



香港建屋貸款有限公司

The Hong Kong Building and Loan Agency Limited

(股份代號 Stock Code:145)

ANNUAL REPORT 年報 **2008**

Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

John Zwaanstra (*Chairman*)
John Pridjian (*Chief Executive*)
Todd David Zwaanstra
Jonathon Jarrod Lawless

Independent Non-Executive Directors

Alan Howard Smith, *J.P.*
Stephen King Chang-Min
Patrick Smulders

EXECUTIVE COMMITTEE

John Pridjian (*Chairman*)
John Zwaanstra
Todd David Zwaanstra
Jonathon Jarrod Lawless

AUDIT COMMITTEE

Alan Howard Smith, *J.P.* (*Chairman*)
Stephen King Chang-Min
Patrick Smulders

NOMINATION COMMITTEE

Jonathon Jarrod Lawless (*Chairman*)
Todd David Zwaanstra
Alan Howard Smith, *J.P.*
Stephen King Chang-Min
Patrick Smulders

REMUNERATION COMMITTEE

Todd David Zwaanstra (*Chairman*)
John Pridjian
Alan Howard Smith, *J.P.*
Stephen King Chang-Min
Patrick Smulders

董事會

執行董事

John Zwaanstra (*主席*)
John Pridjian (*行政總裁*)
Todd David Zwaanstra
Jonathon Jarrod Lawless

獨立非執行董事

Alan Howard Smith *太平紳士*
Stephen King Chang-Min
Patrick Smulders

執行委員會

John Pridjian (*主席*)
John Zwaanstra
Todd David Zwaanstra
Jonathon Jarrod Lawless

審核委員會

Alan Howard Smith *太平紳士* (*主席*)
Stephen King Chang-Min
Patrick Smulders

提名委員會

Jonathon Jarrod Lawless (*主席*)
Todd David Zwaanstra
Alan Howard Smith *太平紳士*
Stephen King Chang-Min
Patrick Smulders

薪酬委員會

Todd David Zwaanstra (*主席*)
John Pridjian
Alan Howard Smith *太平紳士*
Stephen King Chang-Min
Patrick Smulders

Corporate Information 公司資料

AUDITOR

Deloitte Touche Tohmatsu

PRINCIPAL BANKERS

The Hong Kong and Shanghai Banking
Corporation Limited
Standard Chartered Bank (Hong Kong) Limited
Fubon Bank (Hong Kong) Limited

SOLICITORS

Morrison & Foerster

SHARE REGISTRAR

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

REGISTERED OFFICE

27/F Entertainment Building
30 Queen's Road Central
Hong Kong

STOCK CODE

145

WEBSITE

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

COMPANY SECRETARY

Brian Ho Chi Yuen

QUALIFIED ACCOUNTANT

Brian Ho Chi Yuen

核數師

德勤•關黃陳方會計師行

主要往來銀行

香港上海滙豐銀行有限公司
渣打銀行(香港)有限公司
富邦銀行(香港)有限公司

律師

美富律師事務所

股份過戶登記處

卓佳登捷時有限公司
香港
皇后大道東28號
金鐘滙中心26樓

註冊辦事處

香港
皇后大道中30號
娛樂行27樓

股份代號

145

網站

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

公司秘書

何知源

合資格會計師

何知源

Contents 目 錄

	<i>PAGE</i> 頁次
CHAIRMAN'S STATEMENT 主席報告	4
DISCUSSION AND ANALYSIS OF ANNUAL RESULTS 週年業績評論及分析	6
CORPORATE GOVERNANCE REPORT 企業管治報告	8
DIRECTORS' REPORT 董事會報告	28
INDEPENDENT AUDITOR'S REPORT 獨立核數師報告	41
CONSOLIDATED INCOME STATEMENT 綜合收益表	44
CONSOLIDATED BALANCE SHEET 綜合資產負債表	45
BALANCE SHEET 資產負債表	46
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表	47
CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表	48
NOTES TO THE FINANCIAL STATEMENTS 財務報表附註	49
SUMMARY OF FINANCIAL INFORMATION 財務資料摘要	104

Chairman's Statement 主席報告

I have pleasure in presenting to the shareholders the annual report of the Company for the year ended 31st December, 2008.

BUSINESS REVIEW

For the year under review, the Group's revenue was HK\$7.6 million and the loss attributable to equity holders of the Company was HK\$1.5 million. The Group was debt-free and maintained a strong liquidity position.

DIVIDEND

The Directors do not recommend the payment of a final dividend.

The Annual General Meeting (the "AGM") of the Company will be held on 7th May, 2009 and there will be no closure of the Register of Members of the Company as no final dividend is being paid.

PROSPECTS

The uncertainties relating to the future course of interest rates and the implementation of economic stimulus measures in Mainland China in response to its changing economic situation continue to bear significant impact on the outlook for the Hong Kong economy. In addition, the recent turmoil in the US sub-prime mortgage market continues to have an impact on the Hong Kong economy and more generally on the global equity and credit markets. Consequently, management continues to exercise caution in the extension of credit and is comfortable with the level of the Company's activities. While we always stay alert to the challenges as well as opportunities brought about by these uncertainties, we remain cautiously optimistic the Group should be able to progress well in the year 2009.

本人欣然向各股東提呈本公司截至二零零八年十二月三十一日止年度之年報。

業務回顧

於回顧年度內，本集團之收益為7.6百萬港元，並錄得本公司股東應佔虧損1.5百萬港元。本集團概無負債，且維持穩健之流動資金狀況。

股息

董事會建議不派付末期股息。

本公司股東週年大會將於二零零九年五月七日舉行，由於董事會建議不派付末期股息，將不設截止過戶日期。

前景

未來利率變動趨勢及中國大陸因應其不斷變化之經濟形勢而實施之經濟緊縮措施有關之不明朗因素，將繼續對香港經濟前景產生重大影響。此外，近期美國次級按揭市場出現動蕩，將持續對香港經濟及更對全球股市及信貸市場產生影響。因此，管理層繼續審慎擴展信貸，並滿意本公司業務之水平。我們始終對該等不明朗因素帶來之挑戰與機遇保持警覺。與此同時，基於香港就業市場改善，消費支出增加，我們對本集團可在二零零九年延續良好勢態保持審慎樂觀看法。

Chairman's Statement 主席報告

APPRECIATION

On behalf of the Board of Directors (the "Board"), I would like to express my sincere appreciation to the management and our staff for their dedicated service during the year.



John Zwaanstra
Chairman

Hong Kong, 26th March, 2009

致謝

本人謹代表董事會（「董事會」）對管理層及全體員工於過去一年之盡忠服務深表謝意。



主席
John Zwaanstra

香港，二零零九年三月二十六日

Discussion and Analysis of Annual Results 週年業績評論及分析

The Group's treasury investments recorded a decrease in profit. The activity level in the Group's mortgage finance business segment remained at a modest level. For the year ended 31st December, 2008, the Group recorded a loss attributable to equity holders of the Company of HK\$1.5 million (2007: HK\$2.7 million) with revenue of HK\$7.6 million (2007: HK\$11.6 million).

RESULTS FOR THE YEAR

The principal businesses of the Group remained mortgage finance and treasury investments.

The competition in mortgage finance market remained keen and interest margin continued to remain low. The revenue contributed by mortgage finance increased to HK\$1.8 million (2007: HK\$1.2 million) and the profit contributed by mortgage finance increased to HK\$1.4 million (2007: HK\$1.2 million).

The revenue contributed by the treasury investments dropped to HK\$5.8 million (2007: HK\$10.4 million) as a result of decrease in securities trading activities. The profit contributed by treasury investments decreased to HK\$3.4 million (2007: HK\$10.0 million).

TOTAL ASSETS

At 31st December, 2008, total assets decreased slightly to HK\$230.0 million (2007: HK\$231.0 million). All assets were denominated in Hong Kong dollars except for the available-for-sale investments and some bank balances, which were denominated in United States dollars and some of the convertible bonds investments which were denominated in Singapore dollars, United States dollars and Chinese Renminbi Yuan; henceforth there was an exposure to foreign exchange currency rate risk albeit a modest one.

The Group maintained a very strong liquidity position throughout the year. At the balance sheet date, the Group had held-for-trading investments amounting to HK\$40.3 million (2007: HK\$8.0 million) and bank balances amounting to HK\$122.5 million (2007: HK\$169.2 million).

本集團之財務投資錄得溢利有所減少。本集團之按揭融資業務分部之業務水平維持於適度水平。截至二零零八年十二月三十一日止年度，本集團錄得本公司股東應佔虧損1.5百萬港元(二零零七年：2.7百萬港元)，其中收益為7.6百萬港元(二零零七年：11.6百萬港元)。

本年度業績

本集團之主要業務仍為按揭融資及財務投資。

按揭融資市場仍然競爭激烈，而息差持續偏低。按揭融資之收益增加至1.8百萬港元(二零零七年：1.2百萬港元)，而按揭融資之溢利亦增加至1.4百萬港元(二零零七年：1.2百萬港元)。

由於證券交易活動減少，財務投資之收益下跌至5.8百萬港元(二零零七年：10.4百萬港元)。財務投資之溢利下降至3.4百萬港元(二零零七年：10.0百萬港元)。

資產總值

於二零零八年十二月三十一日，資產總值輕微下降至230.0百萬港元(二零零七年：231.0百萬港元)。所有資產均以港元定值(惟以美元定值之可供出售投資及若干銀行結餘以及若干以新加坡元、美元及人民幣定值之可換股債券投資除外)，因此須承擔適度之外匯匯率風險。

本集團於本年度一直維持十分穩健之流動資金狀況。於結算日，本集團之持作買賣投資為40.3百萬港元(二零零七年：8.0百萬港元)，而銀行結餘為122.5百萬港元(二零零七年：169.2百萬港元)。

Discussion and Analysis of Annual Results 週年業績評論及分析

CAPITAL STRUCTURE

Currently, the Group is debt-free. There were no charges on the Group's assets and the Group had no material capital commitment or contingent liabilities outstanding at the end of the year (2007: Nil).

The net asset value of the Group at 31st December, 2008 decreased by 0.3% to HK\$228.6 million (2007: HK\$229.3 million), with the net asset value per share standing at HK\$1.02 (2007: HK\$1.02).

STAFF AND REMUNERATION

The Group had 10 (2007: 9) employees at 31st December, 2008 and total staff costs incurred during the year amounted to HK\$2.8 million (2007: HK\$4.2 million). The Group offers competitive remuneration packages to its employees. Currently, there is no share option granted or exercised during the year after the adoption of the share option scheme approved in the annual general meeting of the Company held on 22nd May, 2008.

OUTLOOK

The Group continues to maintain its traditional principal activities after the takeover by new management during 2007. However, management is conducting a review of the business operations and financial position of the Group, with a view to formulating a business plan and strategy suitable for the Group. At the same time, management is evaluating all and any other options, including but not limited to expanding the current financial services business of the Group, commencing real estate development business or expanding into other businesses on an opportunistic basis.

資本結構

目前，本集團概無負債。於本年度結算時，本集團之資產並無用作抵押物，而本集團亦無重大資本承擔或未償還之或然負債(二零零七年：無)。

於二零零八年十二月三十一日，本集團之資產淨值減少0.3%至228.6百萬港元(二零零七年：229.3百萬港元)，每股資產淨值為1.02港元(二零零七年：1.02港元)。

員工及薪酬

於二零零八年十二月三十一日，本集團共有10名(二零零七年：9名)僱員，而本年度之員工成本總額為2.8百萬港元(二零零七年：4.2百萬港元)。本集團為其僱員提供具競爭力之薪酬方案。現時本集團採納本公司於二零零八年五月二十二日舉行之股東週年大會批准之購股權計劃後，於本年度內並無授出或行使任何購股權。

展望

本集團於新管理層於二零零七年接手後繼續經營其傳統主要業務。然而，管理層將檢討本集團之業務營運及財政狀況，務求制訂適合本集團之業務計劃及策略。同時，管理層將評估所有及任何其他方案，包括但不限於擴展本集團之現有財務服務業務、開展房地產發展業務或伺機拓展其他業務。

Corporate Governance Report 企業管治報告

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 of Directors of the Company (the "Board") believes that good corporate governance is essential to the success of the Company and to the enhancement of shareholders' value.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles of and complied with the applicable code provisions of the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") during the year ended 31st December, 2008. The Board will review the current practices at least annually and make appropriate changes if considered necessary. During the year, the Board has reviewed and updated the corporate governance's framework; inter alia, and engagement of external professionals to review the internal control.

THE BOARD

The Board currently comprises seven Directors in total, with four executive Directors and three 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:

John Zwaanstra (*Chairman*)
John Pridjian (*Chief Executive*)
Todd David Zwaanstra
Jonathon Jarrod Lawless

INEDs:

Alan Howard Smith, *J.P.*
Stephen King Chang-Min
Patrick Smulders

本公司致力於切合實際的範疇內維持高水平之企業管治，以強調透明度、問責性和獨立性為原則。本公司董事會（「董事會」）相信優良的企業管治對本公司之成功和提升股東價值乃非常重要。

企業管治常規守則

本公司已於截至二零零八年十二月三十一日止年度期間應用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載之企業管治常規守則（「企管管治守則」）之原則並遵守其適用守則條文。董事會將至少每年一次審閱當前之常規，並在認為必要時作出適當更改。於本年度，董事會已回顧及更新企業管治框架（其中包括）及安排外部專業人士審查內部監控。

董事會

董事會目前由七位董事組成包括四名執行董事及三名獨立非執行董事（「獨立非執行董事」），董事會於年內及截至本報告日期之組成載列如下：

執行董事：

John Zwaanstra (*主席*)
John Pridjian (*行政總裁*)
Todd David Zwaanstra
Jonathon Jarrod Lawless

獨立非執行董事：

Alan Howard Smith *太平紳士*
Stephen King Chang-Min
Patrick Smulders

Corporate Governance Report 企業管治報告

THE BOARD (continued)

The brief biographical details of the Directors are set out in the “Directors and Senior Management” section on pages 30 to 34.

The INEDs, with sound professional expertise and experience, actively participate in the Board and committee meetings and bring independent judgment on issues relating to the Group’s strategy, performance and management process, taking into account the interests of all shareholders. They also take various roles in the Board committees.

Throughout the year, the Company had three INEDs representing more than one-third of the Board. All INEDs have the appropriate professional qualifications 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 INEDs have been expressly identified as such in all corporate communications of the Company that disclose the names of Directors. The INEDs were appointed for a fixed term of three years.

董事會(續)

董事之簡歷詳列於第30頁至34頁之「董事及高級行政要員」一節內。

獨立非執行董事擁有廣泛之專業知識和經驗。彼等積極參與董事會和委員會會議，對有關本集團之策略、表現和管理程序之事宜提供獨立判斷，並顧及全體股東利益。彼等亦於董事委員會擔任多個職務。

於整個年度，本公司之三位獨立非執行董事佔董事會人數多於三分之一。全體獨立非執行董事具備上市規則第3.10條所列之適當的專業資格或相關的財務管理專長。董事會亦接獲每位獨立非執行董事有關其獨立性之年度確認書，及認為所有獨立非執行董事均具有上市規則第3.13條指引下之獨立性。

於披露本公司董事姓名之所有企業傳訊內，均會明確識別獨立非執行董事之身份。獨立非執行董事之固定委任期為三年。

Corporate Governance Report 企業管治報告

THE BOARD (continued)

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group in addition to the meetings for reviewing and approving 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:

董事會(續)

除召開會議審閱和批核本集團之年度及中期業績之外，董事會定期召開會議，討論本集團之整體策略以及營運和財務表現。年內，共召開五次董事會會議，各董事之出席情況如下：

		Number of Board meetings attended/eligible to attend
		出席／合資格出席 董事會會議之次數
Executive Directors:	執行董事：	
John Zwaanstra (<i>Chairman</i>)	John Zwaanstra (主席)	5/5
John Pridjian (<i>Chief Executive</i>)	John Pridjian (行政總裁)	5/5
Todd David Zwaanstra	Todd David Zwaanstra	5/5
Jonathon Jarrod Lawless	Jonathon Jarrod Lawless	5/5
INEDs:	獨立非執行董事：	
Alan Howard Smith, <i>J.P.</i>	Alan Howard Smith 太平紳士	4/5
Stephen King Chang-Min	Stephen King Chang-Min	4/5
Patrick Smulders	Patrick Smulders	4/5

The Board has reserved for its decision or consideration matters covering mainly the Group's overall strategy, annual operating budget, financial performance, 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 daily operations and administration to the Executive management under the supervision of the Executive Committee (members of which consists of four executive Directors) 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 October 2005, of which the Board has reviewed during the year.

經董事會決定或考慮的事宜主要包括集團整體策略、年度營運預算、財務表現、董事委任或重選之建議、重大合約及交易，以及其他重大政策和財務事宜。董事會已將日常營運及行政事務委派予行政管理人員處理，並受執行委員會（其成員由四名執行董事組成）監督，執行委員會亦具有明確之書面職權範圍。董事會及本公司管理層各自之職能已以書面制定和列明，及已於二零零五年十月獲董事會批准。董事會已於年內對上述功能作出檢討。

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Board meetings each year are scheduled in advance to facilitate maximum attendance of Directors and to be held at approximately quarterly intervals and as required by business needs. At least 14 days' notice of a Board meeting is given to all Directors for the regular meetings 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 the same will be 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, any transaction which involves a conflict of interests for a substantial shareholder or a Director and which is considered by the Board to be material will be dealt with by the Board at a duly convened Board meeting. The articles of association of the Company (the "Articles of Association") also stipulate that a Director should abstain from voting and not be counted in the quorum at meetings for approving transactions in which such Director or any of his associates have a material interest therein.

董事會(續)

每年之董事會會議已於一年前預定日期，有助達至最高之董事出席率，會議大概每季及按業務需要而舉行。召開董事會會議通常會給予所有董事至少十四天的事先通知，以便有機會將討論事項加入議程內。公司秘書協助主席編制會議議程及確保已遵守所有適用規則及規例。議程及隨附之董事會文件一般在舉行常規董事會會議（及就可行情況下，其他董事會會議）前至少三天送呈全體董事。每次董事會會議之會議記錄草稿於提交下一次董事會會議審批前，先供全體董事傳閱及提出意見。所有會議記錄均由公司秘書保存，並供任何董事於發出合理通知時，在任何合理之時間內查閱。

根據目前之董事會慣例，任何涉及主要股東或董事權益衝突之交易及董事會認為屬重大之交易均須由董事會於正式召開之董事會議上處理。本公司之組織章程細則（「章程細則」）亦規定，董事須就審批其或其任何聯繫人擁有重大權益之交易之會議上放棄投票及不會計算於該等會議上之法定人數內。

Corporate Governance Report 企業管治報告

THE BOARD (continued)

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 updated continuously 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 October 2005 to enable the Directors, in the 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. The Chairman of the Company is Mr. John Zwaanstra who is primarily responsible for the leadership of the Board, ensuring that sufficient time is allowed for the Board to discuss complex or contentious issues, that all Directors are properly briefed on issues arising at Board meetings, and that the Directors receive accurate, timely and clear information. The functions of the Chief Executive are performed by an Executive Director, Mr. John Pridjian who is responsible for the executive management of the Company's operations. The division of responsibilities between the Chairman and Chief Executive has been set out in writing and approved by the Board in June 2005.

董事會(續)

每位董事均有權查閱董事會文件及相關資料，及接觸公司秘書並尋求意見及服務。董事會及每位董事亦可個別及獨立地接觸本公司之高級行政要員。董事將獲持續提供上市規則及其他適用監管規定主要發展的最新資料，以確保彼等遵守及秉持優秀企業管治慣例。此外，本公司已於二零零五年十月制訂書面程序，讓各董事於履行其職務時在適當情況下尋求獨立專業意見，有關合理費用由本公司承擔。

主席及行政總裁之角色

主席及行政總裁具獨立角色，藉以加強彼等各自之獨立性和問責性。本公司主席為John Zwaanstra先生，彼主要負責領導董事會，確保董事會擁有充裕時間商討複雜或具爭議之問題，將董事會產生之問題向所有董事作出適當介紹，並確保董事獲取準確、適時及清楚之資料。而行政總裁由John Pridjian先生擔任，彼為執行董事之一及負責本公司營運方面之行政管理。主席及行政總裁之職能已以書面區分，並於二零零五年六月獲董事會批准。

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Appointment and Re-election of Directors

The Nomination Committee has been established in June 2005 and currently consists of five members, Messrs. Jonathon Jarrod Lawless (Chairman), Todd David Zwaanstra, Alan Howard Smith, *J.P.*, Stephen King Chang-Min and Patrick Smulders.

The major roles and functions of the Nomination Committee are:

- (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (iii) to assess the independence of INEDs;
- (iv) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the Chairman and the Chief Executive;
- (v) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (vi) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

The terms of reference of the Nomination Committee have been posted on the Company's website.

董事會(續)

委任及重選董事

提名委員會已於二零零五年六月成立，目前由五位成員組成，包括Jonathon Jarrod Lawless先生(主席)、Todd David Zwaanstra先生、Alan Howard Smith太平紳士、Stephen King Chang-Min先生及Patrick Smulders先生。

提名委員會之主要角色及職能如下：

- (i) 定期檢討董事會之架構、規模及組合(包括技能、知識及經驗方面)，並就任何擬作出之變動向董事會提出建議；
- (ii) 物色具備合適資格可成為董事會成員之人選，並挑選有關人士提名為董事，或就此向董事會提供意見；
- (iii) 評核獨立非執行董事之獨立性；
- (iv) 就委任或重新委任董事以及董事(尤其主席及行政總裁)繼任計劃之相關事宜向董事會提出建議；
- (v) 為使委員會可履行董事會向其授予之權力及職能而進行任何事宜；及
- (vi) 遵守董事會可不時規定或本公司法規所載或法例所施加之任何規定、指示及規則。

提名委員會之職權範圍已登載於本公司網頁。

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Appointment and Re-election of Directors (continued)

The Nomination Committee shall meet before the holding of an annual general meeting of the Company ("AGM") where appointment of Directors will be considered and additional meetings shall be held as and when necessary. During the year, one Nomination Committee meeting was held before the 2008 AGM to consider the re-election of Directors and attendance of each member is set out as follows:

董事會(續)

委任及重選董事(續)

提名委員會須於考慮選舉董事之本公司股東週年大會(「股東週年大會」)舉行前召開會議，及於有需要時額外舉行會議。年內，於二零零八年股東週年大會之前舉行了一次提名委員會會議以考慮重選董事，各成員之出席情況如下：

		Number of Committee meetings attended/eligible to attend
		出席／合資格出席 委員會會議之次數
Committee member	委員會成員	
Jonathon Jarrod Lawless (<i>Chairman</i>)	Jonathon Jarrod Lawless (<i>主席</i>)	1/1
Todd David Zwaanstra	Todd David Zwaanstra	1/1
Alan Howard Smith, <i>J.P.</i>	Alan Howard Smith <i>太平紳士</i>	1/1
Stephen King Chang-Min	Stephen King Chang-Min	0/1
Patrick Smulders	Patrick Smulders	0/1

Messrs. Jonathon Jarrod Lawless, Todd David Zwaanstra, Alan Howard Smith, *J.P.*, Stephen King Chang-Min and Patrick Smulders were appointed as committee members and Mr. Jonathon Jarrod Lawless was appointed as Chairman of the Nomination Committee on 3rd July, 2007.

於二零零七年七月三日，Jonathon Jarrod Lawless先生、Todd David Zwaanstra先生、Alan Howard Smith *太平紳士*、Stephen King Chang-Min先生及Patrick Smulders先生獲委任為委員會成員，Jonathon Jarrod Lawless先生獲委任為提名委員會主席。

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Appointment and Re-election of Directors (continued)

Every newly appointed Director of the Company will receive an information package from the Company Secretary on the first occasion of his appointment. This information 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 (the "SFO"). In addition, this information package includes material to briefly describe the operations and business of the Company. 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.

Each INED was appointed for a specific term of three years, 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.

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) should retire from office by rotation. Further, any Director appointed to fill a casual vacancy should hold office only until the next following general meeting of the Company whilst for those appointed as an addition to the Board should hold office until the next following AGM and in both cases; those Directors would 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.

董事會(續)

委任及重選董事(續)

本公司每位新委任之董事均會在首次接受委任時由公司秘書提供一套資料。此套資料為按照公司條例、上市規則及證券及期貨條例所列的一份全面、正式及特為其而設的董事責任及持續職責須知。此外，此套資料包括簡述本公司營運和業務之資料。董事將獲持續提供上市規則及其他適用監管規定主要發展的最新資料，以確保彼等遵守及秉持優秀企業管治慣例。

各獨立非執行董事之特定任期為三年，並須根據本公司之章程細則中相關規定或其他適用法律辭任或退任。

根據章程細則，於本公司每屆股東週年大會上，屆時三分之一之董事(或倘人數並非三之倍數，則為最接近但不少於三分之一)須輪值退任。此外，任何獲委任以填補臨時空缺之董事僅可任職至下一次股東大會為止，而任何獲委任加入董事會之新增董事可任職至下一屆股東週年大會。在此兩種情況下，此等董事屆時均可於有關會議上膺選連任。每一位董事須至少每三年輪值退任一次。

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Board Committees

In addition to the Nomination Committee, the Board has established three committees, being the Remuneration Committee, Audit Committee and 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 on page 11 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 since June 2005 and currently consists of five members, including Messrs. Todd David Zwaanstra (Chairman), John Pridjian, Alan Howard Smith, *J.P.*, Stephen King Chang-Min and Patrick Smulders. The Remuneration Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice in accordance with the Company's policy if considered necessary.

The major roles and functions of the Remuneration Committee are:

- (i) to consult the Chairman and/or the Chief Executive of the Company about their proposals relating to the remuneration of executive Directors and the senior management (which should refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 or other rule(s) from time to time of the Listing Rules) of the Company (the "Senior Management");

董事會(續)

董事委員會

除提名委員會外，董事會已成立三個委員會，即薪酬委員會、審核委員會及執行委員會，並以書面具體列明其職權範圍。所有會議之會議記錄及委員會之決議案均由公司秘書保存，並供董事會成員傳閱，而各委員會須向董事會報告其決定及建議(倘適用)。董事會會議之程序和安排(於上文第11頁「董事會」一節提述)已於可行情況下在每次委員會會議上採納。

薪酬委員會

薪酬委員會於二零零五年六月成立，目前由五位成員組成，包括Todd David Zwaanstra先生(主席)、John Pridjian先生、Alan Howard Smith太平紳士、Stephen King Chang-Min先生及Patrick Smulders先生。薪酬委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。

薪酬委員會之主要角色及職能如下：

- (i) 就本公司執行董事及高級行政要員(乃指本公司年報內所指同類職級人士，及按上市規則附錄16第12段或不時規定之其他規則須予披露者)(「高級行政要員」)薪酬之建議，諮詢本公司主席及／或行政總裁；

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Board Committees (continued)

Remuneration Committee (continued)

- (ii) to make recommendations to the Board on the policy and structure for all remuneration of the Directors and the Senior Management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (iii) have the delegated responsibility to determine the specific remuneration packages of all Executive Directors and the Senior Management, including (but not limited to) benefits in kind, pension rights and compensation payments (such as compensation payable for loss or termination of their office or appointment), and make recommendations to the Board of the remuneration of Independent Non-Executive Directors. The Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration;
- (iv) to review and approve the compensation payable to Executive Directors and Senior Management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- (v) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;

董事會(續)

董事委員會(續)

薪酬委員會(續)

- (ii) 就董事及高級行政要員之全體薪酬政策及架構，以及就制訂該等薪酬政策而設立正式及具透明度之程序，向董事會提出建議；
- (iii) 獲轉授職責，以釐定所有執行董事及高級行政要員之特定薪酬方案，包括(但不限於)非金錢利益、退休金權益及賠償款項(例如因離職或終止職務或委任須支付之賠償)，並就獨立非執行董事之薪酬向董事會提供建議。委員會應考慮同類公司所支付之薪酬、董事所付出之時間及職責、本集團其他職位之僱用條件，以及是否應按表現釐定薪酬等因素；
- (iv) 檢討及批准向執行董事及高級行政要員支付有關喪失或終止職務或委任之賠償，以確保該賠償乃根據有關合約條款釐定，且該賠償在其他方面屬公平，不會對本公司造成過大開支；
- (v) 檢討及批准董事因行為失當而遭解僱或罷免之賠償安排，以確保該等安排乃根據有關合約條款釐定，且任何賠償款項在其他方面屬合理和適當；

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Board Committees (continued)

Remuneration Committee (continued)

- (vi) to ensure that no Director or any of his associates is involved in deciding his own remuneration. For this purpose, the remuneration of any member of the Committee shall be determined by the Board;
- (vii) to advise shareholders of the Company on how to vote with respect to any service contracts of Directors that require shareholders' approval under Rule 13.68 or other rule(s) from time to time of the Listing Rules; and
- (viii) to review and approve performance based remuneration by reference to the goals and objectives resolved by the Board from time to time.

The terms of reference of the Remuneration Committee were adopted in June 2005 and revised in July 2007 and have been posted on the Company's website.

董事會(續)

董事委員會(續)

薪酬委員會(續)

- (vi) 確保概無董事或其任何聯繫人參與釐定其本身之薪酬。就此而言，委員會任何成員之薪酬須由董事會釐定；
- (vii) 就根據上市規則第13.68條或不時規定之其他規則須獲股東批准之任何董事服務合約，向本公司股東提出有關如何表決之意見；及
- (viii) 透過參照董事會不時通過之公司目標，檢討及批准按表現而釐定之薪酬。

薪酬委員會之職權範圍於二零零五年六月採納並於二零零七年七月修訂，及已登載於本公司網頁。

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Board Committees (continued)

Remuneration Committee (continued)

The Remuneration Committee shall meet at least once a year. One committee meeting was held in 2008 to review (i) the existing policy and structure for the remuneration of Directors and Senior Management; (ii) the remuneration packages of all the Executive Directors and Senior Management; and (iii) the remuneration of the INEDs and the attendance of each member are set out as follows:

Committee member	委員會成員	Number of Committee meetings attended/eligible to attend
		出席／合資格出席 委員會會議之次數
Todd David Zwaanstra (<i>Chairman</i>)	Todd David Zwaanstra (<i>主席</i>)	1/1
John Pridjian	John Pridjian	1/1
Alan Howard Smith, <i>J.P.</i>	Alan Howard Smith <i>太平紳士</i>	1/1
Stephen King Chang-Min	Stephen King Chang-Min	1/1
Patrick Smulders	Patrick Smulders	1/1

Messrs. Todd David Zwaanstra, John Pridjian, Alan Howard Smith, *J.P.*, Stephen King Chang-Min and Patrick Smulders were appointed as committee members and Mr. Todd David Zwaanstra was appointed as Chairman of the Remuneration Committee on 3rd July, 2007.

The remuneration payable to Directors will depend on their respective contractual terms under their service contracts as approved by the Board on the recommendation of the Remuneration Committee. Details of the Directors' remuneration are set out in note 9 to the consolidated financial statements.

董事會(續)

董事委員會(續)

薪酬委員會(續)

薪酬委員會每年須至少召開一次會議。於二零零八年已召開一次會議，以審議(i)董事及高級行政要員之現行薪酬政策及架構；(ii)全體執行董事及高級行政要員之薪酬方案；及(iii)獨立非執行董事之薪酬，而各成員之出席次數如下：

於二零零七年七月三日，Todd David Zwaanstra 先生、John Pridjian 先生、Alan Howard Smith 太平紳士、Stephen King Chang-Min 先生及 Patrick Smulders 先生獲委任為委員會成員，Todd David Zwaanstra 先生獲委任為薪酬委員會主席。

董事之酬金將視乎薪酬委員會向董事會提供之建議獲批准後，並按各自之服務合約內之條款而釐定。董事酬金之詳情載列於綜合財務報表附註9。

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Board Committees (continued)

Remuneration Committee (continued)

During the year, the Remuneration Committee recommended to the Board for the followings:

- (i) no payment of a director's fee to each of the executive Directors; and
- (ii) the remuneration of the INEDs remained appropriate in the current market conditions in Hong Kong.

Audit Committee

The Audit Committee currently consists of three INEDs. To retain independence and objectivity, the Audit Committee has been chaired by Mr. Alan Howard Smith, *J.P.* who has the appropriate professional qualifications or related financial management expertise. The other members of the Audit Committee are Messrs. Stephen King Chang-Min and Patrick Smulders. The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

The major roles and functions of the Audit Committee are:

- (i) to be primarily responsible for making recommendation to the Board on the appointment, re-appointment and removal of the external auditor, to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of that auditor;
- (ii) to consider and discuss with the external auditor the nature and scope of each year's audit;

董事會 (續)

董事委員會 (續)

薪酬委員會 (續)

年內，薪酬委員會就下列事項向董事會提供建議：

- (i) 並無向各執行董事支付董事袍金；及
- (ii) 獨立非執行董事薪酬於香港目前市場條件下仍然適用。

審核委員會

審核委員會目前由三位獨立非執行董事組成。為保持獨立性和客觀性，審核委員會由Alan Howard Smith 太平紳士擔任主席，彼具備合適專業資格或相關財務管理專長。審核委員會其他兩位成員為Stephen King Chang-Min先生及Patrick Smulders先生。審核委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。

審核委員會之主要角色及職能如下：

- (i) 主要負責就外聘核數師之委任、重新委任及罷免向董事會提供建議，以及批准外聘核數師之薪酬及聘用條款，並處理任何有關該核數師辭任或辭退之問題；
- (ii) 考慮及與外聘核數師討論每年審核之性質及範疇；

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Board Committees (continued)

Audit Committee (continued)

- (iii) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard;
- (iv) to review the interim and annual financial statements before submission to the Board;
- (v) to consider any significant or unusual items that are, or may need to be, reflected in the interim and annual financial statements, and any matters the external auditor, the Company's Qualified Accountant or compliance officer may wish to discuss;
- (vi) to review the Group's financial controls, internal control and risk management systems; and
- (vii) to consider any findings of major investigations of internal control matters as delegated by the Board and management's response.

The terms of reference of the Audit Committee of the Company were revised in June 2005 and have been posted on the Company's website.

董事會(續)

董事委員會(續)

審核委員會(續)

- (iii) 按適用之標準檢討及監察外聘核數師之獨立性及客觀性，以及核數程序之成效；
- (iv) 於中期及年度財務報表提交董事會前先行審議；
- (v) 考慮需要或可能需要反映於中期及年度財務報表之任何重大或非經常性項目，以及外聘核數師、本公司之合資格會計師或法規主任擬討論之任何事項；
- (vi) 檢討本集團之財務監控、內部監控及風險管理制度；及
- (vii) 考慮董事會授予內部監控事項的主要調查及任何發現以及管理層之回應。

本公司審核委員會之職權範圍已於二零零五年六月作出修訂，並已登載於本公司網頁。

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Board Committees (continued)

Audit Committee (continued)

The Audit Committee shall meet at least twice a year. Two committee meetings were held in 2008 and the attendance of each member is set out as follows:

Committee member	委員會成員	Number of Committee meetings attended/eligible to attend
		出席／合資格出席 委員會會議之次數
Alan Howard Smith, J.P. (Chairman)	Alan Howard Smith 太平紳士 (主席)	2/2
Stephen King Chang-Min	Stephen King Chang-Min	2/2
Patrick Smulders	Patrick Smulders	2/2

During the meetings held in 2008, the Audit Committee had performed the work as summarised below:

- (i) recommended to the Board for the re-appointment of Messrs. Deloitte Touche Tohmatsu ("DTT") as auditor of the Group;
- (ii) reviewed and recommended to the Board for approval the engagement letters issued by DTT for the confirmation of various matters relating to DTT's engagement as auditor of the Group for the year ended 31st December, 2007 and for the six months ended 30th June, 2008;
- (iii) reviewed the letter of representation and the financial statements for the year ended 31st December, 2007 and recommended the same to the Board for approval;
- (iv) reviewed the letter of representation and unaudited interim financial information for the six months ended 30th June, 2008 and recommended the same to the Board for approval;

董事會 (續)

董事委員會 (續)

審核委員會 (續)

審核委員會每年須至少舉行兩次會議。於二零零八年已召開兩次會議，而各成員之出席次數如下：

於二零零八年內舉行之會議上，審核委員會已履行之工作概述如下：

- (i) 建議董事會續聘德勤•關黃陳方會計師行(「德勤」)為本集團核數師；
- (ii) 審議及建議董事會批准德勤就確認與委聘其擔任本集團截至二零零七年十二月三十一日止年度以及截至二零零八年六月三十日止六個月之核數師相關之事項所發出之聘用書；
- (iii) 審議截至二零零七年十二月三十一日止年度之聲明函件及財務報表，並建議董事會批准該等函件及財務報表；
- (iv) 審閱截至二零零八年六月三十日止六個月之未經審核中期財務資料，並建議董事會批准該財務資料；

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Board Committees (continued)

Audit Committee (continued)

- (v) reviewed the auditor's independent review report for the six months ended 30th June, 2008; and
- (vi) reviewed the internal control system with the support from the external professionals on the operations and performance of the Group.

Executive Committee

The Executive Committee has been established since October 2005 and currently consists of four Executive Directors, being Messrs. John Pridjian (Chairman), John Zwaanstra, Todd David Zwaanstra and Jonathon Jarrod Lawless. 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 of the Company, 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 Executive Committee meets as and when necessary to discuss the operating affairs of the Group. It 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.

董事會(續)

董事委員會(續)

審核委員會(續)

- (v) 審議核數師就截至二零零八年六月三十日止六個月之獨立審閱報告；及
- (vi) 在外部專業人士支援下審議本集團營運及表現之內部監控系統。

執行委員會

執行委員會於二零零五年十月成立，目前由四位執行董事組成，包括John Pridjian先生(主席)、John Zwaanstra先生、Todd David Zwaanstra先生及Jonathon Jarrod Lawless先生。執行委員會獲授予董事會所獲授關於本集團活動之所有一般管理和控制權，惟根據執行委員會之書面職權範圍須留待董事會決定和批准之該等事項除外。

執行委員會於有需要時舉行會議，以討論本集團之營運事宜。其主要負責處理及監察日常管理事宜，並有權：

- (i) 制定及落實有關本集團之商業活動、內部監控及行政政策；及
- (ii) 在董事會確定之本集團整體策略範圍內規劃及決定就本集團商業活動將予採納之策略。

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Codes for Securities Transactions by Directors and Relevant Employees

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "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 provisions A.5.4 of the CG Code, the Company has also established and adopted in June 2005 the Model Code, to regulate dealings in the securities of the Company by all employees of the Company 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 accounting department, the financial statements of the Group. In preparing the financial statements for the year ended 31st December, 2008, 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 Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the Listing Rules and the Hong Kong Companies Ordinance were complied with.

The reporting responsibilities of the Company's external auditor, Messrs. Deloitte Touche Tohmatsu, are set out in the Auditor's Report on pages 41 to 43.

董事會 (續)

董事及相關僱員進行證券交易之守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)，作為其有關董事進行證券交易之行為守則。經本公司作出特定查詢後，全體董事已確認彼等已遵照標準守則所載之規定標準。

為遵照企業管治守則之守則條文第A.5.4條，本公司亦已於二零零五年六月制定及採納標準守則，藉此規管本公司所有僱員(彼等被視為可能知悉有關本公司或其證券之未刊發及價格敏感資料)買賣本公司證券之行為。

問責和審核

財務匯報

於會計部之協助下，董事確認彼等編製本集團財務報表之責任。於編制截至二零零八年十二月三十一日止年度之財務報表時，已採納香港公認會計原則，並遵守香港會計師公會頒佈之香港財務報告準則(亦包括香港會計準則及詮釋)之規定以及上市規則及香港公司條例之適用披露規定。

本公司外聘核數師德勤•關黃陳方會計師行之申報責任載於第41至43頁之獨立核數師報告內。

Corporate Governance Report 企業管治報告

THE BOARD (continued)

Accountability and Audit (continued)

Internal Control

The Group's internal control system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and manage rather than eliminate risks of failure in operational systems. In 2008, the Board, through the Audit Committee and the external professionals, has reviewed the effectiveness of the internal control systems of the Group.

Internal audit

The external professionals carry out a systematic approach to improve the effectiveness of the internal control systems of the Group. The external professionals present its report and findings and the annual audit plan at the Audit Committee meetings for approval. Copies of the minutes of the Audit Committee meetings have also be sent to the Board for information.

External Auditor's Remuneration

During the year, the remuneration paid/payable to the Company's external auditor, Messrs. Deloitte Touche Tohmatsu, is set out as follows:

Services rendered for the Group

向本集團提供之服務

		Fee paid/payable 已付／應付費用 HK\$'000 千港元
Audit services	核數服務	460
Non-audit services (including taxation advisory service fees)	非核數服務(包括稅務合規及諮詢服務費用)	158
Total	總計	618

董事會(續)

問責和審核(續)

內部監控

本集團之內部監控系統旨在合理地(但並非絕對地)保證並無重大失實陳述或損失,並管理(但並非完全消除)本集團營運系統失誤的風險。於二零零八年,透過審核委員會及外部專業人士,董事會已審議本集團內部監控系統之有效性。

內部審核

內部審核部門採取有系統方法以提高本集團內部監控系統之有效性。內部審核部門於審核委員會會議上提呈其報告、調查結論及年度審核計劃以供審批。審核委員會會議之會議記錄副本亦將提呈董事會。

外聘核數師之酬金

年內,已付／應付本公司外聘核數師德勤•關黃陳方會計師行之酬金載列如下:

Corporate Governance Report 企業管治報告

THE BOARD (continued)

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 as well as the recent development of the Group are also made available on the Company's website.

The Company's annual general meeting (the "AGM") is a valuable forum for the Board to communicate directly with the shareholders. The Chairman participated in the 2008 AGM and personally chaired the meeting to answer any questions from the shareholders. The Chairman of the Audit Committee and Remuneration Committee were available to answer questions at the AGM. A separate resolution was proposed by the Chief Executive in respect of each issue to be considered at the AGM. An AGM circular was 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 Chief Executive explained 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.

董事會 (續)

與股東之聯繫

董事會瞭解與股東保持良好聯繫之重要性。有關本集團之資料乃按時透過多種正式途徑向股東傳達，包括中期及年度報告、公告及通函。該等公佈文件連同最新公司資料以及本集團近期發展亦於本公司網頁刊登。

本公司股東週年大會(「股東週年大會」)乃董事會直接跟股東聯繫的寶貴機會。主席積極參予及親身主持二零零八年股東週年大會，並於會上回應任何股東之查詢。審核委員會及薪酬委員會主席亦出席股東週年大會回應查詢。就股東週年大會上將進行審議之每項議題，行政總裁將提呈個別之決議案。股東週年大會通函於股東週年大會舉行前至少二十一天發送予全體股東，該通函載列每項擬提呈決議案之詳細內容、投票程序(包括要求以投票方式進行表決之程序)及其他相關資料。行政總裁於股東週年大會開始時會再次解釋要求以投票方式進行表決之程序，及(除要求以投票方式表決外)宣佈就每項決議案已接獲委任代表的贊成及反對之票數。


Corporate Governance Report 企業管治報告

THE BOARD (continued)

Corporate Government Enhancement

Enhancing corporate governance is not simply a matter of applying and complying with the CG Code of the Stock Exchange but 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



John Zwaanstra
Chairman

Hong Kong, 26th March, 2009

董事會(續)

提升企業管治水平

提升企業管治水平並非只為應用及遵守聯交所之企業管治守則，乃為推動及建立具道德及健全的企業文化為依歸。我們將不斷檢討並(如適用)按經驗、監管之變動及發展，於適當時候改善本公司現行之常規。本公司歡迎股東提供任何意見及建議以提高及促進本公司之透明度。

代表董事會



主席
John Zwaanstra

香港，二零零九年三月二十六日

Directors' Report 董事會報告

The Directors have pleasure in presenting their report together with the audited financial statements of the Group and the Company for the year ended 31st December, 2008.

PRINCIPAL ACTIVITIES

The Company and its subsidiaries are principally engaged in investment holding, treasury investments and the provision of mortgage finance and other related services. The principal activities and other particulars of the Company's subsidiaries are set out in note 23 to the consolidated financial statements.

There were no significant changes in the nature of the Group's principal activities during the year.

SEGMENT INFORMATION

An analysis of the Group's revenue and results by principal activity and geographical area for the year ended 31st December, 2008 is set out in note 6 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2008 are set out in the consolidated income statement on page 44.

The Directors do not recommend the payment of a final dividend for the year (2007: Nil). No interim dividend was declared for the year (2007: Nil).

SUMMARY OF FINANCIAL INFORMATION

A summary of the published results and assets and liabilities of the Group for the last five financial years ended 31st December, 2008, as extracted from the audited consolidated financial statements, is set out on page 104.

董事會欣然提呈董事會報告及本集團及本公司截至二零零八年十二月三十一日止年度之經審核財務報表。

主要業務

本公司及其附屬公司主要從事投資控股、財務投資，以及提供按揭融資及其他相關服務。本公司附屬公司之主要業務及其他資料載於綜合財務報表附註23。

本年度內本集團主要業務之性質並無重大變動。

分部資料

本集團截至二零零八年十二月三十一日止年度按主要業務及地區劃分之收益及業績分析載於綜合財務報表附註6。

業績及分派

本集團截至二零零八年十二月三十一日止年度之業績，載於第44頁的綜合收益表。

董事會建議不派付本年度之末期股息（二零零七年：無）。本年度並無宣派任何中期股息（二零零七年：無）。

財務資料摘要

本集團截至二零零八年十二月三十一日止過去五個財政年度之已公佈業績及資產與負債摘要（摘錄自經審核綜合財務報表）載於第104頁。

Directors' Report 董事會報告

PLANT AND EQUIPMENT

Details of movements in plant and equipment of the Group and the Company during the year are set out in note 13 to the consolidated financial statements.

SHARE CAPITAL

Details of the share capital of the Company are set out in note 19 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Group and of the Company during the year are set out in the Consolidated Statement of Changes in Equity on page 47 and note 20 to the consolidated financial statements respectively.

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in note 23 to the consolidated financial statements.

DIRECTORS

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

Executive Directors:

John Zwaanstra (*Chairman*)
John Pridjian (*Chief Executive*)
Todd David Zwaanstra
Jonathon Jarrod Lawless

Independent Non-Executive Directors:

Alan Howard Smith, *J.P.*
Stephen King Chang-Min
Patrick Smulders

In accordance with Article 120 of the Company's Articles of Association, Messrs. John Pridjian, Jonathon Jarrod Lawless and Stephen King Chang-Min, shall retire by rotation and, being eligible, offer themselves for re-election.

機器及設備

本年度內本集團及本公司機器及設備之變動詳情載於綜合財務報表附註13。

股本

本公司股本之詳情載於綜合財務報表附註19。

儲備

本年度內本集團及本公司儲備之變動詳情分別載於第47頁之綜合權益變動表及綜合財務報表附註20。

附屬公司

本公司附屬公司之詳情載於綜合財務報表附註23。

董事

於本年度及截至本報告日期為止，本公司之董事如下：

執行董事：

John Zwaanstra (*主席*)
John Pridjian (*行政總裁*)
Todd David Zwaanstra
Jonathon Jarrod Lawless

獨立非執行董事：

Alan Howard Smith *太平紳士*
Stephen King Chang-Min
Patrick Smulders

按照本公司組織章程細則第120條之規定，John Pridjian先生、Jonathon Jarrod Lawless先生及Stephen King Chang-Min先生將輪值退任，惟有資格並願膺選連任。

Directors' Report 董事會報告

BRIEF BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

John Zwaanstra, aged 43, was appointed the Chairman and an Executive Director of the Company in July, 2007. He is a professional investor who has extensive experience in real estate, investment management and securities analysis. He has approximately 20 years of experience in investment management with Asian markets. Mr. John Zwaanstra received a Bachelor of Arts Degree magna cum laude from Harvard University.

John Pridjian, aged 44, was appointed the Chief Executive and an Executive Director of the Company in July, 2007. He has served as the Chief Financial Officer of Penta Investments Advisers Limited ("Penta") since 2004 and its director since February 2009. Prior to joining Penta, Mr. Pridjian was a tax principal for two years with Deloitte & Touche LLP ("Deloitte"), and was also a member firm partner approximately for one year with the Arthur Andersen LLP tax practice acquired by Deloitte. Prior to this time, from 1993 to 2001, Mr. Pridjian practiced law with Sidley Austin LLP in Los Angeles where he was a partner. Mr. Pridjian's practice focused on advising private equity and multinational corporate clients and hedge funds on cross-border mergers, acquisitions and investment transactions. Mr. Pridjian received his degree of Master of Business Administration from the University of Chicago. He received his Juris Doctor and Bachelor of Science degrees from the University of Illinois. He is registered as a Certified Public Accountant in the State of Illinois. He is a member of the State Bar of California and has written several law review articles.

董事及高級行政要員簡歷

John Zwaanstra，43歲，自二零零七年七月起獲委任為本公司之主席兼執行董事。彼為一名專業投資者，於房地產、投資管理及證券分析方面具豐富經驗。彼在亞洲市場於投資管理方面擁有約20年經驗。彼持有哈佛大學文學學士學位(極優等)。

John Pridjian，44歲，自二零零七年七月起獲委任為本公司之行政總裁兼執行董事。自二零零四年起出任Penta Investments Advisers Limited (「Penta」)之財務總監，並自二零零九年二月起出任其董事，於加入Penta前，Pridjian先生於Deloitte & Touche LLP (「Deloitte」)任職稅務主管，亦為Deloitte 所收購之Arthur Andersen LLP稅務業務之成員公司合夥人約一年。在此之前，由一九九三年至二零零一年，Pridjian先生為於洛杉磯之Sidley Austin LLP執業並為合夥人。Pridjian先生之執業範疇集中於向私人資本及跨國企業客戶及對沖基金提供跨國收購合併及投資交易之意見。Pridjian先生持有芝加哥大學工商管理碩士學位。彼獲University of Illinois 頒授民法學博士及理學學士學位。彼於伊利諾斯州註冊成為執業會計師。彼為State Bar of California成員並著有若干法律檢討文稿。

Directors' Report 董事會報告

BRIEF BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Todd David Zwaanstra, aged 36, was appointed an Executive Director of the Company in July, 2007. He is a Senior Trader for Penta. Prior to joining Penta in 2006, Mr. Zwaanstra worked for Goldman, Sachs & Co. in San Francisco for over nine years as a Vice President of Global Equity Derivative Sales. He was responsible for advising hedge funds, investment managers, and pension funds. His role involved the execution, analysis and marketing of Equity Derivative Products. Mr. Zwaanstra received a Bachelor of Arts degree in Economics from the University of California at Los Angeles. Mr. Todd David Zwaanstra is the younger brother of Mr. John Zwaanstra.

Jonathon Jarrod Lawless, aged 32, was appointed an Executive Director of the Company in July, 2007. He is an Analyst for Penta. Prior to joining Penta, Mr. Lawless worked for over eight years with Colonial First State in Australia. Mr. Lawless was a Portfolio Manager of hedge funds in the Fund of Hedge Funds team, and strategy specialist covering idea generation, manager due diligence and monitoring across equity hedge fund strategies globally. Mr. Lawless holds a Bachelor's degree in Commerce, from the University of Melbourne, and completed the Financial Services Institute of Australasia Graduate Diploma in Applied Finance and Investment.

董事及高級行政要員簡歷(續)

Todd David Zwaanstra, 36歲，自二零零七年七月起獲委任為本公司之執行董事。彼為Penta之高級交易員。於二零零六年加入Penta前，Zwaanstra先生於舊金山之Goldman, Sachs & Co.出任環球股票衍生工具銷售副總裁超過九年。彼負責向對沖基金、投資經理及退休基金提供意見。其職責包括執行、分析及銷售股票衍生工具。Zwaanstra先生持有洛杉磯加州大學經濟學文學士學位。Todd David Zwaanstra 先生為John Zwaanstra先生之胞弟。

Jonathon Jarrod Lawless, 32歲，自二零零七年七月起獲委任為本公司之執行董事。彼為Penta之分析員。於加入Penta前，Lawless先生於澳洲之Colonial First State任職超過8年。Lawless先生為Fund of Hedge Funds隊伍中的一名對沖基金組合投資經理及策略專家，工作包括意念創造、管理盡職審查及監察全球股票對沖基金策略。Lawless先生持有墨爾本大學商學學士學位，並完成Financial Services Institute of Australasia之應用財務及投資畢業文憑課程。

Directors' Report 董事會報告

BRIEF BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Alan Howard Smith, J.P., aged 65, was appointed an Independent Non-Executive Director of the Company in July, 2007. Mr. Smith graduated with a LLB (Honours) degree from Bristol University, England in 1964 and was admitted as a solicitor in England in 1967 and in Hong Kong in 1970. Mr. Smith has approximately 30 years of investment banking experience in Asia. He was elected a council member of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on two occasions. He was a member of the Hong Kong Special Administrative Region Government's Economic Advisory Committee, and was for 10 years a member of the Hong Kong Government's Standing Committee on Company Law Reform. Mr. Smith retired as the Vice Chairman, Pacific Region, of Credit Suisse First Boston ("CSFB"), a leading global investment bank, in December 2001. Prior to joining CSFB, he was a director of The Jardine Fleming Group Limited ("JF") from 1975 to 1996. Mr. Smith is also a director of a number of other listed companies including Frasers Property (China) Limited, Kingway Brewery Holdings Limited, Star Cruises Limited and VXL Capital Limited which are listed on the Stock Exchange. In addition, he is also a director of a number of other companies with their shares listed on the Irish Stock Exchange, London Stock Exchange, Singapore Stock Exchange or Kuwait Stock Exchange.

董事及高級行政要員簡歷(續)

Alan Howard Smith 太平紳士，65歲，自二零零七年七月起獲委任為本公司之獨立非執行董事。Smith先生於一九六四年畢業於Bristol University，持有法律(榮譽)學士學位，並於一九六七年及一九七零年分別在英國及香港成為認許律師。Smith先生積約30年亞洲投資銀行之經驗。彼曾兩度獲選為香港聯合交易所有限公司(「聯交所」)之理事會會員。彼曾為香港特別行政區政府之經濟顧問委員會成員，並為香港政府之公司法改革常務委員會成員長達10年。Smith先生於二零零一年十二月退任瑞士信貸第一波士頓(「CSFB」)(一家領先之全球投資銀行)之亞太區副主席。於加入CSFB前，彼於一九七五年至一九九六年間為Jardine Fleming Group Limited(「怡富」)董事。Smith先生亦為其他上市公司之董事，包括於聯交所上市之星獅地產(中國)有限公司、金威啤酒集團有限公司、麗星郵輪有限公司及卓越金融有限公司。此外，彼亦為其股份於愛爾蘭證券交易所、倫敦證券交易所、新加坡證券交易所或科威特證券交易所上市之其他公司之董事。

Directors' Report 董事會報告

BRIEF BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Stephen King Chang-Min, aged 42, has been appointed as an Independent Non-Executive Director of the Company since July, 2007. Mr. King is a Partner and member of the Investment Committee of Unitas Capital (formerly known as CCMP Capital Asia and J.P. Morgan Partners Asia) based in Hong Kong and oversees the firm's activities in Australia and New Zealand. Mr. King is currently Chairman of Waco International and Repco Corporation. He additionally serves on the boards of Independent Liquor, Godfreys, Air International Thermal and Yellow Pages Group (New Zealand). Mr. King is also the Treasurer of The Hong Kong Venture Capital Association and serves on its Executive Committee. Prior to joining Unitas Capital in 2001, Mr. King spent more than eight years with J.P. Morgan & Co. in New York and Hong Kong. Mr. King holds a Bachelor of Arts degree cum laude from Harvard University. Mr. King was a director of Yellow Pages (Singapore) Pte Ltd. from June 2003 to January 2007, a company with its shares listed on the Singapore Stock Exchange.

Patrick Smulders, aged 43, was appointed an Independent Non-Executive Director of the Company in July, 2007. Mr. Smulders is a Senior Managing Director and member of the Investment Committee of TowerBrook Capital Partners. Prior to the formation of TowerBrook, Mr. Smulders was a Senior Managing Director and an Investment Committee Member at Soros Private Equity. He was also a Deal Principal and a co-founder of Doughty Hanson & Co from 1993 to 2003. Mr. Smulders earned his Bachelor of Arts degree from Harvard University and received his Master of Business Administration from Harvard Business School.

董事及高級行政要員簡歷(續)

Stephen King Chang-Min, 42歲，自二零零七年七月起獲委任為本公司之獨立非執行董事。King先生為以香港為基地之Unitas Capital (前稱CCMP Capital Asia及J.P. Morgan Partners Asia) 投資委員會合夥人及成員，監督公司在澳州及新紐西蘭之業務。King先生現時為Waco International及Repco Corporation主席。彼此外為Independent Liquor、Godfreys、Air International Thermal及Yellow Pages Group (New Zealand)董事會成員。King先生亦為香港創業及私募投資協會之司庫並為其執行干事。於二零零一年加入Unitas Capital前，King先生於紐約及香港的J.P. Morgan & Co.服務超過8年。King先生持有哈佛大學文學學士學位(優等)。King先生自二零零三年六月至二零零七年一月為Yellow Pages (Singapore) Pte Ltd. (一家其股份於新加坡證券交易所上市之公司)之董事。

Patrick Smulders, 43歲，自二零零七年七月起獲委任為本公司之獨立非執行董事。Smulders先生為TowerBrook Capital Partners高級董事總經理及投資委員會成員。於TowerBrook成立前，Smulders先生為Soros Private Equity高級董事總經理及投資委員會成員。彼於一九九三年至二零零三年亦為Doughty Hanson & Co交易主管及共同創辦人。Smulders先生持有哈佛大學文學學士學位及取得哈佛商學院工商管理碩士學位。

Directors' Report 董事會報告

BRIEF BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Brian Ho Chi-Yuen, aged 40, was appointed the Qualified Accountant and the Company Secretary of the Company in July, 2007. Mr. Ho is a member of the Hong Kong Institute of Certified Public Accountant (CPA) and a fellow member of the Association of Chartered Certified Accountants (FCCA) in the United Kingdom.

DIRECTORS' INTEREST

At 31st December, 2008, the following Directors of the Company had interests in the shares or underlying shares of the Company or any of its associated corporations as recorded in the register required to be kept by the Company under Section 352 of the Securities and Futures Ordinance (the "SFO") or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers under the Listing Rules on the Stock Exchange (the "Model Code").

(a) Interests in the Company (long position)

Name of director 董事姓名	Number of shares held 持有股份數目	Approximate % of the issued share capital of the Company 佔本公司已發行 股本之概約百分比	Notes 附註
Mr. John Zwaanstra John Zwaanstra先生	168,750,000	75	1, 2
Mr. Todd David Zwaanstra Todd David Zwaanstra先生	168,750,000	75	1, 3

董事及高級行政要員簡歷(續)

何知源，40歲，於二零零七年七月獲委任為本公司公司秘書及合資格會計師。何先生為香港會計師公會會員及英國公認會計師公會資深會員。

董事之權益

於二零零八年十二月三十一日，本公司之下列董事於本公司或其任何相聯法團之股份或相關股份中擁有須記錄於根據證券及期貨條例（「證券及期貨條例」）第352條規定由本公司備存之登記冊，或根據聯交所上市規則項下上市發行人之董事進行證券交易標準守則（「標準守則」）已知會予本公司及聯交所之權益。

(a) 於本公司之權益(好倉)

Directors' Report 董事會報告

DIRECTORS' INTEREST (continued)

董事之權益(續)

(b) Interests in associated corporations (long position)

(b) 於相聯法團之權益(好倉)

Name of director 董事姓名	Name of associated corporation 相聯法團名稱	Number of shares held 持有股份數目	% of interest held 持有權益之百分比	Notes 附註
Mr. John Zwaanstra John Zwaanstra先生	Mercurius Partners, LLP Mercurius Partners, LLP	–	99.83	4
Mr. John Zwaanstra John Zwaanstra先生	Mercurius Partners Investments Ltd. Mercurius Partners Investments Ltd.	100	100	4
Mr. Todd David Zwaanstra Todd David Zwaanstra先生	Mercurius Partners, LLP Mercurius Partners, LLP	–	99.89	5
Mr. Todd David Zwaanstra Todd David Zwaanstra先生	Mercurius Partners Investments Ltd. Mercurius Partners Investments Ltd.	100	100	6

Notes:

附註:

- 168,748,013 shares and 1,987 shares of the Company ("Shares") are directly held by Island New Finance Limited ("INFL") and Mercurius Partners Investments Limited ("MPIL"), respectively. INFL was the wholly-owned subsidiary of MPIL, the shares of which were indirectly wholly-owned by Mercurius Partners Trust ("MPT"), a discretionary trust.
- Mr. John Zwaanstra was deemed interested in the Shares through his control of more than one-third of the voting power of Mercurius GP LLC ("MGPLLC"), the founder of MPT.
- Mr. Todd David Zwaanstra was deemed interested in the Shares pursuant to his control of more than one-third of the voting power of MPIL, as trustee of MPT.

- Island New Finance Limited (「INFL」) 及 Mercurius Partners Investments Limited (「MPIL」) 分別直接持有168,748,013股及1,987股本公司股份(「股份」)。INFL為MPIL之全資附屬公司，其股份根據一項全權信託Mercurius Partners Trust (「MPT」) 間接全資擁有。
- John Zwaanstra先生透過其控制MPT之創辦人Mercurius GP LLC (「MGPLLC」) 逾三分之一之表決權，被視為於股份中擁有權益。
- Todd David Zwaanstra先生(作為MPT之信託人) 控制MPIL逾三分之一之表決權，因此被視為於該等股份中擁有權益。

Directors' Report 董事會報告

DIRECTORS' INTEREST (continued)

(b) Interests in associated corporations (long position) (continued)

Notes: (continued)

4. Mr. John Zwaanstra was deemed interested in Mercurius Partners, LLP ("MPLLP") and MPIL by reason of his being the beneficial owner of the entire issued capital of MGPLLC. MGPLLC is the founder of MPT, which is the controlling partner of MPLLP. MPLLP in turn wholly owns MPIL.
5. Mr. Todd David Zwaanstra was beneficially interested, and deemed interested in MPLLP as trustee of MPT, which is the controlling partner of MPLLP.
6. Mr. Todd David Zwaanstra was deemed to be interested in MPIL as trustee of MPT. MPIL is indirectly wholly-owned by MPT.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its holding companies, or any of its fellow subsidiaries or subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事之權益 (續)

(b) 於相聯法團之權益 (好倉) (續)

附註：(續)

4. John Zwaanstra先生由於其為MGPLLC全部已發行股本之實益擁有人，被視為於Mercurius Partners, LLP (「MPLLP」) 及MPIL擁有權益。MGPLLC為MPT之創辦人，MPT為MPLLP之控股合夥人。MPLLP全資擁有MPIL。
5. Todd David Zwaanstra先生(作為MPT之信託人，MPT為MPLLP之控股合夥人)於MPLLP實益擁有及被視為擁有權益。
6. Todd David Zwaanstra先生(作為MPT之信託人)被視為於MPIL擁有權益。MPIL由MPT間接全資擁有。

購買股份或債券之安排

本公司、其控股公司或其任何同系附屬公司或附屬公司於本年度內概無參與任何安排，使本公司董事能藉此獲得本公司或任何其他法人團體之股份或債券而獲得利益。

Directors' Report 董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS

At 31st December, 2008, 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:

主要股東之權益

於二零零八年十二月三十一日，根據證券及期貨條例第336條規定所存放之登記冊所載，持有本公司股份權益之股東如下：

Name of shareholder 董事姓名	Number of shares held 持有股份數目	Approximate % of the issued share capital of the Company 佔本公司已發行 股本之概約百分比	Notes 附註
Mercurius Partners Investments Limited Mercurius Partners Investments Limited	168,748,013	75	1
Mr. Todd David Zwaanstra Todd David Zwaanstra先生	168,750,000	75	2, 3
Mercurius GP LLC Mercurius GP LLC	168,748,013	75	2, 4
Mr. John Zwaanstra John Zwaanstra先生	168,750,000	75	2, 5

Notes:

- The 168,748,013 shares were held by INFL, a wholly-owned subsidiary of MPIL. MPIL was therefore deemed to have an interest in the Shares in which INFL was interested.
- These include the same interest in the 168,748,013 shares held by MPIL.
- As at the date of his latest disclosure, Mr. Todd David Zwaanstra was deemed to have an interest in 168,750,000 shares in which MPIL was interested pursuant to his control of more than one-third of the voting power of MPIL as trustee of MPT, being a discretionary trust.
- MGPLLC was the founder of the MPT and was therefore deemed to have interests in the 168,748,013 shares and underlying shares in which Mr. Todd David Zwaanstra and MPT were interested as at the date of MGPLLC's latest disclosure.

附註：

- 該168,748,013股本公司股份由MPIL之全資附屬公司INFL持有，MPIL因此被視為於INFL受益之股份中擁有權益。
- 該等包括於MPIL持有之168,748,013股股份中之相同權益。
- 於其最新披露日期，Todd David Zwaanstra先生以全權信託MPT之信託人的身份控制MPIL逾三分之一之表決權，因此被視為於MPIL受益之168,750,000股股份中擁有權益。
- 於MGPLLC之最新披露日期，MGPLLC為MPT之創辦人，因此被視為於Todd David Zwaanstra先生及MPT受益之168,748,013股股份及相關股份中擁有權益。

Directors' Report 董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS (continued)

5. As at the date of his latest disclosure, Mr. John Zwaanstra was deemed to have interests in the 168,750,000 shares through his control of more than one-third of the voting power of MGPLLC.

The interests stated above represent a long position. At 31st December, 2008, no short positions were recorded in the register required to be kept under Section 336 of the SFO.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year and up to the date of this report, none of the Directors of the Company was considered to have interests in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group pursuant to the Listing Rules.

DIRECTORS' SERVICE CONTRACTS

None of the Directors of the Company proposed for re-election at the forthcoming annual general meeting has 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.

MANAGEMENT CONTRACTS

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

主要股東之權益(續)

5. 於其最新披露日期，John Zwaanstra先生透過其控制MGPLLC逾三分之一之表決權，被視為於168,750,000股股份中擁有權益。

上述權益均屬好倉。於二零零八年十二月三十一日，根據證券及期貨條例第336條規定所存放之登記冊所載，並無淡倉記錄。

董事在構成競爭業務中之權益

於本年度內及截至本報告日期止，根據上市規則，概無本公司董事被認為於任何直接或間接與本集團之業務構成競爭或可能構成競爭之業務中擁有權益。

董事之服務合約

擬於應屆股東週年大會上膺選連任之本公司董事概無與本集團訂立本集團不可於一年內無須作出賠償(法定賠償除外)而可予以終止之未到期之服務合約。

管理合約

本年度內並無訂立或存在與本集團業務全部或任何重要部份有關之管理及／或行政合約。

Directors' Report 董事會報告

EMOLUMENT POLICY

Details of the Directors' emoluments and emoluments of the five highest paid individuals in the Group are set out in notes 9 and 10 to the consolidated financial statements respectively.

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

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the year.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31st December, 2008, the Group's revenue attributed to the five largest customers accounted for less than 30% of the Group's total revenue. The Group had no major suppliers due to the nature of principal activities of the Group.

RETIREMENT BENEFIT SCHEME

Details of the retirement benefit scheme of the Group and the employer's retirement benefit costs charged to the consolidated income statement for the year are set out in note 27 to the consolidated financial statements.

薪酬政策

董事薪酬及本集團五位最高薪酬人士之詳情分別載於綜合財務報表附註9及10。

薪酬委員會按本集團僱員之功績、資歷及能力制訂本集團僱員之薪酬政策。

本公司董事之薪酬由薪酬委員會決定，按本公司經營業績、個人表現及可資比較市場統計數字而定。

購回、出售或贖回股份

本公司或其任何附屬公司於本年度內概無購回、出售或贖回本公司之任何股份。

主要客戶及供應商

截至二零零八年十二月三十一日止年度，本集團五大客戶之收益少於本集團總收益之30%。基於本集團主要業務之性質，本集團並無主要供應商。

退休福利計劃

有關本集團之退休福利計劃及計入本年度綜合收益表之僱主退休福利成本之詳情載於綜合財務報表附註27。

Directors' Report 董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, 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



John Pridjian
Chief Executive

Hong Kong, 26th March, 2009

足夠公眾持股量

於本報告日期，根據本公司獲得之公開資料及據董事所知，本公司已維持上市規則所規定之足夠公眾持股量。

核數師

本公司將於本公司股東週年大會上提呈決議案，續聘德勤•關黃陳方會計師行為本公司核數師。

代表董事會



行政總裁
John Pridjian

香港，二零零九年三月二十六日

Independent Auditor's Report 獨立核數師報告

Deloitte.

德勤

TO THE MEMBERS OF THE HONG KONG BUILDING AND LOAN AGENCY LIMITED

(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of The Hong Kong Building and Loan Agency Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 44 to 103 which comprise the consolidated and Company balance sheets as at 31st December, 2008, 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.

致香港建屋貸款有限公司股東

(於香港註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核香港建屋貸款有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)列載於第44頁至103頁的綜合財務報表,此綜合財務報表包括於二零零八年十二月三十一日之綜合資產負債表及 貴公司的資產負債表、截至該日止年度的綜合收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他附註解釋。

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》編製及真實與公平地列報該等綜合財務報表。這責任包括設計、實施及維護與編製及真實與公平地列報綜合財務報表相關的內部監控,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述;選擇和應用適當的會計政策;及按情況作出合理的會計估計。

Independent Auditor's Report 獨立核數師報告

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.

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。我們是按照香港《公司條例》第141條的規定，僅向整體股東報告。除此以外，我們的報告書別無其他目的。我們概不就本報告書的內容，對任何其他人士負上或承擔責任。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，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。

審核工作包括執执行程序以獲取有關綜合財務報表所載數額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存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及真實與公平地列報綜合財務報表相關的內部監控，以設計適當的審核程序，但並非為對公司的內部監控的效能發表意見。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估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

Independent Auditor's Report 獨立核數師報告

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, 2008 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.



Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong, 26th March, 2009

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實與公平地反映 貴公司及 貴集團於二零零八年十二月三十一日的財政狀況及截至該日止年度的虧損及現金流量，並已按照香港《公司條例》妥善編製。



德勤•關黃陳方會計師行
執業會計師

香港，二零零九年三月二十六日

Consolidated Income Statement 綜合收益表

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Revenue	收益	5	7,553	11,556
Interest income	利息收入		7,129	8,672
Net realised loss on held-for-trading investments	持作買賣投資之已變現虧損淨額		—	(335)
Change in fair value of held-for-trading investments	持作買賣投資之公平價值變動		(2,106)	3
Realised gain on available-for-sale investments	可供出售投資之已變現收益		22	2
Dividend income	股息收入		424	2,884
Other income	其他收入		73	—
Operating expenses	經營開支	7	(6,589)	(11,321)
Net exchange losses	匯兌虧損淨額		(333)	(4)
Loss before taxation	除稅前虧損	7	(1,380)	(99)
Taxation	稅項	8	(85)	(2,612)
Loss for the year	本年度虧損		(1,465)	(2,711)
Attributable to: Equity holders of the Company	應佔： 本公司股東		(1,465)	(2,711)
			HK cents 港仙	HK cents 港仙
Loss per share Basic	每股虧損 基本	12	(0.7)	(1.2)
Diluted	攤薄		N/A不適用	N/A不適用

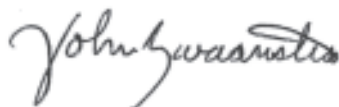
Consolidated Balance Sheet 綜合資產負債表

At 31st December, 2008
於二零零八年十二月三十一日

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Plant and equipment	機器及設備	13	114	143
Mortgage loans	按揭貸款	14	7,863	4,142
Available-for-sale investments	可供出售投資	17	39,179	42,480
			47,156	46,765
CURRENT ASSETS	流動資產			
Mortgage loans	按揭貸款	14	2,145	3,186
Held-for-trading investments	持作買賣投資	16	40,256	8,024
Prepayments and other receivables	預付款項及其他應收款項		18,300	3,860
Bank balances	銀行結餘	18	122,507	169,198
			183,208	184,268
CURRENT LIABILITIES	流動負債			
Other creditors and accruals	其他應付賬款及應計費用		1,699	1,773
Tax payable	應付稅項		85	-
			1,784	1,773
NET CURRENT ASSETS	流動資產淨值		181,424	182,495
			228,580	229,260
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	19	225,000	225,000
Reserves	儲備		3,580	4,260
			228,580	229,260

The consolidated financial statements on pages 44 to 103 were approved and authorised for issue by the Board of Directors on 26th March, 2009 and are signed on its behalf by:

第44至103頁之綜合財務報表經董事會於二零零九年三月二十六日批准及授權刊發，並由以下董事代表簽署：



John Zwaanstra
Director
董事



John Pridjian
Director
董事

Balance Sheet 資產負債表

At 31st December, 2008
於二零零八年十二月三十一日

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Plant and equipment	機器及設備	13	110	136
Mortgage loans	按揭貸款	14	148	207
Available-for-sale investments	可供出售投資	17	39,179	42,480
Interests in subsidiaries	於附屬公司之權益	23	152	152
			39,589	42,975
CURRENT ASSETS	流動資產			
Mortgage loans	按揭貸款	14	57	1,475
Held-for-trading investments	持作買賣投資	16	40,256	8,024
Amounts due from subsidiaries	附屬公司欠款	24	12,015	8,511
Prepayments and other receivables	預付款項及其他應收款項		18,234	3,819
Bank balances	銀行結餘	18	119,908	167,127
			190,470	188,956
CURRENT LIABILITIES	流動負債			
Other creditors and accruals	其他應付賬款及應計費用		1,673	1,681
NET CURRENT ASSETS	流動資產淨值		188,797	187,275
			228,386	230,250
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	19	225,000	225,000
Reserves	儲備	20	3,386	5,250
			228,386	230,250



John Zwaanstra
Director
董事



John Pridjian
Director
董事

Consolidated Statement of Changes in Equity 綜合權益變動表

For the year ended 31st December, 2008
截至二零零八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			
		Share capital	Investments revaluation reserve	Retained profits	Total
		股本	投資重估儲備	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1st January, 2007	於二零零七年一月一日	225,000	–	6,881	231,881
Fair value changes of available-for-sale investments directly recognised in equity	直接於權益中確認之可供出售投資公平價值變動	–	90	–	90
Loss for the year	本年度虧損	–	–	(2,711)	(2,711)
Total recognised income and expense for the year	本年度已確認之收入及開支總額	–	90	(2,711)	(2,621)
At 31st December, 2007 and 1st January, 2008	於二零零七年十二月三十一日及二零零八年一月一日	225,000	90	4,170	229,260
Fair value changes of available-for-sale investments directly recognised in equity	直接於權益中確認之可供出售投資公平價值變動	–	807	–	807
Transfer to profit or loss on disposal of available-for-sale investments	出售可供出售投資轉撥入損益	–	(22)	–	(22)
Loss for the year	本年度虧損	–	–	(1,465)	(1,465)
Total recognised income and expense for the year	本年度已確認之收入及開支總額	–	785	(1,465)	(680)
At 31st December, 2008	於二零零八年十二月三十一日	225,000	875	2,705	228,580

Consolidated Cash Flow Statement 綜合現金流量表

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
Loss before taxation	除稅前虧損	(1,380)	(99)
Adjustments for:	調整項目：		
Dividend income	股息收入	(424)	(2,884)
Depreciation	折舊	47	24
Impairment allowances on mortgage loans	按揭貸款減值撥備	24	28
Loss (gain) on fair value changes of held-for-trading investments	持作買賣投資之公平價值變動虧損(收益)	2,106	(3)
Realised gain on available-for-sale investments	可供出售投資之已變現收益	(22)	(2)
Unrealised exchange loss on available-for-sale investments	可供出售投資之未變現匯兌虧損	-	15
Unrealised exchange loss of financial assets	金融資產之未變現匯兌虧損	333	-
Operating cash flows before movements in working capital	未計營運資金變動之經營業務現金流量	684	(2,921)
(Increase) decrease in mortgage loans	按揭貸款(增加)減少	(2,704)	1,389
(Increase) decrease in held-for-trading investments	持作買賣投資(增加)減少	(34,570)	18,039
Increase in prepayments and other receivables	預付款項及其他應收款項增加	(14,614)	(262)
Decrease in other creditors and accruals	其他應付賬款及應計費用減少	(75)	896
NET CASH FLOW (USED IN) FROM OPERATING ACTIVITIES	經營業務(所用)產生之現金流量淨額	(51,279)	17,141
CASH USED IN INVESTING ACTIVITIES	投資業務所用之現金		
Purchase of plant and equipment	購置機器及設備	(18)	(150)
Purchase of available-for-sale investments	購買可供出售投資	-	(42,750)
Principal repayment of available-for-sale investments	可供出售投資之本金付款	4,185	-
Dividend received	已收股息	424	2,884
NET CASH FLOW FROM (USED IN) INVESTING ACTIVITIES	投資業務產生(所用)之現金流量淨額	4,591	(40,016)
DECREASE IN CASH AND CASH EQUIVALENTS CASH AND CASH EQUIVALENTS AT 1ST JANUARY	現金及現金等價物減少於一月一日之現金及現金等價物	(46,688)	(22,875)
EFFECT OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	匯率變動對持有外幣現金結餘之影響	169,198	192,073
		(3)	-
CASH AND CASH EQUIVALENTS AT 31ST DECEMBER, represented by Bank balances	於十二月三十一日之現金及現金等價物 銀行結餘	122,507	169,198

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

1. GENERAL

The Company is a limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its parent company is Island New Finance Limited, a limited company incorporated in the British Virgin Islands. Its ultimate holding company is Mercurius GP LLC, a limited liability company incorporated in the State of Nevada. The address of the registered office of the Company is disclosed in the corporate information of the annual report. The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company. The principal activities of the Company and its subsidiaries (the “Group”) are investment holding, treasury investments and the provision of mortgage finance and other related services.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied the following amendments and interpretations (“new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) which are or have become effective.

HKAS 39 & HKFRS 7 (Amendments)	Reclassification of Financial Assets
HK(IFRIC) – Int 11	HKFRS 2: Group and Treasury Share Transactions
HK(IFRIC) – Int 12	Service Concession Arrangements
HK(IFRIC) – Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

1. 一般資料

本公司為一間於香港註冊成立之有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之母公司為Island New Finance Limited，乃一間於英屬處女群島註冊成立之有限公司。本公司之最終控股公司為Mercurius GP LLC，該公司乃於State of Nevada註冊成立之有限公司。本公司之註冊辦事處地址於本年報「公司資料」一節中披露。本綜合財務報表以港元，即本公司之功能貨幣列值。本公司及其附屬公司（「本集團」）之主要業務為投資控股、財務投資及提供按揭融資及其他相關服務。

2. 應用新訂及經修訂香港財務報告準則

於本年度，本集團已應用下列由香港會計師公會頒佈之有效或已生效的修訂及詮釋（「新香港財務報告準則」）。

香港會計準則第39號及香港財務報告準則第7號(修訂本)	金融資產之重新分類
香港(IFRIC) – 詮釋第11號	香港財務報告準則第2號：集團及庫存股份交易
香港(IFRIC) – 詮釋第12號	服務特許權排
香港(IFRIC) – 詮釋第14號	香港會計準則第19號 – 一定額利益資產的限額、最低資本規定及相互之間的關係

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

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

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, amendments or interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)	Improvements to HKFRSs ¹
HKAS 1 (Revised)	Presentation of Financial Statements ²
HKAS 23 (Revised)	Borrowing Costs ²
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ³
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation ²
HKAS 39 (Amendment)	Eligible hedged items ³
HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate ²
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations ²
HKFRS 3 (Revised)	Business Combinations ³

2. 應用新訂及經修訂香港財務報告準則 (續)

採納該等新香港財務報告準則對本會計年度及過往會計年度業績及財務狀況編製及呈列方式並無重大影響。因此，無需對過往年度作出調整。

本集團尚未提早應用以下已頒佈惟未生效之新訂及經修訂準則、修訂或詮釋。

香港財務報告準則(修訂本)	香港財務報告準則之改善 ¹
香港會計準則第1號(經修訂)	呈列財務報表 ²
香港會計準則第23號(經修訂)	借貸成本 ²
香港會計準則第27號(經修訂)	綜合及獨立財務報表 ³
香港會計準則第32號及第1號(修訂本)	可沽售金融工具及清盤產生之責任 ²
香港會計準則第39號(修訂本)	合資格對沖項目 ³
香港財務報告準則第1號及香港會計準則第27號(修訂本)	對附屬公司、共同控制實體或聯營公司投資的成本 ²
香港財務報告準則第2號(修訂本)	歸屬條件及註銷 ²
香港財務報告準則第3號(經修訂)	業務合併 ³

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

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

HKFRS 7 (Amendment)	Improving disclosures about Financial Instruments ²
HKFRS 8	Operating Segments ²
HK(IFRIC) – Int 9 & HKAS 39 (Amendment)	Embedded Derivatives ⁶
HK(IFRIC) – Int 13	Customer Loyalty Programmes ⁴
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate ²
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation ⁵
HK(IFRIC) – Int 17	Distribution of Non-cash Assets to Owners ³
HK(IFRIC) – Int 18	Transfer of Assets from Customers ⁷

- ¹ Effective for annual periods beginning on or after 1st January, 2009 except the amendments to HKFRS 5, which are effective for annual periods beginning on or after 1st July, 2009
- ² Effective for annual periods beginning on or after 1st January, 2009
- ³ Effective for annual periods beginning on or after 1st July, 2009
- ⁴ Effective for annual periods beginning on or after 1st July, 2008
- ⁵ Effective for annual periods beginning on or after 1st October, 2008
- ⁶ Effective for annual periods beginning on or after 30th June, 2009
- ⁷ Effective for transfers of assets from customers received on or after 1st July, 2009

The directors of the Company anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

2. 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第7號 (修訂本)	有關金融工具之披露改善 ²
香港財務報告準則第8號	經營分部 ²
香港(IFRIC)–詮釋第9號及 香港會計準則第39號 (修訂本)	嵌入式衍生工具 ⁶
香港(IFRIC)–詮釋第13號	客戶忠誠計劃 ⁴
香港(IFRIC)–詮釋第15號	房地產建築協議 ²
香港(IFRIC)–詮釋第16號	外國業務投資淨額對沖 ⁵
香港(IFRIC)–詮釋第17號	向擁有人分派非現金資產 ³
香港(IFRIC)–詮釋第18號	客戶轉讓之資產 ⁷

- ¹ 於二零零九年一月一日或以後開始之年度期間生效，惟香港財務報告準則第5號之修訂除外，其於二零零九年七月一日或以後開始之年度期間生效
- ² 於二零零九年一月一日或以後開始之年度期間生效
- ³ 於二零零九年七月一日或以後開始之年度期間生效
- ⁴ 於二零零八年七月一日或以後開始之年度期間生效
- ⁵ 於二零零八年十月一日或以後開始之年度期間生效
- ⁶ 於二零零九年六月三十日或以後開始之年度期間生效
- ⁷ 於二零零九年七月一日或以後獲得客戶轉讓之資產生效

本公司董事會預期應用其他新訂及經修訂準則、修訂或詮釋不會對本集團之業績及財務狀況產生重大影響。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

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

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

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (or 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 during the year are included in the consolidated income statement from the date of acquisition.

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.

3. 主要會計政策

綜合財務報表乃根據歷史成本基準編製，惟若干金融工具按公平價值計量除外，有關詳情見下文載列之會計政策之解釋。

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表載列聯交所證券上市規則及香港公司條例所規定之適用披露。

綜合基準

綜合財務報表包括本公司及受本公司（或其附屬公司）控制的企業之財務報表。控制是本公司對一家企業財務和經營政策有控制權並從其經營活動中獲得收益。

於年內所收購之附屬公司之業績乃自收購日期起載入綜合收益表。

如有必要，對附屬公司之財務報表作出調整，以使得彼等之會計政策與本集團其他成員公司所採用者一致。

所有集團內部交易、結餘、收入及開支均於編製綜合財務報表時對銷。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Interests in subsidiaries

Interests in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss. Results of subsidiaries are accounted for by the Company on the basis of dividends received or receivable during the year.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (i) interest income from a financial asset excluding financial assets at fair value through profit and loss is accrued on a time proportion basis, by reference to the principal outstanding and at the effective interest rate applicable;
- (ii) dealings in held-for-trading securities and disposals of investments are recognised on a trade date basis when the relevant contract notes are exchanged; and
- (iii) dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

3. 主要會計政策(續)

於附屬公司之權益

於附屬公司之權益乃按成本值減任何已識別減值虧損列於本公司資產負債表。本公司按本年度已收及應收股息之基準把附屬公司之業績入賬。

收益確認

收益按已收及應收代價之公平價值計量。當經濟利益極有可能歸本集團所有及當收益能可靠地計算時方被確認，所按基準如下：

- (i) 金融資產(不包括分類為透過損益賬按公平價值處理之金融資產)之利息收入按時間基準，並參照未償還本金及可適用之實際利率累計；
- (ii) 持作買賣證券交易及出售投資，於有關合約票據交換時之交易日確認；及
- (iii) 投資之股息收入，於股東收取股息之權利確立時確認。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Plant and equipment

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

Depreciation is provided to write off the cost of items of plant and equipment over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method.

An item of 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.

Foreign currencies

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

3. 主要會計政策(續)

機器及設備

機器及設備乃按成本值減累積折舊及累積減值虧損列賬。

機器及設備項目之折舊按其估計可使用之年期並計及其估計剩餘價值以直線法撇銷其成本。

機器及設備項目乃於出售時或當預期持續使用該資產將不會產生未來經濟利益時不再確認。於不再確認該資產時產生之任何收益或虧損(以出售所得款項淨額與該項目之賬面值之差額計算)乃計入於該項目不再確認時之年度之綜合收益表內。

外幣

於編製各個別集團實體之財務報表時，以該實體之功能貨幣以外之貨幣(外幣)進行之交易乃按交易日期通行之匯率以各自功能貨幣(即實體經營所在主要經濟環境之貨幣)予以記錄。於各個結算日，以外幣列值之貨幣款項乃按結算日通行之匯率予以重新換算。以外幣列值並按公平價值列賬之非貨幣項目乃按釐定公平價值日期通行之匯率予以重新換算。以外幣列值按歷史成本計量之非貨幣項目不予以重新換算。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit and loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in foreign operation, in which case, such exchange differences are recognised in equity in the consolidated financial statements. 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 case, the exchange differences are also recognised directly in equity.

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme are charged as an expense when employees have rendered service entitling them to the contributions.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated 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 and the Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

3. 主要會計政策(續)

外幣(續)

結算貨幣項目及換算貨幣項目所產生之匯兌差額於產生期間內在損益賬內予以確認，惟構成本公司於外幣業務之投資淨額之一部分之貨幣項目所產生之匯兌差額除外，於此情況下，有關匯兌差額乃於綜合財務報表之權益內予以確認。重新換算以公平價值列賬之非貨幣項目所產生之匯兌差額計入本期間之損益賬，惟重新換算直接於權益內予以確認盈虧之非貨幣項目所產生之差額除外，於此情況下，匯兌差額亦直接於權益內予以確認。

退休福利成本

強制性公積金計劃供款於僱員就提供服務而使其享有供款時列作開支。

稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

即期應付稅項乃按本年應課稅溢利計算。應課稅溢利與綜合收益表所列溢利不同，此乃由於前者不包括其他年度的應課稅或應扣減之收入或開支項目，亦不包括從未課稅或可扣稅之項目。本集團及本公司之本期稅項負債乃按已於結算日實施或實質上實施之稅率計算。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation (continued)

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base 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 difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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 assets 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 is realised. 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.

3. 主要會計政策(續)

稅項(續)

遞延稅項按綜合財務報表內資產及負債賬面值與計算應課稅溢利所採用相應稅基之差額確認，並以資產負債表負債法計算。遞延稅項負債一般就所有應課稅臨時差額確認，遞延稅項資產則按可能出現可供動用之可扣減臨時差額之應課稅溢利而予以確認。倘若臨時差額由商譽或由初次確認一項不影響應課稅溢利或會計溢利之其他資產及負債(業務合併除外)所產生，則不會確認有關資產及負債。

遞延稅項資產之賬面值乃於各個結算日進行檢討，並在於將來不大可能有足夠應課稅溢利可供回收全部或部分資產之情況下予以扣減。

遞延稅項按預期於負債償還或資產變現時之期間適用之稅率計算。遞延稅項從損益賬中扣除或計入，除非遞延稅項關乎直接從權益扣除或計入之項目，則在該情況下遞延稅項亦於權益中處理。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

At each balance sheet date, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as revaluation decrease under that standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as revaluation increase under that standard.

3. 主要會計政策(續)

非金融資產之減值

於各個結算日，本集團檢討其非金融資產之賬面值，以釐定是否有跡象表明該等資產是否已遭受減值虧損。倘若一項資產之可收回款額估計少於其賬面值，則該項資產之賬面值予以減少至其可收回款額。減值虧損作為一項開支即時予以確認，除非有關資產乃根據另一準則按重估款額予以列賬，於此情況下，減值虧損乃根據該準則作為重估減少處理。

倘若減值虧損其後撥回，則該項資產之賬面值予以增加至其可收回面值之經修訂估計，惟已增加之賬面值不得超過倘若於過往年度並無就該項資產確認減值虧損原應有之賬面值。減值虧損之撥回即時作為收入予以確認，除非有關資產乃根據另一準則按重估款項列賬。於此情況下，減值虧損之撥回根據該準則作為重估增加處理。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

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 and the Company's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

3. 主要會計政策(續)

金融工具

當一家集團公司成為工具合約條文之一方，則於資產負債表內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量。收購或發行金融資產及金融負債直接應佔之交易成本(透過損益賬按公平價值處理之金融資產及金融負債除外)乃於初步確認時加入金融資產或金融負債之公平價值，或從金融資產或金融負債之公平價值扣除(如適用)。收購透過損益賬按公平價值處理之金融資產或金融負債直接應佔之交易成本，即時於損益賬內確認。

金融資產

本集團及本公司之金融資產分類為以下三個類別之一，包括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」)、貸款及應收款項以及可供出售金融資產。所有正常購買或銷售之金融資產，按交易日之基準確認及不予確認。正常購買或銷售之金融資產是指按照市場規條或慣例須在一段期限內進行資產交付之金融資產買賣。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Effective interest method

The effective interest rate 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 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

The financial assets at FVTPL of the Group and the Company comprise financial assets held-for-trading.

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.

3. 主要會計政策(續)

金融工具(續)

實際利率法

實際利率法為計算一項金融資產之攤銷成本及按有關期間分配利息收入之方法。實際利率為按金融資產之預期可使用年期或(倘適用)較短期間直接貼現估計未來現金收入(包括於各個時間點所支付或收取之構成實際利率組成部分之所有費用、交易成本及其他溢價或折讓)之比率。

債務工具乃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

本集團及本公司透過損益賬按公平價值處理之金融資產包括持有作買賣之金融資產。

於初步確認後之各個結算日，透過損益賬按公平價值處理之金融資產乃按公平價值予以計量，而公平價值之變動直接於產生期間之損益賬內予以確認。於損益賬內確認之盈利或虧損淨額包括就金融資產賺取之任何股息或利息。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

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 mortgage loans, other receivables and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy in respect of impairment of 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. The Group classified those debt securities as available-for-sale financial assets.

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 assets are disposed of or are determined to be impaired, at which time, the cumulative gains or losses previously recognised in equity are removed from equity and recognised in profit or loss (see accounting policy in respect of impairment of financial assets below).

3. 主要會計政策(續)

金融工具(續)

貸款及應收款項

貸款及應收款項為於活躍市場上並無報價並具有固定或可釐定付款之非衍生金融資產。於初步確認後之各個結算日，貸款及應收款項(包括按揭貸款、其他應收款項及銀行結餘)乃使用實際利率法按攤銷成本減任何可識別減值虧損列賬(見下文有關金融資產減值之會計政策)。

可供出售金融資產

可供出售金融資產為並非被指定或分類為透過損益賬按公平價值處理之金融資產、貸款及應收賬款或持至到期日投資之非衍生工具。本集團將該等債務證券分類為可供出售金融資產。

於初步確認後之各個結算日，可供出售金融資產乃按公平價值予以計量。公平價值變動乃於權益內予以確認，除非金融資產被出售或被釐定為出現減值，屆時，原先於權益內確認之累積盈利或虧損自權益剔除，並於損益賬內予以確認(見下文有關金融資產減值之會計政策)。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impaired.

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

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

For certain categories of financial assets, such as mortgage loans, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

3. 主要會計政策(續)

金融工具(續)

金融資產之減值

金融資產(透過損益賬按公平價值處理之金融資產除外)於各個結算日予以評估減值跡象。倘若客觀證據表明因初步確認金融資產後發生之一項或多項事件，金融資產之估計未來現金流量已出現減值，則金融資產予以減值。

就所有金融資產而言，減值之客觀證據可能包括：

- 發行人或交易對方之重大財務困難；或
- 利息或本金付款之違約或違法行為；或
- 借款人將有可能進入破產或財務重組。

就若干類別之金融資產(例如按揭貸款)而言，被評估不按個別基準予以減值之資產其後按整體基準進行減值評估。應收款項組合之減值客觀證據可能包括本集團過去收取付款之經驗。

就按攤銷成本列賬之金融資產而言，當有客觀證據證明資產出現減值時，減值虧損於損益賬內予以確認，並按資產之賬面值與按原有實際利率予以貼現之估計未來現金流量之現值間之差額予以計量。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets (continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of mortgage loans, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When loans and receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

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

For available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

3. 主要會計政策(續)

金融工具(續)

金融資產之減值(續)

除按揭貸款之賬面值乃按透過使用撥備賬目予以削減外，就所有金融資產而言，金融資產之賬面值按減值虧損直接予以扣減。撥備賬目之賬面值變動於損益賬內予以確認。倘若貸款及應收款項被視為無法收回，則針對撥備賬目予以撇銷。原先已撇銷之款項其後收回計入損益賬。

就按攤銷成本計量之金融資產而言，倘若於其後期間，減值虧損之款額減少，及減值能夠與減值虧損獲確認後發生之事件客觀地聯繫，則原先已確認之減值虧損透過損益賬予以撥回，惟資產於減值撥回日期之賬面值不得超過倘若減值並無獲確認原應有之攤銷成本除外。

就可供出售債務投資而言，倘若投資公平價值之增加能夠與確認減值虧損後發生之事件客觀地聯繫，則減值虧損其後予以撥回。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities are generally classified into other financial liabilities.

Effective interest method

The effective interest rate method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

Other financial liabilities

Other financial liabilities, representing other creditors are subsequently measured at amortised cost, using the effective interest method.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本

金融負債及由集團實體發行之股本工具乃根據所訂立合約安排之本質及金融負債及股本工具之定義予以分類。

股本工具為證明本集團資產於削減其所有負債後之剩餘權益之任何合約。本集團之金融負債一般被分類為其他金融負債。

實際利率法

實際利率法為計算一項金融負債之攤銷成本及按有關期限分配利息開支之方法。實際利率為按金融負債之預期可使用年期或(倘若適用)較短期間實際貼現估計未來現金付款之比率。

利息開支按實際利率基準予以確認。

其他金融負債

其他金融負債指其後使用實際利率法按攤銷成本予以計量之其他應付賬款。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

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.

3. 主要會計政策(續)

金融工具(續)

股本工具

本公司發行之股本工具按所收取之所得款項扣除直接發行成本後予以記錄。

購回本公司本身股本工具乃直接於權益內予以確認及削減。並無於損益賬內就購買、出售、發行或註銷本公司本身股本工具確認盈利或虧損。

不再確認

當自資產收取現金流量之權利屆滿或金融資產被轉讓及本集團已轉讓金融資產之絕大部分風險及所有權回報時，金融資產不再予以確認。於不再確認金融資產時，資產賬面值與所收取及應收取之代價及直接於權益內確認之累積盈利或虧損之總和間之差額乃於損益賬內予以確認。

當有關合約所訂明之債務獲解除、註銷或屆滿時，金融負債不再予以確認。不再確認金融負債之賬面值與已付及應付代價間之差額於損益賬內予以確認。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Operating leases

Rentals payable under operating leases are charged to profit or loss on the straight-line basis over 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.

4. KEY SOURCE OF ESTIMATION UNCERTAINTY

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

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

3. 主要會計政策(續)

營業租約

該等營業租約之應付租金按租期以直線法自損益賬扣除。以作獎勵訂立一項營業租約之已收及應收福利，乃以直線法按租約年期確認為租金支出之減少。

4. 估計不確定性之主要來源

於應用本集團之會計政策(其於附註3內闡述)時，管理層須作出有關未能從其他來源輕易獲得之資產及負債賬面值之判斷、估計及假設。估計及相關假設乃基於過往經驗及被認為有關之其他因素。實際業績可能不同於該等估計。

估計及相關假設乃按持續經營基準予以檢討。倘會計估計之修訂僅影響估計獲修訂之期間，則會計估計之修訂於該期間予以確認，倘若修訂影響現時及未來期間，則會計估計之修訂於修訂及未來期間內予以確認。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

4. KEY SOURCE OF ESTIMATION UNCERTAINTY (continued)

Taxation

At 31st December, 2008, no deferred tax assets have been recognised in the Group's and the Company's balance sheets (2007: Nil) respectively in relation to deductible temporary differences and unused tax losses. No deferred tax assets have been recognised on the tax losses of HK\$53,690,000 (2007: HK\$44,387,000) in the Group's and HK\$53,690,000 (2007: HK\$43,534,000) in the Company's balance sheets due to unpredictability of future assessable profit streams. The realisability of the deferred tax assets mainly depends on whether sufficient future assessable profits or taxable temporary differences will be available in the future. In cases where the actual future assessable profits generated are more than expected, a recognition of deferred tax asset may arise, which would be recognised in the consolidated income statement for the period in which such a recognition takes place.

Impairment allowances on mortgage loans

The Group and the Company establish, through charges against profit, impairment allowances in respect of estimated incurred loss in mortgage loans. The allowances consist of individual impairment allowances and collective impairment allowances. The overall impairment allowances represent the aggregate amount by which management considers necessary to write down its loan portfolio in order to state it in the balance sheet at its estimated net recoverable value.

4. 估計不確定性之主要來源 (續)

稅項

於二零零八年十二月三十一日，並無有關可扣減臨時差額及未使用稅務虧損之遞延稅項資產已分別於本集團及本公司之資產負債表內確認(二零零七年：無)。由於未來應課稅溢利來源之不可預測性，概無遞延稅項資產被確認於本集團及本公司之資產負債表內之稅務虧損為53,690,000港元(二零零七年：44,387,000港元)及53,690,000港元(二零零七年：43,534,000港元)。遞延稅項資產之可變現性主要視乎日後是否具有足夠之未來應課稅溢利或應課稅臨時差額。倘若未來應課稅溢利實際高於預期，可能產生遞延稅項資產確認，該項確認將於確認發生之期間內在綜合收益表內確認。

按揭貸款減值撥備

本集團及本公司就按揭貸款估計產生之虧損通過於溢利扣除而作出減值撥備。撥備包括個別減值撥備及整體減值撥備。總體減值撥備為管理層認為有需要為其貸款組合作出撇減總額，以按其估計可收回價值淨額於資產負債表內列賬。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

4. KEY SOURCE OF ESTIMATION UNCERTAINTY (continued)

Impairment allowances on mortgage loans (continued)

In determining individual impairment allowances, management considers objective evidence of impairment. When a loan is impaired, an individual impairment allowance is assessed by a discounted cash flow method, measured at the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate. The quantum of the allowance is also impacted by the collateral value and this, in turn, may be discounted in certain circumstances to recognise the impact of forced sale or quick liquidation.

In determining collective impairment allowances, management uses estimates based on historical loss experience for assets with credit risk characteristics and objective evidence of impairment similar to those in the portfolio adjusted for current conditions.

The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

4. 估計不確定性之主要來源(續)

按揭貸款減值撥備(續)

於釐定個別減值撥備時，管理層考慮減值之客觀證據。當貸款出現減值時，會使用折算現金流量法評估個別減值撥備，以資產之賬面值及按原實際利率折算估計未來現金流量之現值之差額計量。撥備之數額亦受抵押品之價值所影響，而在若干情況下，抵押品價值可能需予以折讓，以確認強制出售或迅速套現之影響。

在釐定整體減值撥備時，管理層使用根據具備相近信貸特色以及與組合之減值相似之客觀減值證據之資產之過往虧損經驗作出之估計，再就現行情況作出調整。

估計未來現金流量金額及時間之方法及假設須予定期評估，以削減虧損估計與實際虧損經驗之任何差額。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

5. REVENUE

Revenue represents interest income on mortgage loans and net gain on treasury investments, which includes interest income on bank deposits and debt securities and dividend income.

An analysis of the revenue of the Group by principal activity is as follows:

5. 收益

收益指按揭貸款利息收入及財務投資收益淨額，而財務投資收入總額包括銀行存款及債務證券之利息收入及股息收入。

按主要業務劃分之本集團收益之分析如下：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Mortgage finance:	按揭融資：		
Interest on mortgage loans	按揭貸款利息	1,779	1,199
Treasury investments:	財務投資：		
Interest on bank deposits	銀行存款利息	3,111	7,388
Interest on available-for-sale investments	可供出售投資之利息	2,230	85
Interest on held-for-trading investments	持作買賣投資之利息	9	-
Dividend income	股息收入	424	2,884
		7,553	11,556

6. BUSINESS AND GEOGRAPHICAL SEGMENTS

Business segments

For management purposes, the Group is currently organised into two operating divisions – mortgage finance and treasury investments. These divisions are the basis on which the Group reports its primary segment information. Principal activities are as follows:

- (a) the mortgage finance segment engages in the provision of mortgage finance and other related services; and
- (b) the treasury investments segment includes interest income on bank deposits, securities trading and dividend income.

6. 業務及地區分部

業務分部

就管理而言，本集團目前分為兩個經營分部—按揭融資及財務投資。該等分部乃本集團呈報其主要分部資料之基準。主要業務如下：

- (a) 按揭融資分部從事提供按揭融資及其他相關服務；及
- (b) 財務投資分部包括銀行存款之利息收入，以及證券交易及股息收入。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Business segments (continued)

Segment information about these businesses is presented below:

6. 業務及地區分部 (續)

業務分部 (續)

有關該等業務之分部資料現呈列如下：

		Mortgage finance 按揭融資 HK\$'000 千港元	2008 二零零八年 Treasury investments 財務投資 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Revenue	收益	1,779	5,774	7,553
Segment result	分部業績	1,361	3,356	4,717
Unallocated expenses	未分配支出			(6,097)
Loss before taxation	除稅前虧損			(1,380)
Taxation	稅項			(85)
Loss for the year	本年度虧損			(1,465)
Segment assets	分部資產	12,541	217,268	229,809
Unallocated assets	未分配資產			555
Total assets	總資產			230,364
Segment liabilities	分部負債	2	-	2
Unallocated liabilities	未分配負債			1,782
Total liabilities	總負債			1,784
Other information:	其他資料：			
Impairment allowances on mortgage loans	按揭貸款減值撥備	(24)	-	(24)
Net exchange loss	滙兌虧損淨額	-	(333)	(333)
Loss on fair value of held-for-trading investments	持作買賣投資之公平價值虧損	-	(2,106)	(2,106)
Unallocated:	未分配：			
Capital additions	資本添置		-	(18)
Depreciation	折舊		-	(47)

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

6. 業務及地區分部 (續)

Business segments (continued)

業務分部 (續)

		Mortgage finance 按揭融資 HK\$'000 千港元	2007 二零零七年 Treasury investments 財務投資 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Revenue	收益	1,199	10,357	11,556
Segment result	分部業績	1,171	10,027	11,198
Unallocated expenses	未分配支出			(11,297)
Profit before taxation	除稅前溢利			(99)
Taxation	稅項			(2,612)
Profit for the year	本年度溢利			(2,711)
Segment assets	分部資產	9,297	221,200	230,497
Unallocated assets	未分配資產			536
Total assets	總資產			231,033
Segment liabilities	分部負債	4	–	4
Unallocated liabilities	未分配負債			1,769
Total liabilities	總負債			1,773
Other information:	其他資料：			
Impairment allowances on mortgage loans	按揭貸款減值撥備	(28)	–	(28)
Net loss on held-for-trading investments	持作買賣投資之虧損淨額	–	(332)	(332)
Unallocated:	未分配：			
Capital additions	資本添置		–	(150)
Depreciation	折舊		–	(24)

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Geographical segments

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of the assets:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Hong Kong	香港	4,689	11,471
Singapore	新加坡	9	-
European Union countries	歐盟國家	625	-
United States of America	美國	2,230	85
		7,553	11,556

Segment assets and capital expenditure are based on the geographical location in which the assets are located at the balance sheet date:

6. 業務及地區分部 (續)

地區分部

於按地區分部呈列資料時，分部收益根據該等資產所在地區計算：

於結算日，分部資產及資本開支根據該等資產所在地區計算：

		Carrying amount of segment assets 分部資產之賬面值		Additions to plant and equipment 機器及設備之添置	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Hong Kong	香港	142,550	188,009	18	150
People's Republic of China	中華人民共和國	9,001	-	-	-
Singapore	新加坡	16,183	-	-	-
European Union countries	歐盟國家	17,537	-	-	-
United States of America	美國	45,093	43,024	-	-
		230,364	231,033	18	150

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

7. LOSS BEFORE TAXATION

7. 除稅前虧損

Loss before taxation has been arrived at after charging:

除稅前虧損已扣除：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Employee benefits expense (including Directors' emoluments (note 9):	員工成本(包括董事酬金(附註9)):		
Wages, salaries and bonus	工資、薪金及紅利	2,794	4,178
Retirement benefit costs (note 27)	退休福利計劃供款(附註27)	34	30
		2,828	4,208
Depreciation	折舊	47	24
Auditor's remuneration	核數師酬金	460	460
Operating lease payments	租金支出	85	85
Impairment allowances on mortgage loans	按揭貸款減值撥備	24	28
Legal and professional fees	法律及專業費用	1,365	4,870

8. TAXATION

8. 稅項

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Hong Kong	香港		
Current tax	即期稅項	85	-
Deferred tax: (note 25)	遞延稅項：(附註25)		
Current year	本年度	-	2,612
		85	2,612

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

8. TAXATION (continued)

On 26th June, 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 and reduced corporate profit tax rate from 17.5% to 16.5% which is effective from the year of assessment 2008/2009. Hong Kong Profits Tax is calculated at 16.5% (2007: 17.5%) of the estimated assessable profit for the year. The tax charge for prior year represents the reversal of deferred tax assets arising from unused tax losses in previous years as the management of the Company is uncertain as to the timing on the utilisation of tax losses.

The tax charge for the year can be reconciled to the loss before taxation per the consolidated income statement as follows:

8. 稅項(續)

於二零零八年六月二十六日，香港立法會通過二零零八年收入條例草案，當中包括二零零八年／二零零九年評稅年度有效之企業利得稅自17.5%調低至16.5%。本年度香港利得稅之估計應課稅溢利乃按16.5%（二零零七年：17.5%）之稅率計算。上年之稅項開支指由於本公司管理層對稅項虧損之動用時間不確定，導致過往年度未用稅項虧損產生之遞延稅項資產撥回。

本年度稅項開支可與綜合收益表內之除稅前虧損對賬如下：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(1,380)	(99)
Tax at the domestic income tax rate of 16.5% (2007: 17.5%)	以本地所得稅稅率16.5% (二零零七年：17.5%)計算 之稅項	(228)	(17)
Tax effect of income not taxable for tax purpose	毋需課稅之收入之稅務影響	(1,310)	(1,832)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	82	518
Tax effect of tax losses/deductible temporary difference not recognised	未確認稅務虧損／可扣減 暫時性差異之稅務影響	1,541	1,331
Reversal of deductible temporary difference previously recognised	撥回過往確認之可扣減 暫時性差異	-	2,612
Tax charge for the year	本年度稅項開支	85	2,612

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

9. DIRECTORS' EMOLUMENTS

9. 董事酬金

The emoluments paid or payable to each of the 7 (2007: 14) Directors were as follows:

支付予7名(二零零七年: 14名)董事之酬金如下:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Directors' fee	董事袍金		
Executive Directors:	執行董事:		
John Zwaanstra (<i>Chairman</i>)	John Zwaanstra (<i>主席</i>)	—	—
John Pridjian (<i>Chief Executive</i>)	John Pridjian (<i>行政總裁</i>)	—	—
Todd David Zwaanstra	Todd David Zwaanstra	—	—
Jonathon Jarrod Lawless	Jonathon Jarrod Lawless	—	—
Akihiro Nagahara*	長原彰弘*	N/A 不適用	5
Stephen Lo Kam Fai*	羅錦輝*	N/A 不適用	5
Poon Mo Yiu*	潘慕堯*	N/A 不適用	5
Edwin Lo King Yau*	勞景祐*	N/A 不適用	—
Independent Non-Executive Directors:	獨立非執行董事:		
Alan Howard Smith, <i>J.P.</i>	Alan Howard Smith <i>太平紳士</i>	100	100
Stephen King Chang-Min	Stephen King Chang-Min	100	100
Patrick Smulders	Patrick Smulders	100	100
Chan Bo Ching*	陳步青*	N/A 不適用	51
Li Chak Hung*	李澤雄*	N/A 不適用	41
Yuen Wai Ho*	阮煒豪*	N/A 不適用	41
Total Directors' fee	董事袍金總額	300	448
Other emoluments	其他酬金		
Executive Director:	執行董事:		
Akihiro Nagahara*	長原彰弘*	N/A 不適用	1,300
Total emoluments	酬金總額	300	1,748

There were no arrangements under which a Director waived or agreed to waive any emoluments.

並無董事就放棄或同意放棄任何酬金而作出之安排。

* The Directors resigned during the year 2007.

* 該等董事已於二零零七年內辭任。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

10. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2007: one) were Directors of the Company whose emoluments are included in the disclosures in note 9 above. The emoluments of the remaining three (2007: four) individuals were as follows:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Basic salaries, allowances and benefits in kind	基本薪金、津貼與非現金利益	2,401	2,187
Retirement benefit costs	退休福利計劃供款	33	20
		2,434	2,207

Their emoluments were within the following band:

彼等之酬金介乎以下組別：

		2008 二零零八年 Number of employees 僱員人數	2007 二零零七年 Number of employees 僱員人數
Nil – HK\$1,000,000	無 – 1,000,000港元	2	3
HK\$1,000,001 – HK\$1,500,000	1,000,001港元 – 1,500,000港元	1	1

11. DIVIDENDS

No dividend was paid or proposed during 2008, nor has any dividend been proposed since the balance sheet date (2007: Nil).

11. 股息

二零零八年度並無支付或擬派任何股息，自結算日以來亦無建議派付任何股息（二零零七年：無）。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

12. LOSS PER SHARE

Basic loss per share is calculated based on the loss for the year attributable to equity holders of the Company of HK\$1,465,000 (2007: HK\$2,711,000) and on 225,000,000 (2007: 225,000,000) ordinary shares in issue during the year.

No diluted loss per share is presented as there were no potential ordinary shares during the years.

12. 每股虧損

每股基本虧損乃根據本公司股東應佔虧損1,465,000港元(二零零七年: 2,711,000港元)及本年度內已發行普通股225,000,000股(二零零七年: 225,000,000股)計算。

由於該等年度並無潛在普通股股份，故並無呈列每股攤薄虧損。

13. PLANT AND EQUIPMENT

13. 機器及設備

		The Group 本集團 Furniture and equipment 傢俬及設備 HK\$'000 千港元
COST	成本值	
At 1st January, 2007	於二零零七年一月一日	23
Additions	添置	150
		<hr/>
At 31st December, 2007 and 1st January, 2008	於二零零七年十二月三十一日及 二零零八年一月一日	173
Additions	添置	18
		<hr/>
At 31st December, 2008	於二零零八年十二月三十一日	191
		<hr/>
DEPRECIATION	折舊	
At 1st January, 2007	於二零零七年一月一日	6
Provided for the year	年度撥備	24
		<hr/>
At 31st December, 2007 and 1st January, 2008	於二零零七年十二月三十一日及 二零零八年一月一日	30
Provided for the year	年度撥備	47
		<hr/>
At 31st December, 2008	於二零零八年十二月三十一日	77
		<hr/>
CARRYING AMOUNT	賬面值	
At 31st December, 2008	於二零零八年十二月三十一日	114
		<hr/>
At 31st December, 2007	於二零零七年十二月三十一日	143
		<hr/>

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

13. PLANT AND EQUIPMENT (continued)

Furniture and equipment are depreciated on a straight-line basis at 20% to 33 $\frac{1}{3}$ % per annum.

13. 機器及設備(續)

傢俬及設備以直線法按每年20%至33 $\frac{1}{3}$ %之比率折舊。

		The Company 本公司 Furniture and equipment 傢俬及設備 HK\$'000 千港元
COST	成本值	
At 1st January, 2007	於二零零七年一月一日	11
Additions	添置	150
At 31st December, 2007 and 1st January, 2008	於二零零七年十二月三十一日及 於二零零八年一月一日	161
Additions	添置	18
At 31st December, 2008	於二零零八年十二月三十一日	179
DEPRECIATION	折舊	
At 1st January, 2007	於二零零七年一月一日	4
Provided for the year	年度撥備	21
At 31st December, 2007 and 1st January, 2008	於二零零七年十二月三十一日及 於二零零八年一月一日	25
Provided for the year	年度撥備	44
At 31st December, 2008	於二零零八年十二月三十一日	69
CARRYING AMOUNT	賬面值	
At 31st December, 2008	於二零零八年十二月三十一日	110
At 31st December, 2007	於二零零七年十二月三十一日	136

Furniture and equipment are depreciated on a straight-line basis at 20% to 33 $\frac{1}{3}$ % per annum.

傢俬及設備以直線法按每年20%至33 $\frac{1}{3}$ %之比率折舊。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

14. MORTGAGE LOANS

14. 按揭貸款

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Fixed-rate loan receivables	固定利率應收貸款	7,057	4,854
Variable-rate loan receivables	浮動利率應收貸款	2,951	2,474
		10,008	7,328
Carrying amount analysed for reporting purposes:	按申報目的分析之賬面值：		
Current assets (receivable within 12 months from the balance sheet date)	流動資產(自結算日起十二個月內之應收貸款)	2,145	3,186
Non-current assets (receivable after 12 months from the balance sheet date)	非流動資產(自結算日起十二個月後之應收貸款)	7,863	4,142
		10,008	7,328

Fixed-rate loan receivables and variable-rate loan receivables are secured by mortgage properties and bearing interest at market interest rates.

固定利率應收貸款及浮動利率應收貸款以按揭貸款物業抵押，並按市場利率計息。

Balance of mortgage loans at 31st December, 2008 is net of accumulated impairment allowances of HK\$220,000 (2007: HK\$196,000).

於二零零八年十二月三十一日之按揭貸款結餘已扣除累計減值撥備220,000港元(二零零七年：196,000港元)。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

14. MORTGAGE LOANS (continued)

The maturity profile of mortgage loans, net of impairment allowances, at the balance sheet date is analysed by the remaining periods to their contractual maturity dates as follows:

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Repayable:	到期還款：		
Within 3 months	三個月內	937	2,631
Between 3 months and 1 year	三個月至一年	1,208	555
Between 1 and 5 years	一年至五年	5,998	3,201
After 5 years	五年以後	1,865	941
		10,008	7,328

Before accepting any new customer, the Group uses internal assessment system to assess the potential customer's credit quality and defines credit limits by customer. The mortgage loans that are neither past due nor impaired have timely repayment of principal.

The ageing of mortgage loans, net of impairment allowances, which are past due but not impaired, at the balance sheet date is analysed as follows:

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within 3 months	三個月內	563	2,462

14. 按揭貸款 (續)

於結算日，已扣除減值撥備之按揭貸款到期情況，按合約到期日尚剩餘的期限分析如下：

接納任何新客戶前，本集團使用內部評估系統評估潛在客戶之信貸質素及界定客戶之信貸限額。未逾期且未減值之按揭貸款已準時償付本金。

於結算日，已扣除減值撥備之按揭貸款(逾期但未減值)之賬齡分析如下：

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

14. MORTGAGE LOANS (continued)

The fair value of the Group's mortgage loans, determined based on the present value of the estimated future cash flows discounted using the current applicable interest rate at 31st December, 2008, approximates to the carrying amount of mortgage loans.

14. 按揭貸款(續)

於二零零八年十二月三十一日，本集團之按揭貸款之公平價值乃根據估計未來現金流量按實際利率折現之現值釐定，與按揭貸款之賬面值相若。

		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Variable-rate loan receivables	浮動利率應收貸款	205	1,682
Carrying amount analysed for reporting purposes:	按申報目的分析之賬面值：		
Current assets (receivable within 12 months from the balance sheet date)	流動資產(自結算日起十二個月內之應收貸款)	57	1,475
Non-current assets (receivable after 12 months from the balance sheet date)	非流動資產(自結算日起十二個月後之應收貸款)	148	207
Variable-rate loan receivables	浮動利率應收貸款	205	1,682

Variable-rate loan receivables are secured by mortgage properties and bearing interest at market interest rates.

浮動利率應收貸款以按揭物業抵押，並按市場利率計息。

Balance of mortgage loans at 31st December, 2008 is net of accumulated impairment allowances of HK\$Nil (2007: HK\$40,000).

於二零零八年十二月三十一日之按揭貸款結餘已扣除累計減值撥備零港元(二零零七年：40,000港元)。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

14. MORTGAGE LOANS (continued)

The maturity profile of variable-rate mortgage loans, net of impairment allowances, at the balance sheet date is analysed by the remaining periods to their contractual maturity dates as follows:

		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Repayable:	到期還款：		
Within 3 months	三個月內	10	1,434
Between 3 months and 1 year	三個月至一年	47	41
Between 1 and 5 years	一年至五年	148	207
		205	1,682

Before accepting any new customer, the Company uses internal assessment system to assess the potential customer's credit quality and defines credit limits by customer. The mortgage loans that are neither past due nor impaired have timely repayment of principal.

The ageing of mortgage loans, net of impairment allowances, which are past due but not impaired, at the balance sheet date is analysed as follows:

		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within 3 months	三個月內	-	1,420

14. 按揭貸款 (續)

於結算日，已扣除減值撥備之按揭貸款到期情況，按合約到期日尚剩餘的期限分析如下：

接納任何新客戶前，本公司使用內部評估系統評估潛在客戶之信貸質素及界定客戶之信貸限額。未逾期且未減值之按揭貸款已準時償付本金。

於結算日，已扣除減值撥備之按揭貸款(逾期但未減值)之賬齡分析如下：

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

14. MORTGAGE LOANS (continued)

The fair value of the Company's mortgage loans, determined based on the present value of the estimated future cash flows discounted using the current applicable interest rate at 31st December, 2008, approximates the carrying amount of the mortgage loans.

14. 按揭貸款(續)

於二零零八年十二月三十一日，本公司之按揭貸款之公平價值乃根據估計未來現金流量按實際利率折現之現值釐定，與按揭貸款之賬面值相若。

15. IMPAIRMENT ALLOWANCES ON MORTGAGE LOANS

15. 按揭貸款減值撥備

		The Group 本集團		
		Impairment allowances 減值撥備		
		Individual 個別	Collective 整體	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st January, 2007	於二零零七年一月一日	-	168	168
Charge during the year	年度撥備	-	28	28
At 31st December, 2007 and 1st January, 2008	於二零零七年十二月三十一日 及二零零八年一月一日	-	196	196
Charge during the year	年度撥備	-	24	24
At 31st December, 2008	於二零零八年十二月三十一日	-	220	220

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

15. IMPAIRMENT ALLOWANCES ON MORTGAGE LOANS (continued)

15. 按揭貸款減值撥備(續)

		The Company 本公司		
		Impairment allowances 減值撥備		
		Individual 個別	Collective 整體	Total 合計
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
At 1st January, 2007	於二零零七年一月一日	-	80	80
Written back during the year	年度撥回	-	(40)	(40)
At 31st December, 2007 and 1st January, 2008	於二零零七年十二月三十一日 及二零零八年一月一日	-	40	40
Written back during the year	年度撥回	-	(40)	(40)
At 31st December, 2008	於二零零八年十二月三十一日	-	-	-

Individual impairment is made when the mortgage loans borrowers in unable to repay the principal on time and the present value of the collateral held by the Group and the Company is not sufficient to cover the carrying amount of the receivables.

In addition to the individually assessed impairment allowance, the Group and the Company have also provided collectively assessed mortgage loans impairment allowances on the basis of historical loss experience.

倘按揭貸款借方不能按時償還本金，且本集團及本公司持有之抵押品之現值不足以抵補應收款項之賬面值，則作出個別減值。

除個別估計之減值撥備外，本集團及本公司亦根據歷史虧損經驗提供整體估計之按揭貸款減值撥備。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

16. HELD-FOR-TRADING INVESTMENTS

Held-for-trading investments include:

		The Group and the Company 本集團及本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Equity securities listed in Hong Kong	於香港上市之股本證券	3,859	8,024
Convertible bonds	可換股債券	36,397	-
		40,256	8,024

The fair value of the equity securities is determined based on the quoted market bid prices available on the Hong Kong Stock Exchange.

During the year, the Company purchased convertible bonds with zero coupon, or with coupon rates ranging from 1% to 2%. The equity conversion options attached to the convertible bonds are embedded derivatives granting the right to the Company to convert the debt securities into equity shares of the issuer before maturity. The fair value of the convertible bonds is determined based on the market prices obtained from brokers and with reference to those of price servicing agencies.

The convertible bonds amounting to HK\$5,371,000, HK\$16,144,000 and HK\$9,001,000 are denominated in USD, SGD and RMB respectively.

16. 持作買賣投資

持作買賣投資包括：

股本證券之公平價值乃按香港聯交所所報之市場買入價釐定。

於本年度，本公司購買零息率或按介乎1%至2%不等票面息率計息之可換股債券，乃分類為透過損益賬按公平價值處理之賬目。可換股債券附帶之股本轉換權為授權予本公司可於到期前將債務證券轉換為發行人之權益股。可換股債券之公平價值按從經紀人獲得之所報市場買價並參考價格服務代理所報價格釐定。

以美元、新加坡元及人民幣計值之可換股債券金額分別為5,371,000港元、16,144,000港元及9,001,000港元。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

17. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments include:

		The Group and the Company 本集團及本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Mortgage-backed securities quoted in the United States of America	於美國報價之按揭支持證券	39,179	42,480

As of 31st December, 2008, the available-for-sale investments, which are denominated in United States dollar. The underlying assets of the securities are pooled residential mortgages located in the United States of America. The fair value of the above available-for-sale investments is based on the market prices obtained from brokers and with reference to those price servicing agencies. The contractual interest rate of the available-for-sale investments was 5.5% per annum and with maturity date of February 2035.

18. BANK BALANCES

The amounts comprise bank balances held by the Group and the Company and short-term bank deposits at market interest rates with an original maturity of three months or less. The fair value of these assets at 31st December, 2008 approximates the corresponding carrying amount.

17. 可供出售投資

可供出售投資包括：

於二零零八年十二月三十一日，可供出售投資乃以美元定值。證券之相關資產為位於美國之集資住宅按揭。上述可供出售投資之公平價值按從經紀人獲得之所報市價並參考價格服務代理所報價格釐定。可供出售投資之合約年利率為5.5%，到期日為二零三五年二月。

18. 銀行結餘

該等款項指本集團及本公司持有之銀行結餘，及於購入後三個月內到期且按市場利率計息之短期銀行存款。於二零零八年十二月三十一日，該等資產之公平價值與其賬面值相若。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

19. SHARE CAPITAL OF THE COMPANY

19. 本公司股本

2008 & 2007
 二零零八年及二零零七年
 HK\$'000
 千港元

Authorised: 300,000,000 ordinary shares of HK\$1.00 each	法定： 300,000,000股每股面值1.00港元 之普通股股份	300,000
Issued and fully paid: 225,000,000 ordinary shares of HK\$1.00 each	已發行及繳足： 225,000,000股每股面值1.00港元 之普通股股份	225,000

20. RESERVES

20. 儲備

		The Company 本公司		
		Investments revaluation reserve 投資重估儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1st January, 2007	於二零零七年一月一日	-	7,892	7,892
Fair value changes of available-for-sale investments directly recognised in equity	直接於權益中確認之可供出售投資公平價值變動	90	-	90
Loss for the year	本年度虧損	-	(2,732)	(2,732)
At 31st December, 2007 and 1st January, 2008	於二零零七年十二月三十一日及二零零八年一月一日	90	5,160	5,250
Fair value changes of available-for-sale investments directly recognised in equity	直接於權益中確認之可供出售投資之公平價值變動	807	-	807
Transfer to profit or loss on disposal of available-for-sale investments	就出售可供出售投資轉撥入損益	(22)	-	(22)
Loss for the year	本年度虧損	-	(2,649)	(2,649)
At 31st December, 2008	於二零零八年十二月三十一日	875	2,511	3,386

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

21. 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 equity balance. The Group's overall strategy remains unchanged from prior year.

The Capital structure of the Group consists of cash and cash equivalents and equity attributable to equity holders of the Company, comprising issued share capital and retained profits. The management reviews the capital structure by considering the cost of capital. In view of this, the Group manages its overall capital structure through monitoring the cash level, payment of dividends and issuance of share capital if the need arise.

22. FINANCIAL INSTRUMENTS

(A) Categories of financial instruments

Financial assets
 Fair value through profit or loss
 Held-for-trading
 Loans and receivables (including
 cash and cash equivalents)
 Available-for-sale investments

Financial liabilities
 Amortised cost

金融資產
 透過損益賬按公平價值處理
 持作買賣
 貸款及應收款項(包括現金及
 現金等價物)
 可供出售投資

金融負債
 攤銷成本

21. 資本風險管理

本集團管理其資金以確保本集團內之企業能夠持續經營，同時優化權益結餘使利益相關者獲得最大回報。由去年起，本集團之整體策略並無變動。

本集團之資本架構包括現金及現金等價物及本公司股東應佔權益，該權益包括已發行股本及保留溢利。管理層對資本成本作出評估以檢討資本架構。因此，本集團透過監管現金水平、派付股息及發行股本(倘需要)管理其整體資本架構。

22. 金融工具

(A) 金融工具類別

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Financial assets			
金融資產			
Fair value through profit or loss	透過損益賬按公平價值處理		
Held-for-trading	持作買賣	40,256	8,204
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等價物)	150,506	180,135
Available-for-sale investments	可供出售投資	39,179	42,480
Financial liabilities			
金融負債			
Amortised cost	攤銷成本	1,681	1,667

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

22. FINANCIAL INSTRUMENTS (continued)

22. 金融工具(續)

(A) Categories of financial instruments (continued)

(A) 金融工具類別(續)

		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Financial assets	金融資產		
Fair value through profit or loss	透過損益賬按公平價值處理		
Held-for-trading	持作買賣	40,256	8,024
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等價物)	150,054	180,887
Available-for-sale investments	可供出售投資	39,179	42,480
Financial liabilities	金融負債		
Amortised cost	攤銷成本	1,673	1,659

(B) Financial risk management objectives and policies

(B) 金融風險管理之目標及政策

The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. These risks include market risks (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

The Group's and the Company's activities expose it primarily to the financial risks of change in foreign currency exchange rates, interest rates and prices of equity on held-for-trading investments and available-for-sale investments.

Foreign currency risk management

The Group and the Company have foreign currency denominated bank balances, available-for-sale investments, other financial assets and other receivables, which expose the Group and the Company to foreign currency risk.

與該等金融工具有關之風險及如何緩解該等風險之政策載列如下。該等風險包括市場風險(包括貨幣風險、利率風險及價格風險)、信貸風險及流動資金風險。管理層管理及監控該等風險以確保及時有效地實施適當計量。

市場風險

本集團及本公司之業務活動使其主要承受外匯匯率、利率以及持作買賣投資及可供出售投資之股本價格變動之風險。

外幣風險管理

本集團及本公司之銀行結餘、可供出售投資、其他金融資產及其他應收款項以外幣列值，使本集團及本公司承受外幣風險。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

22. FINANCIAL INSTRUMENTS (continued)

(B) Financial risk management objectives and policies (continued)

Market risk (continued)

Foreign currency risk management (continued)

The carrying amount of the Group's and the Company's foreign currency denominated monetary assets at the reporting date are as follows:

United States Dollar	美元
Singapore Dollar	新加坡元
Chinese Renminbi Yuan	人民幣

Sensitivity analysis

The Group and the Company are mainly exposed to the effects of fluctuation in Singapore Dollar ("SGD"), Chinese Renminbi Yuan ("RMB") and United States Dollar ("USD").

22. 金融工具 (續)

(B) 金融風險管理之目標及政策 (續)

市場風險 (續)

外幣風險管理 (續)

於匯報日期，本集團及本公司之外幣列值貨幣資產之賬面值如下：

The Group and the Company 本集團及本公司

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
United States Dollar	62,595	43,024
Singapore Dollar	16,144	–
Chinese Renminbi Yuan	9,001	–

敏感度分析

本集團及本公司主要承受新加坡元、人民幣及美元波動之影響。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

22. FINANCIAL INSTRUMENTS (continued)

(B) Financial risk management objectives and policies (continued)

Market risk (continued)

Sensitivity analysis (continued)

The following table details the Group's and the Company's sensitivity to a 5% (2007: N/A) increase/decrease in the Hong Kong Dollars ("HKD") against SGD and RMB and 1% (2007: 1%) increase/decrease in HKD against USD respectively. As a result of the volatile financial market in 2008, the management adjusted the sensitivity rate from 1% to 5% for the purpose of assessing foreign currency risk against SGD and RMB while keeping the sensitivity rate of 1% for USD due to the fact that the USD is pegged with the HKD under the linked exchange rate system in Hong Kong. Hence, 5% and 1% are the sensitivity rates used in the current year when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

The sensitivity analysis includes outstanding foreign currency denominated monetary assets. A positive number below indicates a decrease in loss before tax where the HKD weaken 5% (2007: N/A) against SGD and RMB and 1% (2007: 1%) against the USD. For a 5% (2007: N/A) strengthening of the HKD against the SGD and RMB and a 1% (2007: 1%) strengthening of the HKD against the USD, there would be an equal and opposite impact on the loss before tax, and the balance below would be negative.

22. 金融工具(續)

(B) 金融風險管理之目標及政策(續)

市場風險(續)

敏感度分析(續)

下表詳述本集團及本公司分別對港元兌新加坡元及人民幣增加/減少5%(二零零七年:不適用)之敏感度及港元兌美元增加/減少1%(二零零七年:1%)之敏感度。由於二零零八年金融市場之不穩定,管理層為評估兌新加坡元及人民幣之外匯風險將敏感率自1%調整至5%,而由於香港聯繫匯率制系統,美元與港元掛鈎,故就美元維持1%之敏感率。因此,本年度採用5%及1%之敏感率向主要管理人員內部匯報外幣風險,並指管理層對外匯匯率可能合理變動之評估。

敏感度分析包括尚未償還外幣列值之貨幣資產。下列正數表示倘兌新加坡元及人民幣時港元減弱5%(二零零七年:不適用),以及兌美元時減弱1%(二零零七年:1%),則除稅前虧損減少。倘兌新加坡元及人民幣時港元加強5%(二零零七年:不適用),以及兌美元時港元加強1%(二零零七年:1%),則將對除稅前虧損造成相等及相反影響,而下列結餘將為負數。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

22. FINANCIAL INSTRUMENTS (continued)

(B) Financial risk management objectives and policies (continued)

Market risk (continued)

Sensitivity analysis (continued)

		The Group and the Company 本集團及本公司	
		2008 二零零八年	2007 二零零七年
Sensitivity rate	敏感率		
SGD	新加坡元	5%	–
RMB	人民幣	5%	–
USD	美元	1%	1%
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Loss before tax	除稅前虧損		
SGD	新加坡元	807	–
RMB	人民幣	450	–
USD	美元	626	430

This is mainly attributable to the exposure outstanding on the bank balances, available-for-sale investments, financial assets at FVTPL and other receivables denominated in USD and exposure outstanding on financial assets at FVTPL denominated in SGD and RMB at year end.

22. 金融工具 (續)

(B) 金融風險管理之目標及政策 (續)

市場風險 (續)

敏感度分析 (續)

此乃主要由於年終之銀行結餘、可供出售投資、透過損益賬按公平價值處理之金融資產及其他以美元列值之應收款項之未了結風險，及以新加坡元及人民幣列值之透過損益賬按公平價值處理之金融資產之未了結風險。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

22. FINANCIAL INSTRUMENTS (continued)

(B) Financial risk management objectives and policies (continued)

Market risk (continued)

Sensitivity analysis (continued)

The Group's and the Company's sensitivity to foreign currencies have increased during the current year which are mainly due to the purchase of financial assets at FVTPL and the holding of USD. As the Group did not have any investment exposure to SGD and RMB in prior year, no foreign currency risk exposure for the Group and the Company on SGD and RMB was noted in prior year.

Interest rate risk management

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group currently has no hedging approach to the fair value interest rate risk on its fixed-rate mortgage loans, the management of the Group will consider hedging the risk exposure should the need arise. The Group's and the Company's exposure to cash flow interest rate risk is caused by both the variable-rate mortgage loans and bank deposits. Interest income will fluctuate because of changes in market interest rates. The Group and the Company are currently debt-free and the management of the Group believes that the Group's and the Company's exposure to the cash flow interest rate risk is insignificant.

22. 金融工具(續)

(B) 金融風險管理之目標及政策(續)

市場風險(續)

敏感度分析(續)

本集團及本公司對外幣之敏感度已於本年度增加，主要由於購買透過損益賬按公平價值處理之金融資產及持有美元。由於本集團於去年並無任何新加坡元及人民幣投資，因而知悉本集團及本公司於去年就新加坡元及人民幣承受任何外幣風險。

利率風險管理

公平價值利率風險指金融工具之價值將由於市場利率變動而波動之風險。現金流量利率風險指金融工具之未來現金流量將由於市場利率變動而波動之風險。本集團目前對其固定利率按揭貸款並無對沖公平價值利率風險之方法，本集團管理層將考慮於必要時對沖風險。本集團及本公司之現金流量利率風險由浮動利率按揭貸款及銀行存款產生。利息收入將由於市場利率變動而波動。本集團及本公司目前並無債務，且本集團管理層相信，本集團及本公司之現金流量利率風險並不重大。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

22. FINANCIAL INSTRUMENTS (continued)

(B) Financial risk management objectives and policies (continued)

Market risk (continued)

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the balance sheet date. For bank balances and variable-rate mortgage loans, the analysis is prepared assuming the amount of bank balances and mortgage loans at the balance sheet date were outstanding for the whole year. A 200 basis point increase or decrease in the Hong Kong lending rate is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 200 basis points higher/lower and all other variables were held constant, the Group's and the Company's loss before tax for the year ended 31st December, 2008 would decrease/increase by HK\$2,399,000 (2007: HK\$3,264,000) for the Group, and decrease/increase by HK\$2,344,000 (2007: HK\$3,248,000) for the Company. This is mainly attributable to the Group's exposure to interest rates on its variable-rate mortgage loans and short term bank deposits.

The Group's and the Company's sensitivity to interest rates have decreased during the current year mainly due to the reduction in variable rate mortgage loans and short term bank deposits.

22. 金融工具 (續)

(B) 金融風險管理之目標及政策 (續)

市場風險 (續)

敏感度分析

下列敏感度分析已根據於結算日非衍生工具之利率風險釐定。就銀行結餘及浮動利率按揭貸款而言，該分析乃假設於結算日全年之銀行結餘及按揭貸款之款項尚未償還而編製。香港貸款利率200基點增加或減少為向主要管理人員內部匯報利率風險所用，並指管理層對利率可能合理變動之評估。

倘利率已上升／下降200基點，且所有其他變量維持不變，本集團及本公司截至二零零八年十二月三十一日止年度之除稅前虧損將對本集團而言減少／增加2,399,000港元（二零零七年：3,264,000港元），對本公司而言減少／增加2,344,000港元（二零零七年：3,248,000港元）。此要由於本集團於其浮動利率按揭貸款及短期銀行存款承受利率風險。

本集團及本公司對利率之敏感度已於本年度減輕，主要由於浮動利率按揭貸款及短期銀行存款減少。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

22. FINANCIAL INSTRUMENTS (continued)

(B) Financial risk management objectives and policies (continued)

Market risk (continued)

Price risks

The Group and the Company are exposed to price risk through its investment in listed equity securities, convertible bonds and mortgage-backed securities. The management manages this exposure by maintaining a portfolio of investments with different risk profiles. In addition, the price risk was monitored by the management of the Group and the Company and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to price risk at the reporting date.

If market prices of listed equity securities and convertible bonds had been 20% (2007: 5%) higher/lower, loss before tax for the year ended 31st December, 2008 would decrease/increase by HK\$8,051,000 (2007: HK\$401,000). This is mainly due to the changes in fair value of and increase in held-for-trading investments; and

If market price of mortgage-backed securities had been 10% (2007: 5%) higher/lower, investment revaluation reserve would increase/decrease by HK\$3,918,000 (2007: HK\$2,124,000) as a result of the change in fair value of available-for-sale investments.

22. 金融工具(續)

(B) 金融風險管理之目標及政策(續)

市場風險(續)

價格風險

本集團及本公司透過其於上市股本證券、可換股債券及按揭支持證券之投資承受股本價格風險。管理層透過持有具不同風險狀況之投資組合管理此項風險。此外，價格風險由本集團及本公司管理層監控，將考慮於必要時對沖風險。

敏感度分析

下列敏感度分析已根據於匯報日期承受之價格風險釐定。

倘若上市股本證券及可換股債券之市價已上升/下降20% (二零零七年：5%)，截至二零零八年十二月三十一日止年度之除稅前虧損將減少/增加8,051,000港元 (二零零七年：401,000港元)。此主要由於持作買賣投資之公平價值變動及增加所致；及

倘若按揭支持證券之市價上升/下降10% (二零零七年：5%)，投資重估儲備將增加/減少3,918,000港元 (二零零七年：2,124,000港元)，乃由於可供出售投資之公平價值變動所致。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

22. FINANCIAL INSTRUMENTS (continued)

(B) Financial risk management objectives and policies (continued)

Market risk (continued)

Sensitivity analysis (continued)

The Group's and the Company's sensitivity to prices have increased during the current year mainly due to the purchase of the financial assets at FVTPL.

Credit risk

The Group's and the Company's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations at 31st December, 2008 in relation to each class of recognised financial assets are the carrying amount of those assets as stated in the consolidated balance sheet and balance sheet. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue loans. In addition, the Group and the Company review the recoverable amount of each individual mortgage loan at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. The credit risk on liquid funds is limited because the counterparties are banks located in Hong Kong subject to the supervision by the Hong Kong Monetary Authority.

The Group and the Company have no significant concentration of credit risk on mortgage loans, with exposures spread over a number of counterparties and customers.

22. 金融工具 (續)

(B) 金融風險管理之目標及政策 (續)

市場風險 (續)

敏感度分析 (續)

由於購買透過損益賬按公平價值處理之金融資產，年內本集團及本公司對價格之敏感度有所增加。

信貸風險

倘若交易對手無法履行彼等截至二零零八年十二月三十一日有關每類已確認金融資產之責任，本集團及本公司承受之最大信貸風險為綜合資產負債表內及資產負債表內所列示之該等資產之賬面值。為盡量降低信貸風險，本集團管理層已指派一組人員負責釐定信貸額度、信貸批核及其他監控程序，以確保能採取跟進行動追收逾期貸款。此外，於每個結算日，本集團及本公司檢討每宗個別貸款及墊款之可收回款項，以確保就無法收回款項作出足夠之減值虧損。流動資金信貸風險有限，因為交易對手乃受香港金融管理局監管之香港銀行。

本集團及本公司就按揭貸款並無高度集中之信貸風險，其風險分散於多個交易對手及客戶。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

22. FINANCIAL INSTRUMENTS (continued)

(B) Financial risk management objectives and policies (continued)

Credit risk (continued)

For the investments in convertibles bonds (note 16), the Group and the Company has no significant concentration of credit risk as it had been spread over several investee companies located in People's Republic of China, Hong Kong, Singapore and United States of America. These convertible bonds are unrated by rating agencies.

For the investments in mortgage-backed securities (note 17), the Group and the Company had both concentration of credit risk in single investment and geographical location in the United States of America. The credit quality of mortgage-backed securities is mainly determined by the credit quality of its underlying borrowers and residential mortgages collaterals. The current weighted average credit score of the mortgage borrowers is considered as good according to Fair Issac Corporation Inc. ("FICO") scoring method.

In this regard, the Directors of the Company consider that the Group's and the Company's credit risk is significantly reduced.

22. 金融工具(續)

(B) 金融風險管理之目標及政策(續)

信貸風險(續)

就投資可換股債券而言(附註16)，由於其風險分散於中華人民共和國、香港、新加坡及美國之若干獲投資公司，故本集團及本公司並無高度集中之信貸風險。此等可換股債券未由評級代理機構評級。

就投資按揭支持證券而言(附註17)，本集團及本公司於單獨投資及美國地區均有高度集中之信貸風險。按揭支持證券之信貸質素主要透過其相關借貸人之信用質素及住宅按揭抵押品釐定。根據Fair Issac Corporation Inc. (「FICO」)之評分法，目前按揭借貸人之加權平均信貸得分被認為良好。

就此而言，本公司董事認為本集團及本公司之信貸風險已大幅降低。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

22. FINANCIAL INSTRUMENTS (continued)

(B) Financial risk management objectives and policies (continued)

Liquidity risk

In the management of the liquidity risk, the Group and the Company monitor and maintain a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

No analysis of maturity profile on financial liabilities is prepared, in the opinion of directors, the Group and the Company's financial liabilities are repayable on demand by virtue of their nature.

Fair value of financial instruments

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 in active liquid markets are determined with reference to market prices; and
- The fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as input.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded in the consolidated financial statements approximate their fair values.

22. 金融工具 (續)

(B) 金融風險管理之目標及政策 (續)

流動資金風險

於管理流動資金風險時，本集團及本公司監控及維持管理層認為充足之現金及現金等價物水平，為本集團經營業務融資，並減輕現金流量波動風險。

董事認為，本集團及本公司之金融負債由於其性質按要償付，因此並無編製金融負債之到期日狀況分析。

金融工具之公平價值

金融資產及金融負債之公平價值釐定如下：

- 具有標準條款及條件，於活躍流動市場買賣之金融資產之公平價值乃按市價釐定；及
- 其他金融資產及其他金融負債之公平價值乃根據一般接納價格模式，利用可觀察目前市場交易價格或利率，根據已貼現現金流量分析釐定。

董事認為，載入綜合財務報表之金融資產及金融負債之賬面值約等於彼等之公平價值。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

23. INTERESTS IN SUBSIDIARIES

23. 於附屬公司之權益

		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	152	152

Particulars of subsidiaries at 31st December, 2008 and 2007 are as follows:

於二零零八年及二零零七年十二月三十一日之附屬公司之資料如下：

Name of Company 公司名稱	Place of incorporation and operation 註冊成立及經營地點	Issued and fully paid ordinary share capital 已發行及繳足普通股股本	Percentage of equity attributable to the Company 本公司應佔權益百分比	Principal activities 主要業務
The Building and Loan Agency (Asia) Limited 建屋貸款(亞洲)有限公司	Hong Kong 香港	HK\$2 2港元	100%	Money lending 借貸
Winbest Holdings Limited	British Virgin Islands	US\$1	100%	Dormant
Winbest Holdings Limited	英屬處女群島	1美元		暫無營業
Alpha Gain Limited	Hong Kong	HK\$2	100%	Dormant
Alpha Gain Limited	香港	2港元		暫無營業

None of the subsidiaries had any debt securities at 31st December, 2008 (2007: Nil) or at any time during the year.

於二零零八年十二月三十一日或於本年度任何時間，附屬公司概無任何債務證券(二零零七年：無)。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

24. AMOUNTS DUE FROM SUBSIDIARIES

24. 附屬公司欠款

		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Amounts due from subsidiaries	附屬公司欠款	19,901	16,392
Allowance for impairment loss	減值虧損撥備	(7,886)	(7,881)
		12,015	8,511

The amounts due from subsidiaries are unsecured, interest-free and repayable on demand and are expected to settle within one year.

附屬公司之欠款為無抵押、免息及按要求的償還，及預期將於一年內償還。

Movement in the allowance for impairment loss

減值虧損撥備之變動

		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Balance at beginning of year	年初結餘	7,881	7,876
Charge during the year	本年度開支	5	5
Balance at end of year	年終結餘	7,886	7,881

The amounts due from subsidiaries are impaired due to the present value of discounted cash flows being lesser than its carrying amounts.

由於貼現現金流量之現值少於其賬面值，因此應收附屬公司款項有所減值。

The amounts due from subsidiaries which are neither past due nor impaired have the repayment ability to settle the outstanding amounts. The Company does not hold any collateral over these balances.

應收附屬公司款項(未逾期及未減值)有償還能力以處理尚未償還款項。本公司對該等結餘並無持有任何抵押物。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

25. DEFERRED TAXATION

The following are the major deferred tax assets and liabilities recognised by the Group and the Company and movements thereon during the current and prior years:

25. 遞延稅項

以下為於本年度及過往年度由本集團及本公司確認之主要遞延稅項資產及負債及其變動：

		The Group 本集團				
		Accelerated tax depreciation	Impairment allowances on mortgage loans	Tax losses	Total	
		加速稅務 折舊	按揭貸款 減值撥備	稅務虧損	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
At 1st January, 2007	於二零零七年一月一日		(1)	15	2,598	2,612
(Charge) credit to income for the year	本年度(扣除) 計入收益賬	1	(15)	(2,598)	(2,612)	
At 31st December, 2007 and 2008	於二零零七年 及二零零八年 十二月三十一日	-	-	-	-	-

At the balance sheet date, the Group has unused tax losses of approximately HK\$53,690,000 (2007: HK\$44,387,000) available for offset against future profits.

於結算日，本集團之未運用稅務虧損約為53,690,000港元(二零零七年：44,387,000港元)可用於抵銷未來溢利。

No deferred tax asset has been recognised in respect of the following balances as it is uncertain that there will be sufficient future profits available to utilise the balances, and the unrecognised tax losses may be carried forward indefinitely.

由於並不確定將來是否有足夠未來溢利可供動用結餘，故並無就以下結餘確認遞延稅項資產，尚未確認之稅務虧損可無限期地結轉。

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Unrecognised tax losses	未確認稅務虧損	53,690	44,387
Deductible temporary differences	可扣減臨時差額	122	72

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

25. DEFERRED TAXATION (continued) 25. 遞延稅項 (續)

		The Company 本公司 Tax losses 稅務虧損 HK\$'000 千港元
At 1st January, 2007	於二零零七年一月一日	2,398
Charge to income for the year	本年度自收益賬扣除	(2,398)
At 31st December, 2007 and 2008	於二零零七年及 二零零八年十二月三十一日	-

At the balance sheet date, the Company has unused tax losses of HK\$53,690,000 (2007: HK\$43,534,000) available for offset against future profits.

於結算日，本公司之未運用稅務虧損為53,690,000港元(二零零七年：43,534,000)可用於抵銷未來溢利。

No deferred tax asset has been recognised in respect of the following balances as it is uncertain that there will be sufficient future profits available to utilise the balances, and the unrecognised tax losses may be carried forward indefinitely.

由於並不確定將來是否有足夠未來溢利可供動用結餘，故並無就以下結餘確認遞延稅項資產，尚未確認之稅務虧損可無限期地結轉。

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Unrecognised tax losses	未確認稅務虧損	53,690	43,534
Deductible temporary differences	可扣減臨時差額	-	-

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
截至二零零八年十二月三十一日止年度

26. OPERATING LEASES

At the balance sheet date, the Group and the Company had no commitments for future minimum lease payments under non-cancellable operating lease which fall due within one year.

Operating leases payments represent rentals payable by the Group and the Company for certain of its office properties. Leases are negotiated for an average term of one year and rentals are fixed for the respective lease term.

On 7th January, 2009, the Group and the Company had entered into lease agreements with the former intermediate holding company for the rental of office premises for one year from 1st January, 2009 which will give rise to an annual commitment of HK\$72,000 and HK\$36,000 respectively.

27. RETIREMENT BENEFIT SCHEME

The Group and the Company participate in a defined contribution scheme which is registered under a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance in December 2000. The assets of the scheme are held separately from those of the Group and the Company, in funds under the control of trustee.

For members of the MPF Scheme, the Group and the Company contribute 5% of relevant payroll costs to the scheme, which contribution is matched by employees.

The total costs charged to the consolidated income statement of HK\$34,000 (2007: HK\$30,000) represents contributions payable to the scheme by the Group in respect of the current accounting period.

26. 營業租約安排

於結算日，本集團及本公司並無根據於一年內到期之不可撤銷營業租約而須於未來支付之最低租賃款項。

營業租約付款指本集團及本公司就其若干辦公室物業應付之租金。租約平均商定為一年期，並已就各相關的租期固定租金。

於二零零九年一月七日，本集團及本公司已與前中間控股公司就租賃辦公場地訂立租賃合約，自二零零九年一月一日起為期一年，將分別產生年度承擔72,000港元及36,000港元。

27. 退休福利計劃

本集團及本公司參與一項根據於二零零零年十二月起生效之強制性公積金計劃條例建立之強制性公積金計劃(「強積金計劃」)註冊之界定供款計劃。計劃之資產與本集團及本公司之資產分開保管，並由信託人所控制之基金管理。

對於強積金計劃之成員，本集團及本公司向計劃作出相等於相關薪金成本5%之供款，與僱員之供款額相同。

自綜合收益表扣除之成本總額34,000港元(二零零七年：30,000港元)為本集團就本會計期間應付計劃之供款。

Notes to the Financial Statements 財務報表附註

For the year ended 31st December, 2008
 截至二零零八年十二月三十一日止年度

28. RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following transactions with related parties:

(A) Expense items:

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Rental paid to a former intermediate holding company	向前中間控股公司 支付租金	72	72
Commissions paid to former fellow subsidiaries	向前同系附屬公司 支付佣金	-	162
Services fee paid to a former intermediate holding company	向前中間控股公司 支付服務費	546	611

In last year, the ultimate holding company of the Group had been changed from Allied Group Limited to Mercurius GP LLC. The above transactions were included up to the date of the change in ultimate holding company.

(B) Compensation of key management personnel

The key management of the Group comprises all Directors, details of their remuneration are disclosed in note 9. The remuneration of Directors is determined by the Remuneration Committee having regard to the performance of individuals and market trends.

28. 有關連人士交易

本年度內本集團與有關連人士訂立以下交易：

(A) 開支項目：

於去年，本集團之最終控股公司已由聯合集團有限公司變更為Mercurius GP LLC，截至最終控股公司變更之日，載入上述交易。

(B) 主要管理職員之酬金

本集團之主要管理層包括全體董事，其酬金詳情於附註9披露。董事之酬金由薪酬委員會視乎個人表現及市場趨勢釐定。

Summary of Financial Information 財務資料摘要

A summary of the results and of the assets and liabilities of the Group for the five financial years ended 31st December, 2008, as extracted from the audited consolidated financial statements, is as set out below.

本集團截至二零零八年十二月三十一日止五個財政年度之業績及資產與負債摘要如下，該等資料乃摘錄自經審核綜合財務報表。

RESULTS

業績

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元 (restated) (經重列)	2005 二零零五年 HK\$'000 千港元 (restated) (經重列)	2004 二零零四年 HK\$'000 千港元 (restated) (經重列)
Revenue	收益	7,553	11,556	12,939	6,293	16,256
(Loss) profit for the year attributable to equity holders of the Company	本公司股東應佔年度(虧損)溢利	(1,465)	(2,711)	11,271	1,235	8,285
		HK cents 港仙	HK cents 港仙	HK cents 港仙	HK cents 港仙	HK cents 港仙
(Loss) earnings per share	每股(虧損)盈利	(0.7)	(1.2)	5.0	0.5	3.7

ASSETS AND LIABILITIES

資產及負債

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元 (restated) (經重列)	2005 二零零五年 HK\$'000 千港元 (restated) (經重列)	2004 二零零四年 HK\$'000 千港元 (restated) (經重列)
Total assets	資產總值	230,364	231,033	232,758	221,444	220,719
Total liabilities	負債總額	(1,784)	(1,773)	(877)	(834)	(1,344)
Net assets	資產淨值	228,580	229,260	231,881	220,610	219,375



香港建屋貸款有限公司

The Hong Kong Building and Loan Agency Limited

(股份代號 Stock Code:145)

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