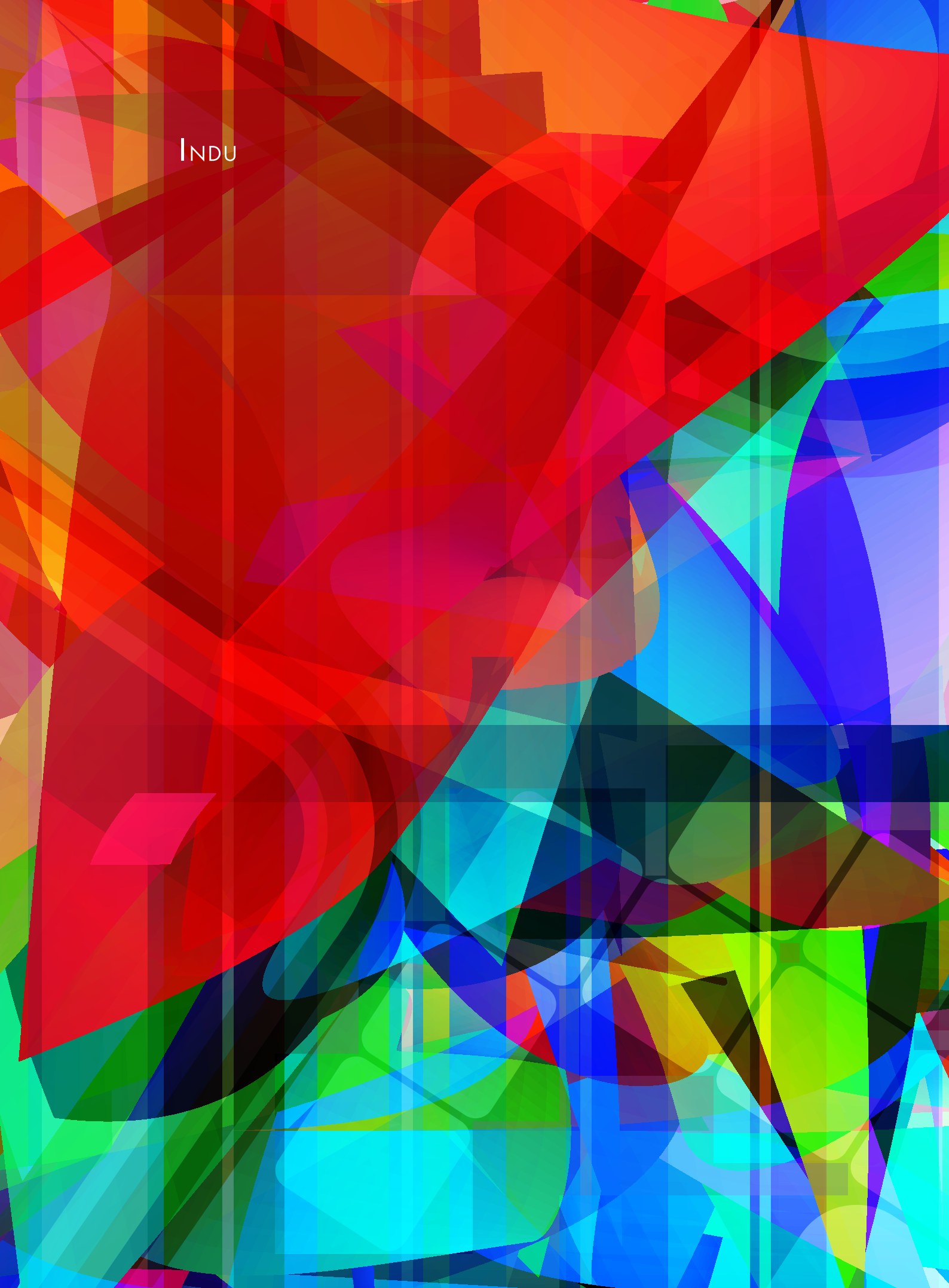

Indu

CONTENTS 目錄

		頁次
Financial Highlights	財務摘要	2
Corporate Information	企業資	

CORPORATE INFORMATION 企業資料

Board of Directors

The board of directors (the "Board") of Silver Grant International Industries Limited (the "Company") as at the date of this report are set out below:

Executive directors

Gao Jian Min
Liu Tianni
Gu Jianguo

Non-executive directors

Chen Xiaozhou
Hui Xiao Bing
Chen Qiming

Independent non-executive directors

Kang Dian
Zhang Lu
Hung Muk Ming

Audit Committee

Hung Muk Ming
Kang Dian
Zhang Lu

Remuneration Committee

Zhang Lu
Kang Dian

Nomination Committee

Chen Xiaozhou
Zhang Lu
Hung Muk Ming

Company Secretary

Chow Kwok Wai

董事會

於本報告日的銀建國際實業有限公司(「本公司」)董事會(「董事會」)呈列如下：

執行董事

高建民*(董事總經理)*
劉天倪*(副董事總經理)*
顧建國

非執行董事

陳孝周*(主席)*
惠小兵*(副主席)*
陳啓明*(副主席)*

獨立非執行董事

康典
張璐
洪木明

審核委員會

洪木明*(委員會主席)*
康典
張璐

薪酬委員會

張璐*(委員會主席)*
康典

提名委員會

陳孝周*(委員會主席)*
張璐
洪木明

公司秘書

周國偉

CORPORATE INFORMATION 企業資料

Company Lawyer

Tung & Co. Solicitors

公司律師

佟達釗律師行

Auditor

Deloitte Touche Tohmatsu

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
China CITIC Bank International Limited

主要往來銀行

中國銀行(香港)有限公司
香港上海滙豐銀行有限公司
中信銀行(國際)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
金鐘滙中心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

Review of Results

Profit for the year attributable to Owners of the Company decreased by HK$271.8 million to HK$103.8 million (2011: HK$375.6 million), representing a decrement of approximately 72%. Basic earnings per share also decreased proportionately by approximately 73% to HK$0.045 (2011: HK$0.165).

In light of the fact that the new core businesses of the Group are still in their construction and expansion stages, there is hardly any material recurring income contribution for the time being. To mitigate the effect

Review of Results 業績回顧(續)

The other one is that the Group recognised significant unrealized loss in respect of the fair value changes of certain financial investments. The Group invested in different types of financial investments which are carried at fair values. The Group recognized a net fair value gain of approximately HK$1.8 million from all those financial investments in 2011 while there is a net fair value loss of approximately HK$160.5 million in 2012. The fair value loss in 2012 was mainly attributable to the significant decrease in the fair value of the shares in Winsway Coking Coal Holdings Limited ("Winsway Coking Coal") amounting to approximately HK$133.6 million. The Group also recognized a fair value loss of approximately HK$39.8 million in respect of the exchangeable bond which is exchangeable into share of CGN Mining Company Limited ("CGN Mining") acquired during the year.

另一原因是本集團確認關於若干財務投資的公允值變動所導致的重大未變現虧損。本集團投資持有若干以公允值列賬、不同種類的財務投資。於2011年度，本集團錄得來自所有該等財務投資的公允值收益淨額約1,800,000港元，然而於2012年度卻錄得公允值虧損淨額約160,500,000港元。2012年度之公允值虧損主要來自永暉焦煤股份有限公司(「永暉焦煤」)股份的公允值大幅下跌約133,600,000港元所致。本集團同時亦確認來自年內購入的、可轉換為中廣核礦業有限公司(「中廣核礦業」)股份的可交換債券的公允值虧損約39,800,000港元。

Sales of petrochemical products/Cost of sales and services

The increase was mainly due to the time effect of booking the relevant sales and cost of sales of TZ United East. TZ United East was accounted for as a subsidiary commencing from September 2011.

石油化工產品銷售／銷售及服務成本

增加主要是賬目計入泰州東聯化工的相關銷售及銷售成本的時間長短所致。泰州東聯化工從2011年9月開始以附屬公司方式列賬。

Gain on disposal of subsidiaries

The one-time gain represents the gain recognized upon the disposal of the Group's entire investment in a subsidiary, which owns the Group's associate, CGNPC Huamei Investment Limited ("CGNPC Huamei") during the year.

出售附屬公司收益

該一次性的收益乃來自年內出售本集團一間持有本集團之聯營公司、中廣核華美投資有限公司(「中廣核華美」)的附屬公司之全部權益所確認的收益。

Other income, gains and losses

The increase was due to the increase in interest income amounting to approximately HK$62.6 million which, in turn, is mainly attributable to interest earned from the increased loan receivables during the year.

其他收入、收益及虧損

增加主要是由於利息收入增加約62,600,000港元所致；其增加主要是年內應收貸款增加所賺取的利息所致。

Review of Results 業績回顧(續)

Administrative expenses

Increase in administrative expenses was mainly due to the inclusion of the administrative expenses of TZ United East for a whole year in 2012 as compared with approximately four months in 2011.

Gain on disposal of available-for-sale investments/ Non-controlling interests

The increase was mainly attributable to gain from the disposal of the entire interest in Shenzhen Zhongqingbao Interaction Network Co., Ltd. ("Zqgame") held under a non-wholly owned subsidiary amounting to approximately HK$255.0 million. The increase in non-controlling interests was attributable to the share by non-controlling interest of the aforesaid profit.

Finance costs

Increase was mainly due to the increase in average borrowings outstanding during the year.

Business Review & Prospects

Property Investments, Development and Management

Properties Leasing

Gross rental income for the year decreased by 20% to HK$36.4 million (2011: HK$45.5 million). The decrease was mainly due to the fact that the Group has vacated and renovated the south residential block of East Gate Plaza for the purpose of selling individual flat unit to retail customers leaving only the north residential block and the commercial area for leasing purpose.

行政費用

行政費用厙柊最黳放倌噴醓榣

Business Review & Prospects

Property Investments, Development and Management

Properties Leasing

During the year, the Group has concentrated its effort on renovating the East Gate Plaza for better rental value and on the disposal of the flat units of the South apartment blocks to retail customers. A total number of 27 flat units were sold in 2012 at gross consideration of approximately HK$123.0 million. In addition, sale contract in respect of 11 flat units with a total consideration amounting to approximately HK$49.0 million were secured in 2012 and pending completion. The Board will endeavor to complete the selling of all the flat units of the South apartment block in 2013.

Property Management

At the end of the reporting period, there were 22 projects (2011: 19 projects) under the management of Beijing Yinda Property Management Limited ("Yinda"). The total floor

Business Review & Prospects

Property Development

Cinda Jianrun

Cinda Jianrun Property Company Limited ("Cinda Jianrun") is a 30% owned associated company of the Group. In light of the depressed property market and the tight regulatory measures enforced, Cinda Jianrun has suspended the negotiations for the property development opportunity located in the Chao Yang District of Beijing in 2011 and waiting for any indication of improvements. Inevitably the Directors aware that the prolonged measure against the property market will be tightened even further and that the property development sector will be adversely affected particularly after the recently promulgation of the new five guidelines. After re-assessment of the situation, Cinda Jianrun has decided to abort the property development project. In this regard, Cinda Jianrun will gradually realized its short and medium term investments and distribute the funds so realized back to its shareholders.

Kema Yinxiang

Kema Yinxiang Industries Limited ("Kema Yinxiang"), a 50% owned jointly controlled entity of the Group, is a construction material supplier specialized in providing all-round bathroom solutions to customers. Its business is the design, manufacture and wholesaling of Italian style bathroom products in its own brand name of 《科馬印象》. The core product is bathroom suite known as the "CubiX" series. CubiX series are pre-made modules of bathroom structures capable of being combined into different stylish and tailored bathrooms.

業務回顧及展望*(續)*

物業發展

信達建潤

信達建潤地產有限公司(「信達建潤」)為本集團持股30%之聯營公司。鑒於目前低迷的房地產市場及嚴峻的監管措施，信達建潤於2011年已擱置磋商發展位於北京市朝陽區的物業發展項目並等待市場出現向好的信號。然而，董事會注意到長時間施加予房地產市場的監管措施將會進一步加強，同時將嚴重地影響物業開發板塊，尤其是在近期發報新國五條後。經重新衡量當前情況後，信達建潤幹

MANAGING

Business Review & Prospects

Petrochemical Products

TZ United East

TZ United East was a 50% owned jointly controlled entity of the Group. Upon obtaining control of the board of directors of TZ United East by the Group in September 2011, it was accounted for as a subsidiary. TZ united East's principal business is the manufacturing and trading of organic solvent methyl ethyl ketone. The current annual production capacity of TZ United East is 110,000 tons.

The operating results of TZ United East are summarized below:

		2012 ***HK$ million*** ***百萬港元***	2011 Period from September to December 9-12月期間 *百萬港元*	2011 Period from January to August 1-8月期間 *百萬港元*	Change 變動 *百分比*
Raw material processed	原料加工*(噸)*	**30,700**	24,800	76,300	(70%)
Products sold	銷售產品*(噸)*	**34,900**	22,900	84,100	(67%)
Revenue	收入	**324.4**	204.0	828.8	(69%)
Net (loss) profit	淨(虧損)溢利	**(42.1)**	(27.0)	156.8	

Business Review & Prospects

Petrochemical Products

TZ United East

In the current year, the market situation was reversed. The persistently increase in crude oil prices has pushed up raw material prices and the cost of production. In addition, the selling prices of methyl ethyl ketone, after the 3.11 Japan earthquake, has continue to drop in a fast paces to a level of lower than RMB10,000 per ton in the fourth quarter of 2011 in light of fall back in demand. In the mean time, 中石化揚子石化公司, the principal supplier of the raw materials for methyl ethyl ketone production, had changed its crude oil procession mechanism and reduced its raw material supply to TZ United East which has led to increase in purchasing cost of raw materials. As a result, TZ United East incurred operating loss in the year.

It is expected that TZ United East will complete its construction of the 1 million tons per year heavy oil production facility in 2013, which is capable of producing raw materials in excess of 200,000 tons per year for methyl ethyl ketone production. After that, the problem of raw materials sourcing will be solved. The competitiveness of methyl ethyl ketone will be enhanced.

Zhong Hai You Qi

Zhong Hai You Qi (Taizhou) Petrochemical Company Limited ("Zhong Hai You Qi") is a 23.03% owned associated company of the Group. Its principal business is the manufacturing and trading of fuel oil, basic lubricant oil and heavy duty bitumen. The current annual production capacity of Zhong Hai You Qi is 1.5 million tons.

業務回顧及展望*(續)*

石油化工產品*(續)*

泰州東聯化工(續)

於本年度，市場情況出現逆轉。持續上漲的原油價格推高了原料價格以及生產成本。此外，甲乙酮之售價經3.11日本地震事故後，卻由於需求萎縮而於2011年第四季度迅速並不斷下降至低於每噸人民幣10,000元水平。同時，甲乙酮主要原料供應商，中石化揚子石化公司，因加工技術路線的調整，減少了泰州東聯化工的原料供應，導致原料採購成本的增加。泰州東聯化工因此於本年度錄得經營虧損。

預期於2013年，泰州東聯化工建設的1,000,000噸／年重油制烯烴裝置投產後，可生產200,000噸／年以上的生產甲乙酮的原料，從根本上解決了生產甲乙酮原料來源問題。甲乙酮產品的競爭力將得到加強。

中海油氣

中海油氣泰州石化有限公司(「中海油氣」)為本集團實益持股23.03%的聯營公司。其主要業務是生產及銷售燃料油、基礎潤滑油、重交瀝青等產品。中海油氣目前擁有1,500,000噸／年生產能力。

Business Review & Prospects 業務回顧及展望(續)

Petrochemical Products 石油化工產品(續)

Zhong Hai You Qi *中海油氣(續)*

The operating results of Zhong Hai You Qi are summarized below:

中海油氣的經營業績摘要如下：

		2012 HK$ million 百萬港元	2011 百萬港元	Change 變動 百分比
Annual production capacity (tons)	年產能(噸)	**1,500,000**	1,500,000	N/A 不適用
Crude oil processed (tons)	原油加工(噸)	**1,287,900**	1,281,600	1%
Revenue	收入	**7,524.2**	6,932.1	9%
Net profit	淨溢利	**91.4**	150.7	(39%)
Profit contribution	溢利貢獻	**21.0**	34.7	(40%)

Due to the reason that international crude oil prices has increased significantly and the price-control on selling prices of fuel oil in Mainland China during the year, the oil refinery sector was generally operating at a loss position. By adopting a differentiated product structure strategy, Zhong Hai You Qi was able to remain profitable in 2012. It is expected that Zhong Hai You Qi may further increase its profitability when there is improvement in the economic environment in next year.

由於年內國際原油價格大幅上漲以及中國內地對成品油施加價格調控，使煉油行業普遍錄得經營虧損。於2012年中海油氣努力實施差別化產品策略，成功保持盈利狀態。預計明年隨著經營環境的改善，中海油氣可望進一步提高其盈利能力。

Business Review & Prospects

Financial Investments

Zqgame (Shenzhen: 300052)

The Group has a beneficially interest in approximately 10.5 million shares A share in Zqgame. During the year, the Group has disposed its entire interest in Zqgame A shares and realized a net profit of approximately HK$255.0 million in aggregate including the non-controlling interests' share of approximately HK$102.0 million.

CUP

China UnionPay ("CUP") is the largest bank card association and credit card issuers in the Mainland China having a very bright business prospect. The Group held investment of RMB93.0 million (equivalent to HK$115.7 million) in CUP (and is beneficially interested in approximately 15.5 million shares) as at year-end date.

SINOMA (Hong Kong: 1893)

The Group has an effective interest in approximately 23.1 million foreign domestic shares in the share capital of China National Materials Company Limited ("SINOMA"), which can be freely transferred after the application to be made to the China Securities Regulatory Commission.

Bai Nian De Cheng

As at the year-end date, the Group held investment in Bai Nian De Cheng amounting to RMB80.0 million (equivalent to HK$99.5 million). Bai Nian De Cheng is a closed-end fund which is discretionary operated by a professional fund manager. The fund will invest principally in equity interests, loan capital and convertible notes of target investees which have potential for separate listing. The Group made the investment for the purpose of leveraging the expertise

Business Review & Prospects

Financial Investments

China New Material

The Group holds HK$40.0 million exchangeable notes in China New Material (Zhongpu) Holdings Limited ("China New Material"). By the end of the year, the entire exchangeable notes were redeemed upon expiry of the terms of the exchangeable notes in accordance with the redemption clauses. The Group recognized a gain of approximately HK$44.9 million in 2012.

West King

On 1 September 2011, the Company acquired 20% equity interest in West King (Hong Kong) Investment Limited ("West King") at a consideration of RMB50.0 million (equivalent to approximately HK$62.2 million). Since the Group does not have significant influence in West King, which was accounted for as an investment rather than as an associate. Based in Yinchuan, West King is a wine brewer in the north-western district on the Mainland China and operates a well-known brand named "老銀川" in that

aot x4(k)2(onmarte(on)3(n)l(n)l(n)1(l) cn, 2(e4c)(n)s2(h)--113ol cnon25(c)(n)Ch(n)2(on2a(e4c)(n)Sm-113)9(((r)t)34)]TJ0.07130
awe nvi8tng inca3e g12(e)-15(d i)-8(n -15(s)-9(o)u12(e)-15(d i)-15(a)-14(3)-12(r)-10(t)-277)-12(l)- 3(w)fh-11(h)-9(i)-8(n)-10(a

Business Review & Prospects 業務回顧及展望(續)

Financial Investments 金融投資(續)

JC International

On 31 January 2011, the Company through its indirect non-wholly owned subsidiary Konson Investment Limited ("Konson") entered into a legally binding letter of intent with Jiangxi Copper Company Limited ("Jiangxi Copper") and China Ordins Corporation ("China Ordins") to invest in a 20% equity interest in Jiangxi Copper International Trading Co., Ltd. ("JC International") at a consideration of RMB200.0 million (equivalent to approximately HK$236.7 million). The remaining equity interest was owned as to 60% by Jiangxi Copper and as to 20% by China Ordins. Pursuant to the letter of intent and upon execution of the formal agreement dated 5 July 2011, the Company reduced its investment amount in JC International to RMB100.0 million (equivalent to approximately HK$118.3 million) so as to retain more liquid fund to invest in other potential investments. After this strategic change, the shareholdings of JC International will be owned as to 60% by Jiangxi Copper, as to 30% by China Ordins and 10% as to by Konson. The Group will hold its 10% interest in JC International for long term investment purpose. The transaction contemplated under the formal agreement is subject to obtaining relevant government authorities' approval in the PRC. All necessary approvals have been obtained in March 2012 and Konson has paid RMB100.2 million (equivalent to approximately HK$124.6 million) on 16 March 2012.

The principal business of JC International is engaged in the trading of copper on both the spot and futures market.

KW

KW is a Germany based mechanical engineering company specialized in foundry technology. KW is principally engaged in the manufacturing of casting moulds and the development of automated production lines.

江銅國際

於2011年1月31日，本公司透過其間接非
全資附屬公司港丰投資有限公司(「港丰」

Business Review & Prospects

Power & Energy

Meiya Power

In the opinion of the Board, as an investment, it is more appropriate to invest in the above exchangeable bond. The exchangeable bond is on one hand capable of generating recurring interest income at 5% per annum to the Group while on the other hand will have potential for sizeable capital gain. In light of the attached exchange right, the exchangeable bond is accounted for as a loan receivables with embedded derivative and is carried at fair value at the end of the reporting period. In 2012, the Group recognized a fair value loss of approximately HK$39.8 million.

Both of the aforesaid transactions are connected transactions of the Company and were subsequently approved by independent shareholders of the Company on 18 May 2012.

During the year and up to the completion date of disposal of CGNPC Huamei, the Group further shared a loss of

力及能源續）**美亞電力**（續）事會意見認為，從投資角度，投資上

Growth Strategies

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 commenced the construction of a portfolio of 8 petrochemical facilities

Financial Review

Working Capital & Borrowings

At the end of the reporting period, the Group's total borrowings amounted to approximately HK$1,407.7 million in aggregate. The composition of these borrowings is summarized below:

		百萬港元	*百分比*
Short term borrowings	短期借貸	434.7	31%
Long term borrowings	長期借貸	973.0	69%
Total	總額	1,407.7	100%

Interests for all borrowings were charged at floating rates ranging from 2.28% per annum to 7.25% per annum.

Financial Review

Land Use Right

Increase was due to the acquisition of a parcel of land by TZ United East at a consideration of RMB118.4 million (equivalent to HK$147.5uiecn(1)72(465(4)on)./T10 1 Tf0.057 Tc 0.04 Tw 10 0.111 TD[l)-7(n)3(ni)-9en(a)6(esa)6(t)]TJ(n)2(ue)]T

Financial Review

Loan Receivables

These were loans made to certain independent borrowers for the purposes of utilizing a portion of the Group's idle funds for better returns and to increase interest income in the current low deposit rates era. The increase was mainly due to the advancement of RMB450.0 million (equivalent to approximately HK$559.7 million) to an independent third party in accordance with two loan agreements dated 2 November 2012 (the "Loans"). The term of Loans is 24 months from drawdown date and bear interest charged at the rate of 10% per annum.

財務回顧*(續)*

應收貸款*(續)*

此等為借予若干獨立借款人之貸款，目的是動用本集團部份閒置資金，以祈在當前低存款利息時期賺取較大回報及增加利息收入。增加主要是根據兩份日期為2012年11月2日的貸款協議(「貸款」)之協定，向一名獨立第三方授出人民幣450,000,000元(相當於559,700,000港元)所致。貸款之期間為自提款日起計24個月並且按照年利率10%計收利息。

Deposits, Prepayments and Other Receivables

按金、預付款及其他應收款

		2012	2011
		HK$'000	
		千港元	*千港元*
Carrying balances under non-current assets	非流動資產項下賬面結餘	—	35,727
Carrying balances under current assets	流動資產項下賬面結餘	**254,398**	149,765
Total	總額	[illegible]	185,492

The increase is mainly due to the amount receivable following the redemption of the China New Material exchangeable notes by the end of 2012 amounting to approximately HK$84.9 million. The balances in 2011 mainly include the amount of HK$70.0 million to be received from the disposal of the BBMG shares which repayment was extended to 2013.

增加主要是於201[illegible]年[illegible]中[illegible]材料可換股票據被贖回[illegible]

Financial Review 財務回顧(續)

Available-for-sale Investments 可供出售投資

		2012 *HK$'000* *千港元*	2011 *千港元*
Carrying balances under non-current assets	非流動資產項下賬面結餘	**699,574**	727,801
Carrying balances under current assets	流動資產項下賬面結餘	**—**	313,254
Total	總額	**699,574**	1,041,055

The decrease in the aggregated carrying balances was mainly due to the decrease in the market values of investments in Winsway Coking Coal and disposal of the entire interest in Zqgame.

總賬面結餘減少的主要原因是永暉焦煤之市值大幅下跌以及年內售出中青寶之所有權益所致。

Capital Structure 股本結構

At the end of the reporting period, the shareholders' fund of the Group was approximately HK$7,255.1 million (2011: HK$7,292.9 million).

於本報告期末，本集團之股東資金約為7,255,100,000港元(2011年：7,292,900,000港元)。

During the year, the Company paid approximately HK$115.2 million to shareholders of the Company as final dividend for the year ended 31 December 2011. The amount of dividend paid approximate to the net profit for the year rendering and there is no material change in shareholder's funds.

年內，本公司向本公司股東支付截至2011年12月31日止年度之末期股息，金額約115,200,000港元。支付股息的金額與本年度之淨溢利相約，故此股東資金並無出現重大的變動。

Human Resources

At the end of the reporting period, the Group employed approximately 1,330 (2011: 1,330) employees in Hong Kong and in the PRC. The Group offers its employees competitive remuneration packages, which are consistent with the prevailing market practices. The Group's remuneration policies remain unchanged during the year. Total staff costs for the year increased by 15% to approximately HK$146.5 million (2011: HK$127.4 million). The reason for the increment was mainly due to the effect of annual salary adjustment and the inclusion of 12 months' staff cost (2011: approximately 4 months) of TZ United East in the 2012.

Final Dividend

The Board has resolved to recommend the payment of a final dividend of HK$0.05 per share for the year ended 31 December 2012 (2011: HK$0.05 per share). The final dividend, subject to approval by shareholders at the forthcoming annual general meeting, will be payable on 20 June 2013 to shareholders on the register of members of the Company on 31 May 2013. The total amount of dividend payable is approximately HK$115.2 million.

Closure of Register of Members

To ascertain shareholders' entitlement to attend and vote at the forthcoming annual general meeting, the register of members will be closed from (Wednesday) 15 May 2013 ã#

Closure of Register of Members

Subject to the approval of the shareholders at the forthcoming annual general meeting, the proposed final dividend will be payable to the shareholders whose names appear on the register of members of the Company on 31 May 2013. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed on Friday, 31 May 2013 during that date no transfer of shares will be registered. In order to be eligible to receive the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrars of the Company, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 30 May 2013.

Annual General Meeting

The Annual General Meeting of the Company will be held at Boardroom 3 & 4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 20 May 2013 at 10:00 a.m..

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of its directors, during the year and up to the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

Compliance with the Model Code

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

暫停辦理股份過戶登記*(續)*

待獲得股東於應屆股東週年大會通過後，所建議之末期股息將派發予於2013年5月31日當日名列本公司股東名冊之股東。為確定股東享有收取建議派發末期股息之權利，本公司將於2013年5月31日(星期五)暫停辦理股份過戶登記手續，當日不會登記任何股份轉讓。為確保符合資格收取建議之末期股息，所有填妥之股份過戶文件連同有關股票必須於2013年5月30日(星期四)下午4時30分前送交本公司之香港股份過戶登記處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘滙中心26樓。

Purchase, Sale or Redemption of Securities

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of its listed securities.

Appreciation

On behalf of the Board, I would like to express my

Executive Directors

Gao Jian Min

Mr. Gao, aged 53, was appointed as an executive director and served as the Managing Director of the Company on 22 June 1993. He is also appointed as directors of various companies of the Group. Mr. Gao is also an executive director of Jiangxi Copper Co., Ltd (Stock code: 358) and Qingling Motors Co. Ltd. ("Qingling") (Stock code: 1122), the H shares of both companies are listed on the Stock Exchange. Mr. Gao graduated from the Qing Hua University with a bachelor degree in engineering. He has over 25 years of experience in finance, industrial investment and property investment and development.

Liu Tianni

Mr. Liu, aged 49, was appointed as an executive director of the Company on 26 May 2001. Mr. Liu is the Deputy

M t

Non-executive Directors

Chen Xiaozhou

Mr. Chen, aged 50, was appointed as an executive director of the Company and was elected the Chairman of the Board on 13 February 2006. He was redesignated as a non-executive director of the Company on 1 September 2006. He is also the chairman of the Nomination Committee of the Company. He is currently the chairman and executive director of Well Kent International Investment Company Limited which is a subsidiary of China Cinda and the chairman and executive director of Cinda International (Stock code: 111), which shares are listed on the Stock Exchange. Mr. Chen resigned as a non-executive director of China National Materials Co., Ltd. (Stock Code: 1893), the H Shares of which are listed on the Stock Exchange on 12 July 2011. Mr. Chen obtained a master degree in economics from the Research Institute of the People's Bank of China in 1988 and obtained a master degree in commerce from the University of New South Wales, Australia in 2003. Mr. Chen has over 20 years of experience in the banking and finance sectors.

Hui Xiao Bing

非執行董事

陳啓明

陳先生現年50歲，於2012年2月15日獲委
任為本公司非執行董事及董事會副主席。陳
先生為中國高級工程師。彼於1984年在華東
取

Independent Non-executive Directors

Kang Dian

Mr. Kang, aged 64, was appointed as an independent non-executive director of the Company on 8 May 1998. He is also a member of the Company's Audit Committee and Remuneration Committee. He is presently the chairman and an executive director of New China Life Insurance Company Limited (Stock code: 1336), which H Shares are listed on the Stock Exchange. Mr. Kang gradten C. 6ir15e. 7a4ng1-22(i)s2-24(a)l22(i)s23(C)-2(ct)3( )]TJ0.042 Tw 0 -

PROFILE OF DIRECTORS 董事簡介

Independent Non-executive Directors

Zhang Lu

Mr. Zhang, aged 60, was appointed as an independent non-executive director of the Company on 4 May 2000. He is also the chairman of the Remuneration Committee

PROFILE OF SENIOR MANAGEMENT 高級管理人員簡介

Kwok Chung Lun

Mr. Kwok, aged 58, joined the Company in July 1995. Mr. Kwok is one of the Deputy General Managers of the Company. He is responsible for the Group's property development and investment in the Mainland China. He is also the Managing Director of Beijing East Gate Development Co., Ltd., 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.

Chow Kwok Wai

Mr. Chow, aged 46, is one of the Deputy General Managers of the Company. He is responsible for the finance and accounting matters of the Group. Mr. Chow joined the Company in October 1993 was an executive director of the Company during the period from 20 April 2004 to 28 December 2013. Mr. Chow was appointed company secretary of the Company on 28 December 2013. Mr. Chow has worked in Price Waterhouse, which

Board of Directors

Board composition

To assist the Board in discharging its duties and to fulfil the requirements of the CG Code, three standing Board committees were set up under the Board: the Audit Committee, the Remuneration Committee and the Nomination Committee. When it become necessary, the Board will set up ad hoc board committee to handle specific issues and report back to the Board.

The Board considers that each independent non-executive director is independent in character and judgment and di4r46-30(c)-24(t)2(o)-2f(r)52(c12 th)-1m-15(p)-12(e)-16(n)-9TD[d-12(e)-16(n)-3(t n)-9(o)-11(n)-5(-)-13(e)5(x)11(e)-16(c)1()-8(u)

Board of Directors

Board composition

Independent non-executive directors are explicitly identified in all corporate communications containing the names of the directors. An updated list of directors identifying the independent non-executive directors and the role and the functions of the directors is maintained on the website of the Company at www.silvergrant.com.hk and the website of the Stock Exchange.

All directors are appointed for a specific term of service no longer than three years. They are also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with Article 101 of the Company's Articles of Association.

The full Board will meet regularly and at least four times throughout a year to review the overall strategy and to monitor the operations as well as the financial performance of the Group. Notice of at least 14 days will be given to all directors in respect of full Board meeting and the directors can include matters for discussion in the agenda if necessary. Agenda and the accompanying Board papers in respect of full Board meeting are sent out in full to all directors no less than three days before the meeting. Minutes of full Board meeting and meeting of Board committee are properly kept. All directors have access to relevant and timely information. They also have access to the advice and services of the company secretary of the Company, who is responsible for providing the directors with Board papers and related materials. Where queries are raised by the directors, prompt and full responses will be given if possible.

董事會*(續)*

董事會組成*(續)*

所有載有董事姓名的企業通信均明確列示獨立非執行董事身份。列示獨立非執行董事的身份及董事角色及職能的最新董事名單留存於本公司網站www.silvergrant.com.hk及聯交所網站。

所有董事之委任均設有最長不超過三年的固定任期。他們亦須根據本公司章程第101條規定，於本公司週年大會上輪值告退並重選連任。

全體董事會將定期，並最少每年召開四次全體董事會議，檢討整體策略與監察本集團的經營與財務表現。就召開全體董事會議而言，所有董事均獲發最少14天的會議通知，如有需要，董事可加入討論事項於有關議程。全體董事會議的議程及附連之會議文件，將在會議前的最少三天，送達所有董事。全體董事會議及董事會委員會會議之會議記錄均適當保存。所有董事均可獲得相關及適時的資料。彼等亦可獲得本公司的公司秘書提供的意見及服務，公司秘書負責向董事提供董事會文件及有關材料。倘若董事提出問題，本公司會盡快作出詳盡回應(如可以)。

Board of Directors 董事會

Board composition 董事會組成

During the year, four full Board meetings were held and the attendance of each director is set out below:

於年內，共召開四次全體董事會議，每位董事的出席率載列如下：

Name of director 董事姓名	General meeting attended/held 出席大會次數／全部大會次數	Attendance rate 出席率
Executive directors 執行董事		
Gao Jian Min 高建民	4/4	100%
Liu Tianni 劉天倪	4/4	100%
Gu Jianguo 顧建國	4/4	100%
Zhang Zhongqiu 張中秋	3/4	75%
Wen Jinsong 温勁松*(附註1)*	3/3	100%
Chow Kwok Wai 周國偉	4/4	100%
Li Xianli 李現立 *(附註2)*	2/2	100%
Non-executive directors 非執行董事		
Chen Xiaozhou 陳孝周	4/4	100%
Hui Xiao Bing 惠小兵	3/4	75%
Chen Qiming 陳啓明*(附註1)*	1/3	33%
Yang Zhao 楊兆*(附註2)*	2/2	100%
Independent non-executive directors 獨立非執行董事		
Kang Dian 康典	4/4	100%
Zhang Lu 張璐	4/4	100%
Hung Muk Ming 洪木明	4/4	100%

Board of Directors

Board composition

1. There were only three full board meetings since their appointment.

2. There were only two full board meetings before their resignation.

Corporate governance functions

The CG Code recommends listed company to set up a corporate governance committee to look after issues relating to corporate governance. However, the directors consider that it is more appropriate and more efficient for the Company to retain in the Board the function of overseeing corporate governance issues. The Board will continuously review and improve the Company's and the Group's corporate governance practices to ensure that business activities and decision-making processes are regulated in a proper and prudent manner.

During the year and up to the date of this report, the corporate governance duties performed by the Board were mainly set out below:

— formulated procedures for shareholders to propose a person for election as a director (which is posted on the Company's website), the shareholders' communication policy and whistleblower policy and disclosure of inside information policy;

— reviewed the corporate governance practices;

— reviewed the continuous professional development and training of the directors;

— reviewed compliance with the CG Code and disclosure in the Corporate Governance Report.

董事會*(續)*

董事會組成*(續)*

附註：

1. 自彼等委任起計，只召開三次全體董事會會議。

2. 在彼等辭職之前，只召開兩次全體董事會會議。

企業管治功能

企業管治守則建議上市公司應設立企業管治委員會負責處理與企業管治相關之事宜。然而，董事認為把處理企業管治相關事宜的職能保留在董事會將為更有效率及更適合本公司。董事會將會持續檢討及改善本公司及本集團的企業管治措施，以確保業務活動及決策過程，受到合適及審慎之規管。

年內及截至本報告日期，由董事會執行的主要企業管治職能載列如下：

— 制定股東推舉個別人事出任董事的程序（有關程序已經上載本公司網站）、制定股東通訊政策、舉報政策及內幕消息披露政策；

— 檢討企業管治措施；

— 檢討董事的持續專業發展及培訓事宜；

— 檢討遵守企業管治守則的情況及《企業管治報告》所載的披露。

Board of Directors

Securities dealing by directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conducts regarding directors' securities transactions. All directors have confirmed that, following specific enquiry by the Company, they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2012.

The Company has also adopted codes of conduct regarding securities transactions by relevant employees (as defined in the CG Code) on terms no less exacting than the required standards set out in the Model Code.

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 written terms of reference that conform to the Code provisions of the CG Code. The written terms of reference is set out in detail on the website of the Company.

The current Audit Committee comprises three independent non-executive directors, namely Mr. Hung Muk Ming (Committee Chairman), Mr. Kang Dian and Mr. Zhang Lu.

董事會*(續)*

董事進行證券交易

本公司已採納上市規則附錄10所載之《上市發行人董事進行證券交易的標準守則》(「標準守則」)，脫灪灪灪

Board of Directors

Audit Committee

The Audit Committee meets at least two times each year to review the reporting of financial and other information

Board of Directors

Remuneration Committee

The Company established a remuneration committee (the "Remuneration Committee") in 2005 and adopted a written terms of refDten terms of refDraao13(o)-10-15(t)10. -15(r)-7(p56 TDn)-125(v)-15()-10(s5(r)-5(t)13(e)-1610(ist)-25(t)16

Board of Directors

Remuneration Committee

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 basic 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.

董事會*(續)*

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：

1. 基本薪金

基本薪金是按個別職位及責任而釐定。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檢討，並可按生活指數及本公司的財務表現不時作出調整。

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。

2. 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／她於年內的表現而訂定。

Board of Directors

Remuneration Committee

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 N46m[(e)-18(0.030D)-14(d 25(N)27(o)15(N)2(n)12d 2(i)-12v)24(i)32d 2(i)-11atl15(N)

CORPORATE GOVERNANCE REPORT 企業管治報告

Board of Directors

Board of Directors 董事會(續)

Nomination Committee 提名委員會(續)

The Nomination Committee is responsible for all matters relating to the appointment of directors either to fill casual vacancy or as an addition to the existing Board. 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 hold office until the next general meeting (in the case of filling a casual vacancy) or until the next annual general meeting (in the case of new addition to the Board) following his appointment and shall then be eligible for re-election. In other cases, all directors, including the Chairman, Vice Chairmen and Managing Director, shall retire by rotation at least once every three years at annual general meetings and be eligible for re-election.

提名委員會須負責有關填補空缺或增加現有董事會席位而委任董事之所有事項。根據本公司組織章程細則，董事會有權委任任何人士擔任董事職務以填補空決或增加董事會席位。據此而獲委任的董事只可任職至下一次股東大會(如屬填補臨時空缺)或直至下屆股東週年大會(如屬增加現有董事會的名額)，並於其時有資格重選連任。在其他情況，所有董事(包括主席、副主席及董事總經理)須至少每三年一次輪流於股東週年大會告退，但可膺選連任。

The Nomination Committee is responsible for identifying suitably qualified candidates and making recommendations to the Board for its consideration. The process for selecting and recommending candidates for directorship includes the consideration of referrals and the engagement of external recruitment professionals. The selection criteria are based mainly on the assessment of their characters and their professional qualifications and experience relevant to the Company's business.

提名委員會須負責物色合適之合資格人選及向董事會作出推薦意見以供考脍委任。

額董事會選會

The Nomination Committee is also responsible for reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board periodically, assess the independence of independent non-executive directors and making recommendations to the Board on the appointment and re-appointment of directors and succession planning for directors.

On 15 February 2012, Mr. Chen Qiming was nominated and appointed as a non-executive director of the Company and Ms. Wen Jingsong was nominated and appointed as an executive director of the Company. Mr. Chen Qiming was also elected vice chairman of the Board on the same date.

Board of Directors 董事會 (continued) (續)

Nomination Committee 提名委員會 (continued) (續)

During the year, one Nomination Committee meeting was held and the attendance of each member is set out below:

年內提名委員會召開了一次會議，各成員之出席率載列如下：

Name of director 董事姓名	Number of meeting attended/held 出席會議次數／全部會議次數	Attendance rate 出席率
Chen Xiaozhou 陳孝周	1/1	100%
Zhang Lu 張璐	1/1	100%
Hung Muk Ming 洪木明	1/1	100%

Directors' and officers' liability insurance and indemnity

The Company has arranged appropriate liability insurance to indemnify its directors and officers in respect of legal actions against the directors.

董事及管理人員的責任保險及彌償保證

本公司已安排適當責任保險以就針對董事的法律訴訟向董事及管理人員作出彌償保證。

Induction and training

Each newly appointed director, executive or non-executive, is provided with a director's induction package to ensure that he has a proper understanding to his duties and responsibilities. The directors' induction package include an overview of the Group's business operation and governance policies, the directors' responsibilities and duties, relevant regulatory requirements and briefing with the senior management of the Group.

就職及培訓

每一位新委任之董事，不論是執行或非執行，均獲發一套董事就職簡介以確保其已恰當地知悉其職責及責任。該份董事就職簡介包括本集團的經營業務及企業管治措施的概覽、董事責任及職責、有關的監管規定以及與本集團高級管理層的簡報。

Pursuant to the CG Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure their contribution to the Board remains informed and relevant. During the year, all directors had participated in appropriate continuous professional development activities by way of attending training and/or reading materials relevant to the Company's business or to the directors' duties and responsibilities. All directors have confirmed that, following specific enquiry by the Company, they have complied with the continuous professional development requirement of the CG Code for the year ended 31 December 2012.

根據企業管治守則的規定，所有的董事均需要參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。年內，所有董事均已透過出席培訓及／或閱讀與本公司業務或與董事職責及責任相關的材料參與適當的持續專業發展活動。經本公司具體查詢後，所有董事均已確認彼等於截止2012年12月31日止年度已遵守企業管治守則規定的持續專業發展要求。

Board of Directors

Induction and training

The training attended by each director of the current Board during the year is summarized below.

Name of director 董事姓名	Type of trainings 培訓方式 *(附註 1)*	Training matters 培訓事項 *(附註 2)*
Executive directors 執行董事		
Gao Jian Min 高建民	a, b	i, ii, iv
Liu Tianni 劉天倪	a, b	i, ii, iv
Gu Jianguo 顧建國	a, b	i, ii, iv
Non-executive directors 非執行董事		
Chen Xiaozhou 陳孝周	a, b	i, ii, iv
Hui Xiao Bing 惠小兵	a, b	i, ii, iv
Chen Qiming 陳啓明	a, b	i, ii, iv
Independent non-executive directors 獨立非執行董事		
Kang Dian 康典	a, b	i, ii, iv
Zhang Lu 張璐	a, b	i, ii, iv
Hung Muk Ming 洪木明	a, b	i, ii, iii

附註

a: attending seminars or training sessions

b: reading newspapers, journals and updates relating to economy, general business or directors' duties and s aan<ActualText<EFF0009>BDC 0.959 0 Td(82EMC 1.875 0 Td2-0

Auditor's Remuneration

The Group's consolidated financial statements for the year ended 31 December 2012, were audited by Deloitte Touche Tohmatsu ("Deloitte") at a total fees of approximately HK$2.9 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 2012.

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.

核數師酬金

本集團截至2012年12月31日止年度綜合財務報表由德勤關黃陳方會計師行(「德勤」)審核，核數費用總額約為2,900,000港元。該項核數費用已獲得審核委員會批准並得到董事會背書認可。此外，本集團於2012年度內，亦有向德勤支付總額不多予200,000港元的稅務服務費用。

審核委員會認為該等稅務服務費用(就服務性質及相對於核數費用的總額而言)並沒有對德勤的獨立性構成影響。

Directors' Responsibility Statement

The Board acknowledges its responsibilities for the preparation of the financial statements of the Company for each financial year, which give a true and fair view of the state of the affairs, results and cash flow of the Group for that year in compliance with the relevant laws and disclosure provision of the Listing Rules.

In preparing the financial statements for the year ended 31 December 2012, 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 basis of the Group.

董事關於賬目的責任聲明

董事會確認其對各財政年度所編制的本公司財務報表的責任，該等財務報表應遵從有關法律及上市規則的披露規定，真確地反映本集團於該年度的業務狀況、業績及現金流。

在編制截至2012年12月31日止年度之綜合財務報表時，董事已選取合適的會計政策，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。

Directors' Responsibility Statement

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.

Shareholders' Rights

Set out below is a summary of certain rights of the shareholders of the Company as required to be disclosed pursuant to the mandatory disclosure requirements under the CG Code which is effective from 1 April 2012.

Convening of extraordinary general meeting on requisition by shareholders

In accordance with section 113 of the Companies Ordinance (Chapter 32 of the laws of Hong Kong), shareholder(s) holding at the date of the deposit of the requisition not less than one-twentieth of such of the paid-up capital of the Company which as at the date of the deposit carries the right of voting at general meetings of the Company, may require the directors of the Company to convene an extraordinary general meeting ("EGM"). The written requisition must state the objects of the meeting and must be signed by the shareholder(s) concerned and deposited at the registered office of the Company at Suite 4901, 49/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong for the attention of the Company Secretary. The requisition may consist of several documents in like form, each signed by one or more of the shareholders concerned

董事關於賬目的責任聲明*(續)*

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公司的財務狀況。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畢團

Shareholders' Rights

Convening of extraordinary general meeting on requisition by shareholders

If the directors of the Company do not within 21 days from the date of the deposit of the requisition proceed duly to convene an EGM for a day not more than 28 days after the date on which the notice convening the EGM is given, the shareholder(s) concerned, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene an EGM, provided that the EGM so convened shall not be held after the expiration of 3 months from the said date.

The EGM convened by shareholders shall be convened in the same manner, as nearly as possible, as that in which general meetings are to be convened by the directors of the Company.

Procedures for directing shareholders' enquires to the Board

Shareholders can raise enquiries to the Board. All enquiries shall be in writing and sent by post to the registered office of the Company at Suite 4901, 49/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong for the attention of the Company Secretary.

The Company Secretary shall forward the shareholders enquiries and concerns to the Board and/or relevant board committees of the Company, where appropriate, to answer the shareholders' questions.

股東權利*(續)*

應股東的請求召開股東特別大會*(續)*

倘本公司董事在該份請求書存放日期起計21天內，未有在召開股東特別大會通告發出日期後28天內妥為安排召開股東特別大會，則該等股東或佔該等全體股東總表決權一半以上的任何股東，可自行召開股東特別大會，但如此召開的股東特別大會不得在上述日期起計3個月屆滿後舉行。

由股東召開的股東特別大會，須盡可能以接近由本公司董事召開股東特別大會的相同方式召開。

向董事會傳達股東查詢的程序

股東可向董事會作出查詢。所有查詢均須為書面形式，並以郵遞方式送達本公司註冊辦事處(地

Shareholders' Rights

Procedures for putting forward proposals at general meetings by shareholders

Shareholders are requested to follow section 115A of the Companies Ordinance (Chapter 32 of the Law of Hong Kong) for including a resolution at an annual general meeting of the Company ("AGM"). The requirements and procedures are set out below:

(i) Any number of shareholders representing not less than one-fortieth of the total voting rights of all shareholders having at the date of the requisition a right to vote at the an AGM to which the requisition

Shareholders' Rights

Procedures for putting forward proposals at general meetings by shareholders

(iii) However if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the Company, an AGM is called for a date 6 weeks or less after the copy has been deposited, the copy though not deposited within the time required as referred to in the above shall be deemed to have been properly deposited.

Proposing directors for election at general meetings

In respect of proposing a person for election as a director of the Company at general meetings, please refer to the procedures available on the website of the Company at www.silvergrant.com.hk.

Constitutional documents

During the year, there is no significant change in the Company's constitutional documents.

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 befor

shareoldes the describedproceurefoe conuctinga( )]TJ0.371 Tc-0.371 Tw 0 -1.556 TD[p)-21ola股 東 權

Communication with Shareholders

The Company has maintained a website at http://www.silvergrant.com.hk which enables 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*(續)*

本公司常設一個網站於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：香港灣仔港灣道1號會展廣場辦公大樓49樓4901室。

The Board present their annual report and the audited consolidated financial statements for the year ended 31 December 2012.

董事會謹提呈截至2012年12月31日止年度之年報及經審核綜合財務報表。

Principal Activities

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 to the consolidated financial statements.

主要業務

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。

Results and Appropriations

The results of the Group and appropriations of the Company for the year ended 31 December 2012 are set out in the consolidated income statement on page 71.

The Board recommend the payment of a final dividend of HK$0.05 per share to the shareholders on the register of members on 31 May 2013, amounting to approximately HK$115,242,000.

業績及分配

截至2012年12月31日止年度，本集團的業績及本公司的分配載列於第71頁之綜合收益表。

董事會建議派發末期股息，每股0.05港元予2013年5月31日名列股東名冊之股東，合共約115,242,000港元。

Fixed Assets

The Group's leasehold land and buildings were revalued at 31 December 2012. Surplus on revaluation of the leasehold land and buildings amounted to approximately HK$48,124,000 which was credited to the asset revaluation reserve.

During the year, the Group and the Company revalued all of its investment properties at 31 December 2012. The increase in fair value of investment properties, which has been credited directly to the consolidated income statement, amounted to approximately HK$44,013,000.

固定資產

本集團的租賃土地及樓宇於2012年12月31日之價值經已作出重估。租賃土地及樓宇重估收益金額約為48,124,000港元已計入資產重估儲備。

於年內，本集團及本公司經已重估其所有投資物業於2012年12月31日之價值。投資物業公允值增加之金額約為44,013,000港元，並經已直接計入於綜合收益表中。

Fixed Assets

Details of the valuation and movements of the investment properties and property, plant and equipment of the Group and of the Company during the year are set out in notes 16 and 17 to the consolidated financial statements respectively.

Details of the major investment properties of the Group at 31 December 2012 are set out in the section under “Summary of Investment Properties” of this Annual Report.

Share Capital

Details of movements during the year in the share capital of the Company are set out in note 37 to the consolidated financial statements.

Distributable Reserves of the Company

The Company’s reserves available for distribution to shareholders as at 31 December 2012 comprised the retained profits of approximatepR7E6k0(p)-K2 cr8(3(ut)55(t)55(e),7 t)67(a)-3(ut)55(e),7 5ss.

Directors

Non-executive Directors

Chen Xiaozhou
Hui Xiao Bing
Chen Qiming
Yang Zhao

Independent Non-executive Directors

Kang Dian
Zhang Lu
Hung Muk Ming

The term of office of each director, including the non-executive directors and independent non-executive directors, is the period up to his retirement by rotation in accordance with the Company's Articles of Association.

In accordance with the provisions of the Company's Articles of Association, Messrs. Gao Jian Min, Gu Jianguo and Hui Xiao Bing shall retire by rotation at the forthcoming annual general meeting. They, being eligible, offer themselves for re-election. The remaining directors shall remain in office.

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*(續)*

非執行董事

陳孝周*(主席)*
惠小兵*(副主席)*
陳啓明*(副主席)*
(於2012年2月15日獲委任)
楊兆*(副主席)*
(於2012年2月15日辭職)

獨立非執行董事

康典
張璐
洪木明

每位董事包括非執行董事及獨立非執行董事的任期為直至其根據本公司的組織章程細則輪值告退當日為止之期間。

按照本公司組織章程細則之條文，高建民先生、顧建國先生及惠小兵先生均須於應屆股東週年大會上輪值告退。彼等均符合資格並尋求膺選連任。其餘董事將會繼續留任。

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' 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.

Substantial Shareholders

As at 31 December 2012, 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 6 TD[a)-25(s r)-15(e)-30(c)-26(o)-S-11(n)-9(d)-12(e)-15(r S)-10(e)-16(c)-10(t)1(i)-9(o)-11(n 35(e)3)-9(6 o)3(f S)-8(F)-1(O w)2(e)-1
6 TD[a)-25(s r)-15(e)-30(c)-26(o)as at 31 December 2012 are set out below:

Name of subsantial sharehlder 主要股東名稱	6 6(a)-5(pa)4(c)i-8(t)e-28(s)TJ/C01 1 Tf0 Tc 0 Tw T0512Tj1.009 0 Td0385T 普通股股份數目	Total 權益總額		Percentage of the issued sare capital 佔全部已發行股本百分比
Siver Grct Grouimited 銀建集團有限公司	Beneficial51wner 實益擁有人	234072,022	234072,022 (附註 i)	10.15%
6hiaidaseta-21(a)4(g)-1(e)-6(n)e)-5(n)8(t)]TJ0 Tc 0 Tw 15.466 0 Td( )Tj0.003 Tc 0.094 Tw -14.285 -1.556 Td[6 T52(o)-20(.,)-39(1)-23(d)-30(.)]TJ/C0	438,054,000		(附註 ii)	19.03%

Substantial Shareholders

iv. The following is a breakdown of the interests in shares of the Company held by Ms. Liu Yang:

主要股東(續)

附註：(續)

iv. 以下為劉央女士所持有本公司之股份權益細節：

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
Atlantis Capital Holdings Limited	Liu Yang 劉央	100%	—	169,700,000
Atlantis Fund Management (Ireland) Limited	Atlantis Capital Holdings Limited	100%	54,500,000	—
Atlantis Investment Management (London) Limited	Atlantis Capital Holdings Limited	100%	54,500,000	—
Atlantis Investment Management (Hong Kong) Limited	Atlantis Capital Holdings Limited	100%	169,700,000	—
Riverwood Asset Management (Cayman) Limited	Liu Yang 劉央	100%	6,000,000	—

Other than as disclosed above, the register required to be kept under Section 336 of the SFO showed that the Company had not been notified of any other interest or short position in the shares and underlying shares of the Company as at 31 December 2012.

除上文所披露者外，根據證券及期貨條例第336條規定須予存置的登記冊所顯示，本公司並無接獲有關於2012年12月31日在本公司股份及相關股份中擁有任何其他權益或淡倉的申報。

Annual Confirmation of Independence

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

獨立性的年度確認

本公司已取得各獨立非執行董事根據上市規則第3.13條項下就其獨立性所作出的年度確認函。本公司認為所有獨立非執行董事均為獨立的。

Connected Transaction

A service agreement dated 28 December 2004 was entered into between Mr. Gao Jian Min ("Mr. Gao") and the Company. Pursuant to the terms and conditions set out therein, the Company agreed to employ and Mr. Gao agreed to serve the Company as a Managing Director by providing the Company with the services as described in the service agreement for a term of 3 years from 28 December 2004 to 27 December 2007, which term shall continue thereafter until determined by either party giving to the other not less than 3-months prior written notice.

關連交易

於2004年12月28日，高建民先生(「高先生」)與本公司簽訂一份服務協議。根據該協議所載之條款及條件，本公司同意聘請高先生，而高先生同意受聘出任本公司董事總經理職務，為本公司提供服務協議內所羅列之服務，任期3年，由2004年12月28日至2007年12月27日止。該任期將維持有效直至任何一方給予對方不少於3個月之書面事前通知終止為止。

Purchase, Sales or Redemption of Listed Securities

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of its listed securities.

購回、出售或贖回上市證券

年內，本公司或其任何附屬公司概無購回、出售或贖回本公司任何上市證券。

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.

酬金政策

本集團僱員的酬金政策乃由薪酬委員會按僱員的功績、資歷及能力制定。

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

本公司董事的酬金乃由薪酬委員會經考慮本公司的經營業績、個人表現及可供比較的市場慣例後檢討及向董事會提出建議。

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 49 to the consolidated financial statements.

本公司經已採納一項購股權計劃，作為董事及合資格僱員的一項鼓勵，該計劃之詳情載列於綜合財務報表附註49。

Annual General Meeting

The annual general meeting of the Company will be held at Boardroom 3 & 4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 20 May 2013 at 10:00 a.m..

股東週年大會

本公司將於2013年5月20日(星期一)上午10時正假座香港灣仔港灣道一[illegible]的

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of its directors, during the year and up to the date of this report, there is sufficient public float of not less than 25% of the Company’s issued shares as required under the Listing Rules.

Major Customers and Suppliers

The Group’s revenue comprises rental income from leasing of properties, dividend income from listed and unlisted securities, net gain on disposal of held-for-trading

2(i)-816(a)-13(r a)(v)6(t)15(t)s,7(a)-5(d)9(i)-8(n)-102.1 Tf0.042 Tc0.265 Tw 0 -oig o8(s-7(i))-10((m p)2i)-228(s)dre lTmβ(10((m dTD[c(i))-si)-8.)-8(n)-107)]TJ

Closure of Register of Members

Subject to the approval of the shareholders at the forthcoming annual general meeting, the proposed final

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 71 to 214, which comprise the consolidated and Company's statements of financial position as at 31 December 2012, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

致
銀建國際實業有限公司列位股東
(在香港註冊成立的有限責任公司)

本核數師(以下簡稱「我們」)已審核列載於第71頁至第214頁銀建國際實業有限公司(以下簡稱「貴公司」)及其附屬公司(以下合稱「貴集團」)的綜合財務報表,此綜合財務報表包括於

Auditor's Responsibility

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

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

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

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見。我們的報告僅按照香港公司條例第141條，為股東(作為一個團體)而編制，並不為其他任何目的。我們並不就本報告的內容對任何其他人士承擔任何義務或接受任何責任。我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存在重大錯誤陳述。

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

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

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 2012 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2012年12月31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

德勤・關黃陳方會計師行

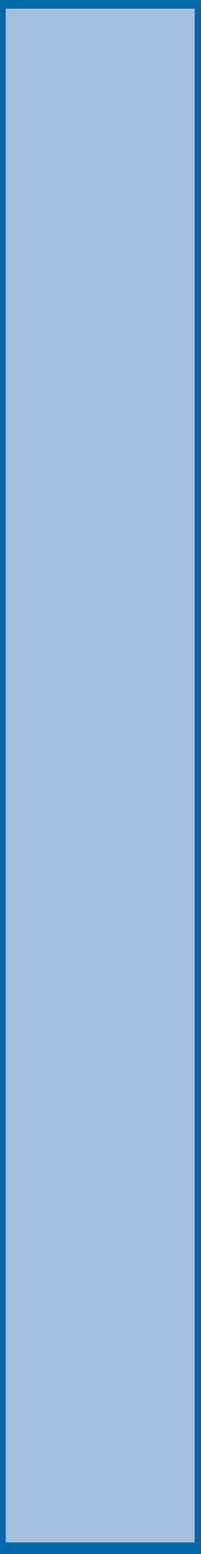
執業會計師

Hong Kong
21 March 2013

香港
2013年3月21日

For the year ended 31 December 2012
截至2012年12月31日止年度

	2012 *HK$'000*	2011 *HK$'000*



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表

For the year ended 31 December 2012
截至2012年12月31日止年度

		2012 *HK$'000* *千港元*	2011 *千港元*
r the year	年內溢利	**181,317**	388,750
omprehensive income	**其他全面溢利**		
nge differences arising on slation	換算產生之滙兌差額	**45,330**	249,491
alue loss arising on luation of available-for-sale stments	可供出售投資重估產生之公允值虧損	**(85,467)**	(617,446)
ssification adjustment — sfer to profit or loss on osal of available-for-sale stments	重列調整 — 出售可供出售投資時劃轉至損益表	**(254,954)**	(69,715)
ment loss on available-for-investments recycled to t for the year	年內回撥損益之可供出售投資減值虧損	**133,646**	—
rising on revaluation of ehold properties	重估租賃物業產生之收益	**48,124**	38,774
of other comprehensive me of associates and jointly rolled entities	攤佔聯營公司及共同控制公司其他全面溢利	**1,378**	6,901
e tax relating to components ther comprehensive income	有關組成其他全面溢利之所得稅	**14,700**	107,525
omprehensive income year (net of tax)	年內其他全面溢利(除稅後)	**(97,243)**	(284,470)
mprehensive income year	年內全面溢利總額	**84,074**	104,280
Total comprehensive income attributable to:	全面溢利總額 應佔：		
Owners of the Company	本公司擁有人	同控制**84,074**	

As at 31 December 2012
於2012年12月31日

			The Group 本集團		The Company 本公司	
			2012	2011	2012	2011
			HK$'000	千港元	HK$'000	千港元
		附註	千港元		千港元	
ASSETS	**資產**					
Non-current assets	**非流動資產**					
Investment properties	投資物業	15	2,955,920	2,917,526	23,233	22,146
Property, plant and equipment	物業、廠房及設備	16	1,249,130	593,053	100,998	96,765
Land use right	土地使用權	17	221,203	70,328	–	—
Goodwill	商譽	18	46,463	46,463	–	—
Unlisted investments in subsidiaries	投資於非上市附屬公司	19	–	—	585,941	498,157
Amounts due from subsidiaries	應收附屬公司款	19	–	—	2,619,450	3,483,665
Interests in associates	聯營公司權益	20	1,457,381	2,197,879	–	—
Interest in a jointly controlled entity	一間共同控制公司權益	21	89,417	83,072	–	—
Structured finance securities	結構性金融證券	22	6,533	6,210	6,533	6,210
Available-for-sale investments	可供出售投資	25	699,574	727,801	294,688	401,817
Loan receivables	應收貸款	27	622,559	—	–	—
Loan receivables with embedded derivative	附有嵌入式衍生工具之應收貸款	27	736,178	—	736,178	—
Deposits paid for land use right	土地使用權之按金	27	–	35,727	–	—
			8,084,358	6,678,059	4,367,021	4,508,760
Current assets	**流動資產**					
Inventories	存貨	26	20,751	50,445	–	—
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	24	6,403	6,092	–	—
Held-for-trading investments	持作買賣投資	23	53,099	74,944	6,045	19,651
Trade receivables	應收賬款	28	8,344	12,594	–	—
Deposits, prepayments and other receivables	按金、預付款及其他應收款	28	254,398	149,765	138,267	8,972
Amounts due from subsidiaries	應收附屬公司款	19	–	—	834,033	523,336
Amounts due from associates	應收聯營公司款	20	511,445	758,809	2,310	123,786
Amount due from a jointly controlled entity	應收一間共同控制公司款	21	68,523	51,748	–	—
Loan receivables	應收貸款	27	238,806	109,646	–	—
Available-for-sale investments	可供出售投資	25	–	313,254	–	40,000
Bank balances and cash	銀行結餘及現金	29	747,615	1,345,763	7,174	356,076
			1,909,384	2,873,060	987,829	1,071,821
Assets classified as held-for-sale	列作持作銷售之資產	30	114,629	130,323	–	—
			2,024,013	3,003,383	987,829	1,071,821
TOTAL ASSETS	**資產總值**		10,108,371	9,681,442	5,354,850	5,580,581

As at 31 December 2012
於2012年12月31日

			The Group 本集團		The Company 本公司	
			2012	2011	2012	2011
		附註	HK$'000 千港元	千港元	HK$'000 千港元	千港元
TOTAL EQUITY AND LIABILITIES	**股本及負債總值**		**10,108,371**	9,681,442	**5,354,850**	5,580,581
Net current assets	**淨流動資產**		**884,956**	1,998,890	**18,734**	184,296
Total assets less current liabilities	**資產總值減流動負債**		**8,969,314**	8,676,949	**4,385,755**	4,693,056

The consolidated financial statements on pages 71 to 214 were approved and authorised for issue by the board of directors on 21 March 2013 and are signed on its behalf by:

Liu Tian

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

For the year ended 31 December 2012
截至2012年12月31日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔股本									
		Share capital 股本	Share premium 股份溢價	Asset revaluation reserve 資產重估儲備	Capital redemption reserve 資本贖回儲備	Investment revaluation reserve 投資重估儲備	Translation reserve 滙兌儲備	Retained profits 保留盈利	Total 合計	Non-controlling interests 非控制權益	Total equity 股本總值
		千港元	千港元	千港元	千港元	千港元 (附註)	千港元	千港元	千港元	千港元	千港元
At 1 January 2011	於2011年1月1日	436,970	2,823,223	97,471	13,992	629,357	478,326	2,560,921	7,040,260	268,167	7,308,427
Profit for the year	年內溢利	–	–	–	–	–	–	375,592	375,592	13,158	388,750
Other comprehensive income for the year	年內其他全面溢利	–	–	33,961	–	(513,379)	234,386	–	(245,032)	(39,438)	(284,470)
Total comprehensive income for the year	年內全面溢利總額	–	–	33,961	–	(513,379)	234,386	375,592	130,560	(26,280)	104,280
Issue of new shares	發行新股	24,000	336,000	–	–	–	–	–	360,000	–	360,000
Share issue expenses	股份發行費用	–	(7,404)	–	–	–	–	–	(7,404)	–	(7,404)
Deemed acquisition of a subsidiary	視同收購一間附屬公司 (附註 44)	–	–	–	–	–	–	–	–	262,022	262,022
Dividend	股息(附註 15)	–	–	–	–	–	–	(230,485)	(230,485)	–	(230,485)
At 31 December 2011	於2011年12月31日	460,970	3,151,819	131,432	13,992	115,978	712,712	2,706,028	7,292,931	503,909	7,796,840
At 1 January 2012	於2012年1月1日	460,970	3,151,819	131,432	13,992	115,978	712,712	2,706,028	7,292,931	503,909	7,796,840
Profit for the year	年內溢利	–	–	–	–	–	–	103,785	103,785	77,532	181,317
Other comprehensive income for the year	年內其他全面溢利	–	–	41,712	–	(115,961)	47,920	–	(26,329)	(70,914)	(97,243)
Total comprehensive income for the year	年內全面溢利總額	–	–	41,712	–	(115,961)	47,920	103,785	77,456	6,618	84,074
Dividend	股息(附註 15)	–	–	–	–	–	–	(115,242)	(115,242)	–	(115,242)
Dividend paid to non-controlling interests of non-wholly owned subsidiaries	對非全資擁有之附屬公司之非控制權益已付股息	–	–	–	–	–	–	–	–	(189,305)	(189,305)
Additional contribution by non-controlling interests of a subsidiary	一間附屬公司之非控制權益之額外貢獻	–	–	–	–	–	–	–	–	88,619	88,619
At 31 December 2012	於2012年12月31日	460,970	3,151,819	173,144	13,992	17	760,632	2,694,571	7,255,145	409,841	7,664,986

Fair value change of available-for-sale investment measured at fair value is recognised in other comprehensive income and accumulated in investment revaluation reserve, until the available-for-sale investment is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously accumulated in investment revaluation reserve is reclassified to profit or loss.

附註：

按公允值計量之可供出售投資之公允值變動於其他全面溢利確認並累積於投資重估儲備，直至該可

For the year ended 31 December 2012
截至2012年12月31日止年度

		附註	2012 HK$'000 千港元	2011 千港元
OPERATING ACTIVITIES	**經營業務**			
Profit before taxation	除税前溢利		**243,443**	471,141
Adjustments for:	調整：			
Share of results of associates	攤佔聯營公司業績		**77,831**	(10,434)
Share of results of jointly controlled entities	攤佔共同控制公司業績		**(5,541)**	(92,263)
Depreciation of property, plant and equipment	物業、廠房及設備折舊		**43,741**	23,478
Release of land use right	土地使用權攤銷		**1,797**	235
Finance costs	財務費用		**49,897**	20,304
Change in fair value of held-for-trading investments	持作買賣投資公允值變動		**(12,629)**	95,083
Imputed interest on consideration receivable from disposal of an associate	應收出售聯營公司代價的應計利息		**—**	(8,278)
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		**—**	(26,815)
Dividend income	股息收入		**(11,246)**	(26,402)
Interest income	利息收入		**(140,295)**	(77,711)
Gain on disposal of available-for-sale investments	出售可供出售投資收益		**(309,637)**	(169,355)
Impairment loss recognised on available-for-sale investments	可供出售投資確認之減值虧損		**133,646**	—
Gain on deemed disposal of a jointly controlled entity	視同出售一間共同控制公司的收益		**—**	(35,072)
Gain on disposal of subsidiaries	出售附屬公司收益		**(126,306)**	(64,907)
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額		**216**	558
Reversal of revaluation deficit of leasehold properties	租賃物業重估虧損回撥		**—**	(8,387)
Change in fair value of investment properties	投資物業之公允值變動		**(44,013)**	(54,828)
Change in fair value of loan receivables with embedded derivative	附有嵌入式衍生工具之應收貸款之公允值變動		**39,822**	(95,765)
Change in fair value of structured finance securities	結構性金融證券之公允值變動		**(323)**	(1,135)
(Write back of allowance) allowance for inventories	(撥備回撥)存貨撥備		**(8,774)**	8,691

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2012
截至2012年12月31日止年度

		附註	2012 HK$'000 千港元	2011 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		**(68,371)**	(51,862)
Decrease (increase) in inventories	存貨減少(增加)		**38,951**	(10,209)
Decrease in held-for-trading investments	持作買賣投資減少		**17,131**	153,060
Decrease (increase) in trade receivables	應收賬款減少(增加)		**4,371**	(1,769)
Decrease in deposits, prepayments and other receivables	按金、預付款及其他應收款減少		**34,905**	19,106
Decrease in trade payables	應付賬款減少		**(30,053)**	(19,525)
Decrease in accrued charges, rental deposits and other payables	應計費用、租務按金及其他應付款減少		**(4,057)**	(170,131)
Cash used in operations	經營業務所用之現金		**(7,123)**	(81,330)
Dividend received	已收股息		**11,246**	26,402
Interest paid	已付利息		**(49,897)**	(20,304)
Tax paid	已付稅款		**(62,919)**	(17,731)
NET CASH USED IN OPERATING ACTIVITIES	**經營業務所用之淨現金**		**(108,693)**	(92,963)

For the year ended 31 December 2012
截至2012年12月31日止年度

		附註	2012 HK$'000 千港元	2011 千港元
INVESTING ACTIVITIES	**投資業務**			
Receipt of income and principal repayment from recovery of distressed assets purchased through establishment of a special purpose vehicle	收取通過成立特殊目的載體購入不良資產回收產生的收入及本金還款		–	85,968
Receipt of consideration receivable from disposal of an associate	收取出售聯營公司所得款項		–	158,233
Purchase of property, plant and equipment	購入物業、廠房及設備		(535,570)	(42,841)
Additions of investment properties	增加投資物業		(72,730)	(299,075)
Purchase of available-for-sale investments	購入可供出售投資		(160,975)	(110,658)
Payment for land use right	支付土地使用權		(116,271)	(70,563)
Addition of loan receivables with embedded derivative	增加附有嵌入式衍生工具之應收貸款		(776,000)	—
Dividend received from associates	已收聯營公司股息		44,403	121,966
Interest received	已收利息		134,139	77,711
Interest income received from financial assets at fair value through profit or loss	於損益表按公允值處理的金融資產之利息收入		–	16,496
Payments received for assets held-for-sale	持作銷售資產之已收款項		106,078	80,989
Placement of a deposit to secure other loan	支付按金以抵押其他貸款		(31,095)	—
Repayment from associates	聯營公司還款		371,892	135,644
Advance to associates	墊支聯營公司款項		(118,159)	(464,372)
Repayment from a jointly controlled entity	一間共同控制公司還款		35,027	12,320
Advance to a jointly controlled entity	墊支一間共同控制公司款		(51,306)	—
Advance of loan receivables	墊支應收貸款		(809,126)	(97,327)
Receipt of loan receivables	收取應收貸款		58,458	437,207
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備所得款項		75	111
Proceeds on disposal of available-for-sale investments	出售可供出售投資所得款項		392,897	174,181
Distribution from a jointly controlled entity	由一間共同控制公司分派		–	11,836
Capital injection to associates	聯營公司之資本投入		(17,490)	(788,560)
Net cash from deemed acquisition of a subsidiary	視同收購一間附屬公司之淨現金		–	230,654
Disposal of subsidiaries	出售附屬公司所得款項		776,424	96,889
Repayment to a former subsidiary	一間前附屬公司還款		–	(136,284)
NET CASH USED IN INVESTING ACTIVITIES	**投資業務所用淨現金**		(769,329)	(369,475)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2012
截至2012年12月31日止年度

		附註	2012 HK$'000 千港元	2011 千港元
FINANCING ACTIVITIES	**融資業務**			
Other loans raised	其他貸款融資		**278,756**	—
Bank loans raised	銀行貸款融資		**792,170**	1,046,396
Repayment of bank loans	償還銀行貸款		**(610,835)**	(658,644)
Net proceeds from issue of new shares	發行新股所得款項淨額		**—**	352,596
Dividend paid	已付股息		**(115,242)**	(230,485)
Dividend paid to non-controlling interests of non-wholly owned subsidiaries	對非全資擁有之附屬公司之非控制權益之已付股息		**(189,305)**	—
Increase in other payables from recovery of distressed assets	回收不良資產其他應付款之增加	1	**—**	32,002
Decrease in other payables for distribution from recovery of distressed assets	回收不良資產其他應付款分配之減少	1	**(3,904)**	(125,998)
Additional contribution by non-controlling interests of a subsidiary	一間附屬公司之非控制權益之額外貢獻		**88,619**	—
Repayments to non-controlling shareholders of subsidiaries	還款予附屬公司之非控制股東		**(25,733)**	—
Advances from non-controlling shareholders of subsidiaries	附屬公司之非控制股東墊支		**46,356**	28,324
NET CASH FROM FINANCING ACTIVITIES	**融資業務所得淨現金**		**260,882**	444,191
NET DECREASE IN CASH AND CASH EQUIVALENTS	**現金及現金等值減少淨額**		**(617,140)**	(18,247)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	**現金及現金等值年初數額**		**1,345,763**	1,338,558
Effect of foreign currency rate changes	外幣滙率變動之影響		**18,992**	25,452
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**現金及現金等值年末數額**		**747,615**	1,345,763
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		**747,615**	1,345,763

1. General

The Company is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and principal place of business of the Company are disclosed in the section headed "Corporate Information" in the annual report.

The functional currency of the Company is Renminbi ("RMB"), which is the currency of the primary economic environment in which the subsidiaries of the Company operates. For the convenience of the financial statements users, the consolidated financial statements are presented in Hong Kong dollars ("HKD"), as the Company's shares are listed on the Stock Exchange.

The Company is an investment holding company and is engaged in property investment and securities trading and investments. The Company and its subsidiaries (the "Group") are principally engaged in property investment, other investments, the 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 entity and a special purpose vehicle are set out in notes 52 and 53.

1. 一般事項

本公司為一間於香港註冊成立的公眾有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司註冊辦事處及主要營業地點的地址於本年報的「企業資料」部份披露。

由於人民幣作為本公司之附屬公司經營之主要經濟環境之貨幣，本公司之功能貨幣為人民幣。由於本公司之股票於聯交所上市，為財務報告使用者方便，本綜合財務報表以港幣呈列。

本公司為一間投資控股公司，並從事物業投資及證券買賣及投資。本公司及其附屬公司(「本集團」)主要從事物業投資、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、共同控制公司及特殊目的載體詳情載列於附註52及53。

2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs")

Amendments to HKAS 12 deferred tax: Recovery of underlying assets

HKFRSs (Amendments)	Annual improvements to HKFRSs 2009 — 2011 cycle[1]
HKFRS 7 (Amendments)	Disclosures — Offsetting financial assets and financial liabilities[1]
HKFRS 9 and HKFRS 7 (Amendments)	Mandatory effective date of HKFRS 9 and transition disclosures[3]
HKFRS 10, HKFRS 11 and HKFRS 12 (Amendments)	Consolidated financial statements, joint arrangements and disclosure of interests in other entities: Transition guidance[1]
HKFRS 10, HKFRS 12 and HKAS 27 (Amendments)	Investment entities[2]
HKFRS 9	Financial instruments[3]
HKFRS 10	Consolidated financial statements[1]
HKFRS 11	Joint arrangements[1]
HKFRS 12	Disclosure of interests in other entities[1]
HKFRS 13	Fair value measurement[1]
HKAS 19 (Revised 2011)	Employee benefits[1]
HKAS 27 (Revised 2011)	Separate financial statements[1]
HKAS 28 (Revised 2011)	Investments in associates and joint ventures[1]
HKAS 1 (Amendments)	Presentation of items of other comprehensive income[4]
HKAS 32 (Amendments)	Offsetting financial assets and financial liabilities[2]
HK(IFRIC)— INT 20	Stripping costs in the production phase of a surface mine[1]

1 Effective for annual periods beginning on or after 1 January 2013.
2 Effective for annual periods beginning on or after 1 January 2014.
3 Effective for annual periods beginning on or after 1 January 2015.
4 Effective for annual periods beginning on or after 1 July 2012.

2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)*(續)*

香港會計準則第12號之修訂遞延稅項：相關資產之收回*(續)*

香港財務報告準則(修訂本)	2009年至2011年香港財務報告準則週期之年度改進[1]
香港財務報告準則第7號(修訂本)	披露 — 抵銷金融資產及金融負債[1]
香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	香港財務報告準則第9號之強制生效日期及過渡披露[3]
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號(修訂本)	綜合財務報表、合營安排及在其他實體中之權益披露：過渡指引[1]
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(修訂本)	投資實體[2]
香港財務報告準則第9號	金融工具[3]
香港財務報告準則第10號	綜合財務報表[1]
香港財務報告準則第11號	合營安排[1]
香港財務報告準則第12號	在其他實體中之權益披露[1]
香港財務報告準則第13號	公允值計量[1]
香港會計準則第19號(2011年修訂)	僱員福利[1]
香港會計準則第27號(2011年修訂)	獨立財務報表[1]
香港會計準則第28號(2011年修訂)	於聯營公司及合營企業之投資[1]
香港會計準則第1號(修訂本)	其他全面收益項目之呈列[4]
香港會計準則第32號(修訂本)	抵銷金融資產及金融負債[2]
香港(國際財務報告詮釋委員會) — 詮釋第20號(2011年修訂)	

2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs")

HKFRS 9 Financial instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 amended in 2010 includes the requirements for the classification and measurement of financial liabilities and for derecognition.

Key requirements of HKFRS 9 are described as follows:

- All recognised financial assets that are within the scope of HKAS 39 "Financial instruments: Recognition and measurement" are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)*(續)*

香港財務報告準則第9號金融工具

於2009年頒佈的香港財務報告準則第9號引入金融資產分類及計量的新規定。於2010年修訂的香港財務報告準則第9號包括金融負債分類及計量以及終止確認的規定。

香港財務報告準則第9號之主要規定說明如下：

- 香港會計準則第39號「金融工具：確認及計量」範圍內所有已確認之金融資產其後按攤銷成本或公允值計量。具體而言，以收取合約現金流量為目標之商業模式持有及合約現金流量僅為支付本金及未償還本金之利息的債務投資，一般在其後之會計期末按攤銷成本計量。所有其他債務投資及股本投資在其後會計期末按其公允值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回之選擇，將股本投資(而非持作買賣)其後之公允值變動於其他全面收益呈列，惟僅有股息收入一般於港蓊等吞其本涓畚斥涓畚仟鮹刳褩腤炕

2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs") (Continued)

HKFRS 9 Financial instruments

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

HKFRS 9 is effective for the Group and the Company for annual period beginning on 1 January 2015, with earlier application permitted. The directors anticipate that the adoption of HKFRS 9 in future may have significant impact on amounts reported in respect of the Group's and the Company's financial assets, for example, the Group's and the Company's available-for-sale investments would be reclassified upon application of HKFRS 9 and certain of the Group's and the Company's available-for-sale investments currently measured at cost less impairment are required to measure at fair value. However, it is not practicable to provide a reasonable estimate of these effects until a detailed review has been completed.

2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第9號金融工具(續)

- 就指定為按公允值列入損益表的金融負債而言，香港財務報告準則第9號規定金融負債信貸風險變動應佔該負債公允值變動之金額於其他全面收益呈列，除非於其他全面收益確認負債信貸風險變動之影響將導致或擴大損益表之會計錯配，則作別論。金融負債之信貸風險變動應佔該金融負債公允值變動其後並不會重新分類至損益表。根據香港會計準則第39號，指定於為按公允值列入損益表之金融負債公允值變動的全數金額乃於損益表中呈列。

香港財務報告準則第9號於本集團及本公司2015年1月1日開始之年度期間生效，並可提早應用。董事預期，日後採納香港財務報告準則第9號或會對本集團及本公司金融資產之呈報金額有重大影響，舉例說，本集團及本公司之可供出售投資在採納香港財務報告準則第9號後將予重新分類，本集團及本公司現時按成本扣除減值列賬之若干可供出售投資規定按公允值列賬。然而，在完成詳細審閱之前，將不可能切實提供有關影響之合理估計。

2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs")

New and revised Standards on consolidation, joint arrangements, associates and disclosures

In June 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (as revised in 2011) and HKAS 28 (as revised in 2011).

Key requirements of these five standards are described below.

HKFRS 10 replaces the parts of HKAS 27 "Consolidated and separate financial statements" that deal with consolidated financial statements. HK(SIC) — INT 12 "Consolidation — Special purpose entities" will be withdrawn upon the effective date of HKFRS 10. Under HKFRS 10, there is only one basis for consolidation, that is, control. In addition, HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios.

2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)*(續)*

有關綜合、合營安排、聯營公司以及披露之新訂及經修訂準則

於2011年6月，五項有關綜合、合營安排、聯營公司以及披露之準則組合獲頒佈，包括香粥

2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs")

New and revised Standards on consolidation, joint arrangements, associates and disclosures

HKFRS 11 replaces HKAS 31 Interests in Joint Ventures. HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified. HK(SIC) — INT 13 "Jointly controlled entities — Non-monetary contributions by venturers" will be withdrawn upon the effective date of HKFRS 11. Under HKFRS 11, joint arrangements are classified as joint operations or joint ventures, depending on the rights and obligations of the parties to the arrangements. In contrast, under HKAS 31, there are three types of joint arrangements: jointly controlled entities, jointly controlled assets and jointly controlled operations. In addition, joint ventures under HKFRS 11 are required to be accounted for using the equity method of accounting, whereas jointly controlled entities under HKAS 31 can be accounted for using the equity method of accounting or proportionate consolidation.

HKFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in HKFRS 12 are more extensive than those in the current standards.

In July 2012, the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 were issued to clarify certain transitional guidance on the application of these five HKFRSs for the first time.

2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)*(續)*

有關綜合、合營安排、聯營公司以及披露之新訂及經修訂準則*(續)*

香港財務報告準則第11號取代香港會計準則第31號「於合營企業之權益」。香港財務報告準則第11號訂明當一個合營安排由兩個或以上合營安排方擁有共同控制權時應如何分類。香港(常務詮釋委員會)—詮釋

2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs")

2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs")

HKFRS 13 Fair value measurement

HKFRS 13 will be adopted by the Group and the Company for the annual period beginning 1 January 2013 and that the application of the new standard is not expected to affect the amounts reported in the consolidated financial statements, but would result in more extensive disclosures about fair value measurements in the consolidated financial statements.

Amendments to HKAS 1 Presentation of items of other comprehensive income

The amendments to HKAS 1 "Presentation of items of other comprehensive income" introduce new terminology for the statement of comprehensive income and income statement. Under the amendments to HKAS 1, a 'statement of comprehensive income' is renamed as a 'statement of profit or loss and other comprehensive income' and an 'income statement' is renamed as a 'statement of profit or loss'. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require items of other comprehensive income to be grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis — the amendments do not change the option to present items of other comprehensive income either before tax or net of tax.

2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)*(續)*

香港財務報告準則第13號公允值計量*(續)*

本集團及本公司將於2013年1月1日開始之年度期間採納香港財務報告準則第13號，預期應用該項新準則不會影響綜合財務報表所報告之金額，但會導致綜合財務報表內有關公允值計量之更全面披露。

香港會計準則第1號其他全面收益項目之呈列之修訂本

香港會計準則第1號「其他全面收益項目之呈列」之修訂本為全面收益表及收益表引入新術語。根據香港會計準則第1號之修訂本，「全面收益表」改名為「損益及其他全面收益表」，而「收益表」則改名為「損益表」。香港會計準則第1號之修訂本保留以單一報表或兩份獨立但連續報表呈列損益及其他全面收益之選擇權。然而，香港會計準則第1號之修訂本規定其他全面收益項目須劃分為兩類：(a)其後不會重新分類至損益表之項目；及(b)於達成特定條件時，其後可重新分類至損益表之項目。其他全面收益項目之所得稅須按相同基準予以分配，修訂本並無改變按除稅前或除稅後呈列其他全面收益項目之選擇權。

3. Significant Accounting Policies

Basis of consolidation

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

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

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance (effective from 1 January 2010 onwards).

3. 主要會計政策*(續)*

綜合賬目基準

本綜合財務報表包括本公司及被本公司控制的各公司(其附屬公司)(包括特殊目的載體)的財務報表。倘若本公司有權力監制一間公司的財務及經營政策以致從其業務獲得利益，即表示取得控制權。

於本年度收購或出售的附屬公司之收入及支出，已由收購生效日起或截至出售生效日止(視情況而定)計入綜合收益表內。

若有需要，附屬公司的財務報表須作出調整，以與本集團其他成員公司所採用的會計政策一致。

所有集團公司之間的交易、結餘、收入及支出，已於編制綜合賬目時抵銷。

於附屬公司之非控制權益與本集團於當中之權益分開呈列。

全面溢利總額分配至非控股權益

附屬公司的全面溢利及開支總額歸[illegible]

3. Significant Accounting Policies

Basis of consolidation

Changes in the Group's ownership interests in existing subsidiaries

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. When assets of the subsidiary are carried at revalued

3. Significant Accounting Policies

3. 主要會計政策*(續)*

Business combinations

業務合併

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

收購業務採用收購法入賬。業務合併之轉撥代價按公允值計量，而計算方法為本集團所轉讓之資產於收購日之公允值、本集團對所收購方原擁有人產生之負債及本集團於交換所收購方之控制權發行之股權之總額。有關收購之成本於產生時一般於損益表中確認。

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value.

於收購日期，所收購之可識別資產及所承擔之負債乃按彼等之公允值確認。

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquire (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

商譽是以所轉讓之代價、於所收購方中非控股權益所佔金額及收購方以往持有之所收購方股權之公允值(如有)之總和，扣除於收購日期可供識別資產之收購及承擔的負債之淨值後，所超出之差額計量。倘重新評估後，所收購之可識別淨資產與所承擔的負債於收購日期之淨額高於轉讓之代價、非控股權益於所收購方中所佔金額以及收購方以往持有之所收購方股權之公允值(如有)之總和，則差額即時於損益表內確認為議價購買收益。

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

非控股權益屬現時擁有有者權益且於清盤時賦予其持有人可按比例分佔該實體之資產淨值，可初步按公允值或非控股權益應佔所收購方可識別資產淨值的已確認金額比例計量。

3. Significant Accounting Policies

Business combinations

The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another Standard.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquire is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses, if any, 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 combination.

3. 主要會計政策*(續)*

業務合併*(續)*

計量基準視乎每項交易而作出選擇。其他種類的非控股權益乃按其公允值或(如適用)其他準則規定之基準計量。

當業務合併到完成階段，本集團之以往持有收購方之股本權益需於收購日(即本集團得到控制權之日期)重估到公允值，結果之盈利或虧損，如有，都於損益表確認。在收購日前所收購方權益於其他全面溢利之確認金額應重列至損益表(此方法適用於出售該權益)。

商譽

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，如有，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合併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。

3. Significant Accounting Policies

Goodwill

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 reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. When the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit, and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

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

Investments in subsidiaries

Investments in subsidiaries are stated in the Company's statement of financial position at cost (including deemed capital contribution), less any identified impairment loss. Income from investments in subsidiaries 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 policy decisions of the investee but is not control or joint control over those policies.

3. 主要會計政策*(續)*

商譽*(續)*

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。於報告年度因收購而產生的商譽，獲分配商譽的現金產生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其賬面值時，減值虧損首先被分配以削減分配至該單位的商譽，任何及其後以單位內各資產之賬面值為基準按比例分配至並削減該單位之其他資產之賬面值。商譽之任何減值虧損乃直接於損益內確認。已確認之商譽減值虧損於其後期間不予以撥回。

於出售有關現金產生單位時，計量出售收益應包括相關應佔商譽的金額。

附屬公司投資

附屬公司投資是按成本(包括視作之資本注資)扣除已識別的減值虧損列賬於本公司的財務狀況表中。本公司計算附屬公司投資的收入是基於本公司獲確認後收取派付股息的權利。

聯營公司投資

聯營公司指投資方對其行使重大影響力而非附屬公司或合營公司之權益。重大影響指有權參與投資對象之財務及營運政策之決定，但並非對該等政策有控制權或共同控制權。

3. Significant Accounting Policies

Investments in associates

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

Upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair vaf (e)10(f)i(e)s0(f)r(e)1g(a)1(irr(d)10()10()10(t)a(e)s0(f)i(t)1(e)s0(f)1(a)1(ir)(irr(d)]TJ0.09768

t Grpveriouo4(asrrying)12(4amount)12(of)14(ane)14(Grsociate)1466

t asrms4(Grsll2(4amount)1s4(Grpveriouoly4(recognise)5d)56)]TJ0.042 Tw 0 -1.556 TD[ani(n)1(d of)jthe)0()10()s4(C

3. Significant Accounting Policies

Investments in associates

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Joint venture*trolllatt vityd)*

3. Significant Accounting Policies

Joint venture

Jointly controlled entity

The financial statements of jointly controlled entity used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances.

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

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

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in a jointly controlled entity. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. 主要會計政策*(續)*

合營企業*(續)*

共同控制公司(續)

為會計處理目的而以權益法入帳之共同控制公司之財務報表以本集團之相似交易及事件以統一的會計政策編制。

收購成本超逾本集團於收購當日應佔共同控制公司已確認之可確定資產及負債之公允價值淨額之差額被確認為商譽，其包含於投資之賬面值內。

經重新評估後，任何本集團攤佔可識別資產及負債之公允值淨額超過收購成本之部份即時於損益表確認。

香港會計準則第39號之規定獲應用以釐定是否需要就本集團於共同控制公司之投資確認任何減值虧損。於有需要時，投資之全部賬面值(包括商譽)會根據香港會計準則第36號「資產減值」作為單一資產進行減值測試，方法為將可收回金額(即使用價值與公允值減出售成本之較高者

3. Significant Accounting Policies

Joint venture

Jointly controlled entity

Upon disposal of a jointly controlled entity that results in the Group losing joint control over that jointly controlled entity, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the jointly controlled entity attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the jointly controlled entity. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that jointly controlled entity on the same basis as would be required if that jointly controlled entity had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that jointlyooobuta te(l)1(y)is ai(y)is aihe tb1(obuted)11(obutace)1lutaa(u)1(p)1(p)14(f(p)14(buta)14(ttt)1(h49ai

3. Significant Accounting Policies

Property, plant and equipment

Property, plant and equipment including leasehold land (classified as finance lease) and buildings held for use in production or supply of goods or services, or for administrative purposes (other than construction in progress) are stated in the consolidated statement of financial position at cost or fair value less subsequent accumulated depreciation and accumulated impairment loss, if any.

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.

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.

3. 主要會計政策*(續)*

物業、廠房及設備

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(分類為融資租賃)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(如有)載入綜合財務狀況表。

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。

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。

3. Significant Accounting Policies

Property, plant and equipment

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 revalued asset, the attributable revaluation surplus is transferred to retained profits.

Depreciation is provided to write off the cost or fair value of property, plant and equipment other than construction in progress less residual value over their estimated useful lives, using the straight line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

3. 主要會計政策(續)

物業、廠房及設備(續)

重估租賃土地及樓宇所產生的任何重估盈餘是撥入資產重估儲備，惟倘有關盈餘用作沖回該項資產於過往已確認為支出的重估值減，在該情況下則盈餘是計入損益表，但限於過往已確認為支出的金額。因重估資產而減少的賬面淨值是當作開支處理，若有因過往重估該項資產而

3. Significant Accounting Policies

Revenue recognition

Revenue from the sale of petrochemical products is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Property management fee income is recognised when management service is rendered.

Rental income under operating leases is recognised on a straight line basis over the term of the leases.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

3. 主要會計政策*(續)*

收入的確認*(續)*

石油化工產品銷售之收入於貨品已付運及擁有權已過戶，及任何時間符合以下所有條件時予以確認：

- 本集團將貨品擁有權之主要風險及回報轉嫁予買方；
- 本集團對所售貨品不再具有一般與擁有權相關的程度的持續管理參與權，亦無實際控制權；
- 收入金額能可靠計量；
- 與交易相關的經濟利益可能流入本集團；及
- 交易已產生或將予產生的成本能可靠計量。

物業管理費收入於提供管理服務時確認。

營運租約之租金收入於租約期限內以直線基準確認。

投資所得股息收入乃於股東收取該項付款之權利獲確立時確認(若經濟利益可能流入本集團，且收入的金額能可靠地計量)。

3. Significant Accounting Policies

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. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. 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。分類取決於金融資產的性質及目的並於初次確認時決定。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。

3. Significant Accounting Policies

Financial instruments

Financial assets

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

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

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

A financial asset is classified as held for trading if:

- it has been acquired principally **Forestima nerading if:**
- ithas d Å ɔ k` V ɾ ʒ e ɔ

3. Significant Accounting Policies

Financial instruments

Financial assets

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

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis;

asset rl

3. Significant Accounting Policies

Financial instruments

Financial assets

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 trade receivables, deposits and other receivables, amounts due from associates/a jointly controlled entity/subsidiaries, bank balances and cash and loan receivables) are measured at amortised cost using

3. Significant Accounting Policies

Financial instruments

Financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

Equity securities traded in an active market and debt securities held by the Group that are classified as available-for-sale are measured at fair value at the end of each reporting period. Changes in the carrying amount of available-for-sale debt securities relating to interest income calculated using the effective interest method and dividends on available-for-sale equity investments are recognised in profit or loss. Other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of the reporting period (see accounting policy on impairment loss on financial assets below).

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

可供出售之金融資產

可供出售之金融資產為指定可供出售的非衍生項目，或未有分類為於損益表按公允值處理之金融資產、貸款及應收賬款或持有至到期日之投資。

於活躍市場買賣之股本證券及本集團持有分類為可供出售之債務證券乃於各報告期末按公允值計量。以實際利息法計量、與利息收入有關之可供出售債務證券之賬面值變動及可供出售股本投資乃於損益表中確認。可供出售金融資產之其他賬面值變動乃於其他收益中確認，並累積於投資重估儲備。投資被出售或被定為減值時，之前於投資重估儲備確認之累計收益或虧損將會劃轉至損益表(見下文有關金融資產減值虧損之會計政策)。

當本集團收取股息之權利被確定時，可供出售股本工具之股息於損益表中確認。

就沒有活躍市場的市場報價且其公允值無法可靠地計量的可供出售之股本投資而言，該等投資於本報告期末按成本扣減任何已識別減值虧損計量(見以下關於財務資產減值虧損之會計政策)。

3. Significant Accounting Policies

Financial instruments

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Impairment of financial assets (continued)

For financial assets carried at amortised cost, the amount of impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, other receivables, amounts due from associates/jointly controlled entity/subsidiaries, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When other receivables, trade receivables, amounts due from associates/jointly controlled entity/subsidiaries are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

3. 主要會計政策(續)

金融工具(續)

金融資產之減值(續)

就按攤銷成本列賬之金融資產而言，減值虧損金額確認是按資產賬面值與按金融資產原實際利率折讓之估計未來現金流量之現值的差額計算。

就按成本列賬之金融資產而言，減值虧損數額按資產賬面值與按類似金融資產之現行市場回報率折讓估計未來現金流量之現值間之差額計算。有關減值虧損不會於繼後期間回撥。

金融資產之賬面值因其減值虧損而直接減少，惟應收賬款、其他應收款及應收聯營公司／共同控制公司／附屬公司款之賬面值則透過使用撥備賬減少。所有撥備賬賬面值之變動於損益表內確認。倘應收賬款、其他應收款及應收聯營公司／共同控制公司／附屬公司款應收賬款被認為不可收回，則於撥備賬內撇銷。其後收回之已撇銷數額計入損益表。

當可供出售金融資產被視為減值時，之前於其他全面溢利確認之累計收益或虧損將會於減值發生之期間劃轉至損益表。

3. Significant Accounting Policies

Financial instruments

Impairment of financial assets

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale investments will not be reversed through profit or loss. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve. For available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

3. 主要會計政策*(續)*

金融工具*(續)*

金融資產之減值(續)

就按攤銷成本列賬之金融資產而言，倘若於後期減值虧損之金額減少及該減少能客觀地與確認減值後發生的事項相關，則以前已確認之減值虧損可於損益表內撥回，惟減值撥回當日之資產賬面值不得超過如無確認減值時之攤銷成本。

可供出售之投資之減值虧損將不會於損益表撥回。減值虧損後的任何公允值增幅直接於其他全面溢利確認及累計於其他儲備中。就可供出售債務投資而言，倘若該投資之公允值增幅能客觀地與確認減值虧損後發生的事項相關，則相關減值虧損會於其後於損益表撥回。

金融負債及股本工具

由集團公司發行之金融負債及股本權益工具，按所訂立之合約安排性質，及金融負債及股本權益工具之定義而分類為金融負債或股本。

3. Significant Accounting Policies

Financial instruments

Financial liabilities and equity instruments

An equity instrument is any contract that evidences

3. Significant Accounting Policies

Financial instruments

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

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 and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liability when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sales.

3. 主要會計政策*(續)*

財務工具*(續)*

終止確認

倘若從資產收取現金流量之合約權利已到期，或本集團已轉讓金融資產及已將其於金融資產擁有權之大部份風險及回報轉移到另一實體，則本集團將終止確認該金融資產。

於終止確認金融資產時，資產賬面值與已收及應收代價及已直接於其他全面溢利及累積於股本權益被確認之累計損益的總差額，將於損益表內確認。

若本集團之責任獲解除、取消或屆滿時，本集團將終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價的差額，乃於損益表內確認。

存貨

存貨按成本與可變現淨值之較低者入賬。存貨之成本採用加權平均法計算。可變現淨值為存貨之估計銷售價減所有估計完成成本及因銷售產生之必要成本。

3. Significant Accounting Policies (continued)

Borrowing costs

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

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

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

At the end of the reporting period, the Group reviews the carrying amounts of its assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

3. 主要會計政策(續)

借貸費用

因收購、建築及生產為合資格資產(即須一段長時間始能達至其擬定用途或予以銷售的資產)所產生的直接應計借貸成本被加至有關資產之成本中，直至當此等資產大致上已完成並可作其預計用途或銷售時。當指定借貸尚未支付合資格資產開支而用作臨時投資時，所賺取的投資收入會從資產借貸成本中扣除。

所有其他借貸成本於產生期間在損益表內被確認。

除商譽外之資產減值虧損(見上述有關商譽之會計政策)

於本報告期末，本集團檢測其有限可使用年限資產之賬面值以決定該等資產有否出現任何減值虧損跡象。如有任何跡象產生，該資產之可回收金額需估算以決定減值虧損(如有)之程度。當不可能估算單一資產之可產生回收金額，本集團估算該資產屬於之現金產生單位之可回收金額。當合理的及一致之分配基準可識別時，公司資產可分配於個別現金產生單位，或其分配於現金產生單位之最少團體以識別為合理及一致之分配基準。

3. Significant Accounting Policies (continued)

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

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount.

An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

Where an impairment loss subsequently reverses, the carrying amount of the assets (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

3. 主要會計政策(續)

除商譽外之資產減值虧損(見上述有關商譽之會計政策)(續)

可回收金額是公允值減出售之成本及使用價值之較高者。於評估使用價值，估計將來現金流量以稅前貼現率去計算其現值以反映現時市場評估金錢的時間價值及該資產之風險，將來現金流量之估計並不可調整。倘若資產之可回收金額(或現金產生單位)之估計是少於其賬面值，則該資產之賬面值(或現金產生單位)需減少到其可回收金額。

一項減值虧損即時在損益表內被確認，除非有關資產是根據另一項準則以重估值列賬，則有關減值虧損將根據該準則而被視為重估值減少。

當減值虧損於其後撥回，有關資產(或現金產生單位)賬面值將予調升至經修正之估計可收回金額，惟僅限於經調升後之賬面值不會超過有關資產於先前年度未有減值虧損前之賬面值。減值虧損之撥回即時被確認為收入，除非有關資產是根據另一項準則以重估值列賬，則有關減值虧損之撥回將根據該準則被視為重估值增加。

3. Significant Accounting Policies

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

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 in a transaction that affects neither the taxable profit nor the accounting profit.

3. Significant Accounting Policies

Taxation

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax 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 end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. 主要會計政策(續)

稅項(續)

遞延稅項負債須就投資於附屬公司、聯營公司及投資於合資企業所產生的應課稅暫時差異予以確認，除非本集團可控制暫時差異的回撥時間，而此暫時差異在可預見的將來很可能不會回撥。有關投資之暫時差異而產生之遞延稅項資產只會於當有足夠應課稅溢利而很大機會可以利用暫時差異之好處時被確認及此暫時差異於可見將來很可能會回撥。

遞延稅項資產的賬面值於各本報告期末進行檢討，並於沒可能會有足夠應課稅溢利恢復全部或部份資產價值時作出調減。

遞延稅項資產及負債，乃依據於本報告期末已頒佈或實質上已頒佈之稅率(及稅務法例)，按預期適用於償還負債或變現資產期間之稅率計算。遞延稅項負債及資產之計量反映出倘按本集團預期於報告日期收回或結算其資產及負債賬面值計算的稅項結果。

3. Significant Accounting Policies

Foreign currencies

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

3. Significant Accounting Policies (continued)

Leasing (continued)

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 lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

3. 主要會計政策(續)

租賃(續)

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。

倘獲取促使訂立營運租賃之租賃獎勵，該等獎勵確認為負債。獎勵之利益總額以直線基準確認為租金開支扣減。

租賃土地及樓宇

倘租約包括土地及樓宇部份，則本集團根據對各部份之擁有權附帶之絕大部份風險及回報是否已轉讓予本集團之評估，獨立評估將各部份分類為融資或營運租賃，除非顯然兩個部份均為營運租賃，則在該情況下，整份租約分類為營運租賃。具體而言，最低租賃付款(包括任何一次過預付款項)乃按租賃土地部份及樓宇部份於租約開始時之租賃權益相對公允值比例於土地及樓宇部份之間分配。

4. Critical Accounting Judgement and Key Sources of Estimation Uncertainty

Critical judgment in applying accounting policies

Deferred taxation on investment properties

The remaining investment properties of the Group with fair value of HK$849,703,000 (2011: HK$961,911,000), representing the Group's residential properties, in the opinion of the directors, these properties were held under a business whose objective is to recover through sale. Accordingly, deferred taxation in relation to these investment properties has been measured based on the tax consequences of recovering the carrying amounts entirety through sale.

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.

Fair value of investment properties

At the end of the reporting period, the Group's investment properties are stated at fair value of HK$2,955,920,000 (2011: HK$2,917,526,000) based on the valuation performed by an independent qualified professional valuer. In determining the fair value, the valuers have based on market value basis which involves, inter-alia, certain estimates, including comparable market transactions. In relying on the valuation, management has exercised their judgment and is satisfied that the method of valuation is reflective of the current market conditions.

4. 重大會計判斷及估計不確定之主要來源(續)

應用會計政策的重大判斷(續)

投資物業的遞延稅項(續)

本集團餘下投資物業(即本集團的住宅物業)的公允值為849,703,000港元(2011年：961,911,000港元)，董事認為，此等析

5. 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.

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.

5. 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。

6. Financial Instruments

6. 金融工具

Categories of financial instruments

金融工具之類別

		The Group 本集團		The Company 本公司	
		2012 HK$'000 千港元	2011 千港元	**2012 HK$'000 千港元**	2011 千港元
Financial assets	**金融資產**				
FVTPL	於損益表按公允值處理				
— Held-for-trading	— 持作買賣	**53,099**	74,944	**6,045**	19,651
— Designated as FVTPL	— 指定為於損益表按公允值處理	**742,711**	6,210	**742,711**	6,210
Loans and receivables	貸款及應收款項	**2,453,991**	2,426,004	**3,600,517**	4,495,369
Available-for-sale financial assets	可供出售金融資產	**699,574**	1,041,055	**294,688**	441,817
Financial liabilities	**金融負債**				
Amortised cost	攤銷成本	**1,961,286**	1,311,121	**1,289,095**	1,247,525

6. Financial Instruments

Financial risk management objectives and policies

Market risks

The Group and the Company have not used any interest rate swaps in order to mitigate its exposure associated with fluctuations relating to interest cash flows. However, management monitors interest rate

6. Financial Instruments

6. Financial Instruments

Financial risk management objectives and policies

Market risks

Basis of sensitivity analysis:

Sensitivity analysis is prepared to demonstrate the effect of foreign exchange differences by 10% change in exchange rate of the functional currency (mainly RMB) against the relevant foreign currencies of the Company and respective subsidiaries, assuming all other variables were held constant. A positive number below indicates an increase in post-tax profit where the functional currencies weaken 10% against the relevant foreign currencies of the Company and respective subsidiaries. For a 10% strengthening of the functional currencies of the Company and respective subsidiaries, there would be an equal and opposite impact on the profit for the year.

	The Group 本集團		The Company 本公司	
	2012 *HK$'000 千港元*	2011 *千港元*	**2012 *HK$'000 千港元***	2011 *千港元*
Profit or loss — post-tax 溢利或虧損 — 除稅後	**36,609**	56,505	**36,127**	56,057

Equity and debt investments

As at 31 December 2012 and 2011, the Group is exposed to price risk through its available-for-sale equity investments, held-for-trading investments

6. Financial Instruments

Financial risk management objectives and policies

Market risks

Equity and debt investments

The sensitivity analysis below has been determined based on the exposure to equity and debt price risks at the end of the reporting period. If the prices of the respective available-for-sale investments in listed equity securities and debt securities and held-for-trading investments had been 10% (2011: 10%) higher/lower, assuming all other variables were held constant, the impact to the Group and the Company would be:

6. 金融工具*(續)*

金融風險管理目標及政策*(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及債權證券之可供出售投資及持作買賣投資之價格增加或減少10%(2011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	
		2012 HK$'000 千港元	2011 千港元	**2012 HK$'000 千港元**	2011 千港元
Held-for-trading investments:	持作買賣投資：				
Increase/decrease in post-tax profit for the year	增加／減少年內除稅後溢利	**5,310**	7,494	**604**	1,965
Available-for-sale investments:	可供出售投資：				
Increase/decrease in other comprehensive income (net of tax)	增加／減少其他全面溢利(除稅後)	**19,048**	54,048	**19,048**	33,554

10% (2011: 10%) change in equity and debt investment price represents the directors' assessment of the reasonably possible change in price.

10%(2011年：10%)於股本及債權投資價格代表董事判斷價格可能出現的合理變動。

6. Financial Instruments

Financial risk management objectives and policies

Market risks

6. Financial Instruments

Financial risk management objectives and policies

Liquidity risk

The Group

		On demand or Less than 6 months 按要求或少於6個月	6 months to 1 year 6個月至1年	1-2 years 1至2年	2-5 years 2至5年	Total contractual undiscounted cash flow 未折現之現金流總額	Carrying value 賬面值
		千港元	*千港元*	*千港元*	*千港元*	*千港元*	*千港元*
As at 31 December 2011	**於2011年12月31日**						
Trade payables	應付賬款	134,476	—	—	—	134,476	134,476
Other payables	其他應付款	261,383	—	—	—	261,383	261,383
Borrowings	借貸	346,470	52,713	123,524	477,173	999,880	915,262
		742,329	52,713	123,524	477,173	1,395,739	1,311,121

The Company

	On demand or Less than 6 months 按要求或	6 months	1-2	2-5	Total contractual undiscounted cash flow	Carrying

6. Financial Instruments

Financial risk management objectives and policies

Liquidity risk

The Company

6. 金融工具*(續)*

金融風險管理目標及政策*(續)*

流動資金風險(續)

流動資金列表(續)

本公司(續)

		On demand or Less than 6 months 按要求或少於6個月	6 months to 1 year 6個月至1年	1-2 years 1至2年	2-5 years 2至5年	Total contractual undiscounted cash flow 未折現之現金流總額	Carrying value 賬面值
		千港元	*千港元*	*千港元*	*千港元*	*千港元*	*千港元*
As at 31 December 2011	**於2011年12月31日**						
Other payables	其他應付款	19,592	–	–	–	19,592	19,592
Amounts due to subsidiaries	應付附屬公司款	576,783	–	–	–	576,783	576,783
Borrowings	借貸	279,981	25,928	50,670	338,970	695,549	651,150
		876,356	25,928	50,670	338,970	1,291,924	1,247,525

Bank loans with a repayment on demand clause are included in the "on demand or less than 6 months" time band in the above maturity analysis. As at 31 December 2012, the aggregate carrying amounts of these bank loans of the Group and the Company amounted to HK$265,196,000 and HK$250,000,000 (2011: HK$18,865,000 and HK$1,150,000) respectively. Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank loans of the Group and the Company will be repaid in accordance with the scheduled repayment dates set out in the loan agreements in note 39. The aggregate principal and interest cash outflows of the Group and the Company will amount HK$266,691,000 and HK$250,484,000 (2011: HK$20,287,000 and HK$1,178,000) respectively.

包含按要求還款條文之銀行貸款計入上述到期期限分析之「按要求或少於六個月」時段內。於2012年12月31日，該等本集團銀行貸款之賬面值總額分別為265,196,000港元及250,000,000港元(2011年：18,865,000港元及1,150,000港元)。經考慮本集團之財務狀況，董事並不相信銀行可能會行使其酌情權要求即時還款。董事相信，該等本集團及本公司銀行貸款將會按照附註39呈列之貸款協議所載之預定還款日期償還。屆時，本集團及本公司之本金及利息總現金流出將分別為266,691,000港元及250,484,000港元(2011年：20,287,000港元及1,178,000港元)。

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

若變動利率與本報告期末所定之估計利率有差異，以上非衍生金融負債之可變利率之金額將會改變。

6. Financial Instruments

Financial risk management objectives and policies

Credit risk

The Group's and the 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 amount due from a buyer of the disposed available-for-sale investments including accrual interest of HK$76,156,000 (2011: HK$70,000,000), consideration receivable from a third party in respect of an available-for-sale investment of HK$84,944,000 (2011: nil), amount due from a shareholder of HK$17,343,000 (2011: nil), pledged deposits of HK$31,095,000 (2011: nil) paid to a shareholder as security for other loan, amount due from a broker of nil (2011: HK$40,201,000), amounts due from tgr - two011:depositsestment ono duen pledged -1.or tan,uele 5: rs seposits HK$31,095,00

6. Financial Instruments

Fair value measurements recognised in the statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

6. 金融工具*(續)*

公允值之計量於財務狀況表確認

下表是按可被觀察公允值之程度分類為1至3類的金融工具，其於首次確

The Group

		31 December 2012 於2012年12月31日				31 December 2011 於2011年12月31日			
		Level 1 第1類	Level 2 第2類	Level 3 第3類	Total 總額	Level 1 第1類	Level 2 第2類	Level 3 第3類	Total 總額
		千港元	*千港元*	*千港元*	*千港元*	*千港元*	*千港元*	*千港元*	*千港元*
Financial assets at FVTPL	**於損益表按公允值處理的金融資產**								
Structured finance securities	結構性金融證券	—	—	6,533	6,533	—	—	6,210	6,210
Loan receivables with embedded derivative	附有嵌入式衍生工具之應收貸款	—	—	736,178	736,178	—	—	—	—
Non-derivative financial assets held-for-trading	持作買賣投資之非衍生金融資產	53,099	—	—	53,099	74,944	—	—	74,944
Available-for-sale financial assets	**可供出售金融資產**								
Listed equity securities	上市股本證券	190,480	—	—	190,480	606,327	—	—	606,327
PRC government bonds	中國國債	—	—	—	—	2,464	—	—	2,464
Total	總額	243,579	—	742,711	986,290	683,735	—	6,210	689,945

6. Financial Instruments

Reconciliation of Level 3 fair value measurements of financial assets and financial liabilities

6. 金融工具*(續)*

第3類金融資產及金融負債之公允值計算調整

		The Group and The Company 本集團及本公司		
		Loan receivables with embedded derivative 附有嵌入式衍生工具之應收貸款	Structured finance securities 結構性金融證券	Total 總額
		千港元	*千港元*	*千港元*
At 1 January 2011	於2011年1月1日			
Interest income received from financial assets at fair value through profit or loss	於損益表按公允值處理的金融資產之利息收入	117,581	5,075	122,656
Total gains or losses:	收益或虧損總額：	(16,496)	—	(16,496)
— Change in fair value	— 公允值變動 *(附註 a)*	95,765	1,135	96,900
— Transfer out of level 3 to held-for-trading investments	— 由第3類劃轉至持作買賣投資*(附註 b)*	(196,850)	—	(196,850)
At 31 December 2011	於2011年12月31日	—	6,210	6,210
Addition	增加*(附註28)*	776,000	—	776,000
Total gains or losses:	收益或虧損總額：			
— Change in fair value	— 公允值變動 *(附註 a)*	(39,822)	323	(39,499)
At 31 December 2012	於2012年12月31日	736,178	6,533	742,711

附註：

(a) Change in fair value are recognised in the consolidated income statement.

(a) 公允值變動已於綜合收益表中計入。

(b) Upon the exercise of the conversion right under the loan receivables with embedded derivative into listed shares, the Group and the Company recognised the converted shares as held-for-trading investments. The Group and the Company disposed of all the converted shares during the year ended 31 December 2011.

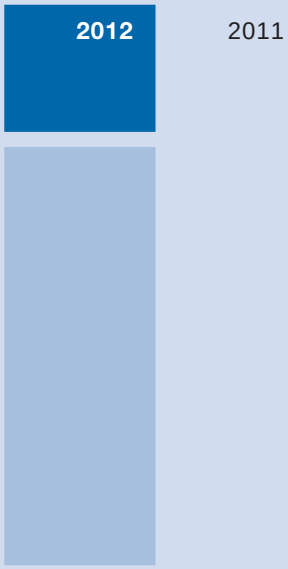
(b) 於行使附有嵌入式衍生工具之應收貸款之轉換權至上市股份，本集團及本公司確認該轉換權股份為持作買賣投資。本集團及本公司於2011年12月31日之年內出售全部轉換股票。

(c) The total gains or losses for the year included in profit or loss of HK$39,499,000 relates to the loan receivables with embedded derivative and structured finance securities held at the end of the reporting period (2011: HK$96,900,000).

(c) 於本報告期間包括損益中關於附有嵌入式衍生工具之應收貸款39,499,000港元(2011：96,900,000港元)之收入或虧損總額。

7. Revenue and Segment Information

Revenue is analysed as follows:



7. Revenue and Segment Information

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

	Year ended 31 December 2012 截至2012年12月31日止				
	Distressed assets business 不良資產業務	Investments 投資	Sales of properties 物業銷售	Property leasing 物業租賃	Property management 殊

7. Revenue and Segment Information

Other segment information

		Year ended 31 December 2012 截至2012年12月31日止年度							
		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*	Unallocated 未予分配 *HK$'000 千港元*	Consolidated 綜合 *HK$'000 千港元*
Amounts included in the measure of segment profit or loss or segment assets:									
包括於量度分部溢利或虧損或分部資產之金額：									
Depreciation	折舊	–	–	–	(1,386)	(1,581)	(30,173)	(10,601)	(43,741)
Release of land use right	土地使用權攤銷	–	–	–	–	–	(1.797)	–	(1,797)
Change in fair value of structured finance securities	結構性金融證券之公允值變動	–	323	–	–	–	–	–	323
Change in fair value of loan receivables with embedded derivative	附有嵌入式衍生工具之應收貸款之公允值變動	–	(39,822)	–	–	–	–	–	(39,822)
Interest income from loan receivables	應收貸款之利息收入	–	85,429	–	–	–	–	–	85,429
Change in fair value of held-for-trading investments	持作買賣投資公允值變動	–	12,629	–	–	–	–	–	12,629
Gain on disposal of available-for-sale investments	出售可供出售投資收益	–	309,637	–	–	–	–	–	309,637
Impairment loss recognised on available-for-sale investments	可供出售投資確認之減值虧損	–	(133,646)	–	–	–	–	–	(133,646)
Change in fair value of investment properties	投資物業公允值變動	–	–	–	42,925	–	–	1,088	44,013
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備產生之虧損淨額	–	–	–	(26)	(60)	(129)	(1)	(216)
Write back of allowance for inventories	存貨撥備回撥	–	–	–	–	–	8,774	–	8,774

Amounts regu8773 268.7193 cm0 0 m442.205 0 lSQBT/T13 1 Tf4.225 0 0 6.5 518.8063 273.3795 Tm(8)Tj0.598 0 Td(,)Tj0.32 0 TdeD1 .05tded to the chief 1.04ating decisi42 maker: Td8̀3AB予j1.042 0 Td8̀j1.03TjD Tf9.219 0 Td8̀07B予jC82219 0 Td8̀

7. Revenue and segment information

Other segment information

		Year ended 31 December 2011 截至2011年12月31日止年度							
		Distressed assets business 不良資產業務 千港元	Investments 投資 千港元	Sales of properties 物業銷售 千港元	Property leasing 物業租賃 千港元	Property management 物業管理 千港元	Production and trading of petrochemical products 石油化工產品生產及銷售 千港元	Unallocated 未予分配 千港元	Consolidated 綜合 千港元
Amounts included in the measure of segment profit or loss or segment assets: 包括於量度分部溢利或虧損或分部資產之金額：									
Depreciation	折舊	—	—	(168)	(1,456)	(2,167)	(10,147)	(9,540)	(23,478)
Release of land use right	土地使用權攤銷	—	—	—	—	—	(235)	—	(235)

7. Revenue and Segment Information

Information about major customers

There is no single customer contributing over 10% of total revenue of the Group for the year ended 31 December 2012 and 2011.

Geographical information

The Group's operations are located in the PRC and Hong Kong. The Group's revenue from external customers is based on the location of the Group's operations to derive the revenue and information about its non-current assets by geographical location of the assets are detailed below:

7. 收入及分部資料*(續)*

主要客戶的資料

截至2012年及2011年12月31日止年度並沒有單一客戶貢獻超過總收入之10%。

地域資料

本集團之營運地點是中國及香港。本集團由外在顧客中之收入是基於本集團之營運地點以取得收入及該非流動資產以地域分類的資料載列如下：

		Revenue 收入		Non-current assets 非流動資產	
		2012 HK$'000 千港元	2011 千港元	**2012 HK$'000 千港元**	2011 千港元
Hong Kong	香港	**4,320**	17,728	**267,742**	235,487
PRC	中國	**545,723**	444,878	**5,751,772**	5,708,561
		550,043	462,606	**6,019,514**	5,944,048

Non-current assets excluded financial instruments.

附註： 非流動資產不包括金融工具。

Revenue from major products, investments and services

Analysis of the Group's revenue from its major products, investments and services is provided in note 7.

主要產品、投資及服務之收入

本集團主要產品、投資及服務之收入分析載列於附註7。

8. Other Income, Gains and Losses 8. 其他收入、收益及虧損

		2012 HK$'000 千港元	2011 千港元
Interest income	利息收入		
— bank deposits	— 銀行存款	**14,384**	10,677
— amounts due from associates	— 應收聯營公司款	**20,472**	2,308
— loan receivables	— 應收貸款	**85,429**	56,929
— others	— 其他	**20,010**	7,797
Imputed interest on consideration receivable from disposal of an associate	出售一間聯營公司應收代價之應計利息	**—**	8,278
Consultancy income	顧問費收入	**40,551**	21,102
Commission income	佣金收入	**3,246**	4,090
Net foreign exchange gain	滙兌收益淨額	**1,841**	2,285
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額	**(216)**	(558)
Others	其他	**4,070**	7,385
		189,787	120,293

9. Finance Costs 9. 財務費用

		2012 HK$'000 千港元	2011 千港元
Interest on bank loans wholly repayable within five years	須於五年內悉數償還的銀行借款利息	**46,521**	17,574
Interest on other loans wholly repayable within five years	須於五年內悉數償還的其他借貸利息	**10,435**	2,730
Total	總額	**56,956**	20,304
Amounts capitalised	*減：*資本化金額	**(7,059)**	—
		49,897	20,304

Borrowing costs capitalised during the year are specifically related to expenditure on qualifying assets.

年內資本化之借貸成本乃特別關於合資格資產的開支嫡賙＊翕睹

10. Directors' and Chief Executive's Remuneration

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

	2012	
	Salaries and other benefits	
Fees	薪金及	
袍金	其金	

10. Directors' and Chief Executive's Remuneration

		2011				
Name of directors	董事姓名	Fees 袍金 *千港元*	Salaries and other benefits 薪金及其他福利 *千港元*	MPF contribution 強積金供款 *千港元*	Performance bonus 表現花紅 *千港元* *(Note h)* *(附註h)*	Total 總額 *千港元*
Chen Xiaozhou	陳孝周	500	—	—	—	500
Hui Xiao Bing	惠小兵	500	—	—	—	500
Gao Jian Min	高建民*(附註a)*	500	2,862	12	1,650	5,024

(附註b)

10. Directors' and Chief Executive's Remuneration

f. Mr. Zhang Zhongqiu was appointed as a director of the Company on 20 July 2011 and resigned as a director of the Company on 28 December 2012.

g. Mr. Chow Kwok Wai resigned as a director of the Company on 28 December 2012.

h. The performance related incentive payments are determined having regard to the performance of individuals and market trends.

10. 董事及行政總裁酬金*(續)*

附註：(續)

f. 張中秋先生於2011年7月20日獲委任為本公司董事並於2012年12月28日辭任本公司董事。

g. 周國偉先生於2012年12月28日辭任本公司董事。

h. 按表現發放之花紅乃經參考個人表現及市場趨勢後釐定。

11. The five highest paid individuals

The five highest paid individuals of the Group included three (2011: three) directors and the chief executive, details of whose emoluments are set out in note 10 above. The emoluments of the remaining two (2011: two) individuals are as follows:

11. 五名最高薪人士

本集團五名最高薪人士包括三(2011年：三)名董事及行政總裁，彼等的酬金詳情載列於上文附註10。其餘兩(2011年：兩)名人士的酬金如下：

		2012 *HK$'000* *千港元*	2011 *千港元*
Salaries and other benefits	薪金及其他福利	**3,094**	1,830
Performance related incentive payments	按表現發放之獎金	**1,963**	4,430
Retirement benefit costs	退休福利成本	**28**	24
		5,085	6,284

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	
		2012	2011
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	**2**	—
HK$3,500,001 to HK$4,000,000	3,500,001港元至4,000,000港元	**—**	1
		2	2

12. Taxation Charge

		2012 *HK$'000* *千港元*	2011 *千港元*
Tax charge comprises:	**稅項支出包括：**		
PRC Enterprise Income Tax — current tax	中國企業所得稅 — 即期	**52,520**	20,298
PRC Enterprise Income Tax — (over) under provision in prior year	中國企業所得稅 — 前年度（超額提撥）提撥不足	**(1,125)**	1,255
		51,395	21,553
Deferred taxation: — current year	遞延稅項：*(附註 40)* — 本年度	**10,731**	60,838
Tax charge attributable to the Company and its subsidiaries	本公司及其附屬公司應佔稅項支出	**62,126**	82,391

Hong Kong Profits Tax is calculated at 16.5% (2011: 16.5%) on the estimated assessable profits for the

12. Taxation Charge

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

12. 稅項支出*(續)*

年內稅項支出可與綜合收益表中除稅前溢利對賬如下：

		2012 *HK$'000* *千港元*	2011 *千港元*
Profit before taxation	除稅前溢利	**243,443**	471,141
Taxation at the PRC Enterprise Income Tax rate of 25%	按中國企業所得稅稅率25%之稅項	**60,861**	117,785
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	**47,290**	5,554
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	**(84,064)**	(76,568)
Tax effect of share of results of associates	攤佔聯營公司業績的稅務影響	**19,457**	(2,609)
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	**(1,385)**	(23,066)
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	**21,092**	24,800
Tax effect of utilisation of tax loss previously not recognised	以前未確認之稅項虧損之利用的稅務影響	**—**	(4,880)
Tax effect of PRC land appreciation tax (the "LAT")	中國土地增值稅(「土地增值稅」)的稅務影響*(附註 a)*	**—**	46,824
Income tax exemption	所得稅豁免*(附註 b)*	**—**	(6,704)
(Over)underprovision in prior year	以前年度(超額提撥)提撥不足	**(1,125)**	1,255
Income tax expenses for the year	年內所得稅支出	**62,126**	82,391

附註：

(a) The Group recognised the LAT on the investment properties which are ready for realisation through sale at the end of the reporting period. The provision of the LAT is included under deferred taxation charged to profit or loss for prior year.

(a) 本集團已確認於本報告期末可供其出售之投資物業之土地增值稅。於以前年度土地增值稅之提撥已包括於遞延稅項計入損益表中。

(b) Pursuant to the relevant laws and regulations in the PRC, income from investment in distressed assets through establishment of a special purpose vehicle is not subject to PRC Enterprise Income Tax.

(b) 根據

可

12. Taxation Charge

The following is an analysis of the tax effect relating to other comprehensive income:



13. Profit for the Year

Profit for the year has been arrived at after charging (crediting):

		2012 HK$'000 千港元	2011 千港元
Auditor's remuneration	核數師酬金	**2,976**	2,435
Cost of inventories recognised as an expense	存貨成本計入[illegible]	**348,166**	226,885
(Write back of allowance) allowance for inventories (included in cost of inventories recoginsed as expenses)	(撥備回撥)		

16. Investment Properties

		The Group 本集團		The Company 本公司	
		2012 ***HK$'000*** ***千港元***	2011 *千港元*	**2012** ***HK$'000*** ***千港元***	2011 *千港元*
Fair Value	**公允值**				
At the beginning of the year	於年初	**2,917,526**	2,541,194	**22,146**	20,342
Exchange adjustment	滙兌調整	**27,729**	103,418	**–**	—
Additions	添置	**72,730**	299,075	**–**	—
Reclassified as assets classified as held-for-sale	重列為列作持作銷售之資產	**(106,078)**	(80,989)	**–**	—
Increase in fair value recognised in profit or loss	於損益表確認之 ô•4 VÜêã <°				

16. Investment Properties

The carrying value of the investment properties comprises:

16. 投資物業(續)

投資物業之賬面值包括：

		The Group 本集團		The Company 本公司	
		2012 HK$'000 千港元	2011 千港元	**2012 HK$'000 千港元**	2011 千港元
Held under long term lease/land use right: — situated in the PRC	以長期租約／土地使用權方式持有：— 位於中國	**30,945**	29,789	**—**	—
Held under medium term lease/land use right: — situated in the PRC	以中期租約／土地使用權方式持有：— 位於中國	**2,924,975**	2,887,737	**23,233**	22,146
		2,955,920	2,917,526	**23,233**	22,146

All the investment properties are held for rental income under operating leases.

所有投資物業均以營運租約持有作收租用途。

The fair values of the investment properties of the Group and the Company at 31 December 2012 and 2011 were arrived at on the basis of valuations carried out on respective dates by Vigers Appraisal & Consulting Limited ("Vigers"), independent qualified professional valuers not connected with the Group. Vigers is member of the Institute of Valuers. 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.

本集團及本公司的投資物業於2012年及2011年12月31日之公允值乃基於威格斯資產評估顧問有限公司(「威格斯」)，與本集團並無關連的獨立合資格專業估值師就該日的價值進行評估所得。威格斯是估值師學會成員。本集團及本公司之投資物業賬面值之評估乃使用直接比較法經參照於合適的市場可取得的買賣證據而釐定。

As at 31 December 2012, certain of the Group's investment properties were held under a business model whose objective is to recover through sale, of which HK$114,629,000 (2011: HK$130,323,000) has been reclassified as assets classified as held-for-sale upon meeting the conditions for such classification and HK$735,074,000 (2011: HK$831,588,000) are included in the carrying amount of investment properties.

於2012年12月31日，本集團有若干投資物業是以透過出售而回收為目的的商業模式持有，其中114,629,000港元(2011年：130,323,000港元)已重列為列作持作銷售之資產並符合此重列之條件及735,074,000港元(2011年：831,588,000港元)已包括於投資物業之賬面值。

At the end of the reporting periods, the fair value of the investment properties reclassified as assets classified as held-for-sale is arrived at by reference to the selling price as stated in the sales and purchases agreements entered into with independent third parties during the year ended 31 December 2012 and 2011.

於報告期末，由投資物業重列為列作持作銷售的資產之公允值是以截至2012年及2011年12月31日止年度與獨立第三方簽訂的買賣合同之銷售價而釐定。

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 for as investment properties.

所有本集團及本公司以營運租約方式持有作收租或資本增值用途的物業權益均以公允值模式計量，並分類及列賬為投資物業。

17. Property, Plant and Equipment

	Leasehold land and buil$ure	Furniture

17. Property, Plant and Equipment

		Leasehold land and buildings 租賃土地及樓宇	Leasehold improvements 租賃物業裝修	Office equipment 辦公室設備	Motor vehicles 汽車	Total 合計
		千港元	*千港元*	*千港元*	*千港元*	*千港元*
THE COMPANY	**本公司**					
COST OR VALUATION	**成本值或估值**					
At 1 January 2011	於2011年1月1日	88,771	2,271	219	3,100	94,361
Revaluation	重估	5,551	—	—	—	5,551
Additions	添置	—	—	—	1,894	1,894
Dispoals	出售	—	—	—	(1,188)	(1,188)
At 31 December 2011	於2011年12月31日	94,322	2,271	219	3,806	100,618
Revaluation	重估	4,539	—	—	—	4,539
At 31 December 2012	於2012年12月31日	98,861	2,271	219	3,806	

17. Property, Plant and Equipment

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

Leasehold land and buildings	50 years or over the lease term, whichever is shorter
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 2012, the legal title of the Group's and the Company's properties with carrying value of approximately HK$32,861,000 (2011: HK$31,322,000) situated in the PRC have not been passed to the Group and the Company.

The carrying value of the leasehold properties comprises:

17. 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年或以租約年期以短為準
租賃物業裝修	3年
傢俬及設備	10年
辦公室設備	5年
廠房及機器	10 — 15年
汽車	6 — 10年

於2012年12月31日，本集團及本公司位於中國之物業之賬面值約為32,861,000港元(2011年：31,322,000港元)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	
		2012 HK$'000 千港元	2011 千港元	**2012 HK$'000 千港元**	2011 千港元
Long term leasehold properties situated in Hong Kong	在香港的長期租賃物業	**266,400**	229,700	**66,000**	63,000
Properties under medium term land use right situated in the PRC	在中國以中期土地使用權持有的物業	**60,458**	59,045	**32,861**	31,322
		326,858	288,745	**98,861**	94,322

17. Property, Plant and Equipment

19. Goodwill

Included in the carrying values of goodwill as at 31 December 2012, HK$7,001,000 (2011: HK$7,001,000) has been allocated to the cash generating unit for property management ("Unit A") and HK$39,462,000 (2011: HK$39,462,000) has been allocated to cash generating unit for production and trading of petrochemical products ("Unit B").

20. Unlisted investments in Subsidiaries and Amounts due from Subsidiaries

Unlisted investments in subsidiaries

The Com2TED

21. Interests in Associates

During the year ended 31 December 2011, the Group's associates aggregately recognised net loss but an overall share of profit of associates was noted. Included in the net loss, approximately HK$247,358,000 was contributed by one of the associates and share of loss of approximately HK$72,748,000 has been recognised by the Group. The remaining associates recognised net profit of approximately HK$237,945,000 and share of profit of approximately HK$83,182,000 has been recognised by the Group during the year ended 31 December 2011.

21. 聯營公司權益(續)

附註： 於2011年12月31日之年內，本集團之聯營公司計入淨虧損但整體錄得應佔聯營公司溢利。淨虧損包含由其中一間聯營公司貢獻約247,358,000港元及本集團確認應佔虧損約72,748,000港元。於2011年12月31日年之年內，餘下聯營公司確認溢利約237,945,000港元及本集團確認應佔溢利約83,182,000港元。

22. Interest in a Jointly Controlled Entity

22. 一間共同控制公司權益

		The Group 本集團	
		2012 HK$'000 千港元	2011 千港元
Cost of investments in a jointly controlled entity-unlisted	共同控制公司投資成本 — 非上市	**62,189**	61,599
Share of post-acquisition profit and other comprehensive income	攤佔收購後溢利及其他全面溢利	**27,228**	21,473
		89,417	83,072

During the year ended 31 December 2011, due to the amendment in memorandum and articles of association of Tai Zhou United East Petrochemical Company Limited ("TZ United East"), the Group obtained control over TZ United East and hence TZ United East has been accounted for as a subsidiary since the Group has control over TZ United East. Details of the deemed acquisition are set out in note 44.

於2011年12月31日之年內，由於泰州東聯化工有限公司(「泰州東聯化工」)之組織章程細則變更，本集團取得泰州東聯化工之控制權，並因本集團取得泰州東聯化工之控制權而以附屬公司入賬。視作收購之詳情載列於附註44。

Particulars of the jointly controlled entity of the Group as at 31 December 2012 and 2011 are set out in note 52(c).

本集團之共同控制公司於2012年及2011年12月31日之詳情載列於附註52(c)。

22. Interest in a Jointly Controlled Entity

22. 一間共同控制公司權益*(續)*

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

有關於本集團綜合財務報表以權益法合併的共同控制公司權益之財務資料摘要載列如下：

		2012 *HK$'000* *千港元*	2011 *千港元*
Non-current assets	非流動資產	**23,672**	23,675
Current assets	流動資產	**164,914**	170,800
Current liabilities	流動負債	**(98,601)**	(110,473)
Non-controlling interests	非控制權益	**(568)**	(930)
Group's share of net assets of jointly controlled entity	本集團攤佔共同控制公司資產淨值	**89,417**	83,072
Income recognised in profit or loss	收入於損益表確認	**78,194**	562,426
Expenses recognised in profit or loss	費用於損益表確認	**(72,653)**	(470,163)
Other comprehensive income	其他全面溢利	**215**	300
Group's share of profits and other comprehensive income of jointly controlled entities for the year	本集團應佔共同控制公司年內溢利及其他全面溢利	**5,756**	92,563

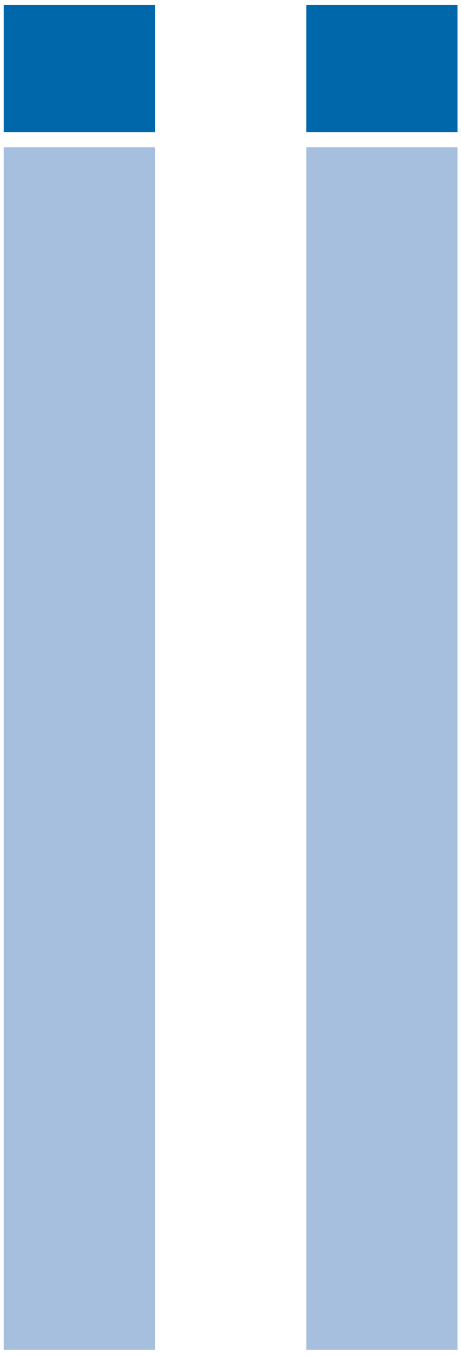
23. Amounts due from Associates

		The Group 本集團		The Company 本公司	
		2012 ***HK$'000*** ***千港元***	2011 *千港元*	**2012** ***HK$'000*** ***千港元***	2011 *千港元*
Current	即期*(附註a)*	**–**	7,906	**–**	—
Current	即期*(附註b)*	**511,445**	750,903	**2,310**	123,786
		511,445	758,809	**2,310**	123,786

26. Available-for-sale Investments

Available-for-sale investments comprise:

The Gr



26. Available-for-sale Investments

(a) Unlisted equity securities represent investments in unlisted equity securities issued by private entities. The business of these companies include, but not limited to power, winery and financial services. They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair values cannot be measured reliably. During the year ended 31 December 2012, gain on disposal of unlisted available-for-sale investments of HK$54,683,000 (2011: HK$99,640,000) has been recognised in profit or loss.

(b) It comprised of the equity securities which in the opinion of the directors, the Group might dispose of within 12 months after the end of the reporting period and were classified as current assets as at 31 December 2011.

26. 可供出售投資*(續)*

附註：

(a) 非上市股本證券乃指投資於由私人實體發行之非上市股本證券。該等公司之業務包括但不限於電力、釀酒及金融服務行業。由於估計所得的合理公允值範圍太大，董事意見認為其公允值無法可靠地計量，因此該等投資乃於報告期末以成本扣除減值計量。於2012年12月31日之年內，出售非上市可供出售投資之收益為54,683,000港元(2011年：99,640,000港元)已於損益表中確認。

(b) 乃指董事意見認為本集團打算於報告期末後12個月內出售並於2011年12月31日歸類為流動資產的股本證券。

27. Loan Receivables

27. 應收貸款

		The Group 本集團	
		2012 ***HK$'000*** ***千港元***	2011 *千港元*
Fixed-rate loan receivables	定息應收貸款*(附註a)*	**637,484**	16,016
Variable-rate loan receivables	浮息應收貸款*(附註b)*	**223,881**	93,630
		861,365	109,646
Analysed for reporting purposes as:	以呈報目的分析如下：		
Current	流動	**238,806**	109,646
Non-current	非流動	**622,559**	—
		861,365	109,646

28. Loan Receivables with Embedded Derivative

CUDC Limited has an option to pay cash instead of accepting the conversion in an amount equal to the closing price as of the date of exercise of the conversion right by the Company multiplied by the number of shares that would have been converted into.

The Bond carries fixed interest rate at 5% per

29. Investment in Distressed Assets through Establishment of a Special Purpose Vehicle

		The Group 本集團	
		2012	2011
		HK$'000	*千港元*
		千港元	
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	**6,403**	6,092

The Group

On 25 October 2006, Silver Grant International Assets Investment Limited ("SGIAIL"), a wholly owned subsidiary of the Company entered into a cooperation

29. Investment in Distressed Assets through Establishment of a Special Purpose Vehicle

The Group

On 5 June 2008, SGIAIL entered into a supplementary cooperation memorandum (the "Second Memorandum") with China Orient, pursuant to the Second Memorandum, SGIAIL together with certain investors had agreed to make invest1(e)1>68Cecond portfolio of distressed assets (the "Second Orient Portfolio") owned by China Orient. The acquisition was approved by the Ministry of Commerce of the PRC and completed during the year ended 31 December 2009. The invest1(e) cos of the Second Orient Portfolio was approximately RMB1,160,998,000 (equival(e)1to approximately HK$1,314,834,000). The Group entered into a joint invest1(e) contrac with three other

invested 46.17% interest of the Second Orient

(equival(e) to approximately HK$607,059,000), of which RMB246,033,000 (equival(e)1to approximately HK$278,633,000) was paid by the Group. According

collect and distribute the cash collected from distressed assets from China Orient on behalf of the other three investors in proportion of the initial invest1(e) amount. One of the investors was an associate of the Group which was disposed of during the year ended 31 December 2011.

On 14 July 2009, SGIAIL and China Orient made capital injection to Dongxin Union. SGIAIL injected 46.17% interests1>6Second Orient Portfolio and China Orient injected 53.83% Second Orient Portfolio into Dongxin Union. The shareholding of Dongxin Union owned by SGIAIL and China Orient after the capital injection remain unchanged.

29. 通過成立特殊目的載體投資不良資產*(續)*

本集團*(續)*

於2008年6月5日，銀建資產投資與中國東方訂立一份補充合作備忘錄(「備忘錄二」)，根據備忘錄二，銀建資產投資聯同若干投資者同意投資於中國東方持有之不良資產包第二包(東方資產包二)，此收購已取得中國商務部之批准並於2009年12月31日之年內完成。東方資產包二之投資成本約為人民幣1,160,998,000元(相當於約1,314,834,000港元)。本集團與其他三個投資者訂立一份共同投資協議(「共同投資協議」)並投資46.17%權益於東方資產包二，其成本約為人民幣536,033,000元(相當於約607,059,000港元)，其中本集團支付人民幣246,033,000元(相當於約278,633,000港元)。根據該共同投資協議，本集團應代其他三個投資者收取並以最初投資金額之比例分配從中國東方收回之現金。其中一投資者是本集團於2011年12月31日之年內出售之聯營公司。

於2009年7月14日，銀建資產投資與中國東方對東信聯合作出額外資本投入。銀建資產投資投入46.17%權益於東方資產包二及中國東方投入53.83%權益於東方資產包二於東信聯合。銀建資產投資及中國東方擁有東信聯合之股權於資本投入後並沒有改變。

29. Investment in Distressed Assets through Establishment of a Special Purpose Vehicle

The Group

Pursuant to the Memorandum and Article of Dongxin Union, China Orient was responsible to manage the First Orient Portfolio and Second Orient Portfolio. China Orient was entitled to a management fee equal to 10% of the gross amount recovered from the First Orient Portfolio and Second Orient Portfolio. The proportion of sharing of the recovered amounts for the First Orient Portfolio and Second Orient Portfolio are based on a pre-determined scale stated in the NPL Memorandum and the Second Memorandum respectively.

The investment in distressed assets through the establishment of a special purpose vehicle is

29. Investment in Distressed Assets through Establishment of a Special Purpose Vehicle

The Group

As at 31 December 2012, cash collected by China Orient from distressed assets but not yet transfer to the Group and deposited in bank accounts of Dongxin Union was amounting to HK$6,403,000 (2011: HK$6,092,000). The effective interest rate from such bank deposits is approximately 0.35% (2011: 0.5%) per annum.

As at 31 December 2012, included in accrued charges, rental deposits and other payables of HK$12,488,000 (2011: HK$16,392,000) represented the cash collected from the distressed assets of the Second Orient Portfolio by the Group on behalf of the other investors under the Joint Investment Contract.

Particulars of Dongxin Union are set out in note 53.

The Group is actively seeking opportunity for investment potential in other distressed assets. In this regards, the Group's distressed assets business is not considered as discontinued operation.

30. Inventories

	The Group 本集團	
	2012 *HK$'000 千港元*	2011

31. Held-for-trading Investments

		The Group 本集團		The Company 本公司	
		2012 HK$'000 千港元	2011 千港元	**2012 HK$'000 千港元**	2011 千港元
Equity securities listed in Hong Kong and the PRC, at fair value	於香港及中國上市的股本證券，按公允值	**51,190**	72,945	**6,045**	19,651
Equity securities listed outside Hong Kong, at fair value	於香港以外上市的股本證券，按公允值	**1,909**	1,999	**–**	–

32. Trade Receivables

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

32. 應收賬款*(續)*

應收賬款已到期但並未被減值之賬齡分析：

		The Group 本集團	
		2012 HK$'000 千港元	2011 千港元
31 to 90 days	31日至90日	**2,048**	3,492
91 to 180 days	91日至180日	**2,255**	3,515
181 to 360 days	181日至360日	**1,981**	2,837
		6,284	9,844

The Group did not provide impairment loss for the trade receivables.

本集團並無就應收賬款提撥減值虧損。

33. Deposits, Prepayments and Other Receivables

33. 按金、預付款及其他應收款

		The Group 本集團		The Company 本公司	
		2012 HK$'000 千港元	2011 千港元	**2012 HK$'000 千港元**	2011 千港元
Consideration receivables and accrual interest from disposal of available-for-sale investment in 2011	於2011年出售可供出售投資之應收代價及應計利息*(附註a)*	**76,156**	70,000	**—**	—
Amount due from a shareholder	應收一位股東款*(附註b)*	**17,343**	—	**17,343**	—
Pledged deposits for other loan	其他貸款之抵押按金*(附註c)*	**31,095**	—	**31,095**	—
Consideration receivable from disposal of available-for-sale investment in 2012	於2012年出售可供出售投資之應收代價*(附註d)*	**84,944**	—	**84,944**	—
Amount due from a broker	應收一間證券行	**—**	40,201	**—**	—
Others	其他	**44,860**	39,564	**4,885**	8,972
		254,398	149,765	**138,267**	8,972

33. Deposits, Prepayments and Other Receivables

(a) During the year ended 31 December 2011, the Group disposed of its unlisted available-for-sale investment with carrying value of HK$40,000,000 at a consideration of HK$140,000,000. The consideration was unsecured, interest free and repayable by two instalments: HK$70,000,000 at the date of transaction and the remaining HK$70,000,000 by 31 May 2012. On 31 May 2012, the Group entered into an extension agreement with this buyer and agreed to extent the repayment period from 31 May 2012 to 30 November 2013 and charge interest on the unsettled consideration at 15% per annum. According to the extension agreement, the buyer has to repay 30% of the unsettled consideration together with the relevant interest payable prior to 31 March 2013 and the remaining balance before 30 November 2013. As at 31 December 2012, accured interest of HK$6,156,000 was included in this balance. Up to the date of these consolidated financial statements are authorised for issuance, the Group received partial settlement from the buyer of HK$29,199,000, being 30% of the unsettled consideration and the relevant interest payable.

(b) The shareholder has significant influence over the Company. It is unsecured, interest free and repayable on demand. The amount was fully settled after the end of the reporting period.

(c) During the year ended 31 December 2012, the Group obtained an HKD denominated other loan of HK$30,000,000 from a shareholder of the Company, which can exercise significant influence over the Company. Pursuant to the loan agreement, the Group paid a RMB deposit of RMB25,000,000 (equivalent to HK$31,095,000) to this shareholder as a security of the loan. This deposit is non-interest bearing. Such arrangement was aimed to satisfy the Group's immediate HKD cash needs.

(d) The balance is repayable on demand.

34. 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 prevailing market deposit rates with effective interest at an average of 0.35% (2011: 0.5%) per annum and an original maturity of three months or less. Included in the Group's and the Company's bank balances and cash at 31 December 2012 were an aggregate amount of approximately HK$735,131,000 (2011: HK$1,028,192,000) and HK$640,000 (2011: HK$48,467,000) respectively which were denominated in RMB and are not freely convertible into other currencies.

33. 按金、預付款及其他應收款*(續)*

附註：

(a) 於2011年12月31日之年內，本集團以140,000,000港元之代價出售其賬面值40,000,000港元之非上市可供出售投資。該代價為無抵押、免息及以兩期歸還：於交易日歸還70,000,000港元及餘下70,000,000港元於2012年5月31日前歸還。於2012年5月31日，本集團與此買方簽訂一份展期協議並同意將還款期由2012年5月31日延展至2013年11月30日並就未償還代價款項以年利率15%於計收息。根據展期協議，該買家需於2013年3月31日之前支付未償還代價款項之30%及相關應計利息並且於2013年11月30日支付餘下結餘。於2012年12月31日應計利息6,156,000港元已包括於此結餘，截至綜合財務報表授權發行日，本集團已由該買家收回部份還款29,199,000港元，即未償還代價的30%及其相關應計利息。

(b) 該股東對本公司有重大影響力。此為無抵押，免息及於要求時償還。該金額於本報告期末後已全數清還。

(c) 於2012年12月31日之年內，本集團由一間對本公司可行使重大影響力之本公司之股東取得以港元計量之其他貸款30,000,000港元。根據該貸款協議，本集團支付人民幣按金25,000,000元(相當於31,095,000港元)予該股東作為貸款之抵押。此按金為無息的。該項安排目的旨在滿足本集團之即時港幣現金需要。

(d) 此結餘是於要求時償還。

34. 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按現行貸款

35. Assets Classified as Held-for-sale/Liabilities Associated with Assets Classified as Held-for-sale

35. 列作持作銷售之資產／列作持作銷售之資產之連帶負債

		The Group 本集團	
		2012 ***HK$'000*** ***千港元***	2011 *千港元*
Assets classified as held-for-sale — Investment properties	列作持作銷售之資產 — 投資物業	**114,629**	130,323
Liabilities associated with assets classified as held-for-sale — Considerations received	列作持作銷售資產之連帶之負債 — 收到之代價	**114,629**	130,323

The disposal is pending for the approval from the relevant regulatory authority and delivery to the respective buyers.

該出售正等待有關監管機構之批准及交割至相關買家。

36. Pledge of Assets

36. 資產抵押

The Group

At 31 December 2012, the Group pledged certain investment properties, leasehold land and buildings and land use right with an aggregate carrying value at the end of the reporting period of approximately HK$2,225,249,000 (2011: HK$2,087,717,000), HK$252,000,000 (2011: HK$218,000,000) and HK$69,005,000 (2011: nil) respectively to secure general banking facilities granted to the Group and other payable to an independent third party (note 42). Besides, as set out in note 33(c), the Group paid a deposit of approximately HK$31,095,000 (2011: nil) to a shareholder of the Company, which can exercise significant influence over the Company, to secure other loan of HK$30,000,000 (2011: nil) advanced by this shareholder.

本集團

於2012年12月31日，本集團已將其於本報告期末累計賬面總額分別約為2,225,249,000港元(2011年：2,087,717,000港元)、252,000,000港元(2011年：218,000,000港元)及69,005,000港元(2011年：無)之若干投資物業、租賃土地及樓宇及土地使用權抵押作為本集團獲授予一般性銀行融資的條件及其他應付款予一獨立第三方(附註42)。此外，於附註33(c)載列，本集團向一間對本公司可行使重大影響力之本公司股東支付一筆按金31,095,000港元(2011年：無)以抵押由該股東授出30,000,000港元(2011年：無)之其他貸款。

36. Pledge of Assets

The Company

At 31 December 2012, the Company pledged certain leasehold land and buildings with an aggregate carrying value at the end of the reporting period of approximately HK$66,000,000 (2011: HK$63,000,000) to secure general banking facilities granted to the Company. Besides, as set out in note 33(c), the Company paid a deposit of approximately HK$31,095,000 (2011: nil) to a shareholder of the Company to secure other loan of HK$30,000,000 (2011: nil) advanced by this shareholder.

36. 資產抵押*(續)*

本公司

於2012年12月31日，本公司已將其於本報告期末的累計賬面總額約為66,000,000港元(2011年：63,000,000港元)之若干租賃土地及樓宇抵押作為本公司獲授予一般性銀行融資的條件。此外，於附註33(c)載列，本公司向一間對本公司可行使重大影響力之本公司股東支付一筆按金31,095,000港元(2011年：無)以抵押由該股東授出30,000,000港元(2011年：無)之其他貸款。

37. Share Capital

37. 股本

		Number of shares 股份數目		Nominal value 票面值	
		2012 *In thousand 千股*	2011 *千股*	2012 *HK$'000 千港元*	2011 *千港元*
Ordinary shares of HK$0.20 each	每股面值0.20港元之普通股				
	法定股本：				
At the beginning and the end of the year	於年初及於年末	**4,000,000**	4,000,000	**800,000**	800,000
	已發行及已繳足股本：				
At the beginning of the year	於年初	**2,304,850**	2,184,850	**460,970**	436,970
Issue of new shares	發行新股	**–**	120,000	**–**	24,000
At the end of the year	於年末	**2,304,850**	2,304,850	**460,970**	460,970

On 6 April 2011, the Company issued and allotted a total of 120,000,000 shares at a cash consideration of HK$3.00 per share to independent third parties. The new shares issued during the year ended 31 December 2011 rank pari passu in all respects with the existing shares in issue.

於2011年4月6日，本公司以現金代價每股3.00港元發行及配售合共120,000,000股予獨立第三方。於2011年12月31日之年內發行之新股在各方面與現有已發行股份享有同等權益。

38. Reserves 38. 誰嚇桅蠊豺萍宋岍笑弈荃灌芒訂齣

The Company

The distributable reserves of the Company as at 31 December 2012 amounted to approximately HK$355,635,000 (2011: HK$619,234,000), being its retained profits at that date.

		Share premium 股份溢價	Asset revaluation reserve 資產重估儲備	Capital redemption reserve 資本贖回儲備	Investment revaluation reserve 投資重估儲備	Retained profits 保留溢利	Total 合計
		千港元	*千港元*	*千港元*	*千港元*	*千港元*	*千港元*
At 1 January 2011	於2011年1月1日	2,823,223	59,792	13,992	360,137	449,915	3,707,059
Gain on revaluation of leasehold land and buildings	重估租賃土地及樓宇產生之盈利	—	8,576	—	—	—	8,576
Deferred tax liabilities arising on revaluation of leasehold land and buildings	重估租賃土地及樓宇產生之遞延稅項負債	—	(524)	—	—	—	(524)
Change in fair value arising on revaluation of available-for-sale investments	重估可供出售投資產生之公允值變動	—	—	—	(348,725)	—	(348,725)
Other comprehensive income for the year	年內其他全面溢利	—	8,052	—	(348,725)	—	(340,673)
Profit for the year	年內溢利	—	—	—	—	399,804	399,804
Total comprehensive income for the year	年內全面溢利總額	—	8,052	—	(348,725)	399,804	59,131
Issue of shares	發行股本	336,000	—	—	—	—	336,000
Share issue expenses	股份發行費用	(7,404)	—	—	—	—	(7,404)
							(230,485)
At 31 December 2011	於2011年12月31日	3,151,819	67,844	13,992	11,412	619,234	3,864,301

For the year ended 31 December 2012
截至2012年12月31日止年度

The Company 本公司*(續)*

		Share premium 股份溢價	Asset revaluation reserve 資產重估儲備	Capital redemption reserve 資本贖回儲備	Investment revaluation reserve 投資重估儲備	Retained profits 保留溢利	Total 合計
		千港元	*千港元*	*千港元*	*千港元*	*千港元*	*千港元*
At 31 December 2011	於2011年12月31日	3,151,819	67,844	13,992	11,412	619,234	3,864,301
Gain on revaluation of leasehold land and buildings	重估租賃土地及樓宇產生之盈利	—	7,710	—	—	—	7,710
Deferred tax liabilities arising on revaluation of leasehold land and buildings	重估租賃土地及樓宇產生之遞延稅項負債	—	(524)	—	—	—	(524)
Change in fair value arising on revaluation of available-for-sale investments	重估可供出售投資產生之公允值變動	—	—	—	(145,058)	—	(145,058)
Impairment loss on available-for-sale investments recycled to profit and loss	年內回撥損益之可供出售投資減值虧損	—	—	—	133,646	—	133,646
Other comprehensive income for the year	年內其他全面溢利	—	7,186	—	(11,412)	—	(4,226)
Loss for the year	年內虧損	—	—	—	—	(148,357)	(148,357)
Total comprehensive income for the year	年內全面溢利總額	—	7,186	—	(11,412)	(148,357)	(152,583)
Dividend	股息	—	—	—	—	(115,242)	(115,242)
At 31 December 2012	於2012年12月31日	3,151,819	75,030	13,992	—	355,635	3,596,476

Bank borrowings are secured by certain investment properties, leasehold land and buildings and land use right. Details are disclosed in note 36.

借貸由若干投資物業，租賃土地及樓宇及土地使用權作抵押。詳情載列於附註36。

Other loan of HK$30,000,000 (2011: nil) is borrowed from a shareholder of the Company and is secured by a deposit as disclosed in note 36.

其他貸款之30,000,000港元(2011年：無)是由本公司的一名股東借出及由以一筆按金作抵押並於附註36披露。

Other loan of HK$248,756,000 (2011: nil) is borrowed from a financial institution and is under corporate guarantee provided by a non-controlling shareholder of a subsidiary which can exercise significant influence oGfw Tks subsidiary. The non-controlling shareholder of a subsidiary does not charge the Group for the corporate guarantee provided.

其他借貸248,756,000港元(2011年：無)是由一間金融機構借出及由一間附屬公司之可行使重大影響非控制股東對該附屬公司作企業擔保。該附屬公司之非控制股東並沒有向本集團提供企業擔保而作出收費。

Bank loans of the Group and the Company of HK$610,000,000 (2011: HK$651,150,000) are denominated in HKD, which are not denominated in the functional currency of the Company. The bank loans carry floating rates at HIBOR plus 2.5% (2011: HIBOR plus 2.5% and prime rate minus 2.375% per annum), i.e. effective interest rate of 2.28% to 3.045% (2011: 2.31% and 2.96%) per annum respectively. Bank loans of the group entities other than the Company of HK$15,196,000 (2011: HK$17,716,000) are denominated in HKD, functional currency of the relevant group entities, and carry a floating rate of prime rate minus 2.7% (2011: prime rate minus 2.7%) per annum or effective interest rate of 2.3% (2011: 2.3%) 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 105% (2011: floating interest rate at 105%) of the PBOC three-year interest rate or effective interest rate ranging of 5.85% to 7.25% (2011: 6.98% to 7.25%) per annum.

本集團及本公司的銀行貸款610,000,000港元(2011年：651,150,000港元)乃以港元為單位，而港元並非本公司之功能貨幣。銀行貸款按香港銀行同業拆息(「銀行同業拆息」)加2.5%(2011年：銀行同業拆息加2.5%及最優惠利率減年利率2.375%之浮動利率計息)，實際年利率分別為2.28%至3.045%(2011年：2.31%及2.96%)。除本公司外，集團公司之銀行貸款15,196,000港元(2011年：17,716,000港元)以相關集團公司的功能貨幣港元為單位，分別按最優惠利率減2.7%(2011年：最優惠利率減2.7%)之浮動利率或實際年利率2.3%(2011年：2.3%)計息。本集團的其餘銀行貸款以相關集團公司的功能貨幣人民幣為單位，並按人民銀行三年之浮動利率上浮5%(2011年：上浮5%)或以實際年利率區間由5.85%至7.25%(2011年：6.98%至7.25%)計息。

Other loan of the Group and the Company of HK$30,000,000 (2011: nil) is denominated in HKD, which is not denominated in the functional currency of the Company. This other loan is non-interest bearing and repayable in May 2013. The remaining other loan of HK$248,756,000 (2011: nil) of the Group is denominated in RMB, functional currency of the relevant group entity, and carries floating interest rate at 110% of PBOC three-year interest rate or effective interest rate of 6.765% per annum.

本集團及本公司的其他貸款30,000,000港元(2011年：無)以港元為單位，而港元並非本公司之功能貨幣。此筆其他貸款乃不計息，並須於2013年5月償還。本集團的其餘其他貸款248,756,000港元(2011年：無)以相關集團實體的功能貨幣人民幣為單位，並按人民銀行三年之浮動利率上浮10%或以實際年利率6.765%計息。

40. Deferred Taxation

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

The Group

		Accelerated tax depreciation 加速稅務折舊 *千港元*	Revaluation of properties 物業重估 *千港元*	Revaluation of available-for-sale investments 重估可供出售投資 *千港元*	Tax losses 稅務虧損 *千港元*	Total 總額 *千港元*
At 1 January 2011	於2011年1月1日	(55)	(248,018)	(133,450)	1,422	(380,101)
(Charge) credit to profit or loss for the year	於本年度損益表(扣除)					

於本

11日 (55)note 1229771

For the year ended 31 December 2012
截至2012年12月31日止年度

The Company		本公司		
		Accelerated tax depreciation 加速稅務折舊	Revaluation of properties 物業重估	Total 總額
		千港元	*千港元*	*千港元*
At 1 January 2011	於2011年1月1日	(55)	(7,206)	(7,261)
Charge to other comprehensive income for the year	於本年度其他全面溢利扣除	—	(524)	(524)
At 31 December 2011	於2011年12月31日	(55)	(7,730)	(7,785)
Charge to other comprehensive income for the year	於本年度其他全面溢利扣除	—	(524)	(524)
At 31 December 2012	於2012年12月31日	(55)	(8,254)	(8,309)

At the end of the reporting period, the Group had unused tax losses of approximately HK$362,569,000 (2011: HK$278,201,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK$10,957,000 (2011: HK$10,957,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK$351,612,000 (2011: HK$267,244,000) due to unpredictability of future profit streams and such tax losses may be carried forward indefinitely.

於本報告期末，本集團有可扣減未來溢利的未動用稅務虧損約362,569,000港元(2011年：278,201,000港元)。該等虧損中約10,957,000港元(2011年：10,957,000港元)已確認遞延稅項資產。鑒於未來收益的不可預測性及稅務虧損可無限期地承上結轉並無就其餘351,612,000港元(2011年：267,244,000港元)確認為遞延稅項資產。

At the end of the reporting period, the Company had unused tax losses of approximately HK$135,789,000 (2011: HK$109,820,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit stream.

於本報告期末，本公司有可扣減未來溢利的未動用稅務虧損約135,789,000港元(2011年：109,820,000港元)。鑒於未來收益的不可預測性，並無確認任何遞延稅項資產。

40. Deferred Taxation

The Company

Under the EIT Law, withholding tax is imposed on dividends declared to overseas investors in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK$1,258,985,000 (2011: HK$711,017,000) as the Group is able to control the

The Group

At 31 December 2012, the balance includes an amount of HK$46,891,000 (2011: HK$46,446,000) payable to an independent third party in relation to purchase of land use right in the PRC. The amount is secured by certain investment properties of HK$58,582,000 (2011: HK$53,714,000), bears fixed interest at 4.68% per annum for both years and is repayable on demand.

At 31 December 2012, the balance includes an aggregated amount of HK$72,796,000 (2011: HK$51,922,000) payable to three (2011: three) non-controlling shareholders of three subsidiaries (2011: three). These non-controlling shareholders are able to exercise significant influence over respective subsidiaries. The amounts are unsecured, non-interest bearing and are repayable on demand.

At 31 December 2012, the balance includes an amount of HK$12,488,000 (2011: HK$16,392,000) payable to other investors of the Second Orient Portfolio. Details are set out in note 29.

At 31 December 2012, the balance includes an aggregated amount of HK$113,401,000 (2011: HK$2,876,000) payable to independent third parties in relation to construction costs payable for property, plant and equipment in the PRC. The amounts are unsecured, non-interest bearing and are repayable within one year from the end of the reporting period.

At 31 December 2012, the balance included a deposit of approximately HK$32,338,000 (2011: 32,031,000) from an independent third party in relation to a cancelled disposal transaction of leasehold properties. The amount is unsecured, non-interest bearing and is repayable on demand.

Except for those as stated above, the remaining balances mainly include accrued staff costs, rental and other deposits received, accrued finance costs and receipts in advance from customers.

本集團

於2012年12月31日之結餘包括就於中國收購土地使用權而應付予獨立第三方的款項，金額約為46,891,000港元(2011年：46,446,000港元)。該金額由若干投資物業約58,582,000港元(2011年：53,714,000港元)作抵押，兩個年度按固定年利率4.68%計息及應要求隨時需予歸還。

於2012年12月31日之餘額包括一項總金額約為72,796,000港元(2011年：51,922,000港元)之三間(2011年：三間)附屬公司之三個(2011年：三個)非控制股東款。該非控制股東有給予行使重大影響予相關附屬公司。該金額為無抵押，免息及應要求隨時需予歸還。

於2012年12月31日，餘額包括一項金額為12,488,000港元(2011年：16,392,000港元)應付東方資產包二之其他投資者。詳情載列於附註29。

於2012年12月31日，餘額包括總金額為113,401,000港元(2011年：2,876,000港元)支付予第三者有關支付位於中國之物業、廠房及設備之工程成本。該金額無抵押，免息及需於報告期後一年內償還。

於2012年12月31日，餘額包括取消出售租賃物業交易之金額約為32,338,000港元(2011年：32,031,000)由獨立第三方繳付之訂金。該金額為無抵押、免息及應債權人要求需即時歸還。

除上述外，其餘之結餘主要為應付員工成本、已收租金及其他按金、應付財務費用及預收客人樓[illegible]

43. Amounts due to Subsidiaries

The Company

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

43. 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。

44. Deemed Acquisition of a Subsidiary

On 31 August 2011, both equity owners of a jointly controlled entity, TZ United East, approved certain amendments in its memorandum and articles of association. Pursuant to the amended memorandum and articles of association, the number of directors in the board of directors of TZ United East is 9 of which 5 directors are appointed by the Group and 4 directors are appointed by the other equity owner. In the opinion of the directors, the increase in voting power due to this amendment caused the Group to obtain control over TZ United East's financial and operating policies upon the amendment of the memorandum and articles of association since major financial and operating policies require simple majority of votes in the board of directors' meetings. As a result, TZ United East was deemed to be acquired by the Group and became a non-wholly owned subsidiary of the Group. At the date of the deemed disposal, the Group's previously held interest in TZ United East is remeasured at fair value and the resulting gain of HK$35,072,000 was recognised in profit or loss during the year ended 31 December 2011.

44. 視同收購一間附屬公司

於2011年8月31日，一間共同控制公司，泰州東聯化工之雙方權益擁有人批准其公司法規及章程的若干修訂。根據該公司法規及章程的修訂，泰州東聯化工之董事會董事人數為9位，其中5位由本集團委任而4位董事由其他權益擁有人委任。董事意見認為，因主要財務及營運政策要求董事會會議之大多數投票通過，由於此修訂而增加投票權引致本集團取得泰州東聯化工之財務及營運政策之控制權。因此，泰州東聯化工被視為本集團收購並成為本集團非全資擁有附屬公司。於視同出售日，本集團原先持有之泰州東聯化工之權益以公允值重新計算並於2011年12月31日之年內確認35,072,000港元之收益於損益表中。

Assets acquired and liabilities recognised at the date of deemed acquisition were as follows:

		千港元
Net assets acquired:	收購淨資產：	
Property, plant and equipment	物業、廠房及設備	255,218
Deposits paid for land use right	土地使用權之按金	34,320
Inventories	存貨	48,600
Deposits, prepayments and other receivables	按金、預付款及其他應收款	14,187
Bank balances and cash	銀行結餘及現金	230,654
Trade payables	應付賬款	(17,878)
Accrued charges, rental deposits and other payables	應計費用，租務按金及其他應付款	(28,832)
Amounts due to related companies	應付關連公司款	(885)
Taxation payable	應付稅項	(9,441)
Deferred tax liabilities	遞延稅項負債	(1,898)
		524,045

The fair value of deposits, prepayments and other receivables at the date of deemed acquisition amounted to HK$14,187,000. The gross contractual amounts of those deposits, prepayments and other receivables acquired amounted to HK$14,187,000 at the date of deemed acquisition.

		千港元
Goodwill arising on deemed acquisition of a subsidiary:	視同收購一間附屬公司所產生之商譽：	
Acquisition-date fair value of previously held interests	於收購日以前持有之權益之公允值*(附註a)*	301,485
non-controlling interests (50% of TZ United East)	*加：*非控制權益(泰州東聯化工之50%)*(附註b)*	262,022
net assets acquired	*減：*收購淨資產	(524,045)
Goodwill arising on deemed acquisition	視同收購所產生之商譽*(附註c)*	39,462

44. Deemed Acquisition of a Subsidiary

(a) Acquisition-date fair value of interest in a jointly controlled entity previously held has been remeasured to its fair value. Fair value of the jointly controlled entity is determined by business valuation based on the application of discounted cash flow method. That calculation uses cash flow projection based on financial budgets approved by management covering a five-year period based on an estimate growth rate of 2% to 7% with a discount rate of 19.6%. Cash flows after the five-year period are extrapolated at 3% growth rate. Another key assumption for the business valuation is the budgeted revenue and gross margin, which is determined based on TZ United East's past

(a)

45. Disposal of Subsidiaries

(b) During the year ended 31 December 2011, the Group disposed of two subsidiaries to independent third parties at a net aggregated consideration of HK$96,910,000. The net assets of the subsidiaries disposed of were as follows:

45. 出售附屬公司(續)

(b) 於2011年12月31日之年內，本集團以總代價淨額96,910,000港元出售兩間附屬公司予獨立第三方。出售附屬公司之淨資產載列如下：

		千港元
Interest in an associate	聯營公司權益	31,896
Amount due from the Company	應收本公司款	136,284
Bank balances and cash	銀行結餘及現金	21
Taxation payable	應付稅項	(136,198)
Net assets	淨資產	32,003
Gain on disposal	出售之收益	64,907
Cash consideration received	收到之現金代價	96,910
Net cash inflow arising on disposal:	出售產生之淨現金流入：	
Cash consideration received (net)	收到之現金代價淨額	96,910
Bank balances and cash disposed of	出售之銀行結餘及現金	(21)
		96,889

The disposed subsidiaries had no material impact on the Group's results and cash flows in the prior year.

出售之附屬公司對於本集團於之前年度之業績及現金流並沒有重大影響。

The Group

The Group as lessor

Property rental income earned by the Group during the year was approximately HK$36,352,000 (2011: HK$45,518,000). The properties held have committed tenants for lease terms ranged from 1 year to 8 years.

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

本集團

本集團以出租人身分

本集團於年內賺取的物業租金收入約為36,352,000港元(2011年：45,518,000港元)。持有的物業有已簽約的租客，租期範圍由1年至8年不等。

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	
		2012	2011
		HK$'000	*千港元*
		千港元	
Within one year	一年內屆滿	**39,704**	18,344
In the second to fifth year inclusive	第二至第五年（包括首尾兩年在內）	**45,303**	27,891
After five years	五年以後	**9,597**	11,669
		94,604	57,904

The Company

The Company had no operating lease commitment 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。

47. Capital Commitments

47. 資本承擔

		The Group 本集團	
		2012 HK$'000 千港元	2011 千港元
Capital contribution in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	關於購入物業、廠房及設備已落實但並未於綜合財務報表中反映之資本承擔	503,997	118,383

The Company

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

本公司

本公司於兩個報告期末並沒有資本承擔。

48. Retirement Benefits Plans

The Group operates a Mandatory Provident Fund Scheme (the "Scheme") for all qualifying employees in Hong Kong. The assets of the Scheme are held separately from those of the Group and are held in funds under the control of trustees. Contributions are made based on a percentage of the employees basic salary with a cap of HK$1,250 per month starting from 1 June 2012 (prior to 1 June 2012: HK$1,000 per month).

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.

48. 退休福利計劃

本集團為所有於香港僱用的合資格員工推行一項強制性公積金計劃(「計劃」)。該計劃項下之資產與本集團資產已分割，並且是由信託人控制的基金持有。供款是按僱員基本薪酬的比例計算，由2012年6月1日起上限為每月1,250港元(2012至6月1日之前：每月1,000港元)。

中國的附屬公司之僱員乃由中國政府運作的退休福利計劃之成員。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服務年資計算所得。中國政府需負上支付退休僱員之長俸福利責任。

The total cost charged to profit or loss of approximately HK$12,082,000 (2011: HK$9,109,000) represents contributions to these schemes by the Group in respect of the current accounting period. As at 31 December 2012 and 2011, no contributions due in respect of the reporting period had not been paid over to the scheme.

於本期計入損益表之成本總額約為12,082,000港元(2011年：9,109,000港元)，代表本集團就該等計劃項下的供款。於2012年及2011年12月31日，就相關報告期間，並無該等計劃項下到期之供款未予支付。

On 27 May 2002, the shareholders of the Company approved the adoption of a share option scheme (the "Share Option Scheme") with effect from 27 May 2002. During the year ended 31 December 2012, the Share Option Scheme was expired. The Share Option Scheme was adopted for the primary purpose of giving incentives to the directors and eligible employees of the Group.

於2002年5月27日，本公司股東批准自2002年5月27日起採納之購股權計劃(「購股權計劃」)。於2012年12月31日年內，該購股權計劃已經終止。採納購股權計劃之主要目的為獎勵本集團董事及合資格僱員。

According to the Share Option Scheme, the board of directors of the Company are authorised, at any time within ten years after the adoption date, to grant share options to any directors or employees of the Company or any of its subsidiaries to subscribe for shares in the Company at a price not less than the closing price of the Company's shares on the date of grant, or the average closing price of the Company's shares on the five trading days immediately preceding the offer date of the share options or the nominal value of the Company's shares, whichever is higher. The maximum number of shares in respect of which share options may be granted under the Share Option Scheme cannot exceed 30 per cent of the aggregate nominal amount of the issued share capital of the Company from time to time.

根據購股權計劃，本公司董事會獲授權於採納日期後十年內的任何時間，授予本公司或其任何附屬公司董事或僱員購股權以認購本公司股份，價格不得少於授出日期本公司股份之收市價，或緊接購股權授出日期前五個交易日本公司股份平均收市價或本公司股份之面值(以較高者為準)。有關根據購股權計劃授出之購股權可認購之最多股份數目，乃以不超過本公司不時已發行股本總面值之 @

No option was granted and exercised during both years and no share option was outstanding as at 31 December 2012 and 2011.

50. Related Party Transactions

50. 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：

		2012 HK$'000 千港元	2011 千港元
Interest income from associates	聯營公司的利息收入	**20,472**	2,308
Interest income on loan to non-controlling shareholders of subsidiaries, which can exercise significant influence over respective subsidiaries	對相關附屬公司可行使重大影響之附屬公司非控制股東之借款利息收入*(附註27b)*	**10,422**	4,240
Property management fee income from an associate	一間聯營公司的物業管理費收入	**85**	67
Rental income from associates	聯營公司的租金收入	**7,982**	23,308
Rental income from a jointly controlled entity	一間共同控制公司的租金收入	**315**	3,400

Details of balances with related companies and other transactions with related parties are set out in the consolidated statement of financial position and notes 23, 24, 27, 28, 29, 33, 39 and 42.

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23、24、27、28、29、33、39及42。

The Company

本公司

Details of balances with subsidiaries and related companies are set out in the statement of financial position and in notes 20, 23, 28, 33, 39 and 43.

與附屬公司及關聯公司結餘詳情載列於財務狀況表及附註20、23、28、33、39及43。

Except for the directors' and chief executive's remuneration and the remuneration of the five highest paid individuals of the Group as disclosed in notes 10 and 11 respectively during the year, there is no other remuneration of key management.

除附註10及11分別披露年內支付予董事及行政總裁的薪酬及本集團五名最高薪人士的薪酬外，並無其他主要管理人員的薪酬。

The remuneration of directors and the chief executive is determined by the remuneration committee having regard to the performance of individuals and market trends.

董事及行政總裁之薪酬乃由薪酬委員會經考慮個人表現及市場趨勢而釐定。

During the year ended 31 December 2012, amounts of approximately HK$113,401,000 (2011: HK$2,876,000) in relation to the addition of property, plant and equipment were not settled as at 31 December 2012 and were included in accrued charges, rental deposits and other payables. Details are set out in note 42. Besides, the Group utilised approximately HK$35,727,000 of deposits paid for land use right in settling the purchase of land use right during the year ended 31 December 2012.

During the year ended 31 December 2012, the Group disposed of an available-for-sale investments and the consideration of HK$84,944,000 was not settled as at 31 December 2012 and was included in other receivables. Besides, the Group recognised other interest income of HK$6,156,000 in respect to consideration receivable from disposal of available-for-sale investment, which was not settled as at 31 December 2012 and was included in other receivables as at 31 December 2012.

During the year ended 31 December 2012, the Group disposed of certain held-for-trading investments which were held on behalf of by a shareholder. The proceed of HK$17,343,000 (2011: nil) was not yet settled and included in amount due from a shareholder as at 31 December 2012. The shareholder has significant influence over the Company.

During the year ended 31 December 2011, loan receivable with embedded derivative of HK$196,850,000 was converted into shares and classified as held-for-trading investments upon the exercise of the conversion right.

於2012年12月31日之年內，有關添置物業、廠房及設備金額約113,401,000港元（2011年：2,876,000港元）於2012年12月31日尚未清償，並計入應計費用、租務按金及其他應付款。詳情載於附註42。此外，於2012年12月31日之年內，本集團動用就土地使用權支付的按金約35,727,000港元，用作償還購買土地使用權。

於2012年12月31日之年內，本集團出售一項可供出售投資，代價84,944,000港元於2012年12月31日尚未償還，並計入其他應收款。此外，本集團就出售可供出售投資應收代價確認其他利息收入6,156,000港元，其於2012年12月31日尚

For the year ended 31 December 2012
截至2012年12月31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 本公司所持有已發行普通股股本／註冊資本面值比例				Principal activities 主要業務
			2012		2011		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Ju Fu San Yan Jing Investment Company Limited 巨福三眼井投資有							

52. Particulars of Subsidiaries, Associates and Jointly Controlled Entity (continued)

(a) Particulars of the Company's subsidiaries at 31 December 2012 and 2011 are as follows: (continued)

52. 附屬公司、聯營公司及共同控制公司摘要(續)

(a) 本公司的附屬公司於2012年及2011年12月31日的詳情如下：(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				Principal activities 主要業務
			2012		2011		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Tai Zhou Dong Thai Petrochemical Company Limited ("TZ Dong Thai")^ 泰州東泰石化有限公司（「泰州東泰」）	PRC 中國(附註 iii)	RMB230,000,000 人民幣230,000,000元	–	69.78%	–	69.78%	Investment holding 投資控股
TZ United East 泰州東聯化工^#	PRC 中國(附註 iv)	RMB308,100,000 人民幣308,100,000元	–	50%	–	50%	Production and trading of petrochemical products 生產及銷售石油化工產品
Xin Jiang Zhong Qing Luan Chuang Technology Company Limited ("Zhong Qing")^ 新疆中青聯創科技有限公司（「中青」）	PRC 中國(附註 iv)	RMB5,000,000 人民幣5,000,000元	–	60%	–	60%	Investment holding 投資控股
Fast Winner Investments Limited	British Virgin Islands 英屬處女群島	US$1,000 1,000美元	100%	–	100%	–	Inactive 暫無業務
Aesco Limited	Hong Kong 香港	HK$200,000 200,000港元	100%	–	100%	–	Investment holding 投資控股
Beijing Runda International Investment Management Limited ("Beijing Runda")^ 北京潤達國際投資管理有限公司（「北京潤達」）	PRC 中國(附註 iii)	RMB100,000,000 人民幣100,000,000元	–	100%	–	100%	Investment holding 投資控股

(a) Particulars of the Company's subsidiaries at 31 December 2012 and 2011 are as follows:

(a) 本公司的附屬公司於2012年及2011年12月31日的詳情如下：*(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				Principal activities 主要業務
			2012		2011		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Gold Sky Capital Limited *(附註 v)*	British Virgin Islands 英屬處女群島	US$100 100美元	–	–	100%	–	Investment holding 投資控股
Long Bright Capital Limited 長暉資本有限公司	British Virgin Islands 英屬處女群島	US$100 100美元	70%	–	70%	–	Investment holding 投資控股
Konson Investment Limited 港丰投資有限公司	Hong Kong 香港	HK$100 100港元	–	70%	–	70%	Investment holding 投資控股
Fast Growing International Limited	British Virgin Islands 英屬處女群島	US$1 1美元	100%	–	100%	–	Investment holding 投資控股
Champion Glory Holdings Ltd	British Virgin Islands 英屬處女群島	US$1 1美元	100%	–	100%	–	Investment holding 投資控股

^ *英文名稱只供參考。*

該附屬公司的九間數乙了李鎵篁誂

附註：

(b) Particulars of the Group's associates at 31 December 2012 and 2011 are as follows:

Name of company 公司名稱	Form of business structure 業務型態	Place/ country of incorporation/ establishment 錄答剴千樂脛翔堰千儻膠務



(c) Particulars of the Group's jointly controlled entity at 31 December 2012 and 2011 are as follows:

(c) 本集團及

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 所持有已發行註冊資本比例				Principal activities 主要業務
					2012		2011		
					The Group 本集團	The Company 本公司	The Group 本集團	The Company 本公司	
Kema Yinxiang Industries Limited^ 科馬印象實業有限公司	Domestic enterprise 內資企業	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

^ [illegible]

The above table lists the subsidiaries, associates and jointly controlled entity of the Group which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries, associates and jointly controlled entity would, in the opinion of the directors, result in particular excessive length.

For the year ended 31 December 2012
截至2012年12月31日止年度

		Year ended 31 December 截至12月31日止年度				
		2008	2009	2010	2011	2012
		百萬港元	*百萬港元*	*百萬港元*	*百萬港元*	*HK$ Million 百萬港元*
Results	**業績**					
Revenue	收入	288.3	329.3	290.6	462.6	**550.0**
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	87.1	406.3	530.8	375.6	**103.8**

		At 31 December 於12月31日				
		2008	2009	2010	2011	2012
		百萬港元	*百萬港元*	*百萬港元*	*百萬港元*	*HK$ Million 百萬港元*
Assets and liabilities	**資產及負債**					
Investment properties and property, plant and equipment	投資物業及物業、廠房及設備	2,650.7	2,511.7	2,801.8	3,510.6	**4,205.0**
Land use right	土地使用權	26.9	26.8	—	70.3	**221.2**
Goodwill	商譽	11.4	7.0	7.0	46.5	**46.5**
Structured finance securities	結構性金融證券	12.2	9.0	5.1	6.2	**6.5**
Interest in jointly controlled entities	共同控制公司權益	66.7	198.4	266.3	83.1	**89.4**
Interests in associates	聯營公司權益	784.0	133.0	1,492.3	2,197.9	**1,457.4**
Available-for-sale investments	可供出售投資	314.0	435.5	1,038.6	727.8	**699.6**
Deposit paid for land use rights	土地使用權之按金	—	—	—	35.7	**–**

SUMMARY OF INVESTMENT PROPERTIES 投資物業概要

For the year ended 31 December 2012
截至2

SILVER
INDUST

會展廣