SILVER GRANT INTERNATIONAL
LIMITED
實業有限公司
代號: 171



ANNUAL REPORT

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FINANCIAL HIGHLIGHTS 財務摘要

Notes:

1. Based on 1,820,709,611 shares issued and fully paid as at 31 December, 2009 (2008: 1,820,709,611 shares) and the market closing price of HK$2.91 (2008: HK$0.71) per share.

2. Calculated as profit attributable to owners of the Company over equity attributable to owners of the Company.

3. Calculated as profit attributable to owners of the Company over total assets.

4. Calculated as total borrowings over equity attributable to owners of the Company.

5. Calculated as current assets over current liabilities.

6. Calculated as profit before finance costs and taxation over finance costs.

附註：

1. 基於二零零九年十二月三十一日已發行及已繳足股份1,820,709,611股(二零零八年：1,820,709,611股)及收市價每股2.91港元(二零零八年：0.71港元)計算所得。

2. 以本公司擁有人應佔溢利除以本公司擁有人應佔股本計算所得。

3. 以本公司擁有人應佔溢利除以總資產計算所得。

4. 以借貸總額除以本公司擁有人應佔股本計算所得。

5. 以流動資產除以流動負債計算所得。

6. 以扣除財務費用及稅項前溢利除以財務費用計算所得。

CORPORATE INFORMATION 公司資料

Board of Directors

Executive directors

Gao Jian Min *(Managing Director)*
Liu Tianni *(Deputy Managing Director)*
Gu Jianguo
Tang Baoqi
Chow Kwok Wai
Li Xianli

Non-executive directors

Chen Xiaozhou *(Chairman)*
Hui Xiao Bing *(Vice Chairman)*
Yuen Wing Shing
Yang Zhao

CORPORATE INFORMATION 公司資料

Auditor

Deloitte Touche Tohmatsu
Certified Public Accountants

核數師

德勤 • 關黃陳方會計師行
執業會計師

Principal Bankers

Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
The Citic Ka Wah Bank Limited

主要往來銀行

中國銀行(香港)有限公司
香港上海匯豐銀行有限公司
中信嘉華銀行有限公司

Share Registrar and Transfer Office

Tricor Secretaries Limited
26th Floor, Tesbury Centre,
28 Queen's Road East,
Wanchai, Hong Kong
(Tel: 29801888 Fax: 28610285)

股份登記及過戶處

卓佳秘書商務有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓
(電話：29801888 傳真：28610285)

Registered Office

Suite 4901, 49th Floor, Office Tower,
Convention Plaza, 1 Harbour Road,
Wanchai, Hong Kong
(Tel: 28770030 Fax: 28029506)

註冊辦事處

香港灣仔港灣道1號
會展廣場辦公大樓
49樓4901室
(電話：28770030 傳真：28029506)

Company Website

http://www.silvergrant.com.hk

公司網址

http://www.silvergrant.com.hk

Stock Code

171

股份代號

171

MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

Review of Results

Profit attributable to owners of the Company increased by HK$319.2 million to HK$406.3 million (2008: HK$87.1 million), representing an increment of approximately 367%. Basic earnings per share also increased by 365% to HK$0.223 (2008: HK$0.048).

The increase was mainly attributable to the following three factors:

First of all, the Group aborted its investment in the redevelopment project "Zi You Xiao Zhen" by disposing its entire 22.62% equity interest in 北京君合百年房地產開發有限公司 (「君合百年」) in 2009. A gain on disposal of approximately HK$122.5 million was thus recognized.

Secondly, the fair values of the Group's investment properties and leasehold properties increased significantly in light of the rapid and prominent recovery of the property market after the financial tsunami triggered by the subprime crisis in September 2008. Consequently, the Group recognized revaluation gains of approximately HK$65.6 million in aggregate in 2009. However, there was a revaluation loss of approximately HK$39.3 million in 2008 in light of the recessed market shortly after the outbreak of the financial tsunami. The effect of the foregoing was to increase the profit of 2009 by approximately HK$104.9 million.

Lastly, due to the same reason caused by the subprime crisis, the Group recognized unrealized gains of approximately HK$48.5 million in aggregate in respect of held for trad.9(i)-252-10.7(g)-nstigsn32309. Ho8ever, there war
hea3lz0d8e4(o)-23.2(s)-25.s3s8eg8e7p3o1tlps -2537($)-5169(3)8.9.2(9(5.)9(r)4)-9.22(i)-1022(l)-10.2(3)-10.2(1)-23.9(1)-25.9(6

MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

Review of Results *(Continued)*

Administrative Expenses

Administrative expenses for the year increased by approximately HK$22.9 million, representing an increment

MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

Business Review & Prospects *(Continued)*

MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

Business Review & Prospects *(Continued)*

During the year, 科馬實業 was concentrating its effort on expanding its operations. In this regard, profit contribution from 科馬實業 was only minimal. The Group has confidence in the business model of 科馬實業 and has established business plan for 科馬實業 to build up sustainable and fast profit growth in the next few years. The Group has an intention to spin-off 科馬實業 at appropriate time.

Infrastructure Investments

MANAGING DIRECTOR'S

MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

Business Review & Prospects *(Continued)*

業務回顧及展望*(續)*

Financial Investments

金融投資

Distressed Assets Business

不良資產業務

The Huarong Portfolio

華融資產包

The performance in disposing the Huarong Portfolio was unsatisfactory in the past two years, particularly during the post-financial crisis period in 2009. Investors' attentions were drawn to those highly depreciated assets resulting in barely any disposal of distressed asset in the Huarong Portfolio. Therefore, after serious negotiations with China Huarong Asset Management Corporation ("China Huarong"), a compromised arrangement was reached by the end of 2009. The Group agreed to sell all the remaining distressed assets with a carrying value of approximately HK$88.8 million in the Huarong Portfolio back to China Huarong at a total consideration of RMB63.7 million for the purpose of realizing further working capital and concentrating effort on other businesses of the Group.

於過去的兩年，處置華融資產包的成果並不理想，尤其是在後金融海嘯的二零零九年期間。投資者的注意力都轉移到那些已經嚴重貶值的資產；故此，幾乎未能成功處置任何華融資產包內之不良資產。因此，經過與中國華融資產管理公司(「中國華融」)認真協商後，於二零零九年年末達成一項妥協安排。本集團同意把華融資產包剩餘、賬面值約88,800,000港元的不良資產，全部賣回給中國華融，代價為人民幣63,700,000元，目的為進一步套現營運資金並集中精力於處理本集團的其他業務。

The amount of cash recovered from the Huarong Portfolio was RMB498.6 million in aggregate, which is equal to the cost of acquiring the Huarong Portfolio. Having taken into account the effect of RMB appreciation during the past few years and the interest generated from the cash recovered, the Group was able to achieve a breakeven investment, as a whole, in investing in the Huarong Portfolio.

處置華融資產包累計已收回的現金總額約為人民幣498,600,000元，與收購華融資產包的代價相約。如計及過去幾年人民幣升值的影響以及回收現金衍生的利息收益，總的來說，本集團於華融資產包這項投資，可以達到收支平衡。

The Orient Portfolio

東方資產包

The disposal of the Orient Portfolio was substantially completed in 2009. The revenue contribution for the year was only HK$1.7 million (2008: HK$40.0 million). The decrease in revenue contribution was due to and was in line with the decrease in the amount of distressed assets outstanding and pending disposal. To summarize, the cumulative cash recoveries of the Orient Portfolio was approximately RMB662.2 million (equivalent to approximately HK$749.9 million) in aggregate, representing a recovery rate of 3.1%. In the opinion of the Board, the disposal of the Orient Portfolio was successfully completed.

處置東方資產包之工作，基本上已於二零零九年度內完成。年內貢獻之收益僅有1,700,000港元(二零零八年：40,000,000港元)。收益貢獻減少乃由於並且與其未處置的不良資產結餘減少吻合。總的來說，處置東方資產包累計回收現金總額約為人民幣662,200,000元(相當於約749,900,000港元)，相當於處置回收率約為3.1%。董事會意見認為，處置東方資產包之工作，已成功地完成。

MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

Business Review & Prospects *(Continued)*

China New Material

The Group holds HK$40.0 million exchange notes in China New Material (Zhongpu) Holdings Limited ("China New Material") which are capable of converting into the listed securities of China New Material upon listing.

Growth Strategies

The Board has decided to concentrate its effort on investing in the natural resources and energy sectors. Currently, the Group is considering certain investment opportunities in coal, power and petrochemical projects for the purpose of extending the source of recurring income and expanding the magnitude of recurring earnings of the Group.

Strategic Shareholder

On 10 February 2010, the Company issued 364,140,000 new shares to CGNPC International Limited ("CGNCL") at a price of HK$2.00 per share for the purpose to broaden the shareholder base and strengthen its capital base. A net proceed of approximately HK$718.0 million was raised to further enhance the Group's working capital for future business developments. CGNCL becomes a strategic shareholder of the Company with an equity interest of approximately 16.67%.

On the same date, the Company entered into a non-legally binding letter of intent with CGNCL for the purpose of co-investing in projects recommended by CGNCL. The projects shall be resources, energy and nuclear related such as new nuclear power assets, general power assets, uranium mine resources and application of nuclear technology. The projects shall also satisfy certain return requirements and legal and financial due diligence.

業務回顧及展望*(續)*

中國新材料

本集團持有中國新材料(中普)控股有限公司(「中國新材料」)40,000,000港元可換股票據，可於中國新材料上市時按約定條款轉換成上市證券。

發展策略

董事會已決定，專注於天然資源及能源領域的投資方向。本集團現正考慮於煤炭、電力及石油化工業務方面的若干投資項目之投資機會，希望能擴展本集團之經常性盈利的來源及擴大經常性盈利的金額。

策略股東

於二零一零年二月十日，本公司發行364,140,000股新股予中廣核國際有限公司(「中廣核國際」)，代價為每股2.00港元，目的為擴大股東基礎並加強股本實力。共籌集淨額約718,000,000港元以進一步提升本集團之營運資金，為未來業務發展所用。中廣核國際成為本公司一名策略股東，持有約16.67%股本權益。

於同日，本公司與中廣核國際簽訂一項不具法律約束力的意向書，為達致共同投資於中廣核國際推薦的項目之目的。該等項目應為資源、能源及核相關如新建的核電站資產、常規電站資產、鈾礦資源以及核應用技術等。該等項目同時需要符合若干回報要求以及滿足法律及財務的盡職調查。

MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

Growth Strategies *(Continued)*

Strategic Shareholder *(Continued)*

CGNCL is a wholly owned subsidiary of China Guangdong Nuclear Power Holding Co., Ltd. ("CGNPC") which is a company established in the PRC under the leadership of the State-owned Assets Supervision and Administration Commission of the State Council of PRC. CGNPC and its subsidiaries, known as China Guangdong Nuclear Power Group ("CGNPG") currently owns Guangdong Daya Bay Nuclear Power Station and Ling Ao Nuclear Power Station Phase I with nearly 4,000 MWe of installed generating capacity. Ling Ao Nuclear Power Station Phase II, Liaoning Hongyanhe Phase I, Yangjiang Nuclear Power Station Phase I and Ningde Nuclear Power Station Phase I involve over 17,000 MWe of installed generating capacity, which are currently under construction. As of 31 December, 2008 the total assets of CGNPG stood at RMB105 billion with its net assets valued at RMB35 billion.

Given the strong background of CGNPG, the Board believes that, CGNPG will bring in quality projects to the Group which will broaden the Group's sources and magnitude of recurring income in the future.

Natural Resources Venture

On 18 March 2010, 北京潤達國際投資管理有限公司 ("Beijing Runda"), a wholly owned subsidiary of the Company, and Shanxi Guoyang New Energy Co., Ltd. ("Shangxi Guoyang") entered into a Capital Increase Agreement pursuant to which the registered capital of 國陽天泰投資有限公司 ("Guoyang Tiantai") will be increased from RMB450.0 million to RMB2,000.0 million (equivalent to approximately HK$2,260.0 million) (the "Capital Increase"). Pursuant to which, Beijing Runda and Shangxi Guoyang will contribute RMB980.0 million (equivalent to approximately HK$1,107.4 million) and RMB670.0 million (equivalent to HK$757.1 million) respectively in full as paid up capital of Guoyang Tiantai prior to the 10th day upon the Capital Increase Agreement becoming effective.

發展策略*(續)*

策略股東*(續)*

中廣核國際為中國廣東核電集團有限公司(「中廣核」)(該公司為一間由中國國務院國有資產監督管理委員會監督並於中國註冊成立之公司)

MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

Growth Strategies *(Continued)*

Petrochemical Projects

The Group has an intention to expand the business scale of the existing petrochemical projects by strengthening the utilization of raw materials, expanding the deeper processing of raw material, manufacturing of high market demand products and to extend the products line. Amongst which, TZ United East has intention to construct a 1.0 million tons heavy oil production facility, Zhong Hai You Qi has intention to expand its oil refinery capacity by 3.0 million tons and to construct a 0.6 million tons lubricant oil facility.

By further expanding the production capacity of the petrochemical operations, the Group can enjoy the benefit of economic of scale which will eventually become a stable source of revenue and profit of the Group.

Financial Review

Exchange Exposure

The Group's principal assets, liabilities, revenue and payments are denominated in HKD and RMB. Moreover, the Board is capable of maintaining a net monetary asset position denominated in RMB for the Group. Therefore, the Board is confident that the Group's exposure to exchange rate fluctuations in respect of RMB will not have material adverse effect on the financial position of the Group in light of the continuous and mild appreciation of the RMB to HKD exchange rate. In addition, the Board does not anticipate that there is any material exchange exposure in respect of other currencies.

At the end of the reporting period, the Group has no

MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

Financial Review *(Continued)*

Working Capital & Borrowings

At the end of the reporting period, the Group's total borrowings amounted to approximately HK$464.8 million in aggregate. The composition of these borrowings is summarized below:

		HK$'m *百萬港元*	*Percentage* *百分比*
Short term borrowings	短期借貸	179.1	39%
Long term borrowings	長期借貸	285.7	61%
		464.8	100%

Interests for all borrowings were charged at floating rates ranging from 2.17% per annum to 4.86% per annum.

At the end of the reporting period, the Group's cash and bank balances was HK$1,979.7 million in aggregate. And the Group's net cash balance and net current assets were approximately HK$1,514.9 million and HK$1,848.6 million respectively. In view of the Group's strong working capital base and the relatively high level of net cash, the Board is confident thatn ovel o825710.1(tip -9.7(atn10.9(s)- a-11.3(e)-15.2(r)q9.3(s)-11.2(p)n10.)12.3(e)-.(c)wo11.3(e)r15.2(a)k18

MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

Financial Review *(Continued)*

MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

Financial Review *(Continued)*

MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

Appreciation

On behalf of the Board, I would like to express my appreciation and gratitude to our shareholders for their support and all the Group's employees for their hard work and dedication in carrying out their duties and in achieving the Group's business goal.

On behalf of the Board, I am glad to welcome China Guangdong Nuclear Power Group to be a shareholder of the Company and am looking forward to having a pleasant and fruitful partnership going ahead.

By order of the Board of
Silver Grant International Industries Limited

Gao Jian Min
Managing Director

Hong Kong, 9 April, 2010

致謝

本集團有賴各股東的鼎力支持和全體員工努力不懈的竭誠服務以達致本集團的目標，本人謹代表董事會向彼等致以深切謝意。

本人謹代表董事會，歡迎中國廣東核電集團成為本公司股東，並祈望雙方於未來可達至愉快及具有成果的夥伴關係。

承董事會命
銀建國際實際有限公司

董事總經理
高建民

香港，二零一零年四月九日

PROFILE OF DIRECTORS 董事簡介

Executive Directors

Gao Jian Min *Managing Director*

Mr. Gao, aged 50, was appointed as an executive director and served as the Managing Director of the Company on

PROFILE OF DIRECTORS 董事簡介

Executive Directors *(Continued)*

Tang Baoqi

Mr. Tang, aged 50, was appointed as an executive director of the Company on 14 March 2008. Mr. Tang is a Senior Economist. He obtained his bachelor degree in economics from the Hubei School of Finance and Economics in 1983. From 1983 to 1999, he worked in the head quarter of China Construction Bank and was responsible for credit administration. From 1999 to 2000, he worked in China Cinda Asset Management Corporation ("China Cinda"), a substantial shareholder of the Company and was responsible for the management of debt assets. At present, Mr. Tang is the financial controller of Well Kent which is a wholly owned subsidiary of China Cinda and is in charge of the management of debt assets and financial management. Mr. Tang has over 14 years of experience in banking and finance.

Chow Kwok Wai

PROFILE OF DIRECTORS 董事簡介

PROFILE OF DIRECTORS 董事簡介

Non-executive Directors *(Continued)*

Hui Xiao Bing *Vice-chariman*

Mr. Hui, aged 56, was appointed as an executive director of the Company and Vice-chairman of the Board on 22 June 1993. He was redesignated as a non-executive director of the Company on 1 September, 2006. Mr. Hui was the ex-deputy managing director of China Everbright Financial Holdings Limited. Mr. Hui was also the ex-president of China Construction Bank, Shenzhen Branch. He previously worked for the Research Centre for Economic Development of the State Council of the PRC and China Investment Consultancy Company. He has over 20 years of experience in banking and finance. Mr. Hui graduated from the Inner Mongolia Industrial University with a bachelor degree in engineering. Mr. Hui is currently

PROFILE OF DIRECTORS 董事簡介

Non-executive Directors *(Continued)*

Yang Zhao

Mr. Yang, aged 48, was appointed as a non-executive director of the Company on 9 April 2010. Mr. Yang is currently the general manager of the capital operations department of CGNPC, the managing director of CGNPC

PROFILE OF DIRECTORS 董事簡介

PROFILE OF SENIOR MANAGEMENT 高級管理人員簡介

Kwok Chung Lun

Mr. Kwok, aged 55, joined the Company in July 1995. Mr. Kwok is the Managing Director of Beijing East Gate Development Co., Ltd. ("Beijing East Gate"), which is a wholly owned subsidiary of the Company. Mr. Kwok pursued study in the People's University. Mr. Kwok has over 20 years of experience in property investment and development.

郭鐘麟

郭先生現年55歲，於一九九五年七月加盟本公司。郭先生現為本公司全資附屬公司北京東環置業有限公司(「北京東環」)之董事總經理。郭先生於中國人民大學畢業，彼於物業投資及發展方面擁有逾二十年經驗。

Zhang Shuhua

Miss Zhang, aged 56, is the Deputy Managing Director of Beijing East Gate. Miss Zhang pursued study in Beijing Radio and Television University. Miss Zhang has over 20 years of experience in finance and accounting. At the date of this report, Miss Zhang has retired.

張淑華

張女士現年56歲，現為北京東環之董事副總經理。張女士於北京廣播電視大學畢業。彼於財務及會計方面擁有逾二十年經驗。於本報告日，張女士已退休。

CORPORATE GOVERNANCE REPORT 公司管治報告

Corporate Governance Practices

The Company is committed to maintaining and ensuring a standard of corporate governance that is consistent with market practices. The Company has applied the principles and complied with all the applicable code provisions of the Code on Corporate Governance Practices ("Code") as set out in Appendix 14 of the Listing Rules for the year ended 31 December 2009.

The Company will continuously review and improve its corporate governance practices to ensure that business activities and decision-making processes are regulated in a proper and prudent manner.

The following summarizes the Company's key corporate governance practices.

企業管治常規

本公司致力維持及確保符合市場慣例之一套企業管治標準。截至二零零九年十二月三十一日止年度，本公司已應用上市規則附錄十四所載之企業管治常規守則(「常規守則」)的原則，及已遵從所有適用之常規守則的守則條文。

本公司將會不斷檢討及改善其企業管治措施及準則，確保業務活動及決策過程，受到適當及審慎之規管。

下文概括說明，本公司的主要公司管治措施。

Board of Directors

The Board led by the Chairman, steers the Group's business direction. The management, led by the Managing Director, which is also the Chief Executive Officer of the Group, is responsible for the Group's management and operations. The division of responsibilities between the Chairman and the Managing Director are clearly established and set out in writing. The role of the Chairman and the Managing Director are separated and are performed by different persons to avoid concentration of authorities to one single person.

The Board is responsible for formulating the Group's long-term strategies, setting business development goals, assessing the results of management policies, monitoring management's performance and ensuring the existence of an effective internal control system. The independent non-executive directors serve the important function of ensuring and monitoring the basis for an effective corporate governance framework.

董事會

董事會由董事會主席領導，負責帶領本集團的業務發展方向；管理層由董事總經理(彼同時亦為本集團的行政總裁)領導，負責本集團的管理及經營運作。董事會主席和董事總經理有明確的分工，並已在董事會的職責約章中，作出明文規定；此外，董事會主席及董事總經理兩項功能，已予分離，並分別由兩人擔任，以避免權力集中於單一人士。

董事會負責制定本集團的長期策略、訂立業務發展目標、評估管理措施之成效、監察管理層之表現及確保存在有效的內部監控系統。獨立非執行董事則對確保及監察企業管治架構是否行之有效起著重要作用。

CORPORATE GOVERNANCE REPORT 公司管治報告

Board of Directors *(Continued)*

The current Board comprises six executive directors, four non-executive directors and three independent non-executive directors which composition is set out in the section headed Corporation Information on page 4 and the biographies of the directors are set out on pages 24 to 30.

Members of the Board possess the appropriate expertise and skills to discharge their duties.

The Company's directors Messrs. Chen Xiaozhou, Gu Jianguo and Tang Baoqi are also directors and/or senior officers within the group of China Cinda Asset Management Corporation, which is a substantial shareholder of the Company. The Company's directors Messrs. Gao Jian Min and Liu Tianni are also directors and shareholders of Silver Grant Group Limited, which is a substantial shareholder of the Company. The Company's director Mr. Yang Zhao is also a director and/or senior

CORPORATE GOVERNANCE REPORT 公司管治報告

Board of Directors *(Continued)*

According to the Articles of Association of the Company, the Board has the power to appoint any person as a director either to fill a casual vacancy or as an addition to the Board. The director so appointed shall held office until the first general meeting (in the case of filling a casual vacancy) or until the next annual general meeting (in the case of an addition to the Board) following his appointment and be eligible for re-election. In other cases, all directors, including the Chairman, Vice Chairman and Managing Director, shall retire by rotation at least once every three years at annual general meetings and be eligible for re-election.

CORPORATE GOVERNANCE REPORT 公司管治報告

Audit Committee

The Company established an audit committee (the "Audit Committee") in 1999. The composition and professional qualifications of the members of the Audit Committee complies with the requirements under Rules 3.21 of the Listing Rules. The Audit Committee has a written terms of reference that conform to the provisions of the Code.

The current Audit Committee comprises three independent non-executive directors, namely Mr. Kang Dian (committee chairman), Mr. Zhang Lu and Mr. Hung Muk Ming. The principal duties of the Audit Committee includes the review and supervision of the Group's financial reporting system and internal control procedures, review of the Group's financial information and review of the relationship with the external auditors and the Company.

The Audit Committee meets at least two times each year to review the reporting of financial and other information to shareholders, the system of internal controls, risk management and the effectiveness and objectivity of the audit process. The Audit Committee also provides an important link between the Board and the Company's external auditors in matters coming within the scope of its terms of reference and keeps under review the independence and objectivity of the external auditors.

During the year, the work performed by the Audit Committee includes the review of the annual results for the year ended 31 December 2008, the internal control system of the Group for 2008 and the interim results for the period ended 30 June 2009.

The Group's annual results for the year ended 31 December, 2009 have also been reviewed by the Audit Committee.

The Audit Committee together with the Board have reviewed the internal control system of the Group and were satisfied that it is operating effectively and is appropriate for the Group for the time being.

審核委員會

本公司已於一九九九年成立審核委員會(「審核委員會」)。審核委員會之組成及各成員的專業資格均符合上市規則第3.21條之要求。審核委員會的職權範圍符合常規守則之守則條文。

現任審核委員會由三位獨立非執行董事，康典先生(委員會主席)、張璐先生及洪木明先生組成。審核委員會的主要責任，包括審閱及監察本集團的財務匯報程序及內部監控程序、審閱本集團的財務資料，以及檢討本公司與外聘核數師的關係。

審核委員會每年最少召開兩次會議，檢討向股東匯報的財務及其他資料、內部監控系統、風險管理及核數程序的效力及客觀性。審核委員會亦會在其職權範圍內所涉及的事宜上擔當董事會與本公司外部核數師之間的重要聯繫，並對外部核數師的獨立性及客觀性做出檢討。

在年內，審核委員會所做的工作包括審閱截止二零零八年十二月三十一日止年度之業績、二零零八年度本集團的內部監控系統及截止二零零九年六月三十日止期間之中期業績。

本集團截至二零零九年十二月三十一日止之年度業績，亦經已由審核委員會審閱。

審核委員會聯同董事會已檢討了本集團的內部監控系統並且認為其運作有效並且就本集團而言，目前是合適的。

CORPORATE GOVERNANCE REPORT 公司管治報告

Remuneration Committee *(Continued)*

The remuneration package for each employee is structured according to his quality and qualification. The remuneration package will contain a combination or modification of some or all of the following four main components:

1. Basic salary

Basic salary ranges for each position are established with reference to the responsibilities and the duties attached to the position. The actual salary for the person filling the position is determined based on the experience and ability of the individual selected for the position.

The basic salary ranges are reviewed periodically by reference to the general market and by comparison to comparable positions at competitors in the relevant industry. The actual salaries of employees are reviewed annually and may be adjusted from time to time based on the cost of living and financial performance of the Company.

Salaries are base remuneration and not intended to reward performance, either individually or corporately. Performance is rewarded through the other components of the remuneration plan.

2. Incentive bonus

Incentive bonus is linked to individual and corporate performance. The incentive bonus for each employee is determined with reference to his position and his/her performance during the year.

薪酬委員會*(續)*

每位員工的薪酬待遇按個別的質素與專業資格釐定。薪酬待遇由以下四大項目中其中一部分或全部組成，亦可能有所增減：

一. 基本薪金

每個職位的基本薪金是按個別職位的責任及職責而釐定。而擔任該職務的人士實際可取得的基本薪金，則按個別受聘人士的經驗及能力而定。

基本薪金會定期參考一般市場及有關行業的競爭機構中同類職位的薪酬後作出檢討。僱員的實際基本薪金則每年進行檢討，並可按生活指數及本公司的財務表現不時作出調整。

基本薪金屬基本薪酬，並非按個別僱員或公司表現而作出的獎賞。薪酬政策中另有其他獎勵性質的項目。

二. 獎勵性花紅

獎勵性花紅與個別僱員及公司表現掛鈎。每名僱員所得的獎勵性花紅會按其職位及他/她於年內的表現而釐定。

CORPORATE GOVERNANCE REPORT 公司管治報告

Remuneration Committee *(Continued)*

3 Share option

Share options to subscribe for shares in the Company are granted to employees from time to time at the discretion of the Board, in order to retain valuable employees and to motivate future performance of the employees.

Share options granted to individual employee are determined with reference to his position, his performance and his ability to contribute to the overall success of the Group.

4. Other benefits

The Group offers other customary and/or mandatory benefits to employees, such as statutory retirement scheme, employee compensation and medical insurance, paid annual leaves and child education allowance, with reference to the prevailing practices in relevant jurisdictions.

CORPORATE GOVERNANCE REPORT 公司管治報告

Remuneration Committee *(Continued)*

During the year, the Remuneration Committee has reviewed and approved the annual salary adjustments for the year 2010 and the payment of discretional performance bonus and director fees for the year ended 31 December 2009 after taking into consideration the results of the Group, the performance of the directors, the senior management and the employees and the prevailing market practices.

Details of the emoluments paid to all directors are set out in notes 9 to the consolidated financial statements.

Nomination of Directors

Currently, the Company does not set up any nomination committee. The Company will consider establishing a nomination committee at appropriate time.

The Board shall have the collective responsibility to consider and assess the candidates for directorships based on their characters, qualifications and experience appropriate for the Company's businesses, and nominate candidates for directorships accordingly.

On 9 April 2010, Mr. Yang Zhao was nominated and appointed as a non-executive director of the Company and Mr. Li Xianli was nominated and appointed as an executive director of the Company.

Auditors' Remuneration

The Group's consolidated financial statements for the year ended 31 December 2009, were audited by Deloitte Touche Tohmatsu ("Deloitte") at a total fees of approximately HK$2.1 million. The said audit fee was approved by the Audit Committee and endorsed by the Board. In addition, the Group also paid fees of not more than HK$0.2 million in aggregate to Deloitte Touche Tohmatsu for the provision of taxation services during the year 2009.

The Audit Committee considers that the taxation services did not (in terms of the nature of the services and the amount of fees paid in relation to the audit fees) affect the independence of Deloitte.

薪酬委員會*(續)*

在年內，薪酬委員會已審閱並在經考慮本集團的業績、董事、高級管理層及僱員的表現以及當前的市場狀況後，批准了二零一零年之年度薪金調整以及按表現酌情發放、截至二零零九年十二月三十一日止年度之花紅及董事酬金。

支付予所有董事的報酬之詳情載列於綜合財務報表附註9。

董事提名

本公司目前並無設立任何提名委員會，本公司將考慮於適當時候設立提名委員會。

董事會集體性負責審議及評估候選董事品格、資歷及是否適用於本集團業務的經驗，並據此提名候選人出任董事職務。

於二零一零年四月九日，楊兆先生獲董事會提名及委任為本公司非執行董事；此外，李現立先生獲董事會提名及委任為本公司執行董事。

二零零九年委任栴示╤ 2 崔ꞏ祈茴ꞏ

CORPORATE GOVERNANCE REPORT 公司管治報告

Directors' Responsibility Statement

The directors are responsible for the preparation of the financial statements for each financial period, which give a true and fair view of the state of the affairs of the Group and of the results and cash flow for that period. In preparing the financial statements for the year ended 31 December 2009, the directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards; made adjustments and estimates that are prudent and reasonable; and have prepared the consolidated financial statements on the going concern basis. Up to the date of this report, the directors are not aware of any material uncertainties that will seriously affect the going concern assumption of the Group.

The directors are also responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company. The directors also have general responsibilities for setting up an appropriate internal control system, which is mainly to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The directors have reviewed the internal control system of the Group and are satisfied that the internal control system of the Group is functioning properly.

董事關於賬目的責任聲明

董事負責編制各個會計期間的財務報表，該等財務報表真確地反映本集團於該期間的事務、業績及現金流量。在編制截至二零零九年十二月三十一日止年度之綜合財務報表時，董事已選取適用的會計政策，並貫徹應用；採用適當的香港財務報告準則及香港會計準則；作出審慎及合理的調整估計；及按持續經營基準編制綜合財務報表。截至本報告日止，董事並不獲悉任何將會嚴重地影響持續經營基準的重大不確定因素。

董事亦負責保存適當的會計紀錄，使於任何時間能合理準確地反映本集團的財務狀況。董事亦有一般責任設立適當的內部監控系統，其主要目的為保障本集團資產與防止及揭發舞弊以及其他不當的行為。董事已檢討過本集團的內部監控系統並認為本集團的內部監控系統行之有效。

CORPORATE GOVERNANCE REPORT 公司管治報告

Communication with Shareholders

The Company endeavours to maintain a high level of transparency in communicating with shareholders and investors at large. In order to enhance the transparency of shareholders' voting in general meeting, separate resolutions are proposed at general meeting on each substantially separate issue, including the election of individual director and all resolutions are voted on by poll. The Company will engage external scrutineer to count the vote. The poll voting results will be published on the Stock Exchange's website and on the Company's website at a later time on the same business day. In addition, the requirement for resolutions to be voted by poll is stated in the circular or annual report to be despatched to shareholders. Moreover, at general meeting but before voting, the chairman of the meeting will explain to shareholders the detailed procedures for conducting a poll.

The Company has maintained a website at http://www.silvergrant.com.hk which enable shareholders, investors and the general public to have an open access to the information of the Company. Financial information and all corporate communications of the Company are made available on the Company's website and are updated regularly.

Shareholders who wish to raise any queries with the Board may write to the Company Secretary at Suite 4901 49/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong.

與股東的溝通

本公司在與股東及大眾投資者溝通時，一直盡量保持透明度。此外，為了加強股東大會上股東投票的透明度，本公司於股東大會上對所有涉及具體事項的決議案包括選舉個別董事等均分開進行議案表決，而所有議案均採取按點票方式進行表決。為此，本公司會委任外部監票員進行點票工作，點票方式的投票結果亦會於有關大會結束後的同一個工作日稍後時間上載及刊登於聯交所網頁及本公司網頁。此外，有關議案採取按點票方式進行表決的規定也會列於寄給股東的通函或年報內。同時於股東大會舉行但投票進行之前，會議主席會首先向股東解釋以按點票方式進行表決的詳細程序。

本公司設立了一個網站於http://www.silvergrant.com.hk，以為股東、投資者及公眾人士提供一個公開渠道取得本公司之資料。本公司財務資料及所有與股東之間的公司通訊均已上載於本公司網站，並且會定期作出更新。

倘若股東需要向董事會提出查詢，可隨時致函本公司公司秘書，地址為：香港灣仔港灣道1號會展廣場辦公大樓49樓4901室。

DIRECTORS 'REPORT 董事會報告

The Board present its annual report and the audited consolidated financial statements for the year ended 31 December 2009.

董事會謹提呈截至二零零九年十二月三十一日止年度之年報及經審核綜合財務報表。

Principal Activities

主要業務

The Company is an investment holding company and engaged in property investment and securities trading. The Company and its subsidiaries are principally engaged in property investment, other investments, distressed assets business and production and trading of petrochemical products. Details of the principal activities of the Company's subsidiaries and the Group's associates, jointly controlled entities are set out in note 52 and details of principal activities of the special purpose vehicle which hold the Group's investment in distressed assets are set out in note 53 to the consolidated financial statements.

本公司為一間投資控股公司並從事物業投資及證券買賣業務。本公司及其附屬公司的主要業務為從事物業投資、其他投資，不良資產業務及石油化工產品生產及銷售。本公司各附屬公司及本集團各聯營公司、各共同控制公司的主要業務詳情載列於綜合財務報表附註52及本集團通過特殊目的載體投資不良資產的業務詳情載列於附註53。

Results and Appropriations

業績及分配

The results of the Group and appropriations of the Company for the year ended 31 December 2009 are set out in the consolidated income statement on page 56.

截至二零零九年十二月三十一日止年度，本集團的業績及本公司的分配載於第56頁之綜合收益表。

The Board recommend the payment of a final dividend of HK$0.10 per share to the shareholders on the register of members on 26 May 2010, amounting to approximately HK$218,485,000.

董事會建議派發末期股息，每股0.10港元予於二零一零年五月二十六日名列股東名冊之股東，合共約218,485,000港元。

Fixed Assets

固定資產

The Group's leasehold land and buildings were revalued at 31 December 2009. Net Surplus on revaluation of the leasehold land and buildings amounted to approximately HK$28,356,000 of which an amount of approximately HK$7,119,000 has been credited to the consolidated income statement as reversal of impairment loss previously recognised and an amount of approximately HK$21,237,000 has been credited to the asset revaluation reserve.

本集團的租賃土地及樓宇於二零零九年十二月三十一日之價值經已作出重估。租賃土地

DIRECTORS 'REPORT 董事會報告

DIRECTORS 'REPORT 董事會報告

Directors

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

Executive directors

Gao Jian Min *(Managing Director)*
Liu Tianni *(Deputy Managing Director)*
Gu Jianguo
Tang Baoqi
Chow Kwok Wai
Li Xianli *(appointed on 9 April 2010)*

Non-executive directors

Chen Xiaozhou *(Chairman)*
Hui Xiao Bing *(Vice Chairman)*
Yuen Winh5024.5(i)-0Ce-5i

DIRECTORS 'REPORT 董事會報告

Directors' Service Contracts

Other than as disclosed in the section headed "Connected Transaction" below, no director proposed for re-election at the forthcoming annual general meeting has a service contract, which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

董事之服務合約

除下文「關連交易」部份所披露者外，於即將舉行之股東週年大會膺選連任之董事概無與本集團訂立於一年之內不作出賠償(法定賠償除外)則不可終止之服務合約。

Directors' Interest in Shares

As at 31 December 2009, none of the directors and the chief executive of the Company nor any of its associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") as recorded in the register as required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers. None of the directors or their spouses or children under the age of 18, had been granted any right to subscribe for the equity or debt securities of the Company or any of its associated corporation, or had exercised any such right during the year.

董事之股份權益

於二零零九年十二月三十一日，本公司的董事及最高行政人員及其任何關聯人士概無於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，擁有根據證券及期貨條例第352條須存置於本公司的登記冊或根據上市發行人董事進行證券交易的標準守則須以其他方式知會本公司及聯交所的權益或淡倉。概無董事或彼等的配偶或十八歲以下的子女獲授任何權利以認購本公司或其任何相聯法團的股本或債務證券，或於年內已行使任何上述權利。

Share Options

Details of the share option scheme adopted by the Company on 27 May 2002 (the "Option Scheme") are set out in note 48 to the consolidated financial statements.

During the year, no share options were granted to the directors and other employees under the Option Scheme.

購股權

本公司於二零零二年五月二十七日採納的購股權計劃(「購股權計劃」)之詳情載列於綜合財務報表附註48。

年內，並無根據購股權計劃項下授出任何購股權予董事及其他僱員。

Arrangements to Purchase Shares or Debentures

At no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debenture of, the Company or any other body corporate, and neither the directors nor the chief executive nor any of their spouse or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

購買股份或債權證的安排

本公司或其任何附屬公司概無於年內的任何時間以訂約一方身分訂立任何安排以促使本公司的董事可籍購入本公司或任何其他法人實體的股份或債權證以得益，及亦無董事或最高行政人員或任何彼等配偶或十八歲以下子女，擁有任何權利可認購本公司證券或曾行使任何該等權利。

DIRECTORS 'REPORT 董事會報告

Directors' Interests in Contracts of Significance

Other than as disclosed in the section headed "Connected Transaction" below, no contracts of significance to which the Company or its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於重大合約的權益

除於下文「關連交易」部分所披露者外，本公司或其附屬公司於年結日或於年內任何時間，概無以訂約一方身分訂立任何本公司董事於其中擁有(不論是直接或間接的)重大利益的重大合約。

Substantial Shareholders

As at 31 December 2009, persons other than a director or chief executive of the Company having interest in 5% or more of the issued share capital of the Company as recorded in the register required to be kept by the Company under Section 336 of SFO were as follows:

Long positions in shares and underlying shares of the Company as at 31 December 2009 are set out below:

主要股東

於二零零九年十二月三十一日，於本公司根據證券及期貨條例第336條規定須予存置的登記冊記錄所顯示，除本公司董事或最高行政人員以外，擁有佔本公司已發行股本5%或以上權益的人士如下：

於二零零九年十二月三十一日，於本公司股份及相關股份的好倉載列如下：

Name of substantial shareholder 主要股東名稱	**Capacity** 身份	**Number of ordinary shares** 普通股股份數目	**Total interests** 權益總額	**Percentage of the issued share capital** 佔全部已發行股本百分比
Silver Grant Group Limited 銀建集團有限公司	Beneficial owner 實益擁有人	153,586,022	153,586,022 *(Note i)* *(附註 i)*	8.44%
China Cinda Asset Management Corporation 中國信達資產管理公司	Interest of controlled corporation 受控制法團權益	402,064,000	402,064,000 *(Note ii)* *(附註 ii)*	22.08%
China Guangdong Nuclear Power Holding Co., Ltd. 中國廣東核電集團有限公司	Interest of controlled corporation 受控制法團權益	364,140,000	364,140,000 *(Note iii)* *(附註 iii)*	20.00%
Liu Yang 劉央	Investment manager 投資經理	110,000,000	110,000,000 *(Note iv)* *(附註 iv)*	6.04%

DIRECTORS 'REPORT 董事會報告

Substantial Shareholders *(Continued)*

Notes:

(i) Messrs. Gao Jian Min and Liu Tianni, both of whom are directors of the Company, each has a 30% interest in Silver Grant Group Limited as at 31 December 2009.

(ii) The following is a breakdown of the interests in shares of the Company held by China Cinda Asset Management Corporation:

Name of controlled corporation 受控法團名稱	Name of controlling shareholder 控權股東名稱	Percentage of control 控制百分率	Total interest in shares 股份權益總數	
			Direct interest 直接權益	Indirect interest 間接權益
Well Kent International Investment Company Limited 華建國際投資有限公司	China Cinda Asset Management Corporation 中國信達資產管理公司	100%	—	402,064,000

DIRECTORS 'REPORT 董事會報告

Emolument Policy

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

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

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme is set out in note 48 to the consolidated financial statements.

Annual General Meeting

The annual general meeting of the Company will be held at

DIRECTORS 'REPORT 董事會報告

Major Customers and Suppliers

The Group's revenue comprises rental income from leasing of properties, dividend income from listed securities, net gain on disposal of held-for-trading investments, income from property management, income from sales of properties, interest income from interest in distressed assets and income from production and trading of petrochemical products.

The aggregate amount of purchases and revenue attributable to the Group's five largest suppliers and customers were less than 30% of the Group's total purchases and revenue for the year.

Closure of Register of Members

The register of members will be closed from Thursday, 20 May 2010 to Wednesday, 26 May 2010, both days inclusive, during which period no transfers of shares of the company will be effected. In order to 17 TwC1T*14 2o1ms2 4Qeg Te 14 r

DIRECTORS 'REPORT 董事會報告

Auditor

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

By order of the Board
Chen Xiao Zhou
Chairman

Hong Kong, 9 April 2010

核數師

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於本公司的股東週年大會提呈。

承董事會命
主席
陳孝周

香港，二零一零年四月九日

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

To the members of
Silver Grant International Industries Limited
(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Silver Grant International Industries Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 56 to 189, which comprise the consolidated and the Company's statements of financial position as at 31 December 2009, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of

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INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance and for no other purpose. We do not assume

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2009 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

意見

我們意見認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映　貴公司及　貴集團於二零零九年十二月三十一日的事務狀況及　貴集團截至該日止年度的溢利及現金流量，並已按照香港公司條例妥為編制。

Deloitte Touche Tohmatsu
Certified Public Accountants

德勤 • 關黃陳方會計師行
執業會計師

Hong Kong
9 April 2010

香港
二零一零年四月九日

CONSOLIDATED INCOME STATEMENT 綜合收益表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元
Property management fee income	物業管理費收入	6	**139,000**	147,068
Rental income	租金收入	6	**65,821**	54,431
Sales of petrochemical products	石油化工產品銷售	6	**74,668**	45,662
			279,489	247,161
Cost of sales	銷售成本		**(165,578)**	(147,938)
			113,911	99,223
Income from investment in distressed assets through establishment of a special purpose vehicle	通過成立特殊目的載體投資不良資產之收入	6	**45,866**	39,993
Dividend income from listed securities	上市證券股息收入	6	**3,910**	1,132
Other income, gains and losses	其他收入，收益及虧損	7	**177,882**	195,545
Change in fair value of held-for-trading investments	持作買賣投資公允值變動		**48,548**	(35,351)
Administrative expenses	行政費用		**(140,640)**	(117,776)
Gain on disposal of available-for-sale investments	出售可供出售投資收益		**17,898**	—
Reversal of revaluation deficit (revaluation deficit) of leasehold properties	租賃物業重估虧損回撥（重估虧損）	16	**7,119**	(19,141)
Change in fair value of investment properties	投資物業公允值變動	15	**58,444**	(20,130)
Loss on fair value change on convertible note classified as financial liabilities at fair value through profit or loss	於損益表按公允值處理歸類為財務負債的可換股票據公允價變動虧損	37	**—**	(6,289)
Change in fair value of structured finance securities	結構性金融證券之公允值變動		**(3,174)**	1,715
Impairment loss on available-for-sale investments	可供出售投資減值虧損		**—**	(25,390)
Impairment loss on deposits, prepayments and other receivables	按金、預付款及其他應收款減值虧損	31	**—**	(21,115)
Finance costs	財務費用	8	**(24,470)**	(25,520)
Gain on disposal of associates	出售聯營公司的收益		**103,678**	—
Share of results of associates	攤佔聯營公司業績		**36,497**	22,472
Share of results of jointly controlled entities	攤佔共同控制公司業績		**8,071**	(2,426)
Profit before taxation	除稅前溢利		**453,540**	86,942
Taxation charge	稅項支出	11	**(42,210)**	(5,190)
Profit for the year	年內溢利	12	**411,330**	81,752
Attributable to:	應佔：			
Owners of the Company	本公司擁有人		**406,278**	87,057
Minority interests	少數股東權益		**5,052**	(5,305)
			411,330	81,752
Earnings per share (in HK dollar)	每股盈利(以每港元列示)	13		
— Basic	— 基本		**0.223**	0.048
— Diluted	— 攤薄		**0.220**	0.048

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元
Profit for the year	年內溢利	**411,330**	81,752
Other comprehensive income	其他全面溢利		
Exchange difference arising on translation	換算產生之滙兌差額	**40,503**	52,702
Fair value gain (loss) arising on revaluation of available-for-sale investments	可供出售投資重估產生之公允值盈利(虧損)	**17,898**	(111,455)
Reclassification adjustment — impairment loss on available-for-sale investments	重列調整 — 可供出售投資減值虧損	**—**	25,390
Reclassification adjustment — transfer to profit or loss on disposal of available-for-sale investments	重列調整 — 出售可供出售投資時劃轉至損益表	**(17,898)**	—
Gain arising on revaluation of leasehold properties	重估租賃物業產生之收益	**21,237**	7,007
Share of other comprehensive income of associates and jointly controlled entities	攤佔聯營公司及共同控制公司其他全面溢利	**9,046**	(56,252)
Reclassification adjustment — transfer to profit or loss on disposal of associates	重列調整 — 出售聯營公司時劃轉至損益表	**(8,954)**	—
Income tax reet2o comonmens otteone	娩濺鸕萍其他全面溢利之滑陁鎩		

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AND STATEMENT OF FINANCIAL POSITION 綜合財務狀況表及財務狀況表

As at 31 December 2009
於二零零九年十二月三十一日

			The Group 本集團		The Company 本公司	
		Notes 附註	**2009 二零零九年 HK$'000 千港元**	2008 二零零八年 HK$'000 千港元	**2009 二零零九年 HK$'000 千港元**	2008 二零零八年 HK$'000 千港元
ASSETS	資產					
Non-current assets	非流動資產					
Investment properties	投資物業	15	**2,288,512**	2,188,262	**17,590**	16,798
Property, plant and equipment	物業、廠房及設備	16	**223,198**	462,444	**74,872**	65,674
Land use rights	土地使用權	17	**26,785**	26,842	**—**	–
Goodwill	商譽	18	**7,001**	11,392	**—**	–
Investments in subsidiaries	投資於附屬公司	19	**—**	–	**224,591**	169,713
Amounts due from subsidiaries	應收附屬公司款	19	**—**	–	**1,930,163**	796,217
Interest in associates	聯營公司權益	20	**132,951**	783,991	**20,000**	20,000
Interest in jointly controlled entities	共同控制公司權益	21	**198,396**	66,717	**5,180**	12,973
Structured finance securities	結構性金融證券	24	**9,042**	12,216	**9,042**	12,216
Available-for-sale investments	可供出售投資	25	**435,494**	314,019	**105,640**	2,140
Loan receivables	應收貸款	26	**339,751**	–	**339,751**	–
Deposits, prepayments and other receivables	按金、預付款及其他應收款	31	**142,111**	–	**—**	–
			3,803,241	3,865,883	**2,726,829**	1,095,731
Current assets	流動資產					
Inventories, at cost	存貨 – 按成本	28	**298**	66,597	**—**	–
Investment in distressed assets through establishment of a special purpose vehicle	通過成立特殊目的載體投資不良資產	27	**144,201**	148,247	**—**	–
Held-for-trading investments	持作買賣投資	29	**132,816**	70,027	**40,324**	15,368
Trade receivables	應收賬款	30	**10,118**	11,794	**—**	–
Deposits, prepayments and other receivables	按金、預付款及其他應收款	31	**115,074**	207,323	**5,786**	166,963
Amounts due from subsidiaries	應收附屬公司款	19	**—**	–	**357,804**	2,300,536
Amounts due from associates	應收聯營公司款	22	**102,397**	982,626	**18,007**	–
Amounts due from jointly controlled entities	應收共同控制公司款	23	**98,080**	63,074	**43,715**	63,074
Loan receivables	應收貸款	26	**111,975**	79,790	**78,000**	–
Available-for-sale investments	可供出售投資	25	**—**	121,277	**—**	63,500
Taxation recoverable	可收回稅項		**—**	1,128	**—**	–
Bank balances and cash	銀行結餘及現金	32	**1,979,724**	792,376	**622,523**	40,503
			2,694,683	2,544,259	**1,166,159**	2,649,944
TOTAL ASSETS	資產總值		**6,497,924**	6,410,142	**3,892,988**	3,745,675

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AND STATEMENT OF FINANCIAL POSITION 綜合財務狀況表及財務狀況表

As at 31 December 2009

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動報表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

	Attributable to Owners of the Company 本公司股本擁有人應佔股本			
	Share capital	Share premium	Asset	

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元
Operating activities	經營業務			
Profit before taxation	除稅前溢利		**453,540**	86,942
Adjustments for:	調整：			
Share of results of associates	攤佔聯營公司業績		**(36,497)**	(22,472)
Share of results of jointly controlled entities	攤佔共同控制公司業績		**(8,071)**	2,426
Amortisation of other asset	其他資產攤銷		**—**	1,371
Depreciation of property, plant and equipment	物業、廠房及設備折舊		**11,202**	11,614
Amortisation of land use rights	土地使用權攤銷		**574**	46
Finance costs	財務費用		**24,470**	25,520
Change in fair value of held-for-trading investments	持作買賣投資公允值變動		**(48,548)**	35,351
Income from investment in distressed assets through establishment of a special purpose vehicle	通過成立特殊目的載體投資不良資產之收入		**(45,866)**	(39,993)
Interest income	利息收入		**(116,755)**	(113,150)
Gain on disposal of available-for-sale investments	出售可供出售投資收益		**(17,898)**	—
Impairment loss on available-for-sale investments	可供出售投資減值虧損		**—**	25,390
Impairment loss on deposits, prepayments and other receivables	按金、預付款及其他應收款減值虧損		**—**	21,115
Gain on disposal of associates	出售聯營公司的收益		**(103,678)**	—
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額		**187**	163
(Reversal of revaluation deficit) revaluation deficit of leasehold properties	租賃物業(重估虧損回撥)重估虧損		**(7,119)**	19,141
Change in fair value of investment properties	投資物業公允值變動		**(58,444)**	20,130
Loss on fair value change on convertible note classified as financial liabilities at fair value through profit or loss	於損益表按公允值處理歸類為財務負債的可換股票據公允值變動虧損		**—**	6,289
Change in fair value of structured finance securities	結構性金融證券之公允值變動		**3,174**	(1,715)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元
Operating cash flows before movements in working capital	營運資金變動前的經營業務現金流		**50,271**	78,168
Decrease in inventories	存貨減少		**18,753**	7,611
Increase in held-for-trading investments	持作買賣投資增加		**(14,241)**	(42,248)
Decrease in trade receivables	應收賬款減少		**1,310**	1,454
Decrease in deposits, prepayments and other receivables	按金、預付款及其他應收款減少		**737**	17,910
Decrease in restricted bank balance	監管戶口結餘減少		**—**	163,677
(Decrease) increase in trade payables	應付賬款(減少)增加		**(7,560)**	2,798
Decrease in amount due to holding company of a shareholder	應付一名股東的控股公司款減少		**—**	(96,676)
Increase (decrease) in accrued				

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元
Financing activities	融資業務			
Redemption of convertible note	贖回可換股票據		**(389,025)**	—
Repayment of bank loans	償還銀行貸款		**(1,077,505)**	(228,926)
Dividend paid	已付股息		**(163,864)**	(145,657)
Bank loans raised	銀行貸款融資		**1,286,251**	248,122
Advance from associates	聯營公司墊款		**150,000**	—
Repayment to associates	償還聯營公司墊款		**(13,500)**	(264,630)
Increase in amount due to an associate from recovery of distressed assets	由不良資產回收之應付一間聯營公司款增加	27	**22,789**	—
Increase in other payables from recovery of distressed assets	由不良資產回收之其他應付款增加	27	**197,503**	—
Loan from minority shareholder of a subsidiary	一間附屬公司之少數股東貸款		**1,853**	20,889
Capital injection from minority shareholder	少數股東資本投入		**—**	2,222
Net cash from (used in) financing activities	融資業務所得(所用)淨現金		**14,502**	(367,980)
Net increase (decrease) in cash and cash equivalents	現金及現金等值增加(減少)淨額		**1,184,903**	(382,789)
Cash and cash equivalents at the beginning of the year	現金及現金等值年初數額		**792,376**	1,152,840
Effect of foreign currency rate changes	外幣匯率變動之影響		**2,445**	22,325
Cash and cash equivalents at the end of the year	現金及現金等值年末數額		**1,979,724**	792,376
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值結餘分析			
Bank balances and cash	銀行結餘及現金		**1,979,724**	792,376

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

2. Application of new and revised Hong Kong Financial Reporting Standards ("HKFRSs") *(Continued)*

New and revised HKFRSs affecting the reported results and/or financial position

HKAS 23 (Revised 2007) Borrowing costs

In previous years, the Group expensed all borrowing

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

2. Application of new and revised Hong Kong Financial Reporting Standards ("HKFRSs") *(Continued)*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Significant accounting policies

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

The consolidated financial statements have been prepared on the historical cost basis, except for properties and certain financial instruments, which3.6(n)-19(crf7.62.1(m)-10.6)-16.m.1(t)-11.4(5)-19.911ns5339va6(n
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Significant accounting policies *(Continued)*

Basis of consolidation *(Continued)*

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

Business combinations

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

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Significant accounting policies *(Continued)*

Goodwill *(Continued)*

Goodwill arising on acquisitions on or after 1 January 2005 *(Continued)*

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses and is presented separately in the consolidated statement of financial position.

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

On subsequent disposal of the relevant cash-generating unit, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

3. 主要會計政策*(續)*

商譽*(續)*

於二零零五年一月一日或之後收購時所產生之商譽(續)

因收購業務而產生之商譽是按成本值減任何累計減值虧損列值，並會於綜合財務狀況表內獨立呈列。

就減值測試而言，因收購而產生之商譽乃被分配至預期從收購之協同效應中受益之各有關現金產生單位，或一組現金產生單位。已獲配商譽之現金產生單位每年及凡單位有可能出現減值跡象時進行減值測試。於財政年度因收購而產生的商譽，商譽被分配到的現金單位需要於財政年度完結前作減值測試。當現金產生單位之可回收金額少於該單位之賬面值時，減值虧損被分配以削減首先分配至該單位及其後以單位內各資產之賬面值為基準按比例分配至該單位之其他資產之任何商譽之賬面值。商譽之任何減值虧損乃直接於損益表內確認。商譽之減值虧損於其後期間不予以撥回。

倘於其後出售有關現金產生單位，資本化商譽應佔之金額用於釐定出售時之損益。

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For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Significant accounting policies *(Continued)*

Investments in subsidiaries, associates and jointly controlled entities

Investments in subsidiaries, associates and jointly controlled entities are stated in the Company's statement of financial position at cost less any identified impairment loss. Income from investments in subsidiaries, associates and jointly controlled entities is accounted for by the Company when the Company's right to receive the dividend payment has been established.

Investments in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in joint venture. Significant influence is the power to participate in the financial and operating

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3. Significant accounting policies *(Continued)*

Joint ventures *(Continued)*

Jointly controlled entities *(Continued)*

The results and assets and liabilities of jointly

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For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Significant accounting policies

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For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Significant accounting policies *(Continued)*

3. 主要會計政策*(續)*

Property, plant and equipment

物業、廠房及設備

Property, plant and equipment including leasehold land and buildings held for use in production or supply of goods or services, or for administrative purposes (other than construction in progress) are stated at cost or fair value less subsequent accumulated depreciation and accumulated impairment loss.

物業、廠房及設備包括持有作為生產、提供貨品或服務或行政管理用途(在建工程除外)的租賃土地及樓宇乃按成本或公允值減去其後累計折舊及累計減值虧損入賬。

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

在建工程指正在建造以供生產或自用之物業、廠房及設備。在建工程以成本減累計減值虧損列賬。在建工程於完成後可供用於擬定用途時重新分類為物業、廠房及設備之適當類別。此等資產之折舊基準與其他物業資產相同，乃於資產可供於擬定用途時開始計提。

Leasehold land and building originally classified as investment properties carried at fair value is transferred to property, plant and equipment at a deemed cost equal to its fair value at the date of change in use as evidence by commencement of owner occupation.

原先以公允值列賬、分類為投資物業之租賃土地及樓宇乃按以開始自用作證明用途改變當日的公允值視同為成本劃轉物業、廠房及設備。

Leasehold land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at their revalued amount, being the fair value at the date of revaluation less any subsequent accumulated impairment losses and subsequent accumulated depreciation. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period.

持有用作生產或提供貨品或服務用途，或用作行政管理用途的租賃土地及樓宇，乃按其重估值於綜合財務狀況表內列賬，而重估值即指重估當日之公允值減去任何其後之累積減值虧損及其後之累積折舊。由於定期進行重估，賬面值與於本報告期末所釐定之公允值沒有重大差距。

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3. Significant accounting policies *(Continued)*

Property, plant and equipment *(Continued)*

Any revaluation increase arising on revaluation of leasehold land and buildings is recognised in other comprehensive income and accumulated in asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is recognised in profit or loss to the extent that it exceeds the balance, if any, on the asset revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Significant accounting policies *(Continued)*

Revenue recognition *(Continued)*

The income from investment in distressed assets through establishment of a special purpose vehicle is recognised on a time basis by reference to the estimated future cash flows and at the effective interest rate. The effective interest rate is the rate that exactly discounts the estimated future cash inflows arising from recoveries or collection, n9509cc0at of the estimated future cash outflows arising from directly attributable costs such as management fee and incentive bonus through the expected life of

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For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Significant Accounting Policies *(Continued)*

Financial instruments

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

Financial assets

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

3. 主要會計政策*(續)*

金融工具

金融資產及金融負債於集團實體成為該工具合約條文之訂約方後，於財務狀況表中確認。金融資產及金融負債初步按公允值計量。因收購或發行金融資產及金融負債(於損益表按公允值處理的金融資產及金融負債除外)而直接產生之交易費用於初次確認時加入金融資產及金融負債(如適用)之公允值或自金融資產及金融負債(如適用)之公允值扣除。因收購於損益表按公允值處理的金融資產或金融負債而直接產生之交易費用即時於損益表確認。

金融資產

本集團之金融資產分類為以下三個類別之其中一類：於損益表按公允值處理的金融資產、貸款及應收款項及可供出售的金融資產。所有日常買賣之金融資產於交易日確認及終止確認。日常買賣指須根據市場規則或慣例訂立之時限交收資產之金融資產買賣。

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3. Significant Accounting Policies *(Continued)*

Financial assets *(Continued)*

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including

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For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Significant Accounting Policies *(Continued)*

Financial assets *(Continued)*

Loans and receivables — investment in distressed assets through establishment of a special purpose vehicle

Investment in distressed assets through establishment of a special purpose vehicle is stated at amortised cost using effective interest method less impairment allowance. The impairment allowances are made on the interest in distressed assets when there is objective evidence of impairment as a result of the occurrence of certain loss events that will impact on the estimated future cash flows, and are measured as the difference between the carrying amount of the investment in distressed assets through establishment of a special purpose vehicle and the

3. Significant Accounting Policies *(Continued)*

Impairment of financial assets *(Continued)*

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

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

For certain categories of financial asset, such as

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3. Significant Accounting Policies *(Continued)*

Financial liabilities and equity

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

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

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees, points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) thr t

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For the year ended 31 December 2009
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3. Significant accounting policies *(Continued)*

Financial liabilities and equity *(Continued)*

Convertible note at fair value through profit or loss

Financial liabilities at FVTPL represent convertible note designated at fair value through profit or loss on initial recognition.

A financial liability may be designated as at FVTPL upon initial recognition if:

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

The convertible note with embedded derivatives whose economic risks and characteristics are not closely related to those of the host contract (the liability component) as a whole is designated as financial liabilities at FVTPL on initial recognition.

Transaction costs that are directly attributable to the issue of the convertible notes designated as financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3. 主要會計政策*(續)*

金融負債及股本*(續)*

於損益表按公允值處理的可換股票據

於損益表按公允值處理的金融負債乃指於初步確認時指定為於損益表按公允值處理的金融負債。

金融負債在初始入賬時就以下情況下可能被界定為按公允值於損益表處理：

- 此分類能抵銷或大幅減少計量或減少引起確認的不一致性；或
- 此金融負債是屬於一組金融資產或一組金融負債或兩者之一部份，該組金融資產或金融負債是根據本集團成文的風險管理及投資策略來管理並按公允值衡量其表現，且內部使用作分類資料亦建基於此；或
- 此金融負債是包含一個或多個嵌入性衍生工具之合約的組成部份。並且香港會計準則第39號容許整個結合式合約(資產或負債)指定為於損益表按公允值處理。

內含衍生工具之可換股票據其經濟風險及特色整體上與其從屬合約的(負債部份)整體上並無密切關連者，於初步確認時界定為於損益表按公允值處理的金融負債。

發行可換股票據直接應佔之交易成本指定為於損益表按公允值處理的金融負債，乃即時於損益表內確認。

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3. Significant accounting policies *(Continued)*

Financial liabilities and equity *(Continued)*

***Convertible note at fair value through profit or loss** (Continued)*

Subsequent to initial recognition, the entire convertible note with embedded derivatives are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

Other financial liabilities

Other financial liabilities including borrowings, trade payables, accrued charges and other payables, amounts due to subsidiaries and amount due to an associate are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

Derecognition

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

3. 主要會計政策*(續)*

金融負債及股本*(續)*

於損益表按公允值處理的可換股票據(續)

於初步確認後，內含衍生工具之全部可換股票據均以公允值計量，公允值變動直接於其產生期間之損益表內確認。

其他金融負債

其他金融負債(包括借貸、應付賬款、應計費用及其他應付款項、應付附屬公司款及應付一間聯營公司款)，於其後採用實際利率法按攤銷成本計量。

股本工具

由本公司發行之股本工具乃按已收取所得款項減直接發行費用記錄。

終止確認

若從資產收取現金流量之權利已屆滿，或金融資產已轉讓及本集團已轉讓其金融資產擁有權之絕大部分風險及回

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3. Significant Accounting Policies *(Continued)*

Impairment losses other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews

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3. Significant Accounting Policies *(Continued)*

Taxation *(Continued)*

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities

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3. Significant Accounting Policies *(Continued)*

Taxation *(Continued)*

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the

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3. Significant Accounting Policies *(Continued)*

Foreign currencies *(Continued)*

Change in functional currency

Functional currency of a group entity is changed only if there is a change to the underlying transactions, events and conditions relevant to the entity. The effect of a change in the translation functional currency is accounted for prospectively. At the date of change, the entity translates all items into the new functional currency using the prevailing exchange rate at that date and the resulting translated amounts for non-monetary items are treated as the historical cost. Exchange differences arising from the translation of foreign operations recognised in translation reserve are not recognised in profit or loss until the disposal of the operation.

Leasing

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

The Group as lessor

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

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

3. 主要會計政策*(續)*

外幣*(續)*

功能貨幣之改變

本集團實體的功能貨幣只會受本集團的潛在有關交易、事件及環境有所改變才會作出改變。換算功能貨幣改變會對期後會計確認影響。於改變當日，公司會以當日之當前滙率換算所有項目成新功能貨幣及非貨幣項目之換算金額被視作為歷史成本。有關海外業務換算引起的滙兌差額會確認為滙兌儲備，直至該業務被出售其滙兌差額才會於損益表確認。

租賃

融資租賃指租賃條款將擁有資產的風險及回報絕大部份轉移至承租人之租賃。所有其他租賃均分類為營運租賃。

本集團作為出租人

營運租賃之租金收入乃按有關租約年期以直線基準於損益表內確認。

本集團作為承租人

營運租賃費用乃於有關租約年期內以直線基準確認為支出。作為促使訂立營運租賃的已收及應收獎勵之利益於租約年期內以直線基準確認於租金開支中扣減。

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3. Significant Accounting Policies *(Continued)*

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4. Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, 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.

Estimated cash flows of the distressed assets and investment in distressed assets through establishment of a special purpose vehicle

As at 31 December 2009, the carrying amounts of investment in distressed assets through establishment of a special purpose vehicle was HK$144,201,000 (2008: HK$148,247,000). Determining the recoverability of investment in

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4. Key sources of estimation uncertainty *(Continued)*

Determination of fair value of structured finance securities

The Group's investment in structured finance securities represent a debt security with interest payments based on United States Treasury Bond and distribution from preference shares in a private company which invests in a portfolio of asset-backed securities. The fair value of the structured finance securities is determined by the directors with reference to the valuation provided by the counterparty financial institution. Details of assumptions used to determine the quoted price by the counterparty financial institution are set out in note 24.

During the year ended 31 December 2009, the Group had loss of HK$3,174,000 (2008: gain of HK$1,715,000) from the change in fair value of the structured finance securities.

4. 估計不確定之主要來源*(續)*

釐定結構性金融證券之公允值

本集團於結構性金融證券之投資為一項附帶利息的的證券。該利息是基於美國國庫債券及於一間投資於資產抵押證券組合之私人公司之優先股的分配計算。該結構性金融證券之公允值是董事基於一間金融機構交易對手的評估計算所得。用以計算公允值之假設之詳情載列於附註24。

於截至二零零九年十二月三十一日止年度，由於該結構性金融證券之公允值變動而導致本集團錄得3,174,000港元虧損(二零零八年：1,715,000港元收益)。

5a. Capital risk management

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

The capital structure of the Group consists of net debt, which includes the borrowings, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits.

The management of the Group reviews the capital structure on a continuous basis taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through new share issues and the issue of new debt or the redemption of the existing debt.

5a. 資本風險管理

本集團透過使用最理想的債務與資本結餘管理其資本以保障集團內的公司能夠以持續經營方式持續並同時達至股東回報最大化。本集團的整體策略與以往年度維持一致。

本集團之資本結構由包括淨債務包括借貸、現金淨額及現金等值及本公司股本持有人應佔股本，其中包括已發行股本、儲備及保留盈利組成。

本集團管理層以持續性方式檢測集團的資本結構並同時考慮資金成本以及資金附帶的風險。本集團將透過發行新股份及發行新債務或贖回現有債務等方式致力平衡整體的資本結構。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

5b. Financial instruments *(Continued)*

Market risks *(Continued)*

Interest rate risk management *(Continued)*

The Group's cash flow interest rate risk as at 31 December 2009 primarily relates to its bank balances carried at prevailing deposit rate, floating-rate borrowings and other payable to minority shareholder of a subsidiary. The Group's cash flow interest rate risk as at 31 December 2008 primarily related to its bank balances carried at prevailing deposit rate, floating-rate borrowings and other payable to minority shareholder of a subsidiary. The Company's cash-flow interest rate risk as at 31 December 2009 principally related to its bank balances carried at prevailing deposit rate, amounts due from subsidiaries and floating-rate borrowings. The Company's cash flow interest rate risk as at 31 December 2008 primarily relates to its bank balances, amounts due from subsidiaries and floating-rate borrowings.

The Group and the Company has not used any interest rate swaps in order to mitigate its exposure associated with fluctuations relating to interest cash flows. However, the management monitors interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated. In addition, the Group has concentration risk on its floating rate bank balances and borrowings which expose the Group significantly towards the change in the People's Bank of China interest rate.

5b. 金融工具*(續)*

市場風險*(續)*

利率風險管理(續)

本集團於二零零九年十二月三十一日之現金流利率風險基本上是基於其當前存款利率之銀行結餘，按浮動利率計息的借貸及其他應付予附屬公司少數股東款。本集團於二零零八年十二月三十一日之現金流利率風險基本上是基於其當前存款利率之銀行結餘，按浮動利率計息的借貸及其他應付予附屬公司少數股東。本公司於二零零九年十二月三十一日之現金流利率風險主要是基於其當前存款利率之銀行結餘，應收附屬公司款，按浮動利率計息的借貸。本公司於二零零八年十二月三十一日之現金流利率風險基本上是基於其銀行結餘，應收附屬公司款及按浮動利率計息的借貸。

本集團及本公司並無運用任何利率換期對沖利率現金利息帶來波動之風險，然而，管理層對利率風險進行監察並在預期面臨重大利率風險時考慮是否需採取其他必要的對應行動。另外，本集團風險集中於按浮動利率計息之銀行結餘及借貸，其於中國人民銀行利率改變對本集團有重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

5b. Financial instruments *(Continued)*

Market risks *(Continued)*

Foreign currency risk management

As at 31 December 2008, the directors considered that the Group's and the Company's exposure to foreign currency risk is primarily arisen from the amounts due from subsidiaries of HK$1,980,307,000 which were denominated in RMB, which were not denominated in the functional currency of the Company. After the Company changed its functional currency from HKD to RMB during the year ended 31 December 2009, the Group's and the Company's exposure to foreign currency risk is primarily arisen from the amounts due from subsidiaries of HK$422,762,000 which were denominated in HKD.

The major financial assets and liabilities of the Group denominated in currencies other than the functional currency of the respective group entities are amounts due from jointly controlled entities, bank

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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5b. Financial instruments *(Continued)*

Market risks *(Continued)*

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For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

5b. Financial instruments *(Continued)*

Market risks *(Continued)*

Foreign currency risk management *(Continued)*

Basis of sensitivity analysis as at 31 December 2008:

Before the change in functional currency from HKD to RMB, the directors considered that, as HKD is

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

5b. Financial instruments *(Continued)*

Market risks *(Continued)*

Price risk management

Equity and debt investments

As at 31 December 2009 and 2008, the Group is exposed to equity securities price risk through its available-for-sale equity investments and held-for-trading investments and debt securities price risk through its investments in PRC government bonds. In addition, as at 31 December 2008, the Group was exposed to security price risk in respect of the conversion option embedded in the convertible note which allows the note holder to convert to the Company's ordinary shares. However, sensitivity analysis in relation to the impact on fair value of the embedded option due to change in Company's share price and share price volatility is not presented as the entire convertible note was redeemed during the year. For available-for-sale investments measured at cost less impairment, as the fair value could not be measured reliably, they have not been included in the sensitivity analysis.

5b. 金融工具*(續)*

市場風險*(續)*

價格管理風險

股本及債權投資

於二零零九年及二零零八年十二月三十一日，本集團於其可供出售股權投資及持有作買賣投資及透過投資於中國政府之債權證的價格風險上面臨股本證券價格風險。另外，於二零零八年十二月三十一日，本集團亦面臨證券價格風險，此乃源於嵌入可換股票據的換股權利容許票據持有人轉換本公司普通股股份。然而，有關本公司股份價格變動及股份的波動性而對嵌入的換股權之公允值的敏感度分析因所有可換股票據於本年被全數贖回而未予呈報，以成本扣除減值列賬的可供出售投資，由於其公允值不能可靠地量度，故並不包括於敏感度分析項下。

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For the year ended 31 December 2009
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5b. Financial instruments *(Continued)*

Market risks *(Continued)*

Price risk management *(Continued)*

Equity and debt investments (Continued)

The sensitivity analysis below have been determined based on the exposure to equity and debt price risks at end of the reporting period. If the prices of the respective available-for-sale equity investments in listed equity securities and held-for-trading investments had been 10% (2008: 10%) higher/lower, assuming all other variables were held constant, the impact to the Group and the Company would be:

5b. 金融工具*(續)*

市場風險*(續)*

價格風險管理(續)

股本及債權投資(續)

下述的敏感度分析乃就於本報告期末之權本及債權價格風險而釐定。倘若相關上市股本證券之可供出售股權投資及持作買賣投資之價格增加或減少10%(二零零八年：10%)，假設其他所有可變因素維持不變，對本集團及本公司的影響將會是：

		The Group 本集團		The Company 本公司	
		2009 二零零九年 *HK$'000 千港元*	2008 二零零八年 *HK$'000 千港元*	**2009 二零零九年 *HK$'000 千港元***	2008 二零零八年 *HK$'000 千港元*
Held-for-trading investments:	持作買賣投資：				
Increase/decrease in post-tax profit for the year	年度除稅溢利增加／減少	**13,282**	7,003	**4,032**	1,537
Available-for-sale investments:	可供出售投資：				
Increase/decrease in other comprehensive income (net of tax) (2008: Increase/decrease in post-tax profit for the year)	除稅後其他全面溢利增加／減少(二零零八年：年內除稅後溢利增加／減少)	**425**	4,881	**—**	—

10% (2008: 10%) change in equity and debt investment price represents the directors' assessment of the reasonably possible change in equity price.

10%(二零零八年：10%

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For the year ended 31 December 2009
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5b. Financial instruments *(Continued)*

Market risks *(Continued)*

Price risk management *(Continued)*

Equity and debt investments (Continued)

As at 31 December 2009 and 2008, the Group is exposed to concentration risk on the available-for-sale investment in listed equity securities and held-for-trading investments as they comprise equity shares issued by several companies listed on the Stock Exchange (2008: New York Stock Exchange and the Stock Exchange).

Liquidity risk

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

Liquidity tables

The following table details the Group's and the Company's remaining contractual maturity for its

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For the year ended 31 December 2009
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5b. Financial instruments *(Continued)*

Liquidity risk *(Continued)*

***Liquidity tables** (Continued)*

The Company

	Less than 6 months 少於六個月	6 months to 1 year 六個月至一年	1-2 years 一至兩年	2-5 years 二至五年	Total undiscounted

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For the year ended 31 December 2009
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5b. Financial instruments *(Continued)*

Credit risk

The Group's and Company's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position and Company's statement of financial position respectively. The Group has significant concentration of credit risk in respect of other receivables, especially for amounts due from a buyer of the disposed associate of HK$236,880,000 (2008: amount due from buyer of the disposed subsidiaries of HK$165,620,000), amounts due from two associates of HK$102,397,000 (2008: HK$982,626,000), amounts due from two jointly controlled entities of HK$98,080,000 (2008: HK$63,074,000), loan receivables from three independent third parties of total HK$451,726,000 (2008: HK$79,790,000) and the cash collected from distressed asset but not yet distributed (as detailed in note 27) of HK$100,993,000 (2008: HK$144,299,000). The Company has concentration risk with respect to its amounts due from subsidiaries

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5b. Financial instruments *(Continued)*

Credit risk *(Continued)*

The Group has a concentration of credit risk on liquid funds deposited with a few major banks. However, the credit risk on liquid funds is limited because the counterparties are banks with good reputation.

The Group has exposure to credit risk in respect to its investment in distressed assets through establishment of a special purpose vehicle. The underlying assets of the distressed assets are debts that are either already in default, under bankruptcy protection, or in distress and heading toward such a condition. The collectivity of these debts might affect the amount recoverable from the investment in distressed assets through establishment of a special purpose vehicle.

Fair value

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

- the fair value of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices;

- the fair value of structured finance securities is determined with reference to the valuation provided by the counterparty financial institution. Major assumptions are stated in note 24;

- the fair value of other financial assets and financial liabilities (excluding derivative instruments) are determined in accordance fe ene

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

5b. Financial instruments *(Continued)*

Fair value *(Continued)*

- the fair value of option-based derivative instruments (as included in convertible note), is estimated using option pricing model (the Binomial model).

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

Fair value measurements recognised in the consolidated statement of financial position and statement of financial position

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For the year ended 31 December 2009
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5b. Financial instruments *(Continued)*

Fair value measurements recognised in the consolidated statement of financial position and statement of financial position *(Continued)*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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截至二零零九年十二月三十一日止年度

6. Revenue and segment information



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

6. Revenue and segment information *(Continued)*

The Group is currently organised into six operating divisions: distressed assets business, investments (including the results from held-for-trading investments, available-for-sale investment, structured finance securities and loan receivables), sales of properties, property leasing, property management and production and trading of petrochemical products. These operating divisions are the basis of the internal reports about components of the Group that are regularly reviewed by chief operating decision maker in order to allocate resources to segments and to assess their performance.

Segment revenues and results

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

6. Revenue and segment information *(Continued)*

		Year ended 31 December 2008 截至二零零八年十二月三十一日止						
		Distressed assets business 不良資產業務 *HK$'000 千港元*	Investments 投資 *HK$'000 千港元*	Sales of properties 物業銷售 *HK$'000 千港元*	Property leasing 物業租賃 *HK$'000 千港元*	Property management 物業管理 *HK$'000 千港元*	Production and trading of petrochemical products 石油化工產品生產及銷售 *HK$'000 千港元*	Consolidated 綜合 *HK$'000 千港元*
Revenue	收入	39,993	1,132	–	54,431	147,068	45,662	288,286
Results	業績							
Segment profit (loss)	分部溢利(虧損)	33,902	(50,443)	(24,471)	6,298	11,547	(6,328)	(29,495)
Other unallocated income, gains and losses	其他未分配收入、收益及虧損							182,453
Revaluation deficit of leasehold properties	租賃物業重估虧損							(19,141)
Loss on fair value change on convertible note classified as financial liabilities at fair value through profit or loss	於損益表按公允值處理歸類為財務負債的可換股票據公允值變動虧損							(6,289)
Corporate expenses	公司費用							(35,112)
Finance costs	財務費用							(25,520)
Share of results of associates	攤佔聯營公司業績							22,472
Share of results of jointly controlled entities	攤佔共同控制公司業績							(2,426)
Profit before taxation	除稅前溢利							86,942

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit (loss) represents the results earned by each segment without allocation of items which are not actively reviewed by the chief operating decision maker, including other unallocated income, gains and losses, comprising interest income other than those from loan receivables, net foreign exchange gain, net loss on disposal of corporate property, plant and equipment and clerta i misce llanenal locate (i)-10.7nmoand hare of results of assis aoinonoed n

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

6. Revenue and segment information *(Continued)*

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating segments:

		Distressed assets business 不良資產業務 HK$'000 千港元	Investments 投資 HK$'000 千港元	Sales of properties 物業銷售 HK$'000 千港元	Property leasing 物業租賃 HK$'000 千港元	Property management 物業管理 HK$'000 千港元	Production and trading of petrochemcial products 石油化工產品生產及銷售 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
As at 31 December 2009	於二零零九年十二月三十一日							
Assets	資產							
Segment assets	分部資產	144,201	1,029,856	427	2,308,706	29,205	27,749	3,540,144
Property, plant and equipment	物業 廠房及設備							202,188
Interest in associates	聯營公司權益							132,951

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截至二零零九年十二月三十一日止年度

6. Revenue and segment information *(Continued)*

Segment assets and liabilities *(Continued)*

		Distressed assets business 不良資產業務 HK$'000 千港元	Investments 投資 HK$'000 千港元	Sales of properties 物業銷售 HK$'000 千港元	Property leasing 物業租賃 HK$'000 千港元	Property management 物業管理 HK$'000 千港元	Production and trading of petrochemcial products 石油化工產品生產及銷售 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
At 31 December 2008	於二零零八年十二月三十一日							
Assets	資產							
Segment assets	分部資產	151,861	597,374	659	2,212,483	34,873	380,978	3,378,228
Property, plant and equipment	物業、廠房及設備							174,089
Interest in associates	聯營公司權益							

6. Revenue and segment information *(Continued)*

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than interest in associates, interest in jointly

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For the year ended 31 December 2009
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6. Revenue and segment information *(Continued)*

Information about major customers

There is no single customer contributing over 10% of total revenue of the Group for the year ended 31 December 2009 and 2008.

Geographical information

The Group's operations are located in the PRC and

NOTES TO THE CONSOLIDADA

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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9. Directors' remuneration

The emoluments paid or payable to each of the directors were as follows:

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10. Employees' remuneration

The five highest paid individuals of the Group included two (2008: two) directors, details of whose emoluments are set out in note 9 above. The emoluments of the remaining three (2008: three) individuals are as follows:

10. 僱員酬金

本集團五名最高薪人士包括兩(二零零八年：兩)名董事，彼等的酬金詳情載列於上文附註9。其餘三(二零零八年：三)名人士的酬金如下：

		2009 二零零九年 *HK$'000 千港元*	2008 二零零八年 *HK$'000 千港元*
Salaries and other benefits	薪金及其他福利	**2,155**	2,544
Performance related incentive payments	按表現發放之獎金	**4,050**	1,507
Retirement benefits costs	退休福利成本	**56**	36
		6,261	4,087

Their emoluments are within the following bands:

彼等的酬金介乎下列區間：

		Number of employees 僱員人數	
		2009 二零零九年	2008 二零零八年
HK$500,001 to HK$1,000,000	500,001港元至1,000,000港元	**—**	1
HK$1,000,001 to HK$1,500,000	1,000,001港元至1,500,000港元	**1**	1
HK$1,500,001 to HK$2,000,000	1,500,001港元至2,000,000港元	**—**	1
HK$2,000,001 to HK$2,500,000	2,000,001港元至2,500,000港元	**1**	—
HK$2,500,001 to HK$3,000,000	2,500,001港元至3,000,000港元	**1**	—
		3	3

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For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

11. Taxation *(Continued)*

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

		2009 二零零九年 *HK$'000 千港元*	2008 二零零八年 *HK$'000 千港元*
Profit before taxation	除稅前溢利	**453,540**	86,942
Taxation at the PRC Enterprise Income Tax rate of 25%	按中國企業所得稅稅率25%之稅項	**113,385**	21,736
Tax effect of expenses not deductible for tax purpose	就稅務用途不得扣減開支的稅務影響	**4,702**	11,033
Tax effect of income not taxable for tax purpose	就稅務用途無須課稅收入的稅務影響	**(53,495)**	(21,509)
Tax effect of share of results of associates	攤佔聯營公司業績的稅務影響	**(9,124)**	(5,618)
Tax effect of share of results of jointly controlled entities	攤佔共同控制公司業績的稅務影響	**(2,018)**	607
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	**227**	8,853
Decrease in opening deferred tax asset resulting from decrease in applicable taxcable			

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

12. Profit for the year

		2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元
Profit for the year has been arrived at after charging (crediting):	年內溢利經已扣除（計入）：		
Auditor's remuneration	核數師酬金	**2,095**	2,190
Amortisation of land use rights	土地使用權攤銷	**574**	46
Depreciation	折舊	**11,202**	11,614
Cost of inventories recognised as expenses	存貨成本計入費用	**77,371**	47,351
Amortisation of other asset	其他資產攤銷	**—**	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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13. Earnings per share

13. 每股盈利

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

本公司擁有人應佔的每股基本及攤薄盈利乃根據下列數據計算所得：

		2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元
Earnings:	盈利：		
Earnings for the purpose of basic earnings per share (profit for the year attributable to owners of the Company)	用以計算每股基本盈利之盈利（本公司擁有人應佔年內溢利）	**406,278**	87,057
Effect of dilutive potential ordinary shares in respect of convertible note:	有關可換股票據的潛在攤薄普通股之影響：		
— finance costs waived upon redemption *(Note 37)*	— 財務費用於贖回時豁免 *（附註 37）*	**(648)**	—
Earnings for the purpose of diluted earnings per share	用以計算每股攤薄盈利之盈利	**405,630**	87,057

		2009 二零零九年 In thousand 千股	2008 二零零八年 In thousand 千股
Number of shares:	股份數目：		
Weighted average number of shares for the purpose of basic earnings per share	用以計算每股基本盈利之加權平均股份數目	**1,820,710**	1,820,710
Effect of dilutive potential ordinary shares from	潛在攤薄普通股之影響：		
— convertible note	— 可換股票據	**19,396**	—
Weighted average number of shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利之加權平均股份數目	**1,840,106**	1,820,710

Note: The computation of diluted earnings per share for the year ended 31 December 2008 did not assume the conversion of the Company's convertible note since its exercise would result in an increase in profit per share.

附註： 因行使會引致每股利潤增加，因此於計算截至二零零八年十二月三十一日之每股攤薄盈利並沒有假設轉換本公司之可換股票據。

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14. Dividend

		2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元
Dividend recognised as distribution during the year:	年內確認分派的股息：		
Final dividend of 2008, paid — HK$0.09 (2007: HK$0.08) per share	二零零八年之已付末期股息每股0.09港元（二零零七年：0.08港元）	**163,864**	145,657

The final dividend of HK$0.1 (2008: HK$0.09) per share and amounting to approximately HK$218,485,000 (2008: HK$163,864,000) has been proposed by the Board and is subjeo(a)-13.7pjprvaol by th

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For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

15. Investment properties *(Continued)*

The fair value of the investment properties of the Group and the Company at 31 December 2009 and 31 December 2008 have been arrived at on the basis of a valuation carried out on that date by Vigers Appraisal & Consulting Limited ("Vigers"), an independent qualified professional valuer not connected with the Group. Vigers are members of the Institute of Valuers and have appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. The valuation of the Group's and the Company's investment properties was arrived at using direct comparison method by reference to sales evidence as available on the market and on the capitalisation on the net income with due allowance for the reversionary income and redevelopment potential, where appropriate.

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

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16. Property, plant and equipment *(Continued)*

The above items of property, plant and equipment are depreciated on a straight line over the following years:

Leasehold land and buildings	50 years
Leasehold improvements	3 years
Furniture and fixtures	10 years
Office equipment	5 years
Plant and machinery	10 — 15 years
Motor vehicles	6 — 10 years

At 31 December 2009, the legal titles of the Group's and the Company's properties with carrying value of approximately HK$24,879,000 (2008: HK$38,284,000) and approximately HK$24,879,000 (2008: HK$23,758,000) situated in the PRC have not been passed to the Group and the Company respectively.

The carrying value of the leasehold properties comprises:

16. 物業、廠房及設備*(續)*

以上物業、廠房及設備之項目是以下述之年份以直線法折舊：

租賃土地及樓宇	50年
租賃物業裝修	3年
傢俬及裝修	10年
辦公室設備	5年
廠房及機器	10 — 15年
汽車	6 — 10年

於二零零九年十二月三十一日，本集團及本公司位於中國賬面值分別約為24,879,000港元(二零零八年：38,284,000港元)及約為24,879,000港元(二零零八年：23,758,000港元)的物業之業權仍未過戶至本集團及本公司。

租賃物業之賬面值包括：

		The Group 本集團		The Company 本公司	
		2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元	**2009 二零零九年 HK$'000 千港元**	2008 二零零八年 HK$'000 千港元
Long term leasehold properties situated in Hong Kong	在香港的長期租賃物業	**161,700**	141,250	**48,400**	40,300
Properties under medium term land use rights situated in the PRC	在中國以中期土地使用權持有的物業	**36,408**	48,806	**24,878**	23,758
		198,108	190,056	**73,278**	64,058

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16. Property, plant and equipment *(Continued)*

The fair value of the Group's leasehold land and buildings at 31 December 2009 and 2008 has been arrived at on the basis of valuations carried out on that date by Vigers and A-Plus Surveyors Limited ("A-Plus"). The valuations were arrived at using direct comparison method by reference to sales evidence as available on the market. The revaluation surplus on revaluation of the leasehold land and buildings amounted to approximately HK$28,356,000 (2008: revaluation deficit of approximately HK$12,134,000) of which an amount of approximately HK$7,119,000 has been credited to the consolidated income

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
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16. Property, plant and equipment *(Continued)*

If leasehold properties had not been revalued, they would have been included on a historical cost basis at the following amounts:

		The Group 本集團 HK$'000 千港元	The Company 本公司 HK$'000 千港元
COST	成本	162,145	38,848
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(61,177)	(11,489)
CARRYING VALUE	賬面值		
At 31 December 2009	於二零零九年十二月三十一日	100,968	27,359
At 31 December 2008	於二零零八年十二月三十一日	121,170	29,602

17. Land use rights

	The Group 本集團 HK$'000

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For the year ended 31 December 2009
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18. Goodwill *(Continued)*

The basis of the recoverable amounts of the above Unit A and Unit B and the major underlying assumptions are summarised below:

Unit A

The recoverable amount of Unit A has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period based on estimated growth rate of 3% (2008: 3%) with a discount rate of 12% (2008: 12%). Cash flows for further five years are extrapolated at zero growth rate. Another key assumption for the value in use calculations is the budgeted revenue and gross margin, which is determined based on the unit's past performance and management's expectations for the market development.

In the opinion of the directors, there is no impairment required as at the end of the reporting period.

Unit B

Goodwill was transferred to the cost of a jointly controlled entity upon deemed disposal during the year. Details of the deemed disposal are set out in note 44.

18. 商譽*(續)*

單位A及單位B的可收回金額及其主要的相關假定概述如下：

單位**A**

單位A的可回收金額乃基於使用價值計算釐定。計算方法使用經管理層批核、基於3%(二零零八年：3%)年增長率的五年財政預算所得的現金流預測及12%(二零零八年：12%)貼現率。其後五年之現金流推定為零增長率。使用價值的另一項主要假定為預算收入及毛盈利率，乃按該單位過往之表現及管理層對市場發展之預期釐定。

董事意見認為於本報告期末並沒有減值之需要。

單位 **B**

於本年度商譽於視同出售時劃轉至共同控制公司成本值。視同出售之詳細情況載列於附註44。

19. Investments in subsidiaries and amounts due from subsidiaries

Investments in subsidiaries

19. 投資於附屬公司及應收附屬公司款

投資於附屬公司

		The Company 本公司	
		2009 二零零九年 *HK$'000 千港元*	2008 二零零八年 *HK$'000 千港元*
Unlisted shares, at cost	非上市股份, 按成本值	**224,591**	169,713

Particulars of the Company's subsidiaries at 31 December 2009 are set out in note 52(a).

本公司的附屬公司於二零零九年十二月三十一日之詳情載列於附註52(a)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
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19. Investments in subsidiaries and amounts due from subsidiaries *(Continued)*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

20. Interest in associates

20. 聯營公司權益

		The Group 本集團		The Company 本公司	
		2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元	**2009 二零零九年 HK$'000 千港元**	2008 二零零八年 HK$'000 千港元
Cost of investments in associates — unlisted	聯營公司投資成本值 — 非上市	**107,019**	632,246	**20,000**	20,000
Share of post acquisition profits and other comprehensive income, net of dividend received	攤佔收購後盈利及其他全面溢利，扣除已收股息	**25,932**	151,745	**—**	—
		132,951	783,991	**20,000**	20,000

Particulars of the significant associates of the Group and the Company as at 31 December 2009 are set out in note 52(b).

本集團及本公司的主要聯營公司於二零零九年十二月三十一日之詳情載列於附註52(b)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

20. Interest in associates *(Continued)*

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

		CII Limited ("CII") 中基建設投資有限公司(「中基」)		北京君合百年房地產開發有限公司(「君合百年」)		信達建潤地產有限公司		中海油氣(泰州)石化有限公司	
		2009 二零零九年 ***HK$'000*** *千港元* ***(Note i)*** *(附註i)*	2008 二零零八年 *HK$'000* *千港元*	**2009** 二零零九年 ***HK$'000*** *千港元* ***(Note ii)*** *(附註ii)*	2008 二零零八年 *HK$'000* *千港元*	**2009** 二零零九年 ***HK$'000*** *千港元*	2008 二零零八年 *HK$'000* *千港元*	**2009** 二零零九年 ***HK$'000*** *千港元* ***(Note iii)*** *(附註iii)*	2008 二零零八年 *HK$'000* *千港元* *(Note iii)* *(附註iii)*
Consolidated statement of financial position	綜合財務狀況表								
Non-current assets	非流動資產	–	502,980	–	700	**296,673**	115,755	**230,201**	276,783
Current assets	流動資產	–							

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20. Interest in associates *(Continued)*

Notes: (Continued)

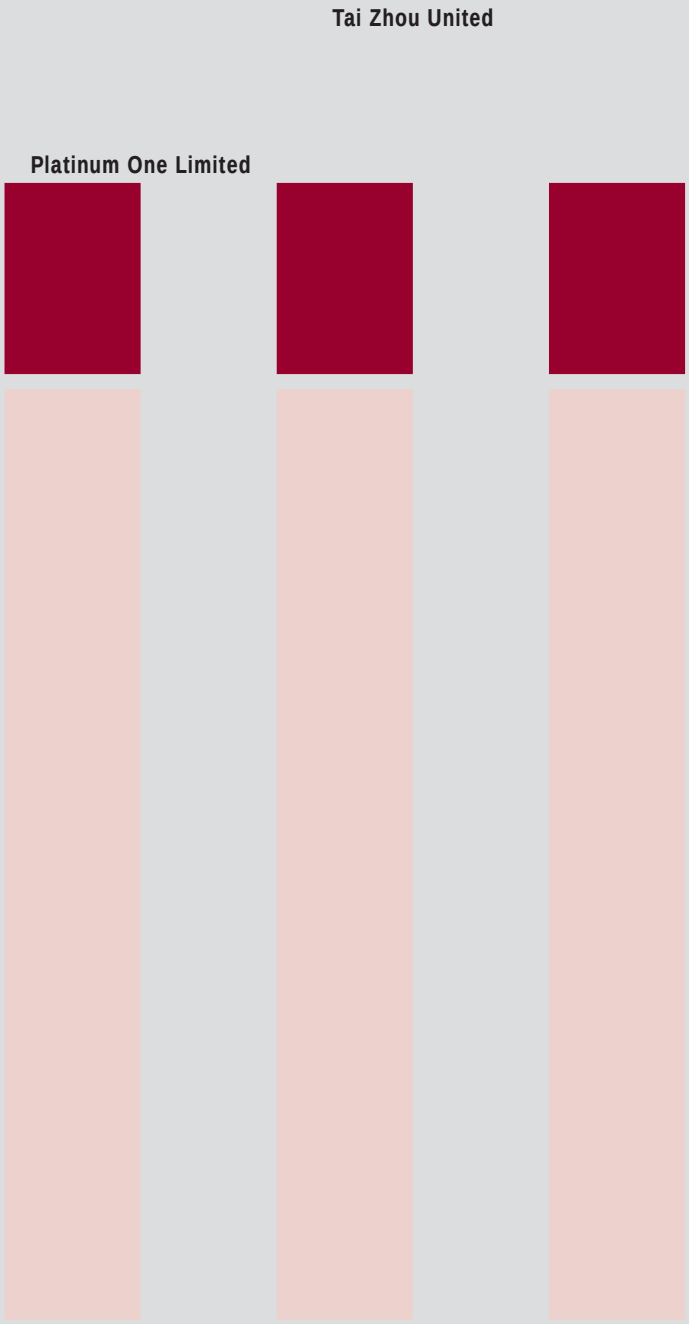
(ii) The Group disposed of its 22.62% equity interests of 君合百年

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
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21. Interest in jointly controlled entities *(Continued)*

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



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22. Amounts due from associates

		The Group 本集團		The Company 本公司	
		2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元	**2009 二零零九年 HK$'000 千港元**	2008 二零零八年 HK$'000 千港元
Current *(note i)*	即期 *(附註 i)*	**—**	742,537	**—**	—
Current *(note ii)*	即期 *(附註 ii)*	**102,397**	240,089	**18,007**	—
		102,397	982,626	**18,007**	—

Notes:

(i) The amount was unsecured, bore fixed interest at 12.5% per annum and was expected to realise in the next 12 months from 31 December 2008.

(ii) The amount is unsecured, interest-free and is expected to realise in the next 12 months from the end of the reporting period.

23. Amounts due from jointly controlled entities

	The Group 本集團		The Company 本公司	
	2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元	**2009 二零零九年 HK$'000 千港元**	2008 二零零八年 HK$'000 千港元0wHXP"$Q4q&pe

P O C C U S R M R

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For the year ended 31 December 2009
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25. Available-for-sale investments

Available-for-sale investments as at the end of the

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For the year ended 31 December 2009
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27. Investment in distressed assets through establishment of a special purpose vehicle

27. 通過成立特殊目的載體投資不良資產

		The Group 本集團	
		2009 二零零九年 *HK$'000 千港元*	2008 二零零八年 *HK$'000 千港元*
Expected discounted cash flow from distressed assets	不良資產之預期貼現現金流	**43,208**	3,948
Cash collected from distressed assets but not yet transferred to the Group	不良資產收回現金但並未轉入本集團	**100,993**	144,299
		144,201	148,247

The Group

On 25 October 2006, Silver Grant International Assets Investment Limited ("SGIAIL"), a wholly owned subsidiary of the Company entered into a cooperation memorandum (the "NPL Memorandum") with China Orient Asset Management Corporation ("China Orient") to establish a company in the PRC, Dongxin Union Asset Management Corporation Limited ("Dongxin Union") for the purpose of managing a NPL portfolio (the "First Orient Portfolio"). Pursuant to the NPL Memorandum, SGIAIL purchased 46.17% interest of First Orient Portfolio from China Orient at a consideration of approximately RMB319,682,000 (equivalent to approximately HK$321,701,000). SGIAIL injected its 46.17% interest in the First Orient Portfolio and China Orient injected the remaining 53.83% interests in the First Orient Portfolio, representing a capital injection of approximately RMB372,708,000 (equivalent to approximately HK$376,435,000) into Dongxin Union as investment in Dongxin Union. This transaction was approved by the Ministry of Commerce of the PRC on 22 January 2007. The operation license of Dongxin Union will expire three years after the date of incorporation (i.e. 22 January 2010). During the year, the operation license of Dongxin Union has been extended to 31 December 2010.

本集團

於二零零六年十月二十五日，本公司之全資附屬公司銀建國際資產投資有限公司(「銀建資產投資」)與中國東方資產管理公司(「中國東方」)訂立一項合作備忘錄(「不良資產備忘錄」)，於中國組建一間公司 — 東信聯合資產管理有限公司(「東信聯合」)以管理一項不良資產組合(「東方資產包一」)。根據該不良資產備忘錄，銀建資產投資向中國東方購入東方資產包一的46.17%權益，代價為人民幣約319,682,000元(相當於約321,701,000港元)。銀建資產投資注入其46.17%東方資產包一之權益及中國東方注入餘下的53.83%東方資產包一之權益，即注入人民幣約372,708,000元(相當於約376,435,000港元)資本予東信聯合作為東信聯合的出資額。此項交易已於二零零七年一月二十二日取得中國商務部之批准。東信聯合的營業執照將於成立日期起計三年後終止(即二零一零年一月二十二日)。於本年間，東信聯合的營業執照已延期至二零一零年十二月三十一日。

27. Investment in distressed assets through establishment of a special purpose vehicle *(Continued)*

The Group *(Continued)*

On 5 June 2008, SGIAIL entered into an supplementary cooperation memorandum (the

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For the year ended 31 December 2009
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27. Investment in distressed assets through establishment of a special purpose vehicle *(Continued)*

The Group *(Continued)*

The investment in distressed assets through the establishment of a special purpose vehicle is measured at amortised cost less impairment, with income credited to profit or loss. The investment

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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29. Held-for-trading investments

29. 持作買賣投資

		The Group 本集團		The Company 本公司	
		2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元	**2009 二零零九年 HK$'000 千港元**	2008 二零零八年 HK$'000 千港元
Equity securities listed in Hong Kong, at fair value	於香港上市的股本證券, 按公允值	**132,816**	70,027	**40,324**	15,368

30. Trade receivables

30. 應收賬款

The Group allows an average credit period of 30 days to its trade customers. The following is an aged analysis of trade receivables net of allowance for doubtful debts presented on the invoice date at the end of the reporting period:

本集團給予貿易客戶平均三十天信用期。下列是按發票日為基準之應收賬款(扣除壞賬準備後)於本報告期末之賬齡分析：

		The Group 本集團	
		2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元
0 to 30 days	零至三十日	**2,303**	2,322
31 to 90 days	三十一日至九十日	**3,119**	3,172
91 to 180 days	九十一日至一百八十日	**2,876**	3,069
181 to 360 days	一百八十一日至三百六十日	**1,820**	3,231
		10,118	11,794

The Group's trade receivables that are neither past due nor impaired are those debtors with satisfactory credit quality under the management's assessment and with good past repayment records.

本集團之應收賬款未到期及並未被減值的餘額是基於管理層認為借方有良好的信貸質素及還款記錄。

Included in the Group's trade receivable balance are debtors with a carrying amount of HK$7,815,000 (2008: HK$9,472,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances. The average age of these receivables is 137 days (2008: 156 days).

本集團之應收賬款賬面值包括7,815,000港元(二零零八年：9,472,000港元)於本報告期末已到期但本集團並沒有作減值虧損。本集團並沒有對該餘額持有任何抵押，該應收賬款之平均賬齡為137日(二零零八年：156日)。

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30. Trade receivables *(Continued)*

Aging of trade receivables which are past due but not yet impaired:

		The Group 本集團	
		2009 二零零九年 *HK$'000* *千港元*	2008 二零零八年 *HK$'000* *千港元*
31 to 90 days	三十一日至九十日	**3,119**	3,172
91 to 180 days	九十一日至一百八十日	**2,876**	3,069
181 to 360 days	一百八十一日至三百六十日	**1,820**	3,231
		7,815	9,472

The Group did not provide impairment loss for the trade receivables. In the opinion of the directors, there is no impairment loss for the trade receivables past due (over 30 days) at the end of the reporting period.

31. Deposits, prepayments and other receivables

		The Group 本集團		The Company 本公司	
		2009 二零零九年 *HK$'000* *千港元*	2008 二零零八年 *HK$'000* *千港元*	**2009 二零零九年 *HK$'000* *千港元***	2008 二零零八年 *HK$'000* *千港元*
Consideration receivable from disposal of an associate *(Note i)*	出售一間聯營公司應收代價 *(附註 i)*	**236,880**	–	**—**	–
Amount due from the buyer of the disposed subsidiaries *(Note ii)*	應收出售附屬公司買家之金額 *(附註 ii)*				

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For the year ended 31 December 2009
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31. Deposits, prepayments and other receivables *(Continued)*

Notes:

(i) During the year ended 31 December 2009, the Group disposed of an associate for a consideration of HK$358,233,000. The consideration is unsecured, interest free and will be settled by three instalments: HK$100,000,000 by 90 days after the date of the disposal, HK$100,000,000 by 31 December 2010 and HK$158,233,000 by 31 December 2011. At initial recognition, the fair value of the consideration was HK$336,888,000, determined by using imputed interest rate of 5.52% per annum.

(ii) During the year ended 31 December 2007, the Group disposed of subsidiaries to an independent third party for a consideration of HK$83,020,000. Pursuant to the sale and purchase agreement, an amount due to the Group of HK$82,600,000 was undertaken by the buyer of the disposed subsidiaries. The original settlement date was June 2008. The amount was fully settled during the year ended 31 December 2009.

(iii) Impairment loss was recognised on certain non-refundable deposits paid to independent third parties for a property development project in the PRC. The property development project was temporarily suspended and the directors considered that the deposits paid would not be refunded by the counterparties, hence impairment loss was recognised in full in 2008 with respect to these deposits.

Except for the impairment loss as discussed in the note (iii) above, the Group did not provide impairment loss for deposits, prepayments and other receivables. In the opinion of the directors, no impairment loss is considered necessary in respect of these balances.

31. 按金、預付款及其他應收款*(續)*

附註：

(i) 於二零零九年十二月三十一日之年內，本集團以代價358,233,000港元出售一間聯營公司。該代價為無抵押，免利息及以三期歸還：出售後90日歸還100,000,000港元，二零一零年十二月三十一日前歸還100,000,000港元及二零一一年十二月三十一日歸還158,233,000港元。該代價於最初確認時之公允值以應計年利率5.52%確定為336,888,000港元。

(ii) 於二零零七年十二月三十一日止年度內，本集團以代價 83,020,000港元出售附屬公司予獨立第三方。根據買賣協議，82,600,000港元之應付本集團款由已售之附屬公司買家承諾支付。原本之支付日期為二零零八年六月。該金額已於二零零九年十二月三十一日之年內全數收回。

(iii) 某部份已付予獨立第三方作中國物業發展項目的不能退回之按金已作減值虧損。該物業發展項目已暫時停止，董事認為已付之按金將不會被對方退還，因此有關之按金於二零零八年已全數作減值虧損。

除上述附註(iii)之減值虧損外，本集團並無就按金、預付款及其他應收款提撥減值虧損。董事意見認為無須就該等結餘作出任何減值虧損。

32. Bank balances and cash

The Group and the Company

The Group's and the Company's bank balances and cash comprise cash and short-term bank deposits carrying effective interest rate at an average of 0.36% (2008: 1.4%) per annum with an original maturity of three months or less. Included in the Group's and the company's bank balances and cash at 31 December 2009 were an aggregate amount of approximately HK$1,102,167,000 (2008: approximately HK$754,128,000) and HK$156,681,000 (2008: HK$13,535,000) respectively which were denominated in RMB and is not freely convertible into other currencies.

32. 銀行結餘及現金

本集團及本公司

本集團及本公司銀行結餘及現金包括現金及開首到期日為三個月或以內、以現行市場利率平均0.36%(二零零八年：1.4%)年利率之短期銀行存款。於二零零九年十二月三十一日本集團及本公司之銀行結餘及現金分別包括總額約1,102,167,000港元(二零零八年：約754,128,000港元)及156,681,000港元(二零零八年：13,535,000港元)為以人民幣為計價單位，並且不能自由兌換為其他貨幣。

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For the year ended 31 December 2009
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33. Pledge of assets

The Group

At 31 December 2009, the Group had pledged certain investment properties and leasehold land and

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35. Reserves

The Group

		HK$'000 *千港元*
Asset revaluation reserve	資產重估儲備	
At 1 January 2008	於二零零八年一月一日	43,505
Gain on revaluation of leasehold properties	重估租賃物業收益	7,007
Deferred tax liability arising on revaluation of leasehold properties		
於二零零八守依贖餘緄灢嚘燐釀庄漿煄싈盞瑤漕蹉噊潸樞犈潸抔烈烘杀鏗檠咭宮臣广綆彳鬣灺踒嘏鐰醥		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
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35. Reserves

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36. Borrowings 36. 借貸

		The Group 本集團		The Company 本公司	
		2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元	**2009 二零零九年 HK$'000 千港元**	2008 二零零八年 HK$'000 千港元
Bank loans — secured	銀行貸款 — 有抵押	**464,789**	385,099	**253,450**	4,600
Carrying amount repayable:	應償還之賬面金額：				
Within one year	一年之內	**179,058**	336,839	**101,150**	1,150
More than one year, but not exceeding two years	一年以上但不超過兩年	**179,114**	25,780	**101,150**	1,150
More than two years, but not exceeding five years	兩年以上但不超過五年	**96,641**	9,865	**51,150**	2,300
More than five years	五年以上	**9,976**	12,615	**—**	—
		464,789	385,099	**253,450**	4,600
Less: Amounts due within one year shown under current liabilities — Bank loans	*減：*於一年之內到期並列為流動負債之金額 — 銀行貸款	**(179,058)**	(336,839)	**(101,150)**	(1,150)
		285,731	48,260	**152,300**	3,450

Borrowings are secured by certain investment properties and leasehold properties.

借貸由若干投資物業及租賃物業作抵押。

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For the year ended 31 December 2009
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36. Borrowings *(Continued)*

Bank loans of the Group and the Company of approximately HK$253,450,000 (2008: HK$4,600,000) are denominated in HKD, which was the Company's functional currency as at 31 December 2008, but not the Company's functional currency as at 31 December 2009 since the Company changed its functional currency from HKD to RMB during the year. The bank loans carry floating rates at Hong Kong interbank offered rates ("HIBOR") plus 1.5% and prime rate minus 2.375% (2008: prime rate minus 2.375%) per annum, or effective interest rate of 2.172% and effective interest rate of 2.625% (2008: 2.625%) per annum respectively. Bank loans of the group's entities other than the Company of HK$22,589,000 (2008: HK$24,943,000) are denominated in HKD, functional currency of the relevant group entities, and carry a floating rate of prime rate minus 2.7% (2008: prime rate minus 2.375%) per annum or effective interest rate of 2.3% (2008: 2.625%) per annum respectively. The remaining bank loans of the Group are denominated in RMB, functional currency of the relevant group entities and carry floating interest rate at 90% (2008: 92%) of The People's Bank of China ("PBOC") six-month interest rate or effective interest rate of 4.86% (2008: 4.89%) per annum. As at 31 December 2008, the remaining RMB denominated bank loans of the relevant group entities carried fixed interest rate ranging from 6.2% to 7.47% per annum.

36. 借貸*(續)*

由於本公司於年內改變其功能貨幣由港元至人民幣，本集團及本公司的銀行借貸約253,450,000港元(二零零八年：4,600,000港元)是以港元為單位，乃是截至二零零八年十二月三十一日而並非二零零九年十二月三十一日本公司之功能貨幣，銀行貸款分別按香港銀行同業拆息「銀行同業拆息」浮動年利率加1.5%及最優惠年利率減2.375%(二零零八年：最優惠年利率減2.375%)的年利率或實際年利率2.172%或實際年利率2.625%(二零零八年：2.625%)計息。銀行貸款以集團公司除本公司外約22,589,000港元(二零零八年：24,943,000港元)是以港元為單位，是相關集團公司的功能貨幣，及分別按最優惠浮動利率減2.7%(二零零八年：最優惠浮動利率減2.375%)的年利率或以實際年利率2.3%(二零零八年：2.625%)計息。本集團的其餘銀行貸款以相關的集團公司的功能貨幣人民幣為單位並按中國人民銀行(「人民銀行」)六個月浮動利率下浮10%(二零零八年：下浮8%)或以實際年利率4.86%(二零零八年：4.89%)。於二零零八年十二月三十一日，相關集團公司的其餘人民幣單位貸款則按固定年利率範圍由6.2% 至7.47% 計息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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37. Convertible note

The Group and the Company

	2009 二零零九年	2008

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For the year ended 31 December 2009
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37. Convertible note *(Continued)*

The Group and the Company *(Continued)*

The Group designated the entire convertible note as financial liabilities at fair value through profit or loss is carried at fair value at the end of the reporting period. During the year ended 31 December 2008, a loss on increase in its fair value of approximately HK$6,289,000 was recognised in the consolidated income statement.

The fair value of the liability component of the convertible note at fair value through profit or loss at 31 December 2008 was determined based on the present value of the estimated future cash flows discounted at the prevailing market rate for an equivalent non-convertible loan at the end of the reporting period. The discount rate is 11.81%.

The fair value of the conversion option embedded was calculated using the Binomial model. The inputs into the model were as follows:

		20 February 2009 二零零九年二月二十日	31 December 2008 二零零八年十二月三十一日
Stock price per share	每股股價	HK$0.74	HK$0.71
Exercise price per share	每股行使價	HK$2.95	HK$2.95
Expected volatility	預期波幅	59%	59%
Expected life	預期年期	—	0.9 year
Risk-free rate	無風險利率	0.25%	0.25%
Expected dividend yield charged to income statement for the year	預期股息收益率年內於利潤表扣除	2.00%	2.00%

The stock price was the closing price at the respective end of the reporting period while the expected volatility was determined by calculating the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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38. Deferred taxation

The followings are the major deferred tax assets and liabilities recognised and movements thereon during the current and prior years:

	The Group 本集團
	Accelerated tax depreciation

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For the year ended 31 December 2009
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39. Trade payables

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

		The Group 本集團	
		2009 二零零九年 *HK$'000 千港元*	2008 二零零八年 *HK$'000 千港元*
0 to 30 days	零至三十日	**13,591**	33,401
31 to 90 days	三十一日至九十日	**8,958**	18,333
91 to 180 days	九十一日至一百八十日	**9,614**	14,563
181 to 360 days	一百八十一日至三百六十日	**11,995**	19,184
Over 360 days	超過三百六十日	**55,042**	28,352
		99,200	113,833

40. Accrued charges, rental deposits and other payables

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41. Amount due to an associate

The Group and the Company

The amount is unsecured, non-interest bearing and repayable on demand.

41. 應付一間聯營公司款

本集團及本公司

金額為無抵押、免息及應要求隨時需予歸還。

42. Amounts due to subsidiaries

The Company

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

42. 應付附屬公司款

本公司

金額為無抵押、免息及應要求隨時需予歸還。

43. Acquisition of subsidiaries

On 5 December 2008, the Group acquired 100% equity interest of Sun Steed International Investments Limited ("Sun Steed") and its non-wholly owned subsidiaries, which are involved in production and trading of petrochemical products, and a shareholder's loan due to the vendor of HK$100,000,000, for a consideration of HK$84,823,000 and HK$100,000,000 respectively from an associate of the Group. This acquisition has been accounted for using the purchase method. The amount of goodwill arising as a result of the acquisition, determined using provisional fair values for certain assets, was HK$4,391,000.

43. 收購附屬公司

於二零零八年十二月五日，本集團分別以代價84,823,000港元及100,000,000港元從本集團的一間聯營公司收購日駿國際投資有限公司(「日駿」)及其從事石油化工產品生產及銷售的非全資附屬公司之100%股份權益及應付賣方之股東貸款100,000,000港元。該收購是以收購法的會計方法入賬。若干資產以暫定公允值釐定之收購所產生之商譽為4,391,000港元。

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43. Acquisition of subsidiaries *(Continued)*

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

43. 收購附屬公司*(續)*

此交易購入的淨資產及產生的商譽載列如下：

		Carrying amount and fair value 賬面值及公允值 *(note i)* *(附註i)* *HK$'000* *千港元*
Net assets acquired:	收購淨資產：	
Land use rights	土地使用權	26,091
Property, plant and equipment	物業、機器及設備	267,966
Inventories	存貨	74,018
Trade receivables	應收賬款	8,161
Deposit, prepayments and other receivables	按金、預付款及其他應收款	61,882
Bank balances and cash	銀行結餘及現金	235,503
Trade payables	應付賬款	(21,326)
Accrued charges, rental deposits and other payables	應計費用、租務按金及其他應付款	(17,762)
Amount due to associates of the Group	應付本集團聯營公司款	(115,500)
Shareholder's loan due to the vendor *(Note)*	應付賣方之股東貸款*(附註)*	(100,000)
Borrowings	借貸	(137,931)
Deferred tax liabilities	遞延稅項負債	(1,712)
		279,390
Minority interests	少數股東權益	(198,958)
Goodwill	商譽	4,391
Total consideration satisfied by cash	總現金代價	84,823
Net cash inflow arising on acquisition:	收購產生的淨現金流入：	
Cash consideration paid for acquisition of subsidiaries	收購附屬公司已付之現金代價	(84,823)
Cash consideration paid for purchase of a shareholder's loan	購入股東貸款已付之現金代價	(100,000)
Bank balances and cash acquired	銀行結餘及現金所得	235,503
		50,680

Note:

According to the sale and purchase agreement, the Group was required to purchase a shareholder's loan amounting to HK$100,000,000 due to the vendor, CII for a consideration of HK$100,000,000.

附註：

根據買賣協議，本集團需要向賣方中基以代價100,000,000港元購入一項金額為100,000,000港元之股東貸款。

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43. Acquisition of subsidiaries *(Continued)*

After the acquisition of Sun Steed and its subsidiaries from an associate of the Group, the Group obtained control over the operation of Sun Steed. Goodwill arising on the acquisition is attributable to the anticipated profitability brought about by the potential increase in demand for petrochemical products in the PRC and the faster decision making process from the control.

The subsidiaries acquired contributed approximately HK$45,662,000 to the Group's revenue and loss of approximately HK$1,528,000 from operating activities for the period between the date of acquisition and 31 December 2008.

If the acquisition had been completed on 1 January 2008, total grouisit0ne for the c0ar0nd-326.1et d 3204.4(192.7( )TJT*.6293 Tc.0367 Tw()6-.4(e47.4(c18.2(
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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44. Deemed disposal of a subsidiary *(Continued)*

44. 視同出售一間附屬公司*(續)*

The net assets of the deemed disposed subsidiary at the date of disposal were as follows:

於出售日該視同出售之附屬公司之淨資產載列如下：

		HK$'000 *千港元*
Net assets disposed:	出售淨資產：	
Property, plant and equipment	物業、廠房及設備	266,451
Inventories	存貨	47,546
Trade receivables	應收賬款	462
Deposits, prepayments and other receivables	按金、預付款及其他應收款	21,051
Bank balances and cash	銀行結餘及現金	62,981
Trade payables	應付賬款	(9,163)
Accrued charges, rental deposits and other payables	應計費用、租務按金及其他應付款	(19,163)
Borrowings	借貸	(135,900)
Taxation payable	應付稅項	(749)
Deferred tax liabilities	遞延稅項負債	(1,712)
		231,804
Minority interests	少數股東權益	(115,902)
		115,902
Goodwill	商譽	4,391
Amount transferred to interest in jointly controlled entities	金額劃轉至共同控制公司權益	120,293
Cash outflow arising on deemed disposal	視同出售產生之現金流出	62,981

45. Operating lease arrangements

The Group

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
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45. Operating lease arrangements *(Continued)*

***The Group as lessor** (Continued)*

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

45. 營運租約安排*(續)*

本集團以承租人身分(續)

於本報告期末，本集團與租客訂立合同收取下述未來最低租金：

		The Group 本集團	
		2009 二零零九年 HK$'000 千港元	2008 二零零八年 *HK$'000 千港元*
Within one year	一年內屆滿	**50,179**	24,615
In the second to fifth year inclusive	第二至第五年（包括首尾兩年在內）	**18,822**	16,838
After five years	五年以後	**1,699**	2,234
		70,700	43,687

The Company

The Company has no operating lease arrangements at the end of the reporting periods.

本公司

本公司於兩個報告期末並沒有營運租約安排。

46. Capital commitments

46. 資本承擔

		The Group 本集團	
		2009 二零零九年 HK$'000 千港元	2008 二零零八年 *HK$'000 千港元*
Capital contribution in an investment in an associate contracted for but not provided in the consolidated financial statements *(Note)*	投資於一間聯營公司的已予落實但未計提於綜合財務報表內的資本投入*(附註)*	—	386,111
Capital contribution in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	購買物業，廠房及設備已予落實但未計提於綜合資產負債表的資本投入	—	3,124

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

46. Capital commitments *(Continued)*

Note: The Group's total expected investment amount in the associate is RMB607,500,000 (equivalent to approximately HK$675,000,000) including RMB300,000,000 registered capital and RMB307,500,000 shareholders loan. This associate was established after obtaining the approval from independent shareholders of the Company on 25 January 2008. As at 31 December 2008, the Group contributed RMB60,000,000 (equivalent to approximately HK$66,667,000) as registered capital and RMB200,000,000 (equivalent to approximately HK$222,222,000) as shareholder's loan and the remaining RMB347,500,000 (equivalent to approximately HK$386,111,000) was included as capital commitment.

On 1 December 2009, a resolution was passed in the board of directors meeting of this associate. Pursuant to this resolution, certain terms stated in the memorandum of article association of this associate was amended, which caused the authorised registered capital to be reduced from RMB1,000,000,000 to RMB200,000,000 and the shareholders loans previously obtained from each shareholders were refunded during the year ended 31 December 2009. After this amendment, the Group had no further capital commitment to this associate.

The Company

The Company has no capital commitment at the end of the reporting periods.

47. Retirement benefits plans

The Group oper eeopc4(v)2.7()-615(1)-12.8 o9(l)6 P16(r)327.8(r)-11.5(o)-v.4(h)-27.6(n)-12.8(t)-2e.5(p)-2n16(r)asod
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

47. Retirement benefits plans *(Continued)*

The employees of the subsidiaries in the PRC are members of retirement benefits schemes operated by the PRC government. The relevant PRC subsidiaries are required to make contributions to the state retirement scheme in the PRC based on 20% of the monthly salaries of their current employees to fund the benefits. The employees are entitled to retirement pension calculated with reference to their basic salaries on retirement and their length of service in accordance with the relevant government regulations. The PRC government is responsible for the pension liability to the retired staff.

The total cost charged to the consolidated income statement of HK$6,008,000 (2008: HK$5,267,000) represents contributions to these schemes by the Group in respect of the current accounting period. As at 31 December 2009 and 2008, no contributions due in respect of the reporting period had not been paid over to the scheme.

48. Share options

On 27 May 2002, the shareholders of the Company approved the termination (to the effect that no further share options shall be offered) of the share option scheme adopted by the Company on 26 June 1995 (the "Old Share Option Scheme") and the adoption of a new share option scheme (the "New Share Option Scheme") with effect from 27 May 2002. The Old Share Option Scheme and the New Share Option Scheme were adopted for the primary purpose of giving incentives to the directors and eligible employees of the Group.

47. 退休福利計劃*(續)*

於中國的附屬公司之僱員參與由中國政府運作的退休福利計劃。有關的中國附屬公司需要就國家管理的退休計劃為其在職僱員按每月工資的20%作出供款，以資助該等福利。僱員有權享受退休長俸，數額乃根據相關的政府規定，經參照他們退休當時的基本工資及

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

48. Share options *(Continued)*

According to the Old Share Option Scheme, the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

49. Related party transactions

49. 關聯方交易

The Group

本集團

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

年內，本集團與關聯方進行下述交易：

		2009 二零零九年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元
Interest income from a jointly controlled entity	收取一間共同控制公司的利息收入	**1,711**	2,717
Interest income from associates	收取聯營公司的利息收入	**61,345**	90,708
Interest income on loan to minority shareholders of subsidiaries	收取附屬公司之少數股東借款利息收入	**1,715**	323
Interest expense on loan from minority shareholders of subsidiaries	支付附屬公司之少數股東貸款的利息支出	**1,590**	1,235
Property management fee income from an associate	收取一間聯營公司的物業管理費收入	**83**	76
Rental income from an associate	收取一間聯營公司租金收入	**218**	208
Rental income from a jointly controlled entity	收取一間共同控制公司的租金收入	**2,469**	585
Accountancy fee income from a jointly controlled entity	共同控制公司之會計收入	**1,677**	–

Details of balances with related companies and other transactions with related parties are set out in the consolidated statement of financial position and in notes 22, 23, 27, 40 and 41.

與關聯公司結餘及與關聯方之其他交易詳情載列於綜合財務狀況表及附註22、23、27、40及41。

The Group and the Company

本集團及本公司

During the year ended 31 December 2008, the Group and the Company purchased the entire equity interest of Sun Steed and a shareholder's loan from CII, an associate of the Group, at a consideration of approximately HK$84,823,000 and HK$100,000,000 respectively. Details of this transaction are set out in note 43.

於二零零八年十二月三十一日之年內，本集團及本公司從本集團的一家聯營公司，中基分別以代價約84,823,000港元及100,000,000港元收購日駿的全部股份權益及股東貸款。此交易之詳情載列於附註43。

During the year ended 31 December 2008, the Group and the Company purchased available-for-sale investments from CII, an associate of the Group, at a consideration of HK$63,500,000. As at 31 December 2009 and 2008, these available-for-sale investments were held on trust by a subsidiary of a shareholder of the Company.

於二零零八年十二月三十一日之年內，本集團及本公司從本集團的一家聯營公司，中基以代價63,500,000港元購入可供出售投資。於二零零九及八年十二月三十一日，該可供出售投資由本公司一名股東的附屬公司以信託方式代為持有。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

51. Events after the reporting period *(Continued)*

(ii) On 10 February 2010, the Company entered into a non-legally binding letter of intent (the "Letter of Intent") with the Investor. Pursuant to the Letter of Intent, the Company and the Investor are considering the possibility of investing directly or indirectly through a special purpose vehicle, in projects recommended by the Investor (the "Proposed Transactions") on or before 31 December 2011. The Company intends to take up interests in the Proposed Transactions in the range of 20% to 49%. The expected investment of the Company will be no more than HK$1,000 million in aggregate. The Proposed Transactions shall be related to resources, energy and nuclear such as nuclear power assets, general power assets, uranium mine resources and applications of nuclear technology. At the date of the report, no formal agreement has been entered into between the Company and the Investor in respect of the Proposed Transactions.

(iii) On 18 March 2010, 北京潤達國際投資管理有限公司 ("Beijing Runda"), an indirectly wholly owned subsidiary of the Company, entered into a capital increase agreement (the "Agreement') with Shanxi Guoyang New Energy Co., Ltd. ("Shanxi Guoyang"), a joint stock limited company incorporated in the PRC which shares are listed on the Shanghai Stock Exchange. Pursuant to the Agreement, the registered capital of 國陽天泰投資有限公司 ("Guoyang Tiantai"), a company incorporated in the PRC with limited liability, will be increased to RMB2,000 million (equivalent to approximately HK$2,260 million). The capital increase will be contributed as to RMB980 million (equivalent to approximately HK$1,107,400,000) by Beijing Runda and RMB670 million (equivalent to approximately HK$757,100,000) by Shanxi Guoyang respectively. Upon the completion of the capital increase, the registered capital and paid-up capital of Guoyang Tiantai will be increased to RMB2,000 million (equivalent to approximately HK$2,260 million) and the capital contribution of Beijing Runda and Shanxi Guoyang in Guoyang Tiantai will be RMB980 million (equivalent to approximately HK$1,107 million) and RMB1,020 million (equivalent to approximately HK$1,153 million), representing 49% and 51% of the registered capital of Guoyang Tiantai respectively. Following the capital increase, Guoyang Tiantai will be treated as an associate of the Company. At the date of the report, Guoyang Tiantai has yet to commence business and it will be engaged in

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

Name of company 公司名稱	Country/ place of incorporation/ establishment 註冊成立 國家／所在地	Nominal value of issued ordinary share capital/ registered capital 已發行普通股 股本／註冊資本面值	Proportion of nominal value of issued ordinary share capital/ registered capital held by the Company

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
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52. Particulars of subsidiaries, associates and jointly controlled entities *(Continued)*

52. 附屬公司、聯營公司及共同控制公司摘要*(續)*

(a) *(continued)*

(a) *(續)*

Name of company 公司名稱	Country/ place of incorporation/ establishment 註冊成立國家／所在地	Nominal value of issued ordinary share capital/ registered capital 已發行普通股股本／註冊資本面值	Proportion of nominal value of issued ordinary share capital/ registered capital held by the Company 本公司所持有已發行普通股股本／註冊資本面值比例 Directly 直接	Indirectly 間接	Principal activities 主要業務
Silver Grant International Petrochemical Limited (Formerly known as "CII Petrochemical Co., Limited") 銀建國際石化有限公司（前名為「中基石化有限公司」）	Hong Kong 香港	HK$100 100港元	–	100%	Investment holding 投資控股
*Tai Zhou Dong Tai Petrochemical Company Limited ("TZ Dong Tai") 泰州東泰石化有限公司(「東泰石化」)	PRC 中國 *(Note iii)* *(附註iii)*	RMB230,000,000 人民幣230,000,000元	–	69.78%	Property holding and Investment 持有物業及投資
Fast Winner Investments Limited#	British Virgin Islands 英屬處女群島	US$1,000 1,000美元	100%	–	Inactive 暫無業務
Aesco Limited#	Hong Kong 香港	HK$200,000 200,000港元	100%	–	Investment holding 投資控股
*Jing Yin International Investment Consultant (Beijing) Company Ltd# ("Jing Yin") 京銀國際投資咨詢(北京)有限公司# (「京銀」)	PRC 中國	RMB100,000,000 人民幣100,000,000	–	100%	Inactive 暫無業務

* The english names are for identification only.
\# Newly incorporated or acquired during the year ended 31 December 2009.

* 英文名稱只供參考。
\# 於二零零九年十二月三十一日止年度內成立或購入。

52. Particulars of subsidiaries, associates and jointly controlled entities *(Continued)*

(a) *(continued)*

Notes:

(i) The subsidiary is registered as a wholly foreign-owned enterprise.

(ii) It is a sino-foreign equity joint venture company established in the PRC. Under the joint venture agreement, the Group is responsible

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

52. Particulars of subsidiaries, associates and jointly controlled entities *(Continued)*

(b) Particulars of the Group's significant associates at 31 December 2009 are as follows:

52. 附屬公司、聯營公司及共同控制公司摘要*(續)*

(b) 本集團之主要聯營公司於二零零九年十二月三十一日的詳情如下：

Name of company 公司名稱	Form of business structure 業務型態	Country/ place of incorporation/ establishment 註冊成立國家地點／所在地	Principal place of business 主要營業地點	Class of shares held 所持股份類別	Proportion of nominal value of registered capital held by 所持有註冊資本面值比例 The Group 本集團	The Company 本公司	Principal activities 主要業務
信達建潤地產有限公司	Registered 註冊	PRC 中國	PRC 中國	Registered capital 註冊資本	30%	–	Property development and operation, property management and construction 物業發展及營運、物業管理及建造
*Zhong Hai You Qi (Tai Zhou) Petrochemical Company Limited 中海油氣(泰州)石化有限公司	Registered 註冊	PRC 中國	PRC 中國	Registered capital 註冊資本	23.03%	–	Production and trading of petroleum and petrochemical products 生產及銷售石油及石油化工產品

* The English name is for identification only.

* 英文名稱只供參考。

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For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

52. Particulars of subsidiaries, associates and jointly controlled entities *(Continued)*

(c) Particulars of the Group's jointly controlled entities at 31 December 2009 are as follows:

Name of entity 公司名稱	Form of business structure 業務型態	Country of incorporation 註冊成立國家/地點	Principal place of business 主要營業地點	Class of shares held 所持股份類別	Proportion of nominal value of registered capital held by 所持有的註冊資本面值比例 the Group 本集團	the Company 本公司	Principal activities 主要業務
Platinum One Limited	Incorporated 公司	Mauritius 毛里裘斯	PRC 中國	Ordinary 普通股	50%	50%	Distressed assets business 不良資產業務
科馬印象實業有限公司 Δ	Registered 註冊	PRC 中國	PRC 中國	Registered Capital 註冊資本	50%	50%	Design and trading of washroom facilities 設計及銷售浴室用品
*TZ United East Δ 泰州東聯	Registered 註冊	PRC 中國	PRC 中國	Registered Capital 註冊資本	50%	–	Production and trading of petrochemical products 生產銷售石油化工產品

* The English name is for identification only.
Δ The Group control 50% voting power in general meeting. All the decision made in the Board of Directors meeting require at least 2/3 votes from all directors.

52. 附屬公司、聯營公司及共同控制公司摘要*(續)*

(c) 本集團共同控制公司於二零零九年十二月三十一日的詳情如下：

* 英文名稱只供參考。
Δ 本集團於股東大會上控制50%投票權，所有董事會之決定需要由至少2/3董事表決。

53. Particulars of the special purpose vehicle

Particulars of the special purpose vehicle which hold the Group's investment in distressed assets at 31 December 2009 are as follows:

Name of entity 公司名稱	Form of business structure 業務型態	Place of establishment 註冊成立地點	Principal place of business 主要營業地點	Class of shares held 所持股份類別	Proportion of nominal value of registered capital held by 所持有註冊資本面值比例 the Group 本集團	the Company 本公司	Principal activities 主要業務
Dongxin Union 東信聯合	Sino-foreign equity joint venture 中外合資合營企業	PRC 中國	PRC 中國	Registered capital 註冊資本	46.17%	–	Distressed assets business 不良資產業務

53. 特殊目的載體摘要

持有本集團投資不良資產的特殊目的載體於二零零九年十二月三十一日的詳情如下：

FINANCIAL SUMMARY 財務概要表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度				
		2005 二零零五年 *HK$ Million 百萬港元*	2006 二零零六年 *HK$ Million 百萬港元*	2007 二零零七年 *HK$ Million 百萬港元*	2008 二零零八年 *HK$ Million 百萬港元*	**2009 二零零九年 *HK$ Million 百萬港元***
Results	業績					
Revenue	收入	551.8	688.1	439.7	288.3	**329.3**
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	724.1	494.8	322.9	87.1	**406.3**

SUMMARY OF INVESTMENT PROPERTIES 投資物業概要

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

The following is a list of the Group's investment properties at 31 December 2009:

Investment properties in the PRC

	Location 地點	**Lease term** 租約期限	**Purpose** 用途	**Gross area** 建築面積 *Sq. ft.* *平方呎*
1.	Basement 1, Basement 2, Level 0 and Level 1 to 3 of East Gate Plaza, 19 Dongzhong Street, Dongcheng District, Beijing, The PRC. 中國北京市東城區東中街19號東環廣場地庫一層、地庫二層、夾層及一層至三層。	Medium term lease 中期	Commercial 商業	700,427
2.	Level 4 to 31, South Apartment Tower, East Gate Plaza, 39 Dongzhong Street, Dongcheng District, Beijing, The PRC. 中國北京市東城區東中街39號東環廣場南座公寓樓第四至三十一層。	Long lease 長期	Residential 住宅	339,739
3.	Level 4 to 31, North Apartment Tower, East Gate Plaza, 19 Dongzhong Street, Dongcheng District, Beijing, The PRC. 中國北京市東城區東中街19號東環廣場北座公寓樓第四至三十一層。	Long lease 長期	Residential 住宅	339,993
4.	Portion of Level 2-5, 6 and 8 of Hua Bo Lau, No. 28 Dong Zhong Jie Jia, Dongcheng District, Beijing, The PRC. 中國北京市東城區東中街甲	Medium term lease *(note)* 中期*(附註)*	Commercial 商業	10,540

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289
敌碡犯驴層骸驾涿

Long lease
長期

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SUMMARY OF INVESTMENT PROPERTIES 投資物業概要

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

	Location 地點	Lease term 租約期限	Purpose 用途	Gross area 建築面積 *Sq. ft.* *平方呎*
7.	A unit located on Block 6, Yihe Garden, Dianhua Road, Haidian Island East, Development District the 3rd Southern Zone, Haikou, Hainan Province, The PRC. 中國海南省海口市海甸島東部開發區南三區甸花路頤和花園小區6棟一單元。	Long lease 長期	Residential 住宅	6,637
8.	Carparking space No. 6 & 8 on Level 1 of Block 3, Yihe Garden, Dianhua Road, Haidian Island East, Development District the 3rd Southern Zone, Haikou, Hainan Province, The PRC. 中國海南省海口市海甸島東部開發區南三區甸花路頤和花園小區3棟第一層6及8號車庫。	Long lease 長期	Car parking 車位	464
9.	Unit 502 on Level 5 of Block 16, No. 2 Longkun Road North, Haikou, Hainan Province, The PRC. 中國海南省海口市龍昆北路2號16棟第五層502號。	Long lease 長期	Residential 住宅	1,162
10.	Unit 401 & 501 on Levels 4 & 5 of Block 10, No. 2 Longkun Road North, Haikou, Hainan Province, The PRC. 中國海南省海口市龍昆北路2號10棟第四及五層401及502號。	Long lease 長期	Residential 住宅	2,015
11.	An office unit located on the Eastern Portion of Level 15, CMEC Building, Guomao Main Road, Haikou, Hainan Province, The PRC. 位於中國海南省海口市國貿大道CMEC大廈十五層東區辦公室單元部分。	Long lease 長期	Commercial 商業	6,079