

annual report 年報

2010



HKC (HOLDINGS) LIMITED
香港建設(控股)有限公司
(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

Stock Code 股份代號：190



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Corporate Information

公司資料

Honorary Chairman

Mr. YU Ching Po

Directors

- * Mr. OEI Tjie Goan (Chairman)
- * Mr. LI Xueming (Deputy Chairman) (Note 1)
- * Mr. XU Zheng (Deputy Chairman) (resigned on 6 April 2011)
- # Mr. OEI Kang, Eric
- # Mr. CHANG Li Hsien, Leslie (Chief Executive Officer)
- * Ms. YEN Teresa
- * Mr. WAN Ming Sun
- * Mr. LIU Guolin (Note 1)
- @ Mr. FAN Yan Hok, Philip
- @ Mr. CHUNG Cho Yee, Mico
- @ Mr. CHENG Yuk Wo
- @ Mr. Albert Thomas DA ROSA, Junior

- # Executive Directors
- * Non-executive Directors
- @ Independent Non-executive Directors

Note 1: Mr. LI Xueming and Mr. LIU Guolin will retire with effect from 1 June 2011, for details, please refer to page 32 of this annual report.

Auditor

PricewaterhouseCoopers

Principal Bankers

Bank of Communications Co., Ltd.
China Construction Bank Corporation
Dah Sing Bank, Limited
Hang Seng Bank Limited
Industrial and Commercial Bank of China Limited
The Bank of East Asia, Limited
The Hongkong and Shanghai Banking Corporation Limited

Company Secretary

Mr. HUNG Ka Wai

名譽主席

于鏡波先生

董事

- * 黃志源先生(主席)
- * 李學明先生(副主席)(附註1)
- * 徐征(副主席)(於二零一一年四月六日辭任)
- # 黃剛先生
- # 張立憲先生(行政總裁)
- * 閻孟琪女士
- * 尹明山先生
- * 劉國林先生(附註1)
- @ 范仁鶴先生
- @ 鍾楚義先生
- @ 鄭毓和先生
- @ 羅凱栢先生

- # 執行董事
- * 非執行董事
- @ 獨立非執行董事

附註1：李學明先生及劉國林先生將會退任，於二零一一年六月一日起生效，有關詳情請參閱本年報第32頁。

核數師

羅兵咸永道會計師事務所

主要往來銀行

交通銀行股份有限公司
中國建設銀行股份有限公司
大新銀行有限公司
恒生銀行有限公司
中國工商銀行股份有限公司
東亞銀行有限公司
香港上海滙豐銀行有限公司

公司秘書

洪嘉偉先生

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Share Registrar And Transfer Agent

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM08, Bermuda

Head Office And Principal Place Of Business In Hong Kong

9th Floor, Tower 1, South Seas Centre, 75 Mody Road
Tsimshatsui, Kowloon, Hong Kong
Telephone: (852) 2731 0000
Fax: (852) 2722 6266

Branch Share Registrar And Transfer Agent In Hong Kong

Computershare Hong Kong Investor Services Limited
46th Floor, Hopewell Centre, 183 Queen's Road East
Hong Kong

E-Mail Address

info@hkcholdings.com

Website Address

<http://www.hkcholdings.com>

Stock Code

190

Warrant Codes

407, 492

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

股份過戶登記總處

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM08, Bermuda

香港總辦事處及主要營業地點

香港九龍尖沙咀
麼地道75號南洋中心一期九樓
電話：(852) 2731 0000
傳真：(852) 2722 6266

香港股份過戶登記分處

香港中央證券登記有限公司
香港皇后大道東183號合和中心46樓

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股份代號

190

認股權證代號

407, 492

Chairman's Statement

主席報告書

HKC is beginning to realize the potential of its real estate projects. First with Nanxun...

The Group has completed the construction of its centralized site for suppliers of furniture and building materials in Huzhou City. The complex consists of 180,135 sq.m. of space in the Nanxun Economic Development District in Huzhou City, Zhejiang Province.

The Group re-launched sales of its Nanxun units in December 2010. Sales had been slow earlier in the year as the Group and the market was waiting for the closure of a nearby trading centre. As it became increasingly apparent by the middle of December that the trading centre would be closed with the government's encouragement, the Group accelerated its sales efforts, resulting in total accumulated sales of 503 units by 31 December 2010 (312 units were sold in December alone), representing a total area of 31,348 sq.m. or contract sales of RMB272.9 million. The average selling price was approximately RMB8,700 per sq.m., above original forecasts, and significantly above land and construction costs of RMB3,092 per sq.m.. The Group intends to sell the remaining area of 38,575 sq.m. classified for sale in 2011.

...and second with Tianjin Hongqi South Road

HKC also made a limited offering for its townhouses at Tianjin Hongqi South Road. Since this is the first residential development project for HKC, not only in Tianjin, but also in China, the purpose of this limited offering was to establish a strong benchmark for HKC's products. The new benchmark will also help to market the Group's high rises apartments to be sold later. The Group sold 3 units at an average above ground GFA price of RMB36,573 per sq.m.. The Group expects to launch additional sales of better located townhouses and high rise apartments in the fourth quarter of 2011.

香港建設地產項目潛力逐漸實現。先是南潯.....

本集團已完成位於湖州市之傢俱及建材供應商集中地之興建工程。該綜合大樓樓面面積180,135平方米，位於浙江省湖州市南潯經濟開發區。

本集團於二零一零年十二月重新推售南潯單位。於年初，由於本集團及市場待鄰近一個交易中心關閉，故銷售被拖慢。於十二月中旬，在政府鼓勵下，該交易中心關閉之勢越趨明顯，本集團因而加快銷售力度，於二零一零年十二月三十一日止合共累計銷售503個單位（僅於十二月已售出312個單位），總面積達31,348平方米或合約銷售額人民幣272,900,000元。平均每平方米售價為約人民幣8,700元，高於原先預測水平，且遠遠超過土地及建造成本每平方米人民幣3,092元。本集團擬於二零一一年推售剩餘可出售之38,575平方米。

.....其次是天津紅旗南路

本集團限量發售位於天津紅旗南路之連排別墅。由於此項目不僅是香港建設於天津之首個住宅發展項目，亦是本集團初次於中國開發之項目，是次限量發售旨在為香港建設產品建立堅固之根基。新基礎亦有助本集團日後於市場出售高層住宅單位。本集團按每平方米人民幣36,573元之平均地面樓面總面積售價出售3個單位。本集團預期將於二零一一年第四季度增售更多位置優越之連排別墅及高層住宅單位。

HKC successfully injects alternative energy assets into Hong Kong Energy, and will now focus its efforts on property development.

In August 2010, HKC completed the injection of its alternative energy assets into Hong Kong Energy (Holdings) Limited ("HKE"), a listed subsidiary company. In this transaction, HKE issued and allotted approximately 1,358.2 million convertible preference shares at HK\$1.64 cents per share to HKC.

TPG, one of the world's largest private equity firms, joins HKE as a strategic investor, and expects HKE to be its primary listed platform for alternative energy.

In October 2010, TPG invested HK\$195.0 million for 300.0 million convertible preference shares of HKE at a subscription price of HK\$65.0 cents per share. TPG may further subscribe for up to a maximum of 260.0 million convertible preference shares for an additional of HK\$195.0 million at any time during the four years following the completion of the initial investment. Assuming the full subscription for all convertible preference shares is exercised and converted; TPG will hold up to 560.0 million ordinary shares of HKE, equivalent to approximately 18.5% of the total enlarged share capital of HKE.

TPG is one of the leading private equity firms in the world, and is also a leader in alternative energy. HKE will be TPG's primary platform for investing in alternative energy in China. With TPG as its strategic partner, HKE expects to be able to accelerate its growth.

香港建設成功將替代能源資產注入香港新能源，並將專注致力發展物業。

於二零一零年八月，香港建設完成向上市附屬公司香港新能源(控股)有限公司(「香港新能源」)注入替代能源資產。於該項交易中，香港新能源按每股61.64港仙之價格向香港建設發行及配發1,358,200,000股可換股優先股。

全球最大私募公司之一TPG以策略投資者身分與香港新能源結盟，預期香港新能源將成為其替代能源之主要上市平台。

於二零一零年十月，TPG就300,000,000股香港新能源可換股優先股注資195,000,000港元，該等股份之認購價為每股65.0港仙。TPG可於完成初步投資後四年內隨時以額外195,000,000港元進一步認購最多260,000,000股可換股優先股。假設所有可換股優先股之認購獲悉數行使且獲兌換，TPG將持有最多560,000,000股香港新能源普通股，相當於香港新能源經擴大股本總額約18.5%。

TPG為全球領先私募基金公司之一，亦是替代能源領域之佼佼者。香港新能源將成為TPG於中國投資替代能源之主要平台。有TPG作為策略夥伴，香港新能源預期將可加速發展。

Chairman's Statement (Continued)

主席報告書(續)

Government restrictions on the property sector are a concern, but management is confident that the property market will hold up well in 2011.

In the second quarter of 2010, and over the last couple of months, the PRC government expressed strong concern over inflation and rising property prices. As a result, the PRC government has initiated a number of policies to dampen inflation and property price rises, including: increased interest rates, higher down payments, restrictions on the number of homes that can be purchased, restrictions on loans to developers etc. Such policies have clearly had an impact on transaction volumes for the property market, and slowed down the property price appreciation that had been recorded in 2009. As a result, the Group did not record material valuation gains and writebacks in 2010 that it had reported in 2009.

For 2011, our view is that while the PRC government will continue to implement measures to discourage excessive speculation, it remains supportive of this sector. The property industry is key to supporting domestic demand, a desire that the PRC government recognizes is important; and is also an important source of funds for government expenditures.

Market undervalues the Group's assets.

As at the end of 2010, the company's book value per share is HK\$1.32 per share, significantly higher than the current trading price of HK\$0.40 per share as at 29 March 2011. Of this book value, HK\$0.21 per share is in cash and HK\$0.31 is in investment properties. Combined, the cash component and the investment properties are valued at HK\$0.52 per share.

For 2011, we are looking to create more clarity on the value of our assets by selling non-core assets. Already, in March 2011, the Group has entered into an agreement to sell Shenzhen Jingguang Centre for RMB850.0 million.

That the market undervalues the true value of the Group's assets is reflected in the fact that Group has raised substantial cash from the sale of non-core assets. In November 2010, given surging prices for retail properties in Hong Kong, the Group disposed of its interests in certain shops at East Ocean Centre in Hong Kong, generating HK\$76.3 million in cash. Also in the January 2011, the Group entered into an agreement to sell an office building in Shanghai for RMB95.0 million. And in March 2011, the Group entered into an agreement to sell its Shenzhen Jingguang Centre for RMB850.0 million.

For the rest of 2011, the Group will continue to explore other opportunities to dispose of its non-core assets.

政府對地產業之限制備受關注，惟管理層深信物業市場將於二零一一年保持良好勢頭。

於二零一零年第二季度及過去兩個月，中國政府對通脹及樓價上升之問題深表關注。因此，中國政府已採取多項政策，壓抑通脹及樓價上升，當中包括提高利率、增加置業首期貸款、限制可購買住房數量、限制向發展商貸款等。該等政策對物業市場之交投量產生明顯影響，並拉低了二零零九年之樓價升勢。因此，本集團於二零一零年度內並無錄得二零零九年所報告之重大估值收益及回撥。

對於二零一一年，我們認為，雖然中國政府將繼續實行措施壓抑過度投機，惟仍會為地產業提供支持。地產業為支持內需之關鍵，此為中國政府認為屬重要之一環，此行業亦是政府開支之重要資金來源。

市場低估本集團資產。

截至二零一零年底，本公司之每股賬面值為每股1.32港元，大幅高於二零一一年三月二十九日當時之交易價每股0.40港元。於賬面值中每股0.21港元為現金，而每股0.31港元則為投資物業。綜合計算，現金部份及投資物業之估值為每股0.52港元。

於二零一一年，本集團冀望透過出售非核心資產提升資產價值。於二零一一年三月，本集團訂立一項協議，以人民幣850,000,000元出售深圳京廣中心。

市場低估本集團資產真實價值一事，於本集團出售非核心資產大額套現之事實反映。於二零一零年十一月，由於香港零售物業價格飆升，本集團出售其於香港東海商業中心之若干商店權益，產生現金76,300,000港元。另於二零一一年一月，本集團亦訂立一項協議，以人民幣95,000,000元出售位於上海之一棟寫字樓。而於二零一一年三月，本集團訂立一項協議，以人民幣850,000,000元出售深圳京廣中心。

於二零一一年餘下期間，本集團將繼續物色出售其非核心資產之其他商機。

Balance sheet remains strong

Even if the PRC government over tightens, the Group is particularly well positioned because, unlike many of its major competitors, we enjoy a low gearing ratio of only 8.3%, excluding loans from minority shareholders. Moreover, there are no major debts that are coming due. According to the repayment schedule, HK\$547.4 million is due in 2011, HK\$446.8 million is due in 2012, HK\$2,367.3 million is due in 2013 and thereafter. Given the current cash is at HK\$2,223.9 million, HKC's balance sheet remains financially healthy.

This puts us in an ideal position to grasp the many opportunities at the right time. While we intend to be cautiously picking projects that have significant merit, our cash on hand is sufficient to support our requirements for working capital, as well as to cover the initial development costs of a number of projects.

Acknowledgements

On behalf of the Board, I would like to express my sincerest thanks to each of our business partners, employees, management and shareholders for their dedication and support, so critical to the long-term growth of the Group.

OEI Tjie Goan

Chairman

30 March 2011

資產負債表維持穩健狀況

即使中國政府過度實行收緊政策，但由於本集團之資本負債比率(不包括少數股東之貸款)僅為8.3%，遠勝其他眾多競爭對手，故本集團處於特別優越位置。此外，未來並無任何到期之重大債項。根據還款安排，於二零一一年、二零一二年及二零一三年及其後到期之款項分別為547,400,000港元、446,800,000港元及2,367,300,000港元。鑑於香港建設目前有現金2,223,900,000港元，其資產負債財務狀況維持穩健。

本集團因而穩守理想位置可在合適時候攫取眾多商機。本集團擬謹慎甄選具備重大優勢之項目，且手頭現金充裕，足以支援其營運資金之需要，更可應付多個項目之初步發展成本。

致謝

承蒙各業務夥伴、僱員、管理層及股東之鼎力支持及盡心竭力，凡此種種對本集團之長遠增長攸關重要，本人謹此代表董事會致以衷心感謝。

黃志源

主席

二零一一年三月三十日

Management Discussion and Analysis

管理層討論及分析

Financial Review

Total turnover of the Group for the year ended 31 December 2010 amounted to HK\$499.1 million, an increase of 32.0% over the turnover of HK\$378.0 million for 2009. Much of the improved turnover was due to increased property sales for Shenzhen Diwang, and the launch of sales in Nanxun. Gross profit for the year of HK\$151.8 million also represented an increase of 8.7% over gross profit of HK\$139.7 million reported in the previous year.

Net loss attributable to equity holders of the Company amounted to HK\$293.8 million for the year ended 31 December 2010, whereas net profit in 2009 was HK\$1,456.7 million. Basic loss per share amounted to HK2.8 cents, compared with basic profit per share in 2009 of HK14.5 cents.

The primary reason for the difference is that the Group recorded fair value losses of investment properties instead of the HK\$1.1 billion fair value gain that it recorded in 2009. In 2010, the Group recorded a HK\$225.4 million revaluation loss on the Shanghai Sichuan North Road project to reflect higher relocation costs. Over the last several years, local governments have become much more sensitive to social issues relating to the relocation of existing residents to preserve "social harmony". As a result, the cost of relocation becomes higher.

Liquidity and Financial Resources

As at 31 December 2010, the Group's total borrowings (excluded loans from non-controlling shareholders) amounted to HK\$3,361.5 million, representing a reduction of 10.9% when compared to HK\$3,774.2 million reported as of 31 December 2009. Total borrowings as of 31 December 2010 included Hong Kong Dollar borrowings of HK\$53.6 million (2009: HK\$418.8 million) and Renminbi borrowings equivalent to HK\$3,307.9 million (2009: HK\$3,355.4 million).

The maturity dates for most of the Group's outstanding borrowings are spread over the next five years. According to the repayment schedule, HK\$547.4 million of debt are repayable within one year or on demand, HK\$1,264.4 million are repayable within two to five years, and HK\$1,549.7 million are repayable after five years.

All of the Group's outstanding borrowings take the form of interest-bearing loans, with interest rates fixed at market prices.

財務回顧

於截至二零一零年十二月三十一日止年度，本集團之總營業額為499,100,000港元，較二零零九年之營業額378,000,000港元上升32.0%。營業額上升乃主要由於出售深圳地王大廈之物業增加，加上推出南潯銷售項目所致。年內毛利為151,800,000港元，亦較去年錄得之毛利139,700,000港元上升8.7%。

於截至二零一零年十二月三十一日止年度，本公司股東權益持有人應佔虧損淨額為293,800,000港元，而於二零零九年之溢利淨額為1,456,700,000港元。每股基本虧損為2.8港仙，二零零九年則錄得每股基本盈利14.5港仙。

出現有關差異之主要原因為本集團錄得投資物業公平值虧損，而並非如二零零九年般錄得1,100,000,000港元公平值收益。於二零一零年，本集團之上海四川北路項目重估虧損為225,400,000港元，反映重置成本增加。於過去數年，當地政府對重置現有居民之社會問題漸趨敏感，以保障「和諧社會」，因此，重置成本增加。

流動資金及財務資源

於二零一零年十二月三十一日，本集團之借款總額（不包括來自非控股股東之貸款）為3,361,500,000港元，較於二零零九年十二月三十一日錄得之比較數字3,774,200,000港元減少10.9%。於二零一零年十二月三十一日之借款總額包括港元借款53,600,000港元（二零零九年：418,800,000港元）及相當於3,307,900,000港元（二零零九年：3,355,400,000港元）之人民幣借款。

本集團大部分尚未償還借款將於未來五年內相繼到期。根據還款安排，債務其中547,400,000港元須於一年內或應要求償還，1,264,400,000港元須於二至五年內償還，而1,549,700,000港元則須於五年後償還。

本集團所有未償還借款均屬計息貸款，利息按市場利率釐定。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

As at 31 December 2010, the Group had restricted deposits of HK\$320.6 million (2009: HK\$309.0 million) and unrestricted cash and cash equivalents amounting to HK\$1,903.3 million (2009: HK\$2,210.0 million).

The Group did not use financial instruments for financial hedging purposes during the year under review.

The Group will continue its efforts to create an optimum financial structure that best reflects the long-term interests of its shareholders, and will actively consider a variety of alternative sources of funding to finance future investments.

Details of Charges in Group Assets

During the year, the Company and certain of its subsidiaries had charged certain assets worth HK\$4,799.8 million (2009: HK\$2,537.0 million) as security for bank and other loans. The increase was mostly related to a property development project in Tianjin.

Gearing Ratio

The Group's gearing ratio, defined as total borrowings (excluding loans from non-controlling shareholders) less cash and cash equivalents (including restricted cash) divided by total equity, as at 31 December 2010 was 8.3%, compared with 9.4% as at 31 December 2009.

Contingent Liabilities

The Group's investment property located in Shenzhen, the PRC is subject to housing facility fund pursuant to <深圳經濟特區住宅區物業管理條例> adopted on 1 November 1994. Contingent liabilities of RMB75.8 million (equivalent to approximately HK\$89.7 million) (2009: RMB75.8 million (equivalent to approximately HK\$86.1 million)) arising in this respect have been assessed by management with reference to the legal opinion previously obtained. Management have requested relief from the relevant local government authorities on the grounds that certain amounts of maintenance costs were already spent for the purposes as specified under the requirement of housing facility fund, hence no further provision for the fund is considered necessary. The case is still under local government review.

於二零一零年十二月三十一日，本集團有受限制存款320,600,000港元(二零零九年：309,000,000港元)及無限制現金及現金等價物1,903,300,000港元(二零零九年：2,210,000,000港元)。

回顧年內，本集團並無利用金融工具作財務對沖用途。

本集團將繼續致力建立最佳財務結構，以有效反映股東之長遠利益，並積極考慮各類可行融資方法為日後投資項目籌集資金。

本集團資產抵押詳情

年內，本公司及其若干附屬公司將總值4,799,800,000港元(二零零九年：2,537,000,000港元)之若干資產抵押，作為銀行及其他貸款之擔保。有關增幅主要與天津物業發展項目有關。

負債資本比率

本集團於二零一零年十二月三十一日之負債資本比率(定義指借款總額(不包括來自非控股股東之貸款)減現金及現金等價物(包括受限制現金)除以權益總額之比率)為8.3%，而於二零零九年十二月三十一日之負債資本比率則約為9.4%。

或然負債

根據於一九九四年十一月一日採納之《深圳經濟特區住宅區物業管理條例》，本集團位於中國深圳之一項投資物業受限於房屋公用設施專用基金。管理層已於參考過往取得之法律意見後，評估就此產生之或然負債為人民幣75,800,000元(約相當於89,700,000港元)(二零零九年：人民幣75,800,000元(約相當於86,100,000港元))。由於已根據房屋公用設施專用基金規定就所指定目的支付若干保養成本金額，管理層已向相關當地政府機關提出寬免要求，因此其認為毋須對基金作進一步撥備。有關事件正待地方政府審閱。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

Business Review

Property Investment, Development and Management

The Group holds a property investment portfolio made up of premium office and commercial developments in Shenzhen, Guangzhou and Beijing. These continue to provide the Group with a steady stream of rental revenue during the year. The Group also holds interests in the Peninsula Beijing Hotel in Beijing.

The Group has recently disposed of some of its non-core investment properties. In the last quarter of 2010, as prices for retail properties in Hong Kong surged, the Group sold its interests in the retail shops at East Ocean Centre in Hong Kong for HK\$76.3 million. Also in January 2011, the Group entered into an agreement to dispose of an office building in Shanghai for RMB95.0 million. In March 2011, the Group entered into an agreement to sell its Shenzhen Jinguang Centre for RMB850.0 million.

Nanxun

Nanxun International Building Material City is a trading center consisting of 180,135 sq.m. of space for the trading of wooden flooring, furniture and building materials. In addition, the City has a business and storage centre.

The Group re-launched sales of the units in December 2010. Sales had been slow earlier in the year as the Group and the market was waiting for the closure of a nearby trading centre. As it became increasingly apparent by the middle of December that the trading centre would be closed with the government's encouragement, the Group accelerated its sales efforts, resulting in total accumulated sales of 503 units by the end of 31 December 2010 (312 units were sold in December alone), representing a total area of 31,348 sq.m. or contract sales of RMB272.9 million. The average selling price was approximately RMB8,700 per sq.m., above original forecasts, and significantly above land and construction costs of RMB3,092 per sq.m.. The Group intends to sell the remaining area of 38,575 sq.m. classified for sale in 2011.

Tianjin

Tianjin Hongqi South Road

The Group's Tianjin Hongqi South Road project is located at a premium site surrounded by Water Park, Tianjin Olympic Centre as well as Nancuijing Park. The Project has a planned above-ground GFA of approximately 150,000 sq.m., of which 75%, or 112,500 sq.m. is attributable to the Group. Affiliates of CB Richard Ellis are the remaining 25% beneficial holder of the site.

業務回顧

物業投資、發展及管理

本集團持有之物業投資組合由在深圳、廣州及北京之多項優質辦公室及商業物業發展項目所組成。年內，該等投資物業繼續為本集團帶來穩定租金收入來源。本集團亦持有位於北京之北京王府半島酒店權益。

本集團於最近出售其部分非核心投資物業。於二零一零年最後一季，由於香港零售物業價格飆升，本集團出售其於香港東海商業中心之零售商店之權益，作價76,300,000港元。另於二零一一年一月，本集團訂立協議以人民幣95,000,000元出售位於上海之一棟寫字樓。而於二零一一年三月，本集團訂立一項協議，以人民幣850,000,000元出售深圳京廣中心項目。

南潯

南潯國際建材城佔地180,135平方米，為木地板、傢俱及建材貿易中心。此外，建材城擁有一個商務及倉儲中心。

本集團於二零一零年十二月重新推售有關單位。於年初，由於本集團及市場正待鄰近一個貿易中心關閉，故銷售被拖慢。於十二月中旬，在政府鼓勵下，該貿易中心關閉之勢越趨明顯，本集團因而加快銷售力度，於二零一零年十二月三十一日止合共累計銷售503個單位（僅於十二月已售出312個單位），總面積達31,348平方米或合約銷售額人民幣272,900,000元。平均每平方米售價為約人民幣8,700元，高於原先預測水平，且遠遠超過土地及建造成本每平方米人民幣3,092元。本集團擬於二零一一年再推售剩餘可出售之38,575平方米。

天津

天津紅旗南路

本集團之天津紅旗南路項目位於水上公園、天津奧林匹克體育中心及南翠屏公園所環繞之優越地段。該項目所規劃之地面樓面總面積約為150,000平方米，本集團應佔其中75%或112,500平方米。CB Richard Ellis之聯屬公司為該址之餘下25%之實益持有人。

The first phase consists of 52 units of townhouses. By December 2010, the first phase was substantially completed, with all townhouses topped out. In order to establish a new benchmark in the area, and also for HKC products, the Group made a special and limited offering in which it sold three units at an above ground GFA price of RMB36,573 per sq.m.. The next major launch is expected in the fourth quarter of 2011, and will include pre-sales of the second phase high rise units. Piling for phases 2 and 3 were completed in January 2011, and construction is expected to be completed in stages in the second half of 2013.

Tianjin Tuanbo Lake

Construction at Tianjin Tuanbo Lake has been delayed due to the government's need to resolve lawsuits filed by local residents related to the development of Tuanbo Lake. These lawsuits have now been settled. As a result, island site formation work commenced in November 2010. The soil filling works and the retaining structure will be completed by the end of July 2011.

Shanghai

Shanghai continues to benefit from strong government support. According to a document issued by the State Council on 29 April 2009, the central government plans to establish Shanghai as an international financial centre and shipping hub by 2020. Meanwhile, Shanghai's industrial and service sectors continue to grow. For example, the government approved China's first Disneyland to be built in Shanghai. The government also announced that Shanghai will be the assembling and manufacturing centre of China's homegrown ARJ21 regional civil jet and C919 large civil jet.

The Group has two projects in Shanghai, both are prime office/commercial sites located in Hongkou District at the North Bund and Sichuan North Road respectively. In 2010, piling work at the North Bund site was completed. A large part of the excavation has been completed, and construction has begun on the basement. The construction loan for the project has been obtained, and work on the superstructure has begun in 2011, with a target completion date of around 2014.

For the Sichuan North Road development, the Group continues to discuss with the government the best option to resettle the existing owners of the phase 2 site. Given rising prices for land in Shanghai, these owners are demanding higher compensation to move out. To reflect the rising relocation costs, the Group has revalued down the market value of the project as at 31 December 2010. The Group is actively pursuing a strategy with a plan to start the construction of phase 1 in the third quarter of 2011.

第一期包括52幢連排別墅。於二零一零年十二月，第一階段已大致完成，所有連排別墅均已封頂。為在該區及香港建設產品建立新典範，本集團特別兼限量發售其中三個單位，每平方米地面售價為人民幣36,573元。而下一期之大型銷售預計將於二零一一年第四季推出，將包括第二期高層單位之預售。第二期及第三期之打樁工程已於二零一一年一月完工，而建造工程預期將於二零一三年下半年分階段竣工。

天津團泊湖

由於政府需處理當地居民就開發團泊湖提出之訴訟，故押後天津團泊湖之建造工程。該等訴訟現已解決。因此，已於二零一零年十一月於島上的地盤展開平整工程。填土工程及保護結構將於二零一一年七月底前竣工。

上海

上海在政府鼎力支持下繼續受惠。根據國務院於二零零九年四月二十九日發出之文件，中央政府計劃於二零二零年前，將上海打造為國際金融中心及航運樞紐。與此同時，上海工業及服務業將持續增長。舉例而言，政府批准於上海興建中國首個迪士尼樂園。政府亦宣佈，上海將成為國產支綫民航機ARJ21及大型民航機C919之裝配及製造中心。

本集團於上海有兩個項目，分別位於虹口區的北外灘及四川北路之優質辦公室／商業地皮。於二零一零年，已完成北外灘地皮之打樁工程。大部分挖掘工程已完成，並開始建造地庫。本集團已取得該項目之建造工程貸款，上層架構之工程已於二零一一年展開，目標完成日期約二零一四年。

就四川北路發展項目而言，本集團繼續與政府商討安置第二期地盤現有業主之最佳方案。由於上海土地價格上漲，該批業主要求更高的遷出補償。為反映搬遷成本之上升，本集團已調低該項目於二零一零年十二月三十一日之市場價值。本集團正積極落實政策，計劃於二零一一年第三季展開第一期工程。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

Jiangmen

The Group is making significant progress on its Jiangmen development. The Jiangmen site is situated within walking distance to the ferry terminal to Hong Kong, and is fronting the river bank of Xi Jiang — as such, many of the apartments to be developed will have excellent water views. Moreover, a new light railway connecting Zhuhai and Guangzhou has commenced operation recently with a station only 15 minutes by walk from the Jiangmen site.

The project consists of low rise townhouses and high-rise buildings with total GFA of approximately 189,000 sq.m. Excellent landscape design with a central lake provides an exquisite environment. Site formation works have been completed, and piling work has begun in mid- March 2011. The entire project is expected to be completed in phases starting from 2012 to 2013, with pre-sale of the first phase targeted in the fourth quarter of 2011.

Shenyang

For the Shenyang South Lake project, the Group is still waiting for the government to complete the relocation of the existing residents. As of February 2011, about half of the residents had been relocated. The Group now expects the government to hand over the land in several stages, and anticipates that the first stage handover will occur in the first half of 2011, with construction beginning accordingly. Meanwhile, the government has approved the Group's master planning design scheme for Shenyang Jingang Tower in August 2010. Detailed design work is currently underway.

Shenzhen

Rental income in our Shenzhen properties decreased by approximately 14.4%. The decrease in rental income was a result of sale of certain properties during 2010.

Alternative Energy

The Group's alternative energy businesses are now conducted through Hong Kong Energy (Holdings) Limited ("HKE"), a subsidiary company listed on the main board of the Stock Exchange. The disposal of all HKC's attributable interests in its wind farms and waste-to-energy plant to HKE was completed on 31 August 2010. In this transaction, HKE issued and allotted 1,358.2 million convertible preference shares at HK\$61.64 cents per share to HKC. HKC will therefore continue to share in the upside of the alternative energy projects that it started.

江門

本集團在江門項目發展上取得重大進展。江門地皮鄰近往返香港之渡輪碼頭，信步可達，且瀕臨西江河岸，因此，將發展之住宅單位可飽覽優美河景。此外，途經該地區連接珠海與廣州之新建成輕便鐵路最近已開始營運。火車站僅與江門地皮相距15分鐘。

該項目包括低密度連排別墅及高層樓宇，樓面總面積約189,000平方米。頂尖園林設計，加上位於中央之湖泊締造出極佳之居住環境。地盤平整工程已完成，而打樁工程已於二零一一年三月中旬展開。整個項目預期將由二零一二年至二零一三年分期竣工，目標於二零一一年第四季預售第一期項目。

瀋陽

瀋陽南湖項目方面，本集團仍在等待政府完成現有居民之安置。於二零一一年二月，約有一半居民已搬遷。本集團現預期政府會分數個階段移交土地，並預期第一階段之移交將於二零一一年上半年進行，並隨即展開建造工程。同時，政府已於二零一零年八月批准本集團瀋陽金港大廈之總體規劃設計方案，並進行詳盡規劃設計工作。

深圳

本集團之深圳物業租金收入下降約14.4%。租金收入減少乃由於二零一零年出售若干物業。

替代能源

本集團現透過於聯交所主板上市之附屬公司香港新能源(控股)有限公司(「香港新能源」)進行替代能源業務。於二零一零年八月三十一日，本集團完成將香港建設於其風力場及垃圾發電廠之所有權益出售予香港新能源。於該項交易中，香港新能源按每股61.64港仙之價格向香港建設發行及配發1,358,200,000股可換股優先股。香港建設因而將繼續能夠分佔其開展之替代能源項目之增益。

In October 2010, HKE entered into an agreement with TPG, one of the largest global private investment firms in the world, under which TPG made a strategic investment in HKE through the subscription of 300.0 million convertible preference shares at HK\$195.0 million. TPG may further subscribe for up to a maximum of 260.0 million convertible preference shares for an additional of HK\$195.0 million at any time during the four years following the completion of the initial investment. Assuming the full subscription for all convertible preference shares is exercised and converted, TPG will hold up to 560.0 million ordinary shares of HKE, equivalent to approximately 18.5% of the total enlarged share capital of HKE.

In 2010, HKE completed the construction of all its windpower projects on hand, and all are in full commercial operation in 2011. Wind data from Danjinghe and Lunaobao in Hebei Province, and Changma Gansu Province indicate wind resources are likely to be above initial forecasts.

Infrastructure

Located in the Yangpu Economic Development Zone in Hainan, the Group's water supply plant continued to generate good returns. The plant is currently the sole supplier of raw water for industrial use in the area, so remains in an excellent position for achieving recurring long-term revenues. In 2010, water volume sold increased by 30.5%, from 3.6 million cubic metres per month to 4.7 million cubic metres per month.

The Group's Build-Operate-Transfer toll road project is located in Guilin, linking up with China's Western Expressway. The traffic flow has been steadily increasing this year, particularly as the government has been supportive in diverting drivers to use the highway. As the economy rebounds, and as travelers become more accustomed to the new highway, traffic volumes on the toll road are expected to rise. For 2010, traffic flow increased by 24.2% from 219,000 vehicles per month to 272,000 vehicles per month.

Construction

The project for drainage improvements in the Tuen Mun and Sham Tseng areas of Hong Kong, under a contract from the Drainage Services Department of the HKSAR government worth approximately HK\$68.3 million, was substantially completed by the end of 2010. The Group intends to focus on developing its property development projects, and does not intend to tender for construction projects in Hong Kong — a sector where margins are currently very thin.

於二零一零年十月，香港新能源與全球最大私人投資公司之一TPG簽訂一項協議，據此，TPG透過以195,000,000港元認購300,000,000股可換股優先股而對香港新能源作出策略投資。TPG可於完成初步投資後四年內隨時以額外195,000,000港元進一步認購最多260,000,000股可換股優先股。假設所有可換股優先股之認購獲悉數行使且獲兌換，TPG將持有最多560,000,000股香港新能源普通股，相當於香港新能源經擴大股本總額約18.5%。

於二零一零年，香港新能源完成其手上所有風力發電項目之建造工程，全部項目已於二零一一年全面投入商業運作。來自河北省單晶河及綠腦包以及甘肅省昌馬之風力數據顯示，風力資源可能高於初步預測。

基建

本集團位於海南洋浦經濟開發區之供水廠繼續帶來理想回報。該供水廠現為區內唯一工業用原水供應商，故在賺取長遠收益方面繼續保持優勢。於二零一零年，水銷量自每月3,600,000立方米增長30.5%至4,700,000立方米。

本集團之「建設—營運—轉讓」收費公路項目位於桂林，連接西部高速公路。本年度交通流量穩步上升，特別是得到政府支持，令駕駛人士改用該高速公路。隨著經濟復甦及旅遊人士漸趨習慣使用該段新高速公路，預期該收費公路之交通流量將會上升。於二零一零年，交通流量自每月219,000輛車輛增加24.2%至每月272,000輛車輛。

承建

本集團目前正根據香港特區政府渠務署批出價值約68,300,000港元之合約，於香港屯門及深井兩區進行渠道改善工程，並已於二零一零年底大部份完成。本集團計劃專注發展其物業發展項目，且無意投標現時只可獲得薄利之香港承建工程項目。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

Outlook

Property Investment, Development and Management

For 2011, the Group intends to continue its focus on selling the remaining units classified for sale in Nanxun. With the renewed marketing efforts, the Group expects strong demand for the next phase sales.

The Group will also launch pre-sales of its townhouses and high rise units in Tianjin Hongqi South Road. Given the continued rises in disposable income and the desire for improvement of the standard of living by the local residents, the Group expects overall demand for good quality housing will remain strong. The Tianjin project will consist of townhouses ranging in size from 250 to 290 sq.m. and apartment units ranging in size from 130 to 330 sq.m.

The Group also expects presales of the first phase of its Jiangmen project during the fourth quarter of 2011. At the same time, the Group will continue exploring the monetization of some of its non-core assets through sales of non-core properties and projects.

Alternative Energy

HKC will continue to participate in the growth of the sector through HKE. HKE has a considerable pipeline of wind farm projects that it anticipates developing. With a strong partner in TPG, HKE expects to continue its rapid development. Recently, due to oversupply, the price for wind turbines have dropped about 30%. This decline will further increase the financial returns on future wind farms.

Employees

As at the end of December 2010, the Group's operations in Hong Kong and the Mainland China employed the total of approximately 675 employees. All employees are remunerated according to the nature of their jobs, their individual performances, the Group's overall performance, and prevailing marketing conditions.

前景

物業投資、發展及管理

於二零一一年，本集團計劃繼續專注南潯可出售之餘下單位之銷售工作。本集團之重新制定市場推廣方向預期下一階段之銷售需求將會十分強勁。

本集團亦將就天津紅旗南路連排別墅及高層住宅區進行預售。鑑於可支配收入持續上升，加上當地市民對改善生活水平的需求，本集團預期優質住房之需求將會非常殷切。天津項目包括面積介乎250平方米至290平方米之連排別墅及面積介乎130平方米至330平方米之住宅單位。

本集團亦預期於二零一一年第四季度就江門項目第一期進行預售。同時，本集團將繼續探討透過出售非核心物業及項目將其部分非核心資產作資金套現。

替代能源

香港建設將繼續透過香港新能源參與該行業之增長發展。香港新能源擁有預期發展且數量相當之風力發電場。憑藉與TPG之強勢搭檔，香港新能源預期將繼續快速發展。由於近年供過於求，風力渦輪機價格已下降約30%。此等降價將進一步增加未來風力發電場之財政回報。

僱員

於二零一零年十二月底，本集團在香港及中國內地合共約有675名僱員。所有僱員薪酬按其職務性質、個別工作表現、本集團整體業績及現行市場狀況釐定。

Corporate Governance Report

企業管治報告

Corporate Governance Practices

HKC (Holdings) Limited (the “Company”, and with its subsidiaries, collectively, the “Group”) is committed to good corporate governance principles and practices and its board of directors (the “Directors” or the “Board”) recognizes that it is essential to safeguard the interests of shareholders, customers and employees and uphold accountability, transparency and responsibility of the Company.

The Company has applied the principles and complied with the code provisions and certain recommended best practices set out in the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) during the year ended 31 December 2010, save for the deviations with considered reasons stated in the following relevant paragraphs.

Board Of Directors

Board Composition

The Company has at all time during the year ended 31 December 2010 maintained a balanced board with strong independent element. The Board currently comprises eleven Directors with two Executive Directors and nine Non-executive Directors, four of whom are independent. Each Director possesses expertise and experience and provides checks and balances for safeguarding the interests of the Group and the shareholders as a whole. Biographical details of the Directors and their relationships, where applicable, are set out in pages 25 to 29 of this Annual Report.

During the year, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-executive Directors with at least one Independent Non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise. The independence of the Independent Non-executive Directors was assessed in accordance with the applicable Listing Rules. Each of the Independent Non-executive Directors has provided to the Company an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of them to be independent.

企業管治常規

香港建設(控股)有限公司(「本公司」，連同其附屬公司合稱「本集團」)致力達致良好之企業管治原則及常規，而其董事會(「董事」或「董事會」)明白，有關原則及常規對保障股東、客戶及僱員之利益以及維持本公司問責性、透明度及責任方面攸關重要。

於截至二零一零年十二月三十一日止年度，本公司一直採納及遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載企業管治常規守則(「企管守則」)之守則條文及若干建議最佳常規，惟若干偏離情況除外，有關理由詳情載於下文相關段落。

董事會

董事會之組成

本公司於截至二零一零年十二月三十一日止年度全年維持平衡且極具獨立性之董事會。董事會目前由十一名董事組成，當中包括兩名執行董事及九名非執行董事，其中四名為獨立非執行董事。各董事均具備專業知識及經驗，可收相互監督及平衡之效，以保障本集團及股東整體利益。董事之履歷詳情連同與彼等之關係(如適用)，載於本年報第25至29頁。

董事會於整個年度均符合上市規則之規定，委任最少三名獨立非執行董事，當中最少一名為具備合適專業資格或會計或相關財務管理知識之獨立非執行董事。本公司根據適用上市規則評估獨立非執行董事之獨立身分。本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。本公司認為，所有獨立非執行董事均為獨立人士。

Corporate Governance Report (Continued)

企業管治報告(續)

Chairman and Chief Executive Officer

The roles of Chairman and Chief Executive Officer of the Company were exercised by two different individuals. Mr. OEI Tjie Goan is the Chairman and Mr. CHANG Li Hsien, Leslie is the Chief Executive Officer (“CEO”) of the Company. Their responsibilities had been clearly set out and approved by the Board. The Board considers that this arrangement facilitates the execution of the Group’s business strategies and maximizes effectiveness of its operation. The Board shall nevertheless review its structure from time to time and it will consider the appropriate move to take should suitable circumstance arise.

Mr. OEI Tjie Goan, the Chairman of the Company, is the father of Mr. OEI Kang, Eric, an executive director of the Company.

Responsibilities of Directors

The Board is responsible for the leadership and control of the Group and is collectively responsible for promoting the success of the Group by directing and supervising the Group’s affairs and formulating business strategies with a view to maximizing its financial performance and shareholders’ value.

All newly appointed Directors are given comprehensive documentations of the business operations of the Group and regulatory and statutory requirements as director together with briefing meetings with senior executives of the Group. Directors are provided with continuous updates on the latest changes in the Listing Rules, corporate governance practices and other relevant laws and regulations and are encouraged to participate in continuous professional development seminars to update their knowledge for discharging directors’ responsibilities.

The Company has arranged appropriate liability insurance to indemnify the Group’s Directors for their liabilities arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

Delegation by the Board

The management, consisting of the Executive Directors of the Company along with other senior executives, is delegated with responsibilities for implementing the strategy and direction as adopted by the Board from time to time, and conducting the day-to-day operations of the Group. Executive Directors and senior executives meet regularly to review the performance of the businesses of various business units of the Group as a whole, coordinate overall resources and make financial and operation decision. The Board also gives clear directions as to their powers of management including circumstances where management should report back, and will review the delegation arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group.

主席及行政總裁

本公司主席及行政總裁分別由兩名人士擔任，黃志源先生出任本公司主席，而張立憲先生則出任本公司行政總裁(「行政總裁」)。彼等之職責已清晰界定並獲董事會批准，董事會認為，此項安排有助執行本集團之業務策略及發揮其營運效能。然而，董事會將不時檢討該結構，並將考慮在合適情況出現時作出適當變動。

本公司主席黃志源先生乃本公司執行董事黃剛先生之父親。

董事責任

董事會負責領導及監控本集團，透過指導及監督本集團事務及制定業務策略提升財務表現及股東價值，共同負責推動本集團邁向成功。

所有新委任之董事均獲發有關本集團業務運作之全套文件，及作為董事之規管及法定規定，並與本集團高級行政人員進行簡報會議。董事獲持續提供有關上市規則、企業管治常規守則以及其他相關法例及規例之最新變動更新資料，本公司亦鼓勵彼等參與持續專業發展研討會，以更新彼等對履行董事職責之知識。

本公司已安排適當責任保險，以彌償本集團董事因企業活動產生之責任。本公司每年檢討保險範圍。

董事會之授權

管理層(包括本公司執行董事連同其他高級行政人員)，獲授權負責執行董事會不時採納之策略及方針，履行本集團日常業務。執行董事與高級行政人員定期會面，整體審閱本集團各業務單位之業務表現、協調整體資源以及作出財務及經營決定。董事會亦就管理權力提供清晰指引，包括管理層須作出匯報之情況，並定期檢討授權安排以確保該等安排符合本集團需求。

Nomination, Appointment and Re-election of Directors

All new appointment of Directors and nomination of Directors proposed for re-election at the annual general meeting are first considered by the Nomination Committee. The Nomination Committee will assess the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision. Details of the role and function as well as a summary of the work performed by the Nomination Committee are set out under the heading of "Nomination Committee" below.

In accordance with the Company's Bye-laws, the nearest one-third of the Directors shall retire from office by rotation but are eligible for re-election by shareholders at the annual general meeting provided that every Director is subject to retirement by rotation at least once every three years. New appointments to the Board are also subject to re-election by shareholders at the next following annual general meeting.

All Non-executive Directors of the Company were appointed with no specific term, but are subject to aforesaid rotation requirement in the Company's Bye-laws. The rotating Directors who are subject to retirement and re-election at the 2011 annual general meeting are set out on page 32.

Meetings of the Board and Board Committees

The Directors meet from time to time to discuss and exchange ideas on the affairs of the Company. The Board has set up various Board Committees, among others, the Audit Committee, the Nomination Committee and the Remuneration Committee for overseeing particular aspects of the Group's affairs.

提名、委任及重選董事

所有新委任之董事及於股東週年大會候任重選之董事提名均先經由提名委員會初步考慮。提名委員會將按誠信、經驗、技能以及履行職責付出之時間及努力等標準評估候選人或在任人。提名委員會之建議將於其後提交董事會以作決定。提名委員會之角色及職能詳情以及所履行工作之概要載於下文「提名委員會」一節。

根據本公司之公司章程細則，人數最接近三分之一之董事須輪值退任，惟彼等符合資格可於股東週年大會獲股東重選連任，另每名董事須至少每三年輪值退任一次。董事會之新委任董事亦須於下一屆股東週年大會由股東重選連任。

本公司全體非執行董事並無固定任期，惟須遵守上述本公司之公司章程細則之輪值退任規定。須於二零一一年股東週年大會輪值退任及重選連任之董事載於第32頁。

董事會及董事委員會會議

董事不時舉行會議，以討論本公司事務及交換意見。董事會已成立各董事委員會，其中包括審核委員會、提名委員會及薪酬委員會，以監察本集團各項事務。

Corporate Governance Report (Continued)

企業管治報告(續)

During the year, the following meetings of the Board, the Audit Committee, the Nomination Committee and the Remuneration Committee were held and the attendance of the individual Directors at these meetings is set out in the table below:

年內，董事會、審核委員會、提名委員會及薪酬委員會曾舉行下列會議，各董事於該等會議出席情況載於下表：

		Number of meetings attended/held 已出席／舉行會議數目			
	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	
Executive Directors		執行董事			
Mr. OEI Kang, Eric	黃剛先生	4/4	2/2 (Note 附註)	2/2 (Note 附註)	2/2 (Note 附註)
Mr. CHANG Li Hsien, Leslie (appointed on 1 September 2010)	張立憲先生 (於二零一零年九月一日 獲委任)	1/1	1/1 (Note 附註)	N/A 不適用	N/A 不適用
Mr. WAN Man Yee (resigned on 20 December 2010)	溫文儀先生 (於二零一零年 十二月二十日辭任)	3/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. TANG Sau Wai, Tom (resigned on 1 September 2010)	鄧守偉先生 (於二零一零年九月一日 辭任)	3/3	N/A 不適用	N/A 不適用	N/A 不適用
Non-executive Directors		非執行董事			
Mr. OEI Tjie Goan	黃志源先生	0/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. LI Xueming	李學明先生	0/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. XU Zheng (resigned on 6 April 2011)	徐征先生 (於二零一一年四月六日 辭任)	0/4	N/A 不適用	N/A 不適用	N/A 不適用
Ms. YEN Teresa	閻孟琪女士	3/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. WAN Ming Sun	尹明山先生	0/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. LIU Guolin	劉國林先生	1/4	N/A 不適用	N/A 不適用	N/A 不適用
Independent Non-executive Directors		獨立非執行董事			
Mr. FAN Yan Hok, Philip	范仁鶴先生	4/4	2/2	1/1	1/1
Mr. CHUNG Cho Yee, Mico	鐘楚義先生	2/4	2/2	1/1	1/1
Mr. CHENG Yuk Wo	鄭毓和先生	4/4	2/2	1/1	1/1
Mr. Albert Thomas DA ROSA, Junior	羅凱栢先生	4/4	2/2	1/1	1/1

Note: The Executive Directors attended the relevant meetings as invitees.

附註：執行董事以受邀請人身分出席有關會議。

Notices of not less than fourteen days are given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting. For other board and committee meetings of the Company, reasonable notice is generally given. The agenda and accompanying board papers are dispatched to the Directors or committee members at least 3 days before the regular board or committee meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When Directors or committee members are unable to attend a meeting, they are advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting.

本公司就所有定期舉行之董事會會議發出不少於十四天通知，以向全體董事提供機會出席定期會議及將相關事項納入議程。就本公司其他董事會及委員會會議而言，一般將會作出合理通知。應於舉行董事會或委員會例會前最少三天向董事及委員會委員送交議程及隨附董事會或委員會會議文件，以確保彼等擁有充足時間審閱該等文件並就會議作充分準備。倘董事或委員會成員未能出席會議，彼等將於會議舉行前得悉將予討論之事項以使彼等獲得機會向主席發表彼等之意見。

Minutes of the board meetings and committee meetings are recorded in sufficient detail the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each board meeting and committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. All Directors have access to the company secretary who is responsible for ensuring that the board procedures are complied with and advising the Board on compliance matters.

Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

Model Code For Securities Transactions By Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code") as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries, all Directors confirmed that they have complied with the required standards set out in the Model Code during the year ended 31 December 2010.

The Company has also adopted a code for dealing in the Company's securities by relevant employees, who are likely to be in possession of unpublished price-sensitive information in relation to the securities of the Group, on no less exacting terms than the Model Code.

Remuneration Committee

The Company had established a Remuneration Committee with written terms of reference. The Remuneration Committee, chaired by an Independent Non-executive Director, comprises four members namely Mr. CHUNG Cho Yee, Mico, Mr. CHENG Yuk Wo, Mr. Albert Thomas DA ROSA, Junior and Mr. FAN Yan Hok, Philip, all of whom are Independent Non-executive Directors.

The Remuneration Committee is responsible for making recommendations to the Board on the Company's remuneration policy and structure for Directors and senior management, and reviewing their remuneration packages. In arriving at its recommendations, the Remuneration Committee will consult with the Chairman and/or the CEO whenever it thinks fit and take into consideration factors such as the remuneration paid by comparable companies, skill, knowledge, time commitment and responsibilities of Directors.

During the year, the Remuneration Committee held one meeting and reviewed, inter alia, the remuneration policy and structure of the Company, the Directors' fee and the remuneration of the newly appointed Director. No Director was involved in deciding his own remuneration at the meetings of the Committee. The attendance records of each member are set out on page 18. Details of the Directors' remuneration for the year are set out in note 10 to the consolidated financial statements.

董事會及委員會會議之會議記錄均充分載列董事會及委員會所考慮事項之詳情及所達成之決策，包括董事之任何提問。各董事會及委員會會議之會議記錄草擬本於會議舉行日期後一段合理時間內寄交董事，以獲取意見。全體董事均可與公司秘書聯絡，公司秘書須負責確保已遵守董事會程序，並就合規事宜向董事會提供意見。

董事有權於履行彼等之職務時徵求獨立專業意見，費用由本公司承擔，彼等亦獲鼓勵個別聯絡及諮詢本公司高級管理層。

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)作為有關董事進行證券交易之操守守則。經向全體董事作出具體查詢後，全體董事均確認，彼等於截至二零一零年十二月三十一日止年度一直遵守標準守則載列之規定標準。

本公司亦已採納相關僱員買賣本公司證券之守則，該等僱員可能擁有有關本集團證券之未公佈股價敏感資料。有關守則條款不會較標準守則寬鬆。

薪酬委員會

本公司已成立薪酬委員會，並制訂其書面職權範圍。薪酬委員會由一名獨立非執行董事擔任主席，包括四名成員鍾楚義先生、鄭毓和先生、羅凱栢先生及范仁鶴先生，彼等均為獨立非執行董事。

薪酬委員會負責就本公司董事及高級管理層之薪酬政策及結構向董事會作出推薦建議，以及審閱彼等之薪酬組合。於達致其建議時，薪酬委員會會於其認為合適時諮詢主席及／或行政總裁，並考慮其他可比較公司所支付薪酬、董事之技能、知識、所付出時間及職責等因素。

年內，薪酬委員會曾舉行一次會議，以檢討(其中包括)本公司薪酬政策及結構、董事袍金及新委任董事之薪酬。董事概無於委員會會議參與釐定彼本身之薪酬。各成員之出席記錄載於第18頁。年內董事薪酬詳情載於綜合財務報表附註10。

Corporate Governance Report (Continued)

企業管治報告(續)

Nomination Committee

The Company had established a Nomination Committee with written terms of reference. The Nomination Committee, chaired by an Independent Non-executive Director, comprises four members namely Mr. CHUNG Cho Yee, Mico, Mr. CHENG Yuk Wo, Mr. Albert Thomas DA ROSA, Junior and Mr. FAN Yan Hok, Philip, all of whom are independent. The Nomination Committee held one meeting during the year, and the attendance details of each member are set out on page 18.

The Nomination Committee is responsible for reviewing the structure, size and composition of the Board, identifying suitable candidates for directorship, assessing the independence of Independent Non-executive Directors, and making recommendations to the Board regarding any proposed appointment or re-appointment.

During the year, the work performed by the Nomination Committee includes the following:

- reviewing the structure, size and composition of the Board;
- assessing the independence of Independent Non-executive Directors;
- assessing the qualification and experience of new candidate for directorship and making recommendation to the Board on matters relating to the appointment of director.

Audit Committee

The Company had established an Audit Committee with written terms of reference which have been updated from time to time to align with the code provisions set out in the CG Code. The Audit Committee, chaired by an Independent Non-executive Director, comprises four members namely Mr. CHUNG Cho Yee, Mico, Mr. CHENG Yuk Wo, Mr. Albert Thomas DA ROSA, Junior and Mr. FAN Yan Hok, Philip, all of whom are Independent Non-executive Directors.

The principal responsibilities of the Audit Committee are to, inter alia, review and supervise the Group's financial reporting process, internal control and risk management procedures, as well as oversee the adequacy of the accounting and financial reporting resources.

During the year, the Audit Committee held two meetings together with senior management and external auditors, the attendance details of each member are set out on page 18. The major work performed by the Audit Committee during the year included reviewing the interim and annual financial statements, the continuing connected transactions, the internal audit reports on the internal controls and risk management matters, as well as reviewing and recommending the re-appointment of external auditors.

Auditors' Remuneration

For the year ended 31 December 2010, the fees in respect of audit and non-audit services provided to the Group by the auditor amounted to approximately HK\$6.9 million and HK\$6.0 million respectively. The non-audit services mainly consist of tax advisory services and corporate exercise professional fee.

提名委員會

本公司已成立提名委員會，並制訂其書面職權範圍。提名委員會由一名獨立非執行董事擔任主席，包括四名成員鍾楚義先生、鄭毓和先生、羅凱栢先生及范仁鶴先生，彼等均為獨立非執行董事。提名委員會於年內曾舉行一次會議，各成員之出席詳情載於第18頁。

提名委員會負責檢討董事會結構、規模及組成；物色適合擔任董事之候選人；評估獨立非執行董事之獨立性；以及就任何建議委任或重選連任向董事會作出建議。

年內提名委員會進行之工作包括：

- 檢討董事會之結構、規模及組成；
- 評估獨立非執行董事之獨立身分；
- 評估董事新候選人之資格及經驗，並就委任董事之事宜向董事會提供推薦意見。

審核委員會

本公司已成立審核委員會，並制訂其不時更新之書面職權範圍，貫徹企管守則所載守則條文。審核委員會由一名獨立非執行董事擔任主席，包括四名成員鍾楚義先生、鄭毓和先生、羅凱栢先生及范仁鶴先生，彼等均為獨立非執行董事。

審核委員會之主要職責為(其中包括)檢討及監察本集團財務匯報程序、內部監控、風險管理程序以及監察會計及財務匯報資源是否足夠。

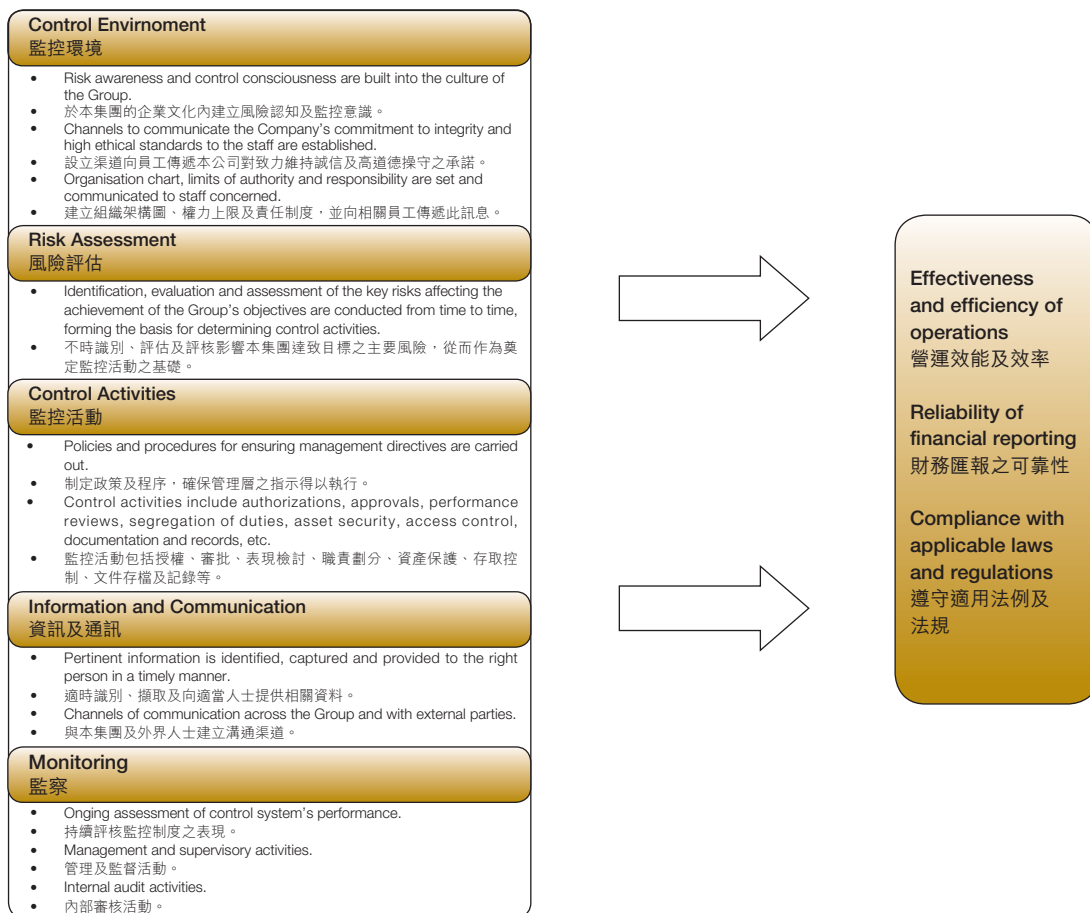
年內，審核委員會與高級管理層及外聘核數師曾舉行兩次會議，各成員之出席詳情載於第18頁。審核委員會年內主要進行之工作包括審閱中期及年度財務報表、持續關連交易、內部監控之內部審核報告、風險管理事宜、以及檢討外聘核數師之續聘及就此作出建議。

核數師酬金

截至二零一零年十二月三十一日止年度，有關核數師向本集團提供審核及非審核服務之費用分別約為6,900,000港元及6,000,000港元。非審核服務主要包括稅務顧問服務及企業事務之專業費用。

Internal Controls

The Group has had in place an integrated framework of internal controls which is consistent with the COSO (the Committee of Sponsoring Organisations of the Treadway Commission) framework. Under the framework, the management is primarily responsible for the design, implementation and maintenance of internal controls while the Board and its audit committee oversee the actions of the management and monitor the effectiveness of the controls that have been put in place. The framework and activities taken are illustrated below:



Control environment

The Group is a tightly-knit organization, the actions of management and its demonstrated commitment to effective governance and controls are therefore very transparent to all. The Group strives to conduct all business affairs based on good business ethics and accountability. We have in place a formal Code of Conduct & Business Ethics that is communicated to all staff members. We aim to build risk awareness and control responsibility into our culture and regard them as the foundation of our internal controls system.

內部監控

本集團已設立與 COSO (the Committee of Sponsoring Organisations of the Treadway Commission) 架構一致之內部監控綜合架構。根據該架構，管理層主要負責設計、實施及維持內部監控工作，而董事會及其審核委員會則負責監督管理層之行動及監察已設立監控制度之成效。該架構及所採取措施說明如下：

監控環境

本集團之組織架構緊密，管理層之行為及其對達致有效管治與監控之承諾皆有跡可尋，對所有員工之透明度極高。本集團致力按良好商業道德操守及問責制進行所有業務事宜，並已訂立正式的商業道德與行為守則，且已知會全體員工。本集團旨在於企業文化內建立風險意識及監控責任，並視之為其內部監控制度之基礎。

Corporate Governance Report (Continued)

企業管治報告(續)

No matter how well an internal controls system is conceived and operated, it is designed to manage, rather than eliminate, the risk of failure to achieve business objectives, and can only provide reasonable, but not absolute, assurance. Recognising this, we maintain an effective internal audit function, the Internal Control and Risk Management (“ICRM”) Department, whose main features include:

- (i) independence from operational management;
- (ii) fully empowered auditors with access to all data and every operation of the Group;
- (iii) adequate resources and well qualified and capable staff; and
- (iv) risk-based auditing, concentrating on areas with significant risks or where significant changes have been made.

Risk management

The management has an ongoing process to identify, evaluate and manage the risks faced by the Group. Each risk is rated in terms of probability of occurrence and potential impact on performance, which serves as a basis for better priority setting and resource allocation. Mitigation strategies and plans with respect to each key risk identified are developed and implemented, which include establishing or enhancing internal controls and procedures.

Heads of the departments, projects and business units also review and analyse the key risks associated with achieving the objectives of their particular departments, activities and businesses from time to time to provide reasonable assurance that controls are both embedded and effective within the business.

Control processes

The Board establishes and maintains a sound internal controls system through the following major processes:

- (i) Systems and procedures are in place to identify and measure risks on an ongoing basis. Senior management reviews and defines the risk assessment process and monitor the progress of risk mitigation plans.
- (ii) An organization structure with defined lines of responsibility and delegation of authority is devised.
- (iii) The Board reviews its strategic plans and objectives on an annual basis.

無論內部監控制度之構思及運作如何完善，其亦為管理而非消除無法達致業務目標之風險而設，故僅可提供合理而非絕對之保證。有見及此，本集團維持有效內部審核職能(即內部監控及風險管理部(「內部監控部」))，其主要特色包括：

- (i) 獨立於營運管理；
- (ii) 全面賦予審計師權利可查閱本集團所有數據及營運資料；
- (iii) 具備充足資源以及資歷深厚且能幹之員工；及
- (iv) 推行以風險為本的審計工作，集中具重大風險或曾作出重大變動之範疇。

風險管理

管理層持續識別、評估及管理本集團所面對風險。各風險以發生機會率及對集團表現之潛在影響進行評級，作為訂立更佳優先次序及資源分配之基礎。本集團已就減輕所識別各主要風險制定及執行策略及計劃，當中包括建立或加強內部監控措施及程序。

各部門、項目及業務單位之主管亦會不時檢討及分析與達致其部門、活動及業務目標相關之主要風險，以合理地確保各種監控措施在相關業務中繼續有效地運作。

監控程序

董事會透過下列主要程序，建立及維持有效之內部監控制度：

- (i) 建立制度及程序，持續識別及計算風險。高級管理人員檢討及界定風險評估程序及監控風險舒緩計劃之進度。
- (ii) 制定具清晰職責及授權範圍之組織架構。
- (iii) 董事會每年檢討其策略計劃及目標。

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| <p>(iv) Financial performance is analysed against budget with variances being accounted for and appropriate actions are taken to rectify deficiencies.</p> <p>(v) Policies and procedures on key control activities are established to ensure management directives are carried out.</p> <p>(vi) Ranges of activities including approvals, authorization, verifications, recommendations, performance reviews, asset security and segregation of duties are identified and implemented.</p> <p>(vii) The ICRM Department conducts reviews on the effectiveness of the Group's system of internal controls and tests key business processes and controls in accordance with its audit plan, including following up the implementation of management actions. The ICRM Department reports directly to the Audit Committee and the CEO and has direct access to the Board through the Audit Committee.</p> | <p>(iv) 將財務表現與預算作比較分析，考慮當中差異，並採取適當行動以修訂不足之處。</p> <p>(v) 對主要監控活動制定政策及程序，確保管理層之指示得以執行。</p> <p>(vi) 識別及推行一系列措施，當中包括：批准、授權、核實、建議、表現檢討、資產保護及職責劃分。</p> <p>(vii) 內部監控部對本集團內部監控制度效能進行檢討，並根據其審核計劃測試主要業務流程及監控，包括跟進管理層所訂立行動方案之執行情況。內部監控部直接向審核委員會及行政總裁匯報，並透過審核委員會直接與董事會聯絡。</p> |
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Review of internal control effectiveness

The Board is responsible for the Group's system of internal controls and for reviewing its effectiveness. The ICRM Department reports on reviews of the business processes and control activities, including action plans to address any identified control weaknesses. The management evaluates and conducts assessments of the overall system of internal controls, with action plans to enhance the overall control system. External auditors also report on any control issues identified in the course of their work. Taking these into consideration, the Audit Committee reviews the effectiveness of the Group's system of internal controls at least once each year and reports to the Board on such reviews.

In respect of the year ended 31 December 2010, the Board considered the internal controls system effective and adequate. No significant areas of concern that might affect the operational, financial reporting, and compliance functions of the Group were identified. The scope of this review covers the adequacy of resources, qualification and experience of staff of the Group's accounting and financial reporting function and their training and budget.

Price-sensitive information

With respect to procedures and internal controls for the handling and dissemination of price-sensitive information, the Group has performed the following actions:

- (i) Management and relevant personnel are made aware of the Group's obligations under the Listing Rules and the overriding principle that information which is expected to be price-sensitive and/or the subject of a major decision should be announced immediately.

檢討內部監控效能

董事會負責本集團之內部監控制度及檢討其效能。內部監控部匯報業務流程及監控活動的檢討結果，包括針對經確認監控弱點的行動方案。管理層評估及評審整體內部監控制度，並提出行動計劃以加強整體監控制度。外聘核數師亦會匯報其工作中識別之任何監控問題。審核委員會計及該等因素，至少每年檢討本集團內部監控制度效能一次，並就有關檢討結果向董事會匯報。

就截至二零一零年十二月三十一日止年度而言，董事會認為內部監控制度屬有效及足夠。概無發現任何可能影響本集團營運、財務報告及守規職能之相關重大事項。該審閱範圍涵蓋本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及彼等之培訓及預算是否充足。

股價敏感資料

就有關處理及發放對股價敏感資料之程序及內部監控方面，本集團已採取下列措施：

- (i) 管理層及有關人員得悉本集團於上市規則下之責任及凌駕原則，即時公佈預期會影響股價之敏感資料及／或用作重大決定之資料。

Corporate Governance Report (Continued)

企業管治報告(續)

- (ii) Management and relevant personnel are required to conduct the Group's affairs with close regard to the "Guide on Disclosure of Price-sensitive Information" and "Recent Economic Developments and the Disclosure Obligations of Listed Issuers" issued by the Stock Exchange in 2002 and 2008 respectively.
 - (iii) The Group has established a Code for Securities Dealing applicable to those employees likely to have access to unpublished price-sensitive information.
 - (iv) Members of the Group's top management are identified and authorised to act as the Group's spokespersons and respond to external enquiries.
- (ii) 管理層及有關人員需恪守聯交所分別於二零零二年及二零零八年頒佈之《股價敏感資料披露指引》及《有關近期經濟發展情況及上市發行人的披露責任》，以進行本集團之事務。
 - (iii) 本集團已訂立買賣證券守則，適用於可能取得未經刊發股價敏感資料之員工。
 - (iv) 本集團已選定高級管理層成員，並授權彼等擔任本集團發言人，以回應外界提問。

Directors' Responsibility For The Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2010 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows. In preparing the financial statements, the Directors have adopted generally accepted accounting standards in Hong Kong and suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on the going concern basis.

The statement of the Company's auditors about their reporting responsibilities on the financial statements of the Company is set out in the Independent Auditor's Report on pages 61 to 62.

Communication With Shareholders

The Board believes regular and timely communication with shareholders forms part of the Group's effort to help our shareholders understand our business better. Copies of the annual reports and interim reports of the Company are distributed to its shareholders and warrant holders in accordance with statutory and regulatory requirements and also to interested parties recorded in the Company's mailing lists. The publications of the Company, including financial reports, circulars and announcements, are also available on the Company's website at www.hkcholdings.com.

The Company acknowledges that general meetings are good communication channel with the shareholders. At the general meeting, each substantially separate issue will be considered by a separate resolution, including the election of individual directors, and the poll procedures will be clearly explained. The CEO attended the annual general meeting in the absence of the Chairman of the Board. Other members of the Board and the Chairman of the relevant Board Committees are available to attend the annual general meeting to inter-face with, and answer questions from the shareholders.

董事對財務報表之責任

董事知悉彼等須負責編製截至二零一零年十二月三十一日止年度財務報表，以真實及公平地反映本公司及本集團之業務狀況以及本集團之業績及現金流量。編製財務報表時，董事已採納並持續應用香港公認會計準則及適當之會計政策，作出審慎、公平及合理之判斷及評估，並按持續經營基準編製財務報表。

本公司核數師就彼等對本公司財務報表之申報責任聲明載於第61至62頁之獨立核數師報告。

與股東之溝通

董事會相信，定期及適時與股東溝通為本集團致力協助股東更深入瞭解本集團業務之一部分。本公司根據法定及監管規定向股東及認股權證持有人以及於本公司郵寄名單中記錄之有意人士寄發本公司年報及中期報告。本公司之刊物包括財務報告、通函及公佈，亦於本公司網站 www.hkcholdings.com 可供查閱。

本公司明白股東大會為與股東溝通之良好渠道。於股東大會，將以獨立決議案方式考慮各重大個別事項，包括推選個別董事，本公司亦將清楚解釋按股數投票表決之程序。行政總裁在董事會主席缺席時出席股東週年大會。董事會其他成員及相關董事委員會主席均出席股東週年大會，與股東會面並回答股東提問。

Directors and Management Executives

董事及行政管理人員

Mr. Oei Tjie Goan

(Chairman and Non-executive Director)

Mr. Oei, aged 66, is a director of the Group since April 2004. Mr. Oei was a graduate of the Mathematics & Dynamics Department of Beijing University where he majored in Computational Mathematics. Involved in Asia's pulp and paper, finance, banking, property and agricultural industries since 1974, Mr. Oei sits on the board of two listed companies in Indonesia: PT. Indah Kiat Pulp & Paper Tbk. and PT. Pabrik Kertas Tjiwi Kimia Tbk. Mr. Oei is the father of Mr. OEI Kang, Eric, an executive director of the Company.

Mr. Li Xueming

(Deputy Chairman and Non-executive Director)

Mr. Li, aged 63, is a director of the Group since March 1999. Mr. Li holds a Bachelor's Degree in Industrial Automation from Tsinghua University. Mr. Li was formerly the Vice-president of China Aerospace International Holdings Ltd. Mr. Li is also currently an executive director and Deputy General Manager of China Everbright Group Limited and China Everbright Holdings Company Limited. Mr. Li is the Chairman of Shanghai Everbright Convention and Exhibition Center Co., Ltd., Vice-chairman of China Everbright Industry Group Limited and China Everbright Investment Management Corporation. Mr. Li is also an executive director and Vice-chairman of China Everbright International Limited, a publicly listed company in Hong Kong. Mr. Li will retire as Deputy Chairman and Non-executive Director of the Company with effect from 1 June 2011.

Mr. Xu Zheng

(Deputy Chairman and Non-executive Director)
(Resigned on 6 April 2011)

Mr. Xu, aged 50, is a director of the Group since April 2004. Mr. Xu holds a Master's Degree in Business Administration. A Senior Engineer (Professor Grade) in China, Mr. Xu was formerly the Assistant Manager and Deputy Manager of Shanghai No. 2 Construction Co., Ltd. He has also served as Assistant to the General Manager, Deputy Chief Engineer and Deputy General Manager of Shanghai Construction (Group) General Corporation, and as General Manager of Shanghai Construction Co., Ltd. Mr. Xu is currently an executive director and General Manager of Shanghai Construction (Group) General Corporation and Chairman of the Board and President of Shanghai Construction Group Co., Ltd.

黃志源先生

(主席兼非執行董事)

黃志源先生現年六十六歲，自二零零四年四月起一直出任本集團董事職務。黃先生畢業於北京大學數學與力學系，主修計算數學。黃先生自一九七四年起一直在亞洲地區從事造紙、財經及銀行業、物業及農業業務。黃先生現時為PT. Indah Kiat Pulp & Paper Tbk.及PT. Pabrik Kertas Tjiwi Kimia Tbk.之董事，該兩家公司均為印尼上市公司。黃先生乃本公司執行董事黃剛先生之父親。

李學明先生

(副主席兼非執行董事)

李學明先生現年六十三歲，自一九九九年三月起一直出任本集團董事職務。李先生持有清華大學工業自動化學士銜。李先生曾任航天科技國際集團有限公司副總裁，現為中國光大(集團)總公司及中國光大集團有限公司執行董事兼副總經理。此外，李先生為上海光大會展中心有限公司董事長、中國光大實業(集團)有限責任公司及中國光大投資管理公司副董事長。李先生亦為香港上市公司中國光大國際有限公司之執行董事兼副主席。李先生將會退任本公司副主席兼非執行董事，於二零一一年六月一日起生效。

徐征先生

(副主席兼非執行董事)
(於二零一一年四月六日辭任)

徐征先生現年五十歲，自二零零四年四月起一直出任本集團董事職務。徐先生持有工商管理碩士學位，並為中國高級工程師(教授級)。彼曾任上海市第二建築有限公司之助理經理及副經理、上海建工(集團)總公司之助理總經理、副總工程師及副總經理，以及上海建工股份有限公司之總經理。徐先生現時為上海建工(集團)總公司之執行董事兼總經理，並為上海建工集團股份有限公司之董事長及總裁。

Directors and Management Executives (Continued)

董事及行政管理人員(續)

Mr. Oei Kang, Eric

(Executive Director)

Mr. Oei, aged 40, is a director of the Group since April 2004. Mr. Oei also holds several directorships in other members of the Group. Mr. Oei was educated in the USA and obtained a Bachelor's Degree in Economics (with a minor in Electrical Engineering), and a Master's Degree in Business Administration. Earlier in his career, Mr. Oei worked with Peregrine Securities Ltd. and PCCW in Hong Kong, the LG Group in Seoul and McKinsey & Co. in Los Angeles, USA. Mr. Oei is a son of Mr. Oei Tjie Goan, the Chairman of the Group. Mr. Oei is also a director and a shareholder of Claudio Holdings Limited, the controlling shareholder of the Company. Mr. Oei currently is the Chairman and Chief Executive Officer of Hong Kong Energy (Holdings) Limited, a subsidiary of the Company and the shares of which are listed on the Main Board of The Hong Kong Stock Exchange Limited (the "Stock Exchange").

Mr. Chang Li Hsien, Leslie

(Executive Director and Chief Executive Officer)

Mr. Chang, aged 56, is a director of the Group since 1 September 2010 and he has also been appointed as the Chief Executive Officer of the Company on the same date. Mr. Chang also serves as a director of certain members of the Group. Mr. Chang was graduated from George Mason University in U.S.A. He is a certified public accountant in the State of New York, a member of The American Institute of Certified Public Accountants and The Hong Kong Institute of Certified Public Accountants.

Mr. Chang started his career at US Office of KPMG (formerly known as KPMG Peat Marwick) (the "Firm") and became a partner specializing in the financial services industry. He was also the Firm's director of Chinese Practice in the United States. He then joined CITIC Pacific Ltd in 1994 and was an Executive Director and the Deputy Managing Director of that company. He also served as an alternate director on the board of Cathay Pacific Airways Limited. Both CITIC Pacific Ltd and Cathay Pacific Airways Limited are listed on the Main Board of the Stock Exchange.

Since 1 September 2010, Mr. Chang has been appointed as an Executive Director and the Vice Chairman of Hong Kong Energy (Holdings) Limited, a listed subsidiary of the Company. Mr. Chang is also an independent non-executive director of Pou Sheng International (Holdings) Limited, a company listed on the Main Board of the Stock Exchange.

黃剛先生

(執行董事)

黃剛先生現年四十歲，自二零零四年四月起出任本集團董事職務。黃先生亦於本集團其他成員公司出任董事職務。彼於美國升學，持有經濟學學士學位(副修電機工程)，以及持有工商管理碩士學位。彼曾任職於百富勤證券有限公司、香港電訊盈科、首爾(漢城)LG Group及美國洛杉磯 McKinsey & Co.。黃先生乃本集團主席黃志源先生之兒子。黃先生亦為本公司控股股東 Claudio Holdings Limited 之董事及股東。黃先生現時為本公司之附屬公司香港新能源(控股)有限公司(於香港聯合交易所有限公司(「聯交所」)主板上市)之主席兼行政總裁。

張立憲先生

(執行董事兼行政總裁)

張立憲先生現年五十六歲，自二零一零年九月一日起出任本集團董事職務。張先生並於同日出任行本公司政總裁，張先生亦於本集團其他成員公司出任董事職務。張先生畢業於美國喬治梅森大學，彼為美國紐約註冊會計師、美國會計師公會及香港會計師公會會員。

張先生於美國畢馬威會計師事務所(KPMG)(「該會計師事務所」，前稱畢馬域會計師行(KPMG Peat Marwick))開展其事業，成為合夥人，專責金融服務業。彼亦曾為該會計師事務所之中國業務總經理。其後於一九九四年加入中信泰富有限公司，曾任該公司執行董事及副董事總經理。彼亦曾擔任國泰航空有限公司董事會之替代董事。中信泰富有限公司及國泰航空有限公司均為香港聯合交易所有限公司主板上市公司。

張先生自二零一零年九月一日起獲委任為香港新能源(控股)有限公司(本公司之上市附屬公司)之執行董事兼副主席。張先生亦為聯交所主板上市公司寶勝國際(控股)有限公司之獨立非執行董事。

Directors and Management Executives (Continued)

董事及行政管理人員(續)

Ms. Teresa Yen

(Non-executive Director)

Ms. Yen, aged 41, is a director of the Group since October 2007. Ms. Yen is a Senior Advisor to Cerberus Asia Capital Management, LLC. ("Cerberus"), a substantial shareholder of the Company. In her capacity as Senior Advisor, Ms. Yen is responsible for advising the Cerberus group on all of its investments in the Greater China region, including the PRC, Hong Kong and Taiwan. Moreover, Ms. Yen brings particular expertise to real estate and real estate related transactions. Prior to joining Cerberus, she was part of the KPMG real estate consulting practice where she managed real estate consulting engagements involving United States, Japan, Korea and Taiwan, and worked extensively in the distressed debt market in Japan between 1999 and 2001. She also has corporate and real estate banking background from her earlier career with Sumitomo Bank, Long-Term Credit Bank of Japan and Heller Financial. Ms. Yen received her undergraduate degree from University of California at Berkeley and her master degree in business administration from University of Southern California, Marshall School of Business.

Mr. Wan Ming Sun

(Non-executive Director)

Mr. Wan, aged 37, is a director of the Group since February 2008. Mr. Wan holds a Bachelor of Arts degree in Economics from Illinois Wesleyan University in U.S.A. Mr. Wan is a Senior Equity Analyst for Penta Investment Advisers Ltd. ("Penta"), a substantial shareholder of the Company. He has over 10-years investment experience. Prior to joining Penta, Mr. Wan worked for UBS AG, Hong Kong as a Director of Sales Trading and was responsible for trading Asian equities and generating investment ideas for clients. Asiamoney's annual poll named Mr. Wan The Best Regional Sales Trader in 2003. Mr. Wan's knowledge of the real estate sector is extensive.

Mr. Liu Guolin

(Non-executive Director)

Mr. Liu, aged 60, is a director of the Group since July 2001. Mr. Liu is a graduate of Shanghai University of Finance & Economics where he majored in Infrastructure Financing. A Senior Accountant, Mr. Liu currently serves as a director and General Accountant of Shanghai Construction (Group) General Corporation and is also a Director of Shanghai Construction Group Co., Ltd. His career to date includes extensive experience in finance and corporate matters. Mr. Liu will retire as a Non-executive Director of the Company with effect from 1 June 2011.

閻孟琪女士

(非執行董事)

閻孟琪女士現年四十一歲，自二零零七年十月起出任本集團董事職務。閻女士乃本公司主要股東Cerberus Asia Capital Management, LLC ("Cerberus")之高級顧問。作為高級顧問，閻女士負責就Cerberus集團於大中華區(包括中華人民共和國、香港及台灣)向該集團所有投資提供意見。此外，閻女士於房地產及房地產相關交易方面尤其具有專業知識。於加入Cerberus前，彼為畢馬威房地產諮詢事務部成員之一，任內負責管理有關美國、日本、韓國及台灣之房地產諮詢項目，並曾於一九九九年至二零零一年間積極參與日本債務市場危機工作。彼早期亦曾任職Sumitomo Bank、Long-Term Credit Bank of Japan及Heller Financial，累積豐富企業及房地產銀行經驗。閻女士持有柏克萊加州大學(University of California at Berkeley)頒授之學士學位以及University of Southern California, Marshall School of Business頒授之工商管理碩士學位。

尹明山先生

(非執行董事)

尹明山先生現年三十七歲，自二零零八年二月起出任本集團董事職務。尹先生持有美國Illinois Wesleyan University經濟學文學士學位。尹先生為本公司主要股東Penta Investment Advisers Ltd. (「Penta」)之高級證券分析員。尹先生於投資擁有逾十年豐富之經驗。在加入Penta前，尹先生曾任職UBS AG, Hong Kong銷售貿易董事，負責買賣亞洲股票，並為客戶提供投資意見。於二零零三年，Asiamoney之年度選舉選出尹先生為地區最佳銷售交易員(The Best Regional Sales Trader)。尹先生於房地產擁有豐富之經驗。

劉國林先生

(非執行董事)

劉國林先生現年六十歲，自二零零一年七月起一直出任本集團之董事職務。劉先生畢業於上海財經大學基建財務專業，具有高級會計師職稱。現任上海建工(集團)總公司董事、總會計師，上海建工集團股份有限公司董事。劉先生在財務及公司事務方面有豐富的管理經驗。劉先生將會退任本公司非執行董事，於二零一一年六月一日起生效。

Directors and Management Executives (Continued)

董事及行政管理人員(續)

Mr. Fan Yan Hok, Philip

(Independent Non-executive Director)

Mr. Fan, aged 61, is a non-executive director of the Group since November 1999 and re-designated as an independent non-executive director on 1 March 2010. Mr. Fan holds a Bachelor's Degree in Industrial Engineering, a Master's Degree in Operations Research from Stanford University and a Master's Degree in Management Science from Massachusetts Institute of Technology. Mr. Fan is presently a non-executive director of China Everbright International Limited and an independent non-executive director of Hysan Development Company Limited (both companies listed on The Stock Exchange of Hong Kong Limited) as well as an independent non-executive director of Zhuhai Zhongfu Enterprise Co. Ltd. (a company listed on the Shenzhen Stock Exchange).

Mr. Chung Cho Yee, Mico

(Independent Non-executive Director)

Mr. Chung, aged 50, is a director of the Group since April 2004. Mr. Chung graduated from the University College, University of London, England with a Law Degree in 1983. After qualifying as a solicitor in Hong Kong in 1986, Mr. Chung spent 2 years working with the commercial department of a local law firm. He subsequently joined the corporate finance department of Standard Chartered Asia Ltd., the investment banking arm of Standard Chartered Bank, in 1988. In 1990, Mr. Chung became a director and General Manager of Bond Corporation International Ltd., leaving to join China Strategic Holdings Ltd in 1992.

In March 1999, he joined the Pacific Century Group as executive director with responsibility for the group's merger and acquisition activities. Mr. Chung is currently a non-executive director of PCCW Limited and the executive chairman of CSI Properties Limited (formerly known as Capital Strategic Investment Limited), both companies listed on the Stock Exchange. Mr. Chung was an independent non-executive director of E2-Capital (Holdings) Limited (now known as CIAM Group Limited).

范仁鶴先生

(獨立非執行董事)

范仁鶴先生現年六十一歲，自一九九九年十一月起出任本集團之非執行董事及自二零一零年三月一日起獲調任為獨立非執行董事。范先生持有史丹福大學頒授之工程學士銜及統籌學碩士銜，以及麻省理工學院管理科學碩士銜。范先生為中國光大國際有限公司非執行董事及希慎興業有限公司獨立非執行董事(兩間公司之股份均於香港聯合交易所有限公司上市)及為珠海中富實業股份有限公司之獨立非執行董事(其股份於深圳交易所上市)。

鍾楚義先生

(獨立非執行董事)

鍾楚義先生現年五十歲，自二零零四年四月起一直出任本集團董事職務。鍾先生於一九八三年畢業於英國倫敦大學University College，取得法律學位。鍾先生於一九八六年成為香港執業律師，其後在香港一家律師行之商業部門任職兩年。鍾先生於一九八八年加入渣打銀行之投資銀行分公司渣打(亞洲)有限公司之企業融資部。於一九九零年，鍾先生成為奔達國際有限公司之董事兼總經理，其後於一九九二年一月加盟中策集團有限公司。

鍾先生於一九九九年三月加盟盈科拓展集團，並出任執行董事一職，負責盈科拓展集團之併購事項。鍾先生現為聯交所上市公司電訊盈科有限公司之非執行董事及資本策略地產有限公司(前稱資本策略投資有限公司)之執行主席。鍾先生曾任金滙投資(集團)有限公司(現稱事安集團有限公司)之獨立非執行董事。

Mr. Cheng Yuk Wo

(Independent Non-executive Director)

Mr. Cheng, aged 50, is a director of the Group since July 2004. Mr. Cheng holds a Master of Science Degree in Economics, Accounting and Finance and a Bachelor of Arts (Hons.) Degree in Accounting. He is a fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants, and a member of the Institute of Chartered Accountants of Ontario. His career includes more than 20 years' accounting and corporate advisory services expertise in several listed companies in Hong Kong. The co-founder of a Hong Kong merchant banking firm, Mr. Cheng is the proprietor of a certified public accountancy practice in Hong Kong.

Mr. Cheng is currently an executive director of 21 Holdings Limited and an independent non-executive director of CSI Properties Limited (formerly known as Capital Strategic Investment Limited), South China Land Limited, Goldbond Group Holdings Limited, C.P. Lotus Corporation (formerly known as Chia Tai Enterprises International Limited), Chong Hing Bank Limited, CPMC Holdings Limited, Imagi International Holdings Limited and Top Spring International Holdings Limited, all being Hong Kong listed companies. Mr. Cheng was a non-executive director of Henry Group Holdings Limited and an independent non-executive director of Honbridge Holdings Limited.

Mr. Albert T. da Rosa, Jr.

(Independent Non-executive Director)

Mr. da Rosa, aged 57, is a director of the Group since September 2004. Mr. da Rosa holds both Bachelor's and Master's Law Degrees from the University of Hong Kong. He was qualified as a solicitor in Hong Kong in 1980. He currently is a practicing solicitor and a partner of Messrs. Cheung, Tong & Rosa, Solicitors, Hong Kong.

Mr. da Rosa is a fellow of the Chartered Institute of Arbitrators and the Hong Kong Institute of Directors, a member of the Hong Kong Securities Institute and the Society of Registered Financial Planners and an Accredited Mediator with certain institutions in the U.K. and Hong Kong.

He is a non-executive director of TCL Multimedia Technology Holdings Limited and eSun Holdings Limited, and the company secretary of Y.T. Realty Group Limited and Yugang International Limited, all of which are companies listed on the Main Board of the Stock Exchange.

Mr. da Rosa serves as Chairman of the Appeal Tribunal (Buildings) Panel, Deputy Convenor and member of the Solicitors Disciplinary Tribunal Panel, and Deputy Chairman and member of the Panel of the Board of Review (Inland Revenue) respectively. He also served as member of the Academic and Accreditation Advisory Committee of the Securities and Futures Commission from February 2003 to March 2009.

鄭毓和先生

(獨立非執行董事)

鄭毓和先生現年五十歲，自二零零四年七月起一直出任本集團之董事職務。鄭先生持有會計及財務經濟科學碩士學位及榮譽文學士學位(會計)。鄭先生為英格蘭及威爾斯特許會計師公會及香港會計師公會資深會員，並為加拿大安大略省特許會計師公會會員。彼擁有超過廿年會計及企業顧問服務之專業知識，並曾於香港多間上市公司擔任高級管理職位。鄭先生為香港一間商人銀行機構之共同創辦人，現為香港一間執業會計師行之擁有人。

鄭先生現為聯交所上市公司21控股有限公司之執行董事及資本策略地產有限公司(前稱資本策略投資有限公司)、南華置地有限公司、金榜集團控股有限公司、卜蜂蓮花有限公司(前稱正大企業國際有限公司)、創興銀行有限公司、中糧包裝控股有限公司、意馬國際控股有限公司及萊蒙國際集團有限公司之獨立非執行董事。鄭先生曾任鎮科集團控股有限公司之非執行董事，及洪橋集團有限公司之獨立非執行董事。

羅凱栢先生

(獨立非執行董事)

羅凱栢先生現年五十七歲，自二零零四年九月起一直出任本集團之董事職務。羅先生畢業於香港大學，持有法律學士及法律碩士學位。羅先生於一九八零年獲得香港律師資格，現為香港執業律師，並為香港張秀儀、唐滙棟、羅凱栢律師行的合夥人。

羅先生為英國仲裁學會及香港董事學會之資深會員，香港證券專業學會及財務策劃師協會之會員及為若干英國及香港團體之認可調解員。

彼現為TCL多媒體科技控股有限公司及豐德麗控股有限公司之非執行董事。彼亦為渝太地產集團有限公司和渝港國際有限公司之公司秘書。以上均於聯交所主板上市。

羅先生擔任建築物上訴審裁團主席、香港律師紀律審裁團之副召集人及委員，以及香港稅務上訴委員會小組副主席及委員。他亦曾於二零零三年二月至二零零九年三月期間擔任香港證券及期貨事務監察委員會學術評審諮詢委會之委員。

Report of the Directors

董事會報告書

The directors of HKC (Holdings) Limited (the “Company”) (the “Directors” or the “Board”) have pleasure in presenting to shareholders their report together with the audited financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2010.

Principal Activities And Geographical Analysis Of Operations

The principal activities of the Group are property investment and development, infrastructure, construction and engineering and alternative energy business. The activities of its principal subsidiaries, associates and jointly controlled entities are set out in pages 171 to 179 of the consolidated financial statements.

An analysis of the Group’s performance for the year ended 31 December 2010 by geographical and business segments is set out in note 5 to the consolidated financial statements.

Results And Appropriations

The results of the Group for the year ended 31 December 2010 are set out in the consolidated income statement on page 63.

The Directors do not recommend the payment of final dividend for the year ended 31 December 2010 (2009: Nil).

Closure of Register of Members

The forthcoming annual general meeting of the Company will be held on 1 June 2011 (“AGM”). The Register of Members of the Company will be closed from 30 May 2011 to 1 June 2011, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrar, Computershare Hong Kong Investor Services Ltd at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 27 May 2011.

Property, Plant And Equipment

Details of movements in the property, plant and equipment of the Group and the Company during the year are set out in note 18 to the consolidated financial statements.

香港建設(控股)有限公司(「本公司」)董事(「董事」或「董事會」)欣然向股東提呈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之報告書及經審核財務報表。

主要業務及營業地區分析

本集團之主要業務是物業投資與發展、基建、承建工程業務及替代能源業務。其主要附屬公司、聯營公司及合營公司之業務載於綜合財務報表第171至179頁。

截至二零一零年十二月三十一日止年度，本集團按地區及業務分部劃分之業績分析載於綜合財務報表附註5。

業績及分派

本集團截至二零一零年十二月三十一日止年度之業績載於第63頁綜合損益表。

董事不建議就截至二零一零年十二月三十一日止年度派付末期股息(二零零九年：無)。

暫停股份過戶登記

本公司應屆股東週年大會(「股東週年大會」)將於二零一一年六月一日舉行。本公司將於二零一一年五月三十日至二零一一年六月一日(包括首尾兩日)期間暫停辦理股東名冊登記手續，期間將不會辦理任何股份過戶。為符合資格出席並於股東週年大會上投票，所有過戶文件連同有關股票，必須於二零一一年五月二十七日下午四時三十分前，送交本公司之股份過戶登記分處香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-1716室。

物業、機器及設備

年內，本集團及本公司之物業、機器及設備變動詳情載於綜合財務報表附註18。

Principal Properties

Details of the principal properties held for development and investment purposes are set out on page 181.

Share Capital And Warrants

Details of movements in the share capital and warrants of the Company during the year are set out in note 34 to the consolidated financial statements.

Pre-Emptive Rights

There is no provision for pre-emptive rights under the bye-laws of the Company ("Bye-Laws") and there is no restriction against such rights under the law of Bermuda.

Reserves

Details of movements in the reserves of the Company and the Group during the year are set out in note 35 to the consolidated financial statements.

Distributable Reserves

At 31 December 2010, the distributable reserves of the Company available for distribution was HK\$342.3 million (2009: HK\$90.4 million), calculated in accordance with the Companies Act 1981 of Bermuda (as amended).

Five-Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 180.

主要物業

持有作發展及投資用途之主要物業詳情載於第181頁。

股本及認股權證

年內，本公司之股本及認股權證變動詳情載於綜合財務報表附註34。

優先認購股權

本公司之公司章程細則(「公司章程細則」)並無有關優先認購股權之條文，而百慕達法例亦無對優先認購股權有所限制。

儲備

年內，本公司及本集團之儲備變動詳情載於綜合財務報表附註35。

可供分派儲備

於二零一零年十二月三十一日，本公司可供分派之可分派儲備為342,300,000港元(二零零九年：90,400,000港元)，乃按照百慕達一九八一年公司法(經修訂)計算。

五年財務資料概要

本集團過去五個財政年度之業績以及資產及負債概要載於第180頁。

Report of the Directors (Continued)

董事會報告書(續)

Directors

The Directors during the year and up to the date of this report were:

- * OEI Tjie Goan (*Chairman*)
- * LI Xueming (*Deputy Chairman*)
- * XU Zheng (*Deputy Chairman*) (*resigned on 6 April 2011*)
- # OEI Kang, Eric
- # CHANG Li Hsien, Leslie (*Chief Executive Officer*)
(*appointed on 1 September 2010*)
- # WAN Man Yee (*resigned on 20 December 2010*)
- # TANG Sau Wai, Tom (*resigned on 1 September 2010*)
- * YEN Teresa
- * WAN Ming Sun
- * LIU Guolin
- @ FAN Yan Hok, Philip
- @ CHUNG Cho Yee, Mico
- @ CHENG Yuk Wo
- @ Albert Thomas DA ROSA, Junior

- # Executive Directors
- * Non-executive Directors
- @ Independent Non-executive Directors

In accordance with bye-law 85 of the Company's Bye-laws, Mr. LI Xueming, Mr. LIU Guolin, Mr. CHENG Yuk Wo and Mr. Albert Thomas DA ROSA, Junior will retire by rotation at the AGM. Mr. LI Xueming and Mr. LIU Guolin have decided not to present themselves for re-election at the forthcoming annual general meeting. All the other retiring Directors, being eligible, will offer themselves for re-election as Directors of the Company. Mr. CHANG Li Hsien, Leslie, who was newly appointed by the Board on 1 September 2010, will also retire from office in accordance with bye-law 84 of the Company's Bye-laws and will offer himself for re-election as Director of the Company.

The Company has also received from each of the Independent Non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of them to be independent.

Mr. OEI Tjie Goan, a Non-executive Director and Chairman of the Company, voluntarily waived annual director's fee amounted to HK\$100,000 for the year ended 31 December 2010 and has agreed to waive his annual director's fees with effect from 1 January 2010 until further notice to the Company.

董事

年內及截至本報告日期之董事如下：

- * 黃志源(*主席*)
- * 李學明(*副主席*)
- * 徐征(*副主席*)(*於二零一一年四月六日辭任*)
- # 黃剛
- # 張立憲(*行政總裁*)
(*於二零一零年九月一日獲委任*)
- # 溫文儀(*於二零一零年十二月二十日辭任*)
- # 鄧守偉(*於二零一零年九月一日辭任*)
- * 閻孟琪
- * 尹明山
- * 劉國林
- @ 范仁鶴
- @ 鍾楚義
- @ 鄭毓和
- @ 羅凱栢

- # 執行董事
- * 非執行董事
- @ 獨立非執行董事

根據本公司之公司章程細則第85條，李學明先生、劉國林先生、鄭毓和先生及羅凱栢先生將於股東週年大會輪值告退。李學明先生及劉國林先生已決定不會於應屆股東週年大會膺選連任。所有其他退任董事符合資格膺選連任本公司董事。張立憲先生於二零一零年九月一日獲董事會委任為新董事，將根據本公司之公司章程細則第84條告退，並將膺選連任本公司董事。

本公司已根據聯交所上市規則第3.13條接獲各獨立非執行董事之年度獨立身分確認函，本公司認為全體獨立非執行董事均為獨立人士。

本公司非執行董事兼主席黃志源先生自願放棄於截至二零一零年十二月三十一日止年度之年度董事袍金100,000港元，並同意放棄彼自二零一零年一月一日起之年度董事袍金，直至另行通知本公司為止。

Directors' Service Contracts

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

Share Option Schemes

Share Options of the Company

The Company's existing share option scheme (the "HKC Option Scheme") was adopted on 16 June 2006. Particulars of the HKC Option Scheme are set out below:

(a) *Purpose*

The principal purposes are to recruit and retain high caliber Eligible Persons (as defined below) and attract human resources that are valuable to the Group or any entity in which any member of the Group holds an equity interest ("Invested Entity") or Invested Entities, to recognise the significant contributions of the Eligible Persons to the growth of the Group or Invested Entities by rewarding them with opportunities to obtain ownership interest in the Company and to further motivate and give incentives to these Eligible Persons to continue to contribute to the long term success and prosperity of the Group or Invested Entities.

(b) *Eligible Persons*

Any employee (whether full time or part time), senior executive or officer, manager, director (including independent non-executive director) or consultant of any members of the Group or any Invested Entity who, in the sole discretion of the Board, have contributed or will contribute to the growth and development of the Group or any Invested Entity.

(c) *Maximum number of shares available for issue*

The total number of shares of the Company available for issue under the HKC Option Scheme is 632,990,383 shares which represent approximately 6.09% of the issued share capital of the Company as at the date of this Annual Report.

董事服務合約

概無於應屆股東週年大會膺選連任之董事與本公司或其任何附屬公司訂立本集團不可於一年內予以終止而毋須賠償之服務合約(法定賠償除外)。

購股權計劃

本公司之購股權

本公司於二零零六年六月十六日採納現有購股權計劃(「香港建設購股權計劃」)。香港建設購股權計劃詳情載列如下：

(a) *目的*

主要目的為聘請及留聘優秀之合資格人士(定義見下文)及吸引對本集團或旗下任何成員公司持有股本權益之任何實體(「投資實體」)或投資實體有價值之人力資源、透過提供機會讓合資格人士取得本公司之擁有權權益，確認彼等對本集團或投資實體之增長所作出之重大貢獻，並進一步鼓勵及獎勵該等合資格人士繼續為本集團或投資實體之長遠成功作出貢獻。

(b) *合資格人士*

董事會全權酌情認為任何曾經或將會對本集團或任何投資實體之增長及發展作出貢獻之本集團旗下任何成員公司或投資實體之全職或兼職僱員、高級行政人員或主要人員、經理、董事(包括獨立非執行董事)或顧問。

(c) *可供發行股份之最高數目*

根據香港建設購股權計劃可供發行之本公司股份總數為632,990,383股，相當於本公司於本年報日期之已發行股本約6.09%。

Report of the Directors (Continued)

董事會報告書(續)

Share Option Schemes (Continued)

Share Options of the Company (Continued)

(d) *Maximum entitlement of each Eligible Person*

The total number of shares of the Company issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:

- (i) each Eligible Person must not exceed 1% of the shares of the Company in issue;
- (ii) a substantial shareholder or an Independent Non-executive Director of the Company must not exceed 0.1% of the shares of the Company in issue and not exceed HK\$5 million in aggregate value.

(e) *Period within which the shares must be taken up under an option*

An option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board may specify at the time of grant.

(f) *Minimum period, if any, for which an option must be held*

At the time of the grant of an option, the Board must specify the minimum period(s), if any, for which an option must be held before it can be exercised.

(g) *Period open for acceptance of an option and amount payable upon acceptance*

An offer of the grant of an option shall remain open for acceptance for a period of 10 business days from the date of offer and a consideration of HK\$1.0 must be paid upon acceptance.

(h) *Basis of determining the subscription price of an option*

The exercise price must be at least the higher of (i) the closing price of the shares as stated in daily quotations sheet on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of grant; (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

(i) *Remaining life*

The HKC Option Scheme has a life of 10 years and will expire on 16 June 2016 unless otherwise terminated in accordance with the terms of the HKC Option Scheme.

購股權計劃(續)

本公司之購股權(續)

(d) *各合資格人士之最高配額*

於授出之任何十二個月期間，行使已授出購股權(不論已獲行使或尚未行使)時已發行及將予發行之本公司股份總數：

- (i) 每名合資格人士不得超過本公司已發行股份1%；
- (ii) 主要股東或本公司獨立非執行董事不得超過本公司已發行股份0.1%及總值5,000,000港元。

(e) *根據購股權須認購股份之期間*

購股權須於授出日期起計10年或董事會可能於授出時間指明之較短時間內行使。

(f) *持有購股權之最短期限(如有)*

於購股權授出時，董事會須訂明其可行使前持有購股權之最短期限(如有)。

(g) *接納購股權之期限以及接納時應付之金額*

提呈授出之購股權可自提呈日期起計十個營業日期間內繼續接納，接納時須支付1.0港元代價。

(h) *釐定購股權認購價之基準*

行使價須最少為以下較高者：(i)股份於授出日期在香港聯合交易所有限公司(「聯交所」)每日報價表所列收市價；(ii)股份緊接於授出日期前五個營業日在聯交所每日報價表所列平均收市價；及(iii)股份面值。

(i) *餘下年期*

根據香港建設購股權計劃之條款，除非另行終止，否則香港建設購股權計劃年期為十年，並將於二零一六年六月十六日屆滿。

Share Option Schemes (Continued)

Share Options of the Company (Continued)

Movements of share options during the year are as follows:

購股權計劃(續)

本公司之購股權(續)

年內購股權變動之詳情如下：

Name	Nature of interest	Number of share options 購股權數目					Adjustment made during the year (note 1)	Outstanding at 31 December 2010	Date of grant	Exercise period	Exercise price per share (HK\$) (note 1) 每股 行使價 (港元) (附註1)
		Outstanding at 1 January 2010	Granted	Exercised	Cancelled/ Lapsed	Cancelled/ Lapsed					
姓名	權益性質	於二零一零年 一月一日 尚未行使	已授出	已行使	已註銷/ 已失效	年內作出 之調整 (附註1)	於二零一零年 十二月三十一日 尚未行使	授出日期	行使期		
Directors											
董事											
OEI Kang, Eric 黃剛	Personal 個人	618,750	-	-	-	61,875	680,625	15 December 2006 二零零六年十二月十五日	15 December 2007 to 14 December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.174	
		1,031,250	-	-	-	103,125	1,134,375	15 December 2006 二零零六年十二月十五日	15 December 2008 to 14 December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.174	
		330,000	-	-	-	33,000	363,000	1 February 2008 二零零八年二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.368	
		495,000	-	-	-	49,500	544,500	1 February 2008 二零零八年二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.368	
		825,000	-	-	-	82,500	907,500	1 February 2008 二零零八年二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.368	
	Family 家族	618,750	-	-	-	61,875	680,625	15 December 2006 二零零六年十二月十五日	15 December 2007 to 14 December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.174	
		1,031,250	-	-	-	103,125	1,134,375	15 December 2006 二零零六年十二月十五日	15 December 2008 to 14 December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.174	

Report of the Directors (Continued)

董事會報告書(續)

Share Option Schemes (Continued)

Share Options of the Company (Continued)

購股權計劃(續)

本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目					Adjustment made during the year (note 1)	Outstanding at 31 December 2010	Date of grant	Exercise period	Exercise price per share (HK\$) (note 1) 每股 行使價 (港元) (附註1)
		Outstanding at 1 January 2010	Granted	Exercised	Cancelled/ Lapsed	Cancelled/ Lapsed					
姓名	權益性質	於二零一零年 一月一日 尚未行使	已授出	已行使	已註銷/ 已失效	年內作出 之調整 (附註1)	於二零一零年 十二月三十一日 尚未行使	授出日期	行使期		
		330,000	-	-	-	33,000	363,000	1 February 2008 二零零八年二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.368	
		495,000	-	-	-	49,500	544,500	1 February 2008 二零零八年二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.368	
		825,000	-	-	-	82,500	907,500	1 February 2008 二零零八年二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.368	
CHANG Li Hsien, Leslie (appointed on 1 September 2010)	Personal 個人	-	6,000,000 (note 2) (附註2)	-	-	-	6,000,000	1 September 2010 二零一零年九月一日	1 September 2011 to 31 August 2013 (note 4) 二零一一年九月一日至 二零一三年八月三十一日 (附註4)	0.488	
張立憲 (於二零一零年 九月一日 獲委任)			9,000,000 (note 2) (附註2)	-	-	-	9,000,000	1 September 2010 二零一零年九月一日	1 September 2012 to 31 August 2014 (note 4) 二零一二年九月一日至 二零一四年八月三十一日 (附註4)	0.488	
		-	15,000,000 (note 2) (附註2)	-	-	-	15,000,000	1 September 2010 二零一零年九月一日	1 September 2013 to 31 August 2015 (note 4) 二零一三年九月一日至 二零一五年八月三十一日 (附註4)	0.488	

Share Option Schemes (Continued)
Share Options of the Company (Continued)

購股權計劃(續)
本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目					Adjustment made during the year (note 1)	Outstanding at 31 December 2010	Date of grant	Exercise period	Exercise price per share (HK\$) (note 1) 每股行使價(港元)(附註1)
		Outstanding at 1 January 2010	Granted	Exercised	Cancelled/Lapsed	Cancelled/Lapsed					
姓名	權益性質	於二零一零年一月一日尚未行使	已授出	已行使	已註銷/已失效	年內作出之調整(附註1)	於二零一零年十二月三十一日尚未行使	授出日期	行使期		
WAN Man Yee (resigned on 20 December 2010)	Personal 個人	-	5,000,000 (note 3) (附註3)	-	-	500,000	5,500,000	20 January 2010 二零一零年一月二十日	20 January 2011 to 19 January 2013 (note 4) 二零一一年一月二十日至 二零一三年一月十九日 (附註4)	0.573	
溫文儀 (於二零一零年十二月二十日辭任)		-	7,500,000 (note 3) (附註3)	-	-	750,000	8,250,000	20 January 2010 二零一零年一月二十日	20 January 2012 to 19 January 2014 (note 4) 二零一二年一月二十日至 二零一四年一月十九日 (附註4)	0.573	
		-	12,500,000 (note 3) (附註3)	-	-	1,250,000	13,750,000	20 January 2010 二零一零年一月二十日	20 January 2013 to 19 January 2015 (note 4) 二零一三年一月二十日至 二零一五年一月十九日 (附註4)	0.573	

Report of the Directors (Continued)

董事會報告書(續)

Share Option Schemes (Continued)

Share Options of the Company (Continued)

購股權計劃(續)

本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目					Adjustment made during the year (note 1)	Outstanding at 31 December 2010	Date of grant	Exercise period	Exercise price per share (HK\$) (note 1) 每股 行使價 (港元) (附註1)
		Outstanding at 1 January 2010	Granted	Exercised	Cancelled/ Lapsed	Cancelled/ Lapsed					
姓名	權益性質	於二零一零年 一月一日 尚未行使	已授出	已行使	已註銷/ 已失效	年內作出 之調整 (附註1)	於二零一零年 十二月三十一日 尚未行使	授出日期	行使期		
TANG Sau Wai, Tom (resigned on 1 September 2010)	Personal 個人	3,960,000	-	-	-	396,000	4,356,000	15 December 2006 二零零六年十二月十五日	15 December 2007 to 14 December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.174	
鄧守偉 (於二零一零年 九月一日辭任)		6,490,000	-	-	-	649,000	7,139,000	15 December 2006 二零零六年十二月十五日	15 December 2008 to 14 December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.174	
		1,650,000	-	-	-	165,000	1,815,000	15 December 2006 二零零六年十二月十五日	15 December 2009 to 14 December 2016 二零零九年十二月十五日至 二零一六年十二月十四日	1.174	
		880,000	-	-	-	88,000	968,000	1 February 2008 二零零八年二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.368	
		1,320,000	-	-	-	132,000	1,452,000	1 February 2008 二零零八年二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.368	
		2,200,000	-	-	-	220,000	2,420,000	1 February 2008 二零零八年二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.368	

Share Option Schemes (Continued)

Share Options of the Company (Continued)

購股權計劃(續)

本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目					Adjustment made during the year (note 1)	Outstanding at 31 December 2010	Date of grant	Exercise period	Exercise price per share (HK\$) (note 1) 每股 行使價 (港元) (附註1)
		Outstanding at 1 January 2010	Granted	Exercised	Cancelled/ Lapsed	Cancelled/ Lapsed					
姓名	權益性質	於二零一零年 一月一日 尚未行使	已授出	已行使	已註銷/ 已失效	年內作出 之調整 (附註1)	於二零一零年 十二月三十一日 尚未行使	授出日期	行使期		
FAN Yan Hok, Philip 范仁鶴	Personal 個人	660,000	-	-	-	66,000	726,000	1 February 2008 二零零八年二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.368	
		990,000	-	-	-	99,000	1,089,000	1 February 2008 二零零八年二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.368	
		1,650,000	-	-	-	165,000	1,815,000	1 February 2008 二零零八年二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.368	
CHUNG Cho Yee, Mico 鍾楚義	Personal 個人	660,000	-	-	-	66,000	726,000	1 February 2008 二零零八年二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.368	
		990,000	-	-	-	99,000	1,089,000	1 February 2008 二零零八年二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.368	
		1,650,000	-	-	-	165,000	1,815,000	1 February 2008 二零零八年二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.368	
CHENG Yuk Wo 鄭毓和	Personal 個人	660,000	-	-	-	66,000	726,000	1 February 2008 二零零八年二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.368	
		990,000	-	-	-	99,000	1,089,000	1 February 2008 二零零八年二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.368	

Report of the Directors (Continued)

董事會報告書(續)

Share Option Schemes (Continued)

Share Options of the Company (Continued)

購股權計劃(續)

本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目					Adjustment made during the year (note 1)	Outstanding at 31 December 2010	Date of grant	Exercise period	Exercise price per share (HK\$) (note 1) 每股 行使價 (港元) (附註1)
		Outstanding at 1 January 2010	Granted	Exercised	Cancelled/ Lapsed	Cancelled/ Lapsed					
姓名	權益性質	於二零一零年 一月一日 尚未行使	已授出	已行使	已註銷/ 已失效	年內作出 之調整 (附註1)	於二零一零年 十二月三十一日 尚未行使	授出日期	行使期		
		1,650,000	-	-	-	165,000	1,815,000	1 February 2008 二零零八年二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.368	
Albert Thomas DA ROSA, Junior 羅凱栢	Personal 個人	660,000	-	-	-	66,000	726,000	1 February 2008 二零零八年二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.368	
		990,000	-	-	-	99,000	1,089,000	1 February 2008 二零零八年二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.368	
		1,650,000	-	-	-	165,000	1,815,000	1 February 2008 二零零八年二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.368	
Sub-total 小計		36,300,000	55,000,000	-	-	6,130,000	97,430,000				
Employees and other participants 僱員及其他參與 人士		12,870,000	-	-	(4,620,000)	825,000	9,075,000	15 December 2006 二零零六年十二月十五日	15 December 2007 to 14 December 2016 二零零七年十二月十五日 至 二零一六年十二月十四日	1.174	
		25,575,000	-	-	(11,330,000)	1,424,500	15,669,500	15 December 2006 二零零六年十二月十五日	15 December 2008 to 14 December 2016 二零零八年十二月十五日 至 二零一六年十二月十四日	1.174	
		20,625,000	-	-	(6,050,000)	1,457,500	16,032,500	15 December 2006 二零零六年十二月十五日	15 December 2009 to 14 December 2016 二零零九年十二月十五日 至 二零一六年十二月十四日	1.174	

Share Option Schemes (Continued)
Share Options of the Company (Continued)

購股權計劃(續)
本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目					Adjustment made during the year (note 1)	Outstanding at 31 December 2010	Date of grant	Exercise period	Exercise price per share (HK\$) (note 1) 每股 行使價 (港元) (附註1)
		Outstanding at 1 January 2010	Granted	Exercised	Cancelled/ Lapsed	Cancelled/ Lapsed					
姓名	權益性質	於二零一零年 一月一日 尚未行使	已授出	已行使	已註銷/ 已失效	年內作出 之調整 (附註1)	於二零一零年 十二月三十一日 尚未行使	授出日期	行使期		
		5,500,000	-	-	-	550,000	6,050,000	3 July 2007 二零零七年七月三日	15 December 2007 to 2 July 2017 二零零七年十二月十五日至 二零一七年七月二日	1.901	
		2,750,000	-	-	-	275,000	3,025,000	3 July 2007 二零零七年七月三日	15 December 2008 to 2 July 2017 二零零八年十二月十五日至 二零一七年七月二日	1.901	
		2,750,000	-	-	-	275,000	3,025,000	3 July 2007 二零零七年七月三日	15 December 2009 to 2 July 2017 二零零九年十二月十五日至 二零一七年七月二日	1.901	
		25,894,000	-	-	(7,480,000)	1,841,400	20,255,400	1 February 2008 二零零八年二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.368	
		38,841,000	-	-	(11,220,000)	2,762,100	30,383,100	1 February 2008 二零零八年二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.368	
		64,735,000	-	-	(18,700,000)	4,603,500	50,638,500	1 February 2008 二零零八年二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.368	
		-	1,000,000 (note 3) (附註3)	-	-	100,000	1,100,000	20 January 2010 二零一零年一月二十日	20 January 2011 to 19 January 2013 (note 4) 二零一一年一月二十日至 二零一三年一月十九日 (附註4)	0.573	

Report of the Directors (Continued)

董事會報告書(續)

Share Option Schemes (Continued)

Share Options of the Company (Continued)

購股權計劃(續)

本公司之購股權(續)

Name	Nature of interest	Number of share options 購股權數目					Adjustment made during the year (note 1)	Outstanding at 31 December 2010	Date of grant	Exercise period	Exercise price per share (HK\$) (note 1) 每股 行使價 (港元) (附註1)
		Outstanding at 1 January 2010	Granted	Exercised	Cancelled/ Lapsed	Cancelled/ Lapsed					
姓名	權益性質	於二零一零年 一月一日 尚未行使	已授出	已行使	已註銷/ 已失效	年內作出 之調整 (附註1)	於二零一零年 十二月三十一日 尚未行使	授出日期	行使期		
		-	1,500,000 (note 3) (附註3)	-	-	150,000	1,650,000	20 January 2010 二零一零年一月二十日	20 January 2012 to 19 January 2014 (note 4) 二零一二年一月二十日至 二零一四年一月十九日 (附註4)	0.573	
		-	2,500,000 (note 3) (附註3)	-	-	250,000	2,750,000	20 January 2010 二零一零年一月二十日	20 January 2013 to 19 January 2015 (note 4) 二零一三年一月二十日至 二零一五年一月十九日 (附註4)	0.573	
Sub-total 小計		199,540,000	5,000,000	-	(59,400,000)	14,514,000	159,654,000				
Total 總計		235,840,000	60,000,000	-	(59,400,000)	20,644,000	257,084,000				

Notes:

附註:

- In accordance with the HKC Option Scheme, the exercise prices of the share options were adjusted from HK\$1.291 per share, HK\$2.091 per share, HK\$1.505 per share and HK\$0.630 per share to HK\$1.174 per share, HK\$1.901 per share, HK\$1.368 per share and HK\$0.573 per share respectively, and the total number of shares to be issued upon exercise of the outstanding share options was also adjusted correspondingly on 1 June 2010, as a result of the bonus issue of shares by the Company in June 2010. Such adjustment took retroactive effect from 30 April 2010, being the day immediately following the record date.*
- The closing price of the shares immediately before the date on which the options were granted on 1 September 2010 was HK\$0.480.*
- The closing price of the shares immediately before the date on which the options were granted on 20 January 2010 was HK\$0.564 (adjusted).*

- 根據香港建設購股權計劃，由於本公司二零一零年六月曾發行紅股，故購股權行使價已由每股1.291港元、每股2.091港元、每股1.505港元及每股0.630港元分別調整為每股1.174港元、每股1.901港元、每股1.368港元及每股0.573港元，而因尚未行使購股權獲行使而可發行之股份數目亦於二零一零年六月一日作出相應調整。該等調整由二零一零年四月三十日(即緊隨記錄日期下一日)起追溯地生效。
- 緊接於二零一零年九月一日授出購股權前一日，股份之收市價為0.480港元。
- 緊接於二零一零年一月二十日授出購股權前一日，股份之收市價為0.564港元(經調整)。

Share Option Schemes (Continued)

Share Options of the Company (Continued)

Notes: (Continued)

4. *The share options will be vested and exercisable subject to the attainment of the performance target as determined by the Board.*

Using the Binominal Valuation model, the fair value of 30,000,000 share options granted on 20 January 2010 (adjusted to 33,000,000 share options) was HK\$7,495,603 for the year under review. The significant inputs into the model were share price of HK\$0.573 (adjusted) at the grant date, exercise price of HK\$0.573 (adjusted), volatility of ranging from 60% to 69%, dividend yield of 2.759%, an expected option life of 3 years to 5 years and on normal risk-free interest rate ranging from 1.003% to 1.877%. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of weekly share prices over the last 12 months. The vesting period is between 20 January 2011 to 19 January 2015. The value of the share options is subject to a number of assumptions and with regard to the limitation of model. Therefore, the value may be subjective and difficult to determine.

The fair value of 30,000,000 share options granted on 1 September 2010 was HK\$5,658,878 for the year under review. The significant inputs into the model were share price of HK\$0.480 at the grant date, exercise price of HK\$0.488, volatility of ranging from 59% to 64%, dividend yield of 1.570%, an expected option life of 3 years to 5 years and on normal risk-free interest rate ranging from 0.507% to 1.071%. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of weekly share prices over the last 12 months. The vesting period is between 1 September 2011 to 31 August 2015. The value of the share options is subject to a number of assumptions and with regard to the limitation of model. Therefore, the value may be subjective and difficult to determine.

Save as disclosed above, no share option was granted, exercised, cancelled nor lapsed during the year ended 31 December 2010 under the HKC Option Scheme.

購股權計劃(續)

本公司之購股權(續)

附註：(續)

4. 購股權須待達至董事會所定的表現目標後方獲歸屬及行使。

使用二項式估值模型計算，於二零一零年一月二十日授出之30,000,000份購股權(經調整為33,000,000份購股權)於回顧年內之公平值為7,495,603港元。輸入該模型的重大變數為於授出日期之股價0.573港元(經調整)、行使價0.573港元(經調整)、波幅介乎60%至69%、股息率2.759%、預期購股權年期為三至五年，並按無風險年息率介乎1.003%至1.877%計算。以持續複合股份回報率之標準偏差計算之波幅乃根據過往十二個月之每週股價統計分析計算。歸屬期由二零一一年一月二十日至二零一五年一月十九日。購股權之價值受到多項假設及定價模式限制所影響。因此，其價值可能較主觀及難以釐定。

於二零一零年九月一日授出之30,000,000份購股權於回顧年內之公平值為5,658,878港元。輸入該模型的重大變數為於授出日期之股價0.480港元、行使價0.488港元、波幅介乎59%至64%、股息率1.570%、購股權預期年期3年至5年，並按無風險年息率介乎0.507%至1.071%計算。以持續複合股份回報率之標準偏差計算之波幅乃根據過往十二個月之每週股價統計分析計算。歸屬期由二零一一年九月一日至二零一五年八月三十一日。購股權之價值受到多項假設及定價模式限制所影響。因此，其價值可能較主觀及難以釐定。

除上文披露者外，於截至二零一零年十二月三十一日止年度，概無任何購股權根據香港建設購股權計劃獲授出、行使、註銷或已失效。

Report of the Directors (Continued)

董事會報告書(續)

Share Option Schemes (Continued)

Share Options of subsidiary of the Company

Hong Kong Energy (Holdings) Limited (“HKE”), a subsidiary of the Company, adopted a share option scheme (the “HKE Option Scheme”) on 27 May 2008. Particulars of the HKE Option Scheme are set out below:

(a) *Purpose*

The principal purposes are to recruit and retain high caliber Eligible Persons (as defined below) and attract human resources that are valuable to the HKE Group or any entity in which any member of the HKE Group holds an equity interest (“Invested Entity” or “Invested Entities”), to recognise the significant contributions of the Eligible Persons to the growth of the HKE Group or Invested Entities by rewarding them with opportunities to obtain ownership interest in HKE and to further motivate and give incentives to these Eligible Persons to continue to contribute to the long term success and prosperity of the HKE Group or Invested Entities.

(b) *Eligible Persons*

Any employee (whether full time or part time), senior executive or officer, manager, director (including independent non-executive director) or consultant of any members of the HKE Group or any Invested Entity who, in the sole discretion of the board of directors of HKE, have contributed or will contribute to the growth and development of the HKE Group or any Invested Entity.

(c) *Maximum number of shares available for issue*

The total number of shares of HKE available for issue under the HKE Option Scheme is 63,103,475 shares which represent approximately 7.36% of the issued share capital of HKE as at the date of this Annual Report.

(d) *Maximum entitlement of each Eligible Person*

The total number of shares of HKE issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:

- (i) each Eligible Person must not exceed 1% of the shares of HKE in issue;
- (ii) a substantial shareholder or an independent non-executive director of HKE must not exceed 0.1% of the shares of HKE in issue and not exceed HK\$5 million in aggregate value.

購股權計劃(續)

本公司附屬公司之購股權

本公司附屬公司香港新能源(控股)有限公司(「香港新能源」)於二零零八年五月二十七日採納一項購股權計劃(「香港新能源購股權計劃」)。香港新能源購股權計劃之詳情載列如下：

(a) *目的*

主要目的為聘請及留聘優秀之合資格人士(定義見下文)以及吸引對香港新能源集團或旗下任何成員公司持有股本權益之任何實體(「投資實體」)有價值之人力資源、透過提供機會讓合資格人士取得香港新能源之擁有權權益，表揚彼等對香港新能源集團或投資實體之增長所作出重大貢獻，並進一步鼓勵及獎勵該等合資格人士繼續為香港新能源集團或投資實體之長遠成功作出貢獻。

(b) *合資格人士*

香港新能源董事會全權酌情認為任何曾經或將會對香港新能源集團或任何投資實體之增長及發展作出貢獻之香港新能源集團旗下任何成員公司或投資實體之全職或兼職僱員、高級行政人員或主要人員、經理、董事(包括獨立非執行董事)或顧問。

(c) *可供發行股份之最高數目*

根據香港新能源購股權計劃可供發行之香港新能源股份總數為63,103,475股，相當於香港新能源於本年報日期之已發行股本約7.36%。

(d) *各合資格人士之最高限額*

於授出之任何十二個月期間，行使已授出購股權(不論已獲行使或尚未行使)時向以下人士已發行及將予發行之香港新能源股份總數：

- (i) 每名合資格人士，不得超過香港新能源已發行股份1%；
- (ii) 主要股東或香港新能源獨立非執行董事，不得超過香港新能源已發行股份0.1%及總值5,000,000港元。

Share Option Schemes (Continued)

Share Options of subsidiary of the Company (Continued)

- (e) *Period within which the shares must be taken up under an option*
An option must be exercised within 10 years from the date on which it is granted or such shorter period as the board of directors of HKE may specify at the time of grant.
- (f) *Minimum period, if any, for which an option must be held*
At the time of the grant of an option, the board of directors of HKE must specify the minimum period(s), if any, for which an option must be held before it can be exercised.
- (g) *Period open for acceptance of an option and amount payable upon acceptance*
An offer of the grant of an option shall remain open for acceptance for a period of 10 business days from the date of offer and a consideration of HK\$1.0 must be paid upon acceptance.
- (h) *Basis of determining the subscription price of an option*
The exercise price must be at least the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.
- (i) *Remaining life*
The HKE Option Scheme has a life of 10 years and will expire on 27 May 2018 unless otherwise terminated in accordance with the terms of the HKE Option Scheme.

購股權計劃(續)

本公司附屬公司之購股權(續)

- (e) *根據購股權須認購股份之期間*
購股權須於授出日期起計10年或香港新能源董事會可能於授出時指明之較短期間內行使。
- (f) *持有購股權之最短期限(如有)*
於購股權授出時，香港新能源董事會須訂明其可行使前持有購股權之最短期限(如有)。
- (g) *接納購股權之期限以及接納時應付之金額*
提呈授出之購股權可自提呈日期起計十個營業日期間內可供接納，接納時須支付1.0港元代價。
- (h) *釐定購股權認購價之基準*
行使價須最少為以下較高者：(i)股份於授出日期在聯交所每日報價表所列收市價；(ii)股份緊接於授出日期前五個營業日在聯交所每日報價表所列平均收市價；及(iii)股份面值。
- (i) *餘下年期*
根據香港新能源購股權計劃之條款，除非另行終止，否則香港新能源購股權計劃年期為十年，將於二零一八年五月二十七日屆滿。

Report of the Directors (Continued)

董事會報告書(續)

Share Option Schemes (Continued)

Share Options of subsidiary of the Company (Continued)

Movements of share options granted under the HKE Option Scheme during the year are as follows:

購股權計劃(續)

本公司附屬公司之購股權(續)

年內根據香港新能源購股權計劃已授出購股權之變動詳情如下：

Name	Nature of interest	Number of share options 購股權數目					Outstanding at 31 December 2010 於二零一零年十二月三十一日 尚未行使	Date of grant 授出日期	Exercise period (note 3) 行使期 (附註3)	Exercise Price per share (HK\$) (note 1) 每股行使價 (港元) (附註1)
		Outstanding at 1 January 2010 於二零一零年一月一日 尚未行使	Granted (note 2) 已授出 (附註2)	Exercised 已行使	Cancelled/ Lapsed 已註銷/ 已失效	Adjustment made during the year (note 1) 年內作出之調整 (附註1)				
CHANG Li Hsien, Leslie (Director) 張立憲(董事)	Personal 個人	-	1,000,000	-	-	-	1,000,000	1 September 2010 二零一零年九月一日	1 September 2011 to 31 August 2013 二零一一年九月一日至 二零一三年八月三十一日	0.570
		-	1,500,000	-	-	-	1,500,000	1 September 2010 二零一零年九月一日	1 September 2012 to 31 August 2014 二零一二年九月一日至 二零一四年八月三十一日	0.570
		-	2,500,000	-	-	-	2,500,000	1 September 2010 二零一零年九月一日	1 September 2013 to 31 August 2015 二零一三年九月一日至 二零一五年八月三十一日	0.570
YUNG Pak Keung, Bruce (note 4) 容伯強(附註4)	Personal 個人	-	1,000,000	-	-	100,000	1,100,000	20 January 2010 二零一零年一月二十日	20 January 2011 to 19 January 2013 二零一一年一月二十日至 二零一三年一月十九日	0.764
		-	1,500,000	-	-	150,000	1,650,000	20 January 2010 二零一零年一月二十日	20 January 2012 to 19 January 2014 二零一二年一月二十日至 二零一四年一月十九日	0.764
		-	2,500,000	-	-	250,000	2,750,000	20 January 2010 二零一零年一月二十日	20 January 2013 to 19 January 2015 二零一三年一月二十日至 二零一五年一月十九日	0.764
LEUNG Wing Sum, Samuel (note 4) 梁榮森(附註4)	Personal 個人	-	500,000	-	-	50,000	550,000	20 January 2010 二零一零年一月二十日	20 January 2011 to 19 January 2013 二零一一年一月二十日至 二零一三年一月十九日	0.764
		-	750,000	-	-	75,000	825,000	20 January 2010 二零一零年一月二十日	20 January 2012 to 19 January 2014 二零一二年一月二十日至 二零一四年一月十九日	0.764
		-	1,250,000	-	-	125,000	1,375,000	20 January 2010 二零一零年一月二十日	20 January 2013 to 19 January 2015 二零一三年一月二十日至 二零一五年一月十九日	0.764
Total 總計		-	12,500,000	-	-	750,000	13,250,000			

Share Option Schemes (Continued)

Share Options of subsidiary of the Company (Continued)

Notes:

1. In accordance with the HKE Option Scheme, the exercise price of the share option was adjusted from HK\$0.840 per share to HK\$0.764 per share, and the total number of shares to be issued upon exercise of the outstanding share options was also adjusted correspondingly on 1 June 2010 as a result of the bonus issue of shares by HKE in June 2010. Such adjustments took retroactive effect from 30 April 2010, being the day immediately following the record date.
2. The closing price of the shares of HKE immediately before the date on which the share options were granted on 20 January 2010 and 1 September 2010 were HK\$0.727 (adjusted) and HK\$0.530 respectively.
3. The share options will be vested and exercisable subject to the attainment of the performance target as determined by the board of directors of HKE.
4. Mr. YUNG Pak Keung, Bruce and Mr. LEUNG Wing Sum, Samuel are directors of HKE, the listed subsidiary of the Company.

Using the Binominal Valuation model, the fair value of 7,500,000 share options granted on 20 January 2010 (adjusted to 8,250,000 share options) was HK\$2,939,697 for the year under review. The significant inputs into the model were share price of HK\$0.764 (adjusted) at the grant date, exercise price of HK\$0.764 (adjusted), volatility of ranging from 60% to 72%, dividend yield of 0%, an expected option life of 3 years to 5 years and on normal risk-free interest rate ranging from 1.003% to 1.877%. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of weekly share prices over the last 12 months. The vesting period is between 20 January 2011 to 19 January 2015.

The fair value of 5,000,000 share options granted on 1 September 2010 was HK\$1,375,985 for the year under review. The significant inputs into the model were share price of HK\$0.570 at the grant date, exercise price of HK\$0.570, volatility of ranging from 65% to 69%, dividend yield of 0%, an expected option life of 3 years to 5 years and on normal risk-free interest rate ranging from 0.507% to 1.071%. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of weekly share prices over the last 12 months. The vesting period is between 1 September 2011 to 31 August 2015.

The value of the share options is subject to a number of assumptions and with regard to the limitation of model. Therefore, the value may be subjective and difficult to determine.

Save as disclosed above, no share option was granted, exercised, cancelled nor lapsed during the year ended 31 December 2010 under the HKE Option Scheme.

購股權計劃(續)

本公司附屬公司之購股權(續)

附註:

1. 根據香港新能源購股權計劃，由於香港新能源於二零一零年六月曾發行紅股，購股權行使價已由每股0.840港元調整為每股0.764港元，而因應尚未行使購股權獲行使而可發行之股份數目亦於二零一零年六月一日作出相應調整。該等調整由二零一零年四月三十日(即緊隨紀錄日期之下一日)起追溯地生效。
2. 緊接於二零一零年一月二十日及二零一零年九月一日授出購股權前一日，香港新能源股份之收市價分別為0.727港元(經調整)及0.530港元。
3. 購股權須待達至香港新能源董事會所定的表現目標後方獲歸屬及行使。
4. 容伯強先生及梁榮森先生為本公司上市附屬公司香港新能源之董事。

使用二項式估值模型計算，於二零一零年一月二十日授出之7,500,000份購股權(已調整為8,250,000份購股權)於回顧年內之公平值為2,939,697港元。輸入該模型的重大變數為於授出日期之股價0.764港元(經調整)、行使價0.764港元(經調整)、波幅介乎60%至72%、股息率0%、購股權預期年期3年至5年，並按無風險利率介乎1.003%至1.877%計算。以持續複合股份回報率之標準偏差計算之波幅乃根據過往十二個月之每週股價統計分析計算。歸屬期由二零一零年一月二十日至二零一五年一月十九日。

於二零一零年九月一日授出之5,000,000份購股權於回顧年內之公平值為1,375,985港元。輸入該模型的重大變數為於授出日期之股價0.570港元、行使價0.570港元、波幅介乎65%至69%、股息率0%、購股權預期年期3年至5年，並按無風險利率介乎0.507%至1.071%計算。以持續複合股份回報率之標準偏差計算之波幅乃根據過往十二個月之每週股價統計分析計算。歸屬期由二零一零年九月一日至二零一五年八月三十一日。

購股權之價值受到多項假設及定價模式限制所影響。因此，其價值可能較主觀及難以釐定。

除上文披露者外，於截至二零一零年十二月三十一日止年度，概無任何購股權根據香港新能源購股權計劃獲授出、行使、註銷或已失效。

Report of the Directors (Continued)

董事會報告書(續)

Directors' Interests In Securities

At 31 December 2010, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules adopted by the Company were as follows:

(i) Long positions in the shares and underlying shares of the Company:

董事於證券之權益

於二零一零年十二月三十一日，各董事及本公司主要行政人員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部之股份、相關股份及債券中擁有登記於證券及期貨條例第352條規定存置的登記冊之權益及淡倉；或根據本公司採納之上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)規定須知會本公司及聯交所之權益及淡倉如下：

(i) 於本公司股份及相關股份之好倉：

Name of Directors	Nature of interest	Number of shares and underlying shares of the Company 本公司 股份數目及 相關股份數目	Approximate percentage of the existing issued share capital of the Company 佔本公司現有 已發行股本 概約百分比
董事姓名	權益性質		
OEI Kang, Eric 黃剛	Personal 個人	20,897,310 ¹	0.201%
	Corporate 公司	4,529,345,273 ²	43.637%
	Joint 共同	126,242,591 ³	1.216%
	Family 家族	3,630,000 ⁴	0.035%
CHANG Li Hsien, Leslie 張立憲	Personal 個人	30,000,000 ⁵	0.289%
FAN Yan Hok, Philip 范仁鶴	Personal 個人	3,630,000 ⁶	0.035%
CHUNG Cho Yee, Mico 鍾楚義	Personal 個人	3,630,000 ⁷	0.035%
CHENG Yuk Wo 鄭毓和	Personal 個人	3,630,000 ⁸	0.035%
Albert Thomas DA ROSA, Junior 羅凱栢	Personal 個人	3,630,000 ⁹	0.035%

Directors' Interests In Securities (Continued)

(ii) Long positions in the shares and underlying shares of associated corporation of the Company:

Name of associated corporation	Name of Directors	Nature of interest	Number of shares and underlying shares of the associate corporation 相關法團之股份及相關股份數目	Approximate percentage of the existing issued share capital of the associated corporation 佔相聯法團現有已發行股本概約百分比
Hong Kong Energy (Holdings) Limited ("HKE") 香港新能源(控股)有限公司 (「香港新能源」)	OEI Kang, Eric 黃剛	Corporate 公司 Personal 個人 Joint 共同	2,088,349,249 ¹⁰ 1,190,848 ¹¹ 18,001,085 ¹²	243.664% 0.139% 2.100%
HKE 香港新能源	CHANG Li Hsien, Leslie 張立憲	Personal 個人	5,000,000 ¹³	0.583%

Notes:

- The personal interest of Mr. OEI Kang, Eric represents an interest in 17,267,310 underlying shares in respect of warrants issued by the Company and an interest in 3,630,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
- The corporate interest of Mr. OEI Kang, Eric represents an interest in 1,321,841,532 shares of the Company and held by Creator Holdings Limited ("Creator") and an interest in 2,730,623,382 shares of the Company and an interest in 476,880,359 underlying shares in respect of warrants issued by the Company held by Genesis Capital Group Limited ("Genesis"). Both Creator and Genesis are wholly owned by Claudio Holdings Limited ("Claudio"), a company owned as to 50% by Mr. OEI Kang, Eric and as to the remaining 50% by his wife, Mrs. OEI Valonia Lau.
- The joint interest of Mr. OEI Kang, Eric represents an interest in 91,195,648 shares of the Company and an interest in 35,046,943 underlying shares in respect of warrants issued by the Company jointly held with his wife, Mrs. OEI Valonia Lau.
- The family interest of Mr. OEI Kang, Eric represents an interest in 3,630,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.

董事於證券之權益(續)

(ii) 於本公司相聯法團股份及相關股份之好倉：

附註：

- 黃剛先生之個人權益指於本公司所發行認股權證有關之17,267,310股相關股份權益及上文「購股權計劃」一節所詳述本公司所授出購股權有關之3,630,000股相關股份權益。
- 黃剛先生之公司權益指由創達集團有限公司(「創達」)持有之1,321,841,532股本公司股份權益、2,730,623,382股本公司股份權益及由華創集團有限公司(「華創」)持有與本公司所發行認股權證有關之476,880,359股相關股份權益。Claudio Holdings Limited(「Claudio」)全資擁有創達及華創，Claudio之50%權益由黃剛先生擁有，其餘50%權益由彼之妻子劉慧女士持有。
- 黃剛先生之共同權益指於本公司91,195,648股股份之權益，以及與本公司所發行認股權證有關之35,046,943股相關股份權益，所有股份由彼與妻子劉慧女士共同持有。
- 黃剛先生之家族權益指與上文「購股權計劃」一節所詳述本公司所授出購股權有關之3,630,000股相關股份權益。

Report of the Directors (Continued)

董事會報告書(續)

Directors' Interests In Securities (Continued)

(ii) Long positions in the shares and underlying shares of associated corporation of the Company: (Continued)

Notes: (Continued)

5. The personal interest of Mr. CHANG Li Hsien, Leslie represents an interest in 30,000,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
6. The personal interest of Mr. FAN Yan Hok, Philip represents an interest in 3,630,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
7. The personal interest of Mr. CHUNG Cho Yee, Mico represents an interest in 3,630,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
8. The personal interest of Mr. CHENG Yuk Wo represents an interest in 3,630,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
9. The personal interest of Mr. Albert Thomas DA ROSA, Junior represents an interest in 3,630,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
10. Since as at 31 December 2010, the Company was held as to approximately 39.04% by Claudio Holdings Limited ("Claudio") (via its wholly-owned subsidiaries, Creator Holdings Limited ("Creator") and Genesis Capital Group Limited ("Genesis")), a company owned as to 50% by Mr. OEI Kang, Eric and as to the remaining 50% by his wife, Mrs. OEI Valonia Lau. Mr. OEI Kang, Eric is deemed to be interested in the same parcel of shares in which the Company is interested. The corporate interest of Mr. OEI Kang, Eric represents (i) an interest in 507,179,732 shares held by the Company in HKE; (ii) an interest in 70,579,593 shares held by Genesis; (iii) an interest in 43,292,891 underlying shares in respect of warrants held by Genesis; (iv) an interest in a zero coupon convertible note issued by HKE to the Company with a principal amount of RMB73,500,000 carrying rights to convert into 82,126,965 ordinary shares in HKE at a conversion price of HK\$1.0113 per share, subject to adjustment; and (v) 1,385,170,068 convertible preference shares issued by HKE to the Company carrying rights to convert into shares at the initial conversion rate of 1 convertible preference share to 1 share of HKE, subject to adjustment.
11. The personal interest of Mr. OEI Kang, Eric represents an interest in 1,190,848 underlying shares in respect of warrants issued by HKE.

董事於證券之權益(續)

(ii) 於本公司相聯法團股份及相關股份之好倉：(續)

附註：(續)

5. 張立憲先生之個人權益指與上文「購股權計劃」一節所詳述本公司所授出購股權有關之30,000,000股相關股份權益。
6. 范仁鶴先生之個人權益指與上文「購股權計劃」一節所詳述本公司所授出購股權有關之3,630,000股相關股份權益。
7. 鍾楚義先生之個人權益指與上文「購股權計劃」一節所詳述本公司所授出購股權有關之3,630,000股相關股份權益。
8. 鄭毓和先生之個人權益指與上文「購股權計劃」一節所詳述本公司所授出購股權有關之3,630,000股相關股份權益。
9. 羅凱栢先生之個人權益指與上文「購股權計劃」一節所詳述本公司所授出購股權有關之3,630,000股相關股份權益。
10. 由於於二零一零年十二月三十一日，本公司由Claudio Holdings Limited(「Claudio」)持有39.04%(透過其全資附屬公司創達集團有限公司(「創達」)及華創集團有限公司(「華創」))，而Claudio則由黃剛先生持有50%權益，餘下50%權益則由彼之妻子劉慧女士持有，故黃剛先生被視為於同一批本公司擁有權益之股份中擁有權益。黃剛先生之公司權益指(i)本公司於香港新能源所持有507,179,732股股份權益；(ii)華創所持有70,579,593股股份權益；(iii)與華創所持有認股權證有關之43,292,891股相關股份權益；(iv)與香港新能源向本公司發行本金額為人民幣73,500,000元之零息可換股票據有關之權益，可按兌換價每股1.0113港元(可予調整)兌換為82,126,965股香港新能源普通股份；及(v)1,385,170,068股由香港新能源向本公司發行之可換股優先股，可按1股可換股優先股兌換為1股香港新能源股份之初步兌換率(可予調整)兌換為股份。
11. 黃剛先生之個人權益指與香港新能源所發行認股權證有關之1,190,848股相關股份權益。

Directors' Interests In Securities (Continued)

(ii) Long positions in the shares and underlying shares of associated corporation of the Company: (Continued)

Notes: (Continued)

12. The joint interest of Mr. OEI Kang, Eric represents an interest in 3,949,614 shares of HKE and an interest in 14,051,471 underlying shares in respect of warrants issued by HKE jointly held with his wife, Mrs. OEI Valonia Lau.
13. The personal interest of Mr. CHANG Li Hsien, Leslie represents an interest in 5,000,000 underlying shares in respect of warrants issued by HKE.

Save as disclosed above, as at 31 December 2010, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

Directors' Right To Acquire Shares Or Debentures

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement that enabled the Directors of the Company or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' And Controlling Shareholders' Interests In Contracts Of Significance

Saved as disclosed under the headings "Continuing Connected Transactions" in this Report of Directors and "Related Party Transactions" in note 43 to the consolidated financial statements, no contract of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於證券之權益(續)

(ii) 於本公司相聯法團股份及相關股份之好倉：(續)

附註：(續)

12. 黃剛先生之共同權益指彼與妻子劉慧女士共同持有於3,949,614股香港新能源股份之權益，及與香港新能源所發行認股權證有關之14,051,471股相關股份權益。
13. 張立憲先生之個人權益指與香港新能源所發行認股權證有關之5,000,000股相關股份權益。

除上文披露者外，於二零一零年十二月三十一日，概無董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份及債券中擁有登記於證券及期貨條例第352條規定存置的登記冊之任何權益或淡倉；或根據上市規則所載標準守則規定須知會本公司及聯交所之任何權益或淡倉。

董事購買股份或債券之權利

除上文披露者外，於本年內任何時間，本公司或其任何附屬公司概無訂立任何安排致使本公司董事或彼等各自之配偶或18歲以下子女可藉購入本公司或任何其他法人團體之股份或債券而獲益。

董事及控股股東於重大合約之權益

除本董事會報告書之「持續關連交易」一節及綜合財務報表附註43之「關聯方交易」所披露者外，於年終或年內任何時間，本公司或其附屬公司並無訂立任何董事直接或間接擁有重大權益之重大合約。

Report of the Directors (Continued)

董事會報告書(續)

Directors' Interests In Competing Businesses

Mr. OEI Tjie Goan is the chairman and a director of PT. Sinar Mas, a company together with its subsidiaries, associates, including Asia Pulp & Paper Company, Ltd., and its holding companies (if any) (the "Sinar Mas Group") are engaged in, among other things, general trading and, property development and investment. One of the business activities of the Sinar Mas Group is property development and investment in the PRC. Mr. OEI Kang, Eric, a member of the Oei family and a son of Mr. OEI Tjie Goan, does not have any directorship in the Sinar Mas Group.

Mr. OEI Kang, Eric and Mr. CHANG Li Hsien, Leslie are the executive directors of HKE whose principal business activities are alternative energy business.

Mr. LI Xueming is a director of China Everbright Group Limited, China Everbright Holdings Company Limited and China Everbright International Limited, together with their subsidiaries, associates, and holding companies (the "China Everbright Group"). Part of its business activities includes alternative energy business, infrastructure and property investment, development & management.

Mr. FAN Yan Hok, Philip is a non-executive director of China Everbright International Limited and Hysan Development Company Limited. Part of its business activities includes alternative energy business, infrastructure, property investment, development and management and construction and engineering.

Mr. LIU Guolin and Mr. XU Zheng (who resigned as a non-executive Director of the Company on 6 April 2011) are directors and senior management in Shanghai Construction (Group) General Corporation (together with its subsidiaries, associates and holding companies (if any), the "Shanghai Construction Group") which is a former substantial Shareholder (as defined in Part XV of the SFO) as well as a sub-contractor and a joint venture partner for certain construction projects of the Group. One of its business activities is construction business in the PRC.

Having considered that the Company itself has its own management supervising the daily operation and making financial and business decisions, the Company can operate its business independently of, and at arm's length from the businesses of the Sinar Mas Group, China Everbright Group and the Shanghai Construction Group.

Save as disclosed above, none of the Directors was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

董事在競爭業務之權益

黃志源先生為PT. Sinar Mas主席兼董事。PT. Sinar Mas連同其附屬公司、聯營公司(包括亞洲漿紙業有限公司)及其控股公司(如有)(統稱「金光集團」)從事(其中包括)一般貿易以及物業發展與投資業務。金光集團業務之一為於中國從事物業發展及投資。黃剛先生為黃氏家族之成員及黃志源先生之子，並無於金光集團擔任任何董事職務。

黃剛先生及張立憲先生為香港新能源之執行董事，其主要從事之業務為替代能源業務。

李學明先生為中國光大(集團)總公司、中國光大集團有限公司及中國光大國際有限公司(連同其附屬公司、聯營公司及其控股公司統稱「中國光大集團」)董事。其部分業務包括替代能源業務、基建業務及物業投資、發展與管理業務。

范仁鶴先生為中國光大國際有限公司及希慎興業有限公司非執行董事。其部分業務包括替代能源業務、基建業務、物業投資、發展與管理業務及建築與工程業務。

劉國林先生及徐征先生(彼於二零一一年四月六日已辭任本公司非執行董事)均為上海建工(集團)總公司(連同其附屬公司、聯營公司及控股公司(如有)統稱「上海建工集團」)董事兼高級管理層成員。上海建工集團為前主要股東(定義見證券及期貨條例第XV部)兼本集團若干建築項目之分判商及合營夥伴。上海建工集團其中一項業務為於中國從事建築業務。

鑑於本公司擁有本身之管理層負責監督日常業務運作以及作出財務及商業決策，本公司之業務運作能夠獨立於金光集團、中國光大集團及上海建工集團並與該等公司之業務公平運作。

除上文披露者外，董事概無擁有足以或可能對本集團業務直接或間接構成競爭之業務權益。

Substantial Shareholders' Interests In Securities

At 31 December 2010, the following persons (other than a director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Long positions in the shares and underlying shares of the Company

主要股東於證券之權益

於二零一零年十二月三十一日，以下人士(董事或本公司主要行政人員除外)於本公司之股份及相關股份中擁有登記於證券及期貨條例第336條規定存置的登記冊之權益或淡倉：

於本公司股份及相關股份之好倉

Name of Shareholders	Nature of interest	Number of shares and underlying shares of the Company	Approximate percentage of existing issued share capital of the Company
股東姓名／名稱	權益性質	本公司股份數目及相關股份數目	佔本公司現有已發行股本概約百分比
OEI Valonia Lau 劉慧	Personal 個人	3,630,000 ¹	0.035%
	Corporate 公司	4,529,345,273 ²	43.637%
	Joint 共同	126,242,591 ³	1.126%
	Family 家族	20,897,310 ⁴	0.201%
Claudio Holdings Limited	Beneficial owner 實益擁有人	4,529,345,273 ⁵	43.637%
Genesis Capital Group Limited 華創集團有限公司	Beneficial owner 實益擁有人	3,207,503,741 ⁶	30.902%
Creator Holdings Limited 創達集團有限公司	Beneficial owner 實益擁有人	1,321,841,532 ⁷	12.735%
Stephen A. FEINBERG	Corporate 公司	1,883,414,280	18.145%
Cerberus Institutional Associates, L.L.C.	Corporate 公司	1,883,414,280 ⁸	18.145%
Promontoria Europe Investments XII LDC	Corporate 公司	1,883,414,280	18.145%
Promontoria Holding Cooperatie U.A.	Corporate 公司	1,883,414,280	18.145%
Promontoria Holding XXI B.V.	Beneficial owner 實益擁有人	1,883,414,280	18.145%
Penta Investment Advisers Limited	Investment manager 投資經理	1,707,087,230 ⁹	16.446%
Penta Master Fund, Limited	Beneficial owner 實益擁有人	617,623,529	5.950%

Report of the Directors (Continued)

董事會報告書(續)

Substantial Shareholders' Interests In Securities (Continued)

Long positions in the shares and underlying shares of the Company (Continued)

Notes:

1. The personal interest of Mrs. OEI Valonia Lau represents an interest in 3,630,000 underlying shares in respect of options granted by the Company to her.
2. The corporate interest of Mrs. OEI Valonia Lau represents an interest in 2,730,623,382 shares and an interest in 476,880,359 underlying shares in respect of warrants issued by the Company held by Genesis Capital Group Limited ("Genesis"), an interest in 1,321,841,532 shares held by Creator Holdings Limited ("Creator"). Both Creator and Genesis are wholly owned by Claudio Holdings Limited ("Claudio"), a company owned as to 50% by Mr. OEI Kang, Eric and as to the remaining 50% by his wife, Mrs. OEI Valonia Lau.
3. The joint interest of Mrs. OEI Valonia Lau represents an interest in 91,195,648 shares and an interest in 35,046,943 underlying shares in respect of warrants issued by the Company jointly held with Mr. OEI Kang, Eric.
4. The family interest of Mrs. OEI Valonia Lau represents an interest in 17,267,310 underlying shares in respect of warrants issued by the Company and an interest in 3,630,000 underlying shares in respect of options granted by the Company to Mr. OEI Kang, Eric.
5. The beneficial interest of Claudio includes an interest in 2,730,623,382 shares and an interest in 476,880,359 underlying shares in respect of warrants issued by the Company held by Genesis, an interest in 1,321,841,532 shares held by Creator. Mr. OEI Kang, Eric and Mrs. OEI Valonia Lau are the directors of Claudio.
6. The beneficial interest of Genesis represents an interest in 2,730,623,382 shares and an interest in 476,880,359 underlying shares in respect of warrants issued by the Company. Mr. OEI Kang, Eric and Mrs. OEI Valonia Lau are the directors of Genesis.
7. The beneficial interest of Creator represents an interest in 1,321,841,532 shares. Mr. OEI Kang, Eric and Mrs. OEI Valonia Lau are the directors of Creator.
8. The beneficial interest of Cerberus Institutional Associates, L.L.C. includes an interest in 1,726,463,090 shares and an interest in 156,951,190 underlying shares in respect of warrants issued by the Company held by certain funds of Cerberus which are managed by Penta on a discretionary basis.
9. The investment manager interest of Penta Investment Advisers Limited includes an interest in 1,452,163,127 shares and an interest in 254,924,103 underlying shares in respect of warrants issued by the Company held by certain funds of Cerberus which are managed by Penta on a discretionary basis.

主要股東於證券之權益(續)

於本公司股份及相關股份之好倉(續)

附註：

1. 劉慧女士之個人權益指與本公司授予劉慧女士之購股權有關之3,630,000股相關股份。
2. 劉慧女士之公司權益指於2,730,623,382股股份之權益，以及與本公司所發行認股權證有關而由華創集團有限公司(「華創」)持有之476,880,359股相關股份權益，以及由創達集團有限公司(「創達」)持有之1,321,841,532股股份權益。Claudio Holdings Limited(「Claudio」)全資擁有創達及華創，Claudio之50%權益由黃剛先生擁有，其餘50%權益由彼之妻子劉慧女士持有。
3. 劉慧女士之共同權益指與黃剛先生共同持有之91,195,648股股份，以及與本公司所發行認股權證有關之35,046,943股相關股份權益。
4. 劉慧女士之家族權益指本公司向黃剛先生發行之與本公司所發行認股權證有關之17,267,310股相關股份，以及與本公司所授購股權有關之3,630,000股相關股份權益。
5. Claudio之實益權益包括於2,730,623,382股股份之權益及與本公司所發行而由華創持有之認股權證有關之476,880,359股相關股份權益，以及由創達持有之1,321,841,532股股份權益。黃剛先生及劉慧女士為Claudio之董事。
6. 華創之實益權益指於2,730,623,382股股份之權益及與本公司所發行認股權證有關之476,880,359股相關股份權益。黃剛先生及劉慧女士為華創之董事。
7. 創達之實益權益指於1,321,841,532股股份權益。黃剛先生及劉慧女士為創達之董事。
8. Cerberus Institutional Associates, L.L.C.之實益權益包括於1,726,463,090股股份之權益，以及與本公司所發行認股權證有關而由Cerberus若干基金(由Penta全權管理)持有之156,951,190股相關股份之權益。
9. Penta Investment Advisers Limited之投資經理權益包括於1,452,163,127股股份之權益，以及與本公司所發行認股權證有關而由Cerberus若干基金(由Penta全權管理)持有之254,924,103股相關股份之權益。

Substantial Shareholders' Interests In Securities (Continued)

Save as disclosed above, as at 31 December 2010, the Company had not been notified by any person, other than directors and chief executive of the Company, who had interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept under section 336 of Part XV of the SFO.

Continuing Connected Transactions

Details of the continuing connected transactions entered into by the Group during the year are set out below:

- (i) On 12 January 2009, Yangpu Water Supply Company Limited (held as to 65% indirectly by the Company) entered into a supplemental agreement with Jinhai Paper Pulping Industrial Company Limited ("Jinhai") for, among others, extending the term of the water supply agreement dated 13 January 2004 (which was amended and supplemented on 23 November 2005 and 25 April 2006 respectively) for a further period from 1 January 2009 to 31 December 2011. Jinhai is an associate of a connected person of the Company by virtue of being indirectly controlled by the Oei family (the family members of Mr. Oei Tjie Goan, the Chairman of the Company), including Mr. Oei Kang, Eric (an Executive Director of the Company), which is in turn a connected person of the Company. The provision of water supply services contemplated under the water supply agreement and the supplemental agreement constitute a non-exempt continuing connected transaction under the Listing Rules and is subject to the reporting, announcement and independent shareholders' approval requirements under Rule 14A.35 of the Listing Rules. For the year ended 31 December 2010, the Group received an annual revenue of HK\$32.7 million for provision of the water supply services to Jinhai.

主要股東於證券之權益(續)

除上文披露者外，於二零一零年十二月三十一日，本公司並不知悉有任何人士(本公司董事及主要行政人員除外)於本公司之股份及相關股份中擁有登記於證券及期貨條例第XV部第336條規定存置的登記冊之權益或淡倉。

持續關連交易

本集團年內訂立之持續關連交易詳情載列如下：

- (i) 於二零零九年一月十二日，本集團間接持有65%權益之洋浦供水有限責任公司與海南金海漿紙業有限公司(「金海」)訂立補充協議，以(其中包括)延長日期為二零零四年一月十三日之供水協議(分別於二零零五年十一月二十三日及二零零六年四月二十五日作出修訂及補充)，將協議年期延長至二零零九年一月一日至二零一一年十二月三十一日止期間。由於金海由黃氏家族(由本公司主席黃志源先生之家族成員組成，包括本公司執行董事黃剛先生(由此屬本公司關連人士))間接控制，故金海為本公司關連人士之聯繫人士。根據供水協議及補充協議提供供水服務構成上市規則項下之非豁免持續關連交易，須遵守上市規則第14A.35條之申報、公告及獲獨立股東批准之規定。於截至二零一零年十二月三十一日止年度，本集團就向金海提供供水服務已收取年度收益32,700,000港元。

Report of the Directors (Continued)

董事會報告書(續)

Continuing Connected Transactions (Continued)

- (ii) On 2 March 2009, a wholly owned subsidiary of the Company entered into a consultancy services agreement with M Y Wan and Associates Limited (“MYW Limited”) in respect of the provision of certain consultancy services to the Group for a consultancy fee of HK\$7.2 million per annum. As MYW Limited is solely and beneficially owned by Mr. WAN Man Yee, it becomes a connected person of the Company upon Mr. Wan’s appointment as a Director on 4 September 2009. The provision of services by MYW Limited under the consultancy services agreement constitutes continuing connected transaction for the Company under Rule 14A.14 of the Listing Rules, and is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules. For the year ended 31 December 2010, the consultancy fee paid was HK\$7.0 million. Mr. WAN Man Yee resigned as an Executive Director of the company on 20 December 2010. Following the resignation of Mr. WAN Man Yee, the consultancy services agreement with MYW Limited had been ceased on 20 December 2010.

Opinion from the Independent Non-executive Directors on the continuing connected transactions

In accordance with rule 14A.37 of the Listing Rules, the Independent Non-executive Directors of the Company have reviewed and approved the continuing connected transactions described in (i) and (ii) above (“Continuing Connected Transactions”) and confirmed that the Continuing Connected Transactions were carried out in accordance with the following principles:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms no less favourable than terms available to (or from) independent third parties;
- (c) in accordance with the terms of the relevant agreements governing the Continuing Connected Transactions; and
- (d) on a fair and reasonable basis and in the interest of the Company and its shareholders as a whole.

持續關連交易(續)

- (ii) 於二零零九年三月二日，本公司之全資附屬公司與溫文儀測量師行有限公司(「溫文儀測量師行」)訂立顧問服務協議，以按顧問費每年7,200,000港元向本集團提供若干顧問服務。由於溫文儀測量師行由溫文儀先生獨資實益擁有，故其於溫先生於二零零九年九月四日獲委任為董事後成為本公司之關連人士，而溫文儀測量師行根據顧問服務協議提供服務，根據上市規則第14A.14條構成本公司之持續關連交易，故須遵守上市規則第14A章項下申報及公告之規定。截至二零一零年十二月三十一日止年度，已付顧問費7,000,000港元。溫文儀先生於二零一零年十二月二十日辭任本公司執行董事。溫文儀先生辭任後，與溫文儀測量師行之顧問服務協議已於二零一零年十二月二十日終止。

獨立非執行董事對持續關連交易之意見

根據上市規則第14A.37條，本公司獨立非執行董事已審閱及批准載於上文第(i)及(ii)項之持續關連交易(「持續關連交易」)，並確認交易乃按以下原則進行：

- (a) 於本集團一般日常業務中；
- (b) 不遜於獨立第三方向(或獲)本集團提供之一般商業條款；
- (c) 根據規管持續關連交易之相關協議條款；及
- (d) 按公平合理基準且符合本公司及其股東整體利益。

Continuing Connected Transactions (Continued)

Report from the auditor on the continuing connected transactions

The Company's auditor was 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 auditor has issued his unqualified letter containing his findings and conclusions in respect of the abovementioned continuing connected transactions disclosed by the Group in accordance with the Main Board Listing Rule 14A.38. A copy of the auditor's letter has been provided by the Company to The Stock Exchange of Hong Kong Limited.

Financial Assistance And Guarantee To Affiliated Companies

The Group had provided financial assistance to, and guarantee for, affiliated companies in the aggregate amount of HK\$1,914.8 million which represented approximately 9.54% of the Group's total assets value as at 31 December 2010. In accordance with the requirement under Rule 13.22 of the Listing Rules, the pro forma combined balance sheet of those affiliated companies and the Group's attributable interests in those affiliated companies based on their latest financial statements available are presented below:

		Combined balance sheet	The Group's
		合併資產負債表	attributable interests
		HK\$ Million	本集團應佔權益
		百萬港元	HK\$ Million
		百萬港元	百萬港元
Non-current assets	非流動資產	16,213.0	4,381.8
Current assets	流動資產	2,962.3	1,052.2
Current liabilities	流動負債	(5,692.2)	(1,593.2)
Non-current liabilities	非流動負債	(3,202.0)	(1,391.2)
		10,281.1	2,449.6

Management Contract

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

持續關連交易(續)

有關持續關連交易之核數師報告

本公司核數師已獲聘根據香港會計師公會頒佈的香港核證工作準則第3000號「審核或審閱歷史財務資料以外的核證工作」及參照應用指引第740號「關於香港上市規則所述持續關連交易的核數師函件」報告本集團的持續關連交易。核數師已根據主板上市規則第14A.38條發出無保留意見函件，函件載有核數師對有關本集團上述所披露的持續關連交易的結果及結論。本公司已向香港聯合交易所有限公司提交核數師函件副本。

向聯屬公司提供財務援助及擔保

本集團已向聯屬公司提供總金額為1,914,800,000港元之財務援助及擔保，佔本集團於二零一零年十二月三十一日之資產總值約9.54%。根據上市規則第13.22條之規定，按該等聯屬公司及本集團之最近期財務報表所呈列，該等聯屬公司之備考合併資產負債表及本集團於該等聯屬公司之應佔權益如下：

		Combined balance sheet	The Group's
		合併資產負債表	attributable interests
		HK\$ Million	本集團應佔權益
		百萬港元	HK\$ Million
		百萬港元	百萬港元
Non-current assets	非流動資產	16,213.0	4,381.8
Current assets	流動資產	2,962.3	1,052.2
Current liabilities	流動負債	(5,692.2)	(1,593.2)
Non-current liabilities	非流動負債	(3,202.0)	(1,391.2)
		10,281.1	2,449.6

管理合約

本公司於年內並無訂立或擁有任何有關本公司全部或任何重大部分業務之管理及行政合約。

Report of the Directors (Continued)

董事會報告書(續)

Major Customers And Suppliers

The percentages of the Group's purchases and sales for the year attributable to its major suppliers and customers are as follows:

Purchases

The largest supplier
Five largest suppliers in aggregate

Sales

The largest customer
Five largest customers in aggregate

Jinhai Paper Pulping Industrial Company Limited ("Jinhai") is one of the five largest customers of the Group. Jinhai is an associate of a connected person of the Company by virtue of being indirectly controlled by the Oei family (the family members of Mr. Oei Tjie Goan, the Chairman of the Company), including Mr. Oei Kang, Eric (an Executive Director of the Company), which is in turn a connected person of the Company.

Saved as disclosed above, none of the Directors, any of their associates, or shareholders of the Company (which to the knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest suppliers or customers noted above.

Purchase, Sale Or Redemption Of The Company's Listed Securities

During the year ended 31 December 2010, the Company repurchased its ordinary shares on the Stock Exchange as follows:

Date of repurchase 購回日期	Total number of ordinary shares repurchased 已購回普通股總數	Price paid per ordinary share 每股普通股之已付價格		Aggregate consideration paid 已付總代價 HK\$ 港元
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
12 January 2010 二零一零年一月十二日	2,000,000	0.63	0.63	1,260,000.00

The repurchased shares were cancelled during the year and the issued share capital of the Company was reduced by the nominal value thereof.

主要客戶及供應商

主要供應商及客戶於年內佔本集團購貨額及銷售額之百分比如下：

購貨額

最大供應商 5.5%
五大供應商合計 11.9%

銷售額

最大客戶 13.0%
五大客戶合計 45.5%

海南金海漿紙業有限公司(「金海」)為本集團五大客戶其中之一。由於金海由黃氏家族(由本公司主席黃志源先生之家族成員組成，包括本公司執行董事黃剛先生(由此屬本公司關連人士))間接控制，故金海為本公司關連人士之聯繫人士。

除上文披露者外，董事、彼等任何聯繫人士或本公司股東(據董事所知擁有本公司已發行股本超過5%者)概無於上述本集團五大供應商或客戶中擁有任何權益。

購買、出售或贖回本公司上市證券

於截至二零一零年十二月三十一日止年度，本公司曾於聯交所購回之普通股如下：

購回股份已於年內註銷，而本公司已發行股本亦因而按該等股份之面值減少。

Purchase, Sale Or Redemption Of The Company's Listed Securities (Continued)

Save as disclosed above, neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

Corporate Governance

The Company's corporate governance practices are set out in the Corporate Governance Report on pages 15 to 24.

Model Code For Securities Transactions By Directors

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Specified employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with guidelines on no less exacting terms than the Model Code. A Code for Securities Dealings by Employees has also been adopted in this regard.

Retirement Benefits Schemes

Information on the Group's retirement benefits schemes is set out in note 11a to the consolidated financial statements.

Sufficiency Of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of more than 25% of the Company's issued shares as required under the Listing Rules.

Review Of The Audited Financial Statements By Audit Committee

The audit committee of the Company comprises four independent non-executive directors with written terms of reference in accordance with the requirements of the Listing Rules, and reports to the Board. The audit committee has reviewed the audited consolidated financial statements for the year ended 31 December 2010.

購買、出售或贖回本公司上市證券(續)

除上文披露者外，本公司或其任何附屬公司概無於年內購買、出售或贖回本公司任何上市證券。

企業管治

本公司之企業管治常規載於企業管治報告第15至24頁。

董事進行證券交易之標準守則

本公司已採納標準守則作為其本身董事進行證券交易之操守守則。可能擁有本集團尚未公佈股價敏感資料之特定僱員，亦須遵守不遜於標準守則條款之指引。本公司亦已就此採納僱員買賣證券守則。

退休福利計劃

本集團之退休福利計劃資料載於綜合財務報表附註11a。

足夠公眾持股量

根據本公司所獲公開資料及就董事所知，於本報告日期，本公司維持足夠公眾持股量，即根據上市規則所規定本公司已發行股份25%以上由公眾人士持有。

審核委員會審閱經審核財務報表

本公司審核委員會包括四名獨立非執行董事，已根據上市規則規定制訂書面職權範圍，並須向董事會匯報。審核委員會已審閱本集團截至二零一零年十二月三十一日止年度之經審核綜合財務報表。

Report of the Directors (Continued)

董事會報告書(續)

Auditors

The consolidated financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for reappointment. A resolution for the reappointment of PricewaterhouseCoopers as auditors of the Company is to be proposed at the AGM.

Update On Directors' Information

Pursuant to Rule 13.51B(1) of the Listing Rules, change in the information of the director of the Company since the date of the 2010 Interim Report is set out below:

Mr. CHANG Li Hsien, Leslie (Executive Director and Chief Executive Officer)

Mr. CHANG was appointed as an independent non-executive director of Pou Sheng International (Holdings) Limited, a company listed on the Main Board of the Stock Exchange on 7 March 2011.

Mr. CHENG Yuk Wo (Independent Non-executive Director)

Mr. CHENG was appointed as an independent non-executive director of Top Spring International Holdings Limited, a company listed on the Main Board of the Stock Exchange on 23 March 2011.

Mr. LI Xueming (Deputy Chairman and Non-executive Director)

Mr. LI will retire as Deputy Chairman and non-executive director of the Company with effect from 1 June 2011.

Mr. LIU Guolin (Non-executive Director)

Mr. LIU will retire as non-executive director of the Company with effect from 1 June 2011.

By Order of the Board

CHANG Li Hsien, Leslie

Executive Director and Chief Executive Officer

Hong Kong, 30 March 2011

核數師

綜合財務報表已由告退並符合資格續聘連任之羅兵咸永道會計師事務所審核。有關續聘羅兵咸永道會計師事務所為本公司核數師之決議案將於股東週年大會提呈。

董事資料更新

根據上市規則第13.51B(1)條，本公司董事資料自本公司二零一零年度中期業績報告日期以來的變動載列如下：

張立憲先生(執行董事兼行政總裁)

張先生於二零一一年三月七日獲委任為寶勝國際(控股)有限公司之獨立非執行董事，該公司為聯交所主板上市公司。

鄭毓和先生(獨立非執行董事)

鄭先生獲委任為萊蒙國際集團有限公司之獨立非執行董事，該公司於二零一一年三月二十三日聯交所主板上市。

李學明先生(副主席兼非執行董事)

李先生將會退任本公司副主席兼非執行董事，於二零一一年六月一日起生效。

劉國林先生(非執行董事)

劉先生將會退任本公司非執行董事，於二零一一年六月一日起生效。

承董事會命

張立憲

執行董事兼行政總裁

香港，二零一一年三月三十日

Independent Auditor's Report

獨立核數師報告



羅兵咸永道

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HKC (HOLDINGS) LIMITED *(incorporated in Bermuda with limited liability)*

獨立核數師報告
致香港建設(控股)有限公司股東
(於百慕達註冊成立的有限公司)

We have audited the consolidated financial statements of HKC (Holdings) Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 63 to 179, which comprise the consolidated and company balance sheets as at 31 December 2010, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

本核數師(以下簡稱「我們」)已審計列載於第63至179頁香港建設(控股)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一零年十二月三十一日的綜合和公司資產負債表與截至該日止年度的綜合損益表、綜合全面損益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

Directors' responsibility for the consolidated financial statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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Independent Auditor's Report (Continued)

獨立核數師報告(續)

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

Opinion

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

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 30 March 2011

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見，並按照百慕達《一九八一年公司法》第90條僅向整體股東報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

審計涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一零年十二月三十一日的事務狀況及 貴集團截至該日止年度的虧損及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零一一年三月三十日

Consolidated Income Statement

綜合損益表

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

		Note 附註	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Revenue	收益	5	499.1	378.0
Cost of sales	銷售成本		(347.3)	(238.3)
Gross profit	毛利		151.8	139.7
Other income	其他收入	6	54.7	143.8
Fair value adjustments on investment properties	投資物業公平值調整	16	(98.9)	1,085.4
(Provision for)/reversal of impairment losses on assets	資產減值虧損(撥備)/回撥	7	(38.0)	403.0
Selling and distribution costs	銷售及分銷成本		(9.7)	(4.9)
Administrative expenses	行政費用		(258.3)	(281.3)
Other and general expenses	其他及一般費用		(83.9)	(132.2)
Operating (loss)/profit	經營(虧損)/溢利	8	(282.3)	1,353.5
Finance income	財務收入	9	18.9	11.1
Finance costs	融資成本	9	(225.6)	(183.5)
Finance costs – net	融資成本淨額	9	(206.7)	(172.4)
Share of profits less losses of associated companies	應佔聯營公司溢利減虧損	22	89.9	44.2
Share of profits less losses of jointly controlled entities	應佔合營公司溢利減虧損	23	(14.9)	810.9
(Loss)/profit before income tax	所得稅前(虧損)/溢利		(414.0)	2,036.2
Income tax credit/(expense)	所得稅抵免/(支出)	12	17.8	(334.0)
(Loss)/profit for the year	本年度(虧損)/溢利		(396.2)	1,702.2
Attributable to:	以下應佔：			
Equity holders of the Company	本公司股東權益持有人	13	(293.8)	1,456.7
Non-controlling interests	非控股權益		(102.4)	245.5
			(396.2)	1,702.2
(Loss)/earnings per share for (loss)/profit attributable to equity holders of the Company, expressed in HK cents per share	本公司股東權益持有人應佔(虧損)/溢利之每股(虧損)/盈利，以每股港仙列示	14		
Basic	基本		(2.8)	14.5
Diluted	攤薄		(2.9)	14.2
Dividend	股息	15	–	–

Consolidated Statement of Comprehensive Income

綜合全面損益表

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

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
(Loss)/profit for the year	本年度(虧損)/溢利	(396.2)	1,702.2
Other comprehensive income	其他全面收入		
Fair value gains on available-for-sale financial assets	可供出售金融資產公平值收益	3.2	3.7
Currency translation differences	匯兌換算差額	519.1	(7.7)
Other comprehensive income/(loss) for the year, net of tax	本年度其他全面收入/(虧損), 扣除稅項	522.3	(4.0)
Total comprehensive income for the year	本年度全面收入總額	126.1	1,698.2
Total comprehensive income/(loss) attributable to:	以下應佔全面收入/(虧損)總額:		
Equity holders of the Company	本公司股東權益持有人	178.8	1,452.4
Non-controlling interests	非控股權益	(52.7)	245.8
		126.1	1,698.2

Consolidated Balance Sheet

綜合資產負債表

As at 31 December 2010
於二零一零年十二月三十一日

			31 December 2010 二零一零年 十二月三十一日 HK\$ Million 百萬港元	As restated 經重列 31 December 2009 二零零九年 十二月三十一日 HK\$ Million 百萬港元	As restated 經重列 1 January 2009 二零零九年 一月一日 HK\$ Million 百萬港元
ASSETS	資產				
Non-current assets	非流動資產				
Investment properties	投資物業	16	6,187.0	6,944.3	2,827.4
Prepaid land lease payments	預付土地租賃款	17	3,283.6	3,324.5	5,889.0
Property, plant and equipment	物業、機器及設備				
– Other property, plant and equipment	– 其他物業、機器及設備	18	912.9	940.1	1,017.8
– Construction in progress	– 在建工程	18	496.3	482.3	160.3
Intangible assets	無形資產	19	1,163.6	1,191.6	1,217.2
Properties under development	發展中物業	20	456.3	271.0	624.3
Interests in associated companies	於聯營公司之權益	22	1,583.6	1,520.9	1,233.1
Interests in jointly controlled entities	於合營公司之權益	23	1,916.5	1,854.8	1,024.0
Derivative financial instrument	衍生金融工具	24	5.0	5.0	5.0
Available-for-sale financial assets	可供出售金融資產	25	31.3	27.2	23.8
Total non-current assets	非流動資產總額		16,036.1	16,561.7	14,021.9
Current assets	流動資產				
Inventories	存貨	27	12.7	12.9	43.2
Properties held for sale	作銷售用途之物業	28	370.8	491.4	9.1
Financial assets at fair value through profit or loss	按公平值在損益表列賬之 金融資產	29	13.6	75.2	391.4
Trade and other receivables	應收賬款及其他應收款	30	385.1	382.4	443.8
Restricted cash	受限制現金	32	320.6	309.0	674.9
Cash and cash equivalents	現金及現金等價物	33	1,903.3	2,210.0	1,836.9
			3,006.1	3,480.9	3,399.3
Assets of disposal group classified as held for sale	持有待售的處置組 的資產	46	1,022.8	–	–
Total current assets	流動資產總額		4,028.9	3,480.9	3,399.3
Total assets	資產總額		20,065.0	20,042.6	17,421.2

Consolidated Balance Sheet (Continued)

綜合資產負債表(續)

As at 31 December 2010

於二零一零年十二月三十一日

		Note	31 December 2010 二零一零年 十二月三十一日 HK\$ Million 百萬港元	As restated 經重列 31 December 2009 二零零九年 十二月三十一日 HK\$ Million 百萬港元	As restated 經重列 1 January 2009 二零零九年 一月一日 HK\$ Million 百萬港元
		附註			
EQUITY	權益				
Capital and reserves attributable to equity holders of the Company	本公司股東權益持有人應佔資本及儲備				
Share capital	股本	34	103.8	93.9	82.5
Reserves	儲備	35	12,398.5	12,335.6	10,756.4
Equity attributable to equity holders of the Company	本公司股東權益持有人應佔權益		12,502.3	12,429.5	10,838.9
Non-controlling interests	非控股權益		1,142.6	974.4	742.9
Total equity	權益總額		13,644.9	13,403.9	11,581.8
LIABILITIES	負債				
Non-current liabilities	非流動負債				
Borrowings	借款	36	2,942.6	3,330.1	3,197.1
Other non-current payables	其他非流動應付款		323.9	325.7	299.3
Deferred income tax liabilities	遞延所得稅負債	38	1,117.8	1,110.2	776.9
Total non-current liabilities	非流動負債總額		4,384.3	4,766.0	4,273.3
Current liabilities	流動負債				
Trade and other payables	應付賬款及其他應付款	37	902.0	1,033.7	1,154.6
Borrowings	借款	36	739.8	466.2	399.0
Derivative liability	衍生工具負債	39	75.5	-	-
Amount due to a shareholder	應付一名股東款項	40	-	362.1	-
Current income tax liabilities	即期所得稅負債		32.9	10.7	12.5
			1,750.2	1,872.7	1,566.1
Liabilities of disposal group classified as held for sale	持有待售的處置組的負債	46	285.6	-	-
Total current liabilities	流動負債總額		2,035.8	1,872.7	1,566.1
Total liabilities	負債總額		6,420.1	6,638.7	5,839.4
Total equity and liabilities	權益及負債總額		20,065.0	20,042.6	17,421.2
Net current assets	流動資產淨值		1,993.1	1,608.2	1,833.2
Total assets less current liabilities	資產總額減流動負債		18,029.2	18,169.9	15,855.1

OEI Kang, Eric
CHANG Li Hsien, Leslie
Directors

黃剛
張立憲
董事

Balance Sheet

資產負債表

As at 31 December 2010
於二零一零年十二月三十一日

		Note	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
		附註		
ASSETS	資產			
Non-current asset	非流動資產			
Investments in subsidiaries	於附屬公司之投資	21	168.0	164.1
Current assets	流動資產			
Amounts due from subsidiaries	應收附屬公司款項	21	10,162.1	10,576.4
Financial assets at fair value through profit or loss	按公平值在損益表列賬之金融資產	29	0.3	62.5
Other receivables	其他應收款	30	1.7	0.5
Cash and cash equivalents	現金及現金等價物	33	4.9	8.5
Total current assets	流動資產總額		10,169.0	10,647.9
Total assets	資產總額		10,337.0	10,812.0
EQUITY	權益			
Capital and reserves attributable to equity holders of the Company	本公司股東權益持有人應佔資本及儲備			
Share capital	股本	34	103.8	93.9
Reserves	儲備	35	10,222.9	10,293.5
Total equity	權益總額		10,326.7	10,387.4
Current liabilities	流動負債			
Other payables	其他應付款	37	10.3	62.5
Amount due to a shareholder	應付一名股東款項	40	-	362.1
Total liabilities	負債總額		10.3	424.6
Total equity and liabilities	權益及負債總額		10,337.0	10,812.0

OEI Kang, Eric
CHANG Li Hsien, Leslie
Directors

黃剛
張立憲
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Note	Attributable to equity holders of the Company 本公司股東權益持有人應佔 HK\$ Million 百萬港元	Non-controlling interests 非控股權益 HK\$ Million 百萬港元	Total equity 權益總額 HK\$ Million 百萬港元
Balance at 1 January 2009	於二零零九年一月一日結餘		10,838.9	742.9	11,581.8
Comprehensive income	全面收入				
Profit for the year	本年度溢利		1,456.7	245.5	1,702.2
Other comprehensive income	其他全面收入				
Fair value gains on available-for-sale financial assets	可供出售金融資產公平值收益	35	3.7	–	3.7
Currency translation differences	匯兌換算差額	35	(8.0)	0.3	(7.7)
Total comprehensive income for the year	本年度全面收入總額		1,452.4	245.8	1,698.2
Transactions with owners	與擁有人之交易				
Employee share option benefits	僱員購股權福利	35	28.1	–	28.1
Exercise of bonus warrants	行使紅利認股權證	34,35	117.1	–	117.1
Repurchase of shares	購回股份	34,35	(3.2)	–	(3.2)
Release of reserves	解除儲備				
– upon disposal and liquidation of subsidiaries	– 出售及清盤附屬公司時	35	(3.9)	(12.7)	(16.6)
– upon disposal of available-for-sale financial assets	– 出售可供出售金融資產時	35	0.1	–	0.1
Increase in non-controlling interests upon exercise of bonus warrants issued by the listed subsidiary of the Company	本公司之上市附屬公司所發行紅利認股權證獲行使導致非控股權益增加		–	5.3	5.3
Gain on deemed disposal of equity interest in an associated company	視作出售一間聯營公司股本權益之收益		–	(5.7)	(5.7)
Dividends paid to non-controlling shareholders	已付非控股股東股息		–	(3.4)	(3.4)
Decrease in amounts due from non-controlling shareholders	應收非控股股東款項減少		–	2.2	2.2
Total transactions with owners	與擁有人之交易總額		138.2	(14.3)	123.9
Balance at 31 December 2009	於二零零九年十二月三十一日結餘		12,429.5	974.4	13,403.9
Balance at 1 January 2010	於二零一零年一月一日結餘		12,429.5	974.4	13,403.9
Comprehensive income	全面收入				
Loss for the year	本年度虧損		(293.8)	(102.4)	(396.2)
Other comprehensive income	其他全面收入				
Fair value gains on available-for-sale financial assets	可供出售金融資產公平值收益	35	3.2	–	3.2
Currency translation differences	匯兌換算差額	35	469.4	49.7	519.1
Total comprehensive income for the year	本年度全面收入總額		178.8	(52.7)	126.1

Consolidated Statement of Changes in Equity

綜合權益變動表

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

			Attributable to equity holders of the Company 本公司 股東權益持 有人應佔	Non- controlling interests 非控股權益	Total equity 權益總額
	Note 附註	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	
Transactions with owners	與擁有人之交易				
Employee share option benefits	僱員購股權福利	35	(6.4)	1.6	(4.8)
Exercise of bonus warrants	行使紅利認股權證	34,35	15.3	–	15.3
Repurchase of shares	購回股份	34,35	(1.3)	–	(1.3)
Release of reserve upon liquidation of an associated company	於一間聯營公司清盤時解除儲備		(0.1)	–	(0.1)
Changes in ownership interests in subsidiaries that do not result in a loss of control arising from the following factors	因下列原因導致附屬公司之擁有權益變動但未導致失去控制權				
– issue of preference shares by a subsidiary of the Group to non-controlling shareholders	– 本集團一間附屬公司向非控股股東發行優先股		–	103.6	103.6
– exercise of a listed subsidiary's bonus warrants, distributed by the Group	– 行使本集團分派之一間上市附屬公司之紅利認股權證		(1.4)	3.7	2.3
– distribution of certain shares of a subsidiary held by the Group	– 分派本集團所持有之一間附屬公司之若干股份		(39.3)	39.3	–
– disposal of alternative energy business to a non-wholly owned subsidiary of the Group	– 出售替代能源業務予本集團一間非全資附屬公司	35	8.1	(8.1)	–
Proposed distribution of proceeds from sale of equity interest of a subsidiary to a non-controlling shareholder	擬向一名非控股股東分配因出售一間附屬公司股本權益所得款項	35	(80.9)	80.9	–
Dividends paid to non-controlling shareholders	已付非控股股東股息		–	(2.4)	(2.4)
Decrease in amounts due from a non-controlling shareholder	應收一名非控股股東款項減少		–	2.3	2.3
Total transactions with owners	與擁有人之交易總額		(106.0)	220.9	114.9
Balance at 31 December 2010	於二零一零年十二月三十一日結餘		12,502.3	1,142.6	13,644.9

Consolidated Cash Flow Statement

綜合現金流量表

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

	Note 附註	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Cash flows used in operating activities			
Cash used in operations	44(a)	(98.0)	(121.0)
Income tax paid, net		(2.5)	(3.1)
Net cash used in operating activities		(100.5)	(124.1)
Cash flows from investing activities			
Interest received		18.9	11.1
Dividend received		76.3	–
Construction costs paid for investment properties under development		(9.9)	(14.0)
Purchase of property, plant and equipment		(1.5)	(184.4)
Purchase of intangible assets		–	(8.6)
Proceeds from the disposal of			
– Prepaid land lease payments		33.7	–
– Property, plant and equipment		1.1	4.0
– Financial assets at fair value through profit and loss		58.7	68.0
– Available-for-sale financial assets		–	0.4
– Subsidiaries	44(c)	–	30.3
Payments for the acquisition of interests/ additional interests in associated companies		–	(243.8)
Decrease in net advances to associated companies		–	1.1
Increase in net advances to jointly controlled entities		(1.7)	(17.9)
Net cash generated from/(used in) investing activities		175.6	(353.8)
Cash flows from financing activities			
Proceeds from exercise of share warrants		17.3	119.8
Payment for repurchase of ordinary shares		(1.3)	(3.2)
Repayment of bank borrowings and other loans		(542.5)	(446.8)
(Increase)/decrease in restricted cash		(11.6)	365.9
Increase in bank borrowings and other loans		511.2	641.1
(Decrease)/increase in amount due to a shareholder		(362.1)	362.1
Contribution from a non-controlling shareholder in a subsidiary		195.0	–
Dividends paid to non-controlling shareholders		(2.4)	(3.4)
Interest paid		(249.7)	(183.5)
Net cash (used in)/ generated from financing activities		(446.1)	852.0
Net (decrease)/increase in cash and cash equivalents		(371.0)	374.1
Cash and cash equivalents at 1 January		2,210.0	1,836.9
Effect of foreign exchange rate changes		75.6	(1.0)
		1,914.6	2,210.0
Cash and cash equivalents at 31 December		1,903.3	2,210.0
Cash and cash equivalents of disposal group classified as held for sale		11.3	–
		1,914.6	2,210.0

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 General information

HKC (Holdings) Limited (the “Company” or “HKC”) is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company and its subsidiaries (collectively the “Group”) are principally engaged in the business of property development and investment, alternative energy investment and operation, infrastructure and construction. The investments of the Group are mainly located in the Mainland China.

The shares of the Company are listed on the Main board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”).

These consolidated financial statements are presented in million of units of Hong Kong dollars (HK\$ Million), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 30 March 2011.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of HKC (Holdings) Limited have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”). They have been prepared under the historical cost convention, as modified by the revaluation of investment properties, available-for-sale financial assets, and financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

1 一般資料

香港建設(控股)有限公司(「本公司」或「香港建設」)為於百慕達註冊成立之有限責任公司。註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司及其附屬公司(合稱「本集團」)主要從事物業發展與投資、替代能源投資及營運、基建及承建工程業務。本集團之投資主要位於中國內地。

本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

除另有列明外，本綜合財務報表以百萬港元(「百萬港元」)為單位列示。董事會已於二零一一年三月三十日批准刊發本綜合財務報表。

2 主要會計政策概要

編製本綜合財務報表採納之主要會計政策載列如下。除另有說明外，該等政策已於所有呈報年度內貫徹應用。

2.1 編製基準

香港建設(控股)有限公司之綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)編製。該等綜合財務報表按歷史成本慣例編製，惟已就投資物業、可供出售金融資產、按公平值在損益表列賬之金融資產及金融負債(包括衍生金融工具)之重估作出修訂。

編製符合香港財務報告準則之財務報表時，須採用若干重大會計估計。管理層亦須在應用本集團會計政策的過程中作出判斷。涉及較多判斷或較複雜的範疇，或假設及估計對綜合財務報表有重大影響的範疇於附註4披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

Changes in accounting policy and disclosures

(a) New and amended standards adopted by the Group

For the financial year beginning on 1 January 2010, the Group has adopted the following amendments to standards and interpretation of HKFRS, which are relevant to its operations.

HKAS 7 (amendment)	Statement of cash flows
HKAS 17 (amendment)	Leases
HKAS 27 (revised)	Consolidated and separate financial statements
HKFRS 3 (revised)	Business combinations
HKFRS 8 (amendment)	Operating segments
HK(IFRIC) – Int 17	Distributions of non-cash assets to owners
HK Interpretation 5	Presentation of financial statements – classification by the borrower of a term loan that contains a repayment on demand clause

The Group has assessed the impact for the adoption of these amendments to standards and interpretation and considered that there was no significant effect on the Group's consolidated financial statements except for the amendments as set out below.

- HKAS 17 (amendment), 'Leases', deletes specific guidance regarding classification of leases of land, so as to eliminate inconsistency with the general guidance on lease classification. As a result, leases of land should be classified as either finance or operating lease using the general principles of HKAS 17, i.e. whether the lease transfers substantially all the risks and rewards incidental to ownership of an asset to the lessee. Prior to the amendment, land interest which title is not expected to pass to the Group by the end of the lease term was classified as operating lease under "Prepaid land lease payments", and amortised over the lease term.

2 主要會計政策概要(續)

2.1 編製基準(續)

會計政策及披露之變動

(a) 本集團採納之新訂及經修訂準則

自二零一零年一月一日開始之財政年度，本集團已採納下列與其經營業務有關之香港財務報告準則準則的修訂本及詮釋。

香港會計準則第7號 (修訂本)	現金流量表
香港會計準則第17號 (修訂本)	租賃
香港會計準則第27號 (經修訂)	綜合及獨立財務報表
香港財務報告準則第3號 (經修訂)	業務合併
香港財務報告準則第8號 (修訂本)	經營分部
香港(國際財務報告 詮釋委員會)– 詮釋第17號	向擁有人分派 非現金資產
香港詮釋第5號	財務報表的呈報 – 借款人根據含有隨 時通知償還條款之 定期貸款的分類

本集團已評估採納此等準則修訂本及詮釋之影響，並認為此等採納未有對本集團綜合財務報表造成重大影響，惟下文所載之修訂本除外。

- 香港會計準則第17號(修訂本)「租賃」刪除有關土地租賃分類之具體指引，從而消除與租賃分類一般指引有所抵觸之規定。因此，土地租賃必須根據香港會計準則第17號的一般原則，分類為財務或經營租賃，即視乎租賃是否將資產所有權之絕大部分風險和回報轉移至承租人而定。於修訂之前，預期於租賃期結束時業權不會轉移至本集團之土地權益被分類為「預付土地租賃款」項下之經營租賃，並在租賃期內攤銷。

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

Changes in accounting policy and disclosures

(Continued)

(a) New and amended standards adopted by the Group (Continued)

HKAS 17 (amendment) has been applied retrospectively for annual periods beginning 1 January 2010 in accordance with the effective date and transitional provisions of the amendment. The Group has reassessed the classification of unexpired leasehold land as at 1 January 2010 on the basis of information existing at the inception of those leases, and recognised the leasehold land in Hong Kong as finance lease retrospectively. As a result of the reassessment, the Group has reclassified certain leasehold land from operating lease to finance lease.

The Hong Kong land interest of the Group that is held for own use is accounted for as property, plant and equipment and is depreciated from the land interest available for its intended use over the shorter of the useful life of the asset and the lease term.

The effect of the adoption of this amendment is as below:

	31 December 2010 二零一零年 十二月三十一日 HK\$ Million 百萬港元	31 December 2009 二零零九年 十二月三十一日 HK\$ Million 百萬港元	1 January 2009 二零零九年 一月一日 HK\$ Million 百萬港元
Decrease in prepaid land lease payments	(76.9)	(78.8)	(80.7)
Increase in property, plant and equipment	76.9	78.8	80.7

2 主要會計政策概要(續)

2.1 編製基準(續)

會計政策及披露之變動(續)

(a) 本集團採納之新訂及經修訂準則(續)

香港會計準則第17號(修訂本)已根據修訂本之生效日期及過渡條文，自二零一零年一月一日開始之年度期間追溯應用。本集團已重新評估於二零一零年一月一日租約尚未屆滿租賃土地之分類(按照租約開始時已經存在之資料進行評估)，並已追溯確認於香港之租賃土地為融資租賃。該重新評估致使本集團把若干租賃土地從經營租賃重新分類至融資租賃。

本集團作自身用途之香港土地權益已入賬列作物業、機器及設備並已按資產之較短可使用年期及租賃期限自可用作擬定用途之土地權益中折舊。

採納該等修訂本之影響如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

Changes in accounting policy and disclosures

(Continued)

(a) New and amended standards adopted by the Group (Continued)

- HKAS 27 (revised) requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. The standard also specifies the accounting when control is lost. Any remaining interest in the entity is re-measured to fair value, and a gain or loss is recognised in profit or loss.
- The Group has applied Hong Kong Interpretation 5 “Presentation of financial statements – classification by the borrower of a term loan that contains a repayment on demand clause” effective on 29 November 2010. The adoption of this interpretation has no significant effect on the financial position of the Group as at 31 December 2009. Accordingly no retrospective adjustment has been made.

As at 31 December 2010, HK\$192.5 million has been classified as current liabilities under Hong Kong Interpretation 5.

Other new standards, amendments to standards and interpretations, which are mandatory for the first time for the financial year beginning 1 January 2010, are not relevant for the Group or do not have material impact on the Group in the year ended 31 December 2010.

2 主要會計政策概要(續)

2.1 編製基準(續)

會計政策及披露之變動(續)

(a) 本集團採納之新訂及經修訂準則(續)

- 香港會計準則第27號(經修訂)規定，倘控制權並無變動及該等交易不再產生商譽或損益，則須記錄擁有非控股權益之所有交易影響。此準則亦訂明失去控制權時之會計法。於實體之任何剩餘權益會重新計至其公平值，損益則於損益賬確認。
- 本集團自二零一零年十一月二十九日起應用香港詮釋第5號「財務報表的呈報—借款人根據含有隨時通知償還條款之定期貸款的分類」。採納此項詮釋對本集團於二零零九年十二月三十一日之財務狀況並無重大影響。因此，並無作出追溯調整。

於二零一零年十二月三十一日，192,500,000港元已根據香港詮釋第5號分類為流動負債。

其他須於二零一零年一月一日開始之財政年度首次強制應用之新訂準則、準則修訂本及詮釋目前與本集團無關或不會對本集團於截至二零一零年十二月三十一日止年度造成重大影響。

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

Changes in accounting policy and disclosures

(Continued)

- (b) *New and amended standards, and interpretations mandatory for the first time for the financial year beginning 1 January 2010 but not currently relevant to the Group (although they may affect the accounting for future transactions and events)*

HK(IFRIC) 18	Transfers of assets from customers
HK(IFRIC) 9	Reassessment of embedded derivatives
HK(IFRIC) 16	Hedges of a net investment in a foreign operation
HKAS 1 (amendment)	Presentation of financial statements
HKAS 36 (amendment)	Impairment of assets
HKAS 39 (amendment)	Financial instruments: Recognition and measurement
HKFRS 2 (amendments)	Group cash-settled share-based payment transactions
HKFRS 5 (amendment)	Non-current assets held for sale and discontinued operations

2 主要會計政策概要(續)

2.1 編製基準(續)

會計政策及披露之變動(續)

- (b) *於二零一零年一月一日開始之財政年度首次強制應用之新訂及經修訂準則及詮釋，惟目前與本集團無關(但其或會對未來交易及事件之會計造成影響)*

香港(國際財務報告詮釋委員會)第18號	來自客戶之資產轉讓
香港(國際財務報告詮釋委員會)第9號	重新評估內含衍生工具
香港(國際財務報告詮釋委員會)第16號	對沖海外業務投資淨額
香港會計準則第1號(修訂本)	財務報表的呈報
香港會計準則第36號(修訂本)	資產減值
香港會計準則第39號(修訂本)	財務工具：確認及計量
香港財務報告準則第2號(修訂本)	集團以現金結算股份付款交易
香港財務報告準則第5號(修訂本)	持作出售之非流動資產及終止經營業務

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

Changes in accounting policy and disclosures

(Continued)

- (c) *New standards, amendments and interpretations have been issued but are not effective for the financial year beginning 1 January 2010 and have not been early adopted.*

The following standards and amendments to existing standards have been published and are mandatory for the Group's accounting periods beginning on or after 1 January 2011 or later periods, but the Group has not early adopted them:

		Effective for accounting periods beginning on or after 於下列日期或之後 開始之會計期間生效
HKFRS 9	Financial instruments	1 January 2013
香港財務報告準則第9號	金融工具	二零一三年一月一日
HKAS 24 (revised)	Related party disclosures	1 January 2011
香港會計準則第24號 (經修訂)	關聯方披露	二零一一年一月一日
Amendment to HKAS 32	Classification of rights issues	1 February 2010
香港會計準則第32號之修訂	供股分類	二零一零年二月一日
Amendments to HKAS 12	Deferred Tax:	1 January 2012
香港會計準則第12號之修訂	Recovery of underlying assets 遞延稅項： 收回相關資產	二零一二年一月一日
HK (IFRIC) – Int 19	Extinguishing financial liabilities with equity instruments	1 July 2010
香港(國際財務報告詮釋委員會) – 詮釋第19號	以權益工具抵銷金融負債	二零一零年七月一日
Amendments to HK (IFRIC) – 14	Prepayments of a minimum funding requirement	1 January 2011
香港(國際財務報告詮釋委員會) – 第14號之修訂	最低資金規定之預付款	二零一一年一月一日
Annual improvements project	Improvements to HKFRSs 2010	1 January 2011
年度改進項目	二零一零年香港財務報告準則之改進	二零一一年一月一日

The Group has not early adopted the new standards, amendments to standards and interpretations, which have been issued but are not effective for the financial year beginning 1 January 2010. The Group has commenced an assessment of the related impact but is not yet in a position to state whether any substantial changes to the Group's accounting policies and presentation of the financial information will be resulted.

2 主要會計政策概要(續)

2.1 編製基準(續)

會計政策及披露之變動(續)

- (c) 於二零一零年一月一日開始之財政年度已頒佈但尚未生效且本集團亦無提早採納之新準則、修訂本及詮釋。

以下為已頒佈且必須在二零一一年一月一日或以後開始之本集團會計期間或較後期間強制應用，惟本集團並無提早採納之準則及對現有準則之修訂：

		Effective for accounting periods beginning on or after 於下列日期或之後 開始之會計期間生效
	Financial instruments	1 January 2013
	金融工具	二零一三年一月一日
	Related party disclosures	1 January 2011
	關聯方披露	二零一一年一月一日
	Classification of rights issues	1 February 2010
	供股分類	二零一零年二月一日
	Deferred Tax:	1 January 2012
	Recovery of underlying assets 遞延稅項： 收回相關資產	二零一二年一月一日
	Extinguishing financial liabilities with equity instruments	1 July 2010
	以權益工具抵銷金融負債	二零一零年七月一日
	Prepayments of a minimum funding requirement	1 January 2011
	最低資金規定之預付款	二零一一年一月一日
	Improvements to HKFRSs 2010	1 January 2011
	二零一零年香港財務報告準則之改進	二零一一年一月一日

本集團並無提早採納已頒佈但於二零一零年一月一日開始之財政年度尚未生效之新準則、準則修訂及詮釋。本集團已著手評估相關影響，惟現階段尚未能指出會否對本集團會計政策及財務資料呈列方式造成任何重大變動。

2 Summary of significant accounting policies (Continued)

2.2 Consolidation

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

(a) Subsidiaries

Subsidiaries are all entities (including special purpose 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.

In the Company's balance sheet, investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

2 主要會計政策概要(續)

2.2 綜合基準

綜合財務報表包括本公司及其所有附屬公司截至十二月三十一日止之財務報表。

(a) 附屬公司

附屬公司(包括特殊目的公司)為所有本集團有權規管其財務及營運政策之公司，一般擁有其過半數表決權之股權，現時可行使或可轉換潛在表決權的存在及影響將於評定本集團是否控制另一公司時予以考慮。附屬公司於其控制權轉移至本集團當日起全面綜合入賬，於控制權終止當日起不再綜合入賬。

本集團採用收購會計法為業務合併列賬。收購附屬公司之轉讓代價為所轉讓資產、所產生負債及本集團發行之股權之公平值。所轉讓代價包括或然代價安排所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開支。於業務合併時所收購可識別資產及所承擔負債及或然負債初步按收購當日公平值計量。按逐項收購基準，本集團以公平值或按非控股股東權益應佔被收購方資產淨值之比例確認於被收購方之任何非控股權益。

在本公司之資產負債表，於附屬公司之投資按成本扣除減值列賬，並調整成本以反映或然代價修訂所產生之代價變動。附屬公司之業績由本公司按已收及應收股息入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.2 Consolidation (Continued)

(a) Subsidiaries (Continued)

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. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

(b) 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.

2 主要會計政策概要(續)

2.2 綜合基準(續)

(a) 附屬公司(續)

所轉讓代價、被收購方之任何非控股權益金額及任何先前於被收購方之股權於收購日期之公平值超過所收購可識別資產淨值之公平值之差額入賬列作商譽。倘該協議購入價低於購入附屬公司之資產淨值之公平值，則該差額會直接於全面損益表內確認。

集團內公司間之交易、結餘及集團公司之間進行交易之未變現收益均予對銷。未變現虧損亦會對銷。附屬公司之會計政策已作出必要修改，以確保與本集團採用之會計政策一致。

(b) 與非控股權益之交易

集團與非控股權益之交易作為與集團權益擁有人之交易處理。對於向非控股權益作出之收購，已付代價與所收購附屬公司淨資產賬面值之相關部份之差額於權益列賬。出售予非控股權益所產生之收益或虧損亦於權益列賬。

當集團停止擁有控制權或重大影響時，任何於該實體之保留權益按公平值重新計量，賬面值之變動於損益確認。就聯營公司、合營公司或金融資產之保留權益之日後會計處理而言，公平值為其初步賬面值。此外，以往就該實體在其他全面收入中確認之任何金額將視作集團已直接出售相關資產或負債入賬。此意味著，以往在其他全面收入中確認之金額將重新分類至損益。

2 Summary of significant accounting policies (Continued)

2.2 Consolidation (Continued)

(b) Transactions with non-controlling interests (Continued)

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.

(c) Associated companies

Associated companies are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associated companies are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in associated companies includes goodwill (net of any accumulated impairment loss) identified on acquisition.

The Group's share of its associated companies' post-acquisition profits or losses is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associated company equals or exceeds its interest in the associated company, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associated company.

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

2 主要會計政策概要(續)

2.2 綜合基準(續)

(b) 與非控股權益之交易(續)

若於聯營公司之擁有權權益減少，惟仍然保留重大影響，則在適當情況下，僅將以往在其他全面收入中確認之金額按比例重新分類至損益。

(c) 聯營公司

聯營公司為本集團對其有重大影響力但無控制權之公司，一般附帶有20%至50%表決權之股權。於聯營公司之投資以權益會計法入賬，初始按成本確認。本集團於聯營公司之投資包括收購時已識別之商譽(扣除任何累計減值虧損)。

本集團應佔收購後聯營公司之溢利或虧損於綜合損益表內確認，而應佔收購後其他全面收入之變動則於其他全面收入確認。投資賬面值會根據累計之收購後儲備變動而作出調整。如本集團應佔一家聯營公司之虧損等於或超過其於該聯營公司之權益(包括任何其他無抵押應收款)，則本集團不會確認進一步虧損，除非本集團已代聯營公司承擔責任或作出付款。

本集團與其聯營公司之間交易的未變現收益按本集團於聯營公司權益的數額對銷。除非交易時有證據顯示所轉讓資產有所減值，否則未變現虧損亦會對銷。聯營公司之會計政策於有需要時更改，以確保本集團所採納之會計政策貫徹一致。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.2 Consolidation (Continued)

(c) Associated companies (Continued)

Dilution gains and losses arising in investments in associated companies are recognised in consolidated income statement.

In the Company's balance sheet the investments in associated companies are stated at cost less provision for impairment losses. The results of associated companies are accounted for by the Company on the basis of dividend received and receivable.

(d) Jointly controlled entities

A jointly controlled entity is a contractual arrangement whereby the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity.

Investments in jointly controlled entities are accounted for by the equity method of accounting. The consolidated income statement includes the Group's share of the results of jointly controlled entities for the year, and the consolidated balance sheet includes the Group's share of the net assets of the jointly controlled entities and goodwill (net of any accumulated impairment loss) on acquisition.

In the Company's balance sheet, the investments in jointly controlled entities are stated at cost less provision for impairment losses. The results of jointly controlled entities are accounted for by the Company on the basis of dividends received and receivables.

2 主要會計政策概要(續)

2.2 綜合基準(續)

(c) 聯營公司(續)

投資於聯營公司所產生之攤薄收益及虧損於綜合損益表內確認。

在本公司之資產負債表內，於聯營公司之投資按成本扣除減值虧損撥備列賬。聯營公司之業績由本公司按已收及應收股息入賬。

(d) 合營公司

合營公司為本集團與其他各方合作進行一項經濟活動之合約安排，該公司受共同控制，而任何參與方不可單方面控制有關經濟活動。

於合營公司之投資按權益會計法入賬。綜合損益表包括本集團於年內應佔合營公司之業績，而綜合資產負債表則包括本集團應佔合營公司之資產淨值及收購時產生之商譽(扣除任何累計減值虧損)。

在本公司之資產負債表內，於合營公司之投資按成本扣除減值虧損撥備列賬。合營公司之業績由本公司按已收及應收股息入賬。

2 Summary of significant accounting policies (Continued)

2.2 Consolidation (Continued)

(d) Jointly controlled entities (Continued)

Changes in accounting policy

The group has changed its accounting policy for transactions with non-controlling interests and the accounting for loss of control or significant influence from 1 January 2010 when revised HKAS 27, 'Consolidated and separate financial statements', became effective. The revision to HKAS 27 contained consequential amendments to HKAS 28, 'Investments in associates', and HKAS 31, 'Interests in joint ventures'.

Previously transactions with non-controlling interests were treated as transactions with parties external to the group. Disposals therefore resulted in gains or losses in profit or loss and purchases resulted in the recognition of goodwill. On disposal or partial disposal, a proportionate interest in reserves attributable to the subsidiary was reclassified to profit or loss or directly to retained earnings.

Previously, when the group ceased to have control or significant influence over an entity, the carrying amount of the investment at the date control or significant influence became its cost for the purposes of subsequently accounting for the retained interests as associates, jointly controlled entity or financial assets.

The group has applied the new policy prospectively to transactions occurring on or after 1 January 2010. As a consequence, no adjustments were necessary to any of the amounts previously recognised in the financial statements.

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions.

2 主要會計政策概要(續)

2.2 綜合基準(續)

(d) 合營公司(續)

會計政策變動

本集團已由二零一零年一月一日(經修訂之香港會計準則第27號「綜合及獨立財務報表」生效時)起更改其非控股權益交易之會計政策及失去控制權或重大影響之會計法。經修訂之香港會計準則第27號包含香港會計準則第28號「於聯營公司之投資」及香港會計準則第31號「於合營公司之權益」之相應修訂本。

過往與非控股權益之交易被視為與本集團外部人士進行之交易。因此，出售導致在損益中出現收益或虧損，而收購則導致須確認商譽。於出售或部份出售時，附屬公司於儲備按比例應佔之權益重新分類至損益或直接撥入保留盈利。

過往，當本集團對某實體不再擁有控制權或重大影響時，其在控制或重大影響日期投資賬面值，就以聯營公司、合營公司或金融資產之其後會計法而言，會成為成本。

本集團對二零一零年一月一日或之後發生之交易追溯應用新政策。因此，毋須對之前於財務報表確認之任何款額作出調整。

2.3 分部報告

經營分部以與向主要營運決策人(「主要營運決策人」)作出內部報告者一致之基準呈報。負責分配資源及評估經營分部表現之主要營運決策人為作出策略決定之指導委員會。

2 Summary of significant accounting policies (Continued)

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company's functional currency is Renminbi and the Group's presentation currency is Hong Kong dollars to facilitate analysis of the financial information of the Group, which is listed in Hong Kong.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

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

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

2 主要會計政策概要(續)

2.4 外幣換算

(a) 功能及呈報貨幣

本集團各實體之財務報表所包括之項目，乃按該實體經營所在之主要經濟環境之貨幣(「功能貨幣」)計量。本公司之功能貨幣為人民幣，而本集團之綜合財務報表以港元呈列，以便對於香港上市之本集團的財務資料進行分析。

(b) 交易及結餘

外幣交易均按交易或項目重新計量估值當日之現行匯率換算為功能貨幣。因該等交易結算及按結算日之匯率換算以外幣計值之貨幣資產及負債而產生之匯兌損益，均於綜合損益表確認。

分類為可供出售之外幣列值貨幣證券之公平值變動分析為證券攤銷成本變動產生之匯兌差額及證券賬面值之其他變動。有關攤銷成本變動之匯兌差額於損益表確認，而賬面值其他變動則於其他全面收入中確認。

非貨幣性金融資產及負債之匯兌差額，諸如按公平值持有並於損益表處理之股本工具之匯兌差額，則申報列為公平值損益之部份。歸類為可供出售金融資產之股本證券等非貨幣性項目之匯兌差額，則計入其他全面收入。

2 Summary of significant accounting policies (Continued)**2.4 Foreign currency translation (Continued)****(c) Group companies**

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each consolidated income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to other comprehensive income. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

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

2 主要會計政策概要(續)**2.4 外幣換算(續)****(c) 集團公司**

集團旗下所有實體如持有與呈報貨幣不一致之功能貨幣(其中並無任何公司持有通脹嚴重之經濟體系之貨幣)，其業績和財務狀況均按以下方法兌換為呈報貨幣：

- (i) 每項資產負債表之資產及負債均按照該資產負債表結算日之收市匯率換算為呈報貨幣；
- (ii) 每項綜合損益表之收入和開支均按照平均匯率換算為呈報貨幣，但若此平均匯率未能合理地反映各交易日之匯率所帶來之累計影響，則按照各交易日之匯率換算此等收入和開支；及
- (iii) 所有產生之匯兌差異均於其他全面收入中確認。

於綜合賬目時，換算海外業務投資淨額而產生之匯兌差異，均列入其他全面收入。當出售部份海外業務時，此等匯兌差異將於損益表內確認為出售收益或虧損之一部份。

因收購海外公司而產生之商譽及公平值調整，均視作該海外公司之資產及負債處理，並以結算日之收市匯率換算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.5 Property, plant and equipment

Properties are interests in land and buildings other than investment properties. Leasehold land classified as finance lease, other property, water utility plant and equipment, electric utility plant and equipment, other plant and equipment, comprising plant and machineries, motor vehicles and furniture and fixtures are stated at cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

No depreciation is provided on properties under development.

Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Leasehold land classified as finance lease	shorter of remaining lease term or useful life
Buildings	50 years
Water utility plant and equipment	15 years
Electric utility plant and equipment	20 years
Other plant and equipment	3 to 15 years

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

All direct and indirect costs relating to the construction of property, plant and equipment, including borrowing costs during the construction period are capitalised as the costs of the assets, which are classified as construction in progress. On completion, the construction in progress is transferred to property, plant and equipment at cost less accumulated impairment losses. No depreciation is provided on construction in progress.

2 主要會計政策概要(續)

2.5 物業、機器及設備

物業是指投資物業以外之土地及樓宇權益。分類為融資租賃之租賃土地、其他物業、供水廠及設備、發電廠及設備、其他機器及設備，當中包括機器及設備、汽車及傢俬以及固定裝置，按成本減累計折舊及累計減值虧損列賬。歷史成本包括直接因收購有關項目而應佔之開支。

概無就發展中物業計提折舊。

分類為融資租賃之租賃土地於該土地權益可用作預定用途時開始攤銷。分類為融資租賃之租賃土地之攤銷及其他資產之折舊以直線法計算，於估計可使用年內將成本分配至其餘值，如下：

分類為融資租賃之租賃土地	剩餘租賃年期或可使用年期之較短者
樓宇	50年
供水廠及設備	15年
發電廠及設備	20年
其他機器及設備	3至15年

每個結算日均會檢討資產之餘值及可使用年期，並會在適當情況下作出調整。

所有有關興建物業、機器及設備之成本包括建築工程期間之借款成本，有關款項乃資本化為在建工程之資產成本並分類為在建工程。完成時，在建工程會按成本減累計減值虧損轉撥至物業、機器及設備。並無就在建工程提取折舊。

2 Summary of significant accounting policies (Continued)

2.5 Property, plant and equipment (Continued)

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.11).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other income or other and general expenses in the consolidated income statement.

2.6 Investment properties

Investment property, principally comprising leasehold land and office buildings, is held for long-term rental yields and is not occupied by the Group. Land held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met. In such cases, the operating leases concerned are accounted for as if they were finance leases.

Property that is being constructed or developed as investment property is carried at fair value. Where fair value is not determinable, such investment property under construction is measured at cost until either its fair value becomes reliably determinable or construction is completed (whichever is earlier).

Investment property is initially measured at cost, including related transaction costs. After initial recognition at cost investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. These valuations are reviewed annually by Knight Frank Petty Limited ("Knight Frank"), an independent professional valuer.

2 主要會計政策概要(續)

2.5 物業、機器及設備(續)

其後成本僅於與該項目有關的未來經濟利益很有可能流入本集團及項目成本能夠可靠計量時，方計入資產賬面值或確認為一項獨立資產(視乎適用情況而定)。已置換之部件賬面值已剔除確認。所有其他維修及保養費用於產生財政期間在綜合損益表扣除。

當資產之賬面值超過預計可收回款額時，資產賬面值即時撇減至其可收回款項(附註2.11)。

出售盈虧按比較所得款項與賬面值釐定，於綜合損益表內其他收入或其他及一般費用確認。

2.6 投資物業

投資物業主要包括租賃土地及辦公室大樓，乃持有作為長期收取租金且並非由本集團所佔。當符合分類為投資物業之其他要求時，以經營租賃持有之土地入賬作投資物業。在此情況下，有關經營租賃乃當作融資租約入賬。

作為投資物業之興建或開發中物業以公平值列賬。倘未能可靠釐定公平值，則該建造中投資物業按成本計量，直至其公平值能可靠釐定或興建工程竣工(以較早者為準)為止。

投資物業初步按成本列賬，並包括相關之交易費用。於初步按成本確認後，投資物業會按公平值列賬，即由外聘估值師於各報告日期所釐定公開市值。公平值按活躍市價釐定，倘有需要，會就指定資產於性質、地點或狀況三方面之任何差異作出調整。倘並無有關資料，本集團將會採用其他估值方法，例如活躍程度稍遜之市場的最近期價格或貼現現金流量預測。該等估值乃經獨立專業測量師萊坊測計師行有限公司(「萊坊」)每年檢討。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.6 Investment properties (Continued)

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions.

The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property. Some of those outflows are recognised as a liability, including finance lease liabilities in respect of land classified as investment property, others, including contingent rent payments, are not recognised in the financial statements.

Subsequently expenditure is included in the asset's carrying amount only when it is probable that future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. All other repairs and maintenance costs are expensed in the consolidated income statement during the financial period in which they are incurred.

Changes in fair values are recorded in the income statement as part of a valuation gain or loss in other income.

2.7 Prepaid land lease payments

Prepaid land lease payments which are stated at cost and subsequently are amortised in the consolidated income statement on a straight-line basis over the period of the lease or when there is impairment, the impairment is expensed in the consolidated income statement. During the course of the properties development, the amortisation is included as part of the costs of the properties under development.

2 主要會計政策概要(續)

2.6 投資物業(續)

投資物業之公平值反映(其中包括)來自現有租賃之租金收入,以及按現有市場狀況對來自未來租賃的租金收入之假設。

公平值亦以類似方式反映預期有關物業之任何現金流出,其中若干現金流出確認為負債,包括分類為投資物業之融資租賃負債,其他項目(包括或然租金)不會在財務報表確認。

當有關資產之未來經濟利益很有可能流入本集團,而資產成本能夠可靠地計量時,其後開支方會計入資產之賬面值。所有其他維修及保養成本於產生之財務期間內在綜合損益表支銷。

公平值之變動,於損益表中作為估值收益或虧損之部份確認為其他收入。

2.7 預付土地租賃款

預付土地租賃款按成本列賬,其後須於租期以直線法在綜合損益表攤銷,或倘出現減值,減值會在綜合損益表中支銷。於物業發展過程中,攤銷列作發展中物業成本部份。

2 Summary of significant accounting policies (Continued)

2.8 Completed properties held for sale

Properties held for sale are initially measured at the carrying amount of the property at the date of reclassification from properties under development. Properties remaining unsold at the end of the year are stated at the lower of cost and net realisable value.

Cost comprises development costs attributable to the unsold properties.

Net realisable value represents the management's estimated selling price based on prevailing market conditions less costs to be incurred in selling the property.

The Company transfers a property from investment property to inventories/properties held for sale when and only when there is a change in use, evidenced by commencement of development with a view to sale. The deemed cost of the properties held for sale transferred from investment property is the fair value of the property at the date of change in use.

2.9 Properties under development

Properties under development including the properties developed for self use or resale comprises development cost of properties and the costs paid to acquire land use rights which are stated at the lower of cost and net realisable value.

Development cost of properties comprises construction costs, borrowing costs and professional fees incurred during the development period. Upon obtaining the land use right certificates, the costs paid for land use rights are transferred to prepaid land lease payments. On completion, the properties under development are transferred to completed properties held for sale.

2 主要會計政策概要(續)

2.8 持作銷售用途之落成物業

作銷售用途之物業初步按物業於自發展中物業重新分類日期之賬面值計量。於年結尚未出售之物業是按成本與可變現淨值兩者之較低者列賬。

成本包括未出售物業發展成本。

可變現淨值指管理層按照當時市況估計售價扣除出售物業所產生成本後之數額。

本公司僅於用途改變且有證據顯示開始發展以作出售時，將物業由投資物業轉撥至存貨／持作出售物業。自投資物業轉入被視為持作出售物業之成本為該物業於用途改變當日之公平值。

2.9 發展中物業

發展中物業(包括興建自用或用作出售之物業)含物業發展成本及購入土地使用權已付成本，有關金額乃以成本及可變現淨值兩者之較低者列賬。

物業發展成本包括發展期間之建築成本、借款成本及專業費用。於取得土地使用權證時，土地使用權已付成本轉撥至預付土地租賃款。完成時，發展中物業會轉撥至作銷售用途之落成物業。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.10 Intangible assets

(a) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Separately recognised goodwill is tested for impairment at every reporting period end and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

(b) Concession rights

The costs incurred for the construction or upgrade work or the acquisition of the toll road under the service concession arrangements of the Group with relevant local governments are accounted for an intangible asset if the Group receives a right to charge users of the toll road.

These expenditures are amortised on an units-of-usage basis, making reference to the proportion of actual traffic volume achieved for a particular period over the total projected traffic volume throughout the periods within which the Group is granted the rights to operate the toll road. The total projected volume of the respective concession right is reviewed regularly with reference to both internal and external sources of information and appropriate adjustments are made should there be a material change.

2 主要會計政策概要(續)

2.10 無形資產

(a) 商譽

商譽指收購成本高出收購日本集團所佔收購附屬公司可辨認淨資產公平值之金額。收購附屬公司產生之商譽計入無形資產。獨立確認之商譽於各報告期間結束時進行減值測試，並按成本減累計減值虧損列賬。商譽之減值虧損不會撥回。計算出售企業之盈虧應包括與該企業相關之商譽賬面值。

商譽會就減值測試目的分配至現金產生單位，並分配至預期自己產生商譽的業務合併中得益之該等現金產生單位或多組現金產生單位。

(b) 特許權

倘本集團獲權利向收費公路使用者收費，根據本集團與相關地方政府之服務特許權安排所進行收費公路建築或改善工程或收購所產生成本計入本集團無形資產。

此等開支按單位使用量基準，參考於特定期間達到之實際交通流量佔本集團獲授權經營該等收費公路之整個期間內預計總交通流量之比例攤銷。各特許權預計用量總額經參考內部及外部資料來源後定期審閱，如出現重大變動時作出適當調整。

2 Summary of significant accounting policies (Continued)

2.10 Intangible assets (Continued)

(b) Concession rights (Continued)

Land use rights acquired in conjunction with the service concession arrangement which the Group has no discretion or latitude to deploy for other services other than the use in the service concession are treated as intangible assets.

(c) Biomass technology

Separately acquired biomass technology is shown at historical cost. Biomass technology has a finite useful life and is carried at cost less accumulated impairment and amortisation. Amortisation is calculated using the straight-line basis over its estimated useful life of five years.

(d) Other intangible assets

Other intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Other intangible assets have a finite useful life and are carried at cost less accumulated impairment and amortisation. Amortisation is calculated using the straight-line method over their estimated useful lives of five years.

2.11 Impairment of investments in subsidiaries, associated companies, jointly controlled entities and non-financial assets

Assets that have an indefinite useful life or have not yet available for use are not subject to amortisation and are tested annually for impairment. Assets which are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2 主要會計政策概要(續)

2.10 無形資產(續)

(b) 特許權(續)

與服務特許權安排一併購入，但本集團並無決定權或自由提供使用服務特許權以外其他服務之土地使用權，將被視為無形資產。

(c) 生物質技術

獨立收購之生物質技術以歷史成本呈列。生物質技術可使用年期有限，並以成本減累計減值及攤銷結轉。攤銷按估計可使用年期5年，採用直線法計算。

(d) 其他無形資產

業務合併時收購之其他無形資產於收購日期按公平值確認。其他無形資產可使用年期有限，並以成本減累計減值及攤銷入賬。攤銷按估計可使用年期5年，採用直線法計算。

2.11 於附屬公司、聯營公司、合營公司及非金融資產之投資減值

可使用年期並未確定或尚未投入使用之資產毋須攤銷，但須最少於每年進行減值測試，或於有事件或情況有變化而顯示可能不可收回其賬面值時檢討減值。資產賬面值高出其可回收值之金額確認為減值虧損。可回收值指資產之公平值減出售費用及使用價值兩者較高之金額。於評核減值時，資產按最小單位分類以分開辨認現金流量(即現金產生單位)進行分組。出現減值之商譽以外非金融資產，於每個呈報日期就撥回減值之可能性進行審閱。

2 Summary of significant accounting policies (Continued)

2.12 Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs to sell if their carrying amount is to be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable.

2.13 Construction contracts

Contract costs are recognised as an expense in the period when they are incurred. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. When the outcome of a construction contract can be estimated reliably and it is probable that the contract will be profitable, contract revenue is recognised over the period of the contract. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Variations in contract work, claims and incentive payments are included in contract revenue to the extent that may have been agreed with the customer and are capable of being reliably measured.

The Group uses the “percentage of completion method” to determine the appropriate amount to recognise in a given period. The stage of completion is measured by reference to contract costs incurred up to the balance sheet date as a percentage of total estimated costs for each contract. Costs incurred in the year in connection with future activity on a contract are excluded from contract costs in determining the stage of completion. They are presented as inventories, prepayments or other assets, depending on their nature.

2 主要會計政策概要(續)

2.12 持作銷售用途之非流動資產(或處置組)

當非流動資產(或處置組)之賬面值將主要透過一項銷售交易收回且該銷售被認為很大可能發生時，會被分類為持作銷售用途之資產。倘非流動資產(或處置組)之賬面值將主要透過一項銷售交易而非透過持續使用收回且該銷售被認為很大可能發生，則非流動資產(或處置組)按賬面值及公平值減銷售成本之較低者列賬。

2.13 建築合約

合約成本於產生期間確認為開支。當建築合約的結果不能可靠估計，則合約收益僅按很有可能收回之已產生合約成本確認。當建築合約結果能夠可靠預計，且合約將有利可圖，合約收益於合約期間確認。當合約成本總額很有可能超出合約收益總額時，預計虧損會即時確認為開支。

合約工程、索償及獎勵金之變動，就可能與客戶達成協議並能可靠計量之數額計入合約收益。

本集團以「完成百分比法」確定於特定期間確認之合適款額。完工階段參照截至結算日已產生合約成本相對每份合約總預計成本之百分比計量。年內就合約日後活動產生之成本，於確定完工階段時，不計入合約成本，視性質按存貨、預付款或其他資產呈列。

2 Summary of significant accounting policies (Continued)**2.13 Construction contracts (Continued)**

The Group presents as an asset the gross amount due from customers for contract work for all contracts in progress for which costs incurred plus recognised profits (less recognised losses) exceed progress billings. Progress billings not yet paid by customers and retentions are included within trade and other receivables.

The Group presents as a liability the gross amount due to customers for contract work for all contracts in progress for which progress billings exceed costs incurred plus recognised profits (less recognised losses).

2.14 Financial assets

The Group classifies its financial assets in the following categories: financial assets at fair value through profit or loss, loans and receivable and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determine the classification of its financial assets at initial recognition.

(a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than twelve months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise "trade and other receivables", "cash and cash equivalents" and "restricted cash" in the balance sheet.

2 主要會計政策概要(續)**2.13 建築合約(續)**

倘在建工程合約所產生成本加上已確認溢利減已確認虧損超出進度發票額，本集團按資產呈列應收客戶合約工程款項總額。客戶尚未支付之進度發票額及保留金，計入「應收賬款及其他應收款」。

倘所有在建工程合約之進度發票額超出所產生成本加上已確認溢利減已確認虧損，本集團按負債呈列應付客戶合約工程款項總額。

2.14 金融資產

本集團將其金融資產分類如下：按公平值在損益表列賬之金融資產、貸款及應收款以及可供出售。分類方式視乎購入金融資產目的而定。管理層在初步確認時決定其金融資產的分類。

(a) 按公平值在損益表列賬之金融資產

公平值在損益表列賬之金融資產為持作買賣之金融資產。倘購入之主要目的是在短期內出售，則該金融資產於此類別分類。除非指定作對沖，否則衍生工具將分類為持作買賣。此類別資產分類為流動資產。

(b) 貸款及應收款

貸款及應收款為附帶固定或待定期款且並無在活躍市場報價之非衍生金融資產。該款項計入流動資產，惟到期日超過結算日後十二個月之款項則計入非流動資產。本集團之貸款及應收款包括資產負債表項目「應收賬款及其他應收款」、「現金及現金等價物」及「受限制現金」。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.14 Financial assets (Continued)

(c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within twelve months of the balance sheet date.

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Gains or losses arising from changes in fair value of the “financial assets at fair value through profit or loss” category are presented in the consolidated income statement within other income or other and general expenses, in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated income statement as part of other income when the Group’s right to receive payments is established.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences on monetary securities are recognised in the consolidated income statement; translation differences on non-monetary securities are recognised in equity. Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

2 主要會計政策概要(續)

2.14 金融資產(續)

(c) 可供出售金融資產

可供出售金融資產為非衍生工具，被指定為此類別或並無分類為任何其他類別。除非管理層有意在結算日後十二個月內出售該項投資，否則此等資產計入非流動資產。

一般買賣金融資產乃於買賣日期(即本集團承諾買賣有關資產當日)確認入賬。對於所有非按公平值在損益表列賬之金融資產，投資初步按公平值加交易成本確認。按公平值在損益表列賬之金融資產，初步按公平值確認，交易成本於綜合損益表支銷。金融資產於收取投資現金流量的權利屆滿或已經轉讓且本集團已轉讓擁有權絕大部份風險和回報時，解除確認金融資產。可供出售金融資產及按公平值在損益表列賬之金融資產其後按公平值列賬。貸款及應收款使用實際利率法按攤銷成本列賬。

「按公平值在損益表列賬之金融資產」類別的公平值變動所產生盈虧，於產生期間在綜合損益表列入其他收入或其他及一般費用。按公平值在損益表列賬之金融資產所得股息收入，於本集團收取款項之權利確定時，於綜合損益表確認，作為其他收入之一部份。

以外幣為單位以及分類為可供出售之貨幣性證券之公平值變動，按照證券之攤銷成本變動與該證券賬面值之其他變動所產生之匯兌差額進行分析。貨幣性證券之匯兌差額於綜合損益表中確認；非貨幣性證券之匯兌差額則於權益中確認。分類為可供出售之貨幣性及非貨幣性證券之公平值變動乃於其他全面收入確認。

2 Summary of significant accounting policies (Continued)

2.14 Financial assets (Continued)

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement as other income or other and general expenses.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated income statement as part of other income. Dividends on available-for-sale equity instruments are recognised in the consolidated income statement as part of other income which the Group's right to receive payments is established.

For the purposes of assessing the fair value of unlisted securities, the Group established fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the consolidated income statement – is removed from equity and recognised in the consolidated income statement. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement.

2.15 Derivative financial instrument

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at each balance sheet date. The change in the fair value is recognised in the consolidated income statement.

2 主要會計政策概要(續)

2.14 金融資產(續)

當分類為可供出售之證券售出或減值時，在權益中確認之累計公平值調整列入綜合損益表內作為其他收入或其他及一般費用。

採用實際利率法計算之可供出售證券利息於綜合損益表確認為其他收入一部份。可供出售股本工具之股息於本集團確立收款之權利時在綜合損益表確認為其他收入一部份。

為評估非上市證券之公平值，本集團利用重估技術設定公平值。這些技術包括利用近期公平原則交易、參考大致相同之其他工具、貼現現金流量分析及期權定價模式，並提高使用市場數據投入，且盡可能減少依賴實體特定之數據投入。

本集團在每個結算日評估是否有客觀證據證明金融資產或一組金融資產已經減值。對於分類為可供出售的股本證券，在釐定證券是否已經減值時，會考慮證券公平值有否大幅或長期跌至低於其成本值。若可供出售金融資產存在此等證據，按收購成本與當時公平值的差額減該金融資產之前在綜合損益表確認的任何減值虧損計算之累計虧損自權益中剔除並在綜合損益表確認。在綜合損益表確認的股本工具減值虧損，不會透過綜合損益表撥回。

2.15 衍生金融工具

衍生工具初步於訂立衍生工具合約之日按公平值確認，其後於各結算日按公平值重新計量。公平值變動於綜合損益表確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.16 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.17 Trade and other receivables

Trade and other receivables, including deposit paid for a property development project, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The amount of the provision is recognised in the consolidated income statement. When a trade receivable is uncollectible, it is written off against other expenses in the consolidated income statement. Subsequent recoveries of amounts previously written off are credited to other income in the consolidated income statement.

2.18 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

2 主要會計政策概要(續)

2.16 存貨

存貨按成本與可變現淨值之較低者列賬。成本以先進先出法釐定。製成品之成本包括原材料、直接勞工、其他直接成本及相關生產經常開支(依據正常營運能力計算)，當中不包括借款成本。可變現淨值為在日常業務過程中之估計銷售價減適用之變動銷售費用。

2.17 應收賬款及其他應收款

應收賬款及其他應收款，包括物業發展項目之已付按金，初期按公平值確認，其後以實際利率法按攤銷成本及減除任何減值撥備計算。應收賬款及其他應收款之減值撥備於出現客觀證據表明本集團無法按應收款之原有條款收回所有金額時確認。倘債務人出現重大財政困難，而有可能破產或進行財務重組，且逾期或拖欠還款，則視為應收賬款減值跡象。撥備之金額為資產賬面值與估計未來現金流量之現值(按原實際利率貼現計算)之差額。撥備金額於綜合損益表中確認。當應收賬款不能收回時，將在綜合損益表內其他開支中撇銷。先前已撇銷之金額在其後撥回時乃計入綜合損益表中之其他收入。

2.18 借款

借款初步按公平值扣除已產生交易成本後確認。借款其後按攤銷成本列賬，所得款項(扣除交易成本)與贖回價值之任何差額則於借款期內以實際利率法於綜合損益表內確認。

2 Summary of significant accounting policies (Continued)**2.18 Borrowings (Continued)**

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

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

2.19 Borrowing costs

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Other borrowing costs are expensed.

2.20 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

2.21 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.22 Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.23 Financial liability at fair value through profit or loss

Financial liability at fair value through profit or loss is financial liability held for trading. A financial liability is classified in this category as designated by the Group upon initial recognition.

2 主要會計政策概要(續)**2.18 借款(續)**

倘可能提取部份或全部貸款額，就設立貸款融資所支付費用將確認為貸款交易成本。在此情況下，有關費用將遞延入賬直至提取貸款。倘無跡象顯示可能提取部份或全部貸款額，則有關費用將被資本化為流動資金服務預付款，並於有關貸款額期間攤銷。

除非本集團有權無條件將負債之結算遞延至結算日期後最少十二個月，否則借款分類為流動負債。

2.19 借款成本

就興建任何合資格資產產生的借款成本，於資產須完成備妥作擬定用途期間資本化。其他借款成本予以支銷。

2.20 現金及現金等價物

現金及現金等價物包括手頭現金、銀行通知存款、其他原到期日為三個月或以下之短期高流通性投資，以及銀行透支。銀行透支在資產負債表中列作流動負債項目下的借款。

2.21 股本

普通股分類為股本。發行新股份或購股權增加之直接應佔成本，於權益中列為所得款項之扣減項目(扣除稅項)。

2.22 應付賬款

應付賬款初步按公平值確認，其後以實際利率法按攤銷成本計量。

2.23 按公平值在損益表列賬之金融負債

按公平值在損益表列賬之金融負債為持作買賣之金融負債。於初步確認後，本集團指定該金融負債於此類別分類。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.23 Financial liability at fair value through profit or loss (Continued)

Gain or losses arising from changes in the fair value of the “financial liability at fair value through profit or loss” category are presented in the consolidated income statement in the period in which they arise.

2.24 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group’s subsidiaries and associated companies and jointly controlled entities operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associated companies and jointly controlled entities, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2 主要會計政策概要(續)

2.23按公平值在損益表列賬之金融負債(續)

「按公平值在損益表列賬之金融負債」類別的公平值變動所產生盈虧，於產生期間在綜合損益表列賬。

2.24即期及遞延所得稅

本期間稅項支出包括即期及遞延稅項。稅項乃於綜合損益表確認，惟與直接在權益確認之項目有關者除外。在此情況下，稅項亦分別在其他全面收入或直接在權益確認。

即期所得稅開支以本集團附屬公司、聯營公司及合營公司營運及產生應課稅收入所在國家於結算日已頒佈或實質頒佈之稅法為基準計算。管理層定期就適用稅務規例須作出詮釋的情況評估報稅單，並按預期支付予稅務機關的適當數額計提合適的撥備。

遞延所得稅就資產及負債之稅基與綜合財務報表所示賬面值之間的暫時差額，以負債法確認。然而，倘於非業務合併的交易中初次確認資產或負債而產生遞延所得稅，而交易當時並無影響會計處理及應課稅溢利或虧損，則不會將遞延所得稅入賬。遞延所得稅按結算日前已實施或實際實施，並在變現有關遞延所得稅資產或清償遞延所得稅負債時預期將會適用之稅率(及法例)而釐定。

遞延所得稅資產是就可能有未來應課稅盈利而就就可使用暫時差異而確認。

遞延所得稅就附屬公司、聯營公司及合營公司投資產生之暫時差異而撥備，但假若本集團可以控制暫時差異之撥回時間，而暫時差異在可預見將來很有可能不會撥回則除外。

2 Summary of significant accounting policies (Continued)

2.25 Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Defined contribution plans

The Group operates a mandatory provident fund scheme (“MPF”) and employee pension schemes established by municipal government in the People’s Republic of China (“PRC”) for the eligible employees in Hong Kong and the PRC respectively.

The Group’s and the employees’ contributions to the MPF comply with the related statutory requirements. The Group has no further payments obligations once the contributions have been paid. The Group’s contributions to the MPF are expensed as incurred and are not reduced by contributions forfeited by those employees who leave MPF prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available. The assets of MPF are held separately from those of the Group in independently administered funds.

The Group’s contribution to the employee pension schemes in the PRC is at a percentage in compliance with the requirements of respective municipal governments.

2 主要會計政策概要(續)

2.25 僱員福利

(a) 僱員假期應享權利

僱員應享之年假及長期服務休假乃於僱員有權享有時確認。本公司將會就因僱員截至結算日之服務年資而產生之年假及長期服務休假的估計責任計算撥備。僱員應享病假及產假於僱員放假時方會確認。

(b) 定額供款計劃

本集團設有強制性公積金計劃(「強積金」)及由中華人民共和國(「中國」)市政府成立之僱員退休金計劃，分別供香港及中國之合資格僱員參與。

本集團及僱員均按有關法例要求作出強積金供款。倘供款已付，本集團將無進一步付款責任。本集團對強積金之供款於產生時列作開支，而不會扣減僱員於全數享有供款前不再參與強積金而被沒收之供款。倘出現現金退款或未來款項扣減，預付供款將確認為資產。強積金之資產與本集團資產分開，由獨立管理之基金管理。

本集團就中國僱員退休金計劃之供款乃根據相關市政府規定之百分比而作出。

2 Summary of significant accounting policies (Continued)

2.25 Employee benefits (Continued)

(c) Share-based compensation

The Group operates an equity-settled, share-based compensation plan in which the entity receives services from employees as consideration for equity instruments of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions which are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the entity revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates, if any, in the consolidated income statement, and a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

2.26 Provisions

Provisions for environmental restoration and the resurfacing and maintenance cost are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Where the Group expects a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2 主要會計政策概要(續)

2.25 僱員福利(續)

(c) 以股份作報酬

本集團設有以股權結算、以股份作報酬之計劃。據此，實體自僱員收取服務作為本集團股本工具之代價。就僱員提供服務而授出購股權之公平值確認為開支。將於歸屬期內支銷的總金額乃參考所授出購股權之公平值釐定，在假定預期可予以行使之購股權數目時，會計入非市場性質之歸屬條件。於各結算日，公司會調整對預期可予以行使之購股權數目所作之估計，並在綜合損益表確認修訂原來估計所產生之影響(如有)，於餘下歸屬期內對權益作出相應調整。

已收款項在扣除任何直接應計交易成本後於在行使購股權時撥入股本(面值)及股份溢價。

2.26 撥備

當本集團因已發生之事件而產生現有的法律或推定責任、很有可能需要流出資源以償付責任，並且能可靠地估計有關金額時，則會確認環境恢復以及養護及保護成本撥備。倘本集團預期某項撥備可獲償付，例如根據保險合約作出償付，則會在肯定可獲償付之情況下確認為獨立資產。

倘有多項類似責任，會考慮整體責任類別以確定解除責任時是否需要流出資源。即使同類責任中有關任何一項流出之可能性低，亦確認撥備。

2 Summary of significant accounting policies (Continued)**2.26 Provisions (Continued)**

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.27 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods, properties and services in the ordinary course of the Group's activities. Revenue is shown net of business tax and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

- (i) Revenues from infrastructure and alternative energy are generated from water supply, electricity supply and the toll road. They are recognised based on the following:
 - (a) Revenue arising from water supply is recognised based on water supplied as recorded by meters read during the year.
 - (b) Revenue arising from electricity supply is recognised when electricity is supplied to the provincial grid companies.
 - (c) Revenue arising from toll road is recognised when services are rendered.
- (ii) Rental income from investment properties is recognised on a straight-line basis over the terms of the respective leases.
- (iii) Revenue from individual construction contracts is recognised under the percentage of completion method.
- (iv) Sales of food and beverages are recognised in the income statement at the point of sale to customer.

2 主要會計政策概要(續)**2.26撥備(續)**

撥備按預期履行責任所需開支之現值，以可反映現時市場評估之貨幣時間價值及責任之特定風險之稅前比率計量。時間過去產生之撥備升幅確認為利息開支。

2.27收益確認

收益指本集團在通常活動過程中出售貨品、物業及服務的已收或應收代價的公平值。收益在扣除營業稅及對銷集團內部銷售後列賬。

當收益的數額能夠可靠計量、未來經濟利益很有可能流入有關實體，而本集團每項活動均符合下文所述之具體條件時，本集團會確認收益。除非與銷售有關的所有或然事項均已解決，否則收益的數額不被視為能夠可靠計量。本集團會根據其往績並考慮客戶類別、交易種類和每項安排的特點作出估計。

- (i) 基建及替代能源收益產生自供水、供電以及收費公路。其按下列方式確認：
 - (a) 自供水產生之收益，按年內讀錶所記錄之供應水量確認。
 - (b) 自供電產生之收益於向省級電網公司供電時確認。
 - (c) 自收費公路產生之收益於服務提供時確認。
- (ii) 來自投資物業之租金收入於有關租期內以直線法確認。
- (iii) 來自個別建築合約之收益根據完成比例法確認。
- (iv) 飲食銷售按向客戶之銷售於銷售時確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.27 Revenue recognition (Continued)

- (v) Revenue from sales of properties held for sale is recognised upon completion of the sale and purchase agreements or the issue of an occupation permit, by the relevant government authorities, whichever is the later. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the balance sheet under “trade and other payables”.
- (vi) Revenue from provision of software development services is recognised when the services are rendered.
- (vii) Dividend income is recognised when the right to receive payment is established.
- (viii) Interest income is recognised on a time proportion basis using the effective interest method.
- (ix) Property management fee income is recognised when the services are rendered.

2.28 Leases

(a) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are classified as finance leases. Finance leases are capitalised at the lease’s commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in liabilities. The finance charges are charged to the income statement over the lease periods so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

(b) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

2 主要會計政策概要(續)

2.27 收益確認(續)

- (v) 出售作銷售用途之物業所得收益於完成買賣協議或有關政府當局發出入伙紙時(以較遲者為準)確認。於收益確認日期前已就出售物業所收取之按金及分期付款，列入資產負債表「應付賬款及其他應付款」內。
- (vi) 來自提供軟件開發服務之收益於提供有關服務後確認。
- (vii) 股息收入於確立收款權利時確認。
- (viii) 利息收入使用實際利率法按時間比例確認。
- (ix) 物業管理費用收入於提供服務時確認。

2.28 租賃

(a) 融資租賃

向本集團轉讓資產擁有權絕大部份風險及回報之租賃分類為融資租賃。融資租賃於租賃開始時按租賃物業公平值與最低租金現值之較低者撥充資本。每項租賃款於負債及融資費用之間分配，以達致佔尚未償還融資餘額固定比率。相對租金責任扣除融資開支後計入負債。融資開支於租賃期間計入損益表，以計算各期間負債餘額之定期利率。

(b) 經營租賃

資產擁有權之絕大部份風險及回報歸於出租者之租賃，均歸類為經營租賃。根據經營租賃支付之款項在扣除自出租者收取之任何優惠後，於租賃期內以直線法在損益表中扣除。

2 Summary of significant accounting policies (Continued)

2.29 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

2.30 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved.

3 Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk, commodity price risk and interest rate risk), credit risk and liquidity risk. The Group's major financial instruments include trade and other receivables, cash and bank balances, derivative financial instrument, financial assets at fair value through profit or loss, available-for-sale financial assets, trade and other payables and bank loans. Details of these financial instruments are disclosed in the respective notes.

It is the policy of the Group not to enter into derivative transactions for speculative purposes. The derivatives held are not for speculative purpose and cannot be traded in the market. They are part of an embedded investment rights to investment assets and are not exposed to market risk (including commodity price risk) since the gains and losses on the derivatives are offset by the losses and gains on the underlying assets.

2 主要會計政策概要(續)

2.29 或然負債

或然負債乃因過去事件而可能出現之責任，而僅視乎日後會否出現一項或多項非本集團可完全控制之事件而確實。因過去事件而產生之現有責任，由於不大可能需要流出經濟利益或未能就該責任之數額作可靠估計而未有確認。

或然負債不會確認，但會於綜合財務報表附註披露。倘情況有變可能導致經濟資源流出時，或然負債將確認為撥備。

2.30 派付股息

向本公司股東派付之股息於本公司股東批准派付股息之期間內在本集團及本公司之財務報表中確認為負債。

3 財務風險管理

3.1 財務風險因素

本集團業務涉及多類財務風險：市場風險(包括外匯風險、價格風險、商品價格風險及利率風險)、信貸風險及流動資金風險。本集團之主要金融工具包括應收賬款及其他應收款、現金及銀行結餘、衍生金融工具、按公平值於損益表列賬之金融資產、可供出售金融資產、應付賬款及其他應付款以及銀行貸款。該等金融工具之詳情於各附註披露。

本集團之政策為不會就投機用途進行衍生工具交易。持有的衍生工具並非作投機工具用途，亦不能在市場上買賣。該等工具乃投資資產包含之投資權利，故並不涉及市場風險(包括商品價格風險)，原因是衍生工具之盈虧被相關資產之盈虧所抵銷。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

The Group's Board of Directors focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below.

(a) Market risk

(i) Foreign exchange risk

The Group operates mainly in Hong Kong and the Mainland China. Entities within the Group are exposed to foreign exchange risk arising from future commercial transactions and monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency.

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

If Renminbi had strengthened/weakened by 5% against the Hong Kong dollars with all other variables held constant, the Group's loss before income tax would have been HK\$23.0 million higher/lower (2009: the Group's profit before income tax would have been HK\$32.5 million lower/higher).

(ii) Price risk

In prior years, the Group was exposed to price risk in relation to its investment in a fund classified by the Group on the consolidated balance sheet as financial assets at fair value through profit or loss. The investment fund was disposed of in 2010 and the Group's exposure to price risk is minimal.

As at 31 December 2009, if the price of the investment fund held by the Group had increased/decreased by 5%, the Group's profit before income tax would have increased/decreased by US\$0.4 million (equivalent to approximately HK\$3.1 million).

3 財務風險管理(續)

3.1 財務風險因素(續)

本集團董事會關注於未能預測之金融市場，並力求減低對本集團財務表現之潛在負面影響。董事會就管理各項風險檢討及議定政策，並概述如下。

(a) 市場風險

(i) 外匯風險

本集團主要於香港及中國大陸經營。本集團內各實體承受來自未來商業交易及以該實體功能貨幣以外貨幣列賬之貨幣資產及負債所產生外匯風險。

本集團現時並無任何外匯對沖活動。然而，本集團管理層密切監察外匯風險，並於需要時考慮對沖重大外匯風險。

倘人民幣兌港元升值／貶值5%，而所有其他因素維持不變，本集團所得稅前虧損增加／減少23,000,000港元（二零零九年：本集團所得稅前溢利應減少／增加32,500,000港元）。

(ii) 價格風險

於過往年度，本集團就其於一項在綜合資產負債表分類為按公平值在損益表列賬之金融資產之基金之投資承受價格風險。該投資基金已於二零一零年出售，故本集團承受之價格風險輕微。

於二零零九年十二月三十一日，倘本集團持有之投資基金價格上升／下跌5%，本集團所得稅前溢利應增加／減少400,000美元（約相等於3,100,000港元）。

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(iii) Commodity price risk

The Group's exposure to commodity price risk relates primarily to the cost of building materials which are influenced by supply and demand conditions. The Group historically has not entered into any commodity derivative instruments to hedge the exposure. Management will monitor such risk and consider hedging significant commodity price risk exposure should the need arise.

(iv) Interest rate risk

The Group's interest-rate risk arises from bank borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk due to fluctuation of the prevailing market interest rate. The Group's income and operating cash flows are substantially dependent of changes in market interest rates.

The Group does not use any derivative contracts to hedge its exposure to interest rate risk. However, management will consider hedging significant interest rate exposures should the need arise.

As at 31 December 2010, if the interest rate had increased/decreased 100 basis points with all other variables held constant, the Group's loss before income tax would have increased/decreased by HK\$33.1 million (2009: the Group's profit before income tax would have been decreased/increased by HK\$29.3 million).

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(iii) 商品價格風險

本集團面對之商品價格風險主要與受供求情況影響之建築材料成本有關。本集團過往並無採用任何商品衍生工具以對沖風險。管理層將於需要時監控該等風險並考慮對沖重大商品價格風險。

(iv) 利率風險

本集團之利率風險源於銀行借款。由於現行市場利率波動，按浮動利率授出之借款導致本集團須面對現金流量利率風險。市場利率變動對本集團之收入及經營現金流量有重大影響。

本集團並無使用任何衍生合約對沖其面對之利率風險。然而，管理層將於需要時考慮對沖重大利率風險。

於二零一零年十二月三十一日，倘利率增加／減少100個點子，而所有其他因素維持不變，本集團之所得稅前虧損應增加／減少33,100,000港元（二零零九年：本集團之除所得稅前溢利應減少／增加29,300,000港元）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk

The Group is exposed to credit risk in its restricted cash, cash and cash equivalents and trade and other receivables.

The carrying amount of restricted cash, cash and cash equivalents and trade and other receivables, represent the Group's maximum exposure to credit risk in relation to its financial assets.

To manage the credit risk associated with restricted cash and cash and cash equivalents, most of the deposits are mainly placed with certain state-owned banks in the PRC which are high-credit quality financial institutions and banks with high credit rankings in Hong Kong.

To manage the credit risk associated with trade and other receivables and deposits paid for a property development project, the Group adopts risk control to assess the credit quality of the customers and debtors, taking into account their financial positions and past experience.

There is no concentration of credit risk with respect to trade receivables from third party customers as the customer bases are widely dispersed in different sectors and industries.

In addition, the Group and the Company monitor the exposure to credit risk in respect of the financial assistance provided to subsidiaries, associated companies and jointly controlled entities through exercising control and significant influence over their financial and operating policy decisions and reviewing their financial positions on a regular basis.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險

本集團面對受限制現金、現金及現金等價物以及應收賬款及其他應收款的信貸風險。

受限制現金、現金及現金等價物以及應收賬款及其他應收款之賬面值，代表本集團就其金融資產面對之最高信貸風險。

為管理受限制現金以及現金及現金等價物之相關信貸風險，大部份存款主要存放於若干中國國有銀行，即高信貸質素之財務機構，以及於香港獲高信貸評級之銀行。

為管理應收賬款及其他應收款以及物業發展項目已付按金之相關信貸風險，本集團已採納風險控制，評估客戶及債務人之信貸質素，並考慮其財務狀況及過往記錄。

由於客戶分佈於不同界別及行業，故來自第三方客戶之應收賬款信貸風險並不集中。

此外，本集團及本公司透過對附屬公司、聯營公司及合營公司之財務及營運政策決定行使控制權或重大影響，並定期審閱該等公司之財務狀況，從而監察向該等公司提供財務資助承受之信貸風險。

3 Financial risk management (Continued)**3.1 Financial risk factors (Continued)****(c) Liquidity risk**

Liquidity risk is the risk that the Group is unable to meet its current obligations when they fall due. The Group measures and monitors its liquidity through the maintenance of prudent ratios regarding the liquidity structure of the overall assets, liabilities, loans and commitments of the Group. The Group also maintains a conservative level of liquid assets to ensure the availability of sufficient cash flows to meet any unexpected and material cash requirements in the course of ordinary business.

The table below analyses the Group's and the Company's contractual maturity for their financial liabilities. The amounts disclosed in the table have been drawn up with reference to the undiscounted cash flows of the financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

3 財務風險管理(續)**3.1 財務風險因素(續)****(c) 流動資金風險**

流動資金風險為本集團未能履行其到期即期責任之風險。本集團就整體資產、負債、貸款及承擔之流動資金架構，透過維持審慎比率計量及監察其流動資金。本集團亦維持流動資產於穩健水平，以確保具備充裕現金流量應付日常業務中任何未能預測之重大現金需求。

下表分析本集團及本公司財務負債之合約到期日。下表披露之款額乃參考本集團及本公司須付款之最早日期財務負債之未貼現現金流量編製。

		Less than 1 year 一年內 HK\$ Million 百萬港元	Between 1 and 2 years 一至兩年 HK\$ Million 百萬港元	Between 2 and 5 years 二至五年 HK\$ Million 百萬港元	Over 5 years 五年以上 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
Group	本集團					
At 31 December 2010	於二零一零年 十二月三十一日					
Bank borrowings with callable terms	具隨時通知償還條款之銀行 借款	206.1	-	-	-	206.1
Bank borrowings and other loans	銀行借款及其他貸款	740.0	411.6	1,126.1	1,764.0	4,041.7
Finance lease liabilities	融資租賃負債	10.8	11.1	35.3	71.1	128.3
Trade and other payables	應付賬款及其他應付款	902.0	-	-	-	902.0
Other non-current payables	其他非流動應付款	-	264.9	-	59.0	323.9
Liabilities of disposal group classified as held for sale	持有待售的處置組 的負債	295.6	-	-	-	295.6
At 31 December 2009	於二零零九年 十二月三十一日					
Bank borrowings and other loans	銀行借款及其他貸款	636.6	545.1	1,172.3	2,395.9	4,749.9
Finance lease liabilities	融資租賃負債	10.0	10.3	32.7	79.3	132.3
Amount due to a shareholder	應付一名股東款項	374.8	-	-	-	374.8
Trade and other payables	應付賬款及其他應付款	1,033.7	-	-	-	1,033.7
Other non-current payables	其他非流動應付款	-	-	266.3	59.4	325.7

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

		Less than 1 year 一年內 HK\$ Million 百萬港元	Between 1 and 2 years 一至兩年 HK\$ Million 百萬港元	Between 2 and 5 years 二至五年 HK\$ Million 百萬港元	Over 5 years 五年以上 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
Company	本公司					
At 31 December 2010	於二零一零年 十二月三十一日					
Other payables	其他應付款	10.3	-	-	-	10.3
At 31 December 2009	於二零零九年 十二月三十一日					
Amount due to a shareholder	應付一名股東款項	374.8	-	-	-	374.8
Other payables	其他應付款	62.5	-	-	-	62.5

With regard to the bank borrowings with callable terms, the maturity with reference to the schedule of repayments set out in the respective loan agreements is as follows:

關於具隨時通知償還條款之銀行借款，按照其借款協議中的還款時間表進行分類的到期日如下：

		Less than 1 year 一年內 HK\$ Million 百萬港元	Between 1 and 2 years 一至兩年 HK\$ Million 百萬港元	Between 2 and 5 years 二至五年 HK\$ Million 百萬港元	Over 5 years 五年以上 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
Group	本集團					
At 31 December 2010	於二零一零年 十二月三十一日					
Bank borrowings with callable terms	具隨時通知償還條款之銀行 借款	18.0	149.8	10.5	38.2	216.5

3 Financial risk management (Continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, raise new debt financing issue new shares, share options and warrants or conduct share buy-backs.

The Group monitors its capital structure by reviewing its gearing ratio and cash flows requirements, taking into account its future financial obligations and commitments for this purpose. The Group defines gearing ratio as net debt divided by total equity. Net debt is calculated as total borrowings less loans from non-controlling shareholders (including current and non-current borrowings shown in the consolidated financial statements) less cash and cash equivalents and restricted cash. Total equity is as shown in the consolidated balance sheet.

The gearing ratios at 31 December 2010 and 2009 were as follows:

		Group 本集團	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Current borrowings	流動借款	739.8	466.2
Non-current borrowings	非流動借款	2,621.7	2,945.9
Amount due to a shareholder	應付一名股東款項	-	362.1
Total borrowings (excluding loans from non-controlling shareholders)	借款總額(不包括非控股股東貸款)	3,361.5	3,774.2
Less: Cash and cash equivalents and restricted cash	減：現金及現金等價物以及受限制現金	(2,223.9)	(2,519.0)
Net debt position	債務淨額狀況	1,137.6	1,255.2
Total equity	權益總額	13,644.9	13,403.9
Gearing ratio	負債資本比率	8.3%	9.4%

3 財務風險管理(續)

3.2 資本風險管理

本集團管理資本之宗旨為保障本集團持續經營業務之能力，務求為股東提供回報及為其他權益相關者帶來利益，並維持最佳的資本架構從而減少資金成本。

為保持或調整資本架構，本集團或會調整向股東派付之股息金額、籌集新債務融資、發行新股份、購股權及認股權證或進行回購股份。

本集團透過檢討其資產負債比率及現金流量需求監察其資本架構，檢討時會考慮其未來財務責任及承擔。本集團將負債資本比率界定為債務淨額除以權益總額。債務淨額按借款總額減非控股股東貸款(包括綜合財務報表所示流動及非流動借款)減現金及現金等價物以及受限制現金計算。權益總額於綜合資產負債表列示。

於二零一零年及二零零九年十二月三十一日之負債資本比率如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 Financial risk management (Continued)

3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2010.

3 財務風險管理(續)

3.3 公平值估計

下表採用估值法對按公平值列賬之金融工具進行分析。不同級別界定如下：

- 就可資識別資產或負債於活躍市場之報價(未經調整)(第1級)。
- 於第1級計入之報價以外可直接(即透過價格)或間接(即透過價格產生者)觀察資產或負債所得投入項目(第2級)。
- 並非按可觀察市場數據(即並非觀察所得投入項目)之資產或負債投入項目(第3級)。

下表呈列本集團於二零一零年十二月三十一日按公平值計量之資產及負債。

		Level 1 第1級 HK\$ Million 百萬港元	Level 2 第2級 HK\$ Million 百萬港元	Level 3 第3級 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Assets	資產				
Available-for-sale financial assets	可供出售金融資產	–	7.8	23.5	31.3
Financial assets at fair value through profit or loss	按公平值在損益表列賬之金融資產	0.3	–	13.3	13.6
Total assets	資產總額	0.3	7.8	36.8	44.9
Liabilities	負債				
Derivative liability	衍生工具負債	–	75.5	–	75.5
Financial liabilities at fair value through profit or loss	按公平值在損益表列賬之金融負債	–	–	264.9	264.9
Total liabilities	負債總額	–	75.5	264.9	340.4

3 Financial risk management (Continued)

3.3 Fair value estimation (Continued)

The following table presents the Group's assets that are measured at fair value at 31 December 2009.

		Level 1 第1級 HK\$ Million 百萬港元	Level 2 第2級 HK\$ Million 百萬港元	Level 3 第3級 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Assets	資產				
Available-for-sale financial assets	可供出售金融資產	–	5.0	22.2	27.2
Financial assets at fair value through profit or loss	按公平值在損益表列賬之金融資產	0.1	62.4	12.7	75.2
Total assets	資產總額	0.1	67.4	34.9	102.4
Liabilities	負債				
Financial liabilities at fair value through profit or loss	按公平值在損益表列賬之金融負債	–	–	266.3	266.3

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise primarily equity investments classified as trading securities under financial assets at fair value through profit or loss.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

3 財務風險管理(續)

3.3 公平值估計(續)

下表呈列於二零零九年十二月三十一日按公平值計量之本集團資產。

於活躍市場所買賣金融工具之公平值乃根據於結算日所報市場價格計算。倘即時及定時透過交易所、交易商、經紀、業界組別、報價服務或監管機構獲得報價，且該等價格反映實際及經常按公平基準進行之市場交易，則市場可視為活躍。本集團所持金融資產所用市場報價為目前之買入價。此等工具已計入第1級，主要包括分類為按公平值於損益表列賬之金融資產項下交易證券之股本投資。

未有在活躍市場買賣金融工具之公平值乃採用估值法釐定。當可獲得可觀察市場數據並盡可能減少依賴實體特定估計時，此等估值方法盡量運用可觀察市場數據。倘所有計算一項工具之公平值所需重大輸入數據屬可觀察，有關工具會計入第2級。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 Financial risk management (Continued)

3.3 Fair value estimation (Continued)

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value.
- The fair value of derivative liabilities is determined using Binominal model.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

The following table presents the changes in level 3 instruments for the year ended 31 December 2010.

3 財務風險管理(續)

3.3 公平值估計(續)

倘一個或多個重大輸入數據並非根據可觀察市場數據計算，有關工具會計入第3級。

用於對金融工具作出估值之特定估值技術包括：

- 對類似工具採用市場報價或交易商報價。
- 利率掉期合約之公平值根據可觀察收益率曲線，按估計未來現金流量現值計算。
- 遠期外匯期貨合約之公平值按結算日之遠期匯率釐定，所產生之價值貼現回現值。
- 採用二項式模型釐定衍生工具之公平值。
- 其他技術，例如折現現金流量分析，用以釐定餘下金融工具之公平值。

下表載列截至二零一零年十二月三十一日止年度之第3級工具變動。

		Available -for-sale financial assets	Financial assets at fair value through profit or loss	Financial liabilities at fair value through profit or loss	Total
		可供出售 金融資產	按公平值在 損益表列賬之 金融資產	按公平值在 損益表列賬之 金融負債	總計
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
Opening balance	年初結餘	22.2	12.7	(266.3)	(231.4)
Net gain recognised in equity	於權益確認之收益淨額	1.3	0.6	1.4	3.3
Closing balance	期末結餘	23.5	13.3	(264.9)	(228.1)

4 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Valuation of investment properties/recoverable amount of prepaid land lease payments

The fair value of each investment property, and the recoverable amount of prepaid land lease payments for which there are impairment indicators, are individually determined at each balance sheet date by an independent value based on a market value assessment. Knight Frank was engaged to carry out the independent valuation of the Group's investment property and prepaid land lease payments portfolio as at 31 December 2010. This valuation was carried out in accordance with the Valuation Standards on Properties of the Hong Kong Institute of Surveyors which defines market value as "the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion".

Knight Frank has derived the valuation of the Group's property portfolio by capitalising the rental income derived from existing tenancies with due provision for reversionary income potential and where appropriate, by reference to market comparable transactions. The assumptions are based on market conditions existing at the balance sheet date.

For the prepaid land lease payments, management determined the recoverable amount based on the valuation report prepared by Knight Frank. Knight Frank has adopted a direct comparison approach whenever market comparable transactions are available and assumed sale of the interests with the benefit of vacant possession.

4 重大會計估計及判斷

本集團根據以往經驗及其他因素(包括對未來事件所作出在不同情況下相信屬合理之預期),不斷對估計及判斷作出評估。

本集團對未來作出估計及假設。顧名思義,所得出之會計估算甚少與有關的實際結果相同。導致下一個財務年度資產及負債賬面值出現重大調整風險之估計及假設在下文論述。

(a) 投資物業／預付土地租賃款可收回款額之估值

各投資物業之公平值及具有減值指標之預付土地租賃款可收回金額,於各結算日由獨立估值師按市值評估個別釐定。萊坊已對本集團於二零一零年十二月三十一日之投資物業及預付土地租賃款組合進行獨立估值。該估值乃根據香港測量師學會之物業估值準則進行。該準則對市值之定義為「該物業於估值日在適當市場推銷後,由自願買方及自願賣方在知情、審慎及並無強迫之情況下,按公平原則進行交易而可交換之估計金額」。

萊坊已將現有租約所得之租金收入資本化,並為約滿後新訂租金潛在變化及在適當情況下參考市場可比較交易而作出適當撥備,而得出本集團投資物業組合之估值。假設乃根據結算日存在之市場情況而作出。

就預付土地租賃款而言,管理層根據萊坊編製之估值報告釐定可收回金額。萊坊於市場可比較交易存在,並假設權益交吉出售時應用直接比較法。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

4 Critical accounting estimates and judgements (Continued)

(a) Valuation of investment properties/recoverable amount of prepaid land lease payments

(Continued)

Management has reviewed the Knight Frank valuation and compared it with its own assumptions, with reference to comparable sales transaction data where such information is available, and has concluded that the Knight Frank valuation of the Group's investment portfolio and prepaid land lease payments is reasonable.

If the valuation of the investment properties (included investment properties classified as assets held for sale) and recoverable amount of the prepaid land lease payments had been 10% higher or lower than the value stated on the valuation report, the fair value adjustment and reversal of impairment losses for the year arising from the Group's investment properties and prepaid land lease payments, in aggregate, would have been increased by HK\$878.9 million (2009: HK\$855.7million) or decreased by HK\$1,010.3 million (2009: HK\$987.2million).

(b) Estimated impairment of concession right – toll road

The Group tests annually whether intangible assets have suffered any impairment in accordance with the accounting policy. The calculations use pre-tax cash flow projections based on financial budgets approved by management.

The unit prices used for the analysis are determined by management by reference to the agreements approved by the government authorities. The weighted average growth rates used are consistent with the forecasts expected in the industry. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

If the discount rate used in the value-in-use calculation had been 10% higher or lower than management's estimates at 31 December 2010, the reversal of impairment losses for the year arising from the Group's concession right (toll road) would have been decreased by HK\$50.7 million (2009: HK\$119.8 million) or increased by HK\$294.8 million (2009: HK\$207.4 million).

4 重大會計估計及判斷(續)

(a) 投資物業／預付土地租賃款可收回款額之估值(續)

管理層已審閱萊坊之估值，並已參考可取得之同類銷售交易數據，與管理層本身的假設作比較，結果認為萊坊對本集團投資組合及預付土地租賃款的估值屬合理。

假設投資物業(包括分類為持作銷售資產之投資物業)之估值及預付土地租賃款可收回款額較估值報告所列價值高出或低於10%，本年度自本集團投資物業及預付土地租賃款產生之公平值調整及減值虧損回撥應合共增加878,900,000港元(二零零九年：855,700,000港元)或減少1,010,300,000港元(二零零九年：987,200,000港元)。

(b) 特許權－收費公路之估計減值

本集團每年根據會計政策對無形資產有否出現任何減值進行檢測，且已採用稅前現金流量預測按照管理層批准之財務預算計算。

分析使用之單位價格經管理層參考政府機關批准之協議釐定。所使用之加權平均增長率與行內之預期預測一致。使用之貼現率為可反映有關分部指定風險之稅前比率。

倘使用價值計算所用貼現率較管理層於二零一零年十二月三十一日之估計高出或低於10%，本年度自本集團特許權(收費公路)之減值虧損回撥將減少50,700,000港元(二零零九年：119,800,000港元)或增加294,800,000港元(二零零九年：207,400,000港元)。

4 Critical accounting estimates and judgements (Continued)**(c) Estimated impairment of goodwill**

The Group tests annually whether goodwill is subject to any impairment losses, in accordance with the accounting policy. The recoverable amounts of cash-generating units with goodwill being allocated have been determined based on the higher of fair value less cost to sell and value-in-use calculations.

(d) Estimated impairment of plant and equipment

Plant and equipment are reviewed by management for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amount is the higher of fair value less costs to sell and value in use of the plant and equipment. Management makes judgements on whether such events or changes in circumstances have occurred, and makes estimates in determining the recoverable amount. In the situation where the value in use of plant and equipment cannot be assessed due to the uncertainties of the operation model in the future, management has assessed the respective recoverable amount solely based on the fair value less costs to sell. Provision is made when events or changes in circumstances indicate that the carrying amounts may not be recovered.

If the recoverable amount of the plant and equipment had been 10% higher or lower than management's estimates, the reversal of impairment losses for the year arising from the Group's plant and equipment would have been increased by HK\$59.5 million (2009: HK\$64.4 million) or remained unchanged (2009: remained unchanged).

(e) Income taxes

The Group is subject to income taxes in the Mainland China. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determined is uncertain during the ordinary course of business. The Group recognises liabilities for potential tax exposures 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 affect the income tax and deferred tax provision in the period in which such determination is made.

4 重大會計估計及判斷(續)**(c) 商譽減值估計**

本集團每年根據會計政策測試商譽是否出現任何減值虧損。商譽已獲分配之現金產生單位之可收回金額利用使用價值計算方式，按公平值減銷售成本之較高者釐定。

(d) 機器及設備之減值估計

倘有任何事件或情況變動顯示賬面值或未能收回，管理層會審閱機器及設備有否出現減值虧損。可收回金額為公平值減銷售成本及機器及設備使用價值之較高者。管理層將就有否出現有關事件或情況變動作出判斷，並就釐定可收回金額進行估計。就因未來操作模式未明而未能評估機器及設備使用值之情況，管理層僅按公平值減出售成本評估各自之可收回金額。當事件或情況變動顯示賬面值或未能收回時，則會進行撥備。

倘機器及設備之可收回金額較管理層之估計高出或低於10%，本年度自本集團機器及設備之減值虧損撥備將增加59,500,000港元(二零零九年：64,400,000港元)或維持不變(二零零九年：維持不變)。

(e) 所得稅

本集團於中國內地須繳納所得稅項。於釐定各所得稅項撥備時，須運用重大估計。於日常業務過程中未能準確釐定最終須繳納稅項之交易及計算相當繁多。本集團會就估計是否需要繳付到期額外稅項確認潛在稅務風險負債。若有關上述事項之最終稅款與原先之入賬額不同，則該差異將影響釐定稅款期間之所得稅項及遞延稅項撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

4 Critical accounting estimates and judgements (Continued)

(f) Fair value of derivatives, financial assets/liabilities at fair value through profit or loss and other financial instruments

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at each balance sheet date. The Group uses discounted cash flow analysis for various available-for-sale financial assets that were not traded in active markets.

(g) Revenue recognition

The Group uses the percentage-of-completion method in accounting for its fixed-price contracts to deliver construction services. The use of the percentage-of-completion method requires the Group to estimate the services performed to date as a proportion of the total services to be performed.

(h) Determination of fair value of share-based compensation

The Group uses the Binomial Model to determine the fair value of share options issued during the year. Under this model, the value of the share options is subject to a number of assumptions such as the risk-free interest rate, the expected life of the options and historical volatility based on annualised volatility of the closing price of the share. Therefore the value may be subjective and would change should any of the assumptions change.

(i) Allowances for bad and doubtful debts

The policy for allowance for bad and doubtful debts of the Group is based on the evaluation of collectability and ageing analysis of receivables and management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the creditworthiness and the past collection history of each customer.

(j) Fair value of financial and equity instruments

Where the fair value of equity instruments or financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using valuation techniques including the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, option pricing model and share prices of the Company. The inputs to these models are taken from observable markets where possible, but where this is not feasible. A degree of judgement is required in establishing fair values.

5 Segment information

Segment information disclosed in the annual report has been prepared in a manner consistent with the information used by the Group's most senior executive management for the purposes of assessing segment performance and allocating resources between segments. In this regard, the Group is organised into the following segments: Properties under development (for sale or lease upon completion of construction work), Property investment and leasing, Infrastructure, Alternative energy, Construction, Hotel and catering services and Other operations.

4 重大會計估計及判斷(續)

(f) 衍生工具、按公平值在損益表之列賬之金融資產／負債及其他金融工具之公平值

並非於活躍市場買賣之金融工具公平值，以估值方式釐定。本集團運用判斷選擇多種方法，並主要根據於各結算日之市場實際情況作出假設。本集團以貼現現金流量分析並非於活躍市場買賣之多項可供出售金融資產。

(g) 收益確認

本集團就提供建築服務之固定價格合約採用完成百分比法計算。完成百分比法的採用規定本集團估計截至該日已履行之服務佔將予履行總服務之比例。

(h) 釐定以股份作報酬之公平值

本集團採用二項式估值模式釐定年內已發行購股權之公平值。根據此模式，購股權價值受多項假設影響，如無風險利率、購股權預期年期以及根據股份收市價每年波幅計算之過往波幅。因此，有關價值可能較主觀，並會隨著任何假設更改而變動。

(i) 呆壞賬撥備

本集團之呆壞賬撥備政策乃根據對應收款可收回程度之評估及賬齡分析以及管理層之判斷而定。評估該等應收款之最終變現時須作出大量判斷，包括各客戶目前之信譽及過往收賬記錄。

(j) 金融及權益工具之公平值

當資產負債表內入賬之權益工具或金融資產及金融負債之公平值不能從活躍市場取得時，則用估值技術(包括利用近期公平原則交易、參考大致相同之其他工具、貼現現金流量分析及期權定價模式以及本公司的股票價值)釐定。在確定該等公平值時，輸入該等模式之數據取自可能之可觀察市場，如不可行，則須進行一定程度之判斷。

5 分部資料

於年報披露之分部資料已按與本集團最高級行政管理層就評估分部表現及分配分部間資源所用資料一致之方式編製。就此，本集團劃分為下列分部：發展中物業(於工程竣工後供銷售或出租)、物業投資及租賃、基建、替代能源、建築、酒店及飲食服務以及其他業務。

5 Segment information (Continued)

The Group's most senior executive management assesses the performance of the operating segments based on operating profit/(loss) after interest income and expenses, taxation and share of profits/(losses) of associated companies and jointly controlled entities. Corporate expenses mainly include the employee expenses of the head office, interest income and expenses arising from the holding companies and other administrative expenses of the head office.

The Group's segment assets exclude financial assets at fair value through profit or loss, available-for-sale financial assets as well as derivative financial instruments which are managed on a central basis. These are part of the reconciliation to total balance sheet assets. Corporate assets mainly include the cash at bank, property, plant and equipment and other receivables held by the head office. The assets of each reportable segment comprise the inter-segment receivables.

Sales between segments are carried out on terms equivalent to those that prevail in arm's length transactions. The revenue from external parties reported to management is measured in a manner consistent with that in the consolidated income statement. Total segment revenue also represents the Group's turnover.

The segment information for the reportable segments for the years ended 31 December 2010 and 2009 is as follows:

		Properties under development 發展中物業				Property investment and leasing 物業投資及租賃	Infrastructure 基建	Alternative energy 替代能源	Construction 建築	Hotel and catering services 酒店及飲食服務	Other operations 其他業務	Total reportable segments 分部總額
		Shanghai and Zhejiang 上海及浙江	Shenyang 瀋陽	Tianjin 天津	Other area 其他地區							
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
Year ended 31 December 2010	截至二零一零年十二月三十一日止年度											
Revenue from external customers	來自外界客戶之收益	60.1	-	-	-	257.2	68.6	51.0	18.4	37.6	6.2	499.1
Inter-segment revenue	分部間收益	-	-	-	-	1.0	-	-	22.1	-	-	23.1
Total revenue	收益總額	60.1	-	-	-	258.2	68.6	51.0	40.5	37.6	6.2	522.2
Operating (loss)/profit	經營(虧損)/溢利	(218.8)	(28.3)	(26.6)	(6.9)	284.9	20.3	4.8	(62.4)	(48.7)	(31.5)	(113.2)
Finance income	財務收入	1.5	1.8	2.7	-	1.6	0.6	-	-	-	0.8	9.0
Finance costs	融資成本	(17.3)	-	-	-	(48.7)	(71.7)	(25.4)	-	(15.7)	(8.2)	(187.0)
Share of profits less losses of associated companies	應佔聯營公司溢利減虧損	-	-	-	-	61.6	-	28.2	-	-	0.1	89.9
Share of profits less losses of jointly controlled entities	應佔合營公司溢利減虧損	(16.0)	-	-	-	-	-	-	-	-	1.1	(14.9)
(Loss)/profit before income tax	所得稅前(虧損)/溢利	(250.6)	(26.5)	(23.9)	(6.9)	299.4	(50.8)	7.6	(62.4)	(64.4)	(37.7)	(216.2)
Income tax credit/(expense)	所得稅抵免/(支出)	56.4	1.2	4.9	-	(49.3)	-	0.4	3.3	-	0.9	17.8
(Loss)/profit for the year	本年度(虧損)/溢利	(194.2)	(25.3)	(19.0)	(6.9)	250.1	(50.8)	8.0	(59.1)	(64.4)	(36.8)	(198.4)
Depreciation	折舊	(2.3)	(1.8)	(0.7)	-	(1.1)	(21.1)	(22.1)	(3.0)	(8.3)	(3.0)	(63.4)
Amortisation	攤銷	(0.2)	(14.2)	(19.4)	(3.1)	-	(7.8)	(0.4)	-	-	(1.0)	(46.1)
Fair value adjustments on investment properties	投資物業公平值調整	(225.4)	(4.9)	-	-	131.4	-	-	-	-	-	(88.9)
(Provision for)/reversal of impairment losses	減值虧損(撥備)/撥回	-	-	-	-	1.1	-	-	(0.5)	(33.8)	(4.8)	(38.0)

5 分部資料(續)

本集團最高級行政管理層負責按除利息收入及開支、稅項以及應佔聯營公司及合營公司溢利/(虧損)後之經營溢利/(虧損)·評估經營分部之表現。企業開支主要包括總辦事處之僱員開支、控股公司產生之利息收入及開支以及總辦事處之其他行政費用。

本集團之分部資產不包括以中央方式管理按公平值在損益表列賬之金融資產、可供出售金融資產以及衍生金融工具。此等項目乃對資產負債表資產總額之部分調整。企業資產主要包括由總辦事處持有之銀行現金、物業、機器及設備以及其他應收款。各可呈報分部之資產包括分部間之應收款。

分部間銷售按與公平交易中適用之相同條款進行。向管理層報告來自外界客戶之收益按與綜合損益表所用者一致之方式計量。分部收益總額亦指本集團之營業額。

截至二零一零年及二零零九年十二月三十一日止年度可呈報分部之分部資料如下：

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

5 Segment information (Continued)

5 分部資料(續)

		Properties under development 發展中物業				Property investment and leasing 物業投資及租賃	Infrastructure 基建	Alternative energy 替代能源	Construction 建築	Hotel and catering services 酒店及飲食服務	Other operations 其他業務	Total reportable segments 可呈報分部總額
		Shanghai and Zhejiang	Shenyang	Tianjin	Other area							
		上海及浙江 HK\$ Million 百萬港元	瀋陽 HK\$ Million 百萬港元	天津 HK\$ Million 百萬港元	其他地區 HK\$ Million 百萬港元							
Year ended 31 December 2009	截至二零零九年十二月三十一日止年度											
Revenue from external customers	來自外界客戶之收益	-	-	-	-	177.2	53.9	53.6	32.5	35.1	25.7	378.0
Inter-segment revenue	分部間收益	-	-	-	-	0.7	-	-	85.5	-	-	86.2
Total revenue	收益總額	-	-	-	-	177.9	53.9	53.6	118.0	35.1	25.7	464.2
Operating (loss)/profit	經營(虧損)/溢利	973.7	98.0	265.8	25.3	231.4	3.8	7.9	4.1	(27.5)	(64.1)	1,518.4
Finance income	財務收入	1.5	1.7	1.5	-	0.9	0.8	0.1	-	0.1	0.4	7.0
Finance costs	融資成本	(6.0)	-	-	-	(49.0)	(73.2)	(30.2)	-	(10.1)	(11.5)	(180.0)
Share of profits less losses of associated companies	應佔聯營公司溢利減虧損	-	-	-	-	48.4	-	(3.9)	-	-	(0.3)	44.2
Share of profits less losses of jointly controlled entities	應佔合營公司溢利減虧損	801.5	-	-	-	-	-	-	-	-	9.4	810.9
(Loss)/profit before income tax	所得稅前(虧損)/溢利	1,770.7	99.7	267.3	25.3	231.7	(68.6)	(26.1)	4.1	(37.5)	(66.1)	2,200.5
Income tax credit/(expense)	所得稅抵免/(支出)	(234.6)	(11.8)	(72.3)	-	(15.8)	-	-	-	-	0.5	(334.0)
(Loss)/profit for the year	本年度(虧損)/溢利	1,536.1	87.9	195.0	25.3	215.9	(68.6)	(26.1)	4.1	(37.5)	(65.6)	1,866.5
Depreciation	折舊	(1.9)	(1.7)	(0.7)	-	(1.1)	(20.9)	(30.7)	(2.7)	(7.8)	(2.6)	(70.1)
Amortisation	攤銷	-	(13.1)	(42.9)	(2.8)	-	(7.0)	(2.9)	-	-	(2.1)	(70.8)
Fair value adjustments on investment properties	投資物業公平值調整	938.4	47.2	-	-	99.8	-	-	-	-	-	1,085.4
(Provision for)/reversal of impairment losses	減值虧損(撥備)/撥回	59.7	73.3	316.3	16.0	(0.8)	(0.2)	-	(9.5)	(5.7)	(46.1)	403.0

		Properties under development 發展中物業				Property investment and leasing 物業投資及租賃	Infrastructure 基建	Alternative energy 替代能源	Construction 建築	Hotel and catering services 酒店及飲食服務	Other operations 其他業務	Total reportable segments 可呈報分部總額
		Shanghai and Zhejiang	Shenyang	Tianjin	Other area							
		上海及浙江 HK\$ Million 百萬港元	瀋陽 HK\$ Million 百萬港元	天津 HK\$ Million 百萬港元	其他地區 HK\$ Million 百萬港元							
As at 31 December 2010	於二零一零年十二月三十一日											
Total assets	資產總額	6,143.2	1,451.8	3,020.6	258.0	5,556.5	1,479.3	2,271.8	1,976.4	702.9	35.1	22,895.6
Total assets include:	資產總額包括:											
Interests in associated companies	於聯營公司之權益	-	-	-	-	288.6	-	713.0	-	588.6	(6.6)	1,583.6
Interests in jointly controlled entities	於合營公司之權益	1,916.4	-	-	-	-	-	-	-	-	0.1	1,916.5
As at 31 December 2009	於二零零九年十二月三十一日											
Total assets	資產總額	6,108.1	1,420.8	2,812.9	132.8	5,163.8	1,449.8	2,140.0	1,817.0	695.3	54.3	21,794.8
Total assets include:	資產總額包括:											
Interests in associated companies	於聯營公司之權益	-	-	-	-	306.4	-	656.2	-	564.9	(6.6)	1,520.9
Interests in jointly controlled entities	於合營公司之權益	1,856.2	-	-	-	-	-	-	-	-	(1.4)	1,854.8

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

5 Segment information (Continued)

A reconciliation of (loss)/profit for the year of reportable segments to (loss)/profit for the year of the Group is provided as follows:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
(Loss)/profit for the year of reportable segments	可呈報分部年度(虧損)/溢利	(198.4)	1,866.5
Unallocated amounts:	未分配金額：		
Corporate expenses	企業開支	(88.9)	(154.6)
Intra group elimination	集團內部對銷	(108.9)	(9.7)
(Loss)/profit for the year of the Group	本集團年度(虧損)/溢利	(396.2)	1,702.2

5 分部資料(續)

可呈報分部之年度(虧損)/溢利與本集團年度(虧損)/溢利對賬如下：

Reportable segments' assets are reconciled to total assets as follows:

可呈報分部資產與資產總額對賬如下：

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Total segment assets	分部資產總額	22,895.6	21,794.8
Head office assets	總辦事處資產	1,151.8	1,523.0
Intra group elimination	集團內部對銷	(4,032.3)	(3,416.4)
Derivative financial instrument	衍生金融工具	5.0	5.0
Available-for-sale financial assets	可供出售金融資產	31.3	27.2
Financial assets at fair value through profit or loss	按公平值在損益表列賬之金融資產	13.6	75.2
Other unallocated amounts	其他未分配金額	-	33.8
Total assets per consolidated balance sheet	綜合資產負債表所示資產總額	20,065.0	20,042.6

Analysis of revenue representing turnover by category:

按分類劃分之收益分析：

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Infrastructure	基建	68.6	53.9
Alternative energy	替代能源	51.0	68.7
Rental income	租金收入	100.4	122.2
Contract revenue	合約收益	18.4	32.5
Sales proceeds from properties held for sale	出售持作銷售物業所得款項	216.9	55.0
Catering services	飲食服務	37.6	35.1
Others	其他	6.2	10.6
		499.1	378.0

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

5 Segment information (Continued)

Revenue from external customers in the Mainland China for the year ended 31 December 2010 are HK\$475.3 million (2009: HK\$336.9 million) and the total of revenue from external customers from other areas is HK\$23.8 million (2009: HK\$41.1 million).

For the year ended 31 December 2010, revenue of approximately HK\$51.0 million (2009: HK\$53.6 million) derived from a single external customer is attributable to the alternative energy business.

6 Other income

5 分部資料(續)

截至二零一零年十二月三十一日止年度，來自中國內地外界客戶之收益為475,300,000港元(二零零九年：336,900,000港元)，而來自其他地區外界客戶之收益總額為23,800,000港元(二零零九年：41,100,000港元)。

截至二零一零年十二月三十一日止年度，來自單一外界客戶收益約51,000,000港元(二零零九年：53,600,000港元)乃源自替代能源業務。

6 其他收入

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Write back of provision for	回撥以下各項撥備		
– impairment losses on trade receivables	– 應收賬款減值虧損	–	1.3
– management fee for vacant units in properties	– 物業空置單位管理費	–	65.6
– Mainland China business tax	– 中國內地營業稅	6.9	–
Gain on the completion of liquidation of subsidiaries	附屬公司清盤完成之收益	–	24.3
Gain on disposal of subsidiaries	出售附屬公司之收益	–	7.2
Gain on deemed disposal of equity interest in an associated company	視作出售一間聯營公司股本權益之 收益	–	5.7
Property management fee income	物業管理費收入	11.4	14.5
Net exchange gain	匯兌收益淨額	1.0	12.8
Gain on disposal of property, plant and equipment	出售物業、機器及設備收益	11.9	2.6
Fair value gain on financial assets at fair value through profit or loss and derivative liability – net	按公平值在損益表列賬之金融 資產及衍生工具負債公平值 收益－淨額	13.5	–
Others	其他	10.0	9.8
		54.7	143.8

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

7 (Provision for)/reversal of impairment losses on assets

7 資產減值虧損(撥備)/回撥

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
(Provision for)/reversal of impairment losses on	減值虧損(撥備)/回撥		
- prepaid land lease payments, net	- 預付土地租賃款淨額	-	465.2
- property, plant and equipment	- 物業、機器及設備	(0.3)	-
- intangible assets	- 無形資產	(4.5)	(0.8)
- goodwill	- 商譽	(33.8)	-
- other receivables	- 其他應收款	(0.5)	(9.6)
- trade receivables	- 應收賬款	0.8	(6.4)
- other	- 其他	0.3	(45.4)
		(38.0)	403.0

8 Operating (loss)/profit

8 經營(虧損)/溢利

Operating (loss)/profit is arrived at after (charging)/crediting the following items:

經營(虧損)/溢利已(扣除)/抵免下列項目:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Employee benefit expenses (Note 11)	僱員福利開支(附註11)	(154.8)	(157.8)
Employee share option benefits (Note 11)	僱員購股權福利(附註11)	4.8	(28.1)
Amortisation	攤銷		
- prepaid land lease payments (Note 17)	- 預付土地租賃款(附註17)	(40.8)	(62.7)
- intangible assets (Note 19)	- 無形資產(附註19)	(7.5)	(10.3)
Depreciation of property, plant and equipment (Note 18)	物業、機器及設備折舊(附註18)	(70.9)	(78.3)
Cost of inventories	存貨成本	(13.5)	(40.4)
Cost of properties sold	已售物業成本	(163.9)	(56.1)
Direct operating expenses arising from investment properties that generate rental income	可賺取租金收入之投資物業產生之直接經營開支	(2.9)	(0.2)
Auditor's remuneration - audit service	核數師酬金 - 核數服務	(6.9)	(4.8)
Operating lease payments	經營租賃款項	(12.8)	(16.1)
Research and development expenses	研究及開發費用	-	(0.3)
Write down of inventories	存貨撇減	-	(4.2)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

9 Finance income and costs

9 財務收入及融資成本

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Interest expenses:	利息開支：		
Bank loans wholly repayable within 5 years	銀行貸款，須於五年內全部償還	(82.4)	(86.5)
Bank loans not wholly repayable within 5 years	銀行貸款，毋須於五年內全部償還	(117.8)	(119.0)
Other loans wholly repayable within 5 years	其他貸款，須於五年內全部償還	(39.0)	(3.8)
Other loans not wholly repayable within 5 years	其他貸款，毋須於五年內全部償還	(10.5)	(5.5)
		(249.7)	(214.8)
Less: capitalised in construction-in-progress	減：在建工程中資本化部分	24.1	31.3
Finance costs	融資成本	(225.6)	(183.5)
Finance income – interest income on bank deposits	財務收入－銀行存款之 利息收入	18.9	11.1
Net finance costs	融資成本淨額	(206.7)	(172.4)

Note: The capitalisation rate applied to funds borrowed was between 5.94% and 6.40% per annum during the year.

附註：於本年度就所借取之資金應用之撥充資本率為每年5.94%至6.40%。

10 Directors' and senior management's emoluments

10 董事及高級管理層酬金

(a) Directors' emoluments

The remuneration of every director for the year ended 31 December 2010 is set out below:

(a) 董事酬金

各董事於截至二零一零年十二月三十一日止年度的酬金如下：

Name of director/ ex-director	董事/ 前董事姓名	Employer's contribution				Sub-total	Share-based compensation ⁽⁵⁾	Total
		Salary and other benefits	Discretionary bonuses	to pension scheme				
		Fees						
		袍金	薪金及 其他福利	酌情花紅	退休金計劃 之僱主供款	小計	股份補償 ⁽⁵⁾	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
OEI Tije Goan	黃志源	-	-	-	-	-	-	-
LI Xueming	李學明	100.0	-	-	-	100.0	-	100.0
XU Zheng	徐征	100.0	-	-	-	100.0	-	100.0
OEI Kang, Eric	黃剛	175.0	9,175.0	1,560.0	24.0	10,934.0	157.2	11,091.2
CHANG Li Hsien, Leslie ⁽¹⁾	張立憲 ⁽¹⁾	58.3	2,800.0	5,800.0	8.0	8,666.3	1,154.7	9,821.0
WAN Man Yee ⁽²⁾	溫文儀 ⁽²⁾	97.2	6,987.1	1,000.0	-	8,084.3	-	8,084.3
TANG Sau Wai, Tom ⁽³⁾	鄧守偉 ⁽³⁾	66.7	1,705.0	-	8.0	1,779.7	-	1,779.7
YEN Teresa	閻孟琪	100.0	-	-	-	100.0	-	100.0
WAN Ming Sun	尹明山	100.0	-	-	-	100.0	-	100.0
LIU Guolin	劉國林	100.0	-	-	-	100.0	-	100.0
FAN Yan Hok, Philip	范仁鶴	200.0	-	-	-	200.0	314.2	514.2
CHUNG Cho Yee, Mico	鍾楚義	200.0	-	-	-	200.0	314.2	514.2
CHENG Yuk Wo	鄭毓和	200.0	-	-	-	200.0	314.2	514.2
Albert Thomas DA ROSA, Junior	羅凱栢	200.0	-	-	-	200.0	314.2	514.2
		1,697.2	20,667.1	8,360.0	40.0	30,764.3	2,568.7	33,333.0

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

10 Directors' and senior management's emoluments

(Continued)

(a) Directors' emoluments (Continued)

The remuneration of every director for the year ended 31 December 2009 is set out below:

Name of director/ex-director	董事/前董事姓名	Fees	Salary and other benefits	Discretionary bonuses	Employer's contribution to pension scheme	Sub-total	Share-based compensation ⁽⁵⁾	Total
		袍金	薪金及其他福利	酌情花紅	退休金計劃之僱主供款	小計	股份補償 ⁽⁵⁾	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
OEI Tjie Goan	黃志源	100.0	-	-	-	100.0	-	100.0
LI Xueming	李學明	100.0	-	-	-	100.0	-	100.0
XU Zheng	徐征	100.0	-	-	-	100.0	-	100.0
OEI Kang, Eric	黃剛	175.0	9,280.0	2,600.0	24.0	12,079.0	352.7	12,431.7
WAN Man Yee ⁽²⁾	溫文儀 ⁽²⁾	33.3	2,340.0	3,000.0	-	5,373.3	-	5,373.3
TANG Sau Wai, Tom ⁽³⁾	鄧守偉 ⁽³⁾	100.0	1,848.0	1,165.0	12.0	3,125.0	1,234.1	4,359.1
YEN Teresa	閻孟琪	100.0	-	-	-	100.0	-	100.0
WAN Ming Sun	尹明山	100.0	-	-	-	100.0	-	100.0
LIU Guolin	劉國林	100.0	-	-	-	100.0	-	100.0
FAN Yan Hok, Philip	范仁鶴	200.0	-	-	-	200.0	579.5	779.5
CHUNG Cho Yee, Mico	鍾楚義	200.0	-	-	-	200.0	579.5	779.5
CHENG Yuk Wo	鄭毓和	200.0	-	-	-	200.0	579.5	779.5
Albert Thomas DA ROSA, Junior	羅凱栢	200.0	-	-	-	200.0	579.5	779.5
TSANG Sai Chung, Kirk ⁽⁴⁾	曾細忠 ⁽⁴⁾	118.1	4,915.6	-	17.5	5,051.2	978.5	6,029.7
CHAN Kwok Fong, Joseph ⁽⁴⁾	陳國芳 ⁽⁴⁾	118.1	4,217.0	-	16.6	4,351.7	963.3	5,315.0
		1,944.5	22,600.6	6,765.0	70.1	31,380.2	5,846.6	37,226.8

10 董事及高級管理層酬金 (續)

(a) 董事酬金 (續)

各董事於截至二零零九年十二月三十一日止年度的酬金如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

10 Directors' and senior management's emoluments

(Continued)

(a) Directors' emoluments (Continued)

Notes:

1. Mr. CHANG Li Hsien, Leslie was appointed as an executive director on 1 September 2010.
2. Mr. WAN Man Yee was appointed as an executive director on 4 September 2009 and resigned with effect from 20 December 2010.
3. Mr. TANG Sau Wai, Tom resigned as an executive director with effect from 1 September 2010.
4. Mr. TSANG Sai Chung, Kirk and Mr. CHAN Kwok Fong, Joseph resigned as executive directors with effect from 4 September 2009.
5. The balance represented the estimated value of share options granted to the directors under the share option schemes of the Company and a subsidiary. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions and, in accordance with that policy, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting.

During the year, Mr. OEI Tjie Goan voluntarily waived annual director's fee of HK\$100,000.

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include three (2009: five) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining two individuals (2009: Nil) during the year are as follows:

10 董事及高級管理層酬金(續)

(a) 董事酬金(續)

附註：

1. 張立憲先生於二零一零年九月一日獲委任為執行董事。
2. 溫文儀先生於二零零九年九月四日獲委任為執行董事及於二零一零年十二月二十日起辭任。
3. 鄧守偉先生於二零一零年九月一日起辭任執行董事。
4. 曾細忠先生及陳國芳先生自二零零九年九月四日起辭任執行董事。
5. 結餘指根據本公司及一間附屬公司之購股權計劃向董事授出購股權之估計價值。該等購股權之價值乃根據本集團就股份付款交易之會計政策計量，而根據該政策，當中包括為撥回對倘所授出股本工具於歸屬前已沒收之過往年度累計而作出之調整。

年內，黃志源先生自願放棄年度董事袍金100,000港元。

(b) 五名酬金最高人士

年內，本集團五名最高薪人士包括三名(二零零九年：五名)董事，彼等之酬金已於上文呈列之分析反映。年內應付餘下兩名(二零零九年：無)個別人士之酬金如下：

		2010 二零一零年 HK\$ Million 百萬港元
Salary and other benefits	薪金及其他福利	4.0
Discretionary bonus	酌情花紅	1.2
Share-based compensation	股份補償	1.4
		6.6

11 Employee benefit expenses

11 僱員福利開支

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Wages, salaries and other benefits	工資、薪金及其他福利	(153.6)	(156.1)
Employee share option benefits	僱員購股權福利	4.8	(28.1)
Pension costs – defined contribution plan (Note a)	退休金成本 – 定額供款計劃 (附註a)	(1.3)	(1.8)
Write back of unused annual leave accrual	未使用年假計提回撥	0.1	0.1
Charged to income statement, net	已在損益表扣除淨額	(150.0)	(185.9)

Notes:

- (a) The Group operates the MPF scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employee's relevant income, subject to a cap of monthly relevant income of HK\$20,000. Contributions to the scheme vest immediately. The Group's contribution to the employee pension schemes in the PRC is at a percentage in compliance with the requirements of respective municipal governments.
- (b) Contributions totaling HK\$0.1 million (2009: HK\$0.2 million) were payable under the MPF scheme at 31 December 2010.

附註：

- (a) 本集團按照香港強制性公積金計劃條例之規定設立一項強積金計劃，為根據香港僱傭條例受僱之僱員而設。強積金計劃是由獨立信託人管理之定額供款退休金計劃。根據強積金計劃，僱主及其僱員均須按照僱員相關入息之5%向計劃作出供款；但每月之相關入息以20,000港元為上限。計劃供款隨即悉數歸於僱員。本集團向中國僱員退休金計劃之供款乃按符合相關市政府規定之百分比作出。
- (b) 合共100,000港元(二零零九年：200,000港元)之供款須根據強積金計劃於二零一零年十二月三十一日支付。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

12 Income tax credit/(expense)

Hong Kong profits tax has not been provided as the Group has sufficient tax losses brought forward to offset taxable profit for the year (2009: Nil). Mainland China income tax has been provided on the estimated assessable profits of subsidiaries operating in the Mainland China at rates ranging from 22% to 25% (2009: 20% to 25%).

Mainland China land appreciation tax is provided at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sale of properties less deductible expenditures (including costs of land use rights and property development expenditures).

12 所得稅抵免／(支出)

由於本集團擁有足夠承前稅項虧損以抵銷本年度應課稅溢利，故並無就香港利得稅作出撥備(二零零九年：無)。中國內地所得稅則按照在中國內地經營附屬公司之估計應課稅溢利，按介乎22%至25%之稅率(二零零九年：20%至25%)作出撥備。

中國內地土地增值稅就土地升值按介乎30%至60%間之累進稅率撥備，土地升值即出售物業所得款項減去可扣稅開支(包括土地使用權成本及物業發展開支)。

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Current income tax	即期所得稅		
Mainland China income tax	中國內地所得稅	(10.7)	(1.1)
Over provision in prior years	以往年度超額撥備	-	0.5
		(10.7)	(0.6)
Mainland China land appreciation tax	中國內地土地增值稅		
Provision for the year	年內撥備	(14.4)	-
Deferred income tax (Note 38)	遞延所得稅(附註38)		
Credited/(charged) to the income statement	於損益表計入／(扣除)	42.9	(333.4)
		17.8	(334.0)

Note:

Share of income tax expense of associated companies amounting to HK\$10.8 million (2009: share of income tax expense of HK\$10.4 million) and share of income tax credit of jointly controlled entities amounting to HK\$4.1 million (2009: share of income tax expense of HK\$267.2 million) are included in the consolidated income statement as share of profits less losses of associated companies and share of profits less losses of jointly controlled entities respectively.

附註：

聯營公司應佔所得稅開支合共10,800,000港元(二零零九年：應佔所得稅開支為10,400,000港元)及合營公司應佔所得稅抵免合共4,100,000港元(二零零九年：應佔所得稅開支為267,200,000港元)，已計入綜合損益表，分別列為應佔聯營公司溢利減虧損及應佔合營公司溢利減虧損。

12 Income tax credit/(expense) (Continued)

The tax of the Group's (loss)/profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to (losses)/profits of the consolidated entities as follows:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
(Loss)/profit before income tax and share of results of associated companies and jointly controlled entities	所得稅前(虧損)/溢利以及應佔聯營公司及合營公司業績	(489.0)	1,181.1
Tax calculated at the domestic rates applicable to losses/(profits) in the respective countries	按有關國家之虧損/(溢利)所適用國內稅率計算之稅項	117.5	(281.7)
Expenses not deductible for taxation purposes	不可扣稅之費用	(56.2)	(69.4)
Income not subject to tax	毋須課稅收入	20.4	58.0
Tax losses not recognised	未確認之稅項虧損	(49.5)	(41.4)
Mainland China land appreciation tax	中國內地土地增值稅	(14.4)	-
Over provision in prior years	過往年度超額撥備	-	0.5
Tax credit/(expense)	稅項抵免/(支出)	17.8	(334.0)

The weighted average applicable tax rate was 24.0% (2009: 23.8%).

加權平均適用稅率為24.0%(二零零九年: 23.8%)。

13 (Loss)/profit attributable to equity holders of the Company

The loss attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK\$410.1 million, including provision for impairment losses on investment in and amounts due from subsidiaries amounting to HK\$64.0 million (2009: profit attributable to equity holders of the Company of HK\$777.6 million, including reversal of impairment losses on investment in and amounts due from subsidiaries amounting HK\$803.9 million).

13 本公司股東權益持有人應佔(虧損)/溢利

本公司股東權益持有人應佔虧損410,100,000港元於本公司財務報表處理，包括於附屬公司投資及應收附屬公司款項減值虧損撥備64,000,000港元(二零零九年: 本公司股東權益持有人應佔溢利777,600,000港元，包括於附屬公司投資及應收附屬公司款項減值虧損撥回803,900,000港元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

14 (Loss)/earnings per share

(a) Basic

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

		2010 二零一零年	2009 二零零九年
(Loss)/profit attributable to equity holders of the Company (HK\$ Million)	本公司股東權益持有人應佔(虧損)/溢利(百萬港元)	(293.8)	1,456.7
Weighted average number of ordinary shares in issue (Million)	已發行普通股之加權平均數(百萬)	10,359.7	10,057.4*
Basic (loss)/earnings per share (HK cents per share)	每股基本(虧損)/盈利(每股港仙)	(2.8)	14.5

(b) Diluted

Diluted (loss)/earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares including the share options and bonus warrants. A calculation is made in order to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's shares during the year) based on the monetary value of the subscription rights attached to outstanding share options and bonus warrants. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options and bonus warrants.

14 每股(虧損)/盈利

(a) 基本

每股基本(虧損)/盈利乃根據本公司股東權益持有人應佔(虧損)/溢利除年內已發行普通股之加權平均數計算。

(b) 攤薄

每股攤薄(虧損)/盈利乃透過調整已發行普通股之加權平均數，以假設所有攤薄潛在普通股(包括購股權及紅利認股權證)均已獲兌換而計算。有關計算乃根據尚未行使購股權及紅利認股權證所附認購權之貨幣價值作出，用以釐定原應以公平值(釐定為年內本公司股份之平均市場股價)收購之股份數目。上文計算之股份數目乃與假設購股權及紅利認股權證獲行使而已發行之股份數目作比較。

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

14 (Loss)/earnings per share (Continued)
(b) Diluted (Continued)

		2010 二零一零年	2009 二零零九年
(Loss)/profit attributable to equity holders of the Company (HK\$ Million)	本公司股東權益持有人應佔(虧損)/溢利(百萬港元)	(293.8)	1,456.7
Effect of assumed conversion of convertible preference shares issued by a subsidiary (HK\$ Million)	假設一間附屬公司所發行之可換股優先股已獲兌換之影響(百萬港元)	(3.3)	-
		(297.1)	1,456.7
Weighted average number of ordinary shares in issue (Million)	已發行普通股之加權平均數(百萬)	10,359.7	10,057.4*
Adjustment for share options and bonus warrants (Million)	購股權及紅利認股權證調整(百萬)	-	178.1
Weighted average number of ordinary shares for diluted (loss)/earnings per share (Million)	計算每股攤薄(虧損)/盈利之普通股加權平均數(百萬)	10,359.7	10,235.5
Diluted (loss)/earnings per share (HK cents per share)	每股攤薄(虧損)/盈利(每股港仙)	(2.9)	14.2

Diluted loss per share for the year ended 31 December 2010 did not assume the exercise of the share options and bonus warrants of the Company and the share options, warrants, convertible note and subscription rights for convertible preference shares of its listed subsidiary outstanding during the year since the exercise would have an anti-dilutive effect. For the year ended 31 December 2009, diluted earnings per share did not assume the exercise of the share options of the Company outstanding during the year since the exercise would have an anti-dilutive effect.

* Weighted average number of ordinary shares in issue for 2009 was adjusted for a bonus issue in 2010.

15 Dividend

The Board of Directors do not recommend the payment of dividend for the years ended 31 December 2010 and 2009.

14 每股(虧損)/盈利(續)
(b) 攤薄(續)

截至二零一零年十二月三十一日止年度之每股攤薄虧損並無假設本公司之尚未行使購股權及紅利認股證以及其上市附屬公司之購股權、認股權證、可換股票據及可換股優先股之認購權於年內已獲行使，因為有關行使將具反攤薄效應。截至二零零九年十二月三十一日止年度，每股攤薄盈利未無假設本公司之尚未行使購股權於年內已獲行使，因為有關行使將具反攤薄效應。

* 二零零九年已發行普通股之加權平均數已就二零一零年發行紅股作出調整。

15 股息

董事會不建議派付截至二零一零年及二零零九年十二月三十一日止年度之股息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

16 Investment properties

16 投資物業

		Group 本集團	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
At 1 January	於一月一日	6,944.3	2,827.4
Currency translation differences	貨幣換算差額	288.6	3.5
Additions	添置	15.7	14.0
Transfer from prepaid land lease payments	自預付土地租賃款轉入	-	2,916.9
Transfer from properties under development	自發展中物業轉入	-	264.5
Transfer to assets of disposal group classified as held for sale (Note 46)	轉出至持有待售的處置組的資產(附註46)	(1,009.9)	-
Transfer to properties held for sale (Note a)	轉出至作銷售用途之物業(附註a)	(134.4)	(167.4)
Transfer from properties held for sale (Note b)	自作銷售用途之物業轉入(附註b)	181.6	-
Fair value adjustments, net	公平值調整淨額	(98.9)	1,085.4
At 31 December	於十二月三十一日	6,187.0	6,944.3

Notes:

- (a) Management changed its intention to sell the investment properties and the change in use was evidenced by commencement of development. The deemed cost of the properties held for sale transferred from investment property is the fair value of the properties at the date of change in use.
- (b) Management intended to lease out certain properties initially classified as "properties held for sale" in 2010.
- (c) The valuations were based on independent assessments made by Knight Frank. The valuation techniques adopted are described in the Note 4 to the consolidated financial statements.
- (d) At 31 December 2010, investment properties in the Mainland China of HK\$1,594.8 million (2009: HK\$1,898.1 million) were pledged as securities for the Group's borrowings (Note 36).
- (e) The Group's interests in investment properties at their carrying values and the lease terms are analysed as follows:

附註：

- (a) 管理層改變其意向，出售投資物業及開始發展時證明用途改變。自投資物業轉入被視為持作出售物業之成本為該等物業於用途改變當日之公平值。
- (b) 於二零一零年，管理層擬出租初步分類為「持作出售物業」之若干物業。
- (c) 估值乃以萊坊所作獨立評估為基準。所採納估值技術載於綜合財務報表附註4。
- (d) 於二零一零年十二月三十一日，中國內地價值1,594,800,000港元(二零零九年：1,898,100,000港元)之投資物業，已作為本集團所獲借款之抵押(附註36)。
- (e) 本集團於投資物業之權益按其賬面值及租期分析如下：

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
In Mainland China, held on:	於中國內地持有：		
Leases of between 10 to 50 years	介乎10至50年之租賃	6,187.0	6,944.3

17 Prepaid land lease payments

The Group's interest in leasehold land and land use rights representing prepaid operating lease payments and their net carrying values is analysed as follows:

		Group 本集團			
		2010 二零一零年 HK\$ Million 百萬港元	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
At 1 January, as previously reported	於一月一日， 誠如先前所呈報		3,403.3		5,969.7
Effect of the adoption of HKAS 17 (amendment)	採納香港會計準則第17號 (修訂本)之影響		(78.8)		(80.7)
At 1 January, restated	於一月一日，經重列		3,324.5		5,889.0
Currency translation differences	貨幣換算差額		137.6		4.2
Additions	添置		1.5		0.9
Transfer from deposit paid	從已付按金轉入	1.9		-	
Transfer to properties held for sale (Note 28)	轉出至作銷售用途之物業 (附註28)	(79.4)		(65.6)	
Transfer to investment properties	轉出至投資物業	-	(77.5)	(2,916.9)	(2,982.5)
Disposals	出售		(32.8)		-
Reversal of impairment losses	減值虧損之回撥		-		494.0
Disposal of subsidiaries	出售附屬公司		-		(16.4)
Amortisation	攤銷				
– Capitalised in properties under development	– 已於發展中物業資本化	(28.9)		(2.0)	
– Charged to income statement (Note 8)	– 已在損益表扣除 (附註8)	(40.8)	(69.7)	(62.7)	(64.7)
At 31 December	於十二月三十一日		3,283.6		3,324.5
In Mainland China, held on:	於中國內地持有：				
Leases of over 50 years	超過50年之租賃期		1,299.9		1,266.8
Leases of between 10 to 50 years	介乎10至50年之租賃期		1,983.7		2,057.7
			3,283.6		3,324.5

Certain bank borrowings are secured by the Group's prepaid land lease payments with carrying values of HK\$1,113.9 million (2009: HK\$100.8 million) (Note 36).

17 預付土地租賃款

本集團於租賃土地及土地使用權之權益指預付土地租賃款，其賬面淨值分析如下：

本集團賬面值1,113,900,000港元(二零零九年：100,800,000港元)之預付土地租賃款已抵押以取得若干銀行借款(附註36)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

18 Property, plant and equipment

18 物業、機器及設備

		Construction in progress 在建工程 HK\$ Million 百萬港元	Electric utility plant and equipment 發電廠及 設備 HK\$ Million 百萬港元	Water utility plant and equipment 供水廠及 設備 HK\$ Million 百萬港元	Other plant and equipment 其他機器及 設備 HK\$ Million 百萬港元	Land and buildings 土地及樓宇 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
At 1 January 2009	於二零零九年一月一日						
Cost as previously reported	誠如先前所呈報之成本	160.3	660.9	269.0	288.0	224.2	1,602.4
Effect of the adoption of HKAS 17 (amendment)	採納香港會計準則第17號(修訂本)之影響	-	-	-	-	83.9	83.9
Cost as restated	經重列之成本	160.3	660.9	269.0	288.0	308.1	1,686.3
Accumulated depreciation and impairment as previously reported	誠如先前所呈報之累計折舊及減值	-	(121.8)	(58.3)	(218.2)	(106.7)	(505.0)
Effect of the adoption of HKAS 17 (amendment)	採納香港會計準則第17號(修訂本)之影響	-	-	-	-	(3.2)	(3.2)
Accumulated depreciation and impairment, as restated	累計折舊及減值，經重列	-	(121.8)	(58.3)	(218.2)	(109.9)	(508.2)
Net book amount, as restated	賬面淨值，經重列	160.3	539.1	210.7	69.8	198.2	1,178.1
Year ended 31 December 2009	截至二零零九年十二月三十一日止年度						
Opening net book amount, as previously reported	年初賬面淨值，誠如先前所呈報	160.3	539.1	210.7	69.8	117.5	1,097.4
Effect of the adoption of HKAS 17 (amendment)	採納香港會計準則第17號(修訂本)之影響	-	-	-	-	80.7	80.7
Opening net book amount, as restated	年初賬面淨值，經重列	160.3	539.1	210.7	69.8	198.2	1,178.1
Currency translation differences	匯兌換算差額	0.2	0.7	0.2	(2.3)	(1.3)	(2.5)
Additions	添置	321.8	0.1	0.1	6.7	3.8	332.5
Transfer to properties held for sale	轉出至作銷售用途物業	-	-	-	-	(4.7)	(4.7)
Disposals	出售	-	-	-	(0.7)	(0.7)	(1.4)
Disposal of subsidiaries	出售附屬公司	-	-	-	(0.2)	-	(0.2)
Depreciation	折舊	-	(30.5)	(19.1)	(20.6)	(9.2)	(79.4)
Closing net book amount	年終賬面淨值	482.3	509.4	191.9	52.7	186.1	1,422.4
At 31 December 2009	於二零零九年十二月三十一日						
Cost as previously reported	誠如先前所呈報之成本	482.3	661.9	269.5	288.2	222.5	1,924.4
Effect of the adoption of HKAS 17 (amendment)	採納香港會計準則第17號(修訂本)之影響	-	-	-	-	83.9	83.9
Cost as restated	經重列之成本	482.3	661.9	269.5	288.2	306.4	2,008.3
Accumulated depreciation and impairment as previously reported	誠如先前所呈報之累計折舊及減值	-	(152.5)	(77.6)	(235.5)	(115.2)	(580.8)
Effect of the adoption of HKAS 17 (amendment)	採納香港會計準則第17號(修訂本)之影響	-	-	-	-	(5.1)	(5.1)
Accumulated depreciation and impairment, as restated	經重列之累計折舊及減值	-	(152.5)	(77.6)	(235.5)	(120.3)	(585.9)
Net book amount, as restated	賬面淨值，經重列	482.3	509.4	191.9	52.7	186.1	1,422.4

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

18 Property, plant and equipment (Continued)

18 物業、機器及設備(續)

		Group 本集團					
		Construction in progress	Electric utility plant and equipment	Water utility plant and equipment	Other plant and equipment	Land and buildings	Total
		在建工程	發電廠及 設備	供水廠及 設備	其他機器及 設備	土地及樓宇	總額
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Year ended 31 December 2010	截至二零一零年 十二月三十一日止年度						
Opening net book amount, as previously reported	年初賬面淨值， 誠如先前所呈報	482.3	509.4	191.9	52.7	107.3	1,343.6
Effect of the adoption of HKAS 17 (amendment)	採納香港會計準則第17號 (修訂本)之影響	-	-	-	-	78.8	78.8
Opening net book amount, restated	年初賬面淨值，經重列	482.3	509.4	191.9	52.7	186.1	1,422.4
Currency translation differences	匯兌換算差額	20.3	20.7	7.5	1.4	3.9	53.8
Additions	添置	16.2	0.6	-	5.4	-	22.2
Cost adjustments	成本調整	(22.5)	-	-	-	-	(22.5)
Transfer from properties held for sale	自作銷售用途之 物業轉入	-	-	-	-	18.3	18.3
Transfer to properties held for sale	轉出至持作銷售用途之物業	-	-	-	-	(11.8)	(11.8)
Transfer to assets of disposal group classified as held for sale (Note 46)	轉出至持有待售的 處置組的資產 (附註46)	-	-	-	(0.8)	-	(0.8)
Disposals	出售	-	-	-	(1.0)	-	(1.0)
Depreciation	折舊	-	(21.9)	(19.4)	(20.5)	(9.3)	(71.1)
Impairment losses	減值虧損	-	-	-	(0.3)	-	(0.3)
Closing net book amount	年終賬面淨值	496.3	508.8	180.0	36.9	187.2	1,409.2
At 31 December 2010	於二零一零年 十二月三十一日						
Cost	成本	496.3	691.1	281.5	285.3	320.7	2,074.9
Accumulated depreciation and impairment	累計折舊及減值	-	(182.3)	(101.5)	(248.4)	(133.5)	(665.7)
Net book amount	賬面淨值	496.3	508.8	180.0	36.9	187.2	1,409.2

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

18 Property, plant and equipment (Continued)

Depreciation expenses for property, plant and equipment of HK\$0.2 million (2009: HK\$1.1 million) have been capitalised in properties under development and included as part of the additions. Depreciation expenses of HK\$70.9 million (2009: HK\$78.3 million) have been charged in operating (loss)/profit (Note 8).

Certain bank borrowings are secured by certain of the Group's properties, plant and equipment with carrying values of HK\$1,038.9 million (2009: HK\$538.1 million) (Note 36).

The Group's interests in land and buildings at their carrying values and the lease terms are analysed as follows:

18 物業、機器及設備(續)

200,000 港元(二零零九年: 1,100,000 港元)之物業、機器及設備折舊開支已於發展中物業撥充資本, 作為添置之一部分, 而折舊開支中70,900,000港元(二零零九年: 78,300,000港元)已作為經營(虧損)/溢利入賬(附註8)。

本集團賬面值1,038,900,000港元(二零零九年: 538,100,000港元)之若干物業、機器及設備已抵押以取得若干銀行借款(附註36)。

本集團於按賬面值列賬之土地及樓宇之權益以及租期分析如下:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
In Hong Kong, held on:	於香港, 按以下年期持有:		
Leases of between 10 to 50 years	租約介乎10至50年	88.9	91.0
In Mainland China, held on:	於中國內地, 按以下年期持有:		
Leases of between 10 to 50 years	租約介乎10至50年	98.3	95.1
		187.2	186.1

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

19 Intangible assets

19 無形資產

		Goodwill	Concession rights – toll road	Biomass technology	Other intangible assets	Total
		商譽	特許權 – 收費公路	生物質技術	其他無形資產	總額
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
At 1 January 2009	於二零零九年一月一日					
Cost	成本	409.5	1,592.1	31.5	53.0	2,086.1
Accumulated amortisation and impairment	累計攤銷及減值	(375.7)	(448.6)	(4.2)	(40.4)	(868.9)
Net book amount	賬面淨值	33.8	1,143.5	27.3	12.6	1,217.2
Year ended 31 December 2009	截至二零零九年十二月三十一日止年度					
Opening net book amount	年初賬面淨值	33.8	1,143.5	27.3	12.6	1,217.2
Currency translation differences	匯兌換算差額	–	1.7	–	–	1.7
Additions	添置	–	8.5	–	0.1	8.6
Disposal of subsidiaries	出售附屬公司	–	–	(24.8)	–	(24.8)
Amortisation (Note 8)	攤銷(附註8)	–	(5.5)	(2.5)	(2.3)	(10.3)
Impairment losses (Note 7)	減值虧損(附註7)	–	–	–	(0.8)	(0.8)
Closing net book amount	年終賬面淨值	33.8	1,148.2	–	9.6	1,191.6
At 31 December 2009	於二零零九年十二月三十一日					
Cost	成本	409.5	1,603.1	–	53.1	2,065.7
Accumulated amortisation and impairment	累計攤銷及減值	(375.7)	(454.9)	–	(43.5)	(874.1)
Net book amount	賬面淨值	33.8	1,148.2	–	9.6	1,191.6
Year ended 31 December 2010	截至二零一零年十二月三十一日止年度					
Opening net book amount	年初賬面淨值	33.8	1,148.2	–	9.6	1,191.6
Currency translation differences	匯兌換算差額	–	48.1	–	–	48.1
Cost adjustments	成本調整	–	(30.3)	–	–	(30.3)
Amortisation (Note 8)	攤銷(附註8)	–	(6.3)	–	(1.2)	(7.5)
Impairment losses (Note 7)	減值虧損(附註7)	(33.8)	–	–	(4.5)	(38.3)
Closing net book amount	年終賬面淨值	–	1,159.7	–	3.9	1,163.6
At 31 December 2010	於二零一零年十二月三十一日					
Cost	成本	409.5	1,640.1	–	53.1	2,102.7
Accumulated amortisation and impairment	累計攤銷及減值	(409.5)	(480.4)	–	(49.2)	(939.1)
Net book amount	賬面淨值	–	1,159.7	–	3.9	1,163.6

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

19 Intangible assets (Continued)

Impairment tests for goodwill

Goodwill is allocated to the Group's cash-generating units identified according to country of operation and business segment. For the purpose of impairment testing, the recoverable amount of the business unit is determined based on value-in-use calculations. The key assumptions adopted for growth rates and discount rates used in the value-in-use calculation is based on management best estimates. The calculation uses pretax cash flow projections based on financial budgets approved by management covering a 12-year period cash flow and based on a discount rate of 5.75% to 10.04% (2009: 5.75% to 9.8%) taking into account the risk level of the business unit. Growth rates with range from 3% to 10% (2009: 3% to 10%) are determined by considering both internal and external factors.

20 Properties under development

19 無形資產(續)

商譽減值測試

商譽會按經營業務及業務分部所在國家分配至本集團之已識別現金產生單位。就減值測試目的而言，業務單位之可收回金額乃根據使用價值計算釐定。計算使用價值就增長率及折現率採納之主要假設乃根據管理層之最佳估計釐定。計算時所用稅前現金流量預測乃以管理層所批核十二年期財政預算之現金流量為基準，並按折現率介乎5.75%至10.04%(二零零九年：5.75%至9.8%)計入業務單位之風險水平。增長率介乎3%至10%(二零零九年：3%至10%)乃計及內部及外部因素釐定。

20 發展中物業

		Group 本集團	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Properties under development comprise:	發展中物業包括：		
Construction costs and capitalised expenditure	建築成本及資本開支	431.8	269.0
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	24.5	2.0
		456.3	271.0

The properties under development are all located in the Mainland China.

At 31 December 2010, properties under development with carrying value of HK\$211.8 million (2009: Nil) were pledged as securities for the Group's borrowings (Note 36).

發展中物業全部位於中國內地。

於二零一零年十二月三十一日，賬面值為211,800,000港元(二零零九年：無)之發展中物業已作為本集團所獲借款之抵押(附註36)。

21 Investments in subsidiaries and amounts due from subsidiaries

21 於附屬公司之投資及應收附屬公司款項

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Unlisted shares, at cost	非上市股份，按成本	215.4	196.6
Provision for impairment losses	減值虧損撥備	(47.4)	(32.5)
		168.0	164.1
Amounts due from subsidiaries	應收附屬公司款項	10,214.1	10,578.5
Provision for impairment losses	減值虧損撥備	(52.0)	(2.1)
		10,162.1	10,576.4
		10,330.1	10,740.5

The balances with subsidiaries are unsecured, interest free, and repayable within the next twelve months. Their carrying amounts approximate their fair values. The balances are mainly denominated in Hong Kong dollars.

與附屬公司間之結餘為無抵押、免息及須於未來十二個月內償還，且其賬面值與其公平值相若。其餘額主要以港元結算。

Particulars of the principal subsidiaries are set out on pages 171 to 177.

主要附屬公司之詳情載於第171至177頁。

22 Interests in associated companies

22 於聯營公司之權益

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Group's share of net assets	本集團應佔資產淨值	904.7	865.7
Amounts due from associated companies, net	應收聯營公司款項淨額	678.9	655.2
		1,583.6	1,520.9

Amounts due from associated companies are unsecured, interest free and not repayable within the next twelve months except for amounts due from associated companies of HK\$90.6 million (2009: HK\$90.6 million) which bear interest at the Hong Kong dollar prime rate (2009: Hong Kong dollar prime rate). Their carrying amounts approximate their fair values. The balances are mainly denominated in Renminbi.

除為數90,600,000港元(二零零九年：90,600,000港元)之應收聯營公司款項是根據港元最優惠利率(二零零九年：港元最優惠利率)計息外，應收聯營公司款項並無抵押、免息及毋須於未來十二個月內償還，且其賬面值與其公平值相若。其餘額主要以人民幣結算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

22 Interests in associated companies (Continued)

The following financial information, after making adjustments to conform to the Group's significant accounting policies, represents the Group's aggregate share of assets, liabilities, revenue and results of associated companies, all of which are unlisted, and is summarised as below:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Assets	資產	3,999.3	3,387.5
Liabilities	負債	(3,094.6)	(2,521.8)
Net assets	資產淨值	904.7	865.7
Revenue	收益	150.4	61.6
Profit before income tax	所得稅前溢利	100.7	54.6
Income tax expense (Note 12)	所得稅開支(附註12)	(10.8)	(10.4)
Profit for the year	本年度溢利	89.9	44.2

Details of principal associated companies are set out on page 178.

23 Interests in jointly controlled entities

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Group's share of net assets	本集團應佔資產淨值	1,855.4	1,796.4
Amounts due from jointly controlled entities, net	應收合營公司款項淨額	61.1	63.1
Provision for impairment losses	減值虧損之撥備	-	(4.7)
		1,916.5	1,854.8

22 於聯營公司之權益(續)

下列財務資料乃經調整以符合本集團主要會計政策，反映本集團合共應佔聯營公司(全部皆為非上市公司)之資產、負債、收益與業績概述如下：

主要聯營公司之詳情載於第178頁。

23 於合營公司之權益

23 Interests in jointly controlled entities (Continued)

The following financial information, after making adjustments to conform to the Group's significant accounting policies, represents the Group's aggregate share of assets, liabilities and results of the jointly controlled entities and is summarised as below:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Assets	資產		
Non-current assets	非流動資產	2,371.3	2,208.7
Current assets	流動資產	5.9	9.1
		2,377.2	2,217.8
Liabilities	負債		
Non-current liabilities	非流動負債	(293.8)	(286.0)
Current liabilities	流動負債	(228.0)	(135.4)
		(521.8)	(421.4)
Net assets	資產淨值	1,855.4	1,796.4
(Loss)/profit before income tax	所得稅前(虧損)/溢利	(19.0)	1,078.1
Income tax credit/(expense) (Note 12)	所得稅抵免/(支出)(附註12)	4.1	(267.2)
(Loss)/profit for the year	本年度(虧損)/溢利	(14.9)	810.9

Notes:

- (a) Balances with jointly controlled entities are unsecured, interest free and not repayable within the next twelve months. Their carrying amounts approximate their fair values. The balances are mainly denominated in Renminbi.
- (b) There are no material contingent liabilities relating to the Group's interest in the jointly controlled entities and no contingent liabilities within the respective entities.
- (c) Details of the principal jointly controlled entities are set out on page 179.

附註：

- (a) 與合營公司間之結餘並無抵押、免息及毋須於未來十二個月內償還，且其賬面值與其公平值相若。其餘額主要以人民幣結算。
- (b) 並無有關本集團所佔合營公司權益之重大或然負債，而相關合營公司各自間亦無或然負債。
- (c) 主要合營公司之詳情載於第179頁。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

24 Derivative financial instrument

24 衍生金融工具

		Group 本集團	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Put option	認沽期權	5.0	5.0

The balance represents a put option right to sell the Group's 45% interest in Hong Kong Construction Kam Lung Limited, an associated company, and was fair valued at 31 December 2010 and 2009.

餘額指出售本集團於一間聯營公司Hong Kong Construction Kam Lung Limited 45%權益之認沽期權，已於二零一零年及二零零九年十二月三十一日按公平值列賬。

25 Available-for-sale financial assets

25 可供出售金融資產

		Group 本集團	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
1 January	一月一日	27.2	23.8
Currency translation differences	貨幣換算差額	0.9	-
Disposals	出售	-	(0.3)
Net gains recognised in equity (Note 35)	於權益確認之收益淨額(附註35)	3.2	3.7
31 December	十二月三十一日	31.3	27.2
Available-for-sale financial assets include the following:	可供出售金融資產包括下列各項：		
Unlisted securities	非上市證券		
Equity securities – PRC	股本證券 – 中國	23.5	22.2
Club debentures	會所債券	7.8	5.0
		31.3	27.2

Available-for-sale financial assets are denominated in the following currencies:

可供出售金融資產以下列貨幣計值：

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Hong Kong dollars	港元	7.4	4.5
Renminbi	人民幣	23.9	22.7
		31.3	27.2

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

26 Financial instruments by category

26 按類別劃分之金融工具

		Loans and receivables	Assets at fair value through profit or loss 按公平值在 損益表列賬 之資產	Group 本集團 Derivative financial instrument 衍生 金融工具	Available- for-sale	Total
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
Assets as per consolidated balance sheet	綜合資產負債表之資產					
31 December 2009	於二零零九年十二月三十一日					
Available-for-sale financial assets (Note 25)	可供出售金融資產(附註25)	-	-	-	27.2	27.2
Financial assets at fair value through profit or loss (Note 29)	按公平值在損益表列賬之金融資產(附註29)	-	75.2	-	-	75.2
Derivative financial instrument (Note 24)	衍生金融工具(附註24)	-	-	5.0	-	5.0
Amounts due from associated companies, net (Note 22)	應收聯營公司款項淨額(附註22)	655.2	-	-	-	655.2
Amounts due from jointly controlled entities, net (Note 23)	應收合營公司款項淨額(附註23)	63.1	-	-	-	63.1
Trade and other receivables (Note 30)	應收賬款及其他應收款(附註30)	382.4	-	-	-	382.4
Restricted cash (Note 32)	受限制現金(附註32)	309.0	-	-	-	309.0
Cash and cash equivalents (Note 33)	現金及現金等價物(附註33)	2,210.0	-	-	-	2,210.0
Total	總計	3,619.7	75.2	5.0	27.2	3,727.1
31 December 2010	於二零一零年十二月三十一日					
Available-for-sale financial assets (Note 25)	可供出售金融資產(附註25)	-	-	-	31.3	31.3
Financial assets at fair value through profit or loss (Note 29)	按公平值在損益表列賬之金融資產(附註29)	-	13.6	-	-	13.6
Derivative financial instrument (Note 24)	衍生金融工具(附註24)	-	-	5.0	-	5.0
Amounts due from associated companies, net (Note 22)	應收聯營公司款項淨額(附註22)	678.9	-	-	-	678.9
Amounts due from jointly controlled entities, net (Note 23)	應收合營公司款項淨額(附註23)	61.1	-	-	-	61.1
Trade and other receivables (Note 30)	應收賬款及其他應收款(附註30)	385.1	-	-	-	385.1
Restricted cash (Note 32)	受限制現金(附註32)	320.6	-	-	-	320.6
Cash and cash equivalents (Note 33)	現金及現金等價物(附註33)	1,903.3	-	-	-	1,903.3
Total	總計	3,349.0	13.6	5.0	31.3	3,398.9

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

26 Financial instruments by category (Continued)

26 按類別劃分之金融工具(續)

		Liabilities at fair value through profit or loss 按公平值 在損益表 列賬之負債 HK\$ Million 百萬港元	Group 本集團 Other financial liabilities at amortised cost 按攤銷 成本計算之 其他金融負債 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
Liabilities as per consolidated balance sheet	綜合資產負債表之負債			
31 December 2009	於二零零九年十二月三十一日			
Amount due to a shareholder (Note 40)	應付一名股東款項(附註40)	–	362.1	362.1
Borrowings (Note 36)	借款(附註36)	–	3,796.3	3,796.3
Trade and other payables (Note 37)	應付賬款及其他應付款 (附註37)	–	1,033.7	1,033.7
Other non-current payables (Note 37)	其他非流動應付款(附註37)	266.3	59.4	325.7
Total	總計	266.3	5,251.5	5,517.8
31 December 2010	於二零一零年十二月三十一日			
Borrowings (Note 36)	借款(附註36)	–	3,682.4	3,682.4
Derivative liability (Note 39)	衍生工具負債(附註39)	75.5	–	75.5
Trade and other payables (Note 37)	應付賬款及其他應付款 (附註37)	–	902.0	902.0
Other non-current payables (Note 37)	其他非流動應付款(附註37)	264.9	59.0	323.9
Total	總計	340.4	4,643.4	4,983.8

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

26 Financial instruments by category (Continued)

26 按類別劃分之金融工具(續)

		Company		
		本公司		
		Assets at fair		
		Loans and	value through	Total
		receivables	profit or loss	
		貸款及	按公平值	
		應收款	在損益表	
		列賬之資產		總計
		HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元
Assets as per balance sheet	資產負債表之資產			
31 December 2009	於二零零九年十二月三十一日			
Amounts due from subsidiaries, net of provision (Note 21)	已扣除撥備後應收附屬公司之 款項(附註21)	10,576.4	–	10,576.4
Financial assets at fair value through profit or loss (Note 29)	按公平值在損益表列賬之 金融資產(附註29)	–	62.5	62.5
Other receivables (Note 30)	其他應收款(附註30)	0.5	–	0.5
Cash and cash equivalents (Note 33)	現金及現金等價物(附註33)	8.5	–	8.5
Total	總計	10,585.4	62.5	10,647.9
31 December 2010	於二零一零年十二月三十一日			
Amounts due from subsidiaries, net of provision (Note 21)	已扣除撥備後應收附屬公司之 款項(附註21)	10,162.1	–	10,162.1
Financial assets at fair value through profit or loss (Note 29)	按公平值在損益表列賬之 金融資產(附註29)	–	0.3	0.3
Other receivables (Note 30)	其他應收款(附註30)	1.7	–	1.7
Cash and cash equivalents (Note 33)	現金及現金等價物(附註33)	4.9	–	4.9
Total	總計	10,168.7	0.3	10,169.0

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

26 Financial instruments by category (Continued)

26 按類別劃分之金融工具(續)

		Company 公司
		Other financial liabilities at amortised cost 按攤銷成本 計算之其他 金融負債 HK\$ Million 百萬港元
Liabilities as per balance sheet	資產負債表之負債	
31 December 2009	於二零零九年十二月三十一日	
Amount due to a shareholder (Note 40)	應付一名股東款項(附註40)	362.1
Other payables (Note 37)	其他應付款(附註37)	62.5
Total	總計	424.6
31 December 2010	於二零一零年十二月三十一日	
Other payables (Note 37)	其他應付款(附註37)	10.3

27 Inventories

27 存貨

		Group 本集團	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Raw materials	原材料	2.8	2.6
Consumables and others	消費品及其他	9.9	10.3
		12.7	12.9

Inventories are stated at the lower of cost and net realisable value. In 2009, inventories amounting to HK\$4.2 million were written down due to a fall in selling prices and were included in "other and general expenses".

存貨乃按成本與可變現淨值之較低者列賬。於二零零九年，為數4,200,000港元之存貨因售價下跌而撇減並計入「其他及一般費用」。

28 Properties held for sale

At 31 December 2010, properties held for sale that are carried at net realisable value amounted to HK\$370.8 million (2009: HK\$491.4 million). A write back of provision for impairment losses of HK\$0.3 million was credited (2009: a provision for impairment losses of HK\$5.8 million was charged) to the consolidated income statement.

At 31 December 2010, certain properties held for sale with the carrying value of HK\$115.8 million (2009: Nil) was pledged as securities against the Group's borrowings (Note 36).

28. 作銷售用途之物業

於二零一零年十二月三十一日，作銷售用途之物業按可變現淨值列賬，其金額為370,800,000港元(二零零九年：491,400,000港元)。綜合損益表已計入減值虧損撥備回撥300,000港元(二零零九年：已扣除減值虧損撥備5,800,000港元)。

於二零一零年十二月三十一日，賬面值為115,800,000港元(二零零九年：無)之若干作銷售用途之物業已作為本集團所獲借款之抵押(附註36)。

29 Financial assets at fair value through profit or loss**29 按公平值在損益表列賬之金融資產**

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Equity securities:	股本證券：				
- Listed in Hong Kong at market value	- 香港上市，按市值	0.3	0.1	0.3	0.1
- Unlisted	- 非上市	13.3	75.1	-	62.4
		13.6	75.2	0.3	62.5

Changes in fair values of financial assets at fair value through profit or loss are recorded in other income in the consolidated income statement (Note 6).

The fair value of equity securities is based on the current bid price quoted in the market at the balance sheet date.

按公平值在損益表列賬之金融資產公平值變動，計入綜合損益表內其他收入(附註6)。

股本證券之公平值乃根據於結算日市場所報當時買入價計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

30 Trade and other receivables

30 應收賬款及其他應收款

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Trade receivables	應收賬款	91.5	75.1	-	-
Less: provision for impairment	減：減值撥備	(19.0)	(19.9)	-	-
Trade receivables – net	應收賬款淨額	72.5	55.2	-	-
Bills receivable	應收票據	26.0	14.8	-	-
Retention receivables	應收保留款額	29.3	30.0	-	-
Other receivables and deposits, net of provisions	其他應收款及按金 (已扣除撥備)	244.0	169.2	1.7	0.5
Gross amounts due from customers for contract works (Note 31)	應收客戶合約工程款項總額 (附註31)	10.0	85.1	-	-
Amounts due from related companies (Note c)	應收關聯公司款項(附註c)	3.3	28.1	-	-
		385.1	382.4	1.7	0.5

Notes:

- (a) At 31 December 2010, retention receivables amounting to HK\$29.3 million (2009: HK\$30.0 million) were included in current other receivables.
- (b) The ageing analysis of trade receivables at year end, net of provision for impairment, was as follows:

附註：

- (a) 於二零一零年十二月三十一日，應收保留款額為29,300,000港元(二零零九年：30,000,000港元)。
- (b) 於年結日，已扣除減值撥備後應收賬款之賬齡分析如下：

		Group 本集團	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
0 to less than 2 months	零至少於2個月	45.0	13.6
2 to less than 6 months	2至少於6個月	2.3	3.6
6 to less than 12 months	6至少於12個月	15.9	21.3
12 months and more	12個月及以上	9.3	16.7
		72.5	55.2

30 Trade and other receivables (Continued)

Notes: (Continued)

(b) (Continued)

The Group's credit terms for the contracting business are negotiated with and entered into under normal commercial terms with its trade customers. Various group companies have different credit policies depending on the requirements of their markets and the businesses which they operate. Retention money receivables in respect of contracting services are settled in accordance with the terms of respective contracts.

There is no concentration of credit risk with respect to trade receivables, as the Group has a large number of customers.

(c) Amounts due from related companies are unsecured, interest free and have no fixed terms of repayment. The balances are mainly denominated in Renminbi.

(d) Depending on the line of business, trade receivables that are less than 12 months past due are not considered impaired. As at 31 December 2010, trade receivables of HK\$9.3 million (2009: HK\$16.7 million) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. No other receivables were past due or impaired.

As at 31 December 2010, trade receivables of HK\$19.0 million (2009: HK\$19.9 million) were impaired and provided for. A total provision of HK\$19.0 million (2009: HK\$19.9 million) was provided for the receivables.

(e) The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Hong Kong dollars	港元	61.0	161.2
Renminbi	人民幣	323.4	220.3
US dollars	美元	0.7	0.9
		385.1	382.4

(f) There is a bank borrowing secured by certain of the Group's trade receivables with carrying values of HK\$26.4 million (2009: Nil) (Note 36).

30 應收賬款及其他應收款(續)

附註：(續)

(b) (續)

本集團建築合約業務之信貸條款按照一般商業條款與其貿易客戶商議及簽訂。各集團公司之信貸政策會因應其市場需求及所經營業務而異。有關建築合約服務之應收保留金乃根據各份合約之條款結算。

由於本集團客戶為數不少，故應收賬款並無信貸集中之風險。

(c) 應收關聯公司之款項為無抵押、免息及並無固定還款期。餘額以人民幣計值。

(d) 視乎業務範圍而定，於12個月內到期之應收賬款毋須減值。於二零一零年十二月三十一日，已逾期但無減值之應收賬款為9,300,000港元(二零零九年：16,700,000港元)。此等賬款與數名並無近期欠款記錄之獨立客戶有關。其他應收款並無過期或出現減值。

於二零一零年十二月三十一日，為數19,000,000港元(二零零九年：19,900,000港元)之應收賬款出現減值並已撥備。應收款已作出撥備合共19,000,000港元(二零零九年：19,900,000港元)。

(e) 本集團之應收賬款及其他應收款之面值以下列貨幣計值：

(f) 本集團賬面值26,400,000港元(二零零九年：無)之若干應收賬款已抵押以取得一項銀行借款(附註36)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

30 Trade and other receivables (Continued)

Notes: (Continued)

- (g) Movements on the provision for impairment of trade receivables are as follows:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
At 1 January	於一月一日	19.9	13.3
Currency translation differences	匯兌換算差額	1.5	0.4
Reclassification from provision for other receivables	自其他應收款撥備重新分類	-	1.7
Reclassification to assets held for sale	重新分類至作出售用途之資產	(1.2)	-
Provision for impairment losses	減值虧損撥備	-	6.4
Write back of provision for impairment losses	減值虧損撥備回撥	(0.8)	(1.3)
Trade receivables written off during the year as uncollectible	年內撇銷為不可收回之應收賬款	(0.4)	(0.6)
At 31 December	於十二月三十一日	19.0	19.9

- (h) The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security.

30 應收賬款及其他應收款(續)

附註：(續)

- (g) 應收賬款之減值撥備變動如下：

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
At 1 January	於一月一日	19.9	13.3
Currency translation differences	匯兌換算差額	1.5	0.4
Reclassification from provision for other receivables	自其他應收款撥備重新分類	-	1.7
Reclassification to assets held for sale	重新分類至作出售用途之資產	(1.2)	-
Provision for impairment losses	減值虧損撥備	-	6.4
Write back of provision for impairment losses	減值虧損撥備回撥	(0.8)	(1.3)
Trade receivables written off during the year as uncollectible	年內撇銷為不可收回之應收賬款	(0.4)	(0.6)
At 31 December	於十二月三十一日	19.0	19.9

- (h) 於報告日期之最高信貸風險為上述各類應收款之賬面值。本集團並無就擔保持有任何抵押品。

31 Construction contracts in progress

31 在建工程合約

		Group 本集團	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Contract costs incurred plus attributable profits recognised less provision for foreseeable losses	合約成本加已確認應佔溢利減可預見虧損撥備	1,908.9	3,032.3
Progress payments received and receivable	已收及應收進度付款	(1,898.9)	(2,947.2)
		10.0	85.1
Representing:	代表：		
Gross amounts due from customers for contract works included in trade and other receivables (Note 30)	計入應收賬款及其他應收款之應收客戶合約工程款項總額(附註30)	10.0	85.1

32 Restricted cash

32 受限制現金

		Group 本集團	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Restricted cash represents:	受限制現金指：		
Deposits placed with banks	存放於多家銀行之存款		
– for securing banking facilities granted to certain buyers of properties of the Group	– 就本集團若干物業買家獲授銀行融資	4.9	4.7
– for securing performance bonds and guarantees in respect of alternative energy projects	– 就替代能源項目取得履約保證及擔保	1.1	35.6
– for securing certain bank loans	– 就取得若干銀行貸款	155.0	196.0
Deposits placed with a bank	存放於一間銀行之存款		
– for the split of land title certificate in respect of property project	– 就物業項目拆分土地所有權證	82.9	–
– for a third party in respect of an alternative energy project	– 就一項替代能源項目向第三方作出	0.9	–
Escrow accounts relating to pre-sale deposits held for a property resettlement scheme	託管賬目涉及一項物業迴遷計劃之預售訂金	75.8	72.7
		320.6	309.0

33 Cash and cash equivalents

33 現金及現金等價物

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Cash and cash equivalents comprises the following:	現金及現金等價物包括以下各項：				
Cash at bank and on hand	銀行及手頭現金	1,274.3	1,645.6	4.9	8.5
Short-term bank deposits	短期銀行存款	949.6	873.4	–	–
		2,223.9	2,519.0	4.9	8.5
Less: Restricted cash (Note 32)	減：受限制現金(附註32)	(320.6)	(309.0)	–	–
		1,903.3	2,210.0	4.9	8.5

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

33 Cash and cash equivalents (Continued)

33 現金及現金等價物(續)

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Cash and cash equivalents and restricted cash	現金及現金等價物及受限制現金				
(a) Placed in banks in the PRC:	(a) 於中國各銀行存置:				
– denominated in Renminbi	– 以人民幣結算	1,279.7	1,342.4	–	–
– denominated in Hong Kong dollars	– 以港元結算	384.8	589.7	–	–
– denominated in US dollars	– 以美元結算	22.8	2.5	–	–
(b) Placed in banks in Hong Kong:	(b) 於香港各銀行存置:				
– denominated in Hong Kong dollars	– 以港元結算	476.2	582.9	4.9	8.5
– denominated in US dollars	– 以美元結算	60.4	1.5	–	–
		2,223.9	2,519.0	4.9	8.5

The effective interest rates at the balance sheet date were as follows:

於結算日之實際利率如下:

		2010 二零一零年			2009 二零零九年		
		HK\$ 港元	US\$ 美元	RMB 人民幣	HK\$ 港元	US\$ 美元	RMB 人民幣
Short-term bank deposits	短期銀行存款	0.01% – 1.07%	1.00%	0.36% – 1.98%	0.01% – 0.97%	–	0.36% – 1.71%

The maximum exposure to credit risk at the reporting date is the carrying value of the cash and bank balances stated above.

於報告日期面對之最高信貸風險為上文所述之現金及銀行結餘賬面值。

The short-term bank deposits of the Group and the Company have original maturities of three months or less.

本集團及本公司短期銀行存款之原到期日為三個月或以下。

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

34 Share capital

34 股本

		Note 附註	Number of shares 股數 (Million) (百萬)	Ordinary shares 普通股 HK\$ Million 百萬港元
Authorised	法定			
At 1 January and 31 December 2009, 1 January and 31 December 2010	於二零零九年一月一日及 十二月三十一日以及 二零一零年一月一日及 十二月三十一日		30,000.0	300.0
Issued and fully paid	已發行及繳足			
At 1 January 2009	於二零零九年一月一日		8,254.8	82.5
Repurchase during the year	年內購回	(a)	(5.1)	(0.1)
Exercise of bonus warrants "314"	行使紅利認股權證「314」	(b)	0.4	0.1
Exercise of bonus warrants "407"	行使紅利認股權證「407」	(c)	291.1	2.9
Issue of bonus shares	發行紅股	(e)	854.5	8.5
At 31 December 2009	於二零零九年十二月三十一日		9,395.7	93.9
At 1 January 2010	於二零一零年一月一日		9,395.7	93.9
Repurchase during the year	年內購回	(a)	(2.0)	(0.1)
Exercise of bonus warrants "407"	行使紅利認股權證「407」	(c)	43.1	0.5
Exercise of bonus warrants "492"	行使紅利認股權證「492」	(d)	0.4	0.1
Issue of bonus shares	發行紅股	(e)	942.5	9.4
At 31 December 2010	於二零一零年十二月三十一日		10,379.7	103.8

Notes:

- (a) For the years ended 31 December 2009 and 2010, the Company repurchased a total of 5,115,000 and 2,000,000 of its own shares on the Stock Exchange respectively, all of which have been cancelled as follows:

附註：

- (a) 截至二零零九年及二零一零年十二月三十一日止年度，本公司於聯交所購回其本身合共5,115,000及2,000,000股股份，該等股份全部已被註銷，詳情如下：

Month/year	年/月	Number of shares repurchased 購回股份數目	Total purchase price 總購買價 HK\$ Million 百萬港元	Purchase price per share 每股股份購買價	
				Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元
December 2009	二零零九年十二月	4,115,000	2.6	0.63	0.62
December 2009	二零零九年十二月	1,000,000	0.6	0.59	0.59
		5,115,000	3.2		
January 2010	二零一零年一月	2,000,000	1.3	0.63	0.63

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

34 Share capital (Continued)

Notes: (Continued)

- (b) On 30 November 2007, the Company issued 821,279,383 warrants (Warrant Code: 314) on the basis of one warrant for every ten existing shares of the Company held by the shareholders ("bonus warrants "314"). The holders of bonus warrants "314" are entitled to subscribe at any time during 30 November 2007 to 30 November 2009 for fully paid shares at a subscription price of HK\$2.05 per share (subject to adjustment). 302,245 new ordinary shares of HK\$0.01 each were issued upon the exercise of 302,245 units of bonus warrants "314" for the year ended 31 December 2008.

On 22 May 2009, the subscription price of bonus warrants "314" was adjusted to HK\$1.96 per share as a result of a new issue of bonus warrants, and the subscription price was further adjusted to HK\$1.95 per share in the event of distribution in specie of the bonus warrants (Warrant Code: 748) of Hong Kong Energy (Holdings) Limited to the shareholders of the Company on 10 June 2009.

On 30 October 2009, the subscription price of bonus warrants "314" was adjusted to HK\$1.77 per share as a result of the issue of bonus shares. 359,075 new ordinary shares of HK\$0.01 each were issued upon the exercise of 359,075 units of bonus warrants "314" for the period from 1 January 2009 to 30 November 2009 and the outstanding bonus warrants "314" expired on 30 November 2009.

- (c) On 22 May 2009, the Company issued 825,481,451 warrants (Warrant Code: 407) on the basis of one warrant for every ten existing shares of the Company held by the shareholders ("bonus warrants "407"). The holders of bonus warrants "407" are entitled to subscribe at any time during 22 May 2009 to 21 May 2011 for fully paid shares at a subscription price of HK\$0.40 per share (subject to adjustment).

On 30 October 2009, the subscription price of bonus warrants "407" was adjusted to HK\$0.36 per share as a result of the issue of bonus shares.

291,091,328 new ordinary shares of HK\$0.01 each were issued upon the exercise of 291,091,328 units of bonus warrants "407" for the year ended 31 December 2009. As at 31 December 2009, 534,390,123 units of bonus warrants "407" remained outstanding.

On 30 April 2010, the subscription price of bonus warrants "407" was further adjusted to HK\$0.313 per share as a result of the issue of bonus shares.

43,072,732 new ordinary shares of HK\$0.01 each were issued upon the exercise of 43,072,732 units of bonus warrants "407" for the year ended 31 December 2010. As at 31 December 2010, 491,317,391 units of bonus warrants "407" remained outstanding.

34 股本(續)

附註：(續)

- (b) 於二零零七年十一月三十日，本公司按股東每持有10股本公司現有股份可獲發1份認股權證之基準，發行821,279,383份認股權證(認股權證代號：314，(「紅利認股權證[314]」))。紅利認股權證[314]持有人有權於二零零七年十一月三十日至二零零九年十一月三十日期間任何時間以認購價每股股份2.05港元(可予調整)認購繳足股份。截至二零零八年十二月三十一日止年度，302,245股每股面值0.01港元之新普通股於302,245份紅利認股權證[314]獲行使時發行。

於二零零九年五月二十二日，紅利認股權證[314]認購價因發行新紅利認股權證而調整至每股1.96港元，認購價於二零零九年六月十日向本公司股東分派香港新能源(控股)有限公司紅利認股權證(認股權證代號：748)時進一步調整至每股1.95港元。

於二零零九年十月三十日，紅利認股權證[314]認購價因發行紅股調整至每股1.77港元。由二零零九年一月一日至二零零九年十一月三十日止期間，359,075股每股面值0.01港元之新普通股於359,075份紅利認股權證[314]獲行使時發行，而尚未行使紅利認股權證[314]已於二零零九年十一月三十日屆滿。

- (c) 於二零零九年五月二十二日，本公司按股東每持有10股本公司現有股份可獲發1份認股權證之基準，發行825,481,451份認股權證(認股權證代號：407，(「紅利認股權證[407]」))。紅利認股權證[407]持有人有權於二零零九年五月二十二日至二零一一年五月二十一日期間任何時間以認購價每股0.40港元(可予調整)認購繳足股份。

於二零零九年十月三十日，紅利認股權證[407]認購價因發行紅股而調整至每股0.36港元。

截至二零零九年十二月三十一日止年度，291,091,328股每股面值0.01港元之新普通股於291,091,328份紅利認股權證[407]獲行使時發行。於二零零九年十二月三十一日，尚有534,390,123份紅利認股權證[407]尚未行使。

於二零一零年四月三十日，紅利認股權證[407]認購價因發行紅股而進一步調整至每股0.313港元。

截至二零一零年十二月三十一日止年度，43,072,732股每股面值0.01港元之新普通股於43,072,732份紅利認股權證[407]獲行使時發行。於二零一零年十二月三十一日，尚有491,317,391份紅利認股權證[407]尚未行使。

34 Share capital (Continued)

Notes: (Continued)

- (d) On 9 June 2010, the Company issued 942,466,221 warrants (Warrant Code: 492) on the basis of one warrant for every ten existing shares of the Company held by the shareholders ("bonus warrants "492"). The holders of bonus warrants "492" are entitled to subscribe at any time during 9 June 2010 to 8 June 2011 for fully paid shares at a subscription price of HK\$0.50 per share (subject to adjustment).

482,240 new ordinary shares of HK\$0.01 each were issued upon the exercise of 482,240 units of bonus warrants "492" for the year ended 31 December 2010. As at 31 December 2010, 941,983,981 units of bonus warrants "492" remained outstanding.

- (e) The Company approved the issue of 854,514,642 bonus shares and 942,466,221 bonus shares on 30 October 2009 and 9 June 2010 respectively. Both bonus shares were issued on the basis of 1 bonus share for every 10 ordinary shares held. The bonus shares are issued and credited as fully paid upon issue and are rank pari passu in all respects with the existing shares with effect from the date of issue. The issue of bonus shares is funded by way of capitalisation of certain amounts standing to the credit of the Company's contributed surplus account.

- (f) Share options are granted to employees, senior executives or officers, managers or consultants of any members of the Group or any Invested Entity.

The exercise price must be at least the higher of

- (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant;
- (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a share.

An option must be exercised within ten years from the date on which it is granted or such shorter period as the Board may specify at the time of grant. An offer of the grant of an option shall remain open for acceptance for a period of ten business days from the date of offer and a consideration of HK\$1 must be paid upon acceptance.

34 股本(續)

附註：(續)

- (d) 於二零一零年六月九日，本公司按股東每持有10股現有股份可獲發1份認股權證之基準，發行942,466,221份認股權證（認股權證代號：492，（「紅利認股權證「492」」）。紅利認股權證「492」持有人有權於二零一零年六月九日至二零一一年六月八日期間任何時間以認購價每股股份0.50港元（可予調整）認購繳足股份。

截至二零一零年十二月三十一日止年度，482,240股每股面值0.01港元之新普通股於482,240份紅利認股權證「492」獲行使時發行。於二零一零年十二月三十一日，尚有941,983,981份紅利認股權證「492」尚未行使。

- (e) 於二零零九年十月三十日及二零一零年六月九日，本公司分別通過發行854,514,642股紅股及942,466,221股紅股。兩批紅股均按股東每持有10股普通股可獲發1股紅股之基準發行。紅股發行時入賬列作繳足，於所有方面與發行日期現有股份享有同等權益。紅股發行透過將本公司繳入盈餘賬內若干進賬金額資本化之方式撥資。

- (f) 本公司向本集團旗下任何成員公司或投資實體之僱員、高級行政人員或主要人員、經理或顧問授出購股權。

行使價須最少為以下較高者：

- (i) 股份於授出日期在聯交所每日報價表所列收市價；
- (ii) 股份緊接授出日期前五個營業日在聯交所每日報價表所列平均收市價；及
- (iii) 股份面值。

購股權須於授出日期起計10年或董事會可能於授出時指明之較短期間內行使。提呈授出之購股權可自提呈日期起計十個營業日期間內繼續公開接納，接納時須支付1港元代價。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

34 Share capital (Continued)

Notes: (Continued)

(f) (Continued)

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

34 股本(續)

附註：(續)

(f) (續)

尚未行使之購股權數目及有關加權平均行使價變動如下：

		2010 二零一零年		2009 二零零九年	
		Average exercise price in HK dollar per share 每股平均 港元行使價	Number of options 購股權數目	Average exercise price in HK dollar per share 每股平均 港元行使價	Number of options 購股權數目
At 1 January	於一月一日	1.465	235,840,000	1.593	320,900,000
Granted before the issue of bonus shares	發行紅股前已授出	0.630	30,000,000	–	–
Lapsed before the issue of bonus shares	發行紅股前已失效	1.431	(53,350,000)	1.554	(90,000,000)
Issue of bonus shares Granted after the issue of bonus shares	發行紅股 發行紅股後已授出	–	21,249,000	–	23,090,000
Lapsed after the issue of bonus shares	發行紅股後已失效	0.488	30,000,000	–	–
		1.227	(6,655,000)	1.421	(18,150,000)
At 31 December	於十二月三十一日	1.145	257,084,000	1.465	235,840,000

34 Share capital (Continued)

Notes: (Continued)

- (f) (Continued)
Number of share options outstanding at 31 December 2010 and 2009 are as follows:

Date of grant	Exercise period	Exercise price per share (adjusted) 每股行使價 (經調整) (HK\$) (港元)	At 31 December 2010 於二零一零年 十二月三十一日	At 31 December 2009 於二零零九年 十二月三十一日
15 December 2006 二零零六年十二月十五日	15 December 2007 to 14 December 2016 二零零七年十二月十五日至二零一六年十二月十四日	1.174	14,792,250	18,067,500
15 December 2006 二零零六年十二月十五日	15 December 2008 to 14 December 2016 二零零八年十二月十五日至二零一六年十二月十四日	1.174	25,077,250	34,127,500
15 December 2006 二零零六年十二月十五日	15 December 2009 to 14 December 2016 二零零九年十二月十五日至二零一六年十二月十四日	1.174	17,847,500	22,275,000
3 July 2007 二零零七年七月三日	15 December 2007 to 2 July 2017 二零零七年十二月十五日至二零一七年七月二日	1.901	6,050,000	5,500,000
3 July 2007 二零零七年七月三日	15 December 2008 to 2 July 2017 二零零八年十二月十五日至二零一七年七月二日	1.901	3,025,000	2,750,000
3 July 2007 二零零七年七月三日	15 December 2009 to 2 July 2017 二零零九年十二月十五日至二零一七年七月二日	1.901	3,025,000	2,750,000
1 February 2008 二零零八年二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至二零一八年一月三十一日	1.368	24,853,400	30,074,000
1 February 2008 二零零八年二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至二零一八年一月三十一日	1.368	37,280,100	45,111,000
1 February 2008 二零零八年二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至二零一八年一月三十一日	1.368	62,133,500	75,185,000
20 January 2010 二零一零年一月二十日	20 February 2011 to 19 January 2013 二零一一年二月二十日至二零一三年一月十九日	0.573	6,600,000	-
20 January 2010 二零一零年一月二十日	20 February 2012 to 19 January 2014 二零一二年二月二十日至二零一四年一月十九日	0.573	9,900,000	-
20 January 2010 二零一零年一月二十日	20 February 2013 to 19 January 2015 二零一三年二月二十日至二零一五年一月十九日	0.573	16,500,000	-
1 September 2010 二零一零年九月一日	1 September 2011 to 31 August 2013 二零一一年九月一日至二零一三年八月三十一日	0.488	6,000,000	-
1 September 2010 二零一零年九月一日	1 September 2012 to 31 August 2014 二零一二年九月一日至二零一四年八月三十一日	0.488	9,000,000	-
1 September 2010 二零一零年九月一日	1 September 2013 to 31 August 2015 二零一三年九月一日至二零一五年八月三十一日	0.488	15,000,000	-
		Total 總計	257,084,000	235,840,000
Number of options exercisable at 31 December	於十二月三十一日可行使購股權數目		131,950,500	160,655,000

Other details of the share option schemes are set out in the Report of the Directors.

購股權計劃其他詳情載於董事會報告書。

34 股本(續)

附註：(續)

- (f) (續)
於二零一零年及二零零九年十二月三十一日尚未行使之購股權如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

35 Reserves Group

35 儲備 本集團

		Share premium (Note a) 股份溢價 (附註a)	Capital reduction reserve (Note c) 股本削減儲備 (附註c)	Capital redemption reserve (Note b) 資本贖回儲備 (附註b)	Capital reserve 資本儲備	Contributed surplus (Note d) 繳入盈餘 (附註d)	Employee share-based compensation reserve 以股份支付 僱員酬金儲備	Exchange reserve 匯兌儲備	Available- for-sale investments reserve 可供出售 投資儲備	Retained Earnings/ (Accumulated losses) 保留溢利/ (累計虧損)	Total 總額
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
Balance at 1 January 2009	於二零零九年一月一日結餘	10,183.7	594.1	14.6	147.4	-	114.9	1,084.8	(7.0)	(1,376.1)	10,756.4
Fair value gain on available-for-sale financial assets	可供出售金融資產之 公平值收益	-	-	-	-	-	-	-	3.7	-	3.7
Currency translation differences	匯兌換算差額	-	-	-	-	-	-	(8.0)	-	-	(8.0)
Employee share option benefits	僱員購股權福利	-	-	-	-	-	28.1	-	-	-	28.1
Transfer between reserves	儲備間轉撥	(124.8)	-	-	-	124.8	-	-	-	-	-
Issue of bonus shares	發行紅股	-	-	-	-	(8.5)	-	-	-	-	(8.5)
Exercise of bonus warrants	行使紅利認股權證	114.1	-	-	-	-	-	-	-	-	114.1
Repurchase of shares	購回股份	(3.1)	-	-	-	-	-	-	-	-	(3.1)
Release of reserves	解除儲備										
- upon lapse of share options	- 購股權失效時	2.5	-	-	-	-	(49.6)	-	-	47.1	-
- upon disposal and liquidation of subsidiaries	- 出售及清盤附屬公司時	-	-	-	-	-	-	(3.9)	-	-	(3.9)
- upon disposal of available-for-sale financial assets	- 出售可供出售金融資產時	-	-	-	-	-	-	-	0.1	-	0.1
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	1,456.7	1,456.7
Balance at 31 December 2009	於二零零九年 十二月三十一日結餘	10,172.4	594.1	14.6	147.4	116.3	93.4	1,072.9	(3.2)	127.7	12,335.6
Retained by:	予以保留:										
Company and subsidiaries	本公司及附屬公司	10,172.4	594.1	14.6	147.4	116.3	93.4	936.9	(3.2)	(668.3)	11,403.6
Associated companies	聯營公司	-	-	-	-	-	-	16.8	-	66.1	82.9
Jointly controlled entities	合營公司	-	-	-	-	-	-	119.2	-	729.9	849.1
		10,172.4	594.1	14.6	147.4	116.3	93.4	1,072.9	(3.2)	127.7	12,335.6

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

35 Reserves (Continued)
Group (Continued)

35 儲備(續)
本集團(續)

		Share premium (Note a) (附註a)	Capital reduction reserve (Note c) (附註c)	Capital redemption reserve (Note b) (附註b)	Capital reserve (附註b)	Contributed surplus (Note d) (附註d)	Other reserve (Note e) (附註e)	Employee share-based compensation reserve (附註e)	Exchange reserve (附註e)	Available-for-sale investments reserve (附註e)	Retained Earnings/ (Accumulated losses) (累計虧損)	Total (總額)
		HK\$ Million (百萬港元)	HK\$ Million (百萬港元)	HK\$ Million (百萬港元)	HK\$ Million (百萬港元)	HK\$ Million (百萬港元)	HK\$ Million (百萬港元)	HK\$ Million (百萬港元)	HK\$ Million (百萬港元)	HK\$ Million (百萬港元)	HK\$ Million (百萬港元)	HK\$ Million (百萬港元)
Balance at 1 January 2010	於二零一零年一月一日結餘	10,172.4	594.1	14.6	147.4	116.3	-	93.4	1,072.9	(3.2)	127.7	12,335.6
Fair value gain on available-for-sale financial assets	可供出售金融資產之公平值收益	-	-	-	-	-	-	-	-	3.2	-	3.2
Currency translation differences	匯兌換算差額	-	-	-	-	-	-	-	469.5	(0.1)	-	469.4
Employee share option benefits	僱員購股權福利	-	-	-	-	-	-	(6.4)	-	-	-	(6.4)
Transfer between reserves	儲備間轉撥	(350.0)	-	-	-	350.0	-	-	-	-	-	-
Issue of bonus shares	發行紅股	-	-	-	-	(9.4)	-	-	-	-	-	(9.4)
Exercise of bonus warrants	行使紅利認股權證	14.7	-	-	-	-	-	-	-	-	-	14.7
Repurchase of shares	購回股份	(1.2)	-	-	-	-	-	-	-	-	-	(1.2)
Release of reserves upon	於下列各個時候解除儲備											
- upon liquidation of an associated company	- 於一間聯營公司清盤時	-	-	-	(0.1)	-	-	-	-	-	-	(0.1)
- upon lapse of share options	- 於購股權失效時	-	-	-	-	-	-	(12.8)	-	-	12.8	-
Changes in ownership interests in subsidiaries that do not result in a loss of control arising from the following factors	因下列原因導致附屬公司之擁有權益變動但未導致失去控制權											
- exercise of a listed subsidiary's bonus warrants, distributed by the Group	- 行使本集團分派一間上市附屬公司之紅利認股權證	-	-	-	-	(1.4)	-	-	-	-	-	(1.4)
- distribution of certain shares of a subsidiary held by the Group	- 分派本集團所持有的一間附屬公司之若干股份	-	-	-	-	(39.3)	-	-	-	-	-	(39.3)
- disposal of alternative energy business to a non-wholly owned subsidiary of the Group	- 出售替代能源業務予本集團一間非全資附屬公司	-	-	-	-	-	8.1	-	-	-	-	8.1
Proposed distribution of proceeds from sale of equity interest of a subsidiary to a non-controlling shareholder (Note f)	擬向非控股股東分配因出售一間附屬公司股本權益所得款項(附註f)	-	-	-	(80.9)	-	-	-	-	-	-	(80.9)
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	(293.8)	(293.8)
Balance at 31 December 2010	於二零一零年十二月三十一日結餘	9,835.9	594.1	14.6	66.4	416.2	8.1	74.2	1,542.4	(0.1)	(153.3)	12,398.5
Retained by:	予以保留:											
Company and subsidiaries	本公司及附屬公司	9,835.9	594.1	14.6	66.4	416.2	8.1	74.2	1,303.0	(0.1)	(890.8)	11,421.6
Associated companies	聯營公司	-	-	-	-	-	-	-	45.3	-	59.0	104.3
Jointly controlled entities	合營公司	-	-	-	-	-	-	-	194.1	-	678.5	872.6
		9,835.9	594.1	14.6	66.4	416.2	8.1	74.2	1,542.4	(0.1)	(153.3)	12,398.5

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

35 Reserves (Continued)

Company

35 儲備(續)

本公司

		Share premium (Note a)	Contributed surplus (Note d)	Employee share-based compensation reserve 以股份 酬金儲備	Exchange reserve 匯兌儲備	Accumulated losses 累計虧損	Total 總額
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
Balance at 1 January 2009	於二零零九年一月一日結餘	10,183.7	-	107.2	-	(879.7)	9,411.2
Employee share option benefits	僱員購股權福利	-	-	28.1	-	-	28.1
Transfer between reserves	儲備間轉撥	(124.8)	124.8	-	-	-	-
Release of reserves upon the lapse of share options	購股權失效時解除儲備	2.5	-	(41.9)	-	39.4	-
Exercise of bonus warrants	行使紅利認股權證	114.1	-	-	-	-	114.1
Distribution of bonus warrants issued by the listed subsidiary of the Company	分派本公司上市附屬公司 發行之紅利認股權證	-	(25.9)	-	-	-	(25.9)
Issue of bonus shares	發行紅股	-	(8.5)	-	-	-	(8.5)
Repurchase of shares	購回股份	(3.1)	-	-	-	-	(3.1)
Profit for the year	本年度溢利	-	-	-	-	777.6	777.6
Balance at 31 December 2009	於二零零九年 十二月三十一日結餘	10,172.4	90.4	93.4	-	(62.7)	10,293.5
Balance at 1 January 2010	於二零一零年一月一日結餘	10,172.4	90.4	93.4	-	(62.7)	10,293.5
Currency translation differences	匯兌換算差額	-	-	-	430.5	-	430.5
Employee share option benefits	僱員購股權福利	-	-	(6.4)	-	-	(6.4)
Transfer between reserves	儲備間轉撥	(350.0)	350.0	-	-	-	-
Release of reserves upon the lapse of share options	購股權失效時解除儲備	-	-	(12.8)	-	12.8	-
Exercise of bonus warrants	行使紅利認股權證	14.7	-	-	-	-	14.7
Distribution of bonus warrants and certain shares issued by the listed subsidiary of the Company	分派本公司上市附屬公司 發行之紅利認股權證及 若干股份	-	(88.7)	-	-	-	(88.7)
Issue of bonus shares	發行紅股	-	(9.4)	-	-	-	(9.4)
Repurchase of shares	購回股份	(1.2)	-	-	-	-	(1.2)
Loss for the year	本年度虧損	-	-	-	-	(410.1)	(410.1)
Balance at 31 December 2010	於二零一零年 十二月三十一日結餘	9,835.9	342.3	74.2	430.5	(460.0)	10,222.9

35 Reserves (Continued)

Notes:

- (a) The application of the share premium account is governed by the Companies Act 1981 of Bermuda (as amended).
- (b) The application of the capital redemption reserve account is governed by section 49H of the Hong Kong Companies Ordinance.
- (c) On 30 September 2005, by virtue of special resolutions of the Company with the sanction of an order of the High Court of the Hong Kong SAR, the nominal value of all the issued and paid up capital was reduced from HK\$1.00 to HK\$0.01 each, thereby reducing the issued and paid up capital of the Company by HK\$2,305.1 million and such amount was transferred to the Capital Reduction Reserve Account.
- (d) By a special resolution passed on 1 June 2010, the share premium account was reduced by HK\$350.0 million and the reduced amount was credited to the contributed surplus account.

By a special resolution passed on 10 June 2009, the share premium account was reduced by HK\$124.8 million and the reduced amount was credited to the contributed surplus account.

- (e) On 12 May 2010, the Group's wholly-owned subsidiary entered into a sales and purchase agreement ("S&P") with the Group's non-wholly-owned subsidiary to dispose of the alternative energy business ("Target Business"). Based on the S&P, the purchase consideration is settled by way of issuing and allotting 1,385,170,068 convertible preference shares by such non-wholly-owned subsidiary. The fair value of which, on the S&P date, was HK\$1,018.1 million. On 31 August 2010, the acquisition was completed and the fair value of the respective convertible preference shares changed to HK\$853.8 million. As the Target Business remains as the Group's subsidiary upon the disposal, such disposal transaction is considered as a transaction with non-controlling shareholders. As a result, the Group has recognised a decrease in non-controlling interests of HK\$8.1 million and an increase in other reserve in equity of the same amount.
- (f) On 19 October 2010 and 31 December 2010, the Group has entered a Memorandum of Understanding ("MoU") and a Supplementary MoU with a non-controlling shareholder of a subsidiary respectively. The supplementary MoU has set out the principles on the distribution of proceeds arising from the disposal as in note 45. The Group recognised an increase in non-controlling interests of HK\$80.9 million and a decrease in capital reserve of the same amount.

35 儲備(續)

附註：

- (a) 股份溢價賬之用途受百慕達一九八一公司法修訂本所管轄。
- (b) 資本贖回儲備賬之用途受香港公司條例第49H條所管轄。
- (c) 於二零零五年九月三十日，根據經香港特區高等法院法令批准之本公司特別決議案，所有已發行及實繳股本之面值由每股1.00港元減至0.01港元，因此，本公司已發行及繳足股本減少2,305,100,000港元，有關金額轉撥至股本削減儲備賬。
- (d) 透過於二零一零年六月一日通過之特別決議案，股份溢價賬已減少350,000,000港元，而已減少之金額已入賬至繳入盈餘賬。

透過於二零零九年六月十日通過之特別決議案，股份溢價賬已減少124,800,000港元，而已減少之金額已入賬至繳入盈餘賬。

- (e) 於二零一零年五月十二日，本集團全資附屬公司與本集團非全資附屬公司訂立買賣協議（「買賣協議」），出售替代能源業務（「目標業務」）。根據買賣協議，購買代價由非全資附屬公司配發1,385,170,068股可換股優先股之方式支付。於買賣協議日，購買代價公平值為1,018,100,000港元。於二零一零年八月三十一日，收購完成，而相關可換股優先股之公平值為853,800,000港元。由於目標業務於出售後仍為本集團之附屬公司，故有關出售交易被視為與非控股股東之交易。因此，本集團已確認非控股權益減少8,100,000港元，而權益中之其他儲備則增加相同金額。
- (f) 於二零一零年十月十九日及二零一零年十二月三十一日，本集團與一間附屬公司一名非控股股東分別訂立諒解備忘錄（「備忘錄」）及補充備忘錄。補充備忘錄載有就附註45所述因出售所產生款項之分派原則。本集團已確認非控股權益增加80,900,000港元及資本儲備減少相同金額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

36 Borrowings – Group

36 借款 – 本集團

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Non-current	非流動		
Bank borrowings	銀行借款	2,463.3	2,775.2
Other loans	其他貸款	72.0	88.3
Finance lease liabilities	融資租賃負債	86.4	82.4
Loans from non-controlling shareholders	非控股股東貸款	320.9	384.2
		2,942.6	3,330.1
Current	流動		
Bank borrowings	銀行借款	672.1	382.1
Other loans	其他貸款	62.8	74.9
Finance lease liabilities	融資租賃負債	4.9	9.2
		739.8	466.2
Total borrowings	借款總額	3,682.4	3,796.3

Bank borrowings are secured by the investment properties, prepaid land lease payments, properties, plant and equipment, toll road income, properties under development, properties held for sale, trade receivables and pledged deposits of the Group (Notes 16, 17, 18, 19, 20, 28, 30 and 32), certain of which are also secured by the corporate guarantee provided by the Company or its subsidiary.

銀行借款由本集團之投資物業、預付土地租賃款、物業、機器及設備、收費公路收入、發展中物業、作出售用途之物業、應收賬款及抵押存款作抵押(附註16、17、18、19、20、28、30及32)，其中若干項亦由本公司或其附屬公司提供之企業保證作抵押。

(a) The maturity of bank borrowings and other loans at the balance sheet date is as follows:

(a) 銀行借款及其他貸款於結算日之到期日如下：

		Secured bank borrowings 有抵押銀行借款		Unsecured other loans 無抵押其他貸款		Total 總額	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Within one year	一年內	672.1*	382.1	62.8	74.9	734.9	457.0
In the second year	第二年	276.1	371.5	20.0	19.2	296.1	390.7
In the third to fifth year	第三年至第五年	746.3	768.3	40.5	51.3	786.8	819.6
After the fifth year	五年後	1,440.9	1,635.4	11.5	17.8	1,452.4	1,653.2
		3,135.4	3,157.3	134.8	163.2	3,270.2	3,320.5

* Included in the balance was an amount of HK\$192.5 million (2009: Nil) which was classified as short term liability (irrespective of its repayment schedules stipulated in the loan agreements), as the loan agreements include a repayment on demand clause. This is to comply with Hong Kong Interpretation 5 "Presentation of financial statements – classification by the borrower of a term loan that contains a repayment on demand clause" as stated in Note 2.1.

* 結餘包括金額192,500,000港元(二零零九年：無)，乃分類作短期負債(不論貸款協議訂明之還款期)，因貸款協議包含按通知還款之條款。此為符合香港詮釋第5號「財務報表的呈報－借款人根據含有隨時通知償還條款之定期貸款之分類」之要求，如附註2.1所述。

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

36 Borrowings – Group (Continued)

- (b) The Group has finance lease liabilities at the balance sheet date as follows:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Gross finance lease liabilities – minimum lease payments	融資租賃負債總額 – 最低租賃款項		
Within one year	一年內	10.8	10.0
In the second year	第二年	11.1	10.3
In the third to fifth year	第三年至第五年	35.3	32.7
After the fifth year	五年後	71.1	79.3
		128.3	132.3
Future finance charges on finance leases	融資租賃之未來融資費用	(37.0)	(40.7)
Present value of finance lease liabilities	融資租賃負債之現值	91.3	91.6
The present value of finance lease liabilities is as follows:	融資租賃負債之現值如下：		
Within one year	一年內	4.9	9.2
In the second year	第二年	5.6	9.0
In the third to fifth year	第三年至第五年	21.3	25.6
After the fifth year	五年後	59.5	47.8
		91.3	91.6

- (c) The loans from non-controlling shareholders are unsecured, interest free and have no fixed terms of repayment. The balance is mainly denominated in Renminbi.
- (d) The effective interest rates at the balance sheet date were as follows:

		2010 二零一零年		2009 二零零九年	
		HK\$ 港元	RMB 人民幣	HK\$ 港元	RMB 人民幣
Bank borrowings	銀行借款	0.9%	5.31%-6.53%	0.8%	5.31%-6.53%
Other loans	其他貸款	–	3.05%-5.00%	–	2.55%-24.00%

- (b) 於結算日，本集團之融資租賃負債如下：

- (c) 自非控股股東之貸款為無抵押、免息及無固定還款期。餘額以人民幣計值。

- (d) 於結算日之實際利率如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

36 Borrowings – Group (Continued)

- (e) The carrying amounts of the borrowings are denominated in the following currencies:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Hong Kong dollars	港幣	56.6	135.7
Renminbi	人民幣	3,625.8	3,660.6
		3,682.4	3,796.3

- (f) The Group has the following undrawn borrowing facilities:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Floating rate	浮動利率		
– expiring within one year	– 於一年內到期	200.0	–
– expiring beyond one year	– 於一年後到期	413.5	–
		613.5	–

The undrawn facility expiring within one year is an annual facility subject to review during 2011.

- (e) 借款之賬面值按下列貨幣計值：

- (f) 本集團有下列未動用借款信貸：

於一年內到期之未動用信貸為年度信貸，須於二零一一年進行審閱。

37 Trade and other payables

37 應付賬款及其他應付款

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Trade payables	應付賬款	41.4	40.6	–	–
Retention payables	應付保留款額	27.4	27.9	–	–
Other payables and accruals	其他應付款及應計費用	833.2	965.2	10.3	62.5
		902.0	1,033.7	10.3	62.5

37 Trade and other payables (Continued)

- (a) At 31 December 2010, retention payables for contracts in progress amounting to HK\$32.9 million (2009: HK\$33.2 million) were included in non-current payables and current other payables, depending on their expected date of payment.
- (b) The ageing analysis of trade payables at year end was as follows:

		Group 本集團	
		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
0 to less than 2 months	零至少於2個月	5.7	8.6
2 to less than 6 months	2至少於6個月	3.0	0.6
6 to less than 12 months	6至少於12個月	0.8	0.5
12 months and more	12個月及以上	31.9	30.9
		41.4	40.6

- (c) The carrying amounts of the Group's trade and other payables are denominated in the following currencies:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Hong Kong dollars	港元	148.6	186.3
Renminbi	人民幣	753.4	847.4
		902.0	1,033.7

- (d) In 2009, the change of fair value amounting to HK\$28.8 million for financial liabilities at fair value through profit or loss has been recognised as part of the reversal of impairment losses on prepaid land lease payments. As of 31 December 2010, the fair value of the respective financial liabilities at fair value through profit or loss is HK\$264.9 million (2009: HK\$266.3 million).

37 應付賬款及其他應付款(續)

- (a) 於二零一零年十二月三十一日，在建工程合約之應付保留款額32,900,000港元(二零零九年：33,200,000港元)已分別視乎預期付款日，列為非流動應付款及其他流動應付款。
- (b) 於年結日，應付賬款之賬齡分析如下：

- (c) 本集團應付賬款及其他應付款之賬面值按以下貨幣列值：

- (d) 於二零零九年，按公平值在損益表列賬之金融負債公平值變動28,800,000港元已確認為撥回預付土地租賃款減值虧損部分。於二零一零年十二月三十一日，按公平值在損益表列賬之金融負債公平值為264,900,000港元(二零零九年：266,300,000港元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

38 Deferred income tax liabilities

The deferred income tax liabilities recognised and movements are as follows:

		Fair value adjustments on investment properties	Adjustments on prepaid land lease payments	Other items	Total
		投資物業公平值調整	租賃款公平值調整	其他項目	總額
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元
At 1 January 2009	於二零零九年一月一日	61.5	711.5	3.9	776.9
Currency translation differences	匯兌換算差額	(0.7)	0.6	–	(0.1)
Adoption of HKAS 40 Amendment	採納香港會計準則第40號修訂本	353.3	(353.3)	–	–
Charged/(credited) to income statement (Note 12)	於損益表扣除/(計入)(附註12)	261.5	72.4	(0.5)	333.4
At 31 December 2009	於二零零九年十二月三十一日	675.6	431.2	3.4	1,110.2
At 1 January 2010	於二零一零年一月一日	675.6	431.2	3.4	1,110.2
Currency translation differences	匯兌換算差額	39.9	17.9	0.1	57.9
Capitalised in properties under development	於發展中物業撥充資本	–	(7.4)	–	(7.4)
Credited to income statement (Note 12)	於損益表計入(附註12)	(37.1)	(4.8)	(1.0)	(42.9)
At 31 December 2010	於二零一零年十二月三十一日	678.4	436.9	2.5	1,117.8

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefits through the future taxable profits is probable. The Group did not recognise deferred income tax assets of HK\$345.5 million (2009: HK\$234.4 million) in respect of tax losses of HK\$1,664.7 million (2009: HK\$1,194.6 million) to carry forward against future taxable income. These tax losses have no expiry dates except for the tax losses of HK\$875.5 million (2009: HK\$480.0 million) which will expire at various dates up to and including 2015 (2009: 2014).

38 遞延所得稅負債

已確認之遞延所得稅負債及其變動如下：

		Fair value adjustments on investment properties	Adjustments on prepaid land lease payments	Other items	Total
		投資物業公平值調整	租賃款公平值調整	其他項目	總額
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元
At 1 January 2009	於二零零九年一月一日	61.5	711.5	3.9	776.9
Currency translation differences	匯兌換算差額	(0.7)	0.6	–	(0.1)
Adoption of HKAS 40 Amendment	採納香港會計準則第40號修訂本	353.3	(353.3)	–	–
Charged/(credited) to income statement (Note 12)	於損益表扣除/(計入)(附註12)	261.5	72.4	(0.5)	333.4
At 31 December 2009	於二零零九年十二月三十一日	675.6	431.2	3.4	1,110.2
At 1 January 2010	於二零一零年一月一日	675.6	431.2	3.4	1,110.2
Currency translation differences	匯兌換算差額	39.9	17.9	0.1	57.9
Capitalised in properties under development	於發展中物業撥充資本	–	(7.4)	–	(7.4)
Credited to income statement (Note 12)	於損益表計入(附註12)	(37.1)	(4.8)	(1.0)	(42.9)
At 31 December 2010	於二零一零年十二月三十一日	678.4	436.9	2.5	1,117.8

倘有可能透過未來應課稅溢利將有關之稅項利益變現，則會就結轉之稅項虧損確認遞延稅項資產。本集團並無就稅項虧損1,664,700,000港元(二零零九年：1,194,600,000港元)確認遞延所得稅項資產345,500,000港元(二零零九年：234,400,000港元)可作結轉，用以抵銷日後應課稅收入。該等稅項虧損並無到期日，惟875,500,000港元(二零零九年：480,000,000港元)之稅項虧損將於截至二零一五年(二零零九年：二零一四年)止各個日期到期。

39 Derivative liability

A subsidiary of the Group allotted and issued 300,000,000 convertible preference shares at HK\$0.65 each on 23 November 2010 to STAR Butterfly Energy Ltd (“STAR”), a subsidiary of TPG. STAR may at any time during 4 years following the completion of the initial investment require the subsidiary to issue to them up to a maximum of 260,000,000 additional preference shares at a price of HK\$0.75 per each preference share. Derivative liability represented the subscription right granted to STAR, and was fair valued at 31 December 2010.

40 Amount due to a shareholder

At 31 December 2009, the amount due to a shareholder was unsecured, interest bearing at the Hong Kong dollar prime rate plus 2% per annum and repayable on demand. The balance was denominated in Hong Kong dollars.

41 Commitments – Group

(a) Capital commitments

Capital expenditure at the balance sheet date but not yet incurred is as follows:

39 衍生工具負債

本集團一間附屬公司於二零一零年十一月二十三日以每股0.65港元向TPG附屬公司STAR Butterfly Energy Ltd(「STAR」)配發及發行300,000,000股可換股優先股。STAR可於完成初步投資後4年內隨時要求該附屬公司以每股優先股0.75港元之價格向其發行最多260,000,000股額外優先股。衍生工具負債指授予STAR之認購權，並於二零一零年十二月三十一日計算公平值。

40 應付一名股東款項

於二零零九年十二月三十一日，應付一名股東款項為無抵押、按港元最優惠利率加2%計息及應要求償還。結餘以港元計值。

41 承擔 – 集團

(a) 資本承擔

於結算日已承擔但尚未產生之資本開支如下：

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
(i) Capital commitments undertaken by the Group	(i) 本集團之資本承擔		
(a) Property, plant and equipment	(a) 物業、機器及設備		
– Contracted but not provided for	– 已訂約但未撥備	73.2	108.5
– Authorised but not contracted for	– 已授權但未訂約	322.3	309.3
(b) Property development projects	(b) 物業開發項目		
– Contracted but not provided for	– 已訂約但未撥備	364.5	357.9
– Authorised but not contracted for	– 已授權但未訂約	5.2	–
		765.2	775.7
(ii) Capital commitments undertaken by the jointly controlled entities	(ii) 合營公司之資本承擔		
Property development projects	物業開發項目		
Contracted but not provided for	已訂約但未就本集團		
– the Group’s share	應佔部份作撥備	139.6	141.6

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

41 Commitments – Group (Continued)

(b) Commitments under operating leases

The aggregate future minimum lease payments under non-cancellable operating leases in respect of land and buildings are as follows:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
No later than 1 year	一年內	12.5	10.1
Later than 1 year and no later than 5 years	一年至五年	40.7	30.6
Later than 5 years	超過五年	55.8	51.6
		109.0	92.3

(c) Future minimum rental receivable

The future aggregate minimum rental receivable under non-cancellable operating leases is as follows:

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
No later than 1 year	一年內	59.9	76.8
Later than 1 year and no later than 5 years	一年至五年	120.1	115.2
Later than 5 years	超過五年	14.5	22.0
		194.5	214.0

The Group leases out investment properties under operating leases. The lease runs for an initial period of one to ten years, with an option to renew the lease when all terms are renegotiated. Lease payments are usually increased annually to reflect market rentals. No contingent rent was recognised during the year (2009: Nil).

41 承擔－集團(續)

(b) 根據經營租賃之承擔

根據有關土地及樓宇之不可撤銷經營租賃之未來最低租金總額如下：

	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
No later than 1 year	12.5	10.1
Later than 1 year and no later than 5 years	40.7	30.6
Later than 5 years	55.8	51.6
	109.0	92.3

(c) 未來最低應收租金

根據不可撤銷經營租賃之未來最低應收租金總額如下：

	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
No later than 1 year	59.9	76.8
Later than 1 year and no later than 5 years	120.1	115.2
Later than 5 years	14.5	22.0
	194.5	214.0

本集團根據經營租賃將投資物業出租。租約初步為期一至十年，並且有權選擇在到期日後續期，屆時所有條款均可重新商定。租金一般會每年上調以反映市場租金。或然租金未有在本年度確認(二零零九年：無)。

42 Contingent liabilities – Group

The Group's investment property located in Shenzhen, the PRC is subject to housing facility fund pursuant to <深圳經濟特區住宅區物業管理條例> adopted on 1 November 1994. Contingent liabilities of RMB75.8 million (equivalent to approximately HK\$89.7 million) (2009: RMB75.8 million (equivalent to approximately HK\$86.1 million)) arising in this respect have been assessed by management with reference to the legal opinion previously obtained. Management have requested relief from the relevant local government authorities on the grounds that certain amounts of maintenance costs were already spent for the purposes as specified under the requirement of housing facility fund, hence no further provision for the fund is considered necessary. The case is still under local government review.

43 Related party transactions

Other than the transactions and balances disclosed elsewhere in these financial statements, the material related party transactions during the year were:

42 或然負債－集團

根據於一九九四年十一月一日採納之《深圳經濟特區住宅區物業管理條例》，本集團位於中國深圳之一項投資物業受限於房屋公用設施專用基金。管理層已於參考過往取得之法律意見後，評估就此產生之或然負債為人民幣75,800,000元（約相當於89,700,000港元）（二零零九年：人民幣75,800,000元（約相當於86,100,000港元））。由於已根據房屋公用設施專用基金規定就所指定目的支付若干保養成本金額，管理層已向相關當地政府機關提出寬免要求，因此其認為毋須對基金作進一步撥備。有關事件正待地方政府審閱。

43 關聯方交易

除此等財務報表其他部份披露之交易及結餘外，年內訂立之重大關連人士交易如下：

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
	Note 附註		
Income from supply of water to Jinhai Paper Pulping Industrial Company Limited ("Jinhai")	來自向海南金海漿紙業有限公司（「金海」）供水之收入 (a)	34.8	24.1
Consultancy fee paid	已付顧問費 (b)	(7.0)	(5.2)
Interest expense paid on shareholders' loans	已付股東貸款利息開支		
– Creator Holdings Limited ("Creator")	– 創達集團有限公司（「創達」） (c)	(5.6)	(2.1)
– Genesis Capital Group Limited ("Genesis")	– 華創集團有限公司（「華創」） (d)	(32.1)	–

Notes:

- (a) Yangpu Water Supply Company Limited, a subsidiary of which 65% equity interest held by the Group, entered into a water supply agreement and a supplemental agreement with Jinhai, a company indirectly controlled by the Oei family, for a period of three years commencing from 1 January 2009. Income from Jinhai was conducted on terms as set out in the agreement and the supplemental agreement governing this transaction.

附註：

- (a) 本集團持有65%股本權益之附屬公司洋浦供水有限責任公司與黃氏家族間接控制之公司海南訂立供水協議及補充協議，由二零零九年一月一日起為期三年。來自金海之收入乃根據管轄此項交易之協議及補充協議之條款進行。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

43 Related party transactions (Continued)

Notes: (Continued)

- (b) On 2 March 2009, the Group entered into a consultancy services agreement with a company controlled by an Executive Director of the Company, who was appointed to hold that office on 4 September 2009 and resigned with effect from 20 December 2010, pursuant to which a fee was paid by the Group on a monthly basis for the provision of consultancy services rendered.

- (c) In November 2009, the Company entered into a revolving loan agreement with Creator (a company owned as to 50% by Mr. Oei Kang, Eric), one of the substantial shareholders of the Company, under which the Company might borrow up to HK\$800.0 million for a period of thirty-six months from the date of the agreement. The loan was unsecured, carried interest at the Hong Kong dollar prime rate plus 2% per annum and was repayable on demand.

The interest was paid on terms as set out in the agreement. There was no outstanding loan balance as at 31 December 2010 (2009: HK\$362.1 million).

- (d) In June 2010, the Company entered into a supplemental agreement with Genesis, one of the substantial shareholders of the Company, for amending and supplementing the revolving loan agreement dated 8 October 2007, under which the Company might borrow up to HK\$1,000.0 million for a period of ninety-six months from the date of the said loan agreement dated 8 October 2007. The loan is unsecured and carries interest at the Hong Kong dollar prime rate plus 2% per annum. The Company is required to repay the loan and accrued interest thereon at the expiry of the said agreement.

The interest was paid on terms as set out in the agreement. There was no outstanding loan balance as at 31 December 2009 and 2010.

- (e) Key management compensation

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Director's fees	董事袍金	1.7	1.9
Salary and other benefits	薪金及其他福利	29.0	29.4
Employer's contribution to pension scheme	退休金計劃之僱主供款	0.1	0.1
Share option benefits	購股權福利	2.5	5.8
		33.3	37.2

- (f) On 7 September 2009, the Group disposed of its entire equity interest in Yangpu Jingang Real Estate Company Limited to Jinhai, a company indirectly controlled by the Oei family, at the cash consideration of approximately RMB28.3 million (equivalent to approximately HK\$32.1 million). The consideration was determined after arm's length negotiations between the parties mainly with reference to the market value of the land.

43 關聯方交易(續)

附註：(續)

- (b) 二零零九年三月二日，本集團與本公司一名執行董事(彼於二零零九年九月四日獲委任及於二零一零年十二月二十日起辭任該職務)控制之公司訂立顧問服務協議，據此，本集團就所獲提供若干顧問服務支付月費。

- (c) 於二零零九年十一月，本公司與本公司主要股東之一創達(該公司50%股權由黃剛先生持有)訂立循環貸款協議，據此，本公司可能於該協議日期起計36個月期間內借入最多800,000,000港元。該等借款為無抵押、按港元最優惠利率每年加2%計息及應要求償還。

利息按該協議所載條款支付。截至二零一零年十二月三十一日，並無未償還借款結餘(二零零九年：362,100,000港元)。

- (d) 於二零一零年六月，本公司與本公司主要股東之一華創訂立補充協議，以修訂及補充日期為二零零七年十月八日之循環貸款協議。據此，本公司可於上述日期為二零零七年十月八日之貸款協議日期起計96個月期間內借入最多1,000,000,000港元。該筆貸款為無抵押、按港元最優惠利率加2%之年利率計息。本公司須於上述協議到期日時償還貸款及應計利息。

利息按協議所載條款支付。於二零零九年及二零一零年十二月三十一日並無未償還貸款結餘。

- (e) 主要管理層成員之補償

	2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Director's fees	1.7	1.9
Salary and other benefits	29.0	29.4
Employer's contribution to pension scheme	0.1	0.1
Share option benefits	2.5	5.8
	33.3	37.2

- (f) 於二零零九年九月七日，本集團以現金代價約人民幣28,300,000元(約相當於32,100,000港元)向由黃氏家族間接控制之公司金海出售其於洋浦金港置業有限公司之全部股本權益。代價乃經訂約各方主要參考該土地之市值經公平磋商後釐定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

44 Notes to consolidated cash flow statement

(a) Reconciliation of operating (loss)/profit to net cash used in operations

44 綜合現金流量表附註

(a) 經營(虧損)/溢利與經營業務所用現金淨額之對賬

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
(Loss)/profit before income tax	所得稅前(虧損)/溢利	(414.0)	2,036.2
Finance income	財務收入	(18.9)	(11.1)
Depreciation and amortisation	折舊及攤銷	119.2	151.3
Employee share option benefits (Note 11)	僱員購股權福利(附註11)	(4.8)	28.1
Fair value adjustments on investment properties	投資物業公平值調整	98.9	(1,085.4)
Provision for/(reversal of) impairment losses on assets (Note 7)	資產減值虧損之撥備/(撥回)(附註7)	38.0	(403.0)
Write back of provision for	撥回以下各項撥備		
– impairment losses on trade receivables	– 應收賬款減值虧損	–	(1.3)
– management fee for vacant units in properties	– 物業空置單位管理費	–	(65.6)
Gain on the completion of liquidation of subsidiaries	附屬公司清盤完成之收益	–	(24.3)
Gain on disposal of subsidiaries	出售附屬公司收益	–	(7.2)
Gain on deemed disposal of equity interest in an associated company	視作出售一間聯營公司股本權益收益	–	(5.7)
Net exchange gain	匯兌收益淨額	(1.0)	(12.8)
Gain on disposal of property, plant and equipment	出售物業、機器及設備收益	(11.9)	(2.6)
Loss on disposal of available-for-sale financial assets	出售可供出售金融資產之虧損	–	0.1
Provision for impairment loss on properties held for sale	作銷售用途之物業減值虧損撥備	–	5.8
Write down of inventories	存貨撇減	–	4.2
Fair value (gain)/loss on financial assets at fair value through profit or loss and derivative liability, net	按公平值在損益表列賬之金融資產及衍生工具負債公平值(收益)/虧損淨額	(13.5)	0.9
Finance costs	融資成本	225.6	183.5
Share of profits less losses of associated companies	應佔聯營公司溢利減虧損	(89.9)	(44.2)
Share of profits less losses of jointly controlled entities	應佔合營公司溢利減虧損	14.9	(810.9)
Operating loss before working capital changes	營運資金變動前經營虧損	(57.4)	(64.0)
Increase in properties under development	發展中物業增加	(143.8)	(80.1)
Increase in prepaid land lease payments	預付土地租賃款增加	(3.4)	(0.9)
Decrease in properties held for sale	作銷售用途之物業減少	161.5	52.3
Decrease in inventories	存貨減少	0.8	26.1
Decrease in trade and other receivables	應收賬款及其他應收款減少	44.5	70.1
Decrease in other non-current payables and trade and other payables	其他非流動應付款以及應付賬款及其他應付款減少	(102.5)	(126.7)
Increase in non-controlling interests	非控股權益增加	2.3	2.2
Cash used in operations	營業所用現金	(98.0)	(121.0)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

44 Notes to consolidated cash flow statement (Continued)

(b) Disposal of subsidiaries

		2009 二零零九年 HK\$ Million 百萬港元
Net assets disposed:	所出售資產淨值：	
Intangible assets	無形資產	24.8
Prepaid land lease payments	預付土地租賃款	16.4
Properties under development	發展中物業	15.3
Property, plant and equipment	物業、機器及設備	0.2
Cash and cash equivalents	現金及現金等價物	4.1
Trade and other payables	應付賬款及其他應付款	(0.8)
Non-controlling interests	非控股權益	(12.7)
		47.3
Gain on disposal of subsidiaries	出售附屬公司之收益	7.2
Consideration	代價	54.5
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	34.4
Receivable	應收款	20.1
		54.5

(c) Analysis of net inflow of cash and cash equivalents in respect of disposal of subsidiaries

44 綜合現金流量表附註(續)

(b) 出售附屬公司

(c) 有關出售附屬公司之現金及現金等價物流入淨額分析：

		2009 二零零九年 HK\$ Million 百萬港元
Cash consideration	現金代價	34.4
Cash and cash equivalents disposed	所出售現金及現金等價物	(4.1)
		30.3

45 Events after the reporting period

On 2 March 2011, Dorboy Investment Limited, an 80%-owned subsidiary of the Group entered into a Disposal Framework Agreement with an independent third party for disposal of its entire equity interest, loan interests and liabilities in Shenzhen Jing-Guang Development Company Limited which is the owner of Jingguang Centre at Yanhe Road North, Luohu, Shenzhen, the PRC. The total amount of consideration is RMB850.0 million. The completion is expected to occur in or around the last quarter of 2011.

46 Non-current assets held for sale

The assets and liabilities related to disposal group of non-current assets (part of the property investment and leasing segment) as stated in Note 45 have been presented as held for sale.

(a) Assets of disposal group classified as held for sale

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Investment properties	投資物業	1,009.9	-
Property, plant and equipment	物業、機器及設備	0.8	-
Trade and other receivables	應收賬款及其他應收款	0.8	-
Cash and cash equivalents	現金及現金等價物	11.3	-
		1,022.8	-

(b) Liabilities of disposal group classified as held for sale

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Other payables	其他應付款	41.5	-
Bank borrowing	銀行借款	168.1	-
Other loan	其他貸款	76.0	-
		285.6	-

At 31 December 2010, certain investment properties with carrying value of HK\$698.2 million (2009: Nil) was pledged as securities against the bank borrowing.

45 呈報期間後事項

於二零一一年三月二日，本集團擁有80%之附屬公司禧發投資有限公司與獨立第三方訂立出售框架協議，出售深圳京廣發展有限公司之全部股本權益、貸款權益及負債，深圳京廣為中國深圳羅湖沿河北路京廣中心之擁有人。總代價為人民幣850,000,000元。有關出售預期將於二零一一年最後一季前後完成。

46 持作出售之非流動資產

附註45所述有關處置組非流動資產(部份物業投資及租賃分部)之資產及負債按持作出售項目呈列。

(a) 持有待售的處置組的資產**(b) 持有待售的處置組的負債**

於二零一零年十二月三十一日，若干投資物業賬面值698,200,000港元(二零零九年：無)已就銀行借款作抵押。

Notes to the Consolidated Financial Statements (Continued)
 綜合財務報表附註(續)

46 Non-current assets held for sale (Continued)

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

46 持作出售之非流動資產(續)

- (c) 於其他全面收入確認有關持作出售類別之處置組其他全面收入之累計收入或開支

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元
Currency translation differences	匯兌換算差額	73.6	-

47 Comparative figures

Certain comparative figures as set out in the consolidated financial statements and the related notes thereto have been reclassified to conform with the current year's presentations which was changed largely due to the adoption of new accounting standards.

47 比較數字

載於綜合財務報表及相關附註之若干比較數字已重新分類，與因採納新會計準則而大幅改動之本年度呈報方式貫徹一致。

Principal Subsidiaries, Associated Companies and Jointly Controlled Entities

主要附屬公司、聯營公司及合營公司

Listed below are the principal subsidiaries, associated companies and jointly controlled entities which, in the opinion of the directors, principally affect the result and/or net assets of the Group for the year ended 31 December 2010.

下表載列董事認為對本集團截至二零一零年十二月三十一日止年度業績及／或資產淨值有影響之主要附屬公司、聯營公司及合營公司詳情。

1 Principal subsidiaries

1 主要附屬公司

Name 名稱	Place of incorporation/operation and kind of legal entity 註冊成立／經營地點及法律實體類型	Principal activities 主要業務	Issued share capital/ Paid up registered capital 已發行股本／ 實付註冊資本		Group's effective equity interest 本集團之 實際股本權益	
			2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
(a) Investment holding 投資控股						
China Harvest Holdings Limited ⁺ 中行集團有限公司 ⁺	Hong Kong/PRC 香港／中國	Investment holding 投資控股	HK\$1,000,000 1,000,000港元	HK\$1,000,000 1,000,000港元	75%**	75%**
Dorboy Investment Limited ⁺ 禧發投資有限公司 ⁺	Hong Kong/PRC 香港／中國	Investment holding 投資控股	HK\$1,000 1,000港元	HK\$1,000 1,000港元	80%	80%
Eden Investment Group Limited ^{+#} 伊甸投資集團有限公司 ^{+#}	British Virgin Islands/PRC 英屬處女群島／中國	Investment holding 投資控股	US\$1 1美元	US\$1 1美元	59.18%	100%
HKC (China) Management Company Limited ⁺ 香港建設(中國)管理有限公司 ⁺	PRC Wholly foreign-owned enterprise 中國外商獨資企業	Provision of management services in the PRC 於中國提供管理服務	US\$8,000,000 8,000,000美元	US\$6,000,000 6,000,000美元	100%	100%
HKC Guilin Expressway Company Limited ⁺ 香港建設桂林高速公路有限公司 ⁺	Hong Kong/PRC 香港／中國	Investment holding 投資控股	HK\$1 1港元	HK\$1 1港元	100%	100%
HKC Infrastructure (Holdings) Limited ^{+#} 香港建設基礎設施(控股)有限公司 ^{+#}	British Virgin Islands/PRC 英屬處女群島／中國	Investment holding 投資控股	US\$1 1美元	US\$1 1美元	100%	100%
HKC (Nanxun) Holdings Limited ⁺ 香港建設(南潯)建材城控股有限公司 ⁺	Hong Kong/PRC 香港／中國	Investment holding 投資控股	HK\$2 2港元	HK\$2 2港元	100%	100%
HKC Property Investments (China) Limited ^{+#} 香港建設物業投資(中國)有限公司 ^{+#}	British Virgin Islands/PRC 英屬處女群島／中國	Investment holding 投資控股	US\$1 1美元	US\$1 1美元	100%	100%
HKC Shenyang Heping Investments Limited ⁺ 香港建設瀋陽和平投資有限公司 ⁺	Hong Kong/PRC 香港／中國	Investment holding 投資控股	HK\$1 1港元	HK\$1 1港元	100%	100%
HKC Shenyang Hunan Investments Limited ⁺ 香港建設瀋陽湖南投資有限公司 ⁺	Hong Kong/PRC 香港／中國	Investment holding 投資控股	HK\$1 1港元	HK\$1 1港元	100%	100%

Principal Subsidiaries, Associated Companies and Jointly Controlled Entities (Continued)

主要附屬公司、聯營公司及合營公司(續)

1 Principal subsidiaries (Continued)

1 主要附屬公司(續)

Name 名稱	Place of incorporation/operation and kind of legal entity 註冊成立/經營地點及法律 實體類型	Principal activities 主要業務	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本		Group's effective equity interest 本集團之 實際股本權益	
			2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
(a) Investment holding (Continued) 投資控股(續)						
HKC (Yangpu) Water Supply Limited ⁺ 香港建設(洋浦)供水有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$10,000 10,000港元	HK\$10,000 10,000港元	100%	100%
HKE (Chongqing) Holdings Limited ⁺⁺	British Virgin Islands/PRC 英屬處女群島/中國	Investment holding 投資控股	US\$1 1美元	US\$1 1美元	100%	100%
HKE (Danjinghe) Wind Power Limited ⁺ 香港新能源(單晶河)風能有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$4 4港元	HK\$4 4港元	59.18%	93.53%
Hong Kong Construction (Interior Contracting) Limited ⁺ 香港建設(裝修工程)有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$10,000 10,000港元	HK\$10,000 10,000港元	100%	100%
Hong Kong Construction Tianjin Tuan Po Hu Investment Limited ⁺ 香港建設天津團泊湖投資有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$1 1港元	HK\$1 1港元	100%	100%
Hong Kong Energy (Holdings) Limited ⁺⁺ 香港新能源(控股)有限公司 ⁺⁺	Cayman Islands/PRC 開曼群島/中國	Investment holding 投資控股	HK\$8,570,600 8,570,600港元	HK\$7,725,922 7,725,922港元	59.18%	74.11%
Hong Kong Energy (Holdings) Limited ⁺⁺ 香港新能源(控股)有限公司 ⁺⁺	British Virgin Islands/PRC 英屬處女群島/中國	Investment holding 投資控股	US\$1 1美元	US\$1 1美元	100%	100%
Hong Kong New Energy (Si Zi Wang Qi) Wind Power Limited ⁺ 香港新能源(四子王旗)風能有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$2 2港元	HK\$2 2港元	59.18%	100%
Hong Kong New Energy (Si Zi Wang Qi II) Wind Power Limited ⁺ 香港新能源(四子王旗二期)風能有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$1,000 1,000港元	HK\$1,000 1,000港元	59.18%	74.11%
Ivy Garden Investments Limited ⁺⁺	British Virgin Islands/PRC 英屬處女群島/中國	Investment holding 投資控股	US\$1 1美元	US\$1 1美元	100%	100%

Principal Subsidiaries, Associated Companies and Jointly Controlled Entities (Continued)

主要附屬公司、聯營公司及合營公司(續)

1 Principal subsidiaries (Continued)

1 主要附屬公司(續)

Name 名稱	Place of incorporation/operation and kind of legal entity 註冊成立/經營地點及法律 實體類型	Principal activities 主要業務	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本		Group's effective equity interest 本集團之 實際股本權益	
			2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
(a) Investment holding (Continued) 投資控股(續)						
Karboony Investment Limited ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$10,000,000 10,000,000港元	HK\$10,000,000 10,000,000港元	100%	100%
Noble Quest Enterprise Limited ⁺	British Virgin Islands/Hong Kong 英屬處女群島/香港	Investment holding 投資控股	US\$1 1美元	US\$1 1美元	100%	100%
Sinoriver International Limited ⁺⁺ 中川國際有限公司 ⁺⁺	British Virgin Islands/PRC 英屬處女群島/中國	Investment holding 投資控股	US\$1 1美元	US\$1 1美元	59.18%	100%
The Legation Quarter Limited ⁺ 四合投資經營管理有限公司 ⁺	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$82,105,263 82,105,263港元	HK\$82,105,263 82,105,263港元	70.9%	70.9%
(b) Property investment 物業投資						
Hong Kong Construction (China) Engineering Company Limited ⁺⁺ 香港建設(中國)工程有限公司 ⁺⁺	PRC Wholly foreign-owned enterprise 中國外商獨資企業	Investment in shopping mall of South Ocean Centre, Shenzhen, the PRC 投資中國深圳市南海中心的商場	US\$85,500,000 85,500,000美元	US\$85,500,000 85,500,000美元	100%	100%
Karboony Real Estate Development (Shenzhen) Company Limited ⁺⁺ 祈福房地產開發(深圳)有限公司 ⁺⁺	PRC Wholly foreign-owned enterprise 中國外商獨資企業	Investment in offices, and shopping mall of Shun Hing Square, Shenzhen, the PRC 投資中國深圳市信興廣場的 商場及辦公室	US\$155,000,000 155,000,000美元	US\$155,000,000 155,000,000美元	100%	100%
Shenzhen Jing-Guang Development Company Limited ⁺⁺ 深圳京廣發展有限公司 ⁺⁺	PRC Wholly foreign-owned enterprise 中國外商獨資企業	Investment in offices, apartments and shopping mall of Jing Guang Centre, Shenzhen, the PRC 投資中國深圳市京廣中心的 辦公室、住宅單位及商場	HK\$230,000,000 230,000,000港元	HK\$230,000,000 230,000,000港元	80%	80%

Principal Subsidiaries, Associated Companies and Jointly Controlled Entities (Continued)
 主要附屬公司、聯營公司及合營公司(續)

1 Principal subsidiaries (Continued)

1 主要附屬公司(續)

Name 名稱	Place of incorporation/operation and kind of legal entity 註冊成立/經營地點及法律 實體類型	Principal activities 主要業務	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本		Group's effective equity interest 本集團之 實際股本權益	
			2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
(b) Property investment (Continued) 物業投資(續)						
Sky Universe Limited*	British Virgin Islands/PRC 英屬處女群島/中國	Property holding of 9/F., Tower 1 South Seas Centre, Tsimshatsui, Kowloon, Hong Kong 持有位於香港九龍尖沙咀 南洋中心1期9樓之物業	US\$1 1美元	US\$1 1美元	100%	100%
東江米巷花園(北京)餐飲有限公司*	PRC Wholly foreign-owned enterprise 中國外商獨資企業	Investment in property for restaurants and retails in Beijing, the PRC 投資中國北京市物業作餐廳 及零售	US\$10,660,000 10,660,000美元	US\$10,660,000 10,660,000美元	70.9%	70.9%
(c) Property development 物業發展						
Huzhou Nanxun International Building Market Center Company Limited* 湖州南潯國際建材城有限公司*	PRC Wholly foreign-owned enterprise 中國外商獨資企業	Development and operation of a building materials centre in Huzhou, the PRC 於中國湖州發展及 營運建築材料中心	US\$48,000,000 48,000,000美元	US\$48,000,000 48,000,000美元	100%	100%
Shanghai Guangtian Real Estate Development Company Limited* 上海廣田房地產開發有限公司*	PRC Limited liability company 中國有限責任公司	Real estate development in Hongkou District in Shanghai, the PRC 於中國上海市虹口區開發房地產	RMB900,000,000 900,000,000元	RMB900,000,000 900,000,000元	60%	60%

Principal Subsidiaries, Associated Companies and Jointly Controlled Entities (Continued)

主要附屬公司、聯營公司及合營公司(續)

1 Principal subsidiaries (Continued)

1 主要附屬公司(續)

Name 名稱	Place of incorporation/operation and kind of legal entity 註冊成立/經營地點及法律 實體類型	Principal activities 主要業務	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本		Group's effective equity interest 本集團之 實際股本權益	
			2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
(c) Property development (Continued) 物業發展(續)						
Tianjin Jingang Real Estate Investment Company Limited* 天津市金港置業投資有限公司*	PRC Limited liability company 中國有限責任公司	Real estate development in Nankai District in Tianjin, the PRC 於中國天津市南開區 開發房地產	RMB500,000,000 人民幣 500,000,000元	RMB500,000,000 人民幣500,000,000元	75%**	75%**
Tianjin Renai Properties Development Company Limited* 天津市仁愛置業發展有限公司*	PRC Wholly foreign-owned enterprise 中國外商獨資企業	Real estate development in Tuanbo Lake of Jinhai County in Tianjin, the PRC 於中國天津市靜海縣 團泊湖開發房地產	HK\$304,200,000 304,200,000港元	HK\$304,200,000 304,200,000港元	100%	100%
Tianjin Ruigang Enterprise Management Company Limited* 天津市瑞港企業管理有限公司*	PRC Wholly foreign-owned enterprise 中國外商獨資企業	Real estate development in Tianjin, the PRC 於中國天津市開發房地產	HK\$690,000,000 690,000,000港元	HK\$690,000,000 690,000,000港元	100%	100%
香鑫置業(瀋陽)有限公司*	PRC Wholly foreign-owned enterprise 中國外商獨資企業	Real estate development at Nanjing North Road in Heping District in Shenyang, the PRC 於中國瀋陽市和平區南京北路 開發房地產	HK\$500,000,000 500,000,000港元	HK\$500,000,000 500,000,000港元	100%	100%
鑫港置業(瀋陽)有限公司*	PRC Wholly foreign-owned enterprise 中國外商獨資企業	Real estate development at Ningbo Road in Heping District in Shenyang, the PRC 於中國瀋陽市和平區寧波路 開發房地產	HK\$928,000,000 928,000,000港元	HK\$928,000,000 928,000,000港元	100%	100%
香港建設(江門)物業發展有限公司*	PRC Wholly foreign-owned enterprise 中國外商獨資企業	Real estate development in Jiangmen, the PRC 於中國江門市開發房地產	RMB 259,581,206.16 人民幣 259,581,206.16元	RMB1,050,000 人民幣 1,050,000元	100%	100%

Principal Subsidiaries, Associated Companies and Jointly Controlled Entities (Continued)

主要附屬公司、聯營公司及合營公司(續)

1 Principal subsidiaries (Continued)

1 主要附屬公司(續)

Name 名稱	Place of incorporation/operation and kind of legal entity 註冊成立/經營地點及法律 實體類型	Principal activities 主要業務	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本		Group's effective equity interest 本集團之 實際股本權益	
			2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
(d) Infrastructure and alternative energy 基建及替代能源						
Asia Wind Power (Mudanjiang) Company Limited ⁺ 亞洲風力發電(牡丹江)有限公司 ⁺	PRC Sino-foreign equity joint venture 中國中外合資企業	Wind Power project in Heilongjiang, the PRC 於中國黑龍江進行 風力發電項目	HK\$100,000,000 100,000,000港元	HK\$100,000,000 100,000,000港元	50.89%	86%
Chongqing Huanqiu Petrochemical Company Limited ⁺ 重慶環球石化有限公司 ⁺	PRC Limited liability company 中國有限責任公司	Investment in ethanol energy business in Chongqing, the PRC. The business is currently ceased. 於中國重慶市投資乙醇能源 業務。該業務正停止。	RMB180,470,000 人民幣 180,470,000元	RMB180,470,000 人民幣180,470,000元	70.65%	70.65%
HKC (Guilin) Expressway Company Limited ⁺ 桂林港建高速公路有限公司 ⁺	PRC Wholly foreign-owned enterprise 中國外商獨資企業	Construction and operation of a toll road in Guilin, the PRC on a Build-Operate- Transfer contract 根據建造—經營—轉移合同書 建造及營運之中國桂林市 收費公路	RMB543,900,000 人民幣 543,900,000元	RMB543,900,000 人民幣543,900,000元	100%	100%
Hong Kong Wind Power (Muling) Company Limited ⁺ 香港風力發電(穆稜)有限公司 ⁺	PRC Sino-foreign equity joint venture 中國中外合資企業	Wind Power project in Heilongjiang, the PRC 於中國黑龍江進行 風力發電項目	HK\$150,100,000 150,100,000港元	HK\$150,100,000 150,100,000港元	51.30%	86.68%
Yangpu Water Supply Company Limited ⁺ 洋浦供水有限責任公司 ⁺	PRC Sino-foreign equity joint venture 中國中外合資企業	Operation and maintenance of raw water supply facilities and water supply services in Yangpu Economic Development Zone, Hainan, the PRC 於中國海南省洋浦經濟開發區 營運及保養原水供應設施以及 供水服務	RMB181,285,714 人民幣 181,285,714元	RMB181,285,714 人民幣181,285,714元	65%	65%

Principal Subsidiaries, Associated Companies and Jointly Controlled Entities (Continued)

主要附屬公司、聯營公司及合營公司(續)

1 Principal subsidiaries (Continued)

1 主要附屬公司(續)

Name 名稱	Place of incorporation/operation and kind of legal entity 註冊成立/經營地點及法律 實體類型	Principal activities 主要業務	Issued share capital/ Paid up registered capital 已發行股本/ 實付註冊資本		Group's effective equity interest 本集團之 實際股本權益	
			2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
(d) Infrastructure and alternative energy						
<i>(Continued)</i>						
基建及替代能源(續)						
港建新能源四子王旗風能有限公司*#	PRC Sino-foreign equity joint venture 中國中外合資企業	Wind Power project in Siziwang Qi, Inner Mongolia, the PRC 中國內蒙古四子王旗之 風力發電項目	RMB166,480,000 人民幣 166,480,000元	RMB166,480,000 人民幣 166,480,000元	59.18%	100%
港能新能源四子王旗風能有限公司*#	PRC Sino-foreign equity joint venture 中國中外合資企業	Wind Power project in Siziwang Qi, Inner Mongolia, the PRC 中國內蒙古四子王旗之 風力發電項目	RMB8,824,056 人民幣 8,824,056元	RMB8,824,056 人民幣8,824,056元	59.18%	74.11%
(e) Construction/property services						
建設/物業服務						
Hong Kong Construction (Hong Kong) Limited 香港建設(香港)工程有限公司	Hong Kong 香港	Provision of construction service 提供建設服務	HK\$150,000,000 150,000,000港元	HK\$150,000,000 150,000,000港元	100%	100%
Hong Kong Construction (China) Engineering Company Limited*# 香港建設(中國)工程有限公司*#	PRC Wholly foreign-owned enterprise 中國外商獨資企業	Provision of construction service 提供建設服務	US\$85,500,000 85,500,000美元	US\$85,500,000 85,500,000美元	100%	100%
Shenzhen Kumagai Property Management Company Limited*# 深圳熊谷物業管理有限公司*#	PRC Sino-foreign equity joint venture 中國中外合資企業	Provision of property management service 提供物業管理服務	HK\$60,000,000 60,000,000港元	HK\$60,000,000 60,000,000港元	100%	100%

Principal Subsidiaries, Associated Companies and Jointly Controlled Entities (Continued)
 主要附屬公司、聯營公司及合營公司(續)

2 Principal associated companies

2 主要聯營公司

Name 名稱	Issued share capital/ registered capital 已發行股本/ 註冊資本		Place of incorporation/ operation 註冊成立/ 經營地點	Group's effective equity interest 本集團之 實際股本權益	
	2010 二零一零年	2009 二零零九年		2010 二零一零年	2009 二零零九年
(a) Property 物業					
Hong Kong Construction SMC Development Limited ^{##} 香港建設規殼發展有限公司 ^{##}	HK\$10,000,000 10,000,000港元	HK\$10,000,000 10,000,000港元	Hong Kong/PRC 香港/中國	40%	40%
(b) Hotel management and operation 酒店管理及運作					
Hong Kong Construction Kam Lung Limited ^{##}	HK\$100,000 100,000港元	HK\$100,000 100,000港元	Hong Kong/PRC 香港/中國	45%	45%
(c) Alternative energy 替代能源					
CECIC HKC (Gansu) Wind Power Company Limited ^{##} 中節能港建(甘肅)風力發電有限公司 ^{##}	RMB589,620,000 人民幣 589,620,000元	RMB589,620,000 人民幣589,620,000元	PRC 中國	23.67%	40%
CECIC HKC Wind Power Company Limited ^{##} 中節能港建風力發電(張北)有限公司 ^{##}	RMB545,640,000 人民幣 545,640,000元	RMB545,640,000 人民幣545,640,000元	PRC 中國	23.67%	37.41%
Linyi National Environmental New Energy Company Limited ^{##} 臨沂中環新能源有限公司 ^{##}	RMB100,000,000 人民幣 100,000,000元	RMB100,000,000 人民幣100,000,000元	PRC 中國	23.67%	40%
CECIC HKE Wind Power Company Limited ^{##} 中節能港能風力發電(張北)有限公司 ^{##}	RMB323,260,000 人民幣 323,260,000元	RMB323,260,000 人民幣323,260,000元	PRC 中國	17.75%	22.23%

Principal Subsidiaries, Associated Companies and Jointly Controlled Entities (Continued)
 主要附屬公司、聯營公司及合營公司(續)

3 Principal jointly controlled entities

3 主要合營公司

Name 名稱	Form of business structure/kind of legal entity 業務架構形式／法律實體類型	Place of establishment/ operation 成立／經營地點	Group's effective equity interest 本集團之實際股本權益	
			2010 二零一零年	2009 二零零九年
Property development 物業發展				
Shanghai Jingang North Bund Real Estate Company Limited ^{+#} 上海金港北外灘置業有限公司 ^{+#}	Sino-foreign equity joint venture 中外合資企業	PRC 中國	25%	25%

Notes:

Unofficial English transliterations or translation for identification purposes only

+ Interest held by subsidiaries

Not audited by PricewaterhouseCoopers

⊖ Hong Kong Energy (Holdings) Limited is listed on the Stock Exchange of which the stock code is 987.

** The companies are considered as wholly-owned subsidiaries of the Group from the accounting perspective, as the 25% shareholders of such companies are not entitled to receive any future dividends and sharing of residual interest.

* On 2 March 2011, the Group entered into a Disposal Framework Agreement for disposal of Shenzhen Jing-Guang Development Company Limited as stated in Note 45 to the consolidated financial statements.

附註：

附非正式英文字譯或翻譯僅供識別

+ 權益由附屬公司持有

並非由羅兵咸永道會計師事務所審核

⊖ 香港新能源(控股)有限公司於聯交所上市，股份代號為987。

** 由於該等公司之25%股東無權收取任何未來股息及應佔剩餘價值，故就會計角度而言，該等公司被視為本集團之全資附屬公司。

* 於二零一一年三月二日，本集團訂立出售框架協議，出售綜合財務報表附註45所載之深圳京廣發展有限公司。

Five-Year Financial Summary

五年財務資料概要

		2010 二零一零年 HK\$ Million 百萬港元	2009 二零零九年 HK\$ Million 百萬港元	2008 二零零八年 HK\$ Million 百萬港元	2007 二零零七年 HK\$ Million 百萬港元	2006 二零零六年 HK\$ Million 百萬港元
Consolidated income statement		綜合損益表				
Revenue	收益	499	378	295	706	396
(Loss)/profit before income tax	所得稅前(虧損)/溢利	(414)	2,036	(2,921)	945	574
Income tax credit/(expense)	所得稅抵免/(支出)	18	(334)	111	(95)	4
(Loss)/profit for the year	本年度(虧損)/溢利	(396)	1,702	(2,810)	850	578
Non-controlling interests	非控股權益	102	(246)	164	(15)	1
(Loss)/profit attributable to equity holders of the Company	本公司股東權益持有人應佔(虧損)/溢利	(294)	1,456	(2,646)	835	579
Dividends	股息	–	–	122	827	419
Consolidated balance sheet		綜合資產負債表				
Net current assets	流動資產淨值	1,993	1,608	1,833	5,938	787
Non-current assets	非流動資產	16,036	16,562	14,022	10,450	5,177
Non-current liabilities	非流動負債	(4,384)	(4,766)	(4,273)	(3,003)	(2,124)
Net assets including non-controlling interests	資產淨值 (包括非控股權益)	13,645	13,404	11,582	13,385	3,840
Share capital	股本	104	94	83	82	37
Reserves	儲備	12,398	12,336	10,756	13,313	3,867
Non-controlling interests	非控股權益	1,143	974	743	(10)	(64)
Total equity	權益總額	13,645	13,404	11,582	13,385	3,840
		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元	2007 二零零七年 HK\$ 港元	2006 二零零六年 HK\$ 港元
Earnings/(loss) per share*	每股盈利/(虧損)*					
– basic	– 基本	(0.028)	0.15	(0.27)	0.13	0.18
– diluted	– 攤薄	(0.029)	0.14	(0.27)	0.13	0.18
Dividend per share	每股股息					
– attributable to the year	– 年度應佔	–	–	–	0.135	0.11
Return on total equity	權益總額回報率	(2.9%)	12.7%	(24.3%)	6.4%	15.1%

Note:

Return on total equity represents profit/loss for the year expressed as a percentage of the closing total equity for the year concerned.

* Adjusted for the bonus issue approved in 2009 and 2010

附註：

股東權益總額回報率為本年度溢利/虧損於有關年度年終股東權益總額之百分比。

已就二零零九年及二零一零年經批准發行紅股作出調整。

Schedule of Principal Properties

主要物業一覽表

(as at the date of the annual report)
(於本年報日期)

Investment properties – Completed

投資物業 – 已完成

Location 地點	Existing use 目前用途	Term of lease 租賃期
The shopping mall and all car parking spaces South Ocean Centre Dongmen Road Central, Shenzhen, the PRC 位於中國深圳市 東門中路 南海中心的 購物商場及所有停車場	Commercial 商業	Medium 中期
The shopping mall, all car parking spaces and 1/F, 2/F and 58/F offices Shun Hing Square, Di Wang Commercial Centre No. 5002 Shennan Road East, Luohu, Shenzhen, the PRC 位於中國深圳市羅湖區 深南東路5002號 信興廣場地王商業中心的 購物商場、所有停車場及 1樓、2樓及58樓辦公室	Commercial 商業	Medium 中期
Various units for restaurants and retails No. 23 Qianmen Dong Dajie Dongcheng Beijing, the PRC 位於中國北京市 東城區前門東大街23號的 多個作為餐飲及零售的單位	Commercial 商業	Medium 中期
Various units for retails in Zone B & C, the construction materials and ornaments mall Nanxun Economic Development District Huzhou City Zhejiang Province, the PRC 位於中國浙江省湖州市 南潯經濟開發區的 建築及裝修材料商城B區及C區的多個作為零售的單位	Commercial 商業	Medium 中期

Schedule of Principal Properties (Continued)

主要物業一覽表(續)

(as at the date of the annual report)

(於本年報日期)

Properties under development

a) For sale purpose

發展中物業

a) 作銷售用途

Location	Intended use	Share-holding	Stage of completion	Expected year of completion	(Approx.) Site area (sq.m.)	(Approx.) GFA (sq.m.)	(Approx.) Attributable GFA (sq.m.)
地點	擬定用途	股權	落成階段	預期落成年份	(大約) 地盤面積 (平方米)	(大約) 樓面總面積 (平方米)	(大約) 應佔樓 面總面積 (平方米)
A parcel of land along the eastern shore of Tuanbo Lake, Jinhai County, Tianjin, the PRC 位於中國天津市靜海縣團泊湖內東部 沿岸一幅土地	Residential 住宅	100%	Planning stage 規劃階段	-	804,000	836,000	836,000
A parcel of land located south of Hongqi South Road, Nankai District, Tianjin, the PRC 位於中國天津市南開區紅旗南路南側之 一幅土地	Residential 住宅	75%	Construction stage 工程階段	Phase 1 in 2011; Phase 2 and 3 in 2013 第一期於二零一一年、 第二及三期 於二零一三年	54,000	150,000	113,000
Three parcels of land located at Ningpo Road, Heping District, Shenyang, the PRC 位於中國瀋陽市和平區寧波路之 三幅土地	Residential and retail 住宅及零售	100%	Planning stage 規劃階段	In 2014 於二零一四年	67,000	274,000	274,000
A parcel of land located at north of Hong Kong-Macau Pier, Jiangmen, Guangdong Province, the PRC 位於中國廣東省江門市港澳碼頭北側之 一幅土地	Residential and commercial 住宅及商業	100%	Construction stage 工程階段	In phases from 2012 onwards 從二零一二年 開始分多期	95,000	189,000	189,000
							1,412,000

Schedule of Principal Properties (Continued)

主要物業一覽表(續)

(as at the date of the annual report)

(於本年報日期)

Properties under development (Continued)

b) For investment purpose

發展中物業(續)

b) 作投資用途

Location	Intended use	Share- holding	Stage of completion	Expected year of completion	(Approx.)	(Approx.)	(Approx.)
					Site area (sq.m.)	GFA (sq.m.)	Attributable GFA (sq.m.)
地點	擬定用途	股權	落成階段	預期落成年份	(大約) 地盤面積 (平方米)	(大約) 樓面總面積 (平方米)	(大約) 應佔樓面 總面積 (平方米)
A parcel of land located in the north side of the International Passenger Transportation Terminal of Hongkou District, Shanghai, the PRC 位於中國上海市虹口區國際客運中心北側之一幅土地	Office, hotel and retail 辦公室、酒店及零售	25%	Construction stage 工程階段	In 2014 於二零一四年	57,000	250,000	63,000
A parcel of land located at No.4 Sichuan North Road, Hongkou District, Shanghai, the PRC 位於中國上海市虹口區四川北路4號之一幅土地	Office and commercial 辦公室及商業	60%	Planning stage 規劃階段	In 2015 於二零一五年	27,000	156,000	93,000
A parcel of land located at Nanjing North Road, Heping District, Shenyang, the PRC 位於中國瀋陽市和平區南京北路之一幅土地	Office and commercial 辦公室及商業	100%	Construction stage 工程階段	In 2014 於二零一四年	7,000	95,000	95,000
							251,000

Schedule of Principal Properties (Continued)

主要物業一覽表(續)

(as at the date of the annual report)

(於本年報日期)

Properties held for sale

持作銷售用途之物業

Location	Intended use	Share- holding	(Approx.)	(Approx.)	(Approx.)
			Site area (sq.m.)	GFA (sq.m.)	Attributable GFA (sq.m.)
			(大約)	(大約)	(大約)
地點	擬定用途	股權	地盤面積 (平方米)	樓面總面積 (平方米)	應佔樓面 總面積 (平方米)
Various units for retails in Zone B & C, the construction materials and ornaments mall, Nanxun Economic Development District, Huzhou City, Zhejiang Province, the PRC 位於中國浙江省湖州市南潯經濟開發區建築及裝修材料商城B區及C區的多個作為零售的單位	Commercial 商業	100%	42,000	84,000	84,000
The shopping mall, all car parking spaces, various apartment units and offices Jingguang Centre Yanhe Road North, Luohu, Shenzhen, the PRC 位於中國深圳市羅湖區沿河北路深圳京廣中心購物商場、所有停車場、多個住宅單位及辦公室	Commercial/ Residential 商業/住宅	80%	6,000	79,000	63,000
Nos. 134, 142 and 150 Yanan Road East, Shanghai, the PRC 中國上海市延安東路134, 142, 150號	Commercial 商業	100%	600	2,500	2,500
					149,500



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