

ANNUAL REPORT 2007
二 零 零 七 年 年 報



ALLIED GROUP LIMITED

聯 合 集 團 有 限 公 司

(Stock Code 股份代號：373)

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BOARD OF DIRECTORS

Arthur George Dew

Chairman and Non-Executive Director

Lee Seng Hui

Chief Executive and Executive Director

Edwin Lo King Yau

Executive Director

Mak Pak Hung

Executive Director

Lee Su Hwei

Non-Executive Director

Wong Po Yan

Independent Non-Executive Director

David Craig Bartlett

Independent Non-Executive Director

John Douglas Mackie

Independent Non-Executive Director

Alan Stephen Jones

Independent Non-Executive Director

EXECUTIVE COMMITTEE

Lee Seng Hui *Chairman*

Edwin Lo King Yau

REMUNERATION COMMITTEE

David Craig Bartlett *Chairman*

Arthur George Dew

Wong Po Yan

John Douglas Mackie

Alan Stephen Jones

AUDIT COMMITTEE

Alan Stephen Jones *Chairman*

Arthur George Dew

Wong Po Yan

David Craig Bartlett

John Douglas Mackie

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited

CITIC Ka Wah Bank Limited

Fubon Bank (Hong Kong) Limited

Standard Chartered Bank (Hong Kong) Limited

Wing Hang Bank, Limited

REGISTERED OFFICE

22nd Floor

Allied Kajima Building

138 Gloucester Road

Wanchai

Hong Kong

SHARE REGISTRAR

Computershare Hong Kong Investor

Services Limited

Shops 1712–1716

17th Floor

Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

COMPANY SECRETARY

Edwin Lo King Yau

AUDITORS

Deloitte Touche Tohmatsu

SOLICITORS

Mallesons Stephen Jaques

P. C. Woo & Co.

STOCK CODE

373

WEBSITES

<http://www.alliedgroup.com.hk>

<http://www.irasia.com/listco/hk/alliedgroup/index.htm>

Chairman's Statement

I am pleased to present to shareholders the annual results of the Company and its subsidiaries (collectively the "Group") for the year 2007. The performance of the Group this year has been very pleasing. The financial services businesses and the property development and rental businesses both in Hong Kong and China all delivered successful performances in 2007. Quality HealthCare Asia Limited ("QHA"), which became a subsidiary in October 2006, has brought an additional profit stream into the Group.

FINANCIAL RESULTS

For the year ended 31st December, 2007, the Group's revenue was HK\$4,925.5 million, an increase of 75.2% compared with HK\$2,810.6 million for 2006. Profit attributable to equity holders of the Company increased from HK\$1,028.8 million in 2006 to HK\$1,901.3 million, representing an increase of 84.8%. Earnings per share amounted to HK\$7.76 compared to HK\$4.12 in 2006.

DIVIDEND

The board of directors of the Company ("Board") has recommended a final dividend of HK60 cents per share for the year ended 31st December, 2007 (2006: HK40 cents) payable to the shareholders of the Company ("Shareholders") whose names appear on the register of members of the Company on Friday, 6th June, 2008, making a total dividend for the year 2007 of HK75 cents per share (2006: HK50 cents). It should also be noted that the Company continued to repurchase its shares during the year at an aggregate consideration of approximately HK\$60.4 million. Accordingly, earnings per share for 2007 rose by 88.3% over 2006, compared to a corresponding increase of 84.8% in profit attributable to equity holders of the Company. The Company will, when it considers appropriate, continue to use surplus cash to repurchase its shares for cancellation.

CLOSURE OF REGISTER

The register of members of the Company will be closed from Tuesday, 3rd June, 2008 to Friday, 6th June, 2008 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for the final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 2nd June, 2008. Subject to approval by the Shareholders at the forthcoming annual general meeting ("AGM") of the Company, dividend warrants are expected to be despatched to the Shareholders by post on or around Monday, 11th August, 2008.


FUTURE PROSPECTS

The "Review of Operations" by the Chief Executive, which immediately follows this statement, incorporates the Group's outlook for the future.

APPRECIATION

We have enjoyed another successful year. This success has been a collective result secured through the dedication, loyalty and professionalism of all our staff. I would like to express the Group's appreciation for their efforts in 2007. I look forward to their continued support.

I would also like to thank my fellow Directors, our professional advisors and finally our Shareholders for their support during the year.



Arthur George Dew
Chairman
Hong Kong, 15th April, 2008

INTRODUCTION

The Company is primarily an investment holding company, with a stated strategy of focusing its management and financial resources on its core businesses of property investment and development together with financial services. The Company's interests in property investment and development in Hong Kong are mainly held through its 73.82% holding in Allied Properties (H.K.) Limited ("Allied Properties") and in respect of property investment and development in The People's Republic of China ("PRC"), through Tian An China Investments Company Limited ("Tian An"), being an associate held by Sun Hung Kai & Co. Limited ("Sun Hung Kai"). The Company's financial services business is mainly conducted through Allied Properties' 58.64% holding in Sun Hung Kai as well as Sun Hung Kai's effective 58.18% holding in United Asia Finance Limited ("UAF"). QHA, a 51.15% subsidiary of Sun Hung Kai, is engaged in the business of provision of healthcare services.

FINANCIAL REVIEW

Results

The revenue of the Group for the year was approximately HK\$4,925.5 million, which was an increase of 75.2% compared with the year 2006. The increase in revenue was due to:

- a pleasing performance from Sun Hung Kai and UAF, driven by the strong local economy;
- the full year consolidation of the revenue of QHA, which became a subsidiary of the Group in October 2006; and
- higher rental income derived from the Group's investment properties.

The profit attributable to the equity holders of the Company for the year increased by 84.8% to approximately HK\$1,901.3 million from HK\$1,028.8 million in 2006. Earnings per share amounted to HK\$7.76 (2006: HK\$4.12).

The increase in profit was due to:

- a significant increase in contribution from Sun Hung Kai;
- higher revaluation gains from the Group's investment properties as a result of the strong property market in Hong Kong;
- a profit on the deemed disposal of a portion of the Group's interest in Sun Hung Kai arising from a share placing amounting to HK\$335.9 million attributable to the Company (2006: HK\$227.7 million);
- a profit on a deemed disposal of a partial interest in Tian An of HK\$60.7 million attributable to the Company, compared to a deemed loss of HK\$39.7 million in 2006; and
- the non-recurrence this year of the provision for additional Land Appreciation Tax ("LAT") in Mainland China made by Tian An in the year 2006.

Segmental Information

Detailed segmental information in respect of the Group's revenue and segmental results as well as other information is shown in note 10 to the consolidated financial statements.

Material Acquisitions and Disposals

(a) Disposal of interests in Island New Finance Limited ("INFL")

On 31st May, 2007, Onspeed Investments Limited (an indirectly non wholly-owned subsidiary of Sun Hung Kai, held through its interest in UAF) completed its disposal of the entire issued share capital of INFL and the assignment of a loan for an aggregate consideration of approximately HK\$248.9 million. As of the completion date of the above disposal, INFL was beneficially interested in approximately 74.999% of the issued capital of The Hong Kong Building and Loan Agency Limited.

FINANCIAL REVIEW (CONT'D)

Material Acquisitions and Disposals (Cont'd)

(b) Group Reorganisation

On 7th June, 2007, Bright Clear Limited ("Bright Clear"), an indirectly wholly-owned subsidiary of the Company, entered into a conditional sale and purchase agreement with Sun Hung Kai and two subsidiaries of Sun Hung Kai (collectively "Vendors") to acquire from the Vendors in aggregate 379,291,800 shares in Yu Ming Investments Limited ("Yu Ming"), representing approximately 22.43% of the then issued share capital of Yu Ming at an aggregate consideration of approximately HK\$166.9 million. The transaction was completed on 31st August, 2007. Details of the transaction were contained in the joint announcement dated 11th June, 2007 made by the Company, Allied Properties and Sun Hung Kai and the circulars dated 3rd July, 2007 issued by Allied Properties and Sun Hung Kai respectively.

(c) Deemed disposal of interests in Sun Hung Kai arising from share placing and top up subscription

Allied Properties, through its wholly-owned subsidiary, had completed share placing of 166,000,000 shares ("Share Placing") of Sun Hung Kai on 12th November, 2007. The top-up subscription of 166,000,000 new shares of Sun Hung Kai was completed on 13th November, 2007. The net proceeds of the placing and top-up subscription amounted to approximately HK\$1,906.0 million. The shareholdings in Sun Hung Kai held by Allied Properties before Share Placing and after top-up subscription were 64.34% and 57.98% respectively.

Other than the above disposal, reorganisation and deemed disposals, there were no material acquisitions or disposals of subsidiaries, associates and jointly controlled entities during the year.

Financial Resources, Liquidity and Capital Structure

During the year, Allied Properties has redeemed all outstanding convertible bonds. The redemption monies, together with accrued interest amounting to HK\$549.3 million, were paid during the year. The Company and its subsidiaries have received HK\$518.6 million redemption monies accordingly.

At 31st December, 2007, the equity attributable to the equity holders of the Company amounted to HK\$9,184.6 million, representing an increase of HK\$1,899.2 million or approximately 26.1% from 2006. The Group maintained a strong cash and bank balance position and had cash, treasury bills and bank balances of approximately HK\$2,932.0 million as at 31st December, 2007 (2006: HK\$1,765.3 million). The Group's bank and other borrowings, together with loan notes, totalling HK\$3,786.2 million (2006: HK\$2,709.4 million) of which the portion due on demand or within one year decreased to HK\$1,006.6 million (2006: HK\$1,645.2 million) and the remaining long-term portion increased to HK\$2,779.6 million (2006: HK\$1,064.2 million). The liquidity of the Group as evidenced by the current ratio (current assets/current liabilities) was 3.74 times (2006: 2.36 times). The Group's gearing ratio (net bank and other borrowings together with loan notes/equity attributable to the equity holders of the Company) was 9.3% (2006: 13.0%).

During the year, the Company repurchased 2,780,000 own shares at an aggregate consideration of approximately HK\$60.4 million, details of which are outlined in the section "Purchase, Sale or Redemption of Shares" below.

The loan notes are charged at fixed interest rates. Most of the bank borrowings of the Group are charged at floating interest rates. There are no known seasonal factors in the Group's borrowing profile.

Risk of Foreign Exchange Fluctuation

The fluctuation in exchange rates and market prices does not impose a significant risk to the Group as its level of foreign currency exposure is relatively immaterial.

Contingent Liabilities

Details of contingent liabilities are set out in note 53 to the consolidated financial statements.

FINANCIAL REVIEW (CONT'D)**Material Litigation Update**

- (a) On 10th July, 2006, the Court of Final Appeal upheld the judgment (as amended by the Court of Appeal) of the Hong Kong Court of First Instance of 1st April, 2004, that Sun Hung Kai Securities Limited ("SHKS"), a wholly-owned subsidiary of Sun Hung Kai, holds a 12.5% interest in a 50/50 joint venture entered into between New World Development Company Limited ("NWDC") and IGB Corporation Berhad to purchase land and build two international hotels plus a 200-unit serviced apartment complex in Kuala Lumpur, Malaysia ("Joint Venture"), and that accordingly SHKS was liable to pay to NWDC the sums which NWDC had advanced to the joint venture company Great Union Properties Sdn. Bhd ("GUP") on behalf of SHKS, together with interest on such monies ("Judgment Sum") and costs of the First Instance hearing and of the two appeals ("Costs Order"). SHKS had previously paid to NWDC the Judgment Sum and more recently a sum in satisfaction of the Costs Order. Other claims from NWDC for amounts advanced to GUP on behalf of SHKS with respect to the Joint Venture had been paid previously by SHKS. SHKS is presently seeking the assistance of NWDC and Stapleton Developments Limited ("Stapleton") to ensure that the legal interest of the issued shares of GUP which Stapleton holds on trust for SHKS be transferred to SHKS, that GUP acknowledges and records in its accounts in the name of SHKS the amount of the shareholders' loans made on behalf of SHKS to it.
- (b) Details of writs relating to Chang Zhou Power Development Company Limited, a mainland PRC joint venture, are set out in paragraph (b) of note 53 to the consolidated financial statements on "Contingent Liabilities".
- (c) By notice ("Notice") dated 6th June, 2007 the Financial Secretary required the Market Misconduct Tribunal ("MMT") (i) to conduct proceedings, and (ii) to hear and determine matters arising out of dealings in the securities of QPL International Limited in May and June 2003. Sun Hung Kai's indirect wholly-owned subsidiaries, Sun Hung Kai Investment Services Limited and Cheeroll Limited (now known as Sun Hung Kai Strategic Capital Limited) were specified in the Notice with two employees of Sun Hung Kai group. Procedural determinations made by the MMT are to be the subject of judicial review, the hearing of which is set down to commence on 17th June, 2008. While a provision has been made for legal costs, Sun Hung Kai does not consider it presently appropriate to make any other provision with respect to the Notice or the judicial review proceeding.

Pledge of Assets

Details regarding pledge of assets are set out in note 57 to the consolidated financial statements.

OPERATIONAL REVIEW

Financial Services

Broking and finance



Promotional Poster

Sun Hung Kai, the Group's financial services arm performed strongly in 2007. Revenue was HK\$4,666.8 million against HK\$1,984.4 million for 2006. Profit attributable to its equity holders increased by 320.2% from HK\$451.6 million in 2006 to HK\$1,897.6 million.

Securities broking continued to provide a significant contribution to Sun Hung Kai's revenue. The division participated in a large number of sub-underwritings, placements, IPOs and numerous H-share launches generating substantial profit. SHK Online was able to more than double its revenue, posting a 150% gain in its bottom-line profit when compared with 2006.

The IPO subscriptions from margin financing clients rose 93% for the year compared with 2006 to finish at HK\$232.5 billion in aggregate. The structured corporate lending business remained competitive, notwithstanding the rise in alternative funding channels from the buoyant capital markets and hedge funds. With tighter credit and weaker capital markets, this part of the business is expected to perform better in the coming year.

Increasing global demand and supply constraints generated increased volatility in commodity prices during 2007. Consequently, there was significant growth in Sun Hung Kai's trading volumes in precious metals and overseas commodities. Sun Hung Kai maintained its leading position in Hang Seng Index futures and options trades as the Hang Seng Index reached its historic high in 2007.

Income from mutual funds and unit-linked products continued to demonstrate healthy gains in 2007. The mutual funds' assets under management cumulative total rose more than 50% compared with 2006 with revenue increasing by almost 100%. The unit-linked products also showed solid growth with revenue increasing by more than 20% when compared with 2006.

The fund management business experienced another year of strong growth in 2007. Assets under management/advisory grew 34% from US\$650 million at the end of 2006 to US\$870 million at the end of 2007. In 2007, Sun Hung Kai launched its first private equity fund – the SHK Asian Opportunities Fund, and successfully raised US\$100 million at first closing.

The corporate finance division returned strong results across the board. It successfully launched and sponsored two IPOs on the main board of The Stock Exchange of Hong Kong Limited ("Stock Exchange"). It was also actively involved in a number of secondary placements of existing shares and new shares of listed companies as well as underwriting numerous IPOs during the year. The division was also appointed as independent financial advisor to a number of companies in respect of discloseable and connected transactions and acted as financial advisor in two mandatory cash offer exercises.

A 25% owned joint venture company, China Xin Yongan Futures Company Limited, was established in Hong Kong with 浙江省永安期貨經紀有限公司 (Zhe Jiang Province Yongan Futures Broker Company Limited). It obtained the necessary regulatory approvals and commenced business in May 2007. Results so far have been encouraging, with the company breaking even in August and turning a profit for the rest of the year. Sun Hung Kai continued to strengthen its existing relationships with Mainland Chinese financial institutions and is exploring potential avenues to expand its China business.

During the year, Sun Hung Kai raised approximately HK\$1,906.0 million through a top-up share placement of 166,000,000 shares to Dubai Ventures LLC, a group company of Dubai Investment Group. The transaction gives Sun Hung Kai access to new global pools of capital seeking investment opportunities in Greater China.

OPERATIONAL REVIEW (CONT'D)

Financial Services (Cont'd)

Consumer finance



UAF achieved significant loan growth in 2007 largely driven by Hong Kong's robust economic growth. Interest income recorded a double-digit rate of increase as compared with 2006. However, higher loan growth and rising bad debt ratios have meant increased impairment allowances under the current accounting principles and this has led to a slightly lower bottom-line contribution in 2007 than in 2006.

UAF operated 39 branches in Hong Kong at the end of 2007 (2006: 36 branches), and has expanded to 41 branches in the early part of 2008. UAF is constantly seeking new locations to expand its business coverage and enhance its service quality.

2007 was also a significant year for UAF's China strategy. It launched its first branch in Shenzhen during the middle of 2007 and opened further three branches in Shenzhen during the year. The UAF brand, trading under the name of UA Easy Cash, has been well received by consumers in Shenzhen and the business has been growing at a promising rate. UAF will, during 2008, focus on developing the required infrastructure for its China activities which the management believes has very significant growth potential. In this regard, it is working to expand its China network to a total of 10 branches by the end of 2008.



Properties

Hong Kong



Novotel Century Hong Kong hotel

Allied Properties reported a profit attributable to its equity holders of HK\$2,253.7 million which was an increase of 115.1% from HK\$1,047.8 million in 2006.

The local property market remained strong during 2007 as a result of the growth in the Hong Kong economy and the prospects of lower interest rates. Capital values of properties rose significantly and lease renewals with increased rentals continued during the year. The major properties held by Allied Properties, including Park Place, Allied Cargo Centre, St. George Apartments, and China Online Centre all achieved higher rental income. Contribution from Ibis North Point continued to strengthen as a result of higher occupancy and average room rates.

Allied Kajima Limited, 50% indirectly owned by Allied Properties and owning various properties including Allied Kajima Building, Novotel Century Hong Kong hotel and Sofitel Philippine Plaza Hotel, reported a decrease of 17.8% in profit in 2007. The decrease was mainly due to a lower investment property revaluation gain when compared with 2006.

During 2007, Allied Properties undertook two modifications to its loan

and capital structure. Firstly, it redeemed all its outstanding convertible bonds during the year amounting to HK\$549.3 million including accrued interest. The reasons for the redemption were that Allied Properties was unable to utilise the major portion of the proceeds which had been raised from the issue of the convertible bonds in 2006 for the stated purpose of increasing its shareholding in Sun Hung Kai, and that the interest rate on its bank borrowings was less than that payable under the convertible bonds. Secondly, Allied Properties completed a subdivision of shares in August 2007 by subdividing each of the then existing shares of HK\$2.00 into ten shares of HK\$0.20 each. This was designed to improve the trading liquidity of its shares, thereby providing the opportunity for Allied Properties to attract more investors and widen its shareholder base.



Novotel Century Hong Kong hotel – Lobby

OPERATIONAL REVIEW (CONT'D)

Properties (Cont'd)

Mainland PRC

The profit attributable to equity holders of Tian An, a listed associate of Sun Hung Kai and the Group's PRC property unit, was HK\$703 million (2006: HK\$51.5 million), representing a 12.7 times increase over the previous year. If Tian An had excluded the provisions for additional PRC LAT made in 2006 of HK\$297.4 million before minority interests, the profit attributable to equity holders of Tian An would have increased by 110%. This increase in profit was largely the result of gains on disposals of non-core assets including the entire interest in Shanghai Allied Cement Limited, Nanjing Moling town and Xinhui projects.

With the strong PRC property market in 2007, Tian An sold total gross floor area ("GFA") of approximately 102,400m², compared to approximately 79,100m² in 2006. A total GFA of approximately 87,900m² (2006: 83,800m²) of residential/commercial properties was completed during the year, representing an increase of 5% over last year. By the end of 2007, a total GFA of approximately 363,000m² (2006: 282,300m²) was under construction, representing a 29% increase over the preceding year, including Shanghai Tian An Villa (Phase 2), Wuxi Manhattan (Phase 1), Shanghai Tian An Place (Phase 1), Shenzhen Tian An Golf Garden (Phase 3), Shenzhen Longgang Cyber Park (Phase 1), Changchun Tian An City One (Phase 3), Nantong Tian An Garden (Phase 4), Foshan Tian An Cyber Park (Phase 1) and Panyu Hi-Tech Ecological Park (Phase 4). These properties have significantly increased in value in recent years and Tian An expects to record substantial profits on any disposals.



Perspective of The Manhattan in Wuxi



Shenzhen Longgang Cyber Park (Phase 1)

Pursuant to its strategy of increasing rental income, Tian An managed its portfolio so as to retain more real estate for the generation of rental income. The rental income increased by 23% in 2007 and is expected to continue to increase in the next few years as and when leases are renewed and as a larger portion of Tian An's investment properties are completed, including the "Flour Mill" project in Shanghai, construction of which is expected to commence by the 4th quarter of this year. Tian An also bought back for rental two floors of Shanghai Tian An Centre and acquired 50% of Novel Plaza with total GFA of 25,306m² located in close proximity to Tian An Centre in Nanjing Road West, Shanghai.

Tian An together with associates and jointly controlled entities currently have a landbank of total GFA of approximately 7,154,000m² (total GFA attributable to Tian An is approximately 5,167,000m², consisting of 276,000m² of completed investment properties and 4,891,000m² of properties for development).

OPERATIONAL REVIEW (CONT'D)

Investments

QHA

Revenue increased to HK\$947.7 million, a 6% increase compared with HK\$893.7 million in 2006. Net profit, however, decreased marginally from HK\$65.1 million in 2006 to HK\$63.2 million. The decrease in profit was the result of a time lapse in passing the escalating costs, particularly rental and staff overheads, to customers.



Quality HealthCare Medical Centre



Quality HealthCare Cosmetic Skin Centre

During the year, the management placed significant emphasis on positioning the company for its long-term growth. QHA's business development initiatives resulted in a 5% increase in the number of corporate clients enrolled and QHA's management also implemented a series of technology solutions aimed at automating internal processes and enhancing data integration, resulting in improved accuracy and efficiency.

QHA, as a leading private medical services provider, is well positioned to participate in Hong Kong's healthcare reform programme. QHA's management will support the Government's initiatives to develop sustainable healthcare financing programmes and services that meet our community's needs.

Yu Ming

In August 2007, Bright Clear completed the acquisition of a 22.43% interest in Yu Ming from Sun Hung Kai group. During the year, purchases by Bright Clear on the open market led to increase in shareholding to 24.85%. In November 2007, as a result of Yu Ming's share buyback programme, the Group's shareholding in Yu Ming increased further to 26.98%.

Yu Ming recorded a profit attributable to its equity holders of HK\$145.2 million (2006: loss of HK\$155.7 million). The increase in profit was mainly due to the disposal of listed shares, its interests in AsiaWorld-Expo, and its portfolio of Hong Kong retail properties. As Yu Ming has significant investments in global equities, the major correction in the equities market in the first quarter of 2008 is expected to have an adverse impact to Yu Ming's profits in 2008.

Yu Ming is in a cash rich position and will continue to explore new opportunities both in Hong Kong and elsewhere with the objective of generating improved returns for the benefit of its shareholders.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales attributable to the Group's five largest customers accounted for less than 30% of the total turnover for the year. Also, the aggregate purchases attributable to the Group's five largest suppliers taken together were less than 30% of the Group's total purchases for the year.

EMPLOYEES

The total number of staff of the Group as at 31st December, 2007 was 3,444 (2006: 3,157). Total staff costs, including directors' emoluments, amounted to HK\$911.0 million (2006: HK\$507.5 million). The increase in staff costs was mainly due to the full year consolidation of the results of QHA. The Group reviews remuneration packages from time to time. In addition to salary payments, other staff benefits include contributions to employee provident funds, medical subsidies and a discretionary bonus scheme.

MANAGEMENT OF RISKS

Financial Services Business

Policies and Procedures

The Group has established policies and procedures for risk management over the Group which are reviewed regularly by the respective management, the relevant internal audit, compliance and risk control departments, as well as risk management committee ("RMC"), which reports to the respective board of directors. These policies and procedures ensure the proper monitoring and control of all major risks arising from the Group's activities at all times.

Financial Risk

The Group's financial risk management is discussed in note 7c to the consolidated financial statements which includes the management of market risk, credit risk, liquidity risk and interest rate risk.

Operational Risk

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. It includes legal and compliance risks.

The Group has developed a rigorous internal control process and places importance on clear lines of responsibility, proper segregation of duties, effective internal reporting and contingency planning, compliance with regulatory requirements and the establishment of detailed policies and control procedures for all its key activities. Operational and business line management is responsible for managing and reporting operational risks specific to their operational/business units on a day-to-day basis by identifying, assessing, mitigating, and continuously monitoring the risks inherent in business processes, activities and products. Each division head is required to declare and periodically submit a "responsibility statement for risk, compliance and internal control procedures" for review by the respective control departments. Senior management and the relevant control departments are involved in reviewing overall risk exposure to ensure the Group maintains an acceptable risk level.

Reputational Risk

A key factor for businesses in the financial services sector is their reputation for financial probity and prudence. In our case, with our important and valuable "brand", we manage these risks through a strong internal control and risk management regime, by comprehensive employee training and operational manuals in key areas, and by the strength and independence of our internal audit departments which report independently to the chairman and audit committee of respective companies.

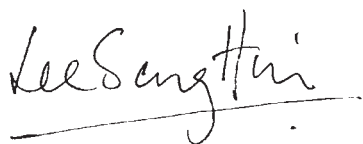
BUSINESS OUTLOOK

We have enjoyed a successful year in 2007. However, we are concerned with the deteriorating operating environment in 2008. The global economy is facing challenges arising from the US sub-prime mortgage problems and strong inflationary pressures due to various factors including higher commodity prices. On the China front, the government's initiatives to control inflation together with a strong RMB are expected to have a negative effect on economic growth in China.

The management is cognizant of the impact of such adverse short-term fluctuations and has prepared the Group for such challenges. The Group is in a strong position and expects to be able to carry out its stated strategies and objectives for the benefit of all Shareholders.

APPRECIATION

The Board would like to thank all the staff for achieving the commendable results for 2007, and would like to express appreciation to the Shareholders for their continual support.



Lee Seng Hui

Chief Executive

Hong Kong, 15th April, 2008

ARTHUR GEORGE DEW

Mr. Arthur George Dew, aged 66, Chairman of the Company since January 2007, was appointed an Independent Non-Executive Director of the Company in December 1995 and re-designated as a Non-Executive Director of the Company in July 2002. He graduated from the Law School of the University of Sydney, Australia, and was admitted as a solicitor and later as a barrister of the Supreme Court of New South Wales, Australia. He is currently a non-practising barrister. He has a broad range of corporate and business experience and has served as a director, and in some instances chairman of the board of directors, of a number of public companies listed in Australia, Hong Kong and elsewhere. He is also a non-executive director and the chairman of Allied Properties and QHA and a non-executive director of Yu Ming.

LEE SENG HUI

Mr. Lee Seng Hui, aged 39, Chief Executive of the Company since January 1998, graduated from the Law School of the University of Sydney with Honours. Previously, he worked with Baker & McKenzie and N M Rothschild & Sons (Hong Kong) Limited. He was appointed a Non-Executive Director of the Company in July 1992 and became an Executive Director of the Company in December 1993. He is also a non-executive director and the chairman of Tian An, and an executive director of Yu Ming. Mr. Lee is also a non-executive director of Tanami Gold NL, the shares of which are listed on the Australian Stock Exchange. He is a brother of Ms. Lee Su Hwei.

EDWIN LO KING YAU

Mr. Edwin Lo King Yau, aged 47, a chartered company secretary and holder of a Master's Degree in Applied Finance from Macquarie University, Australia, was appointed an Executive Director of the Company in May 2000 and the Company Secretary of the Company in May 2007. He had served various executive roles in several companies in Hong Kong including as company secretary for public listed companies. He is also an executive director of Tian An and Yu Ming.

MAK PAK HUNG

Mr. Mak Pak Hung, aged 61, was appointed an Executive Director of the Company in January 2006. He holds a Bachelor of Arts Honours Degree in Economics from the University of Hong Kong and a Master of Business Administration Degree from the University of Western Ontario, Canada. Mr. Mak is the Director of Banking and Treasury of Sun Hung Kai and is a director of Sun Hung Kai International Bank Brunei Limited, a wholly-owned subsidiary of Sun Hung Kai. Formerly, Mr. Mak was the Chief Financial Officer of Sun Hung Kai. Prior to joining Sun Hung Kai, Mr. Mak was with A.S. Watson & Company Limited, a wholly-owned subsidiary company of Hutchison Whampoa Limited, as Chief Operating Officer and Group Finance Director. Before that, he was the Managing Director of Canadian Imperial Bank of Commerce for Hong Kong and China and has also held senior positions with Manufacturers Hanover Trust Co. and Citibank N.A., with extensive experience in banking and finance. He is also a director of UAF.

LEE SU HWEI

Ms. Lee Su Hwei, aged 37, was appointed a Non-Executive Director of the Company in May 2000. She holds a Bachelor of Economics Degree from the University of Sydney and has experience as an investment analyst and in the securities industry generally in Hong Kong and the region. She is the sister of Mr. Lee Seng Hui.

WONG PO YAN

Mr. Wong Po Yan, *G.B.M., C.B.E., J.P.*, aged 84, an Independent Non-Executive Director of the Company since March 1993, is one of Hong Kong's leading residents with an outstanding record of business and public service. He was the chairman and managing director of United Oversea Enterprises Ltd. and former vice chairman of the Committee for the Basic Law of the HKSAR under the Standing Committee of the National People's Congress. He is also an independent non-executive director of each of Alco Holdings Limited, China Electronics Corporation Holdings Company Limited, FinTronics Holdings Company Limited, Shenzhen Investment Limited and Sinopec Kantons Holdings Limited.

DAVID CRAIG BARTLETT

Mr. David Craig Bartlett, aged 42, was appointed an Independent Non-Executive Director of the Company in December 1999. He graduated with honours in law from Exeter University in the United Kingdom in 1988 and subsequently qualified as a solicitor in England & Wales, The Republic of Ireland and the Hong Kong Special Administrative Region. A former partner of the international law firm Clyde & Co., he regularly acted for and advised the Company and its subsidiaries before leaving private practise for a career in industry. Now based primarily in Luxembourg, Mr. Bartlett is also an independent non-executive director of Sun Hung Kai.

JOHN DOUGLAS MACKIE

Mr. John Douglas Mackie, aged 79, was appointed an Independent Non-Executive Director of the Company in February 2004. He is the founder and chairman of JDM Associates Limited, and was a major shareholder of a group of companies which is a leading distributor of sports and leisure merchandise in Hong Kong. Graduated from the University of Western Australia and Harvard Business School, Mr. Mackie has over fifty years of performance orientated experience as chief executive officer and lately sole proprietor serving in general, marketing consultancy and representation, and has had extensive experience and successes in agency distribution, manufacturing – proprietary and franchised retailing – supermarket, drugstore specialised products and sourcing. He is also an independent non-executive director of Allied Properties.

ALAN STEPHEN JONES

Mr. Alan Stephen Jones, aged 65, was appointed an Independent Non-Executive Director of the Company in January 2006. Mr. Jones, a chartered accountant, has extensive experience in management, administration, accounting, property development, carpark management, finance and trading, and has been involved in successful mergers and acquisitions of a number of public companies in Australia and internationally. Mr. Jones is also an independent non-executive director of Allied Properties, Sun Hung Kai and APAC Resources Limited.

AKIHIRO NAGAHARA

Mr. Akihiro Nagahara, aged 67, is the managing director of UAF, a subsidiary of the Company. He holds a law degree from the National Taiwan University and a master degree from the Graduate School in Law of the National Hitotsubashi University of Japan, where he also completed his doctorate courses. He is an acknowledged expert in the consumer finance business in Hong Kong and is credited with the successful establishment of Public Finance Limited (formerly known as JCG Finance Company, Limited). He is also the chairman of The Hong Kong S.A.R. Licensed Money Lenders Association Limited since its establishment in 1999, which is the only industry representative association of licensed money lenders in Hong Kong.

KENNETH LI CHI KONG

Mr. Kenneth Li Chi Kong, aged 54, a member of the Institute of Chartered Accountants of Scotland and a fellow of the Hong Kong Institute of Certified Public Accountants ("HKICPA"), joined the Company in January 1996 and is the Group Financial Controller of the Company. He has broad experience in the finance and accounting field, having worked in two major audit firms and as group financial controller for several sizeable listed companies in Hong Kong. He is currently an executive director and the company secretary of Allied Properties and an executive director of Tian An.

KELVIN LAM KAM WING

Mr. Kelvin Lam Kam Wing, aged 41, is the Qualified Accountant of the Company. He obtained a Master Degree in Business Administration from The Chinese University of Hong Kong in 1999 and is a fellow of the Association of Chartered Certified Accountants and an associate member of the HKICPA. Before Mr. Lam joined the Group in 1992, he had worked in an international accounting firm for four years.

The Company is committed to maintaining a high standard of corporate governance within a sensible framework with an emphasis on the principles of transparency, accountability and independence. The Board believes that good corporate governance is essential to the success of the Company and the enhancement of Shareholders' value.

CODE ON CORPORATE GOVERNANCE PRACTICES

In the light of the Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") which came into effect on 1st January, 2005, the Board has reviewed the corporate governance practices of the Company with the adoption of the various enhanced procedures which are detailed in this report. The Company has applied the principles of, and complied with, the applicable code provisions of the CG Code during the year ended 31st December, 2007, except for certain deviations as specified with considered reasons for such deviations as explained below. The Board will review the current practices at least annually, and make appropriate changes if considered necessary.

THE BOARD

The Board currently comprises nine directors ("Directors") in total, with three Executive Directors, two Non-executive Directors and four Independent Non-executive Directors ("INEDs"). The composition of the Board during the year and up to the date of this report is set out as follows:

Executive Directors:

Lee Seng Hui (*Chief Executive*)
Edwin Lo King Yau
Mak Pak Hung

Non-Executive Directors:

Arthur George Dew (*Chairman*)
Lee Su Hwei

INEDs:

Wong Po Yan
David Craig Bartlett
John Douglas Mackie
Alan Stephen Jones

The brief biographical details of the Directors are set out in the "Profile of Directors and Senior Management" section on pages 13 to 14. Other than that Mr. Lee Seng Hui, the Chief Executive of the Company, is a brother of Ms. Lee Su Hwei, a Non-executive Director of the Company, there are no family or other material relationships among members of the Board.

During the year, the Non-Executive Directors (a majority of whom are independent) provided the Group with a wide range of expertise and experience. Their active participation in the Board and committee meetings brought independent judgment on issues relating to the Group's strategy, performance and management process, taking into account the interests of all shareholders.

Throughout the year and up to the date of this report, the Company had four INEDs representing not less than one-third of the Board. At least one of the INEDs has the appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. The Board has received from each INED an annual confirmation of his independence and considers that all the INEDs are independent under the guidelines set out in Rule 3.13 of the Listing Rules.

THE BOARD (CONT'D)

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group, and to review and approve the Group's annual and interim results. During the year, five Board meetings were held and attendance of each Director at the Board meetings is set out as follows:

| | Number of Board meetings attended/eligible to attend |
|---|---|
| Executive Directors: | |
| Lee Seng Hui (<i>Chief Executive</i>) | 5/5 |
| Edwin Lo King Yau | 5/5 |
| Mak Pak Hung | 5/5 |
| Non-Executive Directors: | |
| Arthur George Dew (<i>Chairman</i>) | 5/5 |
| Lee Su Hwei | 3/5 |
| INEDs: | |
| Wong Po Yan | 5/5 |
| David Craig Bartlett | 5/5 |
| John Douglas Mackie | 5/5 |
| Alan Stephen Jones | 3/5 |

The Board has reserved for its decision or consideration matters covering mainly the Group's overall strategy, annual operating budget, annual and interim results, recommendations on Directors' appointment or re-appointment, material contracts and transactions as well as other significant policy and financial matters. The Board has delegated the day-to-day responsibility to the executive management under the instruction/supervision of the Executive Committee which has its specific written terms of reference. The respective functions of the Board and management of the Company have been formalised and set out in writing which was approved by the Board in June 2005. The Board will review the same once a year.

Regular Board meetings each year are scheduled to be held at approximately quarterly intervals and as required by business needs. At least 14 days' notice of a Board meeting is normally given to all Directors who are given an opportunity to include matters for discussion in the agenda. The Company Secretary assists the Chairman in preparing the agenda for meetings and ensures that all applicable rules and regulations are complied with. The agenda and the accompanying Board papers are normally sent to all Directors at least 3 days before the intended date of a regular Board meeting (and so far as practicable for such other Board meetings). Draft minutes of each Board meeting are circulated to all Directors for their comment before being tabled at the following Board meeting for approval. All minutes are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

According to the current Board practice, if a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by the Board at a duly convened Board meeting. The articles of association of the Company ("Articles of Association") also stipulate that save for the exceptions as provided therein, a Director shall abstain from voting and not be counted in the quorum at meetings for approving any contract or arrangement in which such Director or any of his/her associates have a material interest.

Every Director is entitled to have access to Board papers and related materials and has access to the advice and services of the Company Secretary. The Board and each Director also have separate and independent access to the Company's senior management. Directors will be continuously updated on the major development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, a written procedure was established in June 2005 to enable the Directors, in discharge of their duties, to seek independent professional advice in appropriate circumstances at a reasonable cost to be borne by the Company.

ROLES OF CHAIRMAN AND CHIEF EXECUTIVE

The roles of the Chairman and the Chief Executive are separate to reinforce their respective independence and accountability. Mr. Arthur George Dew was appointed the Chairman of the Company with effect from 1st January, 2007 and is primarily responsible for the leadership of the Board, ensuring that (i) all significant policy issues are discussed by the Board in a timely and constructive manner, (ii) all Directors are properly briefed on issues arising at Board meetings, and (iii) the Directors receive accurate, timely and clear information. The functions of the Chief Executive are performed by Mr. Lee Seng Hui, an Executive Director of the Company, who is responsible for the day-to-day management of the Group's business. Their responsibilities are clearly segregated and have been set out in writing and approved by the Board in June 2005.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

In June 2005, the Board established and adopted a written nomination procedure ("Nomination Procedure") specifying the process and criteria for the selection and recommendation of candidates for directorship of the Company. The Executive Committee shall, based on those criteria as set out in the Nomination Procedure (such as appropriate experience, personal skills and time commitment, etc.), identify and recommend the proposed candidate to the Board for approval of an appointment.

Every newly appointed Director will receive an induction package from the Company Secretary on the first occasion of his appointment. This induction package is a comprehensive, formal and tailored induction on the responsibilities and on-going obligations to be observed by a director pursuant to the Companies Ordinance, Listing Rules and Securities and Futures Ordinance ("SFO"). In addition, this induction package includes materials briefly describing the operations and business of the Company, the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board. Directors will be continuously updated on any major developments of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices.

All Non-Executive Directors (including INEDs) of the Company were appointed for a specific term, but subject to the relevant provisions of the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office. The term of appointment of the Non-Executive Directors (including INEDs) has been renewed for further one year commencing from 1st January, 2008.

According to the Articles of Association, at each AGM of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Further, any Director appointed to fill a casual vacancy shall hold office only until the next following general meeting of the Company whilst for those appointed as an addition to the Board shall hold office until the next following AGM and in both cases, those Directors shall then be eligible for re-election at the relevant meeting. Every Director shall be subject to retirement by rotation at least once every three years.

BOARD COMMITTEES

The Board has established various committees, including a Remuneration Committee, an Audit Committee and an Executive Committee, each of which has its specific written terms of reference. Copies of minutes of all meetings and resolutions of the committees, which are kept by the Company Secretary, are circulated to all Board members and the committees are required to report back to the Board on their decision and recommendations where appropriate. The procedures and arrangements for a Board meeting, as mentioned in the section "The Board" above, have been adopted for the committee meetings so far as practicable.

Remuneration Committee

The Remuneration Committee has been established for more than 10 years and currently consists of five members, including Messrs. David Craig Bartlett (Chairman of the Committee), Wong Po Yan, John Douglas Mackie and Alan Stephen Jones being the INEDs, and Mr. Arthur George Dew being the Non-Executive Director. The Remuneration Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice if considered necessary in accordance with the Company's policy.

The major roles and functions of the Remuneration Committee are:

- (i) to review and recommend to the Board the remuneration policy and packages of the Directors and, where appropriate, to consult the Chairman and/or the Chief Executive about the Committee's proposals relating to the remuneration of other Executive Directors;
- (ii) to review and recommend performance-based remuneration by reference to corporate goals and objectives approved by the Board from time to time;
- (iii) to review and recommend the compensation payable to Executive Directors relating to any loss or termination of their office or appointment;
- (iv) to review and recommend compensation arrangements relating to dismissal or removal of Directors for misconduct; and
- (v) to ensure that no Director is involved in deciding his/her own remuneration.

BOARD COMMITTEES (CONT'D)

Remuneration Committee (Cont'd)

The terms of reference of the Remuneration Committee of the Company were revised in June 2005 to comply with the code provision B.1.3 of the CG Code, but with a deviation from the code provision of the remuneration committee's responsibilities to determine the specific remuneration packages of all executive directors and senior management of a listed company. The Board considers that the Remuneration Committee of the Company shall review (as opposed to determine) and make recommendations to the Board on the remuneration packages of Executive Directors only and not senior management for the following reasons:

- (i) the Board believes that the Remuneration Committee is not properly in a position to evaluate the performance of senior management and that this evaluation process is more effectively carried out by the Executive Directors;
- (ii) a majority of the Remuneration Committee members are INEDs who may not be industry skilled and come from differing professions and backgrounds and they are not involved in the daily operation of the Company. They may have little direct knowledge of industry practice and standard compensation packages. The Remuneration Committee is thus not in a position to properly determine the remuneration of the Executive Directors;
- (iii) the Executive Directors must be in a position to supervise and control senior management and thus must be able to control their compensation; and
- (iv) there is no reason for Executive Directors to pay senior management more than industry standards and thus Shareholders will benefit by reducing costs in the fixing of such compensation packages.

The terms of reference of the Remuneration Committee are available on the website of the Company.

The Remuneration Committee shall meet at least once a year. Two Committee meetings were held in 2007 to review and discuss (i) the existing policy and structure for the remuneration of Directors; (ii) the existing remuneration packages of the Executive Directors; (iii) the existing remuneration of the Non-Executive Directors (including the INEDs); and (iv) the payment of performance bonus to and increment in salary of the Chief Executive, Executive Directors and the Group Financial Controller. The attendance of each member is set out as follows:

| Committee members | Number of Committee meetings attended/eligible to attend |
|--|---|
| David Craig Bartlett (<i>Chairman</i>) | 2/2 |
| Arthur George Dew | 2/2 |
| Wong Po Yan | 2/2 |
| John Douglas Mackie | 2/2 |
| Alan Stephen Jones | 2/2 |

In addition to the Committee meetings, the Remuneration Committee also dealt with matters by way of circulation during 2007. In 2007 and up to the date of this report, the Remuneration Committee performed the work as summarised below:

- (i) reviewed and recommended the payment of performance bonus to the Chief Executive, Executive Directors, the Group Financial Controller and other senior staff of the Company for the year ended 31st December, 2005 and 31st December, 2006 for the Board's approval;
- (ii) reviewed and recommended the increment in salary of the Chief Executive, Executive Directors and the Group Financial Controller, and the consultancy fee of INEDs for the year ended 31st December, 2007 for the Board's approval;
- (iii) reviewed and recommended the renewal of the term of appointment and remuneration package for Non-Executive Directors and INEDs for one year commencing from 1st January, 2008 for the Board's approval;
- (iv) reviewed and recommended the renewal of the term of appointment and remuneration package of the Chairman and the reimbursement arrangement for his consultancy fee for the Board's approval; and
- (v) reviewed and recommended the renewal of a tenancy agreement for provision of an accommodation to the Chief Executive for the Board's approval.

The remuneration payable to Directors will depend on their respective contractual terms under their employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee. Details of the Directors' remuneration are set out in note 15 to the consolidated financial statements. Details of the remuneration policy of the Group are also set out in the "Employees" section contained in the "Review of Operations" on page 11.

BOARD COMMITTEES (CONT'D)

Audit Committee

The Audit Committee has been established for more than 10 years and currently consists of five Non-Executive Directors, four of whom are INEDs. To retain independence and objectivity, the Audit Committee is chaired by an INED with appropriate professional qualifications or accounting or related financial management expertise. The current members of the Audit Committee are Messrs. Alan Stephen Jones (Chairman of the Committee), Arthur George Dew, Wong Po Yan, David Craig Bartlett and John Douglas Mackie. The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice if considered necessary according to the Company's policy.

The major roles and functions of the Audit Committee are:

- (i) to consider and recommend to the Board on the appointment, re-appointment and removal of the external auditors, to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of those auditors;
- (ii) to consider and discuss with the external auditors the nature and scope of each year's audit;
- (iii) to review and monitor the external auditors' independence and objectivity;
- (iv) to review the interim and annual consolidated financial statements before submission to the Board;
- (v) to discuss any problems and reservation arising from the interim review and final audit, and any matters the external auditors may wish to discuss;
- (vi) to review the external auditors' management letters and management's response;
- (vii) to review the Group's financial controls, internal control and risk management systems;
- (viii) to review the internal audit plan, promote co-ordination between the internal and external auditors, and check whether the internal audit function is adequately resourced and has appropriate standing within the Group; and
- (ix) to consider any findings of the major investigations from the internal audit and management's response.

The terms of reference of the Audit Committee of the Company were revised in June 2005 (and further revised in November 2007) to comply with the code provision C.3.3 of the CG Code, but with deviations from the code provision of the audit committee's responsibility to:

- (i) implement policy on the engagement of the external auditors to supply non-audit services;
- (ii) ensure the management has discharged its duty to have an effective internal control system; and
- (iii) ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the listed company.

The Board considers that the Audit Committee of the Company should recommend (as opposed to implement) the policy on the engagement of the external auditors to supply non-audit services for the following reasons:

- (i) it is proper, and appropriate for the Board and its committees to develop policy and make appropriate recommendations;
- (ii) the proper and appropriate mechanism for implementation of such policy and recommendations is through the Executive Directors and management; and
- (iii) INEDs are not in an effective position to implement policy and follow up the same on a day-to-day basis.

Further, the Board considers that the Audit Committee of the Company only possesses the effective ability to scrutinize (as opposed to ensure) whether management has discharged its duty to have an effective internal control system. The Audit Committee is not equipped to ensure that the same is in place as this would involve day-to-day supervision and the employment of permanent experts. The Audit Committee is not in a position either to ensure co-ordination between the internal auditors and external auditors but it can promote the same. Similarly, the Audit Committee is not in a position to ensure that the internal audit function is adequately resourced but it can check whether it is adequately resourced.

BOARD COMMITTEES (CONT'D)

Audit Committee (Cont'd)

The terms of reference of the Audit Committee are available on the website of the Company.

The Audit Committee shall meet at least twice a year. Three Committee meetings were held in 2007 and the attendance of each member is set out as follows:

| Committee members | Number of Committee meetings attended/eligible to attend |
|--|---|
| Alan Stephen Jones (<i>Chairman</i>) | 3/3 |
| Arthur George Dew | 3/3 |
| Wong Po Yan | 3/3 |
| David Craig Bartlett | 3/3 |
| John Douglas Mackie | 3/3 |

In addition to the Committee meetings, the Audit Committee also dealt with matters by way of circulation during 2007. In 2007 and up to the date of this report, the Audit Committee performed the work as summarised below:

- (i) reviewed and recommended the audit scope and fees proposed by the external auditors in respect of the interim results review for the six months ended 30th June, 2007 ("2007 Interim Review") and the final audit for the year ended 31st December, 2007 ("2007 Final Audit") of the Group for the Board / Executive Committee's approval;
- (ii) reviewed the reports of findings / independent review report from the external auditors and the management's response in relation to the final audit for the year ended 31st December, 2006, 2007 Interim Review and 2007 Final Audit;
- (iii) reviewed and recommended the financial reports for the year ended 31st December, 2006, for the six months ended 30th June, 2007 and for the year ended 31st December, 2007 together with the relevant management representation letters and announcements for the Board's approval;
- (iv) reviewed the Report on Code on Corporate Governance Practices – Internal Controls (Code Provision C.2) and the relevant internal control documentation of the Group;
- (v) reviewed the Group Overall Risk Profile Analysis Report and the Group Internal Audit Plan and Strategy Report prepared by the Group Internal Audit Department ("IAD");
- (vi) reviewed the Internal Controls Assessment Report prepared by an external consultant, as well as the Progress Report prepared by the IAD, and ensured that the issues raised were addressed and managed promptly by the management;
- (vii) reviewed the Internal Audit Review Report, Summary and Follow-up Report prepared by the IAD, and ensured that the issues raised would be addressed and managed promptly by the management; and
- (viii) reviewed and recommended the adoption of the Whistle Blower Policy and the revised terms of reference of the Audit Committee for the Board's approval.

The "Whistle Blower Policy" outlines the communication procedures through which employees can report in good faith suspected departures from proper internal control procedures, incorrect or improper financial or other reporting, or any alleged unlawful or improper practices or wrongful conduct taking place within the Group. The terms of reference of the Audit Committee was revised in November 2007 following the adoption of the Whistle Blower Policy of the Company to comply with the recommended best practice C.3.7(a) of the CG Code.

Executive Committee

The Executive Committee has been established in January 1993 and currently consists of two Executive Directors, being Messrs. Lee Seng Hui (Chairman of the Committee) and Edwin Lo King Yau. The Executive Committee is vested with all the general powers of management and control of the activities of the Group as are vested in the Board, save for those matters which are reserved for the Board's decision and approval pursuant to the written terms of reference of the Executive Committee. The terms of reference of the Executive Committee was revised in November 2007 following the adoption of the Whistle Blower Policy by the Company.

BOARD COMMITTEES (CONT'D)

Executive Committee (Cont'd)

The Executive Committee will meet as and when necessary to discuss the operating affairs of the Group and may also deal with matters by way of circulation. The Executive Committee is mainly responsible for undertaking and supervising the day-to-day management and is empowered:

- (i) to formulate and implement policies for the business activities and internal control and administration of the Group; and
- (ii) to plan and decide on strategies to be adopted for the business activities of the Group within the overall strategy of the Group as determined by the Board.

CODES FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code.

To comply with the code provision A.5.4 of the CG Code, the Company has also adopted in June 2005 the Model Code, to regulate dealings in the securities of the Company by certain employees of the Company or any of its subsidiaries who are considered to be likely in possession of unpublished price sensitive information in relation to the Company or its securities.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibility for preparing, with the support from the Accounts Department, the consolidated financial statements of the Group. In preparing the consolidated financial statements for the year ended 31st December, 2007, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards (which also include Hong Kong Accounting Standards and Interpretations) issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance were complied with. The Directors believe that they have selected suitable accounting policies and applied them consistently, and made judgment and estimates that are prudent and reasonable and ensure the consolidated financial statements are prepared on the going concern basis.

The reporting responsibilities of the Company's external auditors, Messrs. Deloitte Touche Tohmatsu, are set out in the "Independent Auditor's Report" on pages 53 and 54.

Internal Control

The Board has the responsibility to review the effectiveness of the Group's internal control systems and ensure that the controls are sound and effective to safeguard the Shareholders' investments and the Group's assets at all times.

The internal control system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss; to manage rather than completely eliminate the risk of system failure; and to assist in the achievement of the Group's agreed objectives and goals. It has a key role in the management of risks that are significant to the fulfilment of business objectives. In addition to safeguarding the Group's assets, it should provide a basis for the maintenance of proper accounting records and assist in the compliance with relevant laws and regulations.

The Company's principal subsidiaries are managed under independent systems of internal controls. These subsidiaries have provided appropriate assurance to the Company on their compliance with the CG Code regarding internal control systems in general to the Company.

Internal Audit

The Company's IAD was established in December 2006, with the Internal Audit Manager reporting to the Chairman and the Audit Committee. The IAD plays an important role in providing assurance to the Board that a sound internal control system is maintained and operated by the management. This is part of the Board's plan to enhance the standards of the Group's overall corporate governance and comply with the code provision C.2 of the CG Code.

The Group Overall Risk Profile Analysis Report, and the Group Internal Audit Plan and Strategy Report were prepared by the IAD and issued to the Audit Committee and the Board for review. A discussion of the policies and procedures on the management of each of the major types of risk which the Group is facing is included in note 7 to the consolidated financial statements and under the "Management of Risks" section contained in the "Review of Operations" on page 12.

ACCOUNTABILITY AND AUDIT (CONT'D)

Internal Audit (Cont'd)

The IAD performed an internal control assessment of the Group for the year ended 31st December, 2007. The Internal Audit Report and Follow-up Report were distributed to the Audit Committee and the Board for their review. The issues raised in the reports were being dealt with by the management. In addition, the IAD also followed up on the internal controls assessment report of the Group performed earlier by the external consultant and the IAD, and ensured that the issues raised were addressed by the management.

External Auditors' Remuneration

During the year, the remuneration paid to the Group's external auditors is set out as follows:

| Services rendered for the Group | HK\$'000 |
|---------------------------------|----------|
| Audit services | 6,916 |
| Non-audit services | |
| – Taxation services | 945 |
| – Other professional services | 4,149 |
| Total | 12,010 |

COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of good communication with shareholders. Information in relation to the Group is disseminated to shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars. Such published documents together with the latest corporate information and news are also made available on the website of the Company.

The Company's AGM is a valuable forum for the Board to communicate directly with the shareholders. The Chairman actively participates in the AGM and personally chairs the meeting to answer any questions from the shareholders. The Chairmen of the Audit Committee and Remuneration Committee or in their absence, another member of the respective committees, are also available to answer questions at the AGM. A separate resolution is proposed by the Chairman in respect of each issue to be considered at the AGM. An AGM circular is distributed to all shareholders at least 21 days prior to the AGM, setting out details of each proposed resolution, voting procedures (including procedures for demanding and conducting a poll) and other relevant information. The Chairman explains the procedures for demanding and conducting a poll again at the beginning of the AGM, and (except where a poll is demanded) reveals how many proxies for and against have been received in respect of each resolution.

CORPORATE GOVERNANCE ENHANCEMENT

Enhancing corporate governance is not simply a matter of applying and complying with the CG Code of the Stock Exchange but also about promoting and developing an ethical and healthy corporate culture. We will continue to review and, where appropriate, improve our current practices on the basis of our experience, regulatory changes and developments. Any views and suggestions from our shareholders to promote and improve our transparency are also welcome.

On behalf of the Board



Arthur George Dew

Chairman

Hong Kong, 15th April, 2008

The Directors are pleased to present their annual report and the audited consolidated financial statements of the Group and the Company for the year ended 31st December, 2007.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services. The principal activities of its principal subsidiaries, associates and jointly controlled entities at 31st December, 2007 are set out in notes 60, 61 and 62 to the consolidated financial statements respectively.

RESULTS AND APPROPRIATIONS

The results of the Group and appropriations of the Company are set out in the consolidated income statement on page 55 and in the accompanying notes to the consolidated financial statements.

The Directors have proposed the payment of a final dividend of HK60 cents per share for the year ended 31st December, 2007 payable to the Shareholders whose names appear on the register of members of the Company on Friday, 6th June, 2008. Since an interim dividend of HK15 cents per share was paid on Friday, 2nd November, 2007, the total dividend for the year is HK75 cents per share. Details are set out in note 20 to the consolidated financial statements.

INVESTMENT PROPERTIES

During the year, the Group spent HK\$862,000 on investment properties. Certain of the Group's properties previously included in property, plant and equipment and properties held for sale with carrying values of HK\$143,000,000 and HK\$78,760,000 respectively were transferred to investment properties.

The Group's investment properties were revalued on 31st December, 2007 at HK\$3,405,200,000. The net increase in fair value of HK\$445,878,000 attributable to investment properties held at 31st December, 2007 has been credited to the consolidated income statement.

Details of these and other movements in the investment properties of the Group during the year are set out in note 21 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent HK\$83,886,000 on property, plant and equipment. The Group also disposed of certain of its property, plant and equipment with a carrying value of HK\$6,385,000.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 22 to the consolidated financial statements.

PROPERTIES

Particulars of major properties of the Group at 31st December, 2007 are set out on pages 166 to 168.

SHARE CAPITAL

Details of movement in the share capital of the Company during the year are set out in note 42 to the consolidated financial statements.

SHARE OPTION SCHEME

Particulars of the share option scheme of the Company are set out in note 43 to the consolidated financial statements.

DIRECTORS

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

Executive Directors:

Lee Seng Hui
Edwin Lo King Yau
Mak Pak Hung

Non-Executive Directors:

Arthur George Dew
Lee Su Hwei

INEDs:

Wong Po Yan
David Craig Bartlett
John Douglas Mackie
Alan Stephen Jones

In accordance with Article 105(A) of the Articles of Association, Messrs. Edwin Lo King Yau, Wong Po Yan and David Craig Bartlett will retire by rotation and, being eligible, offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming AGM have an unexpired service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

TERMS OF OFFICE FOR THE NON-EXECUTIVE DIRECTORS

All the Non-Executive Directors (including the INEDs) were appointed for a specific term of one year which shall continue until 31st December, 2008 but subject to the relevant provisions of the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office.

DIRECTORS' INTERESTS

At 31st December, 2007, Mr. Lee Seng Hui and Ms. Lee Su Hwei, Directors, had the following interests in the shares of the Company as recorded in the register required to be kept under Section 352 of the SFO:

| Name of Director | Number of shares held | Approximate % of the relevant issued share capital | Nature of interest |
|------------------|-----------------------|--|---|
| Lee Seng Hui | 104,049,413 | 42.60% | Personal interest (held as beneficial owner) in 22,921 shares and other interest in 104,026,492 shares (Note 1) |
| Lee Su Hwei | 104,026,492 | 42.59% | Other interest (Note 1) |

Notes:

1. Mr. Lee Seng Hui and Ms. Lee Su Hwei are trustees of Lee and Lee Trust, being a discretionary trust which indirectly held 104,026,492 shares of the Company.
2. All interests stated above represent long positions.

Save as disclosed above, at 31st December, 2007, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations, within the meaning of Part XV of the SFO, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year and up to the date of this report, the following Directors (not being the INEDs) are considered to have interests in the businesses which compete or are likely to compete with the businesses of the Group pursuant to the Listing Rules as set out below:

- (i) Mr. Arthur George Dew is a director of Allied Properties which, through a subsidiary, is partly engaged in the business of money lending. He was appointed as a director of Allied Properties on 1st January, 2007;
- (ii) Mr. Arthur George Dew is a director of Yu Ming which, through a subsidiary, is partly engaged in the business of property investment in Hong Kong. He was appointed as a director of Yu Ming on 30th November, 2007;
- (iii) Mr. Lee Seng Hui and Ms. Lee Su Hwei are two of the trustees of Lee and Lee Trust which is a deemed substantial shareholder of each of Allied Properties, Sun Hung Kai, Tian An, Yu Ming and Lippo Limited ("Lippo") which, through their subsidiaries, are partly engaged in the businesses as follows:
 - Allied Properties, through a subsidiary, is partly engaged in the business of money lending;
 - Sun Hung Kai, through certain of its subsidiaries, is partly engaged in the businesses of money lending, provision of financial services and property investment in Hong Kong;
 - Tian An, through a subsidiary, is partly engaged in the business of money lending. Mr. Lee Seng Hui was appointed as a director of Tian An on 1st April, 2007;
 - Yu Ming, through a subsidiary, is partly engaged in the business of property investment in Hong Kong; and
 - Lippo, through certain of its subsidiaries, is partly engaged in the businesses of property investment and development, securities broking, money lending, provision of financial and other related services. Mr. Lee Seng Hui and Ms. Lee Su Hwei ceased to be a deemed substantial shareholder of Lippo on 25th January, 2007;
- (iv) Mr. Lee Seng Hui is a director of Allied Kajima Limited which, through certain of its subsidiaries, is partly engaged in the businesses of property rental, management services and hospitality related activities;
- (v) Mr. Edwin Lo King Yau is a director of Tian An which, through a subsidiary, is partly engaged in the business of money lending; and
- (vi) Mr. Edwin Lo King Yau is a director of Yu Ming which, through a subsidiary, is partly engaged in the business of property investment in Hong Kong. He was appointed as a director of Yu Ming on 30th November, 2007.

Although the businesses of Allied Properties and Tian An also consist of property development in Hong Kong and Mainland China respectively, Messrs. Arthur George Dew, Lee Seng Hui and Edwin Lo King Yau are not regarded in this respect as being interested in a competing business to the Group, as each of Allied Properties and Tian An do not have property development in the same region.

As the Board is independent from the boards of the abovementioned companies, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of such companies.

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance to which the Company or any of its subsidiaries was a party and in which the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries a party to any arrangements 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 with the exception of granting of share options to subscribe for shares in the Company under its share option scheme.

SUBSTANTIAL SHAREHOLDERS' INTERESTS

At 31st December, 2007, the following Shareholders had interests in the shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

| Name of Shareholder | Number of shares held | Approximate % of the relevant issued share capital | Notes |
|---|-----------------------|--|-------|
| Cashplus Management Limited ("Cashplus") | 28,181,800 | 11.53% | – |
| Zealous Developments Limited ("Zealous") | 28,181,800 | 11.53% | 1, 2 |
| Minty Hongkong Limited ("Minty") | 75,844,692 | 31.05% | – |
| Lee and Lee Trust | 104,026,492 | 42.59% | 3, 4 |
| COL Capital Limited ("COL Capital") | 14,246,494 | 5.78% | 5 |
| Chong Sok Un | 14,246,494 | 5.78% | 6, 7 |
| Penta Investment Advisers Limited ("Penta") | 12,315,000 | 5.04% | – |
| John Zwaanstra | 12,315,000 | 5.04% | 8 |

Notes:

1. This represents the same interest of Cashplus in 28,181,000 shares of the Company.
2. Cashplus is a wholly-owned subsidiary of Zealous. Zealous was therefore deemed to have an interest in the shares in which Cashplus was interested.
3. Minty and Zealous are wholly-owned by the trustees of Lee and Lee Trust, being a discretionary trust.
4. Mr. Lee Seng Hui and Ms. Lee Su Hwei, both Directors, together with Mr. Lee Seng Huang are the trustees of Lee and Lee Trust and were therefore deemed to have an interest in the shares in which Minty and Zealous were interested.
5. The interest includes the holding of: (i) an interest in 6,791,170 shares held by Honest Opportunity Limited ("Honest Opportunity"), a wholly-owned subsidiary of Classic Fortune Limited ("Classic Fortune") which in turn is a wholly-owned subsidiary of COL Capital; and (ii) an interest in 7,455,324 shares held by Focus Clear Limited ("Focus Clear"), a wholly-owned subsidiary of Besford International Limited ("Besford") which in turn is a wholly-owned subsidiary of COL Capital. COL Capital was therefore deemed to have an interest in the shares in which Honest Opportunity, Classic Fortune, Focus Clear and Besford were interested.
6. This represents the same interest of COL Capital in 14,246,494 shares of the Company.
7. COL Capital was owned as to 37.32% by Vigor Online Offshore Limited, a wholly-owned subsidiary of China Spirit Limited which in turn is wholly-owned by Ms. Chong Sok Un. Ms. Chong Sok Un was therefore deemed to have an interest in the shares in which COL Capital was interested.
8. Mr. John Zwaanstra was deemed to have an interest in the shares through his 100% interest in Penta.
9. All interests stated above represent long positions. As at 31st December, 2007, no short positions were recorded in the register required to be kept under Section 336 of the SFO.

EMOLUMENT POLICY

Details of the Directors' emoluments and of the five highest paid individuals in the Group are set out in note 15 to the consolidated financial statements.

The emolument policy of the employees of the Group is set up by the Executive Committee on the basis of their merit, qualifications and competence.

The emoluments payable to Directors will depend on their respective contractual terms under their employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees, details of the scheme is set out in note 43 to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the year, the Company made the following purchases of its own shares on the Stock Exchange:

| Month of purchase on the Stock Exchange in 2007 | Number of shares purchased | Purchase consideration per share | | Aggregate consideration paid HK\$ |
|--|-------------------------------|-------------------------------------|----------------|---|
| | | Highest HK\$ | Lowest HK\$ | |
| January | 70,000 | 20.00 | 19.60 | 1,391,200 |
| February | 16,000 | 19.90 | 19.20 | 314,200 |
| March | 348,000 | 20.00 | 19.00 | 6,793,800 |
| April | 1,900,000 | 22.00 | 20.40 | 40,814,800 |
| June | 376,000 | 24.00 | 23.05 | 8,827,100 |
| September | 60,000 | 31.45 | 31.45 | 1,887,000 |
| October | 10,000 | 34.05 | 34.05 | 340,500 |

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

DONATIONS

The Group made charitable donations of HK\$1,309,000 during the year.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the "Corporate Governance Report" on pages 15 to 22.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company has maintained sufficient public float as required under the Listing Rules.

AUDITOR

A resolution will be submitted to the AGM of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company.

On behalf of the Board



Arthur George Dew
Chairman
Hong Kong, 15th April, 2008

Deloitte.

德勤

TO THE MEMBERS OF ALLIED GROUP LIMITED

(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Allied Group Limited (the "Company") and its subsidiaries (collectively referred as the "Group") set out on pages 55 to 164, which comprise the consolidated and Company balance sheets as at 31st December, 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

AUDITOR'S RESPONSIBILITY

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

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

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

致聯合集團有限公司各股東

(於香港註冊成立之有限公司)

本核數師(以下簡稱「我們」)已完成審核載於第55至164頁聯合集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)綜合財務報表,此綜合財務報表包括 貴公司於二零零七年十二月三十一日的綜合及公司資產負債表與截至該日止年度的綜合收益賬、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他附註解釋。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例編製真實及公平地列報該等綜合財務報表。這責任包括設計、實施及維護與編製真實及公平地列報綜合財務報表的內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致的陳述;選擇和應用適當的會計政策;及按情況下作出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見,並按照香港公司條例第141條僅向作為整體股東報告,除此之外,本報告不可用作其他用途。我們不會就本報告的內容對任何其他人士負上或承擔任何責任。我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範,並規劃及執行審核,藉以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

審核涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定之程序取決於核數師的判斷,包括評估是否由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時,核數師考慮與該公司編製真實及公平地列報綜合財務報表相關的內部控制,以設計適當之審核程序,但並非為對公司的內部控制效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計的合理性,以及評價綜合財務報表的整體列報方式。

我們相信,我們所獲得的審核憑證乃充足及適當地為我們的審核意見提供基礎。

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31st December, 2007 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.



Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong, 15th April, 2008

意見

我們認為，綜合財務報表已根據香港財務報告準則真實及公平地反映 貴公司及 貴集團於二零零七年十二月三十一日的事務狀況截至該日止年度的溢利及現金流量，並已按照香港公司條例妥為編製。

德勤•關黃陳方會計師行
執業會計師
香港，二零零八年四月十五日

Consolidated Income Statement

for the year ended 31st December, 2007

綜合收益賬

截至二零零七年十二月三十一日止年度

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| | | Notes 附註 | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 (Restated and note 3) (重列及附註3) |
|--|-------------------------|-------------|----------------------------------|--|
| Revenue | 收益 | 9 & 10 | 4,925,496 | 2,810,634 |
| Other income | 其他收入 | | 732,567 | 222,759 |
| Total income | 總收入 | | 5,658,063 | 3,033,393 |
| Cost of sales and other direct costs | 銷售成本及其他直接成本 | | (713,620) | (299,815) |
| Brokerage and commission expenses | 經紀費及佣金開支 | | (414,595) | (231,446) |
| Selling and marketing expenses | 銷售及市場推廣開支 | | (69,374) | (77,680) |
| Administrative expenses | 行政開支 | | (1,397,523) | (762,345) |
| Net profit on deemed disposal of partial interests in subsidiaries | 視為出售附屬公司部份權益之溢利淨額 | 11 | 401,844 | 325,061 |
| Changes in values of properties | 物業價值變動 | 12 | 485,281 | 233,324 |
| Net profit (loss) on deemed disposal of partial interests in listed associates | 視為出售上市聯營公司部份權益之溢利(虧損)淨額 | 13 | 151,522 | (80,932) |
| Impairment loss recognised in respect of available-for-sale financial assets | 就可供出售金融資產確認之減值虧損 | | (2,000) | (58,203) |
| Bad and doubtful debts | 呆壞賬 | 14 | (269,406) | (139,220) |
| Other operating expenses | 其他經營開支 | | (134,091) | (104,284) |
| Finance costs | 融資成本 | 16 | (341,273) | (206,453) |
| Share of results of associates | 應佔聯營公司業績 | | 301,195 | 8,982 |
| Share of results of jointly controlled entities | 應佔共同控制企業業績 | | 131,106 | 159,987 |
| Profit before taxation | 除稅前溢利 | 17 | 3,787,129 | 1,800,369 |
| Taxation | 稅項 | 18 | (310,381) | (130,740) |
| Profit for the year | 本年度溢利 | | 3,476,748 | 1,669,629 |
| Attributable to: | 應佔方： | | | |
| Equity holders of the Company | 本公司股東 | | 1,901,254 | 1,028,792 |
| Minority interests | 少數股東權益 | | 1,575,494 | 640,837 |
| | | | 3,476,748 | 1,669,629 |
| Earnings per share | 每股盈利 | 19 | | |
| Basic | 基本 | | HK\$7.76港元 | HK\$4.12港元 |
| Diluted | 攤薄 | | HK\$7.76港元 | HK\$4.11港元 |

Consolidated Balance Sheet

at 31st December, 2007

綜合資產負債表

於二零零七年十二月三十一日

| | | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 (Restated and note 3) (重列及附註3) |
|--|-------------------|----|----------------------------------|--|
| Notes 附註 | | | | |
| Non-current assets | | | | |
| 非流動資產 | | | | |
| Investment properties | 投資物業 | 21 | 3,405,200 | 2,780,300 |
| Property, plant and equipment | 物業、廠房及設備 | 22 | 322,542 | 394,219 |
| Prepaid land lease payments | 預繳地價 | 23 | 349,857 | 291,196 |
| Goodwill | 商譽 | 24 | 229,219 | 239,247 |
| Intangible assets | 無形資產 | 25 | 358,821 | 376,330 |
| Interests in associates | 於聯營公司之權益 | 29 | 3,453,940 | 2,521,862 |
| Interests in jointly controlled entities | 於共同控制企業之權益 | 30 | 998,767 | 914,092 |
| Available-for-sale financial assets | 可供出售金融資產 | 31 | 1,423,970 | 1,112,921 |
| Statutory deposits | 法定按金 | | 29,729 | 78,687 |
| Amounts due from associates | 聯營公司欠款 | 32 | – | 78,000 |
| Loans and advances to consumer finance customers due after one year | 一年後到期之私人財務客戶貸款及墊款 | 33 | 1,475,395 | 1,156,998 |
| Loans and receivables | 貸款及應收賬款 | 34 | 5,806 | 33,603 |
| Deferred tax assets | 遞延稅項資產 | 35 | 66,576 | 47,709 |
| | | | 12,119,822 | 10,025,164 |
| Current assets | | | | |
| 流動資產 | | | | |
| Properties held for sale and other inventories | 待出售物業及其他存貨 | 36 | 482,809 | 525,000 |
| Financial assets at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產 | 37 | 1,209,501 | 377,008 |
| Prepaid land lease payments | 預繳地價 | 23 | 6,009 | 4,517 |
| Loans and advances to consumer finance customers due within one year | 一年內到期之私人財務客戶貸款及墊款 | 33 | 2,145,159 | 1,654,167 |
| Trade and other receivables | 貿易及其他應收款項 | 38 | 5,884,449 | 3,753,345 |
| Amounts due from associates | 聯營公司欠款 | 32 | 156,448 | 80,702 |
| Amount due from a jointly controlled entity | 一間共同控制企業欠款 | | 2,192 | 2,185 |
| Tax recoverable | 可收回稅項 | | 3,382 | 2,660 |
| Short-term pledged bank deposit | 短期銀行抵押存款 | | 121,000 | 1,000 |
| Cash and cash equivalents | 現金及現金等價物 | 39 | 2,811,029 | 1,764,313 |
| | | | 12,821,978 | 8,164,897 |
| Current liabilities | | | | |
| 流動負債 | | | | |
| Trade and other payables | 貿易及其他應付款項 | 40 | 2,071,774 | 1,552,676 |
| Financial liabilities at fair value through profit or loss | 透過損益賬按公平價值處理之金融負債 | 41 | 71,843 | 1,972 |
| Amounts due to associates | 欠聯營公司款項 | | 12,605 | 12,527 |
| Amount due to a jointly controlled entity | 欠一間共同控制企業款項 | | 39,063 | 79,063 |
| Tax payable | 應付稅項 | | 152,616 | 83,481 |
| Bank and other borrowings due within one year | 一年內到期之銀行及其他借貸 | 45 | 891,364 | 1,645,170 |
| Loan notes | 貸款票據 | 46 | 115,226 | – |
| Provisions | 撥備 | 48 | 75,074 | 77,840 |
| Other liabilities due within one year | 一年內到期之其他負債 | 49 | 734 | 861 |
| | | | 3,430,299 | 3,453,590 |
| Net current assets | 流動資產淨額 | | 9,391,679 | 4,711,307 |
| Total assets less current liabilities | 總資產減流動負債 | | 21,511,501 | 14,736,471 |

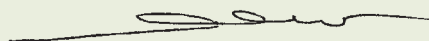
at 31st December, 2007

於二零零七年十二月三十一日

| | | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 (Restated and note 3) (重列及附註3) |
|--|-------------|-------------------------------|----------------------------------|--|
| | Notes 附註 | | | |
| Capital and reserves | | 股本及儲備 | | |
| Share capital | 42 | 股本 | 488,473 | 494,033 |
| Share premium and reserves | 44 | 股份溢價及儲備 | 8,696,176 | 6,791,381 |
| Equity attributable to equity holders of the Company | | 本公司股東 應佔權益 | 9,184,649 | 7,285,414 |
| Equity component of convertible bonds of a subsidiary | | 一間附屬公司之 可換股債券之權益部份 | – | 3,487 |
| Minority interests | | 少數股東權益 | 9,234,306 | 6,132,218 |
| Total equity | | 權益總額 | 18,418,955 | 13,421,119 |
| Non-current liabilities | | 非流動負債 | | |
| Bank and other borrowings due after one year | 45 | 一年後到期之銀行 及其他借貸 | 2,779,592 | 919,151 |
| Loan notes | 46 | 貸款票據 | – | 110,650 |
| Convertible bonds | 47 | 可換股債券 | – | 34,384 |
| Deferred tax liabilities | 35 | 遞延稅項負債 | 308,178 | 249,979 |
| Provisions | 48 | 撥備 | 4,773 | 1,180 |
| Other liabilities due after one year | 49 | 一年後到期之其他負債 | 3 | 8 |
| | | | 3,092,546 | 1,315,352 |
| | | | 21,511,501 | 14,736,471 |

The consolidated financial statements on pages 55 to 164 were approved and authorised for issue by the Board of Directors on 15th April, 2008, and are signed on its behalf by:

第55至164頁之綜合財務報表經董事會於二零零八年四月十五日批准及授權刊發，並由下列董事代表簽署：



Arthur George Dew
狄亞法
Director
董事



Edwin Lo King Yau
勞景祐
Director
董事

Balance Sheet

at 31st December, 2007

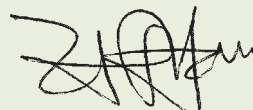
資產負債表

於二零零七年十二月三十一日

| | | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|---|-------------|-------------------|----------------------------------|----------------------------------|
| | Notes 附註 | | | |
| Non-current assets | | 非流動資產 | | |
| Property, plant and equipment | 22 | 物業、廠房及設備 | 1,450 | 1,678 |
| Investments in subsidiaries | 27 | 於附屬公司之投資 | 714,414 | 714,414 |
| Loans and receivables | 34 | 貸款及應收賬款 | – | 82,104 |
| | | | 715,864 | 798,196 |
| Current assets | | 流動資產 | | |
| Financial assets at fair value through profit or loss | 37 | 透過損益賬按公平價值處理之金融資產 | 351,826 | 38,620 |
| Trade and other receivables | | 貿易及其他應收款項 | 4,298 | 7,605 |
| Dividend receivable | | 應收股息 | – | 143,640 |
| Amounts due from subsidiaries | 28 | 附屬公司欠款 | 2,348,818 | 2,467,051 |
| Cash and cash equivalents | 39 | 現金及現金等價物 | 1,049,854 | 1,026 |
| | | | 3,754,796 | 2,657,942 |
| Current liabilities | | 流動負債 | | |
| Trade and other payables | | 貿易及其他應付款項 | 2,774 | 3,705 |
| Amount due to a subsidiary | 28 | 欠一間附屬公司款項 | 1,666,714 | 804,696 |
| Loan notes | 46 | 貸款票據 | 46,060 | – |
| Provision | 48 | 撥備 | 247 | 156 |
| | | | 1,715,795 | 808,557 |
| Net current assets | | 流動資產淨額 | 2,039,001 | 1,849,385 |
| Total assets less current liabilities | | 總資產減流動負債 | 2,754,865 | 2,647,581 |
| Capital and reserves | | 股本及儲備 | | |
| Share capital | 42 | 股本 | 488,473 | 494,033 |
| Share premium and reserves | 44 | 股份溢價及儲備 | 2,266,392 | 2,109,537 |
| Total equity | | 權益總額 | 2,754,865 | 2,603,570 |
| Non-current liabilities | | 非流動負債 | | |
| Loan notes | 46 | 貸款票據 | – | 44,011 |
| | | | 2,754,865 | 2,647,581 |



Arthur George Dew
狄亞法
Director
董事



Edwin Lo King Yau
勞景祐
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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for the year ended 31st December, 2007

截至二零零七年十二月三十一日止年度

Attributable to equity holders of the Company
本公司股東應佔

| | | | | | | | | | | | | Equity component of convertible bonds of a subsidiary | | |
|--|---------------------------|--|--|---|---|---|--|--|--|--|---|---|---|---|
| | | Share capital 股本 HK\$'000 千港元 | Share premium 股份溢價 HK\$'000 千港元 | Property revaluation reserve 物業重估儲備 HK\$'000 千港元 | Investment revaluation reserve 投資重估儲備 HK\$'000 千港元 (Restated) (重列) | Capital redemption reserve 資本贖回儲備 HK\$'000 千港元 | Translation reserve 匯兌儲備 HK\$'000 千港元 | Non distributable reserve 非供派發儲備 HK\$'000 千港元 | Capital reserve 資本儲備 HK\$'000 千港元 | Accumulated profits 累計溢利 HK\$'000 千港元 (Restated) (重列) | Dividend reserve 股息儲備 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 (Restated) (重列) | Minority interests 少數股東權益 HK\$'000 千港元 (Restated) (重列) | Total equity 權益總額 HK\$'000 千港元 (Restated) (重列) |
| | | | | | | | | | | | | | | |
| At 1st January, 2006 | 於二零零六年一月一日 | 508,657 | 1,519,481 | - | 238,263 | 193,491 | (17,449) | 55,226 | 3,410 | 3,576,028 | 37,637 | 6,114,744 | - | 10,113,005 |
| Surplus arising on revaluation | 重估盈餘 | - | - | 22,497 | 302,653 | - | - | - | - | - | - | 325,150 | - | 600,566 |
| Deferred tax | 遞延稅項 | - | - | (3,936) | (31) | - | 77 | - | - | - | - | (3,890) | - | 600,566 |
| Exchange differences arising on translation of operations outside Hong Kong | 折算香港以外地區業務而產生之匯兌差額 | - | - | - | - | - | 1,357 | - | - | - | - | 1,357 | - | 2,297 |
| Share of post-acquisition reserve movements of associates | 應佔聯營公司收購後儲備變動 | - | - | 680 | 1,823 | - | 29,642 | - | 76 | - | - | 32,221 | - | 67,057 |
| Share of post-acquisition reserve movements of jointly controlled entities | 應佔共同控制企業收購後儲備變動 | - | - | - | (39) | - | 5,308 | - | - | - | - | 5,269 | - | 7,029 |
| Net income recognised directly in equity | 直接於權益中確認之收入淨額 | - | - | 19,241 | 304,406 | - | 36,384 | - | 76 | - | - | 360,107 | - | 671,795 |
| Profit attributable to equity holders | 股東應佔溢利 | - | - | - | - | - | - | - | - | 1,028,792 | - | 1,028,792 | - | 1,669,629 |
| Released on disposal of available-for-sale financial assets | 出售可供出售金融資產時撥回 | - | - | - | (67,008) | - | - | - | - | - | - | (67,008) | - | (129,891) |
| Released on deemed disposal of partial interests in listed associates | 視為出售上市聯營公司股份權益時撥回 | - | - | - | (280) | - | (2,660) | - | (1,982) | - | - | (4,922) | - | (10,694) |
| Total recognised income and expenses for the period | 期內已確認之收支總額 | - | - | 19,241 | 237,118 | - | 33,724 | - | (1,906) | 1,028,792 | - | 1,316,969 | - | 2,200,839 |
| Acquisition of subsidiaries | 收購附屬公司 | - | - | - | 45,645 | - | - | - | - | (7,156) | - | 38,489 | - | 321,969 |
| Decrease in minority interests due to further acquisition of shares in a subsidiary | 因進一步收購一間附屬公司股份引致少數股東權益減少 | - | - | - | - | - | - | - | - | - | - | - | (217,839) | (217,839) |
| Increase in minority interests due to placing and subscription of shares of a subsidiary | 因配售及認購一間附屬公司股份產生之少數股東權益增加 | - | - | - | - | - | - | - | - | - | - | - | 1,377,904 | 1,377,904 |
| Deemed disposal of partial interests in subsidiaries | 視為出售附屬公司股份權益 | - | - | - | - | - | - | - | - | - | - | - | 13,926 | 13,926 |
| Partial disposal of interests in a subsidiary | 出售一間附屬公司股份權益 | - | - | - | - | - | - | - | - | - | - | - | 5,901 | 5,901 |
| Dividend distribution to minority interests | 分派予少數股東權益之股息 | - | - | - | - | - | - | - | - | - | - | - | (74,783) | (74,783) |
| Dividend attributable to minority interests transferred to accounts payable | 少數股東應佔股息轉撥至應付賬款 | - | - | - | - | - | - | - | - | - | - | - | (138,510) | (138,510) |
| Interim dividend | 中期股息 | - | - | - | - | - | - | - | - | (24,791) | 24,791 | - | - | - |
| Dividend paid | 已付股息 | - | - | - | - | - | - | - | - | - | (62,428) | (62,428) | - | (62,428) |
| Proposed final dividend | 擬派末期股息 | - | - | - | - | - | - | - | - | (98,633) | 98,633 | - | - | - |
| Unclaimed dividend | 未領股息 | - | - | - | - | - | - | - | - | 7 | - | 7 | - | 15 |
| Issue of convertible bonds by a subsidiary | 一間附屬公司發行可換股債券 | - | - | - | - | - | - | - | - | - | - | - | 4,227 | 4,227 |
| Deferred tax arising from issue of convertible bonds by a subsidiary | 一間附屬公司發行可換股債券產生之遞延稅項 | - | - | - | - | - | - | - | - | - | - | - | (740) | (740) |
| Transferred from accumulated profits to capital reserve | 自累計溢利轉撥至資本儲備 | - | - | - | - | - | - | - | 13 | (13) | - | - | - | - |
| Over provision of expenses for share repurchased in previous year | 過往年度已贖回股份開支之超額撥備 | - | - | - | - | - | - | - | - | 333 | - | 333 | - | 333 |
| Shares repurchased and cancelled | 股份贖回及註銷 | (14,624) | - | - | - | - | - | - | - | (108,076) | - | (122,700) | - | (122,700) |
| Transferred on share repurchase | 於贖回股份時轉撥 | - | - | - | - | 14,624 | - | - | - | (14,624) | - | - | - | - |
| At 31st December, 2006 | 於二零零六年十二月三十一日 | 494,033 | 1,519,481 | 19,241 | 521,026 | 208,115 | 16,275 | 55,226 | 1,517 | 4,351,867 | 98,633 | 7,285,414 | 3,487 | 13,421,119 |

Consolidated Statement of Changes in Equity (Cont'd)

綜合權益變動表(續)

for the year ended 31st December, 2007

截至二零零七年十二月三十一日止年度

Attributable to equity holders of the Company
本公司股東應佔

| | | Attributable to equity holders of the Company 本公司股東應佔 | | | | | | | | | | Equity component of convertible bonds of a subsidiary 一間附屬公司之可換股債券之權益部份 | | Minority interests 少數股東權益 | Total equity 權益總額 |
|--|---------------------------|--|--|---|---|---|--|--|--|--|---|--|------------------------------------|---|---|
| | | Share capital 股本 HK\$'000 千港元 | Share premium 股份溢價 HK\$'000 千港元 | Property revaluation reserve 物業重估儲備 HK\$'000 千港元 | Investment revaluation reserve 投資重估儲備 HK\$'000 千港元 | Capital redemption reserve 資本贖回儲備 HK\$'000 千港元 | Translation reserve 匯兌儲備 HK\$'000 千港元 | Non distributable reserve 非供派發儲備 HK\$'000 千港元 | Capital reserve 資本儲備 HK\$'000 千港元 | Accumulated profits 累計溢利 HK\$'000 千港元 | Dividend reserve 股息儲備 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 | 附屬公司之可換股債券之權益部份 HK\$'000 千港元 | Minority interests 少數股東權益 HK\$'000 千港元 | Total equity 權益總額 HK\$'000 千港元 |
| At 1st January, 2007 | 於二零零七年一月一日 | 494,033 | 1,519,481 | 19,241 | 521,026 | 208,115 | 16,275 | 55,226 | 1,517 | 4,351,867 | 98,633 | 7,285,414 | 3,487 | 6,132,218 | 13,421,119 |
| Surplus arising on revaluation | 重估盈餘 | - | - | 27,315 | 326,349 | - | - | - | - | - | - | 353,664 | - | 327,668 | 681,332 |
| Deferred tax | 遞延稅項 | - | - | (4,780) | (300) | - | - | - | 15 | - | - | (5,065) | - | (2,046) | (7,111) |
| Exchange differences arising on translation of operations outside Hong Kong | 折算香港以外地區業務而產生之匯兌差額 | - | - | - | - | - | 3,593 | - | - | - | - | 3,593 | - | 4,863 | 8,456 |
| Share of post-acquisition reserve movements of associates | 應佔聯營公司收購後儲備變動 | - | - | 16 | 426 | - | 48,482 | - | (4,503) | - | - | 44,421 | - | 59,190 | 103,611 |
| Share of post-acquisition reserve movements of jointly controlled entities | 應佔共同控制企業收購後儲備變動 | - | - | - | (8) | - | 11,762 | - | - | - | - | 11,754 | - | 4,085 | 15,839 |
| Net income recognised directly in equity | 直接於權益中確認之收入淨額 | - | - | 22,551 | 326,467 | - | 63,837 | - | (4,488) | - | - | 408,367 | - | 393,760 | 802,127 |
| Profit attributable to equity holders | 股東應佔溢利 | - | - | - | - | - | - | - | - | 1,901,254 | - | 1,901,254 | - | 1,575,494 | 3,476,748 |
| Released on disposal of available-for-sale financial assets | 出售可供出售金融資產時撥回 | - | - | - | (215,758) | - | - | - | - | - | - | (215,758) | - | (234,198) | (449,956) |
| Total recognised income and expenses for the period | 期內已確認之收支總額 | - | - | 22,551 | 110,709 | - | 63,837 | - | (4,488) | 1,901,254 | - | 2,093,863 | - | 1,735,056 | 3,828,919 |
| Released on disposal of subsidiaries | 出售附屬公司時撥回 | - | - | - | - | - | - | - | - | - | - | - | - | (69,129) | (69,129) |
| Deemed disposal of partial interests in subsidiaries | 視為出售附屬公司股份權益 | - | - | - | - | - | - | - | - | - | - | - | - | 298,629 | 298,629 |
| Increase in minority interests due to placing and subscription of shares in a subsidiary | 因配售及認購一間附屬公司股份產生之少數股東權益增加 | - | - | - | - | - | - | - | - | - | - | - | - | 1,445,696 | 1,445,696 |
| Issue of subsidiaries share to minority interests | 向少數股東權益發行附屬公司股份 | - | - | - | - | - | - | - | - | - | - | - | - | 34,037 | 34,037 |
| Decrease in minority interests due to further acquisition of shares of subsidiaries | 因進一步收購附屬公司股份引致少數股東權益減少 | - | - | - | - | - | - | - | - | - | - | - | - | (39,734) | (39,734) |
| Dividend distribution to minority interests | 分派予少數股東權益之股息 | - | - | - | - | - | - | - | - | - | - | - | - | (302,467) | (302,467) |
| Interim dividend declared | 中期股息 | - | - | - | - | - | - | - | - | (36,646) | 36,646 | - | - | - | - |
| Dividend paid | 已付股息 | - | - | - | - | - | - | - | - | - | (134,509) | (134,509) | - | - | (134,509) |
| Over provision of dividend | 股息超額撥備 | - | - | - | - | - | - | - | - | 770 | (770) | - | - | - | - |
| Proposed final dividend | 擬派末期股息 | - | - | - | - | - | - | - | - | (146,496) | 146,496 | - | - | - | - |
| Redemption of convertible bonds | 贖回可換股債券 | - | - | - | - | - | - | - | - | 418 | - | 418 | (3,487) | - | (3,069) |
| Shares repurchased and cancelled | 股份購回及註銷 | (5,560) | - | - | - | - | - | - | - | (54,977) | - | (60,537) | - | - | (60,537) |
| Transferred on share repurchase | 於購回股份時轉撥 | - | - | - | - | 5,560 | - | - | - | (5,560) | - | - | - | - | - |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | 488,473 | 1,519,481 | 41,792 | 631,735 | 213,675 | 80,112 | 55,226 | (2,971) | 6,010,630 | 146,496 | 9,184,649 | - | 9,234,306 | 18,418,955 |

Consolidated Cash Flow Statement

for the year ended 31st December, 2007

綜合現金流量表

截至二零零七年十二月三十一日止年度

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| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 (Restated) (重列) |
|---|--------------------------|----------------------------------|--|
| Operating activities | 經營業務 | | |
| Profit for the year | 本年度溢利 | 3,476,748 | 1,669,629 |
| Adjustments for: | 調整項目： | | |
| Finance costs | 融資成本 | 341,273 | 206,453 |
| Taxation | 稅項 | 310,381 | 130,740 |
| Bad and doubtful debts | 呆壞賬 | 98,051 | 139,220 |
| Depreciation | 折舊 | 46,325 | 36,221 |
| Amortisation of intangible assets | 無形資產攤銷 | 26,252 | 4,225 |
| Amortisation of prepaid land lease payments | 預繳地價攤銷 | 5,417 | 4,517 |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備虧損 | 4,779 | 395 |
| Impairment loss recognised in respect of available-for-sale financial assets | 就可供出售金融資產確認之減值虧損 | 2,000 | 58,203 |
| Loss on redemption of convertible bonds | 贖回可換股債券之虧損 | 979 | — |
| Profit on disposal of available-for-sale financial assets | 出售可供出售金融資產溢利 | (598,227) | (164,113) |
| Increase in fair value of investment properties | 投資物業公平價值之增值 | (445,878) | (240,296) |
| Net profit on deemed disposal of partial interests in subsidiaries | 視為出售附屬公司部份權益之溢利淨額 | (401,844) | (325,061) |
| Share of results of associates | 應佔聯營公司業績 | (301,195) | (8,982) |
| Net (profit) loss on deemed acquisition of partial interests in listed associates | 視為收購上市聯營公司部份權益之(溢利)虧損淨額 | (151,522) | 80,932 |
| Share of results of jointly controlled entities | 應佔共同控制企業業績 | (131,106) | (159,987) |
| Profit on disposal of subsidiaries | 出售附屬公司之溢利 | (61,689) | (14,460) |
| Net unrealised profit on financial assets at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產未變現溢利淨額 | (44,356) | (61,806) |
| (Reversal) recognition of impairment loss of properties held for sale | (撥回)確認待出售物業減值虧損 | (34,660) | 5,900 |
| Reversal of impairment loss in respect of interests in associates | 撥回聯營公司之權益的減值虧損 | (26,873) | — |
| (Profit) loss on disposal of investment properties | 出售一項投資物業(溢利)虧損 | (11,902) | 146 |
| (Reversal) recognition of impairment loss in respect of property, plant and equipment | (撥回)確認物業、廠房及設備之減值虧損 | (4,743) | 1,072 |
| Profit on disposal of associate | 出售聯營公司之溢利 | (2,460) | — |
| Discount on acquisition of additional interests in associates | 於收購聯營公司額外權益時之折讓 | (872) | (634) |
| Profit on deemed acquisition of interests in an associate | 視為收購一間聯營公司權益之溢利 | (636) | — |
| Discount on acquisition of associates | 於收購聯營公司時之折讓 | (242) | (21,634) |
| Net exchange gain | 匯兌收益淨額 | (13) | — |
| Impairment loss recognised in respect of intangible assets | 無形資產已確認之減值虧損 | — | 1,523 |
| Loss on repurchase of loan notes | 購回貸款票據之虧損 | — | 1,076 |
| Impairment loss recognised in respect of other financial assets | 其他金融資產已確認之減值虧損 | — | 375 |
| Loss on partial disposal of subsidiaries | 出售附屬公司部份權益之虧損 | — | 261 |
| Operating cash flow before movements in working capital | 未計營運資金變動之經營業務現金流量 | 2,093,987 | 1,343,915 |

Consolidated Cash Flow Statement (Cont'd)

for the year ended 31st December, 2007

綜合現金流量表(續)

截至二零零七年十二月三十一日止年度

| | Notes 附註 | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 (Restated) (重列) |
|---|-------------------------|----------------------------------|--|
| Increase in other inventories | 其他存貨增加 | (1,657) | (683) |
| Increase in financial assets at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產增加 | (545,232) | (89,779) |
| Increase in loans and advances to consumer finance customers | 私人財務客戶貸款及墊款增加 | (819,837) | (412,298) |
| Increase in trade and other receivables | 貿易及其他應收款項增加 | (2,165,598) | (954,985) |
| Increase in amount due from an associate | 一間聯營公司欠款增加 | (18,864) | — |
| Decrease (increase) in loans and receivables | 貸款及應收款項增加(減少) | 216 | (27,317) |
| Increase (decrease) in financial liabilities at fair value through profit or loss | 透過損益賬按公平價值處理之金融負債增加(減少) | 69,871 | (15,784) |
| Increase in trade and other payables | 貿易及其他應付款項增加 | 598,111 | 368,604 |
| (Decrease) increase in provisions and other liabilities | 撥備及其他負債(減少)增加 | (1,599) | 39,374 |
| Net cash (used in) generated from operations | 經營(所用)所產生之現金淨額 | (790,602) | 251,047 |
| Interest paid | 已付利息 | (331,709) | (191,776) |
| Hong Kong Profits Tax paid | 已繳香港利得稅 | (210,685) | (140,538) |
| Tax outside Hong Kong paid | 已付香港以外稅項 | (991) | — |
| Hong Kong Profits Tax refunded | 已返還香港利得稅 | — | 23 |
| Net cash used in operating activities | 經營業務所用之現金淨額 | (1,333,987) | (81,244) |
| Investing activities | 投資業務 | | |
| Proceeds on disposal of available-for-sale financial assets | 出售可供出售金融資產所得款項 | 695,389 | 207,963 |
| Net repayment (payment) made for statutory deposits | 法定按金償還(支付)淨額 | 48,144 | (45,856) |
| Dividend received from associates | 來自聯營公司之股息 | 28,855 | 9,770 |
| Disposal of subsidiaries (net of cash disposed of) | 出售附屬公司(扣除出售之現金) | 17,876 | 14,908 |
| Proceeds on disposal of an investment property | 出售一項投資物業所得款項 | 8,098 | 13,854 |
| Proceeds on disposal of associates | 出售聯營公司所得款項 | 5,300 | — |
| Amounts repaid by a jointly controlled entity | 一間共同控制企業還款 | 5,179 | 4,938 |
| Amounts repaid by associates | 聯營公司還款 | 5,000 | 11,524 |
| Dividend received from jointly controlled entities | 來自共同控制企業之股息 | 2,269 | — |
| Repayment of net amount due from investee companies | 所投資公司淨欠款還款 | 1,747 | 4,209 |
| Proceeds on disposal of property, plant and equipment | 出售物業、廠房及設備所得款項 | 1,606 | 653 |
| Acquisition of additional interests in associates | 收購聯營公司之額外權益 | (608,297) | (97,544) |
| Purchase of available-for-sale financial assets | 購入可供出售金融資產 | (215,347) | (38,386) |
| Increase in pledged bank deposits | 銀行抵押存款增加 | (120,000) | (28) |
| Purchase of property, plant and equipment | 購入物業、廠房及設備 | (81,975) | (40,578) |
| Addition to prepaid land lease payments | 預繳地價增加 | (65,570) | — |
| Acquisition of additional interests in subsidiaries | 收購附屬公司之額外權益 | (59,208) | (302,891) |
| Addition to intangible assets | 添置無形資產 | (9,677) | (10,528) |
| Acquisition of subsidiaries (net of cash and cash equivalents acquired) | 收購附屬公司(扣除所收購之現金及現金等價物) | (5,568) | 46,370 |
| Amounts advanced to a jointly controlled entity | 墊款予一間共同控制企業 | (5,029) | (4,964) |
| Amounts advanced to associates | 墊款予聯營公司 | (1,340) | (4,997) |
| Addition to investment properties | 添置投資物業 | (862) | (213) |
| Proceeds on partial disposal of a subsidiary | 出售一間附屬公司部份權益所得款項 | — | 6,358 |
| Proceeds on disposal of intangible assets | 出售無形資產所得款項 | — | 190 |
| Net cash used in investing activities | 投資業務所用現金淨額 | (353,410) | (225,248) |

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| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 (Restated) (重列) |
|---|-----------------------------|----------------------------------|--|
| Financing activities | 融資業務 | | |
| New bank and other borrowings raised | 籌集所得新造銀行及其他借貸 | 2,429,323 | 1,629,949 |
| Net proceeds from issue of shares by subsidiaries | 附屬公司發行股份所得款項淨額 | 2,186,470 | 1,716,509 |
| Amount advanced by a jointly controlled entity | 一間共同控制企業墊款 | 20,000 | 118,000 |
| Amounts advanced by associates | 聯營公司墊款 | 28 | 100 |
| Repayment of bank and other borrowings | 償還銀行及其他借貸 | (1,305,768) | (1,635,520) |
| Dividend paid by subsidiaries to minority shareholders | 附屬公司向少數股東派付之股息 | (344,397) | (74,783) |
| Dividend paid | 已派股息 | (134,509) | (62,428) |
| Amounts paid on share repurchase | 購回股份所支付款項 | (60,537) | (122,700) |
| Redemption of convertible bonds | 贖回可換股債券 | (38,604) | — |
| Amounts repaid to associates | 償還聯營公司款項 | (160) | (160) |
| Net proceeds from issue of convertible bonds by a subsidiary | 一間附屬公司發行可換股債券所得款項淨額 | — | 38,209 |
| Payment to minority interests | 付款予少數股東權益 | — | (172,351) |
| Repurchase of loan notes | 購回貸款票據 | — | (39,741) |
| Net cash generated from financing activities | 融資業務所產生之現金淨額 | 2,751,846 | 1,395,084 |
| Net increase in cash and cash equivalents | 現金及現金等價物增加淨額 | 1,064,449 | 1,088,592 |
| Effect of foreign exchange rate changes | 匯率變動之影響 | (803) | 1,314 |
| Cash and cash equivalents at the beginning of the year | 於年初之現金及現金等價物 | 1,729,383 | 639,477 |
| Cash and cash equivalents at the end of the year | 於年末之現金及現金等價物 | 2,793,029 | 1,729,383 |
| Cash and cash equivalents at 31st December represented by: | 於十二月三十一日之現金及現金等價物，即： | | |
| Cash and cash equivalents | 現金及現金等價物 | 2,811,029 | 1,764,313 |
| Bank overdrafts | 銀行透支 | (18,000) | (34,930) |
| | | 2,793,029 | 1,729,383 |

for the year ended 31st december, 2007

1. GENERAL

The Company is a listed public limited company incorporated in the Hong Kong Special Administrative Region ("Hong Kong").

The address of the registered office and principal place of business of the Company is 22/F, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong.

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

The Company acts as an investment holding company and provides corporate management services. The principal activities of its principal subsidiaries, associates and jointly controlled entities are set out in notes 60, 61 and 62 respectively.

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

In the current year, the Group has applied, for the first time, the following new standard, amendment and interpretations ("New HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are effective for the Group's financial year beginning on 1st January, 2007 and are relevant to the operations of the Group.

| | |
|--------------------|--|
| HKAS 1 (Amendment) | Capital Disclosures |
| HKFRS 7 | Financial Instruments: Disclosures |
| HK (IFRIC) – Int 8 | Scope of HKFRS 2 |
| HK(IFRIC) – Int 9 | Reassessment of Embedded Derivatives |
| HK(IFRIC) – Int 10 | Interim Financial Reporting and Impairment |

The adoption 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 period adjustment has been required.

The Group has not early applied the following new and revised standards and interpretations that have been issued, but are not yet effective, and are relevant to the operations of the Group.

| | |
|---------------------|---|
| HKAS 1 (Revised) | Presentation of Financial Statements ¹ |
| HKAS 23 (Revised) | Borrowing Costs ¹ |
| HKAS 27 (Revised) | Consolidated and Separate Financial Statements ² |
| HKFRS 2 (Amendment) | Vesting Conditions and Cancellation ¹ |
| HKFRS 3 (Revised) | Business Combinations ² |
| HKFRS 8 | Operating Segments ¹ |
| HK(IFRIC)-Int 11 | HKFRS 2: Group and Treasury Share Transactions ³ |

¹ Effective for annual periods beginning on or after 1st January, 2009

² Effective for annual periods beginning on or after 1st July, 2009

³ Effective for annual periods beginning on or after 1st March, 2007

The directors of the Company anticipate that the application of these HKFRSs, HKASs and interpretations will have no material impact on the results and the financial position of the Group.

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1. 一般資料

本公司為一間在香港特別行政區(「香港」)註冊成立及上市之公眾有限公司。

本公司註冊辦事處及主要營業地點地址為香港灣仔告士打道138號聯合鹿島大廈22樓。

綜合財務報表以港元呈列，與本公司之功能貨幣相同。

本公司為一間投資控股公司及提供企業管理服務，其主要附屬公司、聯營公司及共同控制企業之主要業務活動分別載於附註第60、61及62項。

2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度，本集團首次採用香港會計師公會(「會計師公會」)所頒佈於二零零七年一月一日開始之本集團財政年度生效並與本集團業務有關的下列新訂準則、修訂本及詮釋(「新香港財務報告準則」)。

| | |
|-----------------------|----------------|
| 香港會計準則第1號(修訂本) | 資本披露 |
| 香港財務報告準則第7號 | 金融工具：披露 |
| 香港(國際財務報告準則) – 詮釋第8號 | 香港財務報告準則第2號的範圍 |
| 香港(國際財務報告準則) – 詮釋第9號 | 重估內在衍生工具 |
| 香港(國際財務報告準則) – 詮釋第10號 | 中期財務報告及減值 |

採納該等新香港財務報告準則對本期或過往會計期間之業績及財務狀況之編製及呈列方式並無重大影響。因此，毋須作出過往期間調整。

本集團並無提早採納以下已頒佈但未生效並與本集團業務有關之新訂及修訂準則及詮釋。

| | |
|--------------------------|-----------------------------------|
| 香港會計準則第1號(經修訂) | 財務報表之呈列 ¹ |
| 香港會計準則第23號(經修訂) | 借貸成本 ¹ |
| 香港會計準則第27號(經修訂) | 綜合及獨立財務報表 ² |
| 香港財務報告準則第2號(經修訂) | 歸屬條件及註銷 ¹ |
| 香港財務報告準則第3號(經修訂) | 業務合併 ² |
| 香港財務報告準則第8號 | 經營分部 ¹ |
| 香港(國際財務報告詮釋委員會) – 詮釋第11號 | 香港財務報告準則第2號：集團及庫存股交易 ³ |

¹ 於二零零九年一月一日或以後開始之年度期間生效。

² 於二零零九年七月一日或以後開始之年度期間生效。

³ 於二零零七年三月一日或以後開始之年度期間生效。

本公司董事估計採納該等新香港財務報告準則、香港會計準則及詮釋將不會對本集團之業績及財務狀況有重大影響。

for the year ended 31st December, 2007

截至二零零七年十二月三十一日止年度

3. RESTATEMENT OF 2006 COMPARATIVES

The Group acquired the Quality HealthCare Asia Limited group ("QHA") ("Acquisition") during the second half of 2006. When preparing the consolidated financial statements for the year ended 31st December, 2006, the management was in the process of performing the valuation of the net assets acquired in the Acquisition. Thus, the net assets acquired and goodwill arising from the Acquisition could only be determined provisionally in the 2006 consolidated financial statements.

The valuation of the net assets was completed in the first half of 2007, giving rise to adjustments to the net assets acquired and goodwill arising from the Acquisition, including additional amortisation of intangible assets. As a result, the comparative figures in the consolidated income statement and consolidated balance sheet for the current year are restated as if the adjustments had been recognised on the date of the Acquisition. The effects of the restatements are analysed as follows:

3. 重列二零零六年比較數字

本集團於二零零六年下半年收購卓健亞洲有限公司集團(「卓健」)(「收購」)。於編製截至二零零六年十二月三十一日止年度之綜合財務報表時，管理層正就自收購購入之淨資產進行估值。因此，二零零六年綜合財務報表所示自收購購入之淨資產及所產生之商譽僅為暫時釐定。

淨資產之估值已於二零零七年上半年完成，導致須就收購購入之淨資產及所產生之商譽作出調整，包括無形資產之額外攤銷。因此，本年度之綜合收益賬及綜合資產負債表內比較數字經已重列，猶如有關調整已於收購當日確認。重列之影響分析如下：

| | | Year 2006 as previously reported 二零零六年 過往呈報 HK\$'000 千港元 | Adjustments 調整 HK\$'000 千港元 | Year 2006 as restated 二零零六年 重列 HK\$'000 千港元 |
|--|-------------------|--|--------------------------------------|--|
| Consolidated income statement | 綜合收益賬 | | | |
| Net profit on deemed disposal of partial interests in subsidiaries | 視為出售附屬公司部份權益之溢利淨額 | 327,275 | (2,214) | 325,061 |
| Profit for the year | 本年度溢利 | 1,671,843 | (2,214) | 1,669,629 |
| Profit attributable to: | 溢利應佔方： | | | |
| Equity holders of the Company | 本公司股東 | 1,029,830 | (1,038) | 1,028,792 |
| Minority Interests | 少數股東權益 | 642,013 | (1,176) | 640,837 |
| Earnings per share | 每股盈利 | | | |
| Basic (HK\$) | 基本(港元) | 4.12 | — | 4.12 |
| Diluted (HK\$) | 攤薄(港元) | 4.11 | — | 4.11 |
| | | | | |
| | | 31st December, 2006 as previously reported 二零零六年 十二月三十一日 過往呈報 HK\$'000 千港元 | Adjustments 調整 HK\$'000 千港元 | 31st December, 2006 as restated 二零零六年 十二月三十一日 重列 HK\$'000 千港元 |
| Consolidated balance sheet | 綜合資產負債表 | | | |
| Goodwill | 商譽 | 295,581 | (56,334) | 239,247 |
| Intangible assets | 無形資產 | 29,630 | 346,700 | 376,330 |
| Deferred tax liabilities | 遞延稅項負債 | (189,306) | (60,673) | (249,979) |
| Share premium and reserves | 股份溢價及儲備 | 6,746,774 | 44,607 | 6,791,381 |
| Minority interests | 少數股東權益 | 5,947,132 | 185,086 | 6,132,218 |

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4. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange") and by the Hong Kong Companies Ordinance.

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

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

Business combinations

The acquisition of businesses is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 "Business Combination" are recognised at their fair values at the acquisition date.

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4. 主要會計政策

編製基準

綜合財務報表乃根據會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表載列香港聯合交易所有限公司(「聯交所」)證券上市規則及香港公司條例規定之相關披露內容。

綜合財務報表乃按歷史成本基準編製，惟下列會計政策所說明按公平價值計量的若干物業及金融工具除外。

綜合基準

綜合財務報表包括本公司及受本公司控制之公司(附屬公司)之財務報表。倘本公司有權支配一間公司之財務及經營政策而自其業務獲利，即控制該公司。

於年內所收購或出售的附屬公司，其業績均自收購生效日期起或截至出售生效日期止(如適用)計入綜合收益賬。

如有需要，本集團會對附屬公司之財務報表作出調整，使其會計政策與本集團其他成員公司所採用者一致。

所有集團內交易、結餘、收入及開支均於綜合賬目時全數對銷。

綜合附屬公司淨資產之少數股東權益與本集團所佔權益分開呈列。少數股東權益包括於原業務合併日期之權益金額加上自合併日期以來少數股東應佔之權益變動。少數股東所佔虧損超出少數股東所佔附屬公司權益之差額在本集團之權益扣除，惟少數股東有約定責任且可額外投資彌補虧損者除外。

業務合併

業務收購採用收購法列賬。收購成本為換取所收購公司控制權而所給予資產、所產生或所承擔之負債及本集團發行之股本工具於交易日期之公平總值，加上業務合併之直接應佔成本總和。所收購公司之可識別資產、負債及或然負債若符合香港財務報告準則第3號「業務合併」之確認條件，則按收購當日之公平價值確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Business combinations (Cont'd)**

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the fair value of the assets, liabilities and contingent liabilities recognised.

When a subsidiary is acquired through more than one exchange transaction, the cost of acquisition is the aggregate cost of the individual transactions, with the cost of each individual transaction determined at the date of each exchange transaction. Each transaction is treated separately to determine the goodwill on that transaction, using cost and fair value information at the date of each exchange transaction.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less impairment. The results of subsidiaries are accounted for by the Company on the basis of dividend received or receivable.

Interest in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associate, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its 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. 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 associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment.

4. 主要會計政策(續)**業務合併(續)**

收購產生之商譽確認為資產，初步按成本(即業務合併成本超出本集團佔所確認可識別資產、負債及或然負債公平淨值權益之差額)入賬。當重新評估後，倘本集團佔所收購公司可識別資產、負債及或然負債公平淨值權益高於業務合併之成本，則差額即時於損益賬內確認。

所收購公司之少數股東權益初步按少數股東應佔所確認資產、負債及或然負債之公平淨值入賬。

如透過多項交換交易收購附屬公司，則收購成本為各項交易成本總和，而各項交易之成本於交易當日釐定。每項交易單獨處理，以交易當日之成本及公平價值資料計算有關交易產生之商譽。

於附屬公司之投資

於附屬公司之投資乃按成本扣除減值列入本公司資產負債表。附屬公司之業績乃由本公司按已收或應收股息列賬。

於聯營公司之權益

聯營公司指本集團可對其發揮重大影響之公司，而該公司既非附屬公司，亦非於合營企業之權益。

聯營公司之業績、資產及負債乃以會計權益法合併入綜合財務報表。根據權益法，於聯營公司之投資乃按成本並就本集團應佔該聯營公司淨資產之收購後變動調整及扣除任何已識別減值虧損於綜合資產負債表中列賬。倘本集團應佔聯營公司虧損等於或超出本集團於該聯營公司之權益(包括實際構成本集團於該聯營公司之淨投資之任何長期權益)，則本集團即終止確認其應佔虧損，惟倘本集團產生法律或推定責任或須代表聯營公司付款，則撥備額外應佔虧損及確認負債。

收購成本超出本集團應佔收購當日在聯營公司之已確認可識別資產、負債及或然負債中所佔公平淨值之任何差額均確認為商譽。商譽乃計入投資之賬面值，並就減值進行評估，作為投資的一部份。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Interest in associates (Cont'd)

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.

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.

Interest in jointly controlled entities

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity that is subject to joint control, that is when the strategic financial and operating policy decisions relating to the activities require the unanimous consent of the parties sharing control.

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 statement using the equity method of accounting. Under the equity method, investments in jointly controlled entities are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the net assets 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.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the jointly controlled entity recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. 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.

Where the Group transacts with a jointly controlled entity of the Group, unrealised profits and losses are eliminated to the extent of the Group's interest in the jointly controlled entity.

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)

於聯營公司之權益(續)

本集團應佔可識別資產、負債及或然負債之公平淨值超出收購成本之差額在重新評估後即時在損益賬內確認。

倘集團公司與本集團之聯營公司交易，則盈虧在本集團於有關聯營公司之權益中撇銷。

於共同控制企業之權益

合營企業乃一項合約性安排，根據安排，本集團與其他各方共同經營一項各方共同控制之商業活動，而有關該業務之策略性財務及經營政策決策需要共同控制之各方一致同意。

涉及另外建立合營方共同控制某一企業之經濟活動的單獨實體之合營企業安排乃列為共同控制企業。共同控制企業之業績、資產及負債以權益會計法合併入綜合財務報表。根據權益法，於共同控制企業之投資按成本並就本集團應佔該共同控制企業淨資產之收購後變動調整及扣除任何已識別減值虧損在綜合資產負債表內列賬。倘本集團應佔共同控制企業虧損等於或超出本集團於該共同控制企業之權益(包括實際構成本集團於該共同控制企業之淨投資之任何長期權益)，則本集團即終止確認其應佔虧損，惟倘本集團產生法律或推定責任或須代表共同控制企業付款，則撥備額外應佔虧損及確認負債。

收購成本超出本集團應佔收購當日在共同控制企業之已確認可識別資產、負債及或然負債中所佔公平淨值之任何差額均確認為商譽。商譽乃計入投資之賬面值，並就減值進行評估，作為投資的一部份。本集團應佔可識別資產、負債及或然負債之公平淨值超出收購成本之差額在重新評估後即時在損益賬內確認。

倘本集團與其共同控制企業交易，則未變現盈虧於本集團在該共同控制企業之權益中撇銷。

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Goodwill and discount on acquisition***Goodwill arising on acquisitions prior to 1st January, 2005*

Goodwill arising on an acquisition of a subsidiary, an associate or a jointly controlled entity for which the agreement date is before 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary, associate or jointly controlled entity at the date of acquisition.

For previously capitalised goodwill arising on acquisitions after 1st January, 2001, the Group has discontinued amortisation from 1st January, 2005 onwards, and such goodwill is tested for impairment annually, and whenever there is an indication that the cash generating unit to which the goodwill relates may be impaired.

Goodwill arising on acquisitions on or after 1st January, 2005

Goodwill arising on an acquisition of a subsidiary, an associate or a jointly controlled entity for which the agreement date is on or after 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary, associate or jointly controlled entity at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a subsidiary is presented separately in the consolidated balance sheet. Capitalised goodwill arising on an acquisition of an associate or a jointly controlled entity is included in the cost of the investment of the relevant associate or jointly controlled entity.

On subsequent disposal of the relevant subsidiary, associate and jointly controlled entity, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

Excess of an acquirer's interests in the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over cost ("discount on acquisition")

A discount on acquisition arising on an acquisition of a subsidiary, an associate or a jointly controlled entity for which an agreement date is on or after 1st January, 2005 represents the excess of the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the business combination. Discount on acquisition is recognised immediately in profit or loss. A discount on acquisition arising on an acquisition of an associate or a jointly controlled entity is included as income in the determination of the investor's share of results of the associate or a jointly controlled entity in the period in which the investment is acquired.

4. 主要會計政策(續)**因收購產生之商譽及折讓**

於二零零五年一月一日之前因收購產生之商譽收購一間附屬公司、聯營公司或共同控制企業(協議日期為於二零零五年一月一日之前)產生之商譽,指收購成本超過本集團於收購當日應佔相關附屬公司、聯營公司或共同控制企業之可識別資產及負債公平價值之權益之差額。

對於二零零一年一月一日後之收購原先已資本化之商譽,本集團自二零零五年一月一日起不再繼續攤銷,而有關商譽每年及有跡象顯示商譽有關之現金產生單位有可能出現減值時進行減值測試。

於二零零五年一月一日或之後因收購產生之商譽

收購一間附屬公司、聯營公司或共同控制企業(協議日期為於二零零五年一月一日或之後)產生之商譽,指收購成本超過本集團於收購當日應佔相關附屬公司、聯營公司或共同控制企業之可識別資產、負債及或然負債之公平價值之權益之差額。該等商譽乃按成本減任何累計減值虧損列賬。

收購附屬公司產生之資本化商譽於綜合資產負債表內分開列賬。收購聯營公司或共同控制企業產生之資本化商譽列入有關聯營公司或共同控制企業之投資成本。

其後出售有關附屬公司、聯營公司或共同控制企業,資本化商譽之應佔金額乃計入釐定出售之損益。

收購公司於被收購公司之可識別資產、負債及或然負債之公平淨值之權益超出成本之部份(「收購折讓」)

收購附屬公司、聯營公司或共同控制企業(協議日期為二零零五年一月一日或之後)產生之收購折讓,指被收購公司之可識別資產、負債及或然負債之公平淨值超出業務合併成本之部份。收購折讓即時於損益賬內確認。收購聯營公司或共同控制企業產生之收購折讓於收購投資之期間在釐定投資者應佔聯營公司或共同控制企業之業績時列作收入。

for the year ended 31st December, 2007

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

When properties are developed for sale, income is recognised on the execution of a binding sales agreement or when the relevant building occupation permit is issued by the building authority, whichever is the later. Payments received from purchasers prior to this stage are recorded as deposits received, which are shown as a current liability. When the consideration is in the form of cash or cash equivalents, and the receipt of the consideration is deferred, the fair value of the consideration is determined by discounting all future receipts using an imputed rate of interest.

Rental income from properties under operating leases, including rentals invoiced in advance, is recognised on a straight-line basis over the terms of the relevant leases.

Income from the provision of services, including medical services, nursing agency, physiotherapy and dental services and elderly care services is recognised upon the provision of relevant services or on a time proportion basis over the terms of the service contracts.

Income from the sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither management involvement to the degree usually associated with ownership, nor effective control over the goods sold.

Revenue from hotel operations is recognised when services are provided.

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 estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

Commission income is recognised as income on a trade date basis.

Underwriting commission, sub-underwriting income, placing commission and sub-placing commission are recognised as income in accordance with the terms and conditions of the relevant agreement or deal mandate when relevant significant act has been completed.

Fees for management and advisory of funds are recognised when the related services are rendered.

Realised profits or losses from financial assets at fair value through profit or loss are recognised on a trade date basis whilst the unrealised profits or losses are recognised from valuation at the balance sheet date.

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)**收益確認**

收益按日常業務中已收及應收代價之公平價值計算，指已售貨品及已提供服務之應收款項，扣除折扣及相關銷售稅項。

倘物業為出售而發展，則收入於簽訂具約束力之銷售協議或於樓宇管理當局簽發相關建築物估用許可時(以較遲者為準)確認。於該階段前從買方收取之付款記錄為已收取按金，列為流動負債。倘代價為現金或現金等價物，並且遞延收取代價，則代價之公平價值透過採用估算之利率折現所有未來收入釐定。

經營租約之物業租金收入(包括提前開出發票之租金)乃以直線基準於相關租賃期內確認。

提供服務(包括醫療服務、護理介紹所、物理治療及牙科服務以及護老服務)之收入於提供相關服務時或於服務合約期內按已服務時間之比例確認。

銷售貨品之收入於擁有權之重大風險及回報均轉讓予買家時，且本集團已不能就其擁有權作出相關行政參與及對售出貨品亦無有效控制權時確認。

經營酒店收益於提供服務時確認。

金融資產之利息收入乃按時間基準，並參照尚未償還本金額及按所適用之實際利率孳生，而實際利率為於金融資產之預期可用年期將估計日後現金收入折現至該資產之賬面淨值之實際比率。

來自投資之股息收入於股東收取付款之權利建立時確認。

佣金收入乃按交易日期基準確認為收入。

包銷佣金、分包銷收益、配售佣金及分配售佣金於有關重大活動完成時，根據相關協議或交易授權之條款及條件確認為收入。

基金之管理及顧問費於提供有關服務時確認。

來自透過損益賬按公平價值處理之金融資產已變現盈虧，以交易日期基準確認，而未變現盈虧則於結算日按估值確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Revenue recognition (Cont'd)**

Profits and losses on trading in foreign currencies include realised and unrealised gains less losses; charges less premium arising from position squaring; and valuation at the balance sheet date of foreign currency positions on hand.

Fixed-fee contracts

Fee received or receivable under fixed-fee contracts are recognised on a time proportion basis over the terms of the fixed-fee contracts. Expenses incurred in connection with the fixed-fee contracts are charged to the consolidated income statement as incurred.

At each balance sheet date, tests are performed to ensure the adequacy of the contract liabilities under the fixed-fee contracts. In performing these tests, current best estimates of future contractual cash flows under fixed-fee contracts are used. Any deficiency is immediately charged to profit or loss by establishing a provision for losses.

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

Amounts due from lessees under finance leases are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised in the consolidated income statement on a straight-line basis over the term of the relevant lease.

The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss.

Rentals payable under operating leases are 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.

Leasehold land and building

The land and building elements of a lease of land and building are considered separately for the purpose of lease classification, unless the lease payments cannot be allocated reliably between the land and building elements, in which case, the entire lease is generally treated as a finance lease and accounted for as property, plant and equipment. To the extent the allocation of the lease payments can be made reliably, leasehold interests in land are accounted for as operating leases.

4. 主要會計政策(續)**收益確認(續)**

外幣交易之盈虧包括已變現及未變現盈利減虧損、平倉費用減溢價及手頭外幣倉盤於結算日之估值。

固定費用合約

根據固定費用合約已收或應收之費用於固定費用合約期內按已服務時間之比例確認。固定費用合約有關開支於產生時自綜合收益賬內扣除。

於各結算日進行測試，以確保固定費用合約之合約負債屬適當。進行該等測試時採用現時對固定費用合約未來合約現金流量之最樂觀估計。任何虧蝕即時透過設立虧損撥備自損益賬內扣除。

租約

倘租賃之條款將擁有權之絕大部份風險及回報轉予承租人時，租約歸類為融資租約。所有其他租約歸類為經營租約。

本集團作為出租人

融資租約應收承租人之款項按本集團於租約之淨投資列作應收款項。融資租約收入分配至各會計期間，以按固定期間比率反映本集團就租約之未償還淨投資之回報。

經營租約之租金收入以直線法於在相關租期內於綜合收益賬內確認。

本集團作為承租人

根據融資租約持有之資產以其公平價值於租約期初或以最低租約付款之現值(以較低者為準)確認為本集團資產。欠出租人之相應負債在資產負債表內列為融資租約承擔。租約付款在融資費用及租約承擔減少之間按比例分配，以就負債之餘額達致固定利率。融資費用直接於損益賬內扣除。

根據經營租約應付之租金乃在相關租期內以直線法於損益賬扣除。因訂立一項經營租約作為獎勵之已收及應收福利乃以直線法於租期確認為租金開支減少。

租賃土地及樓宇

就租賃分類而言，土地及樓宇租約中之土地及樓宇乃分開考慮，除非租約付款在土地及樓宇間無法可靠分配，在此情況下，整份租約一般列為融資租約處理，並入賬列為物業、廠房及設備。倘租約付款能可靠分配，則土地之租賃權益列為經營租約。

for the year ended 31st December, 2007

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Foreign currencies

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Hong Kong dollars, which is the functional currency of the Company, and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the 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 rates of exchanges prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are presented in Hong Kong dollars using exchange rates prevailing at the balance sheet date and their income and expense items (including comparatives) are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the translation reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable asset acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the balance sheet date. Exchange differences arising are recognised in the translation reserve.

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)

外幣

各個集團公司之個別財務報表乃以有關公司營運所在主要經濟環境之貨幣(其功能貨幣)呈列。就綜合財務報表而言,各公司之業績及財務狀況以本公司之功能貨幣港元呈列,而港元亦為綜合財務報表之呈列貨幣。

在編製各個別集團公司之財務報表時,以公司功能貨幣以外之貨幣(外幣)進行的交易按交易當日之匯率以各自之功能貨幣(即公司營運所在主要經濟環境之貨幣)記錄。於各結算日,以外幣計值之貨幣項目按結算日之匯率重新換算。以外幣計值按公平價值列賬之非貨幣項目按釐定公平價值之日期的匯率重新換算。以外幣之歷史成本計值之非貨幣項目不會重新換算。

因結算貨幣項目及重新換算貨幣項目產生之匯兌差額於本期間之損益賬確認。重新換算以公平價值列賬之非貨幣性項目產生之匯兌差額計入該期間之損益賬內,惟重新換算非貨幣性項目產生之匯兌差額,其盈虧直接於權益確認,在此情況下,匯兌差額亦直接於權益中確認。

就呈列綜合財務報表而言,本集團海外經營業務之資產及負債(包括比較數字)乃按結算日之適用匯率以港元呈列,而收入及支出(包括比較數字)乃按該年之平均匯率進行換算,除非匯率於該期間出現大幅波動則作別論,於此情況下,則採用於交易當日之匯率換算。所產生之匯兌差額(如有)乃確認為權益之獨立部份(匯兌儲備)。該等匯兌差額乃於出售海外業務之期間於損益賬內確認。

因收購海外業務產生之商譽及可識別資產之公平價值調整,乃視作海外業務之資產及負債處理及按結算日之現行匯率換算。所產生之匯兌差額於匯兌儲備內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**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. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Employee benefits

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

The contributions payable to the Group's retirement benefit schemes and the mandatory provident fund scheme are charged to the consolidated income statement as an expenses when employees have rendered service entitling them to the contribution.

Taxation

Taxation represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated income statement 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 balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. 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 assets and liabilities are not recognised if the temporary differences arise 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.

4. 主要會計政策(續)**借貸成本**

與收購、建造或生產合資格資產(即需用較長期間才可作擬定用途或銷售的資產)直接有關之借貸成本加入至該等資產之成本,直至該等資產絕大部份已達致可作擬定用途或銷售為止。擬投資於未完成資產之特定借貸在用於特定投資前所作暫時投資賺取之投資收入,從合資格資本化之借貸成本中扣除。

所有其他借貸成本於產生之期間在損益賬確認。

僱員福利

僱員應享年假之權益於僱員應享有時確認。就因僱員提供服務而計至結算日之年假之估計負債作出撥備。

應付予本集團之退休福利計劃及強制性公積金計劃供款於僱員提供使其有權獲得供款之服務時作為開支在綜合收益賬內扣除。

稅項

稅項指現時應付稅項及遞延稅項。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合收益賬中所報溢利不同,因為其不包括在其他年度應課稅之收入或可扣稅之開支,亦不包括非課稅或扣稅之項目。本集團之即期稅項負債乃按結算日已頒佈或實際頒佈之稅率計算。

遞延稅項乃以綜合財務報表資產及負債賬面值與計算應課稅溢利所用相應稅基間之差額確認,並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅暫時差額確認,而遞延稅項資產則於有可以可扣稅暫時差額抵銷之應課稅溢利之情況下予以確認。若於一項交易中,因商譽或初步確認(不包括業務合併)其他資產及負債而引致既不影響應課稅溢利亦不影響會計溢利之暫時差額,則不會確認該等資產及負債。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Taxation (Cont'd)**

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and interests in associates and jointly controlled entities, 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 each balance sheet date 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 when the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Investment properties

Investment property, which is property held to earn rentals and/or for capital appreciation, is stated at its fair value at the balance sheet date. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

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

Transfers to, or from, investment property are made in the following circumstances:

- commencement of owner-occupation, for a transfer from investment property to owner-occupied property;
- end of owner-occupation, for a transfer from owner-occupied property to investment property; and
- commencement of an operating lease to another party, for a transfer from inventories to investment properties.

For a transfer from investment property carried at fair value to owner-occupied property or inventories, the property's deemed cost for subsequent accounting shall be in its fair value at the date of changes in use.

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)**稅項(續)**

遞延稅項負債乃按於附屬公司之投資及聯營公司及共同控制企業之權益產生之應課稅暫時差額而確認，惟若本集團有能力控制暫時差額之沖回及暫時差額不會於可預見之未來沖回之情況除外。

遞延稅項資產之賬面值於每個結算日作檢討，並在不再有可能會有足夠應課稅溢利收回全部或部份資產價值時作調減。

遞延稅項乃按預期於償還負債或變現資產之期間按結算日已頒佈或實際頒佈之稅率計算。遞延稅項於收益賬中扣除或入賬，惟倘遞延稅項與直接在權益中扣除或計入權益之項目有關，則遞延稅項亦於權益中處理。

投資物業

投資物業為持作用以賺取租金及／或資本增值之物業，按其於結算日之公平價值列賬。因投資物業公平價值變動產生之盈虧計入產生期間之損益賬。

投資物業於出售時或當投資物業被永久撤銷使用時或出售該資產預期不會產生任何日後經濟利益時終止確認。資產終止確認時產生之任何收益或虧損按該資產之出售所得款項淨額與資產賬面值間之差額計算，並於該項目終止確認之年度計入綜合收益賬。

投資物業在下列情況下轉入或轉出：

- 對於投資物業轉入業主佔用物業，為業主佔用開始時；
- 對於業主佔用物業轉入投資物業，為業主佔用結束時；及
- 對於存貨轉入投資物業，為與另外一方之經營租約開始時。

對於按公平價值計值之投資物業轉入業主佔用物業或存貨，對物業進行會計處理之視作成本於使用之變動日期將為其公平價值。

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Investment properties (Cont'd)**

For a transfer from owner-occupied property to investment property, the entity shall treat any difference at that date between the carrying amount of the property and its fair value in the same way as a revaluation surplus. The excess of the fair value of the property at the date of transfer over the carrying amount of the property is credited to revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case the increase is credited to the consolidated income statement to the extent of the decrease previously charged to consolidated income statements. The excess of the carrying amount of the property at the date of transfer over the fair value of the property is recognised in consolidated income statement to the extent it exceeds the balance, if any, on the revaluation reserve relating to a previously revaluation of the same asset.

For a transfer from inventories to investment property that will be carried at fair value, any difference between the fair value of the property at that date and its previous carrying amount shall be recognised in profit or loss.

On subsequent disposal of the investment property, the revaluation surplus included in equity may be transferred to accumulated profits. The transfer from revaluation surplus to accumulated profits is not made through profit or loss.

Property, plant and equipment

Property, plant and equipment including land and buildings held for use in the production or supply of goods or services, or for administrative purpose are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method, at the following rates per annum:

| | |
|-----------------------------------|--|
| Hotel property | 2% to 3% or over the remaining terms of the leases or useful lives, whichever is shorter |
| Leasehold land and buildings | 2% to 3% or over the remaining terms of the leases or useful lives, whichever is shorter |
| Leasehold improvements | 20% |
| Furniture, fixtures and equipment | 10% to 50% |
| Motor vehicles and vessels | 16 ² / ₃ % to 20% |

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

When the nature of the lessee's property interest changed from investment property to property, plant and equipment, the lessee shall continue to account for the lease as a finance lease.

4. 主要會計政策(續)**投資物業(續)**

對於業主佔用物業轉入投資物業，有關項目應以與計算重估盈餘相同的方法計算該物業於轉撥當日之賬面值與其公平價值之差額。該物業於轉撥當日之公平價值超出其賬面值之差額會計入重估儲備，惟倘先前確認為開支的同一資產將重估減值逆轉為增值，則有關增幅會計入綜合收益賬，惟以先前於綜合收益賬扣除的減幅為限。該物業於轉撥當日之賬面值超出其公平價值之金額會計入綜合收益賬中確認，惟不得超過有關先前就同一資產重估的重估儲備結餘(如有)。

對於存貨轉入按公平價值列賬之投資物業，該日期物業公平價值與其之前賬面值的任何差額將於損益賬中確認。

隨後於出售投資物業時，列入權益之重估盈餘可以轉入累計溢利。重估盈餘不會透過損益賬轉入累計溢利。

物業、廠房及設備

物業、廠房及設備(包括持作用於生產或供應貨品及服務或作行政用途的土地及樓宇)乃按成本減之後累計折舊及累計減值虧損列賬。

物業、廠房及設備項目之折舊經計及估計剩餘價值後按其估計可使用年期以直線法按下列年率撇銷其成本：

| | |
|----------|--------------------------------------|
| 酒店物業 | 2%至3%或於租約之剩餘期限或可使用年期中之較短者 |
| 租賃土地及樓宇 | 2%至3%或於租約之剩餘期限或可使用年期中之較短者 |
| 租賃樓宇裝修 | 20% |
| 傢具、裝置及設備 | 10%至50% |
| 汽車及汽船 | 16 ² / ₃ %至20% |

物業、廠房及設備項目於出售或預計持續使用該資產無經濟利益產生時終止確認。終止確認該資產所產生的盈虧(以項目出售所得款項淨額及賬面值之差額計算)於項目終止年度計入綜合收益賬。

當承租人之物業權益性質由投資物業轉變為物業、廠房及設備時，承租人將繼續將租約列為融資租約。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Prepaid land lease payments

The up-front prepayments made for the leasehold land and land use rights are expensed in the consolidated income statement on a straight-line basis over the period of the lease.

Intangible assets

On initial recognition, intangible assets acquired separately and from business combination are recognised at cost and at fair value, respectively.

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated income statement when the asset is derecognised.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

Intangible assets acquired separately

Exchange participation rights and club memberships

They comprise:

- The eligibility right to trade through the Stock Exchange, Hong Kong Futures Exchange Limited and other exchanges; and
- The eligibility right to use the facilities of various clubs.

The exchange participation rights are considered by the management of the Group as having an indefinite useful life because they are expected to contribute to net cash flows indefinitely. The management considers that the club memberships does not have a finite useful life. They are carried at cost less any impairment losses and are tested for impairment annually by comparing their recoverable amount with their carrying amounts. Useful lives are also examined on an annual basis and adjustments where applicable are made on a prospective basis.

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)

預繳地價

租賃土地及土地使用權之前期預付款按直線基準於租約期間在綜合收益賬內扣除。

無形資產

於初次確認時，獨立收購及來自業務合併之無形資產分別按成本及公平價值確認。

終止確認無形資產之損益以出售所得款項淨額與資產之賬面值的差額計量，並在終止確認資產時在綜合收益賬中確認。

於業務合併中收購的無形資產

於業務合併中收購的無形資產若符合無形資產定義及其公平價值能可靠計量之情況下乃與商譽分開識別及確認。該等無形資產的成本為收購日期的公平價值。

初步確認後，有固定使用年期的無形資產按成本減累計攤銷及任何累計減值虧損列賬。有固定使用年期的無形資產攤銷乃於預計可使用年期內按直線法撥備。而無固定使用年期的無形資產按成本減任何日後累計減值虧損列賬(見下文有形及無形資產減值虧損的相關會計政策)。

獨立收購無形資產

交易所參與權及會所會籍

包括：

- 透過聯交所、香港期貨交易所有限公司及其他交易所交易之權利資格；及
- 使用不同會所設施之權利資格。

本集團管理層認為交易所參與權乃為無固定使用年期，因為預計該等權利將無限期帶來淨現金流。管理層亦認為，會所會籍並不具有固定使用年期。該等會籍按成本減任何減值虧損列賬，並每年進行減值測試，透過將其賬面值與其可收回款項進行比較。可使用年期亦會每年審閱及按預期基準作出調整(如適用)。

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Intangible assets (Cont'd)***Computer software*

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring into use the specific software. These costs are amortised using the straight-line method over their estimated useful lives (three to five years).

Costs associated with developing or maintaining computer software are recognised as an expense as incurred. Costs that are directly associated with the production of identifiable and unique software controlled by the Group, and that will probably generate economic benefits exceeding costs beyond one year, are recognised as intangible assets. Direct costs include the software development employee costs and an appropriate portion of relevant overheads.

Computer software development costs recognised as assets are amortised from the dates when the software are available for use using the straight-line method over their estimated useful lives (not exceeding ten years).

Impairment of tangible and intangible assets excluding financial assets

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

Intangible assets (other than goodwill) that have indefinite useful lives are not subject to amortisation, and are tested at least annually for impairment and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Tangible and intangible assets that are subject to depreciation and amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. 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.

For the purpose of assessing impairment, assets are grouped at the lowest level for which there is separately identifiable cash flows (cash-generating units) if an impairment test cannot be performed for an individual asset.

4. 主要會計政策(續)**無形資產(續)***電腦軟件*

購入之電腦軟件許可權按購入軟件及使其投入使用所涉及之成本進行資本化，並按其估計可用年期以直線攤分法分三至五年攤銷。

開發或保養電腦軟件之成本於產生開支時確認為資產。對於可認定為本集團所控制，且有可能帶來高於成本之經濟利益超過一年之獨特軟件，將直接與其製造有關之成本入賬列為無形資產。直接成本包括軟件開發僱員費用及適當之部份相關費用。

電腦軟件開發成本確認為資產，並由軟件可供使用之日起按其不超過十年之估計可用年期以直線法攤銷。

有形及無形資產(不包括金融資產)減值

就減值測試而言，因收購而產生之商譽會分配至預期可從收購之協同效益中獲益之各相關現金產生單位或各組現金產生單位。獲分配商譽之現金產生單位會每年及於有跡象可能減值時作減值測試。就一個財務年度內因收購而產生之商譽，獲分配商譽之現金產生單位會於財務年度末作減值測試。當現金產生單位之可收回金額低於單位賬面值時，減值虧損會首先分配至該單位以減低該單位獲分配商譽之賬面值，然後再根據該單位內各項資產之賬面值按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在綜合收益賬內確認。商譽之減值虧損不會在往後期間撥回。

無固定使用年期之無形資產(商譽除外)毋須攤銷，但須每年進行減值測試，且在事件或情況轉變顯示賬面值可能無法收回時，進行減值評估。須予以折舊及攤銷之有形及無形資產在事件或情況轉變顯示賬面值可能無法收回時，進行減值評估。倘資產賬面值高於可收回金額，則確認減值虧損。可收回金額為資產公平價值減出售成本與使用價值兩者間之較高者。倘一項減值虧損其後獲撥回，則有關資產之賬面值增至其重新估計之可收回金額，惟經增加之賬面值不得超過有關資產在過往年度如無確認任何減值虧損所應釐定之賬面值。

就評估減值而言，倘若無法對個別資產檢查有否資產減值，則於存在可分開識別現金流(產生現金單位)之最低水平上將資產集合。

for the year ended 31st December, 2007

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Financial instruments**

Financial assets and financial liabilities are recognised on the balance sheet when a group entity becomes a party to the contractual provisions of the instrument. 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 four categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables, held-to-maturity investments 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.

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 on 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. Income is recognised on an effective interest basis for debt instruments.

Financial assets at fair value through profit or loss

Financial assets at FVTPL has two subcategories, including financial assets held for trading and those designated at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated as an effective hedging instrument.

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)**金融工具**

當集團公司成為文據之合約條文之訂約方時，則於資產負債表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價值計算。因收購或發行金融資產及金融負債(透過損益賬按公平價值處理之金融資產及金融負債除外)而直接應佔之交易成本，於初步確認時按適用情況加入或扣自該項金融資產或金融負債之公平價值。因收購透過損益賬按公平價值處理之金融資產或金融負債而直接應佔之交易成本即時於損益賬確認。

金融資產

本集團金融資產歸類為四個類別之一，即透過損益賬按公平價值處理之金融資產(「透過損益賬按公平價值處理之金融資產」)、貸款及應收賬款、持至到期投資及可供出售金融資產。所有透過正常方式買賣金融資產按交易日期基準確認及終止確認。按正常方式買賣為按照市場規則或慣例所制定之時限內須交付資產之金融資產買賣。

實際利息法

實際利息法為計算金融資產的攤銷成本以及於有關期間分配利息收入的方法。實際利率為於金融資產的預計可使用年期或(如適用)較短期間內可準確折現估計未來現金收入(包括所支付或收取能構成整體實際利率的所有費用及利率差價、交易成本及其他溢價或折讓)的利率。債務工具按實際利率基準確認收入。

透過損益賬按公平價值處理之金融資產

透過損益賬按公平價值處理之金融資產分兩個類別，包括持作交易用途之金融資產及於初步確認時指定為透過損益賬按公平價值處理之金融資產。

倘發生下列情況，則將金融資產歸類為持作交易：

- 所收購的該金融資產主要用於在不久將來出售；或
- 該金融資產是作為本集團整合管理的已識別金融工具組合的一部份，且近期實現短線套利模式；或
- 該金融資產為衍生工具，但非指定為有效對沖工具。

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Financial instruments (Cont'd)***Financial assets at fair value through profit or loss (Cont'd)*

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- 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
- 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 FVTPL.

At each balance sheet date subsequent to initial recognition, financial assets at FVTPL are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including trade and other receivables, amounts due from associates, amount due from a jointly controlled entity, tax recoverable, short-term pledged bank deposits, bank deposits, bank balances, loan receivables and loans and advances) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments. At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in profit or loss (see accounting policy on impairment loss on financial assets below).

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 and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition (see accounting policy on impairment loss on financial assets below).

4. 主要會計政策(續)**金融工具(續)***透過損益賬按公平價值處理之金融資產(續)*

倘發生下列情況，則持作交易用途之金融資產除外之金融資產可於初步確認時指定為透過損益賬按公平價值處理之金融資產：

- 該指定取消或大幅減少可能另外產生之計量或確認不一致；或
- 金融資產構成金融資產或金融負債或兩者之組別之一部份，並根據本集團之已定風險管理或投資策略按公平價值基準管理及評估其業績，該組別之資料按該基準內部提供；或
- 其構成包括一個或以上內嵌式衍生工具之合約之一部份，香港會計準則第39號允許全部合併合約(資產或負債)指定為透過損益賬按公平價值處理之金融資產。

初步確認後於各結算日，透過損益賬按公平價值處理之金融資產按公平價值計量，有關公平價值變動於變動產生期間透過損益賬直接確認。於損益賬確認之盈虧淨額包括通過金融資產所賺取的股息或利息。

貸款及應收賬款

貸款及應收賬款為並非於活躍市場報價而具有固定或可釐定付款之非衍生金融資產。初步確認後之各結算日，貸款及應收賬款(包括貿易及其他應收款項、聯營公司欠款、一間共同控制企業欠款、可收回稅項、短期銀行抵押存款、銀行存款、銀行結餘、應收貸款與貸款及墊款)乃利用實際利率法按攤銷成本扣除任何已確定減值虧損列賬(見下文金融資產減值虧損之會計政策)。

可供出售金融資產

可供出售金融資產為指定為或非歸類為透過損益賬按公平價值處理之金融資產、貸款及應收款項及持至到期投資之非衍生工具。於首次確認後之各結算日，可供出售金融資產按公平價值計量。公平價值之變動於權益中確認，直至金融資產被出售或釐定為減值，此時，先前於權益中確認之累積盈虧從權益中移除及於損益賬內確認(見下文金融資產減值虧損之會計政策)。

對沒有活躍市場所報之市價及公平價值不能可靠計量之可供出售股權投資及與該等股權工具關連且必須透過交付該類無報價股權工具作結算之衍生工具，於初步確認後之各結算日，按成本減已識別之減值虧損計量(見下文金融資產減值虧損之會計政策)。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Financial instruments (Cont'd)***Impairment of financial assets*

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

Each receivable that is individually significant is reviewed for indication of impairment at each balance sheet date. Loans and receivables that are individually not significant and are assessed not to be impaired individually are reviewed at each balance sheet date on a collective portfolio basis.

Individual impairment allowance applies to securities margin financing and secured term loans which are individually significant and have objective evidence of impairment. In assessing the individual impairment, management estimates the present value of future cash flows which are expected to be received, taking into account the borrower's financial situation and the net realisable value of the underlying collateral or guarantees in favour of the Group. Each impaired asset is assessed on its merits and the impairment allowance is measured as the difference between the loan's carrying amount and the present value of the estimated future cash flows discounted at the loan's original effective interest rate.

Collective impairment allowances cover credit losses inherent in portfolios of loans receivable and other accounts with similar economic and credit risk characteristics where objective evidence for individual impaired items cannot be identified. In assessing the collective impairment, management makes assumptions both to define the way the Group assesses inherent losses and to determine the required input parameters, based on historical loss experience and current economic conditions.

Financial liabilities at fair value through profit or loss

Financial liabilities at FVTPL has two subcategories, including financial liabilities held for trading and those designated at FVTPL on initial recognition.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing in the near future; or
- 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
- it is a derivative that is not designated and effective as a hedging instrument.

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)**金融工具(續)***金融資產減值*

本集團於結算日評估是否有任何客觀證據證明一項或一組金融資產有減值。對於歸類於可供出售的證券權益，公平價值之重大或長期下降至低於成本被視為證券減值之客觀證據。倘可供出售投資出現減值證據，則累計虧損(即按收購成本與當期公平價值間之差額減去之前於綜合收益賬確認之金融資產的任何減值計算)將自權益剔除，並於綜合收益賬確認。於綜合收益賬確認之權益投資的減值虧損不會在綜合收益賬撥回。

於各結算日評估各獨立計算時屬重大的應收款項有否減值。獨立計算時不屬重大且不會作獨立減值的貸款及應收賬款會於各結算日集體評估。

個別減值撥備適用於個別為重大及有客觀減值證據的證券保證金融資產及有抵押有期貨款。評估個別減值時，管理層會考慮借款人的財務狀況、相關抵押品或給予集團擔保的可變現淨值，估計預期可收回的未來現金流量現值。各項減值資產根據其存在價值估計，減值撥備按貸款賬面值及以原有實際利率折現的估計未來現金流量現值間之差額計算。

集體減值準備涵蓋具有相若經濟及風險特性的應收貸款組合和其他賬戶的內在信貸虧損，而且並不能以客觀證據識別個別項目的減值。評估集體減值時，管理層根據過往虧損紀錄和現時經濟狀況作出假設，以釐定本集團評估內在風險的方式及所需輸入參數。

透過損益賬按公平價值處理之金融負債

透過損益賬按公平價值處理之金融負債分為兩類，包括持作交易用途之金融負債及指定於初步確認時透過損益賬按公平價值處理之金融負債。

倘發生下列情況，則將金融負債歸類為持作交易：

- 該金融負債主要用於在不久將來購回；或
- 該金融負債是作為本集團整合管理的已識別金融工具組合的一部份，且近期實現短線套利模式；或
- 該金融負債為衍生工具，但非指定為有效對沖工具。

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Financial instruments (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 FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- 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
- 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 FVTPL.

At each balance sheet date subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

Other financial liabilities

Other financial liabilities including bank and other borrowings, trade and other payables, amounts due to associates, amount due to a jointly controlled entity and other liabilities are subsequently measured at amortised cost, using the effective interest method.

Fair value measurement principles

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices.
- the fair value of other financial assets and financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discount cash flow analysis using prices from observable current market transactions; and
- the fair value of derivative instruments, are calculated using quoted prices. Where such prices are not available, fair value is estimated based on the discounted cash flow analysis using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

4. 主要會計政策(續)**金融工具(續)***透過損益賬按公平價值處理之金融負債(續)*

倘發生下列情況，則持作交易用途之金融負債除外之金融負債可於初步確認時指定為透過損益賬按公平價值處理之金融負債：

- 該指定取消或大幅減少可能另外產生之計量或確認不一致；或
- 金融負債構成金融資產或金融負債或兩者之組別之一部份，並根據本集團之已定風險管理或投資策略按公平價值基準管理及評估其業績，該組別之資料按該基準內部提供；或
- 其構成包括一個或以上內嵌式衍生工具之合約之一部份，香港會計準則第39號允許全部合併合約(資產或負債)指定透過損益賬按公平價值處理之金融負債。

初步確認後於各結算日，透過損益賬按公平價值處理之金融負債按公平價值計量，公平價值之變動於變動期間在損益賬直接確認。

其他金融負債

其他金融負債包括銀行及其他借貸、貿易及其他應付款項、欠聯營公司款項、欠一間共同控制企業款項及其他負債，其後採用實際利率法按攤銷成本計量。

公平價值計算原則

金融資產及金融負債之公平價值按下列方式釐定：

- 附帶標準條款及條件於活躍市場流通之金融資產及金融負債之公平價值乃參考市場報價釐定。
- 其他金融資產及金融負債(不包括衍生工具)之公平價值按公認定價模型以可知當前市場交易價格進行折算現金流量分析釐定；及
- 衍生工具之公平價值按報價計算。倘無該等價格，則非期權衍生工具之公平價值將以其有效期適用之孳息曲線進行折算現金流量分析估計，而期權衍生工具之公平價值則採用期權定價模型進行折算現金流量分析釐定。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Financial instruments (Cont'd)***Convertible bonds*

Convertible bonds issued by the Group that contain both the liability, conversion option and embedded derivative components are classified separately into respective items on initial recognition. Conversion option which will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the equity instruments of the group companies is an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible bonds and the fair value assigned to the liability component (including embedded derivative components), representing the conversion option for the holder to convert the bonds into equity, is included in equity (convertible bonds equity reserve).

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the group companies, will remain in convertible bonds equity reserve until the embedded option is exercised, in which case the balance stated in convertible bonds equity reserve will be transferred to share premium. Where the option remains unexercised at the expiry date, the balance stated in convertible bonds equity reserve will be released to the accumulated profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

At reporting date subsequent to the initial recognition, the embedded derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability, equity and embedded derivative components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

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 are deducted from equity. No gain or loss is recognised on the repurchase of the Company's own equity instruments.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)**金融工具(續)***可換股債券*

本集團發行包含負債、轉換選擇權及嵌入式衍生工具成分之可換股債券於最初確認時分開歸類為各自所屬項目。轉換選擇權將透過將固定數額之現金或其他金融資產交換為固定數目之集團公司現為權益工具之權益工具結算。

於最初確認時，負債成分之公平價值採用相似非換股債務之現行市場利息釐定。發行可換股債券所得款項與負債成分(包括嵌入式衍生部份)之已確定公平價值之差額(相當於持有人將債券轉換為權益之轉換選擇權)計入權益(可換股債券權益儲備)。

於其後期間，可換股債券之負債成分採用實際利率法按已攤銷成本列賬。權益成分(指可將負債成分轉換為集團公司普通股之轉換權)將繼續在可換股債券權益儲備列賬，直至內置選擇權獲行使為止(在此情況下，可換股債券權益儲備餘額將轉撥至股份溢價)。倘選擇權於到期日仍未獲行使，則可換股債券權益儲備餘額將撥回至累計溢利。選擇權獲轉換或到期均不會於損益賬內確認任何盈虧。

於首次確認後之報告日期，嵌入式衍生產品部份乃按公平價值計量，有關公平價值變動於損益賬確認。

發行可換股債券之相關交易成本按所得款項之分配比例分配至負債、權益及嵌入式衍生產品成分。與權益成分有關之交易成本直接自權益扣除。與負債成分有關之交易成本計入負債部份之賬面值，並採用實際利率法於可換股債券期限內攤銷。

權益工具

本公司發行之權益工具按已收所得款項減直接發行成本而列賬。

購回本公司權益工具於權益扣除。於購回本公司權益工具時並確認盈虧。

嵌入式衍生工具

倘非衍生工具主合約之嵌入式衍生工具之風險及性質與主合約之風險及性質並不密切相關，且主合約不以透過損益賬按公平價值計量，則該嵌入式衍生工具作獨立之衍生工具處理。

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Financial instruments (Cont'd)***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 a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 Revenue.

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.

Financial liabilities are derecognised 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 and payable is recognised in profit or loss.

Provisions and contingent liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event if it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

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 financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

4. 主要會計政策(續)**金融工具(續)***財務擔保合約*

財務擔保合約乃規定發行人須支付特定款項以補償持有人因特定債務人未能按照債務票據原定或經修訂條款於到期時支付款項所蒙受損失之合約。本集團發行且並非透過損益賬按公平價值處理之財務擔保合約最初按期公平價值直接扣除與發行財務擔保合約相關之交易成本確認。於最初確認後，本集團按(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)最初確認之金額減(如適用)根據香港會計準則第18號收益確認之累計攤銷兩者中之較高者計量財務擔保合約。

終止確認

於資產收取現金流量之權利到期或金融資產已轉讓或本集團已轉讓金融資產所有權之絕大部份風險及回報時，即終止確認該資產。於終止確認金融資產時，資產賬面值與已收及應收代價金額之差額以及已直接於權益確認之累計盈虧於損益賬確認。

金融負債於相關合約指定之責任獲解除、取消或到期時終止確認。已終止確認之金融負債之賬面值與已付或應付代價之差額於損益賬確認。

撥備及或然負債

倘本集團因過往事件現在須承擔法定或推定責任，而解除有關責任將導致資源流出，並能夠可靠估算責任金額，則會確認撥備。倘本集團預期撥備將部份或全部償付，而實際肯定可獲償付，則有關償付確認為獨立資產，撥備相關開支於收益賬扣除償付金額呈列。

或然負債指因過往事件而可能引起之責任，該等責任須視乎日後有否一項或多項並非本集團所能完全控制之事件方可確實。或然負債亦包括因過去事件引起，惟因未必有需要流出經濟資源或無法可靠計算該責任之數額而不予確認之現有責任。

或然負債不會確認，惟會於財務報表附註披露。倘資源流出之可能性有變而很可能導致經濟資源流出，則或然負債將確認為撥備。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Properties held for sale**

Properties held for sale are stated at the lower of cost and net realisable value. Cost includes freehold and leasehold land cost, development cost, borrowing costs and other direct costs attributable to such properties until the relevant properties reach a marketable state. Net realisable value is determined by reference to management estimates of the selling price based on prevailing market conditions, less all estimated costs to completion and costs to be incurred in marketing and selling.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

Cash and cash equivalents

Cash and cash equivalents are carried in the consolidated balance sheet and balance sheet at fair value. They comprise cash on hand, bank balances, short term time deposits and treasury bills. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In preparing these consolidated financial statements, management is required to exercise significant judgments in the selection and application of accounting principles, including making estimates and assumptions. The following is a review of the more significant accounting policies that are impacted by judgments and uncertainties and for which different amounts may be reported under a different set of conditions or using different assumptions.

Estimate of fair value of investment properties

The investment properties were revalued at the balance sheet date based on market value determined using the existing use basis by independent professional valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the judgment, management considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at each balance sheet date.

Impairment allowances for loans and receivables other than loans and advances to consumer finance customers

The Group periodically reviews its loan portfolios to assess whether impairment allowances exist. In determining whether impairment allowances should be recorded in the consolidated income statement, management estimates the present value of future cash flows which are expected to be received, taking into account the borrower's financial situation and the net realisable value of the underlying collateral or guarantees in favour of the Group.

Impairment allowances for loans and advances to consumer finance customers

The policy for impairment allowances for loans and advances to consumer finance customers of the Group is based on the evaluation of collectability and aged analysis of accounts and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these loans and advances, including the current creditworthiness, and the past collection history of each loan.

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4. 主要會計政策(續)**待出售物業**

待出售物業按成本與可變現淨值兩者中較低者入賬。成本包括永久持有及租賃土地成本、發展成本、借貸成本及其他該等物業應佔之直接成本，直至相關物業達到可供出售狀態。可變現淨值參考管理層根據現行市場條件估計之售價減所有估計完成成本以及市場推廣及銷售時產生之成本而釐定。

存貨

存貨按成本與可變現淨值兩者中較低者入賬。成本乃採用加權平均法計算。

現金及現金等價物

現金及現金等價物按公平價值於綜合資產負債表及資產負債表中列賬。包括手頭現金、銀行結餘、短期定期存款及國庫券。就編製綜合現金流量表而言，現金及現金等價物包括須於要求時償還並構成本集團現金管理一部份之銀行透支。

5. 估計不確定因素之主要來源

於編製此等綜合財務報表時，管理層需就會計政策之選擇及應用作出重大判斷，包括作出估計及假設。下列為受判斷及不確定因素影響之重大會計政策及就該等判斷及估計而可能導致呈報金額在不同條件下或採用不同假設可能出現不同之概覽。

投資物業之公平價值估計

投資物業由獨立專業估值師按現有用途釐定之市值於結算日重估。該等估值乃根據若干假設，該若干假設受不確定因素影響，可能與實際結果相差很遠。於作出該等判斷時，管理層考慮類似物業在活躍市場現時價格之資料及採用主要根據於每個結算日存在之市況作出之假設。

貸款及應收賬款(不包括私人財務客戶貸款及墊款)之減值撥備

本集團定期審核貸款組合，以評估是否存在減值撥備。於釐定是否應於綜合收益賬記錄減值撥備時，管理層在考慮借款人之財務狀況及向本集團作出的相關抵押或擔保之可變現淨值後，以估計預期收取未來現金流值之現值。

私人財務客戶貸款及墊款之減值撥備

本集團私人財務客戶貸款及墊款之減值撥備政策以可收回性評估、賬齡分析及管理層判斷為基礎。評估該等貸款及墊款之最終變現能力需要進行大量判斷，包括現時信譽及各個貸款之過往收款歷史記錄。

5. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

Impairment of available-for-sale financial assets

For listed available-for-sale equity investments, a significant or prolonged decline in fair value below cost is considered to be objective evidence of impairment. Judgment is required when determining whether a decline in fair value has been significant or prolonged. In making this judgment, the historical data on market volatility as well as the price of the specific investment are taken into account.

For those unlisted equity investments, the Group determines their fair values by using appropriate valuation techniques and making assumptions that are based on market conditions existing at each balance sheet date. The Group also takes into account other factors, such as industry and sector performance and financial information regarding the investee.

Estimated impairment of goodwill and intangible assets with indefinite useful life

The Group conducts tests for impairment of goodwill and intangible assets with indefinite useful life annually in accordance with the relevant accounting standards. Determining whether the goodwill and intangible assets with indefinite useful life are impaired requires an estimation of the fair value less cost to sell or value in use on basis of data available to the Group. Where the future cash flows are less than expected, an impairment loss may arise.

Deferred tax

Estimating the amount for deferred tax asset arising from tax losses requires a process that involves determining appropriate provisions for taxation, forecasting future years' taxable income and assessing the Group's ability to utilise tax benefits through future earnings. Where the actual future profits generated are less than expected, a reversal of the deferred tax asset may arise, which would be recognised in the consolidated income statement for the period in which such a reversal takes place. The Group's deferred tax asset arising from tax losses is mainly from money lending business. While the current financial models indicate that the tax losses can be utilised in future, any changes in assumptions, estimates and tax regulation can affect the recoverability of deferred tax assets.

Fair value of derivative and financial instruments

As included in notes 31 and 37, the Group selects appropriate valuation techniques for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied (note 7b).

The Group's unlisted equity instruments with carrying amount of HK\$244,659,000 (2006: HK\$152,910,000) are valued using generally accepted pricing models based on assumptions supported by observable market data.

For the valuation of derivative financial instruments, appropriate assumptions are used based on quoted market data to adjust for specific features of the instrument. The carrying amounts of these derivative financial assets and liabilities are HK\$297,587,000 (2006: nil) and HK\$37,680,000 (2006: nil).

5. 估計不確定因素之主要來源(續)

可供出售金融資產之減值

對於上市可供出售股本投資，公平價值之重大或長期下降至低於成本被視為減值之客觀證據。於釐定公平價值之下降是否重大或為長期時需要作出判斷。在作出該等判斷時，市場波動之歷史資料以及專項投資之價格亦被考慮在內。

對於非上市股本投資，本集團透過採用適當估值方法及根據於每個結算日之現有市場條件作出之假設釐定其公平價值。本集團亦考慮其他因素，例如行業及業界表現及所投資公司之財務資料。

商譽及無固定使用年期之無形資產之估計減值

本集團根據相關會計準則，每年對商譽及無固定使用年期之無形資產進行減值測試。在釐定商譽及無固定使用年期之無形資產是否減值時，要求根據本集團可得到之資料對公平價值減出售成本或使用價值作出估計。倘未來現金流量低於預期，則可能產生減值虧損。

遞延稅項

估計因稅項虧損產生之遞延稅項資產金額需要經過涉及就稅項、預測未來數年之應課稅收入及評估本集團透過未來盈利利用稅項利益之能力釐定適當撥備之過程。倘產生之實際未來溢利低於預期，則可能產生遞延稅項資產撥回，而撥回將於撥回發生之期間在綜合收益賬確認。因稅項虧損產生之本集團遞延稅項資產主要來自於有期貨款業務。倘現有財務模式顯示稅項虧損可於未來動用，則任何假設、估計及稅務規例之變動可能影響遞延稅項資產之可收回性。

衍生工具及金融工具之公平價值

按附註第31及37項所述，本集團對於活躍市場無報價的金融工具選用適當的估值技巧。估值技巧受市場從業員廣泛採用(附註第7b項)。

本集團賬面值244,659,000港元(二零零六年：152,910,000港元)的非上市股權工具依據以可觀察市場數據為基準的假設使用公認定價模式估值。

衍生金融工具乃採用合適假設以所報市場數據(按工具特點調整)為基準估值。該等衍生金融資產及負債之賬面值為297,587,000港元(二零零六年：無)及37,680,000港元(二零零六年：無)。

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6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategic remains unchanged from prior year.

The capital structure of the Group consists of debts (which includes bank and other borrowings, convertible bonds and loan notes) and equity attributable to equity holders of the Company comprising issued share capital, share premium and reserves.

Gearing ratio

The Group's management reviews the capital structure on an ongoing basis using gearing ratio, which is the net debt divided by equity. Net debt included the Group's bank and other borrowings less short term pledged deposits and cash and cash equivalents. The equity comprises all components of the equity attributable to equity holders of the Company.

The gearing ratio at the year end was as follows:

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6. 資本風險管理

本集團管理資本旨在透過優化債權平衡，確保本集團屬下各公司能持續經營並給予股東最高回報。本集團的整體策略與上年度保持不變。

本集團的資本架構包括債務(銀行及其他借貸、可換股債券及貸款票據等)及本公司股東應佔權益(包括已發行股本、股份溢價及儲備)。

負債資產比率

本集團管理層運用負債資產比率(即債務淨額除以權益)持續檢討資本架構。債務淨額包括本集團的銀行及其他借貸減短期已抵押存款與現金及現金等價物。權益包括本公司股東應佔權益之各個組成部份。

年末的負債資產比率如下：

| | | The Group | |
|--|------------|--------------------|-----------------|
| | | 本集團 | |
| | | 2007 | 2006 |
| | | 二零零七年 | 二零零六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Bank and other borrowings | 銀行及其他借貸 | 3,670,956 | 2,564,321 |
| Convertible bonds | 可換股債券 | — | 34,384 |
| Loan notes | 貸款票據 | 115,226 | 110,650 |
| | | 3,786,182 | 2,709,355 |
| Less: short term pledged bank deposit | 減：短期銀行抵押存款 | (121,000) | (1,000) |
| cash and cash equivalents | 現金及現金等價物 | (2,811,029) | (1,764,313) |
| Net debt | 債務淨額 | 854,153 | 944,042 |
| Equity attributable to equity holders of the Company | 本公司股東應佔權益 | 9,184,649 | 7,285,414 |
| Gearing ratio | 負債資產比率 | 9.3% | 13.0% |

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7. FINANCIAL INSTRUMENTS

7. 金融工具

7a. Categories of financial instruments

The carrying amounts of the Group's and the Company's financial assets at the balance sheet date were as follows:

7a. 金融工具分類

本集團及本公司金融資產於結算日之賬面值如下：

| | | The Group 本集團 | | The Company 本公司 | |
|--|-------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Financial assets at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產 | | | | |
| – Held-for-trading investment (note 37) | – 持作交易投資 (附註37) | 793,302 | 145,878 | – | – |
| – Designated as at fair value through profit or loss (note 37) | – 指定透過損益賬按公平價值處理 (附註37) | – | – | 351,826 | 38,620 |
| – Equity securities in unlisted investment funds (note 37) | – 非上市投資基金的股本證券 (附註37) | 416,199 | 231,130 | – | – |
| | | <u>1,209,501</u> | <u>377,008</u> | <u>351,826</u> | <u>38,620</u> |
| Loans and receivables under non-current assets | 歸類為非流動資產的貸款及應收賬款 | | | | |
| – Amounts due from an associate (note 32) | – 一間聯營公司欠款 (附註32) | – | 78,000 | – | – |
| – Loans and advances to consumer finance customers (note 33) | – 私人財務客戶貸款及墊款 (附註33) | 1,475,395 | 1,156,998 | – | – |
| – Loans and receivables (note 34) | – 貸款及應收賬款 (附註34) | 5,806 | 33,603 | – | 82,104 |
| Loans and receivables under current assets | 歸類為流動資產的貸款及應收賬款 | | | | |
| – Short-term pledged bank deposits | – 短期銀行抵押存款 | 121,000 | 1,000 | – | – |
| – Cash and cash equivalents (note 39) | – 現金及現金等價物 (附註39) | 2,811,029 | 1,764,313 | 1,049,854 | 1,026 |
| – Amounts due from subsidiaries (note 28) | – 附屬公司欠款 (附註28) | – | – | 2,348,818 | 2,467,051 |
| – Trade and other receivables (note 38) | – 貿易及其他應收款項 (附註38) | 5,884,449 | 3,753,345 | 4,298 | 7,605 |
| – Dividend receivable | – 應收股息 | – | – | – | 143,640 |
| – Loans and advances to consumer finance customers (note 33) | – 私人財務客戶貸款及墊款 (附註33) | 2,145,159 | 1,654,167 | – | – |
| – Amounts due from associates (note 32) | – 聯營公司欠款 (附註32) | 156,448 | 80,702 | – | – |
| – Amount due from a jointly controlled entity | – 一間共同控制企業欠款 | 2,192 | 2,185 | – | – |
| | | <u>12,601,478</u> | <u>8,524,313</u> | <u>3,402,970</u> | <u>2,701,426</u> |
| Available-for-sale financial assets (note 31) | 可供出售金融資產 (附註31) | 1,423,970 | 1,112,921 | – | – |
| | | <u>15,234,949</u> | <u>10,014,242</u> | <u>3,754,796</u> | <u>2,740,046</u> |

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7. FINANCIAL INSTRUMENTS (CONT'D)

7. 金融工具(續)

7a. Categories of financial instruments (Cont'd)

The carrying amounts of Group's and the Company's financial liabilities at the balance sheet date were as follows:

7a. 金融工具分類(續)

本集團及本公司金融負債於結算日之賬面值如下：

| | | The Group 本集團 | | The Company 本公司 | |
|--|--------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Financial liabilities measured at amortised cost | 按攤銷成本計算的金融負債 | | | | |
| – Bank and other borrowings (note 45) | – 銀行及其他借貸 (附註45) | 3,670,956 | 2,564,321 | – | – |
| – Trade and other payables (note 40) | – 貿易及其他應付款項 (附註40) | 2,071,774 | 1,552,676 | 2,774 | 3,705 |
| – Amount due to a subsidiary (note 28) | – 欠一間附屬公司款項 (附註28) | – | – | 1,666,714 | 804,696 |
| – Amounts due to associates | – 欠聯營公司款項 | 12,605 | 12,527 | – | – |
| – Loan notes (note 46) | – 貸款票據 (附註46) | 115,226 | 110,650 | 46,060 | 44,011 |
| – Convertible Bonds (note 47) | – 可換股債券 (附註47) | – | 34,384 | – | – |
| – Amount due to a jointly controlled entity | – 欠一間共同控制企業款項 | 39,063 | 79,063 | – | – |
| | | 5,909,624 | 4,353,621 | 1,715,548 | 852,412 |
| Financial liabilities at fair value through profit or loss (note 41) | 透過損益賬按公平價值處理之金融負債 (附註41) | 71,843 | 1,972 | – | – |
| | | 5,981,467 | 4,355,593 | 1,715,548 | 852,412 |

7b. Fair Value of Financial Assets and Liabilities

As at 31st December 2007, the carrying amounts of the Group's and the Company's financial assets and liabilities approximate to their fair values.

The fair value of financial assets and financial liabilities (including derivatives instruments) with standard terms and conditions and traded on active markets are determined with reference to quoted market bid prices and ask prices respectively.

The fair value of other financial assets and financial liabilities (including derivative instruments) are determined in accordance with generally accepted pricing models on the basis of current market data as input. For unlisted warrants, their fair values are estimated using the Black-Scholes Option Pricing model. Due to the non-availability of quoted prices of the equity and currency over-the-counter derivatives and the lack of market transactions in such derivatives in recent months as a consequence of current market conditions, the Group estimated their fair values by reference to the prices quoted by respective counterparties at year end.

For fund units and unlisted securities without an active market, the Group established their fair values by references to the prices quoted by respective fund administrators or by using valuation techniques including the use of recent arm's length transactions, reference to other investments that are substantially the same and generally accepted pricing models.

7b. 金融資產及負債之公平價值

二零零七年十二月三十一日，本集團及本公司金融資產及負債的賬面值與公平價值相若。

具標準條款及條件並在活躍市場買賣的金融資產及金融負債(包括衍生工具)的公平價值分別參照市場的買盤價與賣盤價釐定。

其他金融資產及金融負債(包括衍生工具)的公平價值根據公認定價模式以現行市場數據作為參數而釐定。非上市認股權證的公平價值使用畢蘇期權定價模式釐定。由於缺乏股權及貨幣場外衍生工具的報價，加上現行市況欠佳致使近月並無有關衍生工具的市場交易，故此本集團參考各交易方於年末日的報價估計有關公平價值。

對於並無活躍市場的基金單位及非上市證券，本集團會參考有關基金經理的報價或使用包括近期經公平磋商的交易、參考大致相同之其投資產品及公認定價模式等估值方法估計有關公平價值。

7. FINANCIAL INSTRUMENTS (CONT'D)**7c. Financial Risk Management**

Risk is inherent in the financial sector and sound risk management is a cornerstone of prudent and successful financial practice. The Group acknowledges that a balance must be achieved between risk control and business growth. The principal financial risks inherent in the Group's business are market risk (including trading risk, interest rate risk and foreign exchange risk), credit risk and liquidity risk. The Group's risk management objective is to enhance shareholder value while maintaining risk exposure within acceptable limits.

The Group's risk management governance structure is designed to cover all our businesses and to ensure various risks are properly managed and controlled in the course of business. The Group has a sound risk management organisational structure as well as comprehensive policies and procedures for risk management which are reviewed regularly and modified where necessary in response to changes to markets, the operating environment or business strategies.

The Board of Directors ("Board"), representing the interests of shareholders, has the ultimate responsibility for risk management. The Board, with the assistance of its committees, has the primary responsibility for the determination of risk management strategies and for ensuring that the Group has an effective risk management system to implement the risk management strategies. The relevant risk management committee ("RMC"), established by the board of directors of the relevant group companies as standing committee and supported by the relevant risks control department, is charged with the major responsibilities to define, analyse, and ensure the monitoring of the various risks which may be encountered by the Group from its various activities. The function of the relevant credit committee ("CM"), which reports to the executive committees of the respective board of directors of the group companies, is to ensure the proper monitoring and control of the credit activities, risks and exposures of the Group. The Group's relevant independent control departments play important roles in the provision of assurance to the relevant board of directors and management that a sound internal control system is maintained and adhered to.

7. 金融工具(續)**7c. 金融風險管理**

金融行業本身存在風險，因此訂立一個妥善的風險管理制度，是企業審慎而成功的做法。集團深信風險管理與業務增長兩者同樣重要。集團的業務存在的主要金融風險為市場風險(包括交易風險、利率風險及外匯風險)、信貸風險、流動資金風險。集團的風險管理目標是將所面對的風險局限於可接受水平內之餘，同時致力提高股東價值。

集團的風險管治架構旨在涵蓋集團的所有業務，以確保在業務過程中的各種風險已妥為管理及監控。集團設有一個妥善的風險管理組織架構，並已為風險管理設立完善的政策及程序，有關政策及程序會定期進行檢討，並在有需要時因應市場、經營環境或業務策略變動而修訂。

董事會(「董事會」)代表股東的權益，肩負起風險管理的最終使命。董事會在轄下委員會的協助下，其主要職責是釐定風險管理策略及確保本集團已制定行之有效的風險管理制度，以便落實執行各種風險管理策略。有關集團公司董事會設立的常務委員會風險管理委員會(「風險管理委員會」)在相關風險管理部的協助下，主要負責界定、分析及確保監察本集團各項業務所面對的各種風險。有關信貸委員會(「信貸委員會」)負責向各集團公司董事會轄下的執行委員會匯報，以確保妥善監察及控制本集團的信貸活動及風險。本集團的有關獨立控制部門擔任重要職務，向相關董事會及管理層確保維持及遵守穩健的內部監控制度。

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7. FINANCIAL INSTRUMENTS (CONT'D)**7c. Financial Risk Management (Cont'd)****(a) Market Risk****(i) Trading Risk**

Market risk primarily arises from available-for-sale financial assets and financial assets/liabilities at fair value through profit or loss, various managed funds investments, as well as trading activities including market-making and proprietary trading. Trading activities across the Group are subject to limits approved by the RMC. The relevant risk control department independently monitors and reports the positions, risks and financial performance of the Group's proprietary trading activities involving equities, derivatives, leveraged foreign exchange, bullion and other metals contracts. Derivatives include trading of futures, options and knock-out options (trading name as Accumulators). Proprietary trading exposures are measured on both a "mark-to-market" and a "mark-to-fair" basis, and "maximum loss" and "position" limits are used. Value at Risk (VaR) and stress tests are also used in the assessment of risk. These are approaches that assist in the quantification of risk by combining the size of a position and the extent of a potential market movement into a potential financial impact.

The Group's dealing departments are responsible for managing and monitoring all open positions and trading exposure within pre-set trading risk limits. They are accountable for profit targets set by management and they perform hedging of risk according to their hedging strategies. The Group's various proprietary trading positions and financial performance are reported daily to senior management for review. The relevant internal audit departments also perform audits to supplement the above controls to ensure compliance with the established market risk limits and guidelines.

The table below summaries the impact of movement in the global equity indices on the entity's financial impact for the year and on other components of equity for the Group. The analysis is based on the assumption that the equity index has movement of $\pm 15\%$ with all other variables held constant and all the entity's instruments moved accordingly. Decreases in the index would be expressed as negatives.

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7. 金融工具(續)**7c. 金融風險管理(續)****(a) 市場風險****(i) 交易風險**

市場風險來自可供出售金融資產及透過損益賬按公平價值處理之金融資產／負債，各項受管理基金投資及買賣活動，包括營造市場活動及自營買賣活動。本集團之買賣活動須受風險管理委員會審批之限額限制。有關風險管理部負責獨立監察及匯報涉及股本、衍生工具、槓桿式外匯、黃金及其他金屬合約之自營買賣之狀況、風險及財務業績。衍生工具包括買賣期貨、期權及失效期權（買賣名為累積認購期權）。自營買賣風險按「市場價格」及「公平價格」計算風險，並設定「虧蝕上限」及「持倉」限額。此外，評估風險時亦會使用風險值及壓力測試，結合持倉之規模及潛在市場變化對損益產生之潛在影響，以協助量化風險。

本集團的交易部負責管理及監察所有未平倉合約，將交易風險控制在預設的交易風險限額內，該部門負責管理層設定的盈利目標，並根據對沖策略對沖風險。本集團各項自營買賣活動持倉狀況及財務業績，均每日匯報予高級管理層以供審閱。本集團之有關稽核部亦會作出審核，以補充上述監控措施，確保遵從本集團既訂之市場風險限額及指引。

下表概述環球股市指數變動對該公司本年度的財務及其他權益組成部份的影響。該分析乃假設股市指數上下波幅為15%，所有其他變數保持不變，而該公司的所有股本工具隨之變動。指數下降以負數表示。

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7. FINANCIAL INSTRUMENTS (CONT'D)

7. 金融工具(續)

7c. Financial Risk Management (Cont'd)

7c. 金融風險管理(續)

(a) Market Risk (Cont'd)

(a) 市場風險(續)

(i) Trading Risk (Cont'd)

(i) 交易風險(續)

| | | At 31st December, 2007 二零零七年十二月三十一日 | | | | At 31st December, 2006 二零零六年十二月三十一日 | | | |
|----------------|------|--|-----------|--|-----------|--|----------|--|-----------|
| | | Potential impact for the year 本年度的潛在影響 | | Potential impact on other components of equity 對權益其他組成部份 的潛在影響 | | Potential impact for the year 本年度的潛在影響 | | Potential impact on other components of equity 對權益其他組成部份 的潛在影響 | |
| | | 15% | -15% | 15% | -15% | 15% | -15% | 15% | -15% |
| | | 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 |
| Local Index | 本地指數 | 85,044 | (193,184) | 193,451 | (193,451) | 36,839 | (37,522) | 166,939 | (166,939) |
| Overseas Index | 海外指數 | 102,756 | (102,755) | 20,145 | (20,145) | 35,957 | (35,956) | - | - |

There is no material impact of movement in the global equity indices on the entity's financial impact for the year and on other components of equity for the Company. Futures, options and knock-out options are hedged by other derivatives in view of the volatile market and wide trading range.

環球股市指數變動對公司本年度的財務及權益其他組成部份並無重大影響。鑒於市場波動及交易範圍廣泛，期貨、期權及失效期權以其他衍生工具對沖。

(ii) Interest Rate Risk

(ii) 利率風險

Interest rate risk primarily results from timing differences in the re-pricing of interest bearing assets, liabilities and commitments.

利率風險主要由就計息資產、負債及承擔重新定價之時差所引致。

The Group's interest rate risk exposure arises mainly from margin financing and other lending activities undertaken. The Group has the legal capacity to quickly recall such loans or re-price its margin loans to an appropriate level. Its interest-sensitive positions can readily be identified. Interest rates paid by the Group are managed with the aim of maximising the spread of interest consistent with liquidity and funding obligations.

本集團的利率風險主要來自證券放款及其他貸款業務。本集團有法律能力要求借款人即時償還貸款，或重訂證券放款之息率至適當水平。本集團亦可容易地確定其在提供貸款時所承受之利率風險水平。管理本集團所支付之利率旨在盡量令息差符合資金之流動性及需求。

At 31st December, 2007, if the Hong Kong market interest rates had been 100 basis points higher/lower and all other variables held constant, a potential financial impact for the year for the Group would have been HK\$5,973,000 (2006: HK\$17,432,000) lower/higher mainly as a result of higher/lower interest expense on denominated floating rate borrowings compensated by higher/lower interest income on floating rate loans and advances to consumer finance customers and margin loans. The financial risks exposed to the Company for the year are immaterial.

二零零七年十二月三十一日，倘香港市場利率上升／下降100個點子，而所有其他變數保持不變，則本集團於本年度的潛在財務影響將上升／下降5,973,000港元(二零零六年：17,432,000港元)，主要是由於浮息借貸的利息開支上升／下降被浮息私人財務客戶貸款及墊款以及證券放款的利息收入上升／下降所抵銷。本公司年內的財務風險並不重大。

(iii) Foreign Exchange Risk

(iii) 外匯風險

Foreign exchange risk is the risk to earnings or capital arising from movements of foreign exchange rates.

外匯風險乃外幣匯率變動對盈利或資本造成之風險。

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7. FINANCIAL INSTRUMENTS (CONT'D)**7c. Financial Risk Management (Cont'd)***(a) Market Risk (Cont'd)**(iii) Foreign Exchange Risk (Cont'd)*

The Group's foreign exchange risk primarily arises from currency exposures originating from its leveraged foreign exchange business or purchases of foreign securities on behalf of clients. Foreign exchange risk is managed and monitored by the relevant department under the limits approved by the management or other relevant committees. In relation to our leveraged foreign exchange activity, our position is that of a market-maker, and accordingly our risk is our open currency positions which are subject to management approved limits and are monitored and reported daily. The other possible risk is primarily a derivative foreign exchange risk for a client who does not or cannot meet margin calls following any period of substantial currency turbulence.

Our principal lending operations are carried out in local currencies to obviate foreign exchange risk. Accordingly, the Group and the Company have no significant exposure to foreign exchange fluctuations on loan assets.

(b) Credit Risk

Credit risk arises from the failure of a customer or counterparty to meet its settlement obligations. It arises principally from lending, settlement, treasury, market-making, derivatives, proprietary trading, and other activities undertaken by the Group.

The Group's credit policy, governed by the relevant CM, sets the credit approval and monitoring procedures, which are established in accordance with sound business practices, the requirements and provisions of the relevant ordinances, and where applicable, the codes or guidelines issued by the Securities and Futures Commission.

Day-to-day credit management is performed by the relevant credit department with reference to the aforementioned criteria including creditworthiness, collateral pledged and risk concentration of the counterparties. Decisions made daily by the credit department are reported and reviewed by the senior management of the Group and by the CM at its regular meetings.

The table below shows the maximum exposure to credit risk for the components of the balance sheet. The maximum exposure is shown in gross value before the effect of mitigation though the use of collateral agreements.

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7. 金融工具(續)**7c. 金融風險管理(續)***(a) 市場風險(續)**(iii) 外匯風險(續)*

集團之外匯風險主要來自其槓桿外匯或代客購買海外證券之業務。外匯風險由有關部門按管理層或其他有關委員會所批准之限額作出管理及監察。就槓桿外匯業務而言，由於本集團乃擔任莊家之位置，因此，外幣未平倉合約(須受由管理層審批之限額限制，並須每日受其監控及向其匯報)會存在外匯風險。另外，倘客戶在經歷重大匯率波動後未能或無法填補保證金額，亦可能對本集團造成衍生外匯風險。

本集團主要貸款業務以本地貨幣進行，以減低外匯風險，故此本集團及本公司之貸款資產並無承受重大外匯風險。

(b) 信貸風險

客戶或交易對手未能履行交收責任，將導致信貸風險。信貸風險主要來自放款、交收、庫務、作價買賣、衍生工具、自營買賣，以及本集團所從事之其他活動。

本集團之信貸政策(受有關信貸委員會規管)詳列批准信貸及監管程序。該等程序乃按照專業守則、有關條例之規定以及證券及期貨事務監察委員會發出之有關守則或指引而訂定。

日常信貸管理由有關信貸部負責。信貸部會就交易對手之信譽、抵押品及風險分布作出批核。信貸部日常所作之決定是向本集團之高級管理層與信貸委員會所召開的定期例會上作出匯報及檢討。

下表載列資產負債表各項目的最高信貸風險。最高風險以總值顯示，並未計及使用抵押協議減少風險的影響。

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7. FINANCIAL INSTRUMENTS (CONT'D)

7. 金融工具(續)

7c. Financial Risk Management (Cont'd)

(b) Credit Risk (Cont'd)

7c. 金融風險管理(續)

(b) 信貸風險(續)

| | | The Group 本集團 | |
|--|-------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Maximum credit exposure | 最高信貸風險 | | |
| Short-term pledged bank deposits | 短期銀行抵押存款 | 121,000 | 1,000 |
| Cash and cash equivalents | 現金及現金等價物 | 2,811,029 | 1,764,313 |
| Trade and other receivables | 貿易及其他應收款項 | 5,884,449 | 3,753,345 |
| Available-for-sale financial assets | 可供出售金融資產 | 1,423,970 | 1,112,921 |
| Loans and advances to consumer finance customers | 私人財務客戶貸款及墊款 | 3,620,554 | 2,811,165 |
| Loans and receivables | 貸款及應收賬款 | 5,806 | 33,603 |
| Financial assets at fair values through profit or loss | 透過損益賬按公平價值處理之金融資產 | 1,209,501 | 377,008 |
| Amounts due from associates | 聯營公司欠款 | 156,448 | 80,702 |
| Amount due from a jointly controlled entity | 一間共同控制企業欠款 | 2,192 | 2,185 |
| | | 15,234,949 | 9,936,242 |

| | | The Company 本公司 | |
|---|-------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Maximum credit exposure | 最高信貸風險 | | |
| Cash and cash equivalents | 現金及現金等價物 | 1,049,854 | 1,026 |
| Trade and other receivables | 貿易及其他應收款項 | 4,298 | 7,605 |
| Dividend receivable | 應收股息 | — | 143,640 |
| Financial assets at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產 | 351,826 | 38,620 |
| Amounts due from subsidiaries | 附屬公司欠款 | 2,348,818 | 2,467,051 |
| | | 3,754,796 | 2,657,942 |

Where financial instruments are recorded at fair value, the amounts shown above represent the current credit risk exposure but not the maximum risk exposure that could arise in the future as a result of change of values. Cash and cash equivalents and amounts due from associates/subsidiaries are treated as lower credit risk as counterparties are reputable financial institutions and associates/subsidiaries among the Group. Available-for-sale financial assets and financial assets at fair value through profit or loss are already subject to the sensitive test under market risk management.

倘金融工具以公平價值列賬，則上述款項指現時信貸風險款項，而非可能因價值變動而產生的日後最高風險款項。由於交易對手為信譽卓著的金融機構及本集團的聯營公司／附屬公司，故現金及現金等價物與聯營公司／附屬公司欠款視為具有較低信貸風險。可供出售金融資產及透過損益賬按公平價值處理之金融資產已就市場風險管理進行敏感度測試。

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7. FINANCIAL INSTRUMENTS (CONT'D)

7c. Financial Risk Management (Cont'd)

(b) Credit Risk (Cont'd)

Trade and other receivables consist of amount receivables from exchanges, brokers and clients, secured term loans, margin loans and other interest and receivables items. The breakdown and its aging analysis are disclosed in note 38 to the consolidated financial statements. There are no major concerns on margin loans as margin calls for equity trading have tightened and most clients have cut off positions. The margin loans book of the Group remains at a low gearing level.

Loans and advances to consumer finance customers are granted by the Company's principal subsidiary, United Asia Finance Limited, which contained HK\$3,172,601,000 unsecured (2006: HK\$2,621,436,000) and HK\$447,953,000 secured (2006: HK\$189,729,000) before taking into account of any collateral held or other credit enhancements. The table below summaries its credit quality based on the internal credit rating system employed:

| Credit quality | 信貸質素 |
|-----------------------------------|----------|
| Standard grade | 標準級 |
| Past due or individually impaired | 已過期或個別減值 |

| The Group 本集團 | |
|---|---|
| At 31st December, 2007 二零零七年 十二月三十一日 HK\$'000 千港元 | At 31st December, 2006 二零零六年 十二月三十一日 HK\$'000 千港元 |
| 3,245,721 | 2,585,661 |
| 374,833 | 225,504 |
| 3,620,554 | 2,811,165 |

The newly launched over-the-counter product, Accumulator, is a knock-out option (which is exercised automatically and periodically), under which the buyers of the Accumulator trade will be entitled to receive the underlying shares or assets at an agreed strike price. It operates on a back-to-back nature as the option contracts are issued by the product providers. In the event that customers are unable to meet their commitment, the option contract will be terminated by the product providers accordingly.

There is no concentration of risk on geographical segments as most of the Group's and the Company's major business activities are conducted in Hong Kong.

(c) Liquidity Risk

The goal of liquidity management is to enable the Group, even under adverse market conditions, to meet all of its maturing repayment obligations on time and to adequately fund operational activities and strategic opportunities.

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7. 金融工具(續)

7c. 金融風險管理(續)

(b) 信貸風險(續)

貿易及其他應收款項包括應收交易所、經紀及客戶款項、有抵押有期貸款、證券放款、其他利息及應收項目。有關分類及賬齡分析載於綜合財務報表附註第38項。由於追加有關股票買賣的按金而大部份客戶已將交易平倉，因此按金貸款方面問題不大。本集團證券放款負債資產比率仍處於低水平。

本公司主要附屬公司亞洲聯合財務有限公司授出的私人財務客戶貸款及墊款，包括無抵押3,172,601,000港元(二零零六年：2,621,436,000港元)及有抵押447,953,000港元(二零零六年：189,729,000港元)，未計及持有的抵押品或其他信貸增加。下表概述以採用內部信貸評級系統為基準的信貸質素：

新推出的場外產品累積認購期權為失效期權(可自動及定期行使)，累積認購期權買家可以協定行使價獲得相關股份或資產。由於期權合約由產品供應商發出，故失效期權可以背對背性質運作。倘客戶無法履行承擔，則產品供應商可相應終止期權合約。

由於本集團及本公司大部份業務在香港經營，故並無有關地區分部的集中風險。

(c) 流動資金風險

流動資金管理旨在使本集團即使在不利的市場條件下亦可按時達成所有到期償還責任，並有足夠資金應付經營活動及策略機會。

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7. FINANCIAL INSTRUMENTS (CONT'D)

7. 金融工具(續)

7c. Financial Risk Management (Cont'd)

(c) Liquidity Risk (Cont'd)

The Group manages its liquidity position to ensure the Group maintains a prudent and adequate liquidity ratio, in strict accordance with statutory requirements. This is achieved by the management and relevant senior managers monitoring the liquidity position of the Group on a daily basis to ensure the availability of sufficient liquid funds to meet all obligations and compliance with the statutory requirements such as the Financial Resources Rules applying to various licensed subsidiaries.

The exposure of the Group's risk and the contractual undiscounted cash flow for the financial liabilities and their maturity dates are as follows:

7c. 金融風險管理(續)

(c) 流動資金風險(續)

本集團監管其流動資金狀況，確保有審慎而充裕之流動資金比率，以遵守有關法定要求。各管理層及相關高級經理每日均監察本集團之流動資金狀況，以確保有足夠流動資金應付全部責任，並符合法定要求(如適用於多間持牌附屬公司的財務資源條例)。

本集團之金融負債風險面對的約定未折現現金流量及其約定到期日如下：

| | | Less than 31 days 少於31日 HK\$'000 千港元 | 31 days to 90 days 31日至90日 HK\$'000 千港元 | 90 days to 1 year 90日至1年 HK\$'000 千港元 | 1 year to 5 years 1年至5年 HK\$'000 千港元 | Over 5 years 5年以上 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|-------------------|--|---|---|--|--|--------------------------------|
| At 31st December, 2007 | 於二零零七年 十二月三十一日 | | | | | | |
| Bank and other borrowings | 銀行及其他借貸 | 379,494 | 327,252 | 259,931 | 3,001,353 | 62,638 | 4,030,668 |
| Trade and other payable | 貿易及其他應付款項 | 2,071,774 | - | - | - | - | 2,071,774 |
| Amounts due to associates | 欠聯營公司款項 | 12,605 | - | - | - | - | 12,605 |
| Amount due to a jointly controlled entity | 欠一間共同控制企業款項 | 39,063 | - | - | - | - | 39,063 |
| Loan notes | 貸款票據 | - | 70,139 | 48,095 | - | - | 118,234 |
| Financial liabilities at fair value through profit or loss | 透過損益賬按公平價值處理之金融負債 | 71,843 | - | - | - | - | 71,843 |
| At 31st December, 2006 | 於二零零六年 十二月三十一日 | | | | | | |
| Bank and other borrowings | 銀行及其他借貸 | 441,080 | 928,418 | 322,516 | 992,811 | - | 2,684,825 |
| Trade and other payables | 貿易及其他應付款項 | 1,552,676 | - | - | - | - | 1,552,676 |
| Amounts due to associates | 欠聯營公司款項 | 12,527 | - | - | - | - | 12,527 |
| Amount due to a jointly controlled entity | 欠一間共同控制企業款項 | 79,063 | - | - | - | - | 79,063 |
| Loan notes | 貸款票據 | - | - | 3,853 | 118,234 | - | 122,087 |
| Financial liabilities at fair value through profit or loss | 透過損益賬按公平價值處理之金融負債 | 1,972 | - | - | - | - | 1,972 |

The financial risks exposed to the Company at the balance sheet dates are immaterial.

本公司於結算日的金融風險極微。

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8. MANAGEMENT OF THE FIXED-FEE CONTRACTS

The Group enters into certain fixed-fee contracts, in which the Group uses its own medical centres/clinics staff and other resources to provide medical/dental services covered by the contracts. The level of services to be rendered under the fixed-fee contracts is uncertain and depends on uncertain future events. The Group has to consider whether the cost of meeting its contractual obligations to provide the services under the fixed-fee contracts may exceed the revenue it will receive and the probability of such risk (the "Risk"), when assessing the pricing and provisioning for such contracts.

The frequency and severity of the Risk are affected by many factors, including, inter alia, the health status and awareness of the persons covered by the fixed-fee contracts and that of the general public in Hong Kong, the outbreak/potential outbreak of any epidemic, climatic changes, the duration of those contracts (which in general are of short duration), as well as a diversity of social, industrial and economic factors. The risk associated with such factors (including an undue concentration thereof and the probability of the occurrence of certain events affected by them) on the actual recovery rate for individual contracts is the key source of uncertainty that needs to be estimated.

The Group manages the Risk through periodic reviews of the estimated and actual recovery rate of individual contracts and includes such assessment in establishing its pricing and contract continuance policies.

As the related assets and liabilities of the fixed-fee contracts are non-interest-bearing and as the provisions of services on credit are in general only made to customers with good credit history or of low risk profile, the Group's exposure to interest rate risk and credit risk in respect of such contracts is considered to be minimal.

As at 31st December, 2007, accounts receivable and deferred revenue of the Group attributable to its fixed-fee contracts amounted to approximately HK\$10,047,000 (2006: HK\$6,859,000) and HK\$3,416,000 (2006: HK\$3,151,000), respectively.

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8. 固定費用合約管理

本集團訂立若干固定費用合約，據此，本集團使用其本身之醫療／診所人員及其他資源提供合約涵蓋之醫療／牙科服務。根據固定費用合約將提供之服務水平並不確定，且須視乎不確定之未來事件。於評估該等合約之定價及條文時，本集團須考慮為履行根據固定費用合約提供服務之合約義務所需成本是否會超過其將收取之收益及風險（「風險」）之機率。

風險之頻率及嚴重程度受多項因素影響，包括（其中包括）固定費用合約參與人士及香港公眾之健康狀況及意識、爆發／可能爆發任何傳染疾病、氣候變化、該等合約之期限（一般為短期）以及各種社會、行業及經濟因素。與該等涉及個別合約之實際收回之可能性的因素（包括該等因素之過度集中及可能發生若干受該等因素影響之事件）有關之風險乃須予以估計之不明朗因素之主要來源。

本集團透過定期審查個別合約之估計及實際收回率管理風險，並在確立定價及續約政策時考慮該等評估。

由於固定費用合約的相關資產及負債並不計息，加上僅會向信貸紀錄良好或風險低的客戶以記賬形式提供服務，故此本集團有關該等合約的利率風險及信貸風險極低。

於二零零七年十二月三十一日，本集團固定費用合約之應收賬款及遞延收益分別約為10,047,000港元（二零零六年：6,859,000港元）及3,416,000港元（二零零六年：3,151,000港元）。

9. REVENUE

Revenue represents the amounts received and receivable that are derived from the provision of medical services, nursing agency, physiotherapy and dental services, and elderly care services, consumer finance, property rental, hotel operations and property management services, provision of consultancy and other services, interest and dividend income, income from corporate finance and advisory services, and profit from securities margin financing and term loan financing and insurance broking services, and net profit from trading in securities, income from bullion transactions and differences on foreign exchange transactions.

9. 收益

收益代表來自提供醫療服務、看護代理、理療及牙科服務以及老年人護理服務、私人財務、物業租賃、酒店業務及物業管理服務、提供顧問及其他服務已收及應收之款項、利息及股息收入、來自企業融資及顧問服務收入、來自證券孖展融資及有期貨款融資及保險經紀服務溢利，以及買賣證券之溢利淨額、黃金交易收入以及外匯交易差額。

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|--|---------------------------|----------------------------------|----------------------------------|
| Interest income on loans and advances to consumer finance customers | 私人財務客戶貸款及墊款之利息收入 | 1,113,668 | 976,785 |
| Securities broking | 證券經紀 | 1,060,420 | 463,838 |
| Medical services, nursing agency, physiotherapy and dental services, and elderly care services | 醫療服務、護理介紹所、物理治療及牙科服務及護老服務 | 947,701 | 222,594 |
| Other interest income | 其他利息收入 | 689,386 | 363,800 |
| Income from corporate finance and others | 企業融資及其他收入 | 399,611 | 274,602 |
| Trading profit from forex, bullion, commodities and futures | 外匯、黃金、商品及期貨之交易溢利 | 278,060 | 222,250 |
| Trading profit from securities | 證券之交易溢利 | 204,334 | 80,291 |
| Property rental, hotel operations and management services | 物業租賃、酒店業務及管理服務 | 199,227 | 179,493 |
| Dividend income | 股息收入 | 33,089 | 26,981 |
| | | 4,925,496 | 2,810,634 |

All interest income for the current year is derived from financial assets that are not carried at fair value through profit or loss.

本年度之所有利息收入乃來自非透過損益賬按公平價值處理之金融資產。

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10. SEGMENTAL INFORMATION

The Group has the following main business segments:

- Investment, broking and finance – trading in securities, provision of securities broking and related services, provision of broking services in forex, bullion and commodities, provision of securities margin financing and insurance broking services, provision of related financing and advisory products, and provision of term loan financing.
- Consumer finance – providing consumer loan finance products.
- Healthcare – providing medical services, nursing agency, physiotherapy, dental services and elderly care services.
- Property development and investment – development and sale of properties, property rental, provision of property management services and hotel operations managed by third parties.
- Corporate and other operations – including corporate revenue and expenses and results of unallocated operations.

Business segments are presented as the primary reporting format and geographical segments as the secondary reporting format.

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10. 分部資料

本集團之主要業務分部如下：

- 投資、經紀及金融－買賣證券、提供證券經紀及相關服務、提供外匯、黃金及商品之經紀服務、提供證券孖展融資及保險經紀服務、提供有關融資及顧問產品以及提供有期貨款融資。
- 私人財務－提供私人客戶貸款財務產品。
- 保健－提供醫療服務、護理介紹所、物理治療及牙科服務，以及護老服務。
- 物業發展及投資－發展及銷售物業、物業租賃、提供物業管理服務以及由第三方管理之酒店業務。
- 企業及其他業務－包括企業收益及開支以及未分配業務業績。

業務分部為主要呈報方式，而地域分部為次要呈報方式。

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10. SEGMENTAL INFORMATION (CONT'D)

10. 分部資料(續)

Analysis of the Group's business segmental information is as follows:

本集團之業務分部資料分析如下：

| | | 2007 二零零七年 | | | | | Total 總額 HK\$'000 千港元 |
|---|---------------------|--|--|-------------------------------------|--|--|--------------------------------|
| | | Investment, broking and finance 投資、經紀及金融 HK\$'000 千港元 | Consumer finance 私人財務 HK\$'000 千港元 | Healthcare 保健 HK\$'000 千港元 | Property development and investment 物業發展及投資 HK\$'000 千港元 | Corporate and other operations 企業及其他業務 HK\$'000 千港元 | |
| Revenue | 收益 | 2,653,561 | 1,124,942 | 957,323 | 207,806 | 212,949 | 5,156,581 |
| Less: inter-segment revenue | 減：分部間之收益 | (24,710) | - | - | (8,579) | (197,796) | (231,085) |
| | | <u>2,628,851</u> | <u>1,124,942</u> | <u>957,323</u> | <u>199,227</u> | <u>15,153</u> | <u>4,925,496</u> |
| Segment results | 分部業績 | 1,955,285 | 560,750 | 50,117 | 601,384 | (24,801) | 3,142,735 |
| Net profit on deemed disposal of partial interests in subsidiaries | 視為出售附屬公司部份權益之溢利淨額 | | | | | | 401,844 |
| Net profit on deemed disposal of partial interests in listed associates | 視為出售上市聯營公司部份權益之溢利淨額 | | | | | | 151,522 |
| Finance costs | 融資成本 | | | | | | (341,273) |
| Share of results of associates | 應佔聯營公司業績 | | | | | | 301,195 |
| Share of results of jointly controlled entities | 應佔共同控制企業業績 | 827 | - | - | 130,279 | - | 131,106 |
| Profit before taxation | 除稅前溢利 | | | | | | 3,787,129 |
| Taxation | 稅項 | | | | | | (310,381) |
| Profit for the year | 本年度溢利 | | | | | | <u>3,476,748</u> |
| Segment assets | 分部資產 | 10,055,893 | 3,964,390 | 884,372 | 4,295,181 | 1,060,659 | 20,260,495 |
| Interests in associates | 於聯營公司之權益 | | | | | | 3,453,940 |
| Interests in jointly controlled entities | 於共同控制企業之權益 | 971 | - | 519 | 997,277 | - | 998,767 |
| Deferred tax assets | 遞延稅項資產 | | | | | | 66,576 |
| Amounts due from associates | 聯營公司欠款 | | | | | | 156,448 |
| Amount due from a jointly controlled entity | 一間共同控制企業欠款 | | | | | | 2,192 |
| Taxation recoverable | 可收回稅項 | | | | | | <u>3,382</u> |
| Total assets | 資產總值 | | | | | | <u>24,941,800</u> |
| Segment liabilities | 分部負債 | 2,008,151 | 1,650,834 | 130,467 | 68,863 | 4,775 | 3,863,090 |
| Amounts due to associates | 欠聯營公司款項 | | | | | | 12,605 |
| Amount due to a jointly controlled entity | 欠一間共同控制企業款項 | | | | | | 39,063 |
| Tax payable | 應付稅項 | | | | | | 152,616 |
| Bank and other borrowings | 銀行及其他借貸 | | | | | | 2,147,293 |
| Deferred tax liabilities | 遞延稅項負債 | | | | | | <u>308,178</u> |
| Total liabilities | 負債總額 | | | | | | <u>6,522,845</u> |
| Other information | 其他資料 | | | | | | |
| Depreciation | 折舊 | 16,716 | 7,624 | 16,161 | 5,239 | 585 | 46,325 |
| Amortisation of prepaid land lease payments | 預繳地價攤銷 | 2,522 | - | - | 2,895 | - | 5,417 |
| Amortisation of intangible assets | 無形資產攤銷 | 5,272 | - | 20,980 | - | - | 26,252 |
| Impairment losses reversed | 減值虧損撥回 | 24,873 | - | - | 39,403 | - | 64,276 |
| Increase in fair value of investment properties | 投資物業公平價值增加 | - | - | - | 445,878 | - | 445,878 |
| Bad and doubtful debts | 呆壞賬 | 8,797 | 259,552 | 1,120 | (63) | - | 269,406 |
| Capital additions | 資本增加 | 127,273 | 9,093 | 21,238 | 2,035 | 357 | <u>159,996</u> |

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10. SEGMENTAL INFORMATION (CONT'D)

10. 分部資料(續)

| | | 2006 二零零六年 | | | | | Total 總額 HK\$'000 千港元 (Restated) (重列) |
|---|---------------------|--|--|---|--|--|--|
| | | Investment, broking and finance 投資、經紀及金融 HK\$'000 千港元 | Consumer finance 私人財務 HK\$'000 千港元 | Healthcare 保健 HK\$'000 千港元 (Restated) (重列) | Property development and investment 物業發展及投資 HK\$'000 千港元 | Corporate and other operations 企業及其他業務 HK\$'000 千港元 | |
| Revenue | 收益 | 1,436,873 | 992,294 | 224,579 | 187,972 | 93,705 | 2,935,423 |
| Less: inter-segment revenue | 減：分部間之收益 | (29,565) | — | — | (8,479) | (86,745) | (124,789) |
| | | <u>1,407,308</u> | <u>992,294</u> | <u>224,579</u> | <u>179,493</u> | <u>6,960</u> | <u>2,810,634</u> |
| Segment results | 分部業績 | 693,227 | 580,289 | 17,983 | 318,215 | (15,990) | 1,593,724 |
| Net profit on deemed disposal of partial interests in subsidiaries | 視為出售附屬公司部份權益之溢利淨額 | | | | | | 325,061 |
| Net loss on deemed disposal of partial interests in listed associates | 視為出售上市聯營公司部份權益之虧損淨額 | | | | | | (80,932) |
| Finance costs | 融資成本 | | | | | | (206,453) |
| Share of results of associates | 應佔聯營公司業績 | | | | | | 8,982 |
| Share of results of jointly controlled entities | 應佔共同控制企業業績 | 1,464 | — | (149) | 158,672 | — | 159,987 |
| Profit before taxation | 除稅前溢利 | | | | | | 1,800,369 |
| Taxation | 稅項 | | | | | | (130,740) |
| Profit for the year | 本年度溢利 | | | | | | <u>1,669,629</u> |
| Segment assets | 分部資產 | 6,587,014 | 3,338,491 | 825,970 | 3,781,962 | 9,414 | 14,542,851 |
| Interests in associates | 於聯營公司之權益 | | | | | | 2,521,862 |
| Interests in jointly controlled entities | 於共同控制企業之權益 | 2,455 | — | 477 | 911,160 | — | 914,092 |
| Deferred tax assets | 遞延稅項資產 | | | | | | 47,709 |
| Amounts due from associates | 聯營公司欠款 | | | | | | 158,702 |
| Amount due from a jointly controlled entity | 一間共同控制企業欠款 | | | | | | 2,185 |
| Taxation recoverable | 可收回稅項 | | | | | | <u>2,660</u> |
| Total assets | 資產總值 | | | | | | <u>18,190,061</u> |
| Segment liabilities | 分部負債 | 1,536,738 | 970,674 | 120,759 | 61,579 | 5,026 | 2,694,776 |
| Amounts due to associates | 欠聯營公司款項 | | | | | | 12,527 |
| Amount due to a jointly controlled entity | 欠一間共同控制企業款項 | | | | | | 79,063 |
| Tax payable | 應付稅項 | | | | | | 83,481 |
| Bank and other borrowings | 銀行及其他借貸 | | | | | | 1,614,732 |
| Convertible bonds | 可換股債券 | | | | | | 34,384 |
| Deferred tax liabilities | 遞延稅項負債 | | | | | | <u>249,979</u> |
| Total liabilities | 負債總額 | | | | | | <u>4,768,942</u> |
| Other information | 其他資料 | | | | | | |
| Depreciation | 折舊 | 17,578 | 7,623 | 4,081 | 6,284 | 655 | 36,221 |
| Amortisation of prepaid land lease payments | 預繳地價攤銷 | 4,225 | — | — | — | — | 4,225 |
| Amortisation of intangible assets | 無形資產攤銷 | 1,622 | — | — | 2,895 | — | 4,517 |
| Impairment losses recognised | 已確認減值虧損 | 59,726 | — | — | 6,972 | — | 66,698 |
| Increase in fair value of investment properties | 投資物業公平價值增加 | — | — | — | 240,296 | — | 240,296 |
| Bad and doubtful debts (written back) | 呆壞賬(撥回) | (8,371) | 86,440 | 1,475 | (618) | 60,294 | 139,220 |
| Capital additions | 資本增加 | 38,167 | 8,147 | 2,844 | 5,050 | 1,468 | <u>55,676</u> |

Inter-segment transactions have been entered into on terms agreed by the parties concerned.

分部間交易按有關各方協定的條款訂立。

During the year, less than 10% of the operations of the Group in terms of revenue, segment results and assets were carried on or were situated outside Hong Kong. Accordingly, no geographical segmental information is shown.

於本年度，本集團在香港以外地區之收益、分部業績及資產之業務比重均少於10%，因此並無呈列地區分部資料。

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11. NET PROFIT ON DEEMED DISPOSAL OF PARTIAL INTERESTS IN SUBSIDIARIES**11. 視為出售附屬公司部份權益之溢利淨額**

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 (Restated) (重列) |
|---|----------------------------|----------------------------------|--|
| Net profit on deemed disposal of partial interests in subsidiaries comprises: | 視為出售附屬公司部份權益之溢利淨額包括： | | |
| Share placing of 166,000,000 shares of a subsidiary (note) | 一間附屬公司配售166,000,000股股份(附註) | 454,838 | — |
| Share placing of 248,000,000 shares of a subsidiary | 一間附屬公司配售248,000,000股股份 | — | 324,320 |
| Exercise of warrants of subsidiaries by warrants holders | 認股權證持有人行使附屬公司之認股權證 | (52,994) | 741 |
| | | 401,844 | 325,061 |

Note: Allied Properties (H.K.) Limited ("Allied Properties"), a listed subsidiary of the Company, through its wholly-owned subsidiary, had completed share placing of 166,000,000 shares ("Share Placing") of Sun Hung Kai, a listed subsidiary of Allied Properties, on 12th November, 2007. The top-up subscription of 166,000,000 new shares of Sun Hung Kai was completed on 13th November, 2007. The shareholdings in Sun Hung Kai held by Allied Properties before the Share Placing and after top-up subscription were 64.34% and 57.98% respectively.

附註：聯合地產(香港)有限公司(「聯合地產」，本公司之上市附屬公司)透過其全資附屬公司於二零零七年十一月十二日完成聯合地產之上市附屬公司新鴻基166,000,000股股份配售(「股份配售」)。以先舊後新方式認購166,000,000股新鴻基新股份於二零零七年十一月十三日完成。於股份配售前及以先舊後新方式認購完成後，聯合地產於新鴻基之持股權分別為64.34%及57.98%。

12. CHANGES IN VALUES OF PROPERTIES**12. 物業價值變動**

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|---|------------------|----------------------------------|----------------------------------|
| Changes in values of properties comprise: | 物業價值變動包括： | | |
| Net increase in fair value of investment properties | 投資物業之公平價值增加淨額 | 445,878 | 240,296 |
| Reversal (recognition) of impairment loss of properties held for sale | 撥回(確認)待出售物業之減值虧損 | 34,660 | (5,900) |
| Impairment loss reversed (recognised) for hotel property | 已撥回(確認)酒店物業之減值虧損 | 4,743 | (1,072) |
| | | 485,281 | 233,324 |

The recognition and reversal of impairment losses was based on the lower of cost and value in use for hotel property and the lower of cost and net realisable value for properties held for sale. The value in use and net realisable values were determined with reference to the respective fair values of the properties based on independent professional valuation at 31st December, 2007.

確認及撥回之減值虧損乃基於酒店物業之成本及使用價值兩者中之較低者及待出售物業之成本及可變現淨值兩者中之較低者。使用價值及可變現淨值乃參考各物業根據二零零七年十二月三十一日之獨立專業估值的相關公平價值釐定。

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13. NET PROFIT (LOSS) ON DEEMED DISPOSAL OF PARTIAL INTERESTS IN LISTED ASSOCIATES**13. 視為出售上市聯營公司部份權益之溢利(虧損)淨額**

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|--|--|----------------------------------|----------------------------------|
| Net profit (loss) on deemed disposal of partial interests in listed associates arises from the following: | 視為出售上市聯營公司部份權益之溢利(虧損)淨額來自： | | |
| (a) – Subscription of new shares of a listed associate by third parties | (a) – 第三方認購上市聯營公司之新股份 | 141,019 | – |
| – Share placing and top-up subscription of new shares of a listed associate | – 股份配售及以先舊後新方式認購一間上市聯營公司新股份 | 10,503 | (13,377) |
| – Exercise of unlisted warrants of a listed associate conferring rights to subscribe for up to 78,800,000 new shares by a subscriber | – 一名認購人行使一間上市聯營公司賦予認購最多78,800,000股新股份之權利之非上市認股權證 | – | (67,875) |
| (b) Exercise of share options and listed warrants of another listed associate | (b) 行使另外一間上市聯營公司之購股權及上市認股權證 | – | 320 |
| | | 151,522 | (80,932) |

14. BAD AND DOUBTFUL DEBTS**14. 呆壞賬**

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|-------------------------|------|----------------------------------|----------------------------------|
| Bad debts written off | 壞賬撇銷 | 198,182 | 164,656 |
| Impairment allowance | 減值撥備 | 119,551 | 29,619 |
| Impairment written back | 減值撥回 | (21,957) | (8,240) |
| Bad debts recovered | 收回壞賬 | (26,370) | (46,815) |
| | | 269,406 | 139,220 |

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15. INFORMATION REGARDING DIRECTORS' AND EMPLOYEES' EMOLUMENTS

15. 董事及僱員酬金資料

(a) The emoluments paid or payable to each of the nine (2006: nine) Directors were as follows:

(a) 已付或應付九名(二零零六年: 九名)董事之酬金如下:

| | | 2007 二零零七年 | | | | |
|----------------------|--------------------|--|---|---|---|---|
| | | Directors' fees 董事袍金 HK\$'000 千港元 | Salaries and other benefits 薪金及其他福利 HK\$'000 千港元 | Bonus payments 花紅 HK\$'000 千港元 (Note) (附註) | Retirement benefits scheme contributions 退休福利計劃供款 HK\$'000 千港元 | Total emoluments 酬金總額 HK\$'000 千港元 |
| | | | | | | |
| Lee Seng Hui | 李成輝 | — | 6,195 | 10,000 | 92 | 16,287 |
| Edwin Lo King Yau | 勞景祐 | — | 1,430 | 1,200 | 66 | 2,696 |
| Lee Su Hwei | 李淑慧 | — | — | — | — | — |
| Arthur George Dew | 狄亞法 | — | 1,506 | — | 52 | 1,558 |
| Wong Po Yan | 黃保欣 | — | 150 | — | — | 150 |
| David Craig Bartlett | 白禮德 | 10 | 225 | — | — | 235 |
| John Douglas Mackie | 麥尊德 | — | 150 | — | — | 150 |
| Mak Pak Hung | 麥伯雄 | — | 2,235 | 1,125 | 101 | 3,461 |
| Alan Stephen Jones | Alan Stephen Jones | 10 | 600 | — | — | 610 |
| | | 20 | 12,491 | 12,325 | 311 | 25,147 |

| | | 2006 二零零六年 | | | | |
|----------------------|--------------------|--|---|---|---|---|
| | | Directors' fees 董事袍金 HK\$'000 千港元 | Salaries and other benefits 薪金及其他福利 HK\$'000 千港元 | Bonus payments 花紅 HK\$'000 千港元 (Note) (附註) | Retirement benefits scheme contributions 退休福利計劃供款 HK\$'000 千港元 | Total emoluments 酬金總額 HK\$'000 千港元 |
| | | | | | | |
| Lee Seng Hui | 李成輝 | — | 6,089 | 1,500 | 90 | 7,679 |
| Edwin Lo King Yau | 勞景祐 | 7 | 1,365 | 1,010 | 63 | 2,445 |
| Lee Su Hwei | 李淑慧 | — | — | — | — | — |
| Arthur George Dew | 狄亞法 | 12 | 2,815 | 1,300 | 96 | 4,223 |
| Wong Po Yan | 黃保欣 | — | 150 | — | — | 150 |
| David Craig Bartlett | 白禮德 | 10 | 225 | — | — | 235 |
| John Douglas Mackie | 麥尊德 | — | 150 | — | — | 150 |
| Mak Pak Hung | 麥伯雄 | — | 2,124 | 575 | 91 | 2,790 |
| Alan Stephen Jones | Alan Stephen Jones | 10 | 597 | — | — | 607 |
| | | 39 | 13,515 | 4,385 | 340 | 18,279 |

Note: The amounts represented the actual bonus of the preceding year paid to respective directors during the year. The bonus of the year 2007 has yet to be decided.

附註: 有關款項乃年內已付相關董事去年的花紅實際金額。二零零七年的花紅尚待釐定。

15. INFORMATION REGARDING DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONT'D)

(a) (Cont'd)

The Company provided management services to certain listed subsidiaries and associates and charged these companies management fees. The above emoluments include all amounts paid or payable to the Company's directors by the Company or the subsidiaries during 2007. However, it should be noted that the amount above for Mr. Edwin Lo includes an amount of HK\$1,115,000 (2006: HK\$1,097,000) that has been included in the 2007 management fee charged by the Company to a listed associate, Tian An China Investments Company Limited ("Tian An"), for management services performed by Mr. Lo as a director of Tian An and Tian An has disclosed in its 2007 annual report the HK\$1,115,000 (2006: HK\$1,097,000) as part of the emoluments of Mr. Lo.

(b) Employees' emoluments

The five highest paid individuals included one (2006: one) of the Directors, details of whose emoluments are set out in 15(a) above. The combined emoluments of the remaining four (2006: four) individuals are as follows:

| | |
|---|----------|
| Salaries and other benefits | 薪金及其他福利 |
| Bonus payments | 花紅 |
| Retirement benefit scheme contributions | 退休福利計劃供款 |
| Incentive/Commission | 獎金／佣金 |

(a) (續)

本公司向若干上市附屬公司及聯營公司提供管理服務，並向該等公司收取管理費。上述酬金包括本公司或附屬公司於二零零七年已付或應付本公司董事之所有款項。然而，謹請注意，上述有關勞景祐先生之款項包括一筆為數1,115,000港元(二零零六年：1,097,000港元)之款項，該筆款項已列入本公司就勞先生擔任一間上市聯營公司天安中國投資有限公司(「天安」)之董事履行管理服務而向天安收取之二零零七年管理費內，天安已將該筆1,115,000港元(二零零六年：1,097,000港元)之款項作為勞先生酬金之一部份披露於其二零零七年年報內。

(b) 僱員酬金

五名最高薪酬之人士包括一名(二零零六年：一名)董事，其酬金詳情載於上文附註第15(a)項。其餘四名(二零零六年：四名)人士之合併酬金如下：

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|---|----------|----------------------------------|----------------------------------|
| Salaries and other benefits | 薪金及其他福利 | 9,351 | 4,639 |
| Bonus payments | 花紅 | 36,832 | 9,850 |
| Retirement benefit scheme contributions | 退休福利計劃供款 | 375 | 350 |
| Incentive/Commission | 獎金／佣金 | 28,672 | 17,743 |
| | | 75,230 | 32,582 |

The emoluments of the above employees who were not Directors of the Company, were within the following bands:

上述非本公司董事之僱員酬金之金額範圍如下：

| | | Number of employees 僱員人數 | |
|---------------------------------|---------------------------|-----------------------------|---------------|
| | | 2007 二零零七年 | 2006 二零零六年 |
| HK\$6,500,001 – HK\$7,000,000 | 6,500,001港元–7,000,000港元 | – | 1 |
| HK\$7,000,001 – HK\$7,500,000 | 7,000,001港元–7,500,000港元 | – | 2 |
| HK\$11,500,001 – HK\$12,000,000 | 11,500,001港元–12,000,000港元 | – | 1 |
| HK\$12,500,001 – HK\$13,000,000 | 12,500,001港元–13,000,000港元 | 1 | – |
| HK\$17,500,001 – HK\$18,000,000 | 17,500,001港元–18,000,000港元 | 1 | – |
| HK\$19,500,001 – HK\$20,000,000 | 19,500,001港元–20,000,000港元 | 1 | – |
| HK\$25,000,001 – HK\$25,500,000 | 25,000,001港元–25,500,000港元 | 1 | – |
| | | 4 | 4 |

16. FINANCE COSTS

16. 融資成本

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|---|-------------------------|----------------------------------|----------------------------------|
| Interest on: | 利息： | | |
| Bank borrowings wholly repayable within five years | 五年內全數償還之銀行借貸 | 383,364 | 236,565 |
| Bank borrowings not wholly repayable within five years | 毋須於五年內全數償還之銀行借貸 | 2,741 | — |
| Outstanding advances due to an investee company | 應付所投資公司之未償還墊款 | — | 10,082 |
| Loan notes wholly repayable within five years | 五年內全數償還之貸款票據 | 8,428 | 8,236 |
| Convertible bonds issued by a subsidiary wholly repayable within five years | 五年內全數償還之一間附屬公司所發行之可換股債券 | 1,226 | 410 |
| Others | 其他 | 1,011 | 922 |
| | | 396,770 | 256,215 |
| Total finance costs included in: | 計入下列項目內之融資成本總額： | | |
| Cost of sales and other direct costs | 銷售成本及其他直接成本 | 55,497 | 49,762 |
| Finance costs | 融資成本 | 341,273 | 206,453 |
| | | 396,770 | 256,215 |

All of the interest expense is derived from financial liabilities that are not carried at fair value through profit or loss.

所有利息支出乃來自非透過損益賬按公平價值處理之金融負債。

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17. PROFIT BEFORE TAXATION

17. 除税前溢利

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|---|--|----------------------------------|----------------------------------|
| Profit before taxation has been arrived at after charging: | 除税前溢利已扣除： | | |
| Auditor's remuneration | 核數師酬金 | | |
| Current year | 本年度 | 8,092 | 6,732 |
| Overprovision in prior years | 過往年度超額撥備 | (235) | (262) |
| | | 7,857 | 6,470 |
| Amortisation of intangible assets | 無形資產攤銷 | 26,252 | 4,225 |
| Amortisation of prepaid land lease payments | 預繳地價攤銷 | 5,417 | 4,517 |
| Commission expenses and sales incentives to account executives and certain staff | 應付業務代表及若干僱員之佣金支出及銷售表現獎金 | 398,619 | 214,690 |
| Contribution to Sun Hung Kai Employee Ownership Scheme | 新鴻基僱員股份擁有計劃的供款 | 30,000 | — |
| Cost of inventories expensed | 存貨開支成本 | 44,928 | 10,256 |
| Depreciation | 折舊 | 46,325 | 36,221 |
| Impairment loss recognised in respect of intangible assets | 無形資產之已確認減值虧損 | — | 1,523 |
| Impairment loss recognised in respect of other financial assets | 其他金融資產之已確認減值虧損 | — | 375 |
| Loss on disposal of an investment property | 出售一項投資物業之虧損 | — | 146 |
| Loss on disposal of partial interest in a subsidiary | 出售一間附屬公司部份權益之虧損 | — | 261 |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備之虧損 | 4,779 | 395 |
| Loss on redemption of convertible bonds | 贖回可換股債券之虧損 | 979 | — |
| Loss on repurchase of loan note | 購回貸款票據之虧損 | — | 1,076 |
| Net unrealised loss on financial assets at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產之未變現虧損淨額 | 5,822 | — |
| — derivatives | — 衍生工具 | — | — |
| Net unrealised loss on financial assets at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產之未變現虧損淨額 | 13,758 | — |
| — equity securities | — 股本證券 | — | — |
| Retirement benefit scheme contributions, net of forfeited contributions of HK\$1,450,000 (2006: HK\$175,000) (note 56) | 退休福利計劃供款，扣除為數1,450,000港元之沒收供款(二零零六年：175,000港元)(附註56) | 28,412 | 20,783 |
| Staff costs (including Directors' emoluments but excluding contributions to retirement benefit scheme and Sun Hung Kai's Employee Ownership Scheme) | 員工成本(包括董事酬金但不包括退休福利計劃供款及新鴻基僱員股份擁有計劃供款) | 882,605 | 486,723 |

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17. PROFIT BEFORE TAXATION (CONT'D)

17. 除稅前溢利(續)

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|--|---|----------------------------------|----------------------------------|
| and after crediting: | 並已計入： | | |
| Dividend income from listed equity securities | 上市股本證券之股息收入 | 24,566 | 22,002 |
| Dividend income from unlisted equity securities | 非上市股本證券之股息收入 | 8,523 | 4,979 |
| Discount on acquisition of additional interests in an associate | 收購一間聯營公司額外權益之折讓 | 872 | — |
| Discount on acquisition of additional interest in a subsidiary | 收購一間附屬公司額外權益之折讓 | — | 634 |
| Discount on acquisition of associates | 於收購聯營公司時之折讓 | 242 | 21,634 |
| Impairment loss reversed in respect of associates | 聯營公司之已撥回減值虧損 | 26,873 | — |
| Net profit on dealing in leveraged foreign currencies | 槓桿外匯交易溢利淨額 | 8,514 | 8,304 |
| Net profit on other dealing activities | 其他買賣活動之溢利淨額 | 12,418 | 23,961 |
| Net realised and unrealised profit on unlisted investment funds | 非上市投資基金之已變現及未變現溢利淨額 | 68,728 | 17,326 |
| Net realised profit on derivatives | 衍生工具之已變現溢利淨額 | 160,716 | 27,267 |
| Net realised profit on financial assets at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產之已變現溢利淨額 | 122,460 | 34,441 |
| Net unrealised profit on derivative at fair value through profit or loss | 衍生工具之未變現溢利淨額 | — | 12,413 |
| Net unrealised profit on financial assets at fair value through profit or loss – equity securities | 透過損益賬按公平價值處理之金融資產之未變現溢利淨額—股本證券 | — | 32,067 |
| Profit on deemed acquisition of interests in an associate | 視為出售一間聯營公司權益之溢利 | 636 | — |
| Profit on disposal of an investment property | 出售一項投資物業之溢利 | 11,902 | — |
| Profit on disposal of associates | 出售聯營公司之溢利 | 2,460 | — |
| Profit on disposal of available-for-sale financial assets | 出售可供出售金融資產之溢利 | 598,227 | 164,113 |
| Profit on disposal of subsidiaries | 出售附屬公司之溢利 | 61,689 | 14,460 |
| Rental income from investment properties under operating leases, net of outgoings of HK\$24,982,000 (2006: HK\$24,627,000) | 經營租約投資物業之租金收入扣除支出24,982,000港元(二零零六年：24,627,000港元) | 91,504 | 72,441 |
| Share of profit of discontinued operations of listed associates | 應佔上市聯營公司終止經營業務之溢利 | 72,922 | 2,029 |

18. TAXATION

18. 稅項

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|---|--------------|----------------------------------|----------------------------------|
| The income tax charge (credit) comprises: | 所得稅支出(抵免)包括: | | |
| Current tax: | 本期稅項: | | |
| Hong Kong | 香港 | 278,387 | 168,070 |
| Other jurisdictions | 其他司法地區 | 2,554 | (46) |
| | | 280,941 | 168,024 |
| Deferred tax (note 35) | 遞延稅項(附註35) | 29,440 | (37,284) |
| | | 310,381 | 130,740 |

Hong Kong Profits Tax is calculated at the rate of 17.5% (2006: 17.5%) of the estimated assessable profits for the year.

香港利得稅按年內估計應課稅溢利及稅率17.5%(二零零六年: 17.5%)計算。

Taxation arising in other jurisdictions is calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in the relevant jurisdictions

來自其他司法地區的稅項按年內估計應課稅溢利以有關司法地區內各國之現行稅率計算。

The charge for the year can be reconciled to the profit before taxation as follows:

本年度稅項支出與除稅前溢利之對賬如下:

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|--|-------------------------|----------------------------------|----------------------------------|
| Profit before taxation | 除稅前溢利 | 3,787,129 | 1,800,369 |
| Less: share of results of associates | 減: 應佔聯營公司業績 | (301,195) | (8,982) |
| share of results of jointly controlled entities | 應佔共同控制企業業績 | (131,106) | (159,987) |
| Profit attributable to the Company and subsidiaries | 本公司及附屬公司應佔溢利 | 3,354,828 | 1,631,400 |
| Tax at Hong Kong Profits Tax rate at 17.5% | 以香港利得稅稅率17.5%計算之稅項 | 587,095 | 285,495 |
| Effect of different income tax rate of overseas subsidiaries | 海外附屬公司不同所得稅率之影響 | (106) | 352 |
| Tax effect of expenses that are not deductible for tax purposes | 不可用作扣稅支出之稅項影響 | 73,597 | 64,622 |
| Tax effect of income that is not assessable for tax purposes | 毋須課稅收入之稅項影響 | (300,539) | (144,201) |
| Tax effect of tax losses not recognised | 未確認稅務虧損之稅項影響 | 3,519 | 15,111 |
| Tax effect of utilisation of tax losses not previously recognised | 動用之前未確認稅務虧損之稅項影響 | (24,048) | (8,022) |
| Tax effect of utilisation of unrecognised deductible temporary differences | 動用未確認可扣稅臨時差額之稅項影響 | (29,817) | (81,891) |
| Under (over) provision in previous year | 過往年度撥備不足(超額撥備) | 1,403 | (499) |
| Tax effect of derecognition of the deferred tax on early redemption of convertible bonds | 提早贖回可換股債券時終止確認遞延稅項之稅項影響 | (735) | - |
| Others | 其他 | 12 | (227) |
| Taxation for the year | 本年度稅項 | 310,381 | 130,740 |

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19. EARNINGS PER SHARE

19. 每股盈利

The calculation of basic and diluted earnings per share attributable to the equity holders of the Company is based on the following:

本公司股權東應佔每股基本及攤薄盈利乃按以下各項計算：

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 (Restated) (重列) |
|--|---------------------------------------|----------------------------------|--|
| Earnings | 盈利 | | |
| Earnings for the purposes of basic earnings per share (profit for the year attributable to equity holders of the Company) | 用以計算每股基本盈利之盈利 (本公司股東應佔本年度溢利) | 1,901,254 | 1,028,792 |
| Adjustments to earnings in respect of the effect of dilutive potential ordinary shares arising from warrants and convertible bonds of subsidiaries | 就附屬公司之認股權證及可換股債券所產生之普通股潛在攤薄影響對盈利作出之調整 | - | (2,549) |
| Earnings for the purposes of diluted earnings per share | 用以計算每股攤薄盈利之盈利 | <u>1,901,254</u> | <u>1,026,243</u> |
| | | '000 千股 | '000 千股 |
| Number of shares | 股份數目 | | |
| Weighted average number of shares for the purpose of basic and diluted earnings per share | 用以計算每股基本及攤薄盈利之股份加權平均數 | <u>245,137</u> | <u>249,791</u> |

20. DIVIDEND

20. 股息

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|--|------------------------------|----------------------------------|----------------------------------|
| Ordinary shares: | 普通股： | | |
| Interim dividend of HK15 cents per share (2006: HK10 cents) | 中期股息每股15港仙 (二零零六年：10港仙) | 36,646 | 24,791 |
| Proposed final dividend of HK60 cents per share (2006: HK40 cents) | 擬派末期股息每股60港仙 (二零零六年：40港仙) | <u>146,496</u> | <u>98,633</u> |
| | | <u>183,142</u> | <u>123,424</u> |

A final dividend of HK60 cents (2006: HK40 cents) per share has been proposed by the Directors and is subject to approval by the shareholders at the forthcoming Annual General Meeting of the Company.

董事會已建議派發末期股息每股60港仙(二零零六年：40港仙)，惟須經本公司股東於應屆股東週年大會上批准。

The amount of the proposed final dividend for the year ended 31st December, 2007 has been calculated by reference to 244,160,423 shares in issue at 15th April, 2008.

截至二零零七年十二月三十一日止年度之擬派末期股息數額，乃參照於二零零八年四月十五日已發行244,160,423股股份計算。

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20. DIVIDEND (CONT'D)

In 2007, the Company paid and recognised dividends of HK\$97,873,000 and HK\$36,636,000, representing HK40 cents per share, being the final dividend of 2006 and HK15 cents per share, being the interim dividend of 2007 respectively.

In 2006, the Company paid and recognised dividends of HK\$37,637,000 and HK\$24,791,000, representing HK15 cents per share, being the final dividend of 2005 and HK10 cents per share, being the interim dividend of 2006 respectively.

20. 股息(續)

於二零零七年，本公司已就二零零六年末期股息及二零零七年中期股息支付及確認股息97,873,000港元及36,636,000港元，分別等同於每股40港仙及每股15港仙。

於二零零六年，本公司已就二零零五年末期股息及二零零六年中期股息支付及確認股息37,637,000港元及24,791,000港元，分別等同於每股15港仙及每股10港仙。

21. INVESTMENT PROPERTIES**21. 投資物業**

| | | The Group 本集團 | |
|--|------------------|---|---|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Fair value | 公平價值 | | |
| At 1st January | 於一月一日 | 2,780,300 | 2,626,100 |
| Addition | 增加 | 862 | 213 |
| Disposal | 出售 | (43,600) | (14,000) |
| Transferred from property, plant and equipment | 轉撥自物業、廠房及設備 | 143,000 | 34,200 |
| Transferred from properties held for sale | 轉撥自待出售物業 | 78,760 | — |
| Transferred to property, plant and equipment | 轉撥至物業、廠房及設備 | — | (106,509) |
| Increase in fair value recognised in the consolidated income statement | 於綜合收益賬內確認之公平價值增加 | 445,878 | 240,296 |
| At 31st December | 於十二月三十一日 | 3,405,200 | 2,780,300 |

The carrying amount of investment properties shown above comprises:

上述投資物業之賬面值如下：

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|--|-----------|---|---|
| Properties in Hong Kong: | 於香港之物業： | | |
| Long-term | 長期 | 2,744,300 | 2,213,300 |
| Medium-term | 中期 | 602,000 | 518,000 |
| Medium-term properties outside Hong Kong | 香港境外之中期物業 | 58,900 | 49,000 |
| | | 3,405,200 | 2,780,300 |

21. INVESTMENT PROPERTIES (CONT'D)

The fair value of the Group's investment properties at 31st December, 2007 and 31st December, 2006 have been arrived at on the basis of a valuation carried out on that day by Norton Appraisals Limited, a firm of independent and qualified professional valuers not connected with the Group. Norton Appraisals Limited have appropriate qualifications. The valuation, was principally based on investment approach by taking into account the current rents passing and the reversionary income potential of tenancies. For the properties which are currently vacant, the valuation was based on capitalisation of the hypothetical and reasonable market rents with a typical lease term or direct comparison approach.

At 31st December, 2007, the carrying value of investment properties pledged as security of the Group's bank and other borrowings amounted to HK\$3,379,200,000 (2006: HK\$2,750,300,000).

Details of the Group's investment properties and other assets being pledged to secure loans and general banking facilities are set out in note 57.

21. 投資物業(續)

本集團投資物業於二零零七年十二月三十一日及二零零六年十二月三十一日之公平價值已根據與本集團概無關連的獨立合資格專業估值師普敦國際評估有限公司於當日進行之估值釐定。普敦國際評估有限公司擁有合適的資格。該估值主要根據投資法考慮現行租金及可能獲得的租金收入而定。目前仍然空置之物業估值乃根據一般租期內的估計合理市場租金的市值或直接比較法釐定。

於二零零七年十二月三十一日，本集團就銀行及其他借貸而抵押之投資物業之賬面值為3,379,200,000港元(二零零六年：2,750,300,000港元)。

本集團就貸款及一般銀行信貸而抵押之投資物業及其他資產之詳情載於附註第57項。

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22. PROPERTY, PLANT AND EQUIPMENT

22. 物業、廠房及設備

| The Group 本集團 | | Hotel property 酒店物業 HK\$'000 千港元 | Leasehold land and buildings 租賃土地及 樓宇 HK\$'000 千港元 | Leasehold improve- ments 租約 樓宇裝修 HK\$'000 千港元 | Furniture, fixtures and equipment 傢俱、裝置 及設備 HK\$'000 千港元 | Motor vehicles and vessels 汽車 及汽船 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|---------------------|--|--|---|---|---|--------------------------------|
| Cost | 成本 | | | | | | |
| At 1st January, 2006 | 於二零零六年一月一日 | 374,199 | 75,666 | 88,695 | 171,991 | 29,495 | 740,046 |
| Exchange and other adjustments | 匯兌及其他調整 | - | (1) | 9 | 31 | - | 39 |
| Additions | 增加 | 142 | - | 18,572 | 23,889 | 2,332 | 44,935 |
| Transferred from investment properties | 轉撥自投資 物業 | - | 106,509 | - | - | - | 106,509 |
| Revaluation surplus on transfer to investment properties | 轉撥至投資物業之 重估盈餘 | - | 30,020 | - | - | - | 30,020 |
| Transfer to investment properties | 轉撥至投資物業 | - | (35,575) | - | - | - | (35,575) |
| Acquisition of subsidiaries | 收購附屬公司 | - | - | 22,814 | 16,679 | 207 | 39,700 |
| Disposals | 出售 | - | - | (2,353) | (5,873) | (2,498) | (10,724) |
| At 31st December, 2006 | 於二零零六年十二月三十一日 | 374,341 | 176,619 | 127,737 | 206,717 | 29,536 | 914,950 |
| Exchange and other adjustments | 匯兌及其他調整 | - | - | 23 | 61 | - | 84 |
| Additions | 增加 | - | 10,436 | 27,075 | 39,487 | 6,888 | 83,886 |
| Transfer to investment properties | 轉撥至投資物業 | - | (143,494) | - | - | - | (143,494) |
| Revaluation surplus on transfer to investment properties | 轉撥至投資物業之 重估盈餘 | - | 36,985 | - | - | - | 36,985 |
| Disposal of subsidiaries | 收購附屬公司 | - | - | (82) | (8,000) | - | (8,082) |
| Disposals | 出售 | - | - | (29,867) | (18,516) | (390) | (48,773) |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | 374,341 | 80,546 | 124,886 | 219,749 | 36,034 | 835,556 |
| Accumulated depreciation and impairment | 累計折舊及 減值 | | | | | | |
| At 1st January, 2006 | 於二零零六年一月一日 | 239,048 | 22,385 | 75,602 | 133,619 | 23,784 | 494,438 |
| Exchange and other adjustments | 匯兌及其他調整 | - | - | 9 | 42 | - | 51 |
| Provided for the year | 本年度撥備 | 2,944 | 1,638 | 15,404 | 14,435 | 1,800 | 36,221 |
| Transfer to investment properties | 轉撥至投資物業 | - | (1,375) | - | - | - | (1,375) |
| Eliminated on disposals | 出售時撇銷 | - | - | (1,711) | (5,792) | (2,173) | (9,676) |
| Impairment loss recognised | 減值虧損確認 | 1,072 | - | - | - | - | 1,072 |
| At 31st December, 2006 | 於二零零六年十二月三十一日 | 243,064 | 22,648 | 89,304 | 142,304 | 23,411 | 520,731 |
| Exchange and other adjustments | 匯兌及其他調整 | - | - | 28 | 60 | - | 88 |
| Provided for the year | 本年度撥備 | 2,928 | 1,629 | 18,769 | 20,432 | 2,567 | 46,325 |
| Transfer to investment properties | 轉撥至投資物業 | - | (494) | - | - | - | (494) |
| Eliminated on disposal of subsidiaries | 出售附屬公司時 撇銷 | - | - | (31) | (6,474) | - | (6,505) |
| Eliminated on disposals | 出售時撇銷 | - | - | (26,325) | (15,726) | (337) | (42,388) |
| Impairment loss reversed | 減值虧損撥回 | (4,743) | - | - | - | - | (4,743) |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | 241,249 | 23,783 | 81,745 | 140,596 | 25,641 | 513,014 |
| Carrying amounts | 賬面值 | | | | | | |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | 133,092 | 56,763 | 43,141 | 79,153 | 10,393 | 322,542 |
| At 31st December, 2006 | 於二零零六年十二月三十一日 | 131,277 | 153,971 | 38,433 | 64,413 | 6,125 | 394,219 |

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22. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

22. 物業、廠房及設備(續)

The Group's leasehold land included in the property, plant and equipment is situated in Hong Kong and held under long-term lease.

本集團列入物業、廠房及設備之租賃土地位於香港且根據長期租約持有。

At 31st December, 2007, the carrying value of hotel property and leasehold land and building pledged as security of the Group's bank and other borrowings amounted to HK\$182,338,000 (2006: HK\$277,396,000).

於二零零七年十二月三十一日，本集團就銀行及其他借貸而抵押之酒店物業及租賃土地及樓宇之賬面值為182,338,000港元(二零零六年：277,396,000港元)。

| The Company 本公司 | | Leasehold improvements 租約樓宇裝修 HK\$'000 千港元 | Furniture, fixtures and equipment 傢具、裝置及設備 HK\$'000 千港元 | Motor vehicles 汽車 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---------------------------------|---------------|---|--|---|--------------------------------|
| Cost | 成本 | | | | |
| At 1st January, 2006 | 於二零零六年一月一日 | 6,344 | 5,853 | 936 | 13,133 |
| Additions | 增加 | 782 | 688 | — | 1,470 |
| Disposals | 出售 | — | (375) | (286) | (661) |
| At 31st December, 2006 | 於二零零六年十二月三十一日 | 7,126 | 6,166 | 650 | 13,942 |
| Additions | 增加 | 9 | 348 | — | 357 |
| Disposals | 出售 | — | (58) | — | (58) |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | 7,135 | 6,456 | 650 | 14,241 |
| Accumulated depreciation | 累計折舊 | | | | |
| At 1st January, 2006 | 於二零零六年一月一日 | 6,093 | 5,588 | 589 | 12,270 |
| Provided for the year | 本年度撥備 | 263 | 262 | 130 | 655 |
| Eliminated on disposals | 出售時撇銷 | — | (375) | (286) | (661) |
| At 31st December, 2006 | 於二零零六年十二月三十一日 | 6,356 | 5,475 | 433 | 12,264 |
| Provided for the year | 本年度撥備 | 182 | 273 | 130 | 585 |
| Eliminated on disposals | 出售時撇銷 | — | (58) | — | (58) |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | 6,538 | 5,690 | 563 | 12,791 |
| Carrying amounts | 賬面值 | | | | |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | 597 | 766 | 87 | 1,450 |
| At 31st December, 2006 | 於二零零六年十二月三十一日 | 770 | 691 | 217 | 1,678 |

23. PREPAID LAND LEASE PAYMENTS

The Group's prepaid land lease payments comprise:

23. 預繳地價

本集團之預繳地價包括：

| | | The Group 本集團 | |
|-------------------------------------|-----------|--|--|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Leasehold land in Hong Kong | 在香港之租賃土地 | | |
| Long lease | 長期租賃 | 347,035 | 286,549 |
| Leasehold land outside Hong Kong | 香港以外之租賃土地 | | |
| Medium-term lease | 中期租賃 | 8,241 | 8,468 |
| Short lease | 短期租賃 | 590 | 696 |
| | | 355,866 | 295,713 |
| Analysed for reporting purposes as: | | | |
| Non-current assets | 非流動資產 | 349,857 | 291,196 |
| Current assets | 流動資產 | 6,009 | 4,517 |
| | | 355,866 | 295,713 |

At 31st December, 2007, the carrying value of prepaid land lease payments pledged as security of the Group's bank and other borrowings amounted to HK\$337,685,000 (2006: HK\$276,994,000).

於二零零七年十二月三十一日，賬面值為337,685,000港元(二零零六年：276,994,000港元)之預繳地價已抵押，作為本集團銀行及其他借貸之擔保。

24. GOODWILL**24. 商譽**

| | | The Group 本集團 | |
|--|----------------------|--|--|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 (Restated) (重列) |
| Cost | 成本 | | |
| At 1st January | 於一月一日 | 239,514 | 33,534 |
| Arising on acquisition of subsidiaries (note 50) | 因收購附屬公司產生(附註50) | 1,230 | 110,920 |
| Arising on increase in cost on acquisition/ interests in subsidiaries | 因收購成本／於附屬公司 權益增加 | 19,472 | 95,779 |
| Released on disposal of a subsidiary (note 51) | 出售一間附屬公司時撥回(附註51) | (24,754) | — |
| Released on deemed disposal of partial interests in a subsidiary | 視為出售附屬公司之 部份權益時撥回 | (6,243) | (719) |
| At 31st December | 於十二月三十一日 | 229,219 | 239,514 |
| Impairment | 減值 | | |
| At 1st January | 於一月一日 | 267 | 267 |
| Released on disposal of a subsidiary (note 51) | 出售一間附屬公司時撥回(附註51) | (267) | — |
| At 31st December | 於十二月三十一日 | — | 267 |
| Carrying amounts | 賬面值 | | |
| At 31st December | 於十二月三十一日 | 229,219 | 239,247 |

25. INTANGIBLE ASSETS

25. 無形資產

| The Group 本集團 | | Computer software 電腦軟件 | | Trade mark 商標 HK\$'000 千港元 (Restated) (重列) | Sales network 銷售網絡 HK\$'000 千港元 (Restated) (重列) | Exchange participation rights 交易所 參與權 HK\$'000 千港元 | Club membership 會所會籍 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 (Restated) (重列) |
|--|---------------|-----------------------------------|--|--|---|--|---|--|
| | | Acquired 購入 HK\$'000 千港元 | Internally developed 內部開發 HK\$'000 千港元 | | | | | |
| Cost | 成本 | | | | | | | |
| At 1st January, 2006 | 於二零零六年一月一日 | 18,240 | 3,610 | - | - | 3,707 | 9,275 | 34,832 |
| Exchange and other adjustments | 匯兌及其他調整 | - | - | - | - | (5) | 19 | 14 |
| Arising on acquisition of subsidiaries | 因收購附屬公司產生 | - | - | 179,000 | 167,700 | - | - | 346,700 |
| Additions | 增加 | 5,342 | 5,186 | - | - | - | - | 10,528 |
| Disposal | 出售 | - | - | - | - | (190) | - | (190) |
| At 31st December, 2006 | 於二零零六年十二月三十一日 | 23,582 | 8,796 | 179,000 | 167,700 | 3,512 | 9,294 | 391,884 |
| Exchange and other adjustments | 匯兌及其他調整 | - | - | - | - | 22 | 4 | 26 |
| Additions | 增加 | 9,677 | - | - | - | - | - | 9,677 |
| Released on disposal of subsidiaries | 出售附屬公司時撥回 | - | - | - | - | (1,200) | - | (1,200) |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | 33,259 | 8,796 | 179,000 | 167,700 | 2,334 | 9,298 | 400,387 |
| Amortisation and impairment | 攤銷及減值 | | | | | | | |
| At 1st January, 2006 | 於二零零六年一月一日 | 8,986 | - | - | - | 240 | 590 | 9,816 |
| Exchange and other adjustments | 匯兌及其他調整 | (10) | - | - | - | - | - | (10) |
| Amortisation charged for the year | 本年度已扣除之攤銷 | 4,225 | - | - | - | - | - | 4,225 |
| Impairment loss recognised | 已確認減值虧損 | - | - | - | - | 1,071 | 452 | 1,523 |
| At 31st December, 2006 | 於二零零六年十二月三十一日 | 13,201 | - | - | - | 1,311 | 1,042 | 15,554 |
| Amortisation charged for the year | 本年度已扣除之攤銷 | 5,272 | - | - | 20,980 | - | - | 26,252 |
| Released on disposal of subsidiaries | 出售附屬公司時撥回 | - | - | - | - | (240) | - | (240) |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | 18,473 | - | - | 20,980 | 1,071 | 1,042 | 41,566 |
| Carrying amounts | 賬面值 | | | | | | | |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | 14,786 | 8,796 | 179,000 | 146,720 | 1,263 | 8,256 | 358,821 |
| At 31st December, 2006 | 於二零零六年十二月三十一日 | 10,381 | 8,796 | 179,000 | 167,700 | 2,201 | 8,252 | 376,330 |

The intangible assets acquired in business combinations are recognised on basis of valuation reports prepared by Norton Appraisals Limited, an independent qualified valuer, as follows:

Trade Mark

The income-based approach (relief-from-royalty method) is adopted to determine the fair value of Trade Mark. It is valued based upon the incremental after tax cash flow accruing to each Trade Mark holding company by virtue of the fact that each Trade Mark holding company does not have to pay a fair royalty to a third party for the use of that asset. Based on beta estimates of each acquired enterprise's comparables, the Group has arrived at discount rate of 12.65% with adjusted royalty rate of 2% to determine the fair value.

於業務合併收購的無形資產按獨立合資格估值師普敦國際評估有限公司編撰的估值報告確認，詳情如下：

商標

商標的公平價值按收入法(特許權使用費寬免法)計算。由於各商標持有公司毋須就使用該資產向第三方繳付公平特許權使用費，故此該資產乃按各商標持有公司應計之遞增除稅後現金流量基準進行估值。按照各可資比較已收購企業的風險系數估計，本集團釐定貼現率為12.65%，而經調整特許權比率為2%，以釐定公平價值。

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25. INTANGIBLE ASSETS (CONT'D)**Sales Network**

The income-based approach (contributory charge method) is adopted to determine the fair value of Sales Network. This method looks at the current value of the net positive cash flows generated from Sales Network. The discount rate applied for the valuation of sales Network is 12.65%.

Other than the club membership, exchange participation rights and the Trade Mark which have indefinite useful lives, the intangible assets are amortised on a straight-line basis over the following periods:

| | |
|--|-------------|
| Acquired computer software | 3 – 5 years |
| Internally developed computer software | 10 years |
| Sales Network | 10 years |

26. IMPAIRMENT TEST ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES

For impairment testing, goodwill and intangible assets with indefinite useful lives at 31st December, 2007 were allocated to the following cash generating units.

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25. 無形資產(續)**銷售網絡**

銷售網絡的公平價值以收入法(收益估值法)釐定。該方法參考銷售網絡所得現金流淨額現值計算。銷售網絡估值採用的折現率為12.65%。

除會所會籍、交易所參與權及商標無固定使用年期外，無形資產於下列期間按直線法攤銷：

| | |
|----------|------|
| 購入電腦軟件 | 3至5年 |
| 內部開發電腦軟件 | 10年 |
| 銷售網絡 | 10年 |

26. 商譽及無固定使用年期之無形資產之減值測試

為進行減值測試，二零零七年十二月三十一日之商譽及有無固定使用年期的無形資產乃分配至以下現金產生單位。

| | | Goodwill 商譽 HK\$'000 千港元 | Trade Mark 商標 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|--------------------------|-----------------------------------|--|--------------------------------|
| Consumer finance segment | 私人財務分部 | | | |
| United Asia Finance Limited ("UAF") | 亞洲聯合財務有限公司 (「亞洲聯合財務」) | 5,921 | — | 5,921 |
| SHK Finance Limited | 新鴻基財務有限公司 | 2,713 | — | 2,713 |
| | | <u>8,634</u> | <u>—</u> | <u>8,634</u> |
| Investment, broking and finance segment | 投資、經紀及金融 分部 | | | |
| Sun Hung Kai | 新鴻基 | 98,612 | — | 98,612 |
| Yu Ming Investment Management Limited | 禹銘投資管理 有限公司 | 1,230 | — | 1,230 |
| | | <u>99,842</u> | <u>—</u> | <u>99,842</u> |
| Healthcare segment | 保健分部 | | | |
| QHA | 卓健 | 120,743 | 179,000 | 299,743 |
| | | <u>229,219</u> | <u>179,000</u> | <u>408,219</u> |

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26. IMPAIRMENT TEST OF GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES (CONT'D)

The recoverable amounts of the UAF and SHK Finance Limited under the consumer finance segment and Yu Ming Investment Management Limited under the investment, broking and finance segment has been determined based on a value-in-use calculation. The calculation uses cash flow projection based on respective financial budgets approved by respective management covering a 1-year period at a discount rate of 10.19%.

The recoverable amount of QHA represents the value in use at 31st December, 2007 set out in a business valuation report on the QHA group dated 28th January, 2008, prepared by Norton Appraisals Limited. The income-based approach was adopted to determine the recoverable amount. It is based on a four years performance projection and certain key assumptions including a sustainable growth rate of 2.5% beyond 2011 and a discount rate of 11.65% to determine the value in use.

Management believes that possible changes in any of the above assumptions would not cause the carrying amounts of goodwill to exceed their recoverable amounts.

The recoverable amount of Sun Hung Kai has been determined based on the fair value less cost to sell. The fair value represents the market bid price of Sun Hung Kai at 31st December, 2007.

27. INVESTMENTS IN SUBSIDIARIES**26. 商譽及無固定使用年期之無形資產之減值測試(續)**

於私人財務分部的亞洲聯合財務及新鴻基財務有限公司與及於投資、經紀及金融分部的禹銘投資管理有限公司的可收回款項均根據使用價值釐定。該計算方法使用以各管理層批准的一年期財政預算按折現率10.19%折讓為基準的現金流量預測。

卓健之可收回金額指普敦國際評估有限公司於二零零八年一月二十八日所編製卓健集團業務估值報告所列的二零零七年十二月三十一日使用價值。可收回金額是按收入法釐定，根據四年業績預測以及若干主要假設(包括二零一一年後的可持續增長率為2.5%，而折現率為11.65%)，以釐定使用價值。

管理層相信，上述任何假設可能出現的改變不會使商譽賬面值超出可收回金額。

新鴻基的可收回款項以公平價值減出售成本釐定。公平價值為新鴻基於二零零七年十二月三十一日之市場買入價。

27. 於附屬公司之投資

| | | The Company 本公司 | |
|--|--------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Listed shares in Hong Kong, at cost | 在香港之上市股份，按成本 | 714,414 | 714,414 |
| Unlisted shares, at cost | 非上市股份，按成本 | 50,840 | 50,840 |
| Less: impairment | 減：減值 | (50,840) | (50,840) |
| | | — | — |
| | | 714,414 | 714,414 |
| Market value of listed shares in Hong Kong | 在香港之上市股份市值 | 2,774,535 | 895,944 |

28. AMOUNTS DUE FROM (TO) SUBSIDIARIES

28. 應收(應付)附屬公司款項

| | | The Company 本公司 | |
|---|--------------------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Amounts due from subsidiaries, less impairment, are unsecured and repayable on demand and comprise: | 應收附屬公司款項(扣除減值)乃無抵押且須按要求償還, 包括: | | |
| Interest bearing at Hong Kong Prime rate plus 1% per annum | 按香港最優惠利率加1厘之年利率計息之款項 | 63,483 | 519,596 |
| Non-interest bearing | 不計息款項 | 2,581,473 | 2,243,593 |
| | | 2,644,956 | 2,763,189 |
| Less: Allowance for impairment | 減: 減值撥備 | (296,138) | (296,138) |
| | | 2,348,818 | 2,467,051 |

The Company assesses at year end whether there is objective evidence that the amounts due from subsidiaries are impaired. The impairment is made if and only if there is objective evidence of impairment as a result of one or more loss events occurring and having an impact in the estimated future cash flows of subsidiaries that can be reliably estimated.

本公司於年結時評估有否客觀證明證實附屬公司欠款已減值。本公司僅會於有客觀證明證實減值乃由已發生的一項或以上的虧損事項而引起, 且於進行可靠的估計後, 預期會影響附屬公司日後的現金流量時方會進行減值。

| | | The Company 本公司 | |
|--|-----------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Gross amount of impaired advances to subsidiaries | 已減值附屬公司所獲墊款總額 | 303,744 | 306,490 |
| Less: Allowance for impairment | 減: 減值撥備 | (296,138) | (296,138) |
| Net carrying amount of impaired advances to subsidiaries | 已減值附屬公司所獲墊款賬面淨值 | 7,606 | 10,352 |

Other than the loan notes and convertible bonds issued by Sun Hung Kai and Allied Properties, the terms of which are shown in notes 46 and 47 respectively, none of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

除新鴻基及聯合地產發行的貸款票據及可換股債券(其條款分別載於附註第46及47項)外, 概無附屬公司於本年末或本年內任何時間擁有任何未償還之債務證券。

Amount due to a subsidiary is unsecured, non-interest bearing and repayable on demand.

欠一間附屬公司款項乃無抵押、不計息及須按要求付款。

Particulars of the Company's principal subsidiaries at 31st December, 2007 are set out in note 60.

本公司於二零零七年十二月三十一日之主要附屬公司詳情載於附註第60項。

29. INTEREST IN ASSOCIATES

29. 於聯營公司之權益

| | | The Group 本集團 | |
|--|-----------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Listed securities in Hong Kong (note 29 (i)) | 香港上市證券(附註29(i)) | 3,410,854 | 2,483,944 |
| Unlisted shares (note 29 (ii)) | 非上市股份(附註29(ii)) | 43,086 | 37,918 |
| | | 3,453,940 | 2,521,862 |

| | | The Group 本集團 | |
|------------------------------------|------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Notes: | 附註： | | |
| (i) Listed securities in Hong Kong | (i) 香港上市證券 | | |
| Costs of investment | 投資成本 | 2,351,504 | 1,743,959 |
| Share of post-acquisition reserves | 應佔收購後儲備 | 1,059,350 | 739,985 |
| | | 3,410,854 | 2,483,944 |
| Market value of listed securities | 上市證券市值 | 5,948,052 | 2,943,450 |

At 31st December, 2007, goodwill of HK\$9,585,000 arising on acquisition of associates is included in the cost of investments (2006: nil). The movement is set out in note 29(iii) below.

於二零零七年十二月三十一日，收購聯營公司時產生之商譽9,585,000港元(二零零六年：無)列入投資成本。變動載於下文附註29(iii)。

| | | The Group 本集團 | |
|------------------------------------|------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| (ii) Unlisted shares | (ii) 非上市股份 | | |
| Costs of investment | 投資成本 | 40,913 | 42,100 |
| Share of post-acquisition reserves | 應佔收購後儲備 | 2,973 | 22,691 |
| | | 43,886 | 64,791 |
| Less: Impairment loss recognised | 減：已確認減值虧損 | (800) | (26,873) |
| | | 43,086 | 37,918 |

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29. INTEREST IN ASSOCIATES (CONT'D)

Notes:

(iii) Goodwill on acquisition of listed associates

29. 於聯營公司之權益(續)

附註：

(iii) 收購上市聯營公司所產生之商譽

| | | The Group 本集團 | |
|---|---------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Cost | 成本 | | |
| At 1st January | 於一月一日 | 13,323 | 99,450 |
| Eliminated on transfer to interests in subsidiaries | 轉撥至附屬公司權益時撇銷 | - | (86,127) |
| Acquisition of additional interest in an associate | 增購一間聯營公司權益 | 9,585 | - |
| At 31st December | 於十二月三十一日 | 22,908 | 13,323 |
| Impairment | 減值 | | |
| At 1st January and 31st December | 於一月一日及十二月三十一日 | 13,323 | 13,323 |
| | | 9,585 | - |

The Group tests goodwill annually or whenever there is an indication that goodwill might be impaired.

本集團每年或於有顯示商譽可能減值時進行減值測試。

Particulars of the Company's principal associates at 31st December, 2007 are set out in note 61.

本公司於二零零七年十二月三十一日之主要聯營公司詳情載於附註第61項。

The summarised financial information in respect of the Group's associates is set out below:

本集團聯營公司之財務資料概述如下：

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|---|-----------------|----------------------------------|----------------------------------|
| Total assets | 資產總額 | 16,356,596 | 13,418,901 |
| Total liabilities | 負債總額 | (6,127,134) | (6,093,981) |
| Net assets | 淨資產 | 10,229,462 | 7,324,920 |
| Minority Interests | 少數股東權益 | (390,549) | (599,559) |
| Group's share of net assets of associates | 本集團應佔聯營公司淨資產 | 3,445,155 | 2,548,735 |
| Revenue | 收益 | 1,469,114 | 1,290,412 |
| Profit (loss) for the year | 年內溢利(虧損) | 903,973 | (87,627) |
| Group's share of results of associates for the year | 本集團應佔聯營公司之本年度業績 | 301,195 | 8,982 |

30. INTEREST IN JOINTLY CONTROLLED ENTITIES

30. 於共同控制企業之權益

| | | The Group 本集團 | |
|------------------------------------|---------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Unlisted shares | 非上市股份 | | |
| Cost of investment | 投資成本 | 1,436 | 3,642 |
| Share of post-acquisition reserves | 應佔收購後儲備 | 1,014,953 | 928,072 |
| | | 1,016,389 | 931,714 |
| Elimination of unrealised profit | 撇銷未變現溢利 | (17,622) | (17,622) |
| | | 998,767 | 914,092 |

Particulars of the Group's principal jointly controlled entities at 31st December, 2007 are set out in note 62.

本集團於二零零七年十二月三十一日之主要共同控制企業詳情載於附註第62項。

The summarised financial information of the Group's jointly controlled entities is set out below:

本集團共同控制企業之財務資料概述如下：

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|--|-------------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | 2,810,496 | 2,489,176 |
| Current assets | 流動資產 | 271,489 | 338,109 |
| Non-current liabilities | 非流動負債 | (823,805) | (787,358) |
| Current liabilities | 流動負債 | (222,738) | (175,527) |
| Group's share of net assets of jointly controlled entities | 本集團應佔共同控制企業淨資產 | 1,016,389 | 931,714 |
| Revenue | 收益 | 503,519 | 423,824 |
| Expenses | 開支 | (431,353) | (364,421) |
| Increase in fair value of investment properties | 投資物業公平價值增加 | 248,000 | 333,120 |
| Group's share of results of jointly controlled entities for the year | 本集團應佔共同控制企業之本年度業績 | 131,106 | 159,987 |

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31. AVAILABLE-FOR-SALE FINANCIAL ASSETS

31. 可供出售金融資產

| | | The Group 本集團 | |
|---|-----------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Listed equity investments issued by corporate entities, at fair value | 由企業實體發行之上市股本投資，按公平價值 | | |
| Hong Kong | 香港 | 964,222 | 954,119 |
| Outside Hong Kong | 香港以外地區 | 256,044 | 9,151 |
| | | <u>1,220,266</u> | <u>963,270</u> |
| Unlisted equity investments issued by corporate entities, at fair value | 由企業實體發行之非上市股本投資，按公平價值 | | |
| Hong Kong | 香港 | 12,680 | 275 |
| Outside Hong Kong | 香港以外地區 | 191,024 | 149,376 |
| | | <u>203,704</u> | <u>149,651</u> |
| | | <u>1,423,970</u> | <u>1,112,921</u> |

Available-for-sale financial assets are intended to be held for a continuing strategic or long-term purpose.

可供出售金融資產擬持作持續策略或長期用途。

32. AMOUNTS DUE FROM ASSOCIATES

32. 聯營公司欠款

| | | The Group 本集團 | |
|--------------------------------|---------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Loan notes | 貸款票據 | 78,000 | 78,000 |
| Term loans | 有期貸款 | — | 5,000 |
| Advances | 墊款 | 86,895 | 77,827 |
| | | <u>164,895</u> | <u>160,827</u> |
| Less: Allowance for impairment | 減：減值撥備 | (8,447) | (2,125) |
| | | <u>156,448</u> | <u>158,702</u> |
| Less: Current portion | 減：即期部份 | (156,448) | (80,702) |
| Amount due after one year | 一年後應收款項 | <u>—</u> | <u>78,000</u> |

32. AMOUNTS DUE FROM ASSOCIATES (CONT'D)

The impairment is made when there is objective evidence of impairment after the Group's evaluation of the collectability of amounts due from associates. The movement in the allowance for impairment are as follows:

| | | The Group 本集團 | |
|----------------------------|-----------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Balance at 1st January | 一月一日結餘 | 2,125 | 2,125 |
| Amount written off | 撇銷款項 | (2,125) | — |
| Reclassification | 重新分類 | 8,428 | — |
| Charged to profit and loss | 於損益賬扣除 | 19 | — |
| Balance at 31st December | 十二月三十一日結餘 | 8,447 | 2,125 |

| | | The Group 本集團 | |
|--|---------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Gross amount of impaired advances to associates | 已減值聯營公司墊款總額 | 64,637 | 2,125 |
| Less: Allowance for impairment | 減：減值撥備 | (8,447) | (2,125) |
| Net carrying amount of impaired advances to associates | 已減值聯營公司墊款賬面淨值 | 56,190 | — |

本集團僅會在評估聯營公司欠款並發現有客觀證據顯示有減值時方會進行減值。減值撥備變動如下：

33. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS**33. 私人財務客戶貸款及墊款**

| | | The Group | |
|--|-------------|--------------------|-----------------|
| | | 本集團 | |
| | | 2007 | 2006 |
| | | 二零零七年 | 二零零六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Loans and advances to consumer finance customers | 私人財務客戶貸款及墊款 | 3,913,237 | 3,015,726 |
| Less: Allowances for impairment | 減：減值撥備 | | |
| – Individually assessed | 一個別評估 | (1,225) | (1,424) |
| – Collectively assessed | 一集體評估 | (291,458) | (203,137) |
| | | 3,620,554 | 2,811,165 |
| Less: Current portion | 減：即期部份 | (2,145,159) | (1,654,167) |
| Amount due after one year | 一年後到期之款項 | 1,475,395 | 1,156,998 |

Movement in allowance for impairment during the year was as follows:

年內減值撥備之變動如下：

| | | The Group | |
|--------------------------------------|-----------|------------------|-----------------|
| | | 本集團 | |
| | | 2007 | 2006 |
| | | 二零零七年 | 二零零六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| At 1st January | 於一月一日 | 204,561 | 181,413 |
| Exchange adjustment | 匯兌調整 | 85 | – |
| Released on disposal of subsidiaries | 出售附屬公司時撥回 | (160) | (702) |
| Amounts recovered | 已收回款項 | (198) | (3,513) |
| Amounts charged to profit and loss | 於損益賬扣除之款項 | 88,395 | 27,509 |
| Amount written off | 撇銷款項 | – | (146) |
| At 31st December | 於十二月三十一日 | 292,683 | 204,561 |

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33. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS (CONT'D)

The loans and advances to consumer finance customers have been reviewed by the Consumer Finance division to assess impairment allowances which are based on the evaluation of collectability, age analysis of accounts and on management's judgment, including the current creditworthiness and the past collection statistics of individually significant accounts or portfolio of accounts on collective basis.

33. 私人財務客戶貸款及墊款(續)

私人財務客戶貸款及墊款由私人財務部審核，按可收回程度、賬齡分析及管理層判斷(包括現時信譽及各重大賬目的過往可收回紀錄或賬目的整體組合)評估減值撥備。

| | | The Group 本集團 | |
|---|----------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Gross amount of impaired loans under individual assessment | 獨立評估之已減值貸款總額 | 4,020 | 4,506 |
| Less: Allowance for impairment under individual assessment | 減：獨立評估之減值撥備 | (1,225) | (1,424) |
| Net carrying amount of impaired loans under individual assessment | 獨立評估之已減值貸款賬面淨值 | 2,795 | 3,082 |

The aging analysis for the loans and advances to consumer finance customers that were past due at the balance sheet date but not impaired were as follows:

於結算日已到期但未減值之私人財務客戶貸款及墊款之賬齡分析如下：

| | | The Group 本集團 | |
|-------------|---------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| 1-30 days | 1至30日 | 238,359 | 184,852 |
| 31-180 days | 31至180日 | 136,474 | 40,652 |
| | | 374,833 | 225,504 |

The amount and type of collateral required depend on an assessment of the credit risk of the customer or counterparty. Guidelines are implemented regarding the acceptability of types of collateral and valuation parameters.

所需抵押款項及類別視乎客戶或交易對手之信貸風險評估情況而定。已就接納抵押的類別及估值參數實施指引。

The main types of collateral obtained are as follows:

所獲抵押的主要類別如下：

- for personal lending, mortgages over residential properties; and
- for commercial lending, charges over real estate properties, pledge of shares or debentures over the company's assets.

- 對於個人貸款，以住宅物業按揭；及
- 對於商業借貸，以房地產物業抵押、股份抵押或公司資產債券抵押。

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33. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS (CONT'D)

Management requests additional collateral where appropriate in accordance with the underlying agreement, and monitors the market value of collateral obtained during its review of the adequacy of the allowance for impairment losses.

It is the Group's policy to dispose of repossessed properties in an orderly fashion. The proceeds are used to reduce or repay the outstanding claim. In general, the Group does not occupy repossessed properties for business use.

34. LOANS AND RECEIVABLES**33. 私人財務客戶貸款及墊款(續)**

管理層會於適當時要求根據相關協議作出額外抵押，並於檢討減值虧損撥備是否足夠時監察所獲抵押品的市值。

本集團政策為按序出售所收回物業。所得款項用於調減或償還尚未了結的索償。一般而言，本集團不會佔用收回物業作業務用途。

34. 貸款及應收賬款

| | | The Group 本集團 | | The Company 本公司 | |
|---|-------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Convertible bonds of a listed subsidiary (note 34 (i)) | 一間上市附屬公司之可換股債券(附註34(i)) | — | — | — | 82,104 |
| Amounts due from investee companies | 應收所投資公司款項 | 6,686 | 6,667 | — | — |
| Less: Allowance for impairment | 減：減值撥備 | (1,447) | (1,447) | — | — |
| | | 5,239 | 5,220 | — | 82,104 |
| Long-term portion of term loans and other receivables (note 38) | 有期貸款及其他應收款項之長期部份(附註38) | 567 | 28,383 | — | — |
| | | 5,806 | 33,603 | — | 82,104 |

Note (i): At 31st December, 2006, the amounts of the loans and receivables represents the receivable element in respect of the convertible bonds issued by Allied Properties, which is stated at amortised cost at an effective interest rate of 9.52% per annum. The convertible bonds bear interest at 7% per annum for the period from 10th November, 2006 to 30th June, 2009 and 4% per annum for the period from 1st July, 2009 to 9th November, 2011.

The convertible bonds contain an embedded derivative representing the right of the holders to convert the convertible bonds into the number of new shares of Allied Properties, calculated by dividing the outstanding principal amounts of the convertible bonds by the conversion price of HK\$10 per share, during the conversion period commencing from 1st July, 2009 and ending on the business date falling ten business days immediately preceding 9th November, 2011. Further details of the embedded derivative are disclosed in note 37.

The amount of loans and receivables and the embedded derivative were derecognised during the year upon the redemption of the convertible bonds by Allied Properties during the year.

附註(i)：於二零零六年十二月三十一日，此項貸款及應收賬款指聯合地產發行之可換股債券之相關應收款項部份，實際年息率為9.52%，按攤銷成本列值。可換股債券之年息率於二零零六年十一月十日至二零零九年六月三十日期間為7%，而於二零零九年七月一日至二零一一年十一月九日期間為4%。

可換股債券包含一項嵌入式衍生工具，即債券持有人可於二零零九年七月一日起至緊接二零一一年十一月九日前十個營業日之營業日止的轉換期按可換股債券的未償還本金額除以轉換價每股10港元之數額，將可換股債券轉換為聯合地產的新股份。有關嵌入式衍生工具的詳情於附註第37項披露。

年內，貸款及應收賬款與嵌入式衍生工具之數額於聯合地產贖回可換股債券時終止確認。

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35. DEFERRED TAX

The following is the major deferred tax assets and liabilities of the Group recognised and movements thereon during the current and prior year.

35. 遞延稅項

本集團於本年度及過往年度中確認的主要遞延稅項資產及負債以及相關變動如下：

| | | Accelerated tax depreciation 加速稅務折舊 HK\$'000 千港元 | Revaluation of properties and other assets 物業及其他 資產重估 HK\$'000 千港元 (Restated) (重列) | Provision and impairment 撥備及減值 HK\$'000 千港元 | Unrealised profits 未變現溢利 HK\$'000 千港元 | Undistributed earnings and others 未分派 盈利及其他 HK\$'000 千港元 | Tax losses 稅項虧損 HK\$'000 千港元 | Equity component of convertible bonds of a subsidiary 一間附屬公司 之可換股債券 之權益部份 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 (Restated) (重列) |
|--|------------------|---|---|--|---|--|---------------------------------------|---|--|
| The Group | 本集團 | | | | | | | | |
| At 1st January, 2006 | 於二零零六年一月一日 | 180,211 | 124,469 | (37,883) | 1,504 | 2,864 | (99,346) | - | 171,819 |
| Exchange adjustments | 匯兌調整 | - | - | - | 111 | - | - | - | 111 |
| Acquired on acquisition of subsidiaries | 收購附屬 公司 | 1,057 | 60,673 | - | - | - | - | - | 61,730 |
| Charged to equity | 於權益中扣除 | - | 5,154 | - | - | - | - | 740 | 5,894 |
| Charged (credited) to consolidated income statement | 扣除自(計入) 綜合收益賬 | 14,521 | (39,150) | (7,587) | (578) | 382 | (4,867) | (5) | (37,284) |
| At 1st January, 2007 | 於二零零七年一月一日 | 195,789 | 151,146 | (45,470) | 1,037 | 3,246 | (104,213) | 735 | 202,270 |
| Exchange adjustments | 匯兌調整 | - | 9 | - | 199 | - | - | - | 208 |
| Released on disposal of subsidiaries | 出售附屬公司時撥回 | (376) | - | 14 | - | - | 2,935 | - | 2,573 |
| Charged to equity | 於權益中扣除 | - | 7,143 | - | - | (32) | - | - | 7,111 |
| Charged (credited) to consolidated income statement | 扣除自(計入) 綜合收益賬 | 17,476 | 23,540 | (5,915) | 45 | 2,267 | (7,238) | (735) | 29,440 |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | 212,889 | 181,838 | (51,371) | 1,281 | 5,481 | (108,516) | - | 241,602 |

For the purpose of balance sheet presentation, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances of the Group for financial reporting purposes:

呈列資產負債表時，若干遞延稅項資產及負債已作抵銷。以下為本集團就財務報告所作的遞延稅項結餘分析：

| | | The Group 本集團 | |
|--------------------------|--------|--|--|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 (Restated) (重列) |
| Deferred tax liabilities | 遞延稅項負債 | 308,178 | 249,979 |
| Deferred tax assets | 遞延稅項資產 | (66,576) | (47,709) |
| | | 241,602 | 202,270 |

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35. DEFERRED TAX (CONT'D)

At 31st December, 2007, the Group had unrecognised deductible temporary differences of HK\$693,814,000 (2006: HK\$863,963,000) and estimated unused tax losses of HK\$2,164,382,000 (2006: HK\$2,281,493,000) available for offset against future assessable profits. A deferred tax asset has been recognised in respect of HK\$631,511,000 (2006: HK\$605,046,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$1,532,871,000 (2006: HK\$1,676,447,000) of losses due to the unpredictability of future assessable profit streams. There were no other significant temporary differences that are not recognised arising during the year or at the balance sheet date.

Included in unrecognised tax losses are losses of HK\$4,000 and HK\$282,000 that will expire in 2008 and 2009 respectively, the remaining losses may be carried forward indefinitely.

At 31st December, 2007, the Company had estimated unused tax losses of HK\$66,938,000 (2006: HK\$66,630,000) available for offset against future assessable profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future assessable profit streams. Tax losses may be carried forward indefinitely.

36. PROPERTIES HELD FOR SALE AND OTHER INVENTORIES

Properties in Hong Kong, at net
realisable value

於香港之物業，
按可變現淨值

335,600

379,700

Freehold properties outside Hong Kong,
at cost

香港境外之永久業權物業，
按成本

135,751

135,499

Medicine, dispensary supplies and
other consumables

藥物，醫療用品
及其他可消耗品

11,341

9,684

Other inventories

其他存貨

117

117

482,809

525,000

Certain of the Group's properties previously held for sales with a net realisable value of HK\$78,760,000 were rented out under operating leases during the year and were therefore reclassified as investment properties. No reclassifications or sales of properties occurred in 2006.

The freehold property outside Hong Kong represent a property project in the United States of America. The Group has the intention to sell this asset. The freehold property is included in the Group's property development and investment for segment reporting purposes (note 10).

At 31st December, 2007, the carrying value of properties held for sale pledged as security of the Group's bank and other borrowings amounted to HK\$471,351,000 (2006: HK\$515,199,000).

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35. 遞延稅項(續)

於二零零七年十二月三十一日，本集團之未確認可扣稅臨時差額為693,814,000港元(二零零六年：863,963,000港元)及可抵銷未來應課稅溢利之估計未動用稅項虧損2,164,382,000港元(二零零六年：2,281,493,000港元)。其中就631,511,000港元(二零零六年：605,046,000港元)之上述虧損確認遞延稅項資產。因未能確定未來應課稅溢利流，故並無確認餘下1,532,871,000港元(二零零六年：1,676,447,000港元)稅項虧損之遞延稅項資產。年內或於結算日，並無其他未確認之重大臨時差額。

未確認稅項虧損包括4,000港元及282,000港元之虧損分別將於二零零八年及二零零九年到期。其他虧損則可無限期結轉。

於二零零七年十二月三十一日，本公司可抵銷未來應課稅溢利之估計未動用稅項虧損為66,938,000港元(二零零六年：66,630,000港元)。因未能確定未來應課稅溢利流，故並無就該等稅項虧損確認遞延稅項資產。稅項虧損可無限期結轉。

36. 待出售物業及其他存貨

| The Group 本集團 | |
|--|--|
| 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Properties in Hong Kong, at net realisable value | 379,700 |
| Freehold properties outside Hong Kong, at cost | 135,499 |
| Medicine, dispensary supplies and other consumables | 9,684 |
| Other inventories | 117 |
| 482,809 | 525,000 |

若干本集團之前所持有可變現淨值為78,760,000港元之待出售物業已於本年度按經營租約租出，並已重新分類為投資物業。二零零六年並無將物業重新分類或出售。

香港境外之永久業權物業指一項位於美利堅合眾國之物業項目。本集團擬將此資產出售。永久業權物業就分部呈報目的計入本集團之物業發展及投資(附註10)。

於二零零七年十二月三十一日，賬面值達471,351,000港元(二零零六年：515,199,000港元)之待出售物業已抵押，作為本集團銀行及其他借貸之抵押品。

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37. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**37. 透過損益賬按公平價值處理之金融資產**

| | | The Group 本集團 | |
|--|-----------------------------|--|--|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Held for trading investments, at fair value | 持作交易投資，按公平價值 | | |
| Listed equity securities | 上市股本證券 | | |
| issued by corporate entities | 企業實體發行 | | |
| Hong Kong | 香港 | 198,053 | 98,765 |
| Outside Hong Kong | 香港境外 | 214,735 | 4,732 |
| issued by banks | 銀行發行 | | |
| Hong Kong | 香港 | 10,826 | 36,344 |
| issued by public utilities | 公營機構發行 | | |
| Hong Kong | 香港 | 41 | 465 |
| | | 423,655 | 140,306 |
| Unlisted equity securities issued by corporate entities outside Hong Kong | 由香港境外企業實體發行之非上市股本證券 | 40,955 | 3,259 |
| Warrants and options listed in Hong Kong | 於香港上市之認股權證及期權 | 30,290 | 1,727 |
| Warrants and options listed outside Hong Kong | 香港境外上市認股權證及期權 | 36 | — |
| Unlisted overseas warrants | 非上市海外認股權證 | 12,336 | — |
| Unlisted warrants issued by a listed associate | 一間上市聯營公司發行的非上市認股權證 | 285,251 | — |
| Others | 其他 | 779 | 586 |
| | | 793,302 | 145,878 |
| Equity securities in unlisted investment funds, at fair value | 非上市投資基金之股本證券，按公平價值 | | |
| issued by corporate entities outside Hong Kong | 香港以外企業實體發行 | 416,199 | 231,130 |
| | | 1,209,501 | 377,008 |
| | | The Company 本公司 | |
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Financial assets designated as at fair value through profit or loss | 指定為透過損益賬按公平價值處理之金融資產 | | |
| Warrants listed in Hong Kong, at fair value | 香港上市之認股權證，按公平價值 | 351,826 | 18,304 |
| Unlisted derivative in Hong Kong | 香港非上市衍生工具 | — | 20,316 |
| | | 351,826 | 38,620 |

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37. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONT'D)

At 31st December, 2006, the amount of the unlisted derivative in Hong Kong held by the Company represents the fair value of the embedded derivative arising from the option of the rights to convert the convertible bonds, which were issued by Allied Properties, into new shares of Allied Properties. Further details of the convertible bonds are disclosed in note 34.

The unlisted derivative was derecognised during the year upon redemption of the convertible bonds by Allied Properties during the year.

37. 透過損益賬按公平價值處理之金融資產(續)

於二零零六年十二月三十一日，本公司所持有的香港非上市衍生工具的數額指來自將聯合地產發行的可換股債券兌換為聯合地產新股份的選擇權的嵌入式衍生工具的公平價值。可換股債券的詳情於附註第34項內披露。

年內，非上市衍生工具於聯合地產贖回可換股債券時終止確認。

38. TRADE AND OTHER RECEIVABLES**38. 貿易及其他應收款項**

| | | The Group 本集團 | |
|---|--------------------------|------------------|-----------------|
| | | 2007 二零零七年 | 2006 二零零六年 |
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Trade receivables | 應收貿易賬款 | | |
| – Accounts receivable from exchanges, brokers and clients | – 來自交易所、經紀及客戶之應收賬款 | 1,593,582 | 1,252,972 |
| – Less: Allowance for impairment | – 減：減值撥備 | (22,851) | (22,001) |
| | | 1,570,731 | 1,230,971 |
| – Secured term loans | – 有抵押定期貸款 | 621,058 | 438,229 |
| – Less: Allowance for impairment | – 減：減值撥備 | (14,814) | (24,928) |
| | | 606,244 | 413,301 |
| – Unsecured term loan | – 無抵押定期貸款 | 25,960 | 3,965 |
| | | 2,202,935 | 1,648,237 |
| – Margin loans | – 證券放款 | 3,192,825 | 1,841,891 |
| – Less: Allowance for impairment | – 減：減值撥備 | (76,277) | (58,461) |
| | | 3,116,548 | 1,783,430 |
| Interest receivables | 應收利息 | 5,319,483 | 3,431,667 |
| Other accounts receivable, deposits and prepayments | 其他應收賬款、按金及預付款項 | 67,553 | 44,487 |
| | | 498,030 | 305,574 |
| | | 5,885,066 | 3,781,728 |
| Less: long term portion of term loans and other receivables (note 34) | 減：定期貸款及其他應收款項之長期部份(附註34) | (567) | (28,383) |
| | | 5,884,499 | 3,753,345 |

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38. TRADE AND OTHER RECEIVABLES (CONT'D)

38. 貿易及其他應收款項(續)

The movement in the allowance for impairment were as follows:

減值撥備變動如下：

| | | Trade receivables 應收 貿易賬款 HK\$'000 千港元 | Secured term loans 有抵押 有期貨款 HK\$'000 千港元 | Margin loans 證券放款 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--------------------------------------|---------------|---|---|--|--------------------------------|
| At 1st January, 2006 | 於二零零六年一月一日 | (22,547) | (35,331) | (147,111) | (204,989) |
| Exchange adjustments | 匯兌調整 | (112) | — | — | (112) |
| Reclassification | 重新分類 | (165) | — | — | (165) |
| Amounts written off | 撇銷款項 | 1,873 | 11,009 | 84,807 | 97,689 |
| Amounts recovered | 已收回款項 | 443 | 34 | 4,513 | 4,990 |
| Amounts charged to profit and loss | 於損益賬扣除之款項 | (1,493) | (640) | (670) | (2,803) |
| At 31st December, 2006 | 於二零零六年十二月三十一日 | (22,001) | (24,928) | (58,461) | (105,390) |
| Exchange adjustments | 匯兌調整 | (280) | 1 | — | (279) |
| Reclassification | 重新分類 | (1,513) | — | (385) | (1,898) |
| Amounts written off | 撇銷款項 | 1,527 | 1,425 | — | 2,952 |
| Amounts recovered | 已收回款項 | 488 | 8,688 | 12,605 | 21,781 |
| Amounts charged to profit and loss | 於損益賬扣除之款項 | (1,244) | — | (30,036) | (31,280) |
| Released on disposal of subsidiaries | 出售附屬公司時撥回 | 172 | — | — | 172 |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | (22,851) | (14,814) | (76,277) | (113,942) |

Impairments of trade receivables, margin and term loans are made in the income statement after proper review of margin and term loans by the relevant credit control department or credit and executive committees of the Group, based on the latest status of margin and term loan receivables, and the latest announced or available information about the underlying collateral held.

經本集團有關信貸監控部門或信貸委員會及執行委員會適當地審視應收貿易賬款、證券放款及有期貨款的情況後(根據證券放款應收貿易賬款的最新情況及最新公布或得到的有關抵押品的資料)，如有任何減值虧損，便會計入收益賬中。

| | | The Group 本集團 | | | | | |
|--------------------|---------|---|---|---|---|---|---|
| | | 2007 二零零七年 | | | 2006 二零零六年 | | |
| | | Gross amount of impaired advances 已減值 墊款總額 HK\$'000 千港元 | Individually assessed allowances 獨立 評估撥備 HK\$'000 千港元 | Net carrying amount of impaired advances 已減值墊款 賬面淨值 HK\$'000 千港元 | Gross amount of impaired advances 已減值 墊款總額 HK\$'000 千港元 | Individually assessed allowances 獨立 評估撥備 HK\$'000 千港元 | Net carrying amount of impaired advances 已減值墊款 賬面淨值 HK\$'000 千港元 |
| Trade receivables | 應收貿易賬款 | 36,514 | (22,851) | 13,663 | 35,584 | (22,001) | 13,583 |
| Secured term loans | 有抵押有期貨款 | 27,268 | (14,814) | 12,454 | 47,141 | (24,928) | 22,213 |
| Margin loans | 證券放款 | 115,287 | (76,277) | 39,010 | 68,759 | (58,461) | 10,298 |
| | | 179,069 | (113,942) | 65,127 | 151,484 | (105,390) | 46,094 |

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38. TRADE AND OTHER RECEIVABLES (CONT'D)

The aging analysis of the trade receivables, secured term loans, unsecured term loans and margin loans that was past due at the balance sheet date but not impaired were as follows:

| | | The Group 本集團 | |
|--|----------------|---|---|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Past due at the balance sheet date | 於結算日已過期 | | |
| 1 to 30 days | 1至30日 | 117,766 | 221,332 |
| 31 to 180 days | 31至180日 | 73,707 | 38,350 |
| 181 to 365 days | 181至365日 | 21,474 | 1,566 |
| over 365 days | 365日以上 | 42,258 | 77,257 |
| | | 255,205 | 338,505 |
| Trade and other receivables not past due | 未有過期之貿易及其他應收款項 | 5,064,278 | 3,093,162 |
| | | 5,319,483 | 3,431,667 |

Further details of the trade and other receivables are disclosed in note 7.

There were listed and unlisted securities and properties of clients held as collateral against secured margin loans and term loans. The fair value of the listed securities at 31st December, 2007 was HK\$26,501,188,000 (2006: HK\$11,002,589,000).

於結算日已逾期但並未減值之應收貿易賬款、有抵押有期貨款、無抵押有期貨款及證券放款之賬齡分析如下：

貿易及其他應收款項進一步詳情載於附註第7項中。

本集團持有客戶之上市及非上市證券與物業作為有抵押證券放款及有期貨款之抵押品。上述上市證券於二零零七年十二月三十一日之公平價值為26,501,188,000港元(二零零六年：11,002,589,000港元)。

39. CASH AND CASH EQUIVALENTS**39. 現金及現金等價物**

| | | The Group 本集團 | | The Company 本公司 | |
|---------------------------|------------|---|---|---|---|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Bank balances and cash | 銀行結餘及現金 | 950,086 | 612,540 | 854 | 1,026 |
| Fixed deposits with banks | 存放於銀行之定期存款 | 1,853,219 | 1,144,098 | 1,049,000 | — |
| Treasury bills | 國庫券 | 7,724 | 7,675 | — | — |
| | | 2,811,029 | 1,764,313 | 1,049,854 | 1,026 |

The Group maintains trust and segregated accounts with licensed banks to hold clients' deposits arising from normal business transactions. At 31st December, 2007, trust and segregated accounts not dealt with in these accounts totalled HK\$5,255,971,000 (2006: HK\$3,461,364,000).

Further details of the cash and cash equivalents bills are disclosed in note 7.

本集團於持牌銀行開設信託及獨立賬戶，以持有經營日常業務之客戶信託存款。於二零零七年十二月三十一日，並無計入該等賬項之信託及獨立賬戶總額為5,255,971,000港元(二零零六年：3,461,364,000港元)。

現金及現金等價物之進一步詳情載於附註第7項。

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40. TRADE AND OTHER PAYABLES

Included in trade and other payables are trade payables of HK\$1,426,508,000 (2006: HK\$1,058,654,000), the aged analysis of which is as follows:

40. 貿易及其他應付款項

計入貿易及其他應付款項內之款項為應付貿易賬款1,426,508,000港元(二零零六年: 1,058,654,000港元), 其賬齡分析如下:

| | | The Group 本集團 | |
|-----------------|----------|---|---|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| 0 to 30 days | 0至30日 | 1,398,922 | 1,018,680 |
| 31 to 180 days | 31至180日 | 12,444 | 12,909 |
| 181 to 365 days | 181至365日 | 2,062 | 1,782 |
| over 365 days | 365日以上 | 13,080 | 25,283 |
| | | 1,426,508 | 1,058,654 |

41. FINANCIAL LIABILITIES AT FAIR VALUES THROUGH PROFIT OR LOSS**41. 透過損益賬按公平價值處理之金融負債**

| | | The Group 本集團 | |
|---|------------------|---|---|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Financial liabilities held for trading | 持作交易之金融負債 | | |
| Equity and currency instruments | 股本及貨幣工具 | 37,680 | — |
| Stock option listed in Hong Kong | 於香港上市的股票期權 | 31,547 | 1,902 |
| Index option and futures listed overseas | 於海外上市的指數期權及期貨 | 2,546 | — |
| Financial guarantee contracts | 金融擔保合約 | 70 | 70 |
| | | 71,843 | 1,972 |

42. SHARE CAPITAL**42. 股本**

| | | Number of shares 股份數目 | Value 價值 HK\$'000 千港元 |
|----------------------------------|---------------|--|---|
| Ordinary shares of HK\$2 each | 每股面值2港元之普通股 | | |
| Authorised: | 法定: | | |
| At 1st January, 2006, | 於二零零六年一月一日、 | | |
| 31st December, 2006 and | 二零零六年十二月三十一日 | | |
| at 31st December, 2007 | 及二零零七年十二月三十一日 | 650,000,000 | 1,300,000 |
| Issued and fully paid: | 已發行及繳足: | | |
| At 1st January, 2006 | 於二零零六年一月一日 | 254,328,423 | 508,657 |
| Shares repurchased and cancelled | 已購回及註銷股份 | (7,312,000) | (14,624) |
| At 31st December, 2006 | 於二零零六年十二月三十一日 | 247,016,423 | 494,033 |
| Shares repurchased and cancelled | 已購回及註銷股份 | (2,780,000) | (5,560) |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | 244,236,423 | 488,473 |

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43. SHARE OPTION SCHEME

The share option scheme of the Company ("Scheme") was adopted pursuant to a resolution passed by the Company's shareholders on 3rd June, 2002 ("Adoption Date") for the primary purpose of providing the eligible participants an opportunity to have a personal stake in the Company and to help motivate, attract and retain the eligible participants whose contributions are important to the long-term growth and profitability of the Group. Eligible participants of the Scheme include any employees, directors of the Company, its subsidiaries or any entity in which the Group holds an equity interest ("Invested Entity"), supplier of goods or services to the Group or any Invested Entity, customer of the Group or any Invested Equity, any minority shareholders of the Group or Invested Entity and any other person or entity who in the opinion of the Directors have contributed or may contribute to the development and growth of the Group. The Scheme will expire on 2nd June, 2012.

The maximum number of shares which may be issuable under the Scheme and any other schemes of the Company (excluding options lapsed pursuant to the Scheme and any other schemes of the Company) must not exceed 10% of the issued shares of the Company at the Adoption Date. At 31st December, 2006, the maximum number of shares issuable under the Scheme was 10% of the Company's shares in issue as at that date.

The total number of shares issued and to be issued to each eligible participant under the Scheme in any 12-month period must not exceed 1% of the issued shares of the Company unless approved in advance by the shareholders of the Company in general meeting.

Any option to be granted under the Scheme to a director, chief executive or substantial shareholder of the Company or to any of their respective associates must be approved by Independent Non-Executive Directors of the Company. In addition, any option to be granted to a substantial shareholder or an Independent Non-Executive Director of the Company or to any of their respective associates which will result in the shares issued and to be issued in excess of 0.1% of the issued shares or with an aggregate value (based on the closing price of the shares at the date of the grant) in excess of HK\$5,000,000 within any 12-month period is subject to approval by the shareholders of the Company in general meeting.

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43. 購股權計劃

本公司之購股權計劃(「本計劃」)乃根據本公司股東於二零零二年六月三日(「採納日期」)通過之決議案而採納,主要目的為向合資格參與者提供於本公司持有個人股份之機會,以及幫助鼓勵、吸引及挽留可對本集團長期增長及盈利能力作出重要貢獻之合資格參與者。本計劃之合資格參與者包括本公司、其任何附屬公司或本集團持有股本權益之任何機構(「所投資實體」)之任何僱員、董事、本集團或所投資實體之貨品或服務供應商、本集團或所投資實體之客戶、本集團或所投資實體之任何少數股東,或董事認為對本集團發展及增長有貢獻或可能作出貢獻之任何人士或機構。本計劃將於二零一二年六月二日屆滿。

根據本計劃及本公司任何其他計劃(不包括根據本計劃及本公司任何其他計劃已失效之購股權)可發行之股份數目上限,不得超過本公司於採納日期已發行股份之10%。於二零零六年十二月三十一日,根據本計劃可發行之股份數目上限佔本公司於該日期之已發行股份10%。

除獲本公司股東事先於股東大會上批准外,於任何十二個月期限內根據本計劃而發行及將發行予每位合資格參與者之股份總數,不得超過本公司已發行股份之1%。

根據本計劃向本公司董事、行政總裁或主要股東或彼等各自之任何聯繫人授出任何購股權,必須獲本公司獨立非執行董事批准。此外,倘向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人授出購股權導致於十二個月期限內已發行及將發行之股份超過已發行股份之0.1%或總值(根據股份於授出購股權日期之收市價計算)超過5,000,000港元,則須由本公司股東於股東大會作出批准。

43. SHARE OPTION SCHEME (CONT'D)

The offer of a grant of options under the Scheme may be accepted within 28 business days from the date of the offer and by payment of HK\$1.00 as consideration for the grant of an option. An option may be exercised in accordance with the terms of the Scheme at any time during a period as to be determined and notified by the Directors to each grantee, but shall end in any event not later than 10 years from the Adoption Date.

The exercise price is determined by the Directors and shall be at least the highest of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant of an option, which must be a trading day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer of grant of an option; and (iii) the nominal value of the Company's shares.

No options have been granted under the Scheme since its adoption and accordingly there were no options outstanding at 31st December, 2007 and 2006.

44. SHARE PREMIUM AND RESERVES**43. 購股權計劃(續)**

根據本計劃授出購股權之建議，可於授出建議當日起計28個營業日內接納，並支付1.00港元作為授出購股權之代價。購股權可按本計劃之條款於董事釐定並通知每位承授人之期間隨時行使，惟在任何情況下須於採納日期起計10年內屆滿。

行使價由董事釐定，並至少須為以下之最高者：(i)本公司股份於授出購股權建議當日(須為交易日)於聯交所每日報價表所列之收市價；(ii)本公司股份於緊接授出購股權建議當日前五個交易日在聯交所每日報價表所列之平均收市價；及(iii)本公司股份之面值。

自採納本計劃以來，概無任何購股權根據本計劃而授出，因此亦無任何購股權於二零零七年及二零零六年十二月三十一日尚未行使。

44. 股份溢價及儲備

| | | The Group | |
|--------------------------------|-----------|------------------|-------------------|
| | | 本集團 | |
| | | 2007 | 2006 |
| | | 二零零七年 | 二零零六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | | (Restated) |
| | | | (重列) |
| Share premium | 股份溢價 | 1,519,481 | 1,519,481 |
| Property revaluation reserve | 物業重估儲備 | 41,792 | 19,241 |
| Investment revaluation reserve | 投資重估儲備 | 631,735 | 521,026 |
| Capital redemption reserve | 資本贖回儲備 | 213,675 | 208,115 |
| Translation reserve | 匯兌儲備 | 80,112 | 16,275 |
| Non-distributable reserve (a) | 非供派發儲備(a) | 55,226 | 55,226 |
| Capital reserve | 資本儲備 | (2,971) | 1,517 |
| Accumulated profits | 累計溢利 | 6,010,630 | 4,351,867 |
| Dividend reserve | 股息儲備 | 146,496 | 98,633 |
| | | 8,696,176 | 6,791,381 |

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44. SHARE PREMIUM AND RESERVES (CONT'D)

44. 股份溢價及儲備(續)

| The Company | 本公司 | Share premium 股份溢價 HK\$'000 千港元 | Capital redemption reserve 資本贖回儲備 HK\$'000 千港元 | Accumulated profits 累計溢利 HK\$'000 千港元 | Dividend reserve 股息儲備 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-------------------|--|---|--|---|--------------------------------|
| At 1st January, 2006 | 於二零零六年一月一日 | 1,519,481 | 193,491 | 366,976 | 37,637 | 2,117,585 |
| Over provision of expenses for share repurchased in previous year | 去年購回股份開支之 超額撥備 | - | - | 333 | - | 333 |
| 2006 Interim dividend declared | 已宣派二零零六年 中期股息 | - | - | (24,791) | 24,791 | - |
| Dividend paid | 已付股息 | - | - | - | (62,428) | (62,428) |
| Proposed final dividend | 擬派末期股息 | - | - | (98,633) | 98,633 | - |
| Shares repurchased and cancelled | 股份購回及註銷 | - | - | (108,076) | - | (108,076) |
| Transferred on share repurchase | 股份購回時轉撥 | - | 14,624 | (14,624) | - | - |
| Profit attributable to equity holders of the Company | 本公司股東應佔溢利 | - | - | 162,123 | - | 162,123 |
| At 31st December, 2006 | 於二零零六年 十二月三十一日 | 1,519,481 | 208,115 | 283,308 | 98,633 | 2,109,537 |
| 2007 Interim dividend declared | 已宣派二零零七年 中期股息 | - | - | (36,646) | 36,646 | - |
| Dividend paid | 已付股息 | - | - | - | (134,509) | (134,509) |
| Over provision of dividend | 股息超額撥備 | - | - | 770 | (770) | - |
| Proposed final dividend | 擬派末期股息 | - | - | (146,496) | 146,496 | - |
| Shares repurchased and cancelled | 股份購回及註銷 | - | - | (54,976) | - | (54,976) |
| Transferred on share repurchase | 股份購回時轉撥 | - | 5,560 | (5,560) | - | - |
| Profit attributable to equity holders of the Company | 本公司股東應佔溢利 | - | - | 346,340 | - | 346,340 |
| At 31st December, 2007 | 於二零零七年 十二月三十一日 | 1,519,481 | 213,675 | 386,740 | 146,496 | 2,266,392 |

The Company's reserves available for distribution to equity holders of the Company at 31st December, 2007 are represented by accumulated profits and dividend reserve totalling HK\$533,236,000 (2006: HK\$381,941,000).

Note:

- (a) Non-distributable reserve represents the Group's share of a subsidiary's capital redemption reserve.

於二零零七年十二月三十一日，本公司可供分派予股東之儲備以合共533,236,000港元(二零零六年：381,941,000港元)的累計溢利及股息儲備呈列。

附註：

- (a) 不可分派儲備指本集團應佔附屬公司之資本贖回儲備。

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45. BANK AND OTHER BORROWINGS

45. 銀行及其他借貸

| | | The Group 本集團 | |
|--|----------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Bank loans, overdrafts and other borrowings comprise: | 銀行貸款、透支及其他借貸包括： | | |
| Bank loans | 銀行貸款 | 3,633,233 | 2,521,391 |
| Overdrafts | 透支 | 18,000 | 34,930 |
| Other borrowings | 其他借貸 | 19,723 | 8,000 |
| | | 3,670,956 | 2,564,321 |
| Analysed as: | 列為： | | |
| Secured | 有抵押 | 1,921,233 | 1,556,029 |
| Unsecured | 無抵押 | 1,749,723 | 1,008,292 |
| | | 3,670,956 | 2,564,321 |
| Bank loans and overdrafts are repayable as follows: | 銀行貸款及透支償還期限如下： | | |
| On demand or within one year | 即期或一年內 | 871,641 | 1,637,170 |
| More than one year but not exceeding two years | 一年以上但不超過兩年 | 721,872 | 645,712 |
| More than two years but not exceeding five years | 兩年以上但不超過五年 | 1,998,510 | 273,439 |
| More than five years | 五年以上 | 59,210 | — |
| | | 3,651,233 | 2,556,321 |
| Other borrowings are repayable as follows: | 其他借貸償還期限如下： | | |
| Within one year or on demand | 一年內或即期 | 19,723 | 8,000 |
| | | 3,670,956 | 2,564,321 |
| Less: Amount repayable within one year shown under current liabilities | 減：須於一年內償還及列於流動負債項之款項 | (891,364) | (1,645,170) |
| Amount due after one year | 一年後到期之款項 | 2,779,592 | 919,151 |

The Group has a bank loan of HK\$1,649,000 which is denominated in United States Dollars. Further details of the bank and other borrowings are disclosed in note 7.

本集團有一筆銀行貸款1,649,000港元以美元列賬。銀行及其他借貸的詳情載於附註第7項。

Details of the assets of the Group and the Company pledged to secure bank and other borrowings are set out in note 57.

以本集團及本公司資產作為抵押之銀行及其他借貸之詳情載於附註第57項。

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46. LOAN NOTES

46. 貸款票據

| | | The Group 本集團 | | The Company 本公司 | |
|---|---------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| At amortised cost | 按攤銷成本 | | | | |
| Loan notes issued by the Company | 由本公司發行之貸款票據 | 46,060 | 44,011 | 46,060 | 44,011 |
| Loan notes issued by a listed subsidiary | 由一間上市附屬公司發行之貸款票據 | 69,166 | 66,639 | — | — |
| | | 115,226 | 110,650 | 46,060 | 44,011 |
| Less : Amount due within one year and shown under current liabilities | 減：於一年內到期及列於流動負債項之款項 | (115,226) | — | (46,060) | — |
| Amount due after one year | 一年後到期之款項 | — | 110,650 | — | 44,011 |

The loan notes of the Company and those of the listed subsidiary, Sun Hung Kai, were issued as part of the consideration for the repurchase of shares of the Company and Sun Hung Kai respectively. The loan notes issued by the Company bear interest at 2.25% per annum and are due on 15th August, 2008. The loan notes issued by Sun Hung Kai bear interest at 4% per annum and are due on 7th March, 2008. The effective interest rates are 7.0% and 7.9% per annum respectively.

本公司及上市附屬公司新鴻基之貸款票據乃發行作為分別支付購回本公司及新鴻基股份之部份代價。本公司發行之貸款票據以年利率2.25%計息，並於二零零八年八月十五日到期。新鴻基發行之貸款票據以年利率4%計息，並於二零零八年三月七日期到期。實際年利率分別為7.0%及7.9%。

47. CONVERTIBLE BONDS

47. 可換股債券

| | | The Group 本集團 HK\$'000 千港元 |
|--|-------------------------|-------------------------------------|
| At 1st January, 2006 | 於二零零六年一月一日 | — |
| Principal amount of convertible bonds issued (net of issue costs) | 已發行可換股債券之本金額 (扣除發行成本) | 38,209 |
| Financial asset – embedded derivative component (net of issue costs) | 金融資產－嵌入式衍生工具部份 (扣除發行成本) | 375 |
| Equity component (net of issue costs) | 股本部份 (扣除發行成本) | (4,227) |
| Liability component on initial recognition (net of issue costs) | 初始確認之負債部份 (扣除發行成本) | 34,357 |
| Accrued interest capitalised during the year | 年內已資本化應計利息 | 27 |
| Liability component at 31st December, 2006 | 於二零零六年十二月三十一日之負債部份 | 34,384 |
| Accrued interests capitalised during the year | 年內已資本化應計利息 | 1,529 |
| Interests paid during the year | 年內已付利息 | (1,555) |
| Amortised for effective interest method | 按實際利息法攤銷 | 106 |
| Derecognised on redemption | 贖回時終止確認 | (34,464) |
| Liability component at 31st December, 2007 | 於二零零七年十二月三十一日之負債部份 | — |

47. CONVERTIBLE BONDS (CONT'D)

The convertible bonds were issued on 10th November, 2006 by a listed subsidiary, Allied Properties, at issue price of HK\$10 per convertible bond. The convertible bonds bear interest at 7.00% per annum for the period from 10th November, 2006 to 30th June, 2009 and, 4.00% per annum for the period from 1st July, 2009 to 9th November, 2011. Holders of the convertible bonds had the right to convert the convertible bonds, into shares of Allied Properties by dividing the outstanding principal amounts of the convertible bonds by the conversion price of HK\$10 per share during the conversion period commencing from 1st July, 2009 and ending on the business date falling ten business days immediately preceding 9th November, 2011. The convertible bonds, if not already redeemed or converted, would have been mandatory redeemable by Allied Properties on the maturity date of 9th November, 2011. Allied Properties had the option to early redeem the convertible bonds on the day falling every six months after the date of issue of the convertible bonds.

The convertible bonds contain three components comprising an early redemption derivative, financial liability and equity conversion option elements. The early redemption derivative element, amounting to HK\$375,000 attributable to the Group, representing the derivative arising from the option of the Group to early redeem the convertible bonds, was initially recognised on issue of the convertible bonds and the fair value of the financial assets decreased to zero based on independent professional valuation at 31st December 2006. The financial liability is unsecured and stated at amortised cost with an effective interest rate of 8.37% per annum. The equity element of the convertible bonds is disclosed as "Equity component of convertible bonds of a subsidiary".

The convertible bonds were fully redeemed by Allied Properties during the year.

47. 可換股債券(續)

可換股債券乃於二零零六年十一月十日由一間上市附屬公司聯合地產按發行價每份可換股債券10港元發行。可換股債券之年息率於二零零六年十一月十日至二零零九年六月三十日期間為7.00%，而於二零零九年七月一日至二零一一年十一月九日期間為4.00%。債券持有人可於二零零九年七月一日起至緊接二零一一年十一月九日前十個營業日之營業日止的轉換期按可換股債券未償還本金額除以轉換價每股10港元之數額，將債券轉換為聯合地產股份。聯合地產須於二零一一年十一月九日到期日強制贖回尚未獲贖回或轉換的可換股債券。聯合地產可選擇於可換股債券之發行日期後每滿六個月之日提早贖回可換股債券。

可換股債券包含三個部份，包括提早贖回衍生工具、金融負債及股本轉換權部份。本集團應佔提早贖回衍生工具375,000港元由本集團在可換股債券中的提早贖回權所衍生並於發行可換股債券時即時確認，且根據二零零六年十二月三十一日之獨立專業估值金融資產之公平價值已降至零。金融負債乃無抵押及按攤銷成本及實際年息率8.37%列賬。可換股債券的股本部份於「一間附屬公司之可換股債券之權益部份」內披露。

聯合地產於年內已悉數贖回可換股債券。

48. PROVISIONS

48. 撥備

| | | The Group 本集團 | | | The Company 本公司 | |
|---|-----------------|---|---------------------------------|--------------------------------|---|--|
| | | Employee benefits 僱員福利 HK\$'000 千港元 | Others 其他 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 | Employee benefits 僱員福利 HK\$'000 千港元 | |
| Provisions: | 撥備： | | | | | |
| At 1st January, 2007 | 於二零零七年一月一日 | 67,865 | 11,155 | 79,020 | 156 | |
| Additional provision for the year | 年內額外撥備 | 70,374 | 4,001 | 74,375 | 91 | |
| Amount written back | 撥回款項 | (7,792) | (905) | (8,697) | - | |
| Amount utilised during the year | 年內已動用款項 | (9,329) | (4,412) | (13,741) | - | |
| Disposal of subsidiaries | 出售附屬公司 | - | (82) | (82) | - | |
| Transfer (to) from trade and other payables | 轉撥(至)自貿易及其他應付款項 | (31,167) | 302 | (30,865) | - | |
| Amount paid during the year | 年內已付款項 | (20,163) | - | (20,163) | - | |
| At 31st December, 2007 | 於二零零七年十二月三十一日 | 69,788 | 10,059 | 79,847 | 247 | |
| Less: Current portion | 減：即期部份 | (68,361) | (6,713) | (75,074) | (247) | |
| Non-current portion | 非即期部份 | 1,427 | 3,346 | 4,773 | - | |

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49. OTHER LIABILITIES

| | | The Group 本集團 | |
|------------------------------------|--------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Advance from minority shareholders | 少數股東墊款 | 729 | 856 |
| Obligations under finance leases | 融資租賃承擔 | 8 | 13 |
| | | 737 | 869 |
| Less: Current portion | 減：即期部份 | (734) | (861) |
| Non-current portion | 非即期部份 | 3 | 8 |

50. ACQUISITION OF SUBSIDIARIES

In August 2007, the Group acquired a subsidiary, Yu Ming Investment Management Limited, which is engaged in the provision of management and investment advisory services. The consideration of the acquisition of HK\$11,000,000 was settled by cash.

The fair value of net assets acquired and the goodwill arising from the acquisition are as follows:

50. 收購附屬公司

本集團於二零零七年八月收購一間附屬公司禹銘投資管理有限公司，該公司從事提供管理及投資顧問服務。收購代價11,000,000港元以現金結算。

所收購淨資產及因收購所產生商譽之公平價值如下：

| | | Fair value 公平價值 HK\$'000 千港元 |
|--|----------------|---------------------------------------|
| Net asset acquired | 所收購淨資產 | |
| Trade and other receivables | 貿易及其他應收款項 | 6,089 |
| Cash and cash equivalents | 現金及現金等價物 | 5,662 |
| Trade and other payables | 貿易及其他應付款項 | (1,751) |
| Net assets | 淨資產 | 10,000 |
| Less: Cash consideration, including expense paid | 減：現金代價(包括已付開支) | (11,230) |
| Goodwill | 商譽 | 1,230 |
| Net cash outflow arising on acquisition: | 收購產生的現金流出淨額： | |
| Cash consideration paid | 已付現金代價 | 11,230 |
| Cash and cash equivalents acquired | 已收購現金及現金等價物 | (5,662) |
| | | 5,568 |

50. ACQUISITION OF SUBSIDIARIES (CONT'D)

The aggregate revenue and the profit for the year of the acquired subsidiaries are as follows:

| | | For the year ended 31st December, 2007 截至二零零七年 十二月三十一日 止年度 HK\$'000 千港元 | Post acquisition attributable to the Group 本集團 應佔收購後 HK\$'000 千港元 |
|---------------------|------|--|--|
| Total revenue | 總收益 | 122,941 | 26,745 |
| Profit for the year | 年內溢利 | 112,578 | 19,273 |

The information for the year 2007 is for illustrative purposes only and is not necessarily an indication of revenue and results of operation of the acquired subsidiaries that are included in the consolidated income statement of the Group, nor is it intended to be a projection of future results.

年內已收購附屬公司之總收益及溢利如下：

二零零七年之資料僅供說明用途，並不代表計入本集團綜合收益賬內已收購附屬公司之收益及經營業績，亦不代表未來業績之預測。

51. DISPOSAL OF SUBSIDIARIES

In May 2007, the Group disposed of a group of subsidiaries engaging in the treasury investments and the provision of mortgage finance and other related services at a total consideration of HK\$248,155,000. The profit on disposal amounted to HK\$62,267,000 and included in the "consumer finance" segment.

In December 2007, the Group disposed of two subsidiaries engaging in securities broking and future dealing and broking at a total consideration of HK\$51,049,000. The loss on disposal amounted to HK\$578,000 and was included in the "Investment, broking and finance" segment.

51. 出售附屬公司

於二零零七年五月，本集團出售一組從事國庫券投資及提供按揭融資及其他相關服務的附屬公司，總代價為248,155,000港元。出售溢利為62,267,000港元列入「私人財務」分部。

於二零零七年十二月，本集團出售兩間從事證券經紀及期貨交易與經紀的附屬公司，代價為51,049,000港元。出售虧損578,000港元列入「投資、經紀及金融」分部。

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51. DISPOSAL OF SUBSIDIARIES (CONT'D)

The net assets of the subsidiaries at the dates of disposal were as follows:

| | | HK\$'000 千港元 |
|---|---------------------|-----------------|
| Net assets disposed of | 已出售淨資產 | |
| – Property, plant and equipment | – 物業、廠房及設備 | 1,577 |
| – Intangible assets | – 無形資產 | 960 |
| – Statutory deposits | – 法定按金 | 2,002 |
| – Deferred tax assets | – 遞延稅項資產 | 2,612 |
| – Financial assets at fair value through profit or loss | – 透過損益賬按公平價值處理之金融資產 | 6,769 |
| – Loans and advances to consumer finance customers | – 私人財務客戶貸款及墊款 | 8,167 |
| – Trade and other receivables | – 貿易及其他應收款項 | 72,244 |
| – Tax recoverable | – 可收回稅項 | 317 |
| – Cash and cash equivalents | – 現金及現金等價物 | 235,223 |
| – Trade and other payables | – 貿易及其他應付款項 | (46,424) |
| – Tax payable | – 應付稅項 | (1,169) |
| – Deferred tax liabilities | – 遞延稅項負債 | (39) |
| – Provisions | – 撥備 | (82) |
| | | 282,157 |
| Minority interests | 少數股東權益 | (69,129) |
| | | 213,028 |
| Attributable goodwill | 商譽應佔 | 24,487 |
| | | 237,515 |
| Profit on disposal | 出售溢利 | 61,689 |
| Total consideration | 總代價 | 299,204 |
| Total consideration settled by: | 以下列方式結算的總代價 | |
| – Cash | – 現金 | 253,099 |
| – Accounts receivable | – 應收賬款 | 46,105 |
| | | 299,204 |
| Net cash inflow arising on disposal | 出售產生的現金流入淨額 | |
| – Cash consideration (after deducting expenses) | – 現金代價(扣除開支後) | 253,099 |
| – Cash and cash equivalents disposed of | – 所出售現金及現金等價物 | (235,223) |
| | | 17,876 |

52. MAJOR NON-CASH TRANSACTION

During the year, dividend income declared by a jointly controlled entity of HK\$60,000,000 (2006: HK\$120,000,000) was recorded by setting off the amount against the current account with the jointly controlled entity.

52. 主要非現金交易

年內，共同控制企業宣派股息收入60,000,000港元(二零零六年：120,000,000港元)乃透過與共同控制企業之往來賬目抵銷記錄。

53. CONTINGENT LIABILITIES

- (a) At 31st December, 2007, the Group had guarantees as follows:

| | |
|--|-------------------------|
| Indemnities on banking guarantees made available to a clearing house and regulatory body | 就一間結算所及監管機構所獲銀行擔保作出彌償保證 |
| Other guarantees | 其他擔保 |

| 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
|----------------------------------|----------------------------------|

5,540

5,540

1,400

12,098

6,940

17,638

- (b) In 2001, an order was made by the Hubei Province Higher People's Court in China ("2001 Order") enforcing a CIETAC award of 19th July, 2000 ("Award") by which Sun Hung Kai Securities Limited ("SHKS"), a wholly-owned subsidiary of Sun Hung Kai, was required to pay US\$3,000,000 to Chang Zhou Power Development Company Limited ("JV"), a mainland PRC joint venture. SHKS had disposed of all of its beneficial interest in the JV to Sun Hung Kai's listed associate, Tian An, in 1998 and disposed of any and all interest it might hold in the registered capital of the JV ("Interest") to Long Prosperity Industrial Limited ("LPI") in October 2001. Subsequent to those disposals, SHKS' registered interest in the JV in the amount of US\$3,000,000 was frozen further to the 2001 Order. Sun Hung Kai has recently become aware of the following:

53. 或然負債

- (a) 於二零零七年十二月三十一日，本集團之擔保如下：

- (b) 於二零零一年，中國湖北省高級人民法院作出判令(「二零零一判令」)強制執行於二零零零年七月十九日之CIETAC判決(「判決」)，要求新鴻基之全資附屬公司新鴻基證券有限公司(「新鴻基證券」)，向中國合營公司長州電力發展有限公司(「合營公司」)支付3,000,000美元。新鴻基證券已在一九九八年將其於合營公司之所有實益權益出售予新鴻基證券之上市聯營公司天安，及於二零零一年十月，新鴻基證券已將其於合營公司之註冊資本可能持有之任何及所有權益(「權益」)出售予Long Prosperity Industrial Limited(「LPI」)。於該等出售後，新鴻基證券在合營公司之註冊權益(價值3,000,000美元)按二零零一判令進一步遭受凍結。新鴻基最近注意到下列事項：

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53. CONTINGENT LIABILITIES (CONT'D)

- (i) On 29th February, 2008, a writ of summons with general indorsement of claim was issued by Global Bridge Assets Limited ("GBA"), LPI and Walton Enterprises Limited ("Walton") ("2008 Writ") in the High Court of Hong Kong against SHKS ("HCA 317/2008"). In the 2008 Writ, (a) GBA claims against SHKS for damages for alleged breaches of a guarantee, alleged breaches of a collateral contract, for a collateral warranty, and for negligent and/or reckless and/or fraudulent misrepresentation; (b) LPI claims against SHKS damages for alleged breaches of a contract dated 12th October, 2001; and (c) Walton claims against SHKS for the sum of US\$3,000,000 under a shareholders agreement and/or pursuant to the Award and damages for alleged wrongful breach of a shareholders agreement. GBA, LPI and Walton also claim against SHKS interest on any sums or damages payable, costs, and such other relief as the Court may think fit. As at the date of this Report, the 2008 Writ has not been served on SHKS. If served, it shall be vigorously defended. Among other things, pursuant to a 2001 deed of waiver and indemnification, LPI waived and released SHKS from any claims including any claims relating to or arising from the Interest, the JV or any transaction related thereto, covenanted not to sue, and assumed liability for and agreed to indemnify SHKS from any and all damages, losses and expenses arising from any claims by any entity or party arising in connection with the Interest, the JV or any transaction related thereto. While a provision has been made for legal costs, Sun Hung Kai does not consider it presently appropriate to make any other provision with respect to HCA 317/2008.
- (ii) On 20th December, 2007, a writ ("Mainland Writ") was issued by 張麗娜 against Tian An and SHKS and was accepted by a mainland PRC court, 湖北省武漢市中級人民法院 ((2008) 武民商外初字第8號), claiming the transfer of a 28% shareholding in the JV, and RMB19,040,000 plus interest thereon for the period from January 1999 to end 2007 together with related costs and expenses. As at the date of this Report, the Mainland Writ has not been served on SHKS. If served, it shall be vigorously defended. While a provision has been made for legal costs, Sun Hung Kai does not consider it presently appropriate to make any other provision with respect to this writ.

53. 或然負債(續)

- (i) 於二零零八年二月二十九日，Global Bridge Assets Limited (「GBA」)、LPI及Walton Enterprises Limited (「Walton」) 向新鴻基證券發出香港高等法院一般申索註明之傳訊令狀 (「二零零八年令狀」) (「高等法院民事訴訟二零零八年第317宗」)。於二零零八年令狀中，(a) GBA就其聲稱一項擔保之違反、聲稱一份附屬合約之違反、一項附屬保證及疏忽及／或罔顧後果及／或含欺詐成分之失實陳述而向新鴻基證券申索賠償；(b) LPI就其聲稱日期為二零零一年十月十二日之合約的違反而向新鴻基證券索償；及(c) Walton根據一項股東協議及／或根據判決及就其聲稱錯誤地違反一項股東協議而向新鴻基證券索償3,000,000美元。GBA、LPI及Walton亦向新鴻基證券申索應付之任何金額或損害賠償之利息、支出以及法院認為合適之其他補償。於本報告日期，二零零八年令狀尚未送達新鴻基證券。如經送達，新鴻基證券將作出強力抗辯。當中，根據一份二零零一年豁免及彌償契約，LPI已豁免及免除新鴻基證券遭受任何申索，包括與權益、合營公司或任何相關交易有關或因此而引致之任何申索，據此，LPI承諾不會作出起訴，並承擔因與權益、合營公司或任何相關交易有關之任何實體或一方之任何申索而產生之任何及所有損害賠償、損失及費用，及同意向新鴻基證券彌償這些損害賠償、損失及費用。由於已為法律訟費作出撥備，故新鴻基認為現時並不適宜就高等法院民事訴訟二零零八年第317宗訴訟作出任何其他撥備。
- (ii) 於二零零七年十二月二十日，張麗娜已向天安及新鴻基證券發出一項令狀 (「國內令狀」)，並已獲中國法院湖北省武漢市中級人民法院 ((2008) 武民商外初字第8號) 受理，內容是申索轉讓合營公司之28%股權，及人民幣19,040,000元連同由一九九九年一月起計至二零零七年底之利息以及相關費用及開支。於本報告日期，國內令狀尚未送達新鴻基證券。如經送達，新鴻基證券將作出強力抗辯。由於已為法律訟費作出撥備，故新鴻基認為現時並不適宜就此令狀作出任何其他撥備。

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53. CONTINGENT LIABILITIES (CONT'D)

At 31st December, 2007, the Company had guarantees of HK\$205,000,000 (2006: HK\$205,000,000) given to banks in respect of banking facilities utilised by a subsidiary. No facilities were utilised at 31st December, 2007 (2006: HK\$110,600,000).

The Company charged guarantee fees to a subsidiary at market related rates on an annual basis for the guarantees given on banking facilities.

53. 或然負債(續)

於二零零七年十二月三十一日，本公司就一間附屬公司所動用之銀行信貸向銀行作出205,000,000港元(二零零六年：205,000,000港元)之擔保。於二零零七年十二月三十一日未動用任何貸款(二零零六年：110,600,000港元)。

本公司就所作出之銀行信貸擔保按照有關市場比率每年向該間附屬公司收取擔保費。

54. CAPITAL COMMITMENTS**54. 資本承擔**

| | | The Group 本集團 | |
|--|---------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Capital expenditure contracted for but not provided for in the consolidated financial statements | 已簽約但未在綜合財務報表撥備的資本開支 | <u>294,184</u> | <u>38,663</u> |
| Capital expenditure authorised but not contracted for | 已授權但未訂約的資本開支 | <u>5,233</u> | <u>1,000</u> |

The Company did not have any significant capital commitments at 31st December, 2007 and 2006.

於二零零七年及二零零六年十二月三十一日，本公司並無任何重大資本承擔。

55. OPERATING LEASE ARRANGEMENTS**55. 經營租約安排**

| | | The Group 本集團 | | The Company 本公司 | |
|---|-------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| As lessee | 作為承租人 | | | | |
| Minimum lease payments under operating leases recognised in the income statement for the year | 於本年度收益賬中確認有關經營租約之最低租約款項 | | | | |
| Land and buildings | 土地及樓宇 | <u>148,475</u> | <u>71,023</u> | <u>4,920</u> | <u>3,471</u> |
| Others | 其他 | <u>55,497</u> | <u>121</u> | <u>-</u> | <u>-</u> |
| | | <u>203,972</u> | <u>71,144</u> | <u>4,920</u> | <u>3,471</u> |

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55. OPERATING LEASE ARRANGEMENTS (CONT'D)

At 31st December, 2007, the Group and the Company had commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

| | | The Group 本集團 | | | | The Company 本公司 | |
|---|--------------------|---|---------------------------------|---|---------------------------------|--|-----------------|
| | | 2007 二零零七年 | | 2006 二零零六年 | | 2007 二零零七年 | 2006 二零零六年 |
| | | Land and buildings 土地及樓宇 HK\$'000 千港元 | Others 其他 HK\$'000 千港元 | Land and buildings 土地及樓宇 HK\$'000 千港元 | Others 其他 HK\$'000 千港元 | Land and buildings 土地及樓宇 HK\$'000 千港元 | |
| | | | | | | | HK\$'000 千港元 |
| | | | | | | | |
| Within one year | 一年內 | 152,929 | 6,520 | 114,425 | 6,608 | 12,185 | 4,870 |
| In the second to fifth years inclusive | 第二至第五年 (包括首尾兩年) | 145,598 | 969 | 116,993 | 795 | 5,796 | - |
| Over five years | 五年以上 | 1,168 | - | 5 | - | - | - |
| | | 299,695 | 7,489 | 231,423 | 7,403 | 17,981 | 4,870 |

Operating leases are generally negotiated for terms ranging from one to five years.

As lessor

Property rental income earned during the year was HK\$116,486,000 (2006: HK\$97,068,000). The property held has committed tenants whose tenancy agreements expire or are terminable over the next three years.

At 31st December, 2007, the Group had contracted with tenants for the following future minimum lease payments:

| | | The Group 本集團 | |
|--|----------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Within one year | 於一年內 | 112,827 | 70,138 |
| In the second to fifth years inclusive | 第二至第五年(包括首尾兩年) | 60,996 | 52,695 |
| | | 173,823 | 122,833 |

The Company did not have any significant lease commitments as lessor under non-cancellable operating leases at 31st December 2007 and 2006.

55. 經營租約安排(續)

於二零零七年十二月三十一日，本集團及本公司根據不可撤銷經營租約而於下列期間到期支付之日後承擔最低租約款項如下：

經營租約之年期一般議定為一至五年不等。

作為出租人

年內賺取之物業租金收入為116,486,000港元(二零零六年：97,068,000港元)。所持有之物業已有租戶承諾租用，該等租戶之租約協議將於未來三年內屆滿或可於未來三年內終止。

於二零零七年十二月三十一日，本集團已就下列未來最低租約款項與租戶訂立合約：

於二零零七年及二零零六年十二月三十一日，本公司概無因作為出租人而於不可撤銷經營租約擁有任何重大租賃承擔。

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56. RETIREMENT BENEFIT SCHEMES

The Group operates defined contribution retirement benefit schemes for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group under provident funds managed by independent trustees.

The retirement benefits cost charged to the income statement represents contributions paid and payable to the fund by the Group at rates specified in the rules of the schemes. Where there are employees who leave the schemes prior to vesting fully in the contributions, in accordance with the terms of the schemes, the contributions payable by the Group are reduced by the amount of forfeited employer's contributions.

At 31st December, 2007 and 2006, there were no material forfeited contributions which arose when employees left the retirement benefit schemes before they were fully vested in the contributions and which were available to reduce the contributions payable by the Group in the future years.

The scheme has been closed in December 2000 to new employees as a consequence of the Mandatory Provident Fund Schemes Ordinance introduced by the Hong Kong Government.

From 1st December, 2000 onwards, the new staff in Hong Kong joining the Group are required to join the Mandatory Provident Fund Scheme ("MPF Scheme"). The Group is required to contribute 5% of the employees salaries, while the employees are required to contribute 5% of their salaries to the MPF Scheme.

The EOS, an employee ownership scheme of Sun Hung Kai, was formally adopted on 18th December, 2007 and was established to help attract, recognise and retain talents. Under the EOS, selected employees or directors of the Sun Hung Kai group (the "Selected Grantees") are to be awarded shares of the Sun Hung Kai which have been purchased by the appointed scheme trustee. Upon the management's recommendation, the number of shares awarded to the Selected Grantees (other than a director of the Sun Hung Kai) shall be determined, with the vesting dates for various tranches, by a committee (comprising four members of the Sun Hung Kai's senior management) delegated with the necessary authority by the board of Sun Hung Kai. Any EOS award to a Selected Grantee who is a director of Sun Hung Kai shall be subject to the approval by the board of Sun Hung Kai following a recommendation from the remuneration committee of the board of Sun Hung Kai. The details of the EOS were set out in the announcement of Sun Hung Kai dated 28th December, 2007.

57. PLEDGE OF ASSETS

At 31st December, 2007, certain of the Group's investment properties, hotel property, land and buildings, prepaid land lease payments and properties held for sale with an aggregate carrying value of HK\$4,370,574,000 (2006: HK\$3,819,889,000), bank deposits of HK\$120,000,000 (2006: nil), listed investments belonging to the Group and margin clients with market values of HK\$5,716,995,000 (2006: HK\$142,130,000) and HK\$2,286,292,000 (2006: HK\$1,164,085,000) respectively together with certain securities in respect of listed subsidiaries held by the Company and its subsidiaries, the carrying value of which in their respective accounts totalling HK\$5,204,326,000 (2006: HK\$3,845,221,000) were pledged to secure loans and general banking facilities to the extent of HK\$4,074,233,000 (2006: HK\$3,275,591,000) granted to the Group. Facilities amounting to HK\$1,921,233,000 (2006: HK\$1,556,029,000) were utilised at 31st December, 2007.

56. 退休福利計劃

本集團為所有香港合資格僱員提供定額供款退休福利計劃。該等計劃之資產與本集團資產分開持有，獨立存於獨立信託公司所管理之公積金。

自收益賬扣除之退休福利開支為本集團按計劃規則所指定比率而已付及應付供款。倘僱員於完全達到享用退休福利前退出計劃，則根據計劃之條款，本集團應付的供款將扣除僱主應繳之金額。

於二零零七年及二零零六年十二月三十一日，並無僱員由於在達到可全數享用退休福利前退出該計劃以致有重大部份之僱主供款得以退回，並可將該退回款項用以減低本集團往後年度之應付供款。

由於香港政府推行強制性公積金計劃條例，故此本集團於二零零零年十二月起不再為新僱員提供上述計劃。

自二零零零年十二月一日起，凡於香港新加盟本集團之員工按規定均須加入強制性公積金計劃（「強積金計劃」）。本集團及僱員各自須向強積金計劃作出相當於僱員薪金5%之供款。

新鴻基於二零零七年十二月十八日正式採納及成立僱員股份擁有權計劃（「僱員股份擁有權計劃」）以吸引、表揚及挽留優秀人才。根據僱員股份擁有權計劃，新鴻基集團的特定僱員或董事（「特定承授人」）會獲授新鴻基股份，而該等新鴻基股份已由所委任的計劃受託人購買。經管理層推薦後，獲新鴻基董事會授出所需權力的委員會（由四名新鴻基高級管理人員組成）會決定特定承授人（新鴻基董事除外）獲授的股份數目及各批次的歸屬日期。倘僱員股份擁有權計劃特定承授人為新鴻基董事，則須經新鴻基董事會薪酬委員會推薦及新鴻基董事會批准方可落實。僱員股份擁有權計劃的詳情載於新鴻基二零零七年十二月二十八日刊發的公佈。

57. 資產抵押

於二零零七年十二月三十一日，本集團若干投資物業、酒店物業、土地及樓宇、預繳地價及待出售物業賬面總值4,370,574,000港元（二零零六年：3,819,889,000港元）、銀行存款120,000,000港元（二零零六年：無）、屬於本集團及孖展客戶之上市投資市值分別為5,716,995,000港元（二零零六年：142,130,000港元）及2,286,292,000港元（二零零六年：1,164,085,000港元）連同本公司及其附屬公司持有之上市附屬公司之若干證券，其各自賬目中所示之賬面值合共為5,204,326,000港元（二零零六年：3,845,221,000港元）已用作本集團所獲4,074,233,000港元（二零零六年：3,275,591,000港元）貸款及一般銀行信貸額之抵押。於二零零七年十二月三十一日，已提用之信貸額為1,921,233,000港元（二零零六年：1,556,029,000港元）。

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57. PLEDGE OF ASSETS (CONT'D)

At 31st December, 2007, a bank deposit of HK\$1,000,000 (2006: HK\$1,000,000) was pledged to secured a bank guarantee amounting to HK\$2,000,000 (2006: HK\$2,000,000).

At 31st December, 2007, certain of the securities in a listed subsidiary held by the Company with an aggregate carrying value of HK\$1,038,712,000 (2006: HK\$813,577,000) together with certain investments of its subsidiaries, were pledged to secure banking facilities to the extent of HK\$200,000,000 (2006: HK\$200,000,000) granted to a subsidiary. No facilities were utilised at 31st December, 2007 (2006 : HK\$110,600,000).

58. RELATED PARTY TRANSACTIONS AND BALANCES

The following is a summary of the significant transactions and balances with related parties during the year and as at the year end.

(a) Summary of transactions

| | | (Income)/Expense (收入)/支出 | |
|---|----------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Associates | 聯營公司 | | |
| Dividend income | 股息收入 | (1,500) | — |
| Management services fee | 管理服務費 | (4,095) | (4,335) |
| Management fee, performance fee and other fees | 管理費、表現費用及其他費用 | (21,621) | — |
| Service fees income | 服務費收入 | — | (814) |
| Interest income | 利息收入 | (2,449) | (9,702) |
| Rent, property management and air-conditioning fees and other related service fees | 租金、物業管理及空調費以及其他相關服務費 | (455) | (934) |
| Insurance premium | 保險金 | (902) | (4,762) |
| Jointly controlled entities | 共同控制企業 | | |
| Rent, property management and air-conditioning fees | 租金、物業管理及空調費 | 12,210 | 10,195 |
| Dividend income | 股息收入 | (60,000) | (120,000) |
| Property management and air-conditioning fees and other property related service fees | 物業管理及空調費與其他相關服務費 | (13,879) | (14,143) |
| Administration, management and consultancy fees | 行政、管理及顧問費 | (5,028) | (4,906) |

57. 資產抵押(續)

於二零零七年十二月三十一日，一項為數1,000,000港元(二零零六年：1,000,000港元)之銀行存款已用作抵押一項為數2,000,000港元(二零零六年：2,000,000港元)之銀行擔保。

於二零零七年十二月三十一日，本公司於一間上市附屬公司所持有之若干證券，賬面總值1,038,712,000港元(二零零六年：813,577,000港元)連同其附屬公司之若干投資已抵押，作為一間附屬公司所獲200,000,000港元(二零零六年：200,000,000港元)銀行信貸額之擔保。截至二零零七年十二月三十一日，並無動用任何貸款(二零零六年：110,600,000港元)。

58. 關連人士交易及結餘

以下為於年內及年終與關連人士之重大交易及結餘概要：

(a) 交易概要

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58. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)**58. 關連人士交易及結餘(續)****(b) Key management personnel compensation****(b) 主要管理層人員酬金**

| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
|--------------------------|------|----------------------------------|----------------------------------|
| Short term benefits | 短期福利 | 55,963 | 35,319 |
| Post-employment benefits | 退休福利 | 564 | 894 |
| | | 56,527 | 36,213 |

(c) The net balances due from (to) related parties at 31st December, 2007 and 2006 are summarised as follows:**(c) 於二零零七年及二零零六年十二月三十一日應收(應付)關連人士之結餘淨額概述如下:**

| | | The Group 本集團 | | The Company 本公司 | |
|-----------------------------|--------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Associates | 聯營公司 | 145,429 | 150,929 | 1,529 | 4,744 |
| Jointly controlled entities | 共同控制企業 | (36,869) | (76,876) | — | — |
| | | 108,560 | 74,053 | 1,529 | 4,744 |

The above amounts are included in the balance sheets of the Group and the Company in the following ways:

上述金額乃以下列方式於本集團及本公司之資產負債表內入賬:

| | | The Group 本集團 | | The Company 本公司 | |
|--|--------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 |
| Trade and other receivables | 貿易及其他應收款項 | 1,604 | 5,198 | 1,529 | 4,744 |
| Amount due from an associate after one year (note 58c (i)) | 一年後聯營公司欠款(附註58c (i)) | — | 78,000 | — | — |
| — loan notes | — 貸款票據 | — | 78,000 | — | — |
| Amounts due from associates within one year (note 58c (ii)) | 一年內聯營公司欠款(附註58c (ii)) | 78,000 | — | — | — |
| — loan notes (note 58c (i)) | — 貸款票據(附註58c (i)) | 78,448 | 80,702 | — | — |
| — others (note 58c (ii)) | — 其他(附註58c (ii)) | — | — | — | — |
| Amount due from a jointly controlled entity (note 58c (iii)) | 一間共同控制企業欠款(附註58c (iii)) | 2,192 | 2,185 | — | — |
| Trade and other payables | 貿易及其他應付款項 | (16) | (442) | — | — |
| Amounts due to associates (note 58c (ii)) | 欠聯營公司款項(附註58c (ii)) | (12,605) | (12,527) | — | — |
| Amount due to a jointly controlled entity (note 58c (iii)) | 欠一間共同控制企業款項(附註58c (iii)) | (39,063) | (79,063) | — | — |
| | | 108,560 | 74,053 | 1,529 | 4,744 |

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58. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)**(c) (Cont'd)**

Notes:

(i) The amount is unsecured and bear interest at 2.5% per annum and the interest is payable annually. The notes are due for repayment on 29th August, 2008.

(ii) At 31st December 2007, the amount due from (to) associates are unsecured, non-interest bearing and repayable on demand.

At 31st December, 2006, these amounts due from (to) associates are unsecured, non-interest bearing and are repayable on demand, except for an unsecured short-term loan to an associate of HK\$5,000,000 which bears interest at 10.5% per annum. The loan is due for repayment on 24th January, 2007.

(iii) Amount due from (to) a jointly controlled entity are unsecured, interest free and repayable on demand.

(d) During the year, both the Group and a joint venture partner, each having a 50% interests in a jointly controlled entity, received and repaid various interest-free loans from such jointly controlled entity. At 31st December, 2007, the amounts lent to the Group totalled HK\$39,000,000 (2006: HK\$79,000,000) were unsecured, interest-free and repayable on demand.

(c) (續)

附註：

(i) 該款項為無抵押及按年息率2.5%計息，利息每年支付。該等票據於二零零八年八月二十九日到期償還。

(ii) 於二零零七年十二月三十一日，應收(應付)聯營公司之款項為無抵押、免息及須於要求時償還。

於二零零六年十二月三十一日，應收(應付)聯營公司之款項為無抵押、免息及須於要求時償還，惟向一間聯營公司提供之無抵押短期貸款5,000,000港元按年利率10.5%計息除外。該貸款於二零零七年一月二十四日到期償還。

(iii) 應收(應付)一間共同控制企業之款項為無抵押、免息及須於要求時償還。

(d) 年內，本集團與一間合營夥伴於一間雙方各佔50%權益之共同控制企業收取及獲償還若干免息貸款。於二零零七年十二月三十一日，本集團的借款總額為39,000,000港元(二零零六年：79,000,000港元)乃為無抵押、免息及須於要求時償還。

59. MATURITY PROFILE OF TERM ASSETS AND LIABILITIES

The following table lists certain financial assets and financial liabilities of the Group which have a term of maturity. Overdue assets are included as on demand.

59. 有期資產及負債到期分析

下表載列本集團訂有期滿日之若干金融資產及金融負債。過期未付資產計入須按要求償還之資產。

| | | At 31st December, 2007 二零零七年十二月三十一日 | | | | | |
|--|---------------------------------------|--|---|---|---|--------------------------------|----------------|
| | On demand 按要求償還 HK\$'000 千港元 | Within 3 months 三個月內 HK\$'000 千港元 | 3 months to 1 year 三個月至一年 HK\$'000 千港元 | 1 year to 5 years 一年至五年 HK\$'000 千港元 | After 5 years 五年後 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 | |
| Assets | | | | | | | 資產 |
| Fixed deposits with banks | - | 1,853,219 | - | - | - | 1,853,219 | 銀行定期存款 |
| Loans and advances to consumer finance customers | 409,717 | 692,002 | 1,212,614 | 1,500,933 | 97,971 | 3,913,237 | 私人財務客戶貸款及墊款 |
| Loan notes included in amounts due from associates | - | - | 78,000 | - | - | 78,000 | 已計入聯營公司欠款之貸款票據 |
| Term loans | 138,181 | 179,031 | 329,806 | - | - | 647,018 | 有期貸款 |
| Treasury bills | - | 7,724 | - | - | - | 7,724 | 國庫券 |
| Liabilities | | | | | | | 負債 |
| Bank and other borrowings | 19,723 | 673,530 | 198,111 | 2,720,382 | 59,210 | 3,670,956 | 銀行及其他借貸 |
| Loan notes | - | 69,166 | 46,060 | - | - | 115,226 | 貸款票據 |

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59. MATURITY PROFILE OF TERM ASSETS AND LIABILITIES (CONT'D)**59. 有期資產及負債到期分析(續)**

| | | At 31st December, 2006 二零零六年十二月三十一日 | | | | | Total 總計 HK\$'000 千港元 |
|--|-----------------|--|--|---|---|---|--------------------------------|
| | | On demand 按要求償還 HK\$'000 千港元 | Within 3 months 三個月內 HK\$'000 千港元 | 3 months to 1 year 三個月至一年 HK\$'000 千港元 | 1 year to 5 years 一年至五年 HK\$'000 千港元 | After 5 years 五年後 HK\$'000 千港元 | |
| | | | | | | | |
| | | | | | | | |
| Assets | 資產 | | | | | | |
| Fixed deposits with banks | 銀行定期存款 | - | 1,144,098 | - | - | - | 1,144,098 |
| Loans and advances to consumer finance customers | 私人財務客戶貸款及墊款 | 249,525 | 421,881 | 1,108,643 | 1,156,094 | 79,583 | 3,015,726 |
| Term loan due from a listed associates | 應收一間上市聯營公司之有期貸款 | - | 5,000 | - | - | - | 5,000 |
| Loan notes included in amounts due from associates | 已計入聯營公司欠款之貸款票據 | - | - | - | 78,000 | - | 78,000 |
| Term loans | 有期貸款 | 216,120 | 190,062 | 8,412 | 27,600 | - | 442,194 |
| Treasury bills | 國庫券 | - | 7,675 | - | - | - | 7,675 |
| | | | | | | | |
| Liabilities | 負債 | | | | | | |
| Bank and other borrowings | 銀行及其他借貸 | 8,000 | 1,339,089 | 298,081 | 919,151 | - | 2,564,321 |
| Loan notes | 貸款票據 | - | - | - | 110,650 | - | 110,650 |
| Convertible bonds | 可換股債券 | - | - | - | 34,384 | - | 34,384 |

60. PARTICULARS OF PRINCIPAL SUBSIDIARIES**60. 主要附屬公司資料**

Particulars of the Company's principal subsidiaries at 31st December, 2007 which have their principal place of operations in Hong Kong are set out below:

二零零七年十二月三十一日，本公司主要業務所在地位於香港之主要附屬公司資料如下：

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股股本 HK\$ 港元 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 | | Principal activity 主要業務 |
|--|---|---|---|--|
| | | held by the Company/ subsidiaries 本公司/ 附屬公司持有 % | attributable to the Group 本集團應佔 % | |
| AG Capital Limited 聯合融資有限公司 | 2 | 100 | 100 | Share trading, money lending and business of consultancy 股份買賣、借貸及顧問諮詢業務 |
| Alaston Development Limited | US\$1 1美元 | 100 | 74 | Property trading 物業買賣 |
| Allied Aquatic Produce Development Limited 聯合水產發展有限公司 | 50,000,000 | 100* | 100 | Investment holding 投資控股 |
| Allied Capital Management Limited | 2 | 100 | 100 | Securities trading 證券買賣 |
| Allied Medical Practices Guild Limited 雅聯醫務協會有限公司 | 2 | 100 | 22 | Provision of contract healthcare services 提供合約保健服務 |

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 | | Principal activity 主要業務 |
|---|--|---|---|--|
| | | held by the Company/ subsidiaries 本公司/ 附屬公司持有 % | attributable to the Group 本集團應佔 % | |
| Allied Properties (H.K.) Limited ** 聯合地產(香港)有限公司** | 1,129,257,484 | 17* 57 | 74 | Investment holding 投資控股 |
| Allied Real Estate Agency Limited 聯合地產代理有限公司 | 2 | 100 | 74 | Real estate agency 地產代理 |
| AP Administration Limited | 2 | 100 | 74 | Provision of management and consultancy services 提供管理及顧問服務 |
| AP Corporate Services Limited | 2 | 100 | 74 | Provision of corporate services 提供公司服務 |
| AP Development Limited 聯合地產發展有限公司 | 2 | 100* | 74 | Investment holding 投資控股 |
| AP Diamond Limited | US\$1 1美元 | 100 | 74 | Property trading and holding 物業買賣及持有物業 |
| AP Emerald Limited | US\$1 1美元 | 100 | 74 | Investment holding 投資控股 |
| AP Finance Limited | 2 | 100 | 74 | Money lending 借貸 |
| AP Property Management Limited | 2 | 100 | 74 | Building management 樓宇管理 |
| Bali International Finance Limited 百達利財務有限公司 | 137,500,000 | 100 | 43 | Financial services and investment holding 金融服務及投資控股 |
| Bali Securities Co. Limited 百達利證券有限公司 | 7,000,000 | 100 | 43 | Securities dealer 證券交易商 |
| Best Melody Development Limited 高韻發展有限公司 | 5,000 | 100 | 74 | Property holding 持有物業 |
| Capscore Limited | 2 | 100* | 100 | Investment holding 投資控股 |
| Cheeroll Limited | 2 | 100 | 43 | Investment holding, securities and bullion trading 投資控股、證券及 黃金買賣 |

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 | | Principal activity 主要業務 |
|---|--|---|---|---|
| | | held by the Company/ subsidiaries 本公司/ 附屬公司持有 % | attributable to the Group 本集團應佔 % | |
| Cheertime Investment Limited 彩泰投資有限公司 | 1 | 100 | 74 | Property holding 持有物業 |
| Choice Rich Investment Limited 彩發投資有限公司 | 1 | 100 | 74 | Property holding 持有物業 |
| Citiwealth Investment Limited 開鵬投資有限公司 | 2 | 100* | 100 | Investment holding 投資控股 |
| Cowslip Company Limited | 2 | 100 | 43 | Investment holding 投資控股 |
| Dynamic Force Investments Limited | US\$1 1美元 | 100 | 43 | Investment holding 投資控股 |
| Dynamic People Group Limited | US\$1 1美元 | 100 | 22 | Provision of LASIK and optical surgical services 提供激光及視力手術服務 |
| Fame Arrow Company Limited 威箭有限公司 | 100,000 | 100 | 70 | Loan financing 貸款融資 |
| Florich Development Limited 景資發展有限公司 | 10,000 | 100 | 74 | Investment holding 投資控股 |
| Front Sail Limited 拓航有限公司 | 5,000 | 100 | 74 | Property holding 持有物業 |
| Gilmore Limited | 2 | 100 | 74 | Property holding 持有物業 |
| Gloria (Nominees) Limited | 200 | 100 | 43 | Investment holding 投資控股 |
| Gloxin Limited | 2 | 100 | 43 | Investment holding 投資控股 |
| Gold Concord Investment Limited 金坤投資有限公司 | 1 | 100 | 74 | Property holding 持有物業 |
| Hilarious (Nominees) Limited | 10,000 | 100 | 43 | Investment holding 投資控股 |

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 | | Principal activity 主要業務 |
|---|--|---|---|---|
| | | held by the Company/ subsidiaries 本公司/ 附屬公司持有 % | attributable to the Group 本集團應佔 % | |
| Hillcrest Development Limited | 20 | 100 | 74 | Property holding 持有物業 |
| Hi-Link Limited | 200 | 100 | 74 | Investment holding 投資控股 |
| Integrated Custodian Limited | 2 | 100 | 74 | Property holding 持有物業 |
| Itso Limited | 2 | 100 | 43 | Securities trading 證券買賣 |
| Jaffe Development Limited | US\$1 1美元 | 100 | 74 | Property holding 持有物業 |
| Kalix Investment Limited | 2 | 100 | 74 | Property holding 持有物業 |
| King Policy Development Limited 勁鵬發展有限公司 | 2 | 100 | 74 | Property holding 持有物業 |
| Landmax Investment Limited 立美投資有限公司 | 1 | 100 | 74 | Property holding 持有物業 |
| Lexshan Nominees Limited 歷山代理人有限公司 | 2 | 100 | 43 | Nominee service 代理人服務 |
| Macdonnell (Nominees) Limited | 10,000 | 100 | 43 | Investment holding 投資控股 |
| Mainford Investment Limited 銘福投資有限公司 | 1 | 100 | 74 | Property holding 持有物業 |
| Maxplan Investment Limited 銳騰投資有限公司 | 2 | 100 | 74 | Securities trading 證券買賣 |
| Mightyton Limited | 10,000 | 100 | 74 | Property holding 持有物業 |
| Oakfame Investment Limited 幹美投資有限公司 | 2 | 100 | 43 | Investment holding 投資控股 |
| Ontone Limited 安通建業有限公司 | 2 | 100 | 74 | Hotel operations, property development and property holding 酒店業務、地產發展及 持有物業 |
| Pioneer Alliance Limited 興順隆有限公司 | 10,000 | 100* | 100 | Investment holding 投資控股 |

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 | | Principal activity 主要業務 |
|--|--|---|---|--|
| | | held by the Company/ subsidiaries 本公司/ 附屬公司持有 % | attributable to the Group 本集團應佔 % | |
| Pioneer Score Development Limited 先港發展有限公司 | 2 | 100 | 43 | Investment holding 投資控股 |
| Plentiwind Limited | 2 | 100 | 43 | Futures trading 期貨買賣 |
| Polyking Services Limited 栢麗服務有限公司 | 2 | 100 | 43 | Building maintenance and cleaning services 樓宇保養及清潔服務 |
| Protech Property Management Limited 保得物業管理有限公司 | 5,000 | 100 | 43 | Building management 樓宇管理 |
| QHES Limited 卓健耆老有限公司 | US\$1 1美元 | 100 | 22 | Provision of elderly care services 提供長者護理服務 |
| Quality HealthCare Asia Limited ** 卓健亞洲有限公司** | 23,893,734 | 51 | 22 | Investment holding 投資控股 |
| Quality HealthCare Dental Services Limited 卓健牙科服務有限公司 | 1,000 | 100 | 22 | Provision of dental services 提供牙科服務 |
| Quality HealthCare Man Kee Elderly Limited 卓健耆安萬基有限公司 | 1,000 | 100 | 22 | Provision of elderly care services 提供長者護理服務 |
| Quality HealthCare Medical Centre Limited 卓健醫療體檢中心有限公司 | 1,300 | 100 | 22 | Medical facilities and services provider 醫療設施及服務供應商 |
| Quality HealthCare Medical Services Limited 卓健醫療服務有限公司 | 2 | 100 | 22 | Provision of contract healthcare services 提供合約保健服務 |
| Quality HealthCare Nursing Agency Limited 卓健護理介紹所有限公司 | 10,000 | 100 | 22 | Provision of nursing agency services 提供護理介紹服務 |
| Quality HealthCare Nursing Home Limited 卓健耆安護理老有限公司 | 1,000 | 100 | 22 | Provision of elderly care services 提供長者護理服務 |
| Quality HealthCare Physiotherapy Services Limited 卓健物理治療服務有限公司 | 1,000 | 100 | 22 | Provision of physiotherapy services 提供物理治療服務 |
| Quality HealthCare Psychological Services Limited 卓健心理健康有限公司 | 1 | 100 | 22 | Provision of psychological services 提供心理服務 |

60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 | | Principal activity 主要業務 |
|---|--|---|---|---|
| | | held by the Company/ subsidiaries 本公司/ 附屬公司持有 % | attributable to the Group 本集團應佔 % | |
| Quick Art Limited | 3,540,000 | 100 | 43 | Share trading and property holding 證券買賣及持有物業 |
| Ranbridge Finance Limited 捷橋財務有限公司 | 20,000,000 | 100 | 43 | Money lending 借貸 |
| Rank Crown Investment Limited 穎坤投資有限公司 | 2 | 100* | 100 | Investment holding 投資控股 |
| San Pack Properties Limited 山栢置業有限公司 | 10 | 100 | 74 | Property holding 持有物業 |
| Scienter Investments Limited | 20 | 100 | 43 | Share trading 證券買賣 |
| SHK Finance Limited 新鴻基財務有限公司 | 150,000,000 | 100 | 25 | Money lending 借貸 |
| SHK Financial Data Limited 新鴻基財經資訊有限公司 | 100 | 51 | 22 | Provision of financial information services 提供財經資訊服務 |
| SHK Fund Management Limited 新鴻基投資管理有限公司 | 5,000,000 | 100 | 43 | Funds marketing and management 基金市場策劃及管理 |
| SHK Investment Services Limited | 1,000,000 | 100 | 43 | Asset holding and leasing 資產投資及租賃 |
| SHK Online (Securities) Limited 新鴻基科網(証券)有限公司 | 40,000,000 | 100 | 43 | Online securities broking and margin financing 網上証券經紀及証券放款 |
| SHK Online Limited 新鴻基科網有限公司 | 20,000,000 | 100 | 43 | Investment holding 投資控股 |
| SHK Pearl River Delta Investment Company Limited 新鴻基珠江三角洲投資有限公司 | 75,000,000 | 100 | 43 | Investment holding 投資控股 |

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 | | Principal activity 主要業務 |
|--|--|---|---|---|
| | | held by the Company/ 本公司/ 附屬公司持有 % | attributable to the Group 本集團應佔 % | |
| Shun Loong Forex Company Limited 順隆外匯有限公司 | 32,000,000 | 100 | 43 | Leveraged foreign exchange dealing and broking 槓桿外匯買賣及經紀 |
| Shun Loong Futures Limited 順隆期貨有限公司 | 15,000,000 | 100 | 43 | Futures and options dealing 期貨及期權買賣 |
| Shun Loong Holdings Limited 順隆集團有限公司 | 200,000,000 | 100 | 43 | Investment holding 投資控股 |
| Shun Loong Securities Company Limited 順隆證券行有限公司 | 50,000,000 | 100 | 43 | Securities broking and share margin financing 證券經紀及證券放款 |
| Sierra Joy Limited | 2 | 100 | 74 | Property holding 持有物業 |
| Splendid Gain Limited | 2 | 100 | 43 | Investment holding 投資控股 |
| Sun Hing Bullion Company Limited 新興金業有限公司 | 5,000,000 | 100 | 43 | Bullion trading 黃金買賣 |
| Sun Hung Kai & Co. Limited** 新鴻基有限公司** | 335,958,356 | 58 | 43 | Investment holding 投資控股 |
| Sun Hung Kai (Nominees) Limited 新鴻基(代理人)有限公司 | 200 | 100 | 43 | Nominee service 代理人服務 |
| Sun Hung Kai Bullion Company Limited 新鴻基金業有限公司 | 30,000,000 | 100 | 43 | Bullion trading and investment holding 黃金買賣及投資控股 |
| Sun Hung Kai Commodities Limited 新鴻基期貨有限公司 | 80,000,600 | 100 | 43 | Commodities broking 商品期貨經紀 |
| Sun Hung Kai Forex Limited 新鴻基外匯有限公司 | 150,000,000 | 100 | 43 | Foreign exchange dealing 外匯買賣 |
| Sun Hung Kai Insurance Consultants Limited 新鴻基保險顧問有限公司 | 1,000,000 | 100 | 43 | Insurance broking and consultancy services 保險經紀及顧問服務 |
| Sun Hung Kai International Commodities Limited | 25,000,000 | 100 | 43 | Securities, futures and options trading 證券、期貨及期權買賣 |

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 | | Principal activity 主要業務 |
|---|--|---|---|--|
| | | held by the Company/ subsidiaries 本公司/ 附屬公司持有 % | attributable to the Group 本集團應佔 % | |
| Sun Hung Kai International Limited 新鴻基國際有限公司 | 10,000,000 | 100 | 43 | Corporate finance services 企業融資服務 |
| Sun Hung Kai Investment Services Limited 新鴻基投資服務有限公司 | 290,000,000 | 100 | 43 | Investment holding, share broking and margin financing 投資控股、證券經紀及 證券放款 |
| Sun Hung Kai Research Limited 新鴻基資料研究有限公司 | 100,000 | 100 | 43 | Securities research services 證券資料研究服務 |
| Sun Hung Kai Securities (Overseas) Limited 新鴻基證券(海外)有限公司 | 60,000 | 100 | 43 | Investment holding 投資控股 |
| Sun Hung Kai Securities (Trustees) Limited 新鴻基證券(信託)有限公司 | 3,000,000 | 100 | 43 | Provision of trustee services 提供信託服務 |
| Sun Hung Kai Securities Capital Markets Limited 新鴻基證券資本市場有限公司 | 1,000 | 100 | 43 | Investment holding 投資控股 |
| Sun Hung Kai Securities Limited 新鴻基証券有限公司 | 124,898,589 | 100 | 43 | Investment holding 投資控股 |
| Sun Hung Kai Venture Capital Limited | 2 | 100 | 43 | Investment holding 投資控股 |
| Sun Hung Kai Wealth Management Limited 新鴻基優越理財有限公司 | 5,000,000 | 100 | 43 | Financial planning and wealth management 財務策劃及 資產管理 |
| Sun Tai Cheung Credits Limited 新泰昌授信有限公司 | 150,000,000 | 100 | 43 | Money Lending 借貸 |
| Sun Tai Cheung Finance Company Limited 新泰昌財務有限公司 | 25,000,000 | 100 | 43 | Financial services 金融服務 |
| Sunhill Investments Limited 陽山投資有限公司 | 2 | 100* | 100 | Investment holding 投資控股 |
| Texgulf Limited | 20 | 100 | 43 | Property holding 持有物業 |

for the year ended 31st December, 2007

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股股本 HK\$ 港元 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 | | Principal activity 主要業務 |
|---|---|---|---|--|
| | | held by the Company/ subsidiaries 本公司/ 附屬公司持有 % | attributable to the Group 本集團應佔 % | |
| To Wan Development Company Limited 杜雲發展有限公司 | 10,000 | 100 | 43 | Investment holding 投資控股 |
| Tung Wo Investment Company, Limited 同和投資有限公司 | 10,000 | 100 | 43 | Investment holding 投資控股 |
| United Asia Finance Limited 亞洲聯合財務有限公司 | 137,500,000 | 58 | 25 | Consumer financing 私人財務 |
| Wah Cheong Development Company, Limited 華昌建業有限公司 | 25,100,000 | 100 | 43 | Investment holding 投資控股 |
| Wineur Secretaries Limited 偉略秘書有限公司 | 2 | 100 | 43 | Secretarial service 秘書服務 |
| Yee Li Ko Investment Limited 億利高投資有限公司 | 58,330,000 | 100 | 43 | Property holding 持有物業 |
| Yu Ming Investment Management Limited 禹銘投資管理有限公司 | 10,000,000 | 100 | 100 | Management and investment advisory services 管理及投資顧問服務 |

With the exception of Alaston Development Limited, AP Diamond Limited, AP Emerald Limited, Dynamic Force Investments Limited, Dynamic People Group Limited, Jaffe Development Limited and QHES Limited, which were incorporated in the British Virgin Islands and Quality HealthCare Asia Limited which was incorporated in Bermuda, all the above subsidiaries were incorporated in Hong Kong.

除Alaston Development Limited、AP Diamond Limited、AP Emerald Limited、Dynamic Force Investments Limited、Dynamic People Group Limited、Jaffe Development Limited及卓健耆老有限公司在英屬處女群島註冊成立，以及卓建亞洲有限公司於百慕達註冊成立外，以上所有附屬公司均在香港註冊成立。

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

Particulars of the Company's principal subsidiaries at 31st December, 2007 which were incorporated and have their principal place of operation outside Hong Kong are set out below:

60. 主要附屬公司資料(續)

二零零七年十二月三十一日，本公司在香港以外地點註冊成立及其主要業務所在地亦在香港以外之主要附屬公司資料如下：

| Subsidiaries 附屬公司 | Place of incorporation/ operation 註冊成立／業務 所在地 | Paid up issued ordinary share capital 繳足已發行 普通股股本 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 | | Principal activity 主要業務 |
|---------------------------------------|---|--|--|--|----------------------------|
| | | | held by the Company/ subsidiaries 本公司／ 附屬公司 持有 % | attributable to the Group 本集團應佔 % | |
| Allied Properties China Limited | Cayman Islands 開曼群島 | US\$1,000 1,000美元 | 100 | 74 | Investment holding 投資控股 |
| Ballymote Investments Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 74 | Investment holding 投資控股 |
| Bealake Investments Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 74 | Investment holding 投資控股 |
| Best Decision Investments Limited | British Virgin Islands 英屬處女群島 | US\$50,000 50,000美元 | 65 | 28 | Investment holding 投資控股 |
| Best Delta International Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 43 | Investment holding 投資控股 |
| Boneast Assets Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 43 | Investment holding 投資控股 |
| Bright Clear Limited 晴輝有限公司 | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | Investment holding 投資控股 |
| Constable Development S.A. | Panama 巴拿馬 | US\$5 5美元 | 100 | 43 | Investment holding 投資控股 |
| Darroman Investments Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 74 | Investment holding 投資控股 |
| Fine Class Holdings Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 74 | Investment holding 投資控股 |
| Fine Era Limited 佳紀有限公司 | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | Investment holding 投資控股 |
| Gashima Investments Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 74 | Investment holding 投資控股 |
| Hing Yip Holdings Limited 興業控股有限公司 | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 43 | Property holding 持有物業 |
| I-Market Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 43 | Investment holding 投資控股 |
| Kenworld Corporation | Republic of Liberia 利比里亞共和國 | US\$1 1美元 | 100 | 74 | Investment holding 投資控股 |

60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Place of incorporation/ operation 註冊成立／業務 所在地 | Paid up issued ordinary share capital 繳足已發行 普通股本 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 | | Principal activity 主要業務 |
|--|---|---|--|--|---|
| | | | held by the Company/ subsidiaries 本公司／ 附屬公司 持有 % | attributable to the Group 本集團應佔 % | |
| Lakewood Development Corporation | United States of America 美國 | US\$1,000 1,000美元 | 100 | 74 | Property held for sale 持有待出售物業 |
| Onspeed Investments Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 25 | Investment holding 投資控股 |
| Ranbridge, Inc. | The Philippines 菲律賓 | Peso 5,385,000 5,385,000披索 | 100 | 43 | Money lending 借貸 |
| Shipsape Investments Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 43 | Investment holding 投資控股 |
| SHK Absolute Return Managers Ltd | Cayman Islands 開曼群島 | US\$10 10美元 | 100 | 43 | Investment holding 投資控股 |
| SHK Dynamic Managers Ltd. | Cayman Islands 開曼群島 | US\$10 10美元 | 100 | 43 | Funds management 基金管理 |
| SHK Global Managers Limited | British Virgin Islands 英屬處女群島 | US\$5,000 5,000美元 | 100 | 43 | Funds management 基金管理 |
| SHK Quant Managers Ltd | Cayman Islands 開曼群島 | US\$10 10美元 | 100 | 43 | Funds management 基金管理 |
| Sing Hing Investment Limited 誠興投資有限公司 | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 43 | Property holding 持有物業 |
| Sun Hung Kai International Bank Brunei Limited | Brunei Darussalam 汶萊 | SGD10,000,000 10,000,000新加坡元 | 100 | 43 | International banking business 國際銀行事務 |
| Sun Hung Kai International Investment Management Limited | British Virgin Islands 英屬處女群島 | US\$50,000 50,000美元 | 100 | 43 | Investment holding 投資控股 |
| Sun Hung Kai Investment Services (Macau) Limited | Macau 澳門 | MOP1,000,000 1,000,000澳門元 | 100 | 43 | Property holding 持有物業 |
| Sun Hung Kai Online Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 43 | Online services 網上服務 |
| Sun Hung Kai Securities (Bermuda) Limited | Bermuda 百慕達 | US\$12,000 12,000美元 | 100 | 43 | Investment holding and management services 投資控股及管理服務 |

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Place of incorporation/ operation 註冊成立／業務 所在地 | Paid up issued ordinary share capital 繳足已發行 普通股股本 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 | | Principal activity 主要業務 |
|--|---|--|--|--|---|
| | | | held by the Company/ subsidiaries 本公司／ 附屬公司 持有 % | attributable to the Group 本集團應佔 % | |
| Sun Hung Kai Securities (Phil.), Inc. | The Philippines 菲律賓 | Peso 273,600,000 273,600,000 披索 | 100 | 43 | Investment holding 投資控股 |
| Swan Islands Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 43 | Investment holding 投資控股 |
| UAF Holdings Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 43 | Investment holding 投資控股 |
| Upper Selection Investments Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 43 | Investment holding 投資控股 |
| Wah Cheong Development (B.V.I.) Limited | British Virgin Islands 英屬處女群島 | US\$ 2,675,400 2,675,400美元 | 100 | 43 | Investment holding 投資控股 |
| Zeal Goal International Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 43 | Investment holding 投資控股 |
| 亞聯財信息諮詢(深圳) 有限公司 | People's Republic of China 中華人民共和國 | RMB 25,000,000 人民幣 25,000,000元 | 58 | 25 | Financial consultancy 財務顧問 |
| 深圳市亞聯財小額信貸 有限公司 | People's Republic of China 中華人民共和國 | RMB 15,000,000 人民幣 15,000,000元 | 58 | 25 | Money Lending 借貸 |
| 深圳銀融聯行銷顧問 有限公司 | People's Republic of China 中華人民共和國 | RMB 10,000,000 人民幣 10,000,000元 | 58 | 25 | Money Lending 借貸 |
| 廣州市新鴻基投資顧問 有限公司 | People's Republic of China 中華人民共和國 | HK\$1,000,000 1,000,000港元 | 100 | 43 | Corporate marketing and investment consultancy 市場策劃及投資 顧問 |

* These shareholdings represent the proportion of nominal value of issued capital held by the Company.

** The subsidiaries are listed in Hong Kong and further details about them are available in their published audited accounts.

The above tables list the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the assets or liabilities of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

* 該等持股量指本公司所持已發行股本面值之比例。

** 該等附屬公司於香港上市，有關該等附屬公司之其他詳情載於其公佈之經審核賬目內。

上表所列公司乃董事會認為對本年度業績有重大影響，或構成本集團資產或負債主要部份之本公司附屬公司。董事會認為列出其他附屬公司的詳情，會令資料過於冗長。

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61. PARTICULARS OF PRINCIPAL ASSOCIATES

61. 主要聯營公司資料

Particulars of the Group's principal associates at 31st December, 2007 are set out below.

二零零七年十二月三十一日之本集團主要聯營公司資料如下：

| Associates 聯營公司 | Place of incorporation/ operation 註冊成立／ 業務所在地 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 held by subsidiaries attributable 附屬公司持有 本集團應佔 % | | Principal activity 主要業務 |
|---|---|---|----|------------------------------|
| China Xin Yongan Futures Company Limited 中國新永安期貨有限公司 | Hong Kong 香港 | 25 | 11 | Futures dealing 期貨買賣 |
| Chronicle Gain Limited 確勁有限公司 | Hong Kong 香港 | 45 | 19 | Property holding 持有物業 |
| Drinkwater Investment Limited 精威置業有限公司 | Hong Kong 香港 | 22 | 10 | Property holding 持有物業 |
| Omicron International Limited | British Virgin Islands 英屬處女群島 | 44 | 19 | Investment holding 投資控股 |
| Real Estate Investments (N.T.) Limited | Hong Kong 香港 | 40 | 17 | Property development 物業發展 |
| Silver York Development Limited 兆勇發展有限公司 | Hong Kong 香港 | 42 | 18 | Investment holding 投資控股 |
| Start Hold Limited 時達開有限公司 | Hong Kong 香港 | 33 | 14 | Investment holding 投資控股 |
| Tian An China Investments Company Limited** 天安中國投資有限公司** | Hong Kong 香港 | 36 | 14 | Investment holding 投資控股 |
| Yu Ming Investments Limited** 禹銘投資有限公司** | Hong Kong 香港 | 27 | 27 | Investment holding 投資控股 |

** These associates are listed in Hong Kong and further details about these associates are available in their published audited accounts.

** 該等聯營公司在香港上市，有關該等聯營公司之其他詳情載於其公佈之經審核賬目內。

The above table lists the associates of the Group which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the assets or liabilities of the Group. To give details of other associates would, in the opinion of the Directors, result in particulars of excessive length.

上表所列公司乃董事會認為對本年度業績有重大影響，或構成本集團資產或負債主要部份之本集團聯營公司。董事會認為列出其他聯營公司的詳情，會令資料過於冗長。

for the year ended 31st December, 2007

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62. PARTICULARS OF PRINCIPAL JOINTLY CONTROLLED ENTITIES

Particulars of the Group's principal jointly controlled entities at 31st December, 2007 are set out below.

62. 主要共同控制企業資料

二零零七年十二月三十一日之本集團主要共同控制企業資料如下：

| Jointly controlled entities 共同控制企業 | Place of incorporation/ operation 註冊成立／ 業務所在地 | Proportion of nominal value of issued capital 佔已發行股本面值之比例 | | Principal activity 主要業務 |
|--|--|---|--|--|
| | | held by subsidiaries 附屬公司持有 % | attributable to the Group 本集團應佔 % | |
| Allied Kajima Limited | Hong Kong 香港 | 50 | 37 | Property and investment holding 地產及投資控股 |
| Poltallock Limited | Hong Kong 香港 | 50 | 21 | Provision of facilities and technical services to medical and dental practitioners 向醫生及牙醫提供設施 及技術服務 |
| SHK Corporate Finance (Shanghai) Limited 上海新鴻基企業顧問有限公司 | People's Republic of China 中華人民共和國 | 33 | 14 | Corporate finance advisory 企業融資顧問 |

The above table lists the jointly controlled entities of the Group which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the assets or liabilities of the Group.

上表所列公司乃董事會認為對本年度業績有重大影響，或構成本集團資產或負債主要部份之本集團共同控制企業。

Financial year ended 31st December,
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| | | 2003 二零零三年 HK\$'000 千港元 | 2004 二零零四年 HK\$'000 千港元 | 2005 二零零五年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 (Restated) (重列) | 2007 二零零七年 HK\$'000 千港元 |
|---|------------|----------------------------------|----------------------------------|----------------------------------|--|----------------------------------|
| Results | 業績 | | | | | |
| Revenue | 收益 | 1,592,491 | 1,782,775 | 1,818,801 | 2,810,634 | 4,925,496 |
| Profit from operations | 經營溢利 | 512,844 | 844,215 | 1,443,368 | 1,837,853 | 3,696,101 |
| Finance costs | 融資成本 | (61,277) | (49,386) | (102,245) | (206,453) | (341,273) |
| Amortisation of goodwill | 商譽攤銷 | (7,142) | (7,142) | – | – | – |
| Release of negative goodwill | 轉撥負商譽 | 237,923 | 257,610 | – | – | – |
| Amortisation of capital reserve | 資本儲備攤銷 | 17,267 | 17,267 | – | – | – |
| Share of results of associates | 應佔聯營公司業績 | 135,708 | 165,856 | 150,388 | 8,982 | 301,195 |
| Share of results of jointly controlled entities | 應佔共同控制企業業績 | 22,900 | 25,706 | 105,298 | 159,987 | 131,106 |
| Profit before taxation | 除稅前溢利 | 858,223 | 1,254,126 | 1,596,809 | 1,800,369 | 3,787,129 |
| Taxation | 稅項 | (127,518) | (151,472) | (170,042) | (130,740) | (310,381) |
| Profit for the year | 本年度溢利 | 730,705 | 1,102,654 | 1,426,767 | 1,669,629 | 3,476,748 |
| Attributable to: | 應佔方： | | | | | |
| Equity holders of the Company | 本公司股東 | 486,466 | 713,735 | 901,480 | 1,028,792 | 1,901,254 |
| Minority interests | 少數股東權益 | 244,239 | 388,919 | 525,287 | 640,837 | 1,575,494 |
| | | 730,705 | 1,102,654 | 1,426,767 | 1,669,629 | 3,476,748 |
| Basic earnings per share | 每股基本盈利 | HK\$1.53 | HK\$2.71 | HK\$3.48 | HK\$4.12 | HK\$7.76 |

At 31st December,
十二月三十一日

| | | 2003 二零零三年 HK\$'000 千港元 | 2004 二零零四年 HK\$'000 千港元 | 2005 二零零五年 HK\$'000 千港元 | 2006 二零零六年 HK\$'000 千港元 (Restated) (重列) | 2007 二零零七年 HK\$'000 千港元 |
|-------------------------------|--------------|----------------------------------|----------------------------------|----------------------------------|--|----------------------------------|
| Assets and liabilities | 資產及負債 | | | | | |
| Total assets | 資產總額 | 11,693,463 | 11,844,263 | 14,423,119 | 18,190,061 | 24,941,800 |
| Total liabilities | 負債總額 | (4,433,591) | (3,862,658) | (4,310,114) | (4,768,942) | (6,522,845) |
| | | 7,259,872 | 7,981,605 | 10,113,005 | 13,421,119 | 18,418,955 |

The Group acquired the Quality HealthCare Asia Limited group ("Acquisition") in 2006 and the valuation of the net assets arising from the Acquisition were completed in 2007. Accordingly, certain amounts for the year 2006 have been restated to reflect the adjustment to the net assets acquired and goodwill arising from the Acquisition.

本集團於二零零六年收購卓健亞洲有限公司集團(「收購」)，收購所得淨資產已於二零零七年完成估值。因此，二零零六年之若干金額已重列，以反映所收購淨資產及收購所得商譽的調整。

Particulars of the major properties held by the subsidiaries and jointly controlled entities of the Group at 31st December, 2007 are set out below:

本集團之附屬公司及共同控制企業於二零零七年十二月三十一日所持主要物業資料如下：

| Name/location 名稱／地點 | Lease expiry 約滿年期 | Type 類別 | Gross floor area (S.M.) 建築面積 (平方米) | Effective % held by the Group 本集團 實益持有 % | Stage of completion 完成階段 |
|--|-------------------------|------------|---|---|---|
| Hong Kong 香港 | | | | | |
| Park Place 7 Tai Tam Reservoir Road Hong Kong 雅柏苑 香港 大潭水塘道7號 | 2056+ | R | 3,475 | 73.85 | Existing 現有物業 |
| Allied Cargo Centre 150-164 Texaco Road Tsuen Wan, New Territories 聯合貨運中心 新界荃灣 德士古道150－164號 | 2047 | G | 46,594 | 73.85 | Existing 現有物業 |
| 60 Plantation Road The Peak, Hong Kong 香港山頂 種植道60號 | 2066 | R | 639 | 73.85 | Existing 現有物業 |
| Orchid Court 38 Tung On Street Mongkok, Kowloon 安蘭閣 九龍旺角 東安街38號 | 2049 | R C | 1,011 201 | 73.85 73.85 | Existing 現有物業 |
| The Redhill Peninsula 18 Pak Pat Shan Road Tai Tam, Hong Kong 紅山半島 香港大潭 白筆山道18號 | 2056+ | R CP | 596 79### | 73.85 73.85 | Existing 現有物業 Existing 現有物業 (Phase IV) (第四期) |
| China Online Centre 333 Lockhart Road Wanchai, Hong Kong 中國網絡中心 香港灣仔 駱克道333號 | 2026++ | C | 15,680 | 73.85 | Existing 現有物業 |
| St. George Apartments No. 81 Waterloo Road Ho Man Tin, Kowloon 聖佐治大廈 九龍何文田 窩打老道81號 | 2081 | R CP | 9,499 75### | 73.85 73.85 | Existing 現有物業 |

| Name/location 名稱/地點 | Lease expiry 約滿年期 | Type 類別 | Gross floor area (S.M.) 建築面積 (平方米) | Effective % held by the Group 本集團 實益持有 % | Stage of completion 完成階段 |
|---|-------------------------|------------|---|---|--------------------------------|
| Hong Kong (Cont'd) 香港 (續) | | | | | |
| Ibis North Point 138 Java Road North Point, Hong Kong 世紀軒 香港北角 渣華道138號 | 2008+ | H | 6,825 | 73.85 | Existing 現有物業 |
| Century Court 239 Jaffe Road Wanchai, Hong Kong 世紀閣 香港灣仔 謝斐道239號 | 2027++ | R C | 2,592 1,311 | 73.85 73.85 | Existing 現有物業 |
| No. 9 Queen's Road Central Hong Kong 香港皇后大道中9號 | 2854 | C | 1,277 | 73.85 | Existing 現有物業 |
| Allied Kajima Building 138 Gloucester Road Wanchai, Hong Kong 聯合鹿島大廈 香港灣仔 告士打道138號 | 2047 | C | 20,442 | 36.93* | Existing 現有物業 |
| Novotel Century Hong Kong 238 Jaffe Road Wanchai Hong Kong 世紀香港酒店 香港灣仔 謝斐道238號 | 2047 | H | 27,364 | 36.93* | Existing 現有物業 |
| Tregunter Tower 3 14 Tregunter Path Hong Kong 地利根德閣第3座 香港 地利根德徑14號 | 2051 | R | 745 | 73.85 | Existing 現有物業 |
| Admiralty Centre 18 Harcourt Road Hong Kong 海富中心 香港夏慤道18號 | 2053+ | C | 3,042 | 43.05 | Existing 現有物業 |

| Name/location 名稱/地點 | Lease expiry 約滿年期 | Type 類別 | Gross floor area (S.M.) 建築面積 (平方米) | Effective % held by the Group 本集團 實益持有 % | Stage of completion 完成階段 |
|---|-------------------------|------------|---|---|--------------------------------|
| Outside Hong Kong 香港以外 | | | | | |
| FM2100 Road and Diamond Head Boulevard Harris County Texas U.S.A. 美國德州 FM2100 Road and Diamond Head Boulevard Harris County | Freehold 永久業權 | R | 13,888,933## | 73.85 | Existing 現有物業 |
| Sofitel Philippine Plaza Manila Cultural Centre of the Philippines Complex Roxas Boulevard Pasay City Manila, Philippines 菲律賓馬尼拉 Sofitel Philippine Plaza Manila Cultural Centre of the Philippines Complex Roxas Boulevard Pasay City | 2014+++ | H | 73,866 | 36.93* | Existing 現有物業 |
| Shop E on G/F, Macau Chamber of Commerce Building No. 165 Rua De Xangai Macau 澳門上海街165號 澳門中華總商會大廈 地下舖位E室 | 2013 | C | 195# | 43.05 | Existing 現有物業 |
| Tian An Centre No. 338 Nanjing Road West Huangpu District Shanghai People's Republic of China 天安中心 中華人民共和國上海 黃浦區 南京西路 338號 | 2044 | C | 1,873 | 43.05 | Existing 現有物業 |

Notes:

Types of properties: R – Residential, C – Commercial, G – Godown,
H – Hotel, CP – Car Parking Spaces

* Indicates properties held through a jointly controlled entity
+ With option to renew for a further term of 75 years
++ With option to renew for a further term of 99 years
+++ With option to renew for a further term of 25 years
Saleable area
Site area
Number of car parking spaces

附註：

物業類別：R－住宅，C－商業，G－貨倉，
H－酒店，CP－車位

* 透過一間共同控制企業持有之物業
+ 可續期七十五年
++ 可續期九十九年
+++ 可續期二十五年
銷售面積
地盤面積
停車位數目



ALLIED GROUP LIMITED
聯合集團有限公司