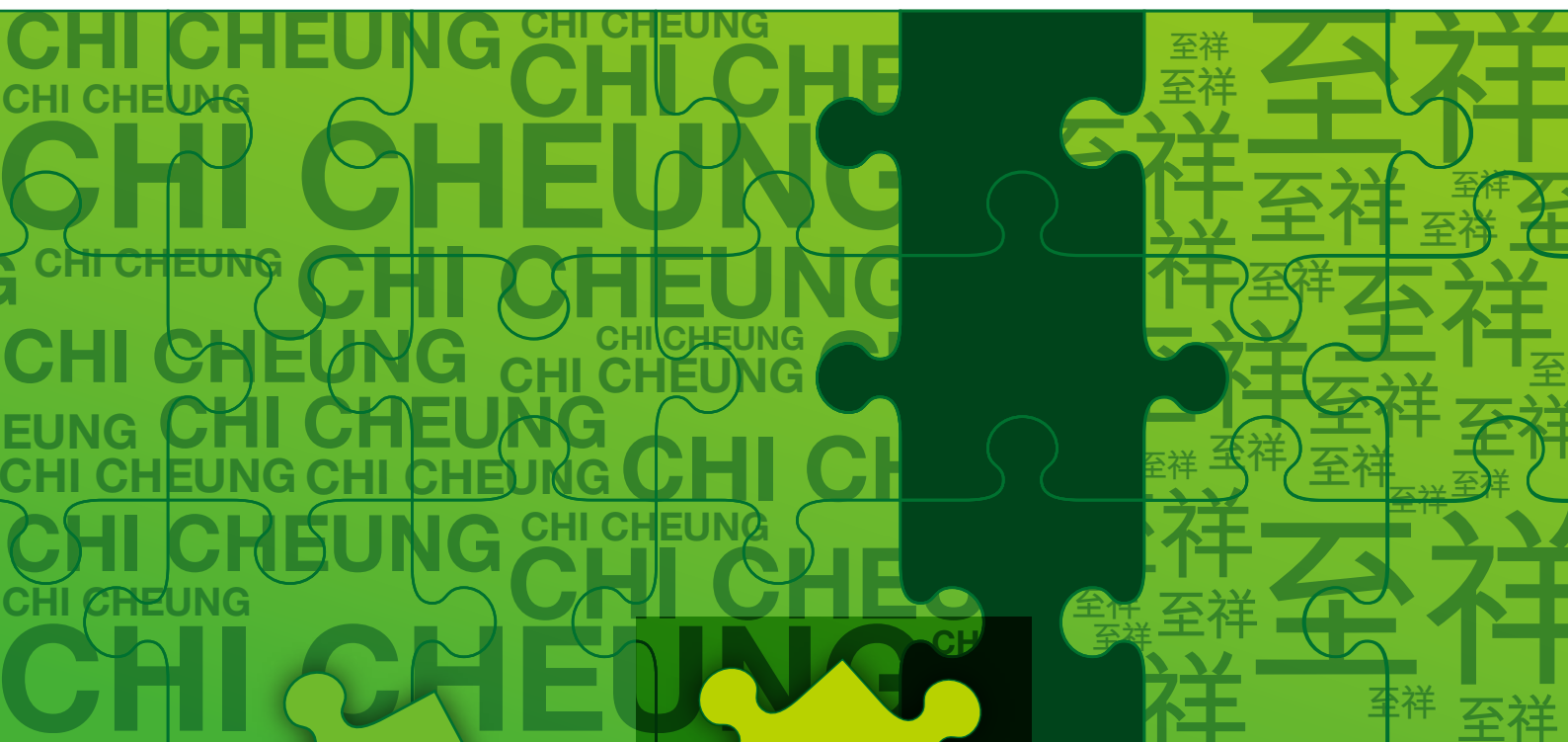


**CHI CHEUNG INVESTMENT COMPANY, LIMITED**

**至祥置業有限公司**

Stock Code 股份代號: 112



ANNUAL REPORT **2010**

二零一零年年報

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\* Should there be any discrepancy between English and Chinese versions, the English version shall prevail.

\* 倘中英文版本出現歧義，概以英文版本為準。

### DIRECTORS

#### Executive Directors:

Matthew Cheong, Veng-va (*Chairman*)

Teresa Poon, Mun-chie (*Chief Executive Officer*)

#### Independent Non-executive Directors:

Lai, Yun-hung

Mok, Hon-sang

Wong, Tik-tung

### AUDIT COMMITTEE

Wong, Tik-tung (*Chairman*)

Lai, Yun-hung

Mok, Hon-sang

### REMUNERATION COMMITTEE

Mok, Hon-sang

(*Appointed as Chairman on 16th July, 2010*)

Lai, Yun-hung

Wong, Tik-tung

(*Ceased as Chairman on 16th July, 2010*)

### COMPANY SECRETARY

Lam, Kwong-wai

### SOLICITORS

Sit, Fung, Kwong & Shum

### AUDITORS

HLB Hodgson Impey Cheng

Chartered Accountants

Certified Public Accountants

31st Floor, Gloucester Tower

The Landmark

11 Pedder Street

Central, Hong Kong

### 董事

#### 執行董事：

昌榮華 (主席)

潘敏慈 (行政總裁)

#### 獨立非執行董事：

賴恩雄

莫漢生

汪滌東

### 審核委員會

汪滌東 (主席)

賴恩雄

莫漢生

### 薪酬委員會

莫漢生

(於二零一零年七月十六日委任為主席)

賴恩雄

汪滌東

(於二零一零年七月十六日辭任為主席)

### 公司秘書

林光蔚

### 律師

薛馮鄺岑律師行

### 核數師

國衛會計師事務所

英國特許會計師

香港執業會計師

香港中環

畢打街11號

置地廣場

告羅士打大廈31樓

## PRINCIPAL BANKERS

Chong Hing Bank Limited  
Standard Chartered Bank (Hong Kong) Limited

## REGISTERED OFFICE

26th Floor, MassMutual Tower  
38 Gloucester Road  
Wanchai, Hong Kong

## REGISTRAR AND TRANSFER OFFICE

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

## WEBSITE

<http://www.chicheung.com>

## STOCK CODE

112

## BOARD LOT

2,000 Shares

## INVESTOR RELATIONS

For enquiries relating to investor relations, please contact:

Investor Relations Manager

Tel: (852) 2866 6999

Fax: (852) 2866 2822

(852) 2866 2833

E-mail: [investor.relations@chineseestates.com](mailto:investor.relations@chineseestates.com)

## 主要往來銀行

創興銀行有限公司  
渣打銀行(香港)有限公司

## 註冊辦事處

香港灣仔  
告士打道38號  
美國萬通大廈26樓

## 股份過戶登記處

卓佳秘書商務有限公司  
香港  
皇后大道東28號  
金鐘匯中心26樓

## 網址

<http://www.chicheung.com>

## 股份代號

112

## 買賣單位

2,000股

## 投資者關係

有關投資者關係之查詢，請聯絡：

投資者關係經理

電話：(852) 2866 6999

傳真：(852) 2866 2822

(852) 2866 2833

電郵：[investor.relations@chineseestates.com](mailto:investor.relations@chineseestates.com)

### EXECUTIVE DIRECTORS

**Mr. Matthew CHEONG, Veng-va**, aged 53, has been an Executive Director and the Chairman of the Company since March 2006. Mr. Cheong is a chartered engineer. He holds a Bachelor Degree of Science from the University of Toronto, Canada, a Master Degree of Science in Automation Systems and Management and a Doctorate Degree of Engineering both from the City University of Hong Kong. He is also a member of The Hong Kong Institution of Engineers, The Royal Institute of Measurement and Control and The British Computer Society. Mr. Cheong is responsible for the general operations of the Company including information technology, corporate communications, human resources and administration. He has over 25 years of experience in the management and operations. Apart from aforesaid directorship, Mr. Cheong did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, Mr. Cheong does not hold any position with the Company or its subsidiaries and is not connected and has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

There is no service contract entered into between the Company and Mr. Cheong. His length of service is specified and governed by the Articles of Association of the Company under which he should not hold office for a continuous period in excess of three years, or past the third annual general meeting, following his appointment or re-election as a director, whichever is longer, without submitting himself for re-election at the annual general meeting and he is eligible for re-election as a director pursuant to the Company's Articles of Association. Mr. Cheong is not entitled to any other emolument for holding office as an Executive Director except for his entitlement of an annual remuneration of HK\$10,000 determined by the remuneration committee of the Company in July 2010 on a nominal basis without reference to the prevailing market condition.

**Ms. Teresa POON, Mun-chie**, aged 40, has been an Executive Director and the Chief Executive Officer of the Company since March 2006. Ms. Poon holds a Bachelor Degree of Arts in Architectural Studies and a Master Degree of Architecture from The University of Hong Kong. She is a member of The Hong Kong Institute of Architects. Ms. Poon is a registered architect in Hong Kong and an authorised person under the List of Architects of the Building Authority. She has over 15 years of experience in the management and development of property projects. Apart from aforesaid directorship, Ms. Poon did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years.

### 執行董事

**昌榮華先生**，53歲，自二零零六年三月起為本公司之執行董事及主席。昌先生為特許工程師。彼持有加拿大多倫多大學理學士學位及香港城市大學自動化系統及管理學碩士學位及工程學博士學位。彼並為香港工程師學會、英國皇家特許計量及控制學會及英國電腦學會會員。昌先生負責本公司一般營運事宜，包括資訊科技、企業傳訊、人力資源及行政管理。彼在企業管理及營運方面累積逾二十五年經驗。除上述董事職務外，昌先生於過去三年內在或海外並無擔任任何其他上市公眾公司之董事職務。

除上文所披露者外，昌先生並無擔任本公司或其附屬公司任何職位，且與本公司任何董事、高級管理人員或主要或控股股東概無關連。

本公司與昌先生並無訂立任何服務合約。彼之委任期按本公司之組織章程細則規定而特定。據此，在未獲股東週年大會上膺選連任之情況下，彼出任董事職位之持續期間不得超過三年或在彼之任命或重選連任為董事後超逾三次股東週年大會（兩者以較長期為準），而彼按本公司之組織章程細則符合資格候選連任為董事。昌先生除每年享有由本公司之薪酬委員會於二零一零年七月非按當時市況而釐定之10,000港元之名義酬金外，並無就擔任執行董事而享有任何其他酬金。

**潘敏慈小姐**，40歲，自二零零六年三月起為本公司之執行董事及行政總裁。潘小姐持有香港大學建築學文學士學位及建築系碩士學位。彼為香港建築師學會會員。潘小姐為香港註冊建築師及建築事務監督認可之建築師名單內之認可人士。彼在物業項目管理及發展方面累積逾十五年經驗。除上述董事職務外，潘小姐於過去三年內在或海外並無擔任任何其他上市公眾公司之董事職務。

## EXECUTIVE DIRECTORS (cont'd)

Save as disclosed above, Ms. Poon does not hold any position with the Company or its subsidiaries and is not connected and has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

There is no service contract entered into between the Company and Ms. Poon. Her length of service is specified and governed by the Articles of Association of the Company under which she should not hold office for a continuous period in excess of three years, or past the third annual general meeting, following her appointment or re-election as a director, whichever is longer, without submitting herself for re-election at the annual general meeting and she is eligible for re-election as a director pursuant to the Company's Articles of Association. Ms. Poon is not entitled to any other emoluments for holding office as an Executive Director except for her entitlement of an annual remuneration of HK\$10,000 determined by the remuneration committee of the Company in July 2010 on a nominal basis without reference to the prevailing market condition.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. LAI, Yun-hung**, aged 59, has been an Independent Non-executive Director and a member of the audit committee and remuneration committee of the Company since December 2006. Mr. Lai is a partner of Lai & Wong, Certified Public Accountants as well as the managing director of Lai & C.K. Wong CPA Limited. He has over 31 years of working experience in audit and tax advice in audit firms, with exposure in listed and unlisted companies engaging in various industries including banks, financial institutions, manufacturing and trading companies, travel agencies and solicitors' firms. Mr. Lai is an associate member of The Institute of Chartered Accountants in England and Wales, a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and of the Hong Kong Institute of Certified Public Accountants respectively. He is also an independent non-executive director of Lung Cheong International Holdings Limited, whose shares are listed on The Stock Exchange of Hong Kong Limited. Apart from aforesaid directorships, Mr. Lai did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, Mr. Lai does not hold any position with the Company or its subsidiaries and is not connected and has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

## 執行董事(續)

除上文所披露者外，潘小姐並無擔任本公司或其附屬公司任何職位，且與本公司任何董事、高級管理人員或主要或控股股東概無關連。

本公司與潘小姐並無訂立任何服務合約。彼之委任期按本公司之組織章程細則規定而特定。據此，在未獲股東週年大會上膺選連任之情況下，彼出任董事職位之持續期間不得超過三年或在彼之任命或重選連任為董事後超逾三次股東週年大會(兩者以較長期為準)，而彼按本公司之組織章程細則符合資格候選連任為董事。潘小姐除每年享有由本公司之薪酬委員會於二零一零年七月非按當時市況而釐定之10,000港元之名義酬金外，並無就擔任執行董事而享有任何其他酬金。

## 獨立非執行董事

**賴恩雄先生**，59歲，自二零零六年十二月起為本公司之獨立非執行董事、審核委員會及薪酬委員會成員。賴先生為執業會計師行賴恩雄、黃恩敬會計師行之合夥人及賴恩雄、黃鎮傑會計師行有限公司之董事總經理。彼於核數公司審核及稅務意見工作中累積逾三十一年經驗，具有各行各業之上市及非上市公司(包括銀行、金融機構、製造及貿易公司、旅行社及律師行)之工作經驗。賴先生分別為英格蘭及威爾斯特許會計師公會會員、英國特許公認會計師公會資深會員及香港會計師公會資深會員。彼亦為龍昌國際控股有限公司之獨立非執行董事，該公司之股份於香港聯合交易所有限公司上市。除上述董事職務外，賴先生於過去三年內在港或海外並無擔任任何其他上市公眾公司之董事職務。

除上文所披露者外，賴先生並無擔任本公司或其附屬公司任何職位，且與本公司任何董事、高級管理人員或主要或控股股東概無關連。

## INDEPENDENT NON-EXECUTIVE DIRECTORS (cont'd)

There is no service contract entered into between the Company and Mr. Lai. His length of service is specified and governed by the Articles of Association of the Company under which he should not hold office for a continuous period in excess of three years, or past the third annual general meeting, following his appointment or re-election as a director, whichever is longer, without submitting himself for re-election at the annual general meeting, and he is eligible for re-election as a director pursuant to the Company's Articles of Association. Mr. Lai is not entitled to any other emoluments for holding office as an Independent Non-executive Director except for his entitlement of an annual remuneration of HK\$180,000 determined by the board of directors in July 2010 with reference to the prevailing market condition.

**Mr. MOK, Hon-sang**, aged 62, has been an Independent Non-executive Director and a member of the audit committee of the Company since September 2004. He has also been acting as a member of the remuneration committee of the Company since June 2005 and became the chairman of the remuneration committee in July 2010. Mr. Mok is the managing director of Cafe Royce Limited. Mr. Mok has engaged in retailing, financing and property investment and development for over 31 years. Apart from aforesaid directorship, Mr. Mok did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, Mr. Mok does not hold any position with the Company or its subsidiaries and is not connected and has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

There is no service contract entered into between the Company and Mr. Mok. His length of service is specified and governed by the Articles of Association of the Company under which he should not hold office for a continuous period in excess of three years, or past the third annual general meeting, following his appointment or re-election as a director, whichever is longer, without submitting himself for re-election at the annual general meeting, and he is eligible for re-election as a director pursuant to the Company's Articles of Association. Mr. Mok is not entitled to any other emoluments for holding office as an Independent Non-executive Director except for his entitlement of an annual remuneration of HK\$180,000 determined by the board of directors in July 2010 with reference to the prevailing market condition.

## 獨立非執行董事(續)

本公司與賴先生並無訂立任何服務合約。彼之委任期按本公司之組織章程細則規定而特定。據此，在未獲股東週年大會上膺選連任之情況下，彼出任董事職位之持續期間不得超過三年或在彼之任命或重選連任為董事後超逾三次股東週年大會（兩者以較長期為準），而彼按本公司之組織章程細則符合資格候選連任為董事。賴先生除每年享有由董事會於二零一零年七月按當時市況而釐定之180,000港元之酬金外，並無就擔任獨立非執行董事而享有任何其他酬金。

**莫漢生先生**，62歲，自二零零四年九月起為本公司之獨立非執行董事及審核委員會成員。自二零零五年六月以來，彼出任本公司之薪酬委員會成員，並於二零一零年七月擔任薪酬委員會主席。莫先生為萊斯咖啡有限公司之董事總經理。莫先生從事零售、財務以及物業投資及發展逾三十一年。除上述董事職務外，莫先生於過去三年內在 香港或海外並無擔任任何其他上市公眾公司之董事職務。

除上文所披露者外，莫先生並無擔任本公司或其附屬公司任何職位，且與本公司任何董事、高級管理人員或主要或控股股東概無關連。

本公司與莫先生並無訂立任何服務合約。彼之委任期按本公司之組織章程細則規定而特定。據此，在未獲股東週年大會上膺選連任之情況下，彼出任董事職位之持續期間不得超過三年或在彼之任命或重選連任為董事後超逾三次股東週年大會（兩者以較長期為準），而彼按本公司之組織章程細則符合資格候選連任為董事。莫先生除每年享有由董事會於二零一零年七月按當時市況而釐定之180,000港元之酬金外，並無就擔任獨立非執行董事而享有任何其他酬金。

## INDEPENDENT NON-EXECUTIVE DIRECTORS (cont'd)

**Mr. WONG, Tik-tung**, aged 54, has been an Independent Non-executive Director and the chairman of the audit committee of the Company since September 2004. He acted as the chairman of the remuneration committee of the Company from June 2005 till July 2010 and is currently a member of the remuneration committee. Mr. Wong is the executive director, chief financial officer, member of the remuneration committee, company secretary and authorised representative of Wo Kee Hong (Holdings) Limited, whose shares are listed on The Stock Exchange of Hong Kong Limited. Mr. Wong is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and an associate member (Practising) of the Hong Kong Institute of Certified Public Accountants. Mr. Wong was an independent non-executive director of China Energy Development Holdings Limited. Apart from aforesaid directorships, Mr. Wong did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, Mr. Wong does not hold any position with the Company or its subsidiaries and is not connected and has no relationship with any director, senior management or substantial or controlling shareholder of the Company.

There is no service contract entered into between the Company and Mr. Wong. His length of service is specified and governed by the Articles of Association of the Company under which he should not hold office for a continuous period in excess of three years, or past the third annual general meeting, following his appointment or re-election as a director, whichever is longer, without submitting himself for re-election at the annual general meeting, and he is eligible for re-election as a director pursuant to the Company's Articles of Association. Mr. Wong is not entitled to any other emoluments for holding office as an Independent Non-executive Director except for his entitlement of an annual remuneration of HK\$180,000 determined by the board of directors in July 2010 with reference to the prevailing market condition.

## 獨立非執行董事(續)

**汪滌東先生**，54歲，自二零零四年九月起為本公司之獨立非執行董事及審核委員會主席。由二零零五年六月至二零一零年七月，彼擔任本公司薪酬委員會主席，現時為薪酬委員會之成員。汪先生為和記行(集團)有限公司之執行董事、首席財務總監、薪酬委員會之成員、公司秘書及授權代表，該公司之股份於香港聯合交易所有限公司上市。汪先生為英國特許公認會計師公會資深會員及香港會計師公會會員(執業)。汪先生曾擔任中國能源開發控股有限公司之獨立非執行董事。除上述董事職務外，汪先生於過去三年內在香港澳海外並無擔任任何其他上市公眾公司之董事職務。

除上文所披露者外，汪先生並無擔任本公司或其附屬公司任何職位，且與本公司任何董事、高級管理人員或主要或控股股東概無關連。

本公司與汪先生並無訂立任何服務合約。彼之委任期按本公司之組織章程細則規定而特定。據此，在未獲股東週年大會上膺選連任之情況下，彼出任董事職位之持續期間不得超過三年或在彼之任命或重選連任為董事後超逾三次股東週年大會(兩者以較長期為準)，而彼按本公司之組織章程細則符合資格候選連任為董事。汪先生除每年享有由董事會於二零一零年七月按當時市況而釐定之180,000港元之酬金外，並無就擔任獨立非執行董事而享有任何其他酬金。



## SENIOR EXECUTIVE

**Mr. LAM, Kwong-wai**, aged 55, joined the Company in 2000 and is the Group Financial Controller and Company Secretary of the Company, Chinese Estates Holdings Limited (the holding company of the Company) and G-Prop (Holdings) Limited (a fellow subsidiary of the Company). Mr. Lam is a Hong Kong Certified Public Accountant (Practising) and holds a Master Degree in Business Administration from the University of Warwick, United Kingdom. He also acts as a director for all subsidiaries of the Company. Mr. Lam has over 33 years of experience in auditing, finance and accounting.

## DISCLOSURE OF CHANGE OF INFORMATION OF DIRECTORS UNDER RULES 13.51(2) AND 13.51B(1) OF THE LISTING RULES

Save those changes mentioned in the Profiles of Directors, there is no change of information of each director that is required to be disclosed under Rules 13.51(2) and 13.51B(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, since publication of the 2010 interim report of the Company.

## 高級行政人員

**林光蔚先生**，55歲，於二零零零年加入本公司，現任本公司、Chinese Estates Holdings Limited (本公司之母公司)及金匡企業有限公司(本公司之同系附屬公司)之集團財務總監及公司秘書。林先生為香港公認會計師(執業)，持有英國華威大學工商管理碩士學位。彼亦擔任本公司所有附屬公司之董事。林先生在核數、財務及會計方面累積逾三十三年經驗。

## 按上市規則第13.51(2)及第13.51B(1)條規定就董事資料變動之披露

除「董事簡介」內提及之變動外，自刊發本公司二零一零年中期報告以來，概無需按香港聯合交易所有限公司證券上市規則第13.51(2)及第13.51B(1)條規定而需披露每位董事資料之變動。

I am pleased to present the results of Chi Cheung Investment Company, Limited (the "Company") and its subsidiaries (collectively, the "Group") for the year ended 31st December, 2010 (the "Year") to the shareholders of the Company.

## RESULTS

Revenue for the Year increased to HK\$84.6 million (2009: HK\$23.6 million). Gross profit for the Year jumped to HK\$67.1 million (2009: HK\$20.4 million). Profit attributable to owners of the Company for the Year was HK\$52.9 million compared to HK\$17.9 million last year.

## DIVIDENDS

The Board of Directors (the "Board") of the Company recommended the payment of a final dividend of HK2 cents per share for the Year (2009: HK1 cent per share) to the shareholders whose names appear on the register of members on 26th May, 2011. Subject to the approval of the shareholders at the forthcoming annual general meeting to be held on 26th May, 2011, the recommended final dividend will be paid on or about 17th June, 2011 to the shareholders as registered at the close of business on 26th May, 2011.

Taken together with the interim dividend of HK1 cent per share paid on 4th October, 2010, this will make a total dividend for the full year of HK3 cents per share in 2010 (2009: HK2 cents per share).

## CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from 24th May, 2011 to 26th May, 2011, both days inclusive. For the purpose of ascertaining the members' entitlement to the attendance of the forthcoming annual general meeting of the Company and to the final dividend, all share transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, namely Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on 23rd May, 2011.

本人欣然呈報至祥置業有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一零年十二月三十一日止年度(「本年度」)之業績予本公司股東。

## 業績

本年度之收益增加至84,600,000港元(二零零九年: 23,600,000港元)。本年度之毛利上升至67,100,000港元(二零零九年: 20,400,000港元)。本公司擁有人於本年度之應佔溢利為52,900,000港元, 而去年則為17,900,000港元。

## 股息

本公司董事會(「董事會」)建議派發本年度之末期股息每股二港仙(二零零九年: 每股一港仙)予於二零一一年五月二十六日已登記在股東名冊上之股東。待股東在即將於二零一一年五月二十六日召開之股東週年大會上批准通過後, 建議派發之末期股息將於二零一一年六月十七日前後派發予二零一一年五月二十六日辦公時間結束時已登記之股東。

連同於二零一零年十月四日已派發之中期股息每股一港仙, 二零一零年全年派發股息將合共為每股三港仙(二零零九年: 每股二港仙)。

## 暫停辦理股東登記手續

本公司將自二零一一年五月二十四日起至二零一一年五月二十六日止(包括首尾兩天在內)暫停辦理股東登記手續。為確定股東出席本公司應屆股東週年大會及獲派末期股息的資格, 所有股份過戶文件連同有關股票必須於二零一一年五月二十三日下午四時三十分前交回本公司的香港股份過戶登記處卓佳秘書商務有限公司, 地址為香港皇后大道東28號金鐘匯中心26樓。

## BUSINESS REVIEW

During the Year under review, the income from sale of properties and car parking licence fees constituted the primary source of income of the Group, whereas the investment returns from the loan to the Chinese Estates Group and certain long term fixed and floating rate notes (the "FRN") formed the secondary source during the Year under review.

### Investment Properties and Properties Held for Sale

During the Year, the Group had sold four godown units in Gemstar Tower, Hunghom, Kowloon which generated revenue of HK\$66.4 million. All the godown units in Gemstar Tower had been sold out.

As at 31st December, 2010, the Group held 50 car parking spaces in Gemstar Tower. The rental income from the car parking spaces amounted to about HK\$2.7 million for the Year, comparing to some HK\$2.4 million of the preceding year.

### Finance and Securities Investment

As at 31st December, 2010, a total sum of HK\$900 million had been lent to the Chinese Estates Group under the three-year revolving loan facility at the interest rate of HIBOR plus 1% per annum. During the Year, the revolving loan had been increased from HK\$853 million to HK\$900 million which was the agreed maximum amount of loan. The Group had accrued an interest income from the revolving loan in the sum of HK\$10.5 million during the Year.

The investment in the FRN with the aggregate principal sum of US\$12 million brought an interest income of HK\$5.0 million to the Group during the Year. At the end of the Year, the fair value of the FRN amounted to HK\$98.0 million, representing an increment of HK\$1.5 million or 1.6% as compared to HK\$96.5 million as at 31st December, 2009.

## 業務回顧

回顧年內，物業銷售及停車位租賃收益構成本集團之主要收入來源，而提供予華人置業集團之貸款及若干長期定息及浮息票據（「票據」）之投資回報構成次要來源。

### 投資物業及持作出售之物業

年內，本集團售出四個九龍紅磡駿昇中心貨倉單位，帶來收益66,400,000港元。駿昇中心貨倉單位已全部售罄。

於二零一零年十二月三十一日，本集團持有駿昇中心五十個停車位。年內，來自停車位之租金收入約為2,700,000港元，對比上一年約為2,400,000港元。

### 融資及證券投資

於二零一零年十二月三十一日，依三年期循環貸款協議合共為數900,000,000港元已借予華人置業集團，年息為香港銀行同業拆息加一厘。年內，循環貸款由853,000,000港元增加至承諾貸款之上限900,000,000港元。本集團年內從循環貸款入賬之利息收入為10,500,000港元。

年內，來自本金總面額為12,000,000美元之票據投資，為本集團帶來利息收入5,000,000港元。於年終，票據之公平值為98,000,000港元，對比於二零零九年十二月三十一日之公平值96,500,000港元，增長為1,500,000港元或1.6%。

## PROSPECTS

During the Year, although Hong Kong economy has been recovered from the global financial tsunami in 2008, various business sectors were hard hit by inflation and extraordinary surge on price of the real properties as a result of influx of hot money outside Hong Kong. Notwithstanding the executive measures taken by the Government to suppress the overheated real properties market, the real properties price still stands at high level. As a result of various quantitative easing measures taken by the USA and the tremendous economic growth of the Mainland China, a lot of excess funds are being flowed from the USA and the Mainland China into Hong Kong. The Hong Kong financial sector does not have much ability to alleviate the local inflation and the level of local interest rate in Hong Kong still stood at a low level during the Year and now is even lower than the one in Mainland China, as Mainland China had raised the interest rate three times since 2010 and it is believed that such trend will continue in 2011 as part of the macro-economic adjustment policy of Mainland China. The Hong Kong Monetary Authority has given hints that the local interest rate could move upward at any time and the standstill local interest rate in recent years may not be continued. Recently, the local major banks begin to increase the interest margin for mortgage loans. Against these backgrounds, the Group considered that maintenance of its current business strategy by lending money to the Chinese Estates Group, which will expire in November 2011, would be benefited from the potential increase of interest rate in Hong Kong and is therefore sustainable and beneficial to the Group as a whole.

Overall, the current lending to the Chinese Estates Group, investment in the FRN and the licensing of the car parking spaces in Gemstar Tower will bring steady income to the Group.

## APPRECIATION

I would like to take this opportunity to thank the shareholders of their continuing support. I also thank my fellow Directors and staff members for their dedication and hard work.

On behalf of the Board

**Matthew Cheong, Veng-va**

*Chairman*

Hong Kong, 15th March, 2011

## 展望

年內，雖然香港經濟已從二零零八年環球金融海嘯復甦過來，各行各業仍因香港以外之熱錢大量流入而飽受通貨膨脹及地產物業價格飆升所衝擊。儘管政府已採取行政措施壓抑過熱之地產物業市場，地產物業之價格仍持續高企。由於美國之各種量化寬鬆措施，以及中國大陸之強大經濟增長，導致大量過剩之資金由美國及中國大陸流入香港。香港財經界對舒緩通貨膨脹顯得無能為力，而香港本地之利率於年內持續停留於低水平，而現時甚至較中國大陸之利率還低，因為中國大陸自二零一零年以來已三次調高利率，以作為中國大陸宏觀調控措施之一部份，相信這趨勢於二零一一年將會持續。香港金融管理局亦暗示本地利率可於任何時間上調，近年來停滯不前之本地利率未必能夠維持。近來，本地主要銀行開始就按揭貸款調高息率差距。在這些背景下，本集團認為現時將於二零一一年十一月到期之貸款予華人置業集團之商業策略將可受惠於香港潛在之利率上調，因此是持續可行及對本集團整體有利。

整體而言，現時貸款予華人置業集團、票據投資及駿昇中心停車位租賃，將為本集團帶來持續之收入。

## 致謝

本人謹藉此機會對股東一直以來的鼎力支持及全體董事和員工竭誠為本集團効力深表謝意。

代表董事會

主席

昌榮華

香港，二零一一年三月十五日

### RESULTS

Revenue for the Year increased to HK\$84.6 million (2009: HK\$23.6 million). Gross profit for the Year jumped to HK\$67.1 million (2009: HK\$20.4 million). Profit attributable to owners of the Company for the Year was HK\$52.9 million compared to HK\$17.9 million last year.

The property development segment generated a revenue of HK\$66.4 million during the Year (2009: HK\$6.2 million). For property leasing, rental income for the Year amounted to HK\$2.7 million (2009: HK\$2.4 million). No fair value change on investment properties for the Year was recorded as compared to a fair value gain of HK\$3.9 million in last year.

Earnings per share for the Year recorded at HK15.63 cents (2009: HK5.27 cents).

### NET ASSET VALUE

As at 31st December, 2010, the Group's net assets attributable to owners of the Company amounted to HK\$1,049.4 million, representing an increase of HK\$46.7 million or 4.7% compared to HK\$1,002.7 million in preceding year. The increase was mainly due to profit retained for the Year. Net asset value per share to owners of the Company was HK\$3.10 (2009: HK\$2.96).

### DEBT AND GEARING

The Group continued to maintain a strong capital and cash position for the Year. As at 31st December, 2010, cash and bank balances amounted to HK\$28.5 million (2009: HK\$9.8 million).

The Group did not have any bank borrowings as at 31st December, 2010 and 2009. The Group's income for the Year was denominated in Hong Kong dollars and United States dollars and no hedging for non-Hong Kong dollars assets or investments have been made during the Year.

### FOREIGN EXCHANGE EXPOSURE

The Group's investment, assets and liabilities are mainly denominated in Hong Kong dollars or United States dollars and no hedging has been made during the Year.

### 業績

本年度之收益增加至84,600,000港元(二零零九年: 23,600,000港元)。本年度之毛利上升至67,100,000港元(二零零九年: 20,400,000港元)。本公司擁有人於本年度之應佔溢利為52,900,000港元, 而去年則為17,900,000港元。

於本年度, 物業發展分類錄得收益66,400,000港元(二零零九年: 6,200,000港元)。至於物業租賃, 本年度之租金收入為2,700,000港元(二零零九年: 2,400,000港元)。本年度並無錄得投資物業之公平值變動, 而去年則錄得收入3,900,000港元。

本年度之每股盈利為15.63港仙(二零零九年: 5.27港仙)。

### 資產淨值

於二零一零年十二月三十一日, 本公司擁有人應佔本集團之資產淨值達1,049,400,000港元, 較去年之1,002,700,000港元增加46,700,000港元, 增幅為4.7%。增加乃主要由於本年度保留之溢利所致。本公司擁有人應佔之每股資產淨值為3.10港元(二零零九年: 2.96港元)。

### 債務及資本負債

本集團於本年度繼續維持充裕之資本及現金狀況。於二零一零年十二月三十一日, 現金及銀行結餘為28,500,000港元(二零零九年: 9,800,000港元)。

於二零一零年及二零零九年十二月三十一日, 本集團並無任何銀行借貸。本集團於本年度之收入以港元及美元計算, 故於本年度並無就非港元資產或投資進行對沖。

### 外匯風險

於本年度, 本集團之投資、資產及負債主要以港元或美元計算, 故並無進行對沖。

## PLEDGE OF ASSETS

As at 31st December, 2010 and 2009, no assets were pledged by the Group to secure any banking facilities and the Group did not have any obligations under banking facility documentation.

## CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

The Group did not have any material capital commitments and contingent liabilities as at 31st December, 2010 and 2009.

## FINANCIAL AND INTEREST INCOME/EXPENSES

Interest income for the Year increased to HK\$15.5 million (2009: HK\$14.9 million) within which included imputed interest income from fixed and floating rate notes of HK\$0.6 million (2009: HK\$0.6 million).

No interest expenses were recorded for the year ended 31st December, 2010 and 2009.

## REMUNERATION POLICIES AND SHARE OPTION SCHEME

As at 31st December, 2010, the Group employed a total of 7 staff. Employees were remunerated on the basis of their performance, experience and prevailing industry practice. Remuneration packages comprised salary and year-end discretionary bonus based on market conditions and individual performance. The directors of the Company continued to review employees' contributions and to provide them with necessary incentives and flexibility for their better commitment and performance.

No share option scheme was adopted for the Year.

## PROPERTY VALUATION

A property valuation has been carried out by B.I. Appraisals Limited, independent qualified professional valuers, in respect of the Group's investment properties as at 31st December, 2010 and that valuation was used in preparing this year's consolidated financial statements. The Group's investment properties, which were valued at HK\$29.4 million, remain unchanged as compared with 31st December, 2009 which was valued by Norton Appraisals Limited.

## 資產抵押

於二零一零年及二零零九年十二月三十一日，本集團並無將任何資產抵押以取得銀行信貸，而本集團概無任何根據銀行信貸文件須履行之責任。

## 資本承擔及或然負債

於二零一零年及二零零九年十二月三十一日，本集團並無任何重大資本承擔及或然負債。

## 財務及利息收入／開支

本年度之利息收入增加至15,500,000港元（二零零九年：14,900,000港元），該金額包括定息及浮息票據之名義利息收入600,000港元（二零零九年：600,000港元）。

於二零一零年及二零零九年十二月三十一日，本集團並無錄得任何利息開支。

## 酬金政策及購股權計劃

於二零一零年十二月三十一日，本集團共僱用七名職員。僱員按其表現、經驗及現時行業慣例獲得酬金。酬金（包括薪金及年終酌情花紅）乃根據市況及個人表現釐定。本公司董事持續檢討僱員之貢獻及向彼等提供所需之獎勵及彈性，使其更投入工作及有更佳表現。

本年度並無採納任何購股權計劃。

## 物業估值

獨立合資格專業估值師保柏國際評估有限公司已就本集團於二零一零年十二月三十一日持有之投資物業進行物業估值，有關估值乃用以編製本年度之綜合財務報表。本集團投資物業之估值為29,400,000港元，與二零零九年十二月三十一日由普敦國際評估有限公司之估值保持不變。

### OBJECTIVE

The Board of Directors (the “Directors” or the “Board”) of the Company together with its subsidiaries (the “Group”) is committed to maintaining high standards of corporate governance so as to ensure high transparency and protection of shareholders’ interests in general. The Board endeavours to ensure effective self-regulatory practices, to maintain sound internal control system and to absorb high calibre members to the Board.

The purpose of this Corporate Governance Report is to present to shareholders how the Company has applied the principles in the Code on Corporate Governance Practices (the “CG Code”) under Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) issued by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) throughout the year ended 31st December, 2010 (the “Year”).

### ADOPTED CODES

Since 2005, the Company has adopted the code provisions and certain recommended best practices set out in the CG Code to enhance corporate governance in the interests of the Company and its shareholders.

The Company has also adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 to the Listing Rules which may be revised from time to time as a code of conduct regarding securities transactions by the Directors. In addition, the Company has a separate written code of conduct on terms no less exacting than the Model Code for the relevant employees of the Company who are likely to be in possession of unpublished price-sensitive information in respect of their dealings in the securities of the Company (the “Employees’ Code”).

### 理念

本公司(連同其附屬公司,「本集團」)董事會(「董事」或「董事會」)銳意維持高度企業管治,以確保運作更具透明度及全面保障股東利益。董事會致力確保制訂有效之自我監管常規,以維持良好之內部監控制度及吸納卓越之成員加入董事會。

本企業管治報告書是向股東呈示本公司於截至二零一零年十二月三十一日止年度(「本年度」)如何應用香港聯合交易所有限公司(「聯交所」)頒布之聯交所證券上市規則(「上市規則」)附錄十四《企業管治常規守則》(「企管守則」)之原則。

### 採納之守則

自二零零五年起,本公司已採納載於企管守則之守則條文及若干建議最佳常規,以提高企業管治對本公司及股東之利益。

本公司亦已採納上市規則附錄十《上市發行人董事進行證券交易的標準守則》(「標準守則」)作為董事進行證券交易之操守準則。另外,本公司亦已就可能擁有未公布的股價敏感資料之相關僱員,制訂不遜於標準守則之書面操守守則,作為彼等進行本公司證券交易之指引(「僱員守則」)。

## BOARD OF DIRECTORS

### Structure

The Board currently comprises two Executive Directors and three Independent Non-executive Directors (the “INED(s)”). The INEDs represent more than one-third members of the Board. The Directors’ biographies are available on the Company’s website. There is no relationship among members of the Board and in particular, between the chairman and the chief executive officer. The INEDs are highly experienced professionals and businessmen with a broad range of expertise and experience in accounting, finance and business management and two of them have appropriate professional accounting qualification as required by the Stock Exchange.

The Board is responsible for directing and supervising the Company’s affairs. Each Director acts in good faith for the best interest of the Company. The Directors are collectively and individually responsible to the Company for the manner in which the affairs of the Company are managed, controlled and operated. They had devoted sufficient time and attention to the Company’s affairs during the Year.

All the Directors, including the INEDs, must retire by rotation at least once every three years, and no director shall hold office for a continuous period in excess of 3 years, or past the third annual general meeting, following the Director’s appointment or re-election, whichever is longer, without submitting himself/herself for re-election at the annual general meeting, under the articles of association of the Company. As such, the term of office of each Director has been specified under the Company’s articles of association.

### Assistance to Directors in Decision Making

Throughout their period in office, the Directors have been informed of the Group’s business, the competitive and regulatory environments in which it operates and other changes affecting the Group and the industry it operates in as a whole. They have also been advised on appointment of their legal and other duties and obligations as directors of a listed company and updated on changes to the legal and governance requirements of the Group and upon themselves as the Directors.

## 董事會

### 架構

董事會目前由兩位執行董事及三位獨立非執行董事（「獨立非執行董事」）組成。獨立非執行董事之人數超過董事會成員總數之三分之一。董事簡歷可於本公司網頁瀏覽。董事會成員之間，尤其是主席與行政總裁之間，並無關係。獨立非執行董事為極富經驗之專業人士及商界人士，在會計、金融及商業管理具備豐富專業知識及經驗，其中二人更具備聯交所規定之相關專業會計資格。

董事會負責領導及監督本公司事務。每位董事以本公司之最佳利益為前題，以誠信態度履行職責。董事知悉彼等在管理、控制及經營本公司事務上，共同及個別向本公司負責。年內，彼等已付出足夠時間及專注力以處理本公司事務。

根據本公司組織章程細則，所有董事（包括獨立非執行董事）須每三年最少輪席告退一次，且規定董事在未於股東週年大會上膺選連任之情況下，出任董事職位之持續期間不得超過三年或獲委任或重選連任後超逾三次股東週年大會（兩者以較長期間為準）。因此，各董事之任期按本公司組織章程細則而特定。

### 給予董事決策之協助

本公司於董事在任期間，向彼等匯報有關本集團業務、經營所在地之競爭及規管環境，以及整體上影響本集團及其經營行業之其他變動的資料。彼等亦就委任為上市公司董事之法定及其他職能以及職責提供意見，並於彼等成為董事後更新有關本集團之法定及監管規定之變動。



## BOARD OF DIRECTORS (cont'd)

### Assistance to Directors in Decision Making (cont'd)

The Directors are given access to the secretary of the Company (the "Company Secretary") or independent professionals for advice at the Company's expense, when they deem it is necessary in order for them to carry out their responsibilities from time to time.

To enhance the Directors' consciousness on the importance of the directors' duties under common law and to comply with the requirement of the Companies Ordinance (Cap. 32, Laws of Hong Kong), a "Guide on Directors' Duties" in which the general principles a director should follow in the performance of his/her functions and exercise of his/her powers was distributed to the Directors.

### Conduct of Meetings

The Directors are consulted and properly briefed for matters to be included in the meeting agenda. The Board is supplied with relevant information as well as reports relating to operational and financial performance of the Group before each regular Board meeting. At least 14 days' notice of a regular Board meeting is given to all Directors to provide them with the opportunity to attend the meeting. Board papers are dispatched to all Directors at least 3 days before the meeting to ensure that they have sufficient time to review the papers and will be adequately prepared for the meeting. Senior management is invited to attend the meeting to address to the Board members' queries. This enables the Board to have pertinent data and insight for a comprehensive and informed evaluation as part of the Board's decision-making purpose.

The Chairman has delegated the responsibility to the Company Secretary for drawing up and approving the meeting's agenda for each Board meeting, taking into account of any matter proposed by the other Directors for inclusion in the agenda.

The proceedings of the Board at its meetings are generally monitored by the Chairman who would ensure that sufficient time is allocated for discussion and consideration of each item on the agenda. Equal opportunities are given to the Directors to express their views and concerns.

## 董事會 (續)

### 給予董事決策之協助 (續)

董事可不時視乎履行其職責所需而尋求公司秘書(「公司秘書」)或獨立專業人士之意見，費用概由本公司承擔。

為提高董事對普通法下董事職責重要性之意識及遵守公司條例(香港法例第32章)之要求，一份載有董事於執行職能及行使權力時應遵守之一般原則之「董事責任指引」已分發予董事。

### 會議之舉行

董事可獲諮詢及簡報會議議程內所載之事宜，並於每次定期董事會會議前獲發有關本集團營運及財務表現之相關資料及報告。定期董事會會議通知於開會前最少十四日送交全體董事，供其選擇是否出席會議。董事會文件於會議舉行前最少三日發給全體董事，以確保彼等具備足夠時間審閱該文件，並為會議作好充份準備。高級管理層成員獲邀與會，解答董事會成員之提問。此舉令董事會在作出全面而知情之評估時，具有中肯之數據及認知，有助董事會作出決策。

主席已委派公司秘書負責在考慮各董事建議之議程後，編撰及批核每次董事會會議之議程。

董事會之議事程序一般由主席主持，以確保分配充裕之時間作出討論及考慮議程內之各個項目。各董事均獲平等機會表達意見及其關注事宜。

## BOARD OF DIRECTORS (cont'd)

### Conduct of Meetings (cont'd)

Each Director has to declare his/her interest and to abstain from voting on any board resolution in which he/she or any of his/her associates has a material interest pursuant to the Company's Articles of Association and the Companies Ordinance (Cap. 32, Laws of Hong Kong).

All Directors have full access to the advice and services of the Company Secretary to ensure the Board's procedures, rules and regulations are followed. Draft and final versions of minutes of each Board meeting in sufficient details are sent to the Directors for comments and records within reasonable time after the meeting is held. The minutes of Board meetings and of the Board committees' meetings are kept by the Company Secretary, which are open for inspection by the Directors on reasonable notice.

Four Board meetings were held on 12th March, 16th July, 24th August and 2nd December for the Year. The Company Secretary and the Company's senior management had attended the Board meetings to report matters arising from corporate governance, risk management, statutory compliance, accounting, finance and business. The individual attendance of each Director at the Board meetings held during the Year is as follows:

Directors	No. of Board meetings attended/held (Percentage of attendance in total)	董事	出席／舉行 董事會會議數目 (總出席率)
<u>Executive Directors</u>			
Mr. Matthew Cheong, Veng-va (Chairman)	4/4 (100%)	昌榮華先生 (主席)	4/4 (100%)
Ms. Teresa Poon, Mun-chie (Chief Executive Officer)	4/4 (100%)	潘敏慈小姐 (行政總裁)	4/4 (100%)
<u>Independent Non-executive Directors</u>			
Mr. Lai, Yun-hung	4/4 (100%)	賴恩雄先生	4/4 (100%)
Mr. Mok, Hon-sang	4/4 (100%)	莫漢生先生	4/4 (100%)
Mr. Wong, Tik-tung	4/4 (100%)	汪濂東先生	4/4 (100%)

## 董事會 (續)

### 會議之舉行 (續)

根據本公司之組織章程細則及公司條例(香港法例第32章)，每位董事均須申報其權益，並就其本身或其任何聯繫人士擁有重大權益之任何董事決議案放棄投票。

全體董事有權全面尋求公司秘書之意見及服務，以確保遵守董事會程序、規則及規例。詳盡之各董事會會議記錄之草稿及定稿將於舉行會議後之合理時間內，送交董事提供意見及記錄。董事會會議及董事委員會會議之記錄由公司秘書存置，並可由董事發出合理通知下供其查閱。

董事會於本年度三月十二日、七月十六日、八月二十四日及十二月二日舉行共四次董事會會議。公司秘書及本公司高級管理層均已出席董事會會議，匯報企業管治、風險管理、法規遵守、會計、財務及業務相關之事宜。年內，各董事於董事會會議之出席率如下：

## BOARD OF DIRECTORS (cont'd)

### Works Performed

During the Year, besides attending the Board meetings to consider and make decision on corporate governance, risk management, statutory compliance, accounting, finance and business matters, the Directors had brought independent opinion and judgment on the Company's strategy, performance and standards of conduct; had taken the lead where potential conflicts of interests arose; had served on Board committees; had ensured that the Board maintained high standards of financial and other mandatory reporting; carried out reviews on matters reported by the Board committees, and had provided adequate checks and balance to safeguard the interests of shareholders in general and the Company as a whole.

During the Year, the INEDs had actively participated in the Board meetings, brought independent judgment and given their comments to the information or reports submitted to the meetings.

Besides attending the Board or committee meetings, in order to make timely decision and have effective implementation of the Company's policy and practice, the Board had also adopted written resolutions signed by all directors to make decision on corporate affairs from time to time.

As part of the continuing process on supervising the Company's affairs, the Directors, acting through by the Audit Committee, had reviewed the adequacy of resources, qualifications and experience of the Company's accounting staff and financial reporting function, and their training programmes and budget in December 2010.

### Directors' Confirmation

The Company has received, from each INED, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the INEDs are independent.

Besides, having made specific enquiry of all Directors and the relevant employees, all Directors confirmed that they had complied with the required standard set out in the Model Code and the relevant employees had complied with the Employees' Code regarding securities transaction throughout the Year.

## 董事會 (續)

### 履行之工作

年內，除了出席董事會會議以考慮及決定企業管治、風險管理、法規遵守、會計、財務及業務事宜，董事對本公司之策略、表現及守則標準作出獨立意見及判斷；在有潛在利益衝突時發揮領導作用；出任董事委員會委員；確保董事會維持高水平之財務及其他強制申報準則；審閱董事委員會報告之事項；以及提供足夠審查及平衡以保障全體股東與本公司整體利益。

年內，獨立非執行董事積極參與董事會會議，就會議事項作出獨立判斷及在提呈於會議上之資料或報告發表意見。

除了出席董事會或委員會會議，為了能及時作出決定及有效實施本公司之政策及實務，董事會亦不時採納全體董事書面決議書為公司事務作出決定。

作為持續監督本公司業務之程序，本公司董事已於二零一零年十二月由審核委員會代行審閱本公司會計及財務匯報職能方面的資源、員工資歷及經驗與員工所接受的培訓課程及有關預算是否足夠。

### 董事之確認

本公司已接獲各獨立非執行董事之年度確認書，確認彼等符合上市規則第3.13條所載有關獨立性之規定。本公司認為全體獨立非執行董事均為獨立人士。

此外，本公司在向所有董事及有關僱員作出具體查詢後，所有董事確認彼等於年內一直遵守標準守則載列的所需標準，以及有關僱員於年內就進行證券交易一直遵守僱員守則。

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and Chief Executive Officer (the "CEO") are separate and not performed by the same individual. Mr. Matthew Cheong, Veng-va is the Chairman with responsibility for overseeing the function of the Board, formulating overall strategies and policies of the Company. Ms. Teresa Poon, Mun-chie is the CEO with responsibility for the overall business and operation of the Group. This segregation is clearly established and set out in writing to ensure a clear distinction between the Chairman's responsibility to manage the Board and CEO's responsibility to manage the Group's business.

## BOARD COMMITTEES

The Board has established Audit Committee and Remuneration Committee with defined roles and terms of reference.

### Audit Committee

#### Structure

The Audit Committee has been established since December 2000 with the roles to assist the Board in establishing formal and transparent arrangements for considering how it will apply the financial reporting and the internal control principles and for maintaining an appropriate relationship with the Company's auditors (the "Independent Auditors"). It acts in an advisory capacity and makes recommendations to the Board.

All the Audit Committee members possess diversified industry experience. The Chairman has appropriate professional qualification, accounting or related financial management expertise as required by the Listing Rules. The Audit Committee is made up of the INEDs, namely:

Mr. Wong, Tik-tung (*Chairman*)  
Mr. Lai, Yun-hung  
Mr. Mok, Hon-sang

## 主席及行政總裁

主席及行政總裁（「行政總裁」）之角色須予分開，且不得由同一個人擔任。昌榮華先生為主席，負責監督董事會職能、制訂本公司整體策略及政策。潘敏慈小姐為行政總裁，負責監督本集團之整體業務及運作。主席及行政總裁職能分配已清楚以書面訂立，以清楚劃分主席負責管理董事會，而行政總裁負責管理本集團業務。

## 董事委員會

董事會已成立審核委員會及薪酬委員會，並界定其角色及職權範圍。

### 審核委員會

#### 架構

審核委員會於二零零零年十二月成立，其角色為協助董事會建立正式及具透明度之安排，讓董事會考慮如何應用財務匯報及內部監控原則，以及如何與本公司核數師（「獨立核數師」）維持恰當的關係。審核委員會具有顧問職能，並向董事會提供意見。

審核委員會全體成員具備多元化的業務經驗。主席具備了上市規則規定之相關專業資格、會計或相關財務管理專業知識。審核委員會由全體獨立非執行董事組成，彼等為：

汪滌東先生（主席）  
賴恩雄先生  
莫漢生先生

## BOARD COMMITTEES (cont'd)

### Audit Committee (cont'd)

#### Function

The Audit Committee's terms of reference can be found on the Group's website. The major duties of the Audit Committee are summarised below:

- i) to make recommendations to the Board on the appointment, re-appointment and removal of the Company's Independent Auditors, review and monitor their independence and objectivity as well as the effectiveness of the audit process;
- ii) to monitor the integrity of the interim and annual consolidated financial statements, reports and accounts and quarterly reports of the Company, and to review any significant financial reporting judgments contained in them; and
- iii) to review and ensure the effectiveness of the Company's financial control, internal control and risk management systems.

#### Conduct of Meetings

The Audit Committee shall meet at least twice each year. The Company prepares and delivers an information memorandum that includes all relevant information about the meetings to the Audit Committee members at least 3 days prior to such meetings. During the Year, the Audit Committee members reviewed the information memorandum with due care and discussed with the Group Financial Controller (who is also the Company Secretary) and other senior management (if necessary) during the meetings.

During the Year, the Audit Committee held three meetings on 11th March, 18th August and 2nd December, 2010 with the presence of the Company's senior management. Minutes drafted by the Company Secretary were circulated to the Audit Committee members for comments within a reasonable time after each meeting. Executed minutes were kept by the Company Secretary and copies of the minutes were sent to the Audit Committee members for records.

## 董事委員會(續)

### 審核委員會(續)

#### 職能

有關審核委員會之職權範圍，可瀏覽本集團網頁。審核委員會之主要職責概述如下：

- i) 就委任、重新委任及罷免本公司獨立核數師向董事會提供推薦意見、審核及監控彼等之獨立性及客觀性，以及審核程序之有效性；
- ii) 監察本公司中期及全年綜合財務報表、報告和賬目及季度報告之真實性，以及審閱上述各項所載之任何重大財務報告之判斷；及
- iii) 審閱及確保本公司財務監控、內部監控及風險管理系統之有效性。

#### 會議之舉行

審核委員會每年須最少開會兩次。本公司編製及派發資料備忘錄，內容包括會議時所需之所有資料，於審核委員會開會前最少三日提交予審核委員會成員。年內，審核委員會成員謹慎地審閱資料備忘錄，並於會議上與集團財務總監(彼亦為公司秘書)及其他高級管理層成員(如有需要)討論。

年內，審核委員會分別於二零一零年三月十一日、八月十八日及十二月二日舉行共三次會議，而本公司的高級管理層成員均有出席。公司秘書草擬的會議記錄已於每次會議後一段合理時間內交予審核委員會成員提供意見。公司秘書已經存置全部會議記錄，有關副本亦已送交審核委員會成員以作記錄。

## BOARD COMMITTEES (cont'd)

## Audit Committee (cont'd)

## Conduct of Meetings (cont'd)

Individual attendance of each committee member at the meetings is as follows:

Members	No. of meetings attended/held (Percentage of attendance in total)	成員	出席／舉行會議數目 (總出席率)
Mr. Wong, Tik-tung ( <i>Chairman</i> )	3/3 (100%)	汪滌東先生 (主席)	3/3 (100%)
Mr. Lai, Yun-hung	3/3 (100%)	賴恩雄先生	3/3 (100%)
Mr. Mok, Hon-sang	3/3 (100%)	莫漢生先生	3/3 (100%)

## Works Performed

The works performed by the members of Audit Committee in the Year are summarized below:

- i) reviewed and considered the Group accounts and financial statements for the year ended 31st December, 2009, and interim and quarterly accounts for 2010;
- ii) reviewed, discussed and agreed with the Independent Auditors in respect of the audit fee for the year 2010; the terms of the engagement letters; the nature, scope of audit and reporting obligations for the Year;
- iii) reviewed and assessed the adequacy and effectiveness of the Group's financial reporting and controls, internal control procedures and risk management systems;
- iv) reviewed the corporate governance practices and monitored the progress of compliance of the CG Code;

## 董事委員會 (續)

## 審核委員會 (續)

## 會議之舉行 (續)

各委員會成員於該等會議之出席率如下：

成員	出席／舉行會議數目 (總出席率)
汪滌東先生 (主席)	3/3 (100%)
賴恩雄先生	3/3 (100%)
莫漢生先生	3/3 (100%)

## 履行之工作

審核委員會成員於本年度履行之工作概述如下：

- i) 審閱及省覽本集團截至二零零九年十二月三十一日止年度之賬目及財務報表，以及二零一零年之中期及季度賬目；
- ii) 與獨立核數師審閱、討論及同意二零一零年核數費用；本年度委聘書之條款；核數之性質、範圍及申報責任；
- iii) 審閱及評估本集團之財務匯報及監控、內部監控程序及風險管理系統是否足夠及有效；
- iv) 檢討企業管治常規及監控遵循企管守則之進度；

## BOARD COMMITTEES (cont'd)

### Audit Committee (cont'd)

#### Works Performed (cont'd)

- v) carried out annual review on the continuing connected transactions of the Company (including those fallen outside Rule 14A.33 of the Listing Rules and not required to be made public, if any) and their financial implication in their capacity as members of the independent board committee;
- vi) reviewed the performance of the sale of properties of the Group for the year ended 31st December, 2009;
- vii) reviewed the adequacy of resources, qualifications and experience of the staff in accounting and financial reporting function, and the training programmes and budget; and
- viii) prepared and submitted to the Board an Audit Committee Report detailing the works performed by the Audit Committee during the Year, presented its findings and made recommendations for consideration by the Board.

On 10th March, 2011, the Audit Committee reviewed the Group's and the Company's accounts and draft financial statements for the Year.

Overall, the Audit Committee satisfied with the condition of the Company, including the corporate governance practices, internal control system, the conduct of the continuing connected transactions and adequacy of resources, qualifications and experience of the staff in accounting and financial reporting function, and the training programmes and budget.

## 董事委員會(續)

### 審核委員會(續)

#### 履行之工作(續)

- v) 以獨立董事委員會之身份，對本公司之持續關連交易(包括上市規則第14A.33條所涵蓋的範圍以外及無需披露者，如有)及其財務影響進行週年審閱；
- vi) 審閱本集團截至二零零九年十二月三十一日止年度之物業銷售表現；
- vii) 審閱會計及財務匯報職能方面的資源、員工資歷及經驗與員工所接受的培訓課程及有關預算是否足夠；及
- viii) 編製並向董事會呈交審核委員會報告，當中詳列審核委員會於年內已履行之工作，以及呈交其審核結果及向董事會提供建議以作考慮。

於二零一一年三月十日，審核委員會已審閱本集團及本公司本年度之賬目及財務報表之草稿。

整體而言，審核委員會滿意本公司現狀，包括企業管治實務、內部監控制度、持續關連交易之進行，以及本公司會計及財務匯報職能方面之資源、員工之資歷及經驗與員工所接受的培訓課程及有關預算是足夠的。

## BOARD COMMITTEES (cont'd)

### Remuneration Committee

#### Structure

The Remuneration Committee has been established since June 2005 with the roles to assist the Board in reviewing and determining the framework or broad policy for remuneration packages of the Directors and senior management, overseeing any major changes in employee benefit structures and considering other topics as defined by the Board.

The Remuneration Committee comprises all INEDs, namely:

Mr. Mok, Hon-sang (*Appointed as Chairman on 16th July, 2010*)

Mr. Lai, Yun-hung

Mr. Wong, Tik-tung (*Ceased as Chairman on 16th July, 2010*)

#### Function

The principal responsibilities of the Remuneration Committee are as follows:

- i) setting, reviewing and recommending to the Board for approving the Group's overall remuneration policy and strategy;
- ii) setting, reviewing and approving performance-based remuneration and individual remuneration packages for the Executive Directors and senior management including terms and conditions of employment as well as compensation payable due to loss or termination of office, and dismissal or removal for misconduct; and
- iii) recommending the Board on the remuneration of Non-executive Directors.

The Remuneration Committee's terms of reference can be found on the Group's website.

The Remuneration Committee would consult the Chairman and/or the CEO about its proposals on remuneration of other Executive Directors and seek internal and external professional advices if considered necessary.

## 董事委員會(續)

### 薪酬委員會

#### 架構

薪酬委員會於二零零五年六月成立，其角色為協助董事會檢討及釐定董事及高級管理層之薪酬待遇或具體政策，監督僱員福利架構之任何重大變動，以及考慮董事會釐定之其他事項。

薪酬委員會由全體獨立非執行董事組成，彼等為：

莫漢生先生(於二零一零年七月十六日委任為主席)

賴恩雄先生

汪滌東先生(於二零一零年七月十六日辭任為主席)

#### 職能

薪酬委員會之主要職責如下：

- i) 制訂、檢討及建議董事會批准本集團之整體薪酬政策及策略；
- ii) 制訂、檢討及批准以表現為考慮基礎之薪酬，以及執行董事及高級管理層之個別薪酬待遇，包括僱傭條款及條件，以及因離職或終止受僱及因行為不當而遭解僱或罷免所產生需支付之賠償；及
- iii) 就非執行董事之薪酬向董事會提供意見。

有關薪酬委員會之職權範圍，可瀏覽本集團網頁。

薪酬委員會須就其他執行董事之薪酬建議諮詢主席及／或行政總裁，並在認為有需要時尋求內部及外界專業意見。



## BOARD COMMITTEES (cont'd)

### Remuneration Committee (cont'd)

#### Conduct of Meetings

During the Year, the Remuneration Committee held two meetings on 11th March and 16th July, 2010 to discuss and ratify the payment of discretionary bonus for the year ended 31st December, 2009 to employees of the Company; and to consider and approve the annual remuneration of the Executive Directors for the Year.

Individual attendance of each committee member at the meetings is as follows:

Members	No. of meetings attended/held (Percentage of attendance in total)
Mr. Mok, Hon-sang ( <i>Chairman</i> )	2/2 (100%)
Mr. Lai, Yun-hung	2/2 (100%)
Mr. Wong, Tik-tung ( <i>Ex-Chairman</i> )	2/2 (100%)

The INEDs are not entitled to any other emoluments for holding office as the INEDs except for their entitlement of an annual remuneration of HK\$180,000 determined by the Board subject to annual review with reference to the prevailing market condition. No share option scheme is adopted by the Company during the Year.

During the Year, the Remuneration Committee had carried out a review on the remuneration of the Executive Directors. After review, each of the Executive Directors (namely Mr. Matthew Cheong, Veng-va and Ms. Teresa Poon, Mun-chie) agreed to receive a remuneration of HK\$10,000 per annum on a nominal basis without making reference to the prevailing market condition.

#### Nomination Committee

No Nomination Committee is established in view of the current business requirement of the Group. Currently, the Board is responsible for reviewing its composition, identifying and selecting suitable Board members, assessing independence of the INEDs, considering appointment or re-appointment of the Directors and succession planning for the Directors. The Board shall exercise its power under Article 92 of the Articles of Association of the Company to appoint any person as a director either to fill as casual vacancy or as an addition to the Board whenever the business of the Company requires.

## 董事委員會(續)

### 薪酬委員會(續)

#### 會議之舉行

年內，薪酬委員會於二零一零年三月十一日及七月十六日，舉行共兩次會議，以討論並追認發放於二零零九年十二月三十一日年度之年終酌情花紅予本公司僱員，以及考慮及批准本年度執行董事之年度酬金。

各委員會成員於該等會議之出席率如下：

成員	出席／舉行 會議數目 (總出席率)
莫漢生先生(主席)	2/2 (100%)
賴恩雄先生	2/2 (100%)
汪滌東先生(前主席)	2/2 (100%)

獨立非執行董事除每年享有180,000港元之酬金外，並無就擔任獨立非執行董事收取任何其他酬金。有關酬金須由董事會參考當時市況而每年作出檢討。年內，本公司並無採納任何認股權計劃。

年內，薪酬委員會已就執行董事之酬金進行檢討。經檢討後，每位執行董事(即昌榮華先生及潘敏慈小姐)同意收取不按當時市況而釐定之名義酬金10,000港元。

#### 提名委員會

鑑於本集團現時之業務狀況，本公司並無成立提名委員會。目前，董事會負責檢討其組成、物色及甄選合適之董事會成員，評估獨立非執行董事之獨立性，考慮委任或重新委任董事，以及制訂董事之接任安排。董事會將按本公司之業務需要，根據本公司組織章程細則第92條行使其權力，委任任何人士填補董事空缺或作為新增董事會成員。

## MANAGEMENT FUNCTIONS

The Executive Directors have defined clear directions on powers of management and delegate daily management and administration functions to the management. The functions reserved to the Board and those delegated to the senior management are reviewed from time to time. The Company would formalize the division of responsibility between the Board and the management when the operational requirement of the Group justifies such division.

## INDEPENDENT AUDITORS

Messrs HLB Hodgson Impey Cheng (“HLB”) were re-appointed as the Independent Auditors by shareholders at the 2010 annual general meeting of the Company. In order to maintain the independence and objectivity of the Independent Auditors (which for these purposes include any entity under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally), they will not be engaged for non-audit work unless it has been pre-approved by the Audit Committee.

Independent Auditors were engaged on an ad hoc basis to supply non-audit service, such as to provide a confirmation letter to the Board and to the Stock Exchange to confirm, among others, that the continuing connected transactions have not exceeded the stipulated cap for the transactions as required under Chapter 14A of the Listing Rules during the Year. The fundamental policy is to ensure that the engagement of the Independent Auditors for non-audit service will not harm their independence or cause any bias on audit works for the presentation of financial statements of the Group. During the Year, the fee for engaging Independent Auditors to carry out the works in connection with annual review of the continuing connected transactions amounted to HK\$20,000.

At the annual general meeting held on 28th May, 2010, HLB were re-appointed by the shareholders as the Independent Auditors of the Company at a fee to be agreed with the Board. The Audit Committee reviewed the terms of engagement letter of Independent Auditors in early December, 2010 and agreed with HLB the audit fees for auditing the financial statements of the Group for the Year at HK\$220,000.

It is recommended that HLB shall be re-appointed as the Independent Auditors for the financial year 2011 at a fee to be agreed with the Board.

## 管理層職能

執行董事就管理層的權力，給予清晰的指引，並指派管理層處理日常管理及行政職能。董事會所保留與委派予高級管理層之職能乃不時予以檢討。倘本集團之規模發展至須劃分董事會與管理層之職責時，本公司將制訂該等職責劃分。

## 獨立核數師

國衛會計師事務所(「國衛」)已獲股東於本公司二零一零年股東週年大會上續聘為獨立核數師。為保持獨立核數師之獨立性及客觀性(就此而言包括與核數師行共同控制、擁有或管理之任何實體，或合理及知情第三方在接獲一切相關資料後合理認為在國家或國際方面屬核數師行一部份之任何實體)，其將不會受聘進行非核數工作，除非已獲審核委員會事先批准。

獨立核數師於特別情況下提供非審核之服務，如年內按上市規則第14A章規定提供確認書予董事會及聯交所，以確認(連同其他事項)持續關連交易並無超過該交易既定之上限，作為該交易週年審閱之部份程序。本集團之基本政策乃確保獨立核數師對非審核服務之參與不會損害其獨立性或導致編製本集團財務報表時構成審核偏頗。年內，聘任獨立核數師就持續關連交易週年審閱所進行之工作費用為20,000港元。

於二零一零年五月二十八日舉行之股東週年大會上，國衛獲重選為本公司之獨立核數師，費用有待與董事會商討。審核委員會於二零一零年十二月初審閱獨立核數師之聘書之條款，並與國衛商定審核本年度本集團財務報表之審核費用為220,000港元。

茲建議續聘國衛為本公司二零一一年財政年度之獨立核數師，費用有待與董事會磋商。

## FINANCIAL REPORTING

The Company aims to present a clear, balanced and understandable assessment of its financial position and prospects. Financial results are announced as early as possible, with interim report and annual report as well as other price-sensitive announcements and financial disclosures published as required under the Listing Rules.

The management provides explanation, information and progress update to the Board for it to make an informed assessment of the financial and other issues put before the Board for approval and consideration.

Throughout the Year, the Directors had selected appropriate accounting policies and applied them consistently. The Directors acknowledge their responsibilities for preparing the financial accounts of the Group which give a true and fair view and are in accordance with generally accepted accounting standards published by the Hong Kong Institute of Certified Public Accountants. A statement by the Independent Auditors about their reporting responsibilities for the Year is set out in this annual report.

The Independent Auditors did not report for the Year that there were any material uncertainties relating to events or conditions that might cast significant doubt upon the Company's ability to continue as a going concern.

## INTERNAL CONTROL

### Scope of Works

The Board recognizes its responsibility for establishment, maintenance and review of the internal control system that provides reasonable assurance on the reliability and integrity of financial and operational information, effective and efficient operations, safeguarding of assets and compliance with laws and regulations. The internal control system is designed to manage rather than to eliminate all risks of failure while its goal is to provide reasonable, not absolute assurance regarding the achievement of organizational objectives. The Audit Committee is responsible to assist the Board for the annual review of the effectiveness of the internal control system of the Group.

With respect to procedures and internal control for handling and dissemination of price-sensitive information, the Company is aware of its obligations under the Listing Rules and the overriding principle that information which is expected to be price-sensitive should be announced promptly after it becomes known to and/or is the subject of a decision by the Directors or senior management of the Company, and conducts its affairs with close regard to the "Guide on disclosure of price-sensitive information" issued by the Stock Exchange.

## 財務報告

本公司旨在對其財務狀況及前景作出清晰、平衡及可理解評估之呈報。財務業績以盡早發布為基礎，而中期報告及年報，連同其他股價敏感資料公布及財務披露則根據上市規則之規定而公布。

管理層向董事會提供解釋、資料及最新進度，讓董事會就財務及其他事項於提交董事會審批及考慮前，可作出知情評估。

於年內，董事已選取合適之會計政策並貫徹應用。董事確認彼等之責任為編製本集團之財務賬目，賬目須真實而公平，並根據香港會計師公會公布而普遍被採用之會計準則。獨立核數師就彼等於本年度之報告責任所發出之聲明已載於本年報內。

獨立核數師並無就本年度有關任何重大涉及可能對本公司持續經營能力存疑之事件或狀況之重大不確定因素作出報告。

## 內部監控

### 工作範疇

董事會確認其責任為制訂、維持及檢討內部監控制度，使它能就財務及營運資料之可靠性及完整性、營運效率及效能、資產保障以及法例及法規遵守方面提供合理之確定。內部監控制度乃為管理（而非完全消除）失責風險而設，旨在為達至機構目標而提供合理（而非絕對）確定。審核委員會負責協助董事會對本集團內部監控制度進行效用評估之年度審閱。

就處理及公布股價敏感資料之程序及內部監控方面，本公司知悉根據上市規則之責任，並知悉當董事或本公司高級管理層得悉股價敏感資料及／或彼將根據該等資料作出業務決定時，預期屬股價敏感資料須即時公布之優先原則。本公司須嚴格按照聯交所頒布之「股價敏感資料披露指引」處理其事務。

## INTERNAL CONTROL (cont'd)

### Scope of Works (cont'd)

To ensure sufficient resources provided to the Audit Committee, information and assessment of financial and internal controls, risk management systems were sent to the Audit Committee members. Internal control procedures of the Group had been commented by the committee members during the Year.

### Audit Committee's Review

The Audit Committee had reviewed the financial control, internal control and risk management systems of the Company for the Year. It considered the internal control system effective and adequate as they allowed the Board to monitor the Group's overall financial position and to provide reasonable assurance that assets are safeguarded against unauthorized use or material financial misstatement; transactions were executed in accordance with management's authorization; and the accounting records were reliable for preparing financial information used within the business or for publication and reflecting accountability for assets and liabilities. Further reviews will be conducted on the request of any Audit Committee member, the Group Financial Controller, the Company Secretary, or any Director.

The Audit Committee considered that the careful management of risk as a key management activity and concluded that the business risks, which could be strategic, operational, reputation-related or financial, should be understood and visible. The Board acknowledges the areas of concern and would devote to in-depth study with senior management in each situation about the level of acceptable risk and controls.

The Audit Committee and the Board considered that the Company had complied with the code provisions on internal control during the Year, and the internal control system is effective and adequate, as

- a framework of prudent and effective control has been established to enable risks to be identified, evaluated and managed; and
- periodic review of the system of the internal control is carried out by the Audit Committee to ensure the effectiveness of such control.

## 內部監控 (續)

### 工作範疇 (續)

為確保審核委員會獲得足夠資源，財務及內部監控、風險管理系統之資料及評估已送交審核委員會成員。年內，本集團內部監控程序已由委員會成員批閱。

### 審核委員會之審閱

審核委員會已審閱本公司本年度之財務監控、內部監控及風險管理系統。審核委員會認為內部監控系統屬有效及足以讓董事會監察本集團之整體財務狀況及可合理確定資產不會被未授權使用或虛報重大財務資料；交易乃根據管理層之授權簽立；及會計記錄能可靠地編製供業務內使用或作刊發之財務資料，並反映資產及負債之可表述性。在任何審核委員會成員、集團財務總監、公司秘書或任何董事要求之情況下，可進行額外審閱。

審核委員會認為審慎之風險管理為主要管理活動，並認為業務風險，可能涉及策略、營運、聲譽或財務，須為明確及清晰。董事會明瞭所關注之範圍，並與高級管理層致力對各項情況之可承受風險水平及監控進行深入研究。

審核委員會及董事會認為本公司已於年內遵守內部監控之守則條文，而內部監控系統為足夠且有效，因為：

- 已設立審慎且有效監控之架構，以確保能識別、評估及管理風險；及
- 審核委員會定期審閱內部監控系統，以確保有關監控之有效性。

## INTERNAL CONTROL (cont'd)

### Internal Audit Function

The Company has established an internal audit function with the key tasks as below:

- (1) assess and monitor internal controls of the Group with unrestricted direct access right to any levels of management whenever it considers necessary;
- (2) conduct comprehensive internal audits of the practices and procedures, income and expenditures, and internal control of all business units of the Group on a regular basis; and
- (3) carry out special reviews and investigations on areas of concern identified by the management for corrective actions.

## SHAREHOLDERS' RIGHTS

The Company is committed to safeguarding the shareholders' and the Company's interests as a whole and encourages shareholders to attend general meetings of the shareholders to participate in the important decisions of the Company for which the shareholders' approval is required under the Listing Rules and the Companies Ordinance. The Company regards general meetings of the shareholders as an important event as it provides an important opportunity for direct communication between the Board and the shareholders. The Directors, including the INEDs were available to answer questions at the annual general meeting held in May 2010. The Chairman of the Audit Committee and Remuneration Committee, the Independent Auditors and the Chairman of the independent board committee were also available at the annual general meeting to address shareholders' queries.

With the implementation of poll voting in lieu of show of hands at all general meetings of the listed company, the shareholders can fully reflect their proprietary rights and interests by means of poll voting which is regarded as a fairer method of determination on business matters by the shareholders than voting on a show of hands at the general meetings. Notice of the annual general meeting, together with the annual report and circular, were sent to the shareholders more than 20 clear business days before the meeting to allow more time for the shareholders to digest information in the annual report and circular, and to consider whether joining the meeting or not.

## 內部監控(續)

### 內部稽核職能

本公司已制訂之內部稽核職能主要工作如下：

- (1) 於其認為有需要時，以無限制權力直接接觸任何管理層，以評估及監察本集團之內部監控；
- (2) 定期就本集團之常規及程序、收入和開支，及所有業務單位之內部監控進行綜合內部稽核；及
- (3) 對管理層所識別關注之範疇進行特別檢討及調查，以作出糾正。

## 股東權利

本公司銳意保障股東及本公司之整體利益，並鼓勵彼等出席股東大會，以參與上市規則及公司條例要求股東批准之重要決策。鑑於股東大會為董事會與股東直接溝通之主要機會，故本公司視股東大會為一項重要事項。董事(包括獨立非執行董事)均已出席二零一零年五月舉行之股東週年大會並回答提問。審核委員會和薪酬委員會主席、獨立核數師及獨立董事委員會主席亦已出席股東週年大會並解答股東提問。

隨着上市公司於所有股東大會上實行以投票方式表決以代替舉手方式表決，股東以投票方式表決能全面反映股東之財產權益，且於股東大會上作為股東決定業務之辦法，較舉手方式表決更為公平。召開股東週年大會之通告，連同年報及通函，已在開會前超過二十個營業日發送予股東，以讓股東有更多時間消化年報及通函之資料，及考慮是否參與會議。

## SHAREHOLDERS' RIGHTS (cont'd)

The Chairman of the Board, when acting as the Chairman of the annual general meeting held on 28th May, 2010, took the initiative to demand for a poll at the commencement of the meeting and explained the detailed procedures for conducting a poll to the shareholders. All resolutions were put to vote and passed by poll under the scrutiny of the independent share registrar. The poll results were made public by means of a public announcement which was uploaded to the websites of the Company and the Stock Exchange.

Statutory announcements, financial and other information of the Group are made available on the Company's website, which is regularly updated.

Shareholders may put their enquiries to the Board and also put forward proposals at general meetings by way of a written notice addressed to the Company Secretary at the registered office of the Company.

## INVESTOR RELATIONS

Accountability and transparency are indispensable for ensuring good corporate governance and, in this regard, timely communication with the shareholders, including institutional investors, is crucial. The Company considers good investor relations as a key part of its operations and continues to promote investor relations and enhances communications with the investors.

The Company maintains a corporate website ([www.chicheung.com](http://www.chicheung.com)) to make the corporate information available on the internet to facilitate its communication with the shareholders and to provide important information to the investing public on corporate governance structure, policies and systems, profiles of the Directors and senior management as well as terms of reference of Board committees.

The Company welcomes suggestions from investors and shareholders, and invites them to share their views and suggestions by contacting the Investor Relations Team at [investor.relations@chineseestates.com](mailto:investor.relations@chineseestates.com).

## CONCLUSION

The Company believes that corporate governance principles and practices are essential to the business communities. Ongoing effort will be put to review its corporate governance practices from time to time so as to accommodate the changing circumstances. The Company will try its best to maintain and strengthen the standard and quality of its corporate governance.

In conclusion, the Board considered that the Company had applied the principles of the CG Code and complied with the code provisions and certain recommended best practices set out in the CG Code throughout the Year.

## 股東權利(續)

董事會主席，當擔任二零一零年五月二十八日舉行之股東週年大會之主席時，於會議開始時主動要求以投票方式表決，並向股東解釋進行投票表決之詳細程序。在獨立股份過戶登記處之監察下，所有議案交大會以投票方式表決及通過。投票方式表決之結果以公布之方式，在本公司及聯交所之網頁上載公開。

本集團之法定公布、財務及其他資料可於本公司網頁瀏覽，並定期更新。

股東可向董事會作出提問，並以書面通知方式致本公司註冊辦事處向公司秘書提交於股東大會提呈之建議。

## 投資者關係

問責制及透明度乃確保良好企業管治之不二法門。就此，與股東(包括機構投資者)定時溝通更屬不可或缺之部份。本公司認為良好投資者關係乃其運作之主要部份，並持續推廣投資者關係及加強與投資者之溝通。

本公司設有公司網頁([www.chicheung.com](http://www.chicheung.com))，使股東可透過互聯網取得公司資料，加強與股東之溝通，並提供重要資料予公眾投資者了解企業管治架構、政策及制度、董事及高級管理層簡介，以及董事委員會之職權範圍。

本公司歡迎投資者及股東提出意見，並誠邀彼等聯絡投資者關係部，分享彼等之意見及建議。投資者關係部之電郵：[investor.relations@chineseestates.com](mailto:investor.relations@chineseestates.com)。

## 總結

本公司相信企業管治原則及常規對商業社會而言至關重要，故本公司亦將持續不時檢討其企業管治常規，以符合環境上之轉變。本公司將致力維持及加強其企業管治標準及質素。

總括而言，董事會認為本公司於全年內已應用企管守則，並遵守載於企管守則內之守則條文及若干建議最佳常規。

The directors of the Company (the "Directors" or the "Board") present to the shareholders their report together with the audited financial statements of the Company and its subsidiaries (the "Group") for the year ended 31st December, 2010 (the "Year").

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities and other particulars of its subsidiaries as at 31st December, 2010 are set out in note 34 to the financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of comprehensive income on page 43.

An interim dividend for HK1 cent per share was declared for the Year (2009: HK1 cent per share). The Board resolved to recommend the payment of a final dividend of HK2 cents per share for the Year (2009: HK1 cent per share).

### SEGMENT INFORMATION

An analysis of the Group's revenue and contribution to profit for the Year by its principal activities is set out in note 7 to the financial statements.

### FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 91.

### INVESTMENT PROPERTIES

Movements in the investment properties during the Year are set out in note 15 to the financial statements.

A summary of the investment properties held by the Group as at 31st December, 2010 is set out in the schedule of properties on page 92.

本公司董事(「董事」)或(「董事會」)謹向股東提呈董事會報告書連同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(「本年度」)之經審核財務報表。

### 主要業務

本公司為投資控股公司，其附屬公司於二零一零年十二月三十一日之主要業務及其他資料載於財務報表附註34。

### 業績及分配

本集團於本年度之業績載於第43頁之綜合全面收入報表。

本年度宣派中期股息每股一港仙(二零零九年：每股一港仙)。董事會議決建議派發本年度之末期股息每股二港仙(二零零九年：每股一港仙)。

### 分類資料

本集團按主要業務劃分之本年度收益及溢利分析載於財務報表附註7。

### 財務概要

本集團過往五個財政年度之業績、資產與負債概要載於第91頁內。

### 投資物業

投資物業於年內之變動載於財務報表附註15。

本集團於二零一零年十二月三十一日持有之投資物業之概要載於第92頁之物業附表。

## FURNITURE AND EQUIPMENT

Movements in the furniture and equipment during the Year are set out in note 16 to the financial statements.

## SHARE CAPITAL

Movements in the share capital of the Company during the Year are set out in note 26 to the financial statements.

## RESERVES

Movements in the reserves of the Group and the Company during the Year are set out on page 46 and in note 27 to the financial statements respectively.

The Company's reserves available for distribution as at 31st December, 2010 amounted to HK\$497,400,000 (2009: HK\$448,811,000).

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

## CHARITABLE DONATIONS

During the Year, no charitable donations had been made by the Group (2009: Nil).

## 傢具及設備

傢具及設備於年內之變動載於財務報表附註16。

## 股本

本公司之股本於年內之變動載於財務報表附註26。

## 儲備

本集團及本公司之儲備於年內之變動情況分別載於第46頁及財務報表附註27。

於二零一零年十二月三十一日，本公司可供分派之儲備為497,400,000港元(二零零九年：448,811,000港元)。

## 購回、出售或贖回上市證券

年內，本公司或其任何附屬公司概無購回、出售或贖回本公司任何上市證券。

## 慈善捐款

年內，本集團概無作出慈善捐款(二零零九年：無)。



## MAJOR SUPPLIERS AND CUSTOMERS

The aggregate purchases attributable to the Group's five largest suppliers amounted to less than 30% of the Group's total purchases for the Year.

The aggregate turnover attributable to the Group's largest customer and five largest customers accounted for 34% and 91% of the Group's total turnover for the Year.

Longman Limited ("Longman"), a wholly-owned subsidiary of Chinese Estates Holdings Limited ("Chinese Estates"), was one of the Group's five largest customers during the Year. As at 31st December, 2010, Chinese Estates, through its wholly-owned subsidiaries, beneficially owned 61.96% of the entire issued share capital of the Company, is deemed as a substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules")) of the Company.

Apart from aforesaid, none of the Directors, their associates, or any shareholder of the Company (which to the knowledge of the Directors owned more than 5% of the Company's issued shares) had interests in any of the Group's five largest suppliers and customers during the Year.

## DIRECTORS

The Directors during the Year and up to the date of this report are:

### Executive Directors:

Mr. Matthew Cheong, Veng-va (*Chairman*)  
Ms. Teresa Poon, Mun-chie (*Chief Executive Officer*)

### Independent Non-executive Directors:

Mr. Lai, Yun-hung  
Mr. Mok, Hon-sang  
Mr. Wong, Tik-tung

In accordance with Article 101 of the Company's Articles of Association, Mr. Matthew Cheong, Veng-va and Ms. Teresa Poon, Mun-chie will retire and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

No Director being proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

## 主要供應商及客戶

本年度本集團累計之五大供應商應佔之購貨總額佔本集團購貨總額少於30%。

本年度本集團累計之最大客戶及五大客戶應佔之營業總額分別佔本集團營業總額之34%及91%。

於本年度內，Chinese Estates Holdings Limited (「華置」)之全資擁有附屬公司 Longman Limited (「Longman」)乃本集團五大客戶之一。於二零一零年十二月三十一日，華置透過其全資擁有附屬公司，實益擁有本公司全部已發行股本61.96%，因此根據香港聯合交易所有限公司證券上市規則 (「上市規則」)被視為本公司之主要股東。

除上述外，董事、彼等之聯繫人士或本公司任何股東 (據董事所知擁有本公司已發行股份逾5%者)概無於本年度擁有本集團任何五大供應商或客戶之權益。

## 董事

於年內及直至本報告日期止，董事為：

### 執行董事：

昌榮華先生 (主席)  
潘敏慈小姐 (行政總裁)

### 獨立非執行董事：

賴恩雄先生  
莫漢生先生  
汪滌東先生

根據本公司組織章程細則第101條之規定，昌榮華先生及潘敏慈小姐將告退，惟彼等願於即將舉行之股東週年大會上膺選連任。

擬於即將舉行之股東週年大會上膺選連任之董事概無訂立本集團不可於一年內毋須支付賠償 (法定賠償除外) 而終止之服務合約。

## DIRECTORS' AND CHIEF EXECUTIVE(S)' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 31st December, 2010, none of the Directors or chief executive(s) of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules. During the Year, none of the Directors or chief executive(s) of the Company, nor their spouses or children under the age of 18 years, were granted or had exercised any right to subscribe for any securities of the Company or its associated corporations.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY

As at 31st December, 2010, so far as are known to any Director or chief executive of the Company, the following parties (other than a Director or chief executive of the Company) were recorded in the register kept by the Company under section 336 of the SFO, or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:

## 董事及最高行政人員於本公司及相聯法團之證券權益

於二零一〇年十二月三十一日，董事或本公司最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部所指的相聯法團）之股份、相關股份或債券中擁有根據證券及期貨條例第352條置存之登記冊所載錄或根據香港聯合交易所有限公司（「聯交所」）上市規則所載《上市發行人董事進行證券交易的標準守則》須知會本公司及聯交所之任何權益或淡倉。年內，董事或本公司最高行政人員以及彼等之配偶或十八歲以下子女概無獲授予或已行使任何可認購本公司及其相關法團任何證券之權利。

## 主要股東於本公司之證券權益

據董事及本公司最高行政人員所知悉，於二零一〇年十二月三十一日，本公司根據證券及期貨條例第336條須置存之登記冊所載錄或另行知會本公司，直接或間接擁有或被視為擁有本公司已發行股本5%或以上權益之人士（董事或本公司最高行政人員除外）如下：

Name 名稱	Number of Shares (ordinary share) 股份數目 (普通股)	Capacity 身份	Percentage of Issued Share Capital 已發行 股本百分比
Billion Up Limited	209,931,186 (Note 1) (附註1)	Beneficial owner 實益擁有人	61.96%
Lucky Years Ltd.	209,931,186 (Note 1) (附註1)	Interests in controlled corporation 於受控制公司之權益	61.96%

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN  
THE SECURITIES OF THE COMPANY (cont'd)主要股東於本公司之證券權益  
(續)

Name 名稱	Number of Shares (ordinary share) 股份數目 (普通股)	Capacity 身份	Percentage of Issued Share Capital 已發行 股本百分比
Chinese Estates Holdings Limited	209,931,186 (Note 1) (附註1)	Interests in controlled corporation 於受控制公司之權益	61.96%
Mr. Joseph Lau, Luen-hung 劉鑾雄先生	209,931,186 (Note 2) (附註2)	Interests in controlled corporation 於受控制公司之權益	61.96%
Global King (PTC) Ltd.	209,931,186 (Note 3) (附註3)	Trustee 信託人	61.96%
GZ Trust Corporation	209,931,186 (Note 3) (附註3)	Trustee and beneficiary of a trust 信託人及一項信託之受益人	61.96%
Mr. Li Ka-shing 李嘉誠先生	20,827,142 (Notes 4 & 5) (附註4及5)	Founder of discretionary trusts and interests of controlled corporations 酌情信託之創立人及 受控制公司之權益	6.15%
Li Ka-Shing Unity Trustcorp Limited	20,827,142 (Notes 4 & 5) (附註4及5)	Trustee and beneficiary of a trust 信託人及一項信託之受益人	6.15%
Li Ka-Shing Unity Trustee Corporation Limited	20,827,142 (Notes 4 & 5) (附註4及5)	Trustee and beneficiary of a trust 信託人及一項信託之受益人	6.15%
Li Ka-Shing Unity Trustee Company Limited	20,827,142 (Notes 4 & 5) (附註4及5)	Trustee 信託人	6.15%

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY (cont'd)

## 主要股東於本公司之證券權益 (續)

Name 名稱	Number of Shares (ordinary share) 股份數目 (普通股)	Capacity 身份	Percentage of Issued Share Capital 已發行 股本百分比
Cheung Kong (Holdings) Limited 長江實業(集團)有限公司	20,827,142 (Notes 4 & 5) (附註4及5)	Interests of controlled corporations 受控制公司之權益	6.15%
Hutchison Whampoa Limited 和記黃埔有限公司	20,827,142 (Note 4) (附註4)	Interests of controlled corporations 受控制公司之權益	6.15%
Hutchison International Limited 和記企業有限公司	20,827,142 (Note 4) (附註4)	Interests of a controlled corporation 一間受控制公司之權益	6.15%
Primetek Holdings Limited	20,827,142 (Note 4) (附註4)	Beneficial owner 實益擁有人	6.15%

## Notes:

## 附註：

1. Billion Up Limited is a wholly-owned subsidiary of Lucky Years Ltd., which in turn is a wholly-owned subsidiary of Chinese Estates Holdings Limited ("Chinese Estates"). By virtue of the SFO, Lucky Years Ltd. and Chinese Estates were deemed to be interested in the 209,931,186 shares of the Company held by Billion Up Limited.
1. Billion Up Limited為 Lucky Years Ltd.之全資擁有附屬公司，而後者為Chinese Estates Holdings Limited(「華置」)之全資擁有附屬公司。根據證券及期貨條例，Lucky Years Ltd.及華置均被視為擁有Billion Up Limited 持有之209,931,186股本公司股份之權益。
2. Mr. Joseph Lau, Luen-hung, by virtue of his approximately 74.94% interests in the issued share capital of Chinese Estates, was deemed to be interested in the same interests stated against Chinese Estates under the SFO.
2. 根據證券及期貨條例，劉鑾雄先生於華置已發行股本中擁有約74.94%權益，因此被視為擁有華置所擁有之相同權益。
3. GZ Trust Corporation as trustee of a discretionary trust held units in a unit trust of which Global King (PTC) Ltd. is the trustee. Global King (PTC) Ltd. is entitled to exercise more than one-third of the voting power at the general meetings of Chinese Estates. Accordingly, Global King (PTC) Ltd. and GZ Trust Corporation were deemed to be interested in the same interests stated against Chinese Estates by virtue of the SFO.
3. GZ Trust Corporation(作為一項酌情信託之信託人)持有一項以Global King (PTC) Ltd.為信託人之單位信託基金之單位。Global King (PTC) Ltd.有權於華置之股東大會上行使三分之一以上之投票權。因此，根據證券及期貨條例，Global King (PTC) Ltd.及GZ Trust Corporation 被視為擁有華置所擁有之相同權益。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY (cont'd)

Notes: (cont'd)

- Primetek Holdings Limited ("Primetek") is a wholly-owned subsidiary of Hutchison International Limited ("HIL"), which in turn is a wholly-owned subsidiary of Hutchison Whampoa Limited ("HWL"). By virtue of the SFO, HWL and HIL were deemed to be interested in the 20,827,142 shares of the Company held by Primetek.
- Li Ka-Shing Unity Holdings Limited, of which each of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard is interested in one-third of the entire issued share capital, owns the entire issued share capital of Li Ka-Shing Unity Trustee Company Limited ("TUT1"). TUT1 as trustee of The Li Ka-Shing Unity Trust ("UT1"), together with certain companies which TUT1 as trustee of UT1 is entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, hold more than one-third of the issued share capital of Cheung Kong (Holdings) Limited ("CKH"). Subsidiaries of CKH are entitled to exercise or control the exercise of more than one-third of the voting power at the general meetings of HWL.

In addition, Li Ka-Shing Unity Holdings Limited also owns the entire issued share capital of Li Ka-Shing Unity Trustee Corporation Limited ("TDT1") as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1") and Li Ka-Shing Unity Trustcorp Limited ("TDT2") as trustee of another discretionary trust ("DT2"). Each of TDT1 and TDT2 holds units in the UT1.

By virtue of the SFO, Mr. Li Ka-shing, being the settlor of DT1 and DT2 may be regarded as a founder of DT1 and DT2 and for the purpose of the SFO, each of Mr. Li Ka-shing, TDT1, TDT2, TUT1 and CKH was deemed to be interested in the 20,827,142 shares of the Company held by Primetek.

All the interests stated above represent long positions. As at 31st December, 2010, no short positions were recorded in the register kept by the Company under section 336 of the SFO.

## 主要股東於本公司之證券權益 (續)

附註：(續)

- Primetek Holdings Limited (「Primetek」) 為和記企業有限公司 (「和記企業」) 之全資擁有附屬公司，而後者為和記黃埔有限公司 (「和黃」) 之全資擁有附屬公司。根據證券及期貨條例，和黃及和記企業被視為擁有 Primetek 持有之 20,827,142 股本公司股份之權益。
- 由李嘉誠先生、李澤鉅先生及李澤楷先生各自擁有全部已發行股本之三分之一權益之 Li Ka-Shing Unity Holdings Limited，擁有 Li Ka-Shing Unity Trustee Company Limited (「TUT1」) 之全部已發行股本。TUT1 以 The Li Ka-Shing Unity Trust (「UT1」) 信託人之身份，連同若干公司 (TUT1 以 UT1 信託人之身份有權在其股東大會上行使或控制行使三分之一以上之投票權之公司) 合共持有長江實業 (集團) 有限公司 (「長實」) 三分之一以上之已發行股本。長實之附屬公司有權在和黃之股東大會上行使或控制行使三分之一以上之投票權。

此外，Li Ka-Shing Unity Holdings Limited 亦擁有 Li Ka-Shing Unity Trustee Corporation Limited (「TDT1」) (The Li Ka-Shing Unity Discretionary Trust (「DT1」) 之信託人) 及 Li Ka-Shing Unity Trustcorp Limited (「TDT2」) (另一酌情信託 (「DT2」) 之信託人) 之全部已發行股本。TDT1 及 TDT2 各持有 UT1 之單位。

根據證券及期貨條例，李嘉誠先生身為 DT1 及 DT2 之財產授予人，可被視為 DT1 及 DT2 之創立人；李嘉誠先生、TDT1、TDT2、TUT1 及長實就證券及期貨條例而言個別被視為擁有 Primetek 持有之 20,827,142 股本公司股份之權益。

上述所有權益均為好倉。於二零一零年十二月三十一日，本公司按證券及期貨條例第 336 條置存之登記冊所載概無任何淡倉。

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

There were no arrangements to which the Company, its ultimate holding company, or any of its ultimate holding company's subsidiaries was a party to enable the Directors to acquire benefit by means of the acquisition of shares in, or debentures of, the Company or any other body corporate during the Year.

## DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in the "Connected Transactions" as mentioned below, there were no contracts of significance in relation to the Company's business, to which the Company or any of the Company's subsidiaries was a party, subsisting at the end of the Year or at any time during the Year, and in which a Director had, whether directly or indirectly, a material interest, nor there were any other contracts of significance in relation to the Company's business between the Company or any of the Company's subsidiaries and a controlling shareholder or any of its subsidiaries.

## CONNECTED TRANSACTIONS

In November 2008, the Company as lender made a conditional loan agreement with Longman, a wholly-owned subsidiary of Chinese Estates as borrower, granting a three-year revolving facility of up to HK\$900 million, with Chinese Estates acting as guarantor for repayment of the loan (the "Loan Transaction").

The Loan Transaction constituted the continuing connected transactions of the Company. The Loan Transaction was approved by the independent shareholders of the Company at the extraordinary general meeting held on 12th December, 2008.

As at 31st December, 2010, a total sum of HK\$900 million had been drawn by Longman.

Having reviewed the Loan Transaction, the Independent Non-executive Directors of the Company, pursuant to Rule 14A.37 of the Listing Rules on the requirement to carry out an annual review on all continuing connected transactions, other than fully exempt continuing connected transactions under the Listing Rules (if any), confirmed that the Loan Transaction, notwithstanding that it was not made in the ordinary and usual course of business of the Company, was made on normal commercial terms and in accordance with the relevant loan agreement governing on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

## 購買股份或債券之安排

本公司、其最終控股公司或其最終控股公司之任何附屬公司概無於本年度內作出任何安排，以使董事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。

## 董事及控權股東於合約之權益

除以下「關連交易」所述者外，本公司或本公司之任何附屬公司概無於年結時或本年度內任何時間訂立與本公司業務有關之重大合約而董事於其中直接或間接擁有重大權益，亦概無與控權股東或其任何附屬公司訂立與本公司業務有關之重大合約。

## 關連交易

於二零零八年十一月，本公司作為貸方與華置之全資附屬公司Longman作為借方簽訂一份有條件貸款協議，提供最高900,000,000港元為期三年之循環貸款，而華置則為償還貸款作為擔保人（「貸款交易」）。

貸款交易構成本公司持續關連交易。交易於二零零八年十二月十二日由本公司之獨立股東批准。

於二零一零年十二月三十一日，Longman已借取合共900,000,000港元。

在檢討該貸款交易後，本公司之獨立非執行董事，根據上市規則第14A.37條就所有持續關連交易進行週年檢討之規定（除按上市規則完全豁免之持續關連交易者外（如有）），確認儘管該交易並非本公司之日常業務，該交易是按照一般商業條款，並根據該交易的協議條款進行，交易之條款屬公平及合理，且符合本公司股東之整體利益。

## CONNECTED TRANSACTIONS (cont'd)

The Company's auditors were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditors had issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditors' letter had been submitted by the Company to the Stock Exchange.

Pursuant to Rule 14A.38 of the Listing Rules, the auditors of the Company confirmed that the Loan Transaction:

- (1) had received the approval of the Board;
- (2) had been entered into in accordance with the relevant agreement governing the Loan Transaction; and
- (3) had not exceeded the cap disclosed in the previous announcement made on 4th November, 2008.

Save as mentioned above, there were no other discloseable non-exempted connected transactions or non-exempted continuing connected transactions under the Listing Rules.

Related party transactions, inclusive of the continuing connected transactions, entered into by the Group for the year ended 31st December, 2010 are disclosed in note 33 to the financial statements.

To the extent of the related party transactions as disclosed in note 33 to the financial statements constituted continuing connected transactions, the Company had complied with the relevant requirements under Chapter 14A of the Listing Rules during the Year.

## DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at 31st December, 2010, none of the Directors was interested in any business, which competed or was likely to compete, either directly or indirectly, with the Company's businesses.

## 關連交易(續)

本公司之核數師受委聘就本集團之持續關連交易，按照香港會計師公會所頒布的香港核證工作準則3000「歷史財務信息審計或審閱以外的鑒證業務」，以及參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」進行報告。核數師已按上市規則第14A.38條發出無保留信函，包含其對有關持續關連交易作出之調查及結論。本公司已向聯交所呈交上述之核數師信函副本。

本公司核數師已就上市規則第14A.38條確認該貸款交易：

- (1) 已經由董事會批准；
- (2) 乃根據貸款交易之有關協議條款進行；及
- (3) 並無超逾先前於二零零八年十一月四日之公告所披露之上限。

除上文所述外，根據上市規則，並無其他不獲豁免關連交易或不獲豁免持續關連交易須作出披露。

截至二零一零年十二月三十一日止，由本集團進行之關連人士交易，內含持續關連交易，已於財務報表附註33披露。

就財務報表附註33所披露之關連人士交易倘構成根據上市規則所界定之持續關連交易，本公司已於本年度內遵守上市規則第14A章的有關規定。

## 董事於競爭性業務之權益

於二零一零年十二月三十一日，董事概無於與本公司業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

## RETIREMENT BENEFIT SCHEMES

The Group operates two retirement benefit schemes:

- (1) the provident fund scheme as defined in the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the laws of Hong Kong (the "MPF Scheme"); and
- (2) the provident fund scheme as defined in the Occupational Retirement Schemes Ordinance, Chapter 426 of the laws of Hong Kong (the "Top-up Scheme").

Both the MPF Scheme and the Top-up Scheme were defined contribution schemes and the assets of both schemes were managed by their respective trustees accordingly.

The MPF Scheme was available to all employees aged 18 to 64 and with at least 60 days of service under the employment of the Group in Hong Kong. Contributions were made by the Group at 5% based on the staff's relevant income. The statutory maximum level of relevant income for contribution purpose is HK\$20,000 per month. Staff members were entitled to 100% of the Group's contributions together with accrued returns irrespective of their length of service with the Group, but the benefit was required by law to be preserved until the retirement age of 65. Forfeited contributions of MPF Scheme cannot be used by the Group to offset the existing level of contributions.

The Top-up Scheme was available to those employees with basic salary over HK\$20,000 and/or years of service over 5. Contributions to the Top-up Scheme were made by the Group at 5%, 7.5% or 10% of staff's basic salary (depending on the length of service) less the Group's mandatory contribution under the MPF Scheme. Staff members were entitled to 100% of the Group's contributions together with accrued returns after completing 10 years of service or more, or attaining the retirement age, or were entitled at a reduced scale between 30% to 90% of the Group's contributions after completing a period of service of at least 3 years but less than 10 years. The Top-up Scheme allowed any forfeited contributions (made by the Group for any staff member who subsequently left the Top-up Scheme prior to vesting fully in such contributions) to be used by the Group to offset the current level of contributions of the Group.

Particulars of contribution to these schemes are set out in note 32 to the financial statements.

## 退休福利計劃

本集團設有兩項退休福利計劃：

- (1) 香港法例第485章《強制性公積金計劃條例》所界定之公積金計劃（「強積金計劃」）；及
- (2) 香港法例第426章《職業退休計劃條例》所界定之公積金計劃（「補足計劃」）。

強積金計劃及補足計劃均為界定供款計劃，該等計劃之資產均相應由各自之受託人管理。

強積金計劃可供所有18至64歲受僱於香港最少60日之本集團僱員參加。本集團根據僱員之有關入息作出5%之供款。就供款而言，有關法定入息水平上限為每月20,000港元。不論其於本集團之服務年期，僱員均可取得100%本集團供款連同應計回報，惟根據法例，有關利益將保留至退休年齡65歲方可領取。本集團不可動用強積金計劃下之已沒收供款，以抵銷現有之供款水平。

補足計劃可供基本薪金超過20,000港元及／或年資超過五年之僱員參加。本集團乃根據僱員之基本薪金減去本集團根據強積金計劃作出之強制性供款，按其服務年期作出5%、7.5%或10%之補足計劃供款。僱員於服務滿10年或以上或到退休年齡時可取得100%本集團供款連同應計回報，而服務年期滿3年但不足10年之僱員則可按遞減比例取得30%至90%本集團供款。補足計劃容許本集團將任何已沒收供款（即本集團就任何可獲得全部供款前退出補足計劃之僱員而作出之供款）用以抵銷本集團現有之供款水平。

對該等計劃供款之詳情載於財務報表附註32。



## ADVANCES TO AN ENTITY

As at 31st December, 2010, pursuant to Rule 13.20 of the Listing Rules, the Group had made advances of HK\$900 million at HIBOR plus 1% per annum to Longman. The loan had been granted for the capital expenditure and general working capital of Chinese Estates and its subsidiaries. The loan is a three-year revolving facility, with Chinese Estates acting as the guarantor, but is unsecured, and repayable on demand with maturity date on 3rd November, 2011.

## AUDIT COMMITTEE

The Audit Committee comprised Independent Non-executive Directors of the Company and the annual results of the Group for the Year had been reviewed by the Audit Committee.

## 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

A resolution will be submitted to the forthcoming annual general meeting of the Company to re-appoint Messrs HLB Hodgson Impey Cheng, who will retire at the conclusion of the forthcoming annual general meeting, and being eligible, will offer themselves for re-appointment, as auditors of the Company.

On behalf of the Board

**Matthew Cheong, Veng-va**  
*Chairman*

Hong Kong, 15th March, 2011

## 給予某實體的貸款

於二零一零年十二月三十一日，根據上市規則第13.20條，本集團向Longman提供年利率以香港銀行同業拆息加一厘計息之貸款為900,000,000港元。該貸款乃供華置及其附屬公司用作資本開支及作為一般營運資金用途。該貸款乃三年期循環貸款，並由華置為擔保人，但無抵押而須於通知時償還，到期償還日為二零一一年十一月三日。

## 審核委員會

審核委員會乃由本公司獨立非執行董事組成，而本集團之本年度業績已由審核委員會審閱。

## 公眾持股量

根據本公司所得悉的公開資料及董事所知悉，本公司於本年度內及截至本報告書日已按上市規則規定維持指定數額的公眾持股量。

## 核數師

本公司即將舉行之股東週年大會上將提呈一項決議案，國衛會計師事務所於即將舉行之股東週年大會結束時將任滿告退，並符合資格及願獲續聘為本公司核數師。

代表董事會

主席  
**昌榮華**

香港，二零一一年三月十五日



國衛會計師事務所  
Hodgson Impey Cheng

Chartered Accountants  
Certified Public Accountants

31/F, Gloucester Tower	香港
The Landmark	中環
11 Pedder Street	畢打街11號
Central	置地廣場
Hong Kong	告羅士打大廈31樓

**TO THE OWNERS OF CHI CHEUNG INVESTMENT COMPANY, LIMITED**  
(incorporated in Hong Kong with limited liability)

致至祥置業有限公司擁有人  
(於香港註冊成立之有限公司)

We have audited the consolidated financial statements of Chi Cheung Investment Company, Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 43 to 90, which comprise the consolidated and the company statements of financial position as at 31st December, 2010, and 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.

吾等已審核第43頁至第90頁所載至祥置業有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括於二零一零年十二月三十一日之綜合及公司財務狀況報表、截至該日止年度之綜合全面收入報表、綜合股本權益變動報表及綜合現金流量表，以及主要會計政策概要及其他說明附註。

**DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

**董事編製綜合財務報表之責任**

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 Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

貴公司董事須遵照香港會計師公會頒布之香港財務報告準則以及香港公司條例之規定，負責編製作出真實公平意見之綜合財務報表，並實施本公司董事認為必需之內部監控，以確保編製之綜合財務報表並無重大錯誤陳述(不論其由欺詐或錯誤引起)。

**AUDITORS' RESPONSIBILITY**

**核數師之責任**

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

吾等負責根據吾等之審核結果對此等綜合財務報表發表意見，並按照香港公司條例第141條而僅向閣下報告，並不作其他用途。吾等不會就報告內容而向任何其他人士負責或承擔責任。吾等按照香港會計師公會頒布之香港核數準則進行審核工作。該等準則要求吾等在策劃和進行審核工作時須符合道德規範，使吾等能就綜合財務報表是否存有重大錯誤陳述作合理之確定。

## AUDITORS' RESPONSIBILITY (cont'd)

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 auditors' 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 auditors consider internal control relevant to the entity's preparation of the 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 of the Company, 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.

## 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 31st December, 2010 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

### **HLB Hodgson Impey Cheng**

*Chartered Accountants*

*Certified Public Accountants*

Hong Kong, 15th March, 2011

## 核數師之責任(續)

審核範圍包括進程序以取得與綜合財務報表所載數額及披露事項有關之審核憑證。選用之程序須視乎核數師之判斷，包括評估綜合財務報表之重大錯誤陳述(不論其由欺詐或錯誤引起)之風險。在作出該等風險評估時，核數師將考慮與公司編製並真實公平地呈列綜合財務報表有關之內部監控，就不同情況設計適當審核程序，但並非旨在就公司內部監控是否有效表達意見。審核範圍亦包括評估所用會計政策之恰當性，本公司董事所作會計估算之合理性，並就綜合財務報表之整體呈列方式作出評估。

吾等相信，就提出審核意見而言，吾等所獲審核憑證屬充分及恰當。

## 意見

吾等認為，根據香港財務報告準則，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之財務狀況以及貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例妥為編製。

### **國衛會計師事務所**

英國特許會計師

香港執業會計師

香港，二零一一年三月十五日

# Consolidated Statement of Comprehensive Income

## 綜合全面收入報表

For the year ended 31st December, 2010 截至二零一零年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
Revenue	收益	8	<b>84,572</b>	23,558
Cost of sales	銷售成本		<b>(17,456)</b>	(3,195)
Gross profit	毛利		<b>67,116</b>	20,363
Other revenue	其他收益	8	<b>15</b>	13
Other income	其他收入		<b>386</b>	62
Administrative expenses	行政開支		<b>(4,504)</b>	(4,446)
Loss on disposal of investment property	出售投資物業之虧損		-	(610)
Fair value changes on investment properties	投資物業之公平值變動	15	-	3,925
Profit before tax	稅前溢利	9	<b>63,013</b>	19,307
Income tax expense	所得稅開支	10	<b>(10,072)</b>	(1,446)
Profit for the year	本年度溢利		<b>52,941</b>	17,861
Other comprehensive income	其他全面收入			
– fair value changes on available-for-sale financial assets	– 可供出售金融資產之公平值變動		<b>598</b>	6,852
Total comprehensive income for the year	本年度全面收入總額		<b>53,539</b>	24,713
Profit for the year attributable to owners of the Company	本公司擁有人應佔 本年度溢利		<b>52,941</b>	17,861
Total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔 本年度全面收入總額		<b>53,539</b>	24,713
Earnings per share	每股盈利			
Basic and diluted (HK cents)	基本及攤薄(港仙)	14	<b>15.63</b>	5.27

The accompanying notes form an integral part of these financial statements. 隨附附註為本財務報表之一部份。

# Consolidated Statement of Financial Position

## 綜合財務狀況報表

At 31st December, 2010 於二零一零年十二月三十一日

	Notes 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Investment properties	投資物業	29,400	29,400
Furniture and equipment	傢具及設備	–	–
Available-for-sale financial assets	可供出售金融資產	82,307	96,472
		<b>111,707</b>	125,872
<b>Current assets</b>	<b>流動資產</b>		
Properties held for sale	持作出售物業	–	16,504
Debtors, deposits and prepayments	應收賬項、按金及預付款項	1,732	1,850
Loan to a fellow subsidiary	借予同系附屬公司貸款	900,000	853,000
Available-for-sale financial assets	可供出售金融資產	15,673	–
Tax recoverable	可收回稅項	1,267	–
Advance to a fellow subsidiary	墊付同系附屬公司款項	61	81
Cash and cash equivalents	現金及現金等同項目	28,493	9,759
		<b>947,226</b>	881,194
<b>Current liabilities</b>	<b>流動負債</b>		
Creditors and accruals	應付賬項及應計費用	651	649
Deposits and receipts in advance	按金及預收款項	295	2,267
Tax liabilities	稅項負債	8,010	864
Advances from fellow subsidiaries	同系附屬公司墊款	34	108
		<b>8,990</b>	3,888
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>938,236</b>	877,306
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>	<b>1,049,943</b>	1,003,178
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>		
Share capital	股本	3,388	3,388
Share premium	股份溢價	495,160	495,160
Contribution from shareholders	股東注資	20,719	20,719
Securities investment reserve	證券投資儲備	6,389	5,791
Retained profits	保留溢利		
– proposed final dividend	– 擬派末期股息	6,775	3,388
– others	– 其他	517,008	474,230
		<b>1,049,439</b>	1,002,676
<b>Total equity</b>	<b>權益總額</b>	<b>1,049,439</b>	1,002,676
<b>Non-current liability</b>	<b>非流動負債</b>		
Deferred tax liability	遞延稅項負債	504	502
		<b>1,049,943</b>	1,003,178

Approved and authorised for issue by the Board of Directors on 15th March, 2011 and signed on its behalf by:

經由董事會於二零一一年三月十五日批准及授權發布，並由下列代表簽署：

**Matthew Cheong, Veng-va**  
Director

**昌榮華**  
董事

**Teresa Poon, Mun-chie**  
Director

**潘敏慈**  
董事

The accompanying notes form an integral part of these financial statements.

隨附附註為本財務報表之一部份。

# Statement of Financial Position

## 財務狀況報表

At 31st December, 2010 於二零一零年十二月三十一日

	Notes 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Non-current assets</b>			
Furniture and equipment	16	–	–
Investments in subsidiaries	17	181,679	181,679
Advances to subsidiaries	17	110,686	123,602
		<b>292,365</b>	305,281
<b>Current assets</b>			
Deposits and prepayments	20	238	266
Loan to a fellow subsidiary	21	900,000	853,000
Advance to a fellow subsidiary	22	2	81
Tax recoverable		1,267	–
Cash and cash equivalents	23	17,681	3,487
		<b>919,188</b>	856,834
<b>Current liabilities</b>			
Creditors and accruals	24	383	272
Tax liabilities		846	–
Advances from fellow subsidiaries	25	–	108
		<b>1,229</b>	380
<b>Net current assets</b>		<b>917,959</b>	856,454
<b>Total assets less current liabilities</b>		<b>1,210,324</b>	1,161,735
<b>Equity attributable to owners of the Company</b>			
Share capital	26	3,388	3,388
Share premium	27	495,160	495,160
Contribution from shareholders	27	20,719	20,719
Retained profits			
– proposed final dividend		6,775	3,388
– others		490,625	445,423
<b>Total equity</b>		<b>1,016,667</b>	968,078
<b>Non-current liability</b>			
Advance from a subsidiary	28	193,657	193,657
		<b>1,210,324</b>	1,161,735

Approved and authorised for issue by the Board of Directors on 15th March, 2011 and signed on its behalf by:

經由董事會於二零一一年三月十五日批准及授權發布，並由下列代表簽署：

**Matthew Cheong, Veng-va**  
Director

**昌榮華**  
董事

**Teresa Poon, Mun-chie**  
Director

**潘敏慈**  
董事

The accompanying notes form an integral part of these financial statements.

隨附附註為本財務報表之一部份。

# Consolidated Statement of Changes in Equity

## 綜合股本權益變動報表

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

		Share capital	Share premium	Contribution from shareholders	Securities investment reserve	Retained profits	Total equity
		股本	股份溢價	股東注資	證券投資儲備	保留溢利	權益總額
		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
At 1st January, 2009	於二零零九年一月一日	3,388	495,160	20,719	(1,061)	466,533	984,739
Profit for the year	本年度溢利	-	-	-	-	17,861	17,861
Other comprehensive income for the year	本年度其他全面收入	-	-	-	6,852	-	6,852
Total comprehensive income for the year	本年度全面收入總額	-	-	-	6,852	17,861	24,713
Final dividend paid	已付末期股息	-	-	-	-	(3,388)	(3,388)
Interim dividend paid	已付中期股息	-	-	-	-	(3,388)	(3,388)
At 31st December, 2009 and 1st January, 2010	於二零零九年十二月三十一日及二零一零年一月一日	3,388	495,160	20,719	5,791	477,618	1,002,676
Profit for the year	本年度溢利	-	-	-	-	52,941	52,941
Other comprehensive income for the year	本年度其他全面收入	-	-	-	598	-	598
Total comprehensive income for the year	本年度全面收入總額	-	-	-	598	52,941	53,539
Final dividend paid	已付末期股息	-	-	-	-	(3,388)	(3,388)
Interim dividend paid	已付中期股息	-	-	-	-	(3,388)	(3,388)
<b>At 31st December, 2010</b>	<b>於二零一零年十二月三十一日</b>	<b>3,388</b>	<b>495,160</b>	<b>20,719</b>	<b>6,389</b>	<b>523,783</b>	<b>1,049,439</b>

The accompanying notes form an integral part of these financial statements. 隨附附註為本財務報表之一部份。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31st December, 2010 截至二零一零年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
<b>Operating activities</b>	<b>經營業務</b>		
Profit before tax	稅前溢利	<b>63,013</b>	19,307
<i>Adjustments for:</i>	<i>經調整：</i>		
Interest income	利息收入	<b>(15,481)</b>	(14,886)
Loss on disposal of investment property	出售投資物業之虧損	-	610
Fair value changes on investment properties	投資物業之公平值變動	-	(3,925)
Net exchange gain	匯兌收益淨額	<b>(362)</b>	(62)
<b>Operating cash flows before movements in working capital</b>	<b>營運資金變動前之經營現金流量</b>	<b>47,170</b>	1,044
Decrease in properties held for sale	持作出售物業減少	<b>16,504</b>	2,072
Decrease/(increase) in debtors, deposits and prepayments	應收賬項、按金及預付款項減少／(增加)	<b>115</b>	(259)
Increase/(decrease) in creditors and accruals	應付賬項及應計費用增加／(減少)	<b>2</b>	(1,249)
(Decrease)/increase in deposits and receipts in advance	按金及預收款項(減少)／增加	<b>(1,972)</b>	2,079
Cash generated from operating activities	經營業務所得現金	<b>61,819</b>	3,687
Hong Kong Profits Tax paid	已付香港利得稅	<b>(4,191)</b>	(10,652)
<b>Net cash generated from/(used in) operating activities</b>	<b>經營業務所得／(所用)現金淨額</b>	<b>57,628</b>	(6,965)
<b>Investing activities</b>	<b>投資業務</b>		
Net proceeds from disposal of investment property	出售投資物業所得款項淨額	-	9,115
Interest received	已收利息	<b>14,910</b>	14,773
Loan to a fellow subsidiary	借予同系附屬公司貸款	<b>(47,000)</b>	(10,000)
<b>Net cash (used in)/generated from investing activities</b>	<b>投資業務(所用)／所得現金淨額</b>	<b>(32,090)</b>	13,888



For the year ended 31st December, 2010 截至二零一零年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
<b>Financing activities</b>	<b>融資活動</b>		
Dividend paid	已付股息	(6,776)	(6,776)
Net repayments to fellow subsidiaries	同系附屬公司還款淨額	(54)	(79)
<b>Net cash used in financing activities</b>	<b>融資活動所用現金淨額</b>	<b>(6,830)</b>	<b>(6,855)</b>
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等同項目之增加淨額</b>	<b>18,708</b>	68
<b>Cash and cash equivalents at 1st January</b>	<b>於一月一日之現金及現金等同項目</b>	<b>9,759</b>	9,688
Effect of foreign exchange rate changes	外幣匯率變動之影響	26	3
<b>Cash and cash equivalents at 31st December</b>	<b>於十二月三十一日之現金及現金等同項目</b>	<b>28,493</b>	9,759
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及現金等同項目結餘分析</b>		
Cash and cash equivalents	現金及現金等同項目	<b>28,493</b>	9,759

The accompanying notes form an integral part of these financial statements. 隨附附註為本財務報表之一部份。

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

### 1. GENERAL INFORMATION

The Company is a public listed company incorporated in Hong Kong with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its ultimate holding company is Chinese Estates Holdings Limited ("Chinese Estates"), a company incorporated in Bermuda with its shares listed on the Stock Exchange. The address of the registered office of the Company is disclosed in the "Corporate Information" section of the annual report.

The consolidated and the company financial statements are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company and its subsidiaries (the "Group") and all values are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

The principal activities of the Group are engaged in property development, property leasing and securities investments and finance. The principal activities and other particulars of its subsidiaries are set out in Note 34 to the financial statements.

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The accounting policies adopted in the financial statements for the year ended 31st December, 2010 are consistent with those followed in the preparation of the financial statements for the year ended 31st December, 2009 except as described below.

In the current year, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations (the "new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), which are effective for the Group's financial year beginning on 1st January, 2010. The new HKFRSs adopted by the Group in the financial statements are set out below:

HKFRSs (Amendments)	Improvements to HKFRS 1 and HKFRS 5 as a part of Improvements to HKFRSs issued in 2008
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### 1. 一般資料

本公司為一間在香港註冊成立而其股份在香港聯合交易所有限公司(「聯交所」)上市之公眾有限公司。其最終控股公司為於百慕達註冊成立，其股份在聯交所上市之Chinese Estates Holdings Limited(「華置」)。本公司之註冊辦事處地址已於本年報「公司資料」一節中披露。

綜合及公司財務報表以港元(「港元」)呈報，港元為本公司與其附屬公司(「本集團」)之功能貨幣，除另有說明外，所有價值均四捨五入至最接近之千位數(千港元)。

本集團之主要業務為物業發展、物業租賃以及證券投資及融資。其附屬公司之主要業務及其他資料載於財務報表附註34。

### 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

截至二零一零年十二月三十一日止財務報表採用之會計政策與編製截至二零零九年十二月三十一日止年度之財務報表所依循者相符，惟下述者除外。

於本年度，本集團已首次應用以下由香港會計師公會(「香港會計師公會」)頒布並對本集團於二零一零年一月一日開始之財政年度生效之新訂及經修訂準則、修訂及詮釋(「新香港財務報告準則」)。本集團財務報表採用之新香港財務報告準則載列如下：

香港財務報告準則(修訂本)	香港財務報告準則第1號及香港財務報告準則第5號之改進(作為2008年頒布之香港財務報告準則改進之一部份)
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For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (cont’d)

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

HKFRSs (Amendments)	Annual improvements to HKFRSs issued in 2009	香港財務報告準則 (修訂本)	2009年頒布之香港財務報告準則之年度改進
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions	香港財務報告準則第2號(修訂本)	集團以現金支付之股份交易
HKFRS 3 (Revised)	Business Combinations	香港財務報告準則第3號(經修訂)	業務合併
HKAS 27 (Revised)	Consolidated and Separate Financial Statements	香港會計準則第27號(經修訂)	綜合及獨立財務報表
HKAS 39 (Amendment)	Eligible Hedged Items	香港會計準則第39號(修訂本)	合資格對沖項目
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners	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
HK Interpretation 5	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	香港詮釋第5號	財務報表之列報 – 借款人對包含可隨時要求償還條款之定期貸款之分類

The application of HKFRS 3 (Revised), “Business Combinations” affects the accounting for business combination for which the acquisition date is on or after 1st January, 2010 and HKAS 27 (Revised), “Consolidated and Separate Financial Statements” affects the accounting treatment for changes in the Group’s ownership interest in a subsidiary that do not result in a loss of control, which will be accounted for as equity transactions.

因採用香港財務報告準則第3號(經修訂)「業務合併」，本集團對收購日期為二零一零年一月一日或以後之業務合併之會計處理會受影響。香港會計準則第27號(經修訂)「綜合及獨立財務報表」會影響本集團於持有附屬公司權益變動(不導致失去控制權)之會計處理方法。

In addition, the Group has early adopted HKAS 12 (Amendment), “Deferred Tax: Recovery of Underlying Assets” which is effective for annual periods beginning on or after 1st January, 2012. The early adoption of this amendment has no significant impact on the Group’s results and financial position.

此外，本集團提早採用將於二零一二年一月一日或之後開始之年度期間生效之香港會計準則第12號(修訂本)「遞延稅項：收回相關資產」。提早採用該修訂本並無對本集團之業績及財務狀況產生重大影響。

The application of the new HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior year adjustment has been required.

應用新香港財務報告準則不會對本會計期間或過往會計期間之業績及財務狀況之編製及呈列方法構成重大影響，故毋須作出往年調整。

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (cont’d)

The Group has not early adopted the following new HKFRSs that have been issued but are not yet effective.

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010 <sup>6</sup>
HKFRS 7 (Amendment)	Disclosure – Transfer of Financial Assets <sup>4</sup>
HKFRS 9	Financial Instruments <sup>5</sup>
HKAS 24 (Revised)	Related Party Disclosures <sup>3</sup>
HKAS 32 (Amendment)	Classification of Rights Issues <sup>1</sup>
HK(IFRIC) – Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement <sup>3</sup>
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st February, 2010

<sup>2</sup> Effective for annual periods beginning on or after 1st July, 2010

<sup>3</sup> Effective for annual periods beginning on or after 1st January, 2011

<sup>4</sup> Effective for annual periods beginning on or after 1st July, 2011

<sup>5</sup> Effective for annual periods beginning on or after 1st January, 2013

<sup>6</sup> Effective for annual periods beginning on or after 1st July, 2010 and 1st January, 2011, as appropriate

The Group is in the process of assessing the potential impact of these new HKFRSs but is not yet in a position to determine whether these new HKFRSs will have a significant impact on how its results of operations and financial position are prepared and presented. These new HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本集團並未提早採納下列已頒布但仍未生效之新香港財務報告準則。

香港財務報告準則 (修訂本)	2010年頒布之香港財務報告準則之改進 <sup>6</sup>
香港財務報告準則第7號(修訂本)	披露 – 金融資產轉讓 <sup>4</sup>
香港財務報告準則第9號	金融工具 <sup>5</sup>
香港會計準則第24號(經修訂)	關連人士披露 <sup>3</sup>
香港會計準則第32號(修訂本)	供股分類 <sup>1</sup>
香港(國際財務報告詮釋委員會) – 詮釋第14號(修訂本)	預付最低資金需求 <sup>3</sup>
香港(國際財務報告詮釋委員會) – 詮釋第19號	以股本工具抵銷金融負債 <sup>2</sup>

<sup>1</sup> 於二零一零年二月一日或之後開始之年度期間生效

<sup>2</sup> 於二零一零年七月一日或之後開始之年度期間生效

<sup>3</sup> 於二零一一年一月一日或之後開始之年度期間生效

<sup>4</sup> 於二零一一年七月一日或之後開始之年度期間生效

<sup>5</sup> 於二零一三年一月一日或之後開始之年度期間生效

<sup>6</sup> 於二零一零年七月一日及二零一一年一月一日(如適用)或之後開始之年度期間生效

本集團現正評估該等新香港財務報告準則之潛在影響，惟尚未釐定該等新香港財務報告準則會否對本集團之經營業績及財務狀況之編製及呈列方法構成重大影響。該等新香港財務報告準則可能導致業績及財務狀況之編製及呈列方法於日後出現變動。

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated and the company financial statements have been prepared in accordance with all applicable HKFRSs, which is a collective term that includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong, the Hong Kong Companies Ordinance and applicable disclosure provision of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The consolidated and the company financial statements have been prepared on the historical cost basis except for certain financial instruments and investment properties, which are measured at their fair values, as explained in the accounting policies set out below.

#### (a) Basis of consolidation *Subsidiaries*

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments within the measurement period (a maximum of 12 months from the acquisition date). Cost also includes direct attributable costs of investment.

### 3. 主要會計政策概要

綜合及本公司財務報表乃根據所有適用香港財務報告準則編製，香港財務報告準則為一個統稱，包括所有由香港會計師公會頒布之所有適用香港財務報告準則，香港會計準則及詮釋，香港公認會計原則，香港公司條例及聯交所證券上市規則（「上市規則」）之適用披露規定。

如下文載列之會計政策所說明，綜合及本公司財務報表按歷史成本法編製，惟若干金融工具及投資物業則按其公平值計算。

#### (a) 綜合賬目基準 *附屬公司*

附屬公司是本集團有權監管其財務及經營策略，並通常擁有過半數以上表決權的所有實體。評估本集團是否控制另一實體時，會考慮當時可行使或可轉換的潛在表決權及相關影響。附屬公司在控制權轉移至本集團之日全面合併入賬。附屬公司在控制權終止之日起停止綜合入賬。

購買法乃用作本集團購買附屬公司的入賬方法。收購附屬公司之轉讓對價乃本集團轉讓資產、產生負債及發行股本權益之公平值。所轉讓對價包括或然對價安排產生之任何資產或負債之公平值。收購相關成本於產生時列作支出。所收購可識別資產與業務合併承擔之負債及或然負債初步按彼等於收購日期之公平值計量。就個別收購基準，本集團可按公平值或按非控股權益佔被購買方淨資產的比例，計量被購買方的非控股權益。

附屬公司投資成本扣除減值列賬。在計量期內（自收購日起最多12個月），成本經調整以反映修改或然對價所產生的對價變動。成本亦包括投資的直接歸屬成本。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (a) Basis of consolidation (cont'd)

##### *Subsidiaries (cont'd)*

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of comprehensive income.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated.

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

##### *Transactions with non-controlling interests*

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

### 3. 主要會計政策概要 (續)

#### (a) 綜合賬目基準 (續)

##### *附屬公司 (續)*

轉讓的對價，被購買方任何非控股權益，以及被收購方任何之前權益在購買日期的公平值，超過本集團應佔所購買可辨認淨資產公平值的數額，列為商譽。就廉價購買而言，若該數額低於所購入附屬公司淨資產的公平值，該差額直接在全面收入報表中確認。

集團內公司間的交易、結餘及未變現交易收益均予以對銷。未變現虧損亦予以對銷。

附屬公司的全面收入總額及開支由本公司擁有人及非控股權益攤分，即使此舉導致非控股權益出現負數結餘。

##### *與非控股權益的交易*

本集團將其與非控股權益進行的交易視為與本集團權益擁有人進行的交易。向非控股權益購買，所支付的任何對價與相關應佔所收購附屬公司資產淨值之賬面值的差額於權益列賬。向非控股權益出售的盈虧亦於權益列賬。

當本集團不再有控股權或重大影響，在實體的任何留存收益重新以其公平值計量，賬面值的變動在損益確認。其公平值是作為聯營公司、合資企業或金融資產留存收益之後續計量的初始賬面值。此外，當本集團直接處置相關資產或債務時，以前在其他全面收入中確認的款項即入賬。這表明以前在其他全面收入中確認的款項被重新分類至損益。

若對聯營公司權益之減少但仍保留重大影響，只有之前在其他全面收入中確認的金額按比例應佔部份重新分類至損益。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (b) Investments properties

Investment properties are properties held to earn rental income and/or for capital appreciation. On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value. Any gain or loss arising from changes in the fair value of the investment properties are included in the consolidated statement of comprehensive income for the year in which it arises.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of comprehensive income in the year in which the item is derecognised.

#### (c) Furniture and equipment

Furniture and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of furniture and equipment over their estimated useful lives and after taking into account their estimated residual value, using the straight-line method, at 10% per annum.

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

### 3. 主要會計政策概要(續)

#### (b) 投資物業

投資物業為持作賺取租金收入及／或作資本增值之物業。於初步確認時，投資物業按成本(包括任何直接應佔支出)計量。於初步確認後，投資物業利用公平值計量。投資物業因公平值之變動所產生之盈虧，直接於產生年度之綜合全面收入報表確認。

當投資物業出售，或永不再使用有關投資物業，且預計出售時不會產生任何未來經濟利益時，不再確認入賬。不再確認物業所產生之盈虧(按出售所得收益淨額與資產賬面值之差額計算)於不再確認該項目之年度內計入綜合全面收入報表。

#### (c) 傢具及設備

傢具及設備按成本減其後之累計折舊以及任何累計減值虧損列賬。

傢具及設備之折舊，乃於其估計可使用年期，考慮到其剩餘年期按年率10%以直線法撇銷成本。

傢具及設備於出售時或當繼續使用資產預計不會產生未來經濟利益時取消確認。取消確認資產所產生之任何收益或虧損(按出售所得收益淨額與資產賬面值之間之差額計算)於取消確認該項目年度內計入綜合全面收入報表。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (d) Properties held for sale

Completed properties held for sale are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to sale proceeds received after the end of the reporting period less selling expenses, or by management estimates based on the prevailing market conditions.

#### (e) Leasing

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

#### *The Group as lessor*

Rental income from operating leases is recognised in the consolidated statement of comprehensive income on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as expenses on a straight-line basis over the lease term.

#### (f) Revenue recognition

Revenue from properties held for sale is recognised on the execution of a binding sales agreement. Payments received from the purchasers prior to this stage are recorded as deposits received on sales of properties and are grouped under current liabilities.

Rental income, including rental invoiced in advance from properties under operating leases, is recognised in consolidated statement of comprehensive income on a straight-line basis over the term of the relevant lease.

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

### 3. 主要會計政策概要 (續)

#### (d) 持作出售物業

已落成物業按成本與可變現淨值兩者中之較低者入賬。可變現淨值參考於報告期末後收取之出售所得款項減出售之開支計算，或根據管理層按當時市況作出之估計釐定。

#### (e) 租約

凡租約條款規定將租賃資產擁有權之絕大部份風險及利益轉移至承租人之租約均列為財務租約。所有其他租約均分類為營業租約。

#### *本集團為出租人*

營業租約之租金收入會以直線法按有關租約年期在綜合全面收入報表確認。磋商及安排營業租約時產生之初步直接成本會加入租賃資產之賬面值，並以直線法按租約年期確認為開支。

#### (f) 收入確認

持作出售物業之收入在執行具約束力之銷售協議時方予確認入賬。於上述階段前從買家收取之款項乃列作銷售物業之已收按金，並計入流動負債內。

租金收入，包括由營業租約物業預先開發票之租金，於有關租賃期內以直線法於綜合全面收入報表中確認。

金融資產之利息收入乃就本金結餘按適用實際利率及時間比例計算。有關利率指於金融資產之預計年期內估計未來現金收入準確折現至資產賬面淨值之利率。



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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (g) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the exchange rates prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in consolidated statement of comprehensive income in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in consolidated statement of comprehensive income for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

#### (h) Retirement benefit costs

Payments to defined contribution retirement benefit schemes are charged as an expense when employees have rendered service entitling them to the contributions.

#### (i) Financial instruments

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

### 3. 主要會計政策概要(續)

#### (g) 外幣

在編製個別集團實體之財務報表時，以實體功能貨幣以外之貨幣(外幣)進行之交易按交易日通用之匯率以各自功能貨幣(即該實體經營之主要經濟環境之貨幣)記錄。於報告期末，以外幣列值之貨幣項目以該日期通用之匯率重新換算。

結算貨幣項目及重新換算貨幣項目時產生之匯兌差額於產生之期間在綜合全面收入報表中確認。重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入期內之綜合全面收入報表中，惟重新換算非貨幣項目產生之差額有關之盈虧直接於其他全面收入確認，在此情況下，匯兌差額亦會直接於其他全面收入中確認。

#### (h) 退休福利成本

界定供款退休福利計劃之供款於僱員提供服務以有權取得供款時確認為開支。

#### (i) 金融工具

當集團實體成為工具合約條文之一方，方可確認金融資產及金融負債。金融資產及金融負債初步按公平值計算。收購或發行金融資產及金融負債直接應佔之交易成本(以公平值計入損益之金融資產及金融負債除外)乃於初步確認時加入金融資產或金融負債(如適用)之公平值，或從金融資產或金融負債之公平值扣除。收購以公平值計入損益之金融資產或金融負債直接應佔之交易成本，即時於綜合全面收入報表中確認。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (i) Financial instruments (cont'd)

##### *Financial assets*

The Group's financial assets are classified into one of the two categories, including loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of such category of financial assets are set out below.

##### *Effective interest method*

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

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at fair value through profit or loss, of which interest income is included in net gains or losses.

##### *Loans and receivables*

Loans and receivables including debtors and deposits, loan to a fellow subsidiary, advance to a fellow subsidiary and cash and cash equivalents are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are measured at amortised cost using the effective interest method, less any identified impairment losses.

### 3. 主要會計政策概要 (續)

#### (i) 金融工具 (續)

##### *金融資產*

本集團之金融資產分類為下列二項其中之一：本集團之主要金融資產屬於貸款及應收款項以及可供出售金融資產之類別。所有正常買賣之金融資產按交易日之基準確認及不予確認。正常買賣之金融資產是指按照市場規定或慣例須在一段期間內進行資產交付之金融資產買賣。就該類別金融資產所採納之會計政策載列如下。

##### *實際利息法*

實際利息法為計算金融資產攤銷成本及於有關期間內分配利息收入之方法。實際利率為於初步確認時將金融資產於預計年期或(如適用)較短期間內之估計未來現金收款(包括構成實際利率之一切已付或已收利差費用、交易成本及其他溢價或折讓)準確貼現至賬面淨值之利率。

除分類為以公平值計入損益之金融資產之利息收入(此等利息收入乃計入盈利或虧損淨額)外，債務工具之利息收入按實際利息計算確認。

##### *貸款及應收款項*

貸款及應收款項(包括應收賬項及按金、借予同系附屬公司之貸款、墊付同系附屬公司款項以及現金及現金等同項目)為並未於交投活躍之市場內報價而附帶固定或可議定付款之非衍生金融資產。貸款及應收款項使用實際利息法按攤銷成本減任何可識別減值虧損計算。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (i) Financial instruments (cont'd) Financial assets (cont'd)

##### Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories under HKAS 39. Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated under the heading of securities investment reserve until the financial asset is disposed of or determined to be impaired, at which time, the cumulative gain or loss previously accumulated in securities investment reserve is reclassified to the consolidated statement of comprehensive income (see the accounting policy in respect of impairment loss on financial assets below).

However, interest calculated using the effective interest method is recognised in the consolidated statement of comprehensive income.

For the purpose of recognising foreign exchange gains and losses, a monetary available-for-sale financial asset is treated as if it was carried at amortised cost in the foreign currency. Accordingly, for such a financial asset, exchange differences resulting from changes in carrying amount are recognised in the consolidated statement of comprehensive income.

##### Impairment of financial assets

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

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

### 3. 主要會計政策概要(續)

#### (i) 金融工具(續) 金融資產(續)

##### 可供出售金融資產

可供出售金融資產為非衍生項目，無論是被指派或並無分類為根據香港會計準則第39號之任何其他類別。於報告期末，可供出售金融資產按公平值計算。公平值之變動於其他全面收入中確認並於證券投資儲備中累計，直至該項金融資產被出售或釐定為已減值，屆時，以往於證券投資儲備確認之累計收益或虧損會重新分類至綜合全面收入報表中確認。(見下文有關金融資產減值虧損之會計政策)。

然而，利用實際利息法計算之利息會於綜合全面收入報表確認。

至於確認匯兌收益及虧損，貨幣性可供出售金融資產被視為以外幣按攤銷成本列賬。因此，就有關金融資產而言，賬面值變動所引致之匯兌差額會於綜合全面收入報表確認。

##### 金融資產減值

除以公平值計入損益之金融資產外，金融資產於報告期末進行有關減值現象之評估。當於初步確認金融資產後發生一項或多項事件，導致有客觀證據顯示金融資產之估計未來現金流量已受到影響，則金融資產已經減值。

就可供出售股本投資而言，倘有關投資之公平值大幅或長期低於其成本，則被視為減值之客觀憑證。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (i) Financial instruments (cont'd)

##### *Financial assets (cont'd)*

##### *Impairment of financial assets (cont'd)*

For all other financial assets, objective evidence of impairment could include:

- (i) significant financial difficulty of the issuer or counterparty;
- (ii) default or delinquency in interest or principal payments; or
- (iii) it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

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

### 3. 主要會計政策概要 (續)

#### (i) 金融工具 (續)

##### *金融資產 (續)*

##### *金融資產減值 (續)*

就所有其他金融資產而言，減值客觀證據可包括：

- (i) 發行人或對方出現嚴重財困；
- (ii) 無力支付或拖欠利息或本金額；或
- (iii) 借貸人有可能破產或進行財務重組。

就應收貿易賬項等若干類別之金融資產而言，被評為不會個別減值之資產會彙集評估減值。一組應收款項之減值客觀證據可包括本集團過往之收款經驗、組合內延遲還款至超逾平均信貸期之次數增加，以及與無力支付應收款項有關之國家或地方之經濟環境明顯轉變。

就按攤銷成本列賬之金融資產而言，已確認減值虧損數額為資產之賬面值與按金融資產之原實際利率折現其估計未來現金流量之現值兩者之差額。

就按成本列賬之金融資產而言，減值虧損數額以資產之賬面值與按類似金融資產現時市場回報率折現其估計未來現金流量之現值兩者之差額計算。有關減值虧損不會於往後期間撥回。

除應收貿易賬項外，所有金融資產之賬面值會直接扣除其減值虧損。應收貿易賬項之賬面值會利用撥備賬進行扣減。當應收貿易賬項被視為不可收回，則會撇銷撥備賬。倘之前已撇銷之款項於其後收回，則會撇銷撥備賬。撥備賬之賬面值的變動於綜合全面收入報表確認。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (i) Financial instruments (cont'd) Financial assets (cont'd)

##### Impairment of financial assets (cont'd)

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

In respect of available-for-sale equity investments impairment losses previously recognised in profit or loss are not reversed through consolidated statement of comprehensive income in subsequent periods. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of securities investment reserve. In respect of available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

#### Financial liabilities and equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

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

##### Other financial liabilities

Other financial liabilities (including creditors and accruals, deposits received and advances from fellow subsidiaries) are subsequently measured at amortised cost, using the effective interest method.

##### Equity instruments

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

### 3. 主要會計政策概要(續)

#### (i) 金融工具(續) 金融資產(續)

##### 金融資產減值(續)

就按攤銷成本計量之金融資產而言，倘減值虧損之金額於確認後之期間有所減少，而有關減少可以客觀地與確認減值虧損後發生之一項事件有關，之前已確認之減值虧損可透過綜合全面收入報表予以撥回，但撥回以減值日期資產之賬面值為限，不得超過該項資產原未確認減值時之已攤銷成本。

以往於損益確認之可供出售股本投資之減值虧損將不會於往後期間在綜合全面收入報表撥回。於確認減值虧損後之公平值增加於其他全面收入確認並於證券投資儲備中累計。就可供出售債務投資而言，倘該項投資之公平值增加可客觀地與確認減值虧損後之事件有關，則減值虧損將於其後撥回。

#### 金融負債及股本

集團實體發行之債務及股本工具乃根據所訂立合約安排之實質及金融負債與股本工具之定義分類至其他金融負債或股本。

股本工具為可證明於本集團資產經扣除其所有負債後之餘額權益之任何合約。本集團之金融負債分類為其他金融負債，而就金融負債及股本工具所採納之會計政策載列如下。

##### 其他金融負債

其他金融負債(包括應付賬項及應計費用、已收按金及同系附屬公司墊款)均於其後使用實際利息法按攤銷成本計算。

##### 股本工具

本公司發行之股本工具按已收所得款項扣除直接發行成本入賬。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (j) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

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

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

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

### 3. 主要會計政策概要 (續)

#### (j) 稅項

所得稅支出指當期應付稅項及遞延稅項。

當期應付稅項按年度應課稅溢利計算。應課稅溢利與綜合全面收入報表所報溢利不同，此乃由於其不包括在其他年度應課稅或可扣減之收入或支出項目，亦不包括永不課稅或扣減之項目。本集團有關當期稅項之負債按報告期末已實施或大致實施之稅率計算。

遞延稅項按財務報表內資產及負債賬面值與用於計算應課稅溢利之相應稅基兩者之暫時差異確認。遞延稅項負債通常會就所有應課稅暫時差異確認，而遞延稅項資產則限於可能於日後取得應課稅溢利，並可用以抵銷可扣減暫時差異時確認。若暫時差異乃因商譽或一項既不影響應課稅溢利亦不影響會計溢利之交易（業務合併除外）中初步確認其他資產及負債而引致，則不會確認該等遞延稅項資產及負債。

遞延稅項負債乃就附屬公司及聯營公司之投資產生之應課稅暫時差異而確認，惟倘本集團能夠控制該等暫時差異之回轉及該等暫時差異預料不會在可見將來回轉則屬例外。

遞延稅項資產之賬面值於報告期末作檢討，並在不大可能再有足夠應課稅溢利收回全部或部分稅項資產時減少。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (j) Taxation (cont'd)

Current or deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to the consolidated statement of comprehensive income, except when it relates to items that are recognised in other comprehensive income or directly to equity, in which case, the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same tax authority and the entity intends to settle its current tax assets and liabilities on a net basis.

#### (k) Related parties

A party is considered to be related to the Group if:

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

### 3. 主要會計政策概要(續)

#### (j) 稅項(續)

當期或遞延稅項乃按預期於負債償還或資產變現期間之適用稅率計算。遞延稅項會扣自或計入綜合全面收入報表，惟有關於其他全面收入確認或直接於權益確認之項目，則有關之當期及遞延稅項亦會於其他全面收入確認或直接於權益確認。若當期稅項或遞延稅項乃因首次就業務合併入賬而產生，其稅務影響會納入業務合併之會計處理中。

當遞延稅項資產及負債與同一稅務機關徵收之所得稅有關，以及該實體有意按淨額基準結算其當期稅項資產及負債時，遞延稅項資產及負債予以對銷。

#### (k) 關連人士

在下列情況下，有關人士將視為與本集團有關連：

- (i) 有關人士直接或間接透過一名或多名中介人：(a) 控制本集團，或被本集團控制或與本集團受到共同控制；(b) 擁有本集團權益，並可對本集團發揮重大影響力；或(c) 與他人共同擁有本集團控制權；
- (ii) 有關人士為聯營公司；
- (iii) 有關人士為共同控制實體；
- (iv) 有關人士為本集團或其母公司之主要管理人員；
- (v) 有關人士為(i)或(iv)項所述人士之直系親屬；
- (vi) 有關人士受直接或間接歸屬於(iv)或(v)項所述人士之實體所控制、與他人共同控制或發揮重大影響力，或擁有重大投票權；或

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (k) Related parties (cont'd)

- (vii) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

#### (l) Impairment losses

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss is subsequently reversed, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

#### (m) Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

### 3. 主要會計政策概要 (續)

#### (k) 關連人士 (續)

- (vii) 有關人士為本集團或屬其關連人士任何實體之僱員之終止受僱後福利計劃。

#### (l) 減值虧損

於報告期末，本集團會檢討其有形及無形資產之賬面值，以釐定該等資產有否出現減值虧損之現象。倘估計資產之可收回金額將低於其賬面值，則將該資產之賬面值減至其可收回金額。減值虧損則即時確認為開支。

倘減值虧損其後撥回，則有關資產之賬面值會增至其經修訂估計可收回之金額，惟已增加之賬面值不得超過假設有關資產於過往年度並無確認減值虧損而釐定之賬面值。減值虧損撥回則即時確認為收入。

#### (m) 撥備

當本集團因過往事件而承擔現有責任，導致本集團將有可能就該責任付款，而該責任款額能可靠地估計時確認撥備。

確認為撥備之款額乃於報告期末就支付現有責任所需之代價之最佳估計，當中已考慮涉及有關責任之風險及不確定因素。倘撥備使用估計支付現有責任之現金流進行計量，其賬面值即該等現金流之現值。



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#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

In the application of the Group's accounting policies, which are described in Note 3, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The following are the critical judgments, apart from those involving estimations, that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

##### Income taxes

The Group is subject to income taxes in Hong Kong. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

##### Impairment of assets

The Group tests annually whether the assets have suffered any impairment. The recoverable amount of an asset or a cash generating unit is determined based on value-in-use calculations which require the use of assumptions and estimates.

#### 4. 關鍵會計估計及判斷

管理層於應用本集團之會計政策(見附註3之描述)時,須對無法以其他途徑得知之資產及負債賬面值作出判斷、估計及相關假設。該等估計及相關假設以過往經驗及被視為相關之其他因素為依據。實際結果可能有別於該等估計。

管理層會持續審閱各項估計及相關假設。如果會計估計之修訂只是影響某一期間,其影響便會在作出修訂之期間確認;如果修訂對當前及未來期間均有影響,則在作出修訂之期間及未來期間確認。

除涉及估計之判斷外,以下為管理層於應用本集團會計政策時所作出對財務報表已確認金額有最重大影響之主要判斷。

##### 所得稅

本集團須繳納香港之所得稅。在釐定所得稅撥備時須作出重大判斷。在日常業務過程中,大部份交易及計算之最終稅務決定均不明朗。本集團根據附加稅項會否到期之估計來確認預計稅項審核事宜之負債。倘此等事宜之最終稅務結果有別於初步錄得之金額,有關差額將對作出決定期間之所得稅及遞延稅項撥備構成影響。

##### 資產減值

本集團每年進行資產減值測試,並利用須作出若干假設及估計之使用價值計算法,釐定資產或現金產生單位之可收回金額。

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## 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (cont'd)

### Investment properties

The Group's investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on method of valuation which involves certain estimates. In relying on the valuation report, the management has exercised its judgment and is satisfied that the method of valuation is reflective of the current market conditions. Should there are changes in assumptions due to change of market conditions, the fair value of the investment properties will change in future.

## 5. FINANCIAL INSTRUMENTS

### 5.1 Categories of financial instruments

#### Financial assets

Available-for-sale financial assets  
Loans and receivables  
(including cash and cash equivalents)

#### 金融資產

可供出售金融資產  
貸款及應收款項  
(包括現金及現金等同項目)

#### Financial liabilities

Amortised cost

#### 金融負債

攤銷成本

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
	<b>97,980</b>	96,472
	<b>930,141</b>	864,525
	<b>968</b>	3,024

### 5.2 Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale financial assets, debtors and deposits, loan/advance to a fellow subsidiary, cash and cash equivalents, creditors and accruals, deposits received and advances from fellow subsidiaries. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

## 4. 關鍵會計估計及判斷(續)

### 投資物業

本集團之投資物業是以獨立專業估值師評定之公平值入賬。估值師於決定公平值時乃根據包含若干估計之估值方法進行，管理層於信賴估值報告時已作出了判斷及認同該估值方法乃反映市場現況。如市況變化導致假設有任何變動，投資物業之公平值將於未來變動。

## 5. 金融工具

### 5.1 金融工具分類

### 5.2 財務風險管理目標及政策

本集團之主要金融工具包括可供出售金融資產、應收賬項及按金、借予／墊付同系附屬公司貸款、現金及現金等同項目、應付賬款及應計費用、已收按金以及同系附屬公司墊款。此等金融工具之詳情於各個相關附註內披露。與此等金融工具相關之風險及如何減低有關風險之政策載列如下。管理層監察此等風險，以確保適時有效地推行適當措施。

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## 5. FINANCIAL INSTRUMENTS (cont'd)

### 5.2 Financial risk management objectives and policies (cont'd)

#### Market risks

##### (i) Foreign currency risk

The majority of the Group's monetary assets and monetary liabilities by value and the rental income are denominated in HK\$, except the available-for-sale financial assets are denominated in United States dollars ("USD"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets at the end of the reporting period are as follows:

Assets	資產	2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
USD	美元	<b>108,766</b>	102,812

#### Sensitivity analysis

As HK\$ are pegged to USD, it is assumed that there would be no material currency risk exposure between these two currencies and therefore is excluded from the analysis.

##### (ii) Cash flow interest rate risk

The Group and the Company do not have any bank borrowings.

The Group and the Company have interest-bearing assets including advances to subsidiaries, available-for-sale financial assets, loan to a fellow subsidiary and cash and cash equivalents, details of which have been disclosed in Notes 17, 18, 21 and 23 to the financial statements.

## 5. 金融工具(續)

### 5.2 財務風險管理目標及政策(續)

#### 市場風險

##### (i) 外幣風險

本集團以價值及租金收入劃分之貨幣資產及貨幣負債大部分以港元計值，惟可供出售金融資產以美元(「美元」)計值。本集團目前並無就外幣資產及負債採納任何外幣對沖政策。本集團將密切監察其外幣風險，並於有需要時考慮對沖重大外幣風險。

本集團以外幣計值之貨幣資產於報告期末之賬面值如下：

	2010	2009
	二零一零年	二零零九年
	HK\$'000	HK\$'000
	千港元	千港元
USD	<b>108,766</b>	102,812

#### 敏感度分析

由於港元與美元掛鈎，並假設該兩種貨幣並無重大貨幣風險，故並無納入分析之內。

##### (ii) 現金流量利率風險

本集團及本公司並無任何銀行借貸。

本集團及本公司擁有的計息資產包括墊付附屬公司款項、可供出售金融資產、借予同系附屬公司貸款以及現金及現金等同項目(詳情已於財務報表附註17、18、21及23內披露)。

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 5. FINANCIAL INSTRUMENTS (cont'd)

### 5.2 Financial risk management objectives and policies (cont'd)

#### Market risks (cont'd)

##### (ii) Cash flow interest rate risk (cont'd)

The Group and the Company analyse their interest rate risk exposure on a dynamic basis. The floating rate available-for-sale financial assets, loan to a fellow subsidiary, cash and cash equivalents and advances to subsidiaries, were carried at variable rates. As such, the impact of the increase or decrease in Hong Kong Interbank Offered Rates ("HIBOR") and The London Interbank Offered Rates ("LIBOR") would have the effect on interest income arising from available-for-sale financial assets, loan to a fellow subsidiary, cash and cash equivalents and advances to subsidiaries for the Group and the Company.

The Group's and the Company's cash flow interest rate risk is mainly concentrated on the fluctuation of LIBOR and HIBOR arising from the Group's USD denominated available-for-sale financial assets and HK\$ denominated loan to a fellow subsidiary, advances to subsidiaries and cash and cash equivalents.

#### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for floating rate available-for-sale financial assets, loan to a fellow subsidiary, cash and cash equivalents and advances to subsidiaries at the end of the reporting period. The analysis is prepared assuming the financial assets held at the end of the reporting period were held for the whole year. A 50 basis points increase or decrease in interest rate is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower, the Group's and the Company's:

- profit before tax for the year ended 31st December, 2010 would increase/decrease by approximately HK\$4,750,000 and HK\$5,146,000 (2009: HK\$4,402,000 and HK\$4,904,000). This is mainly attributable to the Group's and the Company's exposure to interest rates on its variable rate financial assets; and
- other comprehensive income would not increase/decrease (2009: Nil).

## 5. 金融工具(續)

### 5.2 財務風險管理目標及政策(續)

#### 市場風險(續)

##### (ii) 現金流量利率風險(續)

本集團及本公司按動態基準分析其利率風險，其浮動利率可供出售金融資產、借予同系附屬公司貸款、現金及現金等同項目以及墊付附屬公司款項均以浮動利率計息。因此，香港銀行同業拆息（「香港銀行同業拆息」）及倫敦銀行同業拆息（「倫敦銀行同業拆息」）之上升或下降將對本集團及本公司來自可供出售金融資產、借予同系附屬公司貸款、現金及現金等同項目以及墊付附屬公司款項之利息收入產生影響。

本集團及本公司之現金流量利率風險主要集中於來自本集團以美元計值之可供出售金融資產及以港元計值之借予同系附屬公司貸款、墊付附屬公司款項以及現金及現金等同項目之香港銀行同業拆息及倫敦銀行同業拆息波動。

#### 敏感度分析

下文敏感度分析乃根據於報告期末之浮息可供出售金融資產、借予同系附屬公司貸款、現金及現金等同項目以及墊付附屬公司款項之利率釐定。分析乃假設於報告期末所持之金融資產於整個年度持有而編製。內部向主要管理人員報告利率風險所用之利率上升或下降50個基點，代表管理層對利率合理可能變動之評估。

倘利率上升/下降50個基點，則本集團及本公司：

- 截至二零一零年十二月三十一日止年度之稅前溢利將會分別增加/減少約4,750,000港元及5,146,000港元（二零零九年：4,402,000港元及4,904,000港元）。此主要涉及本集團及本公司金融資產之浮息利率風險；及
- 其他全面收入不會增加/減少（二零零九年：無）。

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## 5. FINANCIAL INSTRUMENTS (cont'd)

### 5.2 Financial risk management objectives and policies (cont'd)

#### Market risks (cont'd)

##### (ii) Cash flow interest rate risk (cont'd)

###### Sensitivity analysis (cont'd)

The Group's and the Company's sensitivity to interest rates has increased during the current year mainly due to the increase in loan to a fellow subsidiary and cash and cash equivalents.

##### (iii) Price risk

The Group's investments classified as available-for-sale financial assets are measured at fair value at the end of each reporting period and expose the Group to price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

###### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to price risk at the end of the reporting period:

If the price had been 5% higher/lower, the Group's:

- profit before tax for the year ended 31st December, 2010 would not increase/decrease (2009: Nil).
- other comprehensive income for the year ended 31st December, 2010 would increase/decrease by approximately HK\$4,899,000 (2009: HK\$4,824,000).

#### Credit risk

The Group's and the Company's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31st December, 2010 in relation to each class of recognised financial assets are the carrying amount of those assets. With respect to credit risk arising from loan to a fellow subsidiary, the Group's and the Company's exposure to credit risk arising from default of the counterparty is limited as the counterparty has good history of repayment. The Group's and the Company's time deposits are deposited with banks of high credit quality in Hong Kong.

## 5. 金融工具(續)

### 5.2 財務風險管理目標及政策(續)

#### 市場風險(續)

##### (ii) 現金流量利率風險(續)

###### 敏感度分析(續)

本集團及本公司於本年度對利率之敏感度上升，主要是因為借予同系附屬公司貸款及現金及現金等同項目增加所致。

##### (iii) 價格風險

於各報告期末按公平值計量且由本集團分類為可供待售金融資產之投資令本集團面臨價格風險。管理層以設立不同風險水平之投資組合管理有關風險。此外，本集團已委任特別小組監管價格風險，並於需要時考慮對沖風險。

###### 敏感度分析

下文敏感度分析乃根據於報告期末之價格風險釐定：

倘價格上升/下跌5%，則本集團：

- 截至二零一零年十二月三十一日止年度之稅前溢利不會增加/減少(二零零九年：無)。
- 截至二零一零年十二月三十一日止年度之其他全面收入將增加/減少約4,899,000港元(二零零九年：4,824,000港元)。

#### 信貸風險

本集團及本公司就倘交易對手未能履行其於二零一零年十二月三十一日有關各類已確認金融資產之責任所面對最大信貸風險為該等資產之賬面值。就借予同系附屬公司貸款所產生之信貸風險，由於交易對方還款歷史良好，本集團及本公司所面對因交易對手違約而產生之信貸風險有限。本集團及本公司之定期存款存於香港高信貸質素之銀行。

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 5. FINANCIAL INSTRUMENTS (cont'd)

### 5.2 Financial risk management objectives and policies (cont'd) Credit risk (cont'd)

The Company and its principal subsidiaries made transactions with counterparties with acceptable credit quality in conformance to the Group treasury policies to minimise credit exposure. Acceptable credit ratings from reputable credit rating agencies and scrutiny of financials for non-rated counterparties are two important criteria in the selection of counterparties. The credit quality of counterparties will be closely monitored over the life of the transaction. The Group reviews its financial counterparties periodically in order to reduce credit risk concentrations relative to the underlying size and credit strength of each counterparties.

In an attempt to forestall adverse market movement, the Group also monitors potential exposures to each financial institution counterparties.

Other than concentration of credit risk on the loan to a fellow subsidiary, the Group and the Company do not have any other significant concentration of credit risk.

#### Liquidity risk

The Group manages liquidity risk by regularly monitoring current and expected liquidity requirements and ensuring sufficient liquid cash and intended credit lines of funding from major financial institutions to meet the Group's liquidity requirements in the short and long term. The liquidity risk is under continuous monitoring by management. Management will raise or refinance bank borrowings whenever necessary.

At the end of the reporting period, the Group does not have significant exposure to liquidity risk.

The contractual maturities at the end of the reporting period of the Group's financial liabilities which are required to be repaid within one year or on demand amounted to HK\$968,000 (2009: HK\$924,000).

## 5. 金融工具(續)

### 5.2 財務風險管理目標及政策(續) 信貸風險(續)

本公司及其主要附屬公司按本集團庫務政策所訂與具有可接受信貸評級的機構進行交易，以盡量降低信貸風險。揀選交易方的兩項重要原則，是由有信譽的信貸評級機構發出可接受的信貸評級，以及對沒有評級的交易方進行財務評審。本集團會在整個交易期內密切監察交易方的信貸質素。本集團會定期參考與其交易的各財務機構之規模及信貸能力檢討各交易方，以減低集中信貸風險。

為不利之市場變動預先作準備，本集團為每間金融機構交易方監察潛在之風險。

除借予同系附屬公司貸款面臨之集中信貸風險外，本集團及本公司並無任何其他重大集中信貸風險。

#### 流動資金風險

本集團管理流動資金風險之方法為定期監察現時及預測之流動資金需要，並確保具備足夠流動現金及取得計劃來自主要金融機構之融資，以應付本集團之短期及長期流動資金需要。管理層會持續監察流動資金風險，並將於必要時籌集銀行借貸或將銀行借貸再融資。

於報告期末，本集團並無重大流動資金風險。

於報告期末，須於一年內或按要求時償還之本集團金融負債為968,000港元(二零零九年：924,000港元)。

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 5. FINANCIAL INSTRUMENTS (cont'd)

### 5.3 Fair value estimation

The fair value of financial assets and financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices respectively.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised costs in the financial statements approximate to their fair values.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table shows an analysis of financial instruments recorded at fair value by the fair value hierarchy:

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31st December, 2010</b>	<b>於二零一零年 十二月三十一日</b>				
Available-for-sale financial assets	可供出售金融資產	<b>97,980</b>	-	-	<b>97,980</b>
At 31st December, 2009	於二零零九年 十二月三十一日				
Available-for-sale financial assets	可供出售金融資產	96,472	-	-	96,472

There were no transfers amongst Level 1, Level 2 and Level 3 in the fair value hierarchy.

## 5. 金融工具 (續)

### 5.3 公平值估計

具備標準年期及條件並於活躍流動市場交易之金融資產及金融負債，其賬面值分別參考所報市場買入價及賣出價而釐定。

本公司董事認為，財務報表內按經攤銷成本入賬之金融資產及金融負債賬面值與公平值相若。

本集團分下列等級釐定及披露金融工具之公平值：

第一級：公平值計量參考同等之資產或負債於活躍市場取得之報價（未經調整）；

第二級：公平值計量（於等一級之報價外），直接（由價格）或間接（參考價格）從可觀察之資產或負債所等的數據；及

第三級：公平值計量由輸入參數之估值技術，包括非從市場觀察所得之資產或負債數據（非可觀察數據）。

下表顯示按公平值分級制所劃分按公平值記錄之金融工具分析：

公平值分級制內第一級、第二級及第三級之間並無轉撥。

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## 6. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the abilities of the entities in the Group to continue as a going concern, so that it can continue to provide returns for shareholders of the Company 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 directors of the Company actively and regularly review and manage the Group's capital structure to maximise the returns to shareholders through the optimisation of the debt afforded by a sound capital position, and make adjustments to the capital structure in light of changes in economic conditions. The Group's overall strategy remains unchanged from 2009.

Consistent with others in the industry, the Group monitors its capital structure on the basis of the gearing ratio. The debt-to-equity ratio is calculated as total borrowings divided by total equity. At 31st December, 2010 and 2009, the Group's gearing ratio was undefined because the Group did not have any borrowings as at 31st December, 2010 and 2009.

## 7. SEGMENT INFORMATION

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers that are used to make strategic decisions.

The Group has engaged three reportable segments – (i) property development; (ii) property leasing; and (iii) securities investments and finance. The segmentations are based on the information about the operations of the Group that management uses to make decisions.

Principal activities are as follows:

Property development	–	Property development and sales of properties
Property leasing	–	Property rental
Securities investments and finance	–	Securities investments and financing activities

The Group's measurement methods used to determine reported segment profit or loss remain unchanged from 2009.

## 6. 資本風險管理

本集團資本管理之首要目標為保障本集團之實體具備持續經營之能力，透過將產品及服務之定價定為符合風險水平之價格，以及按合理成本取得融資，持續為本公司股東帶來回報，並為其他權益關涉者帶來裨益。

本公司董事主動及定期檢討及管理本集團之資本架構，透過維持適當之資本狀況管理債務，爭取最大的股東回報，並因應經濟環境轉變對資本架構進行調整。本集團之整體策略自二零零九年起維持不變。

本集團運用資本負債比率監察其資本結構，此舉與行業其他業者貫徹一致。債務權益比率乃按借貸總額除以權益總額計算。於二零一零年及二零零九年十二月三十一日，由於本集團於二零一零年及二零零九年十二月三十一日並無任何借貸，故並無界定資本負債比率。

## 7. 分類資料

本集團根據主要營運決策者用於作出策略決定時審閱之報告釐定營運分類。

本集團從事三類可報告分類 – (i) 物業發展；(ii) 物業租賃；及(iii) 證券投資及融資。本集團乃以管理層用作決策之本集團營運資料進行分類。

主要業務活動如下：

物業發展	–	物業發展及物業銷售
物業租賃	–	物業租賃
證券投資及融資	–	證券投資及融資業務

本集團用作釐定已報告分類溢利或虧損之計量方式自二零零九年起維持不變。



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## 7. SEGMENT INFORMATION (cont'd)

The Group's reportable segments are strategic business units that operate different activities. They are managed separately because each business has different market and requires different marketing strategies.

The Group evaluates performance on the basis of profit or loss from operations before tax expense but not including the major non-cash items. There is no intersegment revenue accountable for in both years.

Included in revenue arising from property development of HK\$66,430,000 (2009: HK\$6,244,000) and securities investments and finance of HK\$15,470,000 (2009: HK\$14,874,000) is revenue of approximately HK\$66,430,000 (2009: HK\$6,244,000) and HK\$10,473,000 (2009: HK\$9,769,000) respectively which arose from sales to the Group's five (2009: two) major customers and each customer accounted for more than 10% of the Group's total revenue.

Segment information about these businesses is presented below:

### The segment results for the year ended 31st December, 2010

## 7. 分類資料(續)

本集團可報告分類為策略業務單元，以營運不同活動。彼等受個別管理，此乃由於各業務擁有不同市場，且要求不同市場策略。

本集團會以稅前經營溢利或虧損評估表現，惟並未計及重大非現金項目。在兩個年度內並無將分類間之收益入賬。

於來自物業發展收益66,430,000港元(二零零九年：6,244,000港元)及證券投資及融資收益15,470,000港元(二零零九年：14,874,000港元)中分別約66,430,000港元(二零零九年：6,244,000港元)及10,473,000港元(二零零九年：9,769,000港元)收益來自本集團之五位(二零零九年：兩位)主要客戶，而每位主要客戶之收益均超出本集團總收益之10%。

該等業務之分類資料如下：

### 截至二零一零年十二月三十一日止年度之分類業績

		Property development	Property leasing	Securities investments and finance	Consolidated
		物業發展	物業租賃	證券投資 及融資	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Revenue</b>	<b>收益</b>				
Revenue from external customers	來自外部客戶之收益	66,430	2,672	15,470	84,572
<b>Results</b>	<b>業績</b>				
Segment results for reportable segments	可報告分類之 分類業績	49,302	2,344	15,832	67,478
Interest income	利息收入				11
Other revenue	其他收益				28
Unallocated corporate expenses	未分配公司開支				(4,504)
Income tax expense	所得稅開支				(10,072)
<b>Profit for the year attributable to owners of the Company</b>	<b>本公司擁有人應佔 本年度溢利</b>				<b>52,941</b>

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 7. SEGMENT INFORMATION (cont'd)

## 7. 分類資料(續)

## The segment assets and liabilities as at 31st December, 2010

於二零一零年十二月三十一日之分類資產及負債

		Property development	Property leasing	Securities investments and finance	Consolidated
		物業發展	物業租賃	證券投資 及融資	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Assets</b>	<b>資產</b>				
Segment assets for reportable segments	可報告分類之分類資產	-	29,502	999,465	1,028,967
Unallocated corporate assets	未分配公司資產				29,966
Consolidated total assets	綜合資產總額				1,058,933
<b>Liabilities</b>	<b>負債</b>				
Segment liabilities for reportable segments	可報告分類之分類負債	86	356	-	442
Unallocated corporate liabilities	未分配公司負債				9,052
Consolidated total liabilities	綜合負債總額				9,494

## The segment results for the year ended 31st December, 2009

截至二零零九年十二月三十一日止年度之分類業績

		Property development	Property leasing	Securities investments and finance	Consolidated
		物業發展	物業租賃	證券投資 及融資	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Revenue</b>	<b>收益</b>				
Revenue from external customers	來自外部客戶之收益	6,244	2,440	14,874	23,558
<b>Results</b>	<b>業績</b>				
Segment results for reportable segments	可報告分類之分類業績	3,948	931	14,936	19,815
Interest income	利息收入				12
Other revenue	其他收益				1
Unallocated corporate expenses	未分配公司開支				(4,446)
Income tax expense	所得稅開支				(1,446)
Fair value changes on investment properties	投資物業之公平值變動				3,925
<b>Profit for the year attributable to owners of the Company</b>	<b>本公司擁有人應佔本年度溢利</b>				17,861

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 7. SEGMENT INFORMATION (cont'd)

The segment assets and liabilities as at 31st December, 2009

		Property development 物業發展 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Securities investments and finance 證券投資 及融資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>				
Segment assets for reportable segments	可報告分類之分類資產	16,595	29,504	950,961	997,060
Unallocated corporate assets	未分配公司資產				10,006
Consolidated total assets	綜合資產總額				1,007,066
<b>Liabilities</b>	<b>負債</b>				
Segment liabilities for reportable segments	可報告分類之分類負債	2,337	191	90	2,618
Unallocated corporate liabilities	未分配公司負債				1,772
Consolidated total liabilities	綜合負債總額				4,390

### Geographical segments

For the years ended 31st December, 2010 and 2009, all the Group's operations are located in Hong Kong. The Group's revenue is all derived from Hong Kong for both years.

### 地區分類

截至二零一零年及二零零九年十二月三十一日止年度，本集團在香港經營所有業務。在兩個年度本集團之收益全部來自香港。

## 8. REVENUE AND OTHER REVENUE

Revenue represents the aggregate amounts received and receivable, analysed as follows:

## 8. 收益及其他收益

收益指已收及應收之合計金額，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
Revenue	收益		
Property rental income	物業租金收入	2,672	2,440
Sales of properties held for sale	持作出售物業銷售	66,430	6,244
Interest income from available-for-sale financial assets	可供出售金融資產之利息收入	4,997	5,105
Loan interest income from a fellow subsidiary	來自同系附屬公司之貸款利息收入	10,473	9,769
		<b>84,572</b>	<b>23,558</b>
Other revenue	其他收益		
Interest income from bank deposits	銀行存款利息收入	11	12
Sundry income	雜項收入	4	1
		<b>15</b>	<b>13</b>

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 9. PROFIT BEFORE TAX

## 9. 稅前溢利

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit before tax is stated after charging:	稅前溢利已扣除：		
Auditors' remuneration	核數師酬金	220	210
Staff costs (excluding directors' emoluments)	員工成本(不包括董事酬金)		
– salaries and allowances	– 薪金及津貼	2,912	2,828
– retirement benefit costs	– 退休福利成本	143	117
		<b>362</b>	62
and after crediting:	並已計入：		
Exchange gain, net	匯兌收益淨額	362	62
Gross rental income from properties	物業之租金收入總額	2,672	2,440
Less: direct operating expenses from properties that generated rental income during the year	減：年內產生租金收入之物業直接經營開支	(239)	(254)
direct operating expenses from properties that did not generate rental income during the year	年內並無產生租金收入之物業直接經營開支	(89)	(645)
		<b>2,344</b>	1,541

## 10. INCOME TAX EXPENSE

## 10. 所得稅開支

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
The charge/(credit) comprises:	支出/(撥回)包括：		
Current tax	年內稅項		
– Hong Kong	– 香港	10,070	1,631
Underprovision in prior years	過往年度撥備不足		
– Hong Kong	– 香港	–	57
		<b>10,070</b>	1,688
Deferred tax (Note 29)	遞延稅項(附註29)	2	(242)
		<b>10,072</b>	1,446

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profits for both years.

兩個年度之香港利得稅乃按估計應課稅溢利按稅率16.5%計算。

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 10. INCOME TAX EXPENSE (cont'd)

The tax charge for the year can be reconciled to profit before tax per the consolidated statement of comprehensive income as follows:

## 10. 所得稅開支(續)

本年度稅項開支與綜合全面收入報表內稅前溢利之對賬如下：

		2010		2009	
		二零一零年		二零零九年	
		HK\$'000	%	HK\$'000	%
		千港元		千港元	
Profit before tax	稅前溢利	<b>63,013</b>		19,307	
Tax at the Hong Kong Profits	按香港利得稅稅率				
Tax rate	計算之稅項	<b>10,397</b>	<b>16.5</b>	3,186	16.5
Tax effect of income not taxable for tax purpose	就稅項目的而言毋須課稅收入之稅務影響	<b>(254)</b>	<b>(0.4)</b>	(183)	(0.9)
Utilisation of tax losses previously not recognised	動用以前未確認稅項虧損	<b>(73)</b>	<b>(0.1)</b>	(347)	(1.8)
Tax effect of tax depreciation	稅項折舊之稅務影響	-	-	(1)	-
Tax effect of tax losses not recognised	未確認稅項虧損之稅務效果	<b>2</b>	-	(1,266)	(6.6)
Underprovision in prior years	過往年度撥備不足	-	-	57	0.3
Income tax expense for the year	本年度所得稅開支	<b>10,072</b>	<b>16.0</b>	1,446	7.5

## 11. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

For the year ended 31st December, 2010, net profit of HK\$55,365,000 (2009: HK\$359,798,000) has been dealt with in the financial statements of the Company.

## 11. 公司擁有人應佔溢利

截至二零一零年十二月三十一日止年度，純利55,365,000港元(二零零九年：359,798,000港元)已於本公司財務報表內處理。

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## 12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

## 12. 董事及僱員之酬金

### (a) Directors' emoluments

Fee and other emoluments paid or payable to the directors of the Company for the years ended 31st December, 2010 and 2009 were as follows:

### (a) 董事酬金

截至二零一零年及二零零九年十二月三十一日止各年度，已付或應付本公司董事之袍金或其他酬金如下：

		2010 二零一零年			2009 二零零九年		
		Salaries and other Fee emoluments 薪金及 袍金 HK\$'000 千港元			Salaries and other Fee emoluments 薪金及 袍金 HK\$'000 千港元		
		Total 總計 HK\$'000 千港元			Total 總計 HK\$'000 千港元		
<b>Executive Directors</b>	<b>執行董事</b>						
Mr. Matthew Cheong, Veng-va	昌榮華先生	10	-	10	10	-	10
Ms. Teresa Poon, Mun-chie	潘敏慈小姐	10	-	10	10	-	10
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>						
Mr. Lai, Yun-hung	賴恩雄先生	180	-	180	180	-	180
Mr. Mok, Hon-sang	莫漢生先生	180	-	180	180	-	180
Mr. Wong, Tik-tung	汪滌東先生	180	-	180	180	-	180
		<b>560</b>	<b>-</b>	<b>560</b>	560	-	560

### (b) Employees' emoluments

During the year, no director of the Company was included in the five highest paid individuals of the Group (2009: Nil) whose emoluments are set out above. The emoluments of the five highest paid individuals (2009: five) were as follows:

### (b) 僱員酬金

年內，本公司董事全非本集團五名最高薪酬人士(二零零九年：無)，其酬金詳情載於上文。五名(二零零九年：五名)最高薪酬人士之酬金如下：

		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 benefits	薪金及其他福利	2,529	2,250
Retirement benefit schemes contributions	退休福利計劃供款	123	109
		<b>2,652</b>	2,359

The emoluments of individual employee were all less than HK\$1,000,000.

個別僱員之酬金全部低於1,000,000港元。

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

### 13. DIVIDENDS

### 13. 股息

		<b>2010</b>	2009
		二零一零年	二零零九年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
(a) Final dividend for 2009 paid on 18th June, 2010 of HK1 cent (2008: HK1 cent) per share	(a) 於二零一零年六月十八日 派付之二零零九年 末期股息每股1港仙 (二零零八年：1港仙)	<b>3,388</b>	3,388
(b) Interim dividend for 2010 paid on 4th October, 2010 of HK1 cent (2009: HK1 cent) per share	(b) 於二零一零年十月四日 派付之二零一零年 中期股息每股1港仙 (二零零九年：1港仙)	<b>3,388</b>	3,388
Total dividends paid	已派付股息總額	<b>6,776</b>	6,776

Subsequent to the end of the reporting period, the final dividend of HK2 cents (2009: HK1 cent) per ordinary share has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting.

於報告日期末後，本公司董事建議派付末期股息每股普通股2港仙(二零零九年：1港仙)，有待股東於應屆股東週年大會上批准。

### 14. EARNINGS PER SHARE

### 14. 每股盈利

The calculation of the basic and diluted earnings per share is based on the profit attributable to owners of the Company of HK\$52,941,000 (2009: HK\$17,861,000) and the weighted average number of 338,765,987 (2009: 338,765,987) ordinary shares in issue during the year.

每股基本及攤薄盈利乃根據本公司擁有人應佔溢利52,941,000港元(二零零九年：17,861,000港元)及年內已發行普通股之加權平均數338,765,987股(二零零九年：338,765,987股)計算。

For the years ended 31st December, 2010 and 2009, diluted earnings per share is the same as the basic earnings per share as there were no diluting events during these years.

截至二零一零年及二零零九年十二月三十一日止年度，由於並無攤薄事項，故每股攤薄盈利與每股基本盈利相同。

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 15. INVESTMENT PROPERTIES

## 15. 投資物業

		HK\$'000 千港元
<b>The Group</b>	<b>本集團</b>	
<b>Fair value</b>	<b>公平值</b>	
At 1st January, 2009	於二零零九年一月一日	35,200
Disposals	出售	(9,725)
Fair value changes recognised in consolidated statement of comprehensive income	於綜合全面收入報表確認之公平值變動	3,925
		<hr/>
<b>At 31st December, 2009, 1st January, 2010 and 31st December, 2010</b>	<b>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</b>	<b>29,400</b>
		<hr/> <hr/>

The Group's investment properties are under medium-term leases in Hong Kong as at 31st December, 2010 and 2009.

於二零一零年及二零零九年十二月三十一日，本集團之投資物業在香港按中期租約持有。

The fair value of the Group's investment properties at 31st December, 2010 has been arrived at on the basis of valuation carried out on that date by B.I. Appraisals Limited ("B.I. Appraisals") (2009: Norton Appraisals Limited ("Norton Appraisals")), independent qualified professional valuers not connected with the Group.

本集團投資物業於二零一零年十二月三十一日之公平值按一家與本集團並無關連之獨立合資格專業估值師保柏國際評估有限公司(「保柏國際」)(二零零九年：普敦國際評估有限公司(「普敦國際」))於該日進行之估值為基準而計算。

Both B.I. Appraisals and Norton Appraisals have appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. The valuation, which conformed to The Hong Kong Institute of Surveyors Valuation Standards on Properties (1st Edition 2005) published by the Hong Kong Institute of Surveyors, was based on market value basis.

保柏國際及普敦國際均對於相關地點之同類型物業估值具有適合資格及近期之估值經驗。該項估值乃遵守香港測量師學會所頒布的物業估值準則(二零零五年第一版)，並按市值基準進行評估。

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

本集團根據營業租約持有以賺取租金或作資本增值用途之物業權益全部利用公平值模式計算，並已分類及入賬列作投資物業。



For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 16. FURNITURE AND EQUIPMENT

## 16. 傢具及設備

		HK\$'000 千港元
<b>The Group and the Company</b>	<b>本集團及本公司</b>	
<b>Cost</b>	<b>成本</b>	
At 1st January, 2009, 31st December, 2009 and 1st January, 2010	於二零零九年一月一日、 二零零九年十二月三十一日及 二零一零年一月一日	1,117
Written off for the year	年內撇銷	(1,117)
At 31st December, 2010	於二零一零年十二月三十一日	—
<b>Depreciation</b>	<b>折舊</b>	
At 1st January, 2009, 31st December, 2009 and 1st January, 2010	於二零零九年一月一日、 二零零九年十二月三十一日及 二零一零年一月一日	1,117
Written off for the year	年內撇銷	(1,117)
At 31st December, 2010	於二零一零年十二月三十一日	—
<b>Carrying amounts</b>	<b>賬面值</b>	
<b>At 31st December, 2010</b>	於二零一零年十二月三十一日	—
At 31st December, 2009	於二零零九年十二月三十一日	—

17. INVESTMENTS IN SUBSIDIARIES/  
ADVANCES TO SUBSIDIARIES17. 附屬公司投資／墊付附屬  
公司款項

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>The Company</b>	<b>本公司</b>		
Unlisted shares, at cost	非上市股份，按成本	181,679	181,679
Advances to subsidiaries	墊付附屬公司款項	112,085	125,001
Less: impairment loss recognised in respect of the advances to subsidiaries	減：就墊付附屬公司款項 確認之減值虧損	(1,399)	(1,399)
		110,686	123,602

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 17. INVESTMENTS IN SUBSIDIARIES/ ADVANCES TO SUBSIDIARIES (cont'd)

The advances to subsidiaries, net of impairment are unsecured. As at 31st December, 2010, balance of HK\$110,481,000 is interest-bearing (2009: HK\$123,502,000). In the opinion of the directors of the Company, the Company will not demand for repayment within one year from the end of the reporting period and are therefore considered as non-current. The directors of the Company estimate the investment costs and the advances by discounting their future cash flow at the prevailing market borrowing rate and considered impairment loss should be provided. The directors of the Company consider that the carrying amount of advances to subsidiaries approximate to their fair values.

Particulars of the Group's subsidiaries at 31st December, 2010 are set out in Note 34 to the financial statements.

## 18. AVAILABLE-FOR-SALE FINANCIAL ASSETS

## 17. 附屬公司投資／墊付附屬公司款項(續)

墊付附屬公司款項(扣除減值)為無抵押。於二零一零年十二月三十一日之結餘中，包括為數110,481,000港元(二零零九年：123,502,000港元)之計息結餘。本公司董事認為，本公司將不會要求於報告期結束後一年內還款，因此被視為非流動。本公司董事按當時市場借貸利率折現未來現金流量而估計投資成本及墊款，並認為就上述款項應於財務狀況報表作出減值虧損撥備。本公司董事認為，墊付附屬公司款項之賬面值與其公平值相若。

本集團附屬公司於二零一零年十二月三十一日之詳情載於財務報表附註34。

## 18. 可供出售金融資產

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>The Group</b>	<b>本集團</b>		
Debt securities	債務證券	<b>97,980</b>	96,472
Available-for-sale financial assets comprise:	可供出售金融資產包括：		
<b>Non-current assets</b> (Note ii)	<b>非流動資產</b> (附註ii)		
Floating rate notes	浮息票據	<b>23,072</b>	22,469
Fixed rate notes	定息票據	<b>59,235</b>	74,003
		<b>82,307</b>	96,472
<b>Current assets</b> (Note iii)	<b>流動資產</b> (附註iii)		
Fixed rate note	定息票據	<b>15,673</b>	—
Total	總計	<b>97,980</b>	96,472

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## 18. AVAILABLE-FOR-SALE FINANCIAL ASSETS (cont'd)

Notes:

- i. The floating and fixed rate notes are unlisted securities and carry floating interest at LIBOR plus 0.23% to 0.25% per annum or fixed interest at 4.75% to 7.00% per annum.
- ii. These floating and fixed rate notes will mature from January 2012 to March 2016.
- iii. The fixed rate note was matured in February 2011.
- iv. Fair values of the floating and fixed rate notes have been determined based on the quoted market bid prices available on the industry group.

## 19. PROPERTIES HELD FOR SALE

### The Group

At 1st January  
Disposals

At 31st December

### 本集團

於一月一日  
出售

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
----------------------------------	----------------------------------

16,504

(16,504)

-

18,576

(2,072)

16,504

All the properties held for sale were sold during the year.

## 20. DEBTORS, DEPOSITS AND PREPAYMENTS

### The Group and the Company

The directors of the Company consider that the carrying amounts of the Group's and the Company's debtors, deposits and prepayments approximate to their fair values.

There were no trade debtors included in debtors, deposits and prepayments as at 31st December, 2010 and 2009.

## 18. 可供出售金融資產(續)

附註：

- i. 浮息及定息票據為非上市證券，並按浮動年利率倫敦銀行同業拆息加0.23厘至0.25厘或固定年利率4.75厘至7.00厘計息。
- ii. 浮息及定息票據之到期日為二零一二年一月至二零一六年三月。
- iii. 定息票據之到期日為二零一一年二月。
- iv. 浮息及定息票據之公平值乃參考行業內可得之市場買入價釐定。

## 19. 持作出售物業

所有持作出售物業已於年內售出。

## 20. 應收賬項、按金及預付款項

### 本集團及本公司

本公司董事認為本集團及本公司之應收賬項、按金及預付款項之賬面值與其公平值相若。

於二零一零年及二零零九年十二月三十一日，應收賬項、按金及預付款項內並無包括應收貿易賬項。

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## 21. LOAN TO A FELLOW SUBSIDIARY

### The Group and the Company

On 4th November, 2008, the Company, as lender, has entered into a loan agreement (the "Loan Agreement") with Longman Limited ("Longman"), as borrower, and Chinese Estates Holdings Limited ("Chinese Estates"), as guarantor.

In accordance with the Loan Agreement, the Company provided a three-year revolving facility of up to HK\$900 million to Longman and the loan carries an interest rate of HIBOR plus 1% per annum. For further details, please refer to the Company's circular dated 25th November, 2008.

## 21. 借予同系附屬公司貸款

### 本集團及本公司

於二零零八年十一月四日，本公司（作為貸方）、Longman Limited（「Longman」，作為借方）及 Chinese Estates Holdings Limited（「華置」，作為擔保人）訂立一份貸款協議（「貸款協議」）。

根據貸款協議，本公司向Longman提供一筆最多900,000,000港元之三年期循環貸款融資及此貸款之年利率為香港銀行同業拆息加1厘。更詳細資料，請參閱本公司日期為二零零八年十一月二十五日之通函。

Name of fellow subsidiary 同系附屬公司名稱	Highest balance during the year 年內最高結餘	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
Longman Limited	900,000	<b>900,000</b>	853,000

The directors of the Company consider that the carrying amount of the Group's and the Company's loan to a fellow subsidiary approximates to its fair value.

本公司董事認為本集團及本公司之借予同系附屬公司貸款之賬面值與其公平值相若。

## 22. ADVANCE TO A FELLOW SUBSIDIARY

### The Group

Name of fellow subsidiary 同系附屬公司名稱	Highest balance during the year 年內最高結餘	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
G-Prop (Holdings) Limited 金匡企業有限公司	81	<b>61</b>	81

## 22. 墊付同系附屬公司款項

### 本集團

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 22. ADVANCE TO A FELLOW SUBSIDIARY (cont'd)

### The Company

Name of fellow subsidiary 同系附屬公司名稱	本公司		
	Highest balance during the year 年內最高結餘 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
G-Prop (Holdings) Limited 金匡企業有限公司	81	2	81

The advance to a fellow subsidiary is unsecured, interest-free and repayable on demand. The directors of the Company consider that the carrying amount of the Group's and the Company's advance to a fellow subsidiary approximates to its fair value.

該墊付同系附屬公司款項為無抵押，免息及按要求償還。本公司董事認為本集團及本公司之墊付同系附屬公司款項之賬面值與其公平值相若。

The Group and the Company do not hold collateral over the balance.

本集團及本公司並無就結餘持有抵押。

## 23. CASH AND CASH EQUIVALENTS

### The Group and the Company

The time deposits of the Group and the Company have maturity within 1 month and carry interests at prevailing market deposit rates.

### 本集團及本公司

本集團及本公司之定期存款於一個月內到期，並按當時市場存款利率計息。

The directors of the Company consider that the carrying amounts of the Group's and the Company's cash and cash equivalents approximate to their fair values.

本公司董事認為本集團及本公司之現金及現金等同項目之賬面值與其公平值相若。

The Group and the Company do not hold collateral over the balance.

本集團及本公司並無就結餘持有抵押。

## 24. CREDITORS AND ACCRUALS

### The Group and the Company

There were no trade payables included in creditors and accruals as at 31st December, 2010 and 2009. The directors of the Company consider that the carrying amounts of the Group's and the Company's creditors and accruals approximate to their fair values.

### 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，應付賬項及應計費用並無包括應付貿易賬項。本公司董事認為本集團及本公司之應付賬項及應計費用之賬面值與其公平值相若。

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 25. ADVANCES FROM FELLOW SUBSIDIARIES

### The Group and the Company

The advances from fellow subsidiaries are unsecured, interest-free and repayable on demand. The directors of the Company consider that the carrying amounts of the Group's and the Company's advances from fellow subsidiaries approximate to their fair values.

## 26. SHARE CAPITAL

### The Group and the Company

Ordinary shares of HK\$0.01 each

Authorised:

At 1st January, 2009, 31st December, 2009,  
1st January, 2010 and 31st December, 2010

Issued and fully paid:

At 1st January, 2009, 31st December, 2009,  
1st January, 2010 and 31st December, 2010

## 25. 同系附屬公司墊款

### 本集團及本公司

該等同系附屬公司墊款為無抵押、免息及按要求償還。本公司董事認為本集團及本公司之同系附屬公司墊款之賬面值與其公平值相若。

## 26. 股本

### 本集團及本公司

每股面值0.01港元之普通股

法定：

於二零零九年一月一日、  
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

已發行及繳足：

於二零零九年一月一日、  
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

**Number  
of shares**  
股份數目

**Share  
capital**  
股本  
HK\$'000  
千港元

50,000,000,000 500,000

338,765,987 3,388

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 27. RESERVES

### The Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

### The Company

## 27. 儲備

### 本集團

本集團於本年度及過往年度之儲備金額及其變動於綜合股本權益變動報表呈列。

### 本公司

		Contribution			Total
		Share premium	from shareholders	Retained profits	
		股份溢價	股東注資	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1st January, 2009	於二零零九年一月一日	495,160	20,719	95,789	611,668
Total comprehensive income for the year	本年度全面收入總額	—	—	359,798	359,798
Final dividend paid	已付末期股息	—	—	(3,388)	(3,388)
Interim dividend paid	已付中期股息	—	—	(3,388)	(3,388)
At 31st December, 2009 and 1st January, 2010	於二零零九年十二月三十一日及二零一零年一月一日	495,160	20,719	448,811	964,690
Total comprehensive income for the year	本年度全面收入總額	—	—	55,365	55,365
Final dividend paid	已付末期股息	—	—	(3,388)	(3,388)
Interim dividend paid	已付中期股息	—	—	(3,388)	(3,388)
<b>At 31st December, 2010</b>	<b>於二零一零年十二月三十一日</b>	<b>495,160</b>	<b>20,719</b>	<b>497,400</b>	<b>1,013,279</b>

The Company's reserves available for distribution as at 31st December, 2010 amounted to approximately HK\$497,400,000 (2009: HK\$448,811,000).

於二零一零年十二月三十一日，本公司可供分派之儲備約為497,400,000港元（二零零九年：448,811,000港元）。

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 28. ADVANCE FROM A SUBSIDIARY

### The Company

The advance from a subsidiary is unsecured, interest-free and will not demand for repayment within one year from the end of the reporting period and therefore shown as non-current. The directors of the Company consider the carrying amount of the Company's advance from a subsidiary approximates to its fair value.

## 29. DEFERRED TAX LIABILITY

### The Group

The following are the major deferred tax liabilities provided/(assets recognised) by the Group and movements thereon during the current and prior reporting years:

## 28. 附屬公司墊款

### 本公司

該附屬公司墊款為無抵押、免息及不會於報告期末起一年內要求償還，因此列為非流動。本公司董事認為本公司之附屬公司墊款之賬面值與其公平值相若。

## 29. 遞延稅項負債

### 本集團

以下為本集團於本報告年度及過往報告年度之主要遞延稅項負債提供/(資產確認)及其變動：

		<b>Revaluation of investment properties</b>	<b>Accelerated tax depreciation</b>	<b>Total</b>
		投資物業重估	加速稅項折舊	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1st January, 2009	於二零零九年一月一日	755	(11)	744
(Credit)/charge to the consolidated statement of comprehensive income for the year (Note 10)	(撥入)/扣自本年度綜合全面收入報表(附註10)	(244)	2	(242)
At 31st December, 2009 and 1st January, 2010	於二零零九年十二月三十一日及二零一零年一月一日	511	(9)	502
Charge to the consolidated statement of comprehensive income for the year (Note 10)	扣自本年度綜合全面收入報表(附註10)	-	2	2
<b>At 31st December, 2010</b>	<b>於二零一零年十二月三十一日</b>	<b>511</b>	<b>(7)</b>	<b>504</b>



For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

## 29. DEFERRED TAX LIABILITY (cont'd)

For the purpose of consolidated statement of financial position presentation, certain deferred tax (assets) and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

Deferred tax assets	遞延稅項資產
Deferred tax liabilities	遞延稅項負債

## 29. 遞延稅項負債(續)

就綜合財務狀況報表之呈列而言，若干遞延稅項(資產)及負債已經抵銷。作財務申報用途之遞延稅項結餘分析如下：

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
	-	-
	<b>504</b>	502
	<b>504</b>	502

At the end of the reporting period, the Group did not have any unrecognised deferred tax assets (2009: Nil).

於報告期末，本集團並無任何未確認之遞延稅項資產(二零零九年：無)。

## 30. OPERATING LEASE COMMITMENTS

At 31st December, 2010 and 2009, the Group and the Company did not have any material operating lease commitments.

## 30. 營業租約承擔

於二零一零年及二零零九年十二月三十一日，本集團及本公司並無任何重大營業租約承擔。

## 31. CAPITAL COMMITMENTS

At 31st December, 2010 and 2009, the Group and the Company did not have any material capital commitments.

## 31. 資本承擔

於二零一零年及二零零九年十二月三十一日，本集團及本公司並無任何重大資本承擔。

## 32. RETIREMENT BENEFIT SCHEMES

The Group operates defined contribution retirement schemes in Hong Kong, namely the Occupational Retirement Scheme ("ORSO Scheme") and the Mandatory Provident Fund Scheme ("MPF Scheme"). Contributions to the ORSO Scheme are based on a percentage of employees' salaries ranging from 5% to 10%, depending upon the length of service of the employees. From 1st December, 2000, newly joined employees are compulsorily required to join the MPF Scheme. The employer and its employees are each required to make contributions to the scheme at rates specified in the rules of the MPF Scheme.

## 32. 退休福利計劃

本集團在香港設有界定供款計劃，即職業退休計劃(「職業退休計劃」)及強制性公積金計劃(「強積金計劃」)。職業退休計劃按照僱員薪金之5%至10%供款，視乎僱員之年資而定。由二零零零年十二月一日起，新入職僱員均須加入強積金計劃。僱主及其僱員均須根據強積金計劃條款內列明之比率向計劃作出供款。

The total cost charged to consolidated statement of comprehensive income of HK\$143,000 (2009: HK\$117,000) represent contributions payable to these schemes by the Group for the year.

於綜合全面收入報表扣除之費用總額為143,000港元(二零零九年：117,000港元)，即本集團於年內就該等計劃應付之供款。

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

### 33. RELATED PARTY TRANSACTIONS

#### Transactions

Save as disclosed in elsewhere in the financial statements, the Group entered into the following transactions with related parties during the year:

Interest income on loan to a fellow subsidiary  
(Note) 借予同系附屬公司貸款之  
利息收入(附註)

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>10,473</b>	9,769

Note: Interest was charged on outstanding balance during the year, details are set out in Note 21.

### 33. 關連人士交易

#### 交易

除財務報表披露者外，年內，本集團曾與關連人士訂立下列交易：

附註：利息根據年內尚欠結餘計算，詳情載於附註21。

#### Balances

Details of the balances with related parties as at the end of the reporting period are set out in Notes 21, 22, 25 and 28.

#### Key management personnel emoluments

Remuneration for key management personnel is disclosed in Note 12(a) to the financial statements.

#### 結餘

於報告期末，與關連人士之結餘詳情載於附註21、22、25及28。

#### 主要管理人員酬金

主要管理人員之酬金於財務報表附註12(a)披露。

### 34. PARTICULARS OF SUBSIDIARIES

At 31st December, 2010, the Company has direct and indirect interests in the following subsidiaries which are all private limited companies.

### 34. 附屬公司詳情

於二零一零年十二月三十一日，本公司直接及間接擁有下列附屬公司之權益，而該等附屬公司均為私人有限公司。

Name of subsidiaries 附屬公司名稱	Place of incorporation or operation 註冊成立或 經營地點	Class of share 股份類別	Fully paid share capital 繳足股本	Proportion of nominal value of paid-up capital held by the Company 本公司所持繳足股本面值之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Chi Cheung Management Services Limited 至祥管理服務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100%	—	Dormant 暫無營業

For the year ended 31st December, 2010 截至二零一零年十二月三十一日止年度

### 34. PARTICULARS OF SUBSIDIARIES (cont'd)

### 34. 附屬公司詳情(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation or operation 註冊成立或經營地點	Class of share 股份類別	Fully paid share capital 繳足股本	Proportion of nominal value of paid-up capital held by the Company 本公司所持繳足股本面值之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Chi Cheung (Nominees) Limited	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100%	–	Securities investment 證券投資
Jumbo Legend Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$2 2美元	100%	–	Investment holding 投資控股
View Success Investments Limited 景亨投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property investment and trading 物業投資及買賣

None of the subsidiaries had any loan capital subsisting at the end of the reporting period or at anytime during the year.

概無任何附屬公司於報告期末時或年內任何時間存在任何借貸股本。

### 35. EVENTS AFTER THE REPORTING PERIOD

### 35. 報告期末後事項

The Group does not have material events after the end of the reporting period.

報告期末後本集團概無重大事件發生。

### 36. AUTHORISATION FOR ISSUE OF FINANCIAL STATEMENTS

### 36. 授權刊發財務報表

The financial statements were approved and authorised for issue by the Board of Directors on 15th March, 2011.

董事會已於二零一一年三月十五日批准及授權刊發財務報表。

Summary of the results, assets and liabilities of the Group for the last five years is as follows: 本集團過去五年之業績、資產及負債概列如下：

		For the year ended 31st 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
<b>Results</b>	<b>業績</b>					
Revenue	收益	<b>84,572</b>	23,558	143,087	69,974	2,916
Profit before tax	稅前溢利	<b>63,013</b>	19,307	132,775	115,395	96,320
Income tax expense	所得稅支出	<b>(10,072)</b>	(1,446)	(16,089)	(7,805)	(2,029)
Profit for the year	本年度溢利	<b>52,941</b>	17,861	116,686	107,590	94,291
Attributable to:	下列應佔：					
Owners of the Company	本公司擁有人	<b>52,941</b>	17,861	116,686	107,651	94,349
Non-controlling interests	非控股權益	<b>-</b>	-	-	(61)	(58)
		<b>52,941</b>	17,861	116,686	107,590	94,291
Basic and diluted earnings per share (HK cents) (Note)	每股基本及攤薄盈利 (港仙) (附註)	<b>15.63</b>	5.27	34.44	31.78	27.85
Final and interim dividends per share (HK cents)	每股末期及中期股息 (港仙)	<b>3</b>	2	1	-	-

Note: The calculation of basic and diluted earnings per share is based on the profit attributable to owners of the Company for the years and on the weighted average number of shares in issue during the relevant years.

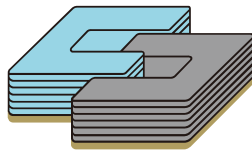
附註：每股基本及攤薄盈利乃根據當年度本公司擁有人應佔溢利及有關年度已發行股份之加權平均數計算。

		At 31st 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
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	資產總額	<b>1,058,933</b>	1,007,066	997,524	884,978	776,665
Total liabilities	負債總額	<b>(9,494)</b>	(4,390)	(12,785)	(16,939)	(16,225)
Total assets and liabilities	資產及負債總額	<b>1,049,439</b>	1,002,676	984,739	868,039	760,440
Non-controlling interests	非控股權益	<b>-</b>	-	-	1,084	1,023
Net assets attributable to owners of the Company	本公司擁有人應佔資產淨值	<b>1,049,439</b>	1,002,676	984,739	869,123	761,463
Net assets per share (HK\$)	每股資產淨值 (港元)	<b>3.10</b>	2.96	2.91	2.56	2.24
Net assets per share attributable to owners of the Company (HK\$)	本公司擁有人應佔每股資產淨值 (港元)	<b>3.10</b>	2.96	2.91	2.57	2.25
Number of shares issued	已發行股份數目	<b>338,765,987</b>	338,765,987	338,765,987	338,765,987	338,765,987

### INVESTMENT PROPERTIES

#### 投資物業

Location 地點	Lot number 地段編號	Usage 用途	Category of the lease term 租期類別	Group's interest 集團所佔權益
<p><b>Gemstar Tower</b></p> <p>The roof together with 50 car parking spaces on 1st to 3rd Floors No. 23 Man Lok Street Hung Hom, Kowloon Hong Kong</p> <p><b>駿昇中心</b></p> <p>香港九龍紅磡 民樂街23號 1樓至3樓 50個車位及天台</p>	<p>Certain parts or shares of and in Hung Hom Inland Lot No. 545 紅磡內地段545號之 若干部份或份額</p>	<p>Car parking 泊車位</p>	<p>Medium 中期</p>	<p>100%</p>



**CHI CHEUNG INVESTMENT COMPANY, LIMITED**  
**至祥置業有限公司**

