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二 零 零 七 年 年 報



ALLIED GROUP LIMITED

聯 合 集 團 有 限 公 司

(Stock Code 股份代號：373)

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董事會

狄亞法

主席兼非執行董事

李成輝

行政總裁兼執行董事

勞景祐

執行董事

麥伯雄

執行董事

李淑慧

非執行董事

黃保欣

獨立非執行董事

白禮德

獨立非執行董事

麥尊德

獨立非執行董事

Alan Stephen Jones

獨立非執行董事

執行委員會

李成輝 主席

勞景祐

薪酬委員會

白禮德 主席

狄亞法

黃保欣

麥尊德

Alan Stephen Jones

審核委員會

Alan Stephen Jones 主席

狄亞法

黃保欣

白禮德

麥尊德

主要往來銀行

中國銀行(香港)有限公司

中信嘉華銀行有限公司

富邦銀行(香港)有限公司

渣打銀行(香港)有限公司

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核數師

德勤•關黃陳方會計師行

律師

萬盛國際律師事務所

胡百全律師事務所

股份代號

373

網站

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

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

主席報告

本人向股東們欣然提呈本公司及其附屬公司(統稱「本集團」)二零零七年度業績。本集團於二零零七年表現相當出色，香港及中國的金融服務業務及物業開發與租賃業務均有成功表現。二零零六年十月，卓健亞洲有限公司(「卓健」)成為本公司附屬公司，為本集團提供額外溢利。

財務業績

截至二零零七年十二月三十一日止年度，本集團之收益為4,925.5百萬港元，較二零零六年的2,810.6百萬港元增長75.2%。本公司之股東應佔溢利由二零零六年的1,028.8百萬港元增至1,901.3百萬港元，增幅為84.8%。每股盈利為7.76港元，而二零零六年則為4.12港元。

股息

本公司董事會(「董事會」)已建議派發截至二零零七年十二月三十一日止年度之末期股息每股60港仙(二零零六年：40港仙)予於二零零八年六月六日(星期五)名列本公司股東名冊內之本公司股東(「股東」)。因此，二零零七年全年股息總額為每股75港仙(二零零六年：50港仙)。務請留意，本公司於年內持續購回其股份，總代價約為60.4百萬港元。據此，本公司二零零七年之每股盈利較二零零六年上升88.3%，而同期之本公司股東應佔溢利上升84.8%。本公司將於適當時繼續動用盈餘現金購回其股份以供註銷。

暫停辦理股份過戶登記

本公司將於二零零八年六月三日(星期二)至二零零八年六月六日(星期五)(包括首尾兩天)暫停辦理本公司股份過戶登記，在此期間本公司股份之轉讓手續將不予辦理。為符合獲享末期股息資格，所有轉讓文件連同相關股票須於二零零八年六月二日(星期一)下午四時三十分前送交本公司之股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)辦理股份過戶登記手續。待股東於本公司即將舉行之股東週年大會(「股東週年大會」)上批准後，預期股息單將於二零零八年八月十一日(星期一)或左右以郵寄方式寄發予股東。

業務前景

緊隨本報告為由行政總裁發表之「業務回顧」，以說明本集團對日後前景之展望。

致謝

今年再度取得斐然成績，這全憑我們全體員工的專注、忠誠和專業精神。本人謹此代表本集團為他們於二零零七年作出的努力致謝。本人期望各員工對本集團繼續支持。

本人謹此衷心感謝各董事、各專業顧問以及各位股東對本集團一年以來的支持。



主席

狄亞法

香港，二零零八年四月十五日

業務回顧

簡介

本公司乃一間控股投資公司，其既定政策乃專注運用其管理及財務資源於地產投資及發展以及金融服務之核心業務上。本公司主要透過其目前佔73.82%股權之聯合地產(香港)有限公司(「聯合地產」)持有在香港之地產投資及發展業務，以及透過新鴻基有限公司(「新鴻基」)持有之聯營公司天安中國投資有限公司(「天安」)持有在中華人民共和國(「中國」)之地產投資及發展業務。本公司亦主要透過聯合地產擁有58.64%股權之新鴻基及新鴻基實際持有58.18%實際股權之亞洲聯合財務有限公司(「亞洲聯合財務」)經營金融服務業務。新鴻基持有51.15%權益的附屬公司卓健從事保健服務的業務。

財務回顧

業績

本集團本年度收益約為4,925.5百萬港元，較二零零六年度上升75.2%。收益上升乃由於：

- 新鴻基及亞洲聯合財務在蓬勃發展的本地經濟推動下，表現令人滿意；
- 綜合卓健(自二零零六年十月起成為本集團附屬公司)之全年業績；及
- 本集團的投資物業獲得更高租金收入。

本年度本公司股東應佔溢利自二零零六年的1,028.8百萬港元增加84.8%至約1,901.3百萬港元。每股盈利為7.76港元(二零零六年：4.12港元)。

溢利上升乃由於：

- 新鴻基貢獻大幅增加；
- 因香港物業市場強勁，本集團的投資物業獲得更高重估收益；
- 股份配售引致之視作出售本集團所持有新鴻基部份權益所得溢利中本公司應佔335.9百萬港元(二零零六年：227.7百萬港元)；
- 本公司應佔視作出售本集團所持天安部份權益所得溢利60.7百萬港元，而二零零六年視作虧損為39.7百萬港元；及
- 本年度天安並沒有如二零零六年般，於中國大陸就額外土地增值稅(「土地增值稅」)作出撥備。

分部資料

有關本集團收益及分部業績之分部資料以及其他資料，載於綜合財務報表附註第10項。

重要收購及出售事項

(a) 出售於Island New Finance Limited(「INFL」)之權益

於二零零七年五月三十一日，Onspeed Investments Limited(新鴻基透過其於亞洲聯合財務的權益持有之間接非全資附屬公司)完成出售INFL全部已發行股本及轉讓一項貸款，總代價約為248.9百萬港元。於上述出售之完成日期，INFL實益擁有香港建屋貸款有限公司已發行股本約74.999%。

業務回顧(續)

財務回顧(續)

重要收購及出售事項(續)

(b) 集團重組

二零零七年六月七日，本公司之間接全資附屬公司晴輝有限公司(「晴輝」)與新鴻基及新鴻基兩間附屬公司(統稱「賣方」)訂立一份有條件買賣協議，以總代價約166.9百萬港元向賣方購入禹銘投資有限公司(「禹銘」)合共379,291,800股股份，相當於禹銘當時已發行股本約22.43%。交易已於二零零七年八月三十一日完成。交易之詳情刊載於本公司、聯合地產及新鴻基於二零零七年六月十一日刊發之聯合公佈，以及聯合地產及新鴻基分別於二零零七年七月三日發出之通函。

(c) 因股份配售及以先舊後新方式認購而視作出售新鴻基之權益

聯合地產透過其全資附屬公司於二零零七年十一月十二日完成配售166,000,000股(「股份配售」)新鴻基股份。於二零零七年十一月十三日，完成以先舊後新方式認購166,000,000股新鴻基新股份。配售及以先舊後新方式認購之所得款項淨額約為1,906.0百萬港元。於股份配售之前及以先舊後新方式認購之後，聯合地產所持新鴻基之股權分別為64.34%及57.98%。

除上述出售、重組及視作出售以外，年內概無就附屬公司、聯營公司及共同控制企業作出重大收購或出售。

財務資源、流動資金及股本結構

年內，聯合地產已贖回全部未行使之可換股債券。本年度支付贖回款項與應計利息為549.3百萬港元。本公司及其附屬公司已就此收取518.6百萬港元的贖回款項。

於二零零七年十二月三十一日，本公司股東應佔權益為9,184.6百萬港元，較二零零六年增加1,899.2百萬港元或約26.1%。本集團之現金及銀行結存維持充裕，於二零零七年十二月三十一日之現金、國庫券及銀行結存約為2,932.0百萬港元(二零零六年：1,765.3百萬港元)。本集團之銀行及其他借貸連同貸款票據合共3,786.2百萬港元(二零零六年：2,709.4百萬港元)，其中須即時或於一年內償還之部份下降至1,006.6百萬港元(二零零六年：1,645.2百萬港元)，其餘長期部份上升至2,779.6百萬港元(二零零六年：1,064.2百萬港元)。本集團流動資金之流動比率(流動資產/流動負債)為3.74倍(二零零六年：2.36倍)。本集團之資本負債比率(銀行及其他借貸淨額連同貸款票據/本公司股東應佔權益)為9.3%(二零零六年：13.0%)。

年內，本公司以約60.4百萬港元之總代價購回2,780,000股其本身股份，詳情於下文「購回、出售或贖回股份」一節內略述。

貸款票據按固定利率計息。本集團大部份銀行借貸按浮動利率計息。本集團之借貸分析概無已知季節因素。

外匯波動風險

由於本集團的外匯風險相對並不重大，故匯率及市價之波動概不會令本集團承擔重大風險。

或然負債

或然負債之詳情載於綜合財務報表附註第53項。

財務回顧(續)

重大訴訟資料更新

- (a) 於二零零六年七月十日，終審法院維持香港原訟法庭於二零零四年四月一日之裁決(經上訴法院修訂)，裁定新鴻基之全資附屬公司新鴻基証券有限公司(「新鴻基証券」)在新世界發展有限公司(「新世界發展」)與IGB Corporation Berhad所成立各佔一半權益以購買馬來西亞吉隆坡一幅地皮及興建兩幢國際級酒店另加一幢有200個單位的服務式住宅樓房之合營企業(「合營企業」)中擁有12.5%權益，及新鴻基証券因此須向新世界發展支付新世界發展代表新鴻基証券向合營公司Great Union Properties Sdn. Bhd(「GUP」)墊支之款項連同有關款項之利息(「判定金額」)以及原訟法庭聆訊及兩次上訴之訴訟費(「訟費命令」)。新鴻基証券已於早前向新世界發展支付判定金額，而最近亦已支付履行訟費命令之款項。新鴻基証券亦已於早前向新世界發展支付其他索償款項，有關索償乃關於新世界發展代表新鴻基証券向GUP就合營企業而墊支之款項。新鴻基証券現正向新世界發展及Stapleton Developments Limited(「Stapleton」)尋求協助，確保由Stapleton以信託形式代新鴻基証券持有之GUP已發行股份之法定權益已轉讓至新鴻基証券名下，以及GUP承認並將於其賬目中記錄代新鴻基証券墊支之股東貸款金額已轉至新鴻基証券名下。
- (b) 有關中國合營公司長州電力發展有限公司之令狀詳情，已載列綜合財務報表附註第53項「或然負債」(b)段。
- (c) 據於二零零七年六月六日發出之通知(「通知」)，財政司司長要求市場失當行為審裁處(「市場失當行為審裁處」)就QPL International Limited之證券於二零零三年五月及六月所進行之買賣而發生之事宜(i)進行研訊程序，並(ii)聆聽及裁定有關事宜。該通知列有新鴻基之間接全資附屬公司新鴻基投資服務有限公司及致諾有限公司(現稱新鴻基策略資本有限公司)以及兩位新鴻基集團之僱員。市場失當行為審裁處作出之程序上的裁決正進行司法覆核，並已排期於二零零八年六月十七日開始聆訊。由於已就法律費用作出撥備，故新鴻基認為現時並不適宜就該通知或司法覆核程序作出任何其他撥備。

資產抵押

有關資產抵押之詳情載於綜合財務報表附註第57項。

業務回顧

金融服務

經紀及金融



宣傳海報

本集團的金融服務分部新鴻基於二零零七年表現強勁，收益為4,666.8百萬港元，而二零零六年為1,984.4百萬港元。其股東應佔溢利由二零零六年的451.6百萬港元增長320.2%至1,897.6百萬港元。

證券經紀業務繼續為新鴻基收益之主要來源。該部門於年內曾參與多項分包銷、配售、首次公開招股及多個H股上市項目，因而帶來豐厚溢利。鴻財網收益增長逾倍，盈利較二零零六年顯著增加150%。

年內為證券放款客戶作出之首次公開招股認購額較二零零六年急升93%，總值達2,325億港元。儘管資本市場及對沖基金暢旺刺激其他集資渠道之數目上升，但结构性企業貸款業務仍能維持競爭力。隨著信貸收緊及資本市場表現轉弱，預期此項業務於來年之表現應會更佳。

於二零零七年，全球需求上升及若干供應限制，帶動商品價格波幅增加。因此，新鴻基於貴金屬以及海外商品之成交量顯著增長。隨著恒生指數於二零零七年創下歷史新高，於恒生指數期貨及期權交易方面，新鴻基亦進一步在市場上鞏固其領導地位。

於二零零七年，來自互惠基金及投資相連產品之收入維持穩健增長。互惠基金之累積管理資產總值較二零零六年上升逾50%，收益亦增長近100%。而投資相連產品亦錄得可觀增長，收益較二零零六年上升逾20%。

基金管理業務於二零零七年再續去年之強勢增長，所管理或提供建議的資產自二零零六年底之650百萬美元增加至二零零七年底之870百萬美元，增幅達34%。於二零零七年，新鴻基推出首隻私募股本基金—SHK Asian Opportunities Fund，其於首次認購截止時成功在市場集資100百萬美元。

企業融資部之整體業績表現強勁，該部門並成功促成及保薦兩項首次公開招股於香港聯合交易所有限公司(「聯交所」)之主板上市。年內，該部門亦積極參與多間上市公司在第二市場配售現有股份及新股份，以及多項首次公開招股之包銷工作。該部門亦獲委任為多間公司有關須予披露及關連交易的獨立財務顧問，亦曾兩次出任強制性現金收購建議之財務顧問。

擁有25%權益於香港成立之合營公司中國新永安期貨有限公司(與浙江省永安期貨經紀有限公司共同擁有)，已取得必須之監管機構批准，並於二零零七年五月開業。該公司之業績表現令人鼓舞，並於八月已達致收支平衡及於年內其餘時間錄得溢利。新鴻基繼續加強與中國內地金融機構現有的關係，以開拓潛在發展空間，擴展中國業務。

新鴻基於年內透過向Dubai Investment Group之一間集團公司Dubai Ventures LLC 以先舊後新方式配售166,000,000股股份，集資約1,906.0百萬港元。該交易令新鴻基充分掌握全新環球資金流入大中華市場的投資機會。

業務回顧(續)

業務回顧(續)

金融服務(續)

私人財務

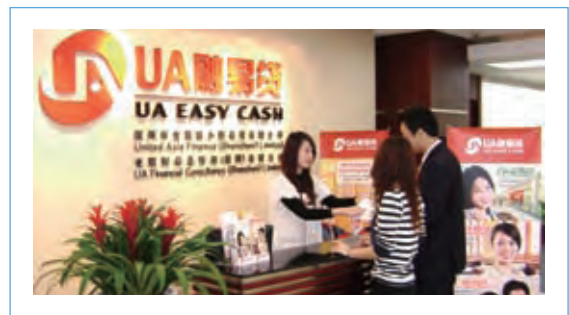


聯合財務的中國策略大有發展的一年。該公司於二零零七年中在深圳開設第一間分行，年內亦於深圳多開三間分行。以UA融易貸交易的亞洲聯合財務的品牌已深得深圳消費者認同，業務亦以理想幅度增長。於二零零八年，亞洲聯合財務將集中發展其管理層相信將具備龐大增長潛力的中國業務所需之基礎建設。故此，亞洲聯合財務正致力於二零零八年底前擴展其中國網絡，將內地分行數目增至共10間。

於二零零七年，亞洲聯合財務之貸款組合錄得可觀增長，主要受惠香港經濟強勁增長所帶動，其利息收入較二零零六年錄得雙位數字之增長。然而，根據目前會計原則，借貸組合增加及壞賬比率上升令減值撥備增加，因而令於二零零七年盈利貢獻較二零零六年略為下降。

二零零七年底，亞洲聯合財務於香港經營39間分行(二零零六年：36間分行)，且於二零零八年初已增至41間分行。亞洲聯合財務正積極物色新營業地點，以擴展業務範圍及提升服務質素。

二零零七年亦為亞洲



物業

香港



世紀香港酒店

聯合地產呈報的股東應佔溢利為2,253.7百萬港元，較二零零六年的1,047.8百萬港元增長115.1%。

由於香港經濟增長及利率漸趨下降，本地物業市場於二零零七年保持強勁。年內物業資本值激增，續租之租金亦繼續上升。故雅柏苑、聯合貨運中心、聖佐治大廈及中國網絡中心等聯合地產所持之所有主要物業均錄得更高租金收入。來自世紀軒的貢獻因佔用率及平均房租提高而持續增強。

聯合地產間接擁有50%權益及擁有聯合鹿島大廈、世紀香港酒店及Sofitel Philippine Plaza Hotel等多項物業的Allied Kajima Limited於二零零七年錄得溢利下跌17.8%。該下跌主要是投資物業重估收益較二零零六年減少所致。

於二零零七年，聯合地產對其貸款及資本結構進行兩項調整。第一、於年內

贖回所有尚未償還可換股債券達549.3百萬港元(包括應計利息)，贖回是由於聯合地產未能如公佈的目的使用其於二零零六年發行可換股債券的大部份所得款項以增加其擁有的新鴻基股權，加上其銀行借貸的利率低於可換股債券息率所致。第二、聯合地產於二零零七年八月完成拆細當時每股面值2.00港元的股份為十股每股面值0.20港元的股份。此舉旨在改善股份的交投量，因而為聯合地產提供吸引更多投資者及增加股東數目的機會。



世紀香港酒店—大堂

業務回顧(續)

物業(續)

中國內地

新鴻基之上市聯營公司及本集團中國物業分部天安之股東應佔溢利為703百萬港元(二零零六年：51.5百萬港元)較去年上升12.7倍。倘扣除二零零六年為中國土地增值稅作出額外的297.4百萬港元之撥備(未計少數股東權益)，天安之股東應佔溢利增加110%。溢利增加主要是由出售非核心資產(包括上海聯合水泥有限公司的所有權益、南京秣陵鎮及新會項目)所得收益所致。

鑑於二零零七年中國物業市場強勁發展，天安已出售之總樓面面積(「總樓面面積」)約為102,400平方米，二零零六年約為79,100平方米。於本年度內，已竣工住宅／商業物業總樓面面積約為87,900平方米(二零零六年：83,800平方米)，較去年上升5%。截至二零零七年年底，在建工程總樓面面積約為363,000平方米(二零零六年：282,300平方米)，較去年上升29%，包括上海天安別墅(二期)、無錫曼克頓(一期)、上海天安豪園(一期)、深圳天安高爾夫花園(三期)、深圳龍崗數碼新城(一期)、長春天安第一城(三期)、南通天安花園(四期)、佛山天安數碼城(一期)及番禺節能科技園(四期)。該等物業的價值於近年激增，而天安預期可從所有出售獲取重大溢利。



無錫曼克頓(效果圖)



深圳龍崗數碼新城(一期)

根據提高租金收入之策略，天安按保留更多房地產作產生租金收入之宗旨管理其組合。二零零七年租金收入增加23%，而隨著租約續期及天安更多投資物業相繼落成(包括預期於本年第四季動工之上海「麵粉廠」項目)，預期未來數年租金收入將繼續上升。天安亦已經購回上海天安中心兩個樓層，和已經收購鄰近天安中心，位於上海南京西路總樓面面積25,306平方米之永新廣場之50%權益。

天安連同其聯營公司及共同控制企業現時擁有約7,154,000平方米總樓面面積的土地儲備(天安應佔總樓面面積約為5,167,000平方米，包括已竣工投資物業約276,000平方米及待發展物業約4,891,000平方米)。

業務回顧(續)

投資

卓健

收益上升至947.7百萬港元，較二零零六年之893.7百萬港元增加6%。然而，純利由二零零六年之65.1百萬港元下跌至63.2百萬港元。純利下降是由於上漲的成本(特別是租金及員工開支)需時轉嫁至客戶。



卓健醫療保健中心



卓健醫學美容中心

年內，其管理層致力將公司定位以配合長遠增長策略。卓健之業務發展策略令登記之公司客戶數目增加5%，此外，卓健管理層亦實行一系列科技解決方案，務求使內部程序自動化及加強數據整合，以改善準確性及提高效率。

作為領先的私人醫療服務供應商，卓健已準備就緒參與香港的醫療改革計劃。卓健的管理層將支持政府發展持續之醫療融資計劃及服務以迎合社會需要。

禹銘

於二零零七年八月，晴輝向新鴻基集團完成收購禹銘的22.43%權益。年內，晴輝於公開市場的進行購買，令其股權增至24.85%。於二零零七年十一月，由於禹銘的股份購回計劃，本集團於禹銘的股權進一步增至26.98%。

禹銘錄得股東應佔溢利145.2百萬港元(二零零六年：虧損155.7百萬港元)。溢利增長主要是透過出售所持上市股份、亞洲國際博覽館的權益、及其香港零售物業組合。由於禹銘於全球股市有巨額投資，故股票市場於二零零八年第一季的主要調整預期對禹銘二零零八年的溢利有不良影響。

禹銘擁有充裕現金，將會繼續於香港及其他地方物色新機會，以給予股東更佳的回報。

主要客戶及供應商

本集團五大客戶應佔之總銷售，相當於本年度營業總額之30%以下。同時，本集團之五大供應商應佔之總採購，相當於本年度總採購額之30%以下。

僱員

於二零零七年十二月三十一日，本集團之僱員總人數為3,444名(二零零六年：3,157名)。總僱員成本(包括董事酬金)金額為911.0百萬港元(二零零六年：507.5百萬港元)。僱員成本上升主要是由於將卓健之全年業績綜合入賬。本集團不時檢討薪酬福利。除支付薪金外，僱員尚有其他福利，包括僱員公積金供款計劃、醫療津貼及酌定花紅計劃。

風險管理

金融服務業務

政策及程序

本集團已設立風險管理之政策及程序，並由各管理層、有關內部審核部門、法規監核及風險控制部門與風險管理委員會(「風險管理委員會」)定期檢討，向各董事會報告。有關的政策及程序確保本集團業務的一切主要風險一直受到恰當監察及控制。

金融風險

本集團之金融風險管理(包括市場風險、信貸風險、流動資金風險及利率風險)於綜合財務報表附註第7c項內論述。

營運風險

營運風險指因內部程序、人為及制度不足或失當或外在事件導致產生損失之風險，包括法律及法規遵守之風險。

本集團已設立了精密的內部監控程序，著重清晰的職權範圍、恰當的職務分工、有效之內部匯報及應變計劃、監管機構條例的遵守以及為其各主要業務制訂詳細的政策及監控程序。各營運及業務部門管理層負責其部門的日常營運風險管理及匯報，具體工作包括識別、評估、減低及持續監控業務流程、活動及產品的潛在風險。業務部門主管須申報及定期提交「風險、法規監核及內部監控程序責任聲明」供各控制部門審閱。高級管理層及有關風險控制部門均參與檢討本集團之整體風險，確保本集團風險維持在可接受水平。

商譽風險

具財務誠信及審慎的商譽對金融服務業來說是一重要因素。就集團而言，「品牌」實屬非常重要及珍貴，而藉著嚴謹之內部監控及風險管理，如在主要業務上推行全面之員工培訓及營運守則，加上內部審計部(向有關公司主席及審核委員會獨立匯報之部門)之效能與獨立運作，致使我們成功管理此方面之風險。

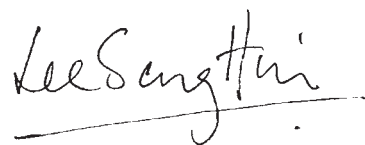
業務展望

本公司於二零零七年取得成功。然而，本公司亦關注二零零八年在轉壞的經營環境。全球經濟正面臨美國次級按揭貸款問題，以及因商品價格上升等因素而引致的強大通貨膨脹壓力所帶來的挑戰。在中國方面，政府控制通脹的措施以及人民幣的強勢預期對中國經濟增長有負面影響。

管理層知悉該等短期波動的不利影響，而本集團已為該等挑戰作好準備。本集團在雄厚實力下，預期可為全體股東的利益達成已訂的策略及目標。

鳴謝

董事會謹此衷心感謝各員工締造二零零七年度之佳績，並感謝各位股東對本集團一直以來的支持。



行政總裁

李成輝

香港，二零零八年四月十五日

董事及高級行政要員一覽

狄亞法

狄亞法先生，現年六十六歲，自二零零七年一月起擔任本公司主席，於一九九五年十二月獲委任為本公司之獨立非執行董事，並於二零零二年七月改任為本公司之非執行董事。彼畢業於澳洲雪梨大學法律系，並取得澳洲新南威爾斯最高法院之律師資格，其後更取得大律師資格。彼現為非執業大律師。彼於企業及商業方面具豐富經驗，曾於多間澳洲、香港及其他地區之上市公司擔任董事，並出任若干公司之董事會主席。彼亦為聯合地產及卓健之非執行董事兼主席，以及禹銘之非執行董事。

李成輝

李成輝先生，現年三十九歲，自一九九八年一月起擔任本公司之行政總裁。彼畢業於澳洲雪梨大學法律系，並取得榮譽學位。彼曾於麥堅時律師行及羅富齊父子(香港)有限公司工作。彼於一九九二年七月獲委任為本公司之非執行董事，並於一九九三年十二月成為本公司之執行董事。彼亦為天安之非執行董事兼主席，以及禹銘之執行董事。李先生亦為Tanami Gold NL之非執行董事，該公司股份於澳洲聯交所上市。彼為李淑慧女士之胞兄。

勞景祐

勞景祐先生，現年四十七歲，於二零零零年五月獲委任為本公司之執行董事，並於二零零七年五月獲委任為本公司之公司秘書。彼為特許公司秘書，並持有澳洲Macquarie University之應用財務碩士學位。彼曾於香港多間公司履任多項行政職位，包括於上市公司出任公司秘書。彼亦為天安及禹銘之執行董事。

麥伯雄

麥伯雄先生，現年六十一歲，於二零零六年一月獲委任為本公司之執行董事。彼持有香港大學經濟學文學士榮譽學位及加拿大西安大略大學工商管理碩士學位。麥先生為新鴻基之財務及資金總監及新鴻基之全資附屬公司Sun Hung Kai International Bank Brunei Limited之董事。麥先生曾任新鴻基之財務總監。於加入新鴻基前，麥先生曾為和記黃埔有限公司之全資附屬公司屈臣氏有限公司之集團業務總監及財務總監。在此以前，他曾出任加拿大帝國商業銀行於香港及中國之董事總經理，並曾於漢華實業銀行及花旗銀行出任高級行政人員，在銀行業及金融業務管理方面擁有豐富經驗。彼亦為亞洲聯合財務之董事。

李淑慧

李淑慧女士，現年三十七歲，於二零零零年五月獲委任為本公司之非執行董事。彼持有澳洲雪梨大學之經濟學士學位，並曾任投資分析員，於香港及亞太區證券業具廣泛經驗。彼為李成輝先生之胞妹。

黃保欣

黃保欣先生(G.B.M., C.B.E., 太平紳士)，現年八十四歲，自一九九三年三月起擔任本公司之獨立非執行董事，為本港知名人士，於商界及公共事務上均有傑出成就。彼曾為聯僑企業有限公司之主席兼董事總經理，並為全國人民代表大會常務委員會轄下之香港特區基本法委員會前副主席。彼亦為Alco Holdings Limited、中國電子集團控股有限公司、銀創控股有限公司、深圳控股有限公司及中石化冠德控股有限公司之獨立非執行董事。

白禮德

白禮德先生，現年四十二歲，於一九九九年十二月獲委任為本公司之獨立非執行董事。彼於一九八八年畢業於英國愛塞特大學法律系，並取得榮譽學位，其後在英格蘭及威爾斯、愛爾蘭共和國及香港特別行政區取得律師資格。彼於停止私人執業及任職工業界前，乃國際律師事務所其禮律師行之合夥人，並經常擔任本公司及其附屬公司之顧問。彼現於盧森堡定居，亦為新鴻基之獨立非執行董事。

麥尊德

麥尊德先生，現年七十九歲，於二零零四年二月獲委任為本公司之獨立非執行董事。彼為JDM Associates Limited之創辦人兼主席，曾為香港領先的運動及休閒用品分銷集團公司之主要股東。彼畢業於University of Western Australia及Harvard Business School，擁有超過五十年出任行政總裁之工作經驗，以及後期為一般性、市場顧問及代表服務之獨資經營者，並擁有代理分銷、生產專利、超級市場、藥店特別商品之特許零售權，以及貨品採購之廣泛經驗及成就。彼亦為聯合地產之獨立非執行董事。

ALAN STEPHEN JONES

Alan Stephen Jones先生，現年六十五歲，於二零零六年一月獲委任為本公司之獨立非執行董事。彼為特許會計師，於管理、行政、會計、地產發展、停車場管理、金融及貿易業務方面具有豐富經驗，並曾參與多宗澳洲及國際上市公司成功進行之合併及收購活動。彼亦為聯合地產、新鴻基及亞太資源有限公司之獨立非執行董事。

長原彰弘

長原彰弘先生，現年六十七歲，為本公司附屬公司亞洲聯合財務之董事總經理。彼持有台灣國立大學法律學位及日本國立一橋大學法學院碩士學位，並於該大學完成博士課程。彼為香港知名私人財務專家，並因成功創辦大眾財務有限公司(前稱日本信用保證財務有限公司)而備受讚譽。彼亦為香港持牌放債人公會有限公司自一九九九年成立至今之主席，而該公司為香港持牌放債人之唯一業界代表機構。

李志剛

李志剛先生，現年五十四歲，為蘇格蘭特許會計師公會會員及香港會計師公會資深會員，於一九九六年一月加盟本公司，現為本公司之集團財務總監。彼於財務及會計行業具有豐富經驗，曾於兩間主要核數師事務所任職及擔任多間頗具規模的香港上市公司之集團財務總監，現為聯合地產之執行董事兼公司秘書及天安之執行董事。

林錦榮

林錦榮先生，現年四十一歲，為本公司之合資格會計師。彼於一九九九年獲香港中文大學頒授工商管理學碩士學位，現為英國特許公認會計師公會資深會員及香港會計師公會會員。林先生於一九九二年加盟本集團前，曾於一間國際會計師行任職四年。

本公司致力於切合實際之範圍內維持高水平之企業管治，以強調高透明度、問責性及獨立性為原則。董事會相信優良之企業管治對本公司之成功及提升股東價值至為重要。

企業管治常規守則

根據已於二零零五年一月一日起生效之香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載之企業管治常規守則(「企業管治守則」)，董事會已審閱本公司之企業管治常規，並已採納多項經改進之程序，詳情載於本報告內。除下文解釋之若干已闡明原因之偏離行為外，於截至二零零七年十二月三十一日止年度，本公司已應用企業管治守則之原則及遵守適用之守則條文。董事會將至少每年檢討現行之常規一次，並在其認為需要時作出適當更改。

董事會

董事會目前共由九名董事(「董事」)組成，其中三名為執行董事，兩名為非執行董事及四名為獨立非執行董事(「獨立非執行董事」)。於年內及截至本報告日期止，董事會成員載列如下：

執行董事：	李成輝(行政總裁) 勞景祐 麥伯雄
非執行董事：	狄亞法(主席) 李淑慧
獨立非執行董事：	黃保欣 白禮德 麥尊德 Alan Stephen Jones

董事之履歷詳情載於第38至39頁之「董事及高級行政要員一覽」一節內。除本公司行政總裁李成輝先生為本公司非執行董事李淑慧女士之胞兄外，董事會成員之間並無存有家屬或其他重大關係。

年內，非執行董事(大部份為獨立非執行董事)為本集團提供廣泛之專業知識及經驗。彼等積極參與董事會及委員會會議，對本集團之策略、表現及管理程序之事宜提供獨立判斷，並顧及全體股東之利益。

於整個年度內及截至本報告日期止，本公司之四名獨立非執行董事佔董事會人數不少於三分之一。根據上市規則第3.10條之規定，至少一名獨立非執行董事必須具備適當之專業資格或會計或相關財務管理專業知識。董事會已接獲每名獨立非執行董事有關其獨立性之年度確認書，並認為所有獨立非執行董事均具備上市規則第3.13條所載之指引下之獨立性。

董事會(續)

董事會定期召開會議，討論本集團之整體策略以及營運及財政表現，並審閱及批准本集團之全年及中期業績。於年內，已舉行五次董事會會議，各董事之出席情況如下：

	出席／具資格出席 董事會會議次數
執行董事：	
李成輝(行政總裁)	5/5
勞景祐	5/5
麥伯雄	5/5
非執行董事：	
狄亞法(主席)	5/5
李淑慧	3/5
獨立非執行董事：	
黃保欣	5/5
白禮德	5/5
麥尊德	5/5
Alan Stephen Jones	3/5

經董事會決定或考慮之事宜包括本集團整體策略、全年營運預算、全年及中期業績、董事委任或重新委任之建議、重大合約及交易，以及其他重大政策及財務等事宜。董事會已將日常職責委派予行政管理人員，並由執行委員會(其具有特定書面職權範圍)指示／監督。董事會及本公司管理層之職能已分別確立並以書面列載，且已於二零零五年六月獲董事會批准。董事會將每年對上述職能作出檢討。

每年定期之董事會會議預定為約每季及按業務需要而舉行。召開董事會會議一般會給予全體董事至少十四天之通知，以便彼等皆有機會提出商討事項列入會議議程。公司秘書協助主席編製會議議程，以及確保已遵守所有適用規則及規例。議程及隨附之董事會文件一般在舉行定期董事會會議(及就可行情況下，亦適用於其他董事會會議)前至少三天呈送予全體董事。每份董事會會議記錄之初稿於提交下一次董事會會議審批前，先供全體董事傳閱並提出意見。所有會議記錄均由公司秘書保存，並供任何董事於發出合理通知時，於任何合理時間內查閱。

根據董事會現行慣例，倘主要股東或董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則有關事項會於正式召開之董事會會議上處理。本公司之組織章程細則(「章程細則」)亦規定，除當中所述之例外情況外，董事須就批准該名董事或其任何聯繫人士擁有重大利益之任何合約或安排之會議上放棄投票，彼亦不會被計算於該等會議之法定人數內。

每位董事有權查閱董事會文件及相關資料，及可向公司秘書尋求意見及服務。董事會及各董事亦可個別及獨立地接觸本公司之高級行政要員。董事將獲持續提供上市規則及其他適用監管規定之最新發展之資料，以確保彼等遵守及秉持優秀企業管治常規。此外，書面程序已於二零零五年六月制定，讓各董事在履行其職務時，可在適當之情況下尋求獨立專業意見，有關合理費用由本公司承擔。

主席及行政總裁之角色

本公司主席及行政總裁之角色有所區分，以加強各自之獨立性及問責性。自二零零七年一月一日狄亞法先生獲委任為本公司主席並負責領導董事會，確保(i)所有重大政策問題乃經董事會以即時及建設性方式討論；(ii)所有董事能妥善地獲得董事會會議上討論問題之通報；及(iii)所有董事能收到充分及適時資料，而該等資料必須完整可靠。行政總裁一職由本公司執行董事李成輝先生擔任，其負責本集團之日常業務管理。此等職位之職責已清晰區分且以書面形式載明，並於二零零五年六月經董事批准。

董事之委任及重選

於二零零五年六月，董事會設立並採納一套以書面列載之提名程序（「提名程序」），具體列明本公司董事候選人之挑選及推薦程序及準則。執行委員會應以提名程序所載之該等準則（如恰當資歷、個人專長及投放時間等）作為基礎以物色及向董事會推薦建議人選以予批准委任。

每名新獲委任之董事將於首次委任時獲公司秘書發給一套入職資料。該套入職資料乃根據公司條例、上市規則以及證券及期貨條例董事須遵守之職責及持續責任之全面、正式及按每名董事情況專門編製之指引。此外，該套入職資料亦包括簡述本公司運作及業務之資料，本公司最新公佈之財務報告及董事會採納之企業管治常規文件。董事將持續獲更新上市規則及其他適用之規管規定之重大發展，以確保彼等遵守及維持良好之企業管治常規。

所有本公司之非執行董事（包括獨立非執行董事）之委任已設特定任期，惟董事之離任或退任須受章程細則之有關條文或任何其他適用法例所規限。非執行董事（包括獨立非執行董事）之任期從二零零八年一月一日起再續一年。

根據章程細則，於本公司每屆股東週年大會上，三分之一當時在任之董事（或倘其人數並非三之倍數，則最接近但不少於三分之一之數目）須輪值退任。此外，任何填補臨時空缺而獲委任之董事僅可任職至下屆股東大會為止，而獲委任為董事會新增之成員可任職至下屆股東週年大會為止，在該兩種情況下，該等董事應可於相關會議上膺選連任。每名董事須至少每三年輪值退任一次。

董事委員會

董事會已成立多個委員會，包括薪酬委員會、審核委員會及執行委員會，各委員會均以書面具體列明其職權範圍。委員會之所有會議記錄及決議案均由公司秘書保存，並提供副本予全體董事會成員傳閱，而各委員會須向董事會匯報其決定及建議（倘適用）。董事會會議之程序及安排（於上文「董事會」一節提述）按可行情況下亦已獲委員會會議所採納。

薪酬委員會

薪酬委員會已成立逾10年。該委員會目前由五名成員組成，包括獨立非執行董事白禮德先生（委員會主席）、黃保欣先生、麥尊德先生及Alan Stephen Jones先生，以及非執行董事狄亞法先生。薪酬委員會獲提供充裕資源以履行其職務，並可按本公司政策在有需要時尋求獨立專業意見。

薪酬委員會之主要角色及職能為：

- (i) 檢討董事之薪酬政策及待遇並向董事會提出建議，及（倘適合）就有關其他執行董事薪酬之提案諮詢主席及／或行政總裁；
- (ii) 透過參照董事會不時批准之公司宗旨及目標，以檢討並建議按表現釐定之薪酬；
- (iii) 檢討並建議向執行董事支付與任何喪失或終止其職務或委任有關之賠償；
- (iv) 檢討並建議因董事行為失當而解僱或罷免有關董事所涉及之賠償安排；及
- (v) 確保概無董事參與釐定其本身之薪酬。

董事委員會(續)

薪酬委員會(續)

為遵守企業管治守則之守則條文B.1.3，本公司已於二零零五年六月修訂薪酬委員會之職權範圍，惟就該守則條文在薪酬委員會須釐定上市公司所有執行董事及高級行政要員之特定薪酬待遇之職責方面有所偏離。董事會認為，本公司薪酬委員會僅會就執行董事(不包括高級行政要員)之薪酬待遇作出檢討(而非釐定)，並僅向董事會作出建議，理由如下：

- (i) 董事會認為薪酬委員會並不適宜評估高級行政要員之表現，而有關評估程序由執行董事執行將更為有效；
- (ii) 薪酬委員會成員多數為獨立非執行董事，彼等來自不同行業、具有不同背景，或會對本公司經營之行業並不完全熟悉，且並無參與本公司之日常運作。彼等對有關業界慣例及薪酬待遇之標準亦可能無直接認識。故此，薪酬委員會並不適宜釐定執行董事之薪酬；
- (iii) 執行董事必須負責監管高級行政要員，因而須有權力操控彼等之薪酬；及
- (iv) 執行董事並無理由向高級行政要員支付高於業界標準之薪酬，而按此法釐定薪酬待遇可減省支出，將有利於股東。

薪酬委員會之職權範圍已於本公司網站內登載。

薪酬委員會每年須至少召開一次會議。於二零零七年已舉行兩次委員會會議，以審閱及討論(i)董事之現有薪酬政策及架構；(ii)所有執行董事之現有薪酬福利；(iii)非執行董事(包括獨立非執行董事)之現有薪酬；及(iv)向行政總裁、執行董事及集團財務總監支付表現花紅及調整薪酬，而各成員之出席情況如下：

委員會成員	出席／具資格出席 委員會會議之次數
白禮德(主席)	2/2
狄亞法	2/2
黃保欣	2/2
麥尊德	2/2
Alan Stephen Jones	2/2

除舉行委員會會議外，薪酬委員會亦於二零零七年內透過傳閱文件方式處理事宜。於二零零七年內及截至本報告日期止，薪酬委員會已履行之工作概述如下：

- (i) 檢討及建議董事會批准向本公司之行政總裁、執行董事、集團財務總監及其他高層員工支付截至二零零五年十二月三十一日及二零零六年十二月三十一日止年度之表現花紅；
- (ii) 檢討及建議董事會批准於截至二零零七年十二月三十一日止年度增加行政總裁、執行董事及集團財務總監之薪酬，以及獨立非執行董事之顧問費；
- (iii) 檢討及建議董事會批准將非執行董事及獨立非執行董事之任期及薪酬待遇自二零零八年一月一日起再續一年；
- (iv) 檢討及建議董事會批准將主席之任期及薪酬待遇及為其顧問費作出之補償安排；及
- (v) 檢討及建議董事會批准續訂提供予行政總裁住所之租賃協議。

董事獲發之薪酬乃按彼等各自之僱用合約或服務合約內之條款，在薪酬委員會向董事會提出建議並獲批准後而釐定。董事薪酬之詳情載於綜合財務報表附註第15項。本集團薪酬政策之詳情載於「業務回顧」第36頁之「僱員」一節。

董事委員會(續)

審核委員會

審核委員會已成立逾10年，目前由五名非執行董事組成，其中四名為獨立非執行董事。為保持獨立性及客觀性，審核委員會由一名具備合適專業資格或會計或相關財務管理專業知識之獨立非執行董事擔任主席。審核委員會之現任成員為Alan Stephen Jones先生(委員會主席)、狄亞法先生、黃保欣先生、白禮德先生及麥尊德先生。審核委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。

審核委員會之主要角色及職能為：

- (i) 考慮並向董事會提出建議外聘核數師之委任、重新委任及罷免，以及批准外聘核數師之薪酬及聘用條款，並處理任何有關該核數師辭任或辭退該核數師之問題；
- (ii) 考慮及與外聘核數師討論每年核數之性質及範疇；
- (iii) 檢討及監察外聘核數師之獨立性及客觀性；
- (iv) 於中期及全年綜合財務報表提交董事會前先行審閱；
- (v) 商議就中期審閱及年終審核而產生之任何問題及保留事項，及外聘核數師擬商討之任何事宜；
- (vi) 審閱外聘核數師致管理層之函件及管理層之回應；
- (vii) 檢討本集團之財務監控、內部監控及風險管理系統；
- (viii) 審閱內部審核計劃，推動內部與外聘核數師之工作協調；及檢視內部審計功能是否有足夠資源運作，且在本集團具有適當地位；及
- (ix) 考慮內部審計部之主要調查之任何發現及管理層之回應。

為遵守企業管治守則之守則條文C.3.3，本公司審核委員會之職權範圍已於二零零五年六月作出修訂(並於二零零七年十一月再作修訂)，惟就該守則條文在審核委員會之職責方面有所偏離：

- (i) 執行委聘外聘核數師提供非核數服務之政策；
- (ii) 確保管理層已履行其職責建立有效之內部監控系統；及
- (iii) 確保內部與外聘核數師之工作得到協調，也須確保內部審計功能獲得足夠資源運作，並且在上市公司中具有適當之地位。

董事會認為本公司審核委員會應就委聘外聘核數師提供非核數服務之政策作出建議(而非執行)，理由如下：

- (i) 由董事會及其下設之委員會制定政策及作出合適之建議乃屬恰當及合適；
- (ii) 由執行董事及管理層執行該政策及建議乃屬恰當及合適之機制；及
- (iii) 獨立非執行董事並不適宜執行日常之政策及跟進工作。

此外，董事會認為本公司之審核委員會僅具備監察(而非確保)管理層已履行建立有效內部監控系統職責之能力。由於上述事宜涉及日常監控及僱用全職之專業人員，因此審核委員會並無確保上述事宜得以執行之能力。審核委員會雖不能確保，但可推動內部和外聘核數師之間的工作得到協調。同樣，審核委員會不能確保，但可檢查內部審計是否獲得足夠資源運作。

董事委員會(續)

審核委員會(續)

審核委員會之職權範圍已於本公司網站內登載。

審核委員會每年須至少召開兩次會議。於二零零七年已舉行三次委員會會議，而各成員之出席情況如下：

委員會成員	出席／具資格出席 委員會會議之次數
Alan Stephen Jones(主席)	3/3
狄亞法	3/3
黃保欣	3/3
白禮德	3/3
麥尊德	3/3

除舉行委員會會議外，審核委員會亦於二零零七年內透過傳閱文件方式處理事宜。於二零零七年內及截至本報告日期止，審核委員會已履行之工作概述如下：

- (i) 審閱及建議董事會／執行委員會批准外聘核數師建議之本集團截至二零零七年六月三十日止六個月之中期業績審閱(「二零零七年中期審閱」)及截至二零零七年十二月三十一日止年度之年終審核(「二零零七年年終審核」)之核數範圍及費用；
- (ii) 審閱外聘核數師就有關截至二零零六年十二月三十一日止年度之年終審核、二零零七年中期審閱及二零零七年年終審核結果之報告／獨立審閱報告及管理層之回應；
- (iii) 審閱及建議董事會批准截至二零零六年十二月三十一日止年度、截至二零零七年六月三十日止六個月及截至二零零七年十二月三十一日止年度之財務報告及相關之管理層聲明函件及公佈；
- (iv) 審閱本集團之企業管治常規守則 — 內部監控(守則條文C.2)之報告及有關內部監控文件；
- (v) 審閱集團內部審計部(「內部審計部」)所編製之集團風險分析報告，及集團內部審計計劃與策略報告；
- (vi) 審閱外聘顧問所編製之內部監控評估報告，以及內部審計部所編製之進度報告，並確保管理層儘快處理報告所提出之事項；
- (vii) 審閱內部審計部編製之內部審計審閱報告、概要及跟進報告，並確保管理層儘快處理報告所提出之事項；及
- (viii) 審閱及建議董事會批准採納舉報者政策及已修訂之審核委員會之職權範圍。

「舉報者政策(Whistle Blower Policy)」提供一個內部通報程序，僱員可循此途徑如實舉報可疑事件，如不當內部監控程序；不確財務或其他報告資料；或集團內任何指稱違法、不當慣例或行為。繼本公司採納舉報者政策後，審核委員會之職權範圍已於二零零七年十一月作出修訂，以遵守企業管治守則之建議最佳常規C.3.7(a)。

執行委員會

執行委員會自一九九三年一月成立，目前由兩名執行董事組成，包括李成輝先生(委員會主席)及勞景祐先生。執行委員會獲授予關於本集團業務之所有一般管理及控制權，惟根據執行委員會之書面職權範圍須留待董事會決定及批准之事宜除外。繼本公司採納舉報者政策後，執行委員會之職權範圍已於二零零七年十一月作出修訂。

董事委員會(續)

執行委員會(續)

執行委員會於有需要時舉行會議，以討論本集團之營運事宜，亦可透過傳閱文件方式處理事宜。執行委員會主要負責處理及監察日常管理事宜，並獲授權：

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

董事及相關僱員進行證券交易之守則

本公司已採納上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》(「標準守則」)，作為有關董事進行證券交易之行為守則。經本公司作出特定查詢後，全體董事已確認彼等一直遵守標準守則所載之規定標準。

為遵守企業管治守則之守則條文A.5.4，本公司亦已於二零零五年六月採納標準守則，藉此對本公司或其附屬公司之若干僱員(彼等被視為可能知悉有關本公司或其證券之未刊發及價格敏感資料)就本公司之證券買賣作出規管。

問責及核數

財務報告

在會計部之協助下，董事確認彼等編製本集團綜合財務報表之責任。於編製截至二零零七年十二月三十一日止年度之綜合財務報表時，本公司已採納香港公認會計原則，並遵守香港會計師公會頒佈之香港財務報告準則(當中亦包括香港會計準則及詮釋)之規定以及香港公司條例之披露規定。董事認為所選擇之會計政策適當並且貫徹應用，而所作判斷及估計審慎合理，亦確保按持續經營基準編製財務報表。

本公司外聘核數師德勤•關黃陳方會計師行之匯報責任載於第53及54頁之「獨立核數師報告」。

內部監控

董事會負責檢討本集團內部監控系統之效能，並確保有效之監控措施，藉以保障股東投資及本集團之資產。

內部監控系統旨在合理地(而非絕對地)保證無重大失實陳述或損失，同時管理(但並非完全消除)系統失誤之風險，並協助本集團達致議定宗旨及目標。其對達致業務目標至為重要之風險管理擔任重要角色。除了保障本集團之資產外，內部監控亦為備存妥善之會計記錄提供準則，有助遵守有關法律及規例。

本公司之主要附屬公司均受獨立內部監控系統管理。此等附屬公司已向本公司就遵循企業管治守則內之整體內部監控系統規定作出適當之保證。

內部審核

本公司之內部審計部於二零零六年十二月成立，內部審計經理向主席及審核委員會作報告。內部審計部將在向董事會保證管理層維持及營運良好之內部監控體系方面擔任重要角色。此乃董事會提高本集團整體企業管治水平並遵守企業管治守則之守則條文C.2的部份計劃。

審核委員會及董事會已審閱由內部審計部所編製之集團風險分析報告，及集團內部審計計劃與策略報告。有關本集團面對各主要類別風險之管理政策及程序之論述，收錄於綜合財務報表附註第7項及「業務回顧」第37頁之「風險管理」一節內。

問責及核數(續)

內部審核(續)

內部審計部對截至二零零七年十二月三十一日止年度進行內部監控評估。該內部審核報告及跟進報告已提交審核委員會及董事會審閱。管理層正在處理報告內提出之事宜。另外，審計部亦對外聘顧問及審計部早前編製之物業發展項目之內部監控評估報告作出跟進，並確保管理層已處理所提出之事項。

外聘核數師之酬金

於年內，已支付予本集團外聘核數師之酬金載列如下：

向本集團提供之服務	千港元
核數服務	6,916
非核數服務	
— 稅項服務	945
— 其他專業服務	4,149
總額	12,010

與股東之溝通

董事會深明與股東保持良好聯繫之重要性。有關本集團之資料乃按時透過多種正式途徑向股東傳達，包括中期報告及年報、公佈及通函。該等刊發文件連同最近期之公司資料及消息亦已於本公司網站內登載。

本公司股東週年大會乃董事會直接與股東聯繫之寶貴機會。主席積極參與並親自主持股東週年大會以回應股東之任何查詢。審核委員會主席及薪酬委員會主席，或在該等主席缺席時由各自委員會之另一名委員於股東週年大會上回答提問。主席會就每項須於股東週年大會上審議之議題提呈個別之決議案。股東週年大會之通函會於股東週年大會舉行前至少二十一天發送予全體股東，通函載列每項擬提呈決議案之詳情、投票程序(包括要求以股數投票方式進行表決之程序)及其他相關資料。主席於股東週年大會開始時，會再次解釋要求以股數投票方式進行表決之程序，及(要求以股數投票方式表決者除外)宣佈就每項決議案已接獲委任代表之贊成及反對之票數。

提升企業管治水平

提升企業管治水平並非只為應用及遵守聯交所之企業管治守則，乃為推動及建立道德與健全之企業文化為依歸。吾等將持續檢討並按經驗、監管變動及發展，於適當時候改善現行常規。本公司亦歡迎股東提供任何意見及建議以提高及改善本公司之透明度。

承董事會命



主席
狄亞法
香港，二零零八年四月十五日

董事會報告

董事會同寅謹欣然將本集團及本公司截至二零零七年十二月三十一日止年度之週年報告及經審核綜合財務報表呈覽。

主要業務

本公司乃一間控股投資公司，提供公司管理服務，其主要附屬公司、聯營公司及共同控制企業於二零零七年十二月三十一日之主要業務分別列於綜合財務報表附註第60、61及62項。

業績及溢利分配

本集團之業績及本公司之溢利分配列於第55頁之綜合收益賬及隨附之綜合財務報表附註內。

董事會建議就截至二零零七年十二月三十一日止年度派發末期股息每股60港仙予二零零八年六月六日(星期五)名列本公司股東名冊內之股東。鑑於本公司於二零零七年十一月二日(星期五)支付中期股息每股15港仙，故本年度之股息總額為每股75港仙。有關詳情列於綜合財務報表附註第20項。

投資物業

年內，本集團支出862,000港元添置投資物業。本集團若干之前載於物業、廠房及設備賬面值為143,000,000港元之物業及賬面值為78,760,000港元之待售物業已轉為投資物業。

本集團投資物業於二零零七年十二月三十一日之重估價值為3,405,200,000港元，而二零零七年十二月三十一日持有之投資物業之公平價值增加淨額445,878,000港元已計入綜合收益賬內。

上述事項及本集團投資物業於本年度其他變動之詳情列於綜合財務報表附註第21項。

物業、廠房及設備

年內，本集團支出83,886,000港元添置物業、廠房及設備。本集團亦出售賬面值達6,385,000港元之若干物業、廠房及設備。

上述事項及本集團物業、廠房及設備於本年度其他變動之詳情列於綜合財務報表附註第22項。

物業

本集團於二零零七年十二月三十一日之主要物業資料列於第166至168頁。

股本

本公司之股本於本年度之變動詳情列於綜合財務報表附註第42項。

購股權計劃

本公司購股權計劃之資料列於綜合財務報表附註第43項。

董事

於本年度及至本報告日為止，董事會之成員如下：

執行董事：

李成輝
勞景祐
麥伯雄

非執行董事：

狄亞法
李淑慧

獨立非執行董事：

黃保欣
白禮德
麥尊德
Alan Stephen Jones

根據章程細則第105(A)條，勞景祐先生、黃保欣先生及白禮德先生將輪值退任，惟有資格並願膺選連任。

董事之服務合約

擬於應屆股東週年大會上膺選連任之董事概無與本集團訂立本集團不可於一年內毋須賠償(法定賠償除外)而可予以終止之未到期服務合約。

非執行董事之任期

所有非執行董事(包括獨立非執行董事)均獲為期一年的指定任期，任期將持續至二零零八年十二月三十一日，惟董事之離任或退任須受章程細則之有關條文或任何其他適用法例所規限。

董事權益

於二零零七年十二月三十一日，根據證券及期貨條例第352條規定所存置之登記冊所載，董事李成輝先生及李淑慧女士於本公司股份中持有以下權益：

董事姓名	持有股份數目	佔有關 已發行股本之 概約百分比	權益性質
李成輝	104,049,413	42.60%	22,921股屬個人權益(以實益擁有人身份持有)及104,026,492股屬其他權益(附註1)
李淑慧	104,026,492	42.59%	其他權益(附註1)

附註：

1. 李成輝先生及李淑慧女士為間接持有本公司104,026,492股股份之全權信託Lee and Lee Trust之信託人。
2. 上述權益均屬好倉。

除上文所披露者外，於二零零七年十二月三十一日，本公司之各董事及最高行政人員概無於本公司或其任何相聯法團(釋義見證券及期貨條例第XV部)之任何股份、相關股份或債券中擁有須記錄於根據證券及期貨條例第352條規定所存置之登記冊，或根據標準守則須另行知會本公司及聯交所之任何權益或淡倉。

董事在構成競爭業務中之權益

年內及至本報告日為止，根據上市規則，以下董事(獨立非執行董事除外)被視為於下列與本集團業務競爭或有可能的競爭業務中持有權益：

- (i) 狄亞法先生為聯合地產之董事，該公司透過一間附屬公司部份從事借貸業務。彼於二零零七年一月一日獲委任為聯合地產之董事；
- (ii) 狄亞法先生為禹銘之董事，該公司透過一間附屬公司在香港部份從事物業投資業務。彼於二零零七年十一月三十一日獲委任為禹銘之董事；
- (iii) 李成輝先生及李淑慧女士為Lee and Lee Trust之其中兩名信託人，Lee and Lee Trust被視為聯合地產、新鴻基、天安、禹銘及力寶有限公司(「力寶」)各自之主要股東，該等公司透過彼等之附屬公司部份從事下列業務：
 - 聯合地產透過一間附屬公司部份從事借貸業務；
 - 新鴻基透過其若干附屬公司部份從事借貸、提供金融服務及在香港之物業投資業務；
 - 天安透過一間附屬公司部份從事借貸業務。李成輝先生於二零零七年四月一日獲委任為天安之董事；
 - 禹銘透過一間附屬公司在香港部份從事物業投資業務；及
 - 力寶透過其若干附屬公司部份從事物業投資與發展、證券經紀、借貸、提供金融及其他相關服務之業務。李成輝先生及李淑慧女士於二零零七年一月二十五日起不再被視為力寶之主要股東；
- (iv) 李成輝先生為Allied Kajima Limited之董事，該公司透過其若干附屬公司部份從事物業租賃、管理服務及酒店相關之業務；
- (v) 勞景祐先生為天安之董事，該公司透過一間附屬公司部份從事借貸業務；及
- (vi) 勞景祐先生為禹銘之董事，該公司透過一間附屬公司在香港部份從事物業投資業務。彼於二零零七年十一月三十日獲委任為禹銘之董事。

儘管聯合地產及天安各自於香港及中國內地均從事物業發展業務，但因聯合地產及天安並無於同一地區擁有物業發展業務，故狄亞法先生、李成輝先生、勞景祐先生就此不會被視為於與本集團競爭的業務持有權益。

鑑於董事會乃獨立於上述公司之董事會，故本集團得以按公平原則以獨立於有關公司業務之方式進行其本身之業務。

董事在合約中之權益

於本年度終結時或於本年度內任何時間，本公司或其任何附屬公司並無訂立董事直接或間接擁有重大權益之任何重要合約。

購買股份或債券之安排

除根據本公司購股權計劃授出可認購本公司股份之購股權外，本公司或其任何附屬公司於本年度內概無參與任何安排，使董事能藉此獲得本公司或其他任何法人團體之股份或債券而獲得利益。

主要股東權益

於二零零七年十二月三十一日，根據證券及期貨條例第336條規定所存置之登記冊所載，擁有本公司股份權益之股東如下：

股東名稱	持有股份數目	佔有關 已發行股本之 概約百分比	附註
Cashplus Management Limited (「Cashplus」)	28,181,800	11.53%	—
Zealous Developments Limited (「Zealous」)	28,181,800	11.53%	1, 2
Minty Hongkong Limited (「Minty」)	75,844,692	31.05%	—
Lee and Lee Trust	104,026,492	42.59%	3, 4
中國網絡資本有限公司(「中國網絡」)	14,246,494	5.78%	5
莊舜而	14,246,494	5.78%	6, 7
Penta Investment Advisers Limited (「Penta」)	12,315,000	5.04%	—
John Zwaanstra	12,315,000	5.04%	8

附註：

- 該權益指Cashplus於本公司28,181,000股股份中之相同權益。
- Cashplus為Zealous之全資附屬公司，因此，Zealous被視作擁有Cashplus所持股份之權益。
- Minty及Zealous由Lee and Lee Trust(全權信託)之信託人全資擁有。
- 李成輝先生及李淑慧女士(彼等為董事)與李成煌先生均為Lee and Lee Trust之信託人，因此，彼等被視作擁有Minty及Zealous所持股份之權益。
- 該權益包括由(i) Honest Opportunity Limited (「Honest Opportunity」)持有之6,791,170股股份之權益；該公司為Classic Fortune Limited (「Classic Fortune」)之全資附屬公司，而Classic Fortune則為中國網絡之全資附屬公司；及(ii) Focus Clear Limited (「Focus Clear」)持有之7,455,324股股份之權益；該公司為Besford International Limited (「Besford」)之全資附屬公司，而Besford則為中國網絡之全資附屬公司。因此，中國網絡被視作擁有Honest Opportunity、Classic Fortune、Focus Clear及Besford所持股份之權益。
- 該權益指中國網絡於本公司14,246,494股股份中之相同權益。
- Vigor Online Offshore Limited持有中國網絡37.32%權益，該公司為China Spirit Limited之全資附屬公司，而China Spirit Limited則由莊舜而女士全資擁有，因此，莊舜而女士被視作擁有中國網絡所持股份之權益。
- John Zwaanstra先生透過其所持Penta全部權益被視作擁有股份之權益。
- 上述所有權益均屬好倉。於二零零七年十二月三十一日，根據證券及期貨條例第336條規定所存置之登記冊所載，並無淡倉紀錄。

薪酬政策

董事酬金及本集團五名最高薪酬人士之酬金詳情載於綜合財務報表附註第15項。

執行委員會按本集團僱員之功績、資歷及能力制訂本集團僱員之薪酬政策。

應付董事之薪酬將視乎薪酬委員會向董事會提供之建議獲批准後，按各自之僱傭合約或服務合約內之條款以及本公司經營業績、個人表現及比較市場統計數字而釐定。

本公司已採納一項購股權計劃以獎勵董事及合資格僱員，該計劃之詳情載於綜合財務報表附註第43項。

購回、出售或贖回股份

於本年度，本公司於聯交所購回其本身之股份如下：

二零零七年 於聯交所購回股份之月份	購回股份數目	每股購回代價		已付代價總額 港元
		最高價 港元	最低價 港元	
一月	70,000	20.00	19.60	1,391,200
二月	16,000	19.90	19.20	314,200
三月	348,000	20.00	19.00	6,793,800
四月	1,900,000	22.00	20.40	40,814,800
六月	376,000	24.00	23.05	8,827,100
九月	60,000	31.45	31.45	1,887,000
十月	10,000	34.05	34.05	340,500

除上文所披露者外，本公司及其任何附屬公司概無於本年度內購回、出售或贖回本公司任何股份。

捐款

本集團於本年度內之慈善捐款為1,309,000港元。

企業管治

本公司致力維持高水平之企業管治常規。有關本公司所採納之企業管治常規之資料載於第40至47頁之「企業管治報告」。

足夠之公眾持股量

於本報告日，按本公司可以得悉之公開資料所示及就董事所知悉，本公司已維持上市規則所規定之足夠公眾持股量。

核數師

本公司將於股東週年大會上提呈決議案重新委聘德勤•關黃陳方會計師行連任本公司之核數師。

承董事會命



主席
狄亞法

香港，二零零八年四月十五日

Deloitte.

德勤

TO THE MEMBERS OF ALLIED GROUP LIMITED
(incorporated in Hong Kong with limited liability)

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

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

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

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

致聯合集團有限公司各股東
(於香港註冊成立之有限公司)

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

董事就綜合財務報表須承擔的責任

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

核數師的責任

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

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

我們相信,我們所獲得的審核憑證乃充足及適當地為我們的審核意見提供基礎。

OPINION

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



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

意見

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

德勤•關黃陳方會計師行
執業會計師
香港，二零零八年四月十五日

Consolidated Income Statement

for the year ended 31st December, 2007

綜合收益賬

截至二零零七年十二月三十一日止年度

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

Consolidated Balance Sheet

at 31st December, 2007

綜合資產負債表

於二零零七年十二月三十一日

	Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元 (Restated and note 3) (重列及附註3)
Non-current assets			
Investment properties	21	3,405,200	2,780,300
Property, plant and equipment	22	322,542	394,219
Prepaid land lease payments	23	349,857	291,196
Goodwill	24	229,219	239,247
Intangible assets	25	358,821	376,330
Interests in associates	29	3,453,940	2,521,862
Interests in jointly controlled entities	30	998,767	914,092
Available-for-sale financial assets	31	1,423,970	1,112,921
Statutory deposits		29,729	78,687
Amounts due from associates	32	-	78,000
Loans and advances to consumer finance customers due after one year	33	1,475,395	1,156,998
Loans and receivables	34	5,806	33,603
Deferred tax assets	35	66,576	47,709
		12,119,822	10,025,164
Current assets			
Properties held for sale and other inventories	36	482,809	525,000
Financial assets at fair value through profit or loss	37	1,209,501	377,008
Prepaid land lease payments	23	6,009	4,517
Loans and advances to consumer finance customers due within one year	33	2,145,159	1,654,167
Trade and other receivables	38	5,884,449	3,753,345
Amounts due from associates	32	156,448	80,702
Amount due from a jointly controlled entity		2,192	2,185
Tax recoverable		3,382	2,660
Short-term pledged bank deposit		121,000	1,000
Cash and cash equivalents	39	2,811,029	1,764,313
		12,821,978	8,164,897
Current liabilities			
Trade and other payables	40	2,071,774	1,552,676
Financial liabilities at fair value through profit or loss	41	71,843	1,972
Amounts due to associates		12,605	12,527
Amount due to a jointly controlled entity		39,063	79,063
Tax payable		152,616	83,481
Bank and other borrowings due within one year	45	891,364	1,645,170
Loan notes	46	115,226	-
Provisions	48	75,074	77,840
Other liabilities due within one year	49	734	861
		3,430,299	3,453,590
Net current assets		9,391,679	4,711,307
Total assets less current liabilities		21,511,501	14,736,471

at 31st December, 2007

於二零零七年十二月三十一日

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

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

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



Arthur George Dew
狄亞法
Director
董事



Edwin Lo King Yau
勞景祐
Director
董事

Balance Sheet

at 31st December, 2007

資產負債表

於二零零七年十二月三十一日

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



Arthur George Dew
狄亞法
Director
董事



Edwin Lo King Yau
勞景祐
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

for the year ended 31st December, 2007

截至二零零七年十二月三十一日止年度

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

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Property revaluation reserve	Investment revaluation reserve	Capital redemption reserve	Translation reserve	Non distributable reserve	Capital reserve	Accumulated profits	Dividend reserve	Equity component of convertible bonds of a subsidiary	Minority interests	Total equity
				物業重估儲備 HK\$'000 千港元	投資重估儲備 HK\$'000 千港元 (Restated) (重列)	資本贖回儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	非供派發儲備 HK\$'000 千港元	資本儲備 HK\$'000 千港元	累計溢利 HK\$'000 千港元 (Restated) (重列)	股息儲備 HK\$'000 千港元	Total 附屬公司之 可換股債券 之權益部份 HK\$'000 千港元	股東權益 少數 權益 HK\$'000 千港元 (Restated) (重列)	權益總額 HK\$'000 千港元 (Restated) (重列)
At 1st January, 2006	於二零零六年一月一日	508,657	1,519,481	-	238,263	193,491	(17,449)	55,226	3,410	3,576,028	37,637	6,114,744	3,998,261	10,113,005
Surplus arising on revaluation	重估盈餘	-	-	22,497	302,653	-	-	-	-	-	-	325,150	-	600,566
Deferred tax	遞延稅項	-	-	(3,936)	(31)	-	77	-	-	-	-	(3,890)	-	600,566
Exchange differences arising on translation of operations outside Hong Kong	折算香港以外地區業務而產生之匯兌差額	-	-	-	-	-	1,357	-	-	-	-	1,357	-	2,297
Share of post-acquisition reserve movements of associates	應佔聯營公司收購後儲備變動	-	-	680	1,823	-	29,642	-	76	-	-	32,221	-	67,057
Share of post-acquisition reserve movements of jointly controlled entities	應佔共同控制企業收購後儲備變動	-	-	-	(39)	-	5,308	-	-	-	-	5,269	-	7,029
Net income recognised directly in equity	直接於權益中確認之收入淨額	-	-	19,241	304,406	-	36,384	-	76	-	-	360,107	-	671,795
Profit attributable to equity holders	股東應佔溢利	-	-	-	-	-	-	-	-	1,028,792	-	1,028,792	-	1,669,629
Released on disposal of available-for-sale financial assets	出售可供出售金融資產時撥回	-	-	-	(67,008)	-	-	-	-	-	-	(67,008)	-	(129,891)
Released on deemed disposal of partial interests in listed associates	視為出售上市聯營公司部份權益時撥回	-	-	-	(280)	-	(2,660)	-	(1,982)	-	-	(4,922)	-	(10,694)
Total recognised income and expenses for the period	期內已確認之收支總額	-	-	19,241	237,118	-	33,724	-	(1,906)	1,028,792	-	1,316,969	-	2,200,839
Acquisition of subsidiaries	收購附屬公司	-	-	-	45,645	-	-	-	-	(7,156)	-	38,489	-	321,969
Decrease in minority interests due to further acquisition of shares in a subsidiary	因進一步收購一間附屬公司股份引致少數股東權益減少	-	-	-	-	-	-	-	-	-	-	-	(217,839)	(217,839)
Increase in minority interests due to placing and subscription of shares of a subsidiary	因配售及認購一間附屬公司股份產生之少數股東權益增加	-	-	-	-	-	-	-	-	-	-	-	1,377,904	1,377,904
Deemed disposal of partial interests in subsidiaries	視為出售附屬公司部份權益	-	-	-	-	-	-	-	-	-	-	-	13,926	13,926
Partial disposal of interests in a subsidiary	出售一間附屬公司部份權益	-	-	-	-	-	-	-	-	-	-	-	5,901	5,901
Dividend distribution to minority interests	分派予少數股東權益之股息	-	-	-	-	-	-	-	-	-	-	-	(74,783)	(74,783)
Dividend attributable to minority interests transferred to accounts payable	少數股東應佔股息轉撥至應付賬款	-	-	-	-	-	-	-	-	-	-	-	(138,510)	(138,510)
Interim dividend	中期股息	-	-	-	-	-	-	-	-	(24,791)	24,791	-	-	-
Dividend paid	已付股息	-	-	-	-	-	-	-	-	-	(62,428)	(62,428)	-	(62,428)
Proposed final dividend	擬派末期股息	-	-	-	-	-	-	-	-	(98,633)	98,633	-	-	-
Unclaimed dividend	未領股息	-	-	-	-	-	-	-	-	7	-	7	8	15
Issue of convertible bonds by a subsidiary	一間附屬公司發行可換股債券	-	-	-	-	-	-	-	-	-	-	-	4,227	4,227
Deferred tax arising from issue of convertible bonds by a subsidiary	一間附屬公司發行可換股債券產生之遞延稅項	-	-	-	-	-	-	-	-	-	-	-	(740)	(740)
Transferred from accumulated profits to capital reserve	自累計溢利轉撥至資本儲備	-	-	-	-	-	-	-	13	(13)	-	-	-	-
Over provision of expenses for share repurchased in previous year	過往年度已贖回股份開支之超額撥備	-	-	-	-	-	-	-	-	333	-	333	-	333
Shares repurchased and cancelled	股份贖回及註銷	(14,624)	-	-	-	-	-	-	-	(108,076)	-	(122,700)	-	(122,700)
Transferred on share repurchase	於贖回股份時轉撥	-	-	-	-	14,624	-	-	-	(14,624)	-	-	-	-
At 31st December, 2006	於二零零六年十二月三十一日	494,033	1,519,481	19,241	521,026	208,115	16,275	55,226	1,517	4,351,867	98,633	7,285,414	6,132,218	13,421,119

for the year ended 31st December, 2007

截至二零零七年十二月三十一日止年度

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

Consolidated Cash Flow Statement

for the year ended 31st December, 2007

綜合現金流量表

截至二零零七年十二月三十一日止年度

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

for the year ended 31st December, 2007

截至二零零七年十二月三十一日止年度

	Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元 (Restated) (重列)
Increase in other inventories	其他存貨增加	(1,657)	(683)
Increase in financial assets at fair value through profit or loss	透過損益賬按公平價值處理之金融資產增加	(545,232)	(89,779)
Increase in loans and advances to consumer finance customers	私人財務客戶貸款及墊款增加	(819,837)	(412,298)
Increase in trade and other receivables	貿易及其他應收款項增加	(2,165,598)	(954,985)
Increase in amount due from an associate	一間聯營公司欠款增加	(18,864)	-
Decrease (increase) in loans and receivables	貸款及應收款項增加(減少)	216	(27,317)
Increase (decrease) in financial liabilities at fair value through profit or loss	透過損益賬按公平價值處理之金融負債增加(減少)	69,871	(15,784)
Increase in trade and other payables	貿易及其他應付款項增加	598,111	368,604
(Decrease) increase in provisions and other liabilities	撥備及其他負債(減少)增加	(1,599)	39,374
Net cash (used in) generated from operations	經營(所用)所產生之現金淨額	(790,602)	251,047
Interest paid	已付利息	(331,709)	(191,776)
Hong Kong Profits Tax paid	已繳香港利得稅	(210,685)	(140,538)
Tax outside Hong Kong paid	已付香港以外稅項	(991)	-
Hong Kong Profits Tax refunded	已返還香港利得稅	-	23
Net cash used in operating activities	經營業務所用之現金淨額	(1,333,987)	(81,244)
Investing activities	投資業務		
Proceeds on disposal of available-for-sale financial assets	出售可供出售金融資產所得款項	695,389	207,963
Net repayment (payment) made for statutory deposits	法定按金償還(支付)淨額	48,144	(45,856)
Dividend received from associates	來自聯營公司之股息	28,855	9,770
Disposal of subsidiaries (net of cash disposed of)	出售附屬公司(扣除出售之現金)	51 17,876	14,908
Proceeds on disposal of an investment property	出售一項投資物業所得款項	8,098	13,854
Proceeds on disposal of associates	出售聯營公司所得款項	5,300	-
Amounts repaid by a jointly controlled entity	一間共同控制企業還款	5,179	4,938
Amounts repaid by associates	聯營公司還款	5,000	11,524
Dividend received from jointly controlled entities	來自共同控制企業之股息	2,269	-
Repayment of net amount due from investee companies	所投資公司淨欠款還款	1,747	4,209
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備所得款項	1,606	653
Acquisition of additional interests in associates	收購聯營公司之額外權益	(608,297)	(97,544)
Purchase of available-for-sale financial assets	購入可供出售金融資產	(215,347)	(38,386)
Increase in pledged bank deposits	銀行抵押存款增加	(120,000)	(28)
Purchase of property, plant and equipment	購入物業、廠房及設備	(81,975)	(40,578)
Addition to prepaid land lease payments	預繳地價增加	(65,570)	-
Acquisition of additional interests in subsidiaries	收購附屬公司之額外權益	(59,208)	(302,891)
Addition to intangible assets	添置無形資產	(9,677)	(10,528)
Acquisition of subsidiaries (net of cash and cash equivalents acquired)	收購附屬公司(扣除所收購之現金及現金等價物)	50 (5,568)	46,370
Amounts advanced to a jointly controlled entity	墊款予一間共同控制企業	(5,029)	(4,964)
Amounts advanced to associates	墊款予聯營公司	(1,340)	(4,997)
Addition to investment properties	添置投資物業	(862)	(213)
Proceeds on partial disposal of a subsidiary	出售一間附屬公司部份權益所得款項	-	6,358
Proceeds on disposal of intangible assets	出售無形資產所得款項	-	190
Net cash used in investing activities	投資業務所用現金淨額	(353,410)	(225,248)

for the year ended 31st December, 2007

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

for the year ended 31st december, 2007

1. GENERAL

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

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

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

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

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

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

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

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

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

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

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

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

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

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

截至二零零七年十二月三十一日止年度

1. 一般資料

本公司為一間在香港特別行政區(「香港」)註冊成立及上市之公眾有限公司。

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

綜合財務報表以港元呈列，與本公司之功能貨幣相同。

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

2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

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

香港會計準則第1號(修訂本) 香港財務報告準則第7號 香港(國際財務報告準則) – 詮釋第8號 香港(國際財務報告準則) – 詮釋第9號 香港(國際財務報告準則) – 詮釋第10號	資本披露 金融工具：披露 香港財務報告準則 第2號的範圍 重估內在衍生 工具 中期財務報告及 減值
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採納該等新香港財務報告準則對本期或過往會計期間之業績及財務狀況之編製及呈列方式並無重大影響。因此，毋須作出過往期間調整。

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

香港會計準則第1號(經修訂) 香港會計準則第23號(經修訂) 香港會計準則第27號 (經修訂) 香港財務報告準則第2號 (經修訂) 香港財務報告準則第3號 (經修訂) 香港財務報告準則第8號 香港(國際財務報告詮釋 委員會)– 詮釋第11號	財務報表之呈列 ¹ 借貸成本 ¹ 綜合及獨立財務 報表 ² 歸屬條件及註銷 ¹ 業務合併 ² 經營分部 ¹ 香港財務報告準則 第2號：集團及 庫存股交易 ³
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¹ 於二零零九年一月一日或以後開始之年度期間生效。

² 於二零零九年七月一日或以後開始之年度期間生效。

³ 於二零零七年三月一日或以後開始之年度期間生效。

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

for the year ended 31st December, 2007

截至二零零七年十二月三十一日止年度

3. RESTATEMENT OF 2006 COMPARATIVES

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

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

3. 重列二零零六年比較數字

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

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

		Year 2006 as previously reported 二零零六年 過往呈報 HK\$'000 千港元	Adjustments 調整 HK\$'000 千港元	Year 2006 as restated 二零零六年 重列 HK\$'000 千港元
Consolidated income statement	綜合收益賬			
Net profit on deemed disposal of partial interests in subsidiaries	視為出售附屬公司部份權益之溢利淨額	327,275	(2,214)	325,061
Profit for the year	本年度溢利	<u>1,671,843</u>	<u>(2,214)</u>	<u>1,669,629</u>
Profit attributable to:	溢利應佔方：			
Equity holders of the Company	本公司股東	1,029,830	(1,038)	1,028,792
Minority Interests	少數股東權益	<u>642,013</u>	<u>(1,176)</u>	<u>640,837</u>
Earnings per share	每股盈利			
Basic (HK\$)	基本(港元)	4.12	-	4.12
Diluted (HK\$)	攤薄(港元)	<u>4.11</u>	-	<u>4.11</u>

		31st December, 2006 as previously reported 二零零六年 十二月三十一日 過往呈報 HK\$'000 千港元	Adjustments 調整 HK\$'000 千港元	31st December, 2006 as restated 二零零六年 十二月三十一日 重列 HK\$'000 千港元
Consolidated balance sheet	綜合資產負債表			
Goodwill	商譽	295,581	(56,334)	239,247
Intangible assets	無形資產	29,630	346,700	376,330
Deferred tax liabilities	遞延稅項負債	<u>(189,306)</u>	<u>(60,673)</u>	<u>(249,979)</u>
Share premium and reserves	股份溢價及儲備	6,746,774	44,607	6,791,381
Minority interests	少數股東權益	<u>5,947,132</u>	<u>185,086</u>	<u>6,132,218</u>

for the year ended 31st December, 2007

4. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

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

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

Basis of consolidation

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

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

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

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

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

Business combinations

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

截至二零零七年十二月三十一日止年度

4. 主要會計政策

編製基準

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

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

綜合基準

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

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

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

所有集團內交易、結餘、收入及開支均於綜合賬目時全數對銷。

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

業務合併

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

for the year ended 31st December, 2007

截至二零零七年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4. 主要會計政策(續)

Business combinations (Cont'd)

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

業務合併(續)

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

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

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

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

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

Investments in subsidiaries

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

於附屬公司之投資

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

Interest in associates

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

於聯營公司之權益

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

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

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

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.

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

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Interest in associates (Cont'd)

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

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

Interest in jointly controlled entities

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

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

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

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

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)

於聯營公司之權益(續)

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

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

於共同控制企業之權益

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

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

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

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

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截至二零零七年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4. 主要會計政策(續)

Goodwill and discount on acquisition

Goodwill arising on acquisitions prior to 1st January, 2005

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

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

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

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

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

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

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

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

因收購產生之商譽及折讓

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

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

於二零零五年一月一日或之後因收購產生之商譽

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

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

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

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

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

for the year ended 31st December, 2007

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Revenue recognition

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

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

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

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

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

Revenue from hotel operations is recognised when services are provided.

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

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

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

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

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

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

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)

收益確認

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

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

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

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

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

經營酒店收益於提供服務時確認。

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

來自投資之股息收入於股東收取付款之權利建立時確認。

佣金收入乃按交易日期基準確認為收入。

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

基金之管理及顧問費於提供有關服務時確認。

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

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截至二零零七年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4. 主要會計政策(續)

Revenue recognition (Cont'd)

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

收益確認(續)

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

Fixed-fee contracts

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

固定費用合約

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

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

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

Leasing

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

租約

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

The Group as lessor

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

本集團作為出租人

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

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

經營租約之租金收入以直線法於在相關租期內於綜合收益賬內確認。

The Group as lessee

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

本集團作為承租人

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

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.

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

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.

租賃土地及樓宇

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

for the year ended 31st December, 2007

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Foreign currencies

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

In preparing the financial statements of the each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

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

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

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)

外幣

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

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

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

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

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

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Employee benefits

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

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

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary differences arise from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

4. 主要會計政策(續)

借貸成本

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

所有其他借貸成本於產生之期間在損益賬確認。

僱員福利

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

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

稅項

稅項指現時應付稅項及遞延稅項。

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

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

for the year ended 31st December, 2007

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Taxation (Cont'd)

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

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Investment properties

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

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

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

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

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

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)

稅項(續)

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

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

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

投資物業

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

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

投資物業在下列情況下轉入或轉出：

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

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

for the year ended 31st December, 2007

截至二零零七年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**4. 主要會計政策(續)****Investment properties (Cont'd)**

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

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

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

Property, plant and equipment

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

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

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

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

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

投資物業(續)

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

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

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

物業、廠房及設備

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

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

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

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

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

for the year ended 31st December, 2007

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Prepaid land lease payments

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

Intangible assets

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

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

Intangible assets acquired in a business combination

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

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

Intangible assets acquired separately

Exchange participation rights and club memberships

They comprise:

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

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

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)

預繳地價

租賃土地及土地使用權之前期預付款按直線基準於租約期間在綜合收益賬內扣除。

無形資產

於初次確認時，獨立收購及來自業務合併之無形資產分別按成本及公平價值確認。

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

於業務合併中收購的無形資產

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

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

獨立收購無形資產

交易所參與權及會所會籍

包括：

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

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

for the year ended 31st December, 2007

截至二零零七年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4. 主要會計政策(續)

Intangible assets (Cont'd)

Computer software

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

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

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

Impairment of tangible and intangible assets excluding financial assets

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

Intangible assets (other than goodwill) that have indefinite useful lives are not subject to amortisation, and are tested at least annually for impairment and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Tangible and intangible assets that are subject to depreciation and amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years.

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

無形資產(續)

電腦軟件

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

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

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

有形及無形資產(不包括金融資產)減值

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

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

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

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial instruments

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

Financial assets

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

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period. Income is recognised on an effective interest basis for debt instruments.

Financial assets at fair value through profit or loss

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

A financial asset is classified as held for trading if:

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

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4. 主要會計政策(續)

金融工具

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

金融資產

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

實際利息法

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

透過損益賬按公平價值處理之金融資產

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

倘發生下列情況，則將金融資產歸類為持作交易：

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

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4. 主要會計政策(續)

Financial instruments (Cont'd)

Financial assets at fair value through profit or loss (Cont'd)

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

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

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

Loans and receivables

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

Available-for-sale financial assets

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

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition (see accounting policy on impairment loss on financial assets below).

金融工具(續)

透過損益賬按公平價值處理之金融資產(續)

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

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

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

貸款及應收賬款

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

可供出售金融資產

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

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

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

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

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

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

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

Financial liabilities at fair value through profit or loss

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

A financial liability is classified as held for trading if:

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

截至二零零七年十二月三十一日止年度

4. 主要會計政策(續)**金融工具(續)***金融資產減值*

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

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

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

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

透過損益賬按公平價值處理之金融負債

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

倘發生下列情況，則將金融負債歸類為持作交易：

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

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4. 主要會計政策(續)

Financial instruments (Cont'd)

Financial liabilities at fair value through profit or loss (Cont'd)

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

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

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

Other financial liabilities

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

Fair value measurement principles

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

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

金融工具(續)

透過損益賬按公平價值處理之金融負債(續)

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

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

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

其他金融負債

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

公平價值計算原則

金融資產及金融負債之公平價值按下列方式釐定：

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

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

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

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

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

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

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

Equity instruments

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

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

Embedded derivatives

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

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4. 主要會計政策(續)**金融工具(續)***可換股債券*

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

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

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

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

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

權益工具

本公司發行之權益工具按已收所得款項減直接發行成本而列賬。

購回本公司權益工具於權益扣除。於購回本公司權益工具時並確認盈虧。

嵌入式衍生工具

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

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Financial instruments (Cont'd)***Financial guarantee contracts*

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

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Provisions and contingent liabilities

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

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

4. 主要會計政策(續)**金融工具(續)***財務擔保合約*

財務擔保合約乃規定發行人須支付特定款項以補償持有人因特定債務人未能按照債務票據原定或經修訂條款於到期時支付款項所蒙受損失之合約。本集團發行且並非透過損益賬按公平價值處理之財務擔保合約最初按期公平價值直接扣除與發行財務擔保合約相關之交易成本確認。於最初確認後，本集團按(i)根據香港會計準則第37號撥備、或然負債及或然資產釐定之金額；及(ii)最初確認之金額減(如適用)根據香港會計準則第18號收益確認之累計攤銷兩者中之較高者計量財務擔保合約。

終止確認

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

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

撥備及或然負債

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

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

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

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Properties held for sale

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

Inventories

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

Cash and cash equivalents

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

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

Estimate of fair value of investment properties

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

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

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

Impairment allowances for loans and advances to consumer finance customers

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

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4. 主要會計政策(續)

待出售物業

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

存貨

存貨按成本與可變現淨值兩者中較低者入賬。成本乃採用加權平均法計算。

現金及現金等價物

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

5. 估計不確定因素之主要來源

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

投資物業之公平價值估計

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

貸款及應收賬款(不包括私人財務客戶貸款及墊款)之減值撥備

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

私人財務客戶貸款及墊款之減值撥備

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

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

Impairment of available-for-sale financial assets

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

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

Estimated impairment of goodwill and intangible assets with indefinite useful life

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

Deferred tax

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

Fair value of derivative and financial instruments

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

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

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

5. 估計不確定因素之主要來源(續)

可供出售金融資產之減值

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

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

商譽及無固定使用年期之無形資產之估計減值

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

遞延稅項

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

衍生工具及金融工具之公平價值

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

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

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

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6. CAPITAL RISK MANAGEMENT

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

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

Gearing ratio

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

The gearing ratio at the year end was as follows:

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6. 資本風險管理

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

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

負債資產比率

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

年末的負債資產比率如下：

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

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7. FINANCIAL INSTRUMENTS

7. 金融工具

7a. Categories of financial instruments

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

7a. 金融工具分類

本集團及本公司金融資產於結算日之賬面值如下：

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

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7. FINANCIAL INSTRUMENTS (CONT'D)

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

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

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

7b. Fair Value of Financial Assets and Liabilities

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

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

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

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

7. 金融工具(續)

7a. 金融工具分類(續)

本集團及本公司金融負債於結算日之賬面值如下：

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7. FINANCIAL INSTRUMENTS (CONT'D)**7. 金融工具(續)****7c. Financial Risk Management**

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

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

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

7c. 金融風險管理

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

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

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

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

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

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

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

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

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

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

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

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7. FINANCIAL INSTRUMENTS (CONT'D)

7. 金融工具(續)

7c. Financial Risk Management (Cont'd)

7c. 金融風險管理(續)

(a) Market Risk (Cont'd)

(a) 市場風險(續)

(i) Trading Risk (Cont'd)

(i) 交易風險(續)

		At 31st December, 2007 二零零七年十二月三十一日				At 31st December, 2006 二零零六年十二月三十一日			
		Potential impact on other components of equity 對權益其他組成部份的潛在影響				Potential impact on other components of equity 對權益其他組成部份的潛在影響			
		Potential impact for the year 本年度的潛在影響		Potential impact for the year 本年度的潛在影響		Potential impact for the year 本年度的潛在影響		Potential impact for the year 本年度的潛在影響	
		15%	-15%	15%	-15%	15%	-15%	15%	-15%
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Local Index	本地指數	85,044	(193,184)	193,451	(193,451)	36,839	(37,522)	166,939	(166,939)
Overseas Index	海外指數	102,756	(102,755)	20,145	(20,145)	35,957	(35,956)	-	-

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

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

(ii) Interest Rate Risk

(ii) 利率風險

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

利率風險主要由就計息資產、負債及承擔重新定價之時差所引致。

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

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

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

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

(iii) Foreign Exchange Risk

(iii) 外匯風險

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

外匯風險乃外幣匯率變動對盈利或資本造成之風險。

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7. FINANCIAL INSTRUMENTS (CONT'D)

7c. Financial Risk Management (Cont'd)

(a) Market Risk (Cont'd)

(iii) Foreign Exchange Risk (Cont'd)

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

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

(b) Credit Risk

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

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

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

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

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7. 金融工具(續)

7c. 金融風險管理(續)

(a) 市場風險(續)

(iii) 外匯風險(續)

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

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

(b) 信貸風險

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

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

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

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

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7. FINANCIAL INSTRUMENTS (CONT'D)

7. 金融工具(續)

7c. Financial Risk Management (Cont'd)

(b) Credit Risk (Cont'd)

7c. 金融風險管理(續)

(b) 信貸風險(續)

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

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

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

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

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7. FINANCIAL INSTRUMENTS (CONT'D)**7. 金融工具(續)****7c. Financial Risk Management (Cont'd)***(b) Credit Risk (Cont'd)*

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

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

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

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

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

(c) Liquidity Risk

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

7c. 金融風險管理(續)*(b) 信貸風險(續)*

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

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

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

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

由於本集團及本公司大部份業務在香港經營，故並無有關地區分部的集中風險。

(c) 流動資金風險

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

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7. FINANCIAL INSTRUMENTS (CONT'D)

7. 金融工具(續)

7c. Financial Risk Management (Cont'd)

(c) Liquidity Risk (Cont'd)

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

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

7c. 金融風險管理(續)

(c) 流動資金風險(續)

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

本集團之金融負債風險面對的約定未折現現金流量及其約定到期日如下：

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

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

本公司於結算日的金融風險極微。

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8. MANAGEMENT OF THE FIXED-FEE CONTRACTS

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

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

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

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

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

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8. 固定費用合約管理

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

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

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

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

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

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9. REVENUE

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

9. 收益

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

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

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

本年度之所有利息收入乃來自非透過損益賬按公平價值處理之金融資產。

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10. SEGMENTAL INFORMATION

The Group has the following main business segments:

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

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

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10. 分部資料

本集團之主要業務分部如下：

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

業務分部為主要呈報方式，而地域分部為次要呈報方式。

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10. SEGMENTAL INFORMATION (CONT'D)

10. 分部資料(續)

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

本集團之業務分部資料分析如下：

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

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10. SEGMENTAL INFORMATION (CONT'D)

10. 分部資料(續)

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

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

分部間交易按有關各方協定的條款訂立。

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

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

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

	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元 (Restated) (重列)
Net profit on deemed disposal of partial interests in subsidiaries comprises:		
Share placing of 166,000,000 shares of a subsidiary (note)	454,838	-
Share placing of 248,000,000 shares of a subsidiary	-	324,320
Exercise of warrants of subsidiaries by warrants holders	(52,994)	741
	401,844	325,061

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

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

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

	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Changes in values of properties comprise:		
Net increase in fair value of investment properties	445,878	240,296
Reversal (recognition) of impairment loss of properties held for sale	34,660	(5,900)
Impairment loss reversed (recognised) for hotel property	4,743	(1,072)
	485,281	233,324

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

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

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

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

14. BAD AND DOUBTFUL DEBTS**14. 呆壞賬**

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

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15. INFORMATION REGARDING DIRECTORS' AND EMPLOYEES' EMOLUMENTS

15. 董事及僱員酬金資料

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

(a) 已付或應付九名(二零零六年:九名)董事之酬金如下:

		2007 二零零七年				
Directors' fees 董事袍金 HK\$'000 千港元	Salaries and other benefits 薪金及其他福利 HK\$'000 千港元	Bonus payments 花紅 HK\$'000 千港元 (Note) (附註)	Retirement benefits scheme contributions 退休福利計劃供款 HK\$'000 千港元	Total emoluments 酬金總額 HK\$'000 千港元		
Lee Seng Hui	李成輝	–	6,195	10,000	92	16,287
Edwin Lo King Yau	勞景祐	–	1,430	1,200	66	2,696
Lee Su Hwei	李淑慧	–	–	–	–	–
Arthur George Dew	狄亞法	–	1,506	–	52	1,558
Wong Po Yan	黃保欣	–	150	–	–	150
David Craig Bartlett	白禮德	10	225	–	–	235
John Douglas Mackie	麥尊德	–	150	–	–	150
Mak Pak Hung	麥伯雄	–	2,235	1,125	101	3,461
Alan Stephen Jones	Alan Stephen Jones	10	600	–	–	610
		20	12,491	12,325	311	25,147
		2006 二零零六年				
Directors' fees 董事袍金 HK\$'000 千港元	Salaries and other benefits 薪金及其他福利 HK\$'000 千港元	Bonus payments 花紅 HK\$'000 千港元 (Note) (附註)	Retirement benefits scheme contributions 退休福利計劃供款 HK\$'000 千港元	Total emoluments 酬金總額 HK\$'000 千港元		
Lee Seng Hui	李成輝	–	6,089	1,500	90	7,679
Edwin Lo King Yau	勞景祐	7	1,365	1,010	63	2,445
Lee Su Hwei	李淑慧	–	–	–	–	–
Arthur George Dew	狄亞法	12	2,815	1,300	96	4,223
Wong Po Yan	黃保欣	–	150	–	–	150
David Craig Bartlett	白禮德	10	225	–	–	235
John Douglas Mackie	麥尊德	–	150	–	–	150
Mak Pak Hung	麥伯雄	–	2,124	575	91	2,790
Alan Stephen Jones	Alan Stephen Jones	10	597	–	–	607
		39	13,515	4,385	340	18,279

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

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

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15. INFORMATION REGARDING DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONT'D)**15. 董事及僱員酬金資料(續)****(a) (Cont'd)**

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

(b) Employees' emoluments

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

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

(a) (續)

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

(b) 僱員酬金

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

	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Salaries and other benefits	9,351	4,639
Bonus payments	36,832	9,850
Retirement benefit scheme contributions	375	350
Incentive/Commission	28,672	17,743
	75,230	32,582

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

上述非本公司董事之僱員酬金之金額範圍如下：

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

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16. FINANCE COSTS

16. 融資成本

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

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

所有利息支出乃來自非透過損益賬按公平價值處理之金融負債。

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17. PROFIT BEFORE TAXATION

17. 除稅前溢利

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

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17. PROFIT BEFORE TAXATION (CONT'D)

17. 除稅前溢利(續)

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

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18. TAXATION

18. 稅項

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

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

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

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

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

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

本年度稅項支出與除稅前溢利之對賬如下:

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

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19. EARNINGS PER SHARE

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

19. 每股盈利

本公司股權東應佔每股基本及攤薄盈利乃按以下各項計算：

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

20. DIVIDEND**20. 股息**

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

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

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

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

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

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20. DIVIDEND (CONT'D)

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

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

20. 股息(續)

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

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

21. INVESTMENT PROPERTIES**21. 投資物業**

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

The carrying amount of investment properties shown above comprises:

上述投資物業之賬面值如下：

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

21. INVESTMENT PROPERTIES (CONT'D)

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

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

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

21. 投資物業(續)

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

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

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

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22. PROPERTY, PLANT AND EQUIPMENT

22. 物業、廠房及設備

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

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22. PROPERTY, PLANT AND EQUIPMENT (CONT'D)**22. 物業、廠房及設備(續)**

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

本集團列入物業、廠房及設備之租賃土地位於香港且根據長期租約持有。

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

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

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

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23. PREPAID LAND LEASE PAYMENTS

The Group's prepaid land lease payments comprise:

23. 預繳地價

本集團之預繳地價包括：

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

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

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

24. GOODWILL**24. 商譽**

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

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25. INTANGIBLE ASSETS

25. 無形資產

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

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

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

Trade Mark

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

商標

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

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

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

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

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

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

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

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25. 無形資產(續)**銷售網絡**

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

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

購入電腦軟件	3至5年
內部開發電腦軟件	10年
銷售網絡	10年

26. 商譽及無固定使用年期之無形資產之減值測試

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

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

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

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

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

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

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

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

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

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

管理層相信，上述任何假設可能出現的改變不會使商譽賬面值超出可收回金額。

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

27. 於附屬公司之投資

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

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28. AMOUNTS DUE FROM (TO) SUBSIDIARIES

28. 應收(應付)附屬公司款項

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

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

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

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

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

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

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

欠一間附屬公司款項乃無抵押、不計息及須按要求付款。

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

本公司於二零零七年十二月三十一日之主要附屬公司詳情載於附註第60項。

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29. INTEREST IN ASSOCIATES

29. 於聯營公司之權益

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

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

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

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

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

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29. INTEREST IN ASSOCIATES (CONT'D)

Notes:

(iii) Goodwill on acquisition of listed associates

29. 於聯營公司之權益(續)

附註:

(iii) 收購上市聯營公司所產生之商譽

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

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

本集團每年或於有顯示商譽可能減值時進行減值測試。

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

本公司於二零零七年十二月三十一日之主要聯營公司詳情載於附註第61項。

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

本集團聯營公司之財務資料概述如下：

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

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30. INTEREST IN JOINTLY CONTROLLED ENTITIES

30. 於共同控制企業之權益

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

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

本集團於二零零七年十二月三十一日之主要共同控制企業詳情載於附註第62項。

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

本集團共同控制企業之財務資料概述如下：

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

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31. AVAILABLE-FOR-SALE FINANCIAL ASSETS

31. 可供出售金融資產

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Listed equity investments issued by corporate entities, at fair value	Hong Kong	964,222	954,119
	Outside Hong Kong	256,044	9,151
		<u>1,220,266</u>	<u>963,270</u>
Unlisted equity investments issued by corporate entities, at fair value	Hong Kong	12,680	275
	Outside Hong Kong	191,024	149,376
		<u>203,704</u>	<u>149,651</u>
	<u>1,423,970</u>	<u>1,112,921</u>	

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

可供出售金融資產擬持作持續策略或長期用途。

32. AMOUNTS DUE FROM ASSOCIATES

32. 聯營公司欠款

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

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32. AMOUNTS DUE FROM ASSOCIATES (CONT'D)

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

32. 聯營公司欠款(續)

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

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

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

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

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

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

年內減值撥備之變動如下：

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

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33. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS (CONT'D)**33. 私人財務客戶貸款及墊款(續)**

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

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

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

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

於結算日已到期但未減值之私人財務客戶貸款及墊款之賬齡分析如下：

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

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

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

The main types of collateral obtained are as follows:

所獲抵押的主要類別如下：

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

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

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

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

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

33. 私人財務客戶貸款及墊款(續)

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

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

34. LOANS AND RECEIVABLES**34. 貸款及應收賬款**

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

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

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

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

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

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

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

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35. DEFERRED TAX

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

35. 遞延稅項

本集團於本年度及過往年度中確認的主要遞延稅項資產及負債以及相關變動如下：

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

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

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

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

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35. DEFERRED TAX (CONT'D)

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

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

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

36. PROPERTIES HELD FOR SALE AND OTHER INVENTORIES

Properties in Hong Kong, at net realisable value

於香港之物業，按可變現淨值

335,600

379,700

Freehold properties outside Hong Kong, at cost

香港境外之永久業權物業，按成本

135,751

135,499

Medicine, dispensary supplies and other consumables

藥物，醫療用品及其他可消耗品

11,341

9,684

Other inventories

其他存貨

117

117

482,809

525,000

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

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

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

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35. 遞延稅項(續)

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

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

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

36. 待出售物業及其他存貨

The Group 本集團	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元

Properties in Hong Kong, at net realisable value	於香港之物業，按可變現淨值	335,600	379,700
Freehold properties outside Hong Kong, at cost	香港境外之永久業權物業，按成本	135,751	135,499
Medicine, dispensary supplies and other consumables	藥物，醫療用品及其他可消耗品	11,341	9,684
Other inventories	其他存貨	117	117
		482,809	525,000

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

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

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

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37. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

37. 透過損益賬按公平價值處理之金融資產

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Held for trading investments, at fair value	持作交易投資，按公平價值		
Listed equity securities	上市股本證券		
issued by corporate entities	企業實體發行		
Hong Kong	香港	198,053	98,765
Outside Hong Kong	香港境外	214,735	4,732
issued by banks	銀行發行		
Hong Kong	香港	10,826	36,344
issued by public utilities	公營機構發行		
Hong Kong	香港	41	465
		<u>423,655</u>	140,306
Unlisted equity securities issued by corporate entities outside Hong Kong	由香港境外企業實體發行之非上市股本證券	40,955	3,259
Warrants and options listed in Hong Kong	於香港上市之認股權證及期權	30,290	1,727
Warrants and options listed outside Hong Kong	香港境外上市認股權證及期權	36	-
Unlisted overseas warrants	非上市海外認股權證	12,336	-
Unlisted warrants issued by a listed associate	一間上市聯營公司發行的非上市認股權證	285,251	-
Others	其他	779	586
		<u>793,302</u>	145,878
Equity securities in unlisted investment funds, at fair value	非上市投資基金之股本證券，按公平價值		
issued by corporate entities outside Hong Kong	香港以外企業實體發行	416,199	231,130
		<u>1,209,501</u>	<u>377,008</u>

		The Company 本公司	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Financial assets designated as at fair value through profit or loss	指定為透過損益賬按公平價值處理之金融資產		
Warrants listed in Hong Kong, at fair value	香港上市之認股權證，按公平價值	351,826	18,304
Unlisted derivative in Hong Kong	香港非上市衍生工具	-	20,316
		<u>351,826</u>	<u>38,620</u>

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

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

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

37. 透過損益賬按公平價值處理之金融資產(續)

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

年內，非上市衍生工具於聯合地產贖回可換股債券時終止確認。

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

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

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38. TRADE AND OTHER RECEIVABLES (CONT'D)

38. 貿易及其他應收款項(續)

The movement in the allowance for impairment were as follows:

減值撥備變動如下：

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

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

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

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

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38. TRADE AND OTHER RECEIVABLES (CONT'D)

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

Past due at the balance sheet date	於結算日已過期
1 to 30 days	1至30日
31 to 180 days	31至180日
181 to 365 days	181至365日
over 365 days	365日以上

Trade and other receivables not past due

未有過期之貿易及其他應收款項

38. 貿易及其他應收款項(續)

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

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
		117,766	221,332
		73,707	38,350
		21,474	1,566
		42,258	77,257
		255,205	338,505
		5,064,278	3,093,162
		5,319,483	3,431,667

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

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

貿易及其他應收款項進一步詳情載於附註第7項中。

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

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

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

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

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

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

現金及現金等價物之進一步詳情載於附註第7項。

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40. TRADE AND OTHER PAYABLES

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

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

40. 貿易及其他應付款項

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

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

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

42. SHARE CAPITAL**42. 股本**

		Number of shares 股份數目	Value 價值 HK\$'000 千港元
Ordinary shares of HK\$2 each	每股面值2港元之普通股		
Authorised:	法定:		
At 1st January, 2006,	於二零零六年一月一日、		
31st December, 2006 and	二零零六年十二月三十一日		
at 31st December, 2007	及二零零七年十二月三十一日	650,000,000	1,300,000
Issued and fully paid:	已發行及繳足:		
At 1st January, 2006	於二零零六年一月一日	254,328,423	508,657
Shares repurchased and cancelled	已購回及註銷股份	(7,312,000)	(14,624)
At 31st December, 2006	於二零零六年十二月三十一日	247,016,423	494,033
Shares repurchased and cancelled	已購回及註銷股份	(2,780,000)	(5,560)
At 31st December, 2007	於二零零七年十二月三十一日	<u>244,236,423</u>	<u>488,473</u>

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43. SHARE OPTION SCHEME

The share option scheme of the Company ("Scheme") was adopted pursuant to a resolution passed by the Company's shareholders on 3rd June, 2002 ("Adoption Date") for the primary purpose of providing the eligible participants an opportunity to have a personal stake in the Company and to help motivate, attract and retain the eligible participants whose contributions are important to the long-term growth and profitability of the Group. Eligible participants of the Scheme include any employees, directors of the Company, its subsidiaries or any entity in which the Group holds an equity interest ("Invested Entity"), supplier of goods or services to the Group or any Invested Entity, customer of the Group or any Invested Equity, any minority shareholders of the Group or Invested Entity and any other person or entity who in the opinion of the Directors have contributed or may contribute to the development and growth of the Group. The Scheme will expire on 2nd June, 2012.

The maximum number of shares which may be issuable under the Scheme and any other schemes of the Company (excluding options lapsed pursuant to the Scheme and any other schemes of the Company) must not exceed 10% of the issued shares of the Company at the Adoption Date. At 31st December, 2006, the maximum number of shares issuable under the Scheme was 10% of the Company's shares in issue as at that date.

The total number of shares issued and to be issued to each eligible participant under the Scheme in any 12-month period must not exceed 1% of the issued shares of the Company unless approved in advance by the shareholders of the Company in general meeting.

Any option to be granted under the Scheme to a director, chief executive or substantial shareholder of the Company or to any of their respective associates must be approved by Independent Non-Executive Directors of the Company. In addition, any option to be granted to a substantial shareholder or an Independent Non-Executive Director of the Company or to any of their respective associates which will result in the shares issued and to be issued in excess of 0.1% of the issued shares or with an aggregate value (based on the closing price of the shares at the date of the grant) in excess of HK\$5,000,000 within any 12-month period is subject to approval by the shareholders of the Company in general meeting.

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43. 購股權計劃

本公司之購股權計劃(「本計劃」)乃根據本公司股東於二零零二年六月三日(「採納日期」)通過之決議案而採納,主要目的為向合資格參與者提供於本公司持有個人股份之機會,以及幫助鼓勵、吸引及挽留可對本集團長期增長及盈利能力作出重要貢獻之合資格參與者。本計劃之合資格參與者包括本公司、其任何附屬公司或本集團持有股本權益之任何機構(「所投資實體」)之任何僱員、董事、本集團或所投資實體之貨品或服務供應商、本集團或所投資實體之客戶、本集團或所投資實體之任何少數股東,或董事認為對本集團發展及增長有貢獻或可能作出貢獻之任何人士或機構。本計劃將於二零一二年六月二日屆滿。

根據本計劃及本公司任何其他計劃(不包括根據本計劃及本公司任何其他計劃已失效之購股權)可發行之股份數目上限,不得超過本公司於採納日期已發行股份之10%。於二零零六年十二月三十一日,根據本計劃可發行之股份數目上限佔本公司於該日期之已發行股份10%。

除獲本公司股東事先於股東大會上批准外,於任何十二個月期限內根據本計劃而發行及將發行予每位合資格參與者之股份總數,不得超過本公司已發行股份之1%。

根據本計劃向本公司董事、行政總裁或主要股東或彼等各自之任何聯繫人授出任何購股權,必須獲本公司獨立非執行董事批准。此外,倘向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人授出購股權導致於十二個月期限內已發行及將發行之股份超過已發行股份之0.1%或總值(根據股份於授出購股權日期之收市價計算)超過5,000,000港元,則須由本公司股東於股東大會作出批准。

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43. SHARE OPTION SCHEME (CONT'D)

The offer of a grant of options under the Scheme may be accepted within 28 business days from the date of the offer and by payment of HK\$1.00 as consideration for the grant of an option. An option may be exercised in accordance with the terms of the Scheme at any time during a period as to be determined and notified by the Directors to each grantee, but shall end in any event not later than 10 years from the Adoption Date.

The exercise price is determined by the Directors and shall be at least the highest of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant of an option, which must be a trading day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer of grant of an option; and (iii) the nominal value of the Company's shares.

No options have been granted under the Scheme since its adoption and accordingly there were no options outstanding at 31st December, 2007 and 2006.

44. SHARE PREMIUM AND RESERVES**43. 購股權計劃(續)**

根據本計劃授出購股權之建議，可於授出建議當日起計28個營業日內接納，並支付1.00港元作為授出購股權之代價。購股權可按本計劃之條款於董事釐定並通知每位承授人之期間隨時行使，惟在任何情況下須於採納日期起計10年內屆滿。

行使價由董事釐定，並至少須為以下之最高者：(i)本公司股份於授出購股權建議當日(須為交易日)於聯交所每日報價表所列之收市價；(ii)本公司股份於緊接授出購股權建議當日前五個交易日在聯交所每日報價表所列之平均收市價；及(iii)本公司股份之面值。

自採納本計劃以來，概無任何購股權根據本計劃而授出，因此亦無任何購股權於二零零七年及二零零六年十二月三十一日尚未行使。

44. 股份溢價及儲備

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元 (Restated) (重列)
Share premium	股份溢價	1,519,481	1,519,481
Property revaluation reserve	物業重估儲備	41,792	19,241
Investment revaluation reserve	投資重估儲備	631,735	521,026
Capital redemption reserve	資本贖回儲備	213,675	208,115
Translation reserve	匯兌儲備	80,112	16,275
Non-distributable reserve (a)	非供派發儲備(a)	55,226	55,226
Capital reserve	資本儲備	(2,971)	1,517
Accumulated profits	累計溢利	6,010,630	4,351,867
Dividend reserve	股息儲備	146,496	98,633
		8,696,176	6,791,381

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44. SHARE PREMIUM AND RESERVES (CONT'D)

44. 股份溢價及儲備(續)

The Company	本公司	Share premium 股份溢價 HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Accumulated profits 累計溢利 HK\$'000 千港元	Dividend reserve 股息儲備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1st January, 2006	於二零零六年一月一日	1,519,481	193,491	366,976	37,637	2,117,585
Over provision of expenses for share repurchased in previous year	去年購回股份開支之超額撥備	-	-	333	-	333
2006 Interim dividend declared	已宣派二零零六年中期股息	-	-	(24,791)	24,791	-
Dividend paid	已付股息	-	-	-	(62,428)	(62,428)
Proposed final dividend	擬派末期股息	-	-	(98,633)	98,633	-
Shares repurchased and cancelled	股份購回及註銷	-	-	(108,076)	-	(108,076)
Transferred on share repurchase	股份購回時轉撥	-	14,624	(14,624)	-	-
Profit attributable to equity holders of the Company	本公司股東應佔溢利	-	-	162,123	-	162,123
At 31st December, 2006	於二零零六年十二月三十一日	1,519,481	208,115	283,308	98,633	2,109,537
2007 Interim dividend declared	已宣派二零零七年中期股息	-	-	(36,646)	36,646	-
Dividend paid	已付股息	-	-	-	(134,509)	(134,509)
Over provision of dividend	股息超額撥備	-	-	770	(770)	-
Proposed final dividend	擬派末期股息	-	-	(146,496)	146,496	-
Shares repurchased and cancelled	股份購回及註銷	-	-	(54,976)	-	(54,976)
Transferred on share repurchase	股份購回時轉撥	-	5,560	(5,560)	-	-
Profit attributable to equity holders of the Company	本公司股東應佔溢利	-	-	346,340	-	346,340
At 31st December, 2007	於二零零七年十二月三十一日	1,519,481	213,675	386,740	146,496	2,266,392

The Company's reserves available for distribution to equity holders of the Company at 31st December, 2007 are represented by accumulated profits and dividend reserve totalling HK\$533,236,000 (2006: HK\$381,941,000).

Note:

- (a) Non-distributable reserve represents the Group's share of a subsidiary's capital redemption reserve.

於二零零七年十二月三十一日，本公司可供分派予股東之儲備以合共533,236,000港元(二零零六年：381,941,000港元)的累計溢利及股息儲備呈列。

附註：

- (a) 不可分派儲備指本集團應佔附屬公司之資本贖回儲備。

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45. BANK AND OTHER BORROWINGS

45. 銀行及其他借貸

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Bank loans, overdrafts and other borrowings comprise:	銀行貸款、透支及其他借貸		
	包括：		
Bank loans	銀行貸款	3,633,233	2,521,391
Overdrafts	透支	18,000	34,930
Other borrowings	其他借貸	19,723	8,000
		3,670,956	2,564,321
Analysed as:	列為：		
Secured	有抵押	1,921,233	1,556,029
Unsecured	無抵押	1,749,723	1,008,292
		3,670,956	2,564,321
Bank loans and overdrafts are repayable as follows:	銀行貸款及透支償還期限如下：		
On demand or within one year	即期或一年內	871,641	1,637,170
More than one year but not exceeding two years	一年以上但不超過兩年	721,872	645,712
More than two years but not exceeding five years	兩年以上但不超過五年	1,998,510	273,439
More than five years	五年以上	59,210	-
		3,651,233	2,556,321
Other borrowings are repayable as follows:	其他借貸償還期限如下：		
Within one year or on demand	一年內或即期	19,723	8,000
		3,670,956	2,564,321
Less: Amount repayable within one year shown under current liabilities	減：須於一年內償還及列於流動負債項之款項	(891,364)	(1,645,170)
Amount due after one year	一年後到期之款項	2,779,592	919,151

The Group has a bank loan of HK\$1,649,000 which is denominated in United States Dollars. Further details of the bank and other borrowings are disclosed in note 7.

本集團有一筆銀行貸款1,649,000港元以美元列賬。銀行及其他借貸的詳情載於附註第7項。

Details of the assets of the Group and the Company pledged to secure bank and other borrowings are set out in note 57.

以本集團及本公司資產作為抵押之銀行及其他借貸之詳情載於附註第57項。

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46. LOAN NOTES

46. 貸款票據

	The Group 本集團		The Company 本公司	
	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
At amortised cost	按攤銷成本			
Loan notes issued by the Company	46,060	44,011	46,060	44,011
Loan notes issued by a listed subsidiary	69,166	66,639	—	—
	115,226	110,650	46,060	44,011
Less : Amount due within one year and shown under current liabilities	(115,226)	—	(46,060)	—
Amount due after one year	—	110,650	—	44,011

The loan notes of the Company and those of the listed subsidiary, Sun Hung Kai, were issued as part of the consideration for the repurchase of shares of the Company and Sun Hung Kai respectively. The loan notes issued by the Company bear interest at 2.25% per annum and are due on 15th August, 2008. The loan notes issued by Sun Hung Kai bear interest at 4% per annum and are due on 7th March, 2008. The effective interest rates are 7.0% and 7.9% per annum respectively.

本公司及上市附屬公司新鴻基之貸款票據乃發行作為分別支付購回本公司及新鴻基股份之部份代價。本公司發行之貸款票據以年利率2.25%計息，並於二零零八年八月十五日到期。新鴻基發行之貸款票據以年利率4%計息，並於二零零八年三月七日期到期。實際年利率分別為7.0%及7.9%。

47. CONVERTIBLE BONDS

47. 可換股債券

		The Group 本集團 HK\$'000 千港元
At 1st January, 2006	於二零零六年一月一日	—
Principal amount of convertible bonds issued (net of issue costs)	已發行可換股債券之本金額 (扣除發行成本)	38,209
Financial asset – embedded derivative component (net of issue costs)	金融資產 – 嵌入式 衍生工具部份 (扣除發行成本)	375
Equity component (net of issue costs)	股本部份 (扣除發行成本)	(4,227)
Liability component on initial recognition (net of issue costs)	初始確認之負債部份 (扣除發行成本)	34,357
Accrued interest capitalised during the year	年內已資本化應計利息	27
Liability component at 31st December, 2006	於二零零六年十二月三十一日之 負債部份	34,384
Accrued interests capitalised during the year	年內已資本化應計利息	1,529
Interests paid during the year	年內已付利息	(1,555)
Amortised for effective interest method	按實際利息法攤銷	106
Derecognised on redemption	贖回時終止確認	(34,464)
Liability component at 31st December, 2007	於二零零七年十二月三十一日之 負債部份	—

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47. CONVERTIBLE BONDS (CONT'D)

The convertible bonds were issued on 10th November, 2006 by a listed subsidiary, Allied Properties, at issue price of HK\$10 per convertible bond. The convertible bonds bear interest at 7.00% per annum for the period from 10th November, 2006 to 30th June, 2009 and, 4.00% per annum for the period from 1st July, 2009 to 9th November, 2011. Holders of the convertible bonds had the right to convert the convertible bonds, into shares of Allied Properties by dividing the outstanding principal amounts of the convertible bonds by the conversion price of HK\$10 per share during the conversion period commencing from 1st July, 2009 and ending on the business date falling ten business days immediately preceding 9th November, 2011. The convertible bonds, if not already redeemed or converted, would have been mandatory redeemable by Allied Properties on the maturity date of 9th November, 2011. Allied Properties had the option to early redeem the convertible bonds on the day falling every six months after the date of issue of the convertible bonds.

The convertible bonds contain three components comprising an early redemption derivative, financial liability and equity conversion option elements. The early redemption derivative element, amounting to HK\$375,000 attributable to the Group, representing the derivative arising from the option of the Group to early redeem the convertible bonds, was initially recognised on issue of the convertible bonds and the fair value of the financial assets decreased to zero based on independent professional valuation at 31st December 2006. The financial liability is unsecured and stated at amortised cost with an effective interest rate of 8.37% per annum. The equity element of the convertible bonds is disclosed as "Equity component of convertible bonds of a subsidiary".

The convertible bonds were fully redeemed by Allied Properties during the year.

48. PROVISIONS

		The Group 本集團			The Company 本公司
		Employee benefits 僱員福利 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Employee benefits 僱員福利 HK\$'000 千港元
Provisions:	撥備:				
At 1st January, 2007	於二零零七年一月一日	67,865	11,155	79,020	156
Additional provision for the year	年內額外撥備	70,374	4,001	74,375	91
Amount written back	撥回款項	(7,792)	(905)	(8,697)	-
Amount utilised during the year	年內已動用款項	(9,329)	(4,412)	(13,741)	-
Disposal of subsidiaries	出售附屬公司	-	(82)	(82)	-
Transfer (to) from trade and other payables	轉撥(至)自貿易及其他應付款項	(31,167)	302	(30,865)	-
Amount paid during the year	年內已付款項	(20,163)	-	(20,163)	-
At 31st December, 2007	於二零零七年十二月三十一日	69,788	10,059	79,847	247
Less: Current portion	減: 即期部份	(68,361)	(6,713)	(75,074)	(247)
Non-current portion	非即期部份	1,427	3,346	4,773	-

47. 可換股債券(續)

可換股債券乃於二零零六年十一月十日由一間上市附屬公司聯合地產按發行價每份可換股債券10港元發行。可換股債券之年息率於二零零六年十一月十日至二零零九年六月三十日期間為7.00%，而於二零零九年七月一日至二零一一年十一月九日期間為4.00%。債券持有人可於二零零九年七月一日起至緊接二零一一年十一月九日前十個營業日之營業日止的轉換期按可換股債券未償還本金額除以轉換價每股10港元之數額，將債券轉換為聯合地產股份。聯合地產須於二零一一年十一月九日到期日強制贖回尚未獲贖回或轉換的可換股債券。聯合地產可選擇於可換股債券之發行日期後每滿六個月之日提早贖回可換股債券。

可換股債券包含三個部份，包括提早贖回衍生工具、金融負債及股本轉換權部份。本集團應佔提早贖回衍生工具375,000港元由本集團在可換股債券中的提早贖回權所衍生並於發行可換股債券時即時確認，且根據二零零六年十二月三十一日之獨立專業估值金融資產之公平價值已降至零。金融負債乃無抵押及按攤銷成本及實際年息率8.37%列賬。可換股債券的股本部份於「一間附屬公司之可換股債券之權益部份」內披露。

聯合地產於年內已悉數贖回可換股債券。

48. 撥備

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49. OTHER LIABILITIES

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Advance from minority shareholders	少數股東墊款	729	856
Obligations under finance leases	融資租賃承擔	8	13
		<u>737</u>	<u>869</u>
Less: Current portion	減：即期部份	<u>(734)</u>	<u>(861)</u>
Non-current portion	非即期部份	<u>3</u>	<u>8</u>

50. ACQUISITION OF SUBSIDIARIES

In August 2007, the Group acquired a subsidiary, Yu Ming Investment Management Limited, which is engaged in the provision of management and investment advisory services. The consideration of the acquisition of HK\$11,000,000 was settled by cash.

The fair value of net assets acquired and the goodwill arising from the acquisition are as follows:

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49. 其他負債**50. 收購附屬公司**

本集團於二零零七年八月收購一間附屬公司禹銘投資管理有限公司，該公司從事提供管理及投資顧問服務。收購代價11,000,000港元以現金結算。

所收購淨資產及因收購所產生商譽之公平價值如下：

		Fair value 公平價值 HK\$'000 千港元
Net asset acquired	所收購淨資產	
Trade and other receivables	貿易及其他應收款項	6,089
Cash and cash equivalents	現金及現金等價物	5,662
Trade and other payables	貿易及其他應付款項	<u>(1,751)</u>
Net assets	淨資產	10,000
Less: Cash consideration, including expense paid	減：現金代價(包括已付開支)	<u>(11,230)</u>
Goodwill	商譽	<u>1,230</u>
Net cash outflow arising on acquisition:	收購產生的現金流出淨額：	
Cash consideration paid	已付現金代價	11,230
Cash and cash equivalents acquired	已收購現金及現金等價物	<u>(5,662)</u>
		<u>5,568</u>

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50. ACQUISITION OF SUBSIDIARIES (CONT'D)

The aggregate revenue and the profit for the year of the acquired subsidiaries are as follows:

		For the year ended 31st December, 2007 截至二零零七年 十二月三十一日 止年度 HK\$'000 千港元	Post acquisition attributable to the Group 本集團 應佔收購後 HK\$'000 千港元
Total revenue	總收益	122,941	26,745
Profit for the year	年內溢利	112,578	19,273

The information for the year 2007 is for illustrative purposes only and is not necessarily an indication of revenue and results of operation of the acquired subsidiaries that are included in the consolidated income statement of the Group, nor is it intended to be a projection of future results.

年內已收購附屬公司之總收益及溢利如下：

二零零七年之資料僅供說明用途，並不代表計入本集團綜合收益賬內已收購附屬公司之收益及經營業績，亦不代表未來業績之預測。

51. DISPOSAL OF SUBSIDIARIES

In May 2007, the Group disposed of a group of subsidiaries engaging in the treasury investments and the provision of mortgage finance and other related services at a total consideration of HK\$248,155,000. The profit on disposal amounted to HK\$62,267,000 and included in the "consumer finance" segment.

In December 2007, the Group disposed of two subsidiaries engaging in securities broking and future dealing and broking at a total consideration of HK\$51,049,000. The loss on disposal amounted to HK\$578,000 and was included in the "Investment, broking and finance" segment.

51. 出售附屬公司

於二零零七年五月，本集團出售一組從事國庫券投資及提供按揭融資及其他相關服務的附屬公司，總代價為248,155,000港元。出售溢利為62,267,000港元列入「私人財務」分部。

於二零零七年十二月，本集團出售兩間從事證券經紀及期貨交易與經紀的附屬公司，代價為51,049,000港元。出售虧損578,000港元列入「投資、經紀及金融」分部。

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51. DISPOSAL OF SUBSIDIARIES (CONT'D)

The net assets of the subsidiaries at the dates of disposal were as follows:

		HK\$'000 千港元
Net assets disposed of	已出售淨資產	
- Property, plant and equipment	- 物業、廠房及設備	1,577
- Intangible assets	- 無形資產	960
- Statutory deposits	- 法定按金	2,002
- Deferred tax assets	- 遞延稅項資產	2,612
- Financial assets at fair value through profit or loss	- 透過損益賬按公平價值處理之金融資產	6,769
- Loans and advances to consumer finance customers	- 私人財務客戶貸款及墊款	8,167
- Trade and other receivables	- 貿易及其他應收款項	72,244
- Tax recoverable	- 可收回稅項	317
- Cash and cash equivalents	- 現金及現金等價物	235,223
- Trade and other payables	- 貿易及其他應付款項	(46,424)
- Tax payable	- 應付稅項	(1,169)
- Deferred tax liabilities	- 遞延稅項負債	(39)
- Provisions	- 撥備	(82)
		282,157
Minority interests	少數股東權益	(69,129)
		213,028
Attributable goodwill	商譽應佔	24,487
		237,515
Profit on disposal	出售溢利	61,689
		299,204
Total consideration	總代價	299,204
Total consideration settled by:	以下列方式結算的總代價	
- Cash	- 現金	253,099
- Accounts receivable	- 應收賬款	46,105
		299,204
Net cash inflow arising on disposal	出售產生的現金流入淨額	
- Cash consideration (after deducting expenses)	- 現金代價(扣除開支後)	253,099
- Cash and cash equivalents disposed of	- 所出售現金及現金等價物	(235,223)
		17,876

52. MAJOR NON-CASH TRANSACTION

During the year, dividend income declared by a jointly controlled entity of HK\$60,000,000 (2006: HK\$120,000,000) was recorded by setting off the amount against the current account with the jointly controlled entity.

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51. 出售附屬公司(續)

該等附屬公司於出售日期之淨資產如下：

		HK\$'000 千港元
已出售淨資產		
- 物業、廠房及設備		1,577
- 無形資產		960
- 法定按金		2,002
- 遞延稅項資產		2,612
- 透過損益賬按公平價值處理之金融資產		6,769
- 私人財務客戶貸款及墊款		8,167
- 貿易及其他應收款項		72,244
- 可收回稅項		317
- 現金及現金等價物		235,223
- 貿易及其他應付款項		(46,424)
- 應付稅項		(1,169)
- 遞延稅項負債		(39)
- 撥備		(82)
		282,157
少數股東權益		(69,129)
		213,028
商譽應佔		24,487
		237,515
出售溢利		61,689
		299,204
總代價		299,204
以下列方式結算的總代價		
- 現金		253,099
- 應收賬款		46,105
		299,204
出售產生的現金流入淨額		
- 現金代價(扣除開支後)		253,099
- 所出售現金及現金等價物		(235,223)
		17,876

52. 主要非現金交易

年內，共同控制企業宣派股息收入60,000,000港元(二零零六年：120,000,000港元)乃透過與共同控制企業之往來賬目抵銷記錄。

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53. CONTINGENT LIABILITIES

53. 或然負債

- (a) At 31st December, 2007, the Group had guarantees as follows:

- (a) 於二零零七年十二月三十一日，本集團之擔保如下：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Indemnities on banking guarantees made available to a clearing house and regulatory body	就一間結算所及監管機構所獲銀行擔保作出彌償保證	5,540	5,540
Other guarantees	其他擔保	1,400	12,098
		6,940	17,638

- (b) In 2001, an order was made by the Hubei Province Higher People's Court in China ("2001 Order") enforcing a CIETAC award of 19th July, 2000 ("Award") by which Sun Hung Kai Securities Limited ("SHKS"), a wholly-owned subsidiary of Sun Hung Kai, was required to pay US\$3,000,000 to Chang Zhou Power Development Company Limited ("JV"), a mainland PRC joint venture. SHKS had disposed of all of its beneficial interest in the JV to Sun Hung Kai's listed associate, Tian An, in 1998 and disposed of any and all interest it might hold in the registered capital of the JV ("Interest") to Long Prosperity Industrial Limited ("LPI") in October 2001. Subsequent to those disposals, SHKS' registered interest in the JV in the amount of US\$3,000,000 was frozen further to the 2001 Order. Sun Hung Kai has recently become aware of the following:

- (b) 於二零零一年，中國湖北省高級人民法院作出判令(「二零零一判令」)強制執行於二零零零年七月十九日之CIETAC判決(「判決」)，要求新鴻基之全資附屬公司新鴻基證券有限公司(「新鴻基證券」)，向中國合營公司長州電力發展有限公司(「合營公司」)支付3,000,000美元。新鴻基證券已在一九九八年將其於合營公司之所有實益權益出售予新鴻基證券之上市聯營公司天安，及於二零零一年十月，新鴻基證券已將其於合營公司之註冊資本可能持有之任何及所有權益(「權益」)出售予Long Prosperity Industrial Limited(「LPI」)。於該等出售後，新鴻基證券在合營公司之註冊權益(價值3,000,000美元)按二零零一判令進一步遭受凍結。新鴻基最近注意到下列事項：

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53. CONTINGENT LIABILITIES (CONT'D)

- (i) On 29th February, 2008, a writ of summons with general indorsement of claim was issued by Global Bridge Assets Limited ("GBA"), LPI and Walton Enterprises Limited ("Walton") ("2008 Writ") in the High Court of Hong Kong against SHKS ("HCA 317/2008"). In the 2008 Writ, (a) GBA claims against SHKS for damages for alleged breaches of a guarantee, alleged breaches of a collateral contract, for a collateral warranty, and for negligent and/or reckless and/or fraudulent misrepresentation; (b) LPI claims against SHKS damages for alleged breaches of a contract dated 12th October, 2001; and (c) Walton claims against SHKS for the sum of US\$3,000,000 under a shareholders agreement and/or pursuant to the Award and damages for alleged wrongful breach of a shareholders agreement. GBA, LPI and Walton also claim against SHKS interest on any sums or damages payable, costs, and such other relief as the Court may think fit. As at the date of this Report, the 2008 Writ has not been served on SHKS. If served, it shall be vigorously defended. Among other things, pursuant to a 2001 deed of waiver and indemnification, LPI waived and released SHKS from any claims including any claims relating to or arising from the Interest, the JV or any transaction related thereto, covenanted not to sue, and assumed liability for and agreed to indemnify SHKS from any and all damages, losses and expenses arising from any claims by any entity or party arising in connection with the Interest, the JV or any transaction related thereto. While a provision has been made for legal costs, Sun Hung Kai does not consider it presently appropriate to make any other provision with respect to HCA 317/2008.
- (ii) On 20th December, 2007, a writ ("Mainland Writ") was issued by 張麗娜 against Tian An and SHKS and was accepted by a mainland PRC court, 湖北省武漢市中級人民法院 ((2008)武民商外初字第8號), claiming the transfer of a 28% shareholding in the JV, and RMB19,040,000 plus interest thereon for the period from January 1999 to end 2007 together with related costs and expenses. As at the date of this Report, the Mainland Writ has not been served on SHKS. If served, it shall be vigorously defended. While a provision has been made for legal costs, Sun Hung Kai does not consider it presently appropriate to make any other provision with respect to this writ.

53. 或然負債(續)

- (i) 於二零零八年二月二十九日，Global Bridge Assets Limited (「GBA」)、LPI及Walton Enterprises Limited(「Walton」)向新鴻基證券發出香港高等法院一般申索註明之傳訊令狀(「二零零八年令狀」)(「高等法院民事訴訟二零零八年第317宗」)。於二零零八年令狀中，(a) GBA就其聲稱一項擔保之違反、聲稱一份附屬合約之違反、一項附屬保證及疏忽及／或罔顧後果及／或含欺詐成分之失實陳述而向新鴻基證券申索賠償；(b) LPI就其聲稱日期為二零零一年十月十二日之合約的違反而向新鴻基證券索償；及(c) Walton根據一項股東協議及／或根據判決及就其聲稱錯誤地違反一項股東協議而向新鴻基證券索償3,000,000美元。GBA、LPI及Walton亦向新鴻基證券申索應付之任何金額或損害賠償之利息、支出以及法院認為合適之其他補償。於本報告日期，二零零八年令狀尚未送達新鴻基證券。如經送達，新鴻基證券將作出強力抗辯。當中，根據一份二零零一年豁免及彌償契約，LPI已豁免及免除新鴻基證券遭受任何申索，包括與權益、合營公司或任何相關交易有關或因此而引致之任何申索，據此，LPI承諾不會作出起訴，並承擔因與權益、合營公司或任何相關交易有關之任何實體或一方之任何申索而產生之任何及所有損害賠償、損失及費用，及同意向新鴻基證券彌償這些損害賠償、損失及費用。由於已為法律訟費作出撥備，故新鴻基認為現時並不適宜就高等法院民事訴訟二零零八年第317宗訴訟作出任何其他撥備。
- (ii) 於二零零七年十二月二十日，張麗娜已向天安及新鴻基證券發出一項令狀(「國內令狀」)，並已獲中國法院湖北省武漢市中級人民法院((2008)武民商外初字第8號)受理，內容是申索轉讓合營公司之28%股權，及人民幣19,040,000元連同由一九九九年一月起計至二零零七年底之利息以及相關費用及開支。於本報告日期，國內令狀尚未送達新鴻基證券。如經送達，新鴻基證券將作出強力抗辯。由於已為法律訟費作出撥備，故新鴻基認為現時並不適宜就此令狀作出任何其他撥備。

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53. CONTINGENT LIABILITIES (CONT'D)

At 31st December, 2007, the Company had guarantees of HK\$205,000,000 (2006: HK\$205,000,000) given to banks in respect of banking facilities utilised by a subsidiary. No facilities were utilised at 31st December, 2007 (2006: HK\$110,600,000).

The Company charged guarantee fees to a subsidiary at market related rates on an annual basis for the guarantees given on banking facilities.

53. 或然負債(續)

於二零零七年十二月三十一日，本公司就一間附屬公司所動用之銀行信貸向銀行作出205,000,000港元(二零零六年：205,000,000港元)之擔保。於二零零七年十二月三十一日未動用任何貸款(二零零六年：110,600,000港元)。

本公司就所作出之銀行信貸擔保按照有關市場比率每年向該間附屬公司收取擔保費。

54. CAPITAL COMMITMENTS**54. 資本承擔**

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Capital expenditure contracted for but not provided for in the consolidated financial statements	已簽約但未在綜合財務報表撥備的資本開支	<u>294,184</u>	<u>38,663</u>
Capital expenditure authorised but not contracted for	已授權但未訂約的資本開支	<u>5,233</u>	<u>1,000</u>

The Company did not have any significant capital commitments at 31st December, 2007 and 2006.

於二零零七年及二零零六年十二月三十一日，本公司並無任何重大資本承擔。

55. OPERATING LEASE ARRANGEMENTS**55. 經營租約安排**

		The Group 本集團		The Company 本公司	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
As lessee	作為承租人				
Minimum lease payments under operating leases recognised in the income statement for the year	於本年度收益賬中確認有關經營租約之最低租約款項				
Land and buildings	土地及樓宇	148,475	71,023	4,920	3,471
Others	其他	55,497	121	-	-
		<u>203,972</u>	<u>71,144</u>	<u>4,920</u>	<u>3,471</u>

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55. OPERATING LEASE ARRANGEMENTS (CONT'D)

At 31st December, 2007, the Group and the Company had commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

		The Group 本集團				The Company 本公司	
		2007 二零零七年		2006 二零零六年		2007 二零零七年	2006 二零零六年
		Land and buildings 土地及樓宇	Others 其他	Land and buildings 土地及樓宇	Others 其他	Land and buildings 土地及樓宇	
		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
Within one year	一年內	152,929	6,520	114,425	6,608	12,185	4,870
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)	145,598	969	116,993	795	5,796	-
Over five years	五年以上	1,168	-	5	-	-	-
		299,695	7,489	231,423	7,403	17,981	4,870

Operating leases are generally negotiated for terms ranging from one to five years.

As lessor

Property rental income earned during the year was HK\$116,486,000 (2006: HK\$97,068,000). The property held has committed tenants whose tenancy agreements expire or are terminable over the next three years.

At 31st December, 2007, the Group had contracted with tenants for the following future minimum lease payments:

		The Group 本集團	
		2007 二零零七年	2006 二零零六年
		HK\$'000 千港元	HK\$'000 千港元
Within one year	於一年內	112,827	70,138
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	60,996	52,695
		173,823	122,833

The Company did not have any significant lease commitments as lessor under non-cancellable operating leases at 31st December 2007 and 2006.

55. 經營租約安排(續)

於二零零七年十二月三十一日，本集團及本公司根據不可撤銷經營租約而於下列期間到期支付之日後承擔最低租約款項如下：

		The Group 本集團				The Company 本公司	
		2007 二零零七年		2006 二零零六年		2007 二零零七年	2006 二零零六年
		Land and buildings 土地及樓宇	Others 其他	Land and buildings 土地及樓宇	Others 其他	Land and buildings 土地及樓宇	
		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
Within one year	一年內	152,929	6,520	114,425	6,608	12,185	4,870
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)	145,598	969	116,993	795	5,796	-
Over five years	五年以上	1,168	-	5	-	-	-
		299,695	7,489	231,423	7,403	17,981	4,870

經營租約之年期一般議定為一至五年不等。

作為出租人

年內賺取之物業租金收入為116,486,000港元(二零零六年：97,068,000港元)。所持有之物業已有租戶承諾租用，該等租戶之租約協議將於未來三年內屆滿或可於未來三年內終止。

於二零零七年十二月三十一日，本集團已就下列未來最低租約款項與租戶訂立合約：

		The Group 本集團	
		2007 二零零七年	2006 二零零六年
		HK\$'000 千港元	HK\$'000 千港元
Within one year	於一年內	112,827	70,138
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	60,996	52,695
		173,823	122,833

於二零零七年及二零零六年十二月三十一日，本公司概無因作為出租人而於不可撤銷經營租約擁有任何重大租賃承擔。

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56. RETIREMENT BENEFIT SCHEMES

The Group operates defined contribution retirement benefit schemes for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group under provident funds managed by independent trustees.

The retirement benefits cost charged to the income statement represents contributions paid and payable to the fund by the Group at rates specified in the rules of the schemes. Where there are employees who leave the schemes prior to vesting fully in the contributions, in accordance with the terms of the schemes, the contributions payable by the Group are reduced by the amount of forfeited employer's contributions.

At 31st December, 2007 and 2006, there were no material forfeited contributions which arose when employees left the retirement benefit schemes before they were fully vested in the contributions and which were available to reduce the contributions payable by the Group in the future years.

The scheme has been closed in December 2000 to new employees as a consequence of the Mandatory Provident Fund Schemes Ordinance introduced by the Hong Kong Government.

From 1st December, 2000 onwards, the new staff in Hong Kong joining the Group are required to join the Mandatory Provident Fund Scheme ("MPF Scheme"). The Group is required to contribute 5% of the employees salaries, while the employees are required to contribute 5% of their salaries to the MPF Scheme.

The EOS, an employee ownership scheme of Sun Hung Kai, was formally adopted on 18th December, 2007 and was established to help attract, recognise and retain talents. Under the EOS, selected employees or directors of the Sun Hung Kai group (the "Selected Grantees") are to be awarded shares of the Sun Hung Kai which have been purchased by the appointed scheme trustee. Upon the management's recommendation, the number of shares awarded to the Selected Grantees (other than a director of the Sun Hung Kai) shall be determined, with the vesting dates for various tranches, by a committee (comprising four members of the Sun Hung Kai's senior management) delegated with the necessary authority by the board of Sun Hung Kai. Any EOS award to a Selected Grantee who is a director of Sun Hung Kai shall be subject to the approval by the board of Sun Hung Kai following a recommendation from the remuneration committee of the board of Sun Hung Kai. The details of the EOS were set out in the announcement of Sun Hung Kai dated 28th December, 2007.

57. PLEDGE OF ASSETS

At 31st December, 2007, certain of the Group's investment properties, hotel property, land and buildings, prepaid land lease payments and properties held for sale with an aggregate carrying value of HK\$4,370,574,000 (2006: HK\$3,819,889,000), bank deposits of HK\$120,000,000 (2006: nil), listed investments belonging to the Group and margin clients with market values of HK\$5,716,995,000 (2006: HK\$142,130,000) and HK\$2,286,292,000 (2006: HK\$1,164,085,000) respectively together with certain securities in respect of listed subsidiaries held by the Company and its subsidiaries, the carrying value of which in their respective accounts totalling HK\$5,204,326,000 (2006: HK\$3,845,221,000) were pledged to secure loans and general banking facilities to the extent of HK\$4,074,233,000 (2006: HK\$3,275,591,000) granted to the Group. Facilities amounting to HK\$1,921,233,000 (2006: HK\$1,556,029,000) were utilised at 31st December, 2007.

56. 退休福利計劃

本集團為所有香港合資格僱員提供定額供款退休福利計劃。該等計劃之資產與本集團資產分開持有，獨立存於獨立信託公司所管理之公積金。

自收益賬扣除之退休福利開支為本集團按計劃規則所指定比率而已付及應付供款。倘僱員於完全達到享用退休福利前退出計劃，則根據計劃之條款，本集團應付的供款將扣除僱主應繳之金額。

於二零零七年及二零零六年十二月三十一日，並無僱員由於在達到可全數享用退休福利前退出該計劃以致有重大部份之僱主供款得以退回，並可將該退回款項用以減低本集團往後年度之應付供款。

由於香港政府推行強制性公積金計劃條例，故此本集團於二零零零年十二月起不再為新僱員提供上述計劃。

自二零零零年十二月一日起，凡於香港新加盟本集團之員工按規定均須加入強制性公積金計劃（「強積金計劃」）。本集團及僱員各自須向強積金計劃作出相當於僱員薪金5%之供款。

新鴻基於二零零七年十二月十八日正式採納及成立僱員股份擁有權計劃（「僱員股份擁有權計劃」）以吸引、表揚及挽留優秀人才。根據僱員股份擁有權計劃，新鴻基集團的特定僱員或董事（「特定承授人」）會獲授新鴻基股份，而該等新鴻基股份已由所委任的計劃受託人購買。經管理層推薦後，獲新鴻基董事會授出所需權力的委員會（由四名新鴻基高級管理人員組成）會決定特定承授人（新鴻基董事除外）獲授的股份數目及各批次的歸屬日期。倘僱員股份擁有權計劃特定承授人為新鴻基董事，則須經新鴻基董事會薪酬委員會推薦及新鴻基董事會批准方可落實。僱員股份擁有權計劃的詳情載於新鴻基二零零七年十二月二十八日刊發的公佈。

57. 資產抵押

於二零零七年十二月三十一日，本集團若干投資物業、酒店物業、土地及樓宇、預繳地價及待出售物業賬面總值4,370,574,000港元（二零零六年：3,819,889,000港元）、銀行存款120,000,000港元（二零零六年：無）、屬於本集團及孖展客戶之上市投資市值分別為5,716,995,000港元（二零零六年：142,130,000港元）及2,286,292,000港元（二零零六年：1,164,085,000港元）連同本公司及其附屬公司持有之上市附屬公司之若干證券，其各自賬目中所示之賬面值合共為5,204,326,000港元（二零零六年：3,845,221,000港元）已用作本集團所獲4,074,233,000港元（二零零六年：3,275,591,000港元）貸款及一般銀行信貸額之抵押。於二零零七年十二月三十一日，已提用之信貸額為1,921,233,000港元（二零零六年：1,556,029,000港元）。

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57. PLEDGE OF ASSETS (CONT'D)

At 31st December, 2007, a bank deposit of HK\$1,000,000 (2006: HK\$1,000,000) was pledged to secured a bank guarantee amounting to HK\$2,000,000 (2006: HK\$2,000,000).

At 31st December, 2007, certain of the securities in a listed subsidiary held by the Company with an aggregate carrying value of HK\$1,038,712,000 (2006: HK\$813,577,000) together with certain investments of its subsidiaries, were pledged to secure banking facilities to the extent of HK\$200,000,000 (2006: HK\$200,000,000) granted to a subsidiary. No facilities were utilised at 31st December, 2007 (2006: HK\$110,600,000).

58. RELATED PARTY TRANSACTIONS AND BALANCES

The following is a summary of the significant transactions and balances with related parties during the year and as at the year end.

(a) Summary of transactions

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57. 資產抵押(續)

於二零零七年十二月三十一日，一項為數1,000,000港元(二零零六年：1,000,000港元)之銀行存款已用作抵押一項為數2,000,000港元(二零零六年：2,000,000港元)之銀行擔保。

於二零零七年十二月三十一日，本公司於一間上市附屬公司所持有之若干證券，賬面總值1,038,712,000港元(二零零六年：813,577,000港元)連同其附屬公司之若干投資已抵押，作為一間附屬公司所獲200,000,000港元(二零零六年：200,000,000港元)銀行信貸額之擔保。截至二零零七年十二月三十一日，並無動用任何貸款(二零零六年：110,600,000港元)。

58. 關連人士交易及結餘

以下為於年內及年終與關連人士之重大交易及結餘概要：

(a) 交易概要

		(Income)/Expense (收入)/支出	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Associates	聯營公司		
Dividend income	股息收入	(1,500)	-
Management services fee	管理服務費	(4,095)	(4,335)
Management fee, performance fee and other fees	管理費、表現費用及其他費用	(21,621)	-
Service fees income	服務費收入	-	(814)
Interest income	利息收入	(2,449)	(9,702)
Rent, property management and air-conditioning fees and other related service fees	租金、物業管理及空調費以及其他相關服務費	(455)	(934)
Insurance premium	保險金	(902)	(4,762)
Jointly controlled entities	共同控制企業		
Rent, property management and air-conditioning fees	租金、物業管理及空調費	12,210	10,195
Dividend income	股息收入	(60,000)	(120,000)
Property management and air-conditioning fees and other property related service fees	物業管理及空調費與其他相關服務費	(13,879)	(14,143)
Administration, management and consultancy fees	行政、管理及顧問費	(5,028)	(4,906)

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58. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)**58. 關連人士交易及結餘(續)****(b) Key management personnel compensation****(b) 主要管理層人員酬金**

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Short term benefits	短期福利	55,963	35,319
Post-employment benefits	退休福利	564	894
		56,527	36,213

(c) The net balances due from (to) related parties at 31st December, 2007 and 2006 are summarised as follows:

(c) 於二零零七年及二零零六年十二月三十一日應收(應付)關連人士之結餘淨額概述如下:

		The Group 本集團		The Company 本公司	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Associates	聯營公司	145,429	150,929	1,529	4,744
Jointly controlled entities	共同控制企業	(36,869)	(76,876)	-	-
		108,560	74,053	1,529	4,744

The above amounts are included in the balance sheets of the Group and the Company in the following ways:

上述金額乃以下列方式於本集團及本公司之資產負債表內入賬:

		The Group 本集團		The Company 本公司	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Trade and other receivables	貿易及其他應收款項	1,604	5,198	1,529	4,744
Amount due from an associate after one year (note 58c (i))	一年後聯營公司欠款(附註58c (i))				
- loan notes	- 貸款票據	-	78,000	-	-
Amounts due from associates within one year (note 58c (ii))	一年內聯營公司欠款(附註58c (ii))				
- loan notes (note 58c (i))	- 貸款票據(附註58c (i))	78,000	-	-	-
- others (note 58c (ii))	- 其他(附註58c (ii))	78,448	80,702	-	-
Amount due from a jointly controlled entity (note 58c (iii))	一間共同控制企業欠款(附註58c (iii))	2,192	2,185	-	-
Trade and other payables	貿易及其他應付款項	(16)	(442)	-	-
Amounts due to associates (note 58c (ii))	欠聯營公司款項(附註58c (ii))	(12,605)	(12,527)	-	-
Amount due to a jointly controlled entity (note 58c (iii))	欠一間共同控制企業款項(附註58c (iii))	(39,063)	(79,063)	-	-
		108,560	74,053	1,529	4,744

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58. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)**(c) (Cont'd)**

Notes:

(i) The amount is unsecured and bear interest at 2.5% per annum and the interest is payable annually. The notes are due for repayment on 29th August, 2008.

(ii) At 31st December 2007, the amount due from (to) associates are unsecured, non-interest bearing and repayable on demand.

At 31st December, 2006, these amounts due from (to) associates are unsecured, non-interest bearing and are repayable on demand, except for an unsecured short-term loan to an associate of HK\$5,000,000 which bears interest at 10.5% per annum. The loan is due for repayment on 24th January, 2007.

(iii) Amount due from (to) a jointly controlled entity are unsecured, interest free and repayable on demand.

(d) During the year, both the Group and a joint venture partner, each having a 50% interests in a jointly controlled entity, received and repaid various interest-free loans from such jointly controlled entity. At 31st December, 2007, the amounts lent to the Group totalled HK\$39,000,000 (2006: HK\$79,000,000) were unsecured, interest-free and repayable on demand.

58. 關連人士交易及結餘(續)**(c) (續)**

附註：

(i) 該款項為無抵押及按年息率2.5%計息，利息每年支付。該等票據於二零零八年八月二十九日到期償還。

(ii) 於二零零七年十二月三十一日，應收(應付)聯營公司之款項為無抵押、免息及須於要求時償還。

於二零零六年十二月三十一日，應收(應付)聯營公司之款項為無抵押、免息及須於要求時償還，惟向一間聯營公司提供之無抵押短期貸款5,000,000港元按年利率10.5%計息除外。該貸款於二零零七年一月二十四日到期償還。

(iii) 應收(應付)一間共同控制企業之款項為無抵押、免息及須於要求時償還。

(d) 年內，本集團與一間合營夥伴於一間雙方各佔50%權益之共同控制企業收取及獲償還若干免息貸款。於二零零七年十二月三十一日，本集團的借款總額為39,000,000港元(二零零六年：79,000,000港元)乃為無抵押、免息及須於要求時償還。

59. MATURITY PROFILE OF TERM ASSETS AND LIABILITIES

The following table lists certain financial assets and financial liabilities of the Group which have a term of maturity. Overdue assets are included as on demand.

59. 有期資產及負債到期分析

下表載列本集團訂有期滿日之若干金融資產與金融負債。過期未付資產計入須按要求償還之資產。

		At 31st December, 2007 二零零七年十二月三十一日					
		On demand	Within 3 months	3 months to 1 year	1 year to 5 years	After 5 years	Total
		按要求償還	三個月內	三個月至一年	一年至五年	五年後	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Assets	資產						
Fixed deposits with banks	銀行定期存款	-	1,853,219	-	-	-	1,853,219
Loans and advances to consumer finance customers	私人財務客戶貸款及墊款	409,717	692,002	1,212,614	1,500,933	97,971	3,913,237
Loan notes included in amounts due from associates	已計入聯營公司欠款之貸款票據	-	-	78,000	-	-	78,000
Term loans	有期貸款	138,181	179,031	329,806	-	-	647,018
Treasury bills	國庫券	-	7,724	-	-	-	7,724
Liabilities	負債						
Bank and other borrowings	銀行及其他借貸	19,723	673,530	198,111	2,720,382	59,210	3,670,956
Loan notes	貸款票據	-	69,166	46,060	-	-	115,226

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59. MATURITY PROFILE OF TERM ASSETS AND LIABILITIES (CONT'D)

59. 有期資產及負債到期分析(續)

		At 31st December, 2006 二零零六年十二月三十一日					Total
		On demand	Within 3 months	3 months to 1 year	1 year to 5 years	After 5 years	Total
		按要求償還	三個月內	三個月至一年	一年至五年	五年後	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Assets	資產						
Fixed deposits with banks	銀行定期存款	-	1,144,098	-	-	-	1,144,098
Loans and advances to consumer finance customers	私人財務客戶貸款及墊款	249,525	421,881	1,108,643	1,156,094	79,583	3,015,726
Term loan due from a listed associates	應收一間上市聯營公司之有期貸款	-	5,000	-	-	-	5,000
Loan notes included in amounts due from associates	已計入聯營公司欠款之貸款票據	-	-	-	78,000	-	78,000
Term loans	有期貸款	216,120	190,062	8,412	27,600	-	442,194
Treasury bills	國庫券	-	7,675	-	-	-	7,675
Liabilities	負債						
Bank and other borrowings	銀行及其他借貸	8,000	1,339,089	298,081	919,151	-	2,564,321
Loan notes	貸款票據	-	-	-	110,650	-	110,650
Convertible bonds	可換股債券	-	-	-	34,384	-	34,384

60. PARTICULARS OF PRINCIPAL SUBSIDIARIES

60. 主要附屬公司資料

Particulars of the Company's principal subsidiaries at 31st December, 2007 which have their principal place of operations in Hong Kong are set out below:

二零零七年十二月三十一日，本公司主要業務所在地位於香港之主要附屬公司資料如下：

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
		held by the Company/ subsidiaries 本公司/ 附屬公司持有 %	attributable to the Group 本集團應佔 %	
AG Capital Limited 聯合融資有限公司	2	100	100	Share trading, money lending and business of consultancy 股份買賣、借貸及顧問諮詢業務
Alaston Development Limited	US\$1 1美元	100	74	Property trading 物業買賣
Allied Aquatic Produce Development Limited 聯合水產發展有限公司	50,000,000	100*	100	Investment holding 投資控股
Allied Capital Management Limited	2	100	100	Securities trading 證券買賣
Allied Medical Practices Guild Limited 雅聯醫務協會有限公司	2	100	22	Provision of contract healthcare services 提供合約保健服務

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
		held by the Company/ subsidiaries 本公司/ 附屬公司持有 %	attributable to the Group 本集團應佔 %	
Allied Properties (H.K.) Limited ** 聯合地產(香港)有限公司**	1,129,257,484	17* 57	74	Investment holding 投資控股
Allied Real Estate Agency Limited 聯合地產代理有限公司	2	100	74	Real estate agency 地產代理
AP Administration Limited	2	100	74	Provision of management and consultancy services 提供管理及顧問服務
AP Corporate Services Limited	2	100	74	Provision of corporate services 提供公司服務
AP Development Limited 聯合地產發展有限公司	2	100*	74	Investment holding 投資控股
AP Diamond Limited	US\$1 1美元	100	74	Property trading and holding 物業買賣及持有物業
AP Emerald Limited	US\$1 1美元	100	74	Investment holding 投資控股
AP Finance Limited	2	100	74	Money lending 借貸
AP Property Management Limited	2	100	74	Building management 樓宇管理
Bali International Finance Limited 百達利財務有限公司	137,500,000	100	43	Financial services and investment holding 金融服務及投資控股
Bali Securities Co. Limited 百達利證券有限公司	7,000,000	100	43	Securities dealer 證券交易商
Best Melody Development Limited 高韻發展有限公司	5,000	100	74	Property holding 持有物業
Capscore Limited	2	100*	100	Investment holding 投資控股
Cheeroll Limited	2	100	43	Investment holding, securities and bullion trading 投資控股、證券及 黃金買賣

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
		held by the Company/ subsidiaries 本公司/ 附屬公司持有 %	attributable to the Group 本集團應佔 %	
Cheertime Investment Limited 彩泰投資有限公司	1	100	74	Property holding 持有物業
Choice Rich Investment Limited 彩發投資有限公司	1	100	74	Property holding 持有物業
Citiwealth Investment Limited 開鵬投資有限公司	2	100*	100	Investment holding 投資控股
Cowslip Company Limited	2	100	43	Investment holding 投資控股
Dynamic Force Investments Limited	US\$1 1美元	100	43	Investment holding 投資控股
Dynamic People Group Limited	US\$1 1美元	100	22	Provision of LASIK and optical surgical services 提供激光及視力手術服務
Fame Arrow Company Limited 威箭有限公司	100,000	100	70	Loan financing 貸款融資
Florich Development Limited 景資發展有限公司	10,000	100	74	Investment holding 投資控股
Front Sail Limited 拓航有限公司	5,000	100	74	Property holding 持有物業
Gilmore Limited	2	100	74	Property holding 持有物業
Gloria (Nominees) Limited	200	100	43	Investment holding 投資控股
Gloxin Limited	2	100	43	Investment holding 投資控股
Gold Concord Investment Limited 金坤投資有限公司	1	100	74	Property holding 持有物業
Hilarious (Nominees) Limited	10,000	100	43	Investment holding 投資控股

60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
		held by the Company/ subsidiaries 本公司/ 附屬公司持有 %	attributable to the Group 本集團應佔 %	
Hillcrest Development Limited	20	100	74	Property holding 持有物業
Hi-Link Limited	200	100	74	Investment holding 投資控股
Integrated Custodian Limited	2	100	74	Property holding 持有物業
Itso Limited	2	100	43	Securities trading 證券買賣
Jaffe Development Limited	US\$1 1美元	100	74	Property holding 持有物業
Kalix Investment Limited	2	100	74	Property holding 持有物業
King Policy Development Limited 勁鵬發展有限公司	2	100	74	Property holding 持有物業
Landmax Investment Limited 立美投資有限公司	1	100	74	Property holding 持有物業
Lexshan Nominees Limited 歷山代理人有限公司	2	100	43	Nominee service 代理人服務
Macdonnell (Nominees) Limited	10,000	100	43	Investment holding 投資控股
Mainford Investment Limited 銘福投資有限公司	1	100	74	Property holding 持有物業
Maxplan Investment Limited 銳騰投資有限公司	2	100	74	Securities trading 證券買賣
Mightyton Limited	10,000	100	74	Property holding 持有物業
Oakfame Investment Limited 幹美投資有限公司	2	100	43	Investment holding 投資控股
Ontone Limited 安通建業有限公司	2	100	74	Hotel operations, property development and property holding 酒店業務、地產發展及 持有物業
Pioneer Alliance Limited 興順隆有限公司	10,000	100*	100	Investment holding 投資控股

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
		held by the Company/ subsidiaries 本公司/ 附屬公司持有 %	attributable to the Group 本集團應佔 %	
Pioneer Score Development Limited 先港發展有限公司	2	100	43	Investment holding 投資控股
Plentiwind Limited	2	100	43	Futures trading 期貨買賣
Polyking Services Limited 栢麗服務有限公司	2	100	43	Building maintenance and cleaning services 樓宇保養及清潔服務
Protech Property Management Limited 保得物業管理有限公司	5,000	100	43	Building management 樓宇管理
QHES Limited 卓健耆老有限公司	US\$1 1美元	100	22	Provision of elderly care services 提供長者護理服務
Quality HealthCare Asia Limited ** 卓健亞洲有限公司**	23,893,734	51	22	Investment holding 投資控股
Quality HealthCare Dental Services Limited 卓健牙科服務有限公司	1,000	100	22	Provision of dental services 提供牙科服務
Quality HealthCare Man Kee Elderly Limited 卓健耆安萬基有限公司	1,000	100	22	Provision of elderly care services 提供長者護理服務
Quality HealthCare Medical Centre Limited 卓健醫療體檢中心有限公司	1,300	100	22	Medical facilities and services provider 醫療設施及服務供應商
Quality HealthCare Medical Services Limited 卓健醫療服務有限公司	2	100	22	Provision of contract healthcare services 提供合約保健服務
Quality HealthCare Nursing Agency Limited 卓健護理介紹所有限公司	10,000	100	22	Provision of nursing agency services 提供護理介紹服務
Quality HealthCare Nursing Home Limited 卓健耆安護老有限公司	1,000	100	22	Provision of elderly care services 提供長者護理服務
Quality HealthCare Physiotherapy Services Limited 卓健物理治療服務有限公司	1,000	100	22	Provision of physiotherapy services 提供物理治療服務
Quality HealthCare Psychological Services Limited 卓健心理健康有限公司	1	100	22	Provision of psychological services 提供心理服務

60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
		held by the Company/ subsidiaries 本公司/ 附屬公司持有 %	attributable to the Group 本集團應佔 %	
Quick Art Limited	3,540,000	100	43	Share trading and property holding 證券買賣及持有物業
Ranbridge Finance Limited 捷橋財務有限公司	20,000,000	100	43	Money lending 借貸
Rank Crown Investment Limited 穎坤投資有限公司	2	100*	100	Investment holding 投資控股
San Pak Properties Limited 山栢置業有限公司	10	100	74	Property holding 持有物業
Scienter Investments Limited	20	100	43	Share trading 證券買賣
SHK Finance Limited 新鴻基財務有限公司	150,000,000	100	25	Money lending 借貸
SHK Financial Data Limited 新鴻基財經資訊有限公司	100	51	22	Provision of financial information services 提供財經資訊服務
SHK Fund Management Limited 新鴻基投資管理有限公司	5,000,000	100	43	Funds marketing and management 基金市場策劃及管理
SHK Investment Services Limited	1,000,000	100	43	Asset holding and leasing 資產投資及租賃
SHK Online (Securities) Limited 新鴻基科網(證券)有限公司	40,000,000	100	43	Online securities broking and margin financing 網上證券經紀及證券放款
SHK Online Limited 新鴻基科網有限公司	20,000,000	100	43	Investment holding 投資控股
SHK Pearl River Delta Investment Company Limited 新鴻基珠江三角洲投資有限公司	75,000,000	100	43	Investment holding 投資控股

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
		held by the Company/ subsidiaries 本公司/ 附屬公司持有 %	attributable to the Group 本集團應佔 %	
Shun Loong Forex Company Limited 順隆外匯有限公司	32,000,000	100	43	Leveraged foreign exchange dealing and broking 槓桿外匯買賣及經紀
Shun Loong Futures Limited 順隆期貨有限公司	15,000,000	100	43	Futures and options dealing 期貨及期權買賣
Shun Loong Holdings Limited 順隆集團有限公司	200,000,000	100	43	Investment holding 投資控股
Shun Loong Securities Company Limited 順隆證券行有限公司	50,000,000	100	43	Securities broking and share margin financing 證券經紀及證券放款
Sierra Joy Limited	2	100	74	Property holding 持有物業
Splendid Gain Limited	2	100	43	Investment holding 投資控股
Sun Hing Bullion Company Limited 新興金業有限公司	5,000,000	100	43	Bullion trading 黃金買賣
Sun Hung Kai & Co. Limited** 新鴻基有限公司**	335,958,356	58	43	Investment holding 投資控股
Sun Hung Kai (Nominees) Limited 新鴻基(代理人)有限公司	200	100	43	Nominee service 代理人服務
Sun Hung Kai Bullion Company Limited 新鴻基金業有限公司	30,000,000	100	43	Bullion trading and investment holding 黃金買賣及投資控股
Sun Hung Kai Commodities Limited 新鴻基期貨有限公司	80,000,600	100	43	Commodities broking 商品期貨經紀
Sun Hung Kai Forex Limited 新鴻基外匯有限公司	150,000,000	100	43	Foreign exchange dealing 外匯買賣
Sun Hung Kai Insurance Consultants Limited 新鴻基保險顧問有限公司	1,000,000	100	43	Insurance broking and consultancy services 保險經紀及顧問服務
Sun Hung Kai International Commodities Limited	25,000,000	100	43	Securities, futures and options trading 證券、期貨及期權買賣

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截至二零零七年十二月三十一日止年度

60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
		held by the Company/ subsidiaries 本公司/ 附屬公司持有 %	attributable to the Group 本集團應佔 %	
Sun Hung Kai International Limited 新鴻基國際有限公司	10,000,000	100	43	Corporate finance services 企業融資服務
Sun Hung Kai Investment Services Limited 新鴻基投資服務有限公司	290,000,000	100	43	Investment holding, share broking and margin financing 投資控股、證券經紀及 證券放款
Sun Hung Kai Research Limited 新鴻基資料研究有限公司	100,000	100	43	Securities research services 證券資料研究服務
Sun Hung Kai Securities (Overseas) Limited 新鴻基證券(海外)有限公司	60,000	100	43	Investment holding 投資控股
Sun Hung Kai Securities (Trustees) Limited 新鴻基證券(信託)有限公司	3,000,000	100	43	Provision of trustee services 提供信託服務
Sun Hung Kai Securities Capital Markets Limited 新鴻基證券資本市場有限公司	1,000	100	43	Investment holding 投資控股
Sun Hung Kai Securities Limited 新鴻基証券有限公司	124,898,589	100	43	Investment holding 投資控股
Sun Hung Kai Venture Capital Limited	2	100	43	Investment holding 投資控股
Sun Hung Kai Wealth Management Limited 新鴻基優越理財有限公司	5,000,000	100	43	Financial planning and wealth management 財務策劃及 資產管理
Sun Tai Cheung Credits Limited 新泰昌授信有限公司	150,000,000	100	43	Money Lending 借貸
Sun Tai Cheung Finance Company Limited 新泰昌財務有限公司	25,000,000	100	43	Financial services 金融服務
Sunhill Investments Limited 陽山投資有限公司	2	100*	100	Investment holding 投資控股
Texgulf Limited	20	100	43	Property holding 持有物業

for the year ended 31st December, 2007

截至二零零七年十二月三十一日止年度

60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
		held by the Company/ subsidiaries 本公司/ 附屬公司持有 %	attributable to the Group 本集團應佔 %	
To Wan Development Company Limited 杜雲發展有限公司	10,000	100	43	Investment holding 投資控股
Tung Wo Investment Company, Limited 同和投資有限公司	10,000	100	43	Investment holding 投資控股
United Asia Finance Limited 亞洲聯合財務有限公司	137,500,000	58	25	Consumer financing 私人財務
Wah Cheong Development Company, Limited 華昌建業有限公司	25,100,000	100	43	Investment holding 投資控股
Wineur Secretaries Limited 偉略秘書有限公司	2	100	43	Secretarial service 秘書服務
Yee Li Ko Investment Limited 億利高投資有限公司	58,330,000	100	43	Property holding 持有物業
Yu Ming Investment Management Limited 禹銘投資管理有限公司	10,000,000	100	100	Management and investment advisory services 管理及投資顧問服務

With the exception of Alaston Development Limited, AP Diamond Limited, AP Emerald Limited, Dynamic Force Investments Limited, Dynamic People Group Limited, Jaffe Development Limited and QHES Limited, which were incorporated in the British Virgin Islands and Quality HealthCare Asia Limited which was incorporated in Bermuda, all the above subsidiaries were incorporated in Hong Kong.

除Alaston Development Limited、AP Diamond Limited、AP Emerald Limited、Dynamic Force Investments Limited、Dynamic People Group Limited、Jaffe Development Limited及卓健耆老有限公司在英屬處女群島註冊成立，以及卓建亞洲有限公司於百慕達註冊成立外，以上所有附屬公司均在香港註冊成立。

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截至二零零七年十二月三十一日止年度

60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

Particulars of the Company's principal subsidiaries at 31st December, 2007 which were incorporated and have their principal place of operation outside Hong Kong are set out below:

60. 主要附屬公司資料(續)

二零零七年十二月三十一日，本公司在香港以外地點註冊成立及其主要業務所在地亦在香港以外之主要附屬公司資料如下：

Subsidiaries 附屬公司	Place of incorporation/ operation 註冊成立／業務 所在地	Paid up issued ordinary share capital 繳足已發行 普通股本	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
			held by the Company/ subsidiaries 本公司／ 附屬公司 持有 %	attributable to the Group 本集團應佔 %	
Allied Properties China Limited	Cayman Islands 開曼群島	US\$1,000 1,000美元	100	74	Investment holding 投資控股
Ballymote Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	74	Investment holding 投資控股
Bealake Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	74	Investment holding 投資控股
Best Decision Investments Limited	British Virgin Islands 英屬處女群島	US\$50,000 50,000美元	65	28	Investment holding 投資控股
Best Delta International Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	43	Investment holding 投資控股
Boneast Assets Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	43	Investment holding 投資控股
Bright Clear Limited 晴輝有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	Investment holding 投資控股
Constable Development S.A.	Panama 巴拿馬	US\$5 5美元	100	43	Investment holding 投資控股
Darroman Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	74	Investment holding 投資控股
Fine Class Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	74	Investment holding 投資控股
Fine Era Limited 佳紀有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	Investment holding 投資控股
Gashima Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	74	Investment holding 投資控股
Hing Yip Holdings Limited 興業控股有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	43	Property holding 持有物業
I-Market Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	43	Investment holding 投資控股
Kenworld Corporation	Republic of Liberia 利比里亞共和國	US\$1 1美元	100	74	Investment holding 投資控股

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截至二零零七年十二月三十一日止年度

60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

Subsidiaries 附屬公司	Place of incorporation/ operation 註冊成立/業務 所在地	Paid up issued ordinary share capital 繳足已發行 普通股本	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
			held by the Company/ subsidiaries 本公司/ 附屬公司 持有 %	attributable to the Group 本集團應佔 %	
Lakewood Development Corporation	United States of America 美國	US\$1,000 1,000美元	100	74	Property held for sale 持有待出售物業
Onspeed Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	25	Investment holding 投資控股
Ranbridge, Inc.	The Philippines 菲律賓	Peso 5,385,000 5,385,000披索	100	43	Money lending 借貸
Shipsape Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	43	Investment holding 投資控股
SHK Absolute Return Managers Ltd	Cayman Islands 開曼群島	US\$10 10美元	100	43	Investment holding 投資控股
SHK Dynamic Managers Ltd.	Cayman Islands 開曼群島	US\$10 10美元	100	43	Funds management 基金管理
SHK Global Managers Limited	British Virgin Islands 英屬處女群島	US\$5,000 5,000美元	100	43	Funds management 基金管理
SHK Quant Managers Ltd	Cayman Islands 開曼群島	US\$10 10美元	100	43	Funds management 基金管理
Sing Hing Investment Limited 誠興投資有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	43	Property holding 持有物業
Sun Hung Kai International Bank Brunei Limited	Brunei Darussalam 汶萊	SGD10,000,000 10,000,000 新加坡元	100	43	International banking business 國際銀行事務
Sun Hung Kai International Investment Management Limited	British Virgin Islands 英屬處女群島	US\$50,000 50,000美元	100	43	Investment holding 投資控股
Sun Hung Kai Investment Services (Macau) Limited	Macau 澳門	MOP1,000,000 1,000,000澳門元	100	43	Property holding 持有物業
Sun Hung Kai Online Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	43	Online services 網上服務
Sun Hung Kai Securities (Bermuda) Limited	Bermuda 百慕達	US\$12,000 12,000美元	100	43	Investment holding and management services 投資控股及管理服務

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60. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

60. 主要附屬公司資料(續)

Subsidiaries 附屬公司	Place of incorporation/ operation 註冊成立/業務 所在地	Paid up issued ordinary share capital 繳足已發行 普通股本	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
			held by the Company/ subsidiaries 本公司/ 附屬公司 持有 %	attributable to the Group 本集團應佔 %	
Sun Hung Kai Securities (Phil.), Inc.	The Philippines 菲律賓	Peso 273,600,000 273,600,000 披索	100	43	Investment holding 投資控股
Swan Islands Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	43	Investment holding 投資控股
UAF Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	43	Investment holding 投資控股
Upper Selection Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	43	Investment holding 投資控股
Wah Cheong Development (B.V.I.) Limited	British Virgin Islands 英屬處女群島	US\$ 2,675,400 2,675,400美元	100	43	Investment holding 投資控股
Zeal Goal International Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	43	Investment holding 投資控股
亞聯財信息諮詢(深圳) 有限公司	People's Republic of China 中華人民共和國	RMB 25,000,000 人民幣 25,000,000元	58	25	Financial consultancy 財務顧問
深圳市亞聯財小額信貸 有限公司	People's Republic of China 中華人民共和國	RMB 15,000,000 人民幣 15,000,000元	58	25	Money Lending 借貸
深圳銀融聯行銷顧問 有限公司	People's Republic of China 中華人民共和國	RMB 10,000,000 人民幣 10,000,000元	58	25	Money Lending 借貸
廣州市新鴻基投資顧問 有限公司	People's Republic of China 中華人民共和國	HK\$1,000,000 1,000,000港元	100	43	Corporate marketing and investment consultancy 市場策劃及投資 顧問

* These shareholdings represent the proportion of nominal value of issued capital held by the Company.

** The subsidiaries are listed in Hong Kong and further details about them are available in their published audited accounts.

* 該等持股量指本公司所持已發行股本面值之比例。

** 該等附屬公司於香港上市，有關該等附屬公司之其他詳情載於其公佈之經審核賬目內。

The above tables list the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the assets or liabilities of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

上表所列公司乃董事會認為對本年度業績有重大影響，或構成本集團資產或負債主要部份之本公司附屬公司。董事會認為列出其他附屬公司的詳情，會令資料過於冗長。

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61. PARTICULARS OF PRINCIPAL ASSOCIATES

61. 主要聯營公司資料

Particulars of the Group's principal associates at 31st December, 2007 are set out below.

二零零七年十二月三十一日之本集團主要聯營公司資料如下：

Associates 聯營公司	Place of incorporation/ operation 註冊成立/ 業務所在地	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
		held by subsidiaries 附屬公司持有 %	attributable to the Group 本集團應佔 %	
China Xin Yongan Futures Company Limited 中國新永安期貨有限公司	Hong Kong 香港	25	11	Futures dealing 期貨買賣
Chronicle Gain Limited 確勁有限公司	Hong Kong 香港	45	19	Property holding 持有物業
Drinkwater Investment Limited 精威置業有限公司	Hong Kong 香港	22	10	Property holding 持有物業
Omicron International Limited	British Virgin Islands 英屬處女群島	44	19	Investment holding 投資控股
Real Estate Investments (N.T.) Limited	Hong Kong 香港	40	17	Property development 物業發展
Silver York Development Limited 兆勇發展有限公司	Hong Kong 香港	42	18	Investment holding 投資控股
Start Hold Limited 時達開有限公司	Hong Kong 香港	33	14	Investment holding 投資控股
Tian An China Investments Company Limited** 天安中國投資有限公司**	Hong Kong 香港	36	14	Investment holding 投資控股
Yu Ming Investments Limited** 禹銘投資有限公司**	Hong Kong 香港	27	27	Investment holding 投資控股

** These associates are listed in Hong Kong and further details about these associates are available in their published audited accounts.

** 該等聯營公司在香港上市，有關該等聯營公司之其他詳情載於其公佈之經審核賬目內。

The above table lists the associates of the Group which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the assets or liabilities of the Group. To give details of other associates would, in the opinion of the Directors, result in particulars of excessive length.

上表所列公司乃董事會認為對本年度業績有重大影響，或構成本集團資產或負債主要部份之本集團聯營公司。董事會認為列出其他聯營公司的詳情，會令資料過於冗長。

for the year ended 31st December, 2007

截至二零零七年十二月三十一日止年度

62. PARTICULARS OF PRINCIPAL JOINTLY CONTROLLED ENTITIES

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

62. 主要共同控制企業資料

二零零七年十二月三十一日之本集團主要共同控制企業資料如下：

Jointly controlled entities 共同控制企業	Place of incorporation/ operation 註冊成立/ 業務所在地	Proportion of nominal value of issued capital 佔已發行股本面值之比例		Principal activity 主要業務
		held by subsidiaries 附屬公司持有 %	attributable to the Group 本集團應佔 %	
Allied Kajima Limited	Hong Kong 香港	50	37	Property and investment holding 地產及投資控股
Poltallock Limited	Hong Kong 香港	50	21	Provision of facilities and technical services to medical and dental practitioners 向醫生及牙醫提供設施 及技術服務
SHK Corporate Finance (Shanghai) Limited 上海新鴻基企業顧問有限公司	People's Republic of China 中華人民共和國	33	14	Corporate finance advisory 企業融資顧問

The above table lists the jointly controlled entities of the Group which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the assets or liabilities of the Group.

上表所列公司乃董事會認為對本年度業績有重大影響，或構成本集團資產或負債主要部份之本集團共同控制企業。

		Financial year ended 31st December, 截至十二月三十一日止財政年度				
		2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元 (Restated) (重列)	2007 二零零七年 HK\$'000 千港元
Results	業績					
Revenue	收益	1,592,491	1,782,775	1,818,801	2,810,634	4,925,496
Profit from operations	經營溢利	512,844	844,215	1,443,368	1,837,853	3,696,101
Finance costs	融資成本	(61,277)	(49,386)	(102,245)	(206,453)	(341,273)
Amortisation of goodwill	商譽攤銷	(7,142)	(7,142)	-	-	-
Release of negative goodwill	轉撥負商譽	237,923	257,610	-	-	-
Amortisation of capital reserve	資本儲備攤銷	17,267	17,267	-	-	-
Share of results of associates	應佔聯營公司業績	135,708	165,856	150,388	8,982	301,195
Share of results of jointly controlled entities	應佔共同控制企業業績	22,900	25,706	105,298	159,987	131,106
Profit before taxation	除稅前溢利	858,223	1,254,126	1,596,809	1,800,369	3,787,129
Taxation	稅項	(127,518)	(151,472)	(170,042)	(130,740)	(310,381)
Profit for the year	本年度溢利	730,705	1,102,654	1,426,767	1,669,629	3,476,748
Attributable to:	應佔方：					
Equity holders of the Company	本公司股東	486,466	713,735	901,480	1,028,792	1,901,254
Minority interests	少數股東權益	244,239	388,919	525,287	640,837	1,575,494
		730,705	1,102,654	1,426,767	1,669,629	3,476,748
Basic earnings per share	每股基本盈利	HK\$1.53	HK\$2.71	HK\$3.48	HK\$4.12	HK\$7.76
		At 31st December, 十二月三十一日				
		2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元 (Restated) (重列)	2007 二零零七年 HK\$'000 千港元
Assets and liabilities	資產及負債					
Total assets	資產總額	11,693,463	11,844,263	14,423,119	18,190,061	24,941,800
Total liabilities	負債總額	(4,433,591)	(3,862,658)	(4,310,114)	(4,768,942)	(6,522,845)
		7,259,872	7,981,605	10,113,005	13,421,119	18,418,955

The Group acquired the Quality HealthCare Asia Limited group ("Acquisition") in 2006 and the valuation of the net assets arising from the Acquisition were completed in 2007. Accordingly, certain amounts for the year 2006 have been restated to reflect the adjustment to the net assets acquired and goodwill arising from the Acquisition.

本集團於二零零六年收購卓健亞洲有限公司集團(「收購」)，收購所得淨資產已於二零零七年完成估值。因此，二零零六年之若干金額已重列，以反映所收購淨資產及收購所得商譽的調整。

Particulars of the major properties held by the subsidiaries and jointly controlled entities of the Group at 31st December, 2007 are set out below:

本集團之附屬公司及共同控制企業於二零零七年十二月三十一日所持主要物業資料如下：

Name/location 名稱/地點	Lease expiry 約滿年期	Type 類別	Gross floor area (S.M.) 建築面積 (平方米)	Effective % held by the Group 本集團 實益持有 %	Stage of completion 完成階段
Hong Kong 香港					
Park Place 7 Tai Tam Reservoir Road Hong Kong 雅柏苑 香港 大潭水塘道7號	2056+	R	3,475	73.85	Existing 現有物業
Allied Cargo Centre 150-164 Texaco Road Tsuen Wan, New Territories 聯合貨運中心 新界荃灣 德士古道150-164號	2047	G	46,594	73.85	Existing 現有物業
60 Plantation Road The Peak, Hong Kong 香港山頂 種植道60號	2066	R	639	73.85	Existing 現有物業
Orchid Court 38 Tung On Street Mongkok, Kowloon 安蘭閣 九龍旺角 東安街38號	2049	R C	1,011 201	73.85 73.85	Existing 現有物業
The Redhill Peninsula 18 Pak Pat Shan Road Tai Tam, Hong Kong 紅山半島 香港大潭 白筆山道18號	2056+	R CP	596 79###	73.85 73.85	Existing 現有物業 Existing 現有物業 (Phase IV) (第四期)
China Online Centre 333 Lockhart Road Wanchai, Hong Kong 中國網絡中心 香港灣仔 駱克道333號	2026++	C	15,680	73.85	Existing 現有物業
St. George Apartments No. 81 Waterloo Road Ho Man Tin, Kowloon 聖佐治大廈 九龍何文田 窩打老道81號	2081	R CP	9,499 75###	73.85 73.85	Existing 現有物業

Name/location 名稱/地點	Lease expiry 約滿年期	Type 類別	Gross floor area (S.M.) 建築面積 (平方米)	Effective % held by the Group 本集團 實益持有 %	Stage of completion 完成階段
Hong Kong (Cont'd) 香港(續)					
Ibis North Point 138 Java Road North Point, Hong Kong 世紀軒 香港北角 渣華道138號	2008+	H	6,825	73.85	Existing 現有物業
Century Court 239 Jaffe Road Wanchai, Hong Kong 世紀閣 香港灣仔 謝斐道239號	2027++	R C	2,592 1,311	73.85 73.85	Existing 現有物業
No. 9 Queen's Road Central Hong Kong 香港皇后大道中9號	2854	C	1,277	73.85	Existing 現有物業
Allied Kajima Building 138 Gloucester Road Wanchai, Hong Kong 聯合鹿島大廈 香港灣仔 告士打道138號	2047	C	20,442	36.93*	Existing 現有物業
Novotel Century Hong Kong 238 Jaffe Road Wanchai Hong Kong 世紀香港酒店 香港灣仔 謝斐道238號	2047	H	27,364	36.93*	Existing 現有物業
Tregunter Tower 3 14 Tregunter Path Hong Kong 地利根德閣第3座 香港 地利根德徑14號	2051	R	745	73.85	Existing 現有物業
Admiralty Centre 18 Harcourt Road Hong Kong 海富中心 香港夏慤道18號	2053+	C	3,042	43.05	Existing 現有物業

Name/location 名稱/地點	Lease expiry 約滿年期	Type 類別	Gross floor area (S.M.) 建築面積 (平方米)	Effective % held by the Group 本集團 實益持有 %	Stage of completion 完成階段
Outside Hong Kong 香港以外					
FM2100 Road and Diamond Head Boulevard Harris County Texas U.S.A. 美國德州	Freehold 永久業權	R	13,888,933##	73.85	Existing 現有物業
FM2100 Road and Diamond Head Boulevard Harris County					
Sofitel Philippine Plaza Manila Cultural Centre of the Philippines Complex Roxas Boulevard Pasay City Manila, Philippines 菲律賓馬尼拉	2014+++	H	73,866	36.93*	Existing 現有物業
Sofitel Philippine Plaza Manila Cultural Centre of the Philippines Complex Roxas Boulevard Pasay City					
Shop E on G/F, Macau Chamber of Commerce Building No. 165 Rua De Xangai Macau 澳門上海街165號 澳門中華總商會大廈 地下舖位E室	2013	C	195#	43.05	Existing 現有物業
Tian An Centre No. 338 Nanjing Road West Huangpu District Shanghai People's Republic of China 天安中心 中華人民共和國上海 黃浦區 南京西路 338號	2044	C	1,873	43.05	Existing 現有物業

Notes:

Types of properties: R – Residential, C – Commercial, G – Godown,
H – Hotel, CP – Car Parking Spaces

* Indicates properties held through a jointly controlled entity
+ With option to renew for a further term of 75 years
++ With option to renew for a further term of 99 years
+++ With option to renew for a further term of 25 years
Saleable area
Site area
Number of car parking spaces

附註:

物業類別: R – 住宅, C – 商業, G – 貨倉,
H – 酒店, CP – 車位

* 透過一間共同控制企業持有之物業
+ 可續期七十五年
++ 可續期九十九年
+++ 可續期二十五年
銷售面積
地盤面積
停車位數目



ALLIED GROUP LIMITED
聯合集團有限公司