



PHOENIX SATELLITE TELEVISION HOLDINGS LIMITED
鳳凰衛視控股有限公司
Stock Code 股份代號 8002



PHOENIX
ANNUAL REPORT
鳳凰年報

07

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

The Stock Exchange takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

The directors (the "Directors") of Phoenix Satellite Television Holdings Limited (the "Company") collectively and individually accept full responsibility for this report which includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company.

The Directors confirm, having made all reasonable enquires, that to the best of their knowledge and belief, (i) the information contained in this report are accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement herein misleading; and (iii) opinions expressed in this report have been arrived at after due and careful consideration on the bases and assumptions that are fair and reasonable.

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）的特色

創業板的成立乃為帶有高投資風險的公司提供上市的市場。尤其在創業板上市的公司毋須有過往溢利記錄，亦毋須預測未來溢利。此外，在創業板上市的公司或會因其新興性質及該等公司經營業務的行業或國家而帶有風險。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後始作出投資決定。創業板的高風險及其他特色表示創業板較適合專業及其他富經驗的投資者。

鑑於在創業板上市的公司屬於新興性質，在創業板買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券確有高流通量的市場。

創業板發佈資料的主要方法是在聯交所營運的互聯網網頁上刊登。上市公司一般毋須在憲報指定報章刊登付款公佈。因此，有意投資者應注意，彼等須閱覽創業板網頁，以便取得創業板上發行人的最新資料。

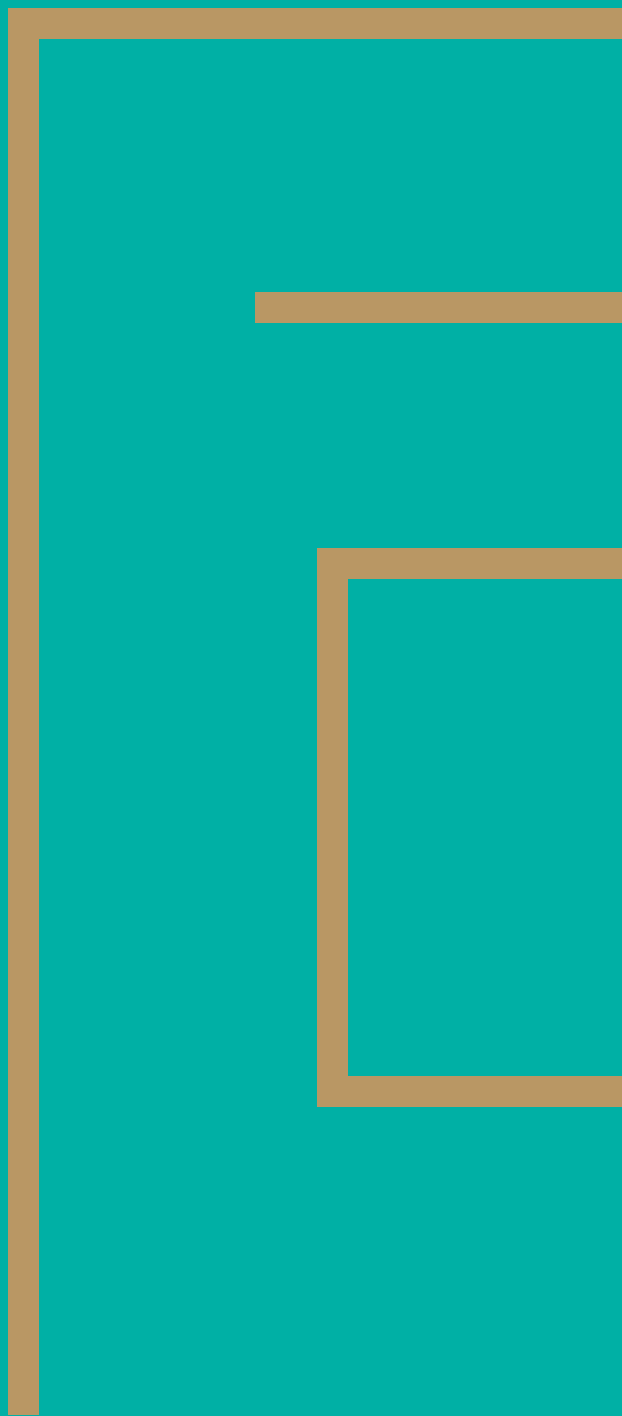
聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告（鳳凰衛視控股有限公司（「本公司」）各董事（「董事」）願共同及個別對此負全責）乃遵照聯交所《創業板證券上市規則》之規定而提供有關本公司之資料。

各董事經作出一切合理查詢後，確認就彼等所知及所信：(i) 本報告所載之資料在各重大方面均屬準確完整，且無誤導成份；(ii) 本報告並無遺漏其他事實致使本報告所載任何內容產生誤導；及 (iii) 本報告所表達之一切意見乃經審慎周詳考慮後始行發表，並以公平合理之基準及假設為依據。

和而不同。

HARMONIOUS BUT DIFFERENT





求同存異

SEEKING TOGETHERNESS RESPECTING DIFFERENCES



Contents 目錄

- 02 Mission Statement 公司使命
- 04 2007 Annual Highlights 全年大事概要
- 06 Chairman's Statement 主席報告書
- 12 A Global Media Organisation 建基全球
- 14 Global Outlook 全球視野
- 16 A Global Team 我們的全球團隊
- 22 The Chinese Gateway 中國門戶
- 24 Financial Information 財務資料

Mission Statement 公司使命



Phoenix provides Chinese communities around the world with a continuous stream of Chinese-language programming, ranging from entertainment and talk shows through to balanced, accurate and up-to-the-minute news and information about developments around the globe. By performing this mission, Phoenix brings China closer to the world and the world closer to China.

鳳凰與世界各地的華語社群分享無間的華語節目，包括娛樂、客觀的評論節目、準確即時新聞及世界資訊等。透過擔任該角色，鳳凰不單令世界逐漸走向中國，同時亦令中國逐漸走向世界。

傳千里 · 播萬家

COVERING THOUSANDS OF MILES
BROADCASTING TO TENS OF THOUSANDS OF HOMES



Annual Highlights 全年大事概要



January 一月

The Chairman and CEO of Phoenix, Liu Changle, held a one-day dialogue with the renowned Buddhist scholar and head of the Fo Guang International Buddhist Order, Venerable Master Hsing Yun, at the Order's headquarters in Kaohsiung in Taiwan.

鳳凰衛視主席兼行政總裁劉長樂與知名佛教學者國際佛光會總會會長星云大師在台灣高雄總部進行了一日對話活動。

March 三月

The Phoenix "You Bring Charm to the World" award ceremony, which recognized the contributions prominent Chinese cultural, scientific, sporting and political figures have made to the global community, was held at Peking University on 31 March, the eleventh anniversary of the founding of Phoenix Television.

於三月三十一日即鳳凰衛視創立第十一個週年紀念日在北京大學舉行了「世界因你而美麗－2006影響世界華人盛典」頒獎典禮，藉以表彰多位在文化、科學、體育及政治等各領域為世界作出貢獻的傑出華人。



January 一月

Xu Guangchun, Secretary of the Henan Party Committee and former head of the State Administration of Radio, Film and Television, visited Phoenix Satellite Television's offices in Hong Kong.

河南省委書記及前國家廣播電影電視總局局長徐光春參訪了鳳凰衛視於香港的總部。

February 二月

Phoenix Chairman Liu Changle received the Ernst & Young Entrepreneur of the Year China award at a ceremony in Beijing.

鳳凰衛視主席劉長樂於安永會計師事務所在北京舉行的頒獎典禮上獲頒「安永中國年度企業家獎」。



July 七月

Phoenix and the Hong Kong-broadcaster TVB were selected by the Hong Kong Government to be the officially endorsed television broadcasters covering the celebration of the tenth anniversary of the return of Hong Kong to Chinese sovereignty. In the course of the celebrations Phoenix presenter, Sally Wu, interviewed Donald Tsang, the Chief Executive of the Hong Kong Special Administrative Region.

香港政府邀請鳳凰衛視及香港廣播公司TVB作為官方認可的電視媒體，報道香港回歸祖國十週年慶典活動。期間鳳凰衛視主播吳小莉採訪了香港特別行政區行政長官曾蔭權。



November 十一月

Phoenix held the annual Miss Chinese Cosmos Beauty Pageant in Hong Kong.

鳳凰衛視在香港舉行了中華小姐環球大賽年度總決賽。

07



June 六月

Phoenix began to broadcast in Australia on the Jade DTH system, strengthening its access to the Western country with the largest overseas Chinese community calculated on a per capita basis.

鳳凰衛視透過TVB「翡翠互動電視」平台開始在澳洲播出節目，增強了鳳凰衛視對這個按人口計算擁有最大海外華人社群的西方國家的覆蓋。

July 七月

Phoenix provided extensive coverage of the Special Olympics which were held in Shanghai in October, and in the lead up to this event the Chairman of Phoenix, Liu Changle, attended an event in the torch relay at the White House in Washington DC. President George W. Bush was also present at this event.

鳳凰衛視曾對十月在上海舉行的特殊奧運會進行了廣泛報道，為此鳳凰衛視主席劉長樂出席了在美國總統府白宮舉行的火炬接力儀式，美國總統喬治·布什（George W. Bush）亦參與了此次活動。



Chairman's Statement 主席報告書



The Group's revenue for the year ended 31 December 2007 was approximately **HK\$1,178,667,000**, which represented a growth of **11.4%** over the revenue derived in 2006.

本集團截至二零零七年十二月三十一日止年度的收入約為 **1,178,667,000** 港元，較二零零六年所錄得收入上升 **11.4%**。

Financial Summary

- Revenue for the year ended 31 December 2007 was 11.4% higher than the previous year, reaching approximately HK\$1,178,667,000.
- The increase in revenue generated an annual profit attributable to equity holders of approximately HK\$278,749,000, which was a 31.2% improvement over the profit achieved in 2006.
- The Board recommended a final dividend of HK\$0.018 per share.

財務概要

- 截至二零零七年十二月三十一日止年度的收入較去年高出 11.4%，達致約 1,178,667,000 港元。
- 收入增長帶來權益持有人應佔年度溢利約 278,749,000 港元，較二零零六年所取得溢利上升 31.2%。
- 董事會建議派發末期股息每股 0.018 港元。

Results

During 2007 the revenue of the Company and its subsidiaries (collectively, the “Group” or “Phoenix”) increased 11.4% and the profit attributable to equity holders reached a record high.

The Group’s revenue for the year ended 31 December 2007 was approximately HK\$1,178,667,000, which represented a growth of 11.4% over the revenue derived in 2006. Total operating costs remained at a steady level, with a marginal increase of 7.5% to approximately HK\$932,123,000. The upward movement in operating costs was mainly due to the increase in commission payments, programming and staff costs, but the growth of these expenses was offset by the reduction of doubtful debt provision.

The Group’s profit from operations and profit attributable to equity holders for the 2007 financial year were approximately HK\$246,544,000 and HK\$278,749,000 respectively. These figures represented improvements of approximately HK\$55,690,000 and HK\$66,364,000 respectively over the 2006 financial year. During 2007 the Group recognized a gain on an investment in a subsidiary, with the Group’s interest in the net fair value of the subsidiary exceeding the cost of the investment to the extent of HK\$17,500,000, and also on the revaluation of the Renminbi of approximately HK\$25,000,000, both of which boosted the profit attributable to equity holders.

The chart presented below compares the Group’s performance for the year ended 31 December 2007 with that for the 2006 financial year in order to give a clearer picture of the overall trend of the Group’s operations.

業績

於二零零七年內，本公司及其附屬公司（統稱「本集團」或「鳳凰衛視」）的收入增長11.4%，及權益持有人應佔溢利創出新高。

本集團截至二零零七年十二月三十一日止年度的收入約為1,178,667,000港元，較二零零六年所錄得收入上升11.4%。總經營成本輕微增長7.5%至約932,123,000港元，維持在穩定的水平。經營成本上升主要是因為佣金付款、節目成本及員工成本增加所致，但該等開支上升又被呆壞賬撥備減少所抵銷。

本集團二零零七年財政年度的經營溢利及權益持有人應佔溢利分別約為246,544,000港元及278,749,000港元。此兩項溢利分別較二零零六年財政年度增加約55,690,000港元及66,364,000港元。於二零零七年內，本集團確認於一間附屬公司投資的收益，即本集團於該附屬公司的淨公平值權益超出投資成本達17,500,000港元，且人民幣升值帶來收入約25,000,000港元，均令權益持有人應佔溢利有所增加。

以下呈列的圖表乃比較本集團截至二零零七年十二月三十一日止年度與二零零六年財政年度的業績表現，以便更清楚地顯示本集團業務的整體發展趨勢。

		Year ended 31 December 截至十二月三十一日止年度	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Phoenix Chinese Channel	鳳凰衛視中文台	802,364	722,697
Phoenix InfoNews Channel	鳳凰衛視資訊台	203,606	223,550
Phoenix Movies Channel,	鳳凰衛視電影台、		
Phoenix North America Chinese Channel &	鳳凰衛視美洲台及		
Phoenix Chinese News and Entertainment Channel	鳳凰衛視歐洲台	77,409	68,575
New media	新媒體	56,391	13,490
Other businesses	其他業務	38,897	29,355
Group's total revenue	集團總收入	1,178,667	1,057,667
Operating costs	經營成本	(932,123)	(866,813)
Profit from operations	經營溢利	246,544	190,854
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	278,749	212,385
Earnings per share, Hong Kong cents	每股盈利，港仙	5.64	4.30



Business Overview and Prospects

The Group's core business of television broadcasting performed well during 2007. Although the Phoenix InfoNews Channel's income was less than that in the previous year, it continued to generate a modest profit, while the flagship Phoenix Chinese Channel achieved a major increase in both income and profit. The Phoenix North America Chinese Channel, the London-based Phoenix Chinese News and Entertainment Channel and the Phoenix Movies Channel continued to operate at a loss, but this loss was smaller than in previous years, suggesting that in due course these channels will move towards the break-even point. Despite continuing to make a loss, the Phoenix North America Chinese Channel and the Phoenix Chinese News and Entertainment Channel contributed towards embellishing the Phoenix name by giving it global reach and realizing the Phoenix vision of being the global Mandarin-language television broadcaster. The Group is currently in the process of restructuring the Phoenix Movies Channel, and is optimistic that it will perform more effectively in the future, and that this will become apparent in 2008.

The Phoenix Chinese Channel continued to feature a wide array of extremely popular programmes, such as *A Date with Lu Yu*, *Summary of Press*, *Secret Documentary*, and *Sally Wu's Eye on the World*. The Phoenix Chinese Channel also maintained its cutting edge identity by broadcasting live *The Miss Chinese Cosmos Pageant*, the beauty contest that reflects the growing openness of Chinese society and which last year was staged in Hong Kong in early November.

業務概覽及前景

本集團的核心電視廣播業務於二零零七年內繼續表現理想。雖然鳳凰衛視資訊台的收入較去年有所減少，但仍產生輕微溢利，而旗艦頻道鳳凰衛視中文台則在收入及溢利方面均取得顯著增長。鳳凰衛視美洲台、基地設於倫敦的鳳凰衛視歐洲台及鳳凰衛視電影台繼續錄得經營虧損，惟是次虧損已較過去數年收窄，預示該等頻道將會在未來達致收支平衡。儘管持續錄得虧損，但鳳凰衛視美洲台及鳳凰衛視歐洲台透過全球網絡覆蓋及實現鳳凰衛視作為全球普通話電視台的形象而進一步提升鳳凰衛視品牌。本集團正在重組鳳凰衛視電影台，並對其將來可更加有效率地運行持樂觀態度，預計該重組將於二零零八年顯現出成效。

鳳凰衛視中文台繼續源源不斷提供各類極受歡迎的節目，如《魯豫有約：說出你的故事》、《有報天天讀》、《冷暖人生》及《小莉看世界》等。鳳凰衛視中文台曾於去年十一月初現場直播在香港舉行的中華小姐環球大賽，顯示中國社會日益包容開放，從而進一步鞏固了其優勢地位。

The Phoenix InfoNews Channel (“InfoNews”) maintained its status as the world’s leading Mandarin-language news broadcaster, and carried much real time reporting on events across the globe. InfoNews reporting included the terrorist attack on the Red Mosque in Pakistan, the kidnapping of South Korean aid workers by terrorists in Afghanistan, developments in Iran and Palestine. InfoNews also interviewed many world leaders, ranging from President Talabani of Iraq to Prime Minister Abe of Japan. InfoNews also covered major developments in the Greater China region, interviewing Premier Wen Jiabao about the floods in Anhui Province, and also interviewing Ma Yingjeou and Frank Hsieh, the two contenders in the forthcoming presidential elections in Taiwan. InfoNews also produced a series of discussion shows on the Australian elections last November, which saw the election of the first Chinese-speaking head of government in a Western country.

The status Phoenix enjoys in the eyes of Western governments as the premier Mandarin Chinese news broadcaster was confirmed in 2007 when the United States State Department requested Phoenix to interview Deputy Secretary of State John Negroponte in order to allow him to set out US opposition to the Taiwan government’s intention to hold a referendum on the issue of Taiwan’s membership of the United Nations. Phoenix not only broadcast this interview in full, but also made it available to some of the key Taiwan television companies in order to ensure that it received a high level of attention from the Taiwan audience.

Besides continuing to develop its core business as a television broadcaster, the Group has also been exploring the scope to expand into other areas. During 2007 Phoenix’s new media business continued to do well. It is still in a developmental phase, however, and will require further investment in order to realize its longer term potential. Phoenix also formed a joint venture with Regal Fame Investments Limited, which will conduct an outdoor advertising business.

鳳凰衛視資訊台（「資訊台」）繼續保持其作為全球領先的普通話新聞電視台的地位，並即時報道大量全球各地事件，其中包括巴基斯坦紅色清真寺恐怖分子襲擊、阿富汗恐怖分子綁架南韓人質事件及伊朗與巴勒斯坦的局勢發展。資訊台亦採訪了多位世界各國領導人如伊拉克總統塔拉巴尼（Talabani）及日本首相安倍晉三等。資訊台廣泛報道了大中華地區的重大時事發展，如就安徽省洪災採訪了溫家寶總理，亦對即將到來的台灣地區領導人選舉中的兩位候選人馬英九及謝長廷進行了專訪。資訊台亦就去年十一月的澳洲大選製作了一系列評論節目，並見證選出西方世界首位能講流利普通話的政府領袖。

於二零零七年，美國國務院曾邀請鳳凰衛視對美國第一副國務卿約翰·內格羅蓬特（John Negroponte）進行了獨家專訪，讓內格羅蓬特發表了美國反對台灣當局有意進行入聯公投的立場，此次專訪亦受到西方各國政府的矚目，表明鳳凰衛視作為國外首選的普通話新聞電視台的地位已在國際上廣受認可。鳳凰衛視不僅完整播放了此次專訪，並向部分台灣主要電視公司提供有關專訪內容，而台灣觀眾對此亦予以高度關注。

作為一家電視廣播公司，除繼續致力發展其核心業務外，本集團亦一直積極將業務範圍拓展至其他領域。於二零零七年內，鳳凰衛視的新媒體業務繼續有良好表現。此業務仍處於發展階段，並將需要進一步投資以實現其長遠潛能。鳳凰衛視亦與中譽投資有限公司成立了一家旨在從事戶外廣告業務的合資公司。



During the third quarter of 2008 Phoenix's headquarters in Hong Kong will move to Taipo, in the New Territories. The process of moving will require a total capital expenditure of approximately HK\$400,000,000 (including the acquisition cost of the building). There will be a phase during which operations will be running in parallel in both locations, and this will lead to a short-term increase in operating costs.

When all these factors are taken into account, the management believes that the Group's potential is sound. While the process of relocating the Phoenix headquarters to Taipo will require considerable capital expenditure, and the new media business will require further investments, the long-term prospects for the entire Phoenix Group remain positive.

LIU Changle
Chairman
Hong Kong, 7 March 2008

鳳凰衛視於香港的總部將會於二零零八年第三季度內搬往新界大埔。搬遷工程將需耗費資本開支總額約400,000,000港元（包括辦公大樓的收購成本）。有關業務將會在兩處地點同時並行運作一段時間，且由此將於短期內增加經營成本。

經考慮所有該等因素後，管理層相信本集團發展潛能卓越。雖然鳳凰衛視總部遷往大埔的搬遷工程將需要大筆資本開支，且新媒體業務將需要進一步投資，長遠而言，整個鳳凰集團前景仍然一片光明。

主席
劉長樂
香港，二零零八年三月七日



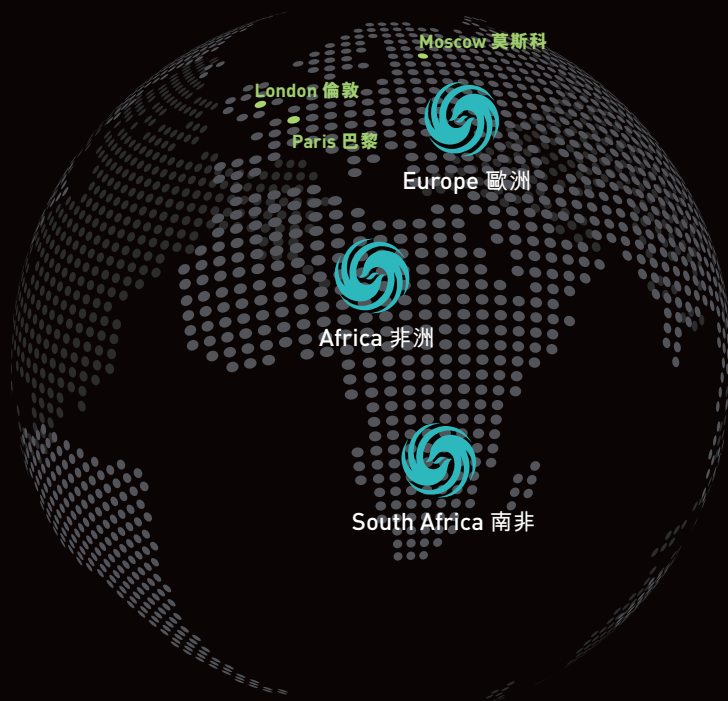
A Global Media Organisation 建基全球



鳳凰衛視
Phoenix Chinese Channel



資訊台
Phoenix InfoNews Channel



Asia Pacific 亞太區

As a satellite broadcaster Phoenix is primarily distributed by AsiaSat, which has a footprint covering the Asia-Pacific region. On the Chinese mainland, Phoenix is downloaded to many regional cable networks by Sinosat, and in Hong Kong it is on all major distribution systems. In many other countries and regions Phoenix is also carried by local operators.

作為一個全球華人的衛星頻道，鳳凰衛視透過亞衛三號S覆蓋整個亞太地區。在中國大陸，鳳凰衛視通過鑫諾衛星進入全國有線網絡系統。在香港，鳳凰衛視透過所有主要系統廣播。在其他國家及地區，鳳凰衛視亦透過當地有線系統全頻落地。

Malaysia 馬來西亞

Phoenix is distributed by ASTRO, the major DTH operator, in Malaysia.

鳳凰衛視通過馬來西亞ASTRO，以直接到戶(DTH)技術全頻廣播。

Singapore 新加坡

Phoenix is carried by Starhub in Singapore.

鳳凰衛視進入新加坡星和視界(Starhub)。



Indonesia 印尼

Phoenix is carried by Kabelvision and DirectVision in Indonesia.

鳳凰衛視進入印尼 Kabelvision 及 DirectVision 系統。

Japan 日本

Phoenix is carried by Rakuraku Communications in Japan.

鳳凰衛視進入日本樂樂中(Rakuraku Communications)。

Australia 澳洲

Phoenix is carried by the Jade Interactive system and is also available from ASIATAT.

鳳凰乃經Jade Interactive系統傳送，亦可從ASIATAT接收。

New Zealand 紐西蘭

Phoenix is carried by WorldTV in New Zealand.

鳳凰衛視進入新西蘭中華電視網(WorldTV)系統。



美洲台

Phoenix NA Chinese Channel



歐洲台

Phoenix CNE Channel



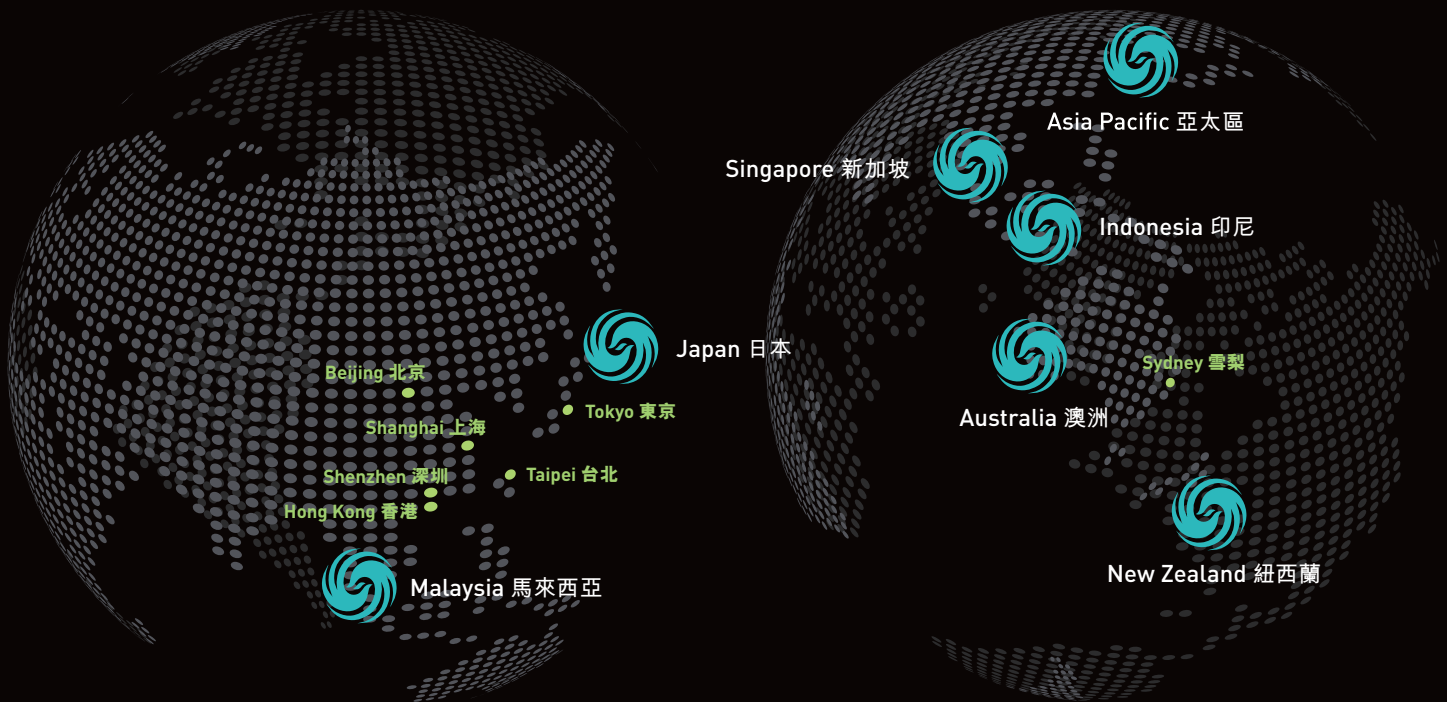
Phoenix Movies Channel



Phoenix Website



Phoenix Magazine



Africa 非洲

Phoenix is carried by the TELSTAR-12 satellite.

鳳凰衛視透過 TELSTAR-12 號衛星進行廣播。

South Africa 南非

Phoenix is now carried on the SATMEX-6 satellite.

鳳凰衛視現時透過 SATMEX-6 號衛星廣播。

North America 北美洲

Phoenix North America Chinese Channel is carried on satellite by DirecTV and EchoStar and is also available on cable from Time Warner in New York, Comcast in San Francisco, Charter in Los Angeles, Rogers in the Toronto area and Shaw in the Vancouver area.

鳳凰衛視美洲台乃由 DirecTV 及 EchoStar 透過人造衛星傳送，亦可透過電纜從紐約的 Time Warner、舊金山的 Comcast、洛杉磯的 Charter、多倫多地區的 Rogers 及溫哥華地區的 Shaw 接收。



Phoenix global reach
鳳凰全球網絡



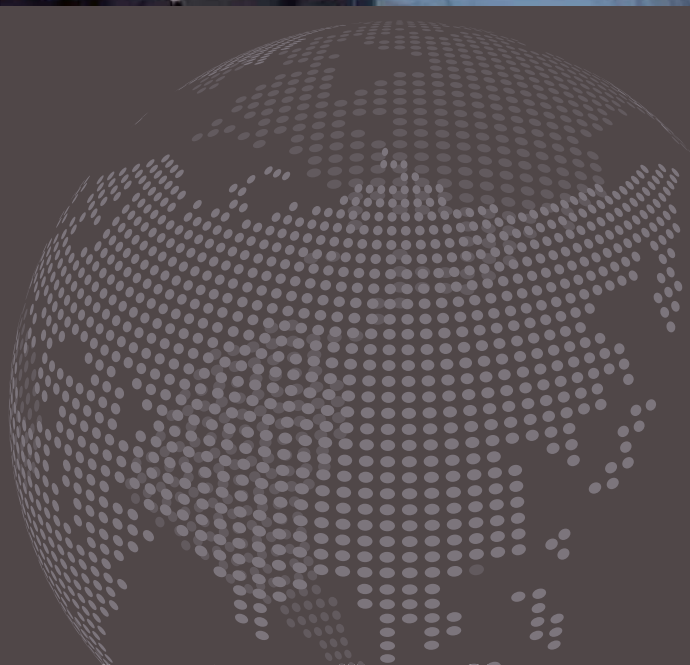
Phoenix news bureaux and reporters worldwide
鳳凰全球新聞辦事處及記者站

Europe 歐洲

Phoenix Chinese News and Entertainment, the Phoenix European Channel, is carried by Sky Digital, Eurobird 6, and a number of other national cable systems in Europe.

鳳凰衛視歐洲台成功進入歐洲的主流衛星電視網 Sky Digital、Eurobird 6 以及多個歐洲國家的有線電視網絡。

Global Outlook 全球視野





Phoenix has a global outlook, and in its approach to covering news it seeks to provide the Chinese audience with up-to-the-minute information about the major events and developments happening around the globe. Underlying this approach is the belief that no one is isolated from global developments and that the Phoenix audience needs to have access to information about the key international events at any particular time.

鳳凰衛視極具全球視野，而在其新聞報道中一直致力於向華語觀眾提供全球各地發生的重大事件及發展事態的最新資訊，如此是堅信並無任何人可孤立於全球事態發展，而鳳凰衛視觀眾亦需隨時隨地知悉國際重大事件。

A Global Team 全球團隊 • The Mainland 中國大陸

To fulfill its role as a global broadcaster, Phoenix has a team of presenters and reporters drawn from mainland China, Taiwan, and Hong Kong, as well as from the global Chinese community.

The core of the Phoenix team is drawn from the four corners of the Chinese mainland, from regional centers such as Lanzhou, Fuzhou and Xiamen as well as from cities like Beijing, Shanghai and Guangzhou.

為了實現鳳凰衛視擔任全球廣播服務機構的角色，鳳凰衛視在中國大陸、台灣、香港及全球華語社群中組成其主播及記者隊伍。

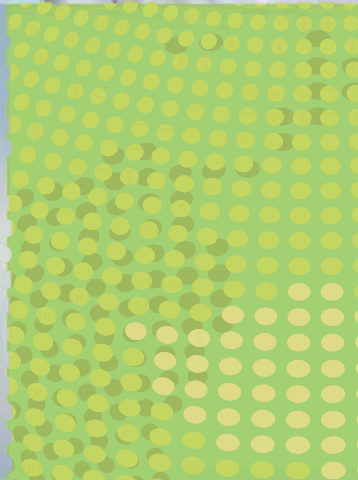
鳳凰衛視團隊的核心隊員來自中國大陸各省市，例如蘭州、福州及廈門等區域中心以及北京、上海及廣州等城市。



1		5		8	11	13
2	3		6	9	12	
	4		7	10		14

1 Wang Ruolin 王若麟
2 Chen Luyu 陳魯豫
3 Chen Xiaonan 陳曉楠
4 Dong Jiayao 董嘉耀
5 Li Hui 李輝
6 Li Wai 李慧
7 Dou Wentao 竇文濤

8 Shen Xing 沈星
9 Yang Shu 楊舒
10 Olivia Xu 許戈輝
11 Yuchi Linjia 尉遲琳嘉
12 Cao Jingxing 曹景行
13 Lu Chen 盧琛
14 Zeng Zimo 曾子墨



A Global Team 全球團隊 • Taiwan 台灣

Some of the most popular Phoenix presenters come from Taiwan, bringing a distinctive style that appeals to the Mainland Chinese audience.

鳳凰衛視有多名深受歡迎的主播來自台灣，他們與眾不同的風格亦深深吸引中國大陸觀眾。





- | | |
|------------------------|-------------------|
| 1 Tiger Hu 胡一虎 | 7 Shi Chiping 石齊平 |
| 2 Avon Hsieh 謝亞芳 | 8 Chen Yuchia 陳玉佳 |
| 3 Shannon Liu 劉珊玲 | 9 Vie Tseng 曾瀾漪 |
| 4 Jason Chien 簡福疆 | |
| 5 Chiang Shengyang 姜聲揚 | |
| 6 Sally Wu 吳小莉 | |



A Global Team 全球團隊 • Hong Kong and the rest of the world 香港與國際

With its headquarters in Hong Kong, Phoenix has a strong contingent of reporters, presenters and cameramen who originate from Hong Kong, and who bring a high level of professional and technical competence to Phoenix.

The Phoenix team also includes key players who have close ties with the rest of the world, having worked, studied or acquired citizenship in many countries, including Australia, Canada, and the United States.

以香港為基地的鳳凰衛視擁有陣容強大的來自香港的記者、主播及攝影師，他們為鳳凰衛視帶來高水平的專業及技術優勢。

鳳凰衛視團隊的主要成員亦包括與世界各地有密切聯繫的人士，他們曾在多個國家如澳洲、加拿大及美國工作、進修或取得公民資格。





- | | | | |
|---|------------------|---|-----------------|
| 1 | Anthony Yuen 阮次山 | 7 | Lawrence Ho 何亮亮 |
| 2 | Ma Dingsheng 馬鼎盛 | 8 | Ada Lau 劉芳 |
| 3 | Angela Chow 周瑛琦 | 9 | Jonathan Sa 薩文 |
| 4 | Leung Mantao 梁文道 | | |
| 5 | Peter Qiu 邱震海 | | |
| 6 | Yang Jinlin 楊錦麟 | | |



The Chinese Gateway 中國門戶



According to Q3-Q4, 2007 "Audience Appreciation Survey of Phoenix TV", Phoenix Chinese Channel continued to surpass other satellite channels in China by securing the No.1 position in the Audience Satisfaction Index. This is the seventh consecutive time since the second half-year of 2004 that Phoenix has ranked at the top of the list.

Phoenix Chinese Channel and Phoenix InfoNews Channel are outstanding among foreign broadcasters operating in China, and are the most watched television channels in offices.

Phoenix Chinese is one of the most popular nationwide channels among Affluent Business Executives in China. This demonstrates that Phoenix Chinese Channel has a comparatively strong influence among Chinese Business Executives.

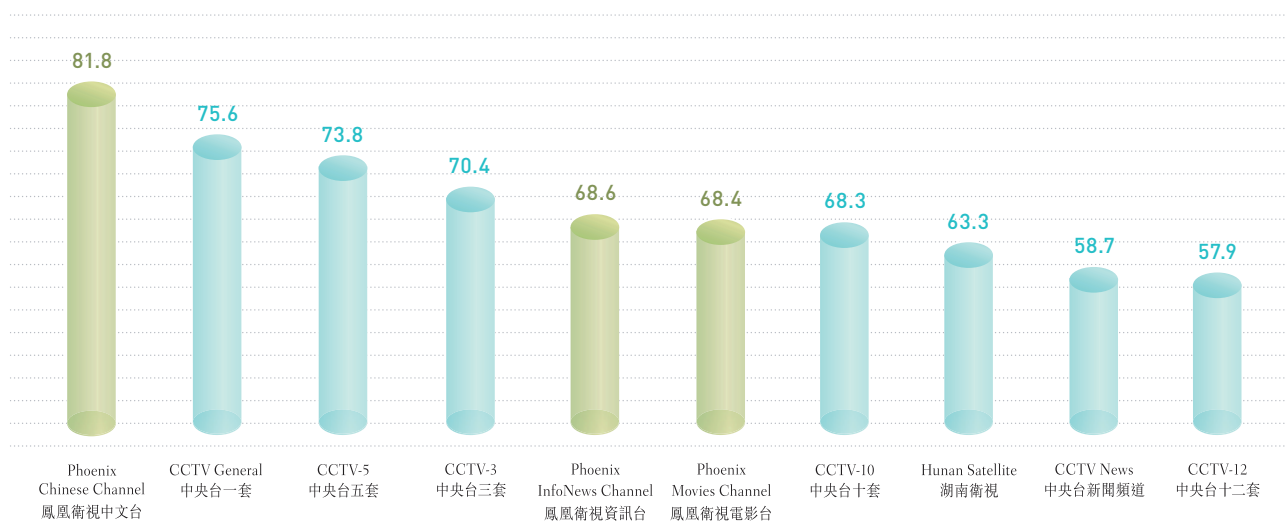
根據2007年下半年央視市場研究股份有限公司進行的「鳳凰衛視觀眾滿意度調查報告」顯示，鳳凰衛視中文台繼續超越中國內地衛星頻道，穩居觀眾滿意度指數第一位。此為自2004年下半年以來鳳凰衛視連續七次位列排行榜首位。

在辦公場所內，鳳凰衛視中文台及資訊台贏得觀眾高度的關注。足以顯示鳳凰衛視在工作群中有顯著的地位，也足以印證鳳凰衛視的信息內容吻合這群人的口味。

鳳凰衛視中文台為第四大最受富裕商務人士歡迎的全國性電視頻道，表明鳳凰衛視中文台在中國商務人士群體中有較強的影響力。

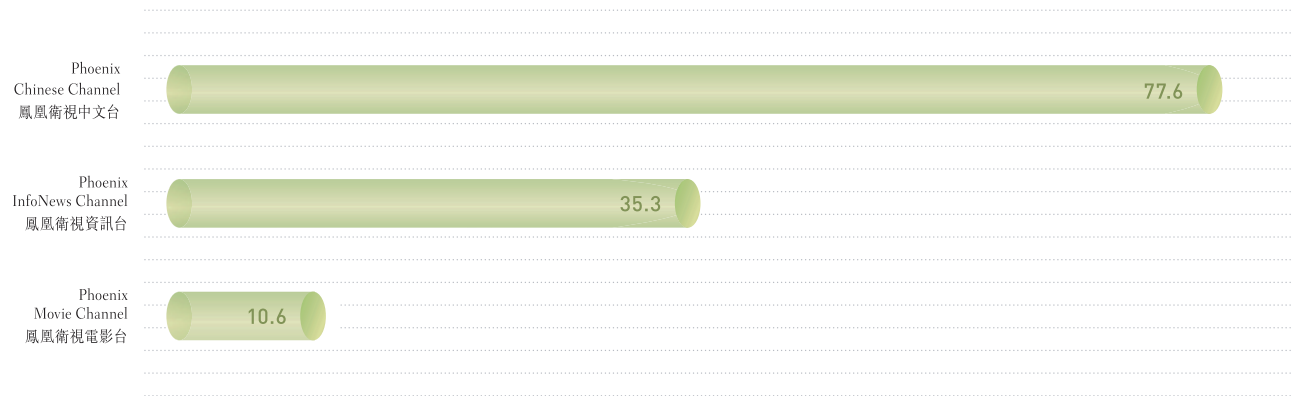
Audience Satisfaction

頻道綜合滿意度



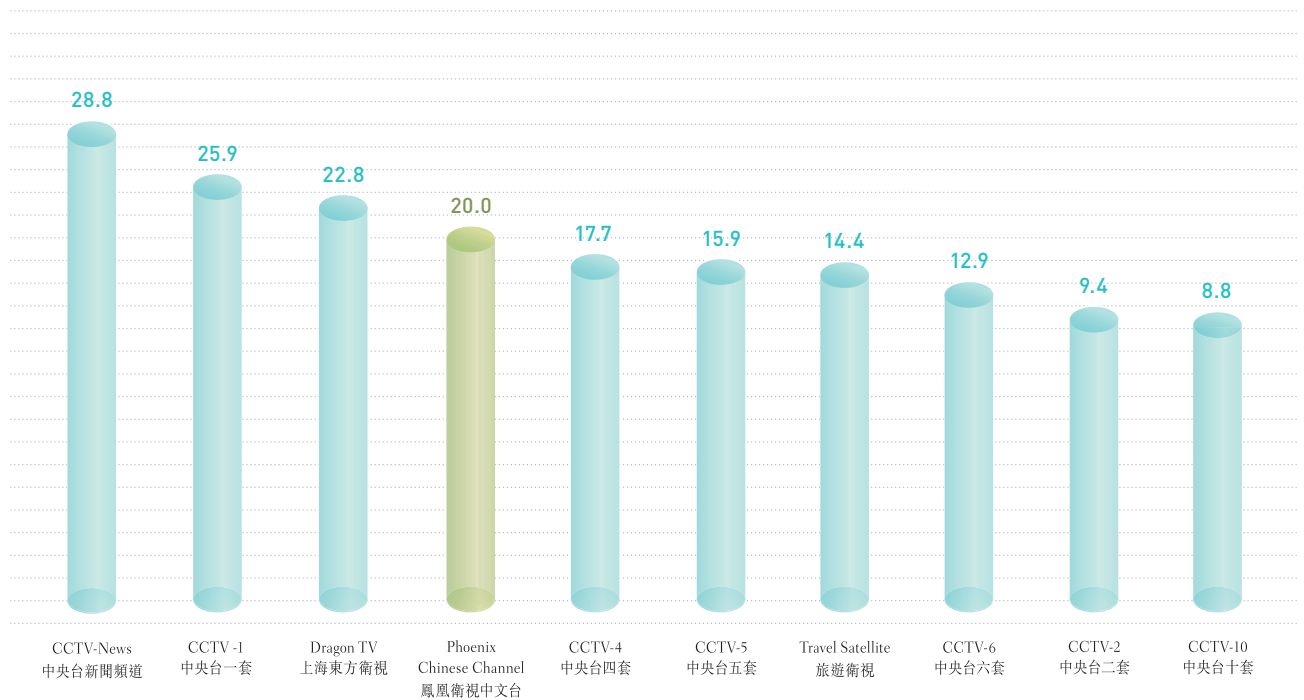
Phoenix Chinese is the most watched regional channel in the office

在辦公室收看鳳凰衛視的比例



Phoenix Chinese is the fourth most popular channel among Affluent Business Executives

在富裕商務人士中的日到達率居十強



25	Corporate Information 公司資料
27	Management Discussion and Analysis 管理層討論及分析
32	Directors and Senior Management Profile 董事及高級管理人員簡介
41	Corporate Governance Report 企業管治報告書
48	Report of the Directors 董事會報告書
76	Independent Auditor's Report 獨立核數師報告書
78	Consolidated Financial Statements 綜合財務報表
86	Notes to the Consolidated Financial Statements 綜合財務報表附註
179	Financial Summary 財務概要

握中西・掌優勢

GRASPING BOTH EAST AND WEST
WE HOLD THE SUPERIOR POSITION



Corporate Information 公司資料

Board of Directors

Executive Directors

LIU Changle (Chairman)
CHUI Keung
WANG Ji Yan

Non-executive Directors

LU Xiangdong
GAO Nianshu
Paul Francis AIELLO
LAU Yu Leung, John
GONG Jianzhong

Independent Non-executive Directors

LO Ka Shui
LEUNG Hok Lim
Thaddeus Thomas BECZAK

Compliance Officer

CHUI Keung

Company Secretary

YEUNG Ka Keung, A.C.A.

Cayman Islands Assistant Secretary

Codan Trust Company (Cayman) Limited

Qualified Accountant

YEUNG Ka Keung, A.C.A.

Audit Committee

Thaddeus Thomas BECZAK (Chairman)
LO Ka Shui
LEUNG Hok Lim
LAU Yu Leung, John

Remuneration Committee

Thaddeus Thomas BECZAK
LO Ka Shui
LEUNG Hok Lim
LAU Yu Leung, John
GAO Nianshu

Auditor

PricewaterhouseCoopers

董事局

執行董事

劉長樂 (主席)
崔強
王紀言

非執行董事

魯向東
高念書
Paul Francis AIELLO
劉禹亮
龔建中

獨立非執行董事

羅嘉瑞
梁學濂
Thaddeus Thomas BECZAK

監察主任

崔強

公司秘書

楊家強, A.C.A.

開曼群島助理秘書

Codan Trust Company (Cayman) Limited

合資格會計師

楊家強, A.C.A.

審核委員會

Thaddeus Thomas BECZAK (主席)
羅嘉瑞
梁學濂
劉禹亮

薪酬委員會

Thaddeus Thomas BECZAK
羅嘉瑞
梁學濂
劉禹亮
高念書

核數師

羅兵咸永道會計師事務所

Corporate Information 公司資料

Head Office and Principal Place of Business

9th Floor
One Harbourfront
18 Tak Fung Street
Hunghom
Kowloon
Hong Kong

Registered Office

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

Principal Share Registrar

Butterfield Fund Services (Cayman) Ltd.
P.O. Box 705
Butterfield House
68 Fort Street
George Town
Grand Cayman, Cayman Islands

Hong Kong Branch Share Registrar

Hong Kong Registrars Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

Principal Bankers

Hongkong and Shanghai Banking Corporation Limited
Bank of Communications
Industrial and Commercial Bank of China (Asia) Limited
Citic Ka Wah Bank Limited

Website Address

www.ifeng.com
www.irasia.com/listco/hk/phoenixtv

GEM Stock Code

8002

總部及主要營業地點

香港
九龍
紅磡
德豐街十八號
海濱廣場一座
九樓

註冊辦事處

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

主要股份過戶登記處

Butterfield Fund Services (Cayman) Ltd.
P.O. Box 705
Butterfield House
68 Fort Street
George Town
Grand Cayman, Cayman Islands

香港股份過戶登記處分處

香港證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓1712-1716號舖

主要往來銀行

香港上海滙豐銀行有限公司
交通銀行
中國工商銀行(亞洲)有限公司
中信嘉華銀行

網址

www.ifeng.com
www.irasia.com/listco/hk/phoenixtv

創業板股份代號

8002

Management Discussion & Analysis 管理層討論及分析

Comments on Segmental Information

The table below shows the comparison of operating results of the Group's businesses for the years ended 31 December 2007 and 2006 respectively.

分類資料評論

下表顯示分別截至二零零七及二零零六年十二月三十一日止年度本集團業務的經營業績比較。

		Year ended 31 December 截至十二月三十一日止年度	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Phoenix Chinese Channel	鳳凰衛視中文台	416,540	370,715
Phoenix InfoNews Channel	鳳凰衛視資訊台	3,474	33,245
Phoenix Movies Channel,	鳳凰衛視電影台、		
Phoenix North America Chinese Channel &	鳳凰衛視美洲台及		
Phoenix Chinese News and Entertainment Channel	鳳凰衛視歐洲台	(54,633)	(58,612)
New media	新媒體	25,151	504
Other businesses	其他業務	(1,214)	(9,391)
Corporate overheads	集團行政支出	(142,774)	(145,607)
Profit from operations	經營溢利	246,544	190,854

Revenues from television broadcasting, comprising both advertising and subscription revenues, which accounted for 91.9% of the Group's total revenue for the year ended 31 December 2007, increased by 6.8% to approximately HK\$1,083,379,000 (year ended 31 December 2006: HK\$1,014,822,000). The segmental result for television broadcasting recorded a profit of approximately HK\$367,699,000 for the year ended 31 December 2007 (year ended 31 December 2006: HK\$351,549,000).

Revenue from the Group's flagship channel, Phoenix Chinese Channel, which accounted for 68.1% of the Group's total revenue for the year ended 31 December 2007, increased by 11.0% to approximately HK\$802,364,000 (year ended 31 December 2006: HK\$722,697,000).

Phoenix InfoNews Channel's revenue accounted for 17.3% of the Group's total revenue for the year ended 31 December 2007, but decreased by 8.9% to approximately HK\$203,606,000 (year ended 31 December 2006: HK\$223,550,000).

The cumulative revenues of Phoenix Movies Channel, Phoenix North America Chinese Channel and Phoenix Chinese News and Entertainment Channel, increased 12.9% as compared to the year ended 31 December 2006 to approximately HK\$77,409,000 (year ended 31 December 2006: HK\$68,575,000).

來自電視廣播的收入(包括廣告及收視費收入)上升6.8%至約1,083,379,000港元(截至二零零六年十二月三十一日止年度:1,014,822,000港元),佔截至二零零七年十二月三十一日止年度本集團總收入的91.9%。截至二零零七年十二月三十一日止年度,電視廣播分類業績錄得溢利約367,699,000港元(截至二零零六年十二月三十一日止年度:351,549,000港元)。

來自本集團的旗艦頻道—鳳凰衛視中文台的收入上升11.0%至約802,364,000港元(截至二零零六年十二月三十一日止年度:722,697,000港元),佔截至二零零七年十二月三十一日止年度本集團總收入的68.1%。

截至二零零七年十二月三十一日止年度,鳳凰衛視資訊台的收入佔本集團總收入的17.3%,下降8.9%至約203,606,000港元(截至二零零六年十二月三十一日止年度:223,550,000港元)。

鳳凰衛視電影台、鳳凰衛視美洲台及鳳凰衛視歐洲台的累計收入較截至二零零六年十二月三十一日止年度上升12.9%至約77,409,000港元(截至二零零六年十二月三十一日止年度:68,575,000港元)。

Management Discussion & Analysis 管理層討論及分析

Comments on Segmental Information (continued)

Revenue from programme production and ancillary services increased to approximately HK\$32,825,000, which included intra-group sales of approximately HK\$27,392,000, for the year ended 31 December 2007 (year ended 31 December 2006: total revenue – HK\$26,498,000; intra-group sales – HK\$24,584,000).

The revenue of the new media services increased to HK\$56,391,000 (year ended 31 December 2006: HK\$13,490,000) with a segmental profit of HK\$25,313,000 (year ended 31 December 2006: HK\$894,000).

Other activities, including the advertising and subscription revenue generated by the Phoenix Weekly magazine and handling income from television subscriptions, contributed marginally to the Group for the year ended 31 December 2007.

Please refer to Note 5 to the consolidated financial statements for a detailed analysis of segmental information and the “Business Overview and Prospects” in this report for commentary on our core business.

Dividend

The board of Directors has decided to recommend a final dividend of HK\$0.018 per ordinary share for the year ended 31 December 2007 (2006: HK\$0.014 per ordinary share). Upon approval by the shareholders, the final dividend will be paid on or about 30 June 2008 to shareholders whose names appear on the register of members of the Company on 20 June 2008.

The register of members of the Company will be closed from Monday, 16 June 2008 to Friday, 20 June 2008, both dates inclusive, during which period no transfer of share will be effected. In order to qualify for the above final dividend, all transfers must be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30p.m. on Friday, 13 June 2008.

分類資料評論(續)

截至二零零七年十二月三十一日止年度，節目製作及支援服務的收入上升至約32,825,000港元(包括集團內公司間銷售約27,392,000港元)(截至二零零六年十二月三十一日止年度：總收入—26,498,000港元；集團內公司間銷售—24,584,000港元)。

新媒體服務的收入上升至56,391,000港元(截至二零零六年十二月三十一日止年度：13,490,000港元)及分類溢利為25,313,000港元(截至二零零六年十二月三十一日止年度：894,000港元)。

其他業務(包括來自《鳳凰週刊》的廣告及訂購收入以及收費電視的手續費收入)於截至二零零七年十二月三十一日止年度繼續對本集團作出少量盈利貢獻。

請參閱綜合財務報表附註5有關分類資料的詳細分析，以及本報告「業務概覽及前景」有關本集團核心業務的評論。

股息

董事會通過建議派發截至二零零七年十二月三十一日止年度的末期股息每股普通股0.018港元(二零零六年：每股普通股0.014港元)。待股東批准後，末期股息將於二零零八年六月三十日或該日前後派發予於二零零八年六月二十日名列本公司股東登記冊的股東。

本公司將由二零零八年六月十六日(星期一)起至二零零八年六月二十日(星期五)止(包括首尾兩日)暫停辦理股份過戶登記手續，期內將不會辦理任何股份過戶。為符合獲享上述末期股息之資格，所有過戶文件必須最遲於二零零八年六月十三日(星期五)下午四時三十分前交回本公司之香港股份過戶登記處分處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

Management Discussion & Analysis 管理層討論及分析

Acquisitions and Disposals of Subsidiaries and Affiliated Companies

On 8 June 2007, the Group entered into an agreement with 北京廣播公司 (Beijing Broadcasting Company) and CBC Advertising Limited pursuant to which the registered capital of 北京同步廣告傳播有限公司 (Beijing Simulcast Communication Co Ltd) shall be increased from RMB30,000,000 to RMB44,600,000. The Group shall additionally inject RMB2,110,000 for a 35% shareholdings in the joint venture. As of 31 December 2007, the additional capital contribution had not been made by the Group.

On 22 June 2007, the Group entered into an agreement with Regal Fame Investments Limited to form a joint venture. The joint venture would conduct outdoor advertising business. Pursuant to the agreement, the Group shall inject HK\$35,000,000 for a 75% shareholding in this joint venture. A capital contribution of HK\$35,000,000 was made in July 2007.

On 27 June 2007, the Group entered into the capital increase contract ("Capital Increase Contract") pursuant to which the Group has conditionally agreed to subscribe for 50% of the enlarged registered capital of 鳳凰東方(北京)置業有限公司 (Phoenix Oriental (Beijing) Properties Company Limited) ("Phoenix Oriental"). The parties agree that the registered capital of Phoenix Oriental shall be increased from RMB10,000,000 (HK\$10,200,000) to RMB300,000,000 (HK\$306,000,000). 50% of the enlarged registered capital, amounting to RMB150,000,000 (HK\$153,000,000) shall be contributed by the Group on satisfaction of the conditions stated in the Capital Increase Contract. On 21 December 2007, the Group entered into an amended and restated capital increase contract reflecting the proposed amendments as advised by the Commerce Department of Beijing on the Capital Increase Contract in order to facilitate its approval. As at 31 December 2007, no approval has been obtained from the Commerce Department of Beijing and thus no capital injection has been made by the Group.

Save as disclosed above, the Group has not held any significant investment for the year ended 31 December 2007.

附屬公司及聯屬公司的收購及出售

於二零零七年六月八日，本集團與北京廣播公司及希比思廣告有限公司訂立協議，據此北京同步廣告傳播有限公司的註冊資本將由人民幣30,000,000元增加至人民幣44,600,000元。本集團須額外注入人民幣2,110,000元以佔該合資公司的35%股權。於二零零七年十二月三十一日，本集團尚未投入額外資本。

於二零零七年六月二十二日，本集團與中譽投資有限公司訂立協議，以成立一家合資公司。該合資公司將從事戶外廣告業務。根據該協議，本集團須注入35,000,000港元，以佔該合資公司的75%股權，並已於二零零七年七月投入資本35,000,000港元。

於二零零七年六月二十七日，本集團訂立增資合同（「增資合同」），據此本集團有條件同意認購鳳凰東方(北京)置業有限公司（「鳳凰東方」）經擴大註冊資本的50%。訂約各方同意，鳳凰東方的註冊資本將由人民幣10,000,000元（10,200,000港元）增加至人民幣300,000,000元（306,000,000港元）。經擴大註冊資本的50%即人民幣150,000,000元（153,000,000港元）將於增資合同所載的條件獲滿足時由本集團投入。於二零零七年十二月二十一日，本集團根據北京市商務局對增資合同的修訂建議，訂立一份修訂及重述之增資合同，以促使其批准。於二零零七年十二月三十一日，此修訂及重述之增資合同並未獲得北京市商務局的批文，因此本集團並未作出注資。

除上文所披露者外，截至二零零七年十二月三十一日止年度，本集團並無進行任何重大投資。

Management Discussion & Analysis 管理層討論及分析

Liquidity and Financial Resources

The liquidity and financial resources of the group as at 31 December 2007 gradually improved compared to those of the Group as at 31 December 2006. The aggregate outstanding borrowings of the Group as at 31 December 2007 were approximately HK\$3,506,000, representing current accounts with related companies which were unsecured and non-interest bearing (as at 31 December 2006: HK\$4,743,000). Such fluctuation was within the normal pattern of operations of the Group.

The gearing ratio of the Group, based on total liabilities to equity attributable to equity holders of the Company, was 16.3% as at 31 December 2007 (as at 31 December 2006: 23%). Accordingly, the financial position of the Group has remained very liquid.

As most of the Group's monetary assets are denominated in Hong Kong dollars, US dollars and Renminbi, with minimal balances in UK pounds and New Taiwan dollars, the exchange rate risks of the Group are considered to be minimal.

Charge on Assets

As at 31 December 2007, deposits of approximately HK\$4,067,000 (as at 31 December 2006: HK\$3,907,000) were pledged with a bank to secure a guarantee given to the landlord of a subsidiary.

Other than the above, the Group did not have any other charge on its assets as at 31 December 2007 and 31 December 2006.

Capital Structure

During the year ended 31 December 2007, other than the exercise of share options granted (details as per Note 28 to the consolidated financial statements), there was no change in the Company's share capital. As at 31 December 2007, the Group's operations were mainly financed by equity holders' equity.

流動資金及財務資源

本集團於二零零七年十二月三十一日的流動資金及財務資源較於二零零六年十二月三十一日者持續改善。本集團於二零零七年十二月三十一日的尚未償還借貸總額約為3,506,000港元（於二零零六年十二月三十一日：4,743,000港元），為有關聯公司的無抵押免息往來賬款。該項波動屬於本集團的正常運作模式。

按總負債相對本公司權益持有人應佔權益計算，本集團於二零零七年十二月三十一日的資本負債比率為16.3%（於二零零六年十二月三十一日：23%）。依此，本集團的財務狀況仍非常具流動性。

由於本集團大部份貨幣資產乃以港元、美元及人民幣計價，而少數以英鎊及新台幣計價，故本集團認為其所承受的匯率風險極低。

資產抵押

於二零零七年十二月三十一日，約4,067,000港元（於二零零六年十二月三十一日：3,907,000港元）的存款已抵押予一間銀行，作為向一間附屬公司的業主提供擔保的抵押品。

除上文所述外，本集團於二零零七年十二月三十一日及二零零六年十二月三十一日並無抵押其他任何資產。

資本架構

於截至二零零七年十二月三十一日止年度內，除行使已授出的購股權外（詳情載於綜合財務報表附註28），本公司股本並無變動。於二零零七年十二月三十一日，本集團的業務運作主要透過權益持有人的權益提供資金。

Management Discussion & Analysis 管理層討論及分析

Staff

As at 31 December 2007, the Group employed 815 full-time staff (as at 31 December 2006: 742), at market remuneration with employee benefits such as comprehensive medical coverage, insurance plan, defined contribution pension schemes and an employee share option scheme. Staff costs for the year ended 31 December 2007 increased to approximately HK\$296,407,000 (year ended 31 December 2006: HK\$263,418,000).

The Group did not experience any significant labour disputes or substantial change in the number of its employees that led to any disruption of normal business operations. The Directors consider the Group's relationship with its employees to be good.

Significant Investments Held

As at 31 December 2007 the Group invested in certain unlisted security investments with an estimated fair market value of approximately HK\$76,638,000 (as at 31 December 2006: HK\$141,300,000). Save as disclosed above, the Group has not held any other significant investment for the year ended 31 December 2007.

Future Plans for Material Investments and Expected Source of Funding

The Group will continue to consolidate its existing businesses while exploring new business opportunities that will complement and enhance its existing businesses.

As at 31 December 2007, the Group was considering various investment projects and options but had not made any solid plan for pursuing the same.

Contingent Liabilities

Other than disclosed in Note 32 to the consolidated financial statements, the Group had no material contingent liabilities as at 31 December 2007 and 31 December 2006.

員工

於二零零七年十二月三十一日，本集團僱用815名全職員工（於二零零六年十二月三十一日：742名），員工所獲的薪酬符合市場水平，員工福利包括全面醫療保障、保險計劃、定額供款退休金計劃及僱員購股權計劃。截至二零零七年十二月三十一日止年度的員工成本升至約296,407,000港元（截至二零零六年十二月三十一日止年度：263,418,000港元）。

本集團並沒有經歷過任何導致影響其正常業務運作的重大勞資糾紛或僱員數目重大改變。董事認為本集團與其僱員的關係良好。

所持有的重大投資

於二零零七年十二月三十一日，本集團投資於若干非上市證券投資項目，其估計公平市值約為76,638,000港元（於二零零六年十二月三十一日：141,300,000港元）。除上文所披露者外，本集團於截至二零零七年十二月三十一日止年度並無持有任何其他重大投資。

未來重大投資計劃及預期資金來源

本集團將繼續整合其現有業務，並同時物色可補充及加強其現有業務的新商機。

於二零零七年十二月三十一日，本集團一直在考慮多個投資項目及選擇，但並無就拓展該等項目而制定任何具體計劃。

或有負債

除綜合財務報表附註32所披露者外，本集團於二零零七年十二月三十一日及二零零六年十二月三十一日均無重大或有負債。

Directors and Senior Management Profile 董事及高級管理人員簡介

Directors

Executive Directors

Mr. LIU Changle, aged 56, appointed on 2 February 2000, is the chairman and chief executive officer of Phoenix Satellite Television Holdings Limited.

Mr. LIU graduated from Communication University of China in the early 1980s, and joined the China Central People's Radio Station, with which he has held over the years the positions of reporter, editor, news commentator and senior management, and participated in the reporting and commentary of a number of important national occasions and events.

Mr. LIU's PRC domestic and overseas investments include broadcasting, petroleum, infrastructure construction, real estate development, trading and cultural businesses.

On 31 March 1996, Mr. LIU, through Today's Asia Limited, which is 93.3% owned by him, together with Satellite Television Asian Region Limited and China Wise International Limited, jointly founded Phoenix Satellite Television Company Limited ("Phoenix HK"). He became and remains the chairman of the Board and the chief executive officer of Phoenix.

Mr. LIU Changle gained widespread accreditations from local and overseas for his enthusiasm and achievement in the media industry. Some awards and honours he received in the recent years are as follows:

In August 2000, The Journalist of Taiwan, Ming Pao of Hong Kong and Hong Kong Metro Broadcast Corporation Limited jointly held a survey of "Power 50 year 2000". Mr. LIU ranked 78 among the 150 nominated candidates in the Greater China region.

In December 2000, Mr. LIU was selected as "Intellect of the Media" in the "Top Ten Pairs in Focus 2000" election organized by China Newsweek (中國新聞週刊), which is an emerging weekly for current China events that operates by China News Services (中國新聞社).

In June 2001, Mr. LIU was ranked 17th of Asia's most influential communicators in "The Power 50 2001" survey organized by Asia Week. Mr. LIU was also listed in the "Man of the Cover in the 21st Century Award" (21世紀封面人物) jointly organized by United Nations Development Programme, Poverty Reduction Office of the State Council (國務院扶貧辦) and Hong Kong Commercial Daily.

董事

執行董事

劉長樂先生，56歲，於二零零零年二月二日獲委任，現任鳳凰衛視控股有限公司主席兼行政總裁。

劉先生八十年代初畢業於中國傳媒大學，並加入中國中央人民廣播電台，先後任記者、編輯、新聞評論員及高級管理人員多年，多次參與重要國事及重大事件的報導和評論。

劉先生在國內及海外的投資項目包括廣播、石油、基建、物業發展、貿易及文化事業。

一九九六年三月三十一日，劉先生透過其擁有93.3%股權的今日亞洲有限公司聯同衛星電視有限公司及華穎國際有限公司創立鳳凰衛視有限公司（「鳳凰香港」）。彼自此成為鳳凰集團的董事會主席兼行政總裁。

劉長樂先生對傳媒事業的熱誠和實踐獲得海內外各界廣泛之稱許。這些年來所獲部份獎項情況如下：

二零零零年八月，台灣新新聞週報、香港明報與香港新城廣播有限公司聯合舉辦了二零零零年「Power 50」調查活動，在被提名的150位中港台候選人中，劉先生居78位。

二零零零年十二月，中國新銳時事週刊《中國新聞週刊》（由中國新聞社營辦）推出「2000年新聞人物十大派對」，劉先生被評為「傳媒智者」。

二零零一年六月，《亞洲新聞週刊》評出「Power 50」，劉先生位居第十七；在由聯合國開發計劃署、國務院扶貧辦及香港商報聯合主辦的「21世紀封面人物」頒獎活動中，劉長樂先生又榜上有名。

Directors and Senior Management Profile 董事及高級管理人員簡介

Directors (continued)

Executive Directors (continued)

In May 2004, Mr. LIU Changle received the Robert Mundell Successful World CEO Award, an award named after the Nobel Prize winning economist, Professor Robert Mundell, “Father of Euro”, by “leaders of the global Chinese television program providers”(全球華語電視節目提供商的領導者). At the Singapore Asia-Pacific Overseas Chinese Commercial Leaders Forum in June 2004, Mr. LIU Changle together with Mr. LI Ka-Shing, Mr. KUOK Hock Mien and Mr. ZHANG Ruimin were amongst the 30 short-listed Chinese leaders and they were also honoured with the “2004 Most Creative Asia-Pacific Overseas Chinese Business Leader Award”.

In January 2005, Mr. LIU was listed in the “Man of Year in China New Economy 2004” election organized by China Internet Weekly and co-organized by Sina.com. In the most outstanding CEO and outstanding enterprise in China region 2004 campaign, organized by an association of the world CEO “Association of International CEOs” in March 2005, Mr. LIU Changle was awarded as “CEO of Outstanding Enterprise Award”. In December 2005, Mr. LIU was selected as “Top 10 Men of Elite in China” organized by Mangazine • Brand (Mangazine • 名牌).

At 2006 Enterprising China Summit Forum jointly hosted by the Contemporary Manager and Peking University in May 2006, Mr. LIU was selected as one of “Top 10 Enterprising Leader Candidates”. Mr. LIU appeared in “List of New Talents for Ten Years in 1996-2006” organized by New Weekly in August 2006. At “Top 500 Asia Brand” jointly organized by the Certification & Supervision & Management Center for Asia International Reputed Brand and the China Economy Information under Economy Daily in September 2006, Mr. LIU was awarded as “Man of Year for Asia Brand Innovation Award”. In October 2006, Mr. LIU was awarded as “Prominent Person for Sculpturing Media Brand”, by the first China Brand Media Summit Forum & Brand Media Union. In November 2006, at “The Second World Prominent Chinese Businessman Convention” jointly hosted by the Ministry of Commerce of the People’s Republic of China, Beijing Municipal Government and the World Prominent Chinese Businessman Association, Mr. LIU was awarded as “Top 100 Most Influential Chinese Businessman”. In December 2006, Mr. LIU was also listed in “the 4th Top 25 Most Influential Business Leader” election organized by China Entrepreneur.

In January 2007, Mr. LIU was awarded as “Prominent Achievement for Chinese Philanthropy”, “Persons of Chinese Charity Award”, “Person of Year in China Media Industry Award 2006” and “Top 10 Entrepreneur with Most Chinese Business Spirit Award”. Mr. LIU was awarded as “Entrepreneur in Media Industry Award” in “Ernst & Young’s China Entrepreneur 2006” organized by Ernst & Young in February 2007.

董事(續)

執行董事(續)

二零零四年五月，在以諾貝爾經濟學獎得主，「歐羅之父」羅伯特蒙代爾教授命名的世界經理人成就獎評選中，劉先生以「全球華語電視節目提供商的領導者」獲「羅伯特蒙代爾世界經理人CEO成就獎」；六月，在新加坡亞太華商領袖評選中，劉長樂先生、李嘉誠先生、郭鶴年先生、張瑞敏先生等30位華商領袖共同入選，獲「2004亞太最具創造力之華商領袖」之榮譽。

二零零五年一月，在《互聯網周刊》主辦、《新浪網》協辦的「2004中國新經濟年度人物」評選中，劉先生榜上有名；三月，在全球性的經理人組織「國際經理人協會」組織評選的2004年「中國地區傑出經理人」和「傑出企業貢獻獎」活動中，劉先生獲選「傑出企業貢獻獎」；十二月，《Mangazine • 名牌》雜誌評選劉先生為「2005年中國十大精英男性」。

二零零六年五月，在《當代經理人》雜誌社與北京大學主辦的2006創業中國高峰論壇中入選「十大創業領袖候選人」；八月，《新周刊》主辦「1996-2006十年新銳光榮榜」，劉先生上榜；九月，亞洲國際名優品牌認證監督管理中心及經濟日報中國經濟資訊雜誌社等共同舉辦《亞洲品牌500強排行榜》，劉先生獲頒《亞洲品牌創新年度人物大獎》；十月，劉先生獲首屆中國品牌媒體高峰論壇暨品牌媒體聯盟頒發「2006塑造媒體品牌傑出人物」獎項；十一月，在中華人民共和國商務部、北京市人民政府及世界傑出華商會等聯合主辦的「第二屆世界傑出華商大會」上，劉先生榮獲「2006全球華商影響力100強」的稱號；十二月，在《中國企業家》雜誌社舉辦的「第四屆25位最具影響力企業領袖排行榜」評選中，劉先生榜上有名。

二零零七年一月，劉長樂先生榮獲「中華慈善事業突出貢獻獎」、「中華慈善人物」、「2006中國傳媒年度人物」和「十大最具中國商業精神企業家」等大獎；二月，劉先生獲得由安永會計師事務所頒發的「安永企業家獎中國2006」之「傳媒業企業家獎」。

Directors and Senior Management Profile 董事及高級管理人員簡介

Directors (continued)

Executive Directors (continued)

In January 2008, Mr. LIU was awarded as "Special Contribution awards of Top Ten Innovative Leading Figures of the Media in Mainland China" at the first Annual Meeting of Leading Figures of the Media in Mainland China.

Mr. LIU Changle was appointed twice to the board of directors of Nanjing University since 2003, and is an honorary visiting professor at the Communication University of China, at Nankai University, at Fudan University, at Xiamen University and at Sun Yat-Sen University. In November 2006, Mr. LIU Changle was conferred a honorary doctoral degree by City University of Hong Kong in recognition of his significant contribution to learning and the well-being of society.

Mr. LIU Changle is one of the substantial shareholders of Asia Television Limited in Hong Kong, and he is also a member of the International Board of the US National Academy of Television Arts and Sciences. He was appointed the chairman of both the 2005 and 2006 iEMMYs Festival by the International Academy of Television Arts & Sciences on 22 November 2004. In November 2006, Mr. LIU was awarded a medal by National Academy of Television Arts and Sciences in recognition of Phoenix's outstanding achievement for which it sponsored and hosted the International Academy Day in Beijing in August 2006.

Mr. LIU was appointed a Justice of the Peace by the government of the Hong Kong Special Administrative Region in July 2004. On 1 March 2005, Mr. LIU was appointed as member of the Tenth National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十屆全國委員會), and was re-appointed as member of the Eleventh National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十一屆全國委員會) on 25 January 2008. Mr. LIU was also ever appointed a member of Hong Kong Strategy Development Committee by the Hong Kong Special Administrative Region.

Mr. CHUI Keung, aged 56, appointed on 5 June 2000, is the executive director and deputy chief executive officer of the Company. Mr. CHUI graduated from the department of journalism of Fudan University in Shanghai and served in the China Central People's Radio Station for over 10 years. Since the establishment of Phoenix on 31 March 1996, he has been in charge of the overall daily operations, the public relations and promotion strategies of Phoenix, and the coordination of the relationships with PRC government entities. He also assists in establishing and implementing the corporate development strategies of the Company.

Throughout the term of office with the Phoenix Group, Mr. CHUI has been instrumental in Phoenix's PRC domestic business development, programme production, advertising operation, marketing network and public relations. In 1996, he was in charge of the production of "Flying over the Yellow River", a major television programme of Phoenix, which achieved popular success and heightened the popularity of Phoenix in the PRC and overseas Chinese communities.

董事(續)

執行董事(續)

二零零八年一月，在首屆中國大陸傳媒領軍人物年會上，獲「2007年度中國大陸十大傳媒創新領軍人物之特別貢獻獎」。

自二零零三年始，劉長樂先生已連續兩屆被南京大學學聘為校董，他還擔任中國傳媒大學、南開大學、復旦大學、廈門大學及中山大學的榮譽客座教授；二零零六年十一月，劉先生獲香港城市大學頒發榮譽文學博士學位，表彰他對教育及社會福祉的貢獻。

劉長樂先生是香港亞洲電視有限公司的主要股東之一，他還擔任美國國家電視藝術與科學學院董事。二零零四年十一月二十二日，國際艾美獎主辦機構國際電視藝術與科學學院委任劉長樂先生擔任二零零五年及二零零六年之國際艾美獎電視節主席；二零零六年十一月，國際電視藝術及科學學院頒發獎牌予劉先生，肯定他所領導的鳳凰衛視於二零零六年八月在北京協辦國際艾美獎中國日的突出貢獻。

二零零四年七月，劉先生獲香港特別行政區政府委任為太平紳士；二零零五年三月一日，榮任為中國人民政治協商會議第十屆全國委員會委員；二零零八年一月二十五日，續任中國人民政治協商會議第十一屆全國委員會委員。劉先生也曾擔任香港特別行政區策略發展委員會成員。

崔強先生，56歲，於二零零零年六月五日獲委任，為本公司執行董事及常務副行政總裁。崔先生畢業於上海復旦大學新聞系，在中國中央人民廣播電台任職逾十年。自鳳凰集團於一九九六年三月三十一日成立後，彼一直負責鳳凰集團整體的日常運作、對外公關及宣傳策略，並協調與國內政府機構的關係。彼亦協助建立及執行本公司的發展策略。

崔先生任職鳳凰集團期間曾負責鳳凰集團的國內業務發展、節目製作、廣告經營、市場網絡、公關傳媒等工作。一九九六年，彼擔任鳳凰集團的一個大型電視節目「飛越黃河」總指揮，取得空前成功，使鳳凰集團在國內外華人社會聲譽日隆。

Directors and Senior Management Profile 董事及高級管理人員簡介

Directors (continued)

Executive Directors (continued)

Prior to joining Phoenix, Mr. CHUI was a director and the general manager of Tianhua International Culture and Art Company Limited in Beijing focusing on developing various cultural, arts and publication businesses.

Mr. WANG Ji Yan, aged 59, appointed on 29 September 2006. Mr. WANG joined Phoenix HK in March 1996 and is currently the executive vice president of Phoenix HK and the Company and Head of the Phoenix Chinese Channel. Mr. WANG taught in Beijing Broadcasting Institute (now known as the Communication University of China) for more than twenty years.

Mr. WANG is one of the leading television programme producers in China and participated in the direction and production of a number of television programmes in early years. His television programme productions have won numerous domestic and overseas awards.

Mr. WANG is also a scholar in the television industry and has been the panelist of various international television festivals. He is also a renowned media educator and enjoys a professor title. During the two decades of teaching in the Beijing Broadcasting Institute, he was the head of the television department for over ten years and was the deputy dean of the Beijing Broadcasting Institute for six years.

Non-executive Directors

Mr. LU Xiangdong, aged 47, appointed on 29 September 2006, is currently a director of China Mobile (Hong Kong) Group Limited. Mr. LU is also the executive director and vice president of China Mobile Limited. Mr. LU has also been holding the post of vice president of China Mobile Communications Corporation ("CMCC") since April 2000. Mr. LU is also a director of China Mobile Communication Co., Ltd. and chairman of Aspire Holdings Limited. He previously served as the director general of the Fujian Wireless Telecommunications Administration and the deputy director general of the Mobile Telecommunications Bureau of the Ministry of Posts and Telecommunications.

Mr. LU graduated from the Academy of Posts and Telecommunications of the Ministry of Posts and Telecommunications with a Master's degree in wireless communications in 1985 and received a doctoral degree in Economics from Peking University in 2004. He has nearly 25 years of management experience in the telecommunications industry.

董事 (續)

執行董事 (續)

在加盟鳳凰集團前，崔先生曾任北京天華國際文化藝術有限公司董事兼總經理，主力開拓各項文化藝術及出版等事業。

王紀言先生，59歲，於二零零六年九月二十九日獲委任。王先生於一九九六年三月加入鳳凰香港，現任鳳凰香港及本公司的執行副總裁兼鳳凰衛視中文台台長。王先生曾在北京廣播學院（現中國傳媒大學）任教超過二十年。

王先生是中國著名的電視節目制作人之一，早期參與指導及製作了大量電視節目，其製作的電視節目曾榮獲多個國內外獎項。

王先生亦為電視業內的專家學者，曾擔任各類國際電視節的評委。彼亦為知名傳媒教育家及享有教授資格。於北京廣播學院教學二十年期間，他曾擔任電視系主任逾十年，並曾擔任北京廣播學院副院長六年。

非執行董事

魯向東先生，47歲，於二零零六年九月二十九日獲委任，現任中國移動（香港）集團有限公司董事。魯先生亦為中國移動有限公司執行董事兼副總經理。魯先生亦自二零零零年四月起擔任中國移動通信集團公司（「中移動通信」）副總裁。魯先生亦擔任中國移動通信有限公司董事及卓越控股有限公司董事長。彼曾任福建省無線通信局局長及郵電部移動通信局副局長。

魯先生於一九八五年畢業於郵電部郵電研究院並獲得無線通信專業碩士學位，並於二零零四年獲北京大學經濟學系博士學位。彼於電信行業擁有近25年管理經驗。

Directors and Senior Management Profile 董事及高級管理人員簡介

Directors (continued)

Non-executive Directors (continued)

Mr. GAO Nianshu, aged 44, appointed on 29 September 2006, is also a director of Phoenix HK. Mr. GAO is currently the deputy general manager of data service department of CMCC. Mr. GAO previously served as assistant to president of Beijing Mobile Communication Company Limited, deputy general manager and general manager of business supporting system department and deputy general manager of marketing department of Beijing Mobile Communication Company Limited.

Mr. GAO graduated from Jilin University and received a Master's degree in engineering from Institute of Computing Technology, Chinese Academy of Science and an EMBA degree from Peking University. Mr. GAO has many years of experience in the telecommunications industry.

Mr. Paul Francis AIELLO, aged 43, appointed on 29 September 2006, is the chief executive officer of STAR. Mr. AIELLO is also acting chief executive officer of STAR India. He joined STAR as president in July 2006 and is responsible for developing strategic and business directions for STAR while overseeing overall corporate functions.

Prior to joining STAR, Mr. AIELLO worked for Morgan Stanley for more than nine years. He joined Morgan Stanley as vice president in 1997 and subsequently advanced his career to executive director, mergers and acquisitions of Asia Pacific; chief operating officer of Asia Pacific investment banking and finally, managing director and head of telecom, media and technology group, Asia Pacific in 2000.

Before joining Morgan Stanley, Mr. AIELLO was vice president, mergers and acquisitions, investment banking department of CS First Boston Limited, Hong Kong. He has also worked as a senior consultant, Central and East European Telecom Group of the World Bank, Washington, DC and was the assistant to the chief financial officer at the Beijing Jeep Corp, Beijing, China.

Mr. AIELLO has a Ph. D. degree in Economics from the University of Cambridge and a B.A. degree in Economics and International Relations from the University of Notre Dame, Indiana.

董事(續)

非執行董事(續)

高念書先生，44歲，於二零零六年九月二十九日獲委任，彼亦為鳳凰香港董事。高先生現任中移動通信數據部副總經理。高先生曾先後擔任北京移動通信有限責任公司總經理助理、計費業務中心副總經理及總經理以及市場經營部副總經理。

高先生畢業於吉林大學，並獲中國科學院計算技術研究所工學碩士學位及北京大學高級管理人員工商管理碩士(EMBA)學位。高先生於電信行業擁有多年豐富經驗。

Paul Francis AIELLO先生，43歲，於二零零六年九月二十九日獲委任。現任星空傳媒集團行政總裁。AIELLO先生現亦擔任星空傳媒集團印度公司的行政總裁。彼於二零零六年七月加入星空傳媒集團，負責星空傳媒集團的發展策略及業務方針，並同時監督整體企業職能。

於加入星空傳媒集團前，AIELLO先生於摩根士丹利任職超過九年。彼於一九九七年加入摩根士丹利擔任副總裁，並隨後升任亞太區併購部首席總監一職；亞太區投資銀行部營運總監，及最後於二零零零年擔任董事總經理兼亞太區電信、媒體及科技部主管。

於加入摩根士丹利前，AIELLO先生為瑞士信貸第一波士頓(香港)有限公司併購及投資銀行部副總裁。彼亦曾擔任世界銀行(位於美國哥倫比亞特區華盛頓)中、東歐電信團隊(Central and East European Telecom Group)的高級顧問，以及中國北京的北京吉普汽車有限公司財務總監助理。

AIELLO先生擁有劍橋大學經濟學博士學位及印第安納聖母大學(University of Notre Dame, Indiana)經濟與國際關係學學士學位。

Directors and Senior Management Profile 董事及高級管理人員簡介

Directors (continued)

Non-executive Directors (continued)

Mr. LAU Yu Leung, John, aged 45, appointed on 5 June 2000, holds the position of group chief financial officer of STAR. Mr. LAU oversees all financial operations of STAR. He is responsible for developing STAR's financial strategies, spearheading financial planning and reporting, internal audit, treasury and taxation, while driving operating efficiency.

Prior to joining STAR, Mr. LAU was the chief financial officer of San Miguel Brewing International Limited, responsible for the company's financial operations throughout Asia Pacific.

Before this role, Mr. LAU also held senior financial positions at GE Information Services, Philip Morris Asia Inc. and Deloitte & Touche in Los Angeles, USA.

Mr. LAU graduated from Brigham Young University in Utah in August 1988, with a Master's degree in Accountancy and Information Systems and a Bachelor of Science degree in Accounting. He is a member of the California Institute of Certified Public Accountants.

Mr. GONG Jianzhong, aged 45, appointed on 12 January 2007, is currently a director of certain of the Company's subsidiaries. Mr. GONG is a non-executive director and vice-chairman of the board of directors of Jilin Qifeng Chemical Fiber Co., Ltd. He is also a director and vice-chairman of the board of directors of Shanghai Airlines Co., Ltd. In addition, Mr. GONG is a director and chief executive officer of Bank of China Group Investment Limited ("BOCGI") and a director of a number of companies controlled by BOCGI or in which BOCGI has an interest.

From 2002 to 2005, Mr. GONG was an alternate director and deputy chief executive officer of BOCGI. Mr. GONG has over 15 years of experience in banking, administration and management. He graduated from Dongbei University of Finance and Economics in the PRC in April 1991 with a master degree in economics.

董事 (續)

非執行董事 (續)

劉禹亮先生，45歲，於二零零零年六月五日獲聘，現任星空傳媒集團之集團財務總監。劉先生負責星空傳媒所有財務運作，並致力加強營運效率。他管理的範疇包括發展財務策略、推動財務策劃及申報、內部審核、庫務和稅務。

加入星空傳媒集團前，劉先生於香港生力啤酒國際有限公司任職財務總監，負責該公司亞太區的財務運作。

在此之前，劉先生曾於多家公司擔任財務要職，當中包括美國通用電氣資訊服務公司、菲利普莫里斯亞洲集團和位於洛杉磯的德勤會計師行。

劉先生於一九八八年八月畢業於美國猶他州Brigham Young 大學，獲資訊系統會計學碩士學位及會計學學士學位。彼現為California Institute of Certified Public Accountants 會員。

龔建中先生，45歲，於二零零七年一月十二日獲委任，現任本公司若干附屬公司董事。龔先生為吉林奇峰化纖股份有限公司的非執行董事兼副董事長。彼亦為上海航空股份有限公司董事兼副董事長。此外，龔先生現任中銀集團投資有限公司（「中銀投資」）董事兼執行總裁，及中銀投資所控制或中銀投資擁有權益的多家公司董事。

由二零零二年至二零零五年期間，龔先生曾擔任中銀投資的替任董事及副執行總裁。龔先生於銀行、行政及管理方面擁有逾15年經驗。彼於一九九一年四月在中國東北財經大學畢業，獲授經濟碩士學位。

Directors and Senior Management Profile 董事及高級管理人員簡介

Directors (continued)

Independent Non-executive Directors

Dr. LO Ka Shui, aged 61, appointed on 5 June 2000, is the chairman and managing director of Great Eagle Holdings Limited and the non-executive chairman of Eagle Asset Management (CP) Limited (Manager of publicly listed Champion Real Estate Investment Trust). He is a non-executive director of The Hongkong and Shanghai Banking Corporation Limited, Shanghai Industrial Holdings Limited, China Mobile Limited and some other publicly listed companies in Hong Kong. He is also a vice president of The Real Estate Developers Association of Hong Kong, a Trustee of the Hong Kong Centre for Economic Research and a member of the Airport Authority. He graduated with a Bachelor of Science degree from McGill University and M.D. from Cornell University. He is certified in Cardiology. He has more than 28 years' experience in property and hotel development and investment both in Hong Kong and overseas.

Mr. LEUNG Hok Lim, aged 72, appointed on 21 January, 2005, is a fellow member of CPA Australia, a member of the Macau Society of Certified Practising Accountants, a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Taxation Institute of Hong Kong. Mr. LEUNG is the founding and senior partner of PKF, Accountants and Business Advisers. Mr. LEUNG obtained his fellowship with Hong Kong Institute of Certified Public Accountants in 1973. He is a non-executive director of Beijing Hong Kong Exchange of Personnel Centre Limited. Mr. LEUNG is the independent non-executive director of a number of listed companies namely Yangtzekiang Garment Limited, YGM Trading Limited, S E A Holdings Limited, Bright International Group Limited, Fujian Holdings Limited, High Fashion International Limited and Theme International Holdings Limited.

董事(續)

獨立非執行董事

羅嘉瑞醫生，61歲，於二零零零年六月五日獲委任，現任鷹君集團有限公司主席兼董事總經理及鷹君資產管理(冠君)有限公司(為上市買賣的冠君產業信託管理人)非執行主席。彼為香港上海滙豐銀行有限公司、上海實業控股有限公司、中國移動有限公司及若干其他於香港公開上市公司之非執行董事，彼亦為香港地產建設商會副主席、香港經濟研究中心董事及機場管理局成員。羅醫生畢業於加拿大麥紀爾大學為理學士，及為美國康奈爾大學醫學博士，彼並持有心臟專科證書。彼在香港及海外從事物業與酒店發展及投資業務逾二十八年。

梁學濂先生，72歲，於二零零五年一月二十一日獲委任，為澳洲會計師公會資深會員、澳門核數師公會會員、香港會計師公會資深會員及香港稅務學會資深會員。梁先生為PKF大信梁學濂(香港)會計師事務所之創辦人及高級合夥人。梁先生於一九七三年取得香港會計師公會資深會員資格。彼為京港人才交流中心有限公司之非執行董事。梁先生為多間上市公司，即長江製衣有限公司、YGM貿易有限公司、爪哇控股有限公司、瑩輝集團有限公司、閩港控股有限公司、達利國際集團有限公司及榮暉國際集團有限公司之獨立非執行董事。

Directors and Senior Management Profile 董事及高級管理人員簡介

Directors (continued)

Independent Non-executive Directors (continued)

Mr. Thaddeus Thomas BECZAK, aged 57, is the independent non-executive director and a member of the audit committee of the Company since 11 March 2005. Mr. BECZAK is currently a senior advisor to Nomura International (Hong Kong) Limited and non-executive chairman of Nomura Asia Holding N.V.. He is also involved in a number of private companies, including the position of the non-executive chairman of ACR Capital Holdings Pte. Ltd, an Asian reinsurance company; non-executive chairman of Latitude Capital Group; non-executive chairman of Artisan Du Luxe Holding Limited and independent non-executive director of LIM Asia Alternative Real Estate Fund. Mr. BECZAK is also an independent non-executive director of a number of listed companies, including Advanced Semiconductor Manufacturing Corporation Limited, Nam Tai Electronic & Electrical Products Limited, Arnhold Holdings Limited and Pacific Online Limited.

From September 1997 until December 2003, Mr. BECZAK was a director of Kerry Holdings Limited. During this time he also held various board and operating positions within the group. Most recently, he was deputy chairman of SCMP Holdings Limited and publisher of South China Morning Post Publishers Limited. Previously, he had been deputy chairman of Shangri-La Asia Limited, deputy chairman of Kuok Philippines Properties, a director of China World Trade Center Limited and a director of Kerry Properties Limited.

From November 1997 until December 2002, Mr. BECZAK was chairman of the Listing Committee of the Stock Exchange and a member of the Stock Exchange and a member of board of directors of the Stock Exchange from 1998 until 2001. Currently, he is a member of the Advisory Committee of the Securities and Futures Commission in Hong Kong and a member of the international advisory committee of the China Securities Regulatory Commission (CSRC).

Prior to joining the Kerry group, Mr. BECZAK was a managing director of J.P. Morgan Inc., and president of J.P. Morgan Inc., and president of J.P. Morgan Securities Asia from 1990 until 1997. While at J.P. Morgan, Hong Kong, he was a director of the Bank of the Philippine Islands and a committee member of the Hong Kong Association of Banks. He joined J.P. Morgan in 1974. Mr. Beczak has over 20 years of experience in Asia.

Mr. BECZAK is a graduate of Georgetown University (B.S.F.S.) and Columbia University (M.B.A.). He is a member of the Board of Advisors of the School of Foreign Service at Georgetown.

董事 (續)

獨立非執行董事 (續)

Thaddeus Thomas BECZAK (白泰德) 先生，57歲，於二零零五年三月十一日起出任本公司的獨立非執行董事及審核委員會成員。BECZAK先生現為野村國際(香港)有限公司的高級顧問及Nomura Asia Holding N.V.之非執行主席。彼亦任職於多間私人公司，包括擔任ACR Capital Holdings Pte. Ltd (一家亞洲再保險公司)之非執行主席；樂通投資集團之非執行主席；Artisan Du Luxe Holding Limited之非執行主席及LIM Asia Alternative Real Estate Fund之獨立非執行董事。BECZAK先生亦擔任多間上市公司之獨立非執行董事，包括上海先進半導體製造股份有限公司、Nam Tai Electronic & Electrical Products Limited、安利控股有限公司及太平洋網絡有限公司。

BECZAK先生於一九九七年九月至二零零三年十二月期間出任嘉里控股有限公司的董事，同期擔任該集團內的多個董事局及運作之職位。近期，BECZAK先生曾擔任SCMP集團有限公司的副主席及南華早報出版有限公司的出版人。之前，他曾擔任香格里拉(亞洲)有限公司的副主席、郭氏菲律賓地產的副主席、中國世界交易中心有限公司董事及嘉里集團有限公司董事。

BECZAK先生從一九九七年十一月起至二零零二年十二月為聯交所上市委員會之主席，並從一九九八年至二零零一年為聯交所之成員以及聯交所董事會之成員。現時，彼為香港證券及期貨事務監察委員會之諮詢委員會委員及中國證券監督管理委員會之國際諮詢委員會委員。

加盟嘉里集團前，從一九九零年至一九九七年，BECZAK先生為J.P. Morgan Inc.之董事總經理及總裁，以及J.P. Morgan Securities Asia之總裁。在任職香港J.P. Morgan期間，彼為菲律賓群島銀行之董事及香港銀行協會之委員會成員。彼於一九七四年加入J.P. Morgan。BECZAK先生擁有超過二十年在亞洲之經驗。

BECZAK先生畢業於Georgetown University (B.S.F.S.)及Columbia University (M.B.A.)。彼為Georgetown之School of Foreign Service之顧問會成員。

Directors and Senior Management Profile 董事及高級管理人員簡介

Directors (continued)

Senior Management

Mr. YEUNG Ka Keung, aged 48, is the executive vice president and chief financial officer of Phoenix HK and the Company in charge of corporate finance, human resources and administration. He is also the qualified accountant and company secretary of the Company. Mr. YEUNG joined Phoenix in March 1996 and has been in charge of all of Phoenix's internal and external financial management and arrangements as well as the supervision of administration and personnel matters.

Mr. YEUNG graduated from the University of Birmingham and remained in the United Kingdom until 1992 after obtaining his qualification as a chartered accountant. Upon returning to Hong Kong, he worked at Hutchison Telecommunications and STAR in the field of finance and business development.

Mr. CHAU Kwan, aged 52, is the executive vice president of Phoenix HK. He graduated from the Beijing Broadcasting Institute in July 1990 with a major in Editing Studies in School of Television.

Mr. CHAU joined Phoenix in 1998. He has been the head of Phoenix Movies Channel, general manager of Phoenix Film and Television (Shenzhen) Co. Limited (鳳凰影視(深圳)有限公司), vice president and deputy director of programming of Phoenix HK. He is currently responsible for advertising and marketing networks.

董事(續)

高級管理人員

楊家強先生，48歲，現任鳳凰香港及本公司的執行副總裁兼集團財務總監，負責公司財務、人力資源及行政事務。彼亦為本公司的合資格會計師及公司秘書。楊先生於一九九六年三月加盟鳳凰集團，掌管鳳凰集團一切對內及對外的財務管理及安排，並監察行政及人事事宜。

楊先生畢業於英國伯明翰大學，考獲英國特許會計師資格後留居英國，至一九九二年回歸香港，回港後在和記電訊及衛視擔任財務及業務發展工作。

周軍先生，52歲，現任鳳凰香港執行副總裁，彼於一九九零年七月畢業於北京廣播學院電視系編導專業。

周先生於一九九八年加盟鳳凰，先後任鳳凰衛視電影台台長、鳳凰影視(深圳)有限公司總經理、鳳凰香港副總裁及節目副總裁，彼目前分管廣告及市場網絡工作。

Corporate Governance Report 企業管治報告書

Phoenix Satellite Television Holdings Limited (the “Company”) is committed to ensuring high standards of corporate governance in the interests of the shareholders of the Company (“Shareholders”) and devotes considerable effort to identifying and formalising best practices.

Corporate Governance Practices

The Company adopted its own code on corporate governance on 26 December 2005, which combined its existing principles and practices with most of the mandatory provisions of the Code on Corporate Governance Practices issued by The Stock Exchange of Hong Kong Limited (the “Code”) – all with the objective of taking forward a corporate governance structure which builds on Phoenix’s own standards and experience, whilst respecting the benchmarks set in the Code.

The board (the “Board”) of directors of the Company (the “Directors”) monitored the progress on corporate governance practices of the Company throughout the year under view. Explanations for the deviations from the Code are provided in the Corporate Governance Report. Unless otherwise disclosed herein, the Company has, throughout the year ended 31 December 2007, complied with the Code.

Distinctive Roles of Chairman and Chief Executive Officer

Code Provisions

Under the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

Deviation and its Reasons

Mr. LIU Changle is both the chairman and chief executive officer of the Company who is responsible for managing the Board and the businesses of the Company and its subsidiaries (collectively, the “Group”). He has been both chairman and chief executive officer of the Company since its incorporation. The Board considers that Mr. LIU’s invaluable experience in the broadcasting industry is a great benefit to the Group. Through the supervision of the Board and the audit committee, balance of power and authority can be ensured and there is no imminent need to change the arrangement.

鳳凰衛視控股有限公司（「本公司」）承諾確保達致高水準的企業管治，以符合本公司股東（「股東」）的利益，並竭力確定及制定最佳常規。

企業管治常規

於二零零五年十二月二十六日，本公司採納其本身的企業管治守則，並將其現有原則及常規與香港聯合交易所有限公司頒佈的企業管治常規守則（「該守則」）的大部份強制性條文合併——一切旨在構建鳳凰衛視本身的標準及經驗的企業管治架構，同時以該守則所載基準為準。

本公司董事（「董事」）會（「董事會」）於整個回顧年度內監控本公司之企業管治常規進展。企業管治報告內已闡釋有關偏離該守則的地方。除本文另有披露外，本公司於截至二零零七年十二月三十一日止整個年度內均一直遵守該守則。

主席及行政總裁的獨有角色

守則條文

根據該守則，主席及行政總裁的角色應有區分且不應由同一人兼任。主席與行政總裁之間的職責分工須清晰訂明並以書面形式列載。

偏離及其原因

劉長樂先生為本公司主席兼行政總裁，負責管理董事會與本公司及其附屬公司（統稱為「本集團」）的業務。劉先生自本公司註冊成立以來即一直擔任本公司的主席兼行政總裁。董事會認為，劉先生於廣播行業的寶貴經驗對本集團極為有利。透過董事會及審核委員會的監管，可確保權力及職權平衡，並無即時需要改變該安排。

Corporate Governance Report 企業管治報告書

Appointments, Re-election and Removal

Code Provisions

Under the Code, (i) non-executive directors should be appointed for a specific term, subject to re-election; and (ii) all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Deviation and its Reasons

Apart from the two executive Directors, Mr. LIU Changle and Mr. CHUI Keung, no other Directors are currently appointed with specific terms. According to the articles of association of the Company, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one-third) shall retire from office by rotation, but the chairman of the Board and/or the managing director shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. As such, with the exception of the chairman, all Directors are subject to retirement by rotation. The Board considers that there is no imminent need to amend the articles of association of the Company.

Directors' Securities Transactions

The Company has adopted the required standard of dealings as set out in rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors.

Having made specific enquiry of all Directors, the Directors have complied with the required standard of dealings regarding directors' securities transactions throughout the year ended 31 December 2007.

Board of Directors

The Board is responsible for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising the Company affairs.

The Board currently comprises three executive Directors, five non-executive Directors and three independent non-executive Directors. Their brief biographical details are described in the annual report.

委任、重選及免職

守則條文

根據該守則，(i) 非執行董事應有指定任期（可予重選）；及(ii) 所有為填補臨時空缺而獲委任的董事應在獲委任後的首次股東大會上接受股東選舉。每位董事（包括按指定任期獲委任者）須至少每三年輪值告退一次。

偏離及其原因

除兩位執行董事劉長樂先生及崔強先生以外，現時其他董事均沒有指定任期。根據本公司章程細則，於各股東週年大會上，當時的三分之一董事（或若其數目並非三(3)的倍數，則為最接近但不超過三分之一者）須輪值告退，惟董事會主席及／或董事總經理在任職期間毋須輪值告退，亦毋須計入每年須告退的董事人數內。因此，除主席外，所有董事均須輪值告退。董事會認為並無即時需要修訂本公司章程細則。

董事的證券交易

本公司已採納創業板上市規則第5.48條至第5.67條所載的規定買賣標準，作為董事進行證券交易的操守指引。

經向所有董事作出特定查詢後，董事於截至二零零七年十二月三十一日止整個年度內一直遵守有關董事進行證券交易的規定買賣標準。

董事會

董事會負責領導及監控本公司，並共同負責指導及監督本公司事務以促使本公司繼續成功發展。

董事會現由三位執行董事、五位非執行董事及三位獨立非執行董事組成。董事會各位成員的履歷簡介載於年報。

Corporate Governance Report 企業管治報告書

Board of Directors (continued)

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to rules 5.09 of the GEM Listing Rules. The Company considers all of the independent non-executive Directors to be independent.

The Board meets at least four times a year to review the financial and operating performance of the Group.

There were four Board meetings held in the financial year ended 31 December 2007. Individual attendance of each Board member at these meetings is as follows:

董事會 (續)

根據創業板上市規則第5.09條，本公司已收到各位獨立非執行董事發出的年度獨立確認書。本公司認為所有獨立非執行董事均為獨立人士。

董事會每年至少會舉行四次會議，以檢討本集團的財政及經營表現。

本公司已於截至二零零七年十二月三十一日止財政年度內舉行了四次董事會會議。各位董事會成員於該等會議上的個人列席情況如下：

Name of Director	董事姓名	Attended/ Eligible to attend 已列席／合資格列席
<i>Executive Directors</i>	<i>執行董事</i>	
Mr. LIU Changle (Chairman & CEO)	劉長樂先生 (主席兼行政總裁)	4/4
Mr. CHUI Keung	崔強先生	3/4
Mr. WANG Ji Yan	王紀言先生	4/4
<i>Non-executive Directors</i>	<i>非執行董事</i>	
Mr. LU Xiangdong	魯向東先生	0/4
Mr. GAO Nianshu	高念書先生	4/4
Mr. Paul Francis AIELLO	Paul Francis AIELLO 先生	3/4
Mr. LAU Yu Leung, John	劉禹亮先生	3/4
Mr. XU Gang (resigned on 12 January 2007)	許剛先生 (於二零零七年一月十二日辭任)	N/A 不適用
Mr. GONG Jianzhong (appointed on 12 January 2007)	龔建中先生 (於二零零七年一月十二日獲委任)	0/4
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>	
Dr. LO Ka Shui	羅嘉瑞醫生	3/4
Mr. LEUNG Hok Lim	梁學濂先生	4/4
Mr. Thaddeus Thomas BECZAK	Thaddeus Thomas BECZAK 先生	4/4

During regular meetings of the Board, the Directors discussed and formulated the overall strategies of the Group, reviewed and monitored the business and financial performances and discussed the quarterly, half-yearly and annual results, as well as discussed and decided on other significant matters.

The management is responsible for the day-to-day operations of the Group. For significant matters that are specifically delegated by the Board, the management must report back to and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Group.

在董事會的定期會議期間，董事會商討並制定本集團的整體策略，檢討及監察有關業務及財務表現，並討論季度、半年度及年度業績，以及商討決定其他重大事宜。

管理層負責本集團的日常經營業務。至於董事會所特指的重大事宜，管理層須在代表本集團作出決定或訂立任何契約前先行向董事會報告並取得董事會的事先批准。

Corporate Governance Report 企業管治報告書

Board Committees

Audit Committee

The Company has established an audit committee with written terms of reference based upon the guidelines recommended by the Hong Kong Institute of Certified Public Accountants and the mandatory provisions set out in the Code.

The primary duties of the audit committee are to review the Company's annual report and accounts, half-yearly report and quarterly reports and to provide advices and comments thereon to the Board. The audit committee meets at least four times a year with management to review the accounting principles and practices adopted by the Group and to discuss auditing, internal control and financial reporting matters.

The audit committee currently comprises one non-executive Director, namely Mr. LAU Yu Leung, John and three independent non-executive Directors, namely Mr. Thaddeus Thomas BECZAK (chairman of the audit committee), Dr. LO Ka Shui and Mr. LEUNG Hok Lim.

The audit committee met four times in 2007. Individual attendance of each committee member at these meetings is as follows:

Name of Director	董事姓名	Attended/ Eligible to attend 已列席／合資格列席
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>	
Mr. Thaddeus Thomas BECZAK	Thaddeus Thomas BECZAK 先生	4/4
Dr. LO Ka Shui	羅嘉瑞醫生	4/4
Mr. LEUNG Hok Lim	梁學濂先生	4/4
<i>Non-executive Director</i>	<i>非執行董事</i>	
Mr. LAU Yu Leung, John	劉禹亮先生	3/4

The audit committee reviewed the Group's audited results for the year ended 31 December 2007 with management and the Company's external auditor and recommended its adoption by the Board.

董事委員會

審核委員會

本公司已成立審核委員會，其職權範圍是根據香港會計師公會建議的指引及該守則所載的強制性條文以書面方式釐定。

審核委員會主要負責審議本公司的年報及賬目、半年度業績報告及季度業績報告，以及就此向董事會提供意見及建議。審核委員會每年至少舉行四次會議，與管理層一起審議本集團所採納的會計原則及慣例，並商討審核、內部監控和財務申報事宜。

審核委員會現由一名非執行董事劉禹亮先生及三名獨立非執行董事 Thaddeus Thomas BECZAK 先生（審核委員會主席）、羅嘉瑞醫生及梁學濂先生組成。

審核委員會於二零零七年舉行了四次會議。各位委員會成員於該等會議上的個人列席情況如下：

審核委員會已與管理層及本公司的外聘核數師一起審議了本集團截至二零零七年十二月三十一日止年度的經審核業績，並建議董事會採納。

Corporate Governance Report 企業管治報告書

Board Committees (continued)

Remuneration Committee

The Company established the remuneration committee in 2003. On 26 December 2005, the Board adopted the new terms of reference of the Remuneration Committee in alignment with the mandatory provisions set out in the Code.

The principal responsibilities of the remuneration committee include making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management staff of the Company.

The remuneration committee now comprises two non-executive Directors, namely Mr. GAO Nianshu and Mr. LAU Yu Leung, John and three independent non-executive Directors, namely Dr. LO Ka Shui, Mr. LEUNG Hok Lim and Mr. Thaddeus Thomas BECZAK.

In 2007, the remuneration committee recommended to the Board the bonus payments and increment in salary and housing allowance (if any) for the executive Directors and senior management staff by way of written resolutions passed by all the committee members.

Ad Hoc Committee

The Company adopted the terms of reference of the ad hoc committee in 2003 to deal with ad hoc matters, which set out detailed directions as to the powers delegated to the ad hoc committee. Any two Directors shall form a quorum for the transaction of business.

In 2007, the ad hoc committee, as authorised by the Board, approved the opening of a cash securities trading account and the transaction relating to the variations on terms of capital increase contract of Phoenix Oriental (Beijing) Properties Company Limited.

Directors' and Auditor's Responsibilities for the Financial Statements

The Directors acknowledge their responsibilities for preparing the financial statements of the Group.

The Directors' responsibilities in the preparation of the financial statements and the auditor's responsibilities are set out in the Independent Auditor's Report.

董事委員會(續)

薪酬委員會

本公司於二零零三年成立薪酬委員會。於二零零五年十二月二十六日，董事會採納新的薪酬委員會職權範圍，以符合該守則所載的強制性條文。

薪酬委員會的主要職責包括向董事會提供有關本公司所有董事及高級管理人員薪酬的政策及架構的建議，並檢討本公司全體執行董事及高級管理人員的特定酬金組合。

薪酬委員會現包括兩名非執行董事高念書先生及劉禹亮先生以及三名獨立非執行董事羅嘉瑞醫生、梁學濂先生及Thaddeus Thomas BECZAK先生。

於二零零七年，薪酬委員會以全體委員會成員通過書面決議案方式向董事會建議有關執行董事及高級管理人員的花紅及增加薪金及房屋津貼(如有)。

特別委員會

本公司於二零零三年採納特別委員會的職權範圍(其載有關授予特別委員會權力的詳盡指示)，以處理特別事宜。任何兩名董事構成有關業務交易的法定人數。

於二零零七年，經董事會授權，特別委員會批准開立一個現金證券交易賬戶及有關更改鳳凰東方(北京)置業有限公司增資合同條款之交易。

董事及核數師的財務報表責任

董事確認彼等負責編製本集團的財務報表。

董事編製財務報表的責任及核數師責任均載於獨立核數師報告書內。

Corporate Governance Report 企業管治報告書

Internal Control

The Board has overall responsibility for the establishment, maintenance and review of the Group's system of internal control. Pursuant to the Code Provision C.2.1, the Board conducted a review on the effectiveness of the Group's system of internal control and considered that the system was effective. During 2007, the Board, through the audit committee and with the assistance of an external advisor, reviewed the effectiveness of the Group's system of internal control against the COSO (the Committee of Sponsoring Organizations of the Treadway Commission) framework. Testing was also performed on high level controls using management control self-assessments.

External Auditor

PricewaterhouseCoopers ("PwC") has been appointed as the external auditor of the Company by Shareholders at the annual general meeting.

The remuneration in respect of services provided by PwC for the Group is analysed as follows:

內部監控

董事會全面負責本集團內部監控系統的建立、維護及檢討。根據守則條文第C.2.1條，董事會已就本集團內部監控系統的有效性進行檢討，並認為該系統仍為有效。於二零零七年，董事會已透過審核委員會及外聘顧問的協助，就本集團內部監控系統的有效性參照COSO (the Committee of Sponsoring Organizations of the Treadway Commission) 框架進行檢討。本集團亦使用管理監控自評進行高水平監控之測試。

外聘核數師

羅兵咸永道會計師事務所(「羅兵咸永道」)已於股東週年大會上獲本公司股東委任為本公司的外聘核數師。

羅兵咸永道為本集團所提供服務的酬金分析如下：

		31 December 2007 二零零七年 十二月三十一日 HK\$ 港元	31 December 2006 二零零六年 十二月三十一日 HK\$ 港元
Audit Service	審核服務	2,835,000	2,410,000
Tax Service	稅務服務	257,900	186,000
Total	總計	3,092,900	2,596,000

Corporate Governance Report 企業管治報告書

Investor Relations

The Board puts a high regard on investor relationship in particular, fair disclosure and comprehensive and transparent reporting of the Group's performance and activities.

Shareholders are encouraged to attend the annual general meeting of the Company ("AGM") and the Directors always makes efforts to fully address any questions raised by the Shareholders at the AGM.

There was no change in the articles of association of the Company during the year under review.

The Company provides extensive information about Phoenix to the investors and potential investors through the Company website www.ifeng.com. Hard copies of the annual report, half-year report and quarterly report are sent to all the Shareholders, which are also available on the company website and the professional investor relation website on www.irasia.com/listco/hk/phoenixtv.

Conclusion

The Company strongly believes that good corporate governance can safeguard the effective allocation of resources and protect shareholders' interest and the management tries to maintain, strengthen and improve the standard and quality of the Group's corporate governance.

On behalf of the Board

LIU Changle
Chairman

7 March 2008

投資者關係

董事會高度重視投資者關係，特別是對本集團表現及業務作出公平披露以及全面而具透明度的報告。

本公司鼓勵股東出席本公司的股東週年大會（「股東週年大會」），且董事總是盡力解答股東於股東週年大會上所提出的任何問題。

於回顧年度內，本公司之組織章程細則並無改變。

本公司透過本公司網站 www.ifeng.com 向投資者及潛在的投資者提供有關鳳凰衛視的廣泛資料。本公司向所有股東發送年報、中期報告及季度報告的印刷本，且該等資料可從本公司網站及專業投資者關係網站 www.irasia.com/listco/hk/phoenixtv 獲得。

結論

本公司堅信，良好的企業管治可保障資源的有效分配及維護股東利益，而管理層將會盡力維持、加強及改善本集團企業管治的標準及質素。

代表董事會

主席
劉長樂

二零零八年三月七日

Report of the Directors 董事會報告書

The directors (the “Directors”) submit their report together with the audited financial statements of Phoenix Satellite Television Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2007.

Principal Activity and Geographical Analysis of Operations

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in Note 23 to the consolidated financial statements.

An analysis of the Group’s performance for the year by business and geographical segments is set out in Note 5 to the consolidated financial statements.

Results and Appropriations

The results of the Group for the year are set out in the consolidated income statement on page 78.

The Directors recommend the payment of a final dividend of HK\$0.018 per ordinary share, totaling HK\$89,108,000, to be payable to shareholders whose names appear on the register of members of the Company on 20 June 2008.

The register of members of the Company will be closed from Monday, 16 June 2008 to Friday, 20 June 2008, both dates inclusive, during which period no transfer of share of the Company will be effected. In order to qualify for the above final dividend, all transfers must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 13 June 2008.

Reserves

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity. Movements in the reserves of the Company during the year are set out in Note 29 to the consolidated financial statements.

Donations

No charitable donation was made by the Group during the year (2006: HK\$8,000).

董事（「董事」）提呈鳳凰衛視控股有限公司（「本公司」）及其附屬公司（統稱為「本集團」）截至二零零七年十二月三十一日止年度的報告及經審核財務報表。

主要業務及營運地區分析

本公司的主要業務為投資控股，其附屬公司的主要業務載於綜合財務報表附註23。

本集團按業務及地區分類的年內表現分析載於綜合財務報表附註5。

業績及分配

本集團的年內業績載於第78頁的綜合收益表內。

董事建議向於二零零八年六月二十日名列本公司股東登記冊的股東派發末期股息每股普通股0.018港元，總計89,108,000港元。

本公司將由二零零八年六月十六日（星期一）起至二零零八年六月二十日（星期五）止（包括首尾兩日）暫停辦理股份過戶登記手續，期內將不會辦理任何股份過戶。為符合獲享上述末期股息之資格，所有過戶文件必須最遲於二零零八年六月十三日（星期五）下午四時三十分前交回本公司之香港股份過戶登記處分處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

儲備

本集團年內儲備的變動載於綜合權益變動表。本公司年內儲備的變動載於綜合財務報表附註29。

捐款

本集團年內並無作出慈善捐款（二零零六年：8,000港元）。

Report of the Directors 董事會報告書

Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group are set out in Note 18 to the consolidated financial statements.

Share Capital and Share Options

Details of the movements in share capital and share options of the Company are set out in Note 27 and Note 28, respectively, to the consolidated financial statements.

Pre-emptive Rights

There is no provision for pre-emptive rights under the Company's article of association and there was no restriction against such rights under the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Distributable Reserves

Distributable reserves of the Company as at 31 December 2007, calculated under the Companies Law (Revised) of the Cayman Islands, amounted to approximately HK\$620,916,000 (2006: HK\$683,307,000).

Five-Period/Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial periods/years is set out on pages 179 to 180.

Purchase, Sale or Redemption of Securities

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

物業、廠房及設備

本集團物業、廠房及設備變動的詳情載於綜合財務報表附註18。

股本及購股權

本公司股本及購股權變動的詳情分別載於綜合財務報表附註27及附註28。

優先購買權

本公司的章程細則並無有關優先購買權的條文及開曼群島法例亦無有關該等權利的限制而致使本公司須按比例基準向現有股東提呈發售新股份。

可供分派儲備

本公司於二零零七年十二月三十一日的可供分派儲備(根據開曼群島公司法(經修訂)計算)約620,916,000港元(二零零六年:683,307,000港元)。

五個期間／年度財務概要

本集團最近五個財政期間／年度的業績及資產與負債概要載於第179至第180頁。

購買、出售或贖回證券

本公司於年內概無贖回其任何股份。本公司或其任何附屬公司在年內概無購買或出售本公司任何股份。

Report of the Directors 董事會報告書

Share Option Schemes

(A) Share Option Schemes of the Company

On 7 June 2000, two share option schemes of the Company were approved by the shareholders of the Company ("Shareholders"), namely Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme. In order to enhance the flexibility in the implementation of the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme, the committee of two and four Directors established for the administration of each of the share option schemes (the "Committee") approved certain amendments to the terms of the Pre-IPO Share Option Scheme on 14 February 2001 and 10 December 2004 and the Post-IPO Share Option Scheme on 14 February 2001, 6 August 2002 and 10 December 2004, respectively.

(1) Pre-IPO Share Option Scheme

The following is a summary of the principal terms of the Pre-IPO Share Option Scheme as at 31 December 2007:

Purpose of the scheme

The purpose of the scheme, though not explicitly stated in the scheme document, is to recognise the contribution of certain employees to the growth of the Group and/or to the listing of shares of the Company ("Shares") on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited ("GEM").

The participants of the scheme

Employees of any member of the Company, including any executive directors of any member of the Group who have commenced working for the Group for not less than one month prior to the date of grant of an option and spent not less than twenty hours per week in providing services to the Group may take up options to subscribe for Shares.

The total number of securities available for issue

The total number of Shares available for issue under options which may be granted under the Pre-IPO Share Option Scheme and any other schemes must not in aggregate exceed 10% of the issued share capital of the Company as at the date of listing of the Shares on GEM on 30 June 2000 (the "Listing Date").

購股權計劃

(A) 本公司的購股權計劃

於二零零零年六月七日，本公司股東（「股東」）批准兩項本公司的購股權計劃，計有首次公開招股前購股權計劃及首次公開招股後購股權計劃。為了提高執行首次公開招股前購股權計劃及首次公開招股後購股權計劃時的靈活性，就管理每項購股權計劃而由兩名及四名董事組成的委員會（「委員會」）已於二零零一年二月十四日及二零零四年十二月十日批准對首次公開招股前購股權計劃的條款作出若干修訂、另於二零零一年二月十四日、二零零二年八月六日及二零零四年十二月十日分別批准對首次公開招股後購股權計劃的條款作出若干修訂。

(1) 首次公開招股前購股權計劃

以下為於二零零七年十二月三十一日的首次公開招股前購股權計劃的主要條款概要：

計劃的目的

計劃的目的（即使並無於計劃文件內明確指出）為表揚若干僱員對本集團發展及／或對本公司股份（「股份」）於香港聯合交易所有限公司創業板（「創業板」）上市的貢獻。

計劃的參與者

本公司任何成員公司的僱員（包括於授出購股權日期前不少於一個月開始任職於本集團及每星期服務本集團不少於二十小時的本集團任何成員公司的任何執行董事）可接納可認購股份的購股權。

可供發行的證券總數

根據首次公開招股前購股權計劃及任何其他計劃授出的購股權而可供發行的股份總數合計不得超過股份於二零零零年六月三十日在創業板上市當日（「上市日期」）本公司已發行股本的10%。

Report of the Directors 董事會報告書

Share Option Schemes (continued)

(A) Share Option Schemes of the Company (continued)

(1) Pre-IPO Share Option Scheme (continued)

The total number of securities available for issue (continued)

The total number of Shares in respect of which options are issuable under the scheme is 484,706,000 shares, representing 10% and 9.8%, respectively, of the issued share capital of the Company as at the Listing Date and as at the date of this report.

The maximum entitlement of each participant under the scheme

No option may be granted to any eligible person which, if at the relevant time exercised in full, would result in the total number of Shares the subject of such option, when added to the number of Shares which may be subscribed by that eligible person under any outstanding options granted to that eligible person and to the number of Shares previously subscribed by the eligible person under any options granted to the eligible person under the scheme exceeding 25% of the aggregate number of Shares available for subscription under the scheme at that time.

Time of exercise of option

An option may be exercised in accordance with the terms of the scheme at any time during the period commencing one year from the date of grant of the option and expiring ten years after the date of grant of the option in accordance with the following schedule:

Date of exercise of an option

行使購股權日期

Date of exercise of an option		Percentage of Shares comprised in options which is exercisable 可予行使的購股權所佔股份比例
Between the date of grant of an option and less than 12 months following the date of grant of an option	授出購股權當日至授出購股權當日後少於12個月內	zero 零
Between the period falling 12 months or more but less than 24 months from the date of grant of an option	授出購股權當日後12個月或之後，但少於24個月的期間內	up to 25% 最多25%
Between the period falling 24 months or more but less than 36 months from the date of grant of an option	授出購股權當日後24個月或之後，但少於36個月的期間內	up to 50% 最多50%
Between the period falling 36 months or more but less than 48 months from the date of grant of an option	授出購股權當日後36個月或之後，但少於48個月的期間內	up to 75% 最多75%
Any time falling 48 months from the date of grant of an option and thereafter	授出購股權當日後48個月及其後任何時間	100% 100%

購股權計劃(續)

(A) 本公司的購股權計劃(續)

(1) 首次公開招股前購股權計劃(續)

可供發行的證券總數(續)

根據計劃可予發行的購股權涉及的股份總數為484,706,000股股份，分別佔於上市日期及於本報告日期本公司已發行股本的10%及9.8%。

根據計劃各參與者的最大配額

倘任何一名合資格人士於有關時間全面行使獲授予的購股權，可導致該合資格人士可認購該購股權涉及的股份總數，加上該合資格人士根據獲授予的任何未行使購股權可認購的股份數目及該合資格人士根據計劃先前獲授予的任何購股權認購的股份數目，超過根據計劃當時可供認購股份總數的25%，則不得向該合資格人士授予購股權。

行使購股權期限

購股權可於授出購股權當日起計一年開始至授出購股權日期後十年屆滿的期間內任何時間根據計劃的條款，按照以下時間表予以行使：

Report of the Directors 董事會報告書

Share Option Schemes (continued)

(A) Share Option Schemes of the Company (continued)

(1) Pre-IPO Share Option Scheme (continued)

Minimum holding period

As stated above, no option can be exercised within the first twelve months following the date of grant of an option.

The amount payable on acceptance of the option

The date by which the option must be applied for being a date not more than three days from (and including) the date on which the letter of offer of the grant of option is issued by the Company ("Offer Date"). Upon acceptance of the option, the option holder shall pay HK\$1 to the Company as consideration of the grant.

The basis of determining the exercise price

Same as the offer price for the Shares as set out in the prospectus of the Company dated 21 June 2000.

The remaining life of the scheme

The scheme period expires upon the listing of the Company on the GEM, for which the option expires when the vesting period ends.

購股權計劃(續)

(A) 本公司的購股權計劃(續)

(1) 首次公開招股前購股權計劃(續)

最短持有期間

如上文所列，並無購股權可於授出購股權當日後首十二個月內行使。

接納購股權應付的款項

申請購股權的日期必須為本公司發出提呈授予購股權函件日期(「提呈日期」)(包括該日)起計不超過三天內。於接納購股權時，購股權持有人須支付1港元予本公司，作為授予的代價。

釐定行使價的基準

與本公司於二零零零年六月二十一日刊發的招股章程載列的股份發售價相同。

計劃餘下年期

計劃期間於本公司在創業板上市時屆滿，有關購股權於歸屬期間結束時屆滿。

Report of the Directors 董事會報告書

Share Option Schemes (continued)

(A) Share Option Schemes of the Company (continued)

(1) Pre-IPO Share Option Scheme (continued)

The remaining life of the scheme (continued)

The details of share options granted by the Company under the Pre-IPO Share Option Scheme to the Directors of the Company and the employees of the Group to acquire Shares were as follows:

購股權計劃(續)

(A) 本公司的購股權計劃(續)

(1) 首次公開招股前購股權計劃(續)

計劃餘下年期(續)

本公司根據首次公開招股前購股權計劃向本公司董事及本集團僱員授出可認購股份的購股權詳情如下：

Type and number of remaining grantees	Date of grant	Vesting period	Exercise period	Exercise price per share	Number of share options 購股權數目			
					Balance as at 1 January 2007 於二零零七年一月一日結餘	Lapsed during the year 於年內失效	Exercised during the year 於年內行使	Balance as at 31 December 2007 於二零零七年十二月三十一日結餘
3 Executive Directors: 3名執行董事：								
LIU Changle 劉長樂	14 June 2000 二零零零年六月十四日	14 June 2000 to 13 June 2004 二零零零年六月十四日至二零零四年六月十三日	14 June 2001 to 13 June 2010 二零零一年六月十四日至二零零一年六月十三日	1.08	5,320,000	—	—	5,320,000
CHUI Keung 崔強	14 June 2000 二零零零年六月十四日	14 June 2000 to 13 June 2004 二零零零年六月十四日至二零零四年六月十三日	14 June 2001 to 13 June 2010 二零零一年六月十四日至二零零一年六月十三日	1.08	3,990,000	—	—	3,990,000
WANG Ji Yan 王紀言	14 June 2000 二零零零年六月十四日	14 June 2000 to 13 June 2004 二零零零年六月十四日至二零零四年六月十三日	14 June 2001 to 13 June 2010 二零零一年六月十四日至二零零一年六月十三日	1.08	3,990,000	—	—	3,990,000
53 other employees 53名其他僱員	14 June 2000 二零零零年六月十四日	14 June 2000 to 13 June 2004 二零零零年六月十四日至二零零四年六月十三日	14 June 2001 to 13 June 2010 二零零一年六月十四日至二零零一年六月十三日	1.08	23,840,000	(20,000)	(4,910,000)	18,910,000
Total: 合計：					37,140,000	(20,000)	(4,910,000)	32,210,000
56 employees 56名僱員								

Report of the Directors 董事會報告書

Share Option Schemes (continued)

(A) Share Option Schemes of the Company (continued)

(1) Pre-IPO Share Option Scheme (continued)

The remaining life of the scheme (continued)

During the year ended 31 December 2007, 4,910,000 options granted to employees were exercised. At the date before the options were exercised, the weighted average closing price per share was HK\$1.77.

During the year ended 31 December 2007, 20,000 options granted to an employee lapsed when he ceased his employment with the Group.

Save as disclosed above, no other option has been cancelled during the year.

During the year ended 31 December 2007, no option has been granted to the Directors, chief executive, management shareholders, substantial shareholders, or their respective associates, or to the suppliers of goods or services under the Pre-IPO Share Option Scheme. No participant was granted any option in excess of the individual limit as set out in the GEM Listing Rules or under the Pre-IPO Share Option Scheme.

(2) Post-IPO Share Option Scheme

The following is a summary of the principal terms of the Post-IPO Share Option Scheme as at 31 December 2007:

Purpose of the scheme

The purpose of the Post-IPO Share Option Scheme is to retain and provide incentives to the employees of the Group to achieve its business objectives.

The participants of the scheme

Employees of any member of the Company, including any executive directors of any member of the Group, in full-time employment with the Company (or its subsidiaries) may take up options to subscribe for Shares.

The total number of securities available for issue

- (a) The total number of Shares available for issue under options which may be granted under the Post-IPO Share Option Scheme and any other schemes must not in aggregate exceed 10% (or such higher percentage as may be allowed under the GEM Listing Rules) of the issued share capital of the Company in issue as at the date of approval of the scheme unless Shareholders' approval has been obtained pursuant to paragraphs (b) and (c) below.

購股權計劃(續)

(A) 本公司的購股權計劃(續)

(1) 首次公開招股前購股權計劃(續)

計劃餘下年期(續)

於截至二零零七年十二月三十一日止年度內，授予僱員的4,910,000份購股權已獲行使。於購股權獲行使前日期，每股加權平均收市價為1.77港元。

於截至二零零七年十二月三十一日止年度內，授予一名僱員的20,000份股權因其不再受僱於本集團而失效。

除上文披露者外，並無其他購股權於年內獲註銷。

於截至二零零七年十二月三十一日止年度內，概無購股權曾根據首次公開招股前購股權計劃而授予董事、行政總裁、管理層股東、主要股東、或彼等各自的聯繫人士、或貨品或服務的供應商。概無參與者獲授出的購股權超過創業板上市規則所載列或根據首次公開招股前購股權計劃的個人限額。

(2) 首次公開招股後購股權計劃

以下為於二零零七年十二月三十一日的首次公開招股後購股權計劃的主要條款概要：

計劃的目的

首次公開招股後購股權計劃的目的為挽留及提供獎勵予本集團僱員以達成其業務目標。

計劃的參與者

在本公司(或其附屬公司)全職工作的本公司任何成員公司的僱員(包括本集團任何成員公司的任何執行董事)可接納可認購股份的購股權。

可供發行的證券總數

- (a) 根據首次公開招股後購股權計劃及任何其他計劃授出的購股權而可供發行的股份總數合計不得超過本公司於批准計劃當日已發行股本的10%(或創業板上市規則允許的更高百分比)，惟根據下文(b)及(c)段取得股東批准除外。

Report of the Directors 董事會報告書

Share Option Schemes (continued)

(A) Share Option Schemes of the Company (continued)

(2) Post-IPO Share Option Scheme (continued)

The total number of securities available for issue (continued)

- (b) The Company may seek approval by Shareholders in general meeting to refresh the limit as referred to in the above paragraph (a).
- (c) The Company may seek separate Shareholders' approval in a general meeting to grant options beyond the limit as referred to in the above paragraph (a) provided that the total number of Shares subject to the scheme and any other schemes does not in aggregate exceed 30% of the relevant class of securities of the Company in issue from time to time.
- (d) Shareholders' approval has been obtained on 6 August 2002 to refresh the 10% limit. The Directors may grant options for subscription of up to 493,173,000 Shares (which do not include those options that are outstanding, cancelled or lapsed), representing 9.96% of the issued share capital as at the date of this report.

The maximum entitlement of each participant under the scheme

Unless approved by Shareholders, the total number of securities issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the relevant class of securities of the Company in issue.

購股權計劃(續)

(A) 本公司的購股權計劃(續)

(2) 首次公開招股後購股權計劃(續)

可供發行的證券總數(續)

- (b) 本公司可於股東大會上尋求股東批准更新上文(a)段所述的限制。
- (c) 本公司可於股東大會上另行尋求股東批准授予超出上文(a)段所述限制的購股權，惟計劃及任何其他計劃涉及的股份總數不得超過本公司不時已發行有關類別證券的30%。
- (d) 股東於二零零二年八月六日批准更新10%限制。董事可授出認購最多493,173,000股股份(不包括尚未行使、已註銷或已失效的該等購股權)的購股權，佔於本報告日期已發行股本的9.96%。

根據計劃各參與者的最大配額

除經股東批准外，於任何十二個月期間內向各參與者授予的購股權(包括已行使及未行使的購股權)獲行使時已發行及將予發行的證券總數不得超過本公司已發行有關類別證券的1%。

Report of the Directors 董事會報告書

Share Option Schemes (continued)

(A) Share Option Schemes of the Company (continued)

(2) Post-IPO Share Option Scheme (continued)

Time of exercise of option

An option may be exercised in accordance with the terms of the scheme at any time during the period commencing one year from the date of grant of the option and expiring ten years after the date of grant of the option in accordance with the following schedule:

Date of exercise of an option

行使購股權日期

		Percentage of Shares comprised in options which is exercisable 可予行使的購股權 所佔股份比例
Between the date of grant of an option and less than 12 months following the date of grant of an option	授出購股權當日至授出購股權當日後少於12個月內	zero 零
Between the period falling 12 months or more but less than 24 months from the date of grant of an option	授出購股權當日後12個月或之後，但少於24個月的期間內	up to 25% 最多25%
Between the period falling 24 months or more but less than 36 months from the date of grant of an option	授出購股權當日後24個月或之後，但少於36個月的期間內	up to 50% 最多50%
Between the period falling 36 months or more but less than 48 months from the date of grant of an option	授出購股權當日後36個月或之後，但少於48個月的期間內	up to 75% 最多75%
Any time falling 48 months from the date of grant of an option and thereafter	授出購股權當日後48個月及其後任何時間	100% 100%

Minimum holding period

As stated above, no option can be exercised within the first twelve months following the date of grant of an option.

The amount payable on acceptance of the option

The date by which the option must be applied for being a date not more than twenty one days from (and including) the Offer Date. Upon acceptance of the option, the option holder shall pay HK\$1 to the Company as consideration of the grant.

The basis of determining the exercise price

The subscription price for the Shares under the scheme shall be determined by the Committee and will be no less than the highest of (a) the closing price of Shares as stated in the Stock Exchange's daily quotation sheets on the Offer Date which must be a business day, (b) the average closing price per Share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the Offer Date and (c) the nominal value of the Share.

購股權計劃(續)

(A) 本公司的購股權計劃(續)

(2) 首次公開招股後購股權計劃(續)

行使購股權期限

購股權可於授出購股權當日起計一年開始至授出購股權日期後十年屆滿的期間內任何時間根據計劃的條款，按照以下時間表予以行使：

Percentage of Shares comprised in options which is exercisable 可予行使的購股權 所佔股份比例

最短持有期間

如上文所列，並無購股權可於授出購股權當日後首十二個月內行使。

接納購股權應付的款項

申請購股權的日期必須為提呈日期(包括該日)起計不超過二十一天內。於接納購股權時，購股權持有人須支付1港元予本公司，作為授予的代價。

釐定行使價的基準

根據計劃的股份認購價須由委員會釐定，並不少於以下三者中的最高者(a)股份於提呈日期(須為營業日)在聯交所每日報價表所列的收市價、(b)股份於緊接提呈日期前五個營業日在聯交所每日報價表所列的平均收市價及(c)股份面值。

Report of the Directors 董事會報告書

Share Option Schemes (continued)

(A) Share Option Schemes of the Company (continued) (2) Post-IPO Share Option Scheme (continued)

The remaining life of the scheme

The scheme will remain in force for a period of ten years commencing on the date of the adoption of the scheme. Upon termination, no further options may be granted under the scheme.

The details of share options granted by the Company under the Post-IPO Share Option Scheme to the employees of the Group to acquire Shares were as follows:

購股權計劃(續)

(A) 本公司的購股權計劃(續) (2) 首次公開招股後購股權計劃(續)

計劃餘下年期

計劃由採納計劃日期起計十年內保持有效。於終止時，不可再根據計劃授予購股權。

本公司根據首次公開招股後購股權計劃向本集團僱員授出可認購股份的購股權的詳情如下：

Type and number of remaining grantees	Date of grant	Vesting period	Exercise period	Exercise price per share	Number of share options 購股權數目				
					Balance as at 1 January 2007 於二零零七年一月一日結餘	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	Balance as at 31 December 2007 於二零零七年十二月三十一日結餘
1 employee 1名僱員	15 February 2001 二零零一年二月十五日	15 February 2001 to 14 February 2005 二零零一年二月十五日至二零零五年二月十四日	15 February 2002 to 14 February 2011 二零零二年二月十五日至二零一一年二月十四日	1.99 每股行使價HK\$1.99	500,000	–	–	–	500,000
14 employees 14名僱員	10 August 2001 二零零一年八月十日	10 August 2001 to 9 August 2005 二零零一年八月十日至二零零五年八月九日	10 August 2002 to 9 August 2011 二零零二年八月十日至二零一一年八月九日	1.13 每股行使價HK\$1.13	9,124,000	–	–	(2,914,000)	6,210,000
2 employees 2名僱員	20 December 2002 二零零二年十二月二十日	20 December 2002 to 19 December 2006 二零零二年十二月二十日至二零零六年十二月十九日	20 December 2003 to 19 December 2012 二零零三年十二月二十日至二零一二年十二月十九日	0.79 每股行使價HK\$0.79	1,472,000	–	–	(472,000)	1,000,000
32 employees 32名僱員	26 March 2007 二零零七年三月二十六日	26 March 2007 to 25 March 2011 二零零七年三月二十六日至二零一一年三月二十五日	26 March 2008 to 25 March 2017 二零零八年三月二十六日至二零一七年三月二十五日	1.45 每股行使價HK\$1.45	–	12,922,000	(500,000)	–	12,422,000
Total: 合計:					11,096,000	12,922,000	(500,000)	(3,386,000)	20,132,000
49 employees 49名僱員									

Report of the Directors 董事會報告書

Share Option Schemes (continued)

(A) Share Option Schemes of the Company (continued)

(2) Post-IPO Share Option Scheme (continued)

The remaining life of the scheme (continued)

During the year ended 31 December 2007, 3,386,000 options granted to employees were exercised. At the date before the options were exercised, the weighted average closing price per share was HK\$1.86.

During the year ended 31 December 2007, 12,922,000 options were granted to 33 employees.

During the year ended 31 December 2007, 500,000 options granted to an employee lapsed when she ceased employment with the Group.

Save as disclosed above, no option has been cancelled during the year.

During the year ended 31 December 2007, no option had been granted to the Directors, chief executive, management shareholders, substantial shareholders, or their respective associates, or to the suppliers of goods or services under the Post-IPO Share Option Scheme. No participant was granted any option in excess of the individual limit as set out in the GEM Listing Rules or under the Post-IPO Share Option Scheme.

(B) Share Option Scheme of a Subsidiary of the Company **PHOENIXi PLAN**

On 7 June 2000, PHOENIXi Investment Limited ("PHOENIXi"), a member of the Group, adopted the PHOENIXi 2000 Stock Incentive Plan (the "PHOENIXi Plan").

The following is a summary of the principal terms of the PHOENIXi Plan as at 31 December 2007:

Purpose of the scheme

The purposes of the PHOENIXi Plan are to attract and retain the best available personnel, to provide additional incentive to its employees and executive directors and to promote the success of its business.

購股權計劃(續)

(A) 本公司的購股權計劃(續)

(2) 首次公開招股後購股權計劃(續)

計劃餘下年期(續)

於截至二零零七年十二月三十一日止年度內，授予僱員的3,386,000份購股權已獲行使。於購股權獲行使前日期，每股加權平均收市價為1.86港元。

於截至二零零七年十二月三十一日止年度內，12,922,000份購股權已授予33名僱員。

於截至二零零七年十二月三十一日止年度內，授予一名僱員的500,000份購股權因其不再受僱於本集團而失效。

除上文所披露者外，並無購股權於年內獲註銷。

於截至二零零七年十二月三十一日止年度內，概無董事、行政總裁、管理層股東、主要股東或彼等各自的聯繫人士、或貨品或服務供應商根據首次公開招股後購股權計劃獲授予任何購股權。概無參與者獲授予的購股權超過創業板上市規則所載列或根據首次公開招股後購股權計劃的個人限額。

(B) 本公司一家附屬公司的購股權計劃 **PHOENIXi 計劃**

於二零零零年六月七日，本集團的成員公司 PHOENIXi Investment Limited (「PHOENIXi」) 採納 PHOENIXi 二零零零年股份獎勵計劃 (「PHOENIXi 計劃」)。

以下為於二零零七年十二月三十一日 PHOENIXi 計劃的主要條款概要：

計劃的目的

PHOENIXi 計劃的目的為招攬及挽留優秀員工，並為其僱員及執行董事提供額外獎勵，及促進其業務成就。

Report of the Directors 董事會報告書

Share Option Schemes (continued)

(B) Share Option Scheme of a Subsidiary of the Company (continued)

PHOENIXi PLAN (continued)

The participants of the scheme

The employees of PHOENIXi, including any executive directors, in the full-time employment of PHOENIXi (or the subsidiaries of PHOENIXi) or the Company are eligible to take up options to subscribe for shares in PHOENIXi. In addition, to be classified as an eligible person, where the employee is employed by a holding company of PHOENIXi or a subsidiary of PHOENIXi, the employee must perform an executive role for PHOENIXi.

The total number of securities available for issue

- (a) The total number of shares available for issue under options which may be granted under the PHOENIXi Plan and any other schemes of PHOENIXi, must not in aggregate exceed 10% of the issued share capital of PHOENIXi as at the Listing Date unless approvals of the shareholders of the Company and PHOENIXi have been obtained pursuant to paragraphs (b) and (c) below.
- (b) PHOENIXi may seek approval by the shareholders of the Company and PHOENIXi in a general meeting to refresh the 10% limit. However, the total number of shares available for issue under options which may be granted under the PHOENIXi Plan and any other schemes of PHOENIXi in these circumstances must not exceed 10% of the issued share capital of PHOENIXi at the date of approval of the refreshing of the limit.
- (c) PHOENIXi may seek separate approval of the shareholders of the Company and PHOENIXi in a general meeting to grant options beyond the 10% limit provided that (i) the total number of shares subject to the PHOENIXi Plan and any other schemes of PHOENIXi does not in aggregate exceed 30% of the total issued share capital of PHOENIXi and (ii) the options in excess of the 10% limit are granted only to participants specified by PHOENIXi before such approval is sought.

購股權計劃(續)

(B) 本公司一家附屬公司的購股權計劃(續)

PHOENIXi 計劃(續)

計劃的參與者

PHOENIXi 的僱員，包括在 PHOENIXi (或 PHOENIXi 的附屬公司) 或本公司全職工作的任何執行董事，合資格接納可認購 PHOENIXi 股份的購股權。此外，倘受僱於 PHOENIXi 的控股公司或 PHOENIXi 的附屬公司的僱員要界定為合資格人士，該僱員須為 PHOENIXi 履行行政職責。

可供發行的證券總數

- (a) 根據 PHOENIXi 計劃及 PHOENIXi 任何其他計劃授出的購股權而可供發行的股份總數合計不得超過於上市日期 PHOENIXi 已發行股本的 10%，惟根據下文 (b) 及 (c) 段取得本公司及 PHOENIXi 的股東批准除外。
- (b) PHOENIXi 可於股東大會上尋求本公司及 PHOENIXi 的股東批准更新 10% 限制。然而，於此等情況下根據 PHOENIXi 計劃及 PHOENIXi 任何其他計劃授出的購股權而可供發行的股份總數不得超過於批准更新限制當日 PHOENIXi 已發行股本的 10%。
- (c) PHOENIXi 可於股東大會上另行尋求本公司及 PHOENIXi 的股東批准授予超出 10% 限制的購股權，惟 (i) PHOENIXi 計劃及 PHOENIXi 任何其他計劃涉及的股份總數不得超過 PHOENIXi 已發行股本總額的 30% 及 (ii) 超過 10% 限制的購股權僅授予於尋求該批准前由 PHOENIXi 指定的參與者。

Report of the Directors 董事會報告書

Share Option Schemes (continued)

(B) Share Option Scheme of a Subsidiary of the Company (continued)

PHOENIXi PLAN (continued)

The maximum entitlement of each participant under the scheme

No options may be granted to any eligible person which, if at the relevant time exercised in full, would result in the total number of shares of PHOENIXi the subject of such option, when added to the number of shares already issued and/or issuable to him/her under the PHOENIXi Plan exceeding 25% of the aggregate number of shares of PHOENIXi in respect of which options are issuable under the PHOENIXi Plan.

Time of exercise of option

Generally, an option may be exercised at any time during a period of no more than ten years commencing from the date of grant. However, in the case of an Incentive Stock Option ("ISO") granted to a person, who at the time of the grant, owns shares in PHOENIXi representing more than 10% of the voting power of PHOENIXi, the Company or any subsidiary of the Company, the option period will be five years from the date of grant thereof.

Minimum holding period

As stated above, there is no minimum holding period for which an option can be exercised.

The amount payable on acceptance of the option

The date by which the option must be applied for being a date not more than twenty one days from (and including) the Offer Date. Upon acceptance of the option, the option holder shall pay US\$1 to the Company as consideration of the grant.

The basis of determining the exercise price

The price for the shares of PHOENIXi upon the exercise of an option under the PHOENIXi Plan will, in the case of:

- (a) an ISO or a Non-Qualified Stock Option ("NQS"), where the grantee owns more than 10% of the shares of the Company, PHOENIXi or its subsidiaries (each a "Related Entity"), be equal to not less than 110% of the Fair Market Value (as referred to below) per share of PHOENIXi on the date of the grant.
- (b) an ISO or NQS, where the grantee does not own more than 10% of the shares of PHOENIXi or a Related Entity, be equal to not less than the Fair Market Value per share of PHOENIXi on the date of the grant.

購股權計劃(續)

(B) 本公司一家附屬公司的購股權計劃(續)

PHOENIXi 計劃(續)

根據計劃各參與者的最大配額

倘任何一名合資格人士於有關時間全面行使獲授予的購股權，可導致該合資格人士可認購該購股權涉及的PHOENIXi股份總數，加上該合資格人士根據PHOENIXi計劃獲發行及／或獲可予發行的股份數目，超過根據PHOENIXi計劃可予發行的購股權所涉及股份總數的25%，則不得向該合資格人士授予購股權。

行使購股權期限

一般而言，購股權可於授予當日起計最長十年期間內任何時間行使。然而，倘獲授予獎勵性購股權（「ISO」）之人士，於授予時擁有的PHOENIXi股份相等於PHOENIXi、本公司或本公司任何附屬公司的投票權10%以上，則購股權期限將為其授予日期起計五年。

最短持有期間

如上文所列，並無規定購股權於行使前須符合最短持有期間。

接納購股權應付的款項

申請購股權的日期必須為提呈日期（包括該日）起計不超過二十一天內。於接納購股權時，購股權持有人須支付1美元予本公司，作為授予的代價。

釐定行使價的基準

於根據PHOENIXi計劃行使購股權時PHOENIXi股份的價格：

- (a) 就ISO或非限定購股權（「NQS」）而言，若承授人擁有本公司、PHOENIXi或其附屬公司（各稱「相關實體」）超過10%的股份，則價格將不低於每股PHOENIXi股份在授出當日的公平市場價值（如下文所述）的110%。
- (b) 就ISO或NQS而言，若承授人擁有PHOENIXi或相關實體不超過10%的股份，則價格將不低於每股PHOENIXi股份在授出當日的公平市場價值。

Report of the Directors 董事會報告書

Share Option Schemes (continued)

(B) Share Option Scheme of a Subsidiary of the Company (continued)

PHOENIXi PLAN (continued)

The basis of determining the exercise price (continued)

- (c) an option which is neither an ISO nor an NQS but where the grantee owns more than 10% of the shares of PHOENIXi or a Related Entity, be equal to not less than the Fair Market Value per share of PHOENIXi on the date of the grant.
- (d) an option which is neither an ISO nor an NQS but where the grantee does not own more than 10% of the shares of PHOENIXi or a Related Entity, be equal to not less than 85% of the Fair Market Value per share of PHOENIXi on the date of the grant, but if the shares of PHOENIXi are listed or if a director of the Company or PHOENIXi or their associates participates in the PHOENIXi Plan, the per share price must not be less than the Fair Market Value per share of PHOENIXi on the date of the grant.

For the purpose of the above "Fair Market Value" means as of any date, the value of shares of the Company, PHOENIXi or any subsidiary of PHOENIXi (as the case may be) determined as follows:

- (i) where the shares of PHOENIXi are listed on any stock exchange, the Fair Market Value shall be (a) no less than the higher of the closing price for a share on the date of the grant of an option which must be a business day, or (b) the average closing price of the share for the five business days immediately preceding the date of grant (the closing price shall be the price on the stock exchange on which the shares of PHOENIXi are listed) or (c) the nominal value of a share; or
- (ii) in the absence of an established market for the shares of the type described in (i) above, the Fair Market Value thereof shall be determined by the Committee in good faith on a fair and reasonable basis but in a manner consistent with Section 260.140.50 of Title 10 of the California Code of Regulations but in any event must in no circumstances be less than the latest audited net tangible assets per share of PHOENIXi unless none of the directors or their associates of PHOENIXi or the Company participate in the Plan, in which event, reference does not need to be made to the latest audited net tangible asset per share of PHOENIXi for the purpose of determining the Fair Market Value of the shares.

購股權計劃(續)

(B) 本公司一家附屬公司的購股權計劃(續)

PHOENIXi 計劃(續)

釐定行使價的基準(續)

- (c) 就ISO或NQS以外的購股權而言，若承授人擁有PHOENIXi或相關實體超過10%的股份，則價格將不低於每股PHOENIXi股份在授出當日的公平市場價值。
- (d) 就ISO或NQS以外的購股權而言，若承授人擁有PHOENIXi或相關實體不超過10%的股份，則價格將不低於每股PHOENIXi股份在授出當日的公平市場價值的85%；惟若PHOENIXi股份已上市或若本公司或PHOENIXi的董事或彼等的聯繫人士有份參與PHOENIXi計劃，則每股價格須不低於每股PHOENIXi股份在授出當日的公平市場價值。

就以上目的而言，「公平市場價值」指在任何日期，本公司、PHOENIXi或PHOENIXi任何附屬公司(視情況而定)的股份按以下釐定的價值：

- (i) 若PHOENIXi股份在任何證券交易所上市，則公平市場價值為(a)不少於股份在授出購股權當日(須為營業日)的收市價、或(b)股份於緊接授出日期前五個營業日的平均收市價(收市價須為在PHOENIXi股份上市所在證券交易所的價格)或(c)股份面值三者中的最高者；或
- (ii) 若上文(i)所述類別股份並無已建立的市場，則公平市場價值須由委員會以忠誠及按公平合理基準，並以貫徹Section 260.140.50 of Title 10 of California Code of Regulations的方式釐定，惟無論如何不得低於每股PHOENIXi股份的最近期經審核有形資產淨值。除非PHOENIXi或本公司的董事或彼等的聯繫人士全無參與計劃，在此情況下，股份的公平市場價值毋須參考每股PHOENIXi股份的最近期經審核有形資產淨值而釐定。

Report of the Directors 董事會報告書

Share Option Schemes (continued)

(B) Share Option Scheme of a Subsidiary of the Company (continued)

PHOENIXi PLAN (continued)

The remaining life of the scheme

The scheme will remain in force for a period of ten years commencing on the date of the adoption of the scheme. Upon termination, no further options may be granted under the scheme.

As at 31 December 2007, no options had been granted under the PHOENIXi Plan. PHOENIXi is currently undergoing a liquidation process.

Directors

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

Executive Directors:

LIU Changle	(alternate director to CHUI Keung)
CHUI Keung	(alternate director to LIU Changle)
WANG Ji Yan	(alternate director to LIU Changle and CHUI Keung)

Non-Executive Directors:

LU Xiangdong	
GAO Nianshu	
Paul Francis AIELLO	(alternate director to LAU Yu Leung, John)
LAU Yu Leung, John	(alternate director to Paul Francis AIELLO)
XU Gang	(resigned on 12 January 2007)
GONG Jianzhong	(appointed on 12 January 2007)

Independent Non-Executive Directors:

LO Ka Shui
LEUNG Hok Lim
Thaddeus Thomas BECZAK

In accordance with Article 87(1) of the Company's articles of association, Dr. LO Ka Shui, Mr. LAU Yu Leung, John and Mr. Thaddeus Thomas BECZAK retire by rotation and being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

購股權計劃(續)

(B) 本公司一家附屬公司的購股權計劃(續)

PHOENIXi 計劃(續)

計劃餘下年期

計劃由採納計劃日期起計十年內保持有效。於終止時，不可再根據計劃授予購股權。

於二零零七年十二月三十一日，並無根據 PHOENIXi 計劃授出購股權。PHOENIXi 目前正在進行清盤程序。

董事

年內及截至本報告日期止的董事如下：

執行董事：

劉長樂	(為崔強的替任董事)
崔強	(為劉長樂的替任董事)
王紀言	(為劉長樂及崔強的替任董事)

非執行董事：

魯向東	
高念書	
Paul Francis AIELLO	(為劉禹亮的替任董事)
劉禹亮	(為 Paul Francis AIELLO 的替任董事)
許剛	(於二零零七年一月十二日辭任)
龔建中	(於二零零七年一月十二日獲委任)

獨立非執行董事：

羅嘉瑞
梁學濂
Thaddeus Thomas BECZAK

根據本公司的章程細則第87(1)條，羅嘉瑞醫生、劉禹亮先生及Thaddeus Thomas BECZAK先生將於本公司應屆股東週年大會上輪值退任並符合資格及願膺選連任。

Report of the Directors 董事會報告書

Directors (continued)

The Company has received annual confirmations of independence from Dr. LO Ka Shui, Mr. LEUNG Hok Lim and Mr. Thaddeus Thomas BECZAK, and as at the date of this report still considers them to be independent.

Directors' Service Contracts

On 29 June 2006, each of Mr. LIU Changle and Mr. CHUI Keung, executive Directors, entered into a new service contract with the Company commencing from 1 July 2006. The term of each contract is for a term of three years commencing from 1 July 2006 and thereafter may be terminated by either party giving to the other not less than three months' written notice.

Save as disclosed herein, none of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not terminable within one year without payment of compensation, other than statutory compensation.

The terms of office of each of the executive Directors (other than the chairman of the board of Directors), non-executive Directors and independent non-executive Directors are subject to retirement by rotation in accordance with the Company's articles of association.

Directors' Interests in Contracts

No contracts of significance in relation to the Group's business to which the Company, or any of its subsidiaries, fellow subsidiaries or its parent company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事 (續)

本公司已自羅嘉瑞醫生、梁學濂先生及Thaddeus Thomas BECZAK先生收到年度獨立確認書，於本報告日期，本公司仍認為彼等為獨立人士。

董事的服務合約

於二零零六年六月二十九日，兩位執行董事劉長樂先生及崔強先生均與本公司訂立新服務合約，每項服務合約由二零零六年七月一日起生效。有效期由二零零六年七月一日起計為期三年，其後各方可對另一方發出不少於三個月的書面通知以終止合約。

除本文所披露者外，擬在應屆股東週年大會上膺選連任的董事概無與本公司訂立任何須作補償(法定賠償除外)方可於一年內終止的服務合約。

本公司各執行董事(董事會主席除外)、非執行董事及獨立非執行董事的任期至其根據本公司的章程細則須輪值退任時為止。

董事的合約權益

本公司董事在本公司或其任何附屬公司、同系附屬公司或其母公司參與訂立及與本集團業務有重大關係，且於本年度結束時或年內任何時間仍然有效的合約中，概無直接或間接擁有任何重大權益。

Report of the Directors 董事會報告書

Directors' and Chief Executives' Interests and/or Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporation

As at 31 December 2007, the interests of the Directors and chief executives in the shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which such Directors or chief executives are taken or deemed to have under such provisions of the SFO) or were required pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or were required pursuant to Rules 5.46 to 5.67 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "GEM Listing Rules") relating to securities transactions by Directors to be notified to the Company and the Stock Exchange, were as follows:

董事及最高行政人員於本公司或任何相關法團的股份、相關股份及債權證的權益及／或淡倉

於二零零七年十二月三十一日，董事及最高行政人員於本公司及其相關法團（具有香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部賦予的涵義）的股份中擁有根據證券及期貨條例第XV部的第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益（包括根據證券及期貨條例有關條文有關董事或最高行政人員被當作或視作擁有的權益或淡倉）；或根據證券及期貨條例第352條須記入該條文所述的登記冊；或根據聯交所創業板證券上市規則（「創業板上市規則」）第5.46至第5.67條有關董事進行證券交易之規定須知會本公司及聯交所的權益如下：

Name 姓名	Number of ordinary shares held 所持普通股數目				Percentage of shareholding 股權 百分比
	Personal/ other interests 個人／ 其他權益	Family interests 家族 權益	Corporate interests 公司 權益	Total number of shares 股份 總數	
LIU Changle (Note 1) 劉長樂 (附註1)	—	—	1,854,000,000	1,854,000,000	37.45%
LO Ka Shui (Note 2) 羅嘉瑞 (附註2)	4,630,000	—	—	4,630,000	0.09%

Notes:

附註：

- As at 31 December 2007, Mr. LIU Changle was the beneficial owner of approximately 93.3% of the issued share capital of Today's Asia Limited, which in turn had an interest in approximately 37.45% of the issued share capital of the Company.
- As at 31 December 2007, Dr. LO Ka Shui was the beneficial owner of 500,000 Shares while 4,130,000 Shares were held for a discretionary trust of which Dr. LO Ka Shui was the founder.

- 於二零零七年十二月三十一日，劉長樂先生為今日亞洲有限公司約93.3%已發行股本的實益擁有人，而該公司則擁有約37.45%的本公司已發行股本權益。
- 於二零零七年十二月三十一日，羅嘉瑞醫生為500,000股股份的實益擁有人，而4,130,000股股份乃為一家全權信託（羅嘉瑞醫生為其創立人）而持有。

Report of the Directors 董事會報告書

Directors' and Chief Executives' Interests and/or Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporation (continued)

Save as disclosed herein, so far as the Directors are aware, as at 31 December 2007, none of the Directors and chief executives of the Company had any interest or short positions in any Shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors or chief executives are taken or deemed to have under such provisions of the SFO), or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

Directors' Rights to Acquire Shares or Debentures

Under the terms of the Company's share option schemes approved by the Shareholders on 7 June 2000, the Committee may, at their discretion, invite any employee of the Company or any of the Group companies, including any executive directors, to take up options to subscribe for Shares. The maximum number of Shares in respect of which options may be granted under the share option schemes must not exceed 10% of the issued share capital of the Company. The terms of the Pre-IPO Share Option Scheme were amended on 14 February 2001 and 10 December 2004 and the terms of the Post-IPO Share Option Scheme were amended on 14 February 2001, 6 August 2002 and 10 December 2004, respectively. A summary of the amended share option schemes is set out in the section headed "Share Option Schemes" of this report.

Save as disclosed herein, and other than those in connection with the Group reorganisation scheme prior to the Company's listing of Shares, at no time during the year was the Company or any of the companies comprising the Group a party to any arrangement to enable the Company's Directors or their associates to acquire benefits by means of the acquisition of Shares in or debentures of the Company or any other body corporate.

董事及最高行政人員於本公司或任何相關法團的股份、相關股份及債權證的權益及／或淡倉(續)

除本文所披露者外，就董事所知，於二零零七年十二月三十一日，董事及本公司最高行政人員概無於本公司或任何相關法團(具有證券及期貨條例第XV部賦予的涵義)的任何股份、相關股份及債權證中擁有根據證券及期貨條例第XV部的第7及第8分部須知會本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例有關條文董事或最高行政人員被當作或視作擁有的權益或淡倉)；或根據證券及期貨條例第352條須記入該條文所述的登記冊；或根據創業板上市規則第5.46至第5.67條須知會本公司及聯交所的任何權益或淡倉。

董事購入股份或債權證的權利

根據股東於二零零零年六月七日批准的本公司購股權計劃的條款，委員會可酌情邀請本公司或本集團任何成員公司旗下任何僱員(包括任何執行董事)接納可認購股份的購股權。根據購股權計劃授出的購股權涉及的股份數目，最高不可超過本公司已發行股本的10%。首次公開招股前購股權計劃的條款已分別於二零零一年二月十四日及二零零四年十二月十日作出修訂，而首次公開招股後購股權計劃的條款已分別於二零零一年二月十四日、二零零二年八月六日及二零零四年十二月十日作出修訂。經修訂的購股權計劃概要載於本報告「購股權計劃」一節。

除本文所披露及牽涉本公司股份上市前所進行的本集團重組計劃者外，本公司或本集團旗下任何成員公司於年內任何時間概無參與訂立任何安排，致使本公司董事或彼等的聯繫人士可透過購入本公司或任何其他公司機構的股份或債權證而獲益。

Report of the Directors 董事會報告書

Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company

As at 31 December 2007, the interest of the shareholders (not being Directors and the chief executive of the Company) in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO or entered in the register kept by the Company pursuant to Section 352 of the SFO, were as follows:

(i) Long positions of substantial shareholders in the ordinary shares of the Company

Name of substantial shareholders 主要股東名稱		Number of shares 股份數目	Percentage of shareholding 股權百分比
Today's Asia Limited (Note 1)	今日亞洲有限公司 (附註1)	1,854,000,000	37.45%
Extra Step Investments Limited (Note 2)	Extra Step Investments Limited (附註2)	983,000,000	19.86%
Xing Kong Chuan Mei Group Co., Ltd. (Note 3)	Xing Kong Chuan Mei Group Co., Ltd. (附註3)	871,000,000	17.59%

Notes:

- Today's Asia Limited is beneficially owned by Mr. LIU Changle and Mr. CHAN Wing Kee as to approximately 93.3% and 6.7% interests, respectively.
- Extra Step Investments Limited is a wholly-owned subsidiary of China Mobile (Hong Kong) Group Limited which in turn is a subsidiary of China Mobile Communications Corporation ("CMCC"). By virtue of the SFO, CMCC and China Mobile (Hong Kong) Group Limited are deemed to be interested in the 983,000,000 shares held by Extra Step Investments Limited.
- Xing Kong Chuan Mei Group Co., Ltd. is a subsidiary of STAR Group Limited. News Cayman Holdings Limited holds 100% of the ordinary voting shares of STAR Group Limited. News Publishers Investments Pty. Limited holds 100% of the ordinary voting shares of News Cayman Holdings Limited. News Publishers Investments Pty. Limited is a wholly-owned subsidiary of STAR LLC Australia Pty Limited, which in turn is a wholly-owned subsidiary of New STAR US Holdings Subsidiary, LLC. New STAR US Holdings Subsidiary, LLC is a wholly-owned subsidiary of STAR US Holdings Subsidiary, LLC, which in turn is a direct wholly-owned subsidiary of STAR US Holdings, Inc.. STAR US Holdings, Inc. is a wholly-owned subsidiary of News Publishing Australia Limited, which is an indirect wholly-owned subsidiary of News Corporation.

主要股東於本公司股份及相關股份的權益及淡倉

於二零零七年十二月三十一日，股東（並非董事及本公司最高行政人員）於本公司或任何相聯法團（具有證券及期貨條例第XV部賦予的涵義）的股份及相關股份中擁有根據證券及期貨條例第XV部的第2及第3分部須知會本公司及聯交所，以及須記入本公司根據證券及期貨條例第336條存置的登記冊或記入本公司根據證券及期貨條例第352條留存的登記冊內的權益如下：

(i) 主要股東於本公司普通股中的好倉

附註：

- 今日亞洲有限公司由劉長樂先生及陳永棋先生實益擁有，兩人分別佔約93.3%及6.7%的權益。
- Extra Step Investments Limited為中國移動（香港）集團有限公司的全資附屬公司，而後者為中國移動通信集團公司（「中移動通信」）的附屬公司。根據證券及期貨條例，中移動通信及中國移動（香港）集團有限公司被視為擁有由Extra Step Investments Limited所持有的983,000,000股股份的權益。
- Xing Kong Chuan Mei Group Co., Ltd.為星空傳媒集團有限公司的附屬公司，而星空傳媒集團有限公司則由News Cayman Holdings Limited持有其100%普通可投票股份權益。News Publishers Investments Pty. Limited持有News Cayman Holdings Limited的100%普通可投票股份權益。News Publishers Investments Pty. Limited為STAR LLC Australia Pty Limited的全資附屬公司，而STAR LLC Australia Pty Limited為New STAR US Holdings Subsidiary, LLC的全資附屬公司。New STAR US Holdings Subsidiary, LLC為STAR US Holdings Subsidiary, LLC的全資附屬公司，而STAR US Holdings Subsidiary, LLC為STAR US Holdings, Inc.的直接全資附屬公司。STAR US Holdings, Inc.為News Publishing Australia Limited的全資附屬公司，而News Publishing Australia Limited為News Corporation的間接全資附屬公司。

Report of the Directors 董事會報告書

Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company (continued)

(i) Long positions of substantial shareholders in the ordinary shares of the Company (continued)

By virtue of the SFO, News Corporation, News Publishing Australia Limited, STAR US Holdings, Inc., STAR US Holdings Subsidiary, LLC, New STAR US Holdings Subsidiary, LLC, STAR LLC Australia Pty Limited, News Publishers Investments Pty. Limited, News Cayman Holdings Limited and STAR Group Limited are all deemed to be interested in the 871,000,000 shares held by Xing Kong Chuan Mei Group Co., Ltd.

(ii) Long position of other person in the ordinary shares of the Company

Name of other person who has more than 5% interest

持有超過5%權益的其他人士名稱

China Wise International Limited (Note)

華穎國際有限公司 (附註)

412,000,000

8.32%

Note: China Wise International Limited is a wholly-owned subsidiary of Cultural Developments Limited, which in turn is a wholly-owned subsidiary of Bank of China Group Investment Limited. Bank of China Group Investment Limited is a wholly-owned subsidiary of Bank of China Limited, which in turn is a subsidiary of Central SAFE Investments Limited. By virtue of the SFO, Central SAFE Investments Limited, Bank of China Limited, Bank of China Group Investment Limited and Cultural Developments Limited are all deemed to be interested in the 412,000,000 shares held by China Wise International Limited.

Save as disclosed above, no other shareholders or other persons had interest or short position in the Shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, was directly or indirectly, interested in 5% or more of the nominal value of the issued share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group, or any options in respect of such capital.

主要股東於本公司股份及相關股份的權益及淡倉 (續)

(i) 主要股東於本公司普通股中的好倉 (續)

根據證券及期貨條例，News Corporation、News Publishing Australia Limited、STAR US Holdings, Inc.、STAR US Holdings Subsidiary, LLC、New STAR US Holdings Subsidiary, LLC、STAR LLC Australia Pty Limited、News Publishers Investments Pty. Limited、News Cayman Holdings Limited及星空傳媒集團有限公司，均被視為擁有由Xing Kong Chuan Mei Group Co., Ltd.所持有的871,000,000股股份的權益。

(ii) 其他人士於本公司普通股中的好倉

Percentage of shareholding
Number of shares
股份數目
股權百分比

附註：華穎國際有限公司乃Cultural Developments Limited的全資附屬公司，而Cultural Developments Limited為中銀集團投資有限公司的全資附屬公司。中銀集團投資有限公司乃中國銀行股份有限公司的全資附屬公司，而中國銀行股份有限公司為中央匯金投資有限責任公司的附屬公司。根據證券及期貨條例，中央匯金投資有限責任公司、中國銀行股份有限公司、中銀集團投資有限公司及Cultural Developments Limited均被視為擁有由華穎國際有限公司所持有的412,000,000股股份的權益。

除上文所披露者外，並無其他股東或其他人士於本公司股份、相關股份及債權證中擁有根據證券及期貨條例第XV部的第2及第3分部的條文須向本公司及聯交所披露的權益或淡倉，亦無直接或間接持有附帶可於本集團任何其他成員公司的股東大會上的所有情況下投票權的已發行股本面值或就有關股本的任何購股權的5%或以上權益。

Report of the Directors 董事會報告書

Management Contracts

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

Major Suppliers and Customers

The percentages of programme purchases and sales for the year attributable to the Group's major suppliers and advertising end-customers are as follows:

管理層合約

本公司於年內並無訂立或存在涉及本公司業務的全部或任何重大部份的管理及監管的合約。

主要供應商及客戶

本集團的主要供應商及廣告最終客戶應佔年內節目採購及銷售百分比如下：

		Year 2007 二零零七年	Year 2006 二零零六年
Programme purchases	節目採購		
– the largest supplier	– 最大供應商	18%	17%
– five largest suppliers	– 五大供應商	54%	48%
Sales	銷售		
– the largest advertising end-customer	– 最大廣告最終客戶	3%	3%
– five largest advertising end-customers	– 五大廣告最終客戶	11%	11%

The largest advertising end-customer during the current year ended 31 December 2007 is represented by CMCC and its subsidiaries (collectively, the “CMCC Group”). Details of the transactions between the Group and the CMCC Group are set out in Note 34 to the consolidated financial statements. The CMCC Group through a wholly-owned subsidiary of China Mobile (Hong Kong) Group Limited, owns 19.86% of the issued share capital of the Company. CMCC has become a substantial shareholder and related party of the Group since 25 August 2006.

The film license fees paid/payable to STAR TV Filmed Entertainment Limited (“STAR Filmed”) are not included in the above list of programme purchases suppliers. Details of the transactions between the Group and STAR Filmed are set out in Note 34 to the consolidated financial statements. STAR Filmed is an indirect wholly-owned subsidiary of STAR Group Limited, which holds 100% of Xing Kong Chuan Mei Group Co., Ltd., a substantial shareholder of the Company.

於截至二零零七年十二月三十一日止年度內，最大廣告終端客戶為中移動通信及其附屬公司（統稱「中移動通信集團」）。本集團與中移動通信集團進行的交易詳情載於綜合財務報表附註34。中移動通信集團透過中國移動（香港）集團有限公司的全資附屬公司擁有本公司已發行股本的19.86%權益。中移動通信自二零零六年八月二十五日起成為本公司的主要股東及有關連人士。

已付／應付予STAR TV Filmed Entertainment Limited（「STAR Filmed」）之電影許可費並未包含於上表節目採購供應商內。本集團與STAR Filmed進行的交易詳情載於綜合財務報表附註34。STAR Filmed為星空傳媒集團有限公司的間接全資附屬公司，後者持有本公司主要股東Xing Kong Chuan Mei Group Co., Ltd.的100%權益。

Report of the Directors 董事會報告書

Major Suppliers and Customers (continued)

In the opinion of the Directors, such transactions were carried out on terms no more favourable than terms available to independent third parties.

Save as disclosed above, none of the Directors, their associates, or any shareholder (which to the best knowledge of the Directors owns more than 5% of the Company's issued share capital) had any beneficial interest in the major suppliers or customers mentioned above.

Connected Transactions

Certain related party transactions as disclosed in Note 34 to the consolidated financial statements also constituted connected transactions under the GEM Listing Rules, are required to be disclosed in accordance with Chapter 20 of the GEM Listing Rules. The following transactions between certain connected parties (as defined in the GEM Listing Rules) and the Company have been entered into and/or are ongoing for which relevant announcements, if necessary, had been made by the Company in accordance with the requirements of the GEM Listing Rules.

1. The connected transactions with Satellite Television Asian Region Limited ("STARL") and STAR Filmed had been approved by resolutions of independent shareholders of the Company ("Independent Shareholders") passed on 18 August 2006.
 - (a) STARL is a subsidiary of Xing Kong Chuan Mei Group Co., Ltd., a substantial shareholder of the Company. The connected transactions are:
 - (i) STARL provides technical and administrative services for the operations of the Phoenix Chinese Channel, Phoenix Movies Channel, Phoenix InfoNews Channel, Phoenix North America Chinese Channel and Phoenix Chinese News and Entertainment Channel. For the year ended 31 December 2007, the service charges paid/payable to STARL amounted to approximately HK\$54,258,000 (2006: HK\$53,416,000), which were calculated under the terms of the executed service agreement between a subsidiary of the Company and STARL. Such amount did not exceed the annual cap of HK\$59,000,000 for the financial year ended 31 December 2007, approved under the relevant resolutions.

主要供應商及客戶(續)

董事認為，進行該等交易的條款並不較獨立第三方優惠。

除上文所披露者外，董事、彼等的聯繫人士或就董事所知擁有5%以上本公司股本的任何股東概無擁有上述主要供應商或客戶其中任何一家之實益權益。

關連交易

根據上市規則，如綜合財務報表附註34所披露的若干有關連人士交易亦構成創業板上市規則的關連交易，須按照創業板上市規則第20章進行披露。下列交易乃若干關連人士(如創業板上市規則的定義)與本公司已經訂立及／或正在進行的交易，本公司已根據創業板上市規則的規定發表有關公佈(如必要)。

1. 與衛星電視有限公司(「STARL」)及STAR Filmed間的關連交易已透過本公司的獨立股東(「獨立股東」)於二零零六年八月十八日通過的決議案而獲得批准。
 - (a) STARL為本公司主要股東Xing Kong Chuan Mei Group Co., Ltd.的附屬公司。關連交易如下：
 - (i) STARL為鳳凰衛視中文台、鳳凰衛視電影台、鳳凰衛視資訊台、鳳凰衛視美洲台及鳳凰衛視歐洲台的營運提供技術及行政服務。截至二零零七年十二月三十一日止年度，向STARL支付／應付的服務費約54,258,000港元(二零零六年：53,416,000港元)，乃根據本公司的附屬公司與STARL已訂立的服務協議條款計算。該款額並無超過根據有關決議案所批准的截至二零零七年十二月三十一日止財政年度的年度上限59,000,000港元。

Report of the Directors 董事會報告書

Connected Transactions (continued)

- (ii) STARL acts as a non-exclusive agent to promote international subscription sales and marketing services for the Group. For the year ended 31 December 2007, commission for international subscription sales and marketing services paid/payable to STARL amounted to approximately HK\$3,447,000 (2006: HK\$3,201,000), which was calculated based on 15% of the gross subscription fees received by Phoenix Satellite Television Company Limited ("Phoenix HK") attributable to the subscribers referred to Phoenix HK by STARL. Such amount did not exceed the annual cap of HK\$4,000,000 for the financial year ended 31 December 2007, approved under the relevant resolutions.
- (iii) STARL provides purchase of decoders and viewing cards service to Phoenix HK. For the year ended 31 December 2007, payment for purchase of decoders and viewing cards was HK\$33,000. Such amount did not exceed the annual cap of HK\$1,000,000 for the financial year ending 31 December 2007, approved under the relevant resolutions.
- (b) STAR Filmed is an indirect wholly-owned subsidiary of News Corporation, which is the ultimate holding company of Xing Kong Chuan Mei Group Co., Ltd., a substantial shareholder of the Company. The connected transaction relates to the granting of a non-exclusive license to exhibit a selection of movies on Phoenix Movies Channel in the PRC for a term of 10 years commencing from 28 August 1998. For the year ended 31 December 2007, the film license fees paid/payable to STAR Filmed amounted to approximately HK\$20,413,000 (2006: HK\$20,326,000), which were charged according to the executed film rights license agreement between a subsidiary of the Company and STAR Filmed. Such amount did not exceed the annual cap of HK\$22,000,000 for the financial year ending 31 December 2007, approved under the relevant resolutions.

關連交易(續)

- (ii) STARL出任本集團的國際訂戶銷售及市場推廣服務非獨家代理。截至二零零七年十二月三十一日止年度，向STARL支付／應付的國際訂戶銷售及市場推廣服務佣金約3,447,000港元(二零零六年：3,201,000港元)，乃根據鳳凰衛視有限公司(「鳳凰香港」)透過STARL向鳳凰香港之訂戶所收取訂購費用總額的15%計算。該款額並無超過根據有關決議案所批准的截至二零零七年十二月三十一日止財政年度的年度上限4,000,000港元。
- (iii) STARL向鳳凰香港提供購買解碼器及收視卡服務。截至二零零七年十二月三十一日止年度，就購買解碼器及收視卡支付的款額為33,000港元。該款額並無超過根據有關決議案所批准的截至二零零七年十二月三十一日止財政年度的年度上限1,000,000港元。
- (b) STAR Filmed為News Corporation的間接全資附屬公司，而News Corporation則為本公司主要股東Xing Kong Chuan Mei Group Co., Ltd.的最終控股公司。關連交易涉及授出非獨家電影播放許可，鳳凰衛視電影台可於一九九八年八月二十八日起計十年內在中國境內播放一系列電影。截至二零零七年十二月三十一日止年度，向STAR Filmed支付／應付的電影許可費約20,413,000港元(二零零六年：20,326,000港元)，乃根據本公司的附屬公司與STAR Filmed訂立的電影許可協議收取。該款額並無超過根據有關決議案所批准的截至二零零七年十二月三十一日止財政年度的年度上限22,000,000港元。

Report of the Directors 董事會報告書

Connected Transactions (continued)

2. On 15 June 2004, a subsidiary of the Company entered into an agreement with Fox News Network L.L.C. ("Fox"), an associate of Xing Kong Chuan Mei Group Co., Ltd., a substantial shareholder of the Company. The connected transactions relate to:

- (a) granting of non-exclusive and non-transferable license to subscribe for Fox's news service;
- (b) leasing of office space and access to workspace, subject to availability; and
- (c) accessing Fox's camera hook up at the United Nations, interview positions in various places in the United States and live shots from Fox's satellite truck positions for events that Fox is already covering, subject to availability.

For the period from 1 January 2007 to 25 July 2007, the service charges paid/payable to Fox amounted to approximately HK\$2,151,000, which were charged under the license agreement between this subsidiary and Fox. Such amount did not exceed the cap of HK\$2,157,005 for the period from 1 January 2007 to 25 July 2007 approved under the relevant resolutions.

For the period from 26 July 2007 to 31 December 2007, the service charges paid/payable to Fox amounted to approximately HK\$1,568,000. For the year ended 31 December 2007, the total service charges paid/payable to Fox amounted to approximately HK\$3,719,000 (2006: HK\$3,689,000). These are connected transactions and are exempted from the reporting, announcement and independent shareholders' approval requirements of Chapter 20 of the GEM Listing Rules.

3. On 31 August 2005, Phoenix Chinese News & Entertainment Limited ("Phoenix CNE") a 70% owned subsidiary of the Company entered into an electronic programme guide ("EPG") services agreement ("2005 EPG Services Agreement") with British Sky Broadcasting Limited ("BSkyB"), an associate of Xing Kong Chuan Mei Group Co., Ltd., a substantial shareholder of the Company. The 2005 EPG Services Agreement was terminated by BSkyB in accordance with the provision therein with effect from midnight on 31 December 2006. On 8 January 2007, Phoenix CNE entered into a new EPG service agreement ("2007 EPG Services Agreement") with BSkyB for provision of EPG services for a term commencing from 1 January 2007 until 30 August 2008. Pursuant to the 2007 EPG Services Agreement, Phoenix CNE shall pay BSkyB a service fee on monthly basis. This connected transaction fell within Rule 20.33 of the GEM Listing Rules and was exempted from the reporting, announcement and independent shareholders' approval requirements under the GEM Listing Rules.

For the year ended 31 December 2007, the costs paid/payable to BSkyB amounted to approximately HK\$1,233,000 (2006: HK\$1,120,000), which was charged in accordance with the 2007 EPG Service Agreement with BSkyB.

關連交易 (續)

2. 於二零零四年六月十五日，本公司旗下的一間附屬公司與Fox News Network L.L.C. (「Fox」) 簽訂協議。Fox為Xing Kong Chuan Mei Group Co., Ltd. (本公司主要股東) 的聯營公司。關連交易涉及：

- (a) 授出訂購Fox新聞服務的非獨家及不可轉讓許可權；
- (b) 辦公室租賃及使用工作室，視乎其供應而定；及
- (c) 使用Fox位於聯合國的攝影棚、全美各地的採訪場地以及由Fox衛星直播車位置取得Fox已進行報導的事件的現場畫面，視乎其供應而定。

由二零零七年一月一日起至二零零七年七月二十五日止期間，向Fox支付／應付的服務費約2,151,000港元，乃根據此附屬公司與Fox訂立的授權協議收取。該款額並無超過根據有關決議案所批准的由二零零七年一月一日起至二零零七年七月二十五日止期間的上限2,157,005港元。

由二零零七年七月二十六日起至二零零七年十二月三十一日止期間，向Fox已付／應付的服務費約1,568,000港元。截至二零零七年十二月三十一日止年度，向Fox已付／應付的服務費總額約3,719,000港元(二零零六年：3,689,000港元)。該等交易均屬關連交易及獲豁免遵守創業板上市規則第20章的申報、公佈及獨立股東批准規定。

3. 於二零零五年八月三十一日，一間本公司擁有70%權益的附屬公司Phoenix Chinese News & Entertainment Limited(「Phoenix CNE」)與Xing Kong Chuan Mei Group Co., Ltd. (本公司主要股東) 的聯營公司British Sky Broadcasting Limited (「BSkyB」) 簽訂電子節目指引(「電子節目指引」)服務協議(「二零零五年電子節目指引服務協議」)。二零零五年電子節目指引服務協議已由BSkyB根據其條文予以終止，由二零零六年十二月三十一日午夜起生效。於二零零七年一月八日，Phoenix CNE與BSkyB訂立一份新電子節目指引服務協議(「二零零七年電子節目指引服務協議」)，以自二零零七年一月一日起至二零零八年八月三十日止期間提供電子節目指引服務。根據二零零七年電子節目指引服務協議，Phoenix CNE將每月向BSkyB支付服務費。此項關連交易乃符合創業板上市規則第20.33條規定，因而獲豁免遵守創業板上市規則項下之申報、公佈及獨立股東批准規定。

截至二零零七年十二月三十一日止年度，向BSkyB支付／應付的費用約1,233,000港元(二零零六年：1,120,000港元)，乃根據與BSkyB簽訂的二零零七年電子節目指引服務協議收取。

Report of the Directors 董事會報告書

Connected Transactions (continued)

4. On 30 October 2000, a subsidiary of the Company had entered into a license agreement with DIRECTV Inc. ("DIRECTV") for the non-exclusive distribution of Phoenix North America Chinese Channel via its direct broadcast service satellite – delivered television system in North America ("License Agreement"), which term had been extended by various letters until the end of 2004. DIRECTV is approximately 40.97% owned by News Corporation, the ultimate holding company of Xing Kong Chuan Mei Group Co. Ltd., a substantial shareholder of the Company. On 1 March 2005, a subsidiary of the Company and DIRECTV signed a letter which extended the term of the License Agreement for four months from 1 January 2005 or until the First Amendment Agreement (as defined below) became effective, whichever is the earlier. Also on 1 March 2005, a subsidiary of the Company entered into an amendment agreement with DIRECTV ("First Amendment Agreement") pursuant to which the Group further granted DIRECTV the non-exclusive right to distribute Phoenix InfoNews Channel in addition to the Phoenix North America Chinese Channel and that the term of the License Agreement was further extended for another six months commencing from 5 March 2005. DIRECTV, which has the right to extend for a year after the expiry of the First Amendment Agreement, had chosen to extend the License Agreement on a monthly basis with the view to conclude new terms with the Group. On 25 January 2006, a subsidiary of the Company entered into another amendment agreement with DIRECTV ("Second Amendment Agreement") pursuant to which certain material terms of the License Agreement have been supplemented and/or amended and the term of the License Agreement has been extended for 3 years commencing from 25 January 2006. The Company has made an announcement in respect of these connected transactions with DIRECTV on 7 February 2006.

For the year ended 31 December 2007, the license fee received/receivable from DIRECTV amounted to approximately HK\$1,378,000 (2006: HK\$1,954,000), which were charged in accordance with the License Agreement as amended by its subsequent amendment agreements. Such amount did not exceed the annual cap of HK\$4,000,000 for the year ended 31 December 2007.

關連交易(續)

4. 於二零零零年十月三十日，本公司一間附屬公司與DIRECTV Inc. (「DIRECTV」) 訂立許可協議(「許可協議」)，許可協議乃有關透過其於北美洲的直接廣播服務衛星－播送電視系統，播放鳳凰衛視美洲台的非獨家分銷權，其期限已透過多份函件而延期直至二零零四年底為止。News Corporation (本公司主要股東Xing Kong Chuan Mei Group Co., Ltd.的最終控股公司) 持有DIRECTV的約40.97%權益。於二零零五年三月一日，本公司一間附屬公司與DIRECTV簽署一份函件，以將許可協議的期限自二零零五年一月一日起再延長四個月或直至第一次修訂協議(定義見下文)生效為止(以較早者為準)。另外，於二零零五年三月一日，本公司一間附屬公司與DIRECTV訂立一份修訂協議(「第一次修訂協議」)，據此，本集團進一步授予DIRECTV非獨家權，以便除分銷鳳凰衛視美洲台以外亦分銷鳳凰衛視資訊台，而許可協議期限則自二零零五年三月五日起再次延長六個月。DIRECTV (其有權在第一次修訂協議到期後將協議延長一年) 已選擇按月延長許可協議，並考慮與本集團締結新條款。於二零零六年一月二十五日，本公司一間附屬公司與DIRECTV訂立另一份修訂協議(「第二次修訂協議」)，據此，許可協議的若干重要條款已獲補充及／或修訂，而許可協議自二零零六年一月二十五日起延長三年。本公司已於二零零六年二月七日就與DIRECTV進行的該等關連交易發表公佈。

截至二零零七年十二月三十一日止年度，已收／應收DIRECTV的許可費用約為1,378,000港元(二零零六年：1,954,000港元)，乃根據許可協議(經其隨後的修訂協議所修訂)收取。該款額並無超過截至二零零七年十二月三十一日止年度的年度上限4,000,000港元。

Report of the Directors 董事會報告書

Connected Transactions (continued)

5. A wholly-owned subsidiary of the Company, through its PRC advertising agent, Shenzhen Television Company Limited, entered into four advertising contracts with CNHK Media Limited ("CNHK Media"), the PRC advertising agent of CMCC (i) on 26 December 2006 and 2 February 2007 respectively, relating to the purchase of advertising airtime at and/or sponsoring the programme "Phoenix News Express" broadcasted on Phoenix Chinese Channel operated by the Group for the period from 1 January 2007 to 31 December 2007 and (ii) on 25 June 2007 and 14 August 2007 respectively, relating to the purchase of advertising airtime at and/or sponsoring the programme "Phoenix Horizons" broadcasted on Phoenix InfoNews Channel operated by the Group for the period from 1 July 2007 to 31 December 2007. The respective contracts sum of the above advertising contracts dated 26 December 2006, 2 February 2007, 25 June 2007 and 14 August 2007 were approximately HK\$9,356,000, HK\$23,350,000, HK\$1,020,000 and HK\$3,788,000. China Mobile (Hong Kong) Group Limited ("CMHKG") is a substantial shareholder of the Company, holding approximately 19.86% of the issued share capital of the Company through its wholly-owned subsidiary namely Extra Step Investments Limited, CMCC being the ultimate holding company of CMHKG, is a connected person of the Company under the GEM Listing Rules. The Company had made announcements in respect of these connected transactions on 3 January 2007, 6 February 2007 and 14 August 2007. For the year ended 31 December 2007, the advertising sales to CMCC and its subsidiary amounted to approximately HK\$31,778,000 (2006: HK\$8,912,000), which were charged in accordance with the advertising contracts with CNHK Media.

The independent non-executive directors of the Company have reviewed the above transactions and have considered the procedures performed by the auditor of the Company in reviewing them and confirmed that at the time of the transactions:

- (a) the transactions have been entered into by the relevant member of the Group in the ordinary and usual course of its business; and

關連交易 (續)

5. 本公司旗下一間全資附屬公司透過其中國廣告代理神州電視有限公司與中移動通信的中國廣告代理中港傳媒有限公司(「中港傳媒」)訂立四份廣告合同：(i)分別於二零零六年十二月二十六日及二零零七年二月二日訂立，內容有關由二零零七年一月一日起至二零零七年十二月三十一日止期間購買在本集團所經營的鳳凰衛視中文台播放的「鳳凰快報」節目的廣告時段及／或贊助「鳳凰快報」節目；及(ii)分別於二零零七年六月二十五日及二零零七年八月十四日訂立，內容有關由二零零七年七月一日起至二零零七年十二月三十一日止期間購買在本集團所經營的鳳凰衛視資訊台播放的「鳳凰觀天下」節目的廣告時段及／或贊助「鳳凰觀天下」節目。上述日期分別為二零零六年十二月二十六日、二零零七年二月二日、二零零七年六月二十五日及二零零七年八月十四日之各廣告合同之合同金額分別約為9,356,000港元、23,350,000港元、1,020,000港元及3,788,000港元。中國移動(香港)集團有限公司(「中移動香港」)為本公司的主要股東，透過其全資附屬公司Extra Step Investments Limited持有本公司已發行股本約19.86%的權益。根據創業板上市規則，中移動通信(作為中移動香港的最終控股公司)為本公司的關連人士。本公司已分別於二零零七年一月三日、二零零七年二月六日及二零零七年八月十四日就該等關連交易發表公佈。截至二零零七年十二月三十一日止年度，對中移動通信及其附屬公司的廣告銷售額約為31,778,000港元(二零零六年：8,912,000港元)，乃根據與中港傳媒訂立的廣告合同收取。

本公司的獨立非執行董事在審閱上述交易及考慮本公司核數師對審閱該等交易時的程序後，確認在有關交易進行時：

- (a) 該等交易為本集團旗下有關成員公司在日常及一般業務過程中所訂立；及

Report of the Directors 董事會報告書

Connected Transactions (continued)

- (b) the transactions have been entered into on an arm's length basis and on normal commercial terms (to the extent that there are comparable transactions) or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as the case may be) independent third parties; and
- (c) the transactions have been entered into in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Competing Business

Today's Asia Limited has interests in approximately 37.45% of the share capital of the Company. Today's Asia Limited, together with its shareholder, Mr. LIU Changle, are deemed to be the management shareholders of the Company as defined under the GEM Listing Rules.

Mr. LIU Changle and Mr. CHAN Wing Kee beneficially own 93.3% and 6.7% respectively of Today's Asia Limited, which holds 100% of Vital Media Holdings Limited. Vital Media Holdings Limited holds 100% of Dragon Viceroy Limited which in turn holds approximately 26.85% of Asia Television Limited ("ATV"), a Hong Kong based television broadcasting company. Primarily aiming at audiences in Hong Kong, ATV broadcasts its programmes via terrestrial transmission through two channels, one in Cantonese and the other in English. Signals of such two channels can also be received in certain parts of Guangdong Province of the PRC. ATV announced in August 2002 that it received the approval from the authorities in China to broadcast its Cantonese and English channels through the cable system in Guangdong. ATV is also granted a non-domestic television programme service license in May 2004, in addition to its existing domestic free television programme service license. Commencing from 31 December 2007, in addition to the two channels mentioned in the foregoing, ATV launched six digital channels including one CCTV 4 Channel.

Save as disclosed above, none of the Directors, the management shareholders of the Company or their respective associates (as defined under the GEM Listing Rules) has any interests in a business which competes or may compete with the business of the Group.

關連交易 (續)

- (b) 該等交易乃按照公平基準及一般商業條款進行 (倘有可供比較的交易)，或若可供比較的交易不足以判斷該等交易的條款是否屬一般商業條款，則對本集團而言，該等交易按不遜於獨立第三方可取得或提供 (視情況而定) 的條款所訂立；及
- (c) 該等交易是根據有關協議的規定，在交易條款屬公平合理並符合本公司股東的整體利益的情況下訂立。

競爭業務

今日亞洲有限公司擁有本公司約 37.45% 的股本權益。今日亞洲有限公司連同其股東劉長樂先生均被視為本公司的管理層股東 (定義見創業板上市規則)。

劉長樂先生及陳永棋先生分別實益擁有今日亞洲有限公司的 93.3% 及 6.7% 權益，而今日亞洲有限公司則持有 Vital Media Holdings Limited 的 100% 權益。Vital Media Holdings Limited 持有龍維有限公司的 100% 權益，而龍維有限公司則持有香港一家電視廣播公司—亞洲電視有限公司 (「亞洲電視」) 約 26.85% 的權益。亞洲電視以香港觀眾為主要對象，透過粵語及英語兩個頻道經地面傳送廣播節目。該兩個頻道的訊號亦可在中國廣東省多處地方接收到。亞洲電視於二零零二年八月宣佈，已收到中國有關當局的批准，可透過廣東的有線電視系統，播放其粵語及英語頻道。除現有的本地免費電視節目服務牌照外，亞洲電視於二零零四年五月亦同時獲授一個非本地免費電視節目服務牌照。由二零零七年十二月三十一日起，除上述兩個頻道外，亞洲電視已推出六個數碼電視頻道，其中包括央視四套中文國際頻道。

除上文所披露者外，概無董事、本公司管理層股東或彼等各自的聯繫人士 (定義見創業板上市規則) 於與本集團業務存在競爭或可能存在競爭的業務中擁有任何權益。

Report of the Directors 董事會報告書

Sponsors' Interests

As at 30 June 2002, BOCI Asia Limited and Merrill Lynch Far East Limited ceased to be the sponsors of the Company upon expiration of the terms of contract after two years of service. The Company has no sponsor since 1 July 2002. Accordingly, no additional disclosure is made.

Advances to an Entity

Details of the relevant advance to an entity from the Group which exceeds 8% of the Group's total assets, as defined in rules 17.14 of the GEM Listing Rules, are set out in Note 13 to the consolidated financial statements.

Audit Committee

The audit committee had reviewed the Group's annual results for the year ended 31 December 2007 and provided advice and comments thereon.

Auditor

The consolidated financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

LIU Changle

Chairman

Hong Kong, 7 March 2008

保薦人權益

於二零零二年六月三十日，當兩年服務合約屆滿時，中銀國際亞洲有限公司及美林遠東有限公司不再為本公司的保薦人。自二零零二年七月一日起，本公司並無保薦人，因此毋須作出額外披露。

向一家實體提供墊款

有關本集團向一家實體提供超過本集團資產總值8%的有關墊款(定義見創業板上市規則第17.14條)的詳情，載於綜合財務報表附註13。

審核委員會

審核委員會已審閱本集團截至二零零七年十二月三十一日止年度的年度業績，並據此提供意見及建議。

核數師

綜合財務報表已由羅兵咸永道會計師事務所審核。羅兵咸永道會計師事務所將退任並符合資格膺選連任。

代表董事會

主席

劉長樂

香港，二零零八年三月七日

Independent Auditor's Report 獨立核數師報告書



羅兵咸永道會計師事務所

PricewaterhouseCoopers
22/F, Prince's Building
Central, Hong Kong
Telephone (852) 2289 8888
Facsimile (852) 2810 9888
www.pwchk.com

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PHOENIX SATELLITE TELEVISION HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Phoenix Satellite Television Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 78 to 178, which comprise the consolidated and company balance sheets as at 31 December 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' Responsibility for The Financial Statements

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

獨立核數師報告書
致鳳凰衛視控股有限公司
(於開曼群島註冊成立之有限公司)
全體股東

本核數師已完成審核第78頁至第178頁所載之鳳凰衛視控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報表,其中包括於二零零七年十二月三十一日之綜合及公司資產負債表,以及截至該日止年度之綜合收益表、綜合權益變動表及綜合現金流量表,以及重要會計政策概要及其他說明附註。

董事編製財務報表之責任

董事須遵照香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定,負責編製並真實兼公平地呈列此等綜合財務報表。此責任包括設計、實行及維持與編製並真實兼公平地呈列財務報表有關之內部監控,以確保其並無重大錯誤陳述(不論其由欺詐或錯誤引起);選擇並應用適當會計政策;及在不同情況下作出合理之會計估算。

Independent Auditor's Report 獨立核數師報告書

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 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 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 the Group as at 31 December 2007 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 17 March 2008

核數師之責任

本核數師之責任是根據審核工作之結果對此等綜合財務報表作出意見，並僅向閣下匯報本核數師之意見，而別無其他目的。本核數師概不會就本報告之內容向任何其他人士負責或承擔責任。

本核數師之審核工作按照香港會計師公會頒佈之香港核數準則進行。該等準則要求本核數師遵守操守規定以及計劃及進行審核以合理保證此等財務報表是否不存在重大之錯誤陳述。

審核工作涉及執程序以取得與財務報表所載金額及披露事項有關之審核憑證。選取之該等程序須視乎核數師之判斷，包括評估財務報表之重大錯誤陳述（不論是否因欺詐或錯誤引起）之風險。在作出該等風險評估時，核數師會考慮與實體編製並真實兼公平呈列財務報表有關之內部監控，以便設計於各情況下屬適當之審核程序，但並非為對實體之內部監控是否有效表達意見。審核工作亦包括評價董事所採用之會計政策是否恰當及所作會計估算是否合理，以及評價財務報表之整體呈列方式。

本核數師相信，本核數師已取得充分恰當之審核憑證，為本核數師之審核意見提供基礎。

意見

本核數師認為，綜合財務報表根據香港財務報告準則足以真實兼公平地顯示貴公司及貴集團於二零零七年十二月三十一日之財務狀況及貴集團截至該日止年度之溢利及現金流量，並按照香港公司條例之披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零零八年三月十七日

Consolidated Income Statement 綜合收益表

For the year ended 31 December 2007
(Amounts expressed in Hong Kong dollars)

截至二零零七年十二月三十一日止年度
(金額以港元列值)

		Note(s) 附註	2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Revenue	收入	5	1,178,667	1,057,667
Operating expenses	經營費用	6, 34(i)	(803,823)	(729,483)
Selling, general and administrative expenses	銷售、一般及行政費用	6, 34(i)	(128,300)	(137,330)
Other income	其他收入			
Interest income	利息收入	5	24,503	23,118
Other gains – net	其他收益淨額	5, 23(a)(iii)	59,194	33,371
Share of loss of jointly controlled entities	攤佔共同控制實體虧損	19	(1,067)	(1,518)
Profit before income tax	除所得稅前溢利		329,174	245,825
Income tax expense	所得稅費用	7	(50,640)	(34,938)
Profit for the year	年度溢利		278,534	210,887
Attributable to:	下列各項應佔溢利：			
Equity holders of the Company	本公司權益持有人		278,749	212,385
Minority interests	少數股東權益		(215)	(1,498)
			278,534	210,887
Earnings per share for profit attributable to the equity holders of the Company during the year	就年內本公司權益持有人應佔溢利的每股盈利			
Basic earnings per share, Hong Kong cents	基本每股盈利，港仙	10	5.64	4.30
Diluted earnings per share, Hong Kong cents	攤薄後每股盈利，港仙	10	5.62	4.29
Dividends	股息	9	89,108	69,243

Consolidated Balance Sheet 綜合資產負債表

As at 31 December 2007
(Amounts expressed in Hong Kong dollars)

於二零零七年十二月三十一日
(金額以港元列值)

			2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
	Note(s) 附註			
ASSETS		資產		
Non-current assets		非流動資產		
Purchased programme and film rights, net	16	購入節目及電影版權淨額	17,823	13,915
Lease premium for land	17	土地租賃費用	132,810	74,696
Property, plant and equipment, net	18	物業、廠房及設備淨額	248,951	106,950
Intangible assets		無形資產	2,705	–
Investments in jointly controlled entities	19	於共同控制實體的投資	8,283	9,350
Available-for-sale financial assets		可供銷售財務資產	962	962
Financial assets at fair value through profit or loss		按公平值透過損益記賬的財務資產		
	21		39,757	80,027
Prepayment for long-term assets		長期資產預付款項	–	24,393
Deferred income tax assets	30	遞延所得稅資產	8,272	12,233
			459,563	322,526
Current assets		流動資產		
Accounts receivable, net	12	應收賬款淨額	25,666	56,159
Prepayments, deposits and other receivables		預付款項、按金及其他應收款項		
	13		449,551	407,376
Inventories	14	存貨	4,585	4,952
Amounts due from related companies	15, 34(ii)	應收有關連公司款項	3,840	38
Self-produced programmes		自製節目	1,050	3,206
Purchased programme and film rights, net	16	購入節目及電影版權淨額	2,889	4,061
Financial assets at fair value through profit or loss		按公平值透過損益記賬的財務資產		
	21		36,881	22,479
Loans and receivables	26	貸款及應收款項	120,260	69,136
Cash and cash equivalents	25	現金及現金等值項目	531,257	543,417
			1,175,979	1,110,824
Total assets		總資產	1,635,542	1,433,350
EQUITY		權益		
Capital and reserves attributable to the Company's equity holders		本公司權益持有人應佔資本及儲備		
Share capital	27	股本	495,042	494,213
Reserves		儲備	890,323	665,336
			1,385,365	1,159,549
Minority interests		少數股東權益	24,424	7,139
Total equity		總權益	1,409,789	1,166,688

Consolidated Balance Sheet 綜合資產負債表

As at 31 December 2007
(Amounts expressed in Hong Kong dollars)

於二零零七年十二月三十一日
(金額以港元列值)

	Note(s) 附註	2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
LIABILITIES			
Non-current liabilities			
Provision for asset retirement reinstatement		4,912	4,342
Deferred income tax liabilities	30	5,908	1,213
		10,820	5,555
Current liabilities			
Accounts payable, other payables and accruals	24	106,736	119,378
Deferred income		95,365	119,580
Amounts due to related companies	15, 34(ii)	3,506	4,743
Profits tax payable		9,326	17,406
		214,933	261,107
Total liabilities		225,753	266,662
Total equity and liabilities		1,635,542	1,433,350
Net current assets		961,046	849,717
Total assets less current liabilities		1,420,609	1,172,243

Approved by the Board of Directors on 7 March 2008 and signed on behalf of the Board by

於二零零八年三月七日獲董事會通過，並由以下董事代表董事會簽署：

LIU Changle
劉長樂
Director
董事

CHUI Keung
崔強
Director
董事

Balance Sheet 資產負債表

As at 31 December 2007
(Amounts expressed in Hong Kong dollars)

於二零零七年十二月三十一日
(金額以港元列值)

	Note(s) 附註	2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
ASSETS	資產		
Non-current asset	非流動資產		
Interests in subsidiaries	於附屬公司的權益 23	1,117,649	1,170,216
Current asset	流動資產		
Cash and cash equivalents	現金及現金等值項目 25	336	7,458
Total assets	總資產	1,117,985	1,177,674
EQUITY	權益		
Capital and reserves attributable to the Company's equity holders	本公司權益持有人應佔資本及儲備		
Share capital	股本 27	495,042	494,213
Reserves	儲備 29	622,793	683,307
Total equity	總權益	1,117,835	1,177,520
LIABILITY	負債		
Current liability	流動負債		
Other payables and accruals	其他應付款項及應計款項	150	154
Total liability	總負債	150	154
Total equity and liability	總權益及負債	1,117,985	1,177,674
Net current assets	流動資產淨值	186	7,304
Total assets less current liability	總資產減流動負債	1,117,835	1,177,520

Approved by the Board of Directors on 7 March 2008 and signed on behalf of the Board by

於二零零八年三月七日獲董事會通過，並由以下董事代表董事會簽署：

LIU Changle
劉長樂
Director
董事

CHUI Keung
崔強
Director
董事

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

For the year ended 31 December 2007
(Amounts expressed in Hong Kong dollars)

截至二零零七年十二月三十一日止年度
(金額以港元列值)

		Attributable to the Company's equity holders 本公司權益持有人應佔					Minority interests 少數股東 權益	Total equity 總權益
		Share capital 股本 \$'000 千元	Share premium 股份溢價 \$'000 千元	Exchange reserve 匯兌儲備 \$'000 千元	Accumulated deficit 累積虧損 \$'000 千元			
Note(s) 附註								
Balance at 1 January 2006	於二零零六年一月一日結餘	27	493,867	782,128	3,587	(280,495)	8,019	1,007,106
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生的匯兌差額		—	—	3,642	—	—	3,642
Exercise of share options	行使購股權	27, 28	346	3,367	—	—	—	3,713
Dividend related to 2005	與二零零五年有關的股息		—	(59,278)	—	—	—	(59,278)
Profit/(loss) for the year	年度溢利／(虧損)		—	—	—	212,385	(1,498)	210,887
Investment in a subsidiary by a minority shareholder	少數權益股東於附屬公司之投資		—	—	—	—	618	618
Balance at 31 December 2006	於二零零六年十二月三十一日結餘		494,213	726,217	7,229	(68,110)	7,139	1,166,688

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

For the year ended 31 December 2007
(Amounts expressed in Hong Kong dollars)

截至二零零七年十二月三十一日止年度
(金額以港元列值)

		Attributable to the Company's equity holders 本公司權益持有人應佔									
			Share capital	Share premium	Statutory reserve	Exchange reserve	Employee share-based payment reserve	(Accumulated deficits)/ retained earnings	Minority interests	Total equity	
			僱員以股份 支付的 (累積虧損)／ 款項儲備 保留盈利							少數股東 權益	總權益
	Note(s)	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
	附註	千元	千元	千元	千元	千元	千元	千元	千元	千元	
				(Note a) (附註 a)							
Balance at 1 January 2007	於二零零七年 一月一日結餘	27	494,213	726,217	—	7,229	—	(68,110)	7,139	1,166,688	
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司 財務報表產生的 匯兌差額		—	—	—	5,465	—	—	—	5,465	
Exercise of share options	行使購股權	27, 28	829	8,139	—	—	—	—	—	8,968	
Dividend related to 2006	與二零零六年 有關的股息	9	—	(69,243)	—	—	—	—	—	(69,243)	
Profit/(loss) for the year	年度溢利／(虧損)		—	—	—	—	—	278,749	(215)	278,534	
Employee share-based payment	僱員以股份支付 的款項		—	—	—	—	1,877	—	—	1,877	
Investment in a subsidiary by a minority shareholder	少數權益股東於 附屬公司之投資	23(a)(iii)	—	—	—	—	—	—	17,500	17,500	
Allocation to statutory reserve	提取法定儲備		—	—	3,612	—	—	(3,612)	—	—	
Balance at 31 December 2007	於二零零七年十二月 三十一日結餘		495,042	665,113	3,612	12,694	1,877	207,027	24,424	1,409,789	

Note a: The statutory reserve of the Group refers to the PRC statutory reserve fund. Appropriations to such reserve fund are made out of profit after tax as recorded in the statutory financial statements of the PRC subsidiaries. The amount should not be less than 10% of the profit after tax as recorded in the statutory financial statements unless the aggregate amount exceeds 50% of the registered capital of the PRC subsidiaries. The statutory reserve fund can be used to make up prior years' losses of the PRC subsidiaries.

附註 a：本集團的法定儲備指中國法定儲備基金。向該儲備基金作出的撥款乃撥自中國附屬公司法定財務報表的除稅後溢利。所撥金額不得低於法定財務報表所錄得之除稅後溢利之10%，除非總額超過中國附屬公司註冊資本之50%。法定儲備基金可被用於彌補中國附屬公司的往年虧損。

Consolidated Cash Flow Statement 綜合現金流量表

For the year ended 31 December 2007
(Amounts expressed in Hong Kong dollars)

截至二零零七年十二月三十一日止年度
(金額以港元列值)

		Note(s) 附註	2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Cash flows from operating activities	經營業務活動的現金流量			
Cash generated from operations	經營業務產生的現金	31	225,296	154,248
Interest received	已收利息		24,503	23,118
Income from certificate of deposit	存款證收入		705	976
Income from financial assets at fair value through profit or loss	按公平值透過損益記賬的財務資產的收入		4,384	5,569
Hong Kong taxation paid	已付香港稅項		(51,311)	(33,615)
Overseas taxation paid	已付海外稅項		(3)	(51)
Hong Kong taxation refunded	已退回香港稅項		1,251	—
Net cash generated from operating activities	經營業務活動產生的現金淨額		204,825	150,245
Cash flows from investing activities	投資活動的現金流量			
Decrease/(increase) in prepayment for long-term assets	長期資產預付款項減少／(增加)		24,393	(24,393)
Increase in property deposit and development costs	物業按金及發展成本增加		—	(288)
Increase in available-for-sale financial assets	可供銷售財務資產增加		—	(962)
Purchase of property, plant and equipment	購入物業、廠房及設備		(163,951)	(29,708)
Increase in land lease premium	土地租賃費用增加		(60,100)	—
Purchase of programme and film rights	購入節目及電影版權	16	(20,612)	(16,728)
Investment in a jointly controlled entity	於共同控制實體的投資	19	—	(1,274)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		1,916	29
Proceeds from partial disposal of property deposit interest	出售部分物業按金權益所得款項		—	19,602
Purchase of financial assets at fair value through profit or loss	購入按公平值透過損益記賬的財務資產		(55,950)	(148,873)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值透過損益記賬的財務資產所得款項		77,760	134,437
Net cash used in investing activities	投資活動所用現金淨額		(196,544)	(68,158)

Consolidated Cash Flow Statement 綜合現金流量表

For the year ended 31 December 2007
(Amounts expressed in Hong Kong dollars)

截至二零零七年十二月三十一日止年度
(金額以港元列值)

	Note(s) 附註	2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Cash flows from financing activities	融資活動的現金流量		
Proceeds from exercise of share options	行使購股權所得款項 27, 28	8,968	3,713
Dividends paid to Company's equity holders	已付予本公司權益持有人的股息 9	(69,243)	(59,278)
Investment in a subsidiary by a minority shareholder	少數權益股東於附屬公司之投資 23(a)(iii)	35,000	618
Net cash used in financing activities	融資活動所用現金淨額	(25,275)	(54,947)
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目 (減少)/增加淨額	(16,994)	27,140
Cash and cash equivalents at beginning of year	年初現金及現金等值項目	543,417	513,364
Exchange gains on cash and cash equivalents	現金及現金等值項目的匯兌收益	4,834	2,913
Cash and cash equivalents at end of year	年終現金及現金等值項目	531,257	543,417

Notes to the Consolidated Financial Statements 綜合財務報表附註

(Amounts expressed in Hong Kong dollars)

(金額以港元列值)

1. General Information

Phoenix Satellite Television Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) engage in satellite television broadcasting activities.

The Company is a limited liability company incorporated in the Cayman Islands and domiciled in Hong Kong. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

These consolidated financial statements were approved for issue by the Board of Directors on 7 March 2008.

2. Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

The consolidated financial statements of Phoenix Satellite Television Holdings Limited have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants and applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange.

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss.

1. 一般資料

鳳凰衛視控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要經營衛星電視廣播業務。

本公司為於開曼群島註冊成立及以香港為總部的有限公司。本公司的註冊辦事處為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司於香港聯合交易所有限公司(「聯交所」)創業板上市。

此等綜合財務報表已由董事會於二零零八年三月七日批准刊發。

2. 重要會計政策概要

以下為編製此等綜合財務報表所應用的主要會計政策。除另有說明外，此等政策已於所呈列的所有年度內得到貫徹應用。

(a) 編製基準

鳳凰衛視控股有限公司的綜合財務報表乃根據香港會計師公會頒佈的香港財務報告準則(「香港財務報告準則」)及香港公司條例的適用披露規定及聯交所創業板證券上市規則而編製。

本綜合財務報表乃按照歷史成本法編製，惟就重估按公平值透過損益記賬的財務資產作出調整。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(a) Basis of preparation (continued)

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

(i) Standards, amendments to standards and interpretations effective in 2007

The following new standards, amendments to standards and interpretations are mandatory for the financial year ended 31 December 2007. The Group adopted those which are relevant to its operations.

- HKFRS 7, 'Financial instruments: Disclosures', and the complementary amendment to HKAS 1, 'Presentation of financial statements – Capital disclosures', introduces new disclosures relating to financial instruments and does not have any impact on the classification and valuation of the Group's financial instruments, or the disclosures relating to taxation and accounts payables.
- HK(IFRIC) – Int 8, 'Scope of HKFRS 2', requires consideration of transactions involving the issuance of equity instruments, where the identifiable consideration received is less than the fair value of the equity instruments issued in order to establish whether or not they fall within the scope of HKFRS 2. This standard does not have any impact on the Group's financial statements.

(a) 編製基準(續)

編製符合香港財務報告準則的財務報表需要運用若干重要的會計估計，亦同時需要管理層在採用本集團的會計政策過程中作出判斷。在綜合財務報表中涉及高度判斷或複雜程度的範疇，或有重要假設及估計的範疇乃於附註4披露。

(i) 於二零零七年生效的準則、準則的修訂及詮釋

下列新準則、準則之修訂及詮釋於截至二零零七年十二月三十一日止財政年度實行。本集團採納與其經營業務有關者。

- 香港財務報告準則第7號「財務工具：披露」，及香港會計準則第1號「財務報表的呈列－資本披露」的補充修訂，引入有關財務工具的新披露規定，惟並無對本集團財務工具的分類及估值，或有關稅項及應付賬款的披露規定產生任何影響。
- 香港(國際財務報告詮釋委員會)－詮釋第8號「香港財務報告準則第2號的範圍」，規定倘交易之代價涉及發行股本工具，而所收取的可識別代價低於所發行股本工具的公平值，則必需確定有關交易是否屬於香港財務報告準則第2號的範圍內。此項準則並無對本集團的財務報表產生任何影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued)

(a) Basis of preparation (continued)

(i) Standards, amendments to standards and interpretations effective in 2007 (continued)

- HK(IFRIC) – Int 9, 'Reassessment of embedded derivatives', requires an entity to assess whether an embedded derivative is required to be separated from the host contract and accounted for as a derivative when the entity first becomes a party to the contract. Subsequent reassessment is prohibited unless there is a change in the terms of contract that significantly modifies the cash flows that otherwise would be required under the contract, in which case reassessment is required. As the Group's entities have not changed the terms of their contracts. This does not have any material impact on the Group's financial statements.
- HK(IFRIC) – Int 10, 'Interim financial reporting and impairment', prohibits the impairment losses recognised in an interim period on goodwill and investments in equity instruments and in financial assets carried at cost to be reversed at a subsequent balance sheet date. This standard does not have any impact on the Group's financial statements.

There is also a number of new standards, amendments to standards and interpretations issued that are not yet effective for the financial year ended 31 December 2007. The Group has carried out a preliminary assessment of these standards, amendments to standards and interpretations and considered that HKAS 23 (Revised), HK(IFRIC) – Int 11, HK(IFRIC) – Int 12, HK(IFRIC) – Int 13 and HK(IFRIC) – Int 14 may not have significant impact on the Group's results of operations and financial position but a detailed assessment is still being carried on. The Group is also in the process of assessing the impact of HKFRS 8.

2. 重要會計政策概要(續)

(a) 編製基準(續)

(i) 於二零零七年生效的準則、準則的修訂及詮釋(續)

- 香港(國際財務報告詮釋委員會) – 詮釋第9號「重新評估嵌入式衍生工具」, 規定實體在首次訂立合同的日期, 評估嵌入式衍生工具是否需要自主合約分離及視為衍生工具。除非在合同有所修改並嚴重影響現金流量時, 方需要進行重估, 否則不得進行重估。由於本集團的實體概無更改其合同, 故該詮釋對本集團的財務報告並無任何重大影響。
- 香港(國際財務報告詮釋委員會) – 詮釋第10號「中期財務報告及減值」, 規定於中期財務報表內就商譽、於股本工具的投資及於按成本列賬之財務資產的投資而確認的減值虧損不得於其後結算日予以回撥。此項準則並無對本集團的財務報表產生任何影響。

亦有部份新準則、準則之修訂及詮釋已刊發, 惟於截至二零零七年十二月三十一日止財政年度尚未生效。本集團已就該等準則、準則之修訂及詮釋進行初步評估, 並認為香港會計準則第23號(修訂)、香港(國際財務報告詮釋委員會) – 詮釋第11號、香港(國際財務報告詮釋委員會) – 詮釋第12號、香港(國際財務報告詮釋委員會) – 詮釋第13號及香港(國際財務報告詮釋委員會) – 詮釋第14號不會對本集團的經營業績及財務狀況產生重大影響, 惟詳細評估尚在進行中。本集團亦正在評估香港財務報告準則第8號的影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(a) Basis of preparation (continued)

(ii) Standards, amendments and interpretations effective in 2007 but not relevant

The following standards, amendments and interpretations to published standards are mandatory for accounting periods beginning on or after 1 January 2007 but they are not relevant to the Group's operations:

- HKFRS 4, 'Insurance contracts'; and
- HK(IFRIC) – Int 7, 'Applying the restatement approach under HKAS 29, Financial reporting in hyper-inflationary economies'.

(iii) Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group

The following standards, amendments and interpretations to existing standards have been published and are mandatory for the Group's accounting periods beginning on or after 1 January 2008 or later periods, but the Group has not early adopted them:

- HKAS 23 (Amendment), 'Borrowing costs' (effective from 1 January 2009). The amendment requires an entity to capitalise borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (one that takes a substantial period of time to get ready for use or sale) as part of the cost of that asset. The option of immediately expensing those borrowing costs will be removed. The Group is in the process of assessing the impact of this impact, but it is not expected to have any material impact on the Group's consolidated financial statement as the Group does not have any borrowings.

(a) 編製基準(續)

(ii) 於二零零七年生效惟無關的準則、修訂及詮釋

以下準則、對已刊發準則之修訂及詮釋須於二零零七年一月一日或之後開始的會計期間實行，惟彼等與本集團的經營業務無關：

- 香港財務報告準則第4號「保險合約」；及
- 香港(國際財務報告詮釋委員會)－詮釋第7號「根據香港會計準則第29號於極高通脹經濟地區中的財務報告應用重列法」。

(iii) 尚未生效及本集團並無提早採納的準則、對現有準則之修訂及詮釋

以下準則、對現有準則之修訂及詮釋已刊發，本集團須於二零零八年一月一日或之後開始的會計期間或較後期間實行，惟本集團並無提早採納：

- 香港會計準則第23號(修訂)「借貸成本」(由二零零九年一月一日起生效)。該修訂要求實體將收購、建造或生產合資格資產(指需要花費長時間方可達致擬定用途或出售之資產)直接應佔的借貸成本予以資本化，作為該項資產成本的一部份。即時列支該等借貸成本的選項將予以刪除。本集團正對此影響進行評估，惟由於本集團並無任何借貸，故預期不會對本集團之綜合財務報表產生任何重大影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued)

(a) Basis of preparation (continued)

(iii) *Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group (continued)*

- HKFRS 8, 'Operating segments' (effective from 1 January 2009). HKFRS 8 replaces HKAS 14 and aligns segment reporting with the requirements of the US standard SFAS 131, 'Disclosures about segments of an enterprise and related information'. The new standard requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes. The Group will apply HKFRS 8 from 1 January 2009. The expected impact is still being assessed in detail by management, but it appears likely that the number of reportable segments, as well as the manner in which the segments are reported, will change in a manner that is consistent with the internal reporting provided to the chief operating decision-maker.
- HK(IFRIC) – Int 11, 'HKFRS 2 – Group and treasury share transactions' (effective from 1 March 2007). HK(IFRIC) – Int 11 provides guidance on whether share-based transactions involving treasury shares or involving Group entities (for example, options over a parent's shares) should be accounted for as equity-settled or cash-settled share-based payment transactions in the stand-alone accounts of the parent and Group companies. The Group is in the process of assessing the impact of this interpretation, but it is not expected to have any material impact on the Group's consolidated financial statements.

2. 重要會計政策概要(續)

(a) 編製基準(續)

(iii) *尚未生效及本集團並無提早採納的準則、對現有準則之修訂及詮釋(續)*

- 香港財務報告準則第8號「經營分類」(由二零零九年一月一日起生效)。香港財務報告準則第8號取代香港會計準則第14號，並將分類申報方式符合美國財務會計準則(US Standard SFAS)第131號「企業及相關資料之分類披露」之規定。新準則採用「管理方針」，據此，分類資料按與內部申報目的所採用者相同的基準呈列。本集團將由二零零九年一月一日起應用香港財務報告準則第8號。管理層仍在詳細評估預期影響，但看來很可能可申報分類之數目及所申報分類之方式將按與提供予主要實體決策者之內部申報相一致之方式作出變更。
- 香港(國際財務報告詮釋委員會)－詮釋第11號「香港財務報告準則第2號－集團及庫務股份交易」(由二零零七年三月一日起生效)。香港(國際財務報告詮釋委員會)－詮釋第11號提供指引，內容有關涉及庫務股份或涉及集團實體(例如母公司股份之購股權)之以股份為基礎的交易是否應於母公司及集團公司之獨立賬目內入賬列為以權益結算或以現金結算之以股份為基礎的交易。本集團正對此影響進行評估，惟預期不會對本集團之綜合財務報表產生任何重大影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued)

(a) Basis of preparation (continued)

(iii) *Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group (continued)*

- HK(IFRIC) – Int 14, 'HKAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction' (effective from 1 January 2008). HK(IFRIC) – Int 14 provides guidance on assessing the limit in HKAS 19 on the amount of the surplus that can be recognised as an asset. It also explains how the pension asset or liability may be affected by a statutory or contractual minimum funding requirement. The Group will apply HK(IFRIC) – Int 14 from 1 January 2008, but it is not expected to have any impact on the Group's accounts.

(iv) *Interpretations to existing standards that are not yet effective and not relevant for the Group's operations*

The following interpretations to existing standards have been published and are mandatory for the Group's accounting periods beginning on or after 1 January 2008 or later periods but are not relevant for the Group's operations:

- HK(IFRIC) – Int 12, 'Service concession arrangements' (effective from 1 January 2008). HK(IFRIC) – Int 12 applies to contractual arrangements whereby a private sector operator participates in the development, financing, operation and maintenance of infrastructure for public sector services. HK(IFRIC) – Int 12 is not relevant to the Group's operations because none of the Group's companies provide public sector services.

2. 重要會計政策概要(續)

(a) 編製基準(續)

(iii) 尚未生效及本集團並無提早採納的準則、對現有準則之修訂及詮釋(續)

- 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－界定福利資產的限制、最低資金要求及其相互關係」(由二零零八年一月一日起生效)。香港(國際財務報告詮釋委員會)－詮釋第14號就評估香港會計準則第19號有關可確認為資產的盈餘金額限制而提供指引。此項詮釋亦解釋退休金資產或負債如何受法定或合約最低資金需求影響。本集團將由二零零八年一月一日起應用香港(國際財務報告詮釋委員會)－詮釋第14號，但預計其將不會對本集團的財務報表造成任何影響。

(iv) 尚未生效及與本集團的經營業務無關的對現有準則之詮釋

以下對現有準則之詮釋已刊發，本集團須於二零零八年一月一日或之後開始的會計期間或較後期間實行，惟與本集團的經營業務無關：

- 香港(國際財務報告詮釋委員會)－詮釋第12號「服務優惠安排」(由二零零八年一月一日起生效)。香港(國際財務報告詮釋委員會)－詮釋第12號適用於私人營運商參與公共服務基建之發展、融資、營運及維護之合約安排。由於本集團旗下各公司並無提供公共服務，因此香港(國際財務報告詮釋委員會)－詮釋第12號與本集團的經營業務無關。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued)

(a) Basis of preparation (continued)

(iv) *Interpretations to existing standards that are not yet effective and not relevant for the Group's operations (continued)*

- HK(IFRIC) – Int 13, 'Customer loyalty programmes' (effective from 1 July 2008). HK(IFRIC) – Int 13 clarifies that where goods or services are sold together with a customer loyalty incentive (for example, loyalty points or free products), the arrangement is a multiple-element arrangement and the consideration receivable from the customer is allocated between the components of the arrangement using fair values. HK(IFRIC) – Int 13 is not relevant to the Group's operations because none of the Group's companies operate any loyalty programmes.

(b) Consolidation

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up to 31 December.

(i) *Subsidiaries*

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

2. 重要會計政策概要(續)

(a) 編製基準(續)

(iv) *尚未生效及與本集團的經營業務無關的對現有準則之詮釋(續)*

- 香港(國際財務報告詮釋委員會)－詮釋第13號「客戶忠誠計劃」(由二零零八年七月一日起生效)。香港(國際財務報告詮釋委員會)－詮釋第13號訂明出售貨品或服務連同客戶忠誠獎勵(例如積分或贈品)，此安排屬於多元安排，而應收客戶的代價乃根據安排之交付項目按公平值分配。由於本集團旗下各公司並無經營任何忠誠計劃，因此香港(國際財務報告詮釋委員會)－詮釋第13號與本集團的經營業務無關。

(b) 綜合

綜合財務報表包括本公司及其所有附屬公司截至十二月三十一日止的財務報表。

(i) *附屬公司*

附屬公司乃指本集團有權規管其財務及營運政策並通常指控制一半以上投票權的所有實體(包括特別目的實體)。當評估本集團是否控制另一實體時，須考慮現時可行使或可轉換的潛在投票權的存在及影響。

附屬公司乃自其控制權轉移至本集團之日期起全數綜合，並自控制權終止日期起解除綜合。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(b) Consolidation (continued)

(i) Subsidiaries (continued)

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the Group's share of the identifiable net assets of the subsidiary acquired, the difference is recognised directly to the income statement.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet the investments in subsidiaries and amount due from a subsidiary are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(b) 綜合(續)

(i) 附屬公司(續)

本集團採用收購會計法為本集團所收購的附屬公司列賬。收購成本為交易當日所指資產的公平值、所發行的股本工具及所發生或承擔之負債，加上直接歸屬於收購事項的成本。在商業合併過程中所收購之可辨別資產、所承擔之負債及或然負債，均於收購當日按其公平值作出初步計量，而毋須計及任何少數股東權益。收購成本超出本集團應佔所收購之可辨別淨資產公平值之差額乃列作商譽。倘收購成本低於本集團應佔所收購附屬公司之可辨別淨資產公平值，則有關差額將直接在收益表內確認。

公司間交易、餘額及集團內公司間交易的未實現收益乃予以對銷。未實現虧損亦予以抵銷，除非交易可提供證據證明轉移資產之減值則作別論。對附屬公司的會計政策已作出必要調整，以確保與本集團所採用之會計政策一致。

於本公司的資產負債表中，於附屬公司的投資及應收附屬公司款項乃按成本扣除減值虧損撥備列賬。本公司根據已收及應收股息計算附屬公司的業績。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(b) Consolidation (continued)

(ii) Transactions and minority interests

The Group applies a policy of treating transactions with minority interests as transactions with parties external to the Group. Disposals to minority interests result in gains and losses for the Group that are recorded in the consolidated income statement. Purchases from minority interests result in goodwill, being the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary.

(iii) Jointly controlled entities

The Group's interests in jointly controlled entities are accounted for by the equity method of accounting and are initially recognised at cost.

The Group's share of its jointly controlled entities' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a jointly controlled entity equals or exceeds its interest in the jointly controlled entity, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the jointly controlled entity.

Unrealised gains on transactions between the Group and its jointly controlled entities are eliminated to the extent of the Group's interest in the jointly controlled entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of jointly controlled entities have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses in jointly controlled entities are recognised in the consolidated income statement.

(b) 綜合(續)

(ii) 交易及少數股東權益

本集團採取之政策是視與少數權益股東之交易為與本集團外界人士之交易。向少數權益股東進行出售而導致本集團產生之盈虧於綜合收益表入賬。向少數權益股東進行之購買會導致商譽，即任何已付代價與有關應佔所收購附屬公司資產淨值之賬面值兩者之差額。

(iii) 共同控制實體

本集團於共同控制實體的權益按權益會計法計算並初步按成本確認。

本集團攤佔共同控制實體的收購後損益於收益表內確認，本集團應佔收購後的儲備變動於儲備內確認。累計收購後變動乃按投資的賬面值作出調整。當本集團應佔共同控制實體的虧損相等於或超過其於共同控制實體的權益(包括任何其他未擔保應收款項)時，本集團並不確認進一步虧損，除非發生負債或代表共同控制實體支付款項則作別論。

本集團與其共同控制實體之間交易而產生之未變現收益在本集團於共同控制實體之權益範圍內對銷。未變現虧損亦予以對銷，除非交易提供證據證明轉移資產之減值則作別論。共同控制實體之會計政策已作出必要調整，以確保與本集團所採用之政策一致。

於共同控制實體的攤薄盈虧乃於綜合收益表內確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(c) Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Translation differences on non-monetary financial assets and liabilities are reported as part of the fair value gain or loss. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available for sale are included in the available-for-sale reserve in equity.

(c) 分類報告

業務分類指從事提供產品或服務的一組資產及業務，而該組資產及業務的風險及回報有別於其他業務分類。地區分類乃在某一特定經濟環境下從事提供產品或服務，而該分類的風險及回報有別於在其他經濟環境經營的分類。

(d) 外幣換算

(i) 功能及呈報貨幣

本集團各實體之財務報表所包括之項目，乃按該實體經營所在之主要經濟環境之貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列，而港元為本公司之功能及呈報貨幣。

(ii) 交易及結餘

外幣交易均按交易當日之現行匯率換算為功能貨幣。因上述交易結算及按結算日之匯率兌換以外幣計值之貨幣資產及負債而產生之匯兌損益，均於收益表確認。

非貨幣性財務資產及負債的換算差額乃呈報列為公平值損益一部份。有關非貨幣性財務資產及負債（如按公平值持有並在損益賬處理的股本）的換算差額均於損益賬確認為公平值損益一部份。有關非貨幣性財務資產（如分類為可供銷售的股本）均計入權益中可供銷售儲備內。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(d) Foreign currency translation (continued)

(iii) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the dates of the transactions); and
- (c) all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

The functional currency of the jointly controlled entities in which the Group has invested is the Renminbi. The Group's investment in the net assets of the jointly controlled entities are translated at the closing rate at the date of the balance sheet. The Group's share of losses of the jointly controlled entities are translated at the average exchange rates for equity accounting purposes. All resulting exchange differences are recognised as a separate component of equity.

(d) 外幣換算(續)

(iii) 集團公司

功能貨幣與呈列貨幣不同的所有集團實體(各實體均無極高通脹經濟地區的貨幣)的業績及財務狀況乃按以下方法換算為呈列貨幣:

- (a) 每份資產負債表所呈列的資產及負債按該資產負債表之結算日之收市匯率換算;
- (b) 每份收益表之收入及支出項目按平均匯率換算(除非該平均匯率對交易日現行匯率之累計影響並非是一個合理的接近匯率,在此情況下收入及支出乃用交易日的匯率換算);及
- (c) 所導致的一切匯兌差額乃確認為權益的獨立一項。

於綜合賬目時,換算海外業務投資淨額時產生的匯兌差額乃列入權益內。當海外業務被部份出讓或售出時,列入權益內的匯兌差額乃於收益表中確認為出售損益一部份。

本集團所投資的共同控制實體的功能貨幣為人民幣。本集團於共同控制實體資產淨值的投資乃按結算日的收市匯率進行換算。本集團攤佔共同控制實體的虧損乃按權益入賬的平均匯率進行換算。所導致的一切匯兌差額均確認為權益的獨立一項。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(e) Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged in the income statement during the financial period in which they are incurred.

No depreciation is provided on assets under construction until they are completed and are available for use. Depreciation of other property, plant and equipment is calculated using the straight-line method to allocate cost to their residual values over their estimated useful lives, as follows:

Buildings	2.22% – 3.33%
Leasehold improvements	15% or over the terms of the leases
Furniture and fixtures	15% – 20%
Broadcast operations and other equipment	20%
Motor vehicles	20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2(i)).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the income statement.

(e) 物業、廠房及設備

物業、廠房及設備乃按歷史成本扣除折舊及減值虧損後列賬。歷史成本包括收購該等項目直接應佔的開支。

僅當項目有關之未來經濟利益有可能流入本集團及項目成本能可靠計量時，其後成本方計入資產賬面值或確認為另外一項資產(如適用)。所有其他維修及維護則於產生的財政期間內在收益表扣除。

在建資產於其完成及可使用之前不會計提折舊。其他物業、廠房及設備之折舊乃使用直線法計算，就彼等之剩餘價值於估計可使用年限內分配如下：

樓宇	2.22% – 3.33%
租賃物業裝修	15% 或按租約年期
傢俬及裝置	15% – 20%
廣播營運及其他設備	20%
汽車	20%

於每個結算日，資產之剩餘價值及可使用年限均會審閱，並於適當情況下作出調整。

倘某項資產的賬面值大於其估計可收回金額(附註2(i))，該資產之賬面值將即時撇減至其可收回金額。

出售損益乃在將所得款項與賬面值作比較後釐定，並於收益表確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued)

(f) Club debentures

Acquired club debentures are intangible assets with an infinite useful life. They are therefore shown at historical cost and are not amortised. Impairment assessments on club debentures are carried out by comparing their recoverable amounts with their carrying amounts annually and whenever there is an indication that the intangible assets maybe impaired.

(g) Purchased programme and film rights

Purchased programme and film rights are recorded at cost less accumulated amortisation and any impairment losses. The cost of purchased programme and film rights is expensed in the income statement either on the first and second showing of such purchased programme and film rights or amortised over the license period if the license allows multiple showings within the license period.

Purchased programme and film rights with a remaining license period of 12 months or less are classified as current assets.

(h) Self-produced programmes

Self-produced programmes are stated at cost less any impairment losses. Cost comprises direct production expenditures and an appropriate portion of production overheads. Programmes in production that are abandoned are written off in the income statement immediately, or when the revenue to be generated by these programmes is determined to be lower than cost, the cost is written down to recoverable amount. Completed programmes will be broadcast over a short period of time and their costs are expensed in the income statement in accordance with a formula computed to write off the cost over the broadcast period.

2. 重要會計政策概要(續)

(f) 會所債券

所收購之會所債券為無形資產，擁有限使用年期，因而其乃按歷史成本列賬且不予攤銷。有關會所債券之減值乃每年透過將彼等之可回收金額與彼等之賬面值作比較進行評估，而不論無形資產是否可能出現減值跡象。

(g) 購入節目及電影版權

購入節目及電影版權乃按成本扣除累計攤銷及任何減值虧損列賬。購入節目及電影版權成本於該等購入節目及電影版權首次及第二次播映時在收益表記賬，或根據版權規定，如可在版權限期内播映多次，則在該版權限期内攤銷。

餘下許可期為十二個月或以下的購入節目及電影版權列作流動資產。

(h) 自製節目

自製節目乃按成本扣除任何減值虧損列賬。成本包括直接製作支出及適當比例的製作費用。製作中遭放棄的節目將即時於收益表內撇銷，或倘此等節目可賺取之收益低於成本，則將成本撇減至可收回金額。已完成節目將於短期內播映，而所產生之成本將會按公式計算並記入收益表，以撇銷播放期間之成本。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued)

(i) Impairment of investments in subsidiaries, jointly controlled entities and non-financial assets

Assets that have an indefinite useful life or are not yet available for use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An 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 costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

(j) Financial assets

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivable and available-for-sale. The classification depends on the purposes for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(i) Financial assets at fair value through profit or loss

This category has financial assets held for trading, and those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current if the remaining period to maturity is less than 12 months after the balance sheet date.

2. 重要會計政策概要(續)

(i) 於附屬公司、共同控制實體及非財務資產的投資減值

擁有不確定可使用年限或尚未能使用的資產均不會予以攤銷，惟會每年作減值測試。當出現事件或情況改變顯示未必能收回賬面值，則會檢討攤銷資產之減值。減值虧損按資產賬面值超過其可收回金額（即資產公平值減出售成本與使用價值兩者之較高者）之差額確認。就評估減值而言，資產按可獨立分辨現金流量之最低水平（現金產生單位）分類。遭受減值之資產（商譽除外）會於每個申報日期檢討是否可作出減值回撥。

(j) 財務資產

本集團將其財務資產分類為以下類別：按公平值列賬並在損益賬處理、貸款及應收款項以及可供銷售。分類方法乃視乎收購財務資產之目的而定。管理層會於初次確認時釐定其財務資產之分類。

(i) 按公平值透過損益記賬的財務資產

此類別有持作買賣的財務資產，以及最初按公平值列賬並在損益賬處理的財務資產。如所收購資產主要是為了在短期內出售或如管理層指定為此類別，財務資產乃劃分為此類別。除非衍生工具乃指定為對沖項目，否則衍生工具亦分類為持作買賣。倘於結算日後之餘下到期期間少於十二個月，則此類別之資產均分類為流動資產。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(j) Financial assets (continued)

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. Loans and receivables are also included in accounts receivable, and prepayments, deposits and other receivables in the balance sheet.

(iii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date. Available-for-sale financial assets represented unlisted securities of private issuers outside Hong Kong.

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets are subsequently carried at cost as these securities have no quoted market price in an active market and their fair values cannot be reliably measured. Financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

(j) 財務資產(續)

(ii) 貸款及應收款項

貸款及應收款項乃具有固定或可確定付款金額且不會在活躍市場報價的非衍生財務資產。此等項目乃計入流動資產內，但由結算日起計十二個月後方到期的資產則劃分為非流動資產。貸款及應收款項亦計入資產負債表的應收賬款以及預付款項、按金及其他應收款項內。

(iii) 可供銷售財務資產

可供銷售財務資產乃指定為此類別或並無分類為任何其他類別之非衍生工具。除非管理層擬於結算日起計十二個月內出售可供銷售財務資產，否則該項投資乃計入非流動資產。可供銷售財務資產指香港境外私人發行者的非上市證券。

財務資產的定期收購及出售均於交易日(即本集團承諾收購或出售該資產當日)確認。所有並非按公平值列賬並在損益賬處理的財務資產的投資項目初步按公平值加上交易成本確認。按公平值列賬並在損益賬處理的財務資產乃初步按公平值確認，而交易成本則於收益表記賬。當從投資項目收取現金流量的權利已到期或已被轉讓，且本集團已大致上將擁有權的所有風險和回報轉移，則會解除確認財務資產。由於可供銷售財務資產於活躍市場上並無市場報價且其公平值無法可靠計量，故此等證券其後按成本列賬。按公平值透過損益記賬的財務資產其後按公平值列賬。貸款及應收款項均採用實際利息法按經攤銷成本列賬。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies 2. 重要會計政策概要(續) (continued)

(j) Financial assets (continued)

(iii) Available-for-sale financial assets (continued)

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the income statement within 'other gains – net', in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the Group's right to receive payments is established.

The fair value of quoted investments are based on current bid prices. If the market for a financial asset carried at fair value is not active (and for unlisted securities), the Group established fair value by using valuation techniques feasible to the Group. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, indicative market values obtained from reputable financial institutions, discounted cash flow analysis and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets are impaired. Impairment testing of loans and receivables, accounts receivable, and prepayments, deposits and other receivables is described in Note 2(l).

(j) 財務資產(續)

(iii) 可供銷售財務資產(續)

按公平值透過損益記賬的財務資產，如其公平值出現變動，所產生的損益均於產生期內列入收益表的「其他收益淨額」項下。按公平值透過損益記賬的財務資產的股息收入乃當本集團收取款項之權利確定時於收益表確認為其他收入的一部份。

所報投資項目的公平值乃根據當前買價計算。倘若按公平值列賬的財務資產的市場不活躍（及就非上市證券而言），本集團會採用對本集團可行之估值技術確定公平值，此等估值技術包括採用近期按公平原則進行之交易、參考其他大致相同之工具、從知名財務機構獲取之指示市場價值、現金流量貼現分析及期權定價模式，並最大限度地採用市場資訊，而盡可能不依賴特定實體資訊。

本集團會於每個結算日評估財務資產或一組財務資產有無出現減值的客觀證據。貸款及應收款項、應收賬款與預付款項、按金及其他應收款項的減值測試乃載述於附註2(l)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(k) Inventories

Inventories, comprising decoder devices and satellite receivers, are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method. The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

(l) Loans and receivables, accounts receivable, and prepayments, deposits and other receivables

Loans and receivables, accounts receivable, and prepayments, deposits and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment is established when there is objective evidence that the Group will not be able to collect or realise all amounts due according to the original terms of the assets. Significant financial difficulties of the counterparty, probability that the counterparty will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the asset is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within selling, general and administration expenses. When an accounts receivable is determined to be uncollectible, it is written off against the allowance account for accounts receivable. Subsequent recoveries of amounts previously written off are credited against selling, general and administration expenses in the income statement.

(k) 存貨

存貨，包括解碼器器材及衛星接收器，乃按成本值與可變現淨值兩者中較低者列賬。成本值乃按先進先出原則釐定。存貨成本包括所有購買成本，加工成本及為把存貨達致現有場所及狀況而產生的其他成本。可變現淨值則指日常業務過程中之估計售價減去適用之可變銷售費用。

(l) 貸款及應收款項、應收賬款與預付款項、按金及其他應收款項

貸款及應收款項、應收賬款與預付款項、按金及其他應收款項初步按公平值確認，其後則以實際利息法按經攤銷成本計算，並扣除減值撥備。如有客觀證據顯示本集團將無法按照應收款的原來條款收取或變現所有欠款，則須作出減值撥備。交易對手出現重大財務困境、交易對手可能遭受破產或進行財務重組，以及拖欠還款均被視為資產已減值。撥備金額為資產賬面值與估計未來現金流量按原實際利率折算之現值兩者的差額。資產之賬面值乃透過使用備抵賬而扣減，而虧損金額於收益表確認，並計入銷售、一般及行政費用內。當可收回金額乃釐定不可收回時，則於應收賬款之備抵賬內撇銷。先前所撇銷款額之其後收回數乃記入收益表內銷售、一般及行政費用項下。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(m) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less.

(n) Deferred income

Deferred income represents advertising revenue, subscription revenue and promotion service revenue received in advance from third party customers.

(o) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(p) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, if the deferred income tax arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

(m) 現金及現金等值項目

現金及現金等值項目包括手頭現金、銀行定期存款，及由投資當日起計到期日為三個月或以下的其他短期高流動投資。

(n) 遞延收入

遞延收入乃指自第三方客戶預先收取的廣告收入、收視費收入及宣傳服務收入。

(o) 股本

普通股分類為權益。發行新股份或購股權直接應佔的增量成本，列入權益作為所得款項的減值(扣除稅項)。

(p) 遞延所得稅

遞延所得稅以負債法就資產及負債之稅基與其在綜合財務報表中所列賬面值之間之暫時差額作出全數撥備。然而，如遞延所得稅乃源自業務合併以外的交易中初步確認資產或負債，而在交易時並不影響會計或應課稅溢利或虧損，則不會入賬處理。當有關遞延所得稅資產已變現或遞延所得稅負債已結算時，遞延所得稅以於結算日前已制定或大致上已制定及預期獲應用之稅率(及法例)釐定。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要 (續)

(p) Deferred income tax (continued)

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and jointly controlled entities, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

(q) Employee benefits

(i) Employee leave entitlements

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.

Employee entitlements to sick leave and maternity or paternity leave are not recognised until the time of leave.

(ii) Bonus plans

The expected bonus payments are recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liabilities for bonus plans are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

(p) 遞延所得稅 (續)

倘日後應課稅溢利可用於抵銷能夠被動用之暫時差額，則會確認遞延所得稅資產。

除撥回暫時差額之時間可受本集團控制，而暫時差額不會於可預見將來撥回外，本集團將就於附屬公司及共同控制實體之投資所產生之暫時差額計提遞延所得稅撥備。

(q) 僱員福利

(i) 僱員應享假期

僱員享有的年假在歸僱員應享有時確認。本集團為截至結算日止僱員已提供之服務而產生年假的估計負債作出撥備。

僱員的病假及產假或陪分娩假不作確認，直至僱員正式休假為止。

(ii) 花紅計劃

預期支付的花紅乃於本集團須承擔因僱員所提供服務而產生的現有法定或推定性責任，並在可合理估計有關責任的金額時確認為負債。

花紅計劃的負債預期將於十二個月內償還，並根據在償付時預期會支付的金額計算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(q) Employee benefits (continued)

(iii) Pension obligations

The Group operates defined contribution retirement schemes for the Hong Kong employees based on local laws and regulations. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit schemes' costs expensed in the income statement represent contributions paid or payable by the Group to the funds.

The Group's contributions to the defined contribution retirement schemes are expensed as incurred and are reduced by contributions forfeited by those employees who leave the schemes prior to vesting fully in the contributions. The assets of the schemes are held separately from those of the Group in independently administered funds.

Pursuant to the relevant local regulations of the countries where the overseas subsidiaries of the Group are located, these subsidiaries participate in respective government retirement benefit schemes and/or set up their own retirement benefit schemes (the "Schemes") whereby they are required to contribute to the Schemes to fund the retirement benefits of the eligible employees. Contributions made to the Schemes are calculated either based on certain percentages of the applicable payroll costs or fixed sums for each employee with reference to a salary scale, as stipulated under the requirements in the respective countries. The Group has no further obligation beyond the required contributions. The contributions under the Schemes are expensed in the income statement as incurred.

(q) 僱員福利(續)

(iii) 退休金責任

本集團根據當地法例及規例，為香港僱員管理定額供款退休計劃。本集團及僱員向計劃作出的供款乃根據僱員的基本薪酬的某一百分比計算。於收益表記賬的退休福利計劃成本乃指本集團已付或應付予基金的供款。

本集團向定額供款退休計劃作出的供款乃於產生時列作開支，並以全數取得供款前離開計劃的該等僱員的被沒收供款扣減。計劃的資產乃與本集團的資產分開及以獨立管理的基金持有。

根據本集團海外附屬公司所在國家的當地有關規例，此等附屬公司參與各自的政府退休福利計劃及／或自行設立退休福利計劃（「有關計劃」），據此有關附屬公司須向有關計劃為合資格僱員的退休福利作出供款。向有關計劃作出的供款乃按各國所規定根據適用薪金成本的若干百分比或參照薪級表後按每名僱員以固定金額計算。除所須供款外，本集團並無進一步供款責任。根據有關計劃作出的供款於產生時於收益表確認記賬。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(q) Employee benefits (continued)

(iv) Share-based compensation

The fair value of the employee services received in exchange for the grant of share options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the share options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the Company revises its estimates of the number of share options that are expected to become exercisable. It recognises the impact of the revision of original estimates, if any, in the income statement, and a corresponding adjustment to equity over the remaining vesting period. When the share options are exercised, the proceeds received net of any transaction costs are credited to share capital (nominal value) and share premium account.

(r) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

(q) 僱員福利(續)

(iv) 以股份支付的補償

本集團就授出購股權而取得之僱員服務公平值乃確認作費用。購股權歸屬期間支銷之總額乃參考已授出購股權之公平值而釐定，惟不計及任何非市場歸屬情況之影響(例如盈利能力及銷售增長目標)。非市場歸屬條件包括於預期可予行使之購股權數目之假設內。於各結算日，本公司會修改其估計預期可予行使之購股權之數目。修改原來估計數字如有影響，則於收益表內確認，以及在餘下歸屬期間對權益作相應調整。當購股權獲行使時，收取之所得款項於扣除任何交易成本後計入股本(面值)及股份溢價賬。

(r) 撥備

當由於過往事件導致本集團承擔現時法律或推定責任，而該責任很可能導致資源流出，且流出金額可合理地估計時，撥備乃予以確認。並不會就未來經營虧損而確認撥備。

倘出現多項類似債務，會否導致經濟利益流出以清償債務乃經考慮債務之整體類別後確定。即使同類別債務中任何一項可能流出經濟利益的機會不大，仍會確認撥備。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(r) Provisions (continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

(s) Revenue recognition

Revenue mainly represents income from advertising sales, net of the related agency commission expenses, and subscription sales after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenue is recognised as follows:

(i) Broadcasting advertising revenue

Broadcasting advertising revenue, net of agency commission expenses, is recognised upon the broadcast of advertisements.

(ii) Subscription revenue

Subscription revenue received or receivable from the cable distributors or agents is amortised on a time proportion basis to the income statement. The unamortised portion is classified as deferred income.

(r) 撥備(續)

撥備乃使用稅前折扣率按預期需要清償債務之支出的現值計算，而稅前折扣率反映當前市場對貨幣時間價值及債務特定風險的評估。隨著時間推移而導致之撥備增加乃確認為利息費用。

(s) 收入確認

收入主要來自廣告銷售收入(扣除有關之代理商佣金費用)及收視費收入(已經對銷集團內部銷售)。

本集團收入確認之標準為當所收金額能可靠計量及未來經濟利益將流入本集團，而本集團各業務之收入確認特定標準已於下文載述。在所有與銷售有關之或然事件獲議決之前，並不認為收入金額能可靠計量。本集團乃根據其過往業績進行估算，並考慮客戶類別、交易類型及各安排之特別細節。

收入確認如下：

(i) 廣播廣告收入

廣播廣告收入扣除代理商佣金費用後於有關廣告播出時確認。

(ii) 收視費收入

已收或應收有線電視分銷商或代理商的收視費收入乃依照時間比例於收益表內攤銷。未予攤銷的部份列作遞延收入。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(s) Revenue recognition (continued)

(iii) Magazine advertising revenue

Magazine advertising revenue net of commission expense is recognised when the magazine is published.

(iv) Magazine subscription/circulation revenue

Magazine subscription or circulation revenue represents subscription or circulation money received or receivable from customers and is recognised when the respective magazine is dispatched or sold.

(v) Sales of decoder devices and satellite receivers

Revenue from sales of decoder devices and satellite receivers is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and the title has passed.

(vi) Technical services income

Revenue from the provision of technical services is recognised when the value-added telecommunication services are provided/delivered to customers.

(vii) Interest income and income from certificate of deposit

Interest income from bank deposits and income from certificate of deposit are recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income.

(viii) Barter revenue

Barter revenue is recognised at the fair value of goods or services received or receivable in the transaction upon the broadcast of advertisements, the publishing of the magazine or the provision of promotion services to be provided by the Group in the barter transaction.

(s) 收入確認(續)

(iii) 雜誌廣告收入

雜誌廣告收入扣除佣金費用後於雜誌出版時確認。

(iv) 雜誌訂購/發行收入

雜誌訂購或發行收入指已收或應收客戶訂購或發行款項，並於個別雜誌寄發或出售時確認。

(v) 解碼器器材及衛星接收器銷售

來自解碼器器材及衛星接收器銷售的收入乃於擁有權的風險及回報轉移時確認，時間大致上與貨品交付客戶及所有權轉移時相同。

(vi) 技術服務收入

提供技術服務的收入乃於向客戶提供／交付電訊增值服務時確認。

(vii) 利息收入及存款證收入

銀行存款利息收入及存款證收入採用實際利息法按時間比例基準進行確認。倘應收款出現減值，本集團會將賬面值減至其按有關工具的原有實際利率貼現之估計未來現金流量而設定之可收回款額，並繼續解除貼現作為利息收入。

(viii) 易貨收入

易貨收入乃於本集團在易貨交易中作出廣告播出、出版雜誌或提供宣傳服務時，按交易中已收或應收貨品或服務的公平值確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2. Summary of Significant Accounting Policies (continued) 2. 重要會計政策概要(續)

(t) Leases

(i) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are expensed in the income statement on a straight-line basis over the period of the lease.

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

(ii) Finance leases

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

(u) Dividend distribution

Dividend distribution to the Company's equity holders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's equity holders.

(t) 租賃

(i) 經營租賃

由出租人保留所有權大部份風險及回報的租賃均分類為經營租賃。根據經營租賃支付的款額(扣除自出租人收取的任何獎金)乃按租賃期以直線法在收益表中支銷。

就土地使用權而支付的預付款項乃按租賃期以直線法攤銷,或倘出現減值,則有關減值在收益表中支銷。

(ii) 融資租賃

本集團租賃若干物業、廠房及設備。由本集團擁有所有權絕大部份風險及回報的物業、廠房及設備的租賃均分類為融資租賃。融資租賃乃於開始租賃時按所租物業之公平值與最低租賃款項之現值兩者中的較低者予以資本化。根據融資租賃購入之物業、廠房及設備乃按該項資產的可使用年期及租賃期兩者中的較短者予以折舊。

(u) 股息分派

向本公司權益持有人作出的股息分派於股息獲本公司權益持有人批准的期間內在本集團財務報表內確認為負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3. Financial Risk Management

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is mainly carried out by the finance department (the "Finance Department") headed by the Chief Financial Officer of the Group. The Finance Department identifies and evaluates financial risks in close co-operation with the Group's operating units to cope with overall risk management, as well as specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investing excess liquidity.

(i) Market risk

(a) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Renminbi ("RMB"), US dollar ("US\$") and UK pound. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

To manage their foreign exchange risk arising from future commercial transactions and recognised assets and liabilities, entities in the Group engage in transactions mainly in HK dollar ("HK\$"), RMB and US\$ to the extent possible. The Group currently does not hedge transactions undertaken in foreign currencies but manages its exposure through constant monitoring to limit as much as possible the amount of its foreign currencies exposures. Foreign exchange risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the entity's functional currency. The Finance Department is responsible for monitoring and managing the net position in each foreign currency.

3. 財務風險管理

(a) 財務風險因素

本集團之業務須面對不同財務風險：市場風險（包括外匯風險、公平值利率風險及價格風險）、信貸風險、流動資金風險及現金流量利率風險。本集團的整體風險管理程式主要針對金融市場之不可預測性並尋求將其對本集團財務表現之潛在不利影響降至最低。

風險管理主要由本集團財務總監領導的財務部門（「財務部門」）執行。財務部門在與本集團運營單位緊密合作，使用衍生財務工具及非衍生財務工具處理整體風險管理以及特定領域（如外匯風險、利率風險、信貸風險）過程中確定及評估財務風險，及投資剩餘流動資金。

(i) 市場風險

(a) 外匯風險

由於本集團乃國際運營，故須面對不同貨幣（主要為人民幣（「人民幣」）、美元（「美元」）及英鎊）所產生之外匯風險。外匯風險源自日後商業交易、已確認資產與負債，及於海外經營業務之投資淨額。

為管理日後商業交易及已確認資產與負債產生之外匯風險，本集團內實體進行之交易主要以港元（「港元」）、人民幣及美元計值（倘可能）。本集團現時並無對外幣進行對沖交易，惟透過定期監察管理其風險，以盡可能降低其外幣風險的金額。當日後商業交易及已確認資產與負債乃以實體功能貨幣以外之貨幣計價時，則會產生外匯風險。財務部門負責監督及管理每種外幣之風險狀況。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3. Financial Risk Management (continued)

(a) Financial risk factors (continued)

(i) Market risk (continued)

(a) Foreign exchange risk (continued)

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's operations, such as those in the People's Republic of China (the "PRC"), the United Kingdom and the United States is managed primarily through operating liabilities denominated in the relevant foreign currencies.

During the year ended 31 December 2007, if HK\$ had weakened/strengthened by 6% against the RMB, with all other variables held constant, after-tax profit for the year would have been HK\$24,640,000 (2006: HK\$21,898,000), lower or higher, mainly as a result of foreign exchange losses/gains on translation of RMB-denominated accounts receivable and receivables from an advertising agent, Shenzhou. Profit is more sensitive to movement in HK\$/RMB exchange rates in 2007 than 2006 because of the increased amount of RMB-denominated receivables. At 31 December 2007, if HK\$ had weakened/strengthened by 6% against the RMB, equity would have been HK\$7,136,000 (2006: HK\$6,013,000), lower or higher, arising mainly from foreign exchange losses/gains on translation of PRC subsidiaries' equity denominated in RMB. Equity is more sensitive to movement in HK\$/RMB exchange rates in 2007 than in 2006 because of the increased amount of PRC subsidiaries' equity denominated in RMB.

At 31 December 2007, certain of the assets of the Group are denominated in US\$. The Group also had operations in the United States. Since HK\$ is pegged to US\$, foreign exchange exposure with respect to the US\$ denominated asset or its operations in the United States is considered as minimal.

3. 財務風險管理(續)

(a) 財務風險因素(續)

(i) 市場風險(續)

(a) 外匯風險(續)

本集團有若干於海外經營業務之投資，其淨資產須承受外幣匯兌風險。本集團經營業務之淨資產產生之貨幣風險，如於中華人民共和國（「中國」）、英國及美國之淨資產，主要透過以有關外幣計價之經營負債管理。

於截至二零零七年十二月三十一日止年度內，倘港元較人民幣貶值／升值6%而所有其他不定因素維持不變，則本年度的除稅後溢利將減少或增加24,640,000港元（二零零六年：21,898,000港元），主要是因為換算以人民幣計值的應收賬款及來自神州（一廣告代理）的應收款項產生的外匯虧損／收益。由於以人民幣計值的應收款項數額有所增加，因此溢利於二零零七受港元與人民幣之間的匯率波動影響較二零零六年更為明顯。於二零零七年十二月三十一日，倘港元較人民幣貶值／升值6%，則權益將減少或增加7,136,000港元（二零零六年：6,013,000港元），主要是因為換算中國附屬公司以人民幣計值的權益產生的外匯虧損／收益。由於中國附屬公司以人民幣計值的權益數額有所增加，因此權益於二零零七年受港元與人民幣之間的匯率波動影響較二零零六年更為明顯。

於二零零七年十二月三十一日，本集團的若干資產乃以美元計值。本集團於美國亦有經營業務。由於港元與美元掛鈎，因此認為有關以美元計值的資產或其於美國業務的外匯風險極微。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3. Financial Risk Management (continued)

(a) Financial risk factors (continued)

(i) Market risk (continued)

(a) Foreign exchange risk (continued)

During the year ended, 31 December 2007, if HK dollar had weakened/strengthened by 5% against the UK pound, with all other variables held constant, after-tax profit for the year would have been HK\$781,000 (2006: HK\$615,000), lower or higher, mainly as a result of foreign exchange losses/gains on translation of UK pound-denominated accounts receivables. Profit is more sensitive to movement in HK\$/UK pound exchange rates in 2007 than 2006 because of the increased amount of UK pound-denominated receivables. At 31 December 2007, if HK\$ had weakened/strengthened by 5% against the UK pound, equity would have been HK\$518,000 (2006: HK\$517,000), lower or higher, arising mainly from foreign exchange losses/gains on translation of UK subsidiaries' equity denominated in UK pound. Equity is more sensitive to movement in HK\$/UK pound exchange rates in 2007 than in 2006 because of the increased amount of UK subsidiaries' deficits denominated in UK pound.

(b) Price risk

The Group is exposed to unlisted and listed equity securities price risk because investments held by the Group are classified on the consolidated balance sheet as financial assets at fair value through profit or loss, for which management adopts the indicative market value provided by the issuers as their best estimate of the fair values of such securities and some of the equity linked notes are linked to some listed securities. None of Group's equity investments in equity of other entities are publicly traded. The Group exposes to commodity price risk as some of the equity linked notes are linked to some listed securities. For the further price risk exposed by the Group, please refer to Note 21.

3. 財務風險管理(續)

(a) 財務風險因素(續)

(i) 市場風險(續)

(a) 外匯風險(續)

於截至二零零七年十二月三十一日止年度內，倘港元較英鎊貶值／升值5%而所有其他不定因素維持不變，則本年度的除稅後溢利將減少或增加781,000港元(二零零六年：615,000港元)，主要是因為換算以英鎊計值的應收賬款產生的外匯虧損／收益。由於以英鎊計值的應收款項數額有所增加，因此溢利於二零零七年受港元與英鎊之間的匯率波動影響較二零零六年更為明顯。於二零零七年十二月三十一日，倘港元較英鎊貶值／升值5%，則權益將減少或增加518,000港元(二零零六年：517,000港元)，主要是因為換算英國附屬公司以英鎊計值的權益產生的外匯虧損／收益。由於英國附屬公司以英鎊計值的赤字數額有所增加，因此權益於二零零七年受港元與英鎊之間的匯率波動影響較二零零六年更為明顯。

(b) 價格風險

由於本集團所持有的投資於綜合資產負債表內分類為按公平值透過損益記賬的財務資產，故本集團須承受非上市及上市股本證券價格風險，為此管理層採納由發行者提供之指示市場價值作為該等證券的最佳估計公平值，且部份該等股票掛鈎票據與部份上市證券掛鈎。本集團於其他實體股本的股本投資並無予以公開買賣。由於部份股票掛鈎票據與部份上市證券掛鈎，因此本集團須承受商品價格風險。有關本集團承受價格風險的進一步詳情載於附註21。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3. Financial Risk Management (continued)

(a) Financial risk factors (continued)

(ii) Credit risk

The Group's credit risk arises from cash and cash equivalents, financial assets at fair value through profit or loss, loans and receivables, deposits with banks and financial institutions, as well as credit exposures to advertising agents and customers, including outstanding receivables and committed transactions. The Group has a receivable from an advertising agent, Shenzhou, in the PRC amounting to HK\$377,501,000 representing approximately 23% of the total assets of the Group as of 31 December 2007. The Group manages its exposure to credit risk through continual monitoring of the credit quality of its customers and advertising agents, taking into account their financial position, collection history, past experience and other factors. For banks, financial institutions and issuers of derivative financial instruments, only reputable well established banks and financial institutions are accepted.

The Group has put in place policies to ensure that the sales, in particular advertising airtime and other activities are made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers.

Most of the payment terms for advertising revenue will be agreed between the Group and the customers. The customer will make the payment in accordance with the contract terms. Thus, all the outstanding receivable balances are due immediately and there is no credit period granted to the customers.

3. 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險

本集團的信貸風險源自於現金及現金等值項目、按公平值透過損益記賬的財務資產、貸款及應收款項及存放於銀行及財務機構之存款，以及廣告代理及客戶之信用風險（包括未償還應收款項及未進行已承諾之交易）。於二零零七年十二月三十一日，本集團有應收中國廣告代理神州之應收款項為377,501,000港元，佔本集團總資產之約23%。本集團透過持續監察其客戶及廣告代理之信用質素，管理其面對之信貸風險，並考慮彼等之財務狀況、收款歷史、過往經驗及其他因素。就銀行、財務機構及衍生財務工具之發行者而言，本集團僅信納具良好聲譽之知名銀行及財務機構。

本集團已採取既定政策以確保向具有適當信貸歷史之客戶進行銷售（特別是廣告時段及其他活動），而本集團亦會定期對其客戶進行信貸評估。信貸限額之使用情況乃定期予以監察。

大部份該等廣告收益之付款條款將由本集團及客戶協定。客戶將根據付款條款進行支付。因此，所有未付之應收賬款結餘乃須即時付款且並未授予該等客戶信貸期。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3. Financial Risk Management (continued)

(a) Financial risk factors (continued)

(iii) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents, the availability of funding through an adequate amount of committed banking facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the Finance Department aims to maintain flexibility in funding by keeping committed banking facilities available. Details of cash and cash equivalents and banking facilities are set out in Notes 25 and 32 respectively.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

3. 財務風險管理(續)

(a) 財務風險因素(續)

(iii) 流動資金風險

謹慎流動資金風險管理指維持充足的現金及現金等值項目，從銀行獲得足夠的銀行信貸額度和規避市場風險的能力。由於相關業務的流動性質，財務部門旨在透過可動用銀行信貸保持資金的流動性。現金及現金等值項目及銀行信貸詳情分別載於附註25及32。

下表按有關到期日組合分析本集團的財務負債，乃根據於結算日至合約到期日之餘下期間計算。該表所披露的金額均為合約未貼現現金流量。由於貼現並無重大影響，於十二個月內到期之結餘相等於其賬面結餘。

		Less than 1 year 少於1年 \$'000 千元	Total 總計 \$'000 千元
Group	本集團		
At 31 December 2007	於二零零七年十二月三十一日		
Deferred income	遞延收入	95,365	95,365
Accounts and other payables	應付賬款及其他應付款項	46,438	46,438
Amounts due to related companies	應付有關連公司款項	3,506	3,506
At 31 December 2006	於二零零六年十二月三十一日		
Deferred income	遞延收入	119,580	119,580
Accounts and other payables	應付賬款及其他應付款項	56,776	56,776
Amounts due to related companies	應付有關連公司款項	4,743	4,743

Notes to the Consolidated Financial Statements 綜合財務報表附註

3. Financial Risk Management (continued)

(a) Financial risk factors (continued)

(iv) Cash flow and fair value interest rate risk

As the Group has interest-bearing assets comprising cash and cash equivalents and financial assets at fair value through profit or loss, the Group's income and operating cash flows can be affected by changes in market interest rates.

The Group's cash flow and fair value interest-rate risks primarily arise from bank deposits. Bank deposits placed at variable rates expose the Group to cash flow interest-rate risk whereas those placed at fixed rates expose the Group to fair value interest-rate risk. The Finance Department's policy is to maintain an appropriate level between fixed-rate and floating-rate deposits. At the year end, 27% of bank deposits were at fixed rates.

(b) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

(c) Fair value estimation

The carrying amounts of the Group's financial assets and liabilities including cash and cash equivalents, loans and receivables, accounts receivable, prepayment, deposits and other receivables, investments in jointly controlled entities, available-for-sale financial assets, amounts due from/ to related companies, accounts payable, other payables and accruals, deferred income approximate their fair value due to their short maturity.

The fair value of financial assets at fair value through profit or loss that are not openly traded is determined with reference to indicative market values provided by issuers (Note 21).

3. 財務風險管理 (續)

(a) 財務風險因素 (續)

(iv) 現金流量及公平值利率風險

由於本集團之附息資產包括現金及現金等值項目以及按公平值透過損益記賬的財務資產，故本集團之收入及營運現金流量將受到市場利率變動之影響。

本集團之現金流量及公平值利率風險主要由銀行存款產生。附有不同利率的銀行存款使得本集團須面對現金流量利率風險，而附有固定利率的銀行存款使得本集團須面對公平值利率風險。財務部門之政策為維持適當水平之固定利率及浮動利率存款。於年結日，27%之銀行存款為固定利率。

(b) 資本風險管理

本集團之資本管理目標是保障本集團之持續經營能力，以向股東提供回報，並維持最優資本架構以減少資本之成本。

為維持或調整資本架構，本集團可能會調整已支付予股東之股息金額、返還資本予股東或發行新股份。

(c) 公平值估計

本集團的財務資產及負債包括現金及現金等值項目、貸款及應收款項、應收賬款、預付款項、按金及其他應收款項、於共同控制實體的投資、可供銷售財務資產、應收／付有關連公司的款項、應付賬款、其他應付款項及應計費用以及遞延收入，由於該等財務資產及負債均為短時間到期，因此彼等之賬面值與彼等之公平值相近。

按公平值透過損益記賬的財務資產（並不會公開買賣）之公平值乃參考發行者提供的指示市場價值而釐定（附註21）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

4. Critical Accounting Estimates and Judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Provision for impairment of receivables

Significant judgment is exercised in the assessment of the collectibility of accounts receivable from each customer and the receivable from an advertising agent, Shenzhou. In making such judgment, management considers a wide range of factors such as results of follow-up procedures performed by sales personnel, customers' and Shenzhou's payment trends including subsequent payments and customers' and Shenzhou's financial positions.

(ii) Income taxes

The Group is subject to income taxes in numerous jurisdictions, including Hong Kong and the PRC. Significant judgment is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. For the Group's tax exposure in the PRC, please refer to Note 7.

4. 重要會計估計及判斷

編製財務報表時作出的估計及判斷會根據過往經驗及其他因素，經常作出評估，包括預期日後在有關情況下出現認為合理的事件。

(a) 重要會計估計及假設

對於將來，本集團會作出估計及假設。嚴格而言，所產生的會計估計甚少與有關的實際結果完全相同。有重大風險而導致下一財政年度資產與負債的賬面值需作大幅修訂的估計及假設在下文論述。

(i) 應收款項減值撥備

整體評估每一客戶的應收款項及來自神州一廣告代理的應收款項之可收回性時須作出重要判斷。於作出判斷時，管理層須考慮諸多因素，如銷售人員的跟進程序結果、客戶及神州的付款意向（包括之後的付款）及客戶及神州的財務狀況。

(ii) 所得稅

本集團須於數個司法權區（包括香港及中國）繳納所得稅。需要作出重要判斷以釐定全球範圍內之所得稅撥備。於日常業務中，眾多交易及計算之最終稅項不易確定。本集團基於估計額外稅項負債到期而確認預期應付稅項負債。當最終稅項結果與最初記錄之稅項款額存在差異時，該差額將影響作出上述釐定期間之所得稅及遞延稅項撥備。有關本集團的中國稅項披露亦請參考附註7。

Notes to the Consolidated Financial Statements 綜合財務報表附註

4. Critical Accounting Estimates and Judgments (continued)

(a) Critical accounting estimates and assumptions (continued)

(iii) *Useful lives of property, plant and equipment*

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and function. It could change significantly as a result of changes in the Group's operations including any future relocation or renovation of the Group's facilities. Management will increase the depreciation charge where useful lives are less than previously estimated, or it will write-off or write-down non-strategic assets that have been abandoned or sold.

4. 重要會計估計及判斷(續)

(a) 重要會計估計及假設(續)

(iii) 物業、廠房及設備之可使用年期

本集團之管理層會為其物業、廠房及設備釐定估計可使用年期及相關折舊費用。此估計乃根據類似性質及功能之物業、廠房及設備之過往經驗進行。此估計會因本集團經營業務之變動(包括日後本集團設備搬遷或翻新)而出現大幅變動。倘可使用年期少於先前所估計者,或將撇銷或撇減已遭廢棄或出售之非策略性資產,則管理層將增加有關折舊費用。

Notes to the Consolidated Financial Statements 綜合財務報表附註

4. Critical Accounting Estimates and Judgments (continued)

(a) Critical accounting estimates and assumptions (continued)

(iv) *Fair value of a property received in a barter transaction*

The Group received a property in a barter transaction during 2006 (please refer to Note 18(b) for details of the transaction). The revenue to be recognised by the Group as a result of the transaction is measured based on the fair value of the property received. The Group determined the fair value of the property upon taking possession of the property by making reference to the price for the property negotiated with the third party counterparty to the transaction and a valuation of the property as at the date of the transaction prepared by an independent valuer.

(b) Critical judgments in applying the Group's accounting policies

Fair value of financial assets at fair value through profit or loss

The fair value of financial assets at fair value through profit or loss that are not traded in an active market is determined by using valuation techniques. The Group adopted the indicative market value provided by the issuers as their best estimate of the fair values of these financial instruments (Note 21). The Group considered that it would be more practicable to benchmark the values of these financial assets at fair value through profit or loss to the indicative market value provided by the issuers of these financial instruments rather than selecting another valuation method. The Group considered that the indicative market values provided by the issuers of these financial instruments were prepared based on financial valuation models and can be relied on.

4. 重要會計估計及判斷(續)

(a) 重要會計估計及假設(續)

(iv) 於易貨交易所接收物業的公平值

本集團於二零零六年度在易貨交易中接收一項物業(有關交易詳情請參考附註18(b))。於進行該交易後,本集團確認之收入乃根據所接收物業之公平值計算。於佔有該物業後,本集團乃經參考與該交易的第三方交易對手磋商之該物業價格及獨立估值師所編製該物業於交易日期的估值後,釐定該物業之公平值。

(b) 於應用本集團會計政策時的重要判斷

按公平值透過損益記賬的財務資產的公平值

並非於活躍市場交易的按公平值透過損益記賬的財務資產之公平值乃使用估值技術釐定。本集團採納由發行者提供的指示市場價值作為其對該等財務工具公平值的最佳估計(附註21)。本集團認為,以此等財務工具發行者提供之上述按公平值透過損益記賬的財務資產之指示市場價值作為基準價,較運用其他估值方法更為可行。本集團認為,此等財務工具發行者提供的指示市場價值乃基於財務估值模型編製且可予倚賴。

Notes to the Consolidated Financial Statements 綜合財務報表附註

5. Revenue and Segment Information

The Group is principally engaged in satellite television broadcasting activities. An analysis of the Group's revenue and other income by nature is as follows:

5. 收入及分類資料

本集團的主要業務為衛星電視廣播業務。按性質分類的本集團收入及其他收入分析如下：

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Revenue	收入		
Advertising sales	廣告銷售	1,037,898	973,310
Subscription sales	收視費收入	45,480	41,511
Magazine advertising and subscription or circulation sales	雜誌廣告及訂購或發行收入	23,512	18,030
Technical services income	技術服務收入	56,391	13,491
Others	其他	15,386	11,325
		1,178,667	1,057,667
Other income	其他收入		
Interest income, net	利息收入淨額	24,503	23,118
Exchange gain, net	匯兌收益淨額	25,583	15,124
Income from certificate of deposit	存款證收入	705	976
Sales of programmes	節目銷售	934	3,715
Fair value gain on financial assets at fair value through profit or loss (realised and unrealised)	按公平值透過損益記賬的財務資產的公平值收益(已變現及未變現)	2,110	4,910
Gain on the formation of a subsidiary (Note 23(a)(iii))	成立一家附屬公司的收益(附註23(a)(iii))	17,500	—
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	664	—
Others, net	其他淨額	11,698	8,646
		83,697	56,489
Total	總計	1,262,364	1,114,156

Notes to the Consolidated Financial Statements 綜合財務報表附註

5. Revenue and Segment Information (continued)

Primary reporting format – business segments

The Group is organised into four main business segments including:

- (i) Television broadcasting – broadcasting of television programmes and commercials and provision of promotion activities;
- (ii) Programme production and ancillary services;
- (iii) New media – provision of website portal and value-added telecommunication services; and
- (iv) Other activities – merchandising services, magazine publication and distribution, and other related services.

5. 收入及分類資料(續)

主要呈報格式－業務分類

本集團包括四項主要業務分類，包括：

- (i) 電視廣播－電視節目及廣告廣播及提供宣傳活動；
- (ii) 節目製作及支援服務；
- (iii) 新媒體－提供入門網站及電訊增值服務；及
- (iv) 其他業務－商品服務、雜誌出版及發行，以及其他相關服務。

Notes to the Consolidated Financial Statements 綜合財務報表附註

5. Revenue and Segment Information (continued) 5. 收入及分類資料(續)

Primary reporting format – business segments (continued)

主要呈報格式－業務分類(續)

Year ended 31 December 2007
截至二零零七年十二月三十一日止年度

		Television broadcasting 電視廣播 \$'000 千元	Programme production and ancillary services 節目製作及 支援服務 \$'000 千元	New media 新媒體 \$'000 千元	Other activities 其他業務 \$'000 千元	Inter- segment elimination 分類間對銷 \$'000 千元	Group 本集團 \$'000 千元
Revenue	收入						
External sales	對外銷售	1,083,379	5,433	56,391	33,464	—	1,178,667
Inter-segment sales	分類間銷售	204	27,392	—	265	(27,861)	—
Total revenue	總收入	1,083,583	32,825	56,391	33,729	(27,861)	1,178,667
Segment results	分類業績	367,699	181	25,313	692	—	393,885
Unallocated income (Note a)	未分配收入(附註a)						79,130
Unallocated expenses (Note b)	未分配費用(附註b)						(142,774)
Profit before share of results of jointly controlled entities, income tax and minority interests	除攤佔共同控制 實體業績、 所得稅及少數 股東權益前溢利						330,241
Share of losses of jointly controlled entities	攤佔共同控制 實體虧損						(1,067)
Income tax expense	所得稅費用						(50,640)
Profit for the year	本年度溢利						278,534
Minority interests	少數股東權益						215
Profit attributable to equity holders of the Company	本公司權益持有人 應佔溢利						278,749
Segment assets (Note c)	分類資產(附註c)	96,195	53,266	82,284	13,299	—	245,044
Unallocated assets (Note c)	未分配資產(附註c)						1,390,498
Total assets	總資產						1,635,542
Segment liabilities (Note d)	分類負債(附註d)	(139,668)	(5,898)	(19,278)	(9,218)	—	(174,062)
Unallocated liabilities (Note d)	未分配負債(附註d)						(51,691)
Total liabilities	總負債						(225,753)
Capital expenditure (Note e)	資本支出(附註e)	(18,612)	(1,081)	(3,517)	—	—	(23,210)
Unallocated capital expenditure	未分配資本支出						(209,876)
							(233,086)
Depreciation	折舊	(23,946)	(1,741)	(1,685)	(60)	—	(27,432)
Provision for impairment of accounts receivable	應收賬款減值撥備	(5,547)	—	—	—	—	(5,547)
Amortisation of purchased programme and film rights	購入節目及電影 版權之攤銷	(17,799)	—	—	—	—	(17,799)
Reversal of previously written- off accounts receivable	先前撇銷應收 賬款之撥回	8,505	—	—	—	—	8,505

Notes to the Consolidated Financial Statements 綜合財務報表附註

5. Revenue and Segment Information (continued) 5. 收入及分類資料(續)

Primary reporting format – business segments (continued)

主要呈報格式 – 業務分類 (續)

		Year ended 31 December 2006 截至二零零六年十二月三十一日止年度					
		Television broadcasting 電視廣播 \$'000 千元	Programme production and ancillary services 節目製作及 支援服務 \$'000 千元	New media 新媒體 \$'000 千元	Other activities 其他業務 \$'000 千元	Inter- segment elimination 分類間對銷 \$'000 千元	Group 本集團 \$'000 千元
Revenue	收入						
External sales	對外銷售	1,014,822	1,914	13,490	27,441	–	1,057,667
Inter-segment sales	分類間銷售	611	24,584	–	30	(25,225)	–
Total revenue	總收入	1,015,433	26,498	13,490	27,471	(25,225)	1,057,667
Segment results	分類業績	351,549	(1,921)	894	(2,984)	–	347,538
Unallocated income (Note a)	未分配收入 (附註a)						45,408
Unallocated expenses (Note b)	未分配費用 (附註b)						(145,603)
Profit before share of results of jointly controlled entities, income tax and minority interests	除攤佔共同控制 實體業績、 所得稅及少數 股東權益前溢利						247,343
Share of losses of jointly controlled entities	攤佔共同控制實體虧損						(1,518)
Income tax expense	所得稅費用						(34,938)
Profit for the year	本年度溢利						210,887
Minority interests	少數股東權益						1,498
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利						212,385
Segment assets (Note c)	分類資產 (附註c)	64,385	68,454	17,038	10,191	–	160,068
Unallocated assets (Note c)	未分配資產 (附註c)						1,273,282
Total assets	總資產						1,433,350
Segment liabilities (Note d)	分類負債 (附註d)	(27,006)	(5,281)	(11,888)	(10,273)	–	(54,448)
Unallocated liabilities (Note d)	未分配負債 (附註d)						(212,214)
Total liabilities	總負債						(266,662)
Capital expenditure (Note e)	資本支出 (附註e)	(11,678)	(2,789)	(3,417)	–	–	(17,884)
Unallocated capital expenditure	未分配資本支出						(67,979)
							(85,863)
Depreciation	折舊	(18,533)	(2,883)	(1,897)	(60)	–	(23,373)
Impairment of purchased programme and film rights	購入節目及電影 版權減值	(1,680)	–	–	–	–	(1,680)
Provision for impairment of accounts receivable	應收賬款減值 撥備	(16,293)	–	–	–	–	(16,293)
Amortisation of purchased programme and film rights	購入節目及電影 版權之攤銷	(17,011)	–	–	–	–	(17,011)
Reversal of previously written- off accounts receivable	先前撇銷應收 賬款之撥回	12,152	–	–	–	–	12,152

Notes to the Consolidated Financial Statements 綜合財務報表附註

5. Revenue and Segment Information (continued)

Primary reporting format – business segments (continued)

Note:

- (a) Unallocated income represents income recognised on formation of a subsidiary with another third party investor to undertake the outdoor media business (Note 23 (a)(iii)), and other gains such as exchange gain, interest income, fair value gain on financial assets and liabilities (realised and unrealised).

- (b) Unallocated expenses represent primarily:

- corporate staff costs;
- office rental;
- general administrative expenses; and
- marketing and advertising expenses that relate to the Group as a whole.

- (c) Segment assets consist primarily of purchased programme and film rights, broadcast operations and other equipments (Note 18), inventories, accounts receivable, and self-produced programmes.

Unallocated assets comprise property, plant and equipment other than broadcast operations and other equipments (Note 18), lease premium for land, intangible assets, investments in jointly controlled entities, available-for-sale financial assets, financial assets at fair value through profit or loss, amounts due from related companies, deferred income tax assets, prepayments, deposits and other receivables, loans and receivables, and cash and cash equivalents.

- (d) Segment liabilities consist primarily of certain payables and deferred income.

Unallocated liabilities comprise of provision for asset retirement reinstatement, deferred income tax liabilities, other payables and accruals, amounts due to related companies and profits tax payable.

- (e) Capital expenditure comprises additions to property, plant and equipment, lease premium for land and intangible assets.

5. 收入及分類資料(續)

主要呈報格式－業務分類(續)

附註：

- (a) 未分配收入指就與另一位第三方投資者成立一家附屬公司以進行戶外媒體業務而確認的收益(附註23(a)(iii))及其他收益，如滙兌收益、利息收入、財務資產及負債的公平值收益(已變現及未變現)。

- (b) 未分配費用主要為：

- 集團員工成本；
- 辦公室租金；
- 一般行政開支；及
- 與本集團整體有關的市場推廣及廣告費用。

- (c) 分類資產主要由已購買節目及電影版權、廣播運營及其他設備(附註18)、存貨、應收帳款及自製節目組成。

未分配資產包括其他物業、廠房及設備(廣播營運及其他設備除外)(附註18)、土地租金、無形資產、投資於共同控制實體、可供出售之財務資產、按公平值透過損益記賬的財務資產、應收有關連公司款項、遞延所得稅項資產、預付款項、按金及其他應收款項、貸款及應收款項及現金及現金等值物。

- (d) 分類負債主要由若干應付款項及遞延收入。

未分配負債包括報廢資產復原撥備、遞延所得稅項負債、其他應付款項及應計費用、應付有關連公司款項及應付利得稅。

- (e) 資本支出包括添置物業、廠房及設備、土地租賃費用以及無形資產。

Notes to the Consolidated Financial Statements 綜合財務報表附註

5. Revenue and Segment Information (continued) 5. 收入及分類資料(續)

Secondary reporting format – geographical segments

第二呈報格式 – 地區分類

		Year ended 31 December 2007 截至二零零七年十二月三十一日止年度		
		Revenue 收入 \$'000 千元	Total assets 總資產 \$'000 千元	Capital expenditure 資本支出 \$'000 千元
The People's Republic of China (including Hong Kong)	中華人民共和國 (包括香港)	1,092,995	1,593,612	230,729
United States	美國	41,747	18,664	813
Europe	歐洲	18,488	18,101	1,118
Others	其他	25,437	5,165	426
		1,178,667	1,635,542	233,086

		Year ended 31 December 2006 截至二零零六年十二月三十一日止年度		
		Revenue 收入 \$'000 千元	Total assets 總資產 \$'000 千元	Capital expenditure 資本支出 \$'000 千元
The People's Republic of China (including Hong Kong)	中華人民共和國 (包括香港)	985,536	1,390,662	84,143
United States	美國	30,600	20,828	380
Europe	歐洲	18,014	16,030	436
Others	其他	23,517	5,830	904
		1,057,667	1,433,350	85,863

Revenue is based on the country in which the customer is located. Total assets and capital expenditure are based on the country where the assets are located.

收入乃基於客戶所在的國家計算。總資產及資本支出乃基於資產所在的國家計算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

6. Profit Before Income Tax

6. 經營溢利

The following items have been credited/charged to the profit before income tax during the year:

下列各項已在本年度內於除所得稅前溢利內計入／扣除：

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Crediting	計入		
Fair value gain on financial assets at fair value through profit or loss (realised and unrealised)	按公平值透過損益記賬 的財務資產的公平值 收益(已變現及未變現)	2,110	4,910
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	664	—
Reversal of previously written off accounts receivable	先前撤銷應收賬款之撥回	8,505	12,152
Reversal of provision for impairment of accounts receivable	應收賬款減值撥備撥回	5,192	—
Gain on the formation of a subsidiary	成立一家附屬公司之收益	17,500	—
Charging	扣除		
Amortisation of purchased programme and film rights	購入節目及電影版權之攤銷	17,799	17,011
Production costs of self-produced programmes	自製節目製作成本	133,130	119,786
Transponder rental (Note 34(j), (k), (l))	轉發器租金 (附註34(j)、(k)、(l))	21,052	17,000
Provision for impairment of accounts receivable	應收賬款減值撥備	5,547	16,293
Provision for impairment of prepayments, deposits and other receivables	預付款項、按金及其他 應收款項之減值撥備	6,874	—
Employee benefit expenses (including Directors' emoluments) (Note 11)	僱員福利開支 (包括董事酬金) (附註11)	296,407	263,418
Operating lease rental in respect of	下列經營租賃租金		
– Directors' quarters	– 董事宿舍	1,322	1,202
– Land and buildings of third parties	– 第三者的土地及樓宇	18,842	17,959
Depreciation expenses	折舊費用	27,432	23,373
Amortisation of lease premium for land	土地租賃費用之攤銷	1,402	540
Auditor's remuneration	核數師酬金	2,835	2,410
Impairment of property, plant and equipment	物業、廠房及設備之減值	226	677
Impairment of purchased programme and film rights	購入節目及電影版權之減值	—	1,680

Notes to the Consolidated Financial Statements 綜合財務報表附註

7. Income Tax Expense

Hong Kong profits tax has been provided at the rate of 17.5% (2006: 17.5%) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

7. 所得稅費用

香港利得稅乃按本年度估計應課稅溢利以 17.5% (二零零六年: 17.5%) 稅率撥備。海外溢利稅項乃根據本年度的估計應課稅溢利, 按本集團業務所在國家的適用稅率計算。

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Current income tax	現時所得稅：		
– Hong Kong profits tax	– 香港利得稅	43,825	45,532
– Overseas taxation	– 海外稅項	3	51
– (Over)/under provision of Hong Kong profits tax in the prior year	– 於過往年度香港利得稅 (超額撥備) / 撥備不足	(1,844)	375
Deferred income tax (Note 30)	遞延所得稅 (附註 30)	8,656	(11,020)
		50,640	34,938

On 20 January 1998, the PRC State Administration of Taxation granted a Tax Ruling of Business Tax and Foreign Enterprise Income Tax on certain of the Group's advertising fees collected from Shenzhou Television Company Ltd. ("Shenzhou") in the PRC (Note 13) (the "Ruling"). The Group has dealt with the aforementioned taxes according to the Ruling in the consolidated financial statements. However, PRC tax laws and regulations and the interpretations thereof may change in the future such that the Group would be subject to PRC taxation on certain income deemed to be sourced in the PRC other than Hong Kong. The Group will continue to monitor developments in the PRC tax regime in order to assess the ongoing applicability and validity of the Ruling.

於一九九八年一月二十日, 中國國家稅務總局就本集團自中國神州電視有限公司 (「神州」) 收取若干廣告費發出營業稅及外商投資企業所得稅稅務裁定 (附註 13) (「該裁定」)。本集團已根據該裁定於綜合財務報表內處理上述稅項。然而, 中國有關稅收法律及法規及詮釋日後可能變動, 則本集團須就若干被視為於中國而非香港取得之收入繳納中國稅項。本集團將繼續觀察中國稅法體制之發展以評估該裁定之適用及有效性。

Notes to the Consolidated Financial Statements 綜合財務報表附註

7. Income Tax Expense (continued)

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the tax rate of the location in which the Company operates as follows:

7. 所得稅費用(續)

本集團根據除稅前溢利計算的稅項，與採用本公司經營所在地區的稅率而產生之理論款額的差異如下：

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Profit before income tax	除所得稅前溢利	329,174	245,825
Calculated at a taxation rate of 17.5% (2006: 17.5%)	根據稅率17.5%計算 (二零零六年：17.5%)	57,605	43,019
Income not subject to taxation	毋須課稅收入	(14,266)	(10,823)
Expenses not deductible for taxation purposes	不可就課稅而扣減費用	11,095	10,273
Tax losses not recognised	未確認稅項虧損	6,973	9,431
Effect of tax holiday granted to PRC subsidiaries	授予中國附屬公司稅項減免期的影響	(4,617)	—
Utilisation of previously unrecognised tax losses	動用先前未確認稅項虧損	(4,309)	(3,631)
Recognition of deferred tax asset arising from previously unrecognised tax losses	確認因先前未確認稅項虧損而 產生之遞延稅項資產	—	(13,900)
Provision for overseas operations (Over)/under provision of Hong Kong profits tax in prior years	海外經營業務撥備 於過往年度香港利得稅 (超額撥備)/撥備不足	3	51
Others	其他	(1,844)	375
		—	143
Tax expense	稅項費用	50,640	34,938

The weighted average applicable tax rate was 16% (2006: 17%).

加權平均適用稅率為16% (二零零六年：17%)。

8. Loss Attributable to Equity Holders of the Company

The loss attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK\$1,287,000 (2006: HK\$1,276,000).

8. 本公司權益持有人應佔虧損

本公司權益持有人應佔虧損1,287,000港元(二零零六年：1,276,000港元)已計入本公司的財務報表。

Notes to the Consolidated Financial Statements 綜合財務報表附註

9. Dividends

The 2006 final dividends paid during the year ended 31 December 2007 were HK\$69,243,000 (HK\$0.014 per share). A dividend in respect of 2007 of HK\$0.018 per share, amounting to a total dividend of HK\$89,108,000 estimated based upon the number of outstanding shares of approximately 4,950,422,000 as at 31 December 2007, was proposed by the Directors at a Board of Directors meeting held on 7 March 2008. These financial statements do not reflect this dividend payable.

9. 股息

於截至二零零七年十二月三十一日止年度支付的二零零六年末期股息為69,243,000港元(每股0.014港元)。董事已於二零零八年三月七日舉行的董事會會議上提呈二零零七年股息每股0.018港元，(根據於二零零七年十二月三十一日之已發行股份數目約4,950,422,000股計算)估計合共為89,108,000港元。此等財務報表並未反映是次應付股息。

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Proposed final dividend of HK\$0.018 (2006: HK\$0.014) per share	建議末期股息每股0.018港元 (二零零六年：0.014港元)	89,108	69,243

10. Earnings Per Share

Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

10. 每股盈利

基本

每股基本盈利乃根據本公司權益持有人應佔溢利除以年內已發行普通股的加權平均數計算。

		2007 二零零七年	2006 二零零六年
Profit attributable to equity holders of the Company (\$'000)	本公司權益持有人應佔溢利(千元)	278,749	212,385
Weighted average number of ordinary shares in issue ('000)	已發行普通股的加權平均數(千股)	4,946,338	4,940,000
Basic earnings per share (Hong Kong cents)	每股基本盈利(港仙)	5.64	4.30

Notes to the Consolidated Financial Statements 綜合財務報表附註

10. Earnings Per Share (continued)

Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares which is share options. A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options. Where the number of shares so calculated is smaller than the number of shares that would have been issued assuming the exercise of all the outstanding share options, the difference represents potential dilutive shares and is added to the weighted average number of ordinary shares in issue to arrive at the weighted average number of ordinary shares for diluted earnings per share.

10. 每股盈利(續)

攤薄

每股攤薄盈利乃在假設所有攤薄潛在普通股已轉換的情況下，根據已發行普通股的經調整加權平均數計算。本公司有一類攤薄潛在普通股，即購股權。本公司乃根據尚未行使購股權所附帶的認購權幣值進行計算，以釐定可按公平值（按本公司股份於期間的平均市場股價而定）購入的股份數目。上述計算所得的股份數目乃與假設該等購股權獲行使後將會發行的股份數目比較。倘按此計算的股份數目少於假設所有未行使購股權獲行使後將會發行的股份數目，則有關差額即潛在攤薄股份乃加入至已發行普通股的加權平均數，以達致用於釐定每股攤薄盈利的普通股加權平均數。

		2007 二零零七年	2006 二零零六年
Profit attributable to equity holders of the Company used to determine diluted earnings per share ('000)	用於釐定每股攤薄盈利的本公司權益持有人應佔溢利(千元)	278,749	212,385
Weighted average number of ordinary shares in issue ('000)	已發行普通股的加權平均數(千股)	4,946,338	4,940,000
Adjustment for share options ('000)	就購股權作出的調整(千股)	15,383	5,582
Weighted average number of ordinary shares for diluted earnings per share ('000)	用於釐定每股攤薄盈利的普通股加權平均數(千股)	4,961,721	4,945,582
Diluted earnings per share (Hong Kong cents)	每股攤薄盈利(港仙)	5.62	4.29

Notes to the Consolidated Financial Statements 綜合財務報表附註

11. Employee Benefit Expenses (Including Directors' Emoluments)

11. 僱員福利費用(包括董事酬金)

		2007 二零零七年 \$'000 千元	2006 二零零六年 HK\$'000 千元
Wages, salaries and other allowances	工資、薪金及其他津貼	284,025	251,010
Unutilised annual leave	未用年假	406	1,544
Pension costs – defined contribution plan, net of forfeited contributions (Note a)	退休金成本 – 定額供款計劃 (扣除被沒收供款) (附註a)	11,976	10,864
		296,407	263,418

(a) Pensions – defined contribution plans

The Group operates a number of defined contribution pension schemes in accordance with the respective subsidiaries' local practices and regulations. The Group is obligated to contribute funding to these plans based on various percentages of the employees' salaries or a fixed sum per employee with reference to their salary level. The assets of these schemes are generally held in separate trustee administered funds.

- (i) Employees in Hong Kong are provided with a defined contribution provident fund scheme and the Group is required to make monthly contribution to the scheme based on 10% of the employees' basic salaries. Forfeited contributions are used to offset the employer's future contributions. For the year ended 31 December 2007, the aggregate amount of the employer's contributions was approximately HK\$11,613,000 (2006: HK\$11,037,000) and the total amount of forfeited contributions was approximately HK\$1,613,000 (2006: HK\$1,875,000).

Since 1 December 2000, the employees in Hong Kong can elect to join the Mandatory Provident Fund Scheme (the "MPF Scheme"). The MPF Scheme was introduced pursuant to the Mandatory Provident Fund legislation introduced in 2000. Under the MPF Scheme, the Group and each of the employees make monthly contribution to the scheme at 5% of the employees' relevant income as defined under the Mandatory Provident Fund legislation.

(a) 退休金 – 定額供款計劃

本集團按照各附屬公司所在的當地慣例及法規設有多項定額供款退休金計劃。本集團須按僱員薪金的不同資金比率或參照薪級表後按每名僱員以固定金額向該等計劃提供資金。該等計劃的資產一般由所管理基金的獨立信託人持有。

- (i) 香港僱員乃獲提供定額供款公積金計劃，而本集團須每月按僱員基本薪金的10%向該計劃作出供款。被沒收供款乃用於抵銷僱主的未來供款。截至二零零七年十二月三十一日止年度，僱員的供款總額為約11,613,000港元(二零零六年：11,037,000港元)，而被沒收供款總額為約1,613,000港元(二零零六年：1,875,000港元)。

自二零零零年十二月一日起，香港僱員可選擇加入強制性公積金計劃(「強積金計劃」)。強積金計劃乃根據於二零零零年頒佈的強制性公積金法例而推出。根據強積金計劃，本集團及各位僱員每月按僱員相關收入的5%(定義見強制性公積金法例)向該計劃作出供款。

Notes to the Consolidated Financial Statements 綜合財務報表附註

11. Employee Benefit Expenses (Including Directors' Emoluments) (continued)

(a) Pensions – defined contribution plans (continued)

(i) (continued)

Both the employer's and the employees' contributions are subject to a cap of monthly relevant income of HK\$20,000 for each employee. For those employees with monthly relevant income less than HK\$5,000, since 1 February 2003, the employees' contributions are voluntary.

For the year ended 31 December 2007, the aggregate amount of employer's contributions made by the Group to the MPF Scheme was approximately HK\$2,192,000 (2006: HK\$1,296,000) and no contribution was forfeited (2006: HK\$40,000).

- (ii) Pursuant to the relevant local regulations of the countries where the overseas subsidiaries of the Group are located, these subsidiaries participate in respective government retirement benefit schemes and/or set up their own schemes (collectively, the "Schemes") whereby they are required to contribute to the Schemes to fund the retirement benefits of the eligible employees. Contributions made to the Schemes are calculated either based on certain percentages of the applicable payroll costs or fixed sums for each employee with reference to a salary scale, as stipulated under the requirements in the respective countries. The Group has no further obligation beyond the required contributions. The contributions under the Schemes are charged to the consolidated income statement as incurred.

11. 僱員福利費用(包括董事酬金)(續)

(a) 退休金 – 定額供款計劃(續)

(i) (續)

僱主及僱員的供款均須受各位僱員每月相關收入20,000港元的上限所規限。至於每月相關收入少於5,000港元的僱員，自二零零三年二月一日起，該等僱員可自願作出供款。

截至二零零七年十二月三十一日止年度，本集團向強積金計劃作出的僱主供款總額為約2,192,000港元(二零零六年：1,296,000港元)，且並無被沒收供款(二零零六年：40,000港元)。

- (ii) 根據本集團海外附屬公司所在國家的相關地方法規，該等附屬公司參與各自的政府退休福利計劃，及／或設立其本身的計劃(統稱「有關計劃」)，據此，彼等須向有關計劃作出供款，以為合資格僱員的退休福利提供資金。向有關計劃作出的供款乃根據各位僱員的適用薪資成本的若干百分比或固定金額計算，並參考各國家的法規所規定的薪金範圍。本集團並無任何其他超出所規定供款的責任。該等計劃下的供款乃於作出時於綜合收益表中扣除。

Notes to the Consolidated Financial Statements 綜合財務報表附註

11. Employee Benefit Expenses (Including Directors' Emoluments) (continued)

(b) Directors' and senior management's emoluments

The remuneration of every Director for the year ended 31 December 2007 is set out below:

Name of Director 董事姓名	Fees 袍金 \$'000 千元	Salary 薪金 \$'000 千元	Discretionary bonuses 酌情發放的花紅 \$'000 千元	Quarters and housing allowance 宿舍及房屋津貼 \$'000 千元	Employer's contribution to pension scheme 僱主向退休金計劃作出的供款 \$'000 千元	Total 總計 \$'000 千元
1. LIU Changle 劉長樂	—	4,963	1,800	924	458	8,145
2. CHUI Keung 崔強	—	2,033	1,200	1,000	188	4,421
3. WANG Ji Yan 王紀言	—	1,772	1,000	875	163	3,810
4. LAU Yu Leung, John 劉禹亮	—	—	—	—	—	—
5. LO Ka Shui 羅嘉瑞	200	—	—	—	—	200
6. XU Gang 許剛 (resigned on 12 Jan 2007) (於二零零七年一月十二日辭任)	—	—	—	—	—	—
7. GONG Jianzhong 龔建中	—	—	—	—	—	—
8. LEUNG Hok Lim 梁學濂	200	—	—	—	—	200
9. Thaddeus Thomas BECZAK Thaddeus Thomas BECZAK	200	—	—	—	—	200
10. GAO Nianshu 高念書	—	—	—	—	—	—
11. LU Xiangdong 魯向東	—	—	—	—	—	—
12. Paul Francis AIELLO Paul Francis AIELLO	—	—	—	—	—	—

As of 31 December 2007, Mr. LIU Changle, Mr. CHUI Keung and Mr. WANG Ji Yan had outstanding share options to purchase 5,320,000 (2006: 5,320,000), 3,990,000 (2006: 3,990,000) and 3,990,000 (2006: 3,990,000) shares of the Company at HK\$1.08 per share, respectively. No options were exercised during 2007 and the fair values of these options have not been included in the directors' emoluments disclosed above. The above outstanding share options had vested as at 31 December 2007.

11. 僱員福利費用(包括董事酬金)(續)

(b) 董事及高級管理人員的酬金

每名董事截至二零零七年十二月三十一日止年度的酬金載列如下：

於二零零七年十二月三十一日，劉長樂先生、崔強先生及王紀言先生分別擁有可按每股1.08港元認購5,320,000股(二零零六年：5,320,000股)、3,990,000股(二零零六年：3,990,000股)及3,990,000股(二零零六年：3,990,000股)本公司股份的未行使購股權。購股權並無於二零零七內獲行使，而該等購股權的公平值亦未計入上文所披露的董事酬金內。上述未行使購股權已於二零零七年十二月三十一日歸屬。

Notes to the Consolidated Financial Statements 綜合財務報表附註

11. Employee Benefit Expenses (Including Directors' Emoluments) (continued)

(b) Directors' and senior management's emoluments (continued)

The remuneration of every Director for the year ended 31 December 2006 is set out below:

11. 僱員福利費用(包括董事酬金)(續)

(b) 董事及高級管理人員的酬金(續)

每名董事截至二零零六年十二月三十一日止年度的酬金載列如下：

Name of Director	Fees	Salary	Discretionary bonuses	Quarters and housing allowance	Employer's contribution to pension scheme	Total
董事姓名	袍金 \$'000 千元	薪金 \$'000 千元	酌情發放的 花紅 \$'000 千元	宿舍及 房屋津貼 \$'000 千元	僱主向 退休金計劃 作出的供款 \$'000 千元	總計 \$'000 千元
1. LIU Changle	劉長樂	—	4,818	1,500	879	7,642
2. CHUI Keung	崔強	—	1,974	700	971	3,827
3. WANG Ji Yan	王紀言	—	1,722	700	848	3,429
(appointed on 29 September 2006)	(於二零零六年九月二十九日獲委任)					
(Note A)	(附註A)					
4. Michelle Lee GUTHRIE	Michelle Lee GUTHRIE	—	—	—	159	—
(resigned on 29 September 2006)	(於二零零六年九月二十九日辭任)					
5. LAU Yu Leung, John	劉禹亮	—	—	—	—	—
6. CHEUNG Chun On, Daniel	張鎮安	—	—	—	—	—
(resigned on 29 September 2006)	(於二零零六年九月二十九日辭任)					
7. LO Ka Shui	羅嘉瑞	200	—	—	—	200
8. CHEUNG San Ping	張新兵	—	—	—	—	—
(resigned on 29 September 2006)	(於二零零六年九月二十九日辭任)					
9. XU Gang	許剛	—	—	—	—	—
10. GONG Jianzhong	龔建中	—	—	—	—	—
11. LEUNG Hok Lim	梁學濂	200	—	—	—	200
12. Thaddeus Thomas BECZAK	Thaddeus Thomas BECZAK	200	—	—	—	200
13. GAO Nianshu	高念書	—	—	—	—	—
(appointed on 29 September 2006)	(於二零零六年九月二十九日獲委任)					
14. LU Xiangdong	魯向東	—	—	—	—	—
(appointed on 29 September 2006)	(於二零零六年九月二十九日獲委任)					
15. Paul Francis AIELLO	Paul Francis AIELLO	—	—	—	—	—
(appointed on 29 September 2006)	(於二零零六年九月二十九日獲委任)					

Note A: Mr. WANG Ji Yan was appointed as a Director effective from 29 September 2006, the amount of remuneration covers full year 2006.

附註A：王紀言先生已獲委任為董事，由二零零六年九月二十九日起生效，酬金數額涵蓋二零零六年全年。

Notes to the Consolidated Financial Statements 綜合財務報表附註

11. Employee Benefit Expenses (Including Directors' Emoluments) (continued)

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2007 include three (2006: three) Executive Directors whose emoluments are reflected in the analysis presented in (a) above. The emoluments paid/payable to the remaining two (2006: two) individuals during the year are as follows:

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Salaries	薪金	4,198	4,076
Discretionary bonus	酌情發放的花紅	800	1,400
Housing allowance	房屋津貼	2,069	2,009
Pension fund	退休金	388	376
Compensation and others	補償金及其他	2,943	—
		10,398	7,861

The emoluments of the remaining two (2006: two) individuals fell within the following bands:

		Number of individuals 人數	
Emolument band 酬金範圍		2007 二零零七年	2006 二零零六年
HK\$3,000,001 – HK\$3,500,000	3,000,001 港元 – 3,500,000 港元	—	1
HK\$3,500,001 – HK\$4,000,000	3,500,001 港元 – 4,000,000 港元	1	—
HK\$4,000,001 – HK\$4,500,000	4,000,001 港元 – 4,500,000 港元	—	1
HK\$6,500,001 – HK\$7,000,000	6,500,001 港元 – 7,000,000 港元	1	—

During the year, no emoluments or incentive payments were paid or payable to the five highest paid individuals as an inducement to join the Group or as compensation for loss of office except as disclosed above (2006: Nil).

11. 僱員福利費用(包括董事酬金)(續)

(c) 五位最高薪人士

截至二零零七年十二月三十一日止年度，本集團五位最高薪人士中，包括三名(二零零六年：三名)執行董事，彼等酬金於上文(a)呈列的分析內反映。年內餘下兩名(二零零六：兩名)人士支付／應付的酬金如下：

餘下兩名(二零零六年：兩名)人士的酬金介乎以下範圍：

除上文所披露者外，年內並無向五位最高薪人士支付或應付任何酬金或獎勵補償，以作為加入本集團的獎勵或作為退任補償(二零零六年：無)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

12. Accounts Receivable, Net

12. 應收賬款淨額

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Accounts receivable	應收賬款	34,289	70,938
Less: Provision for impairment of receivables	減：應收賬款減值撥備	(8,623)	(14,779)
		25,666	56,159

The carrying amounts of accounts receivable, net, approximate their fair value.

The Group has appointed an advertising agent in the PRC to promote the sales of the Group's advertising airtime and programme sponsorship and collect advertising revenues within the PRC on behalf of the Group (Note 13). The Group generally requires customers to pay in advance.

The ageing analysis of the accounts receivable from customers is as follows:

應收賬款淨額的賬面值與彼等的公平值相近。

本集團已於中國委任一廣告代理，藉以於中國境內推廣本集團的廣告時段銷售及節目贊助，並替本集團收取廣告收入(附註13)。本集團一般要求客戶須預先支付款項。

應收客戶賬款的賬齡分析如下：

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
0-30 days	0至30日	10,320	31,446
31-60 days	31至60日	6,062	10,780
61-90 days	61至90日	3,843	4,343
91-120 days	91至120日	2,821	5,644
Over 120 days	120日以上	11,243	18,725
		34,289	70,938
Less: Provision for impairment of receivables	減：應收賬款減值撥備	(8,623)	(14,779)
		25,666	56,159

Notes to the Consolidated Financial Statements 綜合財務報表附註

12. Accounts Receivable, Net (continued)

The carrying amounts of the Group's accounts receivable are denominated in the following currencies:

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
RMB	人民幣	21,451	60,029
US\$	美元	6,789	7,509
UK pound	英鎊	6,049	3,400
		34,289	70,938

Movements on the provision for impairment of accounts receivable are as follows:

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
At 1 January	於一月一日	(14,779)	(127,065)
Provision for impairment of accounts receivable	應收賬款減值撥備	(5,547)	(16,293)
Receivables written off during the year as uncollectible	年內撇銷不可收回的應收款項	6,463	128,593
Reversal of provision for impairment of accounts receivable	應收賬款減值撥備撥回	5,192	—
Exchange difference	匯兌差額	48	(14)
At 31 December	於十二月三十一日	(8,623)	(14,779)

The creation and release of provision for impairment of accounts receivable have been included in selling, general and administrative expenses in the income statement. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

There is no concentration of credit risk with respect to accounts receivable because the Group has a large number of customers.

12. 應收賬款淨額(續)

本集團應收賬款的賬面值以下列貨幣計值：

應收賬款減值撥備的變動如下：

應收賬款減值撥備之增加及撥回已計入收益表中銷售、一般及行政費用項下。當預期不收回額外現金時，一般會撇銷於備抵賬扣除之款項。

由於本集團擁有大量客戶，故本集團並無有關應收賬款的信貸集中風險。

Notes to the Consolidated Financial Statements 綜合財務報表附註

12. Accounts Receivable, Net (continued)

The Group has recognised a loss of HK\$5,547,000 (2006: HK\$16,293,000) for the impairment of its accounts receivable for the year ended 31 December 2007. The loss has been included in selling, general and administrative expenses in the consolidated income statement. The Group has written off HK\$6,463,000 (2006: HK\$128,579,000) of accounts receivable against the provision for impairment of accounts receivable made in prior years during the year. The Group has also reversed HK\$8,505,000 (2006: HK\$12,152,000) of previously written-off accounts receivable during the year.

As at 31 December 2007 accounts receivable of approximately HK\$25,666,000 (2006: HK\$56,159,000) were past due but not impaired. These related to a number of independent customers for whom there is no recent history of default. The ageing analysis of these accounts receivable is as follows:

12. 應收賬款淨額(續)

於截至二零零七年十二月三十一日止年度內，本集團就其應收賬款減值而確認虧損5,547,000港元(二零零六年：16,293,000港元)。該虧損已計入綜合收益表中銷售、一般及行政費用項下。本集團已於本年度內就過往年度作出之應收賬款減值撥備撇銷6,463,000港元(二零零六年：128,579,000港元)之應收賬款。本集團亦已於本年度內撥回先前撇銷之應收賬款8,505,000港元(二零零六年：12,152,000港元)。

於二零零七年十二月三十一日，應收賬款約25,666,000港元(二零零六年：56,159,000港元)已到期但未予減值。該等款項乃與多名近期並無違約紀錄之獨立客戶有關。該等應收賬款之賬齡分析如下：

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Up to 90 days	0至90日	20,225	46,569
91 – 180 days	91至180日	5,132	8,969
Over 180 days	180日以上	309	621
		25,666	56,159

13. Prepayments, Deposits and Other Receivables

Included in prepayments, deposits and other receivables is an amount of approximately RMB357,994,000 (HK\$377,501,000) (2006: RMB346,928,000 or HK\$344,263,000) owing from an advertising agent, Shenzhou, in the PRC. The amount represents advertising revenue collected, net of expenses incurred by Shenzhou on behalf of the Group. The balance is unsecured and bears interest at prevailing bank interest rates.

The Group has set up a commercial and trust arrangement with Shenzhou, details of which have been disclosed in the announcement made by the Company on 25 September 2002.

13. 預付款項、按金及其他應收款項

預付款項、按金及其他應收款項包括一筆應收中國廣告代理神州的款項約人民幣357,994,000元(377,501,000港元)(二零零六年：人民幣346,928,000元或344,263,000港元)。此款項為神州代表本集團收取的廣告收入(已扣除支出)。結餘為無抵押及按現行銀行利率計息。

本集團與神州已訂立一項商業及信託安排，詳情已在本公司於二零零二年九月二十五日刊發的公告內披露。

Notes to the Consolidated Financial Statements 綜合財務報表附註

13. Prepayments, Deposits and Other Receivables (continued)

The Trust Law in the PRC enacted in recent years has not laid out specific detailed implementation rules applicable to trust arrangements such as that of the Group with Shenzhou, therefore the extent of the enforceability of the arrangement is still unclear. Although the management recognises that the present arrangement is the only legally viable arrangement, the management will continue to monitor and explore alternatives to improve the situation.

The management of the Group is of the opinion that the amount owing from Shenzhou of approximately RMB357,994,000 (HK\$377,501,000) as at 31 December 2007 is fully recoverable and no provision is required. The balance is repayable on demand and is not pledged.

The carrying amounts of prepayments, deposits and other receivables approximate their fair values.

13. 預付款項、按金及其他應收款項(續)

然而，中國近年推出的信託法對本集團與神州的信託安排而言並無詳細的落實規定，因此，未能肯定該安排中可依法執行的範圍。雖然管理層了解到現行安排乃法律上唯一可行的安排，但管理層將繼續監察及研究其他可行辦法以改善有關情況。

本集團管理層認為，於二零零七年十二月三十一日神州結欠之款項約人民幣357,994,000元(377,501,000港元)將可悉數收回，故此毋須作出撥備。有關款項按要求時償還，且並無抵押。

預付款項、按金及其他應收款項的眼面值與彼等的公平值相近。

14. Inventories

14. 存貨

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Decoder devices and satellite receivers	解碼器器材及衛星接收器	4,585	4,952

The cost of inventories recognised as expense and included in other income, net, amounted to HK\$615,000 (2006: HK\$626,000).

存貨成本為數615,000港元(二零零六年：626,000港元)已確認作費用，並計入其他收入淨額項下。

Notes to the Consolidated Financial Statements 綜合財務報表附註

15. Amounts due from/to Related Companies

15. 應收／應付有關連公司款項

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Amounts due from related companies	應收有關連公司款項	3,840	38
Amounts due to related companies	應付有關連公司款項	(3,506)	(4,743)

At 31 December 2007, the ageing analysis of the amounts due from/to related companies, were as follows:

於二零零七年十二月三十一日，應收／付有關連公司款項之賬齡分析如下：

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Amounts due from related companies	應收有關連公司款項		
0 – 90 days	0 至 90 日	3,745	26
91 – 120 days	91 至 120 日	—	—
over 120 days	120 日以上	95	12
		3,840	38
Amounts due to related companies	應付有關連公司款項		
0 – 90 days	0 至 90 日	3,503	4,740
91-120 days	91 至 120 日	—	—
over 120 days	120 日以上	3	3
		3,506	4,743

The outstanding balances with related companies are aged less than one year and are unsecured, non-interest bearing and repayable on demand (2006: Same).

有關連公司的未支付結餘賬齡少於一年，並為無抵押、免息及按要求償還（二零零六年：同）。

The carrying amounts of amounts due from/to related companies approximate their fair values.

應收／付有關連公司款項的賬面值與其公平值相若。

Notes to the Consolidated Financial Statements 綜合財務報表附註

16. Purchased Programme and Film Rights, Net

16. 購入節目及電影版權淨額

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Balance, beginning of year	年初結餘	17,976	20,109
Additions	添置	20,612	16,728
Amortisation	攤銷	(17,799)	(17,011)
Impairment loss	減值虧損	—	(1,680)
Others	其他	(77)	(170)
Balance, end of year	年終結餘	20,712	17,976
Less: Purchased programme and film rights — current portion	減：購入節目及電影版權 — 短期部份	(2,889)	(4,061)
		17,823	13,915

Notes to the Consolidated Financial Statements 綜合財務報表附註

17. Lease Premium for Land

The Group's interests in land use rights represent prepaid operating lease payments and their net book value are analysed as follows:

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
In Hong Kong, held on:	於香港，持有：		
Leases of over 10 to 50 years	超過10至50年的租賃	39,547	—
Outside Hong Kong, held on:	香港境外，持有：		
Leases of over 10 to 50 years	超過10至50年的租賃	93,263	74,696
		132,810	74,696
		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Balance, beginning of year	年初結餘	74,696	—
Additions (Note a)	添置 (附註a)	60,100	75,236
Amortisation (Note b)	攤銷費用 (附註b)	(1,986)	(540)
Balance, end of year	年終結餘	132,810	74,696

(a) Additions for the year ended 31 December 2007 represented:

- (i) Taxes amounting to HK\$2,322,000 paid for the title registration for the land use rights of a villa (the "Villa") received in a barter transaction with Mission Hills Group Limited ("Mission Hills") in the PRC (Note 18(b)).

本集團於土地使用權之權益指預付經營租賃付款，及其賬面淨值分析如下：

(a) 截至二零零七年十二月三十一日止年度的添置指：

- (i) 於中國就與駿豪集團有限公司 (「駿豪」) 進行的易貨交易所接收別墅 (「該別墅」) 的土地使用權之業權登記而支付的稅項為數2,322,000港元 (見附註18(b))。

Notes to the Consolidated Financial Statements 綜合財務報表附註

17. Lease Premium for Land (continued)

(a) (continued)

- (ii) Pursuant to an agreement dated 29 October 2003 and the two supplementary agreements dated 12 May 2005 and 27 July 2007 respectively, the Group entered into a construction development project with Oasis City Limited ("Oasis City"), a wholly-owned subsidiary of Neo-China Land Group (Holdings) Limited, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong. Under the terms of the contracts, the Group was effectively entitled to 10,000 square meters of the non-saleable areas in a building in Shenzhen (the "Shenzhen Building") upon the completion of development in exchange for the land use rights previously obtained by the Group for the land on which the building stands. The Shenzhen Building was completed in December 2006 and the Group began its use of its entitled areas in the building. As at 31 December 2006, the Group's entitlement to use was accounted for as a finance lease as the Group did not have title to its entitled areas. On 20 November 2007, pursuant to a notification from the Shenzhen Municipal Bureau of Land Resources and Housing Management, the Group paid a land premium of RMB16,574,000 (equivalent to approximately HK\$17,133,000) and related land tax of RMB497,000 (equivalent to approximately HK\$514,000) to the Shenzhen Municipal Bureau of Land Resources and Housing Management to obtain a title certificate in the name of Phoenix Satellite Television Company Limited (the "Phoenix Subsidiary"), a wholly-owned subsidiary of the Group, for the Group's upper ground space entitlement of 8,500 square meters. As of 31 December 2007, The Group was still awaiting the issuance of the title certificate to the Phoenix Subsidiary by the Shenzhen Municipal Government. The Directors are of the opinion that the title certificate of the Shenzhen Building will be issued in the near future.

17. 土地租賃費用(續)

(a) (續)

- (ii) 根據於二零零三年十月二十九日訂立之協議及分別於二零零五年五月十二日及二零零七年七月二十七日訂立之補充協議，本集團與中新地產集團(控股)有限公司(其股份於香港聯合交易所有限公司主板上市)的全資附屬公司 Oasis City Limited (「Oasis City」) 訂立一個建築開發項目，根據協議條款，於開發項目完工時，本集團享有一幢深圳樓宇(「深圳樓宇」)10,000平方米的非出售面積，以交換本集團先前獲得之該樓宇所在土地之土地使用權。深圳樓宇於二零零六年十二月落成，且本集團已開始使用其於樓宇內可享有的面積。於二零零六年十二月三十一日，由於本集團並未獲得其可享有面積的業權，因此，本集團享有的該使用權利已入賬列為融資租賃。於二零零七年十一月二十日，根據深圳市國土資源和房產管理局的通知，本集團向深圳市國土資源和房產管理局支付地價人民幣16,574,000元(約等於17,133,000港元)及相關土地稅人民幣497,000元(約等於514,000港元)，以就本集團享有的樓面空間8,500平方米以本集團的全資附屬公司鳳凰衛視有限公司(「鳳凰附屬公司」)的名義獲得業權證。於二零零七年十二月三十一日，本集團仍在等待深圳市政府向鳳凰附屬公司頒發該業權證。董事認為，深圳樓宇之業權證將在不久將來獲得。

Notes to the Consolidated Financial Statements 綜合財務報表附註

17. Lease Premium for Land (continued)

(a) (continued)

(iii) Land lease premium for the property in the Tai Po Industrial Estate in Hong Kong

On 14 September 2006, Phoenix Centre (Hong Kong) Limited ("Phoenix Centre"), an indirect wholly-owned subsidiary of the Company, as purchaser, and Phoenix Satellite Television Company Limited, an indirect wholly-owned subsidiary of the Company, as Phoenix Centre's guarantor, entered into a sale and purchase agreement (the "Sale and Purchase Agreement") with Freescale Semiconductor Hong Kong Limited ("Freescale") (formerly known as Motorola Semiconductors Hong Kong, Limited) as vendor, whereby Phoenix Centre agreed to purchase a property located in the Tai Po Industrial Estate in Hong Kong (the "Property"), for a total consideration of US\$15,500,000 (equivalent to approximately HK\$120,900,000) (the "Consideration").

In accordance with the requirements of the Hong Kong Science and Technology Parks Corporation, the lessor of the leasehold land of the Property, Phoenix Centre has also undertaken to complete installation of new machinery and equipment with a value of not less than HK\$105,000,000 at the Property within 48 months of 31 May 2007, and to commence operation of the facility within 18 months from the completion date.

In May 2007, the Group completed the purchase and took possession of the Property. The total cost of the Property, including relevant taxes and purchase expenses, is approximately HK\$126,238,000, and has been allocated between the lease premium for land (approximately HK\$40,131,000) and the cost of the building (approximately HK\$86,107,000) based on a valuation of the Property as at 31 May 2007 by an independent valuer.

(b) For the year ended 31 December 2007, amortisation of lease premium for land capitalised in construction in progress under property, plant and equipment amounted to HK\$584,000 (2006: Nil).

17. 土地租賃費用(續)

(a) (續)

(iii) 於香港大埔工業物業的土地租賃費用

於二零零六年九月十四日，鳳凰中心(香港)有限公司(「鳳凰中心」)(本公司的間接全資附屬公司，作為買方)及鳳凰衛視有限公司(本公司的間接全資附屬公司，作為鳳凰中心的擔保人)與飛思卡爾半導體香港有限公司(「飛思卡爾」)(前稱萬力半導體香港有限公司，作為賣方)訂立買賣協議，據此鳳凰中心同意購買一幢位於香港大埔工業邨的物業(「該物業」)，涉及總代價為15,500,000美元(相當於約120,900,000港元)(「該代價」)。

根據該物業的租賃土地出租人香港科技園公司的規定，鳳凰中心亦承諾於二零零七年五月三十一日起48個月內在該物業完成安裝價值不少於105,000,000港元的新機器及設備，並於購買完成日期起18個月內開始設施運作。

於二零零七年五月，本集團完成購置及擁有該物業。該物業的總成本(包括相關稅項及購置費用)約為126,238,000港元，並根據獨立估值師於二零零七年五月三十一日對該物業之估值，已分配至土地租賃費用(約40,131,000港元)及建築成本(約86,107,000港元)。

(b) 截至二零零七年十二月三十一日止年度，土地租賃費用之攤銷已於物業、廠房及設備項下之在建工程中資本化為584,000港元(二零零六年：無)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

18. Property, Plant and Equipment, Net

18. 物業、廠房及設備淨額

		Buildings	Leasehold improve- ments	Furniture and fixtures	Broadcast operations and other equipment	Motor vehicles	Construc- tion in progress	Total
		樓宇	物業裝修	傢俬及 裝置	廣播營運及 其他設備	汽車	在建工程	總計
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元
At 1 January 2006	於二零零六年一月一日							
Cost	成本	–	24,120	2,842	119,612	9,916	–	156,490
Accumulated depreciation	累計折舊	–	(14,915)	(2,206)	(89,490)	(5,361)	–	(111,972)
Net book amount	賬面淨值	–	9,205	636	30,122	4,555	–	44,518
Year ended 31 December 2006	截至二零零六年十二月三十一日止年度							
Opening net book amount	期初賬面淨值	–	9,205	636	30,122	4,555	–	44,518
Exchange differences	匯兌差額	–	104	11	645	(31)	–	729
Additions	添置	25,307	4,348	110	17,624	1,768	36,706	85,863
Disposals	出售	–	–	–	–	(110)	–	(110)
Depreciation	折舊	(352)	(6,109)	(237)	(15,136)	(1,539)	–	(23,373)
Impairment	減值	–	(256)	(188)	(233)	–	–	(677)
Closing net book amount	期終賬面淨值	24,955	7,292	332	33,022	4,643	36,706	106,950
At 31 December 2006	於二零零六年十二月三十一日							
Cost	成本	25,307	28,530	2,888	136,946	11,501	36,706	241,878
Accumulated depreciation and impairment	累計折舊及減值	(352)	(21,238)	(2,556)	(103,924)	(6,858)	–	(134,928)
Net book amount	賬面淨值	24,955	7,292	332	33,022	4,643	36,706	106,950
Year ended 31 December 2007	截至二零零七年十二月三十一日止年度							
Opening net book amount	期初賬面淨值	24,955	7,292	332	33,022	4,643	36,706	106,950
Exchange differences	匯兌差額	–	(127)	21	650	101	–	645
Additions (Note a and b)	添置 (附註 a 及 b)	781	14,444	2,350	20,921	11,637	120,148	170,281
Disposals	出售	–	–	–	(203)	(1,064)	–	(1,267)
Depreciation	折舊	(1,334)	(6,995)	(520)	(14,253)	(4,330)	–	(27,432)
Impairment	減值	–	(143)	–	(83)	–	–	(226)
Transfer/reclassification (Note b and c)	轉撥/重新分類 (附註 b 及 c)	5,980	5,858	–	–	–	(11,838)	–
Closing net book amount	期終賬面淨值	30,382	20,329	2,183	40,054	10,987	145,016	248,951
At 31 December 2007	於二零零七年十二月三十一日							
Cost	成本	32,068	48,781	5,298	160,779	19,822	145,016	411,764
Accumulated depreciation and impairment	累計折舊及減值	(1,686)	(28,452)	(3,115)	(120,725)	(8,835)	–	(162,813)
Net book amount	賬面淨值	30,382	20,329	2,183	40,054	10,987	145,016	248,951

Depreciation expense of HK\$14,253,000 (2006: HK\$15,136,000) has been included in operating expenses, and HK\$13,179,000 (2006: HK\$8,237,000) in selling, general and administrative expenses.

折舊費用 14,253,000 港元 (二零零六年: 15,136,000 港元) 已計入經營費用內, 而 13,179,000 港元 (二零零六年: 8,237,000 港元) 乃計入銷售、一般及行政費用內。

Notes to the Consolidated Financial Statements 綜合財務報表附註

18. Property, Plant and Equipment, Net (continued)

- (a) Additions to construction in progress for the year ended 31 December 2007 include the building element of the Property in the Tai Po Industrial Estate in Hong Kong with cost of approximately HK\$86,107,000 (Note 17(a)(iii)) and cost of interior fitting out of approximately HK\$28,013,000.
- (b) On 23 June 2006, the Group entered into a strategic cooperation agreement (the “Strategic Cooperation Agreement”) and a barter agreement (the “Barter Agreement”) with Mission Hills. According to the Strategic Cooperation Agreement, the Group would provide advertising airtime on its satellite television channels and assist Mission Hills in the planning and promotion of the corporate image and branding of Mission Hills by using the Group’s resources and leading position in the media industry. The contract term of the Strategic Cooperation Agreement is five years from the date of the contract.

Under the Barter Agreement, Mission Hills transferred the title, rights and interests of a villa in Mission Hills in Residence development to the Group at a price of approximately HK\$98,000,000 and in exchange, the Group would provide: (1) airtime for advertisements for five years from the date of the Barter Agreement of an equivalent value based on charging rates that are at a discount to the Group’s normal rate card charges and (2) services related to the planning and promotion of the corporate image and branding of Mission Hills and its projects. The Group took possession of the Villa in July 2006 and received title in February 2007. Interior fitting out of the villa began in 2007. The cost of the building portion of the villa of approximately HK\$25,307,000 together with fitting out costs of HK\$5,443,000 was included in construction in progress during the year ended 31 December 2007.

For the year ended 31 December 2007, the Group recognised revenue of approximately HK\$9,825,000 (2006: HK\$22,856,000) for services provided to Mission Hills, and approximately HK\$4,399,000 (2006: HK\$9,827,000) for airtime utilised. As at 31 December 2007, the unutilised value of airtime and services totaling HK\$51,137,000 has been recorded in deferred income in the balance sheet.

18. 物業、廠房及設備淨額(續)

- (a) 截至二零零七年十二月三十一日止年度的添置在建工程包括香港大埔工業邨中該物業的建築部份，成本約為86,107,000港元(見附註17(a)(iii))及內部裝修成本約為28,013,000港元。
- (b) 於二零零六年六月二十三日，本集團與駿豪訂立戰略合作協議(「戰略合作協議」)及易貨協議(「易貨協議」)。根據戰略合作協議，本集團將在其衛星電視頻道上提供廣告時段，並透過利用本集團資源及在媒體業的領導地位協助駿豪規劃及宣傳駿豪的企業形象及品牌。戰略合作協議的合同期限乃由訂立合同日期起計為期五年。

根據易貨協議，駿豪以約98,000,000港元之價格向本集團轉讓在觀瀾湖高爾夫大宅發展項目中之一所別墅的業權、權利及權益，而作為交換，本集團將提供：(1)由訂立易貨協議日期起計為期五年的同等價值廣告時段(根據較本集團按一般價目表收費有折讓的收費水平計算)及(2)有關規劃及宣傳駿豪及其項目的企業形象及品牌的服務。本集團已於二零零六年七月擁有該別墅，並於二零零七年二月接收其業權。該別墅的內部裝修自二零零七年開始。該別墅的建築部份成本約25,307,000港元及裝修成本5,443,000港元乃計入截至二零零七年十二月三十一日止年度的在建工程內。

截至二零零七年十二月三十一日止年度，本集團就提供予駿豪之服務而確認收入約9,825,000港元(二零零六年：22,856,000港元)，就已動用之廣告時段確認收入約為4,399,000港元(二零零六年：9,827,000港元)。於二零零七年十二月三十一日，合共51,137,000港元的未使用廣告時段及服務已計入資產負債表中的遞延收入內。

Notes to the Consolidated Financial Statements 綜合財務報表附註

18. Property, Plant and Equipment, Net (continued)

- (c) The balance includes an amount of HK\$30,848,000 which relates to the Group's entitlement to use 10,000 square meters in the Shenzhen Building (Note 17(a)(ii)). The Building was completed in December 2006 and the Group began fitting out its entitled areas in the Building. Fitting out was completed in 2007 and the balance was transferred from construction in progress to buildings and leasehold improvements. The Group's entitlement to use was accounted for as a finance lease as at 31 December 2007. As at 31 December 2007, the cost of this capitalised finance lease was HK\$30,848,000 (2006: HK\$30,848,000) with a net book value of HK\$30,382,000 (2006: HK\$30,848,000). As at 31 December 2007, the Group was in the process of obtaining the title certificate to the 8,500 square meters of the entitled areas through the payment of land premium and taxes (see Note 17(a)(ii)).

18. 物業、廠房及設備淨額(續)

- (c) 結餘包括與本集團可享有深圳樓宇中的10,000平方米使用權利有關的款額30,848,000港元(附註17(a)(ii))。該樓宇於二零零六年十二月落成,而本集團已開始裝修其於該樓宇中可享有的面積。裝修於二零零七年完成且結餘已從在建工程轉撥至樓宇及租賃裝修。本集團可享有的使用權利已於二零零七年十二月三十一日入賬列為融資租賃。於二零零七年十二月三十一日,該資本化融資租賃的成本為30,848,000港元(二零零六年:30,848,000港元),賬面淨值為30,382,000港元(二零零六年:30,848,000港元)。於二零零七年十二月三十一日,本集團正透過支付地價及稅項獲取可享有權利的8,500平方米面積之業權證(見附註17(a)(ii))。

19. Investments in Jointly Controlled Entities

19. 於共同控制實體的投資

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Unlisted investments, at cost, beginning of the year	非上市投資, 按成本列賬, 年初	13,246	11,972
Capital injection into a jointly controlled entity	向共同控制實體注資	—	1,274
Unlisted investments, at cost, end of the year	非上市投資, 按成本列賬, 年終	13,246	13,246
Less: provision for impairment	減: 減值撥備	(472)	(472)
Less: share of jointly controlled entities' results – net loss	減: 攤佔共同控制實體業績－虧損淨額	(4,491)	(3,424)
Unlisted investments, net, end of the year	非上市投資淨額, 年終	8,283	9,350

Notes to the Consolidated Financial Statements 綜合財務報表附註

19. Investments in Jointly Controlled Entities 19. 於共同控制實體的投資(續)
(continued)

Details of the jointly controlled entities as at 31 December 2007 were as follows:

於二零零七年十二月三十一日的共同控制實體詳情如下：

Name	Place and date of incorporation	Place of operation	Principal activity	Percentage of equity interest held by the Group	Issued and fully paid share capital/registered capital
名稱	註冊成立地點及日期	營運地點	主要業務	本集團直接持有的股本權益百分比	已發行及繳足股本／註冊資本
China Global Television Limited 中國環球電視有限公司	British Virgin Islands, 18 October 2001 英屬處女群島， 二零零一年十月十八日	British Virgin Islands 英屬處女群島	Dormant 暫無營業	50%	US\$2 2美元
北京翡翠鳳凰文化投資諮詢有限公司	The PRC, 27 June 2003 中國， 二零零三年六月二十七日	The PRC 中國	Dormant 暫無營業	40%	RMB1,250,000 人民幣 1,250,000 元
北京同步廣告傳播有限公司 (Note a) (附註a)	The PRC, 7 January 2005 中國， 二零零五年一月七日	The PRC 中國	Advertising business in radio broadcasting industry in the PRC 中國無線電廣播業的廣告業務	45%	RMB30,000,000 人民幣 30,000,000 元

Notes to the Consolidated Financial Statements 綜合財務報表附註

19. Investments in Jointly Controlled Entities (continued)

- (a) On 8 June 2007, Hong Kong Phoenix Satellite Television Limited ("Hong Kong Phoenix"), an indirect wholly-owned subsidiary of the Company, entered into an agreement (the "Agreement") with 北京廣播公司 and CBC Advertising Limited pursuant to which the registered capital of 北京同步廣告傳播有限公司 will be increased from RMB30,000,000 to RMB44,600,000. According to the Agreement, the increase in capital is to be contributed by Hong Kong Phoenix and CBC Advertising Limited as to RMB2,110,000 and RMB12,488,000, respectively. Subject to certain conditions, Hong Kong Phoenix and CBC Advertising Limited will have to inject no less than RMB422,000 and RMB2,497,600, respectively, five days prior to the application for the capital increment with the relevant authorities in Mainland China and must inject the remaining funds within one month after the issuance of the business licence reflecting the capital increment. Immediately after the capital increment, the registered capital of 北京同步廣告傳播有限公司 owned by the Group, 北京廣播公司 and CBC Advertising Limited will change from 45%, 55% and 0% to 35%, 37% and 28% respectively.

19. 於共同控制實體的投資 (續)

- (a) 於二零零七年六月八日，本公司的間接全資附屬公司香港鳳凰衛視有限公司（「香港鳳凰衛視」）與北京廣播公司及希比思廣告有限公司簽署一份協議（「該協議」），據此北京同步廣告傳播有限公司的註冊資本將由人民幣30,000,000元增加至人民幣44,600,000元。根據該協議，香港鳳凰衛視及希比思廣告有限公司將分別增資人民幣2,110,000元及人民幣12,488,000元。根據若干條件，香港鳳凰衛視及希比思廣告有限公司將須於向中國有關當局申請增資前五日，分別注入不少於人民幣422,000元及人民幣2,497,600元，並須於發出有關增資的營業執照後一個月內注入其餘資金。緊隨增資後，本集團、北京廣播公司及希比思廣告有限公司擁有北京同步廣告傳播有限公司的註冊資本分別由45%、55%及0%改為35%、37%及28%。

Notes to the Consolidated Financial Statements 綜合財務報表附註

19. Investments in Jointly Controlled Entities (continued) 19. 於共同控制實體的投資(續)

(a) (continued)

As of 31 December 2007, the Group and CBC Advertising Limited are in the process of obtaining the approvals from relevant Mainland Chinese government departments for the capital increment and none of the additional capital has been injected into 北京同步廣告傳播有限公司 by the joint venture parties.

Unaudited combined financial information of the jointly controlled entities was as follows:

(a) (續)

於二零零七年十二月三十一日，本集團及希比思廣告有限公司尚在為增資獲得中國有關政府部門的批准，且合營各方並未向北京同步廣告傳播有限公司注入任何額外資本。

共同控制實體的未經審核合併財務資料如下：

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Assets:	資產：		
Non-current assets	非流動資產	229	267
Current assets	流動資產	20,954	22,271
		21,183	22,538
Liabilities:	負債：		
Current liabilities	流動負債	110	285
		110	285
Net assets	資產淨值	21,073	22,253
Income	收入	20,687	—
Expenses	支出	(23,009)	(3,427)
Loss after income tax	除所得稅後虧損	(2,322)	(3,427)

There are no contingent liabilities relating to the Group's interests in the jointly controlled entities, and no contingent liabilities of the jointly controlled entities themselves.

本集團並無與其於共同控制實體的權益有關的任何或有負債，而共同控制實體本身亦無任何或有負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

20. Financial Instruments by Category

The accounting policies for financial instruments have been applied to the line items below:

20. 按類別劃分的財務工具

有關財務工具的會計政策已應用於以下各項：

Group		本集團	Financial assets at fair value through profit or loss 按公平值 透過損益 記賬的 財務資產	Available- for-sale financial assets 可供銷售 財務資產	Total 總計
		Loans and receivables 貸款及應收 款項 \$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Assets per consolidated balance sheet	於綜合資產負債表列賬的資產				
31 December 2007	二零零七年十二月三十一日				
Available-for-sale financial assets	可供銷售財務資產	–	–	962	962
Financial assets at fair value through profit or loss (Note 21)	按公平值透過損益記賬的 財務資產 (附註 21)	–	76,638	–	76,638
Loans and receivables	貸款及應收款項	120,260	–	–	120,260
Accounts receivable (Note 12)	應收賬款 (附註 12)	34,289	–	–	34,289
Prepayments, deposits and other receivables (Note 13)	預付款項、按金及其他 應收款項 (附註 13)	449,551	–	–	449,551
Amounts due from related companies	應收有關連公司款項	3,840	–	–	3,840
Cash and cash equivalents (Note 25)	現金及現金等值項目 (附註 25)	531,257	–	–	531,257
Total	總計	1,139,197	76,638	962	1,216,797
31 December 2006	二零零六年十二月三十一日				
Available-for-sale financial assets	可供銷售財務資產	–	–	962	962
Financial assets at fair value through profit or loss (Note 21)	按公平值透過損益記賬的 財務資產 (附註 21)	–	102,506	–	102,506
Loans and receivables	貸款及應收款項	69,136	–	–	69,136
Accounts receivable (Note 12)	應收賬款 (附註 12)	70,938	–	–	70,938
Prepayments, deposits and other receivables (Note 13)	預付款項、按金及其他 應收款項 (附註 13)	407,376	–	–	407,376
Amounts due from related companies	應收有關連公司款項	38	–	–	38
Cash and cash equivalents (Note 25)	現金及現金等值項目 (附註 25)	543,417	–	–	543,417
Total	總計	1,090,905	102,506	962	1,194,373

Notes to the Consolidated Financial Statements 綜合財務報表附註

20. Financial Instruments by Category (continued) 20. 按類別劃分的財務工具(續)

		Other financial liabilities 其他財務負債 \$'000 千元	Total 總計 \$'000 千元
Liabilities per consolidated balance sheet	於綜合資產負債表列賬的負債		
31 December 2007	二零零七年十二月三十一日		
Accounts payable, other payables and accruals	應付賬款、其他應付款項 及應計費用	106,736	106,736
Deferred income	遞延收入	95,365	95,365
Amounts due to related companies	應付有關連公司款項	3,506	3,506
Total	總計	205,607	205,607
31 December 2006	二零零六年十二月三十一日		
Accounts payable, other payables and accruals	應付賬款、其他應付款項 及應計費用	119,378	119,378
Deferred income	遞延收入	119,580	119,580
Amounts due to related companies	應付有關連公司款項	4,743	4,743
Total	總計	243,701	243,701
Company	本公司		
			Loans and Receivables 貸款及應收款項 \$'000 千元
Assets as per balance sheet	於資產負債表列賬的資產		
31 December 2007	二零零七年十二月三十一日		
Cash and cash equivalents (Note 25)	現金及現金等值項目 (附註25)		336
31 December 2006	二零零六年十二月三十一日		
Cash and cash equivalents (Note 25)	現金及現金等值項目 (附註25)		7,458
			Other financial liabilities 其他財務負債 \$'000 千元
Liabilities as per balance sheet	於資產負債表列賬的負債		
31 December 2007	二零零七年十二月三十一日		
Other payables and accruals	其他應付款項及應計費用		150
31 December 2006	二零零六年十二月三十一日		
Other payables and accruals	其他應付款項及應計費用		154

Notes to the Consolidated Financial Statements 綜合財務報表附註

21. Financial Assets at Fair Value through Profit or Loss

21. 按公平值透過損益記賬的財務資產

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Unlisted investments at fair value	非上市投資，按公平值列賬	76,638	102,506
Less: Non-current portion	減：長期部份	(39,757)	(80,027)
		36,881	22,479

The above investments were designated as fair value through profit or loss on initial recognition. Investments with a maturity longer than one year at the inception date are classified as non-current. Changes in fair values (realised and unrealised) of financial assets at fair value through profit or loss are recognised in other income in the income statement (Note 5).

As these investments are not publicly traded and in the absence of readily available information to determine the fair values of these investments, the Group has adopted the indicative market value provided by the issuers as its best estimate of the fair values of these investments.

上述投資乃於初步確認時被指定為按公平值透過損益記賬的財務資產。按初始日至到期日超過一年的投資乃分類作長期部份。按公平值透過損益記賬的財務資產的已變現及未變現公平值變動乃記入收益表中其他收入項下(附註5)。

由於該等投資並不公開買賣及缺乏可用的便利資料，以釐定該等投資的公平值，故本集團採納發行人提供的指示市場價值作為該等投資的最佳估計公平值。

Notes to the Consolidated Financial Statements 綜合財務報表附註

22. Credit Quality of Financial Assets

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to historical information about counterparty default rates:

Accounts receivable

應收賬款

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Counterparties without external credit rating	沒有外部信貸評級的交易對手		
Group 1	組別一	29	10,671
Group 2	組別二	34,260	60,267
Total accounts receivable	應收賬款總額	34,289	70,938

Group 1 – new customers (less than 6 months) with no business relationships in the past.
Group 2 – existing customers with no defaults in the past.

組別一—過去並沒有商務往來的新客戶
(少於六個月)
組別二—過去並無違約的現有客戶

Cash and cash equivalents

Ratings of banks at which cash and deposits are held by rating agencies.

現金及現金等值項目

對持有現金及存款的銀行的評級由評級代理進行。

		Group 本集團		Company 本公司	
		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元	2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
AA	AA	75,648	49,256	280	7,402
A	A	14,251	7,306	56	56
A–	A–	52,415	53,808	–	–
BBB	BBB	261,510	215,116	–	–
Others (Note a)	其他 (附註 a)	126,987	216,640	–	–
		530,811	542,126	336	7,458

Note a: Others represented cash held at banks without credit rating.

附註 a: 其他指由未作信用評級之銀行持有的現金。

Notes to the Consolidated Financial Statements 綜合財務報表附註

22. Credit Quality of Financial Assets (continued)

22. 財務資產的信貨質素(續)

Loans and receivables

貸款及應收款項

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
AA	AA	—	38,794
A-	A-	—	30,342
BBB	BBB	21,090	—
Others (Note b)	其他 (附註 b)	99,170	—
		120,260	69,136

Note b: Others represented short-term deposits placed at banks without credit rating.

附註 b：其他指存於未作信用評級的銀行的短期存款。

Financial assets at fair value through profit or loss

按公平值透過損益記賬的財務資產

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
AA	AA	24,748	22,479
A	A	51,890	80,027
		76,638	102,506

None of the financial assets that are fully performing has been renegotiated in the last year.

正在全面履行的財務資產於去年並無予以重新磋商。

Notes to the Consolidated Financial Statements 綜合財務報表附註

23. Interests in Subsidiaries and Amount due from a Subsidiary, Net

23. 於附屬公司的權益及應收一間附屬公司款項淨額

		Company 本公司	
		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Unlisted shares, at cost (Note a)	非上市股份，按成本 (附註 a)	—	—
Amount due from a subsidiary, net (Note b)	應收一間附屬公司款項淨額 (附註 b)	1,117,649	1,170,216
		1,117,649	1,170,216

(a) Details of subsidiaries as at 31 December 2007 were as follows:

(a) 於二零零七年十二月三十一日的附屬公司詳情如下：

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及 法定實體類別	Place of operation 營運地點	Principal activities 主要業務	Percentage of equity interest held by the Group 本集團所持 股本權益 百分比	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本
Phoenix Satellite Television Company Limited 鳳凰衛視有限公司	Hong Kong, limited liability company 香港 有限責任公司	Hong Kong 香港	Provision of management and related services 提供管理及有關服務	100%	HK\$20 20港元
Phoenix Satellite Television (Chinese Channel) Limited 鳳凰衛視中文台有限公司	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	Hong Kong 香港	Satellite television broadcasting 衛星電視廣播	100%	US\$1 1美元
Phoenix Satellite Television (Movies) Limited 鳳凰衛視電影台有限公司	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	Hong Kong 香港	Satellite television broadcasting 衛星電視廣播	100%	US\$1 1美元
Phoenix Satellite Television Trademark Limited 鳳凰衛視商標有限公司	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	British Virgin Islands 英屬處女群島	Trademark holding 持有商標	100%	US\$1 1美元

Notes to the Consolidated Financial Statements 綜合財務報表附註

23. Interests in Subsidiaries and Amount due from a Subsidiary, Net (continued)

(a) Details of subsidiaries as at 31 December 2007 were as follows: (continued)

23. 於附屬公司的權益及應收一間附屬公司款項淨額(續)

(a) 於二零零七年十二月三十一日的附屬公司詳情如下：(續)

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及 法定實體類別	Place of operation 營運地點	Principal activities 主要業務	Percentage of equity interest held by the Group 本集團所持 股本權益 百分比	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本
Phoenix Satellite Television (Europe) Limited 鳳凰衛視歐洲台有限公司	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	British Virgin Islands 英屬處女群島	Investment holding 投資控股	100%	US\$1 1美元
PCNE Holdings Limited	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	British Virgin Islands 英屬處女群島	Investment holding 投資控股	70%	US\$1,000 1,000美元
Phoenix Chinese News & Entertainment Limited	The United Kingdom, limited liability company 英國 有限責任公司	The United Kingdom 英國	Satellite television broadcasting 衛星電視廣播	70%	£9,831,424 9,831,424英鎊
Phoenix Satellite Television Information Limited 鳳凰資訊有限公司	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	British Virgin Islands 英屬處女群島	Investment holding 投資控股	100%	US\$1 1美元
PHOENIXi Investment Limited (Note a (i)) (附註a (i))	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	British Virgin Islands 英屬處女群島	Investment holding 投資控股	94.3%	US\$123,976 (Ordinary shares) US\$7,500 (Series A preferred shares) 123,976美元 (普通股) 7,500美元 (A組優先股)
PHOENIXi, Inc.	The United States of America, limited liability company 美利堅合眾國 有限責任公司	The United States of America 美利堅合眾國	Dormant 暫無營業	94.3%	US\$0.1 0.1美元

Notes to the Consolidated Financial Statements 綜合財務報表附註

23. Interests in Subsidiaries and Amount due from a Subsidiary, Net (continued)

(a) Details of subsidiaries as at 31 December 2007 were as follows: (continued)

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及 法定實體類別	Place of operation 營運地點	Principal activities 主要業務	Percentage of equity interest held by the Group 本集團所持 股本權益 百分比	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本
Phoenix Satellite Television (B.V.I.) Holding Limited (Note a (ii)) 鳳凰衛視集團有限公司 (附註a (ii))	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	British Virgin Islands 英屬處女群島	Investment holding 投資控股	100%	US\$1 1美元
Phoenix Weekly Magazine (B.V.I.) Limited	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	British Virgin Islands 英屬處女群島	Investment holding 投資控股	100%	US\$1 1美元
Hong Kong Phoenix Weekly Magazine Limited 香港鳳凰週刊有限公司	Hong Kong, limited liability company 香港 有限責任公司	Hong Kong 香港	Publishing and distribution of periodicals 出版及發行期刊	77%	HK\$100 100港元
Phoenix Satellite Television (InfoNews) Limited 鳳凰衛視資訊台有限公司	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	Hong Kong 香港	Satellite television broadcasting 衛星電視廣播	100%	US\$1 1美元
Phoenix Satellite Television Development (BVI) Limited	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	British Virgin Islands 英屬處女群島	Investment holding 投資控股	100%	US\$1 1美元
Phoenix Satellite Television Development Limited 鳳凰衛視發展有限公司	Hong Kong, limited liability company 香港 有限責任公司	Hong Kong 香港	Investment holding 投資控股	100%	HK\$2 2港元
Guofeng On-line (Beijing) Information Technology Company Limited 國鳳在線(北京)信息技術 有限公司	The PRC, limited liability company 中國 有限責任公司	The PRC 中國	Internet services 互聯網服務	94.3%	US\$500,000 500,000美元

23. 於附屬公司的權益及應收一間附屬公司款項淨額(續)

(a) 於二零零七年十二月三十一日的附屬公司詳情如下：(續)

Notes to the Consolidated Financial Statements 綜合財務報表附註

23. Interests in Subsidiaries and Amount due from a Subsidiary, Net (continued)

- (a) Details of subsidiaries as at 31 December 2007 were as follows: (continued)

23. 於附屬公司的權益及應收一間附屬公司款項淨額(續)

- (a) 於二零零七年十二月三十一日的附屬公司詳情如下：(續)

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及 法定實體類別	Place of operation 營運地點	Principal activities 主要業務	Percentage of equity interest held by the Group 本集團所持 股本權益 百分比	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本
Phoenix Film and Television (Shenzhen) Company Limited 鳳凰影視(深圳)有限公司	The PRC, limited liability company 中國 有限責任公司	The PRC 中國	Ancillary services for programme production 節目製作支援服務	60%	HK\$10,000,000 10,000,000 港元
Phoenix Satellite Television (Universal) Limited	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	British Virgin Islands 英屬處女群島	Investment holding 投資控股	100%	US\$1 1 美元
Phoenix Satellite Television (U.S.) Inc.	The United States of America, limited liability company 美利堅合眾國 有限責任公司	The United States of America 美利堅合眾國	Provision of management and promotional related services 提供管理及有關推廣服務	100%	US\$1 1 美元
Phoenix Satellite Television (Taiwan) Limited 植桐製作股份有限公司	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	Taiwan 台灣	Programme production 節目製作	100%	US\$1 1 美元
Phoenix Satellite Television Investments (BVI) Limited	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	British Virgin Islands 英屬處女群島	Dormant 暫無營業	100%	US\$1 1 美元
Hong Kong Phoenix Satellite Television Limited 香港鳳凰衛視有限公司	Hong Kong, limited liability company 香港 有限責任公司	Hong Kong 香港	Investment holding 投資控股	100%	HK\$2 2 港元
Phoenix Glow Limited 鳳凰之光有限公司	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	British Virgin Islands 英屬處女群島	Provision of agency services 提供代理服務	100%	US\$1 1 美元

Notes to the Consolidated Financial Statements 綜合財務報表附註

23. Interests in Subsidiaries and Amount due from a Subsidiary, Net (continued)

(a) Details of subsidiaries as at 31 December 2007 were as follows: (continued)

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及 法定實體類別	Place of operation 營運地點	Principal activities 主要業務	Percentage of equity interest held by the Group 本集團所持 股本權益 百分比	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本
Shenzhen Wutong Shan Television Broadcasting Limited 深圳市梧桐山電視廣播 有限公司	The PRC, limited liability company 中國 有限責任公司	The PRC 中國	Programme production 節目製作	54%	RMB5,000,000 人民幣5,000,000元
Phoenix Global Television Limited 鳳凰環球電視有限公司	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	British Virgin Islands 英屬處女群島	Investment holding 投資控股	100%	US\$1 1美元
Fenghuang On-line (Beijing) Information Technology Company Limited 鳳凰在線(北京)信息技術 有限公司	The PRC, limited liability company 中國 有限責任公司	The PRC 中國	Internet services 互聯網服務	100%	US\$1,850,000 1,850,000美元
Phoenix Pictures Limited 鳳凰影視製作有限公司	Hong Kong, limited liability company 香港 有限責任公司	Hong Kong 香港	Dormant 暫無營業	100%	HK\$1 1港元
Phoenix Media and Broadcast Sdn Bhd	Malaysia, limited liability company 馬來西亞 有限責任公司	Malaysia 馬來西亞	Satellite television broadcasting 衛星電視廣播	70%	RM1,000,000 1,000,000馬幣
Phoenix Centre (Hong Kong) Limited 鳳凰中心(香港)有限公司	Hong Kong, limited liability company 香港 有限責任公司	Hong Kong 香港	Property holding 物業控股	100%	HK\$1 1港元
Green Lagoon Investments Limited 碧湖投資有限公司	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	The PRC 中國	Property holding 物業控股	100%	US\$1 1美元

23. 於附屬公司的權益及應收一間附屬公司款項淨額(續)

(a) 於二零零七年十二月三十一日的附屬公司詳情如下：(續)

Notes to the Consolidated Financial Statements 綜合財務報表附註

23. Interests in Subsidiaries and Amount due from a Subsidiary, Net (continued)

- (a) Details of subsidiaries as at 31 December 2007 were as follows: (continued)

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及 法定實體類別	Place of operation 營運地點	Principal activities 主要業務	Percentage of equity interest held by the Group 本集團所持 股本權益 百分比	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本
Phoenix Publications (Hong Kong) Limited 鳳凰出版社(香港)有限公司	Hong Kong, limited liability company 香港 有限責任公司	The PRC 中國	Dormant 暫無營業	100%	HK\$1 1港元
Phoenix Outdoor Media Company Limited (Note a (iii)) 鳳凰戶外媒體有限公司 (附註a(iii))	Hong Kong, limited liability company 香港 有限責任公司	The PRC 中國	Outdoor media business 戶外媒體業務	75%	HK\$100 100港元
Phoenix Satellite Television Company Limited 鳳凰衛視有限公司	British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	The PRC 中國	Property holding 物業持有	100%	US\$1 1美元
Phoenix News Media Limited 鳳凰新媒體有限公司	Cayman Islands 開曼群島	The PRC 中國	Dormant 暫無營業	100%	US\$0.01 0.01美元

23. 於附屬公司的權益及應收一間附屬公司款項淨額(續)

- (a) 於二零零七年十二月三十一日的附屬公司詳情如下：(續)

Notes to the Consolidated Financial Statements 綜合財務報表附註

23. Interests in Subsidiaries and Amount due from a Subsidiary, Net (continued)

Notes:

- (a) i. PHOENIXi Investment Limited is currently undergoing liquidation.
- ii. Phoenix Satellite Television (B.V.I.) Holding Limited is directly held by the Company, while all other subsidiaries are indirectly held by the Company through Phoenix Satellite Television (B.V.I.) Holding Limited.

- iii. On 22 June 2007, Phoenix Satellite Television Company Limited ("Phoenix Television") signed a cooperation agreement with Regal Fame Investments Ltd. ("Regal Fame") to form a Hong Kong company, Phoenix Outdoor Media Company Limited ("Phoenix Outdoor Media"), which would then set up a wholly-owned foreign enterprise ("WOFE") in Mainland China to develop the outdoor media business. Pursuant to the agreement, the Group and Regal Fame would each contribute HK\$35,000,000 to Phoenix Outdoor Media and would hold equity interests in Phoenix Outdoor Media of 75% and 25% respectively. Any additional capital injection in excess of HK\$70,000,000 is to be shared equally by the Group and Regal Fame up to a total capital injection of HK\$100,000,000, and any capital injection balance above HK\$100,000,000 is to be contributed by the Group and Regal Fame in accordance with their respective equity interest of 75% and 25%.

As of 31 December 2007, the total capital of HK\$70,000,000 had been paid up by Phoenix Television and Regal Fame respectively.

The excess of the Group's share of the net assets of Phoenix Outdoor Media (HK\$52,500,000) over the cost of the Group's investment (HK\$35,000,000) amounting to HK\$17,500,000 on formation of Phoenix Outdoor Media has been recognised as income and included in "Other gains" in the consolidated income statement for the year ended 31 December 2007.

23. 於附屬公司的權益及應收一間附屬公司款項淨額(續)

附註：

- (a) i. PHOENIXi Investment Limited 現正在進行清盤程序。
- ii. 鳳凰衛視集團有限公司由本公司直接持有，而所有其他附屬公司則由本公司透過鳳凰衛視集團有限公司間接持有。

- iii. 於二零零七年六月二十二日，鳳凰衛視有限公司（「鳳凰衛視公司」）與中譽投資有限公司（「中譽」）簽署合作協議以成立一家香港公司鳳凰戶外媒體有限公司（「鳳凰戶外媒體」），其後鳳凰戶外媒體將於中國內地設立一家外商獨資企業（「外商獨資企業」）以發展戶外媒體業務。根據該協議，本集團及中譽將各自向鳳凰戶外媒體出資 35,000,000 港元，並將由本集團及中譽分別持有鳳凰戶外媒體 75% 及 25% 的股本權益。超出 70,000,000 港元的任何額外注資將由本集團及中譽平均攤分，注資總額最多不超過 100,000,000 港元，而超出 100,000,000 港元的任何注資結餘將由本集團及中譽按照彼等各自 75% 及 25% 的股本權益作出投入。

於二零零七年十二月三十一日，總資本額 70,000,000 港元已分別由鳳凰衛視公司及中譽繳清。

因成立鳳凰戶外媒體而產生的攤佔資產淨值（52,500,000 港元）超出本集團出資額（35,000,000 港元）的部分，即 17,500,000 港元，已確認為收入並計入截至二零零七年十二月三十一日止年度的綜合收益表內「其他收益」項下。

Notes to the Consolidated Financial Statements 綜合財務報表附註

23. Interests in Subsidiaries and Amount due from a Subsidiary, Net (continued)

Notes: (continued)

- (b) Amount due from a subsidiary is unsecured, non-interest bearing and repayable on demand.
- (c) The Company has undertaken to provide the necessary financial resources to support the future operations of the subsidiaries within the Group. The Directors are of the opinion that the underlying value of the subsidiaries was not less than the carrying amount of the subsidiaries as at 31 December 2007.

23. 於附屬公司的權益及應收一間附屬公司款項淨額(續)

附註：(續)

- (b) 應收附屬公司款項為無抵押、免息及按要求償還。
- (c) 本公司承諾提供必要財務資源以支持本集團內的附屬公司的未來營運。董事認為，附屬公司的相關價值不低於附屬公司於二零零七年十二月三十一日的賬面值。

24. Accounts Payable, Other Payables and Accruals

24. 應付賬款、其他應付款項及應計款項

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Accounts payable	應付賬款	12,740	10,253
Other payables and accruals	其他應付款項及應計款項	93,996	109,125
		106,736	119,378

The ageing analysis of the accounts payable is as follows:

應付賬款的賬齡分析如下：

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
0-30 days	0至30日	8,138	5,234
31-60 days	31至60日	1,875	1,286
61-90 days	61至90日	534	593
91-120 days	91至120日	466	13
Over 120 days	120日以上	1,727	3,127
		12,740	10,253

The carrying amounts of accounts payable, other payables and accruals approximate their fair values.

應付賬款、其他應付款項及應計款項的賬面值與其公平值相近。

Notes to the Consolidated Financial Statements 綜合財務報表附註

25. Cash and Cash Equivalents

25. 現金及現金等值項目

		Group 本集團		Company 本公司	
		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元	2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Cash at bank and in hand	銀行及手頭現金	385,690	144,887	336	7,458
Short-term bank deposits	短期銀行存款	145,567	398,530	—	—
		531,257	543,417	336	7,458
Maximum exposure to credit risk	最大信貸風險	530,811	542,126	—	—
Denominated in:	以下列貨幣計值：				
– HK\$	– 港元	255,406	16,573	211	5,623
– RMB	– 人民幣	81,184	82,036	—	—
– US\$	– 美元	186,543	435,119	125	1,835
– Other currencies	– 其他貨幣	8,124	9,689	—	—
		531,257	543,417	336	7,458

The effective interest rate on short-term bank deposits was 3.59% (2006: 4.61%); these deposits have an average maturity of 6 days.

Cash and cash equivalents include cash at bank and in hand and short-term bank deposits for the purpose of the consolidated cash flow statement.

短期銀行存款的實際利率為 3.59% (二零零六年：4.61%)，該等銀行存款的平均至到期日為 6 日。

就綜合現金流量表而言，現金及現金等值項目包括銀行現金及手頭現金以及短期銀行存款。

Notes to the Consolidated Financial Statements 綜合財務報表附註

26. Loans and Receivables

26. 貸款及應收款項

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Certificate of deposit (Note a)	存款證 (附註a)	—	30,342
Unlisted securities (Note b)	非上市證券 (附註b)	—	38,794
Short-term deposits (Note c)	短期存款 (附註c)	120,260	—
		120,260	69,136
Less: Current portion	減：短期部份	(120,260)	(69,136)
		—	—

(a) Certificate of deposit represented deposit placed with a bank which matured in October 2007 and is stated at amortised cost.

(b) Unlisted securities are securities with determinable payments that are not quoted in an active market issued by a financial institution. Unlisted securities are stated at amortised cost.

(c) Short-term bank deposits represents bank deposits with a maturity date exceeding 90 days but not exceeding 1 year from the date of making the deposit.

(a) 存款證指存放予一間銀行並於二零零七年十月到期的存款，乃按已攤銷成本列賬。

(b) 非上市證券乃財務機構所發行且並無於活躍市場報價的可確定付款金額的證券。該非上市證券乃按已攤銷成本列賬。

(c) 短期銀行存款指自存入之日算起到期日期超過90日但不足一年之銀行存款。

27. Share Capital

27. 股本

		2007 二零零七年 Number of shares 股數 Amount 金額 \$'000 千元		2006 二零零六年 Number of shares 股數 Amount 金額 \$'000 千元	
Authorised:	法定：				
Ordinary share of \$0.1 each	每股面值0.1港元 普通股	10,000,000,000	1,000,000	10,000,000,000	1,000,000
Issued and fully paid:	已發行及繳足：				
At 1 January	於一月一日	4,942,126,000	494,213	4,938,666,000	493,867
Exercise of share options	行使購股權	8,296,000	829	3,460,000	346
At 31 December	於十二月三十一日	4,950,422,000	495,042	4,942,126,000	494,213

Notes to the Consolidated Financial Statements 綜合財務報表附註

28. Share Options

The Company has several share option schemes under which it may grant options to employees of the Group (including Executive Directors of the Company) to subscribe for shares of the Company. Options are granted and exercisable in accordance with the terms set out in the relevant schemes. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

28. 購股權

本公司設有數個購股權計劃，根據計劃可向本集團的僱員（包括本公司的執行董事）授予可認購本公司股份的購股權。所授出的購股權可按有關計劃載列的條款行使。本集團並無任何法定或推定性責任以現金購回或結算購股權。

未行使購股權數目的變動及其相關加權平均行使價載列如下：

		2007 二零零七年		2006 二零零六年	
		Average exercise price in HK\$ per share 每股平均 行使價 港元	Options 購股權 \$'000 千元	Average exercise price in HK\$ per share 每股平均 行使價 港元	Options 購股權 \$'000 千元
At 1 January	於一月一日	1.09	48,236	1.11	54,378
Granted	已授出	1.45	12,922	—	—
Exercised	已行使	1.08	(8,296)	1.07	(3,460)
Lapsed	已失效	1.44	(520)	1.49	(2,682)
At 31 December	於十二月三十一日	1.18	52,342	1.09	48,236

As at 31 December 2007, out of the 52,342,000 outstanding options (2006: 48,236,000 options), 39,920,000 (2006: 48,236,000) were exercisable. Options exercised in 2007 resulted in 8,296,000 shares (2006: 3,460,000 shares) being issued at HK\$1.08 each (2006: HK\$1.07). The related weighted average share price at the time of exercise was HK\$1.82 (2006: HK\$1.27) per share.

於二零零七年十二月三十一日，於52,342,000份（二零零六年：48,236,000份購股權）未行使購股權當中，39,920,000份購股權（二零零六年：48,236,000）可予行使。於二零零七年行使的購股權已導致按每股面值1.08港元（二零零六年：1.07港元）發行8,296,000股股份（二零零六年：3,460,000股股份）。於行使時的相關加權平均股價為每股1.82港元（二零零六年：1.27港元）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

28. Share Options (continued)

Share options outstanding (in '000) at the end of the year have the following expiry dates and exercise prices:

Expiry date 到期日		Exercise price HK\$ per share 每股行使價 港元	Share options 購股權	
			2007 二零零七年 '000 千股	2006 二零零六年 '000 千股
13 June 2010	二零一零年六月十三日	1.08	32,210	37,140
14 February 2011	二零一一年二月十四日	1.99	500	500
9 August 2011	二零一一年八月九日	1.13	6,210	9,124
19 December 2012	二零一二年十二月十九日	0.79	1,000	1,472
25 March 2017	二零一七年三月二十五日	1.45	12,422	—
			52,342	48,236

The weighted average fair value of options granted during 2007 determined using the Black-Scholes valuation model was HK\$0.4 per option (2006: N/A). The significant inputs into the model were weighted share price of HK\$1.42 (2006: N/A), at the grant date, the exercise price shown above, volatilities ranged from 32.95% to 44.55% (2006: N/A), dividend yield of 0.99% (2006: N/A), an expected option life of 4 to 7 years on annual risk-free interest rates ranged from 4.667% to 4.748% (2006: N/A). The volatilities measured at the standard deviation of continuously compounded share returns are based on statistical analysis of daily share prices over the last 208-week to 364-week.

28. 購股權(續)

於年終未行使購股權(以千股為單位)的到期日及行使價如下：

二零零七年所授購股權的加權平均公平值乃按柏力克—舒爾斯估值模式釐定，於計算日期為每份購股權0.4港元(二零零六年：不適用)。用以計算模式的主要項目為股份於授出日期的加權價格1.42港元(二零零六年：不適用)、上文所示行使價、波幅介於32.95%至44.55%(二零零六年：不適用)、股息收益率0.99%(二零零六年：不適用)、估計購股權年期四至七年及無風險年利率介於4.667%至4.748%(二零零六年：不適用)。按持續復合股份回報標準差計算的波幅乃根據最近208周至364周的每日股價統計分析計算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

29. Reserves

Movement in the reserves of the Company during the year was as follows:

		Share premium 股份溢價 \$'000 千元	Employee share-based payment reserve 僱員以股份支 付的款項儲備 \$'000 千元	Accumulated deficit 累計虧損 \$'000 千元	Total 總計 \$'000 千元
At 31 December 2005	於二零零五年十二月三十一日	782,128	–	(41,634)	740,494
Exercise of share options	行使購股權	3,367	–	–	3,367
Loss for the year	年度虧損	–	–	(1,276)	(1,276)
Dividends paid relating to 2005	與二零零五年有關的已付股息	(59,278)	–	–	(59,278)
At 31 December 2006	於二零零六年十二月三十一日	726,217	–	(42,910)	683,307
Exercise of share options	行使購股權	8,139	–	–	8,139
Loss for the year	年度虧損	–	–	(1,287)	(1,287)
Dividends paid relating to 2006	與二零零六年有關的已付股息	(69,243)	–	–	(69,243)
Employee share-based payment	僱員以股份支付的款項	–	1,877	–	1,877
At 31 December 2007	於二零零七年十二月三十一日	665,113	1,877	(44,197)	622,793

Pursuant to Section 34 of the Companies Law (Revised) of the Cayman Islands and the Articles of Association of the Company, share premium of the Company is available for distribution to equity holders. As at 31 December 2007, in the opinion of the Directors, the Company's reserves available for distribution to equity holders, comprising the share premium account and accumulated deficit, amounted to approximately HK\$620,916,000 (2006: approximately HK\$683,307,000).

29. 儲備

本公司於年內的儲備變動如下：

根據開曼群島公司法（經修訂）第34條及本公司章程細則，本公司的股份溢價可供分派予權益持有人。於二零零七年十二月三十一日，董事認為，可供分派予權益持有人的本公司儲備（包括股份溢價賬及累計虧損）約為620,916,000港元（二零零六年：約683,307,000港元）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

30. Deferred Income Tax

Deferred taxation for the year ended 31 December 2007 is calculated in full on temporary differences under the liability method using a principal taxation rate of 17.5% (2006: 17.5%).

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through the future taxable profits is probable. The Group has unrecognised tax losses of HK\$447,000,000 as at 31 December 2007 (2006: HK\$423,000,000) to carry forward against future taxable income. Approximately HK\$432,000,000 (2006: HK\$403,000,000) of the unrecognised tax losses have no expiry date and the remaining balance will expire at various dates up to and including 2026.

The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

Deferred income tax liabilities

遞延所得稅負債

		Accelerated tax depreciation 加速稅項折舊	
		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
At 1 January	於一月一日	1,213	963
Charged to the consolidated income statement	扣自綜合收益表	4,695	250
At 31 December	於十二月三十一日	5,908	1,213

Deferred income tax assets

遞延所得稅資產

		Tax losses 稅項虧損		Decelerated tax depreciation 減速稅項折舊		Total 總計	
		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元	2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元	2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
At 1 January	於一月一日	(11,545)	(963)	(688)	–	(12,233)	(963)
Charged/(Credited) to the consolidated income statement	扣自／(計入) 綜合收益表	3,793	(10,582)	168	(688)	3,961	(11,270)
At 31 December	於十二月三十一日	(7,752)	(11,545)	(520)	(688)	(8,272)	(12,233)

30. 遞延所得稅

截至二零零七年十二月三十一日止年度的遞延稅項乃根據負債法就暫時性差異，按主要稅率17.5% (二零零六年：17.5%) 作全數計算。

遞延所得稅資產乃就所結轉之稅項虧損作出確認，惟以可能透過未來應課稅溢利可得到之相關稅務利益為限。本集團於二零零七年十二月三十一日之未確認稅項虧損約為447,000,000港元 (二零零六年：423,000,000港元)，可結轉以抵銷未來應課稅收入；於未確認之稅務虧損中，約432,000,000港元 (二零零六年：403,000,000港元) 並無到期日，而餘額將於截至二零二六年 (包括該年) 的多個日期到期。

於年內的遞延稅項資產及負債變動 (在抵銷同一徵稅地區的結餘前) 如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

31. Cash Generated from Operations

Reconciliation of profit from operations to net cash inflow from operating activities

31. 經營業務產生的現金

經營溢利與經營業務現金流入淨額對賬表

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Profit before income tax	除所得稅前溢利	329,174	245,825
Amortisation of lease premium for land	土地租賃費用攤銷	1,986	540
Depreciation of property, plant and equipment	物業、廠房及設備折舊	25,544	23,373
Amortisation of purchased programme and film rights and other charges	購入節目、電影版權及其他開支攤銷	17,876	18,861
Impairment of property, plant and equipment	物業、廠房及設備減值	226	677
Employee share-based payment	僱員以股份支付的款項	1,877	—
Provision for impairment of receivables	應收款項減值撥備	5,547	16,293
Reversal of provision for impairment of receivables	應收款項減值撥備撥回	(8,505)	(12,152)
Gain/(loss) on disposal of property, plant and equipment	出售物業、廠房及設備收益／(虧損)	(664)	81
Share of losses of jointly controlled entities	攤佔共同控制實體虧損	1,067	1,518
Interest income, net	利息收入淨額	(24,503)	(23,118)
Other income, net	其他收入淨額	(18,531)	(7,325)
Decrease/(increase) in accounts receivable	應收賬款減少／(增加)	24,946	(29,198)
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(49,322)	(83,939)
Increase in loans and receivables	貸款及應收款項增加	(51,124)	(38,794)
Decrease in inventories	存貨減少	367	605
(Increase)/decrease in amounts due from related companies	應收有關連公司款項(增加)／減少	(3,802)	1,194
Decrease in self-produced programmes	自製節目減少	2,156	554
(Decrease)/increase in accounts payable, other payables and accruals	應付賬款、其他應付款項及應計款項(減少)／增加	(12,072)	27,772
(Decrease)/increase in deferred income	遞延收入(減少)／增加	(15,710)	11,638
Decrease in amounts due to related companies	應付有關連公司款項減少	(1,237)	(157)
		225,296	154,248

Notes to the Consolidated Financial Statements 綜合財務報表附註

32. Banking Facilities

As at 31 December 2007, the Group had banking facilities amounting to approximately HK\$19,067,000 (2006: HK\$18,907,000) of which approximately HK\$11,440,000 (2006: HK\$11,735,000) was unutilised. The facilities are covered by counter indemnities from the Group.

As at 31 December 2007, deposits of approximately HK\$4,067,000 (2006: HK\$3,907,000) were pledged with a bank to secure a banking guarantee given to the landlord of a subsidiary.

33. Commitments

(a) Programme and film rights acquisition

As at 31 December 2007, the Group had aggregate outstanding programme and film rights related commitments of approximately HK\$13,368,000 (2006: HK\$34,123,000) of which all (2006: HK\$33,695,000) was in respect of a film rights acquisition agreement with STAR TV Filmed Entertainment Limited ("STAR Filmed") extending to 27 August 2008. Total programme and film rights related commitments are analysed as follows:

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Not later than one year	不遲於一年	13,368	20,776
Later than one year and not later than five years	遲於一年但不遲於五年	—	13,347
		13,368	34,123

32. 銀行信貸

於二零零七年十二月三十一日，本集團的銀行信貸額約為19,067,000港元（二零零六年：18,907,000港元），當中約11,440,000港元（二零零六年：11,735,000港元）仍未動用。有關信貸由本集團提供的反擔保作抵押。

於二零零七年十二月三十一日，約4,067,000港元（二零零六年：3,907,000港元）的存款已抵押予銀行，作為給予一附屬公司業主銀行擔保的抵押品。

33. 承擔

(a) 購入節目及電影版權

於二零零七年十二月三十一日，本集團有關節目及電影版權的待履行承擔總額約為13,368,000港元（二零零六年：34,123,000港元），當中全部（二零零六年：33,695,000港元）乃與STAR TV Filmed Entertainment Limited（「STAR Filmed」）簽訂的購買電影版權協議有關，該協議延續至二零零八年八月二十七日。有關節目及電影版權的承擔總額分析如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

33. Commitments (continued)

(b) Service charges

As at 31 December 2007, the Group had total committed service charges payable to Satellite Television Asian Region Limited ("STARL") and Fox News Network L.L.C. ("Fox") of approximately HK\$72,851,000 (2006: HK\$120,853,000) and Nil (2006: HK\$1,896,000) in respect of service agreement expiring/expired on 30 June 2009 and 25 July 2007, respectively. Total committed service charges payable to STARL and Fox are analysed as follows:

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Not later than one year	不遲於一年	48,513	50,016
Later than one year and not later than five years	遲於一年但不遲於五年	24,338	72,733
		72,851	122,749

(c) Operating lease

As at 31 December 2007, the Group had rental commitments of approximately HK\$25,122,000 (2006: HK\$33,588,000) under various operating leases extending to September 2011. Total future minimum lease payments payable under non-cancellable operating leases are as follows:

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Not later than one year	不遲於一年	12,527	12,079
Later than one year and not later than five years	遲於一年但不遲於五年	11,724	21,137
Later than five years	遲於五年	871	372
		25,122	33,588

33. 承擔(續)

(b) 服務費

於二零零七年十二月三十一日，本集團分別就於二零零九年六月三十日及二零零七年七月二十五日到期的服務協議而應付予衛星電視有限公司(「STARL」)及 Fox News Network L.L.C. (「Fox」)的服務費約為72,851,000港元(二零零六年：120,853,000港元)及零港元(二零零六年：1,896,000港元)。應付STARL及Fox的服務費用承擔總額分析如下：

(c) 經營租賃

於二零零七年十二月三十一日，本集團根據多項延期至二零一一年九月的經營租賃須承擔約25,122,000港元(二零零六年：33,588,000港元)的租金。根據不可撤銷經營租賃，未來應付的最低租金總額分析如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

33. Commitments (continued)

(d) Capital commitments

- (i) As at 31 December 2007, the Group had capital commitments of approximately HK\$110,990,000 (2006: Nil) as follows:

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Not later than one year	不遲於一年	56,887	—
Later than one year and not later than five years	遲於一年但不遲於五年	—	—
Authorised but not contracted for	已授權但未訂約	54,103	—
		110,990	—

- (ii) Investment in 鳳凰東方(北京)置業有限公司 (Phoenix Oriental (Beijing) Properties Company Limited) ("Phoenix Oriental")

Phoenix Pictures Limited ("Phoenix Pictures"), an indirect wholly-owned subsidiary of the Company, entered into a capital increase contract (the "Capital Increase Contract") on 27 June 2007 and an amended and restated capital increase contract (the "Amendment Contract") on 21 December 2007 with Phoenix Oriental and its existing shareholders, pursuant to which Phoenix Pictures agreed to subscribe for 50% of the enlarged registered capital (the "Subscription") of Phoenix Oriental. The purpose of the investment is to participate in the development of a site (the "Land") situated at the south-western corner of Chaoyang Park, Chaoyang District, Beijing, into a building ("Phoenix International Media Centre") which will contain theatres and television programme studios to be used by the Group. The land use rights of the Land are owned by Phoenix Oriental pursuant to a land and project transfer contract with 北京朝陽公園開發經營公司 (Beijing Chaoyang Park Development & Management Co.) entered into in May 2006 and are for a term of 50 years from 10 October 2001. Upon completion of the project, all the parties can unanimously consent to terminate the Amendment Contract and liquidate Phoenix Oriental. The balance of the assets and real properties of Phoenix Oriental after liquidation shall be distributed to the parties in proportion to their respective equity interest in Phoenix Oriental. Phoenix Pictures will have priority in selecting the theatres and television production studios and the professional facilities.

33. 承擔(續)

(d) 資本承擔

- (i) 於二零零七年十二月三十一日，本集團有資本承擔約110,990,000港元(二零零六年：無)如下：

- (ii) 於鳳凰東方(北京)置業有限公司(「鳳凰東方」)的投資

本公司的間接全資附屬公司鳳凰影視製作有限公司(「鳳凰影視」)與鳳凰東方及其當時股東於二零零七年六月二十七日訂立增資合同(「增資合同」)並於二零零七年十二月二十一日訂立修訂及重述之增資合同(「修訂合同」)，據此鳳凰影視同意認購鳳凰東方經擴大註冊資本的50%(「認購事項」)。該項投資旨在將一幅位於北京朝陽區朝陽公園西南角的地盤(「該塊土地」)發展為一幢樓宇(「鳳凰國際傳媒中心」)(其將包括由本集團使用的演播大廳及電視節目製作室)，而根據於二零零六年五月與北京朝陽公園開發經營公司訂立的土地及項目轉讓合同，該塊土地的土地使用權現由鳳凰東方擁有，由二零零一年十月十日起計為期五十年。於該項目完工後，訂約各方可一致同意終止修訂合同及將鳳凰東方清盤。鳳凰東方在清盤後之資產及房地產結存須根據訂約方各自於鳳凰東方擁有的股本權益比例向彼等進行分派。鳳凰影視將可優先選擇演播大廳及電視製作室及專業設備。

Notes to the Consolidated Financial Statements 綜合財務報表附註

33. Commitments (continued)

(d) Capital commitments (continued)

(ii) (continued)

According to the Amendment Contract, the registered capital of Phoenix Oriental shall be increased from RMB10,000,000 (approximately HK\$10,200,000) to RMB300,000,000 (approximately HK\$306,000,000), among which RMB150,000,000 (approximately HK\$153,000,000) will be contributed by Phoenix Pictures upon the application and registration of Phoenix Oriental for conversion into a sino-foreign equity joint venture enterprise.

As of 31 December 2007, Phoenix Oriental was still in the process of obtaining all the relevant approvals for the Amendment Contract and the Group had not contributed any amount into Phoenix Oriental.

(e) Other commitments

- (i) As at 31 December 2007, the Group had other operating commitments of approximately HK\$36,320,000 (2006: HK\$37,911,000) under various agreements as follows:

33. 承擔(續)

(d) 資本承擔(續)

(ii) (續)

根據修訂合同，鳳凰東方的註冊資本將由人民幣10,000,000元(約10,200,000港元)增加至人民幣300,000,000元(約306,000,000港元)，其中人民幣150,000,000元(約153,000,000港元)將於鳳凰東方申請及註冊轉為中外合資企業時由鳳凰影視投入。

於二零零七年十二月三十一日，鳳凰東方仍在等待獲得有關修訂合同的所有相關批文，而本集團尚未向鳳凰東方投入任何款項。

(e) 其他承擔

- (i) 於二零零七年十二月三十一日，本集團根據多項協議有其他經營承擔約36,320,000港元(二零零六年：37,911,000港元)如下：

	2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Not later than one year 不遲於一年	24,220	24,130
Later than one year and not later than five years 遲於一年但不遲於五年	12,100	13,781
	36,320	37,911

Notes to the Consolidated Financial Statements 綜合財務報表附註

34. Related Party Transactions

- (i) The Group had the following significant transactions with the related parties as defined in HKAS 24 – Related Party Disclosures:

34. 有關連人士交易

- (i) 本集團曾與有關連人士(定義見香港會計準則第24號—有關連人士披露)進行下列交易：

	Note(s) 附註	2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Service charges paid/payable to STARL 向STARL支付／應付的服務費	a, b	54,258	53,416
Commission for international subscription sales and marketing services paid/payable to STARL 向STARL支付／應付的國際訂購銷售及市場推廣服務佣金	a, c	3,447	3,201
Acquisition of decoders and viewing cards from STARL 向STARL購買解碼器及視像卡	a, d	33	—
Film licence fees paid/payable to STAR Filmed 向STAR Filmed支付／應付的電影許可費	a, e	20,413	20,326
Service charges paid/payable to Asia Television Limited (“ATV”) 向亞洲電視有限公司(「亞洲電視」)支付／應付的服務費	f, g	379	731
Service charges received/receivable from ATV 向亞洲電視收取／應收取的服務費	f, h	1,281	1,276
Service charges paid/payable to Fox 向Fox支付／應付的服務費	i, j	3,719	3,689
Service charges paid/payable to British Sky Broadcasting Limited (“BSkyB”) 向British Sky Broadcasting Limited(「BSkyB」)支付／應付的服務費	k, l	1,233	1,120
Service charges received/receivable from DIRECTV, Inc. (“DIRECTV”) 向DIRECTV, Inc.(「DIRECTV」)收取／應收取的服務費	m, n	1,378	1,954
Programme licence fees to SGL Entertainment Limited (“SGL”) 向SGL Entertainment Limited(「SGL」)支付節目許可費	a, o	78	210
Programme license fees paid/payable to Asia Television Enterprise Limited (“ATVE”) 向Asia Television Enterprise Limited(「ATVE」)支付／應付的節目許可費	f, p	—	428
Advertising sales to the CMCC Group 向中移動通信集團進行的廣告銷售	q, r	31,778	8,912
Key management compensation 主要管理人員薪酬	iii	30,036	25,623

Notes to the Consolidated Financial Statements 綜合財務報表附註

34. Related Party Transactions (continued)

(i) (continued)

Notes:

- (a) STARL, STAR Filmed, SGL and other STAR TV group companies are wholly-owned subsidiaries of STAR Group Limited, which owns 100% of Xing Kong Chuan Mei Group Co., Ltd., a substantial equity holder of the Company.
- (b) Service charges paid/payable to STARL cover a wide range of technical services provided to the Group are charged based on the terms of the service agreement dated 30 June 2006. The summary of the terms of the service agreement is set out in the section headed "New Star Services Agreement" of the circular of the Company dated 21 July 2006 (the "Circular"). Either fixed fees or variable fees are charged depending on the type of services utilised.
- (c) The commission for international subscription sales and marketing services paid/payable to STARL is based on 15% (2006: 15%) of the subscription fees generated and received by it on behalf of the Group.
- (d) Acquisition of decoders and viewing cards relating to Phoenix Movies Channel from STARL at a price based on the cost to STAR plus (if any) transportation costs of such decoders and viewing cards.
- (e) The film licence fees are charged in accordance with a film rights acquisition agreement with STAR Filmed.
- (f) Mr. LIU Changle and Mr. CHAN Wing Kee beneficially own 93.3% and 6.7% respectively of Today's Asia Limited, which indirectly owns approximately 26.85% of ATV as at 31 December 2007.
- (g) Service charges paid/payable to ATV cover news footage and data transmission services provided to the Group which are charged based on terms mutually agreed upon between both parties.

34. 有關連人士交易(續)

(i) (續)

附註：

- (a) STARL、STAR Filmed、SGL及衛視集團內其他公司，均為星空傳媒集團有限公司的全資附屬公司，其擁有Xing Kong Chuan Mei Group Co., Ltd. (本公司主要權益持有人)的100%權益。
- (b) 向STARL支付／應付的服務費包括向本集團提供的廣泛系列技術服務，服務費乃根據於二零零六年六月三十日訂立的服務協議的條款釐定。服務協議的條款概要載列於本公司於二零零六年七月二十一日發出的通函(「通函」)「新衛視服務協議」一節。固定或浮動收費均視乎所使用的服務類別而定。
- (c) 向STARL支付／應付的國際訂購銷售及市場推廣服務佣金乃根據其代表本集團賺取及收取的收視費的15%(二零零六年：15%)計算。
- (d) 就鳳凰衛視電影台向STARL購買解碼器及視像卡之價格乃根據對STAR之成本加(如有)該等解碼器及視像卡之運輸成本。
- (e) 電影許可費乃根據與STAR Filmed訂立的購入電影許可協議收取。
- (f) 劉長樂先生及陳永棋先生於二零零七年十二月三十一日分別實益擁有今日亞洲有限公司的93.3%及6.7%權益，而該公司則間接擁有亞洲電視約26.85%權益。
- (g) 向亞洲電視為本集團提供的新聞片段及數據傳送服務而支付／應付的服務費，乃按雙方同意的條款支付。

Notes to the Consolidated Financial Statements 綜合財務報表附註

34. Related Party Transactions (continued)

(i) (continued)

Notes: (continued)

- (h) Service charges received/receivable from ATV cover the following services provided to ATV which are charged based on terms specified in a service agreement:

- the use of floor area for the location of receivers;
- the use of master control room equipment and transmission equipment (including maintenance for daily wear and tear);
- fibre optic transmission; and
- video tapes administration and playout services.

- (i) Fox is an associate of Xing Kong Chuan Mei Group Co., Ltd., a substantial equity holder of the Company.

- (j) Service charges paid/payable to Fox cover the following services provided to the Group which are charged based on the terms specified in a service agreement:

- granting of non-exclusive and non-transferable licence to subscribe for Fox's news service;
- leasing of office space and access to workspace, subject to availability; and
- accessing Fox's camera hook up at the United Nations, interview positions in various places in the United States and live shots from Fox's satellite truck positions for events that Fox is already covering, subject to availability.

- (k) BSkyB is 39% owned by News Holdings Limited (formerly known as The News Corporation Limited), a wholly-owned subsidiary of News Corporation, which indirectly owns 100% of Xing Kong Chuan Mei Group Co., Ltd., a substantial equity holder of the Company.

- (l) Service charges paid/payable to BSkyB cover the following services provided to the Group which are charged based on terms specified in the service agreements:

- transponder rental;
- uplinking services; and
- encoding and electronic programme guide services.

34. 有關連人士交易(續)

(i) (續)

附註：(續)

- (h) 向亞洲電視收取／應收取的服務費包括下列提供予亞洲電視使用的服務，並按服務協議指明的條款收取：

- 使用接收器所在地點的樓面面積；
- 使用總控制室設備及傳送設備(包括就日常耗蝕進行保養)；
- 光纖傳送；及
- 影帶管理及播送服務。

- (i) Fox乃Xing Kong Chuan Mei Group Co., Ltd. (本公司主要權益持有人)的聯營公司。

- (j) 向Fox支付／應付的服務費包括下列提供予本集團使用的服務，服務費乃按服務協議指明的條款收取：

- 訂購Fox新聞服務的非獨家及不可轉讓許可權；
- 辦公室租賃及使用工作室，視乎其供應而定；及
- 使用Fox位於聯合國的攝影棚、全美各地的採訪場地以及由Fox衛星直播車位置取得Fox已進行報道的事件的現場畫面，視乎其供應而定。

- (k) BSkyB由News Corporation的全資附屬公司News Holdings Limited(前稱The News Corporation Limited)擁有39%權益，而News Corporation間接擁有Xing Kong Chuan Mei Group Co., Ltd.(本公司主要權益持有人)的100%權益。

- (l) 向BSkyB支付／應付的服務費包括下列提供予本集團使用的服務，服務費乃按服務協議指明的條款收取：

- 轉發器租賃；
- 向上傳輸服務；及
- 加密及電子節目指南服務。

Notes to the Consolidated Financial Statements 綜合財務報表附註

34. Related Party Transactions (continued)

(i) (continued)

Notes: (continued)

- (m) DIRECTV is 40.97% directly owned by Fox Entertainment Group, Inc., which indirectly owns 100% of Fox. Fox is an associate of Xing Kong Chuan Mei Group Co., Ltd., a substantial equity holder of the company.
- (n) Service charges received/receivable from DIRECTV are charged based on terms specified in a service agreement.
- (o) Programme license fees to SGL are charged based on terms specified in a license agreement.
- (p) Pursuant to a programme licensing agreement dated 29 May 2003, the programme license fees paid/payable to ATVE with respect to a list of programmes as stipulated in the schedule of the agreement are charged at a fixed fee or fees to be mutually agreed.
- (q) The CMCC Group, through its wholly-owned subsidiary of China Mobile (Hong Kong) Group Limited, owns 19.86% of the issued share capital of the Company. CMCC has become a shareholder and related party of the Company since 25 August 2006.
- (r) Advertising sales to the CMCC Group are related to airtime advertising and programme sponsoring on channels operated by the Group.

34. 有關連人士交易(續)

(i) (續)

附註：(續)

- (m) DIRECTV乃由Fox Entertainment Group, Inc.直接擁有40.97%權益，而Fox Entertainment Group, Inc.則間接擁有Fox的100%權益。Fox為Xing Kong Chuan Mei Group Co., Ltd. (本公司主要權益持有人)的聯營公司。
- (n) 向DIRECTV收取／應收取的服務費乃按服務協議指明的條款收取。
- (o) 向SGL支付的節目許可費乃按許可協議指明的條款支付。
- (p) 根據於二零零三年五月二十九日訂立的節目許可協議，就該協議計劃表所規定的節目表而支付／應付ATVE的節目許可費乃按固定費用或雙方同意的費用收費。
- (q) 中移動通信集團(透過其中國移動(香港)集團有限公司的全資附屬公司)擁有本公司已發行股本的19.86%權益。中移動通信自二零零六年八月二十五日起成為本公司的股東及有關連人士。
- (r) 向中移動通信集團進行的廣告銷售乃有關本集團所經營頻道上的廣告時段及節目贊助。

Notes to the Consolidated Financial Statements 綜合財務報表附註

34. Related Party Transactions (continued)

(ii) Year end balances arising from related parties transactions as disclosed in Note 34(i) above were also disclosed in Note 15.

(iii) Key management compensation

34. 有關連人士交易(續)

(ii) 如上文附註34(i)所披露的有關連人士交易產生的年終結餘亦已在附註15中披露。

(iii) 主要管理人員薪酬

		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元
Salaries	薪金	14,267	13,831
Discretionary bonuses	酌情發放的花紅	6,000	5,200
Quarters and housing allowance	宿舍及房屋津貼	5,509	5,315
Pension fund	退休金	1,317	1,277
Compensation and others	補償金及其他	2,943	—
		30,036	25,623

35. Comparative Figures

Certain of the 2006 comparative figures have been reclassified to conform to the current year's presentation. Depreciation expenses relating to broadcast operations and other equipment under property, plant and equipment have been reclassified from selling, general and administrative expenses to operating expenses.

35. 比較數字

若干二零零六年的比較數字已重新分類，以符合本年度的呈列方式。有關廣播經營業務及物業廠房及設備項下其他設備的折舊費用已從銷售、一般及行政費用重新分類至經營費用。

Financial Summary 財務概要

Consolidated Results

綜合業績

		Year ended 31 December 2007 截至 二零零七年 十二月三十一日 止年度 \$'000 千元	Year ended 31 December 2006 截至 二零零六年 十二月三十一日 止年度 \$'000 千元	Year ended 31 December 2005 截至 二零零五年 十二月三十一日 止年度 \$'000 千元	Year ended 31 December 2004 截至 二零零四年 十二月三十一日 止年度 \$'000 千元 (Restated) (重列)	Six months ended 31 December 2003 截至 二零零三年 十二月三十一日 止六個月 \$'000 千元 (Restated) (重列)	Year ended 30 June 2003 截至 二零零三年 六月三十日 止年度 \$'000 千元 (Restated) (重列)
Results	業績						
Revenue	收入	1,178,667	1,057,667	1,034,768	959,660	304,030	615,462
Operating expenses	經營費用	(803,823)	(729,483)	(653,654)	(694,841)	(288,437)	(584,500)
Selling, general and administrative expenses	銷售、一般及行政費用	(128,300)	(137,330)	(222,429)	(126,283)	(60,172)	(124,295)
Other income, net	其他收入淨額	82,630	54,971	44,734	17,518	7,958	21,631
Profit/(loss) before taxation and minority interests	除稅及少數股東權益前溢利/(虧損)	329,174	245,825	203,419	156,054	(36,621)	(71,702)
Taxation	稅項	(50,640)	(34,938)	(20,755)	(4,826)	(2,559)	(3,811)
Profit/(loss) before minority interests	除少數股東權益前溢利/(虧損)	278,534	210,887	182,664	151,228	(39,180)	(75,513)
Minority interests	少數股東權益	215	1,498	(1,182)	(734)	314	3,150
Profit/(loss) attributable to equity holders of the Company	本公司權益持有人應佔溢利/(虧損)	278,749	212,385	181,482	150,494	(38,866)	(72,363)

Financial Summary 財務概要

Consolidated Assets and Liabilities

綜合資產及負債

		As at 31 December 於十二月三十一日				As at 30 June 於六月三十日	
		2007 二零零七年 \$'000 千元	2006 二零零六年 \$'000 千元	2005 二零零五年 \$'000 千元	2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元	2003 二零零三年 \$'000 千元
Total assets	資產總值	1,635,542	1,433,350	1,161,603	1,082,592	878,039	932,603
Total liabilities	負債總額	(225,753)	(266,662)	(154,497)	(212,107)	(165,516)	(180,563)
Minority interests	少數股東權益	(24,424)	(7,139)	(8,019)	(6,837)	(6,103)	(6,832)
Capital and reserves attributable to the Company's equity holders	本公司權益持有人應佔 資本及儲備	1,385,365	1,159,549	999,087	863,648	706,420	745,208

On 8 January 2004, the Company changed its financial year end from 30 June to 31 December. The Directors consider the reason for the change of financial year end is to align the Group's business cycle with that of its advertising customers, and the agents who represent them, which normally have year end on 31 December and determine their advertising budgets and operate on a calendar year basis.

As a result of the change of financial year end from 30 June to 31 December, the consolidated results and consolidated assets and liabilities have shown two different financial year end.

於二零零四年一月八日，本公司將其財政年結日由六月三十日更改為十二月三十一日。董事認為，更改財政年結日的原因是旨在與本集團及其廣告客戶（及代表有關客戶的代理）的業務週期保持一致，皆因有關客戶一般以十二月三十一日為年結日及按曆年週期決定其廣告預算及營運。

由於財政年結日已由六月三十日更改為十二月三十一日，故綜合業績與綜合資產及負債已列示兩個不同財政年結日。

¹ Due to the change of accounting policy in 2005 on the presentation of "Advertising revenue", relevant figures were restated and the change had no effect on the profit or loss of the Group.

¹ 由於二零零五年有關呈列「廣告收入」的會計政策出現變更，因此有關數字已作出重列，惟該變更並無對本集團的盈虧造成任何影響。



Phoenix Satellite Television Holdings Limited

9th Floor, One Harbourfront, 18 Tak Fung Street,
Hung Hom, Kowloon, Hong Kong

Tel. (852) 2621 9888 Fax. (852) 2621 9898

鳳凰衛視控股有限公司

香港九龍紅磡德豐街18號海濱廣場1座9樓

電話. (852) 2621 9888 傳真. (852) 2621 9898

<http://www.ifeng.com>