



WINFOONG INTERNATIONAL LIMITED

榮豐國際有限公司

(Stock Code: 0063)

(股份代號: 0063)

Annual Report 2010 年報

Contents 目錄

		Pages 頁次
CORPORATE INFORMATION	公司資料	2
CHAIRMAN'S STATEMENT	主席報告	3
CORPORATE GOVERNANCE REPORT	企業管治報告	6
DIRECTORS' REPORT	董事會報告	13
DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES	董事及高級管理人員履歷	27
INDEPENDENT AUDITOR'S REPORT	獨立核數師報告	32
CONSOLIDATED INCOME STATEMENT	綜合收益表	35
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	綜合全面收益表	36
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	綜合財務狀況表	37
STATEMENT OF FINANCIAL POSITION	財務狀況表	39
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	綜合權益變動表	40
CONSOLIDATED STATEMENT OF CASH FLOWS	綜合現金流量表	41
NOTES TO THE FINANCIAL STATEMENTS	財務報表附註	43
GROUP PROPERTIES	集團物業	151
NOTICE OF ANNUAL GENERAL MEETING	股東週年大會通告	152

Corporate Information 公司資料

DIRECTORS

Cheong Pin Chuan, Patrick
(Chairman and Managing Director)
Cheong Kim Pong
Cheong Sim Eng
Chan Yee Hoi, Robert
Kan Fook Yee
Lai Hing Chiu, Dominic
Leung Wing Ning
Lim Ghee
Cheong Hooi Kheng (alternate to Madam Lim Ghee)

COMPANY SECRETARY

Cheng Kin Nam, Julia

BANKERS

Hang Seng Bank Limited
Nanyang Commercial Bank, Limited
The Hongkong and Shanghai Banking Corporation Limited
United Overseas Bank Limited

SOLICITORS

Leung & Lau
Li & Partners
Raymond T.Y. Chan Victoria Chan & Co.
Sidley Austin

AUDITORS

CCIF CPA Limited

SHARE REGISTRARS

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke, Hamilton 08
Bermuda

BRANCH SHARE REGISTRARS AND TRANSFER OFFICE

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Wanchai
Hong Kong

PRINCIPAL OFFICE IN HONG KONG

Room 3201
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WEBSITE

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董事

鍾斌銓
(主席兼董事總經理)
鍾金榜
鍾樂榮
陳以海
簡福飴
黎慶超
梁永寧
林義
鍾惠卿 (林義女士之替任董事)

公司秘書

鄭建南

往來銀行

恒生銀行有限公司
南洋商業銀行有限公司
香港上海滙豐銀行有限公司
大華銀行有限公司

律師

梁寶儀劉正豪律師行
李偉斌律師行
陳添耀陳瑛律師事務所
盛德律師事務所

核數師

陳葉馮會計師事務所有限公司

股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke, Hamilton 08
Bermuda

股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東 183 號
合和中心 17 樓

香港主要辦事處

香港
皇后大道中 9 號
3201 室

網站

www.winfoong.com

Chairman's Statement 主席報告

On behalf of the Board of directors, I present the annual report of Winfoong International Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31 December 2010.

本人謹代表董事會同寅，向各股東提呈榮豐國際有限公司（「本公司」）及其附屬公司（「本集團」）截至二零一零年十二月三十一日止年度之年報。

FINANCIAL RESULTS

For the year ended 31 December 2010, the Group recorded consolidated loss attributable to shareholders of approximately HK\$19.5 million.

DIVIDENDS

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

MANAGEMENT DISCUSSION AND ANALYSIS, REVIEW OF OPERATIONS AND FUTURE PROSPECTS

The Group has completed the disposal of the Group's entire equity interest in Goldease Investments Limited ("Goldease") and the amount owed by the subsidiaries of Goldease to the Group to Hong Fok Corporation Limited for a cash consideration of approximately HK\$56.4 million in January 2010. A gain of approximately HK\$12.5 million was resulted from the disposal. The proceeds have been applied to repay a revolving loan of the Group.

During the year, the Group continued to engage in property related business and provision of horticultural services. The increase in turnover was mainly due to the revenue from the sale of the Group's development properties at 38 Conduit Road (the "Development") recognised in the year.

The Development was completed in November 2010. Revenue from the sale of properties of approximately HK\$373.2 million was recognized in the current year. Gross profits contributed by the sale of these properties was approximately HK\$55.2 million. In relation to the sales of certain units, there were issues arisen between the purchasers of these units and the Group. The Group has in January 2011 offered arrangements to the

財務業績

於截至二零一零年十二月三十一日止年度，本集團錄得股東應佔綜合虧損約19,500,000港元。

股息

無中期股息已獲派付，董事不建議派付末期股息。

管理層討論及分析、經營回顧及未來前景展望

本集團已於二零一零年一月完成向鴻福實業有限公司出售本集團於Goldease Investments Limited（「Goldease」）之全部股本權益，以及Goldease之附屬公司結欠本集團之金額，現金代價約為56,400,000港元。收益約12,500,000港元來自出售所得款項。所得款項已用作償還本集團之循環貸款。

年內，本集團繼續從事與物業相關之業務及提供園藝服務。營業額增長主要由於出售本集團發展物業干德道38號（「開發項目」）於年內確認之收益所致。

開發項目於二零一零年十一月竣工。銷售該物業之收益約373,200,000港元於本年度確認。該等物業銷售毛利約為55,200,000港元。就若干單位之銷售而言，該批單位之買家與本集團產生爭議。本集團已於二零一一年一月向受影響買方提出安排以解決問題。就有關安排而言，本集團須支付金額約為

Chairman's Statement 主席報告

affected purchasers to address the issues. In connection with the arrangements, the Group has to pay an amount of approximately HK\$279.4 million, out of which approximately HK\$252.6 million has come from the purchase monies previously received by the Group from the initial sales of the affected units. The expenses incurred for the settlement arrangements have been charged to the profit or loss for the year ended 31 December 2010. The Group's net loss for the year of approximately HK\$19.5 million was mainly attributable to these expenses.

The changes in segment revenue, results and assets were mainly due to the disposal of Goldease and its subsidiaries and completion of the Development in the year.

The Company remains confident in the Hong Kong property market, the prestigious location and the superior quality of the Development.

The net asset value of the Group per share as at 31 December 2010 was approximately HK\$0.15 (2009: HK\$0.16) based on the 2,631,652,084 (2009: 2,631,652,084) shares issued.

LIQUIDITY AND FINANCIAL RESOURCES

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

279,400,000港元，其中約252,600,000港元來自最初出售受影響單位而收取之購買款項。該等結算安排產生的費用已於截至二零一零年十二月三十一日止年度之損益賬內列支。本集團年內淨虧損約19,500,000港元乃主要由於該等費用所致。

分部收益、業績及資產出現變動的主要原因是本年度出售Goldease及其附屬公司及完成開發項目。

本公司對香港物業市場、開發項目之優越位置及卓越品質仍然有信心。

根據有2,631,652,084股(二零零九年：2,631,652,084股)已發行股份計算，本集團於二零一零年十二月三十一日之每股資產淨值約為0.15港元(二零零九年：0.16港元)。

流動資金及財務資源

本集團所有融資和財資活動均在集團層面由中央管理及控制。財資及融資政策與本公司最新年報所披露之資料並無重大變動。本集團主要以港元作為貨幣性資產及負債之結算單位及進行業務交易。本集團之外匯風險被視為並不重大，且並無使用任何金融工具對沖。

Chairman's Statement 主席報告

The balance payments of approximately HK\$501.8 million received by the Group from the sale of units of the Development were applied in the repayment of bank borrowings and, together with the stakeholders' monies released, were held as bank deposits.

As at 31 December 2010, the outstanding bank loan amounted approximately HK\$0.4 million (2009: HK\$146.2 million). This bank facility was denominated in Hong Kong dollars, unsecured and arranged on a floating rate basis. The year end gearing ratio based on bank borrowings less pledged bank deposits to total equity was 0% (2009: 35%). The Group's working capital requirements are funded by bank deposits.

The Company has provided a guarantee to a bank for issuing a letter of indemnity to a third party to the extent of approximately HK\$134,000 (2009: HK\$268,000).

The following is the maturity profile of the Group's bank borrowing as of 31 December 2010:

Within 1 year	100%
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ACKNOWLEDGMENT

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

Cheong Pin Chuan, Patrick
Chairman

Hong Kong, 17 March 2011

本集團已從銷售該開發項目若干單位中接獲結餘款項約501,800,000港元。已收結餘款項用作償還銀行借貸，連同已交付之權益持有人款項一併持作銀行存款。

於二零一零年十二月三十一日，未償還之銀行貸款約為400,000港元(二零零九年：146,200,000港元)。銀行貸款以港元列值，並無抵押及按浮動利率計息。於本年度末，按銀行借貸減已抵押銀行存款除以總權益計算之資本負債比率為0%(二零零九年：35%)。本集團之營運資金需求以銀行存款撥付。

本公司已就向第三方發行賠償保證書而向銀行提供約134,000港元(二零零九年：268,000港元)之擔保。

以下是本集團截至二零一零年十二月三十一日向銀行借貸之到期詳情：

一年內	100%
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致謝

本人謹藉此機會向董事會同寅及本集團各位職員之鼎力支持及寶貴貢獻致謝。

主席
鍾斌銓

香港，二零一一年三月十七日

Corporate Governance Report 企業管治報告

Year ended 31 December 2010 截至二零一零年十二月三十一日止年度

CORPORATE GOVERNANCE PRACTICES

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

DIRECTORS' SECURITIES TRANSACTIONS

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

BOARD OF DIRECTORS

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

Of the eight directors, five are non-executive. Four of the non-executive directors are deemed to be independent by definition of the Listing Rules.

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

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

企業管治常規

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

董事證券交易

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

董事會

董事會包括八名具合適企業經驗之成員。

在八名董事中，五名為非執行董事。根據上市規則之定義，其中四名非執行董事被視為具獨立性。

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

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

Corporate Governance Report 企業管治報告

Year ended 31 December 2010 截至二零一零年十二月三十一日止年度

BOARD OF DIRECTORS (CONTINUED)

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

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

BOARD MEMBERSHIP

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

Details of the directors' qualifications, directorships and other particulars are set out on page 27.

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

董事會(續)

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

主席及行政總裁

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

董事會成員

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

董事資格、董事職位及其他方面之詳情載於第27頁。

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

Corporate Governance Report 企業管治報告

Year ended 31 December 2010 截至二零一零年十二月三十一日止年度

BOARD MEMBERSHIP (CONTINUED)

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

REMUNERATION POLICY

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

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

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

AUDIT COMMITTEE

The audit committee comprises four independent non-executive directors. Two of the committee members have financial management experience.

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

董事會成員(續)

根據守則第A.4.1條，非執行董事應有指定任期，並應接受重選。本公司之非執行董事並未就特定期限委任，儘管彼等須受股東週年大會上輪席告退及重新選舉所規限。根據本公司之公司細則，除本公司之董事會主席及／或董事總經理外，各位董事之實際任期不超過三年。

薪酬政策

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

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

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

審核委員會

審核委員會由四名獨立非執行董事組成。其中兩名委員會成員擁有財務管理經驗。

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

Corporate Governance Report 企業管治報告

Year ended 31 December 2010 截至二零一零年十二月三十一日止年度

AUDIT COMMITTEE (CONTINUED)

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

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

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

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

審核委員會(續)

審核委員會與本公司之管理層及核數師定期舉行會議，以討論及考察：

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

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

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

Corporate Governance Report 企業管治報告

Year ended 31 December 2010 截至二零一零年十二月三十一日止年度

ATTENDANCE RECORDS AT BOARD AND BOARD COMMITTEE MEETINGS

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

董事會會議及董事委員會會議出席記錄

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

		Board 董事會		Audit committee 審核委員會	
		Number of meetings 會議次數	Attendance 出席次數	Number of meetings 會議次數	Attendance 出席次數
Executive directors	執行董事				
Mr. Cheong Pin Chuan, Patrick (Chairman of the Board)	鍾斌銓先生 (董事會主席)	5	5	2	N/A 不適用
Mr. Cheong Kim Pong	鍾金榜先生	5	2	2	N/A 不適用
Mr. Cheong Sim Eng	鍾樂榮先生	5	5	2	N/A 不適用
Non-executive directors	非執行董事				
Madam Lim Ghee	林 義女士	5	N/A 不適用	2	N/A 不適用
Ms. Cheong Hooi Kheng (alternate to Madam Lim Ghee)	鍾惠卿女士 (林義女士之替任董事)	5	N/A 不適用	2	N/A 不適用
Independent non-executive directors	獨立非執行董事				
Mr. Lai Hing Chiu, Dominic (Chairman of audit committee)	黎慶超先生 (審核委員會主席)	5	–	2	2
Mr. Kan Fook Yee	簡福飴先生	5	–	2	2
Mr. Chan Yee Hoi, Robert	陳以海先生	5	–	2	2
Mr. Leung Wing Ning	梁永寧先生	5	–	2	2

Corporate Governance Report 企業管治報告

Year ended 31 December 2010 截至二零一零年十二月三十一日止年度

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the financial statements for the financial year ended 31 December 2010, which give a true and fair view of the state of affairs of the Company and of the Group at the date and of the Group's results and cash flows for the year then ended and are properly prepared on the going concern basis in accordance with the statutory requirements and accounting standards.

The statement of the auditors of the Company about their reporting responsibilities on the financial statements of the Company is set out in the Independent Auditors' Report on page 32.

AUDITORS' REMUNERATION

For the year ended 31 December 2010, the auditors of the Company and its subsidiaries would receive approximately HK\$480,000 (2009: HK\$445,000) for audit and audit related services, HK\$Nil (2009: HK\$57,000) for tax services and HK\$77,000 (2009: HK\$595,000) for other services.

INTERNAL CONTROL AND RISK MANAGEMENT

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

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

董事就財務報表須承擔之責任

董事確認其負責編製截至二零一零年十二月三十一日止財政年度之財務報表，該等財務報表真實而公平地反映本公司及本集團於該日之財務狀況，及截至該日止年度本集團之業績及現金流量，並根據法定規例及會計準則採用持續經營基準妥為編製。

本公司核數師就其有關本公司財務報表之申報責任作出之聲明載於第32頁之獨立核數師報告。

核數師薪酬

於截至二零一零年十二月三十一日止年度，本公司及其附屬公司之核數師合共就審核及審核相關服務收取約480,000港元(二零零九年：445,000港元)，就稅務服務收取零港元(二零零九年：57,000港元)，及就其他服務收取77,000港元(二零零九年：595,000港元)。

內部監控及風險管理

董事會負責監管本公司之內部監控系統。

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

Corporate Governance Report 企業管治報告

Year ended 31 December 2010 截至二零一零年十二月三十一日止年度

INTERNAL CONTROL AND RISK MANAGEMENT (CONTINUED)

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

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

The Board has conducted review of the effectiveness of the system of internal control and is of the view that the system of internal control adopted for the year ended 31 December 2010 is sound and is effective to safeguard the interests of the shareholders' investment and the Company's assets.

內部監控及風險管理(續)

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

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

董事會亦已審閱內部監控系統之有效性，認為截至二零一零年十二月三十一日止年度採納之內部監控系統屬完善及有效，足以保障股東投資及本公司資產。

Directors' Report 董事會報告

The directors herein present their annual report together with the audited financial statements of the Company and the Group for the year ended 31 December 2010.

PRINCIPAL ACTIVITIES

The principal activity of the Company consists of investment holding. Details of the principal activities of the principal subsidiaries are set out in note 14 the financial statements.

FINANCIAL STATEMENTS

The results and cash flows of the Group for the year ended 31 December 2010 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 35 to 150.

DIVIDENDS

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

SUMMARY FINANCIAL INFORMATION

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

董事會謹此提呈截至二零一零年十二月三十一日止年度之董事會年度報告及本公司與本集團之經審核財務報表。

主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務之詳情載於財務報表附註14。

財務報表

本集團截至二零一零年十二月三十一日止年度之業績及現金流量及本公司與本集團於該日之財務狀況載於第35頁至第150頁之財務報表。

股息

無中期股息已獲派付，董事不建議派付末期股息。

財務資料概要

本集團最近五個財政年度之業績及資產、負債及少數股東權益概要如下。

Directors' Report 董事會報告

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2010 二零一零年 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	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Turnover	營業額	376,498	35,667	48,533	29,339	26,169
(Loss)/profit before taxation	除稅前(虧損)/溢利	(19,496)	85,814	34,290	(311,249)	154,587
Income tax (expense)/credit	所得稅(支出)/抵免	-	(144)	5,505	(1,021)	(4,055)
(Loss)/profit for the year	本年度(虧損)/溢利	(19,496)	85,670	39,795	(312,270)	150,532
Attributable to:	應佔:					
Equity shareholders of the Company	本公司權益持有人	(19,496)	85,670	39,795	(312,270)	150,532
Non-controlling interests	非控股權益	-	-	-	-	-
		(19,496)	85,670	39,795	(312,270)	150,532

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

資產、負債及非控股權益

		As at 31 December 於十二月三十一日				
		2010 二零一零年 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	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Total assets	總資產	753,688	717,697	460,849	449,979	2,641,002
Total liabilities	總負債	(361,409)	(297,636)	(141,065)	(169,330)	(756,712)
		392,279	420,061	319,784	280,649	1,884,290
Equity attributable to equity shareholders of the Company	本公司權益持有人 應佔權益	392,279	420,061	319,784	280,649	1,884,290
Non-controlling interests	非控股權益	-	-	-	-	-
		392,279	420,061	319,784	280,649	1,884,290

Directors' Report 董事會報告

FIXED ASSETS

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

SHARE CAPITAL

Details of movements in the Company's share capital during the year, together with the reasons therefor, are set out in note 23 to the financial statements.

PRE-EMPTIVE RIGHTS

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

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 23 to the financial statements and in the consolidated statement of changes in equity.

DISTRIBUTABLE RESERVES

At 31st December 2010, the Company's reserves available for distribution calculated in accordance with the provisions of the Companies Act 1981 of Bermuda (as amended) amounted to approximately HK\$140,829,000 (2009: HK\$142,670,000).

CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling approximately HK\$103,000 (2009: Nil).

固定資產

本集團固定資產之變動詳情載於財務報表附註13。

股本

年內本公司股本之變動詳情連同變動之理由載於財務報表附註23。

優先購股權

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

儲備

年內本公司及本集團之儲備變動詳情載於財務報表附註23及綜合權益變動表。

可分派儲備

於二零一零年十二月三十一日，根據百慕達一九八一年公司法(經修訂)計算之本公司之可供分派儲備約為140,829,000港元(二零零九年：142,670,000港元)。

慈善捐款

年內本集團慈善捐款合計約103,000港元(二零零九年：無)。

Directors' Report 董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for less than 30% (2009: accounted for 86%) of the total sales for the year.

Purchases from the Group's five largest suppliers accounted for 94% (2009: accounted for 86%) of the total purchases for the year and purchases from the largest supplier included therein amounted to 79% (2009: 54%).

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

DIRECTORS

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

EXECUTIVE DIRECTORS:-

Cheong Pin Chuan, Patrick
Cheong Kim Pong
Cheong Sim Eng

INDEPENDENT NON-EXECUTIVE DIRECTORS:-

Kan Fook Yee
Lai Hing Chiu, Dominic
Chan Yee Hoi, Robert
Leung Wing Ning

NON-EXECUTIVE DIRECTOR:-

Lim Ghee
Cheong Hooi Kheng (alternate to Madam Lim Ghee)

主要客戶及供應商

於回顧年度內，本集團之五個最大客戶所佔之銷售額佔全年總銷售額低於30%（二零零九年：佔86%）。

本集團向五個最大供應商之購貨額佔全年購貨總額94%（二零零九年：佔86%），而向最大供應商之購貨額佔79%（二零零九年：54%）。

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

董事

於本年度及截至本報告日期止任職之董事為：—

執行董事：—

鍾斌銓
鍾金榜
鍾樂榮

獨立非執行董事：—

簡福飴
黎慶超
陳以海
梁永寧

非執行董事：—

林義
鍾惠卿（林義女士之替任董事）

Directors' Report 董事會報告

DIRECTORS (CONTINUED)

In accordance with bye-law 87 of the Company's bye-laws, Mr. Cheong Sim Eng, Madam Lim Ghee and Mr. Lai Hing Chiu, Dominic will retire. Mr. Cheong Sim Eng, being eligible, will offer himself for re-election as executive director, Mr. Lai Hing Chiu, Dominic and Madam Lim Ghee will not offer themselves for election as independent non-executive director and non-executive director respectively, at the forthcoming annual general meeting. Accordingly, Ms. Cheong Hooi Kheng will cease to be an alternate director to Madam Lim Ghee at the forthcoming annual general meeting. It is proposed that Ms. Cheong Hooi Kheng will be appointed as an executive director of the Company at the forthcoming annual general meeting.

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

DIRECTORS' SERVICE CONTRACTS

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

董事(續)

根據本公司之公司細則第87條，鍾樂榮先生、林義女士及黎慶超先生將告退。鍾樂榮先生將合資格並願重選為執行董事，及黎慶超先生和林義女士將分別不會於即將舉行之股東週年大會上膺選連任為獨立非執行董事和非執行董事。因此，鍾惠卿女士於即將舉行之股東週年大會上將不再為林義女士之替任董事。建議於即將舉行之股東週年大會上委任鍾惠卿女士為本公司之執行董事。

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

董事之服務合約

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

Directors' Report 董事會報告

DIRECTORS' INTERESTS

At 31 December 2010, the interests and short positions of directors and chief executive in shares, underlying shares and debentures of the Company and its associated corporations as required to be disclosed under and within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") were as follows:—

董事之權益

於二零一零年十二月三十一日，董事及主要行政人員於本公司及其聯營公司之股份、相關股份及債券中，擁有根據證券及期貨條例（「證券及期貨條例」）第 XV 部之涵義及按此須予披露之權益及淡倉如下：—

(I) LONG POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY:—

(i) 於本公司股份及相關股份之好倉：—

Name of directors 董事姓名	Nature of interest 權益性質	Number of ordinary shares held 所持普通股數目	Percentage 百分比
Cheong Pin Chuan, Patrick 鍾斌銓	Interest of spouse 配偶權益	3,736,700 (Note 1) (附註 1)	0.14%
Cheong Hooi Kheng 鍾惠卿	Beneficial owner 實益擁有人	2,200,000 (Note 2) (附註 2)	0.08%

Note:

附註：

(1) Madam Helen Zee Yee Ling, the spouse of Mr. Cheong Pin Chuan, Patrick, was interested in 3,736,700 shares, and as a result, Mr. Cheong is deemed to be interested in these shares.

(1) 徐綺玲女士，鍾斌銓先生之配偶，於 3,736,700 股股份中擁有權益，因此鍾先生被視為於該等股份中擁有權益。

(2) Ms. Cheong Hooi Kheng's directorship is alternate to Madam Lim Ghee.

(2) 鍾惠卿女士為林義女士之替任董事。

Directors' Report 董事會報告

DIRECTORS' INTERESTS (CONTINUED)

(II) LONG POSITIONS IN SHARES OF AN ASSOCIATED CORPORATION – HONG FOK CORPORATION LIMITED (“HFC”)

董事之權益 (續)

(ii) 於一間聯營公司—鴻福實業有限公司 (「鴻福實業」) 之股份之好倉

Name of directors 董事姓名	Nature of interest 權益性質	Number of shares of HFC held 所持鴻福實業股份數目	Percentage 百分比
Cheong Pin Chuan, Patrick 鍾斌銓	Beneficial owner 實益擁有人	8,539,454	1.29%
	Interest of spouse 配偶權益	1,237,830	0.19%
	Held by controlled corporation 透過受控制法團持有	104,058,803 (Note 1) (附註1)	15.78%
	Other 其他	134,537,600 (Note 2) (附註2)	20.40%
Cheong Kim Pong 鍾金榜	Beneficial owner 實益擁有人	2,829,178	0.43%
	Interest of spouse 配偶權益	553,300	0.08%
	Held by controlled corporation 透過受控制法團持有	104,058,803 (Note 3) (附註3)	15.78%
	Other 其他	134,537,600 (Note 4) (附註4)	20.40%
Cheong Sim Eng 鍾樂榮	Beneficial owner 實益擁有人	74,020,300	11.22%
	Interest of spouse 配偶權益	257,700	0.04%
	Held by controlled corporation 透過受控制法團持有	31,263,663 (Note 5) (附註5)	4.74%
	Other 其他	134,537,600 (Note 4) (附註4)	20.40%
Lim Ghee 林義	Other 其他	134,537,600 (Note 6) (附註6)	20.40%
Cheong Hooi Kheng 鍾惠卿	Beneficial owner 實益擁有人	10,569,000	1.60%
	Other 其他	134,537,600 (Note 7) (附註7)	20.40%

Directors' Report 董事會報告

DIRECTORS' INTERESTS (CONTINUED)

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

Notes:

As at 31 December 2010:

1. These shares of HFC represented: (i) 72,795,140 shares of HFC (representing approximately 11.04% of the existing issued share capital of HFC) held by P.C. Cheong Pte. Ltd., which was 99% owned by Mr. Cheong Pin Chuan, Patrick and 1% owned by Mr. Cheong Pin Chuan, Patrick's wife, Madam Helen Zee Yee Ling; (ii) 25,116,863 shares of HFC (representing approximately 3.81% of the existing issued share capital of HFC) held by Goodyear Realty Co. Pte. Ltd., which was 25% owned by Mr. Cheong Pin Chuan, Patrick; and (iii) 6,146,800 shares of HFC (representing approximately 0.93% of the existing issued share capital of HFC) held by Corporate Development Limited, which was 25% owned by Mr. Cheong Pin Chuan, Patrick.
2. Mr. Cheong Pin Chuan, Patrick's wife, Madam Helen Zee Yee Ling had 3,397,000 shares of Hong Fok Land International Limited ("HFL"). HFL, through its wholly-owned subsidiary, Hong Fok Land Holding Limited, was interested in 20.4% of the existing issued share capital of HFC, and HFC was interested in 40.38% of the existing share capital of Hong Fok Land Holding Limited.
3. These shares of HFC represented: (i) 72,795,140 shares of HFC (representing approximately 11.04% of the existing issued share capital of HFC) held by K.P. Cheong Investments Pte. Ltd., which was 99% owned by Mr. Cheong Kim Pong and 1% owned by Mr. Cheong Kim Pong's wife, Madam Margaret Choo; (ii) 25,116,863 shares of HFC (representing approximately 3.81% of the existing issued share capital of HFC) held by Goodyear Realty Co. Pte. Ltd., which was 25% owned by Mr. Cheong Kim Pong; and (iii) 6,146,800 shares of HFC (representing approximately 0.93% of the existing issued share capital of HFC) held by Corporate Development Limited, which was 25% owned by Mr. Cheong Kim Pong.
4. Each of Mr. Cheong Sim Eng and Mr. Cheong Kim Pong had interests in the issued share capital of HFC, which in turn held 40.38% in the existing issued share capital of Hong Fok Land Holding Limited, and Hong Fok Land Holding Limited was interested in 20.4% of the existing issued share capital of HFC.

董事之權益 (續)

(ii) 於一間聯營公司—鴻福實業之股份之好倉 (續)

附註：

於二零一零年十二月三十一日：

1. 該等鴻福實業股份相當於：(i)由 P.C. Cheong Pte. Ltd. 擁有之 72,795,140 股鴻福實業股份 (佔鴻福實業現有已發行股本約 11.04%)，其中鍾斌銓先生擁有 99%，而 1% 則由鍾斌銓先生之妻子徐綺玲女士擁有；(ii)由 Goodyear Realty Co. Pte. Ltd. 擁有之 25,116,863 股鴻福實業股份 (佔鴻福實業現有已發行股本約 3.81%)，其中鍾斌銓先生擁有 25%；及(iii)由 Corporate Development Limited 擁有之 6,146,800 股鴻福實業股份 (佔鴻福實業現有已發行股本約 0.93%)，其中鍾斌銓先生擁有 25%。
2. 鍾斌銓先生之妻子徐綺玲女士擁有 Hong Fok Land International Limited (「HFL」) 3,397,000 股股份。HFL 透過其全資附屬公司 Hong Fok Land Holding Limited 於鴻福實業現有已發行股本 20.4% 中擁有權益，鴻福實業則於 Hong Fok Land Holding Limited 現有已發行股本 40.38% 中擁有權益。
3. 該等鴻福實業股份相當於：(i)由 K.P. Cheong Investments Pte. Ltd. 擁有之 72,795,140 股鴻福實業股份 (佔鴻福實業現有已發行股本約 11.04%)，其中鍾金榜先生擁有 99%，朱薇瑾女士 (鍾金榜先生之妻子) 擁有 1%；(ii)由 Goodyear Realty Co. Pte. Ltd. 擁有之 25,116,863 股鴻福實業股份 (佔鴻福實業現有已發行股本約 3.81%)，其中鍾金榜先生擁有 25%；及(iii)由 Corporate Development Limited 擁有之 6,146,800 股鴻福實業股份 (佔鴻福實業現有已發行股本約 0.93%)，其中鍾金榜先生擁有 25%。
4. 鍾樂榮先生及鍾金榜先生各自於鴻福實業已發行股本中擁有權益，而鴻福實業於 Hong Fok Land Holding Limited 現有已發行股本中持有 40.38% 權益，而 Hong Fok Land Holding Limited 於鴻福實業現有已發行股本 20.4% 中擁有權益。

Directors' Report 董事會報告

DIRECTORS' INTERESTS (CONTINUED)

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

Notes: (continued)

5. These shares of HFC represented: (i) 25,116,863 shares of HFC (representing approximately 3.81% of the existing issued share capital of HFC) held by Goodyear Realty Co. Pte. Ltd., which was 25% owned by Mr. Cheong Sim Eng; and (ii) 6,146,800 shares of HFC (representing approximately 0.93% of the existing issued share capital of HFC) held by Corporate Development Limited, which was 25% owned by Mr. Cheong Sim Eng.
6. Madam Lim Ghee was a director of Hong Fok Land Investment Limited of which Hong Fok Land Holding Limited was a subsidiary, and Hong Fok Land Holding Limited was interested in 20.4% of the existing issued share capital of HFC.
7. Ms. Cheong Hooi Kheng had 2,000,000 shares of HFL. HFL, through its wholly-owned subsidiary, Hong Fok Land Holding Limited, was interested in 20.4% of the existing issued share capital of HFC; and HFC was interested in 40.38% of the existing share capital of Hong Fok Land Holding Limited.

Save as disclosed above, as at 31 December 2010, none of the directors and the chief executive of the Company were, under Divisions 7 and 8 of Part XV of the SFO, taken to be interested or deemed to have any other interests or short positions in shares, underlying shares or debentures of the Company and its associated corporations, that were required to be entered into the register kept by the Company pursuant to section 352 of the SFO or were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

董事之權益(續)

(ii) 於一間聯營公司—鴻福實業之股份之好倉(續)

附註：(續)

5. 該等鴻福實業股份相當於：(i)由Goodyear Realty Co. Pte. Ltd.擁有之25,116,863股鴻福實業股份(佔鴻福實業現有已發行股本約3.81%)，其中鍾樂榮先生擁有25%；及(ii)由Corporate Development Limited擁有之6,146,800股鴻福實業股份(佔鴻福實業現有已發行股本約0.93%)，其中鍾樂榮先生擁有25%。
6. 林義女士為Hong Fok Land Investment Limited附屬公司Hong Fok Land Holding Limited之董事，及Hong Fok Land Holding Limited於鴻福實業現有已發行股本20.4%中擁有權益。
7. 鍾惠卿女士擁有H F L 2,000,000股股份，HFL透過其全資附屬公司Hong Fok Land Holding Limited於鴻福實業現有已發行股本20.4%中擁有權益，而鴻福實業則於Hong Fok Land Holding Limited現有股本40.38%中擁有權益。

除上文所披露者外，於二零一零年十二月三十一日，根據證券及期貨條例第XV部第7及8分部，概無本公司之董事及主要行政人員被當作或視作於本公司及其聯營公司之股份、相關股份及債券中，擁有任何其他權益或淡倉而須於本公司根據證券及期貨條例第352條所存置之登記冊中記錄或根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)上市公司董事進行證券交易的標準守則須知會本公司及聯交所。

Directors' Report 董事會報告

SHARE OPTION SCHEMES

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

DIRECTORS' RIGHTS TO ACQUIRE SHARES

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

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 27 to the financial statements, there were no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest subsisted at the end of year or at any time during the year.

CONNECTED TRANSACTION

On 16 November 2009, the Group entered into an agreement with HFC for the Group to sell and HFC to purchase the Group's interest in Goldease Investments Limited at the cash consideration of S\$10,150,000 (equivalent to approximately HK\$56,434,000). The transaction was completed on 25 January 2010. Further details of the transaction were disclosed in note 27(c)(i) to the financial statements.

購股權計劃

本公司現有一項於二零零二年四月十五日採納之購股權計劃，據此，本公司董事獲授權酌情邀請本集團僱員（包括本集團任何公司之董事）接納購股權（免付代價）以認購本公司股份。購股權自授出當日起歸屬，在不多於十年期限內可予行使。每份購股權賦予持有人認購一段本公司普通股之權利。

董事購入股份之權利

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

董事於合約之權益

除財務報表附註27所披露者外，概無訂立於年終或年內任何時間有效，本公司或其任何附屬公司為訂約方及對彼等而言屬重大，且本公司董事擁有重大權益之合約。

關連交易

於二零零九年十一月十六日，本集團與鴻福實業訂立協議，據此本集團出售，而鴻福實業則購買本集團於Goldease Investment Limited之權益，現金代價為10,150,000新加坡元（相等於約56,434,000港元）。該交易已於二零一零年一月二十五日完成。有關該交易進一步之詳情載於財務報表附錄27(c)(i)。

Directors' Report 董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

At 31 December 2010, interests of directors in competing business of the Group were as follows:

董事於競爭業務之權益

於二零一零年十二月三十一日，董事於與本集團構成競爭之業務中擁有之權益如下：

Name of directors 董事姓名	Name of company 公司名稱	Nature of competing business 競爭業務之性質	Nature of interest 權益性質
Cheong Kim Pong 鍾金榜	HFC 鴻福實業	Property-related business 物業相關業務	As a director and shareholder 為董事及股東
Cheong Pin Chuan, Patrick 鍾斌銓	HFC 鴻福實業	Property-related business 物業相關業務	As a director and shareholder 為董事及股東
	HFL	Property-related business 物業相關業務	As a director and the spouse of a shareholder 為董事及股東之配偶
	HFL	Property-related business 物業相關業務	As a director and the spouse of a shareholder 為董事及股東之配偶
Cheong Sim Eng 鍾樂榮	HFC 鴻福實業	Property-related business 物業相關業務	As a director and shareholder 為董事及股東
Cheong Hooi Kheng 鍾惠卿	HFC 鴻福實業	Property-related business 物業相關業務	As a director and shareholder 為董事及股東
	HFL	Property-related business 物業相關業務	As a director and shareholder 為董事及股東
	HFL	Property-related business 物業相關業務	As a director and shareholder 為董事及股東

Directors' Report 董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

At 31 December 2010, the following persons (not being directors or chief executive of the Company) had an interest in the following long positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

主要股東及其他人士之權益

於二零一零年十二月三十一日，下列人士（本公司董事或主要行政人員除外）按照本公司根據證券及期貨條例第336條之規定所存置之登記冊所記錄於本公司之股份或相關股份之好倉中擁有權益。

Name of shareholder	股東名稱	Capacity 性質	Number of shares held 所持股份數目	Percentage 百分比
HFC	鴻福實業	Held by controlled corporation 透過受控制法團持有	1,652,910,365 (Note 1) (附註1)	62.81%
First Strategy Investments Limited	First Strategy Investments Limited	Beneficial owner 實益擁有人	628,746,775	23.89%
HFL	HFL	Held by controlled corporation 透過受控制法團持有	628,746,775 (Note 2) (附註2)	23.89%
Barragan Trading Corp.	Barragan Trading Corp.	Beneficial owner 實益擁有人	285,312,566	10.84%
Praise Time Co Limited	Praise Time Co Limited	Beneficial owner 實益擁有人	136,000,000	5.17%

Directors' Report 董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS (CONTINUED)

Notes:

- (1) HFC was deemed to have the same beneficial interests as its wholly owned subsidiary, Hong Fok Corporation (H.K.) Limited ("HFCHK"), did in the issued share capital of the Company by virtue of HFC's interest in HFCHK. HFCHK was deemed to have the same beneficial interests as its wholly owned subsidiary, Hong Fok Enterprises Limited ("HFE"), did in the issued share capital of the Company by virtue of HFCHK's interest in HFE. HFE was deemed to have the same beneficial interests as its wholly owned subsidiary, Hong Fok Corporation Limited ("HFC Cayman"), did in the issued share capital of the Company by virtue of HFE's interest in HFC Cayman. HFC Cayman was directly interested in 976,720,587 shares of the Company. In addition, HFCHK was directly interested in 47,443,003 shares of the Company. HFCHK beneficially owned approximately 40.38% of the issued share capital of HFL and was deemed to have the same beneficial interests as HFL did in 628,746,775 shares of the Company.
- (2) HFL was deemed to have the same beneficial interests as its wholly owned subsidiary, Hong Fok Land Asia Limited ("HFLA"), did in the share capital of the Company by virtue of HFL's interests in HFLA. HFLA was deemed to have the same beneficial interests as its wholly owned subsidiary, First Strategy Investments Limited, did in the issued share capital of the Company by virtue of HFLA's interest in First Strategy Investments Limited.

Save as disclosed above, no other person was recorded in the register required to be kept under section 336 of the SFO as having an interest or short position in the shares and underlying shares of the Company as at 31 December 2010.

主要股東及其他人士之權益(續)

附註：

- (1) 由於鴻福實業持有其全資附屬公司鴻福實業(香港)有限公司(「鴻福實業香港」)之權益，故鴻福實業於本公司已發行股本所擁有之實際權益被視為與鴻福實業香港所擁有者相同。由於鴻福實業香港持有其全資附屬公司鴻福貿易有限公司(「鴻福貿易」)之權益，故鴻福實業香港於本公司已發行股本所擁有之實際權益被視為與鴻福貿易所擁有者相同。由於鴻福貿易持有其全資附屬公司Hong Fok Corporation Limited(「HFC Cayman」)之權益，故鴻福貿易於本公司已發行股本所擁有之實際權益被視為與 HFC Cayman所擁有者相同。HFC Cayman直接擁有本公司976,720,587股股份之權益。此外，鴻福實業香港直接擁有本公司47,443,003股股份之權益。鴻福實業香港實益擁有HFL之已發行股本約40.38%，而鴻福實業香港於628,746,775股本公司股份所擁有之實際權益被視為與HFL所擁有者相同。
- (2) 由於HFL持有其全資附屬公司Hong Fok Land Asia Limited(「HFLA」)之權益，故HFL於本公司已發行股本所擁有之實際權益被視為與HFLA所擁有者相同。由於HFLA持有其全資附屬公司First Strategy Investments Limited之權益，故HFLA於本公司已發行股本所擁有之實際權益被視為與First Strategy Investments Limited所擁有者相同。

除上文所披露者外，於二零一零年十二月三十一日，按照本公司根據證券及期貨條例第336條之規定所存置之登記冊所記錄，概無其他人士於本公司之股份及相關股份中擁有權益或淡倉。

Directors' Report 董事會報告

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

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

SUBSEQUENT EVENTS

There was no significant event subsequent to 31 December 2010.

PUBLIC FLOAT

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

AUDITORS

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

On behalf of the Board

Cheong Pin Chuan, Patrick

Chairman

Hong Kong, 17 March 2011

購買、出售或贖回本公司上市證券

本公司及其任何附屬公司於年內概無購入、出售或贖回任何本公司上市證券。

結算日後事項

於二零一零年十二月三十一日，概無重大結算日後事項。

公眾持股量

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

核數師

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

代表董事會

主席

鍾斌銓

香港，二零一一年三月十七日

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

DIRECTORS

Mr. Cheong Pin Chuan, Patrick, aged 61, is the chairman and managing director of the Company. Mr. Cheong is a member of the Australian Society of Certified Practising Accountants and the Hong Kong Institute of Certified Public Accountants. He joined the Group in 1991 and was appointed a director of the Company in 1996. He has over 38 years' experience in property development. He is a director of the Company's substantial shareholder, Hong Fok Corporation Limited ("HFC").

Mr. Cheong Kim Pong, aged 68, is an executive director of the Company. Mr. Cheong attended Civil Engineering at Technical College in Austria. He joined the Group in 1991 and was appointed a director of the Company in 1996. He has over 47 years' experience in construction management and real estate development. He is a director of the Company's substantial shareholder, HFC.

Mr. Cheong Sim Eng, aged 50, is an executive director of the Company. Mr. Cheong graduated from the Chaminade University of Honolulu with a Bachelor of Arts degree. He joined the Group in 1991 and was appointed a director of the Company in 1996. He has over 25 years' experience in the construction industry. He is a director of the Company's substantial shareholder, HFC.

Mr. Kan Fook Yee, SBS, aged 74, is an independent non-executive director and a member of the audit committee of the Company. He is a barrister at law, a Fellow Member of the Hong Kong Institute of Surveyors as well as a Fellow Member of the Chartered Institute of Arbitrators. He was appointed an independent non-executive director of the Company in 1998. In addition, Mr. Kan is an adviser to the Heung Yee Kuk, a statutory advisory body established under the Heung Yee Kuk Ordinance (Chapter 1097 of the Laws of Hong Kong). He is an independent non-executive director of Synergis Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange.

董事

鍾斌銓先生，現年六十一歲，本公司主席兼董事總經理。鍾先生乃澳洲會計師公會及香港會計師公會之會員。彼於一九九一年加盟本集團，並於一九九六年獲委任為本公司董事。彼在物業發展方面有超過三十八年經驗。彼為本公司之主要股東鴻福實業有限公司（「鴻福實業」）之董事。

鍾金榜先生，現年六十八歲，本公司執行董事。鍾先生曾於奧地利技術大學學習建築工程專業。彼於一九九一年加盟本集團，並於一九九六年獲委任為本公司董事。彼在建築工程管理及地產發展方面有超過四十七年經驗。彼為本公司之主要股東鴻福實業之董事。

鍾樂榮先生，現年五十歲，本公司執行董事。鍾先生畢業於檀香山Chaminade University，持有文學學士學位。彼於一九九一年加盟本集團，並於一九九六年獲委任為本公司董事。彼在建築業有超過二十五年經驗。彼為本公司之主要股東鴻福實業之董事。

簡福飴先生，SBS，現年七十四歲，本公司獨立非執行董事兼審核委員會成員。簡先生為大律師，香港測量師學會及特許仲裁人員學會資深會員。彼於一九九八年獲委任為本公司獨立非執行董事。此外，簡先生為鄉議局之顧問。鄉議局是根據香港法例第1097章鄉議局條例成立之法定顧問團體。彼為新昌管理集團有限公司（其股份於聯交所主板上市）之獨立非執行董事。

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

DIRECTORS (CONTINUED)

Mr. Lai Hing Chiu, Dominic, aged 63, is an independent non-executive director and a member of the audit committee of the Company. He is a practising solicitor in Hong Kong and has also been admitted as a solicitor in England, Australia and Singapore. He joined the Group in 1994 and was appointed an independent non-executive director of the Company in 1996. He has over 38 years' experience as a solicitor. Mr. Lai is an independent non-executive director of NWS Holdings Limited, Midas International Holdings Limited and Oriental Press Group Limited, the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Chan Yee Hoi, Robert, aged 61, is an independent non-executive director and a member of the audit committee of the Company. He joined the Group and was appointed an independent non-executive director of the Company in 2004. He graduated from the University of Hong Kong with a Bachelor of Social Science degree. He has over 31 years' experience in corporate restructuring, corporate finance, capital markets, direct investment and asset management. Mr. Chan held senior positions in various American banks in Hong Kong and fund management companies.

Mr. Leung Wing Ning, aged 63, is an independent non-executive director and a member of the audit committee of the Company. He joined the Group and was appointed an independent non-executive director of the Company in 2009. He was educated at Stanford University, California and New York University, New York where he obtained a Bachelor of Science (Mechanical Engineering) and an Master of Business Administration degree respectively. He has over 30 years' experience in senior management positions in international trades and in banking and finance. He retired from Hang Seng Bank Limited in 2007. He is an independent non-executive director of Wing On International Limited, the shares of which are listed on the Main Board of the Stock Exchange.

Madam Lim Ghee, aged 99, is a non-executive director of the Company. She joined the Group in 1991 and was appointed a non-executive director of the Company in 1996. Madam Lim Ghee is the mother of Messrs. Cheong Kim Pong, Cheong Pin Chuan, Patrick, Cheong Sim Eng, Ms. Cheong Hooi Kheng and Ms. Cheong Puay Kheng.

董事(續)

黎慶超先生，現年六十三歲，本公司獨立非執行董事兼審核委員會成員。彼為香港之執業律師，亦為英國、澳洲及新加坡認許之律師。彼於一九九四年加盟本集團，並於一九九六年獲委任為本公司獨立非執行董事。彼有超過三十八年擔任律師之經驗。彼為新創建集團有限公司、勤達國際集團有限公司及東方報業集團(該等公司之股份於聯交所主板上市)之獨立非執行董事。

陳以海先生，現年六十一歲，本公司之獨立非執行董事兼審核委員會成員。陳先生於二零零四年加入本集團，並獲委任為本公司之獨立非執行董事。彼畢業於香港大學，持有社會科學學士學位。彼於公司重組、企業融資、資本市場、直接投資及資產管理方面擁有超過三十一年經驗。陳先生曾於香港多家美資銀行及基金管理公司擔任高職。

梁永寧先生，現年六十三歲，本公司之獨立非執行董事兼審核委員會成員。彼於二零零九年加盟本集團，並獲委任為本公司之獨立非執行董事。彼持有加利福尼亞洲史丹福大學科學學士學位(機械工程)及紐約大學工商管理碩士學位。彼曾任國際貿易、銀行及金融財務等業的高級管理職位，擁有逾30年相關經驗。彼於二零零七年於恒生銀行有限公司退休。彼為永安國際有限公司(其股份於聯交所主板上市)獨立非執行董事。

林義女士，現年九十九歲，本公司非執行董事。林女士於一九九一年加盟本集團，並於一九九六年獲委任為本公司非執行董事。林義女士乃鍾金榜先生、鍾斌銓先生、鍾樂榮先生、鍾惠卿女士及鍾佩卿女士之母親。

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

SENIOR MANAGEMENT

Mr. Tsui Yeung Kun, Andrew, aged 55, is the director of the property development division of the Group. Mr. Tsui graduated from Christian Brothers College in the United States with a Bachelor of Science degree in Accounting and Economics. He joined the Group in 1995 and has over 6 years' experience in the management of investment funds and 11 years' experience in equity research and stock broking activities in Hong Kong. Mr. Tsui is the brother of Mrs. Cheong Pin Chuan, Patrick.

Mr. Cheong Tze Hong, Marc, aged 38, is the director of the business development division of the Group. Mr. Cheong holds a Bachelor of Science degree in Accounting from the University of Southern California in the United States of America and a Master of Business Administration degree from the University of Chicago Graduate School of Business. He joined the Group in 2000 and has over 3 years' experience in the merchant banking field and 10 years' experience in business development.

Mr. Cheong Tze Hian, Howard, aged 36, is the director of the project management division of the Group. Mr. Cheong holds a Bachelor of Science degree in Accounting from the University of Southern California in the United States of America. He joined the Group in 2004 and has over 3 years' experience in the private equity field and 6 years' experience in project management.

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

Ms. Cheong Hooi Kheng, aged 58, is the senior manageress of the property development division of the Group. Ms. Cheong holds a Bachelor of Science degree in Business Administration from the California State University, Hayward and a Master of Business Administration degree from the Chaminade University of Honolulu. She joined the Group in 1991 and has over 29 years' experience in the construction industry. She is a director of the Company's substantial shareholder, HFC. Ms. Cheong was appointed a non-executive director of the Company, alternate to Madam Lim Ghee, in 2005.

高級管理人員

徐羊根先生，現年五十五歲，本集團物業發展部董事。彼畢業於美國 Christian Brothers College，持有會計及經濟理學學士學位。徐先生於一九九五年加盟本集團，在投資基金管理方面有超過六年經驗，而在香港股票研究及證券買賣代理業務方面有超過十一年經驗。徐先生乃鍾斌銓太太之弟。

鍾子丰先生，現年三十八歲，本集團之業務發展部董事。鍾先生持有美國南加州大學會計學理學士學位，以及University of Chicago Graduate School of Business之工商管理碩士學位。彼於二零零零年加盟本集團，於商業銀行領域有超過三年經驗，並於業務開發方面有十年經驗。

鍾子賢先生，現年三十六歲，本集團之工程策劃部董事。鍾先生持有美國南加州大學會計學理學士學位。彼於二零零零年加盟本集團，並於私募股本領域擁有超過三年經驗，並於項目管理方面六年經驗。

鍾子丰先生及鍾子賢先生均為鍾斌銓先生之兒子。

鍾惠卿女士，現年五十八歲，為本集團物業發展部門的高級管理人員。鍾女士持有Hayward加州州立大學工商管理理學士學位以及檀香山Chaminade University工商管理碩士學位。彼於一九九一年加盟本集團，在建築業有超過二十九年經驗。彼為本公司主要股東鴻福實業之董事。鍾女士於二零零五年獲委任為本公司之非執行董事(林義女士之替任董事)。

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

SENIOR MANAGEMENT (CONTINUED)

Ms. Cheong Puay Kheng, aged 56, is the general manager of the Group. Ms. Cheong graduated from Armstrong College of Berkeley in the United States of America with a Bachelor of Science degree. She joined the Group in 1993 and has over 25 years' experience in the planning, organising and control of office administration and personnel management.

Mr. Cheong Aik Yen, Roy, aged 45, is the senior manager of business promotion of the Group. Mr. Cheong graduated from Western New England College in Massachusetts with a Bachelor of Science degree in Mechanical Engineering. He joined the Group in 2002 and has 3 years' experience in the merchant banking field. He is the personal assistant to directors of the Company's substantial shareholder, HFC. Mr. Cheong is the son of Mr. Cheong Kim Pong.

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

Mr. Chan Yat Chun, Steven, aged 31, is the project manager of the property development division of the group. Mr. Chan holds a Bachelor Degree of Arts in Architectural Studies, Master Degree of Architecture, and Master Degree of Urban Design from the University of Hong Kong. Mr Chan is a Registered Architect in Hong Kong, member of the Hong Kong Institute of Architects, accredited BEAM Professional, and has 5 years' experience in construction industry and architectural practises. He has joined the group in 2010.

高級管理人員(續)

鍾珮卿女士，現年五十六歲，本集團總經理。鍾女士畢業於美國Armstrong College of Berkeley，持有理學士學位。彼於一九九三年加盟本集團，在辦公室行政及人事管理策劃、組織及控制方面有超過二十五年經驗。

鍾譚賢先生，現年四十五歲，為本集團業務推廣部高級經理。鍾先生畢業於美國麻省Western New England College，獲頒機械工程理學士學位。彼於二零零二年加盟本集團，於商業銀行界積累三年經驗。彼為本公司主要股東鴻福實業之董事之私人助理。鍾先生為鍾金榜先生之子。

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

陳逸俊先生，現年三十一歲，為本集團物業發展部項目經理。陳先生持有香港大學建築學文學士學位、建築學碩士學位，以及城市設計學碩士學位。陳先生為香港註冊建築師，香港建築師學會會員，亦為專業認證之綠建專才，在建築行業及專業領域有五年經驗。彼於二零一零年加入本集團。

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

SENIOR MANAGEMENT (CONTINUED)

Mr. Chan Yuen King, Paul, aged 34, was the project manager of the property development division of the Group. Mr. Chan holds a Bachelor of Arts degree in Architectural Studies, Master of Science degree in Construction Project Management, and a Master Degree in Landscape Architecture from the University of Hong Kong. He also holds a Bachelor of Law degree from the Manchester Metropolitan University. Mr. Chan is a chartered builder and has 11 years' experience in the construction industry with 7 years' experience in project management. He joined the Group in 2003, left in March 2007, returned in October 2007, and left in May 2010.

Mr. Tong Kwok Wai, Anthony, aged 38, was the senior quantity surveyor of the Group. He is a Member of The Hong Kong Institute of Surveyors, The Royal Institution of Chartered Surveyors and a Registered Professional Surveyor. He holds a Bachelor Degree in Quantity Surveying from The City University of Hong Kong and a Master Degree in Construction Project Management from the University of Hong Kong. He joined the Group in 2008 and has over 13 years' quantity surveying experience. Mr. Tong has worked in construction cost consultant firm, contractor and developer. Mr. Tong left the Group in March 2011.

高級管理人員(續)

陳元敬先生，現年三十四歲，為本集團物業發展部項目經理。陳先生持有香港大學建築學學士學位、建築策劃管理學碩士學位，以及園境建築碩士學位。彼持有 Manchester Metropolitan University 法學士學位。陳先生為特許建造師，在建築行業已積累十一年經驗，七年在項目管理方面的經驗。彼於二零零三年加入本集團，於二零零七年三月離開，其後於二零零七年十月重返本集團，再於二零一零年五月離開。

唐國威先生，現年三十八歲，本集團之高級工料測量師。唐先生為香港測量師學會會員、英國皇家特許測量師及註冊專業測量師。唐先生持有香港城市大學工料測量學理學學士學位及香港大學建築策劃管理學碩士學位。彼於二零零八年加盟本集團，並在工料測量方面接有超過十三年經驗。唐先生曾在建設成本顧問公司、承建商以及發展商工作。唐先生於二零一一年三月離開本集團。

Independent Auditor's Report 獨立核數師報告



CCIF

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陳葉馮會計師事務所有限公司

香港銅鑼灣
希慎道33號
利園34樓

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

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Winfoong International Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 35 to 150, which comprise the consolidated and company statements of financial position as at 31 December 2010, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view 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, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

獨立核數師報告

致榮豐國際有限公司各股東

(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已完成審核榮豐國際有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第35頁至第150頁的綜合財務報表，當中載有 貴公司於二零一零年十二月三十一日之綜合財務狀況表及公司財務狀況表、截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責遵照香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定，編製及真實而公平地列報綜合財務報表及董事釐定之內部監控需確保編製綜合財務報表並無重大錯誤陳述(不論是否因欺詐或錯誤引起)。

Independent Auditor's Report 獨立核數師報告

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about 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 entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

核數師的責任

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

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

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

我們相信，我們已取得充分恰當的審核憑證，為我們的審核意見提供了基礎。

Independent Auditor's Report 獨立核數師報告

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2010 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

CCIF CPA Limited

Certified Public Accountants

Hong Kong, 17 March 2011

Yau Hok Hung

Practising Certificate Number P04911

意見

我們認為，按照香港財務報告準則編製的綜合財務報表真實公平地反映 貴公司及 貴集團於二零一零年十二月三十一日的財政狀況及 貴集團截至該日止年度的虧損和現金流量，並已按照香港公司條例的披露規定妥為編製。

陳葉馮會計師事務所有限公司

香港執業會計師

香港，二零一一年三月十七日

邱學雄

執業證書編號 P04911

Consolidated Income Statement 綜合收益表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

		Note	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
		附註		
Turnover	營業額	3	376,498	35,667
Cost of sales	銷售成本		(318,491)	(30,428)
Gross profit	毛利		58,007	5,239
Fair value gain on transfer of investment properties to properties under development	將投資物業轉至發展中物業之公平值收益	13	–	101,990
Other revenue	其他收益	4	713	210
Other net loss	其他虧損淨額	4	(827)	(1,136)
Reversal of write-down of inventories	存貨撇減撥回	16(c)	–	2,029
Operating and administrative expenses	經營及行政開支		(89,806)	(27,164)
(Loss)/profit from operations	經營(虧損)/溢利		(31,913)	81,168
Gain on disposal of subsidiaries	出售附屬公司之收益	28	12,461	4,940
Finance costs	融資成本	5(a)	(44)	(294)
(Loss)/profit before taxation	除稅前(虧損)/溢利	5	(19,496)	85,814
Income tax expense	所得稅支出	6(a)	–	(144)
(Loss)/profit for the year	本年(虧損)/溢利		(19,496)	85,670
Attributable to:	以下應佔：			
Equity shareholders of the Company	本公司權益持有人	9	(19,496)	85,670
Non-controlling interests	非控股權益		–	–
(Loss)/profit for the year	年內(虧損)/溢利		(19,496)	85,670
(Loss)/earnings per share	每股(虧損)/盈利	10		
Basic	基本		HK cents (0.74) 港仙	HK cents 3.37 港仙
Diluted	攤薄		HK cents (0.74) 港仙	HK cents 3.37 港仙

The notes on pages 43 to 150 form part of these financial statements.

第43至150頁之附註構成此等財務報表之一部分。

Consolidated Statement of Comprehensive Income 綜合全面收益表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(Loss)/profit for the year	年內(虧損)/溢利	(19,496)	85,670
Other comprehensive income/ (loss) for the year (after tax and reclassification adjustments)	年內其他全面收益/(虧損) (除稅及重新分類調整後)		
Exchange differences on translating foreign operations (net of nil tax):	換算海外業務之匯兌差異， 無稅項之淨額：		
– Exchange differences on translation of financial statements of overseas subsidiaries	– 換算海外附屬公司 財務報表之匯兌差異	–	2,681
– Reclassification adjustments relating to foreign operations disposed of during the year	– 一年內已出售之海外業務 之重新分類調整	(9,386)	(4,891)
		(9,386)	(2,210)
Available-for-sale securities: net movement in the fair value reserve (net of nil tax):	可供出售證券： 公平值儲備之變動淨額， 無稅項之淨額：		
– Changes in fair value recognised during the year	– 一年內已確認之 公平值變動	270	–
– Reclassification adjustments for amounts transferred to profit or loss – impairment loss (note 4)	– 就轉讓至損益之 金額之重新分類調整 – 減值虧損(附註4)	830	70
		1,100	70
		(8,286)	(2,140)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	(27,782)	83,530
Attributable to:	以下應佔：		
Equity shareholders of the Company	本公司權益持有人	(27,782)	83,530
Non-controlling interests	非控股權益	–	–
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	(27,782)	83,530

The notes on pages 43 to 150 form part of these financial statements.

第43至150頁之附註構成此等財務報表之一部分。

Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 December 2010 於二零一零年十二月三十一日
(Expressed in Hong Kong dollars) (以港元計值)

		As at 31 December 2010		As at 31 December 2009		As at 1 January 2009	
		二零一零年十二月三十一日		二零零九年十二月三十一日		二零零九年一月一日	
Note		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元
				(restated)		(restated)	
				(重列)		(重列)	
Non-current assets	非流動資產						
Fixed assets	固定資產	13	2,624	3,561		359,876	
Pledged bank deposits	已抵押銀行存款	18(a)	-	7		4	
Other financial assets	其他金融資產	15	5,050	4,780		1,610	
			7,674	8,348		361,490	
Current assets	流動資產						
Inventories	存貨	16	281,490	487,398		94,531	
Trade and other receivables	貿易及其他應收賬項	17	24,265	123,502		2,341	
Tax recoverable	可回收稅項	22(a)	-	-		1	
Cash and cash equivalents	現金及現金等價物	18(a)	440,259	25,016		2,486	
			746,014	635,916		99,359	
Assets of disposal group classified as held for sale	分類為持作出售之 出售組別資產	19	-	73,433		-	
			746,014	709,349		99,359	
Current liabilities	流動負債						
Trade and other payables	貿易及其他應付賬項	20	360,968	150,168		9,937	
Bank borrowings	銀行借款	21	441	146,182		924	
Tax payables	應繳稅項	22(a)	-	-		504	
			361,409	296,350		11,365	
Liabilities of disposal group classified as held for sale	分類為持作出售 之出售組別負債	19	-	1,286		-	
			361,409	297,636		11,365	
Net current assets	流動資產淨值		384,605	411,713		87,994	

Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 December 2010 於二零一零年十二月三十一日
(Expressed in Hong Kong dollars) (以港元計值)

		Note 附註	As at 31 December 2010 二零一零年十二月三十一日		As at 31 December 2009 二零零九年十二月三十一日		As at 1 January 2009 二零零九年一月一日	
			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
Total assets less current liabilities	總資產減流動負債		392,279		420,061		449,484	
Non-current liabilities	非流動負債							
Bank borrowings	銀行借款	21	-		-		129,617	
Deferred tax liabilities	遞延稅項負債	22(b)	-		-		83	
			-		-		129,700	
NET ASSETS	資產淨值		392,279		420,061		319,784	
Capital and reserves	股本及儲備							
Share capital	股本	23(b)	131,582		131,582		119,620	
Reserves	儲備		260,697		288,479		200,164	
Total equity attributable to equity shareholders of the Company	本公司權益持有人應佔權益總額		392,279		420,061		319,784	
Non-controlling interests	非控股權益		-		-		-	
TOTAL EQUITY	總權益		392,279		420,061		319,784	

Approved and authorised for issue by the board of directors on 17 March 2011.

董事會於二零一一年三月十七日批准及授權刊發。

Cheong Pin Chuan, Patrick

鍾斌銓

Director

董事

Cheong Kim Pong

鍾金榜

Director

董事

The notes on pages 43 to 150 form part of these financial statements.

第43至150頁之附註構成此等財務報表之一部分。

Statement of Financial Position 財務狀況表

As at 31 December 2010 於二零一零年十二月三十一日
(Expressed in Hong Kong dollars) (以港元計值)

		2010 二零一零年		2009 二零零九年	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
	Note 附註				
Non-current assets	非流動資產				
Investments in subsidiaries	於附屬公司之投資	14	1		1
Other financial assets	其他金融資產	15	4,600		3,500
			4,601		3,501
Current assets	流動資產				
Trade and other receivables	貿易及其他應收賬項	17	274,973	261,409	
Cash and cash equivalents	現金及現金等價物	18(a)	10	24,220	
			274,983	285,629	
Current liabilities	流動負債				
Trade and other payables	貿易及其他應付賬項	20	837	9,642	
Net current assets	流動資產淨值		274,146		275,987
NET ASSETS	資產淨值		278,747		279,488
Capital and reserves	股本及儲備				
Share capital	股本	23(b)	131,582	131,582	
Reserves	儲備		147,165	147,906	
TOTAL EQUITY	總權益		278,747		279,488

Approved and authorised for issue by the board of directors on 17 March 2011.

董事會於二零一一年三月十七日批准及授權刊發。

Cheong Pin Chuan, Patrick

鍾斌銓

Director

董事

Cheong Kim Pong

鍾金榜

Director

董事

The notes on pages 43 to 150 form part of these financial statements.

第43至150頁之附註構成此等財務報表之一部分。

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

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

		Attributable to equity shareholders of the Company 本公司權益持有人應佔權益								
		Share capital	Share premium	Capital redemption reserve	Exchange reserve	Fair value reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	贖回儲備	匯兌儲備	公平值儲備	保留溢利	總計	非控股權益	總權益
		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
At 1 January 2009	於二零零九年一月一日	119,620	-	121	11,596	260	188,187	319,784	-	319,784
Profit for the year	年內溢利	-	-	-	-	-	85,670	85,670	-	85,670
Other comprehensive (loss)/income for the year	年內其他全面(虧損)/收益	-	-	-	(2,210)	70	-	(2,140)	-	(2,140)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	-	(2,210)	70	85,670	83,530	-	83,530
Shares issued upon rights issue	供股發行之股份	11,962	4,785	-	-	-	-	16,747	-	16,747
At 31 December 2009	於二零零九年十二月三十一日	131,582	4,785	121	9,386	330	273,857	420,061	-	420,061
At 1 January 2010	於二零一零年一月一日	131,582	4,785	121	9,386	330	273,857	420,061	-	420,061
Loss for the year	年內虧損	-	-	-	-	-	(19,496)	(19,496)	-	(19,496)
Other comprehensive (loss)/income for the year	年內其他全面(虧損)/收益	-	-	-	(9,386)	1,100	-	(8,286)	-	(8,286)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	-	(9,386)	1,100	(19,496)	(27,782)	-	(27,782)
At 31 December 2010	於二零一零年十二月三十一日	131,582	4,785	121	-	1,430	254,361	392,279	-	392,279

The notes on pages 43 to 150 from part of the financial statements.

第43至150頁之附註構成此等財務報表之一部分。

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

	Note	2010	2009
	附註	二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Operating activities			
Cash generated from/(used in) operations	18(b)	490,500	(3,755)
Tax paid			
Hong Kong profits tax refunded		–	1
Singapore income tax paid		–	(318)
Net cash generated from/(used in) operating activities		490,500	(4,072)
Investing activities			
Decrease/(increase) in pledged bank deposits		7	(3)
Payment for purchase of available-for-sale unlisted debt securities		–	(3,170)
Payment for purchase of fixed assets		(134)	(7,280)
Proceeds from sale of fixed assets		3	272
Dividend income from available-for-sale unlisted securities		304	–
Interest received		196	96
Net inflow/(outflow) of cash and cash equivalents in respect of disposal of subsidiaries	28	51,255	(25)
Net cash generated from/(used in) investing activities		51,631	(10,110)

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

	Note	2010	2009
	附註	二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Financing activities	融資活動		
Increase in amounts due to the Company's substantial shareholders	應付本公司主要股東款項之增加	2,407	717
Proceeds from rights issue	供股所得款項	–	16,747
(Repayments of)/proceeds from over-subscription under rights issue	供股超額認購之(還款)/所得款項	(7,468)	7,468
Proceeds from new bank loans	來自新造銀行貸款之所得款項	180,340	54,195
Repayment of bank loans	償還銀行貸款	(305,741)	(38,554)
Interest paid	已付利息	(51)	(287)
Net cash (used in)/generated from financing activities	融資活動所(使用)/產生之現金淨額	(130,513)	40,286
Net increase in cash and cash equivalents	現金及現金等價物之增加淨額	411,618	26,104
Cash and cash equivalents at the beginning of the year	於年初之現金及現金等價物	28,641	2,486
Effect of foreign exchange rate changes	匯率變動影響	–	51
Cash and cash equivalents at the end of the year	於年末之現金及現金等價物	440,259	28,641

18(a)

The notes on pages 43 to 150 form part of these financial statements.

第43至150頁之附註構成此等財務報表之一部分。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

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

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

b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2010 comprise the Company and its subsidiaries (together referred to as the “Group”).

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

1. 主要會計政策

a) 合規聲明

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

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

b) 財務報表編製基準

截至二零一零年十二月三十一日止年度的綜合財務報表包括本公司及其附屬公司(統稱「本集團」)。

綜合財務報表乃以港元列值, 而港元亦為本公司之功能貨幣。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

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

Non-current assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell (see note 1(u)).

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

1. 主要會計政策(續)

b) 財務報表編製基準(續)

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

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

非流動資產及持作出售之出售組別乃按賬面值及公平值減出售成本兩者之較低者列值(見附註1(u))。

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

The 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.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 29.

c) 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 its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

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

1. 主要會計政策 (續)

b) 財務報表編製基準 (續)

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

在應用香港財務報告準則時管理層作出對來年有重大調整之主要風險並會對財務報表及不確定性之主要估計來源有重大影響的判斷，在附註29論述。

c) 附屬公司及非控股權益

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

於附屬公司之投資自控制開始日期直至控制終止日合併入綜合財務報表。集團內公司間之結餘及交易及因集團內交易而產生之任何未變現收益，均於編製綜合財務報表時全部撇銷。集團內公司間交易所產生之未變現虧損亦按照未變現收益之方法同樣予以撇銷，惟僅限於沒有減值跡象之情況下。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

c) Subsidiaries and non-controlling interests (continued)

Non-controlling interests (previously known as “minority interests”) represent the equity in a subsidiary not attributable directly or indirectly to the Company, 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. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary’s net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

Changes in the Group’s interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

1. 主要會計政策(續)

c) 附屬公司及非控股權益(續)

非控股權益(前稱「少數股東權益」)指附屬公司之權益並不直接或間接歸屬本公司，當中本集團並未同意該等權益持有人之任何其他條款，該等條款會導致本集團整體承擔符合金融負債釋義之該等權益之合約責任。就各業務合併而言，本集團可選擇按公平值或附屬公司可識別資產淨值之比例股份計量。

非控股權益與本公司股東應佔權益分開呈列，列入綜合財務狀況表之股權內。於本集團業績內之非控股權益，在綜合損益表及綜合全面損益表以年內分配予非控股權益與本公司股東之溢利或虧損總額及總全面收入方式呈列。

本集團於附屬公司之權益變動並無導致喪失控制權，列作權益交易，當中已對綜合權益內控股及非控股權益數額作出調整，以反映相關權益變動，但並無對商譽作出調整，及並無確認盈虧。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

c) Subsidiaries and non-controlling interests (continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(e)) or, when appropriate, the cost on initial recognition of an investment in an associate or jointly controlled entity.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(i)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale) (see note 1(u)).

d) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

1. 主要會計政策 (續)

c) 附屬公司及非控股權益 (續)

倘本集團失去附屬公司控制權，則其被列作出售該附屬公司全部權益，並於損益表內確認盈虧。於控制權喪失日期，該前附屬公司保留之任何權益按公平值確認，該數額被視作金融資產初步確認之公平值(見附註1(e))或於聯營公司共同控制實體投資初步確認之成本(如適用)。

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

d) 商譽

商譽指以下超出部分：

- (i) 轉讓代價之公平值總額、於被收購實體之任何非控股權益數額及本集團先前於被收購實體之權益公平值；超過
- (ii) 被收購實體之可識別資產及負債(於收購日期計量)之公平值淨額。

倘(ii)超過(i)，則超出部分隨即於損益表內確認為廉價收購之盈利。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

d) Goodwill (continued)

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(i)).

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

e) Other investments in debt and equity securities

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

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

(i) Held-to-maturity debt securities

Dated debt securities that the Group and/or the Company have the positive ability and intention to hold to maturity are classified as held-to-maturity securities. Held-to-maturity securities are stated in the statement of financial position at amortised cost less impairment losses (see note 1(i)).

1. 主要會計政策(續)

d) 商譽(續)

商譽按成本減累計減值虧損列賬。商業合併產生之商譽被分配至預期可透過合併之協同效益獲利之個別產生現金單位或產生現金單位組別，並每年進行減值測試(見附註1(i))。

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

e) 於債務及股本證券內之其他投資

本集團及本公司就債務及股本證券投資之政策(不包括於附屬公司之投資)如下：

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

(i) 持有至到期債務證券

本集團及／或本公司有明確的能力和意願持有至到期之有期債務證券，分類為「持有至到期證券」。持有至到期證券以攤銷成本減去減值虧損後記入財務狀況表(見附註1(i))。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e) Other investments in debt and equity securities (continued)

(ii) Available-for-sale securities

Other investments in securities, being those held for non-trading purposes, are classified as available-for-sale securities. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve, except foreign exchange gains and losses resulting from changes in the amortised cost of monetary items such as debt securities which are recognised directly in profit or loss. Dividend income from these investments is recognised in profit or loss in accordance with the policy set out in note 1(r)(vi) and, where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss in accordance with the policy set out in note 1(r)(vii). When these investments are derecognised or impaired (see note 1(i)), the cumulative gain or loss is reclassified from equity to profit or loss.

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

1. 主要會計政策 (續)

e) 於債務及股本證券內之其他投資 (續)

(ii) 可供出售證券

其他證券投資(即持有作非買賣用途者)歸類為可供出售證券。於每個報告期末,公平值將予以重新計量,任何因此產生之盈虧直接於其他全面收益中確認並於公平值儲備之權益中獨立累計,惟就貨幣項目如債券等之攤銷成本變動產生之匯兌收益及虧損直接於損益表內確認。投資產生之股息收入根據附註1(r)(vi)所載之政策於損益表內確認,倘該等投資為計息,按實際利率法計算之利息乃根據附註1(r)(vii)所載之政策於損益表內確認。倘解除確認該等投資或予以減值(見附註1(i)),先前於權益中直接確認之累計收益或虧損從權益重新分類至損益表。

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

f) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 1(h)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably determined at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 1(r)(i).

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

1. 主要會計政策(續)

f) 投資物業

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

投資物業按公平值內列賬，惟其於報告期末仍在建築或開發，而其公平值於當時未能可靠地釐定者則除外。因公平值變動產生或來自報廢或出售投資物業之任何收益或虧損於損益表內確認。投資物業之租金收入按附註1(r)(i)內所述進行會計處理。

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

g) Other property, plant and equipment

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

- buildings held for own use which are situated on leasehold land, where the fair value of the building could be measured separately from the fair value of the leasehold land at the inception of the lease (see note 1(h)).

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

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

1. 主要會計政策(續)

g) 其他物業、廠房及設備

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

- 座落在租賃土地持作自用之樓宇, 而該樓宇之公平值可在租約開始時獨立計量(見附註1(h))。

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

物業、廠房及設備之其他項目按成本減累積折舊及減值虧損列賬(見附註1(i))。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

g) Other property, plant and equipment (continued)

Changes arising on the revaluation of properties held for own use are generally dealt with in other comprehensive income and are accumulated separately in equity in property revaluation reserve. The only exceptions are as follows:

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

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

1. 主要會計政策(續)

g) 其他物業、廠房及設備(續)

因重估持作自用物業產生之變動一般在其他綜合收益內處理，並於物業重估儲備之權益內獨立累計。僅有例外情況如下：

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

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

g) Other property, plant and equipment (continued)

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal. Any related revaluation surplus is transferred from the property revaluation reserve to retained profits and is not reclassified to profit or loss.

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

- Leasehold land classified as held under finance leases is depreciated over the term of lease.
- Buildings situated on leasehold land are depreciated over their estimated useful lives of 40 years.
- Furniture, equipment and other fixed assets are depreciated over 5 years.

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

1. 主要會計政策 (續)

g) 其他物業、廠房及設備 (續)

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

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

- 分類為按融資租賃持有之租賃土地於租期內計算折舊。
- 座落在租賃土地之樓宇於其預計可用期限40年期間折舊。
- 傢俬、設備及其他固定資產分5年折舊。

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

h) Leased assets

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

i) *Classification of assets leased to the Group*

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

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

1. 主要會計政策(續)

h) 租賃資產

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

i) *租賃予本集團資產之分類*

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

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

h) Leased assets (continued)

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

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

ii) Operating lease charges

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

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

1. 主要會計政策 (續)

h) 租賃資產 (續)

i) 租賃予本集團資產之分類 (續)

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

ii) 經營租約費用

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

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

i) Impairment of assets

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

Investments in debt and equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

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

1. 主要會計政策(續)

i) 資產減值

i) 於債務及股本證券內之投資及其他應收款項之減值

於債務及股本證券內之投資及其他流動及非流動應收款項若以成本或攤銷成本列示，或歸類為可供出售證券，將會於每個報告期末被審閱以確定有否客觀減值證據。客觀減值證據包括本集團注意到以下一項或多項虧損事項之顯著數據：

- 債務人有重大財務困難；
- 違反合約，如拖欠償還利息或本金；
- 債務人可能破產或進行其他財務重組；
- 對債務人有不利影響之技術、市場、經濟或法律環境之重大變動；及
- 股本工具投資之公平值大幅或長期下跌至低於其成本值。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

i) Impairment of assets (continued)

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

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

- For investments in subsidiaries, the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 1(i)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 1(i)(ii).
- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

1. 主要會計政策 (續)

i) 資產減值 (續)

i) 於債務及股本證券內之投資及其他應收款項之減值 (續)

若存在任何有關證據，則按以下方式釐定及確認任何減值虧損：

- 就於附屬公司之投資而言，減值虧損乃根據附註1(i)(ii)透過比較投資的可收回金額與其賬面值予以計量。倘根據附註1(i)(ii)用於釐定可收回金額的估計出現有利變動，則會撥回減值虧損。
- 就按攤銷成本列值之貿易及其他應收賬項及其他金融資產而言，如貼現影響重大，減值虧損乃按資產賬面金額與估計未來現金流量按金融資產原有之實際利率（即在初始確認該等資產時計算之實際利率）貼現之現值兩者之差額計量。如按攤銷成本列賬之金融資產具備類似之風險特徵，如類似之逾期情況及並未單獨被評估為減值，則有關評估會同時進行。金融資產之未來現金流量會根據與該類資產具有類似信貸風險特徵資產之過往虧損情況一同評估減值。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

i) Impairment of assets (continued)

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

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

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

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

1. 主要會計政策(續)

i) 資產減值(續)

i) 於債務及股本證券內之投資及其他應收款項之減值(續)

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

- 就可供出售證券而言，已於公平值儲備中確認之累計虧損會重新分類至損益表。於損益表確認之累計虧損金額為收購成本（減去任何本金還款及攤銷）與現行公平值之差額，減去任何以前該資產於損益表中確認的減值虧損。

可供出售股本證券的減值虧損如已於損益表內確認，則不會透過損益表撥回。其後該資產公平值之任何增加會於其他全面收益中確認。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

i) Impairment of assets (continued)

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

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

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

1. 主要會計政策 (續)

i) 資產減值 (續)

i) 於債務及股本證券內之投資及其他應收款項之減值 (續)

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

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

i) Impairment of assets (continued)

ii) Impairment of other assets

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

- property, plant and equipment (other than properties carried at revalued amounts);
- pre-paid interests in leasehold land classified as being held under an operating lease; and
- goodwill.

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

1. 主要會計政策(續)

i) 資產減值(續)

ii) 其他資產之減值

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

- 物業、廠房及設備(按重估金額列值之物業除外)；
- 分類為經營租賃項下持有之租賃土地預付利息；及
- 商譽。

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

i) Impairment of assets (continued)

ii) Impairment of other assets (continued)

- Calculation of recoverable amount
The recoverable amount of an asset is the greater of its fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e., a cash-generating unit).

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

1. 主要會計政策 (續)

i) 資產減值 (續)

ii) 其他資產之減值 (續)

- 計算可收回金額
資產之可收回金額為其公平值減出售成本及使用價值之較高者。於評估使用價值時，估計未來現金流量乃按能反映現時市場對貨幣時間值及資產特定風險的評估的稅前貼現率，貼現至其現值。倘資產所產生的現金流入基本上不能獨立於其他資產所產生的現金流入，則以能產生獨立現金流入的最小資產組別（即現金產生單位）來釐定可收回金額。

- 確認減值虧損
每當資產或其所屬的賺取現金單位的賬面金額超過其可收回金額，即會於損益表中確認減值虧損。就賺取現金單位確認的減值虧損，首先會分配予減少賺取現金單位（或一組單位）所獲分配的任何商譽賬面金額，然後再按比例減少該單位（或一組單位）中其他資產的賬面金額，惟個別資產賬面值不會減少至低於其本身的公平值減銷售成本或使用價值（若能釐定）。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

i) Impairment of assets (continued)

ii) Impairment of other assets (continued)

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

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

j) Inventories

i) Horticultural services

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

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

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

1. 主要會計政策(續)

i) 資產減值(續)

ii) 其他資產之減值(續)

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

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

j) 存貨

i) 園藝服務

存貨以成本及可變現淨值兩者之較低者入賬。

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

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j) Inventories (continued)

i) Horticultural services (continued)

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

ii) Property development

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

– Property under development for sale

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

1. 主要會計政策 (續)

j) 存貨 (續)

i) 園藝服務 (續)

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

ii) 物業發展

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

– 持作出售之發展中物業

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j) Inventories (continued)

ii) Property development (continued)

- Completed property held for sale
In the case of completed properties developed by the Group, cost is determined by apportionment of the total development costs for that development project, attributable to the unsold properties. Net realisable value represents the estimated selling price less costs to be incurred in selling the property. The cost of completed properties held for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

k) Trade and other receivables

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

1. 主要會計政策(續)

j) 存貨(續)

ii) 物業發展(續)

- 持作出售之落成物業集團已發展完成物業之成本，按該發展項目中未售物業所佔發展總成本之部分釐定。可變現淨值指估計售價減估計出售物業產生之成本。持作出售之落成物業之成本包括所有購買成本、轉換成本，以及將存貨達致其現有地點及狀況所產生之其他成本。

k) 貿易及其他應收賬項

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

l) Interest-bearing borrowings

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

m) Trade and other payables

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

n) Cash and cash equivalents

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

1. 主要會計政策 (續)

l) 計息借貸

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

m) 貿易及其他應付賬項

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

n) 現金及現金等價物

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

o) Employee benefits

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

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

ii) 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.

p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax 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 period, and any adjustment to tax payable in respect of previous years.

1. 主要會計政策(續)

o) 僱員福利

i) 短期僱員福利以及界定退休計劃供款

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

ii) 終止僱員福利

終止僱員福利僅於本集團具備詳細、正式及不可能撤回方案之情況下，明確顯示終止聘用或因採取自願離職措施而提供福利時，方予確認。

p) 所得稅

本年度之所得稅包括即期及遞延稅項資產及負債變動。即期稅項及遞延稅項資產及負債變動均於收益表內確認，惟於其他全面收益內確認或直接與權益有關之項目除外，於該情況下，稅項之相關金額分別於其他全面收益或直接於權益內確認。

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

p) Income tax (continued)

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

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary 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.

1. 主要會計政策 (續)

p) 所得稅 (續)

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

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

p) Income tax (continued)

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

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

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

1. 主要會計政策(續)

p) 所得稅(續)

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

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

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

p) Income tax (continued)

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

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

1. 主要會計政策 (續)

p) 所得稅 (續)

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

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

q) Financial guarantees issued, provisions and contingent liabilities

i) Financial guarantees issued

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

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

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

1. 主要會計政策(續)

q) 所發出之財務擔保、撥備及或然負債

i) 所發出之財務擔保

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

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

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

q) Financial guarantees issued, provisions and contingent liabilities (continued)

ii) Other provisions and contingent liabilities

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

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

1. 主要會計政策 (續)

q) 所發出之財務擔保、撥備及或然負債 (續)

ii) 其他撥備及或然負債

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

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

r) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

i) Rental income from operating leases

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

ii) Sale of properties

When properties under development are sold, income is recognised when the property development is completed with the relevant occupation permit issued by the Authorities and the significant risks and rewards of the properties are passed to the purchasers. Payments received from purchasers prior to this stage are recorded as forward sales deposits and instalments received.

1. 主要會計政策(續)

r) 收益確認

收益乃根據已收或應收代價之公平值計量。收益在本集團可取得經濟利益及收益及成本(倘適用)可按下列基準可靠地計量時於損益表內確認：

i) 經營租約之租金收入

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

ii) 物業出售

倘發展中物業獲出售，則收益於物業發展竣工並取得機構頒發之相關入夥紙時確認，及物業重大風險和回報轉移至買家。此階段前已收買家付款列作已收之未來銷售按金及分期付款。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

r) Revenue recognition (continued)

iii) Sale of goods

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

iv) Contract revenue

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

v) Management fee income

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

vi) Dividends

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

vii) Interest income

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

1. 主要會計政策(續)

r) 收益確認(續)

iii) 銷售貨物

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

iv) 合約收益

倘建造合約之結果被可靠估計。

v) 管理費收入

管理費收入於提供服務後確認。

vi) 股息

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

vii) 利息收入

利益收入乃採用實際利率法於其產生利息時確認。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

s) Translation of foreign currencies

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

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

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill arising on consolidation of foreign operations acquired, are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

1. 主要會計政策(續)

s) 外幣換算

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

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

海外經營之業績乃按與交易日之外匯匯率相若之匯率換算為港元。財務狀況表項目(包括因合併所收購之外國企業產生之商譽)乃按報告期末之外匯收市匯率換算為港元。最終之匯率差額於其他全面收益確認，並於匯兌儲備權益內獨立累計。

於出售外國企業時，有關該外國企業之匯兌差額之累計數額於損益表內確認出售時由權益重新分類至損益表。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

t) Borrowing costs

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

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

u) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

1. 主要會計政策(續)

t) 借貸成本

與收購、建設或生產需要長時間才可以投入擬定用途或銷售的資產直接相關的借貸成本會資本化為該資產成本之一部分。其他借貸成本於其產生期間支銷。

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

u) 持作出售之非流動資產

倘非流動資產(或出售組別)之賬面值很有可能是通過銷售交易而非通過持續使用收回及出售組別可按現況出售，則非流動資產(或出售組別)會分類為持作出售。出售組別是指在一次交易中一併出售之一組資產，以及與該等於交易中轉移之資產直接相關之一組負債。

倘本集團致力於有關附屬公司控制權喪失之銷售計劃，則該附屬公司之全部資產及負債於持作銷售符合上述分類標準時分類為持作銷售，毋須計及本集團是否將於銷售後保留附屬公司之非控股權益。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

u) Non-current assets held for sale (continued)

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 1.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

1. 主要會計政策(續)

u) 持作出售之非流動資產(續)

於緊接分類為持作出售前，非流動資產(及出售組別內所有個別資產及負債)之計量根據分類前之會計政策計至當日止。其後，於初次分類為持作出售及直至出售止之期間，非流動資產(不包括下文所述之若干資產)或出售組別按其賬面值或公平值(以較低者為準)減去銷售成本列賬。就本集團及本公司之財務報表而言，此一計量政策之主要例外項目為遞延稅項資產、僱員福利產生之資產、金融資產(不包括於附屬公司之投資)及投資物業。該等資產(即使列作持作出售)將持續根據附註1所載之政策計量。

於初次分類為持作出售以及於列作持作出售之後重新計量而產生之減值虧損，在損益表中確認。只要非流動資產被分類為持作出售(或計入分類為持作出售之出售組別內)，該非流動資產即不予折舊或攤銷。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

v) Related parties

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

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

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

1. 主要會計政策(續)

v) 關聯人士

在編製本財務報表時，與集團關聯人士是指：

- i) 該人士有能力直接或間接透過一個或多個中介人控制，或可發揮重大影響本集團的財務及經營決策，或共同控制本集團；
- ii) 本集團及該人士均受共同控制；
- iii) 該人士屬本集團的聯營公司或本集團為合營方之合營公司；
- iv) 該人士屬本集團或本集團母公司主要管理人員的成員、或屬該人的近親家庭成員、或受該等個別人士控制、或共同控制或重大影響的實體；
- v) 該人士如屬(i)所指的近親家庭成員或受該等個別人士控制、或共同控制或重大影響的實體；或
- vi) 該人士屬提供福利予集團或與本集團關聯的實體的僱員離職後福利計劃。

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

w) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the executive directors of the Company, being the chief operating decision maker, for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

1. 主要會計政策(續)

w) 分類報告

經營分類及財務報表內呈報之各分類項目之金額自定期提供予本公司主要營運決策者即執行董事之財務資料中識別出來，以將資源分配至本集團之各項業務及地理位置及評估本集團之各項業務及地理位置之表現。

就財務報告而言，除非分類具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務之方法及監管環境之性質方面相似，否則各個重大經營分類不會進行合算。個別非重大之經營分類，如果符合上述大部分標準，則可進行合算。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

2. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued two revised HKFRSs, a number of amendments to HKFRSs and two new Interpretations that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group's financial statements:

- HKFRS 3 (revised 2008), *Business Combinations*
- Amendments to HKAS 27, *Consolidated and Separate Financial Statements*
- Amendments to HKFRS 5, *Non-Current Assets held for Sale and Discontinued Operations – plan to sell the controlling interest in a subsidiary*
- Amendment to HKAS 39, *Financial Instruments: Recognition and Measurement – eligible hedged items*
- Improvements to HKFRSs (2009)
- HK(IFRIC) 17, *Distributions of Non-cash Assets to Owners*
- HK-Int 5, *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause*

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

2. 變更會計政策

香港會計師公會頒佈了兩版經修訂香港財務報告準則、對香港財務報告準則之多項修訂及兩版新詮釋，並於本集團及本公司之本會計期間首次生效。下列會計準則之發展與本集團之財務報表有關：

- 香港財務報告準則第3號(二零零八年經修訂)，業務合併
- 香港會計準則第27號之修訂，綜合及獨立財務報表
- 香港財務報告準則第5號之修訂，持作出售之非流動資產及已終止經營業務—計劃出售於附屬公司之控股權益
- 香港會計準則第39號之修訂，金融工具：確認及計量—合資格對沖項目
- 香港財務報告準則之改進(二零零九年)
- 香港(國際財務報告詮釋委員會)—詮釋第17號，向擁有人分派非現金資產
- 香港—詮釋第5號，財務報表之呈列—借款人對包含按要求還款條文之有期貨款之分類

本集團尚未應用於本會計期間尚未生效之任何新準則或詮釋。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

The amendment to HKAS 39 has had no material impact on the Group's financial statements as the amendment was consistent with policies already adopted by the Group. The other developments resulted in changes in accounting policy but none of these changes in policy (excluding HK-Int 5) have a material impact on the current or comparative periods, for the following reasons:

- The impact of the majority of the revisions to HKFRS 3, HKAS 27, HKFRS 5 and HK(IFRIC) 17 have not yet had a material effect on the Group's financial statements as these changes will first be effective as and when the Group enters into a relevant transaction (for example, a business combination, a disposal of a subsidiary or a non-cash distribution) and there is no requirement to restate the amounts recorded in respect of previous such transactions.
- The impact of the amendments to HKFRS 3 (in respect of recognition of acquiree's deferred tax assets) and HKAS 27 (in respect of allocation of losses to non-controlling interests (previously known as minority interests) in excess of their equity interest) have had no material impact as there is no requirement to restate amounts recorded in previous periods and no such deferred tax assets or losses arose in the current period.

2. 變更會計政策(續)

香港會計準則第39號之修訂並無對本集團財務報表產生重大影響，乃由於修訂與本集團經已採納之政策一致。其他發展導致會計政策變動，但該等政策(不包括香港一詮釋第5號)變動概無對本期間或比較期間產生重大影響，原因如下：

- 對香港財務報告準則第3號、香港會計準則第27號、香港財務報告準則第5號及香港(國際財務報告詮釋委員會)詮釋第17號之大多數修訂尚未對本集團之財務報表構成重大影響，因為該等變動將於本集團訂立相關交易(例如：業務合併、處置一間附屬公司或非現金分派)才首次生效，而且並不須重報先前該等交易所錄之數額。
- 對香港財務報告準則第3號之修訂(有關確認被收購方之遞延稅項資產)及香港會計準則第27號之修訂(有關分配予非控股權益(前稱少數股東權益)而超過其權益之虧損)尚未對本集團帶來重大影響，因為並無規定必須重報以往期間已記錄之數額，而且本期間亦沒有產生這樣之遞延稅項資產或虧損。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

- The amendment introduced by the *Improvements to HKFRSs (2009)* omnibus standard in respect of HKAS 17, *Leases*, resulted in a change of classification of certain of the Group's leasehold land interests located in the Hong Kong Special Administrative Region, but this had no material impact on the amounts recognised in respect of these leases as the lease premiums in respect of all such leases are fully paid and are being amortised over the remaining length of the lease term.

Further details of these changes in accounting policy are as follows:

- As a result of the adoption of HKFRS 3 (revised 2008), any business combination acquired on or after 1 January 2010 will be recognised in accordance with the new requirements and detailed guidance contained in HKFRS 3 (revised 2008). These include the following changes in accounting policies:
 - Transaction costs that the Group incurs in connection with a business combination, such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees, will be expensed as incurred, whereas previously they were accounted for as part of the cost of the business combination and therefore impacted the amount of goodwill recognised.
 - If the Group holds interests in the acquiree immediately prior to obtaining control, these interests will be treated as if disposed of and re-acquired at fair value on the date of obtaining control. Previously, the step-up approach would have been applied, whereby goodwill was computed as if accumulated at each stage of the acquisition.

2. 變更會計政策 (續)

- 香港財務報告準則之改進(二零零九年)提出有關香港會計準則第17號「租賃」之綜合標準之修訂，對本集團位於香港特別行政區之租賃土地權益之分類並無改變，惟對有關該等租賃已確認之金額並無產生重大影響，因為所有該等租賃之相關租賃費用已全數繳付，並於剩餘租期內攤銷。

此等會計政策變動之進一步詳情如下：

- 由於採納香港財務報告準則第3號(二零零八年經修訂)，任何於二零一零年一月一日或之後收購的業務合併將根據香港財務報告準則第3號(二零零八年經修訂)所載的新規定及詳細指引確認。其包括以下會計政策變動：
 - 本集團就企業合併所產生之交易成本，包括承銷商費用、法律費、盡責調查費用及其他專業及顧問費用乃於產生時列支，而以往則計入企業合併之成本部份，因此影響所確認之商譽金額。
 - 倘若本集團緊接獲得控制權前持有被收購實體之權益，則該等權益將作為猶如已按獲得控制權日期之公平值出售或重新收購處理。先前，乃應用累進法，據此商譽猶如於收購之各階段累積計算。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

- Contingent consideration will be measured at fair value at the acquisition date. Subsequent changes in the measurement of that contingent consideration unrelated to facts and circumstances that existed at the acquisition date will be recognised in profit or loss, whereas previously these changes were recognised as an adjustment to the cost of the business combination and therefore impacted the amount of goodwill recognised.
- If the acquiree has accumulated tax losses or other temporary deductible differences and these fail to meet the recognition criteria for deferred tax assets at the date of acquisition, then any subsequent recognition of these assets will be recognised in profit or loss, rather than as an adjustment to goodwill as was previously the policy.
- In addition to the Group's existing policy of measuring the non-controlling interests (previously known as the "minority interests") in the acquiree at the non-controlling interest's proportionate share of the acquiree's net identifiable assets, in future the Group may elect, on a transaction by transaction basis, to measure the non-controlling interest at fair value.

2. 變更會計政策(續)

- 或然代價將按收購日期之公平值計量。與於收購日期之事實及條件無關之或然代價計量之其後變動將於損益中確認，而該等先前變動確認為業務合併成本調整，因此影響已確認之商譽數額。
- 倘於收購日期被收購實體有累計稅項虧損或其他暫時可扣減差額，且未有符合遞延稅項資產之確認標準，則其後該等資產將於損益賬內確認，而非像以往確認為商譽之調整。
- 本集團現有政策乃按非控股權益(先前稱為「少數股東權益」)分佔被收購實體可識別資產淨值之比例，計量於被收購實體之非控股權益，除此之外，日後本集團可選擇按逐項交易基準以公平值計量非控股權益。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

In accordance with the transitional provisions in HKFRS 3 (revised 2008), these new accounting policies will be applied prospectively to any business combinations in the current or future periods. The new policy in respect of recognition in the movement of deferred tax assets will also be applied prospectively to accumulated tax losses and other temporary deductible differences acquired in previous business combinations. No adjustments have been made to the carrying values of assets and liabilities that arose from business combinations whose acquisition dates preceded the application of this revised standard.

- As a result of the adoption of HKAS 27 (amended 2008), the following changes in policies will be applied as from 1 January 2010:
 - If the Group acquires an additional interest in a non-wholly owned subsidiary, the transaction will be accounted for as a transaction with equity shareholders (the non-controlling interests) in their capacity as owners and therefore no goodwill will be recognised as a result of such transactions. Similarly, if the Group disposes of part of its interest in a subsidiary but still retains control, this transaction will also be accounted for as a transaction with equity shareholders (the non-controlling interests) in their capacity as owners and therefore no profit or loss will be recognised as a result of such transactions. Previously the Group treated such transactions as step-up transactions and partial disposals, respectively.

2. 變更會計政策(續)

根據香港財務報告準則第3號(二零零八年經修訂)之過渡條文，此等新訂會計政策將預先應用予本期間或未來期間之任何業務合併。有關確認遞延稅項資產變動之新政策亦將無追溯地應用予以往業務合併中所取得之累積稅項虧損及其他暫時可扣減差額。並不需要對收購日期為於應用此項經修訂準則之前之業務合併所產生之資產及負債之賬面金額作出調整。

- 由於採納了香港會計準則第27號(二零零八年修訂本)，下列會計政策變動將自二零一零年一月一日起適用：
 - 倘本集團收購一家非全資附屬公司之額外權益，有關交易將按與股東(非控股權益)以擁有人身份進行之交易入賬，及不會因該等交易而確認商譽。同樣，倘本集團出售其於附屬公司之部份權益但仍保留控制權，此交易亦將按與股東(非控股權益)以擁有人身份進行之交易入賬，及不會因該等交易而確認損益。以往本集團將該等交易分別按漸進交易及部份出售入賬處理。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

- If the Group loses control of a subsidiary, the transaction will be accounted for as a disposal of the entire interest in that subsidiary, with any remaining interest retained by the Group being recognised at fair value as if reacquired. In addition, as a result of the adoption of the amendment to HKFRS 5, if at the end of reporting period the Group has the intention to dispose of a controlling interest in a subsidiary, the entire interest in that subsidiary will be classified as held for sale (assuming that the held for sale criteria in HKFRS 5 are met) irrespective of the extent to which the Group will retain an interest. Previously such transactions were treated as partial disposals.

In accordance with the transitional provisions in HKAS 27, these new accounting policies will be applied prospectively to transactions in current or future periods and therefore previous periods have not been restated.

2. 變更會計政策(續)

- 倘本集團失去一家附屬公司之控制，有關交易將以出售全部附屬公司權益之方法處理，本集團仍然持有之餘下權益按猶如以公平值重新購回之方式確認。此外，由於採納香港財務報告準則第5號之修訂，倘本集團於報告期末有意出售附屬公司之控股權益，則不論本集團保留權益之程度，該附屬公司之全部權益將被分類為持作出售(假設符合香港財務報告準則第5號持作出售之準則)。有關交易先前會被視為部分出售。

根據香港會計準則第27號之過渡性條文，該等新會計政策將推延適用於任何現在或未來期間之交易，因此，以往期間不作重列。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

Other changes in accounting policies which are relevant to the Group's financial statements are as follows:

- As a result of the amendments to HKAS 27, as from 1 January 2010 any losses incurred by a non-wholly owned subsidiary will be allocated between the controlling and non-controlling interests in proportion to their interests in that entity, even if this results in a deficit balance within consolidated equity being attributed to the non-controlling interests. Previously, if the allocation of losses to the non-controlling interests would have resulted in a deficit balance, the losses were only allocated to the non-controlling interests if the non-controlling interests were under a binding obligation to make good the losses. In accordance with the transitional provisions in HKAS 27, this new accounting policy is being applied prospectively and therefore previous periods have not been restated.
- As a result of the amendment to HKAS 17, *Leases*, arising from the "Improvements to HKFRSs (2009)" omnibus standard, the Group has re-evaluated the classification of its interests in leasehold land as to whether, in the Group's judgement, the lease transfers substantially all the risks and rewards of ownership of the land such that the Group is in a position economically similar to that of a purchaser. The Group has concluded that the classification of such leases as operating leases continues to be appropriate, with the exception of those interests which are registered and transferable ownership interests in land located in the Hong Kong Special Administrative Region and subject to the Government's land policy of renewal without payment of additional land premium. These leasehold interests will no longer be classified by the Group as operating leases as the Group considers that it is in a position economically similar to that of a purchaser. This change in accounting policy has no material impact on the current or previous periods as the lease premiums in respect of all such leases are fully paid and are being amortised over the remaining length of the lease term.

2. 變更會計政策 (續)

其他對本集團之財務報表有關之會計政策變動如下：

- 按經修訂之香港會計準則第27號，由二零一零年一月一日起，非全資附屬公司之虧損按控股權益及非控股權益之權益比例分配，即使結果引致非控股權益有關之綜合權益為負餘額。以往如果虧損分配至非控股權益將導致虧損結餘，則該等虧損分配須於非控股權益有義務承擔損失時才能容許。為符合香港會計準則第27號之過渡性條文規定，該新會計政策將適用於未來期間，因此，以往期間之不作重列。
- 按經修訂之香港會計準則第17號「租賃」(由「香港財務報告準則之改進(二零零九年)」匯編準則而產生)，本集團已重新評估租賃土地權益之分類，並判斷租賃是否將土地擁有權之幾乎所有風險及回報轉讓，以致本集團在經濟上處於類似買方之地位。本集團認為把該等租賃分類為經營租賃仍然適合，但於已註冊並可轉讓擁有權之香港特別行政區土地及須取決於政府於續訂時不用支付額外土地溢價之土地政策之權益則除外。因本集團認為本集團與買主之經濟地位相似，這些租賃土地權益將不再被本集團分類為經營租賃。由於所有有關租賃之租賃溢價已全數支付並已按租賃期餘下之時間攤銷，此會計政策變更對本期間或過往期間並無重大影響。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

Hong Kong Interpretation 5 ("HK-Int 5"), *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause*, clarifies that term loans that include a clause that gives the lender the unconditional right to call the loans at any time ('repayment on demand clause') should be classified by the borrower as current liabilities. The Group has applied HK-Int 5 for the first time in the current year. Hong Kong Interpretation 5 requires retrospective application.

In order to comply with the requirements of Hong Kong Interpretation 5, the Group has changed its accounting policy on the classification of term loans that contain a repayment on demand clause. Under the new policy, term loans with clauses which give the lender the unconditional right to call the loan at any time are classified as current liabilities in the statement of financial position. Previously such term loans were classified in accordance with the agreed repayment schedule unless the Group had breached any of the loan covenants set out in the agreement as of the reporting date or otherwise had reason to believe that the lender would invoke its rights under the immediate repayment clause within the foreseeable future.

The new accounting policy has been applied retrospectively by re-presenting the opening balances at 1 January 2009, with consequential reclassification adjustments to comparatives for the year ended 31 December 2009. The reclassification has had no effect on consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and the Company's statement of financial position for any period presented.

2. 變更會計政策(續)

香港詮釋第5號(「香港一詮釋第5號」)·財務報表之呈列—借款人對包含隨時要求償還條款之定期貸款之分類澄清借款人應將載有賦予貸款人無條件權利隨時要求還款之條款(「可隨時要求償還條文」)之定期貸款分類為流動負債。本集團已於本年度首次應用香港一詮釋第5號。香港詮釋第5號須追溯應用。

為符合香港詮釋第5號之規定，本集團已更改分類具有可隨時要求償還條款之定期貸款之會計政策。根據新政策，有期貸款中載有貸款人可隨時無條件要求償還貸款，於財務狀況表中分類為流動負債。先前該有期貸款根據協定還款計劃分類，除非本集團於截至報告日期違反協議所載任何貸款契諾或有理由相信貸款人根據即期還款條款於可預見未來行使權利。

新會計政策於二零零九年一月一日透過呈列期初結餘獲追溯應用，並隨後就截至二零零九年十二月三十一日止年度比較數字作出重新分類調整。重新分類對所呈報之任何期間綜合損益表、綜合全面收益表、綜合權益變動表、綜合現金流量表及綜合財務狀況表並無影響。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

Effect of adoption of Hong Kong Interpretation 5 on the consolidated statement of financial position

2. 變更會計政策(續)

採納香港詮釋第5號對綜合財務狀況表的影響

		At 31 December 2010 於二零一零年 十二月三十一日 HK\$'000 千港元	At 31 December 2009 於二零零九年 十二月三十一日 HK\$'000 千港元	At 1 January 2009 於二零零九年 一月一日 HK\$'000 千港元
Increase/(decrease) in	增加/(減少)			
Current liabilities	流動負債			
Bank borrowings	銀行借款	-	441	689
Non-current liabilities	非流動負債			
Bank borrowings	銀行借款	-	(441)	(689)

3. TURNOVER

The principal activities of the Group are property investment and management, property development, property construction and provision of horticultural services.

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

3. 營業額

本集團之主要業務為物業投資及管理、物業發展、物業建造及提供園藝服務。

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

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Gross rentals from the Group's properties	來自本集團物業之租金總額	-	2,303
Gross proceeds from properties sold	來自已出售物業之所得款項總額	373,150	29,850
Revenue from provision of property management services	來自提供物業管理服務之收益	229	287
Revenue from provision of horticultural services	來自提供園藝服務之收益	3,119	3,227
		376,498	35,667

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

4. OTHER REVENUE AND NET LOSS

4. 其他收益及虧損淨額

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Other revenue	其他收益		
Interest income	利息收入		
– banks	– 銀行	231	95
– others	– 其他	12	1
Total interest income on financial assets not at fair value through profit or loss	非按公平值計入損益賬之 金融資產之利息收入總額	243	96
Dividend income from available-for-sale unlisted securities	可供出售非上市證券之 股息收入	304	–
Others	其他	166	114
		713	210
Other net loss	其他虧損淨額		
Loss on disposal of fixed assets	出售固定資產之虧損	(5)	(10)
Fair value gain on investment properties	投資物業公平值收益	30	–
Revaluation losses on buildings	樓宇重估虧損	(22)	(70)
Available-for-sale securities: reclassified from equity	可供出售證券： 自權益重新分類		
– on impairment	– 減值	(830)	(70)
Net foreign exchange loss	外匯虧損淨額	–	(986)
		(827)	(1,136)

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

5. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation is arrived at after charging/
(crediting):

5. 除稅前(虧損)/溢利

除稅前(虧損)/溢利已扣除/(計入):

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(a) Finance costs	(a) 融資成本		
Total interest expense on financial liabilities not at fair value through profit or loss:	非按公平值計入損益之金融負債利息開支總額:		
– Interest on bank borrowings wholly repayable within five years	– 須於五年內悉數償還之銀行借貸利息	751	1,506
Less: Interest expense capitalised into properties under development*	減: 發展中物業內資本化之利息開支*	(707)	(1,212)
		44	294

* The borrowing costs have been capitalised at a rate of 0.86% to 1.15% (2009: 0.84%-1.18%) per annum.

The analysis shows the finance costs of bank borrowings, including a bank loan which contains a repayment on demand clause, in accordance with the agreed scheduled repayments dates set out in the relevant loan agreement. For the years ended 31 December 2010 and 2009, the interest on bank borrowings which contain a repayment on demand clause amounted to HK\$29,000 and HK\$41,000 respectively.

* 借貸成本乃以年率0.86%至1.15% (二零零九年: 0.84%至1.18%) 予以資本化。

分析顯示根據相關貸款協議所載協定計劃還款日期計算之銀行借款(包括銀行借貸, 須按還款條款還款)之融資成本。截至二零一零年及二零零九年十二月三十一日止年度, 銀行借款利息須按還款條款還款, 分別達29,000港元及41,000港元。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

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

5. 除稅前(虧損)/溢利(續)

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(b)	Staff costs (including directors' emoluments) (b)		
	Contributions to defined contribution retirement plan (note 11)	59	69
	Salaries, wages and other benefits	4,197	3,622
		4,256	3,691
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(c)	Other items (c)		
	Amortisation of leasehold land	12	12
	Depreciation of other property, plant and equipment	1,059	1,115
	Auditors' remuneration		
	– audit services	480	445
	– tax services	–	57
	– other services	77	595
	Operating lease charges:		
	minimum lease payments		
	– hire of plant and machinery	6	9
	– hire of other assets (including property rentals)	2,827	2,747
	Rentals receivable from the Group's properties less direct outgoings of HK\$Nil (2009: HK\$1,044,000)	–	(1,259)
	Expenses incurred for the settlement arrangements in respect of certain sale transactions (see note 20(b))	56,547	–
	Cost of inventories (note 16(c))	300,734	28,923

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

6. INCOME TAX

a) Taxation in the consolidated income statement represents:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current tax – Hong Kong Profits Tax	本期稅項 – 香港利得稅		
Provision for the year	年內撥備	-	-
Current tax – Singapore Income Tax	本期稅項 – 新加坡所得稅		
Provision for the year	年內撥備	-	379
Over-provision in respect of prior years	過往年度超額撥備	-	(153)
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時差異之產生及回撥	-	(82)
Income tax expense	所得稅支出	-	144

No provision for Hong Kong Profits Tax for the year ended 31 December 2010 has been made as the Group has accumulated tax losses brought forward which exceeds the estimated assessable profits arising in Hong Kong for that year (2009: the Group has no estimated assessable profits arising in Hong Kong).

No provision for Singapore Income Tax for the year ended 31 December 2010 has been made as the Group has no estimated assessable profits arising in Singapore for that year. The provision for Singapore Income Tax for 2009 is calculated at 17% of the normal chargeable income.

6. 所得稅

a) 綜合收益表內之稅項為：

由於本集團截至二零一零年十二月三十一日止年度的累計稅項虧損超過該年度於香港產生的估計應課稅溢利(二零零九年：本集團並無於香港產生估計應課稅溢利)，故並無作出香港利得稅撥備。

由於本集團年內在新加坡並無估計應課稅溢利，故並無作出截至二零一零年十二月三十一日止年度之新加坡所得稅撥備。二零零九年新加坡所得稅撥備乃按正常應課稅收入之17%計算。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

6. INCOME TAX (CONTINUED)

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

(Loss)/profit before taxation	除稅前(虧損)/溢利
Notional tax on (loss)/profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	除稅前(虧損)/溢利之名義稅項，按有關司法權區適用於溢利之稅率計算
Tax effect of non-deductible expenses	不可扣除費用之稅務影響
Tax effect of non-taxable income	非課稅收入之稅務影響
Tax effect of unused tax losses not recognised	未確認之未用稅項虧損之稅務影響
Tax effect of prior years' tax losses utilised this year	本年動用過往年度之稅項虧損之稅務影響
Over-provision in prior years – Singapore Income Tax	過往年度超額撥備 – 新加坡所得稅
Others	其他
Actual tax expense	實際稅項開支

6. 所得稅(續)

b) 採用適用稅率計算之稅項開支與會計(虧損)/溢利對賬：

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(19,496)	85,814
(3,217)	14,180
8,077	1,351
(2,647)	(17,292)
719	2,381
(6,211)	(257)
–	(153)
3,279	(66)
–	144

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

7. DIRECTORS' EMOLUMENTS

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

7. 董事酬金

根據香港公司條例第161條披露之董事酬金如下：

		Salaries, allowances and benefits in kind 薪金、津貼 及實物利益	Discretionary bonuses 酌情花紅	Retirement scheme contributions 退休計劃供款	2010 Total 二零一零年 合計
		Directors' fee 董事袍金 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：				
Cheong Pin Chuan, Patrick	鍾斌銓	-	1,658	-	1,658
Cheong Kim Pong	鍾金榜	-	-	-	-
Cheong Sim Eng	鍾樂榮	-	-	-	-
Independent non-executive directors:	獨立非執行董事：				
Kan Fook Yee	簡福貽	120	-	-	120
Lai Hing Chiu, Dominic	黎慶超	120	-	-	120
Chan Yee Hoi, Robert	陳以海	120	-	-	120
Leung Wing Ning	梁永寧	120	-	-	120
Non-executive directors:	非執行董事：				
Lim Ghee	林義	-	-	-	-
Cheong Hooi Kheng*	鍾惠卿*	-	-	-	-
		480	1,658	-	2,138

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

7. DIRECTORS' EMOLUMENTS (CONTINUED)

7. 董事酬金(續)

	Directors' fee	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Discretionary bonuses 酌情花紅	Retirement scheme contributions 退休計劃供款	2009 Total 二零零九年合計
	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:					
Cheong Pin Chuan, Patrick 鍾斌銓	-	1,248	-	-	1,248
Cheong Kim Pong 鍾金榜	-	-	-	-	-
Cheong Sim Eng 鍾榮榮	-	-	-	-	-
Independent non-executive directors: 獨立非執行董事:					
Kan Fook Yee 簡福飴	120	-	-	-	120
Lai Hing Chiu, Dominic 黎慶超	120	-	-	-	120
Chan Yee Hoi, Robert 陳以海	120	-	-	-	120
Leung Wing Ning 梁永寧	80	-	-	-	80
Non-executive directors: 非執行董事:					
Lim Ghee 林義	-	-	-	-	-
Cheong Hooi Kheng* 鍾惠卿*	-	-	-	-	-
	440	1,248	-	-	1,688

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

* 鍾惠卿女士為林義女士之替任董事。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

8. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, one (2009: one) is a director whose emoluments are disclosed in note 7. The aggregate of the emoluments in respect of the other four (2009: four) individuals are as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他薪酬	933	958
Compensation for loss of office	離職補償	-	-
Retirement scheme contributions	退休計劃供款	40	41
		973	999

The emoluments of the four (2009: four) individuals with the highest emoluments are within the following bands:

		2010 二零一零年 Number of individuals 人數	2009 二零零九年 Number of individuals 人數
Nil – HK\$1,000,000	零 – 1,000,000 港元	4	4

9. (LOSS)/PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated (loss)/profit attributable to equity shareholders of the Company includes a loss of HK\$1,841,000 (2009: profit of HK\$54,982,000) which has been dealt with in the financial statements of the Company.

8. 最高薪酬人士

五名最高薪酬人士中，一名(二零零九年：一名)為董事，其薪酬於附註7中披露。其他四名(二零零九年：四名)人士之薪酬總額如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他薪酬	933	958
Compensation for loss of office	離職補償	-	-
Retirement scheme contributions	退休計劃供款	40	41
		973	999

四名(二零零九年：四名)最高薪酬人士之薪酬在以下範圍內：

		2010 二零一零年 Number of individuals 人數	2009 二零零九年 Number of individuals 人數
Nil – HK\$1,000,000	零 – 1,000,000 港元	4	4

9. 本公司權益持有人應佔(虧損)/溢利

本公司權益持有人應佔綜合(虧損)/溢利包括已於本公司財務報表中處理之1,841,000港元之虧損(二零零九年：溢利54,982,000港元)。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

10. (LOSS)/EARNINGS PER SHARE

a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to ordinary equity shareholders of the Company of HK\$19,496,000 (2009: profit of HK\$85,670,000) and the weighted average number of approximately 2,631,652,000 (2009: 2,544,831,000) ordinary shares in issue during the year.

In December 2009, the Company completed a rights issue, details of which are provided in note 23(b)(ii). The effect of the bonus element included within the rights issue has been included within the calculation of basic earnings per share for the year ended 31 December 2009. The effect of the rights issue was to increase the weighted average number of ordinary shares by approximately 152,420,000.

b) Diluted (loss)/earnings per share

Diluted (loss)/earnings per share is the same as basic (loss)/earnings per share as the Company does not have dilutive potential ordinary shares for the years ended 31 December 2010 and 2009.

11. DEFINED CONTRIBUTION RETIREMENT PLAN

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

10. 每股(虧損)/盈利

a) 每股基本(虧損)/盈利

每股基本(虧損)/盈利乃根據年內本公司普通股股東應佔虧損19,496,000港元(二零零九年:溢利85,670,000港元)及已發行普通股之加權平均數約2,631,652,000股(二零零九年:2,544,831,000股)計算。

二零零九年十二月,本公司完成供股,詳情載於附註23(b)(ii)。截至二零零九年十二月三十一日止年度每股基本盈利之計算已計及供股中所包含之紅利部分所產生之影響。供股之影響為增加普通股之加權平均數約152,420,000股。

b) 每股攤薄(虧損)/盈利

由於截至二零一零年及二零零九年十二月三十一日止年度本公司並無具有潛在攤薄影響之普通股,故每股攤薄(虧損)/盈利與每股基本(虧損)/盈利相同。

11. 界定供款退休計劃

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

12. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the executive directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and performance assessment, the Group has presented the following three reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Property investment and management: this segment leases the Group's properties to generate rental income and to gain from the appreciation in the properties' value in the long term, and provides building management services. Currently the Group's investment property portfolio is located entirely in Hong Kong.
- Property development: this segment develops and sells the Group's residential properties. Currently the Group's activities in this regard are carried out in Hong Kong.
- Horticultural services: this segment provides horticultural services. Currently the Group's activities in this regard are carried out in Hong Kong.

a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Company's executive directors monitor the results, assets and liabilities attributable to each reportable segment on the following bases:

12. 分類報告

本集團按不同分部劃分管理其業務，該等分部乃按業務類型（產品和服務）以及地區劃分。按照與就資源分配及表現評估而言向本公司主要營運決策者即執行董事內部呈報資料方式一致之方式，本集團呈列以下三個呈報分類。並無將任何經營分類合計以構成以下呈報分類。

- 物業投資及管理：該分類租賃本集團物業以賺取租金收入和獲取物業長期增值收益，以及提供樓宇管理服務。本集團現時投資物業組合均位於香港。
- 物業發展：該分類發展及銷售本集團住宅物業。本集團現時就此開展之所有活動均位於香港。
- 園藝服務：該分類提供園藝服務。本集團現時就此開展之所有活動均位於香港。

(a) 分類業績、資產及負債

就評估分類表現及分類間分配資源使用的資料一致之方式，本公司執行董事按以下基礎監控各報告分類之業績、資產及負債：

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

12. SEGMENT REPORTING (CONTINUED)

a) Segment results, assets and liabilities (continued)

Segment assets include all tangible, intangible assets and current assets with the exception of interests in associates, investments in financial assets, deferred tax assets and other corporate assets. Segment liabilities include trade creditors and other payable attributable to the sales activities of the individual segments and bank borrowings managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is "adjusted EBITDA" i.e., "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including investment income and "depreciation and amortisation" is regarded as including impairment losses on non-current assets. To arrive at adjusted EBITDA the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as directors' and auditors' remuneration and other corporate administration costs.

In addition to receiving segment information concerning adjusted EBITDA, management is provided with segment information concerning revenue (including inter segment sales), interest income and expense from cash balances and borrowings managed directly by the segments, depreciation, amortisation and impairment losses and additions to non-current segment assets used by the segments in their operations. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

12. 分類報告(續)

(a) 分類業績、資產及負債(續)

分類資產包括所有有形、無形資產及流動資產，惟於聯營公司權益、金融資產之投資、遞延稅項資產及其他公司資產之投資除外。分類負債包括個別分類之銷售活動應佔之貿易及其他應付賬項之準備及銀行借貸，由各分類直接管理。

收益及支出乃經參考該等分類產生之銷售額及支出(該等分類應佔之折舊或攤銷資產產生之支出除外)分配至報告分類。

用於報告分類溢利之方法為「經調整EBITDA」，即「扣除利息、稅項、折舊及攤銷前之經調整溢利」，其中「利息」包括投資收入、「折舊及攤銷」包括非流動資產之減值虧損。為達致「經調整EBITDA」，本集團之盈利乃對並非指定屬於個別分類之項目作出進一步調整，如董事及核數師之酬金以及其他公司行政開支。

除收到有關經調整EBITDA之分類資料外，管理層獲提供有關收益(包括分類間銷售)，分類直接管理之現金結餘及借貸之利息收入及支出、分類於彼等營運中使用之非流動分類資產之折舊、攤銷及減值虧損以及添置之分類資料。分類間銷售乃經參考外部人士就類似訂單制定之價格而定價。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

12. SEGMENT REPORTING (CONTINUED)

a) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments as provided to the Company's executive directors for the purposes of resource allocation and assessment of segment performance for the years end 31 December 2010 and 2009 is set out below.

		Property investment and management 物業投資及管理		Property development - Hong Kong 物業發展 - 香港		Property development - Singapore 物業發展 - 新加坡		Horticultural services 園藝服務		Total 總計	
		2010	2009	2010	2009	2010	2009	2010	2009	2010	2009
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue from external customers	來自對外客戶之收益	228	287	373,150	-	-	32,153	3,120	3,227	376,498	35,667
Inter-segment revenue	分類間收益	-	-	-	11,445	-	-	969	-	969	11,445
Reportable segment revenue	報告分類收益	228	287	373,150	11,445	-	32,153	4,089	3,227	377,467	47,112
Reportable segment profit/(loss) (adjusted EBITDA)	報告分類溢利/(虧損) (經調整 EBITDA)	131	101,252	(10,830)	(1,377)	12,461	3,956	432	770	2,194	104,601
Interest income	利息收入	-	22	140	72	-	1	-	-	140	95
Interest expenses	利息開支	-	-	-	-	-	-	-	-	-	-
Amortisation and depreciation for the year	年內攤銷及折舊	(1)	-	(3)	(2)	-	(77)	(64)	(65)	(68)	(144)
Fair value gain on investment properties	投資物業之公平值收益	30	-	-	-	-	-	-	-	30	-
Fair value gain on transfer of investment properties to properties under development	將投資物業轉至發展中物業之公平值收益	-	101,990	-	-	-	-	-	-	-	101,990
Gain on disposal of subsidiaries	出售附屬公司之收益	-	-	-	-	12,461	-	-	-	12,461	-
Expenses incurred for the settlement arrangements in respect of certain sale transactions	就若干銷售交易結算安排產生之開支	-	-	(56,547)	-	-	-	-	-	(56,547)	-
Income tax expense	所得稅支出	-	-	-	-	-	(144)	-	-	-	(144)
Reportable segment assets	報告分類資產	561	399	340,982	608,517	-	73,433	871	855	342,414	683,204
Additions to non-current segment assets during the year	年內添置非流動分類資產	83	7,010	-	-	-	53	2	-	85	7,063
Reportable segment liabilities	報告分類負債	111	78	352,846	281,582	-	856	263	164	353,220	282,680

For the year ended 31 December 2010, there was no customer with whom transactions exceeded 10% of the Group's revenue.

For the year ended 31 December 2009, revenues of approximately HK\$10,404,000, HK\$9,745,000 and HK\$9,700,000 are derived from 3 single external customers respectively, each of them contributed over 10% of total revenue of the Group. These revenues are attributable to the property development segment. No revenue was derived from these 3 single external customers for the year ended 31 December 2010.

12. 分類報告 (續)

(a) 分類業績、資產及負債 (續)

就截至二零一零年及二零零九年十二月三十一日止年度之資源分配及評估分類表現向本公司執行董事提供有關本集團報告分類之資料載於下文。

截至二零一零年十二月三十一日止年度，本集團與客戶的交易概無超過本集團收益的10%。

截至二零零九年十二月三十一日止年度，約10,404,000港元、9,745,000港元及9,700,000港元之收益分別來自三名單一對外客戶，彼等分別為本集團之總收益貢獻超過10%。該等收益均歸屬物業發展分類。截至二零一零年十二月三十一日止年度，該三名單一對外客戶並無帶來任何收益。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

12. SEGMENT REPORTING (CONTINUED)

12. 分類報告(續)

b) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities

(b) 報告分類收益、溢利或虧損、資產及負債之對賬

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Revenue	收益		
Reportable segment revenue	報告分類收益	377,467	47,112
Elimination of inter-segment revenue	抵銷分類間收益	(969)	(11,445)
Consolidated turnover	綜合營業額	376,498	35,667
Profit	溢利		
Reportable segment profit	報告分類溢利	2,194	104,601
Elimination of inter-segment profit	抵銷分類間溢利	(39)	(1,630)
Reportable segment profit derived from Group's external customers	來自本集團對外客戶之報告分類溢利	2,155	102,971
Other revenue and net loss	其他收益及虧損淨額	(144)	(926)
Gain on disposal of subsidiaries	出售附屬公司之收益	-	4,940
Depreciation and amortisation	折舊及攤銷	(1,071)	(1,127)
Finance costs	融資成本	(44)	(294)
Unallocated corporate expenses	未分配公司支出	(20,392)	(19,750)
Consolidated (loss)/profit before taxation	除稅前綜合(虧損)/溢利	(19,496)	85,814

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

12. SEGMENT REPORTING (CONTINUED)

12. 分類報告(續)

b) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities (continued)

(b) 報告分類收益、溢利或虧損、資產及負債之對賬(續)

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Assets			
	資產		
Reportable segment assets	報告分類資產	342,414	683,204
Elimination of inter-segment receivables	抵銷分類間應收款項	-	-
		342,414	683,204
Other financial assets	其他金融資產	5,050	4,780
Unallocated corporate assets	未分配公司資產	406,224	29,713
Consolidated total assets	綜合資產總額	753,688	717,697
Liabilities			
	負債		
Reportable segment liabilities	報告分類負債	353,220	282,680
Elimination of inter-segment payables	抵銷分類間應付款項	-	-
		353,220	282,680
Current tax liabilities	流動稅項負債	-	430
Unallocated corporate liabilities	未分配公司負債	8,189	14,526
Consolidated total liabilities	綜合負債總額	361,409	297,636

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

12. SEGMENT REPORTING (CONTINUED)

(c) Geographic information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's fixed assets, ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment.

12. 分類報告(續)

(c) 地區資料

下表載列有關(i)本集團銷予對外客戶之收益及(ii)本集團之固定資產(「指定非流動資產」)所在地區之資料。客戶所在地區按所提供服務或貨物送達所在地劃分。指定非流動資產所在地區按資產實際所在地點(以物業、廠房及設備而言)劃分。

		Revenue from external customers 來自對外客戶之收益		Specified non-current assets 指定非流動資產	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Hong Kong	香港	376,498	3,514	2,624	3,561
Singapore	新加坡	–	32,153	–	–
		376,498	35,667	2,624	3,561

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

13. FIXED ASSETS

a) The Group

	Buildings held for own use carried at fair value	Furniture, equipment and other fixed assets	Sub-total	Investment property	Interests in leasehold land held for own use under finance leases	Total fixed assets	Assets of disposal group classified as held for sale
	以公平值列賬之持作自用樓宇	傢俬、設備及其他固定資產	小計	投資物業	於根據融資租約持作自用租賃土地之權益	固定資產總值	分類為持作出售之出售組別資產
	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

Cost or valuation:	原值或估值：						
At 1 January 2009							
Exchange adjustments							
Additions							
Disposals							
Disposal of subsidiaries							
Transfer to assets of disposal group classified as held for sale							
Deficit on revaluation							
Less: elimination of accumulated depreciation							
Fair value adjustment							
Transfer to properties under development for sale							

At 31 December 2009							
	330	5,203	5,533	320	600	6,453	443

Representing:	相當於：						
Cost							
Valuation – 2009							
	330	5,203	5,533	320	600	6,453	443

Cost or valuation:	原值或估值：						
At 1 January 2010							
Additions							
Disposals							
Disposal of subsidiaries							
Deficit on revaluation							
Less: elimination of accumulated depreciation							
Fair value adjustment							

At 31 December 2010							
	300	5,165	5,465	350	600	6,415	-

Representing:	相當於：						
Cost							
Valuation – 2010							
	300	5,165	5,465	350	600	6,415	-

13. 固定資產

a) 本集團

	Buildings held for own use carried at fair value	Furniture, equipment and other fixed assets	Sub-total	Investment property	Interests in leasehold land held for own use under finance leases	Total fixed assets	Assets of disposal group classified as held for sale
	以公平值列賬之持作自用樓宇	傢俬、設備及其他固定資產	小計	投資物業	於根據融資租約持作自用租賃土地之權益	固定資產總值	分類為持作出售之出售組別資產
	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

Cost or valuation:	原值或估值：						
At 1 January 2009							
Exchange adjustments							
Additions							
Disposals							
Disposal of subsidiaries							
Transfer to assets of disposal group classified as held for sale							
Deficit on revaluation							
Less: elimination of accumulated depreciation							
Fair value adjustment							
Transfer to properties under development for sale							

At 31 December 2009							
	330	5,203	5,533	320	600	6,453	443

Representing:	相當於：						
Cost							
Valuation – 2009							
	330	5,203	5,533	320	600	6,453	443

Cost or valuation:	原值或估值：						
At 1 January 2010							
Additions							
Disposals							
Disposal of subsidiaries							
Deficit on revaluation							
Less: elimination of accumulated depreciation							
Fair value adjustment							

At 31 December 2010							
	300	5,165	5,465	350	600	6,415	-

Representing:	相當於：						
Cost							
Valuation – 2010							
	300	5,165	5,465	350	600	6,415	-

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

13. FIXED ASSETS (CONTINUED)

13. 固定資產(續)

a) The Group (continued)

a) 本集團(續)

	Buildings held for own use carried at fair value	Furniture, equipment and other fixed assets	Sub-total	Investment property	Interests in leasehold land held for own use under finance leases	Total fixed assets	Assets of disposal group classified as held for sale
	以公平值列賬之持作自用樓宇	傢俬、設備及其他固定資產	小計	投資物業	於根據融資租約持作自用租賃土地之權益	固定資產總值	持作出售之出售組別資產
	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
Accumulated amortisation and depreciation:	累計攤銷及折舊：						
At 1 January 2009	-	2,658	2,658	-	160	2,818	-
Exchange adjustments	-	23	23	-	-	23	-
Charge for the year	10	1,105	1,115	-	12	1,127	-
Written back on disposals	-	(449)	(449)	-	-	(449)	-
Written back on disposal of subsidiaries	-	(286)	(286)	-	-	(286)	-
Elimination on revaluation	(10)	-	(10)	-	-	(10)	-
Transfer to assets of disposal group classified as held for sale	-	(331)	(331)	-	-	(331)	331
At 31 December 2009	-	2,720	2,720	-	172	2,892	331
Accumulated amortisation and depreciation:	累計攤銷及折舊：						
At 1 January 2010	-	2,720	2,720	-	172	2,892	331
Charge for the year	8	1,051	1,059	-	12	1,071	-
Written back on disposals	-	(164)	(164)	-	-	(164)	-
Written back on disposal of subsidiaries	-	-	-	-	-	-	(331)
Elimination on revaluation	(8)	-	(8)	-	-	(8)	-
At 31 December 2010	-	3,607	3,607	-	184	3,791	-
Net book value:	賬面淨值：						
At 31 December 2010	300	1,558	1,858	350	416	2,624	-
At 31 December 2009	330	2,483	2,813	320	428	3,561	112

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

13. FIXED ASSETS (CONTINUED)

b) Revaluation of investment properties

All investment properties of the Group were revalued as at 31 December 2010 and 2009 on an open market value basis calculated by reference to recent market transactions in comparable properties. The valuations were carried out by an independent firm of surveyors, DTZ Debenham Tie Leung Limited, who have among their staff members of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued.

c) Revaluation of buildings held for own use

The buildings held by the Group for own use were revalued as at 31 December 2010 and 2009 at their open market value by reference to recent market transactions in comparable properties. The valuations were carried out by an independent firm of surveyors, DTZ Debenham Tie Leung Limited, who have among their staff members of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued.

The revaluation deficit of HK\$22,000 (2009: HK\$70,000) has been recognised in profit or loss.

Had these buildings held for own use been carried at cost less accumulated depreciation, the carrying amounts would have been HK\$473,000 (2009: HK\$492,000).

13. 固定資產(續)

b) 投資物業重估

於二零一零年及二零零九年十二月三十一日，本集團以透過參考可比物業之近期市場交易計算之公開市值基準重估所有投資物業。估值由獨立測量師戴德梁行有限公司(彼擁有屬於香港測量師學會資深會士之員工並對位於所估物業地點及類別有較近之經驗)進行。

c) 持作自用樓宇之重估

於二零一零年及二零零九年十二月三十一日，本集團參考可比物業之近期市場交易之公開市值重估持作自用樓宇。估值由獨立測量師戴德梁行有限公司(彼擁有屬於香港測量師學會資深會士之員工並對位於所估物業地點及類別有較近之經驗)進行。

重估虧絀22,000港元(二零零九年：70,000港元)已於損益表確認。

倘該等持作自用樓宇按成本減累計折舊列賬，其賬面值將為473,000港元(二零零九年：492,000港元)。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

13. FIXED ASSETS (CONTINUED)

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

13. 固定資產(續)

d) 物業賬面淨值分析如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
In Hong Kong	位於香港		
– long leases	– 長期租賃	–	–
– medium-term leases	– 中期租賃	1,066	1,078
		1,066	1,078
Representing:	相當於：		
Buildings held for own use carried at fair value	以公平值列賬之持作 自用樓宇	300	330
Investment property	投資物業	350	320
Interests in leasehold land held for own use under finance leases	於根據融資租約持作 自用租賃土地之權益	416	428
		1,066	1,078

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

14. INVESTMENTS IN SUBSIDIARIES

14. 於附屬公司之投資

		The Company 本公司	
		2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元
Unlisted shares, at cost	未上市股份，原值	1	1

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

下表僅提供主要影響本集團業績、資產或負債之附屬公司之資料。

Name of company 公司名稱	Place of incorporation and operation 註冊成立及營業地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	Proportion of ownership interests 擁有權益比例			Principal activity 主要業務
			Group's effective interest 本集團之實際權益	Held by the Company 由本公司持有	Held by a subsidiary 由一間附屬公司持有	
Cheung Kee Garden Limited 張記花園有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each and 450,000 non-voting deferred shares of HK\$1 each 100股每股面值1港元之普通股及450,000股每股面值1港元之無投票權遞延股	100%	-	100%	Investment holding and provision of horticultural services 投資控股及提供園藝服務
Donwin Property Limited 棟榮置業有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之普通股	100%	-	100%	Property investment 物業投資
Fort Property Management Limited 堡壘物業管理有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之普通股	100%	-	100%	Provision of management services 提供管理服務
Sui Chong Finance Limited 瑞昌財務有限公司	Hong Kong 香港	2 ordinary shares of HK\$10 each 2股每股面值10港元之普通股	100%	-	100%	Provision of financing and management services 提供融資及管理服務
Sui Chong International (H.K.) Limited 瑞昌國際(香港)有限公司	Hong Kong 香港	2 ordinary shares of HK\$10 each 2股每股面值10港元之普通股	100%	-	100%	Property investment 物業投資

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

14. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

14. 於附屬公司之投資(續)

Name of company 公司名稱	Place of incorporation and operation 註冊成立及 營業地點	Particulars of issued and paid-up capital 已發行及繳足 股本詳情	Proportion of ownership interests 擁有權益比例			Principal activity 主要業務
			Group's effective interest 本集團之 實際權益	Held by the Company 由本公司 持有	Held by a subsidiary 由一間附屬 公司持有	
Sui Chong International Resources Limited 瑞昌國際資源有限公司	Hong Kong 香港	1,000 ordinary shares of HK\$1 each 1,000 股每股面值 1 港元 之普通股	100%	–	100%	Provision of property management and project management services 提供物業管理及 項目管理服務
Super Homes Limited	Hong Kong 香港	100 ordinary shares of HK\$1 each and 100 non-voting deferred shares of HK\$0.3 each 100 股每股面值 1 港元之 普通股及 100 股每股面值 0.3 港元之無投票權遞延股	100%	–	100%	Property investment and development 物業投資及發展
Vision Capital Limited	Hong Kong 香港	2 ordinary shares of HK\$1 each 2 股每股面值 1 港元之普通股	100%	–	100%	Investment holding 投資控股

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

15. OTHER FINANCIAL ASSETS

15. 其他金融資產

		The Group 本集團		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Available-for-sale unlisted equity securities at fair value	按公平值可供 出售未上市 股本證券	450	1,280	-	-
Available-for-sale unlisted debt securities at fair value	按公平值可 出售未上市 債務證券	4,600	3,500	4,600	3,500
		5,050	4,780	4,600	3,500

As at 31 December 2010 and 2009, the Group's available-for-sale equity securities were individually determined to be impaired on the basis of a material decline in their fair value (see note 24(c)(ii)) below cost which indicated that the cost of the Group's investment in them may not be recovered. Impairment losses on the investment were recognised in profit or loss in accordance with the policy set out in note 1 (i) (i) (see note 4).

於二零一零年及二零零九年十二月三十一日，本集團可供出售股本證券乃按其公平值（見附註24(c)(ii)）較成本大幅下滑基準個別釐定減值，這表示集團投資成本可能無法收回。投資減值虧損乃根據附註1(i)(i)所述政策於損益表內確認（見附註4）。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

16. INVENTORIES

- a) Inventories in the consolidated statement of financial position comprise:

Horticultural plants	園藝植物
Properties under development for sale	就出售之發展中物業
Completed properties held for sale	持作出售完工物業

As at 31 December 2010 and 2009, no inventory was stated at net realisable value.

All inventories are expected to be recovered within one year.

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

In Hong Kong	香港境內
– 50 years or more	– 50年或以上

16. 存貨

- a) 列入綜合財務狀況表內之存貨包括：

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
262	249
–	487,149
281,228	–
281,490	487,398

於二零一零年及二零零九年十二月三十一日，並無存貨以可變現淨值列賬。

所有存貨預期於一年內收回。

- b) 就出售之發展中物業及持作出售之完工物業之賬面值分析如下：

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
281,228	487,149

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

16. INVENTORIES (CONTINUED)

- c) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

		Horticultural plants 園藝植物		Properties 物業		Total 總計	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Carrying amount of inventories sold	已售存貨之賬面值	577	474	300,157	28,449	300,734	28,923
Reversal of write-down of inventories	存貨撇減撥回	-	-	-	(2,029)	-	(2,029)
		577	474	300,157	26,420	300,734	26,894

For the year ended 31 December 2009, the reversal of write-down of inventories made in prior years arose due to an increase in the estimated net realisable value of properties held for sale as a result of a change in recent market transactions in comparable properties.

d) **Pledge of inventories**

As at 31 December 2009, the Group's properties under development for sale were pledged as collateral for the Group's bank borrowings, details of which are set out in note 21.

16. 存貨(續)

- c) 確認為開支及載於損益表之存貨金額分析如下：

截至二零零九年十二月三十一日止年度，由於可比物業之近期市場交易出現變動，持作出售之物業之估計可變現淨值增加，因此，過往年度之存貨撇減撥回有所增加。

d) **存貨抵押**

二零零九年十二月三十一日，本集團持作出售之發展中物業已予抵押，作為本集團銀行借貸之抵押品，詳情載於附註21。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

17. TRADE AND OTHER RECEIVABLES

17. 貿易及其他應收賬項

		The Group 本集團		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Amount due from a subsidiary	應收一間附屬公司之欠款	-	-	274,601	261,037
Trade debtors	應收貿易賬款	544	511	-	-
Receivables for monies held by the solicitor in respect of pre-sale deposits	律師就預售按金持有之應收賬款	19,863	112,675	-	-
Other debtors	其他應收賬款	111	60	-	-
Loans and receivables	貸款及應收款項	20,518	113,246	274,601	261,037
Rental and other deposits	租金及其他按金	1,610	1,475	-	-
Prepaid sales commission	預付銷售佣金	-	8,204	-	-
Other prepaid expenses	其他預付開支	2,137	577	372	372
		24,265	123,502	274,973	261,409

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

應收一間附屬公司之欠款乃無抵押、不計息且無固定還款期。

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

所有貿易及其他應收賬項，預計將於一年內收回或確認為開支。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

17. TRADE AND OTHER RECEIVABLES (CONTINUED)

(a) Ageing analysis

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

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

The Group's credit policy is set out in note 24(a).

(b) Impairment of trade debtors

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

17. 貿易及其他應收賬項(續)

(a) 賬齡分析

於貿易及其他應收賬項內，應收貿易賬款(扣除呆壞賬減值虧損)於報告期末之賬齡分析如下：

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Within 1 month	一個月以下	436	381
1 to 3 months	一至三個月	107	118
More than 3 months but less than 12 months	超過三個月 但少於十二個月	1	12
		544	511

本集團之信貸政策載於附註24(a)。

(b) 應收貿易賬款之減值

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

17. TRADE AND OTHER RECEIVABLES (CONTINUED)

(c) Trade debtors that are not impaired

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

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

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

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

17. 貿易及其他應收賬項(續)

(c) 未予減值之應收貿易賬款

個別或共同認為不予減值之應收貿易賬款之賬齡分析如下：

		The Group 本集團	
		2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元
Neither past due nor impaired	既未逾期亦未減值	436	381
Less than 1 month past due	已逾期少於一個月	79	101
More than 1 month past due	已逾期多於一個月	29	29
		108	130
		544	511

既未逾期亦未減值之應收款項乃涉及眾多近期並無拖欠記錄之客戶。

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

18. CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

		The Group 本集團		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Deposits with banks and other financial institutions	存放於銀行及其他金融機構之存款	440,259	25,022	10	24,220
Cash on hand	手頭之現金	-	1	-	-
		440,259	25,023	10	24,220
Pledged bank deposits for bank borrowings	抵押銀行借貸之銀行存款	-	(7)	-	-
Cash and cash equivalents in the statement of financial position	財務狀況表之現金及現金等價物	440,259	25,016	10	24,220
Cash and cash equivalents included in assets of disposal group held for sale	計入持作出售之出售組別資產內之現金及現金等價物	-	3,625	-	-
Cash and cash equivalents in the consolidated statement of cash flows	於綜合現金流量表之現金及現金等價物	440,259	28,641	-	-

At 31 December 2010, bank balances carry interest at market rates which range from 0.00% to 0.5% (2009: range from 0.00% to 0.01%). At 31 December 2009, pledged bank deposits carry interest rate of 0.00%. The pledged bank deposits were released upon the settlement of the relevant bank borrowings.

At 31 December 2009, pledged bank deposits represents deposits pledged to banks to secure banking facilities granted to the Group.

18. 現金及現金等價物

(a) 現金及現金等價物包括：

於二零一零年十二月三十一日之銀行結存按介乎0.00%至0.5% (二零零九年：0.00%至0.01%)之市場利率計算。於二零零九年十二月三十一日之已抵押銀行存款按0.00%之利率計息。已抵押銀行存款已於有關銀行借貸償還時解除。

於二零零九年十二月三十一日，已抵押銀行存款指已抵押予銀行以擔保本集團所獲授銀行融資之存款。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

18. CASH AND CASH EQUIVALENTS (CONTINUED)

b) Reconciliation of (loss)/profit before taxation to cash generated from operations:

18. 現金及現金等價物(續)

b) 除稅前(虧損)/溢利與經營產生現金之對賬:

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(Loss)/profit before taxation	除稅前(虧損)/溢利	(19,496)	85,814
Adjustments for:	經以下調整:		
Fair value gain on investment properties	投資物業之公平值收益	(30)	-
Fair value gain on transfer of investment properties to properties under development	轉撥投資物業至發展中物業之公平值收益	-	(101,990)
Revaluation losses on buildings	樓宇重估虧損	22	70
Depreciation	折舊	1,059	1,115
Amortisation of leasehold land	租賃土地攤銷	12	12
Impairment loss on available-for-sale unlisted securities	可供出售之非上市證券之減值虧損	830	70
Finance costs	融資成本	44	294
Interest income	利息收入	(243)	(96)
Dividend income from available-for-sale unlisted securities	可供出售未上市證券之股息收入	(304)	-
Gain on disposal of subsidiaries	出售附屬公司收益	(12,461)	(4,940)
Loss on disposal of fixed assets	出售固定資產虧損	5	10
Reversal of write down of inventories	存貨撇減撥回	-	(2,029)
Foreign exchange loss	匯兌虧損	-	1,403
Changes in working capital:	營運資金變動:		
Decrease in inventories	存貨減少	205,908	4,739
Decrease in trade and other receivables	貿易及其他應收賬項減少	99,284	2,699
Increase in trade and other payables	貿易及其他應付賬項增加	215,870	9,074
Cash generated from/(used in) operations	經營所產生/(使用)之現金	490,500	(3,755)

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

19. DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

The assets and liabilities related to Goldease Investments Limited and its subsidiaries (collectively referred to as the "Goldease Group") (part of the property development) have been presented as held for sale following the approval of the Group's management in November 2009 to sell the Goldease Group subject to certain conditions. Such disposal was completed on 25 January 2010. Further details of such disposal are disclosed in note 28.

a) Assets of disposal group classified as held for sale

		The Group 本集團 2009 二零零九年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	112
Inventories	存貨	
– properties held for sale outside Hong Kong (freehold)	– 持作出售之香港境外物業(永久產權)	69,675
Trade and other receivables	貿易及其他應收賬項	21
Cash and cash equivalents	現金及現金等價物	3,625
Total	總計	73,433

b) Liabilities of disposal group classified as held for sale

		The Group 本集團 2009 二零零九年 HK\$'000 千港元
Amount due to a substantial shareholder (note 27(b))	應付一個主要股東款項(附註27(b))	216
Trade creditors	應付貿易賬款	28
Other creditors and accrued charges	其他應付賬款及應計開支	188
Rental and other deposits received	已收租金及其他按金	424
Tax payables	應付稅項	430
Total	總計	1,286

19. 分類為持作出售之出售組別

Goldease Investments Limited及其附屬公司(統稱「Goldease集團」)之資產及負債(物業發展之一部分),已在二零零九年十一月取得本集團管理層就出售Goldease集團之批准(須遵守若干條件)後呈報為持作出售,該出售已於二零一零年一月二十五日完成。該出售的進一步詳情於附註28披露。

a) 分類為持作出售之出售組別資產

b) 分類為持作出售之出售組別負債

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

19. DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (CONTINUED)

- (c) Cumulative income or expense recognised directly in equity relating to disposal group classified as held for sale

	2009 二零零九年 HK\$'000 千港元
Foreign exchange translation adjustments	9,386

外匯匯兌調整

20. TRADE AND OTHER PAYABLES

20. 貿易及其他應付賬項

		The Group 本集團		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Trade creditors	應付貿易賬款	25,637	7,950	-	-
Retentions payable	應付保留款項	3,404	4,089	-	-
Payable for over-subscription under rights issue	供股超額認購之應付款項	-	7,468	-	7,468
Other creditors and accrued charges	其他應付賬款及應計開支	16,545	3,054	837	2,174
Payable for the refund of sales deposit in respect of the cancellation of certain sale transactions	就註銷若干銷售交易退還銷售按金之應付款項	222,519	-	-	-
Payable for the settlement arrangements in respect of certain sale transactions (note 20(b))	就若干銷售交易結算安排之應付款項(附註20(b))	56,547	-	-	-
Amount due to a substantial shareholder (note 27(b))	應付一個主要股東款項(附註27(b))	6,273	3,650	-	-
Financial liabilities measured at amortised cost	按攤銷成本列賬之財務負債	330,925	26,211	837	9,642
Forward sales deposits and instalments received	已收結轉銷售訂金及分期付款	30,043	123,957	-	-
		360,968	150,168	837	9,642

All of the trade and other payables (including amounts due to related parties), apart from the retentions payable, are expected to be settled within one year or are repayable on demand.

除應付保留款項外，所有貿易及其他應付賬項(包括應付關連人士款項)預計於一年內支付或按要求償還。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

20. TRADE AND OTHER PAYABLES (CONTINUED)

(a) Ageing analysis

Included in trade and other payables are trade creditors with the following ageing analysis as of the end of the reporting period:

Within 1 month	一個月以下
After 1 month but within 3 months	一個月後但不超過三個月
After 3 months but within 6 months	三個月後但不超過六個月
Over 6 months	超過六個月

(b) Settlement arrangements in respect of certain sale transactions

There were complaints made by purchasers of certain units of a development property of the Group. After consulting the Group's legal advisors and for commercial reasons, the Group addressed the concerns raised by these purchasers by offering them two options:

Option (1): the Group will, at its own costs and within an agreed period of time, carry out certain agreed renovation works for a purchaser and pay the purchaser a HK\$600,000 ex-gratia payment.

Option (2): the Group will pay a purchaser at 120% of the original purchase price so as to achieve the effect of cancelling the relevant sale transaction.

Based on the information available to the Group, the directors of the Company estimated the expenses incurred for the settlement arrangements under these two options to be approximately HK\$56,547,000 which were recognised in the consolidated income statement for the year ended 31 December 2010.

20. 貿易及其他應付賬項(續)

(a) 賬齡分析

於貿易及其他應付賬項內，應付貿易款項於報告期末之賬齡分析如下：

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Within 1 month	一個月以下	22,909	5,433
After 1 month but within 3 months	一個月後但不超過三個月	8	43
After 3 months but within 6 months	三個月後但不超過六個月	—	38
Over 6 months	超過六個月	2,720	2,436
		25,637	7,950

(b) 就若干銷售交易之安排結算

本集團一個發展物業若干單位買家已作投訴。經諮詢集團的法律顧問後及因商業利益考慮，本集團透過提供兩項選擇答復買家所作關注之事：

*選項(1)：*本集團將自費於協定期間內為買家進行若干協定翻整，及向買家支付額外補償金600,000港元。

*選項(2)：*本集團將按原價之120%向買家付款，從而達到取消相關銷售交易的效果。

根據本集團可供查閱資料，公司董事估計結算安排產生的支出約為56,547,000港元，該支出於截至二零一零年十二月三十一日止年度之綜合收益表中確認。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

21. BANK BORROWINGS

At 31 December 2010, the bank borrowings were repayable as follows:

21. 銀行借貸

於二零一零年十二月三十一日，銀行借貸須於以下期間償還：

	As at 31 December 2010 二零一零年 十二月三十一日 HK\$'000 千港元	The Group 本集團	
		As at 31 December 2009 二零零九年 十二月三十一日 HK\$'000 千港元 (restated) (重列)	As at 1 January 2009 二零零九年 一月一日 HK\$'000 千港元 (restated) (重列)
Carrying amount of bank loans, which do not contain a repayment on demand clause, repayable:	銀行貸款賬面值，不包括按 要求還款條款應付款項：		
Within 1 year or on demand	於一年內或於要求時償還	-	-
After 1 year but within 2 years	一年後但不超過兩年	-	128,000
After 2 years but within 5 years	兩年後但不超過五年	-	1,617
		-	145,493
Carrying amount of bank loan, which contains a repayment on demand clause, repayable based on scheduled repayment dates set out in the loan agreement:	銀行貸款賬面值，包括按 要求還款條款應付款項，根據貸款 協議所載計劃還款日期須按以下 時間還款：		
Within 1 year	一年內	260	235
After 1 year but within 2 years	一年後但不超過兩年	181	248
After 2 years but within 5 years	兩年後但不超過五年	-	441
		441	924
		441	130,541
Less: Bank loans classified under non-current liabilities	減：銀行貸款 (歸類為非流動負債)	-	(129,617)
Bank loans classified under current liabilities	銀行貸款(歸類為流動負債)	441	924

The interest-bearing bank borrowings, including the term loans repayable on demand, are carried at amortised cost. None of the portion of bank loan due for repayment after one year which contains a repayment on demand clause is expected to be settled within one year.

計息銀行借貸(包括按
要求償還之有期貸款)乃按攤銷成本列賬。銀行貸款為按還款條款還款，概無於一年後到期，預期一年內結付。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

21. BANK BORROWINGS (CONTINUED)

At 31 December 2010, the bank borrowings were secured as follows:

Bank loan	銀行貸款
– Secured	– 有抵押
– Unsecured	– 無抵押

At 31 December 2009, the bank facilities of certain subsidiaries were secured by:

- i) fixed charges over the properties under development for sale with carrying amount of HK\$487,149,000 as at 31 December 2009;
- ii) fixed charges over certain of the Group's properties situated in Singapore with an aggregate carrying value of HK\$48,508,000;
- iii) assignment of insurance, sale and rental proceeds of the aforementioned properties situated in Hong Kong and Singapore;
- iv) charges over certain of the Group's bank deposits of HK\$7,000;

21. 銀行借貸(續)

於二零一零年十二月三十一日，銀行借貸的抵押情況如下：

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
–	145,493
441	689
441	146,182

於二零零九年十二月三十一日，若干附屬公司之銀行融資額由下列各項抵押：

- i) 於二零零九年十二月三十一日，賬面值為487,149,000港元之就出售之發展中物業之固定抵押；
- ii) 賬面總值為48,508,000港元之本集團若干位於新加坡之物業之固定抵押；
- iii) 轉讓上述位於香港及新加坡之物業之保險、銷售及租金所得款項；
- iv) 本集團若干銀行存款7,000港元之抵押；

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

21. BANK BORROWINGS (CONTINUED)

- v) subordination and assignment of intra-group and shareholders' loans to certain wholly-owned subsidiaries of the Group in favour of the banks;
- vi) floating charges over the assets of Super Homes Limited ("SHL"), a subsidiary of the Group;
- vii) share mortgages over the entire issued share capital of SHL; and
- viii) corporate guarantees given by the Company.

At 31 December 2010, the effective interest rates for the floating rate bank borrowings range from 0.86% to 5% (2009: 0.87% to 5%) per annum.

All the remaining bank borrowings as at 31 December 2010 and 2009 are denominated in Hong Kong dollars.

The bank borrowings are floating rate borrowings which carry interest at Hong Kong Dollars Prime Lending Rate (2009: HIBOR plus 0.79% or Hong Kong Dollars Prime Lending Rate).

21. 銀行借貸(續)

- v) 以銀行為受益人將集團間及授予本集團若干全資附屬公司之股東貸款改為後償及予以轉讓；
- vi) Super Homes Limited (「SHL」) (本集團附屬公司)之資產之浮動抵押；
- vii) 就SHL之全部已發行股本之股份抵押；及
- viii) 本公司作出之公司擔保。

於二零一零年十二月三十一日，按浮動利率計息之銀行借貸之實際利率介乎於每年0.86厘至5厘(二零零九年：0.87厘至5厘)。

於二零一零年及二零零九年十二月三十一日所有餘下銀行借貸均以港元計值。

銀行借貸乃浮動利率借貸，按港元優惠貸款利率計息(二零零九年：按香港銀行同業拆息加0.79厘或港元優惠貸款利率計息)。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

22. INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION

- a) Income tax recoverable/ (payable) in the consolidated statement of financial position represents:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Provision for Hong Kong Profits Tax	香港利得稅年度撥備	-	-
	for the year		

- b) **Deferred tax liabilities recognised:**

The components of deferred tax liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

		The Group 本集團		
		Revaluation of investment property HK\$'000 千港元	Fair value adjustment for properties held for sale 持作出售 物業之公平值 調整 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	-	83	83
Exchange adjustments	匯兌調整	-	(1)	(1)
Credited to profit or loss	損益表內計入	-	(82)	(82)
At 31 December 2009, 1 January 2010 and 31 December 2010	於二零零九年 十二月三十一日、 二零一零年一月一日 及二零一零年 十二月三十一日	-	-	-

22. 財務狀況表內之所得稅

- a) 綜合財務狀況表內之可收回/(應付)所得稅指:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Provision for Hong Kong Profits Tax	香港利得稅年度撥備	-	-
	for the year		

- b) **已確認之遞延稅項負債:**

綜合財務狀況表內已確認遞延稅項負債之成分及年內變動如下:

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

22. INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION (CONTINUED)

b) Deferred tax liabilities recognised: (Continued)

Net deferred tax liabilities recognised on the consolidated statement of financial position	綜合財務狀況表內 確認之遞延稅項 負債淨額
---	-----------------------------

c) Deferred tax assets not recognised

i) The Group

In accordance with the accounting policy set out in note 1(p), at 31 December 2010, the Group has not recognised deferred tax assets in respect of cumulative tax losses of HK\$235,532,000 (2009: HK\$339,799,000) as it is not probable that future taxable profits against which the tax losses can be utilised will be available in the relevant tax jurisdiction and for the respective entity. The tax losses do not expire under current tax legislation.

ii) The Company

At 31 December 2010, the Company has cumulative tax losses of HK\$15,684,000 (2009: HK\$14,312,000) available for set-off against future taxable profits for an unlimited period of time. No deferred tax asset has been recognised in respect of such cumulative tax losses as it is not probable that future taxable profits against which the tax losses can be utilized will be available in the relevant tax jurisdiction and such tax losses are subject to the agreement with the tax authority.

22. 財務狀況表內之所得稅(續)

b) 已確認之遞延稅項負債：(續)

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
-	-

c) 未確認之遞延稅項資產

i) 本集團

根據附註1(p)所載之會計政策，於二零一零年十二月三十一日，本集團並無就235,532,000港元(二零零九年：339,799,000港元)之累計稅項虧損確認遞延稅項資產，因為在有關之稅務司法權區及對於相關實體不大可能產生未來應課稅溢利以作稅項虧損抵銷之用。根據現行稅務法規，該等稅項虧損並未到期。

ii) 本公司

於二零一零年十二月三十一日，本公司可供抵銷未來應課稅溢利之無限期限累計稅項虧損為15,684,000港元(二零零九年：14,312,000港元)。未就該等累計稅項虧損確認遞延稅項資產，因為在有關之稅務司法權區不大可能產生未來應課稅溢利以作稅項虧損抵銷之用，且該等稅項虧損須待稅務當局同意，方可作實。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

23. CAPITAL AND RESERVES

a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

The Company

		本公司						
		Share capital	Share premium	Capital redemption reserve	Contributed surplus	Fair value reserve	Accumulated losses	Total
		股本	股份溢價	資本贖回儲備	撥入盈餘	公平值儲備	累計虧損	總計
		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
At 1 January 2009	於二零零九年一月一日	119,620	-	121	234,897	-	(147,209)	207,429
Shares issued upon rights issue	供股發行之股份	11,962	4,785	-	-	-	-	16,747
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	330	54,982	55,312
At 31 December 2009	於二零零九年十二月三十一日	131,582	4,785	121	234,897	330	(92,227)	279,488
At 1 January 2010	於二零一零年一月一日	131,582	4,785	121	234,897	330	(92,227)	279,488
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	1,100	(1,841)	(741)
At 31 December 2010	於二零一零年十二月三十一日	131,582	4,785	121	234,897	1,430	(94,068)	278,747

23. 資本及儲備

a) 權益組成部分之變動

本集團之綜合權益各組成部分之期初與期末結餘之對賬載於綜合權益變動表。本公司權益之個別組成部分於年初及年末之變動詳情載於下文：

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

23. CAPITAL AND RESERVES (CONTINUED)

23. 資本及儲備(續)

b) Share capital

b) 股本

i) Authorised and issued share capital

i) 法定及已發行股本

		2010 二零一零年		2009 二零零九年	
		No. of shares 股份數目	Nominal value 面值	No. of shares 股份數目	Nominal value 面值
		'000 千股	HK\$'000 千港元	'000 千股	HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.05 each	每股面值0.05 港元之普通股	3,000,000	150,000	3,000,000	150,000
Ordinary shares, issued and fully paid:	普通股，已發行 及繳足：				
At 1 January	於一月一日	2,631,652	131,582	2,392,411	119,620
Shares issued upon rights issue	供股發行之股份	-	-	239,241	11,962
At 31 December	於十二月三十一日	2,631,652	131,582	2,631,652	131,582

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

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

ii) Shares issued upon rights issue

On 30 December 2009, the Company issued 239,241,098 rights shares of HK\$0.05 par value each on the basis of one rights share for every ten shares held at a subscription price of HK\$0.07 per rights share.

ii) 供股發行之股份

於二零零九年十二月三十日，本公司按每十股股份獲發一股供股股份之基準發行239,241,098股每股票面值為0.05港元之供股股份，認購價為每股供股股份0.07港元。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

23. CAPITAL AND RESERVES (CONTINUED)

c) Nature and purpose of reserves

- i) Share premium and capital redemption reserve*
The application of the share premium account and capital redemption reserve is governed by the Bermuda Companies Act.
- ii) Contributed surplus*
The contributed surplus of the Company represents the difference between the nominal value of the shares issued by the Company and the aggregate of the share capital and the share premium accounts of the subsidiaries acquired. Under the Companies Act 1981 of Bermuda (as amended), the Company may make distributions to its members out of contributed surplus in certain circumstances.
- iii) Exchange reserve*
The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 1(s).
- iv) Fair value reserve*
The fair value reserve comprises the cumulative net change in the fair value of available-for-sale securities held at the end of the reporting period and is dealt with in accordance with the accounting policies set out in notes 1(e) and (i).

d) Distributability of reserves

At 31 December 2010, the aggregate amount of reserves available for distribution to equity shareholders of the Company was HK\$140,829,000 (2009: HK\$142,670,000).

23. 資本及儲備 (續)

c) 儲備性質及用途

- i) 股份溢價與資本贖回儲備*
股份溢價賬及資本贖回儲備之運用受百慕達公司法監管。
- ii) 繳入盈餘*
本公司繳入盈餘指本公司已發行股本之面值與所收購附屬公司之股本及股份溢價賬總額之差額。根據百慕達一九八一年公司法(經修訂)，本公司於若干條件下可向其成員公司分配繳入盈餘。
- iii) 匯兌儲備*
匯兌儲備包含所有因換算海外業務財務報表產生之匯兌差額。該儲備按附註1(s)所載會計政策處理。
- iv) 公平值儲備*
公平值儲備包含於報告期末持有之可供出售證券公平值之累計變動淨額，按附註1(e)及(i)所載之會計政策處理。

d) 分配儲備

於二零一零年十二月三十一日，可分配予本公司權益持有人之儲備總額為140,829,000港元(二零零九年：142,670,000港元)。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

23. CAPITAL AND RESERVES (CONTINUED)

e) Capital management

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

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

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

During 2010, the Group's strategy, which was unchanged from 2009, was to maintain the net debt-to-capital ratio at below 60%.

23. 資本及儲備(續)

e) 資本管理

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

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

和其他業界慣例一樣，本集團以淨負債對資本比率為基準監察其資本架構。為此本集團之債務淨額按總債務(包括計息貸款及借貸、其他金融負債)減去現金及銀行結餘計算。資本包含所有股本成分。

於二零一零年內，本集團之策略與二零零九年沒有改變，乃維持債務淨額對資本比率低於60%。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

23. CAPITAL AND RESERVES (CONTINUED)

e) Capital management (Continued)

The net debt-to-capital ratio at 31 December 2010 and 2009 was as follows:

23. 資本及儲備 (續)

e) 資本管理 (續)

於二零一零年及二零零九年十二月三十一日之債務淨額對資本比率如下：

	Note 附註	The Group 本集團		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Total debt:					
Financial liabilities of disposal group classified as held for sale	19	-	432	-	-
Financial liabilities included in trade and other payables	20	330,925	26,211	837	9,642
Bank borrowings	21	441	146,182	-	-
		331,366	172,825	837	9,642
Less: Pledged bank deposits	18	-	(7)	-	-
Cash and cash equivalents	18	(440,259)	(25,016)	(10)	(24,220)
Cash and cash equivalents of disposal group classified as held for sale	19	-	(3,625)	-	-
Net (deposits)/debt		(108,893)	144,177	827	(14,578)
Capital		392,279	420,061	278,747	279,488
Net debt-to-capital ratio		N/A 不適用	34%	0%	N/A 不適用

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

23. CAPITAL AND RESERVES (CONTINUED)

e) Capital management (Continued)

At 31 December 2010, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

At 31 December 2009, as covenanted in the bank loan agreement between a bank and a subsidiary of the Company, the Group is required to maintain the ratio of “consolidated net total interest bearing debts” to “consolidated tangible net worth” not exceeding 80%. For the purpose of this capital requirement, “consolidated net total interest-bearing debts” is defined as the aggregate of interest-bearing borrowings less the aggregate of cash and cash equivalent balance of the Group and “consolidated tangible net worth” is defined as the aggregate of the amount paid up or credited as paid up on the issued share capital of the Company plus share premium, retained earnings or reserves less the intangible assets and non-controlling interests of the Group.

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

23. 資本及儲備(續)

e) 資本管理(續)

於二零一零年十二月三十一日，本公司或其任何附屬公司毋須遵守外部施加的資本規定。

於二零零九年十二月三十一日，如銀行與本公司附屬公司所訂立之銀行貸款協議所訂明，本集團須維持「綜合計息債務淨額總值」與「綜合有形資產淨值」比率於不超過80%之水準。就該資本規定而言，「綜合計息債務淨額總值」定義為本集團的計息借貸減去現金及現金等價物結餘總額的總值，而「綜合有形資產淨值」則定義為本公司已發行股本的已繳足或計入為已繳足的款項加上本集團的股份溢價、保留溢利或儲備減無形資產及非控股權益的總額。

除上述者外，本公司或其任何附屬公司毋須遵守外部施加的資本規定。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

24. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

a) Financial risk factor

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

i) Credit risk

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

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

Cash is placed with financial institution with good credit rating.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, the Group has no significant concentration of credit risk.

24. 金融風險管理及公平值

a) 金融風險因素

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

i) 信貸風險

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

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

現金存放於信貸評級良好的金融機構。

本集團面對之信貸風險主要受各客戶之個別特性而非客戶經營所在行業及國家所影響，因此重大集中信貸風險主要於本集團於個別客戶有重大風險時出現。於報告期末，本集團並無重大集中信貸風險。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

24. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

a) Financial risk factor (Continued)

i) Credit risk (Continued)

The maximum exposure to credit risk without taking into account of any collateral held is represented by the carrying amount of each financial asset in the statement of financial position after deducting any impairment allowance. Except for the financial guarantees given by the Group and the Company as set out in note 26(a), the Group does not provide any other guarantees which would expose the Group or the Company to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the end of the reporting period is disclosed in note 26(a).

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 17.

ii) Liquidity risk

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

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

24. 金融風險管理及公平值(續)

a) 金融風險因素(續)

i) 信貸風險(續)

在未考慮所持有之任何抵押品情況下，最大信貸風險乃經扣減任何減值撥備後於財務狀況表之各項金融資產之賬面值。除附註26(a)所載本集團及本公司提供之財務融資以外，本集團並無提供任何其他擔保而致使本集團或本公司將承受信貸風險。有關該等財務擔保於報告期末之最大信貸風險載於附註26(a)。

有關本集團因貿易及其他應收賬項所產生之信貸風險之進一步定量披露資料載於附註17。

ii) 流動資金風險

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

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

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

24. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

a) Financial risk factor (Continued)

ii) Liquidity risk (Continued)

Specifically, for bank loan which contains a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, that is if the bank was to invoke its unconditional rights to call the loan with immediate effect. The maturity analysis for other bank borrowings is prepared based on the scheduled repayment dates.

24. 金融風險管理及公平值(續)

a) 金融風險因素(續)

ii) 流動資金風險(續)

尤其是，就載有銀行可單獨酌情行使之按還款條款還款之銀行貸款而言，分析顯示根據公司須按要求還款之最早期間計算之現金流出，惟倘銀行觸發無條件即期償還貸款之權利。其他銀行借款到期日分析乃根據計劃還款日期編製。

		2010 二零一零年				2009 二零零九年 (restated) (重列)			
		Contractual undiscounted cash outflow 合約未折現現金流				Contractual undiscounted cash outflow 合約未折現現金流			
		Within 1 year or on demand	More than 1 year but less than 2 years	Total	Carrying amount at 31 Dec 於十二月 三十一日之 賬面值	Within 1 year or on demand	More than 1 year but less than 2 years	Total	Carrying amount at 31 Dec 於十二月 三十一日之 賬面值
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
Bank loan subject to a repayment on demand clause	具有須按要求還款條款之銀行貸款	441	-	441	441	689	-	689	689
Other bank borrowings	其他銀行借貸	-	-	-	-	146,454	-	146,454	145,493
Creditors and accrued charges	應付賬款及應計開支	324,652	-	324,652	324,652	18,472	4,089	22,561	22,561
Amount due to a related company	應付一間關連公司款項	6,273	-	6,273	6,273	3,650	-	3,650	3,650
Financial liabilities of disposal group classified as held for sale	分類為持作出售組別之金融負債	-	-	-	-	432	-	432	432
		331,366	-	331,366	331,366	169,697	4,089	173,786	172,825
Financial guarantees issued: Maximum amount guaranteed (note 26(a))	已發出之金融擔保：已擔保的最大金額(附註 26(a))	59	-	59	-	185	-	185	-

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

24. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

a) Financial risk factor (Continued)

ii) Liquidity risk (Continued)

The table that follows summarises the maturity analysis of bank loan with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreement. The amounts include interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period. As a result, these amounts were greater than the amounts disclosed in the “on demand” time band in the maturity analysis contained in the above maturity analysis. Taking into account the Group’s financial position, the directors do not consider that it is probable that the bank will exercise its discretion to demand immediate repayment. The directors believe that such bank loan will be repaid in accordance with the scheduled repayment dates set out in the loan agreement.

24. 金融風險管理及公平值(續)

a) 金融風險因素(續)

ii) 流動資金風險(續)

下表為根據貸款協議所載協定計劃還款之按要求還款條款之銀行貸款到期日分析概要。金額包括使用合約利率(或倘為浮動利率,則按報告期末當日的利率)計算之利息款項。因此,該等金額大於上文到期日分析所載到期日分析「按要求」時段披露之金額。經計及本集團財務狀況,董事認為,銀行不大可能行使其酌情權要求即期還款。董事相信,該等銀行貸款將根據貸款協議所載計劃還款日期償付。

Maturity Analysis – Bank loan subject to a repayment on demand clause

based on scheduled repayments

到期日分析—根據計劃還款之按要求還款條款之銀行貸款

	On demand	Within 1 year	More than 1 year but	More than 2 years but	More than 5 years	Total undiscounted cash outflows
			less than 2 years	less than 5 years		
	按要求	一年內	一年以上 兩年以下	兩年以上 五年以下	五年以上	未折現現金 流出總額
	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
31 December 二零一零年 2010 十二月三十一日	-	276	184	-	-	460
31 December 二零零九年 2009 十二月三十一日	-	277	276	184	-	737

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

24. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

a) Financial risk factor (Continued)

ii) Liquidity risk (Continued)

24. 金融風險管理及公平值(續)

a) 金融風險因素(續)

ii) 流動資金風險(續)

		The Company 本公司					
		2010 二零一零年			2009 二零零九年		
		Contractual undiscounted cash outflow 合約未折現現金流			Contractual undiscounted cash outflow 合約未折現現金流		
		Within 1 year or on demand	Total	Carrying amount at 31 Dec 於十二月 三十一日之 賬面值	Within 1 year or on demand	Total	Carrying amount at 31 Dec 於十二月 三十一日之 賬面值
		一年內或 按要求	總額	賬面值	一年內或 按要求	總額	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Creditors and accrued charges	應付賬款及應計開支	837	837	837	9,642	9,642	9,642
Financial guarantees issued: Maximum amount guaranteed (note 26(a))	已發出之金融擔保: 已擔保的最大金額 (附註 26(a))	59	59	-	145,185	145,185	-

iii) Interest rate risk

The Group's interest rate risk arises primarily from bank borrowings. The interest rates and maturity information of the Group's bank borrowings are disclosed in note 21.

iii) 利率風險

本集團之利率風險主要來自銀行借貸。本集團之銀行借貸之利率及到期情況於附註 21 披露。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

24. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

a) Financial risk factor (Continued)

iii) Interest rate risk (Continued)

Sensitivity analysis

At 31 December 2010, it is estimated that a general increase/decrease of 1 percentage in interest rates, with all other variables held constant, would decrease/increase the Group's result after tax and retained profits by approximately HK\$4,000 (2009: HK\$6,000). Other components of consolidated equity would not be affected (2009: HK\$Nil) by changes in interest rates.

The sensitivity analysis above indicates that the impact on the Group's result after tax (and retained profits) is estimated as an annualised impact on interest expense of such a change in interest rates, which exposes the Group to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period. The analysis is performed on the same basis for 2009.

iv) Currency risk

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

The Group's exposure to currency risk is insignificant.

24. 金融風險管理及公平值(續)

a) 金融風險因素(續)

iii) 利率風險(續)

敏感度分析

於二零一零年十二月三十一日，在所有其他不定因素維持不變之情況下，估計整體加息／減息1個百分點將令本集團之除稅後業績及保留溢利減少／增加約4,000港元(二零零九年：6,000港元)。綜合股本之其他部份將不受利率變動影響(二零零九年：零港元)。

上述敏感度分析顯示對本集團除稅後之業績(及保留溢利)之影響乃估算為對該利率變動之利息開支之年度影響，其令本集團承受來自本集團於報告期末所持浮息非衍生工具之現金流利率風險。分析乃根據與二零零九年相同基準進行。

iv) 貨幣風險

貨幣風險來自以不同於個別實體的功能性貨幣計量的外幣金融工具。

本集團面對之貨幣風險並不重大。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

24. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

b) Fair values

i) Financial instruments carried at fair value

The following table presents the carrying value of financial instruments measured at fair value at the end of the reporting period across the three levels of the fair value hierarchy defined in HKFRS 7 "Financial Instruments: Disclosures", with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

- Level 1 (highest level): fair values measured using quoted prices (unadjusted) in active markets for identical financial instruments.
- Level 2: fair values measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data.
- Level 3 (lowest level): fair values measured using valuation techniques in which any significant input is not based on observable market data.

2010

二零一零年

24. 金融風險管理及公平值(續)

b) 公平值

i) 按公平值列賬的金融工具

下表呈列在報告期末，按香港財務報告準則第7號金融工具：披露事項所釐定的公平值等級制度的三個等級中，以公平值計量的金融工具之保留價值，每項被分類的金融工具之公平值全數乃基於輸入的最低等級，有關輸入對公平值計量相當重要。有關等級詳情如下：

- 第1級(最高等級)：利用在活躍市場中相同金融工具的報價(未經調整)計算公平值。
- 第2級：利用在活躍市場中類似金融工具的報價，或所有重要輸入均直接或間接基於可觀察市場數據的估值技術，計算公平值。
- 第3級(最低等級)：利用任何重要輸入並非基於可觀察市場數據的估值技術計算公平值。

	The Group 本集團				The Company 本公司			
	Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 合計	Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 合計
	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	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Assets								
Available-for-sale unlisted equity securities								
可供出售非上市股本證券	-	450	-	450	-	-	-	-
Available-for-sale unlisted debt securities	4,600	-	-	4,600	4,600	-	-	4,600
可供出售非上市股本證券	4,600	450	-	5,050	4,600	-	-	4,600

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

24. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

b) Fair values (Continued)

i) *Financial instruments carried at fair value (Continued)*

During the year there were no significant transfers between instruments in Level 1 and Level 2.

ii) *Fair values of financial instruments carried at other than fair value*

The carrying amounts of the Group's and the Company's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2010 and 2009.

c) Estimation at fair values

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

i) *Securities*

Fair value for the unlisted equity investments are estimated using the applicable fair value measurement of the relevant assets and liabilities of the investee. Fair value of unlisted debt securities is based on observable market data at the end of the reporting period without any deduction for transaction costs.

ii) *Interest-bearing loans and borrowings*

The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

24. 金融風險管理及公平值(續)

b) 公平值(續)

i) 按公平值列賬的金融工具(續)

於年內，第一級及第二級工具概無重大轉讓。

ii) 按公平值以外價值列賬的金融工具公平值

本集團及本公司的金融工具的賬面值乃按原值或攤銷成本列賬，且與其於二零一零年及二零零九年十二月三十一日的公平值無重大出入。

c) 公平值的估計

以下概述於估計金融工具公平值時所使用之主要方法及假設。

i) 證券

非上市證券投資之公平值乃採用投資人之相關資產與負債之適用公平值法估計。非上市債務證券的公平值乃按報告期末的可觀察市場數據計值，且不會就任何交易成本作扣減。

ii) 計息貸款及借貸

公平值乃按以類似金融工具之現時市場利率折現之未來現金流量之現值估計。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

25. COMMITMENTS

- a) Commitments in respect of the Group's properties under redevelopment for sale outstanding at 31 December 2010 and 2009 not provided for in the consolidated financial statements were as follows:

Authorised and contracted for but not provided for	已授權及已訂約 但未撥備
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- b) In prior year, the Group leased out properties held for sale under operating leases. With the disposal of Goldease Group, the Group did not lease out any properties held for sale under operating leases.

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

The Group as lessor

Within 1 year	一年以內
After 1 year but within 5 years	一年以上及五年以內

25. 承擔

- a) 綜合財務報表中未予撥備及於二零一零年及二零零九年十二月三十一日未償還與本集團持作出售之發展中物業有關之承擔如下：

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
–	81,699

- b) 去年，本集團根據經營租約出租持有作銷售之物業。隨著出售Goldease集團，本集團並無根據經營租約出租任何持有作銷售之物業。

本集團根據不可撤銷經營租約之未來應收最低租金總額如下：

本集團作為出租人

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
–	1,797
–	423
–	2,220

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

25. COMMITMENTS (CONTINUED)

- c) Apart from the above leases, the Group is the lessee in respect of a number of properties held under operating leases. The leases typically run for an initial period of one to three years, with an option to renew the lease when all terms are renegotiated. None of the leases includes contingent rentals.

At 31 December 2010, the total future minimum lease payments under non-cancellable operating leases in respect of office properties and office equipment are payable as follows:

The Group as lessee

Within 1 year	一年以內
After 1 year but within 5 years	一年以後但在五年以內

- d) At 31 December 2010 and 2009, the Company had no material commitments.

25. 承擔(續)

- c) 除以上租賃外，本集團為數項根據經營租約持有之物業之承租人。該等租賃之初始年期通常為一至三年，可選擇重新磋商所有條款後續約。該等租賃概無包含或然租金。

於二零一零年十二月三十一日，有關辦公室物業及辦公室設備之不可撤銷經營租約項下之未來應付最低租金總額如下：

本集團作為承租人

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Within 1 year	3,074	2,877
After 1 year but within 5 years	1,314	4,206
	4,388	7,083

- d) 於二零一零年及二零零九年十二月三十一日，本公司概無重大承擔。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

26. CONTINGENT ASSETS AND LIABILITIES

a) Financial guarantees issued

At the end of the reporting period, the Company issued the following guarantees:

- i) At 31 December 2010, the Company had given a corporate guarantee to a bank for issuing a letter of indemnity to a third party in respect of a contract undertaken by a wholly-owned subsidiary to the extent of approximately HK\$134,000 (2009: HK\$268,000). The extent of such facility utilised by the third party at the end of the reporting period amounted to approximately HK\$59,000 (2009: HK\$185,000).
- ii) At 31 December 2009, the Company had given unconditional guarantees to banks to secure loan facilities made available to certain wholly-owned subsidiaries to the extent of approximately HK\$284 million. The extent of such facilities utilized by these subsidiaries at the end of the reporting period amounted to approximately HK\$145 million. No such guarantees existed at 31 December 2010.

The Company has not recognised any deferred income in respect of the above guarantees issued because the fair value of these guarantees was insignificant. As at the end of the reporting period, the directors of the Company do not consider it probable that a claim will be made against the Company under any of the guarantees.

26. 或然資產及負債

a) 已發出之融資擔保

於報告期末，本公司已發出以下擔保：

- i) 於二零一零年十二月三十一日，本公司已就一間全資附屬公司所承擔之合約向第三方發出保函，向銀行作出公司擔保約134,000港元(二零零九年：268,000港元)。於報告期末，第三方已動用該等融資中約59,000港元(二零零九年：185,000港元)。
- ii) 於二零零九年十二月三十一日，本公司已向銀行提供無條件擔保，以擔保若干全資附屬公司約284,000,000港元之信貸融資。於報告期末，該等附屬公司已動用該等融資中約145,000,000港元。於二零一零年十二月三十一日，並不存在該等擔保。

本公司未就上述已發行擔保確認任何遞延收入，此乃由於該等擔保之公平值並不重大。於報告期末，本公司董事認為就任何擔保而對本公司構成賠償之機會不大。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

26. CONTINGENT ASSETS AND LIABILITIES (CONTINUED)

b) Contingent liability in respect of a claim

At 31 December 2010, a subsidiary of the Company was involved in a dispute in connection with the contract for the foundation work on the redevelopment of residential properties in Hong Kong. As claimed by the contractor, the total expected additional construction costs may amount to approximately HK\$16.19 million (2009: HK\$16.19 million). The Company is of the view that the claim is based on unreasonable and invalid grounds and therefore unfounded. The directors of the Company are of the view that this claim will not have a material adverse impact on the financial position of the Group. No provision has therefore been made in respect of this claim.

Except for the aforesaid, the Group and the Company do not have any material contingent liabilities as at 31 December 2010 and 2009.

26. 或然資產及負債(續)

b) 有關申索之或然負債

於二零一零年十二月三十一日，本公司一間附屬公司牽涉一宗有關重建香港住宅物業之地基工程合約之爭議。如承建商所申索，預計額外之建築成本總額約達16,190,000港元(二零零九年：16,190,000港元)。本公司認為，有關申索之理由並不合理及無效，故並無實際理據。本公司董事認為，是項申索不會對本集團之財務狀況產生重大不利影響，故並無就是項申索作出撥備。

除上文所述者外，本集團及本公司於二零一零年及二零零九年十二月三十一日概無任何重大或然負債。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

27. MATERIAL RELATED PARTY TRANSACTIONS

a) Key management personnel remuneration

All members of key management personnel are the directors of the Company, and the remuneration for them is disclosed in note 7.

b) Financing arrangements

27. 重要關連人士交易

a) 主要管理人員酬金

全部主要管理人員均為本公司董事，其酬金披露於附註7。

b) 融資安排

	Note 附註	Amounts owed to related parties As at 31 December 結欠關聯人士款項 於十二月三十一日		Related interest (expenses)/income Year ended 31 December 相關利息(支出)/收入 截至十二月三十一日止年度	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Due to a substantial shareholder	(i)	6,273	3,650	-	-
Due to a substantial shareholder as included in liabilities of disposal group held for sale	(i)	-	216	-	-

Note:

- i) The outstanding balances with these related parties are unsecured, interest-free and have no fixed repayment terms. The amounts owed to related parties are included in "Trade and other payables" (note 20) and "Liabilities of disposal group classified as held for sale" (note 19).

Details of new loans and loans repaid during the period are disclosed in the consolidated statement of cash flows.

附註：

- i) 該等關聯人士之未償還結餘乃無抵押、不計息及無固定還款期。結欠關聯人士之款項乃計入「貿易及其他應付賬項」(附註20)及「分類為持作出售的出售組別負債內」(附註19)。

期內新增貸款及已償還貸款之詳情乃披露於綜合現金流量表。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

27. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

c) Other related party transactions

- i) On 16 November 2009, the Group entered into an agreement with Hong Fok Corporation Limited ("HFC"), the ultimate holding company of the Company from 1 August 2007 to 15 December 2009 and a substantial shareholder from 16 December 2009 onwards, pursuant to which the Group agreed to sell and HFC agreed to purchase the Group's interest in Goldease Group at the cash consideration of S\$10,150,000 (equivalent to approximately HK\$56,434,000). The transaction was completed on 25 January 2010 and resulted in a gain of approximately HK\$12,461,000 on such disposal (see note 28). In the opinion of the Company's directors, this transaction was conducted on normal commercial terms and in the ordinary course of the Group's business.
- ii) On 8 October 2009, the Group entered into an agreement with HFC pursuant to which the Group agreed to sell and HFC agreed to purchase the Group's interests in Maincon (Building) Pte Ltd and its subsidiary (collectively referred to as "Maincon Group") at the cash consideration of S\$1. The transaction was completed on 12 October 2009 and resulted in a gain of approximately HKD4,940,000 on such disposal (see note 28). In the opinion of the Company's directors, this transaction was conducted on normal commercial terms and in the ordinary course of the Group's business.

27. 重要關連人士交易(續)

c) 其他關連人士交易

- i) 於二零零九年十一月十六日，本集團與鴻福實業有限公司(「鴻福實業」)於二零零七年八月一日至二零零九年十二月十五日為本公司之最終控股公司，於二零零九年十二月十六日以後為一個主要股東訂立協議，據此本集團同意出售，而鴻福實業則同意購買本集團於Goldease集團之權益，現金代價為10,150,000新加坡元(相等於約56,434,000港元)。該交易已於二零一零年一月二十五日完成，並帶來出售收益約12,461,000港元(見附註28)。本公司董事認為，該交易乃按正常商業條款，在本集團日常業務過程中進行。
- ii) 於二零零九年十月八日，本集團與鴻福實業訂立協議，據此本集團同意出售，而鴻福實業則同意購買本集團於Maincon (Building) Pte Ltd 及其附屬公司(統稱「Maincon集團」)之權益，現金代價為1新加坡元。該交易已於二零零九年十月十二日完成，並帶來出售收益約4,940,000港元(見附註28)。本公司董事認為，該交易乃按正常商業條款，在本集團日常業務過程中進行。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

27. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

c) Other related party transactions (Continued)

- iii) During the year ended 31 December 2010, the Group paid management fee of approximately HK\$14.6 million (2009: HK\$10.9 million) to a subsidiary of Hong Fok Land International Limited ("HFL"), a substantial shareholder of the Company, for share of administrative expenses. The management fee is determined quarterly between the respective parties after negotiations having regard to the cost of services provided. In the opinion of the Company's directors, this transaction was conducted in the ordinary course of the Group's business on terms mutually agreed by both parties.
- iv) On 29 November 2010, a subsidiary of the Group entered into a sale and purchase agreement with a subsidiary of HFL, whereby the Group agreed to sell and a subsidiary of HFL agreed to purchase an upper roof of the completed properties held for sale at a consideration of HK\$700,000. The transaction was completed on 3 December 2010. In the opinion of the Company's directors, this transaction was conducted on normal commercial terms and in the ordinary course of the Group's business.
- v) During the year ended 31 December 2009, the Group paid to subsidiaries of HFC an amount of approximately HK\$847,000 for share of office expenses. There was no such payments for the year ended 31 December 2010. In the opinion of the Company's directors, this transaction was conducted on normal commercial terms and in the ordinary course of the Group's business on terms mutually agreed by both parties.

27. 重要關連人士交易(續)

c) 其他關連人士交易(續)

- iii) 於截至二零一零年十二月三十一日止年度，本集團因分佔行政開支而向本公司主要股東Hong Fok Land International Limited (「HFL」)一間附屬公司支付管理費約14,600,000港元(二零零九年：10,900,000港元)。管理費乃由有關人士考慮所提供之服務成本磋商後按季度釐定。本公司董事認為，該交易乃按本集團日常業務過程中進行並按雙方訂立之條款進行。
- iv) 二零一零年十一月二十九日，本集團一家附屬公司與HFL之一家附屬公司訂立買賣協議，據此，本集團同意出售及HFL之一家附屬公司同意購買已完工並持作待售之物業之頂樓，代價為700,000港元。該交易已於二零一零年十二月三日竣工。本公司董事認為，該交易乃按一般商業條款進行及於本集團日常業務過程中訂立。
- v) 於截至二零零九年十二月三十一日止年度，本集團因分佔辦公室開支而向鴻福實業之附屬公司支付款項約847,000港元。截至二零一零年十二月三十一日止年度，並無產生該等付款。本公司董事認為，該交易乃按一般商業條款及於本集團日常業務過程中進行並按雙方訂立之條款進行。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

28. DISPOSAL OF SUBSIDIARIES

- i) On 25 January 2010, the Group disposed of its interest in Goldease Group, the details of which are also disclosed in note 27(c)(i). The net liabilities of Goldease Group at the date of disposal were as follows:

28. 出售附屬公司

- i) 於二零一零年一月二十五日，本集團出售其於Goldease集團之權益，詳情亦於附註27(c)(i)披露。Goldease集團於出售日期之負債淨額如下：

		2010 二零一零年 HK\$'000 千港元
Net liabilities disposed of:	已出售之負債淨額：	
Property, plant and equipment	物業、廠房及設備	112
Properties held for sale	持作出售物業	69,675
Trade and other receivables	貿易及其他應收賬項	21
Cash and cash equivalents	現金及現金等價物	3,593
Amount due to a substantial shareholder	應付一名主要股東款項	(216)
Trade and other payables	貿易及其他應付賬項	(114,720)
Tax payable	應繳稅項	(430)
Bank borrowings	銀行借貸	(20,340)
		(62,305)
Amount due from Goldease Group	Goldease集團結欠之款項	114,078
Release of exchange reserve	匯兌儲備撥回	(9,386)
		42,387
Gain on disposal	出售之收益	12,461
Total consideration, net of expenses	總代價，扣除開支	54,848
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Net cash consideration	淨現金代價	54,848
Bank balances and cash disposed of	已出售之銀行結餘及現金	(3,593)
		51,255

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

28. DISPOSAL OF SUBSIDIARIES (CONTINUED)

ii) On 12 October 2009, the Group disposed of its interest in Maincon Group, the details of which are also disclosed in note 27(c)(ii). The net liabilities of Maincon Group at the date of disposal were as follows:

28. 出售附屬公司(續)

ii) 於二零零九年十月十二日，本集團出售其於Maincon集團之權益，詳情亦於附註27(c)(ii)披露。Maincon集團於出售日期之負債淨額如下：

		2009 二零零九年 HK\$'000 千港元
Net liabilities disposed of:	已出售之負債淨額：	
Bank balances and cash	銀行結餘及現金	25
Trade and other payables	貿易及其他應收賬項	(150)
		(125)
Amount due from Maincon Group	Maincon集團結欠之款項	76
Release of exchange reserve	匯兌儲備撥回	(4,891)
		(4,940)
Gain on disposal	出售之收益	4,940
Total consideration	總代價	-
Net cash outflow arising on disposal:	出售產生之現金流出淨額：	
Cash consideration	現金代價	-
Bank balances and cash disposed of	已出售之銀行結餘及現金	(25)
		(25)

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

29. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Key sources of estimation uncertainty

Notes 13 and 24 contain information about the assumptions and their risk factors relating to valuation of investment properties and financial instruments. Other key sources of estimation uncertainty are as follows:

a) *Depreciation*

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives, after taking into account the estimated residual value. The Group reviews annually the useful life of an asset and its residual value, if any. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

b) *Valuation of inventories*

Inventories are stated at the lower of cost and net realisable value at the end of the reporting period. Net realisable value is determined on the basis of the estimated selling price less the estimated costs necessary to make the sale. The management estimates the net realisable value for inventories based primarily on the latest invoice prices and current market conditions. In addition, the management performs an inventory review on a product-by-product basis at the end of each reporting period and assess the need for write down of inventories.

29. 重大會計估計及判斷

估計不確定因素之主要來源

附註13及24載列有關投資物業估值及金融工具之假設及其風險因素之資料。其他估計不確定因素之主要來源如下：

a) *折舊*

物業、廠房及設備於考慮估計餘值後按估計可用年期以直線基準折舊。本集團每年檢討物業之可用年期及其剩餘值(如有)。倘過往估計出現重大變動，未來期間之折舊開支須予調整。

b) *存貨估值*

存貨按於報告期末之成本及淨變現值之較低者列賬。淨變現值乃根據估計售價減進行銷售之估計必要成本釐定。管理層認為存貨之淨變現值主要根據最近之發票價格及當前市況釐定。此外，管理層於各個報告期末對每項產品進行存貨檢查，並評估撇減存貨之需要。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

29. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

Key sources of estimation uncertainty (Continued)

c) Allowance for impairment of doubtful debts

Allowance for impairment of doubtful debts are assessed and provided based on the directors' regular review of ageing analysis and evaluation of collectibility. A considerable level of judgement is exercised by the directors when assessing the credit worthiness and past collection history of each individual customer. Any increase or decrease in the allowance for impairment of doubtful debts would affect profit or loss in future years.

d) Current taxation and deferred taxation

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The management evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilized, the management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

29. 重大會計估計及判斷(續)

估計不確定因素之主要來源(續)

c) 呆賬減值撥備

呆賬減值撥備乃根據董事對賬齡分析之定期檢查及可收回性之評估進行評定及提供。董事於評估每位個人客戶之信貸價值及過往收款記錄時須作出審慎判斷。呆賬減值撥備之任何增減將影響未來年度之損益。

d) 當期稅項及遞延稅項

釐定所得稅準備涉及對某些交易未來稅務處理的判斷。管理層評估各項交易的稅務影響，並計提相應的稅項準備。本集團定期重新考慮這些交易的稅務處理，以及稅務法規的所有修訂。遞延稅項資產是就未利用稅損和可抵扣暫時差異而確認。由於遞延稅項資產只限在很可能獲得能利用該遞延稅項資產來抵扣的未來應課稅利潤時才會確認，所以需要管理層判斷獲得未來應稅利潤的可能性。本集團不斷審閱管理層的評估，如果很可能獲得能利用遞延稅項資產的未來應稅利潤，便會確認額外的遞延稅項資產。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

30. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2010

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and Interpretations and one new standard which are not yet effective for the year ended 31 December 2010 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

30. 於截至二零一零年十二月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之可能影響

截至此等財務報表之刊發日期，香港會計師公會頒佈數項尚未於截至二零一零年十二月三十一日止年度生效之修訂、新訂準則及詮釋（有關修訂、新訂準則及詮釋未於此等財務報表中採納）。

**Effective for
accounting periods
beginning on or after**
於以下日期或之後開始
之會計期間生效

HKAS 24 (Revised), *Related party disclosures*
香港會計準則第24號（經修訂），*關連方之披露*

1 January 2011
二零一一年一月一日

HKFRS 9, *Financial Instruments*
香港財務報告準則第9號，*金融工具*

1 January 2013
二零一三年一月一日

Improvements to HKFRSs 2010
二零一零年香港財務報告準則之改進

1 July 2010 or 1 January 2011
二零一零年七月一日或二零一一年一月一日

Amendments to HKAS 12, *Income taxes*
– *Deferred tax: Recovery of underlying assets*
香港會計準則第12號之修訂，*利得稅*
– *遞延稅項：相關資產之可收回性*

1 January 2012
二零一二年一月一日

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

本集團現正評估初次採納該等修訂時對本集團可能帶來之影響。至目前為止，本集團認為應用上述修訂不大可能會對本集團之經營業績及財務狀況產生重大影響。

Group Properties 集團物業

Particulars of the Group's major properties held for sale as at 31 December 2010 are as follows:

本集團於二零一零年十二月三十一日持作出售之主要物業詳情如下：

Properties held for sale

持作出售物業

Location 地點	Existing Use 現在用途	Gross floor area 總建築面積 sq. m. 平方米	Percentage interest attributable to the Group 本集團應佔權益 百分比
34 units of THE ICON, 38 Conduit Road, Mid-levels, Hong Kong 香港半山干德道38號 THE ICON的34個單位	Residential 住宅	2,210	100%

Notice of Annual General Meeting 股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at 12:00 noon on 24 May 2011 at Room 3201, 9 Queen's Road Central, Hong Kong for the following purposes:

- (1) To receive and consider the statement of accounts and the reports of the directors and the auditors for the year ended 31 December 2010.
- (2) To re-elect retiring director and to appoint new director (each as a separate resolution), and to fix the remuneration of the directors of the Company.
- (3) To re-appoint auditors and to authorise the board of directors to fix their remuneration.
- (4) To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions ("Ordinary Resolutions"):

ORDINARY RESOLUTIONS

A. "THAT there be granted to the directors of the Company an unconditional general mandate to repurchase shares of HK\$0.05 each in the capital of the Company and that the exercise by the directors of the Company of all powers of the Company to purchase shares of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, be and are hereby generally and unconditionally approved, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined);

茲通告本公司謹訂於二零一一年五月二十四日中午十二時正於香港皇后大道中9號3201室舉行股東週年大會，以處理下列事項：

- (1) 省覽截至二零一零年十二月三十一日止年度之賬目報表以及董事會報告和核數師報告。
- (2) 重選退任董事及委任新董事(各項重選為獨立決議案)及釐定本公司董事酬金。
- (3) 重新聘任核數師及授權董事會釐定核數師酬金。
- (4) 考慮及酌情通過(無論有否修訂)下列決議案為普通決議案(「普通決議案」)：

普通決議案

A. 「動議無條件授予本公司董事會一般授權以購回本公司股本中每股面值0.05港元之股份，以及本公司董事會依照所有適用之法例及在其規限下行使本公司一切權力以購入本公司於香港聯合交易所有限公司(「聯交所」)或任何其他證券交易所上市並經證券及期貨事務監察委員會和聯交所確認之股份，惟須受以下條件限制：

- (a) 該授權不能延至有關期間(定義見下文)以後；

Notice of Annual General Meeting 股東週年大會通告

- (b) the aggregate nominal amount of share capital of the Company to be purchased by the directors of the Company during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution;
- (c) for the purposes of this Resolution:
- “Relevant Period” means the period from the date of passing this Resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
 - (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- B. **“THAT** there be granted to the directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options including warrants, bonds and debentures convertible into shares in respect thereof, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined) save that the directors of the Company may during the Relevant Period make or grant offers, agreements and options including warrants, bonds and debentures convertible into shares which might require the exercise of such powers after the end of the Relevant Period;
- (b) 本公司董事會於有關期間內購回之股本面值總額，不得超過本公司於本決議案通過日期已發行股本面值總額之10%；
- (c) 就本決議案而言：
- 「有關期間」指由通過本決議案日期起至下列三者中之最早日期為止之期間：
- (i) 本公司下屆股東週年大會結束時；
 - (ii) 按本公司細則或任何適用之百慕達法例規定須召開本公司下屆股東週年大會之期限屆滿時；及
 - (iii) 本公司股東在股東大會上以普通決議案撤銷或更改本決議案之日。」
- B. 「動議無條件授予本公司董事會一般授權以發行、配發及處理本公司股本中之額外股份，並就此訂立或授出建議、協議及購股權（包括認股權證、債券及可轉換為股份之債券），惟須受下列條件限制：
- (a) 該授權不能延至有關期間（定義見下文）以後，惟本公司董事可於有關期間內訂立或授出或須於有關期間結束後行使該等權力之建議、協議及購股權（包括認股權證、債券及可轉換為股份之債券）；

Notice of Annual General Meeting 股東週年大會通告

(b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally, to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to subparagraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any issue of shares in the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to shares; and (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company in force from time to time; shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company in issue on the date of passing this Resolution and the approval granted shall be limited accordingly; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the date of passing this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and

(b) 本公司董事會根據以上(a)分段之批准配發或同意有條件或無條件配發(不論是依據購股權或其他方式而配發者)及發行之股本面值總額, 除因(i) 供股(定義見下文); (ii) 行使本公司所發行任何認股權證或任何可兌換本公司股份之證券所附認購或換股權; (iii) 本公司根據任何目前採納之購股權計劃或類似安排以向本公司及/或其任何附屬公司之高級職員及/或僱員授予或發行股份或與股份有關之權利而發行任何股份; 及(iv) 任何規定依據本公司不時生效之細則配發股份以代替全部或部分股份股息之以股代息計劃或類似安排以外, 不得超過本公司於本決議案通過日期已發行股本之面值總額之20%, 而已授出之批准須因此而受限制; 及

(c) 就本決議案而言:

「有關期間」指由通過本決議案日期起至下列三者中之最早日期為止之期間:

- (i) 本公司下屆股東週年大會結束時;
- (ii) 按本公司細則或任何適用之百慕達法例規定須召開本公司下屆股東週年大會之期限屆滿時; 及

Notice of Annual General Meeting 股東週年大會通告

- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

- C. “**THAT**, conditional upon the passing of the Resolutions Nos. A and B above, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and in accordance with the Resolution No. A above shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the Resolution No. B above.”

By Order of the Board
Winfoong International Limited
Cheong Pin Chuan, Patrick
Chairman

Hong Kong, 15 April 2011

- (iii) 本公司股東在股東大會上以普通決議案撤銷或更改本決議案之日。

「供股」指在本公司董事會指定之期間內，向於指定記錄日期名列本公司股東名冊之股份持有人按其當時持股比例配售股份之建議（惟在涉及零碎配額，或涉及受香港以外地區之法律或任何認可之監管機構或任何證券交易所所規定之限制或責任影響時，本公司董事會可以其認為必要或屬權宜之形式，將該等配額予以撤銷或另作安排）。

- C. 「**動議**（倘以上A項及B項決議案獲通過）本公司按照及根據以上A項決議案購回本公司股本中之股份面值總額，須加入本公司董事會按照及根據以上B項決議案可能配發或有條件或無條件同意配發之本公司股本面值總額。」

承董事會命
榮豐國際有限公司
主席
鍾斌銓

香港，二零一一年四月十五日

Notice of Annual General Meeting 股東週年大會通告

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Concerning Resolution No. (4)B above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company but approval is being sought from the members as a general mandate for the purpose of the Rules Governing the Listing of Securities on the Stock Exchange ("the Listing Rules").
3. The register of members of the Company will be closed from 20 May 2011 to 24 May 2011, both days inclusive, for the purpose of establishing entitlement of shareholders to vote at the meeting. During this period, no transfer of shares will be effected. All transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 19 May 2011.
4. Pursuant to Rule 13.39(4) of the Listing Rules, at any general meeting, a resolution put to the vote of the meeting must be taken by poll.
5. In accordance with Bye-law 87(1) of the Company, Mr. Cheong Sim Eng, Madam. Lim Ghee and Mr. Lai Hing Chiu, Dominic will retire by rotation. Mr. Cheong Sim Eng, being eligible, will offer himself for re-election as executive director of the Company, Mr. Lai Hing Chiu, Dominic and Madam Lim Ghee will not offer themselves for re-election. It is also proposed that Ms. Cheong Hooi Kheng will be appointed as an executive director of the Company.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

附註：

1. 凡有權出席上述大會及於會上投票之股東，均可委派一位代表出席並代其投票。代表毋須為本公司之股東。
2. 就以上第(4)B項決議案而言，本公司董事會謹表明，當前並無計劃發行本公司任何新股份，惟本公司謹就聯交所證券上市規則（「上市規則」），尋求股東批准授予一般授權。
3. 為確定股東於大會上之投票權，本公司將由二零一一年五月二十日至二零一一年五月二十四日（首尾兩天包括在內）止期間暫停辦理股份過戶登記手續，期間任何股份過戶將均不獲登記。所有過戶文件連同有關之股票，最遲須於二零一一年五月十九日下午四時三十分前，送交本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。
4. 根據上市規則第13.39(4)條，於任何股東大會上，提呈大會表決之決議案均須以投票方式表決。
5. 根據本公司之細則第87(1)條，鍾樂榮先生、林義女士及黎慶超先生將輪值退任。鍾樂榮先生將合資格提呈膺選連任為本公司執行董事，黎慶超先生及林義女士將不提呈彼等膺選連任。此外，本公司擬委任鍾惠卿女士為本公司執行董事。
6. 本通告之中文譯本乃僅供參考。如有歧義，概以英文本為準。

