



CHINESE ESTATES HOLDINGS LIMITED

華人置業集團

Stock Code 股份代號: 127

ANNUAL REPORT 2011 年年報

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\* Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.  
倘中英文版本出現歧義，概以英文版本為準。



# Corporate Information

## 公司資料

### DIRECTORS

#### *Executive Director:*

Joseph Lau, Luen-hung (*Chairman and Chief Executive Officer*)

#### *Non-executive Directors:*

Lau, Ming-wai (*Vice Chairman*)

Amy Lau, Yuk-wai

#### *Independent Non-executive Directors:*

Chan, Kwok-wai

Phillis Loh, Lai-ping

Ma, Tsz-chun

### AUDIT COMMITTEE

Chan, Kwok-wai (*Chairman*)

Phillis Loh, Lai-ping

Ma, Tsz-chun

### NOMINATION COMMITTEE

(*Established on 1st April, 2012*)

Phillis Loh, Lai-ping (*Chairman*)

Chan, Kwok-wai

Ma, Tsz-chun

### REMUNERATION COMMITTEE

Chan, Kwok-wai (*Chairman*)

Phillis Loh, Lai-ping

Ma, Tsz-chun

### COMPANY SECRETARY

Lam, Kwong-wai

### SOLICITORS

Sidley Austin

Sit, Fung, Kwong & Shum

### AUDITORS

HLB Hodgson Impey Cheng

Chartered Accountants

Certified Public Accountants

31st Floor, Gloucester Tower

The Landmark

11 Pedder Street, Central

Hong Kong

### 董事

#### 執行董事：

劉鑾雄 (*主席及行政總裁*)

#### 非執行董事：

劉鳴煒 (*副主席*)

劉玉慧

#### 獨立非執行董事：

陳國偉

羅麗萍

馬時俊

### 審核委員會

陳國偉 (*主席*)

羅麗萍

馬時俊

### 提名委員會

(*於二零一二年四月一日成立*)

羅麗萍 (*主席*)

陳國偉

馬時俊

### 薪酬委員會

陳國偉 (*主席*)

羅麗萍

馬時俊

### 公司秘書

林光蔚

### 律師

盛德律師事務所

薛馮鄭岑律師行

### 核數師

國衛會計師事務所

英國特許會計師

香港執業會計師

香港

中環畢打街11號

置地廣場

告羅士打大廈31樓

## BANKERS

*(Listed in alphabetical order)*

Agricultural Bank of China Limited  
Bank of China (Hong Kong) Limited  
Bank of Communications Co., Ltd.  
Bank SinoPac  
BNP Paribas  
Cathay United Bank Company, Limited  
China Everbright Bank  
Chong Hing Bank Limited  
Citibank, N.A.  
Dah Sing Bank, Limited  
DBS Bank Ltd.  
E.Sun Commercial Bank, Ltd.  
Hang Seng Bank, Limited  
Industrial and Commercial Bank of China (Asia) Limited  
Malayan Banking Berhad  
Oversea-Chinese Banking Corporation Limited  
Public Bank (Hong Kong) Limited  
Shanghai Commercial Bank Limited  
Standard Chartered Bank (Hong Kong) Limited  
Tai Fung Bank Limited  
The Bank of East Asia, Limited  
The Bank of Tokyo-Mitsubishi UFJ, Ltd.  
Wing Hang Bank, Limited  
Wing Lung Bank, Limited

## PLACE OF INCORPORATION

Bermuda

## REGISTERED OFFICE

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

## PRINCIPAL OFFICE IN HONG KONG

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

## PRINCIPAL REGISTRAR AND TRANSFER OFFICE

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

## 往來銀行

*(按字母順序排列)*

中國農業銀行股份有限公司  
中國銀行(香港)有限公司  
交通銀行股份有限公司  
永豐商業銀行股份有限公司  
法國巴黎銀行  
國泰世華商業銀行股份有限公司  
中國光大銀行  
創興銀行有限公司  
花旗銀行  
大新銀行有限公司  
DBS Bank Ltd.  
玉山商業銀行股份有限公司  
恒生銀行有限公司  
中國工商銀行(亞洲)有限公司  
Malayan Banking Berhad  
Oversea-Chinese Banking Corporation Limited  
大眾銀行(香港)有限公司  
上海商業銀行有限公司  
渣打銀行(香港)有限公司  
大豐銀行有限公司  
東亞銀行有限公司  
株式会社三菱東京UFJ銀行  
永亨銀行有限公司  
永隆銀行有限公司

## 註冊成立地點

百慕達

## 註冊辦事處

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

## 香港主要辦事處

香港灣仔  
告士打道38號  
美國萬通大廈26樓

## 主要過戶登記處

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

## BRANCH REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

## 香港過戶登記分處

香港中央證券登記有限公司  
香港灣仔  
皇后大道東 183 號  
合和中心 17 樓  
1712 至 1716 室

## OFFICES IN THE PEOPLE'S REPUBLIC OF CHINA

## 中華人民共和國辦事處

### Beijing Office:

Room 202, Oriental Place  
No. 9 East Dongfang Road  
North Dongsanhuan Road  
Chaoyang District, Beijing, PRC  
Post Code: 100027  
Tel: (8610) 6466 0638  
Fax: (8610) 6466 0238

### 北京辦事處:

中國北京市朝陽區  
東三環北路  
東方東路9號  
東方國際大廈202室  
郵編: 100027  
電話: (8610) 6466 0638  
傳真: (8610) 6466 0238

### Chengdu Office:

Room 2608, 26th Floor, CCB Sichuan Building  
No. 88 Tidu Street, Qingyang District  
Chengdu, Sichuan Province, PRC  
Post Code: 610016  
Tel: (8628) 8676 7747  
Fax: (8628) 6613 5700

### 成都辦事處:

中國四川省成都市  
青羊區提督街88號  
四川建行大廈26樓2608室  
郵編: 610016  
電話: (8628) 8676 7747  
傳真: (8628) 6613 5700

### Shanghai Office:

Room B103, Evergo Tower  
1325 Central Huaihai Road  
Xuhui District, Shanghai, PRC  
Post Code: 200031  
Tel: (8621) 6445 8945  
Fax: (8621) 6445 9710

### 上海辦事處:

中國上海市徐匯區  
淮海中路1325號  
愛美高大廈B103室  
郵編: 200031  
電話: (8621) 6445 8945  
傳真: (8621) 6445 9710

### Shenzhen Office:

Rooms 1-3, South Gong, 6th Floor  
Lowu Commercial Plaza  
25 Railway Station Square, Luohu District  
Shenzhen, Guangdong Province, PRC  
Post Code: 518001  
Tel: (86755) 8234 7139  
Fax: (86755) 8234 0012

### 深圳辦事處:

中國廣東省深圳市  
羅湖區火車站廣場路25號  
羅湖商業城  
6/F層南拱1-3室  
郵編: 518001  
電話: (86755) 8234 7139  
傳真: (86755) 8234 0012

### Macau Office:

Room 1101A, 11th Floor, AIA Tower  
Nos. 251A-301 Avenida Comercial de Macau  
Macau SAR  
Tel: (853) 2828 3228  
Fax: (853) 2899 1108

### 澳門辦事處:

澳門特別行政區  
澳門商業大馬路251A-301號  
友邦廣場11樓1101A室  
電話: (853) 2828 3228  
傳真: (853) 2899 1108

## WEBSITE

<http://www.chineseestates.com>

## STOCK CODE

127

## BOARD LOT

500 shares

## INVESTOR RELATIONS

For enquiries relating to investor relations, please contact:

Investor Relations Manager

Tel: (852) 2866 6999

Fax: (852) 2866 2822

(852) 2866 2833

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

## 網址

<http://www.chineseestates.com>

## 股份代號

127

## 買賣單位

500股

## 投資者關係

有關投資者關係之查詢，請聯絡：

投資者關係經理

電話：(852) 2866 6999

傳真：(852) 2866 2822

(852) 2866 2833

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



# Profiles of Directors and Senior Executives

## 董事及高級行政人員簡介

### EXECUTIVE DIRECTOR

**Mr. Joseph LAU, Luen-hung**, aged 60, joined the Company in 1989. Mr. Lau is the Chairman and Chief Executive Officer of the Company and acts as a director of certain subsidiaries of the Company. He is also a non-executive director of Lifestyle International Holdings Limited ("Lifestyle"), a company whose shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Lau holds a Bachelor Degree of Science from the University of Windsor, Canada. He has over 36 years of experience in corporate finance, manufacturing and property investment and development. Mr. Lau is the father of Mr. Lau, Ming-wai, the Vice Chairman and a Non-executive Director of the Company, and the elder brother of Ms. Amy Lau, Yuk-wai, a Non-executive Director of the Company.<sup>(Note 1)</sup>

### NON-EXECUTIVE DIRECTORS

**Mr. LAU, Ming-wai**, aged 31, joined the Company in 2006. He is the Vice Chairman of the Company and acts as a director of certain subsidiaries of the Company. Mr. Lau holds a Bachelor Degree of Laws from King's College London, a Master Degree of Laws from The London School of Economics and Political Science, and a Doctor Degree of Philosophy in Laws from King's College London. He worked at The Goldman Sachs Group, Inc. and Longview Partners LP, both in London prior to joining the Company. Mr. Lau is a registered attorney in the State of New York and a CFA (Chartered Financial Analyst) charterholder. He is the son of Mr. Joseph Lau, Luen-hung, the Chairman and Chief Executive Officer of the Company, and the nephew of Ms. Amy Lau, Yuk-wai, a Non-executive Director of the Company.<sup>(Note 1)</sup>

**Ms. Amy LAU, Yuk-wai**, aged 59, joined the Company in 2004. Ms. Lau is also a non-executive director of Lifestyle. She is registered with the Royal College of Dental Surgeons of Ontario, Canada and a practising dentist in Ontario. Ms. Lau holds a Bachelor Degree of Science and a Doctor Degree of Dental Surgery from the University of Toronto, Canada. She is the younger sister of Mr. Joseph Lau, Luen-hung, the Chairman and Chief Executive Officer of the Company, and the aunt of Mr. Lau, Ming-wai, the Vice Chairman and a Non-executive Director of the Company.

### 執行董事

**劉鑾雄先生**，現年60歲，於一九八九年加入本公司。劉先生為本公司之主席兼行政總裁，亦出任本公司若干附屬公司之董事。彼亦為利福國際集團有限公司（「利福」）之非執行董事，該公司之股份於香港聯合交易所有限公司（「聯交所」）上市。劉先生持有加拿大溫莎大學理學士學位。彼在企業融資、製造業及物業投資與發展方面累積逾三十六年經驗。劉先生為劉鳴煒先生（本公司之副主席及非執行董事）之父親及劉玉慧女士（本公司之非執行董事）之胞兄。<sup>(附註1)</sup>

### 非執行董事

**劉鳴煒先生**，現年31歲，於二零零六年加入本公司。彼為本公司之副主席，亦出任本公司若干附屬公司之董事。劉先生持有倫敦大學國王學院法律學士學位、倫敦經濟及政治科學學院法律碩士學位及倫敦大學國王學院法律哲學博士學位。彼在加入本公司之前，曾在倫敦The Goldman Sachs Group, Inc.及Longview Partners LP任職。劉先生為紐約州註冊律師及特許財務分析師（Chartered Financial Analyst）特許持有人。彼為劉鑾雄先生（本公司之主席兼行政總裁）之兒子及劉玉慧女士（本公司之非執行董事）之姪兒。<sup>(附註1)</sup>

**劉玉慧女士**，現年59歲，於二零零四年加入本公司。劉女士亦為利福之非執行董事。彼於加拿大安大略省皇家牙科醫學院註冊，為安大略省之執業牙科醫生。劉女士持有加拿大多倫多大學理學士學位及牙科博士學位。彼為劉鑾雄先生（本公司之主席兼行政總裁）之胞妹及劉鳴煒先生（本公司之副主席及非執行董事）之姑母。

Note 1: The discloseable interest of Mr. Joseph Lau, Luen-hung and Mr. Lau, Ming-wai in the shares and underlying shares of the Company under the provisions of Part XV of the Securities and Futures Ordinance is set out in Directors' Report under the sections of "Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporations" and "Substantial Shareholders' Interests in the Securities of the Company" of this annual report.

附註1：劉鑾雄先生及劉鳴煒先生於本公司股份及相關股份中擁有根據證券及期貨條例第XV部條文須予披露之權益載於本年報董事會報告書內之「董事及最高行政人員於本公司及相聯法團之證券權益」及「主要股東於本公司之證券權益」。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. CHAN, Kwok-wai**, aged 53, joined the Company in 2004. He is the chairman of the audit committee and remuneration committee of the Company. He has been appointed as a member of the nomination committee of the Company <sup>(Note 2)</sup> effective from April 2012. Mr. Chan holds a Bachelor Degree of Business Administration from the Monash University, Australia. He is also an associate member of CPA Australia and a member of the Hong Kong Securities Institute. He has over 32 years of experience in finance and accounting industries. Mr. Chan is currently a director of High Progress Consultants Limited. He is also an independent non-executive director of Junefield Department Store Group Limited, China Investments Holdings Limited, Tern Properties Company Limited, National Electronics Holdings Limited and Far East Consortium International Limited, the shares of all of which are listed on the Stock Exchange.

**Ms. Phillis LOH, Lai-ping**, aged 47, joined the Company in 2006. She is a member of the audit committee and remuneration committee of the Company. She has been appointed as the chairman of the nomination committee of the Company <sup>(Note 2)</sup> effective from April 2012. Ms. Loh holds a Bachelor Degree of Laws and a Postgraduate Certificate in Laws, both from The University of Hong Kong. Ms. Loh was a practising solicitor from 1990 to 1997, and has since become a practising barrister-at-law after she was called to the Hong Kong Bar in 1998. She was admitted as a solicitor in Hong Kong (1990) and the United Kingdom (1991), and is also a barrister and solicitor of the Supreme Court of the Australian Capital Territory (since 1991).

**Mr. MA, Tsz-chun**, aged 46, joined the Company in 2008. He is a member of the audit committee and remuneration committee of the Company. He has been appointed as a member of the nomination committee of the Company <sup>(Note 2)</sup> effective from April 2012. Mr. Ma is a Certified Public Accountant (Practising) and has over 24 years of experience in auditing, finance and accounting industries. He is currently a director of ACE (CPA) Limited and a director and the general manager of Sino-Bridge China Consulting Limited. Mr. Ma holds a Master of Science Degree in E-Commerce (Business Programme) and a Master Degree in Business Administration, both from The Chinese University of Hong Kong as well as a Master of Science Degree in China Business Studies from The Hong Kong Polytechnic University. Mr. Ma is a fellow member of The Association of Chartered Certified Accountants in the United Kingdom, an associate member of Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries respectively.

Note 2: The nomination committee has been established with effect from 1st April, 2012.

附註2：提名委員會已於二零一二年四月一日成立。

## 獨立非執行董事

**陳國偉先生**，現年53歲，於二零零四年加入本公司。彼為本公司審核委員會及薪酬委員會之主席。彼獲委任為本公司提名委員會<sup>(附註2)</sup>之成員，於二零一二年四月生效。陳先生持有澳洲蒙納士大學工商管理學學士學位。彼亦為澳洲會計師公會會員及香港證券專業學會會員。彼在財務及會計方面累積逾三十二年經驗。陳先生現為勤達顧問有限公司之董事。彼亦為Junefield Department Store Group Limited（莊勝百貨集團有限公司）、中國興業控股有限公司、太興置業有限公司、National Electronics Holdings Limited（樂聲電子有限公司）及Far East Consortium International Limited（遠東發展有限公司）之獨立非執行董事，上述所有公司之股份均在聯交所上市。

**羅麗萍女士**，現年47歲，於二零零六年加入本公司。彼為本公司審核委員會及薪酬委員會之成員。彼獲委任為本公司提名委員會<sup>(附註2)</sup>之主席，於二零一二年四月生效。羅女士持有香港大學法律學士學位及法學專業證書。羅女士由一九九零年至一九九七年為執業事務律師及自一九九八年獲頒香港大律師資格後成為執業大律師。彼分別於一九九零年及一九九一年獲頒香港及英國之事務律師資格，以及自一九九一年起為澳洲首府最高法院之大律師及事務律師。

**馬時俊先生**，現年46歲，於二零零八年加入本公司。彼為本公司審核委員會及薪酬委員會之成員。彼獲委任為本公司提名委員會<sup>(附註2)</sup>之成員，於二零一二年四月生效。馬先生為執業會計師，於核數、財務及會計方面累積逾二十四年經驗。彼現為中翹會計師事務所有限公司之董事及龍躍中國顧問有限公司之董事及總經理。馬先生持有香港中文大學電子商貿管理理學碩士學位及工商管理碩士學位，並持有香港理工大學中國商貿管理理學碩士學位。馬先生為英國特許公認會計師公會資深會員、香港會計師公會會員、英國特許秘書及行政人員公會會員及香港特許秘書公會會員。



## SENIOR EXECUTIVES

**Ms. Sue CHAN, Sze-wan**, aged 33, joined the Group (the Company together with its subsidiaries, the "Group") in 2002 and is the Manager of Sales and Leasing Department as well as the Assistant Sales and Marketing Manager of Cosmetics Department responsible for Two Girls products. Ms. Chan holds a Bachelor Degree of Business Administration from University of Management and Technology, United States of America. She is responsible for the Group's marketing and properties' sales and leasing affairs. Ms. Chan has over 9 years of experience in sales and marketing.

**Mr. Matthew CHEONG, Veng-va**, aged 54, joined the Group in 1994 and is the General Manager – Operations of the Group. He is also an executive director and the chairman of Chi Cheung Investment Company, Limited ("Chi Cheung"), a subsidiary of the Company whose shares are listed on the Stock Exchange. Mr. Cheong is a chartered engineer. He holds a Bachelor Degree of Science from the University of Toronto, Canada, a Master Degree of Science in Automation Systems and Management and a Doctorate Degree of Engineering, both from the City University of Hong Kong. He is also a member of The Hong Kong Institution of Engineers, The Institute of Measurement and Control and The British Computer Society. Mr. Cheong is responsible for the general operations of the Group including information technology, corporate communications, human resources and administration. He has over 26 years of experience in the management and operations.

**Ms. Connie CHEUNG, Mun-yi**, aged 44, joined the Group in 2007 and is the Head of Legal Department. Ms. Cheung is a practising solicitor. She holds a Bachelor Degree of Laws and a Postgraduate Certificate in Laws, both from The University of Hong Kong. Ms. Cheung has been working in both law firm as a solicitor and public sector as an in-house legal counsel. Ms. Cheung is responsible for overseeing the legal aspects of the Group's various businesses, including project development, commercial investments, conveyancing and tenancy. She has over 20 years of legal experience.

**Mr. Alec KONG, Chi-ming**, aged 48, joined the Group in 1994 and is the Head of China Business. He is also an executive director and deputy chairman of G-Prop (Holdings) Limited ("G-Prop"), a subsidiary of the Company whose shares are listed on the Stock Exchange. Mr. Kong holds a Bachelor Degree of Business Administration from The Chinese University of Hong Kong, a Master Degree of Arts in Quantitative Analysis for Business and a Master Degree of Business Administration, both from the City University of Hong Kong. He is responsible for the overall management and development of property projects in the Mainland China. He has over 21 years of experience in the property field of the Mainland China.

## 高級行政人員

**陳詩韻女士**，現年33歲，於二零零二年加入本集團（本公司連同其附屬公司統稱「本集團」），現任銷售及租務部經理兼化妝品部助理銷售及市場經理（負責『雙妹嚶』產品）。陳女士持有美國管理科技大學工商管理學士學位。彼負責本集團之市場推廣及物業銷售及租務事宜。陳女士在營銷及市場推廣方面累積逾九年經驗。

**昌榮華先生**，現年54歲，於一九九四年加入本集團，現任本集團之營運總監。彼亦為至祥置業有限公司（「至祥」）之執行董事及主席，該公司為本公司之附屬公司，其股份於聯交所上市。昌先生為特許工程師。彼持有加拿大多倫多大學理學士學位及香港城市大學自動化系統及管理學碩士學位及工程學博士學位。彼亦為香港工程師學會、英國皇家特許計量及控制學會及英國電腦學會會員。昌先生負責本集團一般營運事宜，包括資訊科技、企業傳訊、人力資源及行政管理。彼在企業管理及營運方面累積逾二十六年經驗。

**張敏儀女士**，現年44歲，於二零零七年加入本集團，現任法律部主管。張女士為執業事務律師。彼持有香港大學法律學士學位及法學專業證書。張女士曾於律師行任職事務律師及公營機構出任法律顧問。張女士負責處理本集團的各項業務之法律事宜，包括項目發展、商業投資、樓宇買賣及租務方面。彼在法律工作方面累積逾二十年經驗。

**江志明先生**，現年48歲，於一九九四年加入本集團，現任中國業務總監。彼亦為金匡企業有限公司（「金匡」）之執行董事及副主席，該公司為本公司之附屬公司，其股份於聯交所上市。江先生持有香港中文大學工商管理學士學位，以及香港城市大學工商數量分析文學碩士學位及工商管理學碩士學位。彼負責中國大陸房地產項目之整體管理及發展。彼在中國大陸房地產方面累積逾二十一年經驗。

## SENIOR EXECUTIVES (Cont'd)

**Ms. Hazel LAI, Ming-yan**, aged 43, joined the Group in 2000 and is the Senior Manager – Contracts of Project Development Department. Ms. Lai is a registered professional surveyor. She holds a Bachelor Degree of Science in Building from the City University of Hong Kong and a Master Degree of Science in Construction and Real Estate from The Hong Kong Polytechnic University. She is also a member of The Hong Kong Institute of Surveyors. Ms. Lai is responsible for the quantity surveying affairs. She has over 21 years of relevant experience.

**Mr. LAM, Kwong-wai**, aged 56, joined the Group in 1989 and is the Group Financial Controller and Company Secretary of the Company, Chi Cheung and G-Prop. Mr. Lam is a Certified Public Accountant (Practising) and holds a Master Degree of Business Administration from the University of Warwick, United Kingdom. He has over 34 years of experience in auditing, finance and accounting.

**Mr. Kenneth NG, Yik-hei**, aged 44, joined the Group in 2004 and is the Senior Manager of Project Development Department. Mr. Ng is a chartered building surveyor, a registered professional surveyor and an authorised person under the List of Surveyors of the Building Authority. He holds a Bachelor Degree of Science in Building Surveying from the University of Greenwich, United Kingdom and a Master Degree of Practising Accounting from the Monash University, Australia. Mr. Ng is also a member of The Hong Kong Institute of Surveyors and The Royal Institution of Chartered Surveyors. He has been appointed by The Government of the Hong Kong Special Administrative Region as a member of the Appeal Tribunal Panel (Buildings) since February 2007. Mr. Ng is responsible for the project development affairs. He has over 21 years of relevant experience.

**Ms. Teresa POON, Mun-chie**, aged 41, joined the Group in 2002 and is the Senior Manager of Project Development Department. She is also an executive director and the chief executive officer of Chi Cheung. Ms. Poon is a registered architect in Hong Kong and an authorised person under the List of Architects of the Building Authority. She holds a Bachelor Degree of Arts in Architectural Studies and a Master Degree of Architecture, both from The University of Hong Kong. She is also a member of The Hong Kong Institute of Architects. Ms. Poon is responsible for the project development affairs. She has over 16 years of experience in the management and development of property projects.

Most of the above senior executives, namely Ms. Sue Chan, Sze-wan, Mr. Matthew Cheong, Veng-va, Ms. Connie Cheung, Mun-yi, Mr. Alec Kong, Chi-ming, Mr. Lam, Kwong-wai, Mr. Kenneth Ng, Yik-hei and Ms. Teresa Poon, Mun-chie hold position as a director in one or more of the subsidiaries of the Company.

## 高級行政人員 (續)

**黎明欣女士**，現年43歲，於二零零零年加入本集團，現任項目發展部高級經理－工程合同。黎女士為註冊專業測量師。彼持有香港城市大學建造學理學士學位及香港理工大學建築及房地產學理學碩士學位。彼亦為香港測量師學會會員。黎女士負責工料測量事宜。彼累積逾二十一年相關經驗。

**林光蔚先生**，現年56歲，於一九八九年加入本集團，現任本公司、至祥及金匡之集團財務總監及公司秘書。林先生為執業會計師，持有英國華威大學工商管理學碩士學位。彼在核數、財務及會計方面累積逾三十四年經驗。

**吳易羲先生**，現年44歲，於二零零四年加入本集團，現任項目發展部高級經理。吳先生為特許建築測量師及註冊專業測量師，並為建築事務監督認可之測量師名單內之認可人士。彼持有英國格林威治大學建築測量學理學士學位及澳洲蒙納士大學會計學碩士學位。吳先生亦為香港測量師學會會員及英國皇家特許測量師學會會員。自二零零七年二月，彼獲香港特別行政區政府委任為上訴審裁團（建築物）成員。吳先生負責項目發展事宜。彼累積逾二十一年相關經驗。

**潘敏慈女士**，現年41歲，於二零零二年加入本集團，現任項目發展部高級經理。彼亦為至祥之執行董事及行政總裁。潘女士為香港註冊建築師及建築事務監督認可建築師名單內之認可人士。彼持有香港大學建築學文學士學位及建築學碩士學位，並為香港建築師學會會員。潘女士負責項目發展事宜。彼在物業項目管理及發展方面累積逾十六年經驗。

以上大部分高級行政人員，即陳詩韻女士、昌榮華先生、張敏儀女士、江志明先生、林光蔚先生、吳易羲先生及潘敏慈女士擔任本公司一間或多間附屬公司之董事職務。



## Chairman's Statement 主席報告書

I am pleased to present the results of the Company and its subsidiaries (the "Group") for the year ended 31st December, 2011 (the "Year") to the shareholders of the Company.

### RESULTS

Profit attributable to owners of the Company for the Year was HK\$3,497.8 million as compared to loss of HK\$8,858.2 million for last year. The profit for the Year was mainly due to the fair value gains on investment properties and the increase in share of profits of associates after the loss on sale of listed securities investments. Earnings per share for the Year was HK\$1.83 (year ended 31st December, 2010: loss per share of HK\$4.60).

If the net gain on the major non-cash items of HK\$3,283.3 million (year ended 31st December, 2010: net loss of HK\$10,748.9 million) are excluded, the Group will have a core profit attributable to owners of the Company for the Year of HK\$214.5 million (year ended 31st December, 2010: HK\$1,890.7 million) and a core earnings per share of HK11.2 cents (year ended 31st December, 2010: HK98.2 cents), a decrease of 88.7% and 88.6% over 2010 respectively. The decrease in core profit for the Year was mainly due to the loss on sale of listed securities investments during the Year.

The major non-cash items were fair value gain on investment properties together with their respective deferred tax of HK\$3,283.3 million (year ended 31st December, 2010: loss of HK\$10,748.9 million).

### DIVIDEND

In order to maintain a continuous dividend payment record, the board of Directors of the Company (the "Board") has recommended the payment of a nominal final dividend of HK1 cent per share for the Year (the "Final Dividend") (2010: HK1 cent). The Board considers that it is necessary to adopt a conservative dividend policy by maintaining a higher cash reserve in view of the fluctuation of global capital market since early August 2011.

Subject to shareholders' approval at the forthcoming annual general meeting of the Company to be held on 25th May, 2012 (the "2012 AGM"), dividend warrants will be posted on or about 13th June, 2012 to shareholders whose names appear on the register of members of the Company on 1st June, 2012.

本人欣然向本公司之股東呈報本公司及其附屬公司（「本集團」）截至二零一一年十二月三十一日止年度（「本年度」）之業績。

### 業績

本公司擁有人於本年度的應佔溢利為3,497,800,000港元，而相比去年虧損為8,858,200,000港元。本年度的溢利主要來自除去上市證券投資虧損後投資物業的公平值收益及攤佔聯營公司溢利增加。於本年度之每股盈利為1.83港元（截至二零一零年十二月三十一日止年度：每股虧損為4.60港元）。

如撇除主要非現金項目收益淨額3,283,300,000港元（截至二零一零年十二月三十一日止年度：虧損淨額10,748,900,000港元），本集團於本年度將錄得本公司擁有人應佔核心溢利為214,500,000港元（截至二零一零年十二月三十一日止年度：1,890,700,000港元），而每股核心盈利為11.2港仙（截至二零一零年十二月三十一日止年度：98.2港仙），分別較二零一零年減少88.7%及88.6%。本年度內的核心溢利減少主要來自上市證券投資之銷售虧損。

主要非現金項目來自投資物業之公平值收益連同其相關之遞延稅項為3,283,300,000港元（截至二零一零年十二月三十一日止年度：虧損10,748,900,000港元）。

### 股息

為保持持續派付股息之記錄，本公司董事會（「董事會」）建議派發本年度之象徵性末期股息每股1港仙（「末期股息」）（二零一零年：1港仙）。鑑於自二零一一年八月初起全球資本市場波動，董事會認為有必要為維持較高之現金儲備而採納較保守之派息政策。

待股東於本公司將於二零一二年五月二十五日舉行之應屆股東週年大會（「2012股東週年大會」）上批准，股息單將於二零一二年六月十三日或前後寄發予於二零一二年六月一日名列本公司股東名冊之股東。

## CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the members' eligibility to attend and vote at the 2012 AGM, and entitlement to the recommended Final Dividend, the register of members will be closed during the following periods respectively:—

## 暫停辦理股東登記手續

為確定股東出席2012股東週年大會並於會上投票的資格，及獲派建議末期股息的權利，本公司將分別於下列期間暫停辦理股東登記手續：—

<b>(1) For ascertaining eligibility to attend and vote at the 2012 AGM:</b> 為確定出席2012股東週年大會並於會上投票的資格：	
Latest time to lodge transfers documents for registration 交回股份過戶文件以作登記的最後時限	21.5.2012 16:30
Closure of register of members 暫停辦理股東登記手續	22.5.2012 – 25.5.2012 (both days inclusive) (包括首尾兩天)
<b>(2) For ascertaining entitlement to the recommended Final Dividend:</b> 為確定獲派建議末期股息的權利：	
Latest time to lodge transfers documents for registration 交回股份過戶文件以作登記的最後時限	30.5.2012 16:30
Closure of register of members 暫停辦理股東登記手續	31.5.2012 – 1.6.2012 (both days inclusive) (包括首尾兩天)
Record date 記錄日期	1.6.2012

To be eligible to attend and vote at the 2012 AGM, and to qualify for the recommended Final Dividend, all properly completed share transfers documents accompanied by the relevant share certificates must be lodged for registration with the Company's Branch Registrar and Transfer Office in Hong Kong, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than the respective latest time as stated above.

為符合資格出席2012股東週年大會並於會上投票，及獲派建議末期股息，所有填妥的股份過戶文件連同有關股票必須於上述分別指明的最後時限前送達本公司於香港之過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。



## BUSINESS REVIEW

### Hong Kong Property Investment

Rentals from investment properties continued to be one of the major sources of our income. The overall occupancy rate of the Group's retail portfolio was 95.95% during the Year excluding improvement work area of Silvercord. The occupancy rate achieved 98.20% if non-core properties are excluded and it has been increased 8.08% over last year. The high occupancy rate is attributable to the prime locations of the majority of the Group's retail properties.

The Group's overall gross rental growth was 18.35% with rental income of HK\$1,239.0 million for the Year as compared with last year. The rental income from Hong Kong retail portion showed an upward momentum with 24.36% growth while the non-retail portion recorded steady growth of 5.16%. The increase in gross rental income is mainly attributable to the full operation of The ONE after its opening and the rental growth after rejuvenation and upgrading works of Windsor House and Silvercord. Retail rents were generally raised due to the increase in tenants' business turnover benefited from the continuous growth of Mainland China tourists' spending and the improved local consumption.

The average occupancy rate of the shops of Causeway Place was approximately 98.63% during the Year.

The overall rental income of Windsor House was raised 25.92% for the Year as compared with last year due to the completion of renovation works of Windsor House in May 2010. The revamped Windsor House provides shoppers a cozy shopping environment with a diversified trade mix. During the Year, its average occupancy rate was approximately 96.02%. The rental growth and high occupancy rate once again demonstrate the Group's expertise on value enhancement for its investment properties through renovations.

As for Silvercord, the overall rental income was raised 24.90% for the Year as compared with last year. Its average occupancy rate was approximately 98.83% during the Year excluding improvement work area. Improvement works in relation to further refine the configuration of the retail shops and restaurants at basement to third floor had been completed in February 2011. The rental income, occupancy rate, tenant mix and traffic flow of Silvercord have been substantially enhanced after its renovation and repackaging.

## 業務回顧

### 香港物業投資

投資物業之租金仍然是本集團之主要收入來源之一。本集團之零售物業組合於本年度內之整體出租率為95.95% (不包括新港中心之改善工程範圍)。倘撇除非核心物業，出租率則達98.20%，較去年上升8.08%。高出租率與本集團大部分零售物業位於優質地段有關。

本集團於本年度之整體租金總額較去年增長18.35%，租金收入為1,239,000,000港元。香港零售部分之租金收入表現向好，增長24.36%，而非零售部分則錄得5.16%之平穩增長。租金收入總額增加主要由於The ONE開幕後全面營運，以及皇室大廈與新港中心經翻新及優化工程後租金增長所致。受惠於內地訪港旅客消費不斷增長及本地消費增加，租戶之營業額上升，令本集團之零售租金普遍上揚。

於本年度內，銅鑼灣地帶之商舖之平均出租率約為98.63%。

皇室大廈之翻新工程已於二零一零年五月竣工，帶動皇室大廈於本年度之整體租金收入較去年上升25.92%。經翻新後的皇室大廈為購物人士提供更舒適的購物環境及具多元化的商戶組合。於本年度內，其平均出租率約為96.02%。租金增長及高出租率再一次證明本集團善於透過翻新旗下投資物業以提升價值。

新港中心於本年度之整體租金收入較去年上升24.90%。其平均出租率於本年度內約為98.83% (不包括改善工程範圍)。有關進一步優化地庫至三樓之零售商舖和食肆配置之改善工程已於二零一一年二月竣工。新港中心完成翻新及重新包裝後，其租金收入、出租率、租戶組合及人流均大幅提升。

## BUSINESS REVIEW (Cont'd)

### Hong Kong Property Investment (Cont'd)

The ONE has become a spotlight for shoppers and destination for tourists since its grand opening on 29th October, 2010. It is the tallest retail complex of its kind in Hong Kong at present, integrates with shopping, entertainment and food and beverage, and has more than 400,000 square feet of retail spaces. All the shops were leased out as of 31st December, 2011 with many of them are popular fashion brands and well-known trademarks. Its average occupancy rate was approximately 99.84% during the Year.

The occupancy rate for the Group's office properties maintained at a high level. During the Year, the average occupancy rates of Windsor House, MassMutual Tower and Harcourt House were approximately 89.48%, 99.90% and 95.59% respectively, bringing the approximate occupancy rate of the overall office portfolio to 94.56%.

### Hong Kong Property Development

In general, the Group's development projects have been progressing satisfactorily and the sales have been achieving pleasing results.

MOD 595 is a joint venture project with the Urban Renewal Authority located in Mongkok. It provides a single residential tower block comprises 85 units with flat size ranging from gross floor area of approximately 483 square feet to 1,188 square feet. As at 31st December, 2011, all units were sold.

Sun Fair Mansions, 12 Shiu Fai Terrace, located in Mid-Levels East, is a traditional prestigious location for luxury residential project in Hong Kong. A luxury residential tower which provides a total residential gross floor area of around 41,020 square feet will be redeveloped. Site formation work is in progress. Completion of the project is scheduled for mid 2013 and it is expected to be launched in the first quarter of 2014.

The Group has a two-phase redevelopment project in Wanchai (87.5% interest) undertaken with the Urban Renewal Authority. All residential units of The Zenith (Phase I project) were sold. One WanChai (Phase II project with preservation of the core elements of Wanchai Market) is a residential/commercial complex development with total gross floor area of approximately 159,700 square feet which provides 237 residential units with flat size ranging from gross floor area of approximately 420 square feet to 1,200 square feet and retail properties. Its superstructure work is in progress. Completion is scheduled for end 2012. Pre-sale consent was received in June 2011. Since its first sales launch commenced in November 2011, 21 out of 73 units launched (i.e. 28.77%) were presold up to 31st December, 2011, representing 8.86% of total units.

## 業務回顧 (續)

### 香港物業投資 (續)

The ONE自二零一零年十月二十九日隆重開幕以來一直深受購物人士垂青，並已成為旅客必到之目的地。The ONE目前是香港最高之同類型綜合商場，集購物、娛樂及飲食於一身，零售面積超過400,000平方呎。於二零一一年十二月三十一日，所有商舖均獲承租，當中大多為流行時裝品牌及知名商標。於本年度內，其平均出租率約為99.84%。

本集團辦公室物業之出租率維持於高水平。於本年度內，皇室大廈、美國萬通大廈及夏慤大廈之平均出租率分別約為89.48%、99.90%及95.59%，使整體辦公室物業組合出租率達約94.56%。

### 香港物業發展

整體而言，本集團各個發展項目進展理想，銷售成績令人滿意。

MOD 595為一個與市區重建局進行之合營項目，位於旺角。MOD 595為一座單幢式住宅大廈，提供85個單位，單位總樓面面積約介乎483平方呎至1,188平方呎不等。於二零一一年十二月三十一日，所有單位經已售出。

肇輝臺12號新輝大廈位於東半山區香港傳統豪宅項目地段，位置優越。該大廈將重建為一座豪華住宅大樓，可提供總住宅樓面面積合共約41,020平方呎，現正進行地盤平整工程。項目訂於二零一三年年中竣工，並預期將於二零一四年第一季推出。

本集團擁有一個與市區重建局合作位於灣仔合共兩期之重建項目（佔87.5%權益）。尚翹峰（第一期項目）之所有住宅單位經已售出。壹環（第二期項目—涉及保留灣仔街市核心部分）為一個住宅／商業綜合發展項目，總樓面面積合共約159,700平方呎，提供237個總樓面面積約介乎420平方呎至1,200平方呎不等之住宅單位及零售商舖。上蓋工程正在進行中。項目訂於二零一二年年底竣工。預售樓花同意書已於二零一一年六月取得。自二零一一年十一月首次推售後，截至二零一一年十二月三十一日止已預售21個單位，佔73個推售單位之28.77%，相當於單位總數之8.86%。



## BUSINESS REVIEW (Cont'd)

### Hong Kong Property Development (Cont'd)

No. 55 Conduit Road (70% interest), a residential site in Mid-Levels with site area about 36,000 square feet which provides a total residential gross floor area of around 87,800 square feet. This site will be developed into a luxury residential project. The first phase of the site formation work has been completed. Piling works and the associated substructure works are in progress. The project is expected to be launched in 2013.

The Hermitage (25% interest), is one of the Group's joint venture development projects in West Kowloon Reclamation Area. It comprises 6 residential tower blocks and provides in aggregate 964 residential units and retail properties with a total gross floor area of around 1,095,980 square feet. Certificate of compliance was issued in March 2011 and the residential units are being handed over to individual purchasers. As at 31st December, 2011, 959 units were sold and recognised, representing 99.48% of total units.

The Coronation (15% interest), is another joint venture development project of the Group in West Kowloon Reclamation Area. Its superstructure work is in progress and the whole project is expected to be completed in end 2012. 6 residential tower blocks, which provide in aggregate 740 residential units and retail properties with a total gross floor area of around 650,600 square feet, will be developed. Pre-sale consent was received in December 2011. The sale is in progress and 81 units were presold up to 31st December, 2011.

### Macau Property Development

La Scala is a high-end residential project located in Avenida Wai Long, Taipa, Macau (owned 100% interest upon acquisition of the remaining 29.99% interest from an independent third party in March 2011) with a total residential gross floor area of approximately 5,786,296 square feet (excluding car park area and outdoor facilities area). It will comprise 26 residential tower blocks and will be developed in phases. Phase I development will comprise 9 residential tower blocks and provide in aggregate 899 residential units. Its site formation work is scheduled for completion in the second quarter of 2012. Phase I development is currently offered for presale.

## 業務回顧 (續)

### 香港物業發展 (續)

干德道55號 (佔70%權益) 為位於中半山的住宅地盤，地盤面積約為36,000平方呎，提供總住宅樓面面積合共約87,800平方呎。該地盤將發展為豪華住宅項目。首階段之地盤平整工程經已完成，現正進行打樁及相關地基工程。項目預期將於二零一三年推出。

帝峯·皇殿 (佔25%權益) 為本集團其中一個位於西九龍填海區的合營發展項目，由6座住宅大廈組成，提供合共964個住宅單位及零售商舖，總樓面面積合共約1,095,980平方呎。滿意紙已於二零一一年三月批出，住宅單位亦正交付予個別買家。於二零一一年十二月三十一日，已確認出售959個單位，佔單位總數之99.48%。

御金·國峯 (佔15%權益) 為本集團另一個位於西九龍填海區的合營發展項目。現正進行上蓋建築工程，整個項目預期將於二零一二年年底竣工。該項目將發展為6座住宅大廈，提供合共740個住宅單位及零售商舖，總樓面面積合共約650,600平方呎。預售樓花同意書已於二零一一年十二月取得。項目現正進行銷售，截至二零一一年十二月三十一日止已預售81個單位。

### 澳門物業發展

御海·南灣為一個位於澳門氹仔偉龍馬路之高級住宅項目 (於二零一一年三月從獨立第三方購入餘下29.99%權益後取得100%權益)，總住宅樓面面積合共約5,786,296平方呎 (不包括停車場範圍及室外設施範圍)。該項目將由26座住宅大廈組成，並分階段發展。第一期項目將由9座住宅大廈組成，提供合共899個住宅單位。其地盤平整工程訂於二零一二年第二季完成。第一期項目目前正進行預售。

## BUSINESS REVIEW (Cont'd)

### Mainland China Property Investment

The average occupancy rate of the 79 retail outlets with a total area of approximately 29,000 square feet in Lowu Commercial Plaza, Shenzhen was approximately 98.34% for the Year.

Evergo Tower, located at Central Huaihai Road in Shanghai, is a 21-storey office and shopping complex and has a gross floor area of around 263,708 square feet. The average occupancy rates of the office and retail spaces for the Year were approximately 90.34% and 55.31% respectively.

Platinum (50% interest), a 20-storey Grade A office building located at Taicang Road of Luwan District in Shanghai, has a gross floor area of about 466,464 square feet. The average occupancy rate for the Year was approximately 98.50%.

Hilton Beijing (50% interest), having 503 rooms, average occupancy rate was approximately 76.80% for the Year.

Oriental Place (50% interest), a 10-storey office building next to Hilton Beijing, average occupancy rate was approximately 99.77% for the Year.

### Mainland China Property Development

Splendid City, a residential and commercial project located at Yingbin Road of Jinniu District in Chengdu, has a site area of approximately 795,625 square feet and a corresponding gross floor area of approximately 3.74 million square feet. It will comprise 19 residential tower blocks with a commercial building and will be developed in two phases. Phase I of Splendid City provides 1,226 residential units with flat size ranging from gross floor area of approximately 854 square feet to 1,812 square feet and a commercial building with gross floor area of approximately 272,740 square feet. Phase I had been completed in November 2010 and the residential units had been handed over to individual purchasers. As at 31st December, 2011, 1,210 units of Phase I were sold, representing 98.69%. Phase II of Splendid City will provide 1,625 residential units with flat size ranging from gross floor area of approximately 854 square feet to 1,812 square feet. It is under superstructure construction and expected to be completed in end 2012. The launching of Phase II was commenced in September 2011, 143 out of 284 units launched (i.e. 50.35%) were presold up to 31st December, 2011.

## 業務回顧 (續)

### 中國大陸物業投資

深圳市羅湖商業城79個零售商舖(面積合共約29,000平方呎),於本年度之平均出租率約為98.34%。

愛美高大廈位於上海市淮海中路,為一幢樓高21層的辦公及商場綜合樓,建築面積約263,708平方呎。辦公及商場面積於本年度之平均出租率,分別約為90.34%及55.31%。

新茂大廈(佔50%權益),位於上海市盧灣區太倉路,為一幢樓高20層的甲級辦公樓,建築面積約466,464平方呎。於本年度之平均出租率約為98.50%。

北京希爾頓酒店(佔50%權益),設503個客房,於本年度之平均入住率約為76.80%。

東方國際大廈(佔50%權益),為北京希爾頓酒店側的一幢樓高10層辦公樓,於本年度之平均出租率約為99.77%。

### 中國大陸物業發展

華置·西錦城,為位於成都市金牛區迎賓大道的商住項目,地盤面積約795,625平方呎,建築面積約3,740,000平方呎。項目將由19座住宅大廈及一幢商業大樓組成,並分兩期發展。華置·西錦城第一期提供1,226個建築面積約介乎854平方呎至1,812平方呎不等之住宅單位,以及一幢建築面積約272,740平方呎之商業大樓。第一期項目已於二零一零年十一月竣工,住宅單位亦已交付予個別買家。於二零一一年十二月三十一日,第一期項目已售出1,210個單位,相當於98.69%。華置·西錦城第二期將提供1,625個建築面積約介乎854平方呎至1,812平方呎不等之住宅單位,現正進行上蓋建築工程,並預期將於二零一二年年底竣工。第二期項目已於二零一一年九月推售,截至二零一一年十二月三十一日止已預售143個單位(即佔284個推售單位之50.35%)。



## BUSINESS REVIEW (Cont'd)

### Mainland China Property Development (Cont'd)

The Metropolis is a residential project located at Dongda Street of Jinjiang District in Chengdu, with site area of approximately 194,411 square feet and corresponding gross floor area of approximately 1.65 million square feet. It will comprise 6 residential tower blocks and will be developed in phases. Phase I of The Metropolis provides 572 units with flat size ranging from gross floor area of approximately 704 square feet to 2,692 square feet. It is under superstructure construction and expected to be completed in end 2012. Since its first sales launch of Phase I commenced in December 2010, 178 units (i.e. 31.12%) were presold up to 31st December, 2011.

Chinese Estates Plaza, a commercial and residential project at South Taisheng Road of Qingyang District in Chengdu, has a site area of about 404,267 square feet with a development scale of 3.2 million square feet. It will comprise a Grade A office building, a five stars hotel, a shopping centre and 4 residential tower blocks. Superstructure construction works are in progress. Completion of the commercial and residential portions are scheduled for end 2013 and end 2014 respectively.

The commercial and residential project at Huaxinjie Street of Jiangbei District in Chongqing (25% interest), has a site area of around 2,207,546 square feet and a gross floor area of approximately 11.08 million square feet. The project is at design stage. It will be developed in four phases and Phase I is expected to be completed in the third quarter of 2016.

In June 2011, the Group invested indirectly in the land located at the southeast exterior of Yin Xing Ken District, Yinyang Town, Qidong, Jiangsu Province (49% interest), having a total site area of approximately 14.37 million square feet. The land will be developed into an integrated residential, business and resort complex. Construction of the first phase of the development has commenced.

### Overseas Property Investment

River Court is a Grade A freehold office building situate at 116-129 Fleet Street, London, United Kingdom acquired by the Group in January 2011. It provides a total net internal area of approximately 431,324 square feet, together with certain car parking spaces. It was fully let out as of 31st December, 2011.

## 業務回顧 (續)

### 中國大陸物業發展 (續)

華置·都匯華庭，為位於成都市錦江區東大街的住宅項目，其地盤面積約194,411平方呎，建築面積約1,650,000平方呎。項目將由6座住宅大廈組成，並分階段發展。華置·都匯華庭第一期提供572個建築面積約介乎704平方呎至2,692平方呎不等之單位。現正進行上蓋建築工程，預期將於二零一二年年底竣工。自第一期項目於二零一零年十二月首次推售後，截至二零一一年十二月三十一日止已預售178個單位（即31.12%）。

華置廣場，為位於成都市青羊區太升南路的商住項目，地盤面積約404,267平方呎，發展規模約3,200,000平方呎。項目將由一幢甲級辦公樓、一座五星級酒店、一個購物中心及4座住宅大廈組成。現正進行上蓋建築工程。該項目之商業及住宅部分分別計劃於二零一三年年底及二零一四年年底竣工。

位於重慶市江北區華新街街道之商住項目（佔25%權益），地盤面積約2,207,546平方呎，建築面積約11,080,000平方呎。項目現正處於設計階段。該項目將分四期發展，第一期項目預期將於二零一六年第三季竣工。

於二零一一年六月，本集團間接投資位於江蘇省啟東市寅陽鎮寅興墾區外側東南部之土地（佔49%權益），總地盤面積約14,370,000平方呎。該土地將發展成結合住宅、商業及渡假之綜合發展項目。第一期發展項目之建築工程經已展開。

### 海外物業投資

River Court，為一幢位於英國倫敦Fleet Street 116-129號之永久業權甲級寫字樓（本集團於二零一一年一月購入）。River Court提供總室內淨面積約431,324平方呎，連同若干泊車位。於二零一一年十二月三十一日，所有單位均獲承租。

## COMMUNITY RELATIONS

The Group continued to support meaningful activities in the community, and to encourage and promote volunteerism throughout the Group.

During the Year, the Group had participated in, among others, the following community programmes, charitable fundraising activities and voluntary services, for helping the communities in need, suffering people and children with special needs:-

- 8.12 Red Décor Day and Pass-it-On of **Hong Kong Red Cross**
- Charity Walk for Volunteering of **Agency for Volunteer Service**
- Flag Day of **Society for Community Organization**
- Fundraising event of **Heep Hong Society**
- Olympic Day cum Olympic Day Run of **Sports Federation & Olympic Committee of Hong Kong, China**
- Oxfam Rice Sale of **Oxfam Hong Kong**
- The Community Chest Sports Corporate Challenge, Dress Casual Day and Love Teeth Day of **The Community Chest**
- Used Book Recycling Campaign of **World Vision Hong Kong**
- World Sight Day of **ORBIS Hong Kong**

Moreover, the Group continued to support the Earth Hour of World Wide Fund by temporarily switched off the exterior and billboard lighting of certain properties under the Group, including The ONE, MassMutual Tower, Windsor House for an hour on the night of 26th March, 2011.

The Company was awarded as "Caring Company" in 2011/12, being the fifth consecutive year, by The Hong Kong Council of Social Service in recognition of our good corporate citizenship. The Group will continue to actively participate in various community programmes, charitable activities and voluntary services.

The Group donated a sum of HK\$34 million to the Community Care Fund (the "Fund") which is established to provide assistance to the underprivileged in the community in 2011 and further donated a sum of HK\$33 million to the Fund in February 2012.

## 社會關係

本集團繼續支持各類有意義之社會活動，並繼續於集團內鼓勵及提倡義務工作。

於本年度內，本集團參與（其中包括）以下社區項目、慈善籌款活動及義工服務，幫助社區內有需要或患病人士，以及需要特別照顧之兒童：—

- 香港紅十字會之8.12 Fun Fun「紅」日及愛心相連大行動
- 義務工作發展局之「行義我關懷」慈善步行
- 香港社區組織協會之賣旗日
- 協康會之慈善籌款項目
- 中國香港體育協會暨奧林匹克委員會之奧運日暨奧運歡樂跑
- 樂施會之樂施米義賣大行動
- 香港公益金之公益競技大比拼、公益金便服日及公益愛牙日
- 香港世界宣明會之舊書回收義賣大行動
- 香港奧比斯之「世界視覺日」

此外，本集團繼續支持世界自然基金會之地球一小時，於二零一一年三月二十六日晚上暫時關掉本集團旗下若干物業包括The ONE、美國萬通大廈及皇室大廈之外牆照明及廣告版燈飾一小時。

本公司於二零一一／一二年度，連續第五年獲香港社會服務聯會嘉許並頒發「商界展關懷」標誌，以肯定其良好企業公民精神。本集團將繼續積極參與各類型社區項目、慈善活動及志願活動。

本集團於二零一一年捐款34,000,000港元予旨在向社會上貧苦人士提供援助而成立之關愛基金（「基金」），並於二零一二年二月再向基金捐款33,000,000港元。



## INVESTOR RELATIONS

The Company is continuously committed to maintaining good communication with shareholders, investors and analysts in order to ensure their thorough understanding of the Group's strategies and business development, thereby enhancing transparency and investor relations.

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

The up-to-date information of the Group is available for public access on the Company's website. The Company encourages its shareholders to take advantage of the Company's website and welcomes suggestions from investors and shareholders, and invites them to share their views and suggestions by contacting the Investor Relations Department at [investor.relations@chineseestates.com](mailto:investor.relations@chineseestates.com).

## OTHER INFORMATION

### Disposal of a Subsidiary

As announced on 7th November, 2011, the Group had entered into a sale and purchase agreement with a company wholly-owned by Mr. Joseph Lau, Luen-hung ("Mr. Lau") (the Chairman and Chief Executive Officer of the Company), in relation to the disposal of the Company's wholly-owned subsidiary that hold a residential property known as "LYNX HILL" located at No.3 Deep Water Bay Road, Hong Kong at a consideration of HK\$497,238,300.32. The disposal constituted a connected transaction for the Company under the Listing Rules. Completion of the disposal took place on 7th November, 2011.

### Disposal of Properties – Connected Transactions

As announced on 8th March, 2012, Mr. Lau and his associates have offered to purchase or entered into agreement respectively to acquire certain units of the Group's residential properties, namely La Scala and/or One WanChai. The transactions constituted connected transactions for the Company under the Listing Rules.

## 投資者關係

本公司一貫致力與股東、投資者及分析員保持良好溝通，以確保彼等對本集團之策略及業務發展有透徹的理解，從而提高透明度及加強與投資者關係。

本公司設有公司網頁([www.chineseestates.com](http://www.chineseestates.com))，使股東可透過互聯網取得公司資料，包括法定公布及股東通函之發放等，加強與股東之溝通，並提供重要資料予公眾投資者了解企業管治架構、政策及制度、董事及高級行政人員簡介，以及董事會轄下委員會之職權範圍。

有關本集團之最新資訊，本公司會於公司網站作出相應更新以讓公眾人士查閱。本公司鼓勵其股東善用本公司網站及歡迎投資者及股東提出意見，並誠邀彼等聯絡投資者關係部，分享彼等之意見及建議。投資者關係部之電郵：[investor.relations@chineseestates.com](mailto:investor.relations@chineseestates.com)。

## 其他資料

### 出售附屬公司

誠如二零一一年十一月七日發出之公布，本集團與由劉鑾雄先生（「劉先生」）（本公司之主席兼行政總裁）全資擁有之公司訂立一份買賣協議，內容有關出售持有位於香港深水灣道3號，名為LYNX HILL之住宅物業之本公司全資擁有附屬公司，代價為497,238,300.32港元。根據上市規則，出售事項構成本公司一項關連交易。出售事項已於二零一一年十一月七日完成。

### 出售物業—關連交易

誠如二零一二年三月八日發出之公布，劉先生及彼之聯繫人分別提出購買或訂立協議，以購入本集團旗下名為御海·南灣及／或壹環的住宅物業之若干單位。根據上市規則，該等交易構成本公司之關連交易。

## PROSPECTS

The global economy is clouded with uncertainties last year and in early 2012. The sovereign debts position in Europe and the slow recovery progress of the United States are all factors potentially leading to significant market fluctuation. The Board believes that 2012 will be a year in which challenges and opportunities will co-exist.

Facing the global uncertainties as stated above, there are still positive demands for quality residential properties in Hong Kong, Macau and the Mainland China. The Group is confident and optimistic in these markets. To capture these demands, the Group continues launching One WanChai in Hong Kong; The Metropolis and Splendid City in Chengdu. In addition, the new development project in Macau, namely La Scala will also be launched in 2012.

Our core retail investment properties are all located in prime shopping areas. The ONE, for instance, will continue to be the landmark for local customers and tourists. Windsor House and Silvercord will also enjoy benefits from the continuous growth in arrivals and spending of tourists from Mainland China. The Group's retail rental income would continue to be positive. Meanwhile, River Court, the Group's investment in London, will continue making contributions through stable return.

In view of the performance of securities investments last year and the challenges in the global economic environment in the year ahead, the Board would continue its policy in maintaining a higher cash reserve in 2012. Apart from sale of development properties in Hong Kong, Macau and the Mainland China according to development schedules and progress, the Group would also consider sale of particular investment property (or property interests held by the Group) in Hong Kong or the Mainland China or securities investment when such disposal is beneficial to the Group and its shareholders as a whole.

## APPRECIATION

I would like to take this opportunity to express my gratitude to the shareholders for their continued support. I would also like to express my sincere thanks to my fellow directors and all staff members for their dedication and hard work.

**Joseph Lau, Luen-hung**  
Chairman

Hong Kong, 16th March, 2012

## 展望

環球經濟於去年及二零一二年年初受不明朗因素影響。歐洲主權債務的狀況以及美國經濟復甦進展緩慢均為導致市場出現大幅波動之潛在因素。董事會相信二零一二年將會是挑戰與機遇並存的一年。

縱然面臨上述環球經濟不明朗，香港、澳門及內地的優質住宅物業需求仍然殷切。本集團對此等市場充滿信心及樂觀。為吸納住宅物業需求，本集團會繼續推售旗下於香港的壹環、於成都的華置·都匯華庭及華置·西錦城。另外，本集團亦將於二零一二年推出旗下於澳門名為御海·南灣的新發展項目。

本集團所有核心零售投資物業均位於優質購物地段。例如，The ONE將繼續成為本地消費者及旅客的購物地標。皇室大廈及新港中心則將繼續因內地旅客訪港及消費持續增長而受惠。本集團之零售租金收入將持續向好。與此同時，本集團旗下位於倫敦之投資物業—River Court，將繼續為本集團帶來穩定的回報。

鑑於去年證券投資之表現及來年環球經濟環境之挑戰，董事會將於二零一二年繼續維持其較高現金儲備之政策。除根據發展進程及進度出售香港、澳門及內地之物業發展項目，本集團亦會考慮在符合本集團及其股東之整體利益的情況下，出售香港或內地之個別投資物業（或本集團持有之物業權益）或證券投資。

## 致謝

本人謹藉此機會對股東一直以來的鼎力支持與各位董事及全體員工的貢獻及竭誠工作表示謝意。

主席  
劉鑾雄

香港，二零一二年三月十六日



### RESULTS

#### Revenue

Revenue for the Year amounted to HK\$527.8 million (year ended 31st December, 2010: HK\$2,671.0 million), a 80.2% decrease over last year and comprised gross rental income HK\$1,513.8 million (year ended 31st December, 2010: HK\$1,126.3 million); property sales HK\$189.9 million (year ended 31st December, 2010: HK\$1,658.7 million), loss on sales of investments held-for-trading on a net basis HK\$1,227.6 million (year ended 31st December, 2010: HK\$148.5 million) and others HK\$51.7 million (year ended 31st December, 2010: HK\$34.5 million). The decrease in revenue was mainly due to the decrease in sales of development properties and increase in recognised loss on listed securities investments.

#### Gross Profit

Gross profit for the Year amounted to HK\$283.3 million (year ended 31st December, 2010: HK\$1,351.0 million), a 79.0% decrease as compared with last year, mainly due to an increase in loss of HK\$1,079.1 million from sale of listed securities investments and a decrease in profit of HK\$375.5 million in property sales, which were partially offset by an increase in profit of HK\$367.7 million from property leasing.

#### Property Leasing

For property leasing, follow the completion of renovation of Windsor House and the opening of The ONE in mid 2010 and the acquisition of River Court in London in January 2011, the rental revenue in retail section jumped by 23.8% to HK\$942.7 million and rental revenue in non-retail section jumped by 56.4% to HK\$571.1 million respectively during the Year. The total rental income in revenue for the Year recorded an increase of 34.4% to HK\$1,513.8 million as compared with 2010 of HK\$1,126.3 million. If the rental income from River Court is excluded, the total rental income still has splendid increase of 17.4% over 2010.

Together with the attributable rental revenue generated from associates of HK\$200.9 million (year ended 31st December, 2010: HK\$146.4 million), the total attributable rental revenue to the Group after non-controlling interests reached approximately HK\$1,710.9 million (year ended 31st December, 2010: HK\$1,269.2 million), which achieved an 34.8% increase over last year.

Attributable net rental income for the Year showed HK\$1,561.8 million, an 36.2% increase over HK\$1,146.6 million in 2010.

### 業績

#### 收入

本年度之收入為527,800,000港元(截至二零一零年十二月三十一日止年度:2,671,000,000港元)·較去年減少80.2%·當中包括租金收入總額1,513,800,000港元(截至二零一零年十二月三十一日止年度:1,126,300,000港元)·物業銷售189,900,000港元(截至二零一零年十二月三十一日止年度:1,658,700,000港元)·按淨額基準呈報出售持作買賣投資之虧損為1,227,600,000港元(截至二零一零年十二月三十一日止年度:148,500,000港元)及其他為51,700,000港元(截至二零一零年十二月三十一日止年度:34,500,000港元)。該收入減少主要來自發展物業銷售減少及上市證券投資之確認虧損增加。

#### 毛利

本年度的毛利為283,300,000港元(截至二零一零年十二月三十一日止年度:1,351,000,000港元)·較去年減少79.0%·該減少主要來自上市證券投資虧損增加1,079,100,000港元及物業銷售之溢利減少375,500,000港元·部分已被物業租賃增長之溢利367,700,000港元所抵銷。

#### 物業租賃

在物業租賃方面·隨著皇室大廈翻新完成及The ONE 於二零一零年年中開幕·加上於二零一一年一月購入位於倫敦之River Court·於本年度零售部分之租金收入及非零售部分之租金收入分別躍升23.8%至942,700,000港元及56.4%至571,100,000港元。本年度錄得之租金收入總額較去年增加34.4%·由二零一零年1,126,300,000港元上升至1,513,800,000港元。倘撇除River Court之租金收入·租金收入總額較二零一零年仍有17.4%之顯著升幅。

連同應佔聯營公司租金收入200,900,000港元(截至二零一零年十二月三十一日止年度:146,400,000港元)·本集團扣除非控股權益後應佔租金收入總額達至約1,710,900,000港元(截至二零一零年十二月三十一日止年度:1,269,200,000港元)·升幅較去年達至34.8%。

本年度的應佔租金收入淨額為1,561,800,000港元·較二零一零年之1,146,600,000港元增加36.2%。

## RESULTS (Cont'd)

### Property Development and Trading

Properties sales continuously made remarkable contribution to the recognised profit attributable to the Group for the Year. The overwhelming presale of Phase I of Splendid City in Chengdu had generated significant profit to the Group in 2010, while presale of Hermitage in West Kowloon (25% interest) continued to provide significant profit recognised for the Year. Following the presales of the properties, namely One WanChai in Wanchai (87.5% interest), The Coronation in West Kowloon (15% interest), Phase I of The Metropolis and Phase II of Splendid City in Chengdu as well as the presale of La Scala in Macau, the Group expects a continuous generation of sales revenue and recognition of attributable profit in the coming years of 2012 to 2014. Profit on presale of uncompleted properties will be recognised in the year in which the sales agreement completed.

During the Year, the attributable properties sales revenue and the relevant attributable profit from the Group and its associates recorded a satisfactory increase of 105.5% to HK\$3,419.6 million (year ended 31st December, 2010: HK\$1,664.1 million) and increase of 118.0% to HK\$891.6 million (year ended 31st December, 2010: HK\$408.9 million) respectively. The growth was mainly attributed to the recognition of sales of Hermitage.

The major components recorded in gross profit are sales of: MOD 595 in Mongkok generated a profit of HK\$4.2 million (year ended 31st December, 2010: loss of HK\$2.2 million); i-home in Tai Kok Tsui generated a profit of HK\$11.3 million (year ended 31st December, 2010: HK\$67.5 million); Phase I of Splendid City, after taking into account of an underprovision of construction costs of HK\$23.0 million, resulting in a loss of HK\$21.7 million (year ended 31st December, 2010: profit of HK\$211.6 million) and York Place in Wanchai generated a profit of HK\$38.5 million (year ended 31st December, 2010: HK\$71.9 million). Profit/loss represented sales revenue less cost. York Place was previously an investment property and was transferred to stock of properties in 2008 at its then market value. For the units sold and recognised in the Year, the cost included a valuation surplus of HK\$34.7 million (year ended 31st December, 2010: HK\$85.1 million). If the valuation surplus is excluded from the cost, a profit of HK\$73.2 million (year ended 31st December, 2010: HK\$157.0 million) would be resulted.

Parking spaces at The Zenith in Wanchai (87.5% interest) sold during the Year had contributed an attributable profit to the Group of HK\$6.0 million (year ended 31st December, 2010: The Zenith and Gemstar Tower in Hunghom (61.96% interest) is HK\$12.9 million and HK\$30.5 million respectively).

## 業績 (續)

### 物業發展及買賣

物業銷售為本集團於本年度應佔溢利持續有傑出的貢獻。成都華置·西錦城第一期之勢不可擋的預售為本集團於二零一零年帶來重大的溢利，而西九龍帝峯·皇殿（佔25%權益）的預售繼續為本年度帶來重大的溢利。隨著一系列的物業預售包括名為灣仔壹環（佔87.5%權益）、西九龍御金·國峯（佔15%權益）、成都華置·都匯華庭第一期及華置·西錦城第二期連同澳門御海·南灣之預售，預期將為本集團於未來數年二零一二年至二零一四年持續帶來銷售收入及確認應佔溢利。未完成物業之預售溢利將於銷售協議完成之年度內確認。

於本年度，本集團應佔物業銷售收入及其聯營公司的相關應佔溢利錄得滿意增幅分別為105.5%至3,419,600,000港元（截至二零一零年十二月三十一日止年度：1,664,100,000港元）及118.0%至891,600,000港元（截至二零一零年十二月三十一日止年度：408,900,000港元）。此增長主要來自帝峯·皇殿的確認銷售。

列入毛利之主要部分包括銷售：旺角MOD 595錄得溢利4,200,000港元（截至二零一零年十二月三十一日止年度：虧損2,200,000港元）、大角咀i-home錄得溢利11,300,000港元（截至二零一零年十二月三十一日止年度：67,500,000港元）、華置·西錦城第一期計入因建築成本撥備不足之23,000,000港元後而錄得虧損21,700,000港元（截至二零一零年十二月三十一日止年度：溢利211,600,000港元）及灣仔York Place錄得溢利38,500,000港元（截至二零一零年十二月三十一日止年度：71,900,000港元）。溢利／虧損乃指銷售收入減去成本。York Place早前為投資物業，並於二零零八年按其當時市值轉撥至物業存貨。對於本年度已售並確認之單位，其成本包括估值盈餘34,700,000港元（截至二零一零年十二月三十一日止年度：85,100,000港元）。倘成本撇除估值盈餘，將錄得溢利73,200,000港元（截至二零一零年十二月三十一日止年度：157,000,000港元）。

灣仔尚翹峰（佔87.5%權益）於本年度出售之車位，為本集團帶來6,000,000港元（截至二零一零年十二月三十一日止年度：尚翹峰（佔87.5%權益）12,900,000港元及紅磡駿昇中心（佔61.96%權益）30,500,000港元）之應佔溢利。



## RESULTS (Cont'd)

### Property Development and Trading (Cont'd)

In respect of properties held by associates, The Hermitage in West Kowloon (25% interest), Hing Wai Centre in Aberdeen (50% interest), Kwong Kin Trade Centre in Tuen Mun (40% interest) and Villa Carlton in Cheung Sha Wan (50% interest) generated profit of HK\$834.6 million, HK\$1.6 million, HK\$0.4 million and HK\$0.2 million respectively (year ended 31st December, 2010: Hing Wai Centre of HK\$4.0 million, Indihome in Tsuen Wan (50% interest) of HK\$1.3 million, Miami Crescent in Sheung Shui (50% interest) HK\$4.4 million and Park Mansion in Ngau Tau Kok (35% interest) of HK\$0.4 million) was reflected in the share of results of associates. For the sale of Parc Palais in Homantin (10% interest), a contribution of HK\$16.5 million (year ended 31st December, 2010: HK\$5.7 million) was recorded in investment income.

During the Year, the forfeited deposits received for Splendid City HK\$0.1 million (year ended 31st December, 2010: HK\$0.5 million) and The Metropolis HK\$0.1 million (year ended 31st December, 2010: nil) were recorded in other income.

At 31st December, 2011, deposits received from stock of properties contracted to be sold and revenue to be recognised in 2012 amounted to HK\$375.5 million. Of which, HK\$352.5 million deposits were received from Phase I of The Metropolis and Phase II of Splendid City, with average selling price of approximately RMB1.3 million and RMB0.9 million per unit respectively. The presale recorded for Phase I of The Metropolis and Phase II of Splendid City were 178 units of RMB233.9 million (equivalent to HK\$287.7 million) and 143 units of RMB129.9 million (equivalent to HK\$159.8 million) respectively, profits of which are expected to be recognised in 2012. Besides, the presale recorded for One WanChai (87.5% interest) at 31st December, 2011 was 21 units of HK\$229.7 million, and the attributable interest of sales to the Group was HK\$200.9 million. Revenue and profit from sales of One WanChai are expected to be recognised in 2012.

In summary, the Group together with associates and an investee company, executed properties sale agreements, including presale agreements, to third parties with an attributable amount contracted sales of HK\$1,176.4 million (year ended 31st December, 2010: HK\$4,791.5 million) during the Year. Attributable property sale profit in total recognised in the Year was HK\$891.6 million (year ended 31st December, 2010: HK\$408.9 million).

## 業績 (續)

### 物業發展及買賣 (續)

至於由聯營公司所持有之物業，西九龍帝峯·皇殿（佔25%權益）、香港仔興偉中心（佔50%權益）、屯門廣建貿易中心（佔40%權益）及長沙灣爾登華庭（佔50%權益）分別帶來834,600,000港元、1,600,000港元、400,000港元及200,000港元（截至二零一零年十二月三十一日止年度：興偉中心（佔50%權益）4,000,000港元、荃灣樂悠居（佔50%權益）1,300,000港元、上水邁爾豪園（佔50%權益）4,400,000港元及牛頭角百富閣（佔35%權益）400,000港元）之溢利，該等溢利均被列入攤佔聯營公司業績。而何文田君頤峰（佔10%權益）之銷售入賬為16,500,000港元（截至二零一零年十二月三十一日止年度：5,700,000港元），已列入投資收入內。

於本年度，其他收入包括華置·西錦城收取之沒收按金為100,000港元（截至二零一零年十二月三十一日止年度：500,000港元）及華置·都匯華庭為100,000港元（截至二零一零年十二月三十一日止年度：無）。

於二零一一年十二月三十一日，從已訂約出售並將於二零一二年確認其收入之物業存貨所收取之按金為375,500,000港元。當中包括華置·都匯華庭第一期及華置·西錦城第二期已收取之按金352,500,000港元，而每個單位之平均售價分別約為人民幣1,300,000元及人民幣900,000元。華置·都匯華庭第一期及華置·西錦城第二期分別已預售178個單位及143個單位，分別錄得人民幣233,900,000元（相當於287,700,000港元）及人民幣129,900,000元（相當於159,800,000港元）之收入，其溢利預期於二零一二年確認。除此之外，於二零一一年十二月三十一日，壹環（佔87.5%權益）已預售21個單位，共錄得229,700,000港元收入，本集團應佔銷售收入為200,900,000港元。銷售壹環之收入及溢利預期於二零一二年確認。

總括而言，於本年度本集團連同多間聯營公司及一間接受投資公司與第三者已簽訂物業買賣協議（包括預售協議）之已訂出售金額為1,176,400,000港元（截至二零一零年十二月三十一日止年度：4,791,500,000港元）。於本年度，已確認之應佔物業銷售溢利總額為891,600,000港元（截至二零一零年十二月三十一日止年度：408,900,000港元）。

## RESULTS (Cont'd)

### Securities Investments

Under the low interest environment, the Group has closely managed the securities investments with a view to yield enhancement. In March and June 2011, the Group has subscribed RMB2 billion senior secured guaranteed bonds due 2014 and US\$150 million senior notes due 2015 issued by Kaisa Group Holdings Ltd. with interest rate at 8.5% per annum and 13.5% per annum respectively, announcements in respect of the subscriptions had been made on 20th January, 2011 and 23rd May, 2011 respectively.

In view of the uncertainty and volatility in the securities market, the Group disposed part of the listed equity securities during the Year with gross proceeds of HK\$4,956.7 million and recognised a realised loss of HK\$1,227.6 million (year ended 31st December, 2010: HK\$148.5 million) on listed investments held-for-trading, the loss of which was included in revenue. In addition, sale of bonds during the Year had resulted in a realised loss of HK\$21.0 million (year ended 31st December, 2010: realised loss on bonds of HK\$27.2 million and realised gain on release of fair value liability on the maturity of derivative financial instruments of HK\$3.2 million). The total realised loss for the Year was HK\$1,248.6 million (year ended 31st December, 2010: HK\$172.5 million).

Furthermore, the Group recorded an unrealised loss of HK\$1,368.3 million (year ended 31st December, 2010: gain of HK\$190.2 million) representing the changes on the fair value of listed securities and bonds, which had no effect to the cash flow of the Group.

During the Year, there is no disposal on listed equity securities included in available-for-sale investments (year ended 31st December, 2010: gain of HK\$106.7 million).

Summing up the above and adding the net income from dividend, interest income and other finance costs of HK\$646.0 million (year ended 31st December, 2010: HK\$550.4 million), the loss recognised on listed securities investments was HK\$1,970.9 million (year ended 31st December, 2010: gain of HK\$674.8 million).

## 業績 (續)

### 證券投資

在低息環境下，本集團已有密切管理證券投資以謀求增益。於二零一零年三月及六月，本集團已認購由佳兆業集團控股有限公司發行本金為人民幣2,000,000,000元及150,000,000美元分別於二零一四年及二零一五年到期之年息8.5厘及13.5厘之優先有抵押擔保債券及優先票據，有關認購之公布分別於二零一一年一月二十日及二零一一年五月二十三日發出。

鑑於證券市場的不明朗及波動，本集團於本年度出售部分上市股本證券，所得款項總額為4,956,700,000港元及確認上市持作買賣投資之已變現虧損為1,227,600,000港元（截至二零一零年十二月三十一日止年度：148,500,000港元），此虧損已包括在收入內。此外，於本年度出售債券錄得已變現虧損21,000,000港元（截至二零一零年十二月三十一日止年度：已變現債券虧損27,200,000港元及因解除衍生金融工具已到期之已變現公平值負債收益3,200,000港元）。於本年度，已變現之虧損總額為1,248,600,000港元（截至二零一零年十二月三十一日止年度：172,500,000港元）。

此外，本集團錄得未變現虧損為1,368,300,000港元（截至二零一零年十二月三十一日止年度：收益190,200,000港元），該虧損為代表上市證券及債券之公平值變動，對本集團現金流量並無影響。

於本年度，並無出售任何待售投資之上市股本證券（截至二零一零年十二月三十一日止年度：收益106,700,000港元）。

總括以上及加入股息、利息收入及其他財務費用之收入淨額為646,000,000港元（截至二零一零年十二月三十一日止年度：550,400,000港元），上市證券投資之確認虧損為1,970,900,000港元（截至二零一零年十二月三十一日止年度：收益674,800,000港元）。



## RESULTS (Cont'd)

### Securities Investments (Cont'd)

The respective income/expense from securities investments under different categories are further elaborated below.

#### Listed Available-for-sale Equity Investments

The Group had not disposed any listed available-for-sale equity investments for the Year. (A realised gain on disposal of listed available-for-sale equity investments of HK\$106.7 million and dividend income of HK\$31.4 million were recognised in the year ended 31st December, 2010 as an investment income).

#### Listed Investments Held-for-trading and Treasury Products

The listed investments held-for-trading and treasury products recorded a loss before or after finance costs of HK\$1,924.8 million (year ended 31st December, 2010: profit before finance income of HK\$478.1 million) and HK\$1,970.9 million (year ended 31st December, 2010: profit after finance income of HK\$536.7 million) respectively for the Year.

Loss from the listed investments held-for-trading reflected in the consolidated statement of comprehensive income for the Year comprised a gross loss of totaling HK\$1,227.6 million (year ended 31st December, 2010: HK\$148.5 million), an unrealised loss on fair value changes amounted to HK\$1,368.3 million (year ended 31st December, 2010: gain of HK\$190.2 million), a realised loss on bonds of HK\$21.0 million (year ended 31st December, 2010: HK\$27.2 million), no transaction of derivative financial instruments (year ended 31st December, 2010: realised gain on release of fair value liability on the maturity of derivative financial instruments of HK\$3.2 million) and dividend and interest income of HK\$692.1 million (year ended 31st December, 2010: other investment income of HK\$3.6 million and dividend and interest income of HK\$456.8 million). Net relevant finance cost for the Year of HK\$46.1 million (year ended 31st December, 2010: net finance income of HK\$58.6 million) including interest expense; exchange loss and other finance costs of HK\$26.2 million (year ended 31st December, 2010: HK\$5.5 million); HK\$7.9 million (year ended 31st December, 2010: exchange gain of HK\$64.1 million) and HK\$12.0 million (year ended 31st December, 2010: nil) respectively.

## 業績 (續)

### 證券投資 (續)

以下就來自不同類型的證券投資收入／開支進一步地詳述。

#### 上市股本待售投資

本集團於本年度並無出售任何上市股本待售投資 (截至二零一零年十二月三十一日止年度: 出售上市股本待售投資之已變現收益106,700,000港元及股息收入31,400,000港元已於投資收入中確認)。

#### 上市持作買賣投資及財資產品

上市持作買賣投資及財資產品於本年度錄得扣除財務費用前／後之虧損分別為1,924,800,000港元 (截至二零一零年十二月三十一日止年度: 財務收入前溢利478,100,000港元) 及1,970,900,000港元 (截至二零一零年十二月三十一日止年度: 財務收入後溢利536,700,000港元)。

於本年度, 反映於綜合全面收益報表內之上市持作買賣投資之虧損, 包括毛虧損合共1,227,600,000港元 (截至二零一零年十二月三十一日止年度: 148,500,000港元)、公平值變動之未變現虧損1,368,300,000港元 (截至二零一零年十二月三十一日止年度: 收益190,200,000港元)、已變現債券虧損21,000,000港元 (截至二零一零年十二月三十一日止年度: 27,200,000港元)、並沒有衍生金融工具交易 (截至二零一零年十二月三十一日止年度: 因解除衍生金融工具已到期之已變現公平值負債收益3,200,000港元) 及股息與利息收入692,100,000港元 (截至二零一零年十二月三十一日止年度: 其他投資收入3,600,000港元及股息與利息收入456,800,000港元)。於本年度, 相關財務費用淨額46,100,000港元 (截至二零一零年十二月三十一日止年度: 財務收入淨額58,600,000港元) 包括利息開支、匯兌虧損及其他財務費用分別為26,200,000港元 (截至二零一零年十二月三十一日止年度: 5,500,000港元)、7,900,000港元 (截至二零一零年十二月三十一日止年度: 匯兌收益64,100,000港元) 及12,000,000港元 (截至二零一零年十二月三十一日止年度: 無)。

## RESULTS (Cont'd)

### Securities Investments (Cont'd)

#### *Other Comprehensive Income from Listed Available-for-sale Equity Investments*

During the Year, no transaction of the listed equity securities included in available-for-sale investments (year ended 31st December, 2010: addition of fair value of HK\$67.0 million was recognised in other comprehensive income as an equity transaction of securities investments reserve).

#### *Unlisted Securities Investment*

The acquisition of unlisted equity investment in Grandday Group Limited ("Grandday") of HK\$3,889.0 million during the Year was carried at cost less impairment if any. There is no impairment made or dividend income received from Grandday during the Year.

### Other Income and Expenses

Other income mainly comes from net building management fee income, arrangement fee income and management and maintenance service income increased to HK\$257.5 million (year ended 31st December, 2010: HK\$124.9 million), representing an increase of 106.2% as compared with last year.

During the Year, administrative expenses increased by 18.9% to HK\$273.2 million (year ended 31st December, 2010: HK\$229.8 million) and finance costs increased by 382.8% to HK\$330.7 million (year ended 31st December, 2010: HK\$68.5 million), including exchange loss of HK\$7.9 million (year ended 31st December, 2010: gain of HK\$64.1 million) on foreign currency loan hedged for foreign currency securities investments.

Other gains and losses recorded a net gain of HK\$78.3 million including reversal of provision for construction cost of the Group's liability on contingency claims made in prior years of HK\$16.1 million and gain on disposal of a subsidiary to a connected person of HK\$66.8 million (year ended 31st December, 2010: HK\$19.9 million including gain on bargain purchase of a subsidiary of HK\$13.0 million, fair value loss on step acquisition of a subsidiary of HK\$7.3 million and gain on disposals of subsidiaries to connected person of HK\$13.5 million).

## 業績 (續)

### 證券投資 (續)

#### *由上市股本待售投資帶來之其他全面收益*

於本年度，於待售投資中之上市股本證券並無交易（截至二零一零年十二月三十一日止年度：公平值增加67,000,000港元並已於其他全面收益中確認及列為證券投資儲備之股本權益交易）。

#### *非上市證券投資*

於本年度，以3,889,000,000港元收購朝隆集團有限公司（「朝隆」）之非上市股本投資，按成本扣除減值（如有）列賬。於本年度，概無確認減值虧損或由朝隆收取股息收入。

### 其他收入及開支

其他收入主要來自樓宇管理費收入淨額、安排費收入及管理及保養服務收入，較去年增加 106.2% 至 257,500,000 港元（截至二零一零年十二月三十一日止年度：124,900,000 港元）。

於本年度，行政開支增加 18.9% 至 273,200,000 港元（截至二零一零年十二月三十一日止年度：229,800,000 港元）及財務費用增加 382.8% 至 330,700,000 港元（截至二零一零年十二月三十一日止年度：68,500,000 港元），包括以外幣貸款用以對沖外幣計值之證券投資之匯兌虧損 7,900,000 港元（截至二零一零年十二月三十一日止年度：收益 64,100,000 港元）。

其他收益及虧損錄得收益淨額 78,300,000 港元包括撥回本集團就過往年度建築成本之或然索償負債所作之撥備 16,100,000 港元及出售一間附屬公司予關連人士之收益 66,800,000 港元（截至二零一零年十二月三十一日止年度：19,900,000 港元，包括議價收購一間附屬公司之收益 13,000,000 港元、逐步收購一間附屬公司之公平值虧損 7,300,000 港元及出售多間附屬公司予關連人士之收益 13,500,000 港元）。



## RESULTS (Cont'd)

### Disposal of a Subsidiary to a Connected Person

On 7th November, 2011, the Group entered into an sale and purchase agreement with a company, which is wholly-owned by a director and a substantial shareholder of the Company, to dispose or procure the sale of the sale share and sale loan of a subsidiary ("Disposal") at a consideration of approximately HK\$497.2 million, resulting in a gain of HK\$66.8 million. There is a corresponding decrease in fair value of HK\$66.8 million recorded in fair value change of investment properties upon disposal during the Year. The principal asset of the subsidiary under the Disposal was an investment property located at No. 3 Deep Water Bay Road, Hong Kong which was acquired by the Group on 17th August, 2011.

### Associates

The share of results of associates for the Year was a profit of HK\$1,241.7 million as compared to HK\$56.6 million last year, which was mainly due to the recognition on sale of The Hermitage and the increase in fair value of investment properties.

### Fair Value Changes on Investment Properties

Investment properties of the Group in Hong Kong and Mainland China were revalued at 31st December, 2011, by B.I. Appraisals Limited ("B.I. Appraisals"). Whereas the investment property in the United Kingdom was revalued by Peak Vision Appraisals Limited ("Peak Vision Appraisals"). Both B.I. Appraisals and Peak Vision Appraisals are independent property valuers. An increase in fair value of HK\$2,959.6 million (year ended 31st December, 2010: decrease of HK\$10,831.3 million) was recorded during the Year mainly as a result of the upturn of the properties markets in Hong Kong and Mainland China. This unrealised fair value gain will not affect the cash flow of the Group.

## PROFIT, CORE PROFIT, DIVIDENDS, REPURCHASE AND CASH PAYMENT RATIO

### Profit

Profit attributable to owners of the Company for the Year was HK\$3,497.8 million as compared to loss of HK\$8,858.2 million for last year. The profit for the Year was mainly due to the fair value gains on investment properties and the increase in share of profits of associates after the loss on sale of listed securities investments. Earnings per share for the Year was HK\$1.83 (year ended 31st December, 2010: loss per share of HK\$4.60).

## 業績 (續)

### 出售一間附屬公司予關連人士

於二零一一年十一月七日，本集團與本公司一位董事兼主要股東全資擁有之一間公司訂立買賣協議，出售或促成出售一間附屬公司之銷售股份及銷售貸款（「該出售」），代價約為497,200,000港元，錄得66,800,000港元收益。此相關公平值減少66,800,000港元已於本年度為出售時記錄為投資物業公平值變動。該出售之附屬公司之主要資產為一個位於香港深水灣道3號之投資物業，此物業由本集團於二零一一年八月十七日購入。

### 聯營公司

本年度攤佔聯營公司業績溢利1,241,700,000港元，而相比去年為56,600,000港元，主要由於確認帝峯·皇殿銷售及投資物業公平值增加。

### 投資物業之公平值

保柏國際評估有限公司（「保柏國際評估」）已就於二零一一年十二月三十一日對本集團位於香港及中國大陸之投資物業進行物業估值。至於本集團位於英國之投資物業，由滙鋒評估有限公司（「滙鋒評估」）進行估值。保柏國際評估及滙鋒評估均為獨立物業估值師。本年度錄得公平值增加2,959,600,000港元（截至二零一零年十二月三十一日止年度：減少10,831,300,000港元），乃因香港及中國大陸物業市場好轉所致。此未變現公平值收益對本集團現金流量並無影響。

## 溢利、核心溢利、股息、回購及現金支出比率

### 溢利

本公司擁有人於本年度的應佔溢利為3,497,800,000港元，而相比去年虧損為8,858,200,000港元。本年度的溢利主要來自除去上市證券投資虧損後投資物業的公平值收益及攤佔聯營公司溢利增加。於本年度之每股盈利為1.83港元（截至二零一零年十二月三十一日止年度：每股虧損為4.60港元）。

## PROFIT, CORE PROFIT, DIVIDENDS, REPURCHASE AND CASH PAYMENT RATIO (Cont'd)

### Core Profit

If the net gain on the major non-cash items of HK\$3,283.3 million (year ended 31st December, 2010: net loss of HK\$10,748.9 million) are excluded, the Group will have a core profit attributable to owners of the Company for the Year of HK\$214.5 million (year ended 31st December, 2010: HK\$1,890.7 million) and a core earnings per share of HK11.2 cents (year ended 31st December, 2010: HK98.2 cents), a decrease of 88.7% and 88.6% over 2010 respectively. The decrease in core profit for the Year was mainly due to the loss on sale of listed securities investments during the Year.

The major non-cash items were fair value gain on investment properties together with their respective deferred tax of HK\$3,283.3 million (year ended 31st December, 2010: loss of HK\$10,748.9 million).

### Dividends

Final dividend of HK1 cent (year ended 31st December, 2009: HK1 cent) per share in total amount of HK\$19.1 million for the year ended 31st December, 2010 was paid in cash in June 2011.

Interim dividend of HK1 cent (half year ended 30th June, 2010: nil) per share in total amount of HK\$19.1 million for the half year ended 30th June, 2011 was paid in cash in September 2011.

No special dividend was declared and paid during the Year (year ended 31st December, 2010: special dividend for connected transaction of HK40 cents per share).

Total dividends of HK\$38.2 million were paid in cash during the Year.

### Repurchase

During the Year, the Company had not repurchased any of the Company's share whereas the Company had utilised HK\$535.7 million (including transaction cost) equivalent to HK27.8 cents per share in repurchase of the Company's shares for the year ended 31st December, 2010.

## 溢利、核心溢利、股息、回購及 現金支出比率 (續)

### 核心溢利

如撇除主要非現金項目收益淨額3,283,300,000港元(截至二零一零年十二月三十一日止年度:虧損淨額10,748,900,000港元),本集團於本年度將錄得本公司擁有人應佔核心溢利為214,500,000港元(截至二零一零年十二月三十一日止年度:1,890,700,000港元),而每股核心盈利為11.2港仙(截至二零一零年十二月三十一日止年度:98.2港仙),分別較二零一零年減少88.7%及88.6%。本年度內的核心溢利減少主要來自上市證券投資之銷售虧損。

主要非現金項目來自投資物業之公平值收益連同其相關之遞延稅項為3,283,300,000港元(截至二零一零年十二月三十一日止年度:虧損10,748,900,000港元)。

### 股息

於二零一一年六月以現金派付截至二零一零年十二月三十一日止年度之末期股息為每股1港仙(截至二零零九年十二月三十一日止年度:每股1港仙),合共為19,100,000港元。

於二零一一年九月以現金派付截至二零一一年六月三十日止半年之中期股息為每股1港仙(截至二零一零年六月三十日止半年:無),合共為19,100,000港元。

本年度內並沒有宣派特別股息(截至二零一零年十二月三十一日止年度:關連交易之特別股息每股40港仙)。

本年度,以現金派付之股息總額為38,200,000港元。

### 回購

本年度內,本公司沒有回購本公司之任何股份,然而於截至二零一零年十二月三十一日止年度,本公司用作回購本公司股份之金額為535,700,000港元(包括交易成本),相等於每股27.8港仙。



## PROFIT, CORE PROFIT, DIVIDENDS, REPURCHASE AND CASH PAYMENT RATIO (Cont'd)

### Cash Payment Ratio

Based on (a) the core profit for the Year of HK\$214.5 million (year ended 31st December, 2010: HK\$1,890.7 million) or HK11.2 cents (year ended 31st December, 2010: HK98.2 cents) per share; (b) no repurchase for the Year (year ended 31st December, 2010: amount utilised for share repurchase HK\$535.7 million (including transaction cost) or HK27.8 cents per share); and (c) final dividend of HK1 cent (year ended 31st December, 2010: HK1 cent) per share proposed and interim dividend of HK1 cent (half year ended 30th June, 2010: nil) per share and no special dividend (year ended 31st December, 2010: HK40 cents per share) was paid for the Year, the ratio of such cash payment to the core profit is 17.9% (year ended 31st December, 2010: 70.1%).

## NET ASSET VALUE

As at 31st December, 2011, the Group's total net asset to owners of the Company amounted to approximately HK\$35,651.3 million (31st December, 2010: HK\$33,507.9 million), an increase of HK\$2,143.4 million or 6.4% when compared with 31st December, 2010. With the total number of ordinary shares in issue of 1,907,619,079 as at 31st December, 2011 (31st December, 2010: 1,907,619,079 shares), the net asset value per share to owners of the Company was HK\$18.69, an increase of 6.4% over 31st December, 2010 (HK\$17.57 per share). The movement in net asset value was mainly due to (a) profit attributable to owners of the Company for the Year of HK\$3,497.8 million; (b) reduction in relation to the acquisition of 29.99% non-controlling interest in the Macau project of HK\$1,600.0 million; and (c) payment of final dividend and interim dividend both of HK\$19.1 million.

## 溢利、核心溢利、股息、回購及 現金支出比率 (續)

### 現金支出比率

根據(a)本年度之核心溢利214,500,000港元(截至二零一零年十二月三十一日止年度:1,890,700,000港元)或每股11.2港仙(截至二零一零年十二月三十一日止年度:每股98.2港仙)、(b)本年度沒有回購(截至二零一零年十二月三十一日止年度:用作回購股份之金額為535,700,000港元(包括交易成本)或每股27.8港仙);及(c)於本年度建議之末期股息每股1港仙(截至二零一零年十二月三十一日止年度:每股1港仙)及已派付之中期股息每股1港仙(截至二零一零年六月三十日止半年:無)以及並沒有特別股息(截至二零一零年十二月三十一日止年度:每股40港仙),該現金支出與核心溢利之比率為17.9%(截至二零一零年十二月三十一日止年度:70.1%)。

## 資產淨值

於二零一一年十二月三十一日,本公司擁有人的應佔本集團的資產淨值總額約為35,651,300,000港元(二零一零年十二月三十一日:33,507,900,000港元),較二零一零年十二月三十一日增加2,143,400,000港元或6.4%。根據二零一一年十二月三十一日的已發行普通股總數1,907,619,079股(二零一零年十二月三十一日:1,907,619,079股)計算,本公司擁有人的每股資產淨值為18.69港元,較二零一零年十二月三十一日(每股17.57港元)增加6.4%。資產淨值變動主要與(a)本公司擁有人於本年度的應佔溢利3,497,800,000港元;(b)收購澳門項目之29.99%非控股權益引致1,600,000,000港元之減少;及(c)派付末期股息及中期股息分別為19,100,000港元有關。

## NET ASSET VALUE (Cont'd)

There was no transaction on the listed equity securities investments categorised as available-for-sales investments for the Year. During the year ended 31st December, 2010, an addition in fair value of HK\$67.0 million on the listed equity securities investments categorised as available-for-sales investments and accumulative gain of approximately of HK\$108.4 million was transferred to the consolidated statement of comprehensive income upon disposal. The carrying amounts of the listed equity securities investments reserve as at 31st December, 2011 and 31st December, 2010 were nil.

Other than the existing projects and those disclosed in the annual results, the Group did not have material acquisition or disposal of assets and any future plans for material investment or capital assets.

## SECURITIES INVESTMENTS

As at 31st December, 2010, the carrying amount of the listed securities investments and treasury products was HK\$7,607.5 million. During the Year, the portfolio was decreased by a net disposal of HK\$497.7 million. After deducting the fair value loss of HK\$1,368.3 million for the Year, the listed securities investments portfolios of the Group became HK\$5,741.5 million as at 31st December, 2011 representing 9.3% of total assets, which formed part of the Group's cash management activities.

The portfolio of HK\$5,741.5 million (31st December, 2010: HK\$7,607.5 million) comprised (a) equity securities (investments held-for-trading) of HK\$514.9 million (31st December, 2010: HK\$2,422.1 million) and (b) bonds (financial assets designated as at fair value through profit or loss) of HK\$5,226.6 million (31st December, 2010: HK\$5,185.4 million).

## 資產淨值 (續)

本集團於本年度並無分類為待售投資之上市股本證券交易。於截至二零一零年十二月三十一日止年度，已歸屬為待售投資之上市股本證券投資之公平值的增加為67,000,000港元及約108,400,000港元之累計收益已因出售而轉撥至綜合全面收益報表。於二零一一年十二月三十一日及二零一零年十二月三十一日，上市股本證券投資儲備賬面值為零港元。

除該等現有項目以及全年業績內所披露者外，本集團並無任何有關重大收購或出售資產及於未來計劃重大投資或資本資產。

## 證券投資

於二零一零年十二月三十一日，上市證券投資及財資產品賬面值為7,607,500,000港元。於本年度，該等組合已就出售淨額減少497,700,000港元。扣除本年度公平值虧損1,368,300,000港元後，本集團於二零一一年十二月三十一日的上市證券投資組合達至5,741,500,000港元，佔資產總額9.3%，該等組合為本集團資金管理活動之一部分。

該組合5,741,500,000港元（二零一零年十二月三十一日：7,607,500,000港元）中包括(a)股本證券（待售投資）514,900,000港元（二零一零年十二月三十一日：2,422,100,000港元）及(b)債券（指定為通過損益以反映公平值之金融資產）5,226,600,000港元（二零一零年十二月三十一日：5,185,400,000港元）。



## SECURITIES INVESTMENTS (Cont'd)

### Unlisted Equity Securities

In June 2011, the Group acquired 49% of the entire issued share capital of Grandday, which indirectly held the land located at the southeast exterior of Yin Xing Ken District, Yinyang Town, Qidong City, Jiangsu Province, the People's Republic of China ("PRC"), at a consideration of US\$500 million (equivalent to HK\$3,889.0 million). As the Group has no significant influence over the board of directors of Grandday and its subsidiaries, the investment in Grandday is classified as an unlisted equity investment and included in available-for-sale investment.

### Notes held by Listed Subsidiaries

As at 31st December, 2011, the carrying amount of the floating rate and fixed rate notes amounted to HK\$184.6 million (31st December, 2010: HK\$262.7 million) representing 0.3% of the total assets of the Group at the end of the reporting period. The decrease mainly represented redemption upon maturity and disposal of certain floating rate and fixed rate notes during the Year.

## RISK MANAGEMENT

The Group has established adequate risk management procedures that enable it to identify, measure, monitor and control various types of risk it faces. This is supplemented by active management involvement, effective internal controls and adequate internal audit in the best interests of the Group.

## EQUITY

The number of issued ordinary shares as at 31st December, 2011 and 31st December, 2010 were 1,907,619,079.

## DEBT AND GEARING

As at 31st December, 2011, the Group's bank and other borrowings amounted to HK\$22,690.7 million (31st December, 2010: HK\$18,710.5 million). Cash and deposit at bank amounted to HK\$4,268.5 million (31st December, 2010: HK\$10,689.3 million), pledged deposit amounted to HK\$1,705.0 million (31st December, 2010: HK\$187.1 million) and net borrowings amounted to HK\$16,717.2 million (31st December, 2010: HK\$7,834.1 million).

## 證券投資(續)

### 非上市股本證券

於二零一一年六月，本集團以500,000,000美元（相當於3,889,000,000港元）之代價收購朝隆之49%全部已發行股本，該集團間接擁有一幅位於中華人民共和國（「中國」）江蘇省啟東市寅陽鎮寅興墾區外側東南部之土地。由於本集團於朝隆及其附屬公司董事會並無擁有重大影響力，所以於朝隆之投資被分類為非上市股本投資並已包括在待售投資內。

### 上市附屬公司持有之票據

於二零一一年十二月三十一日，浮息及定息票據賬面值為184,600,000港元（二零一零年十二月三十一日：262,700,000港元），佔本集團於報告期末資產總額0.3%。於本年度賬面值減少主要來自贖回已到期及出售部分之浮息及定息票據。

## 風險管理

本集團設有一套完善的風險管理程序，以識別、衡量、監察及控制其面對的各種風險，同時輔以積極管理、有效的內部監控及足夠的內部審核，以保障本集團的最佳利益。

## 股本

於二零一一年十二月三十一日及二零一零年十二月三十一日的已發行普通股數目為1,907,619,079股。

## 債務及資本與負債比率

於二零一一年十二月三十一日，本集團的銀行及其他借貸為22,690,700,000港元（二零一零年十二月三十一日：18,710,500,000港元）。現金及銀行結存為4,268,500,000港元（二零一零年十二月三十一日：10,689,300,000港元），抵押存款為1,705,000,000港元（二零一零年十二月三十一日：187,100,000港元），而借貸淨額為16,717,200,000港元（二零一零年十二月三十一日：7,834,100,000港元）。

## DEBT AND GEARING (Cont'd)

Total debt to equity ratio was 62.4% (31st December, 2010: 54.7%) and net debt to equity ratio was 46.0% (31st December, 2010: 22.9%), which are expressed as a percentage of total borrowings, and net borrowings, respectively, over the total equity of HK\$36,368.0 million (31st December, 2010: HK\$34,210.9 million).

However, if the listed securities investments and treasury products of HK\$5,741.5 million (31st December, 2010: HK\$7,607.5 million) are included, the net debt to equity ratio will be 30.2% (31st December, 2010: 0.7%).

The increase of total debt to equity ratio and net debt to equity ratio were mainly due to the increase of borrowings, mainly for acquisition of the companies holding an investment property in the United Kingdom together with a Pound Sterling bank loan; and cash utilised in acquisition of unlisted equity securities in Grandday and non-controlling interest in Macau project during the Year.

As at 31st December, 2011, the Group's bank and other borrowings were denominated in Hong Kong dollar (68.1%), United States dollar (14.5%), Pound Sterling (14.0%) and Renminbi (3.4%). Of the Group's bank and other borrowings of HK\$22,690.7 million, 44.1%, 38.6%, 16.5% and 0.8% were repayable within 1 year, 1 to 2 years, 2 to 5 years and over 5 years respectively. United States dollar investment securities were hedged by United States dollar borrowings. The Group's bank and other borrowings in Hong Kong dollars and United States dollars were carried at interest rates calculated mainly with reference to HIBOR/LIBOR; bank borrowings in Pound Sterling were carried at fixed rate after incorporating an interest rate swap; and bank borrowings in Renminbi were carried at interest rates calculated with reference to borrowing rates quoted by Peoples' Bank of China. As at 31st December, 2011, about 86.0% of the Group's borrowing were on floating rate basis and 14.0% were on fixed rate basis. Other than the bank borrowings in Pound Sterling, no hedging for interest rate is subsisted at the end of the reporting period.

## 債務及資本與負債比率(續)

債務總額與股本權益比率為62.4% (二零一零年十二月三十一日: 54.7%)，而淨債務與股本權益比率為46.0% (二零一零年十二月三十一日: 22.9%)，乃將借貸總額及借貸淨額分別除以股本權益總額36,368,000,000港元 (二零一零年十二月三十一日: 34,210,900,000港元) 得出的百分比。

然而，如上市證券投資及財資產品5,741,500,000港元 (二零一零年十二月三十一日: 7,607,500,000港元) 已計入內，淨債務與股本權益比率將會為30.2% (二零一零年十二月三十一日: 0.7%)。

債務總額與股本權益比率及淨債務與股本權益的比率之所以上升，主要由於本年度收購持有位於英國投資物業及以英鎊計值之銀行借貸之多間公司；及以現金收購朝隆之非上市股本證券及澳門項目之非控股權益而令債務增加。

於二零一一年十二月三十一日，本集團之銀行及其他借貸以港元(68.1%)、美元(14.5%)、英鎊(14.0%)及人民幣(3.4%)計值。於本集團之銀行及其他借貸為22,690,700,000港元中，44.1%、38.6%、16.5%及0.8%須分別於一年內、一年至兩年、兩年至五年及五年後償還。美元計值之證券投資以美元借貸對沖。本集團之港元及美元之銀行及其他借貸主要參照香港銀行同業拆息／倫敦銀行同業拆息計算利息，而英鎊銀行借貸合併利率掉期合約以定息計算；及人民幣銀行借貸則參照中國人民銀行之借貸利率計算。於二零一一年十二月三十一日，本集團之浮息及定息借貸分別為86.0%及14.0%。除了英鎊銀行貸款外，於報告期末並無就利率作出對沖。



## PLEDGE OF ASSETS

As at 31st December, 2011, the Group had pledged the following assets:

- (a) The Group's investment properties, properties and other fixed assets, stock of properties and time deposits with their respective carrying amount of approximately HK\$32,981.7 million (31st December, 2010: HK\$23,787.4 million), HK\$485.1 million (31st December, 2010: HK\$488.4 million), HK\$2,626.3 million (31st December, 2010: HK\$2,219.8 million) and HK\$411.6 million (31st December, 2010: HK\$163.1 million) were pledged to the Group's bankers to secure general banking and loan facilities granted to the Group.
- (b) The Group's investments held-for-trading and bonds with carrying amount of approximately HK\$5,741.3 million (31st December, 2010: HK\$7,219.6 million) and cash deposit of approximately HK\$1,293.4 million (31st December, 2010: HK\$23.9 million) were pledged to the Group's financial institutions to secure margin and securities facilities granted to the Group in respect of securities transactions, of which approximately HK\$3,300.7 million (31st December, 2010: HK\$2,682.0 million) was utilised at 31st December, 2011 as borrowings due within one year.
- (c) Interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.
- (d) The Group has subordinated and assigned its advances to associates and advance to an investee company of approximately HK\$1,920.0 million (31st December, 2010: HK\$1,806.0 million) to financial institutions to secure general banking credit facilities granted to the associates and an investee company.

## 資產抵押

於二零一一年十二月三十一日，本集團已抵押以下資產：

- (a) 本集團賬面值分別約為32,981,700,000港元（二零一零年十二月三十一日：23,787,400,000港元）、485,100,000港元（二零一零年十二月三十一日：488,400,000港元）、2,626,300,000港元（二零一零年十二月三十一日：2,219,800,000港元）及411,600,000港元（二零一零年十二月三十一日：163,100,000港元）之投資物業、物業及其他固定資產、物業存貨及定期存款，已就本集團獲授之一般銀行及貸款融資，抵押予本集團之往來銀行。
- (b) 本集團賬面值約為5,741,300,000港元（二零一零年十二月三十一日：7,219,600,000港元）及1,293,400,000港元（二零一零年十二月三十一日：23,900,000港元）之持作買賣之投資及債券及現金存款，已就本集團有關證券交易獲授之保證金及證券融資，抵押予本集團之金融機構，而本集團已動用於一年內到期之借貸約3,300,700,000港元（二零一零年十二月三十一日：2,682,000,000港元）。
- (c) 本公司若干附屬公司之權益已質押為本集團獲授若干銀行借貸之部分抵押品。
- (d) 本集團已就多間聯營公司及一間接受投資公司獲授之銀行信貸將其墊付多間聯營公司及一間接受投資公司款項約1,920,000,000港元（二零一零年十二月三十一日：1,806,000,000港元）轉歸及授讓予金融機構。

## REPURCHASE GUARANTEE

Certain mortgagee banks have provided end-user financing to purchasers of Splendid City and The Metropolis and the Group has provided repurchase guarantees to these mortgagee banks for securing the obligations of such purchasers for repayments. Such guarantees will be terminated upon the earlier of (i) issuance of the real estate ownership certificate which will generally be available within one year upon the completion of guarantee registration; or (ii) the satisfaction of mortgaged loan by the purchasers of properties.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principals together with any accrued interest and penalty owed by the defaulted purchasers to the mortgagee banks.

The total outstanding amount of repurchase guarantee as at 31st December, 2011 was RMB76.7 million (equivalent to HK\$94.4 million) (31st December, 2010: RMB7.8 million (equivalent to HK\$9.2 million)) and disclosed in the contingent liabilities.

## FINANCIAL AND INTEREST INCOME/EXPENSES

Interest income was included in revenue and investment income. Other than imputed interest income, interest income for the Year was HK\$779.8 million, representing an increase of 64.0% from that of 31st December, 2010 (HK\$475.5 million).

Finance costs included interest expenses on bank and other loans, imputed interest expenses, exchange difference on foreign currency loans, arrangement fee and facility and commitment fee expenses. Excluding imputed interest expenses, interest expenses for the Year amounted to HK\$276.4 million, representing an 139.7% increase over the interest expenses of HK\$115.3 million recorded for last year. The increase in interest expenses was mainly due to the increase in bank loan and interest rate during the Year. Interest capitalised for the Year was HK\$64.9 million as compared to HK\$43.1 million for last year. The average interest rate over the year under review was 1.43% (year ended 31st December, 2010: 1.00%), which was expressed as a percentage of total interest paid over the average total borrowings.

## 回購擔保

若干按揭銀行向華置·西錦城及華置·都匯華庭買家提供最終用戶融資，而本集團已向該等按揭銀行提供回購擔保，保證該等買家履行還款責任。該等擔保將於(i)發出房地產權證（一般於擔保登記完成後一年內可得）；或(ii)物業買家償還按揭貸款時（以較早者為準）終止。

根據擔保條款，倘該等買家拖欠按揭還款，本集團有責任向按揭銀行償還該等買家拖欠之未償還按揭本金，並連同任何應計利息及罰款。

於二零一一年十二月三十一日，回購擔保未償還總額為人民幣76,700,000元（相當於94,400,000港元）（二零一零年十二月三十一日：人民幣7,800,000元（相當於9,200,000港元）），於或然負債內披露。

## 財務及利息收入／開支

收入及投資收入包括利息收入。本年度之利息收入（不包括名義利息收入）為779,800,000港元，較二零一零年十二月三十一日（475,500,000港元）增加64.0%。

財務費用包括銀行及其他貸款之利息開支、名義利息開支、外幣貸款匯兌差額、安排費用與信貸及承擔費用開支。撇除名義利息開支，本年度之利息開支為276,400,000港元，較去年錄得之利息開支115,300,000港元增加139.7%。利息開支增加主要與本年度銀行貸款及利率增加有關。本年度之資本化利息為64,900,000港元，而去年則為43,100,000港元。於回顧年內之平均利率為1.43%（截至二零一零年十二月三十一日止年度：1.00%），乃以利息支付總額除以平均借貸總額得出。



## REMUNERATION POLICIES, SHARE OPTION SCHEME AND SHARE AWARD SCHEME

As at 31st December, 2011, the Group employed a total of 347 staff (31st December, 2010: 331 staff) (excluding about a total of 344 staff (31st December, 2010: 334 staff) for estate management employed under the Group's estate management company in Hong Kong, Perfect World Company Limited, and about a total of 195 staff (31st December, 2010: 136 staff) in Chengdu, PRC employed under subsidiaries of the Company).

Employees were remunerated on the basis of their performance, experience and prevailing industry practice. Remuneration packages comprised salary and year-end discretionary bonus based on market conditions and individual performance. The Executive Director continued to review employees' contributions and to provide them with necessary incentives and flexibility for their better commitment and performance. No share option scheme was adopted during the Year.

The Company had adopted a share award scheme ("Scheme") in 2009. The Scheme is to recognise and reward certain employees for their contributions to the Group and to give long-term incentives for retaining them for the continued operations and development of the Group. Details of the Scheme were set out in the Company's circular dated 23rd December, 2008. No share was granted under the Scheme during the Year.

## MAINLAND CHINA, MACAU AND UNITED KINGDOM

Profit contribution from the Group's investment in the Mainland China (mainly included in gross profit, fair value changes on investment properties, share of results of associates and taxation) for the Year amounted to HK\$206.9 million (year ended 31st December, 2010: HK\$218.2 million). The Group's net investment in the Mainland China as at 31st December, 2011 amounted to HK\$12,187.7 million (31st December, 2010: HK\$7,468.1 million) representing approximately 33.5% of the Group's total equity.

Besides, the Group's net investment in Macau as at 31st December, 2011 amounted to HK\$2,494.3 million (31st December, 2010: HK\$1,748.2 million) representing approximately 6.9% of the Group's total equity.

Further, the Group acquired in January 2011 an investment property in the United Kingdom with carrying value of GBP284.9 million as at 31st December, 2011 (equivalent to HK\$3,411.3 million), which contributed a profit of HK\$135.1 million to the Group for the Year. As at 31st December, 2011, the Group's net investment in the United Kingdom amounted to HK\$495.0 million representing approximately 1.4% of the Group's total equity.

## 酬金政策、購股權計劃及股份獎勵計劃

於二零一一年十二月三十一日，本集團共有僱員347人（二零一零年十二月三十一日：331人）（不包括受僱於本集團於香港之物業管理公司忠信物業管理有限公司之物業管理員工合共約344人（二零一零年十二月三十一日：334人）及受僱於本公司位於中國成都之多間附屬公司員工合共約195人（二零一零年十二月三十一日：136人））。

僱員薪金乃根據其表現、經驗及目前業內慣例釐定。酬金包括薪金以及按市況及個人表現釐定之年終花紅。執行董事持續檢討僱員之貢獻及向彼等提供所需之獎勵及彈性，使其更投入工作及有更佳表現。本年度並無採納購股權計劃。

本公司於二零零九年採納股份獎勵計劃（「計劃」）。該計劃旨在向為本集團作出貢獻之若干僱員給予肯定及回報，並作為吸引其留效本集團，繼續為本集團之營運及發展而努力之長期獎勵。有關計劃之詳情已刊載於本公司日期為二零零八年十二月二十三日之通函。本年度並無就該計劃授出任何股份。

## 中國大陸、澳門及英國

本集團於中國大陸之投資為本年度帶來溢利（主要包括毛利、投資物業的公平值變動、攤佔聯營公司業績及稅項）為206,900,000港元（截至二零一零年十二月三十一日止年度：218,200,000港元）。而本集團於中國大陸之投資淨額於二零一一年十二月三十一日為12,187,700,000港元（二零一零年十二月三十一日：7,468,100,000港元），佔本集團股本權益總額約33.5%。

另外，於二零一一年十二月三十一日本集團於澳門之投資淨額為2,494,300,000港元（二零一零年十二月三十一日：1,748,200,000港元），佔本集團股本權益總額約6.9%。

再者，本集團於二零一一年一月買入一項位於英國賬面值為284,900,000英鎊（相當於3,411,300,000港元）之投資物業，該物業於本年度為本集團帶來135,100,000港元之溢利。於二零一一年十二月三十一日，本集團於英國之投資淨額為495,000,000港元，佔本集團股本權益總額約1.4%。

## LISTED SUBSIDIARIES

At the end of the reporting period, the Group owned two listed subsidiaries, comprising 61.96% interest in Chi Cheung Investment Company, Limited and, taking into consideration the control over its board of directors, 41.93% interest in G-Prop (Holdings) Limited.

## PROPERTY VALUATION

A property valuation has been carried out by B.I. Appraisals, independent qualified professional valuers, in respect of the Group's investment properties in Hong Kong and the Mainland China as at 31st December, 2011 and 31st December, 2010. For the investment property in the United Kingdom which was acquired by the Group during the Year, the valuation as at 31st December, 2011 was carried out by Peak Vision Appraisals, another independent qualified professional valuers. Their valuations were based on investment method and/or direct comparison method as the valuation methodologies and were used in preparing 2011 final results.

The Group's investment properties were valued at HK\$34,484.5 million (31st December, 2010: HK\$27,419.0 million), an 10.9% increase over 2010 after adjusted for the additions and disposals of investment properties during the Year. The increase in fair value of approximately HK\$2,959.6 million was recognised in the consolidated statement of comprehensive income for the Year. The Group also shared an increase in fair value of investment properties of associates of HK\$353.5 million (adjusted deferred tax expense of HK\$20.0 million) for the Year. Development properties and non-investment properties of the Group were stated at cost less impairment, if any, in the consolidated financial statements. Investment property under development at Chinese Estates Plaza, Chengdu was stated at cost of HK\$2,450.6 million and will be carried at fair value, until the earlier of the date when its fair value first becomes reliably measurable or the date of the completion of the property.

The increase in fair value of HK\$2,959.6 million or 10.9% was mainly attributable to the Group's three major investment properties, namely Windsor House, Silvercord and The ONE, which after adjusted the additions during the Year, recorded an increase of HK\$964.8 million (or 13.1%), HK\$890.9 million (or 16.1%) and HK\$324.6 million (or 6.6%) respectively. The three properties have in aggregate shown an increase of HK\$2,180.3 million or 73.7% of the total increase. Such increase has reflected an upturn in the property markets of Hong Kong and Mainland China for the Year. Rental renewals of these three properties for the Year have shown a remarkable increase over the end of 2010.

## 上市附屬公司

於報告期末，本集團持有兩間上市附屬公司，包括至祥置業有限公司61.96%權益及考慮到擁有其董事會控制權之金匡企業有限公司41.93%權益。

## 物業估值

獨立合資格專業估值師保柏國際評估已就本集團於二零一一年十二月三十一日及二零一零年十二月三十一日位於香港及中國大陸之投資物業進行物業估值。至於本集團於本年度所購入位於英國之投資物業，由另一獨立合資格專業估值師滯鋒評估於二零一一年十二月三十一日進行估值。兩位評估持續採納投資法及／或直接比較法作為估值方法，並已用於編製二零一一年全年業績。

本集團投資物業之估值為34,484,500,000港元（二零一零年十二月三十一日：27,419,000,000港元），經作出本年度投資物業之增加及出售之調整後較二零一零年增加10.9%。公平值增加約2,959,600,000港元已計入本年度之綜合全面收益報表。本集團亦攤佔本年度聯營公司投資物業之公平值增加353,500,000港元（已調整遞延稅項開支20,000,000港元）。本集團之發展物業及非投資物業乃於綜合財務報表中按成本扣除減值（如有）列賬。位於成都華置廣場之發展中投資物業為2,450,600,000港元乃按成本列賬，直至其公平值將於該物業能夠可靠地計量時或於其建造完工後按公平值列賬（以較早者為準）為止。

公平值增加2,959,600,000港元或10.9%乃主要來自本集團三項主要投資物業：皇室大廈、新港中心及The ONE，經作出本年度之增加之調整後，所錄得的增加分別為964,800,000港元（或13.1%）、890,900,000港元（或16.1%）及324,600,000港元（或6.6%）。三項物業合共增加2,180,300,000港元或佔公平值增加之73.7%，該增長反映本年度香港及中國大陸物業市場好轉之趨勢。於本年度此三項物業之租賃續約情況比二零一零年年結時有顯著的增加。



### CORPORATE GOVERNANCE PRACTICES

The Board of Directors (the “Directors” or the “Board”) and management of the Company (together with its subsidiaries, the “Group”) are committed to principles of good corporate governance so as to safeguard the interests of shareholders and enhance shareholder value.

Throughout the year ended 31st December, 2011 (the “Year”), the Company has applied the principles of the Code on Corporate Governance Practices (the “Code”) and complied with the code provisions (the “Code Provisions”) and certain recommended best practices (the “Best Practices”) set out in the Code contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), except for the following deviations:—

#### Deviations

##### *Chairman and Chief Executive Officer*

Mr. Joseph Lau, Luen-hung (“Mr. Joseph Lau”) acts as both the Chairman (the “Chairman”) and Chief Executive Officer (the “CEO”) of the Company since December 2006. The Board considers that this structure will not impair the balance of power and authority of the Board. It currently comprises one Executive Director, two Non-executive Directors (the “NED(s)”) and three Independent Non-executive Directors (the “INED(s)”), with INEDs representing 50% of the Board, which is higher than the Best Practices. Such a high percentage of INEDs in the Board could ensure their views carry significant weight and it reflects a strong independent element in the composition of the Board. At present, the Board also believes that under the leadership of Mr. Joseph Lau as the Chairman and the CEO, the Board’s decision could be made effectively and it is beneficial to the management and development of the Group’s businesses. The Board would still consider segregation of the roles of the Chairman and the CEO if and when appropriate.

##### *Chairman Attending Annual General Meeting*

Mr. Joseph Lau, the Chairman of the Board, was unable to attend the annual general meeting of the Company held on 26th May, 2011 (the “2011 AGM”) as he had to deal with business issue. Mr. Chan, Kwok-wai, an INED as well as the chairman of Audit Committee and Remuneration Committee, was elected as the chairman of the 2011 AGM to ensure effective communication with shareholders of the Company at such meeting.

### 企業管治常規

本公司（連同其附屬公司，「本集團」）董事會（「董事」或「董事會」）及管理層堅守良好的企業管治守則，以保障股東權益及為股東帶來更佳回報。

截至二零一一年十二月三十一日止年度（「本年度」）全年，本公司已應用香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四《企業管治常規守則》（「常規守則」）之原則及遵守常規守則之守則條文（「守則條文」）及若干建議最佳常規（「最佳常規」），惟以下偏離事項除外：—

#### 偏離事項

##### *主席及行政總裁*

劉鑾雄先生（「劉鑾雄先生」）自二零零六年十二月起同時出任本公司主席（「主席」）及行政總裁（「行政總裁」）之職。董事會認為此架構將不會損害董事會的權力及權限之平衡。董事會目前由一名執行董事、兩名非執行董事（「非執行董事」）及三名獨立非執行董事（「獨立非執行董事」）組成，獨立非執行董事人數佔董事會50%，較最佳常規所建議為高。獨立非執行董事佔董事會人數的大多數可確保彼等之意見具重大影響力，並反映董事會成員擁有相當之獨立元素。目前，董事會亦相信劉鑾雄先生作為主席及行政總裁之領導下，董事會能有效地作出決策，對本集團之業務管理及發展均為有利。董事會仍會於適當時考慮將主席及行政總裁之角色分立。

##### *主席出席股東週年大會*

由於董事會主席劉鑾雄先生因有公務在身，故未能出席本公司於二零一一年五月二十六日舉行之股東週年大會（「2011股東週年大會」）。身兼審核委員會及薪酬委員會主席之獨立非執行董事陳國偉先生被選為2011股東週年大會主席，以確保於會上與本公司股東保持有效的溝通。

## THE BOARD

### Board Composition

Under Rule 3.10(1) of the Listing Rules, the board of directors of a listed company must include at least three independent non-executive directors. The Best Practices recommend that at least one-third of the directors should be independent non-executive directors.

The Company considers that it is important for the Board to maintain a balanced composition of Executive Director, NED and INED, so that there is a strong independent element on the Board which can effectively exercise independent judgement on the actions of the Company. The Board currently comprises one Executive Director, two NEDs and three INEDs, with INEDs representing 50% of the Board, which is higher than the Best Practices. Names of each member of the Board are set out in the table of "Attendance Records of Board Meetings".

The Directors' biographies and the relationship among the Board members, if any, are set out in the "Profiles of Directors and Senior Executives" of this annual report and available on the Company's website. Save as disclosed in such profiles, there is no financial, business, family or other material/relevant relationship among the Directors.

### Responsibilities of Directors

The NEDs and INEDs with diversified expertise, skills and experience play an important role on formulating strategy and ensuring that the Board maintains high standards of corporate governance as well as taking the lead where potential conflict of interests arise. The Board has received from each INED a written annual confirmation of his/her independence and satisfied that the independence of INEDs up to the date of this report is in accordance with Rule 3.13 of the Listing Rules.

The Company encourages its Directors to possess up-to-date knowledge in order to discharge their duties. Information regarding the updating of Listing Rules had been provided to the Directors as appropriate. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and consult with the Company's senior management or the Company Secretary independently.

## 董事會

### 董事會之組成

根據上市規則第3.10(1)條的規定，上市公司之董事會必須包括最少三名獨立非執行董事。最佳常規建議最少三分之一的董事必須為獨立非執行董事。

本公司認為維持董事會內執行董事、非執行董事及獨立非執行董事組合之均衡比例實屬重要，以使董事會有充足之獨立元素，對本公司之行動能作出有效獨立判斷。董事會現由一名執行董事、兩名非執行董事及三名獨立非執行董事組成，而獨立非執行董事之人數佔董事會50%，較最佳常規所建議為高。董事會各成員之姓名載於「董事會會議出席記錄」一表內。

董事之簡介及董事會成員之間的關係（如有）載於本年報「董事及高級行政人員簡介」內，並登載於本公司網站。除於該簡介內所披露外，董事之間並無財務、業務、家族或其他重大／相關關係。

### 董事之責任

擁有不同專門知識、技能及經驗之非執行董事及獨立非執行董事在擬定策略及確保董事會維持高水平企業管治方面擔當重要角色，亦能於出現潛在利益衝突時起牽頭作用。董事會已接獲各獨立非執行董事確認彼等獨立性之年度確認書，並滿意截至本報告書日期止彼等之獨立性乃符合上市規則第3.13條之規定。

本公司鼓勵各董事時刻掌握最新知識以履行其職責。有關上市規則更新之資料（如適用）已提供予各董事。董事可為履行職責而尋求獨立專業意見，費用由本公司支付，而本公司亦鼓勵董事獨立接觸並諮詢本公司之高級管理層或公司秘書。



## THE BOARD (Cont'd)

### Retirement by Rotation and Specific Term of Office

The Company's Bye-laws provides that no Director (save for the executive chairman and any managing director) shall hold office for a continuous period in excess of three years, or past the third annual general meeting, following the Directors' appointment or re-election, whichever is longer, without submitting himself/herself for re-election by the shareholders at the annual general meetings. Accordingly, Directors (save for the executive chairman and any managing director) shall retire by rotation at least once every three years and a specific term of office has been fixed for appointment of Directors (save for the executive chairman and any managing director).

However, according to the Private Act for incorporating the Company as an exempted company under the laws of Bermuda in 1989, it is stipulated that the executive chairman and any managing director should not be required to retire by rotation. In order to comply with the Code Provisions, the Chairman and CEO of the Company is willing to voluntarily retire from his directorship at future annual general meetings of the Company at least once every three years, and being eligible, will offer himself for re-election at the relevant annual general meetings.

Every Director will therefore retire either by rotation under the Company's Bye-laws or voluntarily at least once every three years and will subject himself/herself to the absolute and free choice of the shareholders for re-election at the relevant annual general meetings.

### Board Meetings

The Board met regularly throughout the Year to discuss the overall strategy, the operational and financial performance of the Group. Four regular Board meetings were held on 23rd March, 19th July, 17th August and 15th December for the Year respectively. Advance notices of not less than 14 days were served upon each Director. Individual attendance of each Director is indicated in the table of "Attendance Records of Board Meetings". All accompanying Board papers were sent to the Directors in a timely manner and at least 3 days before the meetings. Adequate explanation and information were given to the Directors by the management to facilitate the Directors in decision-making. Each Director has to declare his/her interest and abstain from voting on any Board resolution in which he/she or any of his/her associates has a material interest in accordance with the Bye-laws of the Company.

## 董事會 (續)

### 輪席告退及特定任期

本公司之公司細則規定董事(除執行主席及任何董事總經理外)不得在未於股東週年大會上獲得股東重選之情況下,持續出任董事職位超過三年,或於獲委任或重選連任後出任董事職位超逾三次股東週年大會,兩者以較長期間為準。據此,董事(除執行主席及任何董事總經理外)須最少每三年輪席告退一次,從而為董事(除執行主席及任何董事總經理外)制定了特定任期。

然而,根據百慕達法例於一九八九年註冊成立本公司為獲豁免公司的私人法案規定,執行主席及任何董事總經理均毋須輪席告退。為遵守守則條文,本公司之主席兼行政總裁願意最少每三年於本公司往後之股東週年大會上自願退任董事職位一次,惟符合資格並願意於相關股東週年大會上膺選連任。

因此,每名董事將會根據本公司之公司細則或自願最少每三年輪席告退一次,並將於有關股東週年大會上由股東全權自由決定其能否連任。

### 董事會會議

董事會於本年度內定期開會商討本集團整體策略、營運及財務表現。本公司於本年度分別於三月二十三日、七月十九日、八月十七日及十二月十五日舉行共四次定期董事會會議。舉行會議前已向各董事發出最少十四日之通告。各董事之個別出席記錄載於「董事會會議出席記錄」一表內。所有相關會議文件均已於會議舉行前最少三日及時送呈各董事。管理層向董事提交充足解釋及資料,以便董事作出決策。各董事須根據本公司之公司細則,於其或其任何聯繫人擁有重大權益之任何董事會決議案,申報其權益並放棄投票。



## THE BOARD (Cont'd)

## 董事會 (續)

### Board Meetings (Cont'd)

### 董事會會議 (續)

Attendance Records of Board Meetings 董事會會議出席記錄		
Name of Directors 董事姓名		No. of meetings attended/held (Percentage of attendance in total) 出席／舉行會議數目 (總出席率)
<b>Executive Director</b>	<b>執行董事</b>	
Mr. Joseph Lau, Luen-hung (Chairman and Chief Executive Officer)	劉鑾雄先生 (主席兼行政總裁)	4/4 (100%)
<b>Non-executive Directors</b>	<b>非執行董事</b>	
Mr. Lau, Ming-wai (Vice Chairman)	劉鳴煒先生 (副主席)	3/4 (75%)
Ms. Amy Lau, Yuk-wai	劉玉慧女士	4/4 (100%)
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Chan, Kwok-wai	陳國偉先生	4/4 (100%)
Ms. Phillis Loh, Lai-ping	羅麗萍女士	4/4 (100%)
Mr. Ma, Tsz-chun	馬時俊先生	4/4 (100%)

The agenda of each Board meeting is set by the Chairman in consultation with members of the Board such that they are given an opportunity to include agenda items. On an on-going basis, senior management provides the Directors with operational and financial reports of the Group's performance, position and prospects. All Directors are kept informed of and duly briefed of major changes and information that may affect the Group's businesses in a timely manner. Draft and executed Board minutes were sent in good time to all Directors for their comment and records respectively. Minutes of the Board meetings recorded in sufficient details were kept by the Company Secretary.

### Board and Management Functions

The functions reserved to the Board are basically provided in the Bye-laws of the Company and the Board from time to time delegates certain functions to senior management whenever required. In short, the Board has reserved for its decision on matters relating to the Group's strategy, major acquisitions and disposals, major capital expenditure, annual and interim results, Directors' appointment and other significant financial and operational issues.

為給予董事會成員擬定董事會會議商討事項之機會，董事會會議之議程會於主席諮詢董事會成員後訂定。高級管理層持續就本集團之表現、狀況及展望向董事提呈營運及財務報告。本公司會及時向所有董事匯報並簡報任何有可能影響本集團業務之重大轉變及資料。董事會會議記錄之初稿及定稿已分別盡早送呈各董事，以供彼等提供意見及存檔。公司秘書負責保存載有詳盡細節之董事會會議記錄。

### 董事會及管理層職能

本公司之公司細則基本上已訂明董事會之職能，董事會會不時按需要將若干職能委以高級管理層。簡而言之，董事會在有關本集團策略、主要收購及出售、重大資本開支、年度及中期業績、董事之委任及其他重大財務及營運事宜上保留決策權。

## THE BOARD (Cont'd)

### Board and Management Functions (Cont'd)

On top of daily business operation, senior management is responsible for the preparation of annual and interim consolidated financial statements for the Board's approval, execution of business strategies and initiatives adopted by the Board, implementation of adequate system of internal control and sound risk management practices and is required to report to the Board and obtain its prior approval on important matters at all times. Notwithstanding the delegation, the Directors acknowledge that it is the responsibility of the Board for preparing the financial statements, which give a true and fair view of the financial results of the Group.

### Directors' Insurance

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

## BOARD COMMITTEES

The Board has established Audit Committee and Remuneration Committee with clear written terms of reference which are of no less exacting terms than those set out in the Code. Nomination Committee has been established with effect from 1st April, 2012. Details of the respective committee's terms of reference are available at the Company's website. All the INEDs of the Company are members of the Audit Committee, the Remuneration Committee and the Nomination Committee which comprise Mr. Chan, Kwok-wai, Ms. Phillis Loh, Lai-ping and Mr. Ma, Tsz-chun with Mr. Chan, Kwok-wai acts as chairman of the Audit Committee and the Remuneration Committee; Ms. Phillis Loh, Lai-ping acts as chairman of the Nomination Committee. Two members of the Audit Committee possess appropriate professional qualifications, accounting or related financial management expertise, which is higher than the Listing Rules' requirement.

### Audit Committee

#### Role and Function

The Audit Committee is responsible for reviewing the Group's corporate governance, financial reporting, internal control and risk management. It plays an advisory role and makes relevant recommendations to the Board.

## 董事會 (續)

### 董事會及管理層職能 (續)

除日常業務營運外，高級管理層亦負責編製年度及中期綜合財務報表供董事會批准、執行董事會採納之業務策略及措施、履行妥善之內部監控系統及穩健之風險管理程序，並在任何情況下須就重大事項向董事會匯報和取得其事先批准。儘管作出委託，董事確認編製真實且公平地反映本集團財務業績之財務報表乃董事會之責任。

### 董事保險

本公司已就賠償本集團董事因公司事務所產生之責任安排合適之責任保險。責任保險範圍每年予以檢討。

## 董事會轄下委員會

董事會成立了審核委員會及薪酬委員會，委員會清晰的書面職權範圍之條款不遜於常規守則所載。提名委員會已於二零一二年四月一日成立。各委員會之職權範圍詳情可在本公司網站瀏覽。本公司之全體獨立非執行董事均為審核委員會、薪酬委員會及提名委員會成員，由陳國偉先生、羅麗萍女士及馬時俊先生組成，其中陳國偉先生出任審核委員會及薪酬委員會主席；羅麗萍女士出任提名委員會主席。審核委員會中兩名成員具備適當的專業資格、會計或相關財務管理專業知識，較上市規則之要求為高。

### 審核委員會

#### 角色及職能

審核委員會負責審閱本集團之企業管治、財務報告、內部監控及風險管理。審核委員會擔任顧問角色，並向董事會提供相關建議。

## BOARD COMMITTEES (Cont'd)

### Audit Committee (Cont'd)

#### Meetings

The Audit Committee held four meetings during 2011, on 21st March, 19th July, 15th August and 15th December respectively, with the presence of the representative of the Company's internal audit department ("Internal Audit Department") in those meetings involving discussion on internal audit reports prepared by Internal Audit Department. Individual attendance of each member is indicated in the table of "Attendance Records of Audit Committee Meetings". All accompanying meeting papers were sent to the members in a timely manner and at least 3 days before the meetings. Draft and executed minutes of the meetings were sent in good time to all members for their comment and records respectively. Minutes of the meetings recorded in sufficient details were kept by the Company Secretary. Sufficient resources had been given to allow the Audit Committee to discharge its duties and the senior management was co-opted to join the meetings of the Audit Committee to explain the financial and business conditions of the Company to the committee members from time to time.

## 董事會轄下委員會 (續)

### 審核委員會 (續)

#### 會議

審核委員會分別於二零一一年三月二十一日、七月十九日、八月十五日及十二月十五日舉行共四次會議，本公司內部審核部（「內部審核部」）之代表亦有出席有關討論由內部審核部準備之內部審核報告之會議。各成員之個別出席記錄載於「審核委員會會議出席記錄」一表內。所有相關會議文件均已於會議舉行前最少三日及時送呈各成員。會議記錄之初稿及定稿亦已分別盡早送呈各成員以供彼等提供意見及存檔。公司秘書負責保存載有詳盡細節之會議記錄。本公司已給予審核委員會充足資源，以讓其履行職責，而高級管理層亦不時獲邀出席審核委員會會議，向委員會成員解釋本公司之財務及業務狀況。

**Attendance Records of Audit Committee Meetings 審核委員會會議出席記錄**

Name of members	成員名稱	No. of meetings attended/held (Percentage of attendance in total) 出席／舉行會議數目（總出席率）
Mr. Chan, Kwok-wai (Chairman)	陳國偉先生（主席）	4/4 (100%)
Ms. Phillis Loh, Lai-ping	羅麗萍女士	4/4 (100%)
Mr. Ma, Tsz-chun	馬時俊先生	4/4 (100%)

#### Works Performed

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

- reviewed the Group's final and interim results and draft consolidated financial statements for the year ended 31st December, 2010 and for the six months ended 30th June, 2011 respectively before recommending them to the Board for approval, with the presence of the Company's external auditors (the "Independent Auditors") in the meeting reviewing final results;
- reviewed the overall performance including the performance of investment properties and development properties of the Group;

#### 履行之工作

審核委員會成員於本年度履行之工作概述如下：—

- 在建議給董事會批准前，先分別審閱本集團截至二零一零年十二月三十一日止年度及截至二零一一年六月三十日止六個月之全年及中期業績及綜合財務報表之初稿，本公司之外聘核數師（「獨立核數師」）亦有出席有關審閱全年業績之會議；
- 審閱本集團之整體表現，包括投資物業及發展物業之表現；



## BOARD COMMITTEES (Cont'd)

### Audit Committee (Cont'd)

#### Works Performed (Cont'd)

- (3) reviewed the accounting principles and practices adopted by the Group and the requirements of the Listing Rules and statutory compliance;
- (4) reviewed the Group's internal control, risk management, financial reporting and auditing matters;
- (5) reviewed Independent Auditors' audit findings as appropriate;
- (6) prepared and submitted to the Board an audit committee report detailing the works performed by the Audit Committee during 2010, presented its findings and made recommendations for consideration by the Board;
- (7) reviewed the corporate governance practices and monitored the progress of compliance of the Code;
- (8) carried out annual review on the continuing connected transactions of the Group;
- (9) reviewed the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget;
- (10) reviewed the nature and scope of the annual audit and reporting obligations of the Independent Auditors for the Year; reviewed and approved the terms of engagement letters; fees for audit and non-audit services for the Year;
- (11) reviewed and discussed internal audit reports prepared by Internal Audit Department; and
- (12) considered and approved the internal audit plan for the year 2012.

On 13th March, 2012, the Audit Committee reviewed the Group's final results and draft audited consolidated financial statements for the Year.

## 董事會轄下委員會(續)

### 審核委員會(續)

#### 履行之工作(續)

- (3) 審閱本集團所採納之會計原則與常規及上市規則及法規規定之遵守情況;
- (4) 審閱本集團之內部監控、風險管理、財務報告及核數之事宜;
- (5) 審閱獨立核數師之審核結果(如適用);
- (6) 編製並向董事會呈交審核委員會報告,當中詳列審核委員會於二零一零年年度已履行之工作,以及匯報其報告結果及向董事會提供建議以作考慮;
- (7) 檢討企業管治常規及監控遵循常規守則之進度;
- (8) 對本集團之持續關連交易進行年度檢討;
- (9) 審閱本公司在會計及財務匯報職能之資源、員工資歷及經驗是否足夠,以及相關員工所接受的培訓課程及有關預算是否充足;
- (10) 審閱本年度週年核數之性質及範圍以及獨立核數師之報告責任;審閱及批准聘任書之條款、以及有關核數及非核數服務之費用;
- (11) 審閱及討論由內部審核部準備之內部審核報告;及
- (12) 考慮及批准二零一二年年度之內部審核計劃。

於二零一二年三月十三日,審核委員會審閱本集團於本年度之全年業績及經審核綜合財務報表之初稿。

## BOARD COMMITTEES (Cont'd)

### Audit Committee (Cont'd)

#### Independent Auditors

In order to enhance independent reporting by Independent Auditors, INEDs hold meeting(s) with the Independent Auditors without the presence of the Executive Director. In addition, the engagement partner of the Independent Auditors is subject to periodical rotation, and the nature and ratio of annual fees payable to Independent Auditors for non-audit services and for audit services are subject to scrutiny by the Audit Committee. A policy of non-audit services from Independent Auditors was established. The Audit Committee considers whether there is clear efficiency and value-added benefit to the Company from that work being undertaken by the Independent Auditors; whether there is adverse effect on the independence of their audit work or the perception of such independence; the nature of the non-audit services envisaged to be provided by the Independent Auditors; and the related fee levels individually and in aggregate relative to the audit fees. In addition, a policy restricting the employment of employees or former employees of Independent Auditors as senior executives or financial positions with the Group has also been in place.

During the Year, the Independent Auditors had been engaged in providing non-audit services in relation to the annual review of continuing connected transactions at a fee of HK\$90,000 and review of Hong Kong Financial Reporting Standards for interim results announcement and interim report for the six months ended 30th June, 2011 at a fee of HK\$636,800. The audit fees of the Independent Auditors for auditing the consolidated financial statements of the Group for the year ended 31st December, 2011 was HK\$2,370,000. The relevant engagement letters had been reviewed and approved by the Audit Committee.

Prior to the commencement of the audit of accounts of the Group, the Audit Committee had reviewed the Independent Auditors' independence and objectivity as required under the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants, reviewed the terms of their engagement as well as the nature and scope of the audit and reporting obligations.

The Audit Committee was satisfied with the findings of their review of the engagement process, effectiveness, independence and objectivity of the Independent Auditors.

A statement by the Independent Auditors about their reporting responsibilities for the Year is set out in this annual report.

## 董事會轄下委員會 (續)

### 審核委員會 (續)

#### 獨立核數師

為確保獨立核數師能作出獨立報告，獨立非執行董事在執行董事不在場下與獨立核數師舉行會議。此外，負責本公司核數工作的獨立核數師合夥人將定期輪換，審核委員會亦會監管獨立核數師每年就非核數及核數服務所收之酬金性質和比例。有關獨立核數師為本公司提供非核數服務之政策已訂立。審核委員會會考慮獨立核數師受聘從事之工作會否為本公司帶來明確的效益和增值作用、會否對其審計工作的獨立性或獨立形象構成負面影響、被視為由獨立核數師提供之非核數服務之性質以及個別費用及總計費用相對於核數費用之水平。此外，本公司亦採納一套禁止聘用獨立核數師僱員或前僱員出任本集團高級行政人員或財務職位之措施。

於本年度內，獨立核數師受聘提供非核數服務，就本公司之持續關連交易進行年度檢討，費用為90,000港元，以及就編製截至二零一一年六月三十日止六個月之中期業績公布及中期報告之香港財務報告準則進行檢討，費用為636,800港元。獨立核數師就審核本集團截至二零一一年十二月三十一日止年度之綜合財務報表之審核費用為2,370,000港元。審核委員會已審閱及批准相關之聘任書。

於審核本集團賬目時，審核委員會已根據由香港會計師公會頒布之《會計師專業操守守則》檢討獨立核數師之獨立性和客觀性、檢討其聘任條款、審核性質及範圍，以及報告責任。

審核委員會滿意其就獨立核數師之聘任程序、效率、獨立性及客觀性所作出之檢討結果。

獨立核數師就彼等於本年度之報告責任所發出之聲明已載於本年報內。

## BOARD COMMITTEES (Cont'd)

### Remuneration Committee

#### Role and Function

The Remuneration Committee is responsible for reviewing and approving the existing remuneration policy for all Directors and senior executives. It is also responsible for reviewing and approving performance-based remuneration by reference to corporate goals resolved by the Board from time to time. It would consult the Chairman and CEO on the remuneration proposals whenever it thinks fit.

#### Meetings

The Remuneration Committee held three meetings in 2011, on 21st March, 19th July and 15th December respectively. Individual attendance of each member is indicated in the table of "Attendance Records of Remuneration Committee Meetings". During the Year, the Remuneration Committee reviewed and approved the Executive Director's and senior executives' remuneration packages and the terms of service agreements as appropriate; ratified the discretionary bonus to employees for the year ended 31st December, 2010; and recommended to the Board to fix the remuneration of NEDs (namely Mr. Lau, Ming-wai and Ms. Amy Lau, Yuk-wai) at HK\$240,000 per annum.

## 董事會轄下委員會 (續)

### 薪酬委員會

#### 角色及職能

薪酬委員會負責檢討及批准所有董事及高級行政人員現時之薪酬政策。薪酬委員會亦負責透過參照董事會不時通過之企業目標，檢討及批准按表現釐定之薪酬。薪酬委員會將在其認為恰當之情況下就薪酬建議諮詢主席兼行政總裁。

#### 會議

薪酬委員會分別於二零一一年三月二十一日、七月十九日及十二月十五日舉行共三次會議。各成員之個別出席記錄載於「薪酬委員會會議出席記錄」一表內。於本年度內，薪酬委員會檢討及批准執行董事及高級行政人員之薪酬待遇及服務協議之條款（如適用）；追認截至二零一零年十二月三十一日止年度發給僱員之酌情釐定花紅；以及向董事會建議將非執行董事（即劉鳴煒先生及劉玉慧女士）之酬金定為每年240,000港元。

**Attendance Records of Remuneration Committee Meetings** 薪酬委員會會議出席記錄

Name of members	成員名稱	No. of meetings attended/held (Percentage of attendance in total) 出席 / 舉行會議數目 (總出席率)
Mr. Chan, Kwok-wai (Chairman)	陳國偉先生 (主席)	3/3 (100%)
Ms. Phillis Loh, Lai-ping	羅麗萍女士	3/3 (100%)
Mr. Ma, Tsz-chun	馬時俊先生	3/3 (100%)

Professional advice and sufficient resources would be given to the Remuneration Committee whenever it considers necessary in order to discharge its duties. Draft and executed minutes of the meetings were sent in good time to all members for their comment and records respectively. Minutes of meetings recorded in sufficient details were kept by the Company Secretary.

本公司會於薪酬委員會有需要時向其提供專業意見及充足資源，以協助其履行職責。會議記錄之初稿及定稿已分別盡早送呈各成員以供彼等提供意見及存檔。公司秘書負責保存載有詳盡細節之會議記錄。



## BOARD COMMITTEES (Cont'd)

### Remuneration Committee (Cont'd)

#### *Remuneration Policy for Executive Director*

The primary goal of the remuneration policy on executive director's remuneration package is to enable the Company to retain and motivate Executive Director by linking his compensation with performance as measured against corporate objectives. In determining guidelines for each compensation element, the Company refers to remuneration surveys on companies operating in similar businesses.

As set out in the service agreement of the Executive Director approved by the Remuneration Committee, the Executive Director's emolument is HK\$18,000,000 per annum. The Remuneration Committee will review the remuneration package of Executive Director regularly pursuant to its terms of reference and the Code.

#### *Remuneration Policy for NEDs and INEDs*

The Directors' fees of NEDs and INEDs are subject to annual assessment with reference to his/her duties and responsibilities and the prevailing market condition. Each NED and INED is entitled to a director's fee of HK\$240,000 per annum as determined and approved by the Board. Reimbursement is allowed for out-of-pocket expenses incurred in connection with performance of their duties.

### Nomination Committee

During the Year, no Nomination Committee was established and the Board was responsible for the appointment of Directors, evaluation of the Board's composition and the management of the Board's succession. The Board also reviewed and recommended the re-appointment of retiring Directors for shareholders' approval at the 2011 AGM. The Board shall exercise its power under Bye-law 94 of the Company's Bye-laws to appoint additional Director(s) whenever the business of the Company requires.

In view of the implementation of certain amendments to the Code effective from 1st April, 2012, Nomination Committee has been established on the even date, comprising all the INEDs as members with written terms of reference which are of no less exacting terms than those set out in the Code.

## 董事會轄下委員會 (續)

### 薪酬委員會 (續)

#### *執行董事之薪酬政策*

有關執行董事薪酬待遇之薪酬政策主要目的乃讓本公司以公司目標為衡量標準，將執行董事之薪酬與表現掛鉤，藉以留效和激勵執行董事。本公司決定每項薪酬元素之指引時會參考從事相近業務之公司之薪酬調查。

按薪酬委員會批准之執行董事服務合約，執行董事之酬金為每年18,000,000港元。薪酬委員會將根據其職權範圍及常規守則定期檢討執行董事之薪酬待遇。

#### *非執行董事及獨立非執行董事之薪酬政策*

非執行董事及獨立非執行董事之董事袍金乃參照其職務與責任及當時市況釐定，並按年評估。董事會決定及批准各非執行董事及獨立非執行董事有權每年收取董事袍金240,000港元。彼等可獲償付就履行職責而產生之實付開支。

### 提名委員會

於本年度內，本公司並無成立提名委員會，董事會負責董事之委任、對董事會之組成進行評估及管理董事會之繼任事宜。董事會亦就續聘退任之董事作出檢討及建議，供股東於2011股東週年大會上批准。董事會將因應本公司業務所需，行使其根據本公司之公司細則第94條之權力委任額外董事。

鑑於常規守則之若干修訂於二零一二年四月一日實施，提名委員會亦於同日成立，全體獨立非執行董事均為成員，其書面職權範圍之條款不遜於常規守則所載。

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

Save those changes mentioned in the "Profiles of Directors and Senior Executives", there is no change of information of each director that is required to be disclosed under Rules 13.51(2) and 13.51B(1) of the Listing Rules, since publication of the interim report of the Company for the six months ended 30th June, 2011.

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms without deviation from the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules (the "Model Code"). All Directors, after specific enquiries by the Company, confirmed that they had complied with the required standard set out in the Model Code and the said code of conduct during the Year.

The Company has also adopted a code of conduct regarding securities transactions by relevant employees on terms no less exacting than the required standard set out in the Model Code. All the relevant employees (the "Relevant Employees") who, because of office or employment, are likely to be in possession of unpublished price-sensitive information in relation to the Group's securities had been requested to follow such code when dealing in the securities of the Company. All Relevant Employees, after specific enquiries by the Company, confirmed that they had complied with the required standard set out in the said code during the Year.

## INTERNAL CONTROL

The Board is responsible for maintaining an adequate system of internal control in the Company and reviewing its effectiveness through the Audit Committee. The senior management is responsible for implementation of such system of internal control. Internal Audit Department is responsible for reviewing relevant financial, operational and compliance controls and risk management functions and reporting their findings and advice to the Audit Committee.

### Annual Review

Based on the annual assessment made by the Independent Auditors and the works done by Internal Audit Department, the Audit Committee and the Board are satisfied with the effectiveness of the system of internal control of the Group and concluded that:-

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

除「董事及高級行政人員簡介」內提及之變動外，自刊發本公司截至二零一一年六月三十日止六個月之中期報告以來，概無需就各董事資料之變動按上市規則第13.51(2)及第13.51B(1)條規定予以披露。

## 證券交易之標準守則

本公司已採納一套董事進行證券交易之守則，其條款與上市規則附錄十《上市發行人董事進行證券交易的標準守則》（「標準守則」）所規定之標準別無差異。經本公司作出明確查詢後，所有董事均已確認彼等已於本年度內遵守標準守則所規定之標準及前述之交易守則。

本公司亦已採納一套有關僱員進行證券交易之守則，其條款不遜於標準守則所規定之標準。本公司已要求所有因其職位或崗位而極可能掌握有關本集團證券之未公布價格敏感資料之有關僱員（「有關僱員」），於買賣本公司證券時遵守該守則。經本公司作出明確查詢後，所有有關僱員均已確認彼等已於本年度內遵守前述守則所規定之標準。

## 內部監控

董事會負責維持本公司妥善的內部監控系統及透過審核委員會檢討其效能。高級管理層負責實施此內部監控系統。內部審核部負責檢討相關之財務、營運、監控控制及風險管理功能，並將檢討結果及建議提交審核委員會。

### 年度檢討

根據獨立核數師之年度評估以及內部審核部所完成之工作，審核委員會及董事會對本集團之內部監控系統效率感到滿意，並總結：-

## INTERNAL CONTROL (Cont'd)

### Annual Review (Cont'd)

- (1) the Company had complied with the Code Provisions in respect of internal control during the Year;
- (2) a framework of prudent and effective controls had been established to identify, evaluate and manage the risks;
- (3) internal control and accounting systems of the Group were efficient and adequate;
- (4) significant risks that may influence the Group had been identified, evaluated and managed through the ongoing monitoring process; and
- (5) material transactions were executed with the management's authorisation.

### Internal Audit

Internal Audit Department reports directly to the Audit Committee and is independent of the Company's management, with key tasks to:-

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

Internal Audit Department produces an annual internal audit plan based on a risk assessment methodology for the Audit Committee's approval. Internal audits are carried out on a regular basis according to the approved plan. Internal audit reports summarising audit findings and recommendations are prepared from time to time for the Audit Committee's review and discussion. Management is responsible for ensuring that control weaknesses highlighted in internal audits are rectified within a reasonable period. Internal Audit Department would monitor the proper implementation of corrective measures.

During the Year, Internal Audit Department had conducted eight internal audits, relevant reports had been submitted to the Audit Committee for consideration. The Audit Committee was satisfied with the works done by the Internal Audit Department.

## 內部監控 (續)

### 年度檢討 (續)

- (1) 本公司於本年度內已遵守有關內部監控之守則條文；
- (2) 本集團已設立審慎及有效之監控架構以識別、評估及管理風險；
- (3) 本集團之內部監控及會計系統屬有效及充足；
- (4) 本公司已透過持續監察過程識別、評估及管理可能影響本集團之重大風險；及
- (5) 本集團之重大交易獲管理層授權而執行。

### 內部審核

內部審核部乃獨立於本公司之管理層，並直接向審核委員會匯報，其主要工作為：-

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

內部審核部以風險評估法制定年度內部審核計劃，並交由審核委員會批准。內部審核工作乃按經批准之計劃定期進行。內部審核部將綜合審核結果及建議之內部審核報告不時呈交予審核委員會審閱及討論。管理層負責確保於內部審核工作中識別之監控弱點於合理時間內糾正。內部審核部會監察相關糾正措施有否恰當地實行。

於本年度內，內部審核部共進行了八次內部審核，有關報告亦已提呈審核委員會考慮。審核委員會對內部審核部所完成之工作感到滿意。



## COMMUNICATIONS WITH SHAREHOLDERS

The Company acknowledges that general meetings are good communication channel with shareholders that the Directors and the chairman of the Board committees are encouraged to attend and answer questions from shareholders at general meetings. Majority of the Directors, the chairman of the Audit Committee and the Remuneration Committee as well as the Independent Auditors had attended and were available to answer questions at the 2011 AGM.

At the commencement of each general meeting, the chairman of the meeting had explained the procedures for conducting a poll to the shareholders and the shareholders were allowed to raise any question concerning the poll procedures. At each of the meetings, separate resolutions were proposed by the chairman of the meeting and put forward to the shareholders for poll voting. Details of poll results are available at the Company's website ([www.chineseestates.com](http://www.chineseestates.com)).

As a channel to promote effective communication, the Company maintains a corporate website ([www.chineseestates.com](http://www.chineseestates.com)) to disseminate the Group's information. Investor Relations Department is responsible for answering enquiries raised by the investors of the Company and the general public.

A corporate communications manual has been in place, which provides guidance for coordinating the disclosure of material information to investors, analysts and media, identifies who could speak on the Company's behalf, and outlines the responsibility for communication with various stakeholder groups.

## CONCLUSION

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

## 與股東之溝通

本公司深信股東大會為公司與股東之間良好之溝通渠道，並鼓勵董事及董事會轄下委員會主席出席股東大會及解答有關股東提問。大部分董事、審核委員會及薪酬委員會主席聯同獨立核數師均有出席2011股東週年大會以回應垂詢。

於各股東大會開始時，大會主席向股東解釋以投票方式表決的程序，並容許股東可就相關表決程序作出提問。於各股東大會上，大會主席提呈獨立決議案，並提交予股東投票。有關投票表決結果之詳情可於本公司網站 ([www.chineseestates.com](http://www.chineseestates.com)) 瀏覽。

為提高溝通成效，本公司設有公司網站 ([www.chineseestates.com](http://www.chineseestates.com))，以發放本集團資料。投資者關係部負責回應本公司之投資者及公眾之查詢。

本公司已採納了一份企業通訊手冊，訂明向投資者、分析員及傳媒披露重要資料之指引，確定可代表本公司發言之人士，以及界定與各利益相關團體溝通之責任。

## 總結

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

# Directors' Report

## 董事會報告書

The directors of the Company (the "Directors" or the "Board") are pleased to present to the shareholders their report together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31st December, 2011 (the "Year").

### PRINCIPAL ACTIVITIES

During the Year, the Company acted as an investment holding company and its subsidiaries were principally engaged in property investment and development, brokerage, securities investment, money lending and cosmetics distribution and trading.

### OPERATING SEGMENTS INFORMATION

The Group's revenue and contribution to profit for the Year from operations analysed by principal activities are set out in Notes 7 and 8 to the consolidated financial statements.

### SUBSIDIARIES AND ASSOCIATES

Particulars of the Company's principal subsidiaries and associates as at 31st December, 2011 are set out in Notes 52 and 53 to the consolidated financial statements respectively.

### RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of comprehensive income on pages 71 and 72.

The Board had declared an interim dividend of HK1 cent per share (2010: Nil). No special dividend was declared for the Year (2010: HK40 cents per share). The Board resolved to recommend the payment of a final dividend of HK1 cent per share (2010: HK1 cent) for the Year.

### FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five years is set out on pages 213 and 214.

### PRINCIPAL PROPERTIES

Details of the principal properties of the Group as at 31st December, 2011 are set out on pages 215 to 223.

本公司董事（「董事」或「董事會」）欣然向股東提呈董事會報告書連同本公司及其附屬公司（「本集團」）截至二零一一年十二月三十一日止年度（「本年度」）之經審核綜合財務報表。

### 主要業務

於本年度內，本公司為一間投資控股公司，其附屬公司主要從事物業投資及發展、經紀服務、證券投資、放債及化妝品分銷及貿易業務。

### 營運分類資料

本集團以主要業務劃分之收益及本年度經營溢利分析載於綜合財務報表附註7及8。

### 附屬公司及聯營公司

本公司於二零一一年十二月三十一日之主要附屬公司及聯營公司之詳情，分別載於綜合財務報表附註52及53。

### 業績及分配

本集團於本年度之業績載於第71及第72頁之綜合全面收益報表內。

董事會已派付中期股息每股1港仙（二零一零年：無）。本年度並無宣派特別股息（二零一零年：每股40港仙）。董事會議決建議派付本年度之末期股息每股1港仙（二零一零年：1港仙）。

### 財務概要

本集團過去五年之業績、資產及負債概要載於第213及第214頁內。

### 主要物業

本集團於二零一一年十二月三十一日之主要物業詳情載於第215至第223頁內。

## PROPERTIES AND OTHER FIXED ASSETS

Movements in properties and other fixed assets during the Year are set out in Note 22 to the consolidated financial statements.

## INVESTMENT PROPERTIES

During the Year, the Group acquired certain leasehold properties in Hong Kong for a total consideration of approximately HK\$926,825,000 (2010: HK\$101,426,000) and a freehold property in the United Kingdom for a consideration of GBP280,000,000 (equivalent to approximately HK\$3,362,492,000) (2010: Nil). Investment properties with an aggregate carrying amounts of approximately HK\$870,682,000 (2010: HK\$3,278,930,000) were disposed of during the Year.

Details of the above and other movements in investment properties during the Year are set out in Note 21 to the consolidated financial statements.

## SHARE CAPITAL

Movements in the share capital of the Company during the Year are set out in Note 41 to the consolidated financial statements.

## RESERVES

Movements in the reserves of the Group during the Year are set out on pages 76 to 79.

As at 31st December, 2011, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda (as amended), amounted of approximately HK\$2,804,489,000 (2010: HK\$2,708,426,000).

## GROUP BORROWINGS AND INTEREST CAPITALISED

Details of bank loans and other loans repayable within one year or on demand are shown in the consolidated statement of financial position. Details of long-term secured bank loans and other loans are shown in Note 39 to the consolidated financial statements.

Interest capitalised during the Year by the Group amounted to HK\$64,910,000 (2010: HK\$43,129,000).

## 物業及其他固定資產

物業及其他固定資產於本年度內之變動情況載於綜合財務報表附註22。

## 投資物業

於本年度內，本集團以代價總額約926,825,000港元（二零一零年：101,426,000港元）購入若干位於香港之租賃物業，及以代價280,000,000英鎊（相當於約3,362,492,000港元）（二零一零年：無）購入一個位於英國之永久業權物業。本集團於本年度內亦出售總賬面值約870,682,000港元（二零一零年：3,278,930,000港元）之投資物業。

於本年度內，上述及其他投資物業之變動詳情載於綜合財務報表附註21。

## 股本

本公司之股本於本年度內之變動情況載於綜合財務報表附註41。

## 儲備

本集團之儲備於本年度內之變動情況載於第76至第79頁內。

於二零一一年十二月三十一日，根據百慕達一九八一年公司法（經修訂）之規定所計算，本公司可供分派之儲備約為2,804,489,000港元（二零一零年：2,708,426,000港元）。

## 集團借貸及撥充資本化之利息

須於一年內或按通知償還之銀行貸款及其他貸款之詳情載於綜合財務狀況報表。有抵押的長期銀行貸款及其他貸款之詳情載於綜合財務報表附註39。

本集團於本年度撥充資本化之利息為64,910,000港元（二零一零年：43,129,000港元）。



## PRE-EMPTIVE RIGHTS

No pre-emptive rights exist under the laws of Bermuda, being the jurisdiction in which the Company is incorporated.

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

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

## CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to HK\$43,226,000 (2010: HK\$438,000).

## DIRECTORS

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

### Executive Director:

Mr. Joseph Lau, Luen-hung (*Chairman and Chief Executive Officer*)

### Non-executive Directors:

Mr. Lau, Ming-wai (*Vice Chairman*)

Ms. Amy Lau, Yuk-wai

### Independent Non-executive Directors:

Mr. Chan, Kwok-wai

Ms. Phillis Loh, Lai-ping

Mr. Ma, Tsz-chun

Mr. Lau, Ming-wai and Mr. Chan, Kwok-wai will retire from office by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election pursuant to Bye-law 111 of the Bye-laws of the Company.

## SERVICE CONTRACTS OF DIRECTORS

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

## 優先購買權

本公司於百慕達註冊成立，該司法管轄區之法律並無存在優先購買權。

## 購買、出售或贖回本公司上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

## 慈善捐款

本集團於本年度內之慈善捐款額為43,226,000港元（二零一零年：438,000港元）。

## 董事

於本年度內及直至本報告書日期止，董事為：-

### 執行董事：

劉鑾雄先生（主席及行政總裁）

### 非執行董事：

劉鳴煒先生（副主席）

劉玉慧女士

### 獨立非執行董事：

陳國偉先生

羅麗萍女士

馬時俊先生

根據本公司之公司細則第111條，劉鳴煒先生及陳國偉先生將在即將舉行之股東週年大會上輪席告退為董事，並合資格及願意膺選連任。

## 董事服務合約

本公司或其任何附屬公司並無與董事簽訂任何一年內若由僱主終止合約時須作出賠償（法定賠償除外）之服務合約。

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

## 董事及最高行政人員於本公司及相聯法團之證券權益

As at 31st December, 2011, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Appendix 10 of Model Code for Securities Transactions by Directors of Listed Issuers contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:—

於二零一一年十二月三十一日，董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部所指的相聯法團）之股份、相關股份及債券中擁有之權益及淡倉，按本公司根據證券及期貨條例第352條備存之登記冊所載或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十所載之《上市發行人董事進行證券交易的標準守則》知會本公司及聯交所如下：—

### I The Company 本公司

Name of Directors 董事姓名	Number of Shares Held 所持股份數目	Note 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Joseph Lau, Luen-hung ("Mr. Joseph Lau") 劉鑾雄（「劉鑾雄先生」）	230,984,820	(1)	Founder and beneficiary of trust 信託創立人及受益人	
	1,198,658,948	(2)	Founder and beneficiary of trust 信託創立人及受益人	
	<u>1,429,643,768</u>			74.94%
Lau, Ming-wai ("Mr. MW Lau") 劉鳴煒（「劉鳴煒先生」）	230,984,820	(1)	Beneficiary of trust 信託受益人	
	1,198,658,948	(2)	Beneficiary of trust 信託受益人	
	<u>1,429,643,768</u>			74.94%

Notes:

- (1) These shares were indirectly owned by a discretionary trust of which Mr. Joseph Lau was the founder. Mr. Joseph Lau, Mr. MW Lau and certain other family members of Mr. Joseph Lau were eligible beneficiaries of that trust.
- (2) These shares were held by a unit trust of which Mr. Joseph Lau was one of the unit holders. The rest of the units in the unit trust were held by a discretionary trust of which Mr. Joseph Lau was the founder. Mr. MW Lau and certain other family members of Mr. Joseph Lau were eligible beneficiaries of the discretionary trust.

附註：

- (1) 該等股份由一項酌情信託間接擁有。劉鑾雄先生為該信託之創立人。劉鑾雄先生、劉鳴煒先生及劉鑾雄先生之若干其他家族成員則為該信託之合資格受益人。
- (2) 該等股份由一項單位信託基金持有。劉鑾雄先生為該基金其中一名單位持有人。該單位信託基金之餘下單位由一項酌情信託擁有，劉鑾雄先生為該信託之創立人。劉鳴煒先生及劉鑾雄先生之若干其他家族成員則為該酌情信託之合資格受益人。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

(Cont'd)

董事及最高行政人員於本公司及相聯法團之證券權益(續)

II Associated Corporations of the Company

本公司之相聯法團

1. Chi Cheung Investment Company, Limited ("Chi Cheung")  
至祥置業有限公司(「至祥」)

Name of Director 董事姓名	Number of Shares Held 所持股份數目	Note 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Mr. Joseph Lau 劉鑾雄先生	209,931,186	(1)	Founder of trust, beneficiary of trust and interest in controlled corporation 信託創立人、信託受益人及於受控制公司之權益	61.96%

2. G-Prop (Holdings) Limited ("G-Prop")  
金匡企業有限公司(「金匡」)

Name of Director 董事姓名	Number of Shares Held 所持股份數目	Note 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Mr. Joseph Lau 劉鑾雄先生	1,018,380,590	(2)	Founder of trust, beneficiary of trust and interest in controlled corporation 信託創立人、信託受益人及於受控制公司之權益	
	493,678,883	(3)	Interest in controlled corporation 於受控制公司之權益	
	<u>1,512,059,473</u>			62.26%

Notes:

- (1) Mr. Joseph Lau, by virtue of his 74.94% interests in the issued share capital of the Company as disclosed in paragraph I above, was deemed to be interested in 209,931,186 shares of Chi Cheung held by Billion Up Limited, an indirect wholly-owned subsidiary of the Company.
- (2) Mr. Joseph Lau, by virtue of his 74.94% interests in the issued share capital of the Company as disclosed in paragraph I above, was deemed to be interested in 1,018,380,590 shares of G-Prop held by Mass Rise Limited, an indirect wholly-owned subsidiary of the Company.
- (3) Such interests were held by a company of which Mr. Joseph Lau was the sole ultimate beneficial owner.

附註:

- (1) 正如上文第I段所披露，劉鑾雄先生因擁有本公司已發行股本中74.94%之權益，故被視為於本公司之間接全資擁有附屬公司Billion Up Limited持有之209,931,186股至祥股份中擁有權益。
- (2) 正如上文第I段所披露，劉鑾雄先生因擁有本公司已發行股本中74.94%之權益，故被視為於本公司之間接全資擁有附屬公司巨昇有限公司持有之1,018,380,590股金匡股份中擁有權益。
- (3) 該等權益由一間以劉鑾雄先生作為唯一最終實益擁有人之公司持有。



## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

(Cont'd)

All the interests stated above represent long positions. The percentage shown was the number of shares the relevant Directors were interested in expressed as a percentage of the number of issued shares as at 31st December, 2011.

Save as disclosed above, none of the other Directors and chief executives of the Company had or were deemed under the SFO to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31st December, 2011.

During the Year, none of the Directors and chief executives of the Company nor their spouses or children under 18 years of age were granted or had exercised any right to subscribe for any securities of the Company or any of its associated corporations.

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

As at 31st December, 2011, so far as are known to any Directors or chief executives of the Company, the following parties (other than Directors or chief executives of the Company) were recorded in the register kept by the Company under section 336 of the SFO, or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:-

Name of Substantial Shareholders 主要股東名稱	Number of Shares Held 所持股份數目	Notes 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
GZ Trust Corporation	1,429,643,768	(1), (2)	Trustee, beneficiary of a trust and interest in controlled corporation 信託人、一項信託之受益人及於受控制公司之權益	74.94%
Global King (PTC) Ltd.	1,198,658,948	(1)	Trustee 信託人	62.83%
Joseph Lau Luen Hung Investments Limited	230,984,820	(2)	Beneficial owner 實益擁有人	12.10%

## 董事及最高行政人員於本公司及相聯法團之證券權益 (續)

上述所有權益均為好倉。所顯示的百分比為本公司有關董事於二零一一年十二月三十一日所擁有之股份數目佔已發行股份數目之百分比。

除上文所披露者外，於二零一一年十二月三十一日，董事或最高行政人員概無擁有或根據證券及期貨條例被視為擁有本公司或其任何相聯法團（定義見證券及期貨條例第XV部所指的相聯法團）之股份、相關股份或債券之任何權益或淡倉。

於本年度內，董事或最高行政人員以及彼等之配偶或十八歲以下之子女概無獲授予或行使任何可認購本公司或其任何相聯法團之任何證券之權利。

## 主要股東於本公司之證券權益

據董事及最高行政人員所知悉，於二零一一年十二月三十一日，本公司根據證券及期貨條例第336條須備存之登記冊所載錄或另行知會本公司，直接或間接擁有或被視為擁有本公司已發行股本5%或以上權益之人士（董事或最高行政人員除外）如下：-

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

Notes:

- (1) GZ Trust Corporation as trustee of a discretionary trust held units in a unit trust of which Global King (PTC) Ltd. was the trustee and therefore was regarded as interested in the same parcel of shares held by Global King (PTC) Ltd. These shares were the same parcel of 1,198,658,948 shares of the Company referred to in both "Founder and beneficiary of trust" and "Beneficiary of trust" of Mr. Joseph Lau and Mr. MW Lau respectively under "Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporations" as disclosed in paragraph I above.
- (2) GZ Trust Corporation as trustee of another discretionary trust held the entire issued share capital of Joseph Lau Luen Hung Investments Limited and therefore was regarded as interested in the same parcel of shares held by Joseph Lau Luen Hung Investments Limited. These shares were the same parcel of 230,984,820 shares of the Company referred to in both "Founder and beneficiary of trust" and "Beneficiary of trust" of Mr. Joseph Lau and Mr. MW Lau respectively under "Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporations" as disclosed in paragraph I above.

All the interests stated above represent long positions. As at 31st December, 2011, no short positions were recorded in the register kept by the Company under section 336 of the SFO.

## MAJOR CUSTOMERS AND SUPPLIERS

The five largest customers of the Group amounted to less than 30% of the total turnover to the Group during the Year.

The aggregate purchases attributable to the Group's largest supplier and five largest suppliers accounted for approximately 8% and 31% of the Group's total purchases for the Year respectively.

At no time during the Year did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors own more than 5% of the Company's share capital) have an interest in any of the Group's five largest suppliers.

## 主要股東於本公司之證券權益(續)

附註：

- (1) GZ Trust Corporation (作為一項酌情信託之信託人)持有一項以Global King (PTC) Ltd.為信託人之單位信託基金之單位，故被視為擁有Global King (PTC) Ltd.所持有之同一批股份之權益。上述股份為上文第I段所披露「董事及最高行政人員於本公司及相聯法團之證券權益」項下劉鑾雄先生及劉鳴煒先生各自之「信託創立人及受益人」及「信託受益人」中所指之同一批1,198,658,948股本公司股份。
- (2) GZ Trust Corporation (作為另一項酌情信託之信託人)持有Joseph Lau Luen Hung Investments Limited之全部已發行股本，故被視為擁有Joseph Lau Luen Hung Investments Limited所持有之同一批股份之權益。上述股份為上文第I段所披露「董事及最高行政人員於本公司及相聯法團之證券權益」項下劉鑾雄先生及劉鳴煒先生各自之「信託創立人及受益人」及「信託受益人」中所指之同一批230,984,820股本公司股份。

上述所有權益均為好倉。於二零一一年十二月三十一日，根據本公司按證券及期貨條例第336條備存之登記冊所載概無任何淡倉。

## 主要客戶及供應商

本集團五大客戶於本年度內佔本集團之營業總額少於30%。

本年度本集團之最大供應商及五大供應商之累計購貨總額分別約佔本集團購貨總額之8%及31%。

董事、董事之聯繫人或本公司股東(據董事所知擁有本公司股本超過5%)概無於本年度內任何時候於本集團五大供應商之中擁有權益。

## DIRECTORS' INTERESTS IN COMPETING BUSINESSES

## 董事於競爭性業務之權益

During the Year, the following Directors declared their interests in the following companies with businesses which competed or were likely to compete, either directly or indirectly, with the businesses of the Group:—

於本年度內，以下董事申報於下列與本集團業務直接或間接構成競爭或可能構成競爭之業務之公司中擁有權益：—

Name of Directors 董事姓名	Name of Companies 公司名稱	Nature of Businesses Considered to Compete or Likely to Compete with the Businesses of the Group 被認為與本集團業務構成競爭 或可能構成競爭之業務性質	Nature of Interest of the Directors in the Companies 董事於該等公司 之權益性質
Mr. Joseph Lau 劉鑾雄先生	Chi Cheung* and its subsidiaries 至祥*及其附屬公司	Property investment and development 物業投資及發展	Having certain deemed interests in Chi Cheung and is a director of certain subsidiaries of Chi Cheung 被視為擁有至祥若干權益及 為至祥之若干附屬公司之董事
	G-Prop* and its subsidiaries 金匡*及其附屬公司	Property investment 物業投資	Having certain direct and deemed interests in G-Prop 直接及被視為擁有金匡若干權益
Mr. MW Lau 劉鳴煒先生	Chi Cheung* and its subsidiaries 至祥*及其附屬公司	Property investment and development 物業投資及發展	Having certain deemed interests in Chi Cheung 被視為擁有至祥若干權益
	G-Prop* and its subsidiaries 金匡*及其附屬公司	Property investment 物業投資	Having certain deemed interests in G-Prop 被視為擁有金匡若干權益

\* listed subsidiary of the Company  
本公司之上市附屬公司

The above-mentioned businesses were managed by separate publicly listed companies with independent management. The respective board composition of such listed companies are different and separate. In this respect, coupled with the diligence of its Independent Non-executive Directors (whose views carry significant weight in the Board's decisions) and the independent audit committee, the Group was capable of carrying on its businesses independently of, and at arm's length from, the businesses of the above companies.

上述業務乃由獨立上市公司管理，該等上市公司擁有獨立管理層。該等上市公司董事會之組成各有不同及均為獨立。就此而言，結合其對董事會決策有重大影響力之獨立非執行董事及獨立審核委員會之努力，本集團能獨立地並按公平磋商原則從事其業務。



## DIRECTORS' INTERESTS IN COMPETING BUSINESSES (Cont'd)

For better delineation of property investment business, the Company would give Chi Cheung the priority over the future property investment project with the value of less than or equal to 50% of the net asset value of Chi Cheung with reference to the latest published accounts and subject to the financial resources of Chi Cheung from time to time.

Other than the businesses of the Company's listed subsidiaries mentioned above, Mr. Joseph Lau and Mr. MW Lau had personal interests in private companies engaged in businesses consisting of property development and investment in Hong Kong as well as securities investment. Mr. Joseph Lau also had personal interests in private companies engaged in money lending business. As such, they were regarded as being interested in such businesses, which competed or might compete with the Group. However, when compared with the dominance and size of operations of the Group, such competing businesses were immaterial.

In addition, Mr. Joseph Lau had through certain private companies wholly-owned by him (of which Mr. Joseph Lau was a director of such companies throughout the Year; Mr. MW Lau had been a director of certain companies during the Year) acquired the retail shops of York Place, Excelsior Plaza (include Laforet) and Southorn Centre (also known as Wanchai Computer Centre) (the "Private Properties") from the Group in July and August 2010. The Group, in accordance with the term of the respective sale and purchase agreements of the said acquisitions, provided three-year after-sale free leasing agency and management services in respect of the Private Properties, commencing from the respective completion dates of the said acquisitions. There was potential leasing competition for existing and prospective tenancies between the Private Properties and investment properties held by the Group. In order to manage such potential leasing competition, Mr. Joseph Lau had provided certain undertakings and the Company had agreed with the Stock Exchange to implement certain measures for monitoring the compliance of such undertakings. Details of such undertakings and monitoring measures were set out in the circular of the Company dated 18th June, 2010. The Independent Non-executive Directors of the Company had carried out an annual review on the compliance of the said undertakings and monitoring measures and confirmed that such undertakings and monitoring measures were duly complied with and considered adequate monitoring measures were in place to avoid the potential leasing competition.

## 董事於競爭性業務之權益 (續)

為了更清晰地劃分物業投資業務，本公司會參考至祥最近期公布之賬目及因應其不時具備之財政資源，將價值少於或相當於至祥資產淨值50%之未來物業投資項目優先給予至祥。

除上述本公司之上市附屬公司之業務外，劉鑾雄先生及劉鳴煒先生於經營有關香港物業發展及投資和證券投資之私人公司中擁有個人權益。劉鑾雄先生亦於經營放債業務之私人公司中擁有個人權益。因此，彼等被視為於與本集團構成競爭或可能構成競爭之業務中擁有權益。然而，此等競爭性業務與本集團之優勢及業務規模相比乃微不足道。

此外，於二零一零年七月及八月，劉鑾雄先生透過若干全資擁有私人公司（劉鑾雄先生於本年度全年為該等公司之董事；劉鳴煒先生於本年度內曾為若干公司之董事）向本集團購入York Place，怡東商場（包括東角Laforet）及修頓中心（亦稱灣仔電腦城）之若干零售商舖（「該等私人物業」）。本集團自上述相關購入事項完成日起，根據該等購入事項之各買賣協議之條款，就該等私人物業提供為期三年之免費租賃代理及管理售後服務。該等私人物業與本集團持有之投資物業之間存在現時及未來租約之潛在租賃競爭。為處理該等潛在租賃競爭，劉鑾雄先生已提供若干承諾，而本公司亦已向聯交所同意就監察該等承諾之遵守情況實施若干措施。有關該等承諾及監察措施之詳情已載於本公司日期為二零一零年六月十八日之通函內。本公司之獨立非執行董事已就上述承諾及監察措施之遵守情況進行年度檢討，並確認已遵守該等承諾及監察措施，並認為本公司已採取充足的監察措施以避免潛在租賃競爭。

## DIRECTORS' INTERESTS IN COMPETING BUSINESSES (Cont'd)

The Directors are aware of their fiduciary duties and will act honestly and in good faith in the interests of the Company and will avoid any potential conflicts of interest and duty. The Company comprises three Independent Non-executive Directors and all of them are audit committee members of the Company, so that the interest of its shareholders can be adequately represented.

Other than as disclosed above, none of the Directors were interested in any businesses apart from the Company's businesses, which competed or was likely to compete, either directly or indirectly, with the Company's businesses.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

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

## DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

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

On 4th November, 2008, Chi Cheung as lender, Longman Limited (being an indirect wholly-owned subsidiary of the Company) as borrower and the Company as guarantor entered into a loan agreement in relation to a three-year revolving facility of up to HK\$900 million, expired on 3rd November, 2011 ("First CC Loan"). All such HK\$900 million facility had been drawn by Longman Limited during its term and as at the date immediately before its expiry.

## 董事於競爭性業務之權益 (續)

董事知悉其誠信責任，將會秉誠行事以符合本公司之利益，並避免任何潛在利益及責任衝突。本公司之獨立非執行董事共三名，全部均為審核委員會成員，故足以代表其股東之利益。

除上文所披露者外，概無董事在本公司業務以外於與本公司業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

## 購買股份或債券之安排

本公司或本公司之任何附屬公司概無於本年度內作出安排，以使董事可藉購入本公司或任何其他法人團體之股份或債券而獲得利益。

## 董事及控權股東於合約之權益

除下文所披露者及於下述「關連交易」一節所述之協議外，於年結時或本年度內任何時間本公司或本公司之任何附屬公司所訂立與本公司業務有關之重大合約中，董事概無直接或間接擁有重大權益；此外，本公司或本公司之任何附屬公司亦無與控權股東或其任何附屬公司訂立與本公司業務有關之其他重大合約。

於二零零八年十一月四日，至祥作為貸方，Longman Limited (本公司之間接全資擁有附屬公司)作為借方與本公司作為擔保人簽訂一份於二零一一年十一月三日屆滿，有關最多900,000,000港元為期三年之循環貸款融資的貸款協議(「第一至祥貸款」)。於其融資期限內及於緊接在屆滿日期之前，Longman Limited已借取全數900,000,000港元之貸款。

## DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS (Cont'd)

To continue the said loan arrangement for another term of three years, on 22nd September, 2011, Chi Cheung as lender, Longman Limited as borrower and the Company as guarantor entered into another loan agreement in relation to a three-year revolving facility of up to HK\$900 million, commenced from 3rd November, 2011 and ending on 2nd November, 2014 ("Second CC Loan").

The First CC Loan in the amount of HK\$900 million was deemed to have been repaid on 3rd November, 2011 and the Second CC Loan in the same amount was deemed to have been made on the same date pursuant to the terms of the agreement of the Second CC Loan.

## CONNECTED TRANSACTIONS

### Connected Transactions

- (1) On 7th November, 2011, Chinese Estates, Limited (being a direct wholly-owned subsidiary of the Company) as vendor entered into a sale and purchase agreement with Marvel Ocean Limited as purchaser (the "Purchaser"), in relation to the disposal of a wholly-owned subsidiary of the Company that hold a residential property known as "LYNX HILL" located at No. 3 Deep Water Bay Road, Hong Kong, at a consideration of HK\$497,238,300.32 (the "Deep Water Bay Road Transaction").

Pursuant to the Listing Rules, the Deep Water Bay Road Transaction constituted a connected transaction for the Company since Mr. Joseph Lau, being a director and the sole beneficial owner of the Purchaser as at the date of the sale and purchase agreement, was a connected person to the Company. As the applicable percentage ratios of the Deep Water Bay Road Transaction were less than 5%, the Deep Water Bay Road Transaction was therefore only subject to the reporting and announcement requirements but was exempt from independent shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules. An announcement in respect of the Deep Water Bay Road Transaction was made on 7th November, 2011.

## 董事及控權股東於合約之權益 (續)

為了將上述貸款安排再續期三年，於二零一一年九月二十二日，至祥作為貸方，Longman Limited作為借方與本公司作為擔保人簽訂另一份由二零一一年十一月三日起至二零一四年十一月二日屆滿，有關最多900,000,000港元為期三年之循環貸款融資的貸款協議（「第二至祥貸款」）。

根據第二至祥貸款協議之條款，第一至祥貸款金額900,000,000港元被視為已於二零一一年十一月三日償還，而金額相同之第二至祥貸款被視為於同一日借取。

## 關連交易

### 關連交易

- (1) 於二零一一年十一月七日，華人置業有限公司（本公司之直接全資擁有附屬公司）作為賣方與Marvel Ocean Limited作為買方（「買方」）訂立一份買賣協議，內容有關出售持有位於香港深水灣道3號，名為LYNX HILL之住宅物業之本公司全資擁有附屬公司，代價為497,238,300.32港元（「深水灣道交易」）。

根據上市規則，由於劉鑾雄先生於該買賣協議日期為買方之董事及唯一實益擁有人，故為本公司之關連人士，因此深水灣道交易構成本公司一項關連交易。由於深水灣道交易之適用百分比率低於5%，故深水灣道交易僅須遵守上市規則第14A章有關申報及公布之規定，獲取獨立股東批准之規定則獲豁免。有關深水灣道交易之公布已於二零一一年十一月七日發出。



## CONNECTED TRANSACTIONS (Cont'd)

### Connected Transactions (Cont'd)

- (2) On 8th March, 2012, each of Utmost Honest Limited, Jubilee King Limited, Harvest Billion Limited and Keen Dynasty Limited had issued a binding letter of offer to Moon Ocean Ltd., an indirect wholly-owned subsidiary of the Company, pursuant to which each of them offered to purchase certain residential unit(s) of La Scala (the Group's property held for sale) at a consideration of HK\$68,268,600, HK\$81,712,800, HK\$7,593,200 and HK\$13,105,700 respectively (each of the binding letters of offer was referred to as "Utmost Honest Letter", "Jubilee King Letter", "Harvest Billion Letter" and "Keen Dynasty Letter" below).

Superb Ocean Limited had on 8th March, 2012 entered into a preliminary sale and purchase agreement (the "Superb Ocean Agreement") in respect of the purchase of a residential unit of One WanChai (the Group's property held for sale) at a consideration of HK\$9,022,000.

Pursuant to the Listing Rules, the transactions contemplated under Utmost Honest Letter, Jubilee King Letter, Harvest Billion Letter, Keen Dynasty Letter and Superb Ocean Agreement constituted connected transactions for the Company. As at the date of these letters or agreement, Mr. Joseph Lau, was a director and the sole beneficial owner of Utmost Honest Limited; Ms. Chan, Hoi-wan, an associate of Mr. Joseph Lau, was a director and the sole beneficial owner of Jubilee King Limited; and Ms. Mary Lau, Yuk-chun, a sister of Mr. Joseph Lau, was a director and the sole beneficial owner of each of (i) Harvest Billion Limited; (ii) Keen Dynasty Limited; and (iii) Superb Ocean Limited. Therefore, each of Mr. Joseph Lau, Ms. Chan, Hoi-wan and Ms. Mary Lau, Yuk-chun was a connected person to the Company.

As the applicable aggregated percentage ratios in respect of each of (i) the transactions contemplated under Utmost Honest Letter and Jubilee King Letter (taking into account the Deep Water Bay Road Transaction mentioned in (1) above); and (ii) the transactions contemplated under Harvest Billion Letter, Keen Dynasty Letter and Superb Ocean Agreement, was less than 5%, these transactions were only subject to the reporting and announcement requirements but were exempt from independent shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules. An announcement in respect of the said transactions was made on 8th March, 2012.

## 關連交易(續)

### 關連交易(續)

- (2) 於二零一二年三月八日，Utmost Honest Limited、Jubilee King Limited、譽萬有限公司及建灝有限公司各自向Moon Ocean Ltd.（本公司之間接全資擁有附屬公司），發出具約束力要約函，分別以代價68,268,600港元、81,712,800港元、7,593,200港元及13,105,700港元，提出購買御海·南灣（本集團持作出售之物業）若干住宅單位（各具約束力要約函於下文稱為「Utmost Honest 函件」、「Jubilee King 函件」、「譽萬 函件」及「建灝函件」）。

溢泳有限公司於二零一二年三月八日，訂立一份臨時買賣協議，內容有關以代價9,022,000港元購買壹環（本集團持作出售之物業）一個住宅單位（「溢泳協議」）。

根據上市規則，據Utmost Honest函件、Jubilee King函件、譽萬函件、建灝函件及溢泳協議擬進行之交易構成本公司之關連交易。於該等函件或協議日期，劉鑾雄先生為Utmost Honest Limited之董事及唯一實益擁有人；陳凱韻女士（劉鑾雄先生之聯繫人）為Jubilee King Limited之董事及唯一實益擁有人；及劉玉珍女士（劉鑾雄先生之胞妹）為(i)譽萬有限公司；(ii)建灝有限公司；及(iii)溢泳有限公司各自之董事及唯一實益擁有人。因此，劉鑾雄先生、陳凱韻女士及劉玉珍女士各為本公司之關連人士。

由於(i)據Utmost Honest函件及Jubilee King函件（已計入於前述(1)所提及之深水灣道交易）擬進行之交易；及(ii)據譽萬函件、建灝函件及溢泳協議擬進行之交易，各自之適用合併百分比率低於5%，故該等交易僅須遵守上市規則第14A章有關申報及公布之規定，獲取獨立股東批准之規定則獲豁免。有關上述該等交易之公布已於二零一二年三月八日發出。

## CONNECTED TRANSACTIONS (Cont'd)

### Continuing Connected Transactions

- (1) On 4th November, 2008, the Company's indirect wholly-owned subsidiary – Fancy Mark Limited as borrower entered into a loan agreement with G-Prop as lender regarding a three-year revolving facility of up to HK\$200 million, expired on 3rd November, 2011, with the Company acting as guarantor for repayment of the loan (the "First GP Loan Transaction"). The First GP Loan Transaction constituted a continuing connected transaction of the Company since G-Prop was a connected person to the Company pursuant to the Listing Rules but exempted from reporting, announcement and independent shareholders' approval requirements under Rule 14A.65(4) of the Listing Rules.

During the term of the First GP Loan Transaction and as at the date immediately before its expiry, a total sum of HK\$200 million had been drawn by Fancy Mark Limited at the interest rate of HIBOR plus 1% per annum. The loan was repayable on demand upon receiving not less than one month's prior notice from G-Prop. Pursuant to the terms of the agreement of the Second GP Loan Transaction (as defined in (2) below), the HK\$200 million advance of the First GP Loan Transaction was deemed to have been repaid and replaced by the drawdown in the same amount made under the agreement of the Second GP Loan Transaction on 3rd November, 2011.

Having reviewed the First GP Loan Transaction, the Independent Non-executive Directors of the Company, pursuant to Rule 14A.37 of the Listing Rules on the requirement to carry out an annual review on the continuing connected transaction, confirmed that the First GP Loan Transaction was made in the ordinary and usual course of business of the Company, on normal commercial terms and in accordance with the relevant loan agreement governing it on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company, pursuant to Rule 14A.38 of the Listing Rules, confirmed in their letter made in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants (collectively "HKICPA Guidelines") that the First GP Loan Transaction had received the approval of the Board and had been entered into in accordance with the relevant loan agreement.

## 關連交易 (續)

### 持續關連交易

- (1) 於二零零八年十一月四日，本公司之間接全資擁有附屬公司 – Fancy Mark Limited 作為借方與金匡作為貸方簽訂一份於二零一一年十一月三日屆滿，有關最多 200,000,000 港元為期三年之循環貸款融資的貸款協議，而本公司則為償還貸款作為擔保人（「第一金匡貸款交易」）。根據上市規則，由於金匡為本公司之關連人士，第一金匡貸款交易構成本公司一項持續關連交易，惟按上市規則第 14A.65(4) 條獲豁免遵守申報、公布及獨立股東批准之規定。

於第一金匡貸款交易之融資期限內及於緊接在屆滿日期之前，Fancy Mark Limited 已借取以香港銀行同業拆息加一厘計息合共 200,000,000 港元之貸款。Fancy Mark Limited 須在收到由金匡發出不少於一個月通知之情況下即時償還其貸款。根據第二金匡貸款交易（定義見下述(2)）之協議條款，第一金匡貸款交易項下貸款金額 200,000,000 港元被視為已於二零一一年十一月三日償還，且被第二金匡貸款交易協議項下相同金額之提取取締。

本公司之獨立非執行董事根據上市規則第 14A.37 條之規定就持續關連交易進行年度檢討，在檢討第一金匡貸款交易後，確認第一金匡貸款交易屬本公司之日常業務，按照一般商業條款及根據有關貸款協議條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。

本公司之核數師已按照香港會計師公會所頒布之香港核證工作準則 3000「歷史財務信息審計或審閱以外的鑒證業務」，以及參照《實務說明》第 740 號「關於香港《上市規則》所述持續關連交易的核數師函件」（統稱「香港會計師公會準則」），於其根據上市規則第 14A.38 條發出之信件中，確認第一金匡貸款交易已經由董事會批准及根據有關貸款協議進行。



## CONNECTED TRANSACTIONS (Cont'd)

### Continuing Connected Transactions (Cont'd)

- (2) Before the expiry of the First GP Loan Transaction as mentioned in (1) above, on 22nd September, 2011, Fancy Mark Limited as borrower, G-Prop as lender and the Company as guarantor entered into another loan agreement regarding a three-year revolving facility of up to HK\$300 million, commenced from 3rd November, 2011 and ending on 2nd November, 2014 (the "Second GP Loan Transaction"). The Second GP Loan Transaction constituted a continuing connected transaction of the Company since G-Prop was a connected person to the Company pursuant to the Listing Rules but exempted from reporting, announcement and independent shareholders' approval requirements under Rule 14A.65(4) of the Listing Rules.

As at 31st December, 2011, a total sum of HK\$300 million had been drawn by Fancy Mark Limited at the interest rate of HIBOR plus 1.5% per annum. The loan was repayable on demand upon receiving not less than one month's prior notice from G-Prop.

Having reviewed the Second GP Loan Transaction, the Independent Non-executive Directors of the Company, pursuant to Rule 14A.37 of the Listing Rules on the requirement to carry out an annual review on the continuing connected transaction, confirmed that the Second GP Loan Transaction was made in the ordinary and usual course of business of the Company, on normal commercial terms and in accordance with the relevant loan agreement governing it on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company, pursuant to Rule 14A.38 of the Listing Rules, confirmed in their letter made in accordance with HKICPA Guidelines that the Second GP Loan Transaction had received the approval of the Board and had been entered into in accordance with the relevant loan agreement.

## 關連交易 (續)

### 持續關連交易 (續)

- (2) 於上述(1)所提及之第一金匡貸款交易之融資期限屆滿前，於二零一一年九月二十二日，Fancy Mark Limited作為借方、金匡作為貸方及本公司作為擔保人簽訂另一份由二零一一年十一月三日起至二零一四年十一月二日屆滿，有關最多300,000,000港元為期三年之循環貸款融資的貸款協議（「第二金匡貸款交易」）。根據上市規則，由於金匡為本公司之關連人士，第二金匡貸款交易構成本公司一項持續關連交易，惟按上市規則第14A.65(4)條獲豁免遵守申報、公布及獨立股東批准之規定。

於二零一一年十二月三十一日，Fancy Mark Limited已借取以香港銀行同業拆息加一點五厘計息合共300,000,000港元之貸款。Fancy Mark Limited須在收到由金匡發出不少於一個月通知之情況下即時償還其貸款。

本公司之獨立非執行董事根據上市規則第14A.37條之規定就持續關連交易進行年度檢討，在檢討第二金匡貸款交易後，確認第二金匡貸款交易屬本公司之日常業務，按照一般商業條款及根據有關貸款協議條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。

本公司之核數師已按照香港會計師公會準則，於其根據上市規則第14A.38條發出之信件中，確認第二金匡貸款交易已經由董事會批准及根據有關貸款協議進行。



## CONNECTED TRANSACTIONS (Cont'd)

### Continuing Connected Transactions (Cont'd)

- (3) On 18th December, 2009, Chinese Estates, Limited, a direct wholly-owned subsidiary of the Company, entered into a contract with Mr. Joseph Lau in respect of the provision of certain management and maintenance services to the properties and related assets owned by Mr. Joseph Lau and/or his associates and related parties commenced on 1st January, 2010 and until 31st December, 2012 (the "Contract"). The annual caps of the service charges payable by Mr. Joseph Lau to Chinese Estates, Limited under the Contract for each of the three financial years - 31st December, 2010, 31st December, 2011 and 31st December, 2012, were set at HK\$10 million (the "Caps") as disclosed in the Company's announcement dated 18th December, 2009.

Mr. Joseph Lau, being the Chairman and an Executive Director, the Chief Executive Officer and a substantial shareholder of the Company was a connected person of the Company and hence the Contract and the transactions contemplated thereunder constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules. The applicable percentage ratios of the Caps pursuant to Chapter 14A of the Listing Rules exceeded 0.1% but were expected to be less than 2.5%, hence the Contract and the Caps were only subject to reporting, announcement and annual review requirements but exempted from the independent shareholders' approval requirement pursuant to the then Rule 14A.34 of the Listing Rules.

Having reviewed the subject continuing connected transactions, the Independent Non-executive Directors of the Company, pursuant to Rule 14A.37 of the Listing Rules on the requirement to carry out an annual review on the continuing connected transactions, confirmed that the transactions were made in the ordinary and usual course of business of the Company (other than those in relation to household management and maintenance services), on normal commercial terms and in accordance with the Contract governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company, pursuant to Rule 14A.38 of the Listing Rules, confirmed in their letter made in accordance with HKICPA Guidelines that the subject continuing connected transactions had received the approval of the Board, were in accordance with the pricing policies of the Company, had been entered into in accordance with the Contract and had not exceeded the cap disclosed in the said announcement made on 18th December, 2009.

## 關連交易 (續)

### 持續關連交易 (續)

- (3) 於二零零九年十二月十八日，本公司之直接全資擁有附屬公司－華人置業有限公司與劉鑾雄先生訂立一份有關就劉鑾雄先生及／或其聯繫人及相關人士擁有之物業及相關資產提供管理及保養服務之合約，於二零一零年一月一日開始生效，直至二零一二年十二月三十一日止（「該合約」）。誠如本公司於二零零九年十二月十八日之公布所披露，劉鑾雄先生根據該合約應付予華人置業有限公司之服務費於三個財政年度（即二零一零年十二月三十一日、二零一一年十二月三十一日及二零一二年十二月三十一日）各年之年度上限均定為10,000,000港元（「年度上限」）。

劉鑾雄先生作為本公司之董事會主席、執行董事、行政總裁兼主要股東，屬本公司之關連人士。因此，根據上市規則第14A章，該合約及據此擬進行之交易構成本公司之持續關連交易。根據上市規則第14A章，年度上限之適用百分比率超過0.1%，惟預期將少於2.5%，因此，根據當時之上市規則第14A.34條，該合約及年度上限僅須遵守申報、公布及年度檢討之規定，獲取獨立股東批准之規定則獲豁免。

本公司之獨立非執行董事根據上市規則第14A.37條之規定就持續關連交易進行年度檢討，在檢討上述持續關連交易後，確認該等交易屬本公司之日常業務（涉及家居管理及保養服務除外），按照一般商業條款及根據該合約條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。

本公司之核數師已按照香港會計師公會準則，於其根據上市規則第14A.38條發出之信件中，確認上述持續關連交易已經由董事會批准，並按照本公司之定價政策及根據該合約進行，且無超逾於二零零九年十二月十八日之公布中所披露之上限。

## CONNECTED TRANSACTIONS (Cont'd)

### Continuing Connected Transactions (Cont'd)

- (4) In July and August 2010, the Group had disposed, inter alia, Excelsior Plaza, Laforet and Southorn Centre to the private companies wholly-owned by Mr. Joseph Lau (the "Disposal Transactions").

Subsequent to the completion of the Disposal Transactions, Perfect World Company Limited, the Company's indirect wholly-owned subsidiary, had in accordance with the term of the respective sale and purchase agreements of the Disposal Transactions, entered into the following agreements for a term of three years:-

- (i) property management agreement dated 27th July, 2010 with Sunny Ocean Limited regarding the provision of property management services to Excelsior Plaza ("1st Property Management Agreement");
- (ii) property management agreement dated 20th August, 2010 with Viewide Properties Limited regarding the provision of property management services to Laforet ("2nd Property Management Agreement"); and
- (iii) property management agreement dated 20th August, 2010 with Baharica Limited regarding the provision of property management services to Southorn Centre ("3rd Property Management Agreement")

(collectively the "Property Management Agreements").

Pursuant to the announcement dated 18th May, 2010, the annual caps for the Year of the 1st Property Management Agreement, 2nd Property Management Agreement and 3rd Property Management Agreement were HK\$1,000,000, HK\$12,000,000 and HK\$8,000,000 respectively.

Sunny Ocean Limited, Viewide Properties Limited and Baharica Limited were associates of Mr. Joseph Lau upon completion of the Disposal Transactions, therefore the entering into of the Property Management Agreements constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules. As the applicable percentage ratios for the aggregate of the expected annual caps of the subject continuing connected transactions as required under Rule 14A.25 of the Listing Rules are less than 5%, the subject continuing connected transactions were only subject to the reporting, announcement and annual review requirements but exempted from the independent shareholders' approval requirements under Rule 14A.34 of the Listing Rules.

## 關連交易 (續)

### 持續關連交易 (續)

- (4) 於二零一零年七月及八月，本集團已出售，其中包括，怡東商場、東角Laforet及修頓中心予由劉鑾雄先生全資擁有之私人公司（「該等出售交易」）。

該等出售交易完成後，忠信物業管理有限公司（本公司之間接全資擁有之附屬公司）已根據該等出售交易之各買賣協議內之條款訂立以下為期三年之協議：—

- (i) 就有關提供物業管理服務予怡東商場，與Sunny Ocean Limited於二零一零年七月二十七日訂立物業管理協議（「第一物業管理協議」）；
- (ii) 就有關提供物業管理服務予東角Laforet，與Viewide Properties Limited於二零一零年八月二十日訂立物業管理協議（「第二物業管理協議」）；及
- (iii) 就有關提供物業管理服務予修頓中心，與Baharica Limited於二零一零年八月二十日訂立物業管理協議（「第三物業管理協議」）

（統稱「該等物業管理協議」）。

根據二零一零年五月十八日之公布，第一物業管理協議，第二物業管理協議及第三物業管理協議截至本年度之年度上限，分別為1,000,000港元，12,000,000港元及8,000,000港元。

於該等出售交易完成後，Sunny Ocean Limited、Viewide Properties Limited及Baharica Limited為劉鑾雄先生之聯繫人，因此，根據上市規則第14A章，訂立該等物業管理協議構成本公司之持續關連交易。由於上市規則第14A.25條項下規定上述持續關連交易之總計預期年度上限之適用百分比少於5%，故根據上市規則第14A.34條，上述持續關連交易僅須遵守上市規則有關申報、公布及年度檢討之規定，而獲豁免有關獨立股東批准之規定。



## CONNECTED TRANSACTIONS (Cont'd)

### Continuing Connected Transactions (Cont'd)

(4) (Cont'd)

Having reviewed the subject continuing connected transactions, the Independent Non-executive Directors of the Company, pursuant to Rule 14A.37 of the Listing Rules on the requirement to carry out an annual review on the continuing connected transactions, confirmed that the transactions were made in the ordinary and usual course of business of the Company, on normal commercial terms and in accordance with the Property Management Agreements governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company, pursuant to Rule 14A.38 of the Listing Rules, confirmed in their letter made in accordance with HKICPA Guidelines that the subject continuing connected transactions had received the approval of the Board, were in accordance with the pricing policies of the Company, had been entered into in accordance with the Property Management Agreements and had not exceeded the annual caps disclosed in the announcement made on 18th May, 2010.

#### *Potential Leasing Competition*

As mentioned in "Directors' Interests in Competing Businesses" section of this report, subsequent to the completion of the Disposal Transactions, there was potential leasing competition for existing and prospective tenancies between the Private Properties, being properties owned by Mr. Joseph Lau, and the investment properties held by the Group.

In the course of carrying out an annual review on the subject continuing connected transactions, the Independent Non-executive Directors of the Company had also carried out an annual review on the compliance of the undertakings in respect of the said potential leasing competition provided by Mr. Joseph Lau and the corresponding monitoring measures implemented by the Company, and confirmed that such undertakings and monitoring measures were duly complied with and considered adequate monitoring measures were in place to avoid the potential leasing competition.

Save as aforesaid, there were no other discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules during the Year and up to the date of this report.

## 關連交易 (續)

### 持續關連交易 (續)

(4) (續)

本公司之獨立非執行董事根據上市規則第14A.37條之規定就持續關連交易進行年度檢討，在檢討上述持續關連交易後，確認該等交易屬本公司之日常業務，按照一般商業條款及根據有關該等物業管理協議條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。

本公司之核數師已按照香港會計師公會準則，於其根據上市規則第14A.38條發出之信件中，確認上述持續關連交易已經由董事會批准，並按照本公司之定價政策及根據該等物業管理協議進行，且無超逾於二零一零年五月十八日之公布所披露之年度上限。

#### *潛在租賃競爭*

誠如於本報告書中「董事於競爭性業務之權益」一節所述，於該等出售交易完成後，該等私人物業（即由劉鑾雄先生持有之物業）與本集團持有之投資物業之間存在現時及未來租約之潛在租賃競爭。

本公司之獨立非執行董事在就上述持續關連交易進行年度檢討之過程中，亦就劉鑾雄先生對於上述潛在租賃競爭所作出之承諾以及本公司實施之相應監察措施之遵守情況進行年度檢討，並確認已遵守該等承諾及監察措施，亦認為本公司已採取充足的監察措施以避免潛在租賃競爭。

除上文所述外，根據上市規則，本公司於本年度內及截至本報告書日期概無其他須予披露之不獲豁免關連交易或不獲豁免持續關連交易。



## CONNECTED TRANSACTIONS (Cont'd)

### Continuing Connected Transactions (Cont'd)

Save as aforesaid, none of the "Material Related Party Transactions" as disclosed in Note 51 to the consolidated financial statements for the year ended 31st December, 2011 constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules.

To the extent of the above "Material Related Party Transactions" constituted connected transaction as defined in the Listing Rules, the Company had complied with the relevant requirements under Chapter 14A of the Listing Rules during the Year.

## RETIREMENT BENEFIT SCHEMES

The Group operates two retirement benefit schemes:-

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

Both the ORSO Scheme and the MPF Scheme are defined contribution schemes and the assets of both schemes are managed by their respective trustees accordingly.

The ORSO Scheme is available to the Group's full-time permanent staff employed in Hong Kong before 1st December, 2000. Contributions to the ORSO Scheme are made by the Group at 5%, 7.5% or 10% based on the staff's basic salary depending on the length of service. Staff members are entitled to 100% of the Group's contributions together with accrued returns after completing 10 years of service or more, or attaining the retirement age, or are entitled at a reduced scale between 30% to 90% of the Group's contributions after completing a period of service of at least 3 years but less than 10 years. The ORSO Scheme allowed any forfeited contributions (made by the Group for any staff member who subsequently left the ORSO Scheme prior to vesting fully in such contributions) to be used by the Group to offset the current level of contributions of the Group.

The MPF Scheme is available to all employees aged 18 to 64 and with at least 60 days of service under the employment of the Group in Hong Kong. Contributions are made by the Group at 5% based on the staff's relevant income. The maximum relevant income for contribution purpose is HK\$20,000 per month. Staff members are entitled to 100% of the Group's contributions together with accrued returns irrespective of their length of service with the Group, but the benefits are required by law to be preserved until the retirement age of 65.

## 關連交易 (續)

### 持續關連交易 (續)

除上文所述外，根據上市規則，截至二零一一年十二月三十一日止年度綜合財務報表內附註51所披露之「重大關連人士交易」並無構成須予披露之不獲豁免關連交易或不獲豁免持續關連交易。

就上述「重大關連人士交易」構成根據上市規則所界定之關連交易，本公司已於本年度內遵守上市規則第14A章的有關規定。

## 退休福利計劃

本集團推行兩項退休福利計劃：-

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

職業退休計劃及強積金計劃均為界定供款計劃，該等計劃之資產乃由各自之受託人管理。

職業退休計劃可供於二零零零年十二月一日前在香港受僱之本集團全職長期僱員參加。本集團乃根據僱員之基本薪金按其服務年期，作出5%、7.5%或10%之供款。僱員服務滿10年或以上或到退休年齡時方可取得100%本集團供款連同應計回報，而服務年期滿3年但不足10年之僱員則可按遞減比例取得30%至90%本集團供款。職業退休計劃容許本集團將任何已沒收供款（即本集團就任何可獲得全部供款前退出職業退休計劃之僱員而作出之供款）用以抵銷本集團現有之供款水平。

強積金計劃可供所有18至64歲受僱於香港最少60日之本集團僱員參加。本集團根據僱員之有關入息作出5%之供款。就供款而言，有關入息上限為每月20,000港元。不論其於本集團之服務年期，僱員均可取得100%本集團供款連同應計回報，惟根據法例，有關利益將保留至退休年齡65歲方可領取。

## RETIREMENT BENEFIT SCHEMES (Cont'd)

In order to provide similar benefits to those who joined the MPF Scheme and the ORSO Scheme, the Group provided an additional portion (the "Top-up Portion") for those who joined the MPF Scheme. The purpose of the Top-up Portion is to match up the benefits of the MPF Scheme with that of the ORSO Scheme by providing those staff under the MPF Scheme with basic salary over HK\$20,000 and/or years of service over 5. Contributions to the Top-up Portion are made by the Group at 5%, 7.5% or 10% of the staff's basic salary less the Group's mandatory contribution under the MPF Scheme as mentioned above.

The Group's total cost for the schemes charged to consolidated statement of comprehensive income for the year ended 31st December, 2011 amounted to approximately HK\$8,177,000 (2010: HK\$6,846,000). In addition, an amount of forfeited employer's contributions for the schemes amounted to approximately HK\$483,000 (2010: HK\$397,000) was utilised towards reducing the Group's contributions during the Year and the balance available to reduce future contributions amounted to approximately HK\$29,000 (2010: HK\$42,000).

## SHARE AWARD SCHEME

A share award scheme (the "Share Award Scheme") was adopted by the shareholders of the Company at the special general meeting held on 14th January, 2009 (the "Adoption Date"). The Share Award Scheme is a long-term incentive arrangement for the selected employees. The purpose of the Share Award Scheme is to recognise and reward certain employees of the Group for their contributions to the Group and to give long-term incentives for retaining them for the continued operations and development of the Group. It also intends to attract suitable professional recruits to join the Group and to assist in the further development of the Group.

The Board may from time to time, at its absolute discretion and subject to such terms and conditions as it may think fit (including the basis of eligibility of each employee determined by the Board from time to time), after having taken into account recommendations made by members of the Group and assessment of individual performance pursuant to internal appraisal system, select an employee for participation in the Share Award Scheme as a Selected Employee ("Selected Employee") and determine the number of shares which may be awarded to such Selected Employee pursuant to the terms of the Share Award Scheme ("Awarded Share(s)"). A Selected Employee shall qualify to be allotted and issued the Awarded Shares after all the qualifying conditions have been fulfilled, unless otherwise determined by the Board at its discretion.

The issue price for each Awarded Share shall, subject to the terms of the Share Award Scheme, be an amount equal to its nominal value and shall be paid or satisfied in cash by the relevant member of the Group engaging the Selected Employee or, if payment by the relevant member of the Group engaging the Selected Employee is not permitted under applicable law, any member of the Group, upon the allotment and issue of the Awarded Shares.

## 退休福利計劃(續)

為了向參加強積金計劃及職業退休計劃之僱員提供相近之福利，本集團為參加強積金計劃之僱員提供額外部分（「補足部分」）。補足部分旨在向基本月薪逾20,000港元及／或服務年期逾5年，參加強積金計劃之僱員提供與職業退休計劃相近之福利。本集團將根據僱員基本薪金之5%、7.5%或10%減本集團根據上述強積金計劃作出之強制性供款而作出補足部分之供款。

本集團於截至二零一一年十二月三十一日止年度就該等計劃於綜合全面收益報表扣除之費用總額約為8,177,000港元（二零一零年：6,846,000港元）。此外，本集團就該等計劃已沒收之僱主供款約為483,000港元（二零一零年：397,000港元），並已於本年度內用作削減供款，餘額約29,000港元（二零一零年：42,000港元）可用作減少未來供款。

## 股份獎勵計劃

股份獎勵計劃（「股份獎勵計劃」）已獲本公司股東於二零零九年一月十四日（「採納日期」）舉行之股東特別大會上採納。股份獎勵計劃乃為經甄選僱員而設之長期獎勵安排，旨在向為本集團作出貢獻之若干僱員給予肯定及回報，並作為吸引其留效本集團，繼續為本集團之營運及發展而努力之長期獎勵。此計劃亦有助於吸引合適之專業人士加盟本集團及協助本集團進一步發展。

經考慮本集團成員公司作出之推薦建議及根據內部評估制度評估個別人士之表現後，董事會可不時全權酌情及根據其認為合適之條款及條件（包括董事會不時釐定每名僱員之合資格基準），甄選僱員成為經甄選僱員（「經甄選僱員」）參與股份獎勵計劃，並根據股份獎勵計劃之條款釐定每名經甄選僱員可獲之獎勵股份數目（「獎勵股份」）。除董事會另有酌情釐定外，經甄選僱員於達成所有合資格條件後，將合資格獲發行及配發獎勵股份。

每股獎勵股份之發行價將受限於股份獎勵計劃之條款，並相等於其面值，且由聘用經甄選僱員之本集團相關成員公司於發行及配發獎勵股份時以現金支付或償付，或倘聘用經甄選僱員之本集團相關成員公司根據適用法律不得作出付款，則由本集團任何成員公司以現金支付或償付。



## SHARE AWARD SCHEME (Cont'd)

The total number of shares which may be issued in response to the Share Award Scheme and any other incentive or option schemes of the Company (if any) shall not in aggregate exceed 207,775,007, being 10% of the total number of shares in issue on the Adoption Date and represents approximately 10.89% of the total number of shares in issue at the date of this report. No granting of Awarded Shares was made for the Year.

The maximum number of Awarded Shares to be granted to each Selected Employee under the Share Award Scheme in any 12-month period shall not exceed in aggregate 1% of the shares in issue as at the date of such grant.

Subject to any early termination pursuant to the terms of the Share Award Scheme, the Share Award Scheme shall be valid and effective for a period of 10 years commencing from the Adoption Date (i.e. until 13th January, 2019). As at the date of this report, the remaining life of the Share Award Scheme is less than 7 years.

Details of the Share Award Scheme were set out in the circular of the Company dated 23rd December, 2008.

## PUBLIC FLOAT

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

## AUDITORS

The consolidated financial statements for the Year were audited by Messrs HLB Hodgson Impey Cheng ("HLB") whose term of office will expire upon the conclusion of the forthcoming annual general meeting. In March 2012, the practice of HLB was reorganised as HLB Hodgson Impey Cheng Limited. A resolution for the appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Company for the ensuing year will be proposed to the shareholders at the forthcoming annual general meeting.

On behalf of the Board  
**Joseph Lau, Luen-hung**  
Chairman

Hong Kong, 16th March, 2012

## 股份獎勵計劃(續)

於股份獎勵計劃將可能發行之股份，連同於根據本公司所有其他獎勵或認股權計劃（如有）將可能發行之股份，總數合共不得超過207,775,007股（即於採納日期已發行股份之10%），相當於截至本報告書日期之已發行股份約10.89%。本集團於本年度內並無授出任何獎勵股份。

根據股份獎勵計劃授予每位經甄選僱員之獎勵股份之最高數目於任何十二個月期間內合共不得超過有關授出日期已發行股份之1%。

除股份獎勵計劃中任何有關提早終止之條款外，股份獎勵計劃將由採納日期起計十年期間有效及生效（即至二零一九年一月十三日止）。於本報告書日期，股份獎勵計劃尚剩餘之有效期為少於七年。

有關股份獎勵計劃之詳情已刊載於本公司日期為二零零八年十二月二十三日之通函內。

## 公眾持股量

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

## 核數師

本年度之綜合財務報表由國衛會計師事務所（「國衛」）審核，彼將於即將舉行之股東週年大會結束時任滿。於二零一二年三月，國衛重組為國衛會計師事務所有限公司。本公司將於即將舉行之股東週年大會上，就委任國衛會計師事務所有限公司為本公司來年之核數師向股東提呈一項決議案。

代表董事會  
主席  
**劉鑾雄**

香港，二零一二年三月十六日



# Independent Auditors' Report

## 獨立核數師報告書



國衛會計師事務所  
Hodgson Impey Cheng

Chartered Accountants  
Certified Public Accountants

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

### TO THE SHAREHOLDERS OF CHINESE ESTATES HOLDINGS LIMITED

*(incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of Chinese Estates Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 71 to 212, which comprise the consolidated statement of financial position as at 31st December, 2011, 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 the 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 of the Company determine is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

### 致CHINESE ESTATES HOLDINGS LIMITED股東

*(於百慕達註冊成立之有限公司)*

吾等已審核第71頁至第212頁所載CHINESE ESTATES HOLDINGS LIMITED (「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括於二零一一年十二月三十一日之綜合財務狀況報表、截至該日止年度之綜合全面收益報表、綜合股本權益變動表及綜合現金流量表，以及主要會計政策概要及其他資料說明。

### 董事編製綜合財務報表之責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及按照香港公司條例之披露要求編製真實而公平地列報之綜合財務報表，以及負責 貴公司董事認為必要的內部監控，以使綜合財務報表之編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

### 核數師之責任

吾等負責根據吾等之審核結果對綜合財務報表發表意見。本報告謹按照百慕達公司法第90條而僅向 閣下編製，並不作其他用途。吾等不會就報告內容而向任何其他人士負責或承擔責任。吾等按照香港會計師公會頒布之香港核數準則進行審核工作。該等準則要求吾等在策劃和進行審核工作時須符合道德規範，使吾等能就綜合財務報表是否存有重大錯誤陳述作合理之確定。

## AUDITORS' RESPONSIBILITY (Cont'd)

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

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

## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31st December, 2011 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### **HLB Hodgson Impey Cheng**

Chartered Accountants  
Certified Public Accountants

Hong Kong, 16th March, 2012

## 核數師之責任(續)

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

吾等相信，就提出審核意見而言，吾等所獲審核憑證屬充分恰當。

## 意見

吾等認為，根據香港財務報告準則，綜合財務報表真實公平地反映 貴集團於二零一一年十二月三十一日之財務狀況以及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露要求妥為編製。

### **國衛會計師事務所**

英國特許會計師  
香港執業會計師

香港，二零一二年三月十六日

# Consolidated Statement of Comprehensive Income

## 綜合全面收益報表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Revenue	收入	7	<b>527,792</b>	2,671,012
Cost of sales	銷售成本		<b>(244,484)</b>	(1,320,032)
Gross profit	毛利		<b>283,308</b>	1,350,980
Other income	其他收入	9	<b>257,536</b>	124,856
Investment (expenses) income, net	投資(開支)收入淨額	10	<b>(563,315)</b>	877,891
Administrative expenses	行政開支		<b>(273,248)</b>	(229,800)
Other expenses	其他開支	11	<b>(19,262)</b>	(15,776)
Gain on disposals of properties and other fixed assets	出售物業及其他固定資產之收益		<b>25</b>	40
Gain (loss) on disposals of investment properties	出售投資物業之收益(虧損)		<b>1,945</b>	(4)
Fair value changes on investment properties	投資物業之公平值變動	21	<b>2,959,593</b>	(10,831,293)
Finance costs	財務費用	14	<b>(330,729)</b>	(68,486)
Other gains and losses, net	其他收益及虧損淨額	15	<b>78,265</b>	19,867
Share of results of associates	攤佔聯營公司業績		<b>1,241,732</b>	56,580
Profit (loss) before tax	除稅前溢利(虧損)		<b>3,635,850</b>	(8,715,145)
Income tax expense	所得稅開支	18	<b>(116,146)</b>	(120,602)
Profit (loss) for the year	本年度溢利(虧損)	13	<b>3,519,704</b>	(8,835,747)
<b>Other comprehensive income</b>	<b>其他全面收益</b>			
Fair value changes on available-for-sale investments	待售投資之公平值變動		<b>(37,899)</b>	24,981
Reclassification relating to disposal of available-for-sale investments	就出售待售投資重新分類		<b>34</b>	(108,421)
Exchange differences on translation of foreign operations	境外業務所產生之匯兌差額		<b>213,677</b>	181,202
Share of other comprehensive income of associates	攤佔聯營公司其他全面收益		<b>107,943</b>	78,272
Other comprehensive income for the year (net of tax)	本年度其他全面收益(除稅後)		<b>283,755</b>	176,034
<b>Total comprehensive income (expenses) for the year</b>	<b>本年度全面收益(支出)總額</b>		<b>3,803,459</b>	(8,659,713)



## Consolidated Statement of Comprehensive Income

### 綜合全面收益報表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

		Notes	2011	2010
		附註	HK\$'000	HK\$'000
			千港元	千港元
<b>Profit (loss) for the year attributable to:</b>	<b>應佔本年度溢利(虧損):</b>			
Owners of the Company	本公司擁有人		<b>3,497,816</b>	(8,858,245)
Non-controlling interests	非控股權益		<b>21,888</b>	22,498
			<b>3,519,704</b>	(8,835,747)
<b>Total comprehensive income (expenses) for the year attributable to:</b>	<b>應佔本年度全面收益(支出)總額:</b>			
Owners of the Company	本公司擁有人		<b>3,784,673</b>	(8,685,583)
Non-controlling interests	非控股權益		<b>18,786</b>	25,870
			<b>3,803,459</b>	(8,659,713)
<b>Earnings (loss) per share (HK\$)</b>	<b>每股盈利(虧損)(港元)</b>	20		
Basic and diluted	基本及攤薄		<b>1.83</b>	(4.60)

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

綜合財務報表附註乃綜合財務報表的一部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況報表

At 31st December, 2011 於二零一一年十二月三十一日

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment properties	投資物業	21	<b>34,484,529</b>	27,419,024
Properties and other fixed assets	物業及其他固定資產	22	<b>521,756</b>	521,589
Property interests held for future development	持作日後發展之物業權益	23	–	–
Intangible assets	無形資產	24	<b>1,430</b>	4,290
Goodwill	商譽	25	<b>329,879</b>	6,941
Interests in associates	聯營公司權益	26	<b>1,693,745</b>	1,044,056
Advances to associates	墊付聯營公司款項	27	<b>1,618,642</b>	1,563,687
Interests in jointly controlled entities	共同控制機構權益	28	–	–
Available-for-sale investments	待售投資	29	<b>4,160,350</b>	334,079
Financial assets designated as at fair value through profit or loss	指定為通過損益以反映公平值之金融資產	35	<b>2,453,411</b>	3,101,417
Advances to investee companies	墊付接受投資公司款項	30(a)	<b>406,241</b>	344,879
Loans receivable – due after one year	應收貸款 – 一年後到期	31	<b>58</b>	78
Deferred tax assets	遞延稅項資產	43	<b>47,279</b>	33,083
Advances to non-controlling shareholders	墊付多名非控股股東款項	30(b)	<b>124,388</b>	138,971
Pledged deposits	抵押存款	32(a)	<b>165,441</b>	163,031
			<b>46,007,149</b>	34,675,125
<b>Current assets</b>	<b>流動資產</b>			
Stock of properties	物業存貨	33	<b>5,707,076</b>	4,339,662
Available-for-sale investments	待售投資	29	<b>53,323</b>	100,704
Investments held-for-trading	持作買賣之投資	34	<b>514,917</b>	2,422,066
Financial assets designated as at fair value through profit or loss	指定為通過損益以反映公平值之金融資產	35	<b>2,773,200</b>	2,084,012
Loans receivable – due within one year	應收貸款 – 一年內到期	31	<b>60</b>	41
Inventories for cosmetic products	化妝品存貨	36	<b>3,939</b>	2,960
Debtors, deposits and prepayments	應收賬項、按金及預付款項	37	<b>583,469</b>	485,872
Securities trading receivables and deposits	應收證券交易款項及存款	32(b)	<b>25,362</b>	106,865
Tax recoverable	可收回稅款		<b>1,320</b>	2,277
Pledged deposits	抵押存款	32(a)	<b>1,539,558</b>	24,035
Time deposits, bank balances and cash	定期存款、銀行結餘及現金	32(c)	<b>4,268,499</b>	10,689,322
Sales proceeds held by stakeholders	保管人所持銷售所得款項		<b>33,725</b>	43,419
			<b>15,504,448</b>	20,301,235
Asset classified as held for sale	列為持作出售之資產	12	–	80,000
			<b>15,504,448</b>	20,381,235

## Consolidated Statement of Financial Position

綜合財務狀況報表

At 31st December, 2011 於二零一一年十二月三十一日

		Notes	2011 HK\$'000 千港元	2010 HK\$'000 千港元
		附註		
<b>Current liabilities</b>	<b>流動負債</b>			
Creditors and accruals	應付賬項及應計款項	38	<b>765,027</b>	719,241
Securities trading and margin payable	應付證券交易賬項及 保證金		<b>10,996</b>	73,197
Deposits and receipts in advance	按金及預收款項		<b>970,516</b>	566,738
Tax liabilities	稅項負債		<b>24,480</b>	137,741
Borrowings – due within one year	借貸 – 一年內到期	39	<b>10,006,667</b>	3,727,552
Provisions	撥備	40	–	16,054
Financial guarantee liabilities	財務擔保負債		–	290
			<b>11,777,686</b>	5,240,813
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>3,726,762</b>	15,140,422
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>49,733,911</b>	49,815,547
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人之 應佔股本權益</b>			
Share capital	股本	41	<b>190,762</b>	190,762
Securities investments reserve	證券投資儲備		<b>67,934</b>	102,715
Statutory reserve	法定儲備		<b>29,119</b>	9,314
Other reserve	其他儲備		<b>(7,259)</b>	(7,340)
Special reserve	特別儲備		<b>2,499,685</b>	2,499,685
Capital redemption reserve	資本贖回儲備		<b>138,062</b>	138,062
Translation reserve	匯兌儲備		<b>961,487</b>	639,930
Retained profits	保留溢利			
– Proposed final dividend	– 擬派末期股息		<b>19,076</b>	19,076
– Others	– 其他		<b>31,752,466</b>	29,915,662
			<b>35,651,332</b>	33,507,866
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>716,675</b>	702,985
<b>Total equity</b>	<b>股本權益總額</b>		<b>36,368,007</b>	34,210,851



**Consolidated Statement of Financial Position****綜合財務狀況報表**

At 31st December, 2011 於二零一一年十二月三十一日

		Notes	2011 HK\$'000 千港元	2010 HK\$'000 千港元
		附註		
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Financial guarantee liabilities	財務擔保負債		<b>91</b>	—
Borrowings – due after one year	借貸—一年後到期	39	<b>12,684,015</b>	14,982,958
Amounts due to associates	欠負聯營公司款項	42	<b>183,689</b>	76,950
Amount due to a non-controlling shareholder	欠負一名非控股股東款項	42	<b>14,430</b>	141,325
Deferred tax liabilities	遞延稅項負債	43	<b>483,679</b>	403,463
			<b>13,365,904</b>	15,604,696
			<b>49,733,911</b>	49,815,547

Approved and authorised for issue by the Board of Directors on 16th March, 2012 and signed on its behalf by:

已獲董事會於二零一二年三月十六日批准及授權發布，並由下列董事代表董事會簽署：

**Joseph Lau, Luen-hung**

Director

**劉鑾雄**

董事

**Chan, Kwok-wai**

Director

**陳國偉**

董事

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

綜合財務報表附註乃綜合財務報表的一部分。

# Consolidated Statement of Changes in Equity

## 綜合股本權益變動表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

Attributable to owners of the Company  
本公司擁有人之應佔股本權益

		Share capital	Share premium	Properties revaluation reserve	Securities investments reserve
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	物業重估儲備 HK\$'000 千港元	證券投資儲備 HK\$'000 千港元
At 1st January, 2010	於二零一零年一月一日	195,000	9,325	704	189,529
Loss for the year	本年度虧損	-	-	-	-
Fair value changes on available-for-sale investments	待售投資之公平值變動				
- Listed equity investments	- 上市股本投資	-	-	-	66,980
- Listed debt investments	- 上市債務投資	-	-	-	(73)
- Unlisted investments	- 非上市投資	-	-	-	(45,298)
Reclassification relating to disposal of available-for-sale investments	就出售待售投資重新分類				
- Listed equity investments	- 上市股本投資	-	-	-	(108,421)
Exchange differences on translation of foreign operations	境外業務所產生之匯兌差額	-	-	-	-
Share of other comprehensive (expenses) income of associates	攤佔聯營公司之其他全面(支出)收益	-	-	-	(2)
Total comprehensive (expenses) income for the year	本年度全面(支出)收益總額	-	-	-	(86,814)
PRC statutory reserve	中國法定儲備	-	-	-	-
Deemed contribution from non-controlling interests	視作非控股權益注資	-	-	-	-
Reclassification relating to disposal of investment property	就出售投資物業重新分類	-	-	(704)	-
Cancellation on repurchase of own shares	回購本身股份時註銷	(4,238)	(9,325)	-	-
Dividend paid to non-controlling shareholders	已付非控股股東股息	-	-	-	-
Final dividend paid	已付末期股息	-	-	-	-
Special dividend paid	已付特別股息	-	-	-	-
At 31st December, 2010	於二零一零年十二月三十一日	190,762	-	-	102,715

**Attributable to owners of the Company**  
本公司擁有人之應佔股本權益

<b>Statutory reserve</b>	<b>Other reserve</b>	<b>Special reserve</b>	<b>Capital redemption reserve</b>	<b>Translation reserve</b>	<b>Retained profits</b>	<b>Total</b>	<b>Non-controlling interests</b>	<b>Total equity</b>
法定儲備 HK\$'000 千港元 (note ii) (附註ii)	其他儲備 HK\$'000 千港元 (note i) (附註i)	特別儲備 HK\$'000 千港元	資本 贖回儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	總額 HK\$'000 千港元	非控股權益 HK\$'000 千港元	股本權益 總額 HK\$'000 千港元
6,626	(7,681)	2,499,685	133,824	380,795	40,103,854	43,511,661	800,653	44,312,314
-	-	-	-	-	(8,858,245)	(8,858,245)	22,498	(8,835,747)
-	-	-	-	-	-	66,980	-	66,980
-	-	-	-	-	-	(73)	(102)	(175)
-	-	-	-	-	-	(45,298)	3,474	(41,824)
-	-	-	-	-	-	(108,421)	-	(108,421)
-	-	-	-	181,202	-	181,202	-	181,202
-	341	-	-	77,933	-	78,272	-	78,272
-	341	-	-	259,135	(8,858,245)	(8,685,583)	25,870	(8,659,713)
2,688	-	-	-	-	(2,688)	-	-	-
-	-	-	-	-	-	-	(3,301)	(3,301)
-	-	-	-	-	704	-	-	-
-	-	-	4,238	-	(526,339)	(535,664)	-	(535,664)
-	-	-	-	-	-	-	(120,237)	(120,237)
-	-	-	-	-	(19,500)	(19,500)	-	(19,500)
-	-	-	-	-	(763,048)	(763,048)	-	(763,048)
9,314	(7,340)	2,499,685	138,062	639,930	29,934,738	33,507,866	702,985	34,210,851



## Consolidated Statement of Changes in Equity

### 綜合股本權益變動表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

#### Attributable to owners of the Company 本公司擁有人之應佔股本權益

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Properties revaluation reserve 物業重估儲備 HK\$'000 千港元	Securities investments reserve 證券投資儲備 HK\$'000 千港元
At 1st January, 2011	於二零一一年一月一日	190,762	-	-	102,715
Profit for the year	本年度溢利	-	-	-	-
Fair value changes on available-for-sale investments	待售投資之公平值變動				
- Listed debt investments	- 上市債務投資	-	-	-	(159)
- Unlisted investments	- 非上市投資	-	-	-	(34,625)
Reclassification relating to disposals of available-for-sale investments	就出售待售投資重新分類				
- Unlisted investments	- 非上市投資	-	-	-	21
Exchange differences on translation of foreign operations	境外業務所產生之匯兌差額	-	-	-	-
Share of other comprehensive (expenses) income of associates	攤佔聯營公司之其他全面(支出)收益	-	-	-	(18)
Total comprehensive (expenses) income for the year	本年度全面(支出)收益總額	-	-	-	(34,781)
PRC statutory reserve	中國法定儲備	-	-	-	-
Deemed contribution from non-controlling interests	視作非控股權益注資	-	-	-	-
Deemed acquisition of additional interest in a subsidiary (note iii)	視作收購一間附屬公司之額外權益(附註iii)	-	-	-	-
Acquisition of additional interest in a subsidiary	收購一間附屬公司之額外權益	-	-	-	-
Dividend paid to non-controlling shareholders	已付非控股股東股息	-	-	-	-
Interim dividend paid	已付中期股息	-	-	-	-
Final dividend paid	已付末期股息	-	-	-	-
<b>At 31st December, 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>190,762</b>	<b>-</b>	<b>-</b>	<b>67,934</b>

Notes:

附註:

- (i) The movement of other reserve for the year represented the release of the negative reserve held by an associate of the Group upon the disposals of the relevant properties.
- (i) 本年度之其他儲備變動乃指本集團的一間聯營公司於出售有關物業時撥回所持有之負值儲備。
- (ii) The statutory reserve of the Group refers to The People's Republic of China ("PRC") statutory reserve fund. Appropriations to such reserve fund are made out of profit after tax as recorded in the statutory financial statements of the PRC subsidiaries. The amount should not be less than 10% of the profit after tax as recorded in the statutory financial statements unless the aggregate amount exceeds 50% of the registered capital of the PRC subsidiaries. The statutory reserve can be used to make up prior year losses, if any, and can be applied in conversion into the PRC subsidiaries' capital by means of capitalisation issue.
- (ii) 本集團的法定儲備指中華人民共和國(「中國」)法定儲備基金。向該儲備基金作出的撥款乃撥自中國附屬公司法定財務報表的除稅後溢利。所撥金額不得低於法定財務報表所錄得之除稅後溢利之10%，除非總額超過中國附屬公司註冊資本之50%。法定儲備乃於填補過往年度虧損(如有)後作出，並可透過資本化發行應用以兌換為中國附屬公司之資本。
- (iii) In July and October 2011, the Group accepted the provisional allotment of new shares in a subsidiary at a consideration of approximately HK\$47,950,000 and increases the equity interests from 51.00% to 94.79%. The capital contribution to the subsidiary by the Group resulted in the adjustments to non-controlling interests of approximately HK\$3,078,000.
- (iii) 於二零一一年七月及十月，本集團接納一間附屬公司之新股暫定配額，代價約為47,950,000港元，而股本權益由51.00%增至94.79%。本集團向該附屬公司注資導致對非控股權益調整約為3,078,000港元。

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

綜合財務報表附註乃綜合財務報表的一部分。

**Attributable to owners of the Company**  
本公司擁有人之應佔股本權益

Statutory reserve	Other reserve	Special reserve	Capital redemption reserve	Translation reserve	Retained profits	Total	Non-controlling interests	Total equity
法定儲備 HK\$'000 千港元 (note ii) (附註ii)	其他儲備 HK\$'000 千港元 (note i) (附註i)	特別儲備 HK\$'000 千港元	資本 贖回儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	總額 HK\$'000 千港元	非控股權益 HK\$'000 千港元	股本權益 總額 HK\$'000 千港元
9,314	(7,340)	2,499,685	138,062	639,930	29,934,738	33,507,866	702,985	34,210,851
-	-	-	-	-	3,497,816	3,497,816	21,888	3,519,704
-	-	-	-	-	-	(159)	(219)	(378)
-	-	-	-	-	-	(34,625)	(2,896)	(37,521)
-	-	-	-	-	-	21	13	34
-	-	-	-	213,677	-	213,677	-	213,677
-	81	-	-	107,880	-	107,943	-	107,943
-	81	-	-	321,557	3,497,816	3,784,673	18,786	3,803,459
19,805	-	-	-	-	(19,805)	-	-	-
-	-	-	-	-	-	-	5,444	5,444
-	-	-	-	-	(3,078)	(3,078)	3,078	-
-	-	-	-	-	(1,599,977)	(1,599,977)	(23)	(1,600,000)
-	-	-	-	-	-	-	(13,595)	(13,595)
-	-	-	-	-	(19,076)	(19,076)	-	(19,076)
-	-	-	-	-	(19,076)	(19,076)	-	(19,076)
29,119	(7,259)	2,499,685	138,062	961,487	31,771,542	35,651,332	716,675	36,368,007

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

	Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>Operating activities</b>	<b>經營業務</b>		
Profit (loss) before tax	除稅前溢利(虧損)	<b>3,635,850</b>	(8,715,145)
Adjustments for:	因下列事項之調整:		
Depreciation of properties and other fixed assets	物業及其他固定資產折舊	<b>17,225</b>	20,049
Amortisation of intangible assets	無形資產攤銷	<b>2,860</b>	2,860
Income from financial guarantee to an investee/associate	為一間接受投資公司/ 聯營公司作出 財務擔保之收入	<b>(290)</b>	(76)
Interest expenses	利息開支	<b>276,414</b>	115,315
Imputed interest expenses	名義利息開支	<b>1,994</b>	465
Interest income	利息收入	<b>(753,495)</b>	(470,171)
Imputed interest income	名義利息收入	<b>(14,408)</b>	(14,599)
Dividend income from listed and unlisted investments	上市及非上市投資 股息收入	<b>(58,065)</b>	(116,681)
Impairment losses (reversed) recognised in respect of trade receivables	就應收貿易款項(撥回) 確認之減值虧損	<b>(310)</b>	323
Unrealised loss arising on change in fair value of investments held-for-trading	持作買賣之投資之 公平值變動產生之 未變現虧損	<b>138,768</b>	59,130
Realised gain arising on change in fair value of derivative financial instruments	衍生金融工具之 公平值變動產生之 已變現收益	-	(3,238)
Unrealised loss (gain) arising on change in fair value of bonds	債券之公平值變動產生之 未變現虧損(收益)	<b>1,229,503</b>	(249,343)
Impairment loss reversed in respect of advance to an associate	就墊付一間聯營公司款項 撥回之減值虧損	-	(653)
Transfer from equity on disposals of available-for-sale investments	出售上市待售投資時 由股本權益轉撥	<b>34</b>	(106,685)
(Gain) loss on disposals of investment properties	出售投資物業之 (收益)虧損	<b>(1,945)</b>	4
Gain on disposals of properties and other fixed assets	出售物業及其他固定資產 之收益	<b>(25)</b>	(40)
Gain on bargain purchase of a subsidiary	議價收購一間附屬公司之 收益	44(a) -	(13,000)
Fair value loss on step acquisition of a subsidiary	逐步收購一間附屬公司之 公平值虧損	-	7,253
Share of results of associates	攤佔聯營公司業績	<b>(1,241,732)</b>	(56,580)
Fair value changes on investment properties	投資物業之公平值變動	<b>(2,959,593)</b>	10,831,293
Gain on disposals of subsidiaries	出售附屬公司收益	44(b) <b>(66,825)</b>	(13,477)
Net exchange (gain) loss	匯兌(收益)虧損淨額	<b>(6,826)</b>	6,437
Reversal of contingency provision	撥回或然事項撥備	<b>(16,054)</b>	-
Write-down of stock of properties	物業存貨減值	<b>2,312</b>	-



## Consolidated Statement of Cash Flows

### 綜合現金流量表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

	Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	<b>185,392</b>	1,283,441
Decrease in stock of properties	物業存貨減少	<b>136,848</b>	1,127,068
Decrease in loans receivable	應收貸款減少	<b>1</b>	60,010
(Increase) decrease in inventories for cosmetic products	化妝品存貨(增加)減少	<b>(979)</b>	33
(Increase) decrease in debtors, deposits and prepayments	應收賬項、按金及預付款項(增加)減少	<b>(65,227)</b>	51,674
Decrease (increase) in investments held-for-trading	持作買賣之投資減少(增加)	<b>1,768,381</b>	(1,837,242)
Increase in financial assets designated as at fair value through profit or loss	指定為通過損益以反映公平值之金融資產增加	<b>(1,270,685)</b>	(4,207,848)
Decrease in securities trading receivables and deposits	應收證券交易款項及存款減少	<b>81,503</b>	292,448
Decrease (increase) in sales proceeds held by stakeholders	保管人所持銷售所得款項減少(增加)	<b>9,694</b>	(7,469)
(Decrease) increase in creditors and accruals	應付賬項及應計款項(減少)增加	<b>(28,630)</b>	217,025
(Decrease) increase in securities trading and margin payable	應付證券交易款項及保證金(減少)增加	<b>(62,201)</b>	8,035
Increase (decrease) in deposits and receipts in advance	按金及預收款項增加(減少)	<b>369,220</b>	(33,952)
Cash generated from (used in) operating activities	來自(用於)經營業務之現金	<b>1,123,317</b>	(3,046,777)
Net Hong Kong Profits Tax paid	已付香港利得稅淨額	<b>(119,976)</b>	(76,903)
<b>Net cash generated from (used in) operating activities</b>	來自(用於)經營業務之現金淨額	<b>1,003,341</b>	(3,123,680)
<b>Investing activities</b>	<b>投資業務</b>		
Dividend received from listed and unlisted investments	上市及非上市投資之已收股息	<b>58,065</b>	116,681
Dividend received from associates	聯營公司之已收股息	<b>700,000</b>	122,740
Interest received	已收利息	<b>718,319</b>	289,909
Purchases of investment properties	購買投資物業	<b>(1,538,916)</b>	(908,863)
Purchase of properties and other fixed assets	購買物業及其他固定資產	<b>(16,897)</b>	(9,072)
Payments for stock of properties	支付物業存貨款項	<b>(1,366,125)</b>	(834,658)
Proceeds on disposals of investment properties	出售投資物業所得款項	<b>92,627</b>	1,926
Proceeds on disposals of properties and other fixed assets	出售物業及其他固定資產所得款項	<b>25</b>	71
Proceeds from disposals and redemption upon maturity of available-for-sale investments	出售及到期時贖回待售投資所得款項	<b>115,755</b>	1,465,148
Purchases of available-for-sale investments	購買待售投資	<b>(3,927,101)</b>	(87,607)
Net cash outflow on acquisition of subsidiaries	收購附屬公司之現金流出淨額	<b>(388,884)</b>	(15,162)
Net cash inflow on disposal of subsidiaries	出售附屬公司之現金流入淨額	<b>495,104</b>	2,465,102
Acquisition of additional interest in a subsidiary	收購一間附屬公司之額外權益	<b>(1,600,000)</b>	—
Advances to associates	墊付聯營公司款項	<b>(86,026)</b>	(729,773)
Repayments from associates	聯營公司還款	<b>149,973</b>	1,143,794
Advance to an investee company	墊付一間接受投資公司款項	<b>(61,554)</b>	(16,494)
Repayment from an investee company	一間接受投資公司還款	<b>192</b>	93
(Increase) decrease in pledged deposits	抵押存款(增加)減少	<b>(1,517,933)</b>	900,015
<b>Net cash (used in) generated from investing activities</b>	(用於)來自投資業務之現金淨額	<b>(8,173,376)</b>	3,903,850

## Consolidated Statement of Cash Flows

### 綜合現金流量表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

	Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>Financing activities</b>	<b>融資業務</b>		
Dividends paid	已付股息	(38,152)	(782,548)
Dividend paid to non-controlling shareholders	已付非控股股東之股息	(13,595)	(120,237)
Interest paid	已付利息	(311,285)	(109,073)
New bank loans and other loans raised	新增銀行貸款及其他貸款	12,961,881	16,213,114
Repayments of bank loans and other loans	償還銀行貸款及其他貸款	(11,805,625)	(9,939,585)
Repurchase of own shares	回購本身股份	-	(535,664)
Capital contribution by non-controlling shareholders	非控股股東注資	(111,984)	(69,031)
<b>Net cash generated from financing activities</b>	<b>來自融資業務之現金淨額</b>	<b>681,240</b>	4,656,976
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>現金及現金等值項目(減少)增加淨額</b>	<b>(6,488,795)</b>	5,437,146
<b>Cash and cash equivalents at 1st January</b>	<b>於一月一日之現金及現金等值項目</b>	<b>10,689,322</b>	5,200,666
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動之影響</b>	<b>67,972</b>	51,510
<b>Cash and cash equivalents at 31st December</b>	<b>於十二月三十一日之現金及現金等值項目</b>	<b>4,268,499</b>	10,689,322
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及現金等值項目結餘分析</b>		
Time deposits, bank balances and cash	定期存款、銀行結餘及現金	4,268,499	10,689,322

The accompanying notes form an integral part of these consolidated financial statements. 綜合財務報表附註乃綜合財務報表的一部分。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 1. GENERAL INFORMATION

The Company is an exempted company incorporated in Bermuda with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). The addresses of the Company's registered office and principal office in Hong Kong are disclosed in the "Corporate Information" section of the annual report.

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

The Company's principal activity is investment holding and the principal activities of its principal subsidiaries, associates and jointly controlled entities are set out in Notes 52, 53 and 28 respectively.

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

The accounting policies adopted in the consolidated financial statements for the year ended 31st December, 2011 are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31st December, 2010 except as described below.

### 1. 一般資料

本公司為一間於百慕達註冊成立之受豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及香港主要辦事處之地址載於本年報「公司資料」中。

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

本公司之主要業務為投資控股，而其主要附屬公司、聯營公司及共同控制機構之主要業務分別載於附註52、53及28。

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

除下述者外，截至二零一一年十二月三十一日止年度之綜合財務報表所採納之會計政策與編製本集團截至二零一零年十二月三十一日止年度之全年綜合財務報表所依循者一致。



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

In the current year, the Group has applied, for the first time, the following new or revised standards, amendments and interpretations ("new HKFRSs") issued by the Hong Kong Institute of Certificate Public Accountants ("HKICPA"), which are effective for the Group's financial year beginning on 1st January, 2011. The new HKFRSs adopted by the Group in the consolidated financial statements are set out below:

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters
HKAS 24 (Revised)	Related Party Disclosures
HKAS 32 (Amendment)	Classification of Rights Issues
HK(IFRIC) – Int 14 (Amendments)	Prepayments of a Minimum Funding Requirement
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments

HKAS 24 (Revised) clarifies and simplifies the definition of related parties. The new definitions emphasise a symmetrical view of related party relationships and clarify the circumstances in which persons and key management personnel affect related party relationships of an entity. The revised standard also introduces an exemption from the general related party disclosure requirements for transaction with a government and entities that are controlled, jointly controlled or significantly influenced by the same government as the reporting entity. The accounting policy for related parties has been revised to reflect the changes in the definition of related parties under the revised standard. The adoption of the revised standard did not have any impact on the financial position or performance of the Group.

The Group has early adopted the amendments to HKAS 12 "Deferred Tax: Recovery of Underlying Assets", in respect of the recognition of deferred tax on investment properties carried at fair value under HKAS 40 "Investment Property" for the financial year ended 31st December, 2010 and this change in accounting policy has been consistently applied in the consolidated financial statements.

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

於本年度，本集團已首次應用香港會計師公會（「香港會計師公會」）頒布並對本集團於二零一一年一月一日開始之財政年度生效之下列新訂或經修訂準則、修訂及詮釋（「新香港財務報告準則」）。本集團綜合財務報表所採納之新香港財務報告準則載列如下：

香港財務報告準則（修訂本）	2010年頒布之香港財務報告準則改進
香港財務報告準則第1號（修訂本）	首次採納者根據香港財務報告準則第7號對比較資料披露之有限豁免
香港會計準則第24號（經修訂）	關連人士披露
香港會計準則第32號（修訂本）	供股分類
香港（國際財務報告詮釋委員會）— 詮釋第14號（修訂本）	預付最低資金需求
香港（國際財務報告詮釋委員會）— 詮釋第19號	以股本工具抵銷金融負債

香港會計準則第24號（經修訂）闡明及簡化關連人士之定義。新定義強調關連人士關係之對稱觀念，並闡明人士及主要管理人員影響實體之關連人士關係之情況。經修訂準則亦提出，與政府及受與報告實體相同之政府控制、共同控制或行使重大影響力之實體進行之交易所豁免之一般關連人士披露規定。有關關連人士之會計政策經修訂後，反映經修訂準則下關連人士之定義。採納經修訂準則對本集團之財務狀況或表現並無產生任何影響。

截至二零一零年十二月三十一日止財政年度，本集團已提早採納香港會計準則第12號（修訂本）「遞延稅項：收回相關資產」，對按香港會計準則第40號「投資物業」以公平價值列賬之投資物業以確認遞延稅項，該等會計政策變動已貫徹地應用予綜合財務報表。

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

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

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

HKFRS 1 (Amendments)	Disclosures – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters <sup>1</sup>
HKFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets <sup>1</sup>
HKFRS 7 (Amendments)	Disclosures – Offsetting Financial Assets and Financial Liabilities <sup>3</sup>
HKFRS 7 and HKFRS 9 (Amendments)	Mandatory Effective Date of HKFRS 9 and Transition Disclosure <sup>5</sup>
HKFRS 9	Financial Instruments <sup>5</sup>
HKFRS 10	Consolidated Financial Statements <sup>3</sup>
HKFRS 11	Joint Arrangements <sup>3</sup>
HKFRS 12	Disclosure of Interests in Other Entities <sup>3</sup>
HKFRS 13	Fair Value Measurement <sup>3</sup>
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income <sup>2</sup>
HKAS 19 (Revised in 2011)	Employee Benefits <sup>3</sup>
HKAS 27 (Revised in 2011)	Separate Financial Statements <sup>3</sup>
HKAS 28 (Revised in 2011)	Investments in Associates and Joint Ventures <sup>3</sup>
HKAS 32 (Amendments)	Presentation – Offsetting Financial Assets and Financial Liabilities <sup>4</sup>
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine <sup>3</sup>

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

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

本集團並未提早採納下列已頒布但仍未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第1號（修訂本）	披露—嚴重高通脹及剔除首次採納者之固定日期 <sup>1</sup>
香港財務報告準則第7號（修訂本）	披露—金融資產轉讓 <sup>1</sup>
香港財務報告準則第7號（修訂本）	披露—金融資產及金融負債之抵銷 <sup>3</sup>
香港財務報告準則第7號及香港財務報告準則第9號（修訂本）	香港財務報告準則第9號之強制生效日期及過渡披露 <sup>5</sup>
香港財務報告準則第9號	金融工具 <sup>5</sup>
香港財務報告準則第10號	綜合財務報表 <sup>3</sup>
香港財務報告準則第11號	共同安排 <sup>3</sup>
香港財務報告準則第12號	披露於其他實體之權益 <sup>3</sup>
香港財務報告準則第13號	公平值計量 <sup>3</sup>
香港會計準則第1號（修訂本）	其他全面收益項目之呈列 <sup>2</sup>
香港會計準則第19號（2011年經修訂）	僱員福利 <sup>3</sup>
香港會計準則第27號（2011年經修訂）	獨立財務報表 <sup>3</sup>
香港會計準則第28號（2011年經修訂）	於聯營公司及合營公司之投資 <sup>3</sup>
香港會計準則第32號（修訂本）	呈列—金融資產及金融負債之抵銷 <sup>4</sup>
香港（國際財務報告詮釋委員會）—詮釋第20號	露天礦場之生產階段之剝採成本 <sup>3</sup>

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

- <sup>1</sup> Effective for annual periods beginning on or after 1st July, 2011
- <sup>2</sup> Effective for annual periods beginning on or after 1st July, 2012
- <sup>3</sup> Effective for annual periods beginning on or after 1st January, 2013
- <sup>4</sup> Effective for annual periods beginning on or after 1st January, 2014
- <sup>5</sup> Effective for annual periods beginning on or after 1st January, 2015

HKFRS 9 “Financial Instruments” (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 “Financial Instruments” (as revised in November 2010) adds requirements for the financial liabilities and for derecognition. Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 “Financial Instruments: Recognition and Measurement” are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.

HKFRS 9 is effective for annual periods beginning on or after 1st January, 2015, with earlier application permitted. The application of HKFRS 9 might affect the classification, measurement and presentation of the Group’s financial assets and financial liabilities.

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

- <sup>1</sup> 於二零一一年七月一日或之後開始之年度期間生效
- <sup>2</sup> 於二零一二年七月一日或之後開始之年度期間生效
- <sup>3</sup> 於二零一三年一月一日或之後開始之年度期間生效
- <sup>4</sup> 於二零一四年一月一日或之後開始之年度期間生效
- <sup>5</sup> 於二零一五年一月一日或之後開始之年度期間生效

香港財務報告準則第9號「金融工具」（於二零零九年十一月所頒布）引入金融資產分類及計量之新規定。香港財務報告準則第9號「金融工具」（於二零一零年十一月所修訂）加入金融負債及取消確認之規定。根據香港財務報告準則第9號，符合香港會計準則第39號「金融工具：確認及計量」範圍內之所有已確認金融資產其後按攤銷成本或公平值計算。尤其是為收取合約現金流量而以商業模式持有之債務投資，以及具有僅作為本金及未償還本金利息付款之合約現金流量之債務投資，一般於往後會計期末按攤銷成本計算。所有其他債務投資及股本投資於往後會計期末按公平值計算。

香港財務報告準則第9號於二零一五年一月一日或之後開始之年度期間生效，並可提早應用。應用香港財務報告準則第9號可能影響本集團金融資產及金融負債之分類、計量及呈列方法。



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

HKFRS 13 “Fair Value Measurement” establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of HKFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in HKFRS 13 are more extensive than those in the current standards. HKFRS 13 is effective for annual periods beginning on or after 1st January, 2013, with earlier application permitted. The application of the HKFRS 13 might affect the amounts reported and result in more extensive disclosures in the consolidated financial statements of the Group.

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

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第13號「公平值計量」確立公平值計量及其披露為單一指引來源。該準則界定公平值，確立計量公平值之框架，以及規定公平值計量之披露。香港財務報告準則第13號之範圍廣泛；其適用於其他香港財務報告準則規定或允許公平值計量及其披露之金融工具項目及非金融工具項目，惟若干特定情況除外。總體而言，香港財務報告準則第13號之披露規定較現行準則之披露規定更為廣泛。香港財務報告準則第13號於二零一三年一月一日或之後開始之年度期間生效，並可提早應用。應用香港財務報告準則第13號可能對已呈報之金額有所影響，需要於本集團綜合財務報表作出更廣泛之披露。

本集團現正評估該等新訂及經修訂香港財務報告準則之潛在影響，惟尚未釐定該等新訂及經修訂香港財務報告準則對本集團之經營業績及財務狀況之編製及呈列方式會否構成重大影響。該等新訂及經修訂香港財務報告準則或會導致日後業績及財務狀況之編製及呈列方式出現變動。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

#### (a) Basis of consolidation

##### *Subsidiaries*

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

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

### 3. 主要會計政策概要

綜合財務報表已根據香港會計師公會頒布之香港財務報告準則（包括所有適用之香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）及香港公認會計原則而編製。此外，綜合財務報表亦包括聯交所證券上市規則（「上市規則」）及香港公司條例之披露規定所適用披露事項。

綜合財務報表乃根據歷史成本法編製，惟按公平值計算之若干物業及金融工具除外，有關之會計政策闡述如下。

#### (a) 綜合賬目基準

##### *附屬公司*

附屬公司指本集團有權控制其財務及營運政策，且一般擁有其過半數投票權之持股量之所有實體。於評估本集團是否控制另一實體時，會考慮是否存在即時可行使或轉換之潛在投票權及其影響。附屬公司於控制權轉移至本集團當日起全數於本集團內綜合入賬，並於控制權終止當日起從本集團中剔除。

本集團採用會計收購法計算業務合併。收購附屬公司之轉讓代價為所轉讓資產、所產生負債及本集團所發行人股本權益之公平值。所轉讓代價包括或然代價安排產生之任何資產或負債之公平值。收購相關成本於產生時列為開支。於業務合併時所收購之可辨別資產及所承擔之負債及或然負債，初步按收購日期之公平值計量。按逐項收購基準，本集團以公平值或非控股權益按比例應佔被收購人資產淨值，確認被收購人非控股權益。

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

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

##### *Subsidiaries (Cont'd)*

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

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

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

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

### 3. 主要會計政策概要 (續)

#### (a) 綜合賬目基準 (續)

##### *附屬公司 (續)*

於附屬公司之投資乃以成本扣除減值之方法入賬。成本經調整以反映於計量期間(最長由收購日期起計十二個月)因或然代價修訂產生之代價變動。成本亦包括投資之直接應佔費用。

如超出轉讓代價情況，被收購人之任何非控股權益金額及任何先前於被收購人之股本權益於收購日期之公平值超出所收購之可辨別資產淨值之公平值之差額乃列作商譽。倘在議價收購之情況下，該數額低於所收購附屬公司資產淨值之公平值，則有關差額將直接在損益確認。

集團內公司間之交易、結餘及交易之未變現收益會予以對銷。未變現虧損亦予以對銷。

附屬公司之全面收益及支出總額歸屬於本公司擁有人及非控股權益，即使會導致非控股權益產生赤字結餘。



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

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

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

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

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

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

### 3. 主要會計政策概要 (續)

#### (a) 綜合賬目基準 (續)

##### *非控股權益交易*

本集團將其與非控股權益進行之交易視為與本集團權益擁有人之間進行之交易。向非控股權益購買，所支付之任何代價與所收購之附屬公司資產淨值賬面值相關部分之差額，於權益中入賬。向非控股權益進行出售所產生之盈虧亦於權益入賬。

倘本集團終止擁有控制權或重大影響力，其於該實體之任何保留權益按其公平值重新計量，而賬面值變動則於損益確認。公平值指初始賬面值並於其後入賬列作聯營公司、合營公司或金融資產之保留權益。此外，先前於其他綜合收益內確認與該實體有關之任何金額按本集團已直接出售有關資產或負債之方式入賬。這可能意味着先前在其他綜合收益內確認之金額重新分類至損益。

倘於聯營公司之擁有權減少，而重大影響力獲保留，則先前於其他綜合收益內確認之金額僅有一定比例部分重新分類至損益（如適用）。

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

#### (b) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interests in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

### 3. 主要會計政策概要 (續)

#### (b) 商譽

收購業務所產生之商譽按於收購業務當日確立之成本扣除累計減值虧損(如有)列賬。

商譽按轉讓代價被收購人之任何非控股權益金額，及收購人先前持有之股本權益之公平值(如有)之總額，超出所收購可辨別資產扣除所承擔負債後於收購日期之金額之差額計量。倘經重新評估後，所收購可辨別資產扣除所承擔負債後於收購日期之金額超出轉讓代價被收購人之任何非控股權益金額，及收購人先前持有之股本權益之公平值(如有)之總額，則該差額即時在損益確認為議價收購收益。

就減值測試而言，商譽會分配至本集團各預期可受惠於合併之協同效益之現金產生單位(或多組現金產生單位)。

商譽所屬之現金產生單位會每年(或於有跡象顯示該單位可能出現減值時更頻密地)進行減值測試。倘現金產生單位之可收回金額低於其賬面值，則減值虧損會先分配以調減該單位任何商譽之賬面值，其後則按該單位內各項資產之賬面值之比例分配至該單位之其他資產。任何商譽之減值虧損會直接於損益確認。商譽之減值虧損不會於往後期間撥回。

出售相關現金產生單位而釐定出售盈虧時，會計入商譽所佔之金額。

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

#### (c) Investments in associates

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

The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter for the post-acquisition changes in the Group's share of net assets of the associates, less any impairment in the value of individual investment. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are provided only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

### 3. 主要會計政策概要 (續)

#### (c) 於聯營公司之投資

聯營公司為投資者對其擁有重大影響力之公司，且不屬於附屬公司，亦非於合營公司之權益。重大影響力指有權參與接受投資者之財務及營運政策決定，但非對該等政策擁有控制權或共同控制權。

聯營公司之業績及資產與負債利用會計權益法計入綜合財務報表。根據權益法，於聯營公司之投資最初以成本在綜合財務狀況報表內列賬，並經本集團攤佔聯營公司資產淨值之收購後變動而調整，減個別投資之減值虧損列賬。倘本集團攤佔聯營公司之虧損高出其所佔該聯營公司權益（包括任何實質上構成本集團於該聯營公司之淨投資一部分之任何長期權益），則本集團會終止確認其攤佔之其他虧損。本集團會就額外攤佔之虧損撥備，惟僅以本集團已產生法定或推定責任或代表該聯營公司付款為限。

本集團應佔之可辨別資產、負債及或然負債之公平淨值（評估後）超出收購成本。則有關差額將直接於損益確認。

香港會計準則第39號之規定應用於釐定是否需要就本集團於聯營公司之投資確認任何減值虧損。如有需要，投資（包括商譽）之全數賬面值會按香港會計準則第36條「資產減值」作為單一資產進行減值測試，比較其可收回金額（使用價值與公平值減出售成本兩者之較高者）與賬面值。任何已確認減值虧損會構成投資賬面值一部分。該減值虧損之任何回撥會根據香港會計準則第36號確認，該投資之可收回金額其後增加。



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

#### (c) Investments in associates (Cont'd)

Upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

### 3. 主要會計政策概要 (續)

#### (c) 於聯營公司之投資 (續)

於出售聯營公司(導致本集團失去該聯營公司之重大影響力)時,任何保留投資按該日之公平值計量,而該公平值被視為其於根據香港會計準則第39號於首次確認為金融資產時之公平值。於釐定出售聯營公司之盈虧時會計入保留權利應佔該聯營公司之前賬面值與其公平值之差額。此外,本集團計算之前於其他全面收益確認之所有金額入賬時,所按基準與該聯營公司直接出售相關資產或負債所需使用之基準相同。因此,倘該聯營公司於出售相關資產或負債時會將之前確認於其他全面收益之盈虧重新分類至損益,則本集團會於失去對該聯營公司之重大影響力時,將有關盈虧由股本權益重新分類至損益(作為重新分類調整)。

倘一集團實體與本集團之聯營公司進行交易,則按本集團所佔有關聯營公司權益為限而對銷損益。

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

#### (d) Jointly controlled entities

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, interests in jointly controlled entities are carried in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Group's share of the profit or loss and of changes in equity of the jointly controlled entities, less any identified impairment loss. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity (which includes any long-term interests that, in substance, form part of the Group's net investment in the jointly controlled entity), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

When a group entity transacts with a jointly controlled entity of the Group, unrealised profits or losses are eliminated to the extent of the Group's interest in the jointly controlled entity, except to the extent that unrealised losses provide evidence of an impairment of the asset transferred, in which case, the full amount of losses is recognised.

### 3. 主要會計政策概要 (續)

#### (d) 共同控制機構

共同控制機構指以合營安排另行成立之獨立機構，其合資方擁有對該機構之經濟活動共同控制權。

共同控制機構之業績及資產與負債利用會計權益法計入綜合財務報表。根據權益法，共同控制機構權益以成本在綜合財務狀況報表內列賬，並經本集團攤佔共同控制機構損益及股本權益變動之收購後變動而調整，減任何已識別減值虧損列賬。倘本集團攤佔共同控制機構之虧損相等於或高出其所佔該共同控制機構權益（包括任何實質上構成本集團於該共同控制機構之淨投資一部分之任何長期權益），則本集團會終止確認其攤佔之其他虧損。本集團會就額外攤佔之虧損撥備，並會確認負債，惟僅以本集團已產生法定或推定責任或代表該共同控制機構付款為限。

倘集團實體與本集團之共同控制機構進行交易，則會以本集團所佔有關共同控制機構權益為限而對銷未變現損益，惟倘未變現虧損證實已轉讓資產出現減值，則全數確認虧損。

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

#### (e) Impairment losses (other than goodwill, intangible assets with indefinite useful lives)

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

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

#### (f) Investment properties

Investment properties are properties held to earn rental income and/or for capital appreciation. On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss for the year in which they arise. However, if the fair values of investment properties under development are not reliably determinable but expect the fair values of the properties to be reliably determinable when development is completed, it shall measure that investment properties under development at cost, less any impairment loss, until either its fair value become reliably determinable or development is completed (whichever is earlier).

### 3. 主要會計政策概要 (續)

#### (e) 減值虧損 (商譽及無限使用年期之無形資產除外)

於報告期末，本集團會檢討其有形及無形資產之賬面值，以釐定該等資產有否出現任何減值虧損之情況。倘估計資產之可收回金額低於其賬面值，則該資產之賬面值會減至其可收回金額。減值虧損則即時確認為開支。

如減值虧損於其後撥回，資產之賬面值會提高至經修訂之估計可收回金額，惟所提高之賬面值不得高於在過往年度未有就資產確認減值虧損之情況下之賬面值。減值虧損之撥回會即時確認為收入。

#### (f) 投資物業

投資物業為持作賺取租金收入及／或資本增值用途之物業。於首次確認時，投資物業乃按成本（包括任何直接應佔之開支）計量。於首次確認後，投資物業利用公平值計量。投資物業公平值變動所產生之盈虧會於產生年度計入損益。然而，倘發展中投資物業之公平值無法可靠地釐定，但預期該等物業之公平值可於完成發展時可靠地釐定，則按成本減任何減值虧損計量發展中投資物業，直至其公平值能夠可靠地釐定或發展完成（以較早者為準）為止。



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

#### (f) Investment properties (Cont'd)

Leasehold land held for undetermined future use is regarded as held for capital appreciation purpose and classified as an investment property, and carried at fair value. Changes in fair value of the leasehold land are recognised directly in profit or loss for the year in which changes take place.

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

An investment property is transferred at fair value to properties and other fixed assets when the property begins to be occupied by the owner. Gain or loss arising from change in fair value of the investment property upon the transfer is included in profit or loss.

An owner-occupied property is transferred from properties and other fixed assets to investment property at fair value when it is evidenced by the end of owner-occupation. The difference between the carrying amount and fair value at the date of transfer is accounted for as a revaluation increase in accordance with HKAS 16, "Property, Plant and Equipment". On the subsequent sale or retirement of assets, the relevant revaluation reserve will be transferred directly to retained profits.

### 3. 主要會計政策概要 (續)

#### (f) 投資物業 (續)

持作未決定日後用途之租賃土地被視為持作資本增值用途而列作投資物業，並以公平值入賬。租賃土地公平值之變動於變動發生年度直接於損益確認。

投資物業於出售時或當該投資物業被永久終止使用及預期由出售時起再無日後經濟利益時取消確認。取消確認物業所產生之任何盈虧（按出售所得款項淨額與資產賬面值差額計算）於取消確認該物業年度內計入損益。

當投資物業開始由業主自用時，則該物業按公平值轉撥至物業及其他固定資產。於轉撥時投資物業公平值變動所產生之盈虧計入損益。

當業主自用之物業於終止由業主自用時以公平值由物業及其他固定資產轉撥至投資物業。於轉撥日賬面值與公平值之差異將根據香港會計準則第16號「物業、廠房及設備」以重估值增加入賬。其後在銷售或報廢資產時，有關重估儲備將直接轉撥至保留溢利。

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

#### (g) Properties and other fixed assets

Properties and other fixed assets including buildings and leasehold land classified as finance leases (other than properties under development) are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Depreciation is provided to write off the cost of properties and other fixed assets (other than properties under development) over their estimated useful lives and after taking into account their estimated residual values, using the straight line method, at the following rates per annum:

Type	Basis
Leasehold land	Over the remaining lives of the leases
Buildings	Over the shorter of the remaining unexpired period of the lease and 40 years
Furniture, fixtures and equipments	3 to 10 years
Yachts and motor vehicles	3 to 10 years

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

#### (h) Property interests held for future development

Property interests held for future development represents a right to develop properties on a piece of land upon payment of a final amount, and are carried at cost less any identified impairment loss.

### 3. 主要會計政策概要 (續)

#### (g) 物業及其他固定資產

物業及其他固定資產包括被分類為財務租約之樓宇及租賃土地(發展中物業除外)按成本減其後之累積折舊及累積減值虧損列賬。

資產分類為財務租約之折舊乃與自用資產之基準按其預計使用年期或有關租約年期計算(以較短期為準)。

物業及其他固定資產(發展中物業除外)之折舊乃按其估計可使用年期及估計剩餘價值以直線法計算,用以撇銷成本,年折舊率如下:

種類	基準
租賃土地	按租約年期
樓宇	按租約尚餘未屆滿年期與四十年之中較短者
傢俬、裝置及設備	三至十年
遊艇及車輛	三至十年

物業及其他固定資產於出售時或當繼續使用資產預期不會產生日後經濟利益時取消確認。取消確認資產所產生之任何盈虧(按出售所得款項淨額與資產賬面值之差額計算)於取消確認該項目年度內計入損益。

#### (h) 持作日後發展之物業權益

持作日後發展之物業權益指於支付最後款項後在土地上發展物業之權利,乃按成本扣除任何已識別減值虧損列賬。

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

#### (i) Stock of properties

Stock of properties, which are held for trading, is stated at the lower of cost and net realisable value. Cost and net realisable value are determined as follows:

##### *i. Completed properties held for sale*

The cost of completed properties held for sale is determined by apportionment of the total development costs, including borrowing costs capitalised, attributable to unsold units. Net realisable value is estimated by the management, based on prevailing market conditions, which represents the estimated selling price less estimated costs to be incurred in selling the property. Cost of completed properties held for sale comprises all costs of purchase, costs of conversion and costs incurred in bringing the inventories to their present location and condition.

A write-down for stock of completed properties is made of the net realisable value is lower than its carrying amount.

The amount of any write-down of or provision for properties held for sale is recognised as an expense in the period write-down or loss occurs. The amount of any reversal of any write-down or provision arising from an increase in net realisable value is recognised in profit or loss in the period in which the reversal occurs.

##### *ii. Properties under development held for sale*

The costs of properties under development held for sale includes identified costs including the acquisition cost of land, aggregate cost of development, borrowing costs capitalised, material and supplies, wages, other direct expenses and an appropriate proportion of overheads. Net realisable value is estimated by the management, taking into account the expected price that can ultimately be achieved, based on prevailing market conditions and the anticipated costs of completed and costs to be incurred in selling the property.

### 3. 主要會計政策概要 (續)

#### (i) 物業存貨

持作買賣用途之物業存貨按其成本值及可變現淨值兩者中較低者列賬。成本值及可變現淨值按以下方式釐定：

##### *i. 持作出售之落成物業*

持作出售之落成物業之成本值乃按未售出單位應佔發展成本總額（包括資本化之借貸成本）之比例釐定。可變現淨值乃由管理層根據當時市況估算，即估計銷售價減估計出售物業將產生之成本。持作出售之落成物業之成本值包括所有採購成本、加工成本及使存貨達致現時所在地點及現狀之成本。

倘落成物業存貨之可變現淨值低於其賬面值，則須作出減值。

持作出售物業之任何減值或撥備金額，於產生減值或虧損期間確認為開支。可變現淨值增加導致撥回任何減值或撥備之金額，於作出撥回期間於損益確認。

##### *ii. 持作出售之發展中物業*

持作出售之發展中物業之成本值包括已識別成本，當中包括土地收購成本、總發展成本、已資本化之借貸成本、材料及物料、工資、其他直接開支及合適比例之經常費用。可變現淨值乃由管理層根據當時市況及預計完成成本及出售物業將產生之成本估算，並已計及預期最終達致之價格。



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

#### (i) Stock of properties (Cont'd)

##### ii. Properties under development held for sale (Cont'd)

A write-down for properties under development is made if the net realisable value is lower than expected as result of change in market condition and/or significant variation in the budgeted development cost.

The amount of any write-down of or provision for properties under development held for sale is recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down or provision arising from an increase in net realisable value is recognised in profit or loss in the period in which the reversal occurs.

#### (j) Inventories for cosmetic products

Inventories comprise finished goods and raw materials which are stated at the lower of cost and net realisable value.

Cost represents the invoiced cost of inventories. Costs are assigned to individual items on the weighted-average basis. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

#### (k) Intangible assets

##### Trading rights, exchange rights and trademark

Trading rights, gold and silver exchange rights and trademark are stated at cost less accumulated amortisation and less any identified impairment loss. The amortisation period adopted for intangible assets is 5 years.

### 3. 主要會計政策概要 (續)

#### (i) 物業存貨 (續)

##### ii. 持作出售之發展中物業 (續)

倘發展中物業之可變現淨值，若因市況有變及／或預期發展成本有重大變動而少於預期，則須作出減值。

持作出售之發展中物業之任何減值或撥備金額，於產生減值或虧損期間確認為支出。可變現淨值增加導致撥回任何減值或撥備之金額，於作出撥回期間於損益確認。

#### (j) 化妝品存貨

存貨包括製成品及原材料，按成本與可變現淨值兩者中之較低者列賬。

成本以存貨之發票成本計算。成本乃按個別項目以加權平均法計算。可變現淨值乃指在日常業務過程中之估計銷售價再減去適用可變銷售開支。

#### (k) 無形資產

##### 買賣權、貿易權及商標

買賣權、金銀貿易權及商標乃按成本減累積攤銷及任何已識別減值虧損列賬。無形資產之攤銷期為五年。

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

#### (I) Financial instruments

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

#### **Financial assets**

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

#### *Effective interest method*

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

### 3. 主要會計政策概要 (續)

#### (I) 金融工具

當一集團實體成為金融工具合約條文之一方，則確認金融資產及金融負債。金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債（通過損益以反映公平值之金融資產及金融負債除外）直接應佔之交易成本乃於首次確認時加入金融資產或金融負債之公平值，或從金融資產或金融負債之公平值扣除（如適用）。收購通過損益以反映公平值之金融資產或金融負債直接應佔之交易成本即時於損益確認。

#### **金融資產**

本集團之金融資產分類為以下三個類別其中之一，包括通過損益以反映公平值之金融資產、貸款及應收款項及待售金融資產。所有正常購買或銷售之金融資產，按交易日之基準確認及取消確認。正常購買或銷售金融資產是指按照市場規定或慣例須在一段期限內進行資產交付之金融資產買賣。就該類別金融資產採納之會計政策載列如下。

#### *實際利率法*

實際利率法為一種計算金融資產攤銷成本與於有關期間內分配利息收入之方法。實際利率為於首次確認時將金融資產預計年期或（如適用）更短期間內將估計未來現金收入（包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓）準確貼現至賬面淨值之利率。

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

#### (I) Financial instruments (Cont'd)

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

##### *Effective interest method* (Cont'd)

Interest income is recognised on an effective interest basis for debt instruments other than financial assets designated as at fair value through profit or loss.

##### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss have two subcategories, including financial assets held-for-trading and those designated at fair value through profit or loss on initial recognition.

A financial asset is classified as held-for-trading if:

- (i) it has been acquired principally for the purpose of selling in the near future;
- (ii) it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- (iii) it is a derivative that is not designated and effective as a hedging instrument.

### 3. 主要會計政策概要 (續)

#### (I) 金融工具 (續)

##### **金融資產** (續)

##### *實際利率法* (續)

除分類為通過損益以反映公平值之金融資產之利息收入外，債務工具之利息收入按實際利率計算確認。

##### *通過損益以反映公平值之金融資產*

通過損益以反映公平值之金融資產有兩類，包括持作買賣之金融資產及於首次確認時被指定為通過損益以反映公平值之金融資產。

倘出現下列情況，金融資產乃歸類為持作買賣用途：

- (i) 金融資產主要用作於近期內銷售用途而購入；
- (ii) 金融資產為本集團共同管理之金融工具確定組合之一部分及其具最近的短期盈利實際模式；或
- (iii) 金融資產為一個衍生產品及其非被指派及用作對沖工具。



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

#### (I) Financial instruments (Cont'd)

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

##### *Financial assets at fair value through profit or loss*

Financial assets are classified at fair value through profit or loss when the financial asset is either held for trading or it designated by management as such at inception. A financial asset other than a financial asset held-for-trading may be designated as at fair value through profit or loss upon initial recognition if:

- (i) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- (ii) the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- (iii) it forms part of a contract containing one or more embedded derivatives, and HKAS 39 *Financial Instruments: Recognition and Measurement* permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

At each end of the reporting period subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in profit or loss in the year in which they arise. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets.

### 3. 主要會計政策概要 (續)

#### (I) 金融工具 (續)

##### **金融資產** (續)

##### *通過損益以反映公平值之金融資產*

分類為通過損益以反映公平值之金融資產乃於出售而購入之金融資產，或由管理層於初始時指派為該類別。倘出現下列情況，持作買賣金融資產以外之金融資產可於首次確認時指定為通過損益以反映公平值：

- (i) 有關指派對銷或大幅減低計量或確認可能出現不一致之情況；
- (ii) 金融資產組成一組金融資產或金融負債內各部分或兩者，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或
- (iii) 金融資產組成包含一種或以上內含衍生工具之合約其中部分，而香港會計準則第39號，「金融工具：確認及計量」允許將整份合併合約（資產或負債）指定為通過損益以反映公平值。

於首次確認後各報告期末，通過損益以反映公平值之金融資產乃按公平值計量，而公平值之變動直接在產生年度之損益確認。於損益確認之淨盈虧包括金融資產之任何股息或賺取之利息。

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

#### (I) Financial instruments (Cont'd)

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

###### *Loans and receivables*

Loans and receivables (including advances to associates, advances to investee companies, loans receivable, advances to non-controlling shareholders, pledged deposits, debtors and deposits, securities trading receivables and deposits, time deposits, bank balances and cash and sales proceeds held by stakeholders) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are measured at amortised cost using the effective interest method, less any identified impairment losses.

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

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories under HKAS 39. In addition to equity investments, the Group has also designated certain debt investments as available-for-sale financial assets.

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated under the securities investments reserve, until the financial asset is disposed of or determined to be impaired, at which time, the cumulative gain or loss previously accumulated in the securities investments reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

However, interest calculated using the effective interest method is recognised in profit or loss.

### 3. 主要會計政策概要 (續)

#### (I) 金融工具 (續)

##### *金融資產 (續)*

###### *貸款及應收款項*

貸款及應收款項 (包括墊付聯營公司款項、墊付接受投資公司款項、應收貸款、墊付多名非控股股東款項、抵押存款、應收賬項及按金、應收證券交易款項及存款、定期存款、銀行結餘及現金及保管人所持銷售所得款項) 為於交投活躍之市場內並無報價而附帶固定或可議定付款之非衍生金融資產。貸款及應收款項使用實際利率法按攤銷成本減任何已識別減值虧損計量。

###### *待售金融資產*

待售金融資產為非衍生項目，無論是被指派或並無分類為根據香港會計準則第39號之任何其他類別 (闡述如上)。除股本投資外，本集團亦將若干債務投資指派為待售金融資產。

於各報告期末，待售金融資產按公平值計量。公平值之變動於其他全面收益中確認，並於證券投資儲備中累計，直至該項金融資產被出售或釐定為已減值為止，屆時，以往於證券投資儲備之累計盈虧重新分類至損益 (見下文有關金融資產減值虧損之會計政策)。

然而，利用實際利率法計算之利息會於損益確認。

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

#### (I) Financial instruments (Cont'd)

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

##### *Available-for-sale financial assets (Cont'd)*

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

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of the reporting period (see the accounting policy in respect of impairment loss on financial assets below).

##### *Impairment of financial assets*

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

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

### 3. 主要會計政策概要 (續)

#### (I) 金融工具 (續)

##### *金融資產 (續)*

##### *待售金融資產 (續)*

至於確認匯兌收益及虧損，貨幣性待售金融資產被視為以外幣按攤銷成本列賬。因此，就有關金融資產而言，賬面值變動所引致之匯兌差額會於損益確認。

於交投活躍之市場內並無報價而公平值未能可靠計量之待售股本投資，於各報告期末按成本值減任何已識別減值虧損計算。(見下文有關金融資產減值虧損之會計政策)。

##### *金融資產減值*

金融資產(通過損益以反映公平值者除外)，於報告期末評估有否出現減值跡象。當於首次確認金融資產後發生一項或多項事件，導致有客觀證據顯示金融資產之估計未來現金流量已受到影響時，則金融資產已經減值。

倘待售股本投資之公平值大幅或長期減至低於其成本，則被視為有客觀證據顯示出現減值。



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

#### (I) Financial instruments (Cont'd)

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

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

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

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

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

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

### 3. 主要會計政策概要 (續)

#### (I) 金融工具 (續)

##### **金融資產** (續)

##### *金融資產減值* (續)

就所有其他金融資產而言，減值客觀證據可包括：

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

就應收貿易款項等若干類別之金融資產而言，被評為不會個別減值之資產會彙集評估減值。一組應收款項之減值客觀證據可包括本集團過往之收款經驗、組合內還款時間超過平均信貸期之延遲還款數目增加，以及與無力支付應收款項有關之國家或地方之經濟環境之明顯轉變。

就按攤銷成本列賬之金融資產而言，確認之減值虧損金額以資產之賬面值與按金融資產原實際利率貼現其估計未來現金流量之現值兩者之差額計算。

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

#### (I) Financial instruments (Cont'd)

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

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

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

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

When available-for-sale financial assets are determined to be impaired, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

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

### 3. 主要會計政策概要 (續)

#### (I) 金融工具 (續)

##### *金融資產 (續)*

##### *金融資產減值 (續)*

就按成本列賬之金融資產而言，減值虧損金額按資產之賬面值與按類似金融資產之現行市場回報率貼現其估計未來現金流量之現值兩者之差額計算。有關減值虧損將不會於往後期間撥回。

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

當待售金融資產釐定為已減值，屆時，以往於其他全面收益確認之累計盈虧會重新分類至損益。

就按攤銷成本計量之金融資產而言，倘減值虧損之金額於確認後之期間有所減少，而有關減少可以客觀地與確認減值虧損後發生之事件有關，之前已確認之減值虧損可透過損益予以撥回，但於撥回減值虧損日期資產之賬面值不得超過該項資產原未確認減值時之攤銷成本。

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

#### (I) Financial instruments (Cont'd)

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

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

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

##### **Financial liabilities and equity**

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

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

### 3. 主要會計政策概要 (續)

#### (I) 金融工具 (續)

##### **金融資產** (續)

##### *金融資產減值* (續)

以往於損益確認之待售股本投資之減值虧損將不會於往後期間於損益撥回。於確認減值虧損後之公平值增加於其他全面收益確認並於證券投資儲備中累計。就待售債務投資而言，倘該項投資之公平值增加可客觀地與確認減值虧損後之事件有關，則減值虧損其後於損益撥回。

##### **金融負債及股本權益**

集團實體發行之債務及股本工具乃根據合約安排之內容及金融負債與股本工具之定義分類為金融負債或股本權益。

股本工具為可證明於本集團資產經扣除其所有負債後之剩餘權益之任何合約。本集團之金融負債分類為通過損益以反映公平值之金融負債及其他金融負債。就金融負債及股本工具而採納之會計政策載列如下。



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

#### (I) Financial instruments (Cont'd)

##### *Financial liabilities and equity (Cont'd)*

###### *Effective interest method*

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

Interest expense is recognised on an effective interest basis other than financial liabilities classified as at fair value through profit or loss.

###### *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss has two subcategories, including financial liabilities held-for-trading and those designated at fair value through profit or loss on initial recognition. Financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

A financial liability is classified as held-for-trading if:

- (i) it has been acquired principally for the purpose of repurchasing in the near term;
- (ii) on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- (iii) it is a derivative that is not designated and effective as a hedging instrument.

### 3. 主要會計政策概要 (續)

#### (I) 金融工具 (續)

##### *金融負債及股本權益 (續)*

###### *實際利率法*

實際利率法為一種計算金融負債攤銷成本與於有關期間內分配利息開支之方法。實際利率為於首次確認時將金融負債預計年期或(如適用)更短期間內將估計未來現金支出(包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓)準確貼現至賬面淨值之利率。

除分類為通過損益以反映公平值之金融負債之利息開支外，利息開支按實際利率計算確認。

###### *通過損益以反映公平值之金融負債*

通過損益以反映公平值之金融負債有兩類，包括持作買賣之金融負債及於首次確認時被指定為通過損益以反映公平值之金融負債。通過損益以反映公平值之金融負債乃按公平值計量，而公平值之變動在產生之期間內直接在損益確認。

倘出現下列情況，金融負債乃歸類為持作買賣用途：

- (i) 金融負債主要用作於近期內購回用途而產生；
- (ii) 金融負債於首次確認為本集團共同管理之金融工具確定組合之一部分及其具近期的短期盈利實際模式；或
- (iii) 金融負債為一個衍生產品及非指定及用作對沖工具。

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

#### (I) Financial instruments (Cont'd)

##### **Financial liabilities and equity** (Cont'd)

##### *Financial liabilities at fair value through profit or loss* (Cont'd)

A financial liability other than a financial liability held-for-trading may be designated as at fair value through profit or loss upon initial recognition if:

- (i) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- (ii) the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- (iii) it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

Financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in profit or loss in the year in which they arise. The net gain or loss recognised in profit or loss includes any interest paid on the financial liability.

##### *Other financial liabilities*

Other financial liabilities (including creditors and accruals, securities trading and margin payable, deposits received, bank and other borrowings, amounts due to associates and amount due to a non-controlling shareholder) are subsequently measured at amortised cost, using the effective interest method.

### 3. 主要會計政策概要 (續)

#### (I) 金融工具 (續)

##### **金融負債及股本權益** (續)

##### *通過損益以反映公平值之金融負債* (續)

倘出現下列情況，持作買賣金融負債以外之金融負債可於首次確認時指定為通過損益以反映公平值：

- (i) 有關指派對銷或大幅減低計量或確認可能出現不一致之情況；
- (ii) 金融負債組成一組金融資產或金融負債內各部分或兩者，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或
- (iii) 金融負債組成包含一種或以上內含衍生工具之合約其中部分，而香港會計準則第39號，允許將整份合併合約（資產或負債）指定為通過損益以反映公平值。

通過損益以反映公平值之金融負債乃按公平值計量，而公平值之變動在產生之年度內直接在損益確認。於損益確認之淨盈虧包括就金融負債支付之任何利息。

##### *其他金融負債*

其他金融負債（包括應付賬款及應計款項、應付證券交易賬項及保證金、已收按金、銀行及其他借貸、欠負聯營公司款項及欠負一名非控股股東款項）其後乃採用實際利率法按攤銷成本計算。

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

#### (I) Financial instruments (Cont'd)

##### **Financial liabilities and equity** (Cont'd)

###### *Equity instruments*

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

##### **Financial guarantee contracts**

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 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".

### 3. 主要會計政策概要 (續)

#### (I) 金融工具 (續)

##### **金融負債及股本權益** (續)

###### *股本工具*

本公司發行之股本工具按已收所得款項扣除直接發行成本入賬。

本公司回購本身股本工具將直接於股本權益內確認及扣除。本集團不會於損益確認購買、出售、發行或註銷本公司本身股本工具之盈虧。

##### **財務擔保合約**

財務擔保合約為因指定債務人未能按債務工具之原有或經修改條款如期付款時，發行人需支付指定金額予持有人以補償其所遭受損失之合約。由本集團發行及並非被指定為通過損益以反映公平值之財務擔保合約首次以其公平值減發行財務擔保合約之直接應佔交易成本確認。於首次確認後，本集團以(i)根據香港會計準則第37號「撥備、或然負債及或然資產」釐定之金額；及(ii)首次確認之金額減(如適用)根據香港會計準則第18號「收入」確認之累計攤銷(兩者中以較高者為準)計算財務擔保合約。



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

#### (l) Financial instruments (Cont'd)

##### **Derecognition**

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

For financial liabilities, they are removed from the consolidated statement of financial position when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in profit or loss.

#### (m) Revenue recognition

Revenue from properties developed for sale is recognised upon completion of sales agreement and by reference to the timing of the execution of deed of legal assignment or delivery of property to the purchaser, whichever is earlier.

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

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

Sale of securities investments are recognised on a trade date basis.

### 3. 主要會計政策概要 (續)

#### (l) 金融工具 (續)

##### **取消確認**

若從資產收取現金流量之權利已到期，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部分風險及回報轉移，則金融資產將被取消確認。於取消確認金融資產時，資產賬面值與已收及應收代價及已直接於股本權益確認之累計盈虧之總和之差額，於損益確認。

倘於有關合約之特定責任獲解除、取消或到期，金融負債會於綜合財務狀況報表中移除。取消確認之金融負債賬面值與已付及應付代價之差額乃於損益確認。

#### (m) 收入確認

已發展物業銷售之收入按銷售協議完成時並參考執行法律轉讓契約或交樓予買家之時間性確認（以較早為準）。

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

租金收入包括就營業租約物業預先開出發票之租金，乃就有關租約年期按直線法於損益確認。

出售證券投資按買賣日期基準確認。

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

#### (m) Revenue recognition (Cont'd)

Brokerage income on dealings in securities and futures contracts and the profit and loss on trade in securities and futures contracts are recognised on the transaction dates when the relevant contract notes are executed.

Management fee income is recognised in accordance with terms of respective agreements over the relevant period in which the services are rendered.

Dividend income from investments is recognised when the Group's right to receive payment have been established.

Revenue from sales of cosmetic product is recognised when goods are delivered and titles have been passed.

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

#### (n) Taxation

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

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

### 3. 主要會計政策概要 (續)

#### (m) 收入確認 (續)

買賣證券及期貨合約之經紀收入以及買賣證券及期貨合約之溢利及虧損於執行有關買賣單據之交易日確認。

管理費收入乃就提供服務期間按有關協議之條款確認。

投資之股息收入乃於本集團收取款項之權利確立時確認。

化妝品銷售所得收入於交付貨品及轉移所有權時確認入賬。

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

#### (n) 稅項

所得稅開支指當期應付稅項及遞延稅項之總和。

當期應付稅項按年度應課稅溢利計算。應課稅溢利與損益所報溢利不同，此乃由於其不包括在其他年度應課稅或可扣減之收入或開支項目，亦不包括永不課稅或扣減之項目。本集團之當期稅項負債於報告期末以已頒布或實質頒布之稅率計算。

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

#### (n) Taxation (Cont'd)

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

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

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

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

### 3. 主要會計政策概要 (續)

#### (n) 稅項 (續)

遞延稅項按財務報表內資產及負債賬面值與用於計算應課稅溢利之相關稅基兩者之差異確認。遞延稅項負債通常會就所有應課稅暫時差異確認，而遞延稅項資產則限於較可能於日後取得應課稅溢利，並可用以抵銷可扣減暫時差異時確認。若暫時差異因商譽或因於一項既不影響應課稅溢利亦不影響會計溢利之交易（業務合併除外）中首次確認其他資產及負債而引致，則不會確認該等遞延稅項資產及負債。

本集團會就於附屬公司及聯營公司之投資以及合營公司權益所產生之應課稅暫時差異確認遞延稅項負債，惟本集團有能力控制暫時差異之撥回及暫時差異不大可能於可見將來撥回則另作別論。

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

遞延稅項乃按預期於負債償還或資產變現期間所預期之適用稅率計算。當期稅項及遞延稅項會於損益確認，惟有關項目於其他全面收益或直接於股本權益之中確認，其當期稅項及遞延稅項亦會於其他全面收益或直接於股本權益中確認。若本期稅項或遞延稅項乃因首次就業務合併入賬而產生，其稅務影響會納入業務合併之會計處理中。



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

#### (n) Taxation (Cont'd)

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

#### (o) Leasing

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

##### *The Group as lessor*

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

##### *The Group as lessee*

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

### 3. 主要會計政策概要 (續)

#### (n) 稅項 (續)

如所得稅是由同一稅務當局徵收，而實體打算支付其當期稅項資產及稅項負債之淨額，有關遞延稅項資產及負債可以互相抵銷。

#### (o) 租賃

凡租約條款規定將租賃資產擁有權之絕大部分風險及回報轉移至承租人之租約均列為財務租約。所有其他租約分類為營業租約。

##### *本集團為出租人*

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

##### *本集團為承租人*

根據營業租約應付之租金會以直線法按有關租約年期在損益扣除。作為訂立營業租約獎勵之已收及應收利益以直線法按有關租約年期確認為租金開支扣減。

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

#### (p) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the exchange rates prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at 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, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income in the consolidated financial statements and will be reclassified from equity to profit or loss on disposal of the foreign operation. 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 directly in other comprehensive income, in which cases, the exchange differences are recognised directly in other comprehensive income.

### 3. 主要會計政策概要 (續)

#### (p) 外幣

在編製個別集團實體之財務報表時，以實體功能貨幣以外之貨幣（外幣）進行之交易按交易日通用之匯率以有關功能貨幣（即該實體經營之主要經濟環境之貨幣）記錄。於報告期末，以外幣列值之貨幣項目以報告期末通用之匯率重新換算。以外幣列值並按公平值列賬之非貨幣項目以釐定公平值當日通用之匯率重新換算。以外幣列值並以歷史成本計量之非貨幣項目不會重新換算。

結算貨幣項目及換算貨幣項目時產生之匯兌差額於產生之期間在損益確認，惟因貨幣項目而產生並構成本公司之海外業務淨投資一部分之匯兌差額則於綜合財務報表中其他全面收益內確認，並在出售海外業務時，從股本權益重新分類至損益。重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入期間之損益，惟重新換算盈虧直接於其他全面收益確認之非貨幣項目產生之差額除外，在此情況下，匯兌差額亦會直接於其他全面收益中確認。

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

#### (p) Foreign currencies (Cont'd)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into presentation currency of the Group (i.e. HK\$) using the current rate prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that year, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the translation reserve. Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are reattributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

### 3. 主要會計政策概要 (續)

#### (p) 外幣 (續)

為呈列綜合財務報表，本集團境外業務之資產及負債均以報告期末之通用匯率換算為本集團之呈列貨幣（即港元）。收入及開支項目則以期間平均匯率予以換算。惟倘匯率於年度內波動很大，在此情況下則以交易日通用之匯率換算。所產生之匯兌差額（如有）確認為一個股本權益之獨立部分（匯兌儲備）。該匯兌差額於該境外業務被出售期間於損益確認。

於出售境外業務（即出售本集團於該境外業務之全部權益，或涉及失去包含境外業務之附屬公司之控制權之出售、涉及失去包含境外業務之共同控制實體之共同控制權之出售，或涉及失去對包含境外業務之聯營公司之重大影響之出售）時，就本公司擁有人應佔之業務於權益累計之所有匯兌差額重新列入損益。此外，倘部分出售並未導致本集團失去對擁有境外業務之附屬公司之控制，則按比例將累積外匯差額重新歸類為非控股權益，而並不於損益內確認。對於所有其他部分出售（即部分出售聯營公司或共同控制實體，而並無造成本集團失去重大影響力或共同控制權），按此比例將累積外匯差額重新歸類至損益。



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

#### (q) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### (r) Retirement benefits costs

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

#### (s) Provisions

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

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

### 3. 主要會計政策概要 (續)

#### (q) 借貸成本

於購買、興建或製造必須長時間預備擬定用途或銷售之合資格資產之直接應佔借貸成本將資本化為該等資產之部分成本。當該等資產實質上達至擬定用途或可供銷售時，借貸成本便不再作資本化。

所有其他借貸成本已於產生期間時於損益確認。

#### (r) 退休福利成本

界定供款退休福利計劃之供款於僱員提供服務以有權取得供款時確認為開支。

#### (s) 撥備

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

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

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

#### (t) Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell. The investment properties classified as held for sale are measured at its fair value at the date of disposal.

#### (u) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
- (1) has control or joint control over the Group;
  - (2) has significant influence over the Group; or
  - (3) is a member of the key management personnel of the Group or the Group's parent.

### 3. 主要會計政策概要 (續)

#### (t) 持作出售之非流動資產

非流動資產及出售組群之賬面值倘若乃透過出售交易而非透過持續使用而收回，則會分類為持作銷售類別。此條件只會於很可能達成出售及該非流動資產（出售組群）可於現況下供即時出售時方告符合。管理必須承諾該出售將於重新分類一年內完成並確認。

分類為持作出售之非流動資產及出售組群乃按資產以往賬面值及公平值（以較低者為準）減出售成本計量。分類至持作出售之投資物業以出售日期之公平值入賬。

#### (u) 關連人士

- (i) 倘屬以下人士，即該人士或與該人士關係密切的家庭成員與本集團有關連：
- (1) 控制或共同控制本集團；
  - (2) 對本集團有重大影響力；或
  - (3) 為本集團或本集團母公司的主要管理人員。

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

#### (u) Related parties (Cont'd)

- (ii) An entity is related to the Group if any of the following conditions applies:
- (1) the entity and the Group are members of the same group (which means that each parent, subsidiary and follow subsidiary is related to the others).
  - (2) 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).
  - (3) both entities are joint ventures of the same third party.
  - (4) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (5) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (6) the entity is controlled or jointly controlled by a person identified in (i).
  - (7) a person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

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

### 3. 主要會計政策概要 (續)

#### (u) 關連人士 (續)

- (ii) 倘符合下列任何條件，即該實體與本集團有關連：
- (1) 該實體與本集團為同一集團之成員（即各母公司、附屬公司及同系附屬公司彼此間關連）。
  - (2) 某一實體為另一實體的聯營公司或合營公司（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營公司）。
  - (3) 兩間實體均為同一名第三方的合營公司。
  - (4) 一實體一名第三方實體之合營公司，而另一實體為該名第三方實體之聯營公司。
  - (5) 該實體為本集團或本集團相關實體之僱員離職後福利計劃。
  - (6) 該實體受(i)項所述人士控制或共同控制。
  - (7) 於(i)(1)項所述人士可對該實體有重大影響力或屬該實體（或該實體之母公司）之主要管理人員。

個別人士關係密切的家庭成員是指與該實體交易時預期可影響該個別人士或受該個別人士影響的家庭成員。



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

#### (v) Contingent liabilities and assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are not recognised but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

#### (w) Operating segments

Operating segments are reported in a manner consistent with the internal management reporting provided to the chief operating decision-makers. Segment assets consist primarily of properties and other fixed assets, financial assets and other assets. Segment liabilities comprise financial liabilities and other liabilities. The Group evaluates performance on the basis of profit or loss from operations after tax expense and non-controlling interests but not including the major non-cash items. The major non-cash items are fair value changes on investment properties together with their respective deferred tax expense. No intersegment revenue accounted for as the intersegment revenue is mainly the rental income for administrative purpose.

### 3. 主要會計政策概要 (續)

#### (v) 或然負債及資產

或然負債乃一項因過往事件產生之有可能承擔，而該等過往事件之存在僅可由一項或多項並非由本集團全權控制之日後不明朗事件之存在與否確定。其亦可為一項因不大可能需要耗用經濟資源或承擔之金額未能可靠地計算而未有確認之過往事件產生之現有承擔。或然負債未有予以確認，惟已於綜合財務報表附註中披露。倘耗用經濟資源之可能性出現變動致使有可能需耗用經濟資源，則或然負債將確認為撥備。

或然資產乃一項因過往事件產生之有可能資產，而該等過往事件之存在僅可由一項或多項並非由本集團全權控制之日後不明朗事件之存在與否確定。或然資產不會確認，但於可能出現經濟利益流入時於綜合財務報表附註中予以披露。當流入獲實質確定時將對資產確認。

#### (w) 營運分類

營運分類之呈報方式與提供予主要營運決策者之內部管理報告之方式一致。分類資產主要包括物業及其他固定資產、金融資產及其他資產。分類負債包括金融負債及其他負債。本集團以除去稅項開支及少數股東權益後之經營損益（但不包括主要非現金項目）為基準評估經營表現。主要非現金項目為投資物業之公平值變動連同其相關之遞延稅項開支。由於分類間之收入主要為就行政目的之租金收入，因此並無將分類間之營業額入賬。

#### 4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

##### **Critical judgments in applying accounting policies**

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

##### **Fair value and impairment of available-for-sale investments**

As described in Note 5, the management uses their judgment in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. The Group's unlisted equity instruments with carrying amount of approximately HK\$120,239,000 (2010: HK\$152,173,000) are valued using a discounted cash flow analysis based on assumptions supported, where possible, by observable market prices or rates. The estimation of fair value of these equity instruments also includes some assumptions not supported by observable market prices or rates.

#### 4. 重大會計判斷及估計不明確因素之主要來源

於採納本集團之會計政策（如附註3所述）時，管理層須對未能從其他方面確定之資產及負債之賬面值作出判斷、估計及假設。估計及相關假設乃以過往之經驗及其他被視為相關之因素而作出。實際結果可能與此等估計不盡相同。

有關估計及相關假設須不斷檢討。若會計估計之修訂只影響該修訂期，該修訂會於該修訂期間內確認；或如該修訂影響本期及未來期間，則於修訂期及未來期間確認。

##### **應用會計政策之關鍵判斷**

除與估計有關者外，以下為管理層於應用本集團之會計政策之過程中，已作出對綜合財務報表已確認之數額有重大影響之關鍵判斷。

##### **待售投資之公平值及減值**

誠如附註5所述，對於在活躍市場並無報價之金融工具，管理層利用判斷以選擇合適估值技術。應用之估值技術為市場人士所慣常使用。賬面值約為120,239,000港元（二零一零年：152,173,000港元）之本集團非上市股本工具乃依據（倘可能）可觀察之市場價格或利率所支持之假設，使用貼現現金流量分析進行估值。該等股本工具之公平值估計亦包括一些並非由可觀察之市場價格或利率所支持之假設。

#### 4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

##### Critical judgments in applying accounting policies (Cont'd)

###### *Impairment loss in respect of accounts receivable*

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

###### *Investment properties*

The Group's investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on method of valuation which involves certain estimates. In relying on the valuation reports, the management has exercised their judgment and is satisfied that the method of valuation is reflective of the current market conditions, as detailed in Note 21. Should there be changes in assumptions due to change in market conditions, the fair value of the investment properties will change in future.

#### 4. 重大會計判斷及估計不明確因素之主要來源(續)

##### 應用會計政策之關鍵判斷(續)

###### *有關應收款項之減值虧損*

本集團有關應收款項之減值虧損之政策基於對賬款之收回可能性及賬齡分析之評估及管理層之判斷衡量。於評估此等應收款項之最終收回情況時需要作出大量判斷，包括各客戶目前之信譽及過往付款紀錄。倘若本集團客戶之財政狀況轉差而削弱彼等之付款能力時，則需要作出額外撥備。

###### *投資物業*

本集團之投資物業是以獨立專業評估師評定之公平值入賬。評估師於決定公平值時乃根據包含若干估計之估值方法進行，管理層於信賴估值報告時已作出了判斷及認同該估值方法乃反映市場現況(詳列於附註21)。如市場狀況變化導致假設有任何變動，投資物業之公平值可能於未來變動。



#### 4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

##### Critical judgments in applying accounting policies (Cont'd)

###### **Income tax expense**

At 31st December, 2011, a deferred tax asset of approximately HK\$55,211,000 (2010: HK\$37,266,000) in relation to unused tax losses has been recognised in the consolidated statement of financial position. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in the consolidated statement of comprehensive income for the year in which such a reversal takes place.

###### **Impairment of goodwill and intangible assets**

The Group performs annual tests on whether there has been impairment of goodwill and intangible assets in accordance with the accounting policy stated in Note 3. The recoverable amounts of cash-generating units are determined based on value-in-use calculations. These calculations require the use of estimates and assumptions made by management on the future operation of the business, pre-tax discount rates, and other assumptions underlying the value-in-use calculations.

#### 4. 重大會計判斷及估計不明確因素之主要來源(續)

##### 應用會計政策之關鍵判斷(續)

###### **所得稅開支**

於二零一一年十二月三十一日，有關未使用稅務虧損之遞延稅項資產約55,211,000港元(二零一零年：37,266,000港元)已經於綜合財務狀況報表內確認。遞延稅項資產能否變現主要視乎日後是否具有足夠之未來溢利或應課稅暫時差異而定。倘若未來之實際溢利低於預期，則可能產生重大之遞延稅項資產撥回，有關撥回將於出現撥回之年度內在綜合全面收益報表確認。

###### **商譽及無形資產之減值**

本集團根據附註3所述之會計政策每年對商譽及無形資產進行減值測試。現金產生單位之可收回金額會根據使用價值計算法釐定。使用價值計算法需要管理層對未來作出業務營運、稅前貼現率及其他有關使用價值計算法之估計及假設。

## 5. FINANCIAL INSTRUMENTS

### (a) Categories of financial instruments:

<b>Financial assets</b>	<b>金融資產</b>
Available-for-sale investments	待售投資
Financial assets at fair value through profit or loss:	通過損益以反映公平值之金融資產：
– Investments held-for-trading	– 持作買賣之投資
– Designated as at fair value through profit or loss	– 指定為通過損益以反映公平值
Loans and receivables (including time deposits, bank balances and cash)	貸款及應收款項 (包括定期存款、銀行結餘及現金)
<b>Financial liabilities</b>	<b>金融負債</b>
Amortised cost	攤銷成本
Financial guarantee liabilities	財務擔保負債

### (b) Financial risk management objectives and policies

The Group's major financial instruments include equity investments, debt securities, bonds, advances to associates/investee companies/non-controlling shareholders, borrowings, debtors and deposits, time deposits and bank balances, creditors and accruals, and deposits received. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no change to the Group's risk exposure relating to financial instruments or the manner in which it manages and measures the risks.

## 5. 金融工具

### (a) 金融工具類別：

<b>2011</b>	2010
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>4,213,673</b>	434,783
<b>514,917</b>	2,422,066
<b>5,226,611</b>	5,185,429
<b>8,535,745</b>	13,427,519
<b>24,572,469</b>	20,254,581
<b>91</b>	290

### (b) 金融風險管理目標及政策

本集團之主要金融工具包括股本投資、債務證券、債券、墊付聯營公司／接受投資公司／多名非控股股東之款項、借貸、應收賬項及按金、定期存款及銀行結餘、應付賬項及應計款項及已收按金。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

本集團有關金融工具之風險或管理及計量該等風險之方式並無變動。

## 5. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies (Cont'd)

#### Market risk

##### (i) Foreign currency risk

The Group is mainly exposed to foreign exchange risk arising from future commercial transactions, and from recognised assets and liabilities. The functional currency of the Company and its major subsidiaries in Hong Kong is HK\$ in which most of the transactions are denominated. The functional currencies of those subsidiaries operating in PRC and in the United Kingdom are Renminbi ("RMB") and Pound Sterling ("GBP") respectively in which most of their transactions are denominated. The Group is mainly exposed to foreign exchange risk in respect of exchange fluctuations of HK\$ against RMB, GBP and EURO ("EUR"). The conversion of RMB into other currencies is subject to the rules and regulations of foreign exchange control promulgated by the government of PRC. The Group currently does not have a foreign currency hedging policy in respect of foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

## 5. 金融工具 (續)

### (b) 金融風險管理目標及政策 (續)

#### 市場風險

##### (i) 外幣風險

本集團主要面對由未來商業交易，已確認資產及負債。本公司及其香港主要附屬公司之功能貨幣為港元，當中大部分交易以港元結算。於中國及英國經營之附屬公司之功能貨幣分別為人民幣（「人民幣」）及英鎊（「英鎊」），當中大部分交易分別以人民幣及英鎊結算。本集團主要因港元兌人民幣、英鎊及歐元（「歐元」）匯率波動而承受外匯風險。換算人民幣為其他貨幣須遵守中國政府頒布之外匯管制之規則及規例進行。本集團現時並無任何外匯資產及負債之外幣對沖工具。本集團將密切監管其外幣風險，並於必要時考慮對沖重大外幣風險。



## 5. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies (Cont'd)

#### Market risk (Cont'd)

##### (i) Foreign currency risk (Cont'd)

The Group's exposure to foreign currency risk at the end of the reporting period is as follows:

Assets	資產
United States dollars ("USD")	美元 (「美元」)
RMB	人民幣
GBP	英鎊
EUR	歐元
Macau Pataca ("MOP")	澳門幣 (「澳門幣」)

  

Liabilities	負債
USD	美元
GBP	英鎊
EUR	歐元
MOP	澳門幣

#### Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in the HK\$ against the relevant foreign currencies. As HK\$ is pegged to USD and MOP, it is assumed that there would be no material currency risk exposure between USD/MOP and HK\$ and therefore USD and MOP are excluded from the analysis below.

## 5. 金融工具 (續)

### (b) 金融風險管理目標及政策 (續)

#### 市場風險 (續)

##### (i) 外幣風險 (續)

本集團之外幣風險於報告期末之賬面值如下：

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>9,513,711</b>	5,732,182
<b>213,602</b>	191,162
<b>43,591</b>	504,379
<b>42,093</b>	363,444
<b>1,954</b>	–

  

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>3,275,867</b>	436,270
<b>524,752</b>	–
<b>–</b>	231,840
<b>179</b>	–

#### 敏感度分析

下表詳列本集團對港元兌相關外幣之匯率上升及下跌5%之敏感度。由於港元與美元及澳門幣掛鈎，故假設美元／澳門幣對港元之間並無重大貨幣風險，美元及澳門幣亦不會載於下文之分析。

## 5. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies (Cont'd)

#### Market risk (Cont'd)

##### (i) Foreign currency risk (Cont'd)

#### Sensitivity analysis (Cont'd)

5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to/from foreign operations within the Group where the denomination of the loan is in a currency other than the currency of the lender or the borrower; but excluding exposure resulting from the translation of the financial statements of foreign operations into the Group's presentation currency.

A positive/negative number below indicates an increase/decrease in profit where the relevant currencies strengthen 5% against HK\$. For a 5% weakening of the relevant currencies against HK\$, there would be an equal and opposite impact on the profit.

Impact of	影響
RMB	人民幣
GBP	英鎊
EUR	歐元

There would be no material impact to the Group's other components of equity for the years ended 31st December, 2011 and 2010.

The net effect of the Group's sensitivity to foreign currency risk was attributable to the Group's monetary assets and liabilities with exposure to foreign currency risk at the end of the reporting period.

## 5. 金融工具 (續)

### (b) 金融風險管理目標及政策 (續)

#### 市場風險 (續)

##### (i) 外幣風險 (續)

#### 敏感度分析 (續)

於內部向主要管理人員報告外幣風險時會用5%作為敏感度比率，而有關比率為管理層對匯率可能合理出現之變動作出之評估。敏感度分析包括未償還之外幣計值貨幣項目，並於報告期末就5%之外幣匯率變動調整該項目。敏感度分析包括外部貸款及借予本集團旗下境外業務／由旗下境外業務借予本集團之貸款（其計值貨幣為貸款人或借款人貨幣以外之貨幣）；但並不包括來自換算於海外業務之財務報表至本集團之功能貨幣而產生的風險。

下文之正數／負數表示相關貨幣兌港元之匯率轉強5%時溢利增加／減少。倘相關貨幣兌港元之匯率轉弱5%，對溢利造成之影響可能同等及相反。

Profit or loss 損益	
2011 HK\$'000 千港元	2010 HK\$'000 千港元
10,680	9,558
(24,058)	25,219
2,105	6,580

對本集團截至二零一一年及二零一零年十二月三十一日止年度之股本權益其他成分無重大影響。

本集團外幣風險敏感度之淨影響，乃由於本集團於報告期末就承受外幣風險之貨幣資產及負債所產生。

## 5. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies (Cont'd)

#### **Market risk** (Cont'd)

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

The Group has interest-bearing assets and variable-rate borrowings including advances to associates, available-for-sale investments, loans receivable, bank balances and borrowings and is therefore exposed to cash flow interest rate risk. Details of these financial instruments are disclosed in respective notes. The Group currently does not have interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rates ("HIBOR"), prime rate ("Prime"), The London Interbank Offered Rates ("LIBOR"), People's Bank of China base rate or costs of funds of financial institutions.

#### Sensitivity analysis

The following demonstrates the sensitivity to a reasonable possible change in interest rates with all other variables held constant, of the Group's profit (loss) before tax (through the impact of floating rates in advances to associates, available-for-sale investments, loans receivable, bank balances and borrowings).

## 5. 金融工具 (續)

### (b) 金融風險管理目標及政策 (續)

#### 市場風險 (續)

##### (ii) 現金流量利率風險

本集團有計息資產及浮息借貸 (包括墊付聯營公司款項、待售投資、應收貸款、銀行結餘及借貸)，故本集團須承擔現金流量利率風險 (該等金融工具詳情於各附註披露)。本集團現時並無採用任何利率對沖政策。然而，管理層會監控利率風險，並於需要時考慮對沖重大利率風險。

本集團之現金流量利率風險主要集中於香港銀行同業拆息 (「香港銀行同業拆息」)、最優惠利率 (「最優惠利率」)、倫敦銀行同業拆息 (「倫敦銀行同業拆息」)、中國人民銀行貸款基準利率或金融機構之資金成本。

#### 敏感度分析

以下列示在全部其他變數維持不變之情況下，本集團除稅前溢利 (虧損) 之利率出現合理可能變動時之敏感度 (透過墊付聯營公司款項、待售投資、應收貸款、銀行結餘及借貸浮動利率之影響)。



## 5. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies (Cont'd)

#### Market risk (Cont'd)

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

#### Sensitivity analysis (Cont'd)

If the floating rates had been 50 basis points higher/lower, with all the other variables held constant, the Group's:

- profit before tax for the year ended 31st December, 2011 would decrease/increase by approximately HK\$83,604,000 (2010: loss before tax would increase/decrease by approximately HK\$45,472,000). This was mainly attributable to the Group's exposure to interest rates on its interest-bearing assets and variable-rate borrowings.
- no material impact to the other components of equity for the years ended 31st December, 2011 and 2010.

The Group's sensitivity to interest rates has increased during the current year mainly due to the increase in variable-rate borrowings.

## 5. 金融工具 (續)

### (b) 金融風險管理目標及政策 (續)

#### 市場風險 (續)

##### (ii) 現金流量利率風險 (續)

#### 敏感度分析 (續)

倘浮動利率上升/下降50個基點，在全部其他變數維持不變之情況下，則本集團：

- 截至二零一一年十二月三十一日止年度之除稅前溢利將減少/增加約83,604,000港元(二零一零年：除稅前虧損增加/減少約45,472,000港元)。此乃主要由於本集團所承受之有計息資產及浮息借貸之利率風險。
- 截至二零一一年及二零一零年十二月三十一日止年度之股本權益其他成分並無重大影響。

本集團於本年度對利率之敏感度上升，主要是因為浮息借貸增加所致。

## 5. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies (Cont'd)

#### Market risk (Cont'd)

##### (iii) Price risk

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

#### Sensitivity analysis

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

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

- profit before tax for the year ended 31st December, 2011 would increase/decrease by approximately HK\$287,076,000 (2010: loss before tax would decrease/increase by approximately HK\$380,375,000). This was mainly due to the changes in fair value of investments held-for-trading and financial assets designated as at fair value through profit or loss.
- other components of equity for the year ended 31st December, 2011 would increase/decrease by approximately HK\$15,240,000 (2010: HK\$20,743,000) as a result of the changes in fair value of available-for-sale investments.

## 5. 金融工具 (續)

### (b) 金融風險管理目標及政策 (續)

#### 市場風險 (續)

##### (iii) 價格風險

於各報告期末按公平值計量且由本集團分類為待售投資、持作買賣之投資及指定為通過損益以反映公平值之金融資產因而令本集團面臨價格風險。管理層以設立不同風險水平之投資組合控制有關風險。此外，本集團已委任特別小組監管價格風險，並於必要時考慮對沖風險。

#### 敏感度分析

以下敏感度分析乃根據報告期末之價格風險釐定。

倘價格上升/下降5%，則本集團：

- 截至二零一一年十二月三十一日止年度之除稅前溢利將增加/減少約287,076,000港元（二零一零年：除稅前虧損將減少/增加約380,375,000港元）。此乃主要由於持作買賣投資及指定為通過損益以反映公平值之金融資產之公平值變動。
- 截至二零一一年十二月三十一日止年度股本權益其他成分將增加/減少約15,240,000港元（二零一零年：20,743,000港元），此乃由於待售投資公平值變動。

## 5. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies (Cont'd)

#### **Credit risk**

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31st December, 2011 in relation to each class of recognised financial assets are: (a) the carrying amounts of those assets as stated in the consolidated statement of financial position; and (b) financial guarantee provided by the Group which is the amount of contingent liabilities in relation to financial guarantee issued by the Group. The Group's time deposits are deposited with banks of high credit quality in Hong Kong and overseas.

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

In an attempt to forestall adverse market movement, the Group also monitors potential exposures to each financial institution counterparty. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company ("Directors") consider that the Group's credit risk is significantly reduced.

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong.

## 5. 金融工具 (續)

### (b) 金融風險管理目標及政策 (續)

#### **信貸風險**

倘若結算對手無法履行彼等截至二零一一年十二月三十一日之債項，本集團承受有關各類已確認金融資產之最大信貸風險為：(a)綜合財務狀況報表所列金融資產之賬面值；及(b)本集團提供之財務擔保，其為與本集團發行財務擔保有關之或然負債之金額。本集團之定期存款存於香港及海外較高信貸質素之銀行為基準。

本集團與符合集團庫務政策所訂信貸評級良好之交易方進行交易，以盡量降低信貸風險。揀選交易方之兩項重要原則，是由有信譽之信貸評級機構發出可接受的信貸評級，以及對沒有評級之交易方進行財務評審。本集團會在整個交易期內密切監察交易方之信貸質素。此外，本集團會定期為與其交易之財務機構進行評審，以減低與各交易方相關規模及信貸強度有關之集中信貸之風險。

為不利之市場變動預先作準備，本集團亦監察每間金融機構交易方之潛在風險。此外，於報告期末，本集團檢討每宗個別貿易債項之可收回金額，確保就無法收回款項作出足夠之減值虧損。就此而言，本公司董事（「董事」）認為本集團之信貸風險已大幅降低。

本集團按地域集中承擔信貸風險之地區主要為香港。



## 5. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies (Cont'd)

#### *Liquidity risk*

The Group's certain investments held-for-trading and bonds were pledged to the Group's financial institutions to secure margin and securities facilities granted to the Group in respect of securities transactions. Under adverse market conditions, the Group may be called by the financial institutions upon at short notice to make deposit to repay the margin loans. If the required deposits are not made within the prescribed time, the Group's securities may be liquidated by the financial institutions without the Group's consent.

The Group manages liquidity risk by maintaining adequate bank deposits and cash, monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The liquidity risk is under continuous monitoring by management. Reports with maturity dates of bank borrowings and thus the liquidity requirement are provided to management for review periodically. Management will contact the bankers for renewals of bank borrowings whenever necessary.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

## 5. 金融工具 (續)

### (b) 金融風險管理目標及政策 (續)

#### *流動資金風險*

本集團若干持作買賣投資及債券已就本集團有關證券交易獲授之保證金及證券融資抵押予本集團之金融機構。倘出現不利市況，金融機構可能向本集團發出短期通知催繳存款，以償還保證金貸款。倘本集團未有於指定時限內繳付存款，則金融機構可在未經本集團同意而將其證券變現。

本集團通過維持充足銀行存款及現金、監管預測及實際現金流量以及配合金融資產及負債之到期時間表，藉此管理流動資金。

管理層持續監管流動資金風險。載有銀行借貸到期日及與有關之流動資金需求之報告定期向管理層發出供審閱。必要時，管理層將聯絡往來銀行將銀行借貸續期。

下表詳列本集團非衍生金融負債按協定還款條款之餘下合約到期情況。各表乃按本集團可被要求付款之最早日期根據金融負債之未貼現現金流量編製，當中包括利息及本金之現金流量。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

		Weighted average effective interest rate 加權平均 實際利率	At 31st December, 2011 於二零一一年十二月三十一日			Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元	Total carrying amount 賬面值 總額 HK\$'000 千港元
			Within 1 year	Within 2 to 5 years	Over 5 years		
			一年內	兩年至五年	五年以上		
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>						
Borrowings	借貸						
– Current	– 流動性質	1.02%	10,376,207	–	–	10,376,207	
– Non-current	– 非流動性質	2.65%	–	13,069,010	270,348	13,339,358	
Creditors and accruals	應付賬項及應計款項	–	765,027	–	–	765,027	
Securities trading and margin payable	應付證券交易賬項及保證金	–	10,996	–	–	10,996	
Amounts due to associates	欠負聯營公司款項	–	–	183,689	–	183,689	
Amount due to a non-controlling shareholder	欠負一名非控股股東款項	–	–	14,430	–	14,430	
Financial guarantees liabilities	財務擔保負債						
– Current	– 流動性質	–	350,600	–	–	350,600	
– Non-current	– 非流動性質	–	–	811,899	–	811,899	
<b>Total</b>	<b>總額</b>		<b>11,502,830</b>	<b>14,079,028</b>	<b>270,348</b>	<b>25,852,206</b>	
					<b>25,852,206</b>	<b>23,664,915</b>	

At 31st December, 2010  
於二零一零年十二月三十一日

		Weighted average effective interest rate 加權平均 實際利率	At 31st December, 2010 於二零一零年十二月三十一日			Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元	Total carrying amount 賬面值 總額 HK\$'000 千港元
			Within 1 year	Within 2 to 5 years	Over 5 years		
			一年內	兩年至五年	五年以上		
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>						
Borrowings	借貸						
– Current	– 流動性質	0.70%	3,925,086	–	–	3,925,086	
– Non-current	– 非流動性質	1.14%	–	15,259,313	–	15,259,313	
Creditors and accruals	應付賬項及應計款項	–	719,241	–	–	719,241	
Securities trading and margin payable	應付證券交易賬項及保證金	–	73,197	–	–	73,197	
Amounts due to associates	欠負聯營公司款項	2.25%	–	78,939	–	78,939	
Amount due to a non-controlling shareholder	欠負一名非控股股東款項	–	–	141,325	–	141,325	
Financial guarantees liabilities	財務擔保負債						
– Current	– 流動性質	–	350,600	–	–	350,600	
– Non-current	– 非流動性質	–	–	758,735	–	758,735	
<b>Total</b>	<b>總額</b>		<b>5,068,124</b>	<b>16,238,312</b>	<b>–</b>	<b>21,306,436</b>	
					<b>21,306,436</b>	<b>19,721,513</b>	

## 5. FINANCIAL INSTRUMENTS (Cont'd)

### (c) Fair value estimation

The fair value of financial assets and financial liabilities are determined as follows:

- the fair values of financial assets and financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices respectively;
- the fair values of derivative instruments are determined based on the quoted prices provided by the securities' broker; and
- the fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using the estimated future cash flows and the current market rate of return.

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

### (d) Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1: fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

## 5. 金融工具 (續)

### (c) 公平值估計

金融資產及金融負債之公平值按以下方式釐定：

- 具備標準條款及條件並於活躍流通市場買賣之金融資產及金融負債之公平值乃分別參考市場買入及賣出價計算；
- 衍生工具之公平值乃根據證券經紀人提供之報價計算；及
- 其他金融資產及金融負債之公平值乃根據公認定價模式，並按貼現現金流量分析，採用估計未來現金流量及現時市場回報率計算。

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

### (d) 於綜合財務狀況報表確認之公平值計量

下表為於首次確認後按公平值計量之金融工具之分析，並根據公平值之可觀察程度分為第一至三級：

- 第一級：公平值計量參考同等之資產或負債於活躍市場取得之報價（未經調整）；
- 第二級：公平值計量為直接（由價格）或間接（參考價格）從可觀察之資產或負債所得的數據（於第一級之報價除外）；及
- 第三級：公平值計量由輸入參數，包括非從市場觀察所得之資產或負債數據（非可觀察數據）之估值技術產生。



5. FINANCIAL INSTRUMENTS (Cont'd)

(d) Fair value measurements recognised in the consolidated statement of financial position (Cont'd)

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

		At 31st December, 2011 於二零一一年十二月三十一日			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at fair value through profit or loss	通過損益以反映公平值之金融資產				
– Investments held-for-trading	– 持作買賣投資	514,917	–	–	514,917
– Designated as at fair value through profit or loss	– 指定為通過損益以反映公平值	5,226,611	–	–	5,226,611
Available-for-sale investments	待售投資				
– Unlisted debt securities	– 非上市債務證券	184,564	–	–	184,564
– Unlisted equity securities (note)	– 非上市股本證券 (附註)	–	–	120,239	120,239
<b>Total</b>	<b>總額</b>	<b>5,926,092</b>	<b>–</b>	<b>120,239</b>	<b>6,046,331</b>

		At 31st December, 2010 於二零一零年十二月三十一日			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at fair value through profit or loss	通過損益以反映公平值之金融資產				
– Investments held-for-trading	– 持作買賣投資	2,422,066	–	–	2,422,066
– Designated as at fair value through profit or loss	– 指定為通過損益以反映公平值	5,185,429	–	–	5,185,429
Available-for-sale	待售投資				
– Listed debt securities	– 上市債務證券	38,976	–	–	38,976
– Unlisted debt securities	– 非上市債務證券	223,714	–	–	223,714
– Unlisted equity securities (note)	– 非上市股本證券 (附註)	–	–	152,173	152,173
<b>Total</b>	<b>總額</b>	<b>7,870,185</b>	<b>–</b>	<b>152,173</b>	<b>8,022,358</b>

5. 金融工具 (續)

(d) 於綜合財務狀況報表確認之公平值計量 (續)

下表顯示本集團以公平值分級制所劃分按公平值記錄之金融工具分析：

## 5. FINANCIAL INSTRUMENTS (Cont'd)

### (d) Fair value measurements recognised in the consolidated statement of financial position (Cont'd)

Note: The fair value of unlisted equity investments classified as available-for-sale investments are measured using a discounted cash flow model that includes some assumptions that are not supportable by observable market prices or rates (see Note 29 for details).

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

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of each reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

The movement during the year in the balances of Level 3 fair value measurements is as follows:

## 5. 金融工具 (續)

### (d) 於綜合財務狀況報表確認之公平值計量 (續)

附註：分類為待售投資之非上市股本證券投資之公平值乃以貼現現金流量模式計量，該模式包括若干並無可觀察市場價格或費率支持之假設（詳情見附註29）。

公平值分級制內第一級、第二級及第三級之間並無轉撥。

於活躍市場買賣之金融工具之公平值即各報告期末所報之市價。倘即時及定時透過交易所、交易商、經紀、業界組別、報價服務或監管機構獲得報價，且該等價格屬實際及定期按公平基準進行之市場交易，則市場可視為活躍。本集團所持金融資產所用之市場報價為目前之買入價。此等工具已計入第一級。

第三級公平值計量結餘於年內之變動如下：

		HK\$'000 千港元
Unlisted available-for-sale equity securities investment:	非上市待售股本證券投資：	
At 1st January, 2010	於二零一零年一月一日	200,186
Net unrealised losses recognised in other comprehensive income during the year	於年內其他全面收益確認之未變現虧損淨額	<u>(48,013)</u>
At 31st December, 2010	於二零一零年十二月三十一日	152,173
Net unrealised losses recognised in other comprehensive income during the year	於年內其他全面收益確認之未變現虧損淨額	<u>(31,934)</u>
<b>At 31st December, 2011</b>	<b>於二零一一年十二月三十一日</b>	<b><u>120,239</u></b>

## 5. FINANCIAL INSTRUMENTS (Cont'd)

### (d) Fair value measurements recognised in the consolidated statement of financial position (Cont'd)

All of the above gains and losses included in other comprehensive income for the current year relate to unquoted equity investments held at the end of the reporting period and are reported as changes of "securities investments reserve".

## 6. CAPITAL RISK MANAGEMENT

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

The Directors actively and regularly review and manage the Group's capital structure to maximise the returns to shareholders of the Company through the optimisation of the debt afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions. The Group's overall strategy remains unchanged from 2010.

## 5. 金融工具 (續)

### (d) 於綜合財務狀況報表確認之公平值計量 (續)

上述所有計入本年度其他全面收益之收益及虧損涉及於報告期末持有之無報價股本投資，並列報為「證券投資儲備」之變動。

## 6. 資本風險管理

本集團通過根據風險水平給予產品及服務相應定價，及確保按合理成本取得融資之方式管理資本，主要目標為保持本集團之實體持續經營之能力，以確保本集團能為本公司股東持續提供回報，並為其他權益相關者提供利益。

董事積極並定時檢討及管理本集團之資本架構，透過以完善資本狀況支持優化債務及於經濟條件發生變動時對資本架構作出調整，為本公司股東爭取最大之回報。本集團整體策略與二零一零年保持不變。



## 6. CAPITAL RISK MANAGEMENT (Cont'd)

During the year ended 31st December, 2011, the capital structure of the Group mainly consists of debts, which include borrowings from banks and other financial institutions, time deposits, bank balances and cash, and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits respectively. The Directors consider the cost of capital and the risks associated with each class of capital to monitor its capital structure on the basis of a gearing ratio. The Group has a target gearing ratio not higher than 50%, determined as the proportion of net debt to equity. This ratio is expressed by as a percentage of net borrowings over the total equity. Net borrowings are calculated as total borrowings (as shown in the consolidated statement of financial position) less cash and cash equivalents.

The gearing ratios as at 31st December, 2011 and 2010 were as follows:

## 6. 資本風險管理(續)

於截至二零一一年十二月三十一日止年度，本集團之資本架構主要由債務（包括銀行及其他金融機構之借貸）、定期存款、銀行結餘及現金以及本公司擁有人之應佔股本權益組成，分別包括已發行股本、儲備及保留溢利。董事考慮股本之成本及各類股本相關之風險，以按資本與負債比率監管其資本架構。本集團之資本與負債比率之目標不高於50%，按債務淨額與股本權益之比例釐定。該比率表述為借貸淨額與股本權益總額之百分比。借貸淨額乃按借貸總額（如綜合財務狀況報表所示）減現金及現金等值項目計算。

於二零一一年及二零一零年十二月三十一日之資本與負債比率如下：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Borrowings – due within one year (note i)	借貸—一年內到期(附註i)	10,006,667	3,727,552
Borrowings – due after one year (note i)	借貸—一年後到期(附註i)	12,684,015	14,982,958
Total debt (note i)	債務總額(附註i)	22,690,682	18,710,510
Cash and cash equivalents (note ii)	現金及現金等值項目(附註ii)	(5,973,498)	(10,876,388)
Net debt	債務淨額	16,717,184	7,834,122
Net debt	債務淨額	16,717,184	7,834,122
Listed equity securities investments and treasury products (note iii)	上市股本證券投資及財資產品(附註iii)	(5,741,528)	(7,607,495)
Net debt (net debt less listed equity securities investments and treasury products)	債務淨額 (債務淨額減上市股本證券投資及財資產品)	10,975,656	226,627
Total equity (note iv)	股本權益總額(附註iv)	36,368,007	34,210,851
Net debt to equity ratio (excluding listed equity securities investments and treasury products)	債務淨額與股本權益比率 (不包括上市股本證券投資及財資產品)	46.0%	22.9%
Net debt to equity ratio (including listed equity securities investments and treasury products)	債務淨額與股本權益比率 (包括上市股本證券投資及財資產品)	30.2%	0.7%

## 6. CAPITAL RISK MANAGEMENT (Cont'd)

Notes:

- (i) Borrowings are detailed in Note 39.
- (ii) Cash and cash equivalents comprise pledged deposits, time deposits, bank balances and cash at the end of the reporting period.
- (iii) Listed equity securities investments and treasury products are as detailed in Notes 34 and 35.
- (iv) Total equity includes share capital, reserves and non-controlling interests at the end of the reporting period.

The increase in net debt to equity ratio was mainly due to the increase of borrowings as a result of acquisitions of the companies holding an investment property in the United Kingdom together with a GBP loan; and cash utilised in acquisition of unlisted equity investment in Grandday Group Limited ("Grandday") and the non-controlling interest in Macau project during the year.

In relation to brokerage business, Fair Eagle Finance Credit Limited, Fair Eagle Futures Company Limited and Fair Eagle Securities Company Limited, three wholly-owned subsidiaries of the Company, are required to maintain financial resources in accordance with the specified amount requirements that apply to them under the Securities and Futures Ordinance imposed by Securities and Futures Commission. The requirements are internally reviewed on a daily basis and reports are required to submit to Securities and Futures Commission monthly. Full compliance is observed during the year.

Save as disclosed, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## 6. 資本風險管理 (續)

附註：

- (i) 借貸於附註39詳述。
- (ii) 於報告期末之現金及現金等值項目包括抵押存款、定期存款、銀行結餘及現金。
- (iii) 上市股本證券投資及財資產品於附註34及35詳述。
- (iv) 於報告期末之股本權益總額包括所有股本、儲備及非控股權益。

淨債務與股本權益的比率之所以上升，主要由於本年度收購持有位於英國投資物業及以英鎊計值借貸之多間公司；及以現金收購於朝隆集團有限公司（「朝隆」）之非上市股本投資及一澳門項目之非控股權益而引致借貸增加。

就經紀業務而言，本公司三家全資附屬公司天發金融有限公司、天發期貨有限公司及天發證券有限公司須按證券及期貨事務監察委員會所頒布適用於彼等之證券及期貨條例特定金額要求而保持財務資源。該要求每日經內部檢討並須每月向證券及期貨事務監察委員會遞交報告。於本年度已悉數遵守。

除上文披露者外，本公司或其任何附屬公司並不受外來股本之限制。

## 7. REVENUE

Revenue represents the aggregate amounts received and receivable from property rental income, sales of properties held-for-sale, gains/losses from sales of investments held-for-trading, interest income from loan financing, commission from brokerage, settlement charges from brokerage and cosmetic goods sold less returns, analysed as follows:

Property rental income	物業租金收入
Sales of properties held-for-sale	出售持作出售物業
Losses on sales of investments held-for-trading	出售持作買賣之投資虧損
Interest income from loan financing	貸款融資利息收入
Brokerage and cosmetic income	經紀服務及化妝品銷售收入

收入指已收及應收之物業租金收入、出售持作出售物業、出售持作買賣之投資收益／虧損、貸款融資利息收入、經紀佣金、經紀服務之交易費用以及扣除退貨後之化妝品銷售之合計金額，分析如下：

<b>2011</b>	2010
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>1,513,780</b>	1,126,260
<b>189,906</b>	1,658,697
<b>(1,227,648)</b>	(148,507)
<b>25,729</b>	4,508
<b>26,025</b>	30,054
<b>527,792</b>	2,671,012

## 8. OPERATING SEGMENTS

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

The Group has seven reportable segments – (i) property development and trading; (ii) property leasing for retail; (iii) property leasing for non-retail; (iv) listed available-for-sale equity investments; (v) listed investments held-for-trading and treasury products; (vi) floating rate and fixed rate notes; and (vii) unlisted investments, investment holding and brokerage. The segmentations are based on the information about the operation of the Group that management uses to make decisions.

## 8. 營運分類

本集團根據主要營運決策者用於作出策略決定時審閱之報告釐定營運分類。

本集團擁有七項可呈報分類—(i)物業發展及買賣、(ii)零售物業租賃、(iii)非零售物業租賃、(iv)待售之上市股本投資、(v)持作買賣之上市投資及財資產品、(vi)浮息及定息票據、及(vii)非上市投資、投資控股及經紀服務。上述分類方式乃基於管理層用以作出決策之本集團營運資料。



## 8. OPERATING SEGMENTS (Cont'd)

Principal activities are as follows:

Property development and trading	–	Property development and sales of trading properties
Property leasing		
– Retail	–	Property leasing from retail properties
– Non-retail	–	Property leasing from non-retail properties
Listed available-for-sale equity investments	–	Listed equity securities in available-for-sale investments
Listed investments held-for-trading and treasury products	–	Listed securities investments in investments held-for-trading, over-the-counter trading and structured products
Floating rate and fixed rate notes	–	Listed and unlisted floating rate notes and fixed rate notes in available-for-sale investments
Unlisted investments, investment holding and brokerage	–	Unlisted securities investments, trading and brokerage

The Group evaluates performance on the basis of profit or loss from operations after tax expense and non-controlling interests but not including the major non-cash items. The major non-cash items are fair value changes on investments properties together with their, if applicable, respective deferred tax. No intersegment revenue is accounted for as the intersegment revenue is mainly the rental income for administrative purpose.

## 8. 營運分類 (續)

主要業務活動如下:

物業發展及買賣	–	物業發展及買賣物業銷售
物業租賃		
– 零售	–	來自零售物業租賃
– 非零售	–	來自非零售物業租賃
待售之上市股本投資	–	於待售投資之上市股本證券投資
持作買賣之上市投資及財務產品	–	於持作買賣之上市證券投資、場外交易及結構性產品
浮息及定息票據	–	於待售投資之上市及非上市浮息及定息票據
非上市投資、投資控股及經紀服務	–	非上市證券投資、買賣及經紀服務

本集團以扣除稅項開支及非控股權益後之溢利或虧損(惟不包括主要非現金項目)為基準評估表現。主要非現金項目為投資物業之公平值變動連同其相關之遞延稅項(如適用)。由於分類間之收入主要為就行政目的之租金收入,因此並無將分類間之收入入賬。

## 8. OPERATING SEGMENTS (Cont'd)

The Group's measurement methods used to determine reported segment profit or loss remain unchanged from 2010.

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

Further, the business units are also managed to operate in different countries separately. Revenue and result are attributed to countries on the basis of the properties located.

No major customer is for the Group's revenue and result.

## 8. 營運分類 (續)

本集團用作釐定已呈報分類溢利或虧損之計量方式自二零一零年起維持不變。

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

此外，業務單元亦於不同國家受個別營運管理。各國應佔收入及業績乃按物業所在地為基準。

於本集團之收入及業績，並無主要客戶。

## 8. OPERATING SEGMENTS (Cont'd)

Operating segment information is presented below:

### Consolidated Statement of Comprehensive Income

For the year ended 31st December, 2011

	Property development and trading	Property leasing 物業租賃		Listed available-for-sale equity investments 待售之上市股本投資	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財資產品	Floating rate and fixed rate notes 浮息及定息票據	Unlisted investments, holding and brokerage 非上市投資、投資控股及經紀服務	All other segments	Consolidated
		Retail	Non-retail						
	物業發展及買賣	零售	非零售	HK\$'000	HK\$'000	HK\$'000	HK\$'000	其他分類	綜合
	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
<b>Major cash items excluding in revenue</b>	<b>收入以外之主要現金項目</b>								
- Hong Kong	-	-	-	-	4,677,292	11,590	-	-	4,688,882
- Other countries	-	-	-	-	6,936,215	-	-	-	6,936,215
	-	-	-	-	11,613,507	11,590	-	-	11,625,097
<b>Revenue</b>	<b>收入</b>								
Revenue from external customers	來自外部客戶之收入								
- Hong Kong	163,627	894,423	344,593	-	(1,071,617)	-	14,002	37,752	382,780
- Mainland China	26,279	42,973	39,941	-	-	-	-	-	109,193
- United Kingdom	-	5,274	186,576	-	168	-	-	-	192,018
- Other countries	-	-	-	-	(156,199)	-	-	-	(156,199)
	189,906	942,670	571,110	-	(1,227,648)	-	14,002	37,752	527,792
Revenue from external customers after non-controlling interests	來自扣除非控股權益後之外部客戶收入								
Attributable property sales from associates/investees	應佔聯營公司/接受投資公司								
- Hong Kong	3,231,229	-	-	-	-	-	-	-	3,231,229
Attributable rental revenue from associates	應佔聯營公司租金收入								
- Hong Kong	-	13,185	26,827	-	-	-	-	-	40,012
- Mainland China	-	80,804	80,075	-	-	-	-	-	160,879
	3,419,575	1,055,180	675,690	-	(1,227,648)	-	14,002	37,752	3,954,551
<b>Result</b>	<b>業績</b>								
Segment result	分類業績								
- Hong Kong	75,881	842,033	328,873	-	(1,199,910)	11,047	113,932	40,112	211,968
- Mainland China	(21,679)	37,211	34,061	-	-	-	4,420	-	54,013
- United Kingdom	-	5,255	185,891	-	168	-	-	-	191,314
- Other countries	-	-	-	-	(725,013)	-	-	-	(725,013)
	54,202	884,499	548,825	-	(1,924,755)	11,047	118,352	40,112	(267,718)

## 8. 營運分類 (續)

營運分類資料呈列如下：

### 綜合全面收益報表

截至二零一一年十二月三十一日止年度



## 8. OPERATING SEGMENTS (Cont'd)

## 8. 營運分類 (續)

### Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31st December, 2011

### 綜合全面收益報表 (續)

截至二零一一年十二月三十一日止年度

	Property development and trading	Property leasing 物業租賃		Listed available-for-sale equity investments 待售之上市股本投資	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財務產品	Floating rate and fixed rate notes 浮息及定息票據	Unlisted investments, holding and brokerage 非上市投資、投資控股及經紀服務	All other segments 所有其他分類	Consolidated 綜合	
		Retail 零售	Non-retail 非零售							
	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	
Share of results of associates	攤佔聯營公司業績									
- Attributable property sales, net	- 應佔物業銷售淨額									
- Hong Kong	- 香港	838,718	-	-	-	-	-	-	838,718	
- Attributable gross income	- 應佔收入總額									
- Hong Kong	- 香港	-	13,185	26,827	-	-	-	3,128	43,140	
- Mainland China	- 中國大陸	-	80,804	80,075	-	-	-	-	160,879	
- Attributable operating cost	- 應佔營運成本									
- Hong Kong	- 香港	-	(4,141)	(6,832)	-	-	-	-	(10,973)	
- Mainland China	- 中國大陸	-	(44,475)	(13,686)	-	-	-	-	(58,161)	
Non-controlling interests	非控股權益	(1,349)	(1,154)	(2,129)	-	(5,442)	-	-	(10,074)	
		891,571	928,718	633,080	-	(1,924,755)	5,605	118,352	43,240	695,811
Other income, net	其他收入淨額	10,514	-	-	-	-	-	-	10,514	
Gain (loss) on disposal of investment properties	出售投資物業之收益 (虧損)	-	2,397	(452)	-	-	-	-	1,945	
Finance costs	財務費用	-	(3,116)	(110,247)	-	(46,103)	-	-	(159,466)	
Share of results of associates	攤佔聯營公司業績									
- Income tax and others	- 所得稅及其他	(12,810)	(28,424)	(42,843)	-	-	-	(1,342)	(85,419)	
Other gains and losses, net	其他收益及虧損淨額									
- Gain on disposal of a subsidiary	- 出售一間附屬公司之收益	-	-	66,825	-	-	-	-	66,825	
- Others	- 其他	(2,312)	-	(3,000)	-	-	-	-	(5,312)	
Non-controlling interests	非控股權益	-	(708)	156	-	-	-	-	(552)	
		886,963	898,867	543,519	-	(1,970,858)	5,605	118,352	41,898	524,346
Unallocated items	未分攤項目									
Unallocated other gains and losses, net	未分攤之其他收益及虧損淨額								16,752	
Unallocated corporate expenses, net	未分攤之公司開支淨額								(57,752)	
Unallocated finance costs	未分攤之財務費用								(171,263)	
Income tax expense	所得稅開支								(92,510)	
Unallocated non-controlling interests	未分攤之非控股權益								(5,071)	
<b>Core profit (excluding major non-cash items)</b>	<b>核心溢利 (不包括主要非現金項目)</b>								<b>214,502</b>	
Major non-cash items	主要非現金項目									
- Fair value changes on investment properties (including share of results of associates and non-controlling interests)	- 投資物業之公平值變動 (包括攤佔聯營公司業績及非控股權益)								3,306,950	
- Deferred tax expense	- 遞延稅項開支								(23,636)	
<b>Profit for the year attributable to owners of the Company</b>	<b>本公司擁有人應佔本年度溢利</b>								<b>3,497,816</b>	

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Financial Position

At 31st December, 2011

綜合財務狀況報表

於二零一一年十二月三十一日

	Property development and trading	Property leasing 物業租賃		Listed available-for-sale equity investments 待售之上市股本投資	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財資產品	Floating rate and fixed rate notes 浮息及定息票據	Unlisted investments, holding and brokerage 非上市投資、投資控股及經紀服務	All other segments 其他分類	Consolidated
		Retail 零售	Non-retail 非零售						
	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
<b>Assets</b>									
Segment assets	分類資產								
- Hong Kong	- 香港	1,869,331	23,765,719	7,187,653	-	515,415	187,089	367,235	47,889
- Mainland China and Macau	- 中國大陸及澳門	13,330,190	1,375,467	191,504	-	-	-	-	4,432
- United Kingdom	- 英國	-	103,125	3,653,878	-	-	-	-	-
- Other countries	- 其他國家	-	-	-	-	5,426,082	-	-	-
Interests in associates	聯營公司權益								
- Hong Kong	- 香港	462,934	49,431	728,247	-	-	-	2,378	3,098
- Mainland China	- 中國大陸	123,664	81,542	242,450	-	-	-	-	-
Advances to associates	墊付聯營公司款項								
- Hong Kong	- 香港	6,340	-	11,390	-	-	-	-	1,427
- Mainland China	- 中國大陸	962,083	78,621	558,781	-	-	-	-	-
Reportable segment assets	可呈報分類資產	16,754,542	25,453,905	12,573,903	-	5,941,497	187,089	369,613	56,846
Unallocated corporate assets	未分攤之公司資產								174,202
Consolidated total assets	綜合資產總額								61,511,597
<b>Liabilities</b>									
Segment liabilities	分類負債								
- Hong Kong	- 香港	129,441	440,997	143,363	-	3,300,691	150	13,840	75,301
- Mainland China and Macau	- 中國大陸及澳門	831,517	18,984	15,594	-	-	-	-	1
- United Kingdom	- 英國	-	88,151	3,173,826	-	-	-	-	-
- Other countries	- 其他國家	-	2	-	-	116	-	-	-
Reportable segment liabilities	可呈報分類負債	960,958	548,134	3,332,783	-	3,300,807	150	13,840	75,302
Unallocated corporate liabilities	未分攤之公司負債								16,911,616
Consolidated total liabilities	綜合負債總額								25,143,590
<b>Additions to non-current assets (other than financial instruments and deferred tax assets)</b>	添置至非流動資產 (金融工具及遞延稅項資產除外)	1,680,285	110,804	3,423,835	-	-	-	-	1,505

## 8. OPERATING SEGMENTS (Cont'd)

### Other Material Items

For the year ended 31st December, 2011

## 8. 營運分類 (續)

### 其他重大項目

截至二零一一年十二月三十一日止年度

		Reportable segments total 可呈報 分類總額 HK\$'000 千港元	Adjustments for unallocated 未分攤 之調整 HK\$'000 千港元	Adjustments for major non-cash items 主要非現金 項目之調整 HK\$'000 千港元	Consolidated statement of comprehensive income total 綜合全面 收益報表總額 HK\$'000 千港元
Interest income	利息收入	779,809	-	-	779,809
Finance costs	財務費用	(159,466)	(171,263)	-	(330,729)
Net income (expenses)	收入(開支)淨額	620,343	(171,263)	-	449,080
Depreciation	折舊	-	(17,225)	-	(17,225)
Fair value changes on investment properties	投資物業之公平值變動	-	-	2,959,593	2,959,593
Share of results of associates	攤佔聯營公司業績	888,184	-	353,548	1,241,732
Income tax expenses	所得稅開支	-	(92,510)	(23,636)	(116,146)
Non-controlling interests	非控股權益	(10,626)	(5,071)	(6,191)	(21,888)



8. OPERATING SEGMENTS (Cont'd)

Consolidated Statement of Comprehensive Income

For the year ended 31st December, 2010

8. 營運分類 (續)

綜合全面收益報表

截至二零一零年十二月三十一日止年度

	Property development and trading 物業發展及買賣 HK\$'000 千港元	Property leasing 物業租賃		Listed available-for-sale equity investments 待售之上市股本投資 HK\$'000 千港元	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財資產品 HK\$'000 千港元	Floating rate notes 浮息及定息票據 HK\$'000 千港元	Unlisted investments, holding and brokerage 非上市投資、投資控股及經紀服務 HK\$'000 千港元	All other segments 其他分類 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
		Retail 零售 HK\$'000 千港元	Non-retail 非零售 HK\$'000 千港元						
<b>Major cash items excluding in revenue</b>	<b>收入以外之主要現金項目</b>								
- Hong Kong	-	-	-	-	4,313,612	-	-	-	4,313,612
- Other countries	-	-	-	-	3,596,584	-	-	-	3,596,584
	-	-	-	-	7,910,196	-	-	-	7,910,196
<b>Revenue</b>	<b>收入</b>								
Revenue from external customers	來自外部客戶之收入								
- Hong Kong	608,305	719,223	327,699	-	(212,517)	-	17,944	16,618	1,477,272
- Mainland China	1,050,392	41,969	37,369	-	-	-	-	-	1,129,730
- Other countries	-	-	-	-	64,010	-	-	-	64,010
	1,658,697	761,192	365,068	-	(148,507)	-	17,944	16,618	2,671,012
Revenue from external customers after non-controlling interests	來自扣除非控股權益後之外部客戶收入								
Attributable property sales from associates/investee	應佔聯營公司/接受投資公司物業銷售 - 香港								
- Hong Kong	35,068	-	-	-	-	-	-	-	35,068
Attributable rental revenue from associates	應佔聯營公司租金收入								
- Hong Kong	-	3,244	22,273	-	-	-	-	-	25,517
- Mainland China	-	71,286	49,614	-	-	-	-	-	120,900
	1,664,101	834,426	434,805	-	(148,507)	-	17,944	16,618	2,819,387
<b>Result</b>	<b>業績</b>								
Segment result	分類業績								
- Hong Kong	207,290	680,795	315,867	138,122	(249,772)	7,411	106,538	36,727	1,242,978
- Mainland China	211,568	36,298	32,638	-	-	-	4,046	-	284,550
- Other countries	-	-	-	-	727,849	-	-	-	727,849
	418,858	717,093	348,505	138,122	478,077	7,411	110,584	36,727	2,255,377

## 8. OPERATING SEGMENTS (Cont'd)

## 8. 營運分類 (續)

### Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31st December, 2010

### 綜合全面收益報表 (續)

截至二零一零年十二月三十一日止年度

		Property development and trading	Property leasing 物業租賃		Listed available-for-sale equity investments	Listed investments held-for-trading and treasury products	Floating rate and fixed rate notes	Unlisted investments, holding and brokerage	All other segments	Consolidated
		物業發展及買賣	Retail	Non-retail	待售之上市股本投資	持作買賣之上市投資及財務產品	浮息及定息票據	非上市投資、投資控股及經紀服務	所有其他分類	綜合
		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
Share of results of associates	攤佔聯營公司業績									
- Attributable property sales, net	- 應佔物業銷售淨額									
- Hong Kong	- 香港	12,536	-	-	-	-	-	-	-	12,536
- Attributable gross income	- 應佔收入總額									
- Hong Kong	- 香港	-	3,244	22,273	-	-	-	-	1,994	27,511
- Mainland China	- 中國大陸	-	71,286	49,614	-	-	-	-	-	120,900
- Attributable operating cost	- 應佔營運成本									
- Hong Kong	- 香港	-	(1,614)	(6,575)	-	-	-	-	-	(8,189)
- Mainland China	- 中國大陸	-	(40,255)	(14,097)	-	-	-	-	-	(54,352)
Non-controlling interests	非控股權益	(22,501)	(965)	(1,918)	-	-	(3,235)	-	-	(28,619)
		408,893	748,789	397,802	138,122	478,077	4,176	110,584	38,721	2,325,164
Other income, net	其他收入淨額	503	-	-	-	-	-	100	-	603
Loss on disposal of investment property	出售投資物業之虧損	-	-	(4)	-	-	-	-	-	(4)
Finance income	財務收入	-	-	-	-	58,595	-	-	-	58,595
Share of results of associates	攤佔聯營公司業績									
- Income tax and others	- 所得稅及其他	(20,669)	(38,323)	(27,298)	-	-	-	-	(1,158)	(87,448)
Other gains and losses, net	其他收益及虧損淨額									
- Gain on bargain purchase of a subsidiary	- 議價收購一間附屬公司之收益	-	13,000	-	-	-	-	-	-	13,000
- Fair value loss on step acquisition of a subsidiary	- 逐步收購一間附屬公司之公平值虧損	-	(7,253)	-	-	-	-	-	-	(7,253)
- Gain on disposals of subsidiaries	- 出售多間附屬公司之收益	-	13,477	-	-	-	-	-	-	13,477
		388,727	729,690	370,500	138,122	536,672	4,176	110,684	37,563	2,316,134
Unallocated items	未分攤項目									
Unallocated other gains and losses, net	未分攤之其他收益及虧損淨額									643
Unallocated corporate expenses, net	未分攤之公司開支淨額									(147,789)
Unallocated finance costs	未分攤之財務費用									(127,081)
Income tax expense	所得稅開支									(151,682)
Unallocated non-controlling interests	未分攤之非控股權益									509
<b>Core profit (excluding major non-cash items)</b>	<b>核心溢利 (不包括主要非現金項目)</b>									1,890,734
Major non-cash items	主要非現金項目									
- Fair value changes on investment properties (including share of results of associates and non-controlling interests)	- 投資物業之公平值變動 (包括攤佔聯營公司業績及非控股權益)									(10,780,059)
- Deferred tax credit	- 遞延稅項撥回									31,080
<b>Loss for the year attributable to owners of the Company</b>	<b>本公司擁有人應佔本年度虧損</b>									<b>(8,858,245)</b>

## 8. OPERATING SEGMENTS (Cont'd)

### Consolidated Statement of Financial Position

At 31st December, 2010

	Property development and trading	Property leasing 物業租賃		Listed available-for-sale equity investments 待售之上市股本投資	Listed investments held-for-trading and treasury products 上市投資及財資產品	Floating rate and fixed rate notes 浮息及定息票據	Unlisted investments, holding and brokerage 非上市投資、投資控股及經紀服務	All other segments 其他分類	Consolidated
		Retail 零售	Non-retail 非零售						
	物業發展及買賣	零售	非零售	待售之上市股本投資	上市投資及財資產品	浮息及定息票據	非上市投資、投資控股及經紀服務	其他分類	綜合
	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
<b>Assets</b>	<b>資產</b>								
Segment assets	分類資產								
- Hong Kong	2,129,367	22,583,662	9,556,780	-	2,151,873	280,456	453,300	269,549	37,424,987
- Mainland China and Macau	7,806,833	1,032,898	334,947	-	-	-	-	4,960	9,179,638
- Other countries	-	-	5,502	-	5,664,159	-	-	-	5,669,661
Interests in associates	聯營公司權益								
- Hong Kong	93,861	63	696,170	-	-	-	186	2,176	792,456
- Mainland China	73,421	171,710	6,469	-	-	-	-	-	251,600
Advances to associates	墊付聯營公司款項								
- Hong Kong	1,678	-	22,941	-	-	-	2	1,405	26,026
- Mainland China	954,231	79,181	504,249	-	-	-	-	-	1,537,661
Reportable segment assets	11,059,391	23,867,514	11,127,058	-	7,816,032	280,456	453,488	278,090	54,882,029
Unallocated corporate assets	未分攤之公司資產								
	174,331								
Consolidated total assets	綜合資產總額								
	55,056,360								
<b>Liabilities</b>	<b>負債</b>								
Segment liabilities	分類負債								
- Hong Kong	106,975	554,309	127,771	-	2,682,141	150	74,480	20,738	3,566,564
- Mainland China and Macau	459,294	18,494	13,129	-	-	-	-	1	490,918
- Other countries	-	-	13	-	-	-	-	-	13
Reportable segment liabilities	566,269	572,803	140,913	-	2,682,141	150	74,480	20,739	4,057,495
Unallocated corporate liabilities	未分攤之公司負債								
	16,788,014								
Consolidated total liabilities	綜合負債總額								
	20,845,509								
<b>Additions to non-current assets (other than financial instruments and deferred tax assets)</b>	<b>添置至非流動資產 (金融工具及遞延稅項資產除外)</b>								
	642,952	486,334	643,415	-	-	-	-	173	

## 8. 營運分類 (續)

### 綜合財務狀況報表

於二零一零年十二月三十一日



## 8. OPERATING SEGMENTS (Cont'd)

### Other Material Items

For the year ended 31st December, 2010

		Reportable segments total	Adjustments for unallocated	Adjustments for major non-cash items	Consolidated statement of comprehensive income total
		可呈報分類總額	未分攤之調整	主要非現金項目之調整	綜合全面收益報表總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Interest income	利息收入	475,515	-	-	475,515
Finance income (costs)	財務收入(費用)	58,595	(127,081)	-	(68,486)
Net income (expenses)	收入(開支)淨額	534,110	(127,081)	-	407,029
Depreciation	折舊	-	(20,049)	-	(20,049)
Fair value changes on investment properties	投資物業之公平值變動	-	-	(10,831,293)	(10,831,293)
Share of results of associates	攤佔聯營公司業績	10,958	-	45,622	56,580
Income tax (expense) credit	所得稅(開支)撥回	-	(151,682)	31,080	(120,602)
Non-controlling interests	非控股權益	(28,619)	509	5,612	(22,498)

## 8. 營運分類(續)

### 其他重大項目

截至二零一零年十二月三十一日止年度

## 9. OTHER INCOME

## 9. 其他收入

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Included in other income are:	其他收入包括:		
Building management fee income	樓宇管理費收入	138,700	96,092
Building management fee expenses	樓宇管理費開支	(128,676)	(67,566)
		10,024	28,526
Forfeiture of deposits received on sales of properties	沒收銷售物業按金	252	503
Arrangement fee income	安排費收入	194,966	66,116
Management and maintenance service income	管理及保養服務收入	7,919	8,641
Exchange gain, net	匯兌收益淨額	6,826	-

10. INVESTMENT (EXPENSES) INCOME, NET

10. 投資(開支)收入淨額

		<b>2011</b>	2010
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Financial assets at fair value through profit or loss classified as held-for-trading:	通過損益以反映公平值被分類為持作買賣之金融資產：		
Unrealised loss arising on change in fair value of investments held-for-trading	持作買賣投資之公平值變動而產生之未變現虧損	<b>(138,768)</b>	(59,130)
Financial assets designated as at fair value through profit or loss:	指定為通過損益以反映公平值之金融資產：		
Unrealised (loss) gain arising on change in fair value of bonds	因債券之公平值變動而產生之未變現(虧損)收益	<b>(1,229,503)</b>	249,343
Realised loss arising on change in fair value of bonds	因債券之公平值變動而產生之已變現虧損	<b>(20,978)</b>	(27,279)
Net (loss) gain arising on change in fair value of financial assets designated as at fair value through profit or loss	指定為通過損益以反映公平值之金融資產因公平值變動所產生之(虧損)收益淨額	<b>(1,250,481)</b>	222,064
Financial liabilities at fair value through profit or loss classified as held-for-trading:	通過損益以反映公平值被分類為持作買賣之金融負債：		
Realised gain arising on change in fair value of derivative financial instruments	因衍生金融工具之公平值變動而產生之已變現收益	-	3,238
Transfer from equity on disposals of available-for-sale investments:	就出售待售投資時由股本權益轉撥：		
Listed equity securities	上市股本證券	-	106,685
Unlisted debt securities	非上市債務證券	<b>(34)</b>	-
Other investment income	其他投資收入	-	3,583
Dividend income on:	股息收入來自：		
Listed investments	上市投資		
- available-for-sale investments	- 待售投資	-	31,437
- other listed investments	- 其他上市投資	<b>12,709</b>	51,524
Unlisted investments	非上市投資	<b>45,356</b>	33,720
Interest income	利息收入	<b>753,495</b>	470,171
Imputed interest income on:	名義利息收入來自：		
Advances to associates	墊付聯營公司款項	<b>14,080</b>	14,271
Advance to a non-controlling shareholder	墊付一名非控股股東款項	<b>328</b>	328
		<b>(563,315)</b>	877,891

## 10. INVESTMENT (EXPENSES) INCOME, NET (Cont'd)

Included in interest income are interests from bonds, listed floating rate notes and unlisted floating rate and fixed rate notes of approximately HK\$679,433,000, HK\$1,175,000 and HK\$7,641,000 respectively (year ended 31st December, 2010: bonds HK\$406,326,000, listed floating rate notes HK\$1,225,000 and unlisted floating rate and fixed rate notes HK\$8,206,000 and interest expenses on derivative financial instruments HK\$1,021,000).

## 11. OTHER EXPENSES

Included in other expenses are:

Amortisation of intangible assets  
Expenses for specific transactions  
Transaction costs in relation  
to acquisition of subsidiaries

其他開支包括：

無形資產攤銷  
特定交易開支  
有關收購多間附屬公司之  
交易成本

## 10. 投資(開支)收入淨額(續)

利息收入之中包括債券、上市浮息票據、非上市浮息及定息票據之利息分別約679,433,000港元、1,175,000港元及7,641,000港元(截至二零一零年十二月三十一日止年度：債券406,326,000港元、上市浮息票據1,225,000港元及非上市浮息及定息票據8,206,000港元及衍生金融工具利息開支1,021,000港元)。

## 11. 其他開支

<b>2011</b>	2010
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>2,860</b>	2,860
<b>3,021</b>	6,916
<b>13,381</b>	-

## 12. ASSET CLASSIFIED AS HELD FOR SALE

On 3rd September, 2010, Earn Elite Development Limited, an indirect wholly-owned subsidiary of the Company entered into a sale and purchase agreement with an independent third party in relation to the disposal of investment properties located at Tuen Mun Centre, New Territories ("Tuen Mun Centre") at a consideration of HK\$80,000,000. The consideration was satisfied by the purchaser in cash and the disposal was completed on 7th February, 2011. In accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", the above investment properties have been presented as asset classified as held for sale in the consolidated statements of financial position as at 31st December, 2010.

## 12. 列為持作出售之資產

於二零一零年九月三日，盈才發展有限公司(本公司之間接全資擁有附屬公司)與獨立第三方訂立買賣協議，以代價約為80,000,000港元出售位於新界，屯門中心之投資物業(「屯門中心」)。該買賣之完成日期為二零一一年二月七日買家並以現金作代價成交，根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」，以上投資物業於二零一零年十二月三十一日之綜合財務狀況報表列為持作出售之資產。



### 13. PROFIT (LOSS) FOR THE YEAR

### 13. 本年度溢利(虧損)

		<b>2011</b>	2010
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Profit (loss) for the year has been arrived at after (charging) crediting:	本年度溢利(虧損)已(扣除)計入:		
Total staff costs:	僱員成本總額:		
Staff costs, including Directors' emoluments	僱員成本(包括董事酬金)	<b>(167,982)</b>	(144,691)
Retirement benefits scheme contributions, net of forfeited contributions of HK\$483,000 (2010: HK\$397,000)	退休福利計劃供款, 扣除已沒收供款483,000港元(二零一零年: 397,000港元)	<b>(7,694)</b>	(6,449)
		<b>(175,676)</b>	(151,140)
Auditors' remuneration	核數師酬金	<b>(3,297)</b>	(3,079)
Exchange loss, net	匯兌虧損淨額	-	(6,437)
Depreciation	折舊	<b>(17,225)</b>	(20,049)
Cost of trading properties recognised	買賣物業成本確認	<b>(137,148)</b>	(1,128,564)
Cost of cosmetic products recognised	化妝品成本確認	<b>(3,735)</b>	(4,564)
Share of tax of associates (included in share of results of associates)	攤佔聯營公司稅項(已計入攤佔聯營公司業績)	<b>(191,950)</b>	1,090
Gross proceeds on sale of investments held-for-trading	出售持作買賣投資之所得款項總額	<b>4,956,707</b>	7,910,196
Carrying amount on investments held-for-trading disposed	出售持作買賣投資之賬面值	<b>(6,176,736)</b>	(8,044,191)
Transaction cost on investments held-for-trading disposed	出售持作買賣投資之交易成本	<b>(7,619)</b>	(14,512)
Net loss on sale of investments held-for-trading included in revenue	計入收入內之持作買賣投資之虧損淨額	<b>(1,227,648)</b>	(148,507)
Gross rental income from investment properties	投資物業租金收入總額	<b>1,513,780</b>	1,126,260
Less: Direct operating expenses from investment properties that generated rental income during the year	減: 本年度產生租金收入之投資物業直接經營開支	<b>(74,351)</b>	(60,309)
Direct operating expenses from investment properties that did not generate rental income during the year	本年度並無產生租金收入之投資物業直接經營開支	<b>(6,105)</b>	(353)
		<b>1,433,324</b>	1,065,598

## 14. FINANCE COSTS

## 14. 財務費用

		<b>2011</b>	2010
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Interest on:	利息：		
Bank loans wholly repayable within five years	須於五年內全數償還之銀行貸款	<b>309,699</b>	146,902
Bank loans wholly repayable over five years	須於五年後全數償還之銀行貸款	-	1,302
Other loans wholly repayable within five years	須於五年內全數償還之其他貸款	<b>26,181</b>	5,497
Amount due to a non-controlling shareholder	欠負一名非控股股東款項	-	1,849
		<b>335,880</b>	155,550
Imputed interest on:	名義利息：		
Amounts due to associates	欠負聯營公司款項	<b>1,994</b>	465
Amount due to a non-controlling shareholder	欠負一名非控股股東款項	<b>5,444</b>	2,894
		<b>7,438</b>	3,359
Total interest	利息總額	<b>343,318</b>	158,909
Exchange loss (gain) on translation of foreign currency loans	外幣貸款匯兌虧損(收益)	<b>7,922</b>	(64,092)
Other finance costs	其他財務費用	<b>44,399</b>	16,798
		<b>395,639</b>	111,615
Less: Interest capitalised to stock of properties under development	減：撥充發展中物業存貨資本化之利息	<b>(62,832)</b>	(39,782)
Interest capitalised to investment properties under development	撥充發展中投資物業資本化之利息	<b>(2,078)</b>	(3,347)
		<b>330,729</b>	68,486

## 15. OTHER GAINS AND LOSSES, NET

## 15. 其他收益及虧損淨額

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Included in other gains and losses, net are:	其他收益及虧損淨額包括：		
Reversal of contingency provision (note i)	撥回或然事項撥備(附註i)	16,054	-
Gain on disposal of subsidiaries (note ii)	出售多間附屬公司之收益 (附註ii)	66,825	13,477
Write-down of stock of properties	物業存貨減值	(2,312)	-
Gain on bargain purchase of a subsidiary (note iii)	議價收購一間附屬公司之 收益(附註iii)	-	13,000
Fair value loss on step acquisition of a subsidiary	逐步收購一間附屬公司之 公平值虧損	-	(7,253)
Impairment loss reversed in respect of advance to an associate	就墊付一間聯營公司款項 撥回之減值虧損	-	653

### Notes:

- (i) Reversal of the provision for construction cost of the Group's liability on contingency claims by a third party to whom a property under development project previously disposed of (Note 40).
- (ii) Gain on disposal of a subsidiary for the year ended 31st December, 2011 arose from a connected transaction in relation to the disposal of an investment property located at No. 3 Deep Water Bay Road, Hong Kong to a company (Note 44(b)(i)) (year ended 31st December, 2010: disposals of subsidiaries in relation to the disposal of three investment properties including various shops at Excelsior Plaza, Laforet and Southorn Centre to those companies (Note 44(b)(ii))) wholly-owned by a Director and a substantial shareholder of the Company.
- (iii) Gain on bargain purchase of a subsidiary arose from acquisition of remaining 50% interest in an associate (Note 44(a)(ii)).

### 附註：

- (i) 撥回本集團就一名第三者對早前售出之發展中物業項目建築成本之或然索償負債所作之撥備(附註40)。
- (ii) 截至二零一一年十二月三十一日止年度，出售一間附屬公司之收益乃於一項關連交易中，出售一位於香港深水灣道3號之投資物業予由本公司一位董事兼主要股東全資擁有之一間公司(附註44(b)(i)) (截至二零一零年十二月三十一日止年度：出售持有三個投資物業：怡東商場之商舖，東角Laforet及修頓中心之零售商舖之多間附屬公司予由本公司一位董事兼主要股東全資擁有之多間公司(附註44(b)(ii)))。
- (iii) 議價收購一間附屬公司之收益乃因收購一間聯營公司餘下之50%權益(附註44(a)(ii))。



## 16. DIRECTORS' EMOLUMENTS

Fees and other emoluments paid or payable to each of the six (2010: six) Directors for the years ended 31st December, 2011 and 2010 were as follows:

Mr. Joseph Lau, Luen-hung	劉鑾雄先生	-	18,000	18,000
Mr. Lau, Ming-wai	劉鳴煒先生	240	-	240
Ms. Amy Lau, Yuk-wai	劉玉慧女士	240	-	240
Mr. Chan, Kwok-wai	陳國偉先生	240	-	240
Ms. Phillis Loh, Lai-ping	羅麗萍女士	240	-	240
Mr. Ma, Tsz-chun	馬時俊先生	240	-	240

No Directors waived any emoluments for the years ended 31st December, 2011 and 2010.

## 17. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, one (2010: one) was Director whose emoluments were included in Note 16. The emoluments of the remaining four (2010: four) individuals for the years ended 31st December, 2011 and 2010 were as follows:

Salaries and other benefits	薪金及其他福利	8,713	7,188
Retirement benefit scheme contributions	退休福利計劃供款	498	442

## 16. 董事酬金

於截至二零一一年及二零一零年十二月三十一日止年度已付或應付予六名董事(二零一零年:六名)各自之袍金及其他酬金如下:

2011			2010		
Fee	Salaries and other emoluments	Total	Fee	Salaries and other emoluments	Total
袍金	薪金及其他酬金	總額	袍金	薪金及其他酬金	總額
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元
-	18,000	18,000	-	18,000	18,000
240	-	240	240	-	240
240	-	240	240	-	240
240	-	240	240	-	240
240	-	240	240	-	240
240	-	240	240	-	240
<b>1,200</b>	<b>18,000</b>	<b>19,200</b>	1,200	18,000	19,200

董事概無於截至二零一一年及二零一零年十二月三十一日止年度內放棄收取任何酬金。

## 17. 僱員酬金

本集團五名最高薪酬人士中,一名(二零一零年:一名)為董事,彼之薪酬已於附註16披露。截至二零一一年及二零一零年十二月三十一日止年度其餘四名(二零一零年:四名)個別人士之酬金如下:

2011	2010
HK\$'000	HK\$'000
千港元	千港元
8,713	7,188
498	442
<b>9,211</b>	<b>7,630</b>

## 17. EMPLOYEES' EMOLUMENTS (Cont'd)

Their emoluments were within the following bands:

Nil – HK\$1,500,000	零 – 1,500,000港元
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元
HK\$2,000,001 – HK\$2,500,000	2,000,001港元 – 2,500,000港元
HK\$2,500,001 – HK\$3,000,000	2,500,001港元 – 3,000,000港元

During the years ended 31st December, 2011 and 2010, no emoluments were paid by the Group to the five highest paid individuals, or Directors, as an inducement to join or upon joining the Group or as compensation for loss of office.

## 17. 僱員酬金 (續)

彼等之酬金分下列等級：

Number of employees 僱員人數	
2011	2010
–	–
1	2
2	2
1	–

於截至二零一一年及二零一零年十二月三十一日止年度內，本集團概無為吸引加入本集團或於加入本集團時或作為離職補償而向該五名最高薪酬人士或董事支付任何酬金。

## 18. INCOME TAX EXPENSE

The charge comprises:	開支包括：
Current tax:	當期稅項：
Hong Kong Profits Tax	香港利得稅
Other than Hong Kong	香港以外地區
(Overprovision) underprovision in prior years:	過往年度(超額撥備) 撥備不足：
Hong Kong Profits Tax	香港利得稅
Other than Hong Kong	香港以外地區
Deferred tax:	遞延稅項：
Current year charge (credit)	本年度開支(撥回)

Hong Kong Profits Tax is calculated at 16.5% (2010: 16.5%) on the estimated assessable profits for the year. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

## 18. 所得稅開支

2011 HK\$'000 千港元	2010 HK\$'000 千港元
65,286	77,035
9,669	54,844
74,955	131,879
(67,344)	6,999
31	–
(67,313)	6,999
108,504	(18,276)
116,146	120,602

香港利得稅乃根據本年度之估計應課稅溢利按稅率16.5% (二零一零年：16.5%) 計算。其他司法權區產生之稅項乃按有關司法權區之現行稅率計算。

## 18. INCOME TAX EXPENSE (Cont'd)

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

## 18. 所得稅開支 (續)

本年度之所得稅支出與綜合全面收益報表之除稅前溢利(虧損)對賬如下:

		2011		2010	
		HK\$'000	%	HK\$'000	%
		千港元		千港元	
Profit (loss) before tax	除稅前溢利(虧損)	<b>3,635,850</b>		(8,715,145)	
Tax at the Hong Kong Profits	按香港利得稅稅率16.5%				
Tax rate of 16.5% (2010: 16.5%)	(二零一零年: 16.5%)				
	計算之稅項	<b>599,915</b>	<b>16.5</b>	(1,437,999)	16.5
Tax effect of share of results of associates	攤佔聯營公司業績之稅務影響	<b>(204,886)</b>	<b>(5.6)</b>	(9,336)	0.1
Tax effect of income not taxable for tax purposes	就稅務而言毋須課稅收入之稅務影響	<b>(749,792)</b>	<b>(20.6)</b>	(173,919)	2.0
Tax effect of expenses not deductible for tax purposes	就稅務而言不可扣減開支之稅務影響	<b>308,159</b>	<b>8.5</b>	1,789,389	(20.5)
Tax effect on accelerated accounting depreciation over tax depreciation not provided in prior years	過往年度未撥備之加速會計折舊超過稅務折舊之稅務影響	<b>(23,625)</b>	<b>(0.7)</b>	(98,168)	1.1
Utilisation of tax losses previously not recognised	運用先前未確認之稅務虧損	<b>(46,579)</b>	<b>(1.3)</b>	(39,312)	0.5
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	<b>270,894</b>	<b>7.5</b>	73,808	(0.9)
(Overprovision) underprovision in respect of prior years	過往年度(超額撥備)撥備不足	<b>(67,313)</b>	<b>(1.9)</b>	6,999	(0.1)
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營之附屬公司適用之不同稅率之影響	<b>29,373</b>	<b>0.8</b>	9,140	(0.1)
Tax charge for the year	本年度稅項支出	<b>116,146</b>	<b>3.2</b>	120,602	(1.4)



## 19. DIVIDENDS

		<b>2011</b> <b>HK\$'000</b> 千港元	2010 HK\$'000 千港元
(a) Final dividend for 2010 paid on 8th June, 2011 of HK1 cent (2009: HK1 cent) per share	(a) 於二零一一年六月八日已派付之二零一零年末期股息每股1港仙(二零零九年: 每股1港仙)	<b>19,076</b>	19,500
(b) Interim dividend for 2011 paid on 14th September, 2011 of HK1 cent (2010: nil) per share	(b) 於二零一一年九月十四日已派付之二零一一年中期股息每股1港仙(二零一零年: 無)	<b>19,076</b>	-
(c) No special dividend for 2011 (2010: HK40 cents per share)	(c) 二零一一年無特別股息(二零一零年: 每股40港仙)	-	763,048
Total dividends paid	已派付股息總額	<b>38,152</b>	782,548

Final dividend of HK1 cent (2010: HK1 cent) per ordinary share has been proposed by the Board of Directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

董事會建議派付末期股息每股普通股1港仙(二零一零年: 1港仙), 有待股東於應屆股東週年大會上批准。

## 20. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share attributable to owners of the Company is based on the following data:

## 20. 每股盈利(虧損)

本公司擁有人應佔之每股基本及攤薄盈利(虧損)乃根據以下數據計算:

		<b>2011</b> <b>HK\$'000</b> 千港元	2010 HK\$'000 千港元
Earnings (loss):	盈利(虧損):		
Earnings (loss) for the purposes of basic and diluted earnings (loss) per share	計算每股基本及攤薄盈利(虧損)之盈利(虧損)		
Profit (loss) for the year attributable to owners of the Company	本公司擁有人應佔之本年度溢利(虧損)	<b>3,497,816</b>	(8,858,245)
<b>Number of shares</b> 股份數目			
Number of shares:	股份數目:	<b>2011</b>	2010
Weighted average number of ordinary shares for the purposes of basic and diluted earnings (loss) per share	計算每股基本及攤薄盈利(虧損)之普通股加權平均數	<b>1,907,619,079</b>	1,925,225,796

Diluted earnings (loss) per share for the years ended 31st December, 2011 and 2010 were the same as the basic earnings (loss) per share as there were no diluting events during both years.

截至二零一一年及二零一零年十二月三十一日止年度, 由於並無攤薄事項, 故上述兩年度之每股攤薄盈利(虧損)與每股基本盈利(虧損)相同。

## 21. INVESTMENT PROPERTIES

## 21. 投資物業

		Fair value		Cost		Total
		公平值		成本		
		Completed properties	Properties under construction	Properties under construction		
		落成物業	興建中物業	興建中物業		總額
		HK\$'000	HK\$'000	HK\$'000		HK\$'000
		千港元	千港元	千港元		千港元
At 1st January, 2010	於二零一零年一月一日	31,224,690	8,082,000	1,401,792		40,708,482
Acquisition of a subsidiary (Note 44(a)(ii))	收購一間附屬公司 (附註44(a)(ii))	47,000	–	–		47,000
Additions	添置	155,497	–	–		155,497
Transfer to asset classified as held for sale (Note 12)	轉撥至列為持作出售之資產 (附註12)	(80,000)	–	–		(80,000)
Construction costs incurred	產生之建築成本	–	399,513	353,853		753,366
Transfer to properties and other fixed assets (Note 22)	轉撥至物業及其他固定資產 (附註22)	(114,400)	–	–		(114,400)
Transfer to completed properties	轉撥至落成物業	8,069,262	(8,069,262)	–		–
Exchange adjustments	匯兌調整	–	–	59,302		59,302
Decrease in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表確認之公平值減少	(10,686,042)	(145,251)	–		(10,831,293)
Disposal of subsidiaries (Note 44(b)(ii))	出售多間附屬公司 (附註44(b)(ii))	(3,277,000)	–	–		(3,277,000)
Disposals	出售	(1,930)	–	–		(1,930)
At 31st December, 2010	於二零一零年十二月三十一日	25,337,077	267,000	1,814,947		27,419,024
Acquisition of subsidiaries (Note 44(a)(i))	收購多間附屬公司 (附註44(a)(i))	3,362,492	–	–		3,362,492
Additions	添置	962,415	–	–		962,415
Construction costs incurred	產生之建築成本	–	26,761	551,818		578,579
Exchange adjustments	匯兌調整	(10,719)	–	83,827		73,108
Increase in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表確認之公平值增加	2,955,354	4,239	–		2,959,593
Disposal of a subsidiary (Note 44(b)(i))	出售一間附屬公司 (附註44(b)(i))	(860,000)	–	–		(860,000)
Disposals	出售	(10,682)	–	–		(10,682)
<b>Carrying amounts</b>	<b>賬面值</b>					
<b>At 31st December, 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>31,735,937</b>	<b>298,000</b>	<b>2,450,592</b>		<b>34,484,529</b>

## 21. INVESTMENT PROPERTIES (Cont'd)

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

Property valuations as at 31st December, 2011 and 2010 were carried out by B.I. Appraisals Limited ("B.I. Appraisals"), independent qualified professional valuers, in respect of the Group's investment properties in Hong Kong and the Mainland China. For the investment property in the United Kingdom which was acquired by the Group in January 2011, the valuation as at 31st December, 2011 was carried out by Peak Vision Appraisals Limited ("Peak Vision Appraisals"), another independent qualified professional valuers. Both valuers have recent relevant experience in the valuation of similar properties in the relevant locations.

The valuation reports for the investment properties as at 31st December, 2011 are signed by the respective director of B.I. Appraisals and Peak Vision Appraisals, who are members of The Hong Kong Institute of Surveyors and The Royal Institution of Chartered Surveyors. The valuations were performed in accordance with "The Hong Kong Institute of Surveyors Valuation Standards on Properties (1st Edition 2005)" published by The Hong Kong Institute of Surveyors and the "Royal Institute of Chartered Surveyors Valuation Standards (7th Edition 2011)" published by the Royal Institute of Chartered Surveyors.

## 21. 投資物業 (續)

根據營業租約持有以賺取租金或資本增值之本集團所有物業權益乃採用公平值模式計量，並分類及入賬列作投資物業。

獨立合資格專業估值師保柏國際評估有限公司（「保柏國際評估」）已就本集團於二零一一年及二零一零年十二月三十一日位於香港及中國大陸之投資物業進行物業估值。至於本集團於二零一一年一月所購入位於英國之投資物業，其估值於二零一一年十二月三十一日由另一獨立合資格專業估值師灤鋒評估有限公司（「灤鋒評估」）進行估值。兩位估值師近期亦有評估相關地點同類物業之經驗。

於二零一一年十二月三十一日，投資物業之估值報告由保柏國際評估及灤鋒評估董事（香港測量師學會會員及英國皇家特許測量師學會會員）簽署。該等估值乃遵守香港測量師學會所頒布之物業估值準則（二零零五年第一版）及英國皇家特許測量師學會所頒布之物業估值準則（二零一一年第七版）進行。



## 21. INVESTMENT PROPERTIES (Cont'd)

The fair value of each investment property is individually determined at the end of each reporting period based on its market value and by adopting investment method, and/or direct comparison method, as appropriate. The valuation was relied on the discounted cash flow analysis and the capitalisation of income approach. The investment method is based upon estimates of future results and a set of assumptions specific to each property to reflect its tenancy and cash flow profile. The fair value of each investment property reflects, among other things, rental income from current term leases, term yield rate, assumptions about rental income from future reversion leases in light of current market conditions, the assumed occupancy rate and reversionary yield rate. Judgment by the valuers is required to determine the principal valuation factors, including term yield rate and reversionary yield rate. Such yield rates were adopted after considering the investment sentiments and market expectations of properties of similar nature. Direct comparison method assumes each of these properties is capable of being sold in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant markets.

For the Group's investment properties under development, their fair value reflects the expectations of market participants of the value of the properties when they are completed, less deductions for the costs required to complete the projects and appropriate adjustments for profit and risk. The key assumptions include present value of completed properties, period of development, outstanding construction costs, finance costs, other professional costs, risk associated with completing the projects and generating income after completion and investors' return as a percentage of value or cost.

## 21. 投資物業 (續)

每項投資物業之公平值於各報告期末根據其市值，並採納投資法及／或直接比較法（按適用情況而定）而個別釐定。估值依據貼現現金流量分析及資本化收入法計算。投資法以對各項物業未來業績之估計及一系列特定假設為依據，以反映其租賃及現金流狀況。每項投資物業之公平值反映（其中包括）現有租約期限之租金收入、租約期限之回報率、基於現時市況對未來復歸租約所得租金收入之假設、假設出租率及復歸回報率。於釐定主要估值因素（包括租約期限之回報率及復歸回報率）時須由估值師作出判斷。有關回報率於採納時已考慮投資氣氛及市場對類似性質物業之預期。直接比較法假設該等物業各自可以現況交吉出售及參照有關市場上可供比較之銷售證據。

就本集團之發展中投資物業而言，其公平值反映市場參與者對物業竣工後價值之預期，並扣除完成項目所需之成本扣減及就溢利與風險所作出之適當調整。關鍵假設包括落成物業之現值、發展期、未付建築成本、財務費用、其他專業費用、與完成項目相關之風險，以及落成後所得收入與投資者回報佔估值或成本之百分比。

## 21. INVESTMENT PROPERTIES (Cont'd)

For the Group's investment properties under construction at cost, when their fair value were not reliably measurable, they were measured at cost, less any impairment loss, until the earlier of the date of construction is completed and the date at which fair value become reliably measurable.

The carrying amount of investment properties shown above comprises:

## 21. 投資物業 (續)

就本集團按成本之興建中投資物業而言，當其公平值無法可靠地釐定時，則按成本減任何減值虧損計量，直至完成興建之日或公平值能夠可靠地釐定之日（以較早者為準）為止。

上述投資物業之賬面值包括：

		<b>2011</b>	2010
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Properties in Hong Kong held under:	於香港按以下租約持有之		
	物業：		
Long-term lease	長期租約	<b>21,933,310</b>	19,374,605
Medium-term lease	中期租約	<b>5,404,210</b>	5,067,030
		<b>27,337,520</b>	24,441,635
Properties outside Hong Kong held under:	於香港以外按以下租約持有		
	之物業：		
Freehold	永久業權	<b>3,411,307</b>	—
Medium-term lease	中期租約	<b>3,735,702</b>	2,977,389
		<b>7,147,009</b>	2,977,389
		<b>34,484,529</b>	27,419,024

## 22. PROPERTIES AND OTHER FIXED ASSETS

## 22. 物業及其他固定資產

		Leasehold land	Buildings	Furniture, fixtures and equipments 傢俬、裝置及 設備	Yachts and motor vehicles 遊艇及汽車	Total
		租賃土地 HK\$'000 千港元	樓宇 HK\$'000 千港元	設備 HK\$'000 千港元	遊艇及汽車 HK\$'000 千港元	總額 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>					
At 1st January, 2010	於二零一零年一月一日	337,060	73,840	97,592	84,429	592,921
Transfer from investment properties	從投資物業轉撥	99,900	14,500	-	-	114,400
Additions	添置	-	-	8,756	316	9,072
Disposals/written off	出售/撇銷	-	-	(68,413)	(381)	(68,794)
Exchange adjustments	匯兌調整	-	-	178	117	295
At 31st December, 2010	於二零一零年十二月三十一日	436,960	88,340	38,113	84,481	647,894
Additions	添置	-	-	10,987	5,910	16,897
Disposals/written off	出售/撇銷	-	-	-	(706)	(706)
Exchange adjustments	匯兌調整	-	-	824	155	979
At 31st December, 2011	於二零一一年十二月三十一日	436,960	88,340	49,924	89,840	665,064
<b>Depreciation</b>	<b>折舊</b>					
At 1st January, 2010	於二零一零年一月一日	8,879	15,397	87,080	63,339	174,695
Charge for the year	本年度折舊	1,041	2,209	5,741	11,058	20,049
Capitalised to stock of properties held for sales	撥充為持作出售之物業存貨資本	-	-	184	-	184
Elimination upon disposals/written off	出售時對銷/撇銷	-	-	(68,381)	(381)	(68,762)
Exchange adjustments	匯兌調整	-	-	82	57	139
At 31st December, 2010	於二零一零年十二月三十一日	9,920	17,606	24,706	74,073	126,305
Charge for the year	本年度折舊	1,042	2,209	5,797	8,177	17,225
Capitalised to stock of properties held for sales	撥充為持作出售之物業存貨資本	-	-	218	-	218
Elimination upon disposals/written off	出售時對銷/撇銷	-	-	-	(706)	(706)
Exchange adjustments	匯兌調整	-	-	190	76	266
At 31st December, 2011	於二零一一年十二月三十一日	10,962	19,815	30,911	81,620	143,308
<b>Carrying amounts</b>	<b>賬面值</b>					
<b>At 31st December, 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>425,998</b>	<b>68,525</b>	<b>19,013</b>	<b>8,220</b>	<b>521,756</b>
At 31st December, 2010	於二零一零年十二月三十一日	427,040	70,734	13,407	10,408	521,589

The Group's leasehold land and buildings are situated in Hong Kong and held under long-term leases.

本集團之租賃土地及樓宇均位於香港並按長期租約持有。



## 23. PROPERTY INTERESTS HELD FOR FUTURE DEVELOPMENT

## 23. 持作日後發展之物業權益

		<b>2011</b>	2010
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>Cost</b>	<b>成本</b>		
At 1st January and 31st December	於一月一日及十二月三十一日	<b>71,118</b>	71,118
<b>Impairment loss</b>	<b>減值虧損</b>		
At 1st January and 31st December	於一月一日及十二月三十一日	<b>(71,118)</b>	(71,118)
<b>Carrying amounts</b>	<b>賬面值</b>		
At 1st January and 31st December	於一月一日及十二月三十一日	<b>-</b>	-

The property interests held for a development project are located in Chenghai Royal Garden, Shantou, PRC. Under a Contract for Pre-registration of Grant of State-owned Land Use Right ("Contract") with the district bureau of Chenghai dated 5th August, 1992, the Group had made certain down payment. However, the Group subsequently determined not to proceed with the land requisition and requested for refund.

In April 2005, the Group commenced legal proceedings at the Shantou City Intermediate People's Court ("Intermediate Court") to terminate the Contract with the Shantou City Planning and State-owned Land Resources Bureau ("Chenghai Bureau"). In view of the uncertainty in the recoverability of the amount claimed and any other entitlements under the Contract, the Group had made a full provision for an impairment loss of HK\$71,118,000 during 2004.

On 28th December, 2006, the Intermediate Court made a judgment in favour of the Group. However, Chenghai Bureau submitted an application of appeal to the High People's Court of Guangdong Province ("High Court") on 23rd January, 2007 and the Group also sent out a reply to the High Court on 13th February, 2007.

持作發展項目之物業權益乃位於中國汕頭市澄海海麗花園。根據於一九九二年八月五日與澄海地區當局訂立之國有土地使用權預約合同（「合同」），本集團已支付若干定金。本集團其後決定不進行徵地，並終止該合同及要求退還定金。

於二零零五年四月，本集團於汕頭市中級人民法院（「中級法院」）向汕頭市規劃與國土資源局（「澄海當局」）展開法律程序，終止合同。由於未能確定可否收回索償款額及根據合同之其他權益，本集團已於二零零四年就減值虧損作出71,118,000港元之全數撥備。

於二零零六年十二月二十八日，中級法院判決裁定本集團勝訴。然而，澄海當局於二零零七年一月二十三日向廣東省高級人民法院（「高級法院」）提交上訴申請，而本集團亦已於二零零七年二月十三日向高級法院提交回應。

## 23. PROPERTY INTERESTS HELD FOR FUTURE DEVELOPMENT (Cont'd)

On 27th June, 2007, the High Court accepted the application of appeal by the Chenghai Bureau and made the judgment as follows: (1) the judgment made by the Intermediate Court on 28th December, 2006 was revoked; and (2) the case was remitted to the Intermediate Court for rehearing. On 22nd August, 2007, the Intermediate Court accepted for rehearing the case within six months.

On 18th February, 2008, the Intermediate Court notified the Group that the trial period had been extended for six months to August 2008.

On 12th August, 2008, the Intermediate Court issued the civil ruling of dismissing the Group's civil claim. The Group initiated an application for appeal to the High Court after receiving the ruling and submitted all legal documents required in the application on 2nd September, 2008 that the appeal was rejected on 17th December, 2008. On 1st June, 2009, the Group has submitted all legal documents and application for appeal to the Supreme People's Court ("Supreme Court"). On 27th July, 2009, the Supreme Court notified the Group that the application of appeal was processing.

On 23rd November, 2009, the Supreme Court made the judgment as follows: (1) order the High Court to rehear the case; and (2) suspend the execution of the original judgment during the rehearing.

On 7th September, 2010, the High Court made the judgment as follows: (1) the judgment made by the High Court on 17th December, 2008 and the judgment made by the Intermediate Court on 12th August, 2008 were revoked; and (2) the case was remitted to the Intermediate Court for rehearing.

On 21st April, 2011, the Intermediate Court notified the Group that the case is accepted. On 8th August, 2011, the Intermediate Court held a case rehearing.

## 23. 持作日後發展之物業權益 (續)

於二零零七年六月二十七日，高級法院接受澄海當局之上訴申請並作出如下判決：(1)撤銷中級法院於二零零六年十二月二十八日作出之判決；及(2)該案件被退回至中級法院重新聆訊。於二零零七年八月二十二日，中級法院接受於六個月內重新聆訊該案件。

於二零零八年二月十八日，中級法院知會本集團審訊期被延長六個月至二零零八年八月。

於二零零八年八月十二日，中級法院下達民事裁定書駁回本集團的民事索償。收到該裁定書後，本集團向高級法院申請上訴，並於二零零八年九月二日遞交申請所需的全部法律文件。高級法院於二零零八年十二月十七日發出裁定書駁回該上訴。於二零零九年六月一日，本集團已向中國最高人民法院（「最高法院」）申請上訴並遞交申請所需的全部法律文件。於二零零九年七月二十七日，本集團已獲最高法院通知該上訴申請程序正在處理中。

於二零零九年十一月二十三日，最高法院作出如下裁定：(1)指令高級法院再審該案；及(2)再審期間，中止原裁定的執行。

於二零一零年九月七日，高級法院下達民事裁定書，裁定：(1)撤銷高級法院於二零零八年十二月十七日作出之裁定及中級法院於二零零八年八月十二日作出之裁定；及(2)該案件發回中級法院重審。

於二零一一年四月二十一日，中級法院知會本集團受理該案件。於二零一一年八月八日，中級法院重審該案件。

## 24. INTANGIBLE ASSETS

## 24. 無形資產

		<b>Trading and exchange rights</b>	<b>Trademark</b>	<b>Total</b>
		買賣及貿易權	商標	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Cost</b>	<b>成本</b>			
At 1st January, 2010,	於二零一零年一月一日、			
31st December, 2010	二零一零年十二月三十一日及			
and 31st December, 2011	二零一一年十二月三十一日	2,705	14,300	17,005
		<hr/>		
<b>Amortisation and impairment</b>	<b>攤銷及減值</b>			
At 1st January, 2010	於二零一零年一月一日	2,705	7,150	9,855
Amortisation for the year	本年度攤銷	-	2,860	2,860
		<hr/>		
At 31st December, 2010	於二零一零年十二月三十一日	2,705	10,010	12,715
Amortisation for the year	本年度攤銷	-	2,860	2,860
		<hr/>		
At 31st December, 2011	於二零一一年十二月三十一日	2,705	12,870	15,575
		<hr/>		
<b>Carrying amounts</b>	<b>賬面值</b>			
<b>At 31st December, 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>-</b>	<b>1,430</b>	<b>1,430</b>
		<hr/>		
At 31st December, 2010	於二零一零年十二月三十一日	-	4,290	4,290
		<hr/>		

The amortisation expense has been included in the other expenses in the consolidated statement of comprehensive income.

攤銷開支已計入綜合全面收益報表之其他開支。

The above intangible assets have definite useful lives. Such intangible assets are amortised on a straight-line basis over five years.

上述無形資產具有既定使用年期，並以直線法按五年攤銷。



## 25. GOODWILL

## 25. 商譽

		HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
At 1st January, 2010 and 31st December, 2010	於二零一零年一月一日及 二零一零年十二月三十一日	54,689
Acquisition of subsidiaries (Note 44(a)(i))	收購附屬公司(附註44(a)(i))	<u>322,938</u>
At 31st December, 2011	於二零一一年十二月三十一日	<u>377,627</u>
<b>Impairment</b>	<b>減值</b>	
At 1st January, 2010, 31st December, 2010 and 31st December, 2011	於二零一零年一月一日、 二零一零年十二月三十一日及 二零一一年十二月三十一日	<u>47,748</u>
<b>Carrying amounts</b>	<b>賬面值</b>	
<b>At 31st December, 2011</b>	於二零一一年十二月三十一日	<b><u><u>329,879</u></u></b>
At 31st December, 2010	於二零一零年十二月三十一日	<u><u>6,941</u></u>

### Impairment testing of goodwill

For the purpose of impairment testing, goodwill acquired through certain business combinations has been allocated to the Group's two cash-generating units ("CGUs"), which in all cases were determined to be investment properties owned by subsidiaries. The carrying amount of goodwill (net of accumulated impairment losses) as at 31st December, 2011 and 2010 was allocated to CGUs with the following places of operation:

### 商譽減值測試

為進行減值測試，就業務合併產生之商譽已分配至本集團兩個現金產生單位（「現金單位」），彼等全釐定為集團附屬公司所擁有之投資物業。於二零一一年及二零一零年十二月三十一日之商譽賬面值（扣除累積減值虧損）分配至不同經營地點之現金單位：

		<b>2011</b> <b>HK\$'000</b> 千港元	2010 HK\$'000 千港元
Hong Kong	香港	<b>6,941</b>	6,941
United Kingdom	英國	<b>322,938</b>	—
		<b><u><u>329,879</u></u></b>	<u><u>6,941</u></u>

## 25. GOODWILL (Cont'd)

### Impairment testing of goodwill (Cont'd)

The recoverable amounts for each CGUs operated in Hong Kong and the United Kingdom have been determined based on value-in-use calculation using respective five-year cash flow projections approved by the Directors. The pre-tax discount rates of approximately 8.15% (2010: nil) per annum for the United Kingdom property business and approximately 8.96% (2010: 11.67%) per annum for Hong Kong property business were applied to the cash flow projections when assessing the recoverability of the respective CGUs containing goodwill.

There are a number of assumptions and estimates involved for the preparation of the cash flow projections. Key assumptions included gross margin and discount rates which are determined by the Directors based on past performance and its expectation for market development. The values assigned to key assumptions are based on historical experience, current market condition, approved forecasts and consistent with external information sources. Gross margin is budgeted gross margin. The discount rates used were determined with reference to weighted average cost of capital of similar companies in the industry reflected specific risks relating to the industry. The Directors believe that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amounts of both CGUs to exceed the aggregate recoverable amounts of both CGUs. During the years ended 31st December, 2011 and 2010, the Directors determine that there is no impairment of the goodwill.

## 26. INTERESTS IN ASSOCIATES

Cost of investment in associates	投資聯營公司成本
– Unlisted	– 非上市
Share of post-acquisition profits and other comprehensive income, net of dividends received	攤佔收購後溢利及其他全面收益扣除已收股息

## 25. 商譽 (續)

### 商譽減值測試 (續)

分配至經營於香港及英國現金單位之商譽可收回金額乃根據董事批准之五年現金流量預測，並參考使用價值模式進行評估。當評估各別擁有商譽之現金單位之可收回程度時乃應用現金流量預測，英國物業之稅前年貼現率約為8.15厘（二零一零年：無），而香港物業之稅前年貼現率約為8.96厘（二零一零年：11.67厘）。

編製現金流量預測涉及多項假設及估計。主要假設包括由董事根據過往表現及其對市場發展預測釐定之毛利及貼現率。主要假設所用價值以過往經驗、當前市況及經批准預測為依據，並附合外部資料來源。毛利率乃預算毛利率，而所採用之貼現率及參照業內同類公司之加權平均資本成本釐定，並反映與行業相關之特定風險。董事相信，該等假設可能合理出現之任何變動不會導致現金單位總賬面值超出現金單位之可收回金額。於截至二零一一年及二零一零年十二月三十一日止年度內，董事評定商譽並無減值虧損。

## 26. 聯營公司權益

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>283,758</b>	283,667
<b>1,409,987</b>	760,389
<b>1,693,745</b>	1,044,056

## 26. INTERESTS IN ASSOCIATES (Cont'd)

The Company provided corporate guarantee to secure bank loans granted to its associates. The fair value of the financial guarantee contract was determined by Norton Appraisals Limited, independent qualified professional valuers, and it was recognised as interests in associates and financial guarantee liabilities in the Group's consolidated statement of financial position.

Particulars of the Group's principal associates as at 31st December, 2011 are set out in Note 53.

The investment properties held by the Group's principal associates were revalued as at 31st December, 2011 by B.I. Appraisals. B.I. Appraisals continues to adopt investment method and/or direct comparison method as the valuation methodologies. The valuation methods and significant assumptions applied in determining the fair values of investment properties are detailed in Note 21.

The summarised financial information in respect of the Group's associates is set out below:

## 26. 聯營公司權益(續)

本公司提供公司擔保作為其聯營公司獲授銀行貸款之抵押。財務擔保合約之公平值由獨立合資格專業估值師普敦國際評估有限公司釐定，並已於本集團之綜合財務狀況報表內確認為聯營公司權益及財務擔保負債。

本集團於二零一一年十二月三十一日之主要聯營公司詳情載於附註53。

本集團主要聯營公司之投資物業已由保柏國際評估於二零一一年十二月三十一日進行重估。保柏國際評估持續採納投資法及／或直接比較法為估值方法。應用於釐定投資物業公平值之估值方法及主要假設於附註21詳述。

本集團之聯營公司之財務資料概述如下：

		<b>2011</b>	2010
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Total assets	資產總額	<b>14,743,842</b>	23,707,985
Total liabilities	負債總額	<b>(10,468,436)</b>	(21,649,668)
Net assets	資產淨值	<b>4,275,406</b>	2,058,317
Non-controlling interests	非控股權益	<b>5,916</b>	9,293
		<b>4,281,322</b>	2,067,610
Group's share of net assets of associates	本集團攤佔聯營公司 資產淨值	<b>1,693,745</b>	1,044,056
Revenue	收入	<b>4,829,080</b>	413,683
Profit for the year	本年度溢利	<b>4,673,113</b>	165,633
Other comprehensive income	其他全面收益	<b>321,070</b>	253,296
Group's share of results of associates for the year	本集團攤佔聯營公司 本年度業績	<b>1,241,732</b>	56,580
Group's share of other comprehensive income of associates for the year	本集團攤佔聯營公司 本年度其他全面收益	<b>107,943</b>	78,272



## 27. ADVANCES TO ASSOCIATES

Interest-bearing advances to associates	墊付聯營公司之計息款項
Interest-free advances to associates	墊付聯營公司之免息款項

The advances to associates are unsecured. An approximately HK\$962,083,000 was expected to be repayable in 2013 and the amount is therefore shown as non-current. For the remaining HK\$656,559,000, the Group will not demand repayment within one year from the end of the reporting period and the amounts are therefore shown as non-current. The interest-bearing advances to associates bear interest at the prevailing market rates.

## 28. INTERESTS IN JOINTLY CONTROLLED ENTITIES

Share of net assets of jointly controlled entities	攤佔共同控制機構資產淨值
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## 27. 墊付聯營公司款項

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>97,465</b>	109,052
<b>1,521,177</b>	1,454,635
<b>1,618,642</b>	1,563,687

墊付聯營公司款項為無抵押。約962,083,000港元之款項預期於二零一三年償還，因此該等款項列作非流動性質。就剩餘之656,559,000港元，本集團不會要求於報告期末起計一年內償還，因此該等款項列作非流動性質。墊付聯營公司之計息款項以當時之市場借貸利率計息。

## 28. 共同控制機構權益

2011 HK\$'000 千港元	2010 HK\$'000 千港元
-	-

## 28. INTERESTS IN JOINTLY CONTROLLED ENTITIES (Cont'd)

Details of the Group's jointly controlled entities which are held indirectly by the Company as at 31st December, 2011 are as follows:

Name of jointly controlled entity 共同控制機構名稱	Form of business and structure 業務組建形式	Place of incorporation 註冊成立地點	Proportion of nominal value of issued share capital held 所持已發行股本面值比率	Principal activities 主要業務
Golden Royce Investment Limited 金萊斯投資有限公司	Incorporated 註冊成立	Hong Kong 香港	31.77%	Dormant 暫無營業
Top Grade Assets Limited	Incorporated 註冊成立	British Virgin Islands 英屬維爾京群島	40.97%	Dormant 暫無營業
Upgrade Properties Limited	Incorporated 註冊成立	British Virgin Islands 英屬維爾京群島	40.97%	Dormant 暫無營業

The summarised financial information in respect of the Group's jointly controlled entities is set out below:

## 28. 共同控制機構權益 (續)

本公司間接持有之本集團共同控制機構於二零一一年十二月三十一日之詳情如下：

本集團之共同控制機構之財務資料概述如下：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Total assets	資產總額	-	-
Total liabilities	負債總額	(160,145)	(160,138)
Net liabilities	負債淨值	(160,145)	(160,138)
Group's share of net liabilities of jointly controlled entities	本集團攤佔共同控制機構負債淨值	-	-
Revenue	收入	-	-
Loss for the year	本年度虧損	(7)	(3,989)
Group's share of loss of jointly controlled entities for the year	本集團攤佔共同控制機構本年度虧損	-	-

## 29. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments comprise:

Unlisted equity securities:	非上市股本證券：
– Incorporated in Hong Kong	– 於香港註冊
– Incorporated elsewhere	– 於其他地區註冊
Unlisted debt securities:	非上市債務證券：
– Floating rate notes (note i)	– 浮息票據（附註i）
– Fixed rate notes (note ii)	– 定息票據（附註ii）
Listed debt security:	上市債務證券：
– Floating rate note (note iii)	– 浮息票據（附註iii）
Club debentures	會籍債券
Total	總額
Analysis for reporting purposes as:	作報告用途之分析：
Non-current assets	非流動資產
Current assets	流動資產

## 29. 待售投資

待售投資包括：

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>120,529</b>	152,463
<b>3,892,849</b>	3,899
<b>4,013,378</b>	156,362
<b>88,301</b>	148,803
<b>96,263</b>	74,911
<b>184,564</b>	223,714
–	38,976
<b>15,731</b>	15,731
<b>4,213,673</b>	434,783
<b>4,160,350</b>	334,079
<b>53,323</b>	100,704
<b>4,213,673</b>	434,783



## 29. AVAILABLE-FOR-SALE INVESTMENTS (Cont'd)

Notes:

- (i) The unlisted floating rate notes with maturity dates in 2012 and 2014 carry interest at LIBOR plus 0.23% to 0.35% (2010: LIBOR plus 0.23% to 0.35%) per annum, payable on quarterly basis, and the balances with maturity date in 2012 were classified as current assets.
- (ii) The unlisted fixed rate notes carry interest from 4.75% to 6.50% (2010: 4.75% to 7.00%) per annum, payable on half-year basis, and will mature from February 2013 to August 2019 (2010: from February 2011 to March 2016).
- (iii) At 31st December, 2010, the listed floating rate note which carried interest at Euro Interbank Offered Rate plus 0.20% per annum, payable on quarterly basis, was denominated in EUR.

At the end of the reporting period, the fair values of the listed and unlisted debt securities were referenced with the quoted market bid prices available on the industry group.

For certain unlisted equity securities incorporated in Hong Kong, the fair values are determined based on discounted cash flow valuation techniques, with assumptions on discount rates ranging from 1% below Prime to Prime and no earning growth factor were used. Prime is defined as HK\$ best offered rate quoted from time to time by Standard Chartered Bank. If the discount rate to the valuation model was 10% higher/lower while all other variables were held constant, the carrying amounts of the unlisted equity securities investments would decrease/increase by HK\$1,342,000 (2010: HK\$2,054,000).

## 29. 待售投資 (續)

附註：

- (i) 到期日為二零一二年至二零一四年之非上市浮息票據按年利率倫敦銀行同業拆息加0.23厘至0.35厘(二零一零年：倫敦銀行同業拆息加0.23厘至0.35厘)計息(須按季付款)，而到期日為二零一二年之餘額已分類為流動資產。
- (ii) 非上市定息票據按年利率4.75厘至6.50%厘(二零一零年：4.75厘至7.00厘)計息，須每半年付款，到期日為二零一三年二月至二零一九年八月(二零一零年：二零一一年二月至二零一六年三月)。
- (iii) 於二零一零年十二月三十一日，按年利率歐洲銀行同業拆息加0.20厘計息，須按季付款之上市浮息票據以歐元為單位。

於報告期末，上市及非上市債務證券之公平值均根據行業類別所報的市場買盤價釐定。

就若干於香港註冊之非上市股本證券而言，公平值乃採用貼現現金流量估值法釐定，此估值法須對按介乎最優惠利率減1厘至最優惠利率之利率貼現進行假設，亦無使用盈利增長因素。最優惠利率界定為渣打銀行不時報價之港元最優惠利率。倘輸入估值法，其他變數維持不變，貼現率上升／降低10%，則非上市股本證券投資之賬面值將減少／增加1,342,000港元(二零一零年：2,054,000港元)。

## 29. AVAILABLE-FOR-SALE INVESTMENTS (Cont'd)

Investments in unlisted equity securities incorporated elsewhere included the Group's 49% interest in Grandday which was incorporated in the British Virgin Islands and indirectly owns parcel of land in the Jiangsu Province, PRC. As the Group does not have representation on the board of directors and does not participate in the policy-making processes of Grandday, the Directors do not believe that the Group is able to exercise significant influence over Grandday and therefore it is not classified as an associate.

Unlisted equity securities issued by private entities incorporated in the United States of America are stated at cost less accumulated impairment losses because the range of reasonable fair value estimates is so significant that the Directors consider that their fair values cannot be measured reliably.

During the years ended 31st December, 2011 and 2010, the Directors consider that there is no impairment loss recognised in relation to the unlisted equity securities.

The club debentures classified as available-for-sale investments are stated at cost less accumulated impairment losses. During the years ended 31st December, 2011 and 2010, the Directors consider that there is no impairment of the club debentures since the market price less costs to sell are higher than its carrying value.

At the end of the reporting period, available-for-sale investments totaling HK\$3,908,870,000 (2010: HK\$19,920,000) are stated at cost less accumulated impairment losses, if any.

## 29. 待售投資 (續)

於其他地區註冊之非上市股本證券投資包括本集團於朝隆之49%權益。朝隆乃於英屬維爾京群島註冊成立，間接擁有中國江蘇省之地塊。由於本集團於其董事會上並無代表，亦無參與朝隆之決策過程，董事並不相信本集團對朝隆有能力行使重大影響力，故於朝隆之股本權益並非分類為聯營公司。

美國註冊之私人機構發行之非上市股本證券，由於估計該等股本證券的合理公平價值時所需考慮之假設因素範圍甚廣，董事認為未能可靠地衡量其公平價值，故此該等股本證券按成本扣除累計減值虧損入賬。

於截至二零一一年及二零一零年十二月三十一日止年度內，董事認為該非上市股本證券概無確認減值虧損。

就分類為待售投資之會籍債券按成本扣除累計減值虧損入賬。於截至二零一一年及二零一零年十二月三十一日止年度，董事認為該會籍債券之市場價值減出售成本會高於賬面值，故此並無減值虧損。

於報告期末，總值3,908,870,000港元（二零一零年：19,920,000港元）之待售投資按成本扣除累計減值虧損（如有）入賬。

### 30. ADVANCES TO INVESTEE COMPANIES AND NON-CONTROLLING SHAREHOLDERS

- (a) The advance made to an investee company, of approximately HK\$406,241,000 (2010: HK\$344,687,000), with principal purpose of providing fund for a property development project, namely The Coronation, located at West Kowloon Reclamation Area is unsecured and interest-free. The remaining balance of approximately HK\$192,000 as at 31st December, 2010 was made to another investee company, with principal purpose of providing second mortgage for a property development project, is unsecured and interest-bearing at prevailing market rate. The Group will not demand for repayment within one year and the advances are therefore shown as non-current.
- (b) The advances made to non-controlling shareholders are unsecured and interest-free. The Group will not demand for repayment within one year and the advances are therefore shown as non-current.

### 30. 墊付接受投資公司及多名非控股股東款項

- (a) 墊付一間接受投資公司款項約406,241,000港元(二零一零年:344,687,000港元)·主要就位於西九龍填海區之物業發展項目御金·國峯提供資金·該款項乃無抵押及免息。就其他墊付另一間接受投資公司款項於二零一零年十二月三十一日之結餘約192,000港元·主要為一項物業發展項目提供二按·該款項乃無抵押及按當時之市場利率計息。本集團不會要求於一年內償還·故將該等墊付款項列作非流動性質。
- (b) 墊付多名非控股股東款項乃無抵押及免息。本集團不會要求於於一年內償還·故將該墊付款項列作非流動性質。



### 31. LOANS RECEIVABLE

### 31. 應收貸款

		<b>2011</b>	2010
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Long term loans receivable, secured	有抵押之應收長期貸款		
Non-current	非流動性質	<b>34</b>	78
Current	流動性質	<b>44</b>	41
		<b>78</b>	119
Long term loans receivable, unsecured	無抵押之應收長期貸款		
Non-current	非流動性質	<b>24</b>	–
Current	流動性質	<b>16</b>	–
		<b>40</b>	–
Other loans and advances, unsecured	無抵押之其他貸款及款項	–	–
		<b>118</b>	119
Less: Amounts due within one year shown under current assets	減：一年內到期並列作 流動資產之款項	<b>(60)</b>	(41)
Amounts due after one year	一年後到期之款項	<b>58</b>	78

Loans receivable comprise:

應收貸款包括：

	<b>Maturity date</b>	<b>Collateral</b>	<b>Effective interest rate</b>	<b>Carrying amounts</b>	
	到期日	抵押	實際利率	賬面值	
				<b>2011</b>	2010
				<b>HK\$'000</b>	HK\$'000
				千港元	千港元
Loans receivable 應收貸款	17th September, 2013 二零一三年九月十七日	Properties 物業	Prime rate 最優惠利率	<b>78</b>	119
Loans receivable 應收貸款	1st January, 2014 二零一四年一月一日	Nil 無	18% p.a. 年息18厘	<b>40</b>	–
				<b>118</b>	119

## 32. OTHER FINANCIAL ASSETS

### (a) Pledged deposits

The amount represents deposits pledged to banks and other financial institutions to secure credit facilities granted to the Group. Deposits amounting to approximately HK\$1,539,558,000 (2010: HK\$24,035,000) have been pledged to secure short-term borrowings and are therefore classified as current assets. The remaining deposits amounting to approximately HK\$165,441,000 (2010: HK\$163,031,000) have been pledged to secure long-term borrowings and are therefore classified as non-current assets.

The deposits carry interest rate at prevailing market rate. The pledged deposits will be released upon the repayment of relevant borrowings.

### (b) Securities trading receivables and deposits

Securities trading receivables and deposits are mainly amounts due from clearing house, brokers and clients.

### (c) Time deposits, bank balances and cash

The time deposits carry interests at prevailing market deposit rates and mature within one month. The Group does not hold collateral over the balances.

## 32. 其他金融資產

### (a) 抵押存款

此款額指抵押予銀行及其他金融機構，作為給予本集團信貸之存款。約1,539,558,000港元（二零一零年：24,035,000港元）之存款已作為短期借貸之抵押，並因此被分類為流動資產。餘下約165,441,000港元存款（二零一零年：163,031,000港元）已作為長期貸款之抵押，並因此被分類為非流動資產。

以上存款計息，利率為當時市場之利率。此抵押存款將於有關借貸獲償還時解除。

### (b) 應收證券交易款項及存款

應收證券交易款項及存款主要為應收結算所、證券經紀及客戶款項。

### (c) 定期存款、銀行結餘及現金

定期存款按當時之市場存款利率計息，並於一個月內到期。本集團並無就結餘持有抵押。

### 33. STOCK OF PROPERTIES

Completed properties	落成物業
Properties under development held for sales	持作出售之發展中物業
Less: Impairment loss recognised	減：已確認之減值虧損

At 31st December, 2011, the Directors reviewed the carrying amounts of the properties under development held for sales with reference to current market situation and the estimated selling price of the properties under development held for sales provided by B.I. Appraisals. No impairment loss was made during the years ended 31st December, 2011 and 2010.

During the year, completed properties write-down of HK\$2,312,000 (2010: nil) was recognised to the consolidated statement of comprehensive income as a result of decrease in net realisable value of certain completed properties.

Properties under development held for sales with carrying amounts of approximately HK\$2,703,537,000 (2010: HK\$4,024,887,000) are expected to be completed after one year.

### 33. 物業存貨

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>201,085</b>	314,775
<b>5,785,458</b> <b>(279,467)</b>	4,304,354 (279,467)
<b>5,505,991</b>	4,024,887
<b>5,707,076</b>	4,339,662

於二零一一年十二月三十一日，董事參考持作出售之發展中物業之現時市場環境及由保柏國際評估提供之估計賣價，審閱持作出售之發展中物業之賬面值。於截至二零一一年及二零一零年十二月三十一日止年度內概無任何減值虧損。

年內，由於若干落成物業之可變現淨值下跌，故於綜合全面收益報表就落成物業確認減值金額為2,312,000港元（二零一零年：無）。

持作出售之發展中物業之賬面值約2,703,537,000港元（二零一零年：4,024,887,000港元）預期於一年後落成。



### 34. INVESTMENTS HELD-FOR-TRADING

Investments held-for-trading comprise:

Listed investments:	上市投資：
– Equity securities listed in Hong Kong	– 於香港上市之股本證券
– Equity securities listed elsewhere	– 於其他地區上市之股本證券

The fair values of the investments held-for-trading are determined based on the quoted market bid prices available on the relevant stock exchanges.

### 35. FINANCIAL ASSETS DESIGNATED AS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets designated as at fair value through profit or loss comprise:

Bonds:	債券：
Non-current	非流動性質
Current	流動性質

### 34. 持作買賣之投資

持作買賣之投資包括：

<b>2011</b> <b>HK\$'000</b> 千港元	2010 HK\$'000 千港元
<b>514,917</b>	2,127,565
<b>–</b>	294,501
<b>514,917</b>	2,422,066

持作買賣之投資之公平值乃根據相關證券交易所之市場買入報價釐定。

### 35. 指定為通過損益以反映公平值之金融資產

指定為通過損益以反映公平值之金融資產包括：

<b>2011</b> <b>HK\$'000</b> 千港元	2010 HK\$'000 千港元
<b>2,453,411</b>	3,101,417
<b>2,773,200</b>	2,084,012
<b>5,226,611</b>	5,185,429

### 35. FINANCIAL ASSETS DESIGNATED AS AT FAIR VALUE THROUGH PROFIT OR LOSS (Cont'd)

Major terms of the bonds are as follows:

Notional amount	Maturity
RMB2,000,000,000	2014
RMB215,000,000	2015
USD50,000,000	2011
USD266,000,000	2015
USD132,000,000	2016
USD32,000,000	2017

The bonds denominated in USD carry fixed rate range from 8.0% to 13.5% per annum of which USD99,000,000 are callable and the bonds denominated in RMB carry fixed rate at 8.0% and 8.5% per annum.

The bonds are traded in active market and stated at fair values at the end of the reporting period, their fair values are determined by reference to market bid prices quoted by financial institutions and brokers.

### 35. 指定為通過損益以反映公平值之金融資產(續)

債券之主要內容如下：

名義金額	到期日
人民幣2,000,000,000元	二零一四年
人民幣215,000,000元	二零一五年
50,000,000美元	二零一一年
266,000,000美元	二零一五年
132,000,000美元	二零一六年
32,000,000美元	二零一七年

以美元計算之債券為固定年利率8.0厘至13.5厘，其中99,000,000美元之債券為可贖回，而人民幣計算之債券為固定年利率為8.0厘及8.5厘。

債券於交投活躍之市場交易，以公平值於報告期末列賬。債券之公平值乃根據金融機構及經紀之市場買入報價釐定。

### 36. INVENTORIES FOR COSMETIC PRODUCTS

Finished goods	製成品
Raw materials	原材料

At 31st December, 2011, all inventories were stated at the lower of cost and net realisable value.

### 36. 化妝品存貨

2011 HK\$'000 千港元	2010 HK\$'000 千港元
3,485	2,170
454	790
<b>3,939</b>	<b>2,960</b>

於二零一一年十二月三十一日，所有存貨按成本及可變現淨值兩中較低列賬。

### 37. DEBTORS, DEPOSITS AND PREPAYMENTS

Trade receivables 應收貿易款項  
Less: Allowance for doubtful debts 減：呆賬撥備

Deposits and prepayments 按金及預付款項  
Other receivables 其他應收款項

Included in trade receivables mainly comprised of rental receivables billed in advance and settlements from tenants are expected upon receipts of billings and properties sales proceeds receivables.

The Group maintains a defined credit policy to assess the credit quality of each counterparty. The collection is closely monitored to minimise any credit risk associated with these trade receivables. Considerations in respect of sold properties are payable by the purchasers pursuant to the terms of the sales and purchase agreements. Rental in respect of leased properties are payable in advance by the tenants. Other trade debtors settle their accounts according to the payment terms as stated in the respective contracts.

### 37. 應收賬項、按金及預付款項

<b>2011</b>	2010
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>17,372</b>	32,135
<b>(4,533)</b>	(4,928)
<b>12,839</b>	27,207
<b>259,999</b>	163,368
<b>310,631</b>	295,297
<b>583,469</b>	485,872

應收貿易款項主要包括預先開單而預期租戶會於收到租單後會支付之應收租金及物業銷售應收款項。

本集團已制訂明確之信貸政策，以評估每名交易對手之信貸質素。本集團密切監察收款情況，務求盡量減低有關該等應收貿易款項之信貸風險。買方須根據買賣協議之條款支付已售物業之代價。租賃物業之租金須由租戶預先支付。其他貿易債務人根據個別合約內列明之付款條款清還賬項。



### 37. DEBTORS, DEPOSITS AND PREPAYMENTS (Cont'd)

The following is the aged analysis of trade receivables (net of allowance for doubtful debts) at the end of the reporting period:

0 – 30 days	零至三十日
31 – 60 days	三十一日至六十日
61 – 90 days	六十一日至九十日
Over 90 days	九十日以上

The following is the aged analysis of trade receivables which are past due but not impaired:

0 – 30 days	零至三十日
31 – 60 days	三十一日至六十日
61 – 90 days	六十一日至九十日
Over 90 days	九十日以上

### 37. 應收賬項、按金及預付款項 (續)

應收貿易款項(扣除呆賬撥備)於報告期末之賬齡分析如下:

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>3,150</b>	17,546
<b>977</b>	576
<b>588</b>	50
<b>8,124</b>	9,035
<b>12,839</b>	27,207

已逾期但未被減值之應收貿易款項之賬齡分析如下:

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>2,495</b>	16,279
<b>452</b>	199
<b>-</b>	1
<b>7,786</b>	8,857
<b>10,733</b>	25,336

### 37. DEBTORS, DEPOSITS AND PREPAYMENTS (Cont'd)

Movement in the allowance for doubtful debts:

1st January	於一月一日
Amounts written off as uncollectible	以不可收回撇銷之款項
Amount recovered during the year	本年度已收回款項
Impairment losses (reversed) recognised in respect of trade receivables	就應收貿易款項(撥回) 確認之減值虧損
<b>At 31st December</b>	<b>於十二月三十一日</b>

For those past due but not impaired receivables, although no collateral is held, the Group has assessed the creditworthiness, past payment history and substantial settlement after the end of the reporting period, and considers that the amounts are still recoverable and no further credit provision is required in excess of allowance for doubtful debts. Trade receivables over 90 days amounting to HK\$7,786,000 (2010: HK\$8,857,000) are sufficiently covered by rental deposits received from the respective tenants and no allowance is required for these receivables under the Group's allowance policy.

Trade receivables which are neither overdue nor impaired are in good quality.

### 37. 應收賬項、按金及預付款項 (續)

呆賬準備之變動：

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>4,928</b>	7,168
<b>(85)</b>	(2,379)
<b>-</b>	(184)
<b>(310)</b>	323
<b>4,533</b>	4,928

就已逾期但無減值之應收款項而言，雖然並無抵押，本集團已就其信譽、過往還款記錄及於報告期末後之主要結賬作出評估，並認為該數額仍可收回，無需要作進一步(多於呆賬撥備)之信貸撥備。超過90日之應收貿易款項7,786,000港元(二零一零年：8,857,000港元)足以被所收該等客戶之租金訂金所保障，根據本集團之撥備政策，無須為該等應收款項作出撥備。

既無逾期亦無減值之應收貿易款項之質素良好。

### 38. CREDITORS AND ACCRUALS

Included in creditors and accruals are trade payables of approximately HK\$520,513,000 (31st December, 2010: HK\$418,462,000).

The following is the aged analysis of trade payables at the end of the reporting period:

0 – 90 days	零至九十日
Over 90 days	九十日以上

### 38. 應付賬項及應計款項

應付賬項及應計款項包括應付貿易賬項約520,513,000港元(二零一零年十二月三十一日: 418,462,000港元)。

應付貿易賬項於報告期末之賬齡分析如下:

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>82,250</b>	222,972
<b>438,263</b>	195,490
<b>520,513</b>	418,462

### 39. BORROWINGS

Secured bank loans repayable within a period of:	須於下列期間償還之有抵押銀行貸款:
Less than 1 year	一年以下
More than 1 year but within 2 years	一年以上但不超逾兩年
More than 2 years but within 5 years	兩年以上但不超逾五年
Over 5 years	五年以上

Other secured loans repayable within 1 year	須於一年內償還之其他有抵押貸款
Unsecured bank loan repayable within 1 year	須於一年內償還之無抵押銀行貸款

Less: Amounts due within one year

Amounts due after one year

### 39. 借貸

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>6,551,002</b>	735,577
<b>8,751,362</b>	6,461,062
<b>3,748,153</b>	8,521,896
<b>184,500</b>	–
<b>19,235,017</b>	15,718,535
<b>3,300,665</b>	2,681,975
<b>155,000</b>	310,000
<b>22,690,682</b>	18,710,510
<b>(10,006,667)</b>	(3,727,552)
<b>12,684,015</b>	14,982,958

The bank loans denominated in HK\$ are variable-rate borrowings which carry interest ranging from HIBOR plus 0.37% to 5.00% (2010: HIBOR plus 0.37% to 1.75%) per annum.

以港元計值之銀行貸款為浮息借貸，年息按香港銀行同業拆息加0.37厘至加5.00厘不等(二零一零年: 香港銀行同業拆息加0.37厘至加1.75厘不等)。



### 39. BORROWINGS (Cont'd)

The variable-rate bank loans denominated in RMB carry interest ranged from 90% to 110% (2010: at 90%) of People's Bank of China base rate as announced by the People's Bank of China per annum.

The borrowing denominated in GBP from a financial institution as at the end of the reporting period with carrying amount of approximately HK\$3,185.9 million (2010: nil) carries interest at a fixed rate of 5.97% per annum. The weighted average effective interest rate is 3.5% per annum.

The remaining loans are variable-rate borrowings which carry interest at costs of funds of financial institutions plus 0.25% to 1.98% (2010: inter-bank borrowing rate plus 0.25% to 0.30%) per annum.

The Group's borrowings that are denominated in currencies other than HK\$ are set out below:

### 39. 借貸(續)

以人民幣計值之浮息銀行貸款按中國人民銀行公布之中國人民銀行貸款基準利率之90%至110% (二零一零年: 90%) 計算。

以英鎊計值之金融機構貸款之賬面值於報告期末約3,185,900,000港元 (二零一零年: 無) 按定息年利息5.97%計算。加權平均實際年利率為3.5厘。

其餘貸款為浮息借貸，年息按金融機構資金成本加0.25厘至1.98厘 (二零一零年: 銀行同業拆息加0.25厘至0.30厘) 計算。

本集團以港元以外貨幣計算之借貸如下:

		<b>2011</b>	2010
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
USD	美元	<b>3,274,825</b>	436,226
GBP	英鎊	<b>3,185,895</b>	-
RMB	人民幣	<b>775,807</b>	626,296
Australian dollars	澳元	-	13,918
EUR	歐元	-	231,831
		<b>7,236,527</b>	1,308,271

## 40. PROVISIONS

Contingency provision	或然事項撥備
At 1st January	於一月一日
Reversal of contingency provision	撥回或然事項撥備
<b>At 31st December</b>	<b>於十二月三十一日</b>

Note: The provision represents construction cost determined by the management's best estimate of the Group's liability on contingency claims by a third party to whom a property under development project was previously disposed of.

## 40. 撥備

	<b>2011</b>	2010
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
	<b>16,054</b>	16,054
	<b>(16,054)</b>	–
	<b>–</b>	16,054

附註：撥備指按管理層就一名第三者對早前售出之發展中物業項目建築成本，或然索償而產生之本集團負債所作出之最佳估計而釐定。

## 41. SHARE CAPITAL

Movements in the share capital of the Company during the year were as follows:

## 41. 股本

於本年度內本公司之股本變動如下：

		Number of shares		Share capital	
		股份數目		股本	
		2011	2010	2011	2010
		HK\$'000		HK\$'000	HK\$'000
		千港元		千港元	千港元
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股				
Authorised:	法定股本：				
At 1st January and 31st December	於一月一日及 十二月三十一日	<b>5,000,000,000</b>	5,000,000,000	<b>500,000</b>	500,000
Issued and fully paid:	已發行及繳足股本：				
At 1st January	於一月一日	<b>1,907,619,079</b>	1,950,000,079	<b>190,762</b>	195,000
Repurchased of ordinary shares (note)	回購普通股 (附註)	–	(42,381,000)	–	(4,238)
<b>At 31st December</b>	<b>於十二月三十一日</b>	<b>1,907,619,079</b>	1,907,619,079	<b>190,762</b>	190,762

## 41. SHARE CAPITAL (Cont'd)

Note: The Company did not repurchase any its own ordinary shares on the Stock Exchange during the year ended 31st December, 2011.

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

Month of repurchases 進行回購之月份	No. of ordinary shares repurchased 回購 普通股數目	Price per share 每股價格		Aggregate consideration and transaction cost paid 已付總代價及 交易成本 HK\$'000 千港元
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
May 2010 二零一零年五月	25,355,500	12.86	11.44	307,799
June 2010 二零一零年六月	14,153,500	13.72	12.64	187,601
July 2010 二零一零年七月	2,872,000	14.08	13.90	40,264

The above ordinary shares were cancelled upon repurchase. None of the Company's subsidiaries had repurchased, sold or redeemed any of the Company's listed shares during the year.

## 42. AMOUNTS DUE TO ASSOCIATES AND A NON-CONTROLLING SHAREHOLDER

Both the amounts due to associates and a non-controlling shareholder are unsecured and interest-free. The associates and the non-controlling shareholder will not demand for repayment within one year from the end of the reporting period and the amounts are therefore shown as non-current.

## 41. 股本(續)

附註：於截至二零一一年十二月三十一日止年度，本公司沒有於聯交所回購任何其普通股。

於截至二零一零年十二月三十一日止年度，本公司於聯交所回購其普通股，詳情如下：

Month of repurchases 進行回購之月份	No. of ordinary shares repurchased 回購 普通股數目	Price per share 每股價格		Aggregate consideration and transaction cost paid 已付總代價及 交易成本 HK\$'000 千港元
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
May 2010 二零一零年五月	25,355,500	12.86	11.44	307,799
June 2010 二零一零年六月	14,153,500	13.72	12.64	187,601
July 2010 二零一零年七月	2,872,000	14.08	13.90	40,264

上述普通股已於回購時註銷。本公司之各附屬公司於本年度內概無回購、出售或贖回本公司任何上市股份。

## 42. 欠負聯營公司及一名非控股股東款項

欠負聯營公司及一名非控股股東款項均為無抵押及免息。該等聯營公司及非控股股東不會於報告期末起一年內要求償還，故該等款項列作非流動性質。



### 43. DEFERRED TAXATION

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

### 43. 遞延稅項

以下為本集團於本報告期間及過往報告期間作出撥備之主要遞延稅項負債（確認資產）及其變動：

		<b>Investment properties</b>	<b>Accelerated tax depreciation</b>	<b>Tax losses</b>	<b>Total</b>
		投資物業 HK\$'000 千港元	加速 稅項折舊 HK\$'000 千港元	稅務虧損 HK\$'000 千港元	總額 HK\$'000 千港元
At 1st January, 2010	於二零一零年一月一日	426,412	14,919	(40,092)	401,239
Disposal of subsidiaries (Note 44(b)(ii)) (Credited) charged to the consolidated statement of comprehensive income	出售附屬公司 (附註44(b)(ii)) 於綜合全面收益報表 (撥回)扣除	(11,160)	(4,616)	3,193	(12,583)
		(25,644)	7,735	(367)	(18,276)
At 31st December, 2010	於二零一零年 十二月三十一日	389,608	18,038	(37,266)	370,380
Exchange adjustments	匯兌調整	-	-	125	125
Acquisition of subsidiaries (Note 44(a)(i))	收購附屬公司 (附註44(a)(i))	-	-	(42,609)	(42,609)
Charged to the consolidated statement of comprehensive income	於綜合全面收益報表 扣除	73,450	10,515	24,539	108,504
<b>At 31st December, 2011</b>	<b>於二零一一年 十二月三十一日</b>	<b>463,058</b>	<b>28,553</b>	<b>(55,211)</b>	<b>436,400</b>

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

為呈列綜合財務狀況報表，若干遞延稅項負債及資產已經對銷。就財務報告用途之遞延稅項結餘分析如下：

		<b>2011 HK\$'000 千港元</b>	2010 HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債	<b>483,679</b>	403,463
Deferred tax assets	遞延稅項資產	<b>(47,279)</b>	(33,083)
		<b>436,400</b>	370,380

#### 43. DEFERRED TAXATION (Cont'd)

At the end of the reporting period, the Group has the following major unrecognised deferred tax assets due to the unpredictability of the future profit streams.

Accelerated tax depreciation	加速稅項折舊
Tax losses	稅務虧損

At the end of the reporting period, the Group has unused tax losses of approximately HK\$48,034,000 (2010: nil) arising in the Mainland China which will expire in one to five years for offsetting against future taxable profits. Other unrecognised tax losses may be carried forward indefinitely.

#### 44. BUSINESS COMBINATION

##### (a) Acquisition of Subsidiaries

##### (i) Acquisition of River Court Holdings Limited and its subsidiaries ("River Court Group")

On 14th January, 2011, the Group entered into a sale and purchase agreement with independent third parties, in relation to the acquisition of 100% equity interests in River Court Holdings Limited, which indirectly held the freehold office building, namely River Court, located at London, United Kingdom at a consideration of GBP37.8 million, equivalent to approximately HK\$453.4 million ("Acquisition of River Court"). The Acquisition of River Court was completed on 14th January, 2011.

At the date of acquisition, River Court Group was actively engaged in property leasing and whole of properties were leased out, the Acquisition of River Court enables the Group to have return in form of rental income and asset enhancement on the integrated set of its activities and assets. The Directors determined that the acquired entity should be accounted as business in accordance with HKFRS 3 "Business Combinations".

#### 43. 遞延稅項 (續)

於報告期末，本集團有以下因難以預料未來溢利而未確認之主要遞延稅項資產。

2011 HK\$'000 千港元	2010 HK\$'000 千港元
(106,493)	(130,118)
(507,233)	(282,918)
<b>(613,726)</b>	<b>(413,036)</b>

本集團於報告期末，就中國大陸產生用以對銷未來應課稅溢利並將於一至五年內到期之未使用稅務虧損約48,034,000港元（二零一零年：無）。其餘未確認之稅務虧損可無限期結轉。

#### 44. 業務合併

##### (a) 收購附屬公司

##### (i) 收購River Court Holdings Limited及其附屬公司（「River Court集團」）

本集團與獨立第三方於二零一一年一月十四日訂立買賣協議，有關收購River Court Holdings Limited之100%股本權益，其間接持有位於英國倫敦，名為「River Court」之永久業權寫字樓。交易代價為37,800,000英鎊（相當於約453,400,000港元）（「收購River Court」）。收購River Court已於二零一一年一月十四日完成。

於收購日，River Court集團積極從事物業租賃業務且全部物業已租出，收購River Court集團讓本集團以租金收入及資產提升之形式就合併業務及資產獲得回報。董事決定，所收購之實體應按照香港財務報告準則第3號「業務合併」入賬列作業務。

#### 44. BUSINESS COMBINATION (Cont'd)

##### (a) Acquisition of Subsidiaries (Cont'd)

###### (i) Acquisition of River Court Holdings Limited and its subsidiaries ("River Court Group") (Cont'd)

The recognised amounts of identifiable assets acquired and liabilities assumed as at the date of the Acquisition of River Court are as follows:

		Fair Value 公平值 HK\$'000 千港元
Net assets acquired:	收購資產淨值：	
Investment property – River Court	投資物業 – River Court	3,362,492
Debtors and prepayments	應收賬項及預付款項	62
Bank balances and cash	銀行結餘及現金	64,552
Secured bank loan	有抵押銀行貸款	(3,253,087)
Deposits and receipts in advance	按金及預先收取款項	(35,964)
Creditors and accruals	應付賬項及應計款項	(50,136)
Tax liabilities	稅項負債	(30)
Deferred tax asset	遞延稅項資產	42,609
		<hr/>
Net assets acquired	收購資產淨值	130,498
Goodwill	商譽	322,938
		<hr/>
Total consideration	代價總額	453,436
		<hr/> <hr/>
Satisfied by:	以下列方式支付：	
Cash consideration paid	已付現金代價	453,436
		<hr/> <hr/>
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額：	
Cash consideration paid	已付現金代價	453,436
Bank balances and cash acquired	所收購之銀行結餘及現金	(64,552)
		<hr/>
		388,884
		<hr/> <hr/>

#### 44. 業務合併 (續)

##### (a) 收購附屬公司 (續)

###### (i) 收購 River Court Holdings Limited 及其附屬公司 ("River Court 集團") (續)

於收購 River Court 日已確認被收購之可辨別資產及接受之負債金額如下：

		Fair Value 公平值 HK\$'000 千港元
Net assets acquired:	收購資產淨值：	
Investment property – River Court	投資物業 – River Court	3,362,492
Debtors and prepayments	應收賬項及預付款項	62
Bank balances and cash	銀行結餘及現金	64,552
Secured bank loan	有抵押銀行貸款	(3,253,087)
Deposits and receipts in advance	按金及預先收取款項	(35,964)
Creditors and accruals	應付賬項及應計款項	(50,136)
Tax liabilities	稅項負債	(30)
Deferred tax asset	遞延稅項資產	42,609
		<hr/>
Net assets acquired	收購資產淨值	130,498
Goodwill	商譽	322,938
		<hr/>
Total consideration	代價總額	453,436
		<hr/> <hr/>
Satisfied by:	以下列方式支付：	
Cash consideration paid	已付現金代價	453,436
		<hr/> <hr/>
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額：	
Cash consideration paid	已付現金代價	453,436
Bank balances and cash acquired	所收購之銀行結餘及現金	(64,552)
		<hr/>
		388,884
		<hr/> <hr/>



## 44. BUSINESS COMBINATION (Cont'd)

### (a) Acquisition of Subsidiaries (Cont'd)

#### (i) Acquisition of River Court Holdings Limited and its subsidiaries ("River Court Group") (Cont'd)

Goodwill can be attributable to the anticipated profitability of the acquired business. None of the goodwill recognised is expected to be deductible for income tax purposes. Acquisition-related costs amounting to HK\$13.3 million was recognised in "Other Expenses" (Note 11) in the consolidated statement of comprehensive income.

The valuation of investment property at the acquisition was performed by Peak Vision Appraisals, an independent qualified professional valuers with experience in the valuation of similar properties in the relevant market and the fair value of secured bank loan was calculated based on discounted cash flow models. The fair values of the other identifiable assets and liabilities were approximate to their carrying amounts.

The fair value of debtors and prepayments include debtors with a fair value and gross contractual amount receivable of GBP5,000 (equivalent to approximately HK\$62,000).

Since the Acquisition of River Court, River Court Group contributed revenue of HK\$191.9 million and profit of HK\$135.1 million to the Group for the year ended 31st December, 2011. If the Acquisition of River Court had occurred on 1st January, 2011, the revenue and profit of the Group for the year ended 31st December, 2011 would have been increased by approximately HK\$6.8 million and HK\$2.5 million respectively.

#### (ii) Acquisition of Canaria Holding Limited ("Canaria") and its subsidiary

On 11th February, 2010, the Group entered into a sale and purchase agreement with third parties in relation to, inter alia, the acquisition of the remaining 50% interests in Canaria which indirectly held the commercial property of Tuen Mun Centre at a consideration of approximately HK\$18,651,000 ("Acquisition of Canaria"). Canaria was 50% owned by the Group before the acquisition. As a result of the Acquisition of Canaria, the Group obtained 100% control over the Tuen Mun Centre. The Acquisition of Canaria was completed on 11th February, 2010.

## 44. 業務合併 (續)

### (a) 收購附屬公司 (續)

#### (i) 收購River Court Holdings Limited及其附屬公司 ("River Court集團") (續)

商譽可歸於被收購業務之預計盈利能力。就所得稅而言，已確認之商譽概無可預期之扣減。有關收購成本為13,300,000港元已於綜合全面收益報表確認為「其他開支」(附註11)。

投資物業於收購時之估值由滙鋒評估(獨立合資格專業估值師，具備相關市場類似物業之估值經驗)進行，而有抵押銀行貸款之公平值乃按已貼現現金流量模型計算。其他可辨別資產及負債之公平值與其賬面值相若。

應收賬項及預付款項之公平值包括以公平值計值之應收款項及合約總額之應收款項5,000英鎊(相當於約62,000港元)。

自收購River Court後，River Court集團為本集團截至二零一一年十二月三十一日止年度帶來191,900,000港元之收入及135,100,000港元之溢利。若收購River Court發生於二零一一年一月一日，截至二零一一年十二月三十一日止年度本集團之收入及溢利將分別增加約6,800,000港元及2,500,000港元。

#### (ii) 收購Canaria Holding Limited ("Canaria")及其附屬公司

於二零一零年二月十一日，本集團與第三方訂立買賣協議，以代價約為18,651,000港元收購(「收購Canaria」)(其中包括)Canaria餘下之50%權益。Canaria間接持有位於新界之商用物業—屯門中心。本集團於收購前已持有Canaria之50%股權。經收購Canaria後，本集團取得屯門中心之100%控制權。收購Canaria已於二零一零年二月十一日完成。

#### 44. BUSINESS COMBINATION (Cont'd)

##### (a) Acquisition of Subsidiaries (Cont'd)

##### (ii) Acquisition of Canaria Holding Limited ("Canaria") and its subsidiary (Cont'd)

At the date of acquisition, two shops of the property were leased out and the two foyers of cinema were pending for redevelopment, the Acquisition of Canaria enables the Group to have return in form of rental income and asset enhancement on the integrated set of its activities and assets. The Directors determined that the acquired entity should be accounted as business in accordance with HKFRS 3 "Business Combinations".

The recognised amounts of identifiable assets acquired and liabilities assumed as at the date of the Acquisition of Canaria are as follows:

		Carrying amounts before the acquisition 收購前之 賬面值 HK\$'000 千港元	Fair value adjustments 公平值調整 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
Net assets acquired:	收購資產淨值：			
Investment properties	投資物業	46,000	1,000	47,000
Bank balances and cash	銀行結餘及現金	3,489	-	3,489
Debtors and prepayments	應收賬項及預付款項	27	-	27
Creditors and accruals	應付賬項及應計款項	(56)	-	(56)
Deposits and receipts in advance	按金及預先收取款項	(158)	-	(158)
Net assets acquired	收購資產淨值	49,302	1,000	50,302
Consideration transferred	轉讓代價			18,651
Acquisition-date fair value of previously-held equity interest	先前持有之股本權益 於收購日之公平值			18,651
				37,302
Less: fair value of identifiable net assets acquired	減：收購時之可辨別資 產淨值之公平值			(50,302)
Gain on bargain purchase of a subsidiary	議價收購一間附屬公司 之收益			(13,000)
Net cash outflow arising on acquisition:	收購所產生之現金 流入淨額：			
Cash consideration paid	已付現金代價			18,651
Bank balances and cash acquired	所收購之銀行結餘及 現金			(3,489)
				15,162

#### 44. 業務合併 (續)

##### (a) 收購附屬公司 (續)

##### (ii) 收購 Canaria Holding Limited ("Canaria") 及其附屬公司 (續)

於收購日，該物業之兩間店舖已租出戲院之兩個休息室有待重建，收購 Canaria 讓本集團以租金收入及資產之形式，就整體業務及資產提升回報。董事決定，所收購之實體應按照香港財務報告準則第3號「業務合併」入賬列作業務。

於收購 Canaria 日已確認被收購之可辨別資產及接受之負債金額如下：

## 44. BUSINESS COMBINATION (Cont'd)

### (a) Acquisition of Subsidiaries (Cont'd)

#### (ii) Acquisition of Canaria Holding Limited ("Canaria") and its subsidiary (Cont'd)

The gain on bargain purchase of a subsidiary of HK\$13,000,000 was recognised in "Other Gains and Losses, Net" (Note 15), which was arising from the difference between (a) the fair value of the shares in Canaria of HK\$37,302,000, representing the aggregate of the consideration transferred of HK\$18,651,000 and the acquisition-date fair value of previously-held equity interest of HK\$18,651,000; and (b) the fair value of identifiable net assets acquired of HK\$50,302,000, comprising the investment property at fair value with reference to valuation performed by an independent valuer with experience in the valuation of similar properties in the relevant market and the fair values of the identifiable assets and liabilities, which approximate to their carrying amounts.

The gain arising from the difference between (a) acquisition-date fair value of previously-held equity interest in Canaria and (b) 50% interest in fair value of identifiable net assets of Canaria is mainly due to (i) Canaria's shares are not listed and with low liquidity; and (ii) a lack of control over the assets and management of Canaria in respect of a 50% equity interest holding in Canaria.

Acquisition-related costs amounting to HK\$60,000 was excluded from the consideration transferred and has been recognised as expenses in the consolidated statement of comprehensive income.

Since the Acquisition of Canaria, Canaria contributed HK\$1,529,000 to the Group's revenue and HK\$34,605,000 of profit to the Group's result for the year ended 31st December, 2010.

Had the combination taken place on 1st January, 2010, the revenue and the loss of the Group for the year ended 31st December, 2010 would have been approximately HK\$2,671,100,000 and HK\$8,835,044,000 respectively.

## 44. 業務合併 (續)

### (a) 收購附屬公司 (續)

#### (ii) 收購 Canaria Holding Limited ("Canaria") 及其附屬公司 (續)

議價收購一間附屬公司之收益 13,000,000 港元於「其他收益及虧損淨額」(附註15) 確認。此數額乃因(a) Canaria 股份之公平值 37,302,000 港元(相當於所轉讓代價 18,651,000 港元及先前持有之股本權益於收購日之公平值 18,651,000 港元之總額); 及(b) 所收購可辨別資產之公平值 50,302,000 港元(包括按公平值列賬之投資物業, 乃參照由具備相關市場類似物業之估值經驗之獨立估值師進行之估值及可辨別資產及負債之公平值(與賬面值相若) 釐定) 之差額而產生。

因(a) 先前持有 Canaria 之股本權益於收購日之公平值, 及(b) 於 Canaria 之 50% 權益的可辨別資產淨值之公平值間差額而產生之收益, 乃主要由於(i) Canaria 之股本並非上市及低流動性; 及(ii) 持有 Canaria 之 50% 股本權益對其資產及管理層缺乏控制權。

有關收購成本為 60,000 港元將不計入轉讓代價並於綜合全面收益報表確認為開支。

自收購 Canaria 完成後, Canaria 為本集團截至二零一零年十二月三十一日止年度帶來 1,529,000 港元之收入及綜合業績帶來 34,605,000 港元之溢利。

若合併發生於二零一零年一月一日, 截至二零一零年十二月三十一日止年度本集團之收入及虧損將分別為 2,671,100,000 港元及 8,835,044,000 港元。



#### 44. BUSINESS COMBINATION (Cont'd)

##### (b) Disposal of Subsidiaries

###### (i) Disposal of a subsidiary to a connected person (2011)

On 7th November, 2011, the Group entered into a sale and purchase agreement with Marvel Ocean Limited, which is wholly-owned by a Director and a substantial shareholder of the Company, to dispose Easy Harbour Limited, which held a residential property located at No. 3 Deep Water Bay Road, Hong Kong ("Connected Transaction 2011"), at a consideration of approximately HK\$497.2 million and was completed on 7th November, 2011.

The net liabilities of the Connected Transaction 2011 as at the date of disposal are as follows:

Investment property	投資物業	<b>860,000</b>
Bank balances	銀行結餘	<b>2,042</b>
Amounts due to the Group	欠負本集團款項	<b>(497,282)</b>
Bank borrowings	銀行借貸	<b>(430,000)</b>
Deposits and receipts in advance	按金及預收款項	<b>(1,406)</b>
Creditors and accruals	應付賬項及應計款項	<b>(223)</b>
		<hr/>
Net liabilities disposed of	出售負債淨值	<b>(66,869)</b>
Repayments of amounts due to the Group	償還欠負本集團款項	<b>497,282</b>
Gain on disposal of a subsidiary	出售一間附屬公司之收益	<b>66,825</b>
		<hr/>
Cash consideration received	已收現金代價	<b>497,238</b>
		<hr/> <hr/>
Satisfied by:	以下列方式支付：	
Cash received	已收現金	<b>497,238</b>
Expenses incurred for disposal	出售所產生之開支	<b>(92)</b>
		<hr/>
		<b>497,146</b>
		<hr/> <hr/>
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	<b>497,238</b>
Expenses incurred for disposal	出售所產生之開支	<b>(92)</b>
Bank balances disposed of	已出售之銀行結餘	<b>(2,042)</b>
		<hr/>
		<b>495,104</b>
		<hr/> <hr/>

The gain on Connected Transaction 2011 was included in "Other Gains and Losses, Net" (Note 15) in the consolidated statement of comprehensive income.

Details of the Connected Transaction 2011 were disclosed in the announcement of the Company dated 7th November, 2011.

#### 44. 業務合併 (續)

##### (b) 出售附屬公司

###### (i) 出售一間附屬公司予關連人士 (二零一一年)

於二零一一年十一月七日，本集團與Marvel Ocean Limited (由本公司一位董事兼主要股東全資擁有) 訂立一份買賣協議，出售持有位於香港深水灣道3號住宅物業之Easy Harbour Limited (「二零一一年關連交易」)，代價約為497,200,000港元並已於二零一一年十一月七日完成交易。

二零一一年關連交易於出售日期之負債淨值如下：

	<b>2011</b>
	<b>HK\$'000</b>
	千港元
	<hr/>
	<b>860,000</b>
	<b>2,042</b>
	<b>(497,282)</b>
	<b>(430,000)</b>
	<b>(1,406)</b>
	<b>(223)</b>
	<hr/>
	<b>(66,869)</b>
	<b>497,282</b>
	<b>66,825</b>
	<hr/>
	<b>497,238</b>
	<hr/> <hr/>
	<b>497,238</b>
	<b>(92)</b>
	<hr/>
	<b>497,146</b>
	<hr/> <hr/>
	<b>497,238</b>
	<b>(92)</b>
	<b>(2,042)</b>
	<hr/>
	<b>495,104</b>
	<hr/> <hr/>

二零一一年關連交易之收益已計入綜合全面收益報表之「其他收益及虧損淨額」內(附註15)。

二零一一年關連交易之詳情披露於本公司日期為二零一一年十一月七日發出之公布內。

#### 44. BUSINESS COMBINATION (Cont'd)

##### (b) Disposal of Subsidiaries (Cont'd)

##### (ii) Disposal of subsidiaries to connected persons (2010)

During the year ended 31st December, 2010, the Group entered into sale and purchase agreements with Tycoon City Limited, Energy Kingdom Limited and Smart Object Limited, companies which are wholly-owned by a Director and a substantial shareholder to dispose Global Smart Ltd., Sunny Ocean Limited, Jolly Gain Limited, Viewide Properties Limited, Dynamic Source Limited, Bingo Castle Limited, Grand Lucky Ltd. and Baharica Limited (collectively referred to as the "Connected Transaction 2010") at a total consideration of approximately HK\$2,478,057,000 and were completed on 27th July, 2010 and 20th August, 2010.

The net assets of the Connected Transaction 2010 as at the date of disposal were as follows:

Investment properties	投資物業	3,277,000
Properties and other fixed assets	物業及其他固定資產	1
Debtors, deposits and prepayments	應收賬項、按金及預付款項	10,411
Amounts due from the Group	本集團欠款	599,709
Pledged deposits	抵押存款	29,604
Bank balances and cash	銀行結餘及現金	12,955
Creditors and accruals	應付賬項及應計款項	(7,805)
Deposits received and receipts in advance	按金及預收款項	(56,880)
Loan from an intermediate holding company	中間控股公司之貸款	(916,814)
Bank borrowings	銀行借貸	(778,000)
Tax liabilities	稅項負債	(10,123)
Deferred tax liabilities	遞延稅項負債	(12,583)
Net assets disposed of	出售資產淨值	2,147,475
Repayments of amounts due from the Group	償還本集團欠款	(599,709)
Repayment of loan from an intermediate holding company	償還中間控股公司之貸款	916,814
Gain on disposal of subsidiaries	出售多間附屬公司之收益	13,477
Cash consideration received	已收現金代價	2,478,057
Net cash inflow arising on disposal:	出售時產生之現金流入淨額:	
Cash consideration	現金代價	2,478,057
Bank balances and cash disposed of	已出售之銀行結餘及現金	(12,955)
		2,465,102

#### 44. 業務合併 (續)

##### (b) 出售附屬公司 (續)

##### (ii) 出售附屬公司予關連人士 (二零一零年)

於截至二零一零年十二月三十一日止年度，本集團與Tycoon City Limited、Energy Kingdom Limited及Smart Object Limited (由本公司一位董事兼主要股東全資擁有) 訂立多份買賣協議，以代價總額約2,478,057,000港元出售Global Smart Ltd.、Sunny Ocean Limited、Jolly Gain Limited、Viewide Properties Limited、Dynamic Source Limited、Bingo Castle Limited、Grand Lucky Ltd.及Baharica Limited (統稱為「二零一零年關連交易」)，並分別於二零一零年七月二十七日及二零一零年八月二十日完成。

二零一零年關連交易於出售日期之資產淨值如下：

##### 2010

HK\$'000  
千港元

Investment properties	投資物業	3,277,000
Properties and other fixed assets	物業及其他固定資產	1
Debtors, deposits and prepayments	應收賬項、按金及預付款項	10,411
Amounts due from the Group	本集團欠款	599,709
Pledged deposits	抵押存款	29,604
Bank balances and cash	銀行結餘及現金	12,955
Creditors and accruals	應付賬項及應計款項	(7,805)
Deposits received and receipts in advance	按金及預收款項	(56,880)
Loan from an intermediate holding company	中間控股公司之貸款	(916,814)
Bank borrowings	銀行借貸	(778,000)
Tax liabilities	稅項負債	(10,123)
Deferred tax liabilities	遞延稅項負債	(12,583)
Net assets disposed of	出售資產淨值	2,147,475
Repayments of amounts due from the Group	償還本集團欠款	(599,709)
Repayment of loan from an intermediate holding company	償還中間控股公司之貸款	916,814
Gain on disposal of subsidiaries	出售多間附屬公司之收益	13,477
Cash consideration received	已收現金代價	2,478,057
Net cash inflow arising on disposal:	出售時產生之現金流入淨額:	
Cash consideration	現金代價	2,478,057
Bank balances and cash disposed of	已出售之銀行結餘及現金	(12,955)
		2,465,102

#### 44. BUSINESS COMBINATION (Cont'd)

##### (b) Disposal of Subsidiaries (Cont'd)

###### (ii) Disposal of subsidiaries to connected persons (2010) (Cont'd)

Details of the Connected Transaction 2010 were disclosed in the circular of the Company dated 18th June, 2010.

#### 45. TRANSACTION WITH NON-CONTROLLING INTERESTS

##### Acquisition of additional interest in Moon Ocean Ltd. ("Moon Ocean")

On 28th March, 2011, the Group entered into a sale and purchase agreement with an independent third party to acquire 2,999 non-voting deferred shares in Moon Ocean, representing 29.99% of the entire issued share capital of Moon Ocean, at a total cash consideration of HK\$1,600.0 million. Moon Ocean is the owner of the leasehold interest in the land located at Avenida Wai Long, Taipa, Macau which is a stock of property under development held for sale ("Macau Development"). As a result of the acquisition, the Group owns 100% of Moon Ocean and the Macau Development. The acquisition was completed on 28th March, 2011. The carrying amount of the non-controlling interest in Moon Ocean on the date of acquisition was HK\$23,000. The Group recognised a decrease in non-controlling interest of HK\$23,000 and a decrease in equity attributable to owners of the Company of HK\$1,599,977,000. Stock of properties is stated at lower of cost and net realisable value while the non-controlling interest is stated at cost of equity investment plus its proportionate share of carrying amount of the net assets (if any). The consideration is determined by reference to, among other things, the market value of the Macau Development.

#### 44. 業務合併 (續)

##### (b) 出售附屬公司 (續)

###### (ii) 出售附屬公司予關連人士 (二零一零年) (續)

二零一零年關連交易之詳情披露於本公司日期為二零一零年六月十八日發出之通函內。

#### 45. 與非控制權益之交易

##### 收購Moon Ocean Ltd. (「Moon Ocean」) 之額外權益

於二零一一年三月二十八日，本集團與獨立第三方訂立買賣協議，收購Moon Ocean 2,999股無投票權遞延股份，佔Moon Ocean全部已發行股本之29.99%，現金代價總額為1,600,000,000港元。Moon Ocean為位於澳門氹仔偉龍馬路持作出售之發展中之物業存貨（「澳門發展項目」）之土地租賃權益擁有人。收購事項使本集團擁有Moon Ocean及澳門發展項目100%權益。收購事項已於二零一一年三月二十八日完成。於收購日Moon Ocean之非控股權益賬面值為23,000港元。本集團分別於非控股權益及本公司擁有人之應佔股本權益確認減少23,000港元及1,599,977,000港元。物業存貨按成本及可變現淨值兩者中較低者列賬，而非控股權益按其股本投資成本加比例應佔資產淨值賬面值（如有）列賬。代價之計算參考（其中包括）澳門發展項目之市值。



45. TRANSACTION WITH NON-CONTROLLING INTERESTS (Cont'd)

45. 與非控制權益之交易(續)

Acquisition of additional interest in Moon Ocean Ltd. ("Moon Ocean") (Cont'd)

收購Moon Ocean Ltd. (「Moon Ocean」) 之額外權益(續)

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Carrying amount of non-controlling interest acquired	被收購非控股權益之賬面值	23	-
Consideration paid to a non-controlling shareholder	已支付一名非控股股東之代價	(1,600,000)	-
Excess of consideration recognised within equity	超出於股本權益中確認之代價	(1,599,977)	-

The effect of change in ownership interest in Moon Ocean without change of control on the equity attributable to owners of the Company is as follows:

於Moon Ocean之權益變動而控制權不變對本公司擁有人之應佔股本權益之影響概述如下：

		HK\$'000 千港元
Total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔本年度全面收益總額	3,784,673
Change in equity attributable to owners of the Company arising from acquisition of additional interest in Moon Ocean	於收購Moon Ocean之額外權益所產生對本公司擁有人之應佔股本權益變動	(1,599,977)
Net effect for change in ownership interest in Moon Ocean without change of control on equity attributable to owners of the Company	本公司擁有人之應佔股本權益於Moon Ocean之權益變動而控制權不變之淨影響	2,184,696

## 46. MAJOR NON-CASH TRANSACTIONS

During the years ended 31st December, 2011 and 2010, the Group did not have major non-cash transactions.

## 47. PLEDGE OF ASSETS

At the end of the reporting period, the carrying amounts of the assets pledged by the Group to secure general banking and other loan facilities and to secure the securities transactions, granted to the Group are analysed as follows:

Investment properties	投資物業
Properties and other fixed assets	物業及其他固定資產
Stock of properties	物業存貨
Investments held-for-trading	持作買賣之投資
Financial assets designated as at fair value through profit or loss	指定為通過損益 以反映公平值 之金融資產
Non-current pledged deposits	非流動抵押存款
Current pledged deposits	流動抵押存款

In addition, the Group has subordinated and assigned its advances to associates and advance to an investee company of approximately HK\$1,919,991,000 (2010: HK\$1,805,985,000) to financial institutions to secure general banking credit facilities granted to associates and an investee company and interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.

## 46. 主要非現金交易

於截至二零一一年及二零一零年十二月三十一日止年度，本集團並無主要非現金交易。

## 47. 資產抵押

於報告期末，本集團為取得可供本集團動用之一般銀行及其他貸款融資以及證券交易而抵押之資產賬面值分析如下：

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>32,981,748</b>	23,787,441
<b>485,144</b>	488,381
<b>2,626,322</b>	2,219,756
<b>514,650</b>	2,034,179
<b>5,226,611</b>	5,185,429
<b>165,441</b>	163,031
<b>1,539,558</b>	24,035
<b>43,539,474</b>	33,902,252

此外，本集團已就多間聯營公司及一間接受投資公司獲授之銀行一般信貸將其墊付多間聯營公司及一間接受投資公司款項約1,919,991,000港元（二零一零年：1,805,985,000港元）轉歸及授讓金融機構，而於本公司若干附屬公司之權益則已質押作為本集團獲授若干銀行借貸之部分抵押。

## 48. CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

## 48. 資本承擔及或然負債

### (a) Capital commitments:

### (a) 資本承擔：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Authorised and contracted for:	已批准及已簽約：		
Development expenditure of properties in Hong Kong	香港物業發展開支	314,274	520,744
Development expenditure of properties in Mainland China	中國大陸物業發展開支	5,164,854	1,813,500
Development expenditure of properties in Macau	澳門物業發展開支	500,873	100,701
Share of commitment of an associate	攤佔一間聯營公司之承擔	71,164	43,238
Renovation of properties	翻新物業	19,387	45,832
		<b>6,070,552</b>	2,524,015
Authorised but not contracted for:	已批准但未簽約：		
Development expenditure of properties in Hong Kong	香港物業發展開支	205,320	205,320

### (b) Contingent liabilities:

### (b) 或然負債：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Guarantees given to banks, in respect of banking facilities utilised by associates and an investee company	為多間聯營公司及一間接受投資公司獲授多間銀行信貸額向銀行提供之擔保	1,068,100	1,100,100
Guarantee given to a bank in respect of banking facilities in lieu of the cash public utility deposit jointly utilised by subsidiaries	為多間附屬公司獲授一間銀行共用之信貸額以取替現金公用事務存款而向銀行提供之擔保	15,000	15,000
Repurchase guarantee given to banks in respect of mortgages facilities given to property purchasers by subsidiaries	為多間附屬公司之物業買家獲授多間銀行提供樓宇按揭之回購擔保	94,399	9,235
		<b>1,177,499</b>	1,124,335



## 48. CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES (Cont'd)

### (c) Risk management

The Group has established adequate risk management procedures that enable it to identify measure, monitor and control the various types of risk it faces. This is supplemented by active management involvement, effective internal controls and adequate internal audits in the best interests of the Group.

## 49. OPERATING LEASES

### The Group as lessee

Minimum lease payments paid under operating leases in respect of premises during the year	本年度就有關物業之營業租約支付之最低租金款額
---	------------------------

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

Within one year	第一年內
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of 1 to 2 years.

## 48. 資本承擔及或然負債 (續)

### (c) 風險管理

本集團已制訂一套完善的風險管理程序，以識別、衡量、監察及控制其面對的各類風險，並輔以積極的管理層參與、有效的內部監控及足夠的內部審核，以保障本集團的最佳利益。

## 49. 營業租約

### 本集團為承租人

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>3,597</b>	896

於報告期末，本集團就不可撤銷營業租約之日後最低租金款額之承擔於下列期間到期：

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>3,055</b>	874
<b>724</b>	417
<b>3,779</b>	1,291

營業租約租金指本集團就其若干寫字樓物業應付之租金。租約平均每一至兩年商議一次。

## 49. OPERATING LEASES (Cont'd)

### The Group as lessor

Property rental income earned during the year was approximately HK\$1,513,780,000 (2010: HK\$1,126,260,000) less outgoings of approximately HK\$80,456,000 (2010: HK\$60,662,000).

The investment properties of the Group are expected to generate annual rental yields of 3.13% to 13.11% (2010: 1.54% to 9.09%) on an ongoing basis. Most of the properties held have committed tenants for around seven years.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

Within one year	第一年內
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)
Over five years	五年以上

## 49. 營業租約 (續)

### 本集團為出租人

於本年度賺取之物業租金收入約為1,513,780,000港元(二零一零年:1,126,260,000港元)·扣除開支約80,456,000港元(二零一零年:60,662,000港元)。

本集團之投資物業預期可持續取得每年3.13%至13.11%(二零一零年:1.54%至9.09%)之租金收益率。大部分所持物業之租戶承擔租用人期約七年。

於報告期末·本集團已與租戶就下列未來最低租金款額訂約:

2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>1,503,159</b>	1,266,481
<b>2,015,175</b>	1,481,897
<b>1,584,325</b>	37,274
<b>5,102,659</b>	2,785,652

## 50. RETIREMENT BENEFIT SCHEMES

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

The total costs charged to the consolidated statement of comprehensive income of approximately HK\$8,177,000 (2010: HK\$6,846,000) represented contributions payable to these schemes by the Group for the year.

## 50. 退休福利計劃

本集團參與香港界定供款退休計劃之職業退休計劃(「職業退休計劃」)及強制性公積金計劃(「強積金計劃」)。本集團向職業退休計劃作出僱員薪酬之5%至10%供款(視乎僱員服務年資)。由二零零零年十二月一日起加入本集團之新僱員均須參加強積金計劃。僱主及僱員均需為強積金計劃規則內列明之比率供款。

於綜合全面收益報表扣除之費用總額約為8,177,000港元(二零一零年:6,846,000港元)·即本集團於本年度向該等計劃應付之供款。

## 51. MATERIAL RELATED PARTY TRANSACTIONS

### Transactions:

Saved as disclosed elsewhere in the consolidated financial statements, the Group had the following material transactions with related parties during the year:

Income received from associates:	已收聯營公司之收入：
Secretarial fee	秘書費用
Office rental	寫字樓租金
Management fee	管理費
Interest income	利息收入
Accountancy fee	會計費
Consultancy fee	顧問費
Management and maintenance service income received from a Director and a substantial shareholder	已收由一位董事兼主要股東之管理及保養服務收入
Property management service income from companies controlled by a Director and a substantial shareholder	已收由一位董事兼主要股東擁有之公司之物業管理服務收入
Rent and building management fee paid to associates	已付聯營公司之租金及大廈管理費
Consideration received from companies controlled by a Director and a substantial shareholder:	收取由一位董事兼主要股東擁有之公司之代價：
– Disposal of subsidiaries	– 出售附屬公司
– Disposal of trading properties	– 出售買賣物業

Secretarial fee, accountancy fee and consultancy fee were charged based on an appropriate allocation of costs incurred by central administrative departments of the Group. Office rental, rent, and building management fee were determined on terms similar to those applicable to transactions with unrelated parties. Management fee, management and maintenance service income (details were disclosed in the announcement of the Company dated 18th December, 2009) and property management service income (details were described in the circular of the Company dated 18th June, 2010) were charged at the terms agreed by both parties. Interest income was charged at the prevailing market rate based on outstanding balance during the year. Consideration received for disposals were reference to market value.

## 51. 重大關連人士交易

### 交易：

除綜合財務報表其他部分已披露者外，本集團於本年度與關連人士進行以下重大交易：

2011 HK\$'000 千港元	2010 HK\$'000 千港元
7	7
–	267
72	58
4,815	4,832
120	120
231	–
7,919	8,523
9,964	5,632
2,105	1,830
497,238	2,478,057
–	120,000

秘書費用、會計費及顧問費乃按本集團之中央行政部門所產生之成本之適當分配而收取。寫字樓租金、租金以及大廈管理費乃按與無關連人士交易適用之類似條款而釐定。管理費、管理及保養服務收入（詳情披露於本公司日期為二零零九年十二月十八日之公布內）及物業管理服務收入（詳情披露於本公司日期為二零一零年六月十八日之通函內）乃根據雙方協定之條款收取。利息收入乃根據本年度內未償還結餘按當時市場利率計算。就出售收取之代價乃參照市值計算。



## 51. MATERIAL RELATED PARTY TRANSACTIONS

(Cont'd)

### Balances:

Details of the balances with related parties at the end of the reporting period are set out in Notes 27 and 42.

### Key management personnel emoluments:

Remuneration for key management personnel is disclosed in Notes 16 and 17. The remuneration of the Directors and senior executives is determined by the Remuneration Committee having regard to the performance of individuals and market trends.

## 51. 重大關連人士交易 (續)

### 結餘:

於報告期末，與關連人士之交易結餘詳情載於附註27及42。

### 主要管理人員酬金:

主要管理人員酬金於附註16及17內披露。董事及高級行政人員之酬金由薪酬委員會參考個別人士表現及市場趨勢後釐定。

## 52. PARTICULARS OF PRINCIPAL SUBSIDIARIES

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the following list contains only the subsidiaries as at 31st December, 2011 which principally affected the results or assets of the Group.

## 52. 主要附屬公司詳情

董事認為列出全部附屬公司資料會令篇幅過於冗長。故此，下表只披露於二零一一年十二月三十一日對本集團之業績或資產有重要影響之附屬公司之詳情。

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本面值之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Alpha Team Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Billion Up Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Cardin Factory Limited 嘉丹廠有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property development and trading 物業發展及買賣
Century Basic Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Chi Cheung Investment Company, Limited* 至祥置業有限公司*	Hong Kong 香港	Ordinary 普通股	HK\$3,387,659.87 3,387,659.87港元	–	61.96%	Investment holding 投資控股

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES 52. 主要附屬公司詳情(續)

(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本面值之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Chinese Estates, Limited 華人置業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000港元	100%	—	Investment holding and provision of management services 投資控股 及提供管理服務
Chinese Estates (Harcourt House) Limited	Hong Kong 香港	Ordinary 普通股	HK\$200 200港元	—	100%	Property investment 物業投資
Chinese Estates (Macau) Limited 華人置業(澳門)有限公司	Macau 澳門	Ordinary 普通股	MOP\$25,000 25,000澳門幣	—	100%	Investment holding 投資控股
Chinese Estates (The One) Limited	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	—	100%	Property investment 物業投資
Chinese Estates (Windsor House) Limited	Hong Kong 香港	Ordinary 普通股 Non-voting deferred 無投票權遞延股	HK\$100 100港元 HK\$2 2港元	—	100%	Property investment 物業投資
Conduit Road Development Limited 干德道發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	—	70%	Property development 物業發展
Country Homes Limited	Hong Kong 香港	Ordinary 普通股 Non-voting deferred ordinary 無投票權 遞延普通股 Non-voting deferred founder 無投票權 遞延創始人股	HK\$200 200港元 HK\$164,400 164,400港元 HK\$1,000 1,000港元	—	100%	Property investment 物業投資
Dollar Union Limited 金怡彩有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100 100港元	—	87.5%*	Property development and trading 物業發展及買賣
Ever Ideal Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	—	100%	Securities investment 證券投資
Evergo China Holdings Limited	Bermuda/ Hong Kong 百慕達/ 香港	Ordinary 普通股	HK\$100,775,869.10 100,775,869.10港元	—	100%	Investment holding 投資控股

## 52. PARTICULARS OF PRINCIPAL SUBSIDIARIES 52. 主要附屬公司詳情 (續)

(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本面值之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Evergo Holdings (China) Company Limited 愛美高集團(中國)有限公司	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$2,509,454 2,509,454美元	–	100%	Investment holding 投資控股
Evergo Holdings Company Limited 愛美高集團有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000港元	–	100%	Investment holding 投資控股
Fair City Limited 振城有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property development and trading 物業發展及買賣
Fair Eagle Finance Credit Limited 天發金融有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000,000 10,000,000港元	–	100%	Securities margin financing 證券保證金融資
Fair Eagle Futures Company Limited 天發期貨有限公司	Hong Kong 香港	Ordinary 普通股	HK\$5,000,000 5,000,000港元	–	100%	Brokering and dealing in futures contracts 期貨合約經紀及買賣
Fair Eagle Securities Company Limited 天發證券有限公司	Hong Kong 香港	Ordinary 普通股	HK\$228,000,000 228,000,000港元	–	100%	Provision of brokerage 提供經紀服務
G-Prop (Holdings) Limited*® ("G-Prop") 金匡企業有限公司*® (「金匡」)	Bermuda/ Hong Kong 百慕達/ 香港	Ordinary 普通股	HK\$24,282,550.08 24,282,550.08港元	–	41.93%	Investment holding 投資控股
Global Stage Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Grand Silver Limited (Business name: Grand Silver Capital Limited) (業務名稱: Grand Silver Capital Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Property development 物業發展
Grandhall Secretarial Services Limited 均豪秘書服務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100%	Secretarial services 秘書服務
Groupluck Company Limited	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Money lending 放債



52. PARTICULARS OF PRINCIPAL SUBSIDIARIES 52. 主要附屬公司詳情(續)

(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本面值之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Harbour Trade Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Hillsborough Holdings Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Konshing Enterprises Limited 冠盛企業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$9,409 9,409港元	–	94.79%	Property development 物業發展
Loyal Pride Limited 忠榮有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Mass Rise Limited 巨昇有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Modern City Investment Limited 新城鎮投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$4 4港元	–	75%	Property investment 物業投資
Moon Ocean Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$10,000 10,000美元	–	100%	Property development 物業發展
Oriental Master Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	100%	–	Investment holding 投資控股
Paul Y. (New Tunnel) Limited 保華(新隧道)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Investment holding 投資控股
Paul Y. Holdings Company Limited	Cayman Islands/ Hong Kong 開曼群島/ 香港	Ordinary 普通股	HK\$70,715,005.70 70,715,005.70港元	100%	–	Investment holding 投資控股
Perfect World Company Limited 忠信物業管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100%	Estate management 物業管理
Pinecrest International Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Pioneer Time Investment Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Pretty Wave Limited 俊濤有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES 52. 主要附屬公司詳情 (續)  
(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本面值之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Rich Honour Limited 豐鴻有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Investment holding 投資控股
River Court Properties Limited	Isle of Man 馬恩島	Ordinary 普通股	GBP2 2英鎊	–	100%	Property investment 物業投資
Silver Step Limited 銀途有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property development and trading 物業發展及買賣
Silvercord Limited 銀高有限公司	Hong Kong 香港	Ordinary 普通股	HK\$14,600 14,600港元	–	100%	Property investment 物業投資
Sincere Field Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Smart Ocean Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Speed Win Limited 迅運有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property development and trading 物業發展及買賣
Stable Castle Limited 安太有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	–	100%	Property investment 物業投資
Sun Power Investments Ltd.	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Surplus Come Limited 盈來有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
The House of Kwong Sang Hong Limited 廣生堂有限公司	Hong Kong 香港	Ordinary 普通股	HK\$500,000 500,000港元	–	100%	Cosmetics distribution and trading 化妝品分銷及貿易
Treasure Note Limited 寶韻有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Victor Lane Limited 凱凌有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
View Success Investments Limited 景亨投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	61.96%	Property investment 物業投資

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES 52. 主要附屬公司詳情(續)

(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本面值之百分比		Principal activities 主要業務
				Directly	Indirectly	
				直接	間接	
四川愛美高房地產 有限公司 <sup>△</sup> Sichuan Evergo Real Estate Company Limited <sup>△</sup>	PRC 中國	Registered 註冊資本	US\$199,600,000 199,600,000美元	—	100%	Property development and trading 物業發展及買賣
愛美高房地產(成都) 有限公司 <sup>△</sup> Evergo Real Estate (Chengdu) Company Limited <sup>△</sup>	PRC 中國	Registered 註冊資本	US\$100,000,000 100,000,000美元	—	100%	Property development and trading 物業發展及買賣
愛美高房地產(上海) 有限公司 <sup>△</sup> (Evergo Real Estate (Shanghai) Company Limited) <sup>△</sup>	PRC 中國	Registered 註冊資本	US\$10,500,000 10,500,000美元	—	100%	Property investment 物業投資
愛美高實業(成都) 有限公司 <sup>△</sup> (Evergo Enterprises (Chengdu) Company Limited) <sup>△</sup>	PRC 中國	Registered 註冊資本	US\$449,400,000 449,400,000美元	—	100%	Property development 物業發展

None of the subsidiaries had issued any debt securities subsisting at the end of the reporting period or at any time during the reporting period.

於報告期末或於任何報告期間，並無附屬公司發行任何債務證券。

# Listed company in Hong Kong  
香港上市公司

\* 75% owned by the Group and 25% owned by Power Jade Limited  
本集團持有75%及Power Jade Limited持有25%

@ Although the Group has only 41.93% interest in G-Prop, the Group still has control over its board and the governing power of its financial and operating policies. In addition, a director, who is also the controlling shareholder of the Company, held approximately 20.33% of the issue shares of G-Prop through his wholly-owned company. Thus G-Prop remains as a subsidiary of the Company.

縱使本集團於金匡之控股權為41.93%，惟本集團對其董事會仍具有控制權，並有權管限其財務和營運政策。另外，本公司一位董事兼控股股東透過其全資擁有之公司持有金匡約20.33%股權，故金匡仍屬本公司之附屬公司。

△ Wholly foreign-owned enterprise  
外商獨資企業



### 53. PARTICULARS OF PRINCIPAL ASSOCIATES

The Directors are of the opinion that a complete list of the particulars of all associates would be of excessive length and therefore the following list contains only the associates as at 31st December, 2011 which principally affected the results or assets of the Group.

### 53. 主要聯營公司詳情

董事認為列出全部聯營公司資料會令篇幅過於冗長。故此，下表只披露於二零一一年十二月三十一日對本集團之業績或資產有重要影響之聯營公司之詳情。

Name of associate 聯營公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Fully paid share capital/ registered capital 繳足股本/ 註冊資本	Percentage of equity attributable indirectly to the Company 本公司間接應佔 股本百分比	Principal activities 主要業務
Best Profit Limited 丰佳有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	25%	Property investment and trading 物業投資及買賣
Direct Win Development Limited 勝榮發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$900 900港元	33.33%	Property trading 物業買賣
Ever Sure Investments Limited 永瑞投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	50%	Property development and trading 物業發展及買賣
Finedale Industries Limited 廣坤實業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$9,999 9,999港元	33.33%	Property investment 物業投資
Healthy Point Limited 強邦有限公司	Hong Kong 香港	Ordinary 普通股 Non-voting preferred 無投票權優先股	HK\$2 2港元 HK\$1 1港元	50%	Property investment 物業投資
Ocean Strong Industrial Limited 海康實業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	50%	Property development and trading 物業發展及買賣
Power Jade Limited (Business name: Power Jade Capital Limited) (業務名稱: Power Jade Capital Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$20 20美元	50%	Investment holding 投資控股
The Kwong Sang Hong International Limited	Bermuda 百慕達	Ordinary 普通股	HK\$100,000 100,000港元	50%	Investment holding 投資控股
上海新茂房地產開發 有限公司 <sup>△</sup> (Shanghai Xin Mao Property Development Co. Ltd.) <sup>△</sup>	PRC 中國	Registered 註冊資本	US\$27,500,000 27,500,000美元	50%	Property investment 物業投資
東方藝術大廈有限公司 <sup>†</sup> Oriental Arts Building Co. Ltd. <sup>†</sup>	PRC 中國	Registered 註冊資本	US\$24,920,000 24,920,000美元	50%	Property investment and hotel operation 物業投資及酒店經營
重慶尖置房地產有限公司 <sup>△</sup> Chongqing Sino Land Company Limited <sup>△</sup>	PRC 中國	Registered 註冊資本	HK\$5,180,000,000 5,180,000,000港元	25%	Property development 物業發展

<sup>△</sup> Wholly foreign-owned enterprise  
外商獨資企業

<sup>†</sup> Sino-foreign equity joint venture enterprise  
中外合資經營企業

## 54. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Investments in subsidiaries	附屬公司投資
Amounts due from subsidiaries	附屬公司欠款
Other current assets	其他流動資產
Amounts due to subsidiaries	欠負附屬公司款項
Other current liabilities	其他流動負債
Financial guarantee liabilities	財務擔保負債
Net assets	資產淨值
Share capital (Note 41)	股本(附註41)
Reserves	儲備
Total equity	股本權益總額

- (a) The HKICPA has issued the new HKFRSs which are effective for the Company's financial year beginning on 1st January, 2011. The application of the new HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented.

The Company has undertaken to provide necessary financial resources to support the future operations of the subsidiaries. The Directors are of the opinion that the subsidiaries are financially resourceful in settling obligations.

- (b) The carrying amount of the investments in subsidiaries is reduced to their recoverable amounts which are determined by reference to the estimation of future cash flows expected to be generated from the respective subsidiaries.

## 54. 本公司財務狀況報表之資料

	2011 HK\$'000 千港元	2010 HK\$'000 千港元
	<b>5,140,108</b>	5,140,018
	<b>2,986,355</b>	2,208,018
	<b>1,061,818</b>	4,750,859
	<b>(6,054,242)</b>	(9,058,508)
	<b>(531)</b>	(1,766)
	<b>(195)</b>	(1,371)
	<b>3,133,313</b>	3,037,250
	<b>190,762</b>	190,762
	<b>2,942,551</b>	2,846,488
	<b>3,133,313</b>	3,037,250

- (a) 香港會計師公會已頒布對本公司於二零一一年一月一日開始之財政年度生效之新香港財務報告準則。應用新香港財務報告準則並無對本會計期間或過往會計期間業績及財務狀況之編製及呈報方式構成任何重大影響。

本公司已承諾提供所需財務資源，以支持附屬公司之未來經營。董事認為，各附屬公司具有足夠財務資源履行責任。

- (b) 附屬公司投資賬面值減少至其可收回金額，有關可收回金額乃參考預期來自各附屬公司之估計未來現金流量釐定。

## 54. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(Cont'd)

- (c) Except for the amounts due from subsidiaries and amounts due to subsidiaries of approximately HK\$2,868,192,000 (2010: HK\$135,847,000) and HK\$3,595,713,000 (2010: HK\$2,715,569,000) respectively bear interest at rates mutually agreed by both parties, the remaining balances are interest-free. All balances are unsecured and have no fixed repayment terms.
- (d) Profit of the Company for the year ended 31st December, 2011 amounted to approximately HK\$134,216,000 (year ended 31st December, 2010: HK\$3,992,538,000).

## 55. EVENTS AFTER THE REPORTING PERIOD

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

## 56. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with the current year's presentation.

## 57. AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 16th March, 2012.

## 54. 本公司財務狀況報表之資料 (續)

- (c) 除附屬公司欠款及欠負附屬公司款項中，分別約2,868,192,000港元(二零一零年：135,847,000港元)及3,595,713,000港元(二零一零年：2,715,569,000港元)為計息款項外，利率乃根據雙方協定計算，餘下之款項均為免息。所有結餘均無抵押及並無固定還款期。
- (d) 截至二零一一年十二月三十一日止年度，本公司溢利約為134,216,000港元(截至二零一零年十二月三十一日止年度：3,992,538,000港元)。

## 55. 報告期末後事項

報告期末後本集團概無重大事件發生。

## 56. 比較數字

若干比較數字已經重列，以符合本年度之呈列方式。

## 57. 授權刊發綜合財務報表

董事會已於二零一二年三月十六日批准及授權刊發綜合財務報表。



## Five-Year Financial Summary 五年財務概要

Summary of the results, assets and liabilities of the Group for the last five years is as follows:

本集團過去五年之業績、資產與負債概要如下：

		For the year ended 31st December, 截至十二月三十一日止年度				
		2011	2010	2009	2008	2007
		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
<b>Results</b>	<b>業績</b>					
Revenue	收入	<b>527,792</b>	2,671,012	2,151,319	1,264,925	4,478,075
Profit (loss) before tax from continuing operations	來自持續經營業務之除稅前溢利(虧損)	<b>3,635,850</b>	(8,715,145)	10,222,559	(2,960,986)	9,509,965
Income tax (expense) credit	所得稅(開支)撥回	<b>(116,146)</b>	(120,602)	(175,093)	1,506,728	(1,177,097)
Profit (loss) for the year from continuing operations	本年度來自持續經營業務之溢利(虧損)	<b>3,519,704</b>	(8,835,747)	10,047,466	(1,454,258)	8,332,868
Loss for the year from discontinued operation	本年度來自已終止經營業務之虧損	-	-	-	(1,950)	-
Profit (loss) for the year	本年度溢利(虧損)	<b>3,519,704</b>	(8,835,747)	10,047,466	(1,456,208)	8,332,868
Attributable to:	應佔:					
Owners of the Company	本公司擁有人	<b>3,497,816</b>	(8,858,245)	10,023,423	(1,494,376)	8,195,857
Non-controlling interests	非控股權益	<b>21,888</b>	22,498	24,043	38,168	137,011
		<b>3,519,704</b>	(8,835,747)	10,047,466	(1,456,208)	8,332,868
Earnings (loss) per share (HK\$) Basic and diluted (note)	每股盈利(虧損)(港元) 基本及攤薄(附註)	<b>1.83</b>	(4.60)	5.02	(0.67)	3.60
Final and interim dividends per share (HK cents)	每股末期及中期股息 (港仙)	<b>2.0</b>	1.0	3.0	14.5	36.0
Special dividend per share (HK cents)	每股特別股息(港仙)	-	40.0	63.0	99.0	-

Note: The calculation of the basic and diluted earnings (loss) per share is based on the profit (loss) attributable to owners of the Company for the years and on the weighted average number of shares in issue during the relevant years. Diluted earnings (loss) per share was the same as the basic earnings (loss) per share as there were no diluting events during the relevant years.

附註：每股基本及攤薄盈利(虧損)乃根據當年度本公司擁有人應佔溢利(虧損)及有關年度已發行股份之加權平均數計算。由於並無攤薄事項，故有關年度之每股攤薄盈利(虧損)與每股基本盈利(虧損)相同。

**Five-Year Financial Summary**  
五年財務概要

		<b>At 31 December,</b> 於十二月三十一日				
		<b>2011</b>	2010	2009	2008	2007
		<b>HK\$'000</b>	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	資產總額	<b>61,511,597</b>	55,056,360	59,359,365	51,877,539	66,714,307
Total liabilities	負債總額	<b>(25,143,590)</b>	(20,845,509)	(15,047,051)	(16,574,890)	(19,048,774)
Total equity	股本權益總額	<b>36,368,007</b>	34,210,851	44,312,314	35,302,649	47,665,533
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	<b>35,651,332</b>	33,507,866	43,511,661	34,650,593	47,161,638
Non-controlling interests	非控股權益	<b>716,675</b>	702,985	800,653	652,056	503,895
		<b>36,368,007</b>	34,210,851	44,312,314	35,302,649	47,665,533
Net asset value per share attributable to owners of the Company (HK\$)	本公司擁有人應佔每股資產淨值 (港元)	<b>18.69</b>	17.57	22.31	16.68	20.50
Number of shares issued	已發行股份數目	<b>1,907,619,079</b>	1,907,619,079	1,950,000,079	2,077,750,079	2,300,443,378

# Schedule of Principal Properties

## 主要物業附表

The following table sets forth the Group's major properties as at 31st December, 2011:  
 下表載列本集團於二零一一年十二月三十一日之主要物業：

### PROPERTIES IN HONG KONG

### 香港物業

#### Properties held for investment

#### 持作投資物業

Location 地點	Lot number 地段編號	Usage 用途	Category of the lease term 租期類別	Group's interest 集團所佔權益
<p>1. <b>Windsor House</b>                      311 Gloucester Road                      Causeway Bay, Hong Kong                      (including 157 car parking spaces)  <b>皇室大廈</b>                      香港銅鑼灣告士打道311號                      (包括157個車位)</p>	<p>The Remaining Portions of                      Inland Lot Nos. 7717 and 7718                      Section A of Inland Lot No. 781 and                      Sections A and C of Inland Lot No. 782                      內地段7717及7718號餘下部分                      內地段781號A段及                      內地段782號A及C段</p>	Commercial 商業	Long 長期	100%
<p>2. <b>Harcourt House</b>                      (excluding 7th, 8th, 9th, 22nd,                      23rd, 25th, 26th and 27th floors,                      rooms 1004 and 1805)                      39 Gloucester Road                      Wanchai, Hong Kong                      (including 113 car parking spaces)  <b>夏慤大廈</b>                      香港灣仔告士打道39號                      (7、8、9、22、23、25、                      26及27樓、1004及1805室除外)                      (包括113個車位)</p>	<p>Certain parts or shares of and                      in Inland Lot No. 8573                      內地段8573號之                      若干部分或份額</p>	Commercial 商業	Long 長期	100%
<p>3. <b>MassMutual Tower</b>                      38 Gloucester Road                      Wanchai, Hong Kong                      (including 55 car parking                      spaces on basement)  <b>美國萬通大廈</b>                      香港灣仔告士打道38號                      (包括地庫之55個車位)</p>	<p>Certain parts or shares of and                      in Inland Lot Nos. 3287 and 6936                      內地段3287及6936號之                      若干部分或份額</p>	Commercial 商業	Long 長期	100%
<p>4. <b>The ONE</b>                      No. 100 Nathan Road and                      nos. 1-19A Granville Road                      Tsimshatsui, Kowloon, Hong Kong  <b>The ONE</b>                      香港九龍尖沙咀                      彌敦道100號及                      加連威老道1-19A號</p>	<p>The Remaining                      Portion of Kowloon                      Inland Lot No. 6022                      九龍內地段6022號                      餘下部分</p>	Commercial 商業	Medium 中期	100%



## Schedule of Principal Properties

主要物業附表

### PROPERTIES IN HONG KONG (Cont'd)

### 香港物業 (續)

#### Properties held for investment (Cont'd)

#### 持作投資物業 (續)

Location 地點	Lot number 地段編號	Usage 用途	Category of the lease term 租期類別	Group's interest 集團所佔權益
<p>5. <b>Silvercord</b></p> <p>Shops, restaurants and food court on basement, shops on lower ground floor, ground floor (excluding shop no. 38), 1st floor (excluding shop no. 39), 2nd floor (excluding shop no. 41), the whole 3rd floor and car parking spaces nos. 1, 2, 6, 7, 8, 9, 21, 24, 25, 26, 29, 30, 34 and 35 on basement No. 30 Canton Road, Tsimshatsui Kowloon, Hong Kong <b>新港中心</b> 香港九龍尖沙咀廣東道30號 地庫之商舖、餐廳及美食廣場 地下低層、地下(38號商舖除外)、 1樓(39號商舖除外)、 2樓(41號商舖除外)、 3樓全層之商舖及 地庫1、2、6、7、8、9、21、 24、25、26、29、30、34及35號車位</p>	<p>Certain parts or shares of and in Kowloon Inland Lot No. 10656 九龍內地段10656號之 若干部分或份額</p>	<p>Commercial 商業</p>	<p>Long 長期</p>	<p>100%</p>
<p>6. <b>Causeway Place</b></p> <p>Shop nos. M1, M2, M3, N1, N2, O and P on ground floor shop nos. N2, O and P on mezzanine floor the whole of 1st and 2nd floors and their respective portions of exterior walls, together with flats C, I, J, K, L, N, O, P, Q (each including a flat roof) and H on 3rd floor Hong Kong Mansion nos. 1-7 Paterson Street and nos. 2-10 Great George Street Causeway Bay, Hong Kong <b>銅鑼灣地帶</b> 香港銅鑼灣 百德新街1-7號及 記利佐治街2-10號 香港大廈 地下M1、M2、M3、N1、N2、O及P號商舖 閣樓N2、O及P號商舖、1樓及2樓全層及其各部分之外牆連同 3樓C、I、J、K、L、N、O、P、Q (包括各單位之平台)及H單位</p>	<p>Certain parts or shares of and in Inland Lot No. 7742 內地段7742號之 若干部分或份額</p>	<p>Residential/ Commercial 住宅／商業</p>	<p>Long 長期</p>	<p>100%</p>

PROPERTIES IN HONG KONG (Cont'd)

香港物業 (續)

Properties held for investment (Cont'd)

持作投資物業 (續)

Location 地點	Lot number 地段編號	Usage 用途	Category of the lease term 租期類別	Group's interest 集團所佔權益
7. <b>Chic Castle</b> Various shops on 1st, 2nd and 3rd floors President Commercial Centre 602-608 Nathan Road Mongkok, Kowloon, Hong Kong <b>Chic的堡</b> 香港九龍旺角 彌敦道602-608號 總統商業大廈 1樓、2樓及3樓若干商舖	Certain parts or shares of and in the Remaining Portions of Kowloon Inland Lot Nos. 7061, 7062 and 7063 九龍內地段7061、7062及 7063號餘下部分之 若干部分或份額	Commercial 商業	Medium 中期	75%
8. <b>Various Portions of No. 1 Hung To Road</b> Kwun Tong, Kowloon, Hong Kong (Comprising 352 workshop units and 77 car parking spaces) 香港九龍觀塘 <b>鴻圖道1號若干單位</b> (包括352個工場單位及 77個車位)	Certain parts or shares of and in Kwun Tong Inland Lot No. 415 觀塘內地段415號之 若干部分或份額	Industrial 工業	Medium 中期	33.33%

Location 地點	Lot number 地段編號	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx. site area (square feet) 地盤面積 約數 (平方呎)	Estimated gross floor area (square feet) 估計總樓面面積 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團所佔權益
9. <b>Sun Fair Mansions*</b> 12 Shiu Fai Terrace Mid-Levels East Hong Kong <b>新輝大廈*</b> 香港東半山 肇輝臺12號	Section M of Inland Lot No. 2302 and the Extension thereto and Section X of Inland Lot No. 2302 and the Extension thereto 內地段2302號M段及 其延展部分以及 內地段2302號X段及 其延展部分	Site formation work in progress 地盤平整工程 進行中	Mid of 2013 二零一三年 年中	12,030	41,020	Residential 住宅	Long 長期	100%

\* Under redevelopment  
重建中

## Schedule of Principal Properties

主要物業附表

### PROPERTIES IN HONG KONG (Cont'd)

### 香港物業 (續)

#### Property held for sale

#### 持作出售物業

Location 地點	Lot number 地段編號	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Group's interest 集團 所佔權益
1. <b>The Hermitage</b> 1 Hoi Wang Road South West Kowloon Hong Kong 帝峯•皇殿 香港西南九龍 海泓道1號	Kowloon Inland Lot Nos. 11167 and 11168 九龍內地段 11167及11168號	7,621**	Residential/ Commercial 住宅/商業	25%
* Certain units have been sold after 31st December, 2011. 若干單位已於二零一一年十二月三十一日後售出。				
* Excluding all car parking spaces area. 不包括所有車位之面積。				

#### Properties under development held for sale

#### 持作出售之發展中物業

Location 地點	Lot number 地段編號	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx. site area (square feet) 地盤面積 約數 (平方呎)	Estimated gross floor area (square feet) 估計 總樓面面積 (平方呎)	Usage 用途	Group's interest 集團 所佔權益
1. <b>55 Conduit Road</b> Hong Kong 香港 干德道55號	Remaining Portion of Section A of Inland Lot No. 2138 Sub-section 1 of Section A of Inland Lot No. 2138 and Inland Lot No. 2612 內地段2138號A段餘下部分 內地段2138號A段1分段及 內地段2612號	Piling work and the associated substructure work in progress 打樁及地基工程 進行中	2013 二零一三年	36,000	87,800	Residential 住宅	70%
2. <b>The Coronation</b> 1 Yau Cheung Road South West Kowloon Hong Kong 御金•國峯 香港西南九龍 友翔道1號	Kowloon Inland Lot No. 11073 九龍內地段 11073號	Superstructure work in progress 上蓋建築工程 進行中	End of 2012 二零一二年年底	86,758	650,600	Residential/ Commercial 住宅/商業	15%



PROPERTIES IN MAINLAND CHINA

中國大陸物業

Properties held for investment

持作投資物業

Location 地點	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
<p>1. <b>Hilton Beijing</b> 1 Dongfang Road, North Dongsanhuan Road Chaoyang District, Beijing 北京希爾頓酒店 北京市朝陽區 東三環北路、東方路1號</p>	Hotel/Commercial 酒店／商業	Medium 中期	50%
<p>2. <b>Oriental Place</b> 9 East Dongfang Road, North Dongsanhuan Road Chaoyang District, Beijing 東方國際大廈 北京市朝陽區 東三環北路、東方東路9號</p>	Commercial 商業	Medium 中期	50%
<p>3. <b>Evergo Tower</b> (excluding unit no. 3 on 9th floor and unit no. 7 on 10th floor) 1325 Central Huaihai Road and 1 Baoqing Road Xuhui District, Shanghai 愛美高大廈 上海市徐匯區 淮海中路1325號及寶慶路1號 (不包括9樓3室及10樓7室)</p>	Commercial 商業	Medium 中期	100%
<p>4. <b>Platinum</b> 233 Taicang Road Luwan District, Shanghai 新茂大廈 上海市盧灣區 太倉路233號</p>	Commercial 商業	Medium 中期	50%
<p>5. <b>Lowu Commercial Plaza</b> 79 retail shops on 1st floor Jianshe Road, Luohu District Shenzhen, Guangdong Province 羅湖商業城 廣東省深圳市羅湖區 建設路1樓79間零售商舖</p>	Commercial 商業	Medium 中期	100%

## Schedule of Principal Properties

主要物業附表

### PROPERTIES IN MAINLAND CHINA (Cont'd)

### 中國大陸物業 (續)

#### Properties held for sale/Properties under development

#### 持作出售物業/發展中物業

Location 地點	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx. site area (square feet) 地盤面積約數 (平方呎)	Estimated gross floor area (square feet) 估計總樓面面積 (平方呎)	Usage 用途	Group's interest 集團所佔權益
1. <b>Splendid City*</b> No. 165 Yingbin Avenue Jinniu District, Chengdu Sichuan Province <b>華置·西錦城*</b> 四川省成都市金牛區 迎賓大道165號	Phase I: Completed Phase II: Superstructure construction work in progress 第一期: 已完成 第二期: 上蓋建築工程 進行中	Phase II: End of 2012 第二期: 二零一二年年底	795,625*	3,743,000*	Residential and commercial 住宅及商業	100%
* The project will be developed in two phases. Area stated herein represents aggregate area of the whole project. 項目分兩期發展。該等面積為整個項目之總面積。						
2. <b>The Metropolis*</b> East of Yixue Lane south of Hongbu Main Street and north of Tangba Street Jinjiang District, Chengdu Sichuan Province <b>華置·都匯華庭*</b> 四川省成都市錦江區 義學巷以東 紅布正街以南及 鐘鈹街以北	Phase I: Superstructure construction work in progress 第一期: 上蓋建築工程 進行中	Phase I: End of 2012 第一期: 二零一二年年底	194,411*	1,652,000*	Residential and commercial 住宅及商業	100%
* The project will be developed in phases. Area stated herein represents aggregate area of the whole project. 項目分階段發展。該等面積為整個項目之總面積。						

**Schedule of Principal Properties**  
主要物業附表

PROPERTIES IN MAINLAND CHINA (Cont'd)

Property held for investment under development

中國大陸物業(續)

發展中持作投資物業

Location 地點	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx. site area (square feet) 地盤面積約數 (平方呎)	Estimated gross floor area (square feet) 估計總樓面面積 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團所佔權益
1. <b>Chinese Estates Plaza*</b> East Sanguiqian Street south of East Daqiang Street west of South Taisheng Road and north of Tidu Street Qinyang District, Chengdu Sichuan Province <b>華置廣場*</b> 四川省成都市青羊區 三桂前街以東 大牆東街以南 太升南路以西及 提督街以北	Superstructure construction work in progress 上蓋建築工程進行中	Commercial portion: End of 2013 Residential portion: End of 2014 商業部分: 二零一三年年底 住宅部分: 二零一四年年底	404,267*	3,229,000*	Residential and commercial 住宅及商業	Medium term 中期	100%

\* The project will be developed in phases. Area stated herein represents aggregate area of the whole project.  
項目分階段發展。該等面積為整個項目之總面積。



## Schedule of Principal Properties

主要物業附表

### PROPERTIES IN MAINLAND CHINA (Cont'd)

### 中國大陸物業 (續)

#### Properties held for development

#### 持作發展物業

Name of project 項目名稱	Location 地點	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx.	Estimated	Usage 用途	Group's interest 集團所佔權益
				site area (square feet) 地盤面積約數 (平方呎)	gross floor area (square feet) 總樓面面積 (平方呎)		
1. <b>Huaxinjie Street Development*</b> Chongqing 重慶市 華新街街道 發展項目*	No. 1 Zhongxin Section and Qiaobei Village Huaxinjie Street Jiangbei District Chongqing 重慶市江北區 華新街街道 橋北村及 中興段1號	In design stage 在設計階段	Phase I: Third quarter of 2016 第一期: 二零一六年 第三季	2,207,546*	11,086,000*	Residential, commercial and school 住宅、商業 及學校	25%
* The project will be developed in four phases. Area stated herein represents aggregate area of the whole project. 項目將分四期發展。該等面積為整個項目之總面積。							
2. <b>Yin Xing Ken District Development**</b> Qidong 啟東市 寅興墾區 發展項目**	Southeast exterior of Yin Xing Ken District Yinyang Town Qidong Jiangsu Province 江蘇省啟東市 寅陽鎮寅興墾區 外則東南部	Phase I: Superstructure construction work in progress 第一期: 上蓋建築工程 進行中	Phase I: First quarter of 2013 第一期: 二零一三年 第一季	14,370,000*	17,010,000*	Residential, commercial and resort 住宅、商業 及渡假	49%*
* The Group invested indirectly in the project since 22nd June, 2011. 本集團自二零一一年六月二十二日起間接投資於此項目。							
* The project will be developed in phases. Area stated herein represents aggregate area of the whole project. 項目將分階段發展。該等面積為整個項目之總面積。							

PROPERTY IN MACAU

澳門物業

Property under development held for sale

持作出售之發展中物業

Location 地點	Lot number 地段編號	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx. site area (square feet) 地盤面積約數 (平方呎)	Estimated gross floor area (square feet) 總樓面面積 (平方呎)	Usage 用途	Group's interest 集團所佔權益
1. <b>La Scala*</b> Avenida Wai Long Taipa, Macau <b>御海·南灣*</b> 澳門氹仔 偉龍馬路	Parcels 1C1, 1C2, 1C3, 2a, 2b, 2d, 3, 4a, 4b, 5a1, 5a2, 5a3, 5b1, 5b2, 5b3, 5b4, 5b5, 5b6, A3a, A3b, A4a, A4b, E1a, E1b, E2 and E3 編號1C1、1C2、1C3、 2a、2b、2d、3、4a、4b、 5a1、5a2、5a3、5b1、5b2、 5b3、5b4、5b5、5b6、 A3a、A3b、A4a、A4b、 E1a、E1b、E2及E3	Phase I: Site formation work in progress 第一期: 地盤平整工程 進行中	Phase I: 2014 第一期: 二零一四年	890,301*	5,786,296**	Residential 住宅	100%†

\* The project will be developed in phases. Area stated herein represents aggregate area of the whole project.  
項目分階段發展。該等面積為整個項目之總面積。

# Excluding car park area and outdoor facilities area.  
不包括停車場範圍及室外設施範圍。

† On 28th March, 2011, the Group acquired the remaining 29.99% equity interest. As a result, the Group owned 100% interest in the property.  
於二零一一年三月二十八日，本集團購入餘下29.99%之股本權益。據此，本集團取得該物業100%權益。

PROPERTY IN THE UNITED KINGDOM

英國物業

Property held for investment

持作投資物業

Location 地點	Usage 用途	Category of the lease term 租期類別	Group's interest 集團所佔權益
1. <b>River Court</b> 116-129 Fleet Street London, EC4, United Kingdom <b>River Court</b> 英國倫敦EC4 Fleet Street 116-129號	Commercial 商業	Freehold 永久業權	100%

# Schedule of Property Development Rights

## 物業發展權益附表

### PROPERTY IN HONG KONG

### 香港物業

#### Property under development held for sale

#### 持作出售之發展中物業

Location 地點	Lot number 地段編號	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx.	Estimated	Usage 用途	Group's interest 集團 所佔權益
				site area (square feet) 地盤 面積約數 (平方呎)	gross floor area (square feet) 總樓面面積 估計 (平方呎)		
1. <b>One WanChai</b> 1 Wanchai Road Wanchai Hong Kong <b>壹環</b> 香港灣仔 灣仔道1號	Section F and the Remaining Portion of Inland Lot No. 8953 內地段8953號F段及 其餘下部分	Superstructure work in progress 上蓋工程 進行中	End of 2012 二零一二年年底	15,910	159,700	Residential/ Commercial 住宅/商業	87.5% (Notes 1 and 2) (附註1及2)

Notes:

附註:

- It refers to the Group's percentage of interest of property development rights in a consortium which engaged Urban Renewal Authority ("URA") (the successor to Land Development Corporation) in the project.  
該權益指本集團與市區重建局(「市建局」)(為土地發展公司之繼任人)共同參與該項目之物業發展權利所佔之權益百分比。
- The 87.5% attributable interest of property development rights includes the indirect interest of 12.5% held through the Group's interest in Power Jade Limited which has a 25% direct interest in the consortium.  
應佔物業發展權利之87.5%權益包括透過本集團於Power Jade Limited(其持有該財團25%直接權益)所持12.5%之間接權益。
- In this joint venture with URA, the consortium finances both the land costs and construction costs, and is entitled to claim for reimbursements for land costs and construction costs so incurred together with the share of any development profits with URA in accordance with the terms and conditions of the joint development agreement.  
在與市建局合作之合營項目中,該財團為土地成本及建築成本提供資金,並有權依據共同發展協議之條款及條件要求付還所涉及之土地成本及建築成本,以及與市建局攤分任何發展溢利。



