



CHINA ENERGINE

From Engine to New Energy

CHINA ENERGINE INTERNATIONAL (HOLDINGS) LIMITED

中國航天萬源國際(集團)有限公司*

Stock Code 股份代號 : 1185



annual report 年報 **2008**

* For identification purpose only
僅供識別

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公司資料

Corporate Information

董事會

執行董事

韓樹旺先生 (董事長)
王曉東先生

非執行董事

吳江先生
唐國宏先生
李光先生

獨立非執行董事

王德臣先生
簡麗娟女士
吳君棟先生

公司秘書

歐陽強先生

審核委員會

簡麗娟女士 (主席)
王德臣先生
吳江先生
吳君棟先生

薪酬委員會

唐國宏先生 (主席)
簡麗娟女士
吳君棟先生

發展及投資委員會

韓樹旺先生 (主席)
王曉東先生
王德臣先生
唐國宏先生

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

BOARD OF DIRECTORS

Executive Directors

Mr. Han Shuwang (*Chairman*)
Mr. Wang Xiaodong

Non-executive Directors

Mr. Wu Jiang
Mr. Tang Guohong
Mr. Li Guang

Independent Non-executive Directors

Mr. Wang Dechen
Ms. Kan Lai Kuen, Alice
Mr. Gordon Ng

COMPANY SECRETARY

Mr. Au-Yeung Keung, Steve

AUDIT COMMITTEE

Ms. Kan Lai Kuen, Alice (*Chairman*)
Mr. Wang Dechen
Mr. Wu Jiang
Mr. Gordon Ng

REMUNERATION COMMITTEE

Mr. Tang Guohong (*Chairman*)
Ms. Kan Lai Kuen, Alice
Mr. Gordon Ng

DEVELOPMENT AND INVESTMENT COMMITTEE

Mr. Han Shuwang (*Chairman*)
Mr. Wang Xiaodong
Mr. Wang Dechen
Mr. Tang Guohong

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

主要營業地點

香港灣仔
港灣道18號
中環廣場47樓4701室

核數師

德勤•關黃陳方會計師行
香港金鐘道88號
太古廣場一座35樓

股份登記總處

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street, P.O. Box 705
Grand Cayman KY1-1107
Cayman Islands

股份登記處分行

卓佳標準有限公司
證券登記服務處
香港皇后大道東28號
金鐘匯中心26樓

主要往來銀行

中國銀行(香港)有限公司
香港上海匯豐銀行有限公司
星展銀行(香港)有限公司

法律顧問

盛德律師事務所
薛馮鄺岑律師行
康德明律師事務所

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energine@energine.hk

股份代號

1185

PRINCIPAL PLACE OF BUSINESS

Suite 4701, 47/F, Central Plaza
18 Harbour Road
Wanchai, Hong Kong

AUDITOR

Deloitte Touche Tohmatsu
35/F, One Pacific Place
88 Queensway, Hong Kong

PRINCIPAL SHARE REGISTRAR

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street, P.O. Box 705
Grand Cayman KY1-1107
Cayman Islands

BRANCH SHARE REGISTRAR

Tricor Standard Limited
Share Registration Public Office
26/F, Tesbury Centre
28 Queen's Road East, Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
DBS Bank (Hong Kong) Limited

LEGAL ADVISERS

Sidley Austin
Sit, Fung, Kwong & Shum
Conyers Dill & Pearman

WEBSITE

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E-MAIL ADDRESS

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STOCK CODE

1185

集團財務摘要

Group Financial Highlights

| 財務數據 | Financial data | 2006 | 2007 | 2008 |
|---------------------------------|---|---------|-----------|------------------|
| (以千港元列示) | (expressed in HK\$'000) | | | |
| 營業額 | Turnover | 156,199 | 178,755 | 184,206 |
| 毛利(虧) | Gross profit (loss) | 12,079 | (10,374) | 7,815 |
| 本公司權益持有人 應佔本年度虧損 | Loss for the year attributable to equity holders of the Company | 64,562 | 573,901 | 499,626 |
| 借貸總額 | Total borrowings | 265,667 | 583,005 | 761,690 |
| 本公司權益持有人 應佔權益 | Equity attributable to equity holders of the Company | 90,274 | 1,567,858 | 1,198,829 |
| 收購物業、廠房及設備 | Acquisition of property, plant and equipment | 9,787 | 3,086 | 67,586 |
| 員工成本 | Staff costs | 28,956 | 26,809 | 33,114 |
| 每股本公司權益持有人 淨資產值 (港元)(附註1) | Net asset attributable to equity holders of the Company per share (HK\$) (note 1) | 0.089 | 0.433 | 0.331 |
| 財務比率 | Financial ratios | | | |
| 流動比率(附註2) | Current ratio (note 2) | 1.78 | 3.32 | 1.78 |
| 速動比率(附註3) | Quick ratio (note 3) | 1.38 | 3.19 | 1.59 |
| 負債比率(附註4) | Gearing ratio (note 4) | 294% | 37% | 64% |

附註：

- 每股本公司
權益持有人
應佔淨資產值
- 流動比率 = 流動資產 ÷ 流動負債
- 速動比率 = (流動資產 - 存貨) ÷ 流動負債
- 負債比率 = 借貸總額 ÷ 本公司權益
持有人應佔權益

Note:

- Net asset attributable
to equity holders of
the Company
per share
- Current ratio = Current assets ÷ Current liabilities
- Quick ratio = (Current assets - Inventories) ÷ Current liabilities
- Gearing ratio = Total borrowings ÷ Equity attributable
to equity holders
of the Company

謹代表董事會，概述中國航天萬源國際(集團)有限公司(「本公司」)及其附屬公司(統稱「本集團」)於截至二零零八年十二月三十一日止財政年度之業務表現如下。

業績摘要

截至二零零八年十二月三十一日，本集團於二零零八年之營業額為1.8421億港元，虧損4.9593億港元，而二零零七年之營業額則為1.7876億港元，虧損5.7203億港元。本年度營業額中，9,726萬港元來自電訊相關業務，4,777萬港元來自銷售風力發電相關產品，3,518萬港元來自銷售稀土電機產品及399萬港元來自銷售電力，而二零零七年業務全是電訊相關業務，反映了本集團業務作多元化發展。本年度錄得虧損，主要可歸因於在共同控制實體權益的總減值虧損4.2417億港元，當中主要包括計入南通航天萬源安迅風電設備製造有限公司(「南通安迅」)權益的商譽3.8518億港元，以及風力發電項目融資相關之貸款利息3,407萬港元，撥備總額4,202萬港元，其中包括應收原電訊業務聯營公司撥備1,784萬港元，原電訊業務陳舊存貨撥備1,274萬港元及原電訊業務呆賬撥備1,144萬港元，儘管汽車零部件及風力發電項目業務分別貢獻了應佔溢利4,712萬港元及3,438萬港元。

業務回顧

本集團重組

本公司於二零零八年五月十五日由航天科技通信有限公司易名為中國航天萬源國際(集團)有限公司，標誌著本公司步入了風力發電、新材料應用、汽車零部件及電訊之多元化業務新紀元。新名字「Energiner」強調能源加發動機與航天科技相連動力強勁的發動機。就此而言，本公司在公告上刊發新商標，標誌結合了風機、能源、合作和從發動機到環保的新能源之新品牌形象。

On behalf of the Board of Directors, the business performance of China Energiner International (Holdings) Ltd. (the "Company") and its subsidiaries (collectively the "Group") for the financial year ended 31 December 2008 is summarized in the following paragraphs.

RESULTS SUMMARY

As of 31 December 2008, the Group's turnover for the year 2008 amounted to HK\$184.21 million with a loss of HK\$495.93 million in contrast to those for the year 2007 of HK\$178.76 million with a loss of HK\$572.03 million respectively. The turnover for the year comprised that related to telecommunications of HK\$97.26 million, sales of wind energy related products of HK\$47.77 million, sales of rare-earth permanent magnetic motor products of HK\$35.18 million and sales of electricity of HK\$3.99 million whereas that of 2007 wholly related to telecommunications, reflecting the Group's diversification of businesses. The loss for the year was primarily attributable to total impairment loss of HK\$424.17 million on interests in jointly controlled entities mainly comprising the goodwill of HK\$385.18 million included in the interest in Nantong CASC Wanyuan Acciona Wind Turbine Manufacture Corp. Ltd. ("Nantong Acciona"), and interests on loans regarding finances on wind energy projects of HK\$34.07 million, allowances related to telecommunications business totaling HK\$42.02 million comprising that for due from associates of HK\$17.84 million, obsolete inventories of HK\$12.74 million and doubtful debts of HK\$11.44 million albeit shares of profits from businesses of automotive component parts amounting to HK\$47.12 million and of wind energy projects amounting to HK\$34.38 million.

BUSINESS REVIEW

Restructuring of the Group

The Company changed its name to China Energiner International (Holdings) Ltd. from CASIL Telecommunications Holdings Ltd. on 15 May 2008, marking the milestone in stepping into a new era with diversification of business to businesses in respect of wind energy, new material application, automotive component parts and telecommunications. The new name with the word "Energiner" therein signifies energy plus engine and energized engine with the close association with aerospace science and technology. In this connection, the Company published its new logo on the announcement thereon, conveying a new brand image blending windmill, energy, cooperation and from engine to new energy with attribute of environment conservation.

董事會業務回顧

Directors' Business Review

朝這個方向發展，本集團全資附屬公司北京萬源工業有限公司（「北京萬源」）收購江蘇航天萬源稀土電機有限公司（前稱杭州航天萬源稀土電機應用技術有限公司）的額外註冊資本20%，使該公司成為擁有49%股權之附屬公司，因此，該公司所經營的業務，發展節能效果顯著的稀土永磁電機項目，該項目既是節能項目，又屬於新材料應用領域之項目，由二零零八年七月起，併入本集團為其中一項主營業務。此外，北京萬源收購航天龍源（本溪）風力發電有限公司的額外註冊資本15%，使該公司成為擁有55%股權之附屬公司，因此，該公司所經營的業務，生產及銷售電力，亦由二零零八年十二月起，併入本集團為另一項主營業務。收購事項詳情分別載於本公司二零零八年六月十一日與二零零八年十一月十四日刊發的通函內。

In this direction, Beijing Energene Industry Co. Ltd. ("BEI"), a wholly-owned subsidiary of the Group, acquired an additional 20% registered capital in Jiangsu Aerospace Wanyuan REPM Motor Co. Ltd. (formerly Hangzhou Aerospace Wan Yuan REPM Motor Application Co. Ltd.), turning the company into a subsidiary of 49% shareholding such that the company's business of development of prominent effective energy-saving rare-earth permanent magnetic motor project, which is not only an energy-saving project but also a new material application project, became one of the main businesses of the Group from July 2008. Further, BEI acquired an additional 15% registered capital in Aerospace Long Yuan (Benxi) Wind Power Co. Ltd., turning the company into a subsidiary of 55% shareholding such that the company's business of production and sales of electricity became another main business of the Group from December 2008. For details of the acquisitions, please refer to the Company's circulars of 11 June 2008 and 14 November 2008 respectively.



航天龍源（本溪）風力發電有限公司風電場

Wind Power Field of Aerospace Long Yuan (Benxi) Wind Power Co. Ltd.

風力發電項目業務

風力發電項目之進一步發展

在中國經濟持續增長過程中，展示了能源龐大需求之光明前景，在中國發展風力發電項目政策下，電力生產須自可再生能源及符合保護環境，為抓緊此寶貴機遇從而創造長期收入，本集團與策略投資者（包括荷蘭之易達能風能科技公司（「EWT」）、北京新源賽風技術有限公司（「新源賽風」）及航天材料與工藝研究所（「航天材料所」））在集團內成立一家內蒙古總裝廠公司，一家內蒙古葉片廠公司、

Business of Wind Energy Project

Further development on wind energy projects

In grasping the precious opportunity arising from the state policy propositioning on development of wind energy projects in China and leveraging the bright prospect of tremendous demand of energy whose production is hence required to be renewable and of environment conservation in the course of continuing economic growth of China in creating long-term income streams, the Group has set up an Inner Mongolia windmill general assembling plant company, an Inner Mongolia blade plant company, and a distribution company and is to set up an after-sales service company in development of direct-drive windmill

董事會業務回顧 Directors' Business Review

一家銷售公司及一家售後服務公司，重點發展代表先進能源的直驅風機項目。項目包括風力設備製造、技術研發、50百萬瓦試驗風場及風機銷售部份。

EWT是於二零零四年二月註冊成立之荷蘭公司，乃第二最大直驅風力發電機製造商，擁有全面先進之直驅技術，製造發電量750千瓦及900千瓦風力發電機及其主要零部件(如渦輪發電機及風車葉片)。新源賽風從事分銷風力測量設備及儀器，具備開發初期風力發電場及風力發電機分銷市場之能力。航天材料所是中國運載火箭技術研究院(「火箭院」)全資附屬公司，即為本集團之同系附屬公司，屬於重點研究中心，從事航天材料研究及應用與加工，以及纖維、織品與複合材料的研究工作，擁有國家級的材料與工藝重點試驗室及研究中心。

內蒙古風機總裝廠

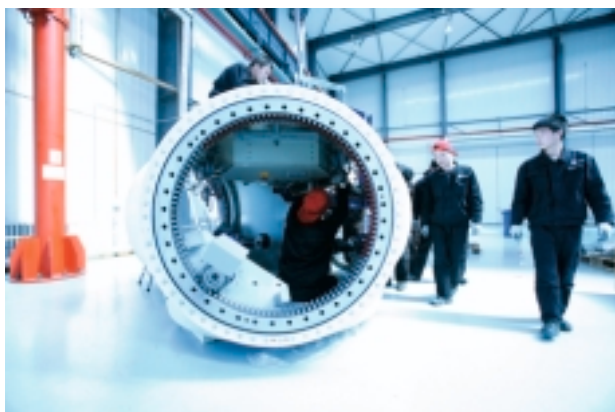
內蒙古航天萬源風電設備製造有限公司(「內蒙風製」)為一合營企業，由北京萬源及EWT分別持有95%及5%股權，根據日期為二零零八年五月二十九日的合營協議，在中國從事製造及交付750至1,000千瓦與2百萬瓦的風力渦輪發電機，風葉與其他零部件。該廠房位於風能資源最好地區之一的內蒙古烏蘭察布市興和縣，佔地約150公頃，計劃年產量達400台900千瓦直驅風力發電機及200台2百萬

project of advanced energy intensively, which comprises parts of manufacture of windmill equipment, research and development of technology, 50MW testing wind field and windmill distribution with strategic investors including Emergya Wind Technologies B.V. ("EWT") from Netherlands, Beijing Direct Energy Corp. ("BDE") and Aerospace Research Institute of Materials & Processing Technology ("Aerospace Materials").

EWT is a Netherlands' company incorporated in February 2004 that is the second largest direct-drive windmill manufacturer possessing the comprehensive and advanced direct-drive techniques as to capacities of 750KW and 900KW on production of windmill and its main components such as turbine generators and windmill blades. BDE is engaged in business of distribution of wind measuring equipment and instruments, possessing the capacity of development of early phase of wind energy generation field and of market of distribution of windmills. Aerospace Materials which is a wholly-owned subsidiary of CALT, hence a fellow subsidiary of the Group, is the leading research centre engaging research on aerospace material application and processing as well as fibers, fabric and composite material, with possession of material and art testing workshop and research centre of national class level.

Inner Mongolia Windmill General Assembly Plant

Inner Mongolia CASC Energin Directwind Turbine Manufacture Co. Ltd. ("IM Turbine Manufacture") is a joint venture between BEI and EWT with shareholding of 95% and 5% respectively, engaged in the manufacture and delivery of the wind turbine generators as to 750-1,000KW and 2MW, blade and other components thereof in the PRC under the joint venture agreement of 29 May 2008. It was planned that the capacity of the annual production of the plant with area of about 150 hectares in one of the richest wind resources territories, Xinghe County, Wulanchabu City, Inner Mongolia will reach 400 sets of 900KW direct-wind windmill turbines and



內蒙古風機總裝廠 — 裝配

Inner Mongolia Windmill General Assembly Plant – Assembling



內蒙古風機總裝廠 — 車間

Inner Mongolia Windmill General Assembly Plant – Workshop

董事會業務回顧

Directors' Business Review

瓦直驅風力渦輪機。該公司之註冊資本及投資總額分別為人民幣5,000萬元及人民幣1億元。本集團注資份額為人民幣4,750萬元。該附屬公司於二零零八年九月成立，此後，為準備在二零零九年開始生產和銷售，進行生產前期工作。

內蒙古風機葉片廠

內蒙古航天萬源複合材料有限公司（「內蒙複材」）為一合營企業，由本集團持有55%股權（北京萬源持有35%股權、力明發展有限公司持20%股權）、航天材料所持有40%股權及EWT持有5%股權，根據日期為二零零八年十二月一日的合營協議，從事為內蒙風製及其他風力發電設備生產商，製造切合所需的風葉，並透過技術研發中心，進行風葉研發與質量認證。該廠房位於風能資源最好地區之一的內蒙古烏蘭察布市興和縣（與風機總裝廠相鄰），佔地約180公頃，計劃年產能達400台900千瓦直驅風力發電機的風葉及250台2百萬瓦直驅風力發電機的風葉。該公司之註冊資本及投資總額分別為人民幣8,000萬元及人民幣1億元。本集團注資份額為人民幣4,400萬元。

200 sets of 2 MW direct-drive windmill turbines. The registered capital and total investment of this company amount to RMB50 million and RMB100 million respectively. The Group's share of capital contribution amounts to RMB47.5 million. The subsidiary was established in September 2008. Thereafter, it proceeded the pre-production work in preparation for the commencement of production and sales in 2009.

Inner Mongolia Windmill Blade Plant

Inner Mongolia CASC Energin Composite Material Co. Ltd. ("IM Composite Material") is a joint venture between the Group (BEI's 35% and New Image Development Ltd.'s 20%), Aerospace Material and EWT with shareholding of 55%, 40%, and 5% respectively, engaged in the businesses of production of tailored-made blades for IM Turbine Manufacture and other windmill manufacturers and of undergoing research and developments and quality recognition of blades with the technology research and development center under the joint venture agreement of 1 December 2008. It was planned that the capacity of the annual production of the plant with area of about 180 hectares to be established in one of the richest wind resources territories (adjacent to windmill general assembly plant), in Xinghe County, Wulanchabu City, Inner Mongolia by the company will reach 400 sets of 900KW direct-drive windmill blades and 250 sets of 2MW direct-drive windmill blades. The registered capital and total investment of this company amount to RMB80 million and RMB100 million respectively. The Group's share of capital contribution amounts to RMB44 million.



內蒙古風機葉片廠 — 車間

Inner Mongolia Windmill Blade Plant – Workshop

董事會業務回顧

Directors' Business Review

內蒙古風電產業園開發公司

本集團全資附屬公司內蒙古航天萬源新能源開發有限公司從事內蒙古風電產業園的發展，已展開建築內蒙古風電產業園風機葉片廠及風機總裝廠之廠房、辦公室及倉庫，向內蒙風製及內蒙複材提供物業管理服務。

Inner Mongolia Windmill Property Park Development Company

Inner Mongolia CASC Energiner New Energy Development Co. Ltd., the wholly-owned subsidiary of the Group, engaged in development of Inner Mongolia windmill property park, has commenced the construction works of plants, offices, warehouses of direct-drive windmill composite material plant and direct-drive windmill turbine plant regarding the said park in relation to rendering of the property management service to IM Turbine Manufacture and IM Composite Material.



內蒙古風電產業園全貌 Full view of Inner Mongolia Windmill Property Park

技術研發

風力研發中心負責處理在中國當地批量750至1,000千瓦直驅風力發電機及核心零部件問題，如風機整機技術、葉片技術、發電機技術及在中國本土化生產問題。

Research and development of technology

Wind energy research and development center is to handle the technical issues on local mass production of direct-drive windmills as to 750 to 1,000KW and core parts such as techniques on windmill general assembling, blade and generator as well as issues on local production in China.

風機銷售

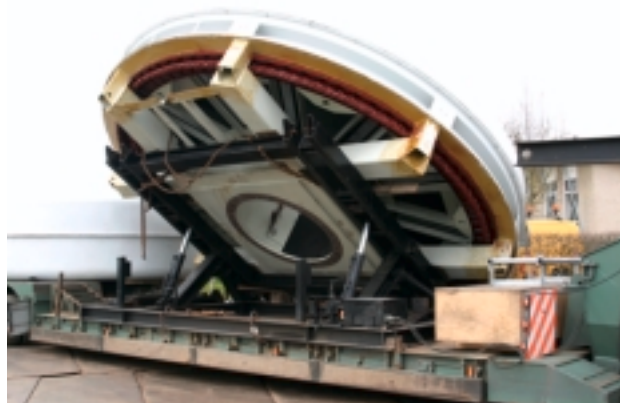
北京航天宜達特直驅風機銷售有限公司是一間合營企業聯營公司，由本公司、EWT及新源賽風分別持有25%、60%及15%股權，在國內及全球從事風機整機總裝附屬公司所製造之風力發電機的市場開發及銷售業務，並協調直驅風機服務公司所提供的售後支援服務。該公司之註冊資本及投資總額分別為人民幣1,000萬元及人民幣1,400萬元。本公司注資份額為人民幣250萬元。該聯營公司於二零零八年八月成立，其後為準備於二零零九年銷售工作而展開業務。

Sales of windmills

Beijing EWT-CASC Direct Wind Marketing and Sales Co. Ltd. is a joint venture associate between the Company and EWT and BDE with their respective shareholding of 25%, 60% and 15%, engaged in business of market exploitation and distribution of windmills produced from windmill general assembling subsidiary domestically and globally and coordination of sales support services to be provided by direct wind service company. The registered capital and total investment as to this company amount to RMB10 million and RMB14 million respectively. The Company's share of capital contribution amounts to RMB2.5 million. The associate was established in August 2008 and started its business thereafter in preparation of sales made in 2009.

董事會業務回顧

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風力發電機部件－發電機 Windmill part – generator

南通安迅

南通安迅（北京萬源、Acciona Energina Internacional S.A.（「Acciona」）及 International Commercial E. Industria 分別持有 45%、45% 及 10% 權益），於二零零五年六月成立，自二零零六年六月正式生產 1.5 百萬瓦風機，二零零八年生產交付 1.5 百萬瓦風機 68 台風機，貢獻年內應佔未扣除無形資產攤銷溢利 179 萬港元。

北京萬源（擁有南通安迅 45% 股權）於二零零七年十月十六日被本集團收購。本集團收購北京萬源之時正值全球性的風機市場供不應求階段，南通安迅正值市場訂單比較好，生產處於旺季市場，前景非常光明的階段。有鑑於此，在最後代價價值 20.44 億港元（在應用香港財務報告準則第 3 號「業務合併」時，22 億股代價股份以收購日市價每股 0.87 港元來計算）中，有關南通安迅應佔價值為 4.4810 億港元，此乃根據當時估計將來現金流量計算，而非二零零七年二月訂立收購時之原 9 億港元代價（代價股份以同意價值每股 0.35 港元算）的主張應佔價值 4,493 萬港元。因此，南通安迅應佔公平值產生了差異，增加了商譽 4.0317 億港元。

但是自二零零八年年中以後國產化的百萬瓦級以上風機開始批量投放市場，從根本上改變了風機市場銷售供不應求的局面。儘管一些國產化百萬瓦級以上風機質量尚不穩定，但由於其銷售價格便宜，開始成為國內風機市場的主流。南通安迅風機由於核心零部件

Nantong Acciona

Nantong Acciona (established in June 2005 between BEI, Acciona Energina Internacional S.A. ("Acciona") and International Commercial E. Industria with their respective shareholding of 45%, 45% and 10%) commenced its production of 1.5MW wind turbine from June 2006. In 2008, it manufactured and delivered 68 wind turbines, contributing share of profit before amortisation of intangible asset of HK\$1.79 million.

The Group acquired 100% interest in BEI which held 45% equity of Nantong Acciona on 16 October 2007, in which time the global wind turbine market was in the phase of demand well exceeding supply such that the sale orders made to Nantong Acciona were plentiful in such peak season of production with very promising future. In light of this, the attributable value of HK\$448.10 million relating to Nantong Acciona out of the final consideration value of HK\$2.044 billion (where the 2.2 billion consideration shares were valued at market price of HK\$0.87 each at the acquisition date in applying HKFRS 3 Business Combinations) was arrived at based on their then estimated future cash flows as opposed to the claimed attributable value of HK\$44.93 million incorporated in the original HK\$900 million consideration (where the consideration share was agreed at HK\$0.35) at the time of entering into the acquisition in February 2007. This gave rise of variance of fair value attributable to Nantong Acciona amounting to HK\$403.17 million in terms of goodwill.

Yet from mid 2008, mass production of domestic wind turbines of MW class in meeting the market demand began, changing the scenario of demand exceeding supply. Despite the quality of certain domestic wind turbines yet to be stable, they started to be the mainstream wind turbines thanks to their low selling prices. Due to the demanding technical conditions of the main components of the Nantong Acciona's

技術條件要求苛刻，實現國產化配套生產過程裹足不前，主要零部件仍須依賴從歐洲進口，導致風機成本高價格居高不下，比國產化風機售價高。儘管南通安迅風機質量好，但由於售價昂貴從而削弱了市場的競爭優勢。

合資企業股東三方多次開會研究，希望拿出有效辦法，加速零部件供應國產化和降價促銷問題，但未有找出有效解決問題的辦法。現時合資企業股東三方繼續商談，本集團有考慮出售股權，以減少虧損。

wind turbines, the process of localization of their production was sluggish and the main components were still required to be imported from Europe, leading to the high cost and persistent high price as opposed to those of domestic wind turbines, resulting in reduction of competitiveness albeit of assured high quality.

The three joint venture parties underwent several discussions on handling the issues of accelerating the speed of localisation of supply of components and procuring sales by lowering selling price, but with no solutions thereof derived. Currently, the three joint venture parties are continuing discussions. The Group has consideration of selling of its equity in effort to reduce loss.



南通安迅生產車間 Production workshop of Nantong Acciona

風場營運

吉林龍源

吉林龍源從通榆縣235台風力發電機，總裝機容量達200.6百萬瓦，出售了所生產320百萬千瓦時之電量，貢獻溢利1,327萬港元。年內新安裝59台風力發電機，使發電量由原先的100.3百萬瓦提升至200.6百萬瓦。

江蘇龍源

在對江蘇龍源作進一步注資人民幣3,043萬元以開發電量為50百萬瓦之項目第二期後，項目公司已安裝100台1.5百萬瓦的風力發電機，合共產生150百萬瓦電量，成為中國首個最大百萬瓦級風力發電場—如東風力發電

Wind Field Operations

Jilin Longyuan

Jilin Longyuan had sold electricity generated of 320 million kwh from 235 windmills installed with the total capacity of 200.6 MW in Tongyu County, giving the share of profit amounting to HK\$13.27 million. There were additions of 59 windmills installed during the year, bringing the capacity to 200.6 MW from its original 100.3 MW.

Jiangsu Longyuan

Following further investment of RMB30.43 million to Jiangsu Longyuan for development of Phase II of the project with capacity 50 MW, the project company installed 100 1.5MW windmills with capacity of 150 MW in total, becoming the first and biggest windmill field of megawatt level in PRC known as Yudong wind power field with 3 sub-fields, namely,

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場，發電場分三個分場，分別為環港風力發電場、東凌風力發電場及凌洋風力發電場。透過上述電量出售342百萬千瓦時，此公司之收入達1.8736億港元，貢獻溢利份額為1,726萬港元。

遼寧本溪

遼寧本溪之風力發電場發電量為24.65百萬瓦，出售電量53百萬千瓦時，貢獻截至二零零八年十一月止十一個月之溢利份額385萬港元。該公司由二零零八年十二月一日起成為本集團的附屬公司，是本集團轉型拓展風力發電業務的第一步，成為旗下其中一項主營業務，在二零零八年十二月，首次為本集團帶來收入399萬港元及溢利449萬港元。

50百萬瓦試驗風場

風力發電項目試驗風場部份將由一家聯營公司組成，在內蒙古興和縣經營一家安裝55台900千瓦風力發電機總電量49.5百萬瓦之風力發電場發電，該發電場在中國北方每年可向公眾提供超過1.1億千瓦時電量，目前，已拿到國家開發的全部批文，現正尋找戰略投資者。

新材料業務

隨著本集團與上海新時達電氣有限公司（「上海電氣」）於二零零八年五月二十七日訂立股權轉讓合約，據此，北京萬源以代價人民幣1,050

Huangang wind power field, Dongling wind power field and Lingyang wind power field. By selling 342 million kwh through that capacity, the company had achieved revenue of HK\$187.36 million, contributing the share of profit of HK\$17.26 million.

Liaoning Benxi

Liaoning Benxi had a capacity 24.65 MW wind power field and achieved sales of electricity of 53 million kwh, contributing share of profits of HK\$3.85 million for the eleven months to November 2008. This company became our Group's subsidiary from 1 December 2008, making the first move in turning wind power generation as one of our main businesses, bringing the first HK\$3.99 million revenue and HK\$4.49 million profit in December 2008 to the Group.

50MW testing wind field

The testing wind field part of Wind Energy Project will comprise an associate to be engaged in generation of electricity from 55 windmills of 900KW being installed in a windmill electricity generation field of total capacity of 49.5MW in Xinghe County, Inner Mongolia in provision of electricity to the public at large at more than 110 million kwh per annum in northern China. Currently, all of the approvals issued by state authorities were obtained; and the strategic investors are being sought.

Business of New Materials

Jiangsu REPM (formerly Hangzhou REPM) became the Group's subsidiary on 1 July 2008 when the Group took effective control thereon in wake of entering into an equity assignment contract with Shanghai STEP Electric



稀土電機研發中心 Rare-earth permanent magnetic motor research centre

萬元向上海電氣收購江蘇稀土電機(前稱杭州稀土電機)20%之註冊資本,於二零零八年七月一日,本集團透過其新的49%股權實際控制江蘇稀土電機董事會,取得江蘇稀土電機實際控制權,江蘇稀土電機因而成為本集團之附屬公司。年內,此公司實現收入4,601萬港元,錄得溢利91萬港元;自接管此江蘇溧陽縣附屬公司後,此公司成功轉虧為盈。

汽車零部件業務

共同控制實體北京德爾福及萬源瀚德(前稱萬源金德)表現如預期一般良好,合共貢獻未扣除無形資產攤銷總溢利份額達6,440萬港元。在處理汽車的汽油價格上漲和高排量汽車購置稅及汽車生產減少而導致銷售額減少,北京德爾福進一步加強設計與工程研發能力,務求維持市場競爭力,並將成本控制至可獲利水平,以維持其客戶(包括上海通用及華晨)銷售額水平。萬源瀚德一直是領先而傑出供應商,憑藉其領先工程技術優勢,向中高檔轎車市場之主要客戶(如一汽大眾、上海大眾及上海通用)供應各種量身訂造之密封系統,以應付上述汽車業問題。

電訊業務

本集團繼續出售高性能價格比率之電訊設備及全球定位系統應用服務予客戶,以及提供優質售後服務。然而,在金融海嘯環境下,電訊業務面對激烈的市場競爭,優勢逐漸減少,因而作了許多撥備。

Co. Ltd. ("Shanghai Electric") on 27 May 2008 whereby BEI acquired a 20% registered capital of Jiangsu REPM from Shanghai Electric at consideration of RMB10.5 million so as to take effective control of the board of Jiangsu REPM through its new shareholding of 49%. During the year, the company achieved revenue of HK\$46.01 million and made a profit of HK\$0.91 million ie successful in turning this company to profit making from loss incurring since taking up of the operation of the subsidiary in Liyang County, Jiangsu.

Business of Automotive Component Parts

The jointly controlled entities, Beijing Delphi and Wanyuan Henniges (formerly Wanyuan GDX) performed well as expected, contributing share of profits before amortisation of intangible asset amounting to HK\$64.40 million in total. In tackling the automotive petrol price rise and high-emission car acquisition tax and the decrease in automotive manufacturing leading to sales decrease, Beijing Delphi further reinforces its capacity of design and of engineering research and development so as to maintain its market competitiveness and its cost control in maintaining profitability in maintaining the sales levels to its customers including Shanghai GM, and Brilliance. Wanyuan Henniges has always been positioning as the leading distinguished supplier supplying sealing systems to key customers of medium to high end sedan market such as FAW-VW, Shanghai VW and Shanghai GM with leading edge of engineering techniques, realizing various tailored-made sealing systems to them in facing the said issues of automotive industry.

Telecommunication Business

The Group continued the sales of communication equipment of high capacity to price value and those rendering the application services of global positioning system to our customers with good after-sales service. Having said that, the telecommunication business under the circumstances of financial tsunami is facing keen competition in the market, reducing the competitive edge gradually, leading to making various allowances.

董事會業務回顧

Directors' Business Review

前景

由於美國次按貸款危機引發全球金融海嘯，考慮到整體需求減少，原料價格上升，工資上揚與人民幣升值，降低企業的整體盈利能力，拖慢了本集團增長步伐。然而，本集團分散業務策略，為本集團奠定穩固基石，抵禦上述風浪。因此，本集團在二零零九年將加快拓展風力發電項目和以稀土電機應用為代表的節能和新材料項目。

其他發展

同時，本集團亦就多元化業務開拓其他機會，尋求進一步發展。

人力資源及薪酬政策

於二零零八年十二月三十一日，本集團香港總部共有員工43人（二零零七年：43人），而中國內地辦事處共417人（二零零七年：362人）。員工薪酬之訂定乃按照個別僱員之表現及不同地區現行之薪金趨勢而釐定，每年會進行檢討。本集團也提供強積金及醫療保險。本集團亦設有由董事酌情釐定之表現花紅。

財務回顧

流動資金及財務資源

於二零零八年十二月三十一日，本集團之總貸款為761,690,000港元（二零零七年：583,005,000港元）乃固定息率貸款。本集團之貸款均按市場利率釐定。本集團並無發行任何金融工具作為對沖或其他用途。

於二零零八年十二月三十一日，負債比率（借貸總額除以股東權益）為64%（二零零七年：37%）。

PROSPECTS

The global financial tsunami as triggered by the sub-prime loan crisis in U.S. has brought the Group lower pace of growth in light of decrease in the overall demands decrease, price rise of raw materials, rise of labour wages and appreciation of RMB, reducing the profitability of enterprises in general. Nevertheless, the group's diversification strategy does render the Group a cornerstone in standing against such wave. As such, the Group is to speed up the process of development of the wind energy projects as well as energy-saving and new material project in terms of rare-earth magnetic motor application in the year 2009.

Other developments

In the meantime, the Group is also exploring other opportunities in the diversified businesses for our Group's further development thereon.

HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 December 2008, the Group had 43 employees (2007: 43 employees) in the Hong Kong head office and 417 employees (2007: 362 employees) in the Mainland China offices. Remuneration of employee is determined according to individual employee's performance and the prevailing trends in different areas and reviewed on an annual basis. The Group also provides Mandatory Provident Fund and medical insurance to its employees. In addition, discretionary performance bonus is available at the discretion of the Directors.

FINANCIAL REVIEW

Liquidity and Financial Resources

Total borrowings of the Group as at 31 December 2008 were HK\$761,690,000 (2007: HK\$583,005,000), which were fixed rate borrowings. All borrowings of the Group were determined at market interest rate. The Group has not issued any financial instruments for hedging or other purposes.

Gearing ratio (total borrowings over shareholders' equity) as at 31 December 2008 was 64% (2007: 37%).

資產抵押

於二零零八年十二月三十一日，本集團共以95,010,000港元（二零零七年：1,400,000港元）之若干資產抵押予銀行作為銀行融資的抵押。

匯兌及其他風險

本集團之大部份業務交易皆以人民幣計值。預期本集團的匯兌波動風險並不顯著，故並無進行任何對沖活動。

於二零零八年十二月三十一日本集團概無或有負債。

鳴謝

本人謹藉此機會就各董事及員工於回顧年度之努力及貢獻深表謝意。

承董事會命

韓樹旺
董事長

香港，二零零九年四月十七日

Pledge of Assets

As at 31 December 2008, certain assets of the Group of HK\$95,010,000 (2007: HK\$1,400,000) have been pledged to secure bank facility.

Exchange and Other Exposures

Most of the Group's business transactions were conducted in Renminbi. The Group expected that the exposure to exchange rates fluctuation was not significant and therefore has not engaged in any hedging activities.

The Group did not have any contingent liabilities as at 31 December 2008.

APPRECIATION

I would like to take this opportunity to thank my fellow directors and all the staff members for their hard work and dedication during the year under review.

By Order of the Board

Han Shuwang
Chairman

Hong Kong, 17 April 2009

董事及高級管理人員之個人資料

Biographical Details of Directors and Senior Management

執行董事

韓樹旺先生，44歲，研究員。畢業於同濟大學電腦系，美國西南大學經濟管理碩士。同濟大學客座教授，中國航天科技集團公司（「中航總」）航天獎獲得者。1988年進入中國運載火箭技術研究院（「火箭院」）航天自動控制研究所工作，歷任室副主任、副主任設計師、所長助理、副所長，1997年任火箭院政治部副主任，1998年任火箭院辦公室主任，1999年起任北京萬源工業公司總經理，2000年任火箭院院長助理，2002年任火箭院副院長。有豐富的企業戰略研究、經營管理經驗。彼於2006年2月14日起出任本公司執行董事及副董事長並於2007年10月26日出任本公司董事長。

王曉東先生，41歲，為本公司執行董事及總經理。王先生畢業於北京航空航天大學，取得電子工程學士學位，並獲南澳洲大學頒授工商管理學碩士學位。自1989年起至1998年間先後任職於中國空間技術研究所轄下之北京飛行器設計總體部、航空航天工業部綜合計劃司、航天工業總公司辦公廳，歷任助理工程師、工程師、高級工程師、總經理秘書兼總經理辦公室副主任等職務。彼於1999年出任航天科技國際集團有限公司執行董事兼副總經理。彼於研究及管理方面擁有豐富經驗。於1999年5月起出任本公司執行董事。

EXECUTIVE DIRECTORS

Mr. Han Shuwang, professor, aged 44, obtained Bachelor's degree in Computer Science and Master's degree in Economics and Management from Tongji University and American Southwest University respectively. He is a Visiting Professor of Tongji University and achieved Space Award from China Aerospace Science and Technology Corporation ("CASC"). He served as Deputy Division Chief, Deputy Chief Designer, Director Assistant and Deputy Director with the Institute of Space Automation Control of China Academy of Launch Vehicle Technology ("CALT") between 1988 and 1997, Deputy Director of Political Division of CALT in 1997, Director of Administrative Office of CALT in 1998, General Manager of Beijing Wan Yuan Industry Corporation in 1999, President Assistant of CALT in 2000. Since 2002, he has served as vice president of CALT, possessing rich experiences in strategic research and business administration. He was appointed as an Executive Director and Vice-chairman of the Company on 14 February 2006 and became the Chairman on 26 October 2007.

Mr. Wang Xiaodong, aged 41, is the Executive Director and General Manager of the Company. Mr. Wang graduated from Beijing University of Aeronautics and Astronautics with a Bachelor's degree in Electronic Engineering and obtained a MBA from the University of South Australia. During 1989 to 1998, he worked with Beijing Institute of Spacecraft System Engineering under the China Academy of Space Technology, the Comprehensive Planning Bureau of the Ministry of Aerospace Industry of China and then the General Office of China Aerospace Corporation, as Assistant Engineer, Engineer, Senior Engineer, and Secretary to the President cum Deputy Director of the President Office. In 1999, he, possessing extensive experience in research and management, was appointed the Executive Director cum Deputy General Manager of China Aerospace International Holdings Limited. He has been appointed as Executive Director of the Company since May 1999.

董事及高級管理人員之個人資料

Biographical Details of Directors and Senior Management

非執行董事

吳江先生，48歲，研究員，中國總會計師協會理事，中國航天工業會計學會副會長。國防科技大學系統工程專業碩士。1983年8月至1989年7月，工作於北海艦隊驅逐艦一支隊。1989年8月至2000年8月，出任本公司控股股東火箭院綜合計劃處負責人。2000年9月至2002年1月，在火箭院一部任綜合副主任。其後5年出任火箭院財務部部長。2007年2月至今，任火箭院總會計師。自2005年7月，彼為本公司控股股東Astrotech Group Limited（「Astrotech」）的董事，Astrotech為火箭院之全資子公司；彼是資深的科技管理、財務管理專家，在融資、投資、風險管理方面擁有豐富的經驗。彼於2008年5月20日起出任本公司非執行董事。

唐國宏先生，48歲，研究員，畢業於北京航空航天大學（「北航大學」），取得工程碩士學位，1987年赴西德馬普金屬所，取得工學博士學位。曾任北航大學材料科學系教研室主任、系副主任、教授；曾任中國航天工業供銷總公司副總經理、常務副總經理。於擔任火箭院經營投資部部長後，現任火箭院院長助理。在科學研究、經營管理和資本運作方面擁有豐富經驗。自2005年7月，彼為Astrotech的董事。彼於2006年2月14日起出任本公司非執行董事。

NON-EXECUTIVE DIRECTORS

Mr. Wu Jiang, aged 48, professor, Council Member of China Association of Chief Accountants and Deputy President of Institute of China Aerospace Industrial Accountancy. He graduated from National University of Defense Technology with Master degree in system engineering. He worked for a destroyer contingent of the North Sea Battleship Fleet during August 1983 to July 1989. From August 1989 to August 2000, he was the Chief of Integrated Planning Division of CALT, the controlling shareholder of the Company. From September 2000 to January 2002, he acted as the General Deputy Director of the First Division, CALT. He then became the Chief of Finance Department of CALT for 5 years. He has been the Chief Financial Officer of CALT since February 2007. He has been a director of Astrotech Group Limited ("Astrotech"), the controlling shareholder since July 2005. Astrotech is a wholly-owned subsidiary of CALT. He is an expert on scientific and technological management and financial management with rich experience in finance, investment and risk management. He was appointed as a Non-executive Director of the Company on 20 May 2008.

Mr. Tang Guohong, professor, aged 48, graduated from Beijing University of Aeronautics & Astronautics ("Beihang University") with Master's degree in Engineering. He went to Germany in 1987 and obtained PhD from Max-Planck Institute for Metals Research. He has served as Director of Staff Office, Deputy Dean and Professor in the Material Science and Engineering Department of Beihang University, Deputy General Manager and Administrative Deputy General Manager with China Aerospace Industry Supply & Marketing Corporation. After acting as the Chief of Business and Investment Department of CALT, he now is the President Assistant of CALT with rich experiences in scientific research, business administration and capital operation. He has been a director of Astrotech since July 2005. He was appointed as a Non-executive Director of the Company on 14 February 2006.

董事及高級管理人員之個人資料

Biographical Details of Directors and Senior Management

李光先生，46歲，高級工程師。畢業於天津大學，取得工業自動化專業碩士學位。1991年至1996年任火箭院第14所設計員；1996年至2005年曾任北京長征高科技公司技術開發處處長，北京長征高科技公司總經理；自1998年，彼歷任北京萬源工業公司副總經理、總經理。彼在科學研究、產品研發、經營管理方面擁有豐富經驗。彼於2006年2月14日起出任本公司執行董事及副總經理。於2009年3月31日，彼辭任本公司之副總經理並由執行董事，隨著被委任為火箭院經營投資部部長，彼調任為本公司之非執行董事，自2009年4月1日生效。

獨立非執行董事

王德臣先生，69歲，於哈爾濱軍事工程學院（前名中國人民解放軍軍事工程學院）取得學士學位，全國第十屆政協委員。由1966年至1985年，先後於南京華東工程學院擔任教研室副主任、教研室主任、系副主任、副院長及院黨委副書記；1985年擔任中國兵器工業部國家機械委教育司司長；1988年至1990年及1990年至1996年分別擔任中國北方工業集團總公司和中國兵器工業總公司之副總經理；1999年7月擔任中國南方工業集團公司總經理和黨組書記。自2003年12月始至今擔任中國南方工業集團公司高級顧問。自2004年7月，王先生出任航天信息股份有限公司（一家在上海證券交易所上市的公司）獨立董事。王先生是中國先進裝備製造業和中國汽車工業的資深專家，對戰略管理及企業重組等具豐富經驗。同時，彼也是中國環保和清潔能源領域的積極倡導者和資深推進專家。彼於2008年1月23日起出任本公司獨立非執行董事。

Mr. Li Guang, aged 46, senior engineer, graduated from Tianjin University with Master's degree in Industrial Automation. He had been the Designer with the 14th Institute of CALT between 1991 and 1996, Division Chief of Development Division, and General Manager of Beijing Long March Hi-tech Corporation from 1996 to 2005. He acted as Deputy General Manager, General Manager of Beijing Wan Yuan Industry Corporation successively from 1998. Mr. Li exhibits excellent experience in scientific research, product development and business administration. He was appointed as an Executive Director and a Deputy General Manager of the Company on 14 February 2006. On 31 March 2009, Mr. Li resigned from Deputy General Manager and was redesignated as Non-executive Director on 1 April 2009 following his appointment as the Chief of Business and Investment Department of CALT.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wang Dechen, aged 69, was graduated with Bachelor degree from Harbin Institute of Military Technology (formerly Chinese People's Liberation Army Military Engineering Institute), committee member of the 10th Chinese People's Political Consultative Congress. He served as the Assistant Director, Director, Deputy Dean, Vice President, Deputy Secretary to the Party Committee of Nanjing Eastern China Engineering College between 1966 and 1985. He acted as Secretary of Education of the Ministry of China Weapon Industry Ministry's National Mechanical Committee in 1985. He served as Deputy General Manager of China North Industries Group in 1988 to 1990 and of China Weapon Industry Corp. in 1990 to 1996. He served as General Manager and Secretary to the Party Secretary of China South Industries Group Corp. from July 1999. From December 2003 onwards, he acted as the Senior Consultant thereof. From July 2004, he was an Independent Director of Aisino Co., Ltd., a company listed on the Shanghai Stock Exchange. With rich experience in strategic management and corporate restructuring, Mr. Wang is the senior expert in Chinese advanced equipment manufacturing industry and automotive industry. Also, Mr. Wang is an active advocate and experienced expert in China environmental protection and clean energy field. He was appointed as an Independent Non-executive Director on 23 January 2008.

董事及高級管理人員之個人資料 Biographical Details of Directors and Senior Management

簡麗娟女士，54歲，為英國特許公認會計師公會資深會員、澳洲會計師公會資深會員及香港會計師公會會員，彼亦為香港董事學會資深會員，擁有積逾十五年企業融資經驗，並在股本及債券市場擁有豐富經驗。彼曾於國際及本地銀行及金融機構擔任多個高級職位，現為亞洲資產管理有限公司及亞洲投資研究有限公司之控股股東及董事總經理，該兩間公司均為按照證券及期貨條例之持牌公司。簡女士為按照證券及期貨條例之持牌投資顧問及蓮花資產管理有限公司之註冊主任。簡女士亦為香港上市公司富豪酒店國際控股有限公司、環科國際集團有限公司、新威國際控股有限公司、世茂房地產控股有限公司首長國際企業有限公司及首長科技集團有限公司之獨立非執行董事。彼於2008年1月23日起出任本公司獨立非執行董事。

吳君棟先生，44歲，持有倫敦大學微生物學及生物化學學士學位和知識產權碩士學位。彼於1993年和1994年分別在英格蘭及威爾斯和香港成為合資格律師。現時為一家國際律師事務所合夥人，提供企業法及企業融資法的法律意見。在此之前，他曾先後擔任香港盛德律師事務所和香港CMS Cameron McKenna之合夥人。彼於2008年1月23日起出任本公司獨立非執行董事。

姚瀛偉先生，56歲，2004年9月30日獲委任為本公司獨立非執行董事及審核委員會主席。彼持有香港大學建築學文學士，亦為英國公認會計師公會資深會員、加拿大管理會計師公會會員、及香港會計師公會執業會員。姚先生目前為黃偉堂會計師事務所合夥人，擁有逾20年香港和海外核數、會計及財務管理的經驗。彼於2008年1月23日辭任獨立非執行董事及審核委員會主席職務。

Ms. Kan Lai Kuen, Alice, aged 54, is a fellow member of The Association of Chartered Certified Accountants, a fellow member of the CPA Australia and an associate member of The Hong Kong Institute of Certified Public Accountants. She is also a fellow member of the Hong Kong Institute of Directors. She has over 15 years of experience in corporate finance and is well experienced in both the equity and debt markets. She held various senior positions in international and local banks and financial institutions and is currently a controlling shareholder and the managing director of each of Asia Investment Management Limited and Asia Investment Research Limited, both companies are licensed corporations under the Securities and Futures Ordinance (the "SFO"). Ms. Kan is a licensed investment adviser under the SFO and a registered officer of Lotus Asset Management Ltd. Ms. Kan is also an Independent Non-executive Director of each of Regal Hotels International Holdings Limited, G-Vision International (Holdings) Limited, Sunway International Holdings Limited, Shimao Property Holdings Limited, Shougang Concord International Enterprises Company Limited and Shougang Concord Technology Holdings Limited, all of which are companies listed on the Hong Kong Stock Exchange. She was appointed as an Independent Non-executive Director on 23 January 2008.

Mr. Gordon Ng, aged 44, obtained his Bachelor's degree in Microbiology and Biochemistry and Master's degree in Intellectual Property from University of London. He was qualified as a solicitor in England and Wales in 1993 and Hong Kong in 1994. He has been a partner of an international law firm advising clients on corporate law and corporate finance law since 2006. Prior to that, he had been a partner of Sidley Austin Brown & Wood, Hong Kong and CMS Cameron McKenna, Hong Kong. He was appointed as an Independent Non-executive Director on 23 January 2008.

Mr. Yiu Ying Wai, aged 56, was appointed an Independent Non-executive Director and the Chairman of the Audit Committee of the Company on 30 September 2004. He held a Bachelor's degree in Architectural Studies from The University of Hong Kong. He was a fellow member of the Association of Chartered Certified Accountants, a member of Certified Management Accountants of Canada and also a practising member of the Hong Kong Institute of Certified Public Accountants in Hong Kong. Mr. Yiu is currently a Partner of W. T. Wong and Company. He has over 20 years of experience in auditing, accounting and financial management in Hong Kong and overseas. He resigned from Independent Non-executive Director, Audit Committee's Chairman on 23 January 2008.

董事及高級管理人員之個人資料

Biographical Details of Directors and Senior Management

黃瑋先生，52歲，2004年9月30日獲委任為本公司獨立非執行董事。黃先生從事資訊科技行業逾20年，致力於香港和中國資訊科技行業發展及參與各項社會公務。彼曾為香港十大傑出青年得獎者、科技界慈善基金創辦人及香港理工大學校董。黃先生目前為威龍科技集團董事、上海交通大學顧問及太平洋經濟合作理事會轄下中國太平洋經濟合作全國委員會之工商委員會顧問委員。彼於2008年1月23日辭任獨立非執行董事職務。

朱世雄先生，67歲，現任香港中國企業協會副總幹事。彼畢業於上海科技大學，持有化學專業學位。彼曾於上海市化學工業局出任副局長一職。曾擔任上海實業(集團)有限公司之敘務董事副總裁及香港天廚味精化學工業廠有限公司之董事長。彼在化工生產、技術及企業管理方面擁有逾20年之經驗。彼自1997年5月出任本公司董事，在2001年5月為一獨立非執行董事並於2008年1月23日辭任。

毛關勇先生，70歲，1958年大學土木工程系畢業生，並於1958至1962年出任福建水電設計院之設計工程師，參與設計堤壩、隧道、海港及水力發電站。1962至1971年間，彼在香港保華建築有限公司任職地盤負責人。1971年，毛先生以獨資方式成立本身之建築公司協成建築公司，經營至1982年。彼於1982年與日本國土在香港成立合營公司其士建築有限公司，出任董事兼總經理，直至1989年底移民加拿大為止。1993年，彼重返香港，彼自1997年5月出任本公司董事，在2001年5月為一獨立非執行董事並於2008年1月23日辭任。

Mr. Wong Fai, Philip, aged 52, was appointed an Independent Non-executive Director of the Company on 30 September 2004. Mr. Wong has over 20 years' experience in the IT industry. He was highly involved in many social activities of IT industry in Hong Kong and the PRC as well as public service to the business community. He was awarded the Hong Kong Ten Outstanding Young Person, and was the founder of Hong Kong IT Charity Fund and the Council Member of Hong Kong Polytechnic University. At present, he is the Director of ValenceTech Ltd., the Advisor of Shanghai Jiao Tong University and the Advisory Member of China National Committee for Pacific Economic Cooperation under Pacific Economic Cooperation Council. He resigned from Independent Non-executive Director on 23 January 2008.

Mr. Zhu Shixiong, aged 67, is the current Vice Chief Executive of the Hong Kong Chinese Enterprises Association Limited. He graduated from the Shanghai Municipal University of Science and Technology with a Bachelor's degree in Chemistry. He previously held the posts of Deputy Director of the Shanghai Municipal Chemical Industrial Bureau, Executive Director and Vice-President of Shanghai Industrial Investment (Holdings) Company Limited and Chairman of the Tien Chu Ve-Tsin Chemical Industries (H.K.) Ltd. He has over 20 years of experience in chemical production and technology as well as enterprise management. He had been a Director of the Company since May 1997 and was an Independent Non-executive Director from May 2001. He resigned therefrom on 23 January 2008.

Mr. Moh Kwen Yung, aged 70, graduated with a university Bachelor's degree in Civil Engineering in 1958 and worked as a Design Engineer with Fujian Hydroelectric Design Centre with participating in designing dams, tunnels, harbours and hydroelectric power stations from 1958 to 1962. From 1962 to 1971, he worked as a Site Agent for Paul Y. Construction Co. Ltd. in Hong Kong. In 1971, he established his own construction company, Success Construction Co., as a sole proprietor and ran the company until 1982. In 1982, he entered into a joint venture with Japan Development to form Chevalier Construction Company Ltd. in Hong Kong, where he worked as a Director and General Manager until he emigrated to Canada at the end of 1989. In 1993, he returned to Hong Kong. He had been a Director of the Company since May 1997 and was an Independent Non-executive Director from May 2001. He resigned therefrom 23 January 2008.

董事及高級管理人員之個人資料

Biographical Details of Directors and Senior Management

高級管理人員

臧偉先生，39歲，高級工程師。畢業於哈爾濱工業大學無線電工程系，獲工學學士學位。後複畢業於哈爾濱工業大學，獲通信與電子工程學碩士學位，及於中國人民大學獲經濟學博士學位，1992年起服務於中國航天工業部門，歷任中國空間技術研究院國際合作處處長，中航總資產經營處處長，經營投資部副部長，中國天地衛星股份有限公司（上海證券交易所A股上市）董事、總裁，中國東方紅衛星股份有限公司（上海證券交易所A股上市）董事、高級副總裁。彼於2007年3月16日獲委任為本公司副總經理。

李鈞先生，44歲，高級工程師。畢業於華中工學院，取得電子材料與器件專業工學學士學位，並在北京理工大學管理工程研究生班系統學習了經濟、銀行、金融和企業管理課程，自1986年起至今先後擔任於北京遙測技術研究所、火箭院政治部、院辦公室、民品開發部副處長，歷任綜合管理處處長，從事過專案開發、科技幹部管理、公共關係管理、研究院民用產業綜合經營管理工作。2003年起就任火箭院經營投資部副部長，負責研究院民用產業經營計劃管理、公司管理、資產重組、經營考核工作，擁有較豐富的航天民用產業管理經驗。彼於2007年3月16日獲委任為本公司副總經理。

王利軍先生，36歲。王先生畢業於哈爾濱工業大學取得學士學位，主修工業會計及於國防科學技術大學取得管理學碩士學位。王先生於1999年5月取得中國之會計師資格，並自2003年8月成為中國之高級會計師。王先生於加入本公司之前為火箭院全資附屬公司北京航天萬源科技公司之總會計師。彼於2008年5月10日獲委任為本公司財務總監。

SENIOR MANAGEMENT

Mr. Zang Wei, senior engineer, aged 39, obtained his Bachelor's degree in Engineering at the Wireless Engineering Faculty and his Master's degree in Telecommunication and Electronic Engineering from Harbin Institute of Technology. He also obtained PhD in Economics from Remin's University of China. Since he joined the China Aerospace Industry Department in 1992, he has assumed the Deputy Director with the International Cooperation Division of China Academy of Space Technology, the Deputy Director with Assets Management Department, Trading and Investment Department of CASC, the Director and Managing Director of China Spacesat Co., Ltd. (listed on the Shanghai Stock Exchange as A share company), the Director and Senior Vice President of China Spacesat Technology Co., Ltd (listed on the Shanghai Stock Exchange as A share company) successively. He was appointed as a Deputy General Manager of the Company on 16 March 2007.

Mr. Li You, senior engineer, aged 44, senior engineer. Graduated from Huazhong University of Science and Technology with the Bachelor's degree in Electronic Material and Component Specialized Technology, he has studied courses in economics, banking, finance and business management of engineering management research class in Beijing Institute of Technology. Since 1986, he successively served in Beijing Telemetry Technical Research Institute, CALT's Political Division, Administrative Office, Civilian Use Development Department as Deputy Director, Comprehensive Management Director in which he was engaged in the special case development, technical division management, public relation management, and civil assets intergrative management work. In 2003, he served as Deputy Chief of Investment Management Department in CALT, responsible on CALT's civil assets planning management, corporate management, capital restructuring, and management appraisal work. Having possessed extensive experience in aerospace civil industry management, he was appointed as a Deputy General Manager of the Company on 16 March 2007.

Mr. Wang Lijun, aged 36. Mr. Wang graduated from Harbin Institute of Technology with a Bachelor degree with major in industrial accounting and National University of Defense Technology with a Master degree in management. He was qualified as a professional Accountant in PRC in May 1999 and has been a professional Senior Accountant in PRC since August 2003. Prior to joining the Company, he was the Chief Accountant with Beijing CASC Wan Yuan Science & Technology Corporation, a wholly-owned subsidiary of CALT. He was appointed as a Financial Controller of the Company on 10 May 2008.

企業管治報告書

Corporate Governance Report

序言

本公司董事會（「董事會」）欣然提呈本集團截至二零零八年十二月三十一日止年度之企業管治報告書。

企業管治承擔

本公司深明良好企業管治敘規及程序之重要性，確信傑出的董事會、穩健之內部監控、向全體股東負責乃企業管治原則之核心要素。本集團竭力確保遵照規則及規例及適用守則及標準經營業務。

企業管治常規

本集團於截至二零零八年十二月三十一日止年度，遵守於回顧年度內適用本集團之香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「守則」）所列全部原則，除偏離守則第A.4.1條守則條文外，已遵守守則內有關條文，該條文規定，非執行董事須獲委任特定任期並可膺選連任。

本公司全體董事，除獨立非執行董事之固定服務年期為三年外，均未獲委任特定任期，但須遵照本公司組織章程退任條文於本公司之股東周年大會輪值退任及膺選連任。因此，本公司認為，已採取充分措施確保本集團的企業管治常規不較守則中所規定者寬鬆。

INTRODUCTION

The Board of Directors of the Company (the "Board") is pleased to present the Corporate Governance Report of the Group for the year ended 31 December 2008.

COMMITMENT TO CORPORATE GOVERNANCE

The Company acknowledges the importance of good corporate governance practices and procedures and regards as preeminent board of directors, sound internal controls and accountability to all shareholders as the core elements of its corporate governance principles. The Group endeavours to ensure that its businesses are conducted in accordance with rules and regulations, and applicable codes and standards.

CORPORATE GOVERNANCE PRACTICES

The Group has complied with all principles as set out in the Code on Corporate Governance Practices in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange of Hong Kong Limited (the "Code"), which became applicable to the Group in respect of the year under review, and complied with the relevant code provisions in the Code throughout the year ended 31 December 2008, with the exception of one deviation from the Code Provision A.4.1 of the Code which stipulates that Non-executive Directors should be appointed for a specific term subject to re-election.

All of the Directors of the Company are not appointed for a specific term, except that Independent Non-executive Directors are of a fixed term of 3 years, but are subject to retirement and rotation and re-election at the Company's Annual General Meeting ("AGM") in accordance with the retirement provisions under the Articles of Association of the Company. The Company considers that sufficient measures have been taken in this regard to ensure that the Group's corporate governance practices are no less exacting than those in the Code.

董事會

董事會之職責及董事會與管理層之間的關係

董事會負責管理本集團，其中包括制訂業務策略、指導及監管本集團事務，審批中期報告及年報、中期與全年業績之公佈及新聞稿；商討股息政策，及審批發行、配發或出售或授出本集團未發行新股之購股權或債券。

董事會負責對本集團業務的整體管理。

董事會承擔監控本集團所有重要事項的責任，包括批准及制定所有政策事宜、整體策略、內部監控及風險管理系統，以及監察高級管理層的表现。

董事會的角色並非經營業務，經營業務乃管理層之責任。董事會及管理層充分理解其各自之職責，均支持建立健全之企業管治文化。

本集團的日常管理、行政及營運已授權本公司管理層負責。董事會就管理層的管理權力以及何種情況下須匯報董事會給予清晰指引。所有董事均可及時全面查閱所有相關資料以及獲本公司秘書提供意見及服務，以確保遵守董事會程序及所有相關規則及規例。各董事有權在適當的情況下，經向董事會作出請求後，尋求獨立專業意見以履行其功能及職責，費用由本集團支付。

各董事均獲提供高級管理層之聯繫資料，以於需要時可接觸彼等以獲取資料及作出查詢；及確保董事及時收到充份、完備可靠的資訊。

THE BOARD

Board responsibilities and the relationship between board and management

The Board has the responsibility for management of the Group, which includes formulating business strategies, and directing and supervising the Group's affairs, approving interim reports and annual reports, announcements and press releases of interim and final results, considering dividend policy, and approving the issue, allotment or disposal or grant of options in respect of unissued new shares or debentures of the Group.

The overall management of the Group's business is vested in the Board.

The Board takes responsibility to oversee all major matters of the Group, including the approval and formulation of all policy matters, overall strategies, internal control and risk management systems, and monitoring the performance of the senior management.

The Board's role is not to manage the business whose responsibility remains vested with management. The Board and management fully appreciate their respective roles and are supportive of the development of a healthy corporate governance culture.

The day-to-day management, administration and operation of the Group are delegated to the management. The Board gives clear directions to the management as to their powers of management, and circumstances under which the management should report back. All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that the Board procedures and all applicable rules and regulations are followed. Each Director is entitled to seek independent professional advice in appropriate circumstances in carrying out their functions and duties after making a request to the Board at the Group's expenses.

Each Director is given contact details of the senior management and is accessible to them for obtaining information and making enquiries when required, and to receive adequate information, which must be complete and reliable, in a timely manner.

董事會組成

自二零零八年一月二十三日四位非執行董事辭任及委任三位非執行董事，董事會成員由七位董事組成，包括三位執行董事、一位非執行董事及三位獨立非執行董事。自二零零八年五月二十日委任一位非執行董事後至二零零八年年終，董事會由八位董事組成。非執行董事佔大多數，彼等擁有豐富之經驗及才能，能夠對策略、表現及資源等問題作出具價值之判斷。董事之個人資料載列於本年報第16頁至21頁，當中載列了各董事之多樣化技能、專業知識、經驗及資格。

於二零零八年度，董事會一直符合上市規則第3.10(1)條及3.10(2)條就任命足夠獨立非執行董事之數目(三位)之規定，其中一位擁有合適之專業資格、會計及財務管理專業知識。

任命獨立非執行董事乃遵守載列於上市規則第3.13條評估獨立性之指引。本集團已收到各位獨立非執行董事獨立性之書面確認書及認為彼等均為與管理層並無關係的獨立人士，其獨立判斷不會受到太大影響。董事會認為每位非執行董事及獨立非執行董事均向董事會貢獻其自身之相關專業技能。

董事知悉須付出足夠時間及精神以處理本集團事務。

各董事之間並不存在任何財務、業務或家屬關係。

Board composition

The Board comprised seven directors including three Executive Directors, one Non-executive Director and three Independent Non-executive Directors in wake of the resignations of four Independent Non-executive Directors and the appointments of three Independent Non-executive Directors since 23 January 2008. On 20 May 2008 and thereafter through the end of the year 2008, the board comprised eight directors after the appointment of one Non-executive Director thereon. There was a majority of Non-executive Directors on the Board, with a wide range of experience and calibre bringing valuable judgment on issues of strategy, performance and resources. The biographical details of the Directors are set out on pages 16 to 21 of this Annual Report, which demonstrates a diversity of skills, expertise, experience and qualification.

During the year 2008, the Board at all times met the requirements of the Rules 3.10(1) and 3.10(2) of the Listing Rules in appointment of a sufficient number of three Independent Non-executive Directors, one of whom has appropriate professional qualifications, accounting and financial management expertise.

The appointment of Independent Non-executive Directors adheres to the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules. The Group has received in writing confirmation of their independence from each of the Independent Non-executive Director and considers them to be independent of the management and free of any relationship that could materially interfere with the exercise of their independent judgment. The Board considers that each of the Non-executive Director and Independent Non-executive Director brings his own relevant expertise to the Board.

The directors are aware that they shall give sufficient time and attention to the affairs of the Group.

The Directors of the Company are unrelated to each other in every aspect, including financial, business or family.

董事長及總經理

韓樹旺先生擔任本集團董事長及王曉東先生擔任本集團總經理。董事長及總經理之職位互相關分，由不同個人擔任，以達致權力與授權之均衡，以便工作責任不集中於任何一個人。董事會董事長負責領導事宜、本集團之策略方向及董事會事務，總經理則對本集團之經營及發展負有整體全面管理之責任。

委任、重選及罷免董事

本集團並無設立提名委員會。本公司就董事之委任及罷免訂有正式、經審慎考慮及具透明度之程序。董事會全員負責核准委任新董事及在股東周年大會上提名合適人選應選，以填補董事空缺或增添董事名額。提名過程中，董事會的參考準則包括有關行業的成就及經驗、專業及教育背景以及其投入的程度，包括能夠付出的時間及對相關事務的關注等。

重選董事乃按照本集團組織章程的規定辦理，除在年度內獲委任的董事外，三分之一之現任董事須於每年股東周年大會上輪值告退，且有資格膺選連任。年內獲董事會委任之董事須留任至隨後之股東周年大會結束，並有資格於屆時膺選連任。年報及股東周年大會的通函上載有擬膺選連任之董事的詳細資料及個人履歷，以便股東對其選舉作出知情決定。

Chairman and General Manager

Mr. Han Shuwang is the Chairman and Mr. Wang Xiaodong is the General Manager of the Group. The roles of the Chairman and the General Manager are segregated and assumed by two separate individuals to strike a balance of power and authority so that the job responsibilities are not concentrated on any one individual. The Chairman of the Board is responsible for the leadership, Group strategic and Board issues, while the General Manager has the overall general management responsibilities for Group operations and development in general.

Appointment, re-election and removal of Directors

The Group does not have a Nomination Committee. There are formal, considered and transparent procedures for the appointment and removal of Directors. The Board as a whole is responsible for the procedure of agreeing to the appointment of its members and for nominating appropriate person for election by shareholders at the AGM, either to fill a causal vacancy or as an addition to the existing Directors. In the nomination process, the Board of Directors makes reference to criteria including accomplishment and experience in the industry, professional and educational background and commitment in respect of available time and relevant interest.

The process for re-election of a director is in accordance with the Group's Articles of Association, which require that, other than those Directors appointed during the year, one-third of the Directors for the time being are required to retire by rotation at each AGM and are eligible to stand for re-election. For those Directors appointed by the Board during the year, they shall hold office until the next following AGM and shall then be eligible for re-election. The annual report and the circular for AGM contain detailed information on election of Directors including detailed biographies of all Directors standing for re-election to ensure shareholders to make an informed decision on their election.

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董事會會議

董事會按業務需要，舉行定期及臨時會議。年內，董事會共舉行十一次會議，至少每季度一次。董事會之組成及董事出席率載列如下：

Board meetings

The Board conducts meetings on a regular basis and on ad-hoc basis, as required by business needs. During the year, the Board held a total of eleven meetings and at least once quarterly. The composition of the Board and attendance of the Directors are set out below:

| | | 出席次數／ 有權出席次數 |
|--|--|---|
| | | Number of attendance/ Number of meetings entitled to attend |
| 執行董事 | | |
| 韓樹旺先生 (董事長) | Mr. Han Shuwang (Chairman) | 11/11 |
| 王曉東先生 | Mr. Wang Xiaodong | 9/11 |
| 李光先生 (出任執行董事至二零零九年 四月一日，在當天調任為非執行董事) | Mr. Li Guang (Executive Director through 1 April 2009 and re-designated as Non-executive Director thereon) | 11/11 |
| 非執行董事 | | |
| 吳江先生 (於二零零八年五月二十日獲委任) | Mr. Wu Jjiang (appointed on 20 May 2008) | 5/6 |
| 唐國宏先生 | Mr. Tang Guohong | 10/11 |
| 獨立非執行董事 | | |
| 王德臣先生 (於二零零八年一月二十三日獲委任) | Mr. Wang Dechen (appointed on 23 January 2008) | 10/10 |
| 簡麗娟女士 (於二零零八年一月二十三日獲委任) | Ms. Kan Lai Kuen, Alice (appointed on 23 January 2008) | 10/10 |
| 吳君棟先生 (於二零零八年一月二十三日獲委任) | Mr. Gordon Ng (appointed on 23 January 2008) | 10/10 |
| 姚瀛偉先生 (於二零零八年一月二十三日辭任) | Mr. Yiu Ying Wai (resigned on 23 January 2008) | 0/1 |
| 黃琿先生 (於二零零八年一月二十三日辭任) | Mr. Wong Fai, Philip (resigned on 23 January 2008) | 0/1 |
| 朱世雄先生 (於二零零八年一月二十三日辭任) | Mr. Zhu Shixiong (resigned on 23 January 2008) | 1/1 |
| 毛關勇先生 (於二零零八年一月二十三日辭任) | Mr. Moh Kwen Yung (resigned on 23 January 2008) | 1/1 |

召開定期董事會會議須向本集團全體董事發出至少十四日通知，以便彼等有機會將彼等認為適合之討論事項納入會議議程及於會議前適當知悉會議所討論的事。會議議程連同董事會文件會於每次董事會定期會議舉行當日前至少三天送交本集團全體董事。召開其他董事會會議亦須給予合理通知。

本集團之秘書負責保存董事會及董事委員會會議記錄，並於本集團董事合理通知情況下供查閱。另外，董事會及董事委員會會議記錄須足夠詳細記載董事會及董事委員會所考慮之事項及所達成之決議，包括董事所提出之任何疑問或所表達之反對意見。每次董事會會議後之會議記錄草稿及終稿會於董事會會議召開後合理時間內分發予本集團全體董事，以供彼等提供意見或存檔。

倘董事會認為一名主要股東或董事於某一事項中存在利益衝突，而董事會決定該事項為重大事項，則該事項不會以委員會方式處理（根據董事會會議通過之決議案就該事項成立之適當董事委員會除外），而會舉行一次董事會會議商討有關事項，該董事屆時於會議上必須放棄投票。本身及其聯繫人於有關交易中均無重大利益的獨立非執行董事將可出席該董事會會議。

董事委員會

董事會已成立三個委員會，即薪酬委員會、審核委員會、發展及投資委員會，以監察本集團事務之特定領域。本集團之各董事委員會均以書面界定職權範圍。董事委員會之職權範圍刊載於本集團網站及可於股東要求時提供查閱。

For a regular Board meeting, notice of at least fourteen days is given to all Directors of the Group, who are given an opportunity to include matters in the agenda for discussion and are properly briefed on issues arising at board meeting. An agenda and accompanying document for discussion are sent to all Directors of the Group at least three days before the intended date of a regular Board meeting. For all other Board meetings, reasonable notices should be given.

Minutes of Board meetings and meetings of Board Committees are kept by the secretary of the Group and are open for inspection at any reasonable notice by any Director of the Group. Further, minutes of the Board meetings and meetings of Board Committees recorded in sufficient detail the matters considered by the Board and the Board Committees and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes of Board meetings are sent to all Directors of the Group for their comment and records respectively, in both cases within a reasonable time after the Board meeting is held.

If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter shall not be dealt with by a Committee (except an appropriate Board Committee set up of that purpose pursuant to a resolution passed in a Board meeting) but a Board meeting shall be held, during which such Director must abstain from voting. Independent Non-executive Directors who, and whose associates, have no material interest in the transaction shall be present at such Board meeting.

Board Committees

The Board has established three committees, namely, the Remuneration Committee, the Audit Committee and the Development and Investment Committee, for overseeing particular aspects of the Group's affairs. All Board Committees of the Group are established with defined written terms of reference. The terms of reference of the Board Committees are posted on the Group's website and are available to shareholders upon request.

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董事委員會獲提供足夠資源，以履行其職務，並於提出合理要求後在適當情況下，尋求獨立專業意見，費用由本集團支付。

A) 薪酬委員會

薪酬委員會由一位非執行董事及兩位獨立非執行董事組成。薪酬委員會主要負責就本集團董事及高級管理人員之薪酬政策及架構，及就制訂有關薪酬政策及架構建立正式及具透明度之程序，向董事會提供推薦建議。

本集團薪酬政策之主要原則為：

1. 概無董事或其聯繫人士參與釐定其本身之薪酬；
2. 每年應至少就董事及高級管理人員之具體薪酬福利(包括實物福利、退休金權利及賠償金額(包括離職或終止委任之應付賠償)及非執行董事之薪酬向董事會提供建議。薪酬委員會應考慮多項因素，例如同類公司所支付之薪酬、董事付出之時間及職責、本集團其他部門之僱用條件，以及應否推行以表現為本而釐定之薪酬。
3. 根據董事會不時通過之公司目標，檢討及推薦以表現為本之薪酬。

薪酬委員會已檢討及商討董事及高級管理人員之薪酬。委員會亦已根據彼等各自職責水平及表現、行業標準、現行市況及本集團之財務表現，批准董事及高級管理人員之薪酬及酌情花紅。董事之袍金及任何其他於本年度應付董事之薪酬於本集團之財務報表內披露。

The Board Committees are provided with sufficient resources to discharge their duties, and upon reasonable request, are able to seek independent professional advice under appropriate circumstances at the Group's expenses.

A) Remuneration Committee

The Remuneration Committee consists of one Non-executive Director and two Independent Non-executive Directors. The Remuneration Committee is responsible for making recommendations to the Board on the Group's policy and structure for all remuneration of Directors and senior management and on the establishment of formal and transparent procedures for developing policies on such remuneration.

The main principles of the Group's remuneration policies are:

1. No Directors or any of his associates is involved in deciding his own remuneration;
2. Recommendations will be made to the Board at least one time per year of the specific remuneration packages of all Executive Directors and senior management, including benefits in kind, pension rights and compensation payments which include any compensation payable for loss or termination of their office or appointment, and the remuneration of Non-executive Directors. The Remuneration 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; and
3. Review and recommend performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

The Remuneration Committee has reviewed and discussed the remuneration of the Directors and senior management. The Committee has also approved the remuneration and the discretionary bonuses of the Executive Directors by reference to their respective levels of responsibilities and performance, industry benchmarks, prevailing marketing conditions and the Group's financial performance. The Director's fees and any other reimbursement or emolument payable to the Directors during the year are disclosed in the Group's financial statements.

就商討二零零八年薪酬政策已召開了一次委員會會議及每位委員會成員之出席情況載列如下：

One committee meeting was convened for discussing the remuneration policy for the year 2008 and the attendances of each committee member at the meeting are set out as follows:

| | | 出席次數／ 有權出席次數 |
|----------------|--|--|
| | | Number of attendance/ Number of meetings entitled to attend |
| 非執行董事 | Non-executive Director | |
| 唐國宏先生 (主席) | Mr. Tang Guohong (Chairman) | 1/1 |
| 獨立非執行董事 | Independent Non-executive Directors | |
| 簡麗娟女士 | Ms. Kan Lai Kuen, Alice | 1/1 |
| 吳君棟先生 | Mr. Gordon Ng | 1/1 |

B) 審核委員會

二零零八年，本公司審核委員會由四名前任獨立非執行董事或三名獨立非執行董事或三名獨立非執行董事加一名非執行董事（自二零零八年五月二十日）組成。審核委員會之權力與職責之書面職權範圍乃參照香港會計師公會頒布之「審核委員會有效運作指引」及守則而編製及採納。

審核委員會乃負責任命外聘核數師、檢討本集團之財務資料及監察本集團之財務及會計行為、內部監控及風險管理。其亦負責審閱本集團之中期及末期業績。

審核委員會已審閱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。

B) Audit Committee

During the year 2008, the Audit Committee consisted of all of the four previous Independent Non-executive Directors or three Independent Non-executive Directors or three Independent Non-executive Directors plus a Non-executive Directors (from 20 May 2008). The written terms of reference which describe the authority and duties of the Audit Committee were prepared and adopted with reference to "A Guide for Effective Audit Committee" published by the Hong Kong Institute of Certified Public Accountants and in accordance with the Code.

The Audit Committee is responsible for the appointment of external auditor, review of the Group's financial information and oversight of the Group's financial and accounting practices, internal control and risk management. It is also responsible for reviewing the interim and final results of the Group.

The audited financial statements for the year ended 31 December 2008 have been reviewed by the Audit Committee.

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於截至二零零八年十二月三十一日止年度內已召開兩次委員會會議及每位委員會成員之出席情況載列如下：

Two committee meetings were convened during the year ended 31 December 2008 and the attendances of each committee member at these meetings are set out as follows:

| | 出席次數/ 有權出席次數 |
|--------------------------|--|
| | Number of attendance/ Number of meetings entitled to attend |
| 非執行董事 | |
| 吳江先生 (於二零零八年五月二十日獲委任) | 1/1 |
| 獨立非執行董事 | |
| 簡麗娟(主席) | 2/2 |
| 王德臣先生 | 2/2 |
| 吳君棟先生 | 2/2 |

審核委員會已審閱外聘核數師合同之條款、經修訂會計準則、二零零八年中中期財政報告及二零零八年年度財務報表。審核委員會亦已審閱內部監控系統、及於審核開始之前會見外聘核數師並與彼等談論審核及申報義務之本質及範圍。

The Audit Committee has reviewed the terms of engagement of the external auditor, the revised accounting standards, the 2008 interim financial report and the 2008 annual financial statements. The Audit Committee also reviewed the internal control systems, and met with the external auditor to discuss with them the nature and scope of the audit and reporting obligation prior to the commencement of the audit.

C) 發展及投資委員會

由二零零八年年，發展及投資委員會包括兩位執行董事、一位非執行董事及一位獨立非執行董事。發展及投資委員會負責審閱內部監控系統之效益，涵蓋所有主要監控，包括財政及運營監控與風險管理職能。

董事會已考慮更佳資源分配，並指示審核委員會討論本公司內部監控系統之效益。因此，本集團認為已作充份審閱，確保本集團內部監控有條不紊，故此，二零零八年十二月三十一日止年度內並無召開發展及投資委員會會議。

發展及投資委員會之組成載列於本年報第2頁之公司資料。

C) Development and Investment Committee

The Development and Investment Committee consists of two Executive Directors, one Non-executive Director and one Independent Non-executive Director during the year. The Development and Investment Committee is responsible for the review of the effectiveness of the system of internal control covering all material controls, including financial and operational controls and risk management functions.

The Board has considered the better allocation of resources and has instructed the Audit Committee to discuss the effectiveness of the system of internal control of the Company. As such, the Group considers that sufficient review to ensure that the Group's internal control is in order has been taken and no Development and Investment Committee meeting was convened during the year ended 31 December 2008.

The composition of the Development and Investment Committee is set out in the corporate information on page 2 of this annual report.

內部監控

董事會整體負責內部監控及制定合適之政策。董事會通過審核委員會，已審閱本集團內部監控系統之效益。

本集團內部監控系統包括界定清晰且限定權力之管理結構，設計宗旨為完成商業目標，保障資產免受擅自處置，確保適當紀錄及存檔，為內部用途或公開發佈提供可靠之財務資料，並確保遵照相關法例法規。

董事會已進行本年度檢討涵蓋所有重要的監控方面，包括財務監控、運作監控及合規監控以及風險管理功能。

董事進行證券交易之標準守則

截至二零零八年十二月三十一日止年度內，本集團已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」），作為董事買賣本集團證券之守則。全體董事於本公司作出具體查詢後，確認彼等年內一直遵守標準守則。

Internal Control

The Directors have the overall responsibility for internal control and setting appropriate policies. The Board, through the Audit Committee, has reviewed the effectiveness of the Group's system of internal control.

The Group's internal control system includes a well defined management structure with limits of authority which is designed for the achievement of business objectives, so as to safeguard assets against unauthorized use or disposition, to ensure proper maintenances of books and records for the provision of reliable financial information for internal use or publication, and to ensure compliance with relevant legislation and regulations.

The Board have conducted an annual review covering all material controls, including financial, operational and compliance controls and risk management functions.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

During the year ended 31 December 2008, the Group has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as the code for dealing in securities of the Group by the Directors. Having made specific enquiry, all the Directors confirmed that they have complied with the Model Code throughout the year.

企業管治報告書

Corporate Governance Report

董事就財務申報之責任

董事確認彼等負責編製本集團之財務報表，及確保本集團截至二零零八年十二月三十一日止年度之財務報表已遵照香港會計師公會發出之香港財務報告準則及詮釋、香港公認會計原則及香港公司條例之披露規定編製。

本集團之外聘核數師德勤•關黃陳方會計師行有關其對本集團之綜合財務報表之申報責任聲明載於本年報第41頁至第43頁之獨立核數師報告內。

核數師酬金

德勤•關黃陳方會計師行(「德勤」)於本集團上屆股東周年大會獲委聘為本集團之外聘核數師。截至二零零八年十二月三十一日止年度確認德勤之酬金載列如下：

有關所提供服務之費用

DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Group and ensure that the financial statements of the Group for the year ended 31 December 2008 have been prepared in accordance with Hong Kong Financial Reporting Standards and Hong Kong Accounting Standard and Interpretations issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and disclosure requirements of the Hong Kong Companies Ordinance.

The statement of external auditor of the Group, Deloitte Touche Tohmatsu, about their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 41 to 43 of this annual report.

AUDITOR'S REMUNERATION

Deloitte Touche Tohmatsu ("DTT") was appointed as the external auditor of the Group by the shareholders at the last AGM of the Group. The remuneration to DTT recognised for the year ended 31 December 2008 was set out as follows:

Fees relating to services rendered

| | | 千港元 HK\$'000 |
|-------|--------------------|-----------------|
| 審計服務 | Audit services | 2,800 |
| 非審計服務 | Non-audit services | 350 |
| | | 3,150 |

與股東之溝通

與股東溝通之目的在於為本集團之股東提供有關本集團之詳細資料，以便彼等能夠以知情方式行使作為股東之權利。

本集團透過多個正式途徑，確保對其表現及業務作出公平的披露和全面而具透明度的報告。該等途徑包括中期報告、年報、公布及通函。

本集團鼓勵其股東出席股東周年大會，以確保有高度的問責性，及讓股東瞭解本集團的策略及目標。董事會董事長及所有董事委員會之主席(或如彼等未能出席，則各委員會之其他成員)將於股東周年大會上回答任何提問。董事長會就每項在股東周年大會上審議之議題(包括重選董事)提呈個別之決議案。

在股東周年大會前不少於二十個營業日前向全體股東發出股東周年大會通函，詳列各項擬提呈決議案、投票表決程序及其他相關資料。

根據最新修訂的上市規則，本公司自二零零九年一月一日起舉行任何股東大會時，會以點票方式進行表決，董事長在股東周年大會開始前會再次說明舉行投票表決的程序，並且交代已收到投票贊成及反對各決議案的代表票數。投票表決之結果則會於股東大會後下一個營業日在本集團網站及聯交所網站內刊登。

本集團已設立網站(網址為 <http://www.energinet.hk>)，以作為增進有效溝通之渠道，而本集團之公布、業務發展及營運、財務資料、企業管治及其他資料均於該網站內刊登。

COMMUNICATION WITH SHAREHOLDERS

The objective of shareholder communication is to provide the Group's shareholders with detailed information on the Group so that they can exercise their rights as shareholders in an informed manner.

The Group uses several formal channels to ensure fair disclosure and comprehensive and transparent reporting of its performance and activities. These include interim and annual reports, announcements and circulars.

The Group encourages its shareholders to attend AGM to ensure a high level of accountability and to keep informed of the Group's strategy and goals. The Chairman of the Board and the chairman of all the Board Committees, or in their absence, other members of the respective committees, are available to answer any questions from the shareholders. A separate resolution is proposed by the Chairman in respect of each issue to be considered at the AGM, including the re-election of Directors.

An AGM circular was distributed to all shareholders at least 20 clear business days prior to the AGM, setting out details of each proposing resolution, poll voting procedures and other relevant information.

Pursuant to the latest amendment of the Listing Rules, all general meetings of the Company to be conducted by poll from 1 January 2009, the Chairman will explain the procedures for conducting a poll again at the beginning of the AGM, and reveals how many proxies for and against have been received in respect of each resolution. The poll results will be posted on the websites of the Group and the Stock Exchange on the business day following the shareholders' meeting.

As a channel to further promote effective communication, the Group maintains a website at <http://www.energinet.hk> where the Group's announcements, business developments and operations, financial information, corporate governance practices and other information are posted.

投資者關係

本公司宣布本公司的英文註冊名稱已由原來「CASIL Telecommunications Holdings Limited」更改為「China Energin International (Holdings) Limited」，並採用「中國航天萬源國際(集團)有限公司」為其中文名稱，惟僅供識別之用。本公司的股東已於二零零八年五月舉行的股東特別大會上批准，開曼群島公司註冊處在二零零八年五月十五日發出本公司之更名註冊成立證書，而在二零零八年六月五日亦獲得香港公司註冊處發出的非香港公司更改法人名稱註冊證明書。

本公司之股份簡稱亦由二零零八年六月十六日起作出變更，本公司之股份以新中英文股份簡稱「中國航天萬源」及「China Energin」於香港聯合交易所有限公司進行買賣。本公司之股份代號維持不變。

更改名稱將不會影響股東之權利。所有以本公司現時名稱發行之股票將繼續為擁有權憑證，有效用作以本公司新名稱買賣、結算、交收及登記本公司相同數量之股份。因此，本公司現行股票不會安排更換為本公司新名稱之股票。

本公司於二零零八年度內並無修改公司章程及組織章程細則。

本公司宣布，本公司註冊辦事處地址已變更為 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，自二零零八年四月三日起生效。

謹請參照本公司於二零零八年四月九日、二零零八年五月十五日、二零零八年五月二十七日及二零零八年六月十三日刊發之公布及於二零零八年四月十八日刊發之通函。

INVESTORS' RELATIONSHIP

The Company announced the name of the Company be changed from "CASIL Telecommunications Holdings Limited" to "China Energin International (Holdings) Limited" as its English registered name and adopted "中國航天萬源國際(集團)有限公司" as its Chinese name for identification purpose only. Shareholders' approval was obtained in the Extraordinary General Meeting held in May 2008 and the issue of the Certificate on Change of Name by the Register of Companies in the Cayman Islands on 15 May 2008 and the Certificate of Registration of Change of Corporate Name of Non-Hong Kong Company on 5 June 2008.

The change on the stock short names of the Shares incidental to the change of Company name be traded on The Stock Exchange of Hong Kong Limited under the new English and Chinese stock short names of "China Energin" and "中國航天萬源" respectively with effect from 16 June 2008. The stock code of the Company remains unchanged.

The change of Company name would not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the former name of the Company will continue to be evidence of title to the Shares and will be valid for trading, settlement, delivery and registration for the same number of Shares in the new name of the Company. As such, there were not any arrangement for the exchange of the existing share certificates of the Company for share certificates bearing the new name of the Company.

The Company did not amend its Memorandum and Articles of Association during the year 2008.

The Company also announced that the address of the Company's registered office has been changed to Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands with effect from 3 April 2008.

Reference is made to the announcements on 9 April 2008, 15 May 2008, 27 May 2008 and 13 June 2008 and the circular of 18 April 2008 in relation thereto.

董事會同寅現謹將截至二零零八年十二月三十一日止年度之年報及經審核賬目呈覽。

主要業務

本公司之主要業務為投資控股，而主要附屬及聯營公司之業務刊載於綜合財務報告附註35。

業績

本集團截至二零零八年十二月三十一日止之年度之業績刊載於第44頁之綜合損益表內。

董事並不建議派發任何股息。

慈善捐贈

本年內本集團捐贈了港幣114萬元以救援四川地震災難。

物業、廠房及設備

本年內本集團及本公司物業、廠房及設備之變動情況刊載於綜合財務報告附註14。

股本

本公司之股本於年內之變動刊載於綜合財務報表附註27。

購買、出售或贖回股份

本年度本公司及其任何附屬公司概無購買、出售或購回任何本公司已發行股份。

The Directors present their annual report and the audited financial statements for the year ended 31 December 2008.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the activities of its principal subsidiaries and associates are set out in note 35 to the consolidated financial statements.

RESULTS

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

The Directors do not recommend the payment of a dividend.

CHARITABLE DONATION

The Group donated a sum of HK\$1.14 million for Sichuan earthquake relief during the year.

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment of the Group during the year are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL

Movements in the share capital of the Company during the year are set out in note 27 to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF SHARES

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

董事會報告書

Report of the Directors

優先購買權

按本公司組織章程或開曼群島法例之規定(此規定本公司須按比例向現股東要約新股)，並無任何優先購買權。

購股權計劃

於二零零八年本公司並無採納購股權計劃。

本公司之可供分派儲備

於二零零八年十二月三十一日，本公司可供分派予股東之儲備為1,688,284,000港元(二零零七年：1,737,947,000港元)。

董事會

本年內及截至本報告日期止之董事如下：

執行董事

韓樹旺先生(董事長)
王曉東先生

非執行董事

吳江先生
(於二零零八年五月二十獲委任)
唐國宏先生
李光先生
(出任執行董事至二零零九年四月一日，
在當天調任為非執行董事)

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws in the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

SHARE OPTION SCHEME

During 2008, the Company has no share option scheme adopted in place.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at 31 December 2008 were HK\$1,688,284,000 (2007:HK\$1,737,947,000).

DIRECTORS

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

Executive

Mr. Han Shuwang (*Chairman*)
Mr. Wang Xiaodong

Non-executive

Mr. Wu Jiang
(*appointed on 20 May 2008*)
Mr. Tang Guohong
Mr. Li Guang
(*Executive Director through 1 April 2009 and
re-designated as Non-executive Director thereon*)

獨立非執行董事

王德臣先生

(於二零零八年一月二十三日獲委任)

簡麗娟女士

(於二零零八年一月二十三日獲委任)

吳君棟先生

(於二零零八年一月二十三日獲委任)

姚瀛偉先生

(於二零零八年一月二十三日辭任)

黃琿先生

(於二零零八年一月二十三日辭任)

朱世雄先生

(於二零零八年一月二十三日辭任)

毛關勇先生

(於二零零八年一月二十三日辭任)

每位非執行董事及退任獨立非執行董事之任期為自其獲選任日期至其依照本公司組織章程輪席告退止；各位獨立非執行董事之固定服務年期為三年，惟須按公司組織章程告退，並膺選連任。

根據本公司組織章程第99條款和第116條款規定，吳江先生(因期滿)、韓樹旺先生及唐國宏先生(因輪值告退)、須於即將舉行之股東周年大會後告退，惟符合資格並願膺選連任。

董事服務合約

擬於即將舉行之股東周年大會上膺選連任之董事概無與本公司或任何附屬公司簽訂任何不可由聘任公司於一年內終止而免付補償(法定補償除外)之服務合約。

董事於合約中之利益

於年終時或本年度內任何時間，本公司、其任何附屬公司、控股公司或同系附屬公司均無參與任何與本公司董事直接或間接有重大利益關係之重要合約。

Independent Non-executive

Mr. Wang Dechen

(appointed on 23 January 2008)

Ms. Kan Lai Kuen, Alice

(appointed on 23 January 2008)

Mr. Gordon Ng

(appointed on 23 January 2008)

Mr. Yiu Ying Wai

(resigned on 23 January 2008)

Mr. Wong Fai, Philip

(resigned on 23 January 2008)

Mr. Zhu Shixiong

(resigned on 23 January 2008)

Mr. Moh Kwen Yung

(resigned on 23 January 2008)

The tenures of offices of the Non-executive Director and of the resigned Independent Non-executive Director are from the date they were last elected to the date of their retirement by rotation in accordance with the Company's Articles of Association; those of the Independent Non-executive Directors are of a fixed term of 3 years but subject to retirement and re-election under the Company's Articles of Association.

Mr. Wu Jiang by virtue of expiry, and Mr. Han Shuwang and Mr. Tang Guohong by rotation, shall retire at the close of the forthcoming annual general meeting in accordance with the respective Article 99 and 116 of the Company's Articles of Association and, being eligible, offers themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries, which is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

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

董事會報告書

Report of the Directors

董事及最高行政人員於股份、 相關股份及債權證之權益及淡倉

於二零零八年十二月三十一日，本公司董事及最高行政人員或彼等各自之聯繫人概無於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有依據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）（包括根據證券及期貨條例有關條文其被當作或視為擁有之權益及淡倉）；或記錄於依據證券及期貨條例第352條須設存的登記冊之權益或淡倉；或依據聯交所證券上市規則（「上市規則」）上市公司董事進行證券交易的標準守則須知會本公司或聯交所之權益或淡倉。

董事購買股份或債權證之權利

除「董事及最高行政人員於股份、有關股份及債權證之權益及淡倉」所披露外，期間本公司、其附屬公司或其任何相聯法團（定義見證券及期貨條例第XV部）概無訂立任何安排，以使本公司董事或其聯繫人（定義見「上市規則」）可透過收購本公司或任何其他法人團體之股份或債權證而獲取利益。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2008, none of the Directors and chief executives of the Company or their respective associates had any interest or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO")) which are required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of SFO), or to be recorded in the register required to be maintained pursuant to Section 352 of the SFO, or otherwise to be notified to the Company or the Stock Exchange pursuant to the Model Code for Securities Transaction by Directors of Listed Companies in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the headings "Directors' and chief executives' interests and short positions in shares, underlying shares and debentures", at no time during the period was the Company, its subsidiaries or any of its associated corporations (within the meaning of Part XV of the SFO) a party to any arrangements to enable the Directors of the Company or their associates (as defined in the "Listing Rules") to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

主要股東

於二零零八年十二月三十一日，據董事所知，以下人士／實體於本公司股份及相關股份中擁有權益或淡倉，而根據證券及期貨條例第XV部第2及3分部之條文規定須向本公司及聯交所披露，或直接或間接擁有附帶權利可在任何情況下於本集團任何其他成員公司股東大會上投票之任何類別股本面值10%或以上之權益，而該等人士各自於該等證券之權益或有關該等股本之任何期權數額如下：

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2008, so far as is known to the Directors, the persons/entities had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under provisions of Division 2 and 3 of Part XV of the SFO, or, who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group and the amount of each of such person's interest in such securities or in any options in respect of such capital were as follows:

| 名稱 Name | 身份 Capacity | 股份數目 (附註1) Number of shares (Note 1) | 股權 百分比 Percentage of shareholding |
|--------------------------------------|--|---|--|
| 中國航天科技集團公司(「中航總」) CASC | 擁有受控制公司權益(附註2) Interest of a controlled corporation (Note 2) | 2,649,244,000(L) | 73.10% |
| 中國運載火箭技術研究院(「火箭院」) CALT | 擁有受控制公司權益(附註3) Interest of a controlled corporation (Note 3) | 2,649,244,000(L) | 73.10% |
| Astrotech Group Limited(「Astrotech」) | 實益擁有人 Beneficial owner | 2,649,244,000(L) | 73.10% |

附註：

Note:

- 「L」指股東於股份之長倉。
- 中航總被視為擁有2,649,244,000股股份之權益，因其持有火箭院100%權益。
- Astrotech乃火箭院之全資附屬公司。因此，火箭院被視為擁有Astrotech所持全部股份之權益。
- The letter "L" denotes the shareholder's long position in the shares.
- CASC is deemed to be interested in 2,649,244,000 shares as it holds 100% equity of CALT.
- Astrotech is a wholly-owned subsidiary of CALT. Accordingly, CALT is deemed to be interested in all the shares held by Astrotech.

董事會報告書

Report of the Directors

除本文所披露者外，按本公司根據證券及期貨條例第336條而設存之權益登記冊所示及據董事所知，於二零零八年十二月三十一日，概無人士／實體於本公司股份及相關股份中擁有權益或淡倉，而根據證券及期貨條例第XV部第2及3分部之條文規定須向本公司及聯交所披露，或直接或間接擁有附帶權利可在任何情況下於本集團任何其他成員公司股東大會上投票之任何類別股本面值10%或以上之權益，而於有關該等股本之任何期權。

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，本集團五大客戶共佔本集團營業額約76.56%。本集團最大客戶佔本集團營業額約25.72%。

截至二零零八年十二月三十一日止年度，本集團五大供應商合共佔本集團採購額約37.28%，本集團最大供應商佔本集團總採購額約23.14%。

就董事會所知，各董事、彼等之聯繫人士或擁有本公司已發行股本5%以上之股東並無於任何五大客戶或供應商中擁有任何實益權益。

公眾持股

本公司截至二零零八年十二月三十一日止年內一直維持充足之公眾持股量。

核數師

一項決議案將提呈股東周年大會，以續聘德勤•關黃陳方會計師行為本公司核數師。

承董事會命

韓樹旺
董事長

香港，二零零九年四月十七日

Save as disclosed herein, according to the register of interests kept by the Company under Section 336 of the SFO and so far as was known to the Directors, there is no other person/entity who, as at 31 December 2008, had any interest or short position in the shares of underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group in any options in respect of such capital.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2008, turnover attributable to the five largest customers of the Group accounted for approximately 76.56% of the Group's turnover and turnover attributable to the Group's largest customer accounted for approximately 25.72% of the Group's turnover.

For the year ended 31 December 2008, purchases attributable to the five largest suppliers of the Group accounted for approximately 37.28% of the Group's purchases and purchases attributable to the Group's largest supplier accounted for approximately 23.14% of the Group's purchases.

None of the Directors, their associates or, to the best knowledge of the Directors, any shareholder who owns more than 5% of the Company's issued share capital had any interests in the above five largest customers or suppliers.

PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2008.

AUDITOR

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

On behalf of the Board

Han Shuwang
Chairman

Hong Kong, 17 April 2009



獨立核數師報告書 Independent Auditor's Report

致：

中國航天萬源國際(集團)有限公司各位股東
(前稱航天科技通信有限公司)
(於開曼群島註冊成立之有限公司)

本核數師行已完成審核載於第44至131頁之中國航天萬源國際(集團)有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報告，包括於二零零八年十二月三十一日之綜合資產負債表及截至該日止年度之綜合損益表、綜合股東權益變動表及綜合現金流量表，以及主要會計政策及其他解釋性附註。

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布之香港財務報告準則及按照香港《公司條例》的披露規定編製及真實而公平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而公平列報財務報表相關之內部監控，以使財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述；選擇和應用適當的會計政策；及按情況下作出合理會計估計。

TO THE MEMBERS OF CHINA ENERGINE INTERNATIONAL (HOLDINGS) LIMITED (FORMERLY KNOWN AS CASIL TELECOMMUNICATIONS HOLDINGS LIMITED)

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of China Engerine International (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 44 to 131, which comprise the consolidated balance sheet as at 31 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 disclosure requirements of 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.

獨立核數師報告書

Independent Auditor's Report

核數師之責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見，並僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。我們已根據香港會計師公會頒布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，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

審核涉及執行程序以獲取有關財務報表所載金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而公平地列報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。

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, 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.

意見

本行認為上述綜合財務報表已根據香港財報告準則真實及公平地反映 貴集團於二零零八年十二月三十一日之財務狀況及 貴集團截至該日止之虧損及現金流量，且已按香港公司條例之披露要求而妥善編製。

德勤•關黃陳方會計師行
執業會計師
香港
二零零九年四月十七日

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 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 disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
17 April 2009

綜合損益表

Consolidated Income Statement

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

| | | 附註 NOTE | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|--------------------------|---|------------|-------------------------|-------------------------|
| 營業額 | Turnover | 5 | 184,206 | 178,755 |
| 銷售成本 | Cost of sales | | (176,391) | (189,129) |
| 毛利(虧) | Gross profit (loss) | | 7,815 | (10,374) |
| 其他收入 | Other income | | 13,680 | 11,332 |
| 銷售及分銷成本 | Selling and distribution expenses | | (10,516) | (13,056) |
| 行政費用 | Administrative expenses | | (92,814) | (87,772) |
| 投資物業公平值 (減少)增加 | (Decrease) increase in fair value of investment property | | (2,280) | 6,722 |
| 應收聯營公司 款項撥備 | Allowance for amounts due from associates | | (17,837) | (1,854) |
| 財務成本 | Finance costs | 7 | (34,069) | (16,500) |
| 應佔聯營公司業績 | Share of results of associates | | 30,631 | 2,624 |
| 確認於聯營公司權益之 減值虧損 | Impairment loss recognised in respect of interest in an associate | | — | (9,227) |
| 應佔共同控制 實體業績 | Share of results of jointly controlled entities | | 41,048 | 22,377 |
| 確認於共同控制 實體權益 之減值虧損 | Impairment loss recognised in respect of interests in jointly controlled entities | 18 | (424,165) | (474,793) |
| 除稅前虧損 | Loss before taxation | | (488,507) | (570,521) |
| 稅項 | Taxation | 8 | (7,421) | (1,510) |
| 本年度虧損 | Loss for the year | 9 | (495,928) | (572,031) |
| 以下人士應佔： | Attributable to: | | | |
| 本公司權益持有人 | Equity holders of the Company | | (499,626) | (573,901) |
| 少數股東權益 | Minority interests | | 3,698 | 1,870 |
| | | | (495,928) | (572,031) |
| 每股虧損－基本 | Loss per share - Basic | 12 | HK(13.79) cents | HK(36.50) cents |

綜合資產負債表

Consolidated Balance Sheet

於二零零八年十二月三十一日
At 31 December 2008

| | | 附註 NOTE | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|----------------------|---|------------|-------------------------|-------------------------|
| 非流動資產 | Non-current assets | | | |
| 投資物業 | Investment property | 13 | 20,520 | 21,000 |
| 物業、廠房及設備 | Property, plant and equipment | 14 | 309,261 | 30,602 |
| 收購物業、廠房及設備 所支付之按金 | Deposits paid for acquisition of property, plant and equipment | 14 | 148,643 | 105,526 |
| 商譽 | Goodwill | 15 | 8,548 | — |
| 無形資產 | Intangible assets | 16 | — | 4,900 |
| 於聯營公司之權益 | Interests in associates | 17 | 211,826 | 170,828 |
| 於共同控制實體之權益 | Interests in jointly controlled entities | 18 | 949,695 | 1,241,996 |
| | | | 1,648,493 | 1,574,852 |
| 流動資產 | Current assets | | | |
| 存貨 | Inventories | 19 | 55,240 | 24,867 |
| 貿易及其他應收款 | Trade and other receivables | 20 | 190,223 | 368,407 |
| 應收關連公司款 | Amounts due from related companies | 21 | 15,291 | 15,291 |
| 應收聯營公司款 | Amounts due from associates | 22 | 2,419 | 54,960 |
| 已抵押銀行存款 | Pledged bank deposits | 23 | 41,599 | 1,400 |
| 銀行結存及現金 | Bank balances and cash | 23 | 212,465 | 174,871 |
| | | | 517,237 | 639,796 |
| 流動負債 | Current liabilities | | | |
| 貿易及其他應付款 | Trade and other payables | 24 | 114,880 | 49,591 |
| 應付關連公司款 | Amounts due to related companies | 21 | 4,407 | 4,407 |
| 應付聯營公司款 | Amounts due to associates | 22 | 1,452 | 3,656 |
| 於一年內到期之貸款 | Borrowings - amount due within one year | 25 | 170,600 | 135,180 |
| | | | 291,339 | 192,834 |
| 流動資產淨額 | Net current assets | | 225,898 | 446,962 |
| 資產總額減流動負債 | Total assets less current liabilities | | 1,874,391 | 2,021,814 |
| 非流動負債 | Non-current liabilities | | | |
| 於一年後到期之貸款 | Borrowings - amount due after one year | 25 | 591,090 | 447,825 |
| 遞延稅項 | Deferred taxation | 26 | 7,389 | 2,146 |
| | | | 598,479 | 449,971 |
| | | | 1,275,912 | 1,571,843 |

綜合資產負債表

Consolidated Balance Sheet

於二零零八年十二月三十一日
At 31 December 2008



| | | 附註 NOTE | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|------------------|---|------------|-------------------------|-------------------------|
| 資本及儲備 | Capital and reserves | | | |
| 股本 | Share capital | 27 | 362,400 | 362,400 |
| 儲備 | Reserves | | 836,429 | 1,205,458 |
| 本公司權益持有人 應佔權益 | Equity attributable to equity holders of the Company | | 1,198,829 | 1,567,858 |
| 少數股東權益 | Minority interests | | 77,083 | 3,985 |
| 權益總額 | Total equity | | 1,275,912 | 1,571,843 |

刊於第44至131頁之財務報告，乃經董事會於二零零九年四月十七日批核及授權，並由以下董事代表簽署：

The consolidated financial statements on pages 44 to 131 were approved and authorised for issue by the Board of Directors on 17 April 2009 and are signed on its behalf by:

Han Shuwang
韓樹旺
Executive Director
執行董事

Wang Xiaodong
王曉東
Executive Director
執行董事

綜合股東權益變動表

Consolidated Statement of Changes in Equity

截至二零零八年十二月三十一日止年度

For the year ended 31 December 2008

| | | 本公司股東應佔 Attributable to equity holders of the Company | | | | | | | | | |
|---------------------------------|--|--|--|---|---|--|--|---|--------------------------------|--|--------------------------------|
| | | 股本 Share capital 千港元 HK\$'000 | 特別儲備 Special reserve 千港元 HK\$'000 (附註1) (Note 1) | 股份溢價 Share premium 千港元 HK\$'000 | 物業 重估儲備 Property revaluation reserve 千港元 HK\$'000 | 匯兌儲備 Exchange reserve 千港元 HK\$'000 | 普通儲備 General reserve 千港元 HK\$'000 (附註2) (Note 2) | 累積虧損 Accu- mulated losses 千港元 HK\$'000 | 總額 Total 千港元 HK\$'000 | 少數 股東權益 Minority interests 千港元 HK\$'000 | 總額 Total 千港元 HK\$'000 |
| 於二零零七年一月一日 | At 1 January 2007 | 101,714 | 117,554 | 473,093 | — | 4,900 | 3,430 | (610,417) | 90,274 | 2,012 | 92,286 |
| 轉作投資物業 之土地及 樓宇之 公平值增加 | Increase in fair value of land and buildings upon transfer to investment properties | — | — | — | 1,864 | — | — | — | 1,864 | — | 1,864 |
| 物業重估產生之 遞延稅項 負債 | Deferred tax liability arising on revaluation of properties | — | — | — | (465) | — | — | — | (465) | — | (465) |
| 折算海外業務 產生之匯兌 差額 | Exchange differences arising on translation of foreign operations | — | — | — | — | 10,722 | — | — | 10,722 | 101 | 10,823 |
| 於權益內直接確認 之收入淨額 | Net income recognised directly in equity | — | — | — | 1,399 | 10,722 | — | — | 12,121 | 101 | 12,222 |
| 本年度(虧損)溢利 | (Loss) profit for the year | — | — | — | — | — | — | (573,901) | (573,901) | 1,870 | (572,031) |
| 本年度已確認 收入(開支)總額 | Total recognised income (expense) for the year | — | — | — | 1,399 | 10,722 | — | (573,901) | (561,780) | 1,971 | (559,809) |
| 股份發行 附屬公司 少數股東 出資 | Issue of shares Capital contribution from a minority shareholder of a subsidiary | 260,686 | — | 1,795,714 | — | — | — | — | 2,056,400 | — | 2,056,400 |
| 發行股份 所產生 之開支 | Expenses incurred in connection with issue of shares | — | — | (17,036) | — | — | — | — | (17,036) | — | (17,036) |
| 轉撥 | Transfer | — | — | — | — | — | 11,342 | (11,342) | — | — | — |
| 於二零零七年十二月 三十一日及 二零零八年一月一日 | At 31 December 2007 and at 1 January 2008 | 362,400 | 117,554 | 2,251,771 | 1,399 | 15,622 | 14,772 | (1,195,660) | 1,567,858 | 3,985 | 1,571,843 |
| 於權益內直接確認 之匯兌差額 | Exchange differences arising on translation recognised directly in equity | — | — | — | — | 130,597 | — | — | 130,597 | 342 | 130,939 |
| 本年度(虧損)溢利 | (Loss) profit for the year | — | — | — | — | — | — | (499,626) | (499,626) | 3,698 | (495,928) |
| 本年度已確認 收入(開支)總額 | Total recognised income (expense) for the year | — | — | — | — | 130,597 | — | (499,626) | (369,029) | 4,040 | (364,989) |
| 收購附屬 公司時之增加(附註30) | Addition on acquisition of subsidiaries (Note 30) | — | — | — | — | — | — | — | — | 66,208 | 66,208 |
| 附屬公司 少數股東 出資 | Capital contribution from minority shareholders of a subsidiary | — | — | — | — | — | — | — | — | 2,850 | 2,850 |
| 轉撥 | Transfer | — | — | — | — | — | 5,062 | (5,062) | — | — | — |
| 於二零零八年 十二月三十一日 | At 31 December 2008 | 362,400 | 117,554 | 2,251,771 | 1,399 | 146,219 | 19,834 | (1,700,348) | 1,198,829 | 77,083 | 1,275,912 |

附註：

1. 本集團之特別儲備指本公司已發行股本面值與本公司所購入附屬公司已發行股本面值之差額及根據本集團於一九九七年八月十一日進行重組而由其他儲備轉撥之總金額116,025,000港元。
2. 普通儲備中已包括於中華人民共和國(「中國」)的附屬公司用作(i)補回往年虧損或(ii)擴充生產業務的儲備基金。

Note:

1. The special reserve of the Group represents the difference between the nominal amount of the share capital issued by the Company and the nominal amount of the issued share capital of the subsidiaries acquired by the Company and the aggregate amount of HK\$116,025,000 transferred from other reserves pursuant to the Group's reorganisation on 11 August 1997.
2. Included in general reserve is reserve fund of a subsidiary in the People's Republic of China (the "PRC") which can be used only to (i) make up prior year losses or (ii) expand production operations.

綜合現金流量表

Consolidated Cash Flow Statement

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

| | 附註 NOTE | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|---|------------|-------------------------|-------------------------|
| 經營活動產生之現金流量 | | | |
| Cash flows from operating activities | | | |
| 除稅前虧損 | | (488,507) | (570,521) |
| Loss before taxation | | | |
| 就下列各項作出調整： | | | |
| Adjustments for: | | | |
| 利息收入 | | (4,971) | (2,220) |
| Interest income | | | |
| 利息開支 | | 34,069 | 16,500 |
| Interest expenses | | | |
| 應佔聯營公司業績 | | (30,631) | (2,624) |
| Share of results of associates | | | |
| 應佔共同控制實體業績 | | (41,048) | (22,377) |
| Share of results of jointly controlled entities | | | |
| 無形資產攤銷 | | 4,900 | 4,900 |
| Amortisation of intangible assets | | | |
| 物業、廠房及設備之折舊 | | 9,627 | 6,549 |
| Depreciation of property, plant and equipment | | | |
| 出售物業、廠房及設備之虧損 | | 276 | 95 |
| Loss on disposal of property, plant and equipment | | | |
| 確認於共同控制實體權益之減值虧損 | | 424,165 | 474,793 |
| Impairment loss recognised in respect of interests in jointly controlled entities | 18 | | |
| 確認於聯營公司權益之減值虧損 | | — | 9,227 |
| Impairment loss recognised in respect of interest in an associate | | | |
| 投資物業之公平值減少(增加) | | 2,280 | (6,722) |
| Decrease (increase) in fair value of investment property | | | |
| 呆賬撥備 | | 11,441 | 26,340 |
| Allowance for doubtful debts | | | |
| 應收聯營公司款項撥備 | | 17,837 | 1,854 |
| Allowance for amounts due from associates | | | |
| 陳舊存貨撥備 | | 12,738 | 38,723 |
| Allowance for obsolete inventories | | | |
| 公司間結餘外幣匯率變動之影響 | | 1,810 | 3,800 |
| Effect of foreign exchange rate changes on intercompany balances | | | |

綜合現金流量表

Consolidated Cash Flow Statement

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

| | 附註 NOTE | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|---------------------------|--|-------------------------|-------------------------|
| 營運資金變動前經營活動 現金流量 | Operating cash flows before movements in working capital | (46,014) | (21,683) |
| 存貨之(增加)減少 | (Increase) decrease in inventories | (10,126) | 3,327 |
| 貿易及其他應收款增加 | Increase in trade and other receivables | (37,811) | (6,205) |
| 應收聯營公司款之(增加)減少 | (Increase) decrease in amounts due from associates | (1,976) | 7,694 |
| 貿易及其他應付款之增加(減少) | Increase (decrease) in trade and other payables | 3,018 | (2,158) |
| 應付聯營公司款之減少 | Decrease in amounts due to associates | (2,204) | (10,508) |
| 用於經營之現金 | Cash used in operations | (95,113) | (29,533) |
| 已付所得稅 | Income taxes paid | (2,178) | (159) |
| 用於經營活動之現金淨額 | Net cash used in operating activities | (97,291) | (29,692) |
| 投資活動 | Investing activities | | |
| 購置物業、廠房及設備 | Purchase of property, plant and equipment | (67,586) | (3,086) |
| 於聯營公司之投資 | Investments in associates | (58,082) | (64,347) |
| 抵押銀行存款之(增加)減少 | (Increase) decrease in pledged bank deposits | (40,199) | 167 |
| 收購附屬公司，扣除已收購 之現金及現金等價物 | Acquisition of subsidiaries, net of cash and cash equivalents acquired | (5,990) | (85,529) |
| 自共同控制實體收取之股息 | Dividend received from a jointly controlled entity | 252,281 | — |
| 自聯營公司收取之股息 | Dividend received from associates | 7,806 | — |
| 已收利息 | Interest received | 4,971 | 2,220 |
| 出售物業、廠房及設備所得款 | Proceeds from disposal of property, plant and equipment | 4,322 | 644 |
| 收購物業、廠房及設備 所支付之按金 | Deposits paid for acquisition of property, plant and equipment | (34,072) | (105,526) |
| 向聯營公司借出貸款 | Loan advanced to associates | — | (37,696) |
| 聯營公司償還貸款 | Repayment of loan to associates | 37,696 | — |
| 來自(用於)投資活動之現金淨額 | Net cash from (used in) investing activities | 101,147 | (293,153) |

綜合現金流量表

Consolidated Cash Flow Statement

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

| | 附註 NOTE | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|--------------------------|---|-------------------------|-------------------------|
| 融資活動 | Financing activities | | |
| 新借入貸款 | New loans raised | 413,076 | 304,699 |
| 附屬公司少數股東出資 | Capital contribution from a minority shareholder of a subsidiary | 2,850 | 2 |
| 償還貸款 | Repayment of loan | (360,137) | — |
| 已付利息 | Interest paid | (34,069) | (16,500) |
| 發行股份所產生之開支 | Expenses incurred in connection with the issue of shares | — | (17,036) |
| 發行股份之所得款項 | Proceeds from issue of shares | — | 142,400 |
| 融資活動所產生之現金淨額 | Net cash from financing activities | 21,720 | 413,565 |
| 現金及現金等價物 增加淨額 | Net increase in cash and cash equivalents | 25,576 | 90,720 |
| 外幣匯率變動之影響 | Effect of foreign exchange rate changes | 12,018 | 2,374 |
| 年初之現金及現金等價物 | Cash and cash equivalents at beginning of the year | 174,871 | 81,777 |
| 年終之現金及現金等價物 (銀行結餘及現金) | Cash and cash equivalents at end of the year, representing bank balances and cash | 212,465 | 174,871 |

1. 一般資料

本公司為一家於開曼群島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。本公司之直接控股公司為Astrotech Group Limited（「Astrotech」）（一間於英屬維爾京群島註冊成立之公司），其持有本公司73.10%之權益。Astrotech由中國火箭技術研究院（「火箭院」）全資擁有。中國航天科技集團公司（「中航總」）透過直接控股火箭院成為本公司之最終控股公司。中航總及火箭院均為於中華人民共和國（「中國」）成立之公司。

本公司註冊辦事處地址及香港主要營業地點披露於本年報之公司資料一節。

過往年度，本公司之功能貨幣為港元。年內，本集團進行收購（見附註30）後大力發展中國業務。董事決定將本公司之功能貨幣由港元轉為人民幣，自二零零八年一月一日起生效。本公司功能貨幣變動之影響已開始入賬。本公司財務報表內之所有項目已按變動日之匯率換算為人民幣。所產生之非貨幣項目換算金額視作其歷史成本處理。

綜合財務報表會繼續以港元呈列，因董事認為本公司為公眾公司，股份於聯交所上市，其大部分投資者居於香港。

I. GENERAL

The Company is incorporated in the Cayman Islands with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its immediate holding company is Astrotech Group Limited ("Astrotech"), a company incorporated in the British Virgin Islands which holds 73.10% interest in the Company. Astrotech is wholly owned by China Academy of Launch Vehicle Technology Limited ("CALT"). China Aerospace Science & Technology Corporation ("CASC") is the ultimate holding company of the Company via the immediate shareholding of CALT. Both CASC and CALT are companies established in the People's Republic of China (the "PRC").

The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information to the annual report.

In prior years, the Company's functional currency was Hong Kong dollars ("HK\$"). During the year, the Group has substantially expanded its operations in Mainland China following the acquisition in note 30. The directors have determined that the functional currency of the Company shall be changed from HK\$ to Renminbi ("RMB") effective from 1 January 2008. The effects of the change of the functional currency of the Company have been accounted for prospectively. All items of the financial statements of the Company were translated into RMB using the exchange rate at the date of change. The resulting translated amounts for non-monetary items are treated as their historical costs.

The consolidated financial statements continue to be presented in HK\$ as the directors consider that HK\$ is the appropriate presentation currency since the Company is a public company with the shares listed on the Stock Exchange where most of its investors are located.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零零八年十二月三十一日止年度

For the year ended 31 December 2008

2. 應用新頒及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團應用下列由香港會計師公會（「香港會計師公會」）頒布之多項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（修訂版） | 金融工具之重新分類 |
| 香港（國際財務報 告詮釋委員會） －詮釋第11號 | 香港財務報告準則第 2號：集團及庫務 股份交易 |
| 香港（國際財務報 告詮釋委員會） －詮釋第12號 | 服務經營權安排 |
| 香港（國際財務報 告詮釋委員會） －詮釋第14號 | 香港會計準則第19號 －對界定福利資產 之限制、最低資金 需要及兩者之 相互關係 |

應用該等新香港財務報告準則並無對編製及呈列本集團於當前或過往會計期間之業績或財務狀況造成重大影響。因此，毋須對過往期間進行調整。

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

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 |

The application of the new HKFRSs had no material effect on how the Group's results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

2. 應用新頒及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本集團並無提早應用以下已頒布但尚未生效之新頒及經修訂準則、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進 ¹ |
| 香港會計準則第1號（修訂版） | 財務報表之呈列 ² |
| 香港會計準則第23號（修訂版） | 借貸成本 ² |
| 香港會計準則第27號（修訂版） | 綜合及獨立財務報表 ³ |
| 香港會計準則第32及1號（修訂本） | 清盤時產生之可沽售金融工具及承擔 ² |
| 香港會計準則第39號（修訂本） | 符合資格對沖之項目 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） | 於附屬公司、共同控制實體或聯營公司之投資成本 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（修訂版） | 業務合併 ³ |
| 香港財務報告準則第7號（修訂本） | 改進有關金融工具之披露 ² |
| 香港財務報告準則第8號 | 經營分部 ² |
| 香港（國際財務報告詮釋委員會）－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 ⁴ |
| 香港（國際財務報告詮釋委員會）－詮釋第13號 | 客戶忠誠計劃 ⁵ |

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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 |
| HKFRS 7 (Amendment) | Improving disclosures about financial instruments ² |
| HKFRS 8 | Operating segments ² |
| HK(IFRIC) - INT 9 & HKAS 39 (Amendments) | Embedded derivatives ⁴ |
| HK(IFRIC) - INT 13 | Customer loyalty programmes ⁵ |

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零零八年十二月三十一日止年度
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2. 應用新頒及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港(國際財務申報
詮釋委員會)－詮釋
第15號

香港(國際財務申報
詮釋委員會)－詮釋
第16號

香港(國際財務申報
詮釋委員會)－詮釋
第17號

香港(國際財務申報
詮釋委員會)－詮釋
第18號

¹ 於二零零九年一月一日或之後開始的年度期間生效，惟香港財務報告準則第5號之修訂本則於二零零九年七月一日或之後開始的年度期間生效。

² 於二零零九年一月一日或之後開始的年度期間生效。

³ 於二零零九年七月一日或之後開始的年度期間生效。

⁴ 於二零零九年六月三十日或之後結束的年度期間生效。

⁵ 於二零零八年七月一日或之後開始的年度期間生效。

⁶ 於二零零八年十月一日或之後開始的年度期間生效。

⁷ 於二零零九年七月一日或之後的轉讓生效。

若收購日期為二零一零年一月一日或其後，應用香港財務報告準則第3號(修訂版)可能影響有關業務合併之會計處理。若母公司於附屬公司之擁有權變動，則香港會計準則第27號(修訂版)將影響本集團有關擁有權變動之會計處理。本公司董事預期應用其他新頒及經修訂準則、修訂或詮釋不會對本集團之業績及財務狀況造成重大影響。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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 ⁶

HK(IFRIC) - INT 17 Distributions of non-cash assets to owners ³

HK(IFRIC) - INT 18 Transfers of assets from customers ⁷

¹ Effective for annual periods beginning on or after 1 January 2009 except the amendments to HKFRS 5, effective for annual periods beginning on or after 1 July 2009.

² Effective for annual periods beginning on or after 1 January 2009.

³ Effective for annual periods beginning on or after 1 July 2009.

⁴ Effective for annual periods ending on or after 30 June 2009.

⁵ Effective for annual periods beginning on or after 1 July 2008.

⁶ Effective for annual periods beginning on or after 1 October 2008.

⁷ Effective for transfers on or after 1 July 2009.

The application of HKFRS 3 (Revised) may affect the Group's accounting for business combination for which the acquisition date is on or after 1 January 2010. HKAS 27 (Revised) will affect the Group's accounting treatment for changes in a parent's ownership interest in a subsidiary. 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.

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

3. 主要會計政策

綜合財務報表乃根據歷史成本基準編製，惟投資物業按其公平值訂算，並於下文會計政策中詳述。

本公司功能貨幣由港元轉為人民幣後，本公司將所有項目按變動日之匯率換算為新功能貨幣。所產生之非貨幣項目換算金額視作其歷史成本處理。

綜合財務報表乃按照香港會計師公會所頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例所規定之適用披露。

綜合賬目基準

綜合財務報表包括本公司及本公司控制實體(其附屬公司)之財務報表。倘本公司有權力管限一實體之財政及營運政策藉以從其業務中獲益，則視為取得其控制權。

於年內收購或出售之附屬公司業績分別由收購生效日期起或截至出售生效日期止(如適用)計入綜合損益表內。

如必要，附屬公司財務報表將作出調整已令其會計政策與本集團其他成員公司所採用者相符。

所有集團內公司之間交易及結餘已於綜合賬目內對銷。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared under the historical cost basis except for the investment property, which is measured at fair value, as explained in accounting policies set out below.

Upon the change of the functional currency of the Company from HK\$ to Renminbi, the Company translates all items into the new functional currency using the exchange rate at the date of the change. The resulting translated amounts for non-monetary items are treated as their historical cost.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange 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 (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

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

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

All intra-group transactions and balances within the Group are eliminated on consolidation.

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

3. 主要會計政策 (續)

綜合賬目基準 (續)

少數股東權益應佔之合併附屬公司資產淨值於賬目內與本集團之股本分開呈列。少數股東權益所佔資產淨值包括原業務合併日期之該等權益金額，以及自合併日期起少數股東應佔之股本權益變動。少數股東應佔虧損超出少數股東應佔附屬公司權益之金額於本集團權益對銷，惟於少數股東具有約束力責任及其有能力作出額外投資以彌補該等虧損者除外。

業務合併

收購業務乃採用收購法入賬。收購成本按於交換日期本集團就換取被收購方之控制權而交付之資產、產生或承擔之負債及發行之股本工具之公平價值總額計算，另加任何直接與業務合併相關之成本。被收購方符合根據香港財務報告準則第3號「業務合併」之確認條件之可識別資產、負債及或然負債，乃按其於收購日期之公平價值確認。

因收購產生之商譽確認為資產，初步按成本計算，即業務合併成本超出本集團於已確認可識別資產、負債及或然負債之公平價值淨額之權益部分。倘於重估後，本集團於被收購方可識別資產、負債及或然負債之公平價值淨額之權益超過業務合併成本，則超出款額即時確認於綜合損益表中。

被收購方之少數股東權益初步按已確認之少數股東於資產、負債及或然負債之公平淨值之比例計算。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

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

Business combinations

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

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

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

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3. 主要會計政策 (續)

商譽

收購公司而產生之商譽，指收購成本高於本集團於收購當日應佔有關公司之可辨識資產、負債及或然負債公平值之數。該商譽乃按成本減任何累計減值虧損列賬。

收購一項業務所產生之資本化商譽於綜合資產負債表上分開呈列。

就減值測試而言，收購所產生之商譽乃被分配到各有關賺取現金單位，或賺取現金單位之組別、預期彼等從收購之協同效應中受益。已獲配商譽之賺取現金單位每年及凡單位有可能出現減值之跡象時進行減值測試。就於某個財政年度之收購所產生之商譽而言，已獲配商譽之賺取現金單位於該財政年度完結前進行減值測試。當賺取現金單位之可收回金額少於該單位之賬面值，則進行分配減值虧損，首先削減該單位之商譽賬面值，其後以單位各資產之賬面值為基準按比例分配至該單位之其他資產之賬面值。商譽之任何減值虧損乃直接於綜合損益表內確認。商譽之減值虧損於其後期間不予撥回。

其後出售附屬公司時，被資本化之商譽應佔金額會在釐定出售損益金額時計入運算。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Goodwill

Goodwill arising on an acquisition of a business represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant business at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a business is presented separately in the consolidated balance sheet.

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

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

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3. 主要會計政策 (續)

於聯營公司之權益

聯營公司指本集團能對其行使重大影響力，而並非附屬公司或於合營企業之權益之實體。重大影響力指可參與受投資公司之財務及營運決策但不能控制或共同控制該等政策之權力。

聯營公司之業績、資產及負債乃以會計權益法於該等綜合財務報告入賬。根據權益法，於聯營公司之權益乃按成本於綜合資產負債表中列賬，並就本集團分佔該聯營公司之資產淨值之收購後變動作出調整，以及減去任何已識別之減值虧損。當本集團分佔某聯營公司之虧損相等於或超出其於該聯營公司之權益(其包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司之投資淨額之一部分)，則本集團不再繼續確認其分佔之進一步虧損。額外分佔之虧損乃被撥備，而負債僅以本集團已產生法定或推定責任或代表該聯營公司作出付款者為限被確認。

收購成本超出本集團應佔收購當日確認為商譽。商譽乃計入投資之賬面值，並就耗蝕進行評估，作為投資之一部分。

本集團於可識別資產、負債及或然負債中所佔公平淨值超出收購成本之任何差額於重估後隨即於損益確認。

倘集團實體與本集團之聯營公司進行交易，溢利或虧損乃根據本集團於該聯營公司之權益為限予以撇銷。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Interests in associates

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

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

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

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

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

綜合財務報表附註

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3. 主要會計政策 (續)

共同控制實體

共同控制實體指以合營安排另行成立之獨立實體，其各合營方可共同控制該實體之經濟活動。

共同控制實體之業績及資產與負債乃採用權益會計法計入綜合財務報表。根據權益法，於共同控制實體之投資以成本在綜合資產負債表內列賬，並就本集團應佔共同控制實體之溢利或虧損及權益於收購後之變動作出調整，並扣除任何已識別減值虧損。倘本集團應佔共同控制實體之虧損相等於或超過其於該共同控制實體之權益(包括任何實質上構成本集團於該共同控制實體之投資淨額一部分之任何長期權益)，則本集團會終止確認其應佔之其他虧損。本集團會就額外應佔之虧損撥備，並會確認負債，惟僅以本集團已產生法定或推定責任或代表該共同控制實體支付之款項為限。

凡任何收購成本超過本集團於收購日期確認共同控制實體之已識別資產、負債及或然負債所佔之公平值淨額，均確認為商譽。商譽乃計入投資之賬面值內，並評估減值作為投資之一部分。

本集團於可識別資產、負債及或然負債中所佔公平淨值超出收購成本之任何差額於重估後隨即於損益確認。

倘集團實體與本集團之共同控制實體進行交易，溢利或虧損乃根據本集團於該共同控制實體之權益為限予以撇銷。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Jointly controlled entities

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

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

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

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

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

綜合財務報表附註

Notes to the Consolidated Financial Statements

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3. 主要會計政策 (續)

收入之確認

收入按已收或應收代價之公平值計量，並相當於在日常業務過程中提供貨品及服務而應收之款項，減折扣及銷售相關稅項。

貨品銷售之收入乃於貨品已經付運及擁有權已轉移之情況下確認。

電力銷售之收入乃於電力併網時確認。

服務收入提供服務時確認。

財務資產利息收入乃參考本金結餘及適用實際利率按時間基準計算，有關利率為準確透過財務資產之預期使用年期以貼現估計未來現金收入至資產賬面淨值。

投資之股息收入乃在股東收取款項之權利確定後予以確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition

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

Revenue from sales of goods are recognised when goods are delivered and title has passed.

Revenue from sales of electricity are recognised when electricity has been delivered.

Service income is recognised when services are provided.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

綜合財務報表附註

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3. 主要會計政策 (續)

物業、廠房及設備

物業、廠房及設備按其成本減其後累計折舊及累計減值虧損入賬。

物業、廠房及設備項目以直線法於其估計可使用年期(自其可具使用日期起計)及計入其估計剩餘價值後，撇銷其成本以作折舊。

倘有證據顯示物業、廠房及設備各項因業主自用改變而成為投資物業，則該等物業於轉變當日之賬面值與公平值之差額，將確認為物業重估儲備。倘資產隨後出售或停用時，則有關重估儲備將會直接轉入累積虧損。

物業、廠房及設備項目乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時取消確認。於取消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)乃計入於該項目取消確認年度之綜合損益表內。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment

Property, 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 property, plant and equipment over their estimated useful lives from the date on which they are available for use and after taking into account of their estimated residual values, using the straight line method.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in property revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to accumulated losses.

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

綜合財務報表附註

Notes to the Consolidated Financial Statements

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3. 主要會計政策 (續)

投資物業

投資物業指為收取租金及／或資本增值而持有之物業。

於初步確認時，投資物業乃按成本(包括任何直接應佔開支)計量。於初步確認後，投資物業乃採用公平值模式按其公平值計量。投資物業公平值變動所產生之收益或虧損計入有關盈虧產生期內之損益。

投資物業於出售時或當投資物業不再可供使用或預期出售投資物業將無法帶來未來經濟利益時終止確認。資產終止確認所產生之任何收益或虧損(按出售所得款項淨額與資產賬面值之差額計算)乃於項目終止確認之年度內計入綜合損益表。

無形資產

具備有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損確認。具備有限可使用年期之無形資產於其估計可使用年期以直線法攤銷。

取消確認無形資產所產生之損益按出售所得款項淨額與資產賬面值之差額計量，及於資產取消確認時在綜合損益表內確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

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

Intangible assets

Intangible assets acquired separately and with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

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

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3. 主要會計政策 (續)

研究及開發費用

研究活動費用於產生期間確認為開支。

源自開發費用之內部產生無形資產，僅會在預期該被明確界定項目產生之開發成本可在未來商業運作中收回時始予以確認。所產生資產則以直線法按其可使用年期攤銷，並以成本減日後累計攤銷及任何累計減值虧損列賬。

倘無內部產生無形資產可予確認，則開發費用於產生期間確認為開支。

減值 (商譽除外)

於各個結算日，本集團審閱其資產之賬面值以釐定是否有任何跡象顯示該等資產蒙受減值虧損。倘一項資產之可收回金額估計少於其賬面值，該項資產之賬面值將削減至其可收回金額。減值虧損乃即時確認為開支。

倘減值虧損於其後撥回，該項資產之賬面值將增加至其經修訂估計之可收回金額，惟增加之賬面值不會超逾倘於以前年度該項資產無確認減值虧損所釐定之賬面值。減值虧損撥回乃即時確認為一項收益。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development expenditure is recognised only if it is anticipated that the development costs incurred on a clearly-defined project will be recovered through future commercial activity. The resultant asset is amortised on a straight-line basis over its useful life, and carried at cost less subsequent accumulated amortisation and any accumulated impairment losses.

Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Impairment (other than goodwill)

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, such 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.

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For the year ended 31 December 2008

3. 主要會計政策 (續)

存貨

存貨是按成本值及可變現淨值兩者中之較低者列賬。成本是按加權平均法計算。

借貸成本

所有借貸成本乃確認並計入產生期間綜合損益表之財務成本。

稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利有別於綜合損益表中所報溢利，因其不包括在其他年度應課稅或可扣稅之收入或開支，亦不包括於從未課稅及扣稅之項目。現時稅項債務乃採用於結算日訂定或大致訂定之稅率計量。

遞延稅項乃於綜合財務報表中按資產及負債賬面值與計算應課稅溢利所用相應稅基出現之差額確認，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產則於可能出現可利用臨時扣稅之應課稅溢利時確認。若於一項交易中因商譽或初步確認(不包括業務合併時)資產及負債而引致之臨時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Inventories

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

Borrowing costs

All borrowing costs are recognised as and included in finance costs in the consolidated income statement in the period in which they are incurred.

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 liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax 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.

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3. 主要會計政策 (續)

稅項 (續)

由於附屬公司、聯營公司以及共同控制實體所產生之臨時差額，均予確認遞延稅項負債，除非本集團可控制臨時差額之撥回，而該等臨時差額有可能在可見未來將不會撥回。

遞延稅項資產之賬面金額於每個結算日審核，並在不再可能有足夠應課稅溢利以便收回全部或部分資產時作調減。

遞延稅項乃按預期於負債清償或資產變現期內適用之稅率計算。遞延稅項於綜合損益表中扣除或計入損益表，惟倘遞延稅項涉及直接在股本權益中扣除或計入時，則遞延稅項亦會於股本權益中處理。

租賃

倘租約條款列明將有關資產之絕大部分風險及數益轉讓予承租人，則該等租約概列作融資租賃。所有其他租約均視作經營租賃。

本集團作為承租人

經營租賃應付租金按相關租期以直線法於損益賬扣除。作為訂立經營租賃獎勵之已收及應收利益乃於租賃期內以直線法確認為租金開支減少。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

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

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset 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.

Leasing

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

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3. 主要會計政策 (續)

租賃 (續)

本集團作為出租人

經營租賃之租金收入乃按相關租約年期以直線法於綜合收益表內確認。

土地及樓宇租賃

土地及樓宇租賃之土地及樓宇部分在進行租賃分類時須分開考慮，除非租金沒法可靠劃分為土地及樓宇兩部分，在此情況下，整項租約一般當作融資租賃處理，並入賬列為物業、廠房及設備。倘能可靠分配租賃款項，土地租賃權益以經營租賃方式入賬，惟按公平值模式劃分為投資物業並以投資物業入賬除外。

政府補助

政府補助於本期間內確認為收入，並須對應有關成本。與費用有關的補助在費用支出的同期於綜合收益表以「其他收入」呈列。

退休福利計劃

定額退休計劃之供款乃於僱員提供有權享有供款之服務時扣除列為開支。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing (Continued)

The Group as lessor

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

Leasehold land and building

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

Government grants

Government grants are recognised as income over the periods necessary to match them with the related costs. Grants related to expense items are recognised in the same period as those expenses are charged in the consolidated income statement and are reported separately as "other income".

Retirement benefit costs

Payments to the defined contribution retirement schemes are charged as an expense when employees have rendered services entitling them to the contributions.

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3. 主要會計政策 (續)

金融工具

當集團實體成為工具之訂約條文之訂約方時，金融資產及金融負債於綜合資產負債表確認。金融資產及金融負債初步按公平值計算。因收購或發行金融資產及金融負債(按公平值在損益賬內處理之金融資產及金融負債除外)而直接應佔之交易成本於初步確認時按適用情況加入或扣自該項金融資產或金融負債之公平值。因收購按公平值在損益賬內處理之金融資產或金融負債而直接應佔之交易成本即時於損益賬確認。

金融資產

本集團之金融資產分類為貸款及應收款項。本集團就貸款及應收款項所採納之會計政策載列如下。

實際利率法

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入(包括所有支付或收取構成整體實際利率之所有費用、交易成本及其他溢價或折讓)按金融資產之預期使用年期，或較短期間(倘合適)實際折現之利率。

就債務工具而言，利息收入按實際利率基準確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments

Financial assets and financial liabilities are recognised on the consolidated balance sheet when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified as loans and receivables. The accounting policies adopted in respect of loans and receivables are set out below.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees 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.

Interest income is recognised on an effective interest basis for debt instruments.

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3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

貸款及應收款項

貸款及應收款項乃不在活躍市場掛牌之固定或可釐定付款之非衍生金融資產。於初步確認後之各結算日、貸款及應收款項(包括貿易及其他應收賬項、應收關連公司款、應收聯營公司款、銀行結存、現金及已抵押銀行存款均按採用實際利率法計算之已攤銷成本減任何已識別減值虧損入賬。

金融資產之減值

金融資產會於每個結算日評定是否有減值跡象。當有客觀證據顯示金融資產之預期未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時，即對該金融資產確認減值。

減值之客觀證據可包括：

- 發行人或交易對手出現重大財政困難；或
- 未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組。

就若干金融資產類別而言，如貿易應收款，不會單獨作出減值之資產會於其後彙集一併評估減值。應收款項組合出現減值之客觀證據包括本集團過往收款記錄、組合內超出90天平均信貸期之延遲付款數量有所增加、國家或地區經濟狀況出現明顯變動導致應收款項未能償還。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (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 trade and other receivables, amounts due from related companies, amounts due from associates, bank balances and cash and pledged bank deposits) are carried at amortised cost using the effective interest method, less any identified impairment losses.

Impairment of financial assets

Financial assets 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 affected.

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 asset, such as trade receivables, 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, an increase in the number of delayed payments in the portfolio past the average credit period of 90 days, observable changes in national or local economic conditions that correlate with default on receivables.

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3. 主要會計政策 (續)

金融工具 (續)

金融資產之減值 (續)

就按攤銷成本入賬之金融資產而言，減值虧損乃當有客觀證據證明資產減值時於綜合損益表中確認，並按該資產之賬面值與按原先實際利率折讓之估計未來現金流量現值的差額計量。

所有金融資產之減值虧損會直接於金融資產之賬面值中作出扣減，惟貿易應收款及應收關連公司款除外，貿易應收款之賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於綜合損益表中確認。當貿易應收款被視為不可收回時，其將於撥備賬內撇銷。之前已撇銷的款項如其後收回，將撥回綜合損益表內。

就按攤銷成本入賬之金融資產而言，倘減值虧損額於隨後期間有所減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過綜合損益表予以撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

For financial assets carried at amortised cost, an impairment loss is recognised in consolidated income statement 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.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables and amounts due from associates, 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 consolidated income statement. When trade receivables are considered uncollectible, they are written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to consolidated income statement.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through consolidated income statement 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.

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3. 主要會計政策 (續)

金融工具 (續)

金融負債及權益

本集團發行之金融負債及股權工具乃根據合同安排之性質與金融負債及股權工具之定義分類。

股權工具乃證明本集團資產扣減所有負債後存在剩餘權益之任何合同。

實際利率法

實際利率法乃計算金融負債之攤銷成本及按有關期間攤分利息支出之方法。實際利率乃將估計未來現金付款按金融負債之預期年限，或較短期間(倘合適)實際折現之利率。

利息支出按實際利率基準確認。

金融負債

金融負債包括貿易及其他應付款、應付關連公司款、應付聯營公司款及借款乃隨後採用實際利息法按已攤銷成本計量。

股權工具

本公司發行之股權工具乃按已收所得款項(扣除直接發行成本)入賬。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity

Financial liabilities and equity instruments issued by the Group 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.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities including trade and other payables, amounts due to related companies, amounts due to associates and borrowings are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

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3. 主要會計政策 (續)

金融工具 (續)

不再確認

若從資產收取現金流之權利已到期，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部分風險及回報轉移，則金融資產將被取消確認。於不再確認金融資產時，資產賬面值與已收及應收代價之差額及直接於股權確認之累計損益將於損益賬中確認。

當有關合約所訂明責任獲解除、註銷或屆滿時，金融負債將被解除確認。解除確認之金融負債之賬面值與已付或應付代價間之差額於累計虧損中確認。

外幣

編製每間個別集團實體之財務報告時，以該實體功能貨幣以外之貨幣(外幣)所進行交易乃以其功能貨幣(即該實體運營之主要經濟環境之貨幣)按交易日期之主要匯率入賬。於各結算日，以外幣列值之貨幣項目乃按結算日之主要匯率重新換算。按公平值以外幣入賬之非貨幣項目則按釐定公平值當日之匯率重新換算。以外幣歷史成本計量之非貨幣項目則不予重新換算。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Derecognition

Financial assets are derecognised when the contractual 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 expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in profit or loss.

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 currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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3. 主要會計政策 (續)

外幣 (續)

貨幣項目結算及貨幣項目換算產生之匯兌差額乃於產生之期間確認為溢利或虧損。以公平值列賬之非貨幣項目重新換算產生之匯兌差額於該期間計入損益，惟重新換算直接於權益內確認收益或虧損之非貨幣項目產生之匯兌差額除外，在此情況下，匯兌差額亦直接於權益內確認。

就以港元呈列綜合財務報告而言，本集團按各集團公司港元以外的功能貨幣列賬之資產及負債乃按結算日之主要匯率換算為港元，而彼等之收入及開支則按本年之平均匯率換算，惟倘期內匯率顯著波動則除外，於該情況下，則採用交易日期之主要匯率。所產生之匯兌差額(如有)乃確認為權益之獨立部分(匯兌儲備)。該項與海外業務有關之匯兌差額乃於出售海外業務之期內於損益賬內確認。

收購海外業務所產生之可識別資產及負債或以其他呈列貨幣列值之商譽及公平值調整被視作海外業務之資產與負債，並按結算日之通行匯率重新換算。匯兌產生之差額於換算匯兌儲備。

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 or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange 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.

For the purposes of presenting the consolidated financial statements in Hong Kong dollars, the assets and liabilities of the Group entities which are stated at functional currency of the respective group entity other than Hong Kong dollars are translated into Hong Kong dollars at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the exchange reserve). Such exchange differences which related to a foreign operation are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets and liabilities acquired arising on an acquisition of a foreign operation or denominated in other presentation currencies are treated as assets and liabilities of that foreign operation and retranslate at the rate of exchange prevailing at the balance sheet date. Exchange differences arising are recognised in the exchange reserve.

4. 估計不確定性之主要來源

對下一財政期間之資產及負債賬面值具重大調整風險，其關於未來之主要假設以及於結算日之其他不確定性之主要來源載於下文。

估計商譽減值

釐定商譽是否出現減值須估計獲分配商譽之現金產生單位之使用價值。使用價值計算要求本集團估計預期產生自現金產生單位之日後現金流量及合適之折現率以計算現值。倘日後實際現金流量少於預期流量，則可能會產生重大減值虧損。於二零零八年十二月三十一日，商譽之賬面值為8,548,000港元（二零零七年：無）。可收回金額之計算詳情載於附註15。

估計貿易應收款及應收聯營公司款減值

當有客觀證據顯示減值虧損，本集團會考慮估計未來現金流量。減值虧損金額按該資產之賬面值與按財務資產之原先實際利率（即初步確認時計算之實際利率）折讓之估計未來現金流量（不包括未產生之未來信貸虧損）現值的差額計量。倘日後實際現金流量少於預期流量，則可能會產生重大減值虧損。於二零零八年十二月三十一日，貿易應收款及應收聯營公司之款項之賬面值分別為41,910,000港元（二零零七年：61,869,000港元）（經扣除呆壞賬撥備138,664,000港元（二零零七年：127,223,000港元））及2,419,000港元（二零零七年：54,960,000港元）（經扣除聯營公司減值虧損35,335,000港元（二零零七年：17,498,000港元））。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

The key assumption concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period, are discussed below.

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2008, the carrying amount of goodwill is HK\$8,548,000 (2007: nil). Details of the recoverable amount calculation are disclosed in note 15.

Estimated impairment of trade receivables and amounts due from associates

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2008, the carrying amount of trade receivables and amounts due from associates are HK\$41,910,000 (2007: HK\$61,869,000), net of allowance for doubtful debts of HK\$138,664,000 (2007: HK\$127,223,000), and HK\$2,419,000 (2007: HK\$54,960,000), net of impairment loss for an associate of HK\$35,335,000 (2007: HK\$17,498,000) respectively.

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5. 營業額

5. TURNOVER

本集團於本年度的營業額分析如下：

An analysis of the Group's turnover for the year is as follows:

| | | 2008 | 2007 |
|-----------------|--|-----------------|----------|
| | | HK\$'000 | HK\$'000 |
| 貨品銷售 | Sales of goods | 179,632 | 167,034 |
| 出售來自風場運營 之電力 | Sales of electricity from operation of wind power field | 3,985 | — |
| 服務收入 | Revenue from services | 589 | 11,721 |
| | | 184,206 | 178,755 |

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6. 業務及地區分類

(A) 業務類別

就管理而言，本集團目前按以下經營組別組成：通訊產品、智通交通系統、寬帶無線接入、風力發電及稀土電機產品。此等類別為本集團呈報其基本分類資料之基準。

風力發電及稀土電機產品兩個新業務分部於本年度成立，為本集團業務擴充及發展之一部分。為了符合本年度的呈列方式，故把比較數據重列。

主要業務如下：

| | | |
|--------|---|------------------------------|
| 通訊產品 | — | 製造及分銷通訊產品 |
| 智能交通系統 | — | 開發、製造及分銷全球衛星定位系統應用產品 |
| 寬帶無線接入 | — | 開發及分銷寬帶系統、設備及配件 |
| 風力發電業務 | — | 出售來自風場運營之電力及從事風力發電相關產品之製造及貿易 |
| 稀土電機產品 | — | 製造及分銷稀土電機 |

6. BUSINESS AND GEOGRAPHICAL SEGMENTS

(A) Business segments

For management purposes, the Group is currently organised into the following divisions: Communication Products, Intelligent Transportation Systems ("ITS"), Broadband Wireless Access, Wind Energy and Rare-earth Permanent Magnetic Motor ("REPM") Products. These divisions are the basis on which the Group reports its primary segment information.

The Wind Energy Business and REPM Products are two new business segments in current year under the Group's business expansion and development. Comparative figures have been restated to comply with the current year's presentation.

Principal activities are as follows:

| | | |
|---------------------------|---|---|
| Communication Products | — | manufacture and distribution of communication products |
| ITS | — | development, manufacture and distribution of global positioning system application products |
| Broadband Wireless Access | — | development and distribution of broadband system, equipment and accessories |
| Wind Energy Business | — | sales of electricity from operation of wind power field and manufacture and trading of wind energy related products |
| REPM Products | — | manufacture and distribution of REPM |

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6. 業務及地區分類 (續)

(A) 業務類別 (續)

- (i) 截至二零零八年十二月三十一日止年度，有關此等業務之分類資料呈列如下：

損益表

| | | Income statement | | | | | | |
|-----------|--|------------------|--------------|-------------|----------|----------|--------------|-----------|
| | | 風力發電 | | Wind energy | | 風力發電 | | |
| | | 風場運營 | | 相關產品 | | 稀土電機產品 | | |
| | | 寬帶無線接入 | 風場運營 | 風力發電 | 稀土電機產品 | | | |
| | | Broadband | Operation of | Wind Energy | REPM | 綜合 | | |
| | | Wireless | Wind Power | Related | Products | Products | Consolidated | |
| | | Access | Field | Products | Products | Products | Products | |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| 營業額 | TURNOVER | | | | | | | |
| 對外銷售 | External sales | 55,797 | 32,572 | 8,894 | 3,985 | 47,774 | 35,184 | 184,206 |
| 業績 | RESULT | | | | | | | |
| 分類業績 | Segment result | (6,966) | 1,912 | (47,340) | 7,019 | 606 | 3,715 | (41,054) |
| 未經分配公司費用 | Unallocated corporate expenses | | | | | | | (49,788) |
| 未經分配公司收入 | Unallocated corporate income | | | | | | | 9,007 |
| 財務成本 | Finance costs | | | | | | | (34,069) |
| 投資物業 | Decrease in fair value | | | | | | | |
| 公平值減少 | of investment property | | | | | | | (2,280) |
| 應收聯營公司款 | Allowance for amounts | | | | | | | |
| 之撥備 | due from associates | | | | | | | (17,837) |
| 有關共同控制 | Impairment loss recognised | | | | | | | |
| 實體權益的 | in respect of interest in jointly | | | | | | | |
| 已確認減值虧損 | controlled entities | | | | | | | (424,165) |
| 應佔聯營公司業績： | Share of results of associates | | | | | | | |
| - 寬帶無線接入 | - Broadband wireless access | — | — | (1,090) | — | — | — | (1,090) |
| - 風場運營 | - Operation of wind power field | — | — | — | 34,383 | — | — | 34,383 |
| - 風力發電相關 | - Wind energy products | — | — | — | — | (1,428) | — | (1,428) |
| 產品 | | | | | | | | |
| - 稀土電機產品 | - REPM products | — | — | — | — | — | (1,234) | (1,234) |
| 應佔共同控 | Share of results of jointly controlled | | | | | | | |
| 制實體業績： | entities | | | | | | | |
| - 汽車系統及產品 | - Automotive system and products | — | — | — | — | — | — | 47,118 |
| - 風力發電設施 | - Wind energy facilities | — | — | — | — | (6,070) | — | (6,070) |
| 除稅前虧損 | Loss before taxation | | | | | | | (488,507) |
| 稅項 | Taxation | | | | | | | (7,421) |
| 本年度虧損 | Loss for the year | | | | | | | (495,928) |

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6. 業務及地區分類 (續)

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

(A) 業務類別 (續)

- (i) 截至二零零八年十二月三十一日止年度，有關此等業務之分類資料呈列如下：(續)

資產負債表

(A) Business segments (Continued)

- (i) Segment information about these businesses for the year ended 31 December 2008 is presented below: (Continued)

Balance sheet

| | | 風力發電 Wind energy | | | | | | 綜合 |
|------------|--|--------------------------------|-----------------|-------------------------------------|---------------------------------------|--|-------------------------|--------------------|
| | | 通訊產品 Communication Products | | 寬帶無線接入 Broadband Wireless Access | 風場運營 Operation of Wind Power Field | 風力發電 相關產品 Wind Energy Related Products | 稀土電機產品 REPM Products | 綜合 Consolidated |
| | | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 |
| | | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 |
| 資產 | ASSETS | | | | | | | |
| 分類資產 | Segment assets | 35,825 | 15,630 | 20,132 | 430,463 | 86,018 | 79,356 | 667,424 |
| 於聯營公司之權益 | Interests in associates | | | | | | | |
| — 智能交通系統 | - ITS | — | 799 | — | — | — | — | 799 |
| — 寬帶無線接入 | - Broadband wireless access | — | — | 6,515 | — | — | — | 6,515 |
| — 風力發電相關產品 | - Wind energy products | — | — | — | — | 1,422 | — | 1,422 |
| — 風場運營 | - Operation of wind power field | — | — | — | 203,090 | — | — | 203,090 |
| 於共同控制 | Interests in jointly controlled entities | | | | | | | |
| — 汽車系統及產品 | - Automotive system and products | — | — | — | — | — | — | 902,418 |
| — 風力發電設施 | - Wind energy facilities | — | — | — | — | 47,277 | — | 47,277 |
| 未經分配公司資產 | Unallocated corporate assets | | | | | | | |
| 綜合資產總額 | Consolidated total assets | | | | | | | |
| | | 2,165,730 | | | | | | |
| 負債 | LIABILITIES | | | | | | | |
| 分類負債 | Segment liabilities | 12,852 | 9,999 | 3,646 | 2,157 | — | 23,712 | 52,366 |
| 未經分配 | Unallocated | | | | | | | |
| 公司負債 | corporate liabilities | | | | | | | |
| | | 837,452 | | | | | | |
| 綜合負債 | Consolidated total | | | | | | | |
| 總額 | liabilities | | | | | | | |
| | | 889,818 | | | | | | |

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

6. 業務及地區分類 (續)

(A) 業務類別 (續)

- (i) 截至二零零八年十二月三十一日止年度，有關此等業務之分類資料呈列如下：(續)

其他資料

| | | Other information | | | | | | | |
|---------------|---|-------------------|-------|--------------|---------|--------------|--------|-------|---------|
| | | Wind energy | | | | | | | |
| | | 風力發電 | | Wind energy | | | | | |
| | | 風力發電 | | 相關產品 | | | | | |
| | | 寬帶無線接入 | | 風場運營 | | 稀土電機產品 | | | |
| | | Broadband | | Operation of | | Wind Energy | | | |
| | | Communication | | Wireless | | Related | | | |
| | | Products | | Access | | Products | | | |
| | | ITS | | Field | | REPM | | | |
| | | 千港元 | | 千港元 | | 千港元 | | | |
| | | HK\$'000 | | HK\$'000 | | HK\$'000 | | | |
| | | 智能交通系統 | | Wind Power | | Products | | | |
| | | 千港元 | | 千港元 | | 千港元 | | | |
| | | HK\$'000 | | HK\$'000 | | HK\$'000 | | | |
| | | 未經分配 | | Unallocated | | Consolidated | | | |
| | | 千港元 | | 千港元 | | 千港元 | | | |
| | | HK\$'000 | | HK\$'000 | | HK\$'000 | | | |
| 資本增加 | Capital additions | | | | | | | | |
| - 物業、廠房及設備 | - Property, plant and equipment | 1,180 | 1,670 | 1,789 | 271,810 | — | 10,322 | 3,274 | 290,045 |
| 折舊及攤銷 | Depreciation and amortisation | | | | | | | | |
| - 物業、廠房及設備 | - Property, plant and equipment | 3,361 | 1,446 | 1,833 | 1,051 | — | 859 | 1,077 | 9,627 |
| - 技術授權許可證 | - Technology license right | — | — | 4,900 | — | — | — | — | 4,900 |
| 呆賬撥備 | Allowance for doubtful debts | — | — | 11,441 | — | — | — | — | 11,441 |
| 陳舊存貨撥備 | Allowance for obsolete inventories | — | 358 | 12,380 | — | — | — | — | 12,738 |
| 出售物業、廠房及設備之虧損 | Loss on disposal of property, plant and equipment | — | 79 | 178 | — | — | — | 19 | 276 |

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

(A) Business segments (Continued)

- (i) Segment information about these businesses for the year ended 31 December 2008 is presented below: (Continued)

Other information

| | | Other information | | | | | | | |
|---------------|---|-------------------|-------|--------------|---------|--------------|--------|-------|---------|
| | | Wind energy | | | | | | | |
| | | 風力發電 | | Wind energy | | | | | |
| | | 風力發電 | | 相關產品 | | | | | |
| | | 寬帶無線接入 | | 風場運營 | | 稀土電機產品 | | | |
| | | Broadband | | Operation of | | Wind Energy | | | |
| | | Communication | | Wireless | | Related | | | |
| | | Products | | Access | | Products | | | |
| | | ITS | | Field | | REPM | | | |
| | | 千港元 | | 千港元 | | 千港元 | | | |
| | | HK\$'000 | | HK\$'000 | | HK\$'000 | | | |
| | | 智能交通系統 | | Wind Power | | Products | | | |
| | | 千港元 | | 千港元 | | 千港元 | | | |
| | | HK\$'000 | | HK\$'000 | | HK\$'000 | | | |
| | | 未經分配 | | Unallocated | | Consolidated | | | |
| | | 千港元 | | 千港元 | | 千港元 | | | |
| | | HK\$'000 | | HK\$'000 | | HK\$'000 | | | |
| 資本增加 | Capital additions | | | | | | | | |
| - 物業、廠房及設備 | - Property, plant and equipment | 1,180 | 1,670 | 1,789 | 271,810 | — | 10,322 | 3,274 | 290,045 |
| 折舊及攤銷 | Depreciation and amortisation | | | | | | | | |
| - 物業、廠房及設備 | - Property, plant and equipment | 3,361 | 1,446 | 1,833 | 1,051 | — | 859 | 1,077 | 9,627 |
| - 技術授權許可證 | - Technology license right | — | — | 4,900 | — | — | — | — | 4,900 |
| 呆賬撥備 | Allowance for doubtful debts | — | — | 11,441 | — | — | — | — | 11,441 |
| 陳舊存貨撥備 | Allowance for obsolete inventories | — | 358 | 12,380 | — | — | — | — | 12,738 |
| 出售物業、廠房及設備之虧損 | Loss on disposal of property, plant and equipment | — | 79 | 178 | — | — | — | 19 | 276 |

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6. 業務及地區分類 (續)

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

(A) 業務類別 (續)

(A) Business segments (Continued)

- (ii) 截至二零零七年十二月三十一日止年度，有關此等業務之分類資料呈列如下：

- (ii) Segment information about these businesses for the year ended 31 December 2007 is presented below:

損益表

Income statement

| | | 風力發電 Wind energy | | | | | 稀土電機產品 REPM Products | 綜合 Consolidated |
|--------------------------|--|--------------------------------|-----------------|-------------------------------------|---------------------------------------|--|-------------------------|--------------------|
| | | 通訊產品 Communication Products | 智能交通系統 ITS | 寬帶無線接入 Broadband Wireless Access | 風場運營 Operation of Wind Power Field | 風力發電 相關產品 Wind Energy Related Products | | |
| | | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | |
| 營業額 | TURNOVER | | | | | | | |
| 對外銷售 | External sales | 69,144 | 45,397 | 64,214 | — | — | 178,755 | |
| 業績 | RESULT | | | | | | | |
| 分類業績 | Segment result | (9,342) | 1,802 | (73,380) | — | — | (80,920) | |
| 未經分配 公司費用 | Unallocated corporate expenses | | | | | | (23,772) | |
| 未經分配 公司收入 | Unallocated corporate income | | | | | | 4,822 | |
| 財務成本 | Finance costs | | | | | | (16,500) | |
| 確認一間聯營公司 權益之減值虧損 | Impairment loss recognised in respect of interest in an associate | | | | | | (9,227) | |
| 確認共同控制實體 權益之減值虧損 | Impairment loss recognised in respect of interest in jointly controlled entities | | | | | | (474,793) | |
| 確認應收一間 聯營公司款 之減值虧損 | Impairment loss recognised in respect of amount due from an associate | — | — | (1,854) | — | — | (1,854) | |
| 投資物業公平 增加 | Increase in fair value of investment property | | | | | | 6,722 | |
| 應佔聯營公司業績 | Share of results of associates | | | | | | | |
| - 通訊產品 | - Communication products | (2,337) | — | — | — | — | (2,337) | |
| - 智能交通系統 | - ITS | — | (642) | — | — | — | (642) | |
| - 寬帶無線接入 | - Broadband wireless access | — | — | (3,271) | — | — | (3,271) | |
| - 稀土電機產品 | - REPM products | — | — | — | — | (1,949) | (1,949) | |
| - 風場運營 | - Operation of wind power field | — | — | — | 10,823 | — | 10,823 | |
| 應佔共同控制實體 業績 | Share of results of jointly controlled entities | | | | | | | |
| - 汽車系統及產品 | - Automotive system and products | — | — | — | — | — | 20,194 | |
| - 風力發電設施 | - Wind energy facilities | — | — | — | — | 2,183 | 2,183 | |
| 除稅前虧損 | Loss before taxation | | | | | | (570,521) | |
| 稅項 | Taxation | | | | | | (1,510) | |
| 本年度虧損 | Loss for the year | | | | | | (572,031) | |

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6. 業務及地區分類 (續)

(A) 業務類別 (續)

- (ii) 截至二零零七年十二月三十一日止年度，有關此等業務之分類資料呈列如下：(續)

資產負債表

| | | Balance sheet | | | | | | |
|------------|--|---------------|--------|--------------|---------|----------|-------|--------------|
| | | 通訊產品 | | 寬帶無線接入 | | 風力發電 | | |
| | | 智能交通系統 | | 風場運營 | | 風力發電 | | |
| | | Broadband | | Wind Energy | | 稀土電機產品 | | |
| | | Wireless | | Operation of | | 相關產品 | | |
| | | ITS | | Wind Power | | REPM | | 綜合 |
| | | Access | | Field | | Products | | Consolidated |
| | | Products | | Products | | Products | | Products |
| | | 千港元 | | 千港元 | | 千港元 | | 千港元 |
| | | HK\$'000 | | HK\$'000 | | HK\$'000 | | HK\$'000 |
| 資產 | ASSETS | | | | | | | |
| 分類資產 | Segment assets | 35,850 | 24,845 | 83,026 | — | — | — | 143,721 |
| 於聯營公司之權益 | Interests in associates | | | | | | | |
| — 智能交通系統 | - ITS | — | 678 | — | — | — | — | 678 |
| — 寬帶無線接入 | - Broadband wireless access | — | — | 6,076 | — | — | — | 6,076 |
| — 稀土電機產品 | - REPM products | — | — | — | — | — | 8,289 | 8,289 |
| — 風場運營 | - Operation of wind power field | — | — | — | 155,785 | — | — | 155,785 |
| 於共同控制實體之權益 | Interests in jointly controlled entities | | | | | | | |
| — 汽車系統及產品 | - Automotive system and products | — | — | — | — | — | — | 819,823 |
| — 風力發電設施 | - Wind energy facilities | — | — | — | — | 422,173 | — | 422,173 |
| 未經分配公司資產 | Unallocated corporate assets | | | | | | | 658,103 |
| 綜合資產總額 | Consolidated total assets | | | | | | | 2,214,648 |
| 負債 | LIABILITIES | | | | | | | |
| 分類負債 | Segment liabilities | 14,275 | 12,785 | 16,542 | — | — | — | 43,602 |
| 未經分配公司負債 | Unallocated corporate liabilities | | | | | | | 599,203 |
| 綜合負債總額 | Consolidated total liabilities | | | | | | | 642,805 |

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

(A) Business segments (Continued)

- (ii) Segment information about these businesses for the year ended 31 December 2007 is presented below: (Continued)

Balance sheet

| | | Balance sheet | | | | | | |
|------------|--|---------------|--------|--------------|---------|----------|-------|--------------|
| | | 通訊產品 | | 寬帶無線接入 | | 風力發電 | | |
| | | 智能交通系統 | | 風場運營 | | 風力發電 | | |
| | | Broadband | | Wind Energy | | 稀土電機產品 | | |
| | | Wireless | | Operation of | | 相關產品 | | |
| | | ITS | | Wind Power | | REPM | | 綜合 |
| | | Access | | Field | | Products | | Consolidated |
| | | Products | | Products | | Products | | Products |
| | | 千港元 | | 千港元 | | 千港元 | | 千港元 |
| | | HK\$'000 | | HK\$'000 | | HK\$'000 | | HK\$'000 |
| 資產 | ASSETS | | | | | | | |
| 分類資產 | Segment assets | 35,850 | 24,845 | 83,026 | — | — | — | 143,721 |
| 於聯營公司之權益 | Interests in associates | | | | | | | |
| — 智能交通系統 | - ITS | — | 678 | — | — | — | — | 678 |
| — 寬帶無線接入 | - Broadband wireless access | — | — | 6,076 | — | — | — | 6,076 |
| — 稀土電機產品 | - REPM products | — | — | — | — | — | 8,289 | 8,289 |
| — 風場運營 | - Operation of wind power field | — | — | — | 155,785 | — | — | 155,785 |
| 於共同控制實體之權益 | Interests in jointly controlled entities | | | | | | | |
| — 汽車系統及產品 | - Automotive system and products | — | — | — | — | — | — | 819,823 |
| — 風力發電設施 | - Wind energy facilities | — | — | — | — | 422,173 | — | 422,173 |
| 未經分配公司資產 | Unallocated corporate assets | | | | | | | 658,103 |
| 綜合資產總額 | Consolidated total assets | | | | | | | 2,214,648 |
| 負債 | LIABILITIES | | | | | | | |
| 分類負債 | Segment liabilities | 14,275 | 12,785 | 16,542 | — | — | — | 43,602 |
| 未經分配公司負債 | Unallocated corporate liabilities | | | | | | | 599,203 |
| 綜合負債總額 | Consolidated total liabilities | | | | | | | 642,805 |

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6. 業務及地區分類 (續)

(A) 業務類別 (續)

- (ii) 截至二零零七年十二月三十一日止年度，有關此等業務之分類資料呈列如下：(續)

其他資料

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

(A) Business segments (Continued)

- (ii) Segment information about these businesses for the year ended 31 December 2007 is presented below: (Continued)

Other information

| | | 寬帶無線接入 | | | | |
|------------|------------------------------------|--------------|-----------------|------------------|-----------------|--------|
| | 通訊產品 | | Broadband | | | |
| | Communication Products | 智能交通系統 ITS | Wireless Access | 未經分配 Unallocated | 綜合 Consolidated | |
| | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | |
| 資本增加 | Capital additions | | | | | |
| — 物業、廠房及設備 | - Property, plant and equipment | 146 | 1,100 | 77 | 3,664 | 4,987 |
| 折舊及攤銷 | Depreciation and amortisation | | | | | |
| — 物業、廠房及設備 | - Property, plant and equipment | 2,828 | 1,360 | 1,740 | 621 | 6,549 |
| — 技術授權許可證 | - Technology license right | — | — | 4,900 | — | 4,900 |
| 呆賬撥備 | Allowance for doubtful debts | — | — | 26,340 | — | 26,340 |
| 陳舊存貨撥備 | Allowance for obsolete inventories | — | 93 | 38,630 | — | 38,723 |

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截至二零零八年十二月三十一日止年度
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6. 業務及地區分類 (續)

(B) 地區分類

本集團之業務位於香港及中國之其他地區。

- (i) 下表載列本集團銷售額按基於客戶地區位置之地區市場之分析：

| | |
|----------------|------------------------------|
| 中國 | PRC |
| 香港 | Hong Kong |
| 美國 | United States of America |
| 其他 | Unallocated reconciling item |
| <hr/> | |
| 184,206 | |

- (ii) 以下分類資產及添置物業、廠房及設備之賬面值分析，乃按資產所處之地區進行分析。

| | | 分類資產賬面值 Carrying amount of segment assets | | 添置物業、廠房及設備 Additions to property, plant and equipment | |
|-------|-----------|---|-------------------------|---|-------------------------|
| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
| 中國 | PRC | 650,945 | 84,877 | 288,212 | 2,984 |
| 香港 | Hong Kong | 16,479 | 58,844 | 1,833 | 2,003 |
| <hr/> | | 667,424 | 143,721 | 290,045 | 4,987 |

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

(B) Geographical segments

The Group's operations are located in Hong Kong and other regions of the PRC.

- (i) The following table provides an analysis of the Group's sales by geographical market based on geographical location of customers:

| | | |
|----------------|-------------------------|-------------------------|
| | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
| 中國 | 126,342 | 71,401 |
| 香港 | 24,575 | 15,462 |
| 美國 | 28,539 | 82,151 |
| 其他 | 4,750 | 9,741 |
| <hr/> | | |
| 184,206 | | 178,755 |

- (ii) The following is an analysis of the carrying amount of the segment assets, and additions to property, plant and equipment analysed by the geographical area in which the assets are located.

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7. 財務成本

7. FINANCE COSTS

| | | 2008 | 2007 |
|--------------|--|-----------------|----------|
| | | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 |
| 銀行及其他貸款利息支出： | Interest on bank and other loans: | | |
| – 須於五年內悉數償還 | - wholly repayable within five years | 33,224 | 16,500 |
| – 不須於五年內悉數償還 | - not wholly repayable within five years | 845 | — |
| | | 34,069 | 16,500 |

8. 稅項

8. TAXATION

| | | 2008 | 2007 |
|--------------|-------------------------------------|-----------------|----------|
| | | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 |
| 本年度稅項支出包括： | Tax charge for the year comprises: | | |
| 即期稅項： | Current tax | | |
| 中國企業所得稅 | PRC Enterprise Income Tax | 2,178 | 109 |
| 往年撥備(超額)不足： | (Over)underprovision in prior years | | |
| 香港 | Hong Kong | — | (330) |
| 中國企業所得稅 | PRC Enterprise Income Tax | — | 50 |
| | | — | (280) |
| 遞延稅項支出(附註26) | Deferred tax charge (note 26) | 5,243 | 1,681 |
| | | 7,421 | 1,510 |

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8. 稅項 (續)

本年度稅項支出與除稅前虧損之對賬如下：

8. TAXATION (Continued)

The reconciliation of tax charge for the year to the loss before taxation is as follows:

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|--|---|-------------------------|-------------------------|
| 除稅前虧損 | Loss before taxation | (488,507) | (570,521) |
| 按中國企業所得稅 稅率25%之稅項支出 (二零零七年：33%) (附註) | Tax credit at PRC Enterprise Income Tax of 25% (2007: 33%) (Note) | (122,127) | (188,272) |
| 應佔聯營公司及共同控制 實體業績 | Share of results of associates and jointly controlled entities | (17,920) | (8,250) |
| 就稅務不可扣除開支 之稅務影響 | Tax effect of expenses not deductible for tax purpose | 122,296 | 163,616 |
| 未經確認不可扣除暫時差額 之稅務影響 | Tax effect of deductible temporary differences not recognised | 3,001 | 10,147 |
| 就稅務不須課稅的收入 之稅務影響 | Tax effect of income not taxable for tax purpose | (1,947) | (1,196) |
| 未經確認虧損 之稅務影響 | Tax effect of losses not recognised | 16,823 | 20,814 |
| 動用先前未經確認之稅項虧損 | Utilisation of tax losses previously not recognised | (3,725) | (2,070) |
| 未經分配附屬公司溢利之 稅務影響 | Tax effect of undistributed profits of subsidiaries | 5,812 | — |
| 在其他司法權區經營業務 的附屬公司之不同稅率影響 | Effect of different tax rates of subsidiaries operating in other jurisdictions | 6,307 | 7,001 |
| 授予中國一間附屬公司稅務 豁免之影響 | Effect of tax exemptions granted to a subsidiary in the PRC | (801) | — |
| 往年撥備不足 | Underprovision in prior years | — | (280) |
| 其他 | Others | (298) | — |
| 本年度稅項支出 | Tax charge for the year | 7,421 | 1,510 |

附註：

年內，用作對賬之稅率已由香港利得稅率改為中國企業所得稅率，即本集團業務現時主要位於之司法權區。比較數字已重列以符合本年度呈列。

Note:

During the year, the tax rate used for tax reconciliation purpose has been changed from Hong Kong Profits Tax rate to PRC Enterprise Income Tax rate, which is the jurisdiction where the operation of the Group is now substantially based. Comparative figures have been represented to conform with current year's presentation.

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》，公司利得稅率由17.5%減少至16.5%，於2008/2009評稅年度起生效。因此，年內，香港利得稅按預計應課稅溢利16.5%（二零零七年：17.5%）計算。由於應課稅溢利已由稅項虧損結算悉數抵銷，故年內來自香港的利潤無須支付稅項。

根據中國之相關法律及規例，本公司若干在中國經營的附屬公司，於首個經營獲利年度頭兩年無須支付中國企業所得稅，其後，附屬公司於之後三年獲免50%中國企業所得稅。免稅期內扣減稅率為25%（二零零七年：零）。於考慮該等稅務優惠後，無須就中國企業所得稅作出撥備。該等稅務優惠將於二零一二年屆滿。

於二零零七年三月十六日，中華人民共和國根據中華人民共和國國家主席法令第63號頒布中華人民共和國企業所得稅法（「新稅法」）。於二零零七年十二月六日，中國國務院頒布新稅法實施細則。根據新稅法及其實施細則，由二零零八年一月一日起，若干附屬公司之適用稅率將由33%調整至25%。

於其他司法權區（包括香港）產生之稅項按相關司法權區之現行稅率計算。

8. TAXATION (Continued)

On 26 June 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 which reduced corporate profits tax rate from 17.5% to 16.5% effective from the year of assessment 2008/2009. Therefore, Hong Kong Profits Tax is calculated at 16.5% (2007: 17.5%) of the estimated assessable profit for the year. No tax is payable on the profit for the year arising in Hong Kong since the assessable profit is wholly absorbed by tax losses brought forward.

Pursuant to relevant laws and regulations in the PRC, certain of the Company's subsidiaries operating in the PRC are entitled to an exemption from PRC Enterprise Income Tax for the first two years commencing from first profit making year of operations and thereafter, the subsidiaries are entitled to a 50% relief from PRC Enterprise Income Tax for the following three years. The reduced tax rate for the relief period is at 25% (2007: nil). No PRC Enterprise Income Tax has been provided for after taking these tax incentives into account. These tax incentives will be expired by the year 2012.

On 16 March 2007, the People's Republic of China promulgated the Law of the People's Republic of China of Enterprise Income Tax (the "New Law") by Order No. 63 of the President of the People's Republic of China. On 6 December 2007, the State Council of the PRC issued Implementation Regulations of the New Law. The New Law and Implementation Regulations will change the tax rate from 33% to 25% for certain subsidiaries from 1 January 2008 onwards.

Taxation arising in other jurisdictions including Hong Kong is calculated at the rates prevailing in the relevant jurisdictions.

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9. 本年度虧損

9. LOSS FOR THE YEAR

| | | 2008 | 2007 |
|----------------------------|--|-----------------|----------|
| | | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 |
| 本年度虧損已於扣除 下列各項後達致： | Loss for the year has been arrived at after charging: | | |
| 董事酬金 | Directors' emoluments | 4,191 | 2,915 |
| 其他員工成本 | Other staff costs | 27,964 | 22,934 |
| 其他僱員退休 福利計劃供款 | Other staff's retirement benefits scheme contributions | 959 | 960 |
| | | 33,114 | 26,809 |
| 無形資產攤銷 (計入銷售成本內) | Amortisation of intangible assets (included in cost of sales) | 4,900 | 4,900 |
| 核數師酬金 | Auditor's remuneration | 2,800 | 3,500 |
| 確認為開支之存貨成本 | Cost of inventories recognised as an expense | 149,951 | 105,821 |
| 物業、廠房及設備之折舊 | Depreciation of property, plant and equipment | 9,627 | 6,549 |
| 出售物業、廠房及 設備之虧損 | Loss on disposal of property, plant and equipment | 276 | 95 |
| 就土地及樓宇之 經營租約之 已付最低租金 | Minimum lease payments under operating leases in respect of land and buildings | 7,205 | 4,697 |
| 呆賬撥備 | Allowance for doubtful debts | 11,441 | 26,340 |
| 陳舊存貨撥備 | Allowance for obsolete inventories | 12,738 | 38,723 |
| 應收聯營公司款項撥備 | Allowance for amounts due from associates | 17,837 | 1,854 |
| 已確認匯兌虧損淨額 | Net exchange loss recognised | — | 6,478 |
| 及計入 | and crediting: | | |
| 政府補助 | Government grants | 339 | — |
| 租金收入 | Rental income | 1,292 | 1,190 |
| 利息收入 | Interest income | 4,971 | 2,220 |
| 已確認匯兌收益淨額 | Net exchange gain recognised | 996 | — |

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10. 董事及僱員酬金

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) 董事

已付或應付十二位(二零零七年：十位)董事各自之酬金如下：

(a) Directors

The emoluments paid or payable to each of the twelve (2007: ten) directors were as follows:

| | | 2008 | | | | 2007 | | | |
|------|----------------------|-----------------------------------|--------------------------------------|--------------|----------|-----------------------------------|--------------------------------------|--------------|----------|
| | | 其他酬金 | | | | 其他酬金 | | | |
| | | Other emoluments | | | | Other emoluments | | | |
| | | 薪金及 其他福利 | 退休福利 計劃供款 | | | 薪金及 其他福利 | 退休福利 計劃供款 | | |
| | | Salaries and other benefits | Retirement contribution scheme | 總計 | | Salaries and other benefits | Retirement contribution scheme | 總計 | |
| | | Fees | benefits | contribution | Total | Fees | benefits | contribution | Total |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| 吳燕生* | Wu Yansheng* | — | — | — | — | — | — | — | — |
| 梁小虹* | Liang Xiaohong* | — | — | — | — | — | — | — | — |
| 韓樹旺 | Han Shuwang | — | 1,704 | — | 1,704 | — | 1,125 | — | 1,125 |
| 王曉東 | Wang Xiaodong | — | 1,262 | 12 | 1,274 | — | 995 | 12 | 1,007 |
| 李光 | Li Guang | — | 913 | — | 913 | — | 583 | — | 583 |
| 吳江^ | Wu Jiang^ | — | — | — | — | — | — | — | — |
| 唐國宏 | Tang Guohong | — | — | — | — | — | — | — | — |
| 王德臣^ | Wang Dechen^ | 100 | — | — | 100 | — | — | — | — |
| 簡麗娟^ | Kan Lai Kuen, Alice^ | 100 | — | — | 100 | — | — | — | — |
| 吳君棟^ | Gordan Ng^ | 100 | — | — | 100 | — | — | — | — |
| 毛關勇# | Moh Kwen Yung# | — | — | — | — | 50 | — | — | 50 |
| 朱世雄# | Zhu Shixiong# | — | — | — | — | 50 | — | — | 50 |
| 黃輝# | Wang Fai, Philip# | — | — | — | — | 50 | — | — | 50 |
| 姚瀛偉# | Yiu Ying Wai# | — | — | — | — | 50 | — | — | 50 |
| 總額 | Total | 300 | 3,879 | 12 | 4,191 | 200 | 2,703 | 12 | 2,915 |

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10. 董事及僱員酬金 (續)

(a) 董事 (續)

該等董事已於截至二零零八年十二月三十一日止年度內辭任。

^ 該等董事已於截至二零零八年十二月三十一日止年度獲委任。

* 該等董事已於截至二零零七年十二月三十一日止年度內辭任。

概無董事於截至二零零八年十二月三十一日止年度放棄任何薪酬(二零零七年：無)。

年內薪金包括年內薪金及於年內釐訂之上一年花紅。

(b) 五位最高薪酬僱員

五位最高薪酬僱員包括三位(二零零七年：三位)董事。兩位(二零零七年：三位)最高薪酬僱員之酬金如下：

| | |
|----------|---|
| 薪金及其他福利 | Salaries and other benefits |
| 退休福利計劃供款 | Retirement benefits scheme contribution |

兩年內支付予上述兩位最高薪酬僱員每人之每年總薪酬並無超過1,000,000港元。

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors (Continued)

These directors resigned during the year ended 31 December 2008.

^ These directors were appointed during the year ended 31 December 2008.

* These directors resigned during the year ended 31 December 2007.

No directors waived any emoluments in the year ended 31 December 2008 (2007: Nil).

The salaries for the year included salaries for the year and bonuses relating to the preceding year determined in the year.

(b) Five highest paid individuals

The five highest paid individuals included three (2007: three) directors. The emoluments of the two highest paid individuals were as follows:

| | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|----------|-------------------------|-------------------------|
| 薪金及其他福利 | 1,826 | 1,368 |
| 退休福利計劃供款 | — | 24 |
| | 1,826 | 1,392 |

The aggregate emoluments paid to each of the above two highest paid individuals for both years did not exceed HK\$1,000,000.

11. 股息

截至二零零八年十二月三十一日止年度，本集團概無派發或擬派發任何股息，自結算日以來亦無建議派發任何股息（二零零七年：無）。

11. DIVIDEND

No dividend was paid or proposed during the year ended 31 December 2008, nor has any dividend been proposed since the balance sheet date (2007: nil).

12. 每股虧損 – 基本

本公司普通股持有人應佔之每股基本虧損乃基於下列數據計算。

12. LOSS PER SHARE - BASIC

The calculation of the basic loss per share attributable to the ordinary equity holders of the Company is based on the following data.

| | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|---------------|-------------------------|-------------------------|
| 用作計算每股基本虧損之虧損 | (499,626) | (573,901) |

| | 股份數目 Number of shares | |
|---------------------|--------------------------|---------------|
| | 2008 | 2007 |
| 用作計算每股基本虧損之加權平均股份數目 | 3,623,995,668 | 1,572,198,568 |

截至二零零七年十二月三十一日年度內已發行股份之加權平均數已根據以每股0.35港元之價格於二零零七年十月公開招股之406,855,905股股份及因收購附屬公司而以每股0.87港元之價格發行之2,200,000,000股股份作出調整。

The weighted average number of shares in issue during the year ended 31 December 2007 had been adjusted for the effect of open offer of 406,855,905 offer shares at a price of HK\$0.35 per offer share issued in October 2007; and the effect of 2,200,000,000 shares issued for acquisition of subsidiaries at a price of HK\$0.87 per share.

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13. 投資物業

13. INVESTMENT PROPERTY

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|-------------------------|--|-------------------------|-------------------------|
| 公平值 | FAIR VALUE | | |
| 於年初 | At beginning of the year | 21,000 | — |
| 轉撥自物業、廠房及設備 | Transferred from property, plant and equipment | — | 13,686 |
| 匯兌調整 | Exchange adjustment | 1,800 | 592 |
| 已於綜合損益表確認 之公平值(減少)增加 | (Decrease) increase in fair value recognised in the consolidated income statement | (2,280) | 6,722 |
| 於年終 | At end of the year | 20,520 | 21,000 |

上述按中期租賃年期租賃的投資物業位於中國深圳。

本集團於二零零八年十二月三十一日之投資物業公平值由與本集團並無關連之獨立合資格專業估值師萊坊測計師行有限公司於同日進行評估。萊坊測計師行有限公司為估值師公會會員，擁有於相關地點進行類似物業估值之適當資格及最新經驗。該項估值於參考中國深圳類似物業之市場交易價格後作出。

本集團根據獲取租金收益之經營租賃持有或持作資本增值目的之所有物業權益均按公平值模式計量，劃分為投資物業並以投資物業入賬。

The above investment property is located in Shenzhen, the PRC under medium lease term.

The fair value of the Group's investment property at 31 December 2008 has been arrived at on the basis of a valuation carried out on that date by Knight Frank Petty Limited, independent qualified professional valuers not connected with the Group. Knight Frank Petty Limited is a member of the Institute of Valuers, and has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation was arrived at by reference to market evidence of transaction prices for similar properties in Shenzhen, the PRC.

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment property.

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14. 物業、廠房及設備/收購物業、廠房及設備所支付之按金

14. PROPERTY, PLANT AND EQUIPMENT/ DEPOSITS PAID FOR ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT

| | | 租賃土地 及樓宇 Leasehold land and buildings 千港元 HK\$'000 | 廠房、設備 及機器 Plant, equipment and machinery 千港元 HK\$'000 | 風力發電 廠房及設備 Wind energy plant and equipment 千港元 HK\$'000 | 模具及 工具 Moulds and tools 千港元 HK\$'000 | 傢具及 辦公室 設備 Furniture and office equipment 千港元 HK\$'000 | 汽車 Motor vehicles 千港元 HK\$'000 | 總額 Total 千港元 HK\$'000 |
|----------------------|--|--|--|--|--|---|--|--------------------------------|
| 成本 | COST | | | | | | | |
| 於二零零七年一月一日 | At 1 January 2007 | 12,181 | 34,131 | — | 3,044 | 18,617 | 4,307 | 72,280 |
| 匯兌調整 | Exchange adjustments | 131 | 2,052 | — | 159 | 301 | 121 | 2,764 |
| 增加 | Additions | — | 555 | — | — | 538 | 1,993 | 3,086 |
| 收購附屬 公司時獲得 | Acquired on acquisition of subsidiaries | — | 564 | — | — | — | 1,337 | 1,901 |
| 轉撥至投資物業之土地 及樓宇之重估 | Revaluation of land and buildings upon transfer to investment property | 1,864 | — | — | — | — | — | 1,864 |
| 轉撥至投資物業 | Transferred to investment property | (13,974) | — | — | — | — | — | (13,974) |
| 出售 | Disposals | — | — | — | (61) | (1,146) | (1,208) | (2,415) |
| 於二零零七年十二月三十一日 | At 31 December 2007 | 202 | 37,302 | — | 3,142 | 18,310 | 6,550 | 65,506 |
| 匯兌調整 | Exchange adjustments | 18 | 3,127 | — | 235 | 461 | 304 | 4,145 |
| 增加 | Additions | — | 1,584 | 58,633 | 148 | 2,446 | 4,775 | 67,586 |
| 收購附屬公司時獲得 | Acquired on acquisition of subsidiaries | 12,652 | 9,495 | 198,638 | — | 434 | 1,240 | 222,459 |
| 出售 | Disposals | — | (1,361) | — | — | (3,659) | (803) | (5,823) |
| 於二零零八年十二月三十一日 | At 31 December 2008 | 12,872 | 50,147 | 257,271 | 3,525 | 17,992 | 12,066 | 353,873 |
| 折舊 | DEPRECIATION | | | | | | | |
| 於二零零七年一月一日 | At 1 January 2007 | 360 | 12,014 | — | 1,565 | 13,230 | 2,232 | 29,401 |
| 匯兌調整 | Exchange adjustments | 7 | 713 | — | 76 | 99 | 23 | 918 |
| 本年撥備 | Provided for the year | 9 | 4,118 | — | 587 | 1,065 | 770 | 6,549 |
| 轉撥至投資物業時沖銷 | Eliminated on transfer to investment property | (288) | — | — | — | — | — | (288) |
| 出售時沖銷 | Eliminated on disposals | — | — | — | (8) | (628) | (1,040) | (1,676) |
| 於二零零七年十二月三十一日 | At 31 December 2007 | 88 | 16,845 | — | 2,220 | 13,766 | 1,985 | 34,904 |
| 匯兌調整 | Exchange adjustments | 8 | 876 | — | 155 | 205 | 62 | 1,306 |
| 本年撥備 | Provided for the year | 68 | 5,799 | 944 | 400 | 1,151 | 1,265 | 9,627 |
| 出售時沖銷 | Eliminated on disposals | — | (172) | — | — | (973) | (80) | (1,225) |
| 於二零零八年十二月三十一日 | At 31 December 2008 | 164 | 23,348 | 944 | 2,775 | 14,149 | 3,232 | 44,612 |
| 賬面淨值 | CARRYING VALUES | | | | | | | |
| 於二零零八年十二月三十一日 | At 31 December 2008 | 12,708 | 26,799 | 256,327 | 750 | 3,843 | 8,834 | 309,261 |
| 於二零零七年十二月三十一日 | At 31 December 2007 | 114 | 20,457 | — | 922 | 4,544 | 4,565 | 30,602 |

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14. 物業、廠房及設備/收購物業、廠房及設備所支付之按金 (續)

上述有關物業、廠房及設備之項目以直線法按以下年率折舊：

| | |
|-----------|----------------------|
| 租賃土地及樓宇 | 4 - 5%或尚餘租賃年期，以較短者為準 |
| 廠房、設備及機器 | 9 - 15% |
| 風力發電廠房及設備 | 5 - 15% |
| 模具及工具 | 25% |
| 傢具及辦公室設備 | 10 - 25% |
| 汽車 | 18 - 25% |

本集團上述之物業權益為於中國持有中期租約。

收購物業、廠房及設備所支付之按金148,643,000港元（二零零七年：105,526,000港元），乃一附屬公司就收購風力發電機及機器支付的按金。附屬公司在中國內蒙古從事鋪設風場運營。

14. PROPERTY, PLANT AND EQUIPMENT/ DEPOSITS PAID FOR ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT

(Continued)

The above items of property, plant and equipment are depreciated on a straight line basis at the following rates per annum:

| | |
|---------------------------------|--|
| Leasehold land and buildings | 4 - 5% or over the unexpired lease terms, whichever is shorter |
| Plant, equipment and machinery | 9 - 15% |
| Wind energy plant and equipment | 5 - 15% |
| Moulds and tools | 25% |
| Furniture and office equipment | 10 - 25% |
| Motor vehicles | 18 - 25% |

The Group's property interests shown above were held under medium term leases in the PRC.

Deposits paid for acquisition of property, plant and equipment of HK\$148,643,000 (2007: HK\$105,526,000) represent deposits paid for acquisition of wind energy generators and machineries by a subsidiary. The subsidiary is engaged in the implementation of wind power field in Inner Mongolia, PRC.

15. 商譽

15. GOODWILL

千港元
HK\$'000

| 成本 | COST | |
|--|--|--------|
| 於二零零七年一月一日及 二零零七年十二月三十一日 | At 1 January 2007 and 31 December 2007 | 3,210 |
| 收購附屬公司(附註30) | Acquisition of subsidiaries (note 30) | 8,548 |
| 二零零八年十二月三十一日 | At 31 December 2008 | 11,758 |
| 減值 | IMPAIRMENT | |
| 於二零零七年一月一日、 二零零七年十二月三十一日及 二零零八年十二月三十一日 | At 1 January 2007, 31 December 2007 and 31 December 2008 | 3,210 |
| 賬面值 | CARRYING VALUES | |
| 於二零零八年十二月三十一日 | At 31 December 2008 | 8,548 |
| 於二零零七年十二月三十一日 | At 31 December 2007 | — |

誠如附註6所論述，本集團使用業務類別作為其申報類別資料之主要類別。就減值測試而言，無限期使用年期的商譽已分配至個別現金產生單位。下列為於二零零八年十二月三十一日分配至該等單位的商譽賬面值：

As explained in note 6, the Group uses business segments as its primary segment for reporting segment information. For the purposes of impairment testing, goodwill with indefinite useful lives has been allocated to the individual cash generating units ("CGUs"). The carrying amounts of goodwill as at 31 December 2008 allocated to these units are as follows:

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|----------|-------------------------------|-------------------------|-------------------------|
| 風場運營 | Operation of wind power field | 1,968 | — |
| 製造稀土電機產品 | Manufacture of REPM products | 6,580 | — |
| | | 8,548 | — |

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15. 商譽 (續)

現金產生單位之可收回金額乃按使用計算價值釐定。使用價值計算之主要假設乃與期內貼現率、增長率及預期售價及直接成本變動有關。管理層採用除稅前比率估計貼現率，反映貨幣時間值及現金產生單位特定風險之現有市場評估。增長率乃按行業增長預計為定。售價及直接成本之變動乃根據過往做法及預期市場未來變動。

年內，本集團使用以最近期財務業績編製的財務預算而得出之現金流量預測為基準，審閱商譽減值，而該預測是以管理層批准之5年期估計，按風場運營及製造稀土電機產品之分別貼現率11.7%及15%來運算，以反映貨幣時間值及現金產生單位特定風險之現有市場評估。鑑於本集團的行業增長預測，風場運營及製造稀土電機產品的增長率分別為3.5%及20%。五年期以外之現金流量按穩定增長率3.5%作出推斷。管理層相信任何該等假設之任何可能變動將不會造成賬面總值超過總回收金額。年內，有關收購附屬公司產生之商譽並無確認減值虧損。

15. GOODWILL (Continued)

The recoverable amounts of the CGUs are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the period. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates are based on industry growth forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

During the year, the Group performed impairment review for goodwill based on cash flow forecasts derived from the financial budgets which was prepared by using the most recent financial results with projections approved by management covering a 5-year period at discount rates of 11.7% for operation of wind power field and 15% for manufacture of REPM products, which reflects current market assessments of the time value of money and the risks specific to the CGUs. The growth rates for operation of wind power field and manufacture of REPM products are 3.5% and 20% respectively, in light of the Group's industry growth forecasts. Cashflows beyond the 5-year period are extrapolated using a steady growth rate of 3.5%. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount. No impairment loss was recognised in relation to goodwill arising on acquisition of subsidiaries during the year.

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16. 無形資產

16. INTANGIBLE ASSETS

| | | 開發成本 Development costs 千港元 HK\$'000 | 技術授權 許可證 Technology license right 千港元 HK\$'000 | 總額 Total 千港元 HK\$'000 |
|-----------------------------|---|--|--|--------------------------------|
| 成本 | COST | | | |
| 於二零零七年一月一日及 二零零七年十二月三十一日 | At 1 January 2007 and 31 December 2007 | 8,618 | 35,100 | 43,718 |
| 撤銷 | Write off | (8,618) | — | (8,618) |
| 於二零零八年十二月三十一日 | At 31 December 2008 | — | 35,100 | 35,100 |
| 攤銷及減值 | AMORTISATION AND IMPAIRMENT | | | |
| 於二零零七年一月一日 | At 1 January 2007 | 8,618 | 25,300 | 33,918 |
| 本年度攤銷 | Amortised for the year | — | 4,900 | 4,900 |
| 於二零零八年一月一日 | At 1 January 2008 | 8,618 | 30,200 | 38,818 |
| 本年度攤銷 | Amortised for the year | — | 4,900 | 4,900 |
| 對銷撤銷 | Eliminated on write off | (8,618) | — | (8,618) |
| 於二零零八年十二月三十一日 | At 31 December 2008 | — | 35,100 | 35,100 |
| 賬面淨值 | CARRYING VALUES | | | |
| 於二零零八年十二月三十一日 | At 31 December 2008 | — | — | — |
| 於二零零七年十二月三十一日 | At 31 December 2007 | 4,900 | — | 4,900 |

無形資產乃就下列期間採用直線法攤銷：

開發成本 3至5年
技術授權許可證 3年

開發成本乃由內部產生。

技術授權許可證(包括寬帶產品分銷權)乃自第三方購得。

Intangible assets are amortised on a straight line basis over the following periods:

Development costs 3 - 5 years
Technology license right 3 years

Development costs are internally generated.

Technology license right, which includes the right of distribution of broadband products, was acquired from third party.

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17. 於聯營公司之權益

17. INTERESTS IN ASSOCIATES

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|--------------|--|-------------------------|-------------------------|
| 非上市投資之成本 | Cost of unlisted investments | 164,790 | 170,384 |
| 匯兌調整 | Exchange adjustments | 23,295 | 8,755 |
| 應佔收購後溢利，扣除股息 | Share of post-acquisition profits, net of dividend | 23,741 | 916 |
| 應佔資產淨值 | Share of net assets | 211,826 | 180,055 |
| 減：確認之減值虧損 | Less: Impairment loss recognised | — | (9,227) |
| | | 211,826 | 170,828 |

非上市投資成本包括於二零零七年因收購一家聯營公司而產生之商譽9,227,000港元及於二零零六年因視為出售一家附屬公司而產生之聯營公司身份變動之商譽426,000港元(二零零七年：426,000港元)。二零零七年所產生之商譽主要由於合約各方就本集團簽訂買賣協議進行收購而釐定代價股份發行價當日及收購日之間本公司股價大幅上升所致。

於二零零七年，本集團確認於聯營公司權益之賬面值之減值虧損9,227,000港元。可收回金額按公平值減出售成本計算得出，此乃由董事經參考合約各方於本集團訂立買賣協議當日所釐定之聯營公司公平值而作出估計，本公司董事認為，聯營公司之公平值自該日起至二零零七年十二月三十一日並未出現重大變動。

年內，本集團收購一間聯營公司江蘇航天萬源稀土電機有限公司(「江蘇萬源」)的額外權益，成為擁有49%之附屬公司，詳情載於附註30。因此，於聯營公司的權益賬面金額及相關累計減值虧損9,227,000港元已作為收購附屬公司代價之一部份而撥轉。

Included in the cost of unlisted investments is goodwill of HK\$9,227,000 arising on the acquisition of an associate in 2007 and goodwill of HK\$426,000 (2007: HK\$426,000) arising on change of status of an associate as a result of deemed disposal of a subsidiary in 2006. The goodwill which arose in 2007 was mainly attributable to the substantial increase in the share price of the Company between the date when the issue price of the consideration shares for the purpose of the acquisition pursuant to the sale and purchase agreements entered into by the Group was determined by the contracting parties and the date of the acquisition.

The Group recognised an impairment loss of HK\$9,227,000 in relation to the carrying amount of the interests in the associate in 2007. The recoverable amount was determined based on fair value less costs to sell calculation estimated by the directors by reference to the fair value of the associate determined by the contracting parties at the date when the sale and purchase agreement was entered into by the Group, as in the opinion of the directors of the Company, the fair value of the associate had not changed significantly from that date to 31 December 2007.

During the year, the Group acquired additional interest in an associate, Jiangsu Aerospace Wan Yuan REPM Motor Co., Ltd. ("Jiangsu Wan Yuan"), which became a 49% owned subsidiary, with details set out in note 30. Accordingly, the carrying amount of the interest in an associate and related accumulated impairment loss of HK\$9,227,000 had been transferred as part of consideration for acquisition of a subsidiary.

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17. 於聯營公司之權益 (續)

本集團已停止確認其應佔聯營公司之虧損。本年度及過往未確認之應佔聯營公司虧損額，摘錄自有關聯營公司會計賬目，如下：

17. INTERESTS IN ASSOCIATES (Continued)

The Group has discontinued recognition of its share of loss of an associate. The amount of unrecognised share of loss of the associate, extracted from the relevant management account of the associate, both for the year and cumulatively, are as follows:

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|-------------------------|--|-------------------------|-------------------------|
| 本年度未確認之應佔 聯營公司(虧損)溢利 | Unrecognised share of (loss) profit of associate for the year | (1,260) | 97 |
| 累計未確認之應佔 聯營公司虧損 | Accumulated unrecognised share of loss of an associate | (79,655) | (78,395) |

本集團聯營公司之概述財務資料如下：

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

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|--------------------|--|-------------------------|-------------------------|
| 資產總額 | Total assets | 3,980,907 | 3,349,811 |
| 負債總額 | Total liabilities | 2,921,713 | 2,680,125 |
| 資產淨值 | Net assets | 1,059,194 | 669,686 |
| 本集團應佔聯營公司之 資產淨值 | Group's share of net assets of associates | 211,400 | 170,402 |
| 收入 | Revenue | 470,360 | 182,294 |
| 本年度溢利 | Profit for the year | 149,783 | 21,905 |
| 本集團應佔聯營公司業績 | Group's share of results of associates | 29,371 | 2,721 |

本集團於二零零八年十二月三十一日之
主要聯營公司詳情載於附註35。

Details of the principal associates of the Group at 31 December
2008 are set out in note 35.

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18. 於共同控制實體之權益

18. INTERESTS IN JOINTLY CONTROLLED ENTITIES

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|----------------------------|---|-------------------------|-------------------------|
| 於共同控制實體之非上市 投資成本，減收購前股息 | Cost of unlisted investments in jointly controlled entities, net of pre-acquisition dividend | 1,716,789 | 1,716,789 |
| 滙兌調整 | Exchange adjustments | 106,457 | — |
| 應佔收購後溢利，減股息 | Share of post-acquisitions profits, net of dividend | 25,407 | — |
| 應佔資產淨值 | Share of net assets | 1,848,653 | 1,716,789 |
| 減：已確認之減值虧損 | Less: Impairment loss recognised | (898,958) | (474,793) |
| | | 949,695 | 1,241,996 |

非上市投資成本包括分別於二零零七年因收購共同控制實體而產生之商譽1,155,343,000港元（二零零七年：1,155,343,000）。二零零七年度所產生之商譽主要由於合約各方就本集團簽訂買賣協議進行收購而釐定代價股份發行價當日及收購日之間本公司股價大幅上升所致。

於本年度，本集團確認於若干共同控制實體若干權益之賬面值之減值虧損19,153,000港元（二零零七年：474,793,000港元）。可收回金額按使用價值計算得出，方法為以反映兩個年度內有關共同控制實體貨幣時間價值及風險之現行市場評估之折現率12%至13%，估計本集團應佔預期來自共同控制實體之估計未來現金流量的現值。因此，任何超出可收回金額之於共同控制實體之權益賬面值乃確認為減值虧損。

Included in the cost of unlisted investments is goodwill of HK\$1,155,343,000 (2007: HK\$1,155,343,000) arising on the acquisition of jointly controlled entities in 2007. The goodwill which arose in 2007 was mainly attributable to the substantial increase in the share price of the Company between the date when the issue price of the consideration shares for the purpose of the acquisition pursuant to the sale and purchase agreements entered into by the Group was determined by the contracting parties and the date of the acquisition.

During the year, the Group recognised an impairment loss of HK\$19,153,000 (2007: HK\$474,793,000) in relation to the carrying amounts of certain interests in certain jointly controlled entities. The recoverable amount is determined from value in use calculation by estimating the Group's share of the present value of the estimated future cash flows expected to be generated by the jointly controlled entities, using discount rates ranging from 12% to 13% in both years which reflects current market assessments of the time value of money and the risks specific to the jointly controlled entities. Thus, the excess of the carrying amount of these interests in jointly controlled entities over the recoverable amount is recognised as an impairment loss.

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18. 於共同控制實體之權益 (續)

於二零零八年，本集團亦確認有關於共同控制實體，南通航天萬源安迅能風電設備製造有限公司權益之賬面值減值虧損405,012,000港元(二零零七年：零)，當中合營企業夥伴間出現有關業務運作之爭議。本集團有意向向合營企業夥伴出售於共同控制實體之若干股權，有關方面現正進行商討。可收回金額按公平值減出售成本而釐訂，此乃經參考本集團應佔相關資產淨值之賬面值而釐訂。

按股本法入賬應佔本集團權益之本集團共同控制實體之概述財務資料載列如下：

18. INTERESTS IN JOINTLY CONTROLLED ENTITIES (Continued)

The Group also recognised an impairment loss of HK\$405,012,000 in 2008 (2007: nil) in relation to the carrying amount of the interest in a jointly controlled entity, Nantong CASC Wanyuan Acciona Wind Turbine Manufacture Corporation Ltd., which is under disputes between joint venture partners with respect to its business operations. It is currently the intention of the Group to dispose of certain its equity interest in that jointly controlled entity to the joint venture partner and currently negotiations are being conducted among the relevant parties. The recoverable amount is determined based on fair values less costs to sell, estimated by the directors by reference to the carrying value of the underlying net assets attributable to the Group.

The summarised financial information in respect of the Group's jointly controlled entities attributable to the Group's interest which are accounted for using equity method is set out below:

| | | 2008 | 2007 |
|-------|---------------------|--------------------|-------------|
| | | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 |
| 流動資產 | Current assets | 494,302 | 679,548 |
| 非流動資產 | Non-current assets | 160,836 | 145,003 |
| 流動負債 | Current liabilities | (351,441) | (590,398) |
| 資產淨值 | Net assets | 303,697 | 234,153 |
| 收入 | Income | 1,256,821 | 1,405,664 |
| 開支 | Expenses | (1,191,706) | (1,383,287) |
| 本年度溢利 | Profit for the year | 65,115 | 22,377 |

本集團於二零零八年十二月三十一日之主要共同控制實體詳情載於附註35。

Details of the principal jointly controlled entities of the Group at 31 December 2008 are set out in note 35.

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19. 存貨

19. INVENTORIES

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|-----|------------------|-------------------------|-------------------------|
| 原材料 | Raw materials | 16,757 | 8,330 |
| 在製品 | Work-in-progress | 13,561 | 3,580 |
| 製成品 | Finished goods | 24,922 | 12,957 |
| | | 55,240 | 24,867 |

20. 貿易及其他應收款

20. TRADE AND OTHER RECEIVABLES

貿易及其他應收款包括貿易應收款41,910,000港元(二零零七年:61,869,000港元)。本集團給予其客戶平均90日信貸期供銷售產品及提供服務。董事酌情允許數名主要客戶還款期起一年內結算。貿易應收款於結算日之賬齡分析如下:

Included in trade and other receivables are trade receivables of HK\$41,910,000 (2007: HK\$61,869,000). The Group allows credit periods for 90 days on average to its customers for sales of goods and rendering of services. At the discretion of the directors, several major customers were allowed to settle their balances beyond the credit terms up to one year. The following is an aged analysis of trade receivables at the balance sheet date:

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|----------|------------------------|-------------------------|-------------------------|
| 30日內 | Within 30 days | 29,246 | 9,327 |
| 31至90日 | Between 31 - 90 days | 8,090 | 9,801 |
| 91至180日 | Between 91 - 180 days | 3,361 | 36,491 |
| 181至365日 | Between 181 - 365 days | — | 4,880 |
| 超過一年 | Over 1 year | 1,213 | 1,370 |
| | | 41,910 | 61,869 |

本集團之貿易應收款結餘包括賬面總額4,574,000港元之應收賬款(二零零七年:41,371,000港元),該等賬款已於報告日期過期,而本集團尚未撥備減值虧損。本集團並不持有該等結餘之任何擔保。該等應收賬款之平均賬齡為180日(二零零七年:180日)。

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$4,574,000 (2007: HK\$41,371,000) which are past due at the reporting date for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances. The average age of these receivables is 180 days (2007: 180 days).

20. 貿易及其他應收款 (續)

20. TRADE AND OTHER RECEIVABLES (Continued)

已過期但未撥備之貿易應收款的賬齡如下：

Ageing of trade receivables which are past due but not impaired:

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|----------|------------------------|-------------------------|-------------------------|
| 91至180日 | Between 91 - 180 days | 3,361 | 36,491 |
| 181至365日 | Between 181 - 365 days | — | 4,880 |
| 超過一年 | Over 1 year | 1,213 | — |
| 總額 | Total | 4,574 | 41,371 |

本集團一般會為所有超過365日的應收款作全數撥備，蓋根據過往經驗，該等逾期365日的應收款一般無法收回，惟董事酌情給予較長信貸期之若干主要客戶除外。

The Group will normally provide fully for all receivables overdue 365 days because historical experience is such that receivables that are past due 365 days are generally not recoverable, except for some major customers with longer credit terms at the discretion of the directors.

呆賬撥備變動如下：

Movement in the allowance for doubtful debts:

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|---------------|--|-------------------------|-------------------------|
| 年初結餘 | Balance at beginning of the year | 127,223 | 100,883 |
| 貿易應收款之已確認減值虧損 | Impairment losses recognised in respect of trade receivables | 11,441 | 26,340 |
| 年終結餘 | Balance at end of the year | 138,664 | 127,223 |

呆賬撥備結餘指逾期365日或／及於年內與本集團並無重大交易的個別減值的貿易應收賬款。本集團並無就該等結餘持有任何抵押品。

The balance of the allowance for doubtful debts are individually impaired trade receivables which have been overdue 365 days or/ and have no material transactions with the Group during the year. The Group does not hold any collateral over these balances.

於接納任何新客戶前，本集團之營銷隊伍會評估潛在客戶之信貸質素及界定客戶之信貸限額。賦予客戶之限額經參考過往結算紀錄後進行定期檢討。本集團營銷隊伍管理最佳之信貸記錄，90% (二零零七年：31%) 貿易應收款既無逾期亦無減值。

Before accepting any new customer, the Group's marketing team would assess the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed regularly with reference to past settlement history. 90% (2007: 31%) of the trade receivables that are neither past due nor impaired have the best credit history managed by the Group's marketing team.

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20. 貿易及其他應收款 (續)

於結算日計入本集團之其他應收款結餘包括給予附屬公司股東(二零零七年：聯營公司股東) 2,280,000港元(二零零七年：34,637,000)之墊款、49,719,000港元(二零零七年：263,752,000港元)之應收一家共同控制實體之股息，以及就一間在內蒙古之附屬公司購買原材料之按金42,393,000港元(二零零七年：零)。該等筆款項均為無抵押、免息及預期將須於一年內清償。

21. 應收／應付關連公司款

該款項應收／應付航天科技國際集團有限公司(「航科」)及其附屬公司之款項。航科為中航總之附屬公司。

該等款項為無抵押、免息及按要求償還期限。

22. 應收／應付聯營公司款

於二零零八年十二月三十一日，應收／應付聯營公司款為無抵押、免息及按要求償還。

於二零零七年十二月三十一日，應收聯營公司款包括按固定利率每年5.7%及6.75%計息之5,250,000港元(二零零八年：無)及32,446,000港元(二零零八年：無)之款項，須於年內償還。餘下金額為無抵押、免息及須於一年內償還。

應收聯營公司款之撥備變動：

| | |
|---------------------|---|
| 年初結餘 | Balance at beginning of the year |
| 應收聯營公司款之已 確認減值虧損 | Impairment losses recognised in respect of amounts due from associates |
| 年終結餘 | Balance at end of the year |

20. TRADE AND OTHER RECEIVABLES (Continued)

Included in the Group's other receivable balances at the balance sheet date are advance to minority shareholder of a subsidiary (2007: shareholder of associates) of HK\$2,280,000 (2007: HK\$34,637,000), a dividend receivable from a jointly controlled entity of HK\$49,719,000 (2007: HK\$263,752,000) and deposits on purchase of materials for a subsidiary in Inner Mongolia of HK\$42,393,000 (2007: nil). The amounts are unsecured, non-interest bearing and expected to be settled within one year.

21. AMOUNTS DUE FROM/TO RELATED COMPANIES

The amounts represent amounts due from/to China Aerospace International Holdings Limited ("CASIL") and its subsidiaries. CASIL is a subsidiary of CASC.

The amounts are unsecured, non-interest bearing and repayable on demand.

22. AMOUNTS DUE FROM/TO ASSOCIATES

At 31 December 2008, the amounts due from/to are unsecured, non-interest bearing and are repayable on demand.

At 31 December 2007, amounts due from associates included an amount of HK\$5,250,000 (2008: nil) and HK\$32,446,000 (2008: nil) which carried fixed interest at 5.7% and 6.75% per annum respectively and were repaid during the year. The remaining amounts were unsecured, non-interest bearing and repayable on demand.

Movement in the allowance for amounts due from associates:

| | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|---------------------|-------------------------|-------------------------|
| 年初結餘 | 17,498 | 15,644 |
| 應收聯營公司款之已 確認減值虧損 | 17,837 | 1,854 |
| 年終結餘 | 35,335 | 17,498 |

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23. 銀行結餘／已抵押銀行存款

銀行結餘／已押銀行存款

銀行結餘按0.36%至1.17%之市場年利率(二零零七年：1%至1.5%)計息。已抵押存款按0.36%之固定年利率(二零零七年：2.75%)計息。已抵押銀行存款將於結算授予本集團相關銀行融資時解除。

24. 貿易及其他應付款

貿易及其他應付款包括貿易應付款40,108,000港元(二零零七年：13,835,000港元)。貿易應付款於結算日之賬齡分析如下：

23. BANK BALANCES/PLEDGED BANK DEPOSITS

Bank balances/pledged bank deposits

Bank balances carry interest at prevailing market rates which range from 0.36% to 1.17% (2007: 1% to 1.5%) per annum. The pledged deposits carry fixed interest rate of 0.36% (2007: 2.75%) per annum. The pledged bank deposits will be released upon the settlement of relevant bank facilities granted to the Group.

24. TRADE AND OTHER PAYABLES

Included in trade and other payables are trade payables of HK\$40,108,000 (2007: HK\$13,835,000). The following is an aged analysis of trade payables at the balance sheet date:

| | | 2008 | 2007 |
|----------|------------------------|-----------------|----------|
| | | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 |
| 30日內 | Within 30 days | 20,476 | 5,214 |
| 31至90日 | Between 31 - 90 days | 5,924 | 1,520 |
| 91至180日 | Between 91 - 180 days | 2,166 | 3,697 |
| 181至365日 | Between 181 - 365 days | 1,933 | 385 |
| 超過一年 | Over 1 year | 9,609 | 3,019 |
| | | 40,108 | 13,835 |

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25. 借貸

25. BORROWINGS

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|-------------------------|---|-------------------------|-------------------------|
| 銀行短期貸款 (附註1) | Short term bank loan (note 1) | 45,600 | — |
| 股東短期貸款 (附註2) | Short term shareholder's loans (note 2) | 125,000 | 43,050 |
| 其他短期貸款 (附註3) | Short term other loan (note 3) | — | 92,130 |
| 股東長期貸款 (附註4) | Long term shareholder's loans (note 4) | 486,210 | 447,825 |
| 其他長期貸款 (附註5) | Long term other loans (note 5) | 104,880 | — |
| | | 761,690 | 583,005 |
| 減：列為流動負債而須於 一年內償還之款項 | Less: Amount due within one year under current liabilities | (170,600) | (135,180) |
| 一年後到期之款項 | Amount due after one year | 591,090 | 447,825 |
| 本集團借貸之到期期限如下： | The maturity of the Group's borrowings is as follows: | | |
| 即期償付或一年內 | On demand or within one year | 170,600 | 135,180 |
| 一年至兩年 | Between one to two years | — | — |
| 兩年至五年 | Between two to five years | 486,210 | 447,825 |
| 超過五年 | Over five years | 104,880 | — |
| | | 761,690 | 583,005 |

25. 借貸 (續)

附註：

1. 該款項指有抵押銀行貸款人民幣40,000,000元(二零零七年：無)。款項按固定年利率5.31%計息。於結算日，本集團若干物業、機器及設備賬面值53,410,000港元(二零零七年：無)抵押予銀行以獲得信貸融資。
2. 於二零零八年十二月三十一日之款項指Astrotech墊付35,000,000港元(二零零七年：無)及90,000,000港元(二零零七年：無)，分別按固定利率每年5.58%及6%計息。該貸款為無抵押及須於二零零九年悉數償還。

於二零零七年十二月三十一日之款項指由火箭院透過中航總之附屬公司航天科技財務有限責任公司(「航天科技財務」)(作為受託人)墊付之款項人民幣41,000,000元。該款項為無抵押、按年利率5.10%計息及已於年內悉數償還。

3. 於二零零七年十二月三十一日計入之款項乃由中國長城工業總公司(中航總之全資附屬公司)墊付之58,742,000港元款項或7,531,000美元(包括墊款46,800,000港元或6,000,000美元)，該墊款為無抵押、按年利率4.25%計息，應計利息分別為11,942,000港元或1,531,000美元，乃無抵押及計息。餘下款項33,388,000港元或4,280,000美元為借自第三方之免息貸款。上述所有貸款(應計利息除外)已於截至二零零八年十二月三十一日止年度內償還，而應計利息13,888,000港元已於二零零八年十二月三十一日計入其他應付款。

25. BORROWINGS (Continued)

Note:

1. The amount represents secured bank loan of RMB40,000,000 (2007: nil). The amount bears fixed interest at 5.31% per annum. Certain property, plant and equipment of the Group with a carrying amount of HK\$53,410,000 (2007: nil) at the balance sheet date was pledged to the bank to secure the credit facilities.
2. The amounts at 31 December 2008 represent loans advanced from Astrotech of HK\$35,000,000 (2007: nil) and HK\$90,000,000 (2007: nil) which carry fixed interest at 5.58% per annum and 6% per annum respectively. The loans are unsecured and repayable in full in 2009.

The amount at 31 December 2007 represented RMB41,000,000 loan advanced from CALT through CASC's subsidiary, Aerospace Science & Technology Finance Co., Ltd ("ASTF"), as the trustee. The amount was unsecured, interest-bearing at 5.1% per annum and was fully repaid during the year.

3. Included in the amount at 31 December 2007 was an advance from China Great Wall Industry Corporation, a wholly-owned subsidiary of CASC amounting to HK\$58,742,000 or US\$7,531,000, which included advances of HK\$46,800,000 or US\$6,000,000 that were unsecured, interest-bearing at 4.25% per annum and the respective accrued interests of HK\$11,942,000 or US\$1,531,000 which was unsecured and interest bearing. The remaining amount of HK\$33,388,000 or US\$4,280,000 represented a non-interest bearing loan from a third party. All the above loans (other than the accrued interest) were repaid during the year ended 31 December 2008 and the accrued interest of HK\$13,888,000 was included under other payables at 31 December 2008.

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25. 借貸 (續)

4. 該款項指由火箭院透過航天科技財務(作為受託人)墊付之兩筆貸款,合共486,210,000港元或人民幣426,500,000元(二零零七年:447,825,000港元或人民幣426,500,000元)。

該款項為無擔保、按固定年利率5.04%至6%計息及須於二零一一年悉數償還。

5. 該款項指由一間附屬公司少數股東墊款之人民幣92,000,000元(二零零七年:無)之貸款。該款項為無擔保、按固定年利率7.05%計息及須於二零二零年十一月悉數償還。

25. BORROWINGS (Continued)

4. The amounts represent two loans advanced from CALT through ASTF as the trustee totalling HK\$486,210,000 or RMB426,500,000 (2007: HK\$447,825,000 or RMB426,500,000).

The amounts are unsecured, bears fixed interest at 5.04% to 6% per annum and are repayable in 2011.

5. The amount represent a loan of RMB92,000,000 (2007: nil) advanced from a minority shareholder of a subsidiary. The amount is unsecured, bears fixed interest at 7.05% per annum and is repayable in full in November 2020.

26. 遞延稅項

本集團已確認之重大遞延稅項負債(資產)如下。

26. DEFERRED TAXATION

The following are the major deferred tax liabilities (assets) recognised by the Group.

| | | 加速 稅項折舊 Accelerated tax depreciation | 技術授權 許可權 Technology license right | 物業重估 Revaluation of properties | 稅項虧損 Tax losses | 附屬公司 未分配溢利 Undistributed profits of subsidiaries | 總額 Total |
|---------------|--|--|---|---|-----------------------|--|-----------------|
| | | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 |
| 於二零零七年一月一日 | At 1 January 2007 | 152 | 1,715 | — | (1,867) | — | — |
| 損益表(抵免)支出 | (Credit) charge to income statement | (28) | (858) | 1,681 | 886 | — | 1,681 |
| 物業重估儲備支出 | Charge to property revaluation reserve | — | — | 465 | — | — | 465 |
| 於二零零七年十二月三十一日 | At 31 December 2007 | 124 | 857 | 2,146 | (981) | — | 2,146 |
| 損益表(抵免)支出 | (Credit) charge to income statement | (26) | (808) | (570) | 835 | 5,812 | 5,243 |
| 稅率變動影響 | Effect of change in tax rate | (7) | (49) | — | 56 | — | — |
| 於二零零八年十二月三十一日 | At 31 December 2008 | 91 | — | 1,576 | (90) | 5,812 | 7,389 |

26. 遞延稅項 (續)

於二零零八年十二月三十一日，本集團有未動用稅項虧損約346,826,000港元(二零零七年：299,495,000港元)用作抵銷日後之溢利。現已就該稅項虧損中約545,000港元(二零零七年：5,606,000港元)確認遞延稅項資產。由於未能估計日後之溢利來源，故未有就其餘約346,281,000港元(二零零七年：293,889,000港元)之稅項虧損確認遞延稅項資產。未確認稅項虧損221,055,000港元(二零零七年：178,995,000港元)可予無限期結轉。其餘未確認稅項虧損將於五年內到期。

於二零零八年十二月三十一日，本集團擁有可扣減暫時差額75,328,000港元(二零零七年：63,324,000港元)。由於不大可能產生課稅溢利以動用可扣減暫時差額，故無就此可扣減暫時差額確認遞延稅項資產。

根據中國新稅法，自二零零八年一月一日起，中國附屬公司賺取溢利而宣派的股息需要徵收預扣稅。有關該等中國附屬公司未分配溢利暫時差異之遞延稅項5,812,000港元已作出撥備。

26. DEFERRED TAXATION (Continued)

At 31 December 2008, the Group has estimated unused tax losses of approximately HK\$346,826,000 (2007: HK\$299,495,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$545,000 (2007: HK\$5,606,000) of such tax losses. No deferred tax asset has been recognised in respect of the remaining tax losses of approximately HK\$346,281,000 (2007: HK\$293,889,000) due to unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$221,055,000 (2007: HK\$178,995,000) that may be carried forward indefinitely. The remaining unrecognised tax losses will expire within five years.

At 31 December 2008, the Group has deductible temporary difference of HK\$75,328,000 (2007: HK\$63,324,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary difference can be utilised.

Under the New Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation of HK\$5,812,000 has been provided in respect of temporary differences attributable to those undistributed profits of the PRC subsidiaries.

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27.股本

27.SHARE CAPITAL

| | | 股份數目 Number of shares | 股本面值 Amount 千港元 HK\$'000 |
|--|---|--------------------------|-----------------------------------|
| 每股面值0.10港元之普通股 | Ordinary shares of HK\$0.10 each | | |
| 法定： | Authorised: | | |
| 於二零零七年一月一日、 二零零七年十二月三十一日及 二零零八年十二月三十一日 | At 1 January 2007, 31 December 2007 and 31 December 2008 | 10,000,000,000 | 1,000,000 |
| 已發行及繳足： | Issued and fully paid: | | |
| 於二零零七年一月一日 | At 1 January 2007 | 1,017,139,763 | 101,714 |
| 本年度發行 | Issue during the year | 406,855,905 | 40,686 |
| 收購附屬公司 | Acquisition of subsidiaries | 2,200,000,000 | 220,000 |
| 於二零零七年十二月三十一日 及二零零八年十二月三十一日 | At 31 December 2007 and 31 December 2008 | 3,623,995,668 | 362,400 |

附註：

Note:

- 於截至二零零七年十二月三十一日止年度，因向當時現有股東公開發售，本公司以0.35港元之價格配發及發行每股面值0.10港元之406,885,905股普通股。
 - 於截至二零零七年十二月三十一日止年度，本公司因收購一附屬公司以0.87港元之價格配發及發行每股面值0.10港元之2,200,000,000股普通股(見附註30)。
- During the year ended 31 December 2007, the Company allotted and issued 406,885,905 ordinary shares of HK\$0.10 each at the price of HK\$0.35 as a result of open offer to the then existing shareholders.
 - During the year ended 31 December 2007, the Company allotted and issued 2,200,000,000 ordinary shares of HK\$0.10 each at the price of HK\$0.87 for the acquisition of a subsidiary (also see note 30).



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28. 資本風險管理

本集團管理其資本，確保本集團內各公司能夠持續經營，同時亦透過優化負債與權益之平衡而為股東爭取最高回報。本集團整體策略與去年保持不變。

本集團之資本架構包括於附註25披露之負債及本公司權益持有人應佔權益(包括已發行股本及儲備及累積虧損)。

本集團管理層定期檢討資本架構。管理層考慮資本成本及與各資本類別相關的風險後，將會平衡整體資本架構。

28. 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 shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in note 25 and equity attributable to equity holders of the Company, comprising issued share capital, reserves and accumulated losses.

The management of the Group reviews the capital structure regularly. The management considers the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure.

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29. 金融工具

29. FINANCIAL INSTRUMENTS

金融工具類別

Categories of financial instruments

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|-------------------------|--|-------------------------|-------------------------|
| 金融資產 | Financial assets | | |
| 貸款及應收賬款 (包括現金及現金等價物) | Loans and receivables (including cash and cash equivalents) | 413,976 | 614,127 |
| 金融負債 | Financial liabilities | | |
| 攤銷成本 | Amortised cost | 860,684 | 640,659 |

金融風險管理目標及政策

本集團之主要金融工具包括貿易及其他應收款、應收／應付關連公司款、應收／應付聯營公司款、已抵押銀行存款、銀行結餘及現金、貿易及其他應付賬款及借款。有關該等金融工具之詳情已於各附註內披露。有關該等金融工具之風險及降低該等風險之政策載於下文。管理層管理及監察該等風險，以確保實施及時且有效之適當措施。

金融工具對本集團之日常運作至關重要。管理層管理及監察該等風險，以確保實施及時且有效之適當措施。本集團所承受之信貸風險、流動資金風險及市場風險或其對管理及計算風險之方式並無改變。

Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, amounts due from/to related companies, amounts due from/to associates, pledged bank deposits, bank balances and cash, trade and other payables and borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

The financial instruments are fundamental to the Group's daily operations. The management manages and monitors the exposures to ensure appropriate measures are implemented on a timely and effective manner. There has been no change to the Group's exposure to credit risk, liquidity risk and market risks or the manner in which it manages and measures the risk.

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29. 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險

本集團所承受之最大風險乃在對方於二零零八年十二月三十一日未能履行其有關已確認各個類別金融資產之責任，即載列於綜合資產負債表內該等資產之賬面值。為將信貸風險降至最低，本集團管理層已制訂信用政策及指定專門小組負責信用限額之釐定、信用批准及其他監察程序，以確保採取跟進行動收回過期債務。此外，本集團定期審核每一貿易應收款之收回金額，以確保為不能收回之款項確認足夠之減值虧損。就此而言，本公司董事認為，本集團之信貸風險已顯著降低。

本集團不存在客戶貿易應收款之重大集中信貸風險，因風險分散於眾多交易方且客戶橫跨多種行業及地理區域。

此外，管理層認為關連公司及聯營公司均具備良好之財務背景及信譽，因此，該等應收關連公司之賬款並無重大信用風險。

由於存款均儲存於信譽卓著之銀行，故銀行存款之信貸風險極低。

29. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 31 December 2008 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated balance sheet. In order to minimise the credit risk, the management of the Group has formulated a credit policy and 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 debts. In addition, the Group reviews the recoverable amount of each individual trade receivable regularly to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has no significant concentration of credit risk on trade receivables by customers, with exposure spread over a number of counterparties and customers spread across diverse industries and geographical areas.

In addition, the management has considered the strong financial background and good creditability of the related companies and the associates, hence, there is no significant credit risk on these receivables from related companies.

The credit risk for bank deposits is considered minimal as such amounts are placed in banks with high credit ratings.

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29. 金融工具 (續)

金融風險管理目標及政策 (續)

利率風險

本集團亦承受與浮息銀行結餘(請參閱附註23)有關之現金流量利率風險。

本集團承受主要與定息銀行結餘(請參閱附註23)、應收聯營公司款(請參閱附註22)及借貸(請參閱附註25)有關之公平值利率風險。

本集團現時並無利率風險對沖政策。然而，管理層會監察利率風險，在有需要時，將考慮對沖重大利率風險。

管理層認為並無敏感度分析呈列。由於銀行結餘利率波幅並不視為重大。

貨幣風險

本集團承受之貨幣風險極低，蓋其大部分交易及結餘均以集團公司各自之功能貨幣計值。本集團目前並無貨幣對沖政策。然而，管理層會監察匯兌風險，倘有需要會考慮對沖重大外幣風險。

29. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances (note 23 for details).

The Group is also exposed to fair value interest rate risk mainly in relation to the fixed rate bank balances (note 23 for details), amounts due from associates (note 22 for details) and borrowings (note 25 for details).

The Group currently does not have policy on hedging of interest rate risks. However, the management monitors interest rate exposures and will consider hedging significant interest rate risk should the need arise.

In the management's opinion, no sensitivity analysis is presented as the fluctuation of interest rate on bank balances is considered not significant.

Currency risk

The Group has minimal currency exposures as the majority of transactions and balances were denominated in respective functional currencies of group entities. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposures should need arise.

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29. 金融工具 (續)

金融風險管理目標及政策 (續)

流動資金風險

於管理流動資金風險時，本集團會監督及維持現金及現金等價物處於管理層認為充足之水平，以為本集團之營運提供資金及減低現金流量波動之影響。管理層會監督銀行融資之動用情況及確保遵守貸款契諾。

本集團倚賴火箭院借貸作為主要流動資金來源。根據持續重續火箭院貸款之過往記錄，管理層認為有充足之資金來源，以使本集團能夠全數償還於可見將來到期之各項財務責任及管理流動資金狀況。

下表詳列本集團金融負債之剩餘合約期限。就非衍生金融負債而言，該表乃根據本集團於可被要求最早償還日之金融負債未貼現現金流量編製。該表包括利息及本金現金流量。

29. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of banking facilities and ensures compliance with loan covenants.

The Group relies on borrowings from CALT as a significant source of liquidity. With past history of continuing renewal of loan from CALT, in the opinion of directors, adequate sources of funding are available to enable the Group to meet in full its financial obligations due for the foreseeable future and manage its liquidity position.

The following table details the Group's remaining contractual maturity for its financial liabilities. For non-derivative financial liabilities, the table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

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29. 金融工具 (續)

29. FINANCIAL INSTRUMENTS (Continued)

金融風險管理目標及政策 (續)

Financial risk management objectives and policies (Continued)

流動資金及利率風險表

Liquidity and interest risk tables

| | 加權平均 實際利率 Weighted average effective interest rate | 於要求時 | | | | | 未貼現 現金流量 總額 | | | 賬面值 Carrying amount |
|----------------|---|--------------------|-------------------------------|--------------------------|---------------------------------|---------------------|-------------------------|----------------------------|-----------------|---------------------------|
| | | 支付 On demand | 少於1個月 Less than 1 month | 1至3個月 1 - 3 months | 3個月至1年 3 months to 1 year | 1至5年 1 - 5 years | 5年以上 Over 5 years | undiscounted cash flows | Total | |
| | % | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | |
| 二零零八年 | 2008 | | | | | | | | | |
| 非衍生金融負債 | Non-derivative financial liabilities | | | | | | | | | |
| 貿易及其他應付款 | Trade and other payables | — | 18,788 | 44,701 | 29,646 | — | — | — | 93,135 | |
| 借貸—定息 | Borrowings - fixed rate | 5.6 | — | — | 5,656 | 205,043 | 546,552 | 149,228 | 906,479 | |
| 應付關連公司款 | Amounts due to related companies | — | 4,407 | — | — | — | — | — | 4,407 | |
| 應付聯營公司款 | Amounts due to associates | — | 1,452 | — | — | — | — | — | 1,452 | |
| | | | 24,647 | 44,701 | 35,302 | 205,043 | 546,552 | 149,228 | 1,005,473 | |
| | | | | | | | | | 860,684 | |
| 二零零七年 | 2007 | | | | | | | | | |
| 非衍生金融負債 | Non-derivative financial liabilities | | | | | | | | | |
| 貿易及其他應付款 | Trade and other payables | — | 19,970 | 19,169 | 10,452 | — | — | — | 49,591 | |
| 借貸—定息 | Borrowings - fixed rate | 5.3 | 61,239 | — | 9,020 | 93,486 | 507,289 | — | 671,034 | |
| 應付關連公司款 | Amounts due to related companies | — | 4,407 | — | — | — | — | — | 4,407 | |
| 應付聯營公司款 | Amounts due to associates | — | 3,656 | — | — | — | — | — | 3,656 | |
| | | | 89,272 | 19,169 | 19,472 | 93,486 | 507,289 | — | 728,688 | |
| | | | | | | | | | 640,659 | |



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29. 金融工具 (續)

金融風險管理目標及政策 (續)

公平值

金融資產及金融負債之公平值，乃根據貼現現金流量分析之公認定價模式，使用可觀察當前市場交易之價格或利率釐定。

董事認為，按攤銷成本計入綜合財務報表之金融資產及金融負債之賬面值與其公平值相若。

29. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Fair values

The fair values of 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 at amortised cost in the consolidated financial statements approximate their fair values.

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30.收購附屬公司

二零零八年五月二十七日，本集團與獨立第三方上海新時達電氣有限公司訂立協議。就有關收購聯營公司江蘇萬源額外20%已發行股本，現金代價約為11,970,000港元（人民幣10,500,000元）。江蘇萬源主要於江蘇省從事製造用於升降機之高新技術稀土永磁電機及於北京分銷。交易已於二零零八年七月一日完成。於完成收購後，本集團有權在江蘇萬源董事會7名董事中委任4名，並獲得江蘇萬源之控制權。因此，江蘇萬源計入為本公司擁有49%之附屬公司。收購之詳情載於本公司日期為二零零八年六月十一日之通函。

於二零零八年十月二十七日，本集團亦與火箭院之全資附屬公司北京航天萬源科技公司（「萬源科技」）訂立協議，收購聯營公司航天龍源（本溪）風力發電有限公司（「龍源本溪」）額外15%已發行股本，現金代價約為19,456,000港元（人民幣17,060,000元）。龍源本溪主要在中國遼寧省本溪市從事維修及經營風力發電廠及設施。交易已於二零零八年十二月一日完成。於完成收購後，龍源本溪計入為本公司擁有55%之附屬公司。收購之詳情載於本公司日期為二零零八年十一月十四日之通函。

30.ACQUISITION OF SUBSIDIARIES

On 27 May 2008, the Group entered into an agreement with Shanghai STEP Electric Co. Ltd., an independent third party. With respect to the acquisition of additional 20% issued share capital of an associate, Jiangsu Wan Yuan for a cash consideration of approximately HK\$11,970,000 (RMB10,500,000). Jiangsu Wan Yuan is principally engaged in the manufacturing of hi-tech rare-earth permanent magnet motors for elevator in Jiangsu Province and distribution in Beijing. The transaction was completed in 1 July 2008. Upon the completion of the acquisition, the Group was entitled to appoint up to four out of seven directors to the board of directors of Jiangsu Wan Yuan and obtained control over Jiangsu Wan Yuan. Accordingly, Jiangsu Wan Yuan was accounted for as a 49% owned subsidiary of the Company. Details of the acquisition are set out in the Company's circular dated 11 June 2008.

On 27 October 2008, the Group also entered into an agreement with Beijing Wan Yuan Science and Technology Corporation ("WY Science and Technology"), a wholly-owned subsidiary of CALT, for the acquisition of additional 15% issued share capital of an associate, Aerospace Long Yuan (Benxi) Wind Power Co., Ltd. ("Liaoning Benxi") for a cash consideration of approximately HK\$19,456,000 (RMB17,060,000). Liaoning Benxi is principally engaged in the maintenance and operation of wind energy plants and facilities in Benxi City, Liaoning Province, PRC. The transaction was completed on 1 December 2008. Upon the completion of the acquisition, Liaoning Benxi was accounted for as a 55% owned subsidiary of the Company. Details of the acquisition are set out in the Company's circular dated 14 November 2008.

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30.收購附屬公司 (續)

30.ACQUISITION OF SUBSIDIARIES (Continued)

交易所得淨資產載列如下：

The net assets acquired in the transactions, and the goodwill arising, are as follows:

| | | 江蘇萬源 Jiangsu Wan Yuan 千港元 HK\$'000 | 遼寧本溪 Liaoning Benxi 千港元 HK\$'000 | 總額 Total 千港元 HK\$'000 |
|----------------------|---|--|--|---------------------------------------|
| 所得淨資產： | Net assets acquired: | | | |
| 物業、廠房及設備 | Property, plant and equipment | 10,315 | 212,144 | 222,459 |
| 存貨 | Inventories | 29,222 | 3,763 | 32,985 |
| 貿易及其他應收款 | Trade and other receivables | 23,799 | 8,287 | 32,086 |
| 銀行結餘及現金 | Bank balances and cash | 1,311 | 1,078 | 2,389 |
| 貿易及其他應付款 | Trade and other payables | (37,698) | (1,526) | (39,224) |
| 其他借款 | Other borrowings | — | (107,160) | (107,160) |
| | | 26,949 | 116,586 | 143,535 |
| 少數股東權益 | Minority interests | (13,744) | (52,464) | (66,208) |
| 商譽 | Goodwill | 6,580 | 1,968 | 8,548 |
| | | 19,785 | 66,090 | 85,875 |
| 以下列各項支付： | Satisfied by: | | | |
| 現金 | Cash | 8,379 | — | 8,379 |
| 應付代價 (包括貿易及其他應付款) | Consideration payable (included in trade and other payables) | 3,591 | 19,456 | 23,047 |
| 由聯營公司權益轉撥 | Transfer from interests in associates | 7,815 | 46,634 | 54,449 |
| | | 19,785 | 66,090 | 85,875 |
| 收購引起的現金流入(流出)： | Net cash inflow (outflow) arising on acquisition: | | | |
| 已付現金代價 | Cash consideration paid | 8,379 | — | 8,379 |
| 銀行結餘及現金 | Bank balances and cash | (1,311) | (1,078) | (2,389) |
| | | 7,068 | (1,078) | 5,990 |

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30.收購附屬公司 (續)

就江蘇萬源而言，業務合併產生商譽，由於合併成本包括支付收購江蘇萬源之溢價。合併已付代價實質計入了有關江蘇萬源日後市場發展及整合人手之得益。

就遼寧本溪而言，業務合併產生商譽，由於合併成本包括支付收購龍源本溪之溢價。合併已付代價實質計入了有關預計協同效益、收益增長及風力發電業日後業務發展之得益。

江蘇萬源於收購日至結算日期間對本集團溢利出資3,007,000港元。

倘收購於二零零八年一月一日完成，本集團期內之總收益將為195,026,000港元，而期內虧損將為498,037,000港元。備考資料僅用作呈列用途，並非為倘收購於二零零八年一月一日完成，本集團實際達到收益及經營業績之必需指標，亦非有意預計日後業績。

遼寧本溪於收購日至結算日期間對本集團之溢利出資4,448,000港元。

倘收購於二零零八年一月一日完成，本集團期內之總收益將為211,570,000港元，而期內虧損將為486,303,000港元。備考資料僅用作呈列用途，並非為倘收購於二零零八年一月一日完成，本集團實際達到收益及經營業績之必需指標，亦非有意預計日後業績。

30.ACQUISITION OF SUBSIDIARIES (Continued)

For Jiangsu Wan Yuan, goodwill arose in the business combination because the cost of the combination included a premium paid to acquire Jiangsu Wan Yuan. The consideration paid for the combinations effectively included amounts in relation to the benefit of future market development and the assembled workforce of Jiangsu Wan Yuan.

For Liaoning Benxi, goodwill arose in the business combination because the cost of the combinations included a premium paid to acquire Benxi Long Yuan. The consideration paid for the combinations effectively included amounts in relation to the benefit of expected synergies, revenue growth and future development of wind energy operations.

Jiangsu Wan Yuan contributed HK\$3,007,000 to the Group's profit for the period between the date of acquisition and the balance sheet date.

If the acquisition had been completed on 1 January 2008, total Group's revenue for the period would have been HK\$195,026,000, and loss for the period would have been HK\$498,037,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2008, nor is it intended to be a projection of future results.

Liaoning Benxi contributed HK\$4,448,000 to the Group's profit for the period between the date of acquisition and the balance sheet date.

If the acquisition had been completed on 1 January 2008, total Group's revenue for the period would have been HK\$211,570,000, and loss for the period would have been HK\$486,303,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2008, nor is it intended to be a projection of future results.

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30.收購附屬公司 (續)

於二零零七年十月十六日，本集團以代價2,044,000,000港元收購進級控股有限公司(「進級」)已發行股本100%。該項收購已入賬列作收購資產及負債，原因為進級的主要資產為其於共同控制實體及聯營公司的權益。

交易所得淨資產載列如下：

30.ACQUISITION OF SUBSIDIARIES (Continued)

On 16 October 2007, the Group acquired 100% of the issued share capital of Advanced Grade Holdings Limited ("Advanced Grade") for consideration of HK\$2,044,000,000. This acquisition is accounted for as acquisition of assets and liabilities as Advanced Grade's principal assets are its interests in jointly controlled entities and associate.

The net assets acquired in the transaction are as follows:

| | | 所得淨資產 Net assets acquired 千港元 HK\$'000 |
|-------------------|--|--|
| 所得淨資產： | Net assets acquired: | |
| 物業、廠房及設備 | Property, plant and equipment | 1,901 |
| 於聯營公司之權益(附註1) | Interest in an associate (note 1) | 19,465 |
| 於共同控制實體之權益(附註1及2) | Interests in jointly controlled entities (notes 1 & 2) | 1,777,761 |
| 其他應收款(附註3) | Other receivables (note 3) | 209,064 |
| 銀行結餘及現金 | Bank balances and cash | 44,471 |
| 貿易及其他應付款 | Trade and other payables | (8,662) |
| | | 2,044,000 |
| 總代價： | Total consideration satisfied by: | |
| 以現金支付 | Cash | 130,000 |
| 以發行股份支付(附註4) | Issue of shares (note 4) | 1,914,000 |
| | | 2,044,000 |
| 收購引起之現金流出： | Net cash outflow arising on acquisition: | |
| 已付現金代價 | Cash consideration paid | (130,000) |
| 銀行結餘及所得現金 | Bank balances and cash acquired | 44,471 |
| | | (85,529) |

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30.收購附屬公司 (續)

附註：

1. 收購於一家聯營公司之權益及於共同控制實體之權益所產生之商譽分別達9,227,000港元及1,155,343,000港元。
2. 在收購的共同控制實體之權益中，包括了實體客戶群所指之無形資產331,911,000港元。
3. 其他應收款包括一應收共同控制實體之股息207,890,000港元。
4. 發行2,200,000,000股每股面值0.1港元之本公司普通股，作為收購進級代價之一部分。本公司該普通股之公平值(按收購當日之刊發價格釐定)達1,914,000,000港元。

31.資本承擔

- (a) 於二零零八年十二月三十一日，本集團承諾已訂約但未撥備之資本開支約50,160,000港元(二零零七年：無)，有關投資於本集團中外合資企業。該中外合資企業在中國內蒙古從事製造直驅風機葉片，由本集團擁有55%，於完成時，將會為本集團之非全資附屬公司。
- (b) 此外，本集團承諾已訂約但未撥備之資本開支約40,014,000港元(二零零七年：無)，有關火箭院持有80%之同系附屬公司北京航天萬源建築工程有限責任公司(「萬源建築工程」)，萬源建築工程在中國內蒙古從事提供直驅風機複合材料廠及直驅風機製造廠之廠房、辦公室及倉庫的建築工程。

30.ACQUISITION OF SUBSIDIARIES (Continued)

Note:

1. Goodwill arising on acquisition of interests in the associate and jointly controlled entities amounted to HK\$9,227,000 and HK\$1,155,343,000 respectively.
2. Included in the interests in jointly controlled entities acquired is intangible asset represented by customer base of the entities which amounted to HK\$331,911,000.
3. Included in the other receivables is dividend receivable from a jointly controlled entity amounting to HK\$207,890,000.
4. As part of the consideration for the acquisition of Advanced Grade, 2,200,000,000 ordinary shares of the Company with par value of HK\$0.1 each were issued. The fair value of the ordinary shares of the Company, determined using the published price available at the date of the acquisition, amounted to HK\$1,914,000,000.

31.CAPITAL COMMITMENTS

- (a) At 31 December 2008, the Group was committed to capital expenditure contracted but not provided for of approximately HK\$50,160,000 (2007: nil) relating to its investment in a sino-foreign enterprise of the Group. The sino-foreign enterprise is engaged in the manufacturing of direct-drive windmill blade in Inner Mongolia in the PRC and is to be owned as to 55% by the Group and will be a non-wholly owned subsidiary of the Group upon completion.
- (b) In addition, the Group was committed to capital expenditure contracted but not provided for of approximately HK\$40,014,000 (2007: nil) with Beijing CASC Wanyuan Construction Project Corporation Ltd. ("WY Construction Project"), a fellow subsidiary, with 80% interest held by CALT, in which WY Construction Project was engaged to provide construction works of plants, offices, warehouses of direct-drive windmill composite material plant and direct-drive windmill turbine plant in Inner Mongolia, PRC.

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31. 資本承擔 (續)

- (c) 於二零零八年十二月三十一日，本集團承諾已訂約但未撥備之資本開支約2,907,000港元(二零零七年：無)，有關投資於本集團中外合資企業。中外合資企業在中國內蒙古從事提供瓦風機、風機葉片和其他有關部件服務及保養，由本集團擁有51%，於完成時，將會為本集團之非全資附屬公司。
- (d) 於二零零八年十二月三十一日，本集團就中國附屬公司收購物業、機器及設備承諾資本開支約265,174,000港元(二零零七年：238,000,000港元)。附屬公司在中國內蒙古從事鋪設風力發電廠及設施。
- (e) 於二零零七年十二月三十一日，本集團須承擔投資一間中外合資企業之資本開支約22,000,000港元。該中外合資企業在中國吉林省經營風力發電廠及設施，由本集團擁有25%權益。

31. CAPITAL COMMITMENTS (Continued)

- (c) At 31 December 2008, the Group was committed to capital expenditure contracted but not provided for of approximately HK\$2,907,000 (2007: nil) relating to its investment in a sino-foreign enterprise of the Group. The sino-foreign enterprise is engaged in provision of service and maintenance for windmill turbine generators, blades and other components in Inner Mongolia, PRC and is to be owned as to 51% by the Group and will be a non-wholly owned subsidiary of the Group upon completion.
- (d) At 31 December 2008, the Group was committed to capital expenditure of approximately HK\$265,174,000 (2007: HK\$238,000,000) for the acquisition of property, plant and equipment by a subsidiary in the PRC. The subsidiary is engaged in the implementation of wind energy plant and facilities power in Inner Mongolia in the PRC.
- (e) At 31 December 2007, the Group was committed to capital expenditure of approximately HK\$22,000,000 for the investment of one sino-foreign joint venture of the Group. The sino-foreign joint venture is engaged in the operation of wind energy plant and facilities power in the Jilin province of the PRC and is to be owned as to 25% by the Group.

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32. 經營租賃承擔

本集團作為承租人

於結算日，本集團根據不可撤銷經營租約而應付未來土地及樓宇最低租約款項如下：

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|-------------------|--|-------------------------|-------------------------|
| 一年內 | Within one year | 6,415 | 2,967 |
| 第二年至第五年(首尾兩年包括在內) | In the second to fifth years inclusive | 2,238 | 2,344 |
| | | 8,653 | 5,311 |

租約一般以平均兩年期進行商討，而租金於租期內不變。

本集團作為出租人

於結算日，本集團與租戶訂立了支付未來最低租賃款項如下：

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|-------------------|--|-------------------------|-------------------------|
| 一年內 | Within one year | 1,292 | 1,190 |
| 第二年至第五年(首尾兩年包括在內) | In the second to fifth years inclusive | 1,292 | 2,381 |
| | | 2,584 | 3,571 |

32. OPERATING LEASE COMMITMENTS

The Group as lessee

At the balance sheet date, the Group had future minimum lease payments payable under non-cancellable operating leases in respect of land and buildings as set out below:

Leases are generally negotiated for an average term of two years and rentals are fixed for the lease period.

The Group as lessor

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments:

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33. 退休福利計劃

本集團就香港所有合資格僱員履行強制性公積金計劃(「該計劃」)。該計劃之資產乃與本集團資產分開處理並由信託人控制。本集團就有關薪酬成本之5%作出供款，而僱員亦作出同等供款。

本公司之中國附屬公司僱員為中國政府管理之國家管理退休福利計劃下之成員。本公司之中國附屬公司須就彼等之薪酬為退休福利計劃按若干百分比作出供款以支付福利。本集團就退休福利計劃之唯一責任為根據該計劃作出所需之供款。

計入收入之成本總額971,000港元(二零零七年：972,000港元)即本集團於本會計期內應付該等計劃之出資。

34. 與關連人士之交易／結餘

(a) 於年內，本集團與關連人士之重大交易如下：

銷貨至聯營公司
已付航天科技財務利息
聯營公司利息收入

33. RETIREMENT BENEFITS SCHEMES

The Group operates a Mandatory Provident Fund Scheme (the "Scheme") for all qualifying employees in Hong Kong. The assets of the Scheme are held separately from those of the Group in funds under the control of trustee. The Group contributes 5% of relevant payroll costs to the Scheme, which contribution is matched by employees.

The employees of the Company's PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The Company's PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

The total cost charged to income of HK\$971,000 (2007: HK\$972,000) represents contributions payable to these schemes by the Group in respect of the current accounting period.

34. RELATED PARTY TRANSACTIONS/ BALANCES

(a) During the year, the Group had the following significant transactions with related parties:

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|------------|-----------------------------------|-------------------------|-------------------------|
| 銷貨至聯營公司 | Sales of goods to associates | 3,801 | 2,026 |
| 已付航天科技財務利息 | Interest paid to ASTF | 28,314 | 14,387 |
| 聯營公司利息收入 | Interest income from an associate | — | 125 |

此外，本集團就本集團自關連人士收購若干股權而進行之交易，列於附註30中。

除上述外，本集團與關連人士之往來結餘已於附註21，22及25披露。

In addition, the Group also has transactions with respect to the Group's acquisition of certain equity interests from related parties as set out in note 30.

Other than the above, the Group also has balances with related parties disclosed in notes 21, 22 and 25.

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34. 與關連人士之交易／結餘

(續)

(b) 主要管理人員之薪酬

年內主要管理人員之薪酬如下：

| | | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|-------|--------------------------|-------------------------|-------------------------|
| 短期福利 | Short-term benefits | 5,705 | 4,671 |
| 離職後福利 | Post-employment benefits | 12 | 36 |
| | | 5,717 | 4,707 |

主要管理人員之薪酬由薪酬委員會視個人表現及市場趨勢釐定。

34. RELATED PARTY TRANSACTIONS/ BALANCES (Continued)

(b) Compensation of key management personnel

The remuneration of key management during the year was as follows:

| | 2008 千港元 HK\$'000 | 2007 千港元 HK\$'000 |
|-------|-------------------------|-------------------------|
| 短期福利 | 5,705 | 4,671 |
| 離職後福利 | 12 | 36 |
| | 5,717 | 4,707 |

The remuneration of key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

34.與關連人士之交易／結餘

(續)

- (c) 於中國與其他國家控制實體之交易
／結餘

本集團現時於由中國政府直接或間接擁有或控制之實體(「國家控制實體」)主導之經濟環境下經營。此外，本集團本身隸屬由中國政府控制之中航總旗下之較大公司集團。

除上述(a)所披露者外，本集團亦與其他國家控制實體有業務往來。董事認為，就本集團與彼等之業務往來而言，該等國家控制實體均屬獨立第三方：

- (i) 本集團於日常業務過程中在若干銀行(均為國家控制實體)有若干存款及其他一般銀行融資。鑑於該等銀行交易之性質，董事認為，就此作單獨披露並無實質意義。
- (ii) 本集團亦與若干客戶及供應商有若干買賣交易，董事認為，要確定對方身份及該等交易是否是與其他國家控制實體進行實屬不切實際。

除上文所披露者外，董事認為與其他國家控制實體進行之交易對本集團之經營並無重大影響。

34.RELATED PARTY TRANSACTIONS/ BALANCES (Continued)

- (c) Transactions/balances with other state-controlled entities in the PRC

The Group operates in an economic environment currently predominated by entities directly or indirectly owned or controlled by the PRC government ("state-controlled entities"). In addition, the Group itself is part of a larger group of companies under CASC which is controlled by the PRC government.

Apart from the disclosure in (a) above, the Group also conducts business with other state-controlled entities. The directors consider those state-controlled entities are independent third parties so far as the Group's business with them are concerned:

- (i) The Group has certain deposits placements and other general banking facilities with certain banks, which are state-controlled entities in its ordinary course of business. In view of the nature of those banking transactions, the directors are of the opinion that separate disclosure would not be meaningful.
- (ii) The Group also has certain sales and purchases transactions with certain customers and suppliers in which the directors are of the opinion that it is impracticable to ascertain the identity of the counterparties and accordingly whether the transactions are with other state-controlled entities.

Except as disclosed above, the directors are of the opinion that the transactions with other state-controlled entities are not significant to the Group's operations.

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For the year ended 31 December 2008

34. 與關連人士之交易／結餘

(續)

- (d) 於二零零八年十二月一日，本集團與火箭院之全資附屬公司航天材料及工藝研究所（「航天材料」）及另一個合營方易達能風能科技公司。（「EWT」）訂立協議，在中國內蒙古成立一間有關製造直驅風機葉片之中外合資企業。根據協議，本集團須投資註冊股本約50,160,000港元（二零零七年：無）。交易詳情載於本公司日期為二零零八年十二月十三日之通函。
- (e) 於二零零八年十二月一日，本集團與萬源建築工程訂立建築合同，內容有關在中國內蒙古直驅風機複合材料廠及直驅風機製造廠之廠房、辦公室及倉庫之建築工程，現金代價約為52,554,000港元（二零零七年：無）。交易詳情載於本公司日期為二零零八年十二月十三日之通函。
- (f) 於二零零八年五月二十九日，本集團與一間附屬公司之少數股東EWT訂立合同，成立一間中外合資企業，有關在中國內蒙古提供瓦風機、風機葉片和其他有關部件服務及保養。根據合同，本集團須支付註冊股本約2,907,000港元（二零零七年：無）。交易詳情載於本公司日期為二零零八年十二月十三日之通函。

34. RELATED PARTY TRANSACTIONS/ BALANCES (Continued)

- (d) On 1 December 2008, the Group entered into an agreement with Aerospace Research Institute of Materials & Processing Technology ("Aerospace Material"), a wholly-owned subsidiary of CALT and another joint venture partner, Emergya Wind Technologies B.V. ("EWT"), for establishing a sino-foreign enterprise in Inner Mongolia in the PRC in relation to the manufacturing of direct-drive windmill blade. According to the agreement, the Group is required to invest for a registered capital of approximately HK\$50,160,000 (2007: nil). Details of the transaction are set out in the Company's circular dated 13 December 2008.
- (e) On 1 December 2008, the Group entered into a construction contract with WY Construction Project in relation to construction works of plants, offices, warehouses of direct-drive windmill composite material plant and direct-drive windmill turbine plant in Inner Mongolia in the PRC at a cash consideration approximately of HK\$52,554,000 (2007: nil). Details of the transaction are set out in the Company's circular dated 13 December 2008.
- (f) On 29 May 2008, the Group entered into a contract with EWT, a minority shareholder of a subsidiary, for establishing a sino-foreign enterprise in relation to the provision of service and maintenance for windmill turbine generators, blades and other components in Inner Mongolia in the PRC. According to the contract, the Group is required to pay registered capital of approximately HK\$2,907,000 (2007: nil). Details of the transaction are set out in the Company's circular dated 13 December 2008.

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

35. 主要附屬公司、聯營公司及共同控制實體資料

於二零零八年十二月三十一日之本集團主要附屬公司、聯營公司及共同控制實體資料如下：

35. PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES

Details of the principal subsidiaries, associates and jointly controlled entities of the Company at 31 December 2008 are as follows:

| 公司名稱 Name of company | 已發行普通股本之 面值／註冊股本 Nominal value of issued ordinary share capital/ registered capital | 股本權益之百分比 | | 主要業務 Principal activities |
|---|--|--------------------------------|---|---|
| | | 本公司 持有% the Company % | 本集團 應佔% attributable to the Group % | |
| 附屬公司 Subsidiaries | | | | |
| 於香港註冊成立及經營： Incorporated and operating in Hong Kong: | | | | |
| 進級控股有限公司 Advanced Grade Holdings Limited | 1美元 US\$1 | 100 | — | 投資控股 Investment holding |
| 中國航天科技通信有限公司 China Aerospace Telecommunications Limited | 10,000港元 HK\$10,000 | — | 100 | 分銷寬帶業務 Distribution of broadband business |
| 航通智能交通有限公司 CASTEL Intelligent Transportation System Limited | 11,600,000港元 HK\$11,600,000 | — | 70 | 分銷智能交通系統業務 Distribution of ITS business |
| 航天科技通信(香港)有限公司 China Aerospace Telecommunications (Hong Kong) Limited | 10,000港元 HK\$10,000 | — | 100 | 分銷寬帶業務 Distribution of broadband business |
| 航通奇華高科技投資有限公司 CASTEL Qihua Hi-Tech Investments Limited | 8,000,000港元 HK\$8,000,000 | — | 70 | 投資控股 Investment holding |
| 加冠國際有限公司 Crownpluss International Limited | 1港元 HK\$1 | — | 100 | 投資控股 Investment holding |
| 鴻年電子有限公司 Hung Nien Electronics Limited | 30,001,000港元 HK\$30,001,000 | — | 100 | 分銷電訊產品 Distribution of telecommunication products |

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截至二零零八年十二月三十一日止年度

For the year ended 31 December 2008

35. 主要附屬公司、聯營公司及共同控制實體資料 (續)

35. PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (Continued)

| 公司名稱 Name of company | 已發行普通股本之 面值／註冊股本 Nominal value of issued ordinary share capital/ registered capital | 股本權益之百分比 Percentage of equity held by | | 主要業務 Principal activities |
|---|--|---|---|---|
| | | 本公司 持有% the Company % | 本集團 應佔% attributable to the Group % | |
| 在中國註冊及經營： Registered and operating in the PRC: | | | | |
| 北京奇華通訊有限公司 Beijing Qihua Communications Co., Ltd.# | 1,239,000美元 US\$1,239,000 | — | 55 | 分銷智能交通系統業務 Distribution of ITS business |
| 北京萬源工業有限公司## Beijing Energin Industry Co., Ltd. (previously known as "Beijing Wan Yuan Industry Corporation")## | 人民幣118,252,000元 RMB118,252,000 | — | 100 | 投資控股 Investment holding |
| 航通智能交通(北京)有限公司## CASTEL Intelligent Transportation System (Beijing) Ltd.## | 8,000,000港元 HK\$8,000,000 | — | 70 | 分銷智能交通系統業務 Distribution of ITS business |
| 江蘇航天萬源稀土電機有限公司# Jiangsu Aerospace Wan Yuan REPM Motor Co., Ltd. (previously known as "Hangzhou Aerospace Wanyuan REPM Motor Application Technology Co., Ltd.")# | 人民幣50,000,000元 RMB50,000,000 | — | 49 | 製造及分銷稀土電機產品 Manufacture and distribution of REPM products |
| 航天航通科技(北京)有限公司## | 人民幣15,000,000元 RMB15,000,000 | — | 100 | 分銷寬帶業務 Distribution of broadband business |
| 航天龍源(本溪)風力發電有限公司# Aerospace Long Yuan (Benxi) Wind Power Co., Ltd.# | 人民幣93,800,000元 RMB93,800,000 | — | 55 | 保養及經營風力發電廠及設施 Maintenance and operation of wind energy plants and facilities |

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

35. 主要附屬公司、聯營公司及共同控制實體資料 (續)

35. PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (Continued)

| 公司名稱 Name of company | 已發行普通股本之 面值／註冊股本 Nominal value of issued ordinary share capital/ registered capital | 股本權益之百分比 Percentage of equity | | 主要業務 Principal activities |
|--|--|---|---|---|
| | | 本公司 持有% held by the Company % | 本集團 應佔% attributable to the Group % | |
| 航天科技通信(深圳)有限公司## | 20,000,000港元 HK\$20,000,000 | — | 100 | 分銷寬帶業務 Distribution of broadband business |
| 內蒙古航天萬源新能源開發有限公司## Inner Mongolia Energine New Energy Development Co. Ltd. | 人民幣80,000,000元 RMB80,000,000 | — | 100 | 製造及分銷風機 Manufacture and distribution of wind turbine generators |
| 內蒙古航天萬源風電製造有限公司# Inner Mongolia CASC - EWT Directwind Turbine Manufacturer Co. Ltd.# | 人民幣50,000,000元 RMB50,000,000 | — | 95 | 製造及分銷之風機及風機葉片 Manufacture and distribution of wind turbine generators and blades |
| 聯營公司 Associates | | | | |
| 於中國註冊成立及經營： Registered and operating in the PRC: | | | | |
| 天立航通電子技術投資(深圳)有限公司# (formerly known as 航天無線通信技術開發 (深圳)有限公司) | 20,000,000港元 HK\$20,000,000 | — | 25 | 分銷寬帶業務 Distribution of broadband business |
| 凱斯泰爾通信設備(深圳)有限公司## CASIL Telecommunications (Shenzhen) Co., Ltd.## | 10,000,000港元 HK\$10,000,000 | — | 33 | 製造及分銷電訊產品 Manufacture and distribution of telecommunication products |
| 南方通信(惠州)實業有限公司# Southern Telecommunication Development Company Limited# | 8,400,000美元 US\$8,400,000 | — | 49 | 製造及分銷電訊產品 Manufacture and distribution of telecommunication products |

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截至二零零八年十二月三十一日止年度

For the year ended 31 December 2008

35. 主要附屬公司、聯營公司及共同控制實體資料 (續)

35. PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (Continued)

| 公司名稱 Name of company | 已發行普通股本之 面值/註冊股本 Nominal value of issued ordinary share capital/ registered capital | 股本權益之百分比 Percentage of equity | | 主要業務 Principal activities |
|---|--|---|---|---|
| | | 本公司 持有% held by the Company % | 本集團 應佔% attributable to the Group % | |
| 江蘇龍源風力發電有限公司# | 人民幣333,320,000元 RMB333,320,000 | — | 25 | 維護及運營風力發電廠及設施 Maintenance and operation of wind energy plants and facilities |
| 吉林龍源風力發電有限公司# | 人民幣438,200,000元 RMB438,200,000 | — | 15 | 維護及運營風力發電廠及設施 Maintenance and operation of wind energy plants and facilities |
| 共同控制實體 Jointly controlled entities | | | | |
| 於中國註冊成立及經營： Registered and operating in the PRC: | | | | |
| 北京德爾福萬源發動機管理系統有限公司# Beijing Delphi Wan Yuan Engine Management Systems Co., Ltd.# | 人民幣128,884,520元 RMB128,884,520 | — | 49 | 製造汽車發動機管理系統 Manufacture of automotive engine management systems and components |
| 北京萬源瀚德汽車密封製品有限公司# Beijing Wanyuan Henniges Sealing Systems Co., Ltd.# (previously known as "Beijing Wanyuan GDX Automotive Sealing Products Co., Ltd.") | 人民幣100,000,000元 RMB100,000,000 | — | 40 | 製造車身密封系統 Manufacture of automotive sealing products |
| 南通航天萬源安迅能風電設備製造有限公司# Nantong CASC Wanyuan Acciona Wind Turbine Manufacture Corporation Ltd.# | 人民幣100,000,000元 RMB100,000,000 | — | 45 | 製造風電設備 Manufacture of wind turbine |

35. 主要附屬公司、聯營公司及共同控制實體資料 (續)

於中國註冊之中外合資合營企業

於中國註冊之全外資企業

除於中國成立之公司外，本集團持有上述公司股份之類別為該等公司發行之普通股。

董事之意見認為，上列各表所載之本集團附屬公司、聯營公司及共同控制實體，乃影響本集團業績或資產之主要公司或為組成本集團之資產淨值之主要部分。董事認為，詳列其他附屬公司及聯營公司之資料，將令本節過於冗長。

截至本年年底，附屬公司概無發行任何債項證券。

35. PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (Continued)

Sino-foreign joint entity enterprise registered in the PRC.

Wholly foreign-owned enterprises registered in the PRC.

Except for the companies established in the PRC, the classes of shares held by the Group in the above companies are ordinary shares issued by those companies.

The above table lists the subsidiaries, associates and jointly controlled entities of the Company which, in the opinion of the directors, principally affected the results or assets or form a substantial portion of the net assets of the Group. To give details of other subsidiaries and associates would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

五年財務資料摘要

Five Years' Financial Summary

截至十二月三十一日止年度

Year ended 31 December

| | | 2004 | 2005 | 2006 | 2007 | 2008 |
|-----------|-------------------------------|----------|----------|----------|-----------|------------------|
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| 營業額 | Turnover | 148,126 | 185,784 | 156,199 | 178,755 | 184,206 |
| 除稅前溢利(虧損) | Profit (loss) before taxation | 6,722 | (29,874) | (66,931) | (570,521) | (488,507) |
| 稅項(支出)抵免 | Taxation (charge) credit | (2,544) | 510 | 1,706 | (1,510) | (7,421) |
| 本年度溢利(虧損) | Profit (loss) for the year | 4,178 | (29,364) | (65,225) | (572,031) | (495,928) |

於十二月三十一日

At 31 December

| | | 2004 | 2005 | 2006 | 2007 | 2008 |
|--------------|-------------------------------|-----------|-----------|-----------|-----------|------------------|
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| 資產及負債 | ASSETS AND LIABILITIES | | | | | |
| 資產總額 | Total assets | 357,333 | 352,356 | 417,642 | 2,214,648 | 2,165,730 |
| 負債總額 | Total liabilities | (175,991) | (197,726) | (325,356) | (642,805) | (889,818) |
| 淨資產值 | Net assets | 181,342 | 154,630 | 92,286 | 1,571,843 | 1,275,912 |



**CHINA
ENERGINE**

From Engine to New Energy

CHINA ENERGINE INTERNATIONAL (HOLDINGS) LIMITED

中國航天萬源國際(集團)有限公司*

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