

Allied Properties (H.K.) Limited
聯合地產(香港)有限公司
(Stock Code 股份代號: 00056)

08 ANNUAL REPORT 年報



Contents

	Page
Corporate Information	3
Chairman's Statement	4
Review of Operations	5
Profile of Directors and Senior Management	13
Corporate Governance Report	15
Directors' Report	25
Independent Auditor's Report	61
Consolidated Income Statement	63
Consolidated Balance Sheet	64
Balance Sheet	66
Consolidated Statement of Changes in Equity	67
Consolidated Cash Flow Statement	69
Notes to the Consolidated Financial Statements	72
Financial Summary	185
Particulars of Major Properties	186

BOARD OF DIRECTORS

Arthur George Dew
Chairman and Non-Executive Director
Patrick Lee Seng Wei
Chief Executive and Executive Director
Li Chi Kong
Executive Director
Henry Lai Hin Wing
Non-Executive Director
Steven Lee Siu Chung
Non-Executive Director
John Douglas Mackie
Independent Non-Executive Director
Steven Samuel Zoellner
Independent Non-Executive Director
Alan Stephen Jones
Independent Non-Executive Director

EXECUTIVE COMMITTEE

Patrick Lee Seng Wei *Chairman*
Li Chi Kong

REMUNERATION COMMITTEE

Alan Stephen Jones *Chairman*
Arthur George Dew
Henry Lai Hin Wing
John Douglas Mackie
Steven Samuel Zoellner

AUDIT COMMITTEE

Alan Stephen Jones *Chairman*
Arthur George Dew
Henry Lai Hin Wing
John Douglas Mackie
Steven Samuel Zoellner

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
CITIC Ka Wah Bank Limited
Fubon Bank (Hong Kong) Limited
Standard Chartered Bank (Hong Kong) Limited
Wing Hang Bank, Limited

REGISTERED OFFICE

22nd Floor
Allied Kajima Building
138 Gloucester Road
Wanchai
Hong Kong
Tel: 2519 2288
Fax: 2598 5518 / 2598 0419
E-mail: contactapl@aphk.com

SHARE REGISTRARS

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

COMPANY SECRETARY

Li Chi Kong

AUDITOR

Deloitte Touche Tohmatsu

SOLICITORS

Fred Kan & Co.
Mallesons Stephen Jaques
P. C. Woo & Co.

STOCK CODE

56

WEBSITES

<http://www.alliedproperties.com.hk>
[http://www.irasia.com/listco/hk/
alliedproperties/index.htm](http://www.irasia.com/listco/hk/alliedproperties/index.htm)

Chairman's Statement

I am pleased to present to shareholders of Allied Properties (H.K.) Limited ("Company") the annual results of the Company and its subsidiaries (collectively the "Group") for the year 2008. Unfortunately, following the global financial crisis and its impact on Hong Kong, the Group this year suffered from losses principally arising from fair value changes of its financial assets and properties. Nevertheless, the consumer finance division and healthcare division reported increases in their profit contributions to the Group.

FINANCIAL RESULTS

For the year ended 31st December, 2008, the Group's revenue decreased to HK\$3,611.4 million, a reduction of 25.3% compared with the year 2007. Loss attributable to equity holders of the Company was HK\$144.4 million from a profit of HK\$2,253.7 million in 2007. The loss per share amounted to HK2.56 cents compared to earnings per share of HK41.35 cents in 2007.

DIVIDEND

The Board does not recommend the payment of a final dividend for the year 2008 (2007: HK3 cents per share).

Accordingly, there will be no closure of the register of members of the Company, and the annual general meeting of the Company will be held on 15th June, 2009.

FUTURE PROSPECTS

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

APPRECIATION

We have experienced a difficult year but we believe that the Group, with its prudent strategy, and the dedication, loyalty, professionalism of its staff, is well prepared to meet the ongoing challenges in 2009. I would like to express the Group's appreciation for the efforts of our staff and look forward to their continued support.

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



Arthur George Dew
Chairman

Hong Kong, 9th April, 2009

INTRODUCTION

The core businesses of the Company and its subsidiaries and associates consist of property investment, property development, hospitality related activities and financial services. The Company is a subsidiary of Allied Group Limited ("Allied Group"). The Company's interests in property investment and development and hospitality related activities in Hong Kong are mainly held through its wholly owned subsidiaries or the 50% owned Allied Kajima Limited ("Allied Kajima"), and in respect of property investment and development and hospitality related activities in The People's Republic of China ("PRC"), through Tian An China Investments Company Limited ("Tian An"), being an associate held by Sun Hung Kai & Co. Limited ("Sun Hung Kai"). The Company's financial services business is mainly conducted through the Company's 63.45% holding in Sun Hung Kai as well as Sun Hung Kai's effective 58.18% holding in United Asia Finance Limited ("UAF"). Quality HealthCare Asia Limited ("QHA"), a 63.03% subsidiary of the Company, is engaged in the business of provision of healthcare services.

FINANCIAL REVIEW

Financial Results

The revenue of the Group for 2008 was approximately HK\$3,611.4 million, which was a decrease of 25.3% when compared with the year 2007. The decrease in revenue was mainly due to reduction in turnover from the Group's broking and finance businesses but was partly mitigated by an increase in revenues from the Group's consumer finance, healthcare and property businesses.

The loss attributable to the equity holders of the Company amounted to HK\$144.4 million, as compared to a profit of HK\$2,253.7 million in 2007. The loss per share amounted to HK2.56 cents (2007: earnings per share at HK41.35 cents).

The loss attributable to equity holders of the Company was mainly due to:-

- a substantial decrease in contribution from the Group's broking and finance businesses;
- the Group's Hong Kong properties recorded a fair value valuation deficit of HK\$631.2 million, compared to a net gain of HK\$509.4 million in 2007 as a result of a reduction in property prices;
- a deemed loss of HK\$1.2 million from the deemed disposal of a portion of the Group's interest in subsidiaries while in 2007, a profit on deemed disposal of HK\$454.8 million was recorded from the share placing of Sun Hung Kai;
- losses, both realised and unrealised, arising from the Group's securities holdings due to lower financial markets.

Segmental Information

Detailed segmental information in respect of the Group's revenue and segmental results as well as other information is shown in note 6 to the consolidated financial statements.

Material Acquisitions and Disposals

In June, 2008, Famestep Investments Limited ("Famestep"), a direct wholly-owned subsidiary of the Company, completed the acquisition of the entire share capital of Wah Cheong Development (B.V.I.) Limited ("Wah Cheong") and the assignment of a HK\$271.4 million loan from Sun Hung Kai for an aggregate consideration of approximately HK\$470.7 million. As at the completion date of the disposal, Wah Cheong was beneficially interested in approximately 51.15% of the issued capital of QHA. It should be noted that in the consolidated financial statements of the Company, the gain on the disposal of Wah Cheong of approximately HK\$163 million recorded by Sun Hung Kai was eliminated against the goodwill arising from the acquisition of Wah Cheong by Famestep as the transaction is an intercompany transaction.

FINANCIAL REVIEW (CONT'D)**Material Acquisitions and Disposals (Cont'd)**

In October 2008, QHA, through a wholly-owned subsidiary, TCM Products Limited, acquired the entire issued share capital of GHC Holdings Limited ("GHC"), a company the subsidiaries of which are operating some medical centres situated in various non-central business districts and residential areas and a cosmetic specialist centre in Hong Kong. Details of the acquisition are set out in the circular of QHA dated 30th October, 2008.

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

Financial Resources, Liquidity and Capital Structure

During the year under review, 620,210 warrants were converted into 6,202,100 ordinary shares at a subscription price of HK\$1.00 per share. Accordingly, 79,333,329 warrants were outstanding at 31st December, 2008. Exercise in full of the outstanding warrants would result in the issue of 793,333,290 additional shares of HK\$0.2 each with an aggregate subscription value of approximately HK\$793.3 million. The Company had repurchased 1,054,000 own shares at an aggregate consideration of approximately HK\$0.9 million, details of which are outlined in the section "Purchase, Sale or Redemption of Securities" in the Directors' Report on page 31.

At 31st December, 2008, the current ratio (current assets/current liabilities) of the Group was 1.9 times, which decreased from the 3.4 times applicable at the end of the preceding year.

At 31st December, 2008, the Group's net borrowings amounted to HK\$4,773.7 million (2007: HK\$4,753.1 million), representing bank and other borrowings, loan notes, amounts due to fellow subsidiaries and bonds held by a fellow subsidiary totalling HK\$6,940.5 million (2007: HK\$6,616.3 million) less bank deposits, bank balances, treasury bills and cash of HK\$2,166.8 million (2007: HK\$1,863.2 million) and the Group had equity attributable to equity holders of the Company of HK\$10,292.0 million (2007: HK\$11,147.6 million). Accordingly, the Group's gearing ratio of net borrowings to equity attributable to equity holders of the Company was 46.4% (2007: 42.6%).

	2008	2007
	HK\$'000	HK\$'000
Bank borrowings of the Group are repayable as follows:		
On demand or within one year	1,305,320	871,641
More than one year but not exceeding two years	237,969	721,872
More than two years but not exceeding five years	2,194,040	1,998,510
More than five years	39,300	59,210
	3,776,629	3,651,233
Other borrowings are repayable as follows:		
On demand or within one year	98,483	19,723
More than two years but not exceeding five years	7,941	–
Amounts due to fellow subsidiaries	2,157,465	76,183
Bonds held by a fellow subsidiary repayable within five years	900,000	2,800,000
Loan notes repayable within one year	–	69,166
	6,940,518	6,616,305
Analysis as follows:		
Amount repayable within one year	3,561,268	1,036,713
Amount due after one year	3,379,250	5,579,592
	6,940,518	6,616,305

FINANCIAL REVIEW (CONT'D)

Financial Resources, Liquidity and Capital Structure (Cont'd)

The amount due to a fellow subsidiary and the bonds held by a fellow subsidiary and most of the bank and other borrowings of the Group are charged at floating interest rates. There are no known seasonal factors in the Group's borrowing profiles.

The banking facilities of the Group are reviewed from time to time and new banking facilities will be obtained or renewed to meet the funding requirements for capital commitments, investments and operations of the Group.

Risk of Foreign Exchange Fluctuation

The Group is required to maintain foreign currency exposure to cater for its recurring operating activities and present and potential investment activities, meaning it will be subject to reasonable exchange rate exposure. However, the Group will closely monitor this risk exposure as required.

Contingent Liabilities

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

Litigation

- (a) Following litigation that concluded in 2006, Sun Hung Kai Securities Limited ("SHKS"), a wholly-owned subsidiary of Sun Hung Kai, holds a 12.5% interest in a 50/50 joint venture between New World Development Company Limited ("NWDC") and IGB Corporation Berhad in Kuala Lumpur, Malaysia ("Joint Venture"). SHKS is presently seeking the assistance of NWDC and Stapleton Developments Limited ("Stapleton") to ensure that the legal interest of the issued shares of the Joint Venture company, being Great Union Properties Sdn. Bhd. ("GUP"), which Stapleton holds on trust for SHKS be transferred to SHKS, and that GUP acknowledges and records in its accounts in the name of SHKS the amount of shareholders' loans made on behalf of SHKS to it.
- (b) On 25th February, 2009, the Market Misconduct Tribunal ("MMT") made findings and orders following the conduct of proceedings relating to May and June 2003 dealings in the securities of QPL International Holdings Limited. The MMT's determinations of misconduct against two employees of Sun Hung Kai resulted also in adverse determinations against Sun Hung Kai's indirect wholly-owned subsidiaries, Sun Hung Kai Investment Services Limited ("SHKIS") and Cheeroll Limited ("Cheeroll") (now known as Sun Hung Kai Strategic Capital Limited). The MMT ordered that the companies not again perpetrate any form of market misconduct, that they pay the Government's and the Securities and Futures Commission ("SFC")'s costs, and recommended that the SFC take disciplinary action against SHKIS. SHKIS and Cheeroll are presently appealing aspects of the MMT's findings and orders.
- (c) On 14th October, 2008, a writ of summons was issued by SHKIS in the High Court of Hong Kong against Quality Prince Limited, Allglobe Holdings Limited, the Personal Representative of the Estate of Lam Sai Wing, Chan Yam Fai Jane and Ng Yee Mei, seeking recovery of (a) the sum of HK\$50,932,876.64; (b) interest; (c) legal costs; and (d) further and/or other relief. Having sold collateral for the partial recovery of amounts owing, the Plaintiff filed a Statement of Claim in the High Court of Hong Kong on 24th October, 2008 claiming (a) the sum of HK\$36,030,376.64; (b) interest; (c) legal costs; and (d) further and/or other relief. An application for summary judgment against the Defendants has been made and is scheduled to be heard on 6th May, 2009.
- (d) Details of proceedings relating to Chang Zhou Power Development Company Limited, a mainland PRC joint venture, are set out in paragraph (b) of note 53 to the consolidated financial statements on "Contingent Liabilities".

Pledge of Assets

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

OPERATIONAL REVIEW

Properties

Hong Kong

The rental income of the Group benefited from the positive rental trends achieved from 2007 and consequently rental income increased 21.9% on a year-to-year comparison. All the major properties of the Group, including Park Place, Allied Cargo Centre, St. George Apartments and China Online Centre, achieved higher rental income. The contribution from Ibis North Point was higher than that of 2007, with both higher occupancy and average room rates.

The local property market declined from the third quarter of the year as a result of the global financial market downturn. The decline in market value of properties gave rise to a significant adverse change to the income statement. Property valuations have been carried out by independent qualified professional surveyors in respect of the Group's investment properties held as at 31st December, 2008.

Allied Kajima, 50% indirectly owned by the Group and holding properties including Allied Kajima Building, Novotel Century Hong Kong hotel and the Sofitel Philippine Plaza Hotel, reported a small loss in 2008. The loss was mainly due to a non-cash investment property revaluation deficit at the end of 2008.

In order to maximise earnings in this uncertain period, the Group will continue to push its Hong Kong property portfolio towards higher occupancies even at the expense of margins.

Mainland PRC

Tian An, the Group's mainland property arm, recorded a profit attributable to its equity holders of HK\$711.1 million (2007: HK\$703.0 million). Tian An's revenue for the year ended 31st December, 2008 was HK\$473.3 million (2007: HK\$670.7 million for continuing operations and HK\$192.5 million for discontinued operations), a decrease of 29% compared to the continuing operations of 2007.

The profit included several non-cash items, including a gain of HK\$794.4 million representing the change in fair value of a derivative financial instrument liability in respect of warrants issued by Tian An. In addition, Tian An also noted an exchange loss of HK\$109.6 million mainly on its Hong Kong Dollar and United States Dollar bank deposits during 2008, due to the fact that its functional currency is Renminbi. It also experienced a decrease in fair value of its investment properties of HK\$187.3 million compared to a gain of HK\$171.5 million in 2007. If these non-cash items are excluded, as well as the profit of HK\$137.8 million from the discontinued cement operation in 2007, the profit attributable to equity holders of Tian An for 2008 would have decreased by 57%.

Total gross floor area ("GFA") sales for Tian An declined slightly to 93,400m² in 2008 (2007: 102,400m²). A total GFA of approximately 180,700m² (2007: 87,900m²) of residential/commercial properties was completed during the year under review, representing an increase of 105% (mainly from jointly controlled entities) over the previous year. By the end of 2008, a total GFA of approximately 403,800m² (2007: 363,000m²) was under construction, representing an 11% increase over 2007. Tian An currently has a landbank of total GFA of approximately 7,253,700m² (total GFA attributable to Tian An is approximately 6,157,100m², consisting of 290,100m² of completed investment properties and 5,867,000m² of properties for development).

Tian An is in a strong financial position with total bank balances and cash as at the end of 2008 of over HK\$2.4 billion.

OPERATIONAL REVIEW (CONT'D)

Financial Services

Broking and finance

Sun Hung Kai, the Group's financial services arm, reported revenue of HK\$2,785.4 million, against HK\$4,630.7 million for 2007. Profit attributable to its equity holders decreased by 81.7% from HK\$1,897.6 million in 2007 to HK\$346.5 million.

It should be noted that Sun Hung Kai's profit for the year was adversely impacted by some non-cash charges. Firstly, there was an impairment charge of HK\$69.0 million (2007: HK\$84.0 million) relating to the carrying value of intangible assets, specifically the value of the customer relationships of the Group's Consumer Finance business, which was acquired by Sun Hung Kai in 2006. Furthermore, ongoing amortisation charges of intangible assets totalling HK\$212.4 million (2007: HK\$252.8 million) also adversely impacted Sun Hung Kai's profit. Both these charges are of a non-cash nature and do not affect the underlying operating cash flow of Sun Hung Kai.

Building on its successful customer recruitment strategy, Sun Hung Kai's integrated Wealth Management & Brokerage division opened almost 8,500 new accounts during a challenging year. Investor demand for capital preservation and lower risk profiles helped the Wealth Management division achieve a steady performance. However, with the poor global financial markets, the Brokerage division delivered lower than expected turnover and commission levels. It is hoped that the new e-Business unit will streamline Sun Hung Kai's online trading operations, capitalising on a broader investor trend towards do-it-yourself trade execution by offering a range of enhanced products and services.

Because of significant volatility in commodity prices, Sun Hung Kai's trading volumes of overseas commodities almost doubled for the year on the back of increased demand for hedging instruments, with a 336% increase in Euro Futures contracts and a 93% gain in USD Futures contracts. Sun Hung Kai's leveraged foreign exchange business also showed significant growth with a 18% rise in contracts, while precious metals saw a 10% increase in London Gold contracts as investors moved to more traditional instruments.

Sun Hung Kai's stringent and conservative loan policies, coupled with declining investor confidence and lower trade volumes in the fourth quarter of 2008, saw Sun Hung Kai's margin lending slow during 2008, with the loan book dropping to approximately HK\$2,246.5 million (2007: HK\$3,116.5 million).

However, with the weaker equity and debt markets, Sun Hung Kai's structured finance business saw a 35% increase in loan book to HK\$802.8 million (2007: HK\$596.3 million). Lower competition also meant increased loan margins.

During the year, the Corporate Finance division successfully launched and sponsored one IPO on the main board of The Stock Exchange of Hong Kong Limited. It was also actively involved in a number of secondary placements for several listed companies, as well as underwriting numerous IPOs during the year. The division will continue to seek mandates for fundraising and corporate advisory opportunities from local and mainland enterprises.

China Xin Yongan Futures Company Limited, Sun Hung Kai's 25% owned joint venture (75% owned by 浙江省永安期貨經紀有限公司 Zhe Jiang Province Yongan Futures Broker Company Limited) doubled its paid-up capital to accommodate an increase in trading volume and a larger client base. The joint venture achieved close to 100% return on equity for shareholders in the first full year of operation.

Sun Hung Kai will continue to allocate more financial resources and management time towards increasing its China exposure. Sun Hung Kai plans to achieve this by seeking strategic PRC partners and increasing representative offices in major PRC cities.

In January 2009, Sun Hung Kai decided to avoid the prolonged and heated debate over the allocation of responsibility for the sale of Lehman minibonds to public investors, by initiating a repurchase scheme whereby Lehman minibonds sold to eligible investors would be repurchased by Sun Hung Kai. This repurchase initiative was completed in early March. This move by Sun Hung Kai was widely praised by the public at large. Sun Hung Kai was seen as a caring company which put the interests of its customers ahead of profitability in such turbulent times.

OPERATIONAL REVIEW (CONT'D)

Financial Services Cont'd

Consumer finance

UAF, the Group's Consumer Finance division, achieved double-digit growth in both its loan portfolio and interest income. Excluding a gain on disposal of UAF's interest in The Hong Kong Building and Loan Agency Limited in 2007, profit for the year increased by 20%, representing a record high. However, UAF is concerned with growing loan delinquencies in the early part of 2009 and is consciously adjusting its loan book and lending policies so as to maintain a reasonable growth in profitability for 2009.

Profit attributable to the equity holders of UAF of HK\$763.8 million was forecast for 2008 when UAF was acquired by the Group in 2006. This compares to an actual profit of HK\$505.9 million for 2008. The difference is mainly due to a drop in interest yield compared to the forecast, higher impairment allowances on loans, increased expenditure on operating overheads, which include establishment costs, and the expansion of its China operations. The drop in interest yield and the higher impairment allowances may have a continuing effect on the profit forecast made at the time of acquisition for the remainder of the forecast period to the end of 2010.

UAF added two branches in Hong Kong and eight in Shenzhen during the year under review, extending the company's total branch network to 53 outlets, comprising 41 in Hong Kong and 12 in Shenzhen.

The China business continues to grow at a satisfactory pace as UAF's mainland branch network gradually builds towards critical mass. The challenge now for UAF in its China operations is to secure sufficient Renminbi funding to grow its business. In this regard, the management has been exploring alternative funding sources with several financial institutions.

Investments

QHA

QHA's revenue for the year ended 31st December, 2008 increased by 12.9% to HK\$1,070.0 million from HK\$947.7 million in 2007. The profit attributable to equity holders of QHA was HK\$64.5 million in 2008, a 2.0% growth compared to HK\$63.2 million in 2007.

QHA's results are particularly commendable in view of the difficulty of managing inflationary pressures whilst continuing to develop business initiatives for further growth and development of QHA's network and services.

QHA continued to expand its network of core medical centres during the year, with the opening of a new centre in the central business district and the expansion of a medical centre in the Hong Kong East region into an integrated centre encompassing western medicine, Chinese medicine, dental, and physiotherapy services. QHA expanded further into clinical oncology, gastroenterology, and dermatology and it also opened its first paediatrics and sleep disorders centre in Jordan.

In October 2008, QHA acquired GHC which operated a network of medical centres in residential areas, particularly in the New Territories, with a number of its centres providing 24-hour round-the-clock medical services for the convenience of patients.

QHA now owns more than 50 core medical centres and has more than 700 physicians in its network, strengthening its position as a preferred healthcare provider.

EMPLOYEES

The total number of staff of the Group as at 31st December, 2008 was 3,966 (2007: 3,396). Total staff costs, including Directors' emoluments, amounted to HK\$835.8 million (2007: HK\$873.2 million). The Group reviews remuneration packages from time to time. In addition to salary payments, other staff benefits include contributions to employee provident funds, medical subsidies and a discretionary bonus scheme.

MANAGEMENT OF RISKS

Financial Services Business

Policies and Procedures

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

Financial Risk

The Group's financial risk management is discussed in note 49c to the consolidated financial statements which includes the management of market risk, credit risk, liquidity risk, foreign exchange risk and interest rate risk.

Operational Risk

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

The Group has developed a robust internal control process and places importance on clear lines of responsibility, proper segregation of duties, effective reporting hierarchy, business contingency planning and compliance with applicable regulatory requirements. Divisional management teams are responsible for identifying, assessing, mitigating, and continuously monitoring the operational risks inherent in business processes and activities. Each division head is required to declare and periodically submit a "responsibility statement for risk, compliance and internal control procedures", which is to be reviewed by the respective control groups. Senior management is also involved in reviewing overall risk exposure that the Group operates within an acceptable risk level.

Reputational Risk

A key factor for businesses operating within the financial services sector is their reputation for financial probity and prudence. In terms of the Group, its important and valuable "brand" warrants a robust approach in managing reputational risk through sound corporate governance practices. To achieve its objectives, senior management ensures that there is adequate and comprehensive training provided to all Group employees, key operating procedures manuals are updated, responsibilities and duties are properly segregated, and the internal control functions reporting directly to the respective chairmen and the respective audit committees remain independent.

BUSINESS OUTLOOK

2009 is expected to be a difficult year for both Hong Kong and the global economy generally. The financial crisis that emerged from the US subprime mortgage problem has resulted in the current slow down of the world economy. A prolonged recession in Hong Kong is a distinct possibility.

Various governments around the world are promoting different stimulus packages including plans to support banking systems and promote financial stability. It is too early to determine whether these efforts will prove successful.

The Board has always concentrated on building its core businesses where it believes it can add value and will continue to prudently implement its stated strategies for the benefit of the Group and all its shareholders.

APPRECIATION

The Board would like to thank all the staff for their efforts and contributions in 2008, and would like to express appreciation to the shareholders for their continual support.



Patrick Lee Seng Wei
Chief Executive

Hong Kong, 9th April, 2009

ARTHUR GEORGE DEW

Mr. Arthur George Dew, aged 67, was appointed the Chairman and a Non-Executive Director of the Company in January 2007. He graduated from the Law School of the University of Sydney, Australia, and was admitted as a solicitor and later as a barrister of the Supreme Court of New South Wales, Australia. He is currently a non-practising barrister. He has a broad range of corporate and business experience and has served as a director, and in some instances chairman of the board of directors, of a number of public companies listed in Australia, Hong Kong and elsewhere. He is the chairman and a non-executive director of Allied Group Limited (“AGL”), the chairman and a non-executive director of Quality HealthCare Asia Limited and also a non-executive director of Yu Ming Investments Limited. He was previously the chairman and a non-executive director of Sun Hung Kai & Co. Limited (“SHK”).

PATRICK LEE SENG WEI

Mr. Patrick Lee Seng Wei, aged 57, joined the Company in February 1987 as an Executive Director and became the Chief Executive of the Company in March 1994. An architect, he worked for IBM Australia before becoming involved in property development in Malaysia and Hong Kong more than twenty-three years ago. He has extensive experience in the property field. He is also a non-executive director of SHK and an executive director and the managing director of Tian An China Investments Company Limited (“TACI”).

LI CHI KONG

Mr. Li Chi Kong, aged 55, a member of the Institute of Chartered Accountants of Scotland and a fellow of the Hong Kong Institute of Certified Public Accountants (“HKICPA”), was appointed Financial Controller and Executive Director of the Company in August 1997 and October 1999 respectively. He was appointed the Company Secretary of the Company in May 2007. He has broad experience in the finance and accounting field, having worked in two major audit firms and as group financial controller for several sizeable listed companies in Hong Kong. He is also an executive director of TACI and the group financial controller of AGL. He was previously the vice president and an executive director of Shanghai Allied Cement Limited.

HENRY LAI HIN WING

Mr. Henry Lai Hin Wing, aged 52, was appointed an Independent Non-Executive Director of the Company in February 2001 and re-designated as a Non-Executive Director of the Company in September 2004. He is a partner of Messrs. P. C. Woo & Co., a firm of solicitors and notaries in Hong Kong, and has been practising in the legal field for more than twenty-seven years. Graduated from the University of Hong Kong with a Bachelor of Law degree, Mr. Lai was admitted as a solicitor in Hong Kong, England and Wales and the State of Victoria, Australia. Mr. Lai is a Notary Public and a China Appointed Attesting Officer in Hong Kong. He is also an independent non-executive director of Richfield Group Holdings Limited. He was previously an independent non-executive director of Global Solution Engineering Limited.

STEVEN LEE SIU CHUNG

Mr. Steven Lee Siu Chung, aged 61, was appointed a Non-Executive Director of the Company in September 2004. He is an associate member of the Chartered Institute of Bankers, London, U.K. He has over thirty-five years of working experience at senior management level in the banking and financial industry in Hong Kong and overseas. Mr. Lee is an employee of AG Capital Limited which is a wholly-owned subsidiary of AGL.

JOHN DOUGLAS MACKIE

Mr. John Douglas Mackie, aged 80, was appointed an Independent Non-Executive Director of the Company in February 2004. He is the founder and chairman of JDM Associates Limited, and was a major shareholder of a group of companies which is a leading distributor of sports and leisure merchandise in Hong Kong. Graduated from the University of Western Australia and Harvard Business School, Mr. Mackie has over fifty years of performance orientated experience as chief executive officer and lately sole proprietor serving in general, marketing consultancy and representation, and has had extensive experience and successes in agency distribution, manufacturing – proprietary and franchised retailing – supermarket, drugstore specialised products and sourcing. He is also an independent non-executive director of AGL.

STEVEN SAMUEL ZOELLNER

Mr. Steven Samuel Zoellner, aged 39, was appointed an Independent Non-Executive Director of the Company in September 2004. He graduated from the Scots College in Sydney, Australia and completed a real estate licensing course. Mr. Zoellner has been a real estate agent since 1987 and has extensive experience in the industry. Mr. Zoellner has been involved in some of the more prominent upper end residential sales and development sites in Australia. He has previously owned Elders Double Bay for the provision of a variety of real estate services which he sold in the year 2000. Since 2002 he has been the principal of Laing & Simmons Double Bay which consistently sells the most exclusive real estate in Australia.

ALAN STEPHEN JONES

Mr. Alan Stephen Jones, aged 66, was appointed an Independent Non-Executive Director of the Company in January 2006. Mr. Jones, a chartered accountant, has extensive experience in management, administration, accounting, property development, carpark management, finance and trading and has been involved in successful mergers and acquisitions of a number of public companies in Australia and internationally. Mr. Jones is an independent non-executive director of each of AGL, SHK and APAC Resources Limited. He is also a non-executive director of each of Mount Gibson Iron Limited and IFC Capital Limited, the shares of the both companies being listed on the Australian Securities Exchange, as well as Mulpha Australia Limited.

WU KWAN YET

Mr. Wu Kwan Yet, aged 44, joined the Company in 1998 and is a qualified accountant of the Company. He obtained a Master Degree in Professional Accounting from The Hong Kong Polytechnic University in 2001 and is an associate member of the Association of Chartered Certified Accountants and an associate member of the HKICPA.

The Company is committed to maintaining a high standard of corporate governance within a sensible framework with an emphasis on the principles of transparency, accountability and independence. The board of directors of the Company (“Board”) believes that good corporate governance is essential to the success of the Company and the enhancement of shareholders’ value.

CODE ON CORPORATE GOVERNANCE PRACTICES

In the light of the Code on Corporate Governance Practices (“CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) which came into effect on 1st January, 2005, the Board has reviewed the corporate governance practices of the Company with the adoption of the various enhanced procedures which are detailed in this report. The Company has applied the principles of, and complied with, the applicable code provisions of the CG Code during the year ended 31st December, 2008, except for certain deviations as specified with considered reasons for such deviations as explained below. The Board will review the current practices at least annually, and make appropriate changes if considered necessary.

THE BOARD

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

Executive Directors:	Patrick Lee Seng Wei (<i>Chief Executive</i>) Li Chi Kong
Non-Executive Directors:	Arthur George Dew (<i>Chairman</i>) Henry Lai Hin Wing Steven Lee Siu Chung
INEDs:	John Douglas Mackie Steven Samuel Zoellner Alan Stephen Jones

The brief biographical details of the Directors are set out in the Profile of Directors and Senior Management on pages 13 and 14.

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

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

THE BOARD (CONT'D)

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

	Number of Board meetings attended/held
Executive Directors:	
Patrick Lee Seng Wei (<i>Chief Executive</i>)	5/5
Li Chi Kong	5/5
Non-Executive Directors:	
Arthur George Dew (<i>Chairman</i>)	5/5
Henry Lai Hin Wing	5/5
Steven Lee Siu Chung	5/5
INEDs:	
John Douglas Mackie	5/5
Steven Samuel Zoellner	3/5
Alan Stephen Jones	5/5

The Board has reserved for its decision or consideration matters covering mainly the Group's overall strategy, annual operating budget, annual and interim results, recommendations on Directors' appointment or re-appointment, material contracts and transactions as well as other significant policy and financial matters. The Board has delegated the day-to-day responsibility to the executive management under the instruction/supervision of the Executive Committee which has its specific written terms of reference. The respective functions of the Board and management of the Company have been formalised and set out in writing and will be reviewed by the Board from time to time to ensure that they are consistent with the existing rules and regulations.

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

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

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

ROLES OF CHAIRMAN AND CHIEF EXECUTIVE

Code provision A.2.1 of the CG Code stipulates that the roles of the chairman and the chief executive officer (“CEO”) shall be separate and shall not be performed by the same individual. Mr. Arthur George Dew being the Chairman of the Company, is primarily responsible for the leadership of the Board, ensuring that (i) all significant policy issues are discussed, by the Board in a timely and constructive manner; (ii) all Directors are properly briefed on issues arising at Board meetings; and (iii) the Directors receive accurate, timely and clear information. The functions of the CEO are performed by Mr. Patrick Lee Seng Wei, the Chief Executive of the Company, who is responsible for the day-to-day management of the Group’s business. Their responsibilities are clearly segregated and have been set out in writing and approved by the Board in June 2005.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

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

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

All Non-Executive Directors (including INEDs) of the Company were appointed for a specific term, but subject to the relevant provisions of the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office but eligible for re-election. The term of appointment of the Non-Executive Directors (including INEDs) has been renewed for further one year commencing from 1st January, 2009.

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

BOARD COMMITTEES

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

BOARD COMMITTEES (CONT'D)

Remuneration Committee

The Remuneration Committee has been established since December 1993 and currently consists of five members, including Messrs. Alan Stephen Jones (Chairman of the Committee), John Douglas Mackie and Steven Samuel Zoellner, all being the INEDs, and Messrs. Arthur George Dew and Henry Lai Hin Wing being the Non-Executive Directors. The Remuneration Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

The major roles and functions of the Remuneration Committee are:

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

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

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

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

BOARD COMMITTEES (CONT'D)**Remuneration Committee (Cont'd)**

The Remuneration Committee shall meet at least once a year in accordance with its terms of reference. One Committee meeting was held in 2008 and the attendance of each member is set out as follows:

Committee members	Number of Committee meetings attended/held
Alan Stephen Jones (<i>Chairman</i>)	1/1
Arthur George Dew	1/1
Henry Lai Hin Wing	1/1
John Douglas Mackie	1/1
Steven Samuel Zoellner	1/1

In addition to the Committee meeting, the Remuneration Committee also dealt with matters by way of circulation during 2008. In 2008 and up to the date of this report, the Remuneration Committee performed the works as summarised below:

- (i) reviewed the existing policy and structure for the remuneration of Directors;
- (ii) reviewed the existing remuneration packages of the Executive Directors;
- (iii) reviewed the existing remuneration of the Non-Executive Directors (including the INEDs);
- (iv) reviewed and recommended the payment of performance bonus to the Chief Executive for the year ended 31st December, 2007 for the Board's approval;
- (v) reviewed and recommended the increment in salary of the Chief Executive for the year ended 31st December, 2008 for the Board's approval; and
- (vi) reviewed and recommended the renewal of the term of appointment and remuneration package for the Non-Executive Directors and INEDs for one year commencing from 1st January, 2009 for the Board's approval.

The remuneration payable to Directors will depend on their respective contractual terms under their employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee. Details of the Directors' remuneration are set out in note 12 to the consolidated financial statements. Details of the remuneration policy of the Group are also set out in the "Employees" section contained in the Review of Operations on page 11.

Audit Committee

The Audit Committee has been established since December 1993 and currently consists of five Non-Executive Directors, three of whom are INEDs. To retain independence and objectivity, the Audit Committee is chaired by an INED with appropriate professional qualifications or accounting or related financial management expertise. The current members of the Audit Committee are Messrs. Alan Stephen Jones (Chairman of the Committee), Arthur George Dew, Henry Lai Hin Wing, John Douglas Mackie and Steven Samuel Zoellner. The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

BOARD COMMITTEES (CONT'D)**Audit Committee (Cont'd)**

The major roles and functions of the Audit Committee are:

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

The terms of reference of the Audit Committee of the Company are revised from time to time to comply with the code provision C.3.3 of the CG Code, but with deviations from the code provision of the audit committee's responsibility to:

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

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

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

BOARD COMMITTEES (CONT'D)

Audit Committee (Cont'd)

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

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

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

Committee members	Number of Committee meetings attended/held
Alan Stephen Jones (<i>Chairman</i>)	2/2
Arthur George Dew	2/2
Henry Lai Hin Wing	2/2
John Douglas Mackie	2/2
Steven Samuel Zoellner	2/2

In addition to the Committee meetings, the Audit Committee also dealt with matters by way of circulation during 2008. In 2008 and up to the date of this report, the Audit Committee performed the work as summarised below:

- (i) reviewed and recommended the audit scope and fees proposed by the external auditor in respect of the final audit for the year ended 31st December, 2007 ("2007 Final Audit"), the interim results review for the six months ended 30th June, 2008 ("2008 Interim Review") and the final audit for the year ended 31st December, 2008 ("2008 Final Audit") of the Group for the Board/Executive Committee's approval;
- (ii) reviewed the reports of findings/independent review report from the external auditor and the management's response in relation to the 2007 Final Audit, 2008 Interim Review and 2008 Final Audit;
- (iii) reviewed and recommended the financial reports for the year ended 31st December, 2007, for the six months ended 30th June, 2008 and for the year ended 31st December, 2008 together with the relevant management representation letters and announcements for the Board's for approval;
- (iv) reviewed the Internal Audit Follow-up Reports ("IA Reports") prepared by the Group Internal Audit Department ("IAD"), and ensured that the issues raised would be addressed and managed promptly by the management;
- (v) reviewed and recommended the amendments to the Whistle Blower Policy for the Board's approval;

The "Whistle Blower Policy" outlines the communication procedures through which employees can report in good faith suspected departures from proper internal control procedures, incorrect or improper financial or other reporting, or any alleged unlawful or improper practices or wrongful conduct taking place within the Group.

- (vi) reviewed and recommended the formalisation of the Related Party Transaction Policies and Procedures and Connected Transaction Policies for the Board's approval; and
- (vii) reviewed and recommended the revised terms of reference of the Audit Committee to align with the amendment of the code provision C.3.3 of the CG Code contained in Appendix 14 of the Listing Rules for the Board's approval.

BOARD COMMITTEES (CONT'D)

Executive Committee

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

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

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

CODES FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

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

The Company has also adopted the Model Code as the Code for Securities Transactions by Relevant Employees to regulate dealings in securities of the Company by certain employees of the Company, or any of its subsidiaries and the holding companies who are considered to be likely in possession of unpublished price sensitive information in relation to the Company or its securities.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibility for preparing, with the support from the Accounts Department, the consolidated financial statements of the Group. In preparing the consolidated financial statements for the year ended 31st December, 2008, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards (which also include Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance were complied with. The Directors believe that they have selected suitable accounting policies and applied them consistently, and made judgments and estimates that are prudent and reasonable and ensure the consolidated financial statements are prepared on the going concern basis.

The reporting responsibilities of the Company's external auditor, Messrs. Deloitte Touche Tohmatsu, are set out in the Independent Auditor's Report on pages 61 and 62.

Internal Control

The Board has the responsibility to review annually the effectiveness of the Group's internal control systems and ensure that the controls are sound and effective to safeguard the Shareholders' investments and the Group's assets at all times. For the year ending 31st December, 2009, the Board, through the Audit Committee and IAD, will review the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

ACCOUNTABILITY AND AUDIT (CONT'D)

Internal Control (Cont'd)

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

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

Internal Audit

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

The Group Overall Risk Profile Analysis Report, and the Group Internal Audit Plan and Strategy Report were prepared by the IAD and issued to the Audit Committee and the Board for review. A discussion of the policies and procedures on the management of each of the major types of risk which the Group is facing is included in note 49c to the consolidated financial statements and under the "Management of Risks" section contained in the Review of Operations on page 11.

The IAD prepared the IA Reports of the Group for the year ended 31st December, 2008. The IA Reports were distributed to the Audit Committee and the Board for their review. The issues raised in the IA Reports were addressed and managed properly by the management.

External Auditors' Remuneration

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

Services rendered for the Group	HK\$'000
Audit services	8,174
Non-audit services	
– Taxation services	648
– Other professional services	2,466
	<hr/>
Total	11,288
	<hr/> <hr/>

COMMUNICATION WITH SHAREHOLDERS

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

The Company's AGM is a valuable forum for the Board to communicate directly with the Shareholders. The Chairman actively participates in the AGM and personally chairs the meeting to answer any questions from the Shareholders. The Chairmen of the Audit Committee and Remuneration Committee or in their absence, another member of the respective committees or failing this his duly appointed delegate, are also available to answer questions at the AGM. The chairman of any independent board committee formed as necessary or pursuant to the Listing Rules (or if no such chairman is appointed, at least a member of the independent board committee) will also be available to answer questions at any general meeting of the Shareholders to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval.

Separate resolutions are proposed at the general meetings for each substantial issue, including the re-election of the retiring Directors.

The Company's last AGM was held on 6th June, 2008 and the AGM circular was sent to Shareholders at least 21 days prior to the meeting, setting out details of each proposed resolution, voting procedures (including the procedures for demanding and conducting a poll) and other relevant information. The Chairman explained the procedures for demanding and conducting a poll again at the beginning of the meeting and revealed the level of proxies voted in respect of each resolution.

The next AGM will be held on 15th June, 2009, the notice of which will be sent to Shareholders at least 20 clear business days before the meeting. An explanation of the detailed procedures for conducting a poll will be provided to the Shareholders at the commencement of the meeting. The Chairman will answer any questions from Shareholders regarding voting by way of a poll. The poll results will be published in accordance with the requirements of the Listing Rules effective on 1st January, 2009.

CORPORATE GOVERNANCE ENHANCEMENT

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

On behalf of the Board



Arthur George Dew
Chairman

Hong Kong, 9th April, 2009

The board of directors of the Company ("Board") presents their annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively "Group") for the year ended 31st December, 2008.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its principal subsidiaries, associates and jointly controlled entities at 31st December, 2008 are set out in notes 60, 61 and 62 to the consolidated financial statements respectively.

RESULTS AND APPROPRIATIONS

The results of the Group and appropriations of the Company are set out in the consolidated income statement on page 63 and in the accompanying notes to the consolidated financial statements.

The Board does not recommend the payment of a final dividend for the year 2008 (2007: HK3 cents per share). Accordingly, there will be no closure of the register of members of the Company.

INVESTMENT PROPERTIES

During the year, the Group spent HK\$128,638,000 on investment properties. Certain of the Group's properties previously included in properties held for sale with a carrying value of HK\$39,554,000 were transferred to investment properties.

The Group's investment properties were revalued on 31st December, 2008 at HK\$3,189,203,000. The net decrease in fair value of HK\$597,107,000 has been debited to the consolidated income statement.

Details of these and other movements in the investment properties of the Group during the year are set out in note 18 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent HK\$78,947,000 on property, plant and equipment. The Group also disposed of certain of its property, plant and equipment with a carrying value of HK\$928,000.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 19 to the consolidated financial statements.

PROPERTIES

Particulars of major properties of the Group at 31st December, 2008 are set out on pages 186 to 188.

SHARE CAPITAL AND WARRANTS

Details of movements in the share capital and warrants of the Company during the year are set out in notes 38 and 39 to the consolidated financial statements.

DIRECTORS

The directors of the Company ("Directors") during the year and up to the date of this report were:

Executive Directors:

Patrick Lee Seng Wei

Li Chi Kong

Non-Executive Directors:

Arthur George Dew

Henry Lai Hin Wing

Steven Lee Siu Chung

Independent Non-Executive Directors :

John Douglas Mackie

Steven Samuel Zoellner

Alan Stephen Jones

In accordance with Article 105(A) of the articles of association of the Company ("Articles of Association"), Messrs. Li Chi Kong, Henry Lai Hin Wing and Alan Stephen Jones shall retire from office by rotation and, being eligible, offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting of the Company ("AGM") has an unexpired service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

TERMS OF OFFICE FOR THE NON-EXECUTIVE DIRECTORS

All the Non-Executive Directors (including the Independent Non-Executive Directors ("INEDs")) were appointed for a specific term of one year which shall continue until 31st December, 2009 but subject to the relevant provisions of the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office.

DIRECTORS' INTERESTS

At 31st December, 2008, Messrs. Patrick Lee Seng Wei and Steven Samuel Zoellner, Directors, had the following interests in the shares and underlying shares of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), as recorded in the register required to be kept under Section 352 of the SFO:

Name of Directors	Name of Companies	Number of shares and underlying shares held	Approximate % of the relevant issued share capital	Nature of interests
Patrick Lee Seng Wei	the Company	3,240,000 (Note 1)	0.05%	Personal interests (held as beneficial owner)
	Allied Group Limited ("AGL") (Note 2)	550,000 (Note 3)	0.22%	Personal interests (held as beneficial owner)
Steven Samuel Zoellner	Sun Hung Kai & Co. Limited ("SHK") (Note 2)	49,200 (Note 4)	0.00%	Personal interests (held as beneficial owner)
	Quality HealthCare Asia Limited ("QHA") (Note 2)	186,000 (Note 5)	0.07%	Personal interests (held as beneficial owner)

DIRECTORS' INTERESTS (CONT'D)

Notes :

1. The interest includes the holding of (i) 2,700,000 shares and (ii) 540,000 units of warrants of the Company ("Warrants") giving rise to an interest in 540,000 underlying shares of the Company. The Warrants entitle the holders thereof to subscribe at any time during the period from 7th June, 2006 to 6th June, 2009 (both days inclusive) for fully paid shares of the Company at an initial subscription price of HK\$1 per share (subject to adjustments).
2. AGL is the ultimate holding company of the Company. Both SHK and QHA are the indirect non wholly-owned subsidiaries of the Company. Therefore, AGL, SHK and QHA are associated corporations of the Company within the meaning of Part XV of the SFO.
3. This represents an interest in 550,000 shares of AGL.
4. This represents an interest in 49,200 shares of SHK.
5. This represents an interest in 186,000 shares of QHA.
6. All interests stated above represent long positions.

Save as disclosed above, at 31st December, 2008, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations, within the meaning of Part XV of the SFO, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year and up to the date of this report, the following Directors (not being the INEDs) are considered to have interests in the businesses which compete or are likely to compete with the businesses of the Group pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") as set out below:

- (i) Mr. Arthur George Dew is a director of AGL which, through a subsidiary, is partly engaged in the business of money lending ;
- (ii) Mr. Patrick Lee Seng Wei is a director of SHK which, through certain of its subsidiaries, is partly engaged in the businesses of money lending and property investment;
- (iii) Mr. Li Chi Kong is a director of AG Capital Limited, a subsidiary of AGL, which is partly engaged in the business of money lending;
- (iv) Messrs. Patrick Lee Seng Wei and Li Chi Kong are directors of Tian An China Investments Company Limited ("TACI") which, through certain of its subsidiaries, is partly engaged in the businesses of money lending, property development and investment ; and
- (v) Messrs. Patrick Lee Seng Wei and Li Chi Kong are directors of Allied Kajima Limited which, through certain of its subsidiaries, is partly engaged in the businesses of property rental and hospitality related activities.

Although the above mentioned Directors have competing interest in other companies by virtue of their respective common directorship, they will fulfil their fiduciary duties in order to ensure that they will act in the best interest of the Shareholders and the Company as a whole at all times. Hence, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of such companies.

DIRECTORS' INTERESTS IN CONTRACTS

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

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company, or any of its fellow subsidiaries or subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate with the exception of granting of share options to subscribe for shares in the Company's ultimate holding company, AGL, under its share option scheme.

SUBSTANTIAL SHAREHOLDERS' INTERESTS

At 31st December, 2008, the following Shareholders had interests in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Name of Shareholders	Number of shares and underlying shares held	Approximate % of the relevant issued share capital	Notes
Allied Group Limited ("AGL")	4,838,984,650	85.62%	1
Lee and Lee Trust	4,838,984,650	85.62%	2, 3
Penta Investment Advisers Limited ("Penta")	435,710,000	7.71%	4
John Zwaanstra	435,710,000	7.71%	5
COL Capital Limited ("COL")	338,314,000	6.00%	6
Vigor Online Offshore Limited ("Vigor")	338,314,000	6.00%	7
China Spirit Limited ("China Spirit")	338,314,000	6.00%	8
Chong Sok Un ("Ms. Chong")	338,314,000	6.00%	9
UBS AG	301,083,904	5.33%	10, 11
	(Long position)	(Long position)	
	1,600,000	0.03%	
	(Short position)	(Short position)	

Notes :

- The interest includes the holding of: (i) an interest in 1,670,616,190 shares and 334,123,230 units of Warrants held by Capscore Limited ("Capcore"); (ii) an interest in 41,866,320 shares and 8,373,240 units of Warrants held by Citiwealth Investment Limited ("Citiwealth"); (iii) an interest in 1,501,457,830 shares and 126,491,560 units of Warrants held by Sunhill Investments Limited ("Sunhill"); and (iv) an interest in 963,380,250 shares and 192,676,030 units of Warrants held by AGL. The Warrants held by Capscore, Citiwealth, Sunhill and AGL give rise to an interest in an aggregate of 661,664,060 underlying shares. Capscore, Citiwealth and Sunhill are all wholly-owned subsidiaries of AGL. AGL is therefore deemed to have an interest in the shares and the underlying shares in which Capscore, Citiwealth and Sunhill were interested.
- This represents the same interest of AGL in 4,177,320,590 shares and an interest in 661,664,060 units of Warrants.
- Mr. Lee Seng Hui, Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. They together own approximately 44.52% interest in the issued share capital of AGL and are therefore deemed to have an interest in the shares in which AGL was interested.
- These include an interest in (i) 195,272,000 shares and (ii) an interest in unlisted cash settled derivatives of the Company, giving rise to an interest in 240,438,000 underlying shares.
- Mr. John Zwaanstra is deemed to have interests in the shares and underlying shares through his 100% interest in Penta.
- The interest includes the holding of: (i) 66,260,000 shares and 10,296,000 units of Warrants giving rise to an interest in 10,296,000 underlying shares of the Company held by Honest Opportunity Limited ("Honest Opportunity"); and (ii) 261,758,000 shares held by Sparkling Summer Limited ("Sparkling Summer"). Honest Opportunity and Sparkling Summer are all indirect wholly-owned subsidiaries of COL. COL is therefore deemed to have an interest in the shares and the underlying shares in which Honest Opportunity and Sparkling Summer were interested.
- Vigor owns approximately 38.56% interest in the issued share capital of COL and is therefore deemed to have an interest in the shares in which COL was interested.
- Vigor is a wholly-owned subsidiary of China Spirit and is therefore deemed to have an interest in the shares in which Vigor was interested.

SUBSTANTIAL SHAREHOLDERS' INTERESTS (CONT'D)

Notes : (Cont'd)

9. Ms. Chong is deemed to have interests in the shares through her 100% interest in China Spirit.
10. UBS AG is interested in 241,167,904 shares in the capacity of beneficial owner, 58,316,000 shares in the capacity of person having a security interest in shares and 1,600,000 shares in the capacity of interest in controlled corporation respectively. Of the long position in the interest of UBS AG, interest in 48,000 shares was a derivative interest.
11. Save for the short position of UBS AG, all interests stated above as at 31st December, 2008 represent long positions as recorded in the register required to be kept under Section 336 of the SFO.

CONTINUING CONNECTED TRANSACTIONS

1. As disclosed in the announcement of the Company dated 1st February, 2008 and the 2007 Annual Report of the Company, the Company entered into a renewed sharing of administrative services and management services agreement ("Renewed Services Agreement") with AGL on 31st January, 2008, pursuant to which the Company agreed to renew and extend the terms of the sharing of administrative services and management services agreement dated 14th September, 2005 for a period of three years commencing from 1st January, 2008 to 31st December, 2010 (both days inclusive) and to reimburse AGL the actual costs incurred in respect of the administrative services, which included the secretarial services, provision of registered office address, office space, utilities, courier and delivery, telephone (including international telephone), internet, photocopying and other ancillary office services provided by AGL to the Group (i.e. the Company and its subsidiaries, but excluding those in the group of SHK and QHA) ("Administrative Services") and management services, which included the management, consultancy, strategic and business advice provided by the senior management and the selective staff of AGL to the Group (i.e. the Company and its subsidiaries, but excluding those in the group of SHK and QHA) ("Management Services").

Since AGL is the controlling shareholder and ultimate holding company of the Company, the entering into of the Renewed Services Agreement and the transactions regarding the sharing of the Management Services contemplated thereunder constituted a continuing connected transaction for the Company under Rule 14A.14 of the Listing Rules, which are subject to the reporting and announcement requirements but are exempt from the independent shareholders' approval requirements under the Listing Rules. The transaction regarding the sharing of the Administrative Services between the Company and AGL contemplated under the Renewed Services Agreement are exempt from the reporting, announcement and independent shareholders' approval requirements under Rules 14A.31(8) and 14A.33(2) of the Listing Rules.

Pursuant to Rule 14A.37 of the Listing Rules, the INEDs have reviewed the transactions regarding the sharing of the Management Services and have confirmed that the transactions were:

- (i) entered into in the ordinary and usual course of business of the Company;
- (ii) conducted on normal commercial terms; and
- (iii) entered into in accordance with the terms of the Renewed Services Agreement governing the transactions regarding the sharing of the Management Services and on terms that were fair and reasonable and in the interests of the Shareholders as a whole.

Pursuant to Rule 14A.38 of the Listing Rules, the Board engaged the auditor of the Company to perform certain agreed upon procedures in respect of the above continuing connected transactions and the auditor has reported its factual findings from these procedures to the Board, confirming the matters set out in Rule 14A.38 of the Listing Rules.

Pursuant to Rule 14A.34 of the Listing Rules, details of the Renewed Services Agreement and the aggregate amount of the Management Services for the year ended 31st December, 2008 of HK\$9,800,000 are required to be included in this report of the Company in accordance with Rule 14A.45 of the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS (CONT'D)

2. As disclosed in the announcement of the Company dated 31st December, 2007, a renewed tenancy agreement ("Renewed Tenancy Agreement") was entered into on 31st December, 2007 between Hillcrest Development Limited ("Hillcrest"), a wholly-owned subsidiary of the Company, as the landlord and AGL as the tenant for the renewal of a tenancy of 60 Plantation Road, The Peak, Hong Kong for residential use for a further term of two years commencing from 1st January, 2008 to 31st December, 2009 at a monthly rental of HK\$300,000 (exclusive of rates and management fee). This property is held by Hillcrest for investment purposes. The rent was based on the prevailing market rent as reviewed by CB Richard Ellis Limited ("CBRE") on 15th October, 2007. CBRE is an independent firm of international property consultants and is not a connected person of the Company as defined under the Listing Rules. Since AGL is the controlling shareholder and ultimate holding company of the Company, the renewed tenancy constituted a continuing connected transaction for the Company under Rule 14A.34 of the Listing Rules and is exempt from the independent shareholders' approval requirement.

Pursuant to Rule 14A.37 of the Listing Rules, the INEDs have reviewed the transaction regarding entering into of the Renewed Tenancy Agreement and have confirmed that the transaction was:

- (i) entered into in the ordinary and usual course of business of the Company;
- (ii) conducted on normal commercial terms; and
- (iii) entered into in accordance with the terms of the Renewed Tenancy Agreement governing it and on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

Pursuant to Rule 14A.38 of the Listing Rules, the Board engaged the auditor of the Company to perform certain agreed upon procedures in respect of the above continuing connected transaction and the auditor has reported its factual findings from these procedures to the Board, confirming the matters set out in Rule 14A.38 of the Listing Rules.

Pursuant to Rule 14A.34 of the Listing Rules, details of the Renewed Tenancy Agreement and the annual cap of HK\$3,600,000 are required to be included in this report of the Company in accordance with Rule 14A.45 of the Listing Rules.

EMOLUMENT POLICY

Details of the Directors' emoluments and of the five highest paid individuals in the Group are set out in note 12 to the consolidated financial statements.

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

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

MAJOR CUSTOMERS AND SUPPLIERS

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

PURCHASE, SALE OR REDEMPTION OF SECURITIES

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

Month of Purchase on the Stock Exchange in 2008	Number of shares purchased	Purchase consideration per share		Aggregate consideration paid HK\$
		Highest HK\$	Lowest HK\$	
September	108,000	0.96	0.90	99,520
October	946,000	0.96	0.76	812,340

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

DONATIONS

The Group made charitable donations of HK\$2,623,000 during the year.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 15 to 24.

SUFFICIENCY OF PUBLIC FLOAT

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

AUDITOR

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

On behalf of the Board



Arthur George Dew
Chairman

Hong Kong, 9th April, 2009

Deloitte.

德勤

TO THE MEMBERS OF ALLIED PROPERTIES (H.K.) LIMITED
(incorporated in Hong Kong with limited liability)

致聯合地產(香港)有限公司各股東
(於香港註冊成立之有限公司)

We have audited the consolidated financial statements of Allied Properties (H.K.) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 63 to 184, which comprise the consolidated and Company balance sheets as at 31st December, 2008, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

本核數師(以下簡稱「我們」)已審核列載於第63頁至184頁聯合地產(香港)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括貴公司於二零零八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。

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

董事就綜合財務報表須承擔的責任

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.

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

AUDITOR'S RESPONSIBILITY

核數師的責任

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.

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。



AUDITOR'S RESPONSIBILITY (CONT'D)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the 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.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31st December, 2008 and of the Group's 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
9th April, 2009

核數師的責任(續)

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及真實而公平地列報綜合財務報表相關的內部監控，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估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證乃充足及適當地為我們的審核意見提供基礎。

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 貴集團於二零零八年十二月三十一日的事務狀況及 貴集團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
二零零九年四月九日

Consolidated Income Statement

for the year ended 31st December, 2008

綜合收益賬

截至二零零八年十二月三十一日止年度

63

			2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Revenue	收入	5 & 6	3,611,407	4,832,686
Other income	其他收入		398,634	731,193
Total income	總收入		4,010,041	5,563,879
Cost of sales and other direct costs	銷售成本及其他直接成本		(775,784)	(713,540)
Brokerage and commission expenses	經紀費及佣金費用		(211,725)	(414,595)
Selling and marketing expenses	銷售及市場推廣費用		(61,342)	(69,374)
Administrative expenses	行政費用		(1,321,581)	(1,349,431)
Discount on acquisition of additional interest in a subsidiary	收購一間附屬公司額外權益之折讓		213,983	-
Profit on deemed acquisition of additional interest in a subsidiary	視為收購一間附屬公司額外權益之溢利	7	33,570	-
Net (loss) profit on deemed disposal of partial interests in subsidiaries	視為出售附屬公司部份權益之(虧損)溢利淨額	8	(1,190)	447,930
(Loss) gain on fair value change of warrants of a listed associate	一間上市聯營公司認股權證公平價值變動之(虧損)收益	9	(284,089)	36,091
Net profit on deemed disposal of partial interest in a listed associate	視為出售一間上市聯營公司部份權益之溢利淨額		-	141,019
Changes in values of properties	物業價值變動	10	(632,960)	519,281
Impairment loss recognised for available-for-sale financial assets	就可供出售金融資產確認之減值虧損		(82,405)	(2,000)
Bad and doubtful debts	呆壞賬	11	(463,190)	(269,406)
Other operating expenses	其他經營費用		(443,570)	(462,522)
Finance costs	融資成本	13	(203,177)	(542,346)
Share of results of associates	應佔聯營公司業績		295,853	264,712
Share of results of jointly controlled entities	應佔共同控制企業業績		(6,826)	131,106
Profit before taxation	除稅前溢利	14	65,608	3,280,804
Taxation	稅項	15	20,408	(221,995)
Profit for the year	本年度溢利		86,016	3,058,809
Attributable to:	應佔方：			
Equity holders of the Company	本公司股東		(144,431)	2,253,707
Minority interests	少數股東權益		230,447	805,102
			86,016	3,058,809
(Loss) earnings per share	每股(虧損)盈利	16		
Basic	基本		(2.56)cents仙	41.35 cents仙
Diluted	攤薄		(2.56)cents仙	37.43 cents仙

Consolidated Balance Sheet

at 31st December, 2008

綜合資產負債表

於二零零八年十二月三十一日

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Non-current assets	非流動資產			
Investment properties	投資物業	18	3,189,203	3,618,200
Property, plant and equipment	物業、廠房及設備	19	314,471	287,483
Prepaid land lease payments	預繳地價	20	341,225	341,832
Goodwill	商譽	21	2,642,418	2,603,378
Intangible assets	無形資產	22	1,830,481	2,083,758
Interests in associates	於聯營公司之權益	26	3,839,548	3,176,775
Interests in jointly controlled entities	於共同控制企業之權益	27	934,693	998,767
Available-for-sale financial assets	可供出售金融資產	28	247,626	1,366,546
Statutory deposits	法定按金		18,356	29,729
Loans and advances to consumer finance customers due after one year	一年後到期之私人財務客戶 貸款及墊款	29	1,743,487	1,475,395
Loans and receivables	貸款及應收款項	30	164,167	5,806
Deferred tax assets	遞延稅項資產	31	122,500	66,576
			15,388,175	16,054,245
Current assets	流動資產			
Properties held for sale and other inventories	待出售物業及 其他存貨	32	410,476	482,809
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	33	299,285	1,187,110
Prepaid land lease payments	預繳地價	20	5,991	5,870
Loans and advances to consumer finance customers due within one year	一年內到期之私人財務客戶 貸款及墊款	29	2,588,361	2,145,159
Trade and other receivables	貿易及其他應收款項	34	4,623,384	5,859,292
Amounts due from associates	聯營公司欠款	35	101,845	137,584
Amount due from a jointly controlled entity	一間共同控制 企業欠款		3,375	2,192
Tax recoverable	可收回稅項		32,800	3,382
Short-term pledged bank deposits	短期銀行抵押存款		130,500	121,000
Cash and cash equivalents	現金及現金等價物	36	2,036,347	1,742,231
			10,232,364	11,686,629
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	37	1,634,670	2,067,778
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	42	37,304	59,084
Amount due to ultimate holding company	欠最終控股公司 款項		7,328	14,351
Amounts due to fellow subsidiaries	欠同系附屬公司款項		2,157,465	76,183
Amounts due to associates	欠聯營公司款項		13,842	12,605
Amounts due to jointly controlled entities	欠共同控制企業款項		14,111	39,063
Tax payable	應付稅項		73,765	130,102
Bank and other borrowings due within one year	一年內到期之銀行及其他 借貸	43	1,403,803	891,364
Loan notes	貸款票據	44	–	69,166
Provisions	撥備	46	62,653	74,827
Other liabilities due within one year	一年內到期之其他負債	47	596	734
			5,405,537	3,435,257
Net current assets	流動資產淨值		4,826,827	8,251,372
Total assets less current liabilities	總資產減流動負債		20,215,002	24,305,617

at 31st December, 2008

於二零零八年十二月三十一日

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Capital and reserves	股本及儲備			
Share capital	股本	38	1,130,287	1,129,258
Share premium and reserves	股份溢價及儲備	40	9,161,672	10,018,348
Equity attributable to equity holders of the Company	本公司股東應佔權益		10,291,959	11,147,606
Shares held for employee ownership scheme	為僱員股份擁有計劃持有股份		(32,580)	–
Employee share-based compensation reserve	以股份支付之僱員酬金儲備		10,002	–
Minority interests	少數股東權益		6,039,844	6,935,204
Total equity	權益總額		16,309,225	18,082,810
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	43	2,479,250	2,779,592
Bonds	債券	45	900,000	2,800,000
Deferred tax liabilities	遞延稅項負債	31	501,805	638,439
Provisions	撥備	46	24,722	4,773
Other liabilities due after one year	一年後到期之其他負債	47	–	3
			3,905,777	6,222,807
			20,215,002	24,305,617

The consolidated financial statements on pages 63 to 184 were approved and authorised for issue by the Board of Directors on 9th April, 2009, and are signed on its behalf by:

第63至184頁之綜合財務報表經董事會於二零零九年四月九日批准及授權刊發，並由下列董事代表簽署：



Arthur George Dew
狄亞法
Director
董事



Patrick Lee Seng Wei
李成偉
Director
董事

Balance Sheet

at 31st December, 2008

資產負債表

於二零零八年十二月三十一日

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Non-current assets	非流動資產			
Intangible assets	無形資產	22	510	510
Investments in subsidiaries	於附屬公司之投資	24	14	14
Amounts due from subsidiaries	附屬公司欠款	25	2,972,460	80,305
			2,972,984	80,829
Current assets	流動資產			
Trade and other receivables	貿易及其他應收款項		622	1,106
Amounts due from subsidiaries	附屬公司欠款	25	1,579,228	4,126,049
Short-term pledged bank deposit	短期銀行抵押存款		129,000	120,000
Cash and cash equivalents	現金及現金等價物	36	1,525	28,687
			1,710,375	4,275,842
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項		889	6,902
Amount due to ultimate holding company	欠最終控股公司款項		6,614	14,351
Amounts due to subsidiaries	欠附屬公司款項	41	33,112	34,934
			40,615	56,187
Net current assets	流動資產淨額		1,669,760	4,219,655
Total assets less current liabilities	總資產減流動負債		4,642,744	4,300,484
Capital and reserves	股本及儲備			
Share capital	股本	38	1,130,287	1,129,258
Share premium and reserves	股份溢價及儲備	40	3,241,663	3,171,226
Total equity	權益總額		4,371,950	4,300,484
Non-current liability	非流動負債			
Amount due to a subsidiary	欠附屬公司款項	41	270,794	–
			4,642,744	4,300,484



Arthur George Dew
狄亞法
Director
董事



Patrick Lee Seng Wei
李成偉
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

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

		Attributable to equity holders of the Company												
		Share capital	Share premium	Convertible equity reserve	Property revaluation reserve	Investment revaluation reserve	Capital redemption reserve	Translation reserve	Capital reserve	Accumulated profits	Dividend reserve	Minority interests	Total equity	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
At 1st January, 2007	於二零零七年一月一日	1,074,599	517,824	48,660	25,675	781,303	72,044	(41,752)	2,301	5,924,813	80,595	8,486,062	4,848,502	13,334,564
Surplus arising on revaluation	重估盈餘	-	-	-	36,985	436,472	-	-	-	-	-	473,457	203,156	676,613
Deferred tax	遞延稅項	-	-	-	(6,472)	(407)	-	-	21	-	-	(6,858)	(253)	(7,111)
Exchange difference arising on translation of foreign operations	折算海外業務賬項而產生之匯兌差額	-	-	-	-	-	-	4,842	-	-	-	4,842	3,614	8,456
Share of post-acquisition reserve movements of associates	應佔聯營公司收購後儲備變動	-	-	-	22	7,903	-	65,335	(6,127)	-	-	67,133	43,241	110,374
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	-	-	-	-	(11)	-	15,850	-	-	-	15,839	-	15,839
Net income (expenses) recognised directly in equity	直接於權益確認之收入(開支)淨額	-	-	-	30,535	443,957	-	86,027	(6,106)	-	-	554,413	249,758	804,171
Profit attributable to equity holders	股東應佔溢利	-	-	-	-	-	-	-	-	2,253,707	-	2,253,707	805,102	3,058,809
Released on disposal of available-for-sale financial assets	於出售可供出售金融資產時撥回	-	-	-	-	(292,797)	-	-	-	-	-	(292,797)	(157,159)	(449,956)
Released on disposal of associates	於視為出售聯營公司時撥回	-	-	-	-	(3,444)	-	-	(75)	-	-	(3,519)	(1,879)	(5,398)
Total recognised income and expenses for the year	年內已確認收入及開支總額	-	-	-	30,535	147,716	-	86,027	(6,181)	2,253,707	-	2,511,804	895,822	3,407,626
Released on early redemption of convertible bonds	提前贖回可換股債券時撥回	-	-	(48,660)	-	-	-	-	-	5,832	-	(42,828)	-	(42,828)
Exercise of warrants	行使認股權證	54,659	218,504	-	-	-	-	-	-	-	-	273,163	-	273,163
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)
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引致少數股東權益增加	-	-	-	-	-	-	-	-	-	-	-	1,445,696	1,445,696
Deemed disposal of partial interests in subsidiaries	視為出售附屬公司之部份權益	-	-	-	-	-	-	-	-	-	-	-	122,800	122,800
Issue of subsidiaries shares to minority interests	向少數股東發行附屬公司股份	-	-	-	-	-	-	-	-	-	-	-	34,037	34,037
Released on disposal of subsidiaries	出售附屬公司時撥回	-	-	-	-	-	-	-	-	-	-	-	(69,129)	(69,129)
Dividend paid	已付股息	-	-	-	-	-	-	-	-	(80,595)	-	(80,595)	-	(80,595)
Proposed final dividend	擬派末期股息	-	-	-	-	-	-	-	-	(169,453)	-	169,453	-	-
Dividend distribution to minority interests	分派予少數股東權益之股息	-	-	-	-	-	-	-	-	-	-	-	(302,790)	(302,790)
At 31st December, 2007	於二零零七年十二月三十一日	1,129,258	736,328	-	56,210	929,019	72,044	44,275	(3,880)	8,014,899	169,453	11,147,606	6,935,204	18,082,810

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

		Attributable to equity holders of the Company 本公司股東應佔									Shares held for employee	Employee share-based ownership	Minority interests	Total equity
		Share capital	Share premium	Property revaluation reserve	Investment revaluation reserve	Capital redemption reserve	Translation reserve	Capital reserve	Accumulated profits	Dividend reserve	Total	reserve	Minority interests	Total equity
		股本	股份溢價	物業重估 儲備	投資重估 儲備	資本贖回 儲備	匯兌儲備	資本儲備	累計溢利	股息儲備	總計	持有股份 酬金儲備	少數股東 權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st January, 2008	於二零零八年一月一日	1,129,258	736,328	56,210	929,019	72,044	44,275	(3,880)	8,014,899	169,453	11,147,606	-	6,935,204	18,082,810
Deficit arising on revaluation	重估虧蝕	-	-	-	(69,173)	-	-	-	-	-	(69,173)	-	(60,198)	(129,371)
Acquisition of associates	收購聯營公司	-	-	-	-	-	-	-	(30,172)	-	(30,172)	-	-	(30,172)
Impairment loss of available-for-sale financial assets	可供出售金融資產之減值虧損	-	-	-	52,270	-	-	-	-	-	52,270	-	30,135	82,405
Deferred tax	遞延稅項	-	-	670	407	-	-	-	-	-	1,077	-	274	1,351
Exchange difference arising on translation of foreign operations	折算海外業務賬項而產生之匯兌差額	-	-	-	-	-	3,061	-	-	-	3,061	-	6,520	9,581
Share of post-acquisition reserve movements of associates	應佔聯營公司收購後儲備變動	-	-	-	(3,805)	-	86,577	(7,857)	-	-	74,915	-	350	54,760
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	-	-	-	(23)	-	(13,014)	-	-	-	(13,037)	-	10	(13,027)
Net income (expenses) recognised directly in equity	直接於權益確認之收入(開支)淨額	-	-	670	(20,324)	-	76,624	(7,857)	(30,172)	-	18,941	-	350	31,501
(Loss) profit attributable to equity holders	股東應佔(虧損)溢利	-	-	-	-	-	-	-	(144,431)	-	(144,431)	-	230,447	86,016
Released on disposal of available-for-sale financial assets	於出售可供出售金融資產時撥回	-	-	-	(565,856)	-	-	-	-	-	(565,856)	-	(338,135)	(903,991)
Total recognised income and expenses for the year	年內已確認收入及開支總額	-	-	670	(586,180)	-	76,624	(7,857)	(174,603)	-	(691,346)	-	350	(76,187)
Exercise of warrants	行使認股權證	1,240	4,949	-	-	-	-	-	-	-	6,189	-	-	6,189
Shares repurchased and cancelled	已購回及註銷股份	(211)	-	-	-	211	-	-	(915)	-	(915)	-	-	(915)
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	-	-	-	-	-	-	-	-	-	-	-	(492,257)	(492,257)
Decrease in minority interests due to repurchase of shares by subsidiaries	因附屬公司購回股份引致少數股東權益減少	-	-	-	-	-	-	-	-	-	-	-	(103,720)	(103,720)
Deemed disposal of partial interests in subsidiaries	視為出售附屬公司之部份權益	-	-	-	-	-	-	-	-	-	-	-	11,267	11,267
Transferred from accumulated profits to capital reserve	由累計溢利轉撥至資本儲備	-	-	-	-	-	-	32	(32)	-	-	-	-	-
Purchase of shares for employee ownership scheme	就僱員股份擁有計劃購買股份	-	-	-	-	-	-	-	-	-	(32,580)	-	-	(32,580)
Recognition of equity-settled share-based payment	確認以權益結算之股份付款	-	-	-	-	-	-	-	-	-	-	9,652	-	9,652
Adjustment to 2007 final dividend	二零零七年末期股息調整	-	-	-	-	-	-	-	(122)	122	-	-	-	-
Dividend paid	已付股息	-	-	-	-	-	-	-	-	(169,575)	(169,575)	-	-	(169,575)
Dividend distribution to minority interests	分派予少數股東權益之股息	-	-	-	-	-	-	-	-	-	-	-	(234,463)	(234,463)
At 31st December, 2008	於二零零八年十二月三十一日	1,130,287	741,277	56,880	342,839	72,255	120,899	(11,705)	7,839,227	-	10,291,959	(32,580)	10,002	6,039,844
														16,309,225

Consolidated Cash Flow Statement

for the year ended 31st December, 2008

綜合現金流量表

截至二零零八年十二月三十一日止年度

69

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Operating activities	經營業務		
Profit for the year	本年度溢利	86,016	3,058,809
Adjustments for:	調整項目：		
Net decrease (increase) in fair value of investment properties	投資物業公平價值減少(增加)淨額	597,107	(479,878)
Bad and doubtful debts	呆壞賬	497,142	295,385
Net unrealised loss (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虧損(溢利)淨額	471,731	(41,117)
Amortisation of intangible assets	無形資產攤銷	220,925	252,726
Finance costs	融資成本	203,177	542,346
Impairment loss recognised for available-for-sale financial assets	可供出售金融資產已確認之減值虧損	82,405	2,000
Impairment loss recognised for intangible assets	無形資產已確認之減值虧損	69,000	84,000
Depreciation	折舊	54,847	44,290
Recognition (reversal) of impairment loss for properties held for sale	就待出售物業確認(撥回)之減值虧損	36,796	(34,660)
Impairment loss recognised for interest in associate	聯營公司權益已確認之減值虧損	14,752	-
Expenses recognised for employee ownership scheme of Sun Hung Kai & Co. Limited ("SHK")	就新鴻基有限公司(「新鴻基」)之僱員股份擁有計劃確認之費用	9,652	-
Share of results of jointly controlled entities	應佔共同控制企業業績	6,826	(131,106)
Amortisation of prepaid land lease payments	預繳地價攤銷	5,969	5,278
Net loss (profit) on deemed disposal of partial interests in subsidiaries	視為出售附屬公司部份權益之虧損(溢利)淨額	1,190	(447,930)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	742	4,779
Loss (profit) on disposal of associates	出售聯營公司虧損(溢利)	28	(9,611)
Loss on disposal of intangible assets	出售無形資產虧損	23	-
Loss on early redemption of convertible bonds	提早贖回可換股債券之虧損	-	13,655
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	-	(141,019)
Profit on disposal of subsidiaries	出售附屬公司之溢利	-	(49,581)
Reversal of impairment loss for interests in associates	就聯營公司權益撥回之減值虧損	-	(26,873)
Profit on disposal of an investment property	出售投資物業之溢利	-	(11,902)
Share of results of associates	應佔聯營公司業績	(295,853)	(264,712)
Profit on disposal of available-for-sale financial assets	出售可供出售金融資產之溢利	(347,674)	(598,227)
Discount on acquisition of additional interest in a subsidiary	收購一間附屬公司額外權益之折讓	(213,983)	-
Profit on deemed acquisition of additional interest in a subsidiary	視為收購一間附屬公司額外權益時之溢利	(33,570)	-
Net exchange gain	匯兌收益淨額	(27,294)	(13)
Taxation	稅項	(20,408)	221,995
Impairment loss reversed for property, plant and equipment	就物業、廠房及設備撥回之減值虧損	(943)	(4,743)
Profit on disposal of a jointly controlled entity	出售一間共同控制企業之溢利	(5)	-
Operating cash flows before movements in working capital	未計營運資金變動前之經營業務現金流量	1,418,598	2,283,891
Increase in loans and advances to consumer finance customers	私人財務客戶貸款及墊款增加	(1,066,953)	(1,017,171)
(Increase) decrease in loans and receivables	貸款及應收款項(增加)減少	(182,978)	216
Increase in properties held for sale and other inventories	待出售物業及其他存貨增加	(2,588)	(1,657)
Decrease (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減少(增加)	392,757	(539,703)
Decrease (increase) in trade and other receivables	貿易及其他應收款項減少(增加)	1,143,053	(2,158,413)
(Decrease) increase in trade and other payables	貿易及其他應付款項(減少)增加	(400,001)	621,173
(Decrease) increase 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(減少)增加	(12,506)	57,112
Increase in amount due to a fellow subsidiary	應付一間同系附屬公司款項增加	560,719	19,757
(Decrease) increase in amount due to ultimate holding company	應付最終控股公司款項(減少)增加	(7,737)	3,432
Decrease in provisions and other liabilities	撥備及其他負債減少	(16,778)	(1,690)
Cash from (used in) operations	經營所產生(所用)之現金	1,825,586	(733,053)

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Interest paid	已付利息	(240,537)	(535,664)
Hong Kong Profits Tax paid	已付香港利得稅	(259,665)	(194,130)
Tax outside Hong Kong paid	已付香港以外稅項	(2,662)	(991)
Net cash from (used in) operating activities	經營業務所產生(所用)之現金淨值	1,322,722	(1,463,838)
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	347,830	695,389
Amounts repaid by associates	聯營公司還款	79,360	5,000
Net repayment of statutory deposits	法定按金償還淨額	11,366	48,144
Amounts repaid by jointly controlled entities	共同控制企業還款	5,078	5,179
Proceeds on disposal of property, plant and equipment	出售物業、廠房及 設備所得款項	53	1,606
Proceeds on disposal of associates	出售聯營公司所得款項	-	171,316
Dividends received from associates	來自聯營公司之股息	-	28,855
Disposal of subsidiaries (net of cash disposed of)	出售附屬公司 (扣除所出售之現金)	-	17,876
Proceeds on disposal of an investment property	出售一項投資物業所得款項	-	8,098
Dividends 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
Acquisition of additional interests in subsidiaries	收購附屬公司之額外權益	(300,026)	(59,208)
Additions to investment properties	添置投資物業	(128,638)	(862)
Acquisition of additional interests in associates	收購聯營公司之額外權益	(104,941)	(537,368)
Purchase of property, plant and equipment	購入物業、廠房及設備	(77,377)	(73,516)
Acquisition of interests in associates	購入聯營公司權益	(75,359)	-
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)	(39,584)	-
Amount advanced to associates	墊款予聯營公司	(38,527)	(1,340)
Additions to intangible assets	添置無形資產	(26,808)	(9,677)
Purchase of available-for-sale financial assets	購入可供出售金融資產	(18,155)	(214,986)
Acquisition of jointly controlled entities	收購共同控制企業	(15,563)	-
Increase in pledged bank deposits	銀行抵押存款增加	(9,500)	(120,000)
Amount advanced to a jointly controlled entity	墊款予一間共同控制企業	(6,235)	(5,029)
Additions to prepaid land lease payments	預繳地價增加	(5,485)	(65,570)
Net cash used in investing activities	投資業務所用之現金淨額	(402,511)	(102,077)

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Financing activities	融資業務		
Amount advanced by a fellow subsidiary	一間同系附屬公司墊款	1,550,000	-
New bank loans raised	籌集所得新造銀行貸款	1,084,846	2,429,323
Amount advanced by a jointly controlled entity	一間共同控制企業墊款	35,000	20,000
Net proceeds received from issue of shares of the Company	本公司發行股份所得款項淨額	6,189	273,163
Net proceeds received from issue of shares by a subsidiary	一間附屬公司發行股份所得款項淨額	4,829	2,056,727
Amounts advanced by associates	聯營公司墊款	600	28
Repayment of amount due to a fellow subsidiary	償還欠一間同系附屬公司款項	-	(750,890)
Early redemption of convertible bonds	提早贖回可換股債券	-	(537,398)
Amounts repaid to associates	償還聯營公司款項	-	(160)
Repayment of bonds	償還債券	(1,900,000)	-
Repayment of bank loans	償還銀行貸款	(826,785)	(1,195,168)
Dividends paid by subsidiaries to minority interests	附屬公司向少數股東派付之股息	(203,780)	(106,793)
Dividend paid	已派股息	(169,575)	(80,595)
Amounts paid for share repurchase by subsidiaries	附屬公司購回股份所支付款項	(69,800)	-
Redemption of loan notes	贖回貸款票據	(69,637)	-
Purchase of shares for employee ownership scheme of SHK	就新鴻基僱員股份擁有計劃收購股份	(32,580)	-
Payment to minority interests	付款予少數股東	(25,522)	(237,927)
Amounts paid for share repurchase by the Company	本公司購回股份所支付款項	(915)	-
Net cash (used in) from financing activities	融資業務(所用)所產生之現金淨額	(617,130)	1,870,310
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	303,081	304,395
Effect of foreign exchange rate changes	匯率變動之影響	9,035	(803)
Cash and cash equivalents at the beginning of the year	於年初之現金及現金等價物	1,724,231	1,420,639
Cash and cash equivalents at the end of the year	於年末之現金及現金等價物	2,036,347	1,724,231
Analysis of the balances of cash and cash equivalents	現金及現金等價物結餘分析		
Cash and cash equivalents	現金及現金等價物	2,036,347	1,742,231
Bank overdrafts	銀行透支	-	(18,000)
		2,036,347	1,724,231

for the year ended 31st December, 2008

1. GENERAL

The Company is a public limited company incorporated in the Hong Kong Special Administrative Region (“Hong Kong”) and its shares are listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”). Its ultimate holding company is Allied Group Limited (“AGL”), a listed public limited company which is also incorporated in 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. 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 OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

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

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

The 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.

截至二零零八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」）註冊成立之公眾上市有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。其最終控股公司為聯合集團有限公司（「聯合集團」），聯合集團亦為一間在香港註冊成立之公眾上市有限公司。本公司註冊辦事處及主要營業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，其主要附屬公司、聯營公司及共同控制企業之主要業務分別載於附註60、61及62。

2. 採用新訂或經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團採用香港會計師公會（「會計師公會」）所頒佈之現已或已予生效並與本集團業務有關之以下修訂本及詮釋（「新香港財務報告準則」）。

香港會計準則第39號及香港財務報告準則第7號（修訂本）	金融資產之重新分類
香港（國際財務報告詮釋委員會）— 詮釋第11號	香港財務報告準則第2號：集團及庫存股份交易
香港（國際財務報告詮釋委員會）— 詮釋第12號	服務特許權安排
香港（國際財務報告詮釋委員會）— 詮釋第14號	香港會計準則第19號— 界定福利資產之限制、最低資金需要及其相互關係

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法並無重大影響。因此，毋須作出過往期間調整。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

2. APPLICATION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

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

HKFRSs (Amendments)	Improvements to HKFRSs ¹
HKAS 1 (Revised)	Presentation of Financial Statements ²
HKAS 23 (Revised)	Borrowing Costs ²
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ³
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation ²
HKAS 39 (Amendment)	Eligible Hedged Items ³
HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate ²
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations ²
HKFRS 3 (Revised)	Business Combinations ³
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments ²
HKFRS 8	Operating Segments ²
HK(IFRIC) – Int 9 and HKAS 39 (Amendments)	Embedded Derivatives ⁵
HK(IFRIC) – Int 13	Customer Loyalty Programmes ⁴
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners ³

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

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

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

⁴ Effective for annual periods beginning on or after 1st July, 2008.

⁵ Effective for annual periods ending on or after 30th June, 2009.

The directors of the Company (“Directors”) anticipate that the application of these new or revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

2. 採用新訂或經修訂香港財務報告準則(「香港財務報告準則」)(續)

本集團並無提早採用以下已頒佈但未生效而與本集團業務有關之新訂或經修訂準則、修訂本或詮釋。

香港財務報告準則(修訂本)	香港財務報告準則之改進 ¹
香港會計準則第1號(經修訂)	財務報表之呈列 ²
香港會計準則第23號(經修訂)	借貸成本 ²
香港會計準則第27號(經修訂)	綜合及獨立財務報表 ³
香港會計準則第32號及第1號(修訂本)	可沽售金融工具及清盤所引致之責任 ²
香港會計準則第39號(修訂本)	合資格對沖項目 ³
香港財務報告準則第1號及香港會計準則第27號(修訂本)	於附屬公司、共同控制企業或聯營公司之投資成本 ²
香港財務報告準則第2號(修訂本)	歸屬條件及註銷 ²
香港財務報告準則第3號(經修訂)	業務合併 ³
香港財務報告準則第7號(修訂本)	有關金融工具披露之改進 ²
香港財務報告準則第8號	經營分部 ²
香港(國際財務報告詮釋委員會)–詮釋第9號及香港會計準則第39號(修訂本)	嵌入式衍生工具 ⁵
香港(國際財務報告詮釋委員會)–詮釋第13號	客戶忠誠計劃 ⁴
香港(國際財務報告詮釋委員會)–詮釋第17號	向擁有人分派非現金資產 ³

¹ 於二零零九年一月一日或以後開始之年度期間生效，惟香港財務報告準則第5號之修訂本除外，於二零零九年七月一日或以後開始之年度期間生效。

² 於二零零九年一月一日或以後開始之年度期間生效。

³ 於二零零九年七月一日或以後開始之年度期間生效。

⁴ 於二零零八年七月一日或以後開始之年度期間生效。

⁵ 於二零零九年六月三十日或以後年結之年度期間生效。

本公司董事(「董事」)估計採用該等新訂或經修訂準則、修訂本或詮釋不會對本集團之業績及財務狀況造成重大影響。

for the year ended 31st December, 2008

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

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 accounting policies set out below.

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 ("Listing Rules") on Stock Exchange and by the Hong Kong Companies Ordinance.

Basis of consolidation

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

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition and 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.

截至二零零八年十二月三十一日止年度

3. 主要會計政策

編製基準

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，綜合財務報表載列聯交所證券上市規則（「上市規則」）及香港公司條例規定之相關披露內容。

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及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。少數股東於淨資產之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。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

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 Combinations" are recognised at their fair values at the acquisition date.

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

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

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

Investments in subsidiaries

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

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。

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

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

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

於附屬公司之投資

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

for the year ended 31st December, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Interests in associates

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

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. Where necessary, adjustments are made to bring the accounting policies of associates in conformity with the Group. When the Group's share of losses of an associate equal or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

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

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

Interests 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.

截至二零零八年十二月三十一日止年度

3. 主要會計政策(續)

於聯營公司之權益

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

聯營公司之業績、資產及負債乃以會計權益法合併入綜合財務報表。根據權益法，於聯營公司之投資乃按成本並就本集團應佔該聯營公司淨資產之收購後變動調整及扣除任何已識別減值虧損於綜合資產負債表中列賬。如有需要，可調整聯營公司之會計政策，使之與本集團一致。倘本集團應佔聯營公司虧損等於或超出本集團於該聯營公司之權益(包括實際構成本集團於該聯營公司之淨投資之任何長期權益)，則本集團即終止確認其應佔虧損，惟倘本集團產生法律或推定責任或須代表聯營公司付款，則撥備額外應佔虧損及確認負債。

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

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Interests in jointly controlled entities (Cont'd)

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 entity, less any identified impairment loss. Where necessary, adjustments are made to bring the accounting policies of jointly controlled entities in conformity with the Group. When the Group's share of losses of a jointly controlled entity equal 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.

Goodwill and discount on acquisition

Goodwill

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.

於共同控制企業之權益(續)

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、資產及負債以會計權益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扣除任何已識別減值虧損在綜合資產負債表內列賬。如有需要，可調整共同控制企業之會計政策，使之與本集團一致。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撤銷。

因收購產生之商譽及折讓

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、負債及或然負債公平價值之權益之差額。商譽按成本減任何累積減值虧損列賬。

for the year ended 31st December, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Goodwill and discount on acquisition (Cont'd)

Goodwill (Cont'd)

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 interest in the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over cost ("discount on acquisitions")

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 jointly controlled entity in the period in which the investment is acquired.

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.

Income from properties developed for sale is recognised when the significant risks and rewards of ownership of the properties are transferred to buyers, which is when the construction of relevant properties has been completed and the properties have been delivered to the purchasers and collectibility of related receivables is reasonably assured. Profit or loss arising from the outright sale of an entire development property prior to completion is recognised when a binding sales contract becomes unconditional and the risks and rewards of the ownership have been transferred to the buyer. Deposits received from sales of properties are carried in the balance sheet under current liabilities.

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 agencies, physiotherapy and dental services and elderly care services is recognised upon the provision of relevant services or on a time apportionment basis over the terms of the service contracts.

截至二零零八年十二月三十一日止年度

3. 主要會計政策(續)

因收購產生之商譽及折讓(續)

商譽(續)

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。

收入確認

收入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。

出售發展物業的收入於物業擁有權的重大風險及回報均轉讓予買方時確認，指當相關物業的建築工程已完成而物業已交付予買方，並可合理確定收取有關應收款項的可能性時。在建築竣工前將整個發展物業出售所得的溢利或虧損於一份具約束力的銷售合同成為無條件及擁有權的風險及回報已轉讓予買方時確認。已收取的預售樓宇訂金則列入資產負債表的流動負債內。

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。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Revenue recognition (Cont'd)

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 managerial 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 apportionment basis, taking into account the principal amounts outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

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

Commission income is recognised as income on 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.

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

收入確認(續)

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。

經營酒店收入於提供服務時確認。

金融資產之利息收入乃按時間比重基準，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初始確認時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。

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

for the year ended 31st December, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Fixed-fee contracts

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

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

Leasing

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

The Group as lessor

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

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

The Group as lessee

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

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

截至二零零八年十二月三十一日止年度

3. 主要會計政策(續)

固定費用合約

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

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

租約

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

本集團作為出租人

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

經營租約之租金收入以直線法於相關租期內在綜合收益賬確認。

本集團作為承租人

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

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

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Leasehold land and buildings

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。

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.

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。

In preparing the financial statements of each group individual 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.

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。

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

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

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 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 (translation reserve). Such translation differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

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，而收入及支出乃按該年之平均匯率進行換算，惟倘匯率於該期間出現大幅波動，則採用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。

for the year ended 31st December, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Foreign currencies (Cont'd)

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.

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 expense when employees have rendered service entitling them to the contribution.

The Group recognises a liability and an expense for bonuses and profit-sharing, where appropriate, based on approved formulas that take into consideration the profit attributable to the Group after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

For shares of SHK ("Awarded Shares") granted under the employee ownership scheme of SHK, the fair value of the employee services received is determined by reference to the fair value of Awarded Shares granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (employee share-based compensation reserve). At each balance sheet date, the Group revises its estimates of the number of Awarded Shares that are expected to ultimately vest. The impact of the revision of the estimates, if any, is recognised in the consolidated income statement, with a corresponding adjustment to the employee share-based compensation reserve.

截至二零零八年十二月三十一日止年度

3. 主要會計政策(續)

外幣(續)

因收購海外業務產生之商譽及所收購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匯率換算。所產生之匯兌差額於匯兌儲備內確認。

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。

本集團按照認可計算方法就花紅及分攤溢利確認負債及開支(如適用)，該計算方法已考慮本集團應佔溢利並作出若干調整。於出現合約責任或過往慣例引致推定責任時，本集團即確認撥備。

根據新鴻基僱員股份擁有計劃授出的新鴻基股份(「獎授股份」)，所獲取僱員服務的公平價值參考於授出日期所授出獎授股份的公平價值釐定，並採用直線法於歸屬期內支銷，及於權益(以股份支付之僱員酬金儲備)增加相應數額。於每個結算日，本集團調整對預期最終歸屬獎授股份數目的估計，調整估計所產生的影響(如有)在綜合收益賬確認，及對以股份支付之僱員酬金儲備作出相應調整。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Taxation

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

稅項

稅項指現時應付稅項及遞延稅項。

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 income statement 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.

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，亦不包括非應課稅或可扣稅之項目。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。

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.

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確認。若於一項交易中，因商譽或初始確認(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。

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.

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未來沖回之情況除外。

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.

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。

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.

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。

for the year ended 31st December, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

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 credited or charged to the consolidated income statement in the year in which they arise.

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

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 its fair value at the date of change in use.

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.

截至二零零八年十二月三十一日止年度

3. 主要會計政策(續)

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年度之綜合收益賬或從綜合收益賬扣減。

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。

對於按公平價值列賬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。

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之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。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**3. 主要會計政策(續)****Investment properties (Cont'd)**

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.

投資物業(續)

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。重估盈餘並不透過損益賬轉入累計溢利。

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.

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。

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 :

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：

Hotel property	2% or over the remaining term of the lease 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 $\frac{2}{3}$ % to 20%

酒店物業	2%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 $\frac{2}{3}$ %至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.

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。

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

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。

Prepaid land lease payments

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

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攤銷，如有任何減值，則會在綜合收益賬扣除。

for the year ended 31st December, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Intangible assets

On initial recognition, intangible assets acquired separately and from business combinations 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. Intangible assets with indefinite useful lives are carried at cost less any impairment losses and are tested for impairment annually by comparing their recoverable amount with their carrying amount.

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 also considers that the club memberships do 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.

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).

截至二零零八年十二月三十一日止年度

3. 主要會計政策(續)

無形資產

於初始確認時，獨立收購及來自業務合併之無形資產分別按成本及公平價值確認。

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

於業務合併中收購的無形資產

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

初始確認後，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。具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減值虧損列賬，並每年對可收回金額與賬面值進行比較以測試減值。

獨立收購的無形資產

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，會所會籍並無固定使用年期。該等會籍按成本減任何減值虧損列賬，並每年透過比較其賬面值與其可收回金額而進行減值測試。可使用年期亦會每年審閱及按預期基準作出調整(如適用)。

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。



for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Intangible assets (Cont'd)

Computer software (Cont'd)

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 becomes 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.

無形資產(續)

電腦軟件(續)

開發或保養電腦軟件之成本於產生開支時確認。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。



for the year ended 31st December, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Impairment of tangible and intangible assets excluding financial assets (Cont'd)

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.

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 to the net carrying amount on initial recognition. Interest income is recognised on an effective interest basis for debt instruments.

截至二零零八年十二月三十一日止年度

3. 主要會計政策(續)

有形及無形資產(不包括金融資產)減值(續)

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。

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始按公平價值計算。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，於初始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」)、貸款及應收款項、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)至初始確認賬面淨值的利率。債務工具按實際利率基準確認利息收入。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Financial instruments (Cont'd)

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 as 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 a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated as an effective hedging instrument.

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.

金融工具(續)

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始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分，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。

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始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嵌入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。

於初始確認後各結算日，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。

for the year ended 31st December, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial instruments (Cont'd)

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, 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).

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. At each balance sheet date subsequent to initial recognition, held to maturity investments are measured at amortised cost using the effective interest method less any identified impairment losses.

Available-for-sale-financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as 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).

截至二零零八年十二月三十一日止年度

3. 主要會計政策(續)

金融工具(續)

貸款及應收款項

貸款及應收款項為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。於初始確認後之各結算日，貸款及應收款項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、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)乃利用實際利息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)。

持至到期投資

持至到期投資為本集團管理層有意及有能力持至到期並附有固定或可釐定支付金額及固定期限之非衍生金融資產。於初始確認後之各結算日，持至到期投資按實際利息法計算攤銷成本扣除任何已確定減值虧損列賬。

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。於初始確認後之各結算日，可供出售金融資產按公平價值計量。公平價值之變動於權益中確認，直至金融資產被出售或釐定為減值，此時，先前於權益中確認之累積盈虧從權益中移除及於損益賬內確認(見下文金融資產減值虧損之會計政策)。

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

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

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 the 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 (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.

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。對於歸類為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(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款項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及有抵押有期貸款。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，而且並不能以客觀憑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。

for the year ended 31st December, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial instruments (Cont'd)

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.

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, amount due to ultimate holding company, amounts due to fellow subsidiaries, amounts due to associates, amounts due to jointly controlled entities and other liabilities are subsequently measured at amortised cost, using the effective interest method.

截至二零零八年十二月三十一日止年度

3. 主要會計政策(續)

金融工具(續)

透過損益賬按公平價值處理之金融負債

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始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分，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。

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始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嵌入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。

於初始確認後各結算日，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、欠最終控股公司款項、欠同系附屬公司款項、欠聯營公司款項、欠共同控制企業款項及其他負債，其後採用實際利息法按攤銷成本計量。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Financial instruments (Cont'd)

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 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.

Equity instruments

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

Equity instruments include derivatives that are settled by the exchange of fixed amount of cash or another financial assets for a fixed number of the company's own equity instruments.

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.

金融工具(續)

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估計。

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。

權益工具包括以定額現金或另一項權益工具交換公司本身的定額權益工具方式結算之衍生工具。

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無確認盈虧。

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特點與主合約之風險及特點並無密切相關，且主合約不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。

for the year ended 31st December, 2008

3. 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 consolidated 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.

截至二零零八年十二月三十一日止年度

3. 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初始按其公平價值扣除與發行財務擔保合約直接相關之交易成本確認。於初始確認後，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)初始確認之金額減(如適用)根據香港會計準則第18號收入確認之累計攤銷兩者中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。撥備相關開支於綜合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。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Provisions and contingent liabilities (Cont'd)

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

撥備及或然負債(續)

或然負債不會確認，惟會於綜合財務報表附註披露。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。

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.

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。

Inventories

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

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。

Cash and cash equivalents

Cash and cash equivalents are carried in the consolidated 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 statement of cash flows.

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。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

4. 估計不確定因素之主要來源

In preparing these consolidated financial statements, management is required to exercise significant judgement 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.

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。

Estimate of fair value of investment properties

At the balance sheet date, investment properties are stated at fair value based on the valuation performed by an independent professional valuer. In determining the fair value, the valuer has based on a method of valuation which involves certain estimates. In relying on the valuation report, the management has exercised their judgement and is satisfied that the assumption used in valuation is reflective of the current market conditions.

投資物業之公平價值估計

於結算日，投資物業按獨立專業估值師所評估的公平價值列賬。估值師決定公平價值時乃根據包含若干估計的估值方法進行，管理層倚賴估值報告時已作出判斷及信納估值所用的假設乃反映市場現況。

for the year ended 31st December, 2008

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

Impairment allowances on 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 aging 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.

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. Judgement is required when determining whether a decline in fair value has been significant or prolonged. In making this judgement, the historical data on market volatility as well as the price of the specific investment are taken into account.

For those unlisted equity investments that are carried at fair values, 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 lives

The Group conducts tests for impairment of goodwill and intangible assets with indefinite useful lives annually in accordance with the relevant accounting standards. Determining whether the goodwill and intangible assets with indefinite useful lives 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.

截至二零零八年十二月三十一日止年度

4. 估計不確定因素之主要來源(續)

貸款及應收款項(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紀錄。

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。

對於以公平價值列賬之非上市股本投資，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。本集團亦考慮及其他因素，例如行業及業界表現及所投資公司之財務資料。

商譽之估計減值及無固定使用年期之無形資產

本集團根據相關會計準則，每年進行商譽及無固定使用年期之無形資產減值測試。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。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

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

4. 估計不確定因素之主要來源(續)

Deferred tax

Estimating the amount for deferred tax assets 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 assets arising from tax losses are mainly from a subsidiary engaging in proprietary trading activities. 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 this deferred tax asset.

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一間從事自營買賣之附屬公司。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該遞延稅項資產之可收回性。

Fair value of derivative and financial instruments

As included in notes 28 and 33, 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 49).

衍生工具及金融工具之公平價值

按附註28及33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49)。

The Group's unlisted equity instruments with carrying amount of HK\$42,014,000 (2007: HK\$78,901,000) are valued using generally accepted pricing models based on assumptions supported by observable market data.

本集團賬面值42,014,000港元(二零零七年：78,901,000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。

For the valuation of unlisted 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\$3,149,000 (2007: HK\$297,587,000) and HK\$20,714,000 (2007: HK\$24,921,000) respectively.

非上市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分別為3,149,000港元(二零零七年：297,587,000港元)及20,714,000港元(二零零七年：24,921,000港元)。

for the year ended 31st December, 2008

5. REVENUE

Revenue represents the amounts received and receivable that are derived from the provision of medical services, nursing agencies, physiotherapy and dental services, elderly care services, consumer finance, sale of properties, 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 and funds, income from bullion transactions and differences on leveraged foreign exchange transactions. An analysis of the Group's revenue for the year is as follows:

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
Medical services, nursing agencies, 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以及護老服務
Securities broking	證券經紀
Other interest income	其他利息收入
Income from corporate finance and others	企業融資及其他收入
Net trading profit from forex, bullion, commodities and futures	外匯、黃金、商品及期貨之交易溢利淨額
Property rental, hotel operations and management services	物業租賃、酒店業務及管理服務
Sale of properties	出售物業
Dividend income	股息收入
Net trading (loss) profit from securities	證券交易(虧損)溢利淨額

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

截至二零零八年十二月三十一日止年度

5. 收入

收入指來自提供醫療服務、護理介紹所、物理治療及牙科服務、護老服務、私人財務、出售物業、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貸款融資及保險經紀服務溢利，以及買賣證券及基金之溢利淨額、黃金交易收入以及槓桿式外匯交易差額。以下為本集團年度收入之分析：

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
	1,341,815	1,113,668
	1,069,967	947,701
	504,645	1,060,420
	389,834	671,646
	258,708	330,627
	244,085	278,060
	243,887	202,083
	46,180	-
	45,777	31,277
	(533,491)	197,204
	3,611,407	4,832,686

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。

6. 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 agencies, physiotherapy, dental services and elderly care services.
- Property rental, hotel operations and management services – property rental, hotel operations managed by third parties and provision of property management services.
- Sales of properties and property based investments – development and sale of properties and property based investments.

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

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

6. 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 – 提供私人貸款財務產品。
- 保健 – 提供醫療服務、護理介紹所、物理治療、牙科服務及護老服務。
- 物業租賃、酒店業務及管理服務 – 物業租賃、由第三方管理之酒店業務及提供物業管理服務。
- 出售物業及與物業有關之投資 – 發展及出售物業以及與物業有關之投資。

業務分部為主要呈報方式，而地域分部為次要呈報方式。於本年度，本集團業務在香港以外地區的收入、分部業績及資產的比重均少於10%，因此並無呈列地區分部資料。

分部間之交易乃按有關訂約各方所議定之條款訂立。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

6. SEGMENTAL INFORMATION (CONT'D)

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

6. 分部資料(續)

本集團之業務分部資料分析如下：

		2008 二零零八年					
		Investment, broking and finance 投資、經紀 及金融 HK\$'000 千港元	Consumer finance 私人財務 HK\$'000 千港元	Healthcare 保健 HK\$'000 千港元	Property rental, hotel operations and management services 物業租賃、 酒店業務及 管理服務 HK\$'000 千港元	Sale of properties and property based investments 出售物業及 與物業有關 之投資 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Revenue	收入	929,537	1,353,325	1,075,579	250,406	46,180	3,655,027
Less: inter-segment revenue	減：分部間之收入	(36,995)	-	-	(6,625)	-	(43,620)
		892,542	1,353,325	1,075,579	243,781	46,180	3,611,407
Segment results	分部業績	82,615	347,742	57,188	(435,866)	(34,195)	17,484
Discount on acquisition of additional interest in a subsidiary	收購一間附屬公司額外權益之折讓						213,983
Profit on deemed acquisition of additional interest in a subsidiary	視為收購一間附屬公司額外權益之溢利						33,570
Net loss on deemed disposal of partial interests in subsidiaries	視為出售附屬公司股份權益之虧損淨額						(1,190)
Loss on fair value change of warrants of a listed associate	一間上市聯營公司認股權證公平價值變動之虧損						(284,089)
Finance costs	融資成本						(203,177)
Share of results of associates	應佔聯營公司業績						295,853
Share of results of jointly controlled entities	應佔共同控制企業業績	-	-	54	(6,880)	-	(6,826)
Profit before taxation	除稅前溢利						65,608
Taxation	稅項						20,408
Profit for the year	本年度溢利						86,016
Segment assets	分部資產	7,103,778	8,664,300	931,561	3,491,279	394,860	20,585,778
Interests in associates	於聯營公司之權益						3,839,548
Interests in jointly controlled entities	於共同控制企業之權益	16,774	-	573	917,346	-	934,693
Deferred tax assets	遞延稅項資產						122,500
Amounts due from associates	聯營公司欠款						101,845
Amount due from a jointly controlled entity	一間共同控制企業欠款	-	-	-	3,375	-	3,375
Tax recoverable	可收回稅項						32,800
Total assets	資產總額						25,620,539
Segment liabilities	分部負債	(2,034,565)	(3,572,947)	(178,618)	(57,514)	(18)	(5,843,662)
Amounts due to associates	欠聯營公司款項						(13,842)
Amounts due to jointly controlled entities	欠共同控制企業款項	-	-	(48)	(14,063)	-	(14,111)
Tax payable	應付稅項						(73,765)
Bank and other borrowings	銀行及其他借貸						(1,964,129)
Deferred tax liabilities	遞延稅項負債						(501,805)
Bonds	債券						(900,000)
Total liabilities	負債總額						(9,311,314)
Other information	其他資料						
Depreciation	折舊	22,335	9,433	18,301	4,778	-	54,847
Amortisation of prepaid land lease payments	預繳地價攤銷	3,112	101	-	2,756	-	5,969
Amortisation of intangible assets	無形資產攤銷	8,155	195,968	16,802	-	-	220,925
Impairment losses recognised (written back)	已確認(撥回)減值虧損	97,157	69,000	-	(943)	36,796	202,010
Net decrease in fair value of investment properties	投資物業公平價值減少淨額	-	-	-	597,107	-	597,107
Bad and doubtful debts	呆壞賬	119,714	335,254	3,782	4,440	-	463,190
Capital expenditure	資本開支	150,601	12,721	17,793	58,762	-	239,877

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

6. SEGMENTAL INFORMATION (CONT'D)

6. 分部資料(續)

		2007 二零零七年					
		Investment, broking and finance 投資、經紀 及金融 HK\$'000 千港元	Consumer finance 私人財務 HK\$'000 千港元	Healthcare 保健 HK\$'000 千港元	Property rental, hotel operations and management services 物業租賃、 酒店業務及 管理服務 HK\$'000 千港元	Sale of properties and property based investments 出售物業及 與物業有關 之投資 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Revenue	收入	2,572,698	1,124,942	957,323	207,806	-	4,862,769
Less: inter-segment revenue	減：分部間之收入	(24,360)	-	-	(5,723)	-	(30,083)
		<u>2,548,338</u>	<u>1,124,942</u>	<u>957,323</u>	<u>202,083</u>	<u>-</u>	<u>4,832,686</u>
Segment results	分部業績	2,018,443	97,804	50,117	605,355	30,573	2,802,292
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						447,930
Gain on fair value change of warrants of a listed associate	一間上市聯營公司認股權證 公平價值變動之收益						36,091
Net profit on deemed disposal of partial interest in a listed associate	視為出售一間上市聯營公司 部份權益之溢利淨額						141,019
Finance costs	融資成本						(542,346)
Share of results of associates	應佔聯營公司業績						264,712
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						3,280,804
Taxation	稅項						(221,995)
Profit for the year	本年度溢利						<u>3,058,809</u>
Segment assets	分部資產	9,905,413	8,079,254	884,372	4,008,372	478,187	23,355,598
Interests in associates	於聯營公司之權益						3,176,775
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						137,584
Amount due from a jointly controlled entity	一間共同控制企業欠款	-	-	-	2,192	-	2,192
Tax recoverable	可收回稅項						3,382
Total assets	資產總額						<u>27,740,874</u>
Segment liabilities	分部負債	(2,030,032)	(1,707,260)	(130,467)	(68,855)	(8)	(3,936,622)
Amounts due to associates	欠聯營公司款項						(12,605)
Amounts due to jointly controlled entities	欠共同控制企業款項	-	-	-	(39,063)	-	(39,063)
Tax payable	應付稅項						(130,102)
Bank and other borrowings	銀行及其他借貸						(2,101,233)
Deferred tax liabilities	遞延稅項負債						(638,439)
Bonds	債券						(2,800,000)
Total liabilities	負債總額						<u>(9,658,064)</u>
Other information	其他資料						
Depreciation	折舊	15,671	7,624	16,161	4,834	-	44,290
Amortisation of prepaid land lease payments	預繳地價 攤銷	2,522	-	-	2,756	-	5,278
Amortisation of intangible assets	無形資產攤銷	5,272	230,697	16,757	-	-	252,726
Impairment losses recognised (written back)	已確認(撥回)減值虧損	(24,873)	84,000	-	(4,743)	(34,660)	19,724
Increase in fair value of investment properties	投資物業公平價值 增加	-	-	-	479,878	-	479,878
Bad and doubtful debts (written back)	呆壞賬(撥回)	8,797	259,552	1,120	(63)	-	269,406
Capital expenditure	資本開支	119,171	9,093	21,238	2,035	-	151,537

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

7. PROFIT ON DEEMED ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY

Profit on deemed acquisition of additional interest in a subsidiary is arising from the shares repurchased and cancelled by a subsidiary.

7. 視為收購一間附屬公司額外權益之溢利

視為收購一間附屬公司額外權益之溢利產生自一間附屬公司購回及註銷之股份。

8. NET (LOSS) PROFIT ON DEEMED DISPOSAL OF PARTIAL INTERESTS IN SUBSIDIARIES

Net (loss) profit on deemed disposal of partial interests in subsidiaries comprises:

Scrip dividend distributed by a subsidiary
Exercise of warrants of subsidiaries by warrants holders
Share placing of 166,000,000 shares of a subsidiary

視為出售附屬公司部份權益之(虧損)溢利淨額包括：

一間附屬公司分派之以股代息股份
認股權證持有人行使附屬公司之認股權證
一間附屬公司配售166,000,000股股份

8. 視為出售附屬公司部份權益之(虧損)溢利淨額

2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
----------------------------------	----------------------------------

(1,580)	–
390	(6,908)
–	454,838
(1,190)	447,930

9. (LOSS) GAIN ON FAIR VALUE CHANGE OF WARRANTS OF A LISTED ASSOCIATE

In December 2007, a listed associate of the Group issued new shares by way of open offer to the qualifying shareholders on the basis of one new share for every five shares held, together with new warrants of the listed associate in the proportion of one new warrant for every one new share successfully subscribed. The Group subscribed its proportion of the new shares and procured the new warrants. The warrants were recognised by the Group as “financial assets at fair value through profit or loss” at their initial carrying amount representing their fair value at the date of acquisition.

The fair value of the warrants at 31st December, 2008, based on the quoted bid price, dropped when compared to the fair value at 1st January, 2008. The Group incurred an unrealised loss of HK\$284,089,000 (2007: gain of HK\$36,091,000 which was classified under revenue in the previous year and has been disclosed separately on the face of the consolidated income statement for 2008) arising from the fair value change. However, the listed associate recorded a profit in the current year relating to the same changes in fair value of the warrants and the Group shared this profit from the associate, which is approximately the same as the loss incurred.

9. 一間上市聯營公司認股權證公平價值變動之(虧損)收益

於二零零七年十二月，本集團之一間上市聯營公司以每持有五股股份可獲配發一股新股份之基準向合資格股東公開發售新股，同時按成功認購每股新股份發行該上市聯營公司之一份新認股權證。本集團認購其比例之新股份並獲得新認股權證。本集團按其起初賬面值(即購入日之公平價值)確認該等認股權證為「透過損益賬按公平價值處理之金融資產」。

該等認股權證於二零零八年十二月三十一日根據其市場買入價之公平價值較二零零八年一月一日為低，本集團因該公平價值之變動引致有未變現虧損284,089,000港元(二零零七年：收益36,091,000港元，其於上一年度列作收入並於二零零八年在綜合收益賬作為獨立項目分開披露)。然而，該上市聯營公司就該等認股權證在本年度之相同公平價值變動而獲利，本集團亦會分佔其利潤，其數值相當於引致之虧損。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

10. CHANGES IN VALUES OF PROPERTIES**10. 物業價值變動**

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Changes in values of properties comprise: 物業價值變動包括：			
Net (decrease) increase in fair value of investment properties	投資物業之公平價值(減少)增加淨額	(597,107)	479,878
Impairment loss (recognised) reversed for properties held for sale	已(確認)撥回待出售物業之減值虧損	(36,796)	34,660
Impairment loss reversed for hotel property	已撥回酒店物業之減值虧損	943	4,743
		(632,960)	519,281

The recognition and reversal of impairment losses was based on 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 valuations at 31st December, 2008.

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較低者及待出售物業之成本及可變現淨值兩者當中之較低者。使用價值及可變現淨值乃參考各物業根據二零零八年十二月三十一日之獨立專業估值的相關公平價值而釐定。

11. BAD AND DOUBTFUL DEBTS**11. 呆壞賬**

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Bad debts written off	壞賬撇銷	261,369	198,182
Impairment allowances recognised	已確認減值撥備	250,265	119,551
Impairment written back	減值撥回	(14,492)	(21,957)
Bad debts recovered	收回壞賬	(33,952)	(26,370)
		463,190	269,406

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

12. INFORMATION REGARDING DIRECTORS' AND EMPLOYEES' EMOLUMENTS**(a) The emoluments paid or payable to each of the eight (2007: eight) directors were as follows :****12. 董事及僱員酬金資料****(a) 已付或應付八名(二零零七年：八名)董事之酬金如下：**

		2008 二零零八年			
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 退休福利計劃供款 HK\$'000 千港元	Total emoluments 酬金總額 HK\$'000 千港元	
Arthur George Dew 狄亞法	794	265	31	1,090	
Patrick Lee Seng Wei 李成偉	10,609	2,100	69	3,788	
Li Chi Kong 李志剛	600	360	28	988	
Henry Lai Hin Wing 賴顯榮	75	-	-	75	
Steven Lee Siu Chung 李兆忠	546	140	25	711	
John Douglas Mackie 麥尊德	50	-	-	50	
Steven Samuel Zoellner Steven Samuel Zoellner	40	-	-	40	
Alan Stephen Jones Alan Stephen Jones	400	-	-	410	
20	4,114	2,865	153	7,152	

Certain Directors of the Company received remuneration from the Company's ultimate holding company or its wholly owned subsidiaries. The ultimate holding company provided management services to the Group and charged the Group a fee, which is included in share of management service expenses as disclosed in note 58(a), for services provided by those Directors as well as other management personnel who were not Directors of the Company.

The management service fee is calculated by reference to the time devoted by the management personnel on the affairs of the Group and therefore can be apportioned to the directors mentioned above. The total of such apportioned amounts, which has been included in the above table, is HK\$2,790,000 (2007: HK\$2,074,000).

本公司若干董事收取本公司最終控股公司或其全資附屬公司之酬金。最終控股公司向本集團提供管理服務，並向本集團收取費用，該等費用在附註58(a)披露為應佔管理服務開支，乃就該等董事及並非本公司董事之其他管理層人員提供之服務而支付。

管理服務費乃參考管理層人員為本集團事務投入之時間計算，並可按比例分配至上述董事。上表載列之該等按比例之總額為2,790,000港元(二零零七年：2,074,000港元)。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

12. INFORMATION REGARDING DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONT'D)**12. 董事及僱員酬金資料(續)****(a) (Cont'd)****(a) (續)**

		2007 二零零七年				
		Salaries and other benefits	Bonus payments	Retirement benefits scheme contributions	Total emoluments	
Directors' fees	薪金及 其他福利	花紅	退休福利 計劃供款	酬金總額		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
千港元	千港元	千港元 (Note) (附註)	千港元	千港元		
Arthur George Dew	狄亞法	–	602	21	623	
Patrick Lee Seng Wei	李成偉	10	1,545	67	3,622	
Li Chi Kong	李志剛	–	543	25	872	
Henry Lai Hin Wing	賴顯榮	–	75	–	75	
Steven Lee Siu Chung	李兆忠	–	422	19	579	
John Douglas Mackie	麥尊德	–	50	–	50	
Steven Samuel Zoellner	Steven Samuel Zoellner	–	40	–	40	
Alan Stephen Jones	Alan Stephen Jones	10	400	–	410	
		20	3,677	132	6,271	

Note: The amounts represented the actual bonus of the preceding year paid to respective directors during the year. The bonus of the year 2008 has yet to be decided.

附註：有關款項乃年內已付相關董事去年的實際花紅金額。二零零八年的花紅尚待釐定。

(b) Employees' emoluments

The five highest paid individuals included none (2007: none) of the directors, details of whose emoluments are set out in note 12(a) above. The combined emoluments of the remaining five (2007: five) individuals are as follows:

(b) 僱員酬金

五名最高薪酬之人士並無董事(二零零七年：無)，其酬金詳情載於上文附註12(a)。其餘五名(二零零七年：五名)人士之合併酬金如下：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	7,314	10,194
Bonus payments	花紅	43,814	38,511
Retirement benefit scheme contributions	退休福利計劃供款	403	419
Incentive/commission	獎金/佣金	–	37,314
		51,531	86,438

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

12. INFORMATION REGARDING DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONT'D)**12. 董事及僱員酬金資料(續)****(b) Employees' emoluments (Cont'd)**

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

(b) 僱員酬金(續)

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	
		2008 二零零八年	2007 二零零七年
HK\$7,000,001 – HK\$7,500,000	7,000,001港元 – 7,500,000港元	1	–
HK\$9,500,001 – HK\$10,000,000	9,500,001港元 – 10,000,000港元	1	–
HK\$10,500,001 – HK\$11,000,000	10,500,001港元 – 11,000,000港元	1	–
HK\$11,000,001 – HK\$11,500,000	11,000,001港元 – 11,500,000港元	–	1
HK\$11,500,001 – HK\$12,000,000	11,500,001港元 – 12,000,000港元	1	–
HK\$12,000,001 – HK\$12,500,000	12,000,001港元 – 12,500,000港元	1	–
HK\$12,500,001 – HK\$13,000,000	12,500,001港元 – 13,000,000港元	–	1
HK\$17,500,001 – HK\$18,000,000	17,500,001港元 – 18,000,000港元	–	1
HK\$19,500,001 – HK\$20,000,000	19,500,001港元 – 20,000,000港元	–	1
HK\$25,000,001 – HK\$25,500,000	25,000,001港元 – 25,500,000港元	–	1
		5	5

13. FINANCE COSTS**13. 融資成本**

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Interest on:	利息：		
Bank borrowings wholly repayable within five years	須於五年內全數償還之銀行借貸	149,429	383,303
Bank borrowings not wholly repayable within five years	毋須於五年內全數償還之銀行借貸	1,556	2,741
Loan notes wholly repayable within five years	須於五年內全數償還之貸款票據	1,496	5,312
Short term loan included in amounts due to fellow subsidiaries repayable within five years	已計入須於五年內償還同系附屬公司之款項之短期貸款	52,943	35,840
Bonds wholly repayable within five years	須於五年內全數償還之債券	58,507	152,472
Convertible bonds wholly repayable within five years	須於五年內全數償還之可換股債券	–	17,103
Others	其他	6,383	1,011
		270,314	597,782
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	67,137	55,436
Finance costs	融資成本	203,177	542,346
		270,314	597,782

All interest expenses are derived from financial liabilities that are not carried at fair value through profit or loss.

所有利息開支乃來自非透過損益賬按公平價值處理之金融負債。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

14. PROFIT BEFORE TAXATION

14. 除稅前溢利

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 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	8,085	7,512
Under (over) provision in prior years	過往年度撥備不足(超額撥備)	70	(13)
		8,155	7,499
Amortisation of intangible assets	無形資產攤銷		
Computer software (included in administrative expenses)	電腦軟件(已計入行政費用)	8,155	5,272
Other intangible assets (included in other operating expenses)	其他無形資產(已計入其他經營費用)	212,770	247,454
Amortisation of prepaid land lease payments	預繳地價攤銷	5,969	5,278
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	194,066	364,604
Cost of properties held for sale and other inventories expensed	待出售物業及其他存貨開支成本	96,829	44,928
Depreciation	折舊	54,847	44,290
Expenses recognised for employee ownership scheme of SHK	就新鴻基之僱員股份擁有計劃確認之費用	9,652	-
Impairment loss for interest in an associate	一間聯營公司權益減值虧損	14,752	-
Impairment loss for intangible assets	無形資產減值虧損	69,000	84,000
Loss on disposal of an associate	出售一間聯營公司之虧損	28	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	742	4,779
Loss on early redemption of convertible bonds	提前贖回可換股債券之虧損	-	13,655
Net exchange loss	匯兌虧損淨額	13,878	-
Net realised loss on financial assets at fair value through profit or loss – equity securities (included in revenue)	透過損益賬按公平價值處理之金融資產之已變現虧損淨額 – 股本證券(計入收入)	287,577	-
Net realised and unrealised loss on unlisted investment funds (included in revenue)	非上市投資基金之已變現及未變現虧損淨額(計入收入)	129,407	-
Net unrealised loss on financial assets at fair value through profit or loss – equity securities (included in revenue)	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(計入收入)	178,829	16,997
Net unrealised loss on financial assets at fair value through profit or loss – derivatives (included in revenue)	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(計入收入)	-	41,913
Retirement benefit scheme contributions, net of forfeited contributions of HK\$1,232,000 (2007 : HK\$1,450,000) (note 56)	退休福利計劃供款，扣除為數1,232,000港元之沒收供款(二零零七年：1,450,000港元)(附註56)	31,375	27,460
Staff costs (including directors' emoluments but excluding contributions to retirement benefit scheme and employee ownership scheme of SHK)	員工成本(包括董事酬金但不包括退休福利計劃及新鴻基僱員股份擁有計劃供款)	804,394	845,723

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

14. PROFIT BEFORE TAXATION (CONT'D)

14. 除稅前溢利(續)

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 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	41,085	24,294
Dividend income from unlisted equity securities	非上市股本證券之股息收入	4,692	6,983
Discount on acquisition of additional interest in an associate (included in the share of results of associates)	於收購一間聯營公司額外權益時之折讓(計入應佔聯營公司業績)	33,987	242
Impairment loss reversed for interest in associates	已撥回聯營公司權益之減值虧損	-	26,873
Net exchange gain	匯兌收益淨額	-	13,261
Net profit on other dealing activities	其他買賣活動之溢利淨額	11,799	12,418
Net realised and unrealised profit on unlisted investment funds (included in revenue)	非上市投資基金之已變現及未變現溢利淨額(計入收入)	-	68,728
Net realised profit on financial assets at fair value through profit or loss – derivatives (included in revenue)	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 – 衍生工具(計入收入)	131,031	160,922
Net realised profit on financial assets at fair value through profit or loss – equity securities (included in revenue)	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 – 股本證券(計入收入)	-	107,734
Net profit on dealing in leveraged foreign currencies	槓桿外匯交易之溢利淨額	3,895	8,514
Net unrealised profit on financial assets at fair value through profit or loss – derivatives (included in revenue)	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 – 衍生工具(計入收入)	5,212	-
Profit on disposal of available-for-sale financial assets (included in other income)	出售可供出售金融資產之溢利(計入其他收入)	347,674	598,227
Profit on disposal of an investment property (included in other income)	出售一項投資物業之溢利(計入其他收入)	-	11,902
Profit on disposal of associates (included in other income)	出售聯營公司之溢利(計入其他收入)	-	9,611
Profit on disposal of a jointly controlled entity (included in other income)	出售一間共同控制企業之溢利(計入其他收入)	5	-
Profit on disposal of subsidiaries (included in other income)	出售附屬公司之溢利(計入其他收入)	-	49,581
Rental income from investment properties under operating leases, net of outgoings of HK\$24,998,000 (2007: HK\$24,982,000)	經營租約投資物業之租金收入，扣除支出24,998,000港元(二零零七年：24,982,000港元)	119,749	94,360
Share of profit from discontinued operations of a listed associate	應佔一間上市聯營公司終止經營業務之溢利	-	57,136

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

15. TAXATION

15. 稅項

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
The income tax (credit) charge comprises: 所得稅(抵免)支出包括:			
Current tax	本期稅項		
Hong Kong	香港	168,591	247,460
Other jurisdictions	其他司法地區	2,585	2,621
		171,176	250,081
Under (over) provision in prior years	過往年度撥備不足(超額撥備)		
Hong Kong	香港	2,245	465
Other jurisdictions	其他司法地區	59	(67)
		173,480	250,479
Deferred tax (note 31)	遞延稅項(附註31)		
Current year	本年度	(163,147)	(29,489)
Underprovision in prior years	過往年度撥備不足	-	1,005
Change of tax rate	稅率變動	(30,741)	-
		(193,888)	(28,484)
		(20,408)	221,995

Hong Kong Profits Tax is calculated at the rate of 16.5% (2007: 17.5%) of the estimated assessable profit for the year.

香港利得稅按年內估計應課稅溢利及稅率16.5%(二零零七年: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。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

15. TAXATION (CONT'D)

The (credit) charge for the year can be reconciled to the profit before taxation per the consolidated income statement as follows:

15. 稅項(續)

本年度稅項(抵免)支出與綜合收益賬列示之除稅前溢利之對賬如下:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Profit before taxation	除稅前溢利	65,608	3,280,804
Less: Share of results of associates	減: 應佔聯營公司業績	(295,853)	(264,712)
Share of results of jointly controlled entities	應佔共同控制企業業績	6,826	(131,106)
(Loss) profit attributable to the Company and subsidiaries	本公司及附屬公司應佔(虧損)溢利	(223,419)	2,884,986
Tax at Hong Kong Profits	以香港利得稅稅率16.5%		
Tax rate of 16.5%	(二零零七年: 17.5%)		
	計算之稅項	(36,865)	504,873
Effect of different income tax rates of overseas subsidiaries	海外附屬公司不同所得稅率之影響	375	(106)
Tax effect of expenses that are not deductible for tax purposes	不可用作扣稅支出之稅項影響	68,984	62,805
Tax effect of income that is not taxable for tax purposes	毋須課稅收入之稅項影響	(103,041)	(285,259)
Tax effect of tax losses not recognised	未確認稅務虧損之稅項影響	52,740	549
Tax effect of utilisation of tax losses previously not recognised	動用之前未確認稅務虧損之稅項影響	(3,435)	(22,208)
Tax effect of deductible temporary differences not recognised	未確認之不可用作扣稅臨時差額之稅項影響	29,308	-
Tax effect of utilisation of previously not recognised deductible temporary differences	動用之前未確認可扣稅臨時差額之稅項影響	-	(29,817)
Tax effect of derecognition of the deferred tax on early redemption of convertible bonds	提前贖回可換股債券時終止確認遞延稅項之稅項影響	-	(10,257)
Change of tax rate	稅率變動	(30,741)	-
Under provision in prior years	過往年度撥備不足	2,304	1,403
Others	其他	(37)	12
Taxation for the year	本年度稅項	(20,408)	221,995

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

16. (LOSS) EARNINGS PER SHARE

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

16. 每股(虧損)盈利

本公司股東應佔每股基本及攤薄(虧損)盈利乃按以下各項計算:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
(Loss) earnings	(虧損)盈利		
(Loss) earnings for the purposes of basic (loss) earnings per share ((loss) profit for the year attributable to equity holders of the Company)	用以計算每股基本(虧損)盈利之(虧損)盈利(本公司股東應佔本年度(虧損)溢利)	(144,431)	2,253,707
Adjustments to earnings in respect of the effect of dilutive potential ordinary shares arising from convertible bonds	由可換股債券所產生之普通股潛在攤薄效應對盈利作出之調整	-	20,500
(Loss) earnings for the purposes of diluted (loss) earnings per share	用以計算每股攤薄(虧損)盈利之(虧損)盈利	(144,431)	2,274,207
Number of shares	股份數目	'000	'000
Weighted average number of shares for the purpose of basic (loss) earnings per share	用以計算每股基本(虧損)盈利之股份加權平均數	5,650,536	5,450,954
Effect of dilutive potential ordinary shares arising from	以下項目產生之普通股潛在攤薄效應:		
- convertible bonds	- 可換股債券	-	226,696
- warrants	- 認股權證	-	398,246
Weighted average number of shares for the purpose of diluted (loss) earnings per share	用以計算每股攤薄(虧損)盈利之股份加權平均數	5,650,536	6,075,896

For the year ended 31st December, 2008, diluted loss per share did not assume the conversion of the outstanding warrants since their conversion would result in a decrease in loss per share.

由於兌換未行使認股權證將減少每股虧損，故截至二零零八年十二月三十一日止年度，每股攤薄虧損並無假設其已獲兌換。

17. DIVIDEND**17. 股息**

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Ordinary shares:	普通股:		
Proposed final dividend – nil (2007: HK3 cents per share)	建議之末期股息—無 (二零零七年: 每股3港仙)	-	169,453

The Board of Directors ("Board") does not recommend the payment of a final dividend for the year ended 31st December, 2008 (2007: HK3 cents per share).

董事會(「董事會」)不建議派發截至二零零八年十二月三十一日止年度之末期股息(二零零七年: 每股3港仙)。

In 2008 and 2007, the Company paid and recognised dividends of HK\$169,575,000 and HK\$80,595,000, representing HK3 cents and HK1.5 cents per share, being the final dividend of 2007 and 2006 respectively.

二零零八年及二零零七年，本公司已就二零零七年及二零零六年末期股息支付及確認股息169,575,000港元及80,595,000港元，分別等同於每股3港仙及每股1.5港仙。

for the year ended 31st December, 2008

18. INVESTMENT PROPERTIES**Fair value**

At 1st January	於一月一日
Exchange adjustment	匯兌調整
Additions	增加
Disposal	出售
Transferred from property, plant and equipment	轉撥自物業、廠房及設備
Transferred from properties held for sale	轉撥自待出售物業
(Decrease) increase in fair value recognised in the consolidated income statement	於綜合收益賬確認之公平價值(減少)增加
At 31st December	於十二月三十一日

The carrying amount of investment properties shown above comprises :

Properties in Hong Kong	於香港之物業
Long-term	長期
Medium-term	中期
Medium-term properties outside Hong Kong	香港境外之中期物業

The fair value of the Group's investment properties at 31st December, 2008 and 2007 have been arrived at on the basis of a valuation carried out at that date by Norton Appraisals Limited, a firm of independent and qualified professional valuers not connected with the Group. 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, 2008, the carrying value of investment properties pledged as security of the Group's bank and other borrowings amounted to HK\$3,094,370,000 (2007: HK\$3,592,200,000).

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.

截至二零零八年十二月三十一日止年度

18. 投資物業

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

	3,618,200	2,959,300
	(82)	–
	128,638	862
	–	(43,600)
	–	143,000
	39,554	78,760
	(597,107)	479,878
	3,189,203	3,618,200

上述投資物業之賬面值如下：

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

	2,529,400	2,957,300
	530,100	602,000
	129,703	58,900
	3,189,203	3,618,200

本集團投資物業於二零零八年及二零零七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。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。

於二零零八年十二月三十一日，本集團就銀行及其他借貸而抵押之投資物業之賬面值為3,094,370,000港元(二零零七年：3,592,200,000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57。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

19. PROPERTY, PLANT AND EQUIPMENT

19. 物業、廠房及設備

		Hotel property 酒店物業 HK\$'000 千港元	Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Leasehold improvements 租賃 樓宇裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俱、裝置 及設備 HK\$'000 千港元	Motor vehicles and vessels 汽車 及汽船 HK\$'000 千港元	Total 總計 HK\$'000 千港元
The Group Cost	本集團 成本						
At 1st January, 2007	於二零零七年一月一日	374,341	148,853	79,553	156,997	25,425	785,169
Exchange and other adjustments	匯兌及其他調整	-	-	23	61	-	84
Additions	增加	-	10,436	27,067	34,078	3,847	75,428
Transfer to investment properties	轉撥至投資物業	-	(143,494)	-	-	-	(143,494)
Revaluation surplus transfer to investment properties	轉撥至投資物業之 重估盈餘	-	36,985	-	-	-	36,985
Disposal of subsidiaries	出售附屬公司	-	-	(82)	(8,000)	-	(8,082)
Disposals	出售	-	-	(29,867)	(18,458)	(390)	(48,715)
At 31st December, 2007	於二零零七年 十二月三十一日	374,341	52,780	76,694	164,678	28,882	697,375
Exchange and other adjustments	匯兌及其他調整	-	-	128	-	-	128
Acquisition of a subsidiary	收購一間附屬公司	-	-	635	2,075	-	2,710
Additions	增加	-	2,091	37,298	38,858	700	78,947
Transfer	轉撥	-	-	(18,209)	18,209	-	-
Disposals	出售	-	-	(6,498)	(6,448)	(45)	(12,991)
At 31st December, 2008	於二零零八年 十二月三十一日	374,341	54,871	90,048	217,372	29,537	766,169
Accumulated depreciation and impairment	累計折舊及 減值						
At 1st January, 2007	於二零零七年一月一日	243,064	10,289	41,891	102,698	21,644	419,586
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	1,224	18,587	19,986	1,565	44,290
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)	(15,668)	(337)	(42,330)
Impairment loss reversed	已撥回減值虧損	(4,743)	-	-	-	-	(4,743)
At 31st December, 2007	於二零零七年 十二月三十一日	241,249	11,019	34,150	100,602	22,872	409,892
Exchange and other adjustments	匯兌及其他調整	-	1	4	(40)	-	(35)
Provided for the year	本年度撥備	3,015	1,120	23,277	25,603	1,832	54,847
Transfer	轉撥	-	-	(7,197)	7,197	-	-
Impairment loss reversed	已撥回減值虧損	(943)	-	-	-	-	(943)
Eliminated on disposals	出售時撇銷	-	-	(6,092)	(5,932)	(39)	(12,063)
At 31st December, 2008	於二零零八年 十二月三十一日	243,321	12,140	44,142	127,430	24,665	451,698
Carrying amounts	賬面值						
At 31st December, 2008	於二零零八年 十二月三十一日	131,020	42,731	45,906	89,942	4,872	314,471
At 31st December, 2007	於二零零七年 十二月三十一日	133,092	41,761	42,544	64,076	6,010	287,483

for the year ended 31st December, 2008

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

At 31st December, 2008, the carrying value of hotel property and leasehold land and buildings pledged as security of the Group's bank and other borrowings amounted to HK\$164,517,000 (2007: HK\$167,336,000).

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

The Company did not have any property, plant and equipment at 31st December, 2008 and 2007.

20. PREPAID LAND LEASE PAYMENTS

The Group's prepaid land lease payments comprise :

Leasehold land in Hong Kong	在香港之租賃土地
Long-term lease	長期租約
Medium-term lease	中期租約
Leasehold land outside Hong Kong	香港以外之租賃土地
Medium-term lease	中期租約
Short-term lease	短期租約
Analysed for reporting purposes as :	為呈報目的所作之分析 :
Non-current assets	非流動資產
Current assets	流動資產

At 31st December, 2008, the carrying value of prepaid land lease payments pledged as security of the Group's bank and other borrowings amounted to HK\$324,189,000 (2007: HK\$329,521,000).

截至二零零八年十二月三十一日止年度

19. 物業、廠房及設備(續)

於二零零八年十二月三十一日，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164,517,000港元(二零零七年：167,336,000港元)。

本集團列入物業、廠房及設備之租賃土地位於香港及根據長期租約持有。

本公司於二零零八年及二零零七年十二月三十一日並無任何物業、廠房及設備。

20. 預繳地價

本集團之預繳地價包括：

The Group 本集團	
2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
209,368	338,871
123,966	-
13,397	8,241
485	590
347,216	347,702
341,225	341,832
5,991	5,870
347,216	347,702

於二零零八年十二月三十一日，賬面值為324,189,000港元(二零零七年：329,521,000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。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

21. GOODWILL**21. 商譽**

		The Group	
		本集團	
		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Cost	成本		
At 1st January	於一月一日	2,603,378	2,627,011
Arising from acquisition of a subsidiary (note 51)	因收購一間附屬公司產生 (附註51)	17,686	-
Arising from acquisition of additional interests in subsidiaries	因收購附屬公司額外權益產生	21,407	18,270
Arising from increase in cost on acquisition of subsidiaries	因收購附屬公司成本增加產生	-	1,202
Release on deemed disposal of partial interests in a subsidiary	視為出售一間附屬公司部份權益時撥回	(53)	(6,243)
Release on disposal of subsidiaries	出售附屬公司時撥回	-	(36,862)
At 31st December	於十二月三十一日	2,642,418	2,603,378
Impairment	減值		
At 1st January	於一月一日	-	267
Release on disposal of subsidiaries	出售附屬公司時撥回	-	(267)
At 31st December	於十二月三十一日	-	-
Carrying amount	賬面值		
At 31st December	於十二月三十一日	2,642,418	2,603,378

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

22. INTANGIBLE ASSETS

22. 無形資產

		Computer software 電腦軟件		Exchange participation rights 交易所參與權	Trade mark 商標	Sales network 銷售網絡	Customer relationship 客戶關係	Web-domain Web-domain 網域	Club membership 會所會籍	Total 總計
		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, 2007	於二零零七年 一月一日	23,582	8,796	3,512	1,054,000	167,700	1,154,000	78,000	6,864	2,496,454
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	2,334	1,054,000	167,700	1,154,000	78,000	6,868	2,504,957
Exchange and other adjustments	匯兌及其他 調整	-	-	(13)	-	-	-	-	(4)	(17)
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	9,880	-	-	-	-	9,880
Additions	增加	13,466	13,342	-	-	-	-	-	-	26,808
Disposal	出售	(2,270)	-	-	-	-	-	-	-	(2,270)
At 31st December, 2008	於二零零八年 十二月三十一日	44,455	22,138	2,321	1,063,880	167,700	1,154,000	78,000	6,864	2,539,358
Amortisation and impairment	攤銷及減值									
At 1st January, 2007	於二零零七年 一月一日	13,201	-	1,311	-	4,223	62,182	2,754	1,042	84,713
Amortisation charged for the year	本年度已扣除之 攤銷	5,272	-	-	-	16,757	222,903	7,794	-	252,726
Impairment loss recognised	已確認減值虧損	-	-	-	7,000	-	77,000	-	-	84,000
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	-	1,071	7,000	20,980	362,085	10,548	1,042	421,199
Amortisation charged for the year	本年度已扣除之 攤銷	6,380	1,775	-	-	16,802	188,153	7,815	-	220,925
Impairment loss recognised	已確認減值虧損	-	-	-	-	-	69,000*	-	-	69,000
Disposal	出售	(2,247)	-	-	-	-	-	-	-	(2,247)
At 31st December, 2008	於二零零八年 十二月三十一日	22,606	1,775	1,071	7,000	37,782	619,238	18,363	1,042	708,877
Carrying amounts	賬面值									
At 31st December, 2008	於二零零八年 十二月三十一日	21,849	20,363	1,250	1,056,880	129,918	534,762	59,637	5,822	1,830,481
At 31st December, 2007	於二零零七年 十二月三十一日	14,786	8,796	1,263	1,047,000	146,720	791,915	67,452	5,826	2,083,758

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

22. INTANGIBLE ASSETS (CONT'D)**22. 無形資產(續)**

- * An impairment of customer relationship was made due to the decrease of value in use of customer relationship as shown in the valuation report prepared by Norton Appraisals Limited, a firm of independent valuers. This decrease was due to the revised two-year revenue forecast of United Asia Finance Limited Group as a result of the reduction in the number of existing customers (i.e. those customers existed on the completion date of the Group's acquisition of United Asia Finance Limited Group).

- * 客戶關係減值由於獨立估值師普敦國際評估有限公司編製之估值報告顯示客戶關係之使用價值減少而提撥。此項減少是由於亞洲聯合財務有限公司集團之現有客戶(即本集團收購亞洲聯合財務有限公司集團完成日期當時已有之客戶)人數減少,故此修訂兩年收入預測所致。

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

於業務合併時收購的無形資產於收購日期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) was adopted to determine the fair value of trade mark. It was 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 did 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 had arrived at discount rates from 11.8% to 19.59% with adjusted royalty rates from 2% to 5% to determine the fair value.

商標

商標公平價值的釐定以收入為基準(免專利費估值法)。由於各商標控股公司毋須就使用該項資產向第三方繳付公平的專利費,故商標乃以各控股公司應計的遞增除稅後現金流量為基礎進行估值。按所收購企業的可資比較風險系數估計,本集團計算出貼現率介乎11.8%至19.59%,而經調整專利費比率介乎2%至5%,以釐定公平價值。

Web-domain

The income-based approach (discounted cash flow method) was adopted to determine the fair value of web-domain. Based on beta estimate of the acquired enterprise's comparables, the Group had arrived at a discount rate of 11.8% to determine the fair value.

網域

網域的公平價值以收入法(即現金流量貼現法)計算。按各收購企業的可資比較風險系數估計,本集團計算出貼現率為11.8%,以釐定公平價值。

Customer Relationship and Sales Network

At the balance sheet date, the income-based approach (contributory charge method) was adopted to determine the value in use of customer relationship and sales network. This method is based on the present value of the net positive cash flows generated from customer relationship and sales network. The discount rates applied for the valuation of customer relationship and sales network are between 9.53% to 14.35%. The customer attrition rate applied to customer relationship is 18.5%.

客戶關係及銷售網絡

於結算日,客戶關係及銷售網絡的使用價值以收入法(收益估值法)釐定。該方法以客戶關係及銷售網絡所得現金流量淨額的現值為基準以估計回報率。客戶關係及銷售網絡估值所採用的折現率介乎9.53%至14.35%。客戶關係的客戶流失率為18.5%。

**The Company
Cost**

At 31st December, 2007 and
31st December, 2008

本公司
成本
於二零零七年十二月三十一日及
二零零八年十二月三十一日

**Club
membership
會所會籍**
HK\$'000
千港元

510

for the year ended 31st December, 2008

22. INTANGIBLE ASSETS (CONT'D)

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
Customer relationship	5.4 years
Web domain	10 years

23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES

For impairment testing, goodwill and intangible assets with indefinite useful lives at 31st December, 2008 were allocated to the following cash generating units.

截至二零零八年十二月三十一日止年度

22. 無形資產(續)

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
客戶關係	5.4年
網域	10年

23. 商譽及無固定使用年期的無形資產之減值測試

為進行減值測試，二零零八年十二月三十一日之商譽及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		Trade Mark 商標	
	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Consumer finance segment – United Asia Finance Limited (“UAF”) 私人財務分部 – 亞洲聯合財務有限公司 (「亞洲聯合財務」)	2,384,023	2,384,023	868,000	868,000
Healthcare segment – Quality Healthcare Asia Limited (“QHA”) 保健分部 – 卓健亞洲有限公司 (「卓健」)	151,580	120,743	188,880	179,000
Investment, broking and finance segment – SHK 投資、經紀及金融分部 – 新鴻基	106,815	98,612	–	–
	2,642,418	2,603,378	1,056,880	1,047,000

The recoverable amount of UAF represents the value in use at 31st December, 2008 based on a business valuation report of the UAF Group prepared by an independent qualified professional valuer, Norton Appraisals Limited. The income-based approach was adopted to determine the recoverable amount. It is based on a five-year performance projection and certain key assumptions including growth rates between 10.19% to 13.61% from 2009 to 2013 and a sustainable growth rate of 4.0% beyond 2013 and a discount rate of 8.53% to determine the value in use. The recoverable amount of UAF was determined to be in excess of its net carrying amount.

亞洲聯合財務的可收回金額指二零零八年十二月三十一日使用價值，乃根據獨立合資格專業估值師普敦國際評估有限公司編製亞洲聯合財務集團業務估值報告所釐定。可收回金額是按收入法釐定，根據五年業績預測以及若干主要假設(包括二零零九年至二零一三年的增長率介乎10.19%至13.61%及二零一三年後的可持續增長率為4.0%，而折現率為8.53%)，以釐定使用價值。亞洲聯合財務的可收回金額經確定為超過其賬面淨值。

for the year ended 31st December, 2008

25. AMOUNTS DUE FROM SUBSIDIARIES (CONT'D)

Other than the loan notes and bonds issued by SHK, terms of which are shown in notes 44 and 45, respectively none of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year. The Company assesses at year end whether there is objective evidence that the amounts due from subsidiaries are impaired. An impairment allowance is recognised when there is objective evidence of impairment as a result of one or more loss events having occurred that has an impact on the estimated future cash flows of subsidiaries that can be reliably estimated.

Gross amount of impaired amounts due from subsidiaries	附屬公司欠款之已減值總額
Less: Allowance for impairment recognised	減：已確認減值撥備
Net carrying amount of impaired amounts due from subsidiaries	附屬公司欠款之已減值賬面淨值

Particulars of the Company's principal subsidiaries at 31st December, 2008 are set out in note 60.

26. INTERESTS IN ASSOCIATES

Listed securities (note 26 (i))	上市證券(附註26(i))
Unlisted shares (note 26 (ii))	非上市股份(附註26(ii))

截至二零零八年十二月三十一日止年度

25. 附屬公司欠款(續)

除新鴻基發行的貸款票據及債券(其條款分別載於附註44及45)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。本公司於年結時評估有否客觀證據證實附屬公司欠款已減值。本公司會於有客觀證據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確認減值撥備。

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
	1,693,684	1,824,115
	(828,671)	(764,710)
	865,013	1,059,405

有關本公司於二零零八年十二月三十一日的主要附屬公司詳情載於附註60。

26. 於聯營公司之權益

	The Group 本集團	
	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
	3,784,868	3,133,689
	54,680	43,086
	3,839,548	3,176,775

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

26. INTERESTS IN ASSOCIATES (CONT'D)

26. 於聯營公司之權益(續)

		The Group 本集團	
		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Notes :	附註 :		
(i) Listed securities	(i) 上市證券		
Cost of investment	投資成本	2,436,472	2,116,152
Share of post-acquisition reserves	應佔收購後儲備	1,348,396	1,017,537
		3,784,868	3,133,689
Market value of listed securities	上市證券市值	1,182,841	5,675,691

At 31st December 2008, goodwill after impairment of HK\$1,832,000 arising on acquisition of associates is included in the cost of investment (2007: nil). The movement is set out in note 26(iii) below.

於二零零八年十二月三十一日，收購聯營公司時產生之減值後商譽1,832,000港元(二零零七年：無)列入投資成本。變動載於下文附註26(iii)。

		The Group 本集團	
		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
(ii) Unlisted shares	(ii) 非上市股份		
Cost of investment	投資成本	43,410	40,913
Share of post-acquisition reserves	應佔收購後儲備	12,070	2,973
		55,480	43,886
Less : Impairment loss recognised	減：已確認減值虧損	(800)	(800)
		54,680	43,086
(iii) Goodwill on acquisition of associates	(iii) 收購聯營公司所產生之商譽		

		The Group 本集團	
		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Cost	成本		
At 1st January	於一月一日	2,771	13,323
Acquisition of associates	收購聯營公司	14,752	-
Arising from increase in interest in associates	增持聯營公司權益時產生	1,832	-
Eliminated on disposal	出售時撇銷	-	(10,552)
At 31st December	於十二月三十一日	19,355	2,771
Impairment	減值		
At 1st January	於一月一日	(2,771)	(13,323)
Amount recognised during the year	年內確認之減值	(14,752)	-
Eliminated on disposal	出售時撇銷	-	10,552
At 31st December	於十二月三十一日	(17,523)	(2,771)
		1,832	-

The Group tests impairment annually or whenever there is an indication that interests in associates might be impaired based on the recoverable amounts of associates.

本集團每年測試減值，或於有跡象顯示於聯營公司之權益可能減值時根據聯營公司可收回金額進行減值測試。

Particulars of the Company's principal associates at 31st December, 2008 are set out in note 61.

本公司於二零零八年十二月三十一日之主要聯營公司詳情載於附註61。

for the year ended 31st December, 2008

26. INTERESTS IN ASSOCIATES (CONT'D)

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

Total assets	資產總額
Total liabilities	負債總額
Net assets	資產淨值
Minority interest	少數股東權益
Group's share of net assets of associates	本集團應佔聯營公司資產淨值
Revenue	收入
Profit for the year	年內溢利
Group's share of profit or loss of associates for the year	本集團應佔聯營公司之本年度溢利或虧損

截至二零零八年十二月三十一日止年度

26. 於聯營公司之權益(續)

本集團聯營公司之財務資料概述如下：

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
	16,073,878	15,338,032
	(5,449,731)	(6,100,341)
	10,624,147	9,237,691
	(291,234)	(390,549)
	3,838,516	3,177,575
	2,015,853	1,424,648
	467,436	739,956
	261,866	264,712

27. INTERESTS IN JOINTLY CONTROLLED ENTITIES**27. 於共同控制企業之權益**

Unlisted shares	非上市股份
Cost of investment	投資成本
Share of post-acquisition reserves	應佔收購後儲備
Elimination of unrealised profit	撇銷未變現溢利

	The Group 本集團	
	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
	17,572	1,436
	934,743	1,014,953
	952,315	1,016,389
	(17,622)	(17,622)
	934,693	998,767

Particulars of the Group's principal jointly controlled entities at 31st December, 2008 are set out in note 62.

本集團於二零零八年十二月三十一日之主要共同控制企業詳情載於附註62。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

27. INTERESTS IN JOINTLY CONTROLLED ENTITIES (CONT'D)**27. 於共同控制企業之權益(續)**

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

本集團於共同控制企業權益(以權益法入賬)之財務資料概述如下:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Non-current assets	非流動資產	1,299,623	1,405,269
Current assets	流動資產	144,790	136,067
Non-current liabilities	非流動負債	(372,359)	(411,903)
Current liabilities	流動負債	(119,739)	(113,044)
Group's share of net assets of jointly controlled entities	本集團應佔共同控制企業資產淨值	952,315	1,016,389
Revenue	收入	285,641	253,048
Expenses	開支	(234,638)	(216,943)
(Decrease) increase in fair value of investment properties	投資物業公平價值(減少)增加	(70,646)	124,000
Taxation	稅項	12,817	(28,999)
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	(6,826)	131,106

28. AVAILABLE-FOR-SALE FINANCIAL ASSETS**28. 可供出售金融資產**

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Listed equity investments issued by corporate entities, at fair value	Hong Kong	9,572	906,798
	Outside Hong Kong	26,329	256,044
		35,901	1,162,842
Unlisted equity investments issued by corporate entities at cost less impairment	由企業實體發行之非上市股本投資按成本扣除減值	169,711	165,758
Unlisted equity investments issued by corporate entities at fair value	由企業實體發行之非上市股本投資按公平價值	42,014	37,946
		247,626	1,366,546

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就持續策略或長期目標持有。

Further details of available-for-sale financial assets are disclosed in note 49.

可供出售金融資產之進一步詳情載於附註49。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

29. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS**29. 私人財務客戶貸款及墊款**

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Loans and advances to consumer finance customers	私人財務客戶貸款及墊款	4,732,199	3,913,237
Less: Allowance for impairment recognised	減：已確認減值撥備		
– Individually assessed	– 個別評估	(921)	(1,225)
– Collectively assessed	– 集體評估	(399,430)	(291,458)
		4,331,848	3,620,554
Less : Current portion	減：即期部份	(2,588,361)	(2,145,159)
		1,743,487	1,475,395

Movements in allowance for impairment recognised during the year were as follows:

本年已確認減值撥備變動如下：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
At 1st January	於一月一日	292,684	60,294
Exchange adjustments	匯兌調整	196	85
Released on disposal of subsidiaries	出售附屬公司時撥回	–	(160)
Amounts recovered	已收回款項	(304)	(198)
Amounts written off	已撇銷款項	(255,347)	(53,066)
Amounts charged to consolidated income statement	於綜合收益賬扣除之款項	363,122	285,729
		400,351	292,684
At 31st December	於十二月三十一日	400,351	292,684

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, aging analysis of accounts and on management's judgement, including the current creditworthiness and the past collection statistics of individually significant accounts or a portfolio of accounts on collective basis.

客戶財務部已審核私人財務客戶貸款及墊款，按可收回性評估、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)以估計減值撥備。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

29. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS (CONT'D)**29. 私人財務客戶貸款及墊款(續)**

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Gross amount of impaired loans under individual assessment	獨立評估之已減值貸款總額	3,404	4,020
Less: Allowance for impairment recognised under individual assessment	減：獨立評估之已確認減值撥備	(921)	(1,225)
Net carrying amount of impaired loans under individual assessment	獨立評估之已減值貸款賬面淨值	2,483	2,795

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	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Less than 31 days	少於31日	304,717	238,359
31 to 180 days	31至180日	109,315	136,474
		414,032	374,833

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.

所需擔保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。

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.

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。

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.

本集團政策為按序出售所收回的物業。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。

for the year ended 31st December, 2008

30. LOANS AND RECEIVABLES

截至二零零八年十二月三十一日止年度

30. 貸款及應收款項

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Term loan repayable over one year	一年後償還之有期貸款	78,000	–
Amounts repayable over one year	一年後償還之款項	229,191	–
Amounts due from investee companies	所投資公司欠款	–	6,686
Less: Allowance for impairment recognised	減: 已確認減值撥備	(25,690)	(1,447)
		281,501	5,239
Add: Long-term portion of trade and other receivables (note 34)	加: 貿易及其他應收款項之長期部份(附註34)	193	567
Less: Short-term portion of loans and receivables (note 34)	減: 貸款及應收款項之短期部份(附註34)	(117,527)	–
		164,167	5,806

An impairment allowance is recognised when there is objective evidence of impairment after the Group's evaluation of the collectability of loans and receivables. The movements in allowance for impairment were as follows:

本集團會在評估貸款及應收款項之可收回狀況發現有客觀證據顯示有減值時作出減值撥備。減值撥備變動如下:

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
At 1st January	於一月一日	(1,447)	(1,447)
Amounts charged to consolidated income statement	於綜合收益賬扣除之款項	(25,690)	–
Amounts recovered	撥回款項	1,447	–
At 31st December	於十二月三十一日	(25,690)	(1,447)

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Gross amount of impaired loans and receivables	已減值貸款及應收款項總額	229,191	6,686
Less: Allowance for impairment recognised	減: 已確認減值撥備	(25,690)	(1,447)
Net carrying amount of impaired loans and receivables	已減值貸款及應收款項賬面淨值	203,501	5,239

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

31. DEFERRED TAX

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

31. 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：

		The Group 本集團							
		Revaluation of Accelerated tax depreciation	properties and other assets	Con- vertible bonds	Provision and impairment	Unrealised profit	Un- distributed earnings and others	Tax losses	Total
		加速稅務 折舊	物業及其他 資產重估	可換股債券	撥備及減值	未變現溢利	未分配溢利 及其他	稅項虧損	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	HK\$'000 千港元	HK\$'000 千港元
At 1st January, 2007	於二零零七年一月一日	191,724	533,957	10,257	(45,469)	1,037	3,246	(104,297)	590,455
Exchange adjustments	滙兌調整	-	9	-	-	199	-	-	208
Released on disposal of subsidiaries	出售附屬公司時撥回	(376)	-	-	14	-	-	2,935	2,573
Charged (credited) to consolidated income statement	扣除自(計入)綜合收益賬	17,340	(10,637)	(10,257)	(20,615)	45	2,267	(6,627)	(28,484)
Charged (credited) to equity	扣除自(計入)權益	-	7,143	-	-	-	(32)	-	7,111
At 31st December, 2007	於二零零七年十二月三十一日	208,688	530,472	-	(66,070)	1,281	5,481	(107,989)	571,863
Exchange adjustments	滙兌調整	-	40	-	(28)	(98)	-	(24)	(110)
Effect of change of tax rate	稅率變動影響	(11,925)	(28,763)	-	3,776	-	-	6,171	(30,741)
Acquisition of subsidiaries	收購附屬公司	-	1,630	-	-	-	1,161	-	2,791
Charged (credited) to consolidated income statement	扣除自(計入)綜合收益賬	16,342	(115,459)	-	(12,726)	215	1,240	(52,759)	(163,147)
Credited to equity	計入權益	-	(1,351)	-	-	-	-	-	(1,351)
At 31st December, 2008	於二零零八年十二月三十一日	213,105	386,569	-	(75,048)	1,398	7,882	(154,601)	379,305

For the purpose of the 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抵銷。有關本集團財務報告的遞延稅項結餘分析如下：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債	501,805	638,439
Deferred tax assets	遞延稅項資產	(122,500)	(66,576)
		379,305	571,863

for the year ended 31st December, 2008

31. DEFERRED TAX (CONT'D)

The following is the deferred tax liability of the Company arising from the issuance of convertible bonds by the Company and movement thereon during the current and prior year:

Balance at 1st January	於一月一日之結餘
Credited to income statement	計入收益賬
Balance at 31st December	於十二月三十一日之結餘

At 31st December, 2008, the Group had unrecognised deductible temporary differences of HK\$869,684,000 (2007: HK\$693,814,000) and estimated unused tax losses of HK\$2,566,605,000 (2007: HK\$1,940,515,000) available for offset against future assessable profits. A deferred tax asset has been recognised in respect of HK\$936,977,000 (2007: HK\$617,077,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$1,629,628,000 (2007: HK\$1,323,438,000) 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\$2,839,000 and HK\$180,000 that will expire in 2011 and 2012 respectively, the remaining losses may be carried forward indefinitely.

At 31st December, 2008 the Company had estimated unused tax losses of HK\$19,479,000 (2007: HK\$27,209,000) 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.

截至二零零八年十二月三十一日止年度

31. 遞延稅項(續)

以下為本公司因發行可換股債券而產生之遞延稅項負債及其於年內與往年之變動：

		The Company	
		本公司	
		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
		-	10,257
		-	(10,257)
		-	-

於二零零八年十二月三十一日，本集團之未確認可扣稅臨時差額為869,684,000港元(二零零七年：693,814,000港元)及可抵銷未來應課稅溢利之估計未動用稅項虧損2,566,605,000港元(二零零七年：1,940,515,000港元)。其中就936,977,000港元(二零零七年：617,077,000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1,629,628,000港元(二零零七年：1,323,438,000港元)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2,839,000港元及180,000港元之虧損，分別將於二零一一年及二零一二年到期。其他虧損則可無限期結轉。

於二零零八年十二月三十一日，本公司可抵銷未來應課稅溢利之估計未動用稅項虧損為19,479,000港元(二零零七年：27,209,000港元)。因未能確定未來應課稅溢利流，故並無就該等虧損確認遞延稅項資產。稅項虧損可無限期結轉。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

32. PROPERTIES HELD FOR SALE AND OTHER INVENTORIES**32. 待出售物業及其他存貨**

		The Group	
		本集團	
		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Properties in Hong Kong, at net realisable value	於香港之物業，按可變現淨值	259,250	335,600
Freehold property outside Hong Kong, at cost	香港境外之永久業權物業，按成本	135,181	135,751
Medicine, dispensary supplies and other consumables	藥物、醫療用品及其他耗用品	15,945	11,341
Other inventories	其他存貨	100	117
		410,476	482,809

Certain of the Group's properties previously held for sale with a net realisable value of HK\$39,554,000 (2007: HK\$78,760,000) were rented out under operating leases during the year and were therefore reclassified as investment properties.

本集團之前所持有可變現淨值為39,554,000港元(二零零七年:78,760,000港元)之若干待出售物業已於年內按經營租約租出，並已重列為投資物業。

The freehold properties 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 sale of properties and property based investments for segment reporting purposes (note 6).

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。本集團擬將此資產變現。永久業權物業就分部呈報目的計入本集團之出售物業及與物業有關之投資內(附註6)。

At 31st December, 2008, the carrying value of properties pledged as security of the Group's bank and other borrowings amounted to HK\$394,431,000 (2007: HK\$471,351,000).

於二零零八年十二月三十一日，賬面值394,431,000港元(二零零七年:471,351,000港元)之物業已抵押，作為本集團銀行及其他借貸之抵押品。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

33. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**33. 透過損益賬按公平價值處理之金融資產**

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Held-for-trading investments, at fair value	持作交易投資，按公平價值		
Listed equity securities issued by corporate entities	企業實體發行之上市股本證券		
Hong Kong	香港	111,629	175,662
Outside Hong Kong	香港境外	24,207	214,735
issued by banks	銀行發行		
Hong Kong	香港	50,181	10,826
issued by public utilities	公營機構發行		
Hong Kong	香港	36	41
		186,053	401,264
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
Warrants and options listed in Hong Kong	於香港上市之認股權證及期權	12,263	30,290
Warrants and options listed outside Hong Kong	香港境外上市之認股權證及期權	-	36
Unlisted overseas warrants	非上市海外認股權證	3,149	12,336
Listed warrants issued by a listed associate	一間上市聯營公司發行之上市認股權證	1,162	-
Unlisted warrants issued by a listed associate	一間上市聯營公司發行之非上市認股權證	-	285,251
Unlisted bonds	非上市債券	5,193	-
Others	其他	802	779
		208,622	770,911
Equity securities in unlisted investment funds, at fair value	非上市投資基金中之股本證券，按公平價值		
Issued by corporate entities outside Hong Kong	香港境外企業實體發行	90,663	416,199
		299,285	1,187,110

Further details of the financial assets at fair value through profit or loss is disclosed in note 49.

透過損益賬按公平價值處理之金融資產之進一步詳情載於附註49。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

34. TRADE AND OTHER RECEIVABLES

34. 貿易及其他應收款項

		The Group 本集團			
		2008 二零零八年		2007 二零零七年	
		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	1,071,473		1,593,344	
– Less: Allowance for impairment recognised	– 減：已確認減值撥備	(26,516)		(22,851)	
			1,044,957		1,570,493
Secured term loans	有抵押定期貸款	789,314		611,058	
– Less: Allowance for impairment recognised	– 減：已確認減值撥備	(64,487)		(14,814)	
– Unsecured term loans	– 無抵押定期貸款	20,000		20,000	
			744,827		616,244
Margin loans	證券放款	2,366,940		3,192,825	
Less: Allowance for impairment recognised	減：已確認減值撥備	(120,393)		(76,277)	
			2,246,547		3,116,548
Interest receivables	應收利息	92,305	4,036,331	67,401	5,303,285
Less: Allowance for impairment recognised	減：已確認減值撥備	(6,388)		–	
			85,917		67,401
Other accounts receivable, deposits and prepayments	其他應收賬款、按金及預付款項		383,802		489,173
			4,506,050		5,859,859
Add: Short-term portion of loans and receivables (note 30)	加：貸款及應收款項之短期部份(附註30)		117,527		–
Less: Long-term portion of trade and other receivables (note 30)	減：貿易及其他應收款項之長期部份(附註30)		(193)		(567)
			4,623,384		5,859,292

for the year ended 31st December, 2008

34. TRADE AND OTHER RECEIVABLES (CONT'D)

The movements in the allowance for impairment were as follows:

		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	Interest receivables 應收利息 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1st January, 2007	於二零零七年一月一日	(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 consolidated income statement	於綜合收益賬扣除之款項	(1,244)	–	(30,036)	–	(31,280)
Release 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)
Exchange adjustments	匯兌調整	–	(1)	1	–	–
Amounts written off	撇銷款項	364	–	1,706	–	2,070
Amounts recovered	已收回款項	45	12,557	159	–	12,761
Amounts charged to consolidated income statement	於綜合收益賬扣除之款項	(4,074)	(62,229)	(45,982)	(6,388)	(118,673)
At 31st December, 2008	於二零零八年十二月三十一日	(26,516)	(64,487)	(120,393)	(6,388)	(217,784)

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

減值撥備變動如下：

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(根據應收貿易賬款、應收證券放款及有期貨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，便會在綜合收益賬確認。

截至二零零八年十二月三十一日止年度

34. 貿易及其他應收款項(續)

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

34. TRADE AND OTHER RECEIVABLES (CONT'D)

34. 貿易及其他應收款項(續)

		The Group 本集團					
		2008 二零零八年			2007 二零零七年		
		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
Impaired trade and other receivables under individual assessment	獨立評估之已減值貿易及其他應收款項						
- Trade receivables	- 應收貿易賬款	37,824	(26,516)	11,308	36,514	(22,851)	13,663
- Secured term loans	- 有抵押有期貸款	65,935	(64,487)	1,448	27,268	(14,814)	12,454
- Margin loans	- 證券放款	187,840	(120,393)	67,447	115,287	(76,277)	39,010
		291,599	(211,396)	80,203	179,069	(113,942)	65,127

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

於結算日已過期但並無減值的應收貿易賬款、有期貸款及證券放款的賬齡分析如下：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Less than 31 days	少於31日	236,680	117,766
31 to 180 days	31至180日	55,414	73,707
181 to 365 days	181至365日	25,362	21,474
Over 365 days	365日以上	11,755	42,258
		329,211	255,205
Trade and other receivables that were not past due nor impaired	未有過期或減值之貿易及其他應收款項	4,294,173	5,604,087
		4,623,384	5,859,292

Listed securities, unlisted securities and properties of clients were held as collateral against secured margin loans and term loans. The fair value of the listed securities at 31st December, 2008 was HK\$5,195,667,000 (2007 : HK\$26,501,188,000).

客戶之上市證券，非上市證券與物業作為有抵押證券放款及有期貸款之抵押品。上述上市證券於二零零八年十二月三十一日之公平價值為5,195,667,000港元(二零零七年：26,501,188,000港元)。

Further details of the trade and other receivables are disclosed in note 49.

貿易及其他應收款項之進一步詳情載於附註49。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

35. AMOUNTS DUE FROM ASSOCIATES

35. 聯營公司欠款

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Advances	墊款	110,292	68,031
Loans notes	貸款票據	-	78,000
		110,292	146,031
Less : Allowance for impairment recognised	減 : 已確認減值撥備	(8,447)	(8,447)
		101,845	137,584

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 movements in the allowance for impairment were as follows:

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。減值撥備之變動情況如下：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Balance at 1st January	於一月一日結餘	8,447	2,125
Amount written off	撇銷款項	-	(2,125)
Reclassification	重新分類	-	8,428
Charged to consolidated income statement	於綜合收益賬扣除	-	19
Balance at 31st December	於十二月三十一日結餘	8,447	8,447

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Gross amount of impaired amounts due from associates	聯營公司欠款已減值總額	64,704	64,637
Less: Allowance for impairment recognised	減 : 已確認減值撥備	(8,447)	(8,447)
Net carrying amount of impaired amounts due from associates	聯營公司欠款已減值賬面淨值	56,257	56,190

Further details of amounts due from associates are disclosed in note 49.

聯營公司欠款之進一步詳情載於附註49。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

36. CASH AND CASH EQUIVALENTS**36. 現金及現金等價物**

	The Group 本集團
	2008 二零零八年
	HK\$'000 千港元
Bank balances and cash	1,292,568
Fixed deposits with banks	736,039
Treasury bills	7,740
	2,036,347

	The Group 本集團	2007 二零零七年
	2008 二零零八年	2007 二零零七年
	HK\$'000 千港元	HK\$'000 千港元
	1,292,568	945,080
	736,039	789,427
	7,740	7,724
	2,036,347	1,742,231

	The Company 本公司
	2008 二零零八年
	HK\$'000 千港元
Bank balances and cash	1,525
Fixed deposits with banks	-
	1,525

	The Company 本公司	2007 二零零七年
	2008 二零零八年	2007 二零零七年
	HK\$'000 千港元	HK\$'000 千港元
	1,525	8,687
	-	20,000
	1,525	28,687

The Group maintains trust and segregated accounts with licensed banks to hold clients' deposits arising from normal business transactions. At 31st December, 2008, trust and segregated accounts not dealt with in these financial statements totalled HK\$4,114,140,000 (2007: HK\$5,255,971,000).

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存款。於二零零八年十二月三十一日，信託及獨立賬戶並未包括於本財務報表下之金額合計為4,114,140,000港元(二零零七年：5,255,971,000港元)。

Further details of the cash and cash equivalents are disclosed in note 49.

現金及現金等價物之進一步詳情載於附註49。

37. TRADE AND OTHER PAYABLES**37. 貿易及其他應付款項**

Included in trade and other payables are trade payables of HK\$1,148,447,000 (2007 : HK\$1,426,508,000), the aging analysis of which is stated as follows:

計入貿易及其他應付款項內之款項為應付貿易賬款1,148,447,000港元(二零零七年：1,426,508,000港元)，其賬齡分析如下：

	The Group 本集團
	2008 二零零八年
	HK\$'000 千港元
Less than 31 days	1,119,397
31 to 180 days	18,847
181 to 365 days	3,161
Over 365 days	7,042
	1,148,447

	The Group 本集團	2007 二零零七年
	2008 二零零八年	2007 二零零七年
	HK\$'000 千港元	HK\$'000 千港元
	1,119,397	1,398,922
	18,847	12,444
	3,161	2,062
	7,042	13,080
	1,148,447	1,426,508

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

38. SHARE CAPITAL**38. 股本**

		Number of shares 股份數目	Value 價值 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$2.00 each at 1st January, 2007	於二零零七年一月一日 每股面值2.00港元之普通股	3,000,000,000	6,000,000
Subdivision of shares	股份拆細	27,000,000,000	-
Ordinary shares of HK\$0.20 each at 31st December, 2007 and 31st December, 2008	於二零零七年十二月三十一日 及二零零八年十二月三十一日 每股面值0.20港元之普通股	<u>30,000,000,000</u>	<u>6,000,000</u>
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$2.00 each at 1st January, 2007	於二零零七年一月一日 每股面值2.00港元之普通股	537,299,526	1,074,599
Exercise of warrant subscription rights before subdivision of shares	股份拆細前行使認股權證 認股權	8,736,582	17,473
Subdivision of shares	股份拆細	4,914,324,972	-
Exercise of warrant subscription rights after subdivision of shares	股份拆細後行使 認股權證 認股權	<u>185,926,340</u>	<u>37,186</u>
Ordinary shares of HK\$0.20 each at 31st December, 2007	於二零零七年十二月三十一日 每股面值0.20港元之普通股	5,646,287,420	1,129,258
Exercise of warrant subscription rights	行使認股權證認股權	6,202,100	1,240
Shares repurchased and cancelled	已購回及註銷股份	<u>(1,054,000)</u>	<u>(211)</u>
Ordinary shares of HK\$0.20 each at 31st December, 2008	於二零零八年十二月三十一日 每股面值0.20港元之普通股	<u>5,651,435,520</u>	<u>1,130,287</u>

Subdivision of shares

On 20th August, 2007, an ordinary resolution was passed by the shareholders at an extraordinary general meeting of the Company pursuant to which each of the existing issued and unissued shares of the Company of HK\$2.00 per share were subdivided into ten shares of HK\$0.20 each with effect from 21st August, 2007.

股份拆細

二零零七年八月二十日，股東於本公司股東特別大會通過普通決議案，將本公司每股面值2.00港元之現已發行及未發行股份拆細為十股每股面值0.20港元之股份，自二零零七年八月二十一日起生效。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

39. WARRANTS

A bonus issue of warrants on the basis of one warrant for every five shares held was proposed by the Board on 12th April, 2006. The condition of the issue of the bonus warrants was fulfilled on 29th May, 2006 and 107,430,380 warrants were issued on 5th June, 2006.

The warrant holders were entitled to subscribe in cash for one fully paid share at an initial subscription price of HK\$10.00 per share, subject to adjustment, at any time from 7th June, 2006 to 20th August, 2007 (both days inclusive). Since 21st August, 2007 (the share subdivision date), the warrant holders were entitled to subscribe in cash for ten fully paid shares at an initial subscription price of HK\$1.00 per share, subject to adjustment, at any time up to 6th June, 2009. During the year ended 31st December, 2008, 620,210 warrants were converted into 6,202,100 ordinary shares at a subscription price of HK\$1.00 per share. Accordingly, 79,333,329 warrants were outstanding at 31st December, 2008. Exercise in full of the outstanding warrants would result in the issue of 793,333,290 additional shares with an aggregate subscription value of HK\$793,333,290.

40. SHARE PREMIUM AND RESERVES

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
Capital reserve	資本儲備
Accumulated profits	累計溢利
Dividend reserve	股息儲備

39. 認股權證

二零零六年四月十二日，董事會建議按每持有五股股份可獲發一份認股權證之基準進行供股。發行之條件於二零零六年五月二十九日已達成，107,430,380份認股權證已於二零零六年六月五日獲發行。

自二零零六年六月七日至二零零七年八月二十日(包括首尾兩日)任何時間，認股權證持有人可按每股10.00港元(或會調整)之初步認購價以現金認購一股繳足股款股份。自二零零七年八月二十一日(股份拆細日期)起至二零零九年六月六日任何時間，認股權證持有人可按每股1.00港元(或會調整)之初步認購價以現金認購十股繳足股款股份。截至二零零八年十二月三十一日止年度，620,210份認股權證按每股1.00港元之認購價兌換為6,202,100股普通股。因此，於二零零八年十二月三十一日，79,333,329份認股權證尚未獲行使。倘尚未行使認股權證獲悉數行使，則本公司會發行793,333,290股總認購值為793,333,290港元之額外股份。

40. 股份溢價及儲備

The Group	
本集團	
2008	2007
二零零八年	二零零七年
HK\$'000	HK\$'000
千港元	千港元
741,277	736,328
56,880	56,210
342,839	929,019
72,255	72,044
120,899	44,275
(11,705)	(3,880)
7,839,227	8,014,899
-	169,453
9,161,672	10,018,348

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

40. SHARE PREMIUM AND RESERVES (CONT'D)

40. 股份溢價及儲備(續)

The Company	本公司	Convertible	Capital	Accumulated	Dividend	Total	
		bonds equity	redemption				
Share	Share	reserve	reserve	profits	reserve	Total	
premium	premium	可換股債券	資本贖回	累計溢利	股息儲備	總計	
HK\$'000	HK\$'000	股本儲備	儲備	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	
At 1st January, 2007	於二零零七年一月一日	517,824	48,660	72,044	1,327,381	80,595	2,046,504
Released on early redemption of convertible bonds	提前贖回可換股債券時撥回	-	(48,660)	-	5,832	-	(42,828)
Exercise of warrants	行使認股權證	218,504	-	-	-	-	218,504
Dividend paid	已付股息	-	-	-	-	(80,595)	(80,595)
Proposed final dividend	擬派末期股息	-	-	-	(169,453)	169,453	-
Profit attributable to equity holders	股東應佔溢利	-	-	-	1,029,641	-	1,029,641
At 31st December, 2007	於二零零七年十二月三十一日	736,328	-	72,044	2,193,401	169,453	3,171,226
Exercise of warrants	行使認股權證	4,949	-	-	-	-	4,949
Shares repurchased and cancelled	已購回及註銷股份	-	-	211	(915)	-	(704)
Adjustment to 2007 final dividend	調整二零零七年末期股息	-	-	-	(122)	122	-
Dividend paid	已付股息	-	-	-	-	(169,575)	(169,575)
Profit attributable to equity holders	股東應佔溢利	-	-	-	235,767	-	235,767
At 31st December, 2008	於二零零八年十二月三十一日	741,277	-	72,255	2,428,131	-	3,241,663

The Company's reserves available for distribution to equity holders at 31st December, 2008 are represented by accumulated profits and dividend reserve totalling HK\$2,428,131,000 (2007: HK\$2,362,854,000).

於二零零八年十二月三十一日，本公司可供分派予股東之儲備以合共2,428,131,000港元（二零零七年：2,362,854,000港元）的累計溢利及股息儲備呈列。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

41. AMOUNTS DUE TO SUBSIDIARIES

The amounts due to subsidiaries are unsecured. At 31st December, 2008, except an amount of HK\$270,794,000 which bears interest at Hong Kong Prime Rate less 1.5% per annum and not repayable within one year, the remaining balances are non-interest bearing and repayable on demand and hence shown as current. At 31st December, 2007, all amounts due to subsidiaries are non-interest bearing and repayable on demand and hence shown as current.

41. 欠附屬公司款項

欠附屬公司款項為無抵押。於二零零八年十二月三十一日，除270,794,000港元之金額按香港最優惠貸款利率減1.5厘之年利率計息且毋須於一年內償還外，剩下結餘為免息及須於要求時償還，故入賬列為流動負債。於二零零七年十二月三十一日，所有欠附屬公司款項均為免息及須於要求時償還，故入賬列為流動負債。

42. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

42. 透過損益賬按公平價值處理之金融負債

		The Group 本集團	
		2008 二零零八年	2007 二零零七年
		HK\$'000 千港元	HK\$'000 千港元
Stock options listed in Hong Kong	於香港上市之購股權	14,107	31,547
Stock borrowings	股票借貸	2,483	-
Index futures listed overseas	海外上市之指數期貨	-	2,546
Equity and currency OTC derivatives	股本及貨幣場外衍生工具	20,714	24,921
Financial guarantee contract	財務保證合約	-	70
		37,304	59,084

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

43. BANK AND OTHER BORROWINGS

43. 銀行及其他借貸

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Bank borrowings comprise:	銀行借貸包括：		
Bank loans	銀行貸款	3,776,629	3,633,233
Bank overdrafts	銀行透支	-	18,000
		3,776,629	3,651,233
Other borrowings	其他借貸	106,424	19,723
		3,883,053	3,670,956
Analysed as:	列為：		
Secured	有抵押	1,964,129	1,921,233
Unsecured	無抵押	1,918,924	1,749,723
		3,883,053	3,670,956
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	於要求時或一年內	1,305,320	871,641
More than one year but not exceeding two years	一年以上但不超過兩年	237,969	721,872
More than two years but not exceeding five years	兩年以上但不超過五年	2,194,040	1,998,510
More than five years	五年以上	39,300	59,210
		3,776,629	3,651,233
Other borrowings are repayable as follows:	其他借貸償還期限如下：		
On demand or within one year	於要求時或一年內	98,483	19,723
More than two years but not exceeding five years	兩年以上但不超過五年	7,941	-
		106,424	19,723
		3,883,053	3,670,956
Less: Amount repayable within one year and shown under current liabilities	減：須於一年內償還並列於流動負債之款項	(1,403,803)	(891,364)
Amount due after one year	一年後到期之款項	2,479,250	2,779,592

The Group have bank loans of HK\$86,108,000 and HK\$1,571,000 which are denominated in Australian Dollars and United States Dollars respectively. Further details of the bank and other borrowings are disclosed in note 49.

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

本集團有銀行貸款86,108,000港元及1,571,000港元分別以澳元及美元列賬。銀行及其他借貸之其他詳情載於附註49。

本集團作為銀行借貸抵押之資產詳情載於附註57。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

44. LOAN NOTES**44. 貸款票據**

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Principal	本金		
At 1st January	於一月一日	69,637	69,637
Repayment and cancellation	償還及註銷	(69,637)	-
At 31st December	於十二月三十一日	-	69,637
Difference using the effective interest method	採用實際利率法之差額		
At 1st January	於一月一日	(471)	(2,998)
Interest expense	利息支出	471	2,527
At 31st December	於十二月三十一日	-	(471)
Carrying amounts at 31st December	於十二月三十一日之賬面值	-	69,166

The loan notes bore interest at 4% per annum and were repaid on 7th March, 2008. The effective interest rate was 7.9% per annum.

貸款票據以年利率4厘計息，並已於二零零八年三月七日償還。實際年利率為7.9厘。

45. BONDS**45. 債券**

The bonds are due to a fellow subsidiary bearing interest at the rate of 1% above Hong Kong Interbank Offered Rate ("HIBOR") per annum and payable half-yearly in arrears. The interest rate is repriced on the first day of every six-month period. They are due for repayment on 24th August, 2009 with an option exercisable by the Group on a reasonable market terms over HIBOR prevailing at the time, to extend for a further term of three years. The bonds are secured by a share mortgage over the share in a subsidiary, UAF Holdings Limited, with a carrying value of HK\$4,344,900,000 at the balance sheet date (2007: HK\$4,185,800,000).

該等債券為結欠一間同系附屬公司，其年息為香港銀行同業拆息(「香港銀行同業拆息」)加1厘及須每半年支付前期利息。息率於每六個月期間之首日重新釐定。該等債券須於二零零九年八月二十四日償還，但本集團可選擇按當時適用之香港銀行同業拆息釐定之合理市場條件再延期三年。該等債券由附屬公司UAF Holdings Limited的股份作股份按揭抵押，於結算日抵押股份之賬面值為4,344,900,000港元(二零零七年：4,185,800,000港元)。

for the year ended 31st December, 2008

46. PROVISIONS

Provisions:	撥備：
At 1st January, 2008	於二零零八年一月一日
Acquisition of a subsidiary	收購一間附屬公司
Additional provisions for the year	年內額外撥備
Amount written back	撥回金額
Amount utilised during the year	年內已動用金額
Amount paid during the year	年內已付款項
At 31st December, 2008	於二零零八年十二月三十一日
Less : Current portion	減：即期部份
Non-current portion	非即期部份

* Included in provisions as at 31st December, 2008 was HK\$34,441,000 in respect of the repurchase of Lehman Brothers Minibonds from certain clients which was completed on 19th March, 2009.

47. OTHER LIABILITIES

Advance from minority shareholders	少數股東墊款
Obligations under finance leases	融資租賃承擔
Less: Current portion	減：即期部份
Non-current portion	非即期部份

截至二零零八年十二月三十一日止年度

46. 撥備

	The Group 本集團		
	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
At 1st January, 2008	69,541	10,059	79,600
Acquisition of a subsidiary	147	476	623
Additional provisions for the year	35,909	39,359	75,268
Amount written back	(12,120)	(107)	(12,227)
Amount utilised during the year	(7,144)	–	(7,144)
Amount paid during the year	(48,510)	(235)	(48,745)
At 31st December, 2008	37,823	49,552*	87,375
Less : Current portion	(21,960)	(40,693)	(62,653)
Non-current portion	15,863	8,859	24,722

* 於二零零八年十二月三十一日撥備之款項包括有關向若干客戶購回雷曼兄弟迷你債券34,441,000港元，其已於二零零九年三月十九日完成。

47. 其他負債

	The Group 本集團	
	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Advance from minority shareholders	593	729
Obligations under finance leases	3	8
Less: Current portion	596 (596)	737 (734)
Non-current portion	–	3

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

48. 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 strategy remains unchanged from prior year.

The capital structure of the Group consists of debts (which includes bank and other borrowings, 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 includes the Group's bank and other borrowings, bonds, loan notes and amounts due to fellow subsidiaries less short term pledged bank deposits and cash and cash equivalents. The equity comprises all components of equity attributable to the equity holders of the Company.

The gearing ratio at the balance sheet date was as follows:

Bank and other borrowings	銀行及其他借貸
Amounts due to fellow subsidiaries	欠同系附屬公司款項
Bonds	債券
Loan notes	貸款票據
Less: short-term pledged bank deposits	減：短期銀行抵押存款
cash and cash equivalents	現金及現金等價物
Net debt	債務淨額
Equity attributable to equity holders of the Company	本公司股東應佔權益
Gearing ratio	負債資產比率

48. 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(包括銀行及其他借貸、債券及貸款票據)與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、債券、貸款票據及欠同系附屬公司款項減短期銀行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。

於結算日的負債資產比率如下：

		The Group 本集團	
		2008 二零零八年	2007 二零零七年
		HK\$'000 千港元	HK\$'000 千港元
		3,883,053	3,670,956
		2,157,465	76,183
		900,000	2,800,000
		-	69,166
		6,940,518	6,616,305
		(130,500)	(121,000)
		(2,036,347)	(1,742,231)
		4,773,671	4,753,074
		10,291,959	11,147,606
		46.4%	42.6%

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

49. FINANCIAL INSTRUMENTS

49. 金融工具

49a. 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:

49a. 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	
	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Financial assets at fair value through profit or loss				
– Held-for-trading investments (note 33)	208,622	770,911	–	–
– Equity securities in unlisted investment funds (note 33)	90,663	416,199	–	–
	299,285	1,187,110	–	–
Loans and receivables under non-current assets				
– Loans and advances to consumer finance customers (note 29)	1,743,487	1,475,395	–	–
– Loans and receivables (note 30)	164,167	5,806	–	–
– Amounts due from subsidiaries (note 25)	–	–	2,972,460	80,305
Loans and receivables under current assets				
– Short-term pledged bank deposits	130,500	121,000	129,000	120,000
– Cash and cash equivalents (note 36)	2,036,347	1,742,231	1,525	28,687
– Amounts due from subsidiaries (note 25)	–	–	1,579,228	4,126,049
– Trade and other receivables (note 34)	4,623,384	5,859,292	622	1,106
– Loans and advances to consumer finance customers (note 29)	2,588,361	2,145,159	–	–
– Amounts due from associates (note 35)	101,845	137,584	–	–
– Amount due from a jointly controlled entity	3,375	2,192	–	–
	11,391,466	11,488,659	4,682,835	4,356,147
Available-for-sale financial assets (note 28)	247,626	1,366,546	–	–
	11,938,377	14,042,315	4,682,835	4,356,147

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

49. FINANCIAL INSTRUMENTS (CONT'D)**49. 金融工具(續)****49a. Categories of financial instruments (Cont'd)**

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

49a. 金融工具分類(續)

本集團及本公司金融負債於結算日之賬面值如下：

	The Group 本集團		The Company 本公司	
	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Financial liabilities measured at amortised cost				
按攤銷成本計算的金融負債				
– Bank and other borrowings (note 43)	3,883,053	3,670,956	–	–
– 銀行及其他借貸(附註43)				
– Trade and other payables (note 37)	1,634,670	2,067,778	889	6,902
– 貿易及其他應付款項(附註37)				
– Amount due to ultimate holding company	7,328	14,351	6,614	14,351
– 欠最終控股公司款項				
– Amounts due to subsidiaries (note 41)	–	–	303,906	34,934
– 欠附屬公司款項(附註41)				
– Amounts due to fellow subsidiaries	2,157,465	76,183	–	–
– 欠同系附屬公司款項				
– Amounts due to associates	13,842	12,605	–	–
– 欠聯營公司款項				
– Amounts due to jointly controlled entities	14,111	39,063	–	–
– 欠共同控制企業款項				
– Loan notes (note 44)	–	69,166	–	–
– 貸款票據(附註44)				
	7,710,469	5,950,102	311,409	56,187
Financial liabilities at fair value through profit or loss (note 42)				
透過損益賬按公平價值處理之金融負債(附註42)				
	37,304	59,084	–	–
	7,747,773	6,009,186	311,409	56,187

for the year ended 31st December, 2008

49. FINANCIAL INSTRUMENTS (CONT'D)

49b. Fair Value of Financial Assets and Liabilities

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

The fair value of financial assets and financial liabilities (including derivative 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 values of unlisted warrants issued by a listed associate included in financial assets at fair value through profit or loss are determined in accordance with generally accepted pricing models on the basis of current market data as input.

The fair values of unlisted investment funds and unlisted securities without an active market included in financial assets at fair value through profit or loss and available-for-sale financial assets were established by reference 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.

The fair values of unlisted warrants included in financial assets at fair value through profit or loss are estimated using the Black-Scholes Option Pricing model. Due to the non-availability of quoted prices of the equity and currency OTC derivatives (included in financial liabilities at fair value through profit or loss) 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 provided by respective counterparties at year-end.

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

截至二零零八年十二月三十一日止年度

49. 金融工具(續)

49b. 金融資產及負債之公平價值

金融資產及金融負債之公平價值釐定如下：

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

計入透過損益賬按公平價值處理之金融資產的由一間上市聯營公司發行之非上市認股權證的公平價值，乃參照公認定價模式以現行市場數據作為參數而釐定。

計入透過損益賬按公平價值處理之金融資產及可供出售金融資產的並無活躍市場之非上市投資基金及非上市證券的公平價值，乃參照有關基金管理員的報價或使用包括近期經公平磋商的交易、參考大致相同之其他投資產品及公認定價模式等估值方法而建立。

計入透過損益賬按公平價值處理之金融資產之非上市認股權證的公平價值使用畢蘇期權定價模式估計。由於缺乏股權及貨幣場外衍生工具(計入透過損益賬按公平價值處理之金融負債)的報價，加上現行市況欠佳致使近月並無有關衍生工具的市場交易，故此本集團參考各交易方於年末日提供的價格估計有關公平價值。

董事認為，於綜合財務報表按攤銷成本列賬的金融資產及金融負債的賬面值與其公平價值相若。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

49. FINANCIAL INSTRUMENTS (CONT'D)

49. 金融工具(續)

49c. Financial Risk Management

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

The Group's risk management governance structure is designed to cover all business activities and to ensure all relevant risk classes are properly managed and controlled. The Group has adopted a sound risk management organisational structure equipped with comprehensive policies and procedures which are being reviewed regularly and enhanced when necessary in response to changes in markets and the Group's operating environment or business strategies.

The Board, representing the interests of the shareholders, has the ultimate responsibility to ensure proper risk management. The Board, with the assistance of its committees, sets out the appropriate risk management framework and oversees its implementation to ensure overall effectiveness of systems, methodologies and policies. The relevant risk management committee ("RMC"), established by the board of directors of the relevant group companies as standing committee and supported by the Risks Control, is charged with the mission to define, analyse, and implement the monitoring of the various risks which may be encountered by the Group from in its business undertakings. The function of the credit committee ("CM"), which reports to the executive committees of the respective board of directors of the group companies, is to ensure the proper and sufficient counterparty risk management of the Group. The Group's relevant independent control divisions, namely Internal Audit, Compliance and Risks Control, play an important role in the provision of assurance to the relevant board of directors and management that a sound internal risk mechanism is implemented, maintained and adhered to.

49c. 金融風險管理

金融服務業本身存在風險，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。本集團深信風險管理與業務增長兩者同樣重要。本集團的業務存在的主要金融風險為市場風險(包括股票風險、利率風險及外匯風險)、信貸風險及流動資金風險。本集團的風險管理目標是確保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所有業務活動，以確保所有有關風險類別已妥為管理及監控。集團已採納一個妥善的風險管理組織架構，並附有完善的政策及程序，有關政策及程序會定期進行檢討，並在有需要時因應市場及本集團經營環境之變動或業務策略而加強。

董事會代表股東的權益，肩負起確保妥善風險管理的最終使命。董事會在轄下委員會的協助下，著手適當之風險管理框架並監督執行，確保系統、方法及政策之整體效能。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」)在風險控制部的協助下，負責界定、分析及實施監察本集團所從事業務面對的各種風險。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，以確保妥善及充份管理本集團交易對手風險。本集團的有關獨立控制部門(即內部審核、規章及風險控制)擔任重要職務，向相關董事會及管理層確保實施、維持及遵守穩健的內部風險機制。

for the year ended 31st December, 2008

49. FINANCIAL INSTRUMENTS (CONT'D)

49c. Financial Risk Management (cont'd)

(a) Market Risk

(i) Equity Risk

There are many asset classes available for investment in the marketplace. One of the Group's key business undertakings is investing in equity. Market risk arising from any equity investments is driven by the daily fluctuations in market prices or fair values. The ability to mitigate such risk depends on the availability of any hedging instruments and the diversification level of the investment portfolios undertaken by the Group. More importantly, the knowledge and experience of the trading staff managing the risk are also vital to ensure exposure is being properly hedged and rebalanced in the most timely manner. Trading activities, including market-making and proprietary trading, across the Group are subject to limits approved by the RMC. These limits are recommended and proposed by Risks Control after consulting with the relevant Trading Heads to understand their risk appetite. Risks Control independently monitors and reports risk positions of all the Group's trading activities including cash equities and equity derivatives. Valuation of these instruments are measured on both "mark-to-mark" and "mark-to-fair" basis depending on whether they are listed or unlisted. Value at Risk ("VaR") and stress tests are employed in the assessment of risk. Meanwhile other non-VaR limits such as "maximum loss" and "position" limits are also being out to restrict excessive risk undertakings. VaR and stress tests are approaches which is widely used in the financial industry as tools to quantify risk by combining the size of a position and the extent of a potential market movement into a potential financial impact.

The Group's market-making and proprietary trading positions and their financial performance are reported daily to senior management for review. Internal Audit also performs sanity check to ensure there is adequate compliance in accordance with established market risk limits and guidelines.

截至二零零八年十二月三十一日止年度

49. 金融工具(續)

49c. 金融風險管理(續)

(a) 市場風險

(i) 股票風險

市場內有不少可供投資的資產類別，而本集團所進行之主要業務之一為股票投資。任何股票投資所產生之市場風險皆因每日市價或公平價值波動而起，緩和該等風險的能力視乎有否預備任何對沖工具及本集團所擁有投資組合的分散程度。更重要的是，進行交易之員工必須擁有管理風險的知識及經驗，確保風險在最適當的時機下獲妥善對沖及重整。本集團之買賣活動包括營造市場活動及自營買賣活動須受風險管理委員會審批之限額限制。該等限額由風險控制部經諮詢有關交易主管彼等可承受風險的程度後建議及提出。風險控制部負責獨立監察及匯報本集團所有買賣活動(包括現貨股票及股本衍生工具)之風險狀況，並視乎該等工具為上市或非上市按「市場價格」及「公平價格」計算價值。評估風險時會使用風險值(「風險值」)及壓力測試。同時，亦設定其他非風險值限額如「虧蝕上限」及「持倉」以限制所面對的超限風險。風險值及壓力測試獲金融業廣泛使用，透過結合持倉之規模及潛在市場變化對損益產生之潛在影響，作為量化風險的工具。

本集團所有營造市場活動及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。內部審核部門亦會作出審核，確保充份遵守既訂市場風險限額及指引。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

49. FINANCIAL INSTRUMENTS (CONT'D)**49. 金融工具(續)****49c. Financial Risk Management (cont'd)****49c. 金融風險管理(續)***(a) Market Risk (cont'd)**(a) 市場風險(續)**(i) Equity Risk (cont'd)**(i) 股票風險(續)*

The table below summaries the overall financial impact on the Group arising from market movements in global equity indices. The analysis is based on the assumption that equity indices move $\pm 15\%$ with all other variables being held constant and all equity instruments undertaken by the Group moving simultaneously. Declines in the indices are expressed as negatives.

下表概述環球股市指數變動對本集團的整體財務影響。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，而本集團的所有股本工具隨之變動。指數下降以負數表示。

		At 31st December, 2008 二零零八年十二月三十一日				At 31st December, 2007 二零零七年十二月三十一日			
		Potential impact for the year 年度潛在影響		Potential impact on other components of equity 對權益其他組成部分之潛在影響		Potential impact for the year 年度潛在影響		Potential impact on other components of equity 對權益其他組成部分之潛在影響	
		15%	-15%	15%	-15%	15%	-15%	15%	-15%
		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
Local Index	本地指數	26,343	(26,286)	37,155	(37,155)	80,987	(158,010)	184,837	(184,837)
Overseas Index	海外指數	23,420	(23,420)	-	-	102,756	(102,755)	20,145	(20,145)

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

環球股市指數變動對本集團本年度的表現並無重大財務影響。鑒於市場波動及交易範圍廣泛，期貨、期權及限價期權以其他衍生工具對沖。

*(ii) Interest Rate Risk**(ii) 利率風險*

Interest rate risk results mainly from timing differences in the re-pricing of interest bearing assets, liabilities and commitments. It is also considered as the opportunity costs of holding interest bearing assets and commitments while benchmark interest rates of the similar assets and commitments are rising.

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。當類似資產及承擔之基準利率上升時，亦被視為持有計息資產及承擔之機會成本。

The Group's interest rate risk exposure arises predominately from the undertakings of margin financing, term financing and other lending activities. The Group possesses the legal capacity to initiate recalls efficient which enables timely re-pricing of margin loans to appropriate levels, in which those particularly large sensitive positions can readily be identified. Interest rates paid by the Group are managed with the objective of maximising spreads to remain consistent with liquidity and funding obligations.

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

for the year ended 31st December, 2008

49. FINANCIAL INSTRUMENTS (CONT'D)

49c. Financial Risk Management (cont'd)

(a) Market Risk (cont'd)

(ii) Interest Rate Risk (cont'd)

At 31st December, 2008, assuming that Hong Kong market interest rates moved ± 50 basis points, with all other variables held constant, a potential financial impact for the year for Group would have been HK\$9,773,000 lower or HK\$13,752,000 higher (2007: HK\$6,174,000 lower or HK\$9,166,000 higher), mainly as a result of interest expense on denominated floating rate borrowings compensated by interest income on floating rate loans and advances to consumer finance customers and margin loans. The Company's exposure to financial risk is immaterial.

(iii) Foreign Exchange Risk

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

The Group's foreign exchange risk primarily arises from currency exposures originating from its leveraged foreign exchange business and purchases of foreign securities on behalf of clients. Foreign exchange risk is managed and monitored by the respective businesses in accordance to the limits approved by the board of directors of the relevant group companies and RMC. In relation to the Group's leveraged foreign exchange activity, the position is that of a market-maker. Hence, the risk relates to open currency positions which are subject to management approved limits and are monitored and reported daily. The other source of foreign exchange risk arises from client's inability to meet margin calls following a period of substantial currency turbulence.

At 31st December, 2008, assuming that the foreign exchange rates moved $\pm 5\%$ with all other variables held constant, a potential financial impact for the year for the Group would have been HK\$9,071,000 (2007: HK\$24,069,000) higher/lower, mainly as a result of Group's asset holding in Australian dollars.

截至二零零八年十二月三十一日止年度

49. 金融工具(續)

49c. 金融風險管理(續)

(a) 市場風險(續)

(ii) 利率風險(續)

於二零零八年十二月三十一日，倘香港市場利率之變動為加減50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下降9,773,000港元或上升13,752,000港元(二零零七年：下降6,174,000港元或上升9,166,000港元)，主要是由於浮息借貸的利息開支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所抵銷。本公司承受的財務風險並不重大。

(iii) 外匯風險

外匯風險乃外幣匯率變動對盈利或資本造成之風險。

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。外匯風險由業務部門各自根據有關集團公司董事會及風險管理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填補保證金額，亦可能對本集團造成外匯風險。

於二零零八年十二月三十一日，假設外幣匯率上下波幅為5%，所有其他變數保持不變，則本集團於本年度之潛在財務影響將上升/下降9,071,000港元(二零零七年：24,069,000港元)，主要由於本集團之資產持有澳元之故。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

49. FINANCIAL INSTRUMENTS (CONT'D)**49. 金融工具(續)****49c. Financial Risk Management (Cont'd)***(b) Credit Risk*

Credit risk arises from the failure of a customer or counterparty to meet its settlement obligations. As long as the Group lends, trades and deals with third parties, there will always be credit risk exposure.

The credit policy, governed by the relevant CM, sets out the credit approval processes 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, type and amount of collateral pledged, and risk concentration of the counterparties. Decisions being made daily by relevant 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 and concentration 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. The percentage figure next to the gross value reflects its concentration.

49c. 金融風險管理(續)*(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。一旦本集團借款予第三方，並與之交易及買賣，即會有信貸風險。

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、抵押品之種類及數額及風險分布作出批核。有關信貸部門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組成部分面對最高信貸風險及集中程度。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。總值旁的百分比數字反映其集中程度。

		The Group			
		本集團			
		2008		2007	
		二零零八年		二零零七年	
		HK\$'000		HK\$'000	
		千港元	%	千港元	%
Maximum credit exposure	最高信貸風險				
Cash and cash equivalents	現金及現金等價物	2,036,347	18%	1,742,231	15%
Trade and other receivables	貿易及其他應收款項	4,623,384	41%	5,859,292	52%
Loan and advances to consumer finance customers	私人財務客戶貸款及墊款	4,331,848	38%	3,620,554	32%
Loans and receivables	貸款及應收款項	164,167	2%	5,806	0%
Amounts due from associates	聯營公司欠款	101,845	1%	137,584	1%
Amount due from a jointly controlled entity	一間共同控制企業欠款	3,375	0%	2,192	0%
		11,260,966	100%	11,367,659	100%

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

49. FINANCIAL INSTRUMENTS (CONT'D)**49. 金融工具(續)****49c. Financial Risk Management (Cont'd)***(b) Credit Risk (Cont'd)***49c. 金融風險管理(續)***(b) 信貸風險(續)*

Credit quality		信貸質素	
Neither past due nor impaired		未過期或未減值	
Past due or individually impaired		已過期或個別減值	

Credit exposure at a Company level is mainly concentrated at amounts due from subsidiaries and cash and cash equivalents. Amounts due from subsidiaries are treated as lower credit risk as subsidiaries are within the Group. Cash and cash equivalents are treated as lower credit risk as counterparties are reputable financial institutions. 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 actively manage and match funds inflow against all maturing repayment obligations to achieve maximum harmony on cash flow management.

The Group manages its liquidity position to ensure a prudent and adequate liquidity ratio, in strict accordance with statutory requirements. This is achieved by a transparent and collective monitoring approach across the company involving the management and other relevant senior managers on a daily basis to ensure there is availability of sufficient liquid funds to meet all obligations while in compliance with statutory requirements such as the Financial Resources Rules ("FRR").

The Group		本集團	
At 31st	At 31st	At 31st	At 31st
December,	December,	December,	December,
2008	2007	2007	2007
二零零八年	二零零七年	二零零七年	二零零七年
十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
3,915,333	3,245,721		
416,515	374,833		
4,331,848	3,620,554		

公司層面的信貸風險主要集中於附屬公司欠款與現金及現金等價物。由於附屬公司屬本集團旗下，故附屬公司欠款被視為具有較低信貸風險。另因交易對手為信譽卓著的金融機構，因此，現金及現金等價物同樣被視為具有較低信貸風險。由於本集團及本公司大部份業務在香港經營，故並無有關地區分部的集中風險。

(c) 流動資金風險

流動資金管理旨在使本集團即使在不利的市場條件下亦可就所有到期償還責任靈活管理及配合資金流入，並達到現金流量管理之高度和諧性。

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。本公司各管理層及其他相關高級經理每日以高透明度及統一的方法進行監察，以確保有足夠流動資金應付全部責任，並符合法定要求(如財務資源條例(「財務資源條例」))。

for the year ended 31st December, 2008

49. FINANCIAL INSTRUMENTS (CONT'D)**49c. Financial Risk Management (Cont'd)***(c) Liquidity Risk (Cont'd)*

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

		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	91 days to 1 year 91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, 2008	於二零零八年十二月三十一日						
Bank and other borrowings	銀行及其他借貸	172,414	652,910	618,897	2,550,766	39,725	4,034,712
Trade and other payables	貿易及其他應付款項	1,634,670	-	-	-	-	1,634,670
Amount due to ultimate holding company	欠最終控股公司款項	7,328	-	-	-	-	7,328
Amounts due to fellow subsidiaries	欠同系附屬公司款項	1,407,299	752,408	-	-	-	2,159,707
Amounts due to associates	欠聯營公司款項	13,842	-	-	-	-	13,842
Amounts due to jointly controlled entities	欠共同控制企業款項	14,111	-	-	-	-	14,111
Bonds	債券	-	4,573	15,753	994,518	-	1,014,844
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	37,304	-	-	-	-	37,304
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 payables	貿易及其他應付款項	2,067,778	-	-	-	-	2,067,778
Amount due to ultimate holding company	欠最終控股公司款項	14,351	-	-	-	-	14,351
Amounts due to fellow subsidiaries	欠同系附屬公司款項	76,183	-	-	-	-	76,183
Amounts due to associates	欠聯營公司款項	12,605	-	-	-	-	12,605
Amounts due to jointly controlled entities	欠共同控制企業款項	39,063	-	-	-	-	39,063
Loan notes	貸款票據	-	70,139	-	-	-	70,139
Bonds	債券	-	79,510	79,510	2,959,020	-	3,118,040
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	59,084	-	-	-	-	59,084

The Company's exposure to financial risks at the balance sheet dates is immaterial.

本公司於結算日的金融風險並不重大。

截至二零零八年十二月三十一日止年度

49. 金融工具(續)**49c. 金融風險管理(續)***(c) 流動資金風險(續)*

本集團金融負債面對的約定未折現現金流量及其約定到期日如下：

50. MANAGEMENT OF THE FIXED-FEE CONTRACTS

The Group enters into certain fixed-fee contracts, in which the Group uses its own medical centers/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, 2008, accounts receivable and deferred revenue of the Group attributable to its fixed-fee contracts amounted to approximately HK\$8,428,000 (2007: HK\$10,047,000) and HK\$4,684,000 (2007: HK\$3,416,000), respectively.

50. 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中心／診所，職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入及風險(「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。

於二零零八年十二月三十一日，本集團固定費用合約之應收賬款及遞延收入分別約為8,428,000港元(二零零七年：10,047,000港元)及4,684,000港元(二零零七年：3,416,000港元)。

for the year ended 31st December, 2008

51. ACQUISITION OF SUBSIDIARIES

On 10th July, 2008, the Group acquired entire issued shares of First Asian Holdings Limited under the consumer finance segment. The consideration of the acquisition of HK\$12,161,000 was settled by cash. The fair values of the net assets acquired from the acquisition were as follows:

Net assets acquired	所收購淨資產
- Loans and advances to consumer finance customers	- 私人財務客戶貸款及墊款
- Trade and other receivables	- 貿易及其他應收款項
- Cash and cash equivalents	- 現金及現金等價物
- Trade and other payables	- 貿易及其他應付款項
- Tax payable	- 應付稅項
- Deferred tax liabilities	- 遞延稅項負債
Cash consideration, including expenses paid	現金代價 (包括已付開支)
Net cash outflow arising on acquisition:	收購產生的現金流出淨額:
- Cash consideration settled in cash	- 以現金支付的現金代價
- Cash and cash equivalents in the subsidiary acquired	- 所收購附屬公司的現金及現金等價物

The revenue and the profit or loss of the acquired subsidiary are as follows:

Revenue	收入
Profit or loss	溢利或虧損

The above revenue and profit or loss information for the year 2008 is for illustrative purposes only and is not necessarily an indication of revenue and results of operation of the acquired subsidiary that are included in the consolidated income statement of the Group, nor is it intended to be a projection of future results.

截至二零零八年十二月三十一日止年度

51. 收購附屬公司

於二零零八年七月十日，本集團收購從事私人財務分部業務之亞洲第一集團有限公司全部已發行股份，收購代價12,161,000港元以現金支付。所收購淨資產之公平價值如下：

Acquiree's carrying amount 所收購公司之賬面值 HK\$'000 千港元	Fair value adjustments 公平價值調整 HK\$'000 千港元	Fair value 公平價值 HK\$'000 千港元
317	7,037	7,354
7,330	-	7,330
789	-	789
(62)	-	(62)
(2,089)	-	(2,089)
-	(1,161)	(1,161)
6,285	5,876	12,161
		(12,161)
		-
		12,161
		(789)
		11,372

所收購附屬公司之收入及溢利或虧損如下：

For the year 2008 二零零八年度 HK\$'000 千港元	Post-Acquisition 收購後 HK\$'000 千港元
104	57
6,956	(1,081)

上表列載之二零零八年度收入及溢利或虧損資料僅為說明目的呈列，並不必然為已計入本集團綜合收益賬內之所收購附屬公司收入及經營業績之指標，亦無意用作對未來業績之預測。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

51. ACQUISITION OF SUBSIDIARIES (CONT'D)

On 8th October, 2008, the Group acquired entire issued shares of GHC Holdings Limited under the healthcare segment. The consideration of the acquisition of HK\$21,905,000 was settled by cash of HK\$29,107,000 and remaining retained amount of HK\$198,000 less amount recoverable of HK\$7,400,000. The fair values of the net assets acquired from the acquisition were as follows:

51. 收購附屬公司(續)

於二零零八年十月八日，本集團收購從事保健分部業務之高健醫療集團控股有限公司全部已發行股份。收購代價為21,905,000港元，以現金支付29,107,000港元及餘下保留款項198,000港元扣除可收回金額7,400,000港元。所收購淨資產之公平價值如下：

		Acquiree's carrying amount	Fair value adjustments	Fair value
		所收購公司 之賬面值	公平價值 調整	公平價值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets acquired	所收購淨資產			
– Property, plant and equipment	– 物業、廠房及設備	2,710	–	2,710
– Intangible assets	– 無形資產	–	9,880	9,880
– Properties held for sale and other inventories	– 待出售物業及其他存貨	1,999	–	1,999
– Trade and other receivables	– 貿易及其他應收款項	6,253	–	6,253
– Cash and cash equivalents	– 現金及現金等價物	895	–	895
– Trade and other payables	– 貿易及其他應付款項	(14,209)	–	(14,209)
– Tax payable	– 應付稅項	(1,056)	–	(1,056)
– Provisions	– 撥備	(623)	–	(623)
– Deferred tax liabilities	– 遞延稅項負債	–	(1,630)	(1,630)
		<u>(4,031)</u>	<u>8,250</u>	<u>4,219</u>
Goodwill	商譽			<u>17,686</u>
Cash consideration, including expenses paid	現金代價 (包括已付開支)			<u>21,905</u>
Net cash outflow arising on acquisition:	收購產生的現金流出淨額：			
– Cash consideration settled in cash	– 以現金支付的現金代價			29,107
– Cash and cash equivalents in the subsidiary acquired	– 所收購附屬公司的現金及現金等價物			<u>(895)</u>
				<u>28,212</u>

The revenue and the profit or loss of the acquired subsidiary are as follows:

所收購附屬公司之收入及溢利或虧損如下：

		For the year 2008	Post- Acquisition
		二零零八年度	收購後
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收入	<u>61,107</u>	<u>10,237</u>
Profit or loss	溢利或虧損	<u>(3,597)</u>	<u>718</u>

The above revenue and profit or loss information for the year 2008 is for illustrative purposes only and is not necessarily an indication of revenue and results of operation of the acquired subsidiary that are included in the consolidated income statement of the Group, nor is it intended to be a projection of future results.

上表列載之二零零八年度收入及溢利或虧損資料僅為說明目的呈列，並不必然為已計入本集團綜合收益賬內之所收購附屬公司收入及經營業績之指標，亦無意用作對未來業績之預測。

for the year ended 31st December, 2008

52. MAJOR NON-CASH TRANSACTION

During the year, dividend income declared by a jointly controlled entity of HK\$60,000,000 (2007: HK\$60,000,000) was recorded by setting off the amount against the current account of the jointly controlled entity.

53. CONTINGENT LIABILITIES

- (a) At 31st December, 2008, the Group had guarantees as follows:

Indemnities on banking guarantees made available to a clearing house and regulatory body	就一間結算所及監管機構所獲銀行擔保作出賠償擔保
Other guarantees	其他擔保

- (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 SHK, 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 SHK's listed associate, Tian An China Investments Company Limited ("TACI"), 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. SHK is party to the following litigation relating to the JV:

截至二零零八年十二月三十一日止年度

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 (二零零七年：60,000,000 港元) 乃透過與共同控制企業之往來賬目抵銷記錄。

53. 或然負債

- (a) 於二零零八年十二月三十一日，本集團作出之擔保如下：

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
	4,540	5,540
	3,000	1,400
	7,540	6,940

- (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証券有限公司(「新鴻基証券」)，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。新鴻基証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之上市聯營公司天安中國投資有限公司(「天安」)，及於二零零一年十月，新鴻基証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，新鴻基証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。新鴻基乃以下關於合營公司之訴訟的一方：

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

53. CONTINGENT LIABILITIES (CONT'D)**53. 或然負債(續)**

(b) (Cont'd)

(b) (續)

(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 an alleged collateral warranty, and for alleged 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. The 2008 Writ was served on SHKS on 29th May, 2008. It is being 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, SHK 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 Cheung Lai Na (張麗娜) (“Ms. Cheung”) against TACI 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 the end of 2007 together with related costs and expenses. The Mainland Writ is being vigorously defended. While a provision has been made for legal costs, SHK does not consider it presently appropriate to make any other provision with respect to this writ.

(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、一項聲稱附屬保證及聲稱疏忽及/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之違反而向新鴻基證券索償；及(c) Walton根據一項股東協議及/或根據判決向新鴻基證券索償3,000,000美元以及就其聲稱錯誤地違反一項股東協議而向新鴻基證券申索賠償。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。二零零八年令狀於二零零八年五月二十九日送達新鴻基證券。該令狀正受強力抗辯。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。由於新鴻基已為法律費用作出撥備，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(「張女士」)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((二零零八)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。國內令狀正受強力抗辯。由於新鴻基已為法律費用作出撥備，故新鴻基認為現時並不適宜就此令狀作出任何其他撥備。

for the year ended 31st December, 2008

53. CONTINGENT LIABILITIES (CONT'D)

(b) (Cont'd)

- (iii) On 4th June, 2008, a writ of summons was issued by TACI and SHKS in the High Court of Hong Kong against Ms. Cheung ("HK Writ"), seeking declarations that (a) Ms. Cheung is not entitled to receive or obtain the transfer of 28% or any of the shareholding in the JV from TACI and SHKS; (b) Ms. Cheung is not entitled to damages or compensation; (c) Hong Kong is the proper and/or the most convenient forum to determine the issue of Ms. Cheung's entitlement to any shareholding in the JV; (d) further and alternatively, that Ms. Cheung's claim against TACI and SHKS in respect of her entitlement to the shareholding in the JV is scandalous, vexatious and/ or frivolous; and (e) damages, interest and costs as well as further or other relief (together with related costs and expenses). As at the date of this report, the HK Writ has not been served on Ms. Cheung. SHK does not consider it presently appropriate to make any provision with respect to this action.

The Company charged guarantee fees to subsidiaries at market related rates on an annual basis for the guarantees given on banking facilities.

54. CAPITAL COMMITMENTS

Capital expenditure contracted but not provided for in the financial statements	已簽約但未在財務報表撥備的資本開支
Capital expenditure authorised but not contracted	已授權但未訂約的資本開支

The Company did not have any significant capital commitments at 31st December, 2008 and 2007.

截至二零零八年十二月三十一日止年度

53. 或然負債(續)

(b) (續)

- (iii) 於二零零八年六月四日，天安及新鴻基證券於香港高等法院向張女士發出傳訊令狀(「香港令狀」)以尋求以下聲明：(a) 張女士沒有權利取得或獲取由天安及新鴻基證券轉讓之28%或任何合營公司之股份持有；(b) 張女士沒有權利獲得損害賠償或賠償；(c) 香港乃合適及／或最適宜之訴訟地以決定張女士對合營公司之任何股份持有之享有權之爭論；(d) 再者及交替地，就張女士對合營公司之股份持有之享有權，其對天安及新鴻基證券所提出之申索乃屬惡意中傷、瑣屑無聊及／或無理纏擾；及(e) 損害賠償、利息及開支以及進一步或其他補償(包括相關開支及費用)。於本報告日期，香港令狀尚未送達張女士，新鴻基並不認為現在乃適當時候就此訴訟作出任何撥備。

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等附屬公司收取擔保費。

54. 資本承擔

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Capital expenditure contracted but not provided for in the financial statements	已簽約但未在財務報表撥備的資本開支	113,443	294,184
Capital expenditure authorised but not contracted	已授權但未訂約的資本開支	-	5,233

於二零零八年及二零零七年十二月三十一日，本公司並無任何重大資本承擔。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

55. OPERATING LEASE ARRANGEMENTS

55. 經營租約安排

The Group as lessee

本集團作為承租人

		The Group 本集團	
		2008 二零零八年	2007 二零零七年
		HK\$'000 千港元	HK\$'000 千港元
Minimum lease payments under operating leases recognised for the year :	於本年度確認有關經營租約之最低租約款項：		
Land and buildings	土地及樓宇	172,884	142,247
Others	其他	9,612	55,497
		182,496	197,744

At 31st December, 2008, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

於二零零八年十二月三十一日，本集團根據不可撤銷經營租約而於下列期間到期支付之未來最低租約款項承擔如下：

		The Group 本集團			
		2008 二零零八年		2007 二零零七年	
		Land and buildings 土地及樓宇	Others 其他	Land and buildings 土地及樓宇	Others 其他
		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	167,984	5,344	144,344	6,520
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	109,939	1,340	143,402	969
Over five years	五年以上	-	-	1,168	-
		277,923	6,684	288,914	7,489

Operating lease payments represent rental payable by the Group for its office premises, medical centres, elderly care homes and office equipment. Leases are generally negotiated for terms ranging from one to five years.

經營租約付款指本集團就其辦公室物業、醫療中心、長者護理中心及辦公室設備應付之租金。租約之年期一般議定為一至五年不等。

for the year ended 31st December, 2008

55. OPERATING LEASE ARRANGEMENTS (CONT'D)

The Group as lessor

Property rental income earned during the year was HK\$144,747,000 (2007: HK\$119,342,000). The property held has committed tenants whose tenancy agreements expire or are terminable over the next three years.

At 31st December, 2008, the Group had contracted with tenants for the following future minimum lease payments:

Within one year	於一年內
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)

The Company did not have any significant lease commitments as a lessee or lessor under non-cancellable operating leases at 31st December, 2008 and 2007.

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 benefit cost charged to the consolidated 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, 2008 and 2007, 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.

截至二零零八年十二月三十一日止年度

55. 營業租約安排(續)

本集團作為出租人

年內賺取之物業租金收入為144,747,000港元(二零零七年:119,342,000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。

於二零零八年十二月三十一日,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	
2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
100,043	116,427
69,526	64,596
169,569	181,023

於二零零八年及二零零七年十二月三十一日,本公司概無因作為承租人或出租人而於不可撤銷經營租約項下擁有任何重大租賃承擔。

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。

自綜合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。

於二零零八年及二零零七年十二月三十一日,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,並可將該退還款項用以減低本集團往後年度之應付供款。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

56. RETIREMENT BENEFIT SCHEMES (CONT'D)

56. 退休福利計劃(續)

The schemes have been closed in 2000 to new employees as a consequence of the Mandatory Provident Fund Schemes Ordinance introduced by the Hong Kong Government.

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起不再為新僱員提供上述計劃。

From 1st December, 2000 onwards, 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.

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。

The employee ownership scheme of SHK ("EOS"), 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 SHK group (the "Selected Grantees") are to be awarded shares of SHK 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 SHK) shall be determined, with the vesting dates for various tranches, by a committee (comprising four members of SHK's senior management) delegated with the necessary authority by the board of SHK. Any EOS award to a Selected Grantee who is a director of SHK shall be subject to the approval by the board of SHK following a recommendation from the remuneration committee of the board of SHK.

新鴻基於二零零七年十二月十八日正式採納僱員所有權計劃(「僱員所有權計劃」)，旨在吸引、嘉許及挽留人才。根據僱員所有權計劃，新鴻基集團的特定僱員或董事(「特定承授人」)可獲授受委計劃信託人所購入的新鴻基股份。特定承授人(新鴻基董事除外)可獲授的股份數目以及有關股份的分批歸屬日期由獲新鴻基董事會授權的委員會(由新鴻基四名高級管理人員組成)按管理人員建議釐定。向作為新鴻基董事的特定承授人授出僱員所有權計劃獎勵須經新鴻基薪酬委員會推薦並獲新鴻基董事會批准後方可作實。

On 15th April, 2008 and 30th September, 2008, 3.4 million shares and 0.6 million shares of SHK were awarded to Selected Grantees under the EOS. The fair value of the services rendered as consideration of the awarded shares was measured by reference to the fair value of the awarded shares at the award dates of HK\$22,181,000 (after deducting the present value of expected dividends to be received during the vesting period) which would be recognised to the consolidated income statement over the vesting period. The amount expenses during the year was HK\$9,652,000 (2007: nil).

於二零零八年四月十五日及二零零八年九月三十日，根據僱員所有權計劃分別向特定承授人獎授3,400,000股及600,000股新鴻基股份。作為獎授股份代價之所提供服務之公平價值乃參考於獎授日期獎授股份之公平價值22,181,000港元(經扣除於歸屬期內將予收取之預期股息之現值)計量，其將於歸屬期內在綜合收益賬確認。年內支銷之金額為9,652,000港元(二零零七年：無)。

for the year ended 31st December, 2008

57. PLEDGE OF ASSETS

At 31st December, 2008, certain of the Group's investment properties, hotel property, land and buildings, prepaid land lease payments, properties held for sale with an aggregate carrying value of HK\$3,977,507,000 (2007: HK\$4,560,408,000), bank deposit of HK\$129,000,000 (2007: HK\$120,000,000), listed investments belonging to the Group with fair values of HK\$1,032,974,000* (2007: HK\$5,716,995,000) and listed investments belonging to margin clients with fair values of HK\$684,140,000** (2007: HK\$2,286,292,000) together with certain securities in respect of a listed subsidiary with a carrying value of HK\$1,463,441,000 (2007: HK\$1,489,871,000), were pledged to secure loans and general banking facilities to the extent of HK\$3,602,129,000 (2007: HK\$3,874,233,000) granted to the Group. Facilities amounting to HK\$1,964,129,000 (2007: HK\$1,921,233,000) were utilised at 31st December, 2008.

At 31st December, 2008, a bank deposit of HK\$1,500,000 (2007: HK\$1,000,000) was pledged to secure a bank guarantee amounting to HK\$2,000,000 (2007: HK\$2,000,000).

The share of a subsidiary was also pledged for the bonds issued by the Group (note 45).

At 31st December, 2008, the Company had a bank deposit of HK\$129,000,000 (2007: HK\$120,000,000) to secure a loan of HK\$86,108,000 (2007: HK\$103,305,000) granted by a bank to a subsidiary.

* Mainly representing a portion of shares in a listed associate owned by the Group with a carrying value of HK\$3,551,747,000 (2007: HK\$3,133,369,000).

** Based on the agreement terms, the Group is able to repledge clients' securities for margin financing arrangement with other financial institutions under governance of the Securities and Future Ordinance.

截至二零零八年十二月三十一日止年度

57. 資產抵押

於二零零八年十二月三十一日，本集團若干投資物業、酒店物業、土地與樓宇、預繳地價及待出售物業賬面總值3,977,507,000港元(二零零七年：4,560,408,000港元)、銀行存款129,000,000港元(二零零七年：120,000,000港元)、屬於本集團之上市投資公平價值1,032,974,000港元*(二零零七年：5,716,995,000港元)及屬於孖展客戶之上市投資公平價值為684,140,000港元** (二零零七年：2,286,292,000港元)連同一間上市附屬公司若干證券賬面值1,463,441,000港元(二零零七年：1,489,871,000港元)已用作本集團所獲3,602,129,000港元(二零零七年：3,874,233,000港元)貸款及一般銀行信貸額之抵押。於二零零八年十二月三十一日，已提用之信貸額為1,964,129,000港元(二零零七年：1,921,233,000港元)。

於二零零八年十二月三十一日，為數1,500,000港元(二零零七年：1,000,000港元)之銀行存款已用作抵押一項為數2,000,000港元(二零零七年：2,000,000港元)之銀行擔保。

一間附屬公司之股份亦已用作本集團發行債券之抵押品(附註45)。

於二零零八年十二月三十一日，本公司之銀行存款129,000,000港元(二零零七年：120,000,000港元)已作為銀行向一間附屬公司所授出86,108,000港元(二零零七年：103,305,000港元)貸款之擔保。

* 主要指本集團擁有之一間上市聯營公司之部份股份，賬面值為3,551,747,000港元(二零零七年：3,133,369,000港元)。

** 根據協定條款，本集團可在證券及期貨條例之規管下於其他融資機構再抵押孖展客戶之證券。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

58. RELATED PARTY TRANSACTIONS AND BALANCES**58. 關連人士交易及結餘**

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

年內，本集團與關連人士訂立以下重大交易：

(a) Summary of transactions**(a) 交易概要**

		(Income)/Expense (收入) / 支出	
		2008 二零零八年	2007 二零零七年
		HK\$'000 千港元	HK\$'000 千港元
		Notes 附註	
Ultimate holding company		最終控股公司	
Share of management service expenses (note)	應佔管理服務費用 (附註)	14,040	8,000
Share of administrative expenses (note)	應佔行政費用 (附註)	696	1,089
Advertising income	廣告收入	-	(696)
Rent, property management and air-conditioning fees (note)	租金、物業管理及空調費 (附註)	3,756	(3,012)
Convertible bond interest expenses	可換股債券利息開支	-	3,067
Fellow subsidiaries		同系附屬公司	
Consultancy fee income	顧問費收入	(1,200)	-
Bond and short-term loan interest expenses	債券及短期貸款利息開支	111,450	188,312
Convertible bond interest expenses	可換股債券利息開支	-	12,811
Facility arrangement fee	融資安排手續費	2,448	-
Proceeds on disposal of an associate to a fellow subsidiary	出售一間聯營公司予一間同系附屬公司所得款項	-	(166,888)
Jointly controlled entities		共同控制企業	
Administration, management and consultancy fees	行政、管理及顧問費	(6,260)	(5,028)
Dividend income	股息收入	(60,000)	(60,000)
Property management and air-conditioning fees and other property related service fee	物業管理及空調費以及其他物業相關服務費	(13,793)	(13,879)
Rental expenses	租金開支	10,786	6,439
Associates		聯營公司	
Loan arrangement fee, placement fee and underwriting fee	貸款安排手續費、配售費及包銷費	(8,466)	-
Dividend income	股息收入	-	(1,500)
Interest income	利息收入	(1,818)	(2,449)
Insurance premium	保險費	(821)	(902)
Rent, property management, 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	(389)	(455)
Interest expenses	利息開支	523	-
Rent paid	已付租金	1,404	-

Note: Apart from the tenancy agreement entered into by a subsidiary of the Company and the Sharing of Administrative Services and Management Services Agreement entered into by the Company with the ultimate holding company, none of the above related party transactions constitutes a discloseable connected transaction as defined in the Listing Rules.

附註：除本公司一間附屬公司訂立之租賃協議以及本公司與最終控股公司訂立之行政服務及管理服務分攤協議外，以上關連人士交易並不屬於上市規則所界定之須予披露關連交易。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

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**

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Short term benefits	短期福利	26,590	36,873
Post-employment benefits	退休福利	422	347
		27,012	37,220

Certain key management personnel of the Group received remuneration from the Company's ultimate holding company or its wholly-owned subsidiary. The ultimate holding company provided management services to the Group and charged the Group a fee, which has been included in share of management service expenses as disclosed above in part (a) of this note, for services provided by those personnel as well as others who were not key management personnel of the Group.

本集團若干主要管理人員從本公司最終控股公司或其全資附屬公司收取酬金。最終控股公司向本集團提供收取費用的管理服務，該費用已披露在此附註(a)部份之應佔管理服務費用中，此管理服務由該等主要管理人員及其他非本集團主要管理人員所提供。

The management service fee is calculated by reference to the time devoted by the management personnel on the affairs of the Group and can be apportioned to the above key management personnel. The total of such apportioned amounts, which has been included in the key management personnel compensation above for 2008, is HK\$13,858,000 (2007: HK\$5,500,000).

計算管理費用以管理人員於本集團事務上所使用的時間作為參考，及可以分配至該等主要管理人員。該等分配總額於二零零八年共13,858,000港元(二零零七年：5,500,000港元)，已包括於以上主要管理人員報酬內。

(c) At the balance sheet date, the Group and the Company had the following material balances with related parties:**(c) 於結算日，本集團及本公司與關連人士有以下重大結餘：**

		The Group		The Company	
		本集團		本公司	
		2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Ultimate holding company	最終控股公司	(7,345)	(15,102)	(6,614)	(14,351)
Associates	聯營公司	88,051	125,036	-	-
Jointly controlled entities	共同控制企業	(10,733)	(36,869)	-	-
Fellow subsidiaries	同系附屬公司	(3,057,465)	(2,876,183)	-	-
		(2,987,492)	(2,803,118)	(6,614)	(14,351)

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

58. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)**58. 關連人士交易及結餘(續)****(c) (Cont'd)****(c) (續)**

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：

		Notes 附註	The Group 本集團		The Company 本公司	
			2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Amount due from an associate	一間聯營公司 欠款	(ii)	-	78,000	-	-
Trade and other receivables	貿易及 其他應收款項		102	431	-	-
Amounts due from associates	聯營公司 欠款	(iii)	101,845	59,584	-	-
Amount due from a jointly controlled entity	一間共同 控制企業欠款	(v)	3,375	2,192	-	-
Trade and other payables	貿易及 其他應付款項		(68)	(1,123)	-	-
Amount due to ultimate holding company	欠最終控股 公司款項	(v)	(7,328)	(14,351)	(6,614)	(14,351)
Amounts due to associates	欠聯營公司款項	(iii)	(13,842)	(12,605)	-	-
Amounts due to jointly controlled entities	欠共同控制企業 款項	(v)	(14,111)	(39,063)	-	-
Amounts due to fellow subsidiaries	欠同系附屬公司 款項	(iv)	(2,157,465)	(76,183)	-	-
Bonds held by a fellow subsidiary	一間同系附屬公司 持有之債券	(i)	(900,000)	(2,800,000)	-	-
			(2,987,492)	(2,803,118)	(6,614)	(14,351)

(d) During the year, both the Group and a joint venture partner, each having a 50% interest in a jointly controlled entity, received and repaid various interest-free loans from such jointly controlled entity. At 31st December, 2008, the amounts lent to the Group totalling HK\$14,000,000 (2007: HK\$39,000,000) were unsecured, interest-free and repayable on demand.

(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。於二零零八年十二月三十一日，本集團的借款總額為14,000,000港元(二零零七年：39,000,000港元)為無抵押、免息及須按要項償付。

for the year ended 31st December, 2008

58. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)

- (e) During the year, bonds of HK\$1,900,000,000 was repaid to a fellow subsidiary.
- (f) During the year, short-term loan facilities totalling HK\$2,320,000,000 was granted by a fellow subsidiary to the Group. The loans draw down under the facilities carry interest at 1% above HIBOR.
- (g) During the year, a short-term loan of HK\$38,527,385 was advanced to an associate. The loan was unsecured, carry interest at 15% and repayable on 30th September, 2009.

Notes:

- (i) A short-term loan of HK\$900,000,000 and bonds of HK\$2,800,000,000 were issued to AGL as part of the consideration for the acquisition of a company from a fellow subsidiary in 2006.

The short-term loan bears interest at 1% above HIBOR per annum and was repaid fully in 2007. The bonds bear interest at 1% above HIBOR per annum and are due for repayment on 24th August, 2009. The interest rate is repriced on the first day of every six-month period. The bonds are secured by a share mortgage over the shares of a subsidiary, UAF Holdings Limited.

Other than the short-term loan mentioned above, the fellow subsidiary also advanced another short-term loan of HK\$350,000,000 to the Group during July 2007 to October 2007. The short-term loan bore interest at 1% above HIBOR per annum.

- (ii) The loan note bore interest at 2.5% per annum payable annually and was repaid fully in 2008.
- (iii) These amounts due from (to) associates are unsecured, non-interest bearing and repayable on demand, except for an unsecured short-term loan to an associate of HK\$38,527,385 which bears interest at 15% per annum and is due for repayment on 30th September, 2009.
- (iv) The amounts due to fellow subsidiaries are unsecured, non-interest bearing and repayable on demand, except for unsecured short-term loans of totalling HK\$2,090,000,000 which carry interest at 1% above HIBOR and repayable within one to two years.
- (v) These amounts due from (to) jointly controlled entities and ultimate holding company are unsecured, non-interest bearing and repayable on demand.

截至二零零八年十二月三十一日止年度

58. 關連人士交易及結餘(續)

- (e) 年內，已向一間同系附屬公司償還1,900,000,000港元之債券。
- (f) 年內，一間同系附屬公司給予本集團短期備用信貸2,320,000,000港元。自備用信貸提取之貸款按香港銀行同業拆息加1厘計息。
- (g) 年內，給予一間聯營公司短期貸款38,527,385港元。貸款為無抵押、按15厘計息及須於二零零九年九月三十日償還。

附註：

- (i) 於二零零六年，一筆900,000,000港元之短期貸款及2,800,000,000港元之債券已發行予聯合集團，作為收購同系附屬公司之一間公司之部份代價。

該短期貸款年息為香港銀行同業拆息加1厘，已於二零零七年全數償清。該等債券年息為香港銀行同業拆息加1厘，於二零零九年八月二十四日到期。息率於每六個月期間之首日重新釐定。該等債券由附屬公司UAF Holdings Limited的股份作股份按揭抵押。

於二零零七年七月至二零零七年十月，除上述短期貸款外，同系附屬公司亦就350,000,000港元之另一短期貸款向本集團墊款。該短期貸款年息為香港銀行同業拆息加1厘。

- (ii) 貸款票據年息為2.5厘，利息須每年償還，並已於二零零八年償清。
- (iii) 該等欠自(欠)聯營公司款項為無抵押、免息及須於要求時償還，惟授予一間聯營公司之38,527,385港元無抵押短期貸款按每年15厘計息除外，此筆貸款須於二零零九年九月三十日償還。
- (iv) 除合共2,090,000,000港元之無抵押短期貸款按香港銀行同業拆息加1厘計息並須於一至兩年內償還外，該等欠同系附屬公司款項為無抵押、免息及須於要求時償還。
- (v) 該等欠自(欠)共同控制企業及最終控股公司款項為無抵押、免息及於要求時償付。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

59. MATURITY PROFILE OF TERM ASSETS AND LIABILITIES**59. 有期資產及負債到期分析**

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.

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, 2008 二零零八年十二月三十一日					
		3 months					
	On demand	Within 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	-	736,039	-	-	736,039	
Loans and advances to consumer finance customers	私人財務客戶貸款及墊款	461,939	670,187	1,687,732	1,726,641	185,700	
Loans and receivables	貸款及應收款項	-	-	117,527	189,664	-	
Treasury bills	國庫券	-	7,740	-	-	-	
Term loans	有期貸款	222,314	112,000	475,000	-	-	
						809,314	
Liabilities	負債						
Bank and other borrowings	銀行及其他借貸	98,483	790,734	514,586	2,439,950	39,300	
Bonds*	債券*	-	-	-	900,000	-	
Short-term loan due to a fellow subsidiary	欠一間同系附屬公司之短期貸款	-	2,090,000	-	-	-	
						2,090,000	

* The Group expects to exercise the option to extend the repayment of bonds for a further term of three years.

* 本集團預料將行使選擇權再延長債券之償還期限三年。

		At 31st December, 2007 二零零七年十二月三十一日					
		3 months					
	On demand	Within 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	-	789,427	-	-	789,427	
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	
Loan notes included in amounts due from associates	已計入聯營公司欠款之貸款票據	-	-	78,000	-	-	
Treasury bills	國庫券	-	7,724	-	-	-	
Term loans	有期貸款	138,181	173,071	319,806	-	-	
						631,058	
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	
Loan notes	貸款票據	-	69,166	-	-	-	
Bonds	債券	-	-	-	2,800,000	-	
						2,800,000	

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

60. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries at 31st December, 2008 which have their principal place of operations in Hong Kong are set out below:

60. 主要附屬公司資料

二零零八年十二月三十一日，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		
		2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
Alaston Development Limited	US\$1 1美元	100	100	100	100	Property trading 物業買賣
Allied Medical Practices Guild Limited 雅聯醫務協會有限公司	2	100	100	63	30	Provision of contract healthcare services 提供合約保健服務
Allied Real Estate Agency Limited 聯合地產代理有限公司	2	100	100	100	100	Real estate agency 地產代理
AP Administration Limited	2	100	100	100	100	Provision of management and consultancy services 提供管理及顧問服務
AP Corporate Services Limited	2	100	100	100	100	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*	100*	100	100	Investment holding 投資控股
AP Diamond Limited	US\$1 1美元	100	100	100	100	Property trading and holding 物業買賣及持有物業
AP Emerald Limited	US\$1 1美元	100	100	100	100	Investment holding 投資控股
AP Finance Limited	2	100	100	100	100	Money lending 借貸
AP Property Management Limited	2	100	100	100	100	Building management 樓宇管理

for the year ended 31st December, 2008

截至二零零八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		
		2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
Bali Securities Co. Limited 百達利證券有限公司	7,000,000	100	100	63	58	Securities dealing 證券交易
Berkshire Group Limited	US\$1 1美元	100	100	63	30	Provision of healthcare services 提供保健服務
Best Melody Development Limited 高韻發展有限公司	5,000	100	100	100	100	Property holding 持有物業
CASE Specialist Limited	10,000	100	–	63	–	Provision of cosmetology services 提供美容服務
Cowslip Company Limited	2	100	100	63	58	Investment holding 投資控股
Dynamic People Group Limited	US\$1 1美元	100	100	63	30	Provision of LASIK and optical surgical services 提供激光及視力 手術服務
First Asian Holdings Limited 亞洲第一集團有限公司	2	58	–	37	–	Asset holding 持有資產
Florich Development Limited 景資發展有限公司	10,000	100	100	100	100	Investment holding 投資控股
Front Sail Limited 拓航有限公司	5,000	100	100	100	100	Property holding 持有物業
GHC Holdings Limited 高健醫療集團控股有限公司	10,000	100	–	63	–	Provision of healthcare services 提供保健服務
Gilmore Limited	2	100	100	100	100	Property holding 持有物業
Gloria (Nominees) Limited	200	100	100	63	58	Investment holding 投資控股

for the year ended 31st December, 2008

截至二零零八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		
		2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
Gloxin Limited	2	100	100	63	58	Investment holding 投資控股
Gold Concord Investment Limited 金坤投資有限公司	1	100	100	100	100	Property holding 持有物業
Hilarious (Nominees) Limited	10,000	100	100	63	58	Investment holding 投資控股
Hillcrest Development Limited	20	100	100	100	100	Property holding 持有物業
Hi-Link Limited	200	100	100	100	100	Investment holding 投資控股
Integrated Custodian Limited	2	100	100	100	100	Property holding 持有物業
Itso Limited	2	100	100	63	58	Securities trading 證券買賣
Jaffe Development Limited	US\$1 1美元	100	100	100	100	Property holding 持有物業
Kalix Investment Limited	2	100	100	100	100	Property holding 持有物業
King Policy Development Limited 勁鵬發展有限公司	2	100	100	100	100	Property holding 持有物業
Lexshan Nominees Limited 歷山代理人有限公司	2	100	100	63	58	Nominee service 代理人服務
Macdonnell (Nominees) Limited	10,000	100	100	63	58	Investment holding 投資控股
Mainford Investment Limited 銘福投資有限公司	1	100	100	100	100	Property holding 持有物業
Marvellous Way Limited	10	100	100	63	30	Operating of Chinese medicine centres 營運中醫藥中心

for the year ended 31st December, 2008

截至二零零八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		
		2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
Maxplan Investment Limited 銳騰投資有限公司	2	100	100	100	100	Securities trading 證券買賣
Mightyton Limited	10,000	100	100	100	100	Property holding 持有物業
Oakfame Investment Limited 幹美投資有限公司	2	100	100	63	58	Investment holding 投資控股
Ontone Limited 安通建業有限公司	2	100	100	100	100	Hotel operations and property holding 酒店業務及持有物業
Plentiwind Limited	2	100	100	63	58	Futures trading 期貨買賣
Polyking Services Limited 栢麗服務有限公司	2	100	100	65	65	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	100	65	65	Building management 樓宇管理
QHES Limited 卓健耆安有限公司	US\$1 1美元	100	100	63	30	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**	22,987,586	63	51	63	30	Investment holding 投資控股
Quality HealthCare Dental Services Limited 卓健牙科服務有限公司	1,000	100	100	63	30	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	100	63	30	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	100	63	30	Medical facilities and services provider 醫療設施及服務供應商

for the year ended 31st December, 2008

截至二零零八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		
		2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
Quality HealthCare Medical Services Limited 卓健醫療服務有限公司	2	100	100	63	30	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	100	63	30	Provision of nursing agency services 提供護理介紹服務
Quality HealthCare Nursing Home Limited 卓健耆安護理老有限公司	1,000	100	100	63	30	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	100	63	30	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	100	63	30	Provision of psychological services 提供心理服務
Quality HealthCare Professional Services Limited	2	100	100	63	30	Provision of professional services 提供專業服務
Quick Art Limited	3,540,000	100	100	63	58	Share trading 證券買賣
Ranbridge Finance Limited 捷橋財務有限公司	20,000,000	100	100	63	58	Money lending 借貸
San Pack Properties Limited 山栢置業有限公司	10	100	100	100	100	Property holding 持有物業
Scienter Investments Limited	20	100	100	63	58	Share trading 證券買賣
SHK Finance Limited 新鴻基財務有限公司	150,000,000	100	100	37	34	Money lending 借貸
SHK Financial Data Limited 新鴻基財經資訊有限公司	100	51	51	32	30	Financial information services 財經資訊服務

for the year ended 31st December, 2008

截至二零零八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		
		2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
SHK Fund Management Limited 新鴻基投資管理有限公司	62,000,000	100	100	63	58	Funds marketing and management 基金市場策劃及管理
SHK Investment Services Limited	1,000,000	100	100	63	58	Asset holding and leasing 資產投資及租賃
SHK Online (Securities) Limited 新鴻基科網(証券)有限公司	40,000,000	100	100	63	58	Online securities broking and margin financing 網上証券經紀及証券放款
SHK Online Limited 新鴻基科網有限公司	20,000,000	100	100	63	58	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	100	63	58	Investing holding 投資控股
Shun Loong Forex Company Limited 順隆外匯有限公司	32,000,000	100	100	63	58	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	100	63	58	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	100	63	58	Investment holding 投資控股
Shun Loong Securities Company Limited 順隆證券行有限公司	50,000,000	100	100	63	58	Securities broking and share margin financing 証券經紀及証券放款
Sierra Joy Limited	2	100	100	100	100	Property holding 持有物業

for the year ended 31st December, 2008

截至二零零八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		
		2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
Sino Success (HK) Limited	2	100	100	63	30	Provision of corporate services 提供企業服務
Splendid Gain Limited	2	100	100	63	58	Investment holding 投資控股
Sun Hing Bullion Company Limited 新興金業有限公司	5,000,000	100	100	63	58	Bullion trading 黃金買賣
Sun Hung Kai & Co. Limited** 新鴻基有限公司**	343,206,583	63	58	63	58	Investment holding 投資控股
Sun Hung Kai (Nominees) Limited 新鴻基(代理人)有限公司	200	100	100	63	58	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	100	63	58	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	100	63	58	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	100	63	58	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	100	63	58	Insurance broking and consultancy services 保險經紀及顧問服務
Sun Hung Kai International Limited 新鴻基國際有限公司	10,000,000	100	100	63	58	Corporate finance services 企業融資服務
Sun Hung Kai International Commodities Limited	25,000,000	100	100	63	58	Securities, futures and options trading 證券、期貨及期權買賣

for the year ended 31st December, 2008

截至二零零八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		
		2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
Sun Hung Kai Investment Services Limited 新鴻基投資服務有限公司	290,000,000	100	100	63	58	Investment holding, share broking and margin financing 投資控股、證券經紀及 證券放款
Sun Hung Kai Securities (Overseas) Limited 新鴻基證券(海外)有限公司	60,000	100	100	63	58	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	100	63	58	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	100	63	58	Investment holding 投資控股
Sun Hung Kai Securities Limited 新鴻基証券有限公司	124,898,589	100	100	63	58	Investment holding 投資控股
Sun Hung Kai Strategic Capital Limited (formerly Cheeroll Limited) 新鴻基策略資本有限公司 (前稱致諾有限公司)	2	100	100	63	58	Investment holding, securities and bullion trading 投資控股、證券及 黃金買賣
Sun Hung Kai Structured Finance Limited (formerly Bali International Finance Limited) 新鴻基結構融資有限公司 (前稱百達利財務有限公司)	137,500,000	100	100	63	58	Financial services and investment holding 金融服務及投資控股
Sun Hung Kai Venture Capital Limited	2	100	100	63	58	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	100	63	58	Financial planning and wealth management 財務策劃及資產管理

for the year ended 31st December, 2008

截至二零零八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		
		2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
Sun Tai Cheung Credits Limited 新泰昌授信有限公司	150,000,000	100	100	63	58	Money lending 借貸
Sun Tai Cheung Finance Company Limited 新泰昌財務有限公司	25,000,000	100	100	63	58	Financial services 金融服務
Texgulf Limited	20	100	100	63	58	Property holding 持有物業
To Wan Development Company Limited 杜雲發展有限公司	10,000	100	100	63	58	Investment holding 投資控股
Tung Wo Investment Company, Limited 同和投資有限公司	10,000	100	100	63	58	Investment holding 投資控股
United Asia Finance Limited 亞洲聯合財務有限公司	137,500,000	58	58	37	34	Consumer financing 私人財務
Wah Cheong Development Company, Limited 華昌建業有限公司	25,100,000	100	100	63	58	Investment holding 投資控股
Wineur Secretaries Limited 偉略秘書有限公司	2	100	100	63	58	Secretarial services 秘書服務
Yee Li Ko Investment Limited 億利高投資有限公司	58,330,000	100	100	63	58	Property holding 持有物業

With the exception of Alaston Development Limited, AP Diamond Limited, AP Emerald Limited, Berkshire Group 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、Berkshire Group Limited、Dynamic Force Investments Limited、Dynamic People Group Limited、Jaffe Development Limited及卓健耆安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。

for the year ended 31st December, 2008

截至二零零八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)**

Particulars of the Company's principal subsidiaries at 31st December, 2008 which were incorporated and have their principal place of operations outside Hong Kong are set out below:

二零零八年十二月三十一日，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		
			2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
Allied Properties China Limited	Cayman Islands 開曼群島	US\$1,000 1,000美元	100*	100*	100	100	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	65	41	38	Investment holding 投資控股
Boneast Assets Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	63	58	Investment holding 投資控股
Constable Development S.A.	Panama 巴拿馬	US\$5 5美元	100	100	63	58	Investment holding 投資控股
Dynamic Force Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	63	58	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	100	63	58	Property holding 持有物業
I-Market Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	63	58	Investment holding 投資控股
Kenworld Corporation	Republic of Liberia 利比里亞共和國	US\$1 1美元	100	100	100	100	Investment holding 投資控股
Lakewood Development Corporation	United States of America 美國	US\$1,000 1,000美元	100	100	100	100	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	100	37	34	Investment holding 投資控股

for the year ended 31st December, 2008

截至二零零八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		
			2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
Shipsape Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	63	58	Investment holding 投資控股
SHK Alternative Managers Limited	Cayman Islands 開曼群島	US\$1 1美元	100	100	63	58	Funds management 基金管理
SHK Absolute Return Managers Limited	Cayman Islands 開曼群島	US\$10 10美元	100	100	63	58	Investment holding 投資控股
SHK Dynamic Managers Limited	Cayman Islands 開曼群島	US\$10 10美元	100	100	63	58	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	100	63	58	Funds management 基金管理
SHK Private Equity Managers Limited	Cayman Islands 開曼群島	US\$10 10美元	100	100	63	58	Funds management 基金管理
SHK Quant Managers Limited	Cayman Islands 開曼群島	US\$10 10美元	100	100	63	58	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	100	63	58	Property holding 持有物業
Sun Hung Kai (China) Investment Management Limited 新鴻基(中國)投資管理有限公司	People's Republic of China 中華人民共和國	RMB 50,000,000 人民幣 50,000,000元	100	-	63	-	Corporate marketing and investment consultancy 市場策劃及投資顧問
Sun Hung Kai GAPS Limited	Brunei Darussalam 汶萊	US\$1 1美元	100	-	63	-	Management services 管理服務
Sun Hung Kai Global Managers Limited	Brunei Darussalam 汶萊	US\$1 1美元	100	100	63	58	Management services 管理服務

for the year ended 31st December, 2008

截至二零零八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		
			2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
Sun Hung Kai International Bank [Brunei] Limited	Brunei Darussalam 汶萊	SGD10,000,000 10,000,000 新加坡元	100	100	63	58	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	100	63	58	Investment holding 投資控股
Sun Hung Kai Investment Services (Macau) Limited	Macau 澳門	MOP48,900,000 48,900,000澳門元	100	100	63	58	Property holding 持有物業
Sun Hung Kai Securities (Bermuda) Limited	Bermuda 百慕達	US\$12,000 12,000美元	100	100	63	58	Investment holding and management services 投資控股及管理服務
Swan Islands Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	63	58	Investment holding 投資控股
UAF Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	63	58	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	100	63	58	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	100	100	58	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	100	63	58	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	100	100	37	34	Financial consultancy 財務顧問

for the year ended 31st December, 2008

截至二零零八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		
			2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
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	100	100	37	34	Money lending 借貸
深圳亞聯財行銷顧問有限公司 (formerly/前稱: 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	100	100	37	34	Money lending 借貸
新鴻基(天津)投資管理有限公司	People's Republic of China 中華人民共和國	RMB 50,000,000 人民幣 50,000,000元	100	-	63	-	Asset management 資產管理
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\$6,000,000 6,000,000港元	100	-	63	-	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.

** These subsidiaries are listed in Hong Kong and further details about them are available in their published accounts.

* 該等持股權即本公司所持已發行股本面值比例。

** 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。董事認為列出其他附屬公司的詳情，會令資料過於冗長。

for the year ended 31st December, 2008

截至二零零八年十二月三十一日止年度

61. PARTICULARS OF PRINCIPAL ASSOCIATES**61. 主要聯營公司資料**

Particulars of the Group's principal associates at 31st December, 2008 are set out below:

二零零八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		
		2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
China Xin Yongan Futures Company Limited 中國新永安期貨有限公司	Hong Kong 香港	25	25	16	15	Futures dealing 期貨經紀
Chronicle Gain Limited 確勁有限公司	Hong Kong 香港	45	45	29	26	Property holding 持有物業
Drinkwater Investment Limited 精威置業有限公司	Hong Kong 香港	22	22	14	13	Property holding 持有物業
Eurogold Limited*	Australia 澳洲	49	–	49	–	Investment holding 投資控股
Omicron International Limited	British Virgin Islands 英屬處女群島	44	44	28	26	Investment holding 投資控股
Real Estate Investments (N.T.) Limited	Hong Kong 香港	40	40	25	23	Property development 物業發展
Silver York Development Limited 兆勇發展有限公司	Hong Kong 香港	42	42	27	24	Investment holding 投資控股
Start Hold Limited 時達開有限公司	Hong Kong 香港	33	33	21	19	Investment holding 投資控股
Tanami Gold NL*	Australia 澳洲	21	–	21	–	Gold mining operations and mineral exploration 黃金採礦業務及礦產勘探
Tian An China Investments Company Limited ** 天安中國投資有限公司 **	Hong Kong 香港	37	36	23	21	Investment holding 投資控股

* These associates are listed in Australia and further details about them are available in their published accounts.

* 該等聯營公司在澳洲上市，有關該等聯營公司之進一步詳情載於其公佈之賬目內。

** This associate is listed in Hong Kong and further details are available in its published accounts.

** 該聯營公司在香港上市，有關該聯營公司之進一步詳情載於其公佈之賬目內。

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 net assets 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認為對本年度業績有重大影響，或構成本集團資產淨值主要部份之本集團聯營公司。董事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, 2008

截至二零零八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, 2008 are set out below:

62. 主要共同控制企業資料

於二零零八年十二月三十一日，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 and voting rights 佔已發行股本面值及投票權之比例				Principal activity 主要業務
		held by subsidiaries 附屬公司 持有		attributable to the Group 本集團 應佔		
		2008 二零零八年 %	2007 二零零七年 %	2008 二零零八年 %	2007 二零零七年 %	
Allied Kajima Limited	Hong Kong 香港	50	50	50	50	Property and investment holding 地產及投資控股
Poltallock Limited	Hong Kong 香港	50	50	31	15	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	33	21	19	Corporate finance advisory 企業融資顧問
Shenzhen Oriental Venture Capital Management Co., Ltd 深圳市東方富海創業投資管理有限公司	People's Republic of China 中華人民共和國	49	—	31	—	Venture capital investment management 創業私募股本投資
中山市中基投資顧問有限公司	People's Republic of China 中華人民共和國	34	—	22	—	Corporate investment, providing management and product marketing consultancy services 企業投資、提供管理及產品市場策劃顧問服務

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**

		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	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Results	業績					
Revenue	收入	1,000,692	964,603	2,166,396	4,832,686	3,611,407
Operating profit (loss)	經營溢利(虧損)	428,590	956,840	1,409,155	3,427,332	(20,242)
Finance costs	融資成本	(47,208)	(96,778)	(278,612)	(542,346)	(203,177)
Release of negative goodwill	負商譽撥回	156,741	-	-	-	-
Amortisation of capital reserve	資本儲備攤銷	17,267	-	-	-	-
Share of results of associates	應佔聯營公司業績	165,856	150,388	8,982	264,712	295,853
Share of results of jointly controlled entities	應佔共同控制企業業績	19,090	105,298	159,987	131,106	(6,826)
Profit before taxation	除稅前溢利	740,336	1,115,748	1,299,512	3,280,804	65,608
Taxation	稅項	(80,108)	(79,306)	(50,820)	(221,995)	20,408
Profit for the year	本年度溢利	660,228	1,036,442	1,248,692	3,058,809	86,016
Attributable to:	應佔方:					
Equity holders of the Company	本公司股東	563,023	935,342	1,047,822	2,253,707	(144,431)
Minority Interests	少數股東權益	97,205	101,100	200,870	805,102	230,447
		660,228	1,036,442	1,248,692	3,058,809	86,016
Basic earnings (loss) per share	每股基本盈利(虧損)	11.43港仙 HK cents	17.41港仙 HK cents	19.51港仙 HK cents	41.35港仙 HK cents	(2.56)港仙 HK cents

**At 31st December,
十二月三十一日**

		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	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Assets and liabilities	資產及負債					
Total assets	資產總額	9,997,626	11,924,513	22,368,370	27,740,874	25,620,539
Total liabilities	負債總額	(3,350,740)	(3,372,237)	(9,033,806)	(9,658,064)	(9,311,314)
		6,646,886	8,552,276	13,334,564	18,082,810	16,309,225

Particulars of major properties held by the subsidiaries and jointly controlled entities of the Group at 31st December, 2008 are as set out below:

本集團之附屬公司及共同控制企業於二零零八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	100.00	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	100.00	Existing 現有物業
60 Plantation Road The Peak, Hong Kong 香港山頂 種植道60號	2066	R	639	100.00	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	100.00 100.00	Existing 現有物業 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###	100.00 100.00	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	100.00	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###	100.00 100.00	Existing 現有物業 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					
Ibis North Point 138 Java Road North Point, Hong Kong 世紀軒 香港北角 渣華道138號	2083	H	6,825	100.00	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	2,592	100.00	Existing 現有物業
		C	1,311	100.00	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	100.00	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	50.00*	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	50.00*	Existing 現有物業
Tregunter Tower 3 14 Tregunter Path Hong Kong 地利根德閣第3座 地利根德徑14號 香港	2051	R	745	100.00	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#	63.43	Existing 現有物業
J Residence 60 Johnston Road Hong Kong 嘉薈軒 香港 莊士敦道60號	2054	R	50	100	Existing 現有物業
Splendid Place 39 Taikoo Shing Road Hong Kong 匯豪峰 香港 太古城道39號	2881	R	177	100	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					
FM 2100 Road and Diamond Head Boulevard Harris County Texas U.S.A. 美國德州	Freehold 永久業權	R	13,888,933##	100.00	Existing 現有物業
Sofitel Philippine Plaza Manila Cultural Centre of the Philippines Complex Roxas Boulevard Pasay City Manila, Philippines 菲律賓馬尼拉	2014+++	H	73,866	50.00 *	Existing 現有物業
Shop E on G/F Macau Chamber of Commerce Building No. 165 Rua De Xangai Macau 澳門上海街165號 澳門中華總商會大廈 地下舖位E室	2013	C	195#	63.43	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	63.43	Existing 現有物業
Tian An Cyber Park Futian District Shenzhen People's Republic of China 天安數碼城 中華人民共和國 深圳 福田區	2052	C	3,812	63.43	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 25 years
+ With option to renew for a further term of 75 years
++ With option to renew for a further term of 99 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
+++ 可續期二十五年
+ 可續期七十五年
++ 可續期九十九年
銷售面積
地盤面積
停車位數目



