

NH 新澤控股有限公司 New Heritage Holdings Ltd.

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

香港聯交所股份代號: 95 HKSE Stock Code: 95



2013
Annual Report 年報

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Corporate Information

公司資料

Directors

Executive Directors

Mr. TAOCHAIFU Choofuang (*Chairman*)
Mr. TAO Richard (*Vice Chairman*)
Mr. TAO Paul (*Managing Director*)
Mr. KONG Mui Sum Lawrence
Mr. YIM Chun Leung

Non-Executive Director

Mr. CHAN Bernard Charnwut

Independent Non-Executive Directors

Mr. WONG Gary Ka Wai
Mr. SUN Leland Li Hsun
Mr. CHAN Norman Enrique

Executive Committee

Mr. TAOCHAIFU Choofuang (*Chairman*)
Mr. TAO Richard
Mr. TAO Paul
Mr. KONG Mui Sum Lawrence
Mr. YIM Chun Leung

Audit Committee

Mr. WONG Gary Ka Wai (*Chairman*)
Mr. SUN Leland Li Hsun
Mr. CHAN Norman Enrique

Nomination Committee

Mr. CHAN Norman Enrique (*Chairman*)
Mr. SUN Leland Li Hsun
Mr. TAO Paul

Remuneration Committee

Mr. SUN Leland Li Hsun (*Chairman*)
Mr. CHAN Norman Enrique
Mr. TAO Richard

Authorised Representatives

Mr. YIM Chun Leung
Mr. LAI Siu Hung

Company Secretary

Mr. LAI Siu Hung

Auditor

BDO Limited

董事

執行董事

陶哲甫先生(*主席*)
陶家祈先生(*副主席*)
陶錫祺先生(*董事總經理*)
江淼森先生
嚴振亮先生

非執行董事

陳智思先生

獨立非執行董事

王家偉先生
孫立勳先生
陳樂文先生

執行委員會

陶哲甫先生(*主席*)
陶家祈先生
陶錫祺先生
江淼森先生
嚴振亮先生

審核委員會

王家偉先生(*主席*)
孫立勳先生
陳樂文先生

提名委員會

陳樂文先生(*主席*)
孫立勳先生
陶錫祺先生

薪酬委員會

孫立勳先生(*主席*)
陳樂文先生
陶家祈先生

授權代表

嚴振亮先生
賴兆鴻先生

公司秘書

賴兆鴻先生

核數師

香港立信德豪會計師事務所有限公司

Registered Office

Clifton House, 75 Fort Street
P.O. Box 1350 GT, George Town
Grand Cayman
Cayman Islands

Head Office and Principal Place of Business in Hong Kong

Room 2301, 23/F Fortis Tower
77-79 Gloucester Road
Wanchai, Hong Kong

PRC Office

26/F Gold River Center
88 Shi Shan Road, New District
Suzhou
P.R. China 215011

Legal Advisers (in alphabetical order)

Appleby Hunter Bailhache
Grandall Legal Group (Shanghai)
Sidley Austin

Principal Bankers (in alphabetical order)

Bank of China Limited (Suzhou Branch)
China Construction Bank Corporation (Suzhou Branch)
Chong Hing Bank Limited
Public Bank (Hong Kong) Limited

Principal Share Registrar and Transfer Office

Appleby Corporate Services (Cayman) Limited
Clifton House, 75 Fort Street
P.O. Box 1350 GT, George Town
Grand Cayman
Cayman Islands

Branch Share Registrar and Transfer Office in Hong Kong

Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

HKSE Stock Code

95

Website

www.nh-holdings.com

註冊辦事處

Clifton House, 75 Fort Street
P.O. Box 1350 GT, George Town
Grand Cayman
Cayman Islands

總辦事處及香港主要營業地點

香港灣仔
告士打道77-79號
富通大廈23樓2301室

國內辦事處

中國蘇州市
新區獅山路88號
金河國際中心26層
郵編：215011

法律顧問(按英文字母排列次序)

Appleby Hunter Bailhache
國浩律師集團(上海)事務所
盛德律師事務所

主要往來銀行(按英文字母排列次序)

中國銀行股份有限公司(蘇州分行)
中國建設銀行股份有限公司(蘇州分行)
創興銀行有限公司
大眾銀行(香港)有限公司

主要股份過戶登記處

Appleby Corporate Services (Cayman) Limited
Clifton House, 75 Fort Street
P.O. Box 1350 GT, George Town
Grand Cayman
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

香港聯交所股份代號

95

公司網址

www.nh-holdings.com

Chairman's Statement

主席報告

Results and Dividends

For the year ended 31 December 2013, New Heritage's revenue fell about 22% from the previous year to approximately HK\$212.4 million (2012: HK\$272.1 million). Its loss attributable to the owners of the Company was approximately HK\$14.7 million (2012: profit of HK\$8.2 million) which represents a basic loss per share of 1.14 HK cents (2012: basic earnings per share of 0.64 HK cents).

The Board does not recommend a dividend at this time. Consequently, no dividends are proposed for the year ended 31 December 2013.

Business Review and Outlook

2013 was a mixed year for the real estate sector in the PRC with land prices continuing to rise and lending to property developers as well as end users tightening towards the end of the year. However, balanced against that, the Central Government has generally refrained from enacting further legislation during the year to curb housing sales or prices. The ongoing pent-up demand and lack of alternative investment channels have kept housing sales fairly strong and prices have risen in most cities.

Our major sources of revenue during the year have been Phase 2 of our Taihu Garden Court ("TGC") townhouse project in Guangfu Town, Wuzhong, as well as contribution from Phase 3 of our Lakeside Garden Court ("LGC") project in Shengze Town, Wujiang. Rentals in our retail investment properties continued to perform well as reflected in the renewals during the course of the year.

The long term potential in the PRC for property development is promising but cyclical. In the short and medium term however, there are stiff challenges for property developers to maintain their margins, acquire new profitable sites, have balanced growth and attract and retain good talent. The property market sentiment will be greatly affected by any changes in the bank interest rates, alternative investment channels and government policy. Currently it is one of the few bright spots in the country's economy but in terms of sustainability, other growth sectors are badly needed.

I would like to thank our strategic partners who have stood by us through all these years, our shareholders and our lenders for their continued support and attention, our staff for their dedication, loyalty and endurance, and last but not least to my fellow Board members for their responsiveness and guidance of the Company since its listing and IPO in 2005.

TAOCHAIFU Choofuang (C.F. Tao)

Chairman

Hong Kong, 24 March 2014

業績及股息

截至二零一三年十二月三十一日止年度，新澤的收益較去年下降約22%至約212,400,000港元(二零一二年：272,100,000港元)。本公司股東應佔虧損約為14,700,000港元(二零一二年：盈利8,200,000港元)，每股基本虧損1.14港仙(二零一二年：每股基本盈利0.64港仙)。

董事會不建議此時派發股息。因此，截至二零一三年十二月三十一日止年度並無建議派付任何股息。

業務回顧及展望

二零一三年是中國房地產行業喜憂參半的一年，期間土地價格持續上升，另一方面，給予房地產發展商以及最終用戶的銀行貸款卻在年底前一直緊縮。然而，中央政府為平衡此局面，已全面暫緩年內就遏抑房屋銷售或價格進一步立法。持續受壓抑的需求及缺乏其他投資出路令房屋銷售保持強勁，於多個城市的房價亦告上漲。

我們年內收益的主要來源為位於吳中區光福鎮的排屋項目錦澤苑(「錦澤苑」)第二期以及位於吳江區盛澤鎮錦盛苑(「錦盛苑」)第三期的收入。我們的零售投資物業租金持續表現良好，並在年內的租務續約情況中可見一斑。

中國物業發展具有長遠潛力，但這潛力屬週期性。然而，以短、中期而言，房地產發展商在維持利潤、收購有利可圖的新地盤、取得平衡增長，以及吸引及挽留優秀人才方面，亦需面對嚴峻挑戰。房地產市場情緒將顯著受到銀行利率的任何變化、其他投資出路以及政府政策的影響。目前，縱觀中國經濟，房地產市場是其中為數不多的市場亮點之一，但此僅指其可持續性方面，而國內仍十分需要其他市場的增長。

本人藉此機會感謝我們的策略夥伴多年來的支持、股東及貸款銀行一直給予的支持及關注、員工盡心的貢獻、忠誠及忍耐，最後亦感謝全體董事同寅盡忠職守及自二零零五年本公司上市及首次公開招股以來一直悉心領導本公司。

主席

陶哲甫

香港，二零一四年三月二十四日

Management Discussion and Analysis

管理層討論與分析

REVIEW OF OPERATIONS

During the year under review, the Group continued its focus on property development and investment businesses in Suzhou and Beijing.

PROPERTY DEVELOPMENT

In 2013, our TGC townhouse project in the Wuzhong district of Suzhou was still affected by the continuing Home Purchase Restriction (“HPR”) measures which were absent in Wujiang district where our LGC project is situated. During the year, our Wujiang project enjoyed a less restrictive environment and benefited from the deepening amalgamation with the Suzhou municipality, and these together with the Group’s launch of pre-sales programmes for Phase 4 of LGC, achieved satisfactory results.

The Central Government’s actions for curbing property speculation and investment showed some effectiveness, but property price levels continued to slope upward and the second-hand market was flourishing in the reporting year. Bank credit policies continued to favour first-time home buyers which resulted in strong end-user demand.

The Group’s development projects in Suzhou were processed on schedule in the year under review.

1. Taihu Garden Court, Guangfu Town, Wuzhong, Suzhou (pictured below)



業務回顧

於回顧年度內，本集團繼續專注在蘇州及北京從物業發展及投資業務。

物業發展

於二零一三年，我們位於蘇州吳中區的排屋項目錦澤苑仍受持續限購令（「限購令」）措施影響，而錦盛苑項目所處的吳江區尚未實施限購令。於年內，我們的吳江項目處於較少限制的環境，而且受惠於與蘇州市的深化合併，連同本集團錦盛苑第四期預售計劃的推出，整體銷情不俗。

中央政府遏止物業炒賣及投資的行動有所成效，但物業價格水平持續上升，二手市場亦於報告年內保持興旺。銀行信貸政策仍能迎合大部分首次置業買家，並帶來龐大的最終用戶需求。

於回顧年度內，本集團於蘇州的發展項目按計劃進行。

1. 錦澤苑，蘇州吳中光福鎮（如照片所示）

Management Discussion and Analysis

管理層討論與分析

During the year under review, sales results of TGC continuously outperformed other townhouse projects nearby. Its outstanding architectural design, beautiful classical landscaping and appropriate sales programmes are the key factors for its competitive advantage.

During the year, 3 low-density townhouses from Phase 1 with gross floor area about 900 sq.m. in total were sold, with turnover of about HK\$11.0 million. Only an inventory of 5 townhouses remains for sale in that phase. In Phase 2, there are 110 low-density townhouses with total gross floor area of about 24,700 sq.m. of which 42 townhouses with gross turnover area of about 9,400 sq.m. were sold and contributed around HK\$118.8 million of revenue during the year under review.

Phase 3, which consists of 84 low-density townhouses with a total gross floor area of around 20,000 sq.m., was completed in September 2013 as scheduled and all remains unsold as at 31 December 2013.

2. Lakeside Garden Court, Shengze Town, Wujiang, Suzhou (pictured below)



This project is targeted at end-users who are first-time home buyers. It enjoys a sound reputation among local buyers due to its appealing architectural design, modernity and practicability of living features as well as a customer-oriented philosophy in function, while respecting the local culture and characteristics. Such success is further reflected in the successful pre-sales result of the final phase (Phase 4) and the remarkably high occupancy rate of the first three delivered phases.

於回顧年度內，錦澤苑銷情持續超越附近其他排屋項目。卓越的建築設計、優美典雅的景觀及合適的銷售計劃俱為其帶來競爭優勢的主要因素。

第一期3間總樓面面積約為900平方米的低密度排屋於年內售出，營業額約11,000,000港元。該期僅餘5間排屋的存貨待售。第二期包括總樓面面積約為24,700平方米的110間低密度排屋，其中已售出總成交面積約為9,400平方米的42間排屋，於回顧年度內帶來約118,800,000港元的收益。

第三期包括總樓面面積約20,000平方米的84間低密度排屋，已按原定計劃於二零一三年九月落成。所有排屋於二零一三年十二月三十一日尚未出售。

2. 錦盛苑，蘇州吳江盛澤鎮(如照片所示)

該項目針對首次置業買家的最終用戶。它憑著其美觀的建築設計、時尚與實用的生活特色以及以客為尊的理念，並同時融入當地文化和特色而深受當地買家青睞。最後一期(第四期)的預售銷情理想及首三期已交樓的單位的入住率高企，進一步證明該項目深受歡迎。

Management Discussion and Analysis

管理層討論與分析

The total site area of this project, which is being developed in four phases, is about 86,200 sq.m. with a total gross floor area of 154,700 sq.m. approximately.

At 2013 year end, there were only 4 units in Phase 1 remaining for sale, with a total gross floor area of about 400 sq.m..

During the year under review, 2 units of Phase 2 with total gross floor area of about 200 sq.m. were delivered to the purchasers, generating revenue of approximately HK\$1.6 million. Subsequently all units of Phase 2 have been sold.

Phase 3 comprises 86 low-density townhouses, with a gross floor area of around 19,600 sq.m.. In the reporting year, gross floor area about 5,600 sq.m. was sold, generating revenue of around HK\$68.1 million. The Group plans to sell the 19 remaining townhouses with gross floor area of about 4,200 sq.m. at an appropriate premium price in 2014.

Phase 4 consists of 6 blocks of high-rise residential buildings of mainly small apartment units (under 90 sq.m.) with a total gross floor area of about 58,200 sq.m.. Construction commenced as scheduled and we plan to deliver in late 2014. As of 31 December 2013, the Group pre-sold a gross floor area of about 42,200 sq.m. with a contracted sales revenue of about HK\$380.4 million.

3. Wuzhong Office Building, Wuzhong, Suzhou

This project is centrally located in the up and coming Yuexi subdistrict of Wuzhong and is surrounded by various government office buildings. The site area of this project is approximately 14,600 sq.m. and is designated for commercial use. The design of this building consists of office, Small Office/Home Office units and retail space, with a saleable gross floor area of around 58,400 sq.m.. Construction of a metro subway station adjacent to the project is in progress. The piling phase of this project was completed as scheduled.

PROPERTY INVESTMENT

During the year under review, the Group's investment properties, situated in the prime central business district of Suzhou New District ("SND"), reflected the benefits gained from the development planning strategy set by the SND government.

1. SGV Plaza, Suzhou New District

During the year under review, rental income generated from SGV Plaza with retail gross floor area of around 11,000 sq.m. was about HK\$7.0 million with around 92% occupancy rate as of 31 December 2013. Due to the effects of governmental administrative measures and macro-economic factors, our tenant replacement period lengthened a little and the rental increments were not as high as previously seen. A trade mix enhancement process keeps carrying on to cater for customer preferences and to tackle keener competition in the retail neighbourhood. A Taiwanese hot-pot restaurant and an Indian restaurant with well-known local brand names, opened for business as replacements for a large underperforming former tenant.

該項目的總地盤面積約為86,200平方米，總樓面面積約為154,700平方米，分為四期發展。

於二零一三年年底，第一期尚餘4間合共總樓面面積約為400平方米的單位尚未出售。

於回顧年度內，第二期總樓面面積約200平方米的2個單位已交付買方，產生收益約1,600,000港元。其後，第二期所有單位均獲售出。

第三期包括86間低密度排屋，總樓面面積約為19,600平方米。於報告年內，已售出總樓面面積約為5,600平方米，帶來約68,100,000港元的收益。本集團計劃於二零一四年按適當溢價出售總樓面面積約為4,200平方米的餘下19間排屋。

第四期包括總樓面面積約58,200平方米的6座高層住宅大樓，主要為90平方米以下的小型公寓單位。建築工程如期動工，並計劃於二零一四年年底交付。於二零一三年十二月三十一日，本集團已預售總樓面面積約為42,200平方米，合約銷售收益約為380,400,000港元。

3. 吳中辦公室大樓，蘇州吳中

該項目位於吳中持續發展的越溪分區中央，周邊是數座政府辦公大樓。該項目的地盤面積約為14,600平方米，計劃作商業用途。大樓設計包括辦公室、小型辦公室/家居辦公室單位及零售空間，可出售總樓面面積約為58,400平方米。項目鄰近的地鐵站建築工程正在進行中。該項目的打樁工程階段已按原定計劃完成。

物業投資

於回顧年度內，本集團位於蘇州市新區（「蘇州新區」）的主要商業中心區的投資物業繼續受惠於蘇州新區政府所制定的發展策略。

1. 錦華商業中心，蘇州市新區

於回顧年度內，可出租總樓面面積約為11,000平方米的錦華商業中心，產生約7,000,000港元的租金收入。於二零一三年十二月三十一日，出租率約為92%。受政府行政措施及宏觀經濟因素影響，我們的租戶置換期稍為延長，租金升幅亦較先前為低。租戶組合正進行提升，以迎合客戶要求及應付零售業日趨激烈的競爭情況。一間台式火鍋店及一間印度餐廳（均為知名的本地品牌）已告開業，並取代了過往大部分表現欠佳的租戶。

Management Discussion and Analysis

管理層討論與分析

2. Garden Court Plaza, Suzhou New District

Garden Court Plaza, a 3-storey retail centre with gross floor area of around 4,500 sq.m., was 100% let and generated rental income of approximately HK\$3.3 million in the reporting year.

3. SGV Apartments, Suzhou New District

In the reporting year, about 500 sq.m. of investment apartments were sold generating proceeds of around HK\$7.3 million. As of 31 December 2013, the Group held approximately 5,500 sq.m. (34 units) of residential investment property. Rental revenue in 2013 was approximately HK\$2.6 million.

4. Investment in Beijing Landmark Towers Co., Ltd. ("Beijing Landmark")

During the year under review, the operational results of Beijing Landmark dropped a little bit when compared with that of 2012. Apart from the occupancy of offices which still remained at almost 100%, there is increasing competition from nearby hotels and service apartments which affected Beijing Landmark's occupancy in those sectors. With regard to food and beverage business, the policy of curbing "public spending" on entertainment has also been a likely cause of reduced revenue.

PROPERTY MANAGEMENT

The Group continued its outsourcing policy and exercised careful due diligence in the process of identifying and shortlisting fully licensed and qualified local property management companies in Suzhou. Owners' associations for completed projects were established in accordance with local rules and regulations and thus, the selection of the property management company has become the associations' collective responsibility.

STRATEGIC PARTNERSHIPS

Spinnaker Capital Group

Spinnaker Capital Group remains a strategic non-controlling shareholder in one of the Group's subsidiaries – Suzhou New Heritage GF Limited which is the development entity of Taihu Garden Court. With regard to Suzhou New Heritage Wuzhong Limited, the Group's development subsidiary of Wuzhong Garden Court, in which Spinnaker Capital Group beneficially owned a 40% equity interest, its voluntary liquidation was completed in the first quarter of 2013.

Asia Financial Group

Since 2007, Asia Financial Group ("AFG") has been a 9.615% shareholder of New Heritage Development Limited ("NH Development"), a subsidiary of the Company. NH Development is the holding company of most of the Group's property project companies in Suzhou. AFG is also a shareholder of the Company and the holder of the Company's convertible notes.

MAJOR CORPORATE EVENT

On 5 July 2011, the Company entered into a subscription agreement with Asia Financial Holdings Limited and Asia Insurance Company, Limited (collectively the "CN Subscribers") in relation to the issue of the 6% convertible notes in an aggregate principal amount of HK\$75 million (the "2011 Convertible Notes").

2. 錦麗商業中心，蘇州市新區

錦麗商業中心為3層高總樓面面積約4,500平方米的零售中心，於報告年內已100%租出及帶來約3,300,000港元的租金收入。

3. 蘇州錦華苑公寓，蘇州市新區

本集團於報告年內出售約500平方米投資公寓單位，產生所得款項約7,300,000港元。截至二零一三年十二月三十一日，本集團仍持有約5,500平方米(34個單位)的住宅投資物業。於二零一三年的租金收入約為2,600,000港元。

4. 於北京亮馬河大廈有限公司(「北京亮馬河」)的投資

相對二零一二年，北京亮馬河的營運業績於回顧年度內輕微下降。除了辦公大樓的出租率仍維持接近100%外，鄰近酒店及服務式公寓的競爭加劇亦影響了北京亮馬河在同類業務方面的入住率。餐飲業務方面，抑制「公款宴請」的政策亦相信是收益減少的原因。

物業管理

本集團繼續其外判政策，並在蘇州甄選及委任執照齊備的當地合資格物業管理公司時進行審慎的盡職審查。已落成項目的業主立案組織均按照當地法規成立，因此選擇物業管理公司成為彼等的共同責任。

策略夥伴

Spinnaker Capital Group

Spinnaker Capital Group一直為本集團屬下一家附屬公司的策略性非控股股東，即蘇州新綉地產有限公司，該公司為錦澤苑的項目發展公司。Spinnaker Capital Group亦曾實益擁有本集團發展錦悅苑的附屬公司—蘇州新澤地產有限公司40%股本權益，其自動清盤已於二零一三年第一季度完成。

亞洲金融集團

亞洲金融集團(「亞洲金融集團」)自二零零七年開始持有本公司附屬公司新繼發展有限公司(「新繼發展」)的9.615%權益。新繼發展為本集團蘇州大部分物業項目公司的控股公司。亞洲金融集團亦為本公司的股東及本公司可換股票據的持有人。

重要企業事項

二零一一年七月五日，本公司與亞洲金融集團(控股)有限公司及亞洲保險有限公司(統稱「可換股票據認購者」)就發行本金總額為75,000,000港元的6%可換股票據(「二零一一年可換股票據」)訂立認購協議。

Management Discussion and Analysis

管理層討論與分析

Pursuant to the terms and conditions of the 2011 Convertible Notes, there is a compulsory conversion clause (“Compulsory Conversion Clause”) whereby if the closing price per share is HK\$1.10 or higher for ten consecutive trading days during the period from the issue date of the 2011 Convertible Notes up to the five business days prior to the maturity date, the whole (but not part) of the principal amount of HK\$35,000,000 of the 2011 Convertible Notes shall be compulsorily converted at the Conversion Price of HK\$1.10 within seven business days, provided always that the shares in issue shall be not more than 1,705,000,000 shares. The Compulsory Conversion Clause was triggered on 18 December 2013 and the Company duly allotted and issued an aggregate of 31,818,181 Conversion Shares to the CN Subscribers on 20 December 2013.

On 21 January 2014, China LVGEM Property Holdings Limited, an independent third party (the “Purchaser”) and Belbroughton Limited, Mr. TAOCHAIFU Choofuang, Mr. TAO Richard, Mr. TAO Paul and Tian Xiang Business Limited (together, the “Vendors”) had entered into a conditional sale and purchase agreement for the disposal of an aggregate of 858,800,792 shares of HK\$0.01 each (the “Disposal Shares”) in the share capital of the Company by the Vendors to the Purchaser (the “Share Disposal”). The Disposal Shares represent approximately 64.83% of the issued share capital of the Company as at the date of this report. The Share Disposal, if all the conditions precedent being fulfilled and completed, would trigger an obligation on the part of the Purchaser to make mandatory unconditional general offers for all the issued Shares and other outstanding securities of the Company under Rule 26 of The Hong Kong Code on Takeovers and Mergers (other than those already owned by or agreed to be acquired by the Purchaser and parties acting in concert with it). Further details of the Share Disposal and the possible offers are disclosed in the announcements dated 13 February 2014 and 25 March 2014 jointly issued by the Company and the Purchaser.

On 28 February 2014, the Group had entered into the following conditional sale and purchase agreements:

1. The Group as purchaser entered into a conditional sale and purchase agreement (the “NHDL Acquisition Agreement”) with Onsite Investment Limited as vendor in respect of the sale and purchase of 15 shares in the capital of NH Development and the shareholder’s loan due and owing by NH Development to Onsite Investment Limited as at the date of the NHDL Acquisition Agreement at a consideration of HK\$72,919,000 in aggregate (apportioned as to HK\$46,459,000 for the sale shares and as to HK\$26,460,000 for the shareholder’s loan).
2. The Group as vendor entered into a conditional sale and purchase agreement (the “Accordcity Disposal Agreement”) with Highmind Limited as purchaser in respect of the sale and purchase of the entire issued share capital of Accordcity Limited and the shareholder’s loan due and owing by Accordcity Limited to the Group at completion of the Accordcity Disposal Agreement, which was estimated to be HK\$76,100,000, at a consideration of HK\$170,252,000 in aggregate (apportioned as to HK\$94,152,000 for the sale shares and as to HK\$76,100,000 for the shareholder’s loan), subject to a dollar-to-dollar adjustment to the consideration for the shareholder’s loan such that the consideration for the shareholder’s loan shall be equal to the face value of the actual shareholder’s loan at the completion date.

根據二零一一年可換股票據之條款及條件內的強制兌換條款(「強制兌換條款」)，如自二零一一年可換股票據發行當日至到期日前五個營業日期間連續十個交易日的每股收市價為1.10港元或以上，且已發行股份從不超過1,705,000,000股，則二零一一年可換股票據的本金額35,000,000港元全部(而非部份)須於七個營業日內強制按兌換價1.10港元兌換。強制兌換條款已於二零一三年十二月十八日觸發，而本公司已正式於二零一三年十二月二十日配發及發行合共31,818,181股兌換股份予可換股票據認購者。

於二零一四年一月二十一日，作為獨立第三方之中國綠景地產控股有限公司(「買方」)與Belbroughton Limited、陶哲甫先生、陶家祈先生、陶錫祺先生及天祥事務有限公司(統稱「賣方」)就賣方向買方出售(「股份出售」)本公司股本中合共858,800,792股每股面值0.01港元之股份(「出售股份」)訂立有條件買賣協議。出售股份相當於本公司於本年報日期已發行股本約64.83%。倘所有先決條件已獲達成及完成，則股份出售將觸發買方根據香港公司收購及合併守則規則26就所有已發行股份及本公司其他未行使證券(買方及與其一致行動之人士已擁有或同意收購者除外)提出強制性無條件全面收購要約之責任。股份出售及可能收購要約之進一步詳情已在本公司及買方共同於日期為二零一四年二月十三日及二零一四年三月二十五日的公告中披露。

於二零一四年二月二十八日，本集團已訂立下列有條件買賣協議：

1. 本集團(作為買方)與Onsite Investment Limited(作為賣方)就買賣新繼發展股本中15股股份及於新繼發展收購協議日期新繼發展結欠Onsite Investment Limited股東貸款，訂立有條件買賣協議(「新繼發展收購協議」)，代價合共72,919,000港元(攤分銷售股份代價為46,459,000港元及股東貸款代價為26,460,000港元)。
2. 本集團(作為賣方)與Highmind Limited(作為買方)就買賣Accordcity Limited全部已發行股本及於Accordcity出售協議完成後Accordcity Limited結欠本集團股東貸款(估計為76,100,000港元)，訂立有條件買賣協議(「Accordcity出售協議」)，代價合共170,252,000港元(攤分銷售股份代價為94,152,000港元及股東貸款代價為76,100,000港元)，惟股東貸款代價須進行等額調整，股東貸款代價須相等於在完成日期實際股東貸款之賬面值。

Management Discussion and Analysis

管理層討論與分析

3. The Group as vendor entered into a conditional sale and purchase agreement (the "NHML Disposal Agreement") with Gavett Limited as purchaser in respect of the sale and purchase of the entire issued share capital of New Heritage Management Limited and the shareholder's loan due and owing by New Heritage Management Limited to the Group at completion of the NHML Disposal Agreement, which was estimated to be HK\$9,000,000, at a consideration of HK\$23,210,000 in aggregate (apportioned as to HK\$14,210,000 for the sale shares and as to HK\$9,000,000 for the shareholder's loan), subject to a dollar-to-dollar adjustment to the consideration for the shareholder's loan such that the consideration for the shareholder's loan shall be equal to the face value of the actual shareholder's loan at the completion date.

Completion of each of the NHDL Acquisition Agreement, the Accordcity Disposal Agreement and the NHML Disposal Agreement is subject to the satisfaction of all the conditions precedent to the respective agreements. Further details of the NHDL Acquisition Agreement, the Accordcity Disposal Agreement and the NHML Disposal Agreement are disclosed in the announcements of the Company dated 13 March 2014 and 25 March 2014.

FINANCIAL REVIEW

Revenue

The Group's revenue mainly comprised of recognised property development sales and leasing revenue from investment properties. The Group's revenue for the year ended 31 December 2013 was approximately HK\$212.4 million (2012: HK\$272.1 million), representing a decrease of 22% when compared with last year. The decrease in the Group's revenue was mainly due to decrease in revenue from recognised property development sales.

The revenue from recognised property development sales included the disposal of 45 low-density townhouses in TGC Phases 1 and 2, 2 residential apartment units and 25 low-density townhouses in LGC Phases 2 and 3 of approximately HK\$129.8 million, approximately HK\$1.6 million and approximately HK\$68.1 million respectively. The Group's total gross floor area of development properties sold for the year ended 31 December 2013 was approximately 16,100 sq.m. (2012: 22,800 sq.m.).

Leasing revenue from investment properties for the year ended 31 December 2013 was approximately HK\$12.9 million (2012: HK\$13.2 million). The leasing revenue generated from investment properties in Suzhou Garden Villa and two retail centres was approximately HK\$2.6 million (2012: HK\$3.1 million) and approximately HK\$10.3 million (2012: HK\$10.1 million) respectively.

Operating Results

For the year ended 31 December 2013, the Group's gross profit amounted to approximately HK\$31.7 million (2012: HK\$48.9 million). The gross profit margin for the year ended 31 December 2013 was approximately 15% as compared to approximately 18% for last year. The decrease in gross profit margin was caused by the impairment loss on car parks under properties held for sale of HK\$14.8 million (2012: Nil).

The valuation on the Group's investment properties as at 31 December 2013 was conducted by an independent property valuer which resulted in a positive fair value adjustment of approximately HK\$11.1 million for the year ended 31 December 2013 (2012: HK\$22.3 million).

3. 本集團(作為賣方)與Gavett Limited(作為買方)就買賣新澤管理有限公司全部已發行股本及於新澤管理出售協議完成後新澤管理有限公司結欠本集團股東貸款(估計為9,000,000港元),訂立有條件買賣協議(「新澤管理出售協議」),代價合共23,210,000港元(攤分銷售股份代價為14,210,000港元及股東貸款代價為9,000,000港元),惟股東貸款代價須進行等額調整,股東貸款代價須相等於在完成日期實際股東貸款之賬面值。

新繼發展收購協議、Accordcity出售協議及新澤管理出售協議均須待該等協議各自之全部先決條件獲達成後方告完成。新繼發展收購協議、Accordcity出售協議及新澤管理出售協議進一步詳情已於本公司日期為二零一四年三月十三日及二零一四年三月二十五日公告中披露。

財務回顧

收益

本集團的收益主要包括已確認物業發展項目的銷售及投資物業的租賃收益。截至二零一三年十二月三十一日止年度,本集團的收益約212,400,000港元(二零一二年:272,100,000港元),較去年下跌22%。本集團之收益下跌主要是由於物業發展項目的已確認銷售收益下跌。

物業發展項目已確認的銷售收益包括銷售錦澤苑第一及二期45間低密度排屋;錦盛苑第二及三期2個住宅單位及25間低密度排屋,分別錄得約129,800,000港元、約1,600,000港元及約68,100,000港元之收益。截至二零一三年十二月三十一日止年度,本集團的已售發展物業總樓面面積約16,100平方米(二零一二年:22,800平方米)。

截至二零一三年十二月三十一日止年度,投資物業的租賃收益約12,900,000港元(二零一二年:13,200,000港元)。位於錦華苑及2座零售中心的投資物業所產生的租賃收益分別約2,600,000港元(二零一二年:3,100,000港元)及約10,300,000港元(二零一二年:10,100,000港元)。

經營業績

截至二零一三年十二月三十一日止年度,本集團的毛利約31,700,000港元(二零一二年:48,900,000港元)。截至二零一三年十二月三十一日止年度的毛利率約為15%,而去年則約為18%。毛利率下降是由於待售物業中停車位之減值虧損14,800,000港元(二零一二年:無)所致。

於二零一三年十二月三十一日,本集團的投資物業經由獨立物業估值師進行估值,並因此作出截至二零一三年十二月三十一日止年度為數約11,100,000港元(二零一二年:22,300,000港元)的正公允價值調整。

Management Discussion and Analysis

管理層討論與分析

During the year, certain investment properties were sold for a total consideration of approximately HK\$7.3 million (2012: HK\$21.9 million).

Gain on deregistration of a subsidiary of approximately HK\$8.9 million during the year (2012: Nil) resulted from the voluntary liquidation of Suzhou New Heritage Wuzhong Limited.

During the year, impairment loss on goodwill of approximately HK\$7.8 million (2012: Nil) was recognised mainly due to the recoverable amount of certain subsidiaries of the Company, for which the goodwill is attributable to, being lower than its carrying value.

Finance costs for the year amounted to approximately HK\$1.8 million as compared to HK\$1.9 million last year. There was a non-cash item of approximately HK\$0.2 million (2012: HK\$0.2 million) included in the finance costs being the imputed interest expense on loans from non-controlling shareholders.

Share of results of associates mainly represented the profit contributed by Beijing Landmark to the Group for the year of approximately HK\$19.8 million (2012: HK\$20.4 million).

For the year ended 31 December 2013, the loss attributable to the owners of the Company was approximately HK\$14.7 million (2012: profit of HK\$8.2 million) which represents a basic loss per share of 1.14 HK cents (2012: basic earnings per share of 0.64 HK cents).

Liquidity, Financial Resources and Gearing

Cash and bank balances as at 31 December 2013 amounted to approximately HK\$435.8 million (2012: HK\$291.0 million).

The Group had total bank borrowings of approximately HK\$80.5 million as at 31 December 2013 (2012: HK\$122.5 million). Borrowings classified as current liabilities were approximately HK\$85.2 million (2012: HK\$219.5 million) and the Group's gearing ratio as at 31 December 2013 was approximately 8% (2012: 12%), which was based on total bank borrowings to total equity.

Current, Total and Net Assets

As at 31 December 2013, the Group had current assets of approximately HK\$1,343.0 million (2012: HK\$1,088.0 million) and current liabilities of approximately HK\$655.7 million (2012: HK\$447.5 million) which represented an increase in net current assets from approximately HK\$640.5 million as at 31 December 2012 to approximately HK\$687.3 million as at 31 December 2013.

As at 31 December 2013, the Group recorded total assets of approximately HK\$1,876.8 million (2012: HK\$1,616.6 million) and total liabilities of approximately HK\$805.9 million (2012: HK\$589.0 million), representing a debt ratio (total liabilities over total assets) of approximately 43% (2012: 36%). Net assets of the Group were approximately HK\$1,070.9 million as at 31 December 2013 (2012: HK\$1,027.6 million).

All land fees for all the land acquired for development by the Group have been fully paid.

The Group is able to utilise its internal reserves and debt financing to meet the funding requirements when opportunities for land acquisition arise.

年內，若干投資物業經已售出，總代價約7,300,000港元(二零一二年：21,900,000港元)。

年內，註銷一間附屬公司的收益約8,900,000港元(二零一二年：無)，此乃因蘇州新澤地產有限公司的自動清盤所致。

年內，已確認之商譽減值虧損約7,800,000港元(二零一二年：無)，此乃因本公司若干附屬公司之可收回金額(其應佔商譽)低於其賬面值所致。

年內的融資成本約為1,800,000港元，而去年則為1,900,000港元。融資成本包括約200,000港元(二零一二年：200,000港元)的非現金項目，乃屬於非控股股東貸款的應計利息開支。

應佔聯營公司業績主要為北京亮馬河於年內為本集團貢獻盈利約19,800,000港元(二零一二年：20,400,000港元)。

截至二零一三年十二月三十一日止年度，本公司股東應佔虧損約14,700,000港元(二零一二年：盈利8,200,000港元)，每股基本虧損為1.14港仙(二零一二年：每股基本盈利為0.64港仙)。

流動資金、財務資源及資本負債比率

於二零一三年十二月三十一日，現金及銀行結餘約435,800,000港元(二零一二年：291,000,000港元)。

於二零一三年十二月三十一日，本集團的銀行借貸總額約80,500,000港元(二零一二年：122,500,000港元)。分類為流動負債的借貸約85,200,000港元(二零一二年：219,500,000港元)，而本集團於二零一三年十二月三十一日的資本負債比率(按銀行借貸總額除以總權益計算)約為8%(二零一二年：12%)。

流動資產、總資產及資產淨值

於二零一三年十二月三十一日，本集團擁有流動資產約1,343,000,000港元(二零一二年：1,088,000,000港元)及流動負債約655,700,000港元(二零一二年：447,500,000港元)，流動資產淨值由二零一二年十二月三十一日約640,500,000港元增加至二零一三年十二月三十一日約687,300,000港元。

於二零一三年十二月三十一日，本集團錄得總資產約1,876,800,000港元(二零一二年：1,616,600,000港元)及總負債約805,900,000港元(二零一二年：589,000,000港元)，負債比率(總負債除以總資產)約為43%(二零一二年：36%)。本集團的資產淨值於二零一三年十二月三十一日約1,070,900,000港元(二零一二年：1,027,600,000港元)。

本集團已悉數支付其所收購作發展用途的全部土地的所有土地費。

當有收購土地的機會出現，本集團將能夠利用其內部資源及債務融資滿足資金需求。

Management Discussion and Analysis

管理層討論與分析

Charge on Assets

As at 31 December 2013, bank loans of approximately HK\$57.0 million were secured by certain of the Group's land and buildings and investment properties of approximately HK\$37.5 million and HK\$167.7 million respectively.

As at 31 December 2012, bank loans of approximately HK\$89.2 million were secured by certain of the Group's land and buildings and properties held under development of approximately HK\$38.3 million and HK\$71.6 million respectively.

Contingent Liabilities

The Directors considered that there were no material contingent liabilities as at 31 December 2013.

Exposure to Fluctuations in Exchange Rates and Related Hedges

The Group's monetary assets, loans and transactions are principally denominated in Renminbi, Hong Kong dollars and US dollars. During the year under review, there was no significant fluctuation in the exchange rates of these three currencies apart from the appreciation of currency of Renminbi against US dollars and Hong Kong dollars. The Group did not engage in any derivative activities and did not commit to any financial instruments to hedge its statement of financial position exposure for the years ended 31 December 2013 and 2012. Nevertheless, any appreciation in the currency value of Renminbi against Hong Kong dollars will contribute positively to the Group's results.

Treasury Policies and Capital Structure

The Group adopts a prudent approach with respect to treasury and funding policies, with a focus on risk management and transactions that are directly related to the underlying business of the Group.

Employees

As at 31 December 2013, the Group had a staff roster of 99 (2012: 103), of which 72 (2012: 75) employees were based in the mainland China and 27 (2012: 28) employees in Hong Kong SAR. The remuneration of employees was in line with the market trends and commensurate to the levels of pay in the industry. Remuneration of the Group's employees includes basic salaries, bonuses and long-term incentives such as the granting of share options within an approved scheme.

資產抵押

於二零一三年十二月三十一日，銀行貸款約57,000,000港元，分別由本集團約37,500,000港元的若干土地及樓宇及約167,700,000港元的投資物業作為抵押。

於二零一二年十二月三十一日，銀行貸款約89,200,000港元，分別由本集團約38,300,000港元的若干土地及樓宇及約71,600,000港元的發展中物業作為抵押。

或然負債

董事認為於二零一三年十二月三十一日並無重大或然負債。

匯率波動風險及有關對沖

本集團的貨幣資產、貸款和交易主要以人民幣、港元及美元計值。於回顧年度內，除人民幣兌美元及港元的匯率有所升值外，該三種貨幣的匯率並無重大波動。本集團並無參與任何衍生工具活動，截至二零一三年及二零一二年十二月三十一日止年度亦沒有使用任何金融工具以對沖財務狀況報表的風險。然而，人民幣兌港元匯率的任何升值將對本集團的業績有正面貢獻。

財資政策及資本結構

本集團就其財資及資本政策取態審慎，並專注於風險管理及與本集團的相關業務有直接關係的交易。

僱員

於二零一三年十二月三十一日，本集團僱有99名（二零一二年：103名）員工，其中72名（二零一二年：75名）員工長駐中國內地，於香港特別行政區則僱有27名（二零一二年：28名）員工。僱員的薪酬與市場趨勢一致，並與業內的薪酬水平相若。本集團僱員的薪酬包括基本薪金、花紅及長期獎勵，如按照認可的計劃授出購股權。

Corporate Social Responsibility 企業社會責任

Corporate Social Responsibility (“CSR”)

New Heritage engages in charitable activities in Hong Kong throughout the year, participating mainly in Community Chest organised events. In 2012, our Group's Suzhou offices made a donation to the Chi Heng Foundation and during the year under review, we made another donation but this time with the Vice Chairman's participation at their Walk for Chalk activity in Qingdao on the mainland. It was a moving experience to interact directly with the children being helped, and especially encouraging to listen firsthand to those who had completed their education, grown up and joined the workforce and give a personal testimonial on how the Foundation helped them and their families through education and care.

企業社會責任

新澤全年於香港參與慈善活動，主要參與香港公益金舉辦的活動。於二零一二年，本集團蘇州辦事處曾向智行基金會作出捐款，並於回顧年度內再度捐款，副主席這次更於內地青島參與開開心心上學去活動。是次體驗頗為感人，副主席直接與受助兒童互動，尤其親耳聽見他們完成學業，長大成人，投入工作，以及親述基金會如何透過教育及關愛精神幫助兒童及他們的家庭作個人見證，尤其令人鼓舞。



The debate goes on regarding costs and benefits of long-term CSR commitments by the Group, which may not necessarily ensure long-term corporate success. However, the positive impact on youth education and care could not be mistaken and the potentially direct positive impact on the community.

就本集團企業社會責任長期承擔的成本及利益的討論仍在進行，有關承擔亦不一定能保證公司長遠成功。然而，對青年教育及關愛的正面影響及對社區的潛在直接正面影響不容忽視。

Community Responsibility

The Community Chest of Hong Kong continues to organise events in which the Group's staff continues to participate, such as Skip Lunch Day, Green Day, Dress Casual Day and Love Teeth Day. The Group's staff also continues to support the sale of annual raffle tickets from church institutions.

社會責任

香港公益金繼續舉辦公益活動，其中本集團員工繼續參與如公益行善「折」食日、公益綠識日、公益金便服日及公益愛牙日等活動。本集團員工亦繼續鼎力支持向教會機構購買年度慈善獎券活動。

Corporate Social Responsibility

企業社會責任

Environmental Responsibility

During the years from 2012 to 2013, when construction of TGC Phase 2 and Phase 3 (villas) and LGC Phase 3 (low rise buildings) were in full swing, solar-powered water heaters and external sun shade blenders were designed into these projects to comply with the required building laws for low rise buildings and to provide energy savings, as well as insulation against the winter cold and summer heat. On a more aesthetic but cost savings side, artificial stone texture paints, considered a green building material, were applied to replace some of the real stone works.

In 2013, when we started building Phase 4 high rises in LGC, building regulations allowed only sliding type or top hung type windows, with swinging panes restricted to less than 30 degrees opening for security and safety purposes. Fortunately, these two types of windows did not affect the basic elevations of the building after our design team found the balance between compliance and cost savings.

Video-conferencing is still effectively used between our Hong Kong and Suzhou offices and has minimised the carbon footprint associated with frequent overseas travel.

History

Suzhou's development really got started in 1995 when our Chairman sponsored and brought world renown academic and experienced professional parties together with local talent and authorities in a workshop and design studio at two different times, conclusively documented in two enduring and captivating publications in 1996 entitled, "Suzhou: Shaping an Ancient City for the New China" by EDAW/Pei, and in 1997, "One Body, Two Wings' Redevelopment in China" by Peter G. Rowe, Harvard Graduate School of Design.

Past Awards

- 2013: Wujiang District Major Taxpayer 2013 granted by Suzhou Wujiang District Government
- Wuzhong District Major Taxpayer 2013 granted by Suzhou Wuzhong District Government
- 2012: Wujiang District Major Taxpayer 2012 granted by Suzhou Wujiang District Government
- Wujiang District Shengze Town Real Estate Advanced Unit 2012 granted by Suzhou Wujiang District Shengze Town Government
- Wuzhong District Major Taxpayer 2012 granted by Suzhou Wuzhong District Government
- 2004: Key enterprise invested by overseas Chinese, HK & Macau
- 2000: Honour Award for Architecture (The American Institute of Architects Hong Kong Chapter)
- 1998: Certificate of Merit (Suzhou Garden Villa Phase III)

環保責任

於二零一二年至二零一三年年間，當錦澤苑第二期及第三期(別墅)及錦盛苑第三期(低層樓宇)的建築工程進行得如火如荼，太陽能熱水器及外遮陽等設計均列入這些項目，以符合低層樓宇規格要求的建築法規、節約能源，以及於冬夏季恆溫隔熱。為了更美觀及節約成本，我們採用環保建材真石漆取代某些以真石打造的工程。

於二零一三年，當我們開始興建錦盛苑第四期高層樓宇，建築法規只允許裝置推拉型或上懸型的窗戶，而且為安全起見，窗框擺動限制為開關少於30度。幸好，經我們的設計團隊在合規性及節約成本之間取得平衡後，裝置這兩類窗戶對樓宇的基本外觀並無構成影響。

視像會議仍然在我們香港及蘇州的辦事處有效應用，以盡量減少因人員頻密往來海內外而造成的碳排放。

歷史

蘇州的發展正式於一九九五年啟動，我們的主席贊助及先後於工作坊及設計研究院締造了世界知名的學術人士和資深的專業人士與本地人才及政府機關代表聚首一堂的機會，精心編製了兩本跨越時代並觸動人心的刊物，分別是一九九六年易道公司及貝氏集團出版的「蘇州：塑造古城新中國」以及一九九七年哈佛大學設計研究院Peter G. Rowe撰寫的「一體兩翼之間－更新改造於蘇州，中國」。

過往獎項

- 二零一三年：二零一三年度吳江區納稅大戶，蘇州吳江區人民政府頒發
- 二零一三年度吳中區納稅大戶，蘇州吳中區人民政府頒發
- 二零一二年：二零一二年度吳江區納稅大戶，蘇州吳江區人民政府頒發
- 二零一二年度吳江區盛澤鎮地產置業先進單位，蘇州吳江區盛澤鎮人民政府頒發
- 二零一二年度吳中區納稅大戶，蘇州吳中區人民政府頒發
- 二零零四年：重點服務僑港澳企業
- 二零零零年：建築設計榮譽獎(美國建築師協會香港分會)
- 一九九八年：優異證書(蘇州錦華苑第三期)

Internships

2008

Students from Singapore Management University interning in property management activities in Suzhou Garden Villa Development & Management Co., Ltd..

2009

Students from Singapore Management University interning in property management activities in Suzhou Garden Villa Development & Management Co., Ltd..

2011

Students from Manchester University and Malvern College interning in real estate project activities in Suzhou Garden Villa Development & Management Co., Ltd., and design related activities in the Suzhou Institute of Architectural Design Co., Ltd, and Futurepolis (Suzhou).

2012-2013

There were no suitable candidates for internship programmes in 2012 and 2013 although some general enquiries were received.

Employer's Responsibility

Life quality is the good balance Hong Kong based employees of the Group strive for between work, health and social activity and adopting a five-day work week since 2008 has effectively supported it.

Staff in Suzhou were in good spirits as Senior Executives joined them for the Annual Dinner at the beginning of the year. Christmas lunch and a Lucky Draw was held in Hong Kong for the usual end of year festivities.

The Group continues to provide a comprehensive medical insurance plan for its Hong Kong staff.

Unlike most other public listed companies which usually restrict share options to directors and senior management, share options have been offered by the Group to all levels of staff in Hong Kong, when Stock Exchange compliance restrictions are met on when such options can be granted, and there is no adverse impact on the Company's profitability due to the costs associated with issuing share options.

The staff's provident fund scheme in Hong Kong has also been exceeding minimum statutory requirements for the MPF Scheme as the Group voluntarily contributes extra funding to this effect.

Corporate Governance

In the year under review, a qualified professional third party was engaged to perform an Internal Control Review ("ICR") on the Company in a specified area for the relevant Board committee's review.

A code of conduct is outlined in the Company's staff handbook under the section entitled "Rules, Ethics & Discipline".

The principal corporate governance practices adopted by the Company is set out on pages 29 to 37 of this report.

實習計劃

二零零八年

新加坡管理大學學生於蘇州錦華苑建設發展管理有限公司進行物業管理業務實習。

二零零九年

新加坡管理大學學生於蘇州錦華苑建設發展管理有限公司進行物業管理業務實習。

二零一一年

Manchester University及Malvern College學生於蘇州錦華苑建設發展管理有限公司進行房地產項目業務實習，以及於蘇州市建築設計研究院及蘇州未來規劃建築設計有限公司進行設計相關業務實習。

二零一二年至二零一三年

二零一二年至二零一三年實習計劃並無合適人選，儘管曾接獲若干一般查詢。

僱主責任

生活質素來自本集團香港員工在日常工作、健康及社交生活之間取得良好平衡，而且二零零八年起，本公司已實行五天工作週，這亦有效提升員工的生活質素。

高級行政人員於本年初出席在蘇州舉辦的年度晚宴聚會，見證蘇州員工士氣昂揚。年終前香港舉辦了年度聖誕午餐聚會及抽獎活動。

本集團繼續為香港員工提供全面的醫療保障計劃。

有別於其他上市公司一般只限向董事及高級管理人員提供購股權，本集團則會在遵守聯交所限制授出購股權時，以及在發行購股權有關的成本不會對本公司盈利能力構成不利影響的情況下，向香港所有不同階層的員工發行購股權。

由於本集團自願付出額外供款，香港員工之公積金計劃已一直超過法例所規定最低要求的額外供款。

企業管治

於回顧年度內，本公司委聘了合資格的專業第三方對指定範疇進行本公司內部監控檢討(「內部監控檢討」)，以供有關董事委員會審閱。

操守守則於本公司員工手冊「規則、道德及紀律」一節內概述。

本公司所採納的主要企業管治常規，載於本年報第29至37頁。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

Executive Directors

Mr. TAOCHAIFU Choofuang (also known as C.F. TAO), aged 92, is an Executive Director, Chairman of the Company and a founder of the Group. He is responsible for determining the overall business strategies of the Group. He graduated from 前國立中央大學, the former National Central University (now known as Southeast University 東南大學) with a Bachelor of Science degree in mechanical engineering. Mr. TAOCHAIFU had played a significant role in property investment and property development activities in the PRC since 1978. One of the most important PRC projects that Mr. TAOCHAIFU participated in was the development of Nanjing Jinling Hotel (南京金陵飯店) in Nanjing, one of the earliest 5-star hotels built in the PRC following the “opening up” of the PRC to the outside world in 1978. He was appointed as a director of New Heritage Investments Limited (“NH Investments”) in 1984. He was involved in establishing and supervising 北京亮馬河大廈有限公司 (Beijing Landmark Towers Co., Ltd.) (“BLTCL”), the joint venture with Beijing Tourism Administration to develop the Beijing Landmark Towers complex. Mr. TAOCHAIFU is the deputy chairman and an executive director of BLTCL. He was appointed as a director of New Heritage Development Limited (“NH Development”) in 1991. From 1991 onwards, he was responsible for forming 蘇州錦華苑建設發展管理有限公司 (Suzhou Garden Villa Development and Management Co., Ltd.) (“SGVDM”) and supervising the overall development of Suzhou Garden Villa and Suzhou Garden Court. He is also the chairman of SGVDM. Mr. TAOCHAIFU was accredited as an Honorary Citizen by the municipal government of Suzhou in 1995. He was also a former independent non-executive director of Jiangsu Expressway Company Limited, a company listed on the Main Board. Mr. TAOCHAIFU is the Honorary President of Hong Kong Federation of Overseas Chinese Associations Limited. He was granted the “World Outstanding Chinese” award in 2008. He was also awarded an Honorary Doctor Degree from The University of West Alabama in 2008. Mr. TAOCHAIFU was appointed as an executive director of the Company on 23 December 2004 and is the father of Mr. TAO Richard and Mr. TAO Paul.

Mr. TAO Richard, aged 52, is an Executive Director and Vice Chairman of the Company. He is responsible for the strategic planning and corporate development of the Group. Mr. TAO has a Bachelor of Science (First Class Honours) from the University of Newcastle Upon Tyne, and two Masters Degrees from the Massachusetts Institute of Technology. He was appointed as a director of NH Development, NH Investments and SGVDM in 2000, 2001 and 2004 respectively. He was appointed as an executive director of the Company on 23 December 2004. He is a son of Mr. TAOCHAIFU Choofuang and the brother of Mr. TAO Paul.

Mr. TAO Paul (also known as TAOCHAIFU Porn), aged 46, is the Managing Director of the Company. He graduated from the University of Cambridge, England with a Master of Arts degree. He also holds a Master of Science degree in Real Estate from the University of Greenwich, England and participated in the Program for Management Development at the Graduate School of Business Administration, Harvard University, USA. Mr. TAO has been actively involved in property development and investment in the PRC for over 15 years since joining the Group. Mr. TAO was initially responsible for the sales and marketing activities for the projects in Suzhou, and latterly in general management. He is a member of The 13th Committee of Suzhou City, Jiangsu Province Chinese People’s Political Consultative Conference 中國人民政治協商會議江蘇省蘇州市第十三屆委員會委員. Mr. TAO is also a qualified solicitor in Hong Kong. He was appointed as a director of NH Development, SGVDM and NH Investments in 1997, 1999 and 2001 respectively. Mr. TAO was also appointed as a director of BLTCL in 2006. He was appointed as an executive director of the Company on 23 December 2004. He is a son of Mr. TAOCHAIFU Choofuang and the brother of Mr. TAO Richard.

執行董事

陶哲甫先生 (別名C.F. TAO), 現年92歲, 本公司執行董事兼主席, 為本集團創辦人, 負責釐定本集團的整體業務策略。彼畢業於前國立中央大學(現改名為東南大學), 取得機械工程學士學位。自一九七八年以來, 陶先生一直在中國物業投資及物業發展業務上舉足輕重。南京市南京金陵飯店(為於一九七八年中國對外「開放」後中國最早期的五星級酒店項目之一)為陶先生曾參與的最重要中國項目之一。一九八四年, 彼獲委任為新繼企業有限公司(「新繼企業」)董事, 參與成立與北京市旅遊管理局合組的合營企業北京亮馬河大廈有限公司(「北京亮馬河」), 並負責監督工作, 以發展北京亮馬河綜合項目。陶先生現為北京亮馬河副董事長兼執行董事。一九九一年, 彼獲委任為新繼發展有限公司(「新繼發展」)董事, 自一九九一年起, 負責成立蘇州錦華苑建設發展管理有限公司(「錦華苑建設」)及監督錦華苑及錦麗苑的整體發展。此外, 彼亦兼任錦華苑建設主席。一九九五年, 陶先生獲蘇州市市政府加許為榮譽市民。彼亦為江蘇寧滬高速公路股份有限公司(一間於聯交所主板上市的公司)前獨立非執行董事。陶先生現為香港僑界社團聯合會之名譽會長。於二零零八年, 彼榮獲世界傑出華人獎, 同時亦榮獲美國西阿拉巴馬州立大學榮譽博士學位。二零零四年十二月二十三日, 陶先生獲委任為本公司執行董事。彼乃陶家祈先生及陶錫祺先生的父親。

陶家祈先生, 現年52歲, 本公司執行董事兼副主席。彼負責本集團的策略規劃及企業發展。陶先生於紐卡索大學取得(一級榮譽)理學士學位, 以及於美國麻省理工學院取得兩個碩士學位。彼分別於二零零零年、二零零一年及二零零四年獲委任為新繼發展、新繼企業及錦華苑建設的董事。二零零四年十二月二十三日, 彼獲委任為本公司執行董事。彼乃陶哲甫先生的兒子及陶錫祺先生的胞兄。

陶錫祺先生 (別名TAOCHAIFU Porn), 現年46歲, 本公司董事總經理。彼畢業於英國劍橋大學, 取得文學碩士學位。彼亦持有英國格林威治大學房地產理科學士學位, 曾參加美國哈佛大學工商管理研究院開辦的管理發展課程。陶先生自十五年前加盟本集團以來, 一直積極於中國從事物業發展及投資業務。陶先生初期負責本集團蘇州市各項目所有營銷及市場推廣活動, 其後負責整體管理。彼現為中國人民政治協商會議江蘇省蘇州市第十三屆委員會委員。陶先生亦為香港合資格律師。一九九七年、一九九九年及二零零一年, 彼分別獲委任為新繼發展、錦華苑建設及新繼企業的董事。二零零六年, 彼亦獲委任為北京亮馬河董事。二零零四年十二月二十三日, 彼獲委任為本公司執行董事。彼乃陶哲甫先生的兒子及陶家祈先生的胞弟。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

Mr. KONG Mui Sum Lawrence, aged 65, is an Executive Director of the Company. He graduated in 1970 from the University of Hong Kong with a Bachelor of Social Sciences degree with honours majoring in Economics and Accounting. He is a fellow of the Institute of Chartered Shipbrokers, being qualified in 1977. He joined Ocean Shipping & Enterprises Limited in 1970 and has over 20 years of senior management experience. He joined the Group's associated companies in November 1999 and has been actively involved in the business planning and development of the Group's business in PRC, including but not limited to contract negotiations with third party professionals and contractors as well as project management. He was appointed as an executive director of the Company on 23 December 2004.

Mr. YIM Chun Leung, aged 52, is an Executive Director of the Company. Mr. YIM is a fellow member of The Chartered Association of Certified Accountants, a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales. Mr. YIM also holds a Master of Business Administration degree. Mr. YIM has more than 29 years' experience in auditing, accounting and finance fields. Mr. YIM had worked for several listed companies as director or engaged in senior management position. Mr. YIM was appointed as an executive director of the Company on 23 December 2004 and is responsible for corporate finance matters of the Group.

Non-Executive Director

Mr. CHAN Bernard Charnwut, GBS, JP, aged 49, is a Non-Executive Director of the Company. Mr. CHAN is a graduate and is currently a Trustee of Pomona College in California, U.S.A.. He is a Hong Kong Deputy to the National People's Congress of the People's Republic of China and a non-official member of the Executive Council. He serves as the Chairman of the Council of Lingnan University, the Advisory Committee on Revitalisation of Historic Buildings, the Standing Committee on Judicial Salaries and Conditions of Service, Hong Kong-Thailand Business Council, the Council for Sustainable Development and the Vice Chairman of the Oxfam Hong Kong. In addition, Mr. CHAN serves as an advisor of Bangkok Bank Public Company Limited, Hong Kong Branch and the Chairperson of The Hong Kong Council of Social Service. Mr. CHAN is currently an executive director and the President of both Asia Financial Holdings Limited and Asia Insurance Company, Limited. He is a non-executive director of City e-Solutions Limited, an independent non-executive director of each of Chen Hsong Holdings Limited, China Resources Enterprise, Limited and Yau Lee Holdings Limited, all of which are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. CHAN is also an independent non-executive director of Wing Lung Bank Limited (which was delisted from the Stock Exchange in 2009). He retired as an independent non-executive director of Kingboard Laminates Holdings Limited on 3 May 2011. Mr. CHAN was appointed as a non-executive director of the Company on 14 November 2005.

Independent Non-Executive Directors

Mr. WONG Gary Ka Wai, aged 52, is an Independent Non-Executive Director of the Company. Mr. WONG graduated from The University of British Columbia with a Master Degree of Business Administration in Finance and Management Information Systems, and a Degree of Bachelor of Applied Science in Electrical Engineering. He is a member of the Association of Certified General Accountants' Association of Canada. Mr. WONG has been working for a number of international financial institutions and has numerous experiences in the banking industry. Currently, he is a manager in Standard Chartered Bank (Hong Kong) Limited in Hong Kong. He has internal controls and financial reporting experience. Mr. WONG was appointed as an independent non-executive director of the Company on 14 November 2005.

江森森先生，現年65歲，本公司執行董事。彼於一九七零年畢業於香港大學，取得社會科學榮譽學士學位，主修經濟及會計學。彼現為船務經紀專業學會資深會員，於一九七七年已取得專業資格。彼於一九七零年加盟海德船務航運企業有限公司，已積逾二十年任職高級管理人員經驗。彼於一九九九年十一月加盟本集團多間聯營公司，並一直積極於中國從事本集團的業務策劃及業務發展，包括惟不限於與第三方專業人士及承建商就合約進行磋商，以及項目管理。二零零四年十二月二十三日，彼獲委任為本公司執行董事。

嚴振亮先生，現年52歲，本公司執行董事。嚴先生為特許公認會計師公會資深會員，香港會計師公會執業會計師及英國英格蘭及威爾斯特許會計師公會會員。嚴先生同時擁有工商管理碩士學位。嚴先生在審計、會計及財務方面已積逾二十九年經驗。嚴先生曾任職多家上市公司董事或高級管理層要職。嚴先生於二零零四年十二月二十三日起獲委任為本公司執行董事，負責本集團的企業融資事務。

非執行董事

陳智思先生，金紫荊星章、太平紳士，現年49歲，本公司非執行董事。陳先生畢業於美國加州Pomona College，現為該校校董。彼為全國人民代表大會之香港代表及香港行政會議非官守議員。陳先生擔任嶺南大學校董會主席，活化歷史建築諮詢委員會主席，司法人員薪俸及服務條件常務委員會主席，香港泰國商會主席，可持續發展委員會主席以及香港樂施會副主席。此外，陳先生亦擔任泰國盤谷銀行香港分行之顧問，以及香港社會服務聯會主席。陳先生現為亞洲金融集團(控股)有限公司及亞洲保險有限公司之執行董事兼總裁。彼亦為City e-Solutions Limited之非執行董事；震雄集團有限公司、華潤創業有限公司及有利集團有限公司之獨立非執行董事，該等公司均在香港聯合交易所有限公司(「聯交所」)上市。陳先生亦為永隆銀行有限公司(該銀行已於二零零九年撤回在聯交所的上市地位)之獨立非執行董事。彼亦於二零一一年五月三日退任建滔積層板控股有限公司之獨立非執行董事。二零零五年十一月十四日，陳先生獲委任為本公司非執行董事。

獨立非執行董事

王家偉先生，現年52歲，本公司獨立非執行董事。王先生畢業於卑詩省大學，取得金融及管理資訊系統系工商管理碩士以及電子工程系應用科學學士學位。彼為加拿大註冊會計師協會會員。王先生任職於多家國際金融機構，並在銀行業積累廣泛經驗。目前，彼於渣打銀行(香港)有限公司任職經理，彼具有內部監控及財務申報的經驗。二零零五年十一月十四日，王先生獲委任為本公司獨立非執行董事。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

Mr. SUN Leland Li Hsun, aged 52, is an Independent Non-Executive Director of the Company. Mr. SUN graduated from the University of California, Los Angeles with a Master Degree of Business Administration in 1986. Mr. SUN is the Chief Executive Officer and a founder of Pan Asian Mortgage Company Limited, a mortgage securitization conduit. Mr. SUN has over 20 years of secondary mortgage market experience in Asia and the United States, directly involved in the structuring, trading and distribution of mortgage-backed securities globally. In 1997, Mr. SUN was appointed by the Financial Secretary of the Hong Kong SAR government as the first Chief Operating Officer of The Hong Kong Mortgage Corporation and was entrusted with managing this 100% government-owned company. Previously, Mr. SUN was an Executive Director in the Fixed Income International Sales Department of GS (Asia) Securities Limited and was employed by Goldman Sachs from July 1986 to October 1994. He was also a Senior Managing Director of the Emerging Markets Fixed Income Sales Department with Bear Stearns Asia Limited from October 1994 to February 1996. He was appointed as an independent non-executive director of Chongqing Rural Commercial Bank Co., Ltd. in December 2011. He was appointed as an independent non-executive director of the Company on 14 November 2005.

Mr. CHAN Norman Enrique, aged 53, is an Independent Non-Executive Director of the Company. He was an Adjunct Assistant Professor of the Chinese University of Hong Kong from September 2001 to January 2002. He has experience in architectural design. Currently, he is a director of BTR Workshop Limited, an architectural and design company based in Hong Kong. He was appointed as an independent non-executive director of the Company on 14 November 2005.

孫立勳先生，現年52歲，本公司獨立非執行董事。孫先生在一九八六年畢業於加州大學洛杉磯分校，取得工商管理系碩士學位。孫先生乃宏亞按揭證券有限公司(一間按揭證券化公司)的行政總裁兼創辦人。孫先生於亞洲及美國第二按揭市場已積逾二十年經驗，直接參與環球按揭證券的架構設計、交易及分銷工作。一九九七年，孫先生獲香港特區政府財政司司長委任為香港按揭證券有限公司首位行政總監，負責營運成立這間政府全資擁有的公司。過去，孫先生於一九八六年七月至一九九四年十月期間，獲高盛僱用，並在GS (Asia) Securities Limited的Fixed Income International Sales Department出任執行董事。一九九四年十月至一九九六年二月期間，彼在貝爾斯登亞洲有限公司的Emerging Markets Fixed Income Sales Department出任高級董事總經理。彼於二零一一年十二月獲委任為重慶農村商業銀行股份有限公司獨立非執行董事。二零零五年十一月十四日，彼獲委任為本公司獨立非執行董事。

陳樂文先生，現年53歲，本公司獨立非執行董事。彼於二零零一年九月至二零零二年一月期間曾任香港中文大學兼任助理教授，擁有建築設計方面經驗。目前，彼為香港一間建築設計公司BTR Workshop Limited的董事。二零零五年十一月十四日，彼獲委任為本公司獨立非執行董事。

The directors of the Company ("Directors") have pleasure in presenting their report together with the audited financial statements for the year ended 31 December 2013.

Principal Activities

The Group is principally engaged in property development and property investment businesses in the PRC.

Results and Dividend

The results of the Group for the year ended 31 December 2013 and the state of affairs of the Group and the Company at that date are set out in the financial statements on pages 40 to 135.

The Directors do not recommend the payment of any final dividend for the year ended 31 December 2013.

Convertible Notes and Share Capital

Details of the movements in the Company's convertible notes and share capital during the year are set out in notes 27 and 28 to the financial statements respectively.

On 20 December 2013, the Company allotted and issued an aggregate of 31,818,181 shares to the holders of the 2011 Convertible Notes at a conversion price of HK\$1.10 per share after the Compulsory Conversion Clause of the 2011 Convertible Notes was triggered on 18 December 2013.

Reserves

Details of the movements in the reserves of the Company and the Group during the year are set out in note 31 to the financial statements and in the consolidated statement of changes in equity, respectively.

Distributable Reserves

At 31 December 2013, the Company's reserves available for distribution, amounted to approximately HK\$8.8 million.

Donations

During the year, the Group made charitable donations which amounted to approximately HK\$44,000.

Property, Plant and Equipment

Details of the movements in the property, plant and equipment of the Group are set out in note 14 to the financial statements.

Principal Properties

Details of the principal properties for investment purposes and under development are set out on pages 137 to 140.

本公司董事(「董事」)欣然提呈其年報連同截至二零一三年十二月三十一日止年度之經審核財務報表。

主要業務

本集團主要在中國從事物業發展及物業投資業務。

業績及股息

本集團截至二零一三年十二月三十一日止年度的業績以及本集團及本公司於該日的業務狀況載於第40至135頁的財務報表。

董事會不建議就截至二零一三年十二月三十一日止年度派發末期股息。

可換股票據及股本

本公司於年內之可換股票據及股本的變動詳情分別載於財務報表附註27及28。

在二零一三年十二月十八日觸發二零一一年可換股票據強制兌換條款後，本公司於二零一三年十二月二十日以兌換價每股1.10港元，向二零一一年可換股票據持有人配發及發行合共31,818,181股股份。

儲備

本公司及本集團之儲備於年內之變動情況分別載於財務報表附註31及綜合權益變動表。

可供分派儲備

於二零一三年十二月三十一日，本公司之可供分派儲備約8,800,000港元。

捐款

本集團於年內作出的慈善捐款約為44,000港元。

物業、廠房及設備

本集團之物業、廠房及設備的變動詳情載於財務報表附註14。

主要物業

作投資用途的主要物業及發展中物業之詳情載於第137至140頁。

Directors' Report

董事會報告

Pre-Emptive Rights

There is no provision for pre-emptive rights under the Company's articles of association or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Group 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 136.

Purchase, Sale or Redemption of the Company's Listed Securities

The Company has not redeemed any of its shares during the year. Other than the issue of 7,390,000 shares and 31,818,181 shares by the Company pursuant to the exercise of share options and compulsory conversion of part of the convertible notes of the Company during the year respectively, neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

Directors

The directors of the Company during the year were as follows:

Executive Directors

Mr. TAOCHAIFU Choofuang (Chairman)
Mr. TAO Richard (Vice Chairman)
Mr. TAO Paul (Managing Director)
Mr. KONG Mui Sum Lawrence
Mr. YIM Chun Leung

Non-Executive Director

Mr. CHAN Bernard Charnwut

Independent Non-Executive Directors

Mr. WONG Gary Ka Wai
Mr. SUN Leland Li Hsun
Mr. CHAN Norman Enrique

In accordance with the Company's articles of association, Mr. CHAN Bernard Charnwut, Mr. SUN Leland Li Hsun and Mr. CHAN Norman Enrique will retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

The Company has received from each independent non-executive director an annual confirmation of his independence pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Company considers such Directors to be independent.

Biographical Details of Directors and Senior Management

Biographical details of the Directors and senior management are set out on pages 16 to 18.

優先購買權

本公司的組織章程細則或開曼群島法例並無有關優先購買權的條文，規定本公司須按比例向現有股東發售新股份。

集團財務概要

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136頁。

購回、出售或贖回本公司上市證券

本公司於年內並無贖回本公司任何股份，除本公司於年內分別根據行使購股權及強制兌換部份可換股票據而發行之7,390,000股及31,818,181股之股份外，本公司及其附屬公司於年內並無買入或出售本公司任何股份。

董事

年內任職本公司的董事如下：

執行董事

陶哲甫先生(主席)
陶家祈先生(副主席)
陶錫祺先生(董事總經理)
江焱森先生
嚴振亮先生

非執行董事

陳智思先生

獨立非執行董事

王家偉先生
孫立勳先生
陳樂文先生

根據本公司之組織章程細則，陳智思先生、孫立勳先生及陳樂文先生將於應屆股東週年大會輪席告退，惟彼符合資格並願意膺選連任。

本公司已取得每位獨立非執行董事根據香港聯合交易所有限公司(「聯交所」)證券上市規則之規定作出之年度獨立性確認函，由此本公司視該等董事為獨立董事。

董事及高級管理人員之履歷

董事及高級管理人員之履歷詳情載於第16至18頁。

Directors' Service Agreements

The former service agreements entered into between the Company and each executive director expired on 31 December 2013. On 12 December 2013, each of the executive directors of the Company entered into a new service agreement (the "New Service Agreement") with the Company for a term of 12 months commencing on 1 January 2014 and is subject to termination by the executive director or the Company in the manner as set out in the New Service Agreements.

The former letters of appointment entered into by the Company and the non-executive director and each of the independent non-executive directors of the Company expired on 13 November 2011. On 31 October 2011, the non-executive director and each of the independent non-executive directors of the Company each entered into a letter of appointment with the Company for a term of three years commencing on 14 November 2011; and such letters of appointments may be terminated by either party by giving one month's written notice.

With effect from 1 January 2014, the monthly salary of the Chairman was increased by approximately 4.80%, the monthly salaries of two of the executive directors (also substantial shareholders) were increased by approximately 4.58%, the monthly salaries of the remaining two executive directors were increased by approximately 4.67% and approximately 7.22% respectively. With effect from 14 November 2011, except the audit committee chairman whose monthly salary was increased by 7%, the monthly salaries of the non-executive director and other independent non-executive directors were increased by approximately 7.33% respectively.

Save as disclosed above, none of the directors of the Company proposed for re-election at the forthcoming annual general meeting have a contract of service with the Company or any of its subsidiaries not determinable by the employing company within one year without payment of compensation (except for statutory compensation).

Directors' Interests in Contracts

Save for those contracts set out in the section headed "Connected Transactions" in this report and in note 35 to the financial statements, none of the Directors and controlling shareholders of the Company had a material beneficial interest, either direct or indirect, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

董事服務合約

本公司與各執行董事訂立之前服務合約已於二零一三年十二月三十一日到期。於二零一三年十二月十二日，各執行董事已與本公司訂立新服務合約（「新服務合約」），任期為十二個月，由二零一四年一月一日開始。於新服務合約內註明下可由執行董事或以本公司根據合約條款終止其服務合約。

本公司與本公司之非執行董事及各獨立非執行董事訂立之前委任書已於二零一一年十一月十三日到期。於二零一一年十月三十一日，本公司之非執行董事及各獨立非執行董事已與本公司訂立委任書，由二零一一年十一月十四日開始，任期為三年，及其委任書其中一方可向另一方發出一個月的書面通知終止委任協議。

自二零一四年一月一日起，主席每月之薪金增加約4.80%，兩位執行董事（亦是主要股東）每月之薪金增加約4.58%，其餘兩位執行董事每月之薪金分別增加約4.67%及約7.22%。自二零一一年十一月十四日起，除審核委員會主席每月之薪金增加7%外，非執行董事及其他獨立非執行董事每月之薪金分別增加約7.33%。

除上文披露者外，擬於即將舉行之股東週年大會上膺選連任之本公司董事概無與本公司或其附屬公司訂立任何不可由聘任公司於一年內不付賠償（法定賠償除外）而終止之服務合約。

董事的合約權益

除本年報內「關連交易」一節中所載的合約及財務報告附註35外，概無董事及本公司控股股東於本公司或其任何附屬公司在年內所訂立並與本集團業務有關之任何重要合約中，直接或間接擁有重大權益。

Directors' Report

董事會報告

Directors' and Chief Executives' Interests in the Shares and Underlying Shares of the Company

As at 31 December 2013, the Directors had the following interests in the shares and underlying shares of the Company which were recorded in the register required to be kept by the Company pursuant to section 352 of the Securities and Futures Ordinance (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 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"):

(A) Interest in shares and underlying shares under equity derivatives of the Company

董事及主要行政人員於本公司的股份及相關股份中擁有的權益

於二零一三年十二月三十一日，按本公司根據證券及期貨條例(「證券及期貨條例」)第352條所置存的登記冊所示，董事於本公司的股份及相關股份中擁有的權益，或根據聯交所證券上市規則(「上市規則」)所載董事進行證券交易的標準守則須以其他方式知會本公司及聯交所的權益如下：

(A) 於本公司股份的權益及於股本衍生工具下相關股份之權益

Name of Director	Long position/ Short position	Capacity	Number of Shares held	Number of underlying shares (under equity derivatives of the Company) 相關股份數目 (於本公司股本 衍生工具下)	Aggregate Interests	Approximate percentage of the issued share capital of the Company 佔本公司 已發行股本之 概約百分比
董事姓名	好倉／淡倉	身份	所持股份數目		權益總額	
Mr. TAOCHAIFU Choofuang 陶哲甫先生	Long Position 好倉	Interests of controlled corporation 受控法團權益	651,882,278 (Note 1) (附註1)	–	664,397,278	50.16%
	Long Position 好倉	Personal interest 個人權益	11,515,000	1,000,000 (Note 2) (附註2)		
Mr. TAO Richard 陶家祈先生	Long Position 好倉	Interests of controlled corporation 受控法團權益	651,882,278 (Note 1) (附註1)	–	675,584,035	51.00%
	Long Position 好倉	Personal interest 個人權益	22,701,757	1,000,000 (Note 2) (附註2)		
Mr. TAO Paul 陶錫祺先生	Long Position 好倉	Interests of controlled corporation 受控法團權益	651,882,278 (Note 1) (附註1)	–	675,584,035	51.00%
	Long Position 好倉	Personal interest 個人權益	22,701,757	1,000,000 (Note 2) (附註2)		
Mr. KONG Mui Sum Lawrence 江淼森先生	Long Position 好倉	Personal interest 個人權益	4,500,000	4,000,000 (Note 2) (附註2)	8,500,000	0.64%
Mr. YIM Chun Leung 嚴振亮先生	Long Position 好倉	Personal interest 個人權益	4,976,605	9,000,000 (Note 2) (附註2)	13,976,605	1.06%
Mr. CHAN Bernard Charnwut 陳智思先生	Long Position 好倉	Other 其他	23,545	26,909	50,454 (Note 3) (附註3)	0.004%

Directors' Report

董事會報告

Directors' and Chief Executives' Interests in the Shares and Underlying Shares of the Company (Cont'd)

(A) Interest in shares and underlying shares under equity derivatives of the Company (Cont'd)

Notes:

1. Belbroughton Limited ("Belbroughton") is the legal and beneficial owner of 651,882,278 shares. Belbroughton is owned as to 20% by Seal United Investments Limited ("Seal United") and 80% by United Islands Group Limited ("United Islands"). Seal United is owned by Mr. TAOCHAI FU Choofuang ("Mr. C.F. TAO") and his spouse, Mrs. TAO POON Lai Yew Nancy ("Mrs. TAO") in equal proportions. United Islands is owned by Mr. C.F. TAO, Mrs. TAO, Mr. TAO Richard (the son of Mr. C.F. TAO), Mr. TAO Paul (the son of Mr. C.F. TAO) and Ms. TAO Miriam (the daughter of Mr. C.F. TAO) in equal proportions. Accordingly, Seal United, United Islands as well as Mr. C.F. TAO, Mrs. TAO, Mr. TAO Richard, Mr. TAO Paul and Ms. TAO Miriam are deemed to be interested in 651,882,278 shares held by Belbroughton.
2. Share options were granted on 4 September 2012. Details of share options granted to the Directors of the Company are set out in part (B) of this section.
3. Mr. CHAN Bernard Charnwut is indirectly interested in these 50,454 Shares/underlying Shares by virtue of his approximately 0.074% shareholding interests in Asia Financial Holdings Limited. Asia Financial Holdings Limited is interested in 68,181,816 Shares (including 36,363,635 underlying Shares which may be issued upon full conversion of the 2011 Convertible Notes in the outstanding principal amount of HK\$40 million).

(B) Long position in underlying shares – share options

Under the share option scheme of the Company, share option may be granted to certain participants including the Directors and employees of the Company and its subsidiaries to subscribe for the shares of the Company. Details of share options granted to the Directors are as follows:

Name of Director	Date of grant dd/mm/yyyy	Exercisable period dd/mm/yyyy	Number of share options 購股權數目				Exercise price per share HK\$
			Balance at 1 January 2013	Granted during the year	Exercised during the year	Balance at 31 December 2013	
			於二零一三年 一月一日 之結餘	於年內授出	於年內行使	於二零一三年 十二月三十一日 之結餘	每股行使價 港元
董事名稱	授出日期 日/月/年	行使期間 日/月/年					
Mr. TAOCHAI FU Choofuang 陶哲甫先生	04/09/2012	04/09/2012 – 03/09/2017	1,000,000	–	–	1,000,000	0.235
Mr. TAO Richard 陶家祈先生	04/09/2012	04/09/2012 – 03/09/2017	1,000,000	–	–	1,000,000	0.235
Mr. TAO Paul 陶錫祺先生	04/09/2012	04/09/2012 – 03/09/2017	1,000,000	–	–	1,000,000	0.235
Mr. KONG Mui Sum Lawrence 江焱森先生	04/09/2012	04/09/2012 – 03/09/2017	4,000,000	–	–	4,000,000	0.235
Mr. YIM Chun Leung 嚴振亮先生	04/09/2012	04/09/2012 – 03/09/2017	9,000,000	–	–	9,000,000	0.235

Save as disclosed above, none of the Company's Directors, chief executives and their associates, had any interests or short positions in the shares and underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO as at 31 December 2013.

董事及主要行政人員於本公司的股份及相關股份中擁有的權益(續)

(A) 於本公司股份的權益及於股本衍生工具下相關股份之權益(續)

附註：

1. Belbroughton Limited ("Belbroughton") 為651,882,278股股份的合法實益擁有人。Seal United Investments Limited ("Seal United")及United Islands Group Limited ("United Islands") 分別擁有 Belbroughton 20%及80%之權益。Seal United 乃由陶哲甫先生("陶哲甫先生")及其配偶陶潘麗瑤女士("陶太太")按相等比例擁有。而United Islands則由陶哲甫先生、陶太太、陶家祈先生(陶哲甫先生之兒子)、陶錫祺先生(陶哲甫先生之兒子)及陶蘊怡女士(陶哲甫先生之女兒)按相等比例擁有。因此, Seal United、United Islands連同陶哲甫先生、陶太太、陶家祈先生、陶錫祺先生及陶蘊怡女士被視為於Belbroughton 所持有之該等651,882,278股股份擁有權益。
2. 購股權乃於二零一二年九月四日授出。授予本公司董事之購股權詳情乃載於本節(B)項下。
3. 陳智思先生憑藉在亞洲金融集團(控股)有限公司擁有0.074%股份權益,間接擁有該50,454股/相關股份。亞洲金融集團(控股)有限公司擁有68,181,816股股份(包括悉數兌換尚未兌換本金額40,000,000港元之二零一一年可換股票據可能發行之36,363,635股股份)。

(B) 相關股份之好倉 – 購股權

根據本公司之購股權計劃,購股權可授予若干參與人(包括董事及本公司及其附屬公司之僱員)以認購本公司之股份。授予董事之購股權詳情如下:

Name of Director	Date of grant dd/mm/yyyy	Exercisable period dd/mm/yyyy	Number of share options 購股權數目				Exercise price per share HK\$
			Balance at 1 January 2013	Granted during the year	Exercised during the year	Balance at 31 December 2013	
			於二零一三年 一月一日 之結餘	於年內授出	於年內行使	於二零一三年 十二月三十一日 之結餘	每股行使價 港元
董事名稱	授出日期 日/月/年	行使期間 日/月/年					
Mr. TAOCHAI FU Choofuang 陶哲甫先生	04/09/2012	04/09/2012 – 03/09/2017	1,000,000	–	–	1,000,000	0.235
Mr. TAO Richard 陶家祈先生	04/09/2012	04/09/2012 – 03/09/2017	1,000,000	–	–	1,000,000	0.235
Mr. TAO Paul 陶錫祺先生	04/09/2012	04/09/2012 – 03/09/2017	1,000,000	–	–	1,000,000	0.235
Mr. KONG Mui Sum Lawrence 江焱森先生	04/09/2012	04/09/2012 – 03/09/2017	4,000,000	–	–	4,000,000	0.235
Mr. YIM Chun Leung 嚴振亮先生	04/09/2012	04/09/2012 – 03/09/2017	9,000,000	–	–	9,000,000	0.235

除上文披露者外,本公司之董事、主要行政人員或彼等之聯繫人概無於本公司或其任何相聯法團之股份及相關股份擁有任何權益或淡倉,而需按證券及期貨條例第352條於二零一三年十二月三十一日予以記錄。

Directors' Report

董事會報告

Substantial Shareholders' Interests in Shares and Underlying Shares of the Company

The register of substantial shareholders required to be kept under section 336 of Part XV of the SFO shows that as at 31 December 2013, the Company had been notified of the following substantial shareholders' interests, being 5% or more of the Company's issued share capital:

Long position in shares

Name of Shareholder	Long position/ Short position	Capacity	Number of Shares/ underlying Shares held	Aggregate Interests	Approximate percentage of the issued share capital of the Company	Notes
股東名稱	好倉／淡倉	身份	所持股份／ 相關股份的數目	權益總額	佔本公司 已發行股本之 概約百分比	附註
Mrs. TAO POON Lai Yew Nancy 陶潘麗瑤女士	Long position 好倉	Interests of controlled corporation 受控法團權益	651,882,278	664,397,278	50.16%	1
	Long position 好倉	Interest of spouse 配偶權益	12,515,000			
Belbroughton Limited	Long position 好倉	Beneficial owner 實益擁有人	651,882,278	651,882,278	49.21%	1
Seal United Investments Limited	Long position 好倉	Interests of controlled corporation 受控法團權益	651,882,278	651,882,278	49.21%	1
United Islands Group Limited	Long position 好倉	Interests of controlled corporation 受控法團權益	651,882,278	651,882,278	49.21%	1
Ms. TAO Miriam 陶蘊怡女士	Long position 好倉	Interests of controlled corporation 受控法團權益	651,882,278	651,882,278	49.21%	1
Tian Xiang Business Limited 天祥事務有限公司	Long position 好倉	Beneficial owner 實益擁有人	150,000,000	150,000,000	11.32%	N/A 不適用
Asia Financial Holdings Limited 亞洲金融集團(控股)有限公司	Long position 好倉	Beneficial owner 實益擁有人	45,454,544	68,181,816	5.01%	2
	Long position 好倉	Interests of controlled corporation 受控法團權益	22,727,272			

Notes:

- Belbroughton is the legal and beneficial owner of 651,882,278 shares. Belbroughton is owned as to 20% by Seal United and 80% by United Islands. Seal United is owned by Mr. C.F. TAO and his spouse, Mrs. TAO in equal proportions. United Islands is owned by Mr. C.F. TAO, Mrs. TAO, Mr. TAO Richard, Mr. TAO Paul and Ms. TAO Miriam in equal proportions. Accordingly, Seal United, United Islands as well as Mr. C.F. TAO, Mrs. TAO, Mr. TAO Richard, Mr. TAO Paul and Ms. TAO Miriam are deemed to be interested in 651,882,278 shares held by Belbroughton.
- These 68,181,816 Shares include 36,363,635 underlying shares which represent the Shares which may be issued upon full conversion of the convertible notes in the outstanding principal amount of HK\$40 million at a conversion price of HK\$1.10 per share. Accordingly, the relevant shareholding is calculated based on the issued share capital of the Company as enlarged by the conversion shares.

主要股東於本公司的股份及相關股份中擁有的權益

根據證券及期貨條例第XV部第336條須予存置的登記冊所示，於二零一三年十二月三十一日，本公司之主要股東（為本公司之發行股本的5%或以上）已通知本公司有關之權益，詳情如下：

股份之好倉

Name of Shareholder	Long position/ Short position	Capacity	Number of Shares/ underlying Shares held	Aggregate Interests	Approximate percentage of the issued share capital of the Company	Notes
股東名稱	好倉／淡倉	身份	所持股份／ 相關股份的數目	權益總額	佔本公司 已發行股本之 概約百分比	附註
Mrs. TAO POON Lai Yew Nancy 陶潘麗瑤女士	Long position 好倉	Interests of controlled corporation 受控法團權益	651,882,278	664,397,278	50.16%	1
	Long position 好倉	Interest of spouse 配偶權益	12,515,000			
Belbroughton Limited	Long position 好倉	Beneficial owner 實益擁有人	651,882,278	651,882,278	49.21%	1
Seal United Investments Limited	Long position 好倉	Interests of controlled corporation 受控法團權益	651,882,278	651,882,278	49.21%	1
United Islands Group Limited	Long position 好倉	Interests of controlled corporation 受控法團權益	651,882,278	651,882,278	49.21%	1
Ms. TAO Miriam 陶蘊怡女士	Long position 好倉	Interests of controlled corporation 受控法團權益	651,882,278	651,882,278	49.21%	1
Tian Xiang Business Limited 天祥事務有限公司	Long position 好倉	Beneficial owner 實益擁有人	150,000,000	150,000,000	11.32%	N/A 不適用
Asia Financial Holdings Limited 亞洲金融集團(控股)有限公司	Long position 好倉	Beneficial owner 實益擁有人	45,454,544	68,181,816	5.01%	2
	Long position 好倉	Interests of controlled corporation 受控法團權益	22,727,272			

附註：

- Belbroughton為651,882,278股股份的合法實益擁有人。Seal United及United Islands分別擁有Belbroughton 20%及80%之權益。Seal United乃由陶哲甫先生及其配偶陶太太按相等比例擁有。而United Islands則由陶哲甫先生、陶太太、陶家祈先生、陶錫祺先生及陶蘊怡女士按相等比例擁有。因此，Seal United、United Islands連同陶哲甫先生、陶太太、陶家祈先生、陶錫祺先生及陶蘊怡女士被視為於Belbroughton所持有之該等651,882,278股股份擁有權益。
- 該等68,181,816股股份包括36,363,635股相關股份，該等股份指按每股1.10港元之兌換價悉數兌換尚未兌換本金額40,000,000港元之可換股票據後可能發行之股份。因此，有關股權乃根據本公司經兌換股份擴大後之已發行股本計算。

Share Options

Details of the Company's share option scheme and the movements in the share options are set out in note 30 to the financial statements.

Major Suppliers and Customers

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

Purchases	
– the largest supplier	72%
– five largest suppliers combined	91%
Sales	
– the largest customer	2%
– five largest customers combined	10%

None of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest suppliers and its five largest customers.

Connected Transactions

The Group had the following connected transactions, certain details of which were disclosed in compliance with the requirements of the Listing Rules.

HK\$75 million 6% Convertible Notes Subscription Agreement

On 5 July 2011, the Company entered into a subscription agreement with Asia Financial Holdings Limited (“AFHL”) and Asia Insurance Company, Limited (“AICL”, together with AFHL, the “CN Subscribers”) (AICL is a subsidiary of AFHL which is controlled by the associates of Mr. CHAN Bernard Charnwut, the non-executive director of the Company) whereby the Company agreed to issue and AFHL and AICL agreed to subscribe the HK\$50 million and HK\$25 million 6% convertible note (“2011 Convertible Notes”) with maturity date falling 36 months from the date of issue of the 2011 Convertible Notes respectively. Pursuant to the term of the 2011 Convertible Notes, the holder of the 2011 Convertible Notes can convert the 2011 Convertible Notes at the conversion price of HK\$1.10 per share. The principal amount of HK\$35 million (HK\$25 million for AFHL and HK\$10 million for AICL) of the 2011 Convertible Notes shall be compulsorily converted at the conversion price of HK\$1.10 within seven business days if the closing price per share is HK\$1.10 or higher for ten consecutive trading days during the period from the issue day of the 2011 Convertible Notes up to five business days prior to the maturity date (“Compulsory Conversion Clause”). This transaction was approved by the shareholders at the extraordinary general meeting of the Company on 16 September 2011. The 2011 Convertible Notes were issued on 30 September 2011. The subscription price of the 2011 Convertible Notes has been applied by the Company to set off part of the amount for redemption of the HK\$75 million 5% convertible notes issued by the Company on 15 October 2007.

The Compulsory Conversion Clause was triggered on 18 December 2013 and the Company has duly allotted and issued an aggregate of 31,818,181 conversion shares to the CN Subscribers on 20 December 2013.

購股權

有關本公司之購股權計劃及購股權變動的詳情載於財務報表附註30。

主要供應商及客戶

本集團主要供應商及客戶所佔採購及銷售百分率如下：

採購額	
– 最大供應商	72%
– 五大供應商合併計算	91%
銷售額	
– 最大客戶	2%
– 五大客戶合併計算	10%

概無本公司董事或其任何聯繫人士或任何股東(就董事所知擁有本公司已發行股本5%以上)擁有本集團五大供應商及其五大客戶之實益權益。

關連交易

本集團進行下列之關連交易，其某些詳情已遵守上市規則的規定披露。

75,000,000港元6%可換股票據認購協議

於二零一一年七月五日，本公司與亞洲金融集團(控股)有限公司(「亞洲金融」)及亞洲保險有限公司(「亞洲保險」)及亞洲金融，統稱「可換股票據認購者」(亞洲保險為亞洲金融之附屬公司，亞洲金融由本公司非執行董事陳智思先生之聯繫人控制)簽訂認購協議，據此，本公司同意發行而亞洲金融及亞洲保險分別同意認購50,000,000港元及25,000,000港元之6%可換股票據(「二零一一年可換股票據」)，二零一一年可換股票據於發行日起計滿36個月當日到期。根據二零一一年可換股票據條款，二零一一年可換股票據持有人可以每股股份1.10港元兌換二零一一年可換股票據。如自二零一一年可換股票據發行當日至到期日前五個營業日期間連續十個交易日的每股收市價為1.10港元或以上，則二零一一年可換股票據的本金額35,000,000港元(亞洲金融為25,000,000港元，而亞洲保險為10,000,000港元)須於七個營業日內強制按兌換價1.10港元兌換(「強制兌換條款」)。此項交易已獲股東於二零一一年九月十六日的本公司股東特別大會批准。二零一一年可換股票據於二零一一年九月三十日發行。本公司已把二零一一年可換股票據的認購價用於抵銷贖回由本公司於二零零七年十月十五日發行75,000,000港元5%可換股票據的部分贖回金額。

強制兌換條款已於二零一三年十二月十八日觸發，而本公司已正式於二零一三年十二月二十日配發及發行合共31,818,181股兌換股份予可換股票據認購者。

Directors' Report

董事會報告

Connected Transactions (Cont'd)

NHDL Acquisition Agreement

On 28 February 2014, the Group as purchaser entered into the NHDL Acquisition Agreement with Onsite Investment Limited as vendor in respect of the sale and purchase of 15 shares in the capital of New Heritage Development Limited and the shareholder's loan due and owing by New Heritage Development Limited to Onsite Investment Limited as at the date of the NHDL Acquisition Agreement at a consideration of HK\$72,919,000 in aggregate (apportioned as to HK\$46,459,000 for the sale shares and as to HK\$26,460,000 for the shareholder's loan). Completion of the NHDL Acquisition Agreement is subject to the satisfaction of all the conditions precedent to the NHDL Acquisition Agreement. Further details of the NHDL Acquisition Agreement are disclosed in the announcements of the Company dated 13 March 2014 and 25 March 2014. As at the date of this report, completion of the NHDL Acquisition Agreement has not yet taken place.

Onsite Investment Limited is beneficially owned as to 70% by AFHL and 30% by Ultra Plan Ltd.. Both AFHL and Ultra Plan Ltd. are deemed to be controlled by the associates of Mr. CHAN Bernard Charnwut, who is the non-executive Director and an executive director of AFHL. Accordingly, Onsite Investment Limited is controlled by the associates of Mr. CHAN Bernard Charnwut and thus is a connected person of the Company under the Listing Rules.

Accordcity Disposal Agreement

On 28 February 2014, the Group as vendor entered into the Accordcity Disposal Agreement with Highmind Limited as purchaser in respect of the sale and purchase of the entire issued share capital of Accordcity Limited and the shareholder's loan due and owing by Accordcity Limited to the Group at completion of the Accordcity Disposal Agreement, which was estimated to be HK\$76,100,000, at a consideration of HK\$170,252,000 in aggregate (apportioned as to HK\$94,152,000 for the sale shares and as to HK\$76,100,000 for the shareholder's loan), subject to a dollar-to-dollar adjustment to the consideration for the shareholder's loan such that the consideration for the shareholder's loan shall be equal to the face value of the actual shareholder's loan at the completion date. Completion of the Accordcity Disposal Agreement is subject to the satisfaction of all the conditions precedent to the Accordcity Disposal Agreement. Further details of the Accordcity Disposal Agreement are disclosed in the announcements of the Company dated 13 March 2014 and 25 March 2014. As at the date of this report, completion of the Accordcity Disposal Agreement has not yet taken place.

Highmind Limited is wholly and beneficially owned by Gavett Limited, which in turn is wholly and beneficially owned by Mr. TAOCHAIFU Choojuang, Mr. TAO Richard, Mr. TAO Paul and their respective associates. Mr. TAOCHAIFU Choojuang, Mr. TAO Richard and Mr. TAO Paul are also the directors of Highmind Limited. Given each of Mr. TAOCHAIFU Choojuang, Mr. TAO Richard and Mr. TAO Paul is an executive Director, Highmind Limited is a connected person of the Company under the Listing Rules.

關連交易(續)

新繼發展收購協議

於二零一四年二月二十八日，本集團(作為買方)與Onsite Investment Limited(作為賣方)就買賣新繼發展有限公司股本中15股股份及於新繼發展收購協議日期新繼發展有限公司結欠Onsite Investment Limited股東貸款，訂立新繼發展收購協議，代價合共72,919,000港元(攤分銷售股份代價為46,459,000港元及股東貸款代價為26,460,000港元)。新繼發展收購協議須待新繼發展收購協議全部先決條件獲達成後方告完成。新繼發展收購協議進一步詳情已於本公司日期為二零一四年三月十三日及二零一四年三月二十五日公告中披露。截至本年報日期，新繼發展收購協議之完成尚未發生。

Onsite Investment Limited分別由亞洲金融及Ultra Plan Ltd.實益擁有70%及30%。亞洲金融及Ultra Plan Ltd.均被視為由非執行董事兼亞洲金融董事陳智思先生之聯繫人控制。因此，Onsite Investment Limited被視為由陳智思先生之聯繫人控制，根據上市規則，因而為本公司之關連人士。

Accordcity出售協議

於二零一四年二月二十八日，本集團(作為賣方)與Highmind Limited(作為買方)就買賣Accordcity Limited全部已發行股本及於Accordcity出售協議完成後Accordcity Limited結欠本集團股東貸款(估計為76,100,000港元)，訂立Accordcity出售協議，代價合共170,252,000港元(攤分銷售股份代價為94,152,000港元及股東貸款代價為76,100,000港元)，惟股東貸款代價須進行等額調整，股東貸款代價須相等於在完成日期實際股東貸款之賬面值。Accordcity出售協議待Accordcity出售協議全部先決條件獲達成後方告完成。Accordcity出售協議進一步詳情已於本公司日期為二零一四年三月十三日及二零一四年三月二十五日公告中披露。截至本年報日期，Accordcity出售協議之完成尚未發生。

Highmind Limited由Gavett Limited全資實益擁有，而Gavett Limited則由陶哲甫先生、陶家祈先生、陶錫祺先生及彼等各自之聯繫人全資實益擁有。陶哲甫先生、陶家祈先生及陶錫祺先生均為Highmind Limited之董事。鑒於陶哲甫先生、陶家祈先生及陶錫祺先生均為執行董事，因此，根據上市規則，Highmind Limited為本公司之關連人士。

Connected Transactions (Cont'd)

NHML Disposal Agreement

On 28 February 2014, the Group as vendor entered into the NHML Disposal Agreement with Gavett Limited as purchaser in respect of the sale and purchase of the entire issued share capital of New Heritage Management Limited and the shareholder's loan due and owing by New Heritage Management Limited to the Group at completion of the NHML Disposal Agreement, which was estimated to be HK\$9,000,000, at a consideration of HK\$23,210,000 in aggregate (apportioned as to HK\$14,210,000 for the sale shares and as to HK\$9,000,000 for the shareholder's loan), subject to a dollar-to-dollar adjustment to the consideration for the shareholder's loan such that the consideration for the shareholder's loan shall be equal to the face value of the actual shareholder's loan at the completion date. Completion of the NHML Disposal Agreement is subject to the satisfaction of all the conditions precedent to the NHML Disposal Agreement. Further details of the NHML Disposal Agreement are disclosed in the announcements of the Company dated 13 March 2014 and 25 March 2014. As at the date of this report, completion of the NHML Disposal Agreement has not yet taken place.

Gavett Limited is wholly and beneficially owned by Mr. TAOCHAIFU Choofuang, Mr. TAO Richard, Mr. TAO Paul and their respective associates. Mr. TAOCHAIFU Choofuang, Mr. TAO Richard and Mr. TAO Paul are also the directors of Gavett Limited. Given each of Mr. TAOCHAIFU Choofuang, Mr. TAO Richard and Mr. TAO Paul is an executive Director, Gavett Limited is a connected person of the Company under the Listing Rules.

Related Party Transactions

The Group entered into certain transactions with parties regarded as "Related Parties" under applicable accounting principles. These mainly relate to contracts entered into by the Group in the ordinary course of business, which contracts were negotiated on normal commercial terms and on an arm's length basis.

The related party transactions as described in note 35 to the financial statements constitute continuing connected transactions of the Company exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Directors' Interest in Competing Business

During the year, the interests of Directors in the businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group as required to be disclosed pursuant to the Listing Rules were as follows:

Family members of Mr. C.F. TAO, Chairman of the Company including Mr. TAO Richard, Vice Chairman beneficially owned two villas in Suzhou of a total gross floor area of approximately 770.76 sq.m. developed by a subsidiary of the Company which may constitute a competing business to the Group.

Mr. C.F. TAO and his spouse, Mrs. TAO POON Lai Yew Nancy executed a non-competition deed on 16 November 2005 (the "Deed"). Mr. and Mrs. C.F. TAO have also provided an annual confirmation to the Company confirming their compliance with the non-competition undertaking as specified in the Deed.

關連交易(續)

新澤管理出售協議

於二零一四年二月二十八日，本集團(作為賣方)與Gavett Limited(作為買方)就買賣新澤管理有限公司全部已發行股本及於新澤管理出售協議完成後新澤管理有限公司結欠本集團股東貸款(估計為9,000,000港元)，訂立新澤管理出售協議，代價合共23,210,000港元(攤分銷售股份代價為14,210,000港元及股東貸款代價為9,000,000港元)，惟股東貸款代價須進行等額調整，股東貸款代價須相等於在完成日期實際股東貸款之賬面值。新澤管理出售協議待新澤管理出售協議全部先決條件獲達成後方告完成。新澤管理出售協議進一步詳情已於本公司日期為二零一四年三月十三日及二零一四年三月二十五日公告中披露。截至本年報日期，新澤管理出售協議之完成尚未發生。

Gavett Limited由陶哲甫先生、陶家祈先生、陶錫祺先生及彼等各自之聯繫人全資實益擁有。陶哲甫先生、陶家祈先生及陶錫祺先生均為Gavett Limited之董事，鑒於陶哲甫先生、陶家祈先生及陶錫祺先生均為執行董事，因此，根據上市規則，Gavett Limited為本公司之關連人士。

關連人士交易

本集團與根據適用會計原則被視為「關連人士」之人士訂立若干交易。此等交易主要涉及本集團於日常業務過程中按一般商業條款經公平原則磋商而訂立之合約。

於財務報告附註35所述之關連人士交易構成本公司之持續關連交易，獲豁免遵守上市規則第14A條有關申報、公佈及獨立股東批准之規定。

董事於競爭業務之權益

年內，董事須根據上市規則之規定披露其擁有與本集團業務直接或間接構成或可能構成競爭之業務之權益如下：

本公司主席陶哲甫先生的家庭成員(包括副主席陶家祈先生)實益擁有由本公司一間附屬公司發展的蘇州兩幢別墅(總建築面積約770.76平方米)，此舉可能構成與本集團競爭的業務。

於二零零五年十一月十六日，陶哲甫先生及其配偶陶潘麗瑤女士已簽訂一份不競爭契約(「契約」)。陶先生及陶太太亦已向本公司提供年度確認書，確認其遵守契約內訂明之不競爭承諾。

Directors' Report

董事會報告

Corporate Governance

A report on the principal corporate governance practices adopted by the Company is set out on pages 29 to 37 of this report.

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public during the year ended 31 December 2013 and up to the date of this report.

Auditor

The consolidated financial statements for the year ended 31 December 2013 have been audited by BDO Limited who will retire and being eligible, offer themselves for appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

TAOCHAIFU Choofuang (C.F. Tao)

Chairman

Hong Kong, 24 March 2014

企業管治

本公司所採納的主要企業管治常規的報告，載於本年報第29至37頁。

足夠的公眾持股量

根據本公司可從公開途徑取得的資料及就本公司董事所知，於二零一三年十二月三十一日止年度及截至本年報日期，本公司已發行股份之公眾持股量為不少於25%。

核數師

截止二零一三年十二月三十一日止年度的綜合財務報表已由香港立信德豪會計師事務所有限公司審核，並將在二零一四年股東週年大會退任，惟有資格亦願意應聘連任。

承董事會命

主席

陶哲甫

香港，二零一四年三月二十四日

Corporate Governance Report

企業管治報告

The Company is committed to the establishment of good corporate practices and procedures. The corporate governance principles of the Company emphasise a quality board, transparency and accountability to all shareholders of the Company.

Throughout the year ended 31 December 2013, save as disclosed below, the Group complied with all the code provisions as set out in the Corporate Governance Code (the “Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). In respect of Code Provision A.6.7 of the Code, a non-executive Director did not attend the annual general meeting of the Company held on 15 May 2013 due to other engagements.

The Board will continue to monitor and review the Group’s corporate governance practices to ensure compliance with the Code.

Board of Directors

Board Composition

The Board comprises five executive directors, one non-executive director and three independent non-executive directors. All five executive directors are members of the executive committee of the Company responsible for dealing with the business of the Company in accordance with all applicable rules and regulations, including but not limited to, the Listing Rules. All Directors (including independent non-executive directors) have been consulted on all major and material matters of the Company.

The Board members for the year ended 31 December 2013 were:

Executive Directors

Mr. TAOCHAIFU Choofuang (*Chairman*)
Mr. TAO Richard (*Vice Chairman*)
Mr. TAO Paul (*Managing Director*)
Mr. KONG Mui Sum Lawrence
Mr. YIM Chun Leung

Non-Executive Director

Mr. CHAN Bernard Charnwut

Independent Non-Executive Directors

Mr. WONG Gary Ka Wai
Mr. SUN Leland Li Hsun
Mr. CHAN Norman Enrique

The number of independent non-executive directors meets the requirements under the Listing Rules and Mr. WONG Gary Ka Wai has the appropriate accounting professional qualification. The Company has appointed a Managing Director instead of a chief executive officer.

The positions of the Chairman and the Managing Director are held separately by two executive directors to ensure their respective independence, accountability and responsibility. The Chairman is responsible for determining overall business strategies of the Group. The duty of the Chairman is to work closely with audit, nomination and remuneration committee of the Company and to ensure that all key and appropriate issues are discussed by the Board in a timely and constructive manner. The Managing Director is responsible for general management of the Group. The Managing Director is also responsible to work closely with the executive committee of the Company to ensure management strategies, plans and performance of the Group are appropriately represented to the Board and to provide guidance to the Board on major issues.

本公司致力建立良好之企業管治慣例及程序，本公司之企業管治原則著重優秀之董事局、透明度及向本公司所有股東問責。

截至二零一三年十二月三十一日止年度，除下文所披露外，本集團一直遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之《企業管治守則》（「守則」）所載之所有守則條文規定。就守則第A.6.7項守則條文而言，非執行董事因其他事務未克出席二零一三年五月十五日舉行之本公司股東週年大會。

董事會將繼續監察及審核本集團之企業管治常規，以確保符合守則之規定。

董事會

董事局之組成

董事局由五名執行董事、一名非執行董事及三名獨立非執行董事組成，所有五名執行董事均為執行委員會成員，負責按照所有適用的規則及條例，其中包括，但不限於上市規則處理本公司之業務。所有董事（包括獨立非執行董事）在本公司所有主要及重大事項上均被諮詢。

截至二零一三年十二月三十一日止年度之董事局成員為：

執行董事

陶哲甫先生（*主席*）
陶家祈先生（*副主席*）
陶錫祺先生（*董事總經理*）
江森森先生
嚴振亮先生

非執行董事

陳智思先生

獨立非執行董事

王家偉先生
孫立勳先生
陳樂文先生

獨立非執行董事之數目已符合上市規則規定及王家偉先生亦具備適當之會計專業資格。本公司已委任一位董事總經理，代替委任一位行政總裁。

主席及董事總經理之職位分別由兩位執行董事出任，以確保其各自之獨立性、問責性及責任承擔。主席負責決定本集團之整體業務策略。主席之職責乃與本公司之審核委員會、提名委員會及薪酬委員會緊密合作，並確保董事會能夠就所有重要及適當事宜，進行及時和具建設性之討論。董事總經理負責本集團之一般管理。董事總經理亦須與本公司之執行委員會緊密合作，以確保管理策略，計劃及表現於董事會中獲得適當的代表，並就主要議題向董事會提供指導。

Corporate Governance Report

企業管治報告

Board of Directors (Cont'd)

Board Composition (Cont'd)

The Board is responsible for corporate strategy, annual and interim results, succession planning, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specially delegated by the Board to the management include the preparation of annual and interim accounts for Board approval before public reporting, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations.

Mr. TAOCHAIFU Choofuang (C.F. TAO), the Chairman of the Company, is the father of Mr. TAO Richard, the Vice Chairman of the Company, and Mr. TAO Paul, Managing Director of the Company. Further details of the Directors are set out on pages 16 to 18 under the section headed "Biographical Details of Directors and Senior Management" of this report.

Each of the independent non-executive directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. The non-executive director and all the independent non-executive directors have contracts with the Company for a period of three years commencing from 14 November 2011 which may be terminated by either party by giving one month's written notice and subject to retirement by rotation at least once every three years in accordance with the articles of association of the Company.

All the minutes of the Board meeting are kept by the company secretary and are available for inspection by the Directors and auditor of the Company.

Attendance Record at Board Meetings

For the year ended 31 December 2013, four full Board meetings were held to review the business of the Group and approve the financial results of the Group. The attendance of individual members at the meetings of the Board are set out as follows:

Executive Director

Mr. TAOCHAIFU Choofuang (Chairman)
Mr. TAO Richard (Vice Chairman)
Mr. TAO Paul (Managing Director)
Mr. KONG Mui Sum Lawrence
Mr. YIM Chun Leung

執行董事

陶哲甫先生(主席)
陶家祈先生(副主席)
陶錫祺先生(董事總經理)
江淼森先生
嚴振亮先生

Non-Executive Director

Mr. CHAN Bernard Charnwut

非執行董事

陳智思先生

Independent Non-Executive Director

Mr. WONG Gary Ka Wai
Mr. SUN Leland Li Hsun
Mr. CHAN Norman Enrique

獨立非執行董事

王家偉先生
孫立勳先生
陳樂文先生

3/4

4/4

4/4

4/4

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4/4

4/4

3/4

董事會(續)

董事局之組成(續)

董事會負責企業策略、年度及中期業績、繼承計劃、風險管理、重大收購、出售及資本交易，及其他主要營運及財務事宜。董事會特別委託管理層執行之主要企業事宜包括籌備年度及中期賬目，以供董事會於對外公布前批核、執行董事會所採納之業務策略及措施、推行妥善內部監控制度及風險管理程序以及遵守有關法定規定、規則與規例。

陶哲甫先生(本公司主席)，為陶家祈先生(本公司副主席)及陶錫祺先生(本公司董事總經理)之父親。有關董事之詳情載於本年報內第16至18頁「董事及高級管理人員之履歷」一節中。

各獨立非執行董事已根據上市規則第3.13條之規定提交年度獨立性確認書。本公司認為，所有獨立非執行董事均符合上市規則第3.13條所載之獨立性指引，並根據指引之條款屬獨立人士。本公司之非執行董事及各獨立非執行董事已與本公司訂立合約，任期由二零一一年十一月十四日起計，任期為三年，若終止其服務合約，其中一方可向另外一方發出一個月的書面通知及根據本公司之組織章程細則，其均須至少每三年於股東週年大會上輪值告退。

董事會會議之所有會議記錄由公司秘書保存及可供本公司之董事及核數師審閱。

董事會會議出席記錄

截至二零一三年十二月三十一日止年度，本集團共召開四次董事會會議以審議本集團之業務及批准本集團之財務業績。董事會之會議中個別成員之出席情況載列如下：

Meetings attended/Number of Meeting held 出席會議次數／舉行會議次數

Corporate Governance Report

企業管治報告

Board of Directors (Cont'd)

Attendance Record at Board Meetings (Cont'd)

Directors have access to relevant and timely information, and they can ask for further information or retain independent professional advisors if necessary. They also have access to the advice and services of the Company Secretary, who is responsible for providing Directors with Board papers and related materials and ensuring that Board procedures are followed. Directors are given sufficient time for discussion at the Board meetings. Where queries are raised by Directors, prompt and full responses will be given if possible.

Directors' Insurance

The Company has arranged appropriate directors and officers liability insurance in respect of legal action against Directors.

Training for Directors

Newly appointed Directors receive comprehensive, formal and tailored induction on their appointments, so as to ensure that they have appropriate understanding of the business and operations of the Group and that they are fully aware of their responsibilities and obligations under the Listing Rules and relevant regulatory requirements. There are also arrangements in place for providing continuing briefing and professional development to Directors at the Company's expenses whenever necessary.

Pursuant to Code A.6.5, Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. During the year, all Directors, namely Mr. TAOCHAI FU Choofuang, Mr. TAO Richard, Mr. TAO Paul, Mr. KONG Mui Sum Lawrence, Mr. YIM Chun Leung, Mr. CHAN Bernard Charnwut, Mr. WONG Gary Ka Wai, Mr. SUN Leland Li Hsun and Mr. CHAN Norman Enrique, have participated in appropriate continuous professional development activities by ways of attending trainings, reading materials or conducting academic research relevant to the Company's business or to the Directors' duties and responsibilities.

Model Code for Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding directors' securities transactions. The obligation to follow the Listing Rules is set out in the terms of the service agreements of each executive director and the letters of appointment of the non-executive director and each independent non-executive director. Having made specific enquiry of all the Directors, the Directors confirmed that they have complied with the required standard as set out in the Model Code for the year ended 31 December 2013.

Board Committees

The Company currently have four committees, namely, the Audit Committee, Remuneration Committee, Nomination Committee and Executive Committee, for overseeing particular aspects of the Company's affairs. Terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are available on the websites of the Company (www.nh-holdings.com) and the Stock Exchange (www.hkex.com.hk). The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

董事會(續)

董事會會議出席記錄(續)

董事均掌握有關及適時的資料，並可在需要之情況下索取進一步資料或尋求獨立專業意見。董事亦可取得公司秘書的意見及服務，公司秘書負責將董事局會議文件及有關資料給予董事，並確保董事局的運作符合程序。董事獲足夠時間在董事局會議上作出討論。若有董事提出問題，必定盡力作出迅速及全面的回應。

董事保險

本公司已就董事可能面對之法律行動安排適當的董事及主要職員責任保險。

董事培訓

新委任董事均會獲得全面、正規及切合彼等需要的入職指引，以確保彼等對本集團業務及運作有恰當的了解，並全面知悉彼等根據上市規則及有關法例規定下之職責及責任。在有需要時，本公司亦會安排向董事提供持續簡介及專業發展，費用由本公司承擔。

根據守則第A.6.5項的規定，董事應參與持續專業發展，發展並更新其知識及技能，以確保彼等在具備全面資訊及切合所需的情況下對董事會作出貢獻。於本年度，所有董事（即陶哲甫先生，陶家祈先生，陶錫祺先生，江森森先生，嚴振亮先生，陳智思先生，王家偉先生，孫立勳先生及陳樂文先生）已參與合適的持續專業發展活動，當中包括出席與本公司業務或與董事職務及責任有關的培訓，閱讀相關的材料或進行相關學術研究等。

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之上市發行人董事進行證券交易之標準守則（「標準守則」），作為其董事進行證券交易之操守守則。各執行董事之服務合約條文及非執行董事及各獨立非執行董事之委任信件中已載有遵守上市規則之責任。經本公司向全體董事作出特定查詢後，全體董事確認，彼等於截至二零一三年十二月三十一日止年度一直遵守標準守則所規定標準。

董事委員會

為監督本公司個別方面的事務，本公司現時設有四個委員會，即審核委員會、薪酬委員會、提名委員會及執行委員會。審核委員會、薪酬委員會、提名委員會的職權範圍登載於本公司網站(www.nh-holdings.com)及聯交所網站(www.hkex.com.hk)。董事委員會具備充足的資源履行其職責，並在恰當的情況下，可應合理的情況下尋求獨立專業的意見，費用由本公司支付。

Corporate Governance Report

企業管治報告

Board Committees (Cont'd)

Audit Committee

The Company established an Audit Committee on 14 November 2005 with terms of reference in compliance with the Code. The Audit Committee consists of independent non-executive directors only.

The members of the Audit Committee are as follows:

Mr. WONG Gary Ka Wai (*Chairman*)
Mr. SUN Leland Li Hsun
Mr. CHAN Norman Enrique

Mr. WONG Gary Ka Wai, who possesses a professional accounting qualification and relevant accounting experience, is the chairman of the Audit Committee. No member of the Audit Committee is a member of the former or existing auditor of the Company.

The primary duties of the Audit Committee are to review and approve the financial reporting process and internal control systems of the Group. During the year, the Audit Committee has reviewed the Group's interim result for the six months ended 30 June 2013. The Group's final results for the year ended 31 December 2013 have been reviewed by the members of the Audit Committee before submission to the Board for approval. The Audit Committee was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure has been made. In December 2013, the Audit Committee has also reviewed the Group's internal control review report prepared by an external independent professional consultant.

Four meetings of the Audit Committee were held during the year. The attendance of each member is set out as follows:

Name of member

成員名稱

Mr. WONG Gary Ka Wai	王家偉先生
Mr. SUN Leland Li Hsun	孫立勳先生
Mr. CHAN Norman Enrique	陳樂文先生

Nomination Committee

The Company established a Nomination Committee on 14 November 2005 with terms of reference in compliance with the Code. The members of the Nomination Committee include one executive director and two independent non-executive directors.

The members of the Nomination Committee are as follows:

Mr. CHAN Norman Enrique (*Chairman*)
Mr. SUN Leland Li Hsun
Mr. TAO Paul

The primary duty of the Nomination Committee is making recommendations to the Board on appointment and removal of directors and management of Board succession. No director was appointed or removed during the year.

董事委員會(續)

審核委員會

本公司於二零零五年十一月十四日成立審核委員會，並根據守則制訂職權範圍。審核委員會成員只包括獨立非執行董事。

審核委員會成員如下：

王家偉先生(主席)
孫立勳先生
陳樂文先生

王家偉先生，彼具有專業會計資格及相關會計經驗，乃審核委員會主席。概無任何審核委員會之成員乃本公司之前任或現任核數師。

審核委員會的主要職務為檢討及批准本集團的財務申報程序及內部監控制度。於年內，審核委員會已審閱本集團截至二零一三年六月三十日止六個月的中期財務業績。本集團截至二零一三年十二月三十一日止年度之業績於提呈董事會批准前已獲審核委員會審閱。審核委員會認為是次業績之籌備乃遵守適用之會計準則及要求以及已作出適當的披露。於二零一三年十二月，審核委員會亦已審閱由外聘獨立專業顧問評估本集團的內部監控報告。

於年內審核委員會共召開四次會議。每位成員之出席情況載列如下：

Meeting attended/Number of Meeting held

出席會議次數/舉行會議次數

Mr. WONG Gary Ka Wai	王家偉先生	4/4
Mr. SUN Leland Li Hsun	孫立勳先生	4/4
Mr. CHAN Norman Enrique	陳樂文先生	4/4

提名委員會

本公司於二零零五年十一月十四日成立提名委員會，並根據守則制訂職權範圍。提名委員會成員包括一名執行董事及兩名獨立非執行董事。

提名委員會成員如下：

陳樂文先生(主席)
孫立勳先生
陶錫祺先生

提名委員會的主要職務為就委任董事及罷免董事以及管理董事會繼任事宜向董事會提出建議。於年內並無委任或罷免董事。

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Board Committees (Cont'd)

Nomination Committee (Cont'd)

The Nomination Committee has considered the past performance, qualification, general market conditions and the Company's articles of association in selecting and recommending directors for retirement by rotation and re-election.

The Nomination Committee resolved that all the existing directors should be recommended to be retained by the Company. Further, in accordance with the Company's articles of association, Mr. CHAN Bernard Charnwut, Mr. SUN Leland Li Hsun and Mr. CHAN Norman Enrique would retire, and being eligible, would offer themselves for re-election at the forthcoming annual general meeting of the Company.

The Company has adopted a Board Diversity Policy (the "Diversity Policy") in August 2013. The Diversity Policy aims to set out the approach to achieve diversity on the Board to ensure that the Board has the balance of skills, experience and diversity of perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. In identifying suitable candidates, the Nomination Committee will consider candidates on merit and against the objective criteria with due regard for the benefits of diversity on the Board. The Nomination Committee will monitor the implementation of the Diversity Policy and review the same as appropriate.

Two meetings of the Nomination Committee were held during the year. The attendance of each member is set out as follows:

Name of member

成員名稱

Mr. CHAN Norman Enrique	陳樂文先生
Mr. SUN Leland Li Hsun	孫立勳先生
Mr. TAO Paul	陶錫祺先生

Meeting attended/Number of Meeting held

出席會議次數/舉行會議次數

2/2
2/2
2/2

Remuneration Committee

The Company established a Remuneration Committee on 14 November 2005 with terms of reference in compliance with the Code. The Remuneration Committee consists of one executive director and two independent non-executive directors.

The members of the Remuneration Committee are as follows:

Mr. SUN Leland Li Hsun (Chairman)
Mr. CHAN Norman Enrique
Mr. TAO Richard

The primary duties of the Remuneration Committee are to review and determine the terms of remuneration packages, bonuses and other compensation payable to Directors and senior management.

董事委員會(續)

提名委員會(續)

提名委員會已考慮以往的表現、資格、一般市場環境及本公司之組織章程細則以甄選及推薦董事輪值告退及重新選舉。

提名委員會決議推薦所有現任董事在本公司留任。再者，根據本公司之組織章程細則，陳智思先生，孫立勳先生及陳樂文先生將於應屆股東週年大會上告退，惟彼符合資格並願意膺選連任。

本公司於二零一三年八月採納董事會成員多元化政策(「多元化政策」)。該政策旨在為達到董事會多元化而訂出之方法，以確保董事會具備所需技巧、經驗及多樣的觀點與角度，包括(但不限於)性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期方面。提名委員會物色合適人選時，會考慮有關人選的長處，並以客觀條件充分顧及董事會成員多元化的裨益。提名委員會將會監察多元化政策之執行及在適當時候檢討該政策。

於年內提名委員會共召開兩次會議。每位成員之出席情況載列如下：

薪酬委員會

本公司於二零零五年十一月十四日成立薪酬委員會，並根據守則制訂職權範圍。薪酬委員會包括一名執行董事及兩名獨立非執行董事。

薪酬委員會成員如下：

孫立勳先生(主席)
陳樂文先生
陶家祈先生

薪酬委員會的主要職務為檢討及釐定應付予董事及高級管理人員的薪酬福利條款、花紅及其他報酬。

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Board Committees (Cont'd)

Remuneration Committee (Cont'd)

During the year, the Remuneration Committee considered and reviewed the existing terms of remuneration of all the Directors based on cost of living adjustment, as well as factors including time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration. The Remuneration Committee considered that the existing terms of remunerations of the Directors were fair and reasonable. Details of the remuneration of the directors for the year ended 31 December 2013 are set out in note 34 to the financial statements.

One meeting of the Remuneration Committee was held during the year. The attendance of each member is set out as follows:

Name of member

成員名稱

Mr. SUN Leland Li Hsun	孫立勳先生
Mr. CHAN Norman Enrique	陳樂文先生
Mr. TAO Richard	陶家祈先生

Executive Committee

The Board has delegated to the Executive Committee the authority of dealing with the operational matters of the Group, save for those matters which are reserved for the Board's decision and approval pursuant to the written terms of reference, which includes taking in charge of major decision making in relation to the day-to-day business operations of the Company, administering the Company's routine resolutions and dealing with adhoc matters, ensuring adequate funding and reporting periodically to the Board. The Executive Committee consists of five executive directors and assumes full accountability to the Board for all operations of the Group.

To comply with the requirement under the Code in respect of the responsibilities for performing the corporate governance duties, the Board has delegated its responsibilities to the Executive Committee to develop, review and monitor the policies and practices on corporate governance of the Group and make recommendations to the Board, to review and monitor the Company's policies and practices on the legal and regulatory compliance, to review and monitor the code of conduct and ethical behavior applicable to the Directors and employees and the training and continuous professional development of Directors and senior management, and to review the Company's compliance with the Code and disclosures in the corporate governance report.

Twenty nine meetings of the Executive Committee were held during the year. The attendance record of each member is set out as follows:

Name of member

成員名稱

Mr. TAOCHAIFU Choofuang (Chairman)	陶哲甫先生(主席)
Mr. TAO Richard (Vice Chairman)	陶家祈先生(副主席)
Mr. TAO Paul (Managing Director)	陶錫祺先生(董事總經理)
Mr. KONG Mui Sum Lawrence	江淼森先生
Mr. YIM Chun Leung	嚴振亮先生

The Executive Committee reviewed the Company's compliance with the Code and the regulatory and statutory requirements during the year under review, and the disclosures of this corporate governance report.

董事委員會(續)

薪酬委員會(續)

於年內，薪酬委員會根據生活水平調整及包括各董事所投入之時間及職責、集團其他的聘用條件及以表現為準則的薪酬條件等因素而考慮及檢討所有董事現時的薪酬條款。薪酬委員會認為現時董事的薪酬條款乃公平合理。截至二零一三年十二月三十一日止年度董事薪酬的詳情載於財務報表附註34。

於年內薪酬委員會共召開一次會議。每位成員之出席情況載列如下：

Meeting attended/Number of Meeting held

出席會議次數/舉行會議次數

1/1
1/1
1/1

執行委員會

除根據書面職權範圍由董事局決定及批准的事項外，執行委員會獲董事局授予整體權限以處理本集團的營運事宜，包括負責有關本公司日常業務運作的重大決定、管理本公司的例行決議案及處理特殊事項、確保有足夠的資金及定期向董事局匯報。執行委員會由五名執行董事組成並須就本集團之所有經營業務向董事局負全責。

為符合守則內有關履行企業管治職責之規定，董事局已向執行委員會授權發展、檢討及監察本集團企業管治之政策及常規，並向董事局提出建議；檢討及監察本公司在遵守法律及監管規定方面的政策及常規；檢討及監察適用於董事及僱員的操守準則及道德行為和董事及高級管理人員的培訓及持續專業發展；以及檢討本公司遵守守則的情況及在企業管治報告內的披露。

於年內本集團共召開二十九次執行委員會會議。每位成員之出席情況載列如下：

Meeting attended/Number of Meeting held

出席會議次數/舉行會議次數

24/29
28/29
27/29
27/29
28/29

執行委員會已檢討本公司於回顧年內對守則以及監管和法則規定方面的遵守概況，以及本企業管治報告內的披露資料。

Internal Control

The Board has overall responsibility for the system of internal controls of the Company and for reviewing its effectiveness. The Board is committed to implementing an effective and sound internal controls system to safeguard the interests of shareholders and the Group's assets. The Board has delegated to the management the implementation of the system of internal controls and the review of all relevant financial, operational, compliance controls and risk management function within an established framework.

During the year under review, the Company engaged an external independent professional consultant to review the effectiveness of certain of the Group's system of internal controls. Relevant applicable recommendations made by the consultant in the previous year have already been implemented in stages by the Group to further enhance its internal control policies, procedures and practices.

Shareholders' Rights

1. Convening an extraordinary general meeting ("EGM")

One or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid-up capital of the Company having the right of voting at general meetings can deposit a written request to convene an EGM at the principal place of business of the Company in Hong Kong ("Hong Kong Office"), for the attention of the Board or the Company Secretary. If within 21 days of such deposit of the requisition, the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

The notice period to be given to all the registered shareholders in respect of the EGM varies according to the nature of the proposal as follows:

- At least 14 clear days' notice (the notice period must include 10 clear business days) in writing if no special resolution is to be considered at the EGM.
- At least 21 clear days' notice (the notice period must include 10 clear business days) in writing if a special resolution is to be considered at the EGM.

2. Right to put forward proposals at general meetings

There are no provisions allowing shareholders to move new resolutions at the general meetings under the Cayman Islands Companies Law (2013 Revision) or the articles of association of the Company. Shareholders who wish to move a resolution may request the Company to convene an EGM as stipulated in above paragraph 1.

內部監控

董事會對本公司內部監控系統及對檢討其效率承擔整體責任。董事會致力落實有效及良好的內部監控系統，以保障股東利益及本集團資產。董事已委派管理層落實內部監控系統，並檢討已建立的架構內的所有相關財務、營運、遵守規例監控及風險管理效能。

於回顧年內，公司外聘獨立專業顧問評估本集團若干內部監控系統之成效。去年顧問於提出的相關適用推薦意見已獲本集團分階段實行以進一步改進其內部監控政策、程序和慣例。

股東權利

1. 召開股東特別大會(「股東特別大會」)

一名或多名股東於交付提呈要求當日持有不少於有權於股東大會上投票之本公司已繳足股本十分之一，可將召開股東特別大會的書面要求送達本公司之香港主要營業地點(「香港辦事處」)，註明董事會或公司秘書收啟。倘於交付該提呈要求後二十一日內，董事會未能召開該會議，則提呈者可自行召開會議，而因董事會未能召開會議導致提呈者產生的一切合理開支，須由本公司向提呈者補償。

給予所有登記股東的通知期會因應股東特別大會的議案性質而有所不同，具體情況如下：

- 倘無特別決議案須於股東特別大會上考慮，須至少十四個完整日之書面通知(通知期須包括十個完整營業日)。
- 倘特別決議案須於股東特別大會上考慮，須至少二十一個完整日之書面通知(通知期須包括十個完整營業日)。

2. 於股東大會提出議案之權利

根據開曼群島公司法(二零一三年修訂版)或本公司組織章程細則概無條文允許股東於股東大會上提呈新決議案。股東欲提呈決議案，可根據上文第一段列明之程序要求本公司召開股東特別大會。

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Shareholders' Rights (Cont'd)

3. Right to propose a person for election as a director

If a shareholder of the Company wishes to nominate a person other than a retiring Director or a person recommended by the Board to stand for election as a Director of the Company, the shareholder concerned shall lodge with the Company (for the attention of the Company Secretary) at the Hong Kong Office or at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, a duly signed nomination form which includes, inter alia, the intention to propose that person for election as a Director, notice in writing by that person of his willingness to be elected, and the information required by the Listing Rules.

The period for lodgement of the nomination form will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which the nomination form and associated documents may be given to the Company will be at least 7 days.

4. Right to put enquiry to the Board

Shareholders have the right to put enquiries to the Board. All enquiries must be in writing with contact information of the person making the enquiry and deposited at the Hong Kong Office for the attention of the Company Secretary.

Detailed procedures can be found in the document entitled "Shareholders' Rights" which is available on the Company's website.

Communication with Shareholders

The Chairman of the Board and chairmen of the committees of the Board attended the annual general meeting of the Company held on 15 May 2013 to attend to and answer questions and proposals raised by the shareholders of the Company thereat. Details of Directors' attendance record of general meeting(s) during the year ended 31 December 2013 are as follows:

Executive Director

Mr. TAOCHAIFU Choofuang (Chairman)
Mr. TAO Richard (Vice Chairman)
Mr. TAO Paul (Managing Director)
Mr. KONG Mui Sum Lawrence
Mr. YIM Chun Leung

執行董事

陶哲甫先生(主席)
陶家祈先生(副主席)
陶錫祺先生(董事總經理)
江淼森先生
嚴振亮先生

Non-Executive Director

Mr. CHAN Bernard Charnwut

非執行董事

陳智思先生

Independent Non-Executive Director

Mr. WONG Gary Ka Wai
Mr. SUN Leland Li Hsun
Mr. CHAN Norman Enrique

獨立非執行董事

王家偉先生
孫立勳先生
陳樂文先生

股東權利(續)

3. 提名一名人士競選董事之權利

如股東欲提名一名人士競選董事(告退董事或董事會推薦人士除外)，應向本公司遞交正式簽署之提名表格，其中包括，該股東有意提名該人士競選董事，該提名人士願意參選之通知書，及上市規則規定之資料至香港辦事處(註明公司秘書收啟)或本公司之股份過戶登記分處卓佳證券登記有限公司。

遞交提名表格的開始日期不得早於寄發有關選舉的股東大會通知翌日，而遞交提名表格的最後日期則不得遲於該股東大會日期前七日；提名表格及相關文件遞交予本公司之期間將最少為七日。

4. 向董事會作出查詢之權利

股東有權向董事會作出查詢，所有查詢須以書面方式連同查詢者之聯絡資料送達香港辦事處，註明公司秘書收啟。

有關程序詳情可於本公司網站刊載的文件「股東權利」中查閱。

與股東的溝通

董事會主席及董事會委員會主席均已出席本公司於二零一三年五月十五日舉行的股東週年大會，並回應本公司股東於大會上的提問。截至二零一三年十二月三十一日止年度內，董事出席股東大會的詳情如下：

Meeting attended/Number of Meeting held 出席會議次數/舉行會議次數

Mr. TAOCHAIFU Choofuang (Chairman)	陶哲甫先生(主席)	1/1
Mr. TAO Richard (Vice Chairman)	陶家祈先生(副主席)	1/1
Mr. TAO Paul (Managing Director)	陶錫祺先生(董事總經理)	1/1
Mr. KONG Mui Sum Lawrence	江淼森先生	1/1
Mr. YIM Chun Leung	嚴振亮先生	1/1
Mr. CHAN Bernard Charnwut	陳智思先生	0/1
Mr. WONG Gary Ka Wai	王家偉先生	1/1
Mr. SUN Leland Li Hsun	孫立勳先生	1/1
Mr. CHAN Norman Enrique	陳樂文先生	1/1

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Investor Relationship and Communication

The Company strives to achieve a high level of transparency in communicating with shareholders and the investment community at large. Briefings and meetings with institutional investors and analysts are conducted at opportune times. The Company is committed to continuing to maintain an open and effective investor communication policy and to update investors on relevant information on its business in a timely manner, subject to relevant regulatory requirements. In order to ensure effective, clear and accurate communications with the investors and analysts, all corporate communications are arranged and handled by the executive directors with the assistance of an independent corporate communication firm and designated senior executives according to established practices and procedures of the Company. The Company has announced results of the year under review in a timely manner.

Directors' and Auditor's Responsibilities for the Financial Statements

The Directors are responsible for the preparation of financial statements which give a true and fair view. In preparing such financial statements, it is fundamental that appropriate accounting policies are selected and applied consistently.

The auditor's responsibility is to express an independent opinion, based on their audit, on those financial statements and to report their opinion to the shareholders of the Company, as a body, and for no other purpose. The auditor does not assume responsibility towards or accept liability to any other person for the contents of the independent auditor's report.

The Directors acknowledge their responsibilities for the preparation of the financial statements for each financial year which give a true and fair view of the state of affairs of the Group and of results and cash flows for that year. In preparing the financial statements for the year ended 31 December 2013, the Directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards and Interpretations; made adjustments and estimates that are prudent and reasonable; and have prepared the financial statements on the going concern basis. The Directors also ensure the timely publication of the financial statements of the Group.

Auditor's Remuneration

The fee in respect of audit and non-audit services provided to the Group by independent auditor for the year ended 31 December 2013 amounted to HK\$1,350,000 and HK\$167,000 respectively.

與投資者的關係及溝通

本公司與股東及投資界溝通時，一直盡力達到高透明度。本公司於適當時候為機構投資者及分析員舉行簡報會及會議。本公司致力按照有關監管規定，繼續維持公開及有效的投資者溝通政策，並及時向投資者提供最新的業務資料。為確保與投資者及分析家維持有效、清晰而準確的溝通渠道，所有企業通訊事宜均按照本公司的既定慣例及程序，由執行董事透過一間獨立企業通訊公司協助下及專責高級行政人員處理。本公司已於回顧年度內按時宣佈業績。

董事及核數師就財務報表承擔之責任

董事須負責編製真實而公正之財務報表。在編製該等財務報表時，董事必須貫徹選擇及採用合適之會計政策。

核數師之責任是根據審核工作之結果，對該等財務報表作出獨立意見，將此意見僅向本公司之股東報告，不作其他用途。核數師並不就獨立核數師報告書內容向任何其他人士負上責任或承擔法律責任。

董事確認，其職責為就每個財政年度編製可真實而公平地反映本集團業務狀況及該年度之業績及現金流量之財務報表。編製截至二零一三年十二月三十一日止年度之財務報表時，對已挑選及貫徹應用合適之會計政策，採納適當的香港財務報告準則、香港會計準則及註釋、審慎及合理地作出調整及估計，並以持續營運基準準備財務報表。董事亦確保準時刊發本集團之財務報表。

核數師酬金

截至二零一三年十二月三十一日止年度，獨立核數師對本集團提供的核數和非核數服務所收取之費用分別為1,350,000港元及167,000港元。

Independent Auditor's Report

獨立核數師報告



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永安中心25樓

To the Shareholders of New Heritage Holdings Ltd.
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of New Heritage Holdings Ltd. ("the Company") and its subsidiaries (together "the Group") set out on pages 40 to 135, which comprise the consolidated and company statements of financial position as at 31 December 2013, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with the terms of our engagement, 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.

致新澤控股有限公司股東
(於開曼群島註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審計列載於第40至135頁新澤控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下簡稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一三年十二月三十一日的綜合及公司財務狀況報表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責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。

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,並按照審計業務約定書的條文僅向整體股東報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。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。

BDO Limited
香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.



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 2013 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.

BDO Limited

Certified Public Accountants

Chiu Wing Cheung Ringo

Practising Certificate Number: P04434

Hong Kong, 24 March 2014

審計涉及執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，核數師考慮與該實體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，但目的並非對實體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 貴集團於二零一三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。

香港立信德豪會計師事務所有限公司

執業會計師

招永祥

執業證書編號：P04434

香港，二零一四年三月二十四日

Consolidated Income Statement

綜合收益表

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

		Notes 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Revenue	收益	7	212,402	272,102
Cost of sales	銷售成本		(180,693)	(223,202)
Gross profit	毛利		31,709	48,900
Other income	其他收入	7	9,101	4,736
Selling expenses	銷售開支		(9,384)	(10,154)
Administrative expenses	行政開支		(39,927)	(55,548)
Fair value adjustments on investment properties	投資物業的公允價值調整	15	11,101	22,337
(Loss)/Gain on disposal of investment properties	出售投資物業的(虧損)/收益		(150)	2,477
Gain on deregistration of a subsidiary	註銷一間附屬公司的收益	29	8,898	–
Impairment loss on goodwill	商譽減值虧損	13	(7,799)	–
Finance costs	融資成本	8	(1,828)	(1,937)
Share of results of associates	應佔聯營公司業績		19,848	20,417
Profit before income tax	除所得稅前盈利	9	21,569	31,228
Income tax expense	所得稅開支	10	(26,230)	(15,730)
(Loss)/Profit for the year	年度(虧損)/盈利		(4,661)	15,498
(Loss)/Profit for the year attributable to:	以下人士應佔年度(虧損)/盈利			
Owners of the Company	本公司股東		(14,739)	8,208
Non-controlling interests	非控股權益		10,078	7,290
			(4,661)	15,498
(Loss)/Earnings per share attributable to the owners of the Company during the year	年內本公司股東應佔每股(虧損)/盈利	12	HK cents 港仙	HK cents 港仙
– Basic	– 基本		(1.14)	0.64
– Diluted	– 攤薄		N/A 不適用	0.64

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
(Loss)/Profit for the year	年度(虧損)/盈利	(4,661)	15,498
Other comprehensive income	其他全面收益		
Items that may be reclassified subsequently to profit or loss:	隨後或會重新分類至損益之項目:		
Exchange gain on translation of foreign operations of subsidiaries	換算附屬公司的境外業務的匯兌收益	30,543	8,148
Share of exchange gain on translation of foreign operation of an associate	應佔換算一間聯營公司境外業務的匯兌收益	4,475	908
Items that will not be reclassified subsequently to profit or loss:	隨後不會重新分類至損益之項目:		
Reclassification of exchange reserve upon deregistration of a subsidiary	註銷一間附屬公司時重新分類之匯兌儲備	(8,898)	-
Share of revaluation surplus of an associate's hotel property	應佔一間聯營公司酒店物業的重估盈餘	1,127	4,014
Other comprehensive income for the year, net of tax	年度其他全面收益(扣減稅項後)	27,247	13,070
Total comprehensive income for the year	年度全面收益總額	22,586	28,568
Total comprehensive income attributable to:	以下人士應佔全面收益總額:		
Owners of the Company	本公司股東	6,405	19,631
Non-controlling interests	非控股權益	16,181	8,937
		22,586	28,568

Consolidated Statement of Financial Position

綜合財務狀況報表

As at 31 December 2013
於二零一三年十二月三十一日

	Notes 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
ASSETS AND LIABILITIES			
Non-current assets			
Goodwill	13	29,249	37,048
Property, plant and equipment	14	47,611	49,359
Investment properties	15	318,899	304,594
Interests in associates	17	137,922	137,402
Deferred tax assets	18	173	167
		533,854	528,570
Current assets			
Properties held under development	19	457,085	418,816
Properties held for sale	20	343,501	294,334
Inventories	21	67	65
Accounts receivable	22	166	139
Deposits paid, prepayments and other receivables	23	47,543	32,486
Tax recoverable		22,648	12,338
Restricted bank deposits	32	36,230	38,876
Cash and bank balances	33	435,782	290,999
		1,343,022	1,088,053
Total assets		1,876,876	1,616,623
Current liabilities			
Accounts payable	24	112,179	92,197
Accruals, deposits received and other payables	25	416,245	135,810
Convertible notes	27	42,140	–
Borrowings	26	85,173	219,527
		655,737	447,534
Net current assets		687,285	640,519
Total assets less current liabilities		1,221,139	1,169,089
Non-current liabilities			
Borrowings	26	96,455	19,771
Convertible notes	27	–	74,350
Deferred tax liabilities	18	53,747	47,347
		150,202	141,468
Total liabilities		805,939	589,002
NET ASSETS		1,070,937	1,027,621
EQUITY			
Capital and reserves attributable to the owners of the Company			
Share capital	28	13,246	12,854
Reserves	31(a)	960,079	915,542
Proposed final dividend	11	–	2,571
		973,325	930,967
Non-controlling interests		97,612	96,654
TOTAL EQUITY		1,070,937	1,027,621

TAO Richard
陶家祈
Director
董事

TAO Paul
陶錫祺
Director
董事

Statement of Financial Position

財務狀況報表

As at 31 December 2013
於二零一三年十二月三十一日

	Notes 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
ASSETS AND LIABILITIES			
Non-current assets			
Investments in subsidiaries	16(a)	133,960	133,936
Current assets			
Prepayments		408	327
Amounts due from subsidiaries	16(b)	461,762	471,811
Cash and bank balances	33	4,890	1,003
		467,060	473,141
Total assets		601,020	607,077
Current liabilities			
Accruals and other payables		5,009	4,898
Amount due to a subsidiary	16(b)	–	181
Convertible notes	27	42,140	–
Financial guarantee contracts	37	1,017	1,591
		48,166	6,670
Net current assets		418,894	466,471
Total assets less current liabilities		552,854	600,407
Non-current liability			
Convertible notes	27	–	74,350
		–	74,350
Total liabilities		48,166	81,020
NET ASSETS		552,854	526,057
EQUITY			
Capital and reserves attributable to the owners of the Company			
Share capital		13,246	12,854
Reserves	28	539,608	510,632
Proposed final dividend	31(b)	–	2,571
	11	–	–
TOTAL EQUITY		552,854	526,057

TAO Richard
陶家祈
Director
董事

TAO Paul
陶錫祺
Director
董事

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cash flows from operating activities	經營活動的現金流量		
Profit before income tax	除所得稅前盈利	21,569	31,228
Adjustments for:	調整項目：		
Depreciation	折舊	2,271	3,289
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	8	8,174
Loss/(Gain) on disposal of investment properties	出售投資物業的虧損/(收益)	150	(2,477)
Loss on early repayment of loans from non-controlling shareholders	提前償還非控股股東貸款的虧損	27	-
Fair value adjustments on investment properties	投資物業的公允價值調整	(11,101)	(22,337)
Equity-settled employee share-based payments	以權益結算股份支付的僱員款項	-	2,947
Share of results of associates	應佔聯營公司業績	(19,848)	(20,417)
Impairment loss on amount due from an associate	應收一間聯營公司款項的減值虧損	-	192
Impairment loss on goodwill	商譽減值虧損	7,799	-
Impairment loss on other receivables	其他應收款項的減值虧損	74	1,602
Impairment loss on properties held for sale	待售物業的減值虧損	14,836	759
Interest income	利息收入	(5,509)	(3,325)
Interest expenses	利息開支	1,828	1,937
Operating profit before working capital changes	未計營運資金變動前經營盈利	12,104	1,572
(Increase)/Decrease in properties held under development and properties held for sale	發展中物業及待售物業(增加)/減少	(65,978)	42,196
(Increase)/Decrease in inventories	存貨(增加)/減少	(2)	9
Increase in accounts receivable	應收賬款增加	(27)	(55)
(Increase)/Decrease in deposits paid, prepayments and other receivables	已付按金、預付款項及其他應收款項(增加)/減少	(15,131)	14,864
Increase in accounts payable, accruals, deposits received and other payables	應付賬款、應計費用、已收按金及其他應付款項增加	289,280	48,658
Cash generated from operations	經營活動產生的現金	220,246	107,244
Interest paid	已付利息	(3,686)	(10,598)
Income taxes paid	已付所得稅	(31,645)	(18,636)
Net cash generated from operating activities	經營活動產生的現金淨額	184,915	78,010

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

	Note 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cash flows from investing activities			
Purchase of property, plant and equipment		(581)	(295)
Proceeds from disposal of property, plant and equipment		28	173
Proceeds from sale of investment properties		6,541	20,017
Placement of short-term time deposits with maturity beyond three months but within one year		(78,000)	–
Placement of structured bank deposit		(1,277)	–
Dividends received from an associate		24,929	22,051
Interest received		5,509	3,325
Decrease in restricted bank deposits		2,646	53,984
Net cash (used in)/generated from investing activities		(40,205)	99,255
Cash flows from financing activities			
Proceeds from issuance of share capital		1,737	203
Proceeds from new borrowings		73,180	32,000
Repayments of borrowings		(133,184)	(173,074)
Return to a non-controlling shareholder upon deregistration of a subsidiary		(15,223)	–
Interest paid on convertible notes		(4,425)	(4,513)
Dividends paid to Company's owners		(2,579)	(3,854)
Dividends paid to a non-controlling shareholder of a subsidiary		–	(3,367)
Net cash used in financing activities		(80,494)	(152,605)
Net increase in cash and cash equivalents		64,216	24,660
Effect of exchange rate changes on cash and cash equivalents		1,290	614
Cash and cash equivalents at 1 January		290,999	265,725
Cash and cash equivalents at 31 December	33	356,505	290,999

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

		Attributable to owners of the Company 本公司股東應佔權益												
		Share capital	Share premium	Share option reserves	Convertible notes equity reserves	Merger reserve	Hotel property, plant and equipment revaluation reserve	Exchange reserve	Statutory reserve	Retained profits	Proposed final dividend	Total	Non-controlling interests	Total equity
		股本	股份溢價	購股權儲備	可換股票據權益儲備	合併儲備	酒店物業、廠房及設備重估儲備	匯兌儲備	法定儲備	保留盈利	擬派末期股息	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance as at 1 January 2012	於二零一二年一月一日的結餘	12,845	488,664	-	900	89,936	19,276	124,479	31,069	141,017	3,854	912,040	91,084	1,003,124
2011 final dividend paid	已付二零一一年末期股息	-	-	-	-	-	-	-	-	-	(3,854)	(3,854)	-	(3,854)
Dividend paid to a non-controlling shareholder	已付一名非控股股東股息	-	-	-	-	-	-	-	-	-	-	-	(3,367)	(3,367)
Equity-settled employee share-based payments (note 30)	以權益結算股份支付的僱員款項(附註30)	-	-	2,947	-	-	-	-	-	-	-	2,947	-	2,947
Arising from issue of ordinary shares on exercise of share options (note 28)	因行使購股權發行普通股而產生(附註28)	9	194	-	-	-	-	-	-	-	-	203	-	203
Transfer (note 28)	轉撥(附註28)	-	76	(76)	-	-	-	-	-	-	-	-	-	-
		9	270	2,871	-	-	-	-	-	-	(3,854)	(704)	(3,367)	(4,071)
Profit for the year	年度盈利	-	-	-	-	-	-	-	-	8,208	-	8,208	7,290	15,498
Other comprehensive income	其他全面收益													
Exchange gain on translation of foreign operations of subsidiaries	換算附屬公司的境外業務的匯兌收益	-	-	-	-	-	-	6,501	-	-	-	6,501	1,647	8,148
Share of exchange gain on translation of foreign operation of an associate	應佔換算一間聯營公司的境外業務的匯兌收益	-	-	-	-	-	-	908	-	-	-	908	-	908
Share of revaluation surplus of an associate's hotel property	應佔一間聯營公司酒店物業的重估盈餘	-	-	-	-	-	4,014	-	-	-	-	4,014	-	4,014
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	-	4,014	7,409	-	8,208	-	19,631	8,937	28,568
Transfer	轉撥	-	-	-	-	-	-	-	388	(388)	-	-	-	-
Share of an associate's statutory reserve	應佔一間聯營公司法定儲備	-	-	-	-	-	-	-	2,686	(2,686)	-	-	-	-
Proposed final dividend (note 11)	擬派末期股息(附註11)	-	-	-	-	-	-	-	-	(2,571)	2,571	-	-	-
Balance as at 31 December 2012	於二零一二年十二月三十一日的結餘	12,854	488,934	2,871	900	89,936	23,290	131,888	34,143	143,580	2,571	930,967	96,654	1,027,621

Consolidated Statement of Changes in Equity (Continued)

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

綜合權益變動表(續)

		Attributable to owners of the Company 本公司股東應佔權益											Total equity	
		Share capital	Share premium	Share option reserves	Convertible notes equity reserves	Merger reserve	Hotel property, plant and equipment revaluation reserve	Exchange reserve	Statutory reserve	Retained profits	Proposed final dividend	Non- controlling interests		
		股本	股份溢價	購股權 儲備	可換股 票據權益 儲備	合併儲備	酒店物業、 廠房及 設備重估 儲備	匯兌儲備	法定儲備	保留盈利	擬派 末期股息	非控股 權益		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元
Balance as at 1 January 2013	於二零一三年一月一日的結餘	12,854	488,934	2,871	900	89,936	23,290	131,888	34,143	143,580	2,571	930,967	96,654	1,027,621
2012 final dividend paid	已付二零一二年末期股息	-	-	-	-	-	-	-	-	(8)	(2,571)	(2,579)	-	(2,579)
Return to a non-controlling shareholder upon deregistration of a subsidiary	註銷一間附屬公司後退還非控股股東	-	-	-	-	-	-	-	-	-	-	-	(15,223)	(15,223)
Arising from issue of ordinary shares on exercise of share options (note 28)	因行使購股權發行普通股而產生(附註28)	74	1,663	-	-	-	-	-	-	-	-	1,737	-	1,737
Arising from issue of ordinary shares on compulsory conversion of convertible notes (notes 27 and 28)	因強制兌換可換股票據發行普通股而產生(附註27及28)	318	36,477	-	-	-	-	-	-	-	-	36,795	-	36,795
Transfer (notes 27 and 28)	轉撥(附註27及28)	-	1,076	(656)	(420)	-	-	-	-	-	-	-	-	-
		392	39,216	(656)	(420)	-	-	-	-	(8)	(2,571)	35,953	(15,223)	20,730
(Loss)/Profit for the year	年度(虧損)/盈利	-	-	-	-	-	-	-	-	(14,739)	-	(14,739)	10,078	(4,661)
Other comprehensive income	其他全面收益													
Exchange gain on translation of foreign operations of subsidiaries	換算附屬公司的境外業務的匯兌收益	-	-	-	-	-	-	24,440	-	-	-	24,440	6,103	30,543
Share of exchange gain on translation of foreign operation of an associate	應佔換算一間聯營公司的境外業務的匯兌收益	-	-	-	-	-	-	4,475	-	-	-	4,475	-	4,475
Share of revaluation surplus of an associate's hotel property	應佔一間聯營公司酒店物業的重估盈餘	-	-	-	-	-	1,127	-	-	-	-	1,127	-	1,127
Reclassification of exchange reserve upon deregistration of a subsidiary	註銷一間附屬公司時匯兌儲備的重新分類	-	-	-	-	-	-	(8,898)	-	-	-	(8,898)	-	(8,898)
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	-	1,127	20,017	-	(14,739)	-	6,405	16,181	22,586
Release of statutory reserve upon deregistration of a subsidiary	註銷一間附屬公司而撥回的法定儲備	-	-	-	-	-	-	-	(3,856)	3,856	-	-	-	-
Transfer	轉撥	-	-	-	-	-	-	-	2,030	(2,030)	-	-	-	-
Share of an associate's statutory reserve	應佔一間聯營公司法定儲備	-	-	-	-	-	-	-	428	(428)	-	-	-	-
Balance as at 31 December 2013	於二零一三年十二月三十一日的結餘	13,246	528,150	2,215	480	89,936	24,417	151,905	32,745	130,231	-	973,325	97,612	1,070,937

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited ("Stock Exchange").

The address of the Company's registered office and principal place of business are Clifton House, 75 Fort Street, P.O. Box 1350 GT, George Town, Grand Cayman, Cayman Islands and Room 2301, 23/F, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong respectively.

The principal activity of the Company is investment holding and the principal activities of the subsidiaries are set out in note 16(a) to the financial statements.

The financial statements for the year ended 31 December 2013 were approved for issue by the board of directors on 24 March 2014.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

(a) Adoption of new and revised HKFRSs – first effective on 1 January 2013

In the current year, the Group has applied for the first time the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), which are relevant to and effective for the Group's financial statements for the annual year beginning on 1 January 2013:

HKFRSs (Amendments)	Annual Improvements 2010-2012 Cycle
Amendments to HKAS 1 (Revised)	Presentation of Items of Other Comprehensive Income
Amendments to HKFRS 7 and HKFRS 10	Offsetting Financial Assets and Financial Liabilities Consolidated Financial Statements
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 13	Fair Value Measurement
HKAS 19 (2011)	Employee Benefits
HKAS 27 (2011)	Separate Financial Statements
HKAS 28 (2011)	Investments in Associates and Joint Ventures

Except as explained below, the adoption of these new and revised HKFRSs has no material impact on the Group's financial statements.

1. 一般資料

本公司於開曼群島註冊成立為一間獲豁免有限公司。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司註冊辦事處及主要營業地點分別為Clifton House, 75 Fort Street, P.O. Box 1350 GT, George Town, Grand Cayman, Cayman Islands及香港灣仔告士打道77-79號富通大廈23樓2301室。

本公司的主要業務為投資控股，附屬公司的主要業務載於財務報表附註16(a)。

董事會已於二零一四年三月二十四日批准刊發截至二零一三年十二月三十一日止年度的財務報表。

2. 採納香港財務報告準則(「香港財務報告準則」)

(a) 採納新訂及經修訂之香港財務報告準則—自二零一三年一月一日起首次生效

於本年度，本集團首次採納下列香港會計師公會(「香港會計師公會」)所頒佈與本集團的財務報表相關及於二零一三年一月一日開始的年度生效的新訂及經修訂的香港財務報告準則。

香港財務報告準則 (修訂本)	香港財務報告準則的年度改進 (二零一零年至二零一二年週期)
香港會計準則第1號的修訂本(經修訂)	財務報表的呈列—其他全面收益項目的呈列
香港財務報告準則第7號的修訂本	抵銷金融資產及金融負債
香港財務報告準則第10號修訂本	綜合財務報表
香港財務報告準則第12號	披露於其他實體的權益
香港財務報告準則第13號	公允價值計量
香港會計準則第19號 (二零一一年)	僱員福利
香港會計準則第27號 (二零一一年)	獨立財務報表
香港會計準則第28號 (二零一一年)	於聯營公司及合資企業的投資

除下文所述外，採納該等香港財務會計準則之新訂及經修訂對於本集團的財務報表無任何重大影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

(a) Adoption of new and revised HKFRSs – first effective on 1 January 2013 (Cont’d)

HKFRSs (Amendments) – Annual Improvements 2010-2012 Cycle

The Basis of Conclusions for HKFRS 13 Fair Value Measurement was amended to clarify that short-term receivables and payables with no stated interest rate can be measured at their invoice amounts without discounting, if the effect of discounting is immaterial. This is consistent with the Group’s existing accounting policy.

Amendments to HKAS1 (Revised) – Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit and loss in the future and those that may not. Tax on items of other comprehensive income is allocated and disclosed on the same basis.

The Group has adopted the amendments retrospectively for the financial year ended 31 December 2013. Items of other comprehensive income that may and may not be reclassified to profit and loss in the future have been presented separately in the consolidated statement of comprehensive income. The comparative information has been restated to comply with the amendments. As the amendments affect presentation only, there are no effects on the Group’s financial position or performance.

Amendments to HKFRS 7 – Offsetting Financial Assets and Financial Liabilities

HKFRS 7 is amended to introduce disclosures for all recognised financial instruments that are set off under HKAS 32 and those that are subject to an enforceable master netting agreement or similar arrangement, irrespective of whether they are set off under HKAS 32.

The adoption of the amendments has no impact on these financial statements as the Group has not offset financial instruments, nor has it entered into a master netting agreement or a similar arrangement.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(a) 採納新訂及經修訂之香港財務報告準則 – 自二零一三年一月一日起首次生效(續)

香港財務報告準則(修訂本) – 二零一零年至二零一二年週期的年度改進

香港財務報告準則第13號公允價值計量對計算基準作出修訂，闡明倘折讓之影響並不重大，無既定利率之短期應收款項及應付款項可按其未折讓之發票金額計量。有關修訂與本集團之現有會計政策一致。

香港會計準則第1號的修訂本(經修訂) – 其他全面收益項目的呈列

香港會計準則第1號的修訂本(經修訂)規定本集團將呈列於其他全面收益的項目分為隨後或會重新分類至損益之項目及隨後不會重新分類至損益之項目。就其他全面收益項目繳納的稅項會按相同基準進行分配及披露。

本集團已於截至二零一三年十二月三十一日止財政年度追溯採納有關修訂。隨後或會及未必會重新分類至損益之其他全面收益項目已於綜合全面收益表單獨呈列。比較資料經已作出重列，以符合有關修訂。由於有關修訂僅會影響呈列，本集團之財務狀況或表現並不會受到影響。

香港財務報告準則第7號的修訂本 – 抵銷金融資產及金融負債

香港財務報告準則第7號之修訂對根據香港會計準則第32號抵銷之所有已確認金融工具以及受限於可執行之總淨額結算協議或類似安排者(而不論是否根據香港會計準則第32號抵銷)引入披露規定。

由於本集團無抵銷金融工具，亦無訂立總淨額結算協議或類似安排，採納該等修訂對該等財務報表並無重大影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

(a) Adoption of new and revised HKFRSs – first effective on 1 January 2013 (Cont’d)

HKFRS 10 – Consolidated Financial Statements

HKFRS 10 introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. HKFRS 10 contains extensive guidance on the assessment of control. For example, the standard introduces the concept of “de facto” control where an investor can control an investee while holding less than 50% of the investee’s voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them.

The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor. An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The accounting requirements in HKAS 27 (2008) on other consolidation related matters are carried forward unchanged. The Group has changed its accounting policy in determining whether it has control of an investee and therefore is required to consolidate that interest (see note 4(b)).

The adoption of HKFRS 10 does not have any material impact on the Group’s financial position or performance.

HKFRS 12 – Disclosure of Interests in Other Entities

HKFRS 12 integrates and makes consistent the disclosure requirements about interests in subsidiaries, associates and joint arrangements. It also introduces new disclosure requirements, including those related to unconsolidated structured entities. The general objective of the standard is to enable users of financial statements to evaluate the nature and risks of a reporting entity’s interests in other entities and the effects of those interests on the reporting entity’s financial statements.

HKFRS 12 disclosures are provided in notes 16 and 17. As the new standard affects only disclosure, there is no effect on the Group’s financial position and performance.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(a) 採納新訂及經修訂之香港財務報告準則 – 自二零一三年一月一日起首次生效(續)

香港財務報告準則第10號 – 綜合財務報表

香港財務報告準則第10號就綜合計算所有被投資實體引入單一控股權模式。當投資者有權控制被投資方(不論實際上是否有行使該權力)、對來自被投資方之浮動回報享有之承擔或權利,以及能運用對被投資方之權力以影響該等回報時,投資者即擁有控制權。香港財務報告準則第10號載有評估控制權之詳細指引。例如,該準則引入「實際」控制權之概念,倘相對其他個人股東之表決權益之數量及分散情況,投資者之表決權益數量足以佔優,使其獲得對被投資方之權力,持有被投資方表決權少於50%之投資者仍可控制被投資方。潛在表決權僅在實質存在(即持有人有實際能力可行使該等表決權)時,在分析控制權時考慮。

該準則明確要求評估具有決策權之投資者是以委託人或代理人身份行事,以及具有決策權之其他各方是否以投資者之代理人身份行事。代理人獲委聘以代表另一方及為另一方之利益行事,故在其行使其決策權時並不控制被投資方。香港會計準則第27號(二零零八年)有關其他綜合計算相關事項之會計規定貫徹不變。本集團已更改其釐定其是否對被投資方擁有控制權的會計政策,因此需將有關權益合併處理(見附註4(b))。

採納香港財務報告準則第10號並無對本集團之財務狀況或業績構成任何重大影響。

香港財務報告準則第12號 – 披露於其他實體的權益

香港財務報告準則第12號整合有關於附屬公司、聯營公司及合營安排之權益之披露規定,並使有關規定貫徹一致。該準則亦引入新披露規定,包括有關非綜合計算結構實體之披露規定。該準則之一般目標是令財務報表使用者可評估呈報實體於其他實體之權益之性質及風險,以及該等權益對呈報實體之財務報表之影響。

香港財務報告準則第12號披露載於附註16與附註17。由於新增準則僅會影響披露,故本集團之財務狀況及表現並未受到影響。

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財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

(a) Adoption of new and revised HKFRSs – first effective on 1 January 2013 (Cont’d)

HKFRS 13 – Fair Value Measurement

HKFRS 13 provides a single source of guidance on how to measure fair value when it is required or permitted by other standards. The standard applies to both financial and non-financial items measured at fair value and introduces a fair value measurement hierarchy. The definitions of the three levels in this measurement hierarchy are generally consistent with HKFRS 7 “Financial Instruments: Disclosures”. HKFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e. an exit price). The standard removes the requirement to use bid and ask prices for financial assets and liabilities quoted in an active market. Rather the price within the bid-ask spread that is most representative of fair value in the circumstances should be used. It also contains extensive disclosure requirements to allow users of the financial statements to assess the methods and inputs used in measuring fair values and the effects of fair value measurements on the financial statements. HKFRS 13 is applied prospectively.

HKFRS 13 did not materially affect any fair value measurements of the Group’s assets and liabilities and therefore has no effect on the Group’s financial position and performance. The standard requires additional disclosures about fair value measurements and these are included in note 15. Comparative disclosures have not been presented in accordance with the transitional provisions of the standard.

HKAS 19 (2011) – Employee Benefits

HKAS 19 (2011) distinguishes between short-term and long-term employee benefits based on the expected date of settlement. The previous standard used the term “due to be settled”. HKAS 19 (2011) provides additional guidance on the definition of termination benefits. Benefits that are conditional on future service being provided including those that increase if additional service is provided are not termination benefits. The revised standard requires that a liability for termination benefits is recognised on the earlier of the date when the entity can no longer withdraw the offer of those benefits and the date the entity recognises any related restructuring costs.

The Group has amended its accounting policies for short-term employee benefits and termination benefits, however the adoption of the revised standard has no effect on the Group’s financial position or performance.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(a) 採納新訂及經修訂之香港財務報告準則 – 自二零一三年一月一日起首次生效(續)

香港財務報告準則第十三號 – 公允價值計量

香港財務報告準則第13號提供有關如何在其他準則要求或准許時計量公允價值之單一指引來源。該準則適用於按公允價值計量之金融項目及非金融項目，並引入公允價值計量等級。此計量等級中三個層級之定義一般與香港財務報告準則第7號「金融工具：披露」一致。香港財務報告準則第13號將公允價值界定為在市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格(即平倉價)。該準則撤銷以買入價及賣出價釐定於交投活躍市場掛牌之金融資產及負債之規定，而應採用買賣差價中在該等情況下最能代表公允價值之價格。該準則亦載有詳細之披露規定，使財務報表使用者可評估計量公允價值所採用之方法及輸入數據，以及公允價值計量對財務報表之影響。香港財務報告準則第13號現按未來適用基準應用。

香港財務報告準則第13號並無對本集團資產及負債之任何公允價值計量產生重大影響，故而並未影響本集團之財務狀況及表現。該準則要求就公允價值計量作出額外披露，而該等資料載列於附註15。根據該準則之過渡性條文概無呈列比較披露資料。

香港會計準則第19號(二零一一年) – 僱員福利

香港會計準則第19號(二零一一年)根據預計結算日期區分短期與長期僱員福利。前準則採用「到期結算」表述。香港會計準則第19號(二零一一年)就界定終止福利提供額外指引。須視乎日後所提供服務而提供之福利(包括就提供額外服務而增加之福利)並非終止福利。經修訂準則規定終止福利之負債於實體不能取消提供該等福利時及實體確認任何有關重組成本當日(以較早者為準)確認。

本集團已就短期僱員福利及終止福利修訂其會計政策，然而，採納該等經修訂準則對本集團的財務狀況或表現並無影響。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

(b) New or revised HKFRSs that have been issued but are not yet effective

The Group has not applied the following new or revised HKFRSs that have been issued, but are not yet effective and have not been early adopted by the Group.

Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities ¹
Amendments to HKAS 36	Recoverable Amount Disclosures ¹
HKFRS 9	Financial Instruments
Amendments to HKFRS 9, HKFRS 7 and HKAS 39	Hedge Accounting
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investment entities ¹
Amendments to HKAS 19 (2011)	Defined Benefit Plans: Employee Contributions ²
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting ¹
HK (IFRIC) 21	Levies ¹
HKFRSs (Amendments)	Annual Improvements 2010-2012 Cycle ³
HKFRSs (Amendments)	Annual Improvements 2011-2013 Cycle ²

¹ Effective for annual periods beginning on or after 1 January 2014

² Effective for annual periods beginning on or after 1 July 2014

³ Effective for annual periods beginning, or transactions occurring, on or after 1 July 2014

Amendments to HKAS 32 – Offsetting Financial Assets and Financial Liabilities

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity “currently has a legally enforceable right to set off” and when a gross settlement mechanism is considered equivalent to net settlement.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效的新訂或經修訂香港財務報告準則

本集團尚未且並無提早採納以下已頒佈但尚未生效的新訂或經修訂香港財務報告準則。

香港會計準則第32號的修訂	抵銷金融資產及金融負債 ¹
香港會計準則第36號的修訂	可收回金額披露 ¹
香港財務報告準則第9號	金融工具
香港財務報告準則第9號、香港財務報告準則第7號及香港會計準則第39號的修訂	對沖會計處理
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號的修訂(二零一一年)	投資實體 ¹
香港會計準則第19號的修訂(二零一一年)	界定福利計劃：僱員供款 ²
香港會計準則第39號的修訂	衍生產品更新及對沖會計延續 ¹
香港(國際財務報告準則詮釋委員會)－詮釋第21號	徵費 ¹
香港財務報告準則(修訂本)	二零一零至二零一二年週期的年度改進 ³
香港財務報告準則(修訂本)	二零一一年至二零一三年週期的年度改進 ²

¹ 於二零一四年一月一日或以後開始的年度期間生效

² 於二零一四年七月一日或以後開始的年度期間生效

³ 於二零一四年七月一日或以後開始的年度期間生效或發生的交易

香港會計準則第32號的修訂－抵銷金融資產及金融負債

有關修訂通過對香港會計準則第32號加設應用指引而闡明有關抵銷之規定，該指引對實體「目前擁有法律上可強制執行權利以抵銷」之時以及總額結算機制被認為是等同於淨額結算之時進行抵銷。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

(b) New or revised HKFRSs that have been issued but are not yet effective (Cont’d)

Amendments to HKAS 36 – Recoverable Amount Disclosures

The amendments limit the requirements to disclose the recoverable amount of an asset or cash generating unit (CGU) to those periods in which an impairment loss has been recognised or reversed, and expand the disclosures where the recoverable amount of impaired assets or CGUs has been determined based on fair value less costs of disposal. The amendments are effective for annual periods commencing on or after 1 January 2014.

HKFRS 9 – Financial Instruments

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

Amendments to HKFRS 9, HKFRS 7 and HKAS 39 – Hedge Accounting

The amendments overhaul hedge accounting to allow entities to better reflect their risk management activities in financial statements. Changes included in HKFRS 9 to address the own credit risk issue on financial liabilities designated at fair value through profit or loss can be applied in isolation without the need to change any other accounting for financial instruments. The amendments also remove the 1 January 2015 effective date for HKFRS 9.

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2012) – Investment Entities

The amendments apply to a particular class of businesses that qualify as investment entities. An investment entity’s business purpose is to invest funds solely for returns from capital appreciation, investment income or both. It evaluates the performance of its investments on a fair value basis. Investment entities could include private equity organisations, venture capital organisations, pension funds and investment funds.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效的新訂或經修訂的香港財務報告準則(續)

香港會計準則第36號之修訂「可收回金額披露」

有關修訂將披露資產或現金產生單位(現金產生單位)之可收回金額之規定限於已確認或已撥回減值虧損之期間,並擴大有關根據公允價值減出售成本釐定之資產或現金產生單位之可收回金額之披露。有關修訂於二零一四年一月一日或以後開始的年度期間生效。

香港財務報告準則第9號—金融工具

根據香港財務報告準則第9號,金融資產乃視乎實體管理金融資產的業務模式及金融資產的合約現金流量特徵分類為按公允價值或攤銷成本計量的金融資產。公允價值的盈虧將於損益賬中確認,惟就若干非買賣性股本投資而言,實體可選擇於其他全面收益中確認盈虧。香港財務報告準則第9號貫徹香港會計準則第39號的金融負債確認、分類及計量規定,惟按公允價值於損益列賬的金融負債除外,該負債信貸風險變動產生的公允價值變動金額於其他全面收益確認,除非會引致或加劇會計錯配則作別論。此外,香港財務報告準則第9號保留香港會計準則第39號有關終止確認金融資產及金融負債的規定。

香港財務報告準則第9號、香港財務報告準則第7號及香港會計準則第39號的修訂—對沖會計處理

有關修訂全面修訂對沖會計,以便實體能夠更好地於財務報表中反映其風險管理活動。為解決有關按公允價值計入損益之金融負債之信貸風險問題而列入香港財務報告準則第9號之變動可單獨應用,而無需改變金融工具之任何其他會計處理方法。有關修訂亦取消香港財務報告準則第9號之生效日期(即二零一五年一月一日)。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計報告準則第27號的修訂(二零一二年)—投資實體

有關修訂適用於符合投資實體資格之某一類業務。投資實體之業務目的是僅追求資本增值、投資收入或兩者兼備之回報而投資資金。其根據公允價值評估其投資表現。投資實體可包括私募股權組織、風險資本組織、退休金及投資基金。

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財務報表附註

For the year ended 31 December 2013
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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

(b) New or revised HKFRSs that have been issued but are not yet effective (Cont’d)

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2012) – Investment Entities (Cont’d)

The amendments provide an exception to the consolidation requirements in HKFRS 10 Consolidated Financial Statements and require investment entities to measure particular subsidiaries at fair value through profit or loss rather than to consolidate them. The amendments also set out the disclosure requirements for investment entities. The amendments are applied retrospectively subject to certain transitional provisions.

Amendments to HKAS 19 (2011) – Defined Benefit Plans: Employee Contributions

The amendments permit contributions that are independent of the number of years of service to be recognised as a reduction in the service cost in the period in which the service is rendered instead of allocating the contributions to periods of service.

Amendments to HKAS 39 – Novation of Derivatives and Continuation of Hedge Accounting

The amendments provide relief from discontinuing hedge accounting when novation of a hedging instrument to a central counterparty meets specified criteria.

HK (IFRIC) 21 – Levies

HK (IFRIC) 21 clarifies that an entity recognizes a liability to pay a levy imposed by government when the activity that triggers payment, as identified by the relevant legislation, occurs.

Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle

The amendments issued under the annual improvements process make small, non-urgent changes to a number of standards where they are currently unclear. Among them HKAS 16 Property, Plant and Equipment has been amended to clarify how the gross carrying amount and accumulated depreciation are treated where an entity uses the revaluation model. The carrying amount of the asset is restated to revalued amount. The accumulated depreciation may be eliminated against the gross carrying amount of the asset. Alternatively, the gross carrying amount may be adjusted in a manner consistent with the revaluation of the carrying amount of the asset and the accumulated depreciation is adjusted to equal the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

The Group is in the process of making an assessment of the potential impact of these new or revised HKFRSs and the directors so far concluded that the application of these new or revised HKFRSs will have no material impact on the Group’s financial statements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效的新訂或經修訂的香港財務報告準則(續)

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號的修訂(二零一二年) – 投資實體(續)

有關修訂為香港財務報告準則第10號綜合財務報表之綜合規定設立了例外情況，並要求投資實體以按公允價值計入損益方式計量個別附屬公司，而並非將其綜合處理。有關修訂亦載列有關投資實體之披露要求。有關修訂將會追溯應用，惟存在若干過渡性條文。

香港會計準則第19號的修訂本(二零一一年) – 界定福利計劃：僱員供款

有關修訂允許獨立於服務年度的供款確認為提供服務期間的服務成本減少，而非提供服務期間的供款攤銷。

香港會計準則第39號的修訂 – 衍生產品更新及對沖會計延續

有關修訂規定當對沖工具更新至中央對手方符合特定標準時可免除對已終止業務進行對沖會計處理。

香港(國際財務報告詮釋委員會)第21號 – 徵費

香港(國際財務報告詮釋委員會)第21號澄清於引致付款的活動發生(按相關法律識別)時，實體確認負債以支付政府徵費。

二零一零年至二零一二年及二零一一年至二零一三年週期的年度改進

根據年度改進程序頒佈之修訂對多項目前尚不清晰之準則作出小幅、非緊急變動。其中，香港會計準則第16號「物業、廠房及設備」已作出修訂，以釐清實體運用重估模型時總賬面值及累計折舊之處理方式。資產賬面值乃按重估金額予以重列。累計折舊可抵銷資產總賬面值。或者，總賬面值可按與重估資產賬面值一致之方式進行調整，而累計折舊則調整至相等於總賬面值與計及累計減值虧損後賬面值之間的差額。

本集團正在評估該等新訂或經修訂香港財務報告準則之潛在影響，截至目前為止，董事表示採納該等新訂或經修訂香港財務報告準則對本集團的財務報表並無重大影響。

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3. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) issued by the HKICPA and the disclosure requirements of Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on Stock Exchange.

(b) Basis of measurement

The financial statements have been prepared under the historical cost basis except for the investment properties and hotel properties, which are measured at fair values as explained in the accounting policies set out below.

(c) Functional and presentation currency

The financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the “Group”). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Changes in the Group’s interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group’s interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

3. 編製基準

(a) 合規聲明

財務報表乃根據香港會計師公會頒佈的所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(以下統稱「香港財務報告準則」)以及香港公司條例的披露規定而編製。此外，財務報表包括聯交所證券上市規則的適用披露規定。

(b) 計量基準

除下文所載會計政策闡釋的投資物業及酒店物業按公允價值計量外，財務報表乃按歷史成本基準編製。

(c) 功能及呈報貨幣

財務報表以本公司的功能貨幣港元(「港元」)呈列。

4. 主要會計政策

(a) 綜合基準

綜合財務報表包括本公司及其附屬公司(「本集團」)的財務報表。集團各成員公司間的公司間交易與結餘連同未變現盈利乃於編製綜合財務報表時全數對銷。惟於有關交易可提供所轉讓資產的減值證明時，則亦可對銷未變現虧損，在此情況下，虧損可於損益賬中確認。

年內收購或出售的附屬公司自有關收購生效日期起或截至有關出售生效日期止(如適用)的業績計入綜合全面收益表。附屬公司的財務報表於有需要時作出調整，以便其會計政策與本集團其他成員公司所採用者保持一致。

倘本集團於附屬公司的權益變動並未導致喪失控制權，則作為權益交易入賬。本集團權益及非控股權益的賬面值已予調整，以反映其於附屬公司的有關權益變動。非控股權益的調整金額與已付或已收代價公允價值之間的任何差額直接於權益確認，並歸屬予本公司股東。

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For the year ended 31 December 2013
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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

(b) Subsidiaries

A subsidiary is an investee over which the Group is able to exercise control. The Group controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the end of the reporting period. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

(c) Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

4. 主要會計政策(續)

(a) 綜合基準(續)

倘本集團喪失對附屬公司的控制權，則出售產生的損益乃根據(i)已收代價公允價值與任何保留權益公允價值的總額及(ii)該附屬公司的資產(包括商譽)及負債以及任何非控股權益的過往賬面值兩者間的差額計算。先前於其他全面收益內確認與該附屬公司有關的任何金額按猶如本集團已出售相關資產或負債的方式入賬。

收購完成後，非控股權益的賬面值為該等權益於初步確認時的金額，另加非控股權益應佔其後權益變動金額。即使全面收益總額歸屬於非控股權益會導致非控股權益產生虧結餘，全面收益總額仍須歸屬於非控股權益。

(b) 附屬公司

附屬公司為本集團可行使控制權的實體。以下三個因素全部滿足時即表示本集團控制一名被投資方：對被投資方的權力、來自被投資方可變回報的風險或權利及利用其權力影響該等可變回報的能力。當有事實或情況顯示任何該等控制因素可能出現變動時，控制權會被重新評估。

於本公司的財務狀況報表內，附屬公司乃按成本扣除任何減值虧損入賬，除非該附屬公司乃持作出售或已納入某出售組別則作別論。本公司根據於報告期末的已收及應收股息將附屬公司的業績列賬。自被投資人的收購前或收購後盈利收取的所有股息均於本公司損益賬內確認。

(c) 聯營公司

聯營公司為本集團對其擁有重大影響力的實體，既非附屬公司，亦非合營安排。重大影響力指有權力參與投資對象的財務及經營決策，但並非對該等政策擁有控制或聯合控制權。

聯營公司乃採用權益法入賬，據此聯營公司按成本初步確認，此後其賬面值於聯營公司的資產淨值內調整以反映本集團應佔收購後變動，惟超過本集團於聯營公司的權益的虧損不會確認，除非有責任彌補該等虧損。

4. SIGNIFICANT ACCOUNTING POLICIES

(c) Associates (Cont'd)

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

In the Company's statement of financial position, investments in associates are carried at cost less impairment losses, if any. The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year.

(d) Foreign currency

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which they operate (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

4. 主要會計政策(續)

(c) 聯營公司(續)

本集團與其聯營公司之間的交易產生的損益僅於不相關投資人於聯營公司擁有權益時方會確認。該等交易產生的投資人分佔聯營公司溢利及虧損與聯營公司的賬面值對銷。倘有跡象顯示已轉讓資產減值，則未變現虧損即時於損益中確認。

聯營公司已付任何溢價高於本集團應佔已收購可識別資產、負債及或然負債的公允價值撥充資本，計入聯營公司的賬面值內。當有客觀證據證明於聯營公司的投資已出現減值，則用與其他非金融資產相同方法對資產的賬面值進行減值測試。

於本公司的財務狀況表內，於聯營公司的投資按成本減減值虧損(如有)入賬。聯營公司的業績按年內已收及應收股息基準由本公司入賬。

(d) 外幣

本集團實體以其經營所在主要經營環境的貨幣(「功能貨幣」)以外的貨幣進行的交易按交易進行時的匯率入賬。外幣貨幣資產及負債按報告期末當時的匯率換算。以外幣計值按公允價值列賬的非貨幣項目按釐定公允價值當日匯率重新換算。以外幣按歷史成本計算的非貨幣項目並未重新換算。

結算與換算貨幣項目產生的匯兌差額於其產生期間於損益賬確認。重新換算按公允價值列賬的非貨幣項目產生的匯兌差額計入期內損益，惟重新換算有關收益及虧損於其他全面收益內確認的非貨幣項目產生的差額除外，在此情況下，匯兌差額亦於其他全面收益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) Foreign currency (Cont'd)

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to minority interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as exchange reserve.

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

(e) Property, plant and equipment

(i) Depreciation

Depreciation is provided to write off the cost or valuation of property, plant and equipment over their estimated useful lives, using the straight-line method, at the following rates per annum:

Leasehold land and buildings	2% – 5%
Leasehold improvements	10% – 20%
Motor vehicles	20%
Operating and office equipment	5% – 20%
Furniture and fixtures	20%
Hotel properties	Period of the lease terms

The asset's depreciation methods, residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of the reporting period.

4. 主要會計政策 – (續)

(d) 外幣(續)

於綜合入賬時，境外業務的收支項目按年內的平均匯率換算為本集團的呈列貨幣(即港元)，惟匯率於期內大幅波動除外，在此情況下與交易進行時使用的匯率相若。境外業務的所有資產及負債按報告期末的匯率換算。所產生的匯兌差額(如有)於其他全面收益內確認，並於權益內累計為匯兌儲備(歸屬於少數股東權益(如適用))。於集團實體的個別財務報表的損益內確認的匯兌差額於換算長期貨幣項目(構成本集團於有關境外業務的淨投資的一部分)時重新歸類為其他全面收益，並於權益內累計為匯兌儲備。

於出售境外業務時，有關該業務直至出售日期於外匯儲備確認的累計外匯差額於出售時重新分類至損益，作為損益之一部分。

(e) 物業、廠房及設備

(i) 折舊

物業、廠房及設備乃按其估計可使用年期以直線法按下列年率撇銷成本或估值計提折舊：

租賃土地及樓宇	2% - 5%
租賃物業裝修	10% - 20%
汽車	20%
營業及辦公室設備	5% - 20%
傢俬及裝置	20%
酒店物業	租賃年期

資產的折舊方法、剩餘價值及可使用年期於報告期末檢討，並作出調整(如適用)。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(e) Property, plant and equipment (Cont'd)

(ii) Measurement bases

Property, plant and equipment, other than hotel properties, are stated at cost less accumulated depreciation and impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to the working condition and location for its intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance, are charged to the profit or loss during the financial period in which they are incurred.

Hotel properties held by an associate of the Group are stated at valuation determined by external professional valuers less accumulated depreciation and impairment losses.

Changes in the value of hotel properties are dealt with as movements in the hotel property, plant and equipment revaluation reserve. If the balance of this reserve is insufficient to cover a deficit, the excess of the deficit is charged to the profit or loss.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Any revaluation surplus remaining in equity is transferred to retained profits on the disposal of hotel properties and certain buildings that have been transferred as investment properties.

(f) Investment properties

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

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it was held under a finance lease.

4. 主要會計政策(續)

(e) 物業、廠房及設備(續)

(ii) 計算基準

物業、廠房及設備(除酒店物業外)按成本值減累計折舊及減值虧損列賬。資產成本包括其購買價及將該資產達致其營運狀況及運送至某地點作其擬定用途的任何直接相關成本。其後的成本僅會於與該項目有關的未來經濟利益可能流入本集團，而該項目成本能可靠計算的情況下計入資產的賬面值，或確認為一項獨立資產(倘適用)。所有其他成本(如維修及保養)於產生的財務期間內在損益賬支銷。

本集團的一間聯營公司所持有的酒店物業，乃按估值減累計折舊及減值虧損列賬。估值由外聘專業估值師釐定。

酒店物業價值的變動，乃作為酒店物業、廠房及設備重估儲備的變動處理。若該儲備的結餘不足以抵扣虧絀，所超出的虧絀將於損益賬內支銷。

資產廢棄或出售所產生的損益按出售所得款項與資產賬面值間的差額釐定，並於損益賬內確認。於出售酒店物業及已撥作投資物業的若干樓宇時，權益內剩餘的任何重估盈餘會轉撥至保留盈利內。

(f) 投資物業

投資物業指為獲取租金收入及／或資本增值而以租賃權益擁有或持有的土地及／或樓宇，包括所持有現時尚未決定未來用途的土地及現正建造或發展以供未來作投資物業用途的物業。

倘本集團根據經營租賃持有一項物業權益以賺取租金收入及／或為資本增值，則該權益按各物業的基準以投資物業分類及入賬。分類為投資物業的任何該等物業權益按猶如根據融資租賃持有的方法入賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(f) Investment properties (Cont'd)

On initial recognition, investment property is measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is stated at fair value, unless it is still in the course of construction or development at the end of the reporting period and its fair value cannot be reliably determined at that time. Fair value is determined by external professional valuers, with sufficient experience with respect to both the location and the nature of the investment property. The carrying amounts recognised at the end of the reporting period reflect the prevailing market conditions at the end of the reporting period.

Gains or losses arising from either changes in the fair value or the sale of an investment property are included in profit or loss in the period in which they arise.

(g) Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

4. 主要會計政策(續)

(f) 投資物業(續)

初步確認時，投資物業按成本(包括任何直接應佔開支)計算。初步確認後，投資物業按公允價值列賬，除非該投資物業於報告期末仍在建造或發展中及其公允價值於當時無法可靠釐定則作別論。公允價值乃由具足夠經驗的外聘專業估值師就投資物業的所在地及性質釐定。於報告期末確認的賬面值反映當時的市況。

公允價值變動或出售投資物業產生的損益計入產生期間的損益賬內。

(g) 商譽

商譽初步按成本確認，即所轉讓總代價及確認為非控股權益之金額超出所收購可識別資產、負債及或然負債公允價值之差額。

倘可識別資產、負債及或然負債公允價值超出已付代價之公允價值，則有關差額於重估後於收購日期在損益中確認。

商譽乃按成本減減值虧損計量。就減值測試而言，收購所產生商譽分配至預期會受惠於收購協同效應的各相關現金產生單位。獲分配商譽之現金產生單位須每年及在該單位可能出現減值跡象時進行減值測試。

就於財政年度內收購所產生商譽而言，獲分配商譽之現金產生單位於該財政年度結算日前進行減值測試。倘現金產生單位之可收回金額少於該單位之賬面值，則會首先將減值虧損分配至該單位以減少該單位獲分配商譽之賬面值，其後以該單位內各資產之賬面值為基準按比例分配至該單位之其他資產。商譽之任何減值虧損於損益中確認，且於其後期間不予撥回。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(h) Properties held under development

Properties held under development for future sale are included in current assets and comprise land held under operating lease (note 4(o)) and aggregate cost of development, materials and supplies, wages, borrowing costs capitalised for qualifying assets and other expenses ("Development costs"). Development costs are stated at the lower of cost and net realisable value. Other expenses included (i) those costs that are incurred in bringing the properties held under development to their present location and condition and (ii) a systematic allocation of fixed overheads that are incurred on development of properties. Fixed overheads are indirect costs which remain relatively constant regardless of the size or volume of the development.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated selling expenses.

(i) Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. In the case of completed properties developed by the Group, cost is determined by apportionment of the total development costs for that development project, attributable to the unsold properties. Net realisable value is the estimated selling price in the ordinary course of business less estimated selling expenses.

The cost of properties held for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the properties to their present location and condition.

(j) Financial assets

The Group's accounting policies for the financial assets other than investments in subsidiaries and associates are set out below.

The Group classified its financial assets as loans and receivables. Management determines the classification of the financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at the end of the reporting period.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. When financial assets are recognised initially, they are measured at fair value, plus directly attributable transaction costs.

4. 主要會計政策(續)

(h) 發展中物業

持作於未來出售的發展中物業列為流動資產，包括根據經營租賃持有的土地(附註4(o))及開發成本總額、物料及供應品、工資、合資格資產的資本化借貸成本及其他開支(「開發成本」)。開發成本按以較低的成本及可變現淨值列賬。其他開支包括(i)將發展中物業達致其現時所在地及狀況所產生的成本；及(ii)就發展物業產生並有系統地分配的固定間接開支。固定間接開支為持續較為穩定的間接成本，不論發展項目的規模或數量。

可變現淨值為日常業務過程中的估計售價減估計竣工成本及估計銷售開支。

(i) 待售物業

待售物業乃按成本及可變現淨值(以較低者為準)列賬。倘本集團完成發展的物業，成本乃透過攤分未售物業佔發展項目的發展成本總額而釐定。可變現淨值為日常業務過程中的估計售價減估計銷售開支。

待售物業的成本乃由全部購買成本、兌換成本及將物業運至現址及達至現狀所產生的其他成本所構成。

(j) 金融資產

本集團有關金融資產(於附屬公司及聯營公司的投資除外)的會計政策載列如下。

本集團將其金融資產分類為貸款及應收款項。管理層於初步確認時根據金融資產被收購的目的釐定金融資產的歸類，並(倘允許及適合)於報告期末重新評估該分類。

當且僅當本集團成為工具的合約條文訂約方時，所有金融資產方被確認。金融資產於初步確認時按公允價值加直接應佔交易成本計量。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial assets (Cont'd)

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At the end of the reporting period, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

Impairment of financial assets

At the end of the reporting period, financial assets are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial asset includes observable data that comes to the attention of the Group about one or more of the following loss events:

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

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

4. 主要會計政策(續)

(j) 金融資產(續)

倘收取投資現金流量的權利屆滿或轉讓，而所有權絕大部分風險及回報亦已轉讓，則金融資產終止確認。

本公司於報告期末評估金融資產是否出現減值的客觀證據。倘出現該等客觀證據，本公司將釐定減值虧損，並按照金融資產的分類予以確認。

貸款及應收款項

貸款及應收款項均為設有固定或可確定付款金額的非衍生工具金融資產，不會在活躍市場掛牌。貸款及應收款項其後使用實際利率法按攤銷成本減任何減值虧損計量。攤銷成本的計算已計及任何收購折讓或溢價，以及作為實際利率及交易成本一部分的費用。

金融資產減值

本公司於報告期末對金融資產進行檢討，以釐定是否出現任何減值的客觀證據。

個別金融資產減值的客觀證據包括本集團注意到的有關下列一項或多項虧損事件的可觀察數據：

- 債務人遭遇重大財務困難；
- 違反合約，如拖欠或無法如期償還利息或本金；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變動，對債務人產生不利影響；及
- 股本工具投資的公允價值大幅或持續下跌至低於其成本值。

有關某一組金融資產的虧損事件包括顯示該組金融資產估計未來的現金流量出現可計量跌幅的可觀察數據。該等可觀察數據包括但不限於該組別內債務人的付款狀況及與該組別內資產拖欠情況有關的國家或當地經濟狀況出現不利變動。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

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

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in the carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

(k) Inventories

Inventories comprise consumable stores for own consumption which are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost is determined using the weighted average method.

(l) Cash and cash equivalents

Cash and cash equivalents include cash at bank, cash in hand and demand deposits with banks, which are subject to an insignificant risk of changes in value, and have a short maturity of generally within 3 months or less when acquired.

(m) Financial liabilities

The Group's financial liabilities include borrowings, accounts and other payables, accruals, deposits received and convertible notes.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (see note 4(u)).

A financial liability is derecognised when the obligations under the liability is discharged, cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

4. 主要會計政策(續)

(j) 金融資產(續)

金融資產減值(續)

倘存在任何該等證據，則按以下方式計量並確認減值虧損：

如果有客觀證據表明按攤銷成本列賬的貸款及應收款項已出現減值虧損，則按資產的賬面值與估計未來的現金流量(不包括尚未出現的未來信貸虧損)以金融資產原本實際利率(即初步確認計算的實際利率)折現的現值之間差額計量虧損金額。虧損金額於減值產生期間在損益賬中確認。

如果在以後期間減值虧損的金額減少，且這種減少客觀上與減值確認後發生的事項相關聯，則先前確認的減值虧損可撥回，惟有關撥回不應當使該項金融資產於減值撥回當日的賬面值超過其未確認減值的攤銷成本。撥回金額於撥回產生期間在損益賬中確認。

(k) 存貨

存貨包括供本身消耗的消耗品庫存材料，初步按成本確認，而隨後以較低成本及可變現淨值確認。成本按加權平均法釐定。

(l) 現金及現金等價物

現金及現金等價物包括銀行結存、現金及銀行活期存款，其價值變動風險極微，期限較短，一般在三個月內或按需求的更短期間。

(m) 金融負債

本集團的金融負債包括借貸、應付賬款及其他應付款項、應計費用、已收按金及可換股票據。

金融負債在本集團成為工具的合約條文訂約時確認。所有與利息相關的支出均根據本集團的借貸成本會計政策(見附註4(u))確認。

負債所指定的責任被解除、取消或到期時，金融負債即終止確認。

倘現有金融負債由同一貸方以大不相同的條款提供的另一項金融負債所取代，或現有負債的條款被大幅修訂，則上述替換或修訂被視為終止確認原有負債及確認新負債，兩者賬面值的差額於損益賬中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Financial liabilities (Cont'd)

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 profit or loss over the period of the borrowings using the effective interest method.

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

Convertible notes

Convertible notes that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

Convertible notes issued by the Company that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate for similar non-convertible debts. The fair value of the equity component is determined using the binomial option pricing model.

The liability component is subsequently carried at amortised cost using the effective interest method. The equity component will remain in equity until conversion or redemption of the notes.

When the notes are converted, the convertible notes equity reserves and the carrying value of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the notes are redeemed, the convertible notes equity reserves are released directly to retained profits.

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

Accounts and other payables, accruals and deposits received

Accounts and other payables, accruals and deposits received are recognised initially at their fair values and subsequently measured at amortised cost, using the effective interest method.

4. 主要會計政策(續)

(m) 金融負債(續)

借貸

借貸最初按公允價值扣除已產生的交易成本確認入賬。借貸其後按攤銷成本列賬，如扣除交易成本之後的所得收益與贖回價值出現差額，則於借貸期內以實際利率法在損益賬中確認。

除非本集團擁有無條件權利於報告期末後延遲至少十二個月清償負債，否則借貸分類為流動負債。

可換股票據

可按持有人選擇轉換為權益股本的可換股票據，如因轉換而發行的股份數目及於當時收取的代價價值不會變動，則列作複合式金融工具入賬，當中包括負債部分及權益部分。

由本公司發行包括金融負債及權益部分的可換股票據於最初確認時分開歸類列入各自的負債及權益部分。於最初確認時，負債部分的公允價值使用類似不可換股債券當時的市場利率釐定。權益部分的公允價值利用二項式期權定價模型釐定。

負債部分其後使用實際利率法按攤銷成本列賬。權益部分將繼續保留於權益內，直至轉換或贖回票據為止。

倘票據獲轉換，可換股票據權益儲備及負債部分的賬面值於轉換時撥入股本及股份溢價，作為發行股份的代價。倘票據被贖回，則可換股票據權益儲備直接撥入保留盈利。

與發行可換股票據相關之交易成本乃按彼等各自的公允價值比例分配至負債部分及權益部分。與權益部分相關之交易成本乃直接計入股權內。與負債部分相關之交易成本乃計入負債部分之賬面值，並按可換股票據之期限採用實際利率法攤銷。

應付賬款及其他應付款項、應計費用及已收按金

應付賬款及其他應付款項、應計費用及已收按金最初按公允價值確認，其後使用實際利率法按攤銷成本計量。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Financial guarantee issued

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 *Revenue*.

(o) Leases

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

(i) Classification of assets leased to the Group

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

Leasehold interest in land is up-front payments to acquire the land use rights. The payments are stated at cost less accumulated amortisation and any impairment losses. Amortisation is calculated on the straight-line basis to write off the up-front payments over the lease terms.

Leasehold interest in land included in properties held under development and properties held for sale, of which the amortisation of prepaid land lease is capitalised as part of the building costs during the development period but charged to the profit or loss for completed properties.

Properties leased out under operating leases are included in investment properties in the consolidated statement of financial position. The recognition of rental income is set out in note 4(r).

4. 主要會計政策(續)

(n) 發出的財務擔保

財務擔保合約乃規定發出人向持有人支付指定金額，以補償持有人由於指定欠債人未能根據債務工具原始或經修訂條款於到期時付款而蒙受的損失。由本集團發出的並非指定為按公允價值透過損益列賬的財務擔保合約初步按公允價值減發出財務擔保合約直接產生的交易成本予以確認。初步確認後，本集團按以下各項較高者計量財務擔保：(i)合約責任金額(根據香港會計準則第37號撥備、或然負債及或然資產釐定)；及(ii)初步確認金額減(如適當)根據香港會計準則第18號收入確認的累計攤銷。

(o) 租賃

如本集團認為，一項安排賦予於一段協定期間內使用某一指定資產的權利，並以付款或連串付款作為交換，該項安排(包括交易或連串交易)為或包含一項租賃。本集團經評估該項安排的實際內容後，釐定上述決定，並不會考慮該項安排是否屬租賃的法定形式。

(i) 本集團的資產租賃分類

對於本集團以租賃持有的資產，如果租賃使所有權的絕大部分風險和回報轉移至本集團，有關資產便會劃歸為以融資租賃持有；如果租賃不會使所有權的絕大部分風險和回報轉移至本集團，則劃歸為經營租賃，但下列情況除外：

土地租賃權益指收購土地使用權的首筆支付款項。該等款項乃按成本值減累計攤銷及任何減值虧損列賬。首筆支付款項按租期以直線法計算攤銷予以撇銷。

發展中物業及待售物業包括土地租賃權益，當中的預繳土地租賃費攤銷會撥充發展期間的部分樓宇成本，但已落成物業則會在損益賬內扣除。

經營租賃項下租出的物業於綜合財務狀況報表列入投資物業。租金收入的確認載於附註4(r)。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Leases (Cont'd)

(ii) Operating lease charges as the lessee

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to the profit or loss on a straight-line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

(iii) Assets leased out under operating leases as the lessor

Assets leased out under operating leases are measured and presented according to the nature of the assets. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the rental income.

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

(p) Provisions, contingent liabilities and contingent assets

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

All provisions are reviewed at the end of the reporting period and adjusted to reflect the current best estimate.

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

4. 主要會計政策(續)

(o) 租賃(續)

(ii) 作為承租人的經營租賃開支

如果本集團是以經營租賃獲得資產的使用權，則根據租賃作出的付款，按租期以直線法在損益賬中支銷，惟有其他基準能更清楚地反映租賃資產所產生的利益時間模式則除外。所獲得的租賃優惠均在損益賬中確認為租賃淨付款總額的組成部分。或然租金在其產生的會計期間內在損益賬中支銷。

(iii) 作為出租人的經營租賃項下租出的資產

經營租賃項下租出的資產根據資產的性質計量及呈列。因商議及安排經營租賃而產生的初始直接費用記入租賃資產的賬面值，並按租金收入的同一基準於租期內確認為開支。

經營租賃所得租金收入按租期涵蓋的期間以直線法於損益賬中確認，惟有其他基準更清楚地反映使用租賃資產所產生的利益時間模式則除外。所授出的租賃優惠均在損益賬中確認為應收租賃淨付款總額的組成部分。或然租金在其所賺取的會計期間內確認為收入。

(p) 撥備、或然負債及或然資產

倘本集團因過往事件而須承擔現有法律或推定責任，且履行該責任時很可能導致經濟利益流出，並能可靠地估計所須承擔的金額，則確認撥備。倘金錢時間值屬重大，則按預期履行該責任所需開支的現值計提撥備。

本公司於報告期末對所有撥備進行檢討，並作出調整以反映當時的最佳估計。

倘不大可能導致經濟利益流出，或無法可靠地估計有關金額，則有關責任將被披露為或然負債，除非導致經濟利益流出的可能性極低，則作別論。可能承擔的責任(其存在與否只能藉不受本集團完全控制的一項或多項未來不確定事件的發生與否才可確定)亦須披露為或然負債，除非導致經濟利益流出的可能性極低，則作別論。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(p) Provisions, contingent liabilities and contingent assets (Cont'd)

Contingent liabilities are recognised in the course of the allocation of purchase price to the assets and liabilities acquired in a business combination. They are initially measured at fair value at the date of acquisition and subsequently measured at the higher of the amount that would be recognised in a comparable provision as described above and the amount initially recognised less any accumulated amortisation, if appropriate.

Probable inflows of economic benefits to the Group that not yet meet the recognition criteria of an asset are considered contingent assets.

(q) Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issue of shares are deducted from share premium (net of any related income tax benefits) to the extent that they are incremental costs directly attributable to the equity transaction.

(r) Revenue recognition

Revenue arising from sale of properties held for sale is recognised when the significant risks and rewards of ownership of these properties held for sale have been transferred to the purchasers and the Group retains neither continuing involvement to the degree usually associated with ownership nor effective control over properties held for sale. The transfer of risks and rewards of ownership is evidenced by the passing of possession of properties to the purchaser when the property hand-over confirmation is executed by the Group and the purchaser. Deposits and instalments received from purchasers prior to this stage and pre-sale are included in current liabilities and are not recognised as revenue.

Rental income receivable under operating leases is recognised in equal instalments over the accounting periods covered by the lease terms. Lease incentives granted are recognised as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the period in which they are earned.

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

Dividend income is recognised when the right to receive payment is established.

4. 主要會計政策(續)

(p) 撥備、或然負債及或然資產(續)

或然負債於購買價分配至業務合併時所收購資產及負債的過程中確認。該等負債初步於收購日期按公允價值計量，其後按上文所述可資比較撥備確認金額及初步確認金額減任何累計攤銷(如適用)的較高者計量。

尚未達到確認為資產標準的本集團估計經濟利益流入被視為或然資產。

(q) 股本

普通股分類為權益。股本乃按已發行股份的面值釐定。

與發行股份相關的任何交易成本乃自股份溢價(減任何相關所得稅利益)扣減，以至成為直接撥入權益交易的成本增加。

(r) 收益確認

出售待售物業產生的收益，於該等待售物業擁有權的重大風險及回報已轉移至買家，而本集團不再繼續涉及一般與待售物業有關的擁有權，亦不再對待售物業具有實際控制權時確認。當本集團與買家簽立物業轉手確認書時將物業的管有權轉交買家，即屬轉移擁有權的風險及回報的憑證。於此階段及預售前向買家收取的訂金及分期款項列為流動負債，不會確認為收益。

經營租賃項下的應收租金收入，按租期涵蓋的會計期間以平均分期款項確認。所授出的租賃優惠均確認為應收租賃淨付款總額的組成部分。或然租金在其所賺取的期間內確認為收入。

利息收入按時間比例以實際利率法確認。

股息收入於收取派付款項的權利獲確立時確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(s) Impairment of non-financial assets

Goodwill, property, plant and equipment, investments in subsidiaries and interests in associates are subject to impairment testing.

Goodwill is tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflow independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the reporting period to which the interim period relates.

4. 主要會計政策(續)

(s) 非金融資產減值

商譽、物業、廠房及設備、於附屬公司的投資及聯營公司的權益均須進行減值測試。

商譽無論是否出現減值跡象，均須至少每年進行減值測試一次。所有其他資產，於出現任何跡象顯示資產賬面值可能無法收回時進行減值測試。

減值虧損按資產賬面值超出其可收回金額部分即時確認為開支。可收回金額為反映市況的公允價值減出售成本與使用價值兩者的較高者。評估使用價值時，是以除稅前的折現率計算估計未來現金流量的現值，而該折現率反映當時市場對金錢時間值及該項資產的特有風險評估。

就評估減值而言，如某類資產產生的現金流入不能大致獨立於其他資產所產生的現金流入，則可收回金額按獨立產生現金流入的最小資產組別(即現金產生單位)釐定。因此，部分資產個別進行減值測試；部分則以現金產生單位的水平進行測試。商譽特別分配至預期可從相關業務合併的協同效益中獲得利益的現金產生單位，而該等現金產生單位代表本集團內部就管理用途監控商譽的最低級別。

就獲分配商譽的現金產生單位所確認的減值虧損初步計入商譽的賬面值。任何剩餘減值虧損按比例自現金產生單位的其他資產中扣除，惟資產賬面值將不會扣減至低於其個別公允價值減出售成本，或使用價值(如可釐定)。

商譽減值虧損不會於其後期間撥回。就其他資產而言，當用於釐定資產可收回金額的估計出現有利變動時撥回減值虧損，惟資產賬面值不得超過倘不確認減值虧損時釐定的賬面值(扣除折舊或攤銷)。

於中期期間就商譽確認的減值虧損不會於其後期間撥回。即使只在與中期期間有關的報告期末進行減值評估將不會導致確認虧損或只會確認輕微虧損，情況亦會一樣。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(t) Employee benefits

(i) Retirement benefits

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries.

The employees of the Group's subsidiaries which operate in People's Republic of China ("PRC") are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries are required to contribute a fixed percentage of its payroll costs to the central pension scheme.

Contributions are recognised as an expense in profit or loss as employees render services during the year. The Group's obligation under these schemes is limited to the fixed percentage contributions payable.

(ii) Short-term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

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

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

4. 主要會計政策(續)

(i) 僱員福利

(i) 退休福利

本公司透過定額供款計劃向僱員提供退休福利。

本集團遵照強制性公積金計劃條例的規定，為所有合資格參與定額供款退休福利計劃(「強積金計劃」)的僱員設立強積金計劃。供款乃按僱員底薪的某個百分比計算。

本集團於中華人民共和國(「中國」)經營業務的附屬公司的僱員須參與由地方政府設立的中央退休金計劃。該等附屬公司須按其薪金成本的某個固定百分比向中央退休金計劃供款。

由於僱員於年內提供服務，故供款於損益賬中確認為開支。本集團於該等計劃的責任限於須支付的固定百分比的供款。

(ii) 短期僱員福利

短期僱員福利是指預計在僱員提供了相關服務的年度呈報期末後十二個月以前將全數結付的僱員福利(離職福利除外)。短期僱員福利於員工作出有關服務內期間確認。

僱員應享的年假權利於其可享有時確認。截至呈報日期因僱員提供服務而可享有的年假估計負債已作撥備。

非累計補假(如病假及產假)於休假時確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(t) Employee benefits (Cont'd)

(iii) Employee share-based payment compensation

The Group operates an equity-settled, share-based compensation plan.

All employee services received in exchange for the grant of any share-based compensation are measured at fair values. These are indirectly determined by reference to the share options awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

All share-based compensation is recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the equity instruments granted vest immediately unless the compensation qualifies for recognition as asset, with a corresponding increase in the share option reserves in equity. If vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of equity instruments expected to vest. Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of equity instruments expected to vest differs from previous estimates.

At the time when the share options are exercised, the amount previously recognised in share option reserves will be transferred to share premium. After vesting date, when the vested share options are later forfeited or are still not exercised at the expiry date, the amount previously recognised in share option reserves will be transferred to retained profits.

(u) Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

4. 主要會計政策(續)

(i) 僱員福利(續)

(iii) 以股份支付的僱員薪酬

本集團設立權益結算以股份支付薪酬計劃。

所有為換取授予以股份支付薪酬的僱員服務乃按公允價值計量。此乃參考所獲授購股權多少而間接釐定，其價值於授出日期評值並排除一切非市場歸屬條件(例如盈利率及銷售增長目標)的影響。

倘歸屬條件適用，所有以股份支付的薪酬於歸屬期內在損益賬中支銷，或倘所授出的股本工具即時歸屬，則於授出日期全數支銷，惟薪酬符合資格確認為資產則除外，而權益中的購股權儲備則作相應調高。倘歸屬條件適用，則開支按對預期歸屬的股本工具數目的最佳估計於歸屬期確認。作出有關預期歸屬的股本工具數目的假設時，會將非市場歸屬條件納入考慮。倘有跡象顯示預期歸屬的股本工具數目與原估計有出入，則於其後修訂估計。

行使購股權時，購股權儲備先前確認的款項將轉撥至股份溢價。於歸屬日期後，倘已歸屬購股權其後被沒收或於到期日仍未獲行使，先前確認的購股權儲備的款項將轉撥至保留盈利。

(u) 借貸成本

購置、建造或生產任何合資格資產產生的借貸成本，於完成及準備有關資產作擬定用途所需期間予以資本化。合資格資產為需要長時間準備作擬定用途或銷售的資產。其他借貸成本於產生時支銷。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(u) Borrowing costs (Cont'd)

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

The Group capitalises borrowing costs for all eligible assets where construction was commenced on or after 1 January 2009. The Group continues to expense borrowing costs relating to construction projects that commenced prior to 1 January 2009.

(v) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of the reporting period.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

4. 主要會計政策(續)

(u) 借貸成本(續)

在資產產生開支、借貸成本產生及使資產投入擬定用途或銷售所需的準備工作進行期間，借貸成本資本化為合資格資產成本的一部分。在使合資格資產投入擬定用途或銷售所需的絕大部分準備工作完成時，借貸成本便會停止資本化。

本集團就於二零零九年一月一日或以後開始建造的全部合資格資產的借貸成本予以資本化。本集團繼續支銷於二零零九年一月一日之前開始的建造項目相關的借貸成本。

(v) 所得稅

年內的所得稅包括即期稅項及遞延稅項。

即期稅項乃根據就所得稅目的毋須課稅或不可扣稅的項目作出調整的日常業務產生的利潤或虧損，並採用於報告期末已實施或實際上已實施的稅率計算。

遞延稅項已就財務報告目的之資產及負債賬面值與用於稅務目的之相應金額之間的暫時差額作出確認。除商譽及不會影響會計及應課稅利潤的已確認資產及負債外，會就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產於有可能動用應課稅利潤抵銷可抵扣應課稅暫時差額的情況下確認。遞延稅項乃按符合變現或結清資產或負債的賬面值的預期方式，且於報告期末已實施或實際上已實施之稅率計量。

倘投資物業根據香港會計準則第40號「投資物業」按公允價值列賬，則可豁免釐定用於計量遞延稅項金額的適用稅率的一般規定。除非推定被駁回，否則，該等投資物業的遞延稅項金額按於報告日期的賬面值出售該等投資物業所適用的稅率計量。倘投資物業可予折舊，而且持有該物業是以隨時間消耗該物業絕大部分經濟收益(並非透過銷售)之業務模式為目標，則此假設可予駁回。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(v) Income taxes (Cont'd)

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

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income.

(w) Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

The Group has identified the following reportable segments:

Property development	:	Property development and sale of properties held for sale
Property leasing and investment	:	Property leasing and sale of investment properties

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches. All inter-segment transfers are carried out at arm's length prices.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- share of results of associates accounted for using the equity method;
- loss on extinguishment of convertible notes;
- income tax expense;
- corporate income and expenses which are not directly attributable to the business activities of any operating segment; and
- equity-settled employee share-based payments

are not included in arriving at the operating results of the operating segment.

4. 主要會計政策(續)

(v) 所得稅(續)

於附屬公司及聯營公司的投資而產生的應課稅暫時差額會確認遞延稅項負債，惟倘本集團可控制暫時差額撥回及暫時差額可能不會於可見將來撥回則除外。

所得稅於損益賬確認，惟倘所得稅與已於其他全面收益確認的項目有關則除外，在此情況下，所得稅亦於其他全面收益確認。

(w) 分類報告

本集團根據呈報予執行董事的定期內部財務資料確認營運分類並編製分類資料。上述內部財務資料乃供執行董事將資源分配至本集團業務組成作出決策以及審核該等組成的表現。內部財務資料呈報予執行董事的業務組成乃根據本集團的主要產品及服務而釐定。

本集團已確認以下可呈報分類：

物業發展	:	物業發展及出售待售物業
物業租賃及投資	:	物業租賃及出售投資物業

由於該等產品及服務各自需要不同資源及市場推廣方法，因此，上述各營運分類分開管理。所有分類間轉讓均按公平價格計算。

本集團根據香港財務報告準則第8號呈報分類業績所採用的計量政策與其根據香港財務報告準則編製的財務報表所用者相同，惟：

- 使用權益法入賬的應佔聯營公司業績；
- 沖銷可換股票據的虧損；
- 所得稅開支；
- 與任何營運分類的業務活動並非直接相關的企業收支；及

– 以權益結算股份支付的僱員款項

未計入計算營運分類的經營業績。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(w) Segment reporting (Cont'd)

Segment assets include all assets but exclude goodwill and interests in associates. In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities information is not reported or used by the Group's executive directors.

No asymmetrical allocations have been applied to reportable segments.

(x) Related parties

(a) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of key management personnel of the Group or the Company's parent.

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

4. 主要會計政策(續)

(w) 分類報告(續)

分類資產包括商譽及於聯營公司的權益以外的所有資產。此外，與任何營運分類的業務活動並非直接相關的公司資產不會分配至分類，此主要適用於本集團總部。

本集團的執行董事並無報告或使用分類負債資料。

可呈報分類並無進行任何不均衡分配。

(x) 關連人士

(a) 倘適用下列情況，該名人士或該名人士的直系家屬成員便被視為與本集團有關聯：

- (i) 對本集團有控制權或共同控制權；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本公司母公司主要管理人員。

(b) 倘適用下列情況，該實體便被視為與本集團有關聯：

- (i) 該實體及本集團屬同一集團的成員(即各母公司、附屬公司及同系附屬公司互相關聯)。
- (ii) 一個實體為另一實體的聯繫人或合營企業(或為某一集團的成員的聯繫人或合營企業，而該另一實體為此集團的成員)。
- (iii) 該實體及本集團皆為相同第三方的合營企業。
- (iv) 一個實體為第三實體的合營企業及另一實體為第三實體的聯繫人。
- (v) 該實體為本集團或與本集團有關聯的實體的僱員福利而設的離職後福利計劃。
- (vi) 該實體受(a)部所識別的人士控制或共同控制。
- (vii) 於(a)(i)所識別對實體有重大影響的人士，或是實體(或實體的母公司)主要管理人員。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(x) Related parties (Cont'd)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

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

(a) Critical accounting estimates and assumptions

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:

(i) Estimated fair value of investment properties

The investment properties of the Group were stated at fair value in accordance with the accounting policy stated in note 4(f). The fair value of the investment properties are determined by a firm of independent qualified professional valuers and the fair value of investment properties as at the end of the reporting period are set out in note 15. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the judgement, consideration has been given to assumptions that are mainly based on market conditions existing at the end of the reporting period and appropriate capitalisation rates. These estimates are regularly compared to actual market data and actual transactions entered into by the Group.

4. 主要會計政策的總結(續)

(x) 關連人士(續)

某一人士的直系家屬成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響的有關家屬成員並包括：

- (i) 該名人士的子女及配偶或家庭夥伴；
- (ii) 該名人士的配偶或家庭夥伴的子女；及
- (iii) 該名人士或該名人士的配偶或家庭夥伴的受養人。

5. 重要會計判斷及主要估計不確定性來源

於應用本集團的會計政策時，董事須對無法從其他途徑得知的資產及負債的賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及其他視為相關的因素作出。實際結果可能有別於該等估計。

估計及相關假設會持續檢討。倘會計估計修訂僅影響修訂估計期間，則有關修訂會於該期間確認；或倘有關修訂既影響當期亦影響未來期間，則有關修訂會於修訂期間及未來期間確認。

(a) 重要會計估計及假設

本集團就未來作出估計及假設。從推算所得的會計估計通常有別於相關實際結果。以下論述有關導致資產及負債的賬面值於下個財政年度出現重大調整的重大風險估計及假設：

(i) 投資物業公允價值估計

本集團的投資物業乃根據附註4(f)所列的會計政策按公允價值列賬。投資物業的公允價值經由一間獨立合資格專業估值師行釐定，有關投資物業於報告期末的公允價值載於附註15。有關估值乃根據若干假設釐定，惟受不確定因素所影響，可能與實際結果出現重大差異。於作出判斷時，已考慮到主要根據於報告期末的市況及合適的資本化比率釐定的假設。有關估計會定期與實際市場數據及本集團訂立的實際交易比較。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

(a) Critical accounting estimates and assumptions (Cont'd)

(ii) Impairment of goodwill

The Group tests annually for any impairment of goodwill in accordance with the accounting policy stated in note 4(s). The recoverable amount of cash-generating unit that is based on its fair value less costs to sell, which was determined according to the estimated sales proceeds with respect to the possible disposal of the underlying cash-generating unit. The details are set out in notes 13 and 40 to the financial statements.

(iii) Net realisable value of properties held for sale and properties held under development

Management determines the net realisable value of completed properties held for sale by using prevailing market data such as most recent sale transactions and market survey reports available from independent qualified professional valuers, and internal estimates of costs based on quotes by suppliers.

Management's assessment of net realisable value of properties held under development requires the estimates of future cash flows to be derived from these properties. These estimates requires judgement as to the anticipated sale prices by reference to recent sales transactions in nearby locations, rate of new property sales, marketing costs (including price discounts required to stimulate sales) and the expected costs to completion of properties, the legal and regulatory framework and general market conditions.

(iv) Impairment of accounts receivable

The Group's management assesses the collectability of accounts receivable. This estimate is based on the credit history of the Group's customers and the current market condition.

Management reassesses the impairment provision at the end of the reporting period.

5. 重要會計判斷及主要估計不確定性來源(續)

(a) 重要會計估計及假設(續)

(ii) 商譽減值

本集團按照附註4(s)所列的會計政策每年一次測試商譽有否出現減值。根據公允價值減銷售成本之現金產生單位之可收回金額與可能出售的銷售款項釐定。詳情列於財務報表附註13及附註40。

(iii) 待售物業及發展中物業的可變現淨值

管理層採用最新銷售交易及獨立合資格專業估值師行提供的市場調查報告等市場數據，以及由內部以供應商所報成本編製估算而釐定待出售的建成物業的可變現淨值。

管理層對發展中物業的可變現淨值的評估須按有關物業未來的現金流量估計。有關估算須根據附近地點的近期銷售交易、新物業銷售率、推廣費用(包括促銷的價格折扣)及有關預計完成物業的費用、法律和監管架構及一般市況，從而判斷出預期的銷售價格。

(iv) 應收賬款減值

本集團管理層會評估應收賬款的可收回性。此估計乃根據本集團客戶的信用記錄及現時市況釐定。

管理層會於報告期末重新評估減值撥備。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

(a) Critical accounting estimates and assumptions (Cont'd)

(v) Valuation for convertible notes

The management uses their judgement in selecting an appropriate valuation technique for the Group's and the Company's convertible notes at initial recognition which are not quoted in the active market. Valuation techniques commonly used by market practitioners are applied. The fair value of convertible notes at initial recognition is estimated by DTZ Debenham Tie Leung Limited ("DTZ"), a firm of independent qualified professional valuers, based on actual transactions of the financial instruments in the market or transactions of similar financial instruments which generally represent the best estimate of the market value. The fair value of convertible notes at initial recognition varies with different variable and certain subjective assumptions. Any changes in these variables so adopted may materially affect the estimation of the fair value of convertible notes. Details of the fair value of convertible notes at initial recognition are disclosed in note 27.

(b) Critical judgements in applying the entity's accounting policies

(i) Revenue recognition

The Group has recognised revenue from sale of properties held for sale during the year as disclosed in note 7. The assessment of when an entity has transferred the significant risks and rewards of ownership to a buyer requires examination of the circumstances of the transaction. In most cases, the transfer of risks and rewards of ownership coincides with the transfer of the legal title or the passing of possession to the buyer. The Group believes that its recognition basis of sales as set out in note 4(r) is appropriate and is in line with the current practice adopted in the PRC.

(ii) Income tax

The Group is subject to income tax in various jurisdictions. Significant judgement is required in determining the amount of the provision of tax and the timing of payment of the related taxation. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in periods in which such determination are made.

5. 重要會計判斷及主要估計不確定性來源(續)

(a) 重要會計估計及假設(續)

(v) 可換股票據估值

管理層在為本集團及本公司並無活躍市場報價的可換股票據在初步確認時會運用判斷以挑選合適的估值方法。市場業者通常採用的估值方法會加以採用。可換股票據初步確認時的公允價值根據獨立合資格專業估值師戴德梁行有限公司(「戴德梁行」)進行的估值得出，估值基於金融工具市場實際交易大致可代表市值最佳估計的類似金融工具的交易而作出。可換股票據初步確認時的公允價值會因不同的可變數及若干主觀假設而異。所採用可變數如出現變化，或會對可換股票據的公允價值估計有重大影響。可換股票據初步確認時的公允價值詳情於附註27披露。

(b) 應用實體會計政策的重要判斷

(i) 收益確認

本集團已確認來自本年度銷售待售物業的收益，並於附註7披露。評估實體何時已將擁有權的重大風險及回報轉移予買家時，須對交易情況進行審查。在大部分情況下，轉移擁有權的風險及回報的同時亦向買家轉交法定所有權或移交管有權。本集團相信，其銷售確認基準(見附註4(r))乃屬適當，並符合中國現時的常規。

(ii) 所得稅

本集團須繳納不同司法權區的所得稅。釐定稅項撥備的金額及支付相關稅項的時間須作出重大判斷。當最終稅項結果不同於最初記錄的金額時，有關差額將對作出該等釐定期間的所得稅及遞延稅項撥備產生影響。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

(b) Critical judgements in applying the entity's accounting policies (Cont'd)

(ii) Income tax (Cont'd)

The Group is subject to land appreciation tax ("LAT") in the PRC. However, the implementation and settlement of this tax varies among various tax jurisdictions in cities of the PRC, and the Group has not finalised certain LAT calculation and payments with local tax authorities in the PRC. Accordingly, significant judgement is required in determining the amount on the appreciation of land value and its related LAT. The Group recognised LAT based on management's best estimates according to the understanding of the tax rules.

During the year, the Group incurred LAT of approximately HK\$6,062,000 (2012: HK\$6,273,000) which was charged to the consolidated income statement as income tax expense. The directors considered the amount charged to the consolidated income statement to be adequate as this is calculated according to the method which is in compliance with the existing rules and interpretation of LAT.

(iii) Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the management has reviewed the Group's investment properties portfolio and concluded that certain investment properties of the Group are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation on these investment properties, the management has determined that the presumption set out in Amendments to HKAS 12 "Deferred Tax – Recovery of Underlying Assets" that investment properties measured using the fair value model are recovered through sale is rebutted.

5. 重要會計判斷及主要估計不確定性來源(續)

(b) 應用實體會計政策的重要判斷(續)

(ii) 所得稅(續)

本集團須繳納中國土地增值稅(「土地增值稅」)。然而，中國城市不同稅收管轄區對土地增值稅的執行及結算不盡相同，而本集團尚未與中國任何地方稅務局落實其若干土地增值稅的計算及付款方法。因此，須作出重大判斷以釐定土地增值額及其相關土地增值稅。本集團根據管理層以其對稅務規則的理解作出的最佳估計，確認土地增值稅。

年內，本集團產生土地增值稅約6,062,000港元(二零一二年：6,273,000港元)，作為所得稅開支自綜合收益表中扣除。董事認為，自綜合收益表中扣除的該筆款額充足，因為此乃根據符合土地增值稅現有規則及詮釋的方法計算。

(iii) 投資物業的遞延稅項

就計量採用公允價值模式計量的投資物業所產生的遞延稅項負債或遞延稅項資產而言，管理層已審閱本集團的投資物業組合，認為本集團的若干投資物業乃以隨時間消耗該投資物業所包含的絕大部分經濟收益的業務模式持有。因此，管理層於釐定該等投資物業的遞延稅項時，已決定駁回載於香港會計準則第12號的修訂本「遞延稅項－收回相關資產」有關使用公允價值模式計量的投資物業可透過銷售收回的推定。

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6. SEGMENT INFORMATION

In identifying its operating segments, management generally follows the Group's service lines, which represents the main products and services provided by the Group. The Group has identified the following reportable segments.

Property development : Property development and sale of properties held for sale

Property leasing and investment : Property leasing and sale of investment properties

Each of these operating segments is managed separately as each of these products and service lines requires different resources as well as marketing approaches.

For the year ended 31 December 2013, there have been no changes from prior years in the measurement methods used to determine operating segments and reported segment profit or loss.

Inter-segment sales are charged at prevailing market prices.

The revenue and profit generated by the Group's operating segments are summarised as follows:

6. 分類資料

管理層一般根據本集團的服務(即本集團所提供的主要產品及服務)以確認其營運分類。本集團已確認以下可呈報分類。

物業發展 : 物業發展及出售待售物業

物業租賃及投資 : 物業租賃及出售投資物業

由於該等產品及服務各自需要不同資源及市場推廣方法，因此，上述各營運分類分開管理。

截至二零一三年十二月三十一日止年度，釐定營運分類及呈報分類損益所使用的計量方法與過往年度所使用者相同。

分類間銷售按當時市價計算。

本集團各營運分類錄得的收益及盈利概述如下：

		2013 二零一三年			
		Property development	Property investment and leasing	Elimination	Total
		物業發展 HK\$'000 千港元	物業投資 及租賃 HK\$'000 千港元	對銷 HK\$'000 千港元	總計 HK\$'000 千港元
Revenue:	收益：				
From external customers	來自外界客戶	199,485	12,917	-	212,402
Inter-segment revenue	分類間收益	-	-	-	-
Total segment revenue	總分類收益	199,485	12,917	-	212,402
Reportable segment profit	可呈報分類盈利	15,801	11,494	-	27,295
Interest income	利息收入	3,488	1,656	-	5,144
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(472)	(1,123)	-	(1,595)
Loss on disposal of investment properties	出售投資物業的虧損	-	(150)	-	(150)
Impairment loss on properties held for sale	待售物業的減值虧損	(14,836)	-	-	(14,836)
Fair value adjustments on investment properties	投資物業的公允價值調整	-	11,101	-	11,101
Finance costs	融資成本	-	(1,828)	-	(1,828)
Reportable segment assets	可呈報分類資產	1,090,503	405,396	-	1,495,899
Additions to non-current segment assets during the year	年內非流動分類資產添置	124	350	-	474

6. SEGMENT INFORMATION (Cont'd)

6. 分類資料(續)

		2012 二零一二年			
		Property development 物業發展 HK\$'000 千港元	Property investment and leasing 物業投資 及租賃 HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue:	收益：				
From external customers	來自外界客戶	258,937	13,165	–	272,102
Inter-segment revenue	分類間收益	–	–	–	–
Total segment revenue	總分類收益	258,937	13,165	–	272,102
Reportable segment profit	可呈報分類盈利	22,420	16,400	–	38,820
Interest income	利息收入	2,694	619	–	3,313
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(491)	(1,866)	–	(2,357)
Gain on disposal of investment properties	出售投資物業的收益	–	2,477	–	2,477
Impairment loss on properties held for sale	待售物業的減值虧損	(759)	–	–	(759)
Fair value adjustments on investment properties	投資物業的公允價值調整	–	22,337	–	22,337
Finance costs	融資成本	–	(1,937)	–	(1,937)
Reportable segment assets	可呈報分類資產	1,034,068	348,629	–	1,382,697
Additions to non-current segment assets during the year	年內非流動分類資產添置	5	79	–	84

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6. SEGMENT INFORMATION (Cont'd)

The total presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the financial statements as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Total segment profit	總分類盈利	27,295	38,820
Share of results of associates	應佔聯營公司業績	19,848	20,417
Gain on deregistration of a subsidiary	註銷一間附屬公司的收益	8,898	-
Equity-settled employee share-based payments	以權益結算股份支付的僱員款項	-	(2,947)
Corporate overheads	公司間接開支	(35,687)	(25,235)
Other unallocated income	其他未分配收入	1,215	173
Profit before income tax	除所得稅前盈利	21,569	31,228
Reportable segment assets	可呈報分類資產	1,495,899	1,382,697
Goodwill	商譽	29,249	37,048
Interests in associates	於聯營公司的權益	137,922	137,402
Corporate assets	公司資產	213,806	59,476
Total assets	總資產	1,876,876	1,616,623

No geographical information is presented as the operations, major customers and assets of the Group are substantially located in the PRC.

由於本集團的業務、主要客戶及資產大多位於中國，故並無呈列地區資料。

The Group has a large number of customers and there was no significant revenue derived from specific external customers for the years ended 31 December 2013 and 2012.

本集團擁有大量客戶，截至二零一三年及二零一二年十二月三十一日止年度並無來自特定外界客戶的重大收益。

7. REVENUE AND OTHER INCOME

7. 收益及其他收入

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Revenue, which also represents the Group's turnover	收益(亦指本集團的營業額)		
Proceeds from sale of properties held for sale	出售待售物業所得款項	199,485	258,937
Rental income	租金收入	12,917	13,165
		212,402	272,102
Other income	其他收入		
Interest income	利息收入	5,509	3,325
Exchange gain, net	匯兌收益淨額	844	233
Others	其他	2,748	1,178
		9,101	4,736

8. FINANCE COSTS

8. 融資成本

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Interest charges on borrowings which are repayable within five years:	須於五年內償還的借貸利息費用：		
Bank loans	銀行貸款	3,260	10,093
Other loan	其他貸款	6	8
Imputed interest expense on loans from non-controlling shareholders	非控股股東貸款的應計利息開支	1,066	2,071
		4,332	12,172
Interest charges on borrowings which are repayable after five years:	須於五年後償還的借貸利息費用：		
Bank loans	銀行貸款	420	497
		4,752	12,669
Interest charges on convertible notes (Note 27)	可換股票據的利息費用(附註27)	9,010	9,188
Total interest expense on financial liabilities not at fair value through profit or loss	並非按公允價值於損益列賬的金融負債利息開支總額	13,762	21,857
Less: amount capitalised in properties held under development *	減：撥充發展中物業資本化的數額*	(11,934)	(19,920)
		1,828	1,937

* The finance costs have been capitalised at a rate of 3.85% (2012: 3.29%) per annum.

* 融資成本已按年利率3.85% (二零一二年：3.29%)資本化。

The analysis shows the finance costs of bank borrowings, including term loans which contain a repayment on demand clause, in accordance with the agreed scheduled repayment dates set out in the loan agreements. For the years ended 31 December 2013 and 2012, the interest on bank borrowings which contain a repayment on demand clause amounted to approximately HK\$1,957,000 and HK\$1,811,000 respectively.

有關分析列示銀行借貸的融資成本，包括根據貸款協議所載的協定計劃償還日期涵蓋按要償還條款的定期貸款。截至二零一三年及二零一二年十二月三十一日止年度，涵蓋按要償還條款的銀行借貸的利息分別約為1,957,000港元及1,811,000港元。

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For the year ended 31 December 2013
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9. PROFIT BEFORE INCOME TAX

9. 除所得稅前盈利

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit before income tax is arrived at after charging/ (crediting):	除所得稅前盈利乃經扣除／(計入):		
Carrying amount of properties sold	售出物業的賬面值	163,013	219,356
Impairment loss on properties held for sale	待售物業的減值虧損	14,836	759
Cost of properties held for sale recognised as expense	確認為開支的待售物業成本	177,849	220,115
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,621	3,581
Less: amount capitalised in properties held under development	減：撥充發展中物業資本化的數額	(350)	(292)
		2,271	3,289
Outgoings in respect of investment properties that generated rental income during the year	有關於本年度產生租金收入之投資 物業的開支	2,844	3,087
Operating lease charges in respect of land and buildings	有關土地及樓宇的經營租賃費用	356	309
Impairment loss on goodwill (note 13)	商譽減值虧損(附註13)	7,799	-
Auditor's remuneration	核數師酬金		
– Audit services	– 核數服務	1,350	1,280
– Other services	– 其他服務	167	634
Staff costs (including directors' emoluments (note 34(a)))	員工成本(包括董事酬金) (附註34(a))		
– Directors' fee	– 董事袍金	836	836
– Salaries and other benefits in kind	– 薪金及其他實物利益	32,994	33,378
– Amount recognised as expense for retirement benefit costs	– 確認為退休福利開支的數額	2,130	2,549
– Equity-settled employee share-based payments (note 30)	– 以權益結算股份支付的僱員款項 (附註30)	-	2,947
Less: amount capitalised in properties held under development	減：撥充發展中物業資本化的數額	(11,415)	(13,276)
		24,545	26,434
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	8	8,174
Impairment loss on amount due from an associate	應收一間聯營公司款項的減值虧損	-	192
Impairment loss on other receivables	其他應收款項的減值虧損	74	1,602
Loss/(Gain) on disposal of investment properties	出售投資物業的虧損／(收益)	150	(2,477)
Exchange gain, net	匯兌收益淨額	(844)	(233)

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10. INCOME TAX EXPENSE

10. 所得稅開支

			2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
		Notes 附註		
Current tax – the PRC	即期稅項 – 中國			
Corporate income tax	企業所得稅	(a)	15,273	8,699
LAT	土地增值稅	(b)		
– current year	– 本年度		6,062	6,273
– over-provision in prior years	– 過往年度超額撥備		–	(7,380)
			21,335	7,592
Deferred taxation (note 18)	遞延稅項(附註18)		4,895	8,138
Total income tax charge	所得稅費用總額		26,230	15,730

Notes:

(a) The PRC corporate income tax is computed according to relevant laws and regulations in the PRC. The applicable income tax rate was 25% for the years ended 31 December 2013 and 2012.

No Hong Kong profits tax has been provided for as the Group had no estimated assessable profits for the year (2012: Nil).

(b) Under the Provisional Rules on LAT Implementation Rules of the PRC implemented on 27 January 1995, all gains from the sales or transfer of land use rights, buildings and their attached facilities in the PRC are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including cost of land use rights and all property development expenditures.

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

附註：

(a) 中國企業所得稅乃根據中國相關法律法規計算。截至二零一三年及二零一二年十二月三十一日止年度的適用所得稅稅率為25%。

由於本集團於本年度並無任何估計應課稅盈利(二零一二年：無)，故此並無就任何香港利得稅計提撥備。

(b) 根據於一九九五年一月二十七日實施的中國土地增值稅暫行條例實施細則，所有因銷售或轉讓於中國的土地使用權、樓宇及相關設施而獲得的收益，均須繳納土地增值稅，稅款按土地增值額(即銷售物業所得款項減可扣減支出，包括土地使用權成本及所有物業發展開支)以累進率計算，由30%至60%不等。

本年度所得稅開支可與綜合收益表的除所得稅前盈利對賬如下：

			2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit before income tax	除所得稅前盈利		21,569	31,228
Tax on profit before income tax, calculated at the rates applicable in the tax jurisdiction concerned	按有關稅收管轄區內適用的稅率計算除所得稅前盈利的稅項		6,161	11,608
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響		11,385	10,701
Tax effect of non-taxable revenue	毋須課稅收益的稅務影響		(4,057)	(13,755)
Tax effect of temporary difference arising from withholding tax for undistributed profits	未分派盈利預扣稅的暫時差額所產生的稅務影響		1,549	1,798
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損的稅務影響		3,703	5,023
LAT charge/(credit)	土地增值稅支出/(抵免)		6,062	(1,107)
Others	其他		1,427	1,462
Income tax expense for the year	本年度所得稅開支		26,230	15,730

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11. DIVIDENDS

Dividends attributable to the year:

Proposed 2012 final dividend of 0.2 HK cents per ordinary share	擬派二零一二年末期股息每股普通股 0.2港仙
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The final dividend proposed after the year ended 31 December 2012 had not been recognised as a liability at the end of the reporting period, but reflected as an appropriation of retained profits for the year.

12. (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share is based on the loss attributable to the owners of the Company of approximately HK\$14,739,000 (2012: profit of HK\$8,208,000) and on weighted average of 1,291,544,460 (2012: 1,284,780,869) ordinary shares in issue during the year.

No adjustment has been made to the basic loss per share as the outstanding share options (note 30) and convertible notes (note 27) had an anti-dilutive effect on the basic loss per share for the year ended 31 December 2013.

In the calculation of diluted earnings per share attributable to the owners of the Company for the year ended 31 December 2012, the potential shares arising from the conversion of the Company's convertible notes would increase the earnings per share attributable to the owners of the Company and was not taken into account as they had an anti-dilutive effect. Therefore, the diluted earnings per share attributable to the owners of the Company is based on the profit attributable to the owners of the Company of approximately HK\$8,208,000 and on weighted average of 1,286,858,075 ordinary shares outstanding during the year ended 31 December 2012, being the weighted average number of ordinary shares of 1,284,780,869 used in basic earnings per share calculation adjusted for the effect of share options issued of 2,077,206.

11. 股息

年內應佔股息：

2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
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-	2,571
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截至二零一二年十二月三十一日止年度後的擬派末期股息並未於報告期末確認為負債，但已列作該年度的保留盈利分派。

12. 每股(虧損)/盈利

每股基本(虧損)/盈利乃基於本公司股東應佔虧損約14,739,000港元(二零一二年：盈利8,208,000港元)以及年內已發行普通股的加權平均數1,291,544,460股(二零一二年：1,284,780,869股)計算。

截至二零一三年十二月三十一日止年度的未行使購股權(附註30)及可換股票據(附註27)對每股基本虧損具有反攤薄影響，故並未對每股基本虧損作出調整。

計算截至二零一二年十二月三十一日止年度的本公司股東應佔每股攤薄盈利時，兌換本公司可換股票據產生的潛在股份會增加本公司股東應佔每股盈利，但因有關股份具反攤薄影響，故並無計算在內。因此，本公司股東應佔每股攤薄盈利按本公司股東應佔盈利約8,208,000港元及截至二零一二年十二月三十一日止年度已發行普通股的加權平均數1,286,858,075股計算，即經調整已發行2,077,206份購股權的影響，用於計算每股基本盈利的普通股的加權平均數1,284,780,869股。

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For the year ended 31 December 2013
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13. GOODWILL

13. 商譽

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Balance as at 1 January	於一月一日的結餘	37,048	37,048
Derecognised on subsidiaries in the process of deregistration	終止確認正進行註銷之附屬公司	(242)	-
Impairment loss	減值虧損	(7,557)	-
Balance as at 31 December	於十二月三十一日的結餘	29,249	37,048

The goodwill as at 31 December 2013 comprises mainly goodwill arising from the acquisition of New Heritage Investments Limited ("NHIL") of approximately HK\$33,672,000 in 2005.

For the year ended 31 December 2013, the recoverable amount for the cash-generating units ("CGU"), the underlying hotel and property operations, in relation to NHIL was based on fair value less costs to sell, which was determined according to the estimated sales proceeds with respect to the possible disposal of the entire interests in NHIL and its immediate holding company, Accordcity Limited ("Accordcity"), as detailed in note 40 to the financial statements. The recoverable amount of NHIL and Accordcity determined using the above basis is HK\$170,252,000, which is lower than its carrying value. Accordingly, impairment losses of HK\$7,550,000 and HK\$7,000 are allocated to the goodwill attributed to NHIL and Accordcity, respectively.

For the year ended 31 December 2013, New Heritage Land Limited and New Heritage Properties Limited were in the process of deregistration. The recoverable amounts of these companies as separate CGUs are estimated to be nil, which are lower than their carrying values. Accordingly, impairment losses amounting to HK\$242,000 are recognised for the goodwill of these CGUs.

於二零一三年十二月三十一日的商譽主要包括於二零零五年收購新繼企業有限公司(「新繼企業」)產生的商譽約33,672,000港元。

截至二零一三年十二月三十一日，有關新繼企業現金產生單位(「現金產生單位」)、相關酒店及物業業務的可收回金額按公允價值減銷售成本計值，根據可能出售新繼企業及其直接控股公司Accordcity Limited (「Accordcity」)的全部權益(如財務報表附註40所列示)估計所得銷售款項釐定。運用上述基準釐定的新繼企業及Accordcity的可收回金額為170,252,000港元，較其賬面值為低，因此，分別為7,550,000港元及7,000港元的減值虧損分配至新繼企業及Accordcity的商譽。

截至二零一三年十二月三十一日止年度，新澤地產有限公司及新澤物業有限公司正在進行註銷。由於該等作為獨立現金產生單位的公司估計並無可收回金額，並低於彼等之賬面值，因此，該等現金產生單位的商譽減值虧損確認為242,000港元。

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14. PROPERTY, PLANT AND EQUIPMENT – GROUP

14. 物業、廠房及設備 – 本集團

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Operating and office equipment 營業及 辦公室設備 HK\$'000 千港元	Furniture and fixtures 傢俬及 裝置 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2012	於二零一二年一月一日						
Cost	成本	62,439	10,235	3,250	7,195	2,762	85,881
Accumulated depreciation	累計折舊	(7,170)	(8,550)	(1,578)	(5,675)	(2,004)	(24,977)
Net book amount	賬面淨值	55,269	1,685	1,672	1,520	758	60,904
Year ended 31 December 2012	截至二零一二年 十二月三十一日止年度						
Opening net book amount	年初賬面淨值	55,269	1,685	1,672	1,520	758	60,904
Additions	添置	–	–	–	24	271	295
Disposals	出售	(7,641)	(55)	–	(524)	(127)	(8,347)
Depreciation	折舊	(856)	(1,052)	(517)	(842)	(314)	(3,581)
Exchange differences	匯兌差額	69	5	9	1	4	88
Closing net book amount	年末賬面淨值	46,841	583	1,164	179	592	49,359
At 31 December 2012 and 1 January 2013	於二零一二年 十二月三十一日及 二零一三年一月一日						
Cost	成本	51,082	9,866	3,270	4,668	2,668	71,554
Accumulated depreciation	累計折舊	(4,241)	(9,283)	(2,106)	(4,489)	(2,076)	(22,195)
Net book amount	賬面淨值	46,841	583	1,164	179	592	49,359
Year ended 31 December 2013	截至二零一三年 十二月三十一日止年度						
Opening net book amount	年初賬面淨值	46,841	583	1,164	179	592	49,359
Additions	添置	–	265	124	30	162	581
Disposals	出售	–	(3)	–	(9)	(24)	(36)
Depreciation	折舊	(1,358)	(510)	(479)	(68)	(206)	(2,621)
Exchange differences	匯兌差額	267	13	32	5	11	328
Closing net book amount	年末賬面淨值	45,750	348	841	137	535	47,611
At 31 December 2013	於二零一三年 十二月三十一日						
Cost	成本	51,434	10,344	3,478	4,755	2,785	72,796
Accumulated depreciation	累計折舊	(5,684)	(9,996)	(2,637)	(4,618)	(2,250)	(25,185)
Net book amount	賬面淨值	45,750	348	841	137	535	47,611

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14. PROPERTY, PLANT AND EQUIPMENT – GROUP (Cont'd)

14. 物業、廠房及設備 – 本集團(續)

Depreciation expenses have been included in:

折舊開支包括在下列各項：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Consolidated statement of financial position	綜合財務狀況報表		
– capitalised in properties held under development	– 撥充發展中物業資本化	350	292
Consolidated income statement	綜合收益表		
– cost of sales	– 銷售成本	129	343
– administrative expenses	– 行政開支	2,142	2,946
		2,621	3,581

Net book amount of the Group's leasehold land and buildings shown above comprises:

上文列示的本集團租賃土地及樓宇的賬面淨值包括：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Properties in Hong Kong held under long leases (not less than 50 years)	所持有的香港物業長期租賃 (不少於50年)	37,483	38,286
Properties outside Hong Kong held under long leases (not less than 50 years)	所持有的香港以外物業長期租賃 (不少於50年)	8,267	8,555
		45,750	46,841

As at 31 December 2013, certain leasehold land and buildings of approximately HK\$37,483,000 (2012: HK\$38,286,000) were pledged to secure certain bank loans granted to the Group (note 26(a)).

於二零一三年十二月三十一日，約37,483,000港元(二零一二年：38,286,000港元)的若干租賃土地及樓宇已予抵押，以擔保本集團獲授的若干銀行貸款(附註26(a))。

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15. INVESTMENT PROPERTIES

15. 投資物業

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日的賬面值	304,594	297,340
Disposals	出售	(6,691)	(17,540)
Fair value adjustments	公允價值調整	11,101	22,337
Exchange differences	匯兌差額	9,895	2,457
Carrying amount at 31 December	於十二月三十一日的賬面值	318,899	304,594

As at 31 December 2013, certain investment properties of approximately HK\$167,680,000 (2012: Nil) were pledged to secure certain bank loans granted to the Group (note 26(a)).

於二零一三年十二月三十一日，約167,680,000港元（二零一二年：無）的若干投資物業用於擔保本集團所獲的若干銀行貸款（附註26(a)）。

Investment properties included leasehold interests in land located in the PRC with lease terms expiring from 2061 to 2065.

投資物業包括位於中國的土地租賃權益，租賃期於二零六一年至二零六五年間屆滿。

The fair values of the investment properties at 31 December 2013 were based on the valuation by Knight Frank Petty Limited ("KFP") (2012: DTZ), a firm of independent qualified professional valuers and has appropriate qualifications and recent experiences in the valuation of similar properties in nearby location. Valuations were based on the properties' open market value on 31 December 2013. The properties have been valued by direct comparison method by making reference to comparable sales evidence as available in the relevant market and where appropriate, by capitalising the net rental income derived from the existing tenancies with due allowance for the reversionary potential of the respective properties as at the end of the reporting period.

該等投資物業於二零一三年十二月三十一日的公允價值乃依據萊坊測計師行有限公司（「萊坊」）（二零一二年：戴德梁行）進行的估值釐定，萊坊為獨立合資格專業估值師，擁有近期於附近類似物業的估值經驗。估值乃根據該等物業於二零一三年十二月三十一日的公開市值釐定。該等物業乃經參照相關市場上可資比較的銷售案例以直接比較法進行估值，並於適當時資本化源自現有租約的租金收入淨額及就各有關物業於報告期末的潛在逆轉作充份撥備。

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15. INVESTMENT PROPERTIES (Cont'd)

Fair value hierarchy

The following table presents the fair value of the Group's properties measured at the end of the reporting period on a recurring basis, categorised into the three levels fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

		Fair value measurements categorised into 公允價值計量分為			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Fair value 公允價值 HK\$'000 千港元
Recurring fair value measurement	經常性公允價值計量				
As at 31 December 2013	於二零一三年 十二月三十一日				
Residential apartments	公寓住宅	–	90,035	–	90,035
Shopping arcades	購物拱廊	–	–	228,864	228,864
		–	90,035	228,864	318,899

There were no transfers into or out of Level 2 and 3 during the year. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the reporting date in which they occur.

The movements during the year in the balance of Level 3 fair value measurements are as below:

		2013 二零一三年 HK'000 千港元
Opening balance (Level 3 recurring fair value)	期初數(第三級經常性公允價值)	214,520
Fair value adjustments	公允價值調整	7,308
Exchange differences	匯兌差額	7,036
Closing balance (Level 3 recurring fair value)	期末數(第三級經常性公允價值)	228,864

15. 投資物業(續)

公允價值層級

下表呈列於報告期末計量的本集團物業公允價值，其以經常性質為基準，並分類至按照香港財務報告準則第13號—公允價值計量所定義的三級公允價值層級。公允價值計量所分類的層級乃參考以下估值技術所用輸入數據的可觀察性及重要性釐定：

		Fair value measurements categorised into 公允價值計量分為			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Fair value 公允價值 HK\$'000 千港元
Recurring fair value measurement	經常性公允價值計量				
As at 31 December 2013	於二零一三年 十二月三十一日				
Residential apartments	公寓住宅	–	90,035	–	90,035
Shopping arcades	購物拱廊	–	–	228,864	228,864
		–	90,035	228,864	318,899

於年內，並無轉入或轉出於第二級和第三級。本集團的政策為於公允價值層級之間的轉換發生的報告日期當日予以確認。

於年內第三級公允價值計量結餘的變動載列如下：

		2013 二零一三年 HK'000 千港元
Opening balance (Level 3 recurring fair value)	期初數(第三級經常性公允價值)	214,520
Fair value adjustments	公允價值調整	7,308
Exchange differences	匯兌差額	7,036
Closing balance (Level 3 recurring fair value)	期末數(第三級經常性公允價值)	228,864

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15. INVESTMENT PROPERTIES (Cont'd)

Fair value hierarchy (Cont'd)

The fair value of the Group's investment properties is a recurring fair value measurement. The following table gives information about how the fair values of these investment properties are determined, as well as the fair value hierarchy into which the fair value measurement are categorised (Level 2 to 3), based on the degree to which the inputs to the fair value measurement is observable.

Investment properties held by the Group in the consolidated statement of financial position

本集團於綜合財務狀況報表持有的投資物業

Fair value hierarchy	Valuation technique(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value	Range
公允價值等級	估值技術	主要不可觀察輸入數據	不可觀察輸入數據與公允價值的關係	範圍
Residential units – Suzhou Garden Villa Phase 1, 2 and 3	Level 2 Direct comparison approach	N/A	N/A	N/A
住宅單位－錦華苑第一、二、三期	第二級 直接比較法	不適用	不適用	不適用
Shopping arcades	Level 3 Income approach	Capitalisation rate, taking into account of the capitalisation of rental income potential, nature of the property and prevailing market condition.	The higher the capitalisation rate, the lower the fair value.	4.75% – 6.50%
購物商場	第三級 收益法	經考慮物業租金收入潛力、性質的資本化以及現行市場條件的資本化比率。 Market unit rents were obtained from making reference to the current rent, the prevailing market rental level and taking into account of location, size etc. (RMB/sq m/month). 市場單位租金乃參照現行租金、現行市場租金水平，並考慮位置、大小等因素所得(人民幣/平方米/月)。	資本化比率越高，公允價值越低。 The higher the market unit rent, the higher the fair value.	4.75%至6.50% RMB130 – RMB187 人民幣130至人民幣187

There was no change to the valuation techniques during the year. The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

15. 投資物業(續)

公允價值層級(續)

本集團投資物業的公允價值採用經常性公允價值計量。有關該等投資物業公允價值的釐定方法，以及按照公允價值計量輸入數據的可觀察程度，根據有關等級公允價值(第二至三級)計量的輸入數據可觀察的資料載列如下：

年內採用的估值技術並無變動。公允價值計量乃基於上述物業的最優及最佳使用情況，與其實際使用情況並無差別。

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16. INTERESTS IN SUBSIDIARIES

(a) Investments in subsidiaries

		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	
		2012 二零一二年 HK\$'000 千港元	
Unlisted, at cost	非上市，按成本值	112,893	112,893
Capital contribution to a subsidiary	向一間附屬公司出資	11,700	11,700
Financial guarantees granted to subsidiaries	授予附屬公司的財務擔保	9,367	9,343
		133,960	133,936

Particulars of the principal subsidiaries, each of which is a limited liability company, as at 31 December 2013 are as follows:

於二零一三年十二月三十一日主要附屬公司(均為有限公司)的詳情如下：

Company name 公司名稱	Place of incorporation/ establishment/ 註冊成立/ 成立地點	Issued and fully paid ordinary share capital/ registered capital 已發行及繳足 普通股/註冊資本	Attributable equity interest 應佔股本權益		Principal activities (Place of operations) 主要業務(營業地點)
			Directly 直接	Indirectly 間接	
New Heritage Corporation Limited* (新澤企業有限公司)*	British Virgin Islands ("BVI") 英屬維爾京群島	347 shares of US\$1 each 347股每股面值1美元	100%	-	Investment holding (HK) 投資控股(香港)
New Heritage Development Limited 新繼發展有限公司	Hong Kong ("HK") 香港	156 shares of HK\$1 each 156股每股面值1港元	-	90%#	Investment holding (HK) 投資控股(香港)
New Heritage Investments Limited 新繼企業有限公司	HK 香港	6,260,000 shares of HK\$10 each 6,260,000股每股面值10港元	-	100%	Investment holding (HK) 投資控股(香港)
New Heritage (IP) Limited* 新澤(產業)有限公司*	BVI 英屬維爾京群島	1 share of US\$1 each 1股每股面值1美元	-	100%	Holding of trademark of the Group (HK) 持有本集團商標(香港)
New Heritage Land Limited ("NHLL")*** 新澤地產有限公司(「新澤地產」)***	HK 香港	1 share of HK\$1 each 1股每股面值1港元	-	100%	Investment holding (HK) 投資控股(香港)
New Heritage Management Limited 新澤管理有限公司	HK 香港	1 share of HK\$1 each 1股每股面值1港元	-	100%	Administration vehicle of the Group (HK) 處理本集團行政工作(香港)
New Heritage Properties Limited ("NHPL")*** 新澤物業有限公司(「新澤物業」)***	HK 香港	1 share of HK\$1 each 1股每股面值1港元	-	100%	Investment holding (HK) 投資控股(香港)
Prosper View Group Limited ("PVGL")** 協朗集團有限公司(「協朗」)**	HK 香港	10,000 shares of HK\$1 each 10,000股每股面值1港元	-	46%#	Investment holding (HK) 投資控股(香港)
World Margin Limited 世謙有限公司	HK 香港	800,000 shares of HK\$1 each 800,000股每股面值1港元	-	100%	Treasury vehicle of the Group (HK) 處理本集團的財資工作(香港)
Suzhou Garden Villa Development & Management Co., Ltd.* 蘇州錦華苑建設發展管理 有限公司*	PRC (Note (a)) 中國(附註(a))	US\$20,550,000 20,550,000美元	-	86%#	Properties development and investment (PRC) 物業發展及投資(中國)

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16. INTERESTS IN SUBSIDIARIES (Cont'd)

16. 於附屬公司的權益(續)

(a) Investments in subsidiaries (Cont'd)

(a) 於附屬公司的投資(續)

Company name 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid ordinary share capital/ registered capital 已發行及繳足 普通股/註冊資本	Attributable equity interest		Principal activities (Place of operations) 主要業務(營業地點)
			Directly 直接	Indirectly 間接	
Suzhou New Heritage GF Limited* 蘇州新綉地產有限公司*	PRC (Note (b)) 中國(附註(b))	US\$26,600,000 26,600,000美元	–	55%#	Properties development and investment (PRC) 物業發展及投資(中國)
Suzhou New Heritage WZA Limited* 蘇州新興地產有限公司*	PRC (Note (b)) 中國(附註(b))	US\$8,000,000 8,000,000美元	–	100%	Properties development and investment (PRC) 物業發展及投資(中國)
New Heritage WJA Limited* 吳江新澤地產有限公司*	PRC (Note (b)) 中國(附註(b))	US\$13,000,000 13,000,000美元	–	94%#	Properties development and investment (PRC) 物業發展及投資(中國)

* The statutory financial statements of these subsidiaries are not audited by BDO Limited.

* 該等附屬公司的法定財務報表並未經香港立信德豪會計師事務所有限公司審核。

** The Group has an effective interest of 46% in PVGL. In the opinion of the directors, the Group has the power to control over the financial and operating policies of PVGL and PVGL is consolidated in the financial statements accordingly.

** 本集團擁有協朗的46%實際股權。董事認為，本集團有權控制協朗的財務及經營政策，因此協朗的業績在財務報表中綜合入賬。

*** NHLL, NHPL, Net Gold Investments Limited and NH (Guiyang) Limited, subsidiaries of the Company, which became dormant during the year, were in the process of deregistration as at 31 December 2013.

*** 本公司的附屬公司新澤地產、新澤物業、奧昌投資有限公司及香港新澤(貴陽)有限公司年內已停業，於二零一三年十二月三十一日正在撤銷登記。

On 28 January 2013, Suzhou New Heritage Wuzhoug Limited, a former subsidiary of the Group, the deregistration was successfully approved by Suzhou Bureau of Commerce successfully. Upon deregistration, gain on deregistration of a subsidiary of approximately HK\$8,898,000 was recorded by the Group (note 29).

於二零一三年一月二十八日，蘇州新澤地產有限公司(本集團的前附屬公司)已成功於蘇州市商務局撤銷登記，附屬公司取消登記的收益約8,898,000港元已通過本集團入賬(附註29)。

Approximate percentage.

概約百分比。

Notes:

附註：

(a) This subsidiary is registered as a sino-foreign cooperative joint venture under the PRC law.

(a) 該附屬公司根據中國法律登記為中外合資合營公司。

(b) These subsidiaries are registered as wholly foreign owned enterprises under the PRC law.

(b) 該等附屬公司根據中國法律登記為外資獨資企業。

(c) None of the subsidiaries had issued any debt securities at the end of the reporting period.

(c) 於報告期末，概無附屬公司發行任何債務證券。

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16. INTERESTS IN SUBSIDIARIES (Cont'd)

(b) Amounts due from/(to) subsidiaries

The amounts due are unsecured, interest-free and repayable on demand.

(c) Material non-controlling interests

(1) PVGL

PVGL, a 46% owned subsidiary of the Company, has material non-controlling interests ("NCI").

Summarised financial information in relation to the NCI of PVGL, before intra-group eliminations, is presented below:

16. 於附屬公司的權益(續)

(b) 應收/(應付)附屬公司款項

該等款項乃無抵押、免息及須於要求時償還。

(c) 重大非控股權益

(1) 協朗

協朗(本公司擁有46%權益的附屬公司)擁有重大非控股權益(「非控股權益」)。

有關協朗非控股權益的財務資料概要(於集團內公司間對銷前)呈列如下:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
For the year ended 31 December	截至十二月三十一日止年度		
Revenue	收益	-	-
Profit/(Loss) for the year	年度盈利/(虧損)	15,372	(5,692)
Total comprehensive income for the year	年度全面收益總額	15,372	(5,692)
Profit/(Loss) allocated to NCI	已分配非控股權益的盈利/(虧損)	8,286	(3,068)
Dividends paid to NCI	已付非控股權益股息	-	-
For the year ended 31 December	截至十二月三十一日止年度		
Cash flows from operating activities	經營活動的現金流量	(997)	(190)
Cash flows from investing activities	投資活動的現金流量	10,163	4,171
Cash flows from financing activities	融資活動的現金流量	1,224	(4,510)
Net cash inflows/(outflows)	現金流入/(流出)淨額	10,390	(529)
As at 31 December	於十二月三十一日		
Current assets	流動資產	11,021	19,352
Non-current assets	非流動資產	166,488	166,488
Current liabilities	流動負債	15,467	191,869
Non-current liabilities	非流動負債	152,699	-
Net assets/(liabilities)	資產/(負債)淨值	9,343	(6,029)
Accumulated non-controlling interests	累計非控股權益	5,036	(3,250)

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財務報表附註

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16. INTERESTS IN SUBSIDIARIES (Cont'd)

(c) Material non-controlling interests (Cont'd)

(2) Suzhou New Heritage GF Limited ("SNHGF")

SNHGF, a 55% owned subsidiary of the Company, has material NCI.

Summarised financial information in relation to the NCI of SNHGF, before intra-group eliminations, is presented below:

16. 於附屬公司的權益(續)

(c) 重大非控股權益(續)

(2) 蘇州新綉地產有限公司*(「蘇州新綉」)

蘇州新綉(本公司持有55%權益的附屬公司)擁有重大非控股權益。

有關蘇州新綉非控股權益財務資料概要(於集團內公司間對銷前)呈列如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
For the year ended 31 December	截至十二月三十一日止年度		
Revenue	收益	129,841	115,566
Profit for the year	年度盈利	18,180	16,614
Total comprehensive income for the year	年度全面收益總額	27,303	18,874
Profit allocated to NCI	已分配非控股權益盈利	12,299	8,502
Dividends paid to NCI	已付非控股權益股息	5,760	-
For the year ended 31 December	截至十二月三十一日止年度		
Cash flows from operating activities	經營活動的現金流量	492,510	46,098
Cash flows from investing activities	投資活動的現金流量	458	109
Cash flows from financing activities	融資活動的現金流量	(456,529)	(38,240)
Net cash inflows	現金流入淨額	36,439	7,967
As at 31 December	於十二月三十一日		
Current assets	流動資產	356,922	360,392
Non-current assets	非流動資產	425	444
Current liabilities	流動負債	60,631	79,381
Non-current liabilities	非流動負債	2,021	1,277
Net assets	資產淨值	294,695	280,178
Accumulated non-controlling interests	累計非控股權益	132,748	126,209

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17. INTERESTS IN ASSOCIATES

17. 於聯營公司的權益

			Group 本集團
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
	Notes 附註		
Share of net assets	應佔資產淨值	(a) 137,678	137,158
Amount due from an associate	應收一間聯營公司款項	244	436
Impairment loss	減值虧損	-	(192)
	(b)	244	244
		137,922	137,402

Notes:

附註：

(a) Particulars of associates as at 31 December 2013 are as follows:

(a) 於二零一三年十二月三十一日聯營公司的詳情如下：

Company name 公司名稱	Place of incorporation/ establishment and operation 註冊成立／成立及營業地點	Percentage of interest held 所持權益百分比	Principal activities 主要業務
Beijing Landmark Towers Co., Ltd.* 北京亮馬河大廈有限公司*	PRC 中國	30.05%	Hotel ownership and property investment 擁有酒店及物業投資
Art Shine Limited* 朗雅有限公司*	HK 香港	40%	Investment holding 投資控股

* The statutory financial statements of these associates are not audited by BDO Limited.

* 該等聯營公司的法定財務報表並未經香港立信德豪會計師事務所有限公司審核。

(b) The amount due is unsecured, interest-free and not repayable within twelve months from the end of the reporting period.

(b) 結欠款項為無抵押、免息，且毋須自報告期末起計十二個月內償還。

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17. INTERESTS IN ASSOCIATES (Cont'd)

Notes: (Cont'd)

(c) Summarised financial information (material associate)

Beijing Landmark Towers Co., Ltd.

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
As at 31 December	於十二月三十一日		
Non-current assets	非流動資產	412,109	448,502
Current assets	流動資產	182,541	141,961
Current liabilities	流動負債	115,918	106,971
Non-current liabilities	非流動負債	20,567	27,058
Included in the above amounts are:	上述金額包括：		
Cash and cash equivalents	現金及現金等價物	171,499	130,503
For the year ended 31 December	截至十二月三十一日止年度		
Revenue	收益	371,391	362,404
Profit from continuing operations for the year	來自持續經營的年度盈利	66,048	67,944
Other comprehensive income for the year	年度其他全面收益	3,692	13,250
Total comprehensive income for the year	年度全面收益總額	69,740	81,194
Dividends received from an associate	收取一間聯營公司的股息	24,929	22,051
Included in the above amounts are:	上述金額包括：		
Depreciation and amortisation	折舊及攤銷	58,496	46,425
Interest income	利息收入	2,641	2,573
Income tax expense	所得稅開支	21,446	21,712

(d) Summarised financial information

Art Shine Limited

17. 於聯營公司的權益(續)

附註：(續)

(c) 主要聯營公司的財務資料概要

北京亮馬河大廈有限公司

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
As at 31 December	於十二月三十一日		
Non-current assets	非流動資產	412,109	448,502
Current assets	流動資產	182,541	141,961
Current liabilities	流動負債	115,918	106,971
Non-current liabilities	非流動負債	20,567	27,058
Included in the above amounts are:	上述金額包括：		
Cash and cash equivalents	現金及現金等價物	171,499	130,503
For the year ended 31 December	截至十二月三十一日止年度		
Revenue	收益	371,391	362,404
Profit from continuing operations for the year	來自持續經營的年度盈利	66,048	67,944
Other comprehensive income for the year	年度其他全面收益	3,692	13,250
Total comprehensive income for the year	年度全面收益總額	69,740	81,194
Dividends received from an associate	收取一間聯營公司的股息	24,929	22,051
Included in the above amounts are:	上述金額包括：		
Depreciation and amortisation	折舊及攤銷	58,496	46,425
Interest income	利息收入	2,641	2,573
Income tax expense	所得稅開支	21,446	21,712

(d) 財務資料概要

朗雅有限公司

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
For the year ended 31 December	截至十二月三十一日止年度		
Loss from continuing operations for the year	來自持續經營的年度虧損	2	431
Total comprehensive income for the year	年度全面收益總額	(2)	(431)

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18. DEFERRED TAXATION

The movement in deferred tax assets/(liabilities) arising from temporary differences are as follows:

18. 遞延稅項

暫時差額產生的遞延稅項資產/(負債)的變動如下:

		Group 本集團			
		Fair value adjustments on investment properties 投資物業的 公允價值調整 HK\$'000 千港元	In respect of provision for LAT 有關土地 增值稅撥備 HK\$'000 千港元	In respect of withholding tax for un-distributed profits 有關尚未分派 盈利預扣稅 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance as at 1 January 2012	於二零一二年一月一日的 結餘	(36,732)	2,011	(3,959)	(38,680)
Deferred tax charged to the profit or loss (note 10)	於損益賬扣除的遞延稅項 (附註10)	(4,495)	(1,845)	(1,798)	(8,138)
Exchange differences	匯兌差額	(335)	1	(28)	(362)
Balance as at 31 December 2012 and 1 January 2013	於二零一二年 十二月三十一日及 二零一三年一月一日 的結餘	(41,562)	167	(5,785)	(47,180)
Deferred tax charged to the profit or loss (note 10)	於損益賬扣除的遞延稅項 (附註10)	(3,346)	-	(1,549)	(4,895)
Exchange differences	匯兌差額	(1,393)	6	(112)	(1,499)
Balance as at 31 December 2013	於二零一三年 十二月三十一日的結餘	(46,301)	173	(7,446)	(53,574)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign-invested enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries and an associate established in the PRC in respect of earnings generated from 1 January 2008. The deferred tax liabilities in respect of temporary differences attributable to undistributed profits of the PRC subsidiaries and associate have been recognised in profit or loss.

根據中國企業所得稅法，於中國成立的外資企業向境外投資者宣派的股息須按10%繳納預扣稅。此規定於二零零八年一月一日起生效，適用於二零零七年十二月三十一日以後產生的盈利。因此，本集團須就於中國成立的附屬公司及一間聯營公司於二零零八年一月一日以後產生的盈利所分派的股息繳納預扣稅。就中國附屬公司及聯營公司尚未分派盈利應佔暫時差額之遞延稅項負債已於損益賬中確認。

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18. DEFERRED TAXATION (Cont'd)

The following is the analysis of the deferred taxation balances for financial reporting purposes:

	Group 本集團		Company 本公司	
	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Deferred tax assets	173	167	-	-
Deferred tax liabilities	(53,747)	(47,347)	-	-
	(53,574)	(47,180)	-	-

The amount of the deferred tax asset not recognised during the year is as follows:

	Group 本集團		Company 本公司	
	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Tax effect of:				
- unused tax losses	52,736	31,112	52,709	30,286

Deferred tax asset in respect of tax losses has not been recognised in the financial statements due to the unpredictability of future profit streams against which the tax losses can be utilised. The tax losses of the subsidiaries operating in the PRC can be carried forward for 5 years and tax losses of the subsidiaries operating in Hong Kong will not expire under the current tax legislation.

18. 遞延稅項(續)

就財務報告目的而言，遞延稅項結餘分析如下：

	Group 本集團		Company 本公司	
	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
遞延稅項資產	173	167	-	-
遞延稅項負債	(53,747)	(47,347)	-	-
	(53,574)	(47,180)	-	-

年內未確認遞延稅項資產款額如下：

	Group 本集團		Company 本公司	
	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
稅務影響：				
- 未動用稅項虧損	52,736	31,112	52,709	30,286

由於可用於抵銷稅項虧損的未來利潤流量的不可預測性，故並未於財務報表就稅項虧損確認遞延稅項資產。於中國營運的附屬公司的稅項虧損可結轉5年，而於香港營運的附屬公司的稅項虧損根據現行稅法將不會屆滿。

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19. PROPERTIES HELD UNDER DEVELOPMENT – GROUP

19. 發展中物業 – 本集團

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Amounts comprise:	金額包括：		
Construction costs	建築成本	315,750	234,314
Land use rights	土地使用權	125,925	175,004
Interest capitalised	利息資本化	15,410	9,498
		457,085	418,816

The capitalisation rate used to determine the amount of interest incurred eligible for capitalisation in 2013 was 3.85% (2012: 3.29%).

二零一三年用於確定符合資本化條件的利息金額的資本化利率為3.85%(二零一二年：3.29%)。

Properties held under development included leasehold interests in land located in the PRC with lease terms expiring from 2047 to 2077.

發展中物業包括位於中國的土地租賃權益，租賃期由二零四七年至二零七七年間屆滿。

As at 31 December 2012, certain leasehold interests in land of approximately HK\$71,597,000 were pledged to secure certain bank loans granted to the Group. The related bank loans have been fully repaid during the year ended 31 December 2013 and the pledged properties held under development have been released.

二零一二年十二月三十一日，若干土地租賃權益約71,597,000港元用於抵押。以擔保本集團所獲得的若干銀行貸款。截至二零一三年十二月三十一日止年度期間，有關銀行貸款已悉數償還，而抵押的發展中物業已獲解除。

20. PROPERTIES HELD FOR SALE – GROUP

20. 待售物業 – 本集團

Properties held for sale included leasehold interests in land located in the PRC with lease terms expiring from 2061 to 2077.

待售物業包括位於中國的土地租賃權益，租賃期由二零六一年至二零七七年間屆滿。

The carrying amounts of certain carparks under properties held for sales were above the recoverable amounts determined according to prevailing property market conditions and impairment losses in the amount of HK\$14,836,000 were recognised accordingly.

若干在待售物業內的停車位的賬面值高於根據現行物業市場狀況釐定的可收回金額，因而14,836,000港元之減值虧損隨即確認。

As at 31 December 2013, the carrying value of the leasehold interests in land amounted to approximately HK\$93,241,000 (2012: HK\$74,808,000).

於二零一三年十二月三十一日，土地租賃權益的賬面值約為93,241,000港元(二零一二年：74,808,000港元)。

21. INVENTORIES – GROUP

21. 存貨 – 本集團

Inventories represent low value consumables carried at cost.

存貨指按成本值入賬的低值易耗品。

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22. ACCOUNTS RECEIVABLE

22. 應收賬款

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Accounts receivable	應收賬款	166	139

Accounts receivable represents rental income from leasing properties. Monthly rents are normally received in advance and sufficient rental deposits are held to minimise credit risk. Accounts receivable generally have credit terms of 30 to 60 days (2012: 30 to 60 days) and no interest is charged. All accounts receivable are denominated in Renminbi. The ageing analysis of the Group's accounts receivable, based on invoice dates, is as follows:

應收賬款指租賃物業的租金收入。每月租金通常預先收取，並持有充足的租金按金以減低信貸風險。應收賬款的信貸期一般為30至60天(二零一二年：30至60天)及不計息。所有應收賬款以人民幣計值。本集團應收賬款的賬齡按發票日分析如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within 30 days	30天以內	127	139
31 – 60 days	31 – 60天	39	–
		166	139

The carrying amount of accounts receivable is considered a reasonable approximation of fair value as this financial asset, which is measured at amortised cost, is expected to be paid within a short timescale, such that the time value of money impact is not significant.

應收賬款的賬面值被視為合理接近公允價值，因該項金融資產乃按攤銷成本列賬，並預期於短期內支付，因此，並無重大的資金時值影響。

Accounts receivable, based on due date, which are past due are analysed as follows:

逾期應收賬款按到期日分析如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Fully conformed with credit term	按信貸期全數償還	166	139
Past due but not impaired	逾期但未減值	–	–
		166	139

As at 31 December 2013, accounts receivable of approximately HK\$166,000 (2012: HK\$139,000) were neither past due nor impaired. These related to a number of customers for whom there was no recent history of default.

於二零一三年十二月三十一日，金額約為166,000港元(二零一二年：139,000港元)的應收賬款並未逾期及減值。款項乃與近期並無違約記錄的多名客戶有關。

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23. DEPOSITS PAID, PREPAYMENTS AND OTHER RECEIVABLES

23. 已付按金、預付款項及其他應收款項

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Deposits paid and prepayments	已付按金及預付款項	13,961	11,813
Other receivables	其他應收款項	33,582	20,673
		47,543	32,486

The carrying amounts of deposits paid and other receivables approximate to their fair values. Other receivables were neither past due nor impaired and were related to a number of counterparties for whom there was no recent history of default.

已付按金及其他應收款項賬面值與其公允價值相若。其他應收款項並未過期亦未減值，與近期並無拖欠記錄的多名交易方有關。

24. ACCOUNTS PAYABLE

24. 應付賬款

Based on the invoice dates, the ageing analysis of the Group's accounts payable is as follows:

本集團應付賬款的賬齡按發票日分析如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within 30 days	30天以內	8	75
31 – 60 days	31 – 60天	12	9
61 – 90 days	61 – 90天	–	–
91 – 365 days	91 – 365天	–	91
Over 365 days	365天以上	1,420	1,345
Rent received on behalf of landlords	代業主收取的租金	1,440	1,520
Accrued construction cost and other project-related expenses	應計建築成本及其他項目相關開支	110,739	90,677
		112,179	92,197

All amounts are short term and hence the carrying values of the Group's accounts payable are considered to be a reasonable approximation of fair value.

所有款項屬短期款項，故本集團應付賬款的賬面值被視作為與公允價值合理相若。

Notes:

附註：

- (a) Rent received on behalf of landlords comprised net rental received from tenants after netting off fee charged to them provided by external service providers.
- (b) Included in the above amounts are construction cost and other project-related expenses payable amounting to approximately HK\$110,739,000 as at 31 December 2013 (2012: HK\$90,677,000) which were accrued based on the terms of the relevant agreements and the progress of the projects, and were not due for payment as at 31 December 2013.

- (a) 代業主收取的租金包括向租戶收取的租金扣除外界服務供應商所收取費用後的所得淨額。
- (b) 上述金額包括於二零一三年十二月三十一日的應付建築成本及其他項目相關開支約110,739,000港元(二零一二年：90,677,000港元)，該金額乃根據相關協議條款及項目進度累計，且於二零一三年十二月三十一日尚未到期支付。

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25. ACCRUALS, DEPOSITS RECEIVED AND OTHER PAYABLES

25. 應計費用、已收按金及其他應付款項

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Deposits received	已收按金	393,724	106,455
Accruals and other payables	應計費用及其他應付款項	22,521	29,355
		416,245	135,810

All amounts are short term and hence the carrying values of the Group's accruals, deposits received and other payables are considered to be a reasonable approximation of their fair values.

所有款項均為短期，因此本集團應計費用、已收按金及其他應付款項的賬面值被視為合理接近其公允價值。

26. BORROWINGS

26. 借貸

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current liabilities		流動負債	
Portion of term loans from banks due for repayment within one year	須於一年內到期償還的定期銀行貸款部分	32,426	77,782
Portion of term loans from banks due for repayment after one year which contain a repayment on demand clause	須於一年後到期償還的包含按要求償還條款的定期銀行貸款部份	26,465	44,683
Loan from a related company	一間關連公司貸款	-	5,000
Loans from non-controlling shareholders	非控股股東貸款	26,282	92,062
		85,173	219,527
Non-current liabilities		非流動負債	
Bank loans	銀行貸款	21,632	-
Loans from non-controlling shareholders	非控股股東貸款	74,823	19,771
		96,455	19,771
		181,628	239,298

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

計息銀行貸款(包括須按要求償還的定期貸款)乃按攤銷成本列賬。須於一年後到期償還的包含按要求償還條款且分類為流動負債的定期貸款部分預期毋須於一年內清償。

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26. BORROWINGS (Cont'd)

Borrowings were repayable as follows:

26. 借貸(續)

須償還借貸如下：

		Group 本集團	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
		Notes 附註	
Within one year			
一年內			
Term loans, unsecured	定期貸款，無抵押	(d)	14,854
Term loans, secured	定期貸款，有抵押	(a),(d)	17,572
Loan from a related company, unsecured	一間關連公司貸款，無抵押	(c)	-
Loans from non-controlling shareholders, unsecured	非控股股東貸款，無抵押	(b)	26,282
In the second year			
第二年內			
Term loans, unsecured	定期貸款，無抵押	(d)	8,713
Term loans, secured	定期貸款，有抵押	(a),(d)	14,646
Loans from non-controlling shareholders, unsecured	非控股股東貸款，無抵押	(b)	-
In the third to fifth year			
三至五年			
Term loans, unsecured	定期貸款，無抵押	(d)	-
Term loans, secured	定期貸款，有抵押	(a),(d)	24,738
Loans from non-controlling shareholders, unsecured	非控股股東貸款，無抵押	(b)	74,823
After the fifth year			
五年以後			
Term loans, secured	定期貸款，有抵押	(a),(d)	-
			2,000
			181,628
			239,298

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26. BORROWINGS (Cont'd)

Notes:

- (a) Bank loans were secured by pledges of certain leasehold land and buildings and investment properties of the Group (notes 14 and 15).
- (b) Loans from non-controlling shareholders are unsecured and interest-free. The loans were initially recognised at fair value and subsequently stated at amortised cost which was estimated by discounting the nominal value of the loans at effective interest rate. During the year ended 31 December 2013, the Group made partial repayment to non-controlling shareholders and renegotiated the terms of certain loans with non-controlling shareholders. The directors considered that such early repayment and renegotiation of terms represented a modification of the original loans and accordingly, the effective interest rates were adjusted at the date of modification.

During the year ended 31 December 2013, the effective interest rates of the loans were in the range of 2.08% to 4.55% (2012: 1.61% to 4.55%) per annum.

- (c) Loan from a related company, Chong Lai (Panama) S.A. ("Chong Lai"), is unsecured, interest bearing at HIBOR plus 3% per annum and repayable on or before 14 December 2013 (note 35(b)). The effective interest rate of the loan was 3.28% (2012: 3.28%) per annum during the year.
- (d) The amounts due are based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause. These borrowings bore floating interest rates.

The carrying amounts of the borrowings are denominated in the following currencies and have the following effective interest rates at the end of the reporting period:

		Group 本集團			
		2013 二零一三年		2012 二零一二年	
		Effective interest rate per annum 千港元	Effective interest rate per annum 實際年利率	Effective interest rate per annum 千港元	Effective interest rate per annum 實際年利率
Hong Kong dollars	港元	59,850	1.97% – 4.55%	79,155	1.28% – 4.55%
United States dollars	美元	93,490	2.42% – 2.45%	110,543	1.61% – 2.46%
Renminbi	人民幣	28,288	6.22%	49,600	6.40%
		181,628		239,298	

The Group regularly monitors its compliance with the covenants of the banking facilities, is up to date with the scheduled repayments of the term loans and does not consider it probable that the banks will exercise their discretion to demand repayment for so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in note 39.4. As at 31 December 2013 and 2012, none of the covenants relating to drawn down facilities had been breached.

26. 借貸(續)

附註：

- (a) 銀行貸款以本集團若干租賃土地及樓宇及投資物業(附註14及15)作為抵押。
- (b) 非控股股東貸款為無抵押及免息。該批貸款首先按公允價值確認，其後按攤銷成本列賬，攤銷成本乃以實際利率折現該批貸款的面值估計得出。截至二零一三年十二月三十一日止年度，本集團向非控股股東償還了部分貸款及與非控股股東重新磋商若干貸款的條款。董事認為有關提早償還及磋商已改變原有貸款，故實際利率於改變之日已予調整。

截至二零一三年十二月三十一日止年度，貸款實際利率介乎每年2.08%至4.55%（二零一二年：1.61%至4.55%）之間。

- (c) 關連公司Chong Lai (Panama) S.A. (「Chong Lai」)的貸款為無抵押，以香港銀行同業拆息年利率加3%計息並須於二零一三年十二月十四日或之前償還(附註35(b))。年內貸款的實際年利率為3.28%(二零一二年:3.28%)。
- (d) 結欠款項乃按貸款協議所載的預定還款日期為準，並無計及任何按要價償還條款的影響。該等借貸按浮動利率計息。

借貸賬面值乃以下列貨幣為計值單位，於報告期末的實際利率如下：

本集團定期監察直至定期貸款預定還款日期銀行融資契約的遵守情況，並認為只要本集團繼續遵守該等規定，銀行不大可能行使其酌情權要求還款。本集團流動資金風險管理的進一步詳情載於附註39.4。於二零一三年及二零一二年十二月三十一日，本集團並無違反與提取融資額有關的契約。

27. CONVERTIBLE NOTES

On 10 August 2007, the Company entered into a Convertible Notes Subscription Agreement (the “Agreement”) with Asia Financial Holdings Limited (“AFH”) and Asia Insurance Company, Limited (“AICL”) (AICL is a subsidiary of AFH which is controlled by the associates of Mr. CHAN Bernard Charnwut, the non-executive director of the Company). Pursuant to the Agreement, AFH and AICL agreed to acquire the convertible notes (the “2007 Notes”) at HK\$50,000,000 and HK\$25,000,000 respectively, in total of the principal amount of HK\$75,000,000 at interest rate of 5% per annum, payable in arrears on a quarterly basis on 31 March, 30 June, 30 September and 31 December of each year between the date of issue of the 2007 Notes and the maturity date. The maturity date was 60 months from the date of issue of the 2007 Notes.

The 2007 Notes were not transferable and not allowed for redemption before the maturity date. Unless previously converted, the Company was obliged to redeem the 2007 Notes on the maturity date at the redemption price of 110% of the principal amount of the 2007 Notes outstanding together with accrued interest payables.

The principal amount of HK\$35,000,000 (HK\$25,000,000 for AFH and HK\$10,000,000 for AICL) of the 2007 Notes should be compulsorily converted at the conversion price of HK\$1.10 within seven business days if the closing price per share of the Company was HK\$1.10 or higher for ten consecutive trading days during the period between the date of issue of the 2007 Notes and five business days prior to the maturity date.

In addition, the 2007 Notes could be converted by the holder into ordinary shares of the Company at any part of the principal amount of the 2007 Notes in the multiple of HK\$25,000,000, at a conversion price of HK\$1.10 per share, at any time during the period between the date of issue of the 2007 Notes and the maturity date.

68,181,818 was the maximum number of ordinary shares that could be converted.

Further details of the terms and conditions of the 2007 Notes were disclosed in the announcement and circular of the Company dated 17 August 2007 and 10 September 2007 respectively.

The 2007 Notes were issued to AFH and AICL on 15 October 2007.

The fair values of the 2007 Notes were determined by the directors of the Company with reference to the valuation performed by Norton Appraisals Limited, a firm of independent professional valuers with appropriate qualifications and recent experiences in the valuation of similar derivative instruments with reference to market values.

27. 可換股票據

於二零零七年八月十日，本公司與亞洲金融集團(控股)有限公司(「亞洲金融」)及亞洲保險有限公司(「亞洲保險」)訂立可換股票據認購協議(「協議」)(亞洲保險為亞洲金融之附屬公司，亞洲金融由本公司非執行董事陳智思先生之聯繫人控制)。根據協議，亞洲金融及亞洲保險同意分別以50,000,000港元及25,000,000港元認購本金總額75,000,000港元的可換股票據(「二零零七年票據」)，年利率為5%，須於二零零七年票據發行日期至到期日期間每年三月三十一日、六月三十日、九月三十日及十二月三十一日按季支付前期利息。到期日為自二零零七年票據發行日期起計60個月。

二零零七年票據不可轉讓，並且在到期日前不可贖回。除之前已兌換者外，本公司有責任於到期日按已發行二零零七年票據本金額的110%連同產生的應付利息為贖回價贖回二零零七年票據。

如自二零零七年票據發行當日至到期日前五個營業日期間連續十個交易日的本公司每股收市價為1.10港元或以上，則二零零七年票據的本金額35,000,000港元(亞洲金融為25,000,000港元，而亞洲保險為10,000,000港元)須於七個營業日內強制按1.10港元的兌換價兌換。

此外，持有人可於二零零七年票據發行當日至到期日期間的任何時間按每股1.10港元的兌換價將二零零七年票據本金額的任何部分兌換為本公司普通股，兌換額須為25,000,000港元的倍數。

可兌換普通股的數目上限為68,181,818股。

二零零七年票據的條款及條件的進一步詳情分別於本公司日期為二零零七年八月十七日及二零零七年九月十日的公告及通函中披露。

已於二零零七年十月十五日向亞洲金融及亞洲保險發行二零零七年票據。

二零零七年票據的公允價值由本公司董事參考普敦國際評估有限公司作出的估值釐定，普敦國際評估有限公司乃擁有適當資格的獨立專業估值師，且在參考市值評估類似衍生工具方面擁有近期經驗。

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27. CONVERTIBLE NOTES (Cont'd)

The methods and assumptions applied for the valuation of the 2007 Notes were as follows:

The fair value of the liability component was calculated based on the present value contractually determined stream of future cash flows discounted at the required yield, which was determined with reference to the market interest rate for an equivalent non-convertible notes and remaining time to maturity.

The residual amount, representing the value of the equity component, was included in the equity attributable to owners of the Company in convertible notes equity reserves, net of deferred tax.

On 5 July 2011, the Company entered into a subscription agreement with AFH and AICL in relation to the issue of the 2011 convertible notes (the "2011 Notes") at HK\$50,000,000 and HK\$25,000,000 respectively, in total of the principal amount of HK\$75,000,000 at interest rate of 6% per annum, payable in-arrears on a quarterly basis on 31 March, 30 June, 30 September and 31 December of each year between the date of issue of the 2011 Notes and the maturity date. The maturity date is 36 months from the date of issue of the 2011 Notes. Pursuant to the Subscription Agreement, the Company, AFH and AICL acknowledged and confirmed that it was the intention of the parties that the proceeds to be obtained from the issue of the 2011 Notes should be applied towards the redemption of the 2007 Notes on the date of completion. Accordingly, notwithstanding that the 2007 Notes did not provide for any early redemption thereof, the Company, AFH and AICL agreed that, subject to the presentation of the original of the certificates for the 2007 Notes to the Company, all the 2007 Notes should be redeemed by the Company on the date of completion at the redemption amount. On 30 September 2011, the subscription price of the 2011 Notes payable by AFH and AICL was immediately applied by the Company to set-off part of the redemption amount for redemption of the 2007 Notes. A premium on a pro rata basis upon the actual holding period over the original period and the interest accrued thereon up to the redemption date amounting to HK\$6,885,000 was paid to AFH and AICL. Upon redemption, the 2007 Notes were cancelled.

The 2011 Notes are not transferable and will not be allowed for redemption before the maturity date. Unless previously converted, the Company is obliged to redeem the 2011 Notes on the maturity date at the redemption price of 110% of the principal amount of the 2011 Notes outstanding together with accrued interest payables.

The principal amount of HK\$35,000,000 (HK\$25,000,000 for AFH and HK\$10,000,000 for AICL) of the 2011 Notes shall be compulsorily converted at the conversion price of HK\$1.10 within seven business days if the closing price per share of the Company is HK\$1.10 or higher for ten consecutive trading days during the period between the date of issue of the 2011 Notes and five business days prior to the maturity date.

27. 可換股票據(續)

二零零七年票據估值時所採用的方法及假設如下：

負債部分的公允價值基於合約釐定的未來現金流量按規定收益率折現的現值計算，而規定收益率則由等值不可換股票據的市場利率及到期日前的剩餘時間釐定。

餘額指權益部分的價值，計入可換股票據權益儲備中本公司股東應佔權益(扣除遞延稅項)內。

於二零一一年七月五日，本公司與亞洲金融及亞洲保險就分別按50,000,000港元及25,000,000港元發行二零一一年可換股票據(「二零一一年票據」)訂立認購協議，本金額合共75,000,000港元，年利率為6%，須於二零一一年票據發行日期至到期日期間每年三月三十一日、六月三十日、九月三十日及十二月三十一日按季支付前期利息。到期日為自二零一一年票據發行日期起計36個月。根據認購協議，本公司、亞洲金融及亞洲保險確認及確定訂約各方的意向為應將發行二零一一年票據所得款項用於在完成日期贖回二零零七年票據。因此，儘管二零零七年票據並無訂有任何提早贖回條款，惟本公司、亞洲金融及亞洲保險協定在向本公司出示二零零七年票據證書正本時，所有二零零七年票據均應由本公司在完成日期按贖回金額贖回。於二零一一年九月三十日，由亞洲金融及亞洲保險應付的二零一一年票據認購價已即時由本公司動用作抵銷贖回二零零七年票據的部分贖回金額。就實際持有期對原定期間按比例計算的票據金加上直至贖回日該金額的應計利息合共6,885,000港元已付予亞洲金融及亞洲保險。二零零七年票據已於贖回後註銷。

二零一一年票據不可轉讓，並且在到期日前不可贖回。除之前已兌換者外，本公司有責任於到期日按二零一一年票據本金額的110%連同產生的應付利息為贖回價贖回二零一一年票據。

如自二零一一年票據發行當日至到期日前五個營業日期間連續十個交易日的本公司每股收市價為1.10港元或以上，則二零一一年票據的本金額35,000,000港元(亞洲金融為25,000,000港元，而亞洲保險為10,000,000港元)須於七個營業日內強制按1.10港元的兌換價兌換。

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27. CONVERTIBLE NOTES (Cont'd)

In addition, the 2011 Notes can be converted by the holder into ordinary shares of the Company at any part of the principal amount of the 2011 Notes in the multiple of HK\$25,000,000, at a conversion price of HK\$1.10 per share, at any time during the period between the date of issue of the 2011 Notes and the maturity date.

68,181,818 is the maximum number of ordinary shares that can be converted.

Further details of the terms and conditions of the 2011 Notes were disclosed in the announcement and circular of the Company dated 5 July 2011 and 25 July 2011 respectively.

The 2011 Notes were issued to AFH and AICL on 30 September 2011.

The difference between the redemption amount and the carrying amount of the liability component represented a loss on extinguishment of convertible notes of approximately HK\$829,000 which was charged to profit or loss for the year ended 31 December 2011.

The extinguishment accounting was adopted to derecognise the 2007 Notes and the 2011 Notes are recognised at their fair value. The fair values of the liability component and the equity conversion component of the 2011 Notes were determined at the issuance of the 2011 Notes.

The fair values of the 2011 Notes of approximately HK\$69,400,000 were determined with reference to the valuation performed by DTZ, a firm of independent qualified professional valuers with appropriate qualifications and recent experiences in the valuation of similar derivative instruments with reference to market values.

The methods and assumptions applied for the valuation of the 2011 Notes are as follows:

The fair value of the liability component of approximately HK\$68,500,000 was calculated based on the present value contractually determined stream of future cash flows discounted at the required yield, which was determined with reference to the market interest rate for an equivalent non-convertible notes and remaining time to maturity.

The fair value of the equity component of approximately HK\$900,000 was calculated based on the option pricing model, which was included in the equity attributable to owners of the Company in convertible notes equity reserves.

As detailed in the announcement dated 20 December 2013, principal amount of HK\$35,000,000 (HK\$25,000,000 for AFH and HK\$10,000,000 for AICL) of the 2011 Notes has been compulsorily converted into shares of the Company according to the compulsory conversion clause. The conversion gave rise to the issue of 31,818,181 (2012: Nil) ordinary shares of HK\$0.01 each of the Company and derecognition in carrying value of liability component and equity component by HK\$36,795,000 (2012: Nil) and HK\$420,000 (2012: Nil), respectively.

27. 可換股票據附註(續)

此外，持有人可於二零一一年票據發行當日至到期日期間的任何時間按每股1.10港元的兌換價將二零一一年票據本金額的任何部分兌換為本公司普通股，兌換額須為25,000,000港元的倍數。

可兌換普通股的數目上限為68,181,818股。

二零一一年票據的條款及條件的進一步詳情分別於本公司日期為二零一一年七月五日及二零一一年七月二十五日的公告及通函中披露。

已於二零一一年九月三十日向亞洲金融及亞洲保險發行二零一一年票據。

負債部分的贖回金額與賬面值之間的差額即為沖銷可換股票據虧損約829,000港元，已於截至二零一一年十二月三十一日止年度的損益賬中扣除。

已採用沖銷會計法終止確認二零零七年票據，而二零一一年票據則按其公允價值確認。二零一一年票據的負債部分及權益部分的公允價值於發行二零一一年票據時釐定。

二零一一年票據的公允價值約69,400,000港元乃參考戴德梁行作出的估值釐定；該行乃擁有適當資格的獨立專業估值師，且在參考市值評估類似衍生工具方面擁有近期經驗。

二零一一年票據估值時所採用的方法及假設如下：

負債部分的公允價值約68,500,000港元基於合約釐定的未來現金流量按規定收益率折現的現值計算，而規定收益率則由等值不可換股票據的市場利率及到期日前的剩餘時間釐定。

權益部分的公允價值約900,000港元基於期權定價模式計算，計入可換股票據權益儲備中本公司股東應佔權益內。

誠如日期為二零一三年十二月二十日的公告所詳列，根據強制兌換條約，本金額為35,000,000港元(亞洲金融為25,000,000港元，而亞洲保險為10,000,000港元)的二零一一年票據已被強制兌換為本公司股份。本公司由此發行31,818,181股(二零一二年：無)每股0.01港元的普通股，並終止確認負債部分及權益部分賬面值分別為36,795,000港元(二零一二年：無)及420,000港元(二零一二年：無)。

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27. CONVERTIBLE NOTES (Cont'd)

The convertible notes recognised in the statement of financial position are calculated as follows:

		Group and Company 本集團及本公司	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
Net carrying amount as at 1 January	於一月一日的賬面淨值	74,350	69,675
Interest expense (Note 8)	利息開支(附註8)	9,010	9,188
Interest paid	已付利息	(4,425)	(4,513)
Conversion during the year	年內兌換	(36,795)	–
Net carrying amount as at 31 December	於十二月三十一日的賬面淨值	42,140	74,350

For the 2011 Notes, the liability component on initial recognition of approximately HK\$68,500,000 represented the difference between the fair value of approximately HK\$69,400,000 and equity component of approximately HK\$900,000.

The effective interest rate of the liability component is 13.38% (2012: 13.38%) per annum. Interest expense on the convertible notes is calculated using the effective interest method by applying the effective interest rate to the liability component.

於財務狀況報表內確認的可換股票據按如下方式計算：

		Group and Company 本集團及本公司	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
Net carrying amount as at 1 January	於一月一日的賬面淨值	74,350	69,675
Interest expense (Note 8)	利息開支(附註8)	9,010	9,188
Interest paid	已付利息	(4,425)	(4,513)
Conversion during the year	年內兌換	(36,795)	–
Net carrying amount as at 31 December	於十二月三十一日的賬面淨值	42,140	74,350

就二零一一年票據而言，初步確認約68,500,000港元的負債部分為約69,400,000港元的公允價值與約900,000港元的權益部分的差額。

負債部分的實際年利率為13.38% (二零一二年：13.38%)。可換股票據的利息開支乃按實際利率法就負債部分以實際利率計算。

28. SHARE CAPITAL

		2013 二零一三年		2012 二零一二年	
		Number of shares 股份數目	HK\$'000 千港元	Number of shares 股份數目	HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股	30,000,000,000	300,000	30,000,000,000	300,000
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股				
At 1 January	於一月一日	1,285,398,465	12,854	1,284,538,465	12,845
Arising from issue of ordinary shares on exercise of share options (Note)	因行使購股權發行普通股而產生(附註)	7,390,000	74	860,000	9
Arising from issue of ordinary shares on compulsory conversion of convertible notes (Note 27)	因強制兌換可換股票據發行普通股而產生(附註27)	31,818,181	318	–	–
At 31 December	於十二月三十一日	1,324,606,646	13,246	1,285,398,465	12,854

28. 股本

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28. SHARE CAPITAL (Cont'd)

Note:

For the year ended 31 December 2013, the Company issued 7,390,000 (2012: 860,000) ordinary shares of HK\$0.01 each in relation to the exercise of the share options by certain employees of the Group at the subscription price of HK\$0.235 per ordinary share (note 30). The difference between the subscription price and par value amounting to approximately HK\$1,663,000 (2012: HK\$194,000) was credited to share premium. In addition, the portion of share option reserves in relation to the exercise of the share options exercised during the year of 2013 amounted to approximately HK\$656,000 (2012: HK\$76,000) was transferred to the Company's share premium.

As detailed in note 27 to the financial statements, an aggregate number of 31,818,181 of new ordinary shares of par value of HK\$0.01 each were issued at a conversion price of HK\$1.10. The conversion gave rise to a credit to share capital of HK\$318,000 (2012: Nil) and the remaining balance of HK\$36,477,000 was credited to the share premium account.

29. GAIN ON DEREGISTRATION OF A SUBSIDIARY

On 28 January 2013, the Group deregistered a non wholly-owned subsidiary, namely Suzhou New Heritage Wuzhong Limited.

Net liabilities of the deregistered subsidiary at the date of deregistration were as follows:

28. 股本(續)

附註：

截至二零一三年十二月三十一日止年度，本公司就本集團若干僱員按認購價每股普通股0.235港元行使購股權而發行7,390,000(二零一二年：860,000)股每股面值0.01港元的普通股(附註30)。認購價與面值的差額約1,663,000港元(二零一二年：194,000港元)已計入股份溢價。此外，於二零一三年度行使的購股權的購股權儲備部分約656,000港元(二零一二年：76,000港元)已轉撥至本公司的股份溢價。

誠如財務報表附註27所詳述，每股面值0.01港元合共31,818,181股新普通股按兌換價1.10港元發行。該兌換產生一項股本為318,000港元(二零一二年：無)的信貸，而剩下結餘36,477,000港元計入股份溢價內。

29. 註銷一間附屬公司的收益

於二零一三年一月二十八日，本集團註銷一間名為蘇州新澤地產有限公司的非全資擁有附屬公司。

於註銷日期已註銷附屬公司的負債淨額載列如下：

		2013 二零一三年 HK'000 千港元
Net liabilities disposed of:	已出售負債淨額：	
Amount due to a group company	應付一間集團公司款項	(6,111)
Waiver of amount due to a group company	豁免應付一間集團公司的款項	6,111
Reclassification of exchange reserve	匯兌儲備重新分類	(8,898)
Gain on deregistration of a subsidiary (note 16a)	註銷一間附屬公司的收益(附註16a)	8,898
		-
Net cash outflow arising on deregistration	註銷產生的現金流出淨額	
Cash at bank disposed of	已出售的銀行存款	-

30. SHARE-BASED EMPLOYEE COMPENSATION

Pursuant to the written resolutions of all the then shareholders passed on 14 November 2005, the Company has conditionally adopted the Share Option Scheme (the "Scheme") for employee compensation.

The purpose of the Scheme is to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the participants for their contributions to the Group and for such other purposes as the board of directors (the "Board") may approve from time to time.

Pursuant to the Scheme, the Board may, at its discretion, invite any executive or non-executive directors including independent non-executive directors or any employees (whether full-time or part-time) of the Company, its subsidiaries and associated companies; any discretionary objects of a discretionary trust established by any employees, executive or non-executive directors of each member of the Group or its associated companies; any consultants, professional and other advisers to each member of the Group or its associated companies (or persons, firms or companies proposed to be appointed for providing such services); any chief executives or substantial shareholders of the Company; any associates of any director, chief executive or substantial shareholder of the Company; and any employees (whether full-time or part-time) of substantial shareholders of the Company, provided that the Board may have absolute discretion to determine whether or not one falls within the above categories, (together, the "Participants" and each a "Participant"), to take up options ("Option(s)") to subscribe for shares at a price determined in accordance with the paragraph below.

In determining the basis of eligibility of each Participant, the Board would take into account such factors as the Board may at its discretion consider appropriate.

The Scheme shall be valid and effective for a period of 10 years commencing on the date on which the Scheme is adopted, after which period no further Options will be granted but in all other respects the provisions of the Scheme shall remain in full force and effect, and Options which are granted during the life of the Scheme may continue to be exercisable in accordance with their terms of grant.

30. 以股份支付的僱員薪酬

根據當時全體股東於二零零五年十一月十四日通過的書面決議案，本公司已有條件採納購股權計劃（「該計劃」），作為僱員薪酬。

該計劃旨在讓本公司以靈活的方法，就參與者對本集團的貢獻及董事會（「董事會」）可能不時批准的其他目的，給予參與者激勵、獎勵、酬金、報酬及／或利益。

根據該計劃，董事會可酌情邀請本公司、其附屬公司及聯營公司的任何執行或非執行董事，包括獨立非執行董事或任何僱員（不論全職或兼職）；本集團各成員公司或其聯營公司的任何僱員、執行或非執行董事所設立的全權信託的任何全權受益人；本集團各成員公司或其聯營公司的任何諮詢人、專業人士及其他顧問（或擬委任以提供該等服務的人士、商行或公司）；本公司任何主要行政人員或主要股東；本公司任何董事、主要行政人員或主要股東的任何聯繫人；及本公司主要股東的任何僱員（不論全職或兼職），惟董事會可全權酌情釐定有關人士是否屬於上述類別（上述人士均稱為及合稱「參與者」），以接納購股權（「購股權」），並根據下文確定的價格認購股份。

於釐定各參與者的資格標準時，董事會將考慮其可能酌情認為恰當的因素。

該計劃自獲採納日期起計有效期為十年，在限期後不會再授出購股權，惟在所有其他方面，該計劃的條文仍具有十足效力及作用，於該計劃期限內授出的購股權可按其授出條款繼續行使。

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30. SHARE-BASED EMPLOYEE COMPENSATION (Cont'd)

The subscription price in respect of each share issued pursuant to the exercise of Options granted hereunder shall be a price solely determined by the Board and notified to a Participant and shall be at least the highest of:

- (a) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the business day on which an offer is accepted by the grantee or if such date of acceptance by the grantee is not a business day, the immediately preceding business day;
- (b) a price being the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date on which an offer is accepted by the grantee (provided that the new issue price shall be used as the closing price for any business day falling within the period before listing of the shares where the Company has been listed for less than 5 business days as at the date on which an offer is accepted by the grantee); and
- (c) the nominal value of a Company's share.

The total number of shares, which may be issued upon exercise of all Options to be granted under the Scheme and any other share option scheme of the Company shall not in aggregate exceed 10% of the total number of shares in issue on the date of commencement of dealings in the shares on the Stock Exchange ("Scheme Mandate Limit"), unless the Company obtains an approval from its shareholders. Options lapsed in accordance with the terms of the Scheme will not be counted for the purpose of calculating such 10% limit.

On 15 May 2012, an ordinary resolution regarding the refreshment of Scheme Mandate Limit was approved by the shareholders of the Company at the Annual General Meeting ("AGM"). Starting from 15 May 2012, further options to subscribe up to 128,453,846 ordinary shares of the Company, being 10% of the total number of shares in issue on the date of AGM are available to be granted under the Scheme.

Notwithstanding any other provisions of the Scheme, the maximum number of the shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of shares in issue from time to time.

Unless approved by the shareholders, the total number of shares issued and to be issued upon exercise of the Options granted to each participant (including both exercised and outstanding Options) in any 12-month period shall not exceed 1% of the total number of shares in issue.

30. 以股份支付的僱員薪酬(續)

根據本文授出的購股權獲行使而發行的每股股份的認購價，將由董事會獨自釐定及知會參與者，而認購價最低為(以最高者為準)：

- (a) 於要約獲承授人接納的營業日(或如要約獲承授人接納當日並非營業日，則為緊接該日前的營業日)聯交所日報表所報的本公司股份收市價；
- (b) 緊接要約獲承授人接納前五個營業日聯交所日報表所報的本公司股份平均收市價(惟倘本公司於要約獲承授人接納當日前已上市的天數少於五個營業日，則新發行價應用作股份上市前期間任何營業日的收市價)；及
- (c) 一股本公司股份面值。

因行使根據該計劃及本公司任何其他購股權計劃授出的所有購股權可發行的股份總數，合共不得超過於聯交所開始買賣當日已發行股份總數的10% (「計劃授權限額」)，惟本公司取得股東的批准則除外。計算該10%限額並不計及根據該計劃條款已失效的購股權。

於二零一二年五月十五日，一項更新計劃授權限額的普通決議案於股東週年大會(「股東週年大會」)上獲本公司股東批准。自二零一二年五月十五日起，根據該計劃，可進一步授出認購最多達128,453,846股本公司普通股的購股權，相當於股東週年大會日期已發行股份總數的10%。

儘管該計劃另有任何其他規定，於行使該計劃及本公司任何其他購股權計劃的已授出但尚未行使的所有未行使購股權時，最多可發行的股份數目不得超過不時已發行股份總數的30%。

除非獲股東批准，於任何十二個月期間因行使授予每名參與者的購股權(包括已行使及尚未行使的購股權)而已發行及將予發行的股份總數，不得超過已發行股份總數的1%。

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30. SHARE-BASED EMPLOYEE COMPENSATION (Cont'd)

Offer of an option (“Offer”) shall be deemed to have been accepted by any Participant (the “Grantee”) who accepts an Offer in accordance with the terms of the Scheme and the option to which the Offer relates shall be deemed to have been granted and to have taken effect when the duplicate of the offer letter comprising acceptance of the Offer duly signed by the Grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the granting thereof is received by the Company within 14 days from the date upon which the Offer is made.

All share-based employee compensation will be settled in equity.

Details of the Options granted by the Company pursuant to the Scheme and the Options outstanding as at 31 December 2013 were as follows:

Date of grant (dd/mm/yyyy)	Exercisable period (dd/mm/yyyy)	Number of options 購股權數目			Balance at 31 December 2012 and 1 January 2013	Granted during the year	Exercised during the year	Expired/ Lapsed during the year	Balance at 31 December 2013	Exercise price per share HK\$
		授出日期 (日/月/年)	行使期間 (日/月/年)	於二零一二年 十二月 三十一日及 二零一三年 一月一日 的結餘						
Executive directors 執行董事										
Mr. Taochaifu Choofuang ("Mr. C.F. Tao") 陶哲甫先生	04/09/2012	04/09/2012 – 03/09/2017	1,000,000	-	-	-	1,000,000	0.235		
Mr. Tao Richard ("Mr. Richard Tao") 陶家祈先生	04/09/2012	04/09/2012 – 03/09/2017	1,000,000	-	-	-	1,000,000	0.235		
Mr. Tao Paul ("Mr. Paul Tao") 陶錫祺先生	04/09/2012	04/09/2012 – 03/09/2017	1,000,000	-	-	-	1,000,000	0.235		
Mr. Kong Mui Sum Lawrence 江焱森先生	04/09/2012	04/09/2012 – 03/09/2017	4,000,000	-	-	-	4,000,000	0.235		
Mr. Yim Chun Leung 嚴振亮先生	04/09/2012	04/09/2012 – 03/09/2017	9,000,000	-	-	-	9,000,000	0.235		
Employees of the Group 本集團僱員	04/09/2012	04/09/2012 – 03/09/2017	15,140,000	-	(7,390,000)	-	7,750,000	0.235		
			31,140,000	-	(7,390,000)	-	23,750,000			

30. 以股份支付的僱員薪酬(續)

任何參與者(「承授人」)凡按照該計劃的條款接納購股權要約(「要約」)，即被視為接納要約，而當載有接納要約的要約書副本由承授人妥為簽署，並在本公司作出要約當日起14日內，接獲承授人在接納購股權時須向本公司支付1.00港元作為授出購股權的代價後，與要約有關的購股權即被視為已授出並生效。

所有以股份支付的僱員薪酬均將於權益內結算。

於二零一三年十二月三十一日，本公司根據該計劃授出而尚未行使的購股權詳情如下：

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30. SHARE-BASED EMPLOYEE COMPENSATION (Cont'd)

Details of the Options granted by the Company pursuant to the Scheme and the Options outstanding as at 31 December 2012 were as follows:

30. 以股份支付的僱員薪酬(續)

於二零一二年十二月三十一日，本公司根據該計劃授出而尚未行使的購股權詳情如下：

Date of grant (dd/mm/yyyy)	Exercisable period (dd/mm/yyyy)	Number of options 購股權數目			Balance at 31 December 2011 and 1 January 2012	Granted during the year	Exercised during the year	Expired/ Lapsed during the year	Balance at 31 December 2012	Exercise price per share HK\$
		授出日期 (日/月/年)	行使期間 (日/月/年)	於二零一一年 十二月 三十一日及 二零一二年 一月一日 的結餘						
Executive directors 執行董事										
Mr. Taochaifu Choofuang ("Mr. C.F. Tao") 陶哲甫先生	04/09/2012	04/09/2012 – 03/09/2017	–	1,000,000	–	–	–	1,000,000	0.235	
Mr. Tao Richard ("Mr. Richard Tao") 陶家祈先生	04/09/2012	04/09/2012 – 03/09/2017	–	1,000,000	–	–	–	1,000,000	0.235	
Mr. Tao Paul ("Mr. Paul Tao") 陶錫祺先生	04/09/2012	04/09/2012 – 03/09/2017	–	1,000,000	–	–	–	1,000,000	0.235	
Mr. Kong Mui Sum Lawrence 江淼森先生	04/09/2012	04/09/2012 – 03/09/2017	–	4,000,000	–	–	–	4,000,000	0.235	
Mr. Yim Chun Leung 嚴振亮先生	04/09/2012	04/09/2012 – 03/09/2017	–	9,000,000	–	–	–	9,000,000	0.235	
Employees of the Group 本集團僱員	04/09/2012	04/09/2012 – 03/09/2017	–	16,000,000	(860,000)	–	–	15,140,000	0.235	
			–	32,000,000	(860,000)	–	–	31,140,000		

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30. SHARE-BASED EMPLOYEE COMPENSATION (Cont'd)

Options outstanding and weighted average exercise price for the reporting periods presented are as follows:

		2013 二零一三年		2012 二零一二年	
		Number	Weighted average exercise price	Number	Weighted average exercise price
		數目	加權平均行使價 HK\$ 港元	數目	加權平均行使價 HK\$ 港元
Outstanding as at 1 January	於一月一日未行使	31,140,000	0.235	-	-
Granted	授出	-	-	32,000,000	0.235
Exercised	行使	(7,390,000)	0.235	(860,000)	0.235
Expired	屆滿	-	-	-	-
Outstanding as at 31 December	於十二月三十一日未行使	23,750,000	0.235	31,140,000	0.235
Exercisable as at 31 December	於十二月三十一日可行使	23,750,000		31,140,000	

For the year ended 31 December 2013, 7,390,000 options were exercised resulting in issue of 7,390,000 ordinary shares of HK\$0.01 each and no options were expired pursuant to the Scheme. For the year ended 31 December 2012, 860,000 options were exercised pursuant to the Scheme. The exercise price of Options outstanding at the end of the year was HK\$0.235 (2012: HK\$0.235) and their weighted average remaining contractual life of the Options outstanding at 31 December 2013 was approximately 4 years (2012: 5 years).

Of the total number of Options outstanding at the end of the year, 23,750,000 (2012: 31,140,000) options had vested and were exercisable at the end of the year.

The weighted average share price at the date of exercise of options exercised during the year was HK\$0.44 (2012: HK\$0.42).

30. 以股份支付的僱員薪酬(續)

於報告期間的未行使購股權及加權平均行使價呈列如下：

		2013 二零一三年		2012 二零一二年	
		Number	Weighted average exercise price	Number	Weighted average exercise price
		數目	加權平均行使價 HK\$ 港元	數目	加權平均行使價 HK\$ 港元
Outstanding as at 1 January	於一月一日未行使	31,140,000	0.235	-	-
Granted	授出	-	-	32,000,000	0.235
Exercised	行使	(7,390,000)	0.235	(860,000)	0.235
Expired	屆滿	-	-	-	-
Outstanding as at 31 December	於十二月三十一日未行使	23,750,000	0.235	31,140,000	0.235
Exercisable as at 31 December	於十二月三十一日可行使	23,750,000		31,140,000	

截至二零一三年十二月三十一日止年度，7,390,000份購股權因發行7,390,000股每股面值0.01港元的普通股而獲行使，且概無購股權根據該計劃到期。截至二零一二年十二月三十一日止年度，根據該計劃，860,000份購股權獲行使。於年末，未獲行使購股權的行使價為0.235港元(二零一二年：0.235港元)，於二零一三年十二月三十一日，尚未行使的購股權加權平均剩餘合約年期約為4年(二零一二年：5年)。

於年末，未獲行使的購股權總數中，23,750,000份購股權(二零一二年：31,140,000)已歸屬及可行使。

年內於購股權行使日期的加權平均股價為0.44港元(二零一二年：0.42港元)。

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30. SHARE-BASED EMPLOYEE COMPENSATION (Cont'd)

The fair value of services received in return for Options granted is determined by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on the Binomial Option Pricing Model. The following significant inputs were used to derive the fair values:

Date of grant	4 September 2012
Expected volatility	62.41%
Expected life of the options (in years)	5
Risk-free interest rate	0.264%
(based on Hong Kong Exchange Fund Notes)	
Expected dividend yield	1.98%
Share price on grant date	HK\$0.22

The expected volatility was determined by using the historical volatility of the Company's share price over the past years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioural considerations.

Based on the fair values derived from the above pricing model, employee share-based payments of approximately HK\$2,947,000 (note 9) has been included in the consolidated income statement for the year ended 31 December 2012 and the corresponding amount has been credited to share option reserves.

31. RESERVES

(a) Group

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
	Notes 附註		
Retained profits	保留盈利	130,231	143,580
Share premium	(i) 股份溢價	528,150	488,934
Share option reserves	(ii) 購股權儲備	2,215	2,871
Convertible notes equity reserves	(iii) 可換股票據權益儲備	480	900
Merger reserve	(iv) 合併儲備	89,936	89,936
Hotel property, plant and equipment revaluation reserve	(v) 酒店物業、廠房及 設備重估儲備	24,417	23,290
Statutory reserve	(vi) 法定儲備	32,745	34,143
Exchange reserve	(vii) 匯兌儲備	151,905	131,888
		960,079	915,542
Proposed final dividend (note 11)	擬派末期股息(附註11)	-	2,571
		960,079	918,113

30. 以股份支付的僱員薪酬(續)

就授出購股權所收取服務的公允價值乃參考授出購股權之公允價值計量。已授出購股權的估計公允價值乃以二項式期權定價模型計量。下列主要數據乃用於計算公允價值：

授出日期	二零一二年九月四日
預期波幅	62.41%
購股權預期年期(以年計)	5
無風險利率	0.264%
(以香港外匯基金票據為準)	
預期股息率	1.98%
於授出日期之股價	0.22港元

預期波幅乃使用本公司去年股價的過往波幅釐定。模型所採用的預期年期經已根據管理層就無法轉讓性、行使限制及行為考慮因素的影響作出的最佳預測而調整。

根據上述定價模型計算的公允價值，截至二零一二年十二月三十一日止年度，約2,947,000港元的以股份支付的僱員款項(附註9)已計入截至二零一二年十二月三十一日止年度的綜合收益表，相關金額已計入購股權儲備。

31. 儲備

(a) 本集團

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
	Notes 附註		
Retained profits	保留盈利	130,231	143,580
Share premium	(i) 股份溢價	528,150	488,934
Share option reserves	(ii) 購股權儲備	2,215	2,871
Convertible notes equity reserves	(iii) 可換股票據權益儲備	480	900
Merger reserve	(iv) 合併儲備	89,936	89,936
Hotel property, plant and equipment revaluation reserve	(v) 酒店物業、廠房及 設備重估儲備	24,417	23,290
Statutory reserve	(vi) 法定儲備	32,745	34,143
Exchange reserve	(vii) 匯兌儲備	151,905	131,888
		960,079	915,542
Proposed final dividend (note 11)	擬派末期股息(附註11)	-	2,571
		960,079	918,113

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31. RESERVES (Cont'd)

(a) Group (Cont'd)

The movements of the Group's reserves for the year are presented in the consolidated statement of changes in equity of the financial statements. The nature and purpose of the reserves are as follows:

- (i) Under the Companies Law (2011 Revision) of the Cayman Islands, the share premium account is distributable to shareholders of the Company provided that immediately following the date on which the dividend is proposed to be paid, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.
- (ii) The share option reserves represents the value of the unexercised share options granted under the Company's share option scheme to the eligible participants recognised in accordance with the accounting policy set out in note 4(t).
- (iii) The convertible notes equity reserves represents the value of the equity component of convertible notes recognised in accordance with the accounting policy set out in note 4(m).
- (iv) The merger reserve of the Group represents the excess of the nominal value of the share capital of the subsidiaries acquired pursuant to the Group's reorganisation completed on 23 June 2005 over the nominal value of the Company's shares issued in exchange therefor.
- (v) The hotel property, plant and equipment revaluation reserve represents accumulated gains and losses arising on the revaluation of the associate's hotel property, plant and equipment that has been recognised in other comprehensive income, net of amounts reclassified to profit or loss when the hotel property, plant and equipment are disposed of or are determined to be impaired.
- (vi) As stipulated by the relevant laws and regulations in the PRC, certain subsidiaries and associate of the Company in the PRC are required to maintain a statutory reserve which is non-distributable other than upon the liquidation of the entity. Transfer to this reserve is made out of profit after taxation of the subsidiaries' and associate's PRC statutory financial statements which are prepared in accordance with the accounting principles generally accepted in the PRC.
- (vii) The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of financial operations. The reserve is dealt with in accordance with the accounting policy set out in note 4(d).
- (viii) Of the consolidated loss attributable to owners of the Company of approximately HK\$14,739,000 for the year (2012: profit approximately of HK\$8,208,000), loss of approximately HK\$9,156,000 (2012: HK\$1,942,000) has been dealt with in the financial statements of the Company for the year.

31. 儲備(續)

(a) 本集團(續)

本集團儲備於年內的變動，於財務報表的綜合權益變動表中呈列。儲備的性質及目的如下：

- (i) 根據開曼群島公司法(二零一一年修訂版)，股份溢價賬可分派予本公司股東，惟緊隨擬派付股息日期後，本公司須有能力償還於日常業務過程中到期的債務。
- (ii) 購股權儲備指根據本公司購股權計劃授予合資格參與者之未行使購股權的價值，有關儲備根據載列於附註4(t)的會計政策確認。
- (iii) 可換股票據權益儲備指可換股票據權益部分的價值，有關儲備根據載列於附註4(m)的會計政策確認。
- (iv) 本集團的合併儲備，為本集團於二零零五年六月二十三日完成的重組中所收購附屬公司的股本面值，超出為換取該等股本而發行的本公司股份面值的差額。
- (v) 酒店物業、廠房及設備重估儲備指聯營公司的酒店物業、廠房及設備重估所產生的累計收益及虧損，該等損益已於其他全面收益中確認，當該等酒店物業、廠房及設備獲出售或減值時，有關款項淨額將於損益賬中進行重新分類。
- (vi) 根據相關中國法律及法規規定，本公司若干附屬公司及聯營公司須維持不可分派的法定儲備，惟該公司清盤則除外。此法定儲備乃由附屬公司及聯營公司按照中國普遍採納會計原則編製的中國法定財務報表中的除稅後盈利轉撥。
- (vii) 匯兌儲備包括換算金融業務的財務報表所產生的所有外匯差額。該儲備乃根據載列於附註4(d)的會計政策處理。
- (viii) 年內本公司股東應佔綜合虧損約14,739,000港元(二零一二年：盈利約8,208,000港元)、虧損約9,156,000港元(二零一二年：1,942,000港元)已於年內於本公司財務報表中處理。

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財務報表附註

For the year ended 31 December 2013
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31. RESERVES (Cont'd)

(b) Company

		Share premium	Share option reserves	Convertible notes equity reserves	Contributed surplus	Retained profits	Proposed final dividend	Total
		股份溢價	購股權儲備	可換股票據權益儲備	實繳盈餘	保留盈利	擬派末期股息	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note)	(note)	(note)	(note)	(note)		
		(附註)	(附註)	(附註)	(附註)	(附註)		
Balance as at 1 January 2012	於二零一二年一月一日的結餘	488,664	-	900	(22)	22,462	3,854	515,858
Loss for the year	年度虧損	-	-	-	-	(1,942)	-	(1,942)
Equity-settled employee share-based payment (note 30)	以權益結算股份支付的僱員款項 (附註30)	-	2,947	-	-	-	-	2,947
Arising from issue of ordinary shares on exercise of share options (note 28)	因行使購股權發行普通股而產生 (附註28)	194	-	-	-	-	-	194
Transfer (note 28)	轉撥(附註28)	76	(76)	-	-	-	-	-
2011 final dividend paid	已付二零一一年末期股息	-	-	-	-	-	(3,854)	(3,854)
Proposed final dividend (note 11)	擬派末期股息 (附註11)	-	-	-	-	(2,571)	2,571	-
Balance as at 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日的結餘	488,934	2,871	900	(22)	17,949	2,571	513,203
Loss for the year	年度虧損	-	-	-	-	(9,156)	-	(9,156)
Arising from issue of ordinary shares on exercise of share options (note 28)	因行使購股權發行普通股而產生 (附註28)	1,663	-	-	-	-	-	1,663
Arising from issue of ordinary shares on compulsory conversion of convertible notes (notes 27 and 28)	因強制兌換可換股票據發行普通股而產生 (附註27及28)	36,477	-	-	-	-	-	36,477
Transfer (notes 27 and 28)	轉撥(附註27及28)	1,076	(656)	(420)	-	-	-	-
2012 final dividend paid	已付二零一二年末期股息	-	-	-	-	(8)	(2,571)	(2,579)
Balance as at 31 December 2013	於二零一三年十二月三十一日的結餘	528,150	2,215	480	(22)	8,785	-	539,608

Note: These reserve accounts comprise the Company's reserves of approximately HK\$539,608,000 (2012: HK\$510,632,000) in the statement of financial position of the Company.

The contributed surplus of the Company represents the excess of the net asset value of the subsidiaries acquired pursuant to the Group's reorganisation completed on 23 June 2005 over the nominal value of the Company's shares issued in exchange therefor.

31. 儲備(續)

(b) 本公司

		Share premium	Share option reserves	Convertible notes equity reserves	Contributed surplus	Retained profits	Proposed final dividend	Total
		股份溢價	購股權儲備	可換股票據權益儲備	實繳盈餘	保留盈利	擬派末期股息	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note)	(note)	(note)	(note)	(note)		
		(附註)	(附註)	(附註)	(附註)	(附註)		
Balance as at 1 January 2012	於二零一二年一月一日的結餘	488,664	-	900	(22)	22,462	3,854	515,858
Loss for the year	年度虧損	-	-	-	-	(1,942)	-	(1,942)
Equity-settled employee share-based payment (note 30)	以權益結算股份支付的僱員款項 (附註30)	-	2,947	-	-	-	-	2,947
Arising from issue of ordinary shares on exercise of share options (note 28)	因行使購股權發行普通股而產生 (附註28)	194	-	-	-	-	-	194
Transfer (note 28)	轉撥(附註28)	76	(76)	-	-	-	-	-
2011 final dividend paid	已付二零一一年末期股息	-	-	-	-	-	(3,854)	(3,854)
Proposed final dividend (note 11)	擬派末期股息 (附註11)	-	-	-	-	(2,571)	2,571	-
Balance as at 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日的結餘	488,934	2,871	900	(22)	17,949	2,571	513,203
Loss for the year	年度虧損	-	-	-	-	(9,156)	-	(9,156)
Arising from issue of ordinary shares on exercise of share options (note 28)	因行使購股權發行普通股而產生 (附註28)	1,663	-	-	-	-	-	1,663
Arising from issue of ordinary shares on compulsory conversion of convertible notes (notes 27 and 28)	因強制兌換可換股票據發行普通股而產生 (附註27及28)	36,477	-	-	-	-	-	36,477
Transfer (notes 27 and 28)	轉撥(附註27及28)	1,076	(656)	(420)	-	-	-	-
2012 final dividend paid	已付二零一二年末期股息	-	-	-	-	(8)	(2,571)	(2,579)
Balance as at 31 December 2013	於二零一三年十二月三十一日的結餘	528,150	2,215	480	(22)	8,785	-	539,608

附註：該等儲備賬包括本公司財務狀況表內的本公司儲備約539,608,000港元(二零一二年：510,632,000港元)。

本公司的實繳盈餘，為本集團於二零零五年六月二十三日起完成的重組中所收購附屬公司的資產淨值，超出為換取該等資產淨值而發行的本公司股份面值的差額。

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財務報表附註

For the year ended 31 December 2013
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32. RESTRICTED BANK DEPOSITS

32. 受限制銀行存款

		Group 本集團	
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
Notes		千港元	千港元
附註			
Analysis of restricted bank deposits:			
Deposits pledged against mortgage loans granted to the purchasers of properties			
	受限制銀行存款分析： 就置業者獲授按揭貸款而抵押的存款		
(a)		27,497	17,404
(b)	受限制銀行存款	8,733	21,472
		36,230	38,876

Notes:

- (a) The bank deposits were pledged as security in favour of banks and financial institutions in the PRC which provided mortgage loans to purchasers of properties for the period from the date of draw-down of mortgage loans to the date when the certificates for housing ownership and certificates of others' interest for housing ownership (collectively known as "Certificates") are granted to the property purchasers. Such charges would be released when the Certificates are granted to the property purchasers. These deposits earn interest at floating rates based on daily bank deposits rates.
- (b) In accordance with the terms of the banking facilities and regulations issued by local government, certain property development companies of the Group are required to maintain certain amounts of cash at designated bank accounts for securing the repayment of bank loans and wages payments to contractors' workers for construction projects. These deposits earn interest at floating rates based on daily bank deposits rates.

附註：

- (a) 由提取按揭貸款當日起，直至置業者獲批授房屋所有權證及房屋所有權其他權證(統稱為「該等證明」)止，銀行存款已抵押予多家向置業者提供按揭貸款的國內銀行及金融機構，作為抵押品。該等抵押將於置業者獲授該等證明時解除。該存款以每日銀行存款利率，按浮動利率計息。
- (b) 根據銀行融資之條款及地方政府頒佈的規例，本集團若干物業發展公司須於指定銀行賬戶存放特定金額的現金，作為償還銀行貸款及保障建築項目的建築工人薪金。存款以每日銀行存款利率，按浮動利率計息。

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財務報表附註

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33. CASH AND BANK BALANCES

Analysis of cash and cash equivalents is as follows:

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	435,782	290,999	4,890	1,003
Less: Short-term time deposits with maturity beyond three months but within one year	減：三個月以上但一年內到期的短期存款	78,000	—	—	—
Less: Structured bank deposit	減：結構性銀行存款	1,277	—	—	—
Cash and cash equivalents	現金及現金等價物	356,505	290,999	4,890	1,003

The structured bank deposit is principal-protected yield enhancement bank deposit carrying a minimum interest rate of 0.1% (2012: Nil) per annum and can be enhanced to a maximum interest rate of 7.1% (2012: Nil) per annum which is to be determined by reference to the market exchange rate of United States dollars (“USD”)/Renminbi (“RMB”) from the period of 30 July 2013 to 30 July 2014. The structured bank deposit contains embedded derivative representing a return which would vary with prevailing market exchange rate of USD/RMB. The directors of the Company consider that the fair value of the embedded derivative and the cap is minimal and hence no derivative financial instrument is recognised.

Included in cash and bank balances in the statement of financial position are the following amounts denominated in a currency other than the functional currency of the Group and the Company to which they relate:

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Renminbi	人民幣	261,641	269,676	—	—
United States dollars	美元	165,635	5,126	5	5

Included in cash and bank balances of the Group is approximately HK\$260,356,000 (2012: HK\$269,669,000) of bank balances denominated in Renminbi and that are deposited with banks in the PRC. The conversion of these Renminbi denominated balances into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

The effective interest rate of cash at banks is in the range of 0.01% to 1.25% (2012: 0.01% to 2.86%) per annum and they have maturity within 90 days (2012: 90 days).

33. 現金及銀行結餘

現金及現金等價物分析如下：

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	435,782	290,999	4,890	1,003
Less: Short-term time deposits with maturity beyond three months but within one year	減：三個月以上但一年內到期的短期存款	78,000	—	—	—
Less: Structured bank deposit	減：結構性銀行存款	1,277	—	—	—
Cash and cash equivalents	現金及現金等價物	356,505	290,999	4,890	1,003

結構性銀行存款乃為保本收益增長銀行存款，最低年利率為0.1%（二零一二年：無），且可增加至最高年利率為7.1%（二零一二年：無），惟須於二零一三年七月三十日至二零一四年七月三十日期間參考美元兌人民幣之市場匯率而釐定。結構性銀行存款包含嵌入式衍生工具，其回報將隨著美元兌人民幣之當時市場匯率而變動。本公司董事認為，嵌入式衍生工具之公允價值及上限極低，故並無確認衍生財務工具。

計入財務狀況報表的現金及銀行結餘，包括下列以本集團及本公司的功能貨幣以外的貨幣列值的金額：

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Renminbi	人民幣	261,641	269,676	—	—
United States dollars	美元	165,635	5,126	5	5

本集團的現金及銀行結餘包括以人民幣為單位存於中國多家銀行的銀行結餘約260,356,000港元（二零一二年：269,669,000港元）。將該等以人民幣為單位的結餘兌換為外幣須受中國政府頒佈的外匯管制法規所限制。

銀行結存的實際年利率為0.01%至1.25%（二零一二年：0.01%至2.86%），並於90日（二零一二年：90日）內到期。

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34. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

34. 董事及高級管理人員酬金

(a) Directors' emoluments

(a) 董事酬金

		Fees	Salaries, allowance and other benefits in kind	Gratuity and bonus	Contributions to retirement benefit scheme	Total
		袍金	薪金、津貼及其他實物利益	約滿酬金及花紅	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
2013	二零一三年					
Executive directors	執行董事					
Mr. C.F. Tao	陶哲甫先生	–	1,300	326	64	1,690
Mr. Richard Tao	陶家祈先生	–	1,846	461	93	2,400
Mr. Paul Tao	陶錫祺先生	–	1,846	461	93	2,400
Mr. Kong Mui Sum Lawrence	江淼森先生	–	1,950	487	101	2,538
Mr. Yim Chun Leung	嚴振亮先生	–	2,304	576	124	3,004
		–	9,246	2,311	475	12,032
Non-executive director	非執行董事					
Mr. Chan Bernard Charnwut	陳智思先生	193	–	–	–	193
Independent non-executive directors	獨立非執行董事					
Mr. Wong Gary Ka Wai	王家偉先生	257	–	–	–	257
Mr. Sun Leland Li Hsun	孫立勳先生	193	–	–	–	193
Mr. Chan Norman Enrique	陳樂文先生	193	–	–	–	193
		643	–	–	–	643
		836	9,246	2,311	475	12,868

No share option was granted to directors of the Company for the year ended 31 December 2013.

截至二零一三年十二月三十一日止年度，概無本公司董事獲授任何購股權。

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財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

34. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Cont'd)

34. 董事及高級管理人員酬金(續)

(a) Directors' emoluments (Cont'd)

(a) 董事酬金(續)

		Fees	Salaries, allowance and other benefits in kind 薪金、津貼及其他實物利益	Gratuity and bonus 約滿酬金及花紅	Equity-settled share-based payments 以權益結算股份支付的款項	Contributions to retirement benefit scheme 退休福利計劃供款	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2012	二零一二年						
Executive directors	執行董事						
Mr. C.F. Tao	陶哲甫先生	–	1,300	326	95	106	1,827
Mr. Richard Tao	陶家祈先生	–	1,846	461	95	151	2,553
Mr. Paul Tao	陶錫祺先生	–	1,846	461	95	151	2,553
Mr. Kong Mui Sum Lawrence	江淼森先生	–	1,950	562	382	157	3,051
Mr. Yim Chun Leung	嚴振亮先生	–	2,304	752	860	208	4,124
		–	9,246	2,562	1,527	773	14,108
Non-executive director	非執行董事						
Mr. Chan Bernard Charnwut	陳智思先生	193	–	–	–	–	193
Independent non-executive directors	獨立非執行董事						
Mr. Wong Gary Ka Wai	王家偉先生	257	–	–	–	–	257
Mr. Sun Leland Li Hsun	孫立勳先生	193	–	–	–	–	193
Mr. Chan Norman Enrique	陳樂文先生	193	–	–	–	–	193
		643	–	–	–	–	643
		836	9,246	2,562	1,527	773	14,944

During the year ended 31 December 2012, five directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 30 to the financial statements. The fair value of these options which has been recognised in the income statement, was determined as at the date of grant, and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

於截至二零一二年十二月三十一日止年度，五名董事就彼等向本集團提供的服務獲授予本公司購股權計劃項目下的購股權，進一步詳情載列於財務報表附註30。該等購股權的公允價值乃於授出日期釐訂，並已在收益表內確認，而計入本年度財務報表的金額亦已計入上文披露的董事酬金中。

No directors waived or agreed to waive any emoluments for the years ended 31 December 2013 and 2012.

截至二零一三年及二零一二年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金。

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財務報表附註

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截至二零一三年十二月三十一日止年度

34. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Cont'd)

(b) Senior management emoluments

The five highest paid individuals in the Group for the years ended 31 December 2013 and 2012 were all directors of the Company and details of their emoluments are reflected in the analysis presented above.

No emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group and as compensation for loss of office for the years ended 31 December 2013 and 2012.

35. RELATED PARTY TRANSACTIONS

(a) Transactions with related parties

The Group had the following transactions with related parties:

		Group 本集團	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
		Notes 附註	
Rental expenses to Fontwell Holdings Limited ("Fontwell")	支付予Fontwell Holdings Limited(「Fontwell」)的租金開支	(114)	(105)
Rental income from Clark Hatch Fitness Centers (Shanghai) Ltd. ("Clark Hatch")	向上海克拉克海奇健身有限公司(「克拉克海奇」)收取租金收入	635	620
Membership fee to Clark Hatch	支付予克拉克海奇的會籍費	(151)	(169)
Interest paid to Chong Lai	支付予Chong Lai的利息	(6)	(8)

Notes:

- (i) Mr. C.F. Tao, Mr. Richard Tao and Mr. Paul Tao have beneficial interests in Fontwell. The charge by Fontwell was in accordance with the terms of the underlying agreements.
- (ii) Mr. Richard Tao and Mr. Paul Tao are directors of Clark Hatch and Mr. Paul Tao has beneficial interests in Clark Hatch. The charge to Clark Hatch was in accordance with the terms of the underlying agreements. The membership fee was charged at terms mutually agreed by both parties.
- (iii) Mr. C. F. Tao, Mr. Richard Tao and Mr. Paul Tao have beneficial interests in Chong Lai. The charge by Chong Lai was in accordance with the terms of the underlying agreements.

附註：

- (i) 陶哲甫先生、陶家祈先生及陶錫祺先生於Fontwell中擁有實益權益。Fontwell乃根據相關協議的條款收取費用。
- (ii) 陶家祈先生及陶錫祺先生為克拉克海奇的董事，而陶錫祺先生於克拉克海奇中擁有實益權益。向克拉克海奇收取的費用乃根據相關協議的條款收取。會籍費乃按訂約雙方共同協定的條款收取。
- (iii) 陶哲甫先生、陶家祈先生及陶錫祺先生於Chong Lai中擁有實益權益。Chong Lai乃根據相關協議的條款收取費用。

34. 董事及高級管理人員酬金(續)

(b) 高級管理人員酬金

截至二零一三年及二零一二年十二月三十一日止年度，本集團五名最高薪酬人士均為本公司董事。有關彼等酬金之詳情如以上分析所示。

截至二零一三年及二零一二年十二月三十一日止年度，本集團概無向五名最高薪酬人士支付任何酬金，以吸引其加盟本集團或作為加盟本集團的入職獎勵或離職補償。

35. 關連人士交易

(a) 與關連人士進行的交易

本集團與關連人士進行的交易如下：

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35. RELATED PARTY TRANSACTIONS (Cont'd)

(b) Balances with related parties

As detailed in note 26(c) to the financial statements, the loan from Chong Lai in the amount of HK\$5,000,000 (2012: HK\$5,000,000) has been fully repaid during the year ended 31 December 2013.

(c) Key management personnel compensation

The directors are of the opinion that the key management personnel were solely the directors of the Company. Remuneration paid to the Company's directors is as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物利益	12,394	14,171
Contributions to retirement benefit scheme	退休福利計劃供款	474	773
		12,868	14,944

36. COMMITMENTS AND OPERATING LEASE ARRANGEMENTS

(a) Capital commitments

Capital commitments in respect of properties held under development for the Group are as follows:

		Group 本集團 2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Contracted but not provided for	已簽約但未撥備	64,128	194,744

As at 31 December 2013 and 2012, the Company did not have any significant capital commitments.

35. 關連人士交易(續)

(b) 與關連人士的往來結餘

誠如財務報表附註26(c)所詳述，截至二零一三年十二月三十一日止年度，來自Chong Lai的貸款5,000,000港元(二零一二年：5,000,000港元)已悉數償還。

(c) 主要管理人員薪酬

董事認為，主要管理人員僅包括本公司董事。已付本公司董事的薪酬如下：

36. 承擔及經營租賃安排

(a) 資本承擔

本集團有關發展中物業的資本承擔如下：

		Group 本集團 2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Contracted but not provided for	已簽約但未撥備	64,128	194,744

於二零一三年及二零一二年十二月三十一日，本公司並無任何重大資本承擔。

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36. COMMITMENTS AND OPERATING LEASE ARRANGEMENTS (Cont'd)

(b) Operating lease arrangements

- (i) The Group had future aggregate minimum lease receipts under non-cancellable operating leases in respect of land and buildings which are receivable as follows:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within one year	一年內	11,069	10,634
In the second to fifth years	第二至五年	10,036	7,974
		21,105	18,608

The Group leases out its investment properties (note 15) under operating lease arrangements which run for initial periods of less than one year to five years (2012: less than one year to five years) or expire at dates as mutually agreed between the Group and the respective tenants, without an option to renew the lease terms at the expiry date. The terms of the leases generally also require the tenants to pay security deposits.

- (ii) The Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of land and buildings which are payable as follows:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within one year	一年內	44	110
In the second to fifth years	第二至五年	-	10
		44	120

The Group leases a number of properties under operating lease arrangements which run for initial periods of one to two years (2012: one to two years) or expire at dates as mutually agreed between the Group and the respective landlords, without an option to renew the lease terms at the expiry date.

At 31 December 2013 and 2012, the Group had no contingent rentals receivable or payable.

At 31 December 2013 and 2012, the Company had no operating lease commitments as lessor or lessee.

36. 承擔及經營租賃安排(續)

(b) 經營租賃安排

- (i) 本集團根據不可撤銷經營租賃應收土地及樓宇的未來最低租金收入總額如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within one year	一年內	11,069	10,634
In the second to fifth years	第二至五年	10,036	7,974
		21,105	18,608

本集團根據經營租賃安排出租其投資物業(附註15)，初步為期少於一年至五年(二零一二年：少於一年至五年)或按本集團與相關租戶共同協定的日期屆滿，惟並無附帶於屆滿日續租的選擇權。租約條款一般亦規定租戶支付保證按金。

- (ii) 本集團根據不可撤銷經營租賃應付土地及樓宇的未來最低租金費用總額如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within one year	一年內	44	110
In the second to fifth years	第二至五年	-	10
		44	120

本集團根據經營租賃安排租賃多項物業，初步為期一至兩年(二零一二年：一至兩年)或按本集團與相關業主共同協定的日期屆滿，惟並無附帶於屆滿日續租的選擇權。

於二零一三年及二零一二年十二月三十一日，本集團並無任何應收或應付或然租金。

於二零一三年及二零一二年十二月三十一日，本公司並無作為出租人或承租人的經營租賃承擔。

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37. FINANCIAL GUARANTEE CONTRACTS – COMPANY

The Company provided corporate guarantees to certain banks for all unsecured term loans granted to subsidiaries (note 26).

The carrying amount of the financial guarantee contracts recognised in the Company's statement of financial position was approximately HK\$1,017,000 (2012: HK\$1,591,000) during the year ended 31 December 2013. The guarantee issued in prior years in respect of a term loan is measured at the higher of the amount determined under HKAS 37 Provisions, Contingent Liabilities and Contingent Assets (i.e. the loan amount when it is probable to be called upon to repay) and the amortised balance of that guarantee. Such financial guarantee contracts have terms of one to six years (2012: one to seven years).

38. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

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

The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristic of the underlying assets.

The Group monitors capital on the basis of the net debt to equity ratio. For this purpose the net debt is defined as borrowings less cash and bank balances. The Group's goal in capital management is to maintain a net debt to equity ratio at a reasonable level. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debts.

The Group's overall strategy in capital management remains unchanged during the year.

The net debt to equity ratio at the end of the reporting period was as follows:

37. 財務擔保合約 – 本公司

本公司就授予附屬公司的所有無抵押定期貸款，向若干銀行提供公司擔保(附註26)。

截至二零一三年十二月三十一日止年度，在本公司財務狀況報表內確認的財務擔保合約的賬面值約為1,017,000港元(二零一二年：1,591,000港元)。就一項定期貸款而於過往年度發出的擔保按香港會計準則第37號撥備、或然負債及或然資產所釐定金額(即有可能被要求償還的貸款金額)與該擔保的攤銷結餘中的較高者計算。有關財務擔保合約的期限為一至六年(二零一二年：一至七年)。

38. 資本管理政策及程序

本集團管理資本的主要目標是保障本集團可持續經營能力，以不斷為股東提供回報及為其他利益相關方帶來利益。方法包括依照風險水平釐定物業價格，及以合理的成本進行融資。

本集團根據經濟狀況的變動及相關資產的風險特性管理資本結構並作出相應調整。

本集團按淨負債權益比率的基準監察其資本。就此而言，淨負債的定義為借貸減現金及銀行結餘。本集團資本管理的目標為將淨負債權益比率維持於合理的水平，為維持或調整資本結構，本集團可調整派付予股東的股息款額、發行新股份、退還股本予股東、籌集新債務融資或出售資產減債。

年內，本集團資本管理的整體策略維持不變。

於報告期末，本集團的淨負債權益比率如下：

		Group As at 31 December 本集團 於十二月三十一日	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
Borrowings:	借貸：		
– Current	– 流動	85,173	219,527
– Non-current	– 非流動	96,455	19,771
Less: Cash and bank balances (note 33)	減：現金及銀行結餘(附註33)	(435,782)	(290,999)
Net debt	淨負債	(254,154)	(51,701)
Total equity	權益總額	1,070,937	1,027,621
Net debt to equity ratio	淨負債權益比率	N/A 不適用	N/A 不適用

39. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES

The Group is exposed to a variety of financial risks: currency risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management focuses on unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group currently does not have any written risk management policies and guidelines. However, the board of directors meets periodically and cooperates closely with key management to analyse and formulate strategies to manage and monitor financial risks.

The Group is not engaged in the trading of financial assets for speculative purposes. The most significant financial risks to which the Group is exposed are described below. See also note 39.7 for a summary of financial assets and liabilities by category.

39.1 Currency risk

The Group reports its results in Hong Kong dollars. The Group's primary foreign currency exposure arises from its property development and investment activities in the PRC. The functional currency of these operations is Renminbi and most of the financial instruments are denominated in Renminbi. No foreign currency risk has been identified for the financial assets in the PRC as they were denominated in a currency same as the functional currencies of the group entities to which these transactions relate.

39.2 Interest rate risk

The Group's exposure to interest rate risk for changes in interest rates relates primarily to the Group's floating interest rate borrowings. The Group has not used any derivative contracts to hedge its exposure to interest rate risk. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

39. 財務風險管理的政策及目標

本集團承受多種財務風險：貨幣風險、利率風險、信貸風險及流動資金風險。本集團的整體風險管理重點在於金融市場的不可預測性，並尋求將對本集團財務表現的潛在不利影響降至最低。本集團現時並無任何明文的風險管理政策及指引。然而，董事會定期召開會議，並與主要管理人員緊密合作，以分析及制定措施以管理及監控財務風險。

本集團並無從事以投機為目標的金融資產買賣。本集團所面對的最主要財務風險載列如下。有關按類別列示的金融資產及負債概要亦可參閱附註39.7。

39.1 貨幣風險

本集團的業績以港元呈列。本集團的主要外匯風險來自其於中國的物業發展及投資活動。該等業務的功能貨幣為人民幣，而大部分金融工具亦以人民幣列值。由於位於中國的金融資產乃以與該等交易所涉及的集團實體功能貨幣相同的貨幣列值，故並無就位於中國的金融資產確認外匯風險。

39.2 利率風險

本集團因利率變動而承受的利率風險主要與本集團的浮息借貸有關。本集團並無使用任何衍生工具合約對沖其利率風險。然而，管理層對利率風險進行監控，並會於必要時考慮對沖重大利率風險。

39. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

39. 財務風險管理的政策及目標(續)

39.2 Interest rate risk (Cont'd)

39.2 利率風險(續)

The following table details the interest rate profile of the Group's and the Company's borrowings at the end of the reporting period.

下表詳細列載本集團及本公司於報告期末有關借貸利率的情況。

		Group 本集團				Company 本公司			
		2013 二零一三年		2012 二零一二年		2013 二零一三年		2012 二零一二年	
		Effective interest rate	HK\$'000	Effective interest rate	HK\$'000	Effective interest rate	HK\$'000	Effective interest rate	HK\$'000
		實際利率	千港元	實際利率	千港元	實際利率	千港元	實際利率	千港元
Fixed rate borrowings:	固定利率借貸：								
Loans from non-controlling shareholders	非控股股東貸款	2.08%- 4.55%	101,105	1.61%- 4.55%	111,833	-	-	-	-
Convertible notes	可換股票據	13.38%	42,140	13.38%	74,350	13.38%	42,140	13.38%	74,350
			143,245		186,183		42,140		74,350
Variable rate borrowings:	浮動利率借貸：								
Bank loans	銀行貸款	1.97%- 6.22%	80,523	1.28%- 6.40%	122,465	-	-	-	-
Loan from a related company	一間關連公司貸款	-	-	3.28%	5,000	-	-	-	-
			80,523		127,465		-		-
Total borrowings	借貸總計		223,768		313,648		42,140		74,350

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39. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

39.2 Interest rate risk (Cont'd)

The following table indicates the instantaneous change in the Group's (loss)/profit after tax and retained profits that would arise if interest rates to which the group entities have significant exposure at the end of the reporting period had changes at that date, assuming all other risk variables remained constant.

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Increase in interest rate	利率上升	100 basis points 一百個基點	100 basis points 一百個基點	100 basis points 一百個基點	100 basis points 一百個基點
(Increase)/Decrease in (loss)/profit for the year	年度(虧損)/盈利(增加)/減少	(648)	1,022	-	-
Decrease in retained profits	保留盈利減少	(648)	(1,022)	-	-
Decrease in interest rate	利率下跌	(100 basis points) (一百個基點)	(100 basis points) (一百個基點)	(100 basis points) (一百個基點)	(100 basis points) (一百個基點)
(Decrease)/Increase in (loss)/profit for the year	年度(虧損)/盈利(減少)/增加	(648)	1,022	-	-
Increase in retained profits	保留盈利增加	648	1,022	-	-

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for financial instruments in existence for the whole year. The 100 basis points increase or decrease represents management's assessment of reasonably possible change in interest rates over the period until the next annual reporting date. The same basis of analysis was also performed as at 31 December 2012.

39.3 Credit risk

The Group's credit risk is primarily attributable to accounts and other receivables, deposits paid and bank deposits. The Group's exposures to these credit risks are monitored on an ongoing basis.

The Group continuously monitors defaults of customers and other counterparties, identifies either individually or by group, and incorporates this information into its credit risk controls. Where available at reasonable cost, external reports on customers and other counterparties are obtained and used.

None of the Group's financial assets are secured by collateral or other credit enhancements.

39. 財務風險管理的政策及目標(續)

39.2 利率風險(續)

下表顯示倘集團實體於報告期末面對重大風險的利率於該日出現變動(假設所有其他風險可變因素維持不變),本集團的除稅後(虧損)/盈利及保留盈利即時出現的變動。

上述敏感度分析乃假設利率變動已於報告期末發生,且計入全年存在的金融工具利率風險而釐定。增加或減少100個基點為管理層對下一年度報告日期之前期間利率的合理可能變動的估計。有關分析亦應用於二零一二年十二月三十一日的數據。

39.3 信貸風險

本集團的信貸風險主要來自應收賬款及其他應收款項、已付按金及銀行存款。本集團持續監控其所承受的信貸風險。

本集團不斷地監控個別或同類客戶及其他交易方的拖欠情況,並於信貸風險控制中考慮這些資料。倘成本合理,本集團會購買及利用有關客戶及其他交易方的外部報告。

本集團的金融資產概無以附屬抵押品或其他信貸升級形式作為抵押。

39. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

39.3 Credit risk (Cont'd)

In respect of accounts and other receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The credit risk for liquid funds is considered minimal, since the counterparties are reputable banks with high quality of external credit ratings.

The Company's maximum exposure to credit risk which will cause a financial loss to the Company due to financial guarantee contracts provided to its subsidiaries is approximately HK\$52,235,000 (2012: HK\$72,865,000), being the amount of contingent liabilities in relation to financial guarantee contracts issued.

39.4 Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. In the opinion of the directors of the Company, the Group does not have any significant liquidity risk exposure.

The Group's policy is to regularly monitor its liquidity requirements to ensure that the Group maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term financial liabilities.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group and the Company's bank borrowings, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Company can be required to pay.

39. 財務風險管理的政策及目標(續)

39.3 信貸風險(續)

關於應收賬款及其他應收款項，本集團並無任何重大信貸風險集中於任何個別交易方或任何性質相似的交易方。由於本集團的交易方均為信譽良好及外部信貸評級高的銀行，因此有關流動資金的信貸風險可視作十分輕微。

本公司所承受的最高信貸風險可能會導致本公司蒙受財務虧損，此乃由於向其附屬公司提供財務擔保合約約52,235,000港元(二零一二年：72,865,000港元)所致，該金額為就所發出財務擔保合約的或然負債金額。

39.4 流動資金風險

於管理流動資金風險時，本集團監控及維持現金及現金等價物達到管理層認為充足的水平，以便為本集團業務提供資金及減低現金流量波動的影響。本公司董事認為，本集團並無任何重大流動資金風險。

本集團的政策為定期監控其流動資金需要，以確保本集團維持充裕現金儲備來滿足其短期及長期金融負債的流動資金需要。

下表列示按未折現現金流量(包括按合約利率或(如為浮息)按報告期末的現行利率計算的利息金額)及本公司可能須還款的最早日期呈列的本集團及本公司於報告期末的銀行借貸的餘下合約期限。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

39. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

39.4 Liquidity risk (Cont'd)

Specifically, for term loans which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the Group and the Company can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect. The maturity analysis for other bank borrowings is prepared based on the scheduled repayment dates.

39. 財務風險管理的政策及目標(續)

39.4 流動資金風險(續)

具體而言，對於涵蓋銀行可全權酌情行使的按要求償還條款的定期貸款，有關分析按本集團及本公司可能須還款的最早期間(即倘貸方擬行使其無條件權利要求即時償還貸款)呈列現金流量，其他銀行借貸的到期日分析則按計劃還款日期編製。

		Group 本集團					Company 本公司					
		Carrying amount	undiscounted cash flows	On demand	Less than 6 months	6 to 12 months	2 to 5 years	Carrying amount	undiscounted cash flows	On demand	Less than 6 months	6 to 12 months
		賬面值	現金流量總額	按要求	少於六個月	十二個月至六個月至	二年至五年	賬面值	現金流量總額	按要求	少於六個月	十二個月至六個月至
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
2013	二零一三年											
Accounts payable	應付賬款	112,179	112,179	112,179	-	-	-	-	-	-	-	-
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	20,934	20,934	20,934	-	-	-	5,009	5,009	5,009	-	-
Term loans subject to repayment on demand clause	附有按要求償還條款的定期貸款	52,235	52,235	52,235	-	-	-	-	-	-	-	-
Other bank loans	其他銀行貸款	28,288	32,247	-	4,182	4,078	23,987	-	-	-	-	-
Loans from non-controlling shareholders	非控股股東貸款	101,105	101,283	-	26,460	-	74,823	-	-	-	-	-
Convertible notes	可換股票據	42,140	45,788	-	1,190	44,598	-	42,140	45,788	-	1,190	44,598
		356,881	364,666	185,348	31,832	48,676	98,810	47,149	50,797	5,009	1,190	44,598
Financial guarantees issued:	已出具財務擔保：											
Maximum amount guaranteed	最高擔保金額	-	-	-	-	-	-	1,017	52,235	52,235	-	-

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

39. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

39.4 Liquidity risk (Cont'd)

	Group 本集團						Company 本公司					
	Carrying amount	undiscounted cash flows	On demand	Less than 6 months	6 to 12 months	2 to 5 years	Carrying amount	undiscounted cash flows	On demand	Less than 6 months	6 to 12 months	2 to 5 years
	賬面值	現金流量總額	按要求	少於六個月	六個月至十二個月	二年至五年	賬面值	現金流量總額	按要求	少於六個月	十二個月	二年至五年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
2012	二零一二年											
Accounts payable	應付賬款	92,197	92,197	92,197	-	-	-	-	-	-	-	-
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	28,073	28,073	28,073	-	-	-	4,898	4,898	4,898	-	-
Amount due to a subsidiary	應付一間附屬公司款項	-	-	-	-	-	-	181	181	181	-	-
Term loans subject to repayment on demand clause	附有按要求償還條款的定期貸款	72,865	72,865	72,865	-	-	-	-	-	-	-	-
Other bank loans	其他銀行貸款	49,600	49,723	-	49,723	-	-	-	-	-	-	-
Loan from a related company	一間關連公司貸款	5,000	5,006	-	5,006	-	-	-	-	-	-	-
Loans from non-controlling shareholders	非控股股東貸款	111,833	113,103	-	92,603	-	20,500	-	-	-	-	-
Convertible notes	可換股票據	74,350	90,366	-	2,250	2,250	85,866	74,350	90,366	-	2,250	2,250
		433,918	451,333	193,135	149,582	2,250	106,366	79,429	95,445	5,079	2,250	2,250
Financial guarantees issued:	已出具財務擔保:											
Maximum amount guaranteed	最高擔保金額	-	-	-	-	-	-	1,591	72,865	72,865	-	-

The table that follows summarises the maturity analysis of term loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the "on demand" time band in the maturity analysis contained as above. Taking into account the Group's and the Company's financial position, the directors do not consider that it is probable that the banks will exercise their discretion to demand immediate repayment. The directors believe that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

下表概述附有按要求償還條款的定期貸款按貸款協議載列的議定還款日期的到期日分析。該等金額包括按合約利率計算的利息款項。因此，該等金額較以上所載到期日分析中「按要求」時間範圍內披露的金額為高。鑒於本集團及本公司的財務狀況，董事認為銀行不大可能行使其酌情權要求即時還款。董事相信該等定期貸款將按貸款協議所載的既定還款日期償還。

39. 財務風險管理的政策及目標(續)

39.4 流動資金風險(續)

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

39. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

39.4 Liquidity risk (Cont'd)

Maturity analysis of term loans subject to a repayment on demand clause based on scheduled repayments is as follows:

		Group 本集團					
		Total undiscounted cash flows	On demand	Less than 6 months		2 to 5 years	Over 5 years
		未折現現金 流量總額	按要求	少於六個月	六個月至 十二個月	二年至五年	五年以上
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
31 December 2013	二零一三年十二月三十一日	54,420	-	14,148	12,832	27,440	-
31 December 2012	二零一二年十二月三十一日	76,629	-	18,212	11,705	44,665	2,047

The Company did not have any term loans subject to repayment on demand clause as at 31 December 2013 and 2012.

39.5 Fair value

The directors of the Company consider that the fair values of the Group's financial assets and liabilities are not materially different from their carrying amounts because of the immediate or short-term maturity of these financial instruments. The fair values of non-current financial assets and liabilities were not disclosed because these are not materially different from their carrying amounts.

39.6 Fair value measurement recognised in the statement of financial position

The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

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

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

39. 財務風險管理的政策及目標(續)

39.4 流動資金風險(續)

附有按要求償還條款的定期貸款按既定還款日期的到期日分析如下：

		Group 本集團					
		Total undiscounted cash flows	On demand	Less than 6 months		2 to 5 years	Over 5 years
		未折現現金 流量總額	按要求	少於六個月	六個月至 十二個月	二年至五年	五年以上
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
31 December 2013	二零一三年十二月三十一日	54,420	-	14,148	12,832	27,440	-
31 December 2012	二零一二年十二月三十一日	76,629	-	18,212	11,705	44,665	2,047

於二零一三年及二零一二年十二月三十一日，本公司並無任何附有按要求償還條款的定期貸款。

39.5 公允價值

本公司董事認為，由於該等金融工具屬即期或短期性質，故本集團金融資產及負債的公允價值與其賬面值差異不大。由於非流動金融資產及負債的公允價值與其賬面值差異不大，故並無披露公允價值。

39.6 於財務狀況報表確認的公允價值計量

該層級根據用於計量金融資產及負債的公允價值的重要輸入數據的相對可靠程度將該等金融資產及負債歸納為三層層級。公允價值層級分為以下層級：

- 第一層：於同類資產及負債的交投活躍市場的報價(未經調整)；
- 第二層：除第一層的報價外，就資產或負債而言可直接(即價格)或間接(即由價格衍生)觀察的輸入數據；及
- 第三層：並非根據可觀察市場數據有關資產或負債的輸入數據(不可觀察輸入數據)。

金融資產或負債的公允價值層級的整體分類乃根據對公允價值計量而言具重大影響的最低層級輸入數據進行。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

39. FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES (Cont'd)

39.6 Fair value measurement recognised in the statement of financial position (Cont'd)

As at 31 December 2013 and 2012, no financial assets and liabilities were measured at fair value. Accordingly, the hierarchy for fair value measurement disclosures have not been presented.

39.7 Summary of financial assets and liabilities by category

The carrying amounts of the Group's financial assets and liabilities as recognised at the end of the reporting period may be categorised as follows. See notes 4(j) and 4(m) for explanations about how the classification of financial instruments affects their subsequent measurement.

39. 財務風險管理的政策及目標(續)

39.6 於財務狀況報表確認的公允價值計量(續)

於二零一三年及二零一二年十二月三十一日，概無金融資產及負債按公允價值計量。因此，並無呈列公允價值層級計量披露。

39.7 按類別列示金融資產及負債概要

於報告期末確認的本集團金融資產及負債賬面值可劃分如下。有關金融工具分類如何影響其後計量，請參閱附註4(j)及4(m)的說明。

	Group 本集團		Company 本公司	
	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Financial assets	金融資產			
Loans and receivables:	貸款及應收款項：			
Accounts receivable	166	139	–	–
Deposits paid and other receivables	33,658	20,748	–	–
Amounts due from subsidiaries	–	–	461,762	471,811
Restricted bank deposits	36,230	38,876	–	–
Cash and bank balances	435,782	290,999	4,890	1,003
	505,836	350,762	466,652	472,814
Financial liabilities	金融負債			
Financial liabilities measured at amortised cost:	按攤銷成本計量的金融負債：			
Accounts payable	112,179	92,197	–	–
Accruals and other payables	20,934	28,073	5,009	4,898
Amount due to a subsidiary	–	–	–	181
Borrowings	181,628	239,298	–	–
Convertible notes	42,140	74,350	42,140	74,350
Financial guarantee contracts	–	–	1,017	1,591
	356,881	433,918	48,166	81,020

40. EVENT AFTER THE END OF REPORTING DATE

On 21 January 2014, China LVGEM Property Holdings Limited, an independent third party (the “Purchaser”) and Belbroughton Limited, Mr. TAOCHAIFU Choofuang, Mr. TAO Richard, Mr. TAO Paul and Tian Xiang Business Limited (together, the “Vendors”) had entered into a conditional sale and purchase agreement for the disposal of an aggregate of 858,800,792 shares of HK\$0.01 each (the “Disposal Shares”) in the share capital of the Company by the Vendors to the Purchaser (the “Share Disposal”). The Disposal Shares represent approximately 64.83% of the issued share capital of the Company as at the date of this Report. If all the conditions precedent are fulfilled and completed, the Share Disposal would trigger an obligation on the part of the Purchaser to make mandatory unconditional general offers for all the issued Shares and other outstanding securities of the Company under Rule 26 of The Hong Kong Code on Takeovers and Mergers (other than those already owned by or agreed to be acquired by the Purchaser and parties acting in concert with it). Further details of the Share Disposal and the possible offers are disclosed in the announcements dated 13 February 2014 and 25 March 2014 jointly issued by the Company and the Purchaser.

On 28 February 2014, the Group had entered into the following conditional sale and purchase agreements:

- i. The Group as purchaser entered into a conditional sale and purchase agreement (the “NHDL Acquisition Agreement”) with Onsite Investment Limited as vendor in respect of the sale and purchase of 15 shares in the capital of New Heritage Development Limited and the shareholder’s loan due and owing by New Heritage Development Limited to Onsite Investment Limited as at the date of the NHDL Acquisition Agreement at a consideration of HK\$72,919,000 in aggregate (apportioned as to HK\$46,459,000 for the sale shares and as to HK\$26,460,000 for the shareholder’s loan).
- ii. The Group as vendor entered into a conditional sale and purchase agreement (the “Accordcity Disposal Agreement”) with Highmind Limited as purchaser in respect of the sale and purchase of the entire issued share capital of Accordcity Limited and the shareholder’s loan due and owing by Accordcity Limited to the Group at completion of the Accordcity Disposal Agreement, which was estimated to be HK\$76,100,000, at a consideration of HK\$170,252,000 in aggregate (apportioned as to HK\$94,152,000 for the sale shares and as to HK\$76,100,000 for the shareholder’s loan), subject to a dollar-to-dollar adjustment to the consideration for the shareholder’s loan such that the consideration for the shareholder’s loan shall be equal to the face value of the actual shareholder’s loan at the completion date.

40. 報告期後事件

於二零一四年一月二十一日，作為獨立第三方之中國綠景地產控股有限公司(「買方」)與Belbroughton Limited、陶哲甫先生、陶家祈先生、陶錫祺先生及天祥事務有限公司(統稱「賣方」)就賣方向買方出售(「股份出售」)本公司股本中合共858,800,792股每股面值0.01港元之股份(「出售股份」)訂立有條件買賣協議。出售股份相當於本公司於本年報日期已發行股本約64.83%。倘所有先決條件已獲達成及完成，則股份出售將觸發買方根據香港公司收購及合併守則規則26就所有已發行股份及本公司其他未行使證券(買方及與其一致行動之人士已擁有或同意收購者除外)提出強制性無條件全面收購要約之責任。股份出售及可能收購要約之進一步詳情已在本公司及買方共同於日期為二零一四年二月十三日及二零一四年三月二十五日的公告中披露。

於二零一四年二月二十八日，本集團已訂立下列有條件買賣協議：

- i. 本集團(作為買方)與Onsite Investment Limited(作為賣方)就買賣新繼發展有限公司股本中15股股份及於新繼發展收購協議日期新繼發展有限公司結欠Onsite Investment Limited股東貸款，訂立有條件買賣協議(「新繼發展收購協議」)，代價合共72,919,000港元(攤分銷售股份代價為46,459,000港元及股東貸款代價為26,460,000港元)。
- ii. 本集團(作為賣方)與Highmind Limited(作為買方)就買賣Accordcity Limited全部已發行股本及於Accordcity出售協議完成後Accordcity Limited結欠本集團股東貸款(估計為76,100,000港元)，訂立有條件買賣協議(「Accordcity出售協議」)，代價合共170,252,000港元(攤分銷售股份代價為94,152,000港元及股東貸款代價為76,100,000港元)，惟股東貸款代價須進行等額調整，股東貸款代價須相等於在完成日期實際股東貸款之賬面值。

40. EVENT AFTER THE END OF REPORTING DATE (Cont'd)

- iii. The Group as vendor entered into a conditional sale and purchase agreement (the "NHML Disposal Agreement") with Gavett Limited as purchaser in respect of the sale and purchase of the entire issued share capital of New Heritage Management Limited and the shareholder's loan due and owing by New Heritage Management Limited to the Group at completion of the NHML Disposal Agreement, which was estimated to be HK\$9,000,000, at a consideration of HK\$23,210,000 in aggregate (apportioned as to HK\$14,210,000 for the sale shares and as to HK\$9,000,000 for the shareholder's loan), subject to a dollar-to-dollar adjustment to the consideration for the shareholder's loan such that the consideration for the shareholder's loan shall be equal to the face value of the actual shareholder's loan at the completion date.

Completion of each of the NHDL Acquisition Agreement, the Accordcity Disposal Agreement and the NHML Disposal Agreement is subject to the satisfaction of all the conditions precedent to the respective agreements. Further details of the NHDL Acquisition Agreement, the Accordcity Disposal Agreement and the NHML Disposal Agreement are disclosed in the announcements of the Company dated 13 March 2014 and 25 March 2014.

40. 報告期後事件(續)

- iii. 本集團(作為賣方)與Gavett Limited(作為買方)就買賣新澤管理有限公司全部已發行股本及於新澤管理出售協議完成後新澤管理有限公司結欠本集團股東貸款(估計為9,000,000港元),訂立有條件買賣協議(「新澤管理出售協議」),代價合共23,210,000港元(攤分銷售股份代價為14,210,000港元及股東貸款代價為9,000,000港元),惟股東貸款代價須進行等額調整,股東貸款代價須相等於在完成日期實際股東貸款之賬面值。

新繼發展收購協議、Accordcity出售協議及新澤管理出售協議均須待該等協議各自之全部先決條件獲達成後方告完成。新繼發展收購協議、Accordcity出售協議及新澤管理出售協議進一步詳情已於本公司日期為二零一四年三月十三日及二零一四年三月二十五日公告中披露。

Group Financial Summary

集團財務概要

CONSOLIDATED INCOME STATEMENT

綜合收益表

		For the year ended 31 December 截至十二月三十一日止年度				
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Revenue	收益	212,402	272,102	375,182	375,526	258,865
Profit from operations	經營盈利	3,549	12,748	18,713	49,364	38,297
Finance costs	融資成本	(1,828)	(1,937)	(6,205)	(18,616)	(26,252)
Share of results of associates	應佔聯營公司業績	19,848	20,417	18,500	13,424	6,090
Profit before income tax	除所得稅前盈利	21,569	31,228	31,008	44,172	18,135
Income tax expense	所得稅開支	(26,230)	(15,730)	(20,131)	(17,379)	(6,133)
(Loss)/Profit for the year	年度(虧損)/盈利	(4,661)	15,498	10,877	26,793	12,002
Attributable to the owners of the Company	本公司股東應佔	(14,739)	8,208	12,163	18,061	15,854

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

		As at 31 December 於十二月三十一日				
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元 (restated) (經重列)
Non-current assets	非流動資產	533,854	528,570	531,609	515,020	473,660
Current assets	流動資產	1,343,022	1,088,053	1,139,131	1,144,055	1,069,138
Current liabilities	流動負債	(655,737)	(447,534)	(366,596)	(451,499)	(317,436)
Non-current liabilities	非流動負債	(150,202)	(141,468)	(301,020)	(258,281)	(353,737)
Net assets	資產淨值	1,070,937	1,027,621	1,003,124	949,295	871,625
Capital and reserves attributable to the owners of the Company	本公司股東應佔 股本及儲備	973,325	930,967	912,040	866,536	788,569

List of Principal Properties

主要物業

1. Investment Properties 投資物業

Properties	Approximate interest attributable to the Group	Approximate Total Gross Floor Area (sq.m.)	Type	Lease Term
物業	集團所佔概約權益	總建築面積約(平方米)	類別	租期
The Shopping arcade of Phase 1 and all shops on Level 1 at Zone A of Phase 5, Suzhou Garden Villa, 98 Shi Shan Road, New District, Suzhou, Jiangsu Province, the PRC 中國江蘇省蘇州市新區獅山路98號錦華苑第一期購物商場及第五期一樓A區所有商舖	86%	11,023	Commercial 商業	70 years from 19 October 1992 to 18 October 2062 由一九九二年十月十九日至二零六二年十月十八日，為期七十年
Shops on Levels 1, 2 and 3 of Block 11 and the basement, Suzhou Garden Court, 1333 Bin He Road, New District, Suzhou, Jiangsu Province, the PRC 中國江蘇省蘇州市新區濱河路1333號錦麗苑第11座一樓、二樓、三樓多間商舖及地庫	86%	4,481	Commercial 商業	70 years from 16 January 1995 to 15 January 2065 由一九九五年一月十六日至二零六五年一月十五日，為期七十年
Villa J101, Suzhou Garden Villa Phase 1, 98 Shi Shan Road, New District, Suzhou, Jiangsu Province, the PRC 中國江蘇省蘇州市新區獅山路98號錦華苑第一期J101別墅	86%	270	Residential 住宅	70 years from 19 October 1992 to 18 October 2062 由一九九二年十月十九日至二零六二年十月十八日，為期七十年
Flat 1A of Jin Guo Tower, Flats 1A, 2D, 6C, 7C, 8C, 9C, 10B to 10D, 11C, 11D, 12A to 12D, 15B, 16D, 17A to 17D, 18B to 18D, 19A, 19C, 19D, 20C and 20D of Jin Sing Tower, Suzhou Garden Villa Phase 2, 98 Shi Shan Road, New District, Suzhou, Jiangsu Province, the PRC 中國江蘇省蘇州市新區獅山路98號錦華苑第二期錦國樓1A室、錦興樓1A室、2D室、6C室、6D室、7C室、8C室、9C室、10B至10D室、11C室、11D室、12A至12D室、15B室、16D室、17A至17D室、18B至18D室、19A室、19C室、19D室、20C室及20D室	86%	4,756	Residential 住宅	70 years from 19 October 1992 to 18 October 2062 由一九九二年十月十九日至二零六二年十月十八日，為期七十年

List of Principal Properties

主要物業

1. Investment Properties (Cont'd)

投資物業(續)

Properties	Approximate interest attributable to the Group	Approximate Total Gross Floor Area (sq.m.)	Type	Lease Term
物業	集團所佔概約權益	總建築面積約(平方米)	類別	租期
Flats 1B, 1D and 1F of Jin Bon Tower, Suzhou Garden Villa Phase 3, 98 Shi Shan Road, New District, Suzhou, Jiangsu Province, the PRC 中國江蘇省蘇州市新區獅山路98號錦華苑第三期錦邦樓1B、1D及1F室	86%	484	Residential 住宅	70 years from 19 October 1991 to 18 October 2061 由一九九一年十月十九日至二零六一年十月十八日，為期七十年
Beijing Landmark Towers, 8 East 3rd Ring North Road, Chaoyang District, Beijing, the PRC 中國北京市朝陽區東三環北路8號北京亮馬河大廈	30.05%*	130,070	Hotel/Office/Shop/Service Apartment/Basements 酒店／辦公室／商舖／服務式公寓／地庫	The land use rights of the property have been vested in Beijing Landmark Towers Co., Ltd. by allocation for a term from 30 January 1986 to 7 October 2020 該物業的土地使用權已按劃撥方式授予北京亮馬河大廈有限公司，年期由一九八六年一月三十日起至二零二零年十月七日屆滿

* Group under "Interests in associates" in note 17 to the financial statements.

* 載入財務報表附註17「於聯營公司的權益」一節。

List of Principal Properties

主要物業

2. Properties Held Under Development 發展中物業

Properties	Approximate interest attributable to the Group	Approximate Total Site Area (sq.m.)	Approximate Total Gross Floor Area (sq.m.)	Type	Actual/ Estimated Date of Completion	Progress
物業	集團所佔概約權益	總地盤面積約 (平方米)	總建築面積約 (平方米)	類別	實際／估計竣工日期	進展狀況
Taihu Garden Court situated at Ling Tang Road North, West of Mu Guang Canal, Guangfu Town, Wuzhong District, Suzhou, Jiangsu Province, the PRC 錦澤苑 位於中國江蘇省蘇州市吳中區光福鎮凌塘路北側木光連河西側	55%	131,445	88,889	Residential	Phase I June 2009	Completed
				Residential	Phase II December 2011	Completed
				Residential	Phase III September 2013	Completed
				住宅	第一期 二零零九年六月	已竣工
				住宅	第二期 二零一一年十二月	已竣工
				住宅	第三期 二零一三年九月	已竣工
Lakeside Garden Court situated at East shore of Long Zhong Lake in Shengze Town, Wujiang City, Suzhou, Jiangsu Province, the PRC 錦盛苑 位於中國江蘇省蘇州吳江市盛澤鎮郎中蕩東側	94%	86,236	155,225	Residential/ Commercial	Phase I December 2010	Completed
				Residential	Phase II December 2011	Completed
				Residential	Phase III November 2012	Completed
				Residential	Phase IV 2014	Under construction
				住宅／商業	第一期 二零一零年十二月	已竣工
				住宅	第二期 二零一一年十二月	已竣工
				住宅	第三期 二零一二年十一月	已竣工
				住宅	第四期 二零一四年	建築中

List of Principal Properties

主要物業

2. Properties Held Under Development (Cont'd)

發展中物業(續)

Properties	Approximate interest attributable to the Group	Approximate Total Site Area (sq.m.)	Approximate Total Gross Floor Area (sq.m.)	Type	Actual/ Estimated Date of Completion	Progress
物業	集團所佔概約權益	總地盤面積約 (平方米)	總建築面積約 (平方米)	類別	實際／估計竣工日期	進展狀況
Office, SOHO and retail arcade to be situated at Ta Yun Road West, Yue Lai Xi East, Economic Development Zone, Wuzhong District, Suzhou, Jiangsu Province, the PRC 辦公室·小型辦公室／家居辦公室及零售商場 將位於中國江蘇省蘇州市吳中區經濟開發區塔韻路西側越來溪東側	100%	14,592	58,368	Commercial/ Office 商業／辦公室	2016/2017 二零一六年／二零一七年	Piling completed 打樁基礎工程已竣工



NH 新澤控股有限公司 New Heritage Holdings Ltd.

(於開曼群島註冊成立之有限公司)
(Incorporated in the Cayman Islands with limited liability)
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