生產或供應貨品或服務或就行政目的而持有之租賃土地及樓宇按其重估金額(即於估值日期之公平值減其後任何累計折舊及其後任何累計減值虧損)於綜合財務狀況報表列賬。為使賬面值不會與使用公平值釐定者有重大差別，須定期進行足夠次數之重估。估值之增加記入物業重估儲備，估值之減少則先以同一物業早前之估值增加作抵銷，之後才列入綜合全面收入報表。其後任何增值均須先記入綜合全面收入報表，直至抵銷早前列入收益表之數額後，才記入物業重估儲備。

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3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Property, plant and equipment are depreciated at rates sufficient to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives and residual value are reviewed, and adjusted if appropriate, at the end of each reporting date. The principal annual rates are as follows:

Leasehold land and buildings	—	The shorter of the lease terms or 50 years
Leasehold improvements, furniture, office equipment and motor vehicles	—	5% – 20%
Plant and machinery	—	10%

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 maintenances costs are charged to the consolidated income statement during the year in which they are incurred.

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

All non-qualifying expenditures and expenses incurred on other non-qualifying development activities are charged as expenses to the consolidated income statement in the year in which such expenses are incurred.

Upon disposal of leasehold buildings, the relevant portion of the revaluation reserve realised in respect of previous valuations is released from the property revaluation reserve to retained profits.

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

3. 主要會計政策 (續)

物業、廠房及設備 (續)

物業、廠房及設備以直線法於估計可用年期內，按足以撇銷其成本(扣除預計剩餘價值後)之比率折舊。於各報告期終均會檢討可用年期及剩餘價值(如適用)。主要年度折舊率如下：

租賃土地及樓宇	—	按租期或50年之較短者
租賃物業裝修、傢俬、辦公室設備及汽車	—	5% - 20%
廠房及機器	—	10%

其後產生之成本，只有在有關項目未來可能帶給集團經濟效益，而項目之成本又能夠可靠計算時，方列作相關資產之賬面值或確認為另一項資產。所有其他維修保養成本即期列入綜合收益表扣除。

若資產賬面值高於其估計可收回價值，將立即調減至可收回價值。

其他不合資格開支和不合資格發展活動所產生之開支悉數即期撥入綜合收益表中列作開支。

出售租賃樓宇時，重估儲備中因先前估值而變現之相關部分，須從樓宇重估儲備轉撥保留溢利。

當預期繼續使用物業、廠房及設備項目不會產生任何未來經濟利益時，便終止確認該項資產。終止確認資產所產生之任何收益或虧損(按出售所得款項淨額與該項目之賬面值間之差額計算)於終止確認項目之期間計入綜合收益表。

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3. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Construction in progress

Construction in progress represents property, plant and equipment under construction and pending installation and is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction of buildings, the cost of plant and machinery and interest charges arising from borrowings used to finance these assets during the year of construction or installation and testing, if any. No provision for depreciation is made on construction in progress until such time as the relevant assets are completed and are available for intended use. When the assets concerned are brought into use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated in the preceding paragraphs.

Convertible notes

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

In subsequent periods, the liability component of the convertible notes is carried at amortised cost using the effective interest method.

The equity component, represented the option to convert the liability component into ordinary shares of the Company, will remain in convertible notes equity reserve until the embedded conversion option is exercised (in which case the balance stated in convertible notes equity reserve will be transferred to share premium. Where the option remains unexercised at the expiry date, the balance stated in convertible notes equity reserve will be released to the retained profits. No gain or loss is recognised in consolidated income statement upon conversion or expiration of the option.

3. 主要會計政策 (續)

在建工程

在建工程指在建及未安裝之物業、廠房及設備，按成本減累計減值虧損(如有)入賬。成本包括所產生之建造開支、廠房及機器成本及建造或安裝及測試期間用於就該等資產提供資金而借貸資金所產生之利息費用(如有)。於有關資產建造及安裝完成前，不會就在建工程作出折舊撥備。於有關資產投入使用時，成本轉撥至之物業、廠房及設備，並根據上段所列政策計提折舊。

可換股票據

公司發行之可換股票據包含負債及購股權，於最初確認時劃分為個別單獨的項目。以定額現金或其他金融資產交換公司自身的固定數目的股本工具的方式結算的購股權，劃分為股本工具。於發行日期，負債部份按公平值確認。

於後續期間，可換股票據的負債部份將按攤銷成本用實際利息法列賬。

權益部份指可將負債部份兌換成公司普通股之購股權，將保留於可換股票據股本儲備，直至附帶內在之購股權獲行使為止(在此情況下，可換股票據股本儲備之結餘將轉撥至股份溢價)。倘購股權於到期日尚未獲行使，可換股票據權益儲備之結餘將撥至保留盈利。購股權兌換或到期時將不會於綜合收益表中確認任何盈虧。

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3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Convertible notes (Continued)

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

Financial instruments

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

(i) Financial assets

The Group's financial assets are loans and receivable. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policy adopted is set out below.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determined payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, deposits and other receivables, amount due from non-controlling interests and cash and cash equivalents) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

3. 主要會計政策 (續)

可換股票據 (續)

有關發行可換股票據的交易成本將按所得款項總額的分配比例分配到負債及權益部份。有關權益部份之交易成本直接自權益中扣除。與負債部份有關的交易成本計入負債部份的賬面值，並採用實際利息法於可換股票據期間攤銷。

金融工具

當集團實體成為金融工具合約條文之訂約方時，金融資產及金融負債於綜合財務狀況報表確認。金融資產及金融負債初步乃按公平值計量。於初步確認購入或發行金融資產及金融負債(不包括按公平值計入損益之金融資產及金融負債)直接應佔之交易成本時，會按適當情況於金融資產及金融負債之公平值增加或扣減。購入按公平值計入損益之金融資產及金融負債直接應佔之交易成本即時於綜合收益表確認。

(i) 金融資產

集團之金融資產分為貸款和應收款項。所有以正規途徑購買或銷售之金融資產乃按交易日期基準確認及終止確認。正規途徑買賣或銷售乃要求於市場法規或慣例所確定之時間框架內交付資產之金融資產買賣或銷售。所採納之會計政策載於下文。

貸款及應收款項

貸款及應收款項乃非衍生性質之金融資產，附帶固定或可計算之付款，但並不存在活躍市場之報價。於初步確認後，貸款及應收款項(包括應收貿易賬項、訂金及其他應收款項、應收非控制權益款項及現金及現金等值物)按攤銷成本用實際利息法減任何已識別減值虧損列賬(見下文金融資產減值虧損之會計政策)。

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3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

(i) Financial assets (Continued)

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

The carrying amount of the financial assets are reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount are reduced through the use of an allowance account. When trade receivables are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in consolidated income statement.

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

3. 主要會計政策 (續)

金融工具 (續)

(i) 金融資產 (續)

實際利息法

實際利息法乃計算金融資產之經攤銷成本及分攤相關期間之利息收入之方法。實際利率乃按金融資產之預計可用年期或適用之較短期間內就初步確認時之賬面淨值確切貼現估計未來現金收入(包括構成實際利率不可或缺部份已付或已收之一切費用、交易成本及其他溢價及貼現)之利率。

利息收入乃按債務工具之實際利息基準確認。

金融資產之減值

金融資產於報告期終進行評估作減值指標。倘有客觀證據顯示金融資產因一項或多項於初步確認後發生之事件而出現減值，投資之估計未來現金流已受到影響。

與所有金融資產(應收貿易賬項除外)有關之減值虧損會直接於金融資產之賬面值中作出扣減，其賬面值會透過撥備賬作出扣減。當應收貿易賬項被視為不可收回時，其將於撥備賬內撇銷。於其後重新收取之先前撇銷之款項將計入撥備賬內。撥備賬內之賬面值變動會於綜合收益表中確認。

就以攤銷成本計量之金融資產而言，倘於後續期間減值虧損之數額減少，而此項減少可客觀地與確認減值後之某一事件發生聯繫，則先前確認之減值虧損於損益賬中予以撥回，惟於撥回減值當日之資產賬面值不得超過假設未確認減值時之攤銷成本。

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3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

(ii) Financial liabilities and equity

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

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

Other financial liabilities

Other financial liabilities including trade payables, other payables and accruals and convertible notes are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Equity instruments

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

3. 主要會計政策 (續)

金融工具 (續)

(ii) 金融負債及股本

集團實體發行之金融負債及股本工具乃根據合同安排之性質與金融負債及股本工具之定義分類。

股本工具乃證明集團於扣減所有負債後之資產中擁有剩餘權益之任何合同。有關金融負債及股本工具所採納之會計政策詳情載於下文。

其他金融負債

包括應付貿易賬項、其他應付款項及應計款項及可換股票據之其他金融負債初步按公平值計量，其後採用實際利息法按攤銷成本計算。

實際利息法

實際利息法乃為計算金融負債之攤銷成本及按相關期間攤分利息開支之方法。實際利率乃可準確將預計年期或在較短期間(如適用)內金融負債產生之未來現金支出折算為現值之利率。

利息開支按實際利息基準確認。

股本工具

公司所發行股本工具於扣除直接發行成本後按已收所得款項記錄。

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3. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

(iii) Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carry 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 consolidated income statement.

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

Owner-occupied leasehold interest in land

Interests in leasehold land held for own use under operating leases represent up-front payments to acquire long-term interests in lessee-occupied properties. These payments are stated at cost and are amortised over the period of the lease on a straight-line basis to the consolidated income statement.

Leased assets

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

The Group as lessor

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

3. 主要會計政策 (續)

金融工具 (續)

(iii) 終止確認

當從資產收取現金流之權利屆滿或金融資產獲轉讓時，以及集團已轉讓金融資產擁有權之絕大部分風險及回報，則會終止確認金融資產。於終止確認金融資產時，資產賬面值與已直接於權益確認已收及應收代價以及累計收益或虧損之總和間之差額於綜合收益表確認。

當相關合約特定之責任獲解除、註銷或屆滿時，則金融負債會終止確認。已終止確認金融負債之賬面值與已付代價間之差額於綜合收益表確認。

業主佔用土地租賃權益

根據經營租賃持作自用之租賃土地之權益指於購入由承租人佔用之物業之長期權益時須先支付之數額。有關金額按成本列賬，並於租賃期內按直線法攤銷，攤銷金額列入綜合收益表。

租賃資產

當租約條款將擁有權之絕大部份風險及回報轉移承租人時，租約分類為融資租賃。所有其他租約分類為經營租賃。

集團作為出租人

來自經營租賃之租金收入以直線法於有關租約期內在綜合收益表確認。

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3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Leased assets (Continued)

The Group as lessee

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

Employee benefits

(i) Retirement benefits scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries operating in the People's Republic of China (the "PRC") are required to participate in a central pension scheme (the "Central Scheme") operated by the local municipal government in the PRC. The respective local municipal government in the PRC, undertakes to assume the retirement benefits obligations of all existing and future retired staff of these subsidiaries. The only obligation of these subsidiaries with respect to the Central Scheme is to meet the required contributions under the Central Scheme. The contributions are charged to the consolidated income statement as they become payable in accordance with the rules of the Central Scheme.

(ii) 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.

3. 主要會計政策 (續)

租賃資產 (續)

集團作為承租人

根據經營租賃應付之租金以直線法於有關租約期內自綜合收益表扣除。訂立經營租約作為優惠之已收及應收利益以直線法於租期內扣減租金開支。

僱員福利

(i) 退休福利計劃

根據強制性公積金計劃條例，集團為所有合資格參與強積金計劃之僱員設立定額供款強制性公積金退休福利計劃（「強積金計劃」）。供款乃按僱員基本薪金之百分比計算，並於根據強積金計劃之規定須作出供款時計入綜合收益表內。強積金計劃之資產以獨立管理基金形式持有，與集團之資產分開。集團就強積金計劃支付之僱主供款全部歸僱員所有。

集團於中華人民共和國（「中國」）經營之附屬公司旗下僱員須參與由中國地方市政府管理之中央退休金計劃（「中央計劃」）。中國之各別地方市政府承諾會承擔該等附屬公司所有現時及日後退休員工之退休福利責任。該等附屬公司於中央計劃中之唯一責任乃根據中央計劃提供所需供款。有關供款會於根據中央計劃之規定須作出供款時自綜合收益表扣除。

(ii) 終止福利

只有當集團顯示其承諾終止僱用或透過沒有機會撤回之詳細並正式之自願離職計劃所提供之福利時，該終止服務福利方被確認。

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3. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Employee benefits *(Continued)*

(iii) Employee entitlements

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

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

Share-based payments

Equity-settled-share based payment transactions

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the consolidated income statement on a straight-line basis over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the consolidated income statement over the remaining vesting period.

Where equity instruments are granted to persons other than employees, the consolidated income statement is charged with the fair value of goods and services received.

3. 主要會計政策 (續)

僱員福利 (續)

(iii) 僱員權益

僱員應享年假及長期服務金乃於應計予僱員時確認，並就截至報告期終因僱員所提供服務而產生之估計年假及長期服務金負債作出撥備。

僱員應享病假及分娩或陪產假僅於支取假期時始予確認。

以股份為基礎之付款

權益結算以股份為基礎付款之交易

倘僱員獲授購股權，則購股權之公平值乃於授出日期按直線基準於歸屬期自綜合收益表扣除。倘出現非市場歸屬情況，則會考慮調整於各報告期終日預期將予歸屬之股本工具數目，因此按歸屬期確認之累計金額乃根據最終歸屬之購股權數目計算。市場歸屬情況已計入所授出購股權之公平值。只要所有其他歸屬情況獲達成，則不論是否達致市場歸屬情況均會作出扣除。倘未能達致市場歸屬情況，累計開支不會作出調整。

倘購股權之條款及條件於歸屬前獲修訂，購股權之公平值於緊接修訂前及緊隨修訂後之增加亦按剩餘歸屬年期自綜合收益表扣除。

倘股本工具乃授予非僱員之人士，則按所取得貨品及服務之公平值自綜合收益表扣除。

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3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Revenue recognition

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

Revenue from sales of goods is recognised in the consolidated income statement when goods are delivered and title has passed or when the significant risks and rewards of ownership have been transferred to the buyer.

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

Dividend income is recognised when the shareholders' rights to receive payment is established.

Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease.

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

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

3. 主要會計政策 (續)

收益確認

收益乃按已收或應收代價之公平值計量，指於日常業務過程中提供貨品及服務應收之款項(已扣除折扣及銷售相關稅項)。

銷貨收入於貨品交付及擁有權轉移後或於擁有權之絕大部分風險及回報已轉讓予買方時於綜合收益表確認。

利息收入按時間比例根據未償還本金額及適用實際利率計算入賬。實際利率乃指將金融資產預計年期之估計未來現金收益準確地折算至其賬面淨值之比率。

股息收入於股東收取付款之權利獲確立時確認。

來自經營租賃之租金收入以直線法於有關租約期內確認。

撥備及或然負債

如集團或公司因過往事件產生法定或推定責任而出現時間或金額未確定之負債，並可合理估計將可能導致經濟利益流出時，即會確認撥備。

如有關債務可能不會導致經濟利益流出，或未能可靠地估計金額，則有關債務會披露為或然負債，除非經濟利益流出之可能性很低。純粹視乎日後有否出現一個或多個情況而可能產生之債務，亦披露為或然負債，除非經濟利益流出之可能性很低。

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3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Income taxes

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in consolidated income statement except to the extent that they relate to items recognised in other comprehensive income or directly in equity. In this case they are recognised in other comprehensive income or directly in equity, respectively.

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

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

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

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

3. 主要會計政策 (續)

所得稅

本年度所得稅包括即期稅項及遞延稅項資產及負債之變動。即期稅項及遞延稅項資產及負債之變動均在綜合收益表內確認，惟如某部份之即期稅項及遞延稅項資產及負債之變動與直接於其他全面收入及權益中確認之項目有關，則該部份須分別於其他全面收入及權益中確認。

即期稅項是按本年度應課稅收入，以於報告日期終結時採用或主要採用之稅率計算之預期應繳稅項，及任何有關以往年度應繳稅項之調整。

遞延稅項資產及負債分別由資產及負債按財務報表之賬面值及課稅值兩者之可予扣減及應課稅之暫時性差異所產生。遞延稅項資產亦可由未經使用之稅務虧損及未經使用之稅項優惠所產生。

除了若干有限之例外情況外，所有遞延稅項負債，及所有遞延稅項資產(僅限於將來很可能取得應課稅盈利而令該項資產得以運用之部份)均予確認。容許確認由可予扣減暫時性差異所產生之遞延稅項資產之未來應課稅盈利包括其將由目前之應課稅暫時性差異回撥之部份，而此等應課稅暫時性差異應由同一稅務當局向同一應課稅單位徵收，並預期在可予扣減暫時性差異預期回撥之同一期間內回撥或在由遞延稅項資產產生之稅務虧損能轉回或轉入之期間內回撥。在評定目前之應課稅暫時性差異是否容許確認由未經使用之稅務虧損及優惠所產生之遞延稅項資產時採用上述相同之標準，即該等暫時性差異由同一稅務當局向同一應課稅單位徵收，並預期在稅務虧損或優惠能應用之期間內回撥方計算在內。

該等確認遞延稅項資產及負債之有限例外情況，包括不可在稅務方面獲得扣減之商譽所引致之暫時性差異、首次確認但並不影響會計盈利及應課稅盈利之資產或負債(惟其不可為業務合併之部分)、以及有關於附屬公司之投資所引致之暫時性差異，如為應課稅差異，則集團控制回撥期限及該差異於可預見未來將可能不會回撥；或如為可予扣減差異，則只限於可能在未來回撥之差異。

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3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Income taxes (Continued)

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

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

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

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

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

3. 主要會計政策 (續)

所得稅 (續)

應確認之遞延稅項數額是按照資產及負債賬面值之預期變現或清償方式，以報告日期終結時採用或主要採用之稅率計算。遞延稅項資產及負債均無作貼現計算。

集團會在各報告日期終結時評估遞延稅項資產之賬面值。如果不再可能取得足夠之應課稅盈利以運用有關之稅務利益，賬面金額則予以調低。如日後可能取得足夠之應課稅盈利時，任何已扣減金額則予以撥回。

分派股息所產生之額外所得稅在支付有關股息之責任確認時予以確認。

即期稅項及遞延稅項結餘及其變動，乃各自分開列示及並無相互抵銷。若公司或集團在法律上擁有抵銷即期稅項資產及即期稅項負債之行使權利及符合下列額外條件，則即期稅項資產可抵銷即期稅項負債，及遞延稅項資產可抵銷遞延稅項負債：

- 若為即期稅項資產及負債：公司或集團計劃以淨額清償，或計劃同時變現資產和清償負債；或
- 若為遞延稅項資產及負債：如其與同一稅務當局向下述者徵收之所得稅有關：
 - 同一應課稅單位；或
 - 如為不同之應課稅單位，預期在未來每一個期間將清償或追償顯著數目之遞延稅項負債或資產及計劃以淨額基準清償即期稅項資產及即期稅項負債或計劃同時變現即期稅項資產及清償即期稅項負債。

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3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Foreign currency

Transactions entered into by the Group entities in a currency other than the currency of the primary economic environment in which it operates (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of the reporting date. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are similarly recognised immediately in the consolidated statement of comprehensive income, except for foreign currency borrowings qualifying as a hedge of a net investment in a foreign operation.

Change in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security, and other changes in the carrying amount of the security. Translation differences are recognised in the consolidated statement of comprehensive income.

Translation differences on non-monetary financial assets and liabilities are reported as part of the fair value gain or loss. Translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in the consolidated income statement as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available-for-sale are included in the fair value reserve in equity.

On consolidation, the results of overseas operations are translated into Hong Kong dollars at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations, including goodwill arising on the acquisition of those operations, are translated at the rate ruling at the end of the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised directly in consolidated statement of comprehensive income and accumulated in equity. Exchange differences recognised in the consolidated statement of comprehensive income of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the overseas operation concerned are reclassified to the foreign exchange reserve if the item is denominated in the functional currency of the Group or the overseas operation concerned.

3. 主要會計政策 (續)

外幣

集團實體以所經營之主要經濟環境之貨幣(「功能貨幣」)以外之其他貨幣訂立之交易，則按進行交易時之匯率記錄。外幣貨幣資產及負債於報告日期終結時按匯率換算。因重新換算未償付貨幣資產及負債所產生之匯兌差額一般會即時於綜合全面收入報表確認，除非外幣借貸被列作對沖海外業務投資淨額。

以外幣為單位及被分類為可供出售證券之貨幣證券公平值轉變將在其證券攤銷成本轉變衍生之匯兌差額及其他證券賬面值轉變之間分配。匯兌差額會在綜合全面收入報表中確認。

非貨幣金融資產及負債之匯兌差額呈報為公平值盈虧之一部分。非貨幣金融資產及負債(例如按公平值計入損益之權益)之匯兌差額將於綜合收益表中確認為公平值盈虧一部分。非貨幣金融資產(例如分類為可供出售之權益)之匯兌差額在權益之公平值儲備內列賬。

於綜合賬目時，海外業務之業績乃按交易進行之概約匯率換算為港元。海外業務之所有資產及負債(包括因收購該等業務而產生之商譽)按報告期終之匯率換算。按開盤匯價換算之期初資產淨值與按實際匯率計算海外業務之業績之匯兌差額乃直接於綜合全面收入報表中確認，並於權益中累計。倘項目乃以集團或海外業務之功能貨幣計值，則於集團實體之獨立財務報表中就換算組成集團海外業務投資淨額部份之長期貨幣項目而於綜合全面收入報表確認之匯兌差額重新分類為外匯儲備。

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3. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Foreign currency *(Continued)*

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are transferred to the consolidated statement of comprehensive income as part of the profit or loss on disposal.

Borrowing costs

All borrowing costs are recognised as and included in finance costs in the consolidated income statement in the period in which they are incurred.

Related parties

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

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

3. 主要會計政策 *(續)*

外幣 *(續)*

於出售海外業務時，有關該業務於外匯儲備中直至出售日期為止所確認之累計匯兌差額乃轉撥至綜合全面收入報表列作出售之損益。

借貸成本

所有借貸成本均在產生之期間確認為財務成本，並包括於綜合收益表之財務成本內。

關連人士

就此等財務報表而言，倘任何人士符合以下條件，則視為集團之關連人士：

- (i) 該名人士能直接或間接透過一間或多間中介機構控制集團，或於集團作出財務及經營決策時能對集團行使重大影響力，或能與他人共同控制集團；
- (ii) 集團及該名人士受到共同控制；
- (iii) 該名人士為集團之聯營公司或該名人士為合資公司而集團為合資方；
- (iv) 該名人士為集團或集團母公司之主要管理人員或該人員之近親，或受該等人士控制、共同控制或重大影響之實體；
- (v) 該名人士為第(i)項所述人士之近親或受該等人士控制、共同控制或重大影響之實體；或
- (vi) 該名人士乃為集團或屬集團關連人士之任何實體之僱員福利而設之離職後福利計劃。
- (vii) 任何個別人士之近親為與該實體交易時預期可能影響該個別人士或受該個別人士影響之家庭成員。

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4. TURNOVER

The Group is principally engaged in the (i) exploitation and management of timber resources in the PRC and (ii) marketing and sales of a wide range of timber products. An analysis of turnover for both continuing and discontinued operations is as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)
Continuing operations	持續經營業務		
Income from logging and trading of timber and sales of flooring products	木材採伐及買賣以及銷售木地板產品之收入	16,800	65,940
Discontinued operations	已終止經營業務		
Sales of electronic products	銷售電子產品	414,315	438,219
		431,115	504,159

5. SEGMENT INFORMATION

The Group has adopted HKFRS 8 "Operating Segments" with effect from 1 January 2009. HKFRS 8 is a disclosure standard that requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Group's chief operating decision maker for the purpose of allocating resources to the segments and assessing their performance. HKFRS 8 replaces HKAS 14 "Segment Reporting" which required an entity to identify two sets of segments (business and geographical) using a risk and returns approach. The adoption of HKFRS 8 has not resulted in a redesignation of the Group's reportable segments as compared with the primary reportable segments determined in accordance with HKAS 14. Nor has the adoption of HKFRS 8 changed the basis of measurement of segment profit or loss.

4. 營業額

集團主要從事(i)於中國開發及管理林木資源及(ii)市場推廣及銷售廣泛林木產品。持續經營業務及已終止經營業務之營業額分析載列如下：

5. 分類資料

自二零零九年一月一日起，集團已採納香港財務報告準則第8號「經營分部」。香港財務報告準則第8號乃一項披露準則，要求營業分部按有關集團組成部分之內部報告識別，有關報告由集團之主要經營決策者定期審閱，以分配分部資源及評估分部表現。香港財務報告準則第8號取代香港會計準則第14號「分類報告」，該準則規定一家實體使用風險和回報方法以識別兩項分類（業務分類及地區分類）。對照香港會計準則第14號所指定之主要報告分類，採納香港財務報告準則第8號並無引致集團報告分類之重新設定。採納香港財務報告準則第8號亦無改變分類損益之計量基準。

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5. SEGMENT INFORMATION *(Continued)*

Segment information is presented by way of two segment formats:

- (i) on a primary segment reporting basis, by business segment; and
- (ii) on a secondary segment reporting basis, by geographical segment.

The principal activities of the Group for continuing and discontinued operations are (i) integrated timber business and (ii) the manufacture and sales of electronic products, which are managed according to the geographical location of ultimate customers.

Each of the Group's geographical segments, represents a strategic business unit that offers products to customers located in different geographical areas which are subject to risks and returns that are different from those of other geographical segments.

The Group's geographical segments are as follows:

- (a) People's Republic of China;
- (b) Hong Kong;
- (c) India;
- (d) Elsewhere in Asia; and
- (e) Africa, Western Europe, the Middle East, North and South America, and Russia.

In determining the Group's geographical segments, revenues, results, assets and liabilities are attributed to the segments based on the location of the customers.

5. 分類資料 *(續)*

分類資料以兩種分類形式呈列：

- (i) 以業務分類作為主要分類呈報基準；及
- (ii) 以地區分類作為輔設分類呈報基準。

集團之主要持續經營及已終止經營業務為(i)綜合林木業務及(ii)製造及銷售電子產品，主要業務乃根據最終客戶所在地區管理。

集團之各地區分部乃向位於不同地區之客戶提供產品之策略商業單位，各地區分類之風險及回報不盡相同。

集團之地區分類如下：

- (a) 中華人民共和國；
- (b) 香港；
- (c) 印度；
- (d) 亞洲其餘地區；及
- (e) 非洲、西歐、中東、南北美洲及俄羅斯。

於決定集團之地區分類時，收益、業績、資產及負債乃因應客戶所在地區而歸屬不同分類。

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5. SEGMENT INFORMATION (Continued)

(a) Business segments

The following tables present revenue, results and certain asset, liability and expenditure information for the Group's business segments.

For the year ended 31 December

5. 分類資料 (續)

(a) 業務分類

下表載列集團業務分類之收益、業績與若干資產、負債及開支之資料。

截至十二月三十一日止年度

		Continuing operation 持續經營業務		Discontinued operation 已終止經營業務	
		Timber business 林木業務		Electronic consumer products business 電子消費者產品業務	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Segment revenue:	分類收益：				
Sales to external customers	向外間客戶銷售	16,800	65,940	414,315	438,219
Segment results	分類業績	683,220	(792,924)	(16,595)	(86,242)
Profit (loss) before tax	除稅前溢利(虧損)	683,220	(792,924)	(16,595)	(86,242)
Income tax expenses	所得稅開支	—	(1,759)	(2,044)	(719)
Profit (loss) for the year attributable to owners of the Company	年內公司擁有人應佔溢利(虧損)	683,220	(794,683)	(18,639)	(86,961)
Other segment information:	其他分類資料：				
Depreciation and amortisation	折舊及攤銷	3,733	38,944	17,580	18,097
Capital expenditure	資本開支	18,276	4,941	17,378	15,850
(Reversal) write-down of inventories to net realisable value	(撥回) 撇減存貨至可變現淨值	—	—	(12,956)	18,140
(Reversal) write-down value of property, plant and equipment	(撥回) 撇減物業、廠房及設備之價值	(63,437)	229,539	11,314	3,124
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)虧損	(42)	—	—	2,163

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5. SEGMENT INFORMATION (Continued)

(a) Business segments (Continued)

		Continuing operation 持續經營業務		Discontinued operation 已終止經營業務	
		Timber business 林木業務		Electronic consumer products business 電子消費者產品業務	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Impairment loss (reversal) recognised in respect of trade receivables	就應收貿易賬項確認之減值虧損(撥回)	14,569	43,339	(1,998)	11,175
Impairment loss recognised in respect of other receivables	就其他應收款項確認之減值虧損	134	12,816	2,240	560
Deficit on revaluation of leasehold land and buildings	重估租賃土地及樓宇之虧絀	—	—	—	50,074
At 31 December	於十二月三十一日				
Segment assets	分類資產	3,904,140	3,350,796	202,740	444,442
Unallocated assets	未分配之資產	—	326,913	—	—
Total assets	總資產	3,904,140	3,677,709	202,740	444,442
Segment liabilities	分類負債	204,952	672,377	114,740	82,192
Unallocated liabilities	未分配之負債	—	—	—	34,027
Total liabilities	總負債	204,952	672,377	114,740	116,219

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment profit (loss) represents the gross profit (loss) generated from each segment net of selling and distribution expenses and administrative expenses directly attributable to each segment. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

5. 分類資料 (續)

(a) 業務分類 (續)

可報告分類之會計政策與附註3所述之集團會計政策相同。分類溢利(虧損)指各分類應佔該分類所產生之毛利(毛損)扣除銷售及分銷開支及行政開支。此乃向主要營運決策者匯報之措施，以分配資源及評估表現。

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5. SEGMENT INFORMATION (Continued)

(b) Geographical segments based on the location of customers

The following tables present revenue, results and certain asset, liability and expenditure information for the Group's geographical segments.

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5. 分類資料 (續)

(b) 按客戶所在地區分析之地區分類

下表載列集團各地區分類之收益、業績及若干資產、負債及開支之資料。

截至十二月三十一日止年度

		Continuing operations 持續經營業務					
		People's Republic of China 中華人民共和國		Hong Kong 香港		Total 總計	
		2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 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
Segment revenue:	分類收益：						
Sales to external customers	向外間客戶銷售	16,800	65,940	—	—	16,800	65,940
Segment results	分類業績	425,665	(712,767)	(86,748)	(48,420)	338,917	(761,187)
Unallocated income	未分配之收入					581,137	6,801
Unallocated expenses	未分配之開支					(222,571)	—
Profit (loss) from operations	經營溢利(虧損)					697,483	(754,386)
Finance costs	財務成本					(14,263)	(38,538)
Profit (loss) before tax	除稅前溢利(虧損)					683,220	(792,924)
Income tax expenses	所得稅開支					—	(1,759)
Profit (loss) for the year attributable to owners of the Company	公司擁有人應佔年度溢利(虧損)					683,220	(794,683)
Other segment information:	其他分類資料：						
Depreciation and amortisation	折舊及攤銷	3,350	38,521	383	423	3,733	38,944

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5. SEGMENT INFORMATION (Continued)

(b) Geographical segments based on the location of customers (Continued)

The following tables present revenue, results and certain asset, liability and expenditure information for the Group's geographical segments.

For the year ended 31 December

5. 分類資料 (續)

(b) 按客戶所在地區分析之地區分類 (續)

下表載列集團各地區分類之收益、業績及若干資產、負債及開支之資料。

截至十二月三十一日止年度

		Discontinued operations 已終止經營業務											
		People's Republic of China		Hong Kong		India		Elsewhere in Asia		Africa, Western Europe, the Middle East, North and South America, and Russia		Total	
		中華人民共和國		香港		印度		亞洲其他地區		非洲、西歐、中東、南北美洲及俄羅斯		總計	
		2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue:	分類收益:												
Sales to external customers	向外間客戶銷售	64,138	61,996	3,533	2,142	115,982	130,478	60,426	63,428	170,236	180,175	414,315	438,219
Segment results	分類業績	(2,994)	(12,255)	(153)	(408)	(5,854)	(25,877)	(2,942)	(12,394)	(8,432)	(35,370)	(20,375)	(86,304)
Unallocated income	未分配之收入											3,958	2,077
Unallocated expenses	未分配之開支											(178)	(217)
Loss from operations	經營虧損											(16,595)	(84,444)
Finance costs	財務成本											—	(1,798)
Loss before tax	除稅前虧損											(16,595)	(86,242)
Income tax expenses	所得稅開支											(2,044)	(719)
Loss for the year attributable to owners of the Company	公司擁有人應佔年度虧損											(18,639)	(86,961)
Other segment information:	其他分類資料:												
Depreciation and amortization	折舊及攤銷	2,713	2,561	149	88	4,906	5,388	2,556	2,619	7,200	7,441	17,524	18,097
Unallocated depreciation	未分配之折舊	—	—	—	—	—	—	—	—	—	—	56	—
		2,713	2,561	149	88	4,906	5,388	2,556	2,619	7,200	7,441	17,580	18,097

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5. SEGMENT INFORMATION (Continued)

(b) Geographical segments based on the location of customers (Continued)

For the year ended 31 December

5. 分類資料 (續)

(b) 按客戶所在地區分析之地區分類 (續)

截至十二月三十一日止年度

		Continuing operations 持續經營業務					
		People's Republic of China 中華人民共和國		Hong Kong 香港		Total 總計	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Capital expenditure	資本開支	18,273	4,900	3	41	18,276	4,941
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	-	-	-	-	-	-
(Reversal) write-down value of property, plant and equipment	(撥回)撇減物業、廠房及設備之價值	(63,437)	229,539	-	-	(63,437)	229,539
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	-	(42)	-	(42)	-
Impairment loss recognised in respect of trade receivables	就應收貿易賬項確認之減值虧損	14,569	43,339	-	-	14,569	43,339
Impairment loss recognised in respect of other receivables	就其他應收款項確認之減值虧損	134	12,816	-	-	134	12,816
Deficit on revaluation of leasehold land and buildings	重估租賃土地及樓宇之虧絀	805	-	-	-	805	-
Segment assets	分類資產	3,828,105	3,340,747	2,452	4,259	3,830,557	3,345,006
Unallocated assets	未分配之資產	-	-	-	-	73,583	332,703
Total assets	總資產	3,828,105	3,340,747	2,452	4,259	3,904,140	3,677,709
Segment liabilities	分類負債	200,414	554,727	4,538	117,650	204,952	672,377
Unallocated liabilities	未分配之負債	-	-	-	-	-	-
Total liabilities	總負債	200,414	554,727	4,538	117,650	204,952	672,377

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5. SEGMENT INFORMATION (Continued)

(b) Geographical segments based on the location of customers (Continued)

For the year ended 31 December

5. 分類資料 (續)

(b) 按客戶所在地區分析之地區分類 (續)

截至十二月三十一日止年度

		Discontinued operations 已終止經營業務											
		People's Republic of China		Hong Kong		India		Elsewhere in Asia		Africa, Western Europe, the Middle East, North and South America, and Russia		Total	
		中華人民共和國		香港		印度		亞洲其他地區		非洲、西歐、中東、南北美洲及俄羅斯		總計	
		2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元		
Capital expenditure	資本開支	2,690	2,242	148	78	4,865	4,719	2,535	2,294	7,140	6,517	17,378	15,850
(Reversal) write-down of inventories to net realisable value	(撥回)撇減存貨至可變現淨值	(1,980)	2,791	(87)	65	(3,813)	4,978	(2,068)	2,705	(5,008)	7,601	(12,956)	18,140
Write-down value of property, plant and equipment	撇減物業、廠房及設備之價值	1,729	481	76	11	3,330	857	1,806	466	4,373	1,309	11,314	3,124
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	–	333	–	8	–	593	–	323	–	906	–	2,163
(Reversal) impairment loss recognised in respect of trade receivables	(撥回)就應收貿易賬項確認之減值虧損	(306)	1,719	(13)	40	(588)	3,067	(319)	1,666	(772)	4,683	(1,998)	11,175
Impairment loss recognised in respect of other receivables	就其他應收款項確認之減值虧損	342	86	15	2	659	154	358	83	866	235	2,240	560
Deficit on revaluation of leasehold land and buildings	重估租賃土地及樓宇之虧損	–	7,704	–	179	–	13,741	–	7,467	–	20,983	–	50,074
Segment assets	分類資產	31,385	60,395	1,729	1,407	56,754	107,718	29,569	58,537	83,303	164,495	202,740	392,552
Unallocated assets	未分配之資產	–	–	–	–	–	–	–	–	–	–	–	51,890
Total assets	總資產	31,385	60,395	1,729	1,407	56,754	107,718	29,569	58,537	83,303	164,495	202,740	444,442
Segment liabilities	分類負債	17,762	11,627	978	402	32,120	24,472	16,734	11,897	47,146	33,794	114,740	82,192
Unallocated liabilities	未分配之負債	–	–	–	–	–	–	–	–	–	–	–	34,027
Total liabilities	總負債	17,762	11,627	978	402	32,120	24,472	16,734	11,897	47,146	33,794	114,740	116,219

Information about major customers

Included in the revenues arising from sales of electronic products of HK\$414.3 million (2008: 438.2million) are revenues of approximately HK\$70.4 million (2008: HK\$67.6 million) which arose from sales to the Group's largest customer (the People's Republic of China segment).

有關主要客戶之資料

銷售電子產品產生之收益 414,300,000 港元 (二零零八年: 438,200,000 港元) 中包括向集團最大客戶 (中華人民共和國分類) 作出之銷售收益約 70,400,000 港元 (二零零八年: 67,600,000 港元)。

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6. OTHER INCOME

6. 其他收入

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)
Continuing operations	持續經營業務		
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	42	—
Reversal of impairment loss of property, plant and equipment	撥回物業、廠房及設備減值虧損	89,036	—
Exchange gain, net	匯兌收益，淨額	—	4,666
Sundry income	雜項收入	1,493	6,633
Rental income	租金收入	132	—
Dividend income	股息收入	—	30
Interest on bank deposits	銀行存款之利息	42	168
Interest income received from a related party (Note 38)	自一名關連方收取之利息收入(附註38)	9,900	—
		100,645	11,497

7. OTHER GAINS AND LOSSES

7. 其他收益及虧損

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)
Continuing operations	持續經營業務		
Gain (loss) arising from changes in fair value less estimated point-of-sale costs of biological assets	生物資產之公平值變動減估計銷售點成本產生之收益(虧損)	417,702	(344,895)
Discount on acquisition of additional interests in a subsidiary (Note 29)	收購一間附屬公司額外權益之折讓(附註29)	375,022	—
Net gain on disposal of a subsidiary and release of the counter guarantee (Note 30)	出售一間附屬公司及解除反擔保之收益淨額(附註30)	206,113	—
Provision for loss on re-measurement to fair value less estimated cost to sell in respect of disposal group held for sale (Note 22)	持作出售之出售組別公平值減估計出售成本重估虧損撥備(附註22)	(222,571)	—
		776,266	(344,895)

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8. DIRECTORS' EMOLUMENTS

8. 董事酬金

		Group 集團	
		2009 二零零九年	2008 二零零八年
		HK\$'000 千港元	HK\$'000 千港元
Directors' fees	董事袍金	180	157
Other emoluments for executive directors	執行董事之其他酬金		
— Salaries and other benefits	— 薪金及其他福利	3,294	4,137
— Retirement benefits scheme contributions	— 退休福利計劃供款	51	60
— Share-based payment	— 以股份為基礎之付款	14,290	5,362
		17,815	9,716

Details of directors' emoluments for the year ended 31 December 2009 are as follows:

截至二零零九年十二月三十一日止年度之董事酬金詳情如下：

		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Share-based payment	Total
		袍金	薪金及其他福利	退休福利計劃供款	以股份為基礎之付款	總計
		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
Executive Directors	執行董事					
Mr. Lee Chi Kong	李志剛先生	—	855	11	5,203	6,069
Mr. Lam Ping Kei	林平基先生	—	96	2	—	98
Mr. Li Jun	李珺先生	—	109	2	—	111
Mr. Jing Bin	景濱先生	—	400	12	3,800	4,212
Mr. Law Wai Fai	羅偉輝先生	—	1,000	12	527	1,539
Mr. Cheng Man For	鄭文科先生	—	834	12	4,760	5,606
Independent Non-Executive Directors	獨立非執行董事					
Mr. Chan Chi Yuen	陳志遠先生	60	—	—	—	60
Mr. Wong Yuen Kuen	黃潤權先生	60	—	—	—	60
Mr. Zhu Quang Qian	朱光前先生	60	—	—	—	60
Total	總計	180	3,294	51	14,290	17,815

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8. DIRECTORS' EMOLUMENTS (Continued)

Details of directors' emoluments for the year ended 31 December 2008 are as follows:

8. 董事酬金 (續)

截至二零零八年十二月三十一日止年度之董事酬金詳情載列如下：

		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Share-based payment	Total
		袍金	薪金及其他福利	退休福利計劃供款	以股份為基礎之付款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive Directors	執行董事					
Mr. Lam Ping Kei	林平基先生	—	780	12	1,247	2,039
Mr. Li Jun	李珺先生	—	1,000	12	1,247	2,259
Mr. Jing Bin	景濱先生	—	400	12	1,247	1,659
Mr. Law Wai Fai	羅偉輝先生	—	1,077	12	374	1,463
Mr. Cheng Man For	鄭文科先生	—	880	12	1,247	2,139
Independent Non-Executive Directors	獨立非執行董事					
Mr. Chan Chi Yuen	陳志遠先生	60	—	—	—	60
Mr. Wong Yuen Kuen	黃潤權先生	60	—	—	—	60
Mr. Zhu Quang Qian	朱光前先生	22	—	—	—	22
Mr. Qiu Ji Zhi	邱繼志先生	15	—	—	—	15
Total	總計	157	4,137	60	5,362	9,716

9. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals during the year included four (2008: five) directors, details of whose emoluments are set out in note 8 to the consolidated financial statements above.

During the year, no emoluments were paid to the five highest paid individuals (including directors and other employees) as inducement to join or upon joining the Group or as compensation for loss of office (2008: Nil).

During the year, the emoluments and retirement benefits scheme contributions of remaining one non director, the highest paid individual amounting to approximately HK\$677,000 and HK\$12,000 respectively.

9. 五位最高薪酬人士

年內，五位最高薪酬人士包括四位董事（二零零八年：五位），彼等之酬金詳情已載於綜合財務報表附註8。

於本年度內，概無對五位最高薪酬人士（包括董事及其他僱員）支付任何酬金作為加入集團之獎金或離職補償（二零零八年：無）。

年內，餘下一位非董事最高薪酬人士之酬金及退休福利計劃供款分別約為677,000港元及12,000港元。

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10. FINANCE COSTS

10. 財務成本

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)
Continuing operations	持續經營業務		
Interest on:	以下項目之利息：		
Bank loan	銀行貸款	12,894	29,721
Convertible notes	可換股票據	1,369	8,817
		14,263	38,538

11. INCOME TAX EXPENSES

11. 所得稅開支

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)
Continuing operations	持續經營業務		
Current taxation:	本年度稅項：		
Hong Kong	香港	—	—
Other jurisdictions	其他司法權區	—	—
Under-provision in prior years	往年撥備不足		
Hong Kong	香港	—	1,759
Other jurisdictions	其他司法權區	—	—
		—	1,759

During the year ended 31 December 2009, no Hong Kong profits tax has been provided for as the Group did not generate any taxable profits from continuing operations in Hong Kong (2008: 16.5% on the estimated assessable profits).

於截至二零零九年十二月三十一日止年度，由於集團於香港之持續經營業務並無任產生任何應課稅溢利，故並無提撥香港利得稅（二零零八年：估計應課稅溢利按稅率16.5%計算）。

Taxation arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

在其他司法權區產生之稅項乃根據各司法權區之現行稅率計算。

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，由二零零八年一月一日起，中國附屬公司之稅率劃一為25%。

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11. INCOME TAX EXPENSES (Continued)

Pursuant to the relevant laws and regulations in the PRC, certain Group's PRC subsidiaries are entitled to exempt from PRC Foreign Enterprise Income Tax for two years commencing from their first profit-making year, followed by a 50% relief for the three years thereafter.

The tax expenses for the year can be reconciled to the profit (loss) per the consolidated income statement as follows:

11. 所得稅開支 (續)

根據相關中國法律及法規，若干集團之中國附屬公司獲豁免繳付中國外資企業所得稅，由首個獲利年度起計兩年，其後三年則減半。

本年度稅務支出與溢利(虧損)於綜合收益表之對賬如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)
Continuing operations	持續經營業務		
Profit (loss) before tax	除稅前溢利(虧損)	683,220	(792,924)
Tax at domestic income tax rate of 16.5% (2008: 16.5%)	按本地所得稅稅率16.5% (二零零八年：16.5%) 計算之稅項	112,731	(130,832)
Tax effect of expenses that are not deductible in determining taxable profit	就計算應課稅溢利不可扣除開支之稅務影響	56,504	1,434
Tax effect of income that is not taxable in determining taxable profit	就計算應課稅溢利毋須課稅收入之稅務影響	(180,605)	(656)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	3,869	8,002
Under-provision in prior years	往年撥備不足	—	1,759
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營之附屬公司之不同稅率之影響	7,501	122,052
Tax expenses for the year	本年度稅項	—	1,759

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12. PROFIT (LOSS) FOR THE YEAR

Continuing operations

The Group's profit (loss) for the year is arrived at after charging:

12. 本年度溢利(虧損)

持續經營業務

集團之本年度溢利(虧損)已扣除：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (As restated) (重列)
Cost of inventories sold	已售存貨之成本	18,836	79,662
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	2,094	38,384
Amortisation of owner-occupied leasehold interest in land	業主佔用土地租賃權益攤銷	1,639	575
Minimum lease payments under operating leases for leasehold land and buildings	經營租約之租賃土地及樓宇最低租金付款	6,112	6,725
Auditors' remuneration	核數師酬金	1,250	785
Staff costs (excluding directors' emoluments — note 8)	職工成本(不包括董事酬金 — 附註8)		
— Wages and salaries	— 工資及薪金	12,893	20,281
— Retirement benefits scheme contributions (excluding directors' contributions — note 8)	— 退休福利計劃供款(不包括董事供款 — 附註8)	353	45
Share-based payments expense	以股份為基礎付款之開支	81,172	26,985
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	234	—
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	25,599	229,539
Impairment loss recognised in respect of trade receivables	就應收貿易賬項確認之減值虧損	14,569	43,339
Impairment loss recognised in respect of other receivables	就其他應收款項確認之減值虧損	134	12,816
Exchange loss, net	匯兌虧損，淨額	123	—
Loss on disposal of available-for-sales financial assets	出售可供出售金融資產虧損	—	8,787
Impairment loss on goodwill	商譽減值虧損	—	25,715

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13. DIVIDEND

No dividend was paid or proposed during 2009, nor has any dividend been proposed since the end of the reporting period (2008: Nil).

14. EARNINGS (LOSS) PER SHARE

(a) Basic earnings (loss) per share

The calculation of basic earnings (loss) per share from continuing operations and discontinued operations is based on the Group's profit from continuing operations and (loss) from discontinued operations for the year attributable to owners of the Company of approximately HK\$605,088,000 and HK\$(18,639,000), respectively (2008: HK\$(552,920,000) and HK\$(86,961,000), as retrospectively restated respectively, HK\$(639,881,000) as previously reported), and the weighted average of 2,622,293,842 (2008: 1,822,240,908 (as retrospectively restated), 18,222,409,085 as previously reported) ordinary shares in issue during the year.

13. 股息

二零零九年並無派付或擬派股息，而自報告期終結以來亦無擬派任何股息（二零零八年：無）。

14. 每股盈利（虧損）

(a) 每股基本盈利（虧損）

持續經營業務及已終止經營業務之每股基本盈利（虧損）乃根據本年度集團之公司擁有人應佔持續經營業務溢利及已終止經營業務（虧損）分別約605,088,000港元及(18,639,000)港元（二零零八年：分別追溯重列為(552,920,000)港元(639,881,000)港元（如前呈報）及(86,961,000)港元），及年內2,622,293,842股（二零零八年：1,822,240,908股（追溯重列）、18,222,409,085股（如前呈報））已發行普通股之加權平均數。

Weighted average number of ordinary shares	普通股加權平均數	2009 二零零九年 (Note) (附註)	2008 二零零八年 (As restated) (重列) (Note) (附註)
Issued ordinary shares at 1 January	於一月一日之 已發行普通股	2,345,229,915	1,762,992,860
Effect of issuance of placing shares	發行配售股份之影響	214,232,877	—
Effect of exercise of share options	行使購股權之影響	—	4,114,726
Effect of exercise of listed warrants	行使上市認股權證之影響	—	252,082
Effect of issuance of conversion shares	發行換股股份之影響	62,831,050	54,881,240
Weighted average number of ordinary shares at 31 December	於十二月三十一日 之普通股加權平均數	2,622,293,842	1,822,240,908

Note: The weighted average number of ordinary shares for the year ended 2008 and 2009 were adjusted for the effect of share consolidation on 23 October 2009.

附註：已就二零零九年十月二十三日進行股份合併之影響已調整截至二零零八年及二零零九年度之普通股加權平均數。

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14. EARNINGS (LOSS) PER SHARE

(Continued)

(b) Diluted earnings (loss) per share

The calculation of diluted earnings (loss) per share from continuing operations and discontinued operations is based on the Group's profit from continuing operations and (loss) from discontinued operations for the year attributable to owners of the Company of approximately HK\$605,088,000 and HK\$(18,639,000), respectively and the adjusted weighted average of 2,771,120,505 ordinary shares in issue during the year.

Weighted average number of ordinary shares (diluted)	普通股加權平均數(攤薄)	2009 二零零九年
Weighted average number of ordinary shares at 31 December	於十二月三十一日之普通股加權平均數	2,622,293,842
Effect of issuance of conversion shares	發行換股股份之影響	148,826,663
Adjusted weighted average number of ordinary shares at 31 December	於十二月三十一日普通股之經調整加權平均數	2,771,120,505

No diluted loss per share has been presented for the year ended 31 December 2008 as the share options and convertible notes outstanding during the year had an anti-dilutive effect on the basic loss per share for the year ended 31 December 2008.

持續經營業務及已終止經營業務之每股攤薄盈利(虧損)乃根據本年度集團之公司擁有人應佔持續經營業務溢利及已終止經營業務(虧損)分別約605,088,000港元及(18,639,000)港元及年內2,771,120,505股已發行普通股之經調整加權平均數計算。

由於年內尚未行使之購股權及可換股票據對截至二零零八年十二月三十一日止年度之每股基本虧損具有反攤薄效應，故並無呈列截至二零零八年十二月三十一日止年度之每股攤薄虧損。

15. OWNER-OCCUPIED LEASEHOLD INTEREST IN LAND

The Group's owner-occupied leasehold interest in land comprises:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Medium-term leasehold land in PRC	於中國之中期租賃土地	25,493	52,397
Analysed for reporting purpose as:	為報告之目的分析為：		
— current assets	— 流動資產	554	984
— non-current assets	— 非流動資產	24,939	51,413
		25,493	52,397

14. 每股盈利(虧損) (續)

(b) 每股攤薄盈利(虧損)

15. 業主佔用土地租賃權益

集團之業主佔用土地租賃權益包括：

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Medium term leasehold land and buildings	Construction in progress	Plant and machinery	Leasehold improvements, furniture, office equipment and motor vehicles	Total
		中期租賃 土地及樓宇	在建工程	廠房及機器	租賃物業裝修、 傢具、辦公室 設備及汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
COST OR VALUATION	成本或估值					
At 1 January 2008	於二零零八年一月一日	140,280	28,401	386,262	21,580	576,523
Additions	添置					
— continuing operations	— 持續經營業務	—	—	373	4,568	4,941
— discontinued operations	— 已終止經營業務	—	9,091	3,228	2,038	14,357
Transfer	轉讓	19,311	(19,311)	—	—	—
Deficit on revaluation	重估虧絀	(51,603)	—	—	—	(51,603)
Write-down of property, plant and equipment	撇減物業、廠房及設備	(39,876)	—	(243,285)	(832)	(283,993)
Disposals	出售	—	—	(6,405)	(1,324)	(7,729)
Exchange realignment	匯兌調整	8,638	766	22,142	1,103	32,649
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日 及二零零九年一月一日	76,750	18,947	162,315	27,133	285,145
Additions	添置					
— continuing operations	— 持續經營業務	—	—	16,128	2,148	18,276
— discontinued operations	— 已終止經營業務	342	5,797	7,218	4,021	17,378
Transfer	轉讓	6,228	(6,260)	—	32	—
Write-back of property, plant and equipment	撥回物業、廠房及設備	—	—	89,036	—	89,036
Write-down of property, plant and equipment	撇銷物業、廠房及設備	(4,365)	—	(64,314)	(6,165)	(74,844)
Disposals	出售	—	—	(89,735)	(2,487)	(92,222)
Reclassified as held for sales	重新分類為持作出售	(79,221)	(18,527)	(121,227)	(20,521)	(239,496)
Exchange realignment	匯兌調整	266	43	579	77	965
At 31 December 2009	於二零零九年十二月三十一日	—	—	—	4,238	4,238
Analysis of cost or valuation	成本或估值分析					
At cost	按成本	—	—	—	4,238	4,238
At valuation	按估值	—	—	—	—	—
		—	—	—	4,238	4,238

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16. PROPERTY, PLANT AND EQUIPMENT (Continued)

16. 物業、廠房及設備 (續)

		Medium term leasehold land and buildings	Construction in progress	Plant and machinery	Leasehold improvements, furniture, office equipment and motor vehicles	Total
		中期租賃土地及樓宇	在建工程	廠房及機器	租賃物業裝修、傢具、辦公室設備及汽車	總計
		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
DEPRECIATION	折舊					
At 1 January 2008	於二零零八年一月一日	—	—	76,348	11,650	87,998
Provided for the year	年內撥備					
— continuing operations	— 持續經營業務	3,320	—	32,875	2,189	38,384
— discontinued operations	— 已終止經營業務	2,107	—	15,633	2,040	19,780
Write-back on revaluation	重估時撥回	(2,107)	—	—	—	(2,107)
Write-down of property, plant and equipment	撇減物業、廠房及設備	(3,322)	—	(41,252)	(183)	(44,757)
Disposals	出售	—	—	(3,534)	(1,241)	(4,775)
Exchange realignment	匯兌調整	92	—	5,784	592	6,468
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日及二零零九年一月一日	90	—	85,854	15,047	100,991
Provided for the year	年內撥備					
— continuing operations	— 持續經營業務	74	—	144	1,876	2,094
— discontinued operations	— 已終止經營業務	1,511	—	14,129	1,372	17,012
Write-down of property, plant and equipment	撇減物業、廠房及設備	(164)	—	(35,770)	(1,995)	(37,929)
Disposals	出售	—	—	(460)	(859)	(1,319)
Reclassified as held for sales	重新分類為持作出售	(1,511)	—	(64,198)	(13,787)	(79,496)
Exchange realignment	匯兌調整	—	—	301	42	343
At 31 December 2009	於二零零九年十二月三十一日	—	—	—	1,696	1,696
CARRYING AMOUNTS	賬面值					
At 31 December 2009	於二零零九年十二月三十一日	—	—	—	2,542	2,542
At 31 December 2008	於二零零八年十二月三十一日	76,660	18,947	76,461	12,086	184,154

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16. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

The Group's leasehold land and buildings included above are held under the following lease terms:

16. 物業、廠房及設備 (續)

上文所載之集團租賃土地及樓宇乃根據以下租賃年期持有：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Medium-term leases in Hong Kong	於香港之中期租約	—	4,900
Medium-term leases in the PRC	於中國之中期租約	—	71,760
		—	76,660

At 31 December 2009, one of the leasehold land and buildings in the PRC was revalued on a depreciated replacement costs basis by LCH (Asia Pacific) Surveyors Limited, at HK\$3,571,000. The directors decided to write-down a subsidiary of the Group, 湖南綠之嘉木業有限公司, amount of approximately HK\$3,571,000 leasehold land and buildings in the PRC base on suspension from operation.

於二零零九年十二月三十一日，其中一項位於中國之租賃土地及樓宇由利駿行測量師有限公司按折舊重置成本基準重估為3,571,000港元。由於集團附屬公司湖南綠之嘉木業有限公司暫定營業，董事因此決定撇減該公司位於中國為數約3,571,000港元之租賃土地及樓宇。

At 31 December 2008, the Group's leasehold land and buildings in Hong Kong were revalued on an open market value, existing use basis, by Malcolm & Associate Appraisal Limited, an independent firm of professional valuers, at HK\$4,900,000. The resulting revaluation deficit of approximately HK\$500,000 had been debited to the property revaluation reserve. The Group's leasehold land and buildings in the PRC except Hong Kong were revalued on a depreciated replacement costs basis by Malcolm & Associate Appraisal Limited and LCH (Asia Pacific) Surveyors Limited, at HK\$67,500,000 and HK\$40,813,000, respectively. The resulting revaluation deficit of approximately HK\$941,364 had been charged to the property revaluation reserve and revaluation deficit of approximately HK\$50,074,000 had been charged to the consolidated income statement. A subsidiary of the Group, 綠之嘉木制品制造有限公司, amount of approximately HK\$36,553,000 leasehold land and buildings in the PRC had been written-off.

於二零零八年十二月三十一日，集團位於香港之租賃土地及樓宇由獨立專業估值師行Malcolm & Associate Appraisal Limited按公開市場價值現有用途基準評估為4,900,000港元。所產生之重估虧絀約500,000港元已於物業重估儲備中扣除。集團位於中國(不包括香港)之租賃土地及樓宇由Malcolm & Associate Appraisal Limited及利駿行測量師有限公司按折舊重置成本基準分別重估為67,500,000港元及40,813,000港元。所產生之重估虧絀約941,364港元已於物業重估儲備中扣除，而重估虧絀約50,074,000港元則於綜合收益表中扣除。集團之附屬公司綠之嘉木制品制造有限公司位於中國為數約36,553,000港元之租賃土地及樓宇已撇銷。

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17. BIOLOGICAL ASSETS

17. 生物資產

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
At 1 January	於一月一日	3,227,017	3,415,440
Direct sales	直接出售	(2,067)	(29,376)
Addition	添置	—	4,943
Exchange realignment	匯兌調整	10,977	180,905
Gain (loss) arising from changes in fair value less estimated point-of-sale cost of biological assets	生物資產之公平值變動減估計銷售點成本產生之收益(虧損)	417,702	(344,895)
At 31 December	於十二月三十一日	3,653,629	3,227,017

The analysis of fair value of biological assets by location is as follows:

生物資產之公平值按地區分類如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Hebei	河北	33,041	32,588
Yunan	雲南	3,620,588	3,194,429
		3,653,629	3,227,017

At 31 December 2009 and 2008, the Group's biological assets in the PRC were independently valued by LCH (Asia-Pacific) Surveyors Limited.

於二零零九年及二零零八年十二月三十一日，集團於中國之生物資產乃由利駿行測量師有限公司獨立估值。

In valuing the inventory of standing trees, the valuer has considered the three approaches to value with reference to inventory of standing trees as well as the accounting standard, and found that market approach i.e. the market-based comparable method is the most reasonable approach to value. This method uses the present market value in terms of price per unit volume of the final product and the total merchantable volume of timber in the concession as basis for coming up with the estimated value. The underlying theory of this approach is existing market price is dependent parameter since it reflects how much the buyer is willing to pay and how much the seller is willing to give up his goods and services.

於對現時存活之樹木估值時，估值師曾參考現時存活之樹木之存量及會計準則而考慮三種估值方法，並發現市場估值法是此項估值之最合理方法。此估值法乃採用木材之最終產品之每單位數量之現行市值及有關林場內可供出售之木材總數量為計算基準，以計算有關之估計價值。此估值法之基本理論為，現行市價為足以依據之參數，因其反映買方願意付出之價格及賣方就售出及提供貨物及服務而願意收取之價格。

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17. BIOLOGICAL ASSETS (Continued)

In using the market approach the valuer has taken the following into consideration:

- Average diameter and length of round logs being sold in the locality;
- The diameter at breast height and the merchantable height of the standing trees;
- Parameters used in classifying young, mid-aged, near mature and mature trees;
- Species of the standing trees;
- The quantity of timber based on the adjusted inventory provided to us; and
- Cutting cost, transportation cost, forestry fund, and other associated costs necessary to process the standing trees to round logs.

The valuer understands, that it is the intention of the Company to sell the biological assets as i) round logs to sawmills in their respective locality, ii) raw material in its solid and engineered wood factory and iii) process some of the harvested timber to sawn timber in its sawmill. Factors considered in selling harvested timber are location of the forest area, species of timber, volume of timber and requirement of the Green & Good Group's owned factories. The valuer has assumed in its valuation that the entire inventory will be sold in their respect locality as round logs since the Green & Good Group's intended to use only a small quantity of the timber for processing in owned factories.

During the valuer's on-site inspection, the valuer was informed that young and mid-age trees are also marketable but at lower prices compared to near mature, mature and over mature trees. For this reason, the valuer has valued the entire timber inventory in the Forestry Reports.

17. 生物資產 (續)

在採用市場估值法時，估值師曾考慮以下各點：

- 在當地出售之圓材之平均圓周及長度；
- 現時存活之樹木之胸高直徑及商用材高；
- 分辨幼樹、半長成樹、接近長成樹及已長成樹之參數；
- 現時存活樹木之種類；
- 根據吾等所獲提供之經調整木材存量計算之木材數量；及
- 把現時存活之樹木處理成為圓材所需動用之採伐成本、運輸成本、林產業基金及其他相關成本。

估值師知悉，公司有意將生物資產作為：i)圓材，售予彼等各自所在地區之鋸木廠；ii)原材料，售予硬木及複合木材廠；及iii)部份已採伐木材售予鋸木廠加以處理成為經鋸切之木材。就出售已採伐木材所考慮之因素為林場之所在地點、木材之樹種、木材存量及是否需要綠之嘉集團本身之廠房加以處理。估值師在估值報告中已假設全部木材存量將會在彼等各自之所在地區以圓材形式出售，因綠之嘉集團僅有意經本身廠房處理少量木材。

在實地視察期內，估值師得悉幼樹及半長成樹亦可在市場上出售，惟與接近長成、已長成及年老之樹木相較則價格偏低。基於此理由，估值師已為林產業報告內之全部木材存量進行估值。

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17. BIOLOGICAL ASSETS (Continued)

In valuing the inventory of standing tree using the market approach, the valuer has used the average mill gate round log prices taking into consideration tree species, age and location.

Reasonable recovery rates to allow for losses before and during harvesting as well as costs required to harvest and transport the timber from the forest to local point of sales were then deducted to arrive at its opinion of value. The other costs that were considered in the valuer's valuation are: harvesting and transportation cost to main road or point of sales, local and national taxed fund, forestry road allowance and forest management cost.

17. 生物資產 (續)

估值師在採用市場估值法對現時存活之樹木之存量進行估值時，已採用鋸木廠之圓材平均價(已計入樹木種類、樹齡及所在地點)計算。

估值師之估值意見已計入合理之再購率(已就採伐前及採伐時之損失作準備，並扣除採伐及將木材由樹林運輸至銷售點所需之成本)。估值師在估值時曾考慮之其他成本分別為：採伐及運輸至大路或銷售點之成本、當地及國家稅項基金、林產業津貼及森林管理成本。

18. INVESTMENTS IN SUBSIDIARIES

18. 於附屬公司之投資

		Company 公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本值	1,536,508	1,036,423

The balance due from (to) subsidiaries included in the Company's current assets and current liabilities are unsecured, interest-free and repayable on demand. The carrying amount of these amounts due from (to) subsidiaries approximate to their fair value.

計入公司之流動資產及流動負債之應收(付)附屬公司之結餘為無抵押、免息及無固定償還期限。應收(付)附屬公司之此等金額之賬面值接近其公平值。

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18. INVESTMENTS IN SUBSIDIARIES (Continued)

Particulars of the principal subsidiaries at 31 December 2009 are as follows:

18. 於附屬公司之投資 (續)

於二零零九年十二月三十一日公司主要附屬公司之詳情如下：

Name 公司名稱	Place of incorporation/ establishment and operations 註冊成立/成立及 營業地點	Nominal value of paid-up share/ registered capital 實繳股本/註冊資本面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Green & Good Group Limited ("Green & Good") (Note 1) 綠之嘉集團有限公司(「綠之嘉」) (附註1)	British Virgin Islands 英屬處女群島	Ordinary US\$100 普通股100美元	100	—	Investment holding 投資控股
Leeka Wood Co., Ltd. (Note 2) 綠之嘉木業有限公司(附註2)	PRC 中國	RMB100,000,000 人民幣100,000,000元	—	100	Exploitation and management of timber resources 開發及管理林木資源
E-Today Technology Limited ("E-Today") E-Today Technology Limited ("E-Today")	British Virgin Islands 英屬處女群島	Ordinary US\$600 普通股600美元	100	—	Investment holding 投資控股
Deji Electronic Co., Ltd. Putian County, Fujian ("Deji Electronic") (Note 3) 福建省莆田縣德基電子有限公司 (「德基電子」)(附註3)	PRC 中國	HK\$10,200,000 10,200,000港元	—	100	Manufacture and sales of electronic products 製造及銷售電子產品
Putian Dexing Electronic Co., Ltd. ("Putian Dexing") (Note 4) 莆田德信電子有限公司 (「莆田德信」)(附註4)	PRC 中國	HK\$128,380,000 128,380,000港元	—	100	Manufacture and sales of electronic products 製造及銷售電子產品
Putian Derong Electronic Co., Ltd. ("Putian Derong") (Note 5) 莆田市德榮電子有限公司 (「莆田德榮」)(附註5)	PRC 中國	HK\$63,000,000 63,000,000港元	—	100	Manufacture and sales of electronic products 製造及銷售電子產品
Zhejiang Yiwu Dexing Electronic Co., Ltd. ("Zhejiang Yiwu") (Note 6) 浙江義烏德信電子有限公司 (「浙江義烏」)(附註6)	PRC 中國	US\$9,950,000 9,950,000美元	—	100	Inactive 暫無營業
Tak Shun (Lam's) Company Limited ("Tak Shun Lam") 德信(林氏)有限公司 (「德信(林氏)」)	Hong Kong 香港	Ordinary HK\$2 Non-voting deferred HK\$10,000 (Note 7) 普通股2港元無投票權 遞延股10,000港元(附註7)	—	100	Investment holding and distribution of electronic products 投資控股及 分銷電子產品
Advance Display Technology Limited 創思顯示技術有限公司	Hong Kong 香港	HK\$10,000 10,000港元	—	100	Sales of liquid crystal display products 銷售液晶顯示產品
Tak Shun (Lam's) Macao Commercial Offshore Limited 德信(林氏)澳門離岸 商業服務有限公司	Macau 澳門	MOP500,000 500,000澳門幣	—	100	Distribution of electronic products 分銷電子產品

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18. INVESTMENTS IN SUBSIDIARIES

(Continued)

- Note 1: Green & Good is an investment holding company incorporated in the British Virgin Islands on 2 November 2006 and whose sole asset is the entire equity interest in Leeka Wood Co., Ltd.
- Note 2: Leeka Wood Co., Ltd. is a wholly foreign owned enterprise established in the PRC for an operating period from its date of establishment on 29 March 2006 to 21 January 2027. The registered and paid-up capital of Leeka Wood Co., Ltd. amounted to RMB100,000,000.
- Note 3: Deji Electronic is a Sole Foreign Investment Enterprise established in the PRC for an operating period of 20 years commencing from its date of establishment on 27 April 1992. The registered and paid-up capital of Deji Electronic amounted to HK\$10,200,000.
- Note 4: Putian Dexing is a Sole Foreign Investment Enterprise established in the PRC for an operating period of 50 years commencing from its date of establishment on 18 May 1998. The registered capital and paid up capital of Putian Dexing amounted to HK\$128,380,000.
- Note 5: Putian Derong is a Sole Foreign Investment Enterprise established in the PRC for an operating period of 50 years commencing from its date of establishment on 29 April 2001. The registered and paid up capital of Putian Derong amounted to HK\$63,000,000.
- Note 6: Zhejiang Yiwu is a Sole Foreign Investment Enterprise established in the PRC for an operating period of 30 years commencing from its date of establishment on 28 November 2003. The registered and paid up capital of Zhejiang Yiwu amounted to US\$9,950,000 (equivalent to HK\$77,610,000).
- Note 7: The non-voting deferred shares carry no rights as to dividends, no rights to attend or vote at general meetings and no rights to receive any surplus in a return of capital in a winding-up (other than the nominal amount paid up or credited as paid-up of the non-voting deferred shares, after a sum of HK\$1,000,000,000 per ordinary share has been distributed to the holders of the ordinary shares of Tak Shun Lam in such winding-up).
- Note 8: Although the disposal of G&G wood was completed on 27 November 2009, the legal title of G&G wood was not yet transferred to Superview at end of the year, Further details from legal adviser and set out in the note 30(5) to consolidated financial statements.

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

The above table lists the subsidiaries of the Company, which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

18. 於附屬公司之投資

(續)

- 附註1：綠之嘉為於二零零六年十一月二日在英屬處女群島註冊成立之投資控股公司，而其唯一資產為於綠之嘉木業有限公司之全部股本權益。
- 附註2：綠之嘉木業有限公司為於中國成立之獨資外資投資企業，由二零零六年三月二十九日成立日期起至二零二七年一月二十一日期間經營。綠之嘉木業有限公司之註冊及繳足資本為人民幣100,000,000元。
- 附註3：德基電子為於中國成立之獨資外資投資企業，由一九九二年四月二十七日成立日期起經營年期為20年。德基電子之註冊及繳足資本為10,200,000港元。
- 附註4：莆田德信為於中國成立之獨資外資投資企業，由一九九八年五月十八日成立日期起經營年期為50年。莆田德信之註冊及繳足資本為128,380,000港元。
- 附註5：莆田德榮為於中國成立之獨資外資投資企業，由二零零一年四月二十九日成立日期起經營年期為50年。莆田德榮之註冊及繳足資本為63,000,000港元。
- 附註6：浙江義烏為於中國成立之獨資外資投資企業，由二零零三年十一月二十八日成立日期起經營年期為30年。浙江義烏之註冊及繳足資本為9,950,000美元（相當於77,610,000港元）。
- 附註7：無投票權遞延股並無附帶獲派股息之權利，亦無權出席股東大會及於會上投票及無權在清盤時在資本償還中收取任何盈餘（除非在清盤時德信（林氏）普通股之持有人已就每股普通股分派1,000,000,000港元之款項後，則可收回已繳或入賬列作繳足股款之無投票權遞延股之面值）。
- 附註8：雖然綠之嘉木制品之出售已於二零零九年十一月二十七日完成，惟綠之嘉木制品之法定所有權於年終時尚未轉移至超景。法律顧問提供之資料詳情載於綜合財務報表附註30(5)。

並無附屬公司於年底及年內任何時間有任何債務證券。

董事認為，上表所載列之公司附屬公司，對本年度業績構成主要影響或佔集團資產淨值之主要部份。董事認為，刊載其他附屬公司之詳細資料會令本文過於冗長。

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19. INVENTORIES

19. 存貨

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Raw materials	原料	—	41,042
Work in progress	在製品	—	11,339
Finished goods	製成品	—	44,105
		—	96,486

20. TRADE RECEIVABLES

20. 應收貿易賬項

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Trade receivables	應收貿易賬項	14,721	169,000
Less: allowance for doubtful debts	減：呆賬撥備	(14,721)	(61,137)
		—	107,863

The Group normally allows credit terms ranging from 30 to 90 days to its customers.

集團一般給予客戶30至90日之信貸期。

An aging analysis of the trade receivables net of allowance for doubtful debts at the end of the reporting date, based on the date of recognition of the sale, is as follows:

根據銷售確認日期而劃分於報告期終應收貿易賬項(扣除呆賬撥備)之賬齡分析如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
1 — 30 days	1 — 30日	—	52,019
31 — 60 days	31 — 60日	—	27,577
61 — 90 days	61 — 90日	—	17,498
Over 90 days	90日以上	—	10,769
		—	107,863

In the opinion of directors, the Group has provided sufficient impairment on those trade receivables which are past due. The fair values of the Group's trade receivables at 31 December 2009 approximated to the corresponding carrying amounts.

董事認為，集團已就該等已逾期之應收貿易賬項計提足夠減值撥備。集團於二零零九年十二月三十一日之應收貿易賬項之公平值接近其相應之賬面值。

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20. TRADE RECEIVABLES (Continued)

Movement in the allowance for doubtful debts:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
1 January	一月一日	61,137	1,347
Impairment losses recognised in respect of trade receivables	就應收貿易賬項確認之減值虧損	14,569	59,790
Reclassified to held for sales	重新分類為持作出售	(60,985)	—
31 December	十二月三十一日	14,721	61,137

Included in the allowance for doubtful debts are individually impaired trade receivables with an aggregate balance of HK\$14,569,000, which is 1 year past due (2008: HK\$59,790,000). The Group does not hold any collateral over these balances.

20. 應收貿易賬項 (續)

呆賬撥備之變動：

呆賬撥備包括個別已減值並已逾期一年之應收貿易賬項，結餘總額為14,569,000港元（二零零八年：59,790,000港元）。集團並無就該等結餘持有任何抵押品。

21. INVESTMENTS IN JOINT VENTURES

As at 31 December 2009, the Group had interests in the following significant jointly controlled entities:

21. 於合資公司之投資

於二零零九年十二月三十一日，集團擁有以下重大共同控制實體之權益：

Name of entity 實體名稱	Form of entity 實體形式	Place of incorporation/ establishment and operations 註冊成立/成立及 營業地點	Class of shares held 所持股份類別	Proportion of nominal value if issued capital held by the Group 集團所持已發行股本面值比例 2009 二零零九年	Principal activities 主要業務
滿洲里中木材交易有限責任公司	Incorporated	PRC	Ordinary	70%	Measurement, inspection, technology development and sales of timber and building material
滿洲里中木材交易有限責任公司	註冊成立	中國	普通股	70%	木材及建材之計量、視察、技術開發及銷售
上海奇聰木業有限公司	Incorporated	PRC	Ordinary	70%	Sales of building material and timber
上海奇聰木業有限公司	註冊成立	中國	普通股	70%	銷售建材及木材

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21. INVESTMENTS IN JOINT VENTURES (Continued)

The summarised financial information in respect of the Group's interests in the jointly controlled entities which are accounted for using proportionate consolidation with the line-by-line reporting format is set out below:

		2009 二零零九年 HK\$'000 千港元
Non-current assets	非流動資產	532
Current assets	流動資產	5,848
Current liabilities	流動負債	(327)
Net assets	資產淨值	6,053
Income	收入	7,939
Expenses	開支	(6,648)
Profit before and after tax	除稅前及除稅後溢利	1,291

21. 於合資公司之投資 (續)

下文載列集團於共同控制實體權益之財務資料摘要，乃按逐項報告形式以比例綜合列賬：

22. DISPOSAL GROUP HELD FOR SALE

On 7 January 2010, the directors decided to dispose of all of the Group's electronic consumer product operations by way of public tender. On 8 April 2010, the Company entered into a conditional sale and purchase agreement with Super Giant Assets Limited, which is wholly owned by Mr. Lam Ping Kei, a substantial shareholder and a former executive director of the Company. The assets and liabilities attributable to the business which are expected to be sold within twelve months, have been classified as a disposal group held for sale and are presented separately in the consolidated statement of financial position.

The results of the electronic consumer product operations for the year were as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Turnover	營業額	414,315	438,219
Cost of sales	銷售成本	(386,344)	(419,230)
Other income	其他收入	3,958	2,005
Selling and distribution expenses	銷售及分銷開支	(13,890)	(14,233)
Administrative expenses	行政開支	(18,046)	(21,092)
Other operating expenses	其他經營開支	(16,588)	(70,113)
Finance costs	財務成本	—	(1,798)
Loss before tax	除稅前虧損	(16,595)	(86,242)
Income tax expenses	所得稅開支	(2,044)	(719)
Loss for the year	本年度虧損	(18,639)	(86,961)

22. 持作出售之出售組別

於二零一零年一月七日，董事決定以公開招標方式出售集團所有電子消費者產品業務。於二零一零年四月八日，公司與Super Giant Assets Limited (由公司主要股東及前執行董事林平基先生全資擁有) 訂立有條件買賣協議。預期於十二個月內出售之該業務應佔之資產及負債，已分類為持作出售之出售組別，並於綜合財務狀況報表中分開呈列。

年內電子消費者產品業務之業績如下：

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22. DISPOSAL GROUP HELD FOR SALE (Continued)

During the year, the electronic consumer product operations contributed approximately HK\$19,198,000 (2008: HK\$19,809,000) to the Group's net operating cash flows, paid approximately HK\$17,139,000 (2008: HK\$13,565,000) in respect of investing activities and no cash outflow (2008: HK\$29,864,000) in respect of financing activities.

The assets and liabilities of the electronic consumer product operations as at 31 December 2009, which have been presented separately in the consolidated statement of financial position, are as follows:

22. 持作出售之出售組別 (續)

年內，電子消費者產品業務為集團經營現金流量淨額帶來約19,198,000港元(二零零八年：19,809,000港元)之進賬，就投資活動支付約17,139,000港元(二零零八年：13,565,000港元)，融資活動則無現金流出(二零零八年：29,864,000港元)。

於二零零九年十二月三十一日，在綜合財務狀況報表分開呈列之電子消費者產品業務之資產及負債如下：

		2009 二零零九年 HK\$'000 千港元
Owner-occupied leasehold interest in land	業主佔用土地租賃權益	24,875
Property, plant and equipment	物業、廠房及設備	160,000
Inventories	存貨	81,308
Trade receivables	應收貿易賬項	91,193
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	18,567
Cash and cash equivalents	現金及現金等值項目	49,368
Amount due to an ultimate holding company	應付最終控股公司之款項	(90,170)
Total assets	資產總值	335,141
Amount eliminated in group consolidation	集團綜合賬目時對銷之金額	90,170
Less: Provisions for loss on re-measurement to fair value less estimated cost to sell in respect of disposal group held for sale	減：持作出售之出售組別公平值減估計出售成本重估虧損撥備	(222,571)
Assets of disposal group classified as held for sale	列為持作出售之出售組別之資產	202,740
Trade payables	應付貿易賬項	50,148
Other payables and accruals	其他應付款項及應計款項	64,592
Liabilities of disposal group classified as held for sale	列為持作出售之出售組別之負債	114,740

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23. TRADE PAYABLES

An aging analysis of the trade payables at the end of the reporting date, based on the receipt of goods purchased is as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
1 — 30 days	1 — 30日	—	17,661
31 — 60 days	31 — 60日	—	11,360
61 — 90 days	61 — 90日	—	4,161
91 — 180 days	91 — 180日	—	2,750
Over 180 days	180日以上	207	7,549
		207	43,481

The fair values of the Group's trade payables at 31 December 2009 approximated to the corresponding carrying amounts.

23. 應付貿易賬項

根據所購買之貨物收訖日期而劃分之報告期終應付貿易賬項之賬齡分析如下：

集團於二零零九年十二月三十一日之應付貿易賬項之公平值接近其相應之賬面值。

24. INTEREST-BEARING BANK LOAN

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Unsecured bank loan	無抵押銀行貸款	—	406,780

The above amount bear interest at prevailing market rates and are repayable as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within one year	一年內	—	406,780

The bank loan is variable-rate borrowings which carries interest ranging from 5.25% to 7.56% per annum for the year ended 31 December 2008.

For the year ended 31 December 2008, the Group's bank loan of HK\$406,780,000 was guaranteed by a loan service provider, an independent third party. The Group has given a corporate guarantee in favor of this loan service provider in respect of this bank loan.

The directors consider that the carrying amount of bank borrowings is approximated to their fair values.

24. 計息銀行貸款

上述金額乃按現行市場利率計息，並須於以下年期償還：

截至二零零八年十二月三十一日止年度，銀行貸款均為浮息借貸，按介乎5.25%至7.56%之年利率計息。

截至二零零八年十二月三十一日止年度，集團406,780,000港元之銀行貸款由一名貸款服務提供者（為獨立第三方）提供擔保。集團已就該銀行貸款向此貸款服務提供者作出一項公司擔保。

董事認為銀行借貸之賬面值接近其公平值。

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24. INTEREST-BEARING BANK LOAN

(Continued)

The Group's borrowings that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
As at 31 December	於十二月三十一日	—	360,000

25. PLEDGE OF ASSETS

At the end of the reporting date, none of the property, plant and equipment (2008: Nil) were pledged to secure the Group's banking facilities.

26. DEFERRED TAXATION

The following are the major unprovided deferred tax assets by the Group and movements thereon during the year.

		Difference between depreciation and tax allowances 折舊與其免稅額之差額 HK\$'000 千港元	Estimated tax losses 估計稅務虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	(216)	598	382
Movement for the year	年內變動	(195)	37	(158)
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日 及二零零九年一月一日	(411)	635	224
Movement for the year	年內變動	324	(635)	(311)
At 31 December 2009	於二零零九年十二月三十一日	(87)	—	(87)

No provision for deferred tax had been made as the Group did not have any significant unprovided deferred tax assets (liabilities) in respect of the year (2008: Nil).

24. 計息銀行貸款 (續)

以有關集團實體之功能貨幣以外之貨幣列值之集團借貸載列如下：

25. 資產抵押

於報告期終並無物業、廠房及設備(二零零八年：無)已抵押作集團銀行融資之抵押。

26. 遞延稅項

以下為集團於年內之主要未撥備遞延稅項資產及其變動：

集團於年內並無任何重大未撥備遞延稅項資產(負債)，故並無就遞延稅項作出撥備(二零零八年：無)。

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27. SHARE CAPITAL

Shares

27. 股本

股份

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
Authorised:	法定：		
Ordinary shares of HK\$0.01 each at 1 January 2008, 31 December 2008 and 1 January 2009	於二零零八年一月一日、 二零零八年十二月三十一日及 二零零九年一月一日每股 面值0.01港元之普通股	100,000,000,000	1,000,000
Decrease on share consolidation (Note (c))	因股份合併而減少(附註(c))	(90,000,000,000)	—
Ordinary shares of HK\$0.10 each at 31 December 2009	於二零零九年十二月三十一日 每股面值0.10港元之普通股	10,000,000,000	1,000,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.01 each at 1 January 2008	於二零零八年一月一日 每股面值0.01港元之普通股	17,629,928,600	176,299
Issue of new shares upon exercise of options	於購股權獲行使時發行新股份	44,150,000	442
Issue of new shares upon exercise of warrants	於認股權證獲行使時發行新股份	3,900,000	39
Issue of new shares upon conversion of convertible notes	於轉換可換股票據時發行新股份	5,774,320,550	57,743
Ordinary shares of HK\$0.01 each at 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日及 二零零九年一月一日每股 面值0.01港元之普通股	23,452,299,150	234,523
Issue of placing shares (Note (a))	發行配售股份(附註(a))	3,510,000,000	35,100
Issue of new shares upon conversion of convertible notes (Note (b))	於轉換可換股票據時發行新股份 (附註(b))	666,666,666	6,667
Ordinary shares of HK\$0.01 each Adjustment for share consolidation (Note (c))	每股面值0.01港元之普通股 就股份合併作出之調整(附註(c))	27,628,965,816 (24,866,069,235)	276,290 —
Ordinary shares of HK\$0.10 each Issue of placing shares (Note (d))	每股面值0.10港元之普通股 發行配售股份(附註(d))	2,762,896,581 130,000,000	276,290 13,000
Ordinary shares of HK\$0.10 each at 31 December 2009	於二零零九年十二月三十一日 每股面值0.10港元之普通股	2,892,896,581	289,290

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27. SHARE CAPITAL (Continued)

Notes:

The movements in the ordinary share capital during the year ended 31 December 2009 are as follows:

- On 22 June 2009, the Company completed a top-up placing of 3,510,000,000 shares of the Company at a price of HK\$0.048 each under general mandate, which was granted to the directors pursuant to the resolution passed by annual general meeting held on 3 June 2009.
- Convertible notes holders had converted their convertible notes into 666,666,666 ordinary shares during the year.
- Pursuant to an extraordinary general meeting held on 22 October 2009, a share consolidation was duly passed in which every ten existing issued and unissued ordinary shares of par value HK\$0.01 each in the share capital of the Company be consolidated into one ordinary share of par value HK\$0.10 each.
- On 24 November 2009, the Company completed a top-up placing of 130,000,000 shares of the Company at a price of HK\$0.215 each under general mandate, which was granted to the directors pursuant to the resolution passed by annual general meeting held on 3 June 2009.

28. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Option Scheme include the Company's directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, any person or entity providing research, development or other technological support to the Group, and any other person or entity determined by the directors as having contributed or may contribute to the development and growth of the Group. The Option Scheme became effective on 18 September 2001 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

At 31 December 2009, the number of shares issuable under the Option Scheme was 241,189,658 (including the option for 490,798,900 shares that have been granted but not yet lapsed or exercised) which represents 8.3% of the issued share capital of the Company at 31 December 2009, which represented 10% of the issued share capital of the Company as at the date of the annual general meeting held on 3 June 2009 at which the existing Scheme Mandate Limit was refreshed and the effect of Share Consolidation from 23 October 2009. The maximum number of shares issuable under share options to each eligible participant in the Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time.

27. 股本 (續)

附註：

截至二零零九年十二月三十一日止年度之普通股股本變動如下：

- 於二零零九年六月二十二日，公司根據二零零九年六月三日舉行之股東週年大會上通過之決議案所授予董事之一般授權，完成以先舊後新方式按每股0.048港元之價格配售公司3,510,000,000股股份。
- 可換股票據持有人已於年內將其可換股票據轉換成666,666,666股普通股。
- 於二零零九年十月二十二日舉行之股東特別大會上，股份合併已正式獲得通過，據此，於公司股本中每十股每股面值0.01港元之現有已發行及未發行普通股合併為一股每股面值0.10港元之普通股。
- 於二零零九年十一月二十四日，公司根據二零零九年六月三日舉行之股東週年大會上通過之決議案所授予董事之一般授權，完成以先舊後新方式按每股0.215港元之價格配售公司130,000,000股股份。

28. 購股權計劃

公司設有購股權計劃（「購股權計劃」）藉此獎勵及回饋對集團營運業績有寶貴貢獻之合資格參與者。購股權計劃之合資格參與者包括公司之董事（獨立非執行董事亦包括在內）、集團其他僱員、集團之貨品或服務供應商、集團客戶、為集團提供研究、開發或其他技術支援之個人或實體以及董事認為曾為或將為集團發展及成長帶來貢獻之任何其他人士或實體。購股權計劃於二零零一年九月十八日生效，除非另有取消或修訂，否則由該日起計十年將一直有效。

於二零零九年十二月三十一日，根據購股權計劃可予發行之股份數目為241,189,658股股份（包括涉及490,798,900股股份之已授出且尚未失效或被行使之購股權），佔公司於二零零九年十二月三十一日之已發行股本8.3%，及佔公司於二零零九年六月三日舉行股東週年大會當日（於會上已更新現有計劃授權上限）及股份合併於二零零九年十月二十三日生效當日之已發行股本10%。於任何十二個月期間內根據購股權可向購股權計劃內之合資格參與者發行之最高股份數目不得超出公司於任何時間已發行股份之1%。

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28.SHARE OPTION SCHEME (Continued)

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the grant of the share options.

Share options do not confer rights on the holders to dividends or to vote at shareholder's meetings

The share options outstanding under the Option Scheme and the movement of share options during the year are set out belows:

28.購股權計劃 (續)

授出購股權之建議須於授出購股權建議之日期起計21日內獲接納，承授人亦須就此繳交合共1港元之名義代價。所授出之購股權之行使期由董事決定，期限在購股權歸屬承授人後開始，而屆滿日期不得遲於購股權授出日期起計十年。

購股權並不附予其持有人獲派股息及於股東大會上投票之權利。

年內，根據購股權計劃尚未行使之購股權及購股權之變動如下：

Name or category of participant 參與者姓名或類別	Number of share options 購股權數目					At 31 December 2009 於二零零九年十二月三十一日	Date of grant of share options ¹ 授出購股權日期 ¹	Exercise period of share options 購股權行使期限	Exercise price of share options ^{2,3} 購股權行使價 ^{2,3} HK\$ 港元
	At 1 January 2009 於二零零九年一月一日	Granted during the year 年內已授出	Lapsed during the year 年內已失效	Adjustment for Share Consolidation 就股份合併作出之調整	At 31 December 2009 於二零零九年十二月三十一日				
Directors 董事									
Lee Chi Kong 李志剛	—	200,000,000	—	(180,000,000)	20,000,000	10/2/2009	10/2/2009 to 13/9/2011	0.58	
	—	20,000,000	—	(18,000,000)	2,000,000	24/7/2009	24/7/2009 to 13/9/2011	0.65	
Lam Ping Kei 林平基	20,000,000	—	—	(18,000,000)	2,000,000	3/3/2008	3/3/2008 to 13/9/2011	1.59	
Li Jun 李珺	75,000,000	—	(75,000,000)	—	—	13/10/2007	15/10/2007 to 13/9/2011	1.94	
	20,000,000	—	(20,000,000)	—	—	3/3/2008	3/3/2008 to 13/9/2011	1.59	
Jing Bin 景濱	75,000,000	—	—	(67,500,000)	7,500,000	13/10/2007	15/10/2007 to 13/9/2011	1.94	
	20,000,000	—	—	(18,000,000)	2,000,000	3/3/2008	3/3/2008 to 13/9/2011	1.59	
	—	100,000,000	—	(90,000,000)	10,000,000	10/2/2009	10/2/2009 to 13/9/2011	0.58	
	—	60,000,000	—	(54,000,000)	6,000,000	24/7/2009	24/7/2009 to 13/9/2011	0.65	
Cheng Man For 鄭文科	50,000,000	—	—	(45,000,000)	5,000,000	13/10/2007	15/10/2007 to 13/9/2011	1.94	
	20,000,000	—	—	(18,000,000)	2,000,000	3/3/2008	3/3/2008 to 13/9/2011	1.59	
	—	100,000,000	—	(90,000,000)	10,000,000	10/2/2009	10/2/2009 to 13/9/2011	0.58	
	—	100,000,000	—	(90,000,000)	10,000,000	24/7/2009	24/7/2009 to 13/9/2011	0.65	
Law Wai Fai 羅偉輝	6,000,000	—	—	(5,400,000)	600,000	3/3/2008	3/3/2008 to 13/9/2011	1.59	
	—	2,000,000	—	(1,800,000)	200,000	10/2/2009	10/2/2009 to 13/9/2011	0.58	
	—	20,000,000	—	(18,000,000)	2,000,000	24/7/2009	24/7/2009 to 13/9/2011	0.65	

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28.SHARE OPTION SCHEME (Continued)

28.購股權計劃 (續)

Name or category of participant	At 1 January 2009 於二零零九年一月一日	Granted during the year 年內已授出	Lapsed during the year 年內已失效	Adjustment for Share Consolidation 就股份合併作出之調整	At 31 December 2009 於二零零九年十二月三十一日	Date of grant of share options ¹ 授出購股權日期 ¹	Exercise period of share options 購股權行使期限	Exercise price of share options ^{2,3} 購股權行使價 ^{2,3}
Consultants	顧問							
In aggregate	合計	875,000,000	—	(75,000,000)	(720,000,000)	80,000,000	13/10/2007 to 15/10/2007 to 13/9/2011	1.94
		344,000,000	—	(10,000,000)	(300,600,000)	33,400,000	3/3/2008 to 3/3/2008 to 13/9/2011	1.59
		6,000,000	—	—	(5,400,000)	600,000	3/3/2008 to 3/3/2009 to 13/9/2011	1.59
		6,000,000	—	—	(5,400,000)	600,000	3/3/2008 to 3/3/2010 to 13/9/2011	1.59
		—	300,000,000	—	(270,000,000)	30,000,000	10/2/2009 to 10/2/2009 to 13/9/2011	0.58
		—	1,300,000,000	—	(1,170,000,000)	130,000,000	24/7/2009 to 24/7/2009 to 13/9/2011	0.65
Employees	僱員							
In aggregate	合計	364,650	—	—	(328,185)	36,465	3/1/2005 to 24/1/2005 to 25/1/2010	0.5628
		546,975	—	—	(492,278)	54,697	3/1/2005 to 24/1/2006 to 25/1/2010	0.5628
		729,300	—	—	(656,370)	72,930	3/1/2005 to 24/1/2007 to 25/1/2010	0.5628
		1,026,375	—	—	(923,737)	102,638	3/1/2005 to 24/1/2008 to 25/1/2010	0.5628
		50,321,700	—	—	(45,289,530)	5,032,170	31/1/2005 to 24/1/2009 to 25/1/2010	0.5628
		75,000,000	—	(75,000,000)	—	—	13/10/2007 to 15/10/2007 to 13/9/2011	1.94
		71,600,000	—	(55,000,000)	(14,940,000)	1,660,000	3/3/2008 to 3/3/2008 to 13/9/2011	1.59
		53,700,000	—	(3,000,000)	(45,630,000)	5,070,000	3/3/2008 to 3/3/2009 to 13/9/2011	1.59
		53,700,000	—	(3,000,000)	(45,630,000)	5,070,000	3/3/2008 to 3/3/2010 to 13/9/2011	1.59
		—	298,000,000	—	(268,200,000)	29,800,000	10/2/2009 to 10/2/2009 to 13/9/2011	0.58
		—	900,000,000	—	(810,000,000)	90,000,000	24/7/2009 to 24/7/2009 to 13/9/2011	0.65
		<u>1,823,989,000</u>	<u>3,400,000,000</u>	<u>(316,000,000)</u>	<u>(4,417,190,100)</u>	<u>490,798,900</u>		

- (1) The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
 - (2) The exercise price of the share option is subject to adjustment in the case of a capitalisation issue, rights issue, sub-division or consolidation of the Company's shares or reduction of the Company's share capital.
 - (3) The number of share options and exercised price had been adjusted due to the 10 to 1 share consolidation effective from 23 October 2009.
 - (4) No options were exercised during the year ended 31 December 2009 (2008: 44,150,000)
- (1) 購股權之歸屬期乃自授出日期起直至行使期開始止。
 - (2) 購股權之行使價可就資本化發行、供股、公司股份分拆或合併或公司股本削減予以調整。
 - (3) 購股權數目及行使價已就由二零零九年十月二十三日起每十股合併為一股之股份合併作出調整。
 - (4) 於截至二零零九年十二月三十一日止年度概無任何購股權獲行使(二零零八年：44,150,000份)。

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28.SHARE OPTION SCHEME (Continued)

These fair value of the share options granted on 13 October 2007, 3 March 2008, 10 February 2009 and 24 July 2009 were calculated using the Black-Scholes pricing model. The inputs into the model were at the respective dates of grant of options as follows:

		13 October 2007 二零零七年 十月十三日	3 March 2008 二零零八年 三月三日	10 February 2009 二零零九年 二月十日	24 July 2009 二零零九年 七月二十四日
Weighted average share price	加權平均股價	\$0.194	\$0.156	\$0.058	\$0.065
Exercise price	行使價	\$0.194	\$0.159	\$0.058	\$0.065
Expected volatility	預計波幅	91.32%	78.35%	98%	101.6%
Expected life	預計期限	4	3.5	2.6	2.138
Risk-free rate	無風險利率	3.75%	1.17%	0.368%	0.128%
Expected dividend yield	預計股息率	0%	0%	0%	0%
Employee exit rate pre-vesting	歸屬前僱員離職率	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用

Expected volatility was determined by using the historical volatility of the Company's share price over the previous year prior to the date of grant of options. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioral considerations.

The Group recognised the total expense of approximately HK\$81,172,000 for the year ended 31 December 2009 (2008: HK\$26,985,000) in relation to share options granted by the Company.

At 31 December 2009, the Company had 490,798,900 share options (2008: 1,823,989,000 share options) outstanding under the Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 490,798,900 additional ordinary shares of HK\$0.10 each of the Company and additional share capital of HK\$49,079,890 (2008: HK\$18,239,890) and share premium of approximately HK\$431,622,331 (2008: HK\$84,414,210) (before share issue expenses).

28.購股權計劃 (續)

該等於二零零七年十月十三日、二零零八年三月三日、二零零九年二月十日及二零零九年七月二十四日授出之購股權之公平值乃採用「柏力克-舒爾斯」定價模式進行計算。於授出購股權當日，該定價模式之輸入數值列明如下：

預計波幅乃依據公司股價於授出購股權當日前過往一年內之歷史波幅測算。就非轉讓性、行使限制及行為考慮而言，根據管理層之最佳估計，使用該模式所使用之預計年期已作出調整。

截至二零零九年十二月三十一日止年度，集團就公司所授出購股權確認之總開支約為81,172,000港元(二零零八年：26,985,000港元)。

於二零零九年十二月三十一日，公司根據購股權計劃尚未行使之購股權有490,798,900份(二零零八年：1,823,989,000份購股權)。根據公司目前之資本架構，倘若尚未行使之購股權獲悉數行將致使額外發行公司490,798,900股每股面值0.10港元之普通股，帶來額外股本49,079,890港元(二零零八年：18,239,890港元)及股份溢價約431,622,331港元(二零零八年：84,414,210港元)(未扣除發行股份開支)。

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29. ACQUISITION OF ADDITIONAL INTERESTS IN A SUBSIDIARY

On 27 November 2009, the Group completed the acquisition of remaining 30% equity interests in Green & Good Group Limited ("Green & Good"), which owned 100% equity interests in Leeka Wood Co., Ltd. ("Leeka Wood") from Superview International Limited ("Superview"). Upon the completion of the acquisition, Green & Good became a wholly owned subsidiary of the Company.

This acquisition has been accounted for, at fair value under purchase method of accounting in accordance with HKFRS No. 3 "Business Combinations" ("HKFRS3"). Details of the net assets acquired in respect of Green & Good on completion date are summarised below:

29. 收購一間附屬公司額外權益

於二零零九年十一月二十七日，集團完成向超景國際有限公司（「超景」）收購綠之嘉集團有限公司（「綠之嘉」）餘下30%股本權益，綠之嘉擁有綠之嘉木業有限公司（「綠之嘉木業」）100%股本權益。收購完成後，綠之嘉成為公司之全資附屬公司。

是項收購按照香港財務報告準則第3號「業務合併」（「香港財務報告準則第3號」）採用會計收購法以公平值入賬。所收購綠之嘉資產淨值於完成日之詳情摘要如下：

		Fair value of assets and liabilities 資產及負債公平值 HK\$'000 千港元
Owner-occupied leasehold interest in land	業主佔用土地租賃權益	26,555
Property, plant and equipment	物業、廠房及設備	5,520
Biological assets	生物資產	3,492,063
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	179,219
Amount due from a fellow subsidiary	應收一間同系附屬公司款項	26,077
Cash and cash equivalents	現金及現金等值項目	17,773
Trade payables	應付貿易賬項	(26,810)
Other payables and accruals	其他應付款項及應計款項	(292,043)
Amounts due to fellow subsidiaries	應付同系附屬公司款項	(21,393)
Amount due to an ultimate holding company	應付一間最終控股公司之款項	(489,941)
Net fair value of assets	資產公平淨值	2,917,020
30% share of net fair value of asset acquired	應佔所收購資產公平淨值之30%	875,106
Acquisition Consideration	收購代價	(751,990)
Discount on acquisition before adjustment for change in fair value of convertible notes	就可換股票據公平值變動作出調整前之收購折讓	123,116
Fair value adjustment of convertible notes (A)	可換股票據(A)之公平值調整	251,906
Discount on acquisition	收購折讓	375,022
Acquisition Consideration	收購代價	751,990
Satisfied by:	以下列各項支付：	
— Elimination of the amount due from Superview (Note 1)	— 對銷應收超景之款項(附註1)	(335,011)
— Convertible Notes (A) (Note 2)	— 可換股票據(A)(附註2)	(416,979)
		—

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29. ACQUISITION OF ADDITIONAL INTERESTS IN A SUBSIDIARY

(Continued)

The discount on acquisition arising on the acquisition of additional 30% equity interests in Green & Good has been recognised in the consolidated income statement in accordance with HKFRS.

Notes:

- 1) The amount due from Superview of HK\$335,011,000 represents the outstanding amount of HK\$325,111,000 plus interest accrued up to 27 November 2009, which Superview should compensate the Company pursuant to the profit guarantee given by Superview from which the Company acquired the 70% issued share capital of Green & Good in 2007. The Company is entitled to set off this outstanding shortfall against the consideration.
- 2) The remaining balance of the consideration of HK\$416,979,000 was settled by issuance of Convertible Notes (A) by the Company to Superview. Further details of the Convertible Notes (A) are set out in note 33.

30. DISPOSAL OF A SUBSIDIARY AND RELEASE OF THE COUNTER GUARANTEE

On 27 November 2009, the Group had disposed of its 67.7% interests in G&G Wood, held by Leeka Wood, to Superview International Limited ("Superview"). The consideration of the disposal of 67.7% interests in G&G Wood was HK\$113,026,000 and was satisfied by a cash amount of HK\$21,486,000 and offsetting against the amount due from Leeka Wood with amount of HK\$91,540,000. After the completion of the disposal, the Group ceased to own any interest in G&G Wood.

The consideration of releasing of the counter guarantee obligations of Leeka Wood Co., Ltd. ("Leeka Wood") and G&G Wood under Counter Guarantee Agreements with Superview was HK\$389,238,000 and was satisfied by cash of HK\$7,389,000 and issuing Convertible Notes (B) with principal amount of HK\$381,849,000.

29. 收購一間附屬公司額外權益 (續)

收購綠之嘉額外30%股本權益所產生之收購折讓已按照香港財務報告準則於綜合收益表內確認。

附註：

- 1) 應收超景之款項335,011,000港元即欠款325,111,000港元加累計至二零零九年十一月二十七日之利息，乃超景根據其就公司於二零零七年收購綠之嘉70%已發行股本所作出之溢利保證而應賠償公司之金額。公司有權以此項欠款抵銷代價。
- 2) 代價餘額416,979,000港元由公司向超景發行可換股票據(A)支付。有關可換股票據(A)之進一步詳情載於附註33。

30. 出售一間附屬公司及解除反擔保

於二零零九年十一月二十七日，集團向超景國際有限公司（「超景」）出售其於綠之嘉木制品之67.7%權益（由綠之嘉木業持有）。出售綠之嘉木制品67.7%權益之代價為113,026,000港元，以現金21,486,000港元及抵銷應收綠之嘉木業款項91,540,000港元支付。出售完成後，集團不再擁有綠之嘉木制品之任何權益。

解除綠之嘉木業有限公司（「綠之嘉木業」）及綠之嘉木制品於與超景訂立之反擔保協議下之反擔保責任之代價為389,238,000港元，以現金7,389,000港元及發行本金額381,849,000港元之可換股票據(B)支付。

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30. DISPOSAL OF A SUBSIDIARY AND RELEASE OF THE COUNTER GUARANTEE (Continued)

Details of the net liabilities disposed in respect of G&G Wood and the release of the counter guarantee are summarised below:

30. 出售一間附屬公司及解除反擔保 (續)

就綠之嘉木制品所出售之負債淨額及反擔保之解除詳情摘要如下：

		Fair value of assets and liabilities 資產及負債公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	89,036
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	92,790
Cash and cash equivalents	現金及現金等值項目	109
Trade payables	應付貿易賬項	(2,107)
Other payables and accruals	其他應付款項及應計款項	(27,618)
Accrued interests	應計利息	(12,694)
Interest-bearing bank loan	計息銀行貸款	(408,163)
General reserve	一般儲備	
— contribution by government (Note 4)	— 政府出資(附註4)	(907)
Net fair value of liabilities	負債公平淨值	269,554
Disposal consideration (Note 1)	出售代價(附註1)	113,026
Compensation for releasing of the counter guarantee	解除反擔保之賠償	(389,238)
Loss on disposal and release of counter guarantee before fair value adjustment of Convertible Notes (B)	就可換股票據(B)作出價值調整前之出售及解除反擔保之虧損	(6,658)
Fair value adjustment of Convertible Notes (B)	可換股票據(B)之公平值調整	212,771
Net gain on disposal of a subsidiary and release of the counter guarantee	出售一間附屬公司及解除反擔保之收益淨額	206,113
Compensation for releasing of the counter guarantee was satisfied by:	解除反擔保之賠償以下列各項支付：	
— Cash (Note 2)	— 現金(附註2)	(7,389)
— Convertible Notes (B) (Note 3)	— 可換股票據(B)(附註3)	(381,849)
Net cash outflow arising on disposal:	因出售流出之現金淨額：	
Payment for compensation for release of the counter guarantee	就解除反擔保支付之賠償	(7,389)
Cash and cash equivalents disposed of	出售之現金及現金等值項目	(109)
		(7,498)

The gain on disposal of a subsidiary arising on the disposal of 67.7% interests in G&G Wood, held by Leeka Wood, and the release of the counter guarantee will be recognised in the consolidated income statement in accordance with HKFRS.

因出售綠之嘉木業持有之綠之嘉木制品67.7%權益及解除反擔保而產生之出售一間附屬公司收益，會按照香港財務報告準則於綜合收益表內確認。

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30. DISPOSAL OF A SUBSIDIARY AND RELEASE OF THE COUNTER GUARANTEE (Continued)

Notes:

- 1) The disposal consideration of G&G Wood was HK\$113,026,000 and Superview, the Purchaser was required to settle this amount within 90 days from disposal completion date. According to the conditional sale and purchase agreement approved by the shareholders on 10 November 2009, the consideration of disposal of HK\$113,026,000 was to be settled by cash. However, as requested by Superview and after considering the legal opinion of the Company's lawyer, the disposal consideration was partially settled by an amount of cash of HK\$21,486,000 and the remaining balance of the consideration was offsetting against the amount due from Leeka Wood of HK\$91,540,000 in the year 2010.
- 2) The consideration of HK\$7,389,000 was the interest accrued (i.e. 90% of bank interest of HK\$8,210,000 for the period from 11 July 2009 to 27 November 2009). The amount was satisfied in cash.
- 3) The remaining balance of release of counter guarantee of HK\$169,078,000 was settled by issuance of Convertible Notes (B) by the Company to Superview. Further details of the Convertible Notes (B) are set out in note 33.
- 4) 通州區財政局 had contributed amount of RMB800,000 to G&G Wood on 26 December 2008, which is statutory required for 定向強芯實木混合地板生產項目 in respect of 中小企業發展資金項目.
- 5) Although the disposal transaction of G&G Wood was completed on 27 November 2009, the legal title was not yet transferred to the Purchaser, Superview, at the end of the year and date of this annual report, pending for completion of certain necessary procedures as required by local authorities. In accordance with the PRC legal opinion issued by Grandall Legal Group (Beijing) (the "Grandall") on 14 April 2010, although the legal title of the ownership of G&G Wood has not yet passed to Superview at the end of the year, the Group is not responsible for any debt of G&G Wood in the event that all the shareholders of G&G Wood have fully paid up their capital contribution under PRC law.

31. MAJOR NON-CASH TRANSACTIONS

During the year, the Group had entered into the conditional share transfer agreement in respect of an acquisition of a subsidiary and release counter guarantee.

The acquisition of additional 30% equity interests in Green & Good, which owned 100% equity interests in Leeka Wood. The acquisition consideration of HK\$751,990,000 was settled by setting-off of amount due from Superview of HK\$335,011,000 and issuance of Convertible Notes (A) of principal amount of HK\$416,979,000.

The consideration of disposal of 67.7% in G&G Wood is HK\$113,026,000, part of the consideration was offsetting against the amount due from Leeka Wood of HK\$91,540,000.

30. 出售一間附屬公司及解除反擔保 (續)

附註：

- 1) 綠之嘉木制品之出售代價為113,026,000港元，而買方超景須於出售完成日期起之90日內支付此金額。按照股東於二零零九年十一月十日批准之有條件買賣協議，出售代價113,026,000港元以現金支付。然而，由於超景有所要求且經考慮公司律師之法律意見後，出售代價乃部份以現金21,486,000港元支付，代價餘額以抵銷於二零一零年應收綠之嘉木業款項91,540,000港元支付。
- 2) 代價7,389,000港元乃應計之利息(即二零零九年七月十一日至二零零九年十一月二十七日期間就8,210,000港元所產生之銀行利息之90%)。該筆款項已以現金支付。
- 3) 解除反擔保之餘額169,078,000港元由公司向超景發行可換股票據(B)支付。有關可換股票據(B)之進一步詳情載於附註33。
- 4) 通州區財政局於二零零八年十二月二十六日向綠之嘉木制品注資人民幣800,000元，乃就中小企業發展資金項目之定向強芯實木混合地板生產項目之法定注資要求。
- 5) 儘管綠之嘉木制品之出售交易已於二零零九年十一月二十七日完成，惟於本年度結束時及本年報日期，綠之嘉木制品尚須完成地方機關規定之若干必要程序，因而尚未將有關法律所有權轉讓予買方超景。根據國浩律師集團事務所(「國浩」)於二零一零年四月十四日發表之中國法律意見，儘管於本年度結束時，綠之嘉木制品擁有權之法律所有權尚未轉予超景，惟根據中國法律，在綠之嘉木制品製造之全體股東已繳付全部出資的情況下，本集團對綠之嘉木制品製造之債務毋須承擔任何責任。

31. 重大非現金交易

年內，集團就收購一間附屬公司及解除反擔保訂立有條件股份轉讓協議。

收購擁有綠之嘉木業100%股本權益之綠之嘉額外30%股本權益。收購代價751,990,000港元以抵銷應收超景之款項335,011,000港元及發行本金額為416,979,000港元之可換股票據(A)支付。

出售綠之嘉木制品67.7%權益之代價為113,026,000港元，部分代價以抵銷應收綠之嘉木業款項91,540,000港元支付。

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31. MAJOR NON-CASH TRANSACTIONS

(Continued)

The consideration of release of the counter guarantee obligations of Leeka Wood and G&G Wood under Counter Guarantee Agreements by Superview was settled by issuance of Convertible Notes (B) principal amount of HK\$381,849,000.

Further details of the acquisition, disposal of a subsidiary and release counter guarantee are set out in notes 29 and 30 above.

31. 重大非現金交易 (續)

超景解除綠之嘉木業及綠之嘉木制品於反擔保協議下之反擔保責任之代價以發行本金額381,849,000港元之可換股票據(B)支付。

有關收購及出售一間附屬公司及解除反擔保之進一步詳情載於上文附註29及30。

32. RESERVES

Company

32. 儲備

公司

		Share premium	Share options reserve	Warrants reserve	Convertible notes equity reserve	Convertible notes revaluation reserve	Retained profits	Total
		股份溢價 HK\$'000 千港元 (Note) (附註)	購股權儲備 HK\$'000 千港元	認股權證儲備 HK\$'000 千港元	可換股票據 權益儲備 HK\$'000 千港元	可換股票據 重估儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	合計 HK\$'000 千港元
At 1 January 2008 (as restated)	於二零零八年 一月一日(重列)	748,927	107,047	15,148	63,073	—	(39,667)	894,528
Premium arising from conversion of convertible notes into new shares	轉換可換股票據 為新股份產生 之溢價	461,947	—	—	(52,055)	—	—	409,892
Expire of listed warrants	上市認股權證屆滿	(415)	—	(15,114)	—	—	15,529	—
Premium on issue of share upon exercise of listed warrant	行使上市認股權證 時發行股份之溢價	342	—	(34)	—	—	—	308
Premium on issue of shares upon exercise of options	行使購股權時發行 股份之溢價	2,043	—	—	—	—	—	2,043
Employee share option benefits	僱員購股權福利	—	26,985	—	—	—	—	26,985
Loss for the year	本年度虧損	—	—	—	—	—	(42,527)	(42,527)
At 31 December 2008 and 1 January 2009	於二零零八年 十二月三十一日 及二零零九年 一月一日	1,212,844	134,032	—	11,018	—	(66,665)	1,291,229
Premium arising from conversion of convertible notes into new shares	轉換可換股票據 為新股份產生 之溢價	53,333	—	—	(6,010)	—	—	47,323
Premium on issue of placing shares	發行配售股份溢價	142,464	—	—	—	—	—	142,464
Redemption of convertible notes	贖回可換股票據	—	—	—	(5,008)	—	—	(5,008)
Issue of convertible notes	發行可換股票據	—	—	—	334,151	—	—	334,151
Cancellation of share options	註銷購股權	—	(24,742)	—	—	—	24,742	—
Employee share option benefits	僱員購股權福利	—	81,172	—	—	—	—	81,172
Surplus on revaluation of convertible notes	可換股票據 之重估盈餘	—	—	—	—	212,771	—	212,771
Loss for the year	本年度虧損	—	—	—	—	—	(83,677)	(83,677)
At 31 December 2009	於二零零九年 十二月三十一日	1,408,641	190,462	—	334,151	212,771	(125,600)	2,020,425

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32. RESERVES (Continued)

Note:

The share premium of the Company represents: (i) the excess of the then combined net assets of the subsidiaries acquired pursuant to the Group Reorganisation over the nominal value of the share capital of the Company issued in exchange therefor; (ii) the premium utilised as a result of the capitalisation issue of shares of the Company; and (iii) the premium arising from the new issue of shares of the Company.

In accordance with the Companies Law (Revised) of the Cayman Islands, the share premium is 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. The share premium may also be distributed in the form of fully paid bonus shares.

33. CONVERTIBLE NOTES

On 17 October 2007, pursuant to the acquisition of 70% interest in Green & Good from Superview International Limited, the Company issued convertible notes (the "Convertible Notes") as partial settlement of the acquisition consideration.

On 27 November 2009, the Group completed the acquisition of 30% equity interests in Green & Good, which owned 100% equity interests in Leeka Wood from Superview, the Company issued convertible notes (A) (the "Convertible Notes (A)") as partial settlement of the acquisition consideration.

On 27 November 2009, pursuant to the release of the counter guarantee obligations of Leeka Wood and G&G Wood under the Counter Guarantee Agreements. The Company issued convertible notes (B) (the "Convertible Notes (B)") to Superview as the partial settlement of the consideration.

32. 儲備 (續)

附註：

公司之股份溢價包括：(i)根據集團重組收購之附屬公司當時之合併資產淨值超出公司就交換有關資產而發行之股本面值之差額；(ii)因資本化發行公司股份所動用之溢價；及(iii)公司發售新股產生之溢價。

根據開曼群島公司法(經修訂)之規定，股份溢價可分派予公司股東，惟緊隨作出股息分派後，公司須能償付日常業務過程中到期應付之債務。股份溢價賬亦可以繳足紅股之方式分派。

33. 可換股票據

於二零零七年十月十七日，根據向超景國際有限公司收購綠之嘉之70%權益，公司發行可換股票據(「可換股票據」)以結付部份收購代價。

於二零零九年十一月二十七日，集團完成向超景收購綠之嘉30%股本權益，綠之嘉擁有綠之嘉木業100%股本權益，公司發行可換股票據(A)(「可換股票據(A)」)以結付部份收購代價。

於二零零九年十一月二十七日，綠之嘉木業及綠之嘉木制品各自於反擔保協議下之反擔保責任獲解除。公司向超景發行可換股票據(B)(「可換股票據(B)」)以結付部份代價。

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33. CONVERTIBLE NOTES (Continued)

Each of convertible notes is bifurcated into a liability component and an equity component. The equity component is presented in equity heading ("convertible notes equity reserve"). The movement of the liability and equity components of the convertible notes for the year is set out below:

33. 可換股票據 (續)

各可換股票據乃分為負債部份及權益部份。權益部份於「可換股票據股本儲備」之權益內列賬。可換股票據之負債及權益部份於年內之變動載列如下：

		Convertible Notes (Note i)	Convertible Notes (A) and (B) (Note ii)	Total
Date of issue		8.10.2007	27.11.2009	
Maturity date		7.10.2009	26.11.2012	
		可換股票據 (附註i)	可換股票據 (A)及(B) (附註ii)	總額
發行日期		二零零七年 十月八日	二零零九年 十一月二十七日	
到期日		二零零九年 十月七日	二零一二年 十一月二十六日	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Liability components	負債部份			
At 1 January 2008	於二零零八年一月一日	568,781	—	568,781
Conversion of convertible notes	轉換可換股票據	(467,634)	—	(467,634)
Interest expenses	利息開支	8,818	—	8,818
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日 及二零零九年一月一日	109,965	—	109,965
Issue of convertible notes during the year	年內發行可換股票據	—	798,828	798,828
Conversion of convertible notes	轉換可換股票據	(53,990)	—	(53,990)
Redemption of convertible notes	贖回可換股票據	(44,992)	—	(44,992)
Interest paid	已付利息	(12,198)	—	(12,198)
Interest expenses	利息開支	1,215	153	1,368
Change in fair value	公平值變動	—	(798,828)	(798,828)
At 31 December 2009	於二零零九年十二月三十一日	—	153	153
Equity components	權益部份			
At 1 January 2008	於二零零八年一月一日	63,073	—	63,073
Conversion of convertible notes	轉換可換股票據	(52,055)	—	(52,055)
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日 及二零零九年一月一日	11,018	—	11,018
Conversion of convertible notes	轉換可換股票據	(6,010)	—	(6,010)
Redemption of convertible notes	贖回可換股票據	(5,008)	—	(5,008)
Change in fair value	公平值變動	—	334,151	334,151
At 31 December 2009	於二零零九年十二月三十一日	—	334,151	334,151

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33. CONVERTIBLE NOTES (Continued)

(Note i)

ACQUISITION OF 70% SHARES IN GREEN & GOOD GROUP LIMITED

The principal terms of the Convertible Notes are as follows:

Date of issue	8 October 2007
Aggregate principal	HK\$929.7 million
Amount denomination	HK\$10,000,000
In multiple of Interest rate per annum	1.0%, payable semi-annually in arrears
Conversion price applicable	HK\$0.09 (Note)
Maturity date	2 years from the date of issue

Note: Conversion price was adjusted from HK\$0.45 to HK\$0.09 for bonus issue of share on 17 October 2007.

(a) Conversion period

Apart from the portion of Restricted Convertible Notes (as described below), the holders of the Convertible Notes shall have the rights at any time and from time to time, following the date of issue of the Convertible Notes, to convert the whole or any part of the outstanding principal amount into new ordinary shares in the Company. The shares to be issued and allotted upon conversion shall rank pari passu in all respects among themselves and with all other ordinary shares in issue by the Company on the date of such allotment and issue.

(b) Restricted Convertible Notes

As the profit guarantee cannot be fulfilled by Green & Good, thus the restricted convertible notes HK\$300 million (the "Restricted Convertible Notes") were cancelled in satisfying the profit guarantee given by the Vendor regarding to the acquisition of 70% Green & Good.

(c) Redemption option

The Company shall have the right to redeem any portion of the Convertible Notes outstanding at an amount equals to the principal amount of the Convertible Notes together with any interest accrued thereon in its sole and absolute discretion at any time prior to the maturity date

33. 可換股票據 (續)

(附註i)

收購綠之嘉集團有限公司70%股份

可換股票據之主要條款如下：

發行日期	二零零七年十月八日
本金總額	929,700,000港元
定值倍數	10,000,000港元
年利率	1.0%，須每滿半年付息一次
適用換股價	0.09港元(附註)
到期日	發行日期起計兩年

附註：換股價已就於二零零七年十月十七日之發行紅股由0.45港元調整至0.09港元。

(a) 換股期

除有限制可換股票據(詳見下文)部份外，可換股票據持有人有權在可換股票據發行日期後隨時及不時將全部或任何部份之有關尚未償還本金額兌換為公司新普通股。於兌換時將予發行及配發之股份將在所有方面各自及與於有關配發及發行當日公司之所有其他已發行普通股享有同等地位。

(b) 有限制可換股票據

由於綠之嘉未能達成溢利保證，故本金額為300,000,000港元之有限制可換股票據(「有限制可換股票據」)已予註銷，以滿足賣方就收購綠之嘉之70%權益作出之溢利保證。

(c) 贖回選擇權

公司有權於到期日前隨時全權酌情按相當於可換股票據本金額連同任何相關應計利息之金額贖回任何部份未償還可換股票據。

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33. CONVERTIBLE NOTES (Continued)

(Note ii)

ACQUISITION OF 30% EQUITY INTERESTS IN GREEN & GOOD GROUP LIMITED AND RELEASE OF COUNTER GUARANTEE

The principal terms of the Convertible Notes (A) are as follows:

Date of issue	27 November 2009
Aggregate principal	HK\$417 million
Amount denomination	HK\$10,000,000
In multiple of Interest rate per annum	0.2%, payable annually in arrears
Conversion price applicable	HK\$0.50 (Note)
Maturity date	3 years from the date of issue

The principal terms of the Convertible Notes (B) are as follows:

Date of issue	27 November 2009
Aggregate principal	HK\$382 million
Amount denomination	HK\$10,000,000
In multiple of Interest rate per annum	0.2%, payable annually in arrears
Conversion price applicable	HK\$0.50 (Note)
Maturity date	3 years from the date of issue

Note: Conversion price was adjusted from HK\$0.05 to HK\$0.50 due to the 10 to 1 share consolidation on 23 October 2009.

(a) Conversion period

The holders of the Convertible Notes (A) and (B) shall have the rights to convert the whole or part of the principal amount of the Convertible Notes (A) and (B) into shares at any time and from time to time, following the date of issue up to (but excluding) the period of three business days ending on the maturity date. The shares to be issued and allotted upon conversion shall rank pari passu in all respects among themselves and with all other ordinary shares in issue by the Company on the date of such allotment and issue.

(b) Put option

The Company shall be entitled to serve a written notice to the holder of the Convertible Notes (A) and (B) to convert the whole or part of the principal amount of the Convertible Notes (A) and (B) into shares at any time and from time to time, following the date of issue of the Convertible Notes (A) and (B) up to (but excluding) the period of three business days ending on the maturity date. The shares to be issued and allotted upon conversion shall rank pari passu in all respects among themselves and with all other ordinary shares in issue by the Company on the date of such allotment and issue.

(c) Redemption option

The Company shall have the right to redeem any portion of the Convertible Notes (A) and (B) outstanding at an amount equals to the principal amount of the Convertible Notes (A) and (B) together with any interest accrued thereon in its sole and absolute discretion at any time prior to the maturity date.

33. 可換股票據 (續)

(附註ii)

收購綠之嘉集團有限公司30%股本權益及解除反擔保

可換股票據(A)之主要條款如下：

發行日期	二零零九年十一月二十七日
本金總額	417,000,000港元
定值倍數	10,000,000港元
年利率	0.2%，須每滿一年付息一次
適用換股價	0.50港元(附註)
到期日	發行日期起計三年

可換股票據(B)之主要條款如下：

發行日期	二零零九年十一月二十七日
本金總額	382,000,000港元
定值倍數	10,000,000港元
年利率	0.2%，須每滿一年付息一次
適用換股價	0.50港元(附註)
到期日	發行日期起計三年

附註：換股價已就於二零零九年十月二十三日之每十股合併為一股之股份合併由0.05港元調整至0.50港元。

(a) 換股期

可換股票據(A)及(B)持有人有權於發行日期後直至(但不包括)到期日止三個營業日期間隨時及不時將全部或部份可換股(A)及(B)本金額兌換為股份。於兌換時將予發行及配發之股份將在所有方面各自及與於有關配發及發行當日公司之所有其他已發行普通股享有同等地位。

(b) 認沽期權

公司有權向可換股票據(A)及(B)持有人發出書面通知，以於可換股票據(A)及(B)發行日期後直至(但不包括)到期日止三個營業日期間隨時及不時將全部或部份可換股票據(A)及(B)本金額兌換為股份。於兌換時將予發行及配發之股份將在所有方面各自及與於有關配發及發行當日公司之所有其他已發行普通股享有同等地位。

(c) 贖回選擇權

公司有權於到期日前隨時全權酌情按相當於可換股票據(A)及(B)本金額連同任何相關應計利息之金額贖回任何部份未償還可換股票據(A)及(B)。

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33. CONVERTIBLE NOTES (Continued)

The Convertible Notes (A) and (B) contains liability component, equity component and an embedded put option and redemption option. The equity component is presented in the consolidated statement of changes in equity under the heading of "convertible notes equity reserve". The effective interest rate of the liability component is 0.2% per annum.

The directors of the Company have assessed the fair value of the Convertible Notes (A) and (B) as at 27 November 2009. The methods and assumptions applied for the valuation of the Convertible Notes (A) and (B) are as follows:

Valuation of liability and equity component

The fair value of liability and equity component were calculated based on the assumption that the Convertible Notes (A) and (B) are highly probable to convert into Company's shares. Therefore, the fair value of the Convertible Notes (A) and (B) has a minimal liability portion and substantially represents the equity portion of the Convertible Notes (A) and (B).

The Group's Convertible Notes (A) and (B) were valued by LCH (Asia-Pacific) Surveyors Limited, a qualified valuer not connected with the Group, for the year ended 31 December 2009.

33. 可換股票據 (續)

可換股票據(A)及(B)包含負債部份、權益部份、嵌入式認沽期權及贖回選擇權。權益部份於綜合權益變動表之「可換股票據權益儲備」內列賬。負債部份之實際利率為每年0.2厘。

公司董事已評估可換股票據(A)及(B)於二零零九年十一月二十七日之公平值。可換股票據(A)及(B)估值所應用之方法及假設如下：

負債及權益部份估值

負債及權益部份之公平值乃假設可換股票據(A)及(B)兌換為公司股份之可能性較高而計算。因此，可換股票據(A)及(B)之公平值所包含之負債部份甚少，主要指可換股票據(A)及(B)之權益部份。

截至二零零九年十二月三十一日止年度，集團之可換股票據(A)及(B)由與集團無關之合資格估值師利駿行測量師有限公司進行估值。

34. CASH AND CASH EQUIVALENTS

34. 現金及現金等值物

		Group 集團		Company 公司	
		2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 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
Hong Kong Dollars	港元	31,226	49,579	23,720	1,802
Renminbi	人民幣	42,357	5,003	—	—
		73,583	54,582	23,720	1,802

Cash and deposits with banks of HK\$42,537,000 (2008: HK\$5,003,000) for the Group are denominated in Renminbi, which is not a freely convertible currency and the remittance of funds out of the PRC is subject to the exchange control imposed by the PRC government.

Deposits with banks are interest bearing at the prevailing market rates.

集團之現金及銀行存款42,537,000港元(二零零八年: 5,003,000港元)乃以人民幣列值，人民幣並非可自由兌換之貨幣，將資金自中國匯出須遵守中國政府實施之外匯管制。

銀行存款按現行市場利率計息。

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35. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities at the end of the reporting date.

36. OPERATING LEASE

The Group as lessee

The Group leases certain leasehold land and buildings under operating lease. The original lease terms for these leasehold land and buildings ranged from eighteen to twenty years.

At the end of the reporting date, the Group had commitment for future minimum lease payments under non-cancellable operating leases falling due as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within one year	一年內	2,261	2,801
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	6,396	5,561
Over five years	超過五年	—	14,386
		8,657	22,748

The Company did not have any operating lease arrangements as at 31 December 2009 (2008: Nil).

37. COMMITMENTS

- (a) The Group did not have contracted commitments in respect of its property, plant and equipment as at the end of the reporting date:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Contracted for, but not provided in:	已訂約但未撥備:		
Leasehold land and buildings	租賃土地及樓宇	—	12,155

- (b) At 31 December 2009, the Group did not have contracted commitments in respect of capital investments in the PRC subsidiaries (2008: HK\$90,743,000).

The Company did not have any significant commitment as at 31 December 2009 (2008: Nil).

35. 或然負債

集團於報告日結束時並無任何重大或然負債。

36. 經營租約

集團作為承租人

集團根據經營租約租賃若干租賃土地及樓宇。該等租賃土地及樓宇之原定租約年期介乎18年至20年。

於報告日結束時，集團於下列年期內屆滿之不可撤銷經營租約之未來最低租金付款承擔如下：

於二零零九年十二月三十一日，公司並無任何經營租約安排(二零零八年：無)。

37. 承諾

- (a) 於報告日結束時，集團並無擁有就其物業、廠房及設備之訂約承擔：

- (b) 於二零零九年十二月三十一日，集團並無擁有就中國附屬公司之資本投資之訂約承擔(二零零八年：90,743,000港元)。

公司於二零零九年十二月三十一日並無任何重大承擔(二零零八年：無)。

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38. EVENT AFTER THE REPORTING PERIOD

The following events occurred subsequent to 31 December 2009 up to the date of approval of these consolidated financial statements by the Board of Directors:

On 7 January 2010, the Board announced that the Company has decided to dispose of its entire interests in E-Today Technology Limited ("E-Today"), a wholly owned subsidiary of the Company, by way of public tender. E-Today currently holds the entire electronic consumer product business of the Group. The Company has appointed Showa Leasing (Hong Kong) Ltd. as its coordinator for the public tender. To the best knowledge, information and belief of the directors of the Company, as at the date of the announcement, Showa Leasing (Hong Kong) Ltd. and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules). Marketing of the tender was initiated on 12 January 2010 and close at 5:00 p.m. on 25 January 2010.

On 29 January 2010, the Board announced that two tenders were received by the Company before the tender closing time of 5:00 p.m. on 25 January 2010. In order to provide more time for the potential purchasers, the Board has decided to conduct a fresh tender for the Disposal. The Company has extended the appointment of Showa Leasing (Hong Kong) Ltd. as its coordinator for the fresh tender. Marketing of the fresh tender was initiated on 2 February 2010, and close at 5:00 p.m. on 18 February 2010.

On 19 April 2010, the Board announced that Super Gaint Assets Limited, which is wholly owned by Mr. Lam Ping Kei, a substantial shareholder and a former executive director of the Company had own the bid from tender and entered into a conditional sale and purchase agreement with Super Gaint Assets Limited in relation to disposal of its entire interests in E-Today.

38. 報告期後事項

以下為於二零零九年十二月三十一日之後及直至董事會批准此等綜合財務報表之日期間發生之事項：

於二零一零年一月七日，董事會宣佈，公司決定以公開招標方式出售其於公司全資附屬公司 E-Today Technology Limited (「E-Today」) 之全部權益。E-Today 現持有集團之全部電子消費者產品業務。公司已委聘昭和利市(香港)有限公司為其公開招標之協調人。據公司董事所知、所悉及所信，於公告日期，昭和利市(香港)有限公司及其最終實益擁有人均為獨立於公司及其關連人士(定義見上市規則)之第三方，且與彼等概無關連。招標之市場營銷工作於二零一零年一月十二日開始，並於二零一零年一月二十五日下午五時正結束。

於二零一零年一月二十九日，董事會宣佈，於二零一零年一月二十五日下午五時正招標截止時間前，公司已收到兩份招標。為了提供更多時間給予潛在買家，董事會決定為出售事項進行新招標。公司已延續委聘昭和利市(香港)有限公司為其新招標之協調人。新招標之市場營銷工作於二零一零年二月二日開始，並於二零一零年二月十八日下午五時正結束。

於二零一零年四月十九日，董事會宣佈，公司之主要股東及前執行董事林平基先生全資擁有之 Super Gaint Assets Limited 投標成功，且公司已就出售其於 E-Today 之全部權益與 Super Gaint Assets Limited 訂立有條件買賣協議。

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39. RELATED PARTY TRANSACTIONS

Except for connected transactions disclosed in note 29 and 30, the Group has significant transaction with the following related party during the year:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Interest income received from Superview International Limited	向超景國際有限公司 收取之利息收入	9,900	—

The following balances were outstanding at the end of the year:

除附註29及30所披露之關連交易外，集團年內有以下與關連人士重大交易：

於年底尚未結清之結餘如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Superview International limited	超景國際有限公司	113,026	325,111

The amount due from a related party is secured, interest free and is repayable within 90 days. As at 31 December 2009. (2008: 30 days)

於二零零九年十二月三十一日，應收關連人士之款項為無抵押、免息及須於90日(二零零八年：30日)內償還。

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
G & G wood	綠之嘉木制品	91,540	—

The amount due to a related party is unsecured, interest free and has no fixed terms of repayment.

應付關連人士款項為無抵押、免息及無固定還款期。

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40. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies which are described in note 3, management has made the following judgments that have significant effect on the amounts recognised in the consolidated financial statements. The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are also discussed below.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Indefinite life intangible assets are tested for impairment annually and at other times when such indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less estimated costs to sell and its value in use. The calculation of the fair value less estimated costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

40. 關鍵會計判斷及估計 不確定性之主要來源

於應用集團之會計政策(如附註3所述)時,管理層作出下列對於綜合財務報表中已確認之數額產生重大影響之判斷。涉及日後之主要假設及於報告期終估計不明朗因素之其他主要來源(彼等均擁有導致下個財政年度之資產及負債之賬面值出現大幅調整之重大風險)亦討論如下。

非金融資產減值 (商譽除外)

集團於各報告日評估是否有任何跡象顯示所有非金融資產已減值。年期無限之無形資產每年及於出現減值跡象時進行減值測試。其他非金融資產則於有跡象顯示可能無法收回賬面值時進行減值測試。當資產或現金產生單位之賬面值高於其可收回金額(即資產公平值減估計出售成本與其使用價值兩者之較高者)時便存在減值。公平值減估計出售成本根據類似資產之公平且具約束力之銷售交易之可得數據或可觀察市價減出售資產之遞增成本計算。計算使用價值時,管理層必須估計該資產或現金產生單位之預計未來現金流,並選擇適合之折現率以計算該等現金流之現值。

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40. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, after taking into account their estimated residual value. The Company assesses annually the residual value and the useful lives of the property, plant and equipment and if the expectation differs from the original estimates, such differences from the original estimates will affect the depreciation charges in the year in which the estimates change.

Impairment loss recognised in respect of trade and other receivables

The policy for impairment loss recognised in respect of trade and other receivables of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in impairment of their ability to make payments, additional impairment loss may be required.

40. 關鍵會計判斷及估計 不確定性之主要來源 (續)

物業、廠房及設備之 折舊

物業、廠房及設備於考慮估計剩餘價值後按直線法於其估計可用年期內計提折舊。公司每年評估物業、廠房及設備之剩餘價值及可用年期，倘預期偏離原先估計，則與原先估計之差異將影響估計改變年度之折舊費用。

就貿易及其他應收款項 確認之減值虧損

集團就貿易及其他應收款項確認之減值虧損之政策以評估可收回性及賬目之賬齡分析及管理層之判斷為基準。評估此等應收款項之最終變現需要使用一定程度之判斷，包括目前信譽及過往各客戶收回款項之記錄。倘集團客戶之財務狀況變差，導致其支付能力出現減值，則可能須作出額外之減值虧損。

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40. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Write-down of inventories to net realisable value

The management of the Group reviews an aging analysis at the end of each reporting date, and makes provision for obsolete and slow-moving inventory items identified. The management estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review at the end of each reporting date and makes provision for obsolete items.

Valuation of share options granted

The fair value of share options granted was calculated using the Black-Scholes valuation model which requires the management's estimates and assumptions on significant calculation inputs, including the estimated life of share options granted, the volatility of share price and expected dividend yield. Change in the subjective input assumptions could materially affect the fair value estimate.

Fair values of biological assets

Management estimates at the end of the reporting date fair values less estimated point-of-sale costs of biological assets of paper mulberry trees and pine trees with reference to market prices and professional valuations. Management considers that there are presently an absence of effective financial instruments for hedging against the pricing risks with the underlying agricultural produce. Un-anticipated volatile changes in market prices of the underlying agricultural produce could significantly affect the fair values of these biological assets and result in fair value re-measurement losses in future accounting periods.

40. 關鍵會計判斷及估計 不確定性之主要來源 (續)

撇減存貨至可變現淨值

集團管理層於各報告日結束時審核賬齡分析，並就已識別之陳舊及滯銷存貨品提供撥備。管理層估計，該等存貨之可變現淨值主要根據最近期之發票價格及現行市況而釐定。集團於各報告日結束時進行存貨盤點，並就陳舊品種作出撥備。

已授出購股權之估值

已授出購股權之公平值乃採用「柏力克-舒爾斯」估值模式計算，該模式要求管理層對重大計算輸入數值作出估計及假設，包括已授出購股權之估計期限、股價波幅及預計股息率。倘主觀輸入數值假設有任何改變，可能對公平值估計造成重大影響。

生物資產之公平值

管理層乃參考市價及專業估值於報告日結束時估計紙桑樹樹苗及松樹之生物資產之公平值減估計銷售點成本。管理層認為，現時缺乏有效之金融工具對沖有關農產品之價格風險。有關農產品市價之未能預測波動對該等生物資產之公平值造成重大影響，致使於日後會計期間出現公平值重新計量虧損。

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41. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through optimisation of the debt and equity balance.

The capital structure of the Group consists of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and various reserves. The directors of the Company review the capital structure on a regular basis. As a part of this review, the directors of the Company consider the cost of capital and the associated risks and take appropriate actions to adjust the Group's capital structure. The overall strategy of the Group remained unchanged during the two years ended 31 December 2009 and 2008.

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include trade receivables, deposits and other receivables, amount due from non-controlling interests and cash and cash equivalents, trade payables, other payables and accruals and convertible notes. Details of these financial instruments are disclosed in respective notes to the consolidated financial statements. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(a) Credit risks

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31 December 2009 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group manages its exposure to credit risk through continual monitoring of the credit quality of its customers, taking into account their financial position, collection history, past experience and other relevant factors. In addition, the Group reviews regularly the recoverable amount of each individual trade receivable to ensure that adequate impairment loss provision are made for probable irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

41. 資本風險管理

集團管理其資本以確保公司將能夠以持續經營方式營運，同時亦透過達致債務與股本之間最佳之平衡而為股東爭取最大回報。

集團之資本結構包括債務，包括現金及現金等值項目及公司擁有人應佔權益，包括已發行股本及各種儲備。公司董事定期檢討資本結構。作為檢討一部份，公司董事考慮資本成本及相關風險，並採取適當行動調整集團之資本結構。截至二零零九年及二零零八年十二月三十一日止兩年內，集團之整體策略維持不變。

42. 金融風險管理目標及政策

集團主要金融工具包括應收貿易賬項、訂金及其他應收款項、應收非控制權益款項、現金及現金等值項目、應付貿易賬項、其他應付款項及應計款項以及可換股票據。該等金融工具詳情於各自之綜合財務報表附註披露。該等金融工具相關風險及如何減輕風險之政策載列於下文。管理層管理及監察風險承擔，確保以及時及有效方式實施適當措施。

(a) 信貸風險

於二零零九年十二月三十一日，在對手方未能履行責任之情況下，就各類別已確認金融資產而言，集團之最高信貸風險承擔為綜合財務狀況報表所列該等資產之賬面值。集團透過持續監察其客戶之信貸質素管理其信貸風險承擔，並經考慮其財政狀況、追討歷史、過往經驗及其他相關因素。此外，集團定期檢討各個別應收貿易賬項之可收回金額，確保可能不可收回金額計提充足減值虧損撥備。就此，公司董事認為，集團之信貸風險顯著減少。

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42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

(b) Cash flow and fair value interest rate risk

As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest-rate risk arises from long-term borrowings. The Group does not have policy to maintain a specific level of its borrowings in fixed rate instruments since the board accepts that this neither protects the Group entirely from the risk of paying rates in excess of current market rates nor eliminates fully cash flow risk associated with interest payments.

(c) Foreign currency risk

The Group has transactional currency exposures, primarily with respect to Renminbi for the year ended 31 December 2009. Such exposures arise from sales of goods in currencies other than the Group's functional currency. All of the Group's sales are denominated in Hong Kong Dollar, United States Dollar and Renminbi for the year ended 31 December 2009.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The Group conducts its business transactions principally on Hong Kong Dollar, United States Dollar and Renminbi. The exchange rate risk of the Group is not significant.

(d) Natural risk

The Group's revenue depends significantly on the ability to harvest wood at adequate levels. The ability to harvest wood in the concessions and the growth of the trees in the plantations may be affected by unfavorable local weather conditions and natural disasters. Weather conditions such as floods, droughts, cyclones and windstorms and natural disasters such as earthquakes, fire, disease, insect infestation and pests are examples of such events. The occurrence of severe weather conditions or natural disasters may diminish the supply of trees available for harvesting in the concessions, or otherwise impede the Group's logging operations or the growth of the trees in the plantations, which in turn may have a material adverse effect on the Group's ability to produce the products in sufficient quantities and in a timely manner.

42. 金融風險管理目標及 政策 *(續)*

(b) 現金流及公平值利 率風險

由於集團並無重大付息資產，故集團之收入及經營現金流量大部份與市場利率變動無關。

集團之利率風險來自長期借貸。集團並無政策維持其借貸於特定水平之固定利率工具，因董事會認為是項政策不能保障集團完全避免支付超過現有市場利率之利息風險，亦不能完全對銷利息付款相關之現金流量風險。

(c) 外幣風險

截至二零零九年十二月三十一日止年度，集團承擔之交易貨幣風險主要與人民幣有關。有關風險源自按集團功能貨幣以外貨幣銷售貨品。截至二零零九年十二月三十一日止年度，集團所有銷售均以港元、美元及人民幣計值。

集團現時並無外幣對沖政策。然而，管理層密切監察外匯風險承擔，並將考慮在必要時對沖重大外幣風險。

集團主要以港元、美元及人民幣進行業務交易。集團之匯率風險輕微。

(d) 自然風險

集團之收益主要有賴於伐木效率之充足水平。於有關伐木場中之伐木效率及人工林場中之樹木成長均受當地不利天氣狀況及自然災害所影響。天氣狀況如洪水、乾旱、龍卷風及風暴等，而自然災害如地震、火災、疾病、蟲災及瘟疫等。發生惡劣天氣或自然災害或會減少有關伐木場中可供採伐樹木之供應量，或其他情況妨礙集團之伐木業務或人工林場中之樹木成長，從而對集團及時生產足夠數量產品之能力造成重大不利影響。

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42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(d) Natural risk (Continued)

Moreover, bad weather may adversely affect the condition of the Group's transportation infrastructure, which is critical for the Group to supply timber from the timber concessions to the Group's manufacturing plants and customers. The Group has developed a strategy for utilising different transportation modes and stockpiling, but its daily operations may be unfavorably affected by interruption of transportation due to bad weather or other reasons.

(e) Liquidity risk

Regarding the present policy in the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its financial liabilities. For non-derivative financial liabilities, the table has been drawn up based on the undiscounted cash flows of financial liabilities and based on the earliest date on which the Group is required to pay. The table includes both interest and principal cash flows.

Internally generated cash flow is the general sources of funds to finance the operations of the Group. The Group's liquidity risk management includes diversifying the funding sources. The Group regularly reviews its major funding positions to ensure it has adequate financial resources in meeting its financial obligations.

Prudent liquidity risk management implies maintaining sufficient cash, the available of funding through an adequate amount of committed credit facilities and the ability to close our market positions. Due to the dynamic nature of the underlying business, the Group aims to maintain flexibility in funding by keeping committed credit lines available.

42. 金融風險管理目標及 政策 (續)

(d) 自然風險 (續)

此外，惡劣天氣亦會對集團之運輸基本設施之狀況造成不利影響，而運輸基本設施乃集團把從伐木場採伐之木材供應予集團之製造廠及客戶之關鍵一環。雖然集團已設計一套運用不同運輸模式及儲存之策略，但其日常營業務仍會因惡劣天氣或其他原因而受到運輸中斷之不利影響。

(e) 流動資金風險

就管理層有關流動資金之現行政策而言，集團監察及維持管理層視作充足之現金及現金等值項目水平，以撥付集團營運及減低現金流量波動之影響。

下表詳細載列集團金融負債之餘下合約到期日。就非衍生金融負債而言，下表乃根據金融負債之未折現現金流量及根據集團須付款之最早日期編製而成。下表包括利息及本金現金流量。

集團一般以內部產生之現金流量為業務提供資金。集團之流動資金風險管理包括多元化之資金來源。集團定期審閱其主要資金狀況，以確保擁有足夠之財務資源應付財務責任。

審慎流動資金風險管理包括維持充足現金、透過已承諾信貸融資之足夠金額提供可動用資金以及提升集團市場地位之能力。由於相關業務之互動性質，集團致力保持可動用之已承諾信貸，藉以維持資金供應之靈活性。

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For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

42. 金融風險管理目標及政策 (續)

(e) Liquidity risk (Continued)

(e) 流動資金風險 (續)

		Undiscounted cash flows within 1 year	Carrying amounts at 31 December 2009
		Within 1 year	31 December 2009
		於一年內	於二零零九年十二月三十一日
		現金流量	之賬面值
		HK\$'000	HK\$'000
		千港元	千港元
2009	二零零九年		
Non-derivative financial liabilities	非衍生金融負債		
Trade payables	應付貿易賬項	207	207
Tax payables	應付稅項	2,573	2,573
Other payables and accruals	其他應付款項及應計款項	202,019	202,019
Convertible notes	可換股票據	153	153
		204,952	204,952

		Undiscounted cash flows within 1 year	Carrying amounts at 31 December 2008
		Within 1 year	31 December 2008
		於一年內	於二零零八年十二月三十一日
		現金流量	之賬面值
		HK\$'000	HK\$'000
		千港元	千港元
2008	二零零八年		
Non-derivative financial liabilities	非衍生金融負債		
Trade payables	應付貿易賬項	43,481	43,481
Tax payables	應付稅項	36,547	36,547
Other payables and accruals	其他應付款項及應計款項	191,823	191,823
Interest-bearing bank loan	計息銀行貸款	406,780	406,780
Convertible notes	可換股票據	109,965	109,965
		788,596	788,596

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS | 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(f) Fair values of financial assets and financial liabilities

The fair value of financial assets and financial liabilities are determined as follows:

42. 金融風險管理目標及政策 (續)

(f) 金融資產及金融負債之公平值

金融資產及金融負債公平值釐定如下：

		2009 二零零九年 HK\$'000 千港元
Financial assets	金融資產	
Deposit and other receivables	訂金及其他應收款項	137,361
Cash and cash equivalents	現金及現金等值項目	73,583
		210,944
Financial liabilities	金融負債	
Trade payables	應付貿易賬項	207
Tax payables	應付稅項	2,573
Other payables and accruals	其他應付款項及應計款項	202,019
Convertible notes	可換股票據	153
		204,952

43. COMPARATIVE FIGURES

The results and cash flows of the electronic consumer product operations have been presented as discontinued operations and accordingly, the comparative figures for the year ended 31 December 2008 of the consolidated income statement had been reclassified in accordance with HKFRSs. For comparative purposes, certain comparative figures have also been reclassified to conform with current year presentation to align with the consolidated financial statements presentation of the Group.

43. 比較數字

電子消費者產品業務之業績及現金流量已呈列為已終止經營業務，因此，綜合收益表截至二零零八年十二月三十一日止年度之比較數字已根據香港財務報告準則重新分類。為進行比較，若干比較數字亦已重新分類以符合本年度之呈列及與集團綜合財務報表之呈列一致。



奇峰國際
Superb Summit International

**SUPERB SUMMIT INTERNATIONAL
TIMBER COMPANY LIMITED**
奇峰國際木業有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
(Stock Code 股份代號: 01228)

